股票代號:8499

## T-Scale



# Top Bright Holding Co., Ltd. 鼎炫投資控股股份有限公司 108 年股東常會

議事手册

開會時間:108年6月6日(星期四)上午九時整

開會地點:新北市中和區中正路 631 號 3 樓 (職山林台北中和飯店 3 樓東廳)

## 目錄

壹、會議議程	
貳、報告事項	
參、承認事項	
肆、討論事項	
伍、選舉事項	
陸、其他議案	
柒、臨時動議	
捌、散會	••
附件	
一、營業報告書	
二、審計委員會審查報告書	
三、合併財務報表	
四、盈餘分配表	
五、章程修訂對照表	
六、資金貸與他人處理程序修訂對照表	
七、背書保證處理程序修訂對照表	
八、取得或處分資產處理程序修訂對照表	••
附錄	
一、公司章程(修正前)	
二、股東會議事規則	
三、資金貸與他人處理程序(修正前)	
四、背書保證處理程序(修正前)	
五、取得或處分資產處理程序(修正前)	
六、董事選舉辦法	
七、董事持有股數情形	
	-

## 壹、會議議程

## 鼎炫投資控股股份有限公司 108年股東常會議程

開會時間:108年6月6日(星期四)上午九時整

一、宣佈開會

二、主席致詞

## 三、報告事項

- 1. 107 年度營業報告。
- 2. 審計委員會審查 107 年度各項決算表冊報告。
- 3. 107 年度員工及董事酬勞分派情形報告。
- 4. 庫藏股買回情形報告。

#### 四、承認事項

- 1. 承認 107 年度各項決算表冊案。
- 2. 承認 107 年度盈餘分配案。

#### 五、討論事項

- 1. 修改本公司章程案。
- 2. 修改資金貸與他人處理程序案。
- 3. 修改背書保證處理程序案。
- 4. 修改取得或處分資產處理程序案。

#### 六、選舉事項

1. 全面改選董事案。

#### 七、其他議案

1. 解除新任董事競業禁止之限制案。

#### 八、臨時動議

#### 九、散會

## 貳、報告事項

- 一、107年度營業報告
- 說 明:本公司107年度營業報告,請參閱本手冊第5~7頁附件一。
- 二、審計委員會審查 107 年度各項決算表冊報告
- 說 明:審計委員會 107 年度審查報告書,請參閱本手冊第8頁附件二。
- 三、107年度員工及董事酬勞分派情形報告
- 說 明:本公司 107 年度員工酬勞新台幣 12,800,000 元及董事酬勞新台幣 4,300,000 元,均以現金方式發放。前述配發金額與 107 年度認列費用 估列數無差異。

四、庫藏股買回情形報告

說 明:本公司 107 年度執行庫藏股買回一案,預定買回 1,500,000 股,實際 買回 464,000 股,買回金額為新台幣 39,598,197 元,平均每股買回價 格為 85.34 元。

## 參、承認事項

#### 【第一案】董事會提

案 由:107年度各項決算表冊案

- 說 明:一、107 年度營業報告書及經勤業眾信聯合會計師事務所謝明忠與翁 博仁會計師查核完竣之財務報表業經董事會決議通過在案,並送 請審計委員會查核竣事。
  - 二、營業報告書、會計師查核報告、財務報表與審計委員會審查報告書,請參閱本手冊第5~18頁附件一~三。

決 議:

#### 【第二案】董事會提

案 由:107年度盈餘分配案

- 說 明:一、本公司本年度擬以未分配盈餘新台幣 495,558,929 元分配股東現金股利新台幣 256,430,000 元,每股新台幣 5.0 元,本公司民國 107 年度盈餘分配表,請參閱本手冊第 19 頁附件四。
  - 二、本次現金股利每股擬分配新台幣 5.0 元,現金股利發放至元為止 (元以下捨去),其畸零款合計數計入本公司之其他收入。
  - 三、本案俟經本次股東常會通過後,擬授權董事長另訂配息基準日 、發放日及辦理其他相關事宜。
  - 四、前項盈餘分配,嗣後因法令變更或主管機關調整,或本公司買回公司股份致影響流通在外股份數量等因素致需調整分配比率,擬授權董事長調整配息比率等相關事官。

決 議:

#### 肆、討論事項

#### 【第一案】董事會提

案 由:修改本公司章程案

說 明:一、為配合相關法令規定,擬修訂本公司「公司章程」部份條文。

二、公司章程修訂前後條文對照表,請參閱本手冊第20~44頁附件五。

決 議:

#### 【第二案】董事會提

案 由:修改資金貸與他人處理程序案

說 明:為符合法令,擬修訂本公司「資金貸與他人處理程序」部份條文,「資 金貸與他人處理程序」修訂前後條文對照表,請參閱本手冊第45~47

頁附件六。

決 議:

#### 【第三案】董事會提

案 由:修改背書保證處理程序案

說 明:為符合法令,擬修訂本公司「背書保證處理程序」部份條文,「背書保證處理程序」修訂前後條文對照表,請參閱本手冊第 48~50 頁附件

七。

決 議:

#### 【第四案】董事會提

案 由:修改取得或處分資產處理程序案

說 明:為符合法令,擬修訂本公司「取得或處分資產處理程序」部份條文,

修訂前後條文對照表,請參閱本手冊第51~62頁附件八。

決 議:

## 伍、選舉事項

案 由:全面改選董事案

說 明:一、本公司第一屆董事任期至一○八年七月廿八日屆滿,擬於本次股 東常會進行全面改選。

> 二、本次擬選出董事七人(含獨立董事三人),採候選人提名制,被提 名候選人基本資料如下:

序號	戶號	姓名	身分證號	持有股數	主要學(經)歷	備註
1	1	Trillions Sheen Holdings Limited 代表人:傅青炫	72966375	15,030,000	美國達拉斯大學工商管理碩士 臺灣衡器工廠企業有限公司業務經 理 臺灣衡器工廠企業有限公司總經理	董事 候選人
2	2	RISING LUCK INVESTMENT LIMITED 代表人:張東琴	72966430	8,169,925	東吳大學會計學系學士 眾信會計師事務所查帳員 易立信公司會計	董事 候選人
3	7	Lucky Cheer International	72966348	1,986,200	淡水工商管理專科學校 力固工業(股)公司業務經理	董事 候選人

		Limited 代表人:林青輝		台灣衡器有限公司總經理 台衡國際有限公司總經理	
4	30	林麗雯	 10,000	輔仁大學會計系學士 勤業眾信聯合會計師事務所審計部 協理	董事 候選人
5		陳國雄	 0	臺北商專財稅科畢業 安侯建業會計師事務所稅務部副總 經理 中華民國註冊會計師	獨立 董事 候選人
6		陳相如	 0	國立交通大學經營管理研究所博士 臺北城市科技大學企管系主任	獨立 董事 候選人
7		葉方怡	 0	中興大學財稅系學士 兆豐商業銀行襄理	獨立 董事 候選人

三、本次改選後之新任董事任期三年,自108年6月6日起至111年6月5日止,現任董事任期至本次股東常會改選之新任董事產生後即解任。

選舉結果:

## 陸、其他議案

#### 【第一案】董事會提

案 由:解除新任董事競業禁止之限制案

說 明:一、為考慮本公司營運需要,擬解除本次改選之新任董事及法人代表 人有兼任其他公司或大陸地區事業之董事、經理人職務時,不受 公司法第 209 條及其他法令競業禁止之限制。

二、本公司新任董事及法人代表人兼任其他公司或從事大陸地區事業 職務情形如下表:

序號	姓名	兼任情形
1	傅青炫	昆山台衡董事長兼總經理、昆山隆揚監事、淮安富揚監事、重慶川揚監事、LY International 董事長、隆揚國際董事長、台衡國際董事長、昆山及人國際貿易有 限公司董事長、Trillions Sheen Holding Limited 董事長、LinkPlus Capital Inc.董事長、 Beyond Ventures 董事長及貝揚凡斯有限公司董事長
2	張東琴	昆山台衡董事、昆山隆楊董事長兼總經理、淮安富揚董事長兼總經理、重慶川揚董事長、ONBILLION 董事長、TSCALE 董事長、隆揚國際台灣分公司董事長及總經理、RISING LUCK INVESTMENT LIMITED 董事長、Lucky Noble Development Limited 董事長、Glory Sharp International Limited 董事長、B&S Investment Limited 董事長及Max Rank Investment Limited 董事長
3	林青輝	Lucky Cheer International Limited 董事長、昆山台衡董事、一成藥品(股)公司董事
4	林麗雯	台和聯合會計師事務所審計部資深協理
5	陳相如	皇家體適能訓練中心(股)董事、臺北城市科技大學企管系主任

決 議:

## 柒、臨時動議

## 捌、散 會

## 【附件一】營業報告書

各位股東女士、先生,大家好:

首先感謝各位股東對於鼎炫投資控股股份有限公司的支持與鼓勵。雖然 2018 年上 半年鼎炫受全球大環境變化動盪,遇到了一些不如預期的影響,但是在經營團隊的努 力下,最終還是迎來了歷年來最好的一個成績。

展望未來,公司預期將會有較大的成長。在衡器事業方面,由於多年前投入智慧型衡器的研發,產品已經逐漸成熟,未來將可以帶來很大的業績助益。在材料事業方面,持續開發新型材料以拓展產品的應用領域,期望來年能夠開花結果,再創佳績。

分述 2018 年度經營結果及 2019 年度營業計劃概要、未來公司發展策略及受到外部競爭環境、法規環境及總體經營環境之影響,說明如下:

#### 一、2018年度營業結果

#### (一)營業計劃實施成果

單位:新台幣仟元

項目	2017 年度	2018 年度	增(減)金額	增(減)比率(%)
營業收入淨額	1,468,901	1,647,069	178,168	12.13
營業毛利	673,271	740,946	67,675	10.05
營業利益	462,455	473,317	10,862	2.35
稅前純益	441,220	528,047	86,827	19.68
稅後純益	331,999	408,697	76,698	23.10
每股盈餘(元)	7.04	7.94	0.90	12.78

註1:每股盈餘係採基本每股盈餘。

#### (二)獲利能力分析

單位:新台幣仟元

項目		2018 年度
獲利能力	資產報酬率(%)	18.33
	股東權益報酬率(%)	23.81
	稅前純益占實收資本比率(%)	102.96
	純益率	24.81
	每股盈餘(元)	7.94

#### (三)研究發展狀況

2018 年度研發費用為 102,079 仟元,佔營業收入淨額比率為 6.20%,所獲致之研究成果有:

開發成功之技術或產品							
衡器事業	P系列智能條碼秤	材料事業	PI 鍍銅/錫膜				

	L 系列一體化智慧 POS 秤	空心導電泡棉(AIR LOOP)
	X7/LB10 食品安全追溯秤	導熱石墨複合彈性體
	安卓版秤重作業系統	導電布&矽橡膠複合
		屏蔽絕緣複合彈性體

#### 二、2019 年度營業計劃概要

展望 2019 年度,本公司將積極開發新產品、新客戶,在新產品不斷投入量產到市場行銷,本公司對今年營運審慎樂觀。茲就 2019 年度之經營方針、預期銷售狀況及產銷政策,說明如下:

#### (一)經營方針

- 1.持續新產品開發引進新技術。
- 2.培養專業研發人才及行銷人才。
- 3.專注重點產品開發、減少低利潤產品提升營運效率。

#### (二)預計銷售狀況及依據

依據對產業景氣及市場需求變化之預估,本集團 2019 年度衡器事業及材料事業預期銷售將較 2018 年度增長。

#### (三)重要之產銷政策

#### 1.衡器事業:

- 1) 擴展中國內銷市場占比,建立專業電商平臺。
- 2) 建立雲端秤重管理平臺,提供連鎖客戶租用。
- 3) 全面更新傳統電子秤硬體,提升性能降低成本。

#### 2材料事業:

- 1) 通過開發或購置更先進的生產及測試設備來提高生產線的自動化程度及產品開發的能力。持續提高生產效率並不斷開發新產品。
- 2) 持續穩健擴充產能,重慶新廠啟用後,預計產能會增加其30%以上鞏固擴 大與同業間的競爭差距。
- 3)持續擴大垂直整合優勢,強化上游廠商合作及同客戶關係,提高產品的競爭力及市場佔有率。
- 4)區域佈局,計畫華南地區設點,就近服務及開發華南的客戶,擴展銷售通路,擴大產品銷售領域。

#### 三、未來公司發展策略

- (一)衡器事業:未來持續開拓海外-印度及美國市場。拓展智慧型衡器應用領域,強 化智慧型衡器的應用軟體發展部門,建立自主的秤重管理雲平臺,抓住物聯網 應用的商機。
- (二)材料事業:透過供應鏈的緊密配合,掌握市場動態;積極拓展新的產品研發及 銷售領域。持續引入具國際化能力的專業人才,提升公司的核心競爭力。開拓 產品專案並不斷尋求潛在合作客戶,以增進業績持續增長。加強產品線深度,

積極拓展大陸市場。

#### 四、受到外部競爭環境、法規環境及總體經營環境之影響

1、就外部競爭環境而言

鼎炫旗下衡器產業具有特殊認證特性,競爭門檻較高且競爭者數量較少,隨著 台衡的智能衡器新產品陸續通過認證進入正式量產階段,將有助創造新一波的 營運成長機會。另一方面,由於電子類產品不斷推陳出新、競爭對手持續推出 新產品,EMI事業將持續投入新款材料研發、製程優化,可望擴大在筆電及平 板電腦產品的渗透率並積極拓展多元接單領域。

#### 2、就法規環境而言

因應未來佈局美國及印度市場而設立的各分公司,本公司已積極研擬各項強化 公司治理及內部管理辦法,以符合各地主管機關所訂定之各項法令,增強公司 內部作業之管理有效性。

#### 3、就總體經營環境而言

在美中相互開徵關稅令貿易衝突不斷升級之際,面對全球化的激烈競爭、市場 需求改變迅速及匯率波動加劇等因素,本公司本著「誠實守信、熱情創新」的 經營理念,透過重慶及昆山的新廠啟用來提供更高品質與效率的服務,並持續 開發新客戶以維持穩健成長的動能。

來自國內及海外同業競爭,本公司以專注本業,關心市場變化,開發新技術因應,致力於提昇技術層次,提高技術門檻,以高附加價值取得客戶認同,配合客戶 共同面對市場,取得市場成功為因應之道。面對景氣變化,本公司積極開發新市場、 新客戶,保持彈性,加強成本控管,厚植未來成長動能。

本公司將依據營業計劃執行各項作業,並隨時因應外在及內在環境變動,採取必要 應變措施,務期達成營運目標,不負各位股東所託。謝謝大家。

最後敬祝 大家 身體健康 萬事如意

鼎炫投資控股股份有限公司

董事長:傅青炫

總經理:傅青炫

會計主管:郭銘杰

## 【附件二】審計委員會審查報告書

## 鼎炫投資控股股份有限公司 審計委員會審查報告書

董事會造具本公司 107 年度營業報告書、財務報表及盈餘分派議案等, 其中財務報表業經委託勤業眾信聯合會計師事務所查核完竣,並出具查核 報告,經本審計委員會查核,認為尚無不合,爰依證券交易法及公司法之 相關規定報告如上,敬請 鑒核。

鼎炫投資控股股份有限公司

審計委員會召集人

獨立董事: 陳國雄

中華民國 1 0 8 年 3 月 1 5 日

#### 會計師查核報告

Top Bright Holding Co., Ltd. 公鑒:

#### 查核意見

Top Bright Holding Co., Ltd.及子公司民國 107 年及 106 年 12 月 31 日之合併資產負債表,暨民國 107 年及 106 年 1 月 1 日至 12 月 31 日之合併綜合損益表、合併權益變動表、合併現金流量表,以及合併財務報表附註(包括重大會計政策彙總),業經本會計師查核竣事。

依本會計師之意見,上開合併財務報表在所有重大方面係依照證券發行人財務報告編製準則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 Top Bright Holding Co., Ltd.及子公司民國 107 年及 106 年 12 月 31 日之合併財務狀況,暨民國 107 年及 106 年 1 月 1 日至 12 月 31 日之合併財務績效及合併現金流量。

#### 查核意見之基礎

本會計師係依照會計師查核簽證財務報表規則及一般公認審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核合併財務報表之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依會計師職業道德規範,與 Top Bright Holding Co., Ltd.及子公司保持超然獨立,並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據,以作為表示查核意見之基礎。

#### 關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷,對 Top Bright Holding Co., Ltd.及子公司民國 107 年度合併財務報表之查核最為重要之事項。該等事項已 於查核合併財務報表整體及形成查核意見之過程中予以因應,本會計師並不對該等事項單獨表示意見。

兹對 Top Bright Holding Co., Ltd.及子公司民國 107 年度合併財務報表之關鍵查核事項敘明如下:

#### 銷貨收入認列

本集團主要銷售產品為電子材料及衡器,107年度之銷貨收入較106年度 持續成長,本會計師依審計準則公報預設之顯著風險規定,了解公司收入認 列方式,將非出口業務之銷貨收入真實性列為關鍵查核事項,有關收入認列 之相關會計政策及揭露資訊,請參閱附註四及附註二二。

本會計師對於上述事項已執行之主要查核程序如下:

- 瞭解銷貨交易內部控制程序,於銷貨明細中選取適當樣本,檢視收入認列之對帳驗收資料、檢查收款對象與交易對象是否一致。
- 執行細項測試,取得銷貨收入明細帳選取樣本,檢視對帳驗收資料,驗 證收入認列金額之一致性。

#### 管理階層與治理單位對合併財務報表之責任

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

於編製合併財務報表時,管理階層之責任亦包括評估 Top Bright Holding Co., Ltd.及子公司繼續經營之能力、相關事項之揭露,以及繼續經營會計基礎之採用,除非管理階層意圖清算 Top Bright Holding Co., Ltd.及子公司或停止營業,或除清算或停業外別無實際可行之其他方案。

Top Bright Holding Co., Ltd.及子公司之治理單位(含審計委員會)負有監督財務報導流程之責任。

#### 會計師查核合併財務報表之責任

本會計師查核合併財務報表之目的,係對合併財務報表整體是否存有導因於舞弊或錯誤之重大不實表達取得合理確信,並出具查核報告。合理確信係高度確信,惟依照一般公認審計準則執行之查核工作無法保證必能偵出合併財務報表存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實

表達之個別金額或彙總數可合理預期將影響合併財務報表使用者所作之經濟決策,則被認為具有重大性。

本會計師依照一般公認審計準則查核時,運用專業判斷並保持專業上之懷疑。本會計師亦執行下列工作:

- 1. 辨認並評估合併財務報表導因於舞弊或錯誤之重大不實表達風險;對所評估之風險設計及執行適當之因應對策;並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制,故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。
- 2. 對與查核攸關之內部控制取得必要之瞭解,以設計當時情況下適當之查核程序,惟其目的非對 Top Bright Holding Co., Ltd.及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 Top Bright Holding Co., Ltd.及子公司繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性,作出結論。本會計師若認為該等事件或情況存在重大不確定性,則須於查核報告中提醒合併財務報表使用者注意合併財務報表之相關揭露,或於該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情況可能導致 Top Bright Holding Co., Ltd.及子公司不再具有繼續經營之能力。
- 5. 評估合併財務報表(包括相關附註)之整體表達、結構及內容,以及合併財務報表是否允當表達相關交易及事件。
- 6. 對於集團內組成個體之財務資訊取得足夠及適切之查核證據,以對合併 財務報表表示意見。本會計師負責集團查核案件之指導、監督及執行, 並負責形成集團查核意見。

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

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

本會計師從與治理單位溝通之事項中,決定對 Top Bright Holding Co., Ltd.集團民國 107 年度合併財務報表查核之關鍵查核事項。本會計師於查核報告中敘明該等事項,除非法令不允許公開揭露特定事項,或在極罕見情況下,本會計師決定不於查核報告中溝通特定事項,因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

勤業眾信聯合會計師事務所會 計師 謝 明 忠

會計師翁博仁

金融監督管理委員會核准文號 金管證審字第 1000028068 號

金融監督管理委員會核准文號 金管證審字第 1010028123 號

中 華 民 國 108 年 3 月 15 日

## Top Bright Holding Co., Ltd.及子公司

## 合併資產負債表

## 民國 107 年及 106 年 12 月 31 日

單位:新台幣仟元

		10'	7年12月31日	106年12月	31日
代 碼	資產	<u>金</u>	額 %	金	額 %
14 .7	<u>六</u> 流動資產		<u> </u>		70
1100	現金及約當現金(附註四及六)	\$ 70	3,351 30	\$ 1,046,314	50
1110	透過損益按公允價值衡量之金融資產一流動(附註四及七)		06,852 9		-
1150	應收票據(附註四及八)		6,066 1		_
1170	應收帳款(附註四及八)		37,162 25		17
1200	其他應收款		1,866 -	1,501	-
130X	存貨(附註四及九)		1,865 9	•	10
1412	預付租賃款(附註十四)		1,670 -	1,700	-
1479	其他流動資產(附註十五)		29,175 <u>1</u>		1
11XX	流動資産總計		8,007 75		<u></u> <u></u>
11701	加切只在心中		<u> 75</u>	1,002,000	<u></u>
	非流動資產				
1600	不動產、廠房及設備(附註四、十一及三一)	$\Delta\Delta$	8,052 19	290,162	14
1805	商譽(附註十二)		1,170	270,102	_
1821	其他無形資產(附註四及十三)		6,953 -	8,215	_
1840	遞延所得稅資產 (附註四及二四)		9,292 1		1
1915	預付設備款		7,442	65,840	3
1920	存出保證金(附註三一)		4,512 1	11,448	3
1985	長期預付租賃款(附註十四)		73,337 3	•	4
15XX	非流動資產總計		00,758 <u>25</u>		$\frac{4}{22}$
ΙΟΛΛ	升加期 貝 焦 総 引		<u> 23</u>	472,233	
1XXX	資產總計	<b>\$ 2,33</b>	<u>100</u>	\$ 2,125,093	<u>100</u>
17000	只	<u>Ψ <b>2,</b>33</u>	100	Ψ 2,120,075	<u>100</u>
代 碼	負 債 及 權 益				
	流動負債				
2170	應付帳款(附註十七)	\$ 21	.8,999 10	\$ 183,130	9
2216	應付股利(附註十八)	•	2,163	2,201	-
2219	其他應付款(附註十八)		3,589 6		6
2230	本期所得稅負債(附註四及二四)		25,603	•	1
2250	負債準備一流動 (附註十九)		2,519 -	1,988	_
2320	一年內到期之長期借款(附註十六)		2,195 -	2,001	_
2399	其他流動負債—其他(附註十八及二二)		21,826 <u>1</u>	·	_
21XX	流動負債總計		6,894 18		<u>16</u>
21701	がに対大は、「大いない」	11	10		
	非流動負債				
2540	長期借款(附註十六)	4	0,541 2	42,591	2
2570	遞延所得稅負債(附註四及二四)		9,002 5	•	3
2645	存入保證金		68 -	4,563	-
25XX	非流動負債總計	 15	<u>59,611</u> <u>7</u>		<u></u> 5
_0,01	A DICAL A LA MOST				
2XXX	負債總計	57	<u>'6,505</u> <u>25</u>	454,005	21
					<del></del>
	權益(附註二一)				
	歸屬於本公司業主之權益				
3110	普通 股	51	2,860 22	517,500	24
3200	資本公積		30,686 27		31
	保留盈餘		,	,	
3310	法定盈餘公積	6	53,405 2	30,571	2
3320	特別盈餘公積		1,746 2	·	1
3350	未分配盈餘		66,707 24	,	22
3400	其他權益		7 <u>1,995</u> ) ( <u>3</u>		$(\underline{2})$
31XX	本公司業主之權益總計	\	3,409 ( <u> </u>		78
36XX	非控制權益		8,851 1	·	<u>1</u>
3XXX	權益總計		52,260 <u>75</u>		<u></u> <u></u>
	↓be 7mc A/C n l		<u> 73</u>		
	負債與權益總計	<b>\$ 2,33</b>	<u>100</u>	\$ 2,125,093	100
		<u> </u>		<del>,,</del>	

後附之附註係本合併財務報告之一部分。

董事長:傅青炫 經理人:傅青炫 會計主管:郭銘杰

## Top Bright Holding Co., Ltd.及子公司 合併綜合損益表

## 民國 107 年及 106 年 1 月 1 日至 12 月 31 日

單位:新台幣仟元,惟 每股盈餘為元

		107年度		106年度	ŧ
代 碼		金額	%	金額	%
4000	營業收入(附註二二及三五)	\$ 1,647,069	100	\$ 1,468,901	100
5000	營業成本(附註九及二三)	(906,123)	(_55)	( <u>795,630</u> )	( <u>54</u> )
5900	營業毛利	740,946	<u>45</u>	673,271	<u>46</u>
6100 6200 6300 6000	營業費用(附註二三及三十) 推銷費用 管理費用 研究發展費用 營業費用合計	( 91,353) ( 74,197) ( 102,079) ( 267,629)	( 6) ( 4) ( <u>6</u> ) ( <u>16</u> )	( 72,835) ( 63,926) ( 74,055) ( 210,816)	( 5) ( 5) ( <u>5</u> ) ( <u>15</u> )
6900	營業淨利	473,317	29	462,455	31
7010 7020 7050 7000	營業外收入及支出 其他收入(附註二三) 其他利益及損失(附註 二三) 財務成本(附註二三) 營業外收入及支出 合計	22,698 32,682 (650)54,730	1 2 —- 3	13,411 ( 34,038) ( 608) ( 21,235)	1 ( 2) —- ( 1)
7900	繼續營業單位稅前淨利	528,047	32	441,220	30
7950	所得稅費用(附註四及二四)	(119,350)	(7)	(109,221)	(7)
8200	本年度淨利	408,697	<u>25</u>	331,999	23

(接次頁)

## (承前頁)

				107年度			106年度	
代	碼		金	額	%	金	額	%
		其他綜合損益						
836	0	後續可能重分類至損益						
		之項目						
836	1	國外營運機構財務						
		報表換算之兌換						
		差額	( <u>\$</u>	30,279)	$(_{})$	( <u>\$</u>	11,911)	$(\underline{}\underline{})$
830	0	本年度其他綜合損						
		益(稅後淨額)	(	30,279)	(2)	(	11,911)	(1)
850	00	本年度綜合損益總額	<u>\$</u>	378,418	<u>23</u>	<u>\$</u>	320,088	22
		淨利歸屬於:						
861	.0	本公司業主	\$	408,992	25	\$	328,337	23
862	20	非控制權益	(	<u>295</u> )	<u> </u>	-	3,662	<u> </u>
860	00		\$	408,697	<u>25</u>	<u>\$</u>	331,999	<u>23</u>
		綜合損益總額歸屬於:						
871	.0	本公司業主	\$	378,743	23	\$	316,696	22
872	20	非控制權益	(	325)	<u>-</u>		3,392	<u>-</u> _
870	00		<u>\$</u>	378,418	<u>23</u>	\$	320,088	
		每股盈餘(附註二五)						
971	.0	基本	\$	7.94		\$	7.04	
981	.0	稀釋	\$	7.92		\$	7.02	

後附之附註係本合併財務報告之一部分。

董事長:傅青炫 經理人:傅青炫 會計主管:郭銘杰

## Top Bright Holding Co., Ltd.及子公司 合併權益變動表

民國 107 年及 106 年 1 月 1 日至 12 月 31 日

單位:新台幣仟元

		歸	屬於	本	公	司	業	主	之	權    益	<u>.</u>	
								其他權益項目			_	
		股	本		保	留图	金 餘	國外營運機構 財務報表換算				
代碼		股數(仟股)	股 本	資本公積	法定盈餘公積	н ш	未分配盈餘		庫藏股票	總計	非控制權益	權 益 總 額
代 碼 A1	- 106 年 1 月 1 日餘額	46,000	\$ 460,000	\$ 149,488	\$ -	\$ -	\$ 331,279	(\$ 30,105)	\$ -	\$ 910,662	\$ 12,352	\$ 923,014
M7	對子公司所有權權益變動(附註十)	-	-	-	-	-	-	-	-	-	( 7,670)	( 7,670)
C15	資本公積配發現金股利	-	-	( 23,000)	-	-	-	-	-	( 23,000)	-	( 23,000)
E1	現金增資(基準日:106年11月22日)	5,750	57,500	539,156	-	-	-	-	-	596,656	-	596,656
B1 B3 B5	105 年度盈餘指撥及分配(附註二一) 法定盈餘公積 特別盈餘公積 本公司股東現金股利	- - -	- - -	- - -	30,571 - -	30,105 -	( 30,571) ( 30,105) ( 138,000)	- - -	- - -	- - ( 138,000)	- - -	- - ( 138,000)
D1	106 年度淨利	-	-	-	-	-	328,337	-	-	328,337	3,662	331,999
D3	106 年度稅後其他綜合損益	<del>_</del>	<del>_</del>	<del>-</del>	<del>-</del>	<del>_</del>	<del>_</del>	(11,641)	<del>-</del>	(11,641)	(270)	(11,911)
D5	106 年度綜合損益總額		<del>_</del>	<del>-</del>	<del>-</del>	<del>-</del>	328,337	(11,641)	<del>-</del>	316,696	3,392	320,088
<b>Z</b> 1	106年12月31日餘額	51,750	517,500	665,644	30,571	30,105	460,940	( 41,746)	-	1,663,014	8,074	1,671,088
B1 B3 B5	106 年度盈餘指撥及分配(附註二一) 法定盈餘公積 特別盈餘公積 本公司股東現金股利	- - -	- - -	- - -	32,834 - -	- 11,641 -	( 32,834) ( 11,641) ( 258,750)	- - -	- - -	- - ( 258,750)	- - -	- - ( 258,750)
D1	107 年度淨利	-	-	-	-	-	408,992	-	-	408,992	( 295)	408,697
D3	107 年度稅後其他綜合損益	<del>-</del>	<u>-</u> _					(30,249)	<del>-</del>	(30,249)	(30)	(30,279)
D5	107 年度綜合損益總額	<del>-</del>	<u>-</u> _				408,992	(30,249)	<del>-</del>	378,743	(325)	378,418
L1	庫藏股買回 (附註二一)	-	-	-	-	-	-	-	( 39,598)	( 39,598)	-	( 39,598)
L3	庫藏股註銷 (附註二一)	( 464)	( 4,640)	( 34,958)	-	-	-	-	39,598	-	-	-
O1	非控制權益 (附註二一)		<del>_</del>	<del>-</del>	<del>-</del>	<del>-</del>	<del>-</del>		<del>-</del>	<del>-</del>	11,102	11,102
<b>Z</b> 1	107年12月31日餘額	51,286	<u>\$ 512,860</u>	\$ 630,686	<u>\$ 63,405</u>	<u>\$ 41,746</u>	\$ 566,707	( <u>\$ 71,995</u> )	<u>\$ -</u>	\$ 1,743,409	\$ 18,851	<u>\$ 1,762,260</u>

後附之附註係本合併財務報告之一部分。

## Top Bright Holding Co., Ltd.及子公司 合併現金流量表

## 民國 107 年及 106 年 1 月 1 日至 12 月 31 日

單位:新台幣仟元

代 碼		1	07年度	1	06年度
	營業活動之現金流量				
A10000	本年度稅前淨利	\$	528,047	\$	441,220
A20010	收益費損項目				
A20100	折舊費用		28,353		26,871
A20200	攤銷費用		1,850		1,457
A20300	預期信用減損損失		309		-
A20300	呆帳費用		-		1,640
A20900	利息費用		650		608
A21200	利息收入	(	17,136)	(	2,966)
A22500	處分及報廢不動產、廠房及設				
	備損失		92		884
A23700	存貨跌價損失		3,619	(	4,038)
A20400	透過損益按公允價值衡量金融				
	資產之淨利	(	6,136)		-
A29900	預付租賃款攤銷		1,701		1,682
A30000	營業資產及負債之淨變動數				
A31130	應收票據	(	2,890)	(	901)
A31150	應收帳款	(	222,951)	(	17,937)
A31180	其他應收款		1,485	(	29)
A31200	存		1,277		220
A31240	其他流動資產	(	6,362)		2,163
A32130	應付票據		-	(	37)
A32150	應付帳款		35,642	(	16,438)
A32180	其他應付款		16,514	(	5)
A32200	負債準備一流動		531	(	463)
A32230	其他流動負債		9,326	(	3,719)
A33000	營運產生之現金流入		373,921		430,212
A33300	支付之利息	(	650)	(	608)
A33500	支付之所得稅	(	64,714)	(	71,293)
AAAA	營業活動之淨現金流入		308,557		358,311

(接次頁)

## (承前頁)

代 碼		1	07年度	1	06年度
	投資活動之現金流量				
B00100	取得透過損益按公允價值衡量之金				
	融資產	(\$	617,592)	\$	-
B00200	處分透過損益按公允價值衡量之金	•	,		
	融資產		416,764		-
B02700	取得不動產、廠房及設備價款	(	122,801)	(	8,277)
B02800	處分不動產、廠房及設備價款		601		297
B03800	存出保證金	(	3,064)	(	2,683)
B04500	取得無形資產	(	697)	(	1,948)
B06600	其他金融資產減少		_	•	226
B07100	預付設備款增加	(	15,138)	(	64,611)
B02200	對子公司之收購(扣除所取得之現				
	金)(附註二六)		180		-
B07500	收取之利息		17,136		2,966
BBBB	投資活動之淨現金流出	(	324,611)	(	74,030)
	籌資活動之現金流量				
C01700	長期借款減少	(	1,856)	(	2,493)
C03000	存入保證金(減少)増加	Ì	4,495)	`	4,411
C04500	資本公積配發現金	`		(	23,000)
C04500	發放現金股利	(	258,750)	Ì	138,000)
C04600	現金增資	`		`	596,656
C04900	購買庫藏股票	(	39,598)		-
C05400	取得子公司股權	•	_	(	7,670)
C05800	非控制權益變動數		11,102	•	<i>-</i>
C05800	支付非控制權益現金股利		<u>-</u>	(	1,696)
CCCC	籌資活動之淨現金流(出)入	(	293,597)		428,208
DDDD	匯率變動對現金及約當現金之影響	(	33,312)	(	17,921)
EEEE	本期現金及約當現金(減少)增加數	(	342,963)		694,568
E00100	期初現金及約當現金餘額		1,046,314		351,746
E00200	期末現金及約當現金餘額	\$	703,351	\$	1,046,314

後附之附註係本合併財務報告之一部分。

董事長:傅青炫 經理人:傅青炫 會計主管:郭銘杰

## 【附件四】

## 鼎炫投資控股股份有限公司 盈餘分配表 107 年度

單位:新臺幣元

				-1 134	77 里 中 70
項	目	金	額	備	註
期初未分配盈餘		157,	714,741		
加:107 年度稅後淨利		408,	991,921		
減:提撥法定盈餘公積(10	0%)	40,	899,192		
減:提撥特別盈餘公積		30,	248,541		
本期可供分配盈餘		495,	558,929		
減:分配項目					
股東紅利-現金		(256,4	130,000)	每股5	元
期末未分配盈餘		239,	128,929		

董事長:傅青炫 經理人:傅青炫 會計主管:郭銘杰

## 【附件五】公司章程修訂前後條文對照表

## Top Bright Holding Co., Ltd. 鼎炫投資控股股份有限公司

## **Comparison Table for MEMORANDUM OF ASSOCIATION**

## 章程大綱修正對照表

No.	<b>Current Provisions</b>	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
第7條	本條新增。	When conducting business, the Company shall	為配合證券交易所於
		comply with the laws and regulations as well as	2018年11月30日以
		business ethics, and may take actions that will	臺證上二字第
		promote public interests in order to fulfil its	1071703794 號公告修
		social responsibilities.	正「外國發行人註冊
		本公司經營業務,應遵守法令及商業倫理規範,	地國股東權益保護事
		<b>得採行增進公共利益之行為,以善盡社會責任。</b>	項檢查表」,增訂本公
			司章程大綱第7條之
			規定,後續條文條號
			並依次遞延。

# Comparison Table for ARTICLES OF ASSOCIATION 章程修正對照表

No.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
第 2.6 條	The pre-emptive right of Members under Article 2.4	The pre-emptive right of Members under Article 2.4	為因應新增第 2.8 條
	shall not apply in the event that new shares are	shall not apply in the event that new shares are	所致項次變動,爰配
	issued due to the following reasons or for the	issued due to the following reasons or for the	合調整引用條號。
	following purposes:	following purposes:	
	(b) in connection with meeting the Company's	(b) in connection with meeting the Company's	
	obligations under share subscription warrants and/or	obligations under share subscription warrants and/or	
	options, including those rendered in Articles 2.8 and	options, including those rendered in Articles 2.9 and	
	2.11 hereof; or in connection with any issuance of	2.12 hereof; or in connection with any issuance of	
	shares to employees under Article 2.8;	shares to employees under Article 2.9;	
	本章程第 2.4 條規定之股東優先認股權於本公司	本章程第 2.4 條規定之股東優先認股權於本公司	
	因以下原因或基於以下目的發行新股時,不適用	因以下原因或基於以下目的發行新股時,不適用	
	之:	之:	
	(b) 本公司為履行認股權憑證及/或選擇權下之	(b) 本公司為履行認股權憑證及/或選擇權下之	
	義務,包括本章程第 <u>2.8</u> 條及第 <u>2.11</u> 條所規定者,	義務,包括本章程第 <u>2.9</u> 條及第 <u>2.12</u> 條所規定者,	
	或依本章程第 2.8 條發行股份予員工之情形。	或依本章程第 2.9 條發行股份予員工之情形。	

No.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
第 2.8 條	本條新增。	The Company shall neither issue Shares without	為配合證券交易所於
		par value nor convert its Shares from Shares	2018年11月30日以
		with par value to Shares without par value.	臺證上二字第
		本公司不得發行無面額股份,或將票面金額股份	1071703794 號公告修
		轉換為無面額股份。	正「外國發行人註冊
			地國股東權益保護事
			項檢查表」(下稱
			「2018年11月30日
			股東權益保護事項檢
			查表」),新增第 2.8
			條之規定,後續條號
			並依次遞延。

No.	<b>Current Provisions</b>	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
第 2.10 條	Options, warrants or other similar instruments issued	Options, warrants or other similar instruments issued	為因應新增第 2.8 條
(原第2.9條)	in accordance with Article 2.8 above are not	in accordance with Article 2.9 above are not	所致項次變動,爰配
	transferable save by inheritance.	transferable save by inheritance.	合調整引用條號。
	依本章程第 2.8 條發行之選擇權、認股權憑證或	依本章程第 2.9 條發行之選擇權、認股權憑證或	
	其他類似之證券不得轉讓,但因繼承者不在此限。	其他類似之證券不得轉讓,但因繼承者不在此限。	
第 2.11 條	Directors of the Company and its Subsidiaries shall	Directors of the Company and its Subsidiaries shall	為因應新增第 2.8 條
(原第2.10條)	not be eligible for Restricted Shares pursuant to	not be eligible for Restricted Shares pursuant to	所致項次變動,爰配
	Article 2.5 hereof or the incentive programmes	Article 2.5 hereof or the incentive programmes	合調整引用條號。
	pursuant to Article 2.8 hereof, provided that	pursuant to Article 2.9 hereof, provided that	
	directors who are also employees of the Company or	directors who are also employees of the Company or	
	its Subsidiaries may subscribe for Restricted Shares	its Subsidiaries may subscribe for Restricted Shares	
	or participate in an incentive programme in their	or participate in an incentive programme in their	
	capacity as an employee and not as a director of the	capacity as an employee and not as a director of the	
	Company or its Subsidiaries.	Company or its Subsidiaries.	
	本公司及其附屬公司之董事非本章程第 2.5 條所	本公司及其附屬公司之董事非本章程第 2.5 條所	

No.	<b>Current Provisions</b>	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
	定發行限制型股票及第 2.8 條所定獎勵措施之對	定發行限制型股票及第 2.9 條所定獎勵措施之對	
	象,但倘董事亦為本公司或其附屬公司之員工,	象,但倘董事亦為本公司或其附屬公司之員工,	
	該董事得基於員工身分(而非董事身分)認購限	該董事得基於員工身分(而非董事身分)認購限	
	制型股票或參與獎勵措施。	制型股票或參與獎勵措施。	
第 2.12 條	The Company may enter into agreements with	The Company may enter into agreements with	為因應新增第 2.8 條
(原第2.11條)	employees of the Company and/or the employees of	employees of the Company and/or the employees of	所致項次變動,爰配
	its Subsidiaries in relation to the incentive	its Subsidiaries in relation to the incentive	合調整引用條號。
	programme approved pursuant to Article <u>2.8</u> above,	programme approved pursuant to Article 2.9 above,	
	whereby employees may subscribe for, within a	whereby employees may subscribe for, within a	
	specific period, a specific number of the shares.	specific period, a specific number of the shares.	
	The terms and conditions of such agreements shall	The terms and conditions of such agreements shall	
	be no less restrictive on the relevant employee than	be no less restrictive on the relevant employee than	
	the terms specified in the applicable incentive	the terms specified in the applicable incentive	
	programme.	programme.	

No.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
	本公司得與其員工及/或其附屬公司之員工就本	本公司得與其員工及/或其附屬公司之員工就本	
	章程第 2.8 條所定之獎勵措施簽訂契約,約定於	章程第 2.9 條所定之獎勵措施簽訂契約,約定於	
	一定期間內,員工得認購特定數量之本公司股	一定期間內,員工得認購特定數量之本公司股	
	份。此等契約之條款對相關員工之限制不得少於	份。此等契約之條款對相關員工之限制不得少於	
	其所適用之獎勵措施所載條件。。	其所適用之獎勵措施所載條件。	
第7條	(a) For so long as shares are listed on the TWSE in	(a) For so long as shares are listed on the TWSE in	為配合 2018 年 11 月
	the ROC, the Board shall cause to be kept a Register	the ROC, the Board shall cause to be kept a Register	30日股東權益保護事
	of Members which may be kept outside the Cayman	of Members which may be kept outside the Cayman	項檢查表,增訂第7
	Islands at such place as the Board shall appoint and	Islands at such place as the Board shall appoint and	條第(a)項後段之規
	which shall be maintained in accordance with the	which shall be maintained in accordance with the	定。
	Law and the Applicable Public Company Rules.	Law and the Applicable Public Company Rules. <u>The</u>	
		Board or any other authorized conveners of	
		general meetings of the Company may request	
		that the Company or the Company's stock affairs	
		agent provide a copy of the Register of Members	
		for inspection.	
	(a) 股份於中華民國上市期間,董事會應備置一	(a) 股份於中華民國上市期間,董事會應備置一	
	份股東名冊,備置地點得為開曼群島境外經董事	份股東名冊,備置地點得為開曼群島境外經董事	
	會認為適當之處所,並應依開曼公司法及公開發	會認為適當之處所,並應依開曼公司法及公開發	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	行公司規則維護之。	行公司規則維護之。董事會或其他召集權人召集 股東會者,得請求本公司或本公司之股務代理機 構提供股東名冊。	
第 12.3 條	新增第(f)款。	Subject to the Law and Article 12.4 hereof, the following actions by the Company shall require the approval of the Members by a Supermajority Resolution:  (f) applying for the approval of ceasing the status as a public company.  於不違反開曼公司法和本章程第 12.4 條之情形下,本公司之下列行為應取得股東重度決議之許可:	定,增訂第12.3條第

No.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
		(f) 申請停止公開發行。	
第 14.5 條	The Company is in the growth stage. The Board	The Company is in the growth stage. The Board	參照臺灣公司法之規
	shall prepare the dividend proposal by taking into	shall prepare the dividend proposal by taking into	定,明訂提列特別盈
	account various factors it considers relevant	account various factors it considers relevant	餘公積之程序,以杜
	including, but not limited to, the profit of the	including, but not limited to, the profit of the	疑義。
	financial year, overall development, financial plans,	financial year, overall development, financial plans,	
	capital need, projection of the industry and the	capital need, projection of the industry and the	
	Company's prospects, and submit the proposal for	Company's prospects, and submit the proposal for	
	the Members' approval. For so long as the shares are	the Members' approval. For so long as the shares are	
	listed on the TWSE in the ROC, if there are profits,	listed on the TWSE in the ROC, if there are profits,	
	in making the profits distribution recommendation,	in making the profits distribution recommendation,	
	the Board shall: (i) set aside a reserve for payment of	the Board shall: (i) set aside a reserve for payment of	
	tax for the relevant financial year; (ii) set aside an	tax for the relevant financial year; (ii) set aside an	
	amount to offset losses incurred in previous years;	amount to offset losses incurred in previous years;	
	(iii) set asideten per cent (10%) as reserve	(iii) set aside ten per cent (10%) as reserve	
	("Statutory Reserve"); and (iv) set aside or reversea	("Statutory Reserve"); and (iv) set aside or reverse a	
	special surplus reserve as required by the applicable	special surplus reserve as required by the applicable	
	securities authority of the ROC under the Applicable	securities authority of the ROC under the Applicable	
	Public Company Rules out of the profits of the	Public Company Rules, or a special surplus	
	Company for each financial year. The remaining	reserve under these Articles or by Special	

No.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
	balance, if any, together with a part or whole of	Resolution of the general meeting out of the profits	
	accumulated undistributed profits in the previous	of the Company for each financial year. The	
	years, subject to the Law and the Applicable Public	remaining balance, if any, together with a part or	
	Company Rules and after having considered the	whole of accumulated undistributed profits in the	
	financial, business and operational factors of the	previous years, subject to the Law and the	
	Company, may be distributed as dividends to	Applicable Public Company Rules and after having	
	Members in proportion to their shareholdings in the	considered the financial, business and operational	
	amount of no less than ten per cent (10%) of profit	factors of the Company, may be distributed as	
	after tax of the relevant year. In the event that	dividends to Members in proportion to their	
	dividends are distributed to Members in a	shareholdings in the amount of no less than ten per	
	combination of share dividend and cash dividend,	cent (10%) of profit after tax of the relevant year.	
	cash dividend shall be no less than twenty per cent	In the event that dividends are distributed to	
	(20%) of the total dividends.	Members in a combination of share dividend and	
		cash dividend, cash dividend shall be no less than	
		twenty per cent (20%) of the total dividends.	
	本公司營運係處於成長階段,由董事會視其認為	本公司營運係處於成長階段,由董事會視其認為	
	相關之各項因素,包括但不限於本公司各該會計	相關之各項因素,包括但不限於本公司各該會計	
	年度之盈餘、整體發展、財務規劃、資本需求、	年度之盈餘、整體發展、財務規劃、資本需求、	
	產業展望及本公司未來前景,並由董事會擬具股	產業展望及本公司未來前景,並由董事會擬具股	
	東股利分派議案,提請股東會決議分派之。股份	東股利分派議案,提請股東會決議分派之。股份	

No.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
	於中華民國上市期間,董事會於盈餘分派提案	於中華民國上市期間,董事會於盈餘分派提案	
	時,應於每會計年度盈餘中先:(i)提列支付相關	時,應於每會計年度盈餘中先:(i)提列支付相關	
	會計年度稅款之準備金;(ii)提列彌補過去虧損之	會計年度稅款之準備金;(ii)提列彌補過去虧損之	
	數額;(iii)提列百分之十(10%)之盈餘公積(下	數額;(iii)提列百分之十(10%)之盈餘公積(下	
	稱「法定盈餘公積」);及(iv)提列或迴轉中華民國	稱「法定盈餘公積」);及(iv)提列或迴轉中華民國	
	證券主管機關依公開發行公司規則要求之特別盈	證券主管機關依公開發行公司規則要求之特別盈	
	餘公積。如有剩餘,得併同以往年度累積之未分	餘公積,或是本公司以章程訂定或股東會特別決	
	配盈餘之全部或一部,依開曼公司法及公開發行	<b>議所提列之特別盈餘公積</b> 。如有剩餘,得併同以	
	公司規則,在考量財務、業務及經營因素後,以	往年度累積之未分配盈餘之全部或一部,依開曼	
	不低於當年度稅後盈餘之百分之十(10%),作為	公司法及公開發行公司規則,在考量財務、業務	
	股東股利,依股東持股比例進行分派。股東股利	及經營因素後,以不低於當年度稅後盈餘之百分	
	採股票股利及現金股利兩者方式互相配合方式分	之十(10%),作為股東股利,依股東持股比例進	
	派,惟其中現金股利不得低於百分之二十(20%)。	行分派。股東股利採股票股利及現金股利兩者方	
		式互相配合方式分派,惟其中現金股利不得低於	
		百分之二十(20%)。	
第 19.4 條	A Member's requisition set forth in Article 19.3 is a	A Member's requisition set forth in Article 19.3 is a	參照臺灣公司法用
	requisition of one or more Members of the Company	requisition of one or more Members of the Company	語,酌予調整。
	holding in the aggregate at the date of deposit of the	holding in the aggregate at the date of deposit of the	
	requisition not less than three per cent (3%) of the	requisition not less than three per cent (3%) of the	
	total number of issued shares of the Company which	total number of issued and outstanding shares of	

No.	<b>Current Provisions</b>	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
	as at that date have been held by such Member(s) for	the Company which as at that date have been held	
	at least one year.	by such Member(s) for at least one year.	
	本章程第19.3條所稱之股東請求,係指股東一人	本章程第 19.3 條所稱之股東請求,係指股東一人	
	或數人提出之請求,且於提出請求時,其已繼續	或數人提出之請求,且於提出請求時,其已繼續	
	一年以上合計持有已發行股份總數百分之三以上	一年以上合計持有已發行股份總數百分之三以上	
	股份者。	股份者。	
第 19.7 條	本條新增。	Any one or more Members continuously holding	為配合 2018 年 11 月
		more than half of the total issued and outstanding	30日股東權益保護事
		shares of the Company for a period of no less	項檢查表,增訂第
		than three (3) months may convene an	19.7 條之規定。
		extraordinary general meeting. The number of	
		Shares held by such Member or Members and	
		the holding period of which such Member or	
		Members hold such Shares shall be calculated	
		and determined based on the Register of	
		Members as of the first day of the relevant book	
		closed period.	
		繼續三個月以上,持有已發行股份總數過半數股	
		份之股東,得自行召集股東臨時會。股東持股期	
		間及持股數之計算,以停止過戶期間起始日當時	

No.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
		之持股為準。	
第 19.8 條	本條新增。	In addition to the circumstance where the Board	為配合 2018 年 11 月
		should have convened a general meeting but does	30日股東權益保護事
		not or is unable to convene a general meeting	項檢查表,增訂第
		pursuant to the Applicable Law, the Applicable	19.8 條之規定。
		Public Company Rules or these Articles, an	
		<b>Independent Director from the Audit Committee</b>	
		of the Company may also, for the benefit of the	
		Company, call a general meeting when it is	
		deemed necessary.	
		除董事會依適用法律、公開發行公司規則或本章	
		程之規定應召集而不為召集或不能召集股東會	
		外,審計委員會之任一獨立董事亦得為本公司利	
		益,於必要時,召集股東會。	
第 20.6 條	For so long as the shares are listed on the TWSE in	For so long as the shares are listed on the TWSE in	為配合 2018 年 11 月
	the ROC, the following matters shall be stated in the	the ROC, the following matters shall be stated in the	30日股東權益保護事
	notice of a general meeting, with a summary of the	notice of a general meeting, with a summary of the	項檢查表,增訂第
	major content to be discussed, and shall not be	major content to be discussed, and shall not be	20.6 條後段及該條第
	proposed as an extemporary motion:	proposed as an extemporary motion; the major	(c) 款及第(d) 款
	(a) election or discharge of Directors,	contents may be posted on the website designated	之規定。後續各款條

No.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
	(b)alteration of the Memorandum or	by the ROC securities authorities or the	文並依次遞延。
	Articles,(Omitted)	Company, and such website shall be indicated in	
		the notice:	
		(a) election or discharge of Directors,	
		(b)alteration of the Memorandum or Articles,	
		(c) any share capital reduction or compulsory	
		purchase and cancellation of Shares pursuant to	
		Article 3.5,	
		(d) applying for the approval of ceasing the status	
		as a public company,(Omitted)	
	股份於中華民國上市期間,下列事項,應載明於	股份於中華民國上市期間,下列事項,應載明於	
	股東會召集通知並說明其主要內容,且不得以臨	股東會召集通知並說明其主要內容,且不得以臨	
	時動議提出:	時動議提出 <u>;其主要內容得置於中華民國證券主</u>	
	(a)選舉或解任董事;	管機關或本公司指定之網站,並應將其網址載明	
	(b) 修改章程大綱或本章程;	於召集通知:	
		(a)選舉或解任董事;	
		(b)修改章程大綱或本章程;	
		(c)減資或依本章程第 3.5 條規定強制買回本公司	
		股份並予銷除;	
		(d)申請停止公開發行;(略)	

No.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
第 20.7 條	For so long as the shares are listed on the TWSE in	For so long as the shares are listed on the TWSE in	為配合 2018 年 11 月
	Taiwan, the Board shall keep the Memorandum and	Taiwan, the Board shall keep the Memorandum and	30日股東權益保護事
	Articles, minutes of general meetings, financial	Articles, minutes of general meetings, financial	項檢查表,修訂第
	statements, the Register of Members, and the	statements, the Register of Members, and the	20.7 條之規定。
	counterfoil of any corporate bonds issued by the	counterfoil of any corporate bonds issued by the	
	Company at the Registered Office (if applicable) and	Company at the Registered Office (if applicable) and	
	the Company's stock affairs agent located in the	the Company's stock affairs agent located in the	
	ROC. Members may request, from time to time, by	ROC. Members may request, from time to time, by	
	submitting document(s) evidencing his interests	submitting document(s) evidencing his interests	
	involved and indicating the designated scope of the	involved and indicating the designated scope of the	
	inspection, access to inspect, review or make	inspection, access to inspecting, transcribing and	
	copies of the foregoing documents.	making copies of the above documents; the	
		Company shall make its stock affairs agent	
		provide the above documents.	
	股份於中華民國上市期間,董事會應將章程大綱	股份於中華民國上市期間,董事會應將章程大綱	
	及本章程、股東會議事錄、財務報表、股東名冊	及本章程、股東會議事錄、財務報表、股東名冊	
	以及本公司發行的公司債存根簿備置於註冊處所	以及本公司發行的公司債存根簿備置於註冊處所	
	(如有適用)及本公司於中華民國境內之股務代	(如有適用)及本公司於中華民國境內之股務代	
	理機構。股東得隨時檢具利害關係證明文件,指	理機構。股東得隨時檢具利害關係證明文件,指	
	定查閱範圍,請求檢查、查閱或抄錄。	定查閱範圍,請求檢查、查閱 <u>、</u> 抄錄 <u>或複製;本</u>	

No.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
		公司並應令該等股務代理機構提供。	
第 23.6 條	For so long as the shares are listed on the TWSE in	For so long as the shares are listed on the TWSE in	為配合 2018 年 11 月
	the ROC, member(s) holding one per cent (1%) or	the ROC, Member(s) holding one per cent (1%) or	30日股東權益保護事
	more of the Company's total issued shares	more of the Company's total issued shares	項檢查表,修訂第
	immediately prior to the relevant book close period,	immediately prior to the relevant book close period,	23.6 條之規定。
	during which the Company closed its Register of	during which the Company closed its Register of	
	Members, may propose to the Company in writing	Members, may propose to the Company in writing	
	one matter for discussion at an annual general	or by way of electronic transmission proposal(s)	
	meeting. The Company shall give a public notice	for discussion at an annual general meeting. The	
	in such manner and at such time as permitted by	Company shall give a public notice in such manner	
	Applicable Law specifying the place and a period of	and at such time as permitted by Applicable Law	
	not less than ten (10) days for Members to submit	specifying the place and a period of not less than ten	
	proposals. Proposals submitted for discussion at an	(10) days for Members to submit proposals. The	
	annual general meeting shall not be included in the	Board shall include a proposal submitted by	
	agenda of the annual general meeting where (a)	Member(s) for discussion at an annual general	
	the proposing Member(s) holds less than one cent	meeting <u>unless</u> where (a) the proposing Member(s)	
	(1%) of the Company's total issued shares, (b) the	holds less than one cent (1%) of the Company's total	
	matter of such proposal may not be resolved by a	issued shares, (b) the matter of such proposal may	
	general meeting; (c) the proposing Member(s) has	not be resolved by a general meeting; (c) the	
	proposed more than one proposal; or (d) the	proposing Member(s) has proposed more than one	

No.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
	proposal is submitted to the Company after the date	proposal; (d) the proposal contains more than	
	fixed and announced by the Company for accepting	three hundred (300) words; or (e) the proposal is	
	Member(s)' proposal(s).	submitted to the Company after the date fixed and	
		announced by the Company for accepting	
		Member(s)' proposal(s). If a proposal submitted by	
		Member(s) is intended to urge the Company to	
		promote public interests or fulfil its social	
		responsibilities, the Board may include the	
		proposal notwithstanding that one of the	
		circumstances set forth in this Article applies.	
	股份於中華民國上市期間,於相關之股東名冊停	股份於中華民國上市期間,於相關之股東名冊停	
	止過戶期間前,持有已發行股份總數百分之一以	止過戶期間前,持有已發行股份總數百分之一以	
	上股份之股東,得以書面向公司提出一項股東常	上股份之股東,得以書面 <u>或電子受理方式</u> 向公司	
	會議案。本公司應依適用法律所許可之方式與時	提出股東常會議案。本公司應依適用法律所許可	
	間辦理公告,敘明受理股東提案之處所及不少於	之方式與時間辦理公告,敘明受理股東提案之處	
	十日之受理期間。 <u>下列提案均不列入議案</u> :(a)提	所及不少於十日之受理期間。 <b>除有下列情事之一</b>	
	案股東持股未達已發行股份總數百分之一者;(b)	者外,股東所提議案,董事會應予列入:(a)提案	
	該 <u>提</u> 案事項非股東會所得決議者;(c)該提案股東	股東持股未達已發行股份總數百分之一者;(b)該	
	提案超過一項者;或(d)該提案於公告受理期間截	<u>議</u> 案事項非股東會所得決議者;(c)該提案股東提	
	止日後提出者。	案超過一項者; <u>(d)該提案超過三百字者</u> ;或 <u>(e)</u> 該	

No.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
		<u>議</u> 案於公告受理期間截止日後提出者。 <u>如股東提</u>	
		案係為敦促本公司增進公共利益或善盡社會責任	
		之建議,縱有本條各項所定情形者,董事會仍得	
		列入議案。	
第 28.3 條	本條新增。	Without prejudice to the Applicable Law, in the	增訂第 28.3 條之規
		event the Company and a Member making a	定,俾使本公司得參
		request pursuant to this Article 28 fail to reach an	照臺灣法令之規定踐
		agreement on the purchase price within sixty (60)	行相關程序,以保障
		days following the date of the resolution, the	股東權益。
		Member may, within thirty (30) days after such	
		sixty (60) days period, file a petition to the R.O.C.	
		Courts for a ruling on the appraisal price.	
		However, for the purpose of protecting rights of	
		the dissenting Member, the Company may elect	
		to act in accordance with the laws of place where	
		the securities of the Company are registered or	
		listed.	
		在不違反適用法律之情形下,依本章程第28條行	
		使股份收買請求權之股東,與本公司在股東會決	
		議日起六十日內未達成協議者,得在此期間經過	

No.	<b>Current Provisions</b>	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
		後三十日內,向中華民國法院聲請為價格之裁	
		定。惟本公司亦得為保障異議股東之權益而依據	
		掛牌地國法令辦理。	
第 36.1 條	The Company may from time to time by Super	The Company may from time to time by Super	為配合 2018 年 11 月
	majority Resolution remove any Director from	majority Resolution remove any Director from	30日股東權益保護事
	office. Where <u>re-election of</u> all Directors is <u>effected</u>	office. Where all Directors is <u>re-elected</u> at a general	項檢查表,修訂第
	by a resolution adopted at a general meeting prior	meeting prior to the expiration of the term of office	36.1 條之規定,並酌
	to the expiration of the term of office of existing	of existing Directors in accordance with Article	予調整條文之用語。
	Directors, the term of office of all current Directors	35.2, the term of office of all current Directors is	
	is deemed to have expired on the date of the	deemed to have expired on the date of the re-election	
	re-election or any other date as otherwise resolved	or any other date as otherwise resolved by the	
	by the Members at the general meeting if the	Members at the general meeting if the Members do	
	Members do not resolve that all current Directors	not resolve that all current Directors will only retire	
	will only retire at the expiration of their present term	at the expiration of their present term of office.	
	of office. Members present in person or by proxy,	Members present in person or by proxy, representing	
	representing more than one-half of the total issued	more than one-half of the total issued shares shall	
	shares shall constitute a quorum for any general	constitute a quorum for any general meeting to	
	meeting to re-elect all Directors.	re-elect all Directors.	
	本公司得隨時以重度決議解除任何董事之職務。	本公司得隨時以重度決議解除任何董事之職務。	
	於本公司董事任期尚未屆滿前,倘經股東會 <u>決議</u>	於本公司董事任期尚未屆滿前,倘經股東會依本	

No.	<b>Current Provisions</b>	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
	改選全體董事者,如未決議原董事於任期屆滿始	章程第 35.2 條改選全體董事者,如未決議原董事	
	為解任,應視為於改選時或股東會決議之其他日	於任期屆滿始為解任,應視為於改選時或股東會	
	期提前解任。前述改選應有代表已發行股份總數	決議之其他日期提前解任。前述改選應有代表已	
	過半數股東之親自出席或委託代理人出席。	發行股份總數過半數股東之親自出席或委託代理	
		人出席。	
第 37.1 條	(f) with immediate effect without any action required	(f) with immediate effect without any action required	為配合 2018 年 11 月
	on behalf of the Company if	on behalf of the Company if	30日股東權益保護事
	(i) the Director has <b>been adjudicated</b> bankrupt, and	(i)the Director has bankrupt or is adjudicated of	項檢查表,修訂第
	has not been reinstated to his rights and	commencement of liquidation proceeding by a	37.1 條第 (f) 款之規
	privileges;	court under the laws of any jurisdiction, and	定,並酌予調整條文
	(ii) an order is made by any competent court or	has not been reinstated to his rights and	之用語。
	official on the grounds that the Director has no	privileges;	
	legal capacity, or his legal capacity is restricted	(ii) an order is made by any competent court or	
	according to Applicable Law;	official on the grounds that the Director has no	
	(iii) the Director has committed an offence as	legal capacity, or his legal capacity is restricted	
	specified in the ROC statute of prevention of	according to Applicable Law;	
	organizational crimes and subsequently has	(iii) the Director has committed <u>a crime under</u>	
	been adjudicated guilty by a final judgment,	Statute for Prevention of Organizational	
	and the time elapsed after he has served the	Crimes of the ROC and has been convicted	
	<u>full term of the sentence</u> is less than five (5)	thereof, and has not started serving the	

No.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
	years;	sentence, has not completed serving the	
	(iv) the Director has committed an offence in terms	sentence, or the time elapsed after completion	
	of fraud, breach of trust or misappropriation and	of serving the sentence, expiration of the	
	subsequently has been punished with	<b>probation, or pardon</b> is less than five (5) years;	
	imprisonment for a term of more than one (1)	(iv) the Director has committed a final sentence	
	year, and the time elapsed after he has served	involving imprisonment for a term of more	
	the full term of such sentence is less than two	than one (1) year for commitment of fraud,	
	(2) years;	breach of trust or misappropriation, and has not	
	(v)the Director has been adjudicated guilty by a	started serving the sentence, has not completed	
	final judgment for misappropriating public	serving the sentence, or the time elapsed after	
	funds during the time of his public service,	completion of serving the sentence, expiration	
	and the time elapsed after he has served the full	of the probation, or pardon is less than two (2)	
	<u>term of such sentence</u> is less than two (2) years;	years;	
	or	(v)the Director has been <u>imposed a final sentence</u>	
	(vi) the Director has been dishonored for use of	due to violation of the Anti-corruption Act of	
	<u>credit</u> instruments, and the term of such sanction	the ROC, and has not started serving the	
	has not expired yet.	sentence, has not completed serving the	
		sentence, or the time elapsed after completion of	
		serving the sentence, expiration of the	
		<u>probation, or pardon</u> is less than two (2) years;	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
<b>派</b> 人	九11 徐文	(vi) the Director has been dishonored for use of	沙工坯田
		cheques and other negotiable instruments, and	
		the term of such sanction has not expired yet; or	
		(vii) an order has been made by any competent	
		court or authority on the grounds that the	
		Director is or may be suffering from mental	
		disorder or is otherwise incapable of managing	
		his affairs and such order has not been	
		revoked.	
	(f)董事有下列情事之一者,當然解任:	(f) 董事有下列情事之一者,當然解任:	
	(i)受破產之宣告,尚未復權者;	(i) 受破產之宣告 <u>或經法院裁定開始清算程序</u> ,尚	
	(ii)經相關管轄法院或官員裁決其無行為能力,或	未復權者;	
	依適用法律,其行為能力受有限制;	(ii)經相關管轄法院或官員裁決其無行為能力	
	(iii)曾犯中華民國 <u>法規禁止之組織犯罪</u> ,經有罪判	<u>者</u> ,或依適用法律,其行為能力受有限制 <u>者</u> ;	
	決確定, <u>且服刑期滿尚</u> 未逾五年;	(iii)曾犯中華民國 <u>組織犯罪防制條例規定之罪</u> ,	
	(iv)曾因刑事詐欺、背信或侵占罪,經受有期徒刑	經有罪判決確定, <b>尚未執行、尚未執行完畢,</b>	
	一年以上 <u>宣告,服刑期滿尚</u> 未逾二年;	<u>或執行完畢、緩刑期滿或赦免後</u> 未逾五年 <u>者</u> ;	
	(v)曾 <u>服公務虧空公款</u> ,經有罪判決確定, <u>服刑期</u>	(iv)曾因刑事詐欺、背信或侵占罪,經受有期徒	
	<b>满尚</b> 未逾二年; <u>或</u>	刑一年以上 <u>之刑之確定,尚未執行、尚未執行</u>	
	(vi) <b>曾因使用信用工具而</b> 經拒絕往來尚未期滿者。	<u>完畢,或執行完畢、緩刑期滿或赦免後未</u> 逾二	

No.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
		年者;	
		(v)曾 <b>犯貪污治罪條例之罪</b> ,經判決有罪確定, <u>尚</u>	
		未執行、尚未執行完畢,或執行完畢、緩刑期	
		<u>滿或赦免後</u> 未逾二年者;	
		(vi) <b>使用票據</b> 經拒絕往來尚未期滿者 <u>;或</u>	
		(vii)被有管轄權法院或主管機關以其為或將為心	
		智缺陷,或因其他原因而無法處理自己事務為	
		由作出裁決而尚未撤銷。	
第 37.2 條	For so long as the shares are listed on the TWSE in	For so long as the shares are listed on the TWSE in	為配合 2018 年 11 月
	the ROC, in case a Director has, during the term of	the ROC, in case a Director (other than	30日股東權益保護事
	office as a Director, transferred more than one half	<u>Independent Director</u> ) has, during the term of	項檢查表,修訂第
	of the Company's shares being held by him at the	office as a Director, transferred more than one half	37.2 條之規定。
	time he was elected, he shall, ipso facto, be removed	of the Company's shares being held by him at the	
	automatically from the office of Director with	time he was elected, he shall, ipso facto, be removed	
	immediate effect and in such case no approval from	automatically from the office of Director with	
	the Members shall be required.	immediate effect and in such case no approval from	
		the Members shall be required.	
	股份於中華民國上市期間,若董事在任期中轉讓	股份於中華民國上市期間,若董事 <u>(不含獨立董</u>	
	股份超過選任當時所持有公司股份數額二分之一	事) 在任期中轉讓股份超過選任當時所持有公司	
	時,當然解任,其解任毋須經股東會之同意立即	股份數額二分之一時,當然解任,其解任毋須經	

No.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
	生效。	股東會之同意立即生效。	
第 37.3 條	For so long as the shares are listed on the TWSE in	For so long as the shares are listed on the TWSE in	為配合 2018 年 11 月
	the ROC, the election of a newly elected Director	the ROC, the election of a newly elected Director	30日股東權益保護事
	shall be forthwith invalidated if said Director, before	(other than Independent Director) shall be	項檢查表,修訂第
	assuming office, transferred more than one half of	forthwith invalidated if said Director, before	37.3 條之規定。
	the Company's shares being held by him at the time	assuming office, transferred more than one half of	
	of his election as a Director, or if said Director,	the Company's shares being held by him at the time	
	during the book closure period prior to a general	of his election as a Director, or if said Director,	
	meeting, has transferred more than one half of the	during the book closure period prior to a general	
	Company's shares being held by him.	meeting, has transferred more than one half of the	
		Company's shares being held by him.	
	股份於中華民國上市期間,董事當選後,於就任	股份於中華民國上市期間,董事 <u>(不含獨立董事</u> )	
	前轉讓超過選任當時所持有之本公司股份數額二	當選後,於就任前轉讓超過選任當時所持有之本	
	分之一時,或於股東會召開前之停止股票過戶期	公司股份數額二分之一時,或於股東會召開前之	
	間,轉讓持股超過二分之一時,毋須經股東會之	停止股票過戶期間,轉讓持股超過二分之一時,	
	同意,其當選失其效力。	毋須經股東會之同意,其當選失其效力。	
第 47.2 條	Notwithstanding anything to the contrary contained	Notwithstanding anything to the contrary contained	為配合 2018 年 11 月
	in this Article 47, a Director who is directly or	in this Article 47, a Director who is directly or	30日股東權益保護事
	indirectly interested in any matter under discussion	indirectly interested in any matter under discussion	項檢查表,修訂第
	at a meeting of the Directors or a contract or	at a meeting of the Directors or a contract or	47.2 條之規定。

No.	Current Provisions	Proposed Amendments	Explanations
條次	現行條文	修正條文草案	修正理由
	proposed contract or arrangement with the Company	proposed contract or arrangement with the Company	
	shall declare the nature and the essential contents of	shall declare the nature and the essential contents of	
	such interest at the relevant meeting of the Directors	such interest at the relevant meeting of the Directors	
	as required by the Applicable Law.	as required by the Applicable Law. Where the	
		spouse, a blood relative within the second degree	
		of kinship of a Director as defined under the Civil	
		Code of the ROC, or any company which has a	
		controlling or subordinate relation with a	
		Director bear any interest in the matter under	
		discussion at a Board meeting, such Director shall	
		be deemed to bear a personal interest in the	
		matter.	
	縱本章程第47條有相反規定,董事對於董事會議	縱本章程第47條有相反規定,董事對於董事會議	
	討論之事項或與本公司之契約、擬簽定之契約或	討論之事項或與本公司之契約、擬簽定之契約或	
	協議有直接或間接利害關係者,應依適用法律於	協議有直接或間接利害關係者,應依適用法律於	
	相關之董事會說明其自身利害關係之性質及重要	相關之董事會說明其自身利害關係之性質及重要	
	內容。	內容。董事之配偶、依中華民國民法定義之二親	
		等內血親,或與董事具有控制從屬關係之公司,	
		就董事會議之事項有利害關係者,視為董事就該	
		事項有自身利害關係。	

No.	<b>Current Provisions</b>	<b>Proposed Amendments</b>	Explanations
條次	現行條文	修正條文草案	修正理由
第 48.3 條	To the extent permitted under the laws of the	To the extent permitted under the laws of the	為配合 2018 年 11 月
	Cayman Islands, Members continuously holding	Cayman Islands, Members continuously holding one	30日股東權益保護事
	three per cent (3%) or more of the total issued shares	per cent (1%) or more of the total issued shares of	項檢查表,修訂第
	of the Company for a year or longer may:	the Company for six (6) months or longer may:	48.3 條之規定。
	(a) request in writing the Board to authorise any	(a)request in writing any Independent Director of	
	Independent Director of the Audit Committee to file	the Audit Committee to file a petition with the Taipei	
	a petition with the Taipei District Court, ROC for	District Court, ROC for and on behalf of the	
	and on behalf of the Company against any of the	Company against any of the Directors;	
	Directors; or ···(ommitted)	or(ommitted)	
	在開曼群島法允許之範圍內,繼續一年以上持有	在開曼群島法允許之範圍內,繼續六個月以上持	
	本公司已發行股份總數 <u>百分之三</u> 以上之股東得:	有本公司已發行股份總數 <u>百分之一</u> 以上之股東	
	(a)以書面請求董事會授權審計委員會之獨立董事	得:	
	為本公司對董事提起訴訟,並得以臺灣臺北地方	(a)以書面請求董事會授權審計委員會之獨立董事	
	法院為第一審管轄法院;或(略)	為本公司對董事提起訴訟,並得以臺灣臺北地方	
		法院為第一審管轄法院;或(略)	

<sup>\*</sup>本公司修訂後之章程大綱及章程應以英文版本為準;如僅為章程大綱及章程中譯文之文字調整,不予臚列。

## 【附件六】資金貸與他人處理程序修訂前後條文對照表

	修正條文	現行條文	說明
子公	第二條:貸與對象 本公司應依公司法臺灣證券交易法第 三十六條之一及臺灣金融監督管理委 員會最新頒佈之「公開發行公司資金 貸與及背書保證處理準則」規定辦理 資金貸與作業。	第二條:貸與對象 本公司應依公司法規定辦理資金 貸與作業。	
司	第四條:資金貸與總額及個別對象 之限額本公司資金貸與各項限額應 符合下列規定:	第四條:資金貸與總額及個別對 象之限額本公司資金貸與各項 限額應符合下列規定:	依照法人
	第(一)~(二)項略。 (三)本公司直接及間接持有表決權 股份百分之百之國外公司間從事資	第(一)~(二)項略。 (三)本公司直接及間接持有表決權股份百分之百之國外公司間	令修訂
	金貨與,不受第二款之限制。但仍 應訂定資金貸與之限額、期限及計 息方式集團母公司直接及間接持有	從事資金貸與,不受第二款之限制。但仍應訂定資金貸與之限額、期限及計息方式。	
	表決權股份百分之百之國外公司間 從事資金貸與,或本公司直接及間 接持有表決權股份百分之百之國外 公司對該本公司從事資金貸與,貸		
	與總金額以不超過本公司淨值百分 之百為限;個別貸與金額以不超過 本公司淨值百分之百為限;貸與期		
	限以一年為限;計息方式應參酌本公司於金融機構之存、借款利率水準訂定之。		
	公司負責人違反第一項及前項但書 規定時,應與借用人連帶負返還責 任;如公司受有損害者,亦應由其		
	負損害賠償責任。	ないな・ハル 中却 和 戸	
	第八條:公告申報程序 第一項略。 (二)除按月公告申報資金貸與餘額 外,本公司資金貸與餘額達下列標準 之一時,財務部應即檢附相關資料通 知會計處於事實發生日之即日起算二	第八條:公告申報程序 第一項略。 (二)除按月公告申報資金貸與餘額達下列 額外,本公司資金貸與餘額達下列 標準之一時,財務部應即檢附相關 資料通知會計處於事實發生日之	
	日內依相關規定於規定期限內辦理公告申報:	即日起算二日內依相關規定於規 定期限內辦理公告申報:	

	依母公司資金貸與辦法公告辦理。 第三項略。 (四)本作業程序所稱事實發生日 ,係指 <del>交易</del> 簽約日、付款日、董事 會決議日或其他足資確定 <del>交易資金</del> 貸與對象及 <del>交易</del> 金額之日等日期孰 前者。	1、本公司資金貸與餘額達本公司 最近期財務報表淨值百分之二十 以上者。 2、本公司對單一企業資金貸與餘 額達本公司最近期財務報表淨值 百分之十以上者。 3、本公司新增資金貸與他人金額 達新臺幣一千萬元以上且達本公 司最近期財務報表淨值百分之二 以上者。 第三項略。	
		(四)本作業程序所稱事實發生 日,系指交易簽約日、付款日、董 事會決議日或其他足資確定交易 對象及交易金額之日等日期孰前 者。	
	第十二條: 本作業程序經董事會決議通過後, 意 一一一一一一一一一一一一一一一一一一一一一一一一一一一一一一一一一一一	第十二條: 一條: 一條: 一條: 一條: 一條: 一條: 一條: 一	
	修正條文	現行條文	說明
母公	第二條:貸與對象 本公司應依 <del>公司法臺灣證券交易法第</del> 三十六條之一及臺灣金融監督管理委 員會最新頒佈之「公開發行公司資金 貸與及背書保證處理準則」規定辦理 資金貸與作業。	第二條:貸與對象 本公司應依公司法規定辦理資金 貸與作業。	依照法令修訂
	第四條:資金貸與總額及個別對象之 限額本公司資金貸與各項限額應符合 下列規定: 第一~二項略。	第四條:資金貸與總額及個別對象 之限額本公司資金貸與各項限額 應符合下列規定: 第一~二項略。	依照法令

依照法令修訂

修

訂

(三)本公司直接及間接持有表決權股份百分之百之國外公司間從事資金貸與、不受第二款之限制。但仍應訂定資金貸與之限額、期限及計息方式集團母公司直接及間接持有表決權股份百分之百之國外公司間從事資金貸與,或本公司直接及間接持有表決權股份百分之百之國外公司對該本公司與份百分之百之國外公司對該本公司從事資金貸與,貸與總金額以不超過該公司淨值百分之百為限;價與期限以一年為限;計息方式應參酌該公司於金融機構之存、借款利率水準訂定之。

公司負責人違反第一項及前項但書規 定時,應與借用人連帶負返還責任; 如公司受有損害者,亦應由其負損害 賠償責任。

第八條:公告申報程序 第一項略。

(二)除按月公告申報資金貸與餘額外,本公司資金貸與餘額達下列標準之一時,財務部應即檢附相關資料通知會計處於事實發生日之即日起算二日內依相關規定於規定期限內辦理公告申報:

1、本公司<u>及子公司</u>資金貸與餘額達本公司最近期財務報表淨值百分之二十以上者。

- 2、本公司<u>及子公司</u>對單一企業資金貸 與餘額達本公司最近期財務報表淨值 百分之十以上者。
- 3、本公司<u>或子公司</u>新增資金貸與他人 金額達新臺幣一千萬元以上且達本公 司最近期財務報表淨值百分之二以上 者。

第三~四項略。

第十二條:

第一項略。

另本公司已設置獨立董事,於董事會 討論本作業程序時,應充分考慮各獨 立董事之意見,獨立董事如有反對意 見或保留意見,應於董事會議事錄載 明。

第三~四項略。

第八條:公告申報程序

第一項略。 (二)除按月公告申報資金貸與餘額達下列 額外,本公司資金貸與餘額達下列 標準之一時,財務部應即檢附相關 資料通知會計處於事實發生日之 即日起算二日內依相關規定於規

(三)本公司直接及間接持有表決

權股份百分之百之國外公司間從

事資金貸與,不受第二款之限制。

但仍應訂定資金貸與之限額、期限

及計息方式。

1、本公司資金貸與餘額達本公司 最近期財務報表淨值百分之二十 以上者。

定期限內辦理公告申報:

- 2、本公司對單一企業資金貸與餘額達本公司最近期財務報表淨值百分之十以上者。
- 3、本公司新增資金貸與他人金額 達新臺幣一千萬元以上且達本公 司最近期財務報表淨值百分之二 以上者。

第三~四項略。

第十二條:

第一項略。

另本公司已設置獨立董事,於董事 會討論本作業程序時,應充分考慮 各獨立董事之意見,並將其同意或 反對之明確意見及反對之理由列 入董事會紀錄。

第三~四項略。

照法令修訂

依

## 【附件七】背書保證處理程序修訂前後條文對照表

修正條文	現行條文	說明
第五條:背書保證之額度	第五條:背書保證之額度	依
一、為他公司本公司及子公司所為之背	一、為他公司所為之背書保證總額以不	照
書保證總額以不超過本公司最近期經	超過本公司最近期經會計師簽證或會計	法
會計師簽證或會計師核閱報告所示之	師核閱報告所示之淨值為限,並應于股	令
財務報表淨值百分之五十為限。如需超	東會說明其必要性及合理性。	修
過並應於股東會說明其必要性及合理	第二~三項略。	訂
性後,始得訂定。	四、本公司整體得為背書保證之總額及	
第二~三項略。	對單一企業背書保證之金額亦以本條第	
四、本公司及子公司整體得為背書保證	一項、第二項之規定為限。	
之總額及對單一企業背書保證之金額	第五項略。	
亦以本條第一項、第二項之規定為限。		
第五項略。		
第十條:決策及授權層級	第十條:決策及授權層級	
對單一企業背書保證額度,應先呈董事	對單一企業背書保證額度,應先呈董事	
長審核,再提請董事會決議通過後據以	長審核,再提請董事會決議通過後據以	
為之。董事會休會期間,在總額度內授	為之。董事會休會期間,在總額度內授	
權董事長得先行決行,事後報經最近期	權董事長得先行決行,事後報經最近期	
之董事會追認之。	之董事會追認之。	
本公司為他人背書保證時,應充分考慮	本公司為他人背書保證時,應充分考慮	
各獨立董事之意見,並將其同意或反對	各獨立董事之意見,並將其同意或反對	
之明確意見及反對之理由列入董事會	之明確意見及反對之理由列入董事會紀	
紀錄。獨立董事如有反對意見或保留意	錄。	
見,應於董事會議事錄載明。		
第十一條:公告申報程序	第十一條:公告申報程序	
第一項略。	第一項略。	
二、本公司公司背書保證餘額達下列標	二、本公司公司背書保證餘額達下列標	
準之一者,應於事實發生日之即日起算	準之一者,應於事實發生日之即日起算	
二日內依相關規定於規定期限內辦理	二日內依相關規定於規定期限內辦理公	
公告申報:	告申報:	
本公司及子公司背書保證餘額達本公	本公司背書保證餘額達本公司最近期財	
司最近期財務報表淨值百分之五十以	務報表淨值百分之五十以上者。	
上者。	本公司對單一企業背書保證餘額達本公	
本公司及子公司對單一企業背書保證	司最近期財務報表淨值百分之二十以上	
餘額達本公司最近期財務報表淨值百	者。	
分之二十以上者。	本公司對單一企業背書保證餘額達新臺	
本公司及子公司對單一企業背書保證	幣一千萬元以上且對其背書保證、長期	
餘額達新臺幣一千萬元以上且對其背	性質之投資及資金貸與餘額合計數達本	
書保證、採用權益法之投資帳面金額	公司最近期財務報表淨值百分之三十以	
長期性質之投資及資金貸與餘額合計	上者。	
數達本公司最近期財務報表淨值百分	本公司新增背書保證金額達新臺幣三千	

之三十以上者。

本公司<u>或子公司</u>新增背書保證金額達 新臺幣三千萬元以上且達本公司最近 期財務報表淨值百分之五以上者。 萬元以上且達本公司最近期財務報表淨 值百分之五以上者。

第十三條:辦理背書保證應注意事項 本公司之內部稽核人員應至少每季稽 核背書保證作業程序及其執行情形,並 作成書面紀錄,如發現重大違規情事, 應即以書面通知監事審計委員會。

本公司如因情事變更,致背書保證對象不符合本程序規定,或背書保證金額超限時,則稽核單位應督促財務部對於該對象所背書保證之金額或超限部份應訂定改善計畫,並將該改善計畫送監事審計委員會,以及報告於董事會,並依計畫時程完成改善。

本公司辦理背書保證因業務需要,而有超過本程序所訂額度之必要且符合本程序所訂額度之必要且符合並出程序所訂條件者,應經董事會同意並生地大之董事對公司超限可能產生之損失具名聯保,並修正本程序,應會追認之;股東會不同意時,應於董事會對之明確意見及對之明確意見,應於董事會議事錄載明。

本公司背書保證對象若為最近期財務 報表淨值低於實收資本額二分之一之 子公司,應由財務部每年取得被保證對 象之年度財務報表,進行必要性及合理 性之風險評估報告後,一併送呈董事長 核准。 第十三條:辦理背書保證應注意事項 本公司之內部稽核人員應至少每季稽核 背書保證作業程序及其執行情形,並作 成書面紀錄,如發現重大違規情事,應 即以書面通知監事。

本公司如因情事變更,致背書保證對象 不符合本程序規定,或背書保證金額超 限時,則稽核單位應督促財務部對於該 對象所背書保證之金額或超限部份應訂 定改善計畫,並將該改善計畫送監事, 以及報告於董事會,並依計畫時程完成 改善。

本公司背書保證對象若為最近期財務報 表淨值低於實收資本額二分之一之子公 司,應由財務部每年取得被保證對象之 年度財務報表,進行必要性及合理性之 風險評估報告後,一併送呈董事長核准。

第十四條:實施與修訂

本程序經董事會通過後,送各監事審計 委員會並提報股東會同意,如有董事表 示異議且有紀錄或書面聲明者,本公司 應將其異議並送各監事審計委員會及 提報股東會討論,修正時亦同。

另本公司已設置獨立董事時,依前項規 定將本作業程序提報董事會討論時,應 充分考慮各獨立董事之意見,<del>並將其同</del> 第十四條:實施與修訂

本程序經董事會通過後,送各監事並提 報股東會同意,如有董事表示異議且有 紀錄或書面聲明者,本公司應將其異議 並送各監事及提報股東會討論,修正時 亦同。

另本公司已設置獨立董事時,依前項規 定將本作業程序提報董事會討論時,應 充分考慮各獨立董事之意見,並將其同 意或反對之明確意見及反對之理由列入董事會紀錄獨立董事如有反對意見 或保留意見,應於董事會議事錄載明。 本公司訂定或修正本處理程序時,應經 各監事審計委員會全體成員二分之一 以上同意,並提董事會同意。如未經監 事審計委員會全體成員二分之一以上 同意,得由全體董事三分之二以上同意 行之,並應於董事會議事錄載明監事審 計委員會之決議。

本條文所稱明<mark>監事審計委員會全</mark>體成 員及全體董事,以實際在任者計算之。 意或反對之明確意見及反對之理由列入 董事會紀錄

本公司訂定或修正本處理程序時,應經 各監事全體成員二分之一以上同意,並 提董事會同意。如未經監事全體成員二 分之一以上同意,得由全體董事三分之 二以上同意行之,並應於董事會議事錄 載明監事之決議。

本條文所稱明監事全體成員及全體董事,以實際在任者計算之。

第十五條:本處理程序如有未盡事宜, 悉依相關法令辦理。

本條新增

## 【附件八】取得或處分資產處理程序修訂前後條文對照表

修正條文	現行條文	說
		明
第三條:資產範圍	第三條:資產範圍	
一、有價證券:包括股票、公債、公司	一、有價證券:包括股票、公債、公司	
債、金融債券、表彰基金之有價證券、	債、金融債券、表彰基金之有價證券、	
存託憑證、認購(售)權證、受益證券及資	存託憑證、認購(售)、權證受益證券及	
產基礎證券等投資。	資產基礎證券等投資。	
二、不動產(含土地、房屋及建築、投資	二、不動產(含土地、房屋及建築、投資	
性不動產、土地使用權、營建業之存貨)	性不動產、土地使用權、營建業之存貨)	
及設備。	及設備。	
三、會員證。	三、會員證。	
四、無形資產:包括專利權、著作權、	四、無形資產:包括專利權、著作權、	
商標權、特許權等無形資產。	商標權、特許權等無形資產。	
五、使用權資產。	五、金融機構之債權(含應收款項、買匯	
五六、金融機構之債權(含應收款項、買	貼現及放款、催收款項)。	
匯貼現及放款、催收款項)。	六、衍生性商品。	
六七、衍生性商品。	七、依法律合併、分割、收購或股份受	
七八、依法律合併、分割、收購或股份	讓而取得或處分之資產。	
受讓而取得或處分之資產。	八、其他重要資產。	
<del>八</del> 九、其他重要資產。	7 2 7	
第四條:名詞定義	第四條:名詞定義	
一、衍生性商品:指其價值由特定利率、	一、衍生性商品:指其價值由資產、利	
金融工具價格、商品價格、資產、利率、	率、匯率、指數或其他利益等商品所衍	
匯率、價格或費率指數、信用評等或信	生之遠期契約、選擇權契約、期貨契約	
用指數、或其他利益等商品變數所衍生	、槓桿保證金契約、交換契約,及上述	
之遠期契約、選擇權契約、期貨契約、	商品組合而成之複合式契約等。所稱之	
槓桿保證金契約、交換契約, <del>及上述商</del>	遠期契約,不包含保險契約、履約契約	
品組合而成之複合式契約等上述契約之	、售後服務契約、長期租賃契約及長期	
組合,或嵌入衍生性商品之組合式契約	進(銷)貨合約。	
或結構型商品等。所稱之遠期契約,不	二、依法律合併、分割、收購或股份受	
包含保險契約、履約契約、售後服務契	讓而取得或處分之資產:指參酌中華民	
約、長期租賃契約及長期進(銷)貨 <del>合</del> 契	國企業併購法、金融控股公司法、金融	
約。	機構合併法或其他法律進行合併、分割	
二、依法律合併、分割、收購或股份受	或收購而取得或處分之資產,或參酌中	
讓而取得或處分之資產:指依參酌中華	華民國公司法第一百五十六條第八項	
<del>民國企業</del> 併購法、金融控股公司法、金	規定發行新股受讓他公司股份(以下簡	
融機構合併法或其他法律進行合併、分	稱股份受讓)者。	
割或收購而取得或處分之資產,或依參	三、關係人、子公司:應依證券發行人	
<del>酌中華民國企業</del> 公司法第一百五十六條	財務報告編制準則規定認定之。	
第八項之三規定發行新股受讓他公司股	四、專業估價者:指不動產估價師或其	
份(以下簡稱股份受讓)者。	他依法律得從事不動產、設備資產估價	
三、關係人、子公司:應依證券發行人	業務者。	
財務報告編制準則規定認定之。	第五項略。	
四、專業估價者:指不動產估價師或其	六、所稱「一年內」: 系以本次取得或	
YANA MATERIAL	The section 1 (47) Meaning Section 60	

他依法律得從事不動產、設備<del>資產</del>估價 業務者。

第五項略。

七六、大陸地區投資:指依經濟部投資 審議委員會在大陸地區從事投資或技術 合作許可辦法規定從事之大陸投資。

七、以投資為專業者:指依法律規定設立,並受當地金融主管機關管理之金融控股公司、銀行、保險公司、票券金融公司、信託業、經營自營或承銷業務之證券商、經營自業務之期貨商、證券投資信託事業、證券投資顧問事業及基金管理公司。

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

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

第五條:投資非供營業用不動產<u>及其使</u> 用權資產或與有價證券額度。本公司個 別取得下述資產之額度訂定如下:

一、非供營業使用之不動產及其使用權 資產,其總額不得高於實收資本額的百分之十。

二、投資有價證券之總額不得高於淨值 的百分之一百五十。

三、投資個別有價證券之金額不得高於淨值的百分之五十。

第六條:本公司取得之估價報告或會計師、律師或證券承銷商之意見書,該專業估價者及其估價人員、會計師、律師或證券承銷商<del>與交易當事人不得為關係人應符合下列規定</del>:

未曾因違反本法、公司法、銀行法、保險 法、金融控股公司法、商業會計法,或有 詐欺、背信、侵占、偽造文書或因業務上 犯罪行為,受一年以上有期徒刑之宣告確 定。但執行完畢、緩刑期滿或赦免後已滿 三年者,不在此限。

與交易當事人不得為關係人或有實質關係人之情形。

<del>處分資產之日為基準,往前追溯推算一年,已公告部份免再計入。</del>

七、大陸地區投資:指依經濟部投資審 議委員會在大陸地區從事投資或技術 合作許可辦法規定從事之大陸投資。 八、所稱「最近期財務報表」:系指公 司於取得或處分資產前依法公開經會 計師查核簽證或核閱之財務報表。 九、所稱「審計委員會全體成員」及 所稱「全體董事」,以實際在任者計算 之。

第五條:投資非供營業用不動產與有價 證券額度本公司個別取得下述資產之 額度訂定如下:

一、非供營業使用之不動產,其總額不 得高於實收資本額的百分之十。

二、投資有價證券之總額不得高於淨值 的百分之一百五十。

三、投資個別有價證券之金額不得高於 淨值的百分之五十。

第六條:本公司取得之估價報告或會計師、律師或證券承銷商之意見書,該專業估價者及其估價人員、會計師、律師或證券承銷商與交易當事人不得為關係人。

公司如應取得二家以上專業估價者之估 價報告,不同專業估價者或估價人員不得 互為關係人或有實質關係人之情形。 前項人員於出具估價報告或意見書時 ,應依下列事項辦理:

承接案件前,應審慎評估自身專業能力、 實務經理及獨立性。

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

三、對於所使用之資料來源、參數及資訊 等,應逐項評估其完整性、正確性及合理 性,以做為出具估價報告或意見書之基 礎。

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

第七條:取得或處分不動產<del>或</del> 其使用權資產之處理程序

一、評估及作業程式

本公司取得或處分不動產<del>或、</del>設備<u>或其</u> 使用權資產,悉依本公司內部控制制度 不動產或設備循環程序辦理。

二、交易條件及授權額度之決定程序 (一)取得或處分不動產或其使用權資產 ,應參考公告現值、評定價值、鄰近及 動產實際交易價格等,決議交易條件及 交易價格,應依據本公司核決權限之規 定,由相關單位主管分層負責辦理:(依 核決權限訂定)其每筆交易金額達本公 司實收資本額百分之十以上者,應提報 董事會同意或追認通過後始得為之。

(二)取得或處分<u>其他固定資產</u>,應以詢價、比價、議價或招標方式擇一為之,依據本公司分層負責核決權限之規定,由相關單位主管分層負責辦理外,其每筆交易金額達本公司實收資本額百分之十以上者,應提報董事會同意或追認通過後始得為之。

(三)本公司取得或處分資產依所<mark>訂定</mark>處 理程序或其他法律規定應經董事會通過 者,如有董事表示異議且有紀錄或書面 聲明,公司並應將董事異議資料送各審 計委員會。

第(四)款略。

三、執行單位

第七條:取得或處分不動產或設備之處 理程序

一、評估及作業程式

本公司取得或處分不動產或設備,悉依 本公司內部控制制度不動產或設備循 環程序辦理。

二、交易條件及授權額度之決定程序 (一)取得或處分不動產,應參考公告現 值、評定價值、鄰近不動產實際交易價格等,決議交易條件及交易價格關單之 據本公司核決權限之規定,由相關單位 主管分層負責辦理:(依核決權限訂定) 其每筆交易金額達本公司實收資本額 百分之十以上者,應提報董事會同意或 追認通過後始得為之。

(二)取得或處分其他固定資產,應以詢價、比價、議價或招標方式擇一為之,依據本公司分層負責核決權限之規定,由相關單位主管分層負責辦理外,其每筆交易金額達本公司實收資本額百分之十以上者,應提報董事會同意或追認通過後始得為之。

(三)本公司取得或處分資產依所訂處理程序或其他法律規定應經董事會通過者,如有董事表示異議且有紀錄或書面聲明,公司並應將董事異議資料送各審計委員會。

第(四)款略。

三、執行單位

本公司取得或處分不動產或其使用權資 產或其他固定資產時,應依公司核決權 限呈核決後,由使用部門或行政部門負 責執行。

四、不動產<del>或</del>、設備<u>或其使用權資產</u>估價報告

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

(一)因特殊原因須以限定價格、特定價格 或特殊價格作為交易價格之參考依據 時,該項交易應先提經董事會決議通 過一其<u>嗣後有未來</u>交易條件變更者,亦 應比照上開程序辦理。

第(二)~(四)款略。

(五)本公司條經法院拍賣程序取得或處 分資產者,得以法院所出具之證明文件 替代估價報告或會計師意見。

第八條:取得或處分有價證券之處理程 序

第一項略。

二、交易條件及授權額度之決定程序第(一)~(二)款略。

(三)本公司取得或處分資產依所<mark>訂定</mark>處理程序或其他法律規定應經董事會通過者,如有董事表示異議且有紀錄或書書報明,公司並應將董事異議資料送各審計委員會。設置獨立董事時,依規定將取得或處分資產交易提報董事會討論與取得或處分考慮各獨立董事之意見,並將其同意或反對之意見與理由列入會議紀錄。

本公司應經審計委員會全體成員二分之 一以上同意,並提董事會決議。如未經 審計委員會全體成員二分之一以上同意 ,得由全體董事三分之二以上同意行之 ,並應於董事會議事錄載明審計委員會 之決議。

第三項略。

四、取得專家意見

(一)本公司取得或處分有價證券,應於事

本公司取得或處分不動產或其他固定 資產時,應依公司核決權限呈核決後, 由使用部門或行政部門負責執行。 四、不動產或設備估價報告

本公司取得或處分不動產或設備,除與 政府機關交易、自地委建、租地委建, 或取 得、處分供營業使用之設備外, 交易金額達公司實收資本額百分之二 十或新臺幣三億元以上者,應於事實發 生日前取得專業估價者出具之估價報 告,並符合下列規定:

(一)因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時,該項交易應先提經董事會決議通過,未來交易條件變更者,亦應比照上開程序辦理。

第(二)~(四)款略。

(五)本公司系經法院拍賣程序取得或 處分資產者,得以法院所出具之證明文 件替代估價報告或會計師意見。

第八條:取得或處分有價證券之處理程 序

第一項略。

二、交易條件及授權額度之決定程序 第(一)~(二)款略。

(三)本公司取得或處分資產依所訂處理程序或其他法律規定應經董事會通過書事表示異議且有紀錄或書事明,公司並應將董事異議資料送各審計委員會。設置獨立董事時,依規定將取得或處分資產交易提報董事自討論時,應充分考慮各獨立董事之意見與理由列入會議紀錄。

本公司應經審計委員會全體成員二分之一以上同意,並提董事會決議。如未經審計委員會全體成員二分之一以上同意,得由全體董事三分之二以上同意行之,並應於董事會議事錄載明審計委員會之決議。

第三項略。

四、取得專家意見

(一)本公司取得或處分有價證券,交易

第九條:取得或處分會員證或無形資產 之處理程序

一、評估及作業程序

本公司取得或處分<del>會員證或</del>無形資產<u>或</u> 其使用權資產或會員證,悉依本公司內 部控制制度財產管理作業辦理。

二、交易條件及授權額度之決定程序 (一)取得或處分會員證,應參考市場公平 市價,決議交易條件及交易價格,作成 分析報告提報總經理及董事長,其金額 在實收資本額百分之一或新臺幣參佰萬 元以下者,應呈請董事長核准;超過新 臺幣參佰萬元者,另須提經董事會通過 後始得為之。

(二)取得或處分無形資產或其使用權資產,應參考專家評估報告或市場公平市價,決議交易條件及交易價格,作成分析報告提報董事長,其金額在實收資本額百分之十或新臺幣壹億元以下者,應呈請董事長核准;超過新臺幣壹億元者,另須提經董事會通過後始得為之。

(三)本公司取得或處分資產依所<mark>訂定</mark>處理程序或其他法律規定應經董事會通過者,如有董事表示異議且有紀錄或書面聲明,公司並應將董事異議資料送各審計委員會。依規定將取得或處分資產不發場,應充分考慮各獨立董事之意見,並將其同意或反對之意見與理由列入會議紀錄。

(四)應經審計委員會全體成員二分之一 以上同意,並提董事會決議。如未經審 計委員會全體成員二分之一以上同意, 第九條:取得或處分會員證或無形資產 之處理程序

一、評估及作業程序 本公司取得或處分會員證或無形資 產,悉依本公司內部控制制度財產管理 作業辦理。

二、交易條件及授權額度之決定程序 (一)取得或處分會員證,應參考市場公 平市價,決議交易條件及交易價格,作 成分析報告提報總經理及董事長,其金 額在實收資本額百分之一或新臺幣參 佰萬元以下者,應呈請董事長核准;超 過新臺幣參佰萬元者,另須提經董事會 通過後始得為之。

(二)取得或處分無形資產,應參考專家評估報告或市場公平市價,決議交易條件及交易價格,作成分析報告提報董事長,其金額在實收資本額百分之十或新臺幣壹億元以下者,應呈請董事長核准;超過新臺幣壹億元者,另須提經董事會通過後始得為之。

(三)本公司取得或處分資產依所訂處理程序或其他法律規定應經董事會通過者,如有董事表示異議且有紀錄或書面聲明,公司並應將董事異議資料送各審計委員會。依規定將取得或處分資產不受易提報董事會討論時,應充分考慮各獨立董事之意見,並將其同意或反對之意見與理由列入會議紀錄。

(四)應經審計委員會全體成員二分之一 以上同意,並提董事會決議。如未經審 計委員會全體成員二分之一以上同 得由全體董事三分之二以上同意行之, 並應於董事會議事錄載明審計委員會之 決議。

三、執行單位

本公司取得或處分會員證或無形資產或 其使用權資產或會員證時,應依前項核 決權限呈核決後,由使用部門或行政部 門負責執行。

第四項略。

第十條:關係人交易之處理程序 第一項略。

二、評估及作業程序

(三)向關係人取得不動產或其使用權資產,依本條第五項第(一)、(二)、(三)、(四)及(六)款規定評估預定交易條件合理性之相關資料。

第(四)~(七)款略。

第三項略。

四、本公司與其母公司或、子公司問, 取得或處分供營業使用之設備或其直接 或間接持有百分之百已發行股份或資本 總額之子公司彼此間從事下列交易, 董事會得依授權額度、層級、執行單位及 交易流程等授權董事長在一定額度內先 行決行,事後再提報最近期之董事會追 認。

(一)取得或處分供營業使用之設備<u>或其</u> 使用權資產;

(二)取得或處分供營業使用之不動產使 用權資產

董事會得依授權額度、層級、執行單位 及交易流程等授權董事長在一定額度內 先行決行,事後再提報最近期之董事會 追認。

依第二項規定提報董事會討論時,應充

意,得由全體董事三分之二以上同意行之,並應於董事會議事錄載明審計委員 會之決議。

三、執行單位

本公司取得或處分會員證或無形資產 時,應依前項核決權限呈核決後,由使 用部門或行政部門負責執行。 第四項略。

第十條:關係人交易之處理程序 第一項略。

二、評估及作業程序

本公司向關係人取得或處分不動產,或 與關係人取得或處分不動產外之其他 資產且交易金

額達公司實收資本額百分之二十、總資 產百分之十或新臺幣三億元以上者,除 買賣公債、

附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金外,應將下列資料提交董事會通過及審計委員會承認後,始得簽訂交易契約及支付款項: 第(一)~(二)款略。

(三)向關係人取得不動產,依本條第五項第(一)、(二)、(三)、(四)及(六)款規定評估預定交易條件合理性之相關資料。

第(四)~(七) 款略。

第三項略。

四、本公司與其母公司或子公司間,取得或處分供營業使用之設備,董事會得依授權額度、層級、執行單位及交易流程等授權董事長在一定額度內先行決行,事後再提報最近期之董事會追認。五、交易成本之合理性評估

(一)本公司向關係人取得不動產,應按下列方法評估交易成本之合理性: 第1~2 目略。

(二)合併購買同一目標之土地及房屋 者,得就土地及房屋分別按前項所列任 一方法評估交易成本。

(三)本公司向關係人取得不動產,依本 條第五項第(一)款及第(二)款規定評估 不動產成本,並應洽請會計師覆核及表 示具體意見。

(四)本公司向關係人取得不動產依本條

<u>分考量各獨立董事之意見,獨立董事如</u> 有反對

意見或保留意見,應於董事會議事錄載 明。

依第二項規定應先經審計委員會全體成 員二分之一以上同意,並提董事會決議。

五、交易成本之合理性評估

(一)本公司向關係人取得不動產<u>或其使</u> <u>用權資產</u>,應按下列方法評估交易成本 之合理性:

第1~2 目略。

(二)合併購買<u>或租賃</u>同一目標之土地及 房屋者,得就土地及房屋分別按前項所 列任一方法評估交易成本。

(三)本公司向關係人取得不動產<u>或其使</u> 用權資產,依本條第五項第(一)款及第 (二)款規定評估不動產成本,並應洽請會 計師覆核及表示具體意見。

(四)本公司向關係人取得不動產或其使 用權資產依本條第五項第(一)、(二)款規 定評估結果均較交易價格為低時,應依 本條第五項第(五)款規定辦理。但如因下 列情形,並提出客觀證據及取具不動產 專業估價者與會計師之具體合理性意見 者,不在此限:

1.關係人係取得素地或租地再行興建 者,得舉證符合下列條件之一者:

(3)同一目標房地之其他樓層一年內之其 他非關係人租賃案例,經按不動產租賃 慣例應有之合理樓層價差推估其交易條 件相當者。

2.本公司舉證向關係人購入之不動產<u>或</u> 租賃取得不動產使用權資產,其交易條 件與鄰近地區一年內之其他非關係人<u>交</u> 易成交案例相當且面積相近者。前述所 第五項第(一)、(二)款規定評估結果均較 交易價格為低時,應依本條第五項第 (五)款規定辦理。但如因下列情形,並 提出客觀證據及取具不動產專業估價 者與會計師之具體合理性意見者,不在 此限:

1.關係人系取得素地或租地再行興建者 ,得舉證符合下列條件之一者:

(1)素地依前條規定之方法評估,房屋則 按關係人之營建成本加計合理營建利 潤,其合計數逾實際交易價格者。所稱 合理營建利潤,應以最近三年度關係人 營建部門之平均營業毛利率或財政部 公佈之最近期建設業毛利率孰低者為 進。

(2)同一目標房地之其他樓層或鄰近地區一年內之其他非關係人成交案例,其面積相近,且交易條件經按不動產買賣慣例應有之合理樓層或地區價差評估後條件相當者。

(3)同一目標房地之其他樓層一年內之 其他非關係人租賃案例,經按不動產租 賃慣例應有之合理樓層價差推估其交 易條件相當者。

(五)本公司向關係人取得不動產,如經按本條第五項第(一)、(二)、(三)、(四)、(六)款規定評估結果均較交易價格為低者,應辦理下列事項。且本公司及對本公司之投資採權益法評價之公開發行公司經前述規定提列特別盈餘公積者,應俟高價購入之資產已認列跌價損失或處分或為適當補償或恢復原狀,或有其他證據確定無不合理者,並經主管機關同意後,始得動用該特別盈餘公積。

稱鄰近地區成交案例,以同一或相鄰街 原且距離交易日標的物方圓未逾五百公 尺或其公告現值相近者為原則;所稱面 積相近,則以其他非關係人<del>成交交易</del> 例之面積不低於交易日標的物面積百分 之五十為原則;前述所稱一年內係以本 次取得不動產或其使用權資產 之日為基準,往前追溯推算一年。

(五)本公司向關係人取得不動產或其使 用權資產,如經按本條第五項第(一)、 (二)、(三)、(四)、(六)款規定評估結果均 較交易價格為低者,應辦理下列事項。 且本公司及對本公司之投資採權益法評 價之公開發行公司經前越規定提列特別 盈餘公積者,應俟高價購入之資產已認 列跌價損失或處分或為適當補償或恢復 原狀,或有其他證據確定無不合理者, 並經主管機關同意後,始得動用該特別 盈餘公積。

1.本公司應就不動產或其使用權資產交易價格與評估成本間之差額,依本公司章程及相關法令規定提列特別盈餘公積,不得予以分派或轉增資配股<del>(如有適用)</del>。對本公司之投資採權益法評價之投資者如為公開發行公司,亦應就該提列數額按持股比例依相關法令規定提列特別盈餘公積<del>(如有適用)</del>。

2.本公司審計委員會應監督本公司業務 之執行,並得隨時調查本公司業務及財 務狀況、查核簿冊文件、並得請求董事 會或經理人提出報告。本公司審計委員 會為辦理上開事務,得代表本公司委託 律師、會計師審核之。

3.應將本條第五項第(五)款第1點及第2點前兩款處理情形提報股東會,並將交易詳細內容揭露於年報及公開說明書。 4.本公司及對本公司之投資採權益法評價之公開發行公司經前述規定提列特別盈餘公積者,應俟高價購入或承租之資產已認列跌價損失或處分或終止租約或為適當補償或恢復原狀,或有其他證據確定無不合理者,並經主管機關同意後,始得動用該特別盈餘公積。

(六)本公司向關係人取得不動產或其使 用權資產,有下列情形之一者,應依本 條第一項及第二項有關評估及作業程序 1.本公司應就不動產交易價格與評估成本間之差額,依本公司章程及相關法令規定提列特別盈餘公積,不得予以分派或轉增資配股(如有適用)。對本公司之投資採權益法評價之投資者如為公開發行公司,亦應就該提列數額按持股比例依相關法令規定提列特別盈餘公積(如有適用)。

2.本公司審計委員會應監督本公司業務 之執行,並得隨時調查本公司業務及財 務狀況、查核簿冊文件、並得請求董事 會或經理人提出報告。本公司審計委員 會為辦理上開事務,得代表本公司委託 律師、會計師審核之。

3.應將本條第五項第(五)款第1點及第2 點處理情形提報股東會,並將交易詳細 內容揭露於年報及公開說明書。

(六)本公司向關係人取得不動產,有下列情形之一者,應依本條第一項及第二項有關評估及作業程序規定辦理即可,不適用本條第五項第(一)、(二)、(三)款有關交易成本合理性之評估規定: 1.關係人系因繼承或贈與而取得不動產。

2.關係人訂約取得不動產時間距本交易 訂約日已逾五年。

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

(七)本公司向關係人取得不動產,若有 其他證據顯示交易有不合營業常規之 情事者,亦應依本條第五項第(五)款規 定辦理。 規定辦理即可,不適用本條第五項第 (一)、(二)、(三)款有關交易成本合理性 之評估規定:

- 1.關係人係因繼承或贈與而取得不動產 或其使用權資產。
- 2.關係人訂約取得不動產或其使用權資 產時間距本交易訂約日已逾五年。
- 3.與關係人簽訂合建契約,或自地委建 、租地委建等委請關係人興建不動產而 取得不動產。
- 4.本公司及子公司,或其直接或間接持 有百分之百已發行股份或資本總額之子 公司彼此間,取得供營業使用之不動產 使用權資產。
- (七)本公司向關係人取得不動產或其使 用權資產,若有其他證據顯示交易有不 合營業常規之情事者,亦應依本條第五 項第(五)款規定辦理。

第十二條:取得或處分衍生性商品之處 理程序

一、交易原則與方針

第(一)~(二)款略。

(三)權責劃分

1.財務及會計部門

第(1)~(4)略。

(5)衍生性商品核決權限(依核決權限訂定)

A.避險性交易之核決權限(依核決權限訂定)

B.其他特定用途交易,提報董事會核准 後方可進行之。

C.本公司取得或處分資產依所<mark>訂定</mark>處理 程序或其他法律規定應經董事會通過者 ,如有董事表示異議且有紀錄或書面聲 明,公司並應將董事異議資料送審計委 員會。依規定將取得或處分資產交易提 報董事會討論時,應充分考慮各獨立董 事之意見,並將其同意或反對之意見與 理由列入會議紀錄。

D.應經審計委員會全體成員二分之一以 上同意,並提董事會決議。如未經審計 委員會全體成員二分之一以上同意,得 由全體董事三分之二以上同意行之,並 應於董事會議事錄載明審計委員會之決 議。

第 2~4 目略。

第十二條:取得或處分衍生性商品之處 理程序

一、交易原則與方針

第(一)~(二)款略。

(三)權責劃分

1.財務及會計部門

第(1)~(4)略。

(5)衍生性商品核決權限(依核決權限訂定)

A.避險性交易之核決權限(依核決權限 訂定)

B.其他特定用途交易,提報董事會核准 後方可進行之。

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

D.應經審計委員會全體成員二分之一以上同意,並提董事會決議。如未經審計委員會全體成員二分之一以上同,得由全體董事三分之二以上同意行之,並應於董事會議事錄載明審計委員會之決議。

第 2~4 目略。

第二項略。

三、定期評估方式及異常情形處理 (一)董事會應授權高階主管人員定期監 督與評估從事衍生性商品交易是否確實 依公司所訂定之交易程序辦理,及所承 擔風險是否在容許承做範圍內,市價評 估報告有異常情形時(如持有部位已逾 損失受限)時,應立即向董事會報告,並 採因應之措施。

(二)衍生性商品交易所持有之部位至少每週應評估一次,<u>惟若</u>為業務需要辦理之避險性交易至少每月應評估二次,其評估報告應呈送董事會授權之高階主管人員。

四、從事衍生性商品交易時,董事會之 監督管理原則

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

1.定期評估目前使用之風險管理措施是 否適當並確實依本準則及公司所訂定之 從事衍生性商品交易處理程序辦理。 2.監督交易及損益情形,發現有異常情 事時,應採取必要之因應措施,並立即 向董事會報告,董事會應有獨立董事出 席並表示意見。

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

(三)本公司從事衍生性商品交易時,依所 <mark>訂定</mark>從事衍生性商品交易處理程序規定 授權相關人員辦理者,事後應提報最近 期董事會。

第四項略。

第十四條:資訊公開揭露程式

一、應公告申報項目及公告申報標準 (一)向關係人取得或處分不動產或其使 用權資產,或與關係人為取得或處分不 動產或其使用權資產外之其他資產且交 易金額達公司實收資本額百分之二十 。經資產百分之十或新臺幣三億元以 。但買賣國內公債、附買回、費資信託 。但買賣國內公債、附買回 之債券、申購或買回國內證券投資信託 事業發行之貨幣市場基金,不在此限讓 (二)進行合併、分割、收購或股份受讓。 (三)從事衍生性商品交易損失達所 (三)從事行生性商品交易損失達所 第二項略。

三、定期評估方式及異常情形處理 (一)董事會應授權高階主管人員定期監 督與評估從事衍生性商品交易是否確 實依公司所訂之交易程序辦理,及所承 擔風險是否在容許承做範圍內,市價評 估報告有異常情形時(如持有部位已逾 損失受限)時,應立即向董事會報告,並 採因應之措施。

(二)衍生性商品交易所持有之部位至少 每週應評估一次,為業務需要辦理之避 險性交易至少每月應評估二次,其評估 報告應呈送董事會授權之高階主管人 員。

四、從事衍生性商品交易時,董事會之 監督管理原則

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

1.定期評估目前使用之風險管理措施是 否適當並確實依本準則及公司所訂之 從事衍生性商品交易處理程序辦理。 2.監督交易及損益情形,發現有異常情 事時,應採取必要之因應措施,並立即 向董事會報告,董事會應有獨立董事出 席並表示意見。

(二)定期評估從事衍生性商品交易之績效是否符合既定之經營策略及承擔之風險是否在公司容許承受之範圍。 (三)本公司從事衍生性商品交易時,依所訂從事衍生性商品交易處理程序規定授權相關人員辦理者,事後應提報最近期董事會。 第四項略。

第十四條:資訊公開揭露程式

一、應公告申報項目及公告申報標準 (一)向關係人取得或處分不動產,或與關係人為取得或處分不動產外之其他 資產且交易 金額達公司實收資本額百 分之二十、總資產百分之十或新臺幣三 億元以上。但買賣公債、附買回、 條件之債券、申購或買回國內證券投資 信託事業發行之貨幣市場基金,不在此 限。

(二)進行合併、分割、收購或股份受讓。 (三)從事衍生性商品交易損失達所訂處 處理程序規定之全部或個別契約損失上限金額。

(四)取得或處分資產之種類屬供營業使 用之設備或其使用權資產,且交易對象 非為關係人,交易金額並達下列規定之

- 1、實收資本額未達到新臺幣一百億元之 公開發行公司,交易金額達到新臺幣五 億元以上。
- 2、實收資本額達到新臺幣一百億元以上 之公開發行公司,交易金額達新臺幣十 億元以上。

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

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

(七)除前六款以外之資產交易、金融機構 處分債權或從事大陸地區投資,其交易 金額達公司實收資本額百分之二十或新 臺幣三億元以上者。但下列情形不在此 限:

1. 買賣國內公債。

2.以投資為專業者,於海內外證券交易 所或證券商營業處所所為之有價證券買 賣,或<del>證券商</del>於<mark>國內</mark>初級市場認購募集 發行之普通公司債及未涉及股權之一般 金融債券<u>(不含次順位債券)</u>,或申購或 買回證券投資信託基金或期貨信託基金

- ,或證券商因承銷業務需要、擔任與櫃公司輔導推<u>薦</u>海證券商依財團法人中華 民國證券櫃買賣中心規定認購之有價證 券。
- 3.買賣附買回、賣回條件之債券、申購 或買回國內證券投資信託事業發行之貨 幣市場基金。

前向交易金額依下列方式計算之

1.每筆交易金額。

2.一年內累積與同一相對人取得或處分

理程序規定之全部或個別契約損失上 限金額。

(四)取得或處分資產之種類屬供營業使 用之設備,且交易對象非為關係人,交 易金額並達下列規定之一。

- 1、實收資本額未達到新臺幣一百億元 之公開發行公司,交易金額達到新臺幣 五億元以上。
- 2、實收資本額達到新臺幣一百億元以上之公開發行公司,交易金額達新臺幣十億元以上。

(五)經營營建業務之公開發行公司取得 或處分供營建使用之不動產且其交易 對象非為關係人,交易金額達新臺幣五 億元以上。

(六)以自地委建、租地委建、合建分屋、 合建分成、合建分售方式取得不動產, 公司預計投入之交易金額達新臺幣五 億元以上。

(七)除前六款以外之資產交易、金融機構處分債權或從事大陸地區投資,其交易金額達公司實收資本額百分之二十或新臺幣三億元以上者。但下列情形不在此限:

1. 買賣公債。

2.以投資為專業者,於海內外證券交易 所或證券商營業處所所為之有價證券 買賣,或證券商於國內初級市場認購募 集發行之普通公司債及未涉及股權之 一般金融債券,或證券商因承銷業務需 要、擔任與櫃公司輔導推演證券商依財 團法人中華民國證券櫃買賣中心規定 認購之有價證券。

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

基金。

前向交易金額依下列方式計算之 1.每筆交易金額。

- 2.一年內累積與同一相對人取得或處分 同一性質目標交易之金額。
- 3.一年內累積取得或處分(取得、處分分別累積)同一開發計畫不動產之金額。 4.一年內累積取得式處入(取得、處入入

4.一年內累積取得或處分(取得、處分分別累積)同一有價證券之金額。

第二項略。

同一性質目標交易之金額。

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

4.一年內累積取得或處分(取得、處分分別累積)同一有價證券之金額。 第二項略。

三、公告申報程序 第(一)~(三)款略。

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

第(五)款略。

第十六條:本處理程序有關總資產百分之十之規定,以本公司以依證券發行人財務報告編制準則規定之最近期個體或個別財務報告中之總資產金額計算。 個別財務報告中之總資產金額計算。 公司股票無面額或每股面額非屬新臺幣十元者,本準則有關實收資本額百分之十十之交易金額規定,以歸屬於母公司業主之權益百分之十計算之。 三、公告申報程序 第(一)~(三)款略。

(四)本公司取得或處分資產,應將相關 契約、議事錄、備查簿、估價報告、會 計師、律師或證券承銷商之意見書備置 於本公司,除其他法律另有規定者外, 至少保存五年。 第(五)款略。

第十六條:本處理程序有關總資產百分 之十之規定,以本公司依證券發行人財 務報告編制準則規定之最近期個體或 個別財務報告中之總資產金額計算。 公司股票無面額或每股面額非屬新臺 幣十元者,本準則有關實收資本額百分 之二十之交易金額規定,以歸屬於母公 司業主之權益百分之十計算之。

#### 【附錄一】公司章程(修正前)

## THIRD AMENDED AND RESTATED MEMORANDUM AND

#### ARTICLES OF ASSOCIATION

**OF** 

Top Bright Holding Co., Ltd.鼎炫投資控股股份有限公司

(adopted by a Special Resolution passed on June 13, 2018)

## THE COMPANIES LAW (AS AMENDED) COMPANY LIMITED BY SHARES

#### THIRD AMENDED AND RESTATED

## MEMORANDUM OF ASSOCIATION OF

Top Bright Holding Co., Ltd. 鼎炫投資控股股份有限公司

(adopted by a Special Resolution passed on June 13, 2018)

- 1. The name of the Company is Top Bright Holding Co., Ltd.鼎炫投資控股股份有限公司.
- 2. The Registered Office of the Company shall be at the office 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 from time to time decide.
- 3. The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by the Companies Law (as amended).
- 4. The Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit as provided by the Companies Law (as amended).
- 5. Nothing in the preceding sections shall be deemed to permit the Company to carry on the business of a Bank or Trust Company without being licensed in that behalf under the provisions of the Banks and Trust Companies Law (as amended), or to carry on Insurance Business from within the Cayman Islands or the business of an Insurance Manager, Agent, Sub-agent or Broker without being licensed in that behalf under the provisions of the Insurance Law (as amended), or to carry on the business of Company Management without being licensed in that behalf under the provisions of the Companies Management Law (as amended).
- 6. The Company will not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this section shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.
- 7. The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.
- 8. The authorized share capital of the Company is New Taiwan Dollars 2,500,000,000 divided into 250,000,000 ordinary shares of a par value of New Taiwan Dollars 10 each provided always that subject to the provisions of the Companies Law (as amended) and the Articles of Association, the Company shall have power to redeem or purchase any of its shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.
- 9. If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Law (as amended).

### THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION

#### OF

## Top Bright Holding Co., Ltd.鼎炫投資控股股份有限公司 (Adopted by a Special Resolution passed on June 13, 2018)

#### **TABLE OF CONTENTS**

#### Table A INTERPRETATION

1. Definitions

#### **SHARES**

- 2. Power to Issue Shares
- 3. Redemption and Purchase of Shares
- 4. Rights Attaching to Shares
- 5. Share Certificates
- 6. Preferred Shares

## REGISTRATION OF SHARES

- 7. Register of Members
- 8. Registered Holder Absolute Owner
- 9. Transfer of Registered Shares
- 10. Transmission of Registered Shares

# ORDINARY RESOLUTION, SPECIAL RESOLUTION AND SUPERMAJORITY RESOLUTION

- 11. Alteration of Capital
- 12. Special Resolution and Supermajority Resolution
- 13. Variation of Rights Attaching to Shares

## DIVIDENDS AND CAPITALISATION

- 14. Dividends
- 15. Capital Reserve and Power to Set Aside Profits
- 16. Method of Payment
- 17. Capitalisation

## MEETINGS OF MEMBERS

- 18. Annual General Meetings
- 19. Extraordinary General Meetings
- 20. Notice

#### 21. Giving Notice

- 22. Postponement of General Meeting
- 23. Quorum and Proceedings at General Meetings
- 24. Chairman to Preside
- 25. Voting on Resolutions
- 26. Proxies
- 27. Proxy Solicitation
- 28. Dissenting Member's Appraisal Right
- 29. Shares that May Not be Voted
- 30. Voting by Joint Holders of Shares
- 31. Representation of Corporate Member
- 32. Adjournment of General Meeting
- 33. Directors Attendance at General Meetings

#### **DIRECTORS AND OFFICERS**

- 34. Number and Term of Office of Directors
- 35. Election of Directors
- 36. Removal of Directors
- 37. Vacation of Office of Director
- 38. Compensation of Directors
- 39. Defect in Election of Director
- 40. Directors to Manage Business
- 41. Powers of the Board of Directors
- 42. Register of Directors and Officers
- 43. Officers
- 44. Appointment of Officers
- 45. Duties of Officers
- 46. Compensation of Officers
- 47. Conflict of Interest
- 48. Indemnification and Exculpation of Directors and Officers

## MEETINGS OF THE BOARD OF DIRECTORS

- 49. Board Meetings
- 50. Notice of Board Meetings
- 51. Participation in Meetings by Video Conference
- 52. Quorum at Board Meetings
- 53. Board to Continue in the Event of Vacancy
- 54. Chairman to Preside
- 55. Validity of Prior Acts of the Board

#### **CORPORATE RECORDS**

- 56. Minutes
- 57. Register of Mortgages and Charges
- 58. Form and Use of Seal

#### TENDER OFFER AND ACCOUNTS

- 59. Tender Offer
- 60. Books of Account
- 61. Financial Year End

#### **AUDIT COMMITTEE**

- 62. Number of Audit Committee Members
- 63. Power of Audit Committee

#### VOLUNTARY DISSOLUTION AND WINDING-UP

64. Voluntary Dissolution and Winding-Up

## CHANGES TO CONSTITUTION

65. Changes to Articles

#### LITIGIOUS AND NON-Litigious AGENT

66. Appointment of Litigious and Non-Litigious Agent **OTHERS** 

67. ROC Securities Laws and Regulations

## THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF

#### Top Bright Holding Co., Ltd.鼎炫投資控股股份有限公司

#### (adopted by a Special Resolution passed on June 13, 2018)

#### Table A

The regulations in Table A in the First Schedule to the Law (as defined below) do not apply to the Company.

#### **INTERPRETATION**

#### 1. Definitions

1.1 In these Amended and Restated Articles, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively:

Applicable Law the Applicable Public Company Rules, the Law

or such other rules or legislation applicable to the

Company;

Applicable Public Company

Rules

the ROC laws, rules and regulations (including, without limitation, the Company Law of the ROC, the Securities and Exchange Law of the ROC, the rules and regulations promulgated by the FSC, and the rules and regulations promulgated by the TWSE, 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;

Articles the Articles of Association as altered from time

to time;

Audit Committee the audit committee of the Board, which shall

comprise solely of all the Independent

Directors of the Company;

Board the board of directors appointed or elected

pursuant to the Articles and acting at a meeting of directors at which there is a quorum in

accordance with the Articles;

Capital Reserve for the purpose of the Articles only, comprises

of the premium paid on the issuance of any share and income from endowments received by the

Company from the Members;

Chairman the Director elected amongst all the Directors as

the chairman of the Board;

Company Top Bright Holding Co., Ltd. 鼎炫投資控股股

份有限公司;

Compensation Committee a committee of the Board, which shall be

comprised of professional individuals and having the functions, in each case, prescribed by the Applicable Public Company Rules;

**Cumulative Voting** the voting mechanism for an election of

Directors as described in Article 35.2 hereof;

Directors the directors for the time being of the Company

and shall include any and all Independent

Director(s);

Electronic Record has the same meaning as in the Electronic

Transactions Law:

**Electronic Transactions** the Electronic Transactions Law (2003

Revision) of the Cayman Islands;

in respect of a person, means another person Family Relationship within Second Degree of Kinship

who is related to the first person either by blood or by marriage of a member of the family and within the second degree shall include the parents, siblings, grandparents, children and grandchildren of the first person as well as the parents, siblings and grandparents of the first

person's spouse;

**FSC** the Financial Supervisory Commission of the

ROC:

**Independent Directors** the Directors who are elected as "Independent

Directors" in accordance with the Applicable

Public Company Rules or the Articles;

Joint Operation Contract a contract between the Company and one or

> more person(s) or entit(ies) where the parties thereto agree to pursue the same business venture and jointly bear losses and enjoy profits arising out of such business venture in

accordance with the terms thereof;

Law The Companies Law of the Cayman Islands

and every modification, reenactment or revision thereof for the time being in force;

a contract or arrangement between the

Company and any other person(s) pursuant to which such person(s) lease or rent from the Company the necessary means and assets to operate the whole business of the Company in the name of such person, and as consideration, the Company receives a pre-determined

compensation from such person;

Litigious and Non-Litigious a person appointed by the Company pursuant Agent

to the Applicable Law as the Company's

Lease Contract

process agent for purposes of service of documents in the relevant jurisdiction and the Company's responsible person in the ROC under the Securities and Exchange Law of the ROC;

Management Contract

a contract or arrangement between the Company and any other person(s) pursuant to which such person(s) manage and operate the business of the Company in the name of and for the benefit of the Company, and as consideration, such person(s) receive a predetermined compensation from the Company while the Company continues to be entitled to the profits (or losses) of such business;

Market Observation Post System the public company reporting system maintained by the TWSE;

Member

the person registered in the Register of Members as the holder of shares in the Company and, when two or more persons are so registered as joint holders of shares, means the person whose name stands first in the Register of Members as one of such joint holders or all of such persons, as the context so requires;

Memorandum

the memorandum of association of the Company;

Merger

means:

(a) a "merger" or "consolidation" as defined under the Law; or

(b) other forms of mergers and acquisitions which fall within the definition of "merger and/or consolidation" under the Applicable Public Company Rules;

month

calendar month;

Notice

written notice as further provided in the Article sunless otherwise specifically stated;

Officer

any person appointed by the Board to hold an office in the Company;

Ordinary Resolution

a resolution passed at a general meeting (or, if so specified, a meeting of Members holding a class of shares) of the Company by not less than a simple majority vote of the Members present at the meeting, in person or by proxy. (Members who attended the meeting but did not vote will be recorded as having abstained from voting but they will still be counted

towards the quorum of the meeting);

Preferred Shares has the meaning given thereto in Article 6;

Private Placement means, for so long as the shares are listed on

the TWSE in Taiwan, the private placement by the Company of shares or other securities of the Company as permitted by the Applicable

Public Company Rules;

Register of Directors and

Officers

the register of directors and officers referred to

in Article 42 hereof;

Register of Members the register of members of the Company

maintained in accordance with the Law and (as long as the shares of the Company are listed on the TWSE in the ROC) the Applicable Public

Company Rules;

Registered Office the registered office for the time being of the

Company;

Restricted Shares has the meaning given thereto in Article 2.5;

ROC Taiwan, the Republic of China;

Seal the common seal or any official or duplicate

seal of the Company;

Secretary the person appointed to perform any or all of

the duties of secretary of the Company and includes any deputy or assistant secretary and any person appointed by the Board to perform

any of the duties of the Secretary;

share(s) share(s) of par value New Taiwan Dollars10

each in the Company;

Special Resolution Subject to the Law, means a resolution passed

at a general meeting of the Company by a majority of at least two-thirds of the votes cast by such Members who, being entitled to do so, vote in person or by their proxies, or, in the case of Members that are corporations or other non-natural person, by their duly authorised representatives by computing the number of votes to which each Member is entitled. (Members who attended the meeting but did not vote will be recorded as having abstained from voting but they will still be counted

towards the quorum of the meeting);

Subsidiary with respect to any company, (1) the entity,

more than one half of whose total number of the issued voting shares or the total amount of the share capital are directly or indirectly held by such company; or (2) the entity that such

- -

69

company has a direct or indirect control over its personnel, financial or business operation;

Supermajority Resolution

a resolution passed by a majority vote of the Members present at a general meeting attended by Members who represent two-thirds or more of the total issued shares or, if the total number of shares represented by the Members present at the general meeting is less than two-thirds of the total issued shares, but more than one half of the total issued shares, means instead, a resolution passed by two-thirds or more of votes cast by the Members present at such general meeting. (Members who attended the meeting but did not vote will be recorded as having abstained from voting but they will still be counted towards the quorum of the meeting);

**Treasury Shares** 

means shares of the Company held in treasury

pursuant to the Law and the Articles;

TDCC the Taiwan Depository & Clearing

Corporation;

TWSE the Taiwan Stock Exchange Corporation; and

year calendar year.

- 1.2 In the Articles, where not inconsistent with the context:
  - (a) words denoting the plural number include the singular number and vice versa;
  - (b) words denoting the masculine gender include the feminine and neuter genders;
  - (c) words importing persons include companies, associations or bodies of persons whether corporate or not;
  - (d) the words:-
    - (i) "may" shall be construed as permissive; and
    - (ii) "shall" shall be construed as imperative;
  - (e) "written" and "in writing" include all modes of representing or reproducing words in visible form, including the form of an Electronic Record;
  - (f) a reference to statutory provision shall be deemed to include any amendment or re-enactment thereof;
  - (g) unless otherwise provided herein, words or expressions defined in the Law shall bear the same meaning in the Articles; and
  - (h) Section 8 of the Electronic Transactions Law shall not apply to the extent that it imposes obligations or requirements in addition to those set out in the Articles.
- 1.3 Headings used in the Articles are for convenience only and are not to be used or relied upon in the construction hereof.

#### **SHARES**

#### 2. Power to Issue Shares

- 2.1 Subject to Applicable Law, the Articles and any resolution of the Members to the contrary, and without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, the Board shall have the power to issue any unissued shares of the Company on such terms and conditions as it may determine and any shares or class of shares (including the issue or grant of options, warrants and other rights, renounceable or otherwise in respect of shares) may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Company may, subject to Article 6.1, by Ordinary Resolution of the Members prescribe, provided that no share shall be issued at a discount except in accordance with the Law and the Applicable Public Company Rules.
- 2.2 Unless otherwise provided in the Articles, the issue of new shares of the Company shall be approved by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new shares shall at all times be subject to the sufficiency of the authorized capital of the Company.
- 2.3 After the application for listing in the ROC has been approved by the TWSE, where the Company increases its issued share capital by issuing new shares for cash consideration in the ROC, the Company shall allocate 10% of the total amount of the new shares to be issued, for offering in the ROC to the public ("Public Offering Portion") unless it is not necessary or appropriate, as determined by the FSC or the TWSE for the Company to conduct the aforementioned public offering or otherwise provided by Applicable Law. However, if a percentage higher than the aforementioned 10% is resolved by the Members in a general meeting by Ordinary Resolution to be offered, the percentage determined by such resolution shall prevail and shares corresponding to such percentage shall be reserved as Public Offering The Company may also reserve 10% to 15% of such new shares for Portion. subscription by the employees of the Company and its Subsidiaries (the "Employee Subscription Portion"). The Company may prohibit such employees from transferring the shares so subscribed within a certain period; provided, however, that such a period cannot be more than two years.
- 2.4 Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increases its issued share capital by issuing new shares for cash consideration pursuant to Article 2.3 hereof, after allocation of the Public Offering Portion, including, for the avoidance of doubt, any percentage in excess of 10% of the total amount of the new shares to be issued for offering in the ROC to the public as resolved by the Members in general meeting be offered pursuant to Article 2.3, and the Employee Subscription Portion pursuant to Article 2.3hereof, the Company shall make a public announcement and notify each Member that he is entitled to exercise a preemptive right to purchase his pro rata portion of the remaining new shares, to be issued in the capital increase for cash consideration. The Company shall state in such announcement and notices to the Members the procedures for exercising such preemptive rights and that if any Member fails to purchase his pro rata portion of such remaining newly-issued shares within the prescribed period, such Member shall be deemed to forfeit his pre-emptive right to purchase such newly-issued shares. an exercise of the pre-emptive right may result in fractional entitlement of a Member, the entitlements (including fractional entitlements) of two or more Members may be combined to jointly subscribe for one or more whole new shares in the name of a single

Member, subject to compliance with such directions and terms and conditions as determined by the Board and the Applicable Public Company Rules. If the total number of the new shares to be issued has not been fully subscribed for by the Members within the prescribed period, the Company may consolidate such shares into the public offering tranche or offer any un-subscribed new shares to a specific person or persons in such manner as is consistent with the Applicable Public Company Rules.

- 2.5 Subject to the Applicable Law, the Company may issue new shares with restricted rights ("Restricted Shares") to employees of the Company and its Subsidiaries with the sanction of a Supermajority Resolution provided that Article 2.3hereof shall not apply in respect of the issue of such shares. For so long as the shares are listed on the TWSE in the ROC, the terms of issue of Restricted Shares, including but not limited to the number of Restricted Shares so issued, issue price of Restricted Shares and other related matters shall be in accordance with the rules promulgated by the competent authority of securities of the ROC.
- 2.6 The pre-emptive right of Members under Article 2.4 shall not apply in the event that new shares are issued due to the following reasons or for the following purposes:
  - in connection with a Merger, spin-off, or pursuant to any reorganization of the Company;
  - in connection with meeting the Company's obligations under share subscription warrants and/or options, including those rendered in Articles 2.8 and 2.11hereof; or in connection with any issuance of shares to employees under Article 2.8;

in connection with the issue of Restricted Shares in accordance with Article 2.5hereof;

in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire shares;

in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire shares; or

in connection with Private Placement of the securities issued by the Company.

- **2.7** The Company shall not issue any unpaid shares or partly paid-up shares.
- 2.8 Notwithstanding Article 2.5hereof, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt one or more employee incentive programmes and may issue shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries, and for the avoidance of doubt, resolution of the Members is not required.
- 2.9 Options, warrants or other similar instruments issued in accordance with Article 2.8 above are not transferable save by inheritance.
- 2.10 Directors of the Company and its Subsidiaries shall not be eligible for Restricted Shares pursuant to Article 2.5 hereof or the incentive programmes pursuant to Article 2.8 hereof, provided that directors who are also employees of the Company or its Subsidiaries may subscribe for Restricted Shares or participate in an incentive programme in their capacity as an employee and not as a director of the Company or

its Subsidiaries.

2.11 The Company may enter into agreements with employees of the Company and/or the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 2.8 above, whereby employees may subscribe for, within a specific period, 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.

# 3. Redemption and Purchase of Shares

- 3.1 Subject to the Law, the Company is authorised to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or a Member.
- 3.2 The Company is authorised to make payments in respect of the redemption of its shares out of capital or out of any other account or fund authorised for this purpose in accordance with the Law.
- 3.3 The redemption price of a redeemable share, or the method of calculation thereof, shall be fixed by the Board at or before the time of issue.
- **3.4** Every share certificate relating to redeemable share shall indicate that the share is redeemable.
- 3.5 For so long as the shares are listed on the TWSE in the ROC, subject to the provisions of the Applicable Law and the Articles, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, purchase its own shares (including any redeemable shares) on such terms and in such manner as the Directors may determine and hold them as Treasury Shares in accordance with the Applicable Law PROVIDED THAT if any purchase of the Company's own shares from all the Members involves any immediate cancellation of shares of the Company, such repurchase of shares is subject to approval by the Members by way of an Ordinary Resolution and the number of shares of the Company to be cancelled shall be effected based on the then prevailing percentage of shareholding of all the Members as of the date of such cancellation on a pro rata basis (as rounded up or down to the nearest whole number as determined by the Directors), unless otherwise provided for in the Law or the Applicable Public Company Rules.

Upon approval by Members by way of an Ordinary Resolution to repurchase and cancel shares of the Company, the repurchase price may be paid in any manner authorized by the Law, including in cash or in kind, provided that where any repurchase price is to be paid in kind, the monetary equivalent value of such payment in kind shall be (a) assessed by an ROC certified public accountant before being submitted by the Board to the Members for approval as part of the Ordinary Resolution authorising the repurchase and cancellation of shares of the Company; and (b) agreed to individually by each Member who will be receiving the repurchase price in kind. Without prejudice to this Article 3.5, in the case of a repurchase of shares by the Company for purposes of changing the currency denomination of share capital of the Company, consent of the holders of the shares subject to such repurchase shall not be required.

3.6 In the event that the Company proposes to purchases any share listed on the TWSE in

the ROC pursuant to the preceding Article, the resolution of the Board approving such proposal and the implementation thereof should be reported to the Members in the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall also apply even if the Company does not implement the proposal to purchase its shares listed on the TWSE in the ROC for any reason.

- **3.7** For so long as the shares are listed on the TWSE in the ROC, the Company is authorised to purchase any share listed on the TWSE in the ROC in accordance with the following manner of purchase:
  - (a) the total price of the shares purchased by the Company shall not exceed the sum of retained earnings minus earnings distribution resolved by the Board or the general meeting, plus the following realized capital reserve:
    - (i) the premium received from the disposal of assets that has not been booked as retained earnings;
    - (ii) the premium paid on the issuance of any share and income from endowments received by the Company provided however that income from the shares shall not be included before such shares have been transferred to others;
  - (b) the maximum number of shares purchased by the Company shall not exceed ten percent of the total number of issued and outstanding shares of the Company; and
  - (c) the purchase shall be at such time, at such price and on such other terms as determined and agreed by the Board in its sole discretion provided however that:
    - (i) such purchase transactions shall be in accordance withthe applicable ROC securities laws and regulations and the Applicable Public Company Rules; and
    - (ii) such purchase transactions shall be in accordance with the Law.
- **3.8** Subject to Article 3.5 and the Applicable Public Company Rules, the redemption or repurchase price may be paid in any manner permissible under the Law as determined by the Board.
- 3.9 A delay in payment of the redemption price shall not affect the redemption but, in the case of a delay of more than thirty days, interest shall be paid for the period from the due date until actual payment at a rate which the Directors, after due enquiry, estimate to be representative of the rates being offered by banks holding "A" licenses (as defined in the Banks and Trust Companies Law (Revised) of the Cayman Islands) in the Cayman Islands for thirty day deposits in the same currency.
- 3.10 The Directors may exercise as they think fit the powers conferred on the Company by Section 37(5) of the Law (payment out of capital) but only if and to the extent that the redemption could not otherwise be made (or not without making a fresh issue of shares for this purpose).
- 3.11 Subject as aforesaid, the Directors may determine, as they think fit all questions that may arise concerning the manner in which the redemption of the shares shall or may be effected.

- **3.12** No share may be redeemed unless it is fully paid-up.
- **3.13** The Board may designate as Treasury Shares any of its shares that it purchases or redeems, or any shares surrendered to it, in accordance with the Applicable Law.
- **3.14** No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up of the Company) may be made to the Company in respect of a Treasury Share.
- **3.15** The Company shall be entered in the Register of Members as the holder of the Treasury Shares provided that:
  - (d) the Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void; and
  - (e) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of the Articles or the Law.
- 3.16 After the Company purchases the shares listed on the TWSE in the ROC, any proposal to transfer the Treasury Shares to the employees of the Company and its Subsidiaries at a price below the average actual repurchase price must be approved by Special Resolution in the next general meeting and the items required by the Applicable Public Company Rules shall be specified in the notice of the general meeting and may not be proposed as an extemporary motion. The aggregate number of Treasury Shares resolved at all general meetings and transferred to the employees of the Company and its Subsidiaries shall not exceed 5% of the total issued shares, and each employee may not subscribe for more than 0.5% of the total issued shares in aggregate. The Company may prohibit such employees from transferring suchTreasury Shares within a certain period; provided, however, that such a period cannot be more than two years.
- **3.17** Subject to Article 3.16 and the Applicable Public Company Rules, Treasury Shares may be disposed of (by cancellation or transfer) by the Company on such terms and conditions in accordance with the Applicable Law as determined by the Directors.

# 4. Rights Attaching to Shares

Subject to Article 2.1, the Memorandum and the Articles, other contractual obligations or restrictions that the Company is bound by and any resolution of the Members to the contrary and without prejudice to any special rights conferred thereby on the holders of any other shares or class of shares, the share capital of the Company shall be divided into shares of a single class the holders of which shall, subject to the provisions of the Articles:

- (a) be entitled to one vote per share;
- (b) be entitled to such dividends as recommended by the Board and approved by the Members at general meeting;
- (c) in the event of a winding-up or dissolution of the Company, whether voluntary or involuntary or for the purpose of a reorganization or otherwise or upon any distribution of capital, be entitled to the surplus assets of the Company; and
- (d) generally be entitled to enjoy all of the rights attaching to shares.

#### 5. Share Certificates

- 5.1 The Company may issue shares in uncertificated / scripless form or issue share certificates. Where share certificates are issued, every Member shall be entitled to a certificate issued under the Seal (or a facsimile thereof), which shall be affixed or imprinted with the authority of the Board, specifying the number and, where appropriate, the class of shares held by such Member. The Board may by resolution determine, either generally or in a particular case, that any or all signatures on certificates may be printed thereon or affixed by mechanical means. For so long as the shares are listed on the TWSE in the ROC, shares of the Company shall be issued in uncertificated / scripless form unless the issuance of share certificates is required by the provisions of the Applicable Public Company Rules.
- 5.2 If any share certificate shall be proved to the satisfaction of the Board to have been worn out, lost, mislaid, or destroyed the Board may cause a new certificate to be issued and request an indemnity for the lost certificate if it sees fit.
- **5.3** Share may not be issued in bearer form.
- 5.4 When the Company shall issue share certificates pursuant to Article 5.1 hereof, the Company shall deliver the share certificates to the subscribers within thirty (30) days from the date such share certificates may be issued pursuant to the Law, the Memorandum, the Articles, and the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such share certificates pursuant to the Applicable Public Company Rules.
- 5.5 Where the Company shall issue the shares in uncertificated/scripless form, the Company shall comply with the Law and the Applicable Public Company Rules to handle relevant matters, and shall deliver the shares to the subscribers by book-entry transfer within thirty (30) days after the Company is permitted by applicable listing laws and regulations to issue such shares and make a public announcement prior to the delivery.

# 6. Preferred Shares

- 6.1 The Company may by Special Resolution designate one or more classes of shares with preferred or other special rights (shares with such preferred or other special rights, the "**Preferred Shares**"), and amend the Memorandum and these Articles as appropriate to reflect the designation of shares as Preferred Shares.
- 6.2 For so long as the shares are listed on the TWSE in the ROC, the rights and obligations of Preferred Shares may include (but not limited to) the following terms and shall be consistent with the Applicable Public Company Rules:
  - (a) the order of priority and fixed amount or fixed ratio of allocation of dividends and bonus on Preferred Shares:
  - (b) the order of priority and fixed amount or fixed ratio of allocation of surplus assets of the Company;
  - (c) the order of priority for or restriction on the voting right(s) (including declaring no voting rights whatsoever) of the Members holding the Preferred Shares;
  - (d) the method by which the Company is authorized or compelled to redeem the

Preferred Shares, or a statement that redemption rights shall not apply; and

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

#### REGISTRATION OF SHARES

#### 7. Register of Members

- (a) For so long as shares are listed on the TWSE in the ROC, the Board shall cause to be kept a Register of Members which may be kept outside the Cayman Islands at such place as the Board shall appoint and which shall be maintained in accordance with the Law and the Applicable Public Company Rules.
- (b) In the event that the Company has shares that are not listed on the TWSE in the ROC, the Company shall also cause to be kept a register of such shares in accordance with Section 40 of the Law.

# 8. Registered Holder Absolute Owner

Except as required by law:

- (a) no person shall be recognised by the Company as holding any share on any trust; and
- (b) no person other than the Member shall be recognised by the Company as having any right in a share.

# 9. Transfer of Registered Shares

- 9.1 Title to shares listed on the TWSE in the ROC may be evidenced and transferred in a manner consistent with the Applicable Public Company Rules (including through the book-entry system of the TDCC).
- 9.2 All transfers of shares which are in certificated form may be effected by an instrument of transfer in writing in any usual form or in any other form which the Board may approve and shall be executed by or on behalf of the transferor and, if the Board so requires, by or on behalf of the transferee. Without prejudice to the foregoing, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers.
- **9.3** The Board may refuse to recognise any instrument of transfer in respect of shares in certificated formunless it is accompanied by the certificate in respect of the shares to which it relates and by such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.
- 9.4 The joint holders of any share may transfer such share to one or more of such joint holders, and the surviving holder or holders of any share previously held by them jointly with a deceased Member may transfer any such share to the executors or administrators of such deceased Member.
- 9.5 The Board may in its absolute discretion and without assigning any reason there for refuse to register the transfer of a share in certificated form in the event such registration of transfer would (i) conflict with the Applicable Law; or (ii) conflict with the Memorandum and/or the Articles. If the Board refuses to register a transfer of any

share, the Secretary shall, within three months after the date on which the transfer was lodged with the Company, send to the transferor and transferee notice of the refusal.

# 10. Transmission of Registered Shares

- Member was a joint holder, and the legal personal representatives of the deceased Member where the deceased Member was a sole holder, shall be the only persons recognised by the Company as having any title to the deceased Member's interest in the shares. Nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by such deceased Member with other persons. Subject to the provisions of Section 39 of the Law, for the purpose of this Article, legal personal representative means the executor or administrator of a deceased Member or such other person as the Board may, in its absolute discretion, decide as being properly authorised to deal with the shares of a deceased Member.
- 10.2 Any person becoming entitled to a share in consequence of the death or bankruptcy of any Member may be registered as a Member upon such evidence as the Board may deem sufficient or may elect to nominate some person to be registered as a transferee of such share.
- 10.3 On the presentation of the evidence as the Board may require to prove the title of the transferor, the transferee shall be registered as a Member. Notwithstanding the foregoing, the Board shall, in any case, have the same right to decline or suspend registration or refuse registration as stipulated in Article 9.3hereof as it would have had in the case of a transfer of the share by that Member before such Member's death or bankruptcy, as the case may be.
- 10.4 Where two or more persons are registered as joint holders of a share or shares, then in the event of the death of any joint holder or holders the remaining joint holder or holders shall be absolutely entitled to the said share or shares and the Company shall recognise no claim in respect of the estate of any joint holder except in the case of the last survivor of such joint holders.

# ORDINARY RESOLUTION, SPECIAL RESOLUTION AND SUPERMAJORITY RESOLUTION

#### 11. Alteration of Capital

- 11.1 The Company may from time to time by Ordinary Resolutionalter the conditions of its Memorandum to:
  - increase its share capital by new shares of such sum, to be divided into shares of such classes and amount, as the resolution shall prescribe;
  - consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
  - convert all or any of its paid up shares into stock and reconvert that stock into paid up shares of any denomination for the purpose of redenominating its share capital;

- sub-divide its existing shares, or any of them into shares of a smaller amount provided that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in case of the share from which the reduced share is derived and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred, deferred or other rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares; or
- 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 and diminish the amount of its share capital by the amount of the shares so cancelled.
- 11.2 The Board may settle as it considers expedient any difficulty which arises in relation to any consolidation and division under the last preceding Article and in particular but without prejudice to the generality of the foregoing may issue certificates in respect of fractions of shares or arrange for the sale of the shares representing fractions and the distribution of the new proceeds of sale (after deduction of the expenses of such sale) in due proportion amongst the Members who would have been entitled to the fractions, and for this purpose the Board may authorise some person to transfer the shares representing fractions to their purchaser or resolve that such net proceeds be paid to the Company for the Company's benefit. Such purchaser will not be bound to see to the application of the purchase money nor will his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

#### 12. Special Resolution and Supermajority Resolution

- **12.1** Subject to the Law and the Articles, the Company may from time to time by Special Resolution:
  - (a) change its name;
  - (b) alter or add to the Articles;
  - (c) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein;
  - (d) reduce its share capital and any capital redemption reserve fund; or
  - (e) effect a Merger under the Law.
- 12.2 Subject to the Law, the Company may, by Special Resolution, issue securities by way of Private Placement within the territory of the ROC in accordance with Applicable Public Company Rules; provided that, for issuance of corporate bonds which do not involve the grant of a warrant, option, or right of conversion or otherwise grant the holders of the bonds the right to acquire equity or similar rights by way of Private Placement within the territory of the ROC, the Company may do so by resolution of the Board in different tranches within one year from the date of the resolution of the Board in accordance with Applicable Public Company Rules.
- 12.3 Subject to the Law and Article 12.4 hereof, the following actions by the Company shall require the approval of the Members by a Supermajority Resolution:

- (a) effecting any capitalization of distributable dividends and/or bonuses and/or any other amount prescribed under Article 17 hereof;
- (b) effecting any Merger (except for any Merger which falls within the definition of "merger" and/or "consolidation" under the Law, which requires the approval of the Company by Special Resolution only) or spin-off of the Company;
- (c) entering into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;
- (d) the transferring of the whole or any essential part of the business or assets of the Company; or
- (e) acquiringor assuming the whole business or assets of another person, which has a material effect on the Company's operation.
- **12.4** Subject to the Law, the Company may be wound up voluntarily:
  - (a) if the Company resolves by Ordinary Resolution that it be wound up voluntarily because the Company is unable to pay its debts as they fall due; or
  - (b) if the Company resolves by Special Resolution that it be wound up voluntarily for reasons other than set out in Article 12.4(a) above.
- 12.5 Subject to the Applicable Law, the Company may by Supermajority Resolution, distribute its Capital Reserve, in whole or in part, by issuing new shares which shall be distributed as bonus shares to its existing Members in proportion to the number of shares being held by each of them or by cash distribution to its Members.
  - 12.6 Subject to the Applicable Law, in case the Company is dissolved after participating in the Merger or the Company is delisted from the TWSE due to the general assignment (or the assignment of all rights and delegation of all duties of the Company), the transfer of business or assets of the Company, any share swap arrangement or any spin-off entered into or carried out by the Company while the surviving, transferee, existing or newly incorporated company is not a listed company (including a company listed in the TWSE or the Taipei Exchange in Taiwan), any such action aforementioned shall be approved by the affirmative vote of at least two-thirds (2/3) of the total votes cast by the Members of the Company.

#### 13. Variation of Rights Attaching to Shares

If, at any time, the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound-up, be varied with the sanction of a Special Resolution passed at a general meeting of the holders of the shares of the class. Notwithstanding the foregoing, if any modification or alteration in the Articles is prejudicial to the preferential rights of any class of shares, such modification or alteration shall be adopted by a Special Resolution and shall also be adopted by a Special Resolution passed at a separate meeting of Members of that class of shares. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu there with. To any such meeting all the provisions of the Articles relating to general meetings shall apply *mutatis mutandis*.

# DIVIDENDS AND CAPITALISATION

#### 14. Dividends

- 14.1 The Board may, subject to approval by the Members by way of Ordinary Resolution or, in the case of Article 12.3(a), Supermajority Resolution and subject to the Articles and any direction of the Company in general meeting, declare a dividend to be paid to the Members in proportion to the number of shares held by them, and such dividend may be paid in cash or shares.
- 14.2 Subject to the Applicable Law, no dividends or other distribution shall be paid except out of profits of the Company, realised or unrealised, out of share premium account or any reserve, fund or account as otherwise permitted by the Law. Except as otherwise provided by the rights attached to any shares, all dividends and other distributions shall be paid according to the number of the shares that a Member holds. If any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividends accordingly.
- 14.3 Subject to the Law and this Article and except as otherwise provided by the rights attached to any shares, the Company may distribute profits in accordance with a proposal for profits distribution approved by the Board and sanctioned by the Members by an Ordinary Resolution, in annual general meetings.
- 14.4 Upon the final settlement of the Company's accounts, if there is surplus profit (as defined below), the Company shall set aside no more than three per cent (3%) as compensation to employees and no more than two per cent (2%) as remuneration for the Directors (excluding the Independent Directors). However, if the Company has accumulated losses, the Company shall reserve an amount thereof for making up the losses.

The employees' compensation referred to in the preceding paragraph may be distributed in the form of shares or in the form of cash, and may be distributed to employees of the Company and its Subsidiaries, whose qualification shall be determined by the Board. The Directors' remuneration shall be distributed in the form of cash. The distribution of employees' compensation and remuneration to the Directors shall be determined by a majority of the Directors at a meeting attended by two-thirds or more of the total number of Directors.

"Surplus profit" referred to above means the net profit before tax and for the avoidance of doubt, such amount is before any payment of compensation to employees and remuneration for the Directors.

14.5 The Company is in the growth stage. The Board shall prepare the dividend proposal by taking into account various factors it considers relevant including, but not limited to, the profit of the financial year, overall development, financial plans, capital need, projection of the industry and the Company's prospects, and submit the proposal for the Members' approval. For so long as the shares are listed on the TWSE in the ROC, if there are profits, in making the profits distribution recommendation, the Board shall: (i) set aside a reserve for payment of tax for the relevant financial year; (ii) set aside an amount to offset losses incurred in previous years; (iii) set asideten per cent (10%) as reserve ("Statutory Reserve"); and (iv) set aside or reversea special surplus reserve as required by the applicable securities authority of the ROC under the Applicable Public Company Rules out of the profits of the Company for each financial year. The remaining balance, if any, together with a part or whole of

accumulated undistributed profits in the previous years, subject to the Law and the Applicable Public Company Rules and after having considered the financial, business and operational factors of the Company, may be distributed as dividends to Members in proportion to their shareholdings in the amount of no less than ten per cent (10%) of profit after tax of the relevant year. In the event that dividends are distributed to Members in a combination of share dividend and cash dividend, cash dividend shall be no less than twenty per cent (20%) of the total dividends.

- 14.6 The Board shall fix any date as the record date for determining the Members entitled to receive any dividend or other distribution.
- 14.7 For the purpose of determining Members entitled to receive payment of any dividend or other distributions, the Directors may provide that the Register of Members be closed for transfers for five (5) days before the relevant record date or such other period consistent with the Applicable Public Company Rules subject to compliance with the Law.
- **14.8** No unpaid dividend shall bear interest as against the Company.

#### 15. Capital Reserve and Power to Set Aside Profits

- 15.1 The Board may, before declaring a dividend, set aside out of the surplus or profits of the Company, such sum as it thinks proper as a reserve to be used to meet contingencies or for meeting the deficiencies for implementing dividend distribution plans or for any other purpose to which those funds may be properly applied. Pending application, such sums may be in the absolute discretion of the Board either be employed in the business of the Company or invested in such investment as the Board may from time to time think fit, and need not be kept separate from other assets of the Company. The Board may also, without placing the same to reserve, carry forward any profit which it decides not to distribute.
- 15.2 Subject to any direction from the Company in general meeting, the Board may on behalf of the Company exercise all the powers and options conferred on the Company by the Law in regard to the Capital Reserve. Subject to compliance with the Law, the Board may on behalf of the Company set off accumulated losses against credits standing in the Capital Reserve and make distributions out of the Capital Reserve.

# 16. Method of Payment

- 16.1 Any dividend, interest, or other monies payable in cash in respect of the shares may be paid by wire transfer to the Member's designated account or by cheque or draft sent through the post directed to the Member at such Member's address in the Register of Members, or to such person and to such address as the holder may in writing direct.
- 16.2 In the case of joint holders of shares, any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or draft sent through the post directed to the address of the holder first named in the Register of Members, or to such person and to such address as the holder may in writing direct. If two or more persons are registered as joint holders of any shares any one can give an effectual receipt for any dividend paid in respect of such shares.
- 16.3 For so long as the shares are listed on the TWSE in the ROC, the payment of any

dividend shall comply with the Applicable Public Company Rules and the Law.

#### 17. Capitalisation

Subject to the Applicable Law and Article 12.3(a), the Board may capitalise any sum for the time being standing to the credit of the Capital Reserve or other reserve accounts or to the credit of the profit and loss account or otherwise available for distribution by applying such sum in paying up unissued shares to be allotted as fully paid bonus shares pro rata to the Members.

#### **MEETINGS OF MEMBERS**

# **18.** Annual General Meetings

- **18.1** The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year, which shall be called by the Board.
- 18.2 Subject to Article 18.1, the general meeting of the Company maybe held at such time and place as the Board shall determine. For so long as the shares are listed on the TWSE in the ROC, unless otherwise provided by the Law, the general meetings shall be held in the ROC. If the Board resolves to hold a general meeting outside the ROC, the Company shall apply for the approval of the TWSE within two (2) days after the Board adopts such resolution. Where a general meeting is to be held outside the ROC, the Company shall engage a professional stock affairs agent in the ROC to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).

#### 19. Extraordinary General Meetings

- **19.1** General meetings other than annual general meetings shall be called extraordinary general meetings.
- 19.2 The Board may convene an extraordinary general meeting of the Company whenever in their judgment such a meeting is necessaryor is desirable.
- 19.3 For so long as the shares are listed on the TWSE in the ROC, the Board shall on a Member's requisition as defined in Article 19.4 forthwith proceed to convene an extraordinary general meeting of the Company.
- 19.4 A Member's requisition set forth in Article 19.3 is a requisition of one or more Members of the Company holding in the aggregate at the date of deposit of the requisition not less than three per cent (3%) of the total number of issued shares of the Company which as at that date have been held by such Member(s) for at least one year.
- 19.5 The Member's requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason there for.
- 19.6 If the Board does not within fifteen (15) days from the date of the deposit of the Member's requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting in the same manner, as nearly as possible, as that in which general meetings may be convened by the Board. If it is proposed that the extraordinary general meeting be held outside the

ROC, an application shall be submitted by such requisitionists to the TWSE for its prior approval.

#### 20. Notice

- 20.1 Before the shares are listed on the TWSE in the ROC, at least five(5) days' notice of a 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, but with the consent of all the Members entitled to receive notice of a general meeting and attend and vote thereat, that meeting may be convened by such shorter notice or without notice and in such manner as those Members may think fit.
- 20.2 For so long as the shares are listed on the TWSE in the ROC, at least thirty(30) days' notice of an annual general meeting, and at least fifteen(15) 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. The notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior written consent from the recipient(s) thereof.
- 20.3 For so long as the shares are listed on the TWSE in the ROC, the Board shall fix a record date for determining the Members entitled to receive notice of and to vote at any general meeting of the Company in accordance with Applicable Public Company Rules and close its Register of Members accordingly in accordance with Applicable Public Company Rules
- **20.4** Subject to Article 23.4, the accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 20.5 For so long as the shares are listed on the TWSE in the ROC, the Company shall announce to the public the notice of a general meeting, the proxy instrument, agendas and materials relating to the matters to be reported and discussed in the general meetings, including but not limited to, election or discharge of Directors, in accordance with Article 20.2 hereof, and shall transmit the same via the Market Observation Post System in accordance with Applicable Public Company Rules. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the abovementioned materials in accordance with Article 20.2. The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be made available to all Members and shall be transmitted to the Market Observation Post System in accordance with the Applicable Public Company Rules.
- **20.6** For so long as the shares are listed on the TWSE in the ROC, the following matters shall be stated in the notice of a general meeting, with a summary of the major content to be discussed, and shall not be proposed as an extemporary motion:
  - (a) election or discharge of Directors,
  - (b) alteration of the Memorandum or Articles,
  - (c) (i) dissolution, Merger, share swap or spin-off, (ii) entering into, amending, or

terminating any Lease Contract, Management Contract or Joint Operation Contract, (iii) transfer of the whole or any essential part of the business or assets of the Company, and (iv) acquisition or assumption of the whole of the business or assets of another person, which has a material effect on the operations of the Company,

- (d) ratification of an action by Director(s) who engage(s) in business for himself or on behalf of another person that is within the scope of the Company's business,
- (e) distribution of the whole or part of the surplus profit of the Company in the form of new shares, capitalization of Capital Reserve and any other amount in accordance with Article 17,
- (f) making distributions of new shares or cash out of the Statutory Reserve, the premium received on the issuance of any shares and income from endowments received by the Company to its Members, and
- (g) Private Placement of any equity-related securities to be issued by the Company.
- 20.7 For so long as the shares are listed on the TWSE in Taiwan, the Board shall keep the Memorandum and Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the Registered Office (if applicable) and the Company's stock affairs agent located in the ROC. Members may request, from time to time, by submitting document(s) evidencing his interests involved and indicating the designated scope of the inspection, access to inspect, review or make copies of the foregoing documents.
- 20.8 For so long as the shares are listed on the TWSE in the ROC, the Company shall make available all the statements and records prepared by the Board and the report prepared by the Audit Committee which will be submitted to the Members at the annual general meeting at the Registered Office (if applicable) and its stock affairs agent located in the ROC ten (10) days prior to such annual general meeting in accordance with Applicable Public Company Rules. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such inspection and review.

# 21. Giving Notice

- 21.1 Any Notice or document, whether or not to be given or issued under the Articles from the Company to a Member, shall be in writing either by delivering it to such Member in person or by sending it by letter mail or courier service to such Member at his registered address as appearing in the Register of Members orat any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address. For the purpose of this Article, a notice may be sent via electronic means if so agreed to by the Members in writing.
- 21.2 Any Notice or other document shall be deemed to be effective when it is sent in accordance with Articles 20 and 21 of these Articles.

Any Notice or document may be given to a Member either in the Chinese language or the English language, subject to due compliance with all Applicable Law, rules and regulations.

This Article shall apply *mutatis mutandis* to the service of any document by a Member

on the Company under the Articles.

# 22. Postponement of General Meeting

The Board may postpone any general meeting called in accordance with the provisions of the Articles provided that notice of postponement is given to each Member before the time for such meeting. A notice stating the date, time and place for the postponed meeting shall be given to each Member in accordance with the provisions of the Articlesprovided that in the event that the Members resolve to postpone the general meeting to a specified date which is not more than five days, Articles 20.1, 20.2, 20.3, 20.4, 20.5 and 21 do not apply and notice of the adjournment shall not be required.

# **Quorum and Proceedings at General Meetings**

- 23.1 No resolutions shall be adopted unless a quorum is present. Unless otherwise provided for in the Articles, Members present in person or by proxy or in the case of a corporate Member, by corporate representative, representing more than one-half of the total issued shares of the Company entitled to vote, shall constitute a quorum for any general meeting.
- 23.2 For so long as the shares are listed on the TWSE in the ROC, the Board shall submit business reports, financial statements and proposals for distribution of profits or allocation of losses prepared by it for the purposes of annual general meetings of the Company for ratification by the Members in a manner consistent with the Applicable Public Company Rules. After ratification by the Members at the general meeting, the Board shall distribute copies of or announce to the public the ratified financial statements and the Company's resolutions on distribution of profits or allocation of losses, to each Member or otherwise make the same available to the Members in accordance with the Applicable Public Company Rules.
- 23.3 Unless otherwise provided in the Articles, a resolution put to the vote of the meeting shall be decided on a poll.
- 23.4 For so long as the shares are listed on the TWSE in the ROC, if and to the extent permitted under the Law, nothing in the Articles shall prevent any Member from initiating proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the convening of any general meeting or the passage of any resolution in violation of applicable laws or regulations or the Articles within 30 days after passing of such resolution. The Taiwan Taipei District Court, ROC, may be the court for adjudicating any disputes arising out of the foregoing.
- 23.5 Unless otherwise expressly required by the Law, the Memorandum or the Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.
- 23.6 For so long as the shares are listed on the TWSE in the ROC, member(s) holding one per cent (1%) or more of the Company's total issued shares immediately prior to the relevant book close period, during which the Company closed its Register of Members, may propose to the Company in writing one matter for discussion at an annual general meeting. The Company shall give a public notice in such manner and at such time as permitted by Applicable Law specifying the place and a period of not less than ten

- (10) days for Members to submit proposals. Proposals submitted for discussion at an annual general meeting shall not be included in the agenda of the annual general meeting where (a) the proposing Member(s) holds less than one cent (1%) of the Company's total issued shares, (b) the matter of such proposal may not be resolved by a general meeting; (c) the proposing Member(s) has proposed more than one proposal; or (d) the proposal is submitted to the Company after the date fixed and announced by the Company for accepting Member(s)' proposal(s).
- 23.7 The rules and procedures of general meetings shall be established by the Board and approved by an Ordinary Resolution, and such rules and procedures shall be in accordance with the Law, these Articles and the Applicable Public Company Rules.

#### 24. Chairman to Preside

- 24.1 In the event that the general meeting is convened by the Board, the Chairman shall act as chairman at all meetings of the Members at which such person is present. In his absence the Directors who are present at the meeting of Members shall elect one from among themselves to act as the chairman at such meeting in lieu of the Chairman.
- 24.2 For so long as the shares are listed on the TWSE in the ROC, the chairman at all meetings of the Members shall be appointed or elected in accordance with the Applicable Public Company Rules.

# 25. Voting on Resolutions

- 25.1 Subject to any rights, privileges or restrictions attached to any share, every Member who (being an individual) is present in person or by proxy or (in the case of a corporation or other non-natural person) by duly authorized corporate representative(s) or by proxy shall have one vote for every share of which he is the holder. A Member who holds shares for benefit of others, need not use all his votes or cast all the votes he holds in the same way as he uses his votes in respect of shares he holds for himself. The qualifications, scope, methods of exercise, operating procedures and other matters with respect to exercising voting power separately shall comply with the Applicable Public Company Rules.
- 25.2 No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of shares unless he is registered as a Member on the record date for such meeting nor unless he has paid all the calls on all shares held by such Member.
- 25.3 Votes may be cast either in person or by proxy. A Member may appoint another person as his proxy by specifying the scope of appointment in the proxy instrument prepared by the Company to attend and vote at a general meeting, provided that a Member may appoint only one proxy under one instrument to attend and vote at such meeting.
- 25.4 Subject to the Law, for so long as the shares are listed on the TWSE in the ROC, the Company shall provide the Members with a method for exercising their voting power by way of electronic transmission; provided, however, that the Company shall provide the Members with a method for exercising their voting power by way of a written ballot or electronic transmission if a general meeting is to be held outside the ROC or otherwise required under the 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 electronic transmission. Any Member who intends to exercise his voting power by way of a written ballot or by way of electronic transmission shall serve the Company with his voting decision at least two (2) days prior to the date of such general meeting. Where more than one voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the later-received voting decision. A Member who exercises his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to vote his shares at the general meeting only in the manner directed by his written instrument or electronic document. The chairman of the general meeting as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to resolution(s) proposed at the said general meeting. For the purpose of clarification, such Members voting in such manner shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.

- 25.5 In the event any Member who intended to exercise his voting power by way of a written ballot or electronic transmission and has served his voting decision on the Company pursuant to Article 25.4 hereof later intends to attend the general meetings in person, he shall, at least two (2) days prior to the date of such general meeting, serve the Company with a separate notice revoking his previous voting decision. Such separate notice shall be sent to the Company in the same manner (e.g., by courier, registered mail or electronic transmission, as applicable) as the previous voting decision under Article 25.4 was given to the Company. Votes by way of a written ballot or electronic transmission shall remain valid if the relevant Member fails to revoke his voting decision before the prescribed time.
- 25.6 A Member who has served the Company with his voting decision in accordance with Article 25.4 for the purpose of exercising his voting power by way of a written ballot or by way of electronic transmission may appoint a person as his proxy to attend the meeting in accordance with the Articles, in which case the vote cast by such proxy shall be deemed to have revoked his previous voting decision served on the Company and the Company shall only count the vote(s) cast by such expressly appointed proxy at the meeting.

#### 26. Proxies

- 26.1 The instrument of proxy shall be in the form approved by the Board from time to time and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Member, proxy and the solicitor (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.
- 26.2 An instrument of proxy shall be in writing, be executed under the hand of the appointor in writing, or, if the appoint or is a corporation or other non-natural person, under the hand of an officer or attorney duly authorised for that purpose. A proxy

need not be a Member of the Company.

- 26.3 For so long as the shares are listed on the TWSE in ROC, subject to the Applicable Public Company Rules, except for an ROC trust enterprise or stock affair agents approved pursuant to Applicable Public Company Rules, save with respect to the Chairman being deemed appointed as proxy under Article 25.4, in the event a person acts as the proxy for two or more Members, the total number of issued and voting shares entitled to be voted as represented by such proxy shall be no more than three percent (3%) of the total number of issued and voting shares of the Company immediately prior to the relevant book closed period, during which the Company close its Register of Member; any vote in respect of the portion in excess of such three per cent (3%) threshold shall not be counted.
- 26.4 In the event that a Member exercises his voting power by way of a written ballot or electronic transmission and has also authorised a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any Member who has authorised a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at least two (2) days prior to the date of such general meeting, serve the Company with a separate notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.
- 26.5 The instrument of proxy shall be deposited at the Registered Office or the office of the Company's stock affairs agent in the ROC or at such other place as is specified for that purpose in the notice convening the meeting, or in any instrument of proxy sent out by the Company not less than five (5) days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, save with respect to the Chairman being deemed appointed as proxy under Article 25.4. Where more than one instrument to vote are received from the same Member by the Company, the first instrument received shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous proxy in the later-received instrument.

# 27. Proxy Solicitation

For so long as the shares are listed on the TWSE in the ROC, the use and solicitation of proxies shall be in compliance with the Applicable Public Company Rules, including but not limited to "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies."

## 28. Dissenting Member's Appraisal Right

- 28.1 Subject to compliance with the Law, in the event any of the following resolutions is passed at general meetings, any Member who has notified the Company in writing of his objection to such matter prior to the meeting and has raised again his objection at the meeting, may request the Company to purchase all of his shares at the then prevailing fair price:
  - (a) the Company proposes to enter into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;

- (b) the Company transfers the whole or an essential 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) acquires or assumes the whole business or assets of another person, which has a material effect on the operation of the Company.
- 28.2 In the event any part of the Company's business is spun off or involved in any Merger, any Member, who has abstained from voting in respect of such matter and expressed his dissent there for, in writing or verbally (with a record) before or during the general meeting approving such spin off or Merger, may request the Company to purchase all of his shares at the then prevailing fair price.

# 29. Shares that May Not be Voted

#### **29.1** Shares held:

- (a) by the Company itself;
- (b) by any entity in which the Company owns, legally or beneficially, more than fifty per cent (50%) of its total issued and voting share or share capital; or
- (c) by any entity in which the Company, together with (i) the holding company of the Company and/or (ii) any Subsidiary of (a) the holding company of the Company or (b) the Company owns, legally or beneficially, directly or indirectly, more than fifty per cent (50%) of its issued and voting share or share capital.

shall not carry any voting rights nor be counted in the total number of issued shares at any given time but only for so long as the circumstances as set out in sub-paragraphs (a) to (c) (as applicable) above continue.

- 29.2 A Member who has a personal interest in any motion discussed at a general meeting, which interest may be in conflict with and impair those of the Company, shall abstain from voting such Member's shares in regard to such motion and such shares shall not be counted in determining the number of votes of the Members present at the said meeting. However, such shares may be counted in determining the number of shares of the Members present at such general meeting for the purposes of determining the quorum. The aforementioned Member shall also not vote on behalf of any other Member.
- 29.3 For so long as the shares are listed on the TWSE in the ROC, if the number of shares pledged by a Director at any time amounts to more than 50% of the total shares held by such Director at the time of his latest appointment, such pledged shares exceeding 50% of the total shares held by such Director at the time of his latest appointment, shall not carry any voting rights and such above-threshold shares shall not be counted in determining the number of votes of the Members present at a general meeting.

#### **30.** Voting by Joint Holders of Shares

In the case of joint holders, the joint holders should appoint among themselves one person to exercise the rights of a Member pursuant to the Applicable Public Company Rules. In case no agreement is reached among the joint holders, 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.

# 31. Representation of Corporate Member

- 31.1 A corporation or non-natural person which is a Member may, by written instrument, authorise such person or persons as it thinks fit to act as its representative at any meeting of the Members and any person so authorised shall be entitled to exercise the same powers on behalf of the corporation or such non-natural person which such person represents as that corporation or non-natural person could exercise if it were an individual Member, and that Member shall be deemed to be present in person at any such meeting attended by its authorised representative or representatives.
- 31.2 Notwithstanding the foregoing, the chairman of the meeting may accept such assurances as he thinks fit as to the right of any person to attend and vote at general meetings on behalf of a corporation or non-natural person which is a Member.

# 32. Adjournment of General Meeting

The chairman of a general meeting may, with the consent of a majority in number of the Members present at any general meeting at which a quorum is present, and shall if so directed, adjourn the meeting. Unless the meeting is adjourned to a specific date, place and time announced at the meeting being adjourned, or if the meeting is adjourned for more than five days, a notice stating the date, place and time for the resumption of the adjourned meeting shall be given to each Member entitled to attend and vote thereat in accordance with the provisions of the Articles.

# 33. Directors Attendance at General Meetings

The Directors of the Company shall be entitled to receive notice of, attend and be heard at any general meeting.

#### **DIRECTORS AND OFFICERS**

#### 34. Number and Term of Office of Directors

- 34.1 There shall be a Board consisting of no less than five (5) and no more than nine (9) persons. The term of office for each Director shall not exceed a period of three (3) years provided that in the event the expiration of the term of office of such Directors would otherwise leave the Company with no Directors, the term of office of such Directors shall be extended automatically to the date of the general meeting next following the expiration of such term, at which new Directors will be elected to assume office. 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 foregoing and the Applicable Law.
- **34.2** For so long as the shares are listed on the TWSE in the ROC, unless otherwise approved by the ROC competent authority, the number of Directors having a spousal relationship or Familial Relationship within the Second Degree of Kinship with any other Directors shall be less than half of the total number of Directors.
- 34.3 In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 34.2 hereof, the non-qualifying Director(s) who was elected with the fewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the

requirements provided for in Article 34.2 hereof. Any person who has already served as a Director but is in violation of the aforementioned requirements shall be automatically discharged from his office effective from such violation without any action required on behalf of the Company.

- 34.4 For so long as the shares are listed on the TWSE in the ROC, unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors accounting for not less than one-fifth of the total number of 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 them shall have accounting or financial expertise. Before the shares are listed on the TWSE in the ROC, the Board may resolve that the Company shall hold an election of Independent Director(s) at the general meeting.
- **34.5** For so long as the shares listed on the TWSE in Taiwan, the Directors shall be nominated by adopting the candidate nomination system specified in the Applicable Public Company Rules.
- 34.6 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 consistent with the Applicable Public Company Rules.

#### 35. Election of Directors

- 35.1 The Company may at a general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 35.2 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.
- 35.2 The Director(s) shall be elected by Members upon a poll vote by way of cumulative voting (the manner of voting described in this Article to be referred to as "Cumulative Voting") in the following manner:
  - (a) on an election of Directors, the numbers of votes attached to each voting share held by a Member shall be cumulative and correspond to the number of Directors nominated for appointment at the general meeting;
  - (b) the Member(s) may vote all or part of their cumulated votes in respect of one or more Director candidates;
  - (c) such number of Director candidates receiving the highest number of votes in the same category (namely, independent or non-independent) of Directors to be elected shall be appointed; and
  - (d) where two or more Director candidates in the same category receive the same number of votes and as a result the total number of new Directors in such category intended to be appointed is exceeded, there shall be a draw by such Director candidates receiving the same number of votes to determine who shall be appointed; the chairman of the meeting shall draw for a Director nominated for appointment who is not present at the general meeting.

- 35.3 For so long as the shares are listed on the TWSE in the ROC, 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 hold an election of Independent Directors at the next following general meeting. If all of the Independent Directors are resigned or removed, the Board shall hold, within sixty (60) days from the date of resignation or removal of last Independent Director, a general meeting to elect succeeding Independent Directors to fill the vacancies.
- 35.4 For so long as the shares are listed on the TWSE in the ROC, if the number of Directors is less than five (5) persons due to the vacancy of Director(s) for any reason, the Company shall call an election of Director(s) at the next following general meeting to fill the vacancies. When the number of vacancies in the Board of the Company equals to one third of the total number of Directors elected, the Board shall hold, within sixty (60) days from the date of the occurrence of vacancies, a general meeting to elect succeeding Directors to fill the vacancies.
- 35.5 Where a legal entity is a Member, its authorized representative may be elected as Director of the Company in accordance with the Articles. If there are more than one authorized representatives, each of them may be nominated for election at a general meeting.

#### **36.** Removal of Directors

- 36.1 The Company may from time to time by Super majority Resolution remove any Director from office. Where re-election of all Directors is effected by a resolution adopted at a general meeting prior to the expiration of the term of office of existing Directors, the term of office of all current Directors is deemed to have expired on the date of the re-election or any other date as otherwise resolved by the Members at the general meeting if the Members do not resolve that all current Directors will only retire at the expiration of their present term of office. 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 re-elect all Directors.
- 36.2 For so long as the shares are listed the TWSE in the ROC, in case a Director has, in the course of performing his duties, committed any act resulting in material damages to the Company or is in serious violation of applicable laws, regulations and/or the Articles, but has not been removed by a Supermajority Resolution, the Member(s) holding three per cent (3%) or more of the total number of issued shares of the Company may, within thirty (30) days after such general meeting, to the extent permissible under Applicable Law, institute a lawsuit to remove such Director. The Taiwan Taipei District Court, ROC, may be the court of for this matter.

#### 37. Vacation of Office of Director

- **37.1** The office of Director shall be vacated:
  - (a) if the Directoris removed from office pursuant to the Articles;
  - (b) if the Directordies;
  - (c) if the Directoris automatically discharged from his office in accordance with Article 34.3;
  - (d) if the Director resigns his office by notice in writing to the Company;

- (e) if the Directoris the subject of a court order for his removal in accordance with Article 36.2; or
- (f) with immediate effect without any action required on behalf of the Company if
  - (i) the Director has been adjudicated bankrupt, and has not been reinstated to his rights and privileges;
  - (ii) an order is made by any competent court or official on the grounds that the Director has no legal capacity, or his legal capacity is restricted according to Applicable Law;
  - (iii) the Director has committed an offence as specified in the ROC statute of prevention of organizational crimes and subsequently has been adjudicated guilty by a final judgment, and the time elapsed after he has served the full term of the sentence is less than five (5) years;
  - (iv) the Director has committed an offence in terms of fraud, breach of trust or misappropriation and subsequently has been punished with imprisonment for a term of more than one (1) year, and the time elapsed after he has served the full term of such sentence is less than two (2) years;
  - (v) the Director has been adjudicated guilty by a final judgment for misappropriating public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence is less than two (2) years; or
  - (vi) the Director has been dishonored for use of credit instruments, and the term of such sanction has not expired yet.

In the event that any of the foregoing events specified in Article 37(f) has occurred in relation to a candidate for election of Director, such person shall be disqualified from being elected as a Director.

- 37.2 For so long as the shares are listed on the TWSE in the ROC, in case a Director has, during the term of office as a Director, transferred more than one half of the Company's shares being held by him at the time he was elected, he shall, ipso facto, be removed automatically from the office of Director with immediate effect and in such case no approval from the Members shall be required.
- 37.3 For so long as the shares are listed on the TWSE in the ROC, the election of a newly elected Director shall be forthwith invalidated if said Director, before assuming office, transferred more than one half of the Company's shares being held by him at the time of his election as a Director, or if said Director, during the book closure period prior to a general meeting, has transferred more than one half of the Company's shares being held by him.

#### **38.** Compensation of Directors

38.1 For so long as the shares are or listed on the TWSE in the ROC, the Board shall, in accordance with the Applicable Public Company Rules, establish a Compensation Committee comprised of at least three (3) members, one of whom shall be an Independent Director. The professional qualifications of the members of the Compensation Committee, the responsibilities, powers and other related matters of the Compensation Committee shall comply with the Applicable Public Company

Rules. Upon the establishment of the Compensation Committee, the Board shall, by a resolution, adopt a charter for the Compensation Committee the provisions of which shall be consistent with the Applicable Public Company Rules. Before the shares are listed on the TWSE in the ROC, the Board may resolve to establish a Compensation Committee.

- 38.2 The compensation referred in the preceding Article shall include the compensation, stock option and other incentive payments of Directors and managers of the Company.
- 38.3 The compensation of the Directors may be decided by the Board by reference to recommendation made by the Compensation Committee (if established), the standard generally adopted by other enterprises in the same industry, and shall be paid in cash only. The Directors may also be paid all travel, hotel and other expenses properly incurred by them in attending and returning from the meetings of the Board, any committee appointed by the Board, general meetings of the Company, or in connection with the business of the Company or their duties as Directors generally. A Director is also entitled to distribution of profits of the Company if permitted by the Law, the Applicable Public Company Rules, the service agreement or other similar contract that he/she has entered into with the Company.

#### 39. Defect in Election of Director

Subject to Article 23.4 and the Applicable Law, all acts done in good faith by the Board or by a committee of the Board or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the election of any Director, or that they or any of them were disqualified, be as valid as if every such person had been duly elected and was qualified to be a Director.

#### 40. Directors to Manage Business

The business of the Company shall be managed and conducted by the Board. In managing the business of the Company, the Board may exercise all such powers of the Company as are not, by the Law or by the Articles, required to be exercised by the Company in general meeting subject, nevertheless, to the Articles, the provisions of the Law, and to such directions as may be prescribed by the Company in general meeting.

#### 41. Powers of the Board of Directors

Without limiting the generality of Article 40 and subject to the Applicable Law, the Board may:

- (a) appoint, suspend, or remove any manager, secretary, clerk, agent or employee of the Company and may fix their compensation and determine their duties;
- (b) exercise all the powers of the Company to borrow money and to mortgage or charge or otherwise grant a security interest in its undertaking, property and uncalled capital, or any part thereof, and may issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party;
- (c) appoint one or more Directors to the office of managing director or chief executive officer of the Company, who shall, subject to the control of the Board, supervise and administer all of the general business and affairs of the Company;

- (d) appoint a person to act as manager of the Company's day-to-day business and may entrust to and confer upon such manager such powers and duties as it deems appropriate for the transaction or conduct of such business;
- (e) by power of attorney, appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Board, to be an attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) and for such period and subject to such conditions as it may think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to subdelegate all or any of the powers, authorities and discretions so vested in the attorney. Such attorney may, if so authorised, execute any deed or instrument in any manner permitted by the Law;
- (f) procure that the Company pays all expenses incurred in promoting and incorporating the Company;
- (g) delegate any of its powers (including the power to sub-delegate) to a committee of one or more persons appointed by the Board and every such committee shall conform to such directions as the Board shall impose on them. Subject to any directions or regulations made by the Directors for this purpose, the meetings and proceedings of any such committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Board;
- (h) delegate any of its powers (including the power to sub-delegate) to any person on such terms and in such manner as the Board sees fit;
- (i) present any petition and make any application in connection with the liquidation or reorganisation of the Company;
- (j) in connection with the issue of any share, pay such commission and brokerage as may be permitted by law; and
- (k) authorise any company, firm, person or body of persons to act on behalf of the Company for any specific purpose and in connection therewith to execute any agreement, document or instrument on behalf of the Company.

#### 42. Register of Directors and Officers

- 42.1 The Board shall cause to be kept in one or more books at the Registered Office a Register of Directors and Officers in accordance with the Law and shall enter therein the following particulars with respect to each Director and Officer:
  - (a) first name and surname; and
  - (b) address.
- 42.2 The Board shall, within the period of sixty (60) days from the occurrence of:-
  - (a) any change among its Directors and Officers; or
  - (b) any change in the particulars contained in the Register of Directors and Officers.

cause to be entered on the Register of Directors and Officers the particulars of such change and the date on which such change occurred, and shall notify the Registrar of Companies in accordance with the Law.

#### 43. Officers

The Officers shall consist of a Secretary and such additional Officers as the Board may determine all of whom shall be deemed to be Officers for the purposes of the Articles.

# 44. Appointment of Officers

The Secretary (and additional Officers, if any) shall be appointed by the Board from time to time.

#### 45. Duties of Officers

The Officers shall have such powers and perform such duties in the management, business and affairs of the Company as may be delegated to them by the Board from time to time.

# 46. Compensation of Officers

The Officers shall receive such compensation as the Board may determine.

#### 47. Conflicts of Interest

- 47.1 Any Director, or any Director's firm, partner or any company with whom any Director is associated, may act in any capacity for, be employed by or render services to the Company and such Director or such Director's firm, partner or company shall be entitled to compensation as if such Director were not a Director; provided that this Article 47.1 shall not apply to Independent Directors.
- 47.2 Notwithstanding anything to the contrary contained in this Article 47, a Director who is directly or indirectly interested in any matter under discussion at a meeting of the Directors or a contract or proposed contract or arrangement with the Company shall declare the nature and the essential contents of such interest at the relevant meeting of the Directors as required by the Applicable Law.
- 47.3 Notwithstanding anything to the contrary contained in this Article 47, a Director who has a personal interest in the matter under discussion at a meeting of the Directors, which may conflict with and impair the interest of the Company, shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting.
- 47.4 Notwithstanding anything to the contrary contained in this Article 47, a Director who is engaged in anything on his own account or on behalf of another person, which is within the scope of the Company's business, shall explain to the Members in a general meeting the essential contents of such conduct and seek their approval by Supermajority Resolution.

## 48. Indemnification and Exculpation of Directors and Officers

48.1 The Directors and Officers of the Company and any trustee for the time being acting in relation to any of the affairs of the Company and every former director, officer or trustee and their respective heirs, executors, administrators, and personal representatives (each of which persons being referred to in this Article as an "indemnified party") shall be indemnified and secured harmless out of the assets of

the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, or in their respective offices or trusts, and no indemnified party shall be answerable for the acts, receipts, neglects or defaults of the others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud, dishonesty or breach of duties provided under Article 48.4which may attach to any of the said persons.

- 48.2 The Company may purchase and maintain insurance for the benefit of any Director or Officer of the Company against any liability incurred by him in his capacity as a Director or Officer of the Company or indemnifying such Director or Officer in respect of any loss arising or liability attaching to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which the Director or Officer may be guilty in relation to the Company or any Subsidiary thereof.
- 48.3 To the extent permitted under the laws of the Cayman Islands, Members continuously holding three per cent (3%) or more of the total issued shares of the Company for a year or longer may:
  - (a) request in writing the Board to authorise any Independent Director of the Audit Committee to file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or
  - (b) request in writing any Independent Director of the Audit Committee to file a petition with the Taipei District Court, the ROC for and on behalf of the Company against any of the Directors; or

the Member(s) may, to the extent permitted under the laws of the Cayman Islands, file a petition with the Taiwan Taipei District Court, the ROC for and on behalf of the Company against the relevant Directors within thirty (30) days after such Member(s) having made the request under the preceding clause (a) or (b) if (i) in the case of clause (a), the Board fails to make such authorisation or the Independent Director of the Audit Committee having been authorised by the Board fails to file such petition, or (ii) in the case of clause (b), the Independent Director of the Audit Committee fails to file such petition.

48.4 Without prejudice and subject to the general directors' duties that a Director owe to the Company and the Members under common law principals and the laws of the Cayman Islands, a Director shall perform his fiduciary duties of loyalty and due care of a good administrator in the course of conducting the Company's business, and shall indemnify the Company, to the maximum extent legally permissible, from any loss incurred or suffered by the Company arising from breach of his fiduciary duties. If a Director has made any profit for the benefit of himself or any third party as a result of any breach of his fiduciary duties, the Company shall, if so resolved by the Members by way of an Ordinary Resolution, take all such actions and steps as may be appropriate and to the maximum extent legally permissible to seek to recover such profit from such relevant Director. If a Director has, in the course of conducting the

Company's business, violated any laws or regulations that causes the Company to become liable for any compensation or damages to any person, such Director shall become jointly and severally liable for such compensation or damages with the Company and if any reason such Director is not made jointly and severally liable with the Company, such Director shall indemnify the Company for any loss incurred or suffered by the Company caused by a breach of duties by such Director. The Officers, in the course of performing their duties to the Company, shall assume such duties and obligations to indemnify the Company in the same manner as if they are Directors.

#### MEETINGS OF THE BOARD OF DIRECTORS

#### 49. Board Meetings

- **49.1** Board meetings shall be convened by the Chairman, and the Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit.
- 49.2 The Company shall hold regular meetings of the Board at least on a quarterly basis and for so long as the shares are listed on the TWSE in the ROC, such meetings shall be held in compliance with the Applicable Public Company Rules.
- 49.3 A resolution shall be passed by a majority vote of the Directors present at the meeting and entitled to vote on such resolution, and in the case of equality of votes the resolution shall fail. For these purposes, where Directors present and entitled to vote at the meeting do not cast a vote at the meeting, such Directors will be deemed to vote against the resolution.
- 49.4 A Director may be represented at any meetings of the Board by a proxy appointed in writing by him. The proxy shall count towards the quorum and the vote of the proxy shall for all purposes be deemed to be that of the appointing Director.
- 49.5 The instrument appointing a proxy shall be in writing in such form as the Directors may approve and may at any time be revoked in like manner, and notice of every such appointment or revocation in like manner.
- **49.6** A proxy must be a Director and can only act on behalf of one appointing Director at a meeting of the Board.

# 50. Notice of Board Meetings

- **50.1** The Chairman may, and the Secretary on the requisition of the Chairman shall, at any time summon a meeting of the Board.
- 50.2 Before the shares are listed on the TWSE in the ROC, at least forty-eight (48) hours prior notice shall be given for any meeting of the Board provided that in the case of urgent circumstances as agreed by a majority of the Directors, a meeting of the Board may be convened on short notice, or be held anytime after notice has been given to every Director or be convened without prior notice if all Directors agree. For so long as the shares are listed on the TWSE in the ROC, to convene a meeting of the Board, a notice setting forth therein the matters to be considered and if appropriate, approved at the meeting shall be given to each Director no later than seven (7) days prior to the scheduled meeting date. However, in the case of emergency as agreed by a majority of the Directors, the meeting may be convened with a shorter notice period in a manner

consistent with the Applicable Public Company Rules. For the purpose of this Article, a notice may be sent viaelectronic means if so agreed to by the Directors.

# 51. Participation in Meetings by Video Conference

Directors may participate in any meeting of the Board by means of video conference or other communication facilities, as permitted by the Applicable Law, where all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

# 52. Quorum at Board Meetings

The quorum for a meeting of the Board shall be more than one-half of the total number of the Directors.

# 53. Board to Continue in the Event of Vacancy

The Board may act notwithstanding any vacancy in its number.

#### 54. Chairman to Preside

The Chairman, if there be one, shall act as chairman at all meetings of the Board at which such person is present. In his absence a chairman shall be appointed or elected in accordance with the Applicable Public Company Rules.

# 55. Validity of Prior Acts of the Board

No regulation or alteration to the Articles made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation or alteration had not been made.

#### CORPORATE RECORDS

#### 56. Minutes

The Board shall cause minutes to be duly entered in books provided for the purpose:

- (a) of all elections and appointments of Officers;
- (b) of the names of the Directors present at each meeting of the Board and of any committee appointed by the Board; and
- (c) of all resolutions and proceedings of general meetings of the Members, meetings of the Board, meetings of managers and meetings of committees appointed by the Board.

# 57. Register of Mortgages and Charges

- 57.1 The Directors shall cause to be kept the Register of Mortgages and Charges required by the Law.
- 57.2 The Register of Mortgages and Charges shall be open to inspection by Members and creditors in accordance with the Law, at the Registered Office on every business day in the Cayman Islands, subject to such reasonable restrictions as the Board may impose, so that not less than two (2) hours in each such business day be allowed for inspection.

#### 58. Form and Use of Seal

- 58.1 The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf; and, until otherwise determined by the Directors, the Seal shall be affixed in the presence of a Director or the Secretary or an assistant secretary or some other person authorised for this purpose by the Directors or the committee of Directors.
- 58.2 Notwithstanding the foregoing, the Seal may without further authority be affixed by way of authentication to any document required to be filed with the Registrar of Companies in the Cayman Islands, and may be so affixed by any Director, Secretary or assistant secretary of the Company or any other person or institution having authority to file the document as aforesaid.
- 58.3 The Company may have one or more duplicate Seals, as permitted by the Law; and, if the Directors think fit, a duplicate Seal may bear on its face of the name of the country, territory, district or place where it is to be issued.

#### TENDER OFFER AND ACCOUNTS

#### 59. Tender Offer

For so long as the shares are listed on the TWSE in the ROC, within fifteen(15) days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its Litigious and Non-Litigious Agent, the Board shall resolve to recommend to the Members whether to accept or object to the tender offer and make a public announcement of the following:

- (a) the types and number of the shares held by the Directors and the Members holding more than ten per cent (10%) of the total issued shares in their own names or in the names of other persons.
- (b) the result of the verification on the identity and the financial conditions of the offeror, the fairness of the tender offer conditions and the reasonableness of the offeror's fund source, and recommendations to the Members on the tender offer, which shall specify the Directors' specific consenting or dissenting opinions on the tender offer and the reason(s) there for.
- (c) whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any.
- (d) the types, numbers and amount of the shares of the tender offeror or its affiliates held by the Directors and the Members holding more than ten per cent (10%) of the total number of issued shares held in their own names or in the name of other persons.

#### 60. Books of Account

- 60.1 The Board shall cause to be kept proper records of account with respect to all transactions of the Company and in particular with respect to:
  - (a) all sums of money received and expended by the Company and the matters inrespect of which the receipt and expenditure relates;
  - (b) all sales and purchases of goods by the Company; and
  - (c) all assets and liabilities of the Company.

Such books of account shall be kept for at least five (5) years from the date they are prepared.

- 60.2 Such records of account shall be kept and proper books of account shall not be deemed to be kept with respect to the matters aforesaid if there are not kept, at such place as the Board thinks fit, such books as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
- 60.3 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 (1) year. However, if a Member institutes a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information mentioned herein, they shall be kept until the conclusion of the litigation if longer than one (1) year.

#### 61. Financial Year End

Unless the Directors otherwise specify, the financial year of the Company:

- (a) shall end on 31st December in the year of its incorporation and each following year; and
- (b) shall begin when it was incorporated and on 1st January each following year.

#### **AUDIT COMMITTEE**

#### 62. Number of Audit Committee Members

For so long as the shares are listed on the TWSE in the ROC, the Board shall set up an Audit Committee. The Audit Committee shall comprise solely of Independent Directors and all Independent Directors shall be members of the Audit Committee. The number of Audit Committee members shall not be less than three (3). One of the Audit Committee members shall be appointed as the convener to convene meetings of the Audit Committee from time to time and at least one of the Audit Committee members shall have accounting or financial expertise. A valid resolution of the Audit Committee requires approval of one-half or more of all its members. Before the shares are listed on the TWSE in the ROC, the Board may resolve to establish an Audit Committee.

#### 63. Powers of Audit Committee

- 63.1 The Audit Committee (if established)shall have the responsibilities and powers as specified under the Applicable Public Company Rules. Any of the following matters of the Company shall require the consent of one-half or more of all Audit Committee members and be submitted to the Board for resolution:
  - (a) adoption of or amendment to an internal control system;
  - (b) assessment of the effectiveness of the internal control system;
  - (c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others;

- (d) any matter relating to the personal interest of the Directors;
- (e) a material asset or derivatives transaction;
- (f) a material monetary loan, endorsement, or provision of guarantee;
- (g) the offering, issuance, or Private Placement of any equity-related securities;
- (h) the hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
- (i) the appointment or discharge of a financial, accounting, or internal auditing officer;
- (j) approval of annual and semi-annual/second quarter financial reports (if applicable under the Applicable Public Company Rules); and
- (k) any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.

With the exception of item (j), any other matter that has not been approved with the consent of one-half or more of all Audit Committee members may be undertaken upon the consent of two-thirds or more of the members of the Board, and the resolution of the Audit Committee shall be recorded in the minutes of the Directors meeting.

- 63.2 Subject to the Applicable Law and to the extent permitted under the laws of the Cayman Islands, the Independent Directors of the Audit Committee shall supervise the execution of business operations of the Company, and may at any time or from time to time investigate the business and financial conditions of the Company, examine the accounting books and documents, and request the Board or officers to report on matters referred to above. Subject to the Applicable Law and to the extent permitted under the laws of the Cayman Islands, the Board may authorise any Independent Director of the Audit Committee to appoint on behalf of the Company, a practicing lawyer and independent auditors to conduct the examination.
- 63.3 The Audit Committee shall audit the various financial statements and records prepared by the Board for submission to the general meeting, and shall report their findings and opinions at such meeting.

# **VOLUNTARY DISSOLUTION AND WINDING-UP**

#### 64. Voluntary Dissolution and Winding-Up

- **64.1** The Company may be voluntarily wound-up in accordance with Article 12.4.
- Resolution, divide amongst the Members in specie or in 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 subject to the Applicable Law. The liquidator may, with the like sanction, vest the whole or any part of such assets in the trustees upon such trusts for the benefit of the Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any shares or other

securities or assets whereon there is any liability.

#### **CHANGES TO CONSTITUTION**

# 65. Changes to Articles

Subject to the Law and to the conditions contained in its Memorandum, the Company may, by Special Resolution, alter or add to its Articles.

#### LITIGIOUS AND NON-LITIGIOUS AGENT

# 66. Appointment of Litigious and Non-Litigious Agent

For so long as the shares are listed on the TWSE in the ROC, the Company shall appoint a Litigious and Non-Litigious Agent pursuant to the Applicable Law to act as the Company's responsible person in the ROC under the Securities and Exchange Law of the ROC to handle matters stipulated in the Securities and Exchange Law of the ROC and the relevant rules and regulations thereto. The Litigious and Non-Litigious Agent shall be an individual who has a residence or domicile in the ROC.

#### **OTHERS**

# 67. ROC Securities Laws and Regulations

For so long as the shares are listed on the TWSE in the ROC, the qualifications, composition, appointment, removal, exercise of functions and other matters with respect to the Directors, Independent Directors, Compensation Committee and Audit Committee which are required to be followed by the Company shall comply with the applicable ROC securities laws and regulations.

# (中譯文)

第四次修訂及重述章程大綱和章程 Top Bright Holding Co., Ltd.鼎炫投資控股股份有限公司 (經 2018 年 6 月 13 日特別決議通過生效)

# 開曼群島公司法(及其修正) 股份有限公司

# 第四次修訂及重述章程大綱

# Top Bright Holding Co., Ltd.鼎炫投資控股股份有限公司

(經2018年6月13日特別決議通過生效)

- 1. 本公司名稱為 Top Bright Holding Co., Ltd. 鼎炫投資控股股份有限公司。
- 2. 本公司註册所在地為 the Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands,或董事會日後決議其他地點。
- 3. 本公司設立之目的未受限制,且本公司有權從事開曼公司法(及其修正)所未禁止之任何營業項目。
- 4. 本公司有權依開曼公司法(及其修正)規定從事具有完全行為能力自然人所得為之行為。
- 5. 縱有前述規定,本公司於依銀行及信託公司法(及其修正)規定取得相關執照前不得從事銀行或信託業務,於依保險法規定(及其修正)取得相關執照前不得於開曼群島內從事保險業務或保險經理人、代理人、經紀人業務,於依公司管理法(Companies Management Law)(及其修正)取得相關執照前不得從事公司管理之業務。
- 6. 除為促進本公司於開曼群島外經營業務外,本公司不得於開曼群島與任何人士、事務所 或公司進行交易;惟本條之規定不得解讀為限制本公司於開曼群島簽訂契約,及於開曼 群島行使所有為執行其於開曼群島外之業務所需之權力。
- 7. 各股東對本公司之義務限於其未繳清之股款。
- 8. 本公司授權資本額為新台幣 2,500,000,000 元,分成 250,000,000 股普通股,每股面額為 新台幣 10 元。本公司有權依開曼公司法(及其修正)或本公司章程贖回或買回股份、分 割或整合股份,將原有、贖回、增加或減少之資本額全數或部分發行為附(或無)優先、 特別、遞延權利或附限制之股份。除非股份發行條款有明示規定者外,所發行之股份無 論為普通股或特別股均與本公司先前所發行股份之權利相同。
- 9. 若本公司登記為豁免公司者,其營運將受開曼公司法(及其修正)第174條所拘束。

# 第四次修訂及重述章程 Top Bright Holding Co., Ltd.鼎炫投資控股股份有限公司

(經2018年6月13日特別決議通過生效)

# 表格 A 釋義

1. 定義

### 股份

- 2. 發行股份之權力
- 3. 贖回及買回股份
- 4. 股份所附權利
- 5. 股票
- 6. 特别股

#### 股份登記

- 7. 股東名冊
- 8. 登記持有人為絕對所有人
- 9. 記名股份轉讓
- 10. 記名股份移轉

# 普通決議、特別決議及重 度決議

- 11. 變更資本
- 12. 特別決議及重度決議
- 13. 股份權利之變更

# 股利及撥充資本

- 14. 股息
- 15. 資本公積及盈餘之提 撥
- 16. 付款方式
- 17. 撥充資本

#### 股東會

- 18. 股東常會
- 19. 股東臨時會
- 20. 通知
- 21. 寄發通知
- 22. 股東會延期
- 23. 股東會之法定出席數及議事程序
- 24. 會議主席
- 25. 股東表決
- 26. 代理
- 27. 委託書徵求
- 28. 異議股東股份收買請求權
- 29. 無表決權股份
- 30. 共同股份持有人之表 決

- 31. 法人股東之代表
- 32. 股東會延會
- 33. 董事出席股東會 董事及經理人
- 34. 董事人數及任期
- 35. 董事選舉
- 36. 董事解職
- 37. 董事職位之解任
- 38. 董事報酬
- 39. 董事選舉瑕疵
- 40. 董事管理業務
- 41. 董事會之職權
- 42. 董事及經理人名册
- 43. 經理人
- 44. 指派經理人
- 45. 經理人職責
- 46. 經理人報酬
- 47. 利益衝突
- 48. 董事及經理人之補償及 免責

# 董事會

- 49. 董事會
- 50. 董事會通知
- 51. 視訊會議參與董事會
- 52. 董事會之法定出席數
- 53. 董事會成員缺額之運作
- 54. 董事會主席
- 55. 董事會先前行為之效力 公司記錄

# 56. 議事錄

- 57. 抵押擔保登記簿
- 58. 印章之形式和使用

#### 公開收購及帳簿

- 59. 公開收購
- 60. 會計帳簿
- 61. 會計年度結束

# 審計委員會

- 62. 審計委員會人數
- 63. 審計委員會之職權 自願解散和清算
- 64. 自願解散和清算 變更章程
- 65. 變更章程

# 訴訟及非訴訟代理人

66. 選任訴訟及非訴訟代理

# 其他

67. 中華民國證券法令

# 第四次修訂及重述章程

### Top Bright Holding Co., Ltd. 鼎炫投資控股股份有限公司

(經2018年6月13日特別決議通過生效)

開曼公司法(定義如后)附件一表格 A 中之法令不適用於本公司。

# 釋義

#### 2 定義

本修訂及重述章程中,下列文字及用語於與前後文內容不牴觸之情況下,應定義如 下:

"適用法律" 指公開發行公司規則、開曼公司法或其他適用於公司之規則 或法令。

"公開發行公司規則 指相關主管機關隨時針對公開發行公司或任何在中華民國之 證券交易所或證券市場上市公司訂定之中華民國法律、規則

和規章(包括但不限於中華民國公司法、證券交易法、金管 會(定義如后)發布之法令規章、證交所(定義如后)發布 之規章制度,及其日後之修訂版本),而經相關主管機關要求

應適用於本公司者。

"本章程" 指不時變更之本章程。

"審計委員會" 指董事會轄下之審計委員會,由本公司之全體獨立董事組成。

"董事會" 指依本章程指派或選舉之董事會,並依本章程於達法定出席

人數之董事會議中行使權限。

為本章程之目的,係指本公司依開曼公司法發行股份之溢價 "資本公積"

加計受領贈與後之金額。

"董事長" 指由所有董事間選出擔任董事會主席之董事。

"本公司" 指 Top Bright Holding Co., Ltd. 鼎炫投資控股股份有限公司。

"薪資報酬委員會" 指董事會轄下,依公開發行公司規則之規定由專業人士組成,

並具有所規定之各項職能之委員會。

"累積投票制" 指本章程第35.2條所規定之選舉董事之投票機制。

"蕃事" 指本公司當時之董事,包括任一和全部獨立董事。

"電子紀錄" 定義如《電子交易法》之定義。

"電子交易法" 指開曼群島之《電子交易法》(2003年修訂)。

關係"

"二親等以內之親屬 就任一人而言,指另一人因血緣或婚姻之緣故而與該人有親 屬關係,且係屬二親等以內之關係,應包括該任一人之父母、 兄弟姊妹、祖父母、子女、孫子女、及該任一人之配偶之父

母、兄弟姊妹及祖父母。

指中華民國金融監督管理委員會。 "金管會"

"獨立董事"

指依公開發行公司規則或本章程選出之獨立董事。

"共同經營契約"

指任一公司與他人,或其他機構所訂立之契約,契約各當事 人同意,將按契約條款共同經營某一事業,並共擔虧損、共

享獲利者。

"開曼公司法"

指開曼群島之公司法及所有對現行法之修正、重新制定或修

"營業出租契約"

指任一公司與他人所訂立之契約或協議,約定將公司之某些 必要機具及資產出租予對方,而該他人以自身名義經營公司 之全部營業;公司則自該他人受領一筆事先約定之報酬作為 對價。

人"

"訴訟及非訴訟代理 指本公司為在相關司法管轄地收受文書,而依適用法律所指 定之送達代收人並為本公司依中華民國證券交易法在中華民 國境內之負責人。

"委託經營契約"

指任一公司與他人所訂立之契約或協議,依該契約或協議委 託對方以公司名義, 並基於公司利益, 經營公司之事業, 公 司則向該他人給付一筆事先約定之報酬做為對價;該部分事 業之獲利和虧損,仍繼續由公司享有及負擔。

"公開資訊觀測站"

指證交所(定義如后)維護之公開發行公司申報系統。

"股東"

指股東名冊登記持有本公司股份之股東,若為二人以上登記 為共同持有股份者,指股東名簿中登記為第一位之共同持有 人或全部共同持有人,依其前後文需求適用之。

"章程大綱"

指本公司章程大綱。

"合併"

指下列交易:

- (a) 開曼公司法所定義之「併購」或「合併」;或
- (b) 其他符合公開發行公司規則定義之「吸收合併及/或新設 合併」。

"月"

指日曆月。

"通知"

除另有指明外,指本章程所指之書面通知。

"經理人"

任何經董事會指派擔任本公司職務之人。

"普诵決議"

指本公司股東會中(或如特別指明,持有特定種類股份之股 東會議)出席股東(親自出席或委託書他人出席)以簡單多 數決通過的決議。(已出席但未行使表決權之股東,將視為放 棄行使表決權,但仍計入已出席會議之表決權數。)

"特別股"

其意義如本章程第6條之定義。

"私慕"

指股份於中華民國上市期間,由本公司依公開發行公司規則 私募股份或本公司之其他證券。

"董事及經理人名冊 本章程第42條所指董事及經理人名冊。

"股東名冊"

指本公司依開曼公司法備置之股東名冊,且本公司股份於中華民國上市者,則指本公司依公開發行公司規則備置之股東 名冊。

"註冊處所"

指本公司當時之註冊營業處所。

"限制型股票"

其意義如本章程第2.5條之定義。

"中華民國"

指臺灣,中華民國。

"印章"

指本公司通用圖章或正式或複製之印章。

"秘書"

經指派執行所有本公司秘書職務之人,包括任何代理或助理 秘書,及任何經董事會指派執行該秘書職務之人。

"股份"

指每股面額新台幣 10 元之本公司股份。

"特別決議"

在不違反開曼公司法情形下,指於本公司股東會中,經有權 參與表決之股東親自出席、或經由委託書表決、或經法人股 東或非自然人股東合法授權之代表出席表決,經計算每位股 東有權表決權數後,以出席股東表決權至少三分之二同意通 過之決議。(已出席但未行使表決權之股東,將視為放棄行使 表決權,但仍計入已出席會議之表決權數。)

"附屬公司"

就任一公司而言,指(1)被該公司直接或間接持有超過半數已發行有表決權之股份總數或全部資本總額之公司;或(2)該公司對其人事、財務或業務經營有直接或間接控制權之公司。

"重度決議"

由代表本公司已發行股份總數三分之二以上之股東出席者,指由該等出席股東表決權過半數同意通過之決議;或如出席股東會之股東所代表之股份總數,少於本公司已發行股份總數之三分之二,但超過本公司已發行股份總數之半數時,則指由該等出席股東表決權三分之二以上之同意通過之決議。(已出席但未行使表決權之股東,將視為放棄行使表決權,

但仍計入已出席會議之表決權數。)

"庫藏股" 指本公司依開曼公司法及本章程持有庫藏之股份。

"集保結算所"

指臺灣集中保管結算所股份有限公司。

"證交所"

臺灣證券交易所股份有限公司。

"年"

日曆年。

# 2.2 本章程中,於內容不牴觸之情況下:

- (a) 複數詞語包括單數含義,反之亦然;
- (b) 陽性詞語包括陰性及中性含義;
- (c) 人包括公司、組織或個人團體,不論是否為公司;
- (d) 文字(i) "得"應被解釋為"可以";

- (ii) "應"應被解釋為"必須"。
- (e) "書面"和"以書面形式"包括所有以可視形式呈現的重述或複製之文字模式, 包括電子紀錄;
- (f) 所提及任何法律或規章之規定應包括該規定之增補或重新制定;
- (g) 除另有規定,於開曼公司法定義之文字或意義於本章程應有相同解釋;且
- (h) 除本章程明定者外,電子交易法第八條所規定的各項義務及要求均不適用。
- 2.3 本章程之標題僅為方便之用,不應用以或據以解釋本章程。

#### 股份

# 3 發行股份之權力

- 3.1 除適用法律、本章程及股東會另有決議外,於未損及任何現有股份或股別持有人之特別權利下,董事會有權依其決定之條件發行任何本公司尚未發行之股份,且於不違反或牴觸本章程第6.1條之前提下,得依股東普通決議發行任何就股息、表決權、資本返還或其他事項具有優先權、遞延權或其他特殊權利或限制之股份或股別(包括就股份所發行得棄權或其他種類之選擇權、認股權憑證和其他權利),惟除依開曼公司法規定及公開發行公司規則外,不得折價發行股票。
- 3.2 除本章程另有規定外,本公司發行新股應經董事會三分之二以上董事出席及出席董 事超過二分之一之同意,並限於本公司之授權資本內為之。
- 3.3 本公司向證交所申請於中華民國上市經核准後,在中華民國境內辦理現金增資發行新股時,除適用法律另有規定或經金管會或證交所認為本公司無須或不適宜辦理外,本公司應提撥發行新股總額百分之十,在中華民國境內對外公開發行(下稱「公開銷售部分」);然若股東會以普通決議另為較高比率之決議者,從其決議,並提撥相當於該等較高比率之股份作為公開銷售部分。本公司得保留發行新股總額百分之十至百分之十五供本公司及附屬公司之員工認購(下稱「員工認股部分」)。本公司對該等員工認購之新股,得限制在一定期間內不得轉讓,但其期間最長不得超過二年。
- 3.4 除經股東會另以普通決議為不同決議外,本公司依本章程第2.3條辦理現金增資發行新股時,於依本章程第2.3條提撥公開銷售部分(為免疑義,包含本公司依本章程第2.3條增資發行新股,股東會決議提撥高於發行新股總額百分之十之股份在中華民國境內對外公開發行,其超過發行新股總額百分之十的部分)及員工認股部分後,應公告及通知原有股東,其有權按照原有股份比例優先認購剩餘新股。本公司應在前開公告中聲明行使此優先認股權之方式,及若任何股東逾期不認購者,視為喪失其權利。原有股東持有股份按比例不足分認一新股者,得依董事會決定之條件及公開發行公司規則,合併其認股權而以單一股東名義共同認購一股或多股;原有股東於前述時間內未認足者,本公司得就未認購部分依符合公開發行公司規則之方式辦理公開銷售或治特定人認購。

- 3.5 於不違反或牴觸適用法律之前提下,本公司得經股東會重度決議發行限制員工權利之新股(下稱「限制型股票」)予本公司及附屬公司之員工,不適用本章程第2.3條之規定。股份於中華民國上市期間,限制型股票之發行條件,包括但不限於發行數量、發行價格及其他相關事項,應符合中華民國證券主管機關制訂之規則。
- 3.6 本章程第2.4條規定之股東優先認股權於本公司因以下原因或基於以下目的發行新 股時,不適用之:
  - (a) 本公司合併、分割,或為公司重整;
  - (b) 本公司為履行認股權憑證及/或選擇權下之義務,包括本章程第 2.8 條及第 2.11 條所規定者,或依本章程第 2.8 條發行股份予員工之情形。
  - (c) 本公司依本章程第2.5條規定發行限制型股票;
  - (d) 本公司為履行可轉換公司債或附認股權公司債下之義務;
  - (e) 本公司為履行附認股權特別股下之義務;或
  - (f) 本公司進行私募有價證券時。
- 3.7 本公司不得發行任何未繳納股款或繳納部分股款之股份。
- 3.8 縱有本章程第 2.5 條之規定,本公司得經董事會三分之二以上董事出席及出席董事 超過二分之一之同意,通過一個以上之員工獎勵措施,並得發行股份或選擇權、認 股權憑證或其他類似之證券予本公司及其附屬公司之員工;為免疑義,上開事項無 需另經股東會決議通過。
- 3.9 依本章程第2.8 條發行之選擇權、認股權憑證或其他類似之證券不得轉讓,但因繼承者不在此限。
- 3.10 本公司及其附屬公司之董事非本章程第 2.5 條所定發行限制型股票及第 2.8 條所定 獎勵措施之對象,但倘董事亦為本公司或其附屬公司之員工,該董事得基於員工身 分(而非董事身分)認購限制型股票或參與獎勵措施。
- 3.11 本公司得與其員工及/或其附屬公司之員工就本章程第2.8條所定之獎勵措施簽訂 契約,約定於一定期間內,員工得認購特定數量之本公司股份。此等契約之條款對 相關員工之限制不得少於其所適用之獎勵措施所載條件。
- 4 贖回及買回股份
- 4.1 在不違反開曼公司法情形下,本公司得發行將由或應由本公司或股東行使贖回權或 贖回選擇權的股份。
- 4.2 於依開曼公司法規定得授權之範圍內,授權本公司得自資本或其他帳戶或其他資金 中支付贖回股份之股款。
- 4.3 得贖回股份之贖回價格或其計算方式,應於股份發行前由董事會訂之。
- 4.4 有關得贖回股份之股票應載明該等股份係可贖回。

4.5 股份於中華民國上市期間,在不違反適用法律規定及本章程之情況下,本公司得依董事會三分之二以上董事出席及出席董事過半數同意所定之條件及方式,買回其自身股份(包括可贖回之股份),並依據適用法律規定作為庫藏股由本公司持有。如本公司擬向全體股東買回股份,並立即辦理銷除者,該等買回應經股東會普通決議通過,且除開曼公司法或公開發行公司規則另有規定者外,買回股份之銷除應按銷除當日各股東之持股比例為之(四捨五入至董事會決定之整數位)。

經股東會以普通決議通過之買回並銷除本公司股份,得以開曼公司法允許之方式支付買回股款,包含現金或其他財產;惟以其他財產支付買回股款時,該財產之價值應:(a)於董事會提交股東會決議前,送交中華民國會計師查核簽證,作為普通決議授權買回並銷除本公司股份之依據,及(b)經收受以其他財產支付買回股款之各股東同意。縱有本章程第3.5條之規定,本公司為變更股票面額而買回本公司股份時,為完成股票面額之變更,無需取得各該相關股東之同意。

- 4.6 本公司如依前條規定決議買回於中華民國上市之股份者,應依公開發行公司規則之規定,將董事會決議及執行情形,於最近一次之股東會報告;其因故未執行買回於中華民國上市之股份者,亦同。
- 4.7 股份於中華民國上市期間,本公司有權依下列買回方式以買回任何於中華民國上 市之股份:
  - (a) 買回股份之總金額,不得逾保留盈餘減除本公司董事會或股東會已決議分派 之盈餘及下列已實現之資本公積之金額:
    - (i) 尚未轉列為保留盈餘之處分資產之溢價收入;
    - (ii) 發行股份之溢價及本公司受領贈與所得之總金額。但受領之物為本公司 股份者,於未再出售前不予計入;
  - (b) 買回股份之總數量,不得超過本公司已發行股份總數百分之十;且
  - (c) 買回之時點、價格及其他條件應由董事會自行決定,惟:
    - (i) 相關買回交易應依中華民國證券法令之規定及公開發行公司規則辦理; 且
    - (ii) 相關買回交易應符合開曼公司法。
- 4.8 在不違反本章程第3.5條及公開發行公司規則之情形下,本公司得依董事會決議及 開曼公司法允許之任何方式,支付贖回或買回股款。
- 4.9 股份贖回款項之給付遲延不影響股份之贖回,惟如遲延超過三十日,應按董事會經適當查詢後所預估可代表開曼群島持有A級執照(定義如開曼群島銀行及信託公司法(修訂版)所示)之銀行同類貨幣三十日之定存利率,支付自到期日至實際支付款項期間之利息。

- 4.10 限於無法以其他方式贖回(或非另為此發行新股,無法贖回)之情形及範圍下,董事會始可於其認為適當時,行使開曼公司法第 37 條第(5)項(從資本中撥款支付)賦予本公司之權限。
- 4.11 限於前述範圍內,有關股份贖回應實行或可實行之方式,而可能產生之一切問題, 董事會得自為適當決定。
- 4.12 除股款已全數繳清,不得贖回該股份。
- 4.13 董事會得依適用法律之規定,指定任何本公司買回、贖回或因放棄而由本公司取得 之股份作為庫藏股。
- 4.14 對於庫藏股,不得配發或支付股利予本公司,亦不得就本公司之資產為任何其他分配(無論係以現金或其他方式)予本公司(包括本公司清算時對於股東的任何資產分配)。
- 4.15 本公司應以庫藏股持有人之身份載入股東名冊,惟:
  - (a) 不得因任何目的將本公司視同股東,且本公司不得就庫藏股行使任何權利, 意圖行使該權利者,應屬無效;且
  - (b) 於本公司任一會議中,庫藏股均不得直接或間接參與表決,且無論係為本章程或開曼公司法之目的,如欲決定任何特定時點之已發行股份總數時,庫藏股亦不應計入。
- 4.16 本公司買回於中華民國上市之股份後,以低於實際買回股份之平均價格轉讓庫藏股 予本公司或附屬公司員工之任何議案,應經最近一次股東會特別決議通過,且公開 發行公司規則要求之事項應於股東會開會通知中載明,而不得以臨時動議提出。歷 次股東會通過且轉讓予本公司及附屬公司員工之庫藏股總數,累計應不得超過已發 行股份總數的百分之五(5%),且每一名員工認購總數累計不得超過已發行股份 總數的千分之五(0.5%)。本公司買回自己之股份轉讓予員工者,得限制在一定期 間內不得轉讓,但其期間最長不得超過二年。
- 4.17 除本章程第 3.16 條及公開發行公司規則規定者外,本公司得由董事會依據適用法律之規定所決定之條款及條件處分(註銷或轉讓)庫藏股。

# 5 股份所附權利

除本章程第 2.1 條、章程大綱及本章程另有規定、本公司依契約另負其他義務或受其他限制、及股東另為不同決議者外,且在不損及任何股份及股別之股份持有人之特別權利之範圍內,本公司之股份應只有單一種類,其股東依本章程規定:

- (a) 每股有一表決權;
- (b) 享有董事會所提議並經股東會決議之股息;
- (c) 於本公司清算或解散時(無論該清算或解散係自願或非自願、或係為重整或 其他目的、或於分配資本時),有權受領本公司剩餘資產之分派;及

(d) 得享有一般附加於股份上之全部權利。

#### 6 股票

- 6.1 本公司得發行實體股票或以無實體發行之。本公司如發行實體股票,各股東有權獲得蓋有印章之股份憑證(或其複本),該印章由董事會依其權限所鈐印,憑證上並載明股東之持股股數及股別(如有)。董事會得決議於一般或特定情況下,憑證之任一或所有簽名得以印刷或機器方式為之。股份於中華民國上市期間,除依公開發行公司規則應發行實體股票者外,本公司股份應以無實體發行。
- 6.2 如股票塗汚、磨損、遺失或損壞,經提出董事會滿意之證據,董事會得換發新股票。 如董事會認為適當,並得請求遺失股票之賠償。
- 6.3 不得發行無記名股份。
- 6.4 本公司依本章程第5.1條發行實體股票時,本公司應於該等實體股票依開曼公司法、章程大綱、本章程及公開發行公司規則規定得發行之日起三十日內,交付實體股票予認股人,並應於交付該等實體股票前,依公開發行公司規則辦理公告。
- 6.5 本公司應發行無實體股票時,相關事項應依開曼公司法及公開發行公司規則辦理, 且應於依適用之上市法令得發行股份之日起三十日內,以帳簿劃撥方式交付無實體 股份予認股人,並於交付前公告之。

#### 7 特別股

- 7.1 本公司得以特別決議發行一種或一種以上類別具有優先或其他特別權利之股份(下稱「**特別股**」),並修訂章程大綱及本章程以反映特別股之訂定。
- 7.2 股份於中華民國上市期間,特別股之權利及義務應包含(但不限於)下列項目,且 應符合公開發行公司規則之規定:
  - (a) 特別股之股息及紅利分配之順序與固定額度或固定比率;
  - (b) 本公司剩餘財產分配之順序與固定額度或固定比率;
  - (c) 特別股股東表決權之順序或限制(包括宣布無表決權);
  - (d) 本公司經授權或被迫贖回特別股之方式或不適用贖回權之聲明;及
  - (e) 有關特別股之附隨權利及義務等其他事項。

#### 股份登記

### 8 股東名冊

- (a) 股份於中華民國上市期間,董事會應備置一份股東名冊,備置地點得為開曼群島境外經董事會認為適當之處所,並應依開曼公司法及公開發行公司規則 維護之。
- (b) 若本公司有未於中華民國上市之股份者,本公司應依開曼公司法第40條備置此等股票之名冊。

# 9 登記持有人為絕對所有人

除法令另有規定外:

- (a) 本公司無須承認因信託而持有股份之人;且
- (b) 除股東外,本公司無須承認任何人對股份享有任何權利。

# 10 記名股份轉讓

- 10.1 於中華民國上市之股份,其所有權之證明及移轉得依符合公開發行公司規則之方式 (包括透過集保結算所帳簿劃撥系統)為之。
- 10.2 以實體發行之股票,其轉讓得依一般書面格式、或董事會通過之其他書面格式為之。 該等書面應由讓與人或以讓與人之名義簽署,惟如董事會要求時,該等書面得僅由 受讓人簽署。於不違反前述規定之前提下,董事會得應讓與人或受讓人之要求,一 般性地或針對個案,決議接受機械方式簽署之轉讓書面。
- 10.3 就實體股票之轉讓,除提供相關股份之股票及董事會合理要求得證明讓與人係有權 轉讓之其他證據外,董事會得拒絕承認任何轉讓文件。
- 10.4 股份共同持有人得轉讓該股份予其他一名或多名共同持有人,且先前與死亡股東共同持有股份之存續股份持有人,得轉讓該等股份予該死亡股東之執行人或管理人。
- 10.5 若登記該轉讓將致下列情事者,董事會得毋須檢具任何理由自行決定拒絕實體股份轉讓之登記:(i)違反適用法律;或(ii)違反章程大網及/或本章程。如董事會拒絕登記股份移轉,於該轉讓登記向本公司提出之日起三個月內,秘書應將拒絕通知寄送與讓與人及受讓人。

#### 11 記名股份移轉

- 11.1 如股東死亡,其共同持有股份之他尚存共同持有人,或如為單獨持有股份者,其法定代理人,為本公司唯一承認有權享有該死亡股東之股東權益之人。死亡股東之財產就其所共同持有之股份所生之義務,不因本章程之規定而免除。依開曼公司法第39條規定,本條所稱法定代理人係指該死亡股東之執行人或管理人、或依董事會裁量決定之其他經適當授權處理該股份事宜之人。
- 11.2 因股東死亡、破產而對股份享有權利之人,於董事會認為證據充足時得登記為股東, 或選擇指定他人登記為股份受讓人。
- 11.3 經檢附董事會要求證明讓與人為所有權人之文件與董事會時,應登記受讓人為股東。 縱有上述規定,如董事會於該喪失權利之股東尚未死亡或破產時,有權拒絕或暫停 股東登記或依本章程第9.3 條拒絕登記,董事會於任何情況下應享有與該情形相同 之拒絕或暫停登記之權利。
- 11.4 如有二位或以上之人登記為股份共同持有人,而共同持有人中有人死亡時,尚存之 共同持有人就該股份有絕對之所有權,且除該死亡之共同持有人為最後尚存之共同 持有人外,本公司不承認任何對該共同持有人遺產之權利主張。

### 普通決議、特別決議及重度決議

# 12 變更資本

- 12.1 本公司得隨時以普通決議變更章程大綱中之以下事項:
  - (a) 以發行新股增加依普通決議所定之股本,及此等股本所得分成之股份種類及 金額得享有的權利;
  - (b) 將全部或部分股份合併且分割為較現有股份面額大之股份;
  - (c) 為轉換股份票面額之目的,將全部或一部已繳納股款之股份轉換為任何面額 之已繳納股款之股份;
  - (d) 將現有股份之全部或一部再分割為較小金額股份,惟,每一再分割股份之已 繳股款與未繳股款(如有)應按原股份再分割之比例等比例減少之,且本公 司得以普通決議,使該等再分割之股份,享有優先、遞延或其他權利,或受 其他本公司就未發行股份或新股得賦加之限制;及
  - (e) 銷除任何於決議通過之日尚未為任何人取得或同意取得之股份,並註銷與所 銷除股份等值之資本。
- 12.2 為達成本公司依前條規定合併或分割股份之目的,董事會得為任何其認為適當之相應措施;於無礙前述目的之情形下,包括但不限於發行表彰畸零部分之股份,或出售該等畸零部分之股份,並將所得股款(扣除出售費用後)按比例發放予有權受領之股東。為此,董事會得授權他人轉讓該等表彰畸零部分之股份予各該買受人,或決議將上述扣除相關費用之股款淨額,為本公司之利益支付予本公司。如相關出售程序中有任何異常或無效情事,各該買受人就股款之用途不負監督義務,其股份所有人之權益亦不受影響。

# 13 特別決議及重度決議

- 13.1 在不違反開曼公司法及本章程之情況下,本公司得隨時經特別決議:
  - (a) 變更其名稱;
  - (b) 修改或增加章程;
  - (c) 修改或增加章程大綱有關公司目的、權力或其他特別載明之事項;
  - (d) 減少資本及資本贖回準備金;或
  - (e) 依開曼公司法為合併。
- 13.2 在不違反開曼公司法之情形下,本公司得經特別決議在中華民國境內依公開發行公司規則進行有價證券之私募;惟如於中華民國境內私募之公司債未附有認股權、選擇權、轉換權或使公司債持有人有權取得股權或其他類似權利者,本公司得依公開發行公司規則之規定經董事會決議通過,並得於董事會決議之日起一年內分次辦理。
- 13.3 於不違反開曼公司法和本章程第 12.4 條之情形下,本公司之下列行為應取得股東重度決議之許可:

- (a) 將得分派之股息及/或紅利及/或其他本章程第17條所定款項撥充資本;
- (b) 合併(除符合開曼公司法所定義之「併購及/或合併」僅須特別決議即可)或 分割;
- (c) 締結、變更或終止營業出租契約、委託經營契約或共同經營契約;
- (d) 讓與其全部或主要部分之營業或財產;或
- (e) 取得或受讓他人的全部營業或財產而對本公司營運有重大影響者。
- 13.4 在不違反開曼公司法之情形下,本公司得以下列決議方式自願解散:
  - (a) 如本公司係因無法清償到期債務而決議自願解散者,經普通決議;或
  - (b) 如本公司係因本章程第 12.4 條(a)款以外之事由而決議自願解散者,經特別決議。
- 13.5 在不違反適用法律規定之情形下,本公司得以重度決議,將其資本公積之一部或全部,按股東所持股份比例,以發行新股(作為紅利股份)或現金之形式,分配予股東。
- 13.6 除適用法律另有規定外,本公司參與合併後消滅,或本公司概括讓與(或轉讓本公司所有權利與義務)、讓與本公司之營業或財產、股份轉換或分割而致終止上市, 且存續、既存、新設或受讓之公司非屬上市公司(包括證交所/財團法人中華民國 證券櫃檯買賣中心之上市(櫃)公司)者,應經本公司全部已發行股份總數三分之 二以上股東之同意行之。

#### 14 股份權利之變更

無論本公司是否已清算,如本公司資本分為不同種類之股份,除該類股份發行條件另有規範外,該類股份之權利得經該類股份持有人之股東會以特別決議變更之。縱有前述規定,如章程之任何修改或變更將損及任一種類股份的優先權,則相關之修改或變更應經特別決議通過,並應經該類受損股份股東另行召開之股東會特別決議通過。除該類股份發行條件另有明確規範外,各股份持有人就各該股份之優先權或其他權利不受其他同等順位股票之創設或發行而影響。就各類股份持有人之股東會,應準用本章程有關股東會之規定。

#### 股息及撥充資本

# 15 股息

- 15.1 董事會經股東會以普通決議通過後,或於本章程第 12.3(a)條所述情況下,依重度決議通過後,於不違反本章程及股東會之指示下,依各股東持股比例發放股息予股東, 且股息得以現金或股份發放。
- 15.2 於不違反適用法律之情形下,除以本公司已實現或未實現利潤、股份發行溢價帳戶或開曼公司法允許之公積、準備金或其他款項支付股利或為其他分派外,本公司不得發放股利或為其他分派。除股份所附權利另有規定者外,所有股利及其他分派應

依股東持有股份比例計算之。如股份發行條件係從一特定日期開始計算股利,則該 股份之股利應依此計算。

- 15.3 除開曼公司法、本章程或股份所附權利另有規定者外,本公司盈餘分派依董事會通過之盈餘分派提案,經股東常會以普通決議通過分派之。
- 15.4 本公司年度如有「獲利」(定義如后),應提撥不高於百分之三(3%)為員工酬勞, 並提撥不高於百分之二(2%)作為董事(不包括獨立董事)酬勞。但本公司尚有累 積虧損時,應預先保留彌補數額。

前項所述之員工酬勞得以股票或現金為之,並得發放予符合一定條件之本公司及附屬公司員工,其資格由本公司董事會決定。董事酬勞僅得以現金為之。員工酬勞及董事酬勞均應由董事會以三分之二以上董事之出席及出席董事過半數同意之決議行之。

第一項所稱之「獲利」,係指稅前淨利,且為免疑義,該金額係指扣除分派員工及 董事酬勞前之數額。

- 15.5 本公司營運係處於成長階段,由董事會視其認為相關之各項因素,包括但不限於本公司各該會計年度之盈餘、整體發展、財務規劃、資本需求、產業展望及本公司未來前景,並由董事會擬具股東股利分派議案,提請股東會決議分派之。股份於中華民國上市期間,董事會於盈餘分派提案時,應於每會計年度盈餘中先:(i)提列支付相關會計年度稅款之準備金;(ii)提列彌補過去虧損之數額;(iii)提列百分之十(10%)之盈餘公積(下稱「法定盈餘公積」);及(iv)提列或迴轉中華民國證券主管機關依公開發行公司規則要求之特別盈餘公積。如有剩餘,得併同以往年度累積之未分配盈餘之全部或一部,依開曼公司法及公開發行公司規則,在考量財務、業務及經營因素後,以不低於當年度稅後盈餘之百分之十(10%),作為股東股利,依股東持股比例進行分派。股東股利採股票股利及現金股利兩者方式互相配合方式分派,惟其中現金股利不得低於百分之二十(20%)。
- 15.6 董事會應擇定基準日以決定有權獲配股息或其他分派之股東。
- 15.7 為決定有權獲配股息或其他分配之股東,在不違反開曼公司法之情況下,董事會得 決定股東名冊之變更於相關基準日前五日、或其他符合公開發行公司規則規定之期 間內,不得為之。
- 15.8 本公司就未分派之股息概不支付利息。

#### 16 資本公積及盈餘之提撥

16.1 董事會得於分派股息前,自本公司盈餘或利潤中提撥部分其所認適當之準備金以支應或有支出、或填補執行股利分配計畫不足之數額或為其他妥適使用之目的。該等款項於運用前,得由董事會全權決定用於本公司業務或依董事會隨時認為適當之投資,且無須與本公司其他資產分離。董事會亦得不提撥準備金而保留不予分配之利潤。

16.2 於不違反股東會指示下,董事會得代表本公司就資本公積行使開曼公司法賦予本公司之權力及選擇權。董事會得依開曼公司法規定,代表本公司以資本公積彌補累積虧損及分派盈餘。

# 17 付款方式

- 17.1 任何股息、利息或股份相關之現金支付得以匯款轉帳至股東指定帳戶、或以支票或 匯票郵寄至股東名冊所載股東地址、或該股東以書面指定之第三人及其地址之方式 支付之。
- 17.2 於共同持有股份之情形,任何股息、利息或股份相關之現金支付,得以支票或匯票 郵寄至股東名冊所載第一列名持有人地址、或該持有人以書面指定之第三人及其地 址之方式支付之。如二人以上之人登記為股份共同持有人,任一人皆有權於收訖該 股份之股息後,出具有效之收據。
- 17.3 股份於中華民國上市期間,任何股利之支付應遵守公開發行公司規則及開曼公司法。

# 18 撥充資本

在不違反適用法律及本章程第 12.3(a)條之情形下,董事會得以資本公積、其他準備金帳戶或損益帳戶之餘額或其他可供分配之款項,繳足未發行股份之股款,按股東持股比例發放股票紅利予股東,以撥充資本。

### 股東會

# 19 股東常會

- 19.1 本公司應於每一會計年度終了後六個月內由董事會召集股東常會。
- 19.2 在不違反本章程第 18.1 條之情形下,本公司股東常會應於董事會決定之時間及地點召開。股份於中華民國上市期間,除開曼公司法另有規定外,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二日內申報證交所核准。於中華民國境外召開股東會時,本公司應委任一中華民國境內之專業股務代理機構,受理該等股東會行政事務(包括但不限於受理股東委託行使表決權事宜)。

# 20 股東臨時會

- 20.1 股東常會外所召集之股東會,為股東臨時會。
- 20.2 董事會隨時依其判斷而認有必要時,得召集股東臨時會。
- 20.3 股份於中華民國上市期間,經股東請求(如本章程第 19.4 條所定義)時,董事會應立即召集股東臨時會。
- 20.4 本章程第 19.3 條所稱之股東請求,係指股東一人或數人提出之請求,且於提出請求時,其已繼續一年以上合計持有已發行股份總數百分之三以上股份者。
- 20.5 股東請求須以書面記明提議於股東臨時會討論之事項及理由。

20.6 如董事會於股東提出請求日起十五日內未為股東臨時會召集之通知,提出請求之股東得以與董事會召開股東會之相同方式(盡量相似)自行召集股東臨時會。如召開股東臨時會之地點位於中華民國境外,提出請求之股東應事先申請證交所核准。

# 21 通知

- 21.1 股份於中華民國上市前,股東會之召開,應至少於五日前通知各有權出席及表決之股東,並載明會議召開之日期、地點及時間及召集事由。但經全體有權收受股東會通知、出席並表決之股東同意,該次會議得以較短之召集期間通知或免為通知,並依股東認為適當之方式召集之。
- 21.2 股份於中華民國上市期間,股東常會之召開,應至少於三十日前,股東臨時會之召開,應至少於十五日前,通知各有權出席及表決之股東,並載明會議召開之日期、地點、時間及召集事由。開會通知於取得相對人之事前書面同意後,得以電子方式為之。
- 21.3 股份於中華民國上市期間,董事會應依公開發行公司規則擇定基準日以決定得收受 股東會通知及得表決之股東,並相應地停止股東名冊記載之變更。
- 21.4 除本章程第 23.4 條規定之情形外,倘本公司意外漏發股東會通知予有權收受通知 之人、或有權收受通知之人漏未收到股東會通知,股東會之程序不因之而無效。
- 21.5 股份於中華民國上市期間,本公司應依本章程第 20.2 條的規定,一併公告股東會開會通知書、委託書用紙、有關承認案與討論案(包含但不限於選任或解任董事之議案)等各項議案之案由及說明資料,並依公開發行公司規則傳輸至公開資訊觀測站;其採行書面行使表決權者,並應將上述資料及書面行使表決權用紙,依本章程第 20.2 條的規定,併同寄送給股東。董事會並應依公開發行公司規則,備妥股東會議事手冊和補充資料供所有股東索閱,並傳輸至公開資訊觀測站。
- 21.6 股份於中華民國上市期間,下列事項,應載明於股東會召集通知並說明其主要內容, 且不得以臨時動議提出:
  - (a) 選舉或解任董事;
  - (b) 修改章程大綱或本章程;
  - (c) (i)解散、合併、股份轉換或分割,(ii)締結、變更或終止營業出租契約、委託 經營契約或共同經營契約,(iii)讓與本公司全部或主要部分營業或財產,及(iv) 取得或受讓他人全部營業或財產而對本公司營運有重大影響者;
  - (d) 許可董事為自己或他人為屬於本公司營業範圍內之行為;
  - (e) 依本章程第 17 條規定,以發行新股或以資本公積或其他金額撥充資本之方式 分派全部或部分盈餘;
  - (f) 將法定盈餘公積及發行股票溢價或受領贈與之所得以發行新股或現金方式分配予原股東;及
  - (g) 本公司私募發行具股權性質之有價證券。

- 21.7 股份於中華民國上市期間,董事會應將章程大綱及本章程、股東會議事錄、財務報表、股東名冊以及本公司發行的公司債存根簿備置於註冊處所(如有適用)及本公司於中華民國境內之股務代理機構。股東得隨時檢具利害關係證明文件,指定查閱範圍,請求檢查、查閱或抄錄。
- 21.8 股份於中華民國上市期間,本公司應依公開發行公司規則之規定,將董事會準備之 所有表冊,及審計委員會擬提交股東常會所準備之報告書,於股東常會十日前備置 於註冊處所(如有適用)及本公司位於中華民國境內之股務代理機構。股東可隨時 檢查和查閱前述文件,並可偕同其律師或會計師進行檢查和查閱。

#### 22 寄發通知

- 22.1 任何通知或文件,不論是否由本公司依本章程所寄送予股東者,應以書面由專人親自送達或以信件或快遞服務寄送至股東名冊所載之該股東地址或該股東為此目的指示之其他地址。為本條之目的,經股東書面同意者,其通知得以電子方式為之。
- 22.2 任何通知或其他文件依據本章程第20條及第21條發送時,即生效力。

在符合所有適用法律、規則及規定之前提下,任何通知或文件得以中文或英文作成,發送予股東。

股東依本章程之規定送達任何文件予本公司時,應準用本條之規定。

# 23 股東會延期

董事會得於依本章程規定召集之股東會會議開始前,發出延期通知。該通知應載明延期會議召開之日期、時間及地點,並應依本章程規定送達各股東。如股東會決議延期在五日內之特定日期舉行股東會,則不適用本章程第20.1條、第20.2條、第20.3條、第20.4條、第20.5條及第21條之規定,且毋須延期通知。

# 24 股東會之法定出席數及議事程序

- 24.1 除非出席股東代表股份數已達法定出席股份數,股東會不得為任何決議。除本章程 另有規定外,代表已發行有表決權股份總數過半數之股東親自出席、委託代理人出 席或由法人股東代表人出席,應構成股東會之法定出席股份數。
- 24.2 股份於中華民國上市期間,董事會應依符合公開發行公司規則所定之方式,將其所備妥之營業報告書、財務報表、及盈餘分派或虧損撥補之議案,提交於股東常會供股東承認。經股東於股東會承認後,董事會應將經承認之財務報表及本公司盈餘分派或虧損撥補議案之決議副本寄送或公告各股東,或依公開發行公司規則以其他方式提供之。
- 24.3 除本章程另有規定者外,股東會會議決議之表決應以投票方式決定之。
- 24.4 股份於中華民國上市期間,於開曼公司法允許之前提下,本章程之內容不妨礙任何股東於決議作成後三十日內,以股東會之召集程序或決議方法有違反法令或本章程,向有管轄權之法院提起訴訟,尋求有關之適當救濟。因前述事項所生之爭議,得以臺灣臺北地方法院為第一審管轄法院。

- 24.5 除開曼公司法、章程大綱或本章程另有明文規定者外,任何於股東會上提交股東決議、同意、確認或承認者,均應以普通決議為之。
- 24.6 股份於中華民國上市期間,於相關之股東名冊停止過戶期間前,持有已發行股份總數百分之一以上股份之股東,得以書面向公司提出一項股東常會議案。本公司應依適用法律所許可之方式與時間辦理公告,敘明受理股東提案之處所及不少於十日之受理期間。下列提案均不列入議案:(a)提案股東持股未達已發行股份總數百分之一者;(b)該提案事項非股東會所得決議者;(c)該提案股東提案超過一項者;或(d)該提案於公告受理期間截止日後提出者。
- 24.7 股東會之議事規則及程序應由董事會訂定,並經股東會普通決議通過,且該議事規則及程序應依開曼公司法、本章程及公開發行公司規則予以訂定。

### 25 會議主席

- 25.1 股東會由董事會召集者,董事長如出席,應擔任股東會主席。如其未出席,應由出 席股東會之董事互選出會議主席。
- 25.2 股份於中華民國上市期間,股東會主席應依公開發行公司規則指派或選任。

# 26 股東表決

- 26.1 在不影響其股份所附有之任何權利或限制下,每一親自出席或委託代理人出席之自然人股東,或經由其合法授權之代表親自出席或委託代理人出席之公司或非自然人股東,就其所持有的每一股份均有一表決權。股東係為他人持有股份時,股東得主張分別行使表決權,其分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其他事項,應依公開發行公司規則之規定辦理。
- 26.2 除於相關股東會或特定類別股份股東會基準日已登記為該股份之股東,且已繳納相關股款者外,任何人均無權在股東會上行使表決權。
- 26.3 股東得親自或透過代理人行使表決權。股東得以本公司準備之委託書,載明委託範圍委託代理人出席股東會行使表決權;惟一股東以出具一委託書,並以委託一個代理人出席股東會並行使表決權為限。
- 26.4 除開曼公司法另有規定外,股份於中華民國上市期間,本公司應提供股東以電子方式行使表決權,惟股東會於中華民國境外召開或公開發行公司規則要求時,本公司應提供股東得以書面投票或電子方式行使表決權。如表決權得以書面投票或電子方式行使時,該等行使表決權之方式應載明於寄發予股東之股東會通知。股東擬以書面投票或電子方式行使其表決權者,至遲應於股東會開會二日前將其投票指示送達於本公司,投票指示有重複時,以最先送達者為準,但聲明撤銷先前投票指示者,不在此限。股東依前開規定以書面投票或電子方式行使其於股東會之表決權時,視為委託會議主席為其代理人,於股東會上依其書面或電子文件指示之方式行使表決權。會議主席基於代理人之地位,就書面或電子文件中未提及或未載明之事項、及/或該股東會上所提出對原議案之修正,皆無權行使該股東之表決權。為釐清疑義,該股東以該等方式行使表決權,即應視為其就該次股東會中所提之臨時動議及/或原議案之修正,業已放棄表決權之行使。

- 26.5 倘股東擬以書面或電子方式行使表決權並已依本章程第 25.4 條之規定向本公司送達其投票指示後,欲親自出席股東會者,至遲應於股東會開會前二日,以與先前依本章程第 25.4 條送達之投票指示之相同送達方式(如快遞、掛號郵件或電子方式,依實際情形而定),另向本公司送達其欲撤銷先前投票指示之個別通知。倘股東逾期撤銷其投票決定者,以書面或電子方式行使之表決權為準。
- 26.6 股東為以書面或電子方式行使表決權,而已依本章程第 25.4 條之規定向本公司送達其投票指示者,有權依本章程規定另行指定他人代理其出席該次股東會。於此情形,該代理人就表決權之行使應視為撤銷該股東先前送達本公司之投票指示,本公司應僅計算該受明示指定之代理人所行使之表決權。

# 27 代理

- 27.1 委託書應以董事會同意之格式為之,並載明僅為特定股東會使用。委託書之格式應至少包含下列資訊:(a)填表須知,(b)股東委託行使事項,及(c)相關股東、代理人及委託書徵求人(若有)之個人基本資料。委託書表格應連同該次會議之相關通知,一併提供予股東,且該等通知及委託書文件亦應於同日發送予所有股東。
- 27.2 委託書應為書面,並經委託人親自簽署。如委託人為公司或非自然人股東時,由其 合法授權之職員或代理人簽署。受託代理人毋庸為本公司之股東。
- 27.3 股份於中華民國上市期間,於不違反公開發行公司規則之情況下,除根據中華民國信託事業或經公開發行公司規則核准之股務代理機構外,一人同時受兩人以上股東委託時,除依本章程第25.4 條之規定而視為股東代理人之會議主席外,其代理的表決權數不得超過本公司停止過戶期間前,已發行有表決權股份總數之百分之三;超過該百分之三之表決權,不予計算。
- 27.4 倘股東以書面或電子方式行使表決權,並以委託書委託代理人出席股東會者,以受 託代理人出席行使之表決權為準。委託書送達本公司後,股東欲親自出席股東會或 欲以書面或電子方式行使表決權者,應於股東會開會二日前,以書面向本公司為撤 銷委託之通知;逾期撤銷者,以受託代理人出席行使之表決權為準。
- 27.5 除依本章程第 25.4 條規定而視會議主席為股東代理人之情形者外,委託書應至少於委託書所載代理人所擬行使表決權之股東會或其延會五日前,送達公司之註冊處所、本公司在中華民國之股務代理機構辦公室、或於股東會召集通知上或本公司寄出之委託書上所指定之處所。本公司收到同一股東之數份委託書時,除股東於後送達之委託書中明確以書面聲明撤銷先前之委託者外,應以最先送達之委託書為準。

# 28 委託書徵求

股份於中華民國上市期間,委託書之使用與徵求應遵守公開發行公司規則,包括但 不限於「公開發行公司出席股東會使用委託書規則」。

#### 29 異議股東股份收買請求權

29.1 於不違反開曼公司法規範下,股東會決議下列任一事項時,於會議前已以書面通知本公司其反對該事項之意思表示,並於股東會上提出反對意見的股東,得請求本公司以當時公平價格收買其所有之股份:

- (a) 本公司擬締結、變更或終止任何營業出租契約、委託經營契約或共同經營契約;
- (b) 本公司轉讓其全部或主要部分的營業或財產,但本公司依解散所為之轉讓, 不在此限;或
- (c) 本公司取得或受讓他人全部營業或財產,對本公司營運產生重大影響者。
- 29.2 於本公司營業被分割或進行合併之情況下,於作成分割或合併決議之股東會前或股東會中,以書面表示異議、或以口頭表示異議經紀錄,且已放棄表決權之股東,得要求本公司按當時公平價格收買其持有之股份。

# 30 無表決權股份

- 30.1 下列股份於其有下列情形(依其適用情形)之期間內,於任何股東會上均無表決權, 亦不算入已發行股份之總數:
  - (a) 本公司持有自己之股份;
  - (b) 直接或間接被本公司持有已發行有表決權之股份總數或資本總額超過半數之 附屬公司,所持有之本公司股份;或
  - (c) 本公司、附屬公司、本公司之控股公司及該控股公司之附屬公司直接或間接 持有他公司已發行有表決權之股份總數或資本總額超過半數之公司,所持有 之本公司股份。
- 30.2 股東對於股東會討論之事項,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,且其持有之股份數不算入已出席股東之表決權數。惟其持有之股份數仍得 算入計算法定出席人數時之股份數。上述股東亦不得代理他股東行使表決權。
- 30.3 股份於中華民國上市期間,董事以股份設定質權超過選任當時所持有之本公司股份 數額二分之一時,其超過部分無表決權,亦不算入已出席股東之表決權數。

#### 31 共同股份持有人之表決

股份為數人共有者,其共有人應依據公開發行公司規則推舉一人行使股東之權利。若共有人間無法達成協議,順位較前者所行使之表決權(不論親自出席或委託代理人出席)應被接受並排除其他共同持有人之表決。前所稱之順位,係指股東名冊中名字記載之次序。

#### 32 法人股東之代表

- 32.1 法人股東或非自然人股東得以書面授權其認為適當之人為其代表人,參與任何股東之會議。代表人有權行使該被代表法人或非自然人之權利內容,與假設該法人或非自然人為自然人股東時所得行使者同。於代表人出席之會議,該法人股東或非自然人股東並應視為已親自出席。
- 32.2 縱有如上規定,就任何人是否有權以法人股東或非自然人股東名義出席股東會並參 與表決,會議主席仍得接受其認為適當之確認方式。

# 33 股東會延會

於股東會達法定出席股份數並經出席股東多數同意,股東會主席應得依其指示宣佈 散會。除散會時已宣布延會之召開日期、地點及時間,且延會未超過五日者外,新 會議召開日期、地點及時間之通知,應依本章程條款規定送交有權出席及表決之股 東。

# 34 董事出席股東會

本公司董事應有權收受任何股東會之通知、出席並發言。

# 董事及經理人

# 35 董事人數及任期

- 35.1 本公司董事會,設置董事人數不得少於五人,且不得多於九人。每一董事任期不得 逾三年,倘該任期屆滿將致本公司無董事,該任期得延長至任期屆滿後次一選任董 事之股東會召開之日止。董事得連選連任。於符合適用法律規範及前述董事人數範 圍之前提下,本公司得隨時以特別決議增加或減少董事人數。
- 35.2 股份於中華民國上市期間,除經中華民國主管機關核准者外,董事間應有超過半數之席次,不得具有配偶關係或二親等以內之親屬關係。
- 35.3 本公司召開股東會選任董事者,當選人不符本章程第 34.2 條之規定時,不符規定 之董事中所得選票代表選舉權較低者,於符合本章程第 34.2 條規定之必要限度內, 其當選失效。已充任董事而違反前述規定者,應自違反之日起,當然解任。
- 35.4 股份於中華民國上市期間,除依公開發行公司規則另准許者外,應設置獨立董事, 人數不得少於三人,且獨立董事席次不得少於董事席次五分之一。於公開發行公司 規則要求範圍內,獨立董事其中至少一人應在中華民國境內設有戶籍,且至少一名 獨立董事應具有會計或財務專業知識。股份於中華民國上市前,董事會得決議本公 司應於股東會選任獨立董事。
- 35.5 於股份於中華民國上市期間,董事之提名應依公開發行公司規則採候選人提名制度。
- 35.6 獨立董事應具備專業知識,且於執行董事業務範圍內應保持獨立性,不得與本公司 有直接或間接之利害關係。獨立董事之專業資格、持股與兼職限制、獨立性之認定, 應符合公開發行公司規則之規定。

#### 36 董事選舉

- 36.1 本公司得於股東會選任任何人為董事,其得票數應依本章程第 35.2 條計算之。有代表公司已發行股份總數過半數之股東出席(親自出席或委託代理人出席)者,即構成選舉一席以上董事之股東會法定出席股份數。
- 36.2 董事應由股東以下述累積投票制選出(本條所規範之投票方式下稱「累積投票制」):
  - (a) 董事選舉時,每一股東得行使之投票權數,為其所持之股份乘以該次股東會 應選出董事人數之數目;

- (b) 股東得將其投票權數集中選舉一名董事候選人,或分配選舉數名董事候選人;
- (c) 相同類別之董事中(即獨立董事或非獨立董事),與董事應選出人數相當, 並獲得最多選票之候選人,當選為董事;且
- (d) 如有兩名以上之相同類別之董事候選人獲得相同選票數,且當選人數超過該類別董事應選人數時,相同票數之董事應以抽籤決定當選之人。如董事候選人未出席該次股東會,會議主席應代其抽籤。
- 36.3 股份於中華民國上市期間,獨立董事因故辭職或解任,致人數不足三人時,本公司 應於最近一次股東會補選之。所有獨立董事均辭職或解任時,董事會應於最後一位 獨立董事辭職或解任之日起六十日內,召開股東會補選獨立董事以填補缺額。
- 36.4 股份於中華民國上市期間,董事因故解任,致不足五人者,本公司應於最近一次股東會補選之。但董事缺額達已選任董事總數三分之一者,董事會應自事實發生之日 起六十日內,召集股東會補選之。
- 36.5 法人為股東時,得由其代表人依本章程規定當選為董事。代表人有數人時,得分別當選。

# 37 董事解任

- 37.1 本公司得隨時以重度決議解除任何董事之職務。於本公司董事任期尚未屆滿前,倘經股東會決議改選全體董事者,如未決議原董事於任期屆滿始為解任,應視為於改選時或股東會決議之其他日期提前解任。前述改選應有代表已發行股份總數過半數股東之親自出席或委託代理人出席。
- 37.2 股份於中華民國上市期間,董事執行業務,有重大損害本公司之行為或違反法令及 /或本章程之重大事項,但未以重度決議將其解任者,於適用法律許可之範圍內, 持有本公司已發行股份總數百分之三以上之股東,得於該次股東會後三十日內訴請 法院裁判解任之,並得以臺灣臺北地方法院為第一審管轄法院。

# 38 董事職位之解除

- 38.1 董事之職位如有下列情事應被解除:
  - (a) 依本章程規定董事被解除職務;
  - (b) 董事死亡;
  - (c) 依本章程第 34.3 條規定董事當然解任者;
  - (d) 董事以書面通知本公司辭任董事職位;
  - (e) 經法院依本章程第36.2條規定裁判解任;或
  - (f) 董事有下列情事之一者,當然解任:
    - (i) 受破產之宣告,尚未復權者;
    - (ii) 經相關管轄法院或官員裁決其無行為能力,或依適用法律,其行為能力 受有限制;
    - (iii) 曾犯中華民國法規禁止之組織犯罪,經有罪判決確定,且服刑期滿尚未

逾五年;

- (iv) 曾因刑事詐欺、背信或侵占罪,經受有期徒刑一年以上宣告,服刑期滿 尚未逾二年;
- (v) 曾服公務虧空公款,經有罪判決確定,服刑期滿尚未逾二年;或
- (vi) 曾因使用信用工具而經拒絕往來尚未期滿者。

如董事候選人有本條第(f)款各目情事之一者,該人應被取消董事候選人之資格。

- 38.2 股份於中華民國上市期間,若董事在任期中轉讓股份超過選任當時所持有公司股份 數額二分之一時,當然解任,其解任毋須經股東會之同意立即生效。
- 38.3 股份於中華民國上市期間,董事當選後,於就任前轉讓超過選任當時所持有之本公司股份數額二分之一時,或於股東會召開前之停止股票過戶期間,轉讓持股超過二分之一時,毋須經股東會之同意,其當選失其效力。

# 39 董事報酬

- 39.1 股份於中華民國上市期間,董事會應依公開發行公司規則設立至少由三名成員組成之薪資報酬委員會,且成員中之一人須為獨立董事。薪資報酬委員會成員之專業資格、所定職權之行使及相關事項,應符合公開發行公司規則之規定。於薪資報酬委員會設立時,董事會應以決議通過薪資報酬委員會之組織章程,且該組織章程並應符合公開發行公司規則之規定。董事會得決議於中華民國上市前設置薪資報酬委員會。
- 39.2 前條所稱薪資報酬應包括董事及經理人之薪資、股票選擇權與其他具有實質獎勵之 措施。
- 39.3 董事報酬得由董事會參考薪資報酬委員會(若有設置者)之建議及其他同業一般水準決定之,惟僅得以現金支付。本公司亦得支付董事因往返董事會、董事會授權由董事組成之委員會、本公司股東會或與本公司業務相關或為董事通常職務而適當支出之差旅費、住宿費及其他費用。董事有權依開曼公司法、公開發行公司規則、服務協議或其他與公司簽訂之相類契約,獲配本公司利益。

#### 40 董事選舉瑕疵

於不違反本章程第 23.4 條及適用法律規定之情形下,董事會、董事授權由董事組成之 委員會或任何董事依誠信所為之所有行為,縱使嗣後經查董事選舉程序有瑕疵,或有 董事不具備董事資格之情形者,其效力仍與經正當程序選任之董事、或具備董事資格 之董事所為者,同等有效。

# 41 董事管理業務

本公司業務應由董事會管理及執行。於管理本公司業務時,於本章程、開曼公司法及本公司於股東會指示之範圍內,除經開曼公司法或本章程要求應由本公司於股東會行使者外,董事會得行使本公司之一切權力。

# 42 董事會之職權

於不影響本章程第40條之概括規定及不違反適用法律之情形下,董事會得:

- (a) 指派、終止或解免任何本公司經理、秘書、職員、代理人或僱員,並決定其報酬及其職責;
- (b) 借入款項、就本公司事業、財產和尚未繳納股款之全部或一部設定抵押、質 押或擔保,或發行債券、債券性質股份或其他有價證券,或發行此等有價證 券以作為本公司或第三人債務、責任或義務之擔保;
- (c) 指派一位或數位董事擔任本公司之執行董事或執行長,於董事會管理下監督 及管理本公司所有一般業務及事務;
- (d) 指派本公司經理人負責本公司日常業務,並得委託及賦予該經理人為從事此 種業務之交易或執行之適當之權力與職責;
- (e) 以授權方式,指派董事會直接或間接提名之公司、行號、個人或團體,擔任本公司代理人,於董事會認為適當之期間與條件內,基於其認為適當之目的,賦予其認為適當之權力、授權及裁量權(但不得超過董事會所擁有或得以行使之權力)。該等授權書得涵蓋董事會認為適當之條款,以保護或便利與該代理人處理事務之人,亦得授權該代理人複委任其權力、授權及裁量權。若經授權時,該代理人並得依開曼公司法所允許之方式,簽署任何契約或文件;
- (f) 促使本公司支付所有創立及成立本公司所生費用;
- (g) 授與權限(包括複委任之權限)予董事會指定之一人或數人所成立之委員會,各該委員會並應依董事會指示行事。除董事另有指示或規範外,該委員會之會議及議事程序應依本章程所定之董事會議及其議事程序而進行;
- (h) 以董事會認為適當之條件及其方式授予任何人權限(包括複委任之權限);
- (i) 提出本公司清算或重整之聲請或申請;
- (j) 於發行股份時,支付法律允許相關之佣金及經紀費;及
- (k) 授權任何公司、行號、個人及團體為特定目的代理本公司,並以本公司名義 簽署任何相關之協議、文件與契約。

### 43 董事及經理人名册

- 43.1 董事會應依開曼公司法規定,備置一本或數本董事及經理人名冊於註冊處所,內容 應包括下列關於董事及經理人之事項:
  - (a) 姓名;及
  - (b) 地址。
- 43.2 董事會應於下列事情發生六十日內,變更董事及經理人名冊內之記載及發生日期, 並依開曼公司法規定通知公司登記處:
  - (a) 董事及經理人變更;或
  - (b) 董事及經理人名冊內事項變更。

#### 44 經理人

就本章程所稱之經理人係由董事會指派之秘書及其他經理人組成。

#### 45 指派經理人

秘書(及其他經理人,如有)應由董事會隨時指派。

# 46 經理人職責

經理人應有董事會所隨時委託之管理並處理業務及事務之權力與職責。

### 47 經理人報酬

經理人之報酬由董事會定之。

### 48 利益衝突

- 48.1 任何董事或其公司、合夥人或與董事有關之公司,得以任何地位而為本公司行事、被本公司僱用或向本公司提供服務,而該董事或其公司、合夥人或與董事有關之公司有權收取之報酬,與假設其非為董事之情形者同。惟本第 47.1 條於獨立董事不適用之。
- 48.2 縱本章程第 47 條有相反規定,董事對於董事會議討論之事項或與本公司之契約、擬簽定之契約或協議有直接或間接利害關係者,應依適用法律於相關之董事會說明其自身利害關係之性質及重要內容。
- 48.3 縱本章程第 47 條有相反規定,董事對於董事會討論事項,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,亦不得代理其他董事行使表決權。依前述規定不得行使表決權之董事,其表決權不計入已出席董事之表決權數。
- 48.4 縱本章程第 47 條有相反規定,董事為自己或他人為屬於本公司營業範圍內之行為者,應於股東會向股東說明其行為之重要內容,並取得股東會重度決議之許可。

#### 49 董事及經理人之補償及免責

- 49.1 本公司董事及經理人及任何受託管理人在處理與本公司有關業務之期間,及各前任董事、前任經理人、前任受託管理人,及其各自之繼承人、執行人、管理人、個人代表人(各該人等於本條稱為「被補償人」),因執行其職務或其應盡之職責、或於其職務上或信託中,因其作為、同時發生之作為、或其不作為所衍生或遭受之求償、成本、費用、損失、損害及支出,本公司應以其資產補償之,且被補償人對其他被補償人之行為、所收款項、過失或違約,或為一致性需求所參與之收取,或就本公司應或得存放保管金錢或財產之銀行或他人,或對本公司因擔保而應存入或補提之任何不足金額或財產,或因執行其職務或信託而生或相關聯之任何其他損失、災禍或損害,概不負責;惟如係因上述人員之詐欺、不誠實或因違反本章程第48.4條所致者,不在此限。
- 49.2 本公司得為其董事或經理人就其因擔任董事或經理人而生之責任購買保險或續保, 或以該保險補償其對本公司或附屬公司可能因過失、違約、違反職責或背信而有罪, 所依法而生之損失或義務。

- 49.3 在開曼群島法允許之範圍內,繼續一年以上持有本公司已發行股份總數百分之三以上之股東得:
  - (a) 以書面請求董事會授權審計委員會之獨立董事為本公司對董事提起訴訟,並 得以臺灣臺北地方法院為第一審管轄法院;或
  - (b) 以書面請求審計委員會之獨立董事為本公司對董事提起訴訟,並得以臺灣臺 北地方法院為第一審管轄法院;

於依上述第(a)款或第(b)款提出請求後三十日內,如(i)受請求之董事會未依第(a)款授權審計委員會之獨立董事或經董事會授權之審計委員會之獨立董事未依第(a)款提起訴訟;或(ii)受請求之審計委員會之獨立董事未依第(b)款提起訴訟時,在開曼群島法允許之範圍內,股東得為本公司對董事提起訴訟,並得以臺灣臺北地方法院為第一審管轄法院。

49.4 於不影響及不違反本公司之董事依開曼群島之普通法原則及法律對本公司及股東所負之一般董事責任之情形下,董事於執行本公司之業務經營時,應忠實執行業務並盡善良管理人之注意義務,如有違反致本公司受有損害者,於法律允許之最大限度內,應負損害賠償責任。如董事因為違反上開規定之行為,而為自己或他人取得任何利益時,於經股東會普通決議通過下,本公司應採取所有適當之行動及步驟及於法律允許之最大限度內,自該董事處使該等利益歸為本公司所有。本公司之董事於其執行業務經營時,如有違反法律或命令導致本公司對於任何人負有任何補償或損害責任時,該董事應與本公司就該等補償或損害負連帶賠償之責,且若因任何原因,該董事無須與本公司負連帶賠償之責,該董事應就其違反其責任導致本公司所受之任何損失予以補償。經理人於執行本公司職務時,應負與本公司董事相同之損害賠償責任。

# 董事會

# 50 董事會

- 50.1 董事會由董事長召集之,且董事會得因執行業務而召集、休會及依其認為適切之其 他方式管理其會議。
- 50.2 本公司應至少每季召開一次董事會;於股份於中華民國上市期間,並應依公開發行 公司規則辦理。
- 50.3 董事會會議中之決議應由出席董事表決權過半數之同意始為通過,票數相同時則為 不通過。為此目的,已出席會議並得行使表決權之董事,如未就議案行使表決權者, 視為反對該議案。
- 50.4 董事得以書面委託他人代理出席任何董事會。代理人構成出席人數之計算,為一切 目的,且代理人之表決應視為該委託董事之表決。
- 50.5 委託代理人之方式應以董事認可之書面為之,且得於任何時間以相同方式撤銷委託。 該委託或撤銷委託之通知方式亦同。
- 50.6 代理人應以董事為限,且只得代理一位董事出席董事會。

### 51 董事會通知

- 51.1 董事長得隨時召集董事會,但秘書經董事長要求時應隨時召集董事會。
- 51.2 股份於中華民國上市前,董事會之召集應至少於 48 小時前通知各董事;但遇有過半數董事同意之緊急情事時,得以較短之召集通知、或於通知每位董事後、或經每位董事同意後無需事前通知,而為召集。股份於中華民國上市期間,召集董事會時,應於預定開會日七日前,將載明擬討論事項及承認事項(如屬適當)之開會通知寄發各董事。但遇有過半數董事同意之緊急情況時,得依符合公開發行公司規則之方式,以較短之召集通知召集。為本條之目的,如經董事同意時,開會通知得以電子方式寄送。

# 52 視訊會議參與董事會

董事得以視訊會議,或於適用法律許可範圍內,以其他通訊器材參與董事會,使所有與會者同時並即時參與討論,並視為親自出席。

# 53 董事會之法定出席數

董事會會議所需之法定出席人數,應為過半數之董事。

# 54 董事會成員缺額之運作

董事會成員如有缺額仍得運作。

# 55 董事會主席

董事長(如有)如出席董事會,應為董事會議主席。董事長缺席時,應依公開發行公司規則指派或選舉會議主席。

# 56 董事會先前行為之效力

本公司於股東會就本章程所為之制定或修改,不應使董事會於本章程未制定或修改前之有效行為變為無效。

#### 公司紀錄

### 57 議事錄

董事會應將會議紀錄納入所備置之簿冊,以供下列目的之用:

- (a) 所有經理人之選任與任命;
- (b) 各次董事會之出席董事姓名,及董事會所委任之委員會各次會議之出席董事姓名; 及
- (c) 股東會、董事會、經理人會議與董事會委任之委員會議中所有決議及議事程序。

#### 58 抵押擔保登記簿

58.1 董事應依開曼公司法備置抵押及擔保登記簿。

58.2 依開曼公司法規定,抵押擔保登記簿應備置於註冊處所,於開曼群島各營業日供股東及債權人檢閱,但應受限於董事會所為之合理限制;惟每營業日開放供檢閱之時間應不少於二小時。

# 59 印章之形式和使用

- 59.1 印章僅能依董事或董事組成之委員會之董事成員依授權使用之;於董事另有決定前, 印章應於董事或秘書或助理秘書或其他經董事或董事組成之委員會之董事成員授 權之人在場時蓋印。
- 59.2 縱有如上規定,印章得於未經授權下,為應檢送予開曼群島公司登記處之文件,而由公司任一董事、秘書或助理秘書或其他有權檢送前述文件之人或機構,以驗證之方式於該文件上蓋印。
- 59.3 於開曼公司法許可下,本公司得有一個或數個複製印章;且如董事認為適當,得在 該複製印章表面加上其將使用之城市、領土、地區或地點的名稱。

### 公開收購及帳簿

# 60 公開收購

股份於中華民國上市期間,董事會於本公司或本公司依公開發行公司規則之規定指派 之訴訟及非訟代理人接獲公開收購申報書副本及相關書件後十五日內,應對建議股東 接受或反對本次公開收購作成決議,並公告下列事項:

- (a) 董事及持有本公司已發行股份超過百分之十之股東自己及以他人名義目前持有之 股份種類、數量。
- (b) 就本次公開收購人身分與財務狀況、收購條件公平性,及收購資金來源合理性之查證情形,對股東之建議,並應載明董事對本次公開收購同意或反對意見之明確意見及其所持理由。
- (c) 本公司財務狀況於最近期財務報告提出後有無重大變化及其變化說明(如有)。
- (d) 董事及持有本公司已發行股份超過百分之十之股東自己及以他人名義持有公開收購人或其關係企業之股份種類、數量及其金額。

#### 61 會計帳簿

- 61.1 董事會就所有本公司交易應備置適當之會計帳簿,尤其是:
  - (a) 本公司所有收受及支出之款項、及與該收受或支出之相關事宜;
  - (b) 本公司所銷售及購買之一切物品;及
  - (c) 本公司之所有資產及負債。

會計帳簿自備置日起,應至少保存五年。

- 61.2 會計帳簿應予保存。若於董事會認為之適當處所,未備有能正確、公平反映本公司 事務及說明相關交易所必要之會計帳簿者,視同未就前述事項妥善備置會計帳簿。
- 61.3 依本章程與依相關法規製作之委託書、文件、表冊及電子媒體資訊等,應保存至少 一年。惟如有股東就該委託書、文件、表冊及/或本條所述之資訊等提起訴訟時, 倘該訴訟費時逾一年,則應保存至該訴訟終結為止。

# 62 會計年度結束

除本公司董事會另為議定者外,本公司之會計年度:

- (a) 於設立當年度及其後每年,於每年十二月三十一日結束;且
- (b) 自本公司設立時起算;並於其後每年度之一月一日開始起算。

# 審計委員會

# 63 委員會人數

股份於中華民國上市期間,董事會應設立審計委員會。審計委員會僅得由獨立董事組成,且全體獨立董事均應為審計委員會成員。審計委員會人數不得少於三人,其中一人為召集人,負責不定期召集審計委員會會議,且至少一人應具備會計或財務專長。審計委員會之決議,應有審計委員會全體成員二分之一(含)以上之同意。董事會得決議於中華民國上市前設立審計委員會。

# 64 審計委員會之職權

- 64.1 審計委員會(若有設置者)應依公開發行公司規則之規定行使職權。下列事項應經 審計委員會全體成員二分之一以上同意,並提董事會決議:
  - (a) 訂定或修正公司內部控制制度;
  - (b) 內部控制制度有效性之考核;
  - (c) 訂定或修正重要財務或業務行為之處理程序,例如取得或處分資產、衍生性 商品交易、資金貸與他人,或為他人背書或保證;
  - (d) 涉及董事自身利害關係之事項;
  - (e) 重大之資產或衍生性商品交易;
  - (f) 重大之資金貸與、背書或提供保證;
  - (g) 募集、發行或私募具有股權性質之有價證券;
  - (h) 簽證會計師之委任、解任或報酬;
  - (i) 財務、會計或內部稽核主管之任免;
  - (j) 年度及半年度/第二季財務報告(如依公開發行公司規則而有適用)之核可;及

(k) 本公司隨時認定或本公司監理主管機關所要求之其他事項。

除第(j)款以外,其他任何事項如未經審計委員會成員半數(含)以上同意者,得 經全體董事三分之二(含)以上同意行之,不受前項規定之限制,審計委員會之 決議並應載明於董事會議事錄中。

- 64.2 在不違反適用法律規定及開曼群島法允許之範圍內,審計委員會之獨立董事成員應 監督本公司業務之執行,並得隨時調查本公司業務及財務狀況,查核簿冊文件,並 得請求董事會或經理人提出報告。在不違反適用法律規定及開曼群島法允許之範圍 內,審計委員會之獨立董事成員依本條行使職權時,董事會得授權審計委員會之獨 立董事代表公司委任律師、會計師審核之。
- 64.3 審計委員會對於董事會編造提出股東會之各種表冊,應予查核,並報告意見於股東會。

## 自願解散和清算

# 65 自願解散和清算

- 65.1 本公司得依本章程第12.4 條之規定自願解散。
- 65.2 如本公司應行清算,清算人經特別決議同意後,得將本公司全部或部分之資產(無論其是否由性質相同之財產所組成)以其實物分配予各股東,並得依適用法律,以其所認公平之方式,決定前開應分配財產之價值,及各股東間、或不同股別股東間之分配方式。經特別決議,清算人得依其認為適當之方式,將該等資產之全部或一部,為股東之利益而交付信託。惟股東毋庸接受其上附有任何負債之股份、或其他有價證券或財產。

# 變更章程

#### 66 變更章程

在不違反開曼公司法和章程大綱之情形下,本公司得經特別決議變更或增訂其章程。

#### 訴訟及非訟代理人

# 67 委任訴訟及非訟代理人

股份於中華民國上市期間,本公司應依適用法律委任訴訟及非訟代理人,擔任本公司依中華民國證券交易法在中華民國境內之負責人,處理中華民國證券交易法及與中華民國證券交易法相關之規則及規定所定事務。前述訴訟及非訟代理人須為在中華民國境內有住所或居所之自然人。

# 其他

# 68 中華民國證券法令

股份於中華民國上市期間,董事、獨立董事、薪資報酬委員會及審計委員會之資格條件、組成、選任、解任、職權行使及其他應遵行事項,應遵循中華民國證券法令適用於本公司的規定。

# 【附錄二】股東會議事規則

105/10/17 股東會通過施行

第一條:依據

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

第二條:範圍

本公司股東會之議事規範,除法令或章程另有規定者外,應依本規範之規定辦理。

第三條:股東會召集

- 一、本公司股東會除法令另有規定外,由董事會召集之。
- 二、本公司應於股東常會開會三十日前或股東臨時會開會十五日前,將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。並於股東常會開會二十一日前或股東臨時會開會十五日前,將股東會議事手冊及會議補充資料,製作電子檔案傳送至公開資訊觀測站。

股東會開會十五日前,備妥當次股東會議事手冊及會議補充資料,供股東隨時 索閱,並陳列於本公司及其本公司委任之專業股務代理機構,且應於股東會現 場發放。

- 三、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。
- 四、選任或解任董事、變更章程、公司解散、合併、分割或中華民國公司法(下稱「公司法」)第一百八十五第一項各款、中華民國證券交易法第二十六條之一、第四十三條之六、發行人募集與發行有價證券處理準則第五十六條之一及第六十條之二之事項應在召集事由中列舉,不得以臨時動議提出。
- 五、持有已發行股份總數百分之一以上股份之股東,得以書面向本公司提出股東常會議案。但以一項為限,提案超過一項者,均不列入議案。另股東所提議案有公司 法第172條之1第4項各款情形之一,董事會得不列為議案。
- 六、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、受理處所 及受理期間;其受理期間不得少於十日。
- 七、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。
- 八、本公司應於股東會召集通知日前,將處理結果通知提案股東,並將合於本條規定 之議案列於開會通知。對於未列入議案之股東提案,董事會應於股東會說明未列 入之理由。

### 第四條:委託書

- 一、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。
- 二、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。
- 三、委託書送達本公司後,股東欲親自出席股東會或欲以書面或電子方式行使表決權者,至遲應於股東會開會二日前,以書面向本公司為撤銷委託之通知;逾期撤銷者,以委託代理人出席行使之表決權為準。

第五條:股東開會地點及時間限制之原則

股東會召開之地點,應於本公司所在地或便利股東出席且適合股東會召開之地點為之,會議開始時間不得早於上午九時或晚於下午五時,召開地點及時間應充分考慮獨立董事之意見。

第六條:簽名簿等文件備置及股東委託代理人出席

- 一、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。
- 二、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。
- 三、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,本公司對股東出席所憑依之證明檔不得任意增列要求提供其 他證明文件;屬徵求委託書之徵求人並應攜帶身分證明文件,以備核對。
- 四、本公司應設簽名簿供出席股東簽到,或由出席股東繳交簽到卡以代簽到。
- 五、本公司應將議事手冊、年報、出席證、發言條、表決票及其他會議資料,交付予 出席股東會之股東;有選舉董事者,應另附選舉票。
- 六、政府或法人為股東時,出席股東會之代表人不限於一人。法人受託出席股東會時,僅得指派一人代表出席。

第七條:股東會主席及代理人

- 一、股東會如由董事會召集者,其主席由董事長擔任之,董事長請假或因故不能行使職權時,由董事長指定董事一人代理之,董事長未指定代理人者,由董事互推一人代理之。
- 二、前項主席系由董事代理者,以任職六個月以上,並瞭解公司財務業務狀況之董事擔任之。主席如為法人董事之代表人者,亦同。
- 三、董事會所召集之股東會,董事長宜親自主持,且宜有董事會過半數之董事親自出 席及各類功能性委員會成員至少一人代表出席,並將出席情形記載於股東會議事 錄。
- 四、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。如召集權人缺席者得,以出席股東過半數之同意推選一人擔任主席。
- 五、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

一、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。 二、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:股東會之出席與表決股東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。

- 一、已屆開會時間,主席應即宣佈開會,惟未有代表已發行股份總數過半數之股東出席時,主席得宣佈延後開會,其延後次數以二次為限,延後時間合計不得超過一小時。延後二次仍不足有代表已發行股份總數三分之一以上股東出席時,由主席宣佈流會。
- 二、前項延後二次仍不足額而有代表已發行股份總數三分之一以上股東出席時,得依公司法第一百七十五條第一項規定為假決議,並將假決議通知各股東於一個月內再行召集股東會於當次會議未結束前,如出席股東所代表股數達已發行股份總數過半數時,主席得將作成之假決議,依公司法第一百七十四條規定重新提請股東會表決。

# 第十條:股東會召集及議程

- 一、股東會如由董事會召集者,其議程由董事會訂定之,會議應依排定之議程進行, 非經股東會決議不得變更之。
- 二、股東會如由董事會以外之其他有召集權人召集者,准用前項之規定。
- 三、前二項排定之議程於議事(含臨時動議)未終結前,非經決議,主席不得徑行宣佈 散會;主席違反議事規則,宣佈散會者,董事會其他成員應迅速協助出席股東依 法定程序,以出席股東表決權過半數之同意推選一人擔任主席,繼續開會。
- 四、主席對於議案及股東所提之修正案或臨時動議,應給予充分說明及討論之機會, 認為已達可付表決之程度時,得宣佈停止討論,提付表決。

#### 第十一條:股東發言

- 一、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。
- 二、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。
- 三、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。
- 四、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。
- 五、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。
- 六、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:表決股數

- 一、股東會之表決,應以股份為計算基準。
- 二、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。
- 三、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

决, 並不得代理其他股東行使其表決權。

- 四、前項不得行使表決權之股份數,不算入已出席股東之表決權數。
- 五、除信託事業或經證券主管機關核准之股務代理機構外,一人同時受二人以上股東 委託時,其代理之表決權不得超過已發行股份總數表決權之百分之三,超過時其 超過之表決權,不予計算。

#### 第十三條:表決權行使

- 一、股東每股有一表決權;但受限制或公司法一百七十九條第二項所列無表決權者,不在此限。
- 二、本公司召開股東會時,得實行以書面或電子方式行使其表決權,惟依本公司章程規定應以書面投票或電子方式行使表決權時,本公司應提供股東以書面投票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。
- 三、前項以書面或電子方式行使表決權者,其意思表示應於股東會開會二日前送達公司,意思表示有重複時,以最先送達者為準。但聲明撤銷前意思表示者,不在此限。
- 四、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,應於股東會開會 二日前以與行使表決權相同之方式撤銷前項行使表決權之意思表示;逾期撤銷者, 以書面或電子方式行使之表決權為准。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。
- 五、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,由股東逐案進行投票表決,若公司上市後並應於股東會召開當日將股東同意、反對及棄權之結果輸入公開資訊觀測站。
- 六、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。除議程所列議案外,股東提出之其他議案或原議案之修正案或替代案,應有其他股東附議,提案人連同附議人代表之股權,應達已發行股份表決權總數百分之一。
- 七、同一議案有修正案或替代案時,由主席並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。
- 八、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份。
- 九、股東會表決或選舉議案之計票作業應於股東會場內公開處為之,且應於計票完成 後,當場宣佈表決結果,包含統計之權數,並作成紀錄。

#### 第十四條:選舉董事

- 一、股東會有選舉董事時,應依本公司所訂相關選任規範辦理,並應當場宣佈選舉結果,包含當選董事之名單與其當選權數。
- 二、前項選舉事項之選舉票,應由監票員密封簽字後,妥善保管,並至少保存一年。

但經股東依公司法第一百八十九條提起訴訟者,應保存至訴訟終結為止。

#### 第十五條:股東會議記錄

- 一、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。
- 二、前項議事錄之分發,待公司上市後得以輸入公開資訊觀測站之公告方式為之。
- 三、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 領及其結果記載之,在本公司存續期間,應永久保存。

#### 第十六條:公開訊息

徵求人徵得之股數及受託代理人代理之股數,,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,如有屬本公司股票公開發行所在地法令規定、臺灣證券交易所股份有限公司規定之重大訊息者,待公司上市後,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:股東會之會務人員

- 一、辦理股東會之會務人員應佩帶識別證或臂章。
- 二、主席得指揮糾察員或保全人員協助維持會場秩序。糾察員或保全人員在場協助維持秩序時,應佩戴臂章或識別證。
- 三、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。
- 四、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:股東會休息時間及暫停會議

- 一、會議進行時,主席得酌定時間宣佈休息,發生不可抗拒之情事時,主席得裁定暫時停止會議,並視情況宣佈續行開會之時間。
- 二、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。
- 三、股東會得依公司法第一百八十二條之規定,決議在五日內延期或續行集會。

# 第十九條:實施與修訂

本規則經股東會通過後施行,修正時亦同。

# 【附錄三】資金貸與他人處理程序

107/6/13 股東會通過施行

第一條:凡本公司資金貸與他人之作業程序,均須依照本作業程序之規定辦理。

第二條:貸與對象

本公司應依公司法規定辦理資金貸與作業。貸與之對象(以下簡稱借款人)限為:

- (一)與本公司有業務往來的公司或行號。
- (二)有短期融通資金之必要的公司或行號。融資金額不得超過本公司最近期財務報表淨值之百分之四十。前項所稱短期,系指一年。但公司之營業週期長於一年者,以營業週期為準。

前項所稱融資金額,系指本公司短期融通資金之累計餘額。

第三條:資金貸與評估標準

本公司與他公司或行號間因業務往來關係從事資金貸與者,應依第四條第二項之規 定;因有短期融通資金之必要從事資金貸與者,以下列情形為限:

- (一)本公司之關係企業公司因業務需要而有短期融通資金之必要。
- (二)他公司或行號因購料或營運周轉需要而有短期融通資金之必要者。
- (三)其他經本公司董事會同意資金貸與者。

第四條:資金貸與總額及個別對象之限額

本公司資金貸與各項限額應符合下列規定:

- (一)與本公司有業務往來之公司或行號者,其貸與總額及個別貸與金額均以不超過 最近一年度或當年度截至資金貸與時本公司與其進貨或銷貨金額孰高者為限。
- (二)有短期融通資金之必要者,其貸與總額及個別貸與金額均不得超過本公司最近期經會計師查核簽證或核閱財務報表淨值百分之四十及百分之十為限。
- (三)本公司直接及間接持有表決權股份百分之百之國外公司間從事資金貸與,不受 第二款之限制。但仍應訂定資金貸與之限額、期限及計息方式。

第五條:資金融通期限與計息方式

本公司資金貸與期限最長以一年為限,如逾一年時,須另呈報董事會核准後才得以續 借。

惟短期融通者,以一年為限,不得經董事會同意展延。

貸與資金之計息,參考金融機構短期借款之平均利率;如遇特殊情形,得經董事會同意後,依實際狀況需要予以調整。

第六條:資金貸與作業辦理程序

- 本公司辦理資金貸與事項,應由借款人先檢附企業相關證件、負責人身份證等 之影本及必要之財務資料,向本公司財務部具函申請融通額度,經財務部徵信 後呈報董事會核准。
- 2、借款人在額度核定後,應填具「撥款申請書」向財務部申請動支。
- 3、本公司與子公司間,或子公司彼此間之資金貸與,該資金貸放公司董事會得授權董事長對同一貸與物件於董事會決議之一定額度及不超過一年之期間內分次撥貸或循環動用。

本項所稱一定額度,除符合第四條第三款規定者不受限制外,對單一企業之資金貸與 之授權額度不得超過該資金貸放公司最近期財務報表淨值百分之十。

#### 第七條:資金貸與審查程序

- 1、借款人向本公司申請資金貸與時,應具體說明資金之用途及必要性,並由財務部 決定是否接受借款人之申請。
- 2、財務部應對借款人之營運狀況確實進行徵信調查,對於信評良好,借款用途正當之案件,經辦人員應填具徵信報告及意見,擬具貸放條件,呈報董事會核准。
- 3、財務部除對借款人進行徵信調查外,尚須就本公司資金貸與後,所可能產生之 營運風險、財務狀況及股東權益之影響進行評估,並出具意見並同對借款人之徵 信報告呈報董事會核准。
- 4、借款人向本公司申請動支融通資金時,應提供同額之保證票據或擔保品作為資金貸與之擔保。其擔保品之價值由財務部評估並決定之。

# 第八條:公告申報程序

- (一)每月十日前,財務處部將上月份本公司資金貸與餘額送交會計處,並同營業額依相關規定於規定期限內按月辦理公告申報。
- (二)除按月公告申報資金貸與餘額外,本公司資金貸與餘額達下列標準之一時,財務部應即檢附相關資料通知會計處於事實發生日之即日起算二日內依相關規定於規定期限內辦理公告申報:
  - 1、本公司資金貸與餘額達本公司最近期財務報表淨值百分之二十以上者。
  - 2、本公司對單一企業資金貸與餘額達本公司最近期財務報表淨值百分之十以 上者。
  - 3、本公司新增資金貸與他人金額達新臺幣一千萬元以上且達本公司最近期財務報表淨值百分之二以上者。
- (三)本作業程序所稱之淨值,系指證券發行人財務報告編制準則規定之資產負債表 歸屬於母公司業主之權益。
- (四)本作業程序所稱事實發生日,系指交易簽約日、付款日、董事會決議日或其他 足資確定交易對象及交易金額之日等日期孰前者。

# 第九條:已貸與金額之後續控管措施、逾期債權處理程序

- 1、財務處應就資金貸與事項建立備查簿。但屬視同資金貸與者,由會計處另行建立備查簿。資金貸與經董事會決議後,應將資金貸與對象、金額、董事會通過日期、資金貸放日期及依審查程序應審慎評估之事項,詳予登載備查,並依雙方約定之借款利率,向資金貸與對象定期收取借款利息。
- 2、內部稽核人員應每季稽核資金貸與他人作業程序及其執行情形,並作成書面紀錄,如發現重大違規情事,應即以書面通知各審計委員會。
- 3、財務部與會計部應分別就每月所發生及註銷之資金貸與事項及視同資金貸與事項編制明細表,俾控制追蹤及辦理公告申報,並應按季評估及提列適足之備抵壞帳,且於財務報告中揭露資金貸與資訊及提供簽證會計師相關資料。

- 4、因情事變更,致貸與物件不符合本程序規定或餘額超限時,財務處應訂定改善計書,並將相關改善計畫送各審計委員會,並依計書時程完成改善。
- 5、每筆貸款撥放後,財務處應經常注意借款人及其保證人之財務、業務以及相關信用狀況等之變化,及擔保品價值之變動情形,並作成書面紀錄,遇有重大變化時,應立刻呈報總經理及相關權責單位盡速處理。
- 6、借款人於貸款到期或到期前提前償還借款時,應連同本金加計利息一併清償後 ,方可將保證票據歸還借款人或辦理抵押權塗銷等作業。
- 7、借款人若屆期未能償還而須延期者,須事前提出請求,報經董事會核准後為之, ,違者本公司得就其所提供之擔保品或保證人,依法徑行處分及求償。

第十條:經理人及主辦人員違反本準則或公司資金貸與他人作業程序時之處罰。 本公司經理人及主辦人員違反本處理程序規定者,依照本公司人事管理辦法與員工工 作規則提報考核,依其情節輕重處罰。

第十一條:對子公司辦理資金貸與之控管程序依子公司資金貸與他人處理規定辦理。 第十二條:本作業程序經董事會決議通過後,送各審計委員會並提報股東會同意後實施,如有董事表示異議且有記錄或書面聲明者,公司應將其異議並送各審計委員會及 提報股東會討論,修正時亦同。

另本公司已設置獨立董事,應於董事會討論本作業程序時,應充分考慮各獨立董事之 意見,並將其同意或反對之明確意見及反對之理由列入董事會紀錄。

本公司已設置審計委員會,訂定或修正本處理常式時,應經審計委員會全體成員二分之一以上同意,並提董事會同意。如未經審計委員會全體成員二分之一以上同意,得由全體董事三分之二以上同意行之,並應於董事會議事錄載明審計委員會之決議。

本條文所稱審計委員會全體成員及全體董事,以實際在任者計算之。

第十三條:本處理常式如有未盡事宜,悉依有關法令辦理。

# 【附錄四】背書保證處理程序(修正前)

105/10/17 股東會通過施行

第一條:目的

凡本公司有關對外背書保證事項,均依本作業程式之規定施行之。本程式如有未盡事宜,另依相關法令之規定辦理。

第二條: 背書保證範圍

本程式所稱之背書保證包括:

- 一、融資背書保證:
- (一) 客票貼現融資。
- (二)為他公司融資之目的所為之背書或保證。
- (三)為本公司融資之目的而另開立票據予非金融事業作擔保者。
- 二、關稅背書保證:為本公司或他公司有關關稅事項所為之背書或保證。
- 三、其他背書保證:無法歸類列入前二款之背書或保證事項。

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

第三條: 背書保證之對象

- 一、與本公司有業務往來關係之公司。
- 二、本公司直接及間接持有表決權之股份超過百分之五十之公司。
- 三、直接及間接對本公司持有表決權之股份超過百分之五十之公司。

本公司直接及間接持有表決權股份達百分之九十以上之公司間,得為背書保證,且其金額不得超過本公司淨值之百分之十。但本公司直接及間接持有表決權股份百分之百之公司間背書保證,不在此限。

本公司基於承攬工程需要之同業間或共同起造人間依合約規定互保,或因共同投資關係由全體出資股東依其持股比率對被投資公司背書保證,或同業間依消費者保護法規範從事預售屋銷售合約之履約保證連帶擔保者,不受前二項規定之限制,得為背書保證。

前項所稱出資,系指本公司直接出資或透過持有表決權股份百分之百之公司出資。 本公司財務報告系以國際財務報導準則編制,本準則所稱之淨值,系指證券發行人財 務報告編制準則規定之資產負債表歸屬於母公司業主之權益。

第四條:因業務往來關係之背書保證評估標準

因業務往來關係而向本公司辦理背書保證者,每次背書保證金額以不超過雙方間最近一年內業務往來金額為限,所稱業務往來金額系指雙方間進貨或銷貨金額孰高者。

第五條: 背書保證之額度

- 一、為他公司所為之背書保證總額以不超過本公司最近期經會計師簽證或會計師核閱報告所示之淨值為限,並應於股東會說明其必要性及合理性。
- 二、對單一企業背書保證限額以不超過本公司最近期經會計師簽證或會計師核閱報告 所示之淨值的百分之二十為限。
- 三、對本公司轉投資控股百分之五十以上之公司所為背書或保證亦受上述單一企業背

書保證限額之限制。

四、本公司整體得為背書保證之總額及對單一企業背書保證之金額亦以本條第一項、第二項之規定為限。

五、本作業程式所稱之淨值,系指證券發行人財務報告編制準則規定之資產負債表歸屬於母公司業主之權益。

第六條:背書保證辦理程式

一、本公司辦理背書保證,應由被保證公司填具"背書保證申請書",就承諾擔保事項、被背書保證企業之名稱、風險評估結果、背書保證金額、取得擔保品內容及解除背書保證責任之條件與日期等,詳予敘明,由本公司財務處審核後,呈請董事長決行事後再報經董事會追認之,若金額超過董事長之核決許可權,則須董事會決議同意後方得辦理。

二、背書保證到期者即自動註銷,未到期註銷時由被保證公司填具"註銷單"辦理。 第七條: 背書保證審查程式

一、被保證公司向本公司申請背書保證時,應具體說明背書保證之必要性及合理性, 並由財務處決定是否接受申請。

二、財務部負責對被保證公司之征信及風險評估,對於信評良好,背書保證目的正當 之案件,經辦人員應填具征信報告及意見,擬具背書保證條件,呈報董事會核准。

三、財務部除對被保證公司進行征信及風險評估外,尚須就本公司背書保證後,所可 能產生之營運風險、財務狀況及股東權益之影響進行評估,並出具意見並同征信報告 呈報董事會核准。

四、本公司得視被保證公司之信評狀況,要求提供同額之保證票據或擔保品作為背書保證之擔保。其擔保品之價值由財務處評估並決定之。

第八條:財務部門應設置背書保證備查簿,記載承諾擔保事項,背書保證企業之名稱,背書保證金額及解除背書保證責任之條件與日期等資料。

第九條:印鑒章使用及保管程式

辦理背書保證時應依公司規定作業程式始得鈴印或簽發票據。提供不動產抵押擔保者需提報董事會,本公司若對國外公司為保證行為時,公司所出具之保證函應經董事會同意。

第十條:決策及授權層級

對單一企業背書保證額度,應先呈董事長審核,再提請董事會決議通過後據以為之。 董事會休會期間,在總額度內授權董事長得先行決行,事後報經最近期之董事會追認 之。

本公司為他人背書保證時,應充分考慮各獨立董事之意見,並將其同意或反對之明確 意見及反對之理由列入董事會紀錄。

第十一條:公告申報程式

一、本公司應於每月十日前將本公司上月份背書保證餘額依相關規定於規定期限內按 月辦理公告申報。 二、本公司公司背書保證餘額達下列標準之一者,應於事實發生日之即日起算二日內 依相關規定於規定期限內辦理公告申報:

- (一)本公司背書保證餘額達本公司最近期財務報表淨值百分之五十以上者。
- (二)本公司對單一企業背書保證餘額達本公司最近期財務報表淨值百分之二十以上者。
- (三)本公司對單一企業背書保證餘額達新臺幣一千萬元以上且對其背書保證、長期性 質之投資及資金貸與餘額合計數達本公司最近期財務報表淨值百分之三十以上者。
- (四)本公司新增背書保證金額達新臺幣三千萬元以上且達本公司最近期財務報表淨值 百分之五以上者。

第十二條:經理人及主辦人員違反本準則或公司背書保證作業程式時之處罰 本公司之經理人及主辦人員違反本作業程式時,依照本公司人事管理辦法與員工手冊 提報考核,依其情節輕重處罰。

第十三條:辦理背書保證應注意事項

本公司之內部稽核人員應至少每季稽核背書保證作業程式及其執行情形,並作成書面紀錄,如發現重大違規情事,應即以書面通知各監事。

本公司如因情事變更,致背書保證物件不符合本程式規定,或背書保證金額超限時, 則稽核單位應督促財務處對於該對象所背書保證之金額或超限部份應訂定改善計畫, 並將該改善計畫送各監事,以及報告於董事會,並依計畫時程完成改善。

本公司辦理背書保證因業務需要,而有超過本程式所訂額度之必要且符合本程式所訂條件者,應經董事會同意並由半數以上之董事對公司超限可能產生之損失具名聯保,並修正本程式,報經股東會追認之;股東會不同意時,應訂定計劃於一定期限內銷除超限部分。本公司已設置獨立董事者,於前項董事會討論時,應充分考慮各獨立董事之意見,並將其同意或反對之明確意見及反對之理由列入董事會紀錄。

本公司背書保證物件若為最近期財務報表淨值低於實收資本額二分之一之子公司,應 由財務部每年取得被保證物件之年度財務報表,進行必要性及合理性之風險評估報告 後,一併送呈董事長核准。

第十四條:實施與修訂

本程式經董事會通過後,送各監事並提報股東會同意,如有董事表示異議且有紀錄或書面聲明者,本公司應將其異議並送各監事及提報股東會討論,修正時亦同。

另本公司已設置獨立董事時,依前項規定將本作業程式提報董事會討論時,應充分考慮各獨立董事之意見,並將其同意或反對之明確意見及反對之理由列入董事會紀錄。 本公司訂定或修正本處理常式時,應經監事全體成員二分之一以上同意,並提董事會同意。如未經監事全體成員二分之一以上同意,得由全體董事三分之二以上同意行之,並應於董事會議事錄載明監事之決議。

本條文所稱監事全體成員及全體董事,以實際在任者計算之。

# 【附錄五】取得或處分資產處理程序(修正前)

107/6/13 股東會通過施行

第一條:目的

為保障資產,落實資訊公開,特訂本處理程序。

第二條:法令依據

本處理程序系參酌中華民國「公開發行公司取得或處分資產處理準則」相關規定訂定。 第三條:資產範圍

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

# 第四條: 名詞定義

- 一、衍生性商品:指其價值由資產、利率、匯率、指數或其他利益等商品所衍生之 遠期契約、選擇權契約、期貨契約、槓桿保證金契約、交換契約,及上述商品 組合而成之複合式契約等。所稱之遠期契約,不包含保險契約、履約契約、售 後服務契約、長期租賃契約及長期進(銷)貨合約。
- 二、依法律合併、分割、收購或股份受讓而取得或處分之資產:指參酌中華民國企業併購法、金融控股公司法、金融機構合併法或其他法律進行合併、分割或收購而取得或處分之資產,或參酌中華民國公司法第一百五十六條第八項規定發行新股受讓他公司股份(以下簡稱股份受讓)者。
- 三、關係人、子公司:應依證券發行人財務報告編制準則規定認定之。
- 四、專業估價者:指不動產估價師或其他依法律得從事不動產、設備資產估價業務 者。
- 五、事實發生日:指交易簽約日、付款日、委託成交日、過戶日、董事會決議日或 其他足資確定交易對象及交易金額之日等日期孰前者。但屬需經主管機關核准 之投資者,以上開日期或接獲主管機關核准之日孰前者為準。
- 六、所稱「一年內」: 系以本次取得或處分資產之日為基準,往前追溯推算一年,已 公告部份免再計入。
- 七、大陸地區投資:指依經濟部投資審議委員會在大陸地區從事投資或技術合作許可辦法規定從事之大陸投資。
- 八、所稱「最近期財務報表」: 系指公司於取得或處分資產前依法公開經會計師查核簽證或核閱之財務報表。

九、 所稱「審計委員會全體成員」及所稱「全體董事」,以實際在任者計算之。

第五條:投資非供營業用不動產與有價證券額度

本公司個別取得下述資產之額度訂定如下:

- 一、非供營業使用之不動產,其總額不得高於實收資本額的百分之十。
- 二、投資有價證券之總額不得高於淨值的百分之一百五十。
- 三、投資個別有價證券之金額不得高於淨值的百分之五十。

第六條:本公司取得之估價報告或會計師、律師或證券承銷商之意見書,該專業估價者及其估價人員、會計師、律師或證券承銷商與交易當事人不得為關係人。

第七條:取得或處分不動產或設備之處理程序

一、評估及作業程式

本公司取得或處分不動產或設備,悉依本公司內部控制制度不動產或設備循環 程序辦理。

- 二、交易條件及授權額度之決定程序
  - (一)取得或處分不動產,應參考公告現值、評定價值、鄰近不動產實際交易價格等,決議交易條件及交易價格,應依據本公司核決權限之規定,由相關單位主管分層負責辦理:(依核決權限訂定)其每筆交易金額達本公司實收資本額百分之十以上者,應提報董事會同意或追認通過後始得為之。
  - (二)取得或處分其他固定資產,應以詢價、比價、議價或招標方式擇一為之, 依據本公司分層負責核決權限之規定,由相關單位主管分層負責辦理外, 其每筆交易金額達本公司實收資本額百分之十以上者,應提報董事會同意 或追認通過後始得為之。
  - (三)本公司取得或處分資產依所訂處理程序或其他法律規定應經董事會通過 者,如有董事表示異議且有紀錄或書面聲明,公司並應將董事異議資料送 各審計委員會。
  - (四)本公司應經審計委員會全體成員二分之一以上同意,並提董事會決議。如 未經審計委員會全體成員二分之一以上同意,得由全體董事三分之二以上 同意行之,並應於董事會議事錄載明審計委員會之決議。

## 三、執行單位

本公司取得或處分不動產或其他固定資產時,應依公司核決權限呈核決後,由使 用部門或行政部門負責執行。

#### 四、不動產或設備估價報告

本公司取得或處分不動產或設備,除與政府機關交易、自地委建、租地委建,或取得、處分供營業使用之設備外,交易金額達公司實收資本額百分之二十或新臺幣三億元以上者,應於事實發生日前取得專業估價者出具之估價報告,並符合下列規定:

(一)因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據 時,該項交易應先提經董事會決議通過,未來交易條件變更者,亦應比照上 開程序辦理。

- (二)交易金額達新臺幣十億元以上者,應請二家以上之專業估價者估價。
- (三)專業估價者之估價結果有下列情形之一,除取得資產之估價結果均高於交易 金額,或處分資產之估價結果均低於交易金額外,應洽請會計師依財團法人 中華民國會計研究發展基金會(以下簡稱會計研究發展基金會)所發佈之審計準 則公報第二十號規定辦理,並對差異原因及交易價格之允當性表示具體意 見:
  - 1.估價結果與交易金額差距達交易金額之百分之二十以上者。
  - 2.二家以上專業估價者之估價結果差距達交易金額百分之十以上者。
- (四)專業估價者出具報告日期與契約成立日期不得逾三個月。但如其適用同一期公告現值且未逾六個月者,得由原專業估價者出具意見書。
- (五)本公司系經法院拍賣程序取得或處分資產者,得以法院所出具之證明文件替 代估價報告或會計師意見。

# 第八條:取得或處分有價證券之處理程序

一、評估及作業程式

本公司有價證券之購買與出售,悉依本公司內部控制制度投資循環作業辦理。 二、交易條件及授權額度之決定程序

- (一)於集中交易市場或證券商營業處所為之有價證券買賣,應由負責單位依市場行情分析決定之,依據本公司分層負責核決權限之規定,由相關單位主管分層負責辦理,每筆交易金額達本公司實收資本額百分之十以上者,應提報董事會同意或追認通過後始得為之。
- (二)非於集中交易市場或證券商營業處所為之有價證券買賣,應於事實發生日前取具目標公司最近期經會計師查核簽證或核閱之財務報表作為評估交易價格之參考,考慮其每股淨值、獲利能力及未來發展潛力等,依據本公司核決權限之規定,由相關單位主管分層負責辦理,每筆交易金額達本公司實收資本額百分之十以上者,應提報董事會同意或追認通過後始得為之。但若屬於財務調度相關者(買賣附買回、賣回條件之債券、債券型基金及類貨幣型商品)得依核決權限規定辦理,不受前項條文限制。
- (三)本公司取得或處分資產依所訂處理程序或其他法律規定應經董事會通過者 ,如有董事表示異議且有紀錄或書面聲明,公司並應將董事異議資料送各 審計委員會。設置獨立董事時,依規定將取得或處分資產交易提報董事會 討論時,應充分考慮各獨立董事之意見,並將其同意或反對之意見與理由 列入會議紀錄。

本公司應經審計委員會全體成員二分之一以上同意,並提董事會決議。如未經審計委員會全體成員二分之一以上同意,得由全體董事三分之二以上同意行之,並應於董事會議事錄載明審計委員會之決議。

三、執行單位

本公司有價證券投資或處分,應依公司核決權限呈核後,由財務、投資相關部門負責執行。

#### 四、取得專家意見

- (一)本公司取得或處分有價證券,交易金額達公司實收資本額百分之二十或新臺幣三億元以上者,應於事實發生日前洽請會計師或證券專家就交易價格之合理性表示意見,會計師若需採用專家報告者,應依會計研究發展基金會所發佈之審計準則公報第二十號規定辦理。但該有價證券具活絡市場之公開報價或相關法令另有規定者,不在此限。
- (二)本公司若系經法院拍賣程序取得或處分資產者,得以法院所出具之證明文件替代估價報告或會計師意見。

# 第九條:取得或處分會員證或無形資產之處理程序

一、評估及作業程序

本公司取得或處分會員證或無形資產,悉依本公司內部控制制度財產管理作業辦理。

- 二、交易條件及授權額度之決定程序
  - (一)取得或處分會員證,應參考市場公平市價,決議交易條件及交易價格,作成分析報告提報總經理及董事長,其金額在實收資本額百分之一或新臺幣參佰萬元以下者,應呈請董事長核准;超過新臺幣參佰萬元者,另須提經董事會通過後始得為之。
  - (二)取得或處分無形資產,應參考專家評估報告或市場公平市價,決議交易條件及交易價格,作成分析報告提報董事長,其金額在實收資本額百分之十或新臺幣壹億元以下者,應呈請董事長核准;超過新臺幣壹億元者,另須提經董事會通過後始得為之。
  - (三)本公司取得或處分資產依所訂處理程序或其他法律規定應經董事會通過 者,如有董事表示異議且有紀錄或書面聲明,公司並應將董事異議資料送 各審計委員會。依規定將取得或處分資產交易提報董事會討論時,應充分 考慮各獨立董事之意見,並將其同意或反對之意見與理由列入會議紀錄。
  - (四)應經審計委員會全體成員二分之一以上同意,並提董事會決議。如未經審 計委員會全體成員二分之一以上同意,得由全體董事三分之二以上同意行 之,並應於董事會議事錄載明審計委員會之決議。

#### 三、執行單位

本公司取得或處分會員證或無形資產時,應依前項核決權限呈核決後,由使用 部門或行政部門負責執行。

- 四、會員證或無形資產專家評估意見報告
  - 1.本公司取得或處分會員證之交易金額達實收資本額百分之一或新臺幣參佰萬元 以上者應請專家出具鑑價報告。
  - 2.本公司取得或處分無形資產之交易金額達實收資本額百分之十或新臺幣壹億元

以上者應請專家出具鑑價報告。

3.本公司取得或處分會員證或無形資產之交易金額達公司實收資本額百分之二十 或新臺幣三億元以上者,應於事實發生日前洽請會計師就交易價格之合理性 表示意見,會計師並應依會計研究發展基金會所發佈之審計準則公報第二十 號規定辦理。

第九條之一:前三條交易金額之計算,應依第十四條一、(五)規定辦理,且所稱一年內系以本次交易事實發生之日為基準,往前追溯推算一年,已依本準則規定取得專業估價者出具之估價報告或會計師意見部分免再計入。

第十條:關係人交易之處理程序

一、本公司與關係人取得或處分資產,除應依本處理程序第七條取得不動產處理程序 辦理外亦應依以下規定辦理相關決議程序及評估交易條件合理性等事項外,交易 金額達公司總資產百分之十以上者,亦應依前述規定取得專業估價者出具之估價 報告或會計師意見。前述交易金額之計算,應依第九之一條規定辦理。另外在判 斷交易對象是否為關係人時,除注意其法律形式外,並應考慮實質關係。

#### 二、評估及作業程序

本公司向關係人取得或處分不動產,或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者,除買賣公債、附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金外,應將下列資料提交董事會通過及審計委員會承認後,始得簽訂交易契約及支付款項:

- (一)取得或處分資產之目的、必要性及預計效益。
- (二)選定關係人為交易對象之原因。
- (三)向關係人取得不動產,依本條第五項第(一)、(二)、(三)、(四)及(六)款規 定評估預定交易條件合理性之相關資料。
- (四)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。
- (五)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。
- (六)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。
- (七)本次交易之限制條件及其他重要約定事項。
- 三、前項交易金額之計算,應依第十四條一、(五),且所稱一年內系以本次交易事實 發生之日為基準,往前追溯推算一年,已依本準則規定提交董事會通過及審計委 員會承認部分免再計入。
- 四、本公司與其母公司或子公司間,取得或處分供營業使用之設備,董事會得依授權額度、層級、執行單位及交易流程等授權董事長在一定額度內先行決行,事後再提報最近期之董事會追認。
- 五、交易成本之合理性評估
  - (一)本公司向關係人取得不動產,應按下列方法評估交易成本之合理性:

- 1.按關係人交易價格加計必要資金利息及買方依法應負擔之成本。所稱必要資金利息成本,以公司購入資產年度所借款項之加權平均利率為准設算之, 惟其不得高於財政部公佈之非金融業最高借款利率。
- 2.關係人如曾以該目標物向金融機構設定抵押借款者,金融機構對該目標物之 貸放評估總值,惟金融機構對該目標物之實際貸放累計值應達貸放評估總 值之七成以上及貸放期間已逾一年以上。但金融機構與交易之一方互為關 係人者,不適用之。
- (二)合併購買同一目標之土地及房屋者,得就土地及房屋分別按前項所列任一方法評估交易成本。
- (三)本公司向關係人取得不動產,依本條第五項第(一)款及第(二)款規定評估不動產成本,並應洽請會計師覆核及表示具體意見。
- (四)本公司向關係人取得不動產依本條第五項第(一)、(二)款規定評估結果均較交 易價格為低時,應依本條第五項第(五)款規定辦理。但如因下列情形,並提出 客觀證據及取具不動產專業估價者與會計師之具體合理性意見者,不在此 限:
  - 1.關係人系取得素地或租地再行興建者,得舉證符合下列條件之一者:
    - (1)素地依前條規定之方法評估,房屋則按關係人之營建成本加計合理營建 利潤,其合計數逾實際交易價格者。所稱合理營建利潤,應以最近三年 度關係人營建部門之平均營業毛利率或財政部公佈之最近期建設業毛利 率孰低者為準。
    - (2)同一目標房地之其他樓層或鄰近地區一年內之其他非關係人成交案例, 其面積相近,且交易條件經按不動產買賣慣例應有之合理樓層或地區價 差評估後條件相當者。
    - (3)同一目標房地之其他樓層一年內之其他非關係人租賃案例,經按不動產租賃慣例應有之合理樓層價差推估其交易條件相當者。
  - 2.本公司舉證向關係人購入之不動產,其交易條件與鄰近地區一年內之其他非關係人成交案例相當且面積相近者。前述所稱鄰近地區成交案例,以同一或相鄰街廓且距離交易目標物方圓未逾五百公尺或其公告現值相近者為原則;所稱面積相近,則以其他非關係人成交案例之面積不低於交易目標物面積百分之五十為原則;前述所稱一年內系以本次取得不動產事實發生之日為基準,往前追溯推算一年。
- (五)本公司向關係人取得不動產,如經按本條第五項第(一)、(二)、(三)、(四)、 (六)款規定評估結果均較交易價格為低者,應辦理下列事項。且本公司及對本 公司之投資採權益法評價之公開發行公司經前述規定提列特別盈餘公積者, 應俟高價購入之資產已認列跌價損失或處分或為適當補償或恢復原狀,或有 其他證據確定無不合理者,並經主管機關同意後,始得動用該特別盈餘公 積。

- 1.本公司應就不動產交易價格與評估成本間之差額,依本公司章程及相關法令 規定提列特別盈餘公積,不得予以分派或轉增資配股(如有適用)。對本公司 之投資採權益法評價之投資者如為公開發行公司,亦應就該提列數額按持 股比例依相關法令規定提列特別盈餘公積(如有適用)。
- 2.本公司審計委員會應監督本公司業務之執行,並得隨時調查本公司業務及財務狀況、查核簿冊文件、並得請求董事會或經理人提出報告。本公司審計委員會為辦理上開事務,得代表本公司委託律師、會計師審核之。
- 3.應將本條第五項第(五)款第1點及第2點處理情形提報股東會,並將交易詳 細內容揭露於年報及公開說明書。
- (六)本公司向關係人取得不動產,有下列情形之一者,應依本條第一項及第二項 有關評估及作業程序規定辦理即可,不適用本條第五項第(一)、(二)、(三) 款有關交易成本合理性之評估規定:
  - 1.關係人系因繼承或贈與而取得不動產。
  - 2.關係人訂約取得不動產時間距本交易訂約日已逾五年。
  - 3.與關係人簽訂合建契約,或自地委建、租地委建等委請關係人興建不動產而 取得不動產。
- (七)本公司向關係人取得不動產,若有其他證據顯示交易有不合營業常規之情事者, 亦應依本條第五項第(五)款規定辦理。

第十一條:取得或處分金融機構之債權之處理程序

本公司原則上不從事取得或處分金融機構之債權之交易,嗣後若欲從事取得或處分金融機構之債權之交易,將提報董事會核准後再訂定其評估及作業程序。

第十二條:取得或處分衍生性商品之處理程序

#### 一、交易原則與方針

#### (一)交易種類

- 1.本公司從事之衍生性金融商品系指其價值由資產、利率、匯率、指數或其他 利益等商品所衍生之交易契約(如遠期契約、選擇權、期貨、利率或匯率、 交換,暨上述商品組合而成之複合式契約等)。
- 2.有關債券保證金交易之相關事宜,應比照本處理程序之相關規定辦理。
- 3.本公司得承做之衍生性商品,應為避險性衍生性商品;如需承做特定目的之 契約,均需提報總經理及董事長同意。

#### (二)經營(避險)策略

本公司從事衍生性金融商品交易,應以避險為目的,交易商品應選擇使用規避公司業務經營所產生之風險為主,持有之幣別必須與公司實際進出口交易之外幣需求相符,以公司整體內部部位(外幣收入及支出)自行軋平為原則,藉以降低公司整體之外匯風險,並節省外匯操作成本。其他特定用途之交易,須經謹慎評估,提報董事會核准後方可進行之。

# (三)權責劃分

#### 1.財務及會計部門

- (1)交易人員
  - A.負責整個公司金融商品交易之策略擬定。
  - B.交易人員應每一周定期計算部位,搜集市場訊息,進行趨勢判斷, 擬定操作策略,經由核決權限核准後,作為從事交易之依據。
  - C.依據授權權限及既定之策略執行交易。
  - D.金融市場有重大變化、交易人員判斷已不適用既定之策略時,重新 擬定策略,經由總經理及董事長核准後,作為從事交易之依據。
- (2)交易確認人員:根據授權權限與規章執行交易確認。
- (3)交割人員:執行交割任務。
- (4)帳務管理人員:
  - A.每月進行評價,評價報告呈核至總經理及董事長。
  - B. 會計帳務處理。
- (5)衍生性商品核決權限(依核決權限訂定)
  - A.避險性交易之核決權限(依核決權限訂定)
  - B.其他特定用途交易,提報董事會核准後方可進行之。
  - C.本公司取得或處分資產依所訂處理程序或其他法律規定應經董事會通過者,如有董事表示異議且有紀錄或書面聲明,公司並應將董事異議資料送審計委員會。依規定將取得或處分資產交易提報董事會討論時,應充分考慮各獨立董事之意見,並將其同意或反對之意見與理由列入會議紀錄。
  - D.應經審計委員會全體成員二分之一以上同意,並提董事會決議。如未 經審計委員會全體成員二分之一以上同意,得由全體董事三分之二以 上同意行之,並應於董事會議事錄載明審計委員會之決議。

#### 2. 稽核部門

應定期瞭解衍生性商品交易內部控制之允當性,並按月稽核交易部門對從事衍生性商品交易處理程序之遵循情形,作成稽核報告,如發現重大違規情事,應以書面通知審計委員會。

# 3.績效評估

- (1)避險性交易
  - A.以公司帳面上匯率成本與從事衍生性金融交易之間所產生損益為績效 評估基礎。
  - B.為充分掌握及表達交易之評價風險,本公司採月結評價方式評估損益。
  - C.財務部門應提供外匯部位評價與外匯市場走勢及市場分析予總經理及 董事長作為管理參考與指示。
- (2)特定用途交易

以實際所產生損益為績效評估依據,且財務人員須定期將部位編制報表 以提供管理 階層參考。

#### 4.契約總額及損失上限之訂定

#### (1)契約總額

A.避險性交易額度

財務部門應掌握公司整體部位,以規避交易風險,避險性交易金額以不超過公司整體內部部位(外幣流動資產與外幣負債間差額)為限。

B.特定用途交易

基於對市場變化狀況之預測,財務部得依需要擬定策略,提報總經理 及董事長、董事長核准後方可進行之。本公司特定用途之交易全公司 淨累積部位之契約總額以不超過公司最近一季營業收入的5%為限。

#### (2)損失上限之訂定

- A.有關於避險性交易乃在規避風險,全部契約損失金額以不超過美金五十萬元為損失上限。
- B.如屬特定目的之交易契約,部位建立後,應設停損點以防止超額損失。停損點之設定,以不超過美金二十萬元為上限,如損失超過美金二十萬元時,需即刻呈報總經理及董事長,並向董事會報告,商議必要之因應措施。
- C.個別契約損失金額以不超過美金五萬元為損失上限。
- D.本公司特定目的之交易性操作,年度損失最高限額為美金五十萬元。

#### 二、風險管理措施

(一)信用風險管理:

基於市場受各項因素變動,易造成衍生性金融商品之操作風險,故在市場風險 管理,依下列原則進行:

交易對象:以國內外著名金融機構為主,詳細內容以執行單位提供並經董事長 同意之列表為準。

交易商品:以國內外著名金融機構提供之商品為限。

(二)市場價格風險管理:

以銀行提供之公開外匯交易市場為主,暫不考慮期貨市場。

(三)流動性風險管理:

為確保市場流動性,在選擇金融產品時以流動性較高(即隨時可在市場上軋平)為主,受託交易的金融機構必須有充足的資訊及隨時可在任何市場進行交易的能力。

(四)現金流量風險管理

為確保公司營運資金週轉穩定性,本公司從事衍生性商品交易之資金來源以自有資金為限,且其操作金額應考慮未來現金收支預測之資金需求。

(五)作業風險管理

- 1.應確實遵循公司授權額度、作業流程及納入內部稽核,以避免作業風險。
- 2.從事衍生性商品之交易人員及確認、交割等作業人員不得互相兼任。
- 3.風險之衡量、監督與控制人員應與前款人員分屬不同部門,並應向董事會或 向不負交易或部位決策責任之高階主管人員報告。

# (六)商品風險管理

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

#### (七)法律風險管理:

與金融機構簽署的文件應經過外匯及法務或法律顧問之專門人員檢視後,才 可正式簽署,以避免法律風險。

## 三、定期評估方式及異常情形處理

- (一)董事會應授權高階主管人員定期監督與評估從事衍生性商品交易是否確實依公司所訂之交易程序辦理,及所承擔風險是否在容許承做範圍內,市價評估報告有異常情形時(如持有部位已逾損失受限)時,應立即向董事會報告,並採因應之措施。
- (二)衍生性商品交易所持有之部位至少每週應評估一次,為業務需要辦理之避險性 交易至少每月應評估二次,其評估報告應呈送董事會授權之高階主管人員。 四、從事衍生性商品交易時,董事會之監督管理原則
  - (一)董事會應指定高階主管人員隨時注意衍生性商品交易風險之監督與控制,其管理原則如下:
    - 1.定期評估目前使用之風險管理措施是否適當並確實依本準則及公司所訂之從 事衍生性商品交易處理程序辦理。
    - 2.監督交易及損益情形,發現有異常情事時,應採取必要之因應措施,並立即向董事會報告,董事會應有獨立董事出席並表示意見。
  - (二)定期評估從事衍生性商品交易之績效是否符合既定之經營策略及承擔之風險是 否在公司容許承受之範圍。
  - (三)本公司從事衍生性商品交易時,依所訂從事衍生性商品交易處理程序規定授權 相關人員辦理者,事後應提報最近期董事會。
  - (四)本公司從事衍生性商品交易時,應建立備查簿,就從事衍生性商品交易之種 類、金額、董事會通過日期及依本條第三項第(二)款、第四項第(一)及第(二) 款應審慎評估之事項,詳予登載於備查簿備查。
- 第十三條:辦理合併、分割、收購或股份受讓之處理程序

# 一、評估及作業程序

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

- (二)本公司應將合併、分割或收購重要約定內容及相關事項,於股東會開會前製作致股東之公開文件,並本條第一項第(一)款之專家意見及股東會之開會通知一併交付股東,以作為是否同意該合併、分割或收購案之參考。但依其他法律規定得免召開股東會決議合併、分割或收購事項者,不在此限。另外,參與合併、分割或收購之公司,任一方之股東會,因出席人數、表決權不足或其他法律限制,致無法召開、決議,或議案遭股東會否決,參與合併、分割或收購之公司應立即對外公開說明發生原因、後續處理作業及預計召開股東會之日期。
- (三)本公司應將下列資料作成完整書面紀錄,並保存五年,備供查核:
  - 1.人員基本資料:包括消息公開前所有參與合併、分割、收購或股份受讓計 劃或計劃執行之人,其職稱、姓名、身分證字號(如為外國人則為護照號 碼)。
  - 2.重要事項日期:包括簽訂意向書或備忘錄、委託財務或法律顧問、簽訂契 約及董事會等日期。
  - 3.重要書件及議事錄:包括合併、分割、收購或股份受讓計劃,意向書或備 忘錄、重要契約及董事會議事錄等書件。

#### 二、其他應行注意事項

- (一)董事會日期:參與合併、分割或收購之公司除其他法令另有規定者外,應於同一天召開董事會及股東會,決議合併、分割或收購相關事項。參與股份受讓之公司除其他法令另有規定者外,應於同一天召開董事會。
- (二)事前保密承諾:所有參與或知悉公司合併、分割、收購或股份受讓計劃之人, 應出具書面保密承諾,在訊息公開前,不得將計劃之內容對外洩露,亦不得 自行或利用他人名義買賣與合併、分割、收購或股份受讓案相關之所有公司 之股票及其他具有股權性質之有價證券。
- (三)換股比例或收購價格之訂定與變更原則:參與合併、分割、收購或股份受讓之公司應於雙方董事會前委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性表示意見並提報股東會。換股比例或收購價格原則上不得任意變更,但已於契約中訂定得變更之條件,並已對外公開揭露者,不在此限。換股比例或收購價格得變更條件如下:
  - 1.辦理現金增資、發行轉換公司債、無償配股、發行附認股權公司債、附認股權特別股、認股權憑證及其他具有股權性質之有價證券。
  - 2.處分公司重大資產等影響公司財務業務之行為。
  - 3.發生重大災害、技術重大變革等影響公司股東權益或證券價格情事。
  - 4.参與合併、分割、收購或股份受讓之公司任一方依法買回庫藏股之調整。
  - 5.參與合併、分割、收購或股份受讓之主體或家數發生增減變動。

- 6.已於契約中訂定得變更之其他條件,並已對外公開揭露者。
- (四)契約應載內容:合併、分割、收購或股份受讓公司之契約應載明參與合併、分 割、收購或股份受讓公司之權利義務,並應載明下列事項。
  - 1.違約之處理。
  - 2.因合併而消滅或被分割之公司前已發行具有股權性質有價證券或已買回之庫 藏股之處理原則。
  - 3.參與公司於計算換股比例基準日後,得依法買回庫藏股之數量及其處理原 則。
  - 4.參與主體或家數發生增減變動之處理方式。
  - 5.預計計畫執行進度、預計完成日程。
  - 6.計畫逾期未完成時,依法令應召開股東會之預定召開日期等相關處理程序。
- (五)參與合併、分割、收購或股份受讓之公司家數異動時:參與合併、分割、收購或股份受讓之公司任何一方於資訊對外公開後,如擬再與其他公司進行合併、分割、收購或股份受讓,除參與家數減少,且股東會已決議並授權董事會得變更權限者,參與公司得免召開股東會重行決議外,原合併、分割、收購或股份受讓案中,已進行完成之程式或法律行為,應由所有參與公司重行為之。
- (六)參與合併、分割、收購或股份受讓之公司有非屬公開發行公司者,本公司應與 其簽訂協定,並依本條第二項第(一)款召開董事會日期、第(二)款事前保密 承諾、第(五)款參與合併、分割、收購或股份受讓之公司家數異動之規定辦 理。
- (七)本公司於上市後,參與合併、分割、收購或股份受讓時,應於董事會決議通過 之即日起算二日內,將本條第一項第三款之人員基本資料及重要事項日期等 資料,依相關法令規定格式於網際網路資訊系統申報備查。

#### 第十四條:資訊公開揭露程式

- 一、應公告申報項目及公告申報標準
  - (一)向關係人取得或處分不動產,或與關係人為取得或處分不動產外之其他資產且 交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以 上。但買賣公債、附買回、賣回條件之債券、申購或買回國內證券投資信託 事業發行之貨幣市場基金,不在此限。
  - (二)進行合併、分割、收購或股份受讓。
  - (三)從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。
  - (四)取得或處分資產之種類屬供營業使用之設備,且交易對象非為關係人,交易金額並達下列規定之一。
    - 1、實收資本額未達到新臺幣一百億元之公開發行公司,交易金額達到新臺幣 五億元以上。

- 2、實收資本額達到新臺幣一百億元以上之公開發行公司,交易金額達新臺幣 十億元以上。
- (五)經營營建業務之公開發行公司取得或處分供營建使用之不動產且其交易對象非 為關係人,交易金額達新臺幣五億元以上。
- (六)以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產,公司預計投入之交易金額達新臺幣五億元以上。
- (七)除前六款以外之資產交易、金融機構處分債權或從事大陸地區投資,其交易金額達公司實收資本額百分之二十或新臺幣三億元以上者。但下列情形不在此限:
  - 1. 買賣公債。
  - 2.以投資為專業者,於海內外證券交易所或證券商營業處所所為之有價證券買賣,或證券商於國內初級市場認購募集發行之普通公司債及未涉及股權之一般金融債券,或證券商因承銷業務需要、擔任與櫃公司輔導推演證券商依財團法人中華民國證券櫃買賣中心規定認購之有價證券。
  - 3.買賣附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金。

前向交易金額依下列方式計算之

- 1.每筆交易金額。
- 2.一年內累積與同一相對人取得或處分同一性質目標交易之金額。
- 3.一年內累積取得或處分(取得、處分分別累積)同一開發計畫不動產之金額。
- 4.一年內累積取得或處分(取得、處分分別累積)同一有價證券之金額。

#### 二、辦理公告及申報之時限

本公司取得或處分資產,具有本條應公告項目且交易金額達本條應公告申報標準者,應於事實發生之即日起算二日內依規定格式向主管機關指定網站辦理公告申報。所有公告事宜,依相關法令之規定辦理之。

#### 三、公告申報程序

- (一)本公司應依相關法令將相關資訊於主管機關指定網站辦理公告申報。
- (二)本公司應依相關法令按月將本公司及其非屬中華民國公開發行之子公司截至上 月底止從事衍生性商品交易之情形依規定格式,於每月十日前輸入主管機關 指定之資訊申報網站。
- (三)本公司依規定應公告項目如於公告時有錯誤或缺漏而應予補正時,應與知悉之 即日起算二日內將全部項目重行公告申報。
- (四)本公司取得或處分資產,應將相關契約、議事錄、備查簿、估價報告、會計師、律師或證券承銷商之意見書備置於本公司,除其他法律另有規定者外,至少保存五年。
- (五)本公司依前條規定公告申報之交易後,有下列情形之一者,應於事實發生之即 日起算二日內將相關資訊於主管機關指定網站辦理公告申報:

- 1.原交易簽訂之相關契約有變更、終止或解除情事。
- 2.合併、分割、收購或股份受讓未依契約預定日程完成。
- 3.原公告申報內容有變更。

第十五條:本公司之子公司取得處分資產應依子公司取得或處分資產處理規定辦理:

第十六條:本處理程序有關總資產百分之十之規定,以本公司依證券發行人財務報告 編制準則規定之最近期個體或個別財務報告中之總資產金額計算。

公司股票無面額或每股面額非屬新臺幣十元者,本準則有關實收資本額百分之二十之交易金額規定,以歸屬於母公司業主之權益百分之十計算之。

第十七條:罰則

本公司員工承辦取得與處分資產違反本處理程序規定者,依照本公司人事管理辦法與 員工手冊定期提報考核,依其情節輕重處罰。

第十八條:實施與修訂

本處理程序經董事會通過後,提報股東會同意,修正時亦同。如有董事表示異議且有紀錄或書面聲明者,公司並應將董事異議資料送審計委員會。將本處理程序提報董事會討論時,應充分考慮各獨立董事之意見,並將其同意或反對之意見與理由列入會議紀錄。

本公司訂定或修正本處理程序時,應經審計委員會全體成員二分之一以上同意,並提 董事會同意。如未經審計委員會全體成員二分之一以上同意,得由全體董事三分之二 以上同意行之,並應於董事會議事錄載明審計委員會之決議。

第十九條:附則

本處理程序如有未盡事宜,悉依有關法令辦理。

- 第一條:為公平、公正、公開選任董事,爰依「上市上櫃公司治理實務守則」第二十 一條規定訂定本程序。
- 第二條:本公司董事之選任,除法令或章程另有規定者外,應依本程序辦理。
- 第三條:本公司董事之選任,應考慮董事會之整體配置。董事會成員組成應考慮多元 化,並就本身運作、營運型態及發展需求以擬訂適當之多元化方針,宜包括 但不限於以下二大面向之標準:
  - 一、基本條件與價值:性別、年齡、國籍及文化等。
  - 二、專業知識技能:專業背景(如法律、會計、產業、財務、行銷或科技)、專業技能及產業經驗等。

董事會成員應普遍具備執行職務所必須之知識、技能及素養,其整體應具備 之能力如下:

- 一、營運判斷能力。
- 二、會計及財務分析能力。
- 三、經營管理能力。
- 四、危機處理能力。
- 五、產業知識。
- 六、國際市場觀。
- 七、領導能力。
- 八、決策能力。

董事間應有超過半數之席次,不得具有配偶或二親等以內之親屬關係。 本公司董事會應依據績效評估之結果,考慮調整董事會成員組成。

第四條:本公司獨立董事之資格,應符合「公開發行公司獨立董事設置及應遵循事項 辦法」第二條、第三條以及第四條之規定。

本公司獨立董事之選任,應符合「公開發行公司獨立董事設置及應遵循事項辦法」第五條、第六條、第七條、第八條以及第九條之規定,並應依據「上市上櫃公司治理實務守則」第二十四條規定辦理。

第五條:本公司董事之選舉,均應依照公司章程所規定之制度及程序為之,為審查董事候選人之資格條件、學經歷背景及有無中華民國公司法第三十條所列各款情事等事項,不得任意增列其他資格條件之證明檔,並應將審查結果提供股東參考,俾選出適任之董事。

董事因故解任,致不足五人者,公司應于最近一次股東會補選之。但董事缺額達章程所定席次三分之一者,公司應自事實發生之日起六十日內,召開股東臨時會補選之。

獨立董事之人數不足中華民國證券交易法第十四條之二第一項但書、臺灣證券交易所上市審查準則相關規定者,應干最近一次股東會補選之;獨立董事

均解任時,應自事實發生之日起六十日內,召開股東臨時會補選之。

第六條:本公司董事之選舉應採用累積投票制,每一股份有與應選出董事人數相同之 選舉權,得集中選舉一人,或分配選舉數人。

第七條:董事會應製備與應選出董事人數相同之選舉票,並加填其權數,分發出席股東會之股東,選舉人之記名,得以在選舉票上所印出席證號碼代之。

第八條:本公司董事依公司章程所定之名額,分別計算獨立董事、非獨立董事之選舉權,由所得選舉票代表選舉權數較多者分別依次當選,如有二人以上得權數相同而超過規定名額時,由得權數相同者抽籤決定,未出席者由主席代為抽籤。

第九條:選舉開始前,應由主席指定具有股東身分之監票員、計票員各若干人,執行 各項有關職務。投票箱由董事會製備之,於投票前由監票員當眾開驗。

第十條:被選舉人如為股東身分者,選舉人須在選舉票被選舉人欄填明被選舉人戶名 及股東戶號;如非股東身分者,應填明被選舉人姓名及身分證明文件編號。 惟政府或法人股東為被選舉人時,選舉票之被選舉人戶名欄應填列該政府或 法人名稱,亦得填列該政府或法人名稱及其代表人姓名;代表人有數人時, 應分別加填代表人姓名。

第十一條:選舉票有左列情事之一者無效:

- 一、不用董事會製備之選票者。
- 二、以空白之選票投入投票箱者。
- 三、字跡模糊無法辨認或經塗改者。
- 四、所填被選舉人如為股東身分者,其戶名、股東戶號與股東名簿不符者;所填被選舉人如非股東身分者,其姓名、身分證明文件編號經核對不符者。
- 五、除填被選舉人之戶名(姓名)或股東戶號(身分證明文件編號)及分 配選舉權數外,夾寫其他文字者。
- 六、所填被選舉人之姓名與其他股東相同而未填股東戶號或身分證明文件 編號可資識別者。
- 第十二條:投票完畢後當場開票,開票結果應由主席當場宣佈,包含董事當選名單與 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。但經股東依中華民國公司法第一百八十九條或公司章程提起訴訟 者,應保存至訴訟終結為止。

第十三條:當選之董事由本公司董事會發給當選通知書。

第十四條:本程序由股東會通過後施行,修正時亦同。

# 【附錄七】董事持有股數情形

職稱	姓名	持有股數	持股比例
董事長	Trillions Sheen Holdings Limited 億耀控股有限公司 代表人: 傅青炫	15,030,000	29.31%
董事	RISING LUCK INVESTMENT LIMITED 升運投資有限公司 代表人: 張東琴	8,169,925	15.93%
董事	Lucky Cheer International Limited 代表人: 林青輝	1,986,200	3.87%
董事	林麗雯	10,000	0.02%
獨立董事	陳國雄	0	0
獨立董事	陳相如	0	0
獨立董事	葉方怡	0	0
合計		25,196,125	49.13%

註:截至本次股東常會停止過戶日 108 年 4 月 8 日止,本公司實收資本額為新台幣 512,860,000 元,已發行股數為 51,286,000 股。