股票代碼：5546

Yonggu Group Inc.
永固集團股份有限公司

一一五年股東常會

議事手冊

日期：中華民國 115 年 6 月 26 日上午 9 點
地點：台北市松山區復興北路 99 號 15 樓

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永固集團股份有限公司

民國 115 年度股東常會

開會程序

-宣布開會

-主席致詞

-報告事項

-承認事項

-討論事項

-選舉事項

-臨時動議

-散　　會

永固集團股份有限公司

民國 115 年度股東常會

開會議程

時間：中華民國 115 年 6 月 26 日上午 9 點
地點：台北市松山區復興北路 99 號 15 樓

一、報告事項

(一)114 年度營業報告。
(二)114 年度審計委員會審查報告。
(三)114 年度董事酬勞及員工酬勞分派情形報告。

二、承認事項

(一)114 年度營業報告書及財務報表案。
(二)114 年度盈餘分派案。

三、討論事項

(一)修訂本公司章程案。
(二)以資本公積發放現金案。

四、選舉事項

無

五、臨時動議

六、散會

一、報告事項

第一案

案由：114 年度營業報告案，報請 公鑒。

說明：114 年度營業報告書，請參閱本議事手冊第 8~9 頁[附件一]。

第二案

案由：114 年度審計委員會審查報告，報請 公鑒。

說明：114 年度審計委員會查核報告書，請參閱本議事手冊第 10 頁[附件二]。

第三案

案由：114 年度董事酬勞及員工酬勞分派情形報告，報請 公鑒。

說明：本公司 114 年度稅前淨損為新台幣 194,988 千元，依據本公司「公司章程」之規定及薪資報酬委員會建議，將不擬分派董事酬勞及員工酬勞。

二、承認事項

第一案(董事會提)

案由：114 年度營業報告書及財務報表案，提請 承認。

說明：

1.本公司 114 年度財務報告，業經安永聯合會計師事務所林秀青會計師與余倩如會計師查核竣事，出具查核報告在案，連同營業報告書提經本公司董事會決議通過，並經送請審計委員會查核完畢，提請股東常會承認。

2.檢附營業報告書暨上述表冊，請參閱本議事手冊第 8~9 頁之[附件一至附件二]及第 11~19 頁[附件三]。

決議：

第二案(董事會提)

案由：114 年度盈餘分派案，提請 承認。

說明：

1.本公司 114 年度歸屬於母公司稅後淨損為新台幣 175,402,519 元，截至 114 年 12 月 31 日止可供分配盈餘 1,335,643 元。經考量未來營運狀況及營運資金需求，擬不予分配盈餘。

2.本公司114年度盈餘分派表請參請參閱本議事手冊第20頁[附件四]。

決議：

三、討論事項

第一案(董事會提)

案由：修訂本公司章程案，提請 討論。

說明：

依據「有價證券上市審查準則第二十八條之七」規定，需將交易所所指定有關股東權益保護之重要事項增訂於公司之章程，並為配合相關法令修正，爰修訂本公司之章程，公司章程修正前後對照表請參閱本議事手冊第 21~23 頁[附件五]及修正後公司章程第 25~114 頁[附錄一]。

決議：

第二案(董事會提)

案由：以資本公積發放現金案，提請 討論。

說明：

1.本公司擬以資本公積配發現金，擬將超過股票面額發行股票所得溢額之資本公積提撥每股新台幣 1 元，計 82,353,402 元，按配發基準日股東名簿記載之股東其持有股份，配發現金發放至元為止(元以下捨去)，其畸零款合計數計入本公司之其他收入。

2.嗣後如因本公司流通在外股份總數變動，致使股東配息率因此發生變動者，擬授權董事長按配息基準日本公司實際流通在外股數調整分配比率。

3.前項配發現金，提請民國 115 年股東常會通過後，授權董事長另訂定發放現金基準日及發放日暨相關事宜。

決議：

四、選舉事項

無

五、臨時動議

六、散會

參、附　件

【附件一】

營業報告書

一、114 年度營業結果

(一) 本公司 114 度合併營業收入計 1,949,553 仟元，較 113 年度減少 867,083 仟元；營業毛利計 134,039 仟元、較 113 年度減少 261,052 仟元；營業損失計 101,511 仟元，較 113 年度減少 196,118 仟元；114 年度稅前淨損計 194,988 仟元，較 113 年度減少 211,921 仟元；所得稅利益 9,860 仟元，稅後合併淨損為 204,848 仟元，較 113 年度增加 190,176 元；基本每股虧損為 2.13 元。

(二) 研究及發展現況

1. 配合環保趨勢，研發新一代綠色建材，持續取得綠色生產企業的榮譽。
2. 因應建築技術的進步，發展各類透水、抗滲、水下、耐火、輕質等高性質混凝土，並獲得高新科技企業證書。
3. 強化產學合作，與重慶市交通大學共同研發高性能之混凝土。
4. 持續優化配合比，做到技術領先同業、品質優於同業的領導者，並成為重慶高鐵東站、黃角沱大橋、六縱線、重慶軌道交通等各類指標性工程的指定廠商。
5. 與上游產業合作，研發新型原料，並持續研發新型摻和料，提高混凝土之穩定性，同時有效降低成本。

二、115 年度營業計畫概要

(一) 經營方針

1. 提供健康、安全、環保的工廠環境。
2. 持續擴大經營市場。
3. 持續優化混凝土配合比。
4. 配合環保政策，減少工廠碳足跡。
5. 加強產學合作，研發新型高性能混凝土。
6. 加強供應商管理，穩定原料之來源及品質。
7. 完成建設混凝土生產廠-東兆站。

(二) 預期銷售數量及其依據及重要之產銷政策

1. 以品質為核心，提供最穩定的產品。
2. 以客戶為導向，提供最快速的服務。
3. 加強調度控制，提高生產及運輸效率。
4. 持續承接指標性工程，維持公司品牌形象。
5. 達成115年250萬立方公尺的銷售目標。

三、未來公司發展策略、受到外部競爭環境、法規環境及總體經營環境之影響：

隨著中國大陸控制環境污染的力度不斷加大，預拌商品混凝土、砂石、水泥等行業面臨更高規格的環保要求，混凝土攪拌業者做好環保工作已是今後混凝土攪拌業者可持續發展的重要因素，過去同業間充斥的低品質或不法來源材料近年幾乎已從市場消失，在此情況下，混凝土相關產業已開始進行整合，產業環境與上下游產業鏈將變得更加健全，本公司憑藉著高品質、高效率、高環保亦更能突顯競爭優勢。

預拌混凝土廠雖然是城市發展重要的火車頭，但隨著都市發展日趨成熟，預拌混凝土廠面臨著巨大的搬遷壓力，本公司取得位於重慶九龍坡區重慶市東兆長盛新型建材有限公司將成為本公司新一座混凝土生產廠，該地已獲重慶政府選定為西部科學城所在地，達近350平方公里區域將會納入科學城範圍，將可趕上此波基礎建設之商機。未來本公司將逐步進行擴大產能及市場佔有率，同時持續朝向綠色工廠及綠色生產的方向發展。同時本集團亦將尋求新市場的機會，擴大產品之供應範圍，為股東創造更高的利潤。

本公司深耕中國大陸重慶市主城地區混凝土市場逾二十年，已立於產業有利發展地位，且不利行業發展之因素均已排除，未來隨中國大陸重慶市主城地區基礎建設與房地產市場持續開發，營運展望樂觀，業績、營運規模及市占率將同步持續成長。

董事長：簡國釧　總經理：林皇智　會計主管：蔡宗佑

Yonggu Group Inc.

永固集團股份有限公司

審計委員會審查報告書

本公司董事會造送一一四年度營業報告書、合併財務報告及盈餘分派議案等，其中合併財務報告業經安永聯合會計師事務所查核完竣，並出具查核報告。上述營業報告書及合併財務報告議案業經本審計委員會審查完竣，認為尚無不合，爰依證券交易法第十四條之四及公司法第二百一十九條之規定繕具報告如上，敬請　鑒核。

永固集團股份有限公司

審計委員會召集人：陳世英

中　華　民　國　一　一　五　年　五　月　十　三　日

安永聯合會計師事務所

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會計師查核報告

永固集團股份有限公司　公鑒：

查核意見

永固集團股份有限公司及其子公司民國114年12月31日及民國113年12月31日之合併資產負債表，暨民國114年1月1日至12月31日及民國113年1月1日至12月31日之合併綜合損益表、合併權益變動表、合併現金流量表，以及合併財務報告附註(包括重大會計政策彙總)，業經本會計師查核竣事。

依本會計師之意見，上開合併財務報表在所有重大方面係依照證券發行人財務報告編製準則暨經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、國際財務報導解釋及解釋公告編製，足以允當表達永固集團股份有限公司及其子公司民國114年12月31日及民國113年12月31日之合併財務狀況，暨民國114年1月1日至12月31日及民國113年1月1日至12月31日之合併財務績效與合併現金流量。

查核意見之基礎

本會計師係依照會計師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，與永固集團股份有限公司及其子公司保持超然獨立，並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據，以作為表示查核意見之基礎。

關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷，對永固集團股份有限公司及其子公司民國114年度合併財務報表之查核最為重要之事項。該等事項已於查核合併財務報表整體及形成查核意見之過程中予以因應，本會計師並不對該等事項單獨表示意見。

收入認列

永固集團股份有限公司及其子公司於民國114年度合併營業收入新臺幣1,949,553千元，其中合併營業收入之來源主要為預拌混擬土銷售收入，由於混擬土之收入認列係經買方收貨並澆置完成後，視為履約義務已滿足並認列收入。因此，本會計師決定收入認列為關鍵查核事項。

本會計師之查核程序包括但不限於：

1. 評估收入認列會計政策之適當性，並測試管理階層針對收入認列所建立之內部控制之有效性。

2. 針對預拌混擬土銷售收入交易抽選樣本進行細項測試，核對相關憑證，以確認收入認列時點之正確性及交易之真實性。

3. 對於資產負債表日前後一段時間執行截止點測試，抽選收入交易，檢視其相關憑證，以確認收入已適當截止。

本會計師亦考量與合併財務報表附註四及附註六、12中有關收入認列揭露的適當性。

應收款項減損評估

截至民國114年12月31日止，永固集團股份有限公司及其子公司合併應收款項淨額計新臺幣2,949,689千元，應收款項淨額占資產總額63%，對於永固集團股份有限公司及其子公司係屬重大。由於應收款項之備抵損失金額係以存續期間之預期信用損失衡量，並判斷衡量過程相關假設之運用，包含適當之帳齡區間、各帳齡區間損失率及其前瞻資訊之考量，基於衡量預期信用損失涉及判斷、分析及估計，且衡量結果影響應收款項淨額。因此，本會計師決定應收款項減損評估為關鍵查核事項。

本會計師之查核程序包括但不限於：

1. 瞭解並測試管理階層針對顧客信用風險評估所建立之內部控制制度。

2. 評估其應收帳款備抵損失提列政策與程序，包括瞭解管理階層依歷史經驗、現時市場情況及預測未來經濟狀況評估預期損失率之相關資料。

3. 針對準備矩陣進行測試，包括評估各組帳齡區間之決定是否合理，並針對基礎資訊抽核原始憑證檢查其正確性，確認存有顯著不同損失型態之客戶群已適當分組。

4. 參照過往年度歷史損失發生率及考量未來前瞻性，並檢視相關資料以評估其備抵損失提列之合理性。

5. 針對期末應收帳款餘額較大之客戶複核應收款項期後之收款情形，以評估應收款項可回收性。

本會計師亦考量與合併財務報表附註四、五及六中有關預期信用減損損失揭露的適當性。

管理階層與治理單位對合併財務報表之責任

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

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

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

會計師查核合併財務報表之責任

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

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

1. 辨認並評估合併財務報表導因於舞弊或錯誤之重大不實表達風險；對所評估之風險設計及執行適當之因應對策；並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制，故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。

2. 對與查核攸關之內部控制取得必要之瞭解，以設計當時情況下適當之查核程序，惟其目的非對永固集團股份有限公司及其子公司內部控制之有效性表示意見。

3. 評估管理階層所採用會計政策之適當性，及其所作會計估計與相關揭露之合理性。

4. 依據所取得之查核證據，對管理階層採用繼續經營會計基礎之適當性，以及使永固集團股份有限公司及其子公司繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性，作出結論。本會計師若認為該等事件或情況存在重大不確定性，則須於查核報告中提醒合併財務報表使用者注意合併財務報表之相關揭露，或於該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情況可能導致永固集團股份有限公司及其子公司不再具有繼續經營之能力。

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

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

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

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

本會計師從與治理單位溝通之事項中，決定對永固集團股份有限公司及其子公司民國114年度合併財務報表查核之關鍵查核事項。本會計師於查核報告中敘明該等事項，除非法令不允許公開揭露特定事項，或在極罕見情況下，本會計師決定不於查核報告中溝通特定事項，因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

安永聯合會計師事務所
主管機關核准辦理公開發行公司財務報告
查核簽證文號： 金管證審字第1140351528號
金管證審字第1030025503號

林秀青 林秀青

會計師：

余倩如 余倩如

中華民國115年3月27日

永固集團股份有限公司及子公司

合併資產負債表

民國114年12月31日及民國113年12月31日

單位：新臺幣千元

資產			民國114年12月31日		民國113年12月31日	
代碼	會計項目	附註	金額	%	金額	%
	流動資產					
1100	現金及約當現金	四及六	$130,866	3	$148,026	3
1136	按攤銷後成本衡量之金融資產－流動	四及八	51,044	1	52,602	1
1150	應收票據淨額	四、五、六及八	371,759	8	459,543	8
1170	應收帳款淨額	四、五、六及八	1,829,405	39	2,109,356	38
1200	其他應收款		171	-	33,096	1
1220	本期所得稅資產	四	-	-	796	-
130x	存貨	四及六	50,687	1	70,850	1
1410	預付款項		75,342	1	75,454	1
11xx	流動資產合計		2,509,274	53	2,949,723	53
	非流動資產					
1600	不動產、廠房及設備	四、六及八	586,953	12	536,645	10
1755	使用權資產	四、六及八	345,659	7	362,021	7
1760	投資性不動產淨額	四、五、六及八	230,902	5	206,289	4
1780	無形資產	四及六	67,096	1	77,522	1
1840	遞延所得稅資產	四、五及六	136,586	3	163,637	3
1920	存出保證金		49,129	1	61,858	1
1930	長期應收票據及款項	四、五、六及八	748,525	16	1,147,794	21
1995	其他非流動資產－其他	七	23,803	2	24,995	-
15xx	非流動資產合計		2,188,653	47	2,580,761	47
1xxx	資產總計		$4,697,927	100	$5,530,484	100

(請參閱合併財務報表附註)

董事長：簡國釧　　經理人：林皇智　　會計主管：蔡宗佑

永固集團股份有限公司及子公司

合併資產負債表(續)

民國114年12月31日及民國113年12月31日

單位：新臺幣千元

負債及權益			民國114年12月31日		民國113年12月31日	
代碼	會計項目	附註	金額	%	金額	%
	流動負債					
2100	短期借款	四、六、七及八	$772,762	16	$696,956	13
2130	合約負債－流動	四及六	54,990	1	73,165	1
2170	應付帳款		1,112,256	24	1,572,469	28
2200	其他應付款	六	76,099	2	61,731	1
2281	租賃負債－流動	四及六	635	-	2,231	-
2322	一年或一營業週期內到期長期借款	六及七	139,680	3	108,976	2
21xx	流動負債合計		2,156,422	46	2,515,528	45
	非流動負債					
2540	長期借款	四、六、七及八	131,291	3	181,290	3
2570	遞延所得稅負債	四、五及六	112,064	2	152,607	4
2580	租賃負債－非流動	四及六	14,976	-	17,808	-
2620	長期應付票據及款項－關係人	七	314,300	7	269,184	5
2645	存入保證金		72,749	2	115,884	2
2670	其他非流動負債－其他		2,975	-	3,068	-
25xx	非流動負債合計		648,355	14	739,841	14
2xxx	負債總計		2,804,777	60	3,255,369	59
	權益	四及六				
3100	股本					
3110	普通股股本		823,534	18	823,534	15
3200	資本公積		851,950	18	975,480	17
3300	保留盈餘					
3310	法定盈餘公積		106,667	2	105,297	2
3320	特別盈餘公積		100,206	2	100,206	2
3350	未分配盈餘		1,335	-	219,285	4
3400	其他權益		(18,099)	-	(6,594)	-
31xx	歸屬於母公司業主之權益合計		1,865,593	40	2,217,208	40
36xx	非控制權益	六	27,557	-	57,907	1
3xxx	權益總計		1,893,150	40	2,275,115	41
	負債及權益總計		$4,697,927	100	$5,530,484	100

(請參閱合併財務報表附註)

董事長：簡國釧　　經理人：林皇智　　會計主管：蔡宗佑

永固集團股份有限公司及其子公司

合併綜合損益表

民國114年1月1日至12月31日及民國113年1月1日至12月31日

單位：除每股盈餘(虧損)外，新臺幣千元

代碼	會計項目	附註	民國114年度		民國113年度	
			金額	%	金額	%
4000	營業收入	四及六	$1,949,553	100	$2,816,636	100
5000	營業成本	四及六	(1,815,514)	(93)	(2,421,545)	(86)
5900	營業毛利		134,039	7	395,091	14
6000	營業費用	四、六及七				
6100	推銷費用		(30,300)	(2)	(44,117)	(2)
6200	管理費用		(129,867)	(7)	(140,767)	(5)
6300	研究發展費用		(26,547)	(1)	(27,272)	(1)
6450	預期信用減損損失		(48,836)	(3)	(88,328)	(3)
	營業費用合計		(235,550)	(13)	(300,484)	(11)
6900	營業(損失)利益		(101,511)	(6)	94,607	3
7000	營業外收入及支出	四、六及七				
7100	利息收入		475	-	2,165	-
7010	其他收入		8,218	-	18,497	1
7020	其他利益及損失		(50,135)	(3)	(40,294)	(1)
7050	財務成本		(44,544)	(2)	(58,042)	(2)
7055	預期信用減損損失		(7,491)	-	-	-
	營業外收入及支出合計		(93,477)	(5)	(77,674)	(2)
7900	稅前淨(損)利		(194,988)	(10)	16,933	1
7950	所得稅費用	四、五及六	(9,860)	(1)	(31,605)	(1)
8200	本期淨損		(204,848)	(11)	(14,672)	-
8300	其他綜合損益(淨額)	四及六				
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		(12,410)	(1)	96,384	3
	本期其他綜合損益(稅後淨額)		(12,410)	(1)	96,384	3
8500	本期綜合損益總額		$(217,258)	(12)	$81,712	3
8600	淨(損)利歸屬於：					
8610	母公司業主		$(175,403)	(9)	$13,701	-
8620	非控制權益		(29,445)	(2)	(28,373)	(1)
			$(204,848)		$(14,672)	
8700	綜合損益總額歸屬於：					
8710	母公司業主		$(186,908)	(10)	$107,313	4
8720	非控制權益		(30,350)	(2)	(25,601)	(1)
			$(217,258)		$81,712	
	每股(虧損)盈餘(元)	六				
9750	基本每股(虧損)盈餘		$(2.13)		$0.17	
9850	稀釋每股(虧損)盈餘		$(2.13)		$0.17	

(請參閱合併財務報表附註)

董事長：簡國釧　　經理人：林皇智　　會計主管：蔡宗佑

永固集團股份有限公司及子公司

合併權益變動表

民國114年1月1日至12月31日及民國113年1月1日至12月31日

單位：新臺幣千元

項　　目	歸屬於母公司業主之權益							非控制權益	權益總額
			保留盈餘			其他權益			
	股　　本	資本公積	法定盈餘公積	特別盈餘公積	未分配盈餘	國外營運機構財務報表換算之兌換差額	總　　計		
民國113年1月1日餘額	$823,534	$1,140,186	$105,297	$97,195	$208,595	$(100,206)	$2,274,601	$83,508	$2,358,109
112年度盈餘指撥及分配									
特別盈餘公積	-	-	-	3,011	(3,011)	-	-	-	-
民國113年度淨利(損)	-	-	-	-	13,701	-	13,701	(28,373)	(14,672)
民國113年度其他綜合損益	-	-	-	-	-	93,612	93,612	2,772	96,384
本期綜合損益總額	-	-	-	-	13,701	93,612	107,313	(25,601)	81,712
資本公積配發現金	-	(164,706)	-	-	-	-	(164,706)	-	(164,706)
民國113年12月31日餘額	$823,534	$975,480	$105,297	$100,206	$219,285	$(6,594)	$2,217,208	$57,907	$2,275,115
民國114年1月1日餘額	$823,534	$975,480	$105,297	$100,206	$219,285	$(6,594)	$2,217,208	$57,907	$2,275,115
113年度盈餘指撥及分配									
法定盈餘公積	-	-	1,370	-	(1,370)	-	-	-	-
現金股利	-	-	-	-	(41,177)	-	(41,177)	-	(41,177)
民國114年度淨損	-	-	-	-	(175,403)	-	(175,403)	(29,445)	(204,848)
民國114年度其他綜合損益	-	-	-	-	-	(11,505)	(11,505)	(905)	(12,410)
本期綜合損益總額	-	-	-	-	(175,403)	(11,505)	(186,908)	(30,350)	(217,258)
資本公積配發現金	-	(123,530)	-	-	-	-	(123,530)	-	(123,530)
民國114年12月31日餘額	$823,534	$851,950	$106,667	$100,206	$1,335	$(18,099)	$1,865,593	$27,557	$1,893,150

(請參閱合併財務報表附註)

董事長：簡國釧　　經理人：林皇智　　會計主管：蔡宗佑

永固集團股份有限公司及子公司

合併現金流量表

民國114年1月1日至12月31日及民國113年1月1日至12月31日

單位：新臺幣千元

項　　目	民國114年度	民國113年度
營業活動之現金流量		
本期稅前淨(損)利	$(194,988)	$16,933
調整項目：		
收益費損項目：		
折舊費用	56,326	71,859
投資性不動產折舊費用	12,115	11,771
攤銷費用	10,825	10,900
預期信用減損損失數	56,327	88,328
利息費用	44,544	58,042
利息收入	(475)	(2,165)
處分及報廢不動產、廠房及設備(利益)損失	(121)	966
處分投資性不動產利益	-	(2,838)
非金融資產減損損失	38,339	-
租賃修改利益	(160)	-
與營業活動相關之資產/負債變動數：		
應收票據(增加)減少	99,953	57,565
應收帳款(增加)減少	230,736	549,192
其他應收款(增加)減少	23,210	(29,826)
存貨(增加)減少	20,163	(906)
預付款項(增加)減少	112	99,722
長期應收票據及款項(增加)減少	332,590	41,483
合約負債－流動增加(減少)	(18,175)	(42,666)
應付帳款增加(減少)	(460,213)	(584,831)
其他應付款增加(減少)	23,748	(21,414)
其他非流動負債－其他增加(減少)	(93)	1
營運產生之現金流入	274,763	322,116
收取之利息	475	2,165
支付之利息	(59,472)	(62,154)
支付之所得稅	(22,838)	(21,152)
營業活動之淨現金流入	192,928	240,975
投資活動之現金流量：		
取得按攤銷後成本衡量之金融資產	(6,031)	(25,390)
處分按攤銷後成本衡量之金融資產	5,902	-
取得不動產、廠房及設備	(88,438)	(186,897)
處分不動產、廠房及設備	360	1,299
存出保證金增加	(7,152)	(3,341)
存出保證金減少	19,647	4,443
取得無形資產	(487)	(949)
取得投資性不動產	(1,458)	(1,789)
處分投資性不動產	-	27,620
預付設備款減少	-	3,781
投資活動之淨現金流出	(77,657)	(181,223)
籌資活動之現金流量：		
短期借款增加	770,092	928,618
短期借款減少	(710,721)	(665,592)
舉借長期借款	142,674	251,227
償還長期借款	(162,340)	(531,146)
長期應付票據及款項－關係人增加(減少)	55,706	(57,332)
存入保證金增加	150,132	101,732
存入保證金減少	(192,278)	(73,806)
租賃本金償還	(905)	(524)
發放現金股利	(164,707)	(164,706)
籌資活動之淨現金流出	(112,347)	(211,529)
匯率變動對現金及約當現金之影響	(20,084)	94,593
本期現金及約當現金減少數	(17,160)	(57,184)
期初現金及約當現金餘額	148,026	205,210
期末現金及約當現金餘額	$130,866	$148,026

(請參閱合併財務報表附註)

董事長：簡國釧　　經理人：林皇智　　會計主管：蔡宗佑

【附件四】

YONGGU GROUP INC.

永固集團股份有限公司

盈餘分配表

一一四年度

單位：新台幣元

項　目	金　額
期初未分配盈餘	$176,738,162
減：一一四年度淨損	(175,402,519)
可供分配盈餘	1,335,643
分配項目	
減：現金股利(每股 0 元)	0
期末未分配盈餘	$1,335,643

註：現金股利發放至元為止(元以下捨去)，其畸零款合計數計入本公司之其他收入。

董事長：簡國釧　總經理：林皇智　會計主管：蔡宗佑

【附件五】

Yonggu Group Inc.
永固集團股份有限公司
Comparison Table for ARTICLES OF ASSOCIATION
章程修正對照表

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
第 34 條	(1) During the Relevant Period, at least thirty (30) days' notice of an annual general meeting and fifteen (15) days' notice of an extraordinary general meeting shall be given to each Member**, and the Company may make a public announcement of a notice of general meeting to Members holding less than 1,000 Shares instead of delivering the same to each Member**. The period of notice shall be exclusive of the day on which it is served and of the day on which the general meeting is to be held. Such notice shall be in writing, shall specify the place, the day and the time of meeting and the agenda and the proposals to be resolved at the general meeting and shall be given in the manner hereinafter described or be given via electronic communications if previously consented by the Members and permitted by the Law and the Applicable Listing Rules.	(1) During the Relevant Period, at least thirty (30) days' notice of an annual general meeting and fifteen (15) days' notice of an extraordinary general meeting shall be given to each Member. The period of notice shall be exclusive of the day on which it is served and of the day on which the general meeting is to be held. Such notice shall be in writing, shall specify the place, the day and the time of meeting and the agenda and the proposals to be resolved at the general meeting and shall be given in the manner hereinafter described or be given via electronic communications if previously consented by the Members and permitted by the Law and the Applicable Listing Rules.	為配合臺灣證券交易所於2026年2月4日以臺證上二字第1151700475號公告修正「外國發行人註冊地國股東權益保護事項檢查表」(下稱「股東權益保護事項檢查表」)之要求，修訂第34條第1項之規定。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	(1) 於掛牌期間，股東常會之召集，應於三十日前通知各股東；股東臨時會之召集，應於十五日前通知各股東。**對於持股未滿 1,000 股之股東，公司得依據開曼法令及上市（櫃）規範之規定以公告方式通知之。**通知之寄發日及召集日均不計入前述期間。前述通知應以書面為之，並載明開會之地點、日期、時間、議程與召集事由，並依本章程之規定送達，或於取得股東事前同意且不違反開曼法令及上市（櫃）規範之情形下，以電子通訊方式為之。	(1) 於掛牌期間，股東常會之召集，應於三十日前通知各股東；股東臨時會之召集，應於十五日前通知各股東。通知之寄發日及召集日均不計入前述期間。前述通知應以書面為之，並載明開會之地點、日期、時間、議程與召集事由，並依本章程之規定送達，或於取得股東事前同意且不違反開曼法令及上市（櫃）規範之情形下，以電子通訊方式為之。	
第 37 條	During the Relevant Period, the Company shall prepare a manual for each general meeting, and such manual and relevant materials shall be published on the website designated by the Commission, the TPEx or the TWSE (where applicable) **twenty-one (21)** days prior to the scheduled date of the relevant annual general meeting and fifteen (15) days prior to the scheduled date of the relevant extraordinary general meeting pursuant to the Applicable Listing Rules. **However, in the event the Company's total paid-in capital as of the close of the most recent financial year reaches NT$2 billion or more, or when the aggregate number of Shares held by the foreign investors and Mainland Chinese investors reached thirty percent (30%) or more as recorded in the**	During the Relevant Period, the Company shall prepare a manual for each general meeting, and such manual and relevant materials shall be published on the website designated by the Commission, the TPEx or the TWSE (where applicable) **thirty (30)** days prior to the scheduled date of the relevant annual general meeting and fifteen (15) days prior to the scheduled date of the relevant extraordinary general meeting pursuant to the Applicable Listing Rules.	為配合股東權益保護事項檢查表之要求，修訂第 37 條之規定。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	Register at the time of holding of the general meeting in the most recent financial year, the Company shall upload the electronic files of the abovementioned manual and relevant materials thirty (30) days prior to the scheduled date of the relevant annual general meeting. 於掛牌期間，本公司召開股東會應編製股東會議事手冊，並應依上市（櫃）規範之規定，於股東常會開會前**二十一**日或股東臨時會開會前十五日，將議事手冊及其他會議相關資料公告於金管會、櫃買中心或證交所（如適用）指定之網站上。**但本公司於最近會計年度終了當日實收資本額達新台幣 20 億元以上或最近會計年度召開股東常會時股東名簿記載之僑外投資人及大陸地區投資人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。**	於掛牌期間，本公司召開股東會應編製股東會議事手冊，並應依上市（櫃）規範之規定，於股東常會開會前**三十**日或股東臨時會開會前十五日，將議事手冊及其他會議相關資料公告於金管會、櫃買中心或證交所（如適用）指定之網站上。	

*本公司修訂後之組織備忘錄及章程應以英文版本為準；如僅為公司組織備忘錄及章程之勘誤、所援引之英屬開曼群島公司法版本更新、編碼更正而不涉及實質內容變動，或僅為中譯文之文字調整，不予臚列。

肆、附　錄

本中譯文僅供參考之用，
實際內容應以英文版為準

依英屬開曼群島公司法（修訂）所設立

Yonggu Group Inc.
永固集團股份有限公司
修訂組織備忘錄及章程

（中譯文）

（於 2026 年 6 月 26 日經股東會特別決議通過）

依英屬開曼群島公司法（修訂）所設立

Yonggu Group Inc.

永固集團股份有限公司

修訂組織備忘錄

（於 2026 年 6 月 26 日經股東會特別決議通過）

1. 本公司名稱為 **Yonggu Group Inc.**Yonggu Group Inc.（永固集團股份有限公司永固集團股份有限公司）。

2. 本公司註冊辦公處設於 Office of Portcullis TrustNet (Cayman Ltd., The Grand Pavilion Commercial Center, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands 之辦公室，或其他隨時經由董事會決議通過，位於英屬開曼群島作為本公司註冊辦公處之處所。

3. 在符合本備忘錄下列條款之情形下，本公司成立之目的不受限制，且本公司依英屬開曼群島公司法（修訂）第 7 條第 4 項之規定，應有完整權力及授權實行任何未受法令禁止之目的。

4. 在符合本備忘錄下列條款之情形下，不論所為行為是否對本公司有利，本公司具備如同自然人之完全行為能力，而與英屬開曼群島公司法（修訂）第 27 條第 2 項規定之公司利益問題無涉。

5. 本備忘錄未允許本公司在尚未取得英屬開曼群島銀行及信託公司法（修訂）所定許可之情形下，經營銀行或信託公司業務，或於未取得英屬開曼群島保險法（修訂）所定許可之情形下，於英屬開曼群島經營保險業務或保險經理人、代理人、複代理人或經紀人之業務，或於未取得英屬開曼群島公司管理法（修訂）所定許可之情形下，經營公司管理業務。

6. 除為推展於英屬開曼群島境外經營之業務者外，本公司不得在英屬開曼

群島境內與任何個人、商號或公司進行商業交易，但本條規定不妨礙本公司在英屬開曼群島境內成立或締結契約，以及為經營境外業務所需，而在英屬開曼群島境內行使權力。

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

8. 股東僅就其所認購之股份數，負擔繳納股款之義務。

9. 本公司資本總額為新台幣 1,000,000,000 元，分為普通股 100,000,000 股，每股面額新台幣 10 元，本公司得基於英屬開曼群島公司法（修訂）及本章程之規定，贖回或買回任何股份，以及分拆、增加或減少資本額，並得於資本額內發行附有或未附有任何優先權或其他特別權利，或權利劣後、附條件或限制之普通股股份、可贖回股份、增資或減資股份。除發行條件經明確規定者外，不論發行普通股、優先股或其他類型之股份，均應依據前述規定之權限內為之。

10. 本備忘錄未定義之大寫詞彙與本公司章程中使用者具有相同意義，本公司章程規定之用辭解釋章節亦適用於本備忘錄。

依英屬開曼群島公司法（修訂）成立之股份有限公司

Yonggu Group Inc.

永固集團股份有限公司

Yonggu Group Inc.永固集團股份有限公司修訂章程

（於 2026 年 6 月 26 日依股東會特別決議通過）

用辭定義

1. 英屬開曼群島公司法（修訂）第一個附件中 A 表（包括其修訂、補充或修正）記載之規範內容不適用於本公司。

2. (1) 除另有規範者外，本章程之用辭定義如下：

上市（櫃）規範	因股票在中華民國任何股票交易所或證券市場交易或掛牌而應適用之相關法律、條例、規則及準則暨其修訂版本，包括但不限於中華民國證券交易法、公司法、企業併購法、臺灣地區與大陸地區人民關係條例與其他類似法律、由中華民國主管機關依法制定之規章、規則及條例，以及金管會、櫃買中心與證交所頒布之規範（如適用）；
本章程	經股東會特別決議所修改、增補或取代之本公司現行章程；
會計師	本公司所聘任，依據本公司之委任或指示，審查公司帳務、查核及/或簽證公司財務報表或執行其他類似職務之註冊會計師（如有）；
董事會	由本公司全體董事組成之董事會；
資本公積	係指(1)股份溢價帳戶、(2)受領贈與之所得，以及(3)

	其他依上市(櫃)規範或一般公認會計準則認定之資本公積項目；
董事長	依本章程第 69 條之定義；
股份類別	本公司依據本章程所發行不同類別之股份；
金管會	中華民國金融監督管理委員會或中華民國證券交易法之其他主管機關；
本公司	Yonggu Group Inc. 永固集團股份有限公司；
新設合併	在開曼法令及上市(櫃)規範定義下，由兩個以上參與合併之公司將其營業、財產及責任移轉並整併於其共同設立之新公司；
董事	本公司組成董事會之董事或獨立董事（如有）；
折價轉讓	依本章程第 23 條第 4 項之定義；
電子	其定義應依據英屬開曼群島電子交易法(修訂)暨其修訂或重新制定之法規，包括該法所援引或取代之其他法律；
興櫃市場	櫃買中心在中華民國建置之興櫃股票市場；
員工	本公司及/或任一從屬公司之員工，其範圍由董事會決定之；
財務報告	依本章程第 104 條之定義；
獨立董事	為符合本章程目的以及上市（櫃）規範之要求，經股東會選任並指派為獨立董事之董事；
法人	依據開曼法令及上市（櫃）規範，得作為法律主體之商號、公司或其他組織；
開曼法令	現行有效且適用於本公司之英屬開曼群島公司法(修訂)暨其修訂或其他變更，與其他適用或影響於本公司、組織備忘錄及/或本章程法律、命令、法令或其他在英屬開曼群島具有法效性之文書（暨其修訂）；

	當本章程援引開曼法令之任何條文時，應為法律所修訂之現行條文；
股東	股東名簿上依法登記之股份持有人，包括登記為共同持有人者；
組織備忘錄	本公司現行有效之組織備忘錄；
吸收合併	在開曼法令及上市（櫃）規範定義下，由二個以上參與合併之公司將其營業、財產及責任移轉於其中一存續公司；
月	日曆月；
新台幣	新台幣；
普通決議	指下列決議： (a)於依本章程召集之股東會，由股東親自出席，如為法人股東則由其合法授權代表出席，或以委託書方式出席之股東表決權過半數通過者； (b)於非掛牌期間，由當時有權出席股東會並行使表決權之股東（如為法人股東則為其合法授權代表）全體以書面（乙份或數份副本）經簽認通過者；或 (c)當本公司僅有一名股東時，由該股東以書面經簽認通過者；該決議有效日應以簽認之日為準；
人	包括自然人、商號、公司、合資企業、合夥、法人、協會或其他組織（不論是否具有獨立之法人格）；
特別股	依本章程第 4 條之定義；
私募	依據上市（櫃）規範對特定人招募本公司股份、債券或其他經金管會核定之有價證券之行為；
股東名簿	依據開曼法令在英屬開曼群島境內或境外所備置之本公司股東名簿；
註冊辦公處	本公司依據開曼法令註冊登記之辦公處；

掛牌期間	自本公司有價證券於首次公開發行或興櫃市場、櫃買中心、證交所或其他臺灣股票交易所或證券市場交易或掛牌日之前一日起算之掛牌交易期間(該有價證券因任何理由被暫停交易之期間，為本定義之目的，仍應算入)；
中華民國或臺灣	包括中華民國之領土、屬地及其司法管轄權所及之地區；
中華民國法院	臺灣臺北地方法院或其他在中華民國境內有管轄權之法院；
公司印鑑	本公司一般印鑑；
公司秘書	經董事會委任執行本公司秘書職責之人，包括任何助理秘書、代理秘書、執行祕書或臨時秘書；
股份	由本公司資本分成之股份，包括任何或所有類別之股份；為杜疑義，本章程所稱股份應包括畸零股；
股份溢價帳戶	依本章程及開曼法令設置之本公司股份溢價帳戶；
股務代理機構	經中華民國主管機關許可，在中華民國境內設有辦公室，依據上市（櫃）規範及中華民國公開發行股票公司股務處理準則（暨其修訂），為本公司提供股東服務之代理機構；
經簽認	經簽名或以機械方式固著而表現其簽名，或由有意在電子通訊上簽章之人所為附於或邏輯關聯於該電子通訊之電子符號或程式；
特別盈餘公積	依本章程第 95 條之定義；
特別決議	指本公司依據開曼法令通過之下列特別決議： (a)於依本章程召集之股東會，由股東親自出席，如為法人股東則由其合法授權代表出席，或以委託書方式出席之股東表決權三分之二以上通過，且記載擬以特別決議通過有關議案事項之召集通知已合

	法送達者； (b)於非掛牌期間，由當時有權出席股東會並行使表決權之股東（如為法人股東則為其合法授權代表）全體以書面（乙份或數份副本）經簽認通過者；或 (c)當本公司僅有一名股東時，由該股東以書面經簽認通過者；該決議有效日應以簽認之日為準。 本章程規定應以普通決議通過之事項而以特別決議為之者，亦為有效；
分割	讓與公司將其全部或一部獨立營運之業務讓與一既存公司或新設公司，而受讓之既存或新設公司交付股份、現金或其他財產予讓與公司或其股東作為對價之行為；
法定盈餘公積	依據上市（櫃）規範自本公司當年度稅後淨利，加計當年度稅後淨利以外項目計入當年度未分配盈餘之數額提撥百分之十之盈餘公積；
從屬公司	指(a)公司已發行有表決權之股份總數或資本總額過半數為本公司所持有之該公司；(b)其人事、財務或業務經營受本公司直接或間接控制之公司；(c)其董事與本公司之董事有半數以上相同之公司；或(d)公司已發行有表決權之股份總數或資本總額與本公司已發行有表決權之股份總數有半數以上為相同之股東持有或出資之該公司；
集保結算所	臺灣集中保管結算所股份有限公司；
櫃買中心	財團法人中華民國證券櫃檯買賣中心；
庫藏股	依開曼法令經本公司買回而未予銷除且繼續持有之本公司股份；以及
證交所	臺灣證券交易所股份有限公司。

(2) 除另有規定者外，業經開曼法令定義並使用於本章程之用辭，應依開曼法令定義之。

(3) 本章程中，除另有規定者外：

(a) 單數用語應包含複數用語，反之亦然；

(b) 男性用語應包含女性及中性用語；

(c) 本章程所定之通知，除另有規定外，應以書面為之；本章程所稱「書面」，應包括印刷、平版印刷、攝相片及其他得以永久可見形式表現或複製文字之方式；以及

(d) 「得」應解釋為任意規定；「應」應解釋為強制規定。

(4) 本章程使用之標題僅為便宜之目的，不應影響本章程之解釋。

股份

3. 除本章程另有規定或股東會另有決議外，對於所有本公司尚未發行之股份，董事會得：

(a) 依其認為適當之方式、時間、權利或限制，提供、發行及分配該等股份予他人認購；但除依據開曼法令及於掛牌期間依上市（櫃）規範所為者外，本公司股份不得折價發行；且

(b) 依據開曼法令及於掛牌期間依上市（櫃）規範，授與股份選擇權、發行認股權憑證或類似憑證；且為前述目的，董事會得保留適當數量之未發行股份。

4. 在不違反本章程第 5 條規定且於本公司授權資本額之範圍內，本公司得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，發行不同股份類別之股份（下稱「**特別股**」），其權利得優先或劣後於本公司所發行之普通股。

5. (1) 本公司發行特別股時，下列事項應明定於本章程：

(a) 授權發行及已發行之特別股總數；

(b) 特別股分派股息、紅利或其他利益之順序、定額或定率；

(c) 特別股分派公司賸餘財產之順序、定額或定率；

(d) 特別股股東行使表決權之順序或限制（包括無表決權等）；

(e) 與特別股權利及義務有關之其他事項；及

(f) 本公司被授權或強制贖回特別股時，其贖回之方法，或表示公司無強制贖回該特別股權利之聲明。

(2) 除開曼法令另有規定外，組織備忘錄及本章程所規範特別股之權利、利益及限制，以及得發行之股數，應以特別決議修訂之。

6. 於掛牌期間，在授權資本額之範圍內，且符合本章程規定之情形下，本公司發行新的普通股，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。

7. (1) 本公司發行股份時得不印製股票，惟股東名簿之記載應為任何人對於股份權利之絕對證據。在掛牌期間，本公司發行股份時，應依照開曼法令規定及上市（櫃）規範，在收訖認股人繳納股款之情形下，於董事會決議發行股份之日起三十日內，自行或促使股務代理機構將股份以通知集保結算所登記之方式交付予認股人。本公司並應於股份交付前依上市（櫃）規範公告之。

(2) 本公司於每次發行股份總數募足時，應即向各認股人催繳股款，以超過票面金額發行股票時，其溢額應與股款同時繳納。認股人延欠上開應繳之股款，經本公司定一個月以上之期限催告照繳，並聲明逾期不繳失其權利者，若認股人仍不照繳，即失其權利，其所認股份另行募集，且本公司如受有損害時，仍得向該認股人請求賠償。

(3) 本公司不得發行無記名之股份。

(4) 本公司不得發行任何未繳納股款或僅繳納部分股款之股份。為避免疑義，未依本條第 2 項之規定繳納股款之認股人，在未繳足其所認購股份之股款以前，不具有股東之身分，且唯有在認股人就其所認購之股份繳足股款後，其姓名始得被登記於股東名簿。

(5) 本公司不得發行無面額股份，或將票面金額股份轉換為無面額股份。

8. 於掛牌期間：

(a) 發行新股時，董事會得依照開曼法令及上市（櫃）規範保留發行

新股總數不超過百分之十五之股份由員工優先承購。

(b) 以現金增資發行新股時，董事會依前款保留股份予員工優先承購後，除(i)金管會、櫃買中心及（或）證交所（如適用）認為無須或不適宜對外公開發行，或(ii)上市（櫃）規範另有規定者外，本公司應提撥發行新股總額百分之十（或依股東會普通決議決定之較高比例），在中華民國境內對外公開發行。

9. 於掛牌期間，除股東會依普通決議另有決定外，本公司現金增資發行新股時，於依前條規定保留予員工優先承購及在中華民國境內對外公開發行之股份後，應公告並分別通知原股東，得按原有股份比例儘先分認剩餘股份，並聲明未於指定期間內認購者喪失其權利。但：

(a) 原股東持有股份按比例不足分認一新股者，得合併共同認購或歸併一人認購之；

(b) 原股東新股認購權利，得與原有股份分離而獨立讓與；且

(c) 原股東未認購之新股，得公開發行或洽由特定人認購。

10. (1) 第 8 條第 a 款與第 9 條規定於本公司因下列事由發行新股者，不適用之：

(a) 除本章程另有規定外，與因合併他公司、分割或重整有關者；

(b) 與履行員工認股權憑證或選擇權之義務有關者；

(c) 與分派員工酬勞有關者；

(d) 與履行可轉換公司債或附認股權公司債之義務有關者；

(e) 與履行認股權憑證或附認股權特別股之義務有關者； 或

(f) 依本章程進行公積轉增資而發行新股予原股東者。

(2) 第 8 條與第 9 條規定於本公司有下列情形之一者，不適用之：

(a) 存續公司為合併而發行新股，或本公司為子公司與他公司之合併而發行新股者；

(b) 為利進行併購之意願，發行新股全數用於被收購者；

(c) 發行新股全數用於收購他公司已發行之股份、營業或財產者；

(d) 因進行股份轉換而發行新股者；

(e) 因受讓分割而發行新股者；

(f) 因本章程第 13 條規定之私募而發行新股者；或

(g) 與開曼法令及（或）上市（櫃）規範所定之其他禁止、限制或除外情事有關者。

(3) 本公司因前項所列事由而發行之新股，得以現金或公司事業所需之財產為出資。

11. 於掛牌期間，除上市（櫃）規範另有規定者外，本公司得經董事會以三分之二以上董事之出席及出席董事過半數同意之決議，與員工簽訂認股權契約，約定於一定期間內，員工得依約定價格認購特定數量之股份。訂約後由公司發給員工認股權憑證。員工認股權憑證，除因繼承者外，不得轉讓。

12. 於掛牌期間，本公司發行限制員工權利新股予本公司及/或從屬公司之員工，應有代表已發行股份總數三分之二以上股東出席之股東會，以出席股東表決權過半數之同意行之，如出席股東之股份總數不足上述定額者，得以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行之，不適用本章程第 8 條及第 9 條之規定。關於前述發行限制員工權利新股，其發行數量、發行價格、發行條件、限制及其他事項應遵守上市（櫃）規範及開曼法令之規定。

13. (1) 於掛牌期間，在符合上市（櫃）規範之情況下，本公司得依股東會之特別決議，於中華民國境內對下列之人進行有價證券之私募：

(a) 銀行業、票券業、信託業、保險業、證券業或其他經金管會核准之法人或機構；

(b) 符合金管會所定條件之自然人、法人或基金；或

(c) 本公司或關係企業之董事、監察人及經理人。

(2) 依據前項規定，本公司普通公司債之私募，得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，於董事會決議之日起一年內分次辦理。

14. 本公司得經股東會特別決議，依開曼法令及上市（櫃）規範所定之程序及條件減少資本。

15. 於掛牌期間，本公司股份或其他具有股權性質之有價證券（包括但不限於認股權憑證、選擇權或公司債）之發行、轉換或銷除，以及轉增資、股務等，應遵守開曼法令、上市（櫃）規範及公開發行股票公司股務處理準則（暨其修訂）之規定。

權利變更

16. 本公司資本分為不同股份類別時，包括有特別股發行之情形，任一股份類別所附特別權利之變更或廢止，除應符合第 46 條並經股東會特別決議通過外，應經該股份類別股東會之特別決議通過之。各股份類別股東會之召集與延期，應準用本章程關於股東會程序之規定。

17. 除該股份類別之股份發行辦法另有規定者外，任何類別股份附具之優先權或其他權利，均不因本公司其後創設、分配或發行同等或劣後於該等股份之股份，或本公司贖回或買回任何股份類別之股份，而受重大不利之變更或廢止。

股東名簿

18. 董事會應依開曼法令於英屬開曼群島境內或境外之適當處所備置股東名簿。於掛牌期間，股東名簿應具備開曼法令及上市（櫃）規範所定應記載事項，並應備置於中華民國境內之股務代理機構。董事會或其他召集權人召集股東會者，得請求本公司或本公司之股務代理機構提供股東名簿。

19. 不論本章程其他條款之規定，在不違反開曼法令之情形下，於掛牌期間，股東相關資訊應由集保結算所紀錄之，且本公司股東之認定，應以集保結算所提供予本公司之紀錄為依據。本公司於收到該等紀錄之日時，該等紀錄應構成本公司股東名簿之一部。

股份之贖回及買回

20. (1) 依據開曼法令及本章程之規定，本公司得於股份發行前，以股東會特別決議決定該等股份得基於本公司或持有人之選擇，按特定期間及方式贖回該股份。

(2) 本公司發行之特別股，得依開曼法令贖回之，但開曼法令及上市(櫃)規範下特別股股東依本章程取得之權利應不受影響。

21. (1) 在不違反開曼法令、上市（櫃）規範及本章程規定之情形下，本公司得經三分之二以上董事出席之董事會及出席董事過半數之同意，買回自己股份。

(2) 於掛牌期間:

(a) 本公司買回股份之數量比例，不得超過買回時本公司已發行股份總數百分之十，且收買股份之總金額，不得逾保留盈餘加計發行股份溢價及已實現之資本公積之金額。

(b) 董事會買回股份之決議及執行情形（包括因故未能依據前述董事會決議買回者（如有)），應於最近一次之股東會向股東報告。

22. (1) 本公司買回、贖回或取得（因股份拋棄或其他情形）之股份，應依董事會認為適當之期間、方式及條件立即辦理註銷或以庫藏股持有之。

(2) 於掛牌期間，所有有關本公司買回及贖回股份之事項均應遵循開曼法令及上市（櫃）規範。

23. (1) 本公司應登記於股東名簿為庫藏股之持有人，但除開曼法令另有規定外，凡於本公司持有庫藏股之期間：

(a) 不論為何種目的，本公司不得被以股東身分對待之，且不得行使關於庫藏股之任何權利，任何行使該等權利之行為均屬無效；

(b) 庫藏股不得以任何方式質押或設定擔保；

(c) 無論係為本章程或開曼法令之目的，庫藏股不得直接或間接於本公司任何會議行使表決權，且不算入本公司已發行股份總數；且

(d) 庫藏股不得受股息/紅利之分派或支付，或其他本公司資產(包括解散時分配予股東之剩餘資產) 之分配(無論係現金或其他)。

(2) 除開曼法令及本章程另有規定者外，庫藏股之全部或一部得隨時依董事會認為適當之期間、方式及條件辦理銷除或轉讓予任何人（包括員工；在不違反本條第 5 項之規定下，該等員工之資格應由董事會定之)。董事會得決定本項轉讓之期限及條件（包括限制員工依本項規定取得之庫藏股在最長不超過二年之期間內不得轉讓）。

(3) 本公司因轉讓庫藏股所取得之對價（如有），其金額應依據開曼法令記入帳戶。

(4) 在不違反本條第 5 項及開曼法令之情形下，本公司得經最近一次股東會之特別決議，以低於實際買回股份之平均價格轉讓庫藏股予員工（下稱「**折價轉讓**」），但該次股東會召集通知中應已有下列事項主要內容之說明，不得為臨時動議：

(a) 董事會所定折價轉讓之轉讓價格、折價比率、計算依據及合理性；

(b) 折價轉讓之轉讓股數、目的及合理性；

(c) 認股員工之資格條件及得認購之股數；以及

(d) 董事會認為可能影響股東權益影響之事項：

(i) 依據上市（櫃）規範，折價轉讓可能費用化之金額及對公司每股盈餘稀釋情形；及

(ii)依據上市（櫃）規範，說明折價轉讓對公司造成之財務負擔。

(5) 本公司依前項規定通過且已折價轉讓予員工之庫藏股股數，累計不得超過已發行股份總數之百分之五，且單一認股員工之認購股數累計不得超過已發行股份總數之百分之零點五。

24. (1) 儘管本章程另有相反之規定，在不違反開曼法令之情形下，本公司得依股東會特別決議，依各該股東持股比例（小數點後四捨五入），強制買回本公司股份並予銷除。依前段規定買回股份時應給付予股東之對價，得為現金或現金以外之財產；以現金以外之財產為對價

者，其財產類型及相應抵充之數額應經股東會特別決議，並經該收受財產股東之同意。董事會並應於股東會前將該財產之價值與抵充之資本數額，送交中華民國會計師查核簽證。

(2) 為避免疑義，擬買回及銷除股份非依股東持股比例為之者，於非掛牌期間始得為之，且在符合開曼法令及上市（櫃）規範之情形下，得由本公司董事會決定之，無須依前項規定經股東會特別決議為之。

股份之轉讓

25. 除開曼法令或上市（櫃）規範另有規定外，本公司股份得自由轉讓。但本章程另有規定者不在此限。

26. 股份之轉讓，非將讓與人及受讓人之姓名/名稱及其住所/居所記載於股東名簿，不得以其轉讓對抗本公司。於第 28 條之股票停止過戶期間，應暫停股東名簿之轉讓登記。

不承認信託

27. 除開曼法令或上市（櫃）規範另有規定者外，任何人不得以其基於信託持有股份之事由對抗本公司，且除開曼法令或上市（櫃）規範另有規定者外，任何衡平的、可能的、將來的或實際的股份利益（僅本章程、開曼法令或上市（櫃）規範規定，或基於有管轄權法院之命令者除外），或除登記持有者所取得對股份之絕對權利外之其他與股份有關之權利，對於本公司（即使已受通知）不生拘束效力。

基準日與股票停止過戶期間

28. (1) 董事會得預先就下列事項決定基準日：(a)確定有權收受股息/紅利、財產分配或其他收益之股東；(b)確定有權收受股東會召集通知、有權親自或以委託書、書面方式或電子方式出席股東會或其延會或參與表決之股東；及(c)董事會決定之其他目的。董事會依本條規定指定(b)款之基準日時，該基準日應在股東會召集日前。

(2) 於掛牌期間，除開曼法令另有規定者外，為(a)確定有權收受股息/紅利、財產分配或其他收益之股東；與(b)確定有權收受股東會召集通知、有權於股東會或延會出席或參與表決之股東，董事會應決定股東名簿之過戶登記，於股東常會開會前六十日內，股東臨時會開會前三十日內，或公司決定分派股息、紅利或其他分配之基準日前」五日內，不得為之（下稱「股票停止過戶期間」）。股票停止過戶期間應自各股東會之召集日或相關基準日起算。

股東會

29. 本公司應於每年會計年度終了後六個月或其他經金管會、櫃買中心或證交所（如適用）核准之期間內，召集股東常會。股東常會應由董事會召集之。

30. 凡非屬股東常會之股東會均被稱為股東臨時會。董事會得於其認為適當時召集本公司之股東臨時會。

31. 於掛牌期間，本公司召開實體股東會均應於中華民國境內為之。於非掛牌期間，董事會得於其認為適當之地點召集股東會。

32. (1) 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，得以書面載明召集事由及其理由，請求董事會召集股東臨時會。董事會收受該請求後十五日內不為股東會召集之通知時，該請求之股東得自行召集股東會。

(2) 繼續三個月以上，持有已發行股份總數過半數股份之股東，得自行召集股東臨時會。股東持股期間及持股數之計算，以股票停止過戶期間起始日當時之持股為準。

33. 於掛牌期間，本公司應委託中華民國之股務代理機構處理股東會相關事宜，包括但不限於投票事務。

股東會召集通知

34. (1) 於掛牌期間，股東常會之召集，應於三十日前通知各股東；股東臨

時會之召集，應於十五日前通知各股東。通知之寄發日及召集日均不計入前述期間。前述通知應以書面為之，並載明開會之地點、日期、時間、議程與召集事由，並依本章程之規定送達，或於取得股東事前同意且不違反開曼法令及上市（櫃）規範之情形下，以電子通訊方式為之。

(2) 於非掛牌期間，股東會之召集，應於五日前以書面通知各股東，但該通知得經全體股東於會議前或會議中之同意免除之，且該通知或同意得以電子郵件、電報或傳真方式送達之。於非掛牌期間，股東會之召集，得經有權出席並參與表決之股東半數以上且代表已發行股份總數百分之九十五以上之同意，以較短期間通知各股東。

35. (1) 於掛牌期間，本公司應於股東常會開會至少三十日前或股東臨時會開會至少十五日前，公告股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料。

(2) 於掛牌期間，股東依據第 57 條採行書面或電子方式行使表決權時，本公司應將前項資料及行使表決權格式，併同寄送給股東。

36. 下列事項，非在股東會召集事由中列舉，並說明其主要內容，不得在股東會中審議、討論或提付表決；其主要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召集通知：

(a) 選任或解任董事；

(b) 變更公司組織備忘錄及/或本章程；

(c) 減資或依本章程第 24 條第 1 項規定強制買回本公司股份並予銷除；

(d) 申請停止公開發行；

(e) 解散、自願清算、合併、股份轉換或分割；

(f) 締結、變更、或終止關於出租全部營業、委託經營或與他人經常共同經營之契約；

(g) 讓與全部或主要部分之營業或財產；

(h) 受讓他人全部營業或財產，對本公司營運有重大影響者；

(i) 私募具有股權性質之有價證券；

(j) 解除董事競業禁止之義務或許可董事從事競業行為；

(k) 以發行新股之方式，分派股息、紅利或其他與股份相關分配之全部或一部；以及

(l) 將法定盈餘公積、股份溢價帳戶及/或本公司受領贈與所得之資本公積，以發行新股或現金方式，依持股比例分配予原股東。

37. 於掛牌期間，本公司召開股東會應編製股東會議事手冊，並應依上市（櫃）規範之規定，於股東常會開會前三十日或股東臨時會開會前十五日，將議事手冊及其他會議相關資料公告於金管會、櫃買中心或證交所（如適用）指定之網站上。

38. 股東會召集通知偶發之遺漏寄送或股東未收受召集通知，不影響該次股東會已進行程序之效力。

股東會程序

39. (1) 除已達章定出席數者外，股東會不得進行任何事項之討論或表決，但為選任股東會主席者不在此限。除本章程另有規定外，股東會應有代表已發行有表決權股份總數過半數之二名以上股東親自、委託代理人或由其合法授權代表（如為法人股東）出席。

(2) 本公司股東會開會時，得以視訊會議或其他經中華民國公司法主管機關公告指定之方式為之。但因天災、事變或其他不可抗力情事，中華民國公司法主管機關得公告公司於一定期間內，得不經章程訂明，以視訊會議或其公告之方式開會。股東以本項規定之方式參與股東會者，視為親自出席股東會。

(3) 前項有關本公司股東會以視訊會議為之，其條件、作業程序及其他應遵行事項，應遵循上市（櫃）規範之規定。

40. (1) 於掛牌期間，持有已發行股份總數百分之一以上股份之一位或數位股東，得以書面或電子受理方式向本公司提出股東常會議案。

(2) 於掛牌期間，本公司應於股東常會召開前之股票停止過戶日前，公

告受理股東提案之受理處所及受理期間;該受理期間不得少於十日。

(3) 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。

(4) 除有下列情事之一者外，股東所提議案，董事會應予列入：

(a) 該議案依開曼法令、上市（櫃）規範或本章程之規定，非股東會所得決議者；

(b) 提案股東於本公司股票停止過戶期間開始時，持股未達百分之一者；

(c) 提案超過一項者；

(d) 提案超過三百字者；或

(e) 該議案於本公司公告受理期間經過後始提出者。

(5) 如股東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，縱有前項各款所定情形者，董事會仍得列入議案。

(6) 本公司應於寄發股東常會召集通知前，將處理結果通知提案股東，並將合於本條規定之議案列於召集通知。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。

41. 由董事會召集之股東會，應由董事長擔任會議主席；由董事會以外之人召集者，主席由該召集人擔任之，召集人有二人以上時，應互推一人擔任之。

42. 本公司召開股東會時，如董事長未能出席股東會或不願擔任主席，其應指定董事一人代理之;未指定代理人者,由出席董事互推一人擔任主席。

43. 股東會得依普通決議休會，並定五日內於其他地點續行，但續行之股東會僅得處理休會前未完成之事項。如休會超過五日，其後之股東會，應如同一般股東會，送達載明集會時間及地點之召集通知。

44. 股東會中提付議決之事項，均應以投票方式表決。

45. 除開曼法令、上市（櫃）規範或本章程另有規定者外，任何提付股東會決議之事項，應以普通決議為之。

46. (1) 除開曼法令或上市（櫃）規範另有規定外，下列事項應經股東會之特別決議為之：

(a) 締結、變更、終止關於出租其全部營業、委託經營或與他人經常共同經營之契約；

(b) 讓與全部或主要部分之營業或財產；

(c) 受讓他人全部營業或財產而對公司之營運有重大影響者；

(d) 以發行新股方式分派股息、紅利或其他利益之全部或一部；

(e) 分割；

(f) 股份轉換；

(g) 授權由本公司參與之新設合併或吸收合併計劃；

(h) 公司因第 47 條以外之事由而自願清算；

(i) 私募；

(j) 解除董事競業禁止之義務或許可董事從事競業行為；

(k) 變更公司名稱；

(l) 變更資本幣別；

(m) 增加資本，分為不同股份類別及面額之股份；

(n) 將全部或一部股份合併再分割為面額大於已發行股份面額之股份；

(o) 將全部或一部股份分割為面額小於已發行股份面額之股份；

(p) 銷除在有關決議通過日仍未被認購或同意認購之股份，並據以減少資本額；

(q) 依本章程（包括但不限於第 16 條及第 17 條）之規定，變更或修改組織備忘錄或本章程之全部或一部；

(r) 依開曼法令及上市（櫃）規範所允許之方式減少資本額及資本贖回準備金；

(s) 依開曼法令規定，指派檢查人檢查公司事務；

(t) [*刪除條款*]；以及

(u) 申請停止公開發行。

(2) 儘管本章程有所規範，除開曼法令或上市（櫃）規範另有規定外，本公司參與合併後消滅，或本公司概括讓與（或轉讓本公司所有權

利與義務)、讓與本公司之營業或財產、股份轉換或分割而致終止上市(櫃),且存續、既存、新設或受讓之公司非屬上市(櫃)公司(包括證交所/櫃買中心之上市(櫃)公司)者,應經本公司全部已發行股份總數三分之二以上股東之同意行之。

47. 除開曼法令或上市(櫃)規範另有規定者外,本公司得於不能清償到期債務時,經股東會普通決議自願清算。

48. (1) 在不違反開曼法令規定之情形下,股東在股東會通過關於第 46 條第 1 項第 a、b 或 c 款所定事項之決議前,已以書面通知本公司其反對該項行為之表示,且嗣後於股東會已為反對者,得請求本公司按當時公平價格收買其所有之股份;但股東會為第 46 條第 1 項第 b 款之決議,同時決議解散時,不在此限。

(2) 在不違反開曼法令規定之情形下,股東會決議本公司進行分割、新設合併/吸收合併時、收購或股份轉換(下合稱「**併購事項**」),依上市(櫃)規範之規定表示異議之股東,得請求本公司按當時公平價格收買其持有之股份。

(3) 在不違反開曼法令規定之情形下,於股東會投票反對或放棄表決權之股東,得依本條第 2 項行使股份收買請求權,如股東與本公司在股東會決議日起六十日內未達成協議者,本公司應於此期間經過後三十日內,以全體未達成協議之股東為相對人,向中華民國法院聲請為價格之裁定,並得以臺灣臺北地方法院為第一審管轄法院。本項放棄表決權之股份數,不算入已出席股東之表決權數。

(4) 在不違反開曼法令規定之情形下,依本條第 1 項及第 2 項行使股份收買請求權之股東,應於股東會決議日起二十日內以書面提出,並列明請求收買價格。股東與本公司就收買價格達成協議者,本公司應自股東會決議日起九十日內支付價款。若股東與本公司未達成協議者,本公司應自決議日起九十日內,依其所認為之公平價格支付價款予未達成協議之股東;本公司未支付者,視為同意股東請求收買之價格。

(5) 儘管有本條第 2 項至第 4 項之規定，就本公司進行新設合併/吸收合併表示異議之股東，仍得依照英屬開曼群島公司法（修訂）第 238 條行使請求本公司按公平價格收買其持有股份之權利，不受本條規定之限制或禁止。

49. 股東會之召集程序或其決議方法，違反開曼法令、上市（櫃）規範或本章程時，在開曼法令允許之範圍內，股東得自決議之日起三十日內，向臺灣臺北地方法院訴請適當救濟，包括但不限於訴請法院確認該決議無效或撤銷該決議。

50. 儘管本章程另有相反之規定，於非掛牌期間，經有權受領通知並出席股東會行使表決權之全體股東簽章之（一份或數份）書面決議（包括特別決議），應與經股東會合法通過之決議具有相同效力。

51. 股東會程序或表決方法，本章程未規定者，應以股東會依普通決議通過制訂或修正之內部規章為據；於掛牌期間，該等內部規章應符合開曼法令及上市（櫃）規範之規定。

股東表決權

52. 除依本章程就股份之表決權附有任何權利或限制者外，每一親自出席股東會之股東（如為法人股東時，由其合法授權代表出席），或以委託書委託出席之股東，就登記於其名下之每一股份有一表決權。

53. 股份為數人共有者，其共有人應推舉一人為代表人行使表決權，該代表人親自或委託代理人行使之表決權，應視為全體共有人之一致表決。

54. 股東係為他人持有股份時，其表決權無須與為其自己所持有股份之表決權為同一之行使。關於分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其他應遵行事項，應遵循上市（櫃）規範。

55. 股東為法人時，得經其董事會或其他管理單位之決議，授權其認為適合之自然人為其代表人，代表出席任何股東會或本公司股份類別之股東會。

56. (1) 除開曼法令或上市（櫃）規範另有規定者外，有下列情形之一者，

其股份無表決權，於計算股東會是否已達章定出席數時，不算入已發行股份總數：

(a) 本公司所持有之自己股份（若該持有為開曼法令所允許）；

(b) 被本公司持有已發行有表決權之股份總數或資本總額超過半數之從屬公司，所持有之本公司股份；或

(c) 本公司及本公司之(i)控制公司或(ii)從屬公司直接或間接持有他公司已發行有表決權之股份總數或資本總額合計超過半數之他公司，所持有之本公司股份。

(2) 股東對於提請股東會討論及表決之事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，亦不得代理其他股東或擔任法人之代表人行使表決權。不得行使表決權之股份數，不算入出席股東之表決權數。

(3) 當本公司董事亦為本公司股東時，如以其所持有之股份設定質權（下稱「**設質股份**」）超過其最近一次選任時所持有之股份數額二分之一時，其超過之股份不得行使表決權，且不算入已出席股東之表決權數，但仍應計入股東會出席股數。

57. 在開曼法令允許之範圍內，董事會得決議股東於股東會行使表決權，得以書面或電子方式為之。股東得以書面或電子方式行使表決權時，其行使方式應載明於股東會召集通知。惟於掛牌期間，除上市（櫃）規範另有規定者外，本公司應將電子方式作為股東表決權行使方式之一。股東擬以書面或電子方式行使表決權者，應於股東會召集二日前，依召集通知所載方式為之；有重複時，應以最先送達者為準，但於後送達者中已明示撤銷先送達者，不在此限。股東以書面或電子方式行使表決權者，應視為委託股東會主席為代理人依該書面或電子文件所載內容行使表決權，但股東會主席就該等內容未論及或表明之事項、臨時動議或原議案之修正案，並無表決權。為免疑義，股東以上開方式行使投票權時，就該次股東會之臨時動議及原議案之修正案，視為棄權。

58. 股東以書面或電子方式行使表決權後，擬親自出席股東會者，至遲應於

股東會開會二日前，以與行使表決權相同之方式，撤銷先前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。

委託書

59. (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，委託代理人出席之。受託人不須為股東。

    (2) 於掛牌期間，除開曼法令或本章程另有規定外，委託書格式應由本公司印發，載明下列事項：(a)填表須知，(b)股東委託行使事項或委託行使表決權事項，以及(c)股東、受託代理人及徵求人（如有）基本資料，併同股東會召集通知於同一日送達全體股東。

60. 一股東以出具一委託書委託一人為限，並應於股東會開會五日前依前條規定送達本公司或股務代理機構。委託書有重複時，以最先送達者為準，但後送達之委託書亦於股東會開會五日前送達且聲明撤銷前委託書者，不在此限。

61. 委託書送達後，股東欲親自出席股東會或欲以書面或電子方式行使表決權者，至遲應於股東會開會二日前，以書面向公司或股務代理機構為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。

62. 股東依第 57 條之規定以書面或電子方式行使表決權者，得依本章程規定委託代理人出席股東會，於上開情形，代理人所行使之表決權應視為股東撤回其先前向公司行使之表決權，且公司應僅得計算該受委託代理人出席股東會行使之表決權。

63. 於掛牌期間，除依中華民國法律設立之信託事業或經中華民國證券主管機關核准之股務代理機構或依本章程第 57 條規定被視為代理人之股東會主席外，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，不應算入贊成或反對相關決議而投出之票數，亦不應算入該次決議投票之具表決權股數，但應算入股東會之出席人數。有上述排除表決權之情形時，應以經排除之具表決權股份與代理人所代理各股東具有表決權之股

數，按比例排除之。

64. 關於委託書之使用或徵求，本章程未規定者，應以董事會制訂或修正之內部規章為據，該等內部規章應符合開曼法令及上市（櫃）規範（特別是中華民國公開發行公司出席股東會使用委託書規則（暨其修訂、補充或修改））。

董事及董事會

65. (1) 本公司董事（包括獨立董事）應不少於五名，且不得多於十二名。每一屆董事會之董事席次，應於選舉該屆董事之股東會召集通知中載明。

(2) 董事得為自然人或法人。法人為董事時，應指定自然人代表行使職務；該自然人得依其職務關係，隨時改派補足原任期。董事不須為本公司股東。

(3) 董事應由股東會選任之。法人為股東時，得指派一名或數名自然人為其代表人，依本章程之規定分別被提名並當選為董事。

(4) 依本章程之規定選舉董事時，應採用累積投票制。各股東於該董事選舉時，應有(a)與其持有股份數相應之投票權數，乘以(b)股東會應選出董事人數相同數量之選舉權。各股東得將其選舉權分配予多數董事候選人或集中選舉單一董事候選人。於該次選舉中，由所得選票代表選舉權較多者，當選為董事。儘管於本章程有相反之規定，於非掛牌期間，本公司得以普通決議指派任何人擔任董事或解任任何董事。

(5) 選舉董事之程序及表決方式，本章程未規定者，應以股東會普通決議制訂或修正之內部規章為據，該等內部規章應符合開曼法令及上市（櫃）規範。

66. 本公司得於適當時採用上市（櫃）規範所訂定之候選人提名制度選舉董事。惟本公司於掛牌期間，任何董事之選任均應採用候選人提名制度。在採用候選人提名制度之情形下，董事及獨立董事應由股東分別自董事

及獨立董事候選人名單中選任之。候選人提名制度之相關規則及程序，得由董事會依開曼法令及上市（櫃）規範訂定之。

67. 除本章程另有規定外，每一董事任期三年，得連選連任。若董事任期屆滿而不及改選時，應延長其任期至原董事經連選連任或新董事經合法選任並就任時為止。在董事有缺額時，經股東會補選之新任董事任期應補足原董事之任期。

68. (1) 除本章程另有規定者外，董事得依股東會之特別決議，隨時解任之。

(2) 除本章程另有規定者外，董事任期屆滿前得經股東會改選全部董事。於此情形，如未決議現任董事於任期屆滿或其他特定日期始為解任，且新董事已於同次會議中選出者，現任董事應視為於該股東會決議日提前解任。

69. 董事會應由三分之二以上董事之出席，出席董事過半數之同意，互選一名為董事長。董事長對外代表公司，對內應為董事會主席及由董事會召集之股東會主席。如董事長未能出席董事會或不能行使其職權，應指定董事一人代理之；董事長未指定代理人者，由董事互推一人代理之。

70. 董事之報酬得有不同，不論本公司盈虧，每年得由董事會依下列因素酌給之：(a)其對本公司營運參與之程度；(b)其對本公司貢獻之價值；(c)參酌同業通常水準；及(d)其他相關因素。

71. 董事因故解任致不足五人時，本公司應於最近一次股東會補選之，以補足原董事之任期。但董事缺額達該屆董事席次三分之一者，本公司應自事實發生之日起六十日內，召開股東臨時會補選之。

72. 除本章程另有規定外，非獨立董事於其擔任董事期間，得同時擔任本公司其他有給職（會計師除外），任職期間與條件（關於薪資報酬及其他）由董事會決定之。董事或願任董事不因擔任本公司其他職務，而喪失其董事資格；董事亦不因擔任本公司其他職務或因而受有利益，而須將因擔任該職務或因而建立忠實關係之獲利歸入本公司。

73. (1) 在不影響董事依據英屬開曼群島普通法對本公司所負義務之情況下，除開曼法令另有規定外，董事應對本公司負忠實義務，且不限

於善良管理人之注意義務，並應以合理之注意、技能，及為公司之最大利益執行本公司業務（包括處理本公司進行分割、新設合併/吸收合併、收購等事宜）。董事如有違反其義務者，應對本公司負擔賠償責任；若該董事違反其義務且係為自己或他人利益為行為時，經股東會普通決議，本公司得在法律允許之最大範圍內，為一切適當行為，以將該行為之所得歸為本公司之所得。

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

(3) 前二項規定，於本公司之經理人在被授權執行經營階層之職務範圍內，準用之。

74. 除本章程另有規定外，非獨立董事得為自己或其事業向本公司提供專業服務（會計師除外），且得享有相當的報酬，如同其非為本公司董事。

75. 在開曼法令允許之範圍內，除因過失或違背誠信行為所生之責任外，本公司得為本公司、本公司之子公司以及本公司對其有直接或間接利益之公司之現任或前任董事（包含代理董事）、秘書、經理人或會計師，按董事會決定之責任保險範圍，依契約支付保險金或同意支付保險金。

76. 於掛牌期間，本公司董事（包括獨立董事）之資格條件、選任、解任、職權行使及其他應遵行事項，本章程未規範者，應遵循上市（櫃）規範。

獨立董事

77. (1)於掛牌期間，本公司獨立董事席次不得少於三席且不得少於董事席次三分之一，其中至少二人必須在中華民國設有戶籍。但本公司董事長與總經理或相當職務者為同一人或互為配偶或依中華民國民法定義之一親等親屬者，本公司獨立董事席次不得少於四席。

(2)每一屆董事會之獨立董事席次，應於選舉該屆獨立董事之股東會召集通知中載明。獨立董事因故解任，致人數不足上述最低人數時，應於最近一次股東會補選之。獨立董事均解任時，本公司應自事實發生之日起六十日內，召開股東臨時會補選之。

78. 獨立董事應具備專業知識，於執行董事業務範圍內應保持獨立性，不得與本公司有任何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、獨立性之認定應遵守上市（櫃）規範之規定。董事會或其他召集選舉該屆獨立董事之股東會之人，應確保獨立董事候選人符合本條之要求。

董事會之權限及責任

79. (1) 除開曼法令、本章程、上市（櫃）規範另有規定或股東會另有決議外，董事會應以其認為合適之方式，負責本公司業務之執行。董事會得支付所有與執行業務有關之合理費用（包括但不限於因本公司設立及登記所需費用），並得行使本公司之一切權力。

(2) 董事會違反上市（櫃）規範、本章程或股東會決議進行分割、新設合併/吸收合併、收購等事宜，致本公司受有損害時，參與決議之董事，對本公司應負賠償之責。但經表示異議之董事，有紀錄或書面聲明可證者，免其責任。

(3) 除本章程另有規定外，應支付予董事之酬勞應由董事會依據同業基準，並參考薪資報酬委員會之建議（如有設置）訂定之。該酬勞應逐日累計，且董事亦得請求本公司支付旅費、住宿費及其他因往返及參加本公司董事會、委員會（依第 82 條設置）、股東會或其他與本公司營運相關事項所生之費用或由董事會決定之定額補貼，或前述支付方式之合併適用。

80. 為管理本公司所需，董事會得於其認為必要時任命公司經理人，並決定其合適之任職期間、酬勞，亦得將其解任。

81. 董事會得委任公司秘書（如有需要亦可委任助理秘書），並決定其合適之任期、酬勞及工作條件。董事會得隨時解任公司秘書或助理秘書。公司秘書應出席股東會並正確製作議事錄。除上市(櫃)規範另有規定外，公司秘書應依開曼法令或董事會決議執行職務。

委員會

82. 除開曼法令或上市（櫃）規範另有規定外，董事會得自行或經股東會普通決議，設立並將董事會部分權限委由其認為適當之人組成之委員會（包括但不限於審計委員會、薪資報酬委員會）行使。委員會之職權行使與程序，應符合董事會依據上市（櫃）規範制定之規則，無相關規定時，成員達二人以上之委員會，應準用本章程關於董事會之規定（如適用）。

82.1 (1) 於掛牌期間，除開曼法令或上市（櫃）規範另有規定外，本公司應設置審計委員會；其成員專業資格、組成、所定職權之行使及相關事項之辦法，應授權董事會依上市（櫃）規範定之。

(2) 審計委員會應由全體獨立董事組成，其人數不得少於三人，其中一人為召集人，且至少一人應具備會計或財務專長。審計委員會之決議，應有審計委員會全體成員二分之一以上之同意。

(3) 除開曼法令或上市（櫃）規範另有規定外，下列事項應經審計委員會全體成員二分之一以上同意，並提董事會決議：

(a) 訂定或修正內部控制制度。

(b) 內部控制制度有效性之考核。

(c) 訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序。

(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) 年度財務報告及半年度財務報告。

(k) 其他本公司或主管機關規定之重大事項。

(4) 前項各款事項除第 j 款外，如未經審計委員會全體成員二分之一以上同意者，得由全體董事三分之二以上同意行之，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。

82.2 (1) 於掛牌期間，除開曼法令或上市（櫃）規範另有規定外，本公司應設置薪資報酬委員會；其成員專業資格、組成、所定職權之行使及相關事項之辦法，應授權董事會依上市（櫃）規範定之。本項所稱薪資報酬應包括董事及經理人之薪資、股票選擇權與其他依開曼法令或上市（櫃）規範具有實質獎勵之措施。

(2) 薪資報酬委員會成員由董事會決議委任之，其人數不得少於三人，其中過半數成員應為獨立董事。

(3) 薪資報酬委員會應以善良管理人之注意，忠實履行下列職權，並將所提建議提交董事會討論：

(a) 訂定並定期檢討董事及經理人績效評估與薪資報酬之政策、制度、標準與結構。

(b) 定期評估並訂定董事及經理人之薪資報酬。

(c) 其他本公司或主管機關規定之事項。

82.3 (1) 於掛牌期間，本公司董事會決議併購事項前，應由審計委員會就併購事項計畫與交易之公平性、合理性進行審議，並將審議結果提報董事會及股東會。但依開曼法令規定無須召開股東會決議者，得不提報股東會。

(2) 審計委員會進行前項之審議時，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。

(3) 審計委員會之審議結果及獨立專家之意見，應於發送決議併購事項之股東會召集通知時，一併發送予股東；但依開曼法令規定無須召開股東會決議者，應於最近一次股東會就併購事項提出報告。

(4) 前項審議結果及獨立專家之意見，經本公司於中華民國證券主管機關指定之網站公告同一內容，且備置於股東會會場供股東查閱者，對於股東視為已發送。

董事消極資格和解任

83. (1) 於掛牌期間，有下列情事之一者不得擔任董事，其已擔任者，當然解任：

(a) 曾犯重罪（包括但不限於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，或(iii)執行完畢、緩刑期滿或赦免後未逾五年者；

(b) 曾犯詐欺、背信、侵占罪經宣告有期徒刑一年以上之刑確定，且(i)尚未執行、(ii)尚未執行完畢，或(iii)執行完畢、緩刑期滿或赦免後未逾二年者；

(c) 曾犯貪污治罪條例之罪，經判決有罪確定，且(i)尚未執行、(ii)尚未執行完畢，或(iii)執行完畢、緩刑期滿或赦免後未逾二年者；

(d) 受破產之宣告或經法院裁定開始清算程序，尚未復權者；

(e) 使用票據經拒絕往來尚未期滿者；

(f) 死亡或被有管轄權法院或主管機關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作出裁決而尚未撤銷，或其行為能力依其應適用之法律受有限制者；

(g) 依據開曼法令及/或上市（櫃）規範作成之裁決，解任其董事職務或禁止其擔任董事者；

(h) 依第 84 條當選無效或當然解任者；

(i) 以書面向本公司辭職者；

(j) 依本章程規定解任者；或

(k) 董事執行業務，有重大損害本公司之行為或違反開曼法令、上市（櫃）規範或本章程之重大事項，由本公司或股東向中華民國法院提起訴訟，經中華民國法院命令解任者。

(2) 於掛牌期間，如董事（不含獨立董事）在其任期中轉讓全部或部份股份致其剩餘股份少於選任當時所持有公司股份數額之二分之一時，該董事應當然解任。

(3) 於掛牌期間，如董事（不含獨立董事）(a)於當選後、就任前轉讓全部或部份股份致其剩餘股份少於選任當時所持有公司股份數額之二分之一，或(b)於董事會依照本章程第 28 條第 2 項所訂股東會召開前之股票停止過戶期間內，轉讓全部或部份股份致其剩餘股份少於其於股票停止過戶期間起始日當時所持有公司股份之二分之一時，該董事之當選應失其效力。

84. 除經金管會、櫃買中心或證交所（如適用）核准外，董事間應有超過半數之席次，不得具有下列關係之一：(a)配偶，或(b)依中華民國民法定義之二親等以內親屬。董事間不符規定者，不符規定之董事中所得選票代表選舉權數較低者，其當選失其效力，已充任者，當然解任，直至符合前段規定為止。

85. 董事執行業務，有重大損害公司之行為或違反開曼法令、上市（櫃）規範或本章程之重大事項，股東會未為決議將其解任時，持有公司已發行股份總數百分之三以上之股東，得於股東會後三十日內，在開曼法令與上市（櫃）規範允許之範圍內，訴請臺灣臺北地方法院等有管轄權之法院裁判解任之。

86. 除開曼法令另有規定外，繼續六個月以上持有已發行股份總數百分之一以上之股東，得以書面請求審計委員會為本公司，向臺灣臺北地方法院等有管轄權之法院，對執行職務損害本公司或違反開曼法令、上市（櫃）規範或本章程之董事提起訴訟。審計委員會自收受前述請求日起三十日內不提起訴訟時，於開曼法令允許之範圍內，該請求之股東得為本公司提起訴訟。

董事會程序

87. 董事會得為執行職務而召集或休會，或以其他適當之方式規範其集會，且應依開曼法令與上市（櫃）規範訂立相關內部規章。於掛牌期間，董事會應每季或於其他上市（櫃）規範規定之期間，至少召集一次。董事會應有過半數董事之出席，始得開會。除開曼法令、上市（櫃）規範或

本章程另有規定外，董事會之決議，應以出席董事過半數之同意行之。

88. 董事會之召集，應以書面載明召集事由，掛牌期間於七日前，非掛牌期間則於四十八小時前，通知各董事。但有緊急情事者，得依據上市（櫃）規範以書面隨時召集之。儘管有前段規定，於非掛牌期間，董事會召集通知得由全體董事於事前、事中或事後之同意免除之。任何通知或同意均得以電子郵件、電報或傳真方式送達之。

89. 董事得以視訊參與董事會或其為成員之一之委員會之會議。董事以視訊參與前述會議者，視為親自出席。

90. 董事得每次出具委託書，載明授權範圍，委託其他董事代理出席董事會，該委託董事應視為親自出席及表決。代理之董事，以受一人之委託為限。除本章程另有規定外，董事代理其他董事出席會議時，其得同時行使該委託董事及其本身之表決權。

91. 董事就董事會議之事項，具有直接或間接利害關係時，應於董事會中揭露其自身利害關係之重要內容；於本公司進行分割、新設合併/吸收合併、收購時，董事應於董事會及股東會說明其與該交易自身利害關係之重要內容及贊成或反對該交易決議之理由，本公司並應於股東會召集事由中敘明董事利害關係之重要內容及贊成或反對該交易決議之理由，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召集通知。董事之配偶、依中華民國民法定義之二親等內血親，或與董事具有控制從屬關係之公司，就董事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。董事對於董事會之事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，並不得代理他董事行使其表決權。該不得行使表決權之董事，其表決權不算入已出席董事之表決權數。

92. 除本章程另有規定外，董事會缺額不影響在職董事繼續執行其職務。

93. 儘管本章程另有相反規定，於非掛牌期間，經全體在職董事或全體委員會成員簽章的一份或數份書面決議（包括於複本簽署或以電子郵件、電報或傳真方式簽署），應與董事會會議或委員會會議合法通過之決議具

有相同效力。

94. 關於董事會之程序，本章程未規定者，應依董事會制訂或修正並報告股東會之內部規章為據，該等內部規章應符合開曼法令及上市(櫃)規範，特別是中華民國公開發行公司董事會議事辦法。

公積與轉增資

95. 於掛牌期間，本公司應於每會計年度之盈餘中提撥一定金額用於下列目的：(a) 繳納該會計年度之應納稅捐；(b) 彌補以往年度之虧損；(c)依據上市（櫃）規範提撥法定盈餘公積；於提撥該等金額後分派股息或紅利前，除依金管會要求，董事會應將剩餘部分之全部或一部提為特別盈餘公積外，本公司亦得以章程訂定或股東會特別決議，另提特別盈餘公積，用於任何得以盈餘支應之目的（下合稱「**特別盈餘公積**」）。

96. 除開曼法令、上市（櫃）規範或本章程另有規定外，法定盈餘公積及資本公積除填補虧損外，不得使用之；非於法定盈餘公積及以填補虧損目的提撥之特別盈餘公積填補虧損仍有不足時，不得以資本公積填補之。

97. (1) 於掛牌期間，本公司無虧損時，除開曼法令另有規定外，得經股東會特別決議，將全部或一部之法定盈餘公積或資本公積中之股份溢價帳戶或受領贈與之所得撥充資本，發行新股或支付現金予股東。

(2) 於非掛牌期間，除開曼法令另有規定外，董事會得將全部或一部之股份溢價帳戶、其他準備金帳戶或盈餘帳戶之餘額，或其他得分配之利益，撥充資本，依股東持股比例發給新股。

98. 當股東因持有畸零股致依本章程規定分派股份股息、股份紅利或其他類似分配有困難時，董事會得為權宜之處理，而以現金代替股息、紅利或其他利益之全部或一部給付予該股東。該等董事會之決定應有效力且對於股東具有拘束力。

酬勞、股息及紅利

99. 於非掛牌期間，除開曼法令或本章程另有規定或附於股份之權利另有規

範外，董事會得隨時按股東各別持股比例，以發行新股及/或現金之方式分派股息/紅利（包括期中股息/紅利）或其他分配予本公司股東，並授權以本公司依法可動用之資金支付之。董事會得自行裁量於股息、紅利或分配分派前，提撥適當數額之公積金，以供本公司任何目的使用，或保留作為本公司業務或投資運用。

100. (1) 本公司現處於成長階段，本公司之股息/紅利得以現金或/及股份方式配發予本公司股東，且本公司股息/紅利之配發應考量本公司資本支出、未來業務擴充計畫、財務規劃及其他為求永續發展需求之計畫。

(2) 於掛牌期間，除開曼法令、上市（櫃）規範或本章程另有規定外，本公司當年度如有獲利，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決議，提撥百分之一至百分之十為員工酬勞，以股份及/或現金方式分派予員工；並得經董事會三分之二以上董事之出席及出席董事過半數之決議提撥不高於百分之一作為董事酬勞分派予董事。但本公司尚有累積虧損（包括調整未分配盈餘金額）時，應預先保留彌補數額，再就其剩餘數額依前述比例提撥員工及董事酬勞。員工及董事酬勞分配案應提股東會報告。除上市（櫃）規範另有規定外，董事酬勞不應以發行新股之方式為之。本項所稱「獲利」，係指尚未扣除分派員工酬勞及董事酬勞之稅前利益。

(3) 於掛牌期間，除開曼法令、上市（櫃）規範或本章程另有規定，或附於股份之權利另有規範外，凡本公司於每一會計年度終了時如有盈餘，於依法提繳所有相關稅款、彌補虧損（包括先前年度之虧損及調整未分配盈餘金額，如有）、按照上市（櫃）規範提撥法定盈餘公積（但若法定盈餘公積合計已達本公司實收資本總額者不適用之），次提特別盈餘公積（如有）後，剩餘之金額（包括經迴轉之特別盈餘公積）得由董事會以三分之二以上董事之出席，及出席董事過半數之決議，以不低於該可分配盈餘金額之百分之十，加計以前年度累積未分配盈餘之全部或一部（包括調整未分配盈餘金

額），依股東持股比例，派付股息/紅利予股東，並報告股東會。其中現金股息/紅利之數額，不得低於該次派付股息/紅利總額之百分之十。

(4) 於掛牌期間，除股東會另有決議外，分派員工及董事酬勞，以及股息、紅利或其他利益予股東，均應以新台幣為計算基準。

(5) 董事會得自任何股息、紅利或其他與股份有關之應付款中，抵扣股東當時到期應給付予本公司之任何款項（如有）。

(6) 任何股息、紅利或其他與股份有關之應付款均得以電匯至股東指定之銀行帳戶，或直接將支票或匯票郵寄至股東登記地址，或至持有人以書面指定之人或地址之方式給付之。在共同持股之情形下，任一持有人均得有效收受股息、紅利或其他與股份有關之應付款。

(7) 除開曼法令、上市（櫃）規範另有規定者外，任何特別盈餘公積得迴轉為本公司之未分配盈餘。

100.1 於掛牌期間，除開曼法令、上市（櫃）規範或本章程另有規定，或附於股份之權利另有規範外：

(1) 本公司盈餘分派或虧損撥補亦得於每半會計年度終了後為之。

(2) 本公司依前項規定分派盈餘時，凡本公司於每前半會計年度終了時如有盈餘，應先預估並保留員工及董事酬勞、預估並保留應納稅捐、依法彌補虧損（包括截至前半會計年度期初之虧損及調整未分配盈餘金額，如有）、按照上市（櫃）規範提列法定盈餘公積（但若法定盈餘公積合計已達本公司實收資本額者不適用之），次提特別盈餘公積（如有）後，經由董事會決議將剩餘金額（包括經迴轉之特別盈餘公積）之全部或一部，在不違反第 100 條第 3 項所定分配比例之情形下，加計經董事會決議所定截至前半會計年度期初未分配盈餘之全部或一部（包括調整未分配盈餘金額），依股東持股比例，派付股息/紅利予股東，並報告股東會。

(3) 除董事會決議不為盈餘分派或虧損撥補外，本公司依前項規定分派盈餘或撥補虧損時，應依經會計師查核之財務報表為之，且本公司

前半會計年度盈餘分派或虧損撥補之議案，應連同營業報告書及財務報表交審計委員會查核後，提交董事會決議之。

101. 於掛牌期間，除開曼法令、上市（櫃）規範或本章程另有規定外，依本章程應分派予股東之股息、紅利，得經股東會特別決議將其全部或一部，以發行新股方式為之。

102. 股息、紅利或其他利益分派，僅得自盈餘或其他依開曼法令得用於股息、紅利或其他利益分配之金錢支付之。本公司對於股息、紅利或其他利益分派，或其他與股份有關之應給付款項，均不負擔利息。

公司會計

103. (1) 董事應使會計紀錄與帳冊足以適當表達本公司之狀況、足以說明本公司之交易行為，且符合開曼法令之要求；並依其認為適當之方式，將之備置於本公司之註冊主營業所或其他其認為適當之處所；且應開放供董事隨時查閱。

(2) 本公司依前項規定將會計紀錄與帳冊備置於英屬開曼群島境外者，應於收受依據英屬開曼群島稅務資訊機關法暨其修訂或其他變更所發布之命令或通知後，按該命令或通知所記載，以電子或其他方式備置帳冊或其中之任何部份於本公司註冊辦公處供查閱。

104. 於掛牌期間，每年會計年度終了時，董事會應造具下列表冊：(a)營業報告書、(b)財務報告及其他依開曼法令及上市（櫃）規範所要求提出之文件及資訊（下稱「**財務報告**」），以及(c)依本章程規定之盈餘分派或虧損撥補議案，提出於股東常會請求承認。其後，董事會應將股東常會承認之財務報告及盈餘分派或虧損撥補之決議，分發給各股東。然於掛牌期間，本公司得以公告方式代之。

105. 於掛牌期間，董事會依前條所造具提出於股東會之各項表冊，應於股東常會開會十日前，備置於中華民國境內之股務代理機構，供股東於正常營業時間內查閱。

106. 除開曼法令或上市（櫃）規範另有規定外，董事會得決定（或撤銷、

變更其決定）查核本公司之會計帳目，並委聘會計師。

107. 於掛牌期間，董事會應將組織備忘錄、本章程、歷屆股東會議事錄、財務報告、股東名簿及公司債存根簿備置於中華民國境內之股務代理機構，股東得檢具利害關係證明文件，指定範圍，隨時請求查閱、抄錄或複製；本公司並應令該等股務代理機構提供。

108. 董事會每年應依開曼法令編製年度申報書，並提交英屬開曼群島公司註冊處。

公開收購

109. 除開曼法令或上市（櫃）規範另有規定外，於掛牌期間，本公司接獲依上市（櫃）規範作成之公開收購申報書副本、公開收購說明書及相關書件後十五日內應公告下列事項：

(a) 董事及持有本公司已發行股份超過百分之十之股東持有之股份種類、數量；

(b) 董事會應就當次公開收購人身分與財務狀況、收購條件公平性，及收購資金來源合理性之查證情形，對本公司股東提供建議，並應載明董事同意或反對之明確意見及其所持理由；

(c) 本公司財務狀況於最近期財務報告提出後有無重大變化及其變化內容；

(d) 現任董事或持股超過百分之十之大股東持有公開收購人或其關係企業之股份種類、數量及其金額；以及

(e) 其他相關重大訊息。

清算

110. 在符合開曼法令之情形下，本公司得依股東會特別決議進行清算程序。本公司進入清算程序，可供分派予股東之剩餘財產不足清償全部股份資本時，該剩餘資產分配後，股東應依其持股比例承擔損失。如在清算過程中，可供分派予股東之剩餘財產足以清償清算開始時之全

部股份資本，剩餘財產應按清算開始時股東所持股份之比例，在股東間進行分派。本條規定不影響特別股股東之權利。

111. 在符合開曼法令之情形下，本公司清算時，清算人得經本公司股東會特別決議同意並根據開曼法令要求之批准，依股東所持股份比例，將公司全部或部分財產以現金或實物（無論是否為同樣性質之資產）分配予股東。清算人並得決定所分派財產之合理價值，並決定股東間或不同股份類別間之分派方式。清算人認為適當時，得按開曼法令之批准，為股東之利益將此等財產之全部或一部交付信託，惟不應迫使股東接受負有債務之任何財產。

112. 本公司所有報表、會計紀錄和文件，應自清算完成之日起保存十年。保管人應由清算人或本公司經普通決議指定之。

通知

113. 除開曼法令或本章程另有規定外，任何通知或文件得由本公司，以當面送交、傳真、預付郵資郵件或預付費用之知名快遞服務等方式，送達至股東於股東名簿所登記之位址，或在開曼法令及上市（櫃）規範允許之範圍內，公告於金管會、櫃買中心或證交所（如適用）指定之網站或本公司網站，或以電子方式傳送至股東曾以書面確認得作為送達之電子郵件帳號或地址。對共同持股股東之送達，應送達於股東名簿所記載該股份之代表股東。

114. 股東已親自或委託他人出席股東會者，應被視為已收到該股東會之召集通知。

115. 通知或文件以下列方式送達時：

(a) 以郵遞者，應於其付郵或交付運送人之次日，發生送達效力；

(b) 以傳真者，應於傳真機報告確認已傳真全部資料至收件人號碼時，發生送達效力；

(c) 以快遞服務者，應於交付快遞服務後四十八小時後，發生送達效力；或

(d) 以電子郵件者，除開曼法令另有規定外，於傳送電子郵件時，發生送達效力。

116. 通知或文件已依本章程送達至股東於股東名簿登記之地址者，即使該股東當時已死亡或破產，且無論本公司是否已知悉其死亡或破產，應視為已合法送達於持有該股份之股東。

本公司註冊辦公處

117. 本公司於英屬開曼群島之註冊辦公處應由董事會決定。

會計年度

118. 除董事會另有決議外，本公司會計年度自每年一月一日起至每年十二月三十一日止。

公司印鑑

119. 本公司應依董事會決議使用印鑑，且本公司依據開曼法令亦得有數個相同印鑑，並於開曼群島以外之處所使用之。董事會得隨時按本公司根據上市（櫃）規範制定之印鑑使用管理辦法之規定，決議使用本公司之印鑑（或數相同印鑑）。

中華民國境內之訴訟及非訟代理人

120. (1) 依據上市（櫃）規範，本公司應經董事會決議委任或解任一自然人為其訴訟及非訟代理人，且該代理人應被視為本公司依照上市（櫃）規範在中華民國境內之負責人。

(2) 前述代理人應於中華民國境內有住所或居所。

(3) 本公司應將前述代理人之姓名、住所或居所及授權文件向中華民國主管機關申報；變更時，亦同。

組織文件之修訂

121. 在不違反開曼法令與上市（櫃）規範之情況下，本公司得以特別決議修改或增補組織備忘錄或本章程之全部或一部。

– 以下空白 –

Company Number: 311933

THE CAYMAN ISLANDS

THE COMPANIES ACT (AS REVISED)

AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

Yonggu Group Inc.

Incorporated on the 27th day of May, 2016

(as adopted by a Special Resolution passed on 26 th day of June, 2026)

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

AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION

OF

Yonggu Group Inc.

(as adopted by a Special Resolution passed on 26 th day of June, 2026)

1. The name of the Company is Yonggu Group Inc.

2. The Registered Office of the Company shall be situated at the Office of Portcullis (Cayman) Ltd at The Grand Pavilion Commercial Center, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands, or such other place within the Cayman Islands as the Board may from time to time decide, being the registered office of the Company.

3. Subject to the following provisions of this Memorandum of Association, the objects for which the Company is established are unrestricted, and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Act (As Revised).

4. Subject to the following provisions of this Memorandum of Association, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the Companies Act (As Revised).

5. Nothing in this Memorandum of Association shall permit the Company to carry on a business of a bank or trust company without being licensed in that behalf under the Banks and Trust Companies Act (as revised) or to carry on insurance business from within the Cayman Islands or the business of an insurance manager, agent, sub-agent or broker without being licensed in that behalf under the Insurance Law (as revised) or to carry on the business of company management without being licensed in that behalf under the Companies Management Act (as revised).

6. The Company shall not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this clause shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.

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

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

9. The share capital of the Company is NT$1,000,000,000 divided into 100,000,000 ordinary shares of a nominal or par value of NT$10 each with power for the Company, subject to the provisions of the Companies Act (As Revised) and the Articles of Association, to redeem or purchase any of its shares and to sub-divide, increase or reduce the said capital and to issue any part of its capital, original, redeemed, increased or reduced, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be ordinary, preference or otherwise, shall be subject to the power hereinbefore contained.

10. 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 and the interpretations section of the Articles of Association of the Company shall apply to this Memorandum of Association.

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

AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

Yonggu Group Inc.

(as adopted by a Special Resolution passed on 26 th day of June, 2026)

INTERPRETATION

1. The Regulations contained or incorporated in Table A of the First Schedule of the Companies Act (As Revised) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time) shall not apply to this Company.

2. (1) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires:

Applicable Listing Rules	the relevant laws, regulations, rules and codes as amended, from time to time, applicable as a result of the original and continued trading or listing of any shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of the Securities and Exchange Act of the R.O.C., the Company Act of the R.O.C., the Business Mergers And Acquisitions Act of the R.O.C., the Act Governing Relations Between Peoples of the Taiwan Area and the Mainland Area, and any similar laws, statutes and the rules and regulations of the R.O.C. authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission, the TPEx and the TWSE (where applicable);
Articles	these Articles of Association of the Company in their present form, as amended, substituted or supplemented from time to time by a Special Resolution;
Auditors	the certified public accountant (if any) retained by the Company to audit the accounts of the Company, to audit and/or certify the financial statements of the

	Company or to perform other similar duties as assigned or requested by the Company for the time being;
Board	the board of Directors of the Company comprising all the Directors;
Capital Reserve	means (1) the Share Premium Account, (2) income from endowments received by the Company and (3) other items generated and treated as capital reserve pursuant to the Applicable Listing Rules or generally accepted accounting principles;
Chairman	has the meaning given thereto in Article 69;
Class or Classes	any class or classes of Shares as may from time to time be issued by the Company in accordance with these Articles;
Commission	the Financial Supervisory Commission of the R.O.C. or any other authority for the time being administering the Securities and Exchange Act of the R.O.C.;
Company	Yonggu Group Inc.;
Consolidation	the combination of two or more constituent companies into a consolidated company which is the new company that results from the consolidation of the constituent companies and the vesting of the undertaking, property and liabilities of such companies in the consolidated company within the meaning of the Law and the Applicable Listing Rules;
Director	a director of the Company or an Independent Director (if any) for the time being who collectively form the Board, and "Directors" means 2 or more of them (including any and all Independent Director(s));
Discount Transfer	has the meaning set out in Paragraph (4) of Article 23;
Electronic	shall have the meaning given to it in the Electronic Transactions Law (as revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force including every other law incorporated therewith or substituted therefore;

Emerging Market	the emerging market board of the TPEx in Taiwan;
Employees	employees of the Company and/or any of the Subordinate Companies of the Company, as determined by the Board from time to time in its sole discretion, and "Employee" shall mean any one of them;
Financial Statements	has the meaning set out in Article 104;
Independent Directors	those Directors designated as "Independent Directors" who are elected by the Members at a general meeting and appointed as "Independent Directors" for the purpose of these Articles and the requirements of the Applicable Listing Rules, and "Independent Director" means any one of them;
Juristic Person	a firm, corporation or other organization which is recognised by the Law and the Applicable Listing Rules as a legal entity;
Law	the Companies Act (As Revised) of the Cayman Islands and any amendment or other statutory modification thereof and every other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum and/or these Articles, and where in these Articles any provision of the Law is referred to, the reference is to that provision as modified by any law for the time being in force;
Member or Shareholder	a Person who is duly registered as the holder of any Share or Shares in the Register for the time being, including persons who are jointly so registered and "Members" or "Shareholders" means 2 or more of them;
Memorandum	the memorandum of association of the Company, as amended or substituted from time to time;
Merger	the merging of two or more constituent companies and the vesting of their undertaking, property and liabilities in one of such companies as the surviving company within the meaning of the Law and the Applicable Listing Rules;

Month	a calendar month;
NTD	New Taiwan Dollars;
Ordinary Resolution	a resolution:- (a) passed by a simple majority of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Members being Juristic Persons, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles; (b) at any time other than during the Relevant Period, approved 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 Juristic Persons by their duly authorized representatives); or (c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the resolution so adopted shall be the date on which the instrument is executed;
Person	any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;
Preferred Shares	has the meaning given thereto in Article 4;
Private Placement	an offer by the Company of its Shares, bonds and other securities approved by the Commission to specific persons pursuant to the Applicable Listing Rules;
Register	the register of Members of the Company maintained in accordance with the Law at such place within or outside the Cayman Islands;
Registered Office	the registered office of the Company for the time

	being as required under the Law;
Relevant Period	the period commencing from the date on which any of the securities of the Company first become public offering or registered or listed on the Emerging Market, the TPEx, the TWSE or any Taiwan stock exchange or securities market to and including the date immediately before the day on which none of such securities are so registered or listed (and so that if at any time registration or listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as registered or listed);
R.O.C. or Taiwan	the Republic of China, its territories, its possessions and all areas subject to its jurisdiction;
R.O.C. Courts	the Taiwan Taipei District Court or any other competent courts in the R.O.C.;
Seal	the common seal of the Company;
Secretary	any Person for the time being appointed by the Directors to perform any of the duties of the secretary of the Company and including any assistant, deputy, acting or temporary secretary;
Share	any share in the capital of the Company. All references to "Shares" herein shall be deemed to be Shares of any or all Classes as the context may require. For the avoidance of doubt in these Articles the expression "Share" shall include a fraction of a Share;
Share Premium Account	the share premium account of the Company established in accordance with these Articles and the Law;
Shareholder Service Agent	the agent licensed by the R.O.C. authorities and having its offices in the R.O.C. to provide shareholder services, in accordance with the Applicable Listing Rules and the Regulations Governing the Administration of Shareholder Services of Public Companies of the R.O.C. (as revised), to the Company;

signed	bearing a signature or representation of a signature affixed by mechanical means or an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a Person with the intent to sign the electronic communication;
Special Reserve	has the meaning set out in Article 95;
Special Resolution	a special resolution of the Company passed in accordance with the Law, being a resolution: (a) passed by a majority of at least two-thirds of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Members being Juristic Persons, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles, of which notice, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given; (b) at any time other than during the Relevant Period, approved 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 Juristic Persons by their duly authorized representatives); or (c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the special resolution so adopted shall be the date on which the instrument is executed. A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles;
Spin-off	an act wherein a transferor company transfers all of its independently operated business or any part of it to an existing or a newly incorporated company as

	consideration for that existing transferee company or newly incorporated transferee company to give shares, cash or other assets to the transferor company or to shareholders of the transferor company;
Statutory Reserve	a reserve set aside in an amount equal to ten percent (10%) of the total amount of after-tax net profit for the period and other items adjusted to the then-current year's undistributed earnings other than after-tax net profit for the period as calculated by the Company under the Applicable Listing Rules;
Subordinate Company	any company (a) of which a majority of the total outstanding voting shares or the total amount of the capital stock is held by the Company; (b) in which the Company has a direct or indirect control over the management of the personnel, financial or business operation of that company; (c) of which a majority of directors in such company are contemporarily acting as directors in the Company; or (d) of which a majority of the total outstanding voting shares or the total amount of the capital stock of such companies and that of the Company are held by the same Members;
TDCC	the Taiwan Depository & Clearing Corporation;
TPEx	the Taipei Exchange in Taiwan;
Treasury Shares	Shares that have been purchased by the Company and have not been cancelled but have been held continuously by the Company since they were purchased in accordance with the Law; and
TWSE	the Taiwan Stock Exchange Corporation.

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

(3) In these Articles unless the context otherwise requires:

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

(b) words importing the masculine gender shall include the feminine gender and neuter genders;

(c) a notice provided for herein shall be in writing unless otherwise specified and all reference herein to "in writing" and "written" shall include printing, lithography, photography and other modes of representing or reproducing words in permanent visible form; and

(d) "may" shall be construed as permissive and "shall" shall be construed as imperative.

(4) Headings used herein are intended for convenience only and shall not affect the construction of these Articles.

SHARES

3. Subject to these Articles and any resolution of the Members to the contrary, the Board may, in respect of all Shares for the time being unissued:

(a) offer, issue and allot of such Shares to such Persons, in such manner, on such terms and having such rights and being subject to such restrictions as they may from time to time determine, but so that no Share shall be issued at a discount, except in accordance with the provisions of the Law and, if during the Relevant Period, the Applicable Listing Rules; and

(b) grant options with respect to such Shares and issue warrants or similar instruments with respect thereto, in accordance with the provisions of the Law and, if during the Relevant Period, the Applicable Listing Rules; and, for such purposes, the Board may reserve an appropriate number of Shares for the time being unissued.

4. Subject to Article 5 and the sufficiency of the authorised share capital of the Company, the Company may issue Shares of different Classes with rights which are preferential or inferior 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.

5. (1) Where the Company is to issue Preferred Shares, the following shall be expressly set out in these Articles:

(a) the total number of Preferred Shares that have been authorised to be issued and the numbers of the Preferred Shares already issued;

(b) the order, fixed amount or fixed ratio of allocation of dividends, bonuses and other distributions on such Preferred Shares;

(c) the order, fixed amount or fixed ratio of allocation of surplus assets of the Company, upon its liquidation, to the holders of the Preferred Shares;

(d) the order of or restrictions on the voting right(s) (including, where applicable, a statement that such Preferred Shares have no voting rights

whatsoever) of the holders of such Preferred Shares;

(e) other matters concerning rights and obligations incidental to the Preferred Shares; and

(f) the method by which the Company is authorised or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply.

(2) Subject to the Law, the Memorandum and these Articles shall be amended with the sanction of a Special Resolution to stipulate the rights, benefits and restrictions of such Preferred Shares and the number of the Preferred Shares the Company is authorised to issue.

6. During the Relevant Period, subject to the sufficiency of the authorised share capital of the Company and these Articles, the issue of new ordinary Shares in 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.

7. (1) The Company shall issue Shares without printing share certificates, provided that the Register shall be conclusive evidence of the entitlement of a Person to Shares recorded against his/her/its name. During the Relevant Period, whenever the Company issues Shares, the Company shall, in compliance with the Law and the Applicable Listing Rules and subject to receipt of the subscription price from each subscriber, deliver or cause the Shareholder Service Agent to deliver Shares by advising TDCC to record the number of Shares against the name of each subscriber within thirty (30) days from the date the Board resolves to issue Shares. The Company shall make a public announcement in accordance with the Applicable Listing Rules prior to the delivery of such Shares.

(2) When the total number of Shares in every issuance has been subscribed to in full, the Company shall immediately request each of the subscribers for payment. Where the Company issues Shares at a premium, the amount in excess of par value shall be collected at the same time with the payment for Shares. Where a subscriber delays payment for Shares as mentioned above, the Company shall prescribe a period of not less than one (1) month and call upon each subscriber to pay up, declaring that in case of default of payment within that prescribed period the subscriber's right shall be forfeited. After the Company have made the aforesaid call, the subscribers who fail to pay accordingly shall forfeit their rights and the Shares subscribed to by them shall be otherwise sold. Under such circumstances, the Company may hold the subscriber liable for compensating the damage, if any, resulting from such default in payment.

(3) The Company shall not issue bearer Shares.

(4) The Company shall not issue any unpaid Shares or partial paid-up Shares to any Person. For the avoidance of doubt, a subscriber who fails to pay up the Shares pursuant to Paragraph (2) of this Article will not be considered a Member until the

Shares to be subscribed are paid in full, and only if the Shares the subscriber subscribed have been paid in full may the subscriber's name be entered in the Register.

(5) The Company shall neither issue Shares without par value nor convert its Shares from Shares with par value to Shares without par value.

8. During the Relevant Period:

(a) upon each issuance of new Shares, the Board may reserve not more than fifteen percent (15%) of the new Shares for subscription by the Employees pursuant to the Law and the Applicable Listing Rules; and

(b) where the Company issues new Shares for cash consideration, after the Board reserving certain percentage of the new Shares for subscription by the Employees pursuant to Subparagraph (a) of this Article, the Company shall allocate ten percent (10%) (or such greater percentage as the Company by an Ordinary Resolution determines) of the total number of the new Shares to be issued for offering in the R.O.C. to the public unless (i) the Commission, the TPEx and/or the TWSE (where applicable) considers such public offering unnecessary or inappropriate or (ii) the Applicable Listing Rules provide otherwise.

9. During the Relevant Period, subject to an Ordinary Resolution, upon each issuance of new Shares for cash consideration, the Company shall, after reserving the portion of new Shares for subscription by the Employees and public offering in the R.O.C. pursuant to Article 8, first offer such remaining new Shares, by a public announcement and a written notice to each existing Member respectively, stating that in case any such existing Member fails to confirm his/her/its subscription within the prescribed period his/her/its subscription right shall be forfeited, for the subscription of each such existing Member in proportion to the number of Share(s) held by him/her/it, provided that:

(a) where any fractional Share held by a Member is insufficient to subscribe for one new Share, the fractional Shares being held by several Members may be combined for joint subscription of one or more integral new Shares or for subscription of new Shares in the name of a single Member;

(b) the existing Member(s) may assign and transfer his subscription right to other Persons independently of his original Shares; and

(c) new Shares left unsubscribed may be offered to the public or to specific Persons through negotiation.

10. (1) Subparagraph (a) of Article 8 and Article 9 shall not apply whenever the new Shares are issued due to the following reasons:

(a) in connection with a Merger or a Consolidation of the Company or a Spin-off of the Company's business, or pursuant to any reorganisation of the Company save as otherwise provided by these Articles;

(b) in connection with meeting the Company's obligation under Share subscription warrants and/or options granted to the Employees;

(c) in connection with distribution of the Employees' compensation;

(d) in connection with meeting the Company's obligation under corporate bonds which are convertible bonds or vested with rights to acquire Shares;

(e) in connection with meeting the Company's obligation under share subscription warrant or Preferred Shares vested with rights to acquire Shares; or

(f) in connection with issuance of new Shares to the existing Members by capitalisation of the Company's reserves in accordance with these Articles.

(2) Article 8 and Article 9 shall not apply to any of the following circumstances:

(a) the Company, as the surviving company, issues new Shares for a Merger, or the Company issues new shares for the Merger between its subsidiary and other companies;

(b) all new Shares are issued as consideration for being acquired by the other company with the intention of takeover;

(c) all new Shares are issued as consideration for the acquisition of issued shares, business, or assets of other companies;

(d) new Shares are issued for the share exchange entered into by the Company,

(e) new Shares are issued for a Spin-off effected by the transferor company;

(f) new Shares are issued in connection with any Private Placement conducted pursuant to Article 13; or

(g) new Shares are issued in connection with any other event otherwise prohibited, limited, restricted or exempted to so apply pursuant to the Law and/or the Applicable Listing Rules.

(3) New Shares issued for any of the circumstances in the preceding Paragraph may be paid up in cash or assets as required for the business of the Company.

11. During the Relevant Period, subject to the Applicable Listing Rules, the Company may, upon adoption of a resolution passed by a majority of the Directors present at a meeting of

the Board attended by two-thirds or more of the total number of Directors, enter into a share subscription right agreement with the Employees whereby such Employees may subscribe, within a specific period of time, for a specific number of Shares of the Company at an agreed subscription price. Upon execution of the said agreement, the Company shall issue to each of such Employees a share subscription warrant. Such issued share subscription warrant shall be non-assignable, except for transfer by inheritance or intestacy.

12. During the Relevant Period, the Company may issue new Shares with restricted rights to Employees of the Company and/or its Subordinate Companies, subject to approval of Shareholders at a general meeting by a majority of the Shareholders present who represent two-thirds or more of the total issued and outstanding Shares, and in the event the total number of shares represented by the Shareholders present at a general meeting is less than the percentage of the total issued and outstanding Shares required in the preceding sentence, a resolution related thereto may be adopted by two-thirds of the voting rights exercised by the Shareholders present at the general meeting who represent a majority of the total issued and outstanding Shares, provided that Articles 8 and 9 shall not apply. In respect of the issuance of Shares to Employees in the preceding sentence, the number of Shares to be issued, issue price, issue conditions, restrictions and other matters shall be subject to the Applicable Listing Rules and the Law.

13. (1) During the Relevant Period and subject to the Applicable Listing Rules, the Company may, with the sanction of a Special Resolution, conduct a Private Placement with any of the following Persons in the R.O.C.:

    (a) banks, bills finance enterprises, trust enterprises, insurance enterprises, securities enterprises, or other Juristic Persons or institutions approved by the Commission;

    (b) natural persons, Juristic Persons, or funds meeting the conditions prescribed by the Commission; or

    (c) directors, supervisors, officers and managers of the Company or its affiliated enterprises.

    (2) Subject to the preceding Paragraph, the Board may resolve by a majority of the Directors presents at a meeting attended by two-thirds or more of the total numbers of the Directors that a Private Placement of ordinary corporate bonds be carried out by installments within one year of the date of such resolution.

14. The Company may by a Special Resolution reduce its share capital in the manner authorised, and subject to any conditions prescribed, by the Law and the Applicable Listing Rules.

15. During the Relevant Period, any issuance, conversion or cancellation of the Shares or any other equity securities (including but not limited to warrants, options or bonds), capitalisation and shareholder services, shall comply with the Law, the Applicable Listing Rules and the Regulations Governing the Administration of Shareholder Services of Public

Companies of the R.O.C. (as revised).

MODIFICATION OF RIGHTS

16. Whenever the share capital of the Company is divided into different Classes of Shares, including where Preferred Shares are issued, subject to Article 46 and in addition to a Special Resolution, the special rights attached to any Class shall be varied or abrogated with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of such Class. To every such separate general meeting and all adjournments thereof, all the provisions of these Articles relating to general meetings of the Company and to the proceedings thereat shall *mutatis mutandis* apply.

17. The rights conferred upon the holders of the Shares of any Class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that Class, be deemed to be materially adversely varied or abrogated by, *inter alia*, the creation, allotment or issue of further Shares ranking *pari passu* with or subsequent to them or the redemption or purchase of Shares of any Class by the Company.

REGISTER

18. Subject to the Law, the Board shall cause to be kept the Register at such place within or outside the Cayman Islands as it deems fit. During the Relevant Period, the Register shall be entered therein the particulars required under the Law and the Applicable Listing Rules, and shall be made available at its Shareholder Service Agent's office in the R.O.C. The Board or any other authorized conveners of general meetings of the Company may request that the Company or the Company's Shareholder Service Agent provide a copy of the Register for inspection.

19. Notwithstanding anything contained in these Articles and subject to the Law, during the Relevant Period, the relevant information of the Members shall be recorded by TDCC, and the Company shall recognize each person identified in the records provided by TDCC to the Company as a Member and such records shall form part of the Register as at the date of receipt of such records by the Company.

REDEMPTION AND REPURCHASE OF SHARES

20. (1) Subject to the Law and these Articles, Shares may be issued on the terms that they are, or at the option of the Company or the holder are, to be redeemed on such terms and in such manner as the Company, before the issue of the shares, may by Special Resolution determine.

(2) All Preferred Shares may be redeemed in accordance with the provisions of the Law, provided that the privileges accorded to holders of the Preferred Shares by these Articles shall not be impaired under the Law and the Applicable Listing Rules.

21. (1) Subject to the Law, the Applicable Listing Rules and these Articles, upon the approval of a majority of the Directors present at a Board meeting attended by two-

thirds or more of Directors, the Company may purchase its own Shares.

(2) During the Relevant Period:

(a) The number of Shares to be purchased by the Company from time to time shall not exceed ten percent (10%) of the total number of issued and outstanding Shares and the total amount of the Shares to be purchased by the Company shall not exceed the aggregate amount of retained profits, premium on capital stock, and realized Capital Reserve.

(b) Such resolutions of the Board approving purchases of Shares and the implementation thereof (including the failure of any purchase of Shares as approved by such resolutions, if any) shall be reported to the Shareholders at the next general meeting of the Company.

22. (1) Shares repurchased, redeemed or acquired (by way of surrender or otherwise) by the Company shall be cancelled immediately or held as Treasury Shares, upon such terms and manner and subject to such conditions as the Board thinks fit.

(2) During the Relevant Period, all matters relating to the Company's redemption and repurchase of Shares shall be subject to the Law and the Applicable Listing Rules.

23. (1) Subject to the Law, for so long as the Company holds Treasury Shares, the Company shall be entered in the Register as the holder of the Treasury Shares, provided that:

(a) the Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;

(b) the Treasury Shares shall not be pledged or encumbered in any manner whatsoever;

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

(d) no dividend/bonus may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up) may be made to the Company, in respect of a Treasury Share.

(2) Subject to the Law and these Articles, any or all Treasury Shares may at any time be canceled or transferred to any person (including the Employees; the qualifications of such employees shall be determined by the Board, subject to Paragraph (5) of this Article) upon such terms and manner and subject to such conditions as the Board

thinks fit. The Board may determine, at its discretion, the terms and conditions (including a lock-up period restricting the transfer of any Treasury Shares transferred to the Employees pursuant to this Paragraph (2) for a term of up to two (2) years) of such transfer.

(3) A sum equal to the consideration (if any) received by the Company pursuant to the transfer of Treasury Share(s) shall be credited in accordance with the Law.

(4) Subject to Paragraph (5) of this Article and the Law, the Company may, by way of a Special Resolution passed at the next general meeting of the Company, transfer the Treasury Shares to the Employees for a price that is below the average price that the Company has paid to purchase such Treasury Shares (the "**Discount Transfer**"), provided that the following matters shall be specified in the notice of such general meeting with the description of their major contents, and shall not be proposed as ad hoc motions:

(a) the transfer price of the Treasury Shares as determined by the Board, the discount rate used for the Discount Transfer, and the calculation basis of the Discount Transfer, and the basis of such determination;

(b) the amount of the Treasury Shares to be transferred pursuant to, and the purpose of, the Discount Transfer, and the basis of such determination;

(c) the qualification and terms of the Employees to whom the Treasury Shares are transferred and the amount of Treasury Shares for which such Employees may subscribe pursuant to the Discount Transfer;

(d) matters that the Board is of the opinion that may affect Shareholders' equity, including:

(i) any expenses that may be incurred and dilution of per share profit, if any, due to the Discount Transfer in accordance with the Applicable Listing Rules; and

(ii) any burden on the Company caused by the Discount Transfer in accordance with the Applicable Listing Rules.

(5) The total aggregate amount of the Treasury Shares to be transferred to the Employees pursuant to the Discount Transfer in accordance with Paragraph (4) of this Article shall not exceed five percent (5%) of the total number of issued and outstanding Shares of the Company, and each Employee shall not subscribe for more than point five percent (0.5%) of the total issued and outstanding Shares of the Company in aggregate.

24. (1) Notwithstanding anything to the contrary contained in these Articles but subject to the Law, the Company may carry out a compulsory purchase and cancellation of its Shares on a pro rata basis (rounded up or down to the nearest whole number) among

the Shareholders in proportion to the number of Shares held by each such Shareholder subject to approval by a Special Resolution. The purchase price payable to the Shareholders in connection with a purchase of Shares described in the preceding sentence may be paid in cash or in kind. Where any purchase price is paid in kind, the type of such payment in kind and the corresponding amount of such substitutive distribution shall be subject to approval by a Special Resolution as well as individual consent by the Shareholder(s) receiving such payment in kind. Prior to convening the general meeting for approving such purchase of Shares, the Board shall determine the monetary equivalent value of any purchase price to be paid in kind and have such value audited and certified by a certified public accountant in the R.O.C.

(2) For the avoidance of doubt, where the proposed purchase and cancellation of Shares is not on a pro rata basis, such purchase and cancellation shall be made only at any time other than during the Relevant Period, and subject to the Law and the Applicable Listing Rules, the Board is empowered to authorize and carry out such repurchase and cancellation without approval by Special Resolution in accordance with the preceding Paragraph.

TRANSFER AND TRANSMISSION OF SHARES

25. Subject to the Law and the Applicable Listing Rules and unless otherwise provided by these Articles, the Shares shall be freely transferable.

26. The Company shall not be obligated to recognize any transfer or assignment of Shares unless the name/title and residence/domicile of the transferor and transferee have been recorded in the Register. The registration of transfers may be suspended when the Register is closed in accordance with Article 28.

NON-RECOGNITION OF TRUSTS

27. Except as required by Law or the Applicable Listing Rules, no person shall be recognised by the Company as holding any Share upon any trust, and the Company shall not, unless required by Law or the Applicable Listing Rules, be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or actual interest in any Share (except only as otherwise provided by these Articles, the Law or the Applicable Listing Rules otherwise requires or under an order of a court of competent jurisdiction) or any other rights in respect of any Share except an absolute right to the entirety thereof in the registered holder.

CLOSING REGISTER OR FIXING RECORD DATE

28. (1) The Board may fix in advance the record date(s) for (a) determining the Members entitled to receive any dividend/bonus, distribution or issue; (b) determining the Members entitled to receive notices of, attend or vote at any general meeting or any

adjournment thereof in person, by proxy, way of a written ballot or by way of electronic transmission; and (c) any other purposes as determined by the Board. In the event the Board designates the record date(s) for (b) in accordance with this Article, such record date(s) shall be date(s) prior to the general meeting.

(2) During the Relevant Period, subject to the Law, for the purposes of (a) determining the Members entitled to receive any dividend/bonus, distribution or issue; and (b) determining the Members entitled to receive notices of, attend or vote at any general meeting or any adjournment thereof, the Board shall fix the period that the Register shall be closed for transfers (the "**Book Closure Period**") at least for a period of sixty (60) days before the date of each annual general meeting, thirty (30) days before the date of each extraordinary general meeting and five (5) days before the target date for a dividend, bonus or other distribution. For the purpose of calculating the Book Closure Period, the respective convening date of the general meeting or the relevant target date shall be included.

GENERAL MEETINGS

29. The Company shall in each year hold a general meeting as its annual general meeting within six months after close of each financial year or such other period as may be permitted by the Commission, the TPEx or the TWSE (where applicable). The annual general meeting shall be convened by the Board.

30. All general meetings other than annual general meetings shall be called extraordinary general meetings. The Board may, whenever they think fit, convene an extraordinary general meeting of the Company.

31. During the Relevant Period, all general meetings to be held in physical locations shall be held in the R.O.C. At any time other than during the Relevant Period, the Board may convene any general meeting at such place as it deems fit.

32. (1) Any one or more Member(s) may, by depositing the requisition notice specifying the proposals to be resolved and the reasons thereof, request the Board to convene an extraordinary general meeting, provided that such Member or Members continuously holds at least three percent (3%) of the issued Shares of the Company as at the date of deposit of the requisition notice for a period of at least one year immediately prior to that date. If the Board does not give notice to Members to convene such meeting within fifteen (15) days after the date of the requisition notice, the proposing Member(s) may convene a general meeting.

(2) Any one or more Member(s) continuously holding more than half of the total issued Shares of the Company for a period of no less than three months may convene an extraordinary general meeting. The number of Shares held by such Member or Members and the holding period of which such Member or Members hold such Shares shall be calculated and determined based on the Register as of the first day of the Book Closure Period.

33. During the Relevant Period, the Company shall engage a Shareholder Service Agent within the R.O.C. to handle the administration of general meetings, including but not limited to, the voting matters.

NOTICE OF GENERAL MEETING

34. (1) During the Relevant Period, at least thirty (30) days' notice of an annual general meeting and fifteen (15) days' notice of an extraordinary general meeting shall be given to each Member. The period of notice shall be exclusive of the day on which it is served and of the day on which the general meeting is to be held. Such notice shall be in writing, shall specify the place, the day and the time of meeting and the agenda and the proposals to be resolved at the general meeting and shall be given in the manner hereinafter described or be given via electronic communications if previously consented by the Members and permitted by the Law and the Applicable Listing Rules.

(2) At any time other than the Relevant Period, at least five (5) days' notice in writing shall be given of an annual general meeting or any other general meeting PROVIDED HOWEVER that notice may be waived by all the Member either at or before the meeting is held PROVIDED FURTHER that notice or waiver thereof may be given by email, telex or telefax. At any time other than the Relevant Period, a general meeting may be convened by such shorter notice with the consent of a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five percent (95%) in nominal value of the Shares giving that right.

35. (1) During the Relevant Period, the Company shall make public announcements with regard to notice of general meeting, proxy form, summary information and details about items to be proposed at the meeting for approval, discussion, election or dismissal of Directors at least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any extraordinary general meeting.

(2) During the Relevant Period, if the Company allows the Shareholders to exercise the votes and cast the votes in writing or by way of electronic transmission in accordance with Article 57, the Company shall also send to the Shareholders the information and documents as described in the preceding Paragraph, together with the voting right exercise forms.

36. The following matters shall not be considered, discussed or proposed for approval at a general meeting unless they are specified in the notice of general meeting with the description of their major contents; the major contents may be posted on the website designated by the R.O.C. competent authorities or the Company, and such website shall be indicated in the notice:

(a) any election or removal of Director(s);

(b) any alteration of the Memorandum and/or these Articles;

(c) any capital reduction or compulsory purchase and cancellation of Shares pursuant to Paragraph (1) of Article 24;

(d) applying for the approval of ceasing the status as a public company;

(e) any dissolution, voluntary winding-up, Merger, share exchange, Consolidation or Spin-off of the Company;

(f) entering into, amending, or terminating any contract for lease, management or regular joint operation of the Company's whole business;

(g) the transfer of the whole or any material part of the Company's business or assets;

(h) the acquisition of the whole business or assets of a Person, which has a material effect on the operation of the Company;

(i) carrying out a Private Placement of any equity-type securities issued by the Company;

(j) granting a waiver to a Director's non-competition obligation or approving a Director to engage in activities in competition with the Company;

(k) distributing dividends, bonuses or other distributions payable on or in respect of the Share in whole or in part by way of issuance of new Shares; and

(l) capitalisation of the Company's Statutory Reserve, the Share Premium Account and/or the income from endowments received by the Company in the Capital Reserve, by issuing new Shares and/or cash to its existing Members.

37. During the Relevant Period, the Company shall prepare a manual for each general meeting, and such manual and relevant materials shall be published on the website designated by the Commission, the TPEx or the TWSE (where applicable) thirty (30) days prior to the scheduled date of the relevant annual general meeting and fifteen (15) days prior to the scheduled date of the relevant extraordinary general meeting pursuant to the Applicable Listing Rules.

38. 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.

PROCEEDINGS AT GENERAL MEETINGS

39. (1) No business, other than the appointment of a chairman of the meeting, shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as otherwise provided by these Articles, at least two Members present in person or by proxy or (in the case of a Member being a corporation)

by its duly authorised representative representing more than one-half of the total issued and outstanding Shares with voting rights shall be a quorum of Members for all purposes.

(2) When a general meeting is held, a Member may participate in the general meeting through the medium of video conference call or any other form of communications designated and announced by the competent authority set forth in the Company Act of the R.O.C.; provided that in case of calamities, unforeseen incidents, or force majeure, the competent authority set forth in the Company Act of the R.O.C. may announce and designate that during a prescribed period the Company shall hold a general meeting by means of video conference call or any other form of communications without regard to lack of express provisions in these Articles. A Member participating in this way is deemed to be present in person at the general meeting.

(3) With respect to participation of a general meeting through the medium of video conference call referred to in the preceding Paragraph, the Company shall comply with the conditions, operating procedures and other matters prescribed by the Applicable Listing Rules.

40. (1) During the Relevant Period, one or more Member(s) holding one percent (1%) or more of the total issued Shares of the Company may submit to the Company not more than one proposal in writing or by way of electronic transmission for resolution at an annual general meeting.

(2) During the Relevant Period, prior to the commencement of the period in which the Register is closed for transfers before an annual general meeting, the Company shall make a public announcement of the place and the period for Members to submit proposals; provided that the period for submitting such proposals shall not be less than ten (10) days.

(3) The Member who has submitted a proposal shall attend, in person or by a proxy, such general meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal.

(4) The Board shall include a proposal submitted by Member(s) unless:

(a) the proposal involves matters which cannot be settled or resolved at a general meeting under the Law, the Applicable Listing Rules and these Articles;

(b) the number of Shares held by the proposing Member(s) is less than one percent (1%) of the total issued Shares in the Register upon commencement of the Book Closure Period before the relevant annual general meeting of the Company;

(c) the proposal contains more than one matter;

(d) the proposal contains more than three hundred (300) words; or

(e) the proposal is submitted after the expiration of the specified period announced by

the Company for submitting proposals.

(5) If a proposal submitted by Member(s) is intended to urge the Company to promote public interests or fulfil its social responsibilities, the Board may include the proposal notwithstanding that one of the circumstances set forth in the preceding Paragraph (4) of this Article applies.

(6) The Company shall, prior to the despatch of a notice of the relevant annual general meeting, inform all the proposing Members of whether their proposals are accepted or not, and shall list in the notice of the relevant annual general meeting all the accepted proposals. The Board shall explain at the relevant annual general meeting the reasons for excluding any proposal submitted by Members.

41. The Chairman shall preside as chairman at every general meeting of the Company convened by the Board. For a general meeting convened by any Person other than the Board, such Person shall act as the chairman of that meeting; provided that if there are two or more Persons jointly convening such meeting, the chairman of the meeting shall be elected from those Persons.

42. If at any general meeting the Chairman is not present or is unwilling to act as chairman, he shall appoint one of the Directors to act on his behalf. In the absence of such appointment, the Directors present may choose one of them to be the chairman of that general meeting.

43. A general meeting may be adjourned by the Company by an Ordinary Resolution from place to place within five (5) days, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a general meeting is adjourned for more than five (5) days, notice of the time and location of the adjourned meeting shall be given as in the case of an original meeting.

44. At any general meeting, a resolution put to the vote of the meeting shall be decided on a poll.

45. Unless otherwise expressly required by the Law, the Applicable Listing Rules or these Articles, any matter proposed for approval by the Members at a general meeting shall be passed by an Ordinary Resolution.

46. (1) Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution:

(a) enter into, amend, or terminate any contract for lease, management or regular joint operation of its whole business;

(b) transfer the whole or any material part of its business or assets;

(c) acquire the whole business or assets of a Person, which has a material effect on the operation of the Company;

(d) distribute dividends, bonuses or other distributions in whole or in part by way of

issuance of new Shares;

(e) effect any Spin-off of the Company;

(f) enter into any share exchange;

(g) authorise a plan of Merger or Consolidation involving the Company;

(h) resolve that the Company be wound up voluntarily for reasons other than the reason provided in Article 47;

(i) carry out a Private Placement;

(j) grant a waiver to a Director's non-competition obligation, or approve a Director to engage in activities in competition with the Company;

(k) change its name;

(l) change the currency denomination of its share capital;

(m) increase the share capital by such sum, to be divided into new Shares of such Classes of such par value, as the resolution shall prescribe;

(n) consolidate and divide all or any of its share capital into Shares of a larger par value than its existing Shares;

(o) subdivide its existing Shares, or any of them, into Shares of a smaller par value than is fixed by the Memorandum;

(p) cancel any Shares that, at the date of the resolution, have not been taken or agreed to be taken by any Person and diminish the amount of its share capital by the amount of the Shares so cancelled;

(q) subject to these Articles (including without limitation Articles 16 and 17), alter or amend the Memorandum or these Articles, in whole or in part;

(r) reduce its share capital and any fund of the capital redemption reserve in any manner authorised by the Law and the Applicable Listing Rules;

(s) appoint an inspector to examine the affairs of the Company under the Law;

(t) [*Intentionally Deleted*]; and

(u) apply for the approval of ceasing the status as a public company.

(2) Notwithstanding anything contained in these Articles, unless otherwise provided by the Law and the Applicable Listing Rules, in case the Company is dissolved after

participating in the merger/consolidation or the Company is delisted from the TPEx or TWSE due to the general transfer (or the assignment of all rights and delegation of all duties of the Company), the transfer of business or assets of the Company, any share exchange or any Spin-off entered into or carried out by the Company while the surviving, transferee, existing or newly incorporated company is not a listed company (including TWSE/TPEx listed company), any such action aforementioned shall be approved by the affirmative vote of at least two-thirds (2/3) of the total votes cast by the Members of the Company.

47. Subject to the Law and the Applicable Listing Rules, the Company may by an Ordinary Resolution resolve that the Company be wound up voluntarily if the Company is unable to pay its debts as they fall due.

48. (1) Subject to the compliance with the Law, in the event any of the resolutions with respect to the matter(s) as set out in Subparagraph (a), (b) or (c) of Paragraph (1) of Article 46 is adopted at a general meeting, a Member who has notified the Company in writing of his objection to such proposal prior to that meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair price; provided, however, that no Member shall have the abovementioned appraisal right if the resolution to be adopted is in relation to the matter(s) set out in Subparagraph (b) of Paragraph (1) of Article 46 and at the same meeting the resolution for the winding up of the Company is also adopted.

(2) Subject to the compliance with the Law, in the event that the Company resolves to carry out any Spin-Off, Consolidation, Merger, acquisition or share exchange (collectively, the "**Merger and Acquisition**"), a Member expressing his dissent in accordance with the Applicable Listing Rules may request the Company to purchase all of his Shares at the then prevailing fair price.

(3) Without prejudice to the Law, a Member who votes against or waives his voting right at the meeting may request the Company to repurchase all of his Shares pursuant to Paragraphs (2) of this Article. In the event the Company and such Member fail to reach an agreement on the purchase price within sixty (60) days following the date of the resolution, the Company shall, within thirty (30) days after such sixty (60) days period, file a petition against all Members who fail to reach such an agreement (collectively, the "**Dissenting Members**") with the R.O.C. Courts for a ruling on the appraisal price, and may designate Taiwan Taipei District Court of the R.O.C. as the court of first instance. Any and all votes waived by a Member referred to in this Paragraph shall not be counted toward the number of votes represented by the Members present at a general meeting.

(4) Without prejudice to the Law, a Member making a request pursuant to Paragraphs (1) or (2) of this Article shall make such request in writing within twenty (20) days after the date of the general meeting adopting resolutions with respect to the matter(s) as set out in Subparagraph (a), (b) or (c) of Paragraph (1) of Article 46 or the Merger and Acquisition, and specify the repurchase price. If the Member and the Company reach an agreement on the repurchase price, the Company shall pay for the Shares to

be repurchased within ninety (90) days after the date of the general meeting adopting such resolutions. In case no agreement is reached, the Company shall pay the fair repurchase price determined at its discretion to the Dissenting Members with whom the Company fail to reach an agreement within ninety (90) days after the date of the general meeting adopting such resolutions. If the Company fails to pay the price, it shall be considered to have accepted the repurchase price proposed by such Dissenting Members.

(5) Notwithstanding Paragraphs (2), (3) and (4) of this Article, nothing under this Article shall restrict or prohibit a Member from exercising his right under section 238 of the Companies Act (As Revised) of the Cayman Islands and any amendment or other statutory modification thereof to payment of the fair value of his shares upon dissenting from a Consolidation or Merger.

49. In case the procedure for convening a general meeting in which a resolution is adopted or the method of adopting a resolution is in violation of the Law, the Applicable Listing Rules or these Articles, a Member may, if and to the extent permitted under the Law, within thirty (30) days from the date of the resolution, submit a petition to the Taiwan Taipei District Court of the R.O.C., as applicable, for an appropriate remedy, including but not limited to, requesting the court to invalidate and cancel the resolution adopted therein.

50. Notwithstanding anything to the contrary provided for in these Articles, at any time other than during the Relevant Period, 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 Juristic Persons by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

51. The proceedings regarding general meetings and the voting in general meetings not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by the Company by an Ordinary Resolution from time to time; during the Relevant Period, such internal rules shall be in compliance with the Law and the Applicable Listing Rules.

VOTES OF MEMBERS

52. Subject to any rights and restrictions as to voting for the time being attached to any Share by or in accordance with these Articles, at any general meeting, every Member present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each Share registered in his/her/its name in the Register.

53. In the case of joint Members, the joint Members shall select a representative among them to exercise their voting powers and the vote cast by such representative, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Members.

54. A Shareholder who holds Shares for the benefit of others need not use all his votes or cast all the votes he holds in the same way as he uses his votes in respect of Share he holds for

himself. The qualifications, scope, methods of exercise, operating procedures and other requirements for separate votes shall be in compliance with the Applicable Listing Rules.

55. Any corporation which is a Member of the Company may, by resolution of its board or other governing body, authorise such natural person as it thinks fit to act as its representative at any general meeting or at any meeting of a Class of Members of the Company.

56. (1) Subject to the Law and the Applicable Listing Rules, Shares held by the following persons shall not be counted in the total number of issued Shares of the Company which are entitled to vote for when calculating the quorum at a general meeting and Members belonging to the following persons shall abstain from voting in respect of all Shares held by them:

(a) the Company itself (if such holding is permitted by the Law);

(b) any entity in which the Company is legally or beneficially interested in more than fifty percent (50%) of its issued and voting share capital or equity capital; or

(c) any entity in which the Company and (i) its holding company, and (ii) its Subordinate Company are legally or beneficially, directly or indirectly, interested in more than fifty percent (50%) of its issued and voting share capital or equity capital.

(2) Any Member who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a general meeting shall abstain from voting in respect of all the Shares that such Member should otherwise be entitled to vote, on his behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Member(s) shall not be counted in determining the number of votes for or against such matter.

(3) Where any Director, who is also a Shareholder of the Company, creates or has created any charge, mortgage, encumbrance or lien in respect of Shares held by such Director (the "**Charged Shares**") exceeding fifty percent (50%) of total Shares held by such Director at the time of his/her latest appointment as Director, such Director shall refrain from exercising its voting rights on the Shares representing the difference between the Charged Shares and fifty percent (50%) of total Shares held by such Director at the time of his/her latest appointment as Director, and such Shares shall not carry the voting rights and shall not be counted toward the number of votes represented by the Shareholders present at a general meeting but shall be included in the quorum.

57. To the extent permitted by the Law, the Board may resolve that the voting power of a Member at a general meeting may be exercised by way of a written ballot or by way of electronic transmission. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or electronic transmission. Notwithstanding the foregoing, during the Relevant Period, subject to the Applicable Listing Rules, the Company shall adopt the

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

58. In case a Member who has cast his votes by a written instrument or by way of electronic transmission intends to attend the relevant general meeting in person, he shall, at least two (2) day prior to the date of the general meeting, revoke such votes by serving a notice in the same manner as he cast such votes. In the absence of a timely revocation of such votes, such votes shall remain valid.

PROXY

59. (1) A Member may appoint a proxy to attend a general meeting on his behalf by executing a proxy form produced by the Company stating therein the scope of power authorized to the proxy. A proxy need not be a Member.

(2) During the Relevant Period, subject to the Law and unless otherwise provided in these Articles, forms of instrument of proxy for use at a general meeting shall be produced by the Company specifying therein (a) the instructions for filling out the form, (b) the matters to be entrusted by the Member or to be voted upon pursuant to such proxy, and (c) the basic information of the Member as appointor, the proxy and the proxy solicitor (if any) and shall be sent out together with the notice of general meeting to all Members on the same day.

60. A Member may only appoint one proxy for each general meeting irrespective of how many Shares he holds and shall serve an executed proxy in compliance with the preceding Article to the Company or its Shareholder Service Agent as the case may be no later than five (5) days prior to the date of the general meeting. In case the Company receives two or more proxies from one Member, the one received first by the Company shall prevail unless an explicit statement by the Member to revoke such proxy is made in the subsequent proxy, provided this subsequent proxy is received no later than five (5) days prior to the date of the general meeting.

61. In case a Member who has served a proxy intends to attend the relevant general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at least two (2) days prior to the date of the general meeting, revoke such proxy by serving a separate written notice to the Company or Shareholder Service Agent. Otherwise, the votes cast by the proxy at the general meeting shall prevail.

62. A Member who has served the Company with his voting decision in accordance with Article 57 for the purpose of exercising his voting power by way of a written ballot or by way of electronic transmission may appoint a person as his proxy to attend the meeting in accordance with these Articles, in which case the vote cast by such proxy shall be deemed to have revoked his previous voting decision served on the Company and the Company shall only count the vote(s) cast by such expressly appointed proxy at the meeting.

63. During the Relevant Period, except for trust enterprises or shareholder service agencies duly licensed under the R.O.C. competent authorities or the chairman of a general meeting who is deemed appointed as proxy pursuant to Article 57, where a Person acts as a proxy for two or more Members, the number of voting Shares that the proxy may vote in respect thereof shall not exceed three percent (3%) of the total number of issued and outstanding voting Shares; otherwise, such number of voting Shares in excess of the aforesaid threshold shall not be counted towards the number of votes cast for or against the relevant resolution or the number of voting Shares present at the relevant general meeting but shall be included in the quorum. Upon such exclusion, the number of voting Shares being excluded and attributed to each Member represented by the same proxy shall be determined on a pro-rata basis based on the total number of voting Shares being excluded and the number of voting Shares that such Members have appointed the proxy to vote for.

64. The use and solicitation of proxies not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by the Board from time to time, which shall be in compliance with the Law and the Applicable Listing Rules (in particular, the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of R.O.C. Public Companies (as amended, supplemented or otherwise modified from time to time)).

DIRECTORS AND THE BOARD

65. (1) The Board shall consist of not less than five (5) or more than twelve (12) Directors (including Independent Directors). Subject to the foregoing, the number of Directors to be elected and hold the office shall be stated in the notice of the general meeting in which an election of Directors will be held.

(2) A Director can be a natural person or a Juristic Person. Where a Director is a Juristic Person, it shall designate a natural person as its authorized representative to exercise, on its behalf, the powers of a Director and may replace such representative from time to time so as to fulfil its remaining term of the office. A Director shall not be required to hold any Shares in the Company.

(3) Directors shall be elected by Members at general meetings. Any Juristic Person which

is a Member shall be entitled to appoint a natural person or natural persons as its representative(s) to be nominated for election as Director in accordance with these Articles.

(4) The principle of cumulative voting shall apply in any election of Directors pursuant to this Article. Each Member entitled to vote in such election shall have a number of votes equal to the product of (a) the number of votes conferred by such Member's Shares and (b) the number of Directors to be elected at the general meeting. Each Member may divide and distribute such Member's votes, as so calculated, among any one or more candidates for the directorships to be filled, or such Member may cast such Member's votes for a single candidate. At such election, the candidates receiving the highest number of votes, up to the number of Directors to be elected, shall be elected. Notwithstanding anything to the contrary in these Articles, at any time other than the Relevant Period, the Company may by Ordinary Resolution appoint any Person to be a Director or remove any Director from office.

(5) The proceedings and the voting regarding the election of Directors not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by an Ordinary Resolution from time to time, which shall be in compliance with the Law and the Applicable Listing Rules.

66. The Company may, whenever it thinks fit, adopt and apply a candidate nomination mechanism for election of any of the Directors in accordance with the Applicable Listing Rules. Notwithstanding the foregoing, during the Relevant Period, a candidate nomination mechanism shall be adopted for election of all Directors. Upon adoption of candidate nomination mechanism, the Directors and Independent Directors shall be elected by the Members at a general meeting from among the nominees listed in the respective rosters of director candidates and independent director candidates. Subject to the Law and the Applicable Listing Rules, the Board may establish detailed rules and procedures for such candidate nomination.

67. Subject to these Articles, each Director shall be appointed to a term of office of three (3) years and is eligible for re-election. In case no election of new Directors is effected prior to the expiration of the term of office of existing Directors, the term of office of such existing Directors shall be extended until the time such Directors are re-elected or new Directors are duly elected and assume their office subject to these Articles. In the event of any vacancy in the Board, the new Director elected in the general meeting shall fill the vacancy for the residual term of office.

68. (1) Unless otherwise provided by these Articles, a Director may be removed from office at any time by a Special Resolution adopted at a general meeting.

(2) Without prejudice to other provisions of these Articles, the Directors may be put up for re-election at any time before the expiration of the term of office of such Directors. In the event where all Directors are subject for re-election at a general meeting before the expiration of the term of office of such Directors, subject to the successful election of the new Directors at the same meeting, the term of office of all current

Directors is deemed to have expired on the date of the re-election if the Members do not resolve that all current Directors will only retire at the expiration of their present term of office or any other date as otherwise resolved by the Members at the general meeting.

69. A chairman of the Board (the "**Chairman**") shall be elected from among the Directors and appointed in term by a majority of the Directors present at a Board meeting attended by at least two-thirds of all of the Directors then in office. The Chairman shall externally represent the Company and internally preside as the chairman at every Board meeting and at every general meeting convened by the Board. In the event the Chairman is not present at a meeting or cannot or will not exercise his power and authority for any cause, he shall designate one of the Directors to act on his behalf. In the absence of such designation, the Directors present at the meeting shall elect from among themselves an acting chairman.

70. The remuneration of a Director may differ from other Directors, and shall be determined by the Board, regardless of the Company profits or losses of respective years, based on (a) the extent of a Director's involvement with the operations of the Company, (b) the contribution of a Director to the Company, (c) the prevailing industry standard and (d) such other relevant factors.

71. When the number of Directors then in office falls below five (5) due to any Director(s) vacating his office for any reason, the Company shall hold an election for such number of Directors at the next general meeting to fill the vacancy for the remainder of the term of such outgoing Director(s). When the number of Directors then in office falls short by one-third of the total number of Directors initially constituting the existing Board, the Company shall convene an extraordinary general meeting within sixty (60) days of the occurrence of that fact for the purposes of electing such number of Directors to fill the casual vacancy.

72. Subject to these Articles, a Director other than an Independent Director may hold any other office (except that of Auditor) 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 Board may determine, and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

73. (1) Without prejudice to the duties owed by a Director to the Company under common law of the Cayman Islands and subject to the Law, the Directors shall assume fiduciary duties to the Company and without limitation, the due care of a good administrator, exercise due care and skill and act in the best interest of the Company in conducting the business operation of the Company, including matters in connection with Spin-off, Consolidation, Merger, or acquisition of the Company. A Director may be liable to the Company if he acts contrary to his duties. In circumstances where a Director breaches any of such duties and acts for his/her or other Person's interest, the Company may, with the sanction of an Ordinary Resolution, take all such actions

and steps as may be appropriate and to the maximum extent legally permissible to seek to recover any and all earnings derived from such act as if such misconduct is done for the benefit of the Company.

(2) If a Director violates any law in the course of conducting the business of the Company, he shall be jointly and severally liable with the Company for the damages resulting from such violation.

(3) The preceding two Paragraphs of this Article shall apply, mutatis mutandis, to the officers of the Company who are authorised to act on its behalf in a senior management capacity.

74. Subject to these Articles, a Director other than an Independent Director may act by himself or his firm in a professional capacity for the Company (except that of Auditor), and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

75. To the extent permitted by the Law, the Company may pay, or agree to pay, a premium in respect of a contract insuring each of the following persons against risks determined by the directors, other than liability arising out of that person's negligence and/or dishonestly: an existing or former director (including alternate director), secretary or officer or Auditor of: the Company; a company which is a subsidiary of the Company; and a company in which the Company has or had an interest (whether direct or indirect).

76. During the Relevant Period, the qualifications, election, removal, power, authority and other requirements for Directors (including Independent Directors), which are not covered by these Articles, shall be in compliance with the Applicable Listing Rules.

INDEPENDENT DIRECTORS

77. (1) During the Relevant Period, the number of Independent Directors of the Company shall not be less than three (3) or one-third of the total number of Directors at any time, whichever is greater. Two (2) of the Independent Directors shall have resident status of the R.O.C. (such resident status being registered with local government authorities) PROVIDED HOWEVER that the number of Independent Directors of the Company shall not be less than four (4) when the Chairman is also the general manager or holds an office equivalent to the general manager or when a spousal relationship or a familial relationship within the first degree of kinship as defined under the Civil Code of Taiwan exists between the Chairman and the general manager of the Company or between the Chairman and an officer equivalent to the general manager of the Company.

(2) Subject to the foregoing, the number of Independent Directors to be elected and hold the office shall be stated in the notice of the general meeting in which an election of Independent Directors will be held. When an Independent Director ceases to act, resulting in a number of Independent Directors then in office lower than the prescribed minimum number, an election for an Independent Director shall be held at the next general meeting. When all Independent Directors cease to act, the Company shall convene an extraordinary general meeting to hold an election of Independent Directors

within sixty (60) days from the date on which the situation arose.

78. Independent Directors shall possess professional knowledge and shall maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions held by the Independent Directors shall be as prescribed by the Applicable Listing Rules, and the assessment of independence of such Independent Directors shall be in compliance with the Applicable Listing Rules. The Board or other Persons calling a general meeting at which an election for Independent Directors is proposed shall ensure that the requirements of this Article have been satisfied and complied with in relation to any candidate for Independent Director.

POWERS AND DUTIES OF THE BOARD

79. (1) Subject to the Law, these Articles, the Applicable Listing Rules and any resolutions passed in a general meeting, the business of the Company shall be managed by the Board in such manner as it shall think fit, which may pay all reasonable expenses in connection with business management, including but not limited to expenses incurred in forming and registering the Company and may exercise all powers of the Company.

(2) If the Board fails to comply with the Applicable Listing Rules, these Articles and any resolutions passed in a general meeting in dealing with matters in connection with Spin-off, Consolidation, Merger, or acquisition of the Company, as a result of which the Company suffers damages, any Director involved in decision-making related thereto shall be liable to the Company in respect of the damages suffered by the Company. However, a Director may be exempted from the liability if the minutes of the Board meeting or written statement demonstrates such Director's dissent.

(3) Except as otherwise provided by these Articles, the compensation to be paid to the Directors shall be determined by the Board in accordance with the standard prevalent in the industry by reference to recommendation made by the remuneration committee (if established). Such compensation shall be deemed to accrue from day to day, and the Directors shall also be entitled to be paid their travelling, hotel and other expenses properly incurred by them in going to, attending and returning from Board meetings of the Directors, or any committee established under Article 82, or general meetings of the Company, or otherwise in connection with the business of the Company, or to receive a fixed allowance in respect thereof as may be determined by the Board from time to time, or a combination partly of one such method and partly the other.

80. The Board may from time to time appoint any Person to hold such office in the Company as the Board may think necessary for the management of the Company, including but not limited to officers and managers, and for such term and at such remuneration as the Board may think fit. Any Person so appointed by the Board may be removed by the Board.

81. The Board may appoint a Secretary (and if need be an assistant Secretary or assistant Secretaries) who shall hold office for such term, at such remuneration and upon such conditions and with such powers as the Board thinks fit. Any Secretary or assistant Secretary

so appointed by the Board may be removed by the Board. The Secretary shall attend all general meetings and shall keep correct minutes of such meetings. Subject to the Applicable Listing Rules, the Secretary shall also perform such other duties as are prescribed by the Law or as may be prescribed by the Board.

COMMITTEES

82. Subject to the Law and the Applicable Listing Rules, the Board may, or the Company may by an Ordinary Resolution, establish any committee(s) and delegate any of their powers, authorities and discretions to such committee(s) (including but not limited to an audit committee and a remuneration committee) consisting of such member or members of their body or any other Persons as the Board thinks fit. Any committee(s) so formed shall, in the exercise of the powers, authorities and discretions so delegated, and in conducting its proceedings, conform to any regulations that may be imposed on it by the Board pursuant to the Applicable Listing Rules. If no regulations are imposed by the Board, the proceedings of a committee with two (2) or more members shall be, as far as is practicable, governed by these Articles regulating the proceedings of the Board.

82.1(1) During the Relevant Period, unless otherwise provided by the Law and the Applicable Listing Rules, the Company shall establish an audit committee; regulations governing the professional qualifications for its members, the formation of audit committee, the exercise of their powers of office, and related matters shall be prescribed and amended from time to time by the Board in accordance with the Applicable Listing Rules.

(2) The audit committee of the Company shall be composed of all the Independent Directors. The audit committee shall not be fewer than three Persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise. A resolution of the audit committee shall have the concurrence of one-half or more of the members of the audit committee.

(3) The following matters shall be subject to the consent of one-half or more of all members of the audit committee of the Company and shall be thereafter submitted to the Board for a resolution:

(a) Adoption or amendment of an internal control system.

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

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

(d) A matter bearing on the personal interest of a Director.

(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 Auditor, or the compensation given thereto.

(i) The appointment or discharge of a financial, accounting, or internal auditing officer.

(j) Annual and semi-annual financial reports.

(k) Any other material matter so required by the Company or the competent authority.

(4) With the exception of Subparagraph (j) above, any matter under a subparagraph of the preceding Paragraph that has not been approved with the consent of one-half or more of all members of the audit committee of the Company may be undertaken upon the approval of two-thirds or more of the Directors, without regard to the restrictions of the preceding Paragraph, and such resolution of the audit committee of the Company shall be recorded in the minutes of the Board meeting.

82.2(1) During the Relevant Period, unless otherwise provided by the Law and the Applicable Listing Rules, the Company shall establish a remuneration committee; regulations governing the professional qualifications for its members, the formation of remuneration committee, the exercise of their powers of office, and related matters shall be prescribed and amended from time to time by the Board in accordance with the Applicable Listing Rules. Remuneration referred to in this Paragraph shall include salary, stock options, and any other substantive incentive measures for Directors and managerial officers under the Law or the Applicable Listing Rules.

(2) The members of the remuneration committee of the Company shall be appointed by the Board and shall not be fewer than three members, a majority of whom shall be the Independent Directors.

(3) The remuneration committee of the Company shall exercise the care of a good administrator and in good faith when performing the official powers listed below, and shall submit its recommendations for deliberation by the Board:

(a) Prescribe and periodically review the performance review and remuneration policy, system, standards, and structure for Directors and officers.

(b) Periodically evaluate and prescribe the remuneration of Directors and officers.

(c) Any other material matter so required by the Company or the competent authority.

82.3(1) During the Relevant Period, prior to any resolution of the Merger and Acquisition by the Board, the audit committee of the Company shall review the fairness and reasonableness of the plan and transaction of the Merger and Acquisition, and then

submit review results to the Board and the general meeting of the Company. However, the audit committee of the Company may elect not to submit the aforesaid review results to the Members at a general meeting if the Law provides that the Merger and Acquisition to be resolved requires no approval by the Members.

(2) When reviewing the abovementioned matters, the audit committee of the Company shall seek opinions from an independent expert on the reasonableness of the share exchange ratio or the distribution of cash or other assets.

(3) The Company shall send the review results of the audit committee of the Company and opinions of independent experts to all Members together with the notice of general meeting in which the Merger and Acquisition is to be resolved. However, the Company shall report the Merger and Acquisition to the Members at the most recent general meeting if the Law provides that the Merger and Acquisition to be resolved requires no approval by the Members.

(4) If the Company posted the aforesaid review results and opinions of independent experts on a website designated by the R.O.C. competent authorities and arranged for the same documents to be made available at the venue of the general meeting of the Company for inspection by Members, those documents shall be deemed as having been sent to all Members.

DISQUALIFICATION AND VACATION OF OFFICE OF DIRECTORS

83. (1) During the Relevant Period, a person who is under any of the following circumstances shall not act as a Director of the Company; if he has already held office of a Director, he shall cease to act as a Director and be removed from the position of Director automatically:

(a) commits a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, and either (i) he has not started serving the sentence, (ii) he has not completed serving the sentence, or (iii) the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than five (5) years;

(b) has been imposed a final sentence involving imprisonment for a term of more than one year for commitment of fraud, breach of trust or misappropriation, and either (i) he has not started serving the sentence, (ii) he has not completed serving the sentence, or (iii) the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two (2) years;

(c) has been imposed a final sentence due to violation of the Anti-corruption Act, and either (i) he has not started serving the sentence, (ii) he has not completed serving the sentence, or (iii) the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two (2) years;

(d) becomes bankrupt or is adjudicated of commencement of liquidation proceeding by a court under the laws of any jurisdiction, and has not been reinstated to his rights and privileges;

(e) has allowed cheques and other negotiable instruments to be dishonoured and the records thereof have not been cancelled or expunged by the relevant regulatory authorities;

(f) dies or an order has been made by any competent court or authority on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs and such order has not been revoked, or his legal capacity is restricted according to the applicable laws;

(g) ceases to be a Director by virtue of, or becomes prohibited from being a Director by reason of, an order made under any provisions of the Law and/or Applicable Listing Rules;

(h) ceases to be a Director by virtue of Article 84;

(i) resigns his office by notice in writing to the Company;

(j) is removed from office pursuant to these Articles; or

(k) has been ordered to be removed from office by the R.O.C. Courts on the grounds that such Director, in the course of performing his duties, committed serious violations of the Law, Applicable Listing Rules or these Articles, or acts resulting in material damage to the Company, upon a petition by the Company or Member(s) to the R.O.C. Courts.

(2) During the Relevant Period, in case a Director (other than Independent Director) has transferred some or all his Shares during the term of his office as a Director, such that the remaining Shares held by him are less than one half of the Shares being held by him at the time he was elected, he shall, ipso facto, cease to act as a Director and be removed from the position of Director automatically.

(3) During the Relevant Period, if a Director (other than Independent Director), (a) after having been elected and before his inauguration of the office of a Director, has transferred some or all his Shares held by him such that the remaining Shares are less than one half of the Shares held by such Director at the time of his election or, (b) within the Book Closure Period fixed by the Board in accordance with Article 28(2) prior to the general meeting for the election of such Director, has transferred some or all his Shares held by him such that the remaining Shares are less than one half of the Shares held at the commencement of the Book Closure Period, his election as a Director shall be deemed invalid and void.

84. Except as approved by the Commission, the TPEx or the TWSE (where applicable), the

following relationships shall not exist among half or the majority of the Directors: (a) a spousal relationship; or (b) a familial relationship within the second degree of kinship as defined under the Civil Code of Taiwan. If any of the foregoing relationships exists among half or the majority of the elected Directors, the election with respect to the one who received the lowest number of votes among those related Directors shall be deemed invalid and void; and if he has already held office of a Director, he shall cease to act as a Director and be removed from the position of Director automatically. For the remaining Directors, if the foregoing requirements are still not satisfied, the same procedure set out above shall be applied again to the remaining related Directors, until such time as the foregoing requirements can be complied with.

85. In case a Director has, in the course of performing his/her/its duties, committed any act resulting in material damage to the Company or in serious violation of the Law, the Applicable Listing Rules or these Articles, but has not been removed from office by a resolution in a general meeting, one or more Members holding three percent (3%) or more of the total number of issued Shares of the Company may, within thirty (30) days after that general meeting, submit a petition to the Taiwan Taipei District Court of the R.O.C. or a competent court, but only if and to the extent permitted under the Law and the Applicable Listing Rules, for removing such Director from office.

86. Subject to the Law, one or more Members holding one percent (1%) or more of the total number of the issued Shares continuously for a period of six months or a longer time may request in writing the audit committee to file, on behalf of the Company, an action against a Director who has, in the course of performing his/her duties, committed any act resulting in damage to the Company or in violation of the Law, the Applicable Listing Rules or these Articles, with the Taiwan Taipei District Court of the R.O.C. or a competent court. In case the audit committee fails to file such action within thirty (30) days after receipt of such request, to the extent permitted under the laws of the Cayman Islands, the Members making such request may file the action for the Company.

PROCEEDINGS OF THE BOARD

87. The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it considers appropriate and shall from time to time establish internal rules in this regard, which shall be in compliance with the Law and the Applicable Listing Rules. During the Relevant Period, the Board meetings shall be held at least once in each quarter or within such period and frequency as may be prescribed by the Applicable Listing Rules. The quorum necessary for the transaction of the business of the Board shall be a majority of the Directors. Subject to the Law, the Applicable Listing Rules and these Articles, any matter proposed for consideration and approval at a Board meeting shall be decided by a majority of votes entitled so to do.

88. A Director may, and the Secretary on the requisition of a Director shall, summon a Board meeting by, during the Relevant Period, at least seven (7) days' notice in writing, or at any time other than during the Relevant Period, at least forty eight hours' notice in writing, to every Director which notice shall set forth the general nature of the business to be considered

PROVIDED HOWEVER, without prejudice to the prescribed notice, in the event of emergency, as determined by the Board in its sole discretion, a Board meeting may be called at any time upon a written notice given in accordance with the Applicable Listing Rules. Notwithstanding the forgoing, at any time other than during the Relevant Period, a notice of Board meeting may be waived by all the Directors at, before or retrospectively after the relevant Board meeting is held. Any notice or waiver thereof may be given by email, telex or telefax.

89. A Director may participate in a meeting of Board, or of any committee appointed by the Board of which such Director is a member, by means of visual communication facilities which permit all Persons participating in the meeting to see and communicate with each other simultaneously and instantaneously, and such participation shall be deemed to constitute presence in person at the meeting.

90. A Director may appoint another Director as his proxy to attend a meeting of the Board in writing with regard to a particular meeting, and state therein the scope of authority with reference to the subjects to be discussed at such meeting, in which event the presence and vote of the proxy shall be deemed to be that of the Director appointer. No Director may act as proxy for two (2) or more other Directors. Subject to these Articles, if a Director attends a Board meeting on his behalf and as the proxy of another Director, he is entitled to vote both as a proxy and for his own.

91. A Director who is in any way, whether directly or indirectly, interested in a matter discussed, considered or proposed in a meeting of the Board shall declare the nature of his interest and its essential contents at such relevant meeting. When the Company conducts any Spin-Off, Consolidation, Merger, or acquisition, a Director who bears any interest in the transaction shall explain the essential contents of such personal interest and the reason of approval or disapproval of the resolution in connection with the transaction in a meeting of the Board and the general meeting of the Company. The Company shall specify in the notice of general meeting with descriptions of the essential contents of a Director's personal interest and the reason of approval or disapproval of the resolution in connection with the transaction. The essential contents may be posted on the website designated by the R.O.C. competent authorities or the Company, and such website shall be indicated in the above notice. Where the spouse, a blood relative within the second degree of kinship of a Director as defined under the Civil Code of Taiwan, or any company which has a controlling or subordinate relation with a Director bear any interest in the matter under discussion at a Board meeting, such Director shall be deemed to bear a personal interest in the matter. Any Director who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a meeting of Board shall abstain from voting, on his own behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Director(s) shall not be counted in determining the number of votes for or against such matter.

92. Subject to these Articles, the continuing Directors may act notwithstanding any vacancy in their body.

93. Notwithstanding anything to the contrary provided for in these Articles, at any time other

than during the Relevant Period, a resolution in writing signed by all of the Directors then in office or all of the members of a committee of Directors, including a resolution signed in counterpart or by way of signed email, telex or telefax transmission, shall be as valid and effectual as if it had been passed at a Board meeting or of a committee of Directors duly called and constituted.

94. The proceedings regarding Board meetings not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by the Board and reported to the Members at a general meeting from time to time, which shall be in compliance with the Law and the Applicable Listing Rules (in particular, the Regulations Governing Procedure for Board of Directors Meetings of Public Companies of the R.O.C.).

RESERVES AND CAPITALISATION

95. During the Relevant Period, the Company shall set aside out of the profits of the Company for each financial year: (a) a reserve for payment of tax for the relevant financial year; and (b) an amount to offset losses incurred in previous year(s); and (c) a Statutory Reserve in accordance with the Applicable Listing Rules, and after the aforesaid sums as set aside from the profits for such relevant financial year for any purpose to which the profits of the Company may be properly applied, the Board shall, before recommending any dividend or bonuses, set aside the remaining profits of the Company in whole or in part for the relevant financial year as a special reserve or reserves in accordance with the order from the Commission, and the Company may also, under these Articles or by Special Resolution of the general meeting, set aside another sum as a special reserve or reserves (collectively, the "**Special Reserve**").

96. Unless otherwise provided in the Law, the Applicable Listing Rules and these Articles, neither the Statutory Reserve nor the Capital Reserve shall be used except for offsetting the losses of the Company. The Company shall not use the Capital Reserve to offset its capital losses unless the Statutory Reserve and Special Reserve set aside for purposes of loss offset is insufficient to offset such losses.

97. (1) During the Relevant Period, subject to the Law, where the Company incurs no loss, it may, by a Special Resolution, distribute its Statutory Reserve, the Share Premium Account and/or the income from endowments received by the Company, which are in the Capital Reserve which are available for distribution, in whole or in part, by issuing new, fully paid Shares and/or by cash to its Members.

(2) At any time other than during the Relevant Period, subject to the Law, the Board may capitalise any sum for the time being standing to the credit of the Share Premium Account or any of the other Company's reserve accounts which are available for distribution or any sum standing to the credit of the profit and loss account or otherwise available for distribution and to appropriate such sums 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//bonus 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.

98. Where any difficulty arises in regard to any declaration of share dividends or share bonuses or other similar distributions under these Articles due to any fraction held by Member(s), the Board may determine that cash payments should be made to any Members in full, or part thereof, as may seem expedient to the Board. Such decision of the Board shall be effective and binding upon the Members.

COMPENSATION, DIVIDENDS AND BONUSES

99. At any time other than during the Relevant Period, subject to the Law and these Articles and except as otherwise provided by the rights attaching to any Shares, the Board may from time to time declare dividends/bonuses (including interim dividends/bonuses), and other distributions to the Members by issuing new, fully paid Shares and/or by cash in proportion to the number of Shares held by them respectively and authorise payment of the same out of the funds of the Company lawfully available therefore. The Directors may, before declaring any dividends, bonuses or distributions, set aside such sums as they think proper as a reserve or reserves which shall at the discretion of the Directors, be applicable for any purpose of the Company and pending such application may, at the like discretion, be employed in the business or investments of the Company.

100.(1) As the Company is in the growing stage, the dividend/bonuses of the Company may be distributed in the form of cash dividends/bonuses and/or stock dividends/bonuses. The Company shall take into consideration the Company's capital expenditures, future expansion plans, and financial structure, funds requirement and other plans for sustainable development needs in assessing the amount of dividends/bonuses the Company wishes to distribute.

(2) During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles, where the Company has annual profits at the end of a financial year, upon the approval of a majority of the Directors present at a meeting attended by at least two-thirds or more of the total number of the Directors, the Company may distribute not less than one percent (1%) of the profits for such year to the Employees as the Employees' compensation in the form of shares and/or in cash and may distribute not more than one percent (1%) hereof to the Directors as the Directors' compensation, provided, however, that the total amount of accumulated losses of the Company (including adjusted undistributed profits) shall be reserved from the said profits in advance, and the Company shall distribute the remaining balance thereof to the Employees and Directors in the proportion set out above. A report of such distribution of Employee and Directors' compensation shall be submitted to the general meeting of the Company. Except otherwise set forth by the Applicable Listing Rules, any Directors' compensation shall not be paid in the form of shares. The term "annual profits" as used herein shall mean the annual profits for such year before tax without deducting the amount of compensation distributed to the Employees and Directors as prescribed in this Paragraph (2) of this Article.

(3) During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles and except as otherwise provided by the rights attaching to any Shares, where the Company still has annual net profit for the year, after paying all relevant taxes, offsetting losses (including losses of previous years and adjusted undistributed profits, if any), setting aside the Statutory Reserve of the remaining profits in accordance with the Applicable Listing Rules (provided that the setting aside of the Statutory Reserve does not apply if the aggregate amount of the Statutory Reserve amounts to the Company's total paid-in capital), and setting aside the Special Reserve (if any), the Board may, by a resolution passed by a majority of the Directors present at a meeting of the Board attended by two-thirds or more of the total number of Directors, distribute not less than ten percent (10%) of the remaining balance (including the amounts reversed from the Special Reserve), plus accumulated undistributed profits of previous years (including adjusted undistributed profits) in part or in whole to the Members as dividends/bonuses in proportion to the number of Shares held by them respectively pursuant to these Articles; and in addition thereto a report of such distribution shall be submitted to the general meeting, provided that, cash dividends/bonuses shall not be less than ten percent (10%) of the total amount of dividends/bonuses to Members.

(4) During the Relevant Period, unless otherwise resolved by the general meeting of the Company, the Employees and Directors' compensations and dividends, bonuses or other forms of distributions payable to the Members shall be declared in NTD.

(5) The Board may deduct from the dividends, bonuses or any other amount payable to the Member in respect of the Share any amount (if any) due by such Member to the Company on account of calls or otherwise in relation to the Share.

(6) Any dividend, bonus or other monies payable on or in respect of the Share may be paid by wire transfer to the bank account nominated by the Member or by cheque or warrant sent through a post to the registered address of the Member, or to such Person and to such address as the holder may nominate in writing. In the case of joint Members, any of them may give a valid receipt for the dividend, bonus or other monies payable on or in respect of the Share.

(7) Subject to the Law and the Applicable Listing Rules, any Special Reserve may be reversed to undistributed profits of the Company.

100.1 During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles and except as otherwise provided by the rights attaching to any Shares:

(1) The Company may resolve to distribute net profit or offset losses at the end of each half fiscal year.

(2) For any distribution of net profit in accordance with the preceding Paragraph, whenever the Company still has net profit at the end of the first half fiscal year, the Company shall first estimate and reserve the amount of Employees' compensation, Directors' compensation and then payment of tax from the said profits; and after offsetting losses (including losses as at the beginning of the first half fiscal year and adjusted

undistributed profits, if any), setting aside the Statutory Reserve of the remaining profits in accordance with the Applicable Listing Rules (provided that the setting aside of the Statutory Reserve does not apply if the aggregate amount of the Statutory Reserve amounts to the Company's total paid-in capital), and setting aside the Special Reserve (if any), the Board may, subject to the compliance with percentage of distribution as set forth in Paragraph (3) of Article 100, resolve to distribute the remaining balance (including the amounts reversed from the Special Reserve), plus accumulated undistributed profits as at the beginning of the first half fiscal year (including adjusted undistributed profits) in whole or in part as dividends/bonuses in proportion to the number of Shares held by them respectively pursuant to these Articles; and in addition thereto a report of such distribution shall be submitted to the general meeting.

(3) Unless the Board resolves not to distribute net profit and/or offset losses, the distribution of net profit or offset of losses by the Company in accordance with the preceding Paragraph shall be based on the financial statements audited by a certified public accountant, and the proposal of the distribution of net profit or offset of losses for the first half fiscal year, together with the business report and financial statements, shall be first reviewed by the audit committee of the Company and then be submitted to the Board for approval.

101. During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles, the Company may by a Special Resolution distribute any part or all of the dividends or bonuses to the Members declared in accordance with the preceding Article by way of applying such sum in paying up in full unissued Shares for allocation and distribution to the Members.

102. No dividend, bonus or other distribution shall be paid otherwise than out of profits or out of monies otherwise available for dividend, bonus or other distribution in accordance with the Law. No dividend, bonus or other distribution or other money payable by the Company on or in respect of any Share shall bear interest against the Company.

ACCOUNTS, AUDIT, AND ANNUAL RETURN AND DECLARATION

103. (1) The Directors shall cause to be kept accounting records and books of account sufficient to give a true and fair view of the state of the Company's affairs and to show and explain the transactions of the Company and otherwise in accordance with the Law, at the Registered Office or at such other place(s) in such manner as may be determined from time to time by the Board and shall always be open to the inspection by the Directors.

(2) If the Company keeps its accounting records and books of account at any place outside the Cayman Islands in accordance with the preceding paragraph, it shall, upon service of an order or notice pursuant to the Tax Information Authority Act and any amendment or other statutory modification thereof, make available, in electronic form or any other medium at its Registered Office copies of its books of account, or any part or parts thereof, as are specified in such order or notice.

104. During the Relevant Period, at the end of each financial year, the Board shall prepare: (a) the business report; (b) the financial statements which include all the documents and information as required by the Law and the Applicable Listing Rules (the "**Financial Statements**"); and (c) any proposal relating to the distribution of net profit and/or loss offsetting in accordance with these Articles, for adoption by the annual general meeting of the Company. Upon adoption at the annual general meeting of the Company, the Board shall distribute to each Member copies of the Financial Statements and the resolutions relating to profit distribution and/or loss offsetting. However, during the Relevant Period, the Company may make a public announcement of the abovementioned statements and resolutions instead of distributing those to each Member.

105. During the Relevant Period, the documents prepared by the Board in accordance with the preceding Article shall be made available at the Shareholder Service Agent's office in the R.O.C. for inspection during normal business hours by the Members, ten (10) days prior to the annual general meeting.

106. Subject to the Law and the Applicable Listing Rules, the Board may determine (or revoke, alter or amend any such determination) that the accounts of the Company be audited and the appointment of the Auditors.

107. During the Relevant Period, the Board shall keep copies of the Memorandum, these Articles, the minutes of every general meeting, the Financial Statements, the Register and the counterfoil of corporate bonds issued by the Company at its Shareholder Service Agent's office in the R.O.C. Any Member may request at any time, by submitting evidentiary document(s) to show his interests involved and indicating the scope of requested matters, access to inspecting, transcribing and making copies of the above documents; the Company shall make Shareholder Service Agent provide the above documents.

108. The Board in each year shall prepare, or cause to be prepared, an annual return and declaration setting forth the particulars required by the Law and deliver a copy thereof to the Registrar of Companies in the Cayman Islands.

TENDER OFFER

109. Subject to the Law and the Applicable Listing Rules, during the Relevant Period, within fifteen (15) days after receipt of the copy of the public tender offer report form, the public tender offer prospectus, and relevant documents, the Company shall make a public announcement of the following:

    (a) the types, number and amount of shares held by the Directors and any Member holding more than ten percent (10%) of the total issued and outstanding Shares;

    (b) the recommendations made by the Board to the Members on such tender offer, which shall set forth the identity and financial status of the tender offeror, fairness of the tender offer conditions, verification on rationality of source of fund for tender offer,

and the names of the Directors who abstain or object to the tender offer and the reason(s) therefor;

(c) whether there is any material change in the financial condition of the Company after the delivery of its most recent financial report and the contents of such change, if any;

(d) the types, number and amount of the shares of the tender offeror or its affiliates held by the Directors and the Members holding more than ten percent (10%) of the total issued and outstanding Shares; and

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(e) other relevant significant information.

WINDING UP

110. Subject to the Law, the Company may be wound up by a Special Resolution passed by the Members. If 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. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

111. Subject to the Law, if the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Law, divide and distribute amongst the Members the whole or any part of the property of the Company (whether they shall consist of property of the same kind or not) in cash or asset and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different Classes. 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 shall think fit, but so that no Member shall be compelled to accept any asset whereon there is any liability.

112. The Company shall keep all statements, records of account and documents for a period of ten (10) years from the date of the completion of liquidation, and the custodian thereof shall be appointed by the liquidator or the Company by an Ordinary Resolution.

NOTICES

113. Subject to the Law and except as otherwise provided in these Articles, any notice or document may be served by the Company to any Member either personally, or by facsimile, or by sending it through the post in a prepaid letter or via a recognised courier service, fees prepaid, addressed to such Member at his address as appearing in the Register, or, to the extent permitted by the Law and the Applicable Listing Rules, by posting it on a website

designated by the Commission, the TPEx or the TWSE (where applicable) and/or the Company's website, or by electronic means by transmitting it to any electronic mail number or address such Member may have positively confirmed in writing for the purpose of such service of notices. In the case of joint Members, all notices shall be given to that one of the Members whose name stands as their representative in the Register in respect of the joint holding.

114. Any Member present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting including the purpose for which such meeting was convened.

115. Any notice or other document, if served by:

(a) post, shall be deemed to have been served on the day following that on which the letter containing the same is posted or delivered to the courier;

(b) facsimile, shall be deemed to have been served upon production by the transmitting facsimile machine of a report confirming transmission of the facsimile in full to the facsimile number of the recipient;

(c) courier service, shall be deemed to have been served forty-eight (48) hours after the time when the letter containing the same is delivered to the courier service; or

(d) electronic mail, shall be deemed to have been served immediately upon the time of the transmission by electronic mail, subject to the Law.

116. Any notice or document served to the registered address of any Member in accordance with these Articles shall notwithstanding that such Member be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any Share registered in the name of such Member as sole or joint Member.

REGISTERED OFFICE OF THE COMPANY

117. The Registered Office of the Company shall be at such address in the Cayman Islands as the Board shall from time to time determine.

FINANCIAL YEAR

118. Unless the Board otherwise prescribes, the financial year of the Company shall end on December 31st in each year and shall begin on January 1st in each year.

SEAL

119. The Company shall adopt a Seal by resolution of the Board and, subject to the Law, the Company may also have a duplicate Seal or Seals for use in any place or places outside of the Cayman Islands. The use and management of the Seal (or duplicate Seals) may be

determined by the Board from time to time pursuant to the adoption of any regulation governing the use and management of seals of the Company in accordance with the Applicable Listing Rules.

LITIGATION AND NON-LITIGATION AGENT IN THE R.O.C.

120. (1) Subject to the provisions of the Applicable Listing Rules, the Company shall, by a resolution of the Directors, appoint or remove a person as its litigation and non-litigation agent and such agent will be deemed as the responsible person of the Company in the R.O.C. under the Applicable Listing Rules.

(2) The preceding agent shall have residence or domicile in the R.O.C.

(3) The Company shall report the name, residence/domicile of the preceding agent and power of attorney to the competent authority in the R.O.C. This reporting requirement shall also apply if there is any change.

CHANGES TO CONSTITUTION

121. Subject to the Law and the Applicable Listing Rules, the Company may, by Special Resolution, alter or amend the Memorandum or these Articles, in whole or in part.

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YONGGU GROUP INC.
永固集團股份有限公司
股東會議事規則

2018.02.23 訂定
2019.06.27 修訂
2020.06.30 修訂
2021.07.01 修訂
2023.06.28 修訂

第一條

為建立本公司良好股東會治理制度、健全監督功能及強化管理機能，爰依上市上櫃公司治理實務守則第五條規定訂定本規則，以資遵循。

第二條

本公司股東會之議事規則，除法令或章程另有規定者外，應依本規則之規定。

第三條（股東會召集及開會通知）

本公司股東會除法令另有規定外，由董事會召集之。董事會或其他召集權人召集股東會者，得請求本公司或本公司之股務代理機構提供股東名簿。

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

前項之議事手冊及會議補充資料，本公司於股東會開會當日應依下列方式提供股東參閱：

一、召開實體股東會時，應於股東會現場發放。

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

三、召開視訊股東會時，應以電子檔案傳送至視訊會議平台。

通知及公告應載明召集事由；其通知經相對人同意者，得以電子方式為之。

選任或解任董事(含獨立董事)、變更章程、減資、申請停止公開發行、董事競業許可、盈餘轉增資、公積轉增資、公司解散、合併、分割或公司法第一百八十五第一項各款之事項，應在召集事由中列舉並說明其主要內容，不得以臨時動議提出。

股東會召集事由已載明全面改選董事(含獨立董事)，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。

持有已發行股份總數百分之一以上股份之股東，得以書面或電子受理方式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。但股東提案係為敦促公司增進公共利益或善盡社會責任之建議，程序上應依公司法第一百七十二條之一之相關規定以一項為限，提案超過一項者，均不列入議案。另股東所提議案有公司法第一百七十二條之一第四項各款情形之一，董事會得不列為議案。

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。

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

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

第四條

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

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

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

委託書送達本公司後，股東欲以視訊方式出席股東會，應於股東會開會二日前，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。

第五條（召開股東會地點及時間之原則）

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

第六條（簽名簿等文件之備置）

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

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

股東應憑出席證、出席簽到卡或其他出席證件出席股東會，本公司對股東出席所憑依之證明檔不得任意增列要求提供其他證明檔；屬徵求委託書之徵求人並

應攜帶身分證明文件，以備核對。

本公司應設簽名簿供出席股東簽到，或由出席股東繳交簽到卡以代簽到。

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

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。

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

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

第六條之一（召開股東會視訊會議，召集通知應載事項）

本公司召開股東會視訊會議，應於股東會召集通知載明下列事項：

一、股東參與視訊會議及行使權利方法。

二、因天災、事變或其他不可抗力情事致視訊會議平台或以視訊方式參與發生障礙之處理方式，至少包括下列事項:

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

(二)未登記以視訊參與原股東會之股東不得參與延期或續行會議。

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

(四)遇有全部議案已宣布結果，而未進行臨時動議之情形，其處理方式。

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

第七條（股東會主席、列席人員）

股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人者，由董事互推一人代理之。

前項主席係由董事代理者，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。

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

股東會如由董事會以外之其他召集權人召集者，主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。

本公司得指派所委任之律師、會計師或相關人員列席股東會。

第八條（股東會開會過程錄音或錄影之存證）

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

前項影音資料應至少保存一年。但經股東依公司法第一百八十九條訴請法院撤銷其決議者，應保存至訴訟終結為止。

股東會以視訊會議召開者，本公司應對股東之註冊、登記、報到、提問、投票及公司計票結果等資料進行記錄保存，並對視訊會議全程連續不間斷錄音及錄影。

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

第九條

股東會之出席，應以股份為計算基準。出席股數依簽名簿或繳交之簽到卡及視訊會議平台報到股數，加計以書面或電子方式行使表決權之股數計算之。

已屆開會時間，主席應即宣佈開會，並同時公布無表決權數及出席股份數等相關資訊，惟未有代表已發行股份總數過半數之股東出席時，主席得宣佈延後開會，其延後次數以二次為限，延後時間合計不得超過一小時。延後二次仍不足有代表已發行股份總數過半數之股東出席時，由主席宣佈流會；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。

第十條（議案討論）

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

股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。

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

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。

第十一條（股東發言）

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

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

同一議案每一股東發言，非經主席之同意不得超過兩次，每次不得超過五分

鐘，惟股東發言違反規定或超出議題範圍者，主席得制止其發言。

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

法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。

出席股東發言後，主席得親自或指定相關人員答覆。

股東會以視訊會議召開者，以視訊方式參與之股東，得於主席宣布開會後，至宣布散會前，於股東會視訊會議平台以文字方式提問，每一議案提問次數不得超過兩次，每次以二百字為限，不適用第一項至第五項規定。

第十二條（表決股數之計算、迴避制度）

股東會之表決，應以股份為計算基準。

股東會之決議，對無表決權股東之股份數，不算入已發行股份之總數。

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

前項不得行使表決灌之股份數，不算入已出席股東之表決權數。

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

第十三條

股東每股有一表決權；但受限制或依章程或法令規定無表決權者，不在此限。

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

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

股東以書面或電子方式行使表決權後，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。

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。本公司並應於股東會召開後當日，將股東同意、反對及棄權之結果輸入公開資訊觀測站。

同一議案有修正案或替代案時，由主席併同原案定其表決之順序。如其中一案已獲通過時，其他議案即視為否決，勿庸再行表決。

議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。

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

本公司召開股東會視訊會議，以視訊方式參與之股東，於主席宣布開會後，應透過視訊會議平台進行各項議案表決及選舉議案之投票，並應於主席宣布投票結束前完成，逾時者視為棄權。

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

本公司召開視訊輔助股東會時，已依第六條規定登記以視訊方式出席股東會之股東，欲親自出席實體股東會者，應於股東會開會二日前，以與登記相同之方式撤銷登記；逾期撤銷者，僅得以視訊方式出席股東會。

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

第十四條（選舉事項）

股東會有選舉董事(含獨立董事)時，應依本公司所訂相關選任規範辦理，並應當場宣佈選舉結果，包含當選董事(含獨立董事)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。

前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依公司法第一百八十九條訴請法院撤銷其決議者，應保存至訴訟終結為止。

第十五條

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

前項議事錄之分發，本公司得以輸入公開資訊觀測站之公告方式為之。

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

股東會以視訊會議召開者，其議事錄除依前項規定應記載事項外，並應記載股東會之開會起迄時間、會議之召開方式、主席及紀錄之姓名，及因天災、事變或其他不可抗力情事致視訊會議平台或以視訊方式參與發生障礙時之處理方式及處理情形。

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

第十六條（對外公告）

徵求人徵得之股數、受託代理人代理之股數及股東以書面或電子方式出席之股數，本公司應於股東會開會當日，依規定格式編造之統計表，於股東會場內為

明確之揭示；股東會以視訊會議召開者，本公司至少應於會議開始前三十分鐘，將前述資料上傳至股東會視訊會議平台，並持續揭露至會議結束。

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

股東會決議事項，如有屬法令規定、臺灣證券交易所股份有限公司（財團法人中華民國證券櫃檯買賣中心）規定之重大訊息者，本公司應於規定時間內，將內容傳輸至公開資訊觀測站。

第十七條（會場秩序之維護）

辦理股東會之會務人員應佩帶識別證或臂章。

主席得指揮糾察員或保全人員協助維持會場秩序。糾察員或保全人員在場協助維持秩序時，應佩戴「糾察員」字樣臂章或識別證。

會場備有擴音設備者，股東非以本公司配置之設備發言時，主席得制止之。

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

第十八條（休息、續行集會）

會議進行時，主席得酌定時間宣佈休息，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。

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

股東會得依公司法第一百八十二條之規定，決議在五日內延期或續行集會。

第十九條（視訊會議之資訊揭露）

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

第二十條（視訊股東會主席及紀錄人員之所在地）

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

第二十一條（斷訊之處理）

股東會以視訊會議召開者，主席應於宣布開會時，另行宣布除公開發行股票公司股務處理準則第四十四條之二十第四項所定無須延期或續行集會情事外，於主席宣布散會前，因天災、事變或其他不可抗力情事，致視訊會議平台或以視訊方式參與發生障礙，持續達三十分鐘以上時，應於五日內延期或續行集會之日期，不適用公司法第一百八十二條之規定。

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

依第一項規定應延期或續行會議，已登記以視訊參與原股東會並完成報到之股東，未參與延期或續行會議者，其於原股東會出席之股數、已行使之表決權及選舉權，應計入延期或續行會議出席股東之股份總數、表決權數及選舉權數。

依第一項規定辦理股東會延期或續行集會時，對已完成投票及計票，並宣布表決結果或董事、監察人當選名單之議案，無須重行討論及決議。

本公司召開視訊輔助股東會，發生第一項無法續行視訊會議時，如扣除以視訊方式出席股東會之出席股數後，出席股份總數仍達股東會開會之法定定額者，股東會應繼續進行，無須依第二項規定延期或續行集會。

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

本公司依第一項規定延期或續行集會，應依公開發行股票公司股務處理準則第四十四條之二十第七項所列規定，依原股東會日期及各該條規定辦理相關前置作業。

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

第二十二條（數位落差之處理）

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

第二十三條

本規則經股東會通過後施行，修正時亦同。

Yonggu Group Inc.

永固集團股份有限公司

董事持股情形

一、本公司現任董事及監察人法定最低應持有股數如下：

截至 115 年 4 月 28 日股東會停止過戶日，本公司普通股發行股數 82,353,402 股，全體董事法定最低應持有股數 6,588,272 股(註)；全體監察人法定最低應持有股數：本公司設置審計委員會，故不適用。

二、截至 115 年 4 月 28 日股東常會停止過戶日，全體董事持有股數如下表：

職稱	姓名	股數	持股比率(%)
董事長	簡國釧	12,179,694	14.79
董事	Hao Yuan Holding Co., Ltd. 代表人：林皇智	6,224,041	7.56
董事	Yonggu Group Co., Ltd. 代表人：蔡宗佑	33,265,445	40.39
董事	謝宜宸	18,000	0.02
獨立董事	陳世英	0	0
獨立董事	鄧學鑫	105,791	0.13
獨立董事	曾柏堯	0	0
全體董事持有股數及比率		51,792,971	62.89
全體監察人持有股數及比率		不適用	

(註)依證券交易法第 26 條及公開發行公司董事監察人股權成數及查核實施規則第 2 條之規定，本公司全體董事所持有記名股票之股份總額不得少於公司發行股份總額百分之十，且本公司選任獨立董事三人，獨立董事外之全體董事依前項比率計算之持股成數降為百分之八十。