股票代號 Stock Code：3661

英屬開曼群島商世芯電子股份有限公司
Alchip Technologies, Limited

民國 114 年股東常會
議事手冊

Handbook for
2025 Annual General Meeting

日期：中華民國 114 年 5 月 29 日

地點：台北市中山區敬業四路168號3樓（維多麗亞酒店）

Date: May 29, 2025

Venue: 3F, No. 168, Jingye 4th Rd., Zhongshan Dist., Taipei City (Grand Victoria Hotel)

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壹、 開會程序
MEETING PROCEDURE

英屬開曼群島商世芯電子股份有限公司
Alchip Technologies, Ltd.

民國 114 年股東常會開會程序
Procedure of 2025 Annual General Meeting

1. 宣佈開會 Call the Meeting to Order
2. 主席致詞 Chairman's Address
3. 報告事項 Report Items
4. 承認事項 Proposed Resolutions
5. 選舉事項 Election Item
6. 討論事項 Discussion Items
7. 臨時動議 Ad Hoc Motion
8. 散　　會 Adjournment

貳、 開會議程
MEETING AGENDA

英屬開曼群島商世芯電子股份有限公司
Alchip Technologies, Ltd.
民國114年股東常會議程
Agenda of 2025 Annual General Meeting

時 間：民國一一四年五月二十九日（星期四）上午九時正
Time: 09:00 a.m. on Thusday, May 29, 2025

地 點：台北市中山區敬業四路168號3樓 (維多麗亞酒店)
Venue: 3F, No. 168, Jingye 4th Rd., Zhongshan Dist., Taipei City (Grand Victoria Hotel)

股東會召開方式：實體股東會
The means of Shareholders meeting: Physical Shareholders meeting

一、主席宣布開會
Call the Meeting to Order

二、主席致詞
Chairman's Address

三、報告事項：
（一）民國113年度營業狀況報告。
（二）審計委員會審查民國113年度決算表冊報告。
（三）員工及董事酬勞分配情形報告。
（四）民國113年度私募普通股辦理情形報告。
（五）訂定「誠信經營守則」與修訂「誠信經營作業程序及行為指南」報告案。

3. Report Items
(1) The Business Report of 2024.
(2) Audit Committee's Review Report on 2024 Consolidated Financial Statements.
(3) The Distribution of Compensation and Remuneration to Employees and Directors of the Company.
(4) 2024 Private Placement of Common Shares Processing Status Report.
(5) Establish the "Ethical Corporate Management Best Practice Principles" and Amendments to the "Procedures for Ethical Management and Guidelines for Conduct".

四、承認事項：
（一）民國113年度營業報告書及財務報表案。
（二）民國113年度盈餘分配案。

4. Proposed Resolutions

(1) 2024 Business Report and the Consolidated Financial Statements for the year ended December 31, 2024 of the Company.

(2) 2024 Profit Distribution Proposal.

五、選舉事項：

（一）改選董事 7 席(含獨立董事 4 席)案。

5. Election item

(1) Re-election of 7 Directors (including 4 Independent Directors).

六、討論事項：

（一）修訂公司章程案(應以特別決議通過)。

（二）解除新任董事競業禁止案(應以特別(重度)決議通過)。

（三）本公司辦理私募普通股案(應以特別決議通過)。

6. Discussion Items

(1) Amendments to the Memorandum and Articles of Association of the Company (By way of a Special Resolution).

(2) Release the Prohibition on Newly Directors from Participation in Competitive Business (By way of a Supermajority Resolution).

(3) The Company's Issuance of Common Shares through Private Placement (By way of a Special Resolution).

七、臨時動議

7. Ad Hoc Motion

八、散會

8. Adjournment

一、報告事項 Report Items

報告案一

案由：民國113年度營業狀況報告，報請 公鑒。

說明：本公司民國113年度營業報告書，請參閱本議事手冊第18~23頁附件一。

Report No.1：

The Business Report of 2024.

Explanation:

2024 Business Report of the Company is attached hereto as Exhibit I, please refer to pages 18~23.

報告案二

案由：審計委員會審查民國113年度決算表冊報告，報請 公鑒。

說明：審計委員會審查報告書，請參閱本議事手冊第24~25頁附件二。

Report No.2：

Audit Committee's Review Report on 2024 Consolidated Financial Statements.

Explanation:

Audit Committee's Review Report is attached hereto as Exhibit II, please refer to pages 24~25.

報告案三

案由：員工及董事酬勞分配情形報告，報請公鑒。

說明：一、依公司章程第34.1條規定，本公司年度如有獲利，應提撥當年度獲利不低於1%為員工酬勞及不高於2%為董事酬勞。當年度獲利狀況係指當年度稅前利益扣除分派員工酬勞及董事酬勞前之利益。

二、本公司擬以現金方式分派員工酬勞美金10,000,000元及董事酬勞美金1,500,000元。

Report No.3：

Distribution of Compensation and Remuneration to Employees and Directors of the Company.

Explanation:

1. In accordance with the Article 34.1 of the Memorandum and Articles of Association of the Company, the Company shall set aside no less than 1% of its annual profits as bonus to employees of the Company and set side no more than 2% of its annual profits as bonus to Directors. The annual profits specified in the Article refers to the annual income before tax and before bonuses are set aside for employees and Directors.
2. The Company proposes to distribute US$10,000,000 to employees and US$1,500,000 to Directors in cash.

報告案四

案由：民國113年度私募普通股辦理情形報告案，報請公鑒。

說明：本公司民國113年度私募普通股辦理情形報告，請參閱本議事手冊第 26~30頁附件三。

本公司股東會通過私募發行普通股1,000,000股，已發行600,000股，尚未發行400,000股，擬於114年5月9日董事會決議是否繼續發行，並於股東常會補充報告。

Report No. 4

2024 Private Placement of Common Shares Processing Status Report.

Explanation:

2024 Private Placement of Common Shares Processing Status Report is attached hereto as Exhibit III, please refer to pages 26~30. The shareholders' meeting of the Company approved a private placement of 1,000,000 common shares, of which 600,000 shares have been issued and 400,000 shares remain unissued. A resolution on whether to proceed with the issuance is scheduled to be made at the board meeting on May 9, 2025, and a supplementary report will be provided at the annual shareholders' meeting.

報告案五

案由：訂定「誠信經營守則」與「誠信經營作業程序及行為指南」報告案，報請公鑒。

說明：為配合公司實務需求，擬訂定本公司「誠信經營守則」與修訂「誠信經營作業程序及行為指南」，請參閱本議事手冊第31~46頁附件四。

Report No. 5

Establish the "Ethical Corporate Management Best Practice Principles" and Amendments to the "Procedures for Ethical Management and Guidelines for Conduct".

Explanation:

It is proposed that the "Ethical Corporate Management Best Practice Principles" is established and the "Procedures for Ethical Management and Guidelines for Conduct" is amended in order to conform the needs of the Company's practice. Please refer to page 31~46, Exhibit IV for details.

二、承認事項 Proposed Resolutions

承認案一 董事會 提

案由：民國 113 年度營業報告書及財務報表案。

說明：一、本公司民國 113 年度營業報告書請參閱本議事手冊第 18~23 頁附件一。

二、本公司民國 113 年度合併財務報告，包括：資產負債表、綜合損益表、權益變動表、現金流量表，業經勤業眾信聯合會計師事務所王儀雯及張麗君會計師查核簽證完竣，並出具查核報告書在案。

三、民國 113 年度會計師查核報告及上述合併財務報表，請參閱本議事手冊第 47~69 頁附件五。

決議：

Proposal No.1： Proposed by the Board of Directors

2024 Business Report and the Consolidated Financial Statements for the year ended December 31, 2024 of the Company.

Explanation:

(1) 2024 Business Report of the Company is attached hereto as Exhibit I, please refer to pages 18~23.

(2) The Company's 2024 Consolidated Financial Statements, including Balance Sheet, Statements of Comprehensive Income, Statements of Changes in Equity and Statements of Cash flows, were audited by independent auditors, Ms. Yi-Wen Wang and Ms. Li-Chun Chang of Deloitte & Touche.

(3) The independent auditors' audit report and the above-mentioned Consolidated Financial Statements are attached hereto as Exhibit V, please refer to pages 47~69.

Resolutions：

承認案二 董事會 提

案由：民國113年度盈餘分配案，提請 承認。

說明：一、民國 113 年度盈餘分配，業經民國 114 年 2 月 27 日董事會依公司章程規定擬具分派如下表。

二、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。

三、本次盈餘分派於除息基準日前，若基於法令變更、主管機關要求、本公司買回公司股份/員工認股權之行使等因素，影響流通在外股份數量，致使股東配息比率發生變動而需修正時，授權董事會全權處理。

Alchip Technologies, Limited
113 年度盈餘分配表

單位：美金元

113 年度期初未分配盈餘		146,250,280
本期稅後淨利		200,726,161
本期可供分配盈餘		346,976,441
分配項目		
現金股利(每股配發美金 1.22137 元)		98,569,525
113 年度期末未分配盈餘		248,406,916

註: 1. 每股股利係以 114 年 1 月 31 日止流通在外股數 80,704,066 股計算，實際每股

股利將以配息基準日本公司實際流通在外股份為準，惟分派總額不變。

2. 本公司於 114 年 2 月 27 日董事會決議發放每股現金股利 1.22137 美元(換算成新台幣 40.05 元)，美金換算成新台幣匯率係依 114 年 2 月 26 日台灣銀行之即期買入及賣出之均價估算，實際金額應以股務代理機構收到現金股利後，依當時匯率兌換成新台幣之金額為準，股利發放至元為止，其畸零款合計數計入本公司之其他收入。

決議：

Proposal No.2： Proposed by the Board of Directors

2024 Profit Distribution Proposal.

Explanation:

(1) The Board has adopted a proposal for 2024 Profit Distribution on February 27, 2025 in accordance with the Memorandum and Articles of Association of the Company. Please refer to 2024 Profit Distribution table below.

(2) Upon the approval of the Annual Meeting of Shareholders, it is proposed that the Board of Directors be authorized to resolve the ex-dividend date, and other relevant issues.

(3) In the event that, before the distribution record date, the proposed profit distribution is affected by an amendment to relevant laws or regulations, a request by the competent authorities, or a buyback of shares or employee stock options exercise, it is proposed that the Board of Directors be authorized to adjust the cash to be distributed to each share based on the number of actual shares outstanding on the record date for distribution.

Alchip Technologies, Limited
Profit Distribution Table
Year 2024

(Unit: USD)

2024 Beginning retained earnings	146,250,280
Net profit after tax	200,726,161
Distributable net profit	346,976,441
Distribution item	
Dividend to shareholder (US$1.22137 per share)	98,569,525
2024 Unappropriated retained earning	248,406,916

Note: 1. The calculation of the dividend per share is based on the total number of outstanding shares which were 80,704,066 shares as of January 31, 2025. The price of actual dividend per share will be calculated on the Record date for the distribution. The total amount of dividend is fixed.

2. On February 27, 2025, the Board has resolved to issue to shareholders a dividend of US$1.22137 (converted into NT$40.05) per share. This foreign exchange rate is based on the spot rate set by Bank of Taiwan on February 26, 2025. The actual dividend should be subject to the exchange rate of conversion upon the receipt of the dividend by the Company's stock agent. The cash dividend will round down to the nearest NT Dollar. The amounts under one NT dollar due to the rounding off are summed and recognized as the Company's other income.

Resolutions:

三、選舉事項 Election Item

選舉案　　董事會 提

案由：改選董事7席(含獨立董事4席)案，提請 討論。

說明：一、本公司董事及獨立董事任期將於114年6月9日屆滿，擬於今年股東常會提前全面改選董事7位(含獨立董事4位)。新任董事(含獨立董事)任期三年，自114年5月29日起至117年5月28日止。

二、依本公司章程第27.3條規定，董事選舉應採候選人提名制度，股東應就董事候選名單選任之；董事候選人名單業經本公司114年4月11日董事會審查，其學歷、經歷及其他資料請參閱本議事手冊第70~71頁附件六。

三、獨立董事郭明鑑先生、鄒覺倫先生、田至元先生及曾馨嫻女士四位獨立董事候選人具備豐富專業知識與產業經驗，能給予董事會監督及提供專業意見，故本次選舉提名其擔任本公司獨立董事。

決議：

Election No.1：　　Proposed by the Board of Directors

Re-election of 7 Directors (including 4 Independent Directors). Please proceed to discuss.

Explanation:

(1) The tenure of all Directors (including Independent Directors) will expire on June 9, 2025. The Company intends to re-elect all seven Directors (including the four Independent Directors) at the 2025 Annual General Meeting. Each Director shall be appointed to a term of office of three years. The tenure of the newly elected Directors shall commence on May 29, 2025 and expire on May 28, 2028.

(2) The election of Directors is to be conducted under the "candidate nomination system" in accordance with Article 27.3 of the Memorandum and Articles of Association of the Company. The Directors shall be elected from the nominated candidates whose qualifications have been reviewed by the meeting of Board of Directors on April 11, 2025. Please refer to pages 70~71, Exhibit VI for the list of Director candidates.

(3) The four independent director candidates, Mr. Andrew Kuo, Mr. Jerry Tzou, Mr. Derek C.Y. Tien and Ms. Saria Tseng have rich industrial knowledge and experience and will contribute great benefit to the Company. Therefore, they are nominated as the candidates of independent director of the Company in this election.

四、討論事項 Discussion Items

討論案一 董事會 提

案由：修訂公司章程案，提請 討論。

說明：本公司為配合相關法令及公司實務需求，擬修訂公司章程部分條文，提請股東會以特別決議方式決議。修正條文對照表請參閱本議事手冊第72~73頁附件七。

決議：

Discussion No.1： Proposed by the Board of Directors

Amendments to the Memorandum and Articles of Association of the Company. Please proceed to discuss.

Explanation:

It is proposed that the Memorandum and Articles of Association of the Company be amended and approved at the Annual General Meeting by way of a special resolution in order to comply with the relevant laws and regulations and the needs of commercial practice. Please refer to pages 72~73, Exhibit VII for details.

Resolutions:

討論案二 董事會 提

案由：解除新任董事競業禁止案，提請 討論。

說明：一、依本公司章程第30.4條規定「董事如在公司業務範圍內為自己或他人從事行為，應在從事該行為之前，於股東會上向股東揭露該等利益的主要內容，並在股東會上依特別（重度）決議取得許可」。

二、本公司新任董事有為其自己或他人從事公司營業範圍內事務的行為，在無損及本公司利益之前提下，擬請股東會同意解除新任董事之競業禁止限制。

三、擬解除董事候選人競業禁止限制之內容如下:

職稱	姓名	目前兼任他公司之名稱及職務
董事	Shen, Johnny Shyang-Lin	• 本公司臺灣子公司總經理 • 本公司臺灣分公司經理人 • 本公司美國子公司董事 • 本公司無錫孫公司監事 • 本公司合肥孫公司監事 • 本公司濟南孫公司監事 • 本公司廣州孫公司監事 • 本公司重慶孫公司董事
董事	張國威	• Monolithic Power Systems, Inc.董事 • 正新顧問股份有限公司董事長 • 登騰電子股份有限公司董事長 • 科奇芯有限公司董事長 • GrowStar Partners Group Limited 管理合夥人 • Walden Greater China Ventures, Ltd.董事 • 安慧貿易股份有限公司監察人
董事	王德善	• 本公司BVI子公司董事 • 本公司無錫孫公司董事 • 本公司合肥孫公司董事

職稱	姓名	目前兼任他公司之名稱及職務
		• 本公司濟南孫公司董事 • 本公司廣州孫公司董事 • 本公司矽雲孫公司董事 • 本公司馬來西亞子公司董事 • 本公司越南孫公司董事長

決議：

Discussion No.2： Proposed by the Board of Directors

Release the Prohibition on Newly Directors from Participation in Competitive Business. Please proceed to discuss.

Explanation:

(1) In accordance with the Article 30.4 of the Memorandum and Articles of Association of the Company, a Director who engages in conduct either for himself or on behalf of another person within the scope of the Company's business, shall disclose to Members, at a general meeting prior to such conduct, a summary of the major elements of such interest and obtain the ratification of the Members at such general meeting by a Supermajority Resolution vote.

(2) Since the newly Directors of the Company may engage in conduct within the scope of the Company's business, it is proposed to Annual General Meeting to release the prohibition on newly Directors who hold concurrent position in other companies from participation in competitive business without prejudice to the Company's interests.

(3) Please refer to the table below for the Director candidates' positions holding in other companies.

Position	Name	Position holding in other companies
Director	Johnny Shyang- Lin Shen	• GM of the Company's subsidiary in Taiwan • Managerial Officer of the Company's branch in Taiwan • Director of the Company's subsidiary in U.S • Supervisor of the Company's sub-subsidiary in Wuxi • Supervisor of the Company's sub-subsidiary in Hefei • Supervisor of the Company's sub-subsidiary in Jinan • Supervisor of the Company's sub-subsidiary in Guangzhou • Supervisor of the Company's sub-subsidiary in Chongqing
Director	Herbert Chang	• Director of Monolithic Power Systems, Inc. • Chairman of Cheng-Hsin Consultant, Co, Ltd. • Chairman of Midastek Microelectronics Inc. • Chairman of Gutschsemi, Inc. • General Partner of GrowStar Partners Group Limited • Director of Walden Greater China Ventures, Ltd. • Supervisor of TCERA TRADING CO., LTD.
Director	Daniel Wang	• Director of Alchip's BVI incorporated subsidiary • Director of the Company's sub-subsidiary in Wuxi • Director of the Company's sub-subsidiary in Hefei • Director of the Company's sub-subsidiary in Jinan • Director of the Company's sub-subsidiary in Guangzhou • Director of the Chiptopia (Shanghai) Technology Co., Ltd • Director of the Company's sub-subsidiary in Malaysia • Chairman of the Company's sub-subsidiary in Vietnam

Resolutions:

討論案三 董事會 提

案由：本公司辦理私募普通股案，提請 討論。

說明：一、本公司為引進策略性投資人及增強與策略合作伙伴的長期合作關係，以利公司長期經營與業務發展，擬依證券交易法第四十三條之六等規定，以私募方式辦理現金增資發行普通股新股(以下簡稱「本次私募普通股」)，預計私募普通股總數不超過1,500,000股（每股面額新台幣10元），預計增加實收資本額總額不超過新台幣15,000,000元。

二、依證券交易法第四十三條之六及「公開發行公司辦理私募有價證券應注意事項」規定，說明如下：

(一) 私募價格訂定之依據及合理性：

1. 本次私募普通股每股價格之訂定，以不低於本公司定價日前下列二基準計算價格較高者之八成五訂定之：
   (1) 定價日前一、三或五個營業日擇一計算普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之股價；或
   (2) 定價日前三十個營業日普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之股價。
2. 實際定價日及實際私募價格於不低於股東會決議成數之範圍內授權董事會依前述訂價依據，視日後洽定特定人情形及市場狀況決定之。
3. 本次私募價格之訂價方式係依據「公開發行公司辦理私募有價證券應注意事項」規定，並考量公司未來展望以及私募有價證券之轉讓時點、對象及數量均有嚴格限制，且三年內不得洽辦上市掛牌，流動性較差等因素，故本次私募價格之訂定應屬合理，對股東權益不致有重大影響。

(二)特定人選擇方式：

1. 本次私募普通股之對象以符合證券交易法第 43 條之 6 及金融監督管理委員會 112 年 9 月 12 日金管證發字第 1120383220 號函之規定擇定特定人，並以策略性投資人為限。
2. 應募人擬為策略性投資人：
   (1) 應募人之選擇方式與目的：因本公司長期經營與業務發展需要，將選擇對本公司之未來營運能產生直接或間接助益者為優先考量，並能有助於本公司擴大業務市場，強化客戶關係，或提升業務開發整合效益，或能提高技術，並能認同本公司經營理念之策略性投資人。
   (2) 必要性：本次選定應募人之目的係為引進策略性投資人及增強與策略合作伙伴的長期合作關係，透過策略性投資人可提升本公司之長期競爭力及營運效益，故有其必要性。
   (3) 預計效益：藉由策略性投資人之經驗、技術、知識、品牌聲譽及市場通路等優勢，經由策略合作、共同開發業務或市場整合等方式，預計將有助於本公司降低營運成本、擴大業務版圖，以提高本公司未來營運績效。

3. 目前尚無已洽定之應募人。

(三) 辦理私募之必要理由：

1. 不採用公開募集之理由：考量資本市場狀況、發行成本、私募方式之籌資時效性及可行性，以及私募股票有三年內不得自由轉讓之限制等因素，較可確保並強化與策略合作伙伴間更緊密的長期合作關係，故本次不採用公開募集而擬以私募方式辦理現金增資發行新股。
2. 私募之額度：本次私募普通股總額度在不超過 1,500,000 股額度內，將於股東會決議之日起一年內一次或分次(最多不超過三次)辦理。
3. 本次私募普通股各分次辦理之資金用途及預計達成效益如下：

辦理次數	資金用途	預計達成效益
分一次辦理	尋求與國內外科技大廠及產業基金進行技術合作、市場業務合作或策略聯盟機會，同時充實營運週轉金及因應公司長期營運發展所需	降低公司之經營風險，強化財務結構，提升本公司未來營運績效之效益
分二次辦理		
分三次辦理		

(四) 董事會決議辦理本次私募普通股前一年內經營權並無發生重大變動，且本次私募普通股之應募人將以策略性投資人為限，將對本公司業務發展有正面助益。本公司未來選定本次私募普通股之應募人時，將以該次私募普通股交付日起一年內經營權不發生重大變動為原則。

(五) 其他應敘明事項：

1. 本次私募之普通股，權利義務原則上與本公司已發行之普通股相同，惟依證券交易法第 43 條之 8 規定，除依該條文規定之轉讓對象及條件外，原則上私募之普通股於交付日起三年內不得自由轉讓，本公司於交付日起滿三年後，擬依證券交易法等相關規定，先取具台灣證券交易所核發符合上市標準之同意函，再向主管機關申報補辦本次私募普通股公開發行及申請上市交易。
2. 本次私募普通股計畫之主要內容，包括實際私募股數、實際私募價格、應募人之選擇、基準日、發行條件、計畫項目、資金用途及進度、預計產生效益及其他相關事宜等，暨其他一切有關發行計畫之事項，擬提請股東會授權董事會視市場狀況調整、訂定及辦理，未來如因法令變更或主管機關要求修正或基於營運評估、或因客觀環境需要變更時，亦授權董事會全權處理之。
3. 除上述授權範圍外，擬提請股東會授權董事長，代表本公司簽署與商議一切有關私募普通股之契約及文件，並為本公司辦理一切有關發行私募普通股所需之事宜。

決議：

Discussion No.3：

Proposed by the Board of Directors

The Company's Issuance of Common Shares through Private Placement. Please proceed to discuss.

Explanation:

(1) In order to introduce strategic investors and strengthen the Company's long-term cooperative relationship with strategic partners, so as to facilitate the Company's long-term operation and business development, it is proposed to raise capital in cash by issuance of new common shares through private placement (hereinafter referred to as the "Privately Placed Common Shares"), in compliance with the provisions of Article 43-6 of the Securities and Exchange Act and relevant regulations. It is expected that the aggregate number of Privately Placed Common Shares will not exceed 1,500,000 shares (at par value of NT$10 per share) and the increased paid-in capital amount will not exceed NT$ 15,000,000.

(2) According to the provisions of Article 43-6 of the Securities and Exchange Act and the "Directions for Public Companies Conducting Private Placements of Securities", the further explanations are set forth as follows:

1. The basis and rationality of the pricing of private placement
   A. As to the pricing of the Privately Placed Common Shares, the price per share shall not be lower than 85% of the higher price of the following two calculations before the pricing date:
      i. The simple average closing price of the Company's common shares is calculated based on either the 1, 3, or 5 business days before the pricing date and is adjusted upon distribution of stock dividends and cash dividends, and capital reduction; or
      ii. The simple average closing price of the Company's common shares is calculated based on 30 business days before the pricing date and is adjusted upon distribution of stock dividends and cash dividends, and capital reduction.
   B. The actual pricing date and the actual price of common shares to be issued through private placement shall not be less than the range approved by the resolution of the Company shareholders' meeting. The board of directors of the Company will be authorized to determine the price based on the aforesaid price, future specific persons' situation and market conditions.
   C. The pricing method of this private placement price is based on the "Directions for Public Companies Conducting Private Placements of Securities", considering that the Company's future prospects, the timing, object, and quantity of transfer of private placement of securities are strictly limited. Moreover, it is also not possible to be listed on the TWSE within three years and the liquidity is poor. Therefore, the pricing of the private placement of this fiscal year shall be reasonable and would cause no major impact on shareholders' equity.
2. Methods for selecting specific persons
   A. The proposed investor to subscribe for the Privately Placed Common Shares shall meet the qualification under Article 43-6 of the Securities Exchange Act and the Decree No. 1120383220 of the Financial Supervisory Commission issued on September 12, 2023, and shall be a strategic investor.
   B. The proposed investors are intended to be strategic investors:
      i. Method and purpose of selecting investors: Due to the Company's long-term business and business development needs, it will give priority to those who may directly or indirectly contribute to the future operation of the Company, and can help the Company expand its business, strengthen customer relations, or enhance business development integration benefits, or can improve technology, and can recognize the Company's business strategy.
      ii. Necessity: The purpose of selecting offerees is to introduce strategic investors and strengthen long-term cooperation with strategic partners. Through strategic investors, the long-term competitiveness and operational effectiveness of the Company can be enhanced, which is necessary.
      iii. Expected Benefits: It is expected that through strategic investors' experience, technology, knowledge, brand reputation, and market access, the Company can cooperate with such investors in strategic cooperation, joint business development or market integration, which will help the Company to reduce operating costs and expand its sales market to improve the Company's future operating performance.
   C. There are no offerees at present.

3. Necessary reasons for the private placement:
   A. Reasons for not adopting public offerings: Considering factors such as capital market conditions, offering costs, timeliness and feasibility of fundraising for private placements, and restrictions on private placement of shares that cannot be freely transferred within three years, etc. In this way, it can ensure and strengthen strategic partnerships in a closer long-term cooperation relationship. Therefore, public offering is not adopted this time, and a private placement to increase capital in cash by issuance of new share is conducted instead.
   B. The size of the proposed private placement: The aggregate number of this Privately Placed Common Shares shall not exceed 1,500,000 shares and will be issued once or in installments (up to a maximum of three times) within one year from the date of the resolution of the shareholders' meeting.
   C. The use of proceeds raised from issuance of Privately Placed Common Shares and the estimated benefits processed in different tranches.

Processing times	Use of proceeds	Expected results
Once in a single transaction	Seek opportunities for technical cooperation, business cooperation or strategic alliances with domestic and foreign big tech companies or industrial funds, and at the same time, enrich working capital and meet the Company's long-term operational development needs	Reduce the Company's operating risks, strengthen its financial structure, and improve the Company's future operating performance
Twice in two transactions		
Three times in three transactions		

4. There is no occurrence of significant change of control event within the past year preceding the day when the Company's board of directors resolves on this private placement plan. As the investors to subscribe for the Privately Placed Common Shares will be limited to strategic investors, the proposed private placement may have a positive contribution to the Company's business development. The selection of strategic investors by way of this private placement will be subject to the principle that no significant change of control event would occur within one year following the delivery of Privately Placed Common Shares.
5. Other matters that should be stated:
   A. The rights and obligations contain in the Privately Placed Common Shares are in principle the same as the common shares issued by the Company; however, according to the provisions of Article 43-8 of the Securities and Exchange Act, in addition to the objects and conditions of the assignment as prescribed by the provisions, in principle, the Privately Placed Common Shares shall not be freely transferred within three years from the date of delivery. After the full three years from the delivery date, the company plans to obtain a consent letter from the Taiwan Stock Exchange in accordance with the relevant provisions of the Securities and Exchange Act, etc. The Company shall apply for re-issuance of the public offering of the Privately Placed Common Shares and application for the listing of the Privately Placed Common Shares with the competent authority.
   B. The terms and conditions of the proposed issuance of Privately Placed Common Shares, including the actual number of Privately Placed Common Shares, the final private placement price, selection of investors, record date, issuance conditions, project items, use of proceeds and progress, expected benefits, and all other matters related to the issuance plan, will be brought to the shareholders' meeting and request authorization for the board of directors to adjust, determine and handle based on the market conditions, and if future changes such as due to amendments in laws or regulations or when required by the competent authority or based on operational assessment, or due to changes in the objective environment, the board of directors of the Company will be authorized to handle it completely.
   C. In addition to the aforesaid scope of authorization, it is proposed that the Chairman is authorized to sign and negotiate all contracts and documents relating to Privately Placed Common Shares on behalf of the Company, and to handle all necessary matters regarding to Privately Placed Common Shares for the Company.

Resolutions:

五、臨時動議 Ad Hoc Motion

參、 附件 EXHIBITS

一、 營業報告書 Business Report

二、 審計委員會審核報告書 Audit Committee's Review Report

三、 民國 112 年度私募普通股辦理情形報告
2024 Private Placement of Common Shares Processing Status Report

四、 「誠信經營守則」辦法與「誠信經營作業程序及行為指南」修訂表
The "Ethical Corporate Management Best Practice Principles" and the Comparison table for the Amendments to "Procedures for Ethical Management and Guidelines for Conduct"

五、 會計師查核報告暨民國 113 年度合併財務報表
Independent Auditors' Report and 2024 Consolidated Financial Statements

六、 董事候選人名單 List of Board Director Candidates

七、 公司章程修訂對照表
Comparison table for the amendments to the Memorandum and Articles of Association of the Company

【附件一】EXHIBIT I

英屬開曼群島商世芯電子股份有限公司

營業報告書

經營方針

世芯電子作為全球領先的 ASIC （特殊應用積體電路）設計服務公司，專注於高效能計算（HPC）和人工智慧（AI）領域，為客戶提供尖端系統單晶片（SoC）解決方案，涵蓋從晶片設計到製造的全價值鏈一站式服務。世芯電子秉持"創新為本、誠信經營、品質至上、團隊合作"的核心價值，致力於成為業界最可靠的 ASIC 合作夥伴。公司以"一次投片成功"為品質標竿，透過自主技術研發與全球化資源配置，助力客戶縮短產品上市週期，在快速變化的技術環境中保持競爭優勢，並持續為客戶與股東創造卓越價值。

企業發展

2024 年半導體行業迎來轉型關鍵期，人工智慧的快速普及與高效能運算需求的急遽增長成為行業發展的主要推動力。世芯電子把握此市場機遇，營收創下歷史新高，於高效能運算及人工智慧領域皆取得亮眼成績，HPC 及 AI 設計案在北美和亞太地區持續增長。同時，在車用電子專案亦取得重大突破，進一步鞏固其在先進 ASIC 設計領域的領導地位。

值得關注的是，世芯電子於 2024 年進行數個重要 AI 相關晶片的解決方案，從雲端服務商客戶的 AI 加速晶片的設計到 AI 邊緣運算晶片的設計專案皆為世芯電子重點布局的方向；除此之外，世芯電子通過與主流車廠戰略合作，正式進入汽車 ADAS 市場，實現高增長領域的重要佈局。在先進封裝技術方面，公司已完成多項 5 奈米及 3 奈米應用 2.5D CoWoS 封裝設計案並完成流片，預計將於 2025-2026 年陸續進入量產階段。憑藉在 7 奈米、5 奈米、3 奈米等先進製程節點上的深厚積累，以及 CoWoS 和 3DIC 等先進封裝解決方案的技術實力，世芯電子成功確立了自己在複雜 SoC 開發領域的領導地位。

無論在營收或獲利的部分，2024 年可謂是豐收的一年。依應用別來說、AI 和 HPC 相關應用貢獻公司 94%營收；依製程來看，公司 97%收入來自先進製程設計（7 奈米及以下），各項相關數據充分彰顯公司之技術領導地位，結合即將進入量產的多項重大項目，相信世芯電子能夠在快速變化且競爭激烈的 ASIC 市場中持續創造價值。

財務表現

以新台幣計，2024 年本公司營業額為新台幣五佰一十九億六仟九佰萬元，較 2023 年的營業額新台幣三佰零四億八仟二佰萬元成長 70 %，2024 年稅後淨利為新台幣六十四億五仟萬元，較 2023 年的稅後淨利新台幣三十三億二仟萬元增 94%。以美元來計算，全年營收為一十六億一仟八佰萬美元，稅後淨利為二億美元，分別較前一年增加 65%及 88%。2024 年經營績效的表現包括：全年平均毛利率 20%、營業利益率為 13%、資產報酬率為 16%、權益報酬率為 22%。

營業收支

(一)營業收入部份

2024 年度營業收入為新台幣五佰一十九億六仟九佰萬元，較 2023 年的營業額新台幣三佰零四億八仟二佰萬元成長 70%，主係因委託設計服務及 ASIC 及晶圓產品量產收入較前一年度增加。

(二)營業支出部份

2024 年度營業支出總額為新台幣四佰五十四億七仟萬元，較 2023 年度新台幣二佰六十七億二仟萬元，增加一佰八十七億五仟萬元，主係因量產收入增加，相關營業成本增加。

獲利能力

本公司在 2024 年度因營業收入增加，營業利益較 2023 年度增加 73%，營業費用率 2024 年度及 2023 年分別為 7%及 10%，稅後淨利較 2023 年度稅後淨利增加 94%。

研發概況

著眼於客戶對產品性能更卓越、更低耗電及晶片尺寸更小的需求，2024 年世芯電子持續投入資源發展高階製程晶片設計、3DIC 先進封裝設計平台與客製化 IP，加強與合作夥伴合作，共同致力於先進技術的優化研發，例如導入最新的 SoW(System on Wafer)、WoW(Wafer on Wafer)設計與封裝技術。

目前世芯電子已成功投片多項 5 奈米、3 奈米人工智慧及高效能運算設計案及先進的 2.5D/3D 封裝技術並進入量產，亦有 3 奈米和 2 奈米晶片設計案正進行中。所有團隊已就定位，幫助客戶搶得市場先機，領先推出最尖端的產品，確立我們在先進製程設計服務的領導地位。

未來展望

展望 2025 年，我們會不斷以創新技術、先進製程設計、尖端研發實力及策略聯盟開拓市場先機。在產品方面，我們將著重於高效能運算、人工智慧、與車用電子等領域之應用，把握半導體產業變革機遇，推動持續增長；在技術層面，公司將重點突破 3DIC 小晶片架構、創新型 IO 小晶片方案及 1.6 奈米等下一代製程技術，保持創新領先地位；在戰略佈局方面，我們將加大北美市場投入，深化與主要系統廠商及雲服務廠商的戰略聯盟，鞏固公司在半導體產業中可信賴 ASIC 合作夥伴的地位，並持續以堅強的核心競爭力及使命必達的信念，爭取客戶信任以提供高品質的客戶服務，邁向持續成長及獲利之目標，為客戶及股東創造更高的價值。

最後，再次誠摯地感謝努力不懈的員工，和各位股東們長久以來對本公司的支持與鼓勵，謹致上最深的謝忱！

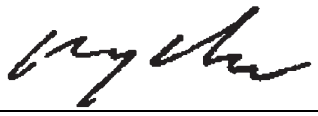
董事長: 關 建 英 Kinying Kwan

Chairman

總經理: 沈 翔 霖 Johnny Shyang-Lin Shen

Chief Executive Officer

會計主管: 詹 舒 媚 Nancy Chan



Financial Controller

Alchip Technologies Limited
Business Report

Management Principle

Alchip is a leading ASIC (Application-specific Integrated Circuit) service company specializing in High-Performance Computing (HPC) and AI (Artificial Intelligence) infrastructure applications. Our mission is to deliver cutting-edge System-on-Chip (SoC) solutions and provide a complete turnkey service portfolio, covering the entire value chain from IC design to manufacturing. Guided by our core values of teamwork & dedication, innovation, integrity, and quality, we strive to be the most reliable ASIC partner in the industry.

Our primary objective is to ensure first-time silicon success and accelerate time-to-market for our customers, enabling them to stay ahead in a rapidly evolving technological landscape. By leveraging our proprietary ASIC capability and global resource presence, Alchip is committed to delivering exceptional value to both customers and shareholders.

Business Environment

The year 2024 marked a transformative period for the semiconductor industry, driven by the rapid adoption of AI and the growing demand for HPC solutions. Alchip capitalized on these trends, achieving record revenue and strengthening its position as a leader in advanced ASIC design.

The AI and HPC segments experienced robust growth, particularly in North America and Asia-Pacific, while the automotive sector saw significant milestones as well. Alchip's ability to deliver cutting-edge solutions at advanced technology nodes, including 7nm, 5nm, and 3nm designs along with advanced packaging solutions such as CoWoS and 3DIC, positioned the company as a preferred partner for complex SoC development.

Notably, Alchip engaged in multiple AI core chip projects with customers ranging from cloud service providers' AI accelerators to edge AI computing chips. Furthermore, Alchip also entered the automotive ADAS market through a strategic collaboration with a major car manufacturer, marking a significant expansion into this high-growth segment. The company also made strides in advanced packaging technologies, such as CoWoS, with several 5nm and 3nm tape-outs completed and mass production expected by 2025 and 2026.

AI and HPC applications contributed 94% of revenue, while 97% of revenue came from advanced process designs (7nm and smaller)—a testament to Alchip's technological leadership. These achievements, combined with a strong pipeline of projects entering mass production, underscore the company's ability to deliver value in a dynamic and competitive market.

Financial Results

Alchip's 2024 operating revenue reached NTD51,969 million, a 70% increase Year-over-Year (YoY) from NTD30,482 million in 2023. Net profit was NTD6,446 million, an 94% increase YoY from NTD3,320 million in 2023. On a US dollar ($) basis, 2024 operating revenue equaled $1,618 million, a 65% increase YoY, with net profit of $200 million, an 88% increase YoY. The 2024 gross margin was 20%, with an operating margin of 13%. The 2024 return on assets and return on equity were 16% and 22%, respectively.

Operating revenue and COGS

1. The Operating Revenue

The operating revenue increased in 2024 to NTD51,969 million from NTD30,482 million in 2023, a 70% increase YoY, is mainly due to operating revenue increases from both design service and production sources.

2. The Cost of Goods Sold

   Total operating costs were NTD45,472 million in 2024, an increase of NTD18,752 million from NTD26,720 million in 2023, mainly due to costs associated with the increase in production revenue.

Profitability

Operating profit grew by 73% YoY due to increased revenue. The operating expenses-to- revenue ratio in 2024 and 2023 were 7% and 10%, respectively. With the increase in operating revenue, in 2024 net profit grew 94% YoY.

Research and Development

In response to customer demands for higher performance, lower power consumption, and smaller chip sizes, Alchip continues to invest in the development of advanced process node chip designs, 3DIC design platforms, customized IP, and enhanced collaboration with partners for the optimization and R&D of cutting-edge technologies. Alchip is focused on integrating the latest System on Wafer (SoW) and Wafer on Wafer (WoW) design and packaging techniques to stay ahead in the industry.

Building on our successful track record with multiple 5nm, 4nm, and 3nm artificial intelligence and high-performance computing design projects, Alchip is advancing its efforts with the implementation of advanced 2.5D/3D packaging technologies. Additionally, we are actively working on 3nm and 2nm chip design projects. With all teams strategically aligned, Alchip is well-positioned to help customers seize market opportunities, introduce the most cutting-edge products, and further solidify its leadership in advanced technology and process design services.

Future Outlook

Looking ahead, Alchip is well-positioned to capitalize on the transformative opportunities in the semiconductor industry. The company will continue to leverage its ASIC leadership in advanced process technologies and its expertise in HPC, AI, and Automotive markets to drive sustained growth.

Alchip plans to aggressively pursue advancements in 3DIC chiplet designs, novel IO chiplet solutions, and next-generation process technologies like 1.6nm, ensuring it remains at the forefront of innovation. These efforts will enable the company to meet the evolving demands of AI-driven applications and next-generation HPC solutions.

Strategically, Alchip will focus on expanding its presence in North America and strengthening alliances with major system houses and cloud service providers. These initiatives will enhance the company’s market share and reinforce its position as a trusted ASIC partner in the semiconductor industry.

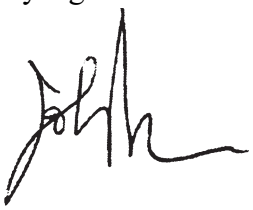
Financially, Alchip is confident in its ability to achieve strong revenue and profit growth in 2025, driven by robust demand for advanced ASIC solutions and the successful execution of its strategic initiatives. The company remains committed to delivering innovative, cost-effective solutions that create value for customers and shareholders alike.

In closing, Alchip extends its gratitude to its employees for their dedication and to its shareholders for their continued support. Together, we look forward to a future of sustained growth, innovation, and success.

Kinying Kwan

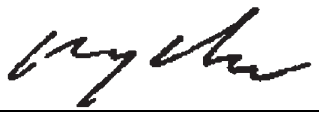
Chairman

Johnny Shyang-Lin Shen



Chief Executive Officer

Nancy Chan



Financial Controller

【附件二】EXHIBIT II

英屬開曼群島商世芯電子股份有限公司

審計委員會審查報告書

董事會造送本公司民國一百一十三年度營業報告書、合併財務報告及盈餘分配之議案，其中合併財務報告業經勤業眾信聯合會計師事務所王儀雯、張麗君會計師查核竣事。上述營業報告書、合併財務報告及盈餘分配之議案經本審計委員會審查，認為尚無不符，爰依證券交易法第十四條之四及公司法二百一十九條之規定報告如上，敬請 鑒察。

此致

本公司一百一十四年股東常會

英屬開曼群島商世芯電子股份有限公司

審計委員會召集人：洪茂蔚

中 華 民 國 一 百 一 十 四 年 二 月 二十七 日

Alchip Technologies, Limited
AUDIT COMMITTEE'S REVIEW REPORT

To: Shareholders' Annual General Meeting for Year 2025, Alchip Technologies, Limited

The Board of Directors has prepared and submitted to the undersigned, Audit Committee of Alchip Technologies, Limited 2024 Business Report, Consolidated Financial Statements and Dividend Distribution proposal. The Consolidated Financial Statements have been duly audited by Certified Public Accountants Yi-Wen Wang and Li-Chun Chang of Deloitte & Touche. The above Business Report, Consolidated Financial Statements and Dividend Distribution proposal have been examined and determined to be correct and accurate by the undersigned. This Report is duly submitted in accordance with Article 14-4 of Securities and Exchange Law and Article 219 of the Company Law.

The Audit Committee, Chairman:

Mr. Mao-Wei Hung

【附件三】EXHIBIT III

民國113年度私募普通股辦理情形報告

項目	112 年第二次私募 發行日期:113 年 5 月 16 日
私募有價證券種類	普通股
股東會通過日期與數額	股東會日期:112 年 6 月 9 日 不超過 5,000,000 股額度內，將於股東會決議之日起一年內，分一次或二次辦理
價格訂定之依據及合理性	(1)以 113 年 5 月 14 日為訂價日。本公司以定價日前下列二基準計算價格較高者之八成訂定之： A. 定價日前一、三或五個營業日擇一計算普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之股價分別為 2,520 元、2,565 元及 2,645 元，選擇前一個營業日普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之股價為 2,520 元。 B. 定價日前三十個營業日普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之股價為 2,978 元。 (2)以上列兩基準較高者 2,978 元為參考價格。經綜合考量後，將實際私募股票之每股認購價格訂為 2,382 元，為參考價格之 80%，未低於股東會決議之最低成數。
特定人之選擇方式	依證券交易法第 43 條之 6 及金融監督管理委員會 91 年 6 月 13 日（91）台財證一字第 0910003455 號令之規定擇定特定人，並以策略性投資人為限。
辦理私募之必要理由	考量資本市場狀況、發行成本、私募方式之籌資時效性及可行性，以及本公司與投資人間的業務關係，故本次不採用公開募集而擬以私募方式辦理現金增資發行新股。
價款繳納完成日期	113 年 5 月 16 日
應募人資料	私募對象：Amazon.com, Inc. 資格條件：證券交易法第 43 條之 6 認購數量(股)：224,537 與本公司關係：無 參與公司經營情形：無
實際認購價格	每股新台幣 2,382 元
實際認購價格與參考價格差異	實際認購價格 2,382 元，為參考價格 2,978 元之 8 成。
辦理私募對股東權益影響	本次私募普通股，占實收資本額 0.28%，對現有股東權益之影響不大。
私募資金運用情形及計畫執行進度	於 113 年 5 月 16 日募集完成，募集所得之資金為新台幣 534,847,134 元，用於充實營運資金，已於 113 年第二季全數執行完畢。
私募效益顯現情形	充實本公司長期營運發展所需之營運週轉金。

項目	113 年第一次私募 發行日期:113 年 11 月 15 日
私募有價證券種類	普通股
股東會通過日期與數額	股東會日期:113 年 5 月 30 日 不超過 1,000,000 股額度內，將於股東會決議之日起一年內一次或分次(最多不超過三次)辦理。
價格訂定之依據及合理性	(1)以 113 年 11 月 1 日為訂價日。本公司以定價日前下列二基準計算價格較高者之八成訂定之： A. 定價日前一、三或五個營業日擇一計算普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之股價分別為 2,040 元、1,945 元及 1,939 元，選擇前一個營業日普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之股價為 1,939 元。 B. 定價日前三十個營業日普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之股價為 2,034 元。

	(2)以上列兩基準較高者 2,034 元為參考價格。經綜合考量後，將實際私募股票之每股認購價格訂為 1,627 元，為參考價格之 80%，未低於股東會決議之最低成數。				
特定人之選擇方式	依證券交易法第 43 條之 6 及金融監督管理委員會 91 年 6 月 13 日（91）台財證一字第 0910003455 號令之規定擇定特定人，並以策略性投資人為限。				
辦理私募之必要理由	考量資本市場狀況、發行成本、私募方式之籌資時效性及可行性，以及私募股票有三年內不得自由轉讓之限制等因素，較可確保並強化與策略合作伙伴間的長期合作關係，故本次不採用公開募集而擬以私募方式辦理現金增資發行新股。				
價款繳納完成日期	113 年 11 月 14 日				
應募人資料	私募對象	資格條件	認購數量(股)	與本公司關係	參與公司經營情形
	聯發資本股份有限公司	證券交易法第 43 條之 6	450,000	無	無
	ACPF B Limited	證券交易法第 43 條之 6	150,000	非本公司之關係人，惟本公司持有應募人之母公司(Achi Capital Fund Partners LP) 1.93%之股權	無
實際認購價格	每股新台幣 1,627 元				
實際認購價格與參考價格差異	實際認購價格 1,627 元，為參考價格 2,034 元之 8 成。				
辦理私募對股東權益影響	本次私募普通股，占實收資本額 0.75%，對現有股東權益之影響不大。				
私募資金運用情形及計畫執行進度	於 113 年 11 月 15 日募集完成，募集所得之資金為新台幣 976,200,000 元，用於充實營運資金，已於 113 年第四季全數執行完畢。				
私募效益顯現情形	充實本公司長期營運發展所需之營運週轉金。				

2024 Private Placement of Common Shares Processing Status Report

Item	**2nd Prive Placement of 2023** **Issue Date: May 16, 2024**
Type of private placement securities	Common Shares
Date and Amount approved by the shareholders' meeting	Date of shareholders' meeting: June 9,2023 Issue no more than 5,000,000 common shares in one or two times within one year from the date of the resolution reached in the shareholders meeting.
Pricing basis of private placement and its reasonableness	(1) The pricing date of private placement was May14,2024. The privately placed common shares price shall be no less than 80 percent of the reference price. The reference price shall be the higher of the following two calculations: A. The average closing price of the common shares from either 1, 3, or 5 business days before the pricing date, minus dividends adjustment, plus price discount adjustment due to capital reduction is NTD $2,520, NTD $2,565, and NTD $2,645 respectively. NTD $2,520 is selected.

<table>
<tr><td></td><td colspan="5">B. The average closing price of the common shares for a period of thirty business days before the pricing date, minus dividends adjustment, plus price discount adjustment due to capital reduction is NTD $2,978.
(2) The reference price is NTD $2,978 which is highest of the above two calculation. In comprehensive consideration, NTD2,382 is set as actual price which is 80 percent of reference price and not lower than the percentage resolved by the shareholders' meeting.</td></tr>
<tr><td>Method for selecting specific investor</td><td colspan="5">In compliance with Article 43-6 of the Securities and Exchange Act and Financial Supervisory Commission, Execution Yuan Letter (91) Tai-Cai-Zheng-Yi No. 0910003455, dated June 13, 2002; and only strategic investor is targeted.</td></tr>
<tr><td>Reason and necessity of conducting private placement</td><td colspan="5">Considering the capital market status, costs to raise capital, effectiveness, feasibility of private placement and the business relationship between the Company and the investor, a capital increase through private placement is more favorable rather than public offering.</td></tr>
<tr><td>Date of payment collection</td><td colspan="5">May 16,2024</td></tr>
<tr><td rowspan="2">Information on Counterparties</td><td>Name of investor</td><td>Qualification</td><td>Number of shares subscribed</td><td>Relationship with the Company</td><td>Participation in the Company’s operation</td></tr>
<tr><td>Amazon.com, Inc.</td><td>Article 43-6 of the Securities and Exchange Act</td><td>224,537</td><td>None</td><td>None</td></tr>
<tr><td>Actual subscription price</td><td colspan="5">NT$2,382 per share</td></tr>
<tr><td>Difference between actual subscription price and reference price</td><td colspan="5">The actual subscription price is NT$2,382, which is 80% of the reference price of NT$2,978</td></tr>
<tr><td>Impacts on shareholders’ equity</td><td colspan="5">The privately placed common shares is 0.28% to capital shares. There is no significant impact on shareholders’ equity.</td></tr>
<tr><td>Fund utilization and status of implementation</td><td colspan="5">The private placement was completed on May 16, 2024. The fund from private placement NT$534,847,134 is used for supporting working capital. The plan is 100% executed in Q2, 2024</td></tr>
</table>

Private placement benefits	It is expected to support working capital for the Company's long-term operation

Item	**1st Prive Placement of 2024** **Issue Date: November 15,2024**
Type of private placement securities	Common Shares
Date and Amount approved by the shareholders' meeting	Date of shareholders' meeting: May 30,2024 Issue no more than 1,000,000 common shares in one or no more than three times within one year from the date of the resolution reached in the shareholders meeting.
Pricing basis of private placement and its reasonableness	(1) The pricing date of private placement was November 1,2024. The privately placed common shares price shall be no less than 80 percent of the reference price. The reference price shall be the higher of the following two calculations: A. The average closing price of the common shares from either 1, 3, or 5 business days before the pricing date, minus dividends adjustment, plus price discount adjustment due to capital reduction is NTD $2,040, NTD $1,945, and NTD $1,939 respectively. NTD $1,939 is selected. B. The average closing price of the common shares for a period of thirty business days before the pricing date, minus dividends adjustment, plus price discount adjustment due to capital reduction is NTD $2,034. (2) The reference price is NTD $2,034 which is highest of the above two calculation. In comprehensive consideration, NTD1,627 is set as actual price which is 80 percent of reference price and not lower than the percentage resolved by the shareholders' meeting.
Method for selecting specific investor	In compliance with Article 43-6 of the Securities and Exchange Act and Financial Supervisory Commission, Execution Yuan Letter (91) Tai-Cai-Zheng-Yi No. 0910003455, dated June 13, 2002; and only strategic investor is targeted.
Reason and necessity of conducting private placement	Considering the capital market status,,issuance cost,,effectiveness and feasibility of raising funds through private placement, and the restriction that privately placed common shares cannot be freely transferred within three years, this approach will ensure and strengthen the long-term partnership with the strategic partners. Therefore, a capital increase through private placement is more favorable rather than public offering.
Date of payment collection	November 14,2024

Information on Counterparties	Name of investor	Qualification	Number of shares subscribed	Relationship with the Company	Participation in the Company's operation
	MediaTek Capital Co.	Article 43-6 of the Securities and Exchange Act	450,000	None	None
	ACPF B Limited	Article 43-6 of the Securities and Exchange Act	150,000	Non related-party, but the company owns 1.93% equity shares in the Counterparty's parent company, Achi Capital Fund Partners LP	None
Actual subscription price	NT$1,627 per share				
Difference between actual subscription price and reference price	The actual subscription price is NT$1,627, which is 80% of the reference price of NT$2,034				
Impacts on shareholders' equity	The privately placed common shares is 0.75% to capital shares.There is no significant impact on shareholders' equity.				
Fund utilization and status of implementation	The private placement was completed on November 15, 2024. The fund from private placement NT$976,200,000 is used for supporting working capital. The plan is 100% executed in Q4, 2024				
Private placement benefits	It is expected to support working capital for the Company's long-term operation				

【附件四】EXHIBIT IV

英屬開曼群島商世芯電子股份有限公司

誠信經營守則

1. 訂定目的及適用範圍
   1.1. 為建立誠信經營之企業文化及健全發展，特訂定本守則。
   1.2. 本守則適用範圍本公司及其子公司、直接或間接捐助基金累計超過百分之五十之財團法人及其他具有實質控制能力之機構或法人等集團企業與組織(以下簡稱集團企業與組織)。

2. 禁止不誠信行為
   2.1. 本公司之董事、經理人、受僱人、受任人或具有實質控制能力者(以下簡稱實質控制者)，於從事商業行為之過程中，不得直接或間接提供、承諾、要求或收受任何不正當利益，或做出其他違反誠信、不法或違背受託義務等不誠信行為，以求獲得或維持利益(以下簡稱不誠信行為)。
   2.2. 前項行為之對象，包括公職人員、參政候選人、政黨或黨職人員，以及任何公、民營企業或機構及其董事（理事）、監察人（監事）、經理人、受僱人、實質控制者或其他利害關係人。

3. 利益之態樣
   本守則所稱利益，其利益係指任何有價值之事物，包括任何形式或名義之金錢、餽贈、佣金、職位、服務、優待、回扣等。但屬正常社交禮俗，且係偶發而無影響特定權利義務之虞時，不在此限。

4. 法令遵循
   本公司遵守公司法、證券交易法、商業會計法、政治獻金法、貪污治罪條例、政府採購法、公職人員利益衝突迴避法、上市上櫃相關規章或其他商業行為有關法令，以作為落實誠信經營之基本前提。

5. 政策
   本公司本於廉潔、透明及負責之經營理念，制定以誠信為基礎之政策，經董事會通過，並建立良好之公司治理與風險控管機制，以創造永續發展之經營環境。

6. 防範方案

6.1. 本公司制訂之誠信經營政策，應清楚且詳盡地訂定具體誠信經營之作法及防範不誠信行為方案(以下簡稱防範方案)，包含作業程序、行為指南及教育訓練等。

6.2. 本公司訂定防範方案，應符合公司及其集團企業與組織營運所在地之相關法令。

6.3. 本公司於訂定防範方案過程中，宜與員工、工會、重要商業往來交易對象或其他利害關係人溝通。

7. 防範方案之範圍

7.1. 本公司應建立不誠信行為風險之評估機制，定期分析及評估營業範圍內具較高不誠信行為風險之營業活動，據以訂定防範方案並定期檢討防範方案之妥適性與有效性。

7.2. 本公司宜參酌國內外通用之標準或指引訂定防範方案，至少應涵蓋下列行為之防範措施：

7.2.1. 行賄及收賄。

7.2.2. 提供非法政治獻金。

7.2.3. 不當慈善捐贈或贊助。

7.2.4. 提供或接受不合理禮物、款待或其他不正當利益。

7.2.5. 侵害營業秘密、商標權、專利權、著作權及其他智慧財產權。

7.2.6. 從事不公平競爭之行為。

7.2.7. 產品及服務於研發、採購、製造、提供或銷售時直接或間接損害消費者或其他利害關係人之權益、健康與安全。

8. 承諾與執行

8.1. 本公司董事與高階管理階層應出具遵循誠信經營政策之聲明，並於僱用條件要求受僱人遵守誠信經營政策。

8.2. 本公司及其集團企業與組織應於其規章、對外文件及公司網站中明示誠信經營之政策，以及董事會與高階管理階層積極落實誠信經營政策之承諾，並於內部管理及商業活動中確實執行。

8.3. 本公司針對第一、二項誠信經營政策、聲明、承諾及執行，應製作文件化資訊並妥善保存。

9. 誠信經營商業活動

9.1. 本公司本於誠信經營原則，以公平與透明之方式進行商業活動。

9.2. 本公司於商業往來之前，應考量其代理商、供應商、客戶或其他商業往來交易對象之合法性及是否涉有不誠信行為，避免與涉有不誠信行為者進行交易。

9.3. 本公司與其代理商、供應商、客戶或其他商業往來交易對象簽訂之契約，其內容應包含遵守誠信經營政策及交易相對人如涉有不誠信行為時，得隨時終止或解除契約之條款。

10. 禁止行賄及收賄

本公司及其董事、經理人、受僱人、受任人與實質控制者，於執行業務時，不得直接或間接向客戶、代理商、承包商、供應商、公職人員或其他利害關係人提供、承諾、要求或收受任何形式之不正當利益。

11. 禁止提供非法政治獻金

本公司及其董事、經理人、受僱人、受任人與實質控制者，對政黨或參與政治活動之組織或個人直接或間接提供捐獻，應符合政治獻金法及公司內部相關作業程序，不得藉以謀取商業利益或交易優勢。

12. 禁止不當慈善捐贈或贊助

本公司及其董事、經理人、受僱人、受任人與實質控制者，對於慈善捐贈或贊助，應符合相關法令及內部作業程序，不得為變相行賄。

13. 禁止不合理禮物、款待或其他不正當利益

本公司及其董事、經理人、受僱人、受任人與實質控制者，不得直接或間接提供或接受任何不合理禮物、款待或其他不正當利益，藉以建立商業關係或影響商業交易行為。

14. 禁止侵害智慧財產權

本公司及其董事、經理人、受僱人、受任人與實質控制者，應遵守智慧財產相關法規、公司內部作業程序及契約規定；未經智慧財產權所有人同意，不得使用、洩漏、處分、燬損或有其他侵害智慧財產權之行為。

15. 禁止從事不公平競爭之行為

本公司應依相關競爭法規從事營業活動，不得固定價格、操縱投標、限制產量與配額，或以分配顧客、供應商、營運區域或商業種類等方式，分享或分割市場。

16. 防範產品或服務損害利害關係人

本公司及其董事、經理人、受僱人、受任人與實質控制者，於產品與服務之研發、採購、製造、提供或銷售過程，應遵循相關法規與國際準則，確保產品及服務之資訊透明性及安全性，制定且公開其消費者或其他利害關係人權益保護政策，並落實於營運活動，以防止產品或服務直接或間接損害消費者或其他利害關係人之權益、健康與安全。有事實足認其商品、服務有危害消費者或其他利害關係人安全與健康之虞時，原則上應即回收該批產品或停止其服務。

17. 組織與責任

17.1. 本公司之董事、經理人、受僱人、受任人及實質控制者應盡善良管理人之注意義務，督促公司防止不誠信行為，並隨時檢討其實施成效及持續改進，確保誠信經營政策之落實。

17.2. 本公司為健全誠信經營之管理，指定人力資源部為專責單位，配置充足之資源及適任之人員，負責誠信經營政策與防範方案之制定及監督執行，主要掌理下列事項，定期(至少一年一次)向董事會報告：

17.2.1. 協助將誠信與道德價值融入公司經營策略，並配合法令制度訂定確保誠信經營之相關防弊措施。

17.2.2. 定期分析及評估營業範圍內不誠信行為風險，並據以訂定防範不誠信行為方案，及於各方案內訂定工作業務相關標準作業程序及行為指南。

17.2.3. 規劃內部組織、編制與職掌，對營業範圍內較高不誠信行為風險之營業活動，安置相互監督制衡機制。

17.2.4. 誠信政策宣導訓練之推動及協調。

17.2.5. 規劃檢舉制度，確保執行之有效性。

17.2.6. 協助董事會及管理階層查核及評估落實誠信經營所建立之防範措施是否有效運作，並定期就相關業務流程進行評估遵循情形，作成報告。

18. 業務執行之法令遵循

本公司之董事、經理人、受僱人、受任人與實質控制者於執行業務時，應遵守法令規定及防範方案。

19. 利益迴避

19.1. 本公司應制定防止利益衝突之政策，據以鑑別、監督並管理利益衝突所可能導致不誠信行為之風險，並提供適當管道供董事、經理人及其他出席或列席董事會之利害關係人主動說明其與公司有無潛在之利益衝突。

19.2. 本公司董事、經理人及其他出席或列席董事會之利害關係人對董事會所列議案，與其自身或其代表之法人有利害關係者，應於當次董事會說明其利害關係之重要內容，如有害於公司利益之虞時，不得加入討論及表決，且討論及表決時應予迴避，並不得代理其他董事行使其表決權。董事間亦應自律，不得不當相互支援。

19.3. 本公司董事、經理人、受僱人、受任人與實質控制者不得藉其在公司擔任之職位或影響力，使其自身、配偶、父母、子女或任何他人獲得不正當利益。

20. 會計與內部控制

20.1. 本公司應就具較高不誠信行為風險之營業活動，建立有效之會計制度及內部控制制度，不得有外帳或保留秘密帳戶，並應隨時檢討，俾確保該制度之設計及執行持續有效。

20.2. 本公司內部稽核單位應依不誠信行為風險之評估結果，擬訂相關稽核計畫，內容包括稽核對象、範圍、項目、頻率等，並據以查核防範方案遵循情形，且得委任會計師執行查核，必要時，得委請專業人士協助。

20.3. 前項查核結果應通報高階管理階層及誠信經營專責單位，並作成稽核報告提報董事會。

21. 作業程序及行為指南

21.1. 本公司應依第六條規定訂定作業程序及行為指南，具體規範董事、經理人、受僱人及實質控制者執行業務應注意事項，其內容至少應涵蓋下列事項：

21.1.1. 提供或接受不正當利益之認定標準。

21.1.2. 提供合法政治獻金之處理程序。

21.1.3. 提供正當慈善捐贈或贊助之處理程序及金額標準。

21.1.4. 避免與職務相關利益衝突之規定，及其申報與處理程序。

21.1.5. 對業務上獲得之機密及商業敏感資料之保密規定。

21.1.6. 對涉有不誠信行為之供應商、客戶及業務往來交易對象之規範及處理程序。

21.1.7. 發現違反企業誠信經營守則之處理程序。

21.1.8. 對違反者採取之紀律處分。

22. 教育訓練及考核

22.1. 本公司之董事長、總經理或高階管理階層應定期向董事、受僱人及受任人傳達誠信之重要性。

22.2. 本公司應定期對董事、經理人、受僱人、受任人及實質控制者舉辦教育訓練與宣導，並邀請與公司從事商業行為之相對人參與，使其充分瞭解公司誠信經營之決心、政策、防範方案及違反不誠信行為之後果。

22.3. 本公司應將誠信經營政策與員工績效考核及人力資源政策結合，設立明確有效之獎懲制度。

23. 檢舉制度

23.1. 本公司應訂定具體檢舉制度，並應確實執行，其內容至少應涵蓋下列事項：

23.1.1. 建立並公告內部獨立檢舉信箱、專線或委託其他外部獨立機構提供檢舉信箱、專線，供公司內部及外部人員使用。

23.1.2. 指派檢舉受理專責人員或單位，檢舉情事涉及董事或高階管理階層，應呈報至獨立董事，並訂定檢舉事項之類別及其所屬之調查標準作業程序。

23.1.3. 訂定檢舉案件調查完成後，依照情節輕重所應採取之後續措施，必要時應向主管機關報告或移送司法機關偵辦。

23.1.4. 檢舉案件受理、調查過程、調查結果及相關文件製作之紀錄與保存。

23.1.5. 檢舉人身分及檢舉內容之保密，並允許匿名檢舉。

23.1.6. 保護檢舉人不因檢舉情事而遭不當處置之措施。

23.1.7. 檢舉人獎勵措施。

23.2. 本公司受理檢舉專責人員或單位，如經調查發現重大違規情事或公司有受重大損害之虞時，應立即作成報告，以書面通知獨立董事。

24. 懲戒與申訴制度

本公司應明訂及公布違反誠信經營規定之懲戒與申訴制度，並即時於公司內部網站揭露違反人員之職稱、姓名、違反日期、違反內容及處理情形等資訊。

25. 資訊揭露

本公司應建立推動誠信經營之量化數據，持續分析評估誠信政策推動成效，於公司網站、年報及公開說明書揭露其誠信經營採行措施、履行情形及前揭量化數據與推動成效，並於公開資訊觀測站揭露誠信經營守則之內容。

26. 誠信經營政策與措施之檢討修正

本公司應隨時注意國內外誠信經營相關規範之發展，並鼓勵董事、經理人及受僱人提出建議，據以檢討改進公司訂定之誠信經營政策及推動之措施，以提昇公司誠信經營之落實成效。

27. 實施

27.1. 本公司之誠信經營守則經董事會通過後實施，並送各審計委員會委員及提報股東會，修正時亦同。

27.2. 本公司依前項規定將誠信經營守則提報董事會討論時，應充分考量各獨立董事之意見，並將其反對或保留之意見，於董事會議事錄載明；如獨立董事不能親自出席董事會表達反對或保留意見者，除有正當理由外，應事先出具書面意見，並載明於董事會議事錄。

Alchip Tchnologies, Limited

Ethical Corporate Management Best Practice Principles

Article 1 Purpose of adoption and scope of application

These Ethical Corporate Management Best Practice Principles are published to assist the Company to foster a corporate culture of ethical management and sound development.

The Principles are applicable to business groups and organizations of the Company. The business group and organizations are comprised of subsidiaries, any foundation to which the Company's direct or indirect contribution of funds exceeds 50 percent of the total funds received, and other institutions or juridical persons which are substantially controlled by such company ("business group").

Article 2 Prohibition of unethical conduct

When engaging in commercial activities, directors, managers, employees, and mandataries of the Company or persons having substantial control over the Company ("substantial controllers") shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, nor commit unethical acts including breach of ethics, illegal acts, or breach of fiduciary duty ("unethical conduct") for purposes of acquiring or maintaining benefits.

Parties referred to in the preceding paragraph include civil servants, political candidates, political parties or members of political parties, state-run or private-owned businesses or institutions, and their directors, supervisors, managers, employees or substantial controllers or other stakeholders.

Article 3 Types of benefits

"Benefits" in these Principles means any valuable things, including money, endowments, commissions, positions, services, preferential treatment or rebates of any type or in any name. Benefits received or given occasionally in accordance with accepted social customs and that do not adversely affect specific rights and obligations shall be excluded.

Article 4 Compliance with applicable laws or regulations

The Company complies with the Company Act, Securities and Exchange Act, Business Entity Accounting Act, Political Donations Act, Anti-Corruption Statute, Government Procurement Act, Act on Recusal of Public Servants Due to Conflicts of Interest, TWSE/TPEx listing rules, or other laws or regulations regarding commercial activities, as the underlying basic premise to facilitate ethical corporate management.

Article 5 Internal policy

The Company abides by the operational philosophies of honesty, transparency and

responsibility, base policies on the principle of good faith and obtain approval from the board of directors, and establishes good corporate governance and risk control and management mechanism so as to create an operational environment for sustainable development.

Article 6 Prevention program

The Company shall, in their own ethical management policy, clearly and thoroughly prescribe the specific ethical management practices and the programs to forestall unethical conduct ("prevention programs"), including operational procedures, guidelines, and training.

When establishing the prevention programs, the Company shall comply with relevant laws and regulations of the territory where the company and the business group are operating.

In the course of developing the prevention programs, the Company is advised to negotiate with staff, labor unions members, important trading counterparties, or other stakeholders.

Article 7 The scope of prevention program

The Company shall establish a risk assessment mechanism against unethical conduct, analyze and assess on regular basis business activities within their business scope which are at a higher risk of being involved in unethical conduct, and establish prevention programs accordingly and review their adequacy and effectiveness on a regular basis.

The Company establishes the prevention programs, which shall at least include preventive measures against the following:

1. Offering and acceptance of bribes.
2. Illegal political donations.
3. Improper charitable donations or sponsorship.
4. Offering or acceptance of unreasonable presents or hospitality, or other improper benefits.
5. Misappropriation of trade secrets and infringement of trademark rights, patent rights, copyrights, and other intellectual property rights.
6. Engaging in unfair competitive practices.
7. Damage directly or indirectly caused to the rights or interests, health, or safety of consumers or other stakeholders in the course of research and development, procurement, manufacture, provision, or sale of products and services.

Article 8 Commitment and implementation

The directors and senior management of Company shall issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with such policy.

The Company and its respective business group shall clearly specify in the rules and external documents and on the company website the ethical corporate management policies and the commitment by the board of directors and senior management on rigorous and thorough implementation of such policies, and shall carry out the policies in internal management and in commercial activities.

The Company shall compile documented information on the ethical management policy, statement, commitment and implementation mentioned in the first and second paragraphs and retain said information properly.

Article 9 Commercial transactions in ethics

The Company shall engage in commercial activities in a fair and transparent manner based on the principle of ethical management.

Prior to any commercial transactions, the Company shall take into consideration the legality of its agents, suppliers, clients, or other trading counterparties and whether any of them are involved in unethical conduct, and shall avoid any dealings with persons so involved.

When entering into contracts with its agents, suppliers, clients, or other trading counterparties, the Company shall include in such contracts terms requiring compliance with ethical corporate management policy and that in the event the trading counterparties are involved in unethical conduct, the Company may at any time terminate or rescind the contracts.

Article 10 Prohibition of bribery

When conducting business, the Company and its directors, managers, employees, mandataries, and substantial controllers, may not directly or indirectly offer, promise to offer, request, or accept any improper benefits in whatever form to or from clients, agents, contractors, suppliers, public servants, or other stakeholders.

Article 11 Prohibition of offering illegal political donations

When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, the Company and its directors, managers, employees, mandataries, and substantial controllers, shall comply with the Political Donations Act and their own relevant internal operational procedures, and shall not make such donations in exchange for commercial gains or business advantages.

Article 12 Prohibition of improper donations and sponsorship

When making or offering donations and sponsorship, the and its directors, managers, employees , mandataries, and substantial controllers shall comply with relevant laws and regulations and internal operational procedures, and shall not surreptitiously engage in bribery.

Article 13 Prohibition of unreasonable presents, service, hospitality or other improper benefits

The Company and its directors, managers, employees, mandataries, and substantial controllers shall not directly or indirectly offer or accept any unreasonable presents, hospitality or other improper benefits to establish business relationship or influence commercial transactions.

Article 14 Prohibition of Intellectual Property Right Infringement

The Company and its directors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations, the company's internal operational procedures, and contractual provisions concerning intellectual property, and may not use, disclose, dispose, or damage intellectual property or otherwise infringe intellectual property rights without the prior consent of the intellectual property rights holder.

Article 15 Prohibition of conducting unfair competition

The Company shall engage in business activities in accordance with applicable competition laws and regulations, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.

Article 16 Preventing product or service from damaging interested party

In the course of research and development, procurement, manufacture, provision, or sale of products and services, the Company and its directors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations and international standards to ensure the transparency of information about, and safety of, its products and services. The Company shall also adopt and publish a policy on the protection of the rights and interests of consumers or other stakeholders, and carry out the policy in their operations, with a view to preventing its products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders. Where there are sufficient facts to determine that the company's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, the company shall, in principle, recall those products or suspend the services immediately.

Article 17 Organization and responsibility

The directors, managers, employees, mandataries, and substantial controllers of the Company shall exercise the due care of good administrators to urge the company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies.

To achieve sound ethical corporate management, the Company has assigned its HR Department as a dedicated unit and avail itself of adequate resources and staff itself

with competent personnel, responsible for establishing and supervising the implementation of the ethical corporate management policies and prevention programs. The dedicated unit shall be in charge of the following matters, and shall report to the board of directors on a regular basis (at least once a year):

1. Assisting in incorporating ethics and moral values into the company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.
2. Analyzing and assessing on a regular basis the risk of involvement in unethical conduct within the business scope, adopting accordingly programs to prevent unethical conduct, and setting out in each program the standard operating procedures and conduct guidelines with respect to the company's operations and business.
3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.
4. Promoting and coordinating awareness and educational activities with respect to ethics policy.
5. Developing a whistle-blowing system and ensuring its operating effectiveness.
6. Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.

Article 18 Compliance with applicable laws and regulations

The Company and its directors, managers, employees, mandataries, and substantial controllers shall comply with laws and regulations and the prevention programs when conducting business.

Article 19 Avoiding conflicts of interest

The Company shall adopt policies for preventing conflicts of interest to identify, monitor, and manage risks possibly resulting from unethical conduct, and shall also offer appropriate means for directors, managers, and other stakeholders attending or present at board meetings to voluntarily explain whether their interests would potentially conflict with those of the company.

When a proposal at a given board of directors meeting concerns the personal interest of, or the interest of the juristic person represented by, any of the directors, managers, and other stakeholders attending or present at board meetings of the Company, the concerned person shall state the important aspects of the relationship of interest at the

given board meeting. If his or her participation is likely to prejudice the interest of the company, the concerned person may not participate in discussion of or voting on the proposal and shall recuse himself or herself from the discussion or the voting, and may not exercise voting rights as proxy for another director. The directors shall practice self-discipline and must not support one another in improper dealings.

The Company's directors, managers, employees, mandataries, and substantial controllers shall not take advantage of their positions or influence in the companies to obtain improper benefits for themselves, their spouses, parents, children or any other person.

Article 20 Accounting and Internal Control

The Company shall establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in an unethical conduct, not have under-the-table accounts or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results.

The internal audit unit of the Company shall, based on the results of assessment of the risk of involvement in unethical conduct, devise relevant audit plans, including auditees, audit scope, audit items, audit frequency, etc., and examine accordingly the compliance with the prevention programs. The internal audit unit may engage a certified public accountant to carry out the audit, and may engage professionals to assist if necessary.

The results of examination in the preceding paragraph shall be reported to senior management and the ethical management dedicated unit and put down in writing in the form of an audit report to be submitted to the board of directors.

Article 21 Operational procedures and guidelines

The Company shall establish operational procedures and guidelines in accordance with Article 6 hereof to guide directors, managers, employees, and substantial controllers on how to conduct business. The procedures and guidelines should at least contain the following matters:

1. Standards for determining whether improper benefits have been offered or accepted.
2. Procedures for offering legitimate political donations.
3. Procedures and the standard rates for offering charitable donations or sponsorship.
4. Rules for avoiding work-related conflicts of interests and how they should be reported and handled.
5. Rules for keeping confidential trade secrets and sensitive business information obtained in the ordinary course of business.
6. Regulations and procedures for dealing with suppliers, clients and business

transaction counterparties suspected of unethical conduct.

7. Handling procedures for violations of these Principles.
8. Disciplinary measures on offenders.

Article 22 Training and assessment

The chairperson, general manager, or senior management of the Company shall communicate the importance of corporate ethics to its directors, employees, and mandataries on a regular basis.

The Company shall periodically organize training and awareness programs for directors, managers, employees, mandataries, and substantial controllers and invite the companies' commercial transaction counterparties so they understand the companies' resolve to implement ethical corporate management, the related policies, prevention programs and the consequences of committing unethical conduct.

The Company shall apply the policies of ethical corporate management when creating its employee performance appraisal system and human resource policies to establish a clear and effective reward and discipline system.

Article 23 Whistle-blowing system

The Company shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following:

1. An independent mailbox or hotline, either internally established and publicly announced or provided by an independent external institution, to allow internal and external personnel of the company to submit reports.
2. Dedicated personnel or unit appointed to handle the whistle-blowing system. Any tip involving a director or senior management shall be reported to the independent directors. Categories of reported misconduct shall be delineated and standard operating procedures for the investigation of each shall be adopted.
3. Follow-up measures to be adopted depending on the severity of the circumstances after investigations of cases reported are completed. Where necessary, a case shall be reported to the competent authority or referred to the judicial authority.
4. Documentation of case acceptance, investigation processes, investigation results, and relevant documents.
5. Confidentiality of the identity of whistle-blowers and the content of reported cases, and an undertaking regarding anonymous reporting.
6. Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing.
7. Whistle-blowing incentive measures.

When material misconduct or likelihood of material impairment to the Company comes to their awareness upon investigation, the dedicated personnel or unit handling the whistle-blowing system shall immediately prepare a report and notify the

independent directors in written form.

Article 24 Discipline and appeal system

The Company shall adopt and publish a well-defined disciplinary and appeal system for handling violations of the ethical corporate management rules, and shall make immediate disclosure on the company's internal website of the title and name of the violator, the date and details of the violation, and the actions taken in response.

Article 25 Information disclosure

The Company shall collect quantitative data about the promotion of ethical management and continuously analyze and assess the effectiveness of the promotion of ethical management policy. The Company shall also disclose the measures taken for implementing ethical corporate management, the status of implementation, the foregoing quantitative data, and the effectiveness of promotion on the Company websites, annual reports, and prospectuses, and shall disclose its ethical corporate management best practice principles on the Market Observation Post System.

Article 26 Review and improvement of the principles

The Company shall at all times monitor the development of relevant local and international regulations concerning ethical corporate management and encourage its directors, managers, and employees to make suggestions, based on which the adopted ethical corporate management policies and measures taken will be reviewed and improved with a view to achieving better implementation of ethical management.

Article 27 Enforcement

The ethical corporate management best practice principles of the Company shall be implemented after the board of directors grants the approval, and shall be sent to each member of Audit Committee and reported at a shareholders' meeting. The same procedure shall be followed when the principles have been amended.

When the Company submits its ethical corporate management best practice principles to the board of directors for discussion pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. Any objections or reservations of any independent director shall be recorded in the minutes of the board of directors meeting. An independent director that cannot attend the board meeting in person to express objections or reservations shall provide a written opinion before the board meeting, unless there is some legitimate reason to do otherwise, and the opinion shall be specified in the minutes of the board of directors meeting.

誠信經營作業程序及行為指南修訂對照表
Comparison table for the amendments to the Procedures for Ethical Management and Guidelines for Conduct

原條文修改 Changes to Original Form	修改後條文 Amended Form
2.1. 本作業程序及行為指南所稱本公司人員，係指本公司及集團企業與組織董事、~~監察人、~~經理人、受僱人、受任人及具有實質控制能力之人。	2.1. 本作業程序及行為指南所稱本公司人員，係指本公司及集團企業與組織董事、經理人、受僱人、受任人及具有實質控制能力之人。
2.1. For the purposes of these Procedures and Guidelines, the term "Personnel of the Company" refers to any director, ~~supervisor,~~ managerial officer, employee, mandatory or person having substantial control, of the Company or its group enterprises and organizations.	2.1. For the purposes of these Procedures and Guidelines, the term "Personnel of the Company" refers to any director, managerial officer, employee, mandatory or person having substantial control, of the Company or its group enterprises and organizations.
5.1. 本公司指定~~稽核室~~為專責單位（以下簡稱「本公司專責單位」），~~隸屬於董事會，~~並配置充足之資源及適任之人員，辦理本作業程序及行為指南之修訂、執行、解釋、諮詢服務暨通報內容登錄建檔等相關作業及監督執行，主要職掌下列事項，並應定期(至少一年一次)向董事會報告:	5.1. 本公司指定人力資源部為專責單位（以下簡稱「本公司專責單位」），並配置充足之資源及適任之人員，辦理本作業程序及行為指南之修訂、執行、解釋、諮詢服務暨通報內容登錄建檔等相關作業及監督執行，主要職掌下列事項，並應定期（至少一年一次）向董事會報告:
5.1 The Company designated the ~~auditing Department~~ as the solely responsible unit (hereinafter referred to as "Responsible Unit") ~~under the board of directors and~~ provided it with sufficient resources and competent personnel to be in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The Responsible Unit shall be in charge of the following matters and also submit regular reports (at least once a year) to the board of directors.	5.1 The Company designated the HR Department as the solely responsible unit (hereinafter referred to as "Responsible Unit") provided it with sufficient resources and competent personnel to be in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The Responsible Unit shall be in charge of the following matters and also submit regular reports (at least once a year) to the board of directors.

21.4.1. 檢舉情事涉及一般員工者應呈報至部門主管，檢舉情事涉及董事或高階主管，應呈報至獨立董事~~或監察人~~。 21.4.1. An information shall be reported to the department head if involving the rank and file and to an independent director if involving a director ~~or supervisor~~.	21.4.1. 檢舉情事涉及一般員工者應呈報至部門主管，檢舉情事涉及董事或高階主管，應呈報至獨立董事。 21.4.1. An information shall be reported to the department head if involving the rank and file and to an independent director if involving a director.
24.1 本作業程序及行為指南經董事會決議通過實施，並送審計委員會及提報股東會報告；修正時亦同。 24.1. These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the board of directors and shall be delivered to the audit committee and reported to the shareholders meeting.	24.1 本作業程序及行為指南經董事會決議通過實施，並送<u>各</u>審計委員會<u>委員</u>及提報股東會報告；修正時亦同。 24.1. These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the board of directors and shall be delivered to <u>each member of</u> the audit committee and reported to the shareholders meeting.

【附件五】EXHIBIT V

勤業眾信

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會計師查核報告

Alchip Technologies, Limited　公鑒：

查核意見

Alchip Technologies, Limited 及其子公司（以下簡稱 Alchip 集團）民國 113 年及 112 年 12 月 31 日之合併資產負債表，暨民國 113 年及 112 年 1 月 1 日至 12 月 31 日之合併綜合損益表、合併權益變動表、合併現金流量表，以及合併財務報表附註（包括重大會計政策彙總），業經本會計師查核竣事。

依本會計師之意見，上開合併財務報表在所有重大方面係依照證券發行人財務報告編製準則及經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達 Alchip 集團民國 113 年及 112 年 12 月 31 日之合併財務狀況，暨民國 113 年及 112 年 1 月 1 日至 12 月 31 日之合併財務績效及合併現金流量。

查核意見之基礎

本會計師係依照會計師受託查核簽證財務報表規則及審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核合併財務報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 Alchip 集團保持超然獨立，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 Alchip 集團民國 113 年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。

茲對 Alchip 集團民國 113 年度合併財務報表之關鍵查核事項敘明如下：

存貨之評價

Alchip 集團主要從事客製化晶片之委託設計服務及製造銷售，由於半導體產業產品之製程技術升級快速，致產品因生命週期縮短而可能造成存貨價值減損或呆滯，管理階層針對可能價值減損或呆滯的存貨，除依存貨政策提列外，尚需考量集團存貨去化情形、未來訂單需求及外部產業環境政策及法規變化等。由於上述考量涉及管理階層主觀判斷而具有不確定性，因此，本會計師將存貨之評價列為關鍵查核事項。

截至民國 113 年 12 月 31 日止，Alchip 集團存貨餘額為新台幣 8,660,525 仟元（美金 264,161 仟元），佔合併財務報表總資產之 17%，與存貨相關會計政策及資訊，請參閱合併財務報表附註四、五及十一。

本會計師所執行之主要查核因應程序包括：

1. 瞭解管理階層評估存貨價值減損或呆滯之流程；
2. 依據集團存貨去化速度及實際呆滯情形評估 Alchip 集團之存貨價值減損提列政策之合理性；
3. 取得存貨庫齡報表，驗證該報表之正確性及完整性以及庫齡期間分類之正確性；再依據存貨價值減損提列政策核算減損提列金額；
4. 對以前年度管理階層估計之存貨價值減損或呆滯損失執行回溯性覆核，並與本年度估計之金額進行比較分析，以評估管理階層所使用之假設及判斷是否合理。

管理階層與治理單位對合併財務報表之責任

管理階層之責任係依照證券發行人財務報告編製準則及經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製允當表達之合併財務報表，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 Alchip 集團繼續經營之能力、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 Alchip 集團或停止營業，或除清算或停業外別無實際可行之其他方案。

Alchip 集團之治理單位（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 Alchip 集團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 Alchip 集團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 Alchip 集團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 Alchip 集團民國 113 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。

勤業眾信聯合會計師事務所

會計師　王儀雯

金融監督管理委員會核准文號
金管證審字第 0980032818 號

會計師　張麗君

金融監督管理委員會核准文號
金管證審字第 1100356048 號

中　華　民　國　114　年　3　月　12　日

Alchip Technologies, Limited及子公司

合併資產負債表

民國113年及112年12月31日

單位：新台幣仟元

代碼	資產	113年12月31日 金額	%	112年12月31日 金額	%
	流動資產				
1100	現金及約當現金（附註六）	$ 27,044,210	54	$ 10,159,556	31
1120	透過其他綜合損益按公允價值衡量之金融資產（附註七）	15,936	-	93,906	-
1136	按攤銷後成本衡量之金融資產（附註八及二八）	2,367,661	5	3,882,724	12
1170	應收帳款淨額（附註十）	5,729,833	11	2,298,230	7
1180	應收帳款－關係人淨額（附註十及二七）	-	-	138,817	-
1200	其他應收款	408,040	1	206,407	1
130X	存貨（附註十一）	8,660,525	17	11,613,997	36
1410	預付款項（附註十六、二七及二九）	1,651,686	3	835,483	3
1470	其他流動資產	305,987	1	186,897	1
11XX	流動資產總計	46,183,878	92	29,416,017	91
	非流動資產				
1517	透過其他綜合損益按公允價值衡量之金融資產（附註七）	1,389,686	3	430,120	1
1535	按攤銷後成本衡量之金融資產（附註八及二八）	91,216	-	94,011	-
1550	採用權益法之投資（附註二七）	118,959	-	55,974	-
1600	不動產、廠房及設備（附註十三）	1,775,456	4	1,160,441	4
1755	使用權資產（附註十四）	233,131	-	251,556	1
1780	無形資產（附註十五）	247,930	1	413,657	1
1840	遞延所得稅資產（附註二二）	168,603	-	140,715	1
1915	預付設備款	-	-	402,935	1
1990	其他非流動資產	100,496	-	92,775	-
15XX	非流動資產總計	4,125,477	8	3,042,184	9
1XXX	資產總計	$ 50,309,355	100	$ 32,458,201	100
代碼	負債及權益				
	流動負債				
2130	合約負債（附註二十）	$ 6,113,935	12	$ 10,407,774	32
2170	應付帳款	1,826,327	4	1,925,436	6
2200	其他應付款（附註十七）	1,682,797	3	1,050,547	4
2220	其他應付款項－關係人（附註二七）	35,441	-	-	-
2230	本期所得稅負債（附註二二）	898,373	2	710,618	2
2280	租賃負債（附註十四）	75,430	-	75,804	-
2399	其他流動負債	39,386	-	75,457	-
21XX	流動負債總計	10,671,689	21	14,245,636	44
	非流動負債				
2570	遞延所得稅負債（附註二二）	6,116	-	5,951	-
2580	租賃負債（附註十四）	131,900	1	150,521	-
2630	遞延收入	22,804	-	21,676	-
25XX	非流動負債總計	160,820	1	178,148	-
2XXX	負債總計	10,832,509	22	14,423,784	44
	歸屬於本公司業主之權益（附註十八及十九）				
3110	普通股股本	806,485	2	743,187	3
3200	資本公積	25,350,477	50	10,419,696	32
	保留盈餘				
3320	特別盈餘公積	67,693	-	67,693	-
3350	未分配盈餘	10,684,554	21	6,057,071	19
3300	保留盈餘總計	10,752,247	21	6,124,764	19
3400	其他權益	2,546,513	5	726,467	2
31XX	本公司業主權益合計	39,455,722	78	18,014,114	56
36XX	非控制權益	21,124	-	20,303	-
3XXX	權益總計	39,476,846	78	18,034,417	56
	負債及權益總計	$ 50,309,355	100	$ 32,458,201	100

後附之附註係本合併財務報告之一部分。

董事長：關建英　　經理人：沈翔霖　　會計主管：詹舒媚

Alchip Technologies, Limited及子公司

合併資產負債表

民國113年及112年12月31日

單位：美金仟元

代碼	資產	113年12月31日 金額	%	112年12月31日 金額	%
	流動資產				
1100	現金及約當現金（附註六）	$ 824,896	54	$ 330,876	31
1120	透過其他綜合損益按公允價值衡量之金融資產（附註七）	486	-	3,058	-
1136	按攤銷後成本衡量之金融資產（附註八及二八）	72,218	5	126,453	12
1170	應收帳款淨額（附註十）	174,770	11	74,849	7
1180	應收帳款－關係人淨額（附註十及二七）	-	-	4,521	-
1200	其他應收款	12,446	1	6,723	1
130X	存貨（附註十一）	264,161	17	378,245	36
1410	預付款項（附註十六、二七及二九）	50,379	3	27,210	3
1470	其他流動資產	9,333	1	6,087	1
11XX	流動資產總計	1,408,689	92	958,022	91
	非流動資產				
1517	透過其他綜合損益按公允價值衡量之金融資產（附註七）	42,388	3	14,008	1
1535	按攤銷後成本衡量之金融資產（附註八及二八）	2,782	-	3,062	-
1550	採用權益法之投資（附註二七）	3,628	-	1,823	-
1600	不動產、廠房及設備（附註十三）	54,155	4	37,793	4
1755	使用權資產（附註十四）	7,111	-	8,193	1
1780	無形資產（附註十五）	7,562	1	13,472	1
1840	遞延所得稅資產（附註二二）	5,143	-	4,583	1
1915	預付設備款	-	-	13,123	1
1900	其他非流動資產	3,065	-	3,021	-
15XX	非流動資產總計	125,834	8	99,078	9
1XXX	資產總計	$ 1,534,523	100	$ 1,057,100	100
代碼	負債及權益				
	流動負債				
2130	合約負債（附註二十）	$ 186,486	12	$ 338,960	32
2170	應付帳款	55,706	4	62,708	6
2200	其他應付款（附註十七）	51,328	3	34,214	4
2220	其他應付款－關係人（附註二七）	1,081	-	-	-
2230	本期所得稅負債（附註二二）	27,402	2	23,143	2
2280	租賃負債（附註十四）	2,301	-	2,469	-
2399	其他流動負債	1,201	-	2,458	-
21XX	流動負債總計	325,505	21	463,952	44
	非流動負債				
2570	遞延所得稅負債（附註二二）	187	-	194	-
2580	租賃負債（附註十四）	4,023	1	4,902	-
2630	遞延收入	695	-	706	-
25XX	非流動負債總計	4,905	1	5,802	-
2XXX	負債總計	330,410	22	469,754	44
	歸屬於本公司業主之權益（附註十八及十九）				
3110	普通股股本	25,815	1	23,814	2
3200	資本公積	830,536	54	356,315	34
	保留盈餘				
3320	特別盈餘公積	2,799	-	2,799	1
3350	未分配盈餘	346,802	23	202,377	19
3300	保留盈餘總計	349,601	23	205,176	20
3400	其他權益	(2,521)	-	1,384	-
31XX	本公司業主權益合計	1,203,431	78	586,689	56
36XX	非控制權益	682	-	657	-
3XXX	權益總計	1,204,113	78	587,346	56
	負債及權益總計	$ 1,534,523	100	$ 1,057,100	100

後附之附註係本合併財務報告之一部分。

董事長：關建英　　經理人：沈翔霖　　會計主管：詹舒媚

Alchip Technologies, Limited 及子公司

合併綜合損益表

民國 113 年及 112 年 1 月 1 日至 12 月 31 日

單位：除每股盈餘為新台幣元或美金元外，餘係新台幣仟元或美金仟元

代碼		113年度 美金	113年度 新台幣	113年度 %	112年度 美金	112年度 新台幣	112年度 %
4000	營業收入淨額（附註二十及二七）	$ 1,618,353	$ 51,968,570	100	$ 978,385	$ 30,481,576	100
5000	營業成本（附註十一及二一）	1,300,684	41,767,567	80	760,303	23,687,225	78
5900	營業毛利	317,669	10,201,003	20	218,082	6,794,351	22
	營業費用（附註十、二一及二七）						
6100	推銷費用	8,609	276,448	-	8,015	249,721	1
6200	管理費用	30,814	989,501	2	27,517	857,295	3
6300	研究發展費用	66,700	2,141,874	4	49,642	1,546,585	5
6450	預期信用減損損失	9,243	296,813	1	12,180	379,478	1
6000	營業費用合計	115,366	3,704,636	7	97,354	3,033,079	10
6900	營業淨利	202,303	6,496,367	13	120,728	3,761,272	12
	營業外收入及支出（附註二一）						
7100	利息收入	37,452	1,202,671	2	11,336	353,179	1
7010	其他收入	5,262	168,948	1	2,570	80,082	1
7020	其他利益及損失	(651)	(20,916)	-	776	24,164	-
7050	財務成本	(280)	(8,980)	-	(196)	(6,119)	-
7060	採用權益法之關聯企業損失份額	(912)	(29,279)	-	(477)	(14,862)	-
7055	預期信用減損損失	(21)	(664)	-	(2)	(52)	-
7000	營業外收入及支出合計	40,850	1,311,780	3	14,007	436,392	2
7900	稅前淨利	243,153	7,808,147	16	134,735	4,197,664	14
7950	所得稅費用（附註二二）	42,402	1,361,607	3	28,154	877,148	3
8200	本年度淨利	200,751	6,446,540	13	106,581	3,320,516	11
	其他綜合損益						
8310	不重分類至損益之項目						
8316	透過其他綜合損益按公允價值衡量之權益工具投資未實現評價損益	(3,619)	(116,218)	-	1,917	59,720	-
8341	換算表達貨幣之兌換差額	-	1,945,441	4	-	(76,836)	-
8360	後續可能重分類至損益之項目						
8361	國外營運機構財務報表換算之兌換差額	(383)	(12,305)	-	(196)	(6,094)	-
8367	透過其他綜合損益按公允價值衡量之債務工具投資未實現評價損益	97	3,128	-	131	4,072	-
8300	本年度其他綜合損益（稅後淨額）	(3,905)	1,820,046	4	1,852	(19,138)	-
8500	本年度綜合損益總額	$ 196,846	$ 8,266,586	17	$ 108,433	$ 3,301,378	11
	淨利（損）歸屬於：						
8610	本公司業主	$ 200,726	$ 6,445,719	13	$ 106,730	$ 3,325,170	11
8620	非控制權益	25	821	-	(149)	(4,654)	-
8600		$ 200,751	$ 6,446,540	13	$ 106,581	$ 3,320,516	11
	綜合損益總額歸屬於：						
8710	本公司業主	$ 196,821	$ 8,265,765	17	$ 108,582	$ 3,306,032	11
8720	非控制權益	25	821	-	(149)	(4,654)	-
8700		$ 196,846	$ 8,266,586	17	$ 108,433	$ 3,301,378	11
	每股盈餘（附註二三）						
9710	基本	$ 2.53	$ 81.34		$ 1.46	$ 45.47	
9810	稀釋	$ 2.45	$ 78.83		$ 1.39	$ 43.27	

後附之附註係本合併財務報告之一部分。

董事長：關建英　　經理人：沈翔霖　　會計主管：詹舒媚

Alchip Technologies, Limited及子公司

合併權益變動表

民國 113 年及 112 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

代碼		歸屬於本公司業主之權益											非控制權益	權益總額
			資本公積				保留盈餘			其他權益				
		普通股股本	發行溢價	認股權	其他	合計	特別盈餘公積	未分配盈餘	合計	國外營運機構財務報表換算之兌換差額	透過其他綜合損益按公允價值衡量之金融資產未實現評價損益	本公司業主權益合計		
A1	112 年 1 月 1 日餘額	$ 719,280	$ 7,097,228	$ 695,573	$ -	$ 7,792,801	$ 347,922	$ 3,387,886	$ 3,735,808	$ 742,312	$ 3,293	$ 12,993,494	$ 8,560	$ 13,002,054
	111 年度盈餘分配													
B3	迴轉特別盈餘公積	-	-	-	-	-	(280,229)	280,229	-	-	-	-	-	-
B5	現金股利	-	-	-	-	-	-	(930,917)	(930,917)	-	-	(930,917)	-	(930,917)
E1	現金增資－私募	13,800	1,984,440	-	-	1,984,440	-	-	-	-	-	1,998,240	-	1,998,240
N1	股份基礎給付交易	-	-	342,918	-	342,918	-	-	-	-	-	342,918	-	342,918
K1	員工認股權計畫下發行之普通股	10,107	473,633	(174,096)	-	299,537	-	-	-	-	-	309,644	-	309,644
D1	112 年度淨利	-	-	-	-	-	-	3,325,170	3,325,170	-	-	3,325,170	(4,654)	3,320,516
D3	112 年度稅後其他綜合損益	-	-	-	-	-	-	-	-	(82,930)	63,792	(19,138)	-	(19,138)
D5	112 年度綜合損益總額	-	-	-	-	-	-	3,325,170	3,325,170	(82,930)	63,792	3,306,032	(4,654)	3,301,378
M7	對子公司所有權權益變動	-	-	-	-	-	-	(5,297)	(5,297)	-	-	(5,297)	16,397	11,100
Z1	112 年 12 月 31 日餘額	743,187	9,555,301	864,395	-	10,419,696	67,693	6,057,071	6,124,764	659,382	67,085	18,014,114	20,303	18,034,417
	112 年度盈餘分配													
B5	現金股利	-	-	-	-	-	-	(1,818,236)	(1,818,236)	-	-	(1,818,236)	-	(1,818,236)
E1	現金增資發行新股參與海外存託憑證	37,000	12,782,410	-	-	12,782,410	-	-	-	-	-	12,819,410	-	12,819,410
E1	現金增資－私募	8,245	1,502,802	-	-	1,502,802	-	-	-	-	-	1,511,047	-	1,511,047
N1	股份基礎給付交易	-	-	203,537	-	203,537	-	-	-	-	-	203,537	-	203,537
K1	員工認股權計畫下發行之普通股	18,053	671,691	(249,354)	-	422,337	-	-	-	-	-	440,390	-	440,390
D1	113 年度淨利	-	-	-	-	-	-	6,445,719	6,445,719	-	-	6,445,719	821	6,446,540
D3	113 年度稅後其他綜合損益	-	-	-	-	-	-	-	-	1,933,136	(113,090)	1,820,046	-	1,820,046
D5	113 年度綜合損益總額	-	-	-	-	-	-	6,445,719	6,445,719	1,933,136	(113,090)	8,265,765	821	8,266,586
C7	採用權益法認列之關聯企業之變動數	-	-	-	19,695	19,695	-	-	-	-	-	19,695	-	19,695
Z1	113 年 12 月 31 日餘額	$ 806,485	$ 24,512,204	$ 818,578	$ 19,695	$ 25,350,477	$ 67,693	$ 10,684,554	$ 10,752,247	$ 2,592,518	($ 46,005)	$ 39,455,722	$ 21,124	$ 39,476,846

後附之附註係本合併財務報告之一部分。

董事長：關建英　　經理人：沈翔霖　　會計主管：詹舒媚

Alchip Technologies, Limited及子公司

合併權益變動表

民國 113 年及 112 年 1 月 1 日至 12 月 31 日

單位：美金仟元

代碼		歸屬於本公司業主之權益										非控制權益	權益總額
		普通股股本	資本公積				保留盈餘			其他權益			
			發行溢價	認股權	其他	合計	特別盈餘公積	未分配盈餘	合計	國外營運機構財務報表換算之兌換差額	透過其他綜合損益按公允價值衡量之金融資產未實現評價損益		
A1	112 年 1 月 1 日餘額	$ 23,043	$ 249,191	$ 22,461	$ -	$ 271,652	$ 12,784	$ 116,106	$ 128,890	($ 714)	$ 246	$ 423,117	$ 265	$ 423,382
	111 年度盈餘分配													
B3	迴轉特別盈餘公積	-	-	-	-	-	(9,985)	9,985	-	-	-	-	-	-
B5	現金股利	-	-	-	-	-	-	(30,269)	(30,269)	-	-	(30,269)	-	(30,269)
E1	現金增資－私募	445	63,994	-	-	63,994	-	-	-	-	-	64,439	-	64,439
N1	股份基礎給付交易	-	-	11,007	-	11,007	-	-	-	-	-	11,007	-	11,007
K1	員工認股權計畫下發行之普通股	326	15,527	(5,865)	-	9,662	-	-	-	-	-	9,988	-	9,988
D1	112 年度淨利	-	-	-	-	-	-	106,730	106,730	-	-	106,730	(149)	106,581
D3	112 年度稅後其他綜合損益	-	-	-	-	-	-	-	-	(196)	2,048	1,852	-	1,852
D5	112 年度綜合損益總額	-	-	-	-	-	-	106,730	106,730	(196)	2,048	108,582	(149)	108,433
M7	對子公司所有權權益變動	-	-	-	-	-	-	(175)	(175)	-	-	(175)	541	366
Z1	112 年 12 月 31 日餘額	23,814	328,712	27,603	-	356,315	2,799	202,377	205,176	(910)	2,294	586,689	657	587,346
	112 年度盈餘分配													
B5	現金股利	-	-	-	-	-	-	(56,301)	(56,301)	-	-	(56,301)	-	(56,301)
E1	現金增資發行新股參與海外存託憑證	1,179	407,317	-	-	407,317	-	-	-	-	-	408,496	-	408,496
E1	現金增資－私募	257	46,711	-	-	46,711	-	-	-	-	-	46,968	-	46,968
N1	股份基礎給付交易	-	-	6,338	-	6,338	-	-	-	-	-	6,338	-	6,338
K1	員工認股權計畫下發行之普通股	565	21,594	(8,356)	-	13,238	-	-	-	-	-	13,803	-	13,803
D1	113 年度淨利	-	-	-	-	-	-	200,726	200,726	-	-	200,726	25	200,751
D3	113 年度稅後其他綜合損益	-	-	-	-	-	-	-	-	(383)	(3,522)	(3,905)	-	(3,905)
D5	113 年度綜合損益總額	-	-	-	-	-	-	200,726	200,726	(383)	(3,522)	196,821	25	196,846
C7	採用權益法認列之關聯企業之變動數	-	-	-	617	617	-	-	-	-	-	617	-	617
Z1	113 年 12 月 31 日餘額	$ 25,815	$ 804,334	$ 25,585	$ 617	$ 830,536	$ 2,799	$ 346,802	$ 349,601	($ 1,293)	($ 1,228)	$ 1,203,431	$ 682	$ 1,204,113

後附之附註係本合併財務報告之一部分。

董事長：關建英　　經理人：沈翔霖　　會計主管：詹舒媚

Alchip Technologies, Limited 及子公司

合併現金流量表

民國 113 年及 112 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元
或美金仟元

代　碼		113年度 美　金	113年度 新　台　幣	112年度 美　金	112年度 新　台　幣
	營業活動之現金流量				
A10000	本年度稅前淨利	$ 243,153	$ 7,808,147	$ 134,735	$ 4,197,664
A20010	收益費損項目				
A20100	折舊及攤銷	82,324	2,643,588	64,880	2,021,317
A20300	預期信用減損損失	9,264	297,477	12,182	379,530
A20900	財務成本	280	8,980	196	6,119
A21200	利息收入	(37,452)	(1,202,671)	(11,336)	(353,179)
A21900	員工認股權酬勞成本	6,338	203,537	11,007	342,918
A22300	採用權益法之關聯企業損失份額	912	29,279	477	14,862
A22500	處分設備損失	90	2,881	7	208
A23100	處分金融資產淨利益	(10)	(311)	(5)	(162)
A23800	存貨（迴轉）跌價及呆滯損失	(716)	(22,983)	1,563	48,699
A24100	外幣淨未實現兌換利益	(777)	(24,856)	(394)	(16,075)
A29900	預付款項攤銷	10,061	323,081	6,949	216,502
A30000	營業資產及負債之淨變動數				
A31150	應收帳款	(104,653)	(3,360,625)	(45,259)	(1,410,036)
A31180	其他應收款	(5,638)	(181,060)	(2,425)	(75,554)
A31200	存　　貨	114,800	3,686,426	(82,688)	(2,576,133)
A31230	預付款項	(29,130)	(935,410)	(11,213)	(349,368)
A31240	其他流動資產	(3,246)	(104,244)	(1,845)	(57,471)
A32125	合約負債	(152,474)	(4,896,261)	229,462	7,148,891
A32150	應付帳款	(7,066)	(226,904)	(316)	(9,856)
A32180	其他應付款	17,670	567,373	10,549	332,475
A32190	其他應付款－關係人	1,081	34,713	-	-
A32230	其他流動負債	(335)	(10,727)	503	15,634
A32990	遞延收入	(933)	(29,943)	902	28,112
A33000	營運產生之現金流入	143,543	4,609,487	317,931	9,905,097
A33300	支付之利息	(280)	(8,980)	(196)	(6,119)
A33500	支付之所得稅	(38,696)	(1,242,624)	(19,034)	(593,020)
AAAA	營業活動之淨現金流入	104,567	3,357,883	298,701	9,305,958
	投資活動之現金流量				
B00010	取得透過其他綜合損益按公允價值衡量之金融資產	(32,677)	(1,049,310)	(3,990)	(124,320)
B00020	處分透過其他綜合損益按公允價值衡量之金融資產價款	3,000	96,336	4,096	127,611
B00040	取得按攤銷後成本衡量之金融資產	(117,256)	(3,765,310)	(192,657)	(6,002,224)

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代　碼		113年度 美　金	113年度 新　台　幣	112年度 美　金	112年度 新　台　幣
B00050	處分按攤銷後成本衡量之金融資產價款	$ 171,682	$ 5,513,044	$ 125,110	$ 3,897,812
B01800	取得採用權益法之投資	(2,100)	(67,001)	(2,300)	(70,323)
B02700	購置設備	(62,224)	(1,998,155)	(61,381)	(1,912,329)
B02800	處分設備價款	26	832	-	14
B03700	支付存出保證金	(165)	(5,283)	(42)	(1,295)
B03800	收回存出保證金	108	3,484	641	19,966
B04500	購置無形資產	(19,147)	(614,898)	(30,098)	(937,669)
B07100	預付設備款增加	-	-	(13,123)	(408,841)
B07500	收取之利息	37,674	1,209,798	9,407	293,103
BBBB	投資活動之淨現金流出	(21,079)	(676,463)	(164,337)	(5,118,495)
	籌資活動之現金流量				
C04020	現金增資發行新股參與海外存託憑證	408,496	12,819,410	-	-
C04500	現金增資－私募	46,968	1,511,047	64,439	1,998,240
C04600	租賃負債本金償還	(3,038)	(97,571)	(3,252)	(101,300)
C04700	支付本公司業主股利	(56,301)	(1,818,236)	(30,269)	(930,917)
C04800	員工認股權行使價款	13,803	440,390	9,988	309,644
CCCC	籌資活動之淨現金流入	409,928	12,855,040	40,906	1,275,667
DDDD	匯率變動對現金及約當現金之影響	604	1,348,194	109	(78,875)
EEEE	現金及約當現金淨增加	494,020	16,884,654	175,379	5,384,255
E00100	年初現金及約當現金餘額	330,876	10,159,556	155,497	4,775,301
E00200	年底現金及約當現金餘額	$ 824,896	$27,044,210	$ 330,876	$10,159,556

後附之附註係本合併財務報告之一部分。

董事長：關建英　　經理人：沈翔霖　　會計主管：詹舒媚

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Alchip Technologies, Limited

Opinion

We have audited the accompanying consolidated financial statements of Alchip Technologies, Limited (the "Company") and its subsidiaries (collectively referred to as the "Group"), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the "consolidated financial statements").

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter of the Group's consolidated financial statements for the year ended December 31, 2024 is stated as follows:

Valuation of Inventory

The Group is mainly engaged in providing silicon design services, producing and selling customized chips. Due to the rapid upgrading of process technology in the semiconductor industry, products may suffer from value decline or obsolescence resulting from the shortening of the product life cycle. With respect to those value-declined or obsolete inventories, a loss reserve is provided in accordance with the Group's inventory impairment policy, furthermore, the inventory turnover, the demand for future orders, and the changes in the external industrial environment policies and regulations are taken into consideration by the management when determining the value of inventory. As such considerations involve the management's subjective judgments with uncertainties, the valuation of inventory is identified as a key audit matter.

As of December 31, 2024, the Group's inventory balance was NT$8,660,525 thousand (US$264,161 thousand), accounting for 17% of the total assets in the consolidated balance sheet. Refer to Notes 4, 5 and 11 to the consolidated financial statements for the relative accounting policy and information.

The main audit procedures that we performed in respect of the above area included the following, among others:

1. We obtained an understanding of the management's assessment process of inventory impairment or obsolescence.

2. We evaluated the reasonableness of the Group's inventory impairment policy on the basis of the Group's inventory turnover and actual obsolescence situation.

3. We obtained the inventory aging report and verified the accuracy and completeness of the report, as well as the correctness of the classification for each aging interval. Furthermore, we recalculated the provision of the impairment loss in accordance with the inventory impairment policy.

4. We performed a retrospective review of the prior year's inventory impairment or obsolescent losses estimated by the management, compared and analyzed them with the current year's estimations to evaluate the reasonableness of the assumptions and judgments made by the management.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including members of the audit committee, are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2024, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Yi-Wen Wang and Li-Chun Chang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 12, 2025

Notice to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

ALCHIP TECHNOLOGIES, LIMITED AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	2024		2023	
ASSETS	**Amount**	**%**	**Amount**	**%**
CURRENT ASSETS				
Cash and cash equivalents (Note 6)	$ 27,044,210	54	$ 10,159,556	31
Financial assets at fair value through other comprehensive income (Note 7)	15,936	-	93,906	-
Financial assets at amortized cost (Notes 8 and 28)	2,367,661	5	3,882,724	12
Trade receivables, net (Note 10)	5,729,833	11	2,298,230	7
Trade receivables due from related parties (Notes 10 and 27)	-	-	138,817	-
Other receivables	408,040	1	206,407	1
Inventories (Note 11)	8,660,525	17	11,613,997	36
Prepayments (Notes 16, 27 and 29)	1,651,686	3	835,483	3
Other current assets	305,987	1	186,897	1
Total current assets	46,183,878	92	29,416,017	91
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income (Note 7)	1,389,686	3	430,120	1
Financial assets at amortized cost (Notes 8 and 28)	91,216	-	94,011	-
Investments accounted for using the equity method (Note 27)	118,959	-	55,974	-
Property, plant and equipment (Note 13)	1,775,456	4	1,160,441	4
Right-of-use assets (Note 14)	233,131	-	251,556	1
Intangible assets (Note 15)	247,930	1	413,657	1
Deferred tax assets (Note 22)	168,603	-	140,715	1
Prepayments for equipment	-	-	402,935	1
Other non-current assets	100,496	-	92,775	-
Total non-current assets	4,125,477	8	3,042,184	9
TOTAL	$ 50,309,355	100	$ 32,458,201	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Contract liabilities (Note 20)	$ 6,113,935	12	$ 10,407,774	32
Trade payables	1,826,327	4	1,925,436	6
Other payables (Note 17)	1,682,797	3	1,050,547	4
Other payables to related parties (Note 27)	35,441	-	-	-
Current tax liabilities (Note 22)	898,373	2	710,618	2
Lease liabilities (Note 14)	75,430	-	75,804	-
Other current liabilities	39,386	-	75,457	-
Total current liabilities	10,671,689	21	14,245,636	44
NON-CURRENT LIABILITIES				
Deferred tax liabilities (Note 22)	6,116	-	5,951	-
Lease liabilities (Note 14)	131,900	1	150,521	-
Deferred revenue	22,804	-	21,676	-
Total non-current liabilities	160,820	1	178,148	-
Total liabilities	10,832,509	22	14,423,784	44
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Notes 18 and 19)				
Share capital	806,485	2	743,187	3
Capital surplus	25,350,477	50	10,419,696	32
Retained earnings				
Special reserve	67,693	-	67,693	-
Unappropriated earnings	10,684,554	21	6,057,071	19
Total retained earnings	10,752,247	21	6,124,764	19
Other equity	2,546,513	5	726,467	2
Total equity attributable to owners of the Company	39,455,722	78	18,014,114	56
NON-CONTROLLING INTERESTS	21,124	-	20,303	-
Total equity	39,476,846	78	18,034,417	56
TOTAL	$ 50,309,355	100	$ 32,458,201	100

The accompanying notes are an integral part of the consolidated financial statements.

ALCHIP TECHNOLOGIES, LIMITED AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(In Thousands of U.S. Dollars)

	2024		2023	
ASSETS	**Amount**	**%**	**Amount**	**%**
CURRENT ASSETS				
Cash and cash equivalents (Note 6)	$ 27,044,210	54	$ 10,159,556	31
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Total equity	39,476,846	78	18,034,417	56
TOTAL	$ 50,309,355	100	$ 32,458,201	100

The accompanying notes are an integral part of the consolidated financial statements.

ALCHIP TECHNOLOGIES, LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars or U.S. Dollars, Except Earnings Per Share)

	2024			2023		
	USD	NTD	%	USD	NTD	%
OPERATING REVENUE (Notes 20 and 27)	$ 1,618,353	$ 51,968,570	100	$ 978,385	$ 30,481,576	100
OPERATING COSTS (Notes 11 and 21)	1,300,684	41,767,567	81	760,303	23,687,225	78
GROSS PROFIT	317,669	10,201,003	19	218,082	6,794,351	22
OPERATING EXPENSES (Notes 10, 21 and 27)						
Selling and marketing expenses	8,609	276,448	-	8,015	249,721	1
General and administrative expenses	30,814	989,501	2	27,517	857,295	3
Research and development expenses	66,700	2,141,874	4	49,642	1,546,585	5
Expected credit loss on trade receivables	9,243	296,813	1	12,180	379,478	1
Total operating expenses	115,366	3,704,636	7	97,354	3,033,079	10
PROFIT FROM OPERATIONS	202,303	6,496,367	12	120,728	3,761,272	12
NON-OPERATING INCOME AND EXPENSES (Note 21)						
Interest income	37,452	1,202,671	2	11,336	353,179	1
Other income	5,262	168,948	1	2,570	80,082	1
Other gains and losses	(651)	(20,916)	-	776	24,164	-
Finance costs	(280)	(8,980)	-	(196)	(6,119)	-
Share of loss of associates by the equity method	(912)	(29,279)	-	(477)	(14,862)	-
Expected credit loss	(21)	(664)	-	(2)	(52)	-
Total non-operating income and expenses	40,850	1,311,780	3	14,007	436,392	2
PROFIT BEFORE INCOME TAX	243,153	7,808,147	15	134,735	4,197,664	14
INCOME TAX EXPENSE (Note 22)	42,402	1,361,607	3	28,154	877,148	3
NET PROFIT FOR THE YEAR	200,751	6,446,540	12	106,581	3,320,516	11
OTHER COMPREHENSIVE INCOME (LOSS)						
Items that will not be reclassified subsequently to profit or loss:						
Unrealized gain (loss) on investments in equity instruments at fair value through other comprehensive income	(3,619)	(116,218)	-	1,917	59,720	-
Exchange differences on translation to the presentation currency	-	1,945,441	4	-	(76,836)	-
Items that may be reclassified subsequently to profit or loss:						
Exchange differences on translation of the financial statements of foreign operations	(383)	(12,305)	-	(196)	(6,094)	-
Unrealized gain (loss) on investments in debt instruments at fair value through other comprehensive income	97	3,128	-	131	4,072	-
Other comprehensive income (loss) for the year, net of income tax	(3,905)	1,820,046	4	1,852	(19,138)	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	$ 196,846	$ 8,266,586	16	$ 108,433	$ 3,301,378	11
NET PROFIT (LOSS) ATTRIBUTABLE TO						
Owners of the Company	$ 200,726	$ 6,445,719	12	$ 106,730	$ 3,325,170	11
Non-controlling interests	25	821	-	(149)	(4,654)	-
	$ 200,751	$ 6,446,540	12	$ 106,581	$ 3,320,516	11

ALCHIP TECHNOLOGIES, LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars or U.S. Dollars, Except Earnings Per Share)

	2024			2023		
	USD	NTD	%	USD	NTD	%
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO						
Owners of the Company	$ 196,821	$ 8,265,765	16	$ 108,582	$ 3,306,032	11
Non-controlling interests	25	821	-	(149)	(4,654)	-
	$ 196,846	$ 8,266,586	16	$ 108,433	$ 3,301,378	11
EARNINGS PER SHARE (Note 23)						
Basic	$ 2.53	$ 81.34		$ 1.46	$ 45.47	
Diluted	$ 2.45	$ 78.83		$ 1.39	$ 43.27	

The accompanying notes are an integral part of the consolidated financial statements. (Concluded)

ALCHIP TECHNOLOGIES, LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company												
									Other Equity				
		Capital Surplus				Retained Earnings							
	Share Capital	Share Premium	Share Options	Other	Total	Special Reserve	Unappropriated Earnings	Total	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Valuation Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Total	Non-controlling Interests	Total Equity
BALANCE AT JANUARY 1, 2023	$ 719,280	$ 7,097,228	$ 695,573	$ -	$ 7,792,801	$ 347,922	$ 3,387,886	$ 3,735,808	$ 742,312	$ 3,293	$ 12,993,494	$ 8,560	$ 13,002,054
Appropriation of 2022's earnings													
Reversal of special reserve	-	-	-	-	-	(280,229)	280,229	-	-	-	-	-	-
Cash dividends	-	-	-	-	-	-	(930,917)	(930,917)	-	-	(930,917)	-	(930,917)
Issuance of ordinary shares by private placement	13,800	1,984,440	-	-	1,984,440	-	-	-	-	-	1,998,240	-	1,998,240
Share-based payments	-	-	342,918	-	342,918	-	-	-	-	-	342,918	-	342,918
Issuance of ordinary shares under the employee share options	10,107	473,633	(174,096)	-	299,537	-	-	-	-	-	309,644	-	309,644
Net profit (loss) for the year ended December 31, 2023	-	-	-	-	-	-	3,325,170	3,325,170	-	-	3,325,170	(4,654)	3,320,516
Other comprehensive income (loss) for the year ended December 31, 2023, net of income tax	-	-	-	-	-	-	-	-	(82,930)	63,792	(19,138)	-	(19,138)
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	-	-	3,325,170	3,325,170	(82,930)	63,792	3,306,032	(4,654)	3,301,378
Changes in percentage of ownership interest in subsidiaries	-	-	-	-	-	-	(5,297)	(5,297)	-	-	(5,297)	16,397	11,100
BALANCE AT DECEMBER 31, 2023	743,187	9,555,301	864,395	-	10,419,696	67,693	6,057,071	6,124,764	659,382	67,085	18,014,114	20,303	18,034,417
Appropriation of 2023's earnings													
Cash dividends	-	-	-	-	-	-	(1,818,236)	(1,818,236)	-	-	(1,818,236)	-	(1,818,236)
Issuance of ordinary shares in the form of sponsored Global Depositary Receipts	37,000	12,782,410	-	-	12,782,410	-	-	-	-	-	12,819,410	-	12,819,410
Issuance of ordinary shares by private placement	8,245	1,502,802	-	-	1,502,802	-	-	-	-	-	1,511,047	-	1,511,047
Share-based payments	-	-	203,537	-	203,537	-	-	-	-	-	203,537	-	203,537
Issuance of ordinary shares under the employee share options	18,053	671,691	(249,354)	-	422,337	-	-	-	-	-	440,390	-	440,390
Net profit for the year ended December 31, 2024	-	-	-	-	-	-	6,445,719	6,445,719	-	-	6,445,719	821	6,446,540
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	-	-	-	-	1,933,136	(113,090)	1,820,046	-	1,820,046
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	-	-	6,445,719	6,445,719	1,933,136	(113,090)	8,265,765	821	8,266,586
Changes in capital surplus from investments in associates for using the equity method	-	-	-	19,695	19,695	-	-	-	-	-	19,695	-	19,695
BALANCE AT DECEMBER 31, 2024	$ 806,485	$ 24,512,204	$ 818,578	$ 19,695	$ 25,350,477	$ 67,693	$ 10,684,554	$ 10,752,247	$ 2,592,518	$ (46,005)	$ 39,455,722	$ 21,124	$ 39,476,846

The accompanying notes are an integral part of the consolidated financial statements.

ALCHIP TECHNOLOGIES, LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of U.S. Dollars)

	Equity Attributable to Owners of the Company												
		Capital Surplus				Retained Earnings			Other Equity				
	Share Capital	Share Premium	Share Options	Other	Total	Special Reserve	Unappropriated Earnings	Total	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Valuation Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Total	Non-controlling Interests	Total Equity
BALANCE AT JANUARY 1, 2023	$ 23,043	$ 249,191	$ 22,461	$ -	$ 271,652	$ 12,784	$ 116,106	$ 128,890	$ (714)	$ 246	$ 423,117	$ 265	$ 423,382
Appropriation of 2022's earnings													
Reversal of special reserve	-	-	-	-	-	(9,985)	9,985	-	-	-	-	-	-
Cash dividends	-	-	-	-	-	-	(30,269)	(30,269)	-	-	(30,269)	-	(30,269)
Issuance of ordinary shares by private placement	445	63,994	-	-	63,994	-	-	-	-	-	64,439	-	64,439
Share-based payments	-	-	11,007	-	11,007	-	-	-	-	-	11,007	-	11,007
Issuance of ordinary shares under the employee share options	326	15,527	(5,865)	-	9,662	-	-	-	-	-	9,988	-	9,988
Net profit (loss) for the year ended December 31, 2023	-	-	-	-	-	-	106,730	106,730	-	-	106,730	(149)	106,581
Other comprehensive income (loss) for the year ended December 31, 2023, net of income tax	-	-	-	-	-	-	-	-	(196)	2,048	1,852	-	1,852
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	-	-	106,730	106,730	(196)	2,048	108,582	(149)	108,433
Changes in percentage of ownership interest in subsidiaries	-	-	-	-	-	-	(175)	(175)	-	-	(175)	541	366
BALANCE AT DECEMBER 31, 2023	23,814	328,712	27,603	-	356,315	2,799	202,377	205,176	(910)	2,294	586,689	657	587,346
Appropriation of 2023's earnings													
Cash dividends	-	-	-	-	-	-	(56,301)	(56,301)	-	-	(56,301)	-	(56,301)
Issuance of ordinary shares in the form of sponsored Global Depositary Receipts	1,179	407,317	-	-	407,317	-	-	-	-	-	408,496	-	408,496
Issuance of ordinary shares by private placement	257	46,711	-	-	46,711	-	-	-	-	-	46,968	-	46,968
Share-based payments	-	-	6,338	-	6,338	-	-	-	-	-	6,338	-	6,338
Issuance of ordinary shares under the employee share options	565	21,594	(8,356)	-	13,238	-	-	-	-	-	13,803	-	13,803
Net profit for the year ended December 31, 2024	-	-	-	-	-	-	200,726	200,726	-	-	200,726	25	200,751
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	-	-	-	-	(383)	(3,522)	(3,905)	-	(3,905)
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	-	-	200,726	200,726	(383)	(3,522)	196,821	25	196,846
Changes in capital surplus from investments in associates for using the equity method	-	-	-	617	617	-	-	-	-	-	617	-	617
BALANCE AT DECEMBER 31, 2024	$ 25,815	$ 804,334	$ 25,585	$ 617	$ 830,536	$ 2,799	$ 346,802	$ 349,601	$ (1,293)	$ (1,228)	$1,203,431	$ 682	$1,204,113

The accompanying notes are an integral part of the consolidated financial statements.

ALCHIP TECHNOLOGIES, LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars or U.S. Dollars)

	2024		2023	
	USD	NTD	USD	NTD
CASH FLOWS FROM OPERATING ACTIVITIES				
Income before income tax	$ 243,153	$ 7,808,147	$ 134,735	$ 4,197,664
Adjustments for:				
Depreciation and amortization	82,324	2,643,588	64,880	2,021,317
Expected credit loss	9,264	297,477	12,182	379,530
Finance costs	280	8,980	196	6,119
Interest income	(37,452)	(1,202,671)	(11,336)	(353,179)
Share-based compensation	6,338	203,537	11,007	342,918
Share of loss of associates by the equity method	912	29,279	477	14,862
Loss on disposal of equipment	90	2,881	7	208
Net gain on disposal of financial assets	(10)	(311)	(5)	(162)
(Reversal of) Write-down of inventories	(716)	(22,983)	1,563	48,699
Net unrealized gain on foreign currency exchange	(777)	(24,856)	(394)	(16,075)
Amortization of prepayments	10,061	323,081	6,949	216,502
Net changes in operating assets and liabilities				
Trade receivables	(104,653)	(3,360,625)	(45,259)	(1,410,036)
Other receivables	(5,638)	(181,060)	(2,425)	(75,554)
Inventories	114,800	3,686,426	(82,688)	(2,576,133)
Prepayments	(29,130)	(935,410)	(11,213)	(349,368)
Other current assets	(3,246)	(104,244)	(1,845)	(57,471)
Contract liabilities	(152,474)	(4,896,261)	229,462	7,148,891
Trade payables	(7,066)	(226,904)	(316)	(9,856)
Other payables	17,670	567,373	10,549	332,475
Other payables to related parties	1,081	34,713	-	-
Other current liabilities	(335)	(10,727)	503	15,634
Deferred revenue	(933)	(29,943)	902	28,112
Net cash generated from operations	143,543	4,609,487	317,931	9,905,097
Interest paid	(280)	(8,980)	(196)	(6,119)
Income tax paid	(38,696)	(1,242,624)	(19,034)	(593,020)
Net cash generated from operating activities	104,567	3,357,883	298,701	9,305,958
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of financial assets at fair value through other comprehensive income	(32,677)	(1,049,310)	(3,990)	(124,320)
Proceeds from sale of financial assets at fair value through other comprehensive income	3,000	96,336	4,096	127,611

(Continued)

ALCHIP TECHNOLOGIES, LIMITED AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars or U.S. Dollars)

	2024		2023	
	USD	NTD	USD	NTD
Purchase of financial assets at amortized cost	$ (117,256)	$ (3,765,310)	$ (192,657)	$ (6,002,224)
Proceeds from sale of financial assets at amortized cost	171,682	5,513,044	125,110	3,897,812
Acquisition of investments accounted for the equity method	(2,100)	(67,001)	(2,300)	(70,323)
Payments for purchase of equipment	(62,224)	(1,998,155)	(61,381)	(1,912,329)
Proceeds from disposal of equipment	26	832	-	14
Payments for refundable deposits	(165)	(5,283)	(42)	(1,295)
Inward of refundable deposits	108	3,484	641	19,966
Payments for purchase of intangible assets	(19,147)	(614,898)	(30,098)	(937,669)
Increase in prepayments for equipment	-	-	(13,123)	(408,841)
Interest received	37,674	1,209,798	9,407	293,103
Net cash used in investing activities	(21,079)	(676,463)	(164,337)	(5,118,495)
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from issuance of ordinary shares in the form of sponsored Global Depositary Receipts	408,496	12,819,410	-	-
Proceeds from issuance of ordinary shares by private placement	46,968	1,511,047	64,439	1,998,240
Repayment of the principal portion of lease liabilities	(3,038)	(97,571)	(3,252)	(101,300)
Dividends paid to owners of the Company	(56,301)	(1,818,236)	(30,269)	(930,917)
Proceeds from exercise of employee share options	13,803	440,390	9,988	309,644
Net cash generated from financing activities	409,928	12,855,040	40,906	1,275,667
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS HELD IN FOREIGN CURRENCIES	604	1,348,194	109	(78,875)
NET INCREASE IN CASH AND CASH EQUIVALENTS	494,020	16,884,654	175,379	5,384,255
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	330,876	10,159,556	155,497	4,775,301
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	$ 824,896	$ 27,044,210	$ 330,876	$ 10,159,556

The accompanying notes are an integral part of the consolidated financial statements. (Concluded)

【附件六】EXHIBIT VI

董事候選人名單
List of Board Director Candidates

被提名人 Nominee	職務 Position	提名人 Nominator	學歷 Academic Qualifications	現職 Present Position	經歷 Work Experience	持股 Shareholding
Shen, Johnny Shyang-Lin	董事 Director	本公司董事會 Board of the Company	美國加州州立大學洛杉磯分校電子工程學士 B.S., Electronic Engineering, California State University, Los Angeles, U.S.	本公司總經理 CEO of the Company	• 本公司營運長 COO of the Company	1,721,652
張國威 Herbert Chang	董事 Director	本公司董事會 Board of the Company	交通大學管理科學碩士 M.S., Management Science, National Chiao Tung University	GrowStar Partners Group Limited 管理合夥人 General Partner of GrowStar Partners Group Limited	• 牧東光電(股)公司總經理 General Manager of Mutto Optronics Corporation	0
王德善 Daniel Wang	董事 Director	本公司董事會 Board of the Company	美國紐約市立大學柏魯克分校碩士 MBA, Baruch College, The City University of New York, U.S.	本公司財務長 CFO of the Company	• 富邦證券上海代表處代表 Representative of Fubon Securities Co., Ltd. Shanghai Representative Office	100,000
郭明鑑 Andrew Kuo	獨立董事 Independent Director	本公司董事會 Board of the Company	美國紐約市立大學柏魯克分校碩士 MBA, Baruch College, The City University of New York, U.S.	國泰世華銀行 董事長 Chairman of Cathay United Bank	• 國泰世華銀行（中國）有限公司董事長 Chairman of Cathay United Bank (China) Limited • 卓毅資本執行長 CEO of Zoyi Capital Ltd • 黑石集團(香港)有限公司副主席	0

被提名人 Nominee	職務 Position	提名人 Nominator	學歷 Academic Qualifications	現職 Present Position	經歷 Work Experience	持股 Shareholding
					Vice Chairman of Blackstone Group (Hong Kong)Limited	
鄒覺倫 Jerry Tzou	獨立董事 Independent Director	本公司董事會 Board of the Company	美國加州大學柏克萊分校 材料科學碩士 Master of Science, University of California, Berkeley, CA, USA	無 None	• 台積電先進封裝業務開發處處長 Director in Advanced Packaging Business Development of TSMC • 創意電子產品營運副總經理 VP in Product Operations of GUC	0
田至元 Derek C.Y. Tien	獨立董事 Independent Director	本公司董事會 Board of the Company	美國倫斯勒理工學院計算機與系統工程理學碩士 Master of Science in Computer and Systems Engineering, Rensselaer Polytechnic Institute	Silicon Road Pte Ltd. - Advisor	• 新加坡政府投資公司-董事總經理 Managing Director of GIC Private Limited • 台積電 資深經理 Senior Manager of TSMC • 美林證卷 資深副總 SVP of Merrill Lynch	0
曾馨嫻 Saria Tseng	獨立董事 Independent Director	本公司董事會 Board of the Company	中國文化大學法律研究所碩士 Master of Laws, Chinese Culture University Graduate Institute 美國加州大學柏克萊法學碩士 LLM, University of California, Berkeley, Boalt Hall, School of Law	美商茂力科技系統公司執行副總裁暨法務長 EVP, Strategic Development, General Counsel & Corporate Secretary, Monolithic Power Systems	• 美商 Maxxan Systems 副總裁暨法務長 Vice President, General Counsel & Corporate Secretary of MaXXan Systems Inc. • 國內外國際法律事務所律師 Attorney at Law at various Taiwan and US International Law Firms (Gary Cary, now DLA Piper), Wang and Wang, and Jones Day	0

【附件七】EXHIBIT VII

公司章程修訂對照表

Comparison table for the amendments to the Memorandum and Articles of Association of the Company

原條文修改 Changes to Original Form	修改後條文 Amended Form
第~~十~~次修訂和重述章程大綱和章程 ~~TENTH~~ AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF ALCHIP TECHNOLOGIES, LIMITED	第十一次修訂和重述章程大綱和章程 ELEVENTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF ALCHIP TECHNOLOGIES, LIMITED
5. 公司授權資本額是新臺幣 1,000,000,000 元，劃分為 100,000,000 股，每股面額新臺幣 10.00 元，根據《公司法》（如修訂版）及其後修訂之版本和公司章程，公司得購回或購買股份，並得再分割或合併其中股份，得發行全部或部分資本，包括有優先權或遞延權利，或其他條件或限制等。公司得依前述約定設定發行，包括普通股或特別股。	5. 公司授權資本額是新臺幣 1,000,000,000 元，劃分為 100,000,000 股，每股面額新臺幣 10.00 元，且不得轉換為無面額股。根據《公司法》（如修訂版）及其後修訂之版本和公司章程，公司得購回或購買股份，並得再分割或合併其中股份，得發行全部或部分資本，包括有優先權或遞延權利，或其他條件或限制等。公司得依前述約定設定發行，包括普通股或特別股。
5 The authorised capital of the Company is New Taiwan Dollars 1,000,000,000, divided into 100,000,000 ordinary shares of par value New Taiwan Dollars 10.00 each, provided always that subject to the provisions of the Companies Act (as amended) as amended and the Articles of Association, the Company shall have power to redeem or purchase any or all of such shares and to issue all or any part of its capital with priority or subject to any conditions or restrictions whatsoever and every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.	5 The authorised capital of the Company is New Taiwan Dollars 1,000,000,000, divided into 100,000,000 ordinary shares of par value New Taiwan Dollars 10.00 each, prohibited from converting to no-par value ordinary share, provided always that subject to the provisions of the Companies Act (as amended) as amended and the Articles of Association, the Company shall have power to redeem or purchase any or all of such shares and to issue all or any part of its capital with priority or subject to any conditions or restrictions whatsoever and every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.

第~~十~~次修訂和重述章程 ~~TENTH~~ AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF ALCHIP TECHNOLOGIES, LIMITED	第十<u>一</u>次修訂和重述和章程 <u>ELEVENTH</u> AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF ALCHIP TECHNOLOGIES, LIMITED
17.9 如董事會不召開或無法召開股東會（包括股東常會），或係為本公司之利益時，~~監察人（如有）~~得於必要時召開股東會。	17.9 如董事會不召開或無法召開股東會（包括股東常會），或係為本公司之利益時，<u>審計委員會</u>得於必要時召開股東會。
17.9 If the board of Directors does not or is unable to convene a general meeting (including the annual general meeting) or it is for the Company's benefit, ~~a supervisor (if any)~~ may convene a general meeting when necessary.	17.9 If the board of Directors does not or is unable to convene a general meeting (including the annual general meeting) or it is for the Company's benefit, <u>the Audit Committee</u> may convene a general meeting when necessary.
25.6 繼續六個月以上持有公司已發行股份總數百分之一以上之股東，得以書面請求審計委員會~~之獨立董事成員~~為公司對董事提起訴訟，並得以有管轄權之法院為第一審管轄法院。獨立董事於前述之股東提出請求後三十日內不提起訴訟時，前述之股東得為公司提起訴訟，並得以有管轄權之法院為第一審管轄法院。	25.6 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對董事提起訴訟，並得以有管轄權之法院為第一審管轄法院。獨立董事於前述之股東提出請求後三十日內不提起訴訟時，前述之股東得為公司提起訴訟，並得以有管轄權之法院為第一審管轄法院。
25.6 Any Member(s) holding 1% or more of the Company's issued Shares for at least six months may in writing request ~~the independent Directors of~~ the Audit Committee to bring action against the Directors on behalf of the Company in a court of competent jurisdiction as the court of first instance. If the Independent Directors fail to bring such action within thirty days after the request by the Member, such Member may bring the action in a court of competent jurisdiction as the court of first instance in the name of the Company.	25.6 Any Member(s) holding 1% or more of the Company's issued Shares for at least six months may in writing request the Audit Committee to bring action against the Directors on behalf of the Company in a court of competent jurisdiction as the court of first instance. If the Independent Directors fail to bring such action within thirty days after the request by the Member, such Member may bring the action in a court of competent jurisdiction as the court of first instance in the name of the Company.

肆、 附錄 APPENDIXES

一、誠信經營作業程序及行為指南 Procedures for Ethical Management and Guidelines for Conduct

二、公司章程 Memorandum and Articles of Association of the Company

三、股東會議事規則 Rules of Procedure for Shareholders Meetings

四、董事選舉辦法 Regulations Governing the Election of Directors

五、全體董事持股情形 Shareholdings of all Directors

〈修訂前〉

<Before amendment>

Alchip Technologies, Limited

誠信經營作業程序及行為指南

1. 目的及適用範圍

1.1. Alchip Technologies, Limited（以下簡稱「本公司」）基於公平、誠實、守信、透明原則從事商業活動，為落實誠信經營政策，並積極防範不誠信行為，依「上市上櫃公司誠信經營守則」及本公司及集團企業與組織之營運所在地相關法令，訂定誠信經營作業程序及行為指南（以下簡稱「本作業程序及行為指南」），具體規範本公司人員於執行業務時應注意之事項。

1.2. 本作業程序及行為指南適用範圍及於本公司之子公司、直接或間接捐助基金累計超過百分之五十之財團法人及其他具有實質控制能力之機構或法人等集團企業與組織。

2. 適用對象

2.1. 本作業程序及行為指南所稱本公司人員，係指本公司及集團企業與組織董事、監察人、經理人、受僱人、受任人及具有實質控制能力之人。

2.2. 本公司人員藉由第三人提供、承諾、要求或收受任何不正當利益，推定為本公司人員所為。

3. 不誠信行為

3.1. 本作業程序及行為指南所稱不誠信行為，係指本公司人員於執行業務過程，為獲得或維持利益，直接或間接提供、收受、承諾或要求任何不正當利益，或從事其他違反誠信、不法或違背受託義務之行為。

3.2. 前項行為之對象，包括公職人員、參政候選人、政黨或黨職人員，以及任何公、民營企業或機構及其董事（理事）、監察人（監事）、經理人、受僱人、具有實質控制能力者或其他利害關係人。

4. 利益態樣

本作業程序及行為指南所稱利益，係指任何形式或名義之金錢、餽贈、禮物、佣金、職位、服務、優待、回扣、疏通費、款待、應酬及其他有價值之事物。但屬正常社交禮俗，且係偶發而無影響特定權利義務之虞時，不在此限。

5. 專責單位

5.1. 本公司指定稽核室為專責單位（以下簡稱「本公司專責單位」），隸屬於董事會，並配置充足之資源及適任之人員，辦理本作業程序及行為指南之修訂、執行、解釋、諮詢服務暨通報內容登錄建檔等相關作業及監督執行，主要職掌下列事項，並應定期（至少一年一次）向董事會報告:

5.1.1. 協助將誠信與道德價值融入公司經營策略，並配合法令制度訂定確保誠信經營之相關防弊措施。

5.1.2. 定期分析及評估營業範圍內不誠信行為風險，並據以訂定防範不誠信行為方案，及於各方案內訂定工作業務相關標準作業程序及行為指南。

5.1.3. 規劃內部組織、編制與職掌，對營業範圍內較高不誠信行為風險之營業活動，安置相互監督制衡機制。

5.1.4. 誠信政策宣導訓練之推動及協調。

5.1.5. 規劃檢舉制度，確保執行之有效性。

5.1.6. 協助董事會及管理階層查核及評估落實誠信經營所建立之防範措施是否有效運作，並定期就相關業務流程進行評估遵循情形，作成報告。

5.1.7. 製作及妥善保存誠信經營政策及其遵循聲明、落實承諾暨執行情形等相關文件化資訊。

6. 禁止提供或收受不正當利益

6.1. 本公司人員直接或間接提供、收受、承諾或要求第 4 條所規定之利益時，除有下列各款情形外，應符合「上市上櫃公司誠信經營守則」及本作業程序及行為指南之規定，並依相關程序辦理後，始得為之：

6.1.1. 基於商務需要，於國內（外）訪問、接待外賓、推動業務及溝通協調時，依當地禮貌、慣例或習俗所為者。

6.1.2. 基於正常社交禮俗、商業目的或促進關係參加或邀請他人舉辦之正常社交活動。

6.1.3. 因業務需要而邀請客戶或受邀參加特定之商務活動、工廠參觀等，且已明訂前開活動之費用負擔方式、參加人數、住宿等級及期間等。

6.1.4. 參與公開舉辦且邀請一般民眾參加之民俗節慶活動。

6.1.5. 主管之獎勵、救助、慰問或慰勞等。

6.1.6. 提供或收受親屬或經常往來朋友以外之人金錢、財物或其他利益，其市價在新臺幣三萬元以下者；或他人對本公司人員之多數人為餽贈財物者，其市價總額在新臺幣五萬元以下者。但同一年度向同一對象提供財物或來自同一來源之受贈財物，其總市值以新臺幣五萬元為上限。

6.1.7. 因訂婚、結婚、生育、喬遷、就職、陞遷、退休、辭職、離職及本人、配偶或直系親屬之傷病、死亡受贈之財物，其市價不超過新臺幣三萬元者。

6.1.8. 其他符合本公司規定者。

7. 收受不正當利益之處理程序

7.1. 本公司人員遇有他人直接或間接提供或承諾給予第 4 條所規定之利益時，除有前條各款所訂情形外，應依下列程序辦理：

7.1.1. 提供或承諾之人與其無職務上利害關係者，應於收受之日起三日內，陳報其直屬主管，必要時並知會本公司專責單位。

7.1.2. 提供或承諾之人與其職務有利害關係者，應予退還或拒絕，並陳報其直屬主管及知會本公司專責單位；無法退還時，應於收受之日起三日內，交本公司專責單位處理。

7.2. 前項所稱與其職務有利害關係，係指具有下列情形之一者：

7.2.1. 具有商業往來、指揮監督或費用補(獎）助等關係者。

7.2.2. 正在尋求、進行或已訂立承攬、買賣或其他契約關係者。

7.2.3. 其他因本公司業務之決定、執行或不執行，將遭受有利或不利影響者。

7.3. 本公司專責單位應視第一項利益之性質及價值，提出退還、付費收受、歸公、轉贈慈善機構或其他適當建議，呈報總經理核准後執行。

8. 禁止疏通費及處理程序

8.1. 本公司不得提供或承諾任何疏通費。

8.2. 本公司人員如因受威脅或恐嚇而提供或承諾疏通費者，應紀錄過程陳報直屬主管，並通知本公司專責單位。

8.3. 本公司專責單位接獲前項通知後應立即處理，並檢討相關情事，以降低再次發生之風險。如發現涉有不法情事，並應立即通報司法單位。

9. 政治獻金之處理程序

9.1. 本公司提供政治獻金，應依下列規定辦理，於呈報總經理核准並知會本公司專責單位，其單次金額或累計金額達新臺幣十萬元以上，應提報董事會通過後，始得為之：

9.1.1. 應確認係符合政治獻金收受者所在國家之政治獻金相關法規，包括提供政治獻金之上限及形式等。

9.1.2. 決策應做成書面紀錄。

9.1.3. 政治獻金應依法規及會計相關處理程序予以入帳。

9.1.4. 提供政治獻金時，應避免與政府相關單位從事商業往來、申請許可或辦理其他涉及公司利益之事項。

10. 慈善捐贈或贊助之處理程序

10.1. 本公司提供慈善捐贈或贊助，應依下列事項辦理，於呈報總經理核准並知會本公司專責單位，其單次金額或累計金額達新臺幣貳佰萬元以上，應提報董事會通過後，始得為之：

10.1.1. 應符合營運所在地法令之規定。

10.1.2. 決策應做成書面紀錄。

10.1.3. 慈善捐贈之對象應為慈善機構，不得為變相行賄。

10.1.4. 因贊助所能獲得的回饋明確與合理，不得為本公司商業往來之對象或與本公司人員有利益相關之人。

10.1.5. 慈善捐贈或贊助後，應確認金錢流向之用途與捐助目的相符。

11. 利益迴避

11.1. 本公司董事、獨立董事、經理人及其他出席或列席董事會之利害關係人對董事會會議事項，與其自身或其代表之法人有利害關係者，應於當次董事會說明其利害關係之重要內容，如有害於公司利益之虞時，不得加入討論及表決，且討論及表決時應予迴避，並不得代理其他董事行使其表決權。董事間亦應自律，不得不當相互支援。

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

11.3. 本公司人員於執行公司業務時，發現與其自身或其所代表之法人有利害衝突之情形，或可能使其自身、配偶、父母、子女或與其有利害關係人獲得不正當利益之情形，應將相關情事同時陳報直屬主管及本公司專責單位，直屬主管應提供適當指導。

11.4. 本公司人員不得將公司資源使用於公司以外之商業活動，且不得因參與公司以外之商業活動而影響其工作表現。

12. 保密機制之組織與責任

本公司應設置處理專責單位，負責制定與執行公司之營業秘密、商標、專利、著作等智慧財產之管理、保存及保密作業程序，並應定期檢討實施結果，俾確保其作業程序之持續有效。本公司人員應確實遵守前項智慧財產之相關作業規定，不得洩露所知悉之公司營業秘密、商標、專利、著作等智慧財產予他人，且不得探詢或蒐集非職務相關之公司營業秘密、商標、專利、著作等智慧財產。

13. 禁止從事不公平競爭行為

本公司從事營業活動，應依公平交易法及相關競爭法規，不得固定價格、操縱投標、限制產量與配額，或以分配顧客、供應商、營運區域或商業種類等方式，分享或分割市場。

14. 防範產品或服務損害利害關係人

14.1. 本公司對於所提供之產品與服務所應遵循之相關法規與國際準則，應進行蒐集與瞭解，並彙總應注意之事項予以公告，促使本公司人員於產品與服務之研發、採購、製造、提供或銷售過程，確保產品及服務之資訊透明性及安全性。

14.2. 本公司制定並於公司網站公開對消費者或其他利害關係人權益保護政策，以防止產品或服務直接或間接損害消費者或其他利害關係人之權益、健康與安全。

15. 禁止內線交易及保密協定

15.1. 本公司人員應遵守證券交易法之規定，不得利用所知悉之未公開資訊從事內線交易，亦不得洩露予他人，以防止他人利用該未公開資訊從事內線交易。

15.2. 參與本公司合併、分割、收購及股份受讓、重要備忘錄、策略聯盟、其他業務合作計畫或重要契約之其他機構或人員，應與本公司簽署保密協定，承諾不洩露其所知悉之本公司商業機密或其他重大資訊予他人，且非經本公司同意不得使用該資訊。

16. 遵循及宣示誠信經營政策

16.1. 本公司應要求董事與高階管理階層出具遵循誠信經營政策之聲明，並於僱用條件要求受僱人遵守誠信經營政策。

16.2. 本公司應於內部規章、年報、公司網站或其他文宣上揭露其誠信經營政策，並適時於產品發表會、法人說明會等對外活動上宣示，使其供應商、客戶或其他業務相關機構與人員均能清楚瞭解其誠信經營理念與規範。

17. 建立商業關係前之誠信經營評估

17.1. 本公司與他人建立商業關係前，應先行評估代理商、供應商、客戶或其他商業往來對象之合法性、誠信經營政策，以及是否曾涉有不誠信行為之紀錄，以確保其商業經營方式公平、透明且不會要求、提供或收受賄賂。

17.2. 本公司進行前項評估時，可採行適當查核程序，就下列事項檢視其商業往來對象，以瞭解其誠信經營之狀況：

17.2.1. 該企業之國別、營運所在地、組織結構、經營政策及付款地點。

17.2.2. 該企業是否訂定誠信經營政策及其執行情形。

17.2.3. 該企業營運所在地是否屬於貪腐高風險之國家。

17.2.4. 該企業所營業務是否屬賄賂高風險之行業。

17.2.5. 該企業長期經營狀況及商譽。

17.2.6. 諮詢其企業夥伴對該企業之意見。

17.2.7. 該企業是否曾涉有賄賂或非法政治獻金等不誠信行為之紀錄。

18. 與商業對象說明誠信經營政策

本公司人員於從事商業行為過程中，應向交易對象說明本公司之誠信經營政策與相關規定，並明確拒絕直接或間接提供、承諾、要求或收受任何形式或名義之不正當利益。

19. 避免與不誠實經營者交易

本公司人員應避免與涉有不誠信行為之代理商、供應商、客戶或其他商業往來對象從事商業交易，經發現業務往來或合作對象有不誠信行為者，應立即停止與其商業往來，並將其列為拒絕往來對象，以落實公司之誠信經營政策。

20. 契約明訂誠信經營

20.1. 本公司與他人簽訂契約時，應充分瞭解對方之誠信經營狀況，並將遵守本公司誠信經營政策納入契約條款，於契約中至少應明訂下列事項：

20.1.1. 任何一方知悉有人員違反禁止收受佣金、回扣或其他不正當利益之契約條款時，應立即據實將此等人員之身分、提供、承諾、要求或收受之方式、金額或其他不正當利益告知他方，並提供相關證據且配合他方調查。一方如因此而受有損害時，得向他方請求損害賠償，並得自應給付之契約價款中如數扣除。

20.1.2. 任何一方於商業活動如涉有不誠信行為之情事，他方得隨時無條件終止或解除契約。

20.1.3. 訂定明確且合理之付款內容，包括付款地點、方式、需符合之相關稅務法規等。

21. 本公司人員涉不誠信行為之處理

21.1. 本公司發現或接獲檢舉本公司人員涉有不誠信之行為時，應即刻查明相關事實，如經證實確有違反相關法令或本公司誠信經營政策與規定者，應立即要求行為人停止相關行為，並為適當之處置，且於必要時透過法律程序請求損害賠償，以維護公司之名譽及權益。

21.2. 本公司於公司網站及內部網站建立並公告內部獨立檢舉信箱、專線或委託其他外部獨立機構提供檢舉信箱、專線，供本公司內部及外部人員使用。檢舉人應至少提供下列資訊：

21.2.1. 檢舉人之姓名、身分證號碼，亦得匿名檢舉，及可聯絡到檢舉人之地址、電話、

電子信箱。

21.2.2. 被檢舉人之姓名或其他足資識別被檢舉人身分特徵之資料。

21.2.3. 可供調查之具體事證。

21.3. 本公司處理檢舉情事之相關人員應以書面聲明對於檢舉人身分及檢舉內容予以保密，本公司並承諾保護檢舉人不因檢舉情事而遭不當處置。

21.4. 本公司專責單位應依下列程序處理檢舉情事：

21.4.1. 檢舉情事涉及一般員工者應呈報至部門主管，檢舉情事涉及董事或高階主管，應呈報至獨立董事或監察人。

21.4.2. 本公司專責單位及前款受呈報之主管或人員應即刻查明相關事實，必要時由法規遵循或其他相關部門提供協助。

21.4.3. 如經證實被檢舉人確有違反相關法令或本公司誠信經營政策與規定者，應立即要求被檢舉人停止相關行為，並為適當之處置，且必要時向主管機關報告、移送司法機關偵辦，或透過法律程序請求損害賠償，以維護公司之名譽及權益。

21.4.4. 檢舉受理、調查過程、調查結果均應留存書面文件，並保存五年，其保存得以電子方式為之。保存期限未屆滿前，發生與檢舉內容相關之訴訟時，相關資料應續予保存至訴訟終結止。

21.4.5. 對於檢舉情事經查證屬實，應責成本公司相關單位檢討相關內部控制制度及作業程序，並提出改善措施，以杜絕相同行為再次發生。

21.4.6. 本公司專責單位應將檢舉情事、其處理方式及後續檢討改善措施，向董事會報告。

22. 他人對本公司從事不誠信行為之處理

本公司人員遇有他人對公司從事不誠信行為，其行為如涉有不法情事，公司應將相關事實通知司法、檢察機關；如涉有公務機關或公務人員者，並應通知政府廉政機關。

23. 內部宣導、建立獎懲、申訴制度及紀律處分

23.1. 公司專責單位應辦理內部宣導，安排董事長、總經理或高階管理階層向董事、受僱人及受任人傳達誠信之重要性。

23.2. 本公司應將誠信經營納入員工績效考核與人力資源政策中，設立明確有效之獎懲及申訴制度。

23.3. 本公司對於本公司人員違反誠信行為情節重大者，應依相關法令或依公司人事辦法予以解任或解雇。

23.4. 本公司應於內部網站揭露違反誠信行為之人員職稱、姓名、違反日期、違反內容及處理

情形等資訊。

24. 實施

24.1 本作業程序及行為指南經董事會決議通過實施，並送審計委員會及提報股東會報告；修正時亦同。

24.2 本公司依前項規定將本作業程序及行為指南提報董事會討論時，應充分考量各獨立董事之意見，並將其反對或保留之意見，於董事會議事錄載明；如獨立董事不能親自出席董事會表達反對或保留意見者，除有正當理由外，應事先出具書面意見，並載明於董事會議事錄。

Alchip Technologies, Limited
Procedures for Ethical Management and Guidelines for Conduct

1. Purpose of adoption and scope of application

1.1. Alchip Technologies, Limited (hereinafter referred to as “The Company”) engages in commercial activities following the principles of fairness, honesty, faithfulness, and transparency, and in order to fully implement a policy of ethical management and actively prevent Unethical Conduct, these Procedures for Ethical Management and Guidelines for Conduct (hereinafter referred to as "Procedures and Guidelines") are adopted pursuant to the provisions of the Ethical Corporate Management Best Practice Principles for TWSE/ TPEx - Listed Companies and the applicable laws and regulations of the places where the Company and its business groups and organizations operate, with a view to providing all Personnel of the Company with clear directions for the performance of their duties.

1.2. The scope of application of these Procedures and Guidelines includes the subsidiaries of the Company, any incorporated foundation in which this Company's accumulated contributions, direct or indirect, exceed 50 percent of the total funds of the foundation, and other group enterprises and organizations, such as institutions or juristic persons, substantially controlled by the Company.

2. Applicable subjects

2.1. For the purposes of these Procedures and Guidelines, the term "Personnel of the Company" refers to any director, managerial officer, supervisor, employee, mandatory or person having substantial control, of the Company or its group enterprises and organizations.

2.2. Any provision, promise, request, or acceptance of improper Benefits by any Personnel of the Company through a third party will be presumed to be an act by the Personnel of the Company.

3. Unethical Conduct

3.1. For the purposes of these Procedures and Guidelines, "Unethical Conduct" means that any Personnel of the Company, in the course of their duties, directly or indirectly provides, accepts, promises, or requests improper Benefits or commits a breach of ethics, unlawful act, or breach of fiduciary duty for purposes of acquiring or maintaining Benefits.

3.2. The counterparties of the Unethical Conduct under the preceding paragraph include public officials, political candidates, political parties or their staffs, and government-owned or private-owned enterprises or institutions and their directors, supervisors, managerial officers, employees, persons having substantial control, or other interested parties.

4. Types of Benefits

For the purposes of these Procedures and Guidelines, the term "Benefits" means any money, gratuity, gift, commission, position, service, preferential treatment, rebate, facilitating payment, entertainment,

dining, or any other item of value in whatever form or name. However, this does not apply to normal social customs that are occasional and do not affect specific rights and obligations.

5. Responsible unit

5.1. The Company designated the auditing department as the solely responsible unit (hereinafter referred to as "Responsible Unit") under the board of directors and provided it with sufficient resources and competent personnel to be in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The Responsible Unit shall be in charge of the following matters and also submit regular reports (at least once a year) to the board of directors.

5.1.1. Assisting in incorporating ethics and moral values into the Company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.

5.1.2. Analysing and assessing the risks of Unethical Conduct within the business scope on a regular basis and accordingly adopting programs to prevent Unethical Conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to the Company's operations and business.

5.1.3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for Unethical Conduct.

5.1.4. Promoting and coordinating awareness and educational activities with respect to ethics policy.

5.1.5. Developing a whistle-blowing system and ensuring its operating effectiveness.

5.1.6. Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating and preparing reports on the regular assessment of compliance with ethical management in operating procedures.

5.1.7. Preparing and retaining properly documented information such as ethical management policy and compliance statements, situations concerning the performance of undertakings and enforcement etc.

6. Prohibition against providing or accepting improper Benefits

6.1. Except under one of the following circumstances, when providing, accepting, promising, or requesting, directly or indirectly, any Benefits as specified in Article 4, the conduct of the given Personnel of the Company shall comply with the provisions of the Ethical Corporate Management Best Practice Principles for TWSE/GTSM-Listed Companies and these Procedures and Guidelines, and the relevant procedures shall have been carried out:

6.1.1. The conduct is undertaken to meet business needs and is in accordance with local courtesy, convention, or custom during domestic (or foreign) visits, reception of guests, promotion of business, and communication and coordination.

6.1.2. The conduct has its basis in ordinary social activities that are attended or others are invited to hold in line with accepted social custom, commercial purposes, or developing relationships.

6.1.3. Invitations to guests or attendance at commercial activities or factory visits in relation to business needs, when the method of fee payment, number of participants, class of accommodations, and the time period for the event or visit have been specified in advance.

6.1.4. Attendance at folk festivals that are open to and invite the attendance of the general public.

6.1.5. Rewards, emergency assistance, condolence payments, or honorariums from the management.

6.1.6. Money, property, or other Benefits with a market value of NT$30,000 or less offered to or accepted from a person other than relatives or friends; or gifts of property with a total market value of NT$50,000 or less given by another party to the majority of the Personnel of the Company, provided that the total market value of the property offered to the same counterparty or coming from the same source within a single fiscal year shall be limited to NT$50,000.

6.1.7. Property with a market value of NT$30,000 or less received due to engagement, marriage, maternity, relocation, assumption of a position, promotion or transfer, retirement, resignation, or severance, or the injury, illness, or death of the recipient or the recipient's spouse or lineal relative.

6.1.8. Other conduct that complies with the rules of this Company.

7. Procedures for handling the acceptance of improper Benefits

7.1. Except under any of the circumstances set forth in the preceding article, when any Personnel of the Company are provided with or are promised, either directly or indirectly, any Benefits as specified in Article 4 by a third party, the matter shall be handled in accordance with the following procedures:

7.1.1. If there is no relationship of interest between the party providing or offering the Benefits and the official duties of the Company's personnel, the personnel shall report to their immediate supervisor within 3 days from the acceptance of the Benefits, and the Responsible Unit shall be notified if necessary.

7.1.2. If a relationship of interest does exist between the party providing or offering the Benefits and the official duties of the Personnel of Company, the Personnel of the Company shall return or refuse the Benefits, and shall report to his or her immediate supervisor and notify the Responsible Unit. When the Benefits cannot be returned,

within 3 days from the acceptance of the Benefits, the personnel shall refer the Benefits to the Responsible Unit for handling.

7.2. "A relationship of interest between the party providing or offering the Benefits and the official duties of the Personnel of the Company," as referred to in the preceding paragraph, refers to one of the following circumstances:

7.2.1. When the two parties have commercial dealings, a relationship of direction and supervision, or subsidies (or rewards) for expenses.

7.2.2. When a contracting, trading, or other contractual relationship is being sought, is in progress, or has been established.

7.2.3. Other circumstances in which a decision regarding the Company's business, or the execution or non-execution of business, will result in a beneficial or adverse impact.

7.3. The Responsible Unit of the Company shall make a proposal, based on the nature and value of the Benefits under paragraph 1, that it be returned, accepted on payment, given to the public, donated to charity, or handled in another appropriate manner. The proposal shall be implemented after being reported and approved by CEO.

8. Prohibition of and handling procedure for facilitating payments

8.1. The Company shall neither provide nor promise any facilitating payment.

8.2. If any Personnel of the Company provides or promises a facilitating payment under threat or intimidation, they shall submit a report to their immediate supervisor stating the facts and shall notify the Responsible Unit.

8.3. Upon receipt of the report under the preceding paragraph, the Responsible Unit shall take immediate action and undertake a review of relevant matters in order to minimize the risk of recurrence. In a case involving alleged illegality, the Responsible Unit shall also immediately report to the relevant judicial agency.

9. Procedures for handling political contributions

9.1. Political contributions by the Company shall be made in accordance with the following provisions, reported to CEO in charge for approval, and a notification given to the Responsible Unit, and when the single or accumulated amount of contribution reaches NT$100,000 or more, it shall be made only after being reported to and approved by the board of directors:

9.1.1. It shall be ascertained that the political contribution is in compliance with the laws and regulations governing political contributions in the country in which the recipient is located, including the maximum amount and the form in which a contribution may be made.

9.1.2. A written record of the decision-making process shall be kept.

9.1.3. Account entries shall be made for all political contributions in accordance with applicable laws and regulations and relevant procedures for accounting treatment.

9.1.4. In making political contributions, commercial dealings, applications for permits, or carrying out other matters involving the interests of the Company with the related government agencies shall be avoided.

10. Procedures for handling charitable donations or sponsorships

10.1. Charitable donations or sponsorships by the Company shall be provided in accordance with the following provisions and reported to the supervisor in charge for approval, and notification shall be given to the Responsible Unit. When the single or accumulated amount reaches NT$2,000,000 or more, the donation or sponsorship shall be provided only after it has been submitted for adoption by the board of directors:

10.1.1. It shall be ascertained that the donation or sponsorship is in compliance with the laws and regulations of the country where the Company is doing business.

10.1.2. A written record of the decision making process shall be kept.

10.1.3. A charitable donation shall be given to a valid charitable institution and may not be a disguised form of bribery.

10.1.4. The returns received as a result of any sponsorship shall be specific and reasonable, and the subject of the sponsorship may not be a counterparty of this Company's commercial dealings or a party with which any Personnel of the Company has a relationship of interest.

10.1.5. After a charitable donation or sponsorship has been given, it shall be ascertained that the destination to which the money flows is consistent with the purpose of the contribution.

11. Recusal

11.1. When a director, independent director, officer, or other stakeholders of the Company attending or present at a board meeting, or the juristic person represented thereby, has a stake in a matter under discussion in the meeting, that director, independent director, officer, or stakeholder shall state the important aspects of the stake in the meeting and, where there is a likelihood that the interests of the Company would be prejudiced, may not participate in the discussion or vote on that proposal, shall recuse himself or herself from any discussion and voting, and may not exercise voting rights as proxy on behalf of another director. The directors shall exercise discipline among themselves and may not support each other in an inappropriate manner.

11.2. Where the spouse, a blood relative within the second degree of kinship of a director, or any company that 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.

11.3. If in the course of conducting Company business, any Personnel of the Company discovers that a potential conflict of interest exists involving themselves or the juristic person that they represent, or that they or their spouse, parents, children, or a person with whom they have a relationship of interest is likely to obtain improper Benefits, the personnel shall report the

relevant matters to both his or her immediate supervisor and the Responsible Unit, and the immediate supervisor shall provide the personnel with proper instructions.

11.4. No Personnel of the Company may use Company resources on commercial activities other than those of the Company, nor may any personnel's job performance be affected by his or her involvement in commercial activities other than those of the Company.

12. Special unit in charge of confidentiality regime and its responsibilities

The Company shall set up a special unit charged with formulating and implementing procedures for managing, preserving, and maintaining the confidentiality of the Company's trade secrets, trademarks, patents, copyrights, and other intellectual properties and it shall also conduct periodical reviews on the results of implementation to ensure the sustained effectiveness of the confidentiality procedures. Personnel of the Company shall faithfully follow the operational directions pertaining to intellectual properties as mentioned in the preceding paragraph and may not disclose to any third party any trade secrets, trademarks, patents, copyrights, and other intellectual properties of the Company of which they have learned, nor may they inquire about or collect any trade secrets, trademarks, patents, copyrights, and other intellectual properties of the Company unrelated to their individual duties.

13. Prohibition against unfair competition

The Company shall follow the Fair Trade Act and applicable competition laws and regulations when engaging in business activities. The Company may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or types of business.

14. Prevention of damage caused by products and services to stakeholders

14.1. The Company shall collect and understand the applicable laws and regulations and international standards governing its products and services which it shall observe and gather and publish all guidelines to cause Personnel of the Company to ensure the transparency of information about, and safety of, the products and services in the course of their research and development, procurement, manufacture, provision, or sale of products and services.

14.2. The Company shall adopt and publish on its website a policy on the protection of the rights and interests of consumers or other stakeholders to prevent its products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders.

15. Prohibition against insider trading and non-disclosure agreement

15.1. Personnel of the Company shall adhere to the provisions of the Securities and Exchange Act, and may not use undisclosed information of which they have learned to engage in insider trading, nor disclose undisclosed information to any third party to prevent any third party from using such information to engage in insider trading.

15.2. Any organization or person outside of the Company that is involved in any merger, demerger, acquisition, and share transfer, major memorandum of understanding, strategic alliance, other

business partnership plan, or the signing of a major contract by the Company shall be required to sign a non-disclosure agreement in which they commit not to disclose to any other party any trade secret or other material information of the Company acquired as a result, and that they may not use such information without the prior consent of the Company.

16. Compliance and announcement of policy of ethical management

16.1. The Company shall request its directors and senior management to issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with ethical management policy.

16.2. The Company shall disclose its policy of ethical management in its internal rules, annual reports, Company's websites, or other publications, and shall make timely announcements of the policy in events held for outside parties such as product launches and investor press conferences, ensuring that suppliers, customers, or other business-related institutions and personnel fully aware of its principles and rules with respect to ethical management.

17. Ethical management evaluation prior to development of commercial relationships

17.1. Before developing a commercial relationship with another party, such as an agent, supplier, customer, or other counterparties in commercial dealings, the Company shall evaluate the legality and ethical management policy of the party and ascertain whether the party has a record of involvement in Unethical Conduct, in order to ensure that the party conducts business in a fair and transparent manner and will not request, offer, or take bribes.

17.2. When the Company carries out the evaluation under the preceding paragraph, it may adopt appropriate audit procedures for a review of the counterparty with which it will have commercial dealings with respect to the following matters, in order to gain a comprehensive knowledge of its ethical management:

17.2.1. The enterprise's nationality, location of business operations, organizational structure, management policy, and place where it will make payment.

17.2.2. Whether the enterprise has adopted an ethical management policy and the status of its implementation.

17.2.3. Whether the enterprise's business operations are located in a country with a high risk of corruption.

17.2.4. Whether the business operated by the enterprise is in an industry with a high risk of bribery.

17.2.5. The long-term business condition and degree of goodwill of the enterprise.

17.2.6. Consultation with the enterprise's business partners on their opinion of the enterprise.

17.2.7. Whether the enterprise has a record of involvement in Unethical Conduct such as bribery or illegal political contributions.

18. Statement of ethical management policy to counterparties in commercial dealings

Any Personnel of the Company, when engaging in commercial activities, shall make a statement to

the trading counterparty about the Company's ethical management policy and related rules, and shall clearly refuse to provide, promise, request, or accept, directly or indirectly, any improper Benefits in whatever form or name.

19. Avoidance of commercial dealings with Unethical Conduct

All personnel of the Company shall avoid business transactions with an agent, supplier, customer, or other counterparty in commercial interactions that is involved in Unethical Conduct. When the counterparty or partner in cooperation is found to have engaged in Unethical Conduct, the Personnel of the Company shall immediately cease dealing with the counterparty and blacklist it for any further business interaction in order to implement the Company's ethical management policy.

20. Stipulation of terms of ethical management in contracts

20.1. Before entering into a contract with another party, the Company shall gain a thorough knowledge of the status of the other party's ethical management, and shall make observance of the ethical management policy of the Company part of the terms and conditions of the contract, stipulating at the least the following matters:

20.1.1. When a party to the contract becomes aware that any personnel has violated the terms and conditions pertaining to the prohibition of acceptance of commissions, rebates, or other improper benefits, the party shall immediately notify the other party of the violator's identity, the manner in which the provision, promise, request, or acceptance was made, and the monetary amount or other improper Benefit that was provided, promised, requested, or accepted. The party shall also provide the other party with pertinent evidence and cooperate fully with the investigation. If there has been resultant damage to either party, the party may claim from the other party for the damages and may also deduct the full amount of the damages from the contract price payable.

20.1.2. Where a party is discovered to be engaged in Unethical Conduct in its commercial activities, the other party may terminate or rescind the contract unconditionally at any time.

20.1.3. Specific and reasonable payment terms, including the place and method of payment and the requirement for compliance with related tax laws and regulations.

21. Handling of Unethical Conduct by Personnel of the Company

21.1. When the Company discovers or receives the report that a Personnel of the Company has engaged in Unethical Conduct, the Company shall immediately verify the facts. If a person being informed of is confirmed to have indeed violated the applicable laws and regulations or the Company's policy and Procedures and Guidelines, the Company shall immediately require the violator to cease the conduct and shall make an appropriate disposition. When necessary, the Company will institute legal proceedings and seek damages to safeguard its reputation and its rights and interests.

21.2. The Company shall establish and announce on the company website and internal website, or entrusts other external independent organizations to provide a reporting mailbox and hotline for use by internal and external personnel of the company. A whistleblower shall at least furnish the following information:

21.2.1. the whistleblower's name and I.D. number (whistleblowing reports may be submitted anonymously), and an address, telephone number and e-mail address where the whistleblower can be reached.

21.2.2. the informed party's name or other information sufficient to distinguish its identifying features.

21.2.3. specific facts available for investigation.

21.3. Personnel of the Company handling whistle-blowing matters shall represent in writing they will keep the whistleblowers' identity and contents of information confidential. The Company also undertakes to protect the whistleblowers from improper treatment due to their whistleblowing.

21.4. The Responsible Unit of the Company shall observe the following procedure in handling whistleblowing matters:

21.4.1. An information shall be reported to the department head if involving the rank and file and to an independent director if involving a director or supervisor.

21.4.2. The Responsible Unit of the Company and the department head or personnel being reported to in the preceding subparagraph shall immediately verify the facts and, where necessary, with the assistance of the legal compliance or other related department.

21.4.3. If a person being informed of is confirmed to have indeed violated the applicable laws and regulations or the Company's policy and regulations of ethical management, the Company shall immediately require the violator to cease the conduct and shall make an appropriate disposition. When necessary, the Company will report to the competent authority, refer said person to judicial authority for investigation, or institute legal proceedings and seek damages to safeguard the Company’s reputation and its rights and interests.

21.4.4. Documentation of case acceptance, investigation processes and investigation results shall be retained for five years in written and may be retained electronically. In the event of a suit in respect of the whistleblowing case before the retention period expires, the relevant information shall continue to be retained until the conclusion of the litigation.

21.4.5. With respect to a confirmed information, the Company shall charge relevant units with the task of reviewing the internal control system and relevant procedures and proposing corrective measures to prevent recurrence.

21.4.6. The Responsible Unit of the Company shall submit to the board of directors a report on the whistleblowing case, actions taken, and subsequent reviews and corrective measures.

22. Actions upon event of Unethical Conduct by others towards the Company

If any Personnel of the Company discovers that another party has engaged in Unethical Conduct

towards the Company, and such Unethical Conduct involves alleged illegality, the Company shall report the relevant facts to the judicial and prosecutorial authorities; where a public service agency or public official is involved, the Company shall additionally notify the governmental anti-corruption agency.

23. Internal awareness session and establishment of a system for rewards, penalties, and complaints, and related disciplinary measures

23.1. The Responsible Unit of the Company shall organize awareness sessions and arrange for the chairperson, general manager, or senior management to communicate the importance of ethics to its directors, employees, and mandataries.

23.2. The Company shall link ethical management to employee performance appraisals and human resources policy, and establish clear and effective systems for rewards, penalties, and complaints.

23.3. If any Personnel of the Company seriously violates ethical conduct, the Company shall dismiss the personnel from his or her position or terminate his or her employment in accordance with applicable laws and regulations or the personnel policy and procedures of the Company.

23.4. The Company shall disclose on its intranet information the title and the name of the violator, the date and details of the violation, and the actions taken in response.

24. Enforcement

24.1. These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the board of directors and shall be delivered to the audit committee and reported to the shareholders meeting.

24.2. When these Procedures and Guidelines are submitted to the board of directors for discussion in accordance with the preceding provision, each independent director's opinions shall be taken into full consideration, and their objections and reservations expressed shall be recorded in the minutes of the board of directors meeting. An independent director that is unable to attend a board meeting in person to express objection or reservation shall provide a written opinion before the board meeting unless there is a legitimate reason to do otherwise, and the opinion shall be recorded in the minutes of the board of directors meeting.

本公司為依開曼群島法令規定登記設立之公司，公司章程以英文版本為準，
惟為便於本公司之華人地區股東閱讀，另提供本中譯本供參考。

〈修訂前〉

【附錄二】APPENDIX II

<Before amendment>

開曼群島公司法（如修訂版）

股份有限公司

第十次修訂和重述章程大綱和章程

ALCHIP TECHNOLOGIES, LIMITED

（經 2023 年 6 月 9 日特別決議通過）

開曼群島公司法（如修訂版）

股份有限公司

第十次修訂和重述章程大綱

ALCHIP TECHNOLOGIES, LIMITED

（經 2023 年 6 月 9 日特別決議通過）

1. 公司名稱為 **ALCHIP TECHNOLOGIES, LIMITED**。

2. 公司註冊所在地為開曼群島 Grand Cayman Ugland House 之 Maples Corporate Services Limited，或董事會日後決議之其他地點。

3. 公司設立之目的未受限制，公司有權實行未受《公司法》（如修訂版）及其日後修正之版本或任何其他開曼群島法律所禁止的任何目的。

4. 各股東對公司之義務限於繳清其未繳納之股款。

5. 公司授權資本額是新臺幣 1,000,000,000 元，劃分為 100,000,000 股，每股面額新臺幣 10.00 元，根據《公司法》（如修訂版）及其後修訂之版本和公司章程，公司得購回或購買股份，並得再分割或合併其中股份，得發行全部或部分資本，包括有優先權或遞延權利，或其他條件或限制等。公司得依前述約定設定發行，包括普通股或特別股。

6. 公司得依開曼群島外之其他準據法登記為股份有限公司而繼續存續，並註銷在開曼群島之登記。

7. 本章程大綱中未定義的專有名詞應與公司章程中的定義一致。

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開曼群島公司法（如修訂版）

股份有限公司

第十次修訂和重述章程

ALCHIP TECHNOLOGIES, LIMITED

（經 2023 年 6 月 9 日特別決議通過）

1. 解釋

1.1 在本章程中，除非與本文有不符之處，法令所附第一個附件中的表格 A 不適用：

「**公開發行公司法令**」	指規範公開發行公司或臺灣證券交易市場上市櫃公司的中華民國法律、規則和規章，包括但不限於《公司法》、《證券交易法》、《企業併購法》等相關規定、經濟部發布的辦法、規定、金融監督管理委員會（以下簡稱「**金管會**」）發布的辦法、規定、臺灣證券交易所股份有限公司（以下簡稱「**證交所**」）發布的規章、臺灣地區與大陸地區人民關係條例及其相關規範等。
「**年度淨利**」	係指依各該年度公司經審計之年度淨利。
「**收購**」	指一公司取得他公司之股份、營業或財產，並以股份、現金或其他財產作為對價之行為。
「**章程**」	指公司章程。
「**公司**」	指 ALCHIP TECHNOLOGIES, LIMITED。
「**董事**」	指當時之公司董事（為明確起見，包括任一及所有獨立董事）。
「**電子記錄**」	與《電子交易法》中的定義相同。
「**電子交易法**」	指開曼群島的《電子交易法》（如修訂版）。
「**獨立董事**」	指為符合當時有效之《公開發行公司法令》而經股東會選任為「獨立董事」的董事。
「**公開資訊觀測站**」	指金管會指定之網際網路資訊申報系統。
「**股東**」	與法令中的定義相同。
「**章程大綱**」	指公司章程大綱。
「**合併**」	指(i)參與合併之公司全部消滅，由新成立之公司概括承受消滅公司之全部權利義務；或(ii)參與合併之其中一公司存續，由存續公司概括承受消滅公司之全部權利義務，並以存續或新設公司之股份、或其他公司之股份、現金或其他財產作為對價之行為。

「**非上市（櫃）公司**」	指其股票未於證交所上市或財團法人中華民國證券櫃檯買賣中心上櫃的公司。
「**簡易合併**」	指合併中，其中一家參與合併之公司合計持有他參與合併之公司已發行有表決權之股份達百分之九十以上。
「**普通決議**」	指在股東會上有權投票的股東，親自或在允許代理的情況下透過代理，以簡單多數決通過的決議。
「**簡單多數決**」	指過半數。
「**私募**」	指由公司或經其授權之人挑選或同意之特定投資人認購公司之股份、選擇權、認股權憑證、附認股權公司債、附認股權特別股或其他有價證券。但不包括依據第 11.1 條至第 11.4 條所為之員工激勵計畫或股份認購協議、認股權憑證、選擇權或發行之股份。
「**股東名冊**」	指依法令維持的股東名冊登記。除法令另有規定外，包括股東名冊登記的任何副本。
「**註冊處所**」	指公司目前註冊處所。
「**中華民國**」	指中華民國。
「**印章**」	指公司的一般圖章，包括複製的印章。
「**股份**」	指公司股份。
「**股票**」	指表彰股份之憑證。
「**股份轉換**」	指公司依公開發行公司法令之規定，讓與全部已發行股份予他公司，而由他公司以股份、現金或其他財產支付該公司股東作為對價之行為。
「**徵求人**」	指依公開發行公司法令，徵求任何其他股東之委託書以被該股東指派為代理人而代理參加股東會，並於股東會上行使表決權之股東、經股東委託之信託事業或股務代理機構。
「**特別決議**」	指經有權於該股東會行使表決權之股東表決權數三分之二以上同意之決議。該股東得親自行使表決權或委託經充分授權之代理人（如允許委託代理人，須於股東會召集通知中載明其為特別決議）代為行使表決權。
「**分割**」	係指一公司依公開發行公司法令之規定，將其得獨立營運之一部或全部之營業讓與既存或新設之他公司，而由既存公司或新設公司以股份、現金或其他財產支付予該公司或其股東作為對價之行為。
「**法令**」	指開曼群島《公司法》（如修訂版）及其因修訂、增補或重新制訂後之有效版本。
「**從屬公司**」	指(i)公司持有其已發行有表決權之股份總數或資本總額超過半數之公司；或(ii)公司、其從屬公司及控制公司直接或間接持有其已發行有表決權之股份總數或資本

總額合計超過半數之公司。

「**特別（重度）決議**」	指(i)由代表公司已發行股份總數三分之二或以上之股東（包括股東委託代理人）出席股東會，出席股東表決權過半數同意通過的決議，或(ii)若出席股東會的股東代表股份總數雖未達公司已發行股份總數三分之二，但超過公司已發行股份總數之半數時，由出席股東表決權三分之二或以上之同意通過的決議。
「**集保結算所**」	指臺灣集中保管結算所股份有限公司。
「**庫藏股**」	指公司依法令及公開發行公司法令之規定以公司名義持有之股份。

1.2 在本章程中：

(a) 單數詞語包括複數含義，反之亦然；

(b) 陽性詞語包括陰性含義；

(c) 表述個人的單詞包括公司含義；

(d) 「書面」和「以書面形式」包括所有以可視形式呈現的重述或複製之文字模式，包括以電子記錄形式；

(e) 所提及任何法律或規章的規定應理解為包括該規定的修正、修改、重新制定或替代規定；

(f) 帶有「包括」、「尤其」或任何類似之表達語句應理解為僅具有說明性質，不應限制其所描述之詞語的意義；

(g) 標題僅作參考，在解釋此等條款之意義時，應予忽略；

(h) 《電子交易法》的第 8 部分不適用於本章程。

(i) 公開發行公司法令於公司成為公開發行公司後始適用。

2. 營業開始

2.1 公司設立後，得於董事會認為適當之時點營業。

2.2 董事會得以公司資本或其他公司之款項支付因公司設立所生之全部費用，包括登記費用。

3. 股份發行

3.1 根據法令、章程大綱、章程和公開發行公司法令（以及股東會上公司可能給予的任何指示）的相關規定（如有），在不損害現有股份權利的情況下，董事會得在其認為適當的時間，按其認為適當的條件向其所認為適當的人分配、發行、授與認股權或以其他方式處分股份，無論該股份是否具有優先權，遞延權或其他權利或限制，且無論是關於股利、表決權、返還資本或其他方面的權利。公司得贖回

或買回任何或所有此等股份、分割，或合併任何此等股份及就其資本之部分或全部發行，不論是賦予優先或特別之權利或權利之遞延，或其他任何條件或限制等，且除發行條件另有明文規定外，每一股份之發行不論係稱為普通股、特別股或其他，均應受前述公司權力之限制。

3.2 公司不得發行無記名股票。

3.3 公司不得發行任何未繳納股款或繳納部分股款之股份。

4. 股東名冊

4.1 董事會應在其所認為適當之處所備置股東名冊，惟如董事會對備置地點無決議時，股東名冊應備置在註冊處所。

4.2 如董事會認為必要或適當時，公司得於開曼群島境內或境外經董事會認為適當之處所，備置一份或數份股東分冊。股東總名冊和分冊應一同被視為本章程所稱之股東名冊。

4.3 股份在證交所交易時，該上市股份得依照其所適用之法令及證交所之相關規定證明及轉讓其所有權。公司就股東名冊得按照法令第 40 條之規定記載股份詳細情況並加以保管，惟如上市股份適用之法令及證交所相關規定對記載格式另有規定者，從其規定。

4.4 如股東會係由董事會或其他召集權人依據本章程或任何法律召集時，董事會或該召集權人得請求本公司或股務代理機構提供股東名冊。於經請求時，本公司應（並應命本公司之股務代理機構）提供股東名冊。

5. 股東名冊停止過戶或認定基準日

5.1 為決定得獲得股東會或股東會延會通知之股東、得在股東會或股東會延會投票之股東、得獲得股利之股東或為其他目的而需決定股東名單者，董事會應決定股東名冊之停止過戶期間（下稱「**股東名冊停止過戶期間**」），且該停止過戶期間不應少於公開發行公司法令規定之最低期間。

5.2 除依第 5.1 條之規定，除股東名冊變更之停止，董事會為決定得獲得股東會通知、有權在股東會或股東會延會投票之股東名單，或為決定有權獲得股利或為任何其他目的而需決定股東名單時，得指定一特定日作為基準日。董事會依本 5.2 條規定指定基準日時，董事會應依公開發行公司法令透過公開資訊觀測站公告該基準日。

5.3 有關執行股東名冊停止過戶期間的規則和程序，包括向股東發出有關停止股東名冊變更期間的通知，應遵照董事會通過的政策，董事會並得隨時變更之，該相關政策應符合法令、章程大綱、章程和公開發行公司法令的規定。

6. 股票

6.1 除法令、章程大綱、章程和公開發行公司法令另有規定外，公司發行之股份應以無實體發行，並採帳簿劃撥方式交付，並依公開發行公司法令於發行、轉讓或註

銷時依證券集中保管事業相關規定辦理。於董事會決議印製股票時，股東始有權獲得實體股票。股票（如有）應根據董事會決定之格式製作。股票應由董事會授權的一名或多名董事簽署。董事會得授權以機械程序簽發有權簽名的股票。所有股票應連續編號或以其他方式識別之，並註明其所表彰的股份。為轉讓之目的提交公司的股票應依本章程規定予以註銷。於繳交並註銷與所表彰股份相同編號的舊股票之前，不得簽發新股票。

6.2 若董事會依第 6.1 條之規定決議印製股票時，公司應於依法令、章程大綱、章程及公開發行公司法令得發行股票之日起 30 日內，對認股人或應募人交付股票，並應依公開發行公司法令於交付股票前公告之。

6.3 股份不得登記為超過一位股東名下。

6.4 若股票塗污、磨損、遺失或損壞時，得提出證據證明、賠償並支付公司在調查證據過程中所產生之合理費用，以換發新股票。該相關費用由董事會定之，並在塗污或磨損的情況下，於交付舊股票時支付。

7. 特別股

7.1 經三分之二以上董事出席，出席董事過半數通過之決議，及股東會之特別決議，公司得發行具有優先權利的股份為特別股。

7.2 在依第 7.1 條發行特別股之前，公司應修改章程並在章程中明定特別股的權利和義務，包括但不限於下列內容，且特別股之權利及義務不得抵觸公開發行公司法令有關於特別股權利及義務之強制規定，於變更特別股之權利時，亦同：

(1) 特別股分派股息及紅利之順序、定額或定率；

(2) 特別股分派公司剩餘財產之順序、定額或定率；

(3) 特別股股東行使表決權之順序或限制（包括無表決權等）；

(4) 與特別股權利義務有關的其他事項；

(5) 公司被授權或被強制應贖回特別股時，其贖回之方法；於不適用贖回權時，其相關規定。

8. 發行新股

8.1 公司發行新股應經董事會三分之二以上董事之出席及出席董事過半數之同意為之。新股份之發行應於公司之授權資本額內為之。

8.2 除於股東會另有決議外，於依本章程第 8.3 條提撥公開銷售部分（定義如後）及員工認股部分（定義如後）後，公司現金增資發行新股時，應公告及通知各股東其有優先認購權，得按照原有股份比例儘先分認之。於決議發行新股之同一股東會，股東並得決議放棄優先認購權。公司應於前開公告及通知中聲明，如股東未依指定之期限依原有股份比例認購發行之新股者，視為喪失其優先認購權。在不違反第 6.3 條之規定下，如原有股東持有股份按比例不足以行使優先認購權認購

一股新股者，數股東得依公開發行公司法令合併共同認購或歸併一人認購；如新發行之股份未經原有股東於指定期限內認購完畢者，公司得依公開發行公司法令將未經認購之新股於中華民國公開發行或洽特定人認購之。認股人延欠繳款時，公司應訂一個月以上期限催告該認股人照繳，並聲明逾期不繳失其權利。

8.3 公司於中華民國境內辦理現金增資發行新股時，除董事會依據公開發行公司法令及/或金管會或證交所之指示而為無須或不適宜對外公開發行之決定外，應提撥發行新股總額之百分之十在中華民國境內對外公開發行，但股東會另有較高提撥比率之決議者，從其決議（下稱「公開銷售部分」）。公司得保留發行新股總額不超過百分之十五供公司及其從屬公司之員工認購（下稱「員工認股部分」）。公司對該等員工認購之新股，得限制在一定期間內不得轉讓，但期間最長不得超過二年。

8.4 股東之新股認購權得獨立於該股份而轉讓。新股認購權轉讓之規則和程序應依據公司的政策，且該政策應符合法令、章程大綱、章程和公開發行公司法令。

8.5 第 8.2 條規定的股東優先認購權，在因下列原因或目的而發行新股時不適用：(a)與他公司合併、公司分割或公司重整有關；(b)與公司履行其認股權憑證及/或認股權契約之義務有關，包括第 11.1 條至第 11.4 條所提及者；(c)與公司履行可轉換公司債或附認股權公司債之義務有關；(d)與公司履行附認股權特別股之義務有關，(e)與私募有關，(f)依據第 8.7 條所發行之限制型股票；或(g)其他公開發行公司法令規定之情形。

8.6 通知股東行使優先認購權的期間及其他規則和程序、實行方式，應依董事會所訂之政策制定，該相關政策應符合法令、章程大綱、章程和公開發行公司法令。

8.7 於不違反或牴觸法令之前提下，公司得經股東會特別（重度）決議發行限制員工權利之股份（下稱「**限制型股票**」）予公司及其從屬公司之員工，不適用第 8.2 條之規定。限制型股票之發行條件，包括但不限於發行數量、發行價格及其他相關事項，應符合公開發行公司法令之規定。

8.8 於不違反法令及公開發行公司法令規定下，公司應經最近一次股東會有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之決議辦理私募，其對象、有價證券種類、價格訂定及有價證券之轉讓限制等事項，應符合公開發行公司法令之規定。

9. 股份轉讓

9.1 於不違反法令和公開發行公司法令之規定下，公司發行的股份得自由轉讓。

9.2 除章程或公開發行公司法令另有規定，股東得以簽署轉讓文件方式轉讓股份。

9.3 董事會得同意公司無實體發行之各種類股份，得透過相關系統（包括集保結算所之相關系統），以不簽署轉讓文件之方式轉讓。就無實體發行之股份，公司應依據相關系統之規定、設備及要求，通知無實體發行之股份持有者，提供（或由該持有者指派他人提供）透過相關系統轉讓股份所需之指示，惟上述應不違反章程、章程大綱、法令及公開發行公司法令。

10. 股份之贖回及買回

10.1 於不違反法令、章程大綱及章程之情況下，公司得依董事會決議之方式及條件隨時買回其股份。縱使有前述規定，若股份已於證交所交易，公司買回其股份應依據公開發行公司法令之規定，經董事會三分之二以上董事之出席及出席董事過半數同意，自證交所之集中交易市場買回其股份。公司如依本條規定買回於證交所上市之股份，該董事會決議及其執行情形，應依據公開發行公司法令於最近一次之股東會報告；其因故未買回股份者，亦同。

10.2 在符合法令、章程和章程大綱規定之前提下，公司得發行得由股東或公司行使贖回權的股份。該股份贖回權之條件，應事前經公司以股東會特別決議通過，對於支付其贖回股份之款項，得以任何方式（包括股本）支付。於公司成為公開發行公司後，前述事項並應依公開發行公司法令規定本公司應遵循之相關規定辦理。

10.3 董事會於依據第 10.1 條至第 10.7 條買回或贖回股份時，決定該股份作為庫藏股（下稱「庫藏股」）。庫藏股不得配發或支付股利，亦不得就公司之資產為其他分配（無論係以現金或其他方式，包括公司清算時對於股東的資產分配）。

10.4 在不違反法令、章程及章程大綱之情形下，董事會得決定將該庫藏股註銷或將該買回庫藏股按合理條件（包括但不限於無償）轉讓予員工。於公司成為公開發行公司後，前述事項並應依公開發行公司法令規定本公司應遵循之相關規定辦理。

10.5 公司買回於證交所交易之股份後，以低於實際買回股份之平均價格（下稱「**平均買回價格**」）轉讓予員工或其從屬公司員工者，應經最近一次股東會有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意辦理，並應於該次股東會召集事由中列舉並說明下列事項，不得以臨時動議提出：

(a) 所定轉讓價格、折價比率、計算依據及合理性；

(b) 轉讓股數、目的及合理性；

(c) 認股員工之資格條件及得認購之股數；及

(d) 對公司股東權益影響事項：

(i) 可能費用化之金額及對公司每股盈餘稀釋情形；

(ii) 說明低於平均買回價格轉讓予員工對公司造成之財務負擔。

10.6 依據第 10.4 條買回而轉讓予員工之庫藏股總數，於轉讓任何庫藏股之日累計不得超過公司已發行且分派股份總數之百分之五，且累計轉讓予單一員工之庫藏股總數於轉讓予該員工庫藏股之日，累計不得超過公司已發行且分派股份總數之千分之五。公司並得限制員工於不超過二年之期間內不得轉讓該股份。

10.7 縱使有第 10.1 條至 10.6 條之規定，在不違反法令、章程和章程大綱規定之情形下，公司得經股東會普通決議強制贖回或買回公司股份並註銷，該贖回或買回並

應依股東所持股份比例為之。就該贖回或買回之給付（如有）應通過該贖回或買回之普通決議，以現金或公司特定財產之分配為之，惟(a)相關股份於贖回或買回時將被註銷且不會作為公司之庫藏股，且(b)於以現金以外之財產分配予股東時，其類型、價值及抵充數額應(i)於股東會決議前經中華民國會計師查核簽證，及(ii)經該收受財產股東之同意。於公司成為公開發行公司後，前述事項並應依公開發行公司法令規定本公司應遵循的相關規定辦理。

11. 員工激勵計畫

11.1 縱使有第 8.7 條限制型股票之規定，公司得經董事會以三分之二以上董事之出席及出席董事過半數同意之決議，通過激勵措施並得發行股份或選擇權、認股權憑證或其他類似之工具予公司及從屬公司之員工。規範此等激勵計畫之規則及程序應與董事會所制訂之政策一致，並應符合法令、章程大綱和章程。於公司成為公開發行公司後，前述事項並應依公開發行公司法令規定本公司應遵循的相關規定辦理。

11.2 依前述第 11.1 條發行之選擇權、認股權憑證或其他類似之工具不得轉讓，但因繼承者不在此限。

11.3 公司得依上開第 11.1 條所定之激勵計畫，與其員工及從屬公司之員工簽訂相關契約，約定於一定期間內，員工得認購特定數量的公司股份。此等契約之條款對相關員工之限制，不得低於其所適用之激勵計畫所載之條件。

11.4 公司及其從屬公司之董事非本章程第 8.7 條所定發行限制型股票及本章程第 11.1 條所訂員工激勵計畫之對象，但倘董事亦為公司或其從屬公司之員工，該董事得基於員工身分（而非董事身分）參與認購限制型股票或員工激勵計畫。

12. 股份權利變更

12.1 無論公司是否處於清算程序，在任何時候，如果公司資本被劃分為不同種類的股份，則需經該類股份持有人之股東會特別決議始可變更該類股份之權利，惟該類股份發行條件另有規定者，不在此限。縱使有前述規定，如果章程的修改或變更損害了任一種類股份的優先權，則該相關修改或變更應經特別決議通過，並應經該類股份個別股東會之特別決議通過。

12.2 章程中與股東會相關的規定，應適用於相同種類股份持有者的會議。

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

13. 股份移轉

13.1 股東死亡時，如該股份為共同持有者，其他生存之共同持有人、或該股份是單獨持有時之法定代理人，應為公司所認定唯一有權享有股份權益之人。死亡股東對於其所共有之股份如有任何責任者，亦不因死亡而免除。

13.2 因股東死亡、破產、清算、解散或因轉讓以外的任何其他情形而對股份享有權利的人，應以書面通知公司，且在董事會要求的相關證據完成後寄發書面通知，選擇成為該相關股份之持有人或指定特定人成為該股份之持有人。

14. 章程大綱和章程的修改和資本變更

14.1 在不違反法令、章程和公開發行公司法令規定之情形下，公司應以特別決議為下列事項：

(a) 變更其名稱；

(b) 修改或增訂章程；

(c) 修改或增訂章程大綱有關宗旨、權力或其他特別載明的事項；

(d) 減少其資本和資本贖回準備金；及

(e) 根據公司於股東會之決定，增加股本或註銷任何在決議通過之日尚未為任何人取得或同意取得的股份。但於變更授權資本額之情形，公司應向股東會提出。

14.2 在不違反法令、章程及公開發行公司法令的情形下，公司應以特別（重度）決議為下列事項：

(a) 出售、讓與或出租公司全部營業，或對股東權益有重大影響的其他事項；

(b) 解任董事；

(c) 允許董事為其自身或他人為屬於公司營業範圍內的其他商業活動；

(d) 將可分配股利及/或紅利及/或其他依第 35 條所規定款項予以資本化；

(e) 合併（不包括簡易合併）、分割或股份轉換，但如符合（開曼）法令所定義之「合併」，則應同時符合（開曼）法令之規定；

(f) 締結、變更或終止關於公司出租全部營業、委託經營或與他人經常共同經營之協議；

(g) 讓與其全部或主要部分之營業或財產，但前述規定不適用於因公司解散所進行的轉讓；及

(h) 取得或受讓他人的全部營業或財產而對公司營運有重大影響者。

14.3 在不違反法令及公開發行公司法令的情形下，公司非經已發行股份總數三分之二以上之股東同意不得為下列事項：

(a) 公司參與合併後消滅，而致公司於證交所終止上市，且合併後既存或新設之他公司為非上市（櫃）公司；

(b) 公司概括讓與全部營業及財產，而致公司於證交所終止上市，且受讓公司為非上市（櫃）公司；

(c) 公司以股份轉換方式被他公司收購為其百分之百持股之子公司，而導致公司於證交所終止上市，且進行收購之他公司為非上市（櫃）公司；或

(d) 公司進行分割，而致公司於證交所終止上市，且分割後受讓營業之既存公司或新設公司為非上市（櫃）公司。

14.4 在不違反法令、章程及公開發行公司法令之規定下，有關公司解散之程序：

(a) 如公司係因無法於其債務到期時清償而決議自願解散者，公司應以股東會特別（重度）決議為之；或

(b) 如公司係因前述第 14.3 條(a)款以外之事由而決議自願解散者，公司應以股東會特別決議為之。

14.5 公司依法令、章程及或公開發行公司法令返還資本時，應依股東所持股份比例為之。

14.6 在不違反法令、章程及公開發行公司法令的前提下，倘公司擬以現金以外財產返還資本，其退還之財產及抵充之數額應經股東會決議，並經該收受財產股東的同意。但退還財產之價值及抵充之數額，於董事會呈股東會決議前，應經中華民國會計師查核簽證。於公司成為公開發行公司後，前述事項並應依公開發行公司法令規定本公司應遵循的相關規定辦理。

15. 註冊處所

在不違反法令規定之情形下，公司得通過董事會決議變更其註冊處所之地點。

16. 股東會

16.1 年度股東常會以外之其他股東會，為股東臨時會；

16.2 公司應於每一會計年度終了後六個月內召開一次股東會作為年度股東常會，並應在股東會召集通知中詳細說明。董事會應於股東會作相關報告（如有）。

16.3 公司應每年舉行一次年度股東常會；

16.4 股東會應於董事會指定之時間及地點召開，除法令或本條另有規定外，公司已成為公開發行公司後，公司召開實體股東會應於中華民國境內為之。公司已成為公開發行公司後，如在中華民國境外召開實體股東會者，應於董事會決議後二日內申報證券交易所同意；依本章程第 16.8 條得自行召集股東臨時會之股東，如在中華民國境外召開股東會時，亦應於取得主管機關召集許可後二日內申報證券交易所同意，且於中華民國境外召開股東會時，公司應委任中華民國之專業股務代理機構，受理該等股東會股務行政事務（包括但不限於受理股東委託投票事宜）。

16.5 董事會得召集股東會，如經股東請求時，應立即進行股東臨時會之召集；

16.6 前條得請求召集股東會之股東，係指繼續一年以上持有已發行股份總數百分之三以上股份之股東。

16.7 前條股東之請求，必須以書面記明提議事項及理由，並由提出請求者簽名，交存於註冊處所，得由格式相似的數份文件構成，每一份由一個或多個請求者簽名。

16.8 如董事會於前述股東提出請求日起十五日內未為股東臨時會召集之通知者，則提出請求之股東得依據公開發行公司法令規定自行召集股東臨時會。

17. 股東會通知

17.1 任何年度股東常會或股東臨時會之召集，應至少於二日前通知各股東；如公司已成為公開發行公司，股東常會之召集應至少於三十日前通知各股東，任何股東臨時會之召集，應至少於十五日前通知各股東。每一通知之發出日或視為發出日及送達日不予計入。股東會通知應載明會議地點、日期、時間和召集事由，並應以下述方式，或經股東同意者以電子方式，或以公司規定的其他方式發出。但如經所有得參加該股東會之股東（或其代理人）同意，則無論本章程所規定的通知是否已發出，或是否遵守章程有關股東會的規定，該公司股東會均應被視為已合法召集。

17.2 倘公司非因故意漏未向得獲得通知之股東發出股東會通知，或其未收到股東會會議通知，該次股東會會議不因此而無效。

17.3 公司於成為公開發行公司後，於股東常會開會三十日前或股東臨時會開會十五日前，一併公告股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料，並依公開發行公司法令將該等資料電子檔案傳送至公開資訊觀測站。公司股東會採行書面行使表決權者，並應將前開資料及書面行使表決權用紙，併同寄送給股東。董事會並應於股東常會二十一日前（於股東臨時會之情形，則於股東臨時會十五日前），依公開發行公司法令準備股東會議事手冊和補充資料，將其寄發或以其他方式供所有股東可得取得，並應傳送至公開資訊觀測站。但公司於最近會計年度終了日實收資本額達新臺幣一百億元以上或最近會計年度召開股東常會其股東名簿記載之外資及陸資持股比率合計達百分之三十以上者，應於股東常會開會三十日前完成前開電子檔案之傳送。

17.4 公司應依公開發行公司法令於股東會前準備股東會議事手冊和補充資料供股東索閱，並陳列於公司及其股務代理機構，且應於股東會現場發放，並應依公開發行公司法令所規定之期限，傳送至公開資訊觀測站。

17.5 與(a)選舉或解任董事，(b)修改章程，(c)減資，(d)申請停止本公司股份公開發行，(e)(i)解散、合併（不包括簡易合併）、股份轉換或分割，(ii)訂立、修改或終止關於出租公司全部營業，或委託經營，或與他人經常共同經營之契約，(iii)讓與公司全部或主要部分營業或財產，(iv)受讓他人全部營業或財產而對公司營運有重大影響者，(f)許可董事為其自己或他人從事公司營業範圍內事務的行為，(g)以發行新股方式分配公司全部或部分盈餘、法定盈餘公積、發行股票溢價或受領贈與之所得及其他依第 35 條所規定款項之資本化，(h)將法定盈餘公積及發行股票溢價或受領贈與之所得以現金方式分配予原股東，及(i)公司私募發行具股權性質之有

價證券等有關的事項，應載明於股東會通知並說明其主要內容，且不得以臨時動議提出。上開事項之主要內容應公告於中華民國證券主管機關或本公司指定之網站，並應將該網站之網址載明於股東會召集通知。

17.6 董事會應在公司之登記機構（如有適用）及公司位於中華民國境內之股務代理機構之辦公室備置公司章程、股東會議事錄、財務報表、股東名冊以及公司發行的公司債存根簿。股東得檢具利害關係證明文件，指定查閱範圍，隨時請求查閱、抄錄或複製。如相關文件係由本公司之股務代理機構保管時，於股東請求時，本公司應命股務代理機構將股東所請求之文件提供予該股東。

17.7 公司應依法令、章程及公開發行公司法令之規定，將董事會準備的所有表冊，以及審計委員會準備之報告書（如有），備置於其登記機構（如有適用）及其位於中華民國境內之股務代理機構之辦公室。股東可隨時檢查和查閱前述文件，並可偕同其律師或會計師進行檢查和查閱。

17.8 股東得自行召集股東臨時會，惟該等股東應至少繼續三個月以上，持有本公司已發行股份總數過半數股份。股東持有股份數額及持有股份期間之計算及決定，應以股東名冊停止過戶期間之首日定之。

17.9 如董事會不召開或無法召開股東會（包括股東常會），或係為本公司之利益時，監察人（如有）得於必要時召開股東會。

18. 股東會事項

18.1 除出席股東代表股份數達到法定出席股份數，股東會不得為任何決議。除法令、章程或公開發行公司法令另有規定外，代表已發行股份總數過半數之股東親自或委託代理人出席，應構成股東會之出席法定權數。

18.2 董事會應根據法令、章程及公開發行公司法令之要求，提交其為年度股東常會所準備的營業報告書、財務報表及盈餘分派或虧損撥補之議案，供股東承認或同意，且董事會應將經承認的財務報表、公司盈餘分派或虧損撥補決議分發給每一股東或於公開資訊觀測站以公告為之。

18.3 除法令、章程或公開發行公司法令另有規定外，如果在指定為股東會會議之時間開始時出席股東代表股份數未達法定出席股份數，主席得宣布延後開會，但其延後次數以二次為上限，且延後時間合計不得超過一小時。如股東會經延後二次開會但出席股東代表股份數仍不足法定出席股份數時，主席應宣布該股東會流會。如仍有召集股東會之必要者，則應依章程規定重行召集一次新的股東會。

18.4 股東會如由董事會召集者，其主席應由董事長擔任之，董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人或所指定之代理人因故不能行使代理職權時，應由其他出席之董事互推一人代理之。股東會如由董事會以外之其他召集權人召集者，主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。

18.5 在會議上進行投票的決議應通過投票方式決定。在需要投票並計算多數決時，需注意章程授予每一股東的投票數。

18.6 在票數相同的情況下，主席均無權投下第二票或決定票。

18.7 章程任何內容不得妨礙股東向有管轄權之法院提起訴訟，以尋求股東會召集程序不當或決議不當有關的適當救濟，因前述事項所生之爭議得以臺灣臺北地方法院為第一審管轄法院。

18.8 除法令、章程或公開發行公司法令另有明文規定外，任何於股東會上提出交由股東決議、同意、採行、確認者，應以普通決議為之。

18.9 依公開發行公司法令之規定，於相關之股東名冊停止過戶期間前持有已發行且分派股份總數百分之一以上股份之股東，得依照董事會制訂並經股東會普通決議同意之股東會議事規則，以書面或任何電子方式向公司提出一項股東常會議案。董事會除有下列情形之一者外，應將該等提案列入股東常會議案：(a)提案股東持股未達已發行股份總數百分之一，(b)該議案非股東會所得決議或議案文字超過三百個中文字，(c)該提案股東提案超過一項，或(d)該議案於公告受理期間外提出。如該提案係為敦促本公司增進公共利益或善盡社會責任之建議，董事會仍得列入議案。

18.10 在公司依據公開發行法令之規定成為公開發行公司前，若經所有當時有權收到股東會通知並得於股東會出席和投票之全體股東簽署（若是法人，經其授權代表人之簽署），並以書面（以一份或是多份副本形式）作成決議（包括特別決議），應與經公司召開股東會所通過之決議，具有同一效力。

18.11 本公司股東會開會時，得以視訊會議或其他經中華民國主管機關公告之方式為之。股東會開會時，如以視訊會議為之，其股東以視訊參與會議者，視為親自出席。有關股東會以視訊會議為之，公司應符合之條件、作業程序及其他應遵行事項，應遵循公開發行公司法令規定。

19. 股東投票

19.1 在不影響其股份所附有之任何權利或限制下，每一親自出席或委託代理人出席之股東於進行表決時，就其所持有的每一股份均有一表決權。

19.2 除已在認定基準日被登記為股東，或者已繳納相關催繳股款或其他款項者外，任何人均無權在任何股東會或個別種類股份持有者的個別會議上行使表決權。

19.3 有表決權之股東對行使表決權者資格提出異議者，應提交主席處理，主席的決定具有終局決定性。

19.4 表決得親自進行或透過代理人進行。一股東僅得以一份委託書指定一個代理人出席會議並行使表決權。

19.5 持有超過一股以上的股東就任何決議應以相同方式行使其持有股份之表決權。但股東係為他人持有股份時，股東得主張在不違反法令及章程之範圍內，依據公開發行公司法令分別行使表決權。

19.6 如股東會於中華民國召開者，本公司應將電子方式列為股東行使表決權管道之一。如表決權得以書面投票或電子方式行使時，行使表決權之方式者，應載明於寄發予股東之股東會通知，其以書面投票或電子方式行使表決權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。以前述方式行使表決權的股東應被視為已指派股東會主席為其代理人，並依書面或電子文件中之指示，在股東會中行使其股份之表決權。但此種指派不應視為依公開發行公司法令之委託代理人。擔任代理人之主席無權就書面或電子文件中未提及或載明之任何事項而行使該等股東之表決權，亦不應就股東會中提案之任何原議案之修訂或任何臨時動議行使表決權。以此種方式行使表決權之股東應視為已拋棄其就該次股東會之臨時動議及/或原議案之修正之通知及表決權之權利。如股東會主席未依該等股東之指示代為行使表決權，則該股份數不得算入已出席股東之表決權數，惟應算入計算股東會最低出席人數時之股數。

19.7 倘股東依第 19.6 條之規定向公司送達其以書面或電子方式行使表決權之意思表示後，至遲應於股東會開會前二日前，撤銷其以書面或電子方式行使表決權之意思表示，該撤銷應視為一併撤銷依本章程第 19.6 條視為指派股東會主席為其代理人之意思表示。如股東依據第 19.6 條以書面或電子方式行使表決權之意思表示後逾期撤銷者，則不得撤銷第 19.6 條視為指派股東會主席為其代理人之意思表示，股東會主席應依股東之指示代為行使其股份之表決權。

19.8 倘股東已依第 19.6 條之規定指派主席為代理人透過書面或電子方式行使表決權者，仍以委託書委託其他代理人出席股東會者，則其後之委託其他代理人應視為已撤銷依第 19.6 條規定對於主席為代理人之指派。

20. 代理

20.1 委託代理人之委託書應以書面為之，由委託人親自簽名或蓋章。如委託人為公司時，則由其正式授權的高級職員或被授權人進行簽署。代理人不需是公司之股東。

20.2 出席股東會委託書之取得，除依據法令、章程或公開發行公司法令之規定外，並應受下列限制：

(a) 委託書之取得不得以金錢或其他利益為交換條件。但代公司發放股東會紀念品或徵求人支付予代為處理徵求事務者之合理費用，不在此限。

(b) 委託書之取得不得以他人名義為之。

(c) 徵求取得之委託書不得作為非屬徵求之委託書以出席股東會。

20.3 除股務代理機構外，受託代理人所受委託之人數不得超過三十人。受託代理人受三人以上股東委託者，應於股東會開會五日前，依其適用之情形檢附下列文件送達公司或其股務代理機構：(a)聲明書聲明委託書非為自己或他人徵求而取得；(b)委託書明細表乙份，及(c)經簽名或蓋章之委託書。

20.4 股東會無選舉董事之議案時，公司得委任股務代理機構擔任股東之受託代理人。相關委任事項應於該次股東會委託書使用須知載明。股務代理機構受委任擔任受託代理人者，不得接受任何股東之全權委託，並應於公司股東會開會完畢五日內，將委託出席股東會之委託明細、代為行使表決權之情形，契約書副本及中華民國證券主管機關所規定之事項，製作受託代理出席股東會彙整報告，並備置於股務代理機構處。

20.5 除股東依第 19.6 條之規定指派股東會主席為代理人透過書面或電子方式行使表決權，或屬依中華民國法律組織的信託事業，或依公開發行公司法令核准的股務代理機構外，一人同時受兩人以上股東委託時，其代理的有權表決權數，不得超過股東名冊停止過戶期間前已發行股份總數表決權的百分之三；超過時其超過的表決權，不予計算。為免疑義，依第 20.4 條經公司委任之股務代理機構所代理之股數，不受前述已發行股份總數表決權百分之三之限制。

20.6 受三人以上股東委託之非屬徵求委託書之受託代理人，其代理之股數不得超過其本身持有股數之四倍，且不得超過已發行股份總數之百分之三。

20.7 如股東以書面投票或電子方式行使表決權，並委託受託代理人出席股東會，應以受託代理人出席行使之表決權為準。如股東於委託代理人出席股東會後欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會二日前，以書面向公司為撤銷委託之通知。逾期撤銷者，以委託代理人出席行使之表決權為準。

20.8 一股東以出具一委託書，並以委託一人為限。委託書應於股東會開會五日前送達公司註冊處所，或送達在股東會召集通知或公司寄出之委託書上所指定之處所。公司收受之委託書有重複時，除該股東於後送達之委託書中以書面明確撤銷先送達之委託書外，以最先送達於公司者為準。

20.9 委託書應以公司核准之格式為之，並載明僅為特定股東會所為。委託書格式內容應至少包括(a)填表須知、(b)股東委託行使事項及(c)股東、受託代理人及徵求人（如有）基本資料等項目，並與股東會召集通知一併提供予股東。此等通知及委託書用紙應於同日分發予所有股東。

20.10 公司召開股東會，委託書於股東會開會前應經公司之股務代理機構或其他股務代理機構予以統計驗證。其驗證內容如下：

(a) 委託書是否為基於公司權限所印製；

(b) 委託人是否簽名或蓋章於委託書上；

(c) 委託書上是否填具徵求人或受託代理人（依其適用之情形）之姓名，且其姓名是否正確。

20.11 委託書、議事手冊或其他會議補充資料、徵求人徵求委託書之書面及廣告、委託書明細表、基於公司權限印發之委託書用紙及其他文件資料之應記載主要內容，不得有虛偽或欠缺之情事。

20.12 根據委託書條款所為之表決，除公司在委託書所適用之該股東會或股東會延會開始前二日前，於註冊處所收到書面通知外，其所代理之表決均屬有效。前揭通知應敘明撤銷委託之原因係因被代理人於出具委託書時不具行為能力或不具委託權力者或其他事由。

20.13 委託代理人之股東於股東會後七日內，有權向公司或其股務代理機構請求查閱該委託書之使用情形。

20.14 公司已成為公開發行公司後，於中華民國境外召開股東會時，應於中華民國境內委託專業股務代理機構，受理股東投票事宜。

21. 委託書徵求

除法令另有規定外，委託書徵求之相關事宜，悉依照中華民國公開發行公司出席股東會使用委託書規則之規定辦理。

22. 異議股東股份收買請求權

22.1 股東會通過下列任一決議時，於該次股東會前已以書面通知公司反對該項決議之意思表示，並在該次股東會上再次提出反對意見的股東，可請求公司以當時公平價格收買其所有之股份：

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

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

(c) 公司受讓他人全部營業或財產，對公司營運產生重大影響者。

22.2 在公司分割、合併（不包括簡易合併）、收購或股份轉換等情況下，就該議案在決議分割、合併（不包括簡易合併）、收購或股份轉換之股東會集會前或集會中以書面表示異議，或以口頭表示異議經記錄，並於股東會投票反對或放棄表決權之股東，得要求公司以當時公平價格收買其所有之股份。如在簡易合併之情況，公司百分之九十以上已發行有表決權之股份被其他參與合併公司持有者，公司應於董事會決議合併後，立即通知每位股東，並聲明股東得於一定期限內提出書面異議，要求公司以當時公平價格收買其所有之股份。前述放棄表決權之股份數，不算入已出席股東之表決權數。

22.3 前兩條所規定的請求應在決議日起二十日內，提出記載請求買回之股份種類、數額及收買價格之書面，向公司請求。提出請求之股東與公司間協議決定該股東所持股份之收買價格（以下稱「**股份收買價格**」）者，公司應自決議日起九十日內支付價款。未達成協議者，公司應自決議日起九十日內，依其所認為之公平價格支付價款予未達成協議之股東；公司未支付者，視為同意提出請求之股東請求收買之價格。未能在決議日起六十日內達成協議者，公司除應依前開規定支付公平價格予股東外，公司應在該六十日期限後三十日內，以全體未達成協議之股東為相對人，聲請中華民國有管轄權的法院為股份收買價格之裁定，該法院所作出的

裁定對於公司和列為相對人的股東之間，僅就有關股份收買價格之事項具有拘束力和終局性。但本條規定不限制或禁止異議股東依法令第 238 條所得行使之權利。

22.4 前述股份收買價款的支付應與股票的交付同時為之，且股份的移轉應於受讓人之姓名登錄於股東名冊時生效。

23. 法人股東

股東為公司組織或其他非自然人時，該股東得根據其組織文件，或如組織文件無相關規範時，以董事會或其他有權機關之決議，授權其認為適當之人作為其在公司會議或任何類別股東會的代表，該被授權之人得代表該法人股東行使與作為個人股東所得行使權利相同的權利。

24. 無表決權股份

24.1 公司持有自己之股份者（包括透過從屬公司持有者）不得在任何股東會上直接或間接行使表決權，且在任何時候不算入已發行股份之總數。

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

24.3 董事以其所持股份設定質權者，應將設定情事通知公司。董事以股份設定質權超過選任當時所持有之公司股份數額二分之一時，其超過之股份不得行使表決權，不算入已出席股東之表決權數。

25. 董事

25.1 公司董事會應設置董事人數（包括獨立董事）五人至九人，每一董事任期三年，得連選連任。於符合相關法令要求（包括但不限於對上市公司之要求）之前提下，公司得於前述董事人數範圍內隨時以董事會決議增加或減少董事的人數。董事因缺額而進行補選或增額補選者，補選之董事之任期應以補足原董事之任期為限。

25.2 除經中華民國主管機關核准者外，董事間應有超過半數之席次不得具有配偶關係或二親等以內之親屬關係。

25.3 公司召開股東會選任董事，當選人不符第 25.2 條之規定時，不符規定之董事中所得選票代表選舉權較低者，其當選應視同失效。已充任董事違反前述規定者，當然解任。

25.4 除公開發行公司法令另有規定者外，應設置獨立董事人數不得少於三人。就公開發行公司法令要求之範圍內，獨立董事其中至少一人應在中華民國境內設有戶籍，且至少一名獨立董事應具有會計或財務專業知識。

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

25.6 繼續六個月以上持有公司已發行股份總數百分之一以上之股東，得以書面請求審計委員會之獨立董事成員為公司對董事提起訴訟，並得以有管轄權之法院為第一審管轄法院。獨立董事於前述之股東提出請求後三十日內不提起訴訟時，前述之股東得為公司提起訴訟，並得以有管轄權之法院為第一審管轄法院。

26. 董事會權力

26.1 於符合法令、章程、公開發行公司法令以及依股東會決議所作指示之情形下，公司業務應由可以行使權力的董事會管理之。如果在對章程進行變更或股東會作出前述任何指示前，董事會所為的行為是有效的，則對章程大綱或章程其後所為之變更及或股東會其後做出之相關指示，不得使董事會該等先前行為無效。合法召集之董事會於符合法定出席人數時，得行使所有董事會得行使之權力。

26.2 所有支票、本票、匯票和其他可流通票據以及向公司支付款項的所有收據，應以董事會決議所決定之方式為簽名、簽發、承兌、背書或以董事會決議之其他方式簽署。

26.3 董事會得行使公司全部權力，而為公司進行借款、對公司之保證、財產和未催繳之股本設定抵押或收取全部或部分費用，或以直接購買或是作為公司或任何第三人債務、責任或義務的擔保之用而發行債券、信用債券、設定抵押、公司債券或其他相關證券。

26.4 公司得購買董事責任保險，且董事會應參考海內外同業水準決定該保險之相關條件。

26.5 董事應忠實執行業務並盡善良管理人之注意義務，如有違反致公司受有損害者，負損害賠償責任。公司得以股東會普通決議，將該違反義務行為之所得，當作該違反義務行為係為公司利益所為而視其為公司之所得。如董事對於公司業務之執行，因違反法令致公司受有損害時，該董事應對公司負賠償之責。公司之董事對於公司業務之執行，如有違反法令致他人受有損害時，對他人應與公司負連帶賠償之責。以上所述之義務，於經理人亦有適用。

27. 董事之任命和免職

27.1 公司得於股東會以多數決，或低於多數時以最多票決，選任董事，此等投票應依下述第 27.2 條計票。公司得以特別（重度）決議解任董事。有代表公司已發行股份總數過半數之股東出席（親自出席或委託出席）者，應構成選舉董事之股東會之法定出席股份數。

27.2 公司成為公開發行公司後，董事之選舉應依票選制度採行累積投票制，其程序由董事會通過且經股東會普通決議採行之，每一股東得行使之投票權數與其所持之股份乘上應選出董事人數之數目相同（以下稱「**特別投票權**」），任一股東行使之特別投票權總數得由該股東依其選票所指明集中選舉一名董事候選人，或分配選舉數董事候選人。無任一投票權限於特定種類、派別或部別，且任一股東均應得自由指定是否將其所有投票權集中於一名或任何數目之候選人而不受限制。由所得選票代表投票權較多之候選人，當選為董事。如選任超過一名以上之董事時，由所得選票代表投票權較其他候選人為多者，當選為董事。該累積投票制度的規

則和程序，應隨時符合董事會所擬定並經股東會普通決議通過的政策，該政策應符合章程大綱、章程和公開發行公司法令的規定。

27.3 公司之董事(包含獨立董事)應採用符合公開發行公司法令之候選人提名制度。該候選人提名的規則及程序應符合董事會所擬訂並經股東會普通決議通過的政策，該政策應符合法令、章程大綱、章程及公開發行公司法令的規定。

27.4 法人為股東時，得由其代表人當選為董事。代表人有數人時，並得分別當選。

27.5 縱使有第 27.1 條至第 27.4 條之規定，在公司依據公開發行法令成為公開發行公司之前，公司得以普通決議指派任何人擔任董事，亦得以普通決議解任任何董事。

28. 董事之解任

28.1 本章程縱使有相反之規定，公司得於董事任期未屆滿前，改選全體董事，並依第 27.1 條之規定選舉新任董事。如未決議董事於任期屆滿始為解任，視為提前解任。

28.2 董事如果發生下列情事之一者，該董事應當然解任：

(a) 以書面通知公司辭任董事職位；

(b) 死亡、破產或經法院裁定開始清算程序，尚未復權者；

(c) 被有管轄權法院或官員以其為或將為心智缺陷，或因其他原因而無法處理自己事務為由而作出裁決，或依其所適用之法令其行為能力受有限制；

(d) 曾犯中華民國組織犯罪防制條例之罪，經有罪判決確定，且(i)尚未執行、(ii)尚未執行完畢、(iii)服刑或緩刑期滿尚未逾五年，或(iv)赦免後未逾五年；

(e) 曾因刑事詐欺、背信或侵占罪，經受有期徒刑一年以上判決確定，(i)尚未執行、(ii)尚未執行完畢、(iii)服刑或緩刑期滿尚未逾二年，或(iv)赦免後未逾二年；

(f) 曾犯中華民國貪污治罪條例之罪，經有罪判決確定，且(i)尚未執行、(ii)尚未執行完畢、(iii)服刑或緩刑期滿尚未逾二年，或(iv)赦免後未逾二年；

(g) 使用票據經拒絕往來尚未期滿；

(h) 在任期中轉讓股份超過選任當時所持有公司股份數額二分之一時（獨立董事除外）；

(i) 經股東會特別（重度）決議解任其董事職務；

(j) 受輔助宣告（依中華民國民法定義）或相似之宣告，且該宣告尚未撤銷；或

(k) 除法令、章程或公開發行公司法令另有規定，董事若在其執行職務期間所從事之行為對公司造成重大損害，或嚴重違反相關適用之法律及/或規章或章程，但未經公司依特別（重度）決議將其解任者，則持有已發行股份總數百分之三以上股份之股東有權自股東會決議之日起三十日內，以公司之費用，訴請有管轄權之法院解任該董事，而該董事應於該有管轄權法院為解任董事之終局判決時被解任

之。為免疑義，倘一相關法院有管轄權而得於單一或一連串之訴訟程序中判決前開所有事由者，則為本條款之目的，終局判決應係指該有管轄權法院所為之終局判決。

如董事當選人有前項第(b)、(c)、(d)、(e)、(f)、(g)或(j)款情事之一者，該董事當選人應被取消董事當選人之資格。董事當選人（獨立董事除外）於就任前轉讓超過選任當時所持有之公司股份數額二分之一時，或於股東會召開前之股東名冊停止過戶期間內，轉讓持股超過二分之一時，其當選失其效力。

29. 董事會事項

29.1 董事會得訂定董事會進行會議之最低法定出席人數。除董事會另有訂定外，法定出席人數應為超過經選任之董事總席次之半數。董事因故解任，致不足五人者，公司應於最近一次股東會補選之。如公司董事會缺額席次達經選任之董事總席次三分之一時，董事會應於六十日內召開股東會補選董事以填補缺額。

29.2 除法令、章程或公開發行公司法令另有規定外，如獨立董事因故解任致其人數不足三人時，公司應於最近一次股東會補選之。除公開發行公司法令另有規定外，若所有獨立董事均解任時，董事會應於六十日內，召開股東會補選獨立董事以填補缺額。

29.3 於符合法令、章程及公開發行公司法令規定之情形下，董事會得以其認為適當的方式規範其程序。任何提議應經由多數決決定。在得票數相等的情況下，主席無權投下第二票或決定票。

29.4 出席董事會人員得透過視訊會議方式出席董事會或相關委員會。以該方式參加會議者，視為親自出席。公司董事會或相關委員會召開之地點與時間，應於公司所在地及辦公時間或便於董事出席且適合董事會或相關委員會召開之地點及時間為之。

29.5 任一董事或經董事授權之公司高級職員得召集董事會，並應至少於一日前，以書面通知(得以傳真或電子郵件通知)每一董事，該通知並應載明討論事項之概述。但於公司成為公開發行公司後，除公開發行公司法令另有規定外，由董事長召集董事會，並於至少七日前以書面通知（得以傳真或電子郵件通知）每一董事。如有緊急情事時，得於發出召集通知後隨時召集之。

29.6 續任董事得履行董事職務不受部分董事因解任所造成職位空缺之影響，惟如續任董事之人數低於章程所規定的董事人數時，續任董事僅得召集股東會，不得從事其他行為。

29.7 董事會應依其決議訂定董事會之議事規則，並將該議事規則提報於股東會，且該議事規則應符合章程及公開發行公司法令之規定。

29.8 對於董事會或董事委員會所作成的行為，即便其後發現董事選舉程序有瑕疵，或相關董事或部分董事不具備董事資格，該行為仍與經正當程序選任之董事或董事具備董事資格的情況下所作成的行為具有同等效力。

29.9 董事得以書面委託代理人代理出席董事會。代理人應計入法定出席人數，代理人所進行的投票應視為原委託董事的投票。

30. 董事利益

30.1 董事（除獨立董事外）於其擔任董事期間，可同時擔任公司任何其他帶薪職位，其期間、條件及報酬等由薪酬委員會建議並提請董事會決定之。

30.2 董事之報酬僅得以現金給付。該報酬之金額應由薪酬委員會建議並提請董事會決定，且應參酌董事對公司之服務範圍、價值及國內外同業之水準給付。公司應支付董事為參加董事會、委員會、常會或其他與公司業務有關會議之旅費、住宿費及其他相關費用，及/或支付由薪酬委員會建議、董事會決定之薪資。前述決定應遵守公開發行公司法令辦理。

30.3 除法令、章程或公開發行公司法令另有規定外，董事得在公司授權的範圍內代表公司，該董事個人或其公司得就其提供之服務收取相當於如其非為董事情況下的同等報酬。

30.4 董事如在公司業務範圍內為自己或他人從事行為，應在從事該行為之前，於股東會上向股東揭露該等利益的主要內容，並在股東會上依特別（重度）決議取得許可。如董事違反本條規定為自己或他人為該行為時，股東得以普通決議，要求董事交出自該行為所獲得的任何和所有收益，但自相關所得發生後逾一年者，不在此限。

30.5 縱使本條（第 30.1 條至第 30.6 條）有任何相反之規定，對董事會會議討論事項有個人利害關係且其利益與公司利益可能衝突之董事，應於當次董事會說明其自身利害關係及其重要內容，且不得行使表決權或代理其他董事行使表決權，根據上述規定不得行使表決權或代理行使表決權的董事，其表決權不應計入已出席董事會會議董事的表決權數。董事之配偶、二親等內之血親，或與董事具有控制從屬關係之公司，就董事會討論之事項有利害關係者，視為董事就該事項有自身利害關係。「控制」及「從屬」應依公開發行公司規則認定之。

30.6 公司進行合併、收購、分割或股份轉換時，公司董事就該合併、收購、分割或股份轉換有自身利害關係時，應向董事會及股東會說明其自身利害關係之重要內容及贊成或反對決議之理由，公司並應於股東會召集事由中敘明董事利害關係之重要內容及贊成或反對併購決議之理由，其內容得置於中華民國證券主管機關或本公司指定之網站，並應將其網址載明於股東會開會通知。

31. 議事錄

董事會應將有關高階主管的任命、公司會議事項、各類股份之股東會、董事會及委員會，包括會議出席董事的姓名等事項，作成議事錄並加以保管。

32. 董事會權力之委託

32.1 於符合公開發行公司法令之情形下，董事會得授權由一位或多位董事組成的委員會行使相關權力。如需常務董事或其他擔任管理職務的董事行使相關權力，亦得

授權常務董事或其他擔任管理職務的董事行使之，惟如被授權之常務董事解除董事職務，對常務董事的授權視為撤回。上述授權受董事會所訂定條件之約束，且係附屬於或獨立於董事會之權力，並得撤回或變更。除法令或公開發行公司法令另有規定外，章程中董事會議事的程序規範亦適用於本條之委員會（如適用）。

32.2 董事會得設立委員會、任命經理或代理人處理公司事務、並得指定委員會的成員。相關任命應受董事會所訂定條件之約束、附屬於或獨立於董事會之權力、並得撤回或變更。除法令或公開發行公司另有規定外，章程中董事會議事的程序規範亦適用於本條之委員會（如適用）。

32.3 董事會得訂定條件，以委託書授權或其他方式指定公司代理人，該委託/指定不排除董事之權力，且該委託/指定得由董事會撤回。

32.4 董事會得經由委託書或其他方式指定公司、事務所、個人或法人（無論由董事會直接或間接提名），作為公司之代理人或被授權人，在董事會認為適當的條件與期間下，有相關的權力、授權及裁量權（惟不得超過根據本章程董事會得行使的權力）。相關授權和委任，得包括董事會認為適當之條件，以保護、促進公司相關人員與代理人或被授權人處理相關事宜，董事會亦得授權相關代理人或被授權人再授權其所被授與的權力、授權及裁量權。

32.5 董事會應選任董事長，並得以其認為適當的條件、薪酬、資格任命適當之高階主管，履行職務，或解任之。除非委任契約另有約定，否則董事會得決議解任高階主管。

32.6 縱使與本條（第 32.1 條至第 32.10 條）之規定不同，除公開發行公司法令另有規定外，董事會應設立由全體獨立董事組成的審計委員會，其中一人為主席，且至少有一人需具有會計或財務專長。審計委員會決議應經該委員會全體成員二分之一以上同意。審計委員會規則和程序應符合經審計委員會成員提案並經董事會通過的政策，相關政策應符合法令、章程大綱、章程、公開發行公司法令之規定與金管會或證交所之指示或要求（如有）。此外，董事會應依其決議、章程及公開發行公司法令之規定，訂定審計委員會組織規程。

32.7 任何下列公司事項應經審計委員會全體成員二分之一以上同意，並提交董事會進行決議：

(a) 訂定或修正公司內部控制制度；

(b) 內部控制制度有效性之考核；

(c) 訂定或修正重大財務或業務行為之處理程序，例如取得或處分資產、衍生性商品交易、資金貸與他人，或為他人背書或保證；

(d) 涉及董事自身利害關係之事項；

(e) 重大之資產或衍生性商品交易；

(f) 重大之資金貸與、背書或提供保證；

(g) 募集、發行或私募具有股權性質之有價證券；

(h) 簽證會計師之委任、解任或報酬；

(i) 財務、會計或內部稽核主管之任免；

(j) 年度及半年度財務報告；

(k) 公司所決定或監督公司之主管機關所規定之其他事項；及

(l) 其他公開發行公司法令規定之事項。

前項第(a)款至第(k)款規定的任何事項，除第(j)款以外，如未經審計委員會成員二分之一以上同意者，得由全體董事三分之二以上同意行之，不受前項規定之限制，並應於董事會議事錄載明審計委員會之決議。

32.8 董事會應依照公開發行公司法令設立薪資報酬委員會。薪資報酬委員會委員之人數、專業資格、持股與兼職限制、獨立性之認定，應依公開發行公司法令之規定，席次不低於三席，並由其中一人擔任薪資報酬委員會主席。薪資報酬委員會規則和程序應符合經薪資報酬委員會成員提案並經董事會通過的政策，相關政策應符合法令、章程大綱、章程、公開發行公司法令之規定及金管會或證交所之指示及要求。董事會應依其決議、章程及公開發行公司法令之規定，訂定薪資報酬委員會組織規程。

32.9 前條薪資報酬應包括董事及經理人之薪資、股票選擇權與其他獎勵措施。除公開發行公司法令另有規定，第 32.9 條所述之經理人係指薪資報酬委員會組織規程所定義之經理人。

32.10 公司於召開董事會決議合併、收購、分割或股份轉換等事項前，應由審計委員會就合併、收購、分割或股份轉換之公平性、合理性進行審議，並將審議結果提報董事會及股東會。但依公司註冊處所法令如無須召開股東會決議合併、收購、分割或股份轉換等事項者，得不提報股東會。審計委員會進行審議時，應委請獨立專家就換股比例或配發股東之現金或其他財產之合理性提供意見。審計委員會之審議結果及獨立專家意見，應於發送股東會召集通知時，一併發送股東；但公司董事會決定之合併、收購、分割或股份轉換依公司註冊處所法令免經股東會決議者，應於最近一次股東會就該合併、收購、分割或股份轉換事項提出報告。前述應發送股東之文件，經公司於中華民國證券主管機關指定之網站公告同一內容，且備置於股東會會場供股東查閱，對於股東視為已發送。

33. 印章

33.1 經董事會決議，公司得刻印章。該印章僅得由董事會或董事會授權之委員會依相關授權使用之。印章之使用應依照董事會制訂之印章使用規則（董事會得修改之）。

33.2 公司得在開曼群島境外複製印章供使用，每一複製印章均應是公司印章的精確複製品，並由董事會指定之人保管。董事會得在複製印章加上其使用之地點。

33.3 董事會授權之人得用印於其簽署的文件上，或在提交開曼群島或其他地方登記機關的文件上用印。

34. 股利、利益分派和公積

34.1 本公司年度如有獲利(所謂獲利係指稅前利益扣除分派員工酬勞及董事酬勞前之利益)，應提撥當年度獲利不低於 1%為員工酬勞及不高於 2%為董事酬勞。但本公司尚有累積虧損時，應預先保留彌補數額。前開員工酬勞得以股票或現金為之，且得按照第 11.1 條規定同意之員工激勵計畫配發。員工酬勞發給之對象，得包括符合一定條件之從屬公司員工。員工酬勞及董事酬勞之分派應由董事會以董事三分之二以上之出席及出席董事過半數同意之決議行之，並報告股東會。董事兼任公司及/或其從屬公司之執行主管者得同時受領其擔任董事之酬勞及擔任員工之酬勞。

34.2 本公司處於成長階段，基於資本支出、業務擴充及健全財務規劃以求永續發展等需求，本公司之股利政策將依據本公司未來資金支出預算及資金需求情形，以現金股利及/或股份以代替現金股利方式配發予本公司股東。本公司得依董事會擬訂並經股東會以普通決議通過之利潤分配計畫分配利潤。董事會應以下述方式擬訂該利潤分配計畫：本公司應依法提撥應繳納之稅款並就年度淨利先彌補歷年虧損，並依公開發行公司法令規定或依主管機關要求提撥特別盈餘公積。任何所餘利潤除法令及公開發行公司法令另有規定外，公司將考量公司所處環境及成長階段，因應未來資金需求及長期財務規劃，並滿足股東對現金流入之期待，就可分配盈餘擬定利潤分配計畫，提報股東會決議，盈餘之分派得以現金股利或股票股利（盈餘轉增資按比例分配股份予股東）之方式為之，股利總額至少應為當年度盈餘扣除上述規定之百分之十（10%），其中現金股利發放總額不得低於發放股東股利總額之 10%，最高以 100%為上限。

34.3 在不違反法令、章程及公開發行公司法令的情形下，董事會得公告股利和每股盈餘，並以公司於法律上可動用的資金支付股利或利益分派。除以公司已實現或未實現利益、股份發行溢價金額或法令允許的其他款項支付股利或為利潤分派外，不得支付股利或為利潤分派。

34.4 除另有相關約定外，應根據股東持股比例分派股利。如果股份發行的條件是從某一特定日期開始計算股利，則該股份之股利應依此計算。

34.5 股東如應向公司支付款項，董事會得從應支付予該股東的股利或利潤分派中扣除之。

34.6 董事會於經股東會之普通決議通過後，得宣佈以特定資產作為全部或部分股利之分派（特別是其他公司之股份、債券或證券），或以其中一種或多種方式支付，如分配發生困難時，董事會得以適當、有效率的方式解決，並確定就特定資產分配之價值或其一部之價值，且得決定依所確定價值向股東支付現金以調整股東的權利；如董事會認為適當有效率者，得就上述特定資產設立信託。

34.7 任何股利、分派、利息或與股份有關的其他現金支付，得匯款轉帳給股東，或以支票或認股憑證郵寄到股東的登記地址。每一支票或認股憑證應依收件人的指示支付。

34.8 任何股利或分派不得向公司要求加計利息。

34.9 不能支付予股東的股利及/或在股利公告日起六個月後仍無人主張的股利，得依董事會的決定，支付到以公司名義開立的獨立帳戶，但公司不得成為該帳戶的受託人，且該股利仍為應支付給股東的債務。如於股利公告日起六年之後仍無人請求的股利，將被認定為股東已拋棄其得請求之權利，該股利並轉歸公司所有。

35. 資本化

在不違反第 14.2(d)條規定的情形下，董事會得將列入公司準備金（包括股份溢價和資本贖回準備金）的任何餘額、或列入損益帳戶的任何餘額，或其他可供分配的款項予以資本化，並依據如以股利分配盈餘時之比例分配予股東，代表股東將金額用以繳足供分配之未發行股份股款，記為付清股款之股份，並依前述比例分配予股東。在這種情況下，董事會應為使該資本化生效所需之全部行為及事項，董事會並有權制訂其認為適當的規範，使股份將不會以小於最小單位的方式分配（包括規定該等股份應分配之權利歸公司所有而非該股東所有）。董事會得代表利害關係股東授權他人與公司訂立契約，規定資本化事項及其相關事項。於此授權下所簽訂之契約有效且對相關之人具有拘束力。

36. 公開收購

任何與公司股份之公開收購有關之公告，均應遵循公開發行公司規則，包括但不限於公開收購公開發行公司有價證券管理辦法。

37. 會計帳簿

37.1 董事會應保存會計帳簿上、記錄與公司收受和支出相關的款項、收受或支出款項發生的相關事宜、公司所有的物品銷售和購買，以及公司的資產和負債。如會計帳簿不能反映公司的真實和公平情況並解釋其交易，則不能視為公司有適當的帳簿。

37.2 董事會得決定公司會計帳簿或其中一部分公開供非董事之股東檢查，以及在特定之範圍內、時間、地點、條件或規定下進行檢查。除經法令、董事會或股東會授權外，非董事之股東無權檢查公司會計帳簿或文件。

37.3 董事會得依法令、章程及公開發行公司法令之要求，於股東會備置損益表、資產負債表、合併報表（如有）以及其他報告和帳簿。

37.4 除法令另有規定外，於成為公開發行公司後，所有董事會、委員會和股東會之議事錄和書面記錄應以中文為之，並附英文翻譯。於中文版本與其英文翻譯有不一致之情形，應以中文版本為準；惟相關決議應向開曼群島公司登記處登記之情形，應以英文版本為準。

37.5 除法令另有規定外，於成為公開發行公司後，委託書及依章程和相關規定製作之文件、表冊及/或電子存取資料，應保存至少一年。但與股東提起訴訟相關之委託書、文件、表冊及/或電子存取資料，如訴訟超過一年時，應保存至訴訟終結為止。

38. 通知

38.1 通知應以書面為之，且得由公司交給股東個人，或透過快遞、郵寄、越洋電報、電傳或電子郵件發送給股東，或發送到股東名冊中所顯示的地址（或者在透過電子郵件發送通知時，將通知發送至股東所提供的電子郵件地址）。如通知是從一個國家郵寄到另一個國家，應以航空信寄出。

38.2 當透過快遞發出通知時，將通知交付予快遞公司之日，視為通知寄送生效日，並且通知交付快遞後的第三日（不包括週六、週日或國定假日），應視為通知到達之日。當通知透過郵寄發出時，適當填寫地址、預先支付款項以及郵寄包含通知之信件之日，應視為通知寄送生效日，並且於通知寄出後的第五日（不包括週六、週日或國定假期），應視為收到通知的日期。當通知透過越洋電報或電傳發出通知時，適當填寫地址並發出通知之日，應視為通知寄送生效日，其傳輸當日應視為通知收到日期。當通知透過電子郵件發出時，將電子郵件傳送到指定接受者所提供的電子郵件位址之日，應視為通知寄送生效日，電子郵件發送當日應視為收到通知的日期，無須接受者確認收到電子郵件。

38.3 公司得以與發送本章程要求其他通知相同的方式，向因股東死亡或破產而被公司認為有權享有股份權利之人發送通知，並以其姓名、死者的代理人名稱、破產管理人或主張權利之人提供之地址中所為類似之描述為收件人，或者公司可以選擇以如同未發生死亡或破產情事下相同之方式發送通知。

38.4 股東會的通知應以上述方式，向在基準日於股東名冊記載為股東之人為之，或於股份因股東死亡或破產而移交給法定代理人或破產管理人時，向法定代理人或破產管理人為之，其他人無權接受股東會通知。

39. 清算

39.1 如公司進入清算之程序，而可供股東分配的財產不足以清償全部股份資本，該財產應予以分配，以使股東得依其所持有股份比例承擔損失。如果在清算過程中，可供股東間分配的財產顯足以抵償清算開始時的全部股份資本，得於扣除有關到期款項或其他款項後，將超過之部分依清算開始時股東所持股份之比例在股東間進行分配。本條規定不損及依特殊條款和條件發行的股份持有者之權利。

39.2 如公司應進行清算，經公司特別決議同意且取得任何法令所要求的其他許可並且符合公開發行公司法令的情況下，清算人得依其所持股份比例將公司全部或部分之財產（無論其是否為性質相同之財產）分配予股東，並可為該目的，對任何財產進行估價，並決定如何在股東或不同類別股東之間進行分配。經同前述之決議同意及許可，如清算人認為適當，清算人得為股東之利益，將此等財產之全部或一部交付信託。但股東不應被強迫接受負有債務或責任的任何財產。

40. 財務會計年度

除董事會另有決議，公司財務年度應於每年十二月三十一日結束，並於公司設立當年度起，於每年一月一日開始。

41. 註冊續展

如公司依據法令為豁免公司，則得依法令規定及特別決議延長公司註冊，並得依開曼群島外之其他準據法進行公司登記而繼續存續，並註銷在開曼群島之登記。

42. 訴訟及非訴訟之代理人

在不違反法令之情形下，公司應依董事會決議，指定在中華民國境內有住所或居所之自然人為其在中華民國境內依公開發行公司法令規定之訴訟及非訴訟之代理人，且該訴訟及非訴訟之代理人為公司在中華民國境內之負責人。公司應將指定及變更依據公開發行公司法令向中華民國主管機關申報。

43. 社會責任

本公司經營業務，應遵守法令及商業倫理規範，並應採行增進公共利益之行為，以善盡本公司之社會責任。

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THE COMPANIES ACT (AS AMENDED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

TENTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

ALCHIP TECHNOLOGIES, LIMITED

- Incorporated on 27 February 2003 -

(as adopted by a Special Resolution dated on 9 June, 2023)

THE COMPANIES ACT (AS AMENDED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

TENTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION
OF
ALCHIP TECHNOLOGIES, LIMITED
(as adopted by a Special Resolution dated on 9 June, 2023)

1. The name of the Company is **ALCHIP TECHNOLOGIES, LIMITED**.

2. The registered office of the Company shall be at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman KY1104, Cayman Islands, or at such other place as the Directors may from time to time decide.

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

4. The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.

5. The authorised capital of the Company is New Taiwan Dollars 1,000,000,000, divided into 100,000,000 ordinary shares of par value New Taiwan Dollars 10.00 each provided always that subject to the provisions of the Companies Act (as amended) as amended and the Articles of Association, the Company shall have power to redeem or purchase any or all of such shares and to issue all or any part of its capital with priority or subject to any conditions or restrictions whatsoever and every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided**.**

6. The Company has power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

7. Capitalised terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company.

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THE COMPANIES ACT (AS AMENDED)

OF THE CAYMAN ISLANDS

COMPANY LIMITED BY SHARES

TENTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

ALCHIP TECHNOLOGIES, LIMITED

(as adopted by a Special Resolution dated on 9 June, 2023)

1 Interpretation

1.1 In the Articles Table A in the First Schedule to the Statute does not apply and, unless there is something in the subject or context inconsistent therewith:

"Applicable Public Company Rules"	means the R.O.C. laws, rules and regulations stipulating public reporting companies or companies listed on any R.O.C. stock exchange or securities market, including, without limitation, the relevant provisions of the Company Law, Securities and Exchange Law, the Enterprise Mergers and Acquisitions Law, the rules and regulations promulgated by the Ministry of Economic Affairs, the rules and regulations promulgated by the Financial Supervisory Commission ("**FSC**"), the rules and regulations promulgated by the Taiwan Stock Exchange ("**TWSE**") and the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area and its relevant regulations.
"Annual Net Income"	means the audited annual net profit of the Company in respect of the applicable year.
"Acquisition"	means an act wherein a company acquiring shares, business or assets of another company in exchange for shares, cash or other assets.

"Articles"	means these articles of association of the Company.
"Company"	means the above named company.
"Directors"	means the directors for the time being of the Company (which, for clarification, includes any and all Independent Director(s)).
"Electronic Record"	has the same meaning as in the Electronic Transactions Act.
"Electronic Transactions Act"	means the Electronic Transactions Act (as amended) of the Cayman Islands.
"Independent Directors"	means the Directors who are elected by the Members at a general meeting and designated as "Independent Directors" for the purpose of the Applicable Public Company Rules which are in force from time to time.
"Market Observation Post System"	means the internet information reporting system designated by the FSC.
"Member"	has the same meaning as in the Statute.
"Memorandum"	means the memorandum of association of the Company.
"Merger"	means a transaction whereby (i) all of the companies participating in such transaction are dissolved, and a new company is incorporated to generally assume all rights and obligations of the dissolved companies or (ii) all but one company participating in such transaction are dissolved, and the surviving company generally assumes all rights and obligations of the dissolved companies, and in each case the consideration for the transaction being the shares of the surviving or newly incorporated company or any other company, cash or other assets.
"Non TWSE-Listed or TPEx-Listed Company"	means a company whose shares are neither listed on the TWSE nor the Taipei Exchange.
"Short-form Merger"	means a Merger in which one of the merging companies holds issued shares that together represent at least 90% of the voting power of the outstanding shares of the other merging company.
"Ordinary Resolution"	means a resolution passed by a simple majority of votes cast by the Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting.

"Private Placement"	means obtaining subscriptions for, or the sale of, Shares, options, warrants, rights of holders of debt or equity securities which enable those holders to subscribe further securities (including Shares), or other securities of the Company, either by the Company itself or a person authorized by the Company, primarily from or to specific investors or approved by the Company or such authorized person, but excluding any employee incentive programme or subscription agreement, warrant, option or issuance of Shares under Articles 11.1 to 11.4 of these Articles.
"Register of Members"	means the register maintained in accordance with the Statute and includes (except where otherwise stated) any duplicate Register of Members.
"Registered Office"	means the registered office for the time being of the Company.
"R.O.C. "	means the Republic of China.
"Seal"	means the common seal of the Company and includes every duplicate seal.
"Share" and "Shares"	means a share or shares in the Company and includes a fraction of a share.
"Share Certificate" and "Share Certificates"	means a certificate or certificates representing a Share or Shares.
"Share Swap"	means an act wherein the shareholders of a company transfer all of the company's issued shares to another company, such company issue its shares or pays cash or other property to the shareholders of the first company as consideration for the transfer in accordance with the Applicable Public Company Rules.
"Simple Majority"	means more than one-half.
"Solicitor"	means any Member, a trust enterprise or a securities agent mandated by Member(s) who solicits an instrument of proxy from any other Member to appoint him/it as a proxy to attend and vote at a general meeting instead of the appointing Member pursuant to the Applicable Public Company Rules.
"Special Resolution"	means a resolution passed by a majority of not less than two-thirds of votes cast by such Members as, being entitled so to

	do, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
"Spin-off"	refers to an act wherein a transferor company transfers all or part of its 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 or pay cash or transfer other property to the transferor company or to shareholders of the transferor company in accordance with the Applicable Public Company Rules.
"Statute"	means the Companies Act (as amended) of the Cayman Islands, as amended, and every statutory modification or re-enactment thereof for the time being in force.
"Subsidiary" and "Subsidiaries"	means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of that company held by the Company, its subordinate companies and its controlled companies, directly or indirectly, represents more than one half of the total number of issued voting shares or the total share equity of such company.
"Supermajority Resolution"	means (i) a resolution adopted by a majority vote of the Members present and entitled to vote on such resolution at a general meeting attended in person or by proxy by Members who represent two-thirds or more of the total issued, outstanding Shares of the Company or, (ii) if the total number of Shares represented by the Members present at the general meeting is less than two-thirds of the total issued, outstanding Shares of the Company, but more than half of the total issued, outstanding Shares of the Company, a resolution adopted at such general meeting by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution.

"TDCC"	means the Taiwan Depository & Clearing Corporation.
"Treasury Shares"	means a Share held in the name of the Company as a treasury share in accordance with the Statute and the Applicable Public Company Rules.

1.2 In the Articles:

(a) words importing the singular number include the plural number and vice versa;

(b) words importing the masculine gender include the feminine gender;

(c) words importing persons include corporations;

(d) "written" and "in writing" include all modes of representing or reproducing words in visible form, including in the form of an Electronic Record;

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

(f) any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;

(g) headings are inserted for reference only and shall be ignored in construing the Articles; and

(h) Section 8 of the Electronic Transactions Act (as amended) shall not apply.

(i) Applicable Public Company Rules shall not apply until the Company has become a public company pursuant to Applicable Public Company Rules.

2 Commencement of Business

2.1 After incorporation, the Company may operate its business at the time the board of Directors deems fit.

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

3 Issue of Shares

3.1 Subject to the provisions, if any, in the Statute, the Memorandum, the Articles and Applicable Public Company Laws (and to any direction that may be given by the Company in general meeting) and without prejudice to any rights attached to any existing Shares, the board of Directors may allot, issue, grant options over or otherwise dispose of Shares with or without preferred, deferred or other rights or restrictions, whether in regard to Dividend, voting, return of capital or otherwise and to such persons, at such times and

on such other terms as they think proper, and the Company shall have power to redeem, purchase, spin-off or consolidate any or all of such Shares and to issue all or any part of its capital whether priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide, every issue of Shares whether stated to be Ordinary, Preference or otherwise, shall be subject to the powers on the part of the Company hereinbefore provided.

3.2 The Company shall not issue Shares to bearer.

3.3 The Company shall not issue any unpaid Shares or partly paid-up Shares.

4 Register of Members

4.1 The board of Directors shall keep, or cause to be kept, the Register of Members at such place as the board of Directors may from time to time determine and, in the absence of any such determination, the Register of Members shall be kept at the Registered Office.

4.2 If the board of Directors consider it necessary or appropriate, the Company may establish and maintain a branch register or registers of members at such location or locations within or outside the Cayman Islands as the board of Directors think fit. The principal register and the branch register(s) shall together be treated as the Register of Members for the purposes of the Articles.

4.3 For so long as any Shares are listed on the TWSE, title to such listed Shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the TWSE that are or shall be applicable to such listed Shares and the Register of Members maintained by the Company in respect of such listed Shares may be kept by recording the particulars required by section 40 of the Statute in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the TWSE that are or shall be applicable to such listed Shares.

4.4 If the general meeting is convened by the board of Directors and other person entitled to convene a general meeting in accordance with these Articles or any applicable law, the board of Directors and such person may request the Company or the Company's stock affairs agent to provide the Register of Members. Upon the request, the Company shall (and shall order the Company's stock affairs agent to) provide the Register of Members.

5 Closing Register of Members or Fixing Record Date

5.1 For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend, or in order to make a determination of Members for any other purpose, the board of Directors shall determine the period that the Register of Members shall be closed for transfers (the "**Book Closure Period**") and such period shall not be less than the minimum period of time prescribed by the Applicable Public Company Rules.

5.2 Subject to Article 5.1 hereof, in lieu of, or apart from, closing the Register of Members, the board of Directors may fix in advance or arrears a date as the record date for any such determination of Members entitled to notice of, or to vote at any meeting of the Members or any adjournment thereof, or for the purpose of determining the Members entitled to receive payment of any Dividend or in order to make a determination of Members for any other purpose. In the event the board of Directors designates a record date in accordance with this Article 5.2, the board of Directors shall make a public announcement of such record date via the Market Observation Post System in accordance with the Applicable Public Company Rules.

5.3 The rules and procedures governing the implementation of Book Closure Periods of the Register of Members, including notices to Members in regard to Book Closure Periods of the Register of Members, shall be in accordance with policies adopted by the board of Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

6 Share Certificates

6.1 Subject to the provisions of the Statute, the Memorandum and Articles and the Applicable Public Company Rules, the Company shall issue Shares without printing Share Certificates for the Shares issued and the Shares shall be delivered by book-entry transfer, and in accordance with the Applicable Public Company Rules, the issuance, transfer or cancellation of the Shares be handled in accordance with the relevant rules of the central securities depository. A Member shall only be entitled to a Share Certificate if the board of Directors resolves that Share Certificates shall be issued. Share Certificates, if any, shall be in such form as the board of Directors may determine. Share Certificates shall be signed by one or more Directors authorised by the board of Directors. The board of Directors may authorise Share Certificates to be issued with the authorised signature(s) affixed by mechanical process. All Share Certificates shall be consecutively numbered or otherwise identified and shall specify the Shares to which they relate. All Share Certificates surrendered to the Company for transfer shall be cancelled and subject to the Articles. No new Share Certificate shall be issued until the former Share Certificate representing a like number of relevant Shares shall have been surrendered and cancelled.

6.2 In the event that the board of Directors resolve that Share Certificates shall be issued pursuant to Article 6.1 hereof, the Company shall deliver the Share Certificates to the subscribers within thirty days from the date such Share Certificates may be issued pursuant to the Statute, the Memorandum, the Articles and the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such Share Certificates pursuant to the Applicable Public Company Rules.

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

6.4 If a Share Certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and on the payment of such expenses reasonably incurred by the Company in

investigating evidence, as the board of Directors may prescribe, and (in the case of defacement or wearing out) upon delivery of the old Share Certificate.

7 Preferred Shares

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

7.2 Prior to the issuance of any Preferred Shares approved pursuant to Article 7.1 hereof, the Articles shall be amended to set forth the rights and obligations of the Preferred Shares, including but not limited to the following terms, and provided that such rights and obligations of the Preferred Shares shall not contradict the mandatory provisions of Applicable Public Company Rules regarding the rights and obligations of such Preferred Shares, and the same shall apply to any variation of rights of Preferred Shares:

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

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

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

(d) Other matters concerning rights and obligations incidental to Preferred Shares; and

(e) The method by which the Company is authorized or compelled to redeem the Preferred Shares, or relevant regulations that redemption rights shall not apply.

8 Issuance of New Shares

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

8.2 Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increases its capital by issuing new Shares for cash, the Company shall, after reserving Shares for Public Offering (defined below) and Shares for Employees' Subscription (defined below) in accordance with Article 8.3, make a public announcement and notify each Member that he/she/it is entitled to exercise a pre-emptive right to purchase his/her/its pro rata portion of any new Shares issued in the capital increase in cash. A waiver of such pre-emptive right may be approved at the same general meeting where the subject issuance of new Shares is approved by the Members. The Company shall state in such announcement and notices to the Members that if any Member fails to purchase his/her/its pro rata portion of the newly-issued

Shares within the prescribed period, such Member shall be deemed to forfeit his/her/its pre-emptive right to purchase the newly-issued Shares. Subject to Article 6.3, in the event that Shares held by a Member are insufficient for such Member to exercise the pre-emptive right to purchase one newly-issued Share, Shares held by several Members may be calculated together for joint purchase of newly-issued Shares or for purchase of newly-issued Shares in the name of a single Member pursuant to the Applicable Public Company Rules. If the total number of the new Shares to be issued has not been fully subscribed by the Members within the prescribed period, the Company may offer any un-subscribed new Shares to be issued to the public in Taiwan or to specific person or persons according to the Applicable Public Company Rules. If the subscriber fails to pay when due the subscription price in full in respect of the new Shares within the stipulated time, the Company shall call upon such subscriber to make any payment unpaid on the subscription within fix a period of not less than one month, and declare that the right of such subscriber shall be forfeited in case of any default of payment within the said stipulated period.

8.3 Where the Company increases its capital in cash 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, as determined by the board of Directors according to the Applicable Public Company Rules and/or the instruction of the FSC or TWSE, for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned 10% is resolved by a general meeting to be offered, the percentage determined by such resolution shall prevail ("**Shares for Public Offering**"). The Company may reserve up to 15% of the total amount of the new Shares to be issued for the subscription by the employees of the Company and its Subsidiaries ("**Shares for Employees' Subscription**"). The Company may restrain the shares subscribed by the aforementioned employees from being transferred or assigned to others within a specific period of time which shall in no case be longer than two years.

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

8.5 The pre-emptive right of Members provided under Article 8.2 shall not apply in the event that new Shares are issued due to the following reasons or for the following purposes: (a) in connection with a Merger with another company, or the Spin-off of the Company, or pursuant to any reorganization of the Company; (b) in connection with meeting the Company's obligations under Share subscription warrants and/or options, including those referenced in Articles 11.1 to 11.4 ; (c) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire Shares; (d) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire Shares; (e) in connection with a Private Placement;(f) in connection with the issue of Restricted Shares in accordance with Article 8.7; or (g) other matters in accordance with the Applicable Public Company Rules.

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

8.7 Subject to the provision of the Statute, the Company may, with the approval of a Supermajority Resolution in a general meeting, issue new Shares with restricted rights to the employees of the Company and its Subsidiaries ("**Restricted Shares**") and the provision of Article 8.2 shall not apply to any such issue of Restricted Shares. The terms of issue of Restricted Shares, including, but not limited to the number, issue price and other relevant conditions shall comply with the Applicable Public Company Rules.

8.8 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company may, by resolutions of the Members passed at a general meeting attended by Members who represent a majority of the issued, outstanding Shares and approved by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution, conduct Private Placements, and shall comply with the Applicable Public Company Rules to determine, *inte*r alia, the purchaser(s), the types of securities, the determination of the offer price, and the restrictions on transfer of securities of such Private Placement.

9 Transfer of Shares

9.1 Subject to the Statute and the Applicable Public Company Rules, Shares issued by the Company shall be freely transferable.

9.2 Subject to these Articles and the Applicable Public Company Rules, any Member may transfer all or any of his Shares by an instrument of transfer.

9.3 The board of Directors may approve to effect transfers of Shares which are not issued physically through relevant systems (including systems of TDCC) without executing share transfer documents. With respect to non-physically issued shares, the Company shall notify holders of these shares to provide (or have a third party designated by such holders to provide) instruction(s) necessary for transfers of shares through relevant systems according to the requirement, equipment and demand of those systems, provided however, that such instructions shall not violate these Articles, Statute and the Applicable Public Companies Rules.

10 Redemption and Repurchase of Shares

10.1 Subject to the provisions of the Statute, the Memorandum, and the Articles, the Company may purchase its own Shares in the manner and terms to be resolved by the board of Directors from time to time. Notwithstanding the foregoing, for so long as any Shares are listed on the TWSE, the Company may purchase its own shares on such terms as are approved by resolutions of the Directors passed at a meeting of the board of Directors attended by more than two-thirds of members of the board and approved by a majority of the Directors present at such meeting, provided that any such repurchase shall be in accordance

with the Applicable Public Company Rules. In the event that the Company proposes to purchase any Shares listed on the TWSE pursuant to this Article, the approval of the board of Directors and the implementation thereof shall be reported to the Members at the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall apply even if the Company does not implement the repurchase proposal for any reason.

10.2 Subject to the provisions of Cayman Islands law, the Statute, the Memorandum, and the Articles, the Company may issue Shares that are to be redeemed or are liable to be redeemed at the option of the Member or the Company. The redemption of such Shares shall be effected in such manner as the Company may, by Special Resolution, determine before the issue of the Shares. The Company may make a payment in respect of the redemption of its own Shares in any manner (including out of capital). After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.

10.3 The board of Directors may, upon the purchase or redemption of any Share under Articles 10.1 to 10.7, determine that such Share shall be held as Treasury Share ("**Repurchased Treasury Shares**"). For Treasury Shares, no dividends shall be distributed or paid, nor shall any distribution of the Company's assets be made (whether in cash or by other means) (including any assets distribution to the Members when the Company is winding up).

10.4 Subject to the provisions of the Statute, the Memorandum and the Articles, the board of Directors may determine to cancel a Treasury Share or transfer a Treasury Share to the employees on such terms as they think proper (including, without limitation, for nil consideration). After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.

10.5 If the Company repurchases any Shares traded on the TWSE and proposes to transfer the Repurchased Treasury Shares to any employees of the Company or its Subsidiaries at the price below the average repurchase price paid by the Company for Repurchased Treasury Shares (the "**Average Purchase Price**") the Company shall require the approval of a resolution of the Members passed at a general meeting attended by Members who represent a majority of the issued, outstanding Shares and approved by the Members who represent two-thirds or more of the Members present and entitled to vote on such resolution, and shall specify such motion in the meeting notice of that general meeting in accordance with the Applicable Public Company Rules which shall not be brought up as an ad hoc motion:

(a) The transfer price, discount rate, calculation basis and reasonability;

(b) Number of shares transferred, purpose and reasonability;

(c) Qualification of employees' subscription and number of shares employees may subscribe; and

(d) Matters affecting equity of the Members:

(i) Amounts that may become expenditures, and the dilution of earnings per share of the Company;

(ii) Explain the financial burden caused to the Company by transfer of shares to employees at a price lower than the Average Purchase Price.

10.6 The aggregate number of Treasury Shares to be transferred to employees pursuant to Article 10.4 shall not exceed 5 percent of the Company's total issued, allotted and outstanding Shares as at the date of transfer of any Treasury Shares and the aggregate number of Treasury Shares transferred to any individual employee shall not exceed 0.5 percent of the Company's total issued, allotted and outstanding Shares as at the date of transfer of any Treasury Shares to such employee. The Company may impose restrictions on the transfer of such Shares by the employee for a period of no more than two years.

10.7 Notwithstanding anything to the contrary contained in Articles 10.1 to 10.6, and subject to the Statute, the Memorandum and Articles, the Company may, with the approval of an Ordinary Resolution, compulsorily redeem or repurchase Shares, provided that such Shares shall be cancelled upon redemption or repurchase and such redemption or repurchase will be effected pro rata based on the percentage of shareholdings of the Members. Payments in respect of any such redemption or repurchase, if any, may be made either in cash or by distribution of specific assets of the Company, as specified in the Ordinary Resolution approving the redemption or repurchase, provided that (a) the relevant Shares will be cancelled upon such redemption or repurchase and will not be held by the Company as Treasury Shares, and (b) where assets other than cash are distributed to the Members, the type of assets, the value of the assets and the corresponding amount of such substitutive distribution shall be (i) assessed by an R.O.C. certified public account before being submitted to the Members for approval and (ii) agreed to by the Member who will receive such assets. After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.

11 Employee Incentive Programme

11.1 Notwithstanding the provision of Article 8.7 Restricted Shares, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt incentive programmes and may issue Shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries. The rules and procedures governing such incentive programme(s) shall be in accordance with policies established by the board of Directors from time to time in accordance with the Statute, the Memorandum and the Articles. After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.

11.2 Options, warrants or other similar instruments issued in accordance with Article 11.1 above are not transferable save by inheritance.

11.3 The Company may enter into relevant agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 11.1 above, whereby employees may subscribe, within a specific period of time, a specific number of the Shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programme.

11.4 Directors of the Company and its Subsidiaries shall not be eligible for the employee incentive programmes under Article 8.7 or this Article 11.1, provided that directors who are also employees of the Company or its Subsidiaries may participate in an employee incentive programme in their capacity as an employee (and not as a director of the Company or its Subsidiaries).

12 Variation of Rights of Shares

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

12.2 The relevant provisions of the Articles relating to general meetings shall apply to every class meeting of the holders of the same class of the Shares.

12.3 The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* therewith.

13 Transmission of Shares

13.1 If a Member dies, the survivor or survivors where he was a joint holder, or his legal personal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest. The estate of a deceased Member is not thereby released from any liability in respect of any Share which had been jointly held by him.

13.2 Any person becoming entitled to a Share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any way other than by transfer) shall give written notice to the Company and, upon such evidence being produced as may from time to time be required by the board of Directors,

may elect, by a notice in writing sent by him, either to become the holder of such Share or to have some person nominated by him become the holder of such Share.

14 Amendments of Memorandum and Articles of Association and Alteration of Capital

14.1 Subject to the provisions of the Statute, the Articles and the Applicable Public Company Rules , the Company may by Special Resolution:

(a) change its name;

(b) alter or add to these Articles;

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

(d) reduce its share capital and any capital redemption reserve fund; and

(e) increase its authorised share capital or 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, provided that in the event of any change to its authorised share capital, the Company shall make proposal at a general meeting.

14.2 Subject to the provisions of the Statute, the Articles and the Applicable Public Company Rules, the Company shall by a Supermajority Resolution:

(a) sell, transfer or lease of whole business of the Company or other matters which has a material effect on the Members' rights and interests;

(b) discharge or remove any Director;

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

(d) effect any capitalization of distributable Dividends and/or bonuses and/or any other amount prescribed under Article 35 hereof;

(e) effect any Merger (other than a Short-form Merger), Spin-off, or Share Swap provided that any Merger which falls within the definition of "merger and/or consolidation" under the Statute shall also be subject to the requirements of the Statute;

(f) enter into, amend, or terminate any agreement for lease of the Company's whole business, or for entrusted business, or for frequent joint operation with others;

(g) transfer its business or assets, in whole or in any essential part, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; and

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

14.3 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company shall not, without passing a resolution adopted by a majority of not less than two-thirds of the total number of votes represented by the issued shares in the Company:

(a) enter into a Merger, in which the Company is not the surviving company and is proposed to be struck-off and thereby dissolved, which results in a delisting of the Shares on the TWSE, and the surviving or newly incorporated company is a Non TWSE-Listed or TPEx-Listed Company;

(b) make a general transfer of all the business and assets of the Company, which results in a delisting of the Shares on the TWSE, and the assigned company is a Non TWSE-Listed or TPEx-Listed Company;

(c) be acquired by another company as its wholly-owned subsidiary by means of a Share Swap, which results in a delisting of the Shares on the TWSE, and the acquirer is a Non TWSE-Listed or TPEx-Listed Company; or

(d) carry out a Spin-off, which results in a delisting of the Shares on the TWSE, and the surviving or newly incorporated spun-off company is a Non TWSE-Listed or TPEx-Listed Company.

14.4 Subject to the provisions of the Statute, the Articles, and the Applicable Public Company Rules, with regard to the dissolution procedures of the Company, the Company shall pass

(a) a Supermajority Resolution, if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as they fall due; or

(b) a Special Resolution, if the Company resolves that it be wound up voluntarily for reasons other than the reason stated in Article 14.4(a) above.

14.5 When the Company returns share capital according to the Statute, and the Articles, the share capital shall be returned in proportion to the shareholdings of the Members.

14.6 Subject to the provisions of the Statue, the Articles and the Applicable Public Company Rules, if the Company intends to return share capital by assets other than cash, the asset to be returned and the amount to be deducted shall be approved by general meetings and consented by the Member who will receive such asset; provided that the asset to be returned and the amount to be deducted shall be audited by the certified R.O.C. public accountant before they are submitted by the board of Directors for general meeting's resolution. After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.

15 Registered Office

Subject to the provisions of the Statute, the Company may by resolution of the board of Directors change the location of its Registered Office.

16 General Meetings

16.1 All general meetings other than annual general meetings are extraordinary general meetings.

16.2 The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year, and shall specify the meeting as such in the notices calling it. At these meetings, the report of the Directors (if any) shall be presented.

16.3 The Company shall hold an annual general meeting every year.

16.4 The general meetings shall be held at such time and place as the Directors shall appoint provided that unless otherwise provided by the Statute or this Article 16.4, the physical general meetings of the Company shall be held in Taiwan in the event the Company has acquired public company status. For physical general meetings to be held outside Taiwan, after the Company has acquired public company status, the Company shall apply with the TWSE to obtain its approval within two days after the board of Directors resolves to call a general meeting; for any general meetings that are called by the requisitionists in accordance with Article 16.8 to be held outside Taiwan, the convening of such general meetings shall also be filed with the TWSE for TWSE's approval within two days after obtaining the approval on convening such meeting from the competent authority . In addition, where a general meeting is to be held outside Taiwan, the Company shall engage a professional securities agent in Taiwan to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).

16.5 The board of Directors may call general meetings, and they shall on a Member's requisition forthwith proceed to convene an extraordinary general meeting of the Company.

16.6 Member(s) who are entitled to submit a Member's requisition as provided in the preceding Article 16.5 are Member(s) of the Company holding at the date of deposit of the requisition not less than 3% of the total number of the issued, outstanding Shares at the time of requisition and whose Shares shall have been held by such Member(s) for at least one year.

16.7 The requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more requisitionists.

16.8 If the board of Directors do not within fifteen days from the date of the deposit of the requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting in accordance with the Applicable Public Company Rules.

17 Notice of General Meetings

17.1 At least two days' notice to each Member shall be given of any annual general meeting or extraordinary general meeting, or in the event the Company has acquired public company status, at least thirty days' notice to each Member shall be given of any annual general meeting, and at least fifteen days' notice to each Member shall be given of any extraordinary general meeting. 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 and shall be given in the manner hereinafter mentioned, or be given via electronic means if agreed thereon by the Members, or be given in such other manner as may be prescribed by the Company, provided that a general meeting of the Company shall, whether or not the notice specified in this regulation has been given and whether or not the provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed by all the Members (or their proxies) entitled to attend such general meeting.

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

17.3 After the Company has acquired public company status, the Company shall, at least thirty days prior to any annual general meeting or at least fifteen days prior to any extraordinary general meeting (as the case may be), make public announcement of the notice of such general meeting, instrument of proxy, the businesses and their explanatory materials of any sanction, discussion, election or removal of Directors and transform such information into electronic format and transmitted the same to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the voting power in any general meeting will be exercised by way of a written ballot, the written ballot and the aforementioned information of such general meeting shall together be delivered to each Member. The Directors shall prepare a meeting handbook of relevant general meeting and supplemental materials in accordance with the Applicable Public Company Rules at least twenty-one days prior to any general meeting (or at least fifteen days prior to any extraordinary general meeting), send to or make it available for the Members and transmitted the same to the Market Observation Post System. Nevertheless, such transmission shall be made thirty (30) days prior to the date of the annual general meeting, provided that the paid-in capital of the end date of the last financial year reaches NT$10 billion or more, or the sum of the foreign and mainland Chinese shareholdings stated in the shareholder register of its annual general meeting held in the immediately preceding year reaches 30% or more.

17.4 The Company shall prepare a meeting handbook of the relevant general meeting and supplemental materials available for inspection by the Members, which will be placed at the office of the Company and the Company's securities agent, distributed at the meeting venue, and transmitted to the Market Observation Post System within the period required by the Applicable Public Company Rules.

17.5 Matters pertaining to (a) election or discharge of Directors, (b) alteration of the Articles, (c) capital reduction, (d) application for de-registration as a public company in the R.O.C., and (e) (i) dissolution, Merger (other than a Short-form Merger), Share Swap or Spin-off, (ii) entering into, amending, or terminating any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others, (iii) transfer of the whole or any material part of the business or assets of the Company, (iv) acceptance of the transfer of the whole business or assets of another person, which has a material effect on the business operation of the Company, (f) ratification of an action by Director(s) who engage(s) in business for him/herself or on behalf of another person that is within the scope of the Company's business, (g) distribution of the whole or a part of the surplus profit of the Company in the form of new Shares, capitalization of the premium received on the issuance of any shares and income from endowments received by the Company and any other amount in accordance with Article 35, (h) making distributions of cash out of the premium received on the issuance of any shares and income from endowments received by the Company to its Members, and (i) the Private Placement of any equity-type securities issued by the Company, shall be indicated in the notice of general meeting, with a summary of the material content to be discussed, and shall not be brought up as an ad hoc motion. The material content of the above matters may be uploaded onto the Market Observation Post System or the website designated by the R.O.C. securities authority or the Company, and such website should be specified in the notice of general meetings.

17.6 The board of Directors shall keep the Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's registrar (if applicable) and the Company's securities agent located in Taiwan. The Members may request, from time to time, by submitting document(s) evidencing his/her interests involved and indicating the designated scope of the inspection, access to review, transcribe or make copies of the foregoing documents. If the relevant documents are kept by the Company's stock affairs agent, upon the request of any Member, the Company shall procure the Company's stock affairs agent to provide such Member with the requested documents.

17.7 The Company shall make all statements and records prepared by the board of Directors and the report prepared by the audit committee, if any, available at the office of its registrar (if applicable) and its securities agent located in Taiwan in accordance with the Statute and the Applicable Public Company Rules. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such an inspection and review.

17.8 Any one or more Member(s) holding in aggregate more than half of the total number of issued Shares of the Company for at least three consecutive months may convene an extraordinary general meeting. The number of the shares held by a Member and the period during which a Member holds such Shares, shall be calculated and determined based on the Register of Members as of the first day of the Book Closure Period.

17.9 If the board of Directors does not or is unable to convene a general meeting (including the annual general meeting) or it is for the Company's benefit, a supervisor (if any) may convene a general meeting when necessary.

18 Proceedings at General Meetings

18.1 No business shall be transacted at any general meeting unless a quorum is present. Unless otherwise provided in the Statute, the Articles and the Applicable Public Company Rules, Members present in person or by proxy, representing more than one-half of the total issued, outstanding Shares, shall constitute a quorum for any general meeting.

18.2 The board of Directors shall submit business reports, financial statements and proposals for distribution of profits or covering of losses prepared by it for the purposes of annual general meetings of the Company for ratification or approval by the Members as required by the Applicable Public Company Rules. After ratification or approval by the Members as acquired by the Statute, the Article and the Applicable Public Company Rules, and the board of Directors shall distribute or make publicly available on the Market Observation Post System the copies of the ratified financial statements and the Company’s resolutions on the allocation and distribution of profits or covering of loss, to each Member.

18.3 Subject to the Statute, the Articles, and the Applicable Public Company Rules, if a quorum is not present at the time appointed for the general meeting, the chairman may postpone the general meeting to a later time, provided, however, that the maximum number of times a general meeting may be postponed shall be no more than two and the total time postponed shall not exceed one hour. If the general meeting has been postponed for two times, but at the postponed general meeting a quorum is still not present, the chairman shall declare the general meeting is dissolved, and if it is still necessary to convene a general meeting, it shall be reconvened as a new general meeting in accordance with the Articles.

18.4 If a general meeting is called by the board of Directors, the chairman of the board of Directors shall preside as the chair of such general meeting. In the event that the chairman is on a leave of absence, or is unable to exercise his powers and authorities, the vice chairman of the board of Directors shall act in lieu of the chairman. If there is no vice chairman of the board of Directors, or if the vice chairman of the board of Directors is also on leave of absence, or cannot exercise his powers and authorities, the chairman shall designate a Director to chair such general meeting. If the chairman does not designate a proxy or if such chairman’s proxy cannot exercise his powers and authorities, the Directors who are present at the general meeting shall elect one from among themselves to act as the chair at such general meeting in lieu of the chairman. If a general meeting is called by any person(s) other than the board of Directors, the person(s)

who has called the meeting shall preside as the chair of such general meeting; and if there is more than one person who has called a general meeting, such persons shall elect one from among themselves to act as the chair of such general meeting.

18.5 A resolution put to the vote of the meeting shall be decided on a poll. In computing the required majority when a poll is demanded regard should be had to the number of votes to which each Member is entitled by the Articles.

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

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

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

18.9 According to the Applicable Public Company Rules, Member(s) holding 1% or more of the total number of issued, allotted, outstanding Shares immediately prior to the relevant Book Closure Period may propose to the Company a proposal for discussion at an annual general meeting in writing or any electronic means to the extent and in accordance with the rules and procedures of general meetings proposed by the Directors and approved by an Ordinary Resolution. The board of Directors shall include the proposals in the agenda unless (a) the proposing Member(s) holds less than 1% of the total number of outstanding Shares, (b) the matter of such proposal may not be resolved by a general meeting or the proposal exceeds 300 Chinese words, (c) the proposing Member has proposed more than one proposal, or (d) such proposal is submitted on a day outside of the period announced by the Company for accepting the Member's proposals. If the purpose of the proposal is to urge the Company to promote public interests or fulfil it social responsibility, the Directors may accept such proposal to be discussed at a general meeting.

18.10 Unless the Company has acquired public company status in accordance with the Applicable Public Company Rules, a resolution (including a Special Resolution) in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or, being corporations, signed by their duly authorised representatives) shall be as valid and effective as if the resolution had been passed at a general meeting of the Company duly convened and held.

18.11 The general meeting of the Company can be held by means of video conference or other methods promulgated by the competent authorities in the R.O.C. When a general meeting of the Company is held by means of video conference, participation by a person in the meeting by means of video conference is treated as presence in person at that meeting. Regarding the general meeting to held by means of video

conference, the Company shall be subject to Applicable Public Company Rules for the prerequisites, procedures, and other compliance matters.

19 Votes of Members

19.1 Subject to any rights or restrictions attached to any Shares, every Member who is present in person or by proxy shall have one vote for every Share of which he is the holder.

19.2 No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of Shares unless he is registered as a Member on the record date for such meeting nor unless all calls or other monies then payable by him in respect of Shares have been paid.

19.3 Any objection raised to the qualification of any voter by a Member having voting rights shall be referred to the chairman whose decision shall be final and conclusive.

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

19.5 A Member holding more than one Share is required to cast the votes in respect of his Shares in the same way on any resolution; provided that a Member who holds Shares for the benefit of others may, to the extent permissible by the provisions of the Statute, cast the votes of the Shares in different ways in accordance with the Articles and the Applicable Public Company Rules.

19.6 If a general meeting is to be held in Taiwan, the Company shall adopt electronic transmission as one of the methods for exercising the Members' voting power. Where these methods of exercising voting power are to be available at a general meeting, they shall be described in the general meeting notice given to the Members in respect of the relevant general meeting, and the Member voting by written ballot or electronic transmission shall submit such vote to the Company two days prior to the date of the relevant general meeting. In case that there are duplicate submissions, the first received by the Company shall prevail. A Member exercising voting power by way of a written ballot or by way of an electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Public Company Rules. The chairman, acting as proxy of a Member, shall not exercise the voting right of such Member in any way not stipulated in the written or electronic document, nor exercise any voting right in respect of any resolution revised at the meeting or any impromptu proposal at the meeting. A Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc resolution or amendment to the original agenda items to be resolved at the said general meeting. Should the chairman not observe the instructions of a Member in exercising such Member's voting right in respect of any resolution, the Shares held by such

Member shall not be included in the calculation of votes in respect of such resolution but shall nevertheless be included in the calculation of quorum for the meeting.

19.7 A Member who has submitted a vote by written ballot or electronic transmission pursuant to Article 19.6 may, at least two days prior to the date of the relevant general meeting, revoke such vote by written ballot or electronic transmission and such revocation shall constitute a revocation of the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6. If a Member who has submitted a written ballot or electronic transmission pursuant to Article 19.6 does not submit such a revocation before the prescribed time, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6 shall not be revoked and the chairman of the general meeting shall exercise the voting right of such Member in accordance with that proxy.

19.8 If, subsequent to submitting a written ballot or electronic transmission pursuant to Article 19.6, a Member submits a proxy appointing a person of the general meeting as his proxy to attend the relevant general meeting on his behalf, then the subsequent appointment of that person as his proxy shall be deemed to be a revocation of such Member's deemed appointment of the chairman of the general meeting as his proxy pursuant to Article 19.6.

20 Proxies

20.1 An instrument of proxy shall be in writing, and be personally signed or sealed under the hand of the appointor, or, if the appointor is a corporation under the hand of an officer or attorney duly authorised for that purpose. A proxy need not be a Member of the Company.

20.2 In addition to any restrictions provided by the Statute, the Articles and the Applicable Public Company Rules,obtaining an instrument of proxy for attendance of general meetings shall be subject to the following conditions:

(a) the instrument of proxy shall not be obtained in exchange for money or any other interest, provided that this provision shall not apply to souvenirs for a general meeting distributed on behalf of the Company or reasonable fees paid by the Solicitor to any person mandated to handle proxy solicitation matters;

(b) the instrument of proxy shall not be obtained in the name of others; and

(c) an instrument of proxy obtained through solicitation shall not be used as a non-solicited instrument of proxy for attendance of a general meeting.

20.3 Except for the securities agent, a person shall not act as the proxy for more than thirty Members. Any person acting as proxy for three or more Members shall submit to the Company or its securities agent (a) a statement of declaration declaring that the instruments of proxy are not obtained for the purpose of soliciting

on behalf of himself/herself or others; (b) a schedule showing details of such instruments of proxy; and (c) the signed or sealed instruments of proxy, in each case, five days prior to the date of the general meeting.

20.4 The Company may mandate a securities agent to act as the proxy for the Members for any general meeting provided that no resolution in respect of the election of Directors is proposed to be voted upon at such meeting. Matters authorized under the mandate shall be stated in the instructions of the instruments of proxy for the general meeting concerned. A securities agent acting as the proxy shall not accept general authorisation from any Member, and shall, within five days after each general meeting of the Company, prepare a compilation report of general meeting attendance by proxy comprising the details of proxy attendance at the general meeting, the status of exercise of voting rights under the instrument of proxy, a copy of the contract, and other matters as required by the R.O.C. securities competent authorities, and maintain the compilation report available at the offices of the securities agent.

20.5 Except for a Member appointing the chairman of a general meeting as his proxy through written ballot or electronic transmission in the exercise of voting power pursuant to Article 19.6, or for trust enterprises organized under the laws of the R.O.C. or a securities agent approved pursuant to the Applicable Public Company Rules, in the event a person acts as the proxy for two or more Members, the sum of Shares entitled to be voted as represented by such proxy shall be no more than 3% of the total outstanding voting Shares immediately prior to the relevant Book Closure Period; any vote in respect of the portion in excess of such 3% threshold shall not be counted**.** For the avoidance of doubt, the number of the Shares to be represented by a securities agent mandated by the Company in accordance with Article 20.4 shall not be subject to the limit of 3% of the total number of the outstanding voting Shares set forth herein.

20.6 The Shares represented by a person acting as the non-solicited proxy for three or more Members shall not be more than four times of the number of Shares held by such person and shall not exceed 3% of the total number of the outstanding Shares.

20.7 In the event that a Member exercises his/her/its voting power by means of a written ballot or by means of electronic transmission and has also authorized a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any Member who has authorised a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at least two days prior to such general meeting, serve the Company with a separate notice revoking his previous appointment of proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.

20.8 Each Member is only entitled to execute one instrument of proxy to appoint one proxy. The instrument of proxy shall be deposited at the Registered Office or at such other place as is specified for that purpose in the notice convening the general meeting, or in any instrument of proxy sent out by the Company not less than five days before the time for holding the general meeting or adjourned general meeting at which

the person named in the instrument proposes to vote. In case that there are duplicate instruments of proxy received from the same Member by the Company, the first instrument of proxy received by the Company shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous instrument of proxy in the later-received instrument of proxy.

20.9 The instrument of proxy shall be in the form approved by the Company and be expressed to be for a particular general meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Member, proxy and the Solicitor (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.

20.10 At a general meeting, each instrument of proxy for such meeting shall be tallied and verified by the Company's securities agent or any other mandated securities agent prior to the time for holding the general meeting. The following matters should be verified:

(a) whether the instrument of proxy is printed under the authority of the Company;

(b) whether the instrument of proxy is signed or sealed by the appointing Member; and

(c) whether the Solicitor or proxy (as the case may be) is named in the instrument of proxy and whether the name is correct.

20.11 The material contents required to be stated in the instruments of proxy, the meeting handbook or other supplemental materials of such general meeting, the written documents and advertisement of the Solicitor for proxy solicitation, the schedule of the instruments of proxy, the proxy form and other documents printed and published under the authority of the Company shall not contain any false statement or omission.

20.12 Votes given in accordance with the terms of an instrument of proxy shall be valid unless notice in writing was received by the Company at the Registered Office at least two days prior to the commencement of the general meeting, or adjourned general meeting at which it is sought to use the proxy. The notice must set out expressly the reason for the revocation of the proxy, whether due to the incapacity or the lack in authority of the principal at the time issuing the proxy or otherwise.

20.13 A Member who has appointed a proxy shall be entitled to make a request to the Company or its securities agent for examining the way in which his instrument of proxy has been used, within seven days after the relevant general meeting.

20.14 If a general meeting is to be held outside of the R.O.C. after the Company has acquired public company status, the Company shall engage a professional securities agent within the R.O.C. to handle the voting by the Members.

21 Proxy Solicitation

Subject to the provisions of the Statute, matters regarding the solicitation of proxies shall be handled in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies of the R.O.C.

22 Dissenting Member's Appraisal Right

22.1 In the event any of the following resolutions is adopted at a general meeting, any Member who has notified the Company in writing of his objection to such a resolution prior to such meeting and has raised again his/her objection at such meeting, may request the Company to buy back all of his/her Shares at the then prevailing fair price:

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

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

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

22.2 In the event the Company's business is Spun Off, or the Company is involved in any Merger (other than a Short-form Merger), Acquisition or Share Swap with any other company, the Member, who has expressed his objection therefor, in writing or verbally with a record before or during the general meeting and voted against such resolution at the general meeting or forfeited his voting right provided, may request the Company to buy back all of his/her Shares at the then prevailing fair price. In the event of a Short-form Merger where at least 90% of the voting power of the outstanding shares of the Company are held by the other merging company, the Company shall deliver a notice to each Member immediately after the resolution of board of directors approving such Short-form Merger and such notice shall state that any Member who expressed his/her/its objection against the Short-form Merger within the specified period may submit a written objection requesting the Company to buy back all of his/her/its Shares at the then prevailing fair value of such Shares. The number of shares held by the Member who forfeited his voting right shall not be counted toward the number of votes represented by the Members present at a general meeting.

22.3 The request prescribed in the preceding two Articles shall be delivered to the Company in writing, stating therein the types, numbers and purchase price of Shares requested to be repurchased, within twenty days after the date of the relevant resolution. In the event the dissenting Member and the Company have reached an agreement in regard to the purchase price of the Shares held by such dissenting Member (the "**appraisal price**"), the Company shall pay such price within ninety days after the date on which the

resolution was adopted. In the event the dissenting Member and the Company fail to reach any agreement with respect to the appraisal price, the Company shall pay the price to which the Company considers to be fair price, to the dissenting Member within ninety days after the date of the relevant resolution. If the Company fails to pay the price to which the Company considers to be the fair price within ninety days after the date in which the resolution was adopted, the Company shall be deemed to have agreed to the appraisal price requested by the dissenting Member. In the event the Company and the dissenting Member fail to reach the agreement with respect to the appraisal price within sixty days after the resolution date, the Company shall not only pay the above-mentioned fair price to all the dissenting Members but also, within thirty days after such sixty-day period, file a petition to any competent court of the R.O.C. for a ruling on the appraisal price against all the dissenting Members as the opposing party, and such ruling by such R.O.C. court shall be binding and conclusive as between the Company and Member as the opposing party solely with respect to the appraisal price. Notwithstanding the above provisions under this Article 22.3, nothing under this Article shall restrict or prohibit a Member from exercising his right under section 238 of the Statute to payment of the fair value of his shares upon dissenting from a merger or consolidation.

22.4 The payment of appraisal price shall be made at the same time as the delivery of Share Certificates, and transfer of such Shares shall be effective at the time when the transferee's name is entered on the Register of Members.

23 Corporate Members

A Member, who is a corporation, organization or non-natural person entity, may in accordance with its constitutional documents, or in the absence of relevant provision in its constitutional documents by resolution of its board of directors or other governing body, authorise a person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members, and the person so authorised shall be entitled to exercise the same powers on behalf of such corporate Member which he represents as the corporation could exercise if it were an individual Member.

24 Shares that May Not be Voted

24.1 Shares in the Company that are held by such Company (including held through such Company's Subsidiaries) shall not vote, directly or indirectly, at any general meeting and shall not be counted in determining the total number of outstanding Shares at any given time.

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

24.3 If a Director creates or has created security over any Shares held by such Director, such Director shall notify the Company of such security. If at any time the number of the pledged Shares held by a Director exceeds half of the Shares held by such Director at the time of his appointment, then the voting rights attached to the Shares held by such Director at such time shall be reduced, such that the Shares over which security has been created which are in excess of half of the Shares held by such Director at the date of his appointment shall not carry voting rights and shall not be counted in the number of votes casted by the Member at a general meeting.

25 Directors

25.1 There shall be a board of Directors consisting of no less than five (5) persons and no more than nine (9) persons, including Independent Directors, each of whom shall be appointed to a term of office of three (3) years and is eligible for re-election. The Company may from time to time by resolution of the board of Directors increase or reduce the number of Directors subject to the above number limitation provided that the requirements by relevant laws and regulations (including but not limited to any listing requirements) are met. In the event of any vacancy in the board of Directors, the new Director elected at the general meeting shall fill the vacancy for the residual term of office.

25.2 Unless otherwise approved by the competent authorities in the R.O.C., not more than half of the total number of Directors can have a spousal relationship or familial relationship within the second degree of kinship with any other Directors.

25.3 In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 25.2 hereof, the non-qualifying Director(s) who was elected with the fewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided in Article 25.2 hereof. Any person who has already served as Director but is in violation of the aforementioned requirements shall be removed from the position of Director automatically.

25.4 Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least one of the Independent Directors shall be domiciled in the R.O.C. and at least one of the Independent Directors shall have accounting or financial expertise.

25.5 Independent Directors shall have professional knowledge and shall maintain independence in discharging their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be governed by the Applicable Public Company Rules.

25.6 Any Member(s) holding 1% or more of the Company's issued Shares for at least six months may in writing request the Independent Directors of the Audit Committee to bring action against the Directors on behalf

of the Company in a court of competent jurisdiction as the court of first instance. If the Independent Directors fail to bring such action within thirty days after the request by the Member, such Member may bring the action in a court of competent jurisdiction as the court of first instance in the name of the Company.

26 Powers of Directors

26.1 Subject to the provisions of the Statute, the Articles, the Applicable Public Company Rules and to any directions given by Ordinary Resolution, Special Resolution or Supermajority Resolution, the business of the Company shall be managed by the board of Directors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the board of Directors which would have been valid if that alteration had not been made or that direction had not been given. A duly convened meeting of the board of Directors at which a quorum is present may exercise all powers exercisable by the board of Directors.

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

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

26.4 The Company may purchase liability insurance for Directors; the board of Directors shall determine the terms of such insurance by resolution, taking into account the standards of the industry in the R.O.C. and overseas.

26.5 The Directors shall faithfully carry out their duties with care, and may be held liable for the damages suffered by the Company for any violation of such duty. The Company may by Ordinary Resolution of any general meeting demand the Directors to disgorge any profit realised from such violation and regard the profits realised as the profits of the Company as if such violation was made for the benefit of the Company. The Directors shall indemnify the Company for any losses or damages incurred by the Company if such loss or damage is incurred as a result of a Director's breach of laws or regulations in the course of performing his duties. The Directors and the Company shall jointly and severally indemnify the third party for any losses or damages incurred by such third party if such loss or damage is incurred as a result of a Director's breach of laws or regulations in the course of performing his duties. The aforementioned duties of the Directors shall also apply to the managers of the Company.

27 Appointment and Removal of Directors

27.1 The Company may by a majority or, if less than a majority, the most number of votes, at any general meeting elect a Director, which vote shall be calculated in accordance with Article 27.2 below. The Company may by Supermajority Resolution remove any Director. Members present in person or by proxy, representing more than one-half of the total issued, outstanding Shares shall constitute a quorum for any general meeting to elect Director(s).

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

27.3 The Directors (including the Independent Directors) shall adopt a candidate nomination mechanism which is in compliance with Applicable Public Company Rules. The rules and procedures for such candidate nomination shall be in accordance with policies proposed by the board of Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

27.4 If a Member is judicial person, the authorised representative of such Member may be elected as Director. If such Member has more than one authorised representative, each of the authorised representatives of such Member may be elected as Directors respectively.

27.5 Notwithstanding anything to the contrary in Article 27.1 to 27.4, unless the Company has acquired public company status in accordance with Applicable Public Company Rules, the Company may by Ordinary Resolution appoint any person to be a Director or may by Ordinary Resolution remove any Director.

28 Vacation of Office of Director

28.1 Notwithstanding anything in the Articles to the contrary, the Company may from time to time before the expiration of their term of officeelect all Directors in accordance with Article 27.1, 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.

28.2 In the event of any of the following events having occurred in relation to any Director, such Director shall be vacated automatically:

(a) the Director gives notice in writing to the Company to resign the office of Director;

(b) the Director dies, becomes bankrupt or the court has declared a liquidation process in connection with the Director has not been reinstated to his rights and privileges ;

(c) an order is made by any competent court or official on the grounds that the Director is or will be suffering from mental disorder or is otherwise incapable of managing his affairs, or his/her legal capacity is restricted according to the applicable laws;

(d) the Director has committed an offence as specified in the Organized Crime Prevention Act of the ROC and subsequently has been adjudicated guilty by a final judgment, and (i) has not commenced to serve the term of the sentence, or (ii) has commenced to serve term of sentence but not served the full term, or (iii) less than five (5) years have elapsed from the date of completion of the full sentence, the date of expiry of the probation period or the date on which he has been pardoned;

(e) the Director has committed an offence in terms of fraud, breach of trust or misappropriation and subsequently has been punished with imprisonment for a term of more than one year by a final judgment and (i) has not commenced to serve the term of the sentence or (ii) has commenced to serve the term of sentence, but not served the full term, or (iii) less than two (2) years have elapsed from the date of completion of the full sentence, the date of expiry of the probation period or the date on which he has been pardoned;

(f) the Director has been adjudicated guilty by a final judgment for committing offenses under the Anti-Corruption Act of the ROC, and (i) has not commenced to serve the term of the sentence or (ii) has commenced to serve the term of sentence, but not served the full term, or (iii) less than two (2) years have elapsed from the date of completion of the full sentence, the date of expiry of the probation period or the date on which he has been pardoned;

(g) the Director is dishonoured for use of credit instruments, and the term of such sanction has not expired yet;

(h) the Director (other than an Independent Director), during his term of office of three (3) years as a Director, has transferred to any person more than one half of the total number of Shares that he held on the date of commencement of his term of office as a Director (other than an Independent Director);

(i) the Members resolve by a Supermajority Resolution that the Director should be removed as a Director;

(j) the Director has been adjudicated of the commencement of assistantship (as defined under the Civil Code of the ROC) or similar declaration and such assistantship/declaration having not been revoked yet; or

(k) Subject to the provisions of the Statute, and the Articles or the Applicable Public Company Rules, in the event that the Director has, in the course of performing his duties, committed any act resulting in material damage to the Company or in serious violation of applicable laws and/or regulations or the Memorandum and the Articles, but has not been removed by the Company pursuant to a Supermajority Resolution vote, then any Member(s) holding 3% or more of the total number of issued, outstanding Shares shall have the right, within thirty days after that general meeting, to petition any competent court for the removal of such Director, at the Company's expense and such Director shall be removed upon the final judgement by such court. For clarification, if a relevant court has competent jurisdiction to adjudicate all of the foregoing matters in a single or a series of proceedings, then, for the purpose of this paragraph (j), final judgement shall be given by such competent court.

In the event that the foregoing events described in any of clauses (b), (c), (d), (e), (f), (g) or (j) has occurred in relation to a Director elect, such Director elect shall be disqualified from being elected as a Director. If prior to the date of commencement of term of office of a Director (other than an Independent Director), any person elected as a Director at a general meeting (the "relevant general meeting") transfers more than one half of the total number of Shares that he held either at the time of the relevant general meeting or during the Book Closure Period of the relevant general meeting, his appointment as a Director shall become null and void.

29 Proceedings of Directors

29.1 The quorum for the transaction of the business of the board of Directors may be fixed by the board of Directors and unless so fixed shall be over one half of the total number of Directors elected. If the number of Directors is less than five (5) persons due to the vacation of Director(s) for any reason, the Company shall hold an election of Director(s) to fill the vacancies at the next following general meeting. When the number of vacancies in the board of Directors of the Company is equal to one third of the total number of Directors elected, the board of Directors shall hold, within sixty days, a general meeting of Members to elect succeeding Directors to fill the vacancies.

29.2 Unless otherwise provided by the Statute, the Articles, or the Applicable Public Company Rules, if the number of Independent Directors is less than three due to the vacation of Independent Directors for any reason, the Company shall hold an election of Independent Directors to fill the vacancies at the next following general meeting. Unless otherwise permitted by the Applicable Public Company Rules, if all of the Independent Directors are vacated, the board of Directors shall hold, within sixty days, a general meeting to elect succeeding Independent Directors to fill the vacancies.

29.3 Subject to the provisions of the Statute, the Articles and the Applicable Public Company Rules, the Directors may regulate their proceedings as they think fit. Any motions shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote.

29.4 A person may participate in a meeting of the board of Directors or committee of Directors by video conference. Participation by a person in a meeting in this manner is treated as presence in person at that meeting. The time and place for a meeting of the Directors or committee of Directors shall be at the office of the Company and during business hours or at a place and time convenient to the Directors and suitable for holding such meeting.

29.5 A Director may, or other officer of the Company authorized by a Director shall, call a meeting of the board of Directors by at least one day's notice in writing (which may be a notice delivered by facsimile transmission or electronic mail) to every Director which notice shall set forth the general nature of the business to be considered. In the event the Company becomes a public reporting company in accordance with Applicable Public Company Rules, unless otherwise permitted by the Applicable Public Company Rules, the chairman of the board shall call a meeting of the board of Director by at least seven days' notice in writing (which may be a notice delivered by facsimile transmission or electronic mail) to every Director. In the event of an urgent situation, a meeting of the board of Directors may be held at any time after notice has been given in accordance with the Applicable Public Company Rules.

29.6 The continuing Directors may act notwithstanding any vacancy in other Directors' office, but if and so long as the number of continuing Directors is below the minimum number of Directors fixed by or pursuant to the Articles, the continuing Directors or Director may act only for the purpose of summoning a general meeting of the Company, but for no other purpose.

29.7 The board of Directors shall, by a resolution, establish rules governing the procedure of meeting(s) of the board of Directors and report such rules to a meeting of Members, and such rules shall be in accordance with the Articles and the Applicable Public Company Rules.

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

29.9 A Director may be represented at any meetings of the board of Directors by a proxy appointed in writing by him. The proxy shall count towards the quorum and the vote of the proxy shall for all purposes be deemed to be that of the appointing Director.

30 Directors' Interests

30.1 A Director (except for Independent Director) may hold any other office or place of profit under the Company in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the remuneration committee shall present its recommendations to the board of Directors for discussion and approval.

30.2 The Directors may be paid remuneration only in cash. The amount of such remuneration shall be recommended by the remuneration committee and determined by the board of Directors, and take into account the extent and value of the services provided for the management of the Company and the standards of the industry in the R.O.C. and overseas. The Directors shall also be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the board of Directors or committees of Directors, or general meetings of the Company, or separate meetings of the holders of any class of Shares or debentures of the Company, or otherwise in connection with the business of the Company, or to receive salaries in respect of their service as Directors as may be recommended by the compensation committee and determined by the board of Directors, or a combination partly of one such method and partly another, provided that any such determination shall be in accordance with the Applicable Public Company Rules.

30.3 Unless prohibited by the Statute, the Articles or by the Applicable Public Company Rules, a Director may act on behalf of the Company to the extent authorized by the Company. Such Director or his firm shall be entitled to such remuneration for professional services as if he were not a Director.

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

30.5 Notwithstanding anything to the contrary contained in Articles 30.1 to 30.6, a Director who has a personal interest in the matter under discussion at a meeting of the Directors, which may conflict with the interest of the Company, shall disclose to the meeting his or her interest and the material information of such interest, and shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting. Where the spouse, the person related to a Director by blood

and within the second degree, or any company which has a controlling or controlled relation with a Director has interests in the matters under discussion in the meeting of the board of Directors, such Director shall be deemed to have a personal interest in the matter. The terms "controlling" and "controlled" shall be interpreted in accordance with the Applicable Public Company Rules.

30.6 In any Merger, Acquisition, Spin-off, or Share Swap effected by the Company, a Director, who has a personal interest in such Merger, Acquisition, Spin-off, or Share Swap, shall explain to the board of Directors and the general meeting the essential contents of such personal interest and the reason for approving or dissenting the resolution for a Merger, Acquisition, Spin-off, or Share Swap. The Company shall specify the essential contents of the Director's personal interest and the reason for approving or dissenting the resolution for a Merger, Acquisition, Spin-off, or Share Swap in the reasons for convening such general meeting; such contents may be uploaded onto the website designated by the R.O.C. securities authority or the Company, and such website should be specified in the notice of such general meeting.

31 Minutes

The Directors shall cause minutes to be made in books kept for the purpose of all appointments of officers made by the Directors, all proceedings at meetings of the Company or the holders of any class of Shares and of the Directors, and of committees of Directors including the names of the Directors present at each meeting.

32 Delegation of Directors' Powers

32.1 Subject to the Applicable Public Company Rules, the Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him provided that the appointment of a managing director shall be revoked forthwith if he ceases to be a Director. Any such delegation may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Unless otherwise provided by the Statute or the Applicable Public Company Rules, the proceedings of a committee of Directors shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.

32.2 The Directors may establish any committees or appoint any person to be a manager or agent for managing the affairs of the Company and may appoint any person to be a member of such committees. Any such appointment may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Unless otherwise provided by the Statute or the Applicable Public Company Rules, the proceedings of any such committee shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.

32.3 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company on such conditions as the Directors may determine, provided that the delegation is not to the exclusion of their own powers and may be revoked by the Directors at any time.

32.4 The Directors may by power of attorney or otherwise appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or authorised signatory of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney or other appointment may contain such provisions for the protection and convenience of persons dealing with any such attorneys or authorised signatories as the Directors may think fit and may also authorise any such attorney or authorised signatory to delegate all or any of the powers, authorities and discretions vested in him.

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

32.6 Notwithstanding anything to the contrary contained in Articles 32.1 to 32.10, unless otherwise permitted by the Applicable Public Company Rules, the Directors shall establish an audit committee comprised of all of the Independent Directors, one of whom shall be the chairman, and at least one of whom shall have accounting or financial expertise. A resolution of the audit committee shall be passed by one-half or more of all members of such committee. The rules and procedures of the audit committee shall be in accordance with policies proposed by the members of the audit committee and passed by the Directors from time to time, which shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and the instruction of the FSC or TWSE, if any. The Directors shall, by a resolution, adopt a charter for the audit committee in accordance with these Articles and the Applicable Public Company Rules.

32.7 Any of the following matters of the Company shall require the consent of one-half or more of all audit committee members and be submitted to the board of Directors for resolution:

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

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

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

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

(e) A material asset or derivatives transaction;

(f) A material monetary loan, endorsement, or provision of guarantee;

(g) The offering, issuance, or Private Placement of any equity-type securities;

(h) The hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;

(i) The appointment or removal of a financial, accounting, or internal auditing officer;

(j) Annual and semi-annual financial reports;

(k) Any other matters so determined by the Company from time to time or required by any competent authority overseeing the Company; and

(l) Any other matters in accordance with the Applicable Public Companies Rules.

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

32.8 The Directors shall establish a remuneration committee in accordance with the Applicable Public Company Rules. The number of members of the remuneration committee, professional qualifications, restrictions on shareholdings and position that a member of the remuneration committee may concurrently hold, and assessment of independence with respect to the members of the remuneration committee shall comply with the Applicable Public Company Rules. The remuneration committee shall comprise of no less than three members, one of which shall be appointed as chairman of the remuneration committee. The rules and procedures for convening any meeting of the remuneration committee shall comply with policies proposed by the members of the remuneration committee and approved by the Directors from time to time, provided that the rules and procedures approved by the Directors shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and any directions of the FSC or TWSE. The Directors shall, by a resolution, adopt a charter for the remuneration committee in accordance with these Articles and the Applicable Public Company Rules.

32.9 The remuneration referred in the preceding Article shall include the compensation, salary, stock options and other incentive payment to the Directors and managers of the Company. Unless otherwise specified by the Applicable Public Company Rules, the managers of the Company for the purposes of this Article 32.9 shall mean executive officers as defined by the rules and procedures governing the remuneration committee.

32.10 Before any resolution for a proposed Merger, Acquisition, Spin-off, or Share Swap is put forward to the board of Directors for consideration, the audit committee shall review the fairness and reasonableness of the plan and transaction of Merger, Acquisition, Spin-off, or Share Swap, and then report the review results to the board of Directors and the general meeting. If the resolution of Merger, Acquisition, Spin-off, or Share Swap by the general meeting is not required under the Statute, the audit committee of the Company need not report the review result to the Members at a general meeting. When the audit committee reviews the fairness and reasonableness, the audit committee shall seek opinions from an independent expert on the justification of the share exchange ratio or distribution of cash or other assets. The review results of the audit committee and the fairness opinion issued by the independent expert shall be distributed to the Members, along with the notice of the general meeting；provided, however, that the Company may report matters relating to Merger, Acquisition, Spin-off, or Share Swap at the next following general meeting if the approval from the Members is not required under the Statute. Such review results and fairness opinion shall be deemed to have been sent to the Members if they have been uploaded onto the website designated by the FSC and made available to the Members for their inspection and review at the venue of the general meeting.

33 Seal

33.1 The Company may, if the Directors so determine, have a Seal. The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors. The use of Seal shall be in accordance with the use of Seal policy adopted by the Directors from time to time.

33.2 The Company may have for use in any place or places outside the Cayman Islands a duplicate Seal or Seals, each of which shall be a facsimile of the common Seal of the Company and kept under the custody of a person appointed by the Directors, and if the Directors so determine, with the addition on its face of the name of every place where it is to be used.

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

34 Dividends, Distributions and Reserve

34.1 The Company shall set aside no less than 1% of its annual profits (the annual profits specified in this Article refers to the annual income before tax and before bonuses are set aside for employees and Directors) as bonus to employees of the Company and set aside no more than 2% of its annual profits as bonus to Directors, provided however that the Company shall first offset its losses in previous years that have not been previously offset. The distribution of bonus to employees may be made by way of cash or Shares, which may be distributed under an incentive programme approved pursuant to Article 11.1 above. The employees under Article 34.1 may include certain employees of the Subsidiaries who meet the conditions prescribed by the Company. The distribution of bonus to employees and to Directors 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 and shall be reported to the Members at the general meeting. A Director who also serves as an executive officer of the Company and/or its Subsidiaries may receive a bonus in his capacity as a Director and a bonus in his capacity as an employee.

34.2 As the Company is in the growing stage, the dividend distribution may take the form of a cash dividend and/or stock dividends and shall take into consideration the Company's capital expenditures, future expansion plans, and financial structure and funds requirement for sustainable development needs etc. The Company may distribute profits in accordance with a proposal for distribution of profits prepared by the Directors and approved by the Members by an Ordinary Resolution at any general meeting. The Directors shall prepare such proposal as follows: the proposal shall begin with the Company's Annual Net Income after tax and offset its losses in previous years that have not been previously offset and set aside a special capital reserve, if one is required, in accordance with the Applicable Public Company Rules or as requested by the authorities in charge. Except otherwise stipulated by the applicable laws and the Applicable Public Company Rules, the Company may take into consideration the circumstances and development stage of the Company, in response to any future funding requirement and long term financial planning, while satisfying the shareholders expectation in respect of cashflow, propose profit distribution plan in connection with the retained earnings for approval at the meetings of the shareholders; the distribution of retained earnings may proceed by way of cash dividend or by applying such sum in paying up in full unissued Shares for allotment and distribution credited as fully paid-up pro rate to the Members, and the total amount of Dividends shall not be lower than 10% of the profit of the then current year after deducting the aforementioned amounts, and provided the total amount of cash dividend to be distributed shall be no lower than 10% of the aggregate dividend distributed to shareholders and no more than 100% of the aggregate dividend distributed to shareholders.

34.3 Subject to the Statute, the Articles and the Applicable Public Company Rules, the Directors may declare Dividends and distributions on Shares in issue and authorise payment of the Dividends or distributions out of the funds of the Company lawfully available therefor. No Dividend or distribution shall be paid except out of the realised or unrealised profits of the Company, or out of the share premium account or as otherwise permitted by the Statute.

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

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

34.6 The Directors may, after obtaining an Ordinary Resolution, declare that any distribution other than a Dividend be paid wholly or partly by the distribution of specific assets and in particular of shares,

debentures, or securities of any other company or in any one or more of such ways and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the basis of the value so fixed in order to adjust the rights of all Members and may vest any such specific assets in trustees as may seem expedient to the Directors.

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

34.8 No Dividend or distribution shall bear interest against the Company.

34.9 Any Dividend which cannot be paid to a Member and/or which remains unclaimed after six months from the date of declaration of such Dividend may, in the discretion of the Directors, be paid into a separate account in the Company's name, provided that the Company shall not be constituted as a trustee in respect of that account and the Dividend shall remain as a debt due to the Member. Any Dividend which remains unclaimed after a period of six years from the date of declaration of such Dividend shall be forfeited and shall revert to the Company.

35 Capitalisation

Subject to Article 14.2(d), the Directors may capitalise any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum standing to the credit of profit and loss account or otherwise available for distribution and to appropriate such sum to Members in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid. In such event the Directors shall do all acts and things required to give effect to such capitalisation, with full power to the Directors to make such provisions as they think fit such that Shares shall not become distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all of the Members interested into an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

36 Tender Offer

Any public announcement in connection with any tender offer of the Shares shall be in compliance with the Applicable Public Company Rules, including but not limited to "Regulations Governing Public Tender Offers for Securities of Public Companies."

37 Books of Account

37.1 The Directors shall cause proper books of account to be kept with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt or expenditure takes place, all sales and purchases of goods by the Company and the assets and liabilities of the Company. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

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

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

37.4 Subject to the Statute, after the Company becomes a public reporting company, minutes and written records of all meetings of Directors, any committees of Directors, and any general meeting shall be made in the Chinese language with an English translation. In the event of any inconsistency between the Chinese language version and the relevant English translation, the Chinese language version shall prevail, except in the case where a resolution is required to be filed with the Registrar of Companies of Cayman Islands, in which case the English language version shall prevail.

37.5 Unless otherwise provided by the Statute, after the company has acquired public company statute, the instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with the Articles and relevant rules and regulations shall be kept for at least one year. However, if a Member initiates a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information mentioned herein, they shall be kept until the conclusion of the litigation if longer than one year.

38 Notices

38.1 Notices shall be in writing and may be given by the Company to any Member either personally or by sending it by courier, post, cable, telex, or e-mail to him or to his address as shown in the Register of Members (or where the notice is given by e-mail by sending it to the e-mail address provided by such Member). Any notice, if posted from one country to another, is to be sent by airmail.

38.2 Where a notice is sent by courier, service of the notice shall be deemed to be effected by delivery of the notice to a courier company, and shall be deemed to have been received on the third day (not including

Saturdays or Sundays or public holidays) following the day on which the notice was delivered to the courier. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre paying and posting a letter containing the notice, and shall be deemed to have been received on the fifth day (not including Saturdays or Sundays or public holidays) following the day on which the notice was posted. Where a notice is sent by cable, or telex, service of the notice shall be deemed to be effected by properly addressing and sending such notice and shall be deemed to have been received on the same day that it was transmitted. Where a notice is given by e-mail service shall be deemed to be effected by transmitting the e-mail to the e-mail address provided by the intended recipient and shall be deemed to have been received on the same day that it was sent, and it shall not be necessary for the receipt of the e-mail to be acknowledged by the recipient.

38.3 A notice may be given by the Company to the person or persons which the Company has been advised are entitled to a Share or Shares in consequence of the death or bankruptcy of a Member in the same manner as other notices which are required to be given under the Articles and shall be addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description at the address supplied for that purpose by the persons claiming to be so entitled, or at the option of the Company by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

38.4 Notice of every general meeting shall be given in any manner hereinbefore authorised to every person shown as a Member in the Register of Members on the record date for such meeting and every person upon whom the ownership of a Share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member of record where the Member of record but for his death or bankruptcy would be entitled to receive notice of the meeting, and no other person shall be entitled to receive notices of general meetings.

39 Winding Up

39.1 If the Company shall be wound up, and the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the number of the Shares held by them at the commencement of the winding up subject to a deduction from those Shares in respect of which there are monies due, of all monies payable to the Company. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

39.2 If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Statute and in compliance with the Applicable Public

Company Rules, divide amongst the Members in proportion to the number of Shares they hold the whole or any part of the assets of the Company in kind (whether they shall consist of property of the same kind or not) and may for that purpose value any assets and determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any asset upon which there is a liability.

40 Financial Year

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

41 Transfer by way of Continuation

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

42 Litigation and Non-Litigation Agent in the R.O.C.

Subject to the provisions of the Statute, the Company shall, by a resolution of the Directors, appoint or remove a natural person domiciled or resident in the territory of the R.O.C. to be its litigation and non-litigation agent in the R.O.C., pursuant to the Applicable Public Company Rules, and under which the litigation and non-litigation agent shall be the responsible person of the Company in the R.O.C. The Company shall report such appointment and any change thereof to the competent authorities in the R.O.C. pursuant to the Applicable Public Company Rules.

43 Social Responsibility

In the course of conducting its business, the Company shall comply with the Applicable Public Company Rules and business ethics and may take corporate actions to promote public interests in order to fulfill its social responsibilities.

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【附錄三】APPENDIX III

Alchip Technologies, Limited

股東會議事規則

1. 目的

為建立本公司良好股東會治理制度、健全監督功能及強化管理機能，爰訂定本規則，以資遵循。

2. 範圍

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。

3. 職責範圍

3.1 集團辦公室：負責本規則的制訂、修訂。

4. 定義

無

5. 流程

無

6. 作業內容

6.1 股東會召集、通知

6.1.1 本公司股東會除法令或章程另有規定外，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。

6.1.2 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。

6.1.3 本公司應依相關法令和章程規定之時間與方式，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。若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，本公司應於股東常會開會三十日前完成前開電子檔案之傳送。本公司應於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。

6.1.4 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：

(1) 召開實體股東會時，應於股東會現場發放。

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

(3) 召開視訊股東會時，應以電子檔案傳送至視訊會議平台。

6.1.5 通知及公告應載明召集事由、受理股東報到時間、報到處地點，及其他應注意事項；受理股東報到時間至少應於會議開始前三十分鐘辦理之，且報到處應有明確標示，並派適足適任人員辦理之。其通知經相對人同意者，得以電子方式為之。

6.1.6 與(a)選任或解任董事，(b)修改章程，(c)減資，(d)申請停止公開發行，(e)解散，合併或分割，(f)訂立、修改或終止關於出租公司全部營業，或委託經營，或與他人經常共同經營之契約，(g)讓與公司全部或主要部分營業或財產，(h)受讓他人全部營業或財產而對公司營運有重大影響者，(i)許可董事為其自己或他人從事公司營業範圍內事務的行為，(j)以發行新股方式分配公司全部或部分盈餘，法定公積及或其他依本公司章程第 35 條所規定款項之資本化，(k)公司私募發行具股權性質之有價證券，及(l)公司發行低於市價之員工認股權憑證及發行限制員工權利新股等有關的事項，應載明於股東會通知並說明其主要內容，且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，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。

6.1.7 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。另股東所提議案非為股東會所得決議、提案股東於股東名冊停止過戶期間前持股未達已發行股份總數百分之一、或該議案於公告受理期間外提出者，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，應以一項為限，提案超過一項者，均不列入議案。

6.1.8 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。

6.1.9 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。

6.1.10 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。

6.2 委託出席

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

6.2.2 一股東以出具一委託書，並以委託一人為限，應於股東會開會五日前送達本公司註冊處所，或股東會召集通知或公司寄出之委託書上所指定之處所。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。

6.2.3 委託書送達本公司後，股東欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會前二日，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。

6.2.4 委託書送達本公司後，股東欲以視訊方式出席股東會，應於股東會開會二日前，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。

6.3 股東會召開

6.3.1 股東會應於董事會指定之時間及地點召開，惟除法令或章程另有規定外，股東會應於中華民國境內召開。如在中華民國境外召開股東會，相關程序及核准應依中華民國相關主管機關之規定辦理。於中華民國境外召開股東會時，公司應委任中華民國之專業股務代理機構，受理該等股東會行政事務（包括但不限於受理股東委託投票事宜）。股東會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，應充分考慮獨立董事之意見。

6.3.2 本公司召開視訊股東會時，不受前項召開地點之限制。

6.3.3 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。

6.3.4 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。

6.3.5 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。

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

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

6.3.8 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。

6.3.9 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。

6.3.10 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：

(1) 股東參與視訊會議及行使權利方法。

(2) 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：

(i) 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。

(ii) 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。

(iii) 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。

(iv) 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。

(3) 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。

6.3.11 股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人或指定之代理人因故不能行使代理職權者，由其他出席之董事互推一人代理之。主席由董事代理者，以任職六個月以上，並瞭解公司財務業務狀況之董事擔任之；主席如為法人董事之代表人者，亦同。

6.3.12 董事會所召集之股東會，董事長宜親自主持，且宜有董事會過半數之董事、至少一席獨立董事親自出席，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。

6.3.13 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。

6.3.14 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。

6.4 股東會開始

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

6.4.2 已屆開會時間，主席應即宣布開會，並同時公布無表決權數及出席股份數等相關資訊。

6.4.3 除章程另有明文規定外，如果在指定為股東會會議之時間開始時出席股東代表股份數未達法定出席股份數，主席得宣佈延後開會，但其延後次數以二次為上限，且延後時間合計不得超過一小時。如股東會經延後二次開會但出席股東代表股份數仍不足法定出席股份數時，主席應宣佈該股東會流會；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。如仍有召集股東會之必要者，則應依章程規定重行召集一次新的股東會。股東會以視訊會議召開者，股東欲以視訊方式出席者，應向本公司重行登記。

6.5 議案討論

6.5.1 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。

6.5.2 股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。

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

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

6.6 股東發言

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

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

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

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

6.6.5 法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。

6.6.6 出席股東發言後，主席得親自或指定相關人員答覆。

6.6.7 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6.6.1至6.6.5規定。

6.7 表決股數之計算、規避制度

6.7.1 股東會之表決，應以股份為計算基準。

6.7.2 股東會之決議，對無表決權股東之股份數，不算入已發行股份之總數。

6.7.3 股東對於會議之事項，有自身利害關係且其利益可能與公司之利益衝突時，不得加入表決，並不得代理他股東行使其表決權。

6.7.4 前項不得行使表決權之股份數，不算入已出席股東之表決權數。

6.7.5 除根據中華民國法律組織的信託事業，或依公開發行公司法令核准的股務代理機構外，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。

6.8 表決

6.8.1 股東每股有一表決權；但受限制或本公司章程規定無表決權者，不在此限。

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

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

6.8.4 股東以書面或電子方式行使表決權後，如欲親自或以視訊方式出席股東會者，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。

6.8.5 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。

6.8.6 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。

6.8.7 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。

6.8.8 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，當場宣布表決之結果，包含統計之權數，並作成紀錄。

6.8.9 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。

6.8.10 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。

6.8.11 本公司召開視訊輔助股東會時，已依 6.3.8 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。

6.8.12 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。

6.9 選舉事項

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

6.9.2 前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但遇有與股東會召集程序不當或不當通過決議有關之訴訟情事時，應保存至訴訟終結為止。

6.10 會議記錄

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

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

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

6.10.4 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。

6.10.5 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。

6.10.6 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，影音資料並應至少保存一年。但遇有與股東會召集程序不當或不當通過決議有關之訴訟情事時，應保存至訴訟終結為止。

6.10.7 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。

6.10.8 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。

6.11 對外公告

6.11.1 徵求人徵得之股數、受託代理人代理之股數及股東以書面或電子方式出席之股數，本公司應於股東會開會當日，依規定格式編造之統計表，於股東會場內為明確之揭示；股東會以視訊會議召開者，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。

6.11.2 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。

6.11.3 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。

6.11.4 本公司依本規則及相關法令辦理申報公告事宜係俟本公司辦理股票公開發行申報生效之日起始適用之。

6.12 會場秩序之維護

6.12.1 辦理股東會之會務人員應佩帶識別證或臂章。

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

6.12.3 會場備有擴音設備者，股東非以本公司配置之設備發言時，主席得制止之。

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

6.13 休息、續行集會

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

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

6.13.3 股東會得決議在五日內延期或續行集會。

6.13.4 會議散會後，股東不得另推選主席於原址或另覓場所續行會議。

6.14 視訊會議之資訊揭露

6.14.1 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。

6.15　視訊股東會主席及記錄人員之所在地

6.15.1 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。

6.16　斷訊之處理

6.16.1　股東會以視訊會議召開者，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，不適用公司法第一百八十二條之規定。

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

6.16.3　依 6.16.1 規定應延期或續行會議，已登記以視訊參與原股東會並完成報到之股東，未參與延期或續行會議者，其於原股東會出席之股數、已行使之表決權及選舉權，應計入延期或續行會議出席股東之股份總數、表決權數及選舉權數。

6.16.4　依 6.16.1 規定辦理股東會延期或續行集會時，對已完成投票及計票，並宣布表決結果或董事、監察人當選名單之議案，無須重行討論及決議。

6.16.5　本公司召開視訊輔助股東會，發生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 6.16.1 規定延期或續行集會。

6.16.6　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。

6.16.7　本公司依 6.16.1 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。

6.16.8　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 6.16.1 規定延期或續行集會之股東會日期辦理。

6.17　本規則經股東會通過後施行，修正時亦同。本規則訂定後，如遇相關法令變更，本規則應適時配合修正，並應依照法令經董事會及股東會決議通過。

6.18　本規則訂定於西元 2024 年 05 月 30 日。

Alchip Technologies, Limited

Rules of Procedure for Shareholders Meetings

1. Purpose

To establish a strong governance system and sound supervisory capabilities for the Company's shareholders meetings, and to strengthen management capabilities, these Rules are adopted.

2. Scope

rules of procedures for the Company's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

3. Scope of duties

3.1 Corporate office: responsible for the formulation and revision of these rules.

4. Definition

None.

5. Procedure

None.

6. Content

6.1 Convening shareholders meetings and shareholders meeting notices

6.1.1 Unless otherwise provided by law or regulation or articles, the Company's shareholders meetings shall be convened by the board of directors.

When a company holds a shareholders' meeting via video conference, unless otherwise stipulated in the articles of incorporation and decided by the board of directors. Additionally, the video conference shareholders' meeting should be conducted with the attendance of more than two-thirds of the directors and approved by a majority of the attending directors.

6.1.2 Changes to how the Company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.

6.1.3 In accordance with relevant laws and the company's articles of association, the Company shall shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) at least 30 days before the date of a regular shareholders meeting or at least 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS 21 days before the date of the regular shareholders meeting or 15 days before the date of the special shareholders meeting. If, however, the Company has the paid-in capital of NT$10 billion or more as of the last

day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting. In addition, 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.

6.1.4 The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:

(1) For physical shareholders meetings, to be distributed on-site at the meeting.

(2) For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.

(3) For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.

6.1.5 The reasons for convening a shareholders meeting, the time during which attendance registrations for shareholders, the place to register for attendance, and other matters for attention shall be specified in the meeting notice and public announcement. The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. With the consent of the addressee, the meeting notice may be given in electronic form.

6.1.6 Matters pertaining to election or discharge of directors, alteration of the Articles of Incorporation, reduction of capital, application for the approval of ceasing its status as a public company, dissolution, merger, spin-off, Enter into, amend, or terminate any contract for lease of the company’s business in whole, or for entrusted business, or for regular joint operation with others, transfer the whole or any essential part of its business or assets, accept the transfer of another’s whole business or assets, which has great bearing on the business operation of the company, approval of competing with the company by directors, distribute all or part of the company's earnings, legal reserve, and other funds specified under Article 35 of the company's articles of association by issuing new shares, the company’s private placement of equity-type securities, employee stock warrants below market price and restricted employee shares issued by the company, hereof shall be itemized in the causes or subjects to be described and the essential contents shall be explained in the notice to convene a meeting of shareholders, and shall not be brought up as extemporary motions.

Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

6.1.7 A shareholder holding one percent or more of the total number of issued shares may submit to this Corporation a proposal for discussion at a regular shareholders meeting. If the proposal by another shareholder is not a resolution that can be decided by the shareholders' meeting, or if the proposing shareholder holds less than 1% of the total issued shares before the period of suspension of the shareholder register, or if the proposal is submitted outside the announced acceptance period, the board of directors may not include it as an agenda item. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda.

6.1.8 Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

6.1.9 Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

6.1.10 Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda

6.2 Attend by proxy

6.2.1 For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.

6.2.2 A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

6.2.3 After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

6.2.4 If, after a proxy form is delivered to this Corporation, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to this Corporation two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

6.3 Shareholders' meeting convened

6.3.1 The shareholders' meeting shall be convened at the time and venue designated by the board of directors. Unless otherwise stipulated by laws or the articles of association, the shareholders' meeting shall be held within the territory of the Republic of China. If the shareholders' meeting is held outside the Republic of China, the relevant procedures and approvals shall be handled in accordance with the regulations of the relevant competent authorities of the Republic of China. When a shareholders' meeting is held outside the Republic of China, the company shall appoint a professional shareholder services agent in the Republic of China to handle the administrative affairs of the shareholders' meeting (including but not limited to accepting shareholders' proxy voting matters). The start time of the shareholders' meeting shall not be earlier than 9:00 a.m. or later than 3:00 p.m. The venue and time of the meeting shall fully consider the opinions of the independent directors.

6.3.2 The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.

6.3.3 The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

6.3.4 The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.

6.3.5 Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification. The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

6.3.6 The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials.

Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished.

6.3.7 When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

6.3.8 In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.

6.3.9 In the event of a virtual shareholders meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

6.3.10 To convene a virtual shareholders meeting, the Company shall include the follow particulars in the shareholders meeting notice:

(1) How shareholders attend the virtual meeting and exercise their rights.

(2) Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:

(i) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.

(ii) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.

(iii) In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

(iv) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.

(3) To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.

6.3.11 If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave

or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the directors to act as chair, or, if there are no directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair. When a director serves as chair, as referred to in the preceding paragraph, the director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair.

6.3.12 It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors, at least one supervisor in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

6.3.13 If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

6.3.14 The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.

6.4 Shareholders meeting begins

6.4.1 Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

6.4.2 The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.

6.4.3 Unless otherwise expressly provided in the articles of association, if the number of shares represented by shareholders present at the designated start time of the shareholders' meeting is insufficient to meet the statutory quorum, the chairman may announce a postponement of the meeting, but the number of postponements shall be limited to two, and the total postponement time shall not exceed one hour. If, after two postponements, the number of shares represented by shareholders present is still insufficient to meet the statutory quorum, the chairman shall announce that the meeting is adjourned; if the shareholders' meeting is held via video conference, the company shall also announce the adjournment on the video conference platform. If it is still necessary to convene a shareholders' meeting, a new meeting shall be convened in

accordance with the provisions of the articles of association. If the shareholders' meeting is held via video conference, shareholders who wish to attend via video conference must re-register with the company.

6.5 Discussion of proposals

6.5.1 If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

6.5.2 The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

6.5.3 The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

6.5.4 The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

6.6 Shareholder speech

6.6.1 Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

6.6.2 A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

6.6.3 Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

6.6.4 When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

6.6.5 When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

6.6.6 After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

6.6.7 Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 6.6.1 to 6.6.5 do not apply.

6.7 Calculation of voting shares and recusal system

6.7.1 Voting at a shareholders meeting shall be calculated based the number of shares.

6.7.2 With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

6.7.3 When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

6.7.4 The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

6.7.5 Except for trust enterprises organized under the laws of the Republic of China or shareholder services agents approved in accordance with the regulations for public companies, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

6.8 Voting

6.8.1 A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under the articles of incorporation.

6.8.2 When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoids the submission of extraordinary motions and amendments to original proposals.

6.8.3 A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company two days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

6.8.4 After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

6.8.5 Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

6.8.6 When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

6.8.7 Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.

6.8.8 Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

6.8.9 When the Company convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

6.8.10 In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

6.8.11 When the Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6.3.8 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

6.8.12 When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

6.9 Election

6.9.1 The election of directors or supervisors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected, and the names of directors and supervisors not elected and number of votes they received.

6.9.2 The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. However, in the event of litigation related to improper convening procedures of the shareholders' meeting or improper resolutions, the ballots shall be retained until the conclusion of the litigation.

6.10 Meeting minutes

6.10.1 Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

6.10.2 The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

6.10.3 The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of the Company.

6.10.4 Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

6.10.5 When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online

6.10.6 The company shall continuously and uninterruptedly record audio and video from the time shareholders register until the end of the meeting, including the voting and counting processes. The audio and video recordings should be kept for at least one year. However, if there are any lawsuits related to improper procedures for convening the shareholders' meeting or improper resolutions, the recordings should be kept until the lawsuit is concluded.

6.10.7 Where a shareholders meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

6.10.8 The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

6.11 Public disclosure

6.11.1 On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

6.11.2 During the Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

6.11.3 If the resolutions of the shareholders' meeting involve significant information as stipulated by laws or by the Taiwan Stock Exchange Corporation (or Taipei Exchange

Market) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

6.11.4 The company shall handle the reporting and announcement matters in accordance with these rules and relevant laws starting from the effective date of the Company's application for the public issuance of stocks.

6.12 Maintaining order at the meeting place

6.12.1 Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

6.12.2 The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

6.12.3 At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by this Corporation, the chair may prevent the shareholder from so doing.

6.12.4 When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

6.13 Recess and resumption of a shareholders meeting

6.13.1 When a meeting is in progress, the chair may announce a break based on time considerations. In the event of force majeure, the chair may decide to temporarily suspend the meeting and announce the time to resume the meeting as circumstances permit.

6.13.2 If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

6.13.3 A resolution may be adopted at a shareholders meeting to defer or resume the meeting within five days.

6.13.4 After the meeting is adjourned, shareholders may not elect another chair to continue the meeting at the original location or at another venue

6.14 Disclosure of information at virtual meetings

6.14.1 In the event of a virtual shareholders meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

6.15 Location of the chair and secretary of virtual-only shareholders meeting.

6.15.1 When the Company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.

6.16 Handling of disconnection

6.16.1 In the event of a virtual shareholders meeting, before the chair announces the adjournment, a natural disaster, incident, or other force majeure causes an obstruction to the video conference platform or video participation for more than thirty minutes, the meeting shall be postponed or resumed within five days. The provisions of Article 182 of the Company Act do not apply.

6.16.2 For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.

6.16.3 In accordance with Article 6.16.1, if a meeting is postponed or resumed, shareholders who had registered to participate in the original shareholders' meeting via video conference and completed check-in, but did not participate in the postponed or resumed meeting, shall have their number of shares present, voting rights, and election rights exercised at the original shareholders' meeting included in the total number of shares, voting rights, and election rights of the shareholders present at the postponed or resumed meeting.

6.16.4 In accordance with Article 6.16.1, when handling the postponement or resumption of a shareholders' meeting, there is no need to re-discuss or re-resolve proposals for which voting and counting have been completed and the voting results or the list of elected directors and supervisors have been announced.

6.16.5 When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall proceed without postponement or resumption in accordance with Article 6.16.1.

6.16.6 Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of the shareholders meeting.

6.16.7 When postponing or resuming a meeting according Article 6.16.1, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

6.16.8 For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services

of Public Companies, the Company hall handle the matter based on the date of the shareholders meeting that is postponed or resumed in accordance with Article 6.16.1.

6.17 These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner. After the formulation of these rules, in the event of changes to relevant laws, these rules shall be timely amended accordingly and shall be approved by resolutions of the board of directors and the shareholders' meeting in accordance with the law.

6.18 These rules were established on May 30, 2024.

【附錄四】APPENDIX IV

Alchip Technologies, Limited

董事選舉辦法

1、目的

本公司董事之選舉，除法令或章程另有規定者外，依本辦法之規定辦理。

2、範圍

無。

3、職責

3.1 本公司應依照本辦法辦理董事選舉事項。

4、定義

無。

5、流程

無。

6、作業內容

6.1 本公司董事之選舉採單記名累積投票制，每一股份有與應選出董事人數相同之選舉權，得集中選舉一人，或分開選舉數人。

6.2 本公司董事之選舉依照公司法第 192 條之 1 所規定之候選人提名制度程序為之。

6.3 本公司董事之選舉，股東得選擇採行以電子或現場投票方式之一行使其選舉權。

6.4 前項股東以電子投票方式行使選舉權者，應於本公司指定之電子投票平台行使之。

6.5 本公司依章程設獨立董事時，獨立董事與非獨立董事應一併進行選舉，分別計算當選名額。獨立董事之選任，應依相關法令之規定辦理。獨立董事之人數不足相關法令之規定者，應於最近一次股東會補選之；獨立董事均解任時，應自事實發生之日起六十日內，召開股東臨時會補選之。

6.6 本公司董事之選舉應依章程所定之名額，分別計算獨立董事、非獨立董事之選舉權，由所得選舉票代表選舉權數較多者分別依次當選，如有兩人以上所得選舉權數相同而超過規定名額時，由所得選舉權數相同者抽籤決定之，未出席者由主席代為抽籤。

6.7 前項選舉權數，依股東會現場所投之選舉權數加計電子投票之選舉權數計算之。

6.8 前項電子投票表決結果應於股東會前由符合股務處理準則第 44 條之 6 規定之機構，確認股東身分及表決權數並完成統計驗證。

6.9 選舉開始前應由主席指定監票員、計票員若干人，執行各有關任務。選舉用之投票櫃(箱)由本公司製備，並應於投票前由監票員當眾開驗，但監票員應具有股東身分。

6.10 選舉票由董事會製備，選舉人之記名得以在選票上所印出席證號碼代之，並加填其權數。

6.11 被選舉人如為股東身分，選舉人在選舉票「被選舉人」欄需填明被選舉人戶名及股東戶號；如非股東身分者，應填明被選舉人姓名及身分證明文件編號。

6.12 前項被選舉人如為法人股東時，選舉票之被選舉人戶名欄應填列法人名稱；其為法人之代表人時，應同時填列法人之名稱及代表人之姓名；代表人有數人時，應分別填列該法人名稱及代表人姓名。

6.13 選舉票有下列情形之一者無效：

6.13.1 不用董事會製備之選票者。

6.13.2 所填被選舉人數超過應選名額者。

6.13.3 除被選舉人姓名(戶名)、戶號或身分證明文件編號及分配選舉權數外，夾寫其他文字者。

6.13.4 字跡模糊無法辨認或經塗改者。

6.13.5 所填被選舉人如為股東身分者，其戶名、股東戶號與股東名簿不符者；所填被選舉人如非股東身分者，其姓名、身分證明文件編號經核對不符者。

6.13.6 未經選舉人填寫之空白選舉票。

6.13.7 未經投入票櫃(箱)之選舉票。

6.13.8 選舉人所投之選舉權數總和超過其所持有之選舉權數總和者。

6.13.9 所填被選舉人之姓名與其他股東相同而未填股東戶號或身分證明文件編號可資識別者。

6.14 投票完畢後當場開票，其結果由主席宣佈之。

6.15 所填被選舉人之姓名與其他股東相同而未填股東戶號或身分證明文件編號可資識別者。

6.16 本辦法由股東會通過後施行，修改時亦同。本辦法修訂後，如遇相關法令變更，本辦法應適時配合修正，並應依照法令經董事會及股東會決議通過。

Alchip Technologies, Limited

Procedures for the Election of Directors

1 . Object

Unless otherwise provided by laws and regulations or Amended and Restated Memorandum and Articles of Association of the Company (the "M&A"), the election of the Company's directors shall be governed by this Procedure for the Election of Directors (the "Procedure").

2 . Scope

None.

3 . Duty

3.1 The Company shall conduct the election of directors in accordance with this Procedure.

4 . Definition

None.

5 . Process

None.

6 . Description of Procedure

6.1 The Company's election of directors adopts cumulative voting for a single candidate system; 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 the election of one candidate or may be split for multiple candidates.

6.2 Election of directors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.

6.3 Shareholders may choose to exercise their voting rights for the election of the Company's directors either electronically or in person.

6.4 Shareholders who choose to exercise their voting rights electronically in the preceding paragraph, must do so on the electronic voting platform designated by the Company.

6.5 In the event that the Company sets up independent directors according to its M&A, the election for both independent and non-independent directors shall take place jointly and the number of the elected positions shall be calculated separately. The election of independent directors shall be conducted in accordance with the relevant laws and regulations. When the number of independent directors falls below the required legal threshold, such vacancy shall

be filled by an election at the next shareholders' meeting. When the independent directors are dismissed en masse, a special shareholders' meeting shall be convened within 60 days from the date of occurrence to elect the replacements.

6.6 The number of directors will be as specified in the M&A, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of votes will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, the tie shall be resolved by a random lottery draw. If a candidate is absent, the chairman shall perform the lottery on their behalf.

6.7 The number of votes in the election described in the preceding paragraph shall be calculated by adding the votes cast in person at the shareholders' meeting to the electronic votes.

6.8 The preceding electronic voting results must be verified before the shareholders' meeting by an institution that complies with Article 44-6 of the Guidelines for Handling Stock Affairs. The institution will confirm shareholders' identities, shareholders' voting rights, and complete the statistical verification of the preceding electronic voting results.

6.9 Before the election begins, the chairman shall appoint a number of persons to perform the respective duties of vote monitoring personnel and vote counting personnel. The ballot boxes shall be prepared by the Company and publicly checked by the vote monitoring personnel before voting commences, but the vote monitoring personnel must be a shareholder

6.10 The board of directors shall prepare the ballots. The names of the voters may be replaced by the attendance card numbers and filled in with the number of the votes.

6.11 If the candidate is a shareholder, the voter shall explicitly provide the account name and shareholders' account number of such candidate in the "candidate" section on the ballot; if the candidate is not a shareholder, the candidate's name as well, as his/her identity document number, shall be explicitly provided by such voter.

6.12 In the event the above candidate is a corporate shareholder, the name of such corporate shareholder shall be provided in the candidate's name section on the ballot. In the event such candidate is the representative of such corporate shareholder, the name of such corporate shareholder and name of its representatives shall be provided. In the event of the multiple representatives, the names of the corporate shareholder and names of representatives shall be additionally filled in separately.

6.13 A ballot is invalid under any of the following conditions:

6.13.1 Whereas a ballot is not prepared by the board of directors.

6.13.2 Whereas the number of candidates exceeded the number of board seats for election.

6.13.3 Whereas any words are written other than the candidate's name (account name) or account number or identity document number and the number of votes allocated.

6.13.4 Whereas the writing on the ballot is blurred and difficult to identify or has been altered.

6.13.5 If the candidate is a shareholder and their account name and shareholder account number, do not match the shareholder list; if the candidate is not a shareholder, their name and identity document number do not match after verification.

6.13.6 Whereas the ballot is blank.

6.13.7 Whereas voter fails to drop ballot into the ballot box.

6.13.8 Whereas the total number of votes by a voter exceeded the total number of votes in possession.

6.13.9 Whereas the name of the candidate which has been filled in is the same as the other shareholder and the shareholder's account number or identity document number has not been provided in order to distinguish between the two.

6.14 The voting results shall be calculated on-site immediately after the end of the election and the results shall be announced by the chairman accordingly.

6.15 The elected director(s) shall be separately issued with the certificate of election by the board of directors.

6.16 The Procedure shall be implemented after approval by the shareholders' meeting, and the same applies to amendments. The Procedure shall be modified appropriately and approved by the board and the shareholders' meeting pursuant to the laws and regulations if there is any amendment of relevant laws and regulations.

全體董事持股情形
SHAREHOLDINGS OF ALL DIRECTORS

基準日: 民國 114年 3月 31 日

Record Date: March 31, 2025

職 稱 Title	姓 名 Name	選任日期 Date Elected	選任時持有股份(註一) Shareholding when Elected (Note 1)			現在持有股數(註二) Shareholding(Note 2)		
			種類 Type	股數 Shares	佔當時發行% Shares %	種類 Type	股數 Shares	佔當時發行% Shares %
董事長 Chairman	關建英 Kinying Kwan	2022/6/10	普通股 Ordinary Shares	431,000	0.60%	普通股 Ordinary Shares	260,000	0.32%
董事 Director	張國威 Herbert Chang	2022/6/10	普通股 Ordinary Shares	0	0%	普通股 Ordinary Shares	0	0%
董事 Director	沈翔霖 Johnny Shyang-Lin Shen	2022/6/10	普通股 Ordinary Shares	1,441,652	2.02%	普通股 Ordinary Shares	1,721,652	2.13%
董事 Director	王德善 Daniel Wang	2022/6/10	普通股 Ordinary Shares	200,000	0.28%	普通股 Ordinary Shares	100,000	0.12%
獨立董事 Independent Director	洪茂蔚 Mao-Wei Hung	2022/6/10	普通股 Ordinary Shares	0	0%	普通股 Ordinary Shares	0	0%
獨立董事 Independent Director	江善頌 Brian Chiang	2022/6/10	普通股 Ordinary Shares	0	0%	普通股 Ordinary Shares	0	0%
獨立董事 Independent Director	莊彬甫 Binfu Chuang	2022/6/10	普通股 Ordinary Shares	0	0%	普通股 Ordinary Shares	0	0%

註一(Note 1)：111 年 6 月 10 日發行總股份(Total issued shares on June 10, 2022)：71,242,454 股 (shares)

註二(Note 2)：114 年 3 月 31 日發行總股份(Total issued shares on March 31, 2025)：80,855,695 股 (shares)

英屬開曼群島商世芯電子股份有限公司

Alchip Technologies, Limited

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