

股票代碼：3665

BizLink

BIZLINK HOLDING INC.

一〇六年股東常會
議事手冊

開會時間：中華民國一〇六年六月十五日(星期四)上午九時整
開會地點：新北市中和區中正路726號A棟B2會議室

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壹、開會程序

BIZLINK HOLDING INC.

一〇六年股東常會開會程序

- 一、 宣佈開會
- 二、 主席致詞
- 三、 報告事項
- 四、 承認事項
- 五、 討論事項
- 六、 臨時動議
- 七、 散會

貳、開會議程

時間：中華民國一〇六年六月十五日上午九時正

地點：新北市中和區中正路 726 號 A 棟 B2 會議室

一、宣佈開會

二、主席致詞

三、報告事項

1. 105 年度營運狀況報告。
2. 審計委員會審查 105 年度決算表冊報告。
3. 本公司及子公司 105 年度資金貸與及背書保證辦理情形。
4. 募集與發行海外第一次無擔保轉換公司債相關情形報告。
5. 105 年度員工及董監酬勞分派情形報告。

四、承認事項

1. 承認 105 年度決算表冊案。
2. 承認 105 年度盈餘分配案。

五、討論事項

1. 「取得或處份資產處理程序」修訂案。
2. 本公司擬辦理國內現金增資發行普通股及/或現金增資發行普通股參與發行海外存託憑證案。
3. 本公司擬辦理現金增資私募普通股案。

六、臨時動議

七、散會

參、報告事項

第一案：105 年度營運狀況報告，敬請 公鑒。

說明：105 年度營業報告書，請參閱附件一（詳見本手冊第 9~11 頁）。

第二案：審計委員會審查 105 年度決算表冊報告，敬請 公鑒。

說明：審計委員會查核報告書，請參閱附件二（詳見本手冊第 12 頁）。

第三案：本公司及子公司 105 年度資金貸與及背書保證辦理情形，敬請 公鑒。

說明：資金貸與及背書保證辦理情形，請參閱附件三（詳見本手冊第 13~14 頁）。

第四案：募集與發行海外第一次無擔保轉換公司債相關情形報告，敬請 公鑒。

說明：一、本案業經 104 年 11 月 6 日董事會決議通過發行海外第一次無擔保轉換公司債 8,000 萬美元，並分別於 104 年 12 月 2 日取得中央銀行核准，及於 104 年 12 月 23 日取得金融監督管理委員會核准。

二、本公司已於 105 年 1 月 27 日完成訂價，本公司債發行金額計美金 60,000,000 元，另加以美金 20,000,000 元為上限之超額認購，本公司債發行金額加計超額認購後達到美金 80,000,000 元，依每張面額美金 250 仟元發行，票面利率 0%，發行期限五年。截至 106 年 3 月 31 日止，共計轉換成普通股 6,909,965 股（計轉換公司債美金 34,250,000 元）。

第五案：105 年度員工及董監酬勞分派情形報告，敬請 公鑒。

說明：一、本案業經 106 年 3 月 8 日董事會決議以現金分派 105 年度員工酬勞新台幣 43,565,600 元（約美金 1,350,247 元）及 105 年度董事酬勞新台幣 10,163,443 元（約美金 315,000 元）。

二、董事會決議分派員工酬勞及董事酬勞金額與認列費用年度估計金額並無差異，後續實際發放若有差異，將依會計估計變動處理，差異數做為次年度（106 年度）損益。

肆、承認事項

(董事會提)

第一案：承認 105 年度決算表冊案，提請 承認。

說明：一、本公司及子公司民國 105 年度財務報告（包含資產負債表、損益表、股東權益變動表及現金流量表等），業經勤業眾信聯合會計師事務所陳重成及虞成全會計師查核竣事，並出具會計師查核報告書在案。

二、本公司民國 105 年度決算表冊，業經本公司董事會決議通過，並經審計委員會審查完竣。

三、前項表冊，請參閱附件四(詳見本手冊第 15~26 頁)。

決議：

(董事會提)

第二案：承認 105 年度盈餘分配案，提請 承認。

說明：一、本盈餘分配案係依據本公司章程第 34.1 條規定辦理。

二、本次盈餘分配案擬分配普通股現金股利總數為美金 22,337,444.56 元(折合約新台幣 720,715,415 元)，依 105 年 12 月 31 日之流通在外股數計算，現金股利每股約分派美元 0.216954 元(約新台幣 7.0 元)。本次現金股利按分配比例計算至元為止，元以下捨去，分配未滿 1 元之畸零款合計數，轉入公司其他收入；不分配股票股利，本公司於分配股息紅利基準日前，如因員工認股權憑證、限制員工權利新股執行及可轉換公司債轉換成普通股，致本公司分配股息紅利基準日之流通在外股數有所異動者，將提請股東會授權董事會依本次盈餘分配案決議之現金股利金額，按分配股息紅利基準日實際流通在外股數，調整股東配息率。

三、105 年度盈餘分配表，請參閱附件五(詳見本手冊第 27 頁)。

決議：

伍、討論事項

(董事會提)

第一案：「取得或處份資產處理程序」修訂案，提請 公決。

說明：為因應集團實務需求，擬修訂本公司「取得或處分資產處理程序」修訂條文對照表，請參閱附件六(詳見本手冊第 28~32 頁)。

決議：

(董事會提)

第二案：本公司擬辦理國內現金增資發行普通股及/或現金增資發行普通股參與發行海外存託憑證案，提請 公決。

說明：本公司配合擴充產能、實際投資、充實營運資金、海外購料、償還銀行借款及因應未來發展之資金需求，以強化公司競爭力，擬提請本年度股東常會授權董事會於適當時機，視當時金融市場狀況，於普通股不超過貳千萬股額度內，同時或分別或分次依下列原則辦理國內現金增資發行普通股或現金增資發行普通股參與發行海外存託憑證，相關原則及詳細說明，請參閱下述：

一、於國內辦理現金增資發行普通股之原則與說明：

擬請股東會依證券交易法第二十八條之一規定，授權董事會決議採詢價圈購或公開申購方式進行。

(一)如以詢價圈購方式辦理者：除依公司法第 267 條規定，保留發行新股總數 10% 至 15% 由本公司員工認購外，其餘 85% 至 90% 依證券交易法第 28 條之 1 規定，由股東會決議原股東放棄儘先分認權，全數提撥以詢價圈購方式辦理對外公開承銷，員工若有認購不足部分，授權董事長洽特定人按發行價格認購之，並依「中華民國證券商同業公會證券商承銷或再行銷售有價證券處理辦法」辦理。發行價格依中華民國證券商同業公會承銷商會員輔導發行公司募集與發行有價證券自律規則(以下簡稱「自律規則」)之規定，於向金管會申報案件、向券商公會申報詢價圈購約定書及向券商公會申報承銷契約時，皆不得低於訂價日本公司普通股於證券櫃檯買賣中心前一、三、五個營業日擇一計算之普通股收盤價之簡單算術平均數扣除無償配股除權(或減資除權)及除息後平均股價之九成。實際發行價格擬請董事會授權董事長於圈購期間完畢後，與主辦承銷商參考彙總圈購情形及發行市場狀況後共同議定。

(二)如以公開申購方式辦理者：

除依公司法第 267 條規定，保留發行新股總數總數 10% 至 15% 由本公司員工認購外，並依證券交易法第 28 條之 1 規定，提撥公開承銷比例為發行新股總數 10%，其餘 75% 至 80% 由原股東按認股基準日股東名簿記載之持股比例認購，認購股份不足一股或認購不足之部分，授權董事長洽特定人按發行價格認購之。其發行價格依自律規則之規定，於向金管會申報案件及除權交易日前五個營業日，皆不得低於其前一、三、五個營業日擇一計算之普通股收盤價簡單算術平均數扣除無償

償配股除權(或減資除權)及除息後平均股價之七成。

二、辦理現金增資發行普通股參與發行海外存託憑證之原則與說明：

(一)除依公司法第 267 條之規定，保留發行新股總數之 10% 至 15% 由本公司員工認購外，其餘 85% 至 90% 依證券交易法第 28 條之 1 規定，由股東會決議原股東放棄優先分認權，全數提撥以參與發行海外存託憑證方式對外公開發行。員工若有認購不足部分，授權董事長洽特定人按發行價格認購之，或視市場需要列入參與發行海外存託憑證之原有價證券，並依「中華民國證券商同業公會證券商承銷或再行銷售有價證券處理辦法」辦理。

(二)現金增資發行普通股參與發行海外存託憑證之發行價格將依國際慣例定價，以不影響原股東權益為原則，實際發行價格授權董事會洽證券商承銷商訂定之，然須符合主管機關之相關規定：

1.發行價格依自律規則之規定，不得低於訂價日本公司普通股於證券櫃檯買賣中心之收盤價、訂價日前一、三、五個營業日擇一計算之普通股收盤價之簡單算術平均數扣除無償配股除權(或減資除權)及除息後平均股價之九成。惟若國內相關法令發生變動時，亦得配合法令規定調整訂價方式，而鑒於國內股價常有劇烈短期波動，故其實際發行價格於前述範圍內，授權由董事長依國際慣例、並參考國際資本市場、國內市價及彙總圈購情形等，洽證券商承銷商訂定之。

2.對原股東之權益而言，若以上限 2 千萬股全數辦理現金增資發行普通股參與發行海外存託憑證計算，對原股東股權稀釋比例最高為 16.27%，且增資效益顯現後，可提昇公司競爭力以嘉惠股東；另海外存託憑證發行價格的決定方式，係以普通股在台灣證券交易所形成之公平市價為依據，原股東仍得以接近海外存託憑證之發行價格，於國內股市購入普通股股票，且無需承擔匯兌風險及流動性風險，故應不致對原股東權益造成重大影響。

三、本次現金增資發行普通股參與發行海外存託憑證之發行條件、發行價格、發行數量、發行金額、資金運用計畫項目、預定進度、預計可能產生效益，如遇法令變更、經主管機關修正或因應客觀環境變動而需修正者，擬請股東會授權董事會全權處理。

四、新發行之普通股如以上限貳千萬股計算，佔增資後流通在外股數約 16.27%，考量本次募集資金預計用於充實營運資金或海外購料或償還負債或購置機器設備或轉投資或其他因應本公司未來發展之資金需求，其效益將對股東權益有所挹注，故本次擬發行新股尚不致對原股東權益造成重大稀釋。

五、本次發行新股，其權利義務與已發行之原有股份相同。

決 議：

(董事會提)

第三案：本公司擬辦理現金增資私募普通股案，提請 公決。

說 明：為擴大公司經營規模，引進策略性股東，擬辦理現金增資私募普通股案，相關原則及詳細說明，請參閱下述：

一、為擴大公司經營規模，引進策略性股東，擬辦理現金增資私募普通股案。

二、關於現金增資私募普通股案之主要內容如下：

- (一) 私募資金來源：依據證券交易法第 43 條之 6 規定之特定人募集之；
- (二) 私募股數：不超過壹仟萬股；
- (三) 私募每股面額：新台幣 10 元；
- (四) 私募總金額：不超過新台幣壹拾億元（以面額計算）；
- (五) 私募價格訂定之依據及合理性：本公司私募價格之訂定，應以不低於本公司定價日前下列二基準計算較高者之八成為依據：
 - 1. 本次私募價格之訂定，不得低於定價日前一、三、五個營業日擇一計算之普通股收盤價簡單算術平均數扣除無償配股除權及配息，並加回減資反除權後之股價；或定價日前三十個營業日普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之股價。
 - 2. 實際定價日及實際私募價格於不低於股東會決議成數之範圍內授權董事會視日後洽特定人情形決定之。故其價格訂定應屬合理，對股東權益不致有重大影響。
- (六) 私募特定人選擇方式：本次私募普通股之對象以符合證券交易法第 43 條之 6 及行政院金融監督管理委員會 91 年 6 月 13 日（91）台財證一字第 0910003455 號令規定之特定人為限，並以策略性投資人為限，可利用策略性投資人之產品技術或銷售通路，強化本公司產品組合、產品結構，以拓展本公司產品之市場佔有率。
- (七) 私募應募人選擇目的、必要性及預期效益：
 - 1. 應募人選擇目的：本公司預期本次私募應募人之對象應具備有協助本公司開發新產品或拓展新客戶之能力。
 - 2. 必要性：本次辦理私募之目的係為引進策略性投資，以協助本公司拓展產品市場，提升整體競爭力與市佔率，故有其必要性。
 - 3. 預期效益：藉由本次私募案，本公司預計可強化股東陣容、連結更多資源及網絡，有助於本公司鞏固並開拓新市場，以提升公司營運成效及整體競爭力之效益。
- (八) 本次私募新股之權利義務：本次私募之普通股，權利義務原則上與本公司已發行之普通股相同，惟依證券交易法第 43 條之 8 規定，除依該條文規定之轉讓對象及條件外，私募之普通股於交付日起三年內不得自由轉讓，本公司於發行滿三年後，擬依證券交易法等相關規定，向主管機關補辦本次私募普通股公開發行及申請上市交易。
- (九) 私募之必要理由：
 - 1. 不採取公開募集之理由：考量本公司係為引進策略性投資人，鞏固並開拓產品市場，以提升整體競爭力，採用私募方式不僅較能掌握時效性，且私募股票有限制轉讓之規定，得確保與策略性投資人長期合作關係，故不採用公開募集而以私募方式辦理現增資發行新股。
 - 2. 私募額度、私募資金用途及預計達成效益：以不超過壹仟萬股普通股額度內，在股東會決議之日起一年內辦理，股票如因實際籌資有分次辦理之必要，擬請

股東會授權董事會自股東會決議本私募案之日起一年內分次辦理之，分次辦理以不超過三次為限。各分次私募資金擬用於充實營運資金、強化財務結構及引進策略性投資人後之業務擴展資金需求。本公司預計可藉由本次私募案達成充實營運資金，強化股東陣容，連結更多資源與網絡，鞏固既有客戶與市場，以期更進一步提升公司營運成效及整體競爭力之效益。

(十)評估私募對經營權之影響：如以上限壹千萬股股額度內辦理私募普通股，若該額度全部順利發行，所發行股數僅約佔增資後股本之 9.71%，另，本公司將審慎評估應募人之背景，故本次將以不造成經營權變動為原則進行私募。

(十一)有關本次私募有價證券相關事宜，除私募定價成數以外，包括實際私募股數、實際私募價格、應募人之選擇、基準日、發行條件、計劃項目、資金用途及進度、預計效益等一切有關私募發行計劃之項目，擬提請股東會授權董事會全權處理；或有因法令變更、主管機關要求等主客觀環境等因素之變化，亦授權董事會全權處理。

(十二)提請股東會授權董事長，代表公司簽署、商議、變更一切有關私募普通股之契約及文件，並為公司辦理有關私募發行新股所需事宜。

決議：

陸、臨時動議

柒、散會

105 年度營業報告書

茲報告本公司 2016 年度(民國 105 年)營運情形及 2017 年度之營業計劃概要：

一、2016 年營業結果

本公司 2016 年度營業收入和淨利穩定成長。2016 年累計合併營收為新臺幣 92 億 806 萬元，營收比 2015 年同期增加 9.40%，淨利增加約 19.74%，每股稅後盈餘約新臺幣 9.23 元，營業利益率為 11.06%。

二、2016 回顧

2016 年貿聯除了在營運上持續成長，也積極開展策略佈局。

營運概況

整體營收成長在各產品的表現，以資訊擴充基座(cable docking)系列產品，以及電動車線束的成長最為突出，其次，全球醫療器材的需求增加，使醫療用線蟬聯成長動力之一。觀察整體市場及客戶面，商用多螢幕連接裝置、雲端儲存、電動車與車用電子、光通訊設備相關的市場仍持續成長。

以策略投資達成長期目標

貿聯為實現所擘劃的長期發展藍圖，包括部署新據點、分散區域市場比重、取得關鍵技術能力，背後需要充沛的營運資金做奧援，因此，2016 年 2 月，貿聯發行五年期美金八千萬元的歐洲可轉換公司債，當時正值全球資本市場陷入動盪的時期，貿聯成功發債彰顯了全球投資人對貿聯的未來願景與經營團隊的執行力深具信心，全體貿聯團隊由衷的感謝。完成募資後，去年十月取得中國佛山線束廠與其車用客戶，對切入亞洲汽車供應鏈相當有助益；此外，為了增進新產品開發能力，2016 年五月貿聯承接加州 SPI 公司產能，提供北美部份車用、半導體與醫療客戶的線束開發需求。

獲選為「公司治理 100 指數」成份股

貿聯於 2016 年 7 月獲選台灣證券交易所「台灣公司治理 100 指數」成份股。「台灣公司治理 100 指數」是以公司治理評鑑結果排名前 20%之上市公司作為主要門檻，加入流動性、稅後淨利及營收成長等財務指標綜合排名評選之 100 檔成份股。此殊榮除了肯定貿聯長期在

公司治理、財務體質及整體營運的成績，更肯定貿聯在遵守法令規章、落實企業經營責任、保障股東的權益以及重視利害關係人利益的優越表現。

投入公益扶助

除了本業外，貿聯也積極參與公益活動。在台灣，貿聯贊助台灣好基金會「神農計畫」，攜手苗栗興隆國小師生，開闢一畝校田體驗有機實作計畫。同時，貿聯關注全球兒童的弱勢扶助議題，捐助全球性的扶助組織，例如 UNICEF (聯合國兒童基金會)、世界展望會、無國界醫生、以及美國地區的慈善機構 FCSN (Friends of Children with Special Needs), Children Oakland hospital, SVEF (Silicon Valley Education Foundation), Smile Train (兒童唇顎裂扶助機構)等組織。

三、2017 發展重點

今年的發展重點會著重在整合內外部資源，持續推出創新產品；擴大全球佈局、耕耘歐洲市場；以及長期發展、永續經營。

車用線市場帶動成長

- 電動車市場成長增速：隨著全球電動車製造商逐步實現電動車平價目標、進入大眾市場，貿聯供應的電池管理線束、快充站線束、以及潔淨能源為目標的儲能裝置線束等附屬需求也將隨之擴大成長。
- 大電流連接應用：開發可攜式車充設備於全球主要規格，包括中國規格、歐盟規格、美國規格。供應儲能逆變設備線束、大電流供應線束。
- 汽車電子線束：包括剎車感測線束、應用於進階駕駛人輔助系統周邊感測線束。

整合資源持續創新

- 開發新規格擴充基座，將搭載更新的快充規格以及 Thunderbolt-3 介面。
- 發展商用客製傳輸線，涵蓋應用於新世代伺服器的高速訊號線、伺服器主動式光纖纜線、多方視訊會議傳輸線、虛擬實境器材傳輸線。
- 發展醫療工業用線材：發展光纖製程傳輸線用於醫療、工業用領域、研發工業機器人應用線材、醫療用 RF 線材、電信用光學被動元件，以及工業用特殊材料以因應客戶的需求。

擴大產線、優化製造

為因應客戶的成長之趨勢，貿聯也持續進行產線擴張，布局未來，包含擴增第三條產線於德州廠，以自動化設備供應纜線市場。馬來西亞廠擴大產線，服務航太、工業用等新客戶。擴大中國昆山、墨西哥廠產能，滿足新訂單需求。分階段提升工廠自動化，提升製造品質和平衡人力運用。升級製造管理系統。貿聯對未來的成長，相當積極布局。

持續策略投資

貿聯將持續策略投資以達成下列目標：取得重點客戶、分散客戶區域比重、取得產品關鍵技術、部署新據點貼近主要市場及主要客戶。

四、未來展望

2017 年是貿聯 20 周年，回顧 1997 年成立時，僅有美國與台灣兩個據點以及在中國的小型組裝廠，客戶集中在電腦相關行業。在當時，無法想像有一天能成長為上市企業，而且客戶擴及汽車、醫療、工業設備以及太陽能等各領域。20 年能走到今日的成就，值得慶賀與自豪，當然，這都要歸功於客戶的關照、股東的支持、合作夥伴、以及在背後辛勤地工作的每個貿聯團隊成員，我們才能站上這個里程碑。

創辦貿聯，跟隨著一步步成長的歷程，是個漫長而多采多姿的旅程。特別利用這個機會，感謝我們的客戶、供應商、支持我們的股東與全體員工與貿聯共度這充滿回憶的 20 年。貿聯已經打下堅實的基礎，組建好高效的團隊，我們將持續蓄積成長動能，並期待與您在未來，繼續這個有意義的旅程。

BIZLINK HOLDING INC.

董事長 梁華哲



總經理 鄧劍華



會計主管 陳秀玲



審計委員會查核報告書

董事會造具本公司民國一〇五年度營業報告書、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會計師事務所查核完竣，並出具查核報告。上述營業報告書、財務報表及盈餘分派議案經本審計委員會查核，認為尚無不合，爰依證券交易法第十四條之四及公司法第二百一十九條之規定報告如上，敬請 鑒核。

BizLink Holding Inc.

獨立董事 陳明村



獨立董事 張俊彥



獨立董事 黃志文



中 華 民 國 一 〇 六 年 三 月 八 日

背書保證明細表
105/12/31

銀行	背書保證者公司名稱	名稱(被保證人)	期末背書保證餘額
HSBC	BIZLINK HOLDING INC.	BIZLINK (BVI) CORP.	US\$6,000,000
中信	BIZLINK HOLDING INC.	BIZLINK (BVI) CORP.	US\$10,500,000
玉山	BIZLINK HOLDING INC.	BIZLINK (BVI) CORP.及貿聯國際股份有限公司	US\$4,000,000
兆豐	BIZLINK HOLDING INC.	BIZLINK (BVI) CORP.	US\$1,500,000
中信-USA	BIZLINK HOLDING INC.	BIZLINK TECHNOLOGY INC.	US\$5,000,000
HSBC	BIZLINK HOLDING INC.	BIZLINK TECHNOLOGY (S.E.A.) SDN. BHD.	MYR\$1,000,000
中信-USA	BIZLINK TECHNOLOGY INC.	BizLink Tech. Inc	US\$2,000,000
花旗	BIZLINK HOLDING INC.、貿聯國際股份有限公司	BIZLINK (BVI) CORP.	US\$3,800,000
台北富邦	貿聯國際股份有限公司、BIZLINK HOLDING INC.	BIZLINK (BVI) CORP.	US\$12,000,000
註一	BIZLINK TECHNOLOGY INC.	BIZLINK (BVI) CORP.	US\$500,000
總 計			US\$45,300,000
			MYR\$1,000,000

註一：業務保證

資金貸與明細表

105/12/31

貸出資金之公司	貸與對象	董事會通過金額	實際動支金額	利率區間	動撥狀況
BIZLINK HOLDING INC.	BIZLINK (BVI) COPR.	US\$50,000,000	US\$50,000,000	0%	動撥中
BIZLINK (BVI) COPR.	BIZLINK HOLDING INC.	US\$10,000,000	US\$0		未動撥
BIZLINK (BVI) COPR.	BIZLINK TECHNOLOGY INC.	US\$10,000,000	US\$0		未動撥
BIZLINK (BVI) COPR.	OPTIWORKS, INC.	US\$10,000,000	US\$0		未動撥
BIZLINK (BVI) COPR.	貿聯電子(昆山)有限公司	US\$10,000,000	US\$0		未動撥
BIZLINK (BVI) COPR.	供聯國際電子(深圳)有限公司	US\$5,000,000	US\$0		未動撥
BIZLINK (BVI) COPR.	翔耀電子(深圳)有限公司	US\$5,000,000	US\$0		未動撥
BIZLINK (BVI) COPR.	翔光(上海)光通訊器材有限公司	US\$5,000,000	US\$0		未動撥
BIZLINK (BVI) COPR.	貿聯國際股份有限公司	US\$10,000,000	US\$0		未動撥
翔光(上海)光通訊器材有限公司	翔光光通訊器材(昆山)有限公司	CNY8,000,000	CNY8,000,000	4.35%	動撥中
翔光(上海)光通訊器材有限公司	翔光光通訊器材(昆山)有限公司	CNY15,000,000	CNY15,000,000	4.35%	動撥中
貿聯電子(昆山)有限公司	翔耀電子(深圳)有限公司	CNY12,550,000	CNY12,550,000	4.35%	動撥中
新視電子(廈門)有限公司	翔耀電子(深圳)有限公司	CNY5,700,000	CNY5,700,000	4.35%	動撥中
總	計	US\$115,000,000	US\$50,000,000		
		CNY41,250,000	CNY41,250,000		

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BIZLINK HOLDING INC. 公鑒：

查核意見

BIZLINK HOLDING INC.及子公司民國 105 年及 104 年 12 月 31 日之合併資產負債表，暨民國 105 年及 104 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 BIZLINK HOLDING INC.及子公司民國 105 年及 104 年 12 月 31 日之合併財務狀況，暨民國 105 年及 104 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 BIZLINK HOLDING INC.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 BIZLINK HOLDING INC. 及子公司民國 105 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。

茲對 BIZLINK HOLDING INC. 及子公司民國 105 年度合併財務報表之關鍵查核事項敘明如下：

關鍵查核事項一

BIZLINK HOLDING INC. 及子公司合併營業收入客戶群較為集中，民國 105 年度排名前 20 大之主要客戶約占合併營業收入 72.86%，又管理階層可能存有達成預期財務目標之壓力，而對收入認列產生較高先天性舞弊之風險，故本會計師評估其收入認列之風險在於本年度新增之主要客戶及交易是否真實存在及發生，並列為關鍵查核事項。

本會計師執行之查核程序如下：

1. 評估本年度新增之排名前 20 大客戶之背景，並評估其交易金額及授信額度與其公司規模是否合理。
2. 執行本年度新增之排名前 20 大客戶之收入證實性測試，檢視外部貨運文件、客戶簽收文件及收款文件，用以驗證交易真實發生。

關鍵查核事項二

BIZLINK HOLDING INC. 及子公司主要從事連接器及連接線材之製造及銷售，其中電腦、3C 產業之連接器及連接線材因產業發展已成熟，產品標準化程度較高，相對價格跌價速度較快，相關商品存貨與原物料，恐有過時跌價之疑慮，另其他產業之連接器及連接線材因製造進入門檻較高，生產產品相對易因不符顧客品質要求，恐有因無法售出呆滯之疑慮，又評估存貨淨變現價值涉及重大判斷，因此本會計師評估其存貨之風險在於備抵存貨之評價政策及計算是否合理及正確，並列為關鍵查核事項。

本會計師執行之查核程序如下：

1. 評估 BIZLINK HOLDING INC.及子公司所採用存貨備抵評價政策的合理性。
2. 取得存貨庫齡報表，透過抽核驗證存貨庫齡區分之正確性。
3. 執行存貨帳面價值測試，透過抽樣最近期的銷貨發票以確定其是否以成本或淨變現價值孰低衡量，另經過重新計算以確定備抵存貨評價計算金額之正確性。

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 BIZLINK HOLDING INC.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 BIZLINK HOLDING INC.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。

BIZLINK HOLDING INC.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 BIZLINK HOLDING INC.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 BIZLINK HOLDING INC.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 BIZLINK HOLDING INC.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 BIZLINK HOLDING INC. 及子公司民國 105 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 陳 重 成



會計師 虞 成 全



金融監督管理委員會核准文號
金管證審字第 1040024195 號

證券暨期貨管理委員會核准文號
台財證六字第 0930128050 號

中 華 民 國 1 0 6 年 3 月 8 日

BIZLINK HOLDING INC.及子公司

合併資產負債表

民國 105 年及 104 年 12 月 31 日

單位：新台幣仟元

代 碼	資 產	105年12月31日		104年12月31日	
		金 額	%	金 額	%
	流動資產				
1100	現金及約當現金(附註四及六)	\$ 2,417,539	24	\$ 1,194,071	17
1110	透過損益按公允價值衡量之金融資產—流動(附註四及七)	2,227	-	2,079	-
1147	無活絡市場之債務工具投資—流動(附註四及九)	1,194,508	12	312,943	5
1150	應收票據—非關係人(附註四及十)	3,410	-	13,035	-
1170	應收帳款—非關係人(附註四及十)	2,101,403	21	1,921,161	27
1180	應收帳款—關係人(附註四及三四)	1,230	-	2,753	-
1200	其他應收款(附註十)	69,643	1	25,240	-
1220	本期所得稅資產(附註四及二六)	19,242	-	21,480	-
130X	存貨(附註四、五及十一)	1,674,051	17	1,585,429	23
1410	預付款項(附註十七及十八)	144,985	2	137,425	2
1476	其他金融資產—流動(附註四及三五)	1,438	-	1,532	-
1479	其他流動資產(附註十八)	-	-	46	-
11XX	流動資產總計	<u>7,629,676</u>	<u>77</u>	<u>5,217,194</u>	<u>74</u>
	非流動資產				
1543	以成本衡量之金融資產—非流動淨額(附註四及八)	152,054	2	168,072	2
1550	採用權益法之投資(附註四及十三)	3,209	-	3,799	-
1600	不動產、廠房及設備(附註四、十四及三五)	1,554,399	16	1,318,067	19
1760	投資性不動產(附註四及十五)	130,956	1	-	-
1780	其他無形資產(附註四及十六)	117,869	1	94,875	1
1840	遞延所得稅資產(附註四及二六)	131,648	1	84,432	1
1980	其他金融資產—非流動(附註四及三五)	76,200	1	17,036	-
1985	長期預付租賃款(附註四及十七)	40,673	-	12,516	-
1990	其他非流動資產(附註十八及三四)	109,748	1	168,821	3
15XX	非流動資產總計	<u>2,316,756</u>	<u>23</u>	<u>1,867,618</u>	<u>26</u>
1XXX	資 產 總 計	<u>\$ 9,946,432</u>	<u>100</u>	<u>\$ 7,084,812</u>	<u>100</u>
	負債及權益				
	流動負債				
2100	短期借款(附註十九及三五)	\$ 64,500	1	\$ 195,872	3
2120	透過損益按公允價值衡量之金融負債—流動(附註四、七及二十)	5,521	-	41,600	1
2150	應付票據(附註二一)	10,836	-	21,386	-
2170	應付帳款(附註二一)	1,281,330	13	1,219,143	17
2200	其他應付款(附註二二)	805,178	8	637,666	9
2230	本期所得稅負債(附註四及二六)	86,095	1	101,297	2
2320	一年內到期長期借款(附註十九及三五)	31,721	-	14,163	-
2399	其他流動負債(附註二二)	17,843	-	12,315	-
21XX	流動負債總計	<u>2,303,024</u>	<u>23</u>	<u>2,243,442</u>	<u>32</u>
	非流動負債				
2530	應付公司債(附註四及二十)	1,859,265	18	150,904	2
2540	長期借款(附註十九及三五)	373,982	4	291,058	4
2570	遞延所得稅負債(附註四及二六)	69,639	1	7,353	-
2640	淨確定福利負債—非流動(附註四及二三)	3,873	-	2,809	-
2670	其他非流動負債(附註二二)	5,096	-	3,217	-
25XX	非流動負債總計	<u>2,311,855</u>	<u>23</u>	<u>455,341</u>	<u>6</u>
2XXX	負債總計	<u>4,614,879</u>	<u>46</u>	<u>2,698,783</u>	<u>38</u>
	歸屬於本公司業主之權益(附註四及二四)				
3110	普通股	1,029,593	10	918,191	13
3200	資本公積	2,277,793	23	1,165,845	17
	保留盈餘				
3310	法定盈餘公積	280,598	3	204,603	3
3320	特別盈餘公積	298,638	3	298,638	4
3350	未分配盈餘	1,978,609	20	1,696,406	24
3300	保留盈餘總計	2,557,845	26	2,199,647	31
3400	其他權益	(533,678)	(5)	102,346	1
3XXX	權益總計	<u>5,331,553</u>	<u>54</u>	<u>4,386,029</u>	<u>62</u>
	負債與權益總計	<u>\$ 9,946,432</u>	<u>100</u>	<u>\$ 7,084,812</u>	<u>100</u>

後附之附註係本合併財務報告之一部分。

董事長：



經理人：



會計主管：



BIZLINK HOLDING INC.及子公司

合併綜合損益表

民國 105 年及 104 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元，惟
每股盈餘為元

代 碼	105年度		104年度		
	金 額	%	金 額	%	
	營業收入				
4100	銷貨收入（附註四及三四）	\$ 9,208,059	100	\$ 8,416,972	100
	營業成本（附註十一、十四、二五及三四）				
5110	銷貨成本	<u>6,464,482</u>	<u>70</u>	<u>6,175,484</u>	<u>74</u>
5900	營業毛利	<u>2,743,577</u>	<u>30</u>	<u>2,241,488</u>	<u>26</u>
	營業費用（附註二五及三四）				
6100	推銷費用	425,898	5	427,450	5
6200	管理費用	1,068,672	12	797,418	9
6300	研究發展費用	<u>230,928</u>	<u>2</u>	<u>230,247</u>	<u>3</u>
6000	營業費用合計	<u>1,725,498</u>	<u>19</u>	<u>1,455,115</u>	<u>17</u>
6900	營業淨利	<u>1,018,079</u>	<u>11</u>	<u>786,373</u>	<u>9</u>
	營業外收入及支出				
7140	廉價購買利益（附註四及二九）	14,131	-	-	-
7190	其他收入（附註四及二五）	56,996	1	52,615	-
7020	其他利益及損失（附註四、八、十八及二五）	118,008	1	141,871	2
7050	財務成本（附註二十及二五）	(44,425)	-	(16,006)	-
7060	採用權益法認列之關聯企業及合資損益之份額（附註四及十三）	(<u>520</u>)	<u>-</u>	<u>347</u>	<u>-</u>
7000	營業外收入及支出合計	<u>144,190</u>	<u>2</u>	<u>178,827</u>	<u>2</u>

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代 碼		105年度		104年度	
		金 額	%	金 額	%
7900	繼續營業單位稅前淨利	\$ 1,162,269	13	\$ 965,200	11
7950	所得稅費用(附註四及二六)	<u>252,324</u>	<u>3</u>	<u>205,250</u>	<u>2</u>
8200	繼續營業單位本期淨利	<u>909,945</u>	<u>10</u>	<u>759,950</u>	<u>9</u>
	其他綜合損益(淨額)				
	不重分類至損益之項				
	目:				
8311	確定福利計畫之再 衡量數(附註四 及二三)	(1,002)	-	(880)	-
8341	換算表達貨幣之兌 換差額(附註四 及二四)	(122,159)	(2)	152,777	2
8349	與不重分類之項目 相關之所得稅 (附註四及二 六)	<u>170</u>	<u>-</u>	<u>149</u>	<u>-</u>
8310	後續可能重分類至損益 之項目	<u>(122,991)</u>	<u>(2)</u>	<u>152,046</u>	<u>2</u>
8361	國外營運機構財務 報表換算之兌換 差額(附註四及 二四)	<u>(284,818)</u>	<u>(3)</u>	<u>(278,490)</u>	<u>(3)</u>
8300	其他綜合損益(淨 額)	<u>(407,809)</u>	<u>(5)</u>	<u>(126,444)</u>	<u>(1)</u>
8500	本年度綜合損益總額	<u>\$ 502,136</u>	<u>5</u>	<u>\$ 633,506</u>	<u>8</u>
	每股盈餘(附註二七)				
9750	基本每股盈餘	<u>\$ 9.23</u>		<u>\$ 7.90</u>	
9850	稀釋每股盈餘	<u>\$ 8.29</u>		<u>\$ 7.87</u>	

後附之附註係本合併財務報告之一部分。

董事長：



經理人：



會計主管：





民國 105 年 12 月 31 日

單位：除另予註明者外，係新台幣千元

代碼	104 年 1 月 1 日餘額	股本	資本公積	法定公積	留特別公積	盈餘	其他權益項目			總額
							國外營運機構財務報表換算之兌換差額	其他權益	其他	
A1	\$ 868,690	\$ 1,113,903	\$ 142,910	\$ 298,638	\$ 1,476,660	\$ 228,059	\$ -	\$ -	\$ 4,128,860	
B1	-	-	61,693	-	(61,693)	-	-	-	-	
B5	-	-	-	-	(434,345)	-	-	-	(434,345)	
B9	43,435	-	-	-	(43,435)	-	-	-	-	
I1	2,946	41,620	-	-	-	-	-	-	44,566	
N1	3,120	10,322	-	-	-	-	-	-	13,442	
D1	-	-	-	-	759,950	-	-	-	759,950	
D3	-	-	-	-	(731)	(125,713)	-	-	(126,444)	
D5	-	-	-	-	759,219	(125,713)	-	-	633,506	
Z1	918,191	1,165,845	204,603	298,638	1,696,406	102,346	-	-	4,386,029	
B1	-	-	75,995	-	(75,995)	-	-	-	-	
B5	-	-	-	-	(505,005)	-	-	-	(505,005)	
B9	45,910	-	-	-	(45,910)	-	-	-	-	
C1	-	158,954	-	-	-	-	-	-	158,954	
I1	48,627	721,988	-	-	-	-	-	-	770,615	
N1	16,865	231,006	-	-	-	-	(229,047)	-	18,824	
D1	-	-	-	-	909,945	-	-	-	909,945	
D3	-	-	-	-	(832)	(406,977)	-	-	(407,809)	
D5	-	-	-	-	909,113	(406,977)	-	-	502,136	
Z1	\$ 1,029,593	\$ 2,277,793	\$ 280,598	\$ 298,638	\$ 1,978,609	\$ 304,631	\$ 229,047	\$ -	\$ 5,331,553	

後附之附註係本合併財務報告之一部分。



董事長：



經理人：



會計主管：

BIZLINK HOLDING INC.及子公司

合併現金流量表

民國 105 年及 104 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

代 碼		105 年度	104 年度
	營業活動之現金流量		
A10000	本期稅前淨利	\$ 1,162,269	\$ 965,200
A20010	收益費損項目		
A20300	呆帳費用提列數	1,515	984
A20100	折舊費用	197,819	171,949
A20200	攤銷費用	23,931	18,459
A29900	預付租賃款攤銷	451	321
A29900	廉價購買利益	(14,131)	-
A22300	採用權益法認列之關聯企業及 合資損益之份額	520	(347)
A20400	透過損益按公允價值衡量金融 資產及負債之淨損失	22,736	18,866
A20900	利息費用	44,425	16,006
A21200	利息收入	(31,364)	(11,699)
A21900	股份基礎給付酬勞成本	11,703	-
A22500	處分及報廢不動產、廠房及設 備損失	9,679	9,396
A23500	金融資產減損損失	22,696	19,043
A23700	非金融資產減損損失	16,794	38,937
A24100	未實現外幣兌換損失	7,909	32,410
A24200	買回應付公司債利益	(42)	-
A30000	與營業活動相關之資產及負債變動 數		
A31110	持有供交易之金融資產	-	12,345
A31130	應收票據	9,387	(7,051)
A31150	應收帳款	(181,867)	(226,393)
A31160	應收帳款－關係人	1,472	4,021
A31180	其他應收款	(43,246)	(6,025)
A31200	存 貨	(103,784)	(19,954)
A31230	預付款項	(7,530)	31,762
A31240	其他流動資產	45	2
A32110	持有供交易之金融負債	(6,654)	(14,923)
A32130	應付票據	(10,158)	20,553
A32150	應付帳款	65,793	37,676

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(承前頁)

代 碼		105 年度	104 年度
A32180	其他應付款	\$ 182,223	\$ 97,841
A32240	淨確定福利負債	62	30
A32230	其他流動負債	<u>4,165</u>	<u>(23,633)</u>
A33000	營運產生之現金流入	1,386,818	1,185,776
A33100	收取之利息	31,364	11,699
A33300	支付之利息	(9,425)	(9,495)
A33500	支付之所得稅	<u>(250,165)</u>	<u>(230,826)</u>
AAAA	營業活動之淨現金流入	<u>1,158,592</u>	<u>957,154</u>
投資活動之現金流量			
B00600	取得無活絡市場之債務工具投資	(1,000,193)	-
B00700	處分無活絡市場之債務工具投資	95,638	9,942
B01200	取得以成本衡量之金融資產	-	(31,738)
B02200	對子公司之收購(扣除所取得之現金)	(83,842)	-
B02700	取得不動產、廠房及設備	(535,975)	(251,531)
B02800	處分不動產、廠房及設備	6,265	3,805
B04500	取得無形資產	(30,178)	(10,910)
B03700	存出保證金增加	(15,518)	(2,910)
B03800	存出保證金減少	775	1,587
B06500	其他金融資產增加	(63,296)	-
B06700	其他非流動資產增加	-	(9,521)
B07100	預付設備款增加	<u>(41,081)</u>	<u>(117,634)</u>
BBBB	投資活動之淨現金流出	<u>(1,667,405)</u>	<u>(408,910)</u>
籌資活動之現金流量			
C01200	發行可轉換公司債	2,670,600	-
C09900	支付債務發行成本	(61,709)	-
C00100	短期借款增加	-	112,539
C00200	短期借款減少	(129,060)	-
C01300	償還公司債	(100)	-
C01600	舉借長期借款	238,030	-
C01700	償還長期借款	(133,623)	(13,679)
C03000	存入保證金增加	1,940	672
C04500	發放現金股利	(505,005)	(434,345)
C04800	員工執行認股權	<u>7,121</u>	<u>13,442</u>
CCCC	籌資活動之淨現金流入(出)	<u>2,088,194</u>	<u>(321,371)</u>
DDDD	匯率變動對現金及約當現金之影響	<u>(355,913)</u>	<u>(233,255)</u>

(接次頁)

(承前頁)

代 碼		105 年度	104 年度
EEEE	現金及約當現金淨增加(減少)	\$ 1,223,468	(\$ 6,382)
E00100	年初現金及約當現金餘額	<u>1,194,071</u>	<u>1,200,453</u>
E00200	年底現金及約當現金餘額	<u>\$ 2,417,539</u>	<u>\$ 1,194,071</u>

後附之附註係本合併財務報告之一部分。

董事長：



經理人：



會計主管：



BIZLINK HOLDING INC.
民國一零五年度盈餘分配表

項 目	金額 (美元/元)	金額 (新台幣/元)
期初未分配盈餘	32,585,712.58	1,069,494,341.0
確定福利計畫再衡量數認列於保留盈餘	(25,784.00)	(831,905.0)
調整後未分配盈餘	32,559,928.58	1,068,662,436.0
加：本年度稅後淨利	28,202,338.27	909,945,624.0
累積未分配盈餘	60,762,266.85	1,978,608,060.0
提列項目		
減：提列法定盈餘公積 (10%)	2,820,233.83	90,994,562.0
減：依法提列特別盈餘公積	185,756.50	5,993,415.0
本年度可供分配盈餘	57,756,276.5	1,881,620,083.0
分配項目		
現金股利—每股現金新台幣 \$7.0	22,337,444.56	720,715,415.0
股票股利—每股現金新台幣 \$0.0	-	-
期末未分配盈餘	35,418,831.96	1,160,904,668.0

- 註：1. 本盈餘分配案依公司一零五年十二月三十一日之流通在外股數 (102,959,345 股) 計算，現金股利每股約分派美元0.216954元（約新台幣7.0元）、不分配股票股利。待股東常會通過後，擬請股東會授權董事會訂定除權除息基準日及辦理股利配發相關事宜。本公司於分配股息紅利基準日前，如因員工認股權憑證、限制員工權利新股及可轉換公司債執行轉換成普通股，致本公司分配股息紅利基準日之流通在外股數有所異動者，將提請股東會授權董事會依本次盈餘分配案決議之股利金額，按分配股息紅利基準日實際流通在外股數，調整股東配息率。
2. 本公司之功能性貨幣為美元，上表附列新台幣金額，係依照國際會計準則第21號「匯率變動之影響」規定轉換。

董事長：梁華哲



經理人：鄧劍華



會計主管：陳秀玲



「BizLink Holding Inc. 取得或處份資產處理程序」修正條文對照表

修正後條文	現行條文	說明
<p>7.取得或處份不動產或其他固定資產之處處理程序，應記載下列事項，並應依所定處理程序辦理：</p> <p>7.1～7.3(略)</p> <p>7.4 不動產或其他固定資產估價報告</p> <p>本公司取得或處份不動產或設備，除與政府機關交易、自地委建、租地委建，或取得處份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，應於事實發生日前先取得專業估價者出具之估價報告(估價報告應行記載事項詳如附件一)，並符合下列規定：</p> <p>～以下省略～</p> <p>9.關係人交易之處理程序：</p> <p>9.1(略)</p> <p>9.2 評估及作業程序</p> <p>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</p>	<p>7.取得或處份不動產或其他固定資產之處處理程序，應記載下列事項，並應依所定處理程序辦理：</p> <p>7.1～7.3(略)</p> <p>7.4 不動產或其他固定資產估價報告</p> <p>本公司取得或處份不動產或設備，除與政府機關交易、自地委建、租地委建，或取得處份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，應於事實發生日前先取得專業估價者出具之估價報告(估價報告應行記載事項詳如附件一)，並符合下列規定：</p> <p>～以下省略～</p> <p>9.關係人交易之處理程序：</p> <p>9.1(略)</p> <p>9.2 評估及作業程序</p> <p>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</p>	<p>因應主管機關及地方政府機關所為取得或處分資產之交易，其價格遭操縱之可能性較低，爰得免除專家意見之取得，酌修文字。</p> <p>因應主管機關對於證券投資信託及顧問法規定，爰予以修正。</p>

修正後條文	現行條文	說明
<p>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，提交審計委員會承認及董事會通過後，始得簽訂交易契約及支付款項：</p> <p>～以下省略～</p>	<p>百分之十或新臺幣三億元以上者，應將下列資料，提交審計委員會承認及董事會通過後，始得簽訂交易契約及支付款項：</p> <p>～以下省略～</p>	
<p>10.取得或處份會員證或無形資產之處理程序：</p> <p>10.1～10.3(略)</p> <p>10.4 會員證或無形資產專家評估意見報告</p> <p>10.4.1 本公司取得或處份會員證之交易金額達實收資本額百分之二十或新臺幣三億元以上者應請專家出具鑑價報告。</p> <p>10.4.2 本公司取得或處份無形資產之交易金額達實收資本額百分之二十或新臺幣三億元以上者應請專家出具鑑價報告。</p> <p>10.4.3 本公司取得或處份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，除與政府機關交易外，應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布之審計準則公報第二十號規定辦理。</p>	<p>10.取得或處份會員證或無形資產之處理程序：</p> <p>10.1～10.3(略)</p> <p>10.4 會員證或無形資產專家評估意見報告</p> <p>10.4.1 本公司取得或處份會員證之交易金額達實收資本額百分之二十或新臺幣三億元以上者應請專家出具鑑價報告。</p> <p>10.4.2 本公司取得或處份無形資產之交易金額達實收資本額百分之二十或新臺幣三億元以上者應請專家出具鑑價報告。</p> <p>10.4.3 本公司取得或處份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，除與政府機關交易外，應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布之審計準則公報第二十號規定辦理。</p>	<p>因應主管機關考量原條文旨僅為政府機關，又與中央及地方政府機關所為取得或處分資產之交易，其價格遭採縱之可能性較低，爰得免除專家意見之取得，酌修文字。</p>

修正後條文	現行條文	說明
<p>13.辦理合併、分割、收購或股份受讓之處理程序： 13.1 評估及作業程序</p> <p>13.1.1 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、收購價格或配股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。但本公司合併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，或直接或間接持有百分之百已發行之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。</p>	<p>13.辦理合併、分割、收購或股份受讓之處理程序： 13.1 評估及作業程序</p> <p>13.1.1 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。</p>	<p>因主管機關考量公司依公司間合併，其精神係百分之百投資之子公司間合併，應無涉及認定類屬同一團定或配發該等合併案得免委託專家就換股比例之合理性表示意見。</p>
<p>14.資訊公開揭露程序： 14.1 應公告申報項目及公告申報標準與時限</p> <p>公開發行公司取得或處分資產，有下列情形者，應按性質依規定格式，於事實發生之日起算二日內將相關資訊於行政院金融監督管理委員會網站辦理公告申報：</p> <p>14.1.1 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、申購或贖回國內貨幣市場基金，不在此限。</p>	<p>14.資訊公開揭露程序： 14.1 應公告申報項目及公告申報標準與時限</p> <p>公開發行公司取得或處分資產，有下列情形者，應按性質依規定格式，於事實發生之日起算二日內將相關資訊於行政院金融監督管理委員會網站辦理公告申報：</p> <p>14.1.1 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、申購或贖回國內貨幣市場基金，不在此限。</p>	<p>14.1.1 之修訂係因應主管機關對於證券投資信託及顧問法規定，爰予以修正。</p> <p>14.1.4.2 之修訂係因應主管機關鑑於以投資為專業者於國內初級市場取得募集發行之普通公司債及未涉及股權之一般金融債券，屬經常性業務行為，且主要為獲取利息，性質單純，爰予以修正。</p> <p>14.1.4.3 之修訂同 14.1.1 之意。</p> <p>14.2.3 之修訂係因應公開發行公司取得或處分資產處理準則第三十一條有關公司辦理公告申報後內容如有變更應於二</p>

修正後條文	現行條文	說明
<p><u>資信託事業發行之貨幣市場基金</u>，不在此限。</p> <p>14.1.2 進行合併、分割、收購或股份受讓。</p> <p>14.1.3 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。</p> <p>14.1.4 除前三款以外之資產交易、金融機構處份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。但下列情形不在此限：</p> <p>14.1.4.1 買賣公債。</p> <p>14.1.4.2 以投資為專業，於海內外證券交易所或證券商營業處所為之有價證券買賣，或於國內初級市場認購募集發行之<u>普通公債、未涉及股權之一般金融債券</u>，及依規定認購之有價證券。</p> <p>14.1.4.3 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。</p> <p>14.1.4.4(略)</p> <p>14.1.4.5(略)</p> <p>14.1.4.6(略)</p> <p>14.1.5 (略)</p> <p>14.2 公告申報程序</p>	<p>14.1.2 進行合併、分割、收購或股份受讓。</p> <p>14.1.3 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。</p> <p>14.1.4 除前三款以外之資產交易、金融機構處份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。但下列情形不在此限：</p> <p>14.1.4.1 買賣公債。</p> <p>14.1.4.2 以投資為專業，於海內外證券交易所或證券商營業處所為之有價證券買賣，或證券商於初級市場認購及依規定認購之有價證券。</p> <p>14.1.4.3 買賣附買回、賣回條件之債券、申購或贖回國內貨幣市場基金。</p> <p>14.1.4.4(略)</p> <p>14.1.4.5(略)</p> <p>14.1.4.6(略)</p> <p>14.1.5 (略)</p> <p>14.2 公告申報程序</p> <p>14.2.1 (略)</p>	<p>日內公告之規定，爰予以修正。</p>

修正後條文	現行條文	說明
<p>14.2.1 (略)</p> <p>14.2.2 (略)</p> <p>14.2.3 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，應於<u>知悉之即日起算二日內將全部項目重行公告申報。</u></p> <p>～以下省略～</p>	<p>14.2.2 (略)</p> <p>14.2.3 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，應將全部項目重行公告申報。</p> <p>～以下省略～</p>	

作業名稱	股東會議事規則	文件編號	AT-50
第一條、	股東會除法令或章程另有規定者外，應依本規範辦理；本規則未規定事項，悉依公司法等有關法令及本公司章程之規定辦理。		
第二條、	<p>公司股東會除法令另有規定外，由董事會召集之。</p> <p>股東常會之召集，應編製議事手冊，並於三十日前通知各股東，對於持有記名股票未滿一千股股東，得於三十日前以輸入公開資訊觀測站公告方式為之；股東臨時會之召集，應於十五日前通知各股東，對於持有記名股票未滿一千股股東，得於十五日前以輸入公開資訊觀測站公告方式為之。</p> <p>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。</p>		
第三條、	選任或解任董事、變更章程、公司解散、合併、分割或公司法第一百八十五第一項各款、證券交易法第二十六條之一、第四十三條之六之事項應在召集事由中列舉，不得以臨時動議提出。		
第四條、	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一百七十二條之一第四項各款情形之一，董事會得不列為議案。		
第五條、	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。		
第六條、	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。		
第七條、	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。		
第八條、	<p>股東得於每次股東會，出具公司印發之委託書，載明授權範圍，委託代理人，出席股東會。</p> <p>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。</p> <p>委託書送達公司後，股東欲親自出席股東會者，應於股東會開會二日前，以書面向公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。</p>		
第九條、	<p>公司應於開會通知書載明受理股東報到時間、報到處地點，及其他應注意事項。前項受理股東報到時間至少應於會議開始前三十分鐘辦理之；報到處應有明確標示，並派適足適任人員辦理之。</p> <p>股東本人或股東所委託之代理人(以下稱股東)應憑出席證、出席簽到卡或其他出席證件出席股東會；屬徵求委託書之徵求人並應攜帶身分證明文件，以備核對。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。</p> <p>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。</p>		

- 第十條、股東會之出席及表決，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。
- 第十一條、股東會召開之地點，應於本公司所在地或便利股東出席且適合股東會召開之地點為之，會議開始時間不得早於上午九時或晚於下午三時。
- 第十二條、股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定常務董事一人代理之；其未設常務董事者，指定董事一人代理之，董事長未指定代理人者，由常務董事或董事互推一人代理之。
前項主席係由常務董事或董事代理者，以任職六個月以上，並瞭解公司財務業務狀況之常務董事或董事擔任之。主席如為法人董事之代表人者，亦同。
董事會所召集之股東會，宜有董事會過半數之董事參與出席。
股東會如由董事會以外之其他有召集權人召集者，其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。
- 第十三條、公司得指派所委任之律師、會計師或相關人員列席股東會。
辦理股東會之會務人員應佩戴識別證或臂章。
- 第十四條、公司應於受理股東報到時起將股東報到過程、會議進行過程、投票計票過程全程連續不間斷錄音及錄影。
前項影音資料應至少保存一年。但經股東依公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。
- 第十五條、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大會表決。
- 第十六條、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。
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大會表決。
- 第十七條、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。
股東如由董事會以外之其他有召集權人召集者，準用前項之規定。
前二項排定之議程於議事（含臨時動議）未終結前，非經決議，主席不得逕行宣佈散會。會議散會後，股東不得另推選主席於原址或另覓場所續行開會；主席違反議事規則，宣布散會者，董事會其他成員應迅速協助出席股東依法定程序，以出席股東表決權過半數之同意推選一人擔任主席，繼續開會。
主席對於議案及股東所提之修正案或臨時動議，應給予充分說明及討論之機會，認為已達可付表決之程度時，得宣布停止討論，提付表決。

- 第十八條、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，應達已發行普通股股份總數百分之一。
- 第十九條、非為議案，不予討論或表決。討論議案時，主席得於適當時機宣告討論終結，必要時並得宣告停止討論。
- 第二十條、主席對於議案之討論，認為已達可付表決之程度時，得宣佈停止討論，提付表決。
- 第二十一條、議案之表決，本公司股東每股有一表決權；除公司法及公司章程另有規定者外，以出席股東表決權過半數之同意通過之。表決時，應逐案由主席或其指定人員宣佈出席股東之表決權總數。
- 議案經主席徵詢全體出席股東無異議者，視為通過，其效力與投票表決同；有異議者，應依前項規定採取投票方式表決。
- 第二十二條、出席股東發言前，須先填具發言條載明發言要旨、股東戶號（或出席證編號）及戶名，由主席定其發言順序。
- 出席股東僅提發言條而未發言者，視為未發言。發言內容與發言條記載不符者，以發言內容為準。
- 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。
- 第二十三條、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。股東發言違反前項規定或超出議題範圍者，主席得制止其發言。不服主席糾正，妨礙議場秩序者，主席得停止其出席。
- 第二十四條、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。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。
- 第二十五條、出席股東發言後，主席得親自或指定相關人員答覆。
- 第二十六條、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。股東會表決或選舉議案之計票作業應於股東會場內公開處為之，且應於計票完成後，當場宣布表決結果，包含統計之權數，並作成紀錄。
- 第二十七條、會議進行中，主席得酌定時間宣布休息，發生不可抗拒之情事時，主席得裁定暫時停止會議，並視情況宣布續行開會之時間。
- 股東會排定之議程於議事（含臨時動議）未終結前，開會之場地屆時未能繼續使用，得由股東會決議另覓場地繼續開會。
- 股東會得依公司法第一百八十二條之規定，決議在五日內延期或續行集會。
- 第二十八條、同一議案有修正案或替代案時，由主席併同原案定其表決之順序。如其中一案已獲通過時，其他議案即視為否決，勿庸再行表決。
- 第二十九條、股東會有選舉董事時，應依公司所訂相關選任規範辦理，並應當場宣布選舉結果，包含當選董事之名單與其當選權數。
- 前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一

- 年。但經股東依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。
- 第三十條、 股東會之議決事項，應作成議事錄，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各股東。議事錄之製作及分發，得以電子方式為之。前項議事錄之分發，本公司得以輸入公開資訊觀測站之公告方式為之。
- 第三十一條、 主席得指揮糾察員（或保全人員）協助維持會場秩序。糾察人員（或保全人員）在場協助維持秩序時，應佩戴「糾察員」字樣臂章或識別證。
會場備有擴音設備者，股東非以本公司配置之設備發言時，主席得制止之。
股東違反議事規則不服從主席糾正，妨礙會議之進行經制止不從者，得由主席指揮糾察員或保全人員請其離開會場。
- 第三十二條、 本規則由股東會通過後施行，修改時亦同。

作業名稱	取得或處份資產處理程序（修訂前）	文件編號	AT-51
作業程序及控制要點			
<p>1. 目的：</p> <p>為保障資產，落實資訊公開，特訂本處理程序。</p> <p>2. 法令依據：</p> <p>本處理程序係依證券交易法（以下簡稱本法）第三十六條之一規定訂定之。但其他法令另有規定者，從其規定。</p> <p>3. 資產範圍：</p> <p>3.1 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。</p> <p>3.2 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。</p> <p>3.3 會員證。</p> <p>3.4 無形資產：包括專利權、著作權、商標權、特許權等無形資產。</p> <p>3.5 金融機構之債權（含應收款項、買匯貼現及放款、催收款項）。</p> <p>3.6 衍生性商品。</p> <p>3.7 依法律合併、分割、收購或股份受讓而取得或處份之資產。</p> <p>3.8 其他重要資產。</p> <p>4. 名詞定義：</p> <p>4.1 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。</p> <p>4.2 依法律合併、分割、收購或股份受讓而取得或處份之資產：指依企業併購法、金融控股公司法、金融機構合併法或其他法令進行合併、分割或收購而取得或處份之資產，或依公司法第一百五十六條第六項規定發行新股受讓他公司股份（以下簡稱股份受讓）者。</p> <p>4.3 關係人、子公司：應依證券發行人財務報告編製準則規定認定之。</p> <p>4.4 專業估價者：指不動產估價師或其他依法律得從事不動產、設備估價業務者。</p> <p>4.5 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。</p>			

4.6 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。

5. 投資非供營業用不動產與有價證券額度：

本公司及各子公司個別取得上述資產之額度訂定如下：

5.1 非供營業使用之不動產，其總額不得高於淨值的百分之百。

5.2 投資有價證券之總額不得高於淨值的百分之二百五十。

5.3 投資個別有價證券之金額不得高於淨值的百分之二百。

6. 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。

7. 取得或處份不動產或其他固定資產之處理程序，應記載下列事項，並應依所定處理程序辦理：

7.1 評估及作業程序

本公司取得或處份不動產及其他固定資產，悉依本辦法辦理。

7.2 交易程序

本公司取得或處份資產依所訂處理程序或其他法令規定應提交審計委員會承認及董事會通過。

已依本法規定設置獨立董事者，依前項規定將取得或處份資產交易提報董事會討論時，應充分考量各獨立董事之意見，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。

已依本法規定設置審計委員會者，重大之資產或衍生性商品交易，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。

7.3 執行單位

本公司取得或處份不動產或其他固定資產時，應依前項核決權限呈核決後，由使用部門及管理部負責執行。

7.4 不動產或其他固定資產估價報告

本公司取得或處份不動產或設備，除與政府機構交易、自地委建、租地委建，或取得、處份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，應於事實發生日前先取得專業估價者出具之估價報告（估價報告應行記載事項詳如附件一），並符合下列規定：

7.4.1 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。

7.4.2 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。

7.4.3 專業估價者之估價結果有下列情形之一者，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，應洽請財團法人中華民國會計師依會計研究發展基金會（以下簡稱會計研究發展基金會）所發布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：

7.4.3.1 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。

7.4.3.2 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。

7.4.4 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。

公開發行公司之關係人交易、從事衍生性商品交易、進行企業合併、分割、收購或股份受讓，除應依前項規定辦理外，並應依本處理程序第九條、第十條與第十三條規定訂定處理程序。

公開發行公司應督促子公司依本準則規定訂定並執行取得或處分資產處理程序。

8. 取得或處份有價證券投資處理程序：

8.1 評估及作業程序

本公司有價證券之購買與出售，悉依本公司投資管理辦法辦理。

8.2 交易條件及授權額度之決定程序

8.2.1 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及公司基本財務資料研判定之，其金額在新台幣參仟萬元(含)以下者由董事長核可並於事後最近一次董事會中提會報備，同時提出長、短期有價證券未實現利益或損失分析報告；其金額超過新台幣參仟萬元者，另須提董事會通過後始得為之。

8.2.2 非於集中交易市場或證券商營業處所為之有價證券買賣，應先取具標的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，考量其每股淨值、獲利能力及未來發展潛力等，其金額在新台幣參仟萬元(含)以下者由董事長核可並於事後最近一次董事會中提會報備，同時提出長、短期有價證券未實現利益或損失分析報告；其金額超過新台幣參仟萬元者，另須提董事會通過後始得為之。

8.2.3 本公司取得或處份資產依所訂處理程序或其他法令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。另外本公司若已設置獨立董事者，依規定將取得或處份資產交易提報董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之意見與理由列入會議紀錄。

8.3 執行單位

本公司有價證券投資時，應依前項核決權限呈核後，由財會單位負責執行。

8.4 取得專家意見

本公司取得或處份有價證券，應於事實發生日前取具標的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，另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，會計師若需採用專家報告者，應依會計研究發展基金會所發布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金融監督管理委員會另有規定者，不在此限。

上述交易金額之計算，應依本處理程序 14.1.5 辦理，且所稱一年內係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。

9. 關係人交易之處理程序：

9.1 本公司與關係人取得或處分資產，除依第七條取得不動產處理程序辦理，尚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，亦應依前節規定取得專業估價者出具之估價報告或會計師意見。前項交易金額之計算，應依 7.4.3 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。

9.2 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，應將下列資料，提交審計委員會承認及董事會通過後，始得簽訂交易契約及支付款項：

9.2.1 取得或處分資產之目的、必要性及預計效益。

9.2.2 選定關係人為交易對象之原因。

9.2.3 向關係人取得不動產，依本條 3.1 及 3.4 規定評估預定交易條件合理性之相關資料。

9.2.4 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。

9.2.5 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。

9.2.6 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。

9.2.7 本次交易之限制條件及其他重要約定事項。

前項交易金額之計算，應依本處理程序 14.1.5 辦理，且所稱一年內係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審計委員會承認及董事會通過部分免再計入。

公開發行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，董事會得依第七條相關規範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。

已依本法規定設置獨立董事者，依前項規定提報董事會討論時，應充分考量各獨立董事之意見，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。

已依本法規定設置審計委員會者，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。

9.3 交易成本之合理性評估

9.3.1 本公司之關係人交易，應按下列方法評估交易成本之合理性：

9.3.1.1 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準設算之，惟其不得高於財政部公布之非金融業最高借款利率。

9.3.1.2 關係人如曾以該標的物向金融機構設定抵押借款者，金融機構對該標的物之貸放評估總值，惟金融機構對該標的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。

9.3.2 合併購買同一標的之土地及房屋者，得就土地及房屋分別按前項所列任一方法評估交易成本。

9.3.3 本公司之關係人交易，依本條 3.1 及 3.2 規定評估不動產成本，並應洽請會計師複核及表示具體意見。

9.3.4 本公司之關係人交易依本條 3.1、3.2 規定評估結果均較交易價格為低時，應依本條 3.5 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：

9.3.4.1 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：

9.3.4.1.1 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布之最近期建設業毛利率孰低者為準。

9.3.4.1.2 同一標的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。

9.3.4.1.3 同一標的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合理之樓層價差推估其交易條件相當者。

9.3.4.2 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，則以其他非關係人成交案例之面積不低於交易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事實發生之日為基準，往前追溯推算一年。

9.3.5 本公司之關係人交易，如經按本條 3.1、3.2 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份或為適當補償或恢復原狀，或有其他證據確定無不合理者，並經行政院金融監督管理委員會同意後，始得動用該特別盈餘公積。

9.3.5.1 本公司應就不動產交易價格與評估成本間之差額，依證券交易法第四十一條第一項規定提列特別盈餘公積，不得予以分派或轉增資配股。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證券交易法第四十一條第一項規定提列特別盈餘公積。

9.3.5.2 審計委員會應依公司法第二百十八條規定辦理。

9.3.5.3 應將本條 3.5.1 及 3.5.2 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。

9.3.6 本公司之關係人交易，有下列情形之一者，應依本條 1 及 2 有關評估及作業程序規定辦理即可，不適用本條 3.1、3.2、3.3 有關交易成本合理性之評估規定：

9.3.6.1 關係人係因繼承或贈與而取得不動產。

9.3.6.2 關係人訂約取得不動產時間距本交易訂約日已逾五年。

9.3.6.3 與關係人簽訂合建契，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。

9.3.7 本公司之關係人交易，若有其他證據顯示交易有不合營業常規之情事者，亦應本條 3.5 規定辦理。

10. 取得或處份會員證或無形資產之處理程序：

10.1 評估及作業程序

本公司取得或處份會員證或無形資產，悉依本辦法辦理。

10.2 交易條件及授權額度之決定程序

10.2.1 取得或處份會員證，應參考市場公平市價，決議交易條件及交易價格，作成分析報告提報董事長，其金額在實收資本額百分之一或新台幣參佰萬元以下者，應呈請董事長核准並應於事後最近一次董事會中提會報備；超過新台幣參佰萬元者，另須提經董事會通過後始得為之。

10.2.2 取得或處份無形資產，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台幣貳仟萬元以下者，應呈請董事長核准並應於事後最近一次董事會中提會報備；超過新台幣貳仟萬元者，另須提經董事會通過後始得為之。

10.2.3 本公司取得或處份資產依所訂處理程序或其他法令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。

已依本法規定設置獨立董事者，依前項規定將取得或處份資產交易提報董事會討論時，應充分考量各獨立董事之意見，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。

已依本法規定設置審計委員會者，重大之資產或衍生性商品交易，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。

10.3 執行單位

本公司取得或處份會員證或無形資產時，應依前項核決權限呈核決後，由使用部門及財務部或行政部門負責執行。

10.4 會員證或無形資產專家評估意見報告

10.4.1 本公司取得或處份會員證之交易金額達實收資本額百分之二十或新臺幣三億元以上者應請專家出具鑑價報告。

10.4.2 本公司取得或處份無形資產之交易金額達實收資本額百分之二十或新臺幣三億元以上者應請專家出具鑑價報告。

10.4.3 本公司取得或處份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，除與政府機構交易外，應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布之審計準則公報第二十號規定辦理。

11. 取得或處份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份金融機構之債權之交易，嗣後若欲從事取得或處份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。

12. 取得或處份衍生性商品之處理程序：

12.1 交易原則與方針

12.1.1 交易種類

12.1.1.1 本公司從事之衍生性金融商品係指其價值由資產、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)。

12.1.1.2 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。從事附買回條件之債券交易得不適用本處理程序之規定。

12.1.2 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（只外幣收入及支出）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。

12.1.3 權責劃分

12.1.3.1 財務部門

12.1.3.1.1 交易人員

12.1.3.1.1.1 負責整個公司金融商品交易之策略擬定。

12.1.3.1.1.2 交易人員應每二週定期計算部位，蒐集市場資訊，進行趨勢判斷及風險評估，擬定操作策略，經由核決權限核准後，作為從事交易之依據。

12.1.3.1.1.3 依據授權權限及既定之策略執行交易。

12.1.3.1.1.4 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，隨時提出評估報告，重新擬定策略，經由董事長核准後，作為從事交易之依據。

12.1.3.1.2 會計人員

12.1.3.1.2.1 執行交易確認。

12.1.3.1.2.2 審核交易是否依據授權權限與既定之策略進行。

12.1.3.1.2.3 每月進行評價，評價報告呈核至董事長。

12.1.3.1.2.4 會計帳務處理。

12.1.3.1.2.5 依據金管會規定進行申報及公告。

12.1.3.1.3 交割人員：執行交割任務。

12.1.3.1.4 衍生性商品核決權限

12.1.3.1.4.1 避險性交易之核決權限

決 權 人	每 日 交 易 權 限	淨 累 積 部 位 交 易 權 限
財 會 主 管	US\$0.5M 以下	US\$1.5M 以下(含)
總 經 理	US\$0.5M-2M(含)	US\$5M 以下(含)
董 事 長	US\$2M 以上	US\$10M 以下(含)

12.1.3.1.4.2 其他特定用途交易，提報董事會核准後方可進行之。

12.1.3.1.4.3 本公司取得或處份資產依所訂處理程序或其他法令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。

已依本法規定設置獨立董事者，依前項規定將取得或處份資產交易提報董事會討論時，應充分考量各獨立董事之意見，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。

已依本法規定設置審計委員會者，重大之資產或衍生性商品交易，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。

12.1.3.2 稽核部門

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處理程序之遵循情形，作成稽核報告，如發現重大違規或公司有受重大損失之虞時，應立即作成報告陳核，並通知審計委員會。

12.1.3.3 績效評估

12.1.3.3.1 避險性交易

12.1.3.3.1.1 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。

12.1.3.3.1.2 為充份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。

12.1.3.3.1.3 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董事長作為管理參考與指示。

12.1.3.3.2 特定用途交易

以實際所產生損益為績效評估依據，且會計人員須定期將部位編製報表以提供管理階層參考。

12.1.3.4 契約總額及損失上限之訂定

12.1.3.4.1 契約總額

12.1.3.4.1.1 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淨部位三分之二為限，如超出三分之二應呈報董事長核准之。

12.1.3.4.1.2 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美金 9,000 萬元為限，超過上述之金額，需經過董事會之同意，依照政策性之指示始可為之。

12.1.3.4.2 損失上限之訂定

12.1.3.4.2.1 有關於避險性交易乃在規避風險，故無損失上限設定之必要。

12.1.3.4.2.2 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，以不超過交易契約金額之百分之十為上限，如損失金額超過交易金額百分之十時，需即刻呈報董事長，並向董事會報告，商議必要之因應措施。

12.1.3.4.2.3 個別契約損失金額以不超過美金貳萬元或交易合約金額百分之五何者為低之金額為損失上限。

12.1.3.4.2.4 本公司特定目的之交易性操作年度損失最高限額為美金 30 萬元。

12.2 風險管理措施

12.2.1 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：

12.2.1.1 交易對象：以國內外著名金融機構為主。

12.2.1.2 交易商品：以國內外著名金融機構提供之商品為限。

12.2.1.3 交易金額：同一交易對象之未沖銷交易金額，以不超過授權總額百分之十為限，但董事長核准者則不在此限。

12.2.2 市場風險管理：

以銀行提供之公開外匯交易市場為主，暫不考慮期貨市場。

12.2.3 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。

12.2.4 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，且其操作金額應考量未來三個月現金收支預測之資金需求。

12.2.5 作業風險管理

12.2.5.1 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。

12.2.5.2 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。

12.2.5.3 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。

12.2.5.4 衍生性商品交易所持有之部位至少每週應評估一次，惟若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。

12.2.6 商品風險管理

內部交易人員對金融商品應俱備完整及正確之專業知識，並要求銀行充分揭露風險，以避免誤用金融商品風險。

12.2.7 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。

12.3 內部稽核制度

12.3.1 內部稽核人員應定期瞭解衍生性商品交易內部控制之允當性，並按月查核交易部門對從事衍生性商品交易處理程序之遵守情形並分析交易循環，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。

12.3.2 內部稽核人員應於次年二月底前將稽核報告併同內部稽核作業年度查核情形依證期會規定申報，且至遲於次年五月底前將異常事項改善情形，依證期會規定申報備查。

12.4 定期評估方式

12.4.1 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作範圍內、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。

12.4.2 衍生性商品交易所持有之部位至少每週應評估一次，惟若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。

12.5 從事衍生性商品交易時，董事會之監督管理原則

12.5.1 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：

12.5.1.1 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。

12.5.1.2 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，本公司若已設置獨立董事者，董事會應有獨立董事出席並表示意見。

12.5.2 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。

12.5.3 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。

12.5.4 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 4.2、5.1 及 5.2 應審慎評估之事項，詳予登載於備查簿備查。

13. 辦理合併、分割、收購或股份受讓之處理程序：

13.1 評估及作業程序

13.1.1 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。

13.1.2 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，併本條 1.1 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。但依其他法令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令限制，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。

13.2 其他應行注意事項

13.2.1 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或有特殊因素事先報經證期會同意者外，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或有特殊因素事先報經行政院金融監督管理委員會同意者外，應於同一天召開董事會。

參與合併、分割、收購或股份受讓之上市或股票在證券商營業處所買賣之公司，應將下列資料作成完整書面紀錄，並保存五年，備供查核：

- 13.2.1.1 人員基本資料：包括消息公開前所有參與合併、分割、收購或股份受讓計畫或計畫執行之人，其職稱、姓名、身分證字號（如為外國人則為護照號碼）。
- 13.2.1.2 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。
- 13.2.1.3 重要書件及議事錄：包括合併、分割、收購或股份受讓計畫，意向書或備忘錄、重要契約及董事會議事錄等書件。

參與合併、分割、收購或股份受讓之上市或股票在證券商營業處所買賣之公司，應於董事會決議通過之日起算二日內，將 13.2.1.1 及 13.2.1.2 資料，依規定格式以網際網路資訊系統申報行政院金融監督管理委員會備查。

參與合併、分割、收購或股份受讓之公司有非屬上市或股票在證券商營業處所買賣之公司者，上市或股票在證券商營業處所買賣之公司應與其簽訂協議，並依 13.2.1 第三目及第四目規定辦理。

13.2.2 事前保密承諾：

所有參與或知悉公司合併、分割、收購或股份受讓計畫之人，應出具書面保密承諾，在訊息公開前，不得將計畫之內容對外洩露，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。

13.2.3 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：

- 13.2.3.1 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。
- 13.2.3.2 處份公司重大資產等影響公司財務業務之行為。
- 13.2.3.3 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。
- 13.2.3.4 參與合併、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。
- 13.2.3.5 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。
- 13.2.3.6 已於契約中訂定得變更之其他條件，並已對外公開揭露者。

13.2.4 契約應載內容：合併、分割、收購或股份受讓公司之契約除依公司法第三百一十七之一條及企業併購法第二十二條規定外，並應載明下列事項。

- 13.2.4.1 違約之處理。
- 13.2.4.2 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。
- 13.2.4.3 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。
- 13.2.4.4 參與主體或家數發生增減變動之處理方式。
- 13.2.4.5 預計計畫執行進度、預計完成日程。

13.2.4.6 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。

13.2.5 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，已進行完成之程序或法律行為，應由所有參與公司重行為之。

13.2.6 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議，並依本條 2.1 召開董事會日期、2.2 事前保密承諾、2.5 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。

14. 資訊公開揭露程序：

14.1 應公告申報項目及公告申報標準與時限

公開發行公司取得或處分資產，有下列情形者，應按性質依規定格式，於事實發生之即日起算二日內將相關資訊於行政院金融監督管理委員會指定網站辦理公告申報：

14.1.1 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、申購或贖回國內貨幣市場基金，不在此限。

14.1.2 進行合併、分割、收購或股份受讓。

14.1.3 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。

14.1.4 除前三款以外之資產交易、金融機構處份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。但下列情形不在此限：

14.1.4.1 買賣公債。

14.1.4.2 以投資為專業，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，或證券商於初級市場認購及依規定認購之有價證券。

14.1.4.3 買賣附買回、賣回條件之債券、申購或贖回國內貨幣市場基金。

14.1.4.4 取得或處份之資產種類屬供營業使用之機器設備且其交易對象非為關係人，交易金額未達新臺幣五億元以上。

14.1.4.5 經營營建業務之本公司取得或處份供營建使用之不動產且其交易對象非為關係人，交易金額未達新臺幣五億元以上。

14.1.4.6 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未達新臺幣五億元以上。

14.1.5 前述第五款交易金額之計算方式如下，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依規定公告部分免再計入。

14.1.5.1 每筆交易金額。

14.1.5.2 一年內累積與同一相對人取得或處份同一性質標的交易之金額。

14.1.5.3 一年內累積取得或處份(取得、處份分別累積)同一開發計畫不動產之金額。

14.1.5.4 一年內累積取得或處份(取得、處份分別累積)同一有價證券之金額。

14.2 公告申報程序

- 14.2.1 本公司應將相關資訊於金管會指定網站辦理公告申報。
- 14.2.2 本公司應按月將本公司及其非屬國內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，於每月十日前輸入行政院金融監督管理委員會指定之資訊申報網站。
- 14.2.3 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，應將全部項目重行公告申報。
- 14.2.4 本公司取得或處份資產，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，除其他法令另有規定者外，至少保存五年。
- 14.2.5 本公司依前條規定公告申報之交易後，有下列情形之一者，應於事實發生之日起算二日內將相關資訊於行政院金融監督管理委員會指定網站辦理公告申報：
- 14.2.5.1 原交易簽訂之相關契約有變更、終止或解除情事。
- 14.2.5.2 合併、分割、收購或股份受讓未依契約預定日程完成。
- 14.2.5.3 原公告申報內容有變更。

14.3 公告格式

- 14.3.1 本公司於海內外集中交易市場或櫃檯買賣中心買賣母子公司或關係企業之有價證券，應公告事項與內容之公告格式如附件二。
- 14.3.2 以自地委建、合建分屋、合建分成、合建分售方式取得不動產，應公告事項與內容之公告格式如附件三。
- 14.3.3 取得或處份不動產及其他固定資產、關係人交易之公告格式如附件四。
- 14.3.4 非於集中交易市場或證券商營業處所所為之有價證券、會員證、無形資產買賣及金融機構處份債權之公告格式如附件五。
- 14.3.5 赴大陸地區投資之公告格式如附件六。
- 14.3.6 從事衍生性商品交易者，事實發生之日起二日內公告之公告格式如附件七之一。
- 14.3.7 從事衍生性商品交易者，每月十日前公告之公告格式如附件七之二。
- 14.3.8 進行合併、分割、收購或股份受讓之公告格式如附件八。

15. 本公司之子公司應依下列規定辦理：

- 15.1 子公司亦應依「公開發行公司取得或處份資產處理準則」有關規定訂定並執行「取得或處份資產處理程序」，經子公司董事會通過後，提報本公司董事會，修正時亦同。
- 15.2 子公司非屬公開發行公司者，取得或處份資產達母公司「取得或處份資產處理程序」第十四條所訂公告申報標準者，母公司亦代該子公司應辦理公告申報事宜。
- 15.3 前項子公司之公告申報標準中，所稱「達公司實收資本額百分之二十或總資產百分之十」係以母(本)公司之實收資本額或總資產為準。

16. 罰則：

本公司員工承辦取得與處份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。

17. 實施與修訂：

本公司『取得或處份資產處理程序』經董事會通過後，送審計委員會並提報股東會同意，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。

已依本法規定設置獨立董事者，依前項規定將取得或處份資產處理程序提報董事

會討論時，應充分考量各獨立董事之意見，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。

已依本法規定設置審計委員會者，訂定或修正取得或處份資產處理程序，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。

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

第三項所稱審計委員會全體成員及前項所稱全體董事，以實際在任者計算之。

18. 已依本法規定設置審計委員會者，第九條 3.5.2 規定，對於審計委員會之獨立董事成員準用之。
19. 附則：
 本處理程序如有未盡事宜，悉依有關法令辦理。
20. 本辦法自發布日施行。

**THE COMPANIES LAW (2013 REVISION)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

SIXTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

BIZLINK HOLDING INC.

- Incorporated June 1, 2000 -

(as adopted by a Special Resolution dated as of June 15, 2016)

**THE COMPANIES LAW (2013 REVISION)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION
OF
BIZLINK HOLDING INC.**

(as adopted by a Special Resolution dated as of June 15, 2016)

- 1 The name of the Company is BIZLINK HOLDING INC.
- 2 The registered office of the Company shall be at the offices of Corporate Filing Services Ltd., 3rd Floor, Harbour Centre, P.O. Box 613, George Town, Grand Cayman, Cayman Islands, British West Indies, or at such other place as the Directors may from time to time decide.
- 3 The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Law (2013 Revision) or as the same may be revised from time to time, or any other law of the Cayman Islands.
- 4 The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.
- 5 The authorised capital of the Company is NT\$5,000,000,000 divided into 500,000,000 shares of NT\$10 each provided always that subject to the provisions of the Companies Law (2013 Revision) as amended and the Articles of Association, the Company shall have power to redeem or purchase any or all of such shares and to sub-divide or consolidate the said shares of any of them (provided that the par value of which shall not be lower than NT\$10 per share during the period where the Company's shares are listed at the TWSE) and to issue all or any part of its capital whether priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.
- 6 The Company has power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.
- 7 Capitalised terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company.

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**THE COMPANIES LAW (2013 Revision)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF
BIZLINK HOLDING INC.**

1 Interpretation

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

“Applicable Public Company Rules”	means the R.O.C. laws, rules and regulations affecting public reporting companies or companies listed on any R.O.C. stock exchange or securities market, including, without limitation, the relevant provisions of the Company Law, Securities and Exchange Law, the Enterprise Mergers and Acquisitions Law, the rules and regulations promulgated by the Ministry of Economic Affairs, the rules and regulations promulgated by the FSC, the rules and regulations promulgated by the TWSE and the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area and its relevant regulations.
“Annual Net Income”	means the audited annual net profit of the Company in respect of the applicable year.
"Articles"	means these articles of association of the Company.
"Company"	means the above named company.
"Directors"	means the directors for the time being of the Company (which, for clarification, includes any and all Independent Director(s)).
"Dividend"	includes an interim dividend.
"Electronic Record"	has the same meaning as in the Electronic Transactions Law.
"Electronic Transactions Law"	means the Electronic Transactions Law (2003 Revision) of the Cayman Islands.
“FSC”	means the Financial Supervisory Commission of the R.O.C.

"Independent Directors"	means the Directors who are elected by the Members at a general meeting and designated as "Independent Directors" for the purpose of Applicable Public Company Rules which are in force from time to time.
"Market Observation Post System"	means the internet information reporting system designated by the FSC.
"Member"	has the same meaning as in the Statute.
"Memorandum"	means the memorandum of association of the Company.
"Merger"	means a transaction whereby (i) all of the companies participating in such transaction are dissolved, and a new company is incorporated to generally assume all rights and obligations of the dissolved companies or (ii) all but one company participating in such transaction are dissolved, and the surviving company generally assumes all rights and obligations of the dissolved companies, and in each case the consideration for the transaction being the shares of the surviving or newly incorporated company or any other company, cash or other assets.
"Ordinary Resolution"	means a resolution passed by a simple majority of votes cast by the Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting.
"Private Placement"	means obtaining subscriptions for, or the sale of, Shares, options, warrants, rights of holders of debt or equity securities which enable those holders to subscribe further securities (including Shares), or other securities of the Company, either by the Company itself or a person authorized by the Company, primarily from or to specific investors or approved by the Company or such authorized person, but excluding any employee incentive programme or subscription agreement, warrant, option or issuance of Shares under Article 11 of these Articles.
"Register of Members"	means the register maintained in accordance with the Statute and includes (except where otherwise stated) any duplicate Register of Members.
"Registered Office"	means the registered office for the time being of the Company.
"R.O.C."	means the Republic of China.
"Seal"	means the common seal of the Company and includes every duplicate seal.
"Share" and "Shares"	means a share or shares in the Company and includes a fraction of a share.

"Share Certificate" and "Share Certificates"	means a certificate or certificates representing a Share or Shares.
"Solicitor"	means any Member, a trust enterprise or a securities agent mandated by Member(s) who solicits an instrument of proxy from any other Member to appoint him/it as a proxy to attend and vote at a general meeting instead of the appointing Member pursuant to the Applicable Public Company Rules.
"Special Resolution"	means a resolution passed by a majority of not less than two-thirds of votes cast by such Members as, being entitled so to do, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as special resolution has been duly given.
"Spin-off"	refers to an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to issue new shares to the transferor company or to shareholders of the transferor company.
"Statute"	means the Companies Law (2013 Revision) of the Cayman Islands.
"Subsidiary" and "Subsidiaries"	means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of that company held by the Company, its subordinate companies and its controlled companies, directly or indirectly, represents more than one half of the total number of issued voting shares or the total share equity of such company.
"Supermajority Resolution"	means (i) a resolution adopted by a majority vote of the Members present and entitled to vote on such resolution at a general meeting attended in person or by proxy by Members who represent two-thirds or more of the total outstanding Shares of the Company or, (ii) if the total number of Shares represented by the Members present at the general meeting is less than two-thirds of the total outstanding Shares of the Company, but more than half of the total outstanding Shares of the Company, a resolution adopted at such general meeting by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution.
"TDCC"	means the Taiwan Depository & Clearing Corporation.

“Treasury Shares” means a Share held in the name of the Company as a treasury share in accordance with the Statute.

“TWSE” means the Taiwan Stock Exchange Corporation.

1.2 In the Articles:

- (a) words importing the singular number include the plural number and vice versa;
- (b) words importing the masculine gender include the feminine gender;
- (c) words importing persons include corporations;
- (d) "written" and "in writing" include all modes of representing or reproducing words in visible form, including in the form of an Electronic Record;
- (e) references to provisions of any law or regulation shall be construed as references to those provisions as amended, modified, re-enacted or replaced from time to time;
- (f) any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;
- (g) headings are inserted for reference only and shall be ignored in construing the Articles; and
- (h) Section 8 of the Electronic Transactions Law shall not apply.

2 Commencement of Business

- 2.1 The business of the Company may be commenced as soon after incorporation as the Directors shall see fit.
- 2.2 The Directors may pay, out of the capital or any other monies of the Company, all expenses incurred in or about the formation and establishment of the Company, including the expenses of registration.

3 Issue of Shares

- 3.1 Subject to the provisions, if any, in the Statute, the Memorandum, the Articles and Applicable Public Company Laws (and to any direction that may be given by the Company in general meeting) and without prejudice to any rights attached to any existing Shares, the Directors may allot, issue, grant options over or otherwise dispose of Shares with or without preferred, deferred or other rights or restrictions, whether in regard to Dividend, voting, return of capital or otherwise and to such persons, at such times and on such other terms as they think proper, and the Company shall have power to redeem or purchase any or all of such Shares and to sub-divide or consolidate the said Shares of any of them (provided that the par value of which shall not be lower than NT\$10 per share during the period where the Company's shares are listed at the TWSE) and to issue all or any part of its capital whether priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the

conditions of issue shall otherwise expressly provide, every issue of Shares whether stated to be Ordinary, Preference or otherwise, shall be subject to the powers on the part of the Company hereinbefore provided.

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

4 Register of Members

- 4.1 The Directors shall keep, or cause to be kept, the Register of Members at such place as the Directors may from time to time determine and, in the absence of any such determination, the Register of Members shall be kept at the Registered Office.
- 4.2 If the Directors consider it necessary or appropriate, the Company may establish and maintain a branch register or registers of members at such location or locations within or outside the Cayman Islands as the Directors think fit. The principal register and the branch register(s) shall together be treated as the Register of Members for the purposes of the Articles.
- 4.3 For so long as any Shares are listed on the TWSE, title to such listed Shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the TWSE that are or shall be applicable to such listed Shares and the Register of Members maintained by the Company in respect of such listed Shares may be kept by recording the particulars required by section 40 of the Statute in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the TWSE that are or shall be applicable to such listed Shares.

5 Closing Register of Members or Fixing Record Date

- 5.1 For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend, or in order to make a determination of Members for any other purpose, the Directors shall determine the period that the Register of Members shall be closed for transfers and such period shall not be less than the minimum period of time prescribed by the Applicable Public Company Rules.
- 5.2 Subject to Article 5.1 hereof, in lieu of, or apart from, closing the Register of Members, the Directors may fix in advance or arrears a date as the record date for any such determination of Members entitled to notice of, or to vote at any meeting of the Members or any adjournment thereof, or for the purpose of determining the Members entitled to receive payment of any Dividend or in order to make a determination of Members for any other purpose. In the event the Directors designate a record date in accordance with this Article 5.2, the Directors shall make a public announcement of such record date via the Market Observation Post System in accordance with the Applicable Public Company Rules.
- 5.3 The rules and procedures governing the implementation of book closed periods, including notices to Members in regard to book closed periods, shall be in accordance with policies adopted by the Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

6 Share Certificates

- 6.1 Subject to the provisions of the Statute, the Company shall issue Shares without printing Share Certificates for the Shares issued, and the details regarding such issue of Shares shall be recorded by TDCC in accordance with the Applicable Public Company Rules. A Member shall only be entitled to a Share Certificate if the Directors resolve that Share Certificates shall be issued. Share Certificates, if any, shall be in such form as the Directors may determine. Share Certificates shall be signed by one or more Directors authorised by the Directors. The Directors may authorise Share Certificates to be issued with the authorised signature(s) affixed by mechanical process. All Share Certificates shall be consecutively numbered or otherwise identified and shall specify the Shares to which they relate. All Share Certificates surrendered to the Company for transfer shall be cancelled and subject to the Articles. No new Share Certificate shall be issued until the former Share Certificate representing a like number of relevant Shares shall have been surrendered and cancelled.
- 6.2 In the event that the Directors resolve that Share Certificates shall be issued pursuant to Article 6.1 hereof, the Company shall deliver the Share Certificates to the subscribers within thirty days from the date such Share Certificates may be issued pursuant to the Statute, the Memorandum, the Articles and the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such Share Certificates pursuant to the Applicable Public Company Rules.
- 6.3 No Shares may be registered in the name of more than one Member.
- 6.4 If a Share Certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and on the payment of such expenses reasonably incurred by the Company in investigating evidence, as the Directors may prescribe, and (in the case of defacement or wearing out) upon delivery of the old Share Certificate.

7 Preferred Shares

- 7.1 The Company may issue Shares with rights which are preferential to those of ordinary Shares issued by the Company ("**Preferred Shares**") with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and with the approval of a Special Resolution.
- 7.2 Prior to the issuance of any Preferred Shares approved pursuant to Article 7.1 hereof, the Articles shall be amended to set forth the rights and obligations of the Preferred Shares, including but not limited to the following terms, and provided that such rights and obligations of the Preferred Shares shall not contradict the mandatory provisions of Applicable Public Company Rules regarding the rights and obligations of such Preferred Shares, and the same shall apply to any variation of rights of Preferred Shares:
- (a) Order, fixed amount or fixed ratio of allocation of Dividends and bonus on Preferred Shares;
 - (b) Order, fixed amount or fixed ratio of allocation of surplus assets of the Company;
 - (c) Order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of preferred Members;
 - (d) Other matters concerning rights and obligations incidental to Preferred Shares; and

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

8 Issuance of New Shares

- 8.1 The issue of new Shares of the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new Shares shall at all times be subject to the sufficiency of the authorised capital of the Company.
- 8.2 Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increases its capital by issuing new Shares for cash, the Company shall make a public announcement and notify each Member that he/she/it is entitled to exercise a pre-emptive right to purchase his/her/its pro rata portion of any new Shares issued in the capital increase in cash. A waiver of such pre-emptive right may be approved at the same general meeting where the subject issuance of new Shares is approved by the Members. The Company shall state in such announcement and notices to the Members that if any Member fails to purchase his/her/its pro rata portion of the newly-issued Shares within the prescribed period, such Member shall be deemed to forfeit his/her/its pre-emptive right to purchase the newly-issued Shares. Subject to Article 6.3, in the event that Shares held by a Member are insufficient for such Member to exercise the pre-emptive right to purchase one newly-issued Share, Shares held by several Members may be calculated together for joint purchase of newly-issued Shares or for purchase of newly-issued Shares in the name of a single Member pursuant to the Applicable Public Company Rules. If the total number of the new Shares to be issued has not been fully subscribed by the Members within the prescribed period, the Company may offer any un-subscribed new Shares to be issued to the public in Taiwan or to specific person or persons according to the Applicable Public Company Rules.
- 8.3 Where the Company increases its capital in cash by issuing new Shares in Taiwan, the Company shall allocate 10% of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not necessary or appropriate, as determined by the Directors according to the Applicable Public Company Rules and/or the instruction of the FSC or TWSE, for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned 10% is resolved by a general meeting to be offered, the percentage determined by such resolution shall prevail.
- 8.4 Members' rights to subscribe for newly-issued Shares may be transferred independently from the Shares from which such rights are derived. The rules and procedures governing the transfer of rights to subscribe for newly-issued Shares shall be in accordance with policies established by the Company from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 8.5 The pre-emptive right of Members provided under Article 8.2 shall not apply in the event that new Shares are issued due to the following reasons or for the following purposes: (a) in connection with a Merger with another company, or the Spin-off of the Company, or pursuant to any reorganization of the Company; (b) in connection with meeting the Company's obligations under Share subscription warrants and/or options, including those referenced in Article 11; (c) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire Shares; (d) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire Shares; (e) in connection with a Private Placement; or (f) in connection with the issue of Restricted Shares in accordance with Article 8.7.

- 8.6 The periods of notice and other rules and procedures for notifying Members and implementing the exercise of the Members' pre-emptive rights shall be in accordance with policies established by the Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 8.7 The Company may, with the approval of a Supermajority Resolution in a general meeting, issue new Shares with restricted rights to the employees of the Company ("**Restricted Shares**") and the provision of Article 8.2 shall not apply to any such issue of Restricted Shares. The terms of issue of Restricted Shares, including, but not limited to the number, issue price and issue conditions shall comply with the Applicable Public Company Rules.
- 8.8 Subject to the provisions of the Statute, the Company may, by resolutions of the Members passed at a general meeting attended by Members who represent a majority of the outstanding Shares and approved by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution, conduct Private Placements, and shall comply with the Applicable Public Company Rules to determine, *inter alia*, the purchaser(s), the types of securities, the determination of the offer price, and the restrictions on transfer of securities of such Private Placement.

9 Transfer of Shares

- 9.1 Subject to the Statute and the Applicable Public Company Rules, Shares issued by the Company shall be freely transferable.
- 9.2 Subject to these Articles and the Applicable Public Company Rules, any Member may transfer all or any of his Shares by an instrument of transfer.
- 9.3 The transferor shall be deemed to remain the holder of a Share until the name of the transferee is entered in the Register of Members.
- 9.4 Notwithstanding Article 9.2 above, transfers of Shares which are listed on the TWSE may be effected by any method of transferring or dealing in securities permitted by TWSE which is in accordance with the Applicable Public Companies Rules as appropriate and which have been approved by the Board for such purpose.

10 Repurchase of Shares

- 10.1 Subject to the provisions of the Statute, the Memorandum, and the Articles, the Company may purchase its own Shares listed on the TWSE on such terms as are approved by resolutions of the Directors passed at a meeting of the board of Directors attended by more than two-thirds of members of the board and approved by a majority of the Directors present at such meeting, provided that any such repurchase shall be in accordance with the Applicable Public Company Rules. In the event that the Company proposes to purchase any Shares listed on the TWSE pursuant to this Article, the approval of the board of Directors and the implementation thereof shall be reported to the Members at the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall apply even if the Company does not implement the repurchase proposal for any reason.
- 10.2 The Company may make a payment in respect of the repurchase of its own Shares in any manner permitted by the Statute and the Applicable Public Company Rules.

- 10.3 The board of Directors may, prior to the purchase or redemption of any Share under Article 10.1, determine that such Share shall be held as Treasury Share.
- 10.4 Subject to the provisions of the Statute, these Articles and the Applicable Public Company Rules, the Directors may determine to cancel a Treasury Share or transfer a treasury Share to the employees on such terms as they think proper (including, without limitation, for nil consideration).
- 10.5 Notwithstanding Article 10.4, if the Company repurchases any Shares traded on the TWSE and hold such Shares as Treasury Shares (the "**Repurchased Treasury Shares**"), any proposal to transfer the Repurchased Treasury Shares to any employees of the Company by the Company at the price below the average repurchase price paid by the Company for Repurchased Treasury Shares (the "**Average Purchase Price**") shall require the approval of a resolution passed by two-thirds or more of the Members present at the next general meeting who hold a majority of the total number of the Company's outstanding shares as at the date of such general meeting, and shall specify such motion in the meeting notice of that general meeting in accordance with the Applicable Public Company Rules which shall not be brought up as an ad hoc motion.
- 10.6 The aggregate number of Treasury Shares to be transferred to employees pursuant to Article 10.4 shall not exceed 5 percent of the Company's total issued and outstanding shares as at the date of transfer of any Treasury Shares and the aggregate number of Treasury Shares transferred to any individual employee shall not exceed 0.5 percent of the Company's total issued and outstanding shares as at the date of transfer of any Treasury Shares to such employee. The Company may impose restrictions on the transfer of such Shares by the employee for a period of no more than two years.
- 10.7 Notwithstanding anything to the contrary contained in Article 10.1 to 10.6, and subject to the Statute and the Applicable Public Company Rules, the Company may, with the approval of an Ordinary Resolution, compulsorily redeem or repurchase Shares by the Company for cancellation, provided that such redemption or repurchase will be effected pro rata based on the percentage of shareholdings of the Members, unless otherwise provided for in the Statute or the Applicable Public Company Rules. Payments in respect of any such redemption or repurchase, if any, may be made either in cash or by distribution of specific assets of the Company, as specified in the Ordinary Resolution approving the redemption or repurchase, provided that (a) the relevant Shares will be cancelled upon such redemption or repurchase and will not be held by the Company as Treasury Shares, and (b) where assets other than cash are distributed to the Members, the type of assets, the value of the assets and the corresponding amount of such substitutive distribution shall be (i) assessed by an ROC certified public account before being submitted to the Members for approval and (ii) agreed to by the Member who will receive such assets.

11 Employee Incentive Programme

- 11.1 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 incentive programmes and may issue Shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries. The rules and procedures governing such incentive programme(s) shall be in accordance with policies established by the Directors from time to time in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 11.2 Options, warrants or other similar instruments issued in accordance with Article 11.1 above are not transferable save by inheritance.

- 11.3 The Company may enter into share option agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 11.1 above, whereby employees may subscribe, within a specific period of time, a specific number of the Shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programme.
- 11.4 Directors of the Company and its Subsidiaries shall not be eligible for the employee incentive programmes under this Article 11, provided that directors who are also employees of the Company or its Subsidiaries may participate in an employee incentive programme in their capacity as an employee and not as a director of the Company or its Subsidiaries.

12 Variation of Rights of Shares

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

13 Transmission of Shares

- 13.1 If a Member dies, the survivor or survivors where he was a joint holder, or his legal personal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest. The estate of a deceased Member is not thereby released from any liability in respect of any Share which had been jointly held by him.
- 13.2 Any person becoming entitled to a Share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any way other than by transfer) shall give written notice to the Company and, upon such evidence being produced as may from time to time be required by the Directors, may elect, by a notice in writing sent by him, either to become the holder of such Share or to have some person nominated by him become the holder of such Share.

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

- 14.1 Subject to the provisions of the Statute and the provisions of these Articles as regards the matters to be dealt with by Ordinary Resolution, the Company may by Special Resolution:
- (a) change its name;
 - (b) alter or add to these Articles;

- (c) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein;
- (d) reduce its share capital and any capital redemption reserve fund; and
- (e) increase its authorised share capital by such sum as the resolution shall prescribe or cancel any Shares that at the date of the passing of the resolution have not been taken or agreed to be taken by any person, provided that in the event of any change to its authorised share capital, the Company shall also procure the amendment of its Memorandum by the Members to reflect such change.

14.2 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company shall not, without a Supermajority Resolution:

- (a) sell, transfer or lease of whole business of the Company or other matters which has a material effect on the Members' rights and interests;
- (b) discharge or remove any Director;
- (c) approve any action by one or more Director(s) who is engaging in business conduct for him/herself or on behalf of another person that is within the scope of the Company's business;
- (d) effect any capitalization of distributable Dividends and/or bonuses and/or any other amount prescribed under Article 35 hereof;
- (e) effect any Merger, Spin-off or Private Placement, provided that any Merger which falls within the definition of "merger and/or consolidation" under the Statute shall also be subject to the requirements of the Statute;
- (f) enter into, amend, or terminate any agreement for lease of the Company's whole business, or for entrusted business, or for frequent joint operation with others;
- (g) transfer its business or assets, in whole or in any essential part, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or
- (h) acquire or assume the whole business or assets of another person, which has material effect on the Company's operation.

14.3 Subject to the provisions of the Statute, the provisions of these Articles, and the quorum requirement under the Applicable Public Company Rules, with regard to the dissolution procedures of the Company, the Company shall pass

- (a) an Ordinary Resolution, if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as they fall due; or
- (b) a Special Resolution, if the Company resolves that it be wound up voluntarily for reasons other than the reason stated in Article 14.3(a) above.

15 Registered Office

Subject to the provisions of the Statute, the Company may by resolution of the Directors change the location of its Registered Office.

16 General Meetings

- 16.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 16.2 The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year, and shall specify the meeting as such in the notices calling it. At these meetings, the report of the Directors (if any) shall be presented.
- 16.3 The Company shall hold an annual general meeting every year.
- 16.4 The general meetings shall be held at such time and place as the Directors shall appoint provided that unless otherwise provided by the Statute or this Article 16.4, the general meetings shall be held in Taiwan. For general meetings to be held outside Taiwan, the Company shall comply with the relevant procedures and approvals prescribed by the relevant authority in Taiwan. Where a general meeting is to be held outside Taiwan, the Company shall engage a professional securities agent in Taiwan to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).
- 16.5 The Directors may call general meetings, and they shall on a Members requisition forthwith proceed to convene an extraordinary general meeting of the Company.
- 16.6 A Members requisition is a requisition of Member(s) of the Company holding at the date of deposit of the requisition not less than 3% of the total number of the outstanding Shares at the time of requisition and whose Shares shall have been held by such Member(s) for at least one year.
- 16.7 The requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more requisitionists.
- 16.8 If the Directors do not within fifteen days from the date of the deposit of the requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting in accordance with the Applicable Public Company Rules.

17 Notice of General Meetings

- 17.1 At least thirty days' notice to each Member shall be given of any annual general meeting, and at least fifteen days' notice to each Member shall be given of any extraordinary general meeting. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting and the general nature of the business and shall be given in the manner hereinafter mentioned, or be given via electronic means if agreed thereon by the Members, or be given in such other manner, if any, as may be prescribed by the Company, provided that a general meeting of the Company shall, whether or not the notice specified in this regulation has been given and whether or not the

provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed by all the Members (or their proxies) entitled to attend such general meeting.

- 17.2 The accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any Member entitled to receive notice shall not invalidate the proceedings of that general meeting.
- 17.3 The Company shall, thirty days prior to any annual general meeting, and fifteen days prior to any extraordinary meeting, transform the notice of such general meeting, instrument of proxy, the businesses and their explanatory materials of any sanction, discussion, election or removal of Directors into electronic format and transmitted such to the Market Observation Post System. If the voting power in any general meeting will be exercised by the way of a written ballot, the written ballot and the aforementioned information of such general meeting shall together be delivered to each Member.
- 17.4 The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials for Members' inspection, which will be placed at the Company and the securities agent of the Company, distributed at the meeting venue, and shall be transmitted to the Market Observation Post System in accordance with and within the period required by the Applicable Public Company Rules.
- 17.5 Matters pertaining to (a) election or discharge of Directors, (b) alteration of the Articles, and (c) (i) dissolution, Merger or Spin-off, (ii) entering into, amending, or terminating any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others, (iii) transfer of the whole or any material part of the business or assets of the Company, (iv) acceptance of the transfer of the whole business or assets of another person, which has a material effect on the business operation of the Company, and (d) (i) ratification of an action by Director(s) who engage(s) in business for him/herself or on behalf of another person that is within the scope of the Company's business, (e) distribution of the whole or a part of the surplus profit of the Company in the form of new Shares, capitalization of statutory reserve and any other amount in accordance with Article 35, and (f) the Private Placement of any equity-type securities issued by the Company, shall be indicated in the notice of general meeting, with a summary of the material content to be discussed, and shall not be brought up as an ad hoc motion.
- 17.6 The board of Directors shall keep the Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's registrar (if applicable) and the Company's securities agent located in Taiwan. The Members may request, from time to time, by submitting document(s) evidencing his/her interests involved and indicating the designated scope of the inspection, access to inspect, review or make copies of the foregoing documents.
- 17.7 The Company shall make all statements and records prepared by the board of Directors and the report prepared by the audit committee, if any, available at the office of its registrar (if applicable) and its securities agent located in Taiwan in accordance with Applicable Public Company Rules and the Statute. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such an inspection and review.

18 Proceedings at General Meetings

- 18.1 No business shall be transacted at any general meeting unless a quorum is present. Unless otherwise provided in the Articles, Members present in person or by proxy, representing more than one-half of the total outstanding Shares, shall constitute a quorum for any general meeting.
- 18.2 The board of Directors shall submit business reports, financial statements and proposals for distribution of profits or covering of losses prepared by it for the purposes of annual general meetings of the Company for ratification or approval by the Members as required by the Applicable Public Company Rules. After ratification or approval by the general meeting, the board of Directors shall distribute or make publicly available on the Market Observation Post System the copies of the ratified financial statements and the Company's resolutions on the allocation and distribution of profits or covering of loss, to each Member in accordance with the Applicable Public Company Rules.
- 18.3 Unless otherwise expressly provided herein and subject to the Applicable Public Company Rules, if a quorum is not present at the time appointed for the general meeting or if during such a general meeting a quorum ceases to be present, the chairman may postpone the general meeting to a later time, provided, however, that the maximum number of times a general meeting may be postponed shall be two and the total time postponed shall not exceed one hour. If the general meeting has been postponed for two times, but at the postponed general meeting a quorum is still not present, the chairman shall declare the general meeting is dissolved, and if it is still necessary to convene a general meeting, it shall be reconvened as a new general meeting in accordance with the Articles.
- 18.4 If a general meeting is called by the Directors, the chairman of the Directors shall preside as the chair of such general meeting. In the event that the chairman is on a leave of absence, or is unable to exercise his powers and authorities, the vice chairman of the Directors shall act in lieu of the chairman. If there is no vice chairman of the Directors, or if the vice chairman of the Directors is also on leave of absence, or cannot exercise his powers and authorities, the chairman shall designate a Director to chair such general meeting. If the chairman does not designate a proxy or if such chairman's proxy cannot exercise his powers and authorities, the Directors who are present at the general meeting shall elect one from among themselves to act as the chair at such general meeting in lieu of the chairman. If a general meeting is called by any person(s) other than the Directors, the person(s) who has called the meeting shall preside as the chair of such general meeting; and if there is more than one person who has called a general meeting, such persons shall elect one from among themselves to act as the chair of such general meeting.
- 18.5 A resolution put to the vote of the meeting shall be decided on a poll. No resolution put to the vote of the meeting shall be decided by a show of hands. In computing the required majority when a poll is demanded regard should be had to the number of votes to which each Member is entitled by the Articles.
- 18.6 In the case of an equality of votes, the chairman shall not be entitled to a second or casting vote.
- 18.7 Nothing in the Articles shall prevent any Member from issuing proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the improper convening of any general meeting or the improper passage of any resolution. The Taipei District Court, R.O.C., shall be the court of the first instance for adjudicating any disputes arising out of the foregoing.

- 18.8 Unless otherwise expressly required by the Statute, the 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.
- 18.9 Member(s) holding 1% or more of the total number of outstanding Shares immediately prior to the relevant book closed period may propose to the Company a proposal for discussion at an annual general meeting in writing to the extent and in accordance with the rules and procedures of general meetings proposed by the Directors and approved by an Ordinary Resolution. Proposals shall not be included in the agenda where (a) the proposing Member(s) holds less than 1% of the total number of outstanding Shares, (b) where the matter of such proposal may not be resolved by a general meeting, (c) the proposing Member has proposed more than one proposal, or (d) such proposal is submitted on a day beyond the deadline announced by the Company for accepting the Member's proposals.

19 Votes of Members

- 19.1 Subject to any rights or restrictions attached to any Shares, every Member who is present in person or by proxy shall have one vote for every Share of which he is the holder.
- 19.2 No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of Shares unless he is registered as a Member on the record date for such meeting nor unless all calls or other monies then payable by him in respect of Shares have been paid.
- 19.3 Any objection raised to the qualification of any voter by a Member having voting rights shall be referred to the chairman whose decision shall be final and conclusive.
- 19.4 Votes may be cast either personally or by proxy. A Member may appoint only one proxy under one instrument to attend and vote at a meeting.
- 19.5 A Member holding more than one Share is required to cast the votes in respect of his Shares in the same way on any resolution; provided that, if a Member holds Shares on behalf of others, such Member may, to the extent permissible by the provisions of the Statute, cast the votes of the Shares in different ways pursuant to the Applicable Public Company Rules.
- 19.6 If a general meeting is to be held in Taiwan, the Directors may determine in their discretion that the voting power of a Member at such general meeting may be exercised by way of a written ballot or by way of an electronic transmission. If a general meeting is to be held outside of Taiwan, the methods by which Members are permitted to exercise their voting power shall include written ballot or voting by way of an electronic transmission. Where these methods of exercising voting power are to be available at a general meeting, they shall be described in the general meeting notice given to the Members in respect of the relevant general meeting, and the Member voting by written ballot or electronic transmission shall submit such vote to the Company two days prior to the date of the relevant meeting. In case that there are duplicate submissions, the first received by the Company shall prevail. A Member exercising voting power by way of a written ballot or by way of an electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Public Company Rules. The chairman, acting as proxy of a Member, shall not exercise the voting right of such Member in any way not stipulated in the

written or electronic document, nor exercise any voting right in respect of any resolution revised at the meeting or any impromptu proposal at the meeting. A Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc resolution or amendment to the original agenda items to be resolved at the said general meeting. Should the chairman not observe the instructions of a Member in exercising such Member's voting right in respect of any resolution, the Shares held by such Member shall not be included in the calculation of votes in respect of such resolution but shall nevertheless be included in the calculation of quorum for the meeting.

- 19.7 A Member who has submitted a vote by written ballot or electronic transmission pursuant to Article 19.6 may, at least two day prior to the date of the relevant general meeting, revoke such vote by written ballot or electronic transmission and such revocation shall constitute a revocation of the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6. If a Member who has submitted a written ballot or electronic transmission pursuant to Article 19.6 does not submit such a revocation before the prescribed time, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6 shall not be revoked and the chairman of the general meeting shall exercise the voting right of such Member in accordance with that proxy.
- 19.8 If, subsequent to submitting a written ballot or electronic transmission pursuant to Article 19.6, a Member submits a proxy appointing a person of the general meeting as his proxy to attend the relevant general meeting on his behalf, then the subsequent appointment of that person as his proxy shall be deemed to be a revocation of such Member's deemed appointment of the chairman of the general meeting as his proxy pursuant to Article 19.6.

20 Proxies

- 20.1 An instrument of proxy shall be in writing, be executed under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation under the hand of an officer or attorney duly authorised for that purpose. A proxy need not be a Member of the Company.
- 20.2 Obtaining an instrument of proxy for attendance of general meetings shall be subject to the following conditions:
- (a) the instrument of proxy shall not be obtained in exchange for money or any other interest, provided that this provision shall not apply to souvenirs for a general meeting distributed on behalf of the Company or reasonable fees paid by the Solicitor to any person mandated to handle proxy solicitation matters;
 - (b) the instrument of proxy shall not be obtained in the name of others; and
 - (c) an instrument of proxy obtained through solicitation shall not be used as a non-solicited instrument of proxy for attendance of a general meeting.
- 20.3 Except for the securities agent, a person shall not act as the proxy for more than thirty Members. Any person acting as proxy for three or more Members shall submit to the Company or its securities agent (a) a statement of declaration declaring that the instruments of proxy are not obtained for the purpose of soliciting on behalf of himself/herself or others; (b) a schedule showing details of such instruments of proxy; and (c) the signed or sealed instruments of proxy, in each case, five days prior to the date of the general meeting.

- 20.4 The Company may mandate a securities agent to act as the proxy for the Members for any general meeting provided that no resolution in respect of the election of Directors is proposed to be voted upon at such meeting. Matters authorized under the mandate shall be stated in the instructions of the instruments of proxy for the general meeting concerned. A securities agent acting as the proxy shall not accept general authorisation from any Member, and shall, within five days after each general meeting of the Company, prepare a compilation report of general meeting attendance by proxy comprising the details of proxy attendance at the general meeting, the status of exercise of voting rights under the instrument of proxy, a copy of the contract, and other matters as required by the R.O.C. securities competent authorities, and maintain the compilation report available at the offices of the securities agent.
- 20.5 Except for a Member appointing the chairman of a general meeting as his proxy through written ballot or electronic transmission in the exercise of voting power pursuant to Article 19.6, or for trust enterprises organized under the laws of the R.O.C. or a securities agent approved pursuant to Applicable Public Company Rules, in the event a person acts as the proxy for two or more Members, the sum of Shares entitled to be voted as represented by such proxy shall be no more than 3% of the total outstanding voting Shares immediately prior to the relevant book closed period; any vote in respect of the portion in excess of such 3% threshold shall not be counted. For the avoidance of doubt, the number of the Shares to be represented by a securities agent mandated by the Company in accordance with Article 20.4 shall not be subject to the limit of 3% of the total number of the outstanding voting Shares set forth herein.
- 20.6 The Shares represented by a person acting as the proxy for three or more Members shall not be more than four times of the number of Shares held by such person and shall not exceed 3% of the total number of the outstanding Shares.
- 20.7 In the event that a Member exercises his/her/its voting power by means of a written ballot or by means of electronic transmission and has also authorized a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any member who has authorised a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at least two days prior to such general meeting, serve the Company with a separate notice revoking his previous appointment of proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.
- 20.8 Each Member is only entitled to execute one instrument of proxy to appoint one proxy. The instrument of proxy shall be deposited at the Registered Office or at such other place as is specified for that purpose in the notice convening the meeting. In case that there are duplicate instruments of proxy received by the Company, the first to be received by the Company shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous instrument of proxy in the later-received instrument of proxy.
- 20.9 The instrument of proxy shall be in the form approved by the Company and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Member, proxy and the Solicitor (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.

- 20.10 In the event that a resolution in respect of the election of Directors is proposed to be voted upon at a general meeting, each instrument of proxy for such meeting shall be tallied and verified by the Company's securities agent or any other mandated securities agent prior to the time for holding the general meeting. The following matters should be verified:
- (a) whether the instrument of proxy is printed under the authority of the Company;
 - (b) whether the instrument of proxy is signed or sealed by the appointing Member; and
 - (c) whether the Solicitor or proxy (as the case may be) is named in the instrument of proxy and whether the name is correct.
- 20.11 The material contents required to be stated in the instruments of proxy, the meeting handbook or other supplemental materials of such general meeting, the written documents and advertisement of the Solicitor for proxy solicitation, the schedule of the instruments of proxy, the proxy form and other documents printed and published under the authority of the Company shall not contain any false statement or omission.
- 20.12 Votes given in accordance with the terms of an instrument of proxy shall be valid unless notice in writing was received by the Company at the Registered Office at least two days prior to the commencement of the general meeting, or adjourned meeting at which it is sought to use the proxy. The notice must set out expressly the reason for the revocation of the proxy, whether due to the incapacity or the lack in authority of the principal at the time issuing the proxy or otherwise.
- 20.13 A Member who has appointed a proxy shall be entitled to make a request to the Company or its securities agent for examining the way in which his instrument of proxy has been used, within seven days after the relevant general meeting.
- 20.14 If a general meeting is to be held outside of R.O.C., the Company shall engage a professional securities agent within the R.O.C. to handle the voting by the Members.

21 Proxy Solicitation

Subject to the provisions of the Statute, matters regarding the solicitation of proxies shall be handled in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies of the R.O.C.

22 Dissenting Member's Appraisal Right

- 22.1 In the event any of the following resolutions is adopted at general meetings, any Member who has notified the Company in writing of his objection to such a resolution prior to the meeting and has raised again his/her objection at the meeting, may request the Company to buy back all of his/her Shares at the then prevailing fair price:
- (a) The Company enters into, amends, or terminates any agreement for any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to other or the regular joint operation of the Company with others;
 - (b) The Company transfers the whole or a material part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or

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

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

22.3 The request prescribed in the preceding two Articles shall be delivered to the Company in writing, stating therein the types and numbers of Shares to be repurchased, within twenty days after the date of such resolution. In the event the Company has reached an agreement in regard to the purchase price with the requested Member in regard to the Shares of such Member (the "**appraisal price**"), the Company shall pay such price within ninety days after the date on which the resolution was adopted. In the event the Company fails to reach such agreement with the Member within sixty days after the resolution date, the Member may, within thirty days after such sixty-day period, file a petition to any competent court of the R.O.C. for a ruling on the appraisal price, and such ruling by such R.O.C. court shall be binding and conclusive as between the Company and requested Member solely with respect to the appraisal price.

22.4 The payment of appraisal price shall be made at the same time as the delivery of Share Certificates, and transfer of such Shares shall be effective at the time when the transferee's name is entered on the Register of Members.

23 Corporate Members

Any corporation or entity which is a Member may in accordance with its constitutional documents, or in the absence of such provision by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members, and the person so authorised shall be entitled to exercise the same powers on behalf of the such corporate Member which he represents as the corporation could exercise if it were an individual Member.

24 Shares that May Not be Voted

24.1 Shares in the Company that are beneficially owned by the Company (including Subsidiaries) shall not be voted, directly or indirectly, at any general meeting and shall not be counted in determining the total number of outstanding Shares at any given time.

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

24.3 If any Director creates or has created security over any Shares held by him, then he shall notify the Company of such security. If at any time the security created by a Director is in respect of more than half of the Shares held by him at the time of his appointment, then the voting rights attached to the Shares held by such Director at such time shall be reduced, such that the Shares over which security has been created which are in excess of half of the Shares held by the Director at the date of his appointment shall not carry voting rights and shall not be counted in the number of votes casted by the Member at a general meeting.

25 Directors

- 25.1 There shall be a board of Directors consisting of no less than five (5) persons and no more than twenty-one (21) persons, including Independent Directors, each of whom shall be appointed to a term of office of three (3) years. Directors may be eligible for re-election. The Company may from time to time by the resolution of Directors increase or reduce the number of Directors subject to the above number limitation provided that the requirements by relevant laws and regulations (including but not limited to any listing requirements) are met.
- 25.2 Unless otherwise approved by TWSE, not more than half of the total number of Directors can have a spousal relationship or familial relationship within the second degree of kinship with any other Directors.
- 25.3 In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 25.2 hereof, the non-qualifying Director(s) who was elected with the fewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided in Article 25.2 hereof. Any person who has already served as Director but is in violation of the aforementioned requirements shall vacate the position of Director automatically.
- 25.4 Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least one of the Independent Directors shall be domiciled in the R.O.C. and at least one of the same shall have accounting or financial expertise.
- 25.5 Independent Directors shall have professional knowledge and shall maintain independence within the scope of their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be governed by the Applicable Public Company Rules.
- 25.6 Any Member(s) holding 3% or more of the Company's issued capital for at least one year may in writing request the Audit Committee to bring action against the Directors in a court of competent jurisdiction. If the Audit Committee failed to bring such action within thirty days after the request by the Member, such Member may bring the action in a court of competent jurisdiction in the name of the Company.

26 Powers of Directors

- 26.1 Subject to the provisions of the Statute, the Memorandum and the Articles and to any directions given by Ordinary Resolution, Special Resolution or Supermajority Resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. A duly convened meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
- 26.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall determine by resolution.

- 26.3 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock, mortgages, bonds and other such securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 26.4 The Company may purchase liability insurance for Directors and the Directors shall determine terms of such insurance by resolution, taking into account the standards of the industry within the R.O.C. and overseas.
- 26.5 The Directors shall faithfully carry out their duties with care, and may be held liable for the damages suffered by the Company for any violation of such duty. The Company may by Ordinary Resolution of any general meeting demand the Directors to disgorge any profit realised from such violation and regard the profits realised as the profits of the Company as if such violation was made for the benefit of the Company. The Directors shall indemnify the Company for any losses or damages incurred by the Company if such loss or damage is incurred as a result of a Director's breach of laws or regulations in the course of performing his duties. The duties of the Directors shall also apply to the managers of the Company.

27 Appointment and Removal of Directors

- 27.1 The Company may by a majority or, if less than a majority, the most number of votes, at any general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 27.2 below. The Company may by Supermajority Resolution remove any Director. Members present in person or by proxy, representing more than one-half of the total outstanding Shares shall constitute a quorum for any general meeting to elect one or more Directors.
- 27.2 Directors shall be elected pursuant to a cumulative voting mechanism pursuant to a poll vote, the procedures for which has been approved and adopted by the Directors and also by an Ordinary Resolution, where the number of votes exercisable by any Member shall be the same as the product of the number of Shares held by such Member and the number of Directors to be elected ("**Special Ballot Votes**"), and the total number of Special Ballot Votes cast by any Member may be consolidated for election of one Director candidate or may be split for election amongst multiple Director candidates, as specified by the Member pursuant to the poll vote ballot. There shall not be votes which are limited to class, party or sector, and any Member shall have the freedom to specify whether to concentrate all of its votes on one or any number of candidate(s) without restriction. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a Director elect, and where more than one Director is being elected, the top candidates to whom the votes cast represent a prevailing number of votes relative to the other candidates shall be deemed directors elect. The rule and procedures for such cumulative voting mechanism shall be in accordance with policies proposed by the Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Memorandum, the Articles and the Applicable Public Company Rules.
- 27.3 The Directors (including the Independent Directors) shall adopt a candidate nomination mechanism which is in compliance with Applicable Public Company Rules. The rules and procedures for such candidate nomination shall be in accordance with policies proposed by the Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

27.4 If a Member is a corporation, the authorised representative of such Member may be elected as Director. If such Member has more than one authorised representative, each of the authorised representatives of such Member may be nominated for election at a general meeting.

28 Vacation of Office of Director

28.1 The Company may from time to time by Ordinary Resolution remove all Directors from office before the expiration of his term of office notwithstanding anything in the Articles to the contrary and may elect new Directors to fill such vacancies in accordance with Article 27.1, and unless the resolution approving such removal and election provide otherwise, the existing Directors' office shall be deemed discharged upon the passing of such resolution prior to the expiration of such Directors' applicable term of office.

28.2 In the event of any of the following events having occurred in relation to any Director, such Director shall be vacated automatically:

- (a) he gives notice in writing to the Company that he resigns the office of Director;
- (b) he dies, becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) an order is made by any competent court or official on the grounds that he is or will be suffering from mental disorder or is otherwise incapable of managing his affairs, or his/her legal capacity is restricted according to the applicable laws;
- (d) he commits a felony and is subsequently adjudicated guilty by a final judgment, and the time elapsed since he has served the full term of the sentence is less than five years;
- (e) he commits any criminal offence of fraud, breach of trust or misappropriation and is subsequently punished with imprisonment for a term of more than one year, and the time elapsed since he has served the full term of such sentence is less than two years;
- (f) he is adjudicated guilty by a final judgment for misappropriating Company or public funds during the time of his service, and the time elapsed after he has served the full term of such sentence is less than two years;
- (g) he is dishonoured for unlawful use of credit instruments, and the term of such sanction has not expired yet;
- (h) he, during his term of office of three (3) years as a Director, has transferred to any person more than one half of the total number of Shares that he held on the date of commencement of his term of office as a Director;
- (i) the Members resolve by a Supermajority Resolution that he should be removed as a Director; or
- (j) in the event that he has, in the course of performing his duties, committed any act resulting in material damage to the Company or in serious violation of applicable laws and/or regulations or the Memorandum and the Articles, but has not been removed by the Company pursuant to a Supermajority Resolution vote, then any Member(s) holding 3% or more of the total number of outstanding Shares shall have the right, within thirty days

after that general meeting, to petition any competent court for the removal of such Director, at the Company's expense and such Director shall be removed upon the final judgement by such court. For clarification, if a relevant court has competent jurisdiction to adjudicate all of the foregoing matters in a single or a series of proceedings, then, for the purpose of this paragraph (j), final judgement shall be given by such competent court.

In the event that the foregoing events described in any of clauses (b), (c), (d), (e), (f) and (g) has occurred in relation to a Director elect, such Director elect shall be disqualified from being elected as a Director. If prior to the date of commencement of term of office of a Director, any person elected as a Director at a general meeting (the "relevant general meeting") transfers more than one half of the total number of Shares that he held either at the time of the relevant general meeting or during the book closed period of the relevant general meeting, his appointment as a Director shall become null and void.

29 Proceedings of Directors

- 29.1 The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be over one half of the total number of Directors elected. If the number of Directors is less than five (5) persons due to the vacation of Director(s) for any reason, the Company shall hold an election of Director(s) at the next following general meeting. When the number of vacancies in the board of Directors of the Company is equal to one third of the total number of Directors elected, the board of Directors shall hold, within sixty days, a general meeting of Members to elect succeeding Directors to fill the vacancies.
- 29.2 Unless otherwise permitted by the Applicable Public Company Rules, if the number of Independent Directors is less than three persons due to the vacation of Independent Directors for any reason, the Company shall hold an election of Independent Directors at the next following general meeting. Unless otherwise permitted by the Applicable Public Company Rules, if all of the Independent Directors are vacated, the board of Directors shall hold, within sixty days, a general meeting to elect succeeding Independent Directors to fill the vacancies.
- 29.3 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. Any motions shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote.
- 29.4 A person may participate in a meeting of the Directors or committee of Directors by video conference. Participation by a person in a meeting in this manner is treated as presence in person at that meeting. The time and place for a meeting of the Directors or committee of Directors shall be at the office of the Company and during business hours or at a place and time convenient to the Directors and suitable for holding such meeting.
- 29.5 A Director may, or other officer of the Company authorized by a Director shall, call a meeting of the Directors by at least seven days' notice in writing (which may be a notice delivered by facsimile transmission or electronic mail) to every Director which notice shall set forth the general nature of the business to be considered. In the event of an urgent situation, a meeting of Directors may be held at any time after notice has been given in accordance with the Applicable Public Company Rules.
- 29.6 The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Articles as the necessary

quorum of Directors, the continuing Directors or Director may act for the purpose of summoning a general meeting of the Company, but for no other purpose.

- 29.7 The Directors shall, by a resolution, establish rules governing the procedure of meeting(s) of the Directors and report such rules to a meeting of Members, and such rules shall be in accordance with the Articles and the Applicable Public Company Rules.
- 29.8 All acts done by any meeting of the Directors or of a committee of Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the election of any Director, or that they or any of them were disqualified, be as valid as if every such person had been duly elected and qualified to be a Director as the case may be.
- 29.9 A Director may be represented at any meetings of the board of Directors by a proxy appointed in writing by him. The proxy shall count towards the quorum and the vote of the proxy shall for all purposes be deemed to be that of the appointing Director.

30 Directors' Interests

- 30.1 A Director may hold any other office or place of profit under the Company in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Directors may determine.
- 30.2 The Directors may be paid remuneration only in cash. The amount of such remuneration shall be determined by the Directors and take into account the extent and value of the services provided for the management of the Corporation and the standards of the industry within the R.O.C. and overseas. The Directors shall also be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors, or general meetings of the Company, or separate meetings of the holders of any class of Shares or debentures of the Company, or otherwise in connection with the business of the Company, or to receive salaries in respect of their service as Directors as may be recommended by the compensation committee and determined by the Directors, or a combination partly of one such method and partly another, provided that any such determination shall be in accordance with the Applicable Public Company Rules.
- 30.3 Unless prohibited by the Statute or by the Applicable Public Company Rules, a Director may himself or through his firm act in a professional capacity on behalf of the Company and he or his firm shall be entitled to such remuneration for professional services as if he were not a Director.
- 30.4 A Director who engages in conduct either for himself or on behalf of another person within the scope of the Company's business, shall disclose to Members, at a general meeting prior to such conduct, a summary of the major elements of such interest and obtain the ratification of the Members at such general meeting by a Supermajority Resolution vote. In case a Director engages in business conduct for himself or on behalf of another person in violation of this provision, the Members may, by an Ordinary Resolution, require the disgorgement of any and all earnings derived from such act, except when at least one year has lapsed since the realization of such associated earnings.
- 30.5 Notwithstanding anything to the contrary contained in this Article 30, a Director who has a personal interest in the matter under discussion at a meeting of the Directors, which may conflict with the interest of the Company, shall disclose to the meeting his or her interest and the material information of such interest, and shall not vote nor exercise voting rights on behalf of another

Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting.

31 Minutes

The Directors shall cause minutes to be made in books kept for the purpose of all appointments of officers made by the Directors, all proceedings at meetings of the Company or the holders of any class of Shares and of the Directors, and of committees of Directors including the names of the Directors present at each meeting.

32 Delegation of Directors' Powers

- 32.1 Subject to the Applicable Public Company Rules, the Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him provided that the appointment of a managing director shall be revoked forthwith if he ceases to be a Director. Any such delegation may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee of Directors shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.
- 32.2 The Directors may establish any committees or appoint any person to be a manager or agent for managing the affairs of the Company and may appoint any person to be a member of such committees. Any such appointment may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of any such committee shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.
- 32.3 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company on such conditions as the Directors may determine, provided that the delegation is not to the exclusion of their own powers and may be revoked by the Directors at any time.
- 32.4 The Directors may by power of attorney or otherwise appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or authorised signatory of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney or other appointment may contain such provisions for the protection and convenience of persons dealing with any such attorneys or authorised signatories as the Directors may think fit and may also authorise any such attorney or authorised signatory to delegate all or any of the powers, authorities and discretions vested in him.
- 32.5 The Directors shall appoint a chairman and may appoint such other officers as they consider necessary on such terms, at such remuneration and to perform such duties, and subject to such provisions as to disqualification and removal as the Directors may think fit. Unless otherwise specified in the terms of his appointment an officer may be removed by resolution of the Directors.

32.6 Notwithstanding anything to the contrary contained in this Article 32, unless otherwise permitted by the Applicable Public Company Rules, the Directors shall establish an audit committee comprised of all of the Independent Directors, one of whom shall be the chairman, and at least one of whom shall have accounting or financial expertise to the extent required by the Applicable Public Company Rules. A resolution of the audit committee shall be passed by one-half or more of all members of such committee. The rules and procedures of the audit committee shall be in accordance with policies proposed by the members of the audit committee and passed by the Directors from time to time, which shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and the instruction of the FSC or TWSE, if any. The Directors shall, by a resolution, adopt a charter for the audit committee in accordance with these Articles and the Applicable Public Company Rules.

32.7 Any of the following matters of the Company shall require the consent of one-half or more of all audit committee members and be submitted to the board of Directors for resolution:

- (a) Adoption or amendment of an internal control system of the Company;
- (b) Assessment of the effectiveness of the internal control system;
- (c) Adoption or amendment of handling procedures for significant financial or operational actions, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees on behalf of others;
- (d) A matter where a Director has a personal interest;
- (e) A material asset or derivatives transaction;
- (f) A material monetary loan, endorsement, or provision of guarantee;
- (g) The offering, issuance, or Private Placement of any equity-type securities;
- (h) The hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
- (i) The appointment or removal of a financial, accounting, or internal auditing officer;
- (j) Annual and semi-annual financial reports;
- (k) Any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.

Except for item (j) above, any matter under subparagraphs (a) through (k) of the preceding paragraph that has not been approved with the consent of one-half or more of the audit committee members may be undertaken only upon the approval of two-thirds or more of all Directors, without regard to the restrictions of the preceding paragraph, and the resolution of the audit committee shall be recorded in the minutes of the Directors meeting.

32.8 The Directors shall establish a remuneration committee in accordance with the Applicable Public Company Rules. The number of members of the remuneration committee, professional qualifications, restrictions on shareholdings and position that a member of the remuneration committee may concurrently hold, and assessment of independence with respect to the members

of the remuneration committee shall comply with the Applicable Public Company Rules. The remuneration committee shall comprise of no less than three members, one of which shall be appointed as chairman of the remuneration committee. The rules and procedures for convening any meeting of the remuneration committee shall comply with policies proposed by the members of the remuneration committee and approved by the Directors from time to time, provided that the rules and procedures approved by the Directors shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and any directions of the FSC or TWSE. The Directors shall, by a resolution, adopt a charter for the remuneration committee in accordance with these Articles and the Applicable Public Company Rules.

- 32.9 The remuneration referred in the preceding Article shall include the compensation, salary, stock options and other incentive payment to the Directors and managers of the Company. Unless otherwise specified by the Applicable Public Company Rules, the managers of the Company for the purposes of this Article 32.9 shall mean executive officers of the Company with the rank of Vice President or higher and have the powers to make decisions for the Company.

33 Seal

- 33.1 The Company may, if the Directors so determine, have a Seal. The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors. The use of Seal shall be in accordance with the use of Seal policy adopted by the Directors from time to time.
- 33.2 The Company may have for use in any place or places outside the Cayman Islands a duplicate Seal or Seals, each of which shall be a facsimile of the common Seal of the Company and kept under the custody of a person appointed by the Directors, and if the Directors so determine, with the addition on its face of the name of every place where it is to be used.
- 33.3 A person authorized by the Directors may affix the Seal over his signature alone to any document of the Company required to be authenticated by him under seal or to be filed with the Registrar of Companies in the Cayman Islands or elsewhere wheresoever.

34 Dividends, Distributions and Reserve

- 34.1 The Company shall set aside not less than 1%, but no more than 10%, of its annual profits as bonus to employees of the Company and set side no more than 3% of its annual profits as bonus to Directors, provided however that the Company shall first offset its losses in previous years that have not been previously offset. The distribution of bonus to employees may be made by way of cash or Shares, which may be distributed under an incentive programme approved pursuant to Article 11.1 above. The employees under Article 34.1 may include certain employees of the Subsidiaries who meet the conditions prescribed by the Company. The distribution of bonus to employees and to Directors shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and shall be reported to the Members at the general meeting. A Director who also serves as an executive officer of the Company and/or its Subsidiaries may receive a bonus in his capacity as a Director and a bonus in his capacity as an employee.
- 34.2 The Company may distribute profits in accordance with a proposal for distribution of profits prepared by the Directors and approved by the Members by an Ordinary Resolution at any general meeting. The Directors shall prepare such proposal as follows: the proposal shall begin with the Company's Annual Net Income and offset its losses in previous years that have not been

previously offset, then set aside a legal capital reserve at 10% of the profits left over, until the accumulated legal capital reserve has equalled the total capital of the Company; then set aside a special capital reserve or reversal, if one is required, in accordance with the Applicable Public Company Rules or as requested by the authorities in charge. Any balance left over may be distributed as Dividends (including cash dividends or stock dividends) in accordance with the Statute and the Applicable Public Company Rules and after taking into consideration financial, business and operational factors with the amount of profits distributed to Members not lower than 10% of profits (after tax) of the then current year and the amount of cash dividends distributed thereupon shall not be less than 10% of the profits proposed to be distributed of the then current year.

- 34.3 Subject to the Statute and this Article, the Directors may declare Dividends and distributions on Shares in issue and authorise payment of the Dividends or distributions out of the funds of the Company lawfully available therefor. No Dividend or distribution shall be paid except out of the realised or unrealised profits of the Company, or out of the share premium account or as otherwise permitted by the Statute.
- 34.4 Except as otherwise provided by the rights attached to Shares, all Dividends shall be declared and paid in proportion to the number of Shares that a Member holds. If any Share is issued on terms providing that it shall rank for Dividend as from a particular date that Share shall rank for Dividend accordingly.
- 34.5 The Directors may deduct from any Dividend or distribution payable to any Member all sums of money (if any) then payable by him to the Company on any account.
- 34.6 The Directors may, after obtaining an Ordinary Resolution, declare that any distribution other than a Dividend be paid wholly or partly by the distribution of specific assets and in particular of shares, debentures, or securities of any other company or in any one or more of such ways and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the basis of the value so fixed in order to adjust the rights of all Members and may vest any such specific assets in trustees as may seem expedient to the Directors.
- 34.7 Any Dividend, distribution, interest or other monies payable in cash in respect of Shares may be paid by wire transfer to the holder or by cheque or warrant sent through the post directed to the registered address of the holder. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- 34.8 No Dividend or distribution shall bear interest against the Company.
- 34.9 Any Dividend which cannot be paid to a Member and/or which remains unclaimed after six months from the date of declaration of such Dividend may, in the discretion of the Directors, be paid into a separate account in the Company's name, provided that the Company shall not be constituted as a trustee in respect of that account and the Dividend shall remain as a debt due to the Member. Any Dividend which remains unclaimed after a period of six years from the date of declaration of such Dividend shall be forfeited and shall revert to the Company.

35 Capitalisation

Subject to Article 14.2(d), the Directors may capitalise any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum standing to the credit of profit and loss account or otherwise available for distribution and to appropriate such sum to Members in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid. In such event the Directors shall do all acts and things required to give effect to such capitalisation, with full power to the Directors to make such provisions as they think fit such that Shares shall not become distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all of the Members interested into an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

36 Tender Offer

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

1. The types and amount of the Shares held by the Directors and the Members holding more than 10% of the outstanding Shares in its own name or in the name of other persons.
2. Recommendations to the Members on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefor.
3. 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.
4. The types, numbers and amount of the Shares of the tender offeror or its affiliates held by the Directors and the Members holding more than 10% of the outstanding Shares held in its own name or in the name of other persons.

37 Books of Account

- 37.1 The Directors shall cause proper books of account to be kept with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt or expenditure takes place, all sales and purchases of goods by the Company and the assets and liabilities of the Company. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
- 37.2 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book or document of the

Company except as conferred by Statute or authorised by the Directors or by the Company in general meeting.

- 37.3 The Directors may from time to time cause to be prepared and to be laid before the Company in general meeting profit and loss accounts, balance sheets, group accounts (if any) and such other reports and accounts as may be required by law.
- 37.4 Minutes and written records of all meetings of Directors, any committees of Directors, and any general meeting shall be made in the Chinese language with an English translation. In the event of any inconsistency between the Chinese language version and the relevant English translation, the Chinese language version shall prevail, except in the case where a resolution is required to be filed with the Registrar of Companies of Cayman Islands, in which case the English language version shall prevail.
- 37.5 The instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with the Articles and relevant rules and regulations shall be kept for at least one year. However, if a Member institutes a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information mentioned herein, they shall be kept until the conclusion of the litigation if longer than one year.

38 Notices

- 38.1 Notices shall be in writing and may be given by the Company to any Member either personally or by sending it by courier, post, cable, telex, or e-mail to him or to his address as shown in the Register of Members (or where the notice is given by e-mail by sending it to the e-mail address provided by such Member). Any notice, if posted from one country to another, is to be sent by airmail.
- 38.2 Where a notice is sent by courier, service of the notice shall be deemed to be effected by delivery of the notice to a courier company, and shall be deemed to have been received on the third day (not including Saturdays or Sundays or public holidays) following the day on which the notice was delivered to the courier. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre paying and posting a letter containing the notice, and shall be deemed to have been received on the fifth day (not including Saturdays or Sundays or public holidays) following the day on which the notice was posted. Where a notice is sent by cable, or telex, service of the notice shall be deemed to be effected by properly addressing and sending such notice and shall be deemed to have been received on the same day that it was transmitted. Where a notice is given by e-mail service shall be deemed to be effected by transmitting the e-mail to the e-mail address provided by the intended recipient and shall be deemed to have been received on the same day that it was sent, and it shall not be necessary for the receipt of the e-mail to be acknowledged by the recipient.
- 38.3 A notice may be given by the Company to the person or persons which the Company has been advised are entitled to a Share or Shares in consequence of the death or bankruptcy of a Member in the same manner as other notices which are required to be given under the Articles and shall be addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description at the address supplied for that purpose by the persons claiming to be so entitled, or at the option of the Company by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

38.4 Notice of every general meeting shall be given in any manner hereinbefore authorised to every person shown as a Member in the Register of Members on the record date for such meeting and every person upon whom the ownership of a Share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member of record where the Member of record but for his death or bankruptcy would be entitled to receive notice of the meeting, and no other person shall be entitled to receive notices of general meetings.

39 Winding Up

39.1 If the Company shall be wound up, and the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the number of the Shares held by them at the commencement of the winding up subject to a deduction from those Shares in respect of which there are monies due, of all monies payable to the Company. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

39.2 If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Statute and in compliance with the Applicable Public Company Rules, divide amongst the Members in proportion to the number of Shares they hold the whole or any part of the assets of the Company in kind (whether they shall consist of property of the same kind or not) and may for that purpose value any assets and determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any asset upon which there is a liability.

40 Financial Year

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

41 Transfer by way of Continuation

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

42 Litigation and Non-Litigation Agent in the R.O.C.

Subject to the provisions of the Statute, the Company shall, by a resolution of the Directors, appoint or remove a natural person domiciled or resident in the territory of the R.O.C. to be its litigation and non-litigation agent in the R.O.C., pursuant to the Applicable Public Company Rules, and under which the litigation and non-litigation agent shall be the responsible person of the Company in the R.O.C. The Company shall report such appointment and any change thereof to the competent authorities in the R.O.C. pursuant to the Applicable Public Company Rules.

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(此中譯本僅供參考之用，其內容應以英文版為準)

**開曼群島公司法 (2013 年修訂版)
股份有限公司**

第六次修訂和重述章程大綱和章程

BIZLINK HOLDING INC.

—2000 年 6 月 1 日成立—

(經 2016 年 6 月 15 日特別決議通過)

開曼群島公司法（2013年修訂版）

股份有限公司

修訂和重述章程大綱

BIZLINK HOLDING INC.

（經 2016 年 6 月 15 日特別決議通過）

- 1 公司名稱為 BIZLINK HOLDING INC.。
- 2 公司註冊處所為開曼群島 Grand Cayman 之 Corporate Filing Services Ltd.，位於 4th Floor, Harbour Centre, P.O. Box 613, George Town，Grand Cayman，Cayman Islands，British West Indie，或董事會日後決議之其他地點。
- 3 公司設立之目的未受限制，公司有權從事未受《公司法》（2013 年修訂版）及其日後修正之版本或任何其他開曼群島法律所禁止的任何目的。
- 4 各股東對公司之義務限於繳清其未繳納之股款。
- 5 公司授權資本額是新台幣 5,000,000,000 元，劃分為 500,000,000 股，每股面額為新台幣 10 元，根據《公司法》（2013 年修訂版）及其日後修正之版本和公司章程，公司有權贖回或買回任何股份，分割或合併任何股份（惟於公司之股份於證交所上市期間，其面額不得低於新台幣 10 元），及就資本之一部或全部發行，無論是否有優先權、特別之權利、遞延權或其他任何條件或限制等，並且，除另有明文規定外，每次股份（無論為普通股、特別股或其他）發行之條件應受前述公司權力之限制。
- 6 公司有權依開曼群島外之其他準據法登記為股份有限公司而繼續存續，並註銷在開曼群島之登記。
- 7 本章程大綱中未定義的專有名詞應與公司章程中的定義一致。

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開曼群島公司法（2013年修訂版）

股份有限公司

修訂和重述章程

BIZLINK HOLDING INC.

（經 2016 年 6 月 15 日特別決議通過）

1 解釋

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

「 公開發行公司法令 」	指影響公開發行公司或任何在臺灣證券交易市場上市櫃的公司的中華民國法律、規則和規章，包括但不限於《公司法》、《證券交易法》、《企業併購法》等相關規定，經濟部發布的規章制度、金管會發布的規章制度，或臺灣證券交易所股份有限公司（以下簡稱「證交所」）發布的規章制度和臺灣地區與大陸地區人民關係條例及其相關規範等。
「 年度淨利 」	係指依各該年度公司經查核簽證之年度淨利。
「 章程 」	指公司章程。
「 公司 」	指 BIZLINK HOLDING INC.。
「 董事 」	指公司當時的董事（為明確起見，包括任一及所有獨立董事）。
「 股利 」	包括期中股利。
「 電子記錄 」	與《電子交易法》中的定義相同。
「 電子交易法 」	指開曼群島的《電子交易法》（2003年修訂版）。
「 金管會 」	指中華民國行政院金融監督管理委員會。

「獨立董事」	指為符合當時有效之公開發行公司法令而經股東會選舉為「獨立董事」的董事。
「公開資訊觀測站」	指金管會指定之網際網路資訊申報系統。
「股東」	與法令中的定義相同。
「章程大綱」	指公司章程大綱。
「合併」	指(i)參與合併之公司全部消滅，由新成立之公司概括承受消滅公司之全部權利義務；或(ii)參與合併之其中一公司存續，由存續公司概括承受消滅公司之全部權利義務，並以存續或新設公司之股份、或其他公司之股份、現金或其他財產作為對價之行為。
「普通決議」	指在股東會上有權投票的股東，親自或在允許代理的情況下透過代理，以簡單多數決通過的決議。
「私募」	指由公司或經其授權之人挑選或同意之特定投資人認購公司之股份、選擇權、認股權憑證、附認股權公司債、附認股權特別股或其他有價證券。但不包括依據第 11 條所為之員工激勵計畫或股份認購協議、認股權憑證、選擇權或發行之股份。
「股東名冊」	指依法令維持的股東名冊登記。除法令另有規定外，包括股東名冊登記的任何副本。
「註冊處所」	指公司目前註冊處所。
「中華民國」	指中華民國。
「印章」	指公司的一般圖章，包括複製的印章。
「股份」	指公司股份。
「股票」	指表彰股份之憑證。
「徵求人」	指依公開發行公司法令徵求任何其他股東之委託書以被該股東指派為代理人代理參加股東會並於股東會上行使表決權之股東、經股東委託之信託事業或股務代理機構。
「特別決議」	指經有權於該股東會行使表決權之股東表決權數三分之二

以上同意之決議。該股東得親自行使表決權或委託經充分授權之代理人（如允許委託代理人，須於股東會召集通知中載明該特別決議係特別決議）代為行使表決權。

- 「分割」 係指一公司將其得獨立營運之任一或全部之營業讓與既存或新設之他公司，作為既存或新設之受讓公司發行新股予為轉讓之該公司或該公司股東對價之行為。
- 「法令」 指開曼群島《公司法》（2013年修訂版）。
- 「從屬公司」 指(i)公司持有其已發行有表決權之股份總數或資本總額超過半數之公司；或(ii)公司、其從屬公司及控制公司直接或間接持有其已發行有表決權之股份總數或資本總額合計超過半數之公司。
- 「特別（重度）決議」 指(i)由代表公司已發行股份總數三分之二或以上之股東（包括股東委託代理人）出席股東會，出席股東表決權過半數同意通過的決議，或(ii)若出席股東會的股東代表股份總數雖未達公司已發行股份總數三分之二，但超過公司已發行股份總數之半數時，由出席股東表決權三分之二或以上之同意通過的決議。
- 「集保結算所」 指臺灣集中保管結算所股份有限公司。
- 「庫藏股」 指依據法令登記於公司名下之庫藏股。
- 「證交所」 指臺灣證券交易所股份有限公司。

1.2 在本章程中：

- (a) 單數詞語包括複數含義，反之亦然；
- (b) 陽性詞語包括陰性含義；
- (c) 表述個人的單詞包括公司含義；
- (d) 「書面」和「以書面形式」包括所有以可視形式呈現的重述或複製之文字模式，包括以電子記錄形式；
- (e) 所提及任何法律或規章的規定應理解為包括該規定的修正、修改、重新制定或替代規定；

- (f) 帶有「包括」、「尤其」或任何類似之表達語句應理解為僅具有說明性質，不應限制其所描述之詞語的意義；
- (g) 標題僅作參考，在解釋這些條款之意義時應予忽略；
- (h) 《電子交易法》的第 8 部分不適用於本章程。

2 營業開始

- 2.1 公司設立後，得於董事會認為適當之時點開始營業。
- 2.2 董事會得以公司資本或任何其他公司之款項支付因公司成立和設立而生之所有費用，包括登記費用。

3 股份發行

- 3.1 根據法令、章程大綱、章程和公開發行公司法令（以及股東會上公司可能給予的任何指示）的相關規定（如有），在不損害現有股份所附屬權利的情況下，董事會可以在其認為適當的時間、按其認為適當的條件、向其所認為適當的人分配、發行、授與認股權或以其他方式處分股份，無論該股份是否有優先權、遞延權或其他權利或限制，無論是關於股利、表決權、資本返還或其他方面的內容。公司有權贖回或買回任何股份、分割或合併任何股份（惟於公司之股份於證交所上市期間，其面額不得低於新台幣 10 元），及就其資本之一部或全部發行，無論是否有優先權、特別之權利、遞延權或其他任何條件或限制等，並且，除另有明文規定外，每次股份（無論為普通股、特別股或其他）發行之條件應受前述公司權力之限制。
- 3.2 公司不得發行無記名股票。
- 3.3 公司不得發行任何未繳納股款或繳納部分股款之股份。

4 股東名冊

- 4.1 董事會應在其所認為適當之處所備置一份股東名冊，惟如董事會對放置地點無決議時，股東名冊應放置在註冊處所。
- 4.2 如果董事會認為必要或適當，公司得於開曼群島境內或境外董事會認為適當之處所備置一份或數份股東分冊。股東總名冊和分冊應一同被視為本章程所稱之股東名冊。
- 4.3 股份在證交所交易時，該上市股份得依照其所適用之法律及證交所規定證明及轉讓所有權。本公司就股東名冊得按照法令第 40 條之規定記載股份詳細情況並加以保管，惟如上市股份適用之法律及證交所相關規定對記載格式另有規定者，從其規定。

5 股東名冊停止過戶或認定基準日

- 5.1 為決定有權獲得股東會或股東會延會通知之股東，或有權在股東會或股東會延會投票之股東，或有權獲得股利之股東或為其他目的而需決定股東名單者，董事會應決定股東名冊之停止過戶期間，且該停止過戶期間不應少於公開發行公司法令規定之最短期間。
- 5.2 於依第 5.1 條之限制下，除股東名冊變更之停止外，或為取代股東名冊變更之停止，董事會為決定有權獲得股東會通知，或有權在股東會或股東會延會投票之股東名單，或為決定有權獲得股利或為任何其他目的而需決定股東名單時，得預先或延後指定一特定日作為基準日。董事會依本 5.2 條規定指定基準日時，董事會應依公開發行公司法令透過公開資訊觀測站公告該基準日。
- 5.3 有關執行股東名冊停止過戶期間的規則和程序，包括向股東發出有關停止變更期間的通知，應遵照董事會通過的政策（董事會可能隨時變更之），該相關政策應符合法令、章程大綱、章程及公開發行公司法令的規定。

6 股票

- 6.1 除法令另有規定外，公司發行之股份應以無實體發行，並依公開發行公司法令洽集保結算所登錄發行股份之相關資料。僅於董事會決議印製股票時，股東始有權獲得股票。股票（如有）應根據董事會決定之格式製作。股票應由董事會授權的一名或多名董事簽署。董事會得授權以機械程序簽發有權簽名的股票。所有股票應連續編號或以其他方式識別之，並註明其所表彰的股份。為轉讓之目的繳交公司的股票應依本章程規定予以註銷。於繳交並註銷與所表彰股份相同編號的舊股票之前，不得簽發新股票。
- 6.2 若董事會依第 6.1 條之規定決議印製股票時，公司應於依法令、章程大綱、章程及公開發行公司法令得發行股票之日起三十日內，對認股人或應募人交付股票，並應依公開發行公司法令於交付股票前公告之。
- 6.3 股份不得登記為超過一位股東名下。
- 6.4 若股票經塗污、磨損、遺失或損壞，得提出證據證明、賠償並支付公司在調查證據過程中所產生之合理費用以換發新股票，該相關費用由董事會定之，並（在塗污或磨損的情況下）於交付舊股票時支付之。

7 特別股

- 7.1 經三分之二以上董事之出席及出席董事過半數通過之決議及股東會之特別決議，公司得發行較公司發行的普通股有優先權利的股份（下稱「特別股」）。
- 7.2 在依第 7.1 條發行特別股之前，公司應修改章程並在章程中明定特別股的權利和義務，包括但不限於下列內容，而且特別股之權利及義務將不抵觸公開發行公司法令有關於特別股權利及義務之強制規定，變更特別股之權利時亦同：
- (1) 特別股分派股息及紅利之順序、定額或定率；
 - (2) 特別股分派公司剩餘財產之順序、定額或定率；
 - (3) 特別股股東行使表決權之順序或限制（包括無表決權等）；
 - (4) 與特別股權利義務有關的其他事項；
 - (5) 公司被授權或被強制要購回特別股時，其贖回之方法；於不適用贖回權時，其聲明。

8 發行新股

- 8.1 公司發行新股，應經董事會三分之二以上董事之出席及出席董事過半數之同意。新股份之發行應限於公司之授權資本額內為之。
- 8.2 除股東於股東會另以普通決議為不同決議外，公司現金增資發行新股時，應公告及通知各股東其有優先認購權，得按照原有股份比例儘先分認。於決議發行新股之同一股東會，股東並得決議放棄優先認購權。公司應於前開公告中聲明，如股東未依指定之期限依原有股份比例認購新發行之股份者，則應視為喪失其優先認購權。在不違反第 6.3 條之規定下，如原有股東持有股份按比例不足以行使優先認購權認購一股新股者，數股東得依公開發行公司法令合併共同認購或歸併一人認購；如新發行之股份未經原有股東於指定期限內認購完畢者，公司得依公開發行公司法令將未經認購之新股於中華民國公開發行或洽由特定人認購之。
- 8.3 公司於中華民國境內辦理現金增資發行新股時，除董事會依據公開發行公司法令及/或金管會或證交所之指示而為公司無須或不適宜對外公開發行之決定外，應提撥發行新股總額之百分之十，在中華民國境內對外公開發行，但股東會另有較高提撥比率之決議者，從其決議。
- 8.4 股東之新股認購權得獨立於該股份而轉讓。新股認購權轉讓之規則和程序應依據公司制定的政策，且相關政策應符合法令、章程大綱、章程及公開發行公司法令。

- 8.5 第 8.2 條規定的股東優先認購權，在因下列原因或目的而發行新股時不適用：(a)與他公司合併，公司分割或公司重整有關；(b)與公司履行其認股權憑證及／或認股權契約之義務有關，包括第 11 條所提及者；(c)與公司履行可轉換公司債或附認股權公司債之義務有關；(d)與公司履行附認股權特別股之義務有關；(e)與私募有關；或(f)依據第 8.7 條所發行之限制性股份。
- 8.6 通知股東行使優先認購權的期間及其他規則和程序、實行方式，應依董事會所訂之政策制定，該相關政策應符合法令、章程大綱、章程及公開發行公司法令。
- 8.7 公司得以股東會特別（重度）決議發行予員工限制權利之新股（下稱「**限制性股份**」），第 8.2 條規定於發行限制性股份時不適用之。限制性股份之發行條款，包括其發行數量、發行價格及發行條件等應遵循公開發行公司法令之規定。
- 8.8 於不違反法令規定下，公司得以有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意辦理私募，其對象、有價證券種類、價格訂定及有價證券之轉讓限制等事項，應遵循公開發行公司法令。

9 股份轉讓

- 9.1 於不違反法令及公開發行公司法令之規定下，公司發行的股份應得自由轉讓。
- 9.2 於不違反章程及公開發行公司法令之規定下，股東得以簽署轉讓文件之方式轉讓股份。
- 9.3 於受讓人的名稱登記於公司股東名冊之前，讓與人應被視為股份持有者。
- 9.4 無論第 9.2 條之規定，於證交所交易股份之轉讓，在不違反公開發行公司法令的情況，董事會得以決議通過依證交所採用的有價證券轉讓方式為之。

10 股份買回

- 10.1 於不違反法令、章程大綱及章程之情況下，公司得依據公開發行公司法令之規定，經董事會三分之二以上董事之出席及出席董事過半數決議買回於證交所掛牌之股份。公司如決議依據章程買回於證交所掛牌之任何股份，該董事會決議及其執行情形，應依據公開發行公司法令於最近一次之股東會向股東報告，該報告義務於公司因故未執行買回計畫時，亦同。
- 10.2 公司得以依法令及公開發行公司法令允許之任何方式，支付其買回股份之股款。

- 10.3 董事會得於依據第 10.1 條買回或贖回任何股份前決定該股份應作為庫藏股持有之。
- 10.4 在不違反法令、章程或公開發行公司法令之情形下，董事得決定註銷庫藏股或按其認為合理條件下轉讓庫藏股（包括但不限於無償）予員工。
- 10.5 縱有第 10.4 條之規定，如公司買回任何於證交所掛牌之股份，並作為庫藏股持有之（下稱「**買回庫藏股**」），任何將買回庫藏股以低於實際買回股份之平均價格（下稱「**平均買回價格**」）轉讓予員工之提議，應經最近一次股東會有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意，並應於該次股東會召集事由中依公開發行公司法令列舉說明，且不得以臨時動議提出。
- 10.6 依據第 10.5 條買回而轉讓予員工之庫藏股總數，於轉讓任何庫藏股之日累計不得超過公司已發行股份總數之百分之五，且累計轉讓予單一員工之庫藏股總數於轉讓予該員工任何庫藏股之日，累計不得超過公司已發行股份總數之千分之五。公司並得限制員工在不得超過二年之期間內不得轉讓該股份。
- 10.7 縱有第 10.1 條至 10.6 條之規定，在不違反法令及公開發行公司法令之情形下，公司得經股東會普通決議強制贖回或買回公司股份並註銷，惟該贖回或買回除法令或公開發行公司法令另有規定外，應依股東所持股份比例為之。就該贖回或買回之給付（如有）應經通過該贖回或買回之普通決議，以現金或公司特定財產之分配為之，惟(a)相關股份於贖回或買回時將被註銷且不會作為公司之庫藏股，且(b)於以現金以外之財產分配予股東時，其類型、價值及抵充數額應(i)於股東會決議前經中華民國會計師查核簽證，及(ii)經該收受財產股東之同意。

11 員工激勵計畫

- 11.1 公司得經董事會以三分之二以上董事之出席及出席董事過半數同意之決議，通過一個以上之激勵措施並得發行股份或選擇權、認股權憑證或其他類似之工具給公司及從屬公司之員工。規範此等激勵計畫之規則及程序應與董事會所制訂之政策一致，並應符合法令、章程大綱、章程及公開發行公司法令。
- 11.2 依前述第 11.1 條發行之選擇權、認股權憑證或其他類似之工具不得轉讓，但因繼承者不在此限。
- 11.3 公司得依上開第 11.1 條所定之激勵計畫，與其員工及從屬公司之員工簽訂認股權契約，約定於一定期間內，員工得認購特定數量的公司股份。此等契約之條款對相關員工之限制不得低於其所適用之激勵措施所載條件。

- 11.4 公司及其從屬公司之董事非本章程第 11 條所訂員工激勵計畫之對象，但倘董事亦為公司或其從屬公司之員工，該董事得基於員工身分（而非董事身分）參與員工激勵計畫。

12 股份權利變更

- 12.1 無論公司是否處於清算程序，在任何時候，如果公司資本被劃分為不同種類的股份，則需經該類股份持有人之股東會特別決議始可變更該類股份所附屬之權利，但該類股份發行條件另有規定者不在此限。縱有前述規定，如果章程的任何修改或變更損害任一種類股份的優先權，則該相關修改或變更應經特別決議通過，並應經該類股份股東個別之股東會的特別決議通過。
- 12.2 章程中與股東會有關的規定應適用於每一相同種類股份持有人的會議。
- 12.3 股份持有人持有發行時附有優先權或其他權利之股份者，其權利不因創設或發行與其股份順位相同之其他股份而被視同變更，但該類股份發行條件另有明確規定者，不在此限。

13 股份移轉

- 13.1 股東死亡時，若該股份為共同持有者，其他尚生存之共同持有人，或該股份為單獨持有者，其法定代理人，為公司所認定唯一有權享有股份權益之人。死亡股東之財產就其所共有之股份所生之義務不因死亡而免除。
- 13.2 因股東死亡、破產、清算、解散或者因轉讓之外的任何其他情形而對股份享有權利的人，應以書面通知公司，且在董事會所可能要求的相關證據提出後，得寄發書面通知，選擇成為該相關股份之持有人或指定特定人成為該股份之持有人。

14 章程大綱和章程的修改和資本變更

- 14.1 在不違反法令或章程就應經股東會普通決議處理事項之規定的情形下，公司應以特別決議為下列事項：
- (a) 變更其名稱；
 - (b) 修改或增加章程；

- (c) 修改或增加章程大綱有關目的、權力或其他特別載明的事項；
- (d) 減少其資本及資本贖回準備金；及
- (e) 根據公司股東會決議之數額增加授權資本額或註銷任何在決議通過之日尚未為任何人取得或同意取得的股份。但於變更授權資本額之情形，公司亦應於股東會取得章程之修改以反映該項變更。

14.2 在不違反法令或公開發行公司法令的情形下，公司非經特別（重度）決議不得為下列事項：

- (a) 出售、讓與或出租公司全部營業或對股東權益有重大影響的其他事項；
- (b) 解任任何董事；
- (c) 許可一個或多個董事為其自身或他人為屬於公司營業範圍內的其他商業活動的行為；
- (d) 使可分配股利及/或紅利及/或其他依第 35 條所規定款項之資本化；
- (e) 合併、分割或私募，但符合法令定義之合併應同時符合法令規定之要求；；
- (f) 締結、變更或終止關於公司出租全部營業、委託經營或與他人經常共同經營之協議；
- (g) 讓與其全部或主要部分之營業或財產，但前述規定不適用於因公司解散所進行的轉讓；或
- (h) 取得或受讓他人的全部營業或財產而對公司營運有重大影響者。

14.3 在不違反法令、章程或公開發行公司法令所訂法定出席股份數門檻之規定下，有關公司解散之程序：

- (a) 如公司係因無法於其債務到期時清償而決議自願解散者，公司應以股東會普通決議行之；或
- (b) 如公司係因前述第 14.3 條(a)款以外之事由而決議自願解散者，公司應以特別決議行之。

15 註冊處所

在不違反法令規定之情形下，公司得通過董事會決議變更其註冊處所之地點。

16 股東會

- 16.1 除年度股東常會外之所有股東會，應稱為股東臨時會。
- 16.2 公司應於每一會計年度終了後六個月內召開一次股東會作為年度股東常會，並應在股東會召集通知中詳細說明。在這些會議上董事會應作相關報告（如有）。
- 16.3 公司應每年舉行一次年度股東常會。
- 16.4 股東會應於董事會指定之時間及地點召開，惟除法令或本條另有規定外，股東會應於中華民國境內召開。如在中華民國境外召開股東會，相關程序及核准應依中華民國相關主管機關之規定辦理。於中華民國境外召開股東會時，公司應委任中華民國之專業股務代理機構，受理該等股東會行政事務（包括但不限於受理股東委託投票事宜）。
- 16.5 董事會得召集股東會，且於經股東請求時，應立即進行公司股東臨時會之召集。
- 16.6 前條股東請求是指在股東提出請求日持有不低於當時已發行股份總數百分之三的股份，並且持有該股份至少一年之股東所作出的請求。
- 16.7 前條股東之請求，必須以書面記明提議事項及理由，並由提出請求者簽名，交存於註冊處所，且得由格式相似的數份文件構成，每一份由一個或多個請求者簽名。
- 16.8 如董事會於股東提出請求日起十五天內未為股東臨時會召集之通知，則提出請求之股東得依據公開發行公司法令自行召集股東臨時會。

17 股東會通知

- 17.1 任何年度股東常會之召集，應至少於三十天前通知各股東，任何股東臨時會之召集，應至少於十五天前通知各股東。每一通知之發出日或視為發出日及送達日應不予計入。股東會通知應載明會議地點、日期、時間和召集事由，並應以下述方式發出，或經股東同意者，以電子方式發出，或以公司規定的其他方式發出。但如果經所有有權參加該股東會之股東（或其代理人）同意，則無論本章程所規定的通知是否已發出，也無論是否遵守章程有關股東會的規定，該公司股東會均應被視為已合法召集。
- 17.2 倘公司非因故意而漏向有權獲得通知之任一股東發出股東會通知，或其未收到股東會會議通知，該股東會會議之程序不因此而無效。
- 17.3 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。公司股東會採行書面行使表決權者，並應將前開資料及書面行使表決權用紙，併同寄送給股東。

- 17.4 董事會並應依公開發行公司法令準備股東會議事手冊和補充資料供股東索閱，並陳列於公司及其股務代理機構，且應於股東會現場發放，並應依公開發行公司法令所規定之期限傳送至公開資訊觀測站。
- 17.5 與(a)選舉或解任董事，(b)修改章程，(c)(i)解散、合併或分割，(ii)訂立、修改或終止關於出租公司全部營業，或委託經營，或與他人經常共同經營之契約，(iii)讓與公司全部或主要部分營業或財產，(iv)受讓他人全部營業或財產而對公司營運有重大影響者，(d)許可董事為其自己或他人從事公司營業範圍內事務的行為，(e)以發行新股方式分配公司全部或部分盈餘、法定公積及其他依第 35 條所規定款項之資本化，及(f)公司私募發行具股權性質之有價證券等有關的事項，應載明於股東會通知並說明其主要內容，且不得以臨時動議提出。
- 17.6 董事會應在公司之登記機構（如有適用）及公司位於中華民國境內之股務代理機構之辦公室備置公司章程、股東會議事錄、財務報表、股東名冊以及公司發行的公司債存根簿。股東得檢具利害關係證明文件，指定查閱範圍，隨時請求檢查、查閱或抄錄。
- 17.7 公司應依公開發行公司法令及法令之規定，將董事會準備的所有表冊，以及審計委員會準備之報告書（如有），備置於其登記機構（如有適用）及其位於中華民國境內之股務代理機構之辦公室。股東可隨時檢查及查閱前述文件，並可偕同其律師或會計師進行檢查及查閱。

18 股東會事項

- 18.1 除非出席股東代表股份數達到法定出席股份數，股東會不得為任何決議。除章程另有規定外，代表已發行股份總數過半數之股東親自或委託代理人出席，應構成股東會之法定權數。
- 18.2 董事會應根據公開發行公司法令之要求，提交其為年度股東常會所準備的營業報告書、財務報表及盈餘分派或虧損撥補之議案供股東承認或同意，經股東會承認或同意後，董事會應根據公開發行公司法令，將經承認的財務報表及其副本、公司盈餘分派或虧損撥補決議分發給每一股東或於公開資訊觀測站以公告為之。
- 18.3 除本章程另有明文規定及不違反公開發行公司法令之規定外，如果在指定為股東會會議之時間開始時出席股東代表股份數未達法定出席股份數，或者在股東會會議進行中出席股東代表股份數未達法定出席股份數者，主席得宣布延後開會，但其延後次數以二次為上限，且延後時間合計不得超過一小時。如股東會經延後二次開會但出席股東

代表股份數仍不足法定出席股份數時，主席應宣布該股東會流會。如仍有召集股東會之必要者，則應依章程規定重行召集一次新的股東會。

- 18.4 股東會如由董事會召集者，其主席應由董事長擔任之，董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人或所指定之代理人因故不能行使代理職權時，應由其他出席之董事互推一人代理之。股東會如由董事會以外之其他召集權人召集者，主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。
- 18.5 在會議上進行投票的決議應通過投票方式決定。在會議上進行投票的決議不得以舉手表決之方式決定之。在需要投票並計算多數決時，需注意章程授予每一股東的投票數。
- 18.6 在票數相同的情況下，主席均無權投下第二票或決定票。
- 18.7 章程任何內容不得妨礙任何股東向有管轄權之法院提起訴訟，以尋求與股東會召集程序之不當或不當通過決議有關的適當救濟，因前述事項所生之爭議應以臺灣臺北地方法院為第一審管轄法院。
- 18.8 除法令、章程大綱或章程另有明文規定外，任何於股東會上提出交由股東決議、同意、採行、確認者，應以普通決議為之。
- 18.9 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，得於由董事會制訂並經股東會普通決議同意之股東會議事規則所規定之範圍內，依該規則以書面向公司提出一項股東常會議案。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外提出者。

19 股東投票

- 19.1 在不影響其股份所附有之任何權利或限制下，每一親自出席或委託代理人出席之股東於進行表決時，就其所持有的每一股份均有一表決權。
- 19.2 除已在認定基準日被登記為股東，或者已繳納相關催繳股款或其他款項者外，任何人均無權在任何股東會或個別種類股份持有者的個別會議上行使表決權。
- 19.3 有表決權之股東對行使表決權者資格提出異議者，應提交主席處理，主席的決定具有終局決定性。

- 19.4 表決得親自進行或透過代理人進行。一股東僅得以一份委託書指定一個代理人出席會議並行使表決權。
- 19.5 持有超過一股以上的股東就任何決議應以相同方式行使其持有股份之表決權。惟股東係為他人持有股份時，股東得主張在不違反法令之範圍內依據公開發行公司法令分別行使表決權。
- 19.6 如股東會於中華民國召開者，董事會得決定股東於股東會之表決權得以書面投票或電子方式行使之。如股東會於中華民國境外召開者，股東行使表決權之方式應包括得採行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，行使表決權之方式應載明於寄發予股東之股東會通知，其以書面投票或電子方式行使表決權意思表示應於股東會開會二日前送達公司，意思表示有重複時，以最先送達者為準。以前述方式行使表決權的股東應被視為已指派股東會主席為其代理人，以書面文件或電子文件中指示方式在股東會中行使其股份之表決權。惟此種指派不應視為依公開發行公司法令之委託代理人。擔任代理人之主席無權就書面或電子文件中未提及或載明之任何事項而行使該等股東之表決權，亦不應就股東會中提案之任何原議案之修訂或任何臨時動議行使表決權。以此種方式行使表決權之股東應視為已拋棄其就該次股東會之臨時動議或原議案之修正之通知及表決權之權利。如股東會主席未依該等股東之指示代為行使表決權，則該股份數不得算入已出席股東之表決權數，惟應算入計算股東會最低出席人數時之股數。
- 19.7 倘股東依第 19.6 條之規定向公司送達其以書面或電子方式行使表決權之意思表示後，至遲得於股東會開會二日前，以與行使表決權相同之方式，另向公司送達其欲撤銷其之前行使表決權之意思表示，且該等撤銷構成依據第 19.6 條指派股東會主席為其代理人之意思表示之撤銷。倘股東依據第 19.6 條以書面或電子方式行使表決權之意思表示後，超過前述撤銷其意思表示之期限者，依據第 19.6 條視為指派股東會主席為其代理人之意思表示將無法撤銷，並應由主席在股東會中代為行使其股份之表決權。
- 19.8 倘股東已按第 19.6 條之規定指派主席為代理人透過書面投票或電子方式行使表決權者，仍以委託書委託其他代理人出席股東會者，則其後之委託其他代理人應視為已撤銷按第 19.6 條規定對於主席為代理人之指派。

20 代理

- 20.1 委託代理人之委託書應以書面為之，由委託人或其正式授權的被授權人書面簽署。如委託人為公司時，則由其正式授權的高級職員或被授權人進行簽署。代理人不需要是公司股東。
- 20.2 出席股東會委託書之取得，應受下列限制：

- (a) 委託書之取得不得以金錢或其他利益為交換條件。但代公司發放股東會紀念品或徵求人支付予代為處理徵求事務者之合理費用，不在此限。
 - (b) 委託書之取得不得以他人名義為之。
 - (c) 徵求取得之委託書不得作為非屬徵求之委託書以出席股東會。
- 20.3 除股務代理機構外，受託代理人所受委託之人數不得超過三十人。受託代理人受三人以上股東委託者，應於股東會開會五日前，依其適用之情形檢附下列文件送達公司或其股務代理機構：(a)聲明書聲明委託書非為自己或他人徵求而取得；(b)委託書明細表乙份，及(c)經簽名或蓋章之委託書。
- 20.4 股東會無選舉董事之議案時，公司得委任股務代理機構擔任股東之受託代理人。相關委任事項應於該次股東會委託書使用須知載明。股務代理機構受委任擔任受託代理人者，不得接受任何股東之全權委託，並應於公司股東會開會完畢五日內，將委託出席股東會之委託明細、代為行使表決權之情形，契約書副本及中華民國證券主管機關所規定之事項，製作受託代理出席股東會彙整報告，並備置於股務代理機構處。
- 20.5 除股東依照第 19.6 條規定指派股東會主席為代理人透過書面投票或電子方式行使表決權，或根據中華民國法律組織的信託事業，或依公開發行公司法令核准的股務代理機構外，一人同時受兩人以上股東委託時，其代理的有權表決權數不得超過股票停止過戶前已發行股份總數表決權的百分之三；超過時其超過的表決權，不予計算。為免疑義，依第 20.4 條經公司委任之股務代理機構所代理之股數，不受前述已發行股份總數表決權百分之三之限制。
- 20.6 受三人以上股東委託之受託代理人，其代理之股數不得超過其本身持有股數之四倍，且不得超過已發行股份總數之百分之三。
- 20.7 倘股東以書面投票或電子方式行使表決權，並委託受託代理人出席股東會，以受託代理人出席行使之表決權為準。如任何股東於委託代理人出席股東會後欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會二日前，以書面向公司為撤銷委託之通知。逾期撤銷者，以委託代理人出席行使之表決權為準。
- 20.8 一股東以出具一委託書，並以委託一人為限。委託書應於股東會開會五日前送達於公司註冊處所，或送達於股東會召集通知或公司寄出之委託書上所指定之處所。公司收受之委託書有重複時，除該股東於後送達之委託書中以書面明確撤銷先送達之委託書外，以最先送達於公司者為準。
- 20.9 委託書應以公司核准之格式為之，並載明僅為特定股東會所為。委託書格式內容應至少包括(a)填表須知、(b)股東委託行使事項及(c)股東、受託代理人及徵求人（如有）基

本資料等項目，並與股東會召集通知同時提供予股東。此等通知及委託書用紙應於同日分發予所有股東。

20.10 股東會有選舉董事之議案者，委託書於股東會開會前應經公司之股務代理機構或其他股務代理機構予以統計驗證。其驗證內容如下：

(a) 委託書是否為基於公司權限所印製；

(b) 委託人是否簽名或蓋章於委託書上；

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

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

20.12 根據委託書條款所為之表決，除公司在委託書所適用之該股東會或股東會延會開始二日前，於註冊處所收到書面通知外，其所代理之表決均屬有效。前揭通知應敘明撤銷委託之原因係因被代理人於出具委託書時不具行為能力或不具委託權限者或其他事由。

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

20.14 公司於中華民國境外召開股東會時，應於中華民國境內委託專業股務代理機構，受理股東投票事宜。

21 委託書徵求

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

22 異議股東股份收買請求權

22.1 在下列決議經股東會通過的情況下，於會議前已以書面通知公司其反對該項決議之意思表示，並在股東會上再次提出反對意見的股東，可請求公司以當時公平價格收買其所有之股份：

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

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

(c) 公司受讓他人全部營業或財產，對公司營運產生重大影響者。

22.2 在公司營業之任一部分被分割或與另一公司進行合併的情況下，放棄對該議案之表決權並就該議案在股東會前或股東會中以書面表示異議，或以口頭表示異議（並經記錄）的股東，得要求公司以當時公平價格收買其所有之股份。

22.3 前兩條所規定的請求應在決議日起二十日內，應向公司提出記載請求買回之股份種類和數額的書面請求。在公司與提出請求的股東就該股東所持股份之收買價格（以下稱「股份收買價格」）達成協議的情況下，公司應在決議日起九十日內支付價款。在公司未能在決議日起六十日內與股東達成協議的情況下，股東可在該六十日期限之後的三十日內，聲請中華民國有管轄權的法院為股份收買價格之裁定，該法院所作出的裁定對於公司及提出請求的股東之間僅就有關股份收買價格之事項具有拘束力及確定力。

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

23 法人股東

任何公司組織或其他非自然人為股東時，其得根據其組織文件，或如組織文件沒有相關規範時，以董事會或其他有權機關之決議，授權其認為適當之人作為其在公司會議或任何種類股東之股東會的代表，該被授權之人有權代表該法人股東行使與作為個人股東所得行使之權利相同的權利。

24 無表決權股份

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

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

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

25 董事

25.1 公司董事會，設置董事（包括獨立董事）人數不得少於五人，且不得多於二十一人，每一董事任期三年，得連選連任。於符合相關法令要求（包括但不限於對上市公司之要求）之前提下，公司得於前述董事人數範圍內隨時以董事會決議增加或減少董事的人數。

25.2 除經證交所核准者外，董事間應有超過半數之席次，不得具有配偶關係或二親等以內之親屬關係。

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

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

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

25.6 繼續一年以上持有公司已發行股份總數百分之三以上之股東，得以書面請求審計委員會為公司對董事提起訴訟，並得以有管轄權之法院為第一審管轄法院。股東提出請求後三十日內，審計委員會不提起訴訟時，股東得為公司提起訴訟，並得以有管轄權之法院為第一審管轄法院。

26 董事會權力

26.1 於符合法令、章程大綱、章程及依股東會普通決議、特別決議以及特別（重度）決議所作指示之情形下，公司業務應由可以行使公司全部權力的董事會管理之。如果在對章程大綱或章程進行變更或股東會作出前述任何指示前，董事會所為的行為是有效的，因此，對章程大綱或章程所為的變更及前述相關指示，不得使董事會該等先前行

為無效。合法召集之董事會於符合法定出席人數時，得行使所有董事會得行使之權力。

- 26.2 所有支票、本票、匯票和其他可流通票據以及向公司支付款項的所有收據，應以董事會決議所決定之方式為簽名、簽發、承兌、背書或以董事會決議之其他方式簽署。
- 26.3 董事會得行使公司全部權力，而為公司進行借款，就公司之承諾、財產和未催繳之股本之一部或全部設定抵押或擔保，及直接或為擔保公司或任何第三人債務、責任或義務之用而發行債券、信用債券、設定抵押、公司債券或其他相關證券。
- 26.4 公司得購買董事責任保險，且董事會應參考中華民國國內及海外同業水準決議該保險之相關條件。
- 26.5 董事應忠實執行業務並盡善良管理人之注意義務，如有違反致公司受有損害者，負損害賠償責任。公司得以股東會普通決議，將該違反義務行為之所得，當作該違反義務行為係為公司利益所為而視其為公司之所得。如董事對於公司業務之執行，因違反法令致公司受有損害時，該董事應對公司負賠償之責。以上義務，於經理人亦有適用。

27 董事任命和免職

- 27.1 公司得於任何股東會以多數決，或低於多數時以最多票決，選任任何人為董事，此等投票應依下述第 27.2 條計票。公司得以特別（重度）決議解任任一董事。有代表公司已發行股份總數過半數之股東出席（親自出席或委託出席）者，應構成選舉一席以上董事之股東會之法定出席股份數。
- 27.2 董事之選舉應依票選制度採行累積投票制，其程序由董事會通過且經股東會普通決議採行之，每一股東得行使之投票權數與其所持之股份乘上應選出董事人數之數目相同（以下稱「**特別投票權**」），任一股東行使之特別投票權總數得由該股東依其選票所指明集中選舉一名董事候選人，或分配選舉數董事候選人。無任一投票權限於特定種類、派別或部別，且任一股東均應得自由指定是否將其所有投票權集中於一名或任何數目之候選人而不受限制。由所得選票代表投票權較多之候選人，當選為董事。如選任超過一名以上之董事時，由所得選票代表投票權較其他候選人為多者，當選為董事。該累積投票制度的規則和程序，應隨時符合董事會所擬訂並經股東會普通決議通過的政策，該政策應符合章程大綱、章程及公開發行公司法令的規定。
- 27.3 公司之董事(包括獨立董事)應採用符合公開發行公司法令之候選人提名制度。該候選人提名的規則和程序應符合董事會所擬訂並經股東會普通決議通過後所隨時制定的政策，該政策應符合法令、章程大綱、章程及公開發行公司法令的規定。
- 27.4 法人為股東時，得由其代表人當選為董事。代表人有數人時，並得分別當選。

28 董事職位之解任

28.1 本章程縱有相反之規定，公司得於董事任期末屆滿前，以普通決議改選全體董事，並按第 27.1 條規定選舉新任董事，且現任董事除通過改選之決議另有決議外，應視為於通過該決議時在任期屆滿前解任。

28.2 任一董事如果發生下列情事之一者，該董事應當然解任：

- (a) 其以書面通知公司辭任董事職位；
- (b) 其死亡，破產或廣泛地與其債權人為協議或和解；
- (c) 其被有管轄權法院或官員以其為或將為心智缺陷，或因其他原因而無法處理自己事務為由而作出裁決，或依其所適用之法令其行為能力受限制；
- (d) 其從事不法行為經有罪判決確定，且服刑期滿尚未逾 5 年；
- (e) 其因刑事詐欺、背信或侵占等罪，經判處 1 年以上有期徒刑確定，且服刑期滿尚未逾 2 年；
- (f) 任職期間因侵占公司款項或公共資金經有罪判決確定，且服刑期滿尚未逾 2 年；
- (g) 其使用票據經拒絕往來尚未期滿；
- (h) 在任期中轉讓股份超過選任當時所持有公司股份數額二分之一時；
- (i) 經股東會特別（重度）決議解任其董事職務；或
- (j) 董事若在其執行職務期間所從事之行為對公司造成重大損害，或嚴重違反相關適用之法律及/或規章或章程大綱及章程，但未經公司依特別（重度）決議將其解任者，則持有已發行股份總數百分之三以上股份之股東有權自股東會決議之日起三十日內，以公司之費用，訴請有管轄權之法院解任該董事，而該董事應於該有管轄權法院為解任董事之終局判決時被解任之。為免疑義，倘一相關法院有管轄權而得於單一或一連串之訴訟程序中判決前開所有事由者，則為本條款之目的，終局判決應係指該有管轄權法院所為之終局判決。

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

29 董事會事項

- 29.1 董事會得訂定董事會進行會議所需之最低法定出席人數，除董事會另有訂定外，法定出席人數應為超過經選任之董事總席次的一半。董事因故解任，致不足五人者，公司應於最近一次股東會補選之。如公司董事會缺額席次達經選任之董事總席次三分之一時，董事會應於六十日內召開股東會補選董事以填補缺額。
- 29.2 除公開發行公司法令另有規定外，若獨立董事因故解任，致人數不足三人時，公司應於最近一次股東會補選之。除公開發行公司法令另有規定外，所有獨立董事均解任時，董事會應於六十日內，召開股東會補選獨立董事以填補缺額。
- 29.3 於符合章程規定之情形下，董事會得以其認為適當的方式規範其程序。任何提議應經由多數決決定。在得票數相等的情況下，主席不得投下第二票或決定票。
- 29.4 出席董事會人員得透過視訊會議方式出席董事會或董事委員會。以該方式參加會議者，視為親自出席。本公司董事會或董事委員會召開之地點與時間，應於本公司所在地及辦公時間或便於董事出席且適合董事會或董事委員會召開之地點及時間為之。
- 29.5 任一董事或經任一董事授權之本公司高級職員者得召集董事會，並應至少於七天前以書面通知（得以傳真或電子郵件通知）每一董事，該通知並應載明討論事項之概述。但有緊急情事時，得依據公開發行公司法令發出召集通知後隨時召集之。
- 29.6 繼續在任董事得履行董事職務不受部分董事因解任而職位空缺之影響，惟如繼續在任董事之人數低於章程所規定的必要法定出席人數時，繼續在任董事僅得召集股東會，不得從事其他行為。
- 29.7 董事會應依其決議訂定董事會之議事規則，並將該議事規則提報於股東會，且該議事規則應符合章程及公開發行公司法令之規定。
- 29.8 對於任何董事會或董事委員會所做成的行為，即便其後發現董事選舉程序有瑕疵，或相關董事或部分董事不具備董事資格，該行為仍與經正當程序選任之董事或董事具備董事資格的情況下所作出的行為具有同等效力。
- 29.9 董事得以書面委託其他董事代理出席董事會。代理人應計入法定出席人數，代理人在任何情況下所進行的投票應視為原委託董事的投票。

30 董事利益

- 30.1 董事在其任董事期間，可同時擔任本公司任何其他帶薪職位，其期間、條件及報酬等董事會得決定之。

- 30.2 董事之報酬僅得以現金給付。該報酬之金額應由董事會決定且應參酌董事對公司經營之服務範圍與價值及中華民國國內及海外之同業給付水準。董事亦有權要求支付所有因出席董事會或董事委員會，公司股東會，任一特定種類股份之股東會或公司債券持有人會議，或其他與公司業務有關者而合理產生的差旅費，住宿費和其他費用，或者就其董事職務按薪資報酬委員會建議提交董事會決定者支領薪水，或者選擇混合前述第一種方式及第二種方式者，惟均應於公開發行公司法令允許之前提下為之。
- 30.3 除法令或公開發行公司法令另有禁止外，董事得以個人或其公司的身份在專業範圍內代表本公司，該董事個人或其公司有權就其提供之專業服務收取相當於如其非為董事情況下的同等報酬。
- 30.4 董事如在公司業務範圍內為自己或他人從事行為，應在從事該行為之前，於股東會上向股東揭露該等利益的主要內容，並在股東會上取得特別（重度）決議許可。如果董事違反本條規定，為自己或他人為該行為時，股東得以普通決議，要求董事交出自該行為所獲得的任何和所有收益，但自相關所得發生後逾一年者，不在此限。
- 30.5 不管本條（第 30 條）是否有任何相反之規定，對董事會會議討論事項有個人利害關係且其利益與公司利益可能衝突之董事，應於當次董事會說明其自身利害關係及其重要內容，且不得行使表決權或代理其他董事行使表決權，根據上述規定不得行使表決權或代理行使表決權的董事，其表決權不應計入已出席董事會會議董事的表決權數。

31 議事錄

董事會應將有關董事會對高級職員的所有任命、公司會議事項、任何種類股份持有股東之股東會、董事會及董事委員會，包括每一會議出席董事的姓名等事項，集結成議事錄並整理成冊。

32 董事會權力之委託

- 32.1 董事會得於遵守公開發行公司法令之情形下，將其任何權力委託給由一位或多位董事所組成的委員會行使。如果認為需要常務董事或擔任其他行政職位的董事行使相關權力，亦得委託常務董事或擔任其他行政職位的董事行使之，但倘若受委託之常務董事不再擔任董事一職，對常務董事的委託應撤回。任何此種委託得受董事會所訂定之條件約束，附屬於或獨立於董事會之權力，並得撤回及變更。於章程中規範董事會事項的內容有所調整時，前述董事委員會亦應受章程中規範董事會事項之規範（如有適用時）。
- 32.2 董事會得設立委員會，並得任命任何人為經理或管理公司事務之代理人，並得指定任何人作為委員會的成員。任何此種指定應受董事會所訂定之條件約束，附屬於或獨立

於董事會之權力，並得撤回及變更。於章程中規範董事會事項的內容有所調整時，前述相關委員會亦應受其規範（如有適用時）。

- 32.3 董事可以根據董事會訂定之條件，以委託書授權或以其他方式指定公司代理人，但該委託不得排除董事自身權力，且該委託得於任何時候由董事撤回。
- 32.4 董事會可經由授權委託書或以其他方式指定任何公司、事務所、個人或主體（無論由董事會直接提名或間接提名）作為公司之代理人或有權簽署人，在董事會認為適當的條件與期間下，擁有相關權力、授權及裁量權（惟不得超過根據本章程董事會所擁有或得以行使的權力）。任何授權及其他委託得包含董事會認為適當且有關保護進行委託或授權簽署事項人員及為其提供方便的規定。董事亦得授權相關代理人或授權簽署人將其所擁有的權力、授權及裁量權再為委託。
- 32.5 在不違反喪失資格及解任的相關規定下，董事會應選舉董事長，且得以其認為適當的條件和薪酬指定其認為必要的其他高級職員，履行其認為適當的義務，除非其任命條件另有說明，否則得透過董事會決議解雇該高級職員。
- 32.6 不管本條（第 32 條）是否有任何相反之規定，除公開發行公司法令另有規定外，董事會應設立由全體獨立董事組成的審計委員會，其中一人為召集人，且在公開發行公司法令要求之範圍內，至少有一人需具有會計或財務專長。審計委員會決議應經該委員會半數或超過半數成員同意。審計委員會規則和程序應符合隨時經審計委員會成員提案並經董事會通過的政策，相關政策應符合法令、章程大綱、章程及公開發行公司法令之規定與金管會或證交所之指示或要求（如有）。此外，董事會應依其決議訂定審計委員會組織規程，且該規程應符合章程及公開發行公司法令之規定。
- 32.7 任何下列公司事項應經審計委員會半數或超過半數成員同意，並提交董事會進行決議：
- (a) 訂定或修正公司內部控制制度；
 - (b) 內部控制制度有效性之考核。
 - (c) 訂定或修正重大財務或業務行為之處理程序，例如取得或處分資產、衍生性商品交易、資金貸與他人，或為他人背書或保證；
 - (d) 涉及董事自身利害關係之事項；
 - (e) 重大之資產或衍生性商品交易；
 - (f) 重大之資金貸與、背書或提供保證；
 - (g) 募集、發行或私募具有股權性質之有價證券；

- (h) 簽證會計師之委任、解任或報酬；
- (i) 財務、會計或內部稽核主管之任免；
- (j) 年度及半年度財務報告；
- (k) 公司隨時認定或監督公司之任一主管機關所要求的任何其他事項。

前項第(a)款至第(k)款規定的任何事項，除第(j)款以外，如未經審計委員會成員半數或超過半數同意者，得僅由全體董事三分之二或以上同意行之，不受前項規定之限制，並應於董事會議事錄載明審計委員會之決議。

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

32.9 前條薪資報酬應包括董事及經理人之報酬、薪資、股票選擇權與其他獎勵性給付。除公開發行公司法令有明文規定外，第 32.9 條所述之經理人係指副總經理級以上具有決策權之主管級經理。

33 印章

33.1 如經董事會決定，則公司得有一印章。該印章僅能依董事會或董事會授權之董事委員會之授權使用之。印章之使用應依董事會制訂之印章使用規則（董事會得隨時修改之）為之。

33.2 公司得在開曼群島境外的任何地方持有複製的印章以供使用，每一複製印章均應是公司印章的精確複製品，並由董事會指定之人保管，且若經董事會決定，得在複製印章的表面加上其使用地點的名稱。

33.3 董事會授權之人得在要求其須以印章進行驗證的文件上，或在提交開曼群島或其他地方公司登記機關的任何公司文件上，將印章加蓋於其簽名之上。

34 股利，利益分派和公積

- 34.1 本公司年度如有獲利，應以當年度獲利不低於 1%，不超過 10%，分派員工酬勞及應以當年度獲利不超過 3%分派董事酬勞。但本公司尚有累積虧損時，應預先保留彌補數額。員工酬勞得以股票或現金為之，且得按照第 11.1 條規定同意之員工激勵計畫配發。員工酬勞發給之對象，得包括符合一定條件之從屬公司員工。員工酬勞及董事酬勞之分派應由董事會以董事三分之二以上之出席及出席董事過半數同意之決議行之，並報告股東會。董事兼任公司及/或其從屬公司之執行主管者得同時受領其擔任董事之酬勞及擔任員工之酬勞。
- 34.2 本公司得依董事會擬訂並經股東以普通決議通過之利潤分配計畫分配利潤。董事會應以下述方式擬訂該利潤分配計畫：本公司應就年度淨利先彌補歷年虧損，並提撥剩餘利潤之 10%作為法定盈餘公積，直至累積法定盈餘公積相當於本公司之資本總額。其次，依公開發行公司法令規定或依主管機關要求提撥或迴轉特別盈餘公積。任何所餘利潤得依法令及公開發行公司法令，在考量財務、業務及經營因素後，以不低於當年度稅後盈餘 10%作為股利（包括現金或股票）進行分配，其中現金股利之數額不得低於當年度擬分配利潤之 10%。
- 34.3 在不違反法令及本條規定的情形下，董事會可公告已發行股份的股利及利益分派，並授權使用公司於法律上可動用的資金支付股利或利益分派。除以公司已實現或未實現利益、股份發行溢價帳戶或經法令允許的其他款項支付股利或為利益分派外，不得支付股利或為利益分派。
- 34.4 除股份所附權利另有規定者外，應根據股東持有股份之比例分派支付所有股利。如果股份發行的條件是從某一特定日期開始計算股利，則該股份之股利應依此計算。
- 34.5 股東如有因任何原因應向公司支付任何款項，董事會得從應支付予該股東的股利或利益分派中扣除之。
- 34.6 董事會於經股東會之普通決議通過後得宣佈全部或部分之股利以外之分派以特定資產為之（尤其是其他公司之股份、債券或證券），或以其中一種或多種方式支付，在此種分配發生困難時，董事會得以其認為便利的方式解決，並確定就特定資產分配之價值或其一部之價值，且得決定於所確定價值的基礎上向股東支付現金以調整所有股東的權利，並且如果董事會認為方便，可就特定資產設立信託。
- 34.7 任何股利、分派、利息或與股份有關的其他現金支付款項得以匯款轉帳給股份持有者，或以支票或認股權憑證直接郵寄到股份持有者的登記地址。每一支票或認股權憑證應憑收件人的指示支付。
- 34.8 任何股利或分派不得向公司要求加計利息。

- 34.9 不能支付給股東的股利及/或在股利公告日起六個月之後仍無人主張的股利，可根據董事會的決定，支付到以公司名義開立的獨立帳戶，但該公司不得成為該帳戶的受託人，且該股利仍然為應支付給股東的債務。如於股利公告日起六年之後仍無人請求的股利將被認定為股東已拋棄其可請求之權力，該股利並轉歸公司所有。

35 資本化

在不違反第 14.2(d)條規定的情形下，董事會可將列入公司準備金帳戶（包括股份溢價帳戶和資本贖回準備金）的任何餘額，或列入損益帳戶的任何餘額，或其他可供分配的款項予以資本化，並依據如以股利分配盈餘時之比例分配此等金額予股東，及代表股東將此等金額用以繳足供分配之未發行股份股款，記為付清股款之股份並依前述比例分配予股東。在這種情況下，董事會應為使該資本化生效所需之全部行為及事項，董事會並有全權制訂其認為適當的規範，使股份將不會以小於最小單位的方式分配（包括規定該畸零股份應分配之權利應歸公司所有而非該股東所有）。董事會可授權任何人代表所有就此具利益關係之股東與公司訂立契約，規定此等資本化事項以及其相關事項。任何於此授權下所簽訂之契約均為有效且對所有相關之人具有拘束力。

36 公開收購

董事會於公司或公司依公開發行公司法令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七日內，應對建議股東接受或反對本次公開收購做成決議，並公告下列事項：

1. 董事及持有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。
2. 就本次公開收購對股東之建議，並應載明對本次公開收購棄權投票或持反對意見之董事姓名及其所持理由。
3. 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）。
4. 董事及持有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。

37 會計帳簿

- 37.1 董事會應在適當會計帳簿上記錄與公司所有收受和支出相關的款項、收受或支出款項發生的相關事宜、公司所有的物品銷售和購買，以及公司的資產和負債。如會計帳簿不能反映公司事務的真實和公正情況並解釋其交易，則不能視為公司擁有適當的帳簿。
- 37.2 董事會應決定公司會計帳簿或其中一部分是否公開供非董事之股東檢查，以及在什麼範圍內，什麼時間和地點，根據什麼條件或規定進行檢查。除非經法令授權、董事會授權或公司股東會同意者外，非董事之股東沒有權利檢查公司任何會計帳簿或文件。
- 37.3 董事會得依法令之要求備置損益表、資產負債表、合併報表（如有）以及其他報告和帳簿於股東會。
- 37.4 所有董事會會議、董事委員會會議和股東會之議事錄和書面記錄應以中文為之，並附英文翻譯。在中文版本與其英文翻譯有不一致的情形，應以中文版本為準。但於決議須向開曼群島公司登記處申請登記之情形，應以英文版本為準。
- 37.5 委託書及依章程與相關規定製作之文件、表冊、媒體資料，應保存至少一年。但與股東提起訴訟相關之委託書、文件、表冊及/或媒體資料，如訴訟超過一年時，應保存至訴訟終結為止。

38 通知

- 38.1 通知應以書面為之，且得由公司交給股東個人，或透過快遞、郵寄、越洋電報、電傳或電子郵件發送給股東，或發送到股東名冊中所顯示的位址（或者在透過電子郵件發送通知時，將通知發送至股東所提供的電子郵件位址）。如果通知是從一個國家郵寄到另一個國家，應以航空信寄出。
- 38.2 當透過快遞發出通知時，將通知提交快遞公司之日，應視為通知寄送生效日，並且通知提交快遞後的第三日（不包括週六、週日或國定假日），應視為收到通知之日。當通知透過郵寄發出時，適當填寫地址、預先支付款項以及郵寄包含通知之信件之日，應視為通知寄送生效日，並且於通知寄出後的第五日（不包括週六、週日或國定假期），應視為收到通知的日期。當通知透過越洋電報或電傳發出通知時，適當填寫地址並發出通知之日，應視為通知寄送生效日，其傳輸當日應視為通知收到日期。當通知透過電子郵件發出時，將電子郵件傳送到指定接受者所提供的電子郵件位址之日，應視為通知寄送生效日，電子郵件發送當日應視為收到通知的日期，無須接受者確認收到電子郵件。

- 38.3 公司得以與發送本章程所要求其他通知相同的方式，向因股東死亡或破產而被公司認為有權享有股份權利之人發送通知，並以其姓名、死者的代理人名稱、破產管理人或主張權利之人提供之地址中所為類似之描述為收件人，或者公司可以選擇以如同未發生死亡或破產情事下相同之方式發送通知。
- 38.4 每一股東會的通知應以上述方式，向在認定基準日於股東名冊被記載為股東之人為之，或於股份因股東死亡或破產而移交給法定代理人或破產管理人時，向法定代理人或破產管理人為之，其他人無權接受股東會通知。

39 清算

- 39.1 如果公司進入清算之程序，且可供股東分配的財產不足以清償全部股份資本，該財產應予以分配，以使股東得依其所持股份比例承擔損失。如果在清算過程中，可供股東間分配的財產顯足以抵償清算開始時的全部股份資本，得於扣除有關到期款項或其他款項後，將超過之部分依清算開始時股東所持股份之比例在股東間進行分配。本條規定不損及依特殊條款和條件發行的股份持有者之權利。
- 39.2 如果公司應清算，經公司特別決議同意且取得任何法令所要求的其他許可並且符合公開發行公司法令的情況下，清算人得依其所持股份比例將公司全部或部分之財產（無論其是否為性質相同之財產）分配予股東，並可為該目的，對任何財產進行估價並決定如何在股東或不同種類股份之股東之間進行分配。經同前述之決議同意及許可，如清算人認為適當，清算人得為股東之利益，將此等財產之全部或一部交付信託。但股東不應被強迫接受負有債務或責任的任何財產。

40 財務年度

除董事會另有規定，公司財務年度應於每年 12 月 31 日結束，並於公司設立當年度起，於每年 1 月 1 日開始。

41 註冊續展

如果公司根據法令為一豁免公司，則可依據法令並經特別決議，延長公司之註冊並依開曼群島外之其他準據法進行公司實體登記而繼續存續，並註銷在開曼群島之登記。

42 訴訟及非訴訟代理人

在不違反法令之情形下，公司應以董事會決議在中華民國境內指定在中華民國境內有住所或居所之自然人為其依公開發行公司法令之訴訟及非訴訟之代理人，並以之為公開發行公司法令在中華民國境內之負責人。公司應將該指定及其變更依據公開發行公司法令向中華民國主管機關申報。

- 頁面其餘部分有意空白 -

截至本次股東常會停止過戶日董事持有股數

日期：106年4月17日

職稱	姓名	選任日期	任期	目前持股	
				股數	比率
董事	梁華哲	104.06.24	3年	654,492	0.62%
董事	郭殷如	104.06.24	3年	2,292,075	2.16%
董事	鄧劍華	104.06.24	3年	1,548,263	1.46%
董事	陳泓彰	104.06.24	3年	1,430,000	1.35%
獨立董事	黃志文	104.06.24	3年	0	0.00%
獨立董事	陳明村	104.06.24	3年	30,977	0.03%
獨立董事	張俊彥	104.06.24	3年	0	0.00%
全體董事持有股數合計(不含獨立董事股數)				5,924,830	5.57%

- 一、截至本次股東常會停止過戶日106年4月17日止，本公司實收資本額為新台幣1,062,990,770元，已發行股份總數為106,299,077股
- 二、依據「公開發行公司董事、監察人股權成數及查核實施規則」計算，本公司現任董事法定應持有最低股數8,000,000股。
- 三、全體董事持有股數加計保留運用決定權信託股數14,452,439股，已達法定成數標準。

