股票代號：2724

藝舍國際創新股份有限公司
Architectural Aesthetics Global Development CO.,LTD.

(原名：富驛酒店集團有限公司 FX HOTELS GROUP INC.)

一一四年股東常會

議 事 手 冊

開會日期：民國一一四年六月二十五日

開會地點：台北市中山區松江路350號9樓

召開方式：實體會議

目　　　　　錄

藝舍國際創新股份有限公司

民國一一四年股東常會

壹、會議議程

開會時間：民國一一四年六月二十五日（星期三）上午九時整

開會地點：台北市中山區松江路 350 號 9 樓

召開方式：實體會議

宣佈開會

主席就位

主席致詞

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第二案：民國 113 年度審計委員會審查決算表冊報告。

第三案：民國 113 年度私募普通股案辦理情形報告。

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第三案：停止辦理本公司 113 年度股東常會決議之減資彌補虧損案。

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四、臨時動議

五、散　　會

一、報告事項

第一案：

案　由：民國 113 年度營業報告，報請　公鑒。

說　明：113 年度營業報告暨 114 年度營業展望，請參閱議事手冊附件一（第 7~9 頁）。

第二案：

案　由：民國 113 年度審計委員會審查決算表冊報告，報請　公鑒。

說　明：1、本公司 113 年度決算表冊，業經會計師查核竣事，並經審計委員會審查完竣後，繕具審查報告書。

2、敦請審計委員宣讀審查報告書。

藝舍國際創新股份有限公司

審計委員會審查報告書

董事會造送本公司民國一一三年度營業報告書、合併財務報表及盈虧撥補表，其中民國一一三年度財務報表業經董事會委任安侯建業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、合併財務報表及盈虧撥補表業經本審計委員會審查完竣，認為尚無不符，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報告如上，敬請　鑑核。

此致

藝舍國際創新股份有限公司一一四年股東常會

藝舍國際創新股份有限公司

審計委員會召集人　　　　王作京

中　華　民　國　一　一　四　年　三　月　十　三　日

第三案：

案　由：民國 113 年私募普通股案辦理情形報告。

說　明：經評估本公司資金運用情形，擬不繼續辦理經 113 年股東常會通過之私募普通股案。

二、承認事項

第一案　（董事會提）

案　由：承認民國 113 年度營業報告書及財務報表，提請　承認。

說　明：1、本公司 113 年度營業報告書及經安侯建業聯合會計師事務所池世欽會計師及黃欣婷會計師查核簽證之 113 年度合併財務報表，已送請審計委員會查核完竣，並出具審計委員會審查報告書在案。

2、本案財務報表、會計師查核報告，請參閱本手冊附件二（第 10~18 頁），營業報告書如報告事項所述。

3、謹提請　　承認。

決　議：

第二案　（董事會提）

案　由：承認民國 113 年度盈虧撥補案，提請　承認。

說　明：1、113 年度盈虧撥補表，請參閱本手冊附件三（第 19 頁）。

2、因本公司本年度為累積虧損，故擬不發放股利。

3、謹提請　　承認。

決　議：

三、討論事項

第一案（董事會提）

案　由：修訂本公司「公司章程」部分條文案，提請　討論。

說　明：1、配合法令修訂，擬修訂本公司「公司章程」部分條文。

2、修正條文對照表請參閱附件四（第 20 頁）。

3、謹提請　　討論。

決　議：

第二案（董事會提）

案　由：修訂本公司「取得或處分資產處理程序」部分條文案，提請　討論。

說　明：1、本公司「取得或處分資產處理程序」因初始上櫃時與中華民國證券櫃檯買賣中心訂有「上櫃承諾事項」而增訂部分條文，嗣後因台灣富驛酒店股份有限公司與藝舍創意廣告股份有限公司於 113 年 12 月 31 日合併並更名為藝舍創意廣告股份有限公司之故，擬修訂本公司「取得或處分資產處理程序」部分條文。

2、上述修訂條文對照表請參閱本手冊附件五（第 21 頁）。

3、謹提請　　討論。

決　議：

第三案（董事會提）

案　由：停止辦理本公司 113 年度股東常會決議之減資彌補虧損案，報請　公鑒。

說　明：1、考量本公司整體營運規劃，擬停止辦理經 113 年股東常會通過之減資彌補虧損案。

2、謹提請　　討論。

決　議：

第四案（董事會提）

案　由：本公司子公司藝舍創意廣告（股）公司擬簽訂工程承攬契約案。

說　明：1、本公司之子公司藝舍創意廣告股份有限公司擬與關係人立信工營造股份有限公司(以下簡稱立信工)簽訂工程承攬契約，金額合計為新台幣 1,635,880,400 元整(含稅)，分別為：

(1) 新北市三重區三重段 292 地號等 1 筆土地，金額為新台幣 969,570,000 元(含稅)。

(2) 大基地：新北市三峽區永安段 1750 地號等 8 筆土地，金額為新台幣 561,427,200 元(含稅)。

(3) 小基地：新北市三峽區永安段 1769 地號等 3 筆土地，金額為新台幣 104,883,200 元(含稅)。

2、本次工程發包予關係人立信工,依公開發行公司取得或處分資產處理準則(以下稱取處規定)第 15 條規定之內容如下：

(1) 取得或處分資產之目的、必要性、預計效益及選定關係人為交易對象之原因：

本公司取得新北市三重區三重段 292 地號及三峽區永安段 1750 地號等土地之開發案，因立信工為具備興建集合住宅實績的甲級營造廠商,基於全案開發暨管理的便利性及時效性，並能有效控管營建成本，以增加預計效益之最大化，發包予立信工有其必要性。

(2) 向關係人取得不動產或其使用權資產，依第十六條及第十七條規定評估預定交易條件合理性之相關資料：不適用。

(3) 關係人原取得日期及價格、交易對象及其與公司和關係人之關係等事項：不適用。

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

a.未來一年各月份現金收支預測表：請參閱附件六（第 22 頁）。

b.評估交易之必要性：符合營運需求。

c.資金運用之合理性：根據現金收支預測表，本公司現金支出係用於支付營運所需支出，資金運用具合理性，整體資金尚屬充裕。

(5) 依前條規定取得之專業估價者出具之估價報告，或會計師意見：不適用。

(6) 本次交易之限制條件及其他重要約定事項：無。

3、 本案日後若因工程人力、原物料調漲、圖說變更或工程細項有所變動，而有簽訂增補協議之需求(包含追加減金額)，擬提請股東會授權董事會進行後續相關簽約等事宜。

4、 謹提請　　討論。

決　議：

四、臨時動議

五、散　　會

貳、附　　件

【附件一】113 年度營業報告書

一、113 年度營業結果：

(一) 營業計畫實施成果：

113 年度合併營收新台幣 539,391 仟元，較 112 年度之合併營收新台幣 145,839 仟元，增加 393,552 仟元，269.85%；然 113 年度合併稅後淨利計新台幣 176,821 仟元，較 112 年度之淨利新台幣 24,382 仟元，利益增加 152,439 仟元，625.21%。

(二) 預算執行情形：

本公司已編制年度預算，並由各單位按月作分析差異，以作有效之預算管理。

(三) 財務收支及獲利能力分析

單位：新台幣仟元

分析項目			年度 112 年	113 年
財務收支	營業收入淨額		145,839	539,391
	營業毛利		98,486	302,918
	稅後純益		24,382	176,821
獲利能力	資產報酬率(%)		4.59	30.60
	股東權益報酬率(%)		8.96	51.64
	占實收資本%比率	營業利益	16.51	50.78
		稅前純益	5.33	40.55
	純益率(%)		16.72	32.78
	每股盈餘(元)		(0.06)	2.96

(四) 研究發展狀況：不適用。

二、114 年度營業計畫概要：

(一) 經營方針

114 年展望：

1. 113 年中央銀行限貸令實施，消費者購屋信心觀望，市場動能持平仍須再持續追蹤觀察，本公司將以穩健布局全台代銷市場，在自住、換屋等剛性需求下，布局全台低基期區域房市代銷市場。
2. 與優良建商策略合作，後續接案仍慎選個案，鞏固品牌銷售實力。
3. 為因應規模日益擴大，強化內部控制、預算管理及公司治理作業，並致力各項作業數位化，以提升工作及經營效率。

4. 台灣房市 113 年 Q3 以後價量盤整，隨著總價帶及小坪數、微型商辦等購屋趨勢，擁有便利的交通建設與就業機會的區域房市，建案銷售穩健，推升營運狀況。

(二) 重要之產銷政策

1. 跟隨「產業發展」移動的接案策略，看好就業市場的剛性需求，配合人口移入與當地住宅需求，提供住宅產品，憑藉大數據分析購屋市場需求精準投放行銷，以增添公司營收成長動能。
2. 為擴大營收及利潤，將計畫土地資源開發興建推出與其他建設公司差異化商品。

(三) 未來公司發展策略：

1. 拓展多區域代銷布局，實現多元獲利來源
   a. 以新北市為發展基礎，逐步向中南部拓展代銷業務，積極接洽潛力地區的新案資源，擴大區域覆蓋率，滿足全台客戶需求，推動業務版圖持續成長。
   b. 同時推動業務垂直整合，涵蓋土地開發、建設、營造、銷售、物業管理及酒店經營等，拓展多元化的中長期獲利來源，穩固公司發展基礎。
2. 永續發展策略，提升企業信任
   a. 建立透明化的永續發展機制，定期向股東及利害關係人公開公司在環境、社會及治理（ESG）方面的進展，增強投資者信心，展現企業對永續經營的承諾。
   b. 邀請利害關係人參與永續策略規劃，吸納多元聲音，確保決策兼具全面性與可行性。透過持續優化及永續管理政策，推動 ESG 目標的實現，鞏固公司在市場中的負責任形象。
3. 深化社區關懷，創建優質品牌形象
   a. 主動關注銷售過的社區發展，了解住戶需求，協助提升社區整體居住品質，打造與消費者信任互動的長期關係，為品牌注入人文價值與溫度。
   b. 積極參與公益活動，例如定期舉辦區域性捐血活動（如重劃區捐血日），以實際行動回饋社會，進一步提升企業品牌形象及社會影響力。

(四) 受到外部競爭環境、法規環境及總體經營環境之影響：

1. 全球經濟及競爭環境
   a. 全球經濟波動：
   匯率變動對於進口建材成本與國內投資具有直接影響，進而牽動國內資金供應及購房能力。公司將持續關注國際經濟趨勢，適時調整銷售策略以降低風險。

b. 國際資金流入：

台灣因穩健的經濟基礎與相對安全的投資環境，逐漸成為國際資金佈局的不動產熱點。我們將把握國際資金流入的契機，針對外資需求進行市場佈局，吸引更多投資者關注台灣房地產市場，增強市場活力。

2. 法規環境變化

a. 不動產稅制調整帶來的挑戰與機會：

113 年度政府調整不動產稅制（如持有稅與交易稅），使市場投資氛圍趨於謹慎。我們將提供更專業的稅務諮詢服務，協助客戶降低稅負壓力並提升購買信心，同時協助業主適應政策變化並抓住市場轉機。

b. 土地轉讓稅政策：

政府為穩定房價採取土地交易控管措施，公司將加強整合具潛力的土地資源，並以合規方式協助建商完成開發計畫，確保業務穩健推進。

3. 地方性政策與城市發展

a. 城市更新與重劃區機遇：

地方政府持續推動都市更新與土地重劃計畫，為公司帶來拓展市場的契機。我們將積極參與此類項目，利用精確的市場預測搶占未來潛力區域，提升市場份額並強化品牌影響力。

b. 基礎建設投資的區域效應：

113 年度隨著高鐵延伸、捷運擴建及科學園區投資等重大建設推進，相關區域房地產價值有望提升。我們將聚焦發展熱點，加強建案選址規劃，結合區域行銷策略搶占市場先機。

4. 市場需求與購屋行為轉變

a. 房價趨緩與實質需求回歸：

根據 113 年房市報告，房價漲幅趨緩，剛性需求回歸市場。我們將優化銷售策略，專注於滿足自住型買家的需求，並推出符合實際購屋族群的產品組合，提升市場競爭力。

b. 數位化購屋模式：

疫後時代，消費者對線上操作的需求大幅提升。我們將加強虛擬看房與 AI 客製化推薦技術，結合數位化工具優化購屋體驗，進一步鞏固市場領先地位。

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會 計 師 查 核 報 告

藝舍國際創新股份有限公司(原富驛酒店集團有限公司)董事會　公鑒：

查核意見

藝舍國際創新股份有限公司及其子公司(原富驛酒店集團有限公司及其子公司)民國一一三年十二月三十一日之合併資產負債表，暨民國一一三年一月一日至十二月三十一日之合併綜合損益表、合併權益變動表及合併現金流量表，以及合併財務報告附註(包括重大會計政策彙總)，業經本會計師查核竣事。

依本會計師之意見，上開合併財務報告在所有重大方面係依照證券發行人財務報告編製準則暨經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達藝舍國際創新股份有限公司及其子公司(原富驛酒店集團有限公司及其子公司)民國一一三年十二月三十一日之合併財務狀況，與民國一一三年一月一日至十二月三十一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告之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依會計師職業道德規範，與藝舍國際創新股份有限公司及其子公司(原富驛酒店集團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，對藝舍國際創新股份有限公司及其子公司(原富驛酒店集團有限公司及其子公司)民國一一三年度合併財務報告之查核最為重要之事項。該等事項已於查核合併財務報告整體及形成查核意見之過程中予以因應，本會計師並不對該等事項單獨表示意見。本會計師判斷應溝通在查核報告上之關鍵查核事項如下：

一、不動產代銷收入認列

有關收入認列之會計政策請詳合併財務報告附註四(十四)收入認列；收入認列之說明，請詳合併財務報告附註六(十七)客戶合約之收入。

關鍵查核事項之說明：

藝舍國際創新股份有限公司及其子公司(原富驛酒店集團有限公司及其子公司)目前主要收入來自不動產代銷收入，房地銷售易受整體經濟、房地稅制改革及供需等諸多因素之影響；為因應前述變動環境，管理當局已評估及制定相關收入及收款等控制作業，故列入藝舍國際創新股份有限公司及其子公司(原富驛酒店集團有限公司及其子公司)重大審計風險之考量。因此，收入認列之測試為本會計師執行藝舍國際創新股份有限公司及其子公司(原富驛酒店集團有限公司及其子公司)財務報告查核重要的評估事項之一。

因應之查核程序：

本會計師對上述關鍵查核事項之主要查核程序包括：瞭解藝舍國際創新股份有限公司及其子公司(原富驛酒店集團有限公司及其子公司)不動產代銷收入及收款作業流程之控制機制及測試收入之內部控制制度設計及執行之有效性，並抽查現場銷售作業之房地買賣預定單、房地買賣簽約完成確認單與週報表、銷售服務費請款明細表、收款銀行往來交易紀錄；測試勞務合約收入所採用之會計方法是否與會計政策相符；抽核財務報導日前後期間之銷售交易，核對相關憑證，以評估收入認列期間是否允當。

其他事項

藝舍國際創新股份有限公司及其子公司(原富驛酒店集團有限公司及其子公司)民國一一二年度之合併財務報告係由其他會計師查核，並於民國一一三年三月十三日出具無保留意見加其他事項段落之查核報告。

管理階層與治理單位對合併財務報告之責任

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

於編製合併財務報告時，管理階層之責任亦包括評估藝舍國際創新股份有限公司及其子公司(原富驛酒店集團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藝舍國際創新股份有限公司及其子公司(原富驛酒店集團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。

藝舍國際創新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告之責任

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

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

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

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，惟其目的非對藝舍國際創新股份有限公司及其子公司(原富驛酒店集團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，以及使藝舍國際創新股份有限公司及其子公司(原富驛酒店集團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告使用者注意合併財務報告之相關揭露，或於該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情況可能導致藝舍國際創新股份有限公司及其子公司不再具有繼續經營之能力。

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

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，以對合併財務報告表示意見。本會計師負責集團查核案件之指導、監督及執行，並負責形成集團之查核意見。

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，決定對藝舍國際創新股份有限公司及其子公司(原富驛酒店集團有限公司及其子公司)民國一一三年度合併財務報告查核之關鍵查核事項。本會計師於查核報告中敘明該等事項，除非法令不允許公開揭露特定事項，或在極罕見情況下，本會計師決定不於查核報告中溝通特定事項，因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

安 侯 建 業 聯 合 會 計 師 事 務 所

會　計　師：池世欽　黃欣婷

證券主管機關核准簽證文號：金管證審字第1020000737號
金管證審字第1100333824號

民　國　一一四　年　三　月　十三　日

藝舍國際創新股份有限公司及子公司(原富驛酒店集團有限公司及子公司)

合併資產負債表

民國一一三年及一一二年十二月三十一日

單位：新台幣千元

代碼	資產	113.12.31 金額	%	112.12.31 金額	%
	流動資產：				
1100	現金及約當現金(附註六(一))	$ 324,040	55	193,977	33
1137	按攤銷後成本衡量之金融資產－流動(附註六(二)及八)	-	-	3	-
1150	應收票據淨額(附註六(三)及(十七))	488	-	-	-
1170	應收帳款淨額(附註六(三)及(十七))	10,200	2	222	-
1180	應收帳款－關係人淨額(附註六(三)、(十七)及七)	60,270	10	39,853	7
1200	其他應收款	-	-	2,642	-
1210	其他應收款－關係人(附註七)	-	-	115	-
1300	存貨(附註六(四))	81,400	14	1	-
1410	預付款項	8,931	2	3,008	1
1479	其他流動資產－其他	414	-	1,611	-
1482	履行合約成本－流動(附註六(四))	76,708	13	38,558	7
		562,451	96	279,990	48
	非流動資產：				
1600	不動產、廠房及設備(附註六(六))	5,278	1	6,738	1
1755	使用權資產(附註六(七))	12,065	2	15,763	3
1760	投資性不動產淨額(附註六(八))	-	-	238,948	41
1780	無形資產	337	-	167	-
1840	遞延所得稅資產-非流動(附註六(十四))	14	-	11,508	2
1990	其他非流動資產－其他(附註六(九))	7,021	1	29,293	5
		24,715	4	302,417	52
	資產總計	$ 587,166	100	582,407	100

代碼	負債及權益	113.12.31 金額	%	112.12.31 金額	%
	流動負債：				
2130	合約負債－流動(附註六(十七))	$ 2,734	-	3,686	1
2150	應付票據	7	-	7,101	1
2160	應付票據－關係人(附註七)	-	-	115	-
2170	應付帳款	15,699	3	2,053	-
2180	應付帳款－關係人(附註七)	292	-	-	-
2200	其他應付款(附註六(十))	19,242	3	15,519	3
2220	其他應付款項－關係人(附註(七))	25,020	4	86	-
2230	本期所得稅負債	49,970	9	9,234	2
2280	租賃負債－流動(附註六(十一))	7,836	2	100,274	17
2399	其他流動負債－其他	489	-	3,363	-
		121,289	21	141,431	24
	非流動負債：				
2580	租賃負債－非流動(附註六(十一))	4,351	1	202,707	35
2573	遞延所得稅負債－其他(附註六(十四))	1,913	-	-	-
2645	存入保證金	200	-	12,903	2
		6,464	1	215,610	37
	負債總計	127,753	22	357,041	61
	歸屬母公司業主之權益(附註六(十五))：				
3100	股本	596,564	102	596,564	103
	保留盈餘：				
3310	法定盈餘公積	5,143	1	5,143	1
3350	未分配盈餘(或待彌補虧損)	(132,822)	(23)	(309,643)	(53)
		(127,679)	(22)	(304,500)	(52)
3400	其他權益	(9,472)	(2)	(66,698)	(12)
	權益總計	459,413	78	225,366	39
	負債及權益總計	$ 587,166	100	582,407	100

(請詳閱後附合併財務報告附註)

董事長：賴運興　　經理人：賴運興　　會計主管：陳心如

藝舍國際創新股份有限公司及子公司(原富驛酒店集團有限公司及子公司)

合併綜合損益表

民國一一三年及一一二年一月一日至十二月三十一日

單位：新台幣千元

		113年度		112年度	
		金　額	%	金　額	%
4000	營業收入(附註六(十七)及七)	$ 539,391	100	145,839	100
5000	營業成本(附註六(四)及(十三))	236,473	44	47,353	33
	營業毛利	302,918	56	98,486	67
	營業費用：				
6100	推銷費用(附註六(十三))	9,352	2	46,846	32
6200	管理費用(附註六(十三)及七)	38,250	7	34,453	24
6450	預期信用減損損失(附註六(三)及(二十))	1,016	-	423	-
		48,618	9	81,722	56
	營業淨利	254,300	47	16,764	11
	營業外收入及支出：				
7100	利息收入(附註六(十九))	1,406	-	3,368	2
7010	其他收入(附註六(十二)及(十九))	31,851	6	98,486	67
7020	其他利益及損失(附註六(五)、(十一)及(十九))	(42,990)	(8)	(76,240)	(52)
7050	財務成本(附註六(十一)及(十九))	(2,680)	-	(10,559)	(7)
		(12,413)	(2)	15,055	10
7900	稅前淨利	241,887	45	31,819	21
7950	減：所得稅費用(附註六(十四))	65,066	12	7,437	5
	本期淨利	176,821	33	24,382	16
8300	其他綜合損益：				
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	57,226	10	(415)	-
8399	減：與可能重分類之項目相關之所得稅	-	-	-	-
	後續可能重分類至損益之項目合計	57,226	10	(415)	-
8300	本期其他綜合損益	57,226	10	(415)	-
	本期綜合損益總額	**$ 234,047**	**43**	**23,967**	**16**
	本期淨利歸屬於：				
	母公司業主	$ 176,821	33	(3,785)	(3)
	共同控制下前手權益淨利	-	-	28,167	19
		$ 176,821	**33**	**24,382**	**16**
	綜合損益總額歸屬於：				
	母公司業主	$ 234,047	43	(4,200)	(3)
	共同控制下前手權益	-	-	28,167	19
		$ 234,047	**43**	**23,967**	**16**
	每股盈餘(虧損)(元)(附註六(十六))				
9750	基本每股盈餘(虧損)(元))	**$ 2.96**		**(0.06)**	
9810	稀釋每股盈餘(虧損)(元)	**$ 2.96**		**(0.06)**	

(請詳閱後附合併財務報告附註)

董事長：賴運興　　經理人：賴運興　　會計主管：陳心如

藝舍國際創新股份有限公司及子公司(原富驛酒店集團有限公司及子公司)

合併權益變動表

民國一一三年及一一二年一月一日至十二月三十一日

單位：新台幣千元

	歸屬於母公司業主之權益							
	股本	保留盈餘			其他權益項目			
	普通股股本	法定盈餘公積	未分配盈餘	合計	國外營運機構財務報表換算之兌換差額	透過其他綜合損益按公允價值衡量之金融資產未實現評價(損)益	共同控制下前手權益	權益總額
民國一一二年一月一日餘額	$ 596,564	5,143	(297,599)	(292,456)	(56,811)	(9,472)	81,206	319,031
本期淨利	-	-	(3,785)	(3,785)	-	-	28,167	24,382
本期其他綜合損益	-	-	-	-	(415)	-	-	(415)
本期綜合損益總額	-	-	(3,785)	(3,785)	(415)	-	28,167	23,967
認列對子公司所有權益變動數	-	-	(8,259)	(8,259)	-	-	(93,741)	(102,000)
共同控制下前手取得之現金股利	-	-	-	-	-	-	(15,632)	(15,632)
民國一一二年十二月三十一日餘額	596,564	5,143	(309,643)	(304,500)	(57,226)	(9,472)	-	225,366
本期淨利	-	-	176,821	176,821	-	-	-	176,821
本期其他綜合損益	-	-	-	-	57,226	-	-	57,226
本期綜合損益總額	-	-	176,821	176,821	57,226	-	-	234,047
民國一一三年十二月三十一日餘額	**$ 596,564**	**5,143**	**(132,822)**	**(127,679)**	**-**	**(9,472)**	**-**	**459,413**

(請詳閱後附合併財務報告附註)

董事長：賴運興　　經理人：賴運興　　會計主管：陳心如

藝舍國際創新股份有限公司及子公司(原富驛酒店集團有限公司及子公司)

合併現金流量表

民國一一三年及一一二年一月一日至十二月三十一日

單位：新台幣千元

	113年度	112年度
營業活動之現金流量：		
本期稅前淨利	$ 241,887	31,819
調整項目：		
收益費損項目		
折舊費用	36,525	92,047
攤銷費用	141	1,331
預期信用減損損失	1,016	423
利息費用	2,680	10,559
利息收入	(1,406)	(3,368)
租賃修改利益	(22,222)	(15,494)
租金減讓利益	-	(7,426)
處分及報廢不動產、廠房及設備損失	3,529	3,284
處分無形資產利益	(2,712)	-
處分投資損失	33,720	-
收益費損項目合計	51,271	81,356
與營業活動相關之資產／負債變動數：		
應收票據增加	(488)	-
應收帳款(增加)減少	(10,446)	3,184
應收帳款－關係人增加	(20,417)	(33,399)
其他應收款(含關係人)減少	2,642	1,225
存貨(增加)減少	(81,399)	4
預付款項增加	(8,655)	(888)
其他流動資產減少(增加)	1,202	(20,030)
履行合約成本增加	(38,150)	-
與營業活動相關之資產之淨變動合計	(155,711)	(49,904)
合約負債增加	2,522	3,465
應付票據減少	(7,094)	(5,319)
應付票據－關係人(減少)增加	(115)	115
應付帳款(含關係人)增加(減少)	14,779	(1,904)
其他應付款增加(減少)	18,536	(6,468)
其他流動負債減少	(2,872)	(655)
與營業活動相關之負債之淨變動合計	25,756	(10,766)
與營業活動相關之資產及負債之淨變動合計	(129,955)	(60,670)
調整項目合計	(78,684)	20,686
營運產生之現金流入	163,203	52,505
收取之利息	1,406	3,368
支付之利息	(2,680)	(10,559)
支付之所得稅	(13,914)	(5,466)
營業活動之淨現金流入	148,015	39,848

藝舍國際創新股份有限公司及子公司(原富驛酒店集團有限公司及子公司)

合併現金流量表(續)

民國一一三年及一一二年一月一日至十二月三十一日

單位：新台幣千元

	113年度	112年度
投資活動之現金流量：		
處分按攤銷後成本衡量之金融資產	3	220,000
取得不動產、廠房及設備	(5,067)	(867)
處分不動產、廠房及設備	31	-
取得無形資產	(311)	(123)
處分子公司之現金轉出數	(13,310)	-
其他非流動資產-其他減少(增加)	11,339	(26)
投資活動之淨現金流(出)入	(7,315)	218,984
籌資活動之現金流量：		
存入保證金(減少)增加	(6)	10,587
租賃本金償還	(35,064)	(98,795)
其他應付款-關係人	25,000	-
共同控制下前手取得之現金股利	-	(15,632)
取得子公司股權	-	(102,000)
籌資活動之淨現金流出	(10,070)	(205,840)
匯率變動對現金及約當現金之影響	(567)	(868)
本期現金及約當現金增加數	130,063	52,124
期初現金及約當現金餘額	193,977	141,853
期末現金及約當現金餘額	**$ 324,040**	**193,977**

(請詳閱後附合併財務報告附註)

董事長：賴運興　　經理人：賴運興　　會計主管：陳心如

【附件三】113 年度盈虧撥補表

藝舍國際創新股份有限公司
盈虧撥補表
民國一一三年度

單位:新台幣元

項　　目	金　額
期初未分配盈餘	$(309,643,875)
加：本期稅後淨損	176,822,309
期末未分配盈餘	$(132,821,566)

註：本年度不分配股東紅利

董事長：賴運興　經理人：賴運興　會計主管：陳心如

【附件四】公司章程修訂條文對照表

藝舍國際創新股份有限公司
公司章程修訂條文對照表(英文原文)

	Original Article	Proposal for the Amendment
94-4		Member(s) holding 1% or more of the total number of issued Shares of the Company for more than 6 month may request in writing the Audit Committee to initiate, on behalf of the Company, an action against a Director of the Company. In case the Audit Committee fail to initiate such action within 30 days after having received the aforementioned request, then subject to Cayman Islands law, the Members filing that request in accordance with this Article, may initiate the action on behalf the Company in any court with competent jurisdiction, and the Taipei District Court, ROC may be the court of the first instance for this action.

藝舍國際創新股份有限公司
公司章程修訂條文對照表(中文翻譯)

	原條文	修訂後條文	修正理由
94-4	新增	繼續六個月以上持有本公司已發行股份總數百分之一以上之股東，得以書面請求審計委員會代表本公司對董事提起訴訟。股東提出前述請求後三十日內，審計委員會不提起訴訟時，於不違反開曼法令之前提下，依本章程提出請求之股東得為本公司向有管轄權法院提起訴訟，並且得以臺灣臺北地方法院為第一審管轄法院。	配合法令修訂新增。

【附件五】取得或處分資產處理程序修訂條文對照表

藝舍國際創新股份有限公司
取得或處分資產處理程序修訂條文對照表

現行條文	修正後條文	說明
第九條 取得或處分有價證券之評估及作業程序： 本公司有價證券之取得或處分，悉依本公司內部控制制度之投資循環作業辦理。 一~四(略) 五、本公司不得放棄對台灣富驛酒店股份有限公司未來各年度之增資。 六、未來若本公司因策略聯盟考量或其他經證券櫃檯買賣中心同意者，而須放棄對上開公司之增資或處分上開公司股權，須經 Architectural Aesthetics Global Development CO.,LTD.（藝舍-KY）董事會特別決議通過。 七、本處理程序爾後如有修訂應依第三十八條規定作業程序提報，應輸入公開資訊觀測站重大訊息揭露，並函報證券櫃檯買賣中心備查。	第九條 取得或處分有價證券之評估及作業程序： 本公司有價證券之取得或處分，悉依本公司內部控制制度之投資循環作業辦理。 一~四(略) 五、本公司不得放棄對藝舍創意廣告股份有限公司未來各年度之增資。 六、未來若本公司因策略聯盟考量或其他經證券櫃檯買賣中心同意者，而須放棄對上開公司之增資或處分上開公司股權，須經 Architectural Aesthetics Global Development CO.,LTD.（藝舍-KY）董事會特別決議通過。 七、本處理程序爾後如有修訂應依第三十八條規定作業程序提報，應輸入公開資訊觀測站重大訊息揭露，並函報證券櫃檯買賣中心備查。	本公司因子公司台灣富驛酒店股份有限公司與藝舍創意廣告股份有限公司於 113 年 12 月 31 日合併並更名為藝舍創意廣告股份有限公司，需修正對財團法人證券櫃檯買賣中心之承諾事項，故修正本條第五項之規定。

【附件六】未來一年各月份現金收支預測表

藝舍創意廣告股份有限公司

未來一年(114/05~115/05)

各月份之現金收支預測表

單位：新台幣仟元

項目/月份	114年5月	114年6月	114年7月	114年8月	114年9月	114年10月	114年11月	114年12月	115年01月	115年02月	115年03月	115年04月	115年05月
期初現金餘額	176,881	196,839	205,694	221,021	201,180	189,299	198,314	227,029	233,916	245,755	273,161	296,241	321,793
現金流入小計	34,049	21,409	34,118	25,158	52,492	42,002	54,098	52,059	49,386	51,848	51,098	50,777	51,241
現金支出													
建築師		2,650				1,590							
建案工程款-三重			3,623	34,103	44,179	16,037	3,157	26,998	16,102	6,323	6,323	7,390	7,390
廣告費	4,483	2,819	4,492	3,312	6,911	5,530	7,123	6,854	6,502	6,827	6,728	6,686	6,747
接待中心租金(含辦公設備)	1,342	1,342	1,342	1,342	1,342	1,342	1,491	1,491	1,491	1,491	1,491	1,491	1,491
接待中心保險	66	66	66	66	66	66	66	66	66	66	66	66	66
獎金	4,540	2,855	4,549	3,354	6,999	5,600	7,213	6,941	6,585	6,913	6,813	6,770	6,832
營業稅	838		1,897		2,054		3,511		3,979		3,775		3,802
其他營業支出	2,822	2,822	2,822	2,822	2,822	2,822	2,822	2,822	2,822	2,822	2,822	2,822	2,822
小計	14,091	12,554	18,791	44,999	64,373	32,987	25,383	45,172	37,547	24,442	28,018	25,225	29,150
融資前可供支用現金餘額	196,839	205,694	221,021	201,180	189,299	198,314	227,029	233,916	245,755	273,161	296,241	321,793	343,884
金融機構借款	–		–	–	–	–	–	–	–	–	–	–	–
股東借款	–	–	–	–	–	–	–	–	–	–	–	–	–
金融機構還款	–	–	–	–	–	–	–	–	–	–	–	–	–
期末餘額	196,839	205,694	221,021	201,180	189,299	198,314	227,029	233,916	245,755	273,161	296,241	321,793	343,884

參、附　　錄

【附錄一】『公司章程』

THE COMPANIES LAW (AS AMENDED)

Company Limited by Shares

AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION

OF

Architectural Aesthetics Global Development CO.,LTD.
藝舍國際創新股份有限公司

1. The name of the Company is Architectural Aesthetics Global Development CO.,LTD. 藝舍國際創新股份有限公司.

2. The Registered Office of the Company shall be at the offices of Portcullis (Cayman) Ltd, The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052 Grand Cayman, KY1-1208, Cayman Islands or at such other place as the Directors may determine.

3. The objects for which the Company is established are unrestricted and shall include, but without limitation, the following:

(i) (a) To carry on the business of an investment company and to act as promoters and entrepreneurs and to carry on business as financiers, capitalists, concessionaires, merchants, brokers, traders, dealers, agents, importers, and exporters and to undertake and carry on and execute all kinds of investment, financial, commercial, mercantile, trading and other operations.

(b) To carry on whether as principals, agents or otherwise howsoever the business of realtors, developers, consultants, estate agents or managers, builders, contractors, engineers, manufacturers, dealers in or vendors of all types of property including services.

(ii) To exercise and enforce all rights and powers conferred by or incidental to the ownership of any shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof, to provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.

(iii) To purchase or otherwise acquire, to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of and deal with real and personal property and rights of all kinds and, in particular, mortgage, debentures, produce, concessions, options, contracts, patents, annuities, licenses, stocks, shares, bonds, policies, book debts, business concerns, undertakings, claims, privileges and choses in action of all kinds.

(iv) To subscribe for, conditionally or unconditionally, to underwrite, issue on commission or otherwise, take, hold, deal in and convert stocks, shares, and securities of all kinds and to enter into partnership or into any arrangement for sharing profits, reciprocal concessions or cooperation with any person or company and to promote and aid in promoting, to constitute, form or organise any company, syndicate or partnership of any kind, for the purpose of acquiring and undertaking any property and liabilities of the Company or of advancing, directly or indirectly, the objects of the Company or for any other purpose which the Company may think expedient.

(v) To stand surety for or to guarantee, support or secure the performance of all or any of the obligations of nay person, firm or company whether or not related or affiliated to the Company in any manner and whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by any such method and whether or not the Company shall receive valuable consideration thereof.

(vi) To engage in or carry on any other lawful trade, business or enterprise which may at any time appear to the Board of Directors of the Company capable of being conveniently carried on in conjunction with any of the aforementioned businesses or activities or which may appear to the Board of Directors or the Company likely to be profitable to the Company.

In the interpretation of this Memorandum of Association in general and of this Clause 3 in particular no object, business or power specified or mentioned shall be limited or restricted by reference to or inference from any other object, business or power, or the name of the Company, or by the juxtaposition of two or more objects, businesses or powers and that, in the event of any ambiguity in this clause or elsewhere in this Memorandum of Association, the same shall be resolved by such interpretation and construction as will widen and enlarge and not restrict the objects, businesses and powers of and exercisable by the Company.

4. Except as prohibited or limited by the Companies Act (as amended), the Company shall have full power and authority to carry out any object and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to make any alterations or amendments to this Memorandum of Association and the Articles of Association of the Company considered necessary or convenient in the manner set out in the Articles of Association of the Company, and the power to do any of the following acts or things, viz: to pay all expenses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any other jurisdiction; to sell, lease or dispose of any property of the Company; to draw, make, accept, endorse discount, execute and issue

promissory notes, debentures, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security; to invest monies of the Company in such manner as the Board of Directors determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to Members of the Company; to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to Directors, officers, employees, past or present and their families; to purchase Directors and officers liability insurance and to carry on any trade or business and generally to do all acts and things which, in the opinion of the Company or the Board of Directors, may be conveniently or profitably or usefully acquired and dealt with, carried on, executed or done by the Company in connection with the business aforesaid PROVIDED THAT the Company shall only carry on the businesses for which a licence is required under the laws of the Cayman Islands when so licensed under the terms of such laws.

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

6. The share capital of the Company is NT$1,500,000,000.00 (One Billion and Five Hundred Million New Taiwan Dollars) divided into 150,000,000 common shares of a nominal or par value of NT$10.00 (Ten New Taiwan Dollars) each with power for the Company insofar as is permitted by law, to redeem or purchase any of its Shares and to increase or reduce the said capital subject to the provisions of the Companies Act (as amended) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of Shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained PROVIDED ALWAYS that, notwithstanding any provision to the contrary contained in this Memorandum of Association, the Company shall have no power to issue bearer shares, warrants, coupons or certificates.

7. If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Act (as amended) and, subject to the provisions of the Companies Act (as amended) and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

8. The end of the financial year of the Company shall fall on the 31st day of December each year.

THE COMPANIES ACT (AS AMENDED)

AMENDED AND RESTATED
ARTICLES OF ASSOCIATION

OF

Architectural Aesthetics Global Development CO.,LTD.
藝舍國際創新股份有限公司
(Adopted by a Special Resolution passed on October 26th, 2023)

1. In these Articles Table A in the Schedule to the Statute does not apply and, unless there be something in the subject or context inconsistent therewith,

"Articles"	means the Articles as originally framed or as from time to time altered by Special Resolution;
"Applicable Public Company Rules"	means the ROC laws, rules and regulations (including, without limitation, the Company Law, the Securities and Exchange Law, the rules and regulations promulgated by the FSC and the rules and regulations promulgated by any of the ROC Securities Exchanges, as amended from time to time) affecting public reporting companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as applicable to the Company;
"As Adjusted"	means as appropriately adjusted for any subsequent bonus issue, share split, consolidation, subdivision, reclassification, recapitalization or similar arrangement.
"Board"	means the board of directors appointed or elected pursuant to these Articles or, as the case may be, the directors assembled as a board or as a board or as a committee thereof ;
"Book-Entry Form"	means a method whereby the delivery of Shares is effected electronically by debit and credit to accounts opened with securities firms by Shareholders, without delivering physical share certificates. If the Shareholder has not opened an account with a securities firm, the Shares delivered by Book-Entry Form shall be recorded in the entry sub-account under the Company's account with the securities central depository in Taiwan;
"Class" or "Classes"	means any Class or Classes of Shares as may from time to time be issued by the Company;

"Common Share"	means a common share of a nominal or par value of NT$10.00 (Ten New Taiwan Dollars) each.
“Consolidated Company”	means the new company that results from the consolidation of two or more Constituent Companies;
“Consolidation”	means the combination of two or more Constituent Companies into a Consolidated Company and the vesting of the undertaking, property and liabilities of such companies in the Consolidated Company within the meaning of the Statute;
“Company”	means the above named company;
“Constituent Company”	means an existing company that is participating in a Merger or a Consolidation with one of more other existing companies within the meaning of the Statute;
“Directors”	means the directors for the time being of the Company;
“dividend”	includes bonus;
“FSC”	means the Financial Supervisory Commission of the ROC;
“Independent Directors”	means the Directors who are elected as "Independent Directors" for the purpose of Applicable Public Company Rules;
“Market Observation Post System”	means the public company reporting system maintained by the Taiwan Stock Exchange Corporation, via http://newmops.tse.com.tw/;
“Member” or “Shareholder”	means a person who is registered as the holder of Shares in the Register of Members and includes each subscriber to the Memorandum of Association pending entry in the Register of such subscriber;
“Memorandum”	means the memorandum of association of the Company as amended or substituted from time to time;
“Merger”	means the merging of two or more Constituent Companies and the vesting of their undertaking, property and liabilities in one of such company as the Surviving Company within the meaning of the Statute;
“month”	means a calendar month;
“notice”	means written notice as further provided in these Articles unless otherwise specifically stated;
“Officer”	means any person appointed by the Board to hold an office in the Company;
“Ordinary Resolution”	means a resolution: (a) passed by a simple majority of such Shareholders as, being entitled to do so, vote in person or, where

	proxies are allowed, by proxy at a general meeting of the Company and where a poll is taken regard shall be had in computing a majority to the number of votes to which each Shareholder is entitled; or (b) approved in writing by all of the Shareholders entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of the Shareholders and the effective date of the resolution so adopted shall be the date on which the instrument, or the last of such instruments, if more than one, is executed;
"Register of Members"	means the register of Members required to be kept pursuant to the Statute;
"Registered Office"	means the registered office as required by the Statute;
"Remuneration Committee"	means the remuneration committee of the Board, established pursuant to these Articles;
"ROC" or "Taiwan"	means Taiwan, the Republic of China;
"ROC Securities Exchanges"	means GreTai Securities Market (including the Emerging Stock Market) and the Taiwan Stock Exchange of the ROC;
"Seal"	means the common seal of the Company and includes every duplicate seal;
"Secretary"	includes an Assistant Secretary and any person appointed to perform the duties of Secretary of the Company;
"Share"	means a share in the capital of the Company. All references to "Shares" herein shall be deemed to be Shares of any or all Classes as the context may require. For the avoidance of doubt in these Articles the expression "Share" shall include a fraction of a Share;
"Solicitor"	means any Member, a trust enterprise or a securities agent mandated by Member(s), who solicits an instrument of proxy from any other Member to appoint him/it as a proxy to attend and vote at a general meeting, pursuant to the Applicable Public Company Rules;
"Special Resolution"	has the same meaning as in the Statute and includes a resolution approved in writing as described therein;
"Special Resolution for Mergers or Consolidations"	means a resolution of the Company passed in accordance with section 233 (6) of the Statute for the purpose of approving and/or authorizing a plan of merger or consolidation, and being a resolution passed as a Special Resolution;

"Spin-off"	refers to an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to issue new shares to the transferor company or to shareholders of the transferor company;
"Statute"	means the Companies Act of the Cayman Islands (as amended) and every statutory modification or re-enactment thereof for the time being in force;
"Subsidiary"	means, with respect to any company, (1) the entity, one half or more of whose total number of the issued voting shares or the total amount of the capital stock are directly or indirectly held by such company; (2) the entity that such company has a direct or indirect control over its personnel, financial or business operation; (3) the entity, one half or more of whose executive shareholders or board directors are concurrently acting as the executive shareholders or board directors of such company; and (4) the entity, one half or more of whose total number of issued voting shares or the total amount of the capital stock are held by the same shareholder(s) of such company;
"Supermajority Resolution"	means a resolution adopted by a majority vote cast by the Members, as being entitled to do so, vote in person or where proxies are allowed, by proxy, at a general meeting attended by Members who represent two-thirds or more of the total issued shares of the Company or, if the total number of shares represented by the Members present at the general meeting is less than two-thirds of the total outstanding shares of the Company, but more than one half of the total issued shares of the Company, means instead, a resolution adopted at such general meeting by two-thirds or more of the Members, as being entitled to do so, vote in person or where proxies are allowed, by proxy, at such general meeting;
"Supervisor"	means a supervisor of the Company, elected pursuant to these Articles;
"Surviving Company"	means the sole remaining Constituent Company into which one or more other Constituent Companies are merged within the meaning of the Statute;

"Taiwan Clearing House"	means the Taiwan Clearing House established by the Taiwan Payments Clearing System Development Foundation to process check clearing and settlement services;
"written" and "in writing"	include all modes of representing or reproducing words in visible form;
"Audit Committee"	A committee of the Board of Directors, composed solely of Independent Directors of the Company;
Acquisition	The company acquires shares, business or assets of another company in exchange for shares, cash or other assets under Applicable Public Company Rules; and
Share exchange	The company transfers all its issued shares to another company in exchange for shares, cash or other assets in that company as the consideration for shareholders of the transferring company.

Words importing the singular number only include the plural number and vice versa.

Words importing the masculine gender include the feminine gender, and vice versa.

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 or the Statute.

Words importing persons only include natural persons, companies or associations or bodies of persons whether incorporated or not.

References to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.

References to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method.

References to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.

2. The business of the Company may be commenced as soon after incorporation as the Board of Directors shall see fit, notwithstanding that part only of the Shares may have been allotted.

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

CERTIFICATES FOR SHARES

4. Certificates representing Shares of the Company shall be in such form as shall be determined by the Board of Directors. Such certificates may be under Seal. All certificates for Shares shall be consecutively numbered or otherwise identified and shall specify the Shares to which they relate. The name and address of the person to whom the Shares represented thereby are issued, with the number of Shares and date of issue, shall be entered in the register of Members of the Company. All certificates surrendered to the Company for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of Shares shall have been surrendered and cancelled. The Board of Directors may authorise certificates to be issued with the seal and authorised signature(s) affixed by some method or system of mechanical process. In addition, the Board of Directors may also issue shares in Book-Entry Form without any tangible certificate of shares in accordance with these Articles.

5. Notwithstanding Article 4 of these Articles, if a Share certificate be defaced, lost or destroyed, it may be renewed on payment of a reasonable fee of and on such terms (if any) as to evidence and indemnity and the payment of the expenses incurred by the Company in investigation evidence, as the Board of Directors may prescribe.

ISSUE OF SHARES

6. (a) Subject to the provisions, if any, in that behalf in the Memorandum or Articles and to any resolution of Members of the Company in general meeting and without prejudice to any special rights previously conferred on the holders of existing Shares, the Board of Directors may allot, issue, grant options over or otherwise dispose of Shares of the Company (including fractions of a Share) with or without preferred, deferred or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise and to such persons, at such times and on such other terms as they think proper, provided that no Share shall be issued at a discount except in accordance with the Statute, and PROVIDED ALWAYS that, notwithstanding any provision to the contrary contained in these Articles, the Company shall be precluded from issuing bearer Shares, warrants, coupons or certificates. The Shares issued by the Company may be in physical form or in Book-Entry Form. The issue of new Shares shall at all times be subject to the sufficiency of the authorised capital of the Company.

   (b) Subject to the Statute, so long as the Shares are listed on any ROC Securities Exchange, the Company may allot and issue new Shares to the employees of the Company and/or its Subsidiaries as approved by the Members by way of a Supermajority Resolution, such Shares being subject to restrictions shall also be adopted by Supermajority Resolution thereby, and the number of the Shares to be issued, the issuance price, and the terms and conditions of such issuance shall comply with the Applicable Public Company Rules.

7. Where the Company increases its issued Share capital by issuing new Shares for cash consideration in Taiwan, the Company shall allocate 10% of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not necessary or appropriate, as determined by the FSC or other Taiwan authorities, for the Company to conduct the aforementioned public offering. However, if a percentage higher than the aforementioned 10% is resolved by a general meeting to be offered, the percentage determined by such resolution shall prevail. The Company may also reserve certain percentage of the total amount of such newly issued Shares for subscription by its employees.

8. (a) Unless otherwise resolved by the Members in a general meeting by Ordinary Resolution, where the Company increases its issued share capital by issuing new Shares for cash consideration, the Company shall make a public announcement and notify each Member that he/she/it is entitled to exercise a pre-emptive right to purchase his/her/its pro rata portion of the remaining new Shares (after allocation of the public offering portion and the employee subscription portion in the immediately preceding Article) issued in the capital increase for cash consideration. The Company shall state in such announcement and notices to the Members that if any Member fails to purchase his/her/its pro rata portion of such remaining newly-issued Shares within the prescribed period, such Member shall be deemed to forfeit his/her/its pre-emptive right to purchase such newly-issued Shares. In the event that Shares held by a Member are insufficient for such Member to exercise the pre-emptive right to purchase one newly-issued Share, Shares held by several Members may be calculated together for joint purchase of newly-issued shares or for purchase of newly-issued Shares in the name of a single Member pursuant to the Applicable Public Company Rules. If the total number of the new Shares to be issued has not been fully subscribed by the Members within the prescribed period, the Company may consolidate such Shares into a public offering tranche or offer any unsubscribed new Shares to a specific person or persons in accordance with the Applicable Public Company Rules.

(b) The pre-emptive right of the Members under Article 8 (a) shall not apply if new Shares are issued in connection with:

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

(ii) fulfilling the Company's obligations under warrants and/or options issued by the Company, including those issued in accordance with the employee incentive programs under Article 10 (a);

(iii) fulfilling the Company's obligations under convertible bonds or corporate bonds issued by the Company which are convertible into Shares or which entitle its holders to acquire Shares;

(iv) Shares issued pursuant to a statutory private placement in accordance with Applicable Public Company Rules; and

(v) new fully-paid Shares issued to the Members as bonus shares issued pursuant to Article 105, and/or as effecting any capitalisation of any other amount pursuant to Article 106.

9. The Company shall only issue fully paid-up Shares.

10. The Company may, upon approval by the Board, adopt one or more incentive programmes and may issue Shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries. The Company may enter into agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to this Article, whereby employees may subscribe, within a specific period of time, a specific number of the Shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programme. However, options, warrants or other similar instruments issued pursuant to this Article are not transferable save by transmission upon the

death of the holder thereof, and so long as the Shares are listed on any ROC Securities Exchange, the terms and conditions of such options, warrants or other similar instruments shall comply with the Applicable Public Company Rules.

11. The Company shall maintain a Register of Members, and every person whose name is entered as a Member in the Register of Members shall be entitled without payment to receive one certificate for all his Shares or several certificates each for one or more of his Shares. The Company shall deliver the Share certificates in physical form or in Book-Entry Form to the subscribers within thirty days from the date such Share certificates may be issued pursuant the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such Share certificates pursuant to the Applicable Public Company Rules.

TRANSFER OF SHARES

12. The instrument of transfer of any Share shall be in any usual or common form or such other form as the Directors may, in their absolute discretion, approve and be executed by or on behalf of the transferor and if so required by the Directors, shall also be executed on behalf of the transferee and shall be accompanied by the certificates (if any) of the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain a Shareholder until the name of the transferee is entered in the Register of Members in respect of the relevant Shares.

13. The registration of transfers may be suspended when the Register of Members is closed in accordance with Article 23.

14. Notwithstanding the above, in the event that the Company's Shares are listed on any of the ROC Securities Exchanges, the transfer of Shares of the Company may be effected through the book-entry system of the Taiwan Depository & Clearing Corporation.

REDEMPTION, PURCHASE, SURRENDER AND TREASURY SHARES

15. (a) Subject to the provisions of the Statute and the Memorandum, 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.

(b) Subject to the provisions of the Statute and the Memorandum, the Company may purchase its own Shares (including fractions of a Share), including any redeemable Shares, provided that the manner and terms of purchase have first been authorised by the Company in general meeting by an Ordinary Resolution and may make payment therefor in any manner authorised by the Statute, including out of capital. Notwithstanding the foregoing and subject to the provisions of the Statute, so long as the Shares are listed on any ROC Securities Exchange, the Company may purchase its Shares listed and traded on such ROC Securities Exchange in accordance with the Applicable Public Company Rules if such purchase is authorised by the Board by way of a resolution passed by a simple majority of the Directors at a duly convened meeting of the Board except that the quorum necessary for a Board meeting considering such on-market repurchases shall be more than two-thirds of the total number of Directors, and the Board shall report the execution of such repurchase to the Members at the next general meeting.

(c) No Share may be redeemed or purchased unless it is fully paid-up.

(d) The Company may accept the surrender for no consideration of any fully paid Share (including a redeemable Share) unless, as a result of the surrender, there would no longer be any issued Shares of the Company other than shares held as treasury shares.

(e) The Company is authorised to hold treasury Shares in accordance with the Statute.

(f) The Board may designate as treasury shares any of the Shares that it purchases or redeems, or any shares surrendered to it, in accordance with the Statute.

(g) Shares held by the Company as treasury shares shall continue to be classified as treasury shares until such Shares are either cancelled or transferred in accordance with the Statute or these Articles.

15A. (a) So long as the Shares are listed on any ROC Securities Exchange, the Company's transfer of any treasury share designated in accordance with Article 15 (e) to any employee of the Company and/or its Subsidiaries for less than the average actual purchase or redemption price, shall be authorised by the Members at the most recent general meeting by ways of a Special Resolution. A summary of the following matters relating to the Company's transfer of Shares designated as treasury shares to employees of the Company and/or its Subsidiaries must be specified in the notice of the general meeting where such authorisation is sought:

(i) the proposed transfer price, the discount rate, the bases of calculations and the reasonableness thereof;

(ii) the number of treasury shares to be transferred, and the purpose and the reasonableness of the proposed transfer;

(iii) qualifications of the employees, and the number of treasury shares they may purchase; and

(iv) impacts on shareholders' equity, such as additional expenses incurred, reduction of the Company's earnings per share, and the financial burdens on the Company resulting from transferring treasury shares to employees at less than the average actual purchase or redemption price.

(b) So long as the Shares are listed on any ROC Securities Exchange, the aggregate number of treasury shares transferred to employees in accordance with this Article 15A (a) may not exceed five (5) per cent of the total issued shares of the Company, and the aggregate number of shares to any single employee may not exceed 0.5 per cent of the total issued shares of the Company, subject to the Applicable Public Company Rules (including *Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies* promulgated by FSC).

(c) So long as the Shares are listed on any ROC Securities Exchange, when the Company transfers its treasury shares designated in accordance with Article 15 (e) or Article 15 (f) to any employee of the Company and/or its Subsidiaries, the Company may impose such restrictions on the transfer that such employee shall not subsequently transfer his/her Shares so obtained from the Company for a period of no more than two (2) years.

VARIATION OF RIGHTS OF SHARES

16. If at any time the Share capital of the Company is divided into different Classes of Shares, the rights attached to any Class (unless otherwise provided by the terms of issue of the Shares of that Class) may, whether or not the Company is being wound up, be varied with the sanction of a Special Resolution passed at a general meeting of the holders of that Class. The provisions of these Articles relating to general meetings shall apply to every such general meeting of the holders of one Class of Shares.

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 varied by the creation, allotment or issue of further Shares ranking pari passu therewith or subsequent to them, the redemption or purchase of Shares of any Class by the Company.

TRANSMISSION OF SHARES

18. In case of the death of a Member, his/her shares shall be handled in accordance with applicable inheritance laws, but nothing herein contained shall release the estate of any such deceased holder from any liability in respect of any Shares which had been held by him solely or jointly with other persons.

19. (a) Any person becoming entitled to a Share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any other way than by transfer) may, upon such evidence being produced as may from time to time be required by the Board of Directors and subject as hereinafter provided, elect either to be registered himself as holder of the Share or to make such transfer of the Share to such other person nominated by him as the deceased or bankrupt person could have made and to have such person registered as the transferee thereof, but the Board of Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by that Member before his death or bankruptcy as the case may be.

    (b) If the person so becoming entitled shall elect to be registered himself as holder he shall deliver or send the Company a notice in writing signed by him stating that he so elects.

20. A person becoming entitled to a Share by reason of the death or bankruptcy or liquidation or dissolution of the holder (or in any other case than by transfer) shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company PROVIDED HOWEVER that the Board of Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the Share and if the notice is not complied with within ninety days the Board of Directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Share until the requirements of the notice have been complied with.

21. Notwithstanding the above, in the event that the Company’s Shares are listed on any of the ROC Securities Exchanges, the transmission of Shares of the Company may be effected through the book-entry system of the Taiwan Depository & Clearing Corporation and pursuant to the Applicable Public Company Rules.

ALTERATION OF CAPITAL & CHANGE OF LOCATION OF REGISTERED OFFICE

22. (a) Subject to and in so far as permitted by the provisions of the Statute, the Company may from time to time by Special Resolution alter or amend its Memorandum and may, without restricting the generality of the foregoing:

    (i) increase the share capital by such sum to be divided into shares of such amount or without nominal or par value as the resolution shall prescribe and with such rights, priorities and privileges annexed thereto, as the Company in general meeting may determine.

    (ii) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

    (iii) by subdivision of its existing shares or any of them divide the whole or any part of its share capital into shares of smaller amount than is fixed by the Memorandum;

    (iv) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person.

    PROVIDED THAT notwithstanding the foregoing, for so long as the Shares are listed on any ROC Securities Exchange, the currency of denomination of the share capital of the Company shall be New Taiwan Dollar (NTD) and the par value of each Share shall be NTD10.

    (b) Subject to the provisions of the Statute, the Company may by resolution of the Board of Directors change the location of its registered office.

    (c) The Company may from time to time, by Special Resolution and subject to compliance with the provisions of the Statute, reduce its share capital or capital redemption reserve in any manner permitted by law

CLOSING REGISTER OF MEMBER OR FIXING RECORD DATE

23. For purpose of determining Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any dividend, or in order to make a determination of Members for any other proper purpose, the Board of Directors of the Company shall provide that the Register of Members shall be closed for transfers for a certain period in accordance with Applicable Public Company Rules.

24. In accordance with Applicable Public Company Rules, and in lieu of or apart from closing the register of Members, the Board of Directors may fix in advance a date as the record date for any such determination of Members entitled to notice of or to vote at a meeting of the Members and for the purpose of determining the Members entitled to receive payment of any dividend the Board of Directors may, prior to the date of declaration of such dividend, fix a subsequent date as the record date for such determination.

GENERAL MEETING

25. An annual general meeting shall be held within six months following the end of each fiscal year and shall specify the meeting as such in the notices calling it. Unless otherwise provided in these Articles, any general meeting shall be convened by the Board of Directors.

    The general meeting may be held by video conference or live streaming platform. The relevant operating procedures shall be handled and followed in accordance with the laws and regulations announced by ROC Securities Exchange authority. Members who participate in the general meeting through video or live streaming platform are deemed to be present in person.

26. The general meetings shall be held at such time and place as the Board of Directors shall determine provided that unless otherwise provided by the Statute, the general meetings shall be held physically in Taiwan. If the Board resolves to hold a general meeting outside of Taiwan, the Company shall apply for the approval of the applicable ROC Securities Exchange thereof within two days after the Board adopts such resolution. Where a general meeting is to be held outside of Taiwan, the Company shall engage a professional securities agent in Taiwan to handle the administration of such general meeting, including without limitation, the handling of the voting of proxies submitted by Members.

27. General meetings other than annual general meetings shall be called extraordinary general meetings. The Board may convene an extraordinary general meeting of the Company whenever in their judgment such a meeting is necessary.

28. The Board shall, on a Members requisition, forthwith proceed to convene an extraordinary general meeting of the Company. For the purpose of this Article, a "Members requisition" is a requisition of Member(s) of the Company holding at the date of deposit of the requisition not less than 3% of the total number of the issued Shares at the time of requisition and whose Shares shall have been held by such Member(s) for at least one year.

29. The requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more requisitionists.

30. If the Board of Directors does not within 15 days from the date of deposit of the requisition dispatch the notice of holding an extraordinary general meeting to convene a general meeting, the requisitionists may themselves convene a general meeting. A general meeting convened as aforesaid by requisitionists shall be convened in the same manner as nearly as possible as that in which general meetings are to be convened by the Board of Directors.

30-1 Shareholders continuously holding 50% or more of the total number of outstanding shares of a company for a period of three months or a longer time may convene a special shareholders' meeting. The calculation of the holding period and holding number of shares shall be based on the holding at the time of share transfer suspension date.

31. (a) Subject to the Statute and without prejudice to other provisions of these Articles as regards the matters to be dealt with by Special Resolution, the Company may from time to time by Special Resolution:

(i)change its name;

(ii)alter or add to these Articles;

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

(b) The Company may, by a Special Resolution for Mergers or Consolidation, effect a Merger or a Consolidation of the Company in accordance with the Statute. In case the Company participates in the merger/consolidation and its trading of Shares on OTC is terminated thereafter while the surviving or newly incorporated company is not a listed or OTC company, the resolution of the general meeting shall be adopted by two-thirds or more of the votes of the shareholders who represent the total number of issued shares of the Company.

32. Subject to the Statute and these Articles, the Company may from time to time by Supermajority Resolution:

(a) effect any capitalization of distributable reserve in accordance with Article 106 hereof;

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

(c) enter into, amend, or terminate any agreement for lease of the Company's whole business, or for entrusted business, or for frequent joint operation with others;

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

(e) acquire or assume the whole business or assets of another person, which will have a material effect on the Company's business operation.

(f) issue securities, including options, warrants and convertible bonds, pursuant to a statutory private placement to qualified investors in Taiwan in accordance with Applicable Public Company Rules.

(g) Share exchange

33. Subject to the Statute, with regard to the dissolution procedures of the Company, the Company shall pass:

(a) an Ordinary Resolution, if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as they fall due; or

(b) a Special Resolution, if the Company resolves that it be wound up voluntarily other than the reason stated in Article 33 (a) above.

NOTICE OF GENERAL MEETINGS

34. At least thirty days' notice of an annual general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of business to be conducted at the meeting. At least fifteen days' notice of an extraordinary general meeting shall be given to each Member entitled to

attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of the business to be considered at the meeting.

35. A general meeting of the Company shall, notwithstanding that it is called on shorter notice than that specified in these Articles, be deemed to have been properly called if it is so agreed by all the Members entitled to attend an annual general meeting or an extraordinary general meeting (as the case may be).

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

37. The Company shall send materials as required by the Applicable Public Company Rules (including written ballots if the Members may exercise their votes by means of written ballots at general meetings) relating to the matters to be discussed in the meetings together with the notice, in accordance with Article 34 hereof, and shall transmit the same via the Market Observation Post System. The Board of Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System in accordance with Applicable Public Company Rules at least twenty-one (21) days prior to the date of the annual general meeting, and at least fifteen (15) days prior to the date of an extraordinary general meeting. If the Company's paid-in capital at the end of the most recent fiscal year is NT$10 billion or more, or if the Company holds a general meeting with which Members with foreign and Chinese capital who won(s) in total more than 30% of shares, the materials shall be transmitted at least thirty (30) days prior to the general meeting.

38. The following matters shall be indicated in the notice of general meeting, with a summary of the material content to be discussed, and shall not be brought up as an ad hoc motion. The major content may be placed in the web-side designated by the securities of authority or the Company:

(a) election or discharge of Directors and/or Supervisors,

(b) alteration of the Memorandum and these Articles, and

(c) (i)dissolution, Merger, Consolidation or Spin-off, (ii) entering into, amending, or terminating any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others, (iii) transfer of the whole or any material part of the business or assets of the Company, (iv) acceptance of the transfer of the whole business or assets of another person, which will have a material effect on the business operation of the Company, and

(d) ratification of an action by Director(s) who engage(s) in business for him/herself or on behalf of another person that is within the scope of the Company's business,

(e) distribution of dividends and bonus in whole or in part by way of issuance of new Shares from the profits,

(f) proportionate distribution based on the respective shareholding of each Member from the legal reserve (as provided by Articles 101 and 102 herein) and the capital surplus reserve of the Company which arises out of (i) the share premium, (ii) gains derived from the Company's acceptance of donated assets, and

(g) the private placement of any equity-type securities issued by the Company,

(h) capital reduction,

(i) apply for an approval of ceasing its status as a public company

39. The Board shall keep the Memorandum, these Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's registrar (if applicable) and the Company's securities agent located in Taiwan. The Members may request, from time to time, by submitting document(s) evidencing his/her interests involved and indicating the designated scope of the inspection, access to inspect, review, transcribe, make copies of the aforementioned documents. The Company shall also make its shareholder service agent (if any) to provide with the access.

39-1 The Board or other authorized conveners of general meetings may require a company or its shareholder service agent to provide with the roster of shareholders.

40. The Company shall make all statements and records prepared by the Board and the report prepared by the Supervisors available at the office of its registrar (if applicable) and its securities agent located in Taiwan in accordance with Applicable Public Company Rules. Members may inspect and review the aforementioned documents from time to time and may be accompanied by their advisors, attorneys, or certified public accountants for the purpose of such inspection and review.

PROCEEDINGS AT GENERAL MEETINGS

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

42. The Board shall table business reports, financial statements and proposals for distribution of profits or losses prepared by it for the purposes of annual general meetings of the Company for ratification by the Members as required by the Applicable Public Company Rules. After ratification by the Members at the general meeting, the copies of the ratified financial statements and the Company's resolutions on the allocation and distribution of profits or loss, shall be distributed to each Member and/or publicly announced by the Board for and on behalf of the Company in accordance with the Applicable Public Company Rules.

43. A resolution put to the vote of the meeting shall be decided on a poll. No resolution put to the vote of the meeting shall be decided by a show of hands.

44. Nothing in these Articles shall prevent any Member from initiating proceedings in a court of competent jurisdiction for an appropriate remedy in connection with improper convention of any general meeting or improper passage of any resolution. The Taipei District Court, ROC,

may be the court of the first instance for adjudicating any disputes arising out of the foregoing.

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

46. A resolution (including a Special Resolution) in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised 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. HOWEVER, so long as the Shares are listed in any ROC Securities Exchange, the rule in this Article 46 regarding written resolutions signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall NOT apply.

47. Member(s) holding 1% or more of the total number of issued Shares immediately prior to the relevant book close period, during which the Company closes its Register of Members, may propose to the Company a proposal for discussion at an annual general meeting in writing or by way of electronic transmission. Proposals shall not be included in the agenda where (a) the proposing Member(s) holds less than 1% of the total number of issued Shares, (b) where the matter of such proposal may not be resolved by a general meeting, or (c) the proposing Member has proposed more than one proposal.

48. The Chairman, if any, of the Board of Directors shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the general meeting. If at any general meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the general meeting.

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

(b) The Chairman may, with the consent of any general meeting duly constituted hereunder, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a general meeting is adjourned for 5 days or more after the adjournment, notice of the adjourned meeting shall be given as in the case of an original meeting; save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned general meeting.

VOTES OF MEMBERS

50. (a) Subject to the Statute and any rights or restrictions for the time being attached to any Class or Classes of Shares, every Member who is present at a general meeting, either in person or by proxy, shall have one vote for every Share of which he or the person represented by proxy is the holder.

(b) So long as the Shares are listed on any ROC Securities Exchange, if a Member holding more than one share attempts to separately exercise his votes in favour of or against the relevant resolution, such Member must do so in accordance with the Applicable Public Company Rules.

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

52. So long as the Shares are listed on any ROC Securities Exchange, the Board may determine that Members may exercise their voting power at a general meeting either by means of a written ballot or by means of electronic transmission in accordance with the Applicable Public Company Rules; provided, however, that so long as the Shares are listed on any ROC Securities Exchange, if a general meeting is to be held outside of Taiwan or if FSC otherwise require, the Company shall provide the Members with a method for exercising their voting power by means of a written ballot and/or electronic transmission in accordance with Applicable Public Company Rules. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or by way of electronic transmission. A Member who exercises his/her/its voting power at a general meeting by means of a written ballot or of electronic transmission shall be deemed present in person at such general meeting, but any Member voting in such manner shall not be entitled to notice of, and the right to vote in regard to, any ad hoc motion or amendment to the original agenda items to be resolved at the said general meeting. For the purposes of clarification, such Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc motion or amendment to the original agenda items to be resolved at the said general meeting.

53. In the event any Member who has served the Company with his/her/its declaration of intention to exercise his/her/its voting power by means of a written ballot or by means of electronic transmission pursuant to Article 52 hereof later intends to attend general meetings in person, he/she/it shall, at least two days prior to the date of the general meeting, serve a separate declaration of intention to revoke his/her/its previous declaration of intention in the same manner previously used in exercising his/her/its voting power. Votes by means of written ballot or electronic transmission shall be valid if the relevant Member fails to revoke the declaration of intention before the prescribed time.

54. In the case of joint holders of Shares, such joint holders shall appoint a representative among them to exercise the votes of their Shares and shall notify the Company such appointment. If no such representative is appointed by such joint holders of record, then the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

55. (a) No Member shall be entitled to vote at any general meeting unless he is registered as a Member of the Company on the record date for such general meeting. A Member of unsound mind, or in respect of whom an order has been made by any count having jurisdiction in lunacy, may vote by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee receiver, curator bonis or other persons may vote by proxy

(b) Subject to the Statutes, so long as the Shares are listed in any ROC Securities Exchange, when a Director or Supervisor pledges more than one-half of the Shares he/she/it held at the moment when he/she/it was elected as a Director, such Director may not exercise the votes with respect to the Shares pledged exceeding the one-half threshold, and the votes of the Shares pledged by such Director exceeding the one-half threshold shall not be counted in the total number of votes of Members present at the meeting and such Shares may not be counted in determining the quorum of the general meeting.

SHARES WHICH MAY NOT BE ENTITLED TO VOTE

56. The Shares in the Company as set out below shall not be voted at any general meeting and shall not be counted in determining the total number of issued Shares at any given time:

(a) Shares in the Company that are owned by the Company;

(b) Shares in the Company that are owned by its Subsidiary, one-half or more of whose total number of issued voting Shares or paid-in capital are directly or indirectly owned by the Company; and

(c) Shares in the Company that are owned by a company, one-half or more of whose total number of issued voting Shares or paid-in capital are directly or indirectly owned by the Company, its Subsidiaries and the holding companies to which the Company is a Subsidiary.

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

DISSENTING MEMBERS’ APPRAISAL RIGHT

58. In the event any of the following resolutions is adopted at general meetings, any Member who has notified the Company in writing of his objection to such a resolution prior to the meeting and has raised again his/her/its objection at the meeting, may request the Company to buy back all of his/her/its Shares at the then prevailing fair price:

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

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

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

59. In the event any part of the Company's business is spun off or involved in any Merger or Consolidation, Acquisition or Share exchange with any other company, the Member, who has forfeited his/her/its right to vote on such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the general meeting, may request the Company to buy back all of his/her/its Shares at the then prevailing fair price.

59-1 (a) The shareholder filing a request under the article 58 and article 59 shall make it in writing within 20 days since the resolution of the general meeting was made and specify the price for buying back. If the Company and shareholder reach an agreement about the price of buying back, the Company shall pay for the shares within 90 days since the resolution of the general meeting was made. In case no agreement is reached, the Company shall pay the fair price it has recognized to the dissenting shareholder who asks for a higher price within 90 days since the resolution of the general meeting was made. If the Company did not pay, the Company shall be considered to be agreeable to the price requested by the shareholder as provided above.

(b) The shareholder who vote against or abstain from voting at the shareholders' meeting may filing a request under the article 59 and no agreement is reached within 60 days since the resolution of the general meeting was made, the Company shall apply to the Taiwan Taipei District Court for a ruling on the fair price against all the dissenting shareholders as the opposing party within 30 days after that duration.

(c) The number of shares relinquished in the preceding paragraph shall not be counted in the number of voting rights of shareholders present.

PROXIES

60. The instrument appointing a proxy shall be in writing and shall be executed under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation under the hand of an officer or attorney duly authorised in that behalf. A Member shall serve such instrument of proxy to the Company no later than five (5) days prior to the date of the general meeting. In case two or more instruments of proxy are received from one Member, the first one received by the Company shall prevail; unless such Member explicitly revoke the previous instrument of proxy in the subsequent instrument of proxy. A proxy need not be a Member of the Company. The instrument appointing a proxy shall be deposited at the Registered Office, at the securities agent in the ROC mandated by the Company, or at such other place, in a timely fashion as is specified for that purpose in the notice convening the meeting.

60A. (a) Subject to the Applicable Public Company Rules, except for trust enterprises organized under the laws of the ROC or a shareholders' service agent (as the term is defined under the Applicable Public Company Rules) recognized by the FSC, in the event a person acts as the proxy for two or more Members, the sum of Shares entitled to vote as represented by such proxy shall be no more than 3% of the total outstanding voting shares immediately prior to the relevant date of closure of the Register of Members for purposes of determining Members entitled to vote at the general meeting; any vote in respect of the portion in excess of such 3% threshold shall not be counted.

(b) The instrument of proxy shall be in the form approved by the Board and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (i) instructions on how to complete the form, (ii) the matters to be voted upon by the proxy, and (iii) basic identification information relating to the relevant Member appointing the proxy, his/her/its proxy and the Solicitor (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy form shall be distributed on the same day by mail or via electronic transmission to all Members.

(c) In the event any Member who has served the Company with his/her/its declaration of intention to exercise his/her/its voting power by means of a proxy instrument intends to attend general meetings in person or to exercise his/her/its voting power by means of written ballots or electronic transmissions, he/she/it shall, at least two days prior to the date of the general meeting, serve a separate declaration of intention to revoke his/her/its instrument of proxy. Votes by proxy shall be valid if the relevant Member fails to revoke the instrument of proxy before the time prescribed by the Applicable Public Company Rules.

SOLICITATION OF PROXIES

61. So long as the Shares are listed on an ROC Securities Exchange, all matters concerning proxies and/or the solicitation of proxies by a Solicitor relating to the Shares of the Company shall comply with ROC's *Rules Governing the Use of Proxies for Attendance at Member Meetings of Public Companies* and all other applicable laws and regulations, whether or not expressly provided for in these Articles.

DIRECTORS

62. (a) There shall be a Board of Directors consisting of not less than five (5) persons, each of whom shall be appointed to a term of office of three (3) years. Directors may be eligible for re-election. The Company may from time to time by Special Resolution increase or reduce the number of Directors subject to the above number limitation provided that the requirements by relevant laws and regulations (including without limitation, Applicable Public Company Rules) are met. The first Directors of the Company shall be determined in writing by, or appointed by a resolution of, the subscribers of the Memorandum or a majority of them.

(b) If the Members meeting resolves prior to the expiration of the term of the current Directors that all Directors shall be re-elected with effect immediately after the adoption of such resolution (the "Re-Election"), unless otherwise resolved at such general meeting, the term of the existing Directors shall be deemed to have expired immediately prior to the Re-Election.

63. Unless otherwise approved by one of the ROC Securities Exchanges in which the Company's Shares are traded, no more than half of the total number of Directors can have a spousal relationship or familial relationship within the second degree of kinship with any other Director.

64. In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 63 hereof,

the non-qualifying Director(s) who was elected with fewer number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided for in Article 63 hereof. Any person who has already served as a Director but is in violation of the aforementioned requirements in Article 63 shall automatically be vacated from his/her/its position of Director.

65. Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least one of the Independent Directors shall be domiciled in the ROC and at least one of the same shall have accounting or financial expertise.

66. Independent Directors shall have professional knowledge and shall maintain independence within the scope of their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be governed by the Applicable Public Company Rules.

67. The Board of Directors is authorised to determine the remuneration (including the bonuses) paid to the Directors (including Independent Directors), upon the recommendation by the Remuneration Committee so long as the Shares are listed on any ROC Securities Exchange, taking into account the extent and value of the services provided for the management of the Company and the industry-wide compensation levels and practices.

68. (a) A Director (other than an Independent Director) may hold any other office or place of profit under the Company (other than the office of Supervisor) in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Board of Directors may determine.

(b) However, if a Director (including an Independent Director) holds any office or place or profit outside the Company, such Director is required to disclose and explain his appointment to such other office or place of profit, and the nature and extent of his interests to the Members at a general meeting, and is required to obtain approval from the Members by a Supermajority Resolution at the general meeting.

69. (a) When a government agency or a corporation is a Member, and such government agency or corporation has been elected as a Director or a Supervisor, such government agency or corporation shall designate an individual as its duly authorised representative to exercise the powers and duties of a Director or a Supervisor. Such representative may be replaced at any time and from time to time by the said government agency or corporation at its sole discretion.

(b) Notwithstanding anything to the contrary, where a government agency or a corporation is also a Member, such government agency or corporation (an "Appointor") is entitled to nominate one (1) or more individual representatives to be elected as Directors or Supervisors (for the purpose of these Articles, "Appointee Directors/Supervisors") in accordance with Article 70, provided that the same government agency or corporation may not appoint Appointee Directors and Appointee Supervisors at the same time.

(c) The Appointor may, by prior written notice to the Company, remove the Appointee Directors/Supervisors nominated by it and appoint another individual as an Appointee Director/Supervisor for the remaining term of office. This Article 69(c) will not apply if the Appointee Director is removed by a Supermajority Resolution pursuant to Article 74.

(d) Subject to the Applicable Public Company Rules, a shareholding qualification for each of the Directors may be fixed by the Company in general meeting, but unless and until so fixed no qualification shall be required.

69-1 (a) So long as the Shares are listed on any ROC Securities Exchange, if, during the term of office, a Director or Supervisor transfers his shareholding such that he holds less than one half of the Shares he held as at the date of his appointment according to the Register of Members, the Director or Supervisor shall, ipso facto, be automatically discharged from office.

(b) So long as the Shares are listed on any ROC Securities Exchange, a Director or Supervisor's appointment shall not become effective in the following circumstances:

(i) if such Director or Supervisor transfers his Shares such that he holds less than one half of the Shares he held as at the date on which his appointment is approved according to the Register of Members, but prior to the commencement of the term of his appointment becoming effective, if applicable; or

(ii) if such Director or Supervisor transfers his Shares such that he holds less than one half of the Shares he held as at the date on which his appointment is approved according to the Register of Members during the Transfer Prohibition Period.

Any breach of Article 69-1 (b) shall cause the appointment of any proposed Director or Supervisor to be, ipso facto, void.

(c) The preceding subparagraphs (a) and (b) of this Article 69-1 do not apply when the Director involved is an Independent Director.

ELECTION AND REMOVAL OF DIRECTORS

70. Subject to Article 69 (c), the Company may by a general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 71 below. Members present in person or by proxy, representing more than one-half of the total issued Shares shall constitute a quorum for any general meeting to elect one or more Directors.

70.1 The election of Directors and Independent Directors shall adopt candidate nomination mechanism. The list of Candidates of Directors shall be submitted by the current Board upon examination after accepting nomination and such list shall be distributed to the Members at or prior to any general meeting convened for the purposes of electing Directors.

71. Subject to Article 69 (c), Directors shall be elected pursuant to a cumulative voting mechanism pursuant to a poll vote, where the number of votes exercisable by any Member shall be the same as the product of the number of Shares held by such Member and the number of Directors to be elected ("Special Ballot Votes"), and the total number of Special Ballot Votes cast by any Member may be consolidated for election of one Director candidate or may be split for election amongst multiple Director candidates, as specified by the Member pursuant to the poll vote ballot. The top candidates in the number equal to the number of the Directors to be elected, to whom the votes cast represent a prevailing number of votes relative to the other candidates, shall be deemed Directors elected.

72. The list of Candidates of Independent Directors shall be nominated by the current Board of Directors and such list shall be distributed to the Members at or prior to any general meeting convened for the purposes of electing Directors, PROVIDED that the first list of Candidates of Independent Directors shall be nominated by the Directors or the sole Director of the Company prior to the adoption of these Amended and Restated Articles at any general meeting convened for the purposes of adopting these Articles and of electing Directors pursuant to these Articles, and such list shall be distributed to the Members at or prior to any such general meeting. Subject to the Statute, the Memorandum and these Articles, the Company may also adopt a candidate nomination mechanism which is in compliance with the Applicable Public Company Rules by an Ordinary Resolution passed at any general meeting. If the number of Independent Directors is less than three (3) persons due to the resignation or removal of such Independent Directors for any reason, the Company shall convene an election of Independent Directors at the next following general meeting. If all of the Independent Directors are resigned or removed, the Board of Directors shall hold, within sixty days, a general meeting to elect succeeding Independent Directors to fill the vacancies.

73. If the number of Directors is less than five (5) persons due to the vacancy of Director(s) for any reason, the Company shall hold an election of Director(s) at the next following general meeting. When the number of vacancies in the Board of Directors of the Company equals to one third of the total number of Directors elected, the Board of Directors shall convene, within sixty days, a general meeting of Members to elect succeeding Directors to fill in the vacancies.

74. The Company may from time to time by Supermajority Resolution remove any Director from office, whether or not appointing another in his stead. For the avoidance of doubt, the provisions of this Article 74 also applies to a Director who is an Appointee Director.

75. In case a Director has, in the course of performing his/her duties, committed any act resulting in material damages to the Company or in serious violation of applicable laws, regulations, and/or these Articles, but not been removed by a resolution of a general meeting, the Member(s) holding 3% or more of the total number of issued Shares of the Company may, within 30 days after that general meeting, institute a lawsuit in a court with competent jurisdiction for a judgment to remove such Director. The Taipei District Court, ROC, may be the court of the first instance for this matter.

DIRECTOR'S PROXY

76. If a Director is unable to attend a meeting of the Board of Directors because of absence, illness or otherwise, such Director may appoint another Director to attend that meeting on his/her behalf. The appointing Director shall, in each instance, issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at that meeting. A Director may only accept the appointment to act as the proxy of one other Director.

77. A Director residing in a foreign country other than ROC may appoint in writing a Member residing in ROC as his/her proxy to attend the meetings of the Board of Directors on a regular basis, provided that the relevant Taiwan authority is notified of and approves such appointment of the proxy (or the change thereof).

POWERS AND DUTIES OF DIRECTORS

78. (a) Subject to the Statute, Applicable Public Company Rules, and these Articles, the Board of Directors shall manage and conduct the business of the Company by passing resolutions at meetings of the Board of Directors. The Board of Directors (or a sole Director if only one is appointed) who may pay all expenses incurred in promoting, registering and setting up the Company, and may exercise all such powers of the Company as are not, from time to time by the Statute, or by these Articles, or such regulations, being not inconsistent with the aforesaid, as may be prescribed by the Company in general meeting required to be exercised by the Company in general meeting.

(b) Subject to the Cayman Islands law, any Director shall owe fiduciary duties to the Company and such fiduciary obligations shall include but not limited to the observance of general standards of loyalty, good faith and the avoidance of a conflict of duty and self-interest. If any Director breaches the aforesaid fiduciary duties, subject to the Cayman Islands law, such Director shall be held liable for any damages therefrom. Subject to Cayman Islands laws, the Members may by way of an Ordinary Resolution request a Director to disgorge the gains from his breach of the duty of loyalty and the duty to exercise fiduciary cares.

(c) If a Director, during his conduct of the business of the Company, caused damages to other third parties by violating applicable laws, such Director shall be jointly liable to such damaged third parties.

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

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

81. The Board of Directors shall cause minutes to be made in books provided for the purpose:

(a) of all appointments of officers made by the Board of Directors;

(b) of the names of the Directors (including those represented thereat by proxy) present at each meeting of the Board of Directors and of any committee of the Board of Directors;

(c) of all resolutions and proceedings at all meetings of the Company and of the Board of Directors and of committees of the Board of Directors.

82. The Board of Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

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

MANAGEMENT

84. (a) The Board of Directors may from time to time provide for the management of the affairs of the Company in such manner as they shall think fit and the provisions contained in the three next following paragraphs shall be without prejudice to the general powers conferred by this paragraph.

(b) The Board of Directors from time to time and at any time may establish any committees, local boards or agencies for managing any of the affairs of the Company and may appoint any persons to be members of such committees or local boards or any managers or agents and may fix their remuneration.

(c) The Board of Directors from time to time and at any time may delegate to any such committee, local board, manager or agent any of the powers, authorities and discretions for the time being vested in the Board of Directors and may authorise the members for the time being of any such local board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and subject to such conditions as the Board of Directors may think fit and the Board of Directors may at any time remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

(d) Any such delegates as aforesaid may be authorised by the Board of Directors to sub-delegate all or any of the powers, authorities, and discretions for the time being vested in them.

PROCEEDINGS OF DIRECTORS

85. Except as otherwise provided by these Articles, the Board of Directors shall meet together for the despatch of business, convening, adjourning and otherwise regulating their meetings as they think fit. Any resolution put to the vote at any meeting shall be decided by a majority of votes of the Board of Directors present at a meeting at which there is a quorum. In case of an equality of votes, the resolution shall fail.

86. (a) All meetings of the Board of Directors shall be summoned by the Chairman of the Board of Directors, at the time and the location designated by the Chairman of the Board of Directors, except that the first meeting of the Board of Directors of each term of office shall be summoned by the Director who received the most votes in the election of Directors within 15 days after the election is completed.

(b) A meeting of the Board of Directors shall be summoned by at least seven days notice in writing to all Directors and Supervisors, and the notice shall set forth the general nature of the business to be considered, or may be summoned from time to time if there is any emergency, provided that notice may be waived by all the Directors either at, before or after the meeting is held and PROVIDED FURTHER if notice is given in person, by cable, telex or telecopy the same shall be deemed to have been given on the day it is delivered to the Board of Directors or transmitting organisation as the case may be.

87. (a) A Director shall attend meetings of the Board of Directors by person or by proxy in accordance with these Articles.

(b) Unless otherwise provided in these Articles, the quorum necessary for the transaction of the business of the Board of Directors shall be more than one-half of the number of the Directors, PROVIDED ALWAYS that if there shall at any time be only a sole Director the quorum shall be one. For the purposes of this Article, proxy appointed by a Director shall be counted in a quorum at a meeting at which the Director appointing him is not present.

(c) When the following resolutions put to the vote at any meeting of the Board of Directors, the quorum required shall be more than two-thirds of the number of Directors: (i) matters described in Article 38 (c) herein; (ii) any issuance, allotment, or placement of new Shares; (iii) any issuance of debenture, bonds, or any other type of debt securities; (iv) any plan of declaration of dividends and/or bonus; and (v) election and removal of the Chairman of the Board of Directors described in Article 89 herein.

88. The Board of Directors may act notwithstanding any vacancy in its number.

89. The Board of Directors shall elect a Chairman of the Board of Directors and determine the period for which he is to hold office. The Chairman of the Board of Directors shall be elected by and among the Directors by a majority vote at a meeting in which a quorum provided in Article 87(c) (v) is present; but if no such Chairman is elected, or if at any meeting the Chairman is not present, the Directors present may choose one of their number to be Chairman of the meeting. The Chairman of the Board of Directors may be removed by a majority vote of more than two-thirds of the attending Directors at a meeting of the Board of Directors in which a quorum provided in Article 87 (c) (v) is present, PROVIDED that the Chairman being so removed by the Board of Directors shall remain as a Director of the Company.

90. A Director who is directly or indirectly interested in a contract or proposed contract or arrangement with the Company shall declare the nature of such interest as required by law. A Director who has a personal interest in the matter under discussion at a meeting of the Board of Directors, which conflicts with and may harm the interests of the Company, shall neither vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at that meeting of the Board.

90-1 Where the spouse, a blood relative within the second degree of kinship of the Director, or any company which has a controlling or subordinate relation with a Director has interests in the matters under discussion in the Board meeting, such Director shall be deemed to have a personal interest in the matter, and shall apply mutatis mutandis to Article 90.

90-2 In the Merger, Consolidation, Acquisition or Share exchange by the Company, a director who has a personal interest in the transaction of Merger, Consolidation, Acquisition or Share exchange shall explain to the Board meeting and the general meeting the essential contents of such personal interest and the cause of approval or dissent to the resolution of Merger, Consolidation, Acquisition or Share exchange. The company shall also state the important contents of the directors' interests and the reasons for or against the merger resolution in the reasons for convening the shareholders' meeting, which may be located on the website designated by the securities authority of the Republic of China or the company, and its website shall be stated in the notice.

91. The Board of Directors may delegate any of their powers to committees consisting of such member or members of the Board of Directors as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board of Directors.

92. A committee may meet and adjourn as it thinks proper. Any resolution put to the vote at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the resolution shall fail.

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

94. Members of the Board of Directors or of any committee thereof may participate in a meeting of the Board or of such committee by means of videoconference or similar communications equipment by means of which all persons participating in the meeting can see and hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

REMUNERATION COMMITTEE

94-1 The Board shall establish a Remuneration Committee in accordance with the Applicable Public Company Rules, including the *Regulations Governing Establishment and Operation of Remuneration Committees of Companies Listed in Taiwan Stock Exchange and the GreTai Securities Market*. Subject to the Statute and the Applicable Public Company Rules, the Board shall adopt regulations governing the operation of the Remuneration Committee, and such regulations shall at least specify the following: (a) the composition, the number and the term of the Remuneration Committee members; (b) duties and functions of the Remuneration Committee; (c) regulations governing the meetings of the Remuneration Committee; and (d) resources which the Company shall provide when the Remuneration Committee exercises its duties and functions.

AUDIT COMMITTEE

94-2 (a) The Company shall establish an Audit Committee. The Supervisor will be cancelled. Section 109 to 117 in this Article governing the Supervisor’s duties and functions shall apply mutatis mutandis to the Audit Committee or the Independent Director.

(b) The Audit Committee shall be Composed of the entire number of Independent Directors. It 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.

(c) Regulations governing the numbers, term of office, duties and functions, the regulations governing the proceedings of meetings of the Audit Committee, and resources to be provided by the Company when the audit committee exercises its powers shall be prescribed separately by Audit Committee organic regulations.

(d) Subject to the condition that the board of directors does not or is unable to convene a meeting of shareholders, the Independent Director of the Audit Committee may, for the benefit of the Company, call a meeting of shareholders when it is deemed necessary.

94-3 (a) Before any resolution of Merger, Consolidation, Acquisition or Share exchange by the Board of Directors, the audit committee shall review the fairness and reasonableness of the plan and transaction of the Merger, Consolidation, Acquisition or Share exchange, and then to report the review results to the Board of Directors and general meeting. However, if the resolution by the general meeting is not required by Cayman Islands law, such review results may not be reported to the general meeting.

(b) When the audit committee reviews matters, it shall seek opinions from an independent expert on the justification of the share exchange ratio or distribution of cash or other assets.

(c) The review results of audit committees and opinions from independent experts shall be delivered to the each shareholder together with the notice of the general meeting for the Merger, Consolidation, Acquisition or Share exchange. However, if the Merger, Consolidation, Acquisition or Share exchange adopted by the Board of Directors is excluded from a resolution by the general meeting under Cayman Islands Law, the Board of Directors shall submit reports for matters of the Merger, Consolidation, Acquisition or Share exchange at the next closest general meeting.

(d) The Company shall send the documents of the Merger, Consolidation, Acquisition or Share exchange to shareholders ; if the Company announced the same content as in those documents on a website designated by the competent securities authority and those documents are prepared in the Company and at the venue of the general meeting by the Company, those documents shall be deemed as having been sent to shareholders.

DUTY OF THE BOARD TO ADVISE IN A TENDER OFFER

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

(a) The types and number of the Shares held by the Directors and the Members holding more than 10% of the issued Shares in their own names or in the names of other persons;

(b) Recommendations to the Members on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefore;

(c) Whether or not there is any material change in the financial condition of the Company after the submission of the latest financial report, and an explanation of the change (if any); and

(d) The types, numbers and amount of the Shares of the tender offeror or its affiliates held by the Directors and the Members holding more than 10% of the issued Shares held in their own names or in the name of other persons.

VACATION OF OFFICE OF DIRECTOR

96. The office of a Director shall be vacated:

(a) if he gives notice in writing to the Company that he resigns the office of Director;

(b) if he is removed from office pursuant to these Articles;

(c) if he dies, or has been adjudicated bankrupt or adjudicated of the commencement of liquidation process by a court, and having not been reinstated to his rights and privileges;

(d) if an order is made by any competent court or official on the grounds that he is or will be suffering from lunacy, mental disorder, or is otherwise incapable of managing his affairs, or his/her legal capacity is restricted according to the applicable laws or having been adjudicated of the commencement of assistantship and such assistantship having not been revoked yet.

(e) having committed an offence as specified in the ROC statute of prevention of organizational crimes or similar legislations in other jurisdictions, and subsequently adjudicated guilty by a final judgment, and has not completed serving the sentence, or five years have not elapsed since completion of serving the sentence, expiration of the probation, or pardon;

(f) having committed an offence involving fraud, breach of trust or misappropriation and subsequently punished with imprisonment for a term of more than one year, and has not started serving the sentence, has not completed serving the sentence, or two years have not elapsed since completion of serving the sentence, expiration of the probation, or pardon;

(g) having committed the offense as specified in the Anti-corruption Act and subsequently convicted of a crime, and has not started serving the sentence, has not completed serving the sentence, or two years have not elapsed since completion of serving the sentence, expiration of the probation, or pardon; or

(h) having been blacklisted by the Taiwan Clearing House due to default on negotiable instruments, and the term of such sanction has not expired yet.

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

In the event that a Director who simultaneously holds the office of the Chairman of the Board of Directors is removed or vacated pursuant to this Article 96, the office of the Chairman of the Board of Directors shall also be automatically vacated.

PRESUMPTION OF ASSENT

97. A Director of the Company who is present at a meeting of the Board of Directors at which action on any Company matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the Minutes of the meeting or unless he shall file his written dissent from such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to such person immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favour of such action.

SEAL

98. (a) The Company may, if the Board of Directors so determine, have a Seal which shall, subject to paragraph (c) hereof, only be used by the authority of the Board of Directors or of a committee of the Board of Directors authorised by the Board of Directors in that behalf and every instrument to which the Seal has been affixed shall be signed by one person who shall be either a Director or the Secretary or Secretary Treasurer or some person appointed by the Board of Directors for the purpose.

(b) The Company may have for use in any place or places outside the Cayman Islands a duplicate Seal or Seals each of which shall be a facsimile of the Common Seal of the Company and, if the Board of Directors so determine, with the addition on its face of the name of every place where it is to be used.

(c) A Director, Secretary or other officer or representative or attorney may without further authority of the Board of Directors affix the Seal of the Company over his signature alone to any document of the Company required to be authenticated by him under Seal or to be filed with the Registrar of Companies in the Cayman Islands or elsewhere wheresoever.

OFFICERS

99. (a) The Company may have a Chief Executive Officer appointed by the Board of Directors with resolutions passed by a majority of the Directors at meetings of the Board of Directors in which a quorum of more than one-half of the total number of Directors are present. The Board of Directors may also from time to time appoint other officers and/or managers as the Board of Directors considers necessary, all for such terms, at such remuneration and to perform such duties, and subject to such provisions as to disqualification and removal as the Board of Directors from time to time prescribe.

(b) So long as the Shares are listed on any ROC Securities Exchange, the Company shall maintain a litigation and non-litigation agent appointed by the Board by way of a resolution passed by a simple majority of the Directors at a duly convened meeting of the Board with the necessary quorum, and shall report the appointment of the litigation and non-litigation agent or any change thereof to the FSC in accordance with the Applicable Public Company Rules. The litigation and non-litigation agent shall have residence within the ROC.

(c) The officer acting within the scope of their duties, should take the same liability as the director.

DIVIDENDS, DISTRIBUTIONS AND RESERVE

100. Subject to the Statute, and subject to these Articles and any direction of the Company in general meetings, the Board of Directors, after obtaining Ordinary Resolution or in the case of Article 32 (a), Supermajority Resolution, may from time to time declare dividends and distributions on Shares of the Company issued and authorise payment of the same out of the funds of the Company lawfully available therefor.

101. Out of the net profit of the Company for each fiscal year, after having provided for income tax, and covered the losses of the previous years, there shall be first set aside a mandated legal capital reserve of ten percent (10%) from the net profit after tax. The Board of Directors may, before declaring any dividends or distributions, set aside such sums as they think proper as a reserve or reserves which shall at the discretion of the Board of Directors, be applicable for any purpose of the Company and pending such application may, at the like discretion, be employed in the business of the Company.

102. No dividend or distribution shall be payable except out of the profits of the Company, realised or unrealised, or out of the share premium account or as otherwise permitted by the Statute. However, when the legal reserve as provided in Article 101 reaches more than 25% of the paid-in capital of the Company, the fund in the mandated reserve account in excess of 25% of the paid-in capital of the Company may be used to pay dividends or distributions.

103. The Board of Directors may declare that any dividend or distribution be paid wholly or partly by the distribution of specific assets (including shares, or other securities of any other company), or in any one or more of such ways and where any difficulty arises in regard to such distribution, the Board of Directors may settle all questions as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all Members and may vest any such specific assets in trustees as may seem expedient to the Board of Directors. However, subject to the Statute and so long as the Shares are listed on any ROC Securities Exchange, before the Company makes distributions in kind, the Board shall request certified public accountants to audit the value of such assets, and any distribution of assets other than cash and the value thereof shall be approved by the Members by way of a Special Resolution at general meetings.

104. Any dividend, distribution, interest or other monies payable in cash in respect of Shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the holder who is first named on the register of Members or to such person and to such address as such holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Anyone of two or more joint holders may give effectual receipts for any dividends, bonuses, or other monies payable in respect of the Share held by them as joint holders.

105. (a) So long as the Shares are listed on any ROC Securities Exchange, where there is an annual profit for a given fiscal year (i.e. the amount of income before income tax and

before distributing employees', Directors' and Supervisors' bonuses of a current year, the "Annual Profit"), the Company may set aside no more than three percent (3%) of the Annual Profit as the Directors' and Supervisors' bonuses and such bonus payment shall only be paid in cash, provided that if there is accumulated losses, the Company shall first reserve the losses covering amounts. The ratio and the method to distribute the Directors' and Supervisor's year-end bonuses of the current year shall be proposed by the Remuneration Committee and approved by the Board of Directors by way of a resolution passed by a simple majority by the Directors at a Board meeting attended by more than two-thirds of the total number of Director, and the Board of Directors shall report the resolution to the Members at the general meeting.

(b) So long as the Shares are listed on any ROC Securities Exchange, where there is the Annual Profit, employees of the Company and the Subsidiaries of the Company collectively shall be entitled to receive year-end bonus of no less than one percent (1%) of the Annual Profit, which may be payable in cash, fully paid-up Shares, or any combination of both, provided that if there is accumulated losses, the Company shall first reserve the losses covering amounts. The ratio and the method to distribute the employees' year-end bonus of the current year shall be authorised by the Board of Directors by way of a resolution passed by a simple majority by the Directors at a Board meeting attended by more than two-thirds of the total number of Director, and the Board of Directors shall report the resolution to the Members at the general meeting.

(c) Where based on the Company's final accounts in respect of a current year, so long as the Shares are listed on any ROC Securities Exchange, if there is any annual earnings (i.e. the amount of the Annual Profits less Directors', Supervisors' and the employees' bonuses of a current year according to Article 105(a)and(b), the "Annual Earnings"), subject to Cayman Islands law, such Annual Earnings shall be allotted to each item in the following order:

(i) paying applicable taxes;
(ii) covering accumulated losses;
(iii) setting aside a sum ten percent (10%) legal reserve pursuant to the Applicable Public Company Rules ("Legal Reserve"), unless the accumulated amount of such reserve equals to the total paid-up capital of the Company; and
(iv) setting aside a sum for an additional special reserve in compliance with the requirements promulgated by applicable ROC authorities (including, but not limited to, the FSC or any applicable ROC Securities Exchanges)

The balance of such profits remaining after all the foregoing deduction provided from (i) to (iv) shall hereinafter be referred to as the "Distributable Net Profit of the Current Year." Distributions of cash and/or bonus shares (together "Distributions") may be declared from Distributable Net Profit of the Current Year and any undistributed retained earnings accrued from prior years (together "Accumulated Distributable Net Profit").

(d) When the Board of Directors elects to declare Distributions from the Accumulated Distributable Net Profit, the Board of Directors shall prepare the plan of declaration of Distributions in accordance with the following guidelines, and submit such plan for approval of the Members at general meetings: The Accumulated Distributable Net Profit is available for distribution to the Members as cash dividend and/or bonus shares to the Members. The dividends as proposed in the plan of declaration of Distribution may not be less than ten percent (10%) of the Distributable Net Profit of the Current Year. In respect of the cash dividend declared and/or bonus shares issued to the Members, cash dividends shall be no more than fifty percent (50%) of such dividends declared.

(e) No dividend or distribution shall bear interest against the Company.

CAPITALISATION

106. Subject to the Statute, Applicable Public Company Rules, and these Articles, the Company may upon the recommendation of the Board of Directors by a resolution in a general meeting authorise the Board of Directors to capitalise any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum standing to the credit of profit and loss account or otherwise available for distribution and to appropriate such sum to Members in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid up to and amongst them in the proportion aforesaid. In such event the Board of Directors shall do all acts and things required to give effect to such capitalisation, with full power to the Board of Directors to make such provisions as they think fit for the case of Shares becoming distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the Members concerned).

BOOKS OF ACCOUNT

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

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

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

(c) the assets and liabilities of the Company.

108. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions. The instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with the Articles and relevant rules and regulations shall be kept for at least one year. However, if a Member institutes a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information mentioned herein, they shall be kept until the conclusion of the litigation if longer than one year.

SUPERVISORS

109. There shall be no less than three (3) Supervisors, each of whom shall be appointed to a term of office of three (3) years- and may be eligible for re-election. Supervisors shall be elected by Members at general meetings. To the extent required by the Applicable Public Company Rules, at least one of the Supervisors shall be domiciled in the ROC. The quorum and the cumulative voting mechanism of Board of Directors, as prescribed in Article 71, shall be applied mutatis mutandis to the election of Supervisors.

110. The Board of Directors is authorised to determine the remuneration paid to the Supervisors, taking into account the extent and value of the services provided for the Company and the industry-wide compensation levels and practices.

111. If all of the Supervisors are resigned or removed, the Board of Directors shall hold, within sixty days, an extraordinary general meeting to elect succeeding Supervisors to fill the vacancies.

112. Supervisors shall supervise the execution of business operations of the Company, and may from time to time inspect, transcribe, and make a copy of the business and financial conditions of the Company, examine the books and documents, and request the Board of Directors or any Officer to make reports thereon.

113. Supervisors shall audit various financial statements and corporate records prepared for the submission to all Members at general meetings by the Board of Directors, and shall make a report of their findings and opinions at general meetings. When performing their aforementioned duties, the Supervisors may appoint an attorney or a certified public accountant to conduct the auditing on their behalf.

114. Supervisors are entitled to attend meetings of the Board of Directors and to state their opinions therein. In case the Board of Directors or any director commits any act, when carrying out the business operations of the Company, in a manner violating the applicable laws and/or regulations, these Articles, or any resolution passed at a general meeting, the supervisors shall immediately notify the Board of Directors or the violating director, as the case may be, to cease such act.

115. Each Supervisor may separately exercise his/her/its authority prescribed in these Articles.

116. No Supervisor may concurrently serve in the office of a Director, other officers, or as an employee of the Company.

117. Member(s) holding 1% or more of the total number of issued Shares of the Company for more than 6 month may request in writing the Supervisors to initiate, on behalf of the Company, an action against a Director of the Company. In case the Supervisors fail to initiate such action within 30 days after having received the aforementioned request, then subject to Cayman Islands law, the Members filing that request in accordance with this Article, may initiate the action on behalf the Company in any court with competent jurisdiction, and the Taipei District Court, ROC may be the court of the first instance for this action.

117-1 Subject to the condition that the board of directors does not or is unable to convene a meeting of shareholders, the supervisors may, for the benefit of the company, call a meeting of shareholders when it is deemed necessary.

117-2 The Supervisor acting within the scope of their duties, should take the same liability as the director.

NOTICES

118. Notices shall be in writing and may be given by the Company to any Member either personally or by sending it by post, cable, telex or telecopy to him or to his address as shown

in the register of Members, such notice, if mailed, to be forwarded airmail if the address be outside the Cayman Islands.

119. (a) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected at the expiration of 60 hours after the letter containing the same is posted as aforesaid.

(b) Where a notice is sent by cable, telex, telecopy or electronic message, service of the notice shall be deemed to be effected by properly addressing, and sending such notice through a transmitting organisation and to have been effected on the day the same is sent as aforesaid.

120. A notice may be given by the Company to the joint holders of record of a Share by giving the notice to the joint holder first named on the register of Members in respect of the Share.

121. A notice may be given by the Company to the person or persons which the Company has been advised are entitled to a Share or Shares in consequence of the death or bankruptcy of a Member by sending it through the post as aforesaid in a pre-paid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description at the address supplied for that purpose by the persons claiming to be so entitled, or at the option of the Company by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

122. Notice of every general meeting shall be given in any manner hereinbefore authorised to:

(a) every person shown as a Member in the register of Members as of the record date for such meeting except that in the case of joint holders the notice shall be sufficient if given to the joint holder first named in the register of Members.

(b) every person upon whom the ownership of a Share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member of record where the Member of record but for his death or bankruptcy would be entitled to receive notice of the meeting; and

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

WINDING UP

123. If the Company shall be wound up the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Statute, divide amongst the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different Classes of Members. The liquidator may with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any Shares or other securities whereon there is any liability.

123-1 On a return of assets on liquidation, capital reduction or otherwise (other than a conversion, redemption or purchase of shares), the assets of the Company remaining after the payment of its liabilities shall (to the extent that the Company is lawfully able to do so):
be paid to the holders of the Common Shares.

124. If the Company shall be wound up, and the assets available for distribution amongst the Members as such shall be insufficient to repay the whole of the paid-up 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 capital paid up, or which ought to have been paid up, at the commencement of the winding up on the Shares held by them respectively. And if in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the Members as set out in Article Error! Reference source not found 23-1. This Article is to be without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

INDEMNITY

125. The Directors and officers for the time being of the Company and any trustee for the time being acting in relation to any of the affairs of the Company and their heirs, executors, administrators and personal representatives respectively shall be indemnified out of the assets of the Company from and against all actions, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through their own willful neglect or default respectively and no such Director, officer or trustee shall be answerable for the acts, receipts, neglects or defaults of any other Director, officer or trustee or for joining in any receipt for the sake of conformity or for the solvency or honesty of any banker or other persons with whom any monies or effects belonging to the Company may be lodged or deposited for safe custody or for any insufficiency of any security upon which any monies of the Company may be invested or for any other loss or damage due to any such cause as aforesaid or which may happen in or about the execution of his office or trust unless the same shall happen in or about the execution of his office or trust unless the same shall happen through the willful neglect or default of such Director, Officer or trustee.

FINANCIAL YEAR

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

TRANSFER BY WAY OF CONTINUATION

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

【附錄二】『股東會議事規則』

藝舍國際創新股份有限公司

股東會議事規則

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，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　本公司股東會除法令另有規定外，由董事會召集之。

本公司股東會開會時，得以視訊會議或視訊輔助會議方式為之，其相關作業程序及應遵行事項，悉依主管機關頒布之法令規定辦理。股東以視訊參與股東會者，視為親自出席。

股東常會之召集，應編製議事手冊，並於三十日前通知各股東，對於持有記名股票未滿一千股股東，得於三十日前以輸入公開資訊觀測站公告方式為之；股東臨時會之召集，應於十五日前通知各股東，對於持有記名股票未滿一千股股東，得於十五日前以輸入公開資訊觀測站公告方式為之。

通知及公告應載明召集事由；其通知經相對人同意者，得以電子方式為之。

選任或解任董事、監察人、變更章程、減資、申請停止公開發行、董事競業許可、盈餘轉增資、公積轉增資、公司解散、合併、分割或公司法第一百八十五條第一項各款之事項，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；其主要內容得置於證券主管機關或公司指定之網站，並應將其網址載明於通知。

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

持有已發行股份總數百分之一以上股份之股東，得向本公司提出股東常會議案，以一項為限，提案超過一項者，均不列入議案。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，董事會仍得列入議案。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者，至遲應於股東會開會前二日，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。

第五條　（召開股東會地點及時間之原則）

股東會應於董事會指定之時間及地點召開，惟除法令另有規定外，股東會應於中華民國境內召開。

如董事會決議在中華民國境外召開股東會，本公司應於董事會決議後或股東取得主管機關召集許可後二日內申報中華民國財團法人證券櫃檯買賣中心（或台灣證券交易所，若適用）同意。於中華民國境外召開股東會時，本公司應於中華民國境內委託經中華民國證券主管機關及中華民國財團法人證券櫃檯買賣中心櫃買中心（或臺灣證券交易所，若適用）核准之指定機構，受理該等股東會行政事務（包括但不限於受理股東委託投票事宜）。

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。

股東本人或股東所委託之代理人(以下稱股東)應憑出席證、出席簽到卡或其他出席證件出席股東會；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本人或股東所委託之代理人簽到，或由出席股東繳交簽到卡以代簽到。

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

股東應憑出席證、出席簽到卡或其他出席證件出席股東會；屬徵求委託書之徵求人並應乃帶身分證明文件，以備核對。

政府或法人為股東時，出席股東會之代表人不限於一人，惟應以當次股東會擬選任董事及監察人之人數為上限，如該次股東會並未進行董監選舉，以三人為上限。

法人受託出席股東會時，僅得指派一人代表出席。

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，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定常務董事一人代理之；其未設常務董事者，指定董事一人代理之，董事長未指定代理人者，由常務董事或董事互推一人代理之。

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

董事會所召集之股東會，宜有董事會過半數之董事參與出席。

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

本公司得指派所委任之律師、會計師或相關人員列席股東會。

第 八 條　（股東會開會過程錄音或錄影之存證）

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

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

第 九 條　（股東會法定出席股份數）

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，加計以書面或電子方式行使表決權之股數計算之。

已屆開會時間，主席應即宣布開會，惟未有代表已發行股份總數過半數之股東出席時，主席得宣布延後開會，其延後次數以二次為限，延後時間合計不得超過一小時。延後二次仍不足有代表已發行股份總數過半數以上股東出席時，由主席宣布流會。

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，主席不得逕行宣布散會；主席違反議事規則，宣布散會者，董事會其他成員應迅速協助出席股東依法定程序，以出席股東表決權過半數之同意推選一人擔任主席，繼續開會

主席對於議案及股東所提之修正案或臨時動議，應給予充分說明及討論之機會，認為已達可付表決之程度時，得宣布停止討論，提付表決，並安排適足之投票時間。

第十一條　（股東發言）

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

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

同一議案每一股東發言，非經主席之同意不得超過兩次，每次不得超過五分鐘，惟股東發言違反規定或超出議題範圍者，主席得制止其發言。

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

法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。

出席股東發言後，主席得親自或指定相關人員答覆。

第十二條　（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。

除信託事業或經中華民國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　（行使表決權及決議之方式）

股東每股有一表決權；但受限制或依據本公司章程及相關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。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五日前送達公司，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，如欲親自出席股東會者，至遲應於股東會開會前二日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。

議案經主席徵詢全體出席股東無異議者，視為通過，其效力與投票表決同；有異議者，應依前項規定採取投票方式表決。

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。

計票應於股東會場內公開為之，表決之結果，應當場報告，並作成紀錄。

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

第十四條　（選舉事項）

股東會有選舉董事、監察人時，應依本公司所訂相關選任規範辦理，並應當場宣布選舉結果，包含當選董事、監察人之名單與其當選權數。

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。但經股東依本公司章程及相關法令提起訴訟者，應保存至訴訟終結為止。

第十五條　（股東會議事錄）

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

前項議事錄之分發，得以輸入公開資訊觀測站之公告方式為之。

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

前項決議方法，係經主席徵詢股東意見，股東對議案無異議者，應記載「經主席徵詢全體出席股東無異議通過」；惟股東對議案有異議時，應載明採票決方式及通過表決權數與權數比例。

第十六條　（對外公告）

徵求人徵得之股數及受託代理人代理之股數，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。

股東會決議事項，如有屬法令規定、臺灣證券交易所股份有限公司 (或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，主席得酌定時間宣布休息，發生不可抗拒之情事時，主席得裁定暫時停止會議，並視情況宣布續行開會之時間。

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

股東會得本公司章程或相關法令規定，決議在五日內延期或續行集會。

第十九條　本規則制定於二零零九年六月三十日。

第一次修訂於二零零九年十二月二十一日股東會通過。

第二次修訂於二零一二年六月二十九日股東會通過。

第三次修訂於二零一三年六月二十四日股東會通過。

第四次修訂於二零一七年十二月十八日股東會通過。

第五次修訂於二零二零年六月二十二日股東會通過。

第六次修訂於二零二二年六月二十四日股東會通過。

【附錄三】『全體董事持股情形』

一、 截至本次股東常會停止過戶日 114 年 4 月 27 日止，本公司實收資本額為新台幣 596,563,450 元，已發行股份總數為 59,656,345 股。

二、 依據證券交易法第 26 條規定，全體董事法定最低應持有股數為 4,772,508 股。

三、 股東名簿記載個別及全體董事持有股數，已符合法定成數標準。

本公司董事截至本次股東會停止過戶日(114 年 4 月 27 日)股東名簿記載股數如下：

職稱	姓名	目前持有股數	
		股數	持股比率%
董事長	賴運興	20,000,000	33.53
董事	李宗錦	0	-
董事	FURAMA HOTELS INTERNATIONAL MANAGEMENT INC. 代表人：吳盈良	5,602,575	9.39
董事	FURAMA HOTELS INTERNATIONAL MANAGEMENT INC. 代表人：唐有建	5,602,575	9.39
獨立董事	王作京	0	-
獨立董事	柯富彬	0	-
獨立董事	張雅琪	0	-

註：本公司截至本次股東會停止過戶日已發行股份總額為 59,656,345 股。