



STRONG H

股票代號 4560

強信機械科技股份有限公司

**STRONG H MACHINERY TECHNOLOGY
(CAYMAN) INCORPORATION**

西元二〇一九年股東常會

議事手冊

開會時間：西元二〇一九年六月六日(星期四)上午九時三十分整

開會地點：桃園市桃園區延平路147號1樓
(桃園市婦女館101會議室)

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壹、開會程序

強信機械科技股份有限公司 西元二〇一九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、選舉事項

七、其他議案

八、臨時動議

九、散會

貳、開會議程

強信機械科技股份有限公司 西元二〇一九年股東常會議程

- 時 間：西元二〇一九年六月六日（星期四）上午九時三十分整。
- 地 點：桃園市桃園區延平路 147 號 1 樓（桃園市婦女館 101 會議室）。
- 一、宣佈開會。
- 二、主席致詞。
- 三、報告事項
- （一）本公司西元 2018 年度營業報告。
 - （二）本公司西元 2018 年度審計委員會審查報告。
 - （三）本公司西元 2018 年度董事及員工酬勞分配情形報告。
 - （四）本公司資金貸與他人情形報告。
 - （五）本公司背書保證情形報告。
 - （六）本公司中華民國境內第一次無擔保轉換公司債轉換情形報告。
- 四、承認事項
- （一）本公司西元 2018 年度營業報告書及財務報表案。
 - （二）本公司西元 2018 年度盈餘分配案。
- 五、討論事項
- （一）本公司擬以資本公積發放現金案。
 - （二）本公司「公司章程」修正案。
 - （三）本公司「取得或處分資產作業程序」修正案。
- 六、選舉事項
- （一）本公司董事全面改選案。
- 七、其他議案
- （一）解除本公司新任董事及其代表人競業禁止之限制案。
- 八、臨時動議
- 九、散會

報告事項

第一案

案由：本公司西元 2018 年度營業報告，敬請 公鑒。

說明：本公司西元 2018 年度營業報告書，請參閱本手冊第 9-10 頁附件一。

第二案

案由：本公司西元 2018 年度審計委員會審查報告，敬請 公鑒。

說明：本公司西元 2018 年度審計委員會查核報告書，請參閱本手冊第 11 頁附件二。

第三案

案由：本公司西元 2018 年度董事及員工酬勞分配情形報告，敬請 公鑒。

說明：1、依本公司公司章程第 102 條規定；全體董事每年有權取得不超過「年度獲利」之百分之三的年終酬勞，且僅得以現金發放；以及本公司及從屬公司之全體員工每年有權取得之年終酬勞為不低於「年度獲利」百分之一，且得以現金、股票或二者之任何組合發放之。

2、經西元 2019 年 3 月 14 日董事會決議發放西元 2018 年度董事酬勞為新台幣 3,192,628 元及員工酬勞為新台幣 3,192,628 元，均以現金方式發放之。

3、上述酬勞與西元 2018 年度財務報表認列數之差異，係董事會決議所致，依會計估計變動處理，調整西元 2019 年度之損益。

第四案

案由：本公司資金貸與他人情形報告，敬請 公鑒。

說明：1、截至西元 2018 年 12 月 31 日止，本公司資金貸與他人情形報告如下表：

單位：外幣／新台幣仟元

貸出資金之公司	貸與對象	本期最高餘額	期末餘額	實際動支金額	有短期融通資金必要之原因	對個別對象資金貸與限額	資金貸與總限額
強信機械科技股份有限公司	強信機械科技(萊州)有限公司	\$414,653 美金 13,500 (註 1 及 2)	\$230,363 美金 7,500 (註 1 及 2)	\$230,363 美金 7,500 (註 1)	營業週轉	\$660,813 (以本公司淨值 40%為限) (註 3)	\$826,016 (以本公司淨值 50%為限)

註 1：換算匯率係採用西元 2018 年 12 月 31 日台灣銀行之即期平均匯率。

註 2：係業經董事會通過之資金貸與額度。

註 3：本公司於西元 2018 年 6 月 12 日股東會通過修訂「資金貸與他人作業程序」相關條文，其中就本公司與子公司間，或子公司間之資金貸與，個別對象之資金貸與金額以不超過本公司淨值 40%為限。

2、截至西元 2018 年 12 月 31 日止，本公司之各子公司並無資金貸與他人或股東之情形。

第五案

案由：本公司背書保證情形報告，敬請公鑒。

說明：1、截至西元 2018 年 12 月 31 日止，本公司並無為他人或股東背書保證之情形。

2、截至西元 2018 年 12 月 31 日止，本公司之各子公司背書保證情形報告如下表：

單位：外幣／新台幣仟元

背書保證者 公司名稱	被背書保證對象		對單一企業背書保證之限額	本期最高背書保證餘額	期末背書保證餘額	實際動支金額	以財產擔保之背書保證金額	累計背書保證金額佔最近期財務報表淨值之比率(%)	背書保證最高限額
	公司名稱	關係							
浩強精密機械(青島)有限公司	強信機械科技(萊州)有限公司	孫公司對孫公司	人民幣 30,428 (新台幣 136,073) (以浩強(青島)公司淨值 50%為限)	美金 4,000 (新台幣 122,860) (註 1 及 2)	美金 4,000 (新台幣 122,860) (註 1 及 2)	人民幣 0 (新台幣 0)	人民幣 16,497 (新台幣 73,774) (註 1 及 2)	45.14%	人民幣 60,856 (新台幣 272,146) (以浩強(青島)公司淨值 100%為限)

註 1：係業經董事會通過及與銀行簽訂背書保證契約之額度。

註 2：換算匯率係採用西元 2018 年 12 月 31 日台灣銀行之即期平均匯率。

第六案

案由：本公司中華民國境內第一次無擔保轉換公司債轉換情形報告，敬請公鑒。

說明：1、本公司因購置生產設備、償還銀行借款及充實營運資金，辦理中華民國境內第一次無擔保轉換公司債，發行期間為西元 2018 年 2 月 5 日至 2021 年 2 月 5 日，期限為三年，發行總面額為新台幣 300,000 仟元，每張面額新台幣 100 仟元，票面利率 0%。

2、截至股東常會停止轉換日，本轉換公司債已申請轉換普通股計 1,039,563 股，增加公司資本額計新台幣 10,395,630 元。

承認事項

第一案【董事會提】

案由：本公司西元 2018 年度營業報告書及財務報表案，敬請 承認。

- 說明：1、本公司西元 2018 年度合併財務報表業經勤業眾信聯合會計師事務所劉水恩會計師及楊靜婷會計師查核竣事，並出具無保留意見查核報告書，併同營業報告書送請審計委員會審查完竣在案。
- 2、前項表冊請參閱本手冊第 9-10 頁附件一及第 12-21 頁附件三。
- 3、謹提請 承認。

決議：

第二案【董事會提】

案由：本公司西元 2018 年度盈餘分配案，敬請 承認。

- 說明：1、本公司西元 2018 年度稅後純益為新台幣 313,070,171 元，扣除提列法定盈餘公積新台幣 31,307,017 元及特別盈餘公積新台幣 33,909,277 元，加計期初未分配盈餘新台幣 253,388,194 元後，本期可供分配盈餘為新台幣 501,242,071 元。
- 2、擬自西元 2018 年度可供分配盈餘中提撥股東現金股利每股 2.8 元，計新台幣 185,223,195 元。分配表請參閱本手冊第 22 頁附件四。
- 3、本次現金股利按分配比例計算至元為止，元以下捨去，分配未滿一元之畸零款合計數，列入本公司之其他收入。
- 4、本次盈餘分配提請股東會承認後，由董事會另訂除息基準日、發放日及其他相關事宜。
- 5、本次盈餘分配於除息基準日前，如因本公司流通在外總股數發生變動，致使股東配息比率發生變動需修正時，授權董事會全權處理。
- 6、謹提請 承認。

決議：

討論事項

第一案【董事會提】

案 由：本公司擬以資本公積發放現金案，提請 討論。

- 說 明：1、本公司擬將超過票面金額發行股票所得溢額之資本公積中提撥新台幣 46,305,799 元，按發放基準日股東名簿記載之股東及其持有股份，每股配發現金 0.7 元。
- 2、嗣後如因本公司股本變動，致影響流通在外股份數量，股東配發現金比率因此發生變動時需修正時，擬請股東會授權董事會全權處理。
- 3、資本公積現金按分配比例計算至元為止，元以下捨去，分配未滿一元之畸零款合計數，列入本公司之其他收入。
- 4、本案擬提請股東會授權董事會另訂發放現金基準日、發放日及其他相關事宜。
- 5、謹提請 討論。

決 議：

第二案【董事會提】

案 由：本公司「公司章程」修正案，提請 討論。

- 說 明：1、配合相關法令規定，修正本公司「公司章程」部分條文，修正條文對照表請參閱本手冊第 23-31 頁附件五。
- 2、謹提請 討論。

決 議：

第三案【董事會提】

案 由：本公司「取得或處分資產作業程序」修正案，提請 討論。

- 說 明：1、配合相關法令規定，修正本公司「取得或處分資產作業程序」部分條文，修正條文對照表請參閱本手冊第 32-48 頁附件六。
- 2、謹提請 討論。

決 議：

選舉事項

第一案【董事會提】

案由：本公司董事全面改選，提請選舉。

- 說明：1、本公司第三屆董事任期自西元 2016 年 11 月 24 日起至 2019 年 11 月 23 日止，擬提前全面改選，現任董事於新任董事選任後隨即解任。
- 2、依本公司章程第 64 條、74 條及 75 條規定，本次應選董事 7 席（含獨立董事 3 席），選任採候選人提名制度，由股東會就董事（含獨立董事）候選人名單中選任之，候選人名單及相關資料請參閱本手冊第 49-50 頁附件七。
- 3、新任董事（含獨立董事）自選任後隨即就任，任期三年，自西元 2019 年 6 月 6 日起至 2022 年 6 月 5 日止，連選得連任。
- 4、謹提請選舉。

選舉結果：

其他議案

第一案【董事會提】

案由：解除本公司新任董事及其代表人競業禁止之限制案，提請討論。

- 說明：1、依公司法第 209 條規定，董事為自己或他人為屬於公司營業範圍內之行為，應對股東會說明其行為之重要內容，並取得其許可。
- 2、本公司西元 2019 年股東常會所選出之新任董事如有公司法第 209 條之競業禁止行為，在無損及本公司利益之前提下，擬提請股東常會同意自該董事就任起解除該董事競業禁止之限制。
- 3、檢附本次第四屆董事候選人兼任職務情形請參閱本手冊第 51 頁附件八，如被選任為董事，擬提請股東會許可解除該等董事自就任本公司第四屆董事之日起之競業禁止限制。
- 4、謹提請討論。

決議：

臨時動議

散會

【附件一】

強信機械科技股份有限公司

西元 2018 年度營業報告書

一、西元 2018 年度營業報告：

(一) 營業成果：

本公司西元 2018 年度營業收入為新台幣 1,816,136 仟元，稅後淨利為新台幣 314,990 仟元。

單位:新台幣仟元

項目/年度	西元 2018 年度	西元 2017 年度
營業收入	1,816,136	1,374,470
營業毛利	745,578	562,603
營業淨利	431,486	290,595
稅前淨利	436,108	293,808
稅後淨利	313,070	203,142
每股稅後盈餘	4.76	3.25

(二) 預算執行情形: 西元 2018 年度依規定不需公開財務預測。

(三) 財務收支及獲利能力分析：

單位:新台幣仟元；%

項目/年度		西元 2018 年度	西元 2017 年度	增(減)比%	
損益分析	營業收入	1,816,136	1,374,470	32.13%	
	營業毛利	745,578	562,603	32.52%	
	稅後純益	313,070	203,142	54.11%	
獲利能力	資產報酬率(%)		14.73	11.13	32.35%
	股東權益報酬率(%)		20.09	15.58	28.95%
	占實收資本額比率(%)	營業利益	65.23	44.54	46.45%
		稅前純益	65.93	45.03	46.41%
	純益率(%)		17.24	14.78	16.64%
基本稅後每股盈餘(元)		4.76	3.25	46.46%	

(四) 研究發展狀況

西元 2018 年度投入之研發費用為新台幣 60,742 仟元，較西元 2017 年度 37,517 仟元增加 23,225 仟元，主要致力於高附加價值技術如耐磨防腐加工技術、自動控制剪線裝置及多用途刀具等技術，提供客戶更高價值的產品。

二、未來發展策略

綜觀西元 2018 年度，隨著中國產業政策紅利的逐步釋放，加上致力於由「世界工廠」轉型為「世界市場」，龐大人口帶來的消費潛力不容小覷，下游產業轉型及消費升級持續拉動，激發行業創新增長動力，提振發展信心，推動行業未來呈現更健康平穩的發展。

本公司以自有品牌“STRONG H”行銷全球，是零配件行業領導品牌之一。於產品端，本公司近年主推自動控制剪線裝置，並持續開發高附加價值之刀具及針位元組等產品，此外，本公司亦同時積極開發跨產業刀類產品，如園林刀及剪紙刀等。

於銷售端，廣大售後修配市場是近年主攻目標之一，本公司積極與各國優良代理商進行策略合作，並於重點海外市場（土耳其、巴基斯坦、印度、孟加拉、越南）建立完整銷售管道。

今後，本公司也將持續努力，維持公司各方面的穩定發展、深耕公司核心專長領域、做好厚植競爭力的準備，以期達到更好的經營績效。

董事長： 蔡秉信



經理人： 蔡秉信



會計主管： 許相仁



【附件二】

強信機械科技股份有限公司

審計委員會查核報告書

董事會造具本公司民國 107 年度營業報告書、財務報表及盈餘分派議案等，其中財務報表業經委託勤業眾信聯合會計師事務所查核完竣，並出具查核報告。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，認為尚無不符，爰依證券交易法第十四條之四及公司法第二百一十九條之規定備具報告。敬請 鑒核。

此致

強信機械科技股份有限公司民國 108 年度股東常會

強信機械科技股份有限公司

審計委員會召集人：王錦祥



中 華 民 國 1 0 8 年 3 月 14 日

【附件三】

會計師查核報告

強信機械科技股份有限公司 公鑒：

查核意見

強信機械科技股份有限公司及其子公司（以下簡稱強信集團）民國 107 年及 106 年 12 月 31 日之合併資產負債表，暨民國 107 年及 106 年 1 月 1 日至 12 月 31 日之合併綜合損益表、合併權益變動表、合併現金流量表，以及合併財務報表附註（包括重大會計政策彙總），業經本會計師查核竣事。

依本會計師之意見，上開合併財務報表在所有重大方面係依照證券發行人財務報告編製準則及經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達強信集團民國 107 年及 106 年 12 月 31 日之合併財務狀況，暨民國 107 年及 106 年 1 月 1 日至 12 月 31 日之合併財務績效及合併現金流量。

查核意見之基礎

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

關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷，對查核強信集團民國 107 年度合併財務報表最為重要之事項。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。

茲對強信集團民國 107 年度合併財務報表之關鍵查核事項敘明如下：

收入認列

強信集團主要商品銷貨收入來自縫紉機零配件之銷售，對於部分主要客戶之銷貨，係依約定於運抵客戶指定地點且完成對帳時，始認列收入。民國 107 年度該類銷貨收入金額係屬重大，因此，該類銷貨收入之認列是否允當，本會計師將其列為民國 107 年度之關鍵查核事項。

針對此重要事項，本會計師考量該公司收入認列政策及交易特性，評估該類收入相關內部控制之設計及執行情形，並抽核該類收入樣本核對客戶交易對帳單及相關報表文件等，以確認該類銷貨交易已完成及收入認列於適當期間。

存貨評價

強信集團民國 107 年 12 月 31 日存貨淨額係屬重大。由於縫紉機零配件產品多樣化，且種類快速變化所產生之不確定性，於存貨採成本與淨變現價值孰低計價時，須考量各項存貨庫齡情形，以評估其存貨淨變現價值，往往涉及重大判斷，相關之重大會計估計及判斷說明如合併財務報表附註五所揭露，故將其列為 107 年度之關鍵查核事項。

針對此重要事項，本會計師依照對其產業及產品性質之瞭解，著重於年底存貨之評價，包括評估管理階層對存貨管理所建立之內部控制制度、評估公司存貨備抵跌價及呆滯損失之提列政策、抽核用以計算備抵存貨跌價及呆滯損失之使用數據資料（抽核最近期銷貨發票及存貨庫齡分析表等），並依據該資料重新核算備抵存貨跌價及呆滯損失金額，與強信集團已認列之備抵跌價及呆滯損失金額比較，以確定其備抵存貨跌價及呆滯損失之適足性。

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

於編製合併財務報表時，管理階層之責任亦包括評估強信集團繼續經營之能力、相關事項之揭露，以及繼續經營會計基礎之採用，除非管理階層意圖清算強信集團或停止營業，或除清算或停業外別無實際可行之其他方案。

強信集團之治理單位（含審計委員會）負有監督財務報導流程之責任。

會計師查核合併財務報表之責任

本會計師查核合併財務報表之目的，係對合併財務報表整體是否存有導因於舞弊或錯誤之重大不實表達取得合理確信，並出具查核報告。合理確信係高度確信，惟依照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，惟其目的非對強信集團內部控制之有效性表示意見。
3. 評估管理階層所採用會計政策之適當性，及其所作會計估計與相關揭露之合理性。
4. 依據所取得之查核證據，對管理階層採用繼續經營會計基礎之適當性，以及使強信集團繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性，作出結論。本會計師若認為該等事件或情況存在重大不確定性，則須於查核報告中提醒合併財務報表使用者注意合併財務報表之相關揭露，或於該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎，惟未來事件或情況可能導致強信集團不再具有繼續經營之能力。

5. 評估合併財務報表（包括相關附註）之整體表達、結構及內容，以及合併財務報表是否允當表達相關交易及事件。
6. 對於強信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，決定對強信集團民國 107 年度合併財務報表查核之關鍵查核事項。本會計師於查核報告中敘明該等事項，除非法令不允許公開揭露特定事項，或在極罕見情況下，本會計師決定不於查核報告中溝通特定事項，因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

勤業眾信聯合會計師事務所

會計師 劉 水 恩

劉 水 恩



會計師 楊 靜 婷

楊 靜 婷



證券暨期貨管理委員會核准文號
台財證六字第 0920123784 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 8 年 3 月 1 4 日

強信機械科技股份有限公司及子公司

合併資產負債表

民國 107 年及 106 年 12 月 31 日

單位：新台幣仟元

代 碼	資 產	107年12月31日			106年12月31日		
		金	額	%	金	額	%
	流動資產						
1100	現金及約當現金(附註三、四及六)	\$	351,561	15	\$	296,357	14
1110	透過損益按公允價值衡量之金融資產—流動(附註四、七及二六)		44,720	2	-	-	
1150	應收票據淨額(附註三、四及八)		90,330	4	85,833	4	
1172	應收帳款淨額(附註三、四、五及八)		578,277	25	529,720	26	
1210	其他應收款—關係人(附註三、四及二七)		4,505	-	1,711	-	
130X	存貨淨額(附註四、五及九)		444,805	19	463,800	23	
1470	其他流動資產(附註三、四、十三、十四及二八)		87,129	4	65,752	3	
11XX	流動資產總計		<u>1,601,327</u>	<u>69</u>	<u>1,443,173</u>	<u>70</u>	
	非流動資產						
1600	不動產、廠房及設備(附註四、十一、二七及二八)		524,520	22	492,970	24	
1821	無形資產(附註四及十二)		7,414	-	6,091	-	
1840	遞延所得稅資產(附註四、五及二二)		39,623	2	48,573	3	
1985	預付租賃款—非流動(附註四、十三及二八)		135,052	6	38,146	2	
1990	其他非流動資產(附註四及十四)		25,811	1	21,745	1	
15XX	非流動資產總計		<u>732,420</u>	<u>31</u>	<u>607,525</u>	<u>30</u>	
1XXX	資 產 總 計		<u>\$ 2,333,747</u>	<u>100</u>	<u>\$ 2,050,698</u>	<u>100</u>	
	負債及權益						
	流動負債						
2100	短期借款(附註四及十五)	\$	-	-	\$	114,300	6
2120	透過損益按公允價值衡量之金融負債—流動(附註四、七及二六)		480	-	-	-	
2150	應付票據(附註四)		5,322	-	693	-	
2170	應付帳款(附註四及二七)		66,167	3	89,099	4	
2200	其他應付款(附註四及十七)		233,362	10	264,544	13	
2230	本期所得稅負債(附註四及二二)		49,244	2	38,462	2	
2399	其他流動負債(附註四)		2,843	-	3,261	-	
21XX	流動負債總計		<u>357,418</u>	<u>15</u>	<u>510,359</u>	<u>25</u>	
	非流動負債						
2530	應付公司債(附註四、十六、二四及二六)		234,663	10	-	-	
2570	遞延所得稅負債(附註四及二二)		89,634	4	75,428	4	
25XX	非流動負債總計		<u>324,297</u>	<u>14</u>	<u>75,428</u>	<u>4</u>	
2XXX	負債總計		<u>681,715</u>	<u>29</u>	<u>585,787</u>	<u>29</u>	
	權益(附註四、十六、十九及二四)						
3110	普通股股本		661,511	28	652,500	32	
3200	資本公積		401,444	17	371,995	18	
	保留盈餘						
3310	法定盈餘公積		56,527	3	36,213	2	
3320	特別盈餘公積		20,460	1	10,846	-	
3350	未分配盈餘		566,459	24	413,817	20	
3300	保留盈餘總計		643,446	28	460,876	22	
3400	其他權益	(54,369)	(2)	(20,460)	(1)	
3XXX	權益總計		<u>1,652,032</u>	<u>71</u>	<u>1,464,911</u>	<u>71</u>	
	負債與權益總計		<u>\$ 2,333,747</u>	<u>100</u>	<u>\$ 2,050,698</u>	<u>100</u>	

後附之附註係本合併財務報告之一部分。

董事長：蔡秉信



經理人：蔡秉信



會計主管：許相仁



強信機械科技股份有限公司及子公司

合併綜合損益表

民國 107 年及 106 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元，惟
每股盈餘為元

代 碼		107年度		106年度	
		金 額	%	金 額	%
4100	營業收入淨額（附註四、二十、二七及三二）	\$ 1,816,136	100	\$ 1,374,470	100
5110	營業成本（附註九、十八、二一及二七）	(1,070,558)	(59)	(811,867)	(59)
5900	營業毛利	<u>745,578</u>	<u>41</u>	<u>562,603</u>	<u>41</u>
	營業費用（附註十八、二一及二七）				
6100	推銷費用	(55,799)	(3)	(53,585)	(4)
6200	管理費用	(197,551)	(11)	(180,906)	(13)
6300	研究發展費用	(60,742)	(3)	(37,517)	(3)
6000	營業費用合計	(314,092)	(17)	(272,008)	(20)
6900	營業利益	<u>431,486</u>	<u>24</u>	<u>290,595</u>	<u>21</u>
	營業外收入及支出（附註四、二一及二七）				
7010	其他收入	10,765	1	18,729	1
7020	其他利益及損失	6,934	-	(10,565)	(1)
7050	財務成本	(13,077)	(1)	(4,951)	-
7000	營業外收入及支出合計	<u>4,622</u>	<u>-</u>	<u>3,213</u>	<u>-</u>
7900	稅前淨利	436,108	24	293,808	21
7950	所得稅費用（附註四、五及二二）	(123,038)	(7)	(90,666)	(6)
8200	本年度淨利	313,070	17	203,142	15

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代 碼		107年度		106年度	
		金	額 %	金	額 %
	其他綜合損益 (附註四及十九)				
8310	不重分類至損益之項目：				
8341	換算表達貨幣之兌換差額	(\$ 33,909)	(2)	(\$ 9,614)	(1)
8500	本期綜合損益總額	<u>\$ 279,161</u>	<u>15</u>	<u>\$ 193,528</u>	<u>14</u>
	每股盈餘 (附註二三)				
9750	基 本	<u>\$ 4.76</u>		<u>\$ 3.25</u>	
9850	稀 釋	<u>\$ 4.76</u>		<u>\$ 3.25</u>	

後附之附註係本合併財務報告之一部分。

董事長：綦秉信



經理人：綦秉信



會計主管：許相仁





強信機械股份有限公司及其子公司

民國 107 年及 106 年 12 月 31 日

單位：新台幣千元，
惟股數為仟股

代碼	106年1月1日餘額	普通股 股數(仟股)	股本 金額	資本 公積	法定盈餘公積	特別盈餘公積	未分配盈餘	盈餘 合計	其他權益項目 國外營運機構 財務報表換算 之兌換差額	權益總額
A1	58,000	\$ 580,000	\$ 212,334	\$ 21,417	\$ -	\$ 340,717	\$ 362,134	\$ 1,143,622		
B1	-	-	-	14,796	-	(14,796)	-	-	-	-
B3	-	-	-	-	10,846	(10,846)	-	-	-	-
B5	-	-	-	-	10,846	(104,400)	(104,400)	(104,400)	(104,400)	(104,400)
	-	-	-	14,796	10,846	(130,042)	(104,400)	(104,400)	-	(104,400)
D1	-	-	-	-	-	203,142	203,142	203,142	-	203,142
D3	-	-	-	-	-	-	-	-	(9,614)	(9,614)
D5	-	-	-	-	-	203,142	203,142	203,142	(9,614)	193,528
E1	7,250	72,500	159,661	-	-	-	-	-	-	232,161
Z1	65,250	652,500	371,995	36,213	10,846	413,817	460,876	20,460	(20,460)	1,464,911
B1	-	-	-	20,314	-	(20,314)	-	-	-	-
B3	-	-	-	-	9,614	(9,614)	-	-	-	-
B5	-	-	-	-	9,614	(130,500)	(130,500)	(130,500)	(130,500)	(130,500)
	-	-	-	20,314	9,614	(160,428)	(130,500)	(130,500)	-	(130,500)
C5	-	-	31,340	-	-	-	-	-	-	31,340
C15	-	-	(32,625)	-	-	-	-	-	-	(32,625)
D1	-	-	-	-	-	313,070	313,070	313,070	-	313,070
D3	-	-	-	-	-	-	-	-	(33,909)	(33,909)
D5	-	-	-	-	-	313,070	313,070	313,070	(33,909)	279,161
I1	901	9,011	30,734	-	-	-	-	-	-	39,745
Z1	66,151	661,511	401,444	56,527	20,460	566,459	643,446	54,369	(54,369)	1,652,032

後附之附註係本合併財務報告之一部分。



經理人：蔡秉信



董事長：蔡秉信



會計主管：許相仁

強信機械科技股份有限公司及子公司

合併現金流量表

民國 107 年及 106 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

代 碼		107年度	106年度
	營業活動之現金流量		
A10000	本年度稅前淨利	\$ 436,108	\$ 293,808
A20010	收益費損項目：		
A20100	折舊費用	47,663	53,315
A20200	攤銷費用	3,419	3,727
A29900	預付租賃款攤銷	1,049	1,035
A20300	預期信用減損損失	3,640	-
A20300	呆帳迴轉利益	-	(2,577)
A20900	財務成本	13,077	4,951
A21200	利息收入	(3,453)	(881)
A23700	存貨跌價及呆滯損失（回升利 益）	(10,371)	2,609
A23700	存貨報廢損失	2,473	6,529
A20400	透過損益按公允價值衡量之金 融資產及負債淨利益	(641)	-
A22500	其 他	1,994	(335)
A30000	營業資產及負債之淨變動數		
A31130	應收票據	(6,300)	(35,399)
A31150	應收帳款	(64,346)	(19,047)
A31200	存 貨	17,785	(102,387)
A31240	其他流動資產	(24,849)	(21,333)
A32130	應付票據	4,629	693
A32150	應付帳款	(21,503)	27,079
A32180	其他應付款	(21,584)	17,268
A32230	其他流動負債	(418)	2,917
A33000	營運產生之現金	378,372	231,972
A33100	收取之利息	3,453	881
A33300	支付之利息	(1,333)	(4,951)
A33500	支付所得稅	(91,162)	(82,348)
AAAA	營業活動之淨現金流入	<u>289,330</u>	<u>145,554</u>

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代 碼		107年度	106年度
	投資活動之現金流量		
B00100	取得透過損益按公允價值衡量之金融資產	(\$ 44,720)	\$ -
B02700	取得不動產、廠房及設備支付現金數	(103,797)	(93,488)
B02800	處分不動產、廠房及設備價款	8,255	5,510
B04500	取得無形資產	(4,892)	(3,295)
B07100	預付設備款增加	(4,706)	(11,168)
B07300	預付租賃款增加	(100,774)	-
B09900	其 他	115	1,054
BBBB	投資活動之淨現金流出	(250,519)	(101,387)
	籌資活動之淨現金流量		
C00100	短期借款(減少)增加	(114,888)	11,767
C01200	發行可轉換公司債	300,900	-
C04600	發行本公司新股	-	232,161
C04500	發放現金股利	(163,125)	(104,400)
CCCC	籌資活動之淨現金流入	22,887	139,528
DDDD	匯率變動對現金及約當現金之影響	(6,494)	(1,078)
EEEE	本期現金及約當現金淨增加	55,204	182,617
E00100	期初現金及約當現金餘額	296,357	113,740
E00200	期末現金及約當現金餘額	\$ 351,561	\$ 296,357

後附之附註係本合併財務報告之一部分。

董事長：蔡秉信



經理人：蔡秉信



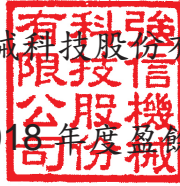
會計主管：許相仁



【附件四】

強信機械科技股份有限公司

西元 2018 年度盈餘分配表



單位：新台幣元

項 目	金 額
期初未分配盈餘	253,388,194
加：2018 年度稅後淨利	313,070,171
可供分配盈餘	566,458,365
減：提列法定盈餘公積（10%）	(31,307,017)
減：提列特別盈餘公積	(33,909,277)
本期可供分配盈餘	501,242,071
分配項目：	
現金股利(每股配發 2.8 元)	(185,223,195)
期末未分配盈餘	316,018,876

董事長：蔡秉信



經理人：蔡秉信



會計主管：許相仁



【附件五】

STRONG H MACHINERY TECHNOLOGY(CAYMAN) INCORPORATION

強信機械科技股份有限公司

The Comparison Table of Amended and Restated Articles of Association
 公司章程修正對照表

Amended Article 修正條文	Original Article 現行條文	Explanation 修正說明
<p>Article 2 The business of the Company may be commenced as soon after incorporation as the Board shall deem fit. <u>The Company shall comply with the laws and regulations as well as business ethics and may take actions which will promote public interests in order to fulfill the social responsibilities.</u></p> <p>第2條 本公司之營業，依據董事會之決定，得於公司登記設立後立即開始。<u>本公司經營業務，應遵守法令及商業倫理規範，得採行增進公共利益之行為，以善盡社會責任。</u></p>	<p>Article 2 The business of the Company may be commenced as soon after incorporation as the Board shall deem fit.</p> <p>第2條 本公司之營業，依據董事會之決定，得於公司登記設立後立即開始。</p>	<p>In order to comply with ROC Company Act, social responsibility is newly included to be one of the Company's goal.</p> <p>新增社會責任為公司目標之一，以符合中華民國公司法規定。</p>
<p>Article 27 (b) <u>Member(s) continuously holding 50% or more of the total number of outstanding shares of the Company for a period of three (3) months or a longer time may convene an extraordinary general meeting. The calculation of the holding period and holding number of shares shall be based on the holding at the time of share transfer suspension date.</u></p> <p>第27條</p>	<p>None.</p>	<p>In order to comply with ROC Company Act, majority Members' right to call a general meeting is newly added.</p> <p>新增多數股東召集股東會的權利，以符合中華民國公司法規定。</p>

<p>(b) 繼續三個月以上持有已發行股份總數過半數股份之股東，得自行召集股東臨時會。股東持股期間及持股數之計算，以停止股票過戶時之持股為準。</p>		
<p>Article 40 <u>Any of the following matters should be listed on the notice of the general meeting, which shall contain a summary of the material issues to be discussed in respect of these matters, and shall not be brought up as extemporary motions. The matters to be discussed may be posted on the website designated by the competent authority or the Company, and such website shall be indicated in the above notice:</u></p> <p>(a) election or removal of Directors;</p> <p>(b) alteration of the Memorandum and/or these Articles; and</p> <p>(c) <u>reduction of capital; and</u></p> <p>(d) <u>application for the approval of ceasing to be a listed company or ceasing its status as a public company in the jurisdiction of ROC;</u></p> <p>(omitted)</p> <p>(h) distribution to Members <u>in the form of new shares or cash</u> on a pro-rata basis based on their respective shareholding in the Company to be paid out of the Company's share premium account and/or a distributable reserve of the Company (including, but not limited to, any capital reserve arising from contributed surplus account which are distributable or endowment income and Legal Reserve)</p>	<p>Article 40 In the event that any of the following matters is to be considered at a general meeting, the notice of the general meeting shall contain a summary of the material issues to be discussed in respect of these matters:</p> <p>(a) election or removal of Directors;</p> <p>(b) alteration of the Memorandum and/or these Articles; and</p> <p>(omitted)</p> <p>(f) distribution to Members on a pro-rata basis based on their respective shareholding in the Company to be paid out of the Company's share premium account and/or a distributable reserve of the Company (including, but not limited to, any capital reserve arising from contributed surplus account which are distributable or endowment income and Legal Reserve) subject to the Statute and these Articles; and</p> <p>(g) private placement of any equity securities to be issued by the Company.</p> <p>The matters set out in Article 40(a) to Article 40(g) (inclusive) and Article 17 (a) shall not be raised as an ad hoc motion at any general</p>	<p>In order to comply with ROC Company Act, matters shall be included in the notice of the general meetings is newly added and amended; "Posting on website" is newly added as a method to notify the Members.</p> <p>新增並修正應載明於股東會召集通知之摘要事項以及得以網站公告之方式為之，以符合中華民國公司法規定。</p>

<p>subject to the Statute and these Articles; and</p> <p>(i) private placement of any equity securities to be issued by the Company.</p> <p>The matters set out in Article 40(a) to Article 40(i) (inclusive) and Article 17 (a) shall not be raised as an ad hoc motion at any general meeting of the Company.</p> <p>第40條 有關下列各款事項應於股東會之召集通知中<u>列舉並說明其主要內容，不得以臨時動議提出；其主要內容得置於主管機關或公司指定之網站(並應將網址載明於召集通知)</u>：</p> <p>(a) 董事之選任或解任；</p> <p>(b) 修改本公司發起備忘錄及本章程；</p> <p>(c) <u>減少股本</u>；</p> <p>(d) <u>申請從中華民國任一證券交易市場下市或停止公開發行</u>；</p> <p>(中間省略)</p> <p>(h) 在不違反開曼公司法及依本章程下，將本公司之股份溢價及可分配準備金(包含但不限於溢價準備金、因受領贈與所得之資本公積及法定盈餘公積)依持股比例<u>以發行新股或現金方式</u>分派給股東；</p> <p>(i) 私募發行任何具股權性質之有價證券。</p> <p>本章程第40條(a)至第40條(i)之事項，及本章程第17條(a)之事項，不得以臨時動議提出。</p>	<p>meeting of the Company.</p> <p>第40條 有關下列各款事項應於股東會之召集通知中載明待討論重要事項之摘要：</p> <p>(a) 董事之選任或解任；</p> <p>(b) 修改本公司發起備忘錄及本章程；</p> <p>(中間省略)</p> <p>(f) 在不違反開曼公司法及依本章程下，將本公司之股份溢價及可分配準備金(包含但不限於溢價準備金、因受領贈與所得之資本公積及法定盈餘公積)依持股比例分派給股東；</p> <p>(g) 私募發行任何具股權性質之有價證券。</p> <p>本章程第40條(a)至第40條(g)之事項，及本章程第17條(a)之事項，不得以臨時動議提出。</p>	
<p>Article 41 (Omitted) From time to time, by submitting document(s) evidencing his/her interests involved and indicating the designated scope of</p>	<p>Article 41 (Omitted) From time to time, by submitting document(s) evidencing his/her interests involved and</p>	<p>In order to comply with ROC Company Act, Members' right of information is</p>

<p>the inspection, the Members may inspect, review or make copies of the aforementioned documents, and <u>the Company shall cause the Company's branch share registrar to make the aforementioned documents available to the Members. The Board or other authorized conveners of general meetings of the Company may require the Company or the Company's branch share registrar to provide with the branch Register of Members.</u></p> <p>第41條 (前略) 股東得檢具利害關係證明文件並指定查閱之範圍，隨時請求檢查、閱覽或抄錄上述文件，<u>本公司並應令股務代理機構提供。董事會或其他召集權人召集股東會者，得請求本公司或股務代理機構提供股東名簿。</u></p>	<p>indicating the designated scope of the inspection, the Members may inspect, review or make copies of the aforementioned documents.</p> <p>第41條 (前略) 股東得檢具利害關係證明文件並指定查閱之範圍，隨時請求檢查、閱覽或抄錄上述文件。</p>	<p>expanded.</p> <p>擴大股東資訊查閱權，以符合中華民國公司法規定。</p>
<p>Article 49 (a) So long as the Shares are listed on any ROC Securities Exchange, one or more Members holding one percent (1%) or more of the total issued Shares immediately prior to the relevant period during which the Register of Members is closed for transfers, may in writing <u>or by way of electronic transmission</u> submit to the Company a proposal for consideration and, if appropriate, approval at an annual general meeting. Such proposals shall be included in the agenda <u>except for the following conditions:</u></p> <p>(i) the proposing Member(s) hold(s) less than one percent (1%) of the total issued Shares as at the relevant date in accordance with this Article;</p> <p>(ii) the matter proposed to be discussed may not be</p>	<p>Article 49 So long as the Shares are listed on any ROC Securities Exchange, one or more Members holding one percent (1%) or more of the total issued Shares immediately prior to the relevant period during which the Register of Members is closed for transfers, may in writing submit to the Company a proposal for consideration and, if appropriate, approval at an annual general meeting. Such proposals shall not be included in the agenda if:</p> <p>(a) the proposing Member(s) hold(s) less than one percent (1%) of the total issued Shares as at the relevant date in accordance with this Article;</p> <p>(b) the matter proposed to be discussed may not be resolved at an annual general meeting;</p> <p>(c) the proposing Member has made more than one proposal for consideration at the same</p>	<p>In order to comply with ROC Company Act, Member' right to submit proposal at an annual meeting is amended.</p> <p>修正股東提案權，以符合中華民國公司法規定。</p>

<p>resolved at an annual general meeting;</p> <p>(iii)the proposing Member has made more than one proposal for consideration at the same annual general meeting <u>or such proposal containing more than 300 words</u>; or</p> <p>(iv)the proposal is meeting submitted after the expiration of the specified period determined by the Board.</p> <p>(b) <u>The proposal proposed for urging the Company to promote public interests or fulfill social responsibilities may still be included in the list of proposals to be discussed at an annual general meeting by the Board.</u></p> <p>第49條</p> <p>(a) 當本公司之股份在中華民國任一證券交易市場掛牌交易時，於股東名簿閉鎖期間開始前，持有本公司已發行股份總數百分之一以上股份之股東，得以書面或電子方式向本公司提出股東常會議案。除下列情形外，董事會應列為議案：</p> <p>(i) 提案股東於本條所定之相關日期時，持股未達已發行股份總數百分之一者；</p> <p>(ii) 該議案非股東會得決議者；</p> <p>(iii)該提案股東於該年度股東常會之提案超過一項或字數超過三百字者。</p> <p>(iv)在董事會所定期間外提案者。</p> <p>(b) <u>股東提案係為敦促公司增進公共利益或善盡社會責任之建議，董事會仍得列入議案。</u></p>	<p>annual general meeting; or</p> <p>(d) the proposal is meeting submitted after the expiration of the specified period determined by the Board.</p> <p>第49條</p> <p>當本公司之股份在中華民國任一證券交易市場掛牌交易時，於股東名簿閉鎖期間開始前，持有本公司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。下列提案應不列入議程：</p> <p>(a) 提案股東於本條所定之相關日期時，持股未達已發行股份總數百分之一者；</p> <p>(b) 該議案非股東會得決議者；</p> <p>(c) 該提案股東於該年度股東常會之提案超過一項者。</p> <p>(d)在董事會所定期間外提案者。</p>	
<p>Article 90</p> <p>A Director who is directly or</p>	<p>Article 90</p> <p>A Director who is directly or</p>	<p>In order to comply with ROC Company</p>

<p>indirectly has personal interest in the matter proposed at the meeting of the Board (including but not limited to interested in a contract or proposed contract or arrangement with the Company) shall declare the important nature of such interest at such meeting. <u>Where the spouse, a blood relative within the second degree of kinship of a Director, or any company controlling or is controlled by a Director has interests in the matters proposed at the meeting of the Board, such Director shall be deemed to have a personal interest in the matter.</u> (omitted)</p> <p>第90條 董事對於對事董事會議之事項(包括但不限於因契約或預計與公司進行之契約或安排)直接或間接與公司有利害關係者應於當次董事會說明其利害關係之重要內容。<u>董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就前述會議之事項有利害關係者，視為董事就該事項有自身利害關係。</u>(後略)</p>	<p>indirectly has personal interest in the matter proposed at the meeting of the Board (including but not limited to interested in a contract or proposed contract or arrangement with the Company) shall declare the important nature of such interest at such meeting. (omitted)</p> <p>第90條 董事對於對事會議之事項(包括但不限於因契約或預計與公司進行之契約或安排)直接或間接與公司有利害關係者應於當次董事會說明其利害關係之重要內容。(後略)</p>	<p>Act, the definition of Director' personal interest is expanded.</p> <p>擴大董事利害關係之定義，以符合中華民國公司法規定。</p>
<p>Article 96 (c) if he/she dies, becomes bankrupt <u>(or in the process of liquidation)</u> and his/her credit has not been restored;</p> <p>(d) if an order is made by any competent court or official on the grounds that he/she is or will be suffering from lunacy, mental disorder, <u>adjudicated of the commencement of assistantship and such assistantship having not been revoked yet,</u> or is otherwise</p>	<p>Article 96 (c) if he/she dies, becomes bankrupt and his/her credit has not been restored;</p> <p>(d) if an order is made by any competent court or official on the grounds that he/she is or will be suffering from lunacy, mental disorder or is otherwise incapable of managing his/her affairs or his/her legal capacity is restricted according to the applicable laws;</p>	<p>In order to comply with ROC Company Act, situations in which a person shall not be elected as a Director or vacated are amended.</p> <p>修正不得擔任董事或應被當然解任之事由，以符合中華民國公司法之規定。</p>

<p>incapable of managing his/her affairs or his/her legal capacity is restricted according to the applicable laws;</p> <p>(e) if he/she has committed an offence as specified in the ROC statute of prevention of organizational crimes or similar legislations in other jurisdictions, or subsequently is adjudicated guilty by a final judgment, and <u>has not started serving the sentence, has not completed serving the sentence, or five (5) years have not elapsed since completion of serving the sentence, expiration of the probation or pardon;</u></p> <p>(f) if he/she has committed an offence involving fraud, breach of trust or misappropriation, or subsequently sentenced to imprisonment for a term of more than one (1) year in any jurisdiction, <u>and has not started serving the sentence, has not completed serving the sentence, or two (2) years have not elapsed since completion of serving the sentence, expiration of the probation, or pardon;</u></p> <p>(g) if he/she has been adjudicated guilty by a final judgment for <u>committing an offence as specified in the Anti-Corruption Act of ROC or involving misappropriating public funds during the time of his/her public service, and has not started serving the sentence, has not completed serving the sentence, or two (2) years have not elapsed since completion of</u></p>	<p>(e) if he/she has committed an offence as specified in the ROC statute of prevention of organizational crimes or similar legislations in other jurisdictions, or subsequently is adjudicated guilty by a final judgment and the time elapsed after he/she has served the full term of such sentence is less than five (5) years;</p> <p>(f) if he/she has committed an offence involving fraud, breach of trust or misappropriation, or subsequently sentenced to imprisonment for a term of more than one (1) year in any jurisdiction, and the time elapsed after he/she has served the full term of such sentence is less than two (2) years;</p> <p>(g) if he/she has been adjudicated guilty by a final judgment for misappropriating public funds during the time of his/her public service, and the time elapsed after he/she has served the full term of such sentence is less than two (2) years;</p> <p>第96條</p> <p>(c) 死亡或破產尚未復權者；</p> <p>(d) 依適用法令，由具管轄權之法院宣告為心智喪失、精神疾病，或因其他理由而為無行為能力人或限制行為能力人；</p> <p>(e) 曾違反中華民國組織犯罪防治之相關適用法令或其他國家或地區之類似法令，經有罪判決確定，且服刑期滿尚未逾五年；</p>	
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<p><u>serving the sentence, expiration of the probation, or pardon;</u></p> <p>第96條 略</p> <p>(c) <u>死亡或、破產尚未復權或經法院裁定開始清算程序者；</u></p> <p>(d) 依適用法令，由具管轄權之法院宣告為心智喪失、精神疾病<u>或受輔助宣告尚未撤銷</u>，或因其他理由而為無行為能力人或限制行為能力人；</p> <p>(e) 曾違反中華民國組織犯罪防治之相關適用法令或其他國家或地區之類似法令，經有罪判決確定，<u>尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾五年</u>；</p> <p>(f) 曾於任何國家因詐欺、背信或侵占等罪，經受有期徒刑一年以上宣告，<u>尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾二年</u>；</p> <p>(g) 曾服公職虧空公款<u>或犯中華民國貪汙治罪條例之罪</u>，經有罪判決確定，<u>尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾二年</u>；</p>	<p>(f) 曾於任何國家因詐欺、背信或侵占等罪，經受有期徒刑一年以上宣告，服刑期滿尚未逾二年；</p> <p>(g) 曾服公職虧空公款，經有罪判決確定，服刑期滿尚未逾二年；</p>	
<p>Article 119 Each member of the Audit Committee shall supervise the execution of business operations of the Company, and may from time to time inspect the business and financial conditions of the Company, examine, <u>transcribe or make copies of the books and documents relating to the Company</u>, and request the Board or</p>	<p>Article 119 Each member of the Audit Committee shall supervise the execution of business operations of the Company, and may from time to time inspect the business and financial conditions of the Company, examine the books and documents relating to the Company, and request the Board or any officer to make reports in</p>	<p>In order to comply with ROC Company Act and Securities Exchange Act, the power to inspect Company's document of the Audit Committee is expanded. 擴大審計委員會對</p>

<p>any officer to make reports in respect of the Company's affairs.</p> <p>第119條 審計委員會之獨立董事成員應監督公司業務之執行，並得隨時調查公司業務及財務狀況，查核、抄錄或複製簿冊文件，並得請求董事會或經理人提出報告。</p>	<p>respect of the Company's affairs.</p> <p>第119條 審計委員會之獨立董事成員應監督公司業務之執行，並得隨時調查公司業務及財務狀況，查核簿冊文件，並得請求董事會或經理人提出報告。</p>	<p>公司簿冊之檢查權，以符合中華民國公司以及證券交易法規定。</p>
<p>Article 122-1 <u>Other than where the board of Directors is unwilling or unable to convene a general meeting, that an Independent Director of the Audit Committee may convene a general meeting, an Independent Director of the Audit Committee may convene a general meeting for the interest of the Company if necessary.</u></p> <p>第122-1條 <u>審計委員會之獨立董事，除董事會不為召集或不能召集股東會外，得為公司利益，於必要時，召集股東會。</u></p>	<p>None.</p>	<p>In order to comply with ROC Company Act and Securities Exchange Act, the power to call a general meeting by the Audit Committee is expanded.</p> <p>擴大審計委員會召集股東會之權力，以符合中華民國公司以及證券交易法規定。</p>
<p>Article 123 Member(s) continuously holding <u>one percent (1%)</u> or more of the total issued Shares for at least <u>six (6) months</u> may request any member of the Audit Committee in writing to institute, on behalf of the Company, a court action against a Director. (omitted)</p> <p>第123條 繼續<u>六個月</u>以上，持有已發行股份總數<u>百分之二</u>以上之股東，得以書面請求審計委員會之獨立董事成員為公司對董事提起訴訟。(後略)</p>	<p>Article 123 Member(s) continuously holding three percent (3%) or more of the total issued Shares for at least one (1) year may request any member of the Audit Committee in writing to institute, on behalf of the Company, a court action against a Director. (omitted)</p> <p>第123條 繼續一年以上，持有已發行股份總數<u>百分之三</u>以上之股東，得以書面請求審計委員會之獨立董事成員為公司對董事提起訴訟。(後略)</p>	<p>In order to comply with ROC Company Act, the qualification of members to request the Audit Committee to call a general meeting is amended.</p> <p>修正股東請求審計委員會召集股東會之資格，以符合中華民國公司法規定。</p>

【附件六】

強信機械科技股份有限公司

「取得或處分資產作業程序」修正條文對照表

現行條文 條次	修正後條文內容	原條文內容	建議修正 原因
四、定義 4.1	<p>本作業程序所稱之“資產”適用範圍如下：</p> <p>(1)股票、公債、公司債、金融債券、<u>表彰基金之有價證券</u>、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>(2)不動產(含土地、房屋及建築、投資性不動產、<u>營建業之存貨</u>)及設備。</p> <p>(3)會員證。</p> <p>(4)專利權、著作權、商標權、特許權等無形資產。</p> <p>(5)<u>使用權資產</u>。</p> <p>(6)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>(7)衍生性商品。</p> <p>(8)依法律合併、分割、收購或股份受讓而取得或處分之資產。</p> <p>(9)其他重要資產。</p>	<p>本作業程序所稱之“資產”適用範圍如下：</p> <p>(1)股票、公債、公司債、金融債券、<u>國內受益憑證、海外共同基金、存托憑證、認購(售)權證、受益證券、資產基礎證券</u>等投資。</p> <p>(2)不動產(含土地、房屋及建築、投資性不動產、<u>土地使用權、營建業之存貨</u>)及設備。</p> <p>(3)會員證。</p> <p>(4)專利權、著作權、商標權、特許權等無形資產。</p> <p>(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>(6)衍生性商品。</p> <p>(7)依法律合併、分割、收購或股份受讓而取得或處分之資產。</p> <p>(8)其他重要資產。</p>	<p>一、配合適用國際財務報導準則第十六號租賃公報規定，爰新增4.1(5)，擴大使用權資產範圍，並將原條文4.1(2)所列土地使用權移至4.1(5)規範。</p> <p>二、原條號4.1(5)至4.1(8)移列4.1(6)至4.1(9)。</p>
四、定義 4.2	<p>本作業程序所稱的“衍生性商品”，指其價值由<u>特定利率、金融工具價格、商品價格、匯率、價格或費率指數、信用評等或信用指數、或其他變數</u>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，上述契約之組合，或<u>嵌入衍生性商品之組合式契約或結構型商品</u>等。所稱的遠期契約，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)貨契約。</p>	<p>本作業程序所稱的“衍生性商品”，指其價值由<u>資產、利率、匯率、指數或其他利益等商品</u>所衍生的遠期契約、選擇權契約、期貨契約、槓桿保證金契約、交換契約，<u>暨上述商品組合而成的複合式等</u>。所稱的遠期契約，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)貨契約。</p>	<p>配合國際財務報導準則第九號金融工具之定義，修正衍生性商品之範圍，並酌作文字修正。</p>
四、定義 4.3	<p>本作業程序所稱的“依法律合併、分割、收購或股份受讓而取得或處分之資產”，指依<u>企業併購法、金融控股公司法、金融機構合併法</u>或其他法律進行合併、分割或收購而取得或處分之資產，或依<u>公司法第一百五十六條之三</u>規定發行新股受讓他公司股份</p>	<p>本作業程序所稱的“依法律合併、分割、收購或股份受讓而取得或處分之資產”，指依<u>相關法令</u>進行合併、分割或收購而取得或處分的資產，或發行新股受讓他公司股份(以下簡稱股份受讓)</p>	<p>配合公司法條次修正，將援引之「第一百五十六條第八項」修正為「第一百五十六條之三」。</p>

現行條文 條次	修正後條文內容	原條文內容	建議修正 原因
	(以下簡稱股份受讓)者。		
四、定義 4.4	本作業程序所稱的“關係人”， <u>應依證券發行人財務報告編製準則規定認定之。</u>	本作業程序所稱的“關係人”， <u>指依證券發行人財務報告編制準則規範認定的。</u>	
四、定義 4.5	本作業程序所稱的“子公司”， <u>應依證券發行人財務報告編製準則規定認定之。</u>	本作業程序所稱的“子公司”， <u>指依證券發行人財務報告編制準則規範認定的。</u>	
四、定義 4.7	本作業程序所稱的“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 <u>孰前者</u> 。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 <u>孰前者</u> 為準。	本作業程序所稱的“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 <u>較前者</u> 。但屬需經主管機關核准的投資者，以上開日期或接獲主管機關核准之日 <u>較前者</u> 為準。	
四、定義 4.8	本作業程序所稱的「大陸地區投資」，指依 <u>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</u> 規定從事之大陸投資。	本作業程序所稱的「大陸地區投資」，指依 <u>相關法令</u> 從事的大陸投資。	
四、定義 4.9	本作業程序所稱的以投資為專業者：指依法律規定設立，並受當地金融主管機關管理之金融控股公司、銀行、保險公司、票券金融公司、信託業、經營自營或承銷業務之證券商、經營自營業務之期貨商、證券投資信託事業、證券投資顧問事業及基金管理公司。		
四、定義 4.10	本作業程序所稱的證券交易所： <u>國內證券交易所</u> ，指臺灣證券交易所股份有限公司； <u>外國證券交易所</u> ，指任何有組織且受該國證券主管機關管理之證券交易市場。		
四、定義 4.11	本作業程序所稱的證券商營業處所： <u>國內證券商營業處所</u> ，指依證券商營業處所買賣有價證券管理辦法規定證券商專設櫃檯進行交易之處所； <u>外國證券商營業處所</u> ，指受外國證券主管機關管理且得經營證券業務之金融機構營業處所。		
五、內容 5.1	本公司及聯屬公司取得之估價報告或會計師、律師或證券承銷商的意見書， <u>該專業估價者及其估價人員、會計師、律師或證券承銷商應符合下列規定：</u> (1)未曾因違反本法、公司法、銀	<u>關係人的排除：</u> 本公司及聯屬公司取得的估價報告或會計師、律師或證券承銷商的意見書， <u>其專業估價者及其估價人員、會計師、律師或證券承銷商與公司與交易當事人不得為</u>	一、參酌證券交易法第五十三條第四款有關董事、監察人及經理人消極資格及發行人募集與發行有價

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	<p>行法、保險法、金融控股公司法、商業會計法，或有詐欺、背信、侵占、偽造文書或因業務上犯罪行為，受一年以上有期徒刑之宣告確定。但執行完畢、緩刑期滿或赦免後已滿三年者，不在此限。</p> <p><u>(2)與交易當事人不得為關係人或實質關係人之情形。</u></p> <p><u>(3)公司如應取得二家以上專業估價者之估價報告，不同專業估價者或估價人員不得互為關係人或實質關係人之情形。</u></p> <p><u>前項人員於出具估價報告或意見書時，應依下列事項辦理：</u></p> <p><u>(1)承接案件前，應審慎評估自身專業能力、實務經驗及獨立性。</u></p> <p><u>(2)查核案件時，應妥善規劃及執行適當作業流程，以形成結論並據以出具報告或意見書；並將所執程序、蒐集資料及結論，詳實登載於案件工作底稿。</u></p> <p><u>(3)對於所使用之資料來源、參數及資訊等，應逐項評估其完整性、正確性及合理性，以做為出具估價報告或意見書之基礎。</u></p> <p><u>(4)聲明事項，應包括相關人員具備專業性與獨立性、已評估所使用之資訊為合理與正確及遵循相關法令等事項。</u></p>	關係人。	<p>證券處理準則第八條第一項第十五款發行人或其負責人之誠信原則等規定 新增及明定相關專家之消極資格。</p> <p>二、明確外部專家責任，參酌證券發行人財務報告編製準則第九條投資性不動產有關會計師對估價報告合理意見書之相關評估、查核及聲明事項等，明定相關專家出具估價報告或意見書之評估、查核及聲明事項。</p>
五、內容 5.2	<p>注意事項：</p> <p>(1)本公司取得或處分資產，依本作業程序或其他法律規定應經董事會通過者，如有董事表示異議且有紀錄或書面證明，應將董事異議資料送各審計委員會成員。</p> <p>(2)本公司已設置獨立董事，依前項規定將取得或處分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。</p> <p>(3)本公司已設置審計委員會，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，【以下略】</p>	<p>注意事項：</p> <p>(1)本公司取得或處分資產，依本作業程序或其他法律規定應經董事會通過的，如有董事表示反對意見或保留意見的，應於董事會議事錄載明。</p> <p>(2)本公司設置獨立董事，依前項規定將取得或處分資產交易提報董事會討論時，應充分考慮各獨立董事的意見，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。</p> <p>(3)本公司已依章程規定設置審計委員會，重大之資產交易，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，【以下略】</p>	酌作文字修正，以符合法制作業。
五、內容 5.4.1	<p>【以上略】</p> <p>(1)取得或處分已於集中交易市</p>	<p>【以上略】</p> <p>(1)取得或處分已于集中交易市</p>	酌作文字修正。

現行條文 條次	修正後條文內容	原條文內容	建議修正 原因
	場或證券商營業處所買賣之有價證券，依當時之市場價格決定之。 (2)取得或處分非於集中交易市場或證券商營業處所買賣之有價證券，【以下略】	場或證券商營業處所買賣之有價證券，依當時之市場價格決定之。 (2)取得或處分非于集中交易市場或證券商營業處所買賣之有價證券，【以下略】	
五、內容 5.4.2	【以上略】 取得或處分有價證券交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應於事實發生日前洽請會計師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；經法院拍賣程序取得或處分資產者，得以法院所出具之證明文件替代估價報告或會計師意見。 前項交易金額之計算，應依5.11.1 第二項規定辦理。	【以上略】 取得或處分有價證券交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應於事實發生日前洽請會計師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，應依財團法人中華民國會計研究發展基金會(以下簡稱會計研究發展基金會)所發佈之審計準則公報第二十號規定辦理。但該有價證券具活絡市場之公開報價、參與認購轉投資百分之百之被投資公司辦理現金增資發行之有價證券或相關法令另有規定者，不在此限；經法院拍賣程序取得或處分資產者，得以法院所出具之證明文件替代會計師意見。 前項交易金額之計算，應依5.11.1 第二項規定辦理。	酌作文字修正。
五、內容 5.5	取得或處分不動產、設備或其使用權資產之評估及作業程序：	取得或處分不動產及設備之評估及作業程序：	將使用權資產納入規範。
五、內容 5.5.1	【以上略】 (2)委請專家出具意見：取得或處分不動產、設備或其使用權資產，除與國內政府機關交易、自地委建、租地委建，或取得、處分供營業使用之設備或其使用權資產外，交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應於事實發生日前取得專業估價者出具之估價報告，並符合下列規定： (2.1)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；其嗣後有交易條件變更時，亦同。 【(2.2)~(2.3)略】 (2.4)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	【以上略】 (2)委請專家出具意見：取得或處分不動產或設備，除與政府機關交易、自地委建、租地委建，或取得、處分供營業使用之設備外，交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應於事實發生日前取得專業估價者出具之估價報告，並符合下列規定： (2.1)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。 【(2.2)~(2.3)略】 (2.4)契約成立日前估價者，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	一、所定政府機關，係指我國中央及地方政府機關，主係考量與我國中央及地方政府機關交易，需依相關規定辦理標售或競價等，價格遭操縱之可能性較低，爰得免除專家意見之取得，至與外國政府機關交易，因其相關規定及議價機制較不明確，尚不在豁免範圍，爰修正明定僅限國內政府機關。 二、配合適用國際財務報導準則第十六號租賃公報

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	具意見書。經法院拍賣程序取得或處分資產者，得以法院所出具之證明文件替代估價報告或會計師意見。 前項交易金額之計算，應依5.11.1第二項規定辦理。	業估價者出具意見書。經法院拍賣程序取得或處分資產者，得以法院所出具之證明文件替代估價報告。 前項交易金額之計算，應依5.11.1第二項規定辦理。	規定，爰修正將使用權資產納入規範。
五、內容 5.5.3	執行單位：本公司有關不動產、設備或其使用權資產之取得及處分作業，其執行單位為財務部門或相關權責單位。	執行單位：本公司有關不動產及設備之取得及處分作業，其執行單位為財務部門或相關權責單位。	將使用權資產納入規範。
五、內容 5.6.1	本公司與關係人取得或處分資產，除應依本作業程序5.4、5.5、5.6及5.7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5.11.1第二項規定辦理。	本公司與關係人取得或處分資產，除應依本作業程序5.4.1(2)、5.5.1(2)及5.7.2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5.11.1第二項規定辦理。	修正條文編號，以資明確。
五、內容 5.6.3	向關係人取得或處分不動產或其使用權資產，或與關係人取得或處分不動產或其使用權資產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者，除買賣國內公債、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同意並經董事會通過後，始得簽訂交易契約及支付款項： (1)取得或處分資產之目的、必要性及預計效益。 (2)選定關係人為交易對象之原因。 (3)向關係人取得不動產或其使用權資產，依5.6.5及5.6.6規定評估預定交易條件合理性之相關資料。 (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。 (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。 (6)依5.6.1規定取得之專業估	向關係人取得或處分不動產，或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者，除買賣公債、附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金外，應將下列資料，提交董事會通過後始得簽訂交易契約及支付款項。 (1)取得或處分不動產之目的、必要性及預計效益。 (2)選定關係人為交易物件之原因。 (3)向關係人取得不動產，依本作業程序規定評估預定交易條件合理性之相關資料。 (4)關係人原取得日期及價格、交易對象及其與公司及關係人之關係等事項。 (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。 (6)依5.6.1規定取得之專業估價者出具之估價報告，或會計師意見。若估價結果，與交易金額	所定公債，係指國內之公債，主係考量我國中央及地方政府債信明確且容易查詢，爰得免除提交董事會通過及監察人承認之程序，至外國政府債信不一，尚不在豁免範圍，明定僅限國內公債；另配合適用國際財務報導準則第十六號租賃公報規定，將使用權資產納入規範。

現行條文 條次	修正後條文內容	原條文內容	建議修正 原因
	<p>價者出具之估價報告，或會計師意見。</p> <p>(7)本次交易之限制條件及其他重要約定事項。</p> <p>(8)前項交易金額之計算，應依本作業程序 5.11.1 第二項規定辦理，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，已依本作業程序規定提交<u>審計委員會及</u>董事會通過部分免再計入。</p>	<p><u>差距達交易金額之百分之二十以上者，尚應洽請會計師就差異原因及交易價格之允當性表示具體意見，且應由董事會三分之二以上董事出席，出席董事過半數之同意。</u></p> <p>(7)本次交易之限制條件及其他重要約定事項。</p> <p>(8)<u>委請會計師對關係人交易是否符合一般商業條件及是否不損害本公司及其少數股東利益所出具之意見。</u>前項交易金額之計算，應依本作業程序 5.11.1 第二項之規定辦理，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，已依本作業程序規定提交董事會通過部分免再計入。</p>	
五、內容 5.6.4	<p>本公司已設置獨立董事，依 5.6.3 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。</p> <p>本公司已設置審計委員會，<u>依 5.6.3 應先經審計委員會全體成員二分之一以上同意，並提董事會決議，準用 5.2(3)規定。</u></p>	<p>本公司如已設置獨立董事者，依 5.6.3 規定提報董事會討論時，應充分考慮各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄載明。</p> <p>本公司已設置審計委員會，應先經審計委員會全體成員二分之一以上同意，並提董事會決議，<u>並於董事會議事錄載明審計委員會之決議。所稱審計委員會全體成員及所稱全體董事，以實際在任者計算之。</u></p>	酌作文字修正。
五、內容 5.6.5	<p>本公司向關係人取得不動產或<u>其使用權資產</u>，應按下列方法評估交易成本之合理性：</p> <p>(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<u>準</u>設算之，惟其不得高於<u>財政部</u>公布之非金融業最高借款利率。</p> <p>(2)關係人如曾以該<u>標的物</u>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。</p>	<p>本公司向關係人取得不動產，應按下列方法評估交易成本之合理性：</p> <p>(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<u>准</u>設算之，惟其不得高於<u>相關主管機關</u>公佈之非金融業最高借款利率。</p> <p>(2)關係人如曾以該<u>目標物</u>向金融機構設定抵押借款者，金融機構對該目標物之貸放評估總值，惟金融機構對該<u>目標物</u>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。</p>	<p>一、配合適用國際財務報導準則第十六號租賃公報規定，爰修正將向關係人租賃取得不動產使用權資產納入本條規範。</p> <p>二、考量公開發行公司與其母公司、子公司，或其直接或間接百分之百持有之子公司彼此間，因業務上之整體規劃，有統籌集體租賃不動產，再分租之可能，且前揭交易涉</p>

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	<p>(3)合併購買或租賃同一標的之土地及房屋者，得就土地及房屋分別按 5.6.5(1)~(2)所列任一方法評估交易成本。</p> <p>(4)本公司向關係人取得不動產或其使用權資產，依 5.6.5(1)~(3)規定評估不動產或其使用權資產成本，並應洽請會計師覆核及表示具體意見。</p> <p>(5)本公司向關係人取得不動產或其使用權資產，有下列情形之一者，應依 5.6.3 與 5.6.4 之規定辦理，不適用 5.6.5(1)~(4)之規定：</p> <p>(5.1)關係人係因繼承或贈與而取得不動產或其使用權資產。</p> <p>(5.2)關係人訂約取得不動產或其使用權資產時間距本交易訂約日已逾五年。</p> <p>(5.3)與關係人簽訂合建契約，或自地委建、租地委建等委請關係人興建不動產而取得不動產。</p> <p>(5.4)本公司與其母公司、子公司，或其直接或間接持有百分之百已發行股份或資本總額之子公司彼此間，取得供營業使用之不動產使用權資產。</p>	<p>(3)合併購買同一且標之土地及房屋者，得就土地及房屋分別按前二項所列任一方法評估交易成本。</p> <p>(4)本公司向關係人取得不動產，除依上述規定評估不動產成本，並應洽請會計師覆核及表示具體意見。</p> <p>(5)本公司向關係人取得不動產，有下列情形之一者，應依 5.6.3 與 5.6.4 之規定辦理，不適用 5.6.5(1)~(4)之規定：</p> <p>(5.1)關係人係因繼承或贈與而取得不動產。</p> <p>(5.2)關係人訂約取得不動產時間距本交易訂約日已逾五年。</p> <p>(5.3)與關係人簽訂合建契約，或自地委建、租地委建等委請關係人興建不動產而取得不動產。</p>	<p>非常規交易之風險較低，爰新增(5.4)，排除該等交易應依本條評估交易成本(關係人取得不動產交易價格或租賃不動產支付之價格)合理性之規定，另因該等交易已排除本條之適用，亦無須依 5.6.6 有關舉證交易價格合理性及 5.6.7-5.6.9 有關應提列特別盈餘公積等規定辦理。</p>
五、內容 5.6.6	<p>本公司依 5.6.5(1)~(3)規定評估結果均較交易價格為低時，應依 5.6.7 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：</p> <p>(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：</p> <p>(1.1)素地依 5.6.5 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。</p> <p>(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交易案例，其面積相近，且交易條件經按不動產買賣或租賃慣</p>	<p>本公司依 5.6.5(1)~(3)評估結果均較交易價格為低時，應依 5.6.7 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：</p> <p>(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：</p> <p>(1.1)素地依前項規定之方法評估，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相關主管機關公佈之最近期建設業毛利率孰低者為準。</p> <p>(1.2)同一目標房地之其他樓層或鄰近地區一年內之其他非關係人成交案例，其面積相近，且交易條件經按不動產買賣慣例應有</p>	<p>配合廠房等不動產租賃之實務運作，放寬向關係人取得不動產使用權資產，得以鄰近地區一年內非關係人租賃交易作為設算及推估交易價格合理性之參考案例，並將現行 5.6.6(1)(1.3)整併至 5.6.6(1)(1.2)，及增訂租賃案例亦為交易案例。</p>

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	<p>例應有之合理樓層或地區價差評估後條件相當者。</p> <p>(2)本公司舉證向關係人購入之不動產或租賃取得不動產使用權資產，其交易條件與鄰近地區一年內之其他非關係人交易案例相當且面積相近者。</p> <p>(3)前項所稱鄰近地區交易案例，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，則以其他非關係人交易案例之面積不低於交易標的物面積百分之五十為原則；所稱一年內係以本次取得不動產或其使用權資產事實發生之日為基準，往前追溯推算一年。</p>	<p>之合理樓層或地區價差評估後條件相當者。</p> <p>(1.3)同一目標房地之其他樓層一年內之其他非關係人租賃案例，經按不動產租賃慣例應有之合理樓層價差推估其交易條件相當者。</p> <p>(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。</p> <p>(3)前述所稱鄰近地區成交案例，以同一或相鄰街廓且距離交易目標物方圓未逾五百公尺或其公告現值相近者為原則；所稱面積相近，則以其他非關係人成交案例之面積不低於交易標的物面積百分之五十為原則；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。</p>	
五、內容 5.6.7	<p>本公司向關係人取得不動產或其使用權資產，如經按 5.6.5 及 5.6.6 規定評估結果均較交易價格為低者，應辦理下列事項：</p> <p>(1)應就不動產或其使用權資產交易價格與評估成本間之差額，依相關法令規定提列特別盈餘公積，不得予以分派或轉增資配股。對公司之投資採權益法評價之投資者如為公開發行公司，亦應就該提列數額按持股比例依相關法令規定提列特別盈餘公積。</p> <p>(2)本公司已設置審計委員會，對於公司法第二百十八條相關辦理規定，審計委員會之獨立董事成員準用之。</p> <p>(3)應將前二款處理情形提報股東會，並將交易詳細內容揭露於年報及公開說明書。</p>	<p>本公司向關係人取得不動產，如經按 5.6.5 及 5.6.6 規定評估結果均較交易價格為低者，應辦理下列事項：</p> <p>(1)應就不動產交易價格與評估成本間之差額，依相關法令規定提列特別盈餘公積，不得予以分派或轉增資配股。對本公司之投資採權益法評價之投資者如為公開發行公司，亦應就該提列數額按持股比例依相關法令規定提列特別盈餘公積。</p> <p>(2)應將前款處理情形提報股東會，並將交易詳細內容揭露於年報及公開說明書。</p>	<p>配合適用國際財務報導準則第十六號租賃公報規定，修正向關係人租賃取得之不動產使用權資產，納入評估成本較交易價格低時之應辦事項規範。</p> <p>二、明定已設置審計委員會之公司，對於審計委員會之獨立董事成員準用公司法第二百十八條相關規定。</p> <p>三、原 5.6.7(2) 移列至 5.6.7(3)。</p>
五、內容 5.6.8	<p>本公司經依 5.6.7 規定提列特別盈餘公積者，應俟高價購入或承租之資產已認列跌價損失或處分或終止租約或為適當補償或恢復原狀，或有其他證據確定無不合理者，並經相關主管機關同意後，始得動用該特別盈餘公積。</p>	<p>本公司經依 5.6.7 提列特別盈餘公積者，應俟高價購入之資產已認列跌價損失或處分或為適當補償或恢復原狀，或有其他證據確定無不合理者，並經相關主管機關同意後，始得動用該特別盈餘公積。</p>	酌作文字修正，以符法制作業。
五、內容 5.6.9	<p>本公司向關係人取得不動產或其使用權資產，若有其他證據顯示</p>	<p>本公司向關係人取得不動產，若有其他證據顯示交易有不合營業</p>	將使用權資產納入規範，以符法制

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	交易有不合營業常規之情事者，亦應依 5.6.7 及 5.6.8 規定辦理。	常規之情事者，亦應依 5.6.7 及 5.6.8 規定辦理。	作業。
五、內容 5.6.10	本公司與 <u>母公司、子公司，或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</u> 彼此間從事下列交易，董事會得授權董事長在一定額度內先行先決，事後再提報最近期之董事會追認： <u>(1)取得或處分供營業使用之設備或其使用權資產。</u> <u>(2)取得或處分供營業使用之不動產使用權資產。</u>	本公司與子公司間， <u>取得或處分供營業使用之設備</u> ，董事會得授權董事長在一定額度內先行先決，事後再提報最近期之董事會追認。	考量公開發行公司與其母公司、子公司，或其直接或間接持有百分之百持有之子公司彼此間，因業務上之整體規劃，有統籌集體採買或租賃供營業使用之設備再有移轉(含買賣或轉租)之必要及需求，或租賃不動產，再分租之可能，且該等交易風險較低，爰修正放寬該等公司間取得或處分供營業使用之設備、其使用權資產或供營業使用之不動產使用權資產，得授權董事長先行辦理，並酌作文字修正。
五、內容 5.6.11	(本條刪除。)	本公司與關係人交易有下列情事，經董事會通過後，仍應提股東會決議通過，且關係人或與關係人有關之人士不得參與表決： <u>(1)交易金額與估價金額差異達百分之二十以上者。</u> <u>(2)交易金額、條件對公司營運有重大影響者。</u> <u>(3)重大影響股東權益。</u> <u>(4)其他董事會認為應提股東會決議者。</u>	本條刪除，條號不予保留。
五、內容 5.7	取得或處分無形資產或其使用權資產或會員證之評估及作業程序：	取得或處分 <u>會員證、無形資產及其他重要資產</u> 之評估及作業程序：	將使用權資產納入規範，以符法制作業。
五、內容 5.7.1	價格決定方式及參考依據：取得或處分會員證，應事先收集相關價格資訊，並以比價或議價方式擇一為之；取得或處分無形資產或其使用權資產，亦應事先收集相關價格資訊，並經審慎評估相關法令及合約內容，以決定交易價格。	價格決定方式及參考依據：取得或處分會員證，應事先收集相關價格資訊，並以比價或議價方式擇一為之；取得或處分無形資產及其他重要資產，亦應事先收集相關價格資訊，並經審慎評估相關法令及合約內容，以決定交易價格。	將使用權資產納入規範，以符法制作業。

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五、內容 5.7.2	委請專家出具意見：取得或處分無形資產或其使用權資產或會員證，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，除與國內政府機關交易外，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師並應依會計研究發展基金會所發布之審計準則公報第二十號規定辦理。前項交易金額之計算，應依 5.11.1 第二項規定辦理。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，已依本作業程序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。	委請專家出具意見：取得或處分會員證或無形資產或其他重要資產，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，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師並應依會計研究發展基金會發佈之審計準則公報第二十號規定辦理。前項交易金額之計算，應依 5.11.1 第二項規定辦理。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，已依本作業程序規定提交董事會通過部分免再計入。	修正原因同 5.5.1，並酌作文字修正。
五、內容 5.7.4	執行單位：本公司有關無形資產或其使用權資產或會員證之取得及處分作業，其執行單位為財務部門及相關權責單位。	執行單位：本公司有關會員證及無形資產之取得及處分作業，其執行單位為財務部門及相關權責單位。	將使用權資產納入規範，以符法制作業。
五、內容 5.7.5	交易流程：本公司取得或處分無形資產或其使用權資產或會員證之交易流程，悉依本公司內部控制制度”採購及付款標準”相關作業之規定辦理。	交易流程：本公司取得或處分會員證及無形資產之交易流程，悉依本公司內部控制制度”採購及付款標準”相關作業之規定辦理。	將使用權資產納入規範，以符法制作業。
五、內容 5.9.2	【以上略】 (2)從事衍生性商品之交易人員及確認、交割等作業人員不得互相兼任。 (3)風險之衡量、監督與控制人員應與前款人員分屬不同部門，並應向董事會或向不負交易或部位決策責任的高階主管人員報告。 (4)衍生性商品交易所持有之部位應定期評估，其方式依 5.9.6 的規定。	【以上略】 (2)從事衍生性商品的交易人員及確認、交割等作業人員不得互相兼任。 (3)風險之衡量、監督與控制人員應與前款人員分屬不同部門，並應向董事會或向不負交易或部位決策責任的高層主管人員報告。 (4)衍生性商品交易所持有額部位應定期評估，其方式依 5.9.6 的規定。	酌作文字修正。
五、內容 5.9.3	本公司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，並按月稽核交易部門對從事衍生性商品交易處理程序之遵循情形，作成稽核報告，如發現重大違規情事，應以書面通知各獨立董事及審計委員會。	本公司內部稽核人員應定期瞭解衍生性商品交易內部控制的允當性，並按月稽核交易部門對從事衍生性商品管理的遵循情形，作成稽核報告，如發現重大違規情事，應以書面通知審計委員會：	參酌公開發行公司建立內部控制制度處理準則第十五條落實稽核作業之精神，明定已依法設置獨立董事者，對於發現重大衍生性商品違規情事，亦應以書面通知獨立董事。

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五、內容 5.9.4	<p>【以上略】</p> <p>(1.1)指定高<u>階</u>主管人員應隨時注意衍生性商品交易風險之監督與控制。</p> <p>(1.2)定期評估從事衍生性商品交易之<u>績效</u>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。</p> <p>(2)董事會授權之<u>高階</u>主管人員應依下列原則管理衍生性商品之交易：</p> <p>(2.1)定期評估目前使用之風險管理措施是否適當，並確實依相關法令及本作業程序辦理。</p> <p>(2.2)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，已設置獨立董事者，董事會應有獨立董事出席並表示意見。</p> <p>【以下略】</p>	<p>【以上略】</p> <p>(1.1)指定高<u>層</u>主管人員應隨時注意衍生性商品交易風險的監督與控制。</p> <p>(1.2)定期評估從事衍生性商品交易的<u>績效</u>是否符合既定額經營策略及承擔的風險是否在公司容許承受的範圍。</p> <p>(2)董事會授權的<u>高層</u>主管人員應依下列原則管理衍生性商品之交易：</p> <p>(2.1)定期評估目前使用的風險管理措施是否適當，並確實依相關法令及本處理程序辦理。</p> <p>(2.2)監督交易及損益情形，發現有異常情事時，應立即呈報董事長，商議因應措施，並於最近期董事會報告處理情形，已設置獨立董事者，董事會應有獨立董事出席並表示意見。</p> <p>【以下略】</p>	酌作文字修正，以符法制作業。
五、內容 5.9.5	本公司從事衍生性商品交易，應建立備查簿，就從事衍生性商品交易之種類、金額、董事長或董事會通過日期及依 5.9.4(1)、5.9.4(2)(2.1) 及 5.9.6(1)應審慎評估的事項，詳予登載於備查簿備查。	本公司從事衍生性商品交易，應建立備查簿，就從事衍生性商品交易的種類、金額、董事長或董事會通過日期及依 5.9.1(4)、5.9.4(1)(1.2)及 5.9.4(2)(2.1)應審慎評估的事項，詳予登載於備查簿備查。	調整援引條次，並酌作文字修正，以符法制作業。
五、內容 5.9.6	<p>【以上略】</p> <p>(1)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，其評估報告應送董事會授權之<u>高階</u>主管人員。</p> <p>(2)董事會應授權<u>高階</u>主管人員，定期監督與評估目前使用的風險管理措施是否適當、從事衍生性商品交易作業是否確實依規定辦理、從事衍生性商品交易的績效是否符合既定的經營策略、所承擔的風險是否在公司容許承受的範圍如發現有異常情事時，應立即呈董事長，商議因應措施，並於最近期董事會報告處理</p>	<p>【以上略】</p> <p>(1)衍生性商品交易所持有的部位至少每週應評估一次，若為業務需要辦理之避險性交易至少每兩周評估一次，其評估報告應呈送董事會授權的<u>高層</u>主管人員。</p> <p>(2)董事會應授權<u>高層</u>主管人員，定期監督與評估目前使用的風險管理措施是否適當、從事衍生性商品交易作業是否確實依規定辦理、從事衍生性商品交易的績效是否符合既定的經營策略、所承擔的風險是否在公司容許承受的範圍如發現有異常情事時，應立即呈董事長，商議因應措施，並於最近期董事會報告處理</p>	酌作文字修正，以符法制作業。

現行條文 條次	修正後條文內容	原條文內容	建議修正 原因
	情形。	情形。	
五、內容 5.10.2	<u>參與合併、分割或收購應將合併、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的公開文件，併同 5.10.1 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。但依其他法律規定得免召開股東會決議合併、分割或收購事項者，不在此限。</u> <u>參與合併、分割或收購之公司，任一方之股東會，因出席人數、表決權不足或其他法律限制，致無法召開、決議，或議案遭股東會否決，參與合併、分割或收購之公司應立即對外公開說明發生原因、後續處理作業及預計召開股東會之日期。</u>	本公司公開發行後，應將合併、分割或收購重要約定內容及相關事項，于股東會開會前製作致股東的公開檔， <u>並同第一項額專家意見及股東會的開會通知一併交付股東，以作為是否同意該合併、分割或收購案的參考。但依相關法律規定得免召開股東會決議合併、分割或收購事項者，不在此限。</u> 若股東會因出席人數、表決權不足或其他法律限制，致無法召開、決議，或議案遭股東會否決，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。	酌作文字修正，以符法制作業。
五、內容 5.10.3	<u>參與合併、分割或收購之公司除其他法律另有規定或有特殊因素事先報經金融監督管理委員會（以下簡稱金管會）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。</u> 【以下略】	除其他法律另有規定或有特殊因素事先報經金融監督管理委員會（以下簡稱金管會）同意外， <u>本公司應與參與合併、分割或收購之公司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。</u> 【以下略】	酌作文字修正，以符法制作業。
五、內容 5.10.4	<u>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。</u> (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）。 【以下略】	本公司應將下列資料作成完整書面紀錄，並保存五年，備供查核。 (1)人員基本資料：包括消息公開前所有參與合併、分割、收購或股份受讓計畫或計畫執行之人，其職稱、姓名、身分證字型大小（如為外國人則為護照號碼）。 【以下略】	酌作文字修正，以符法制作業。
五、內容 5.10.5	<u>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 5.10.4(1)~(2)資料，依規定格式以網際網路資訊系統申報相關主管機關備查。</u>	本公司應依相關法律規定，於董事會決議通過之日起二日內，將 5.10.4(1)~(2)資料，依規定格式以網際網路資訊系統申報相關主管機關備查。	酌作文字修正，以符法制作業。

現行條文 條次	修正後條文內容	原條文內容	建議修正 原因
	<u>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定協議，並依5.10.4及5.10.5規定辦理。</u>		
五、內容 5.10.6	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。	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，在訊息依本作業程序規定公開前，不得將計畫的內容對外洩露，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的所有公司的股票及其他具有股權性質額有價證券。	酌作文字修正，以符法制作業。
五、內容 5.10.7	<u>參與合併、分割、收購或股份受讓</u> ，換股比例或收購價格除下列情形外，不得任意變更，且應於合併、分割、收購或股份受讓契約中訂定得變更之情況： 【以下略】	換股比例或收購價格除下列情形外，不得任意變更，且應於合併、分割、收購或股份受讓契約中訂定得變更的情況： 【以下略】	酌作文字修正，以符法制作業。
五、內容 5.10.8	參與合併、分割、收購或股份受讓，契約應載明參與合併、分割、收購或股份受讓公司之權利義務，並應載明下列事項： (1)違約之處理。 (2)因合併而消滅或被分割之公司前已發行具有股權性質有價證券或已買回之庫藏股之處理原則。 (3)參與公司於計算換股比例基準日後，得依法買回庫藏股之數量及其處理原則。 (4)參與主體或家數發生增減變動之處理方式。 (5)預計計畫執行進度、預計完成日程。 (6)計畫逾期未完成時，依法令應召開股東會之預定召開日期等相關處理程序。	參與合併、分割、收購或股份受讓，契約應載明參與合併、分割、收購或股份受讓公司的權利義務，並應載明下列事項： (1)違約的處理。 (2)因合併而消滅或被分割的公司前已發行具有股權性質有價證券或已買回的庫藏股額處理原則。 (3)參與公司於計算換股比例基準日後，得依法買回庫藏股的數量及其處理原則。 (4)參與主體或家數發生增減變動的處理方式。 (5)預計計畫執行進度、預計完成日程。 (6)計畫逾期未完成時，依法令應召開股東會的預定召開日期等相關處理常式。	酌作文字修正，以符法制作業。
五、內容 5.10.9	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	本公司參與合併、分割、收購或股份受讓且資訊依相關法令或本作業程序規定對外公開後，如擬再與其他公司進行合併、分割、	酌作文字修正，以符法制作業。

現行條文 條次	修正後條文內容	原條文內容	建議修正 原因
	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， <u>參與公司</u> 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。	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許可權者，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，已進行完成的程序或法律行為，應由所有參與公司重行為的。	
五、內容 5.10.10	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 5.10.3~5.10.6 及 5.10.9 規定辦理。	參與合併、分割、收購或股份受讓的公司有非屬公開發行公司者，本公司應與其簽訂協定，並依 5.10.3~5.10.6 及 5.10.9 規定辦理。	酌作文字修正。
五、內容 5.11.1	本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指定網站辦理公告申報： (1)向關係人取得或處分不動產或其使用權資產，或與關係人為取得或處分不動產或其使用權資產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上。但買賣國內公債、附買回、賣回條件的債券、申購或買回國內證券投資信託事業發行之貨幣市場基金，不在此限。 (2)進行合併、分割、收購或股份受讓。 (3)從事衍生性商品交易損失達所定處理程序規定之全部或個別契約損失上限金額。 (4)取得或處分供營業使用之設備或其使用權資產，且其交易對象非為關係人，交易金額並達下列規定之一： <u>(4.1)實收資本額未達新臺幣一百億元之公開發行公司，交易金額達新臺幣五億元以上。</u> <u>(4.2)實收資本額達新臺幣一百億元以上之公開發行公司，交易金額達新臺幣十億元以上。</u> (5)以自地委建、租地委建、合建分屋、合建分成、合建分售方式	本公司取得或處分資產，有下列情形者，應按性質依規定格式，於事實發生的即日起算二日內將相關資訊辦理公告申報： (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的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、賣回條件的債券、申購或買回國內證券投資信託事業發行之貨幣市場基金，不在此限。 (2)進行合併、分割、收購或股份受讓。 (3)從事衍生性商品交易損失達所訂處理常式規定之全部或個別契約損失上限金額。 (4)取得或處分之資產種類屬供營業使用之設備，且其交易對象非為關係人，交易金額達新臺幣五億元以上。 (5)除前(1)至(4)以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新臺幣三億元以上者。但下列情形不在此限： (a)買賣公債。 (b)以投資為專業者，於海內外證券交易所或證券商營業處所所為的有價證券買賣，或證券商於國	一、考量我國中央及地方政府債信明確且容易查詢，爰得免除公告，至外國政府債信不一，尚不在豁免範圍，爰修正明定僅限國內公債。 二、配合適用國際財務報導準則第十六號租賃公報規定，將使用權資產納入規範。 三、考量 5.11.1(1)已明定關係人交易之公告規範，新增 5.11.1(5)係規範非關係人交易之情形，以為明確。 三、原 5.11.1(5)調整為 5.11.1(6)。 四、其他酌作文字修正，以符法制作業。

現行條文 條次	修正後條文內容	原條文內容	建議修正 原因
	<p>取得不動產，且其交易對象非為關係人，公司預計投入之交易金額達新台幣五億元以上。</p> <p>(6)除前(1)至(5)款以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新臺幣三億元以上。但下列情形不在此限：</p> <p>(a)買賣國內公債。</p> <p>(b)以投資為專業者，於證券交易所或證券商營業處所所為的有價證券買賣，或於初級市場認購募集發行之普通公司債及未涉及股權之一般金融債券（不含次順位債券），或申購或買回證券投資信託基金或期貨信託基金，或證券商因承銷業務需要、擔任興櫃公司輔導推薦證券商依財團法人中華民國證券櫃檯買賣中心規定認購之有價證券。</p> <p>(c)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>前項交易金額依下列方式計算，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：</p> <p>(1)每筆交易金額。</p> <p>(2)一年內累積與同一相對人取得或處分同一性質標的交易之金額。</p> <p>(3)一年內累積取得或處分（取得、處分分別累積）同一開發計畫不動產或其使用權資產之金額。</p> <p>(4)一年內累積取得或處分（取得、處分分別累積）同一有價證券之金額。</p>	<p>內初級市場認購募集發行之普通公司債及未涉及股權之一般金融債券，或證券商因承銷業務需要、擔任興櫃公司輔導推薦證券商依財團法人中華民國證券櫃檯買賣中心規定認購之有價證券。</p> <p>(c)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>(d)取得或處分的資產種類屬供營業使用的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。</p> <p>(e)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，公司預計投入的交易金額未達新臺幣五億元以上。</p> <p>前述交易金額依下列方式計算，所稱一年內是以本次交易事實發生之日為基準，往前追溯推算一年，若已依規定公告部分免再計入：</p> <p>(1)每筆交易金額。</p> <p>(2)一年內累積與同一相對人取得或處分同一性質目標交易的金額。</p> <p>(3)一年內累積取得或處分（取得、處分分別累積）同一開發計畫不動產的金額。</p> <p>(4)一年內累積取得或處分（取得、處分分別累積）同一有價證券的金額。</p>	
五、內容 5.11.2	本公司應按月將公司及其非屬中華民國國內公開發行公司之子公司截至上月底止從事衍生性商品交易之情形依規定格式，於每月十日前輸入主管機關指定之資訊	本公司應按月將本公司及非屬公開發行公司的子公司截至上月底止從事衍生性商品交易的情形依規定格式，於每月十日前輸入主管機關指定的資訊申報網站公告	酌作文字修正。

現行條文 條次	修正後條文內容	原條文內容	建議修正 原因
	申報網站。	申報。	
五、內容 5.11.3	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，應於知悉之即日起算二日內將全部項目重行公告申報。	本公司依規定應公告項目如于公告時有錯誤或缺漏而應予補正時，應於知悉之即日起算二日內將全部項目重行公告申報。	酌作文字修正。
五、內容 5.11.4	本公司取得或處分資產，應將相關契約、議事錄、備查簿、估價報告、會計師、律師或證券承銷商之意見書備置於公司，除其他法律另有規定者外，至少保存五年。	本公司取得或處分資產，應將相關契約、議事錄、備查簿、估價報告、會計師、律師或證券承銷商之意見書備置於本公司，除本公司章程或其他法律另有規定者外，至少保存五年。	酌作文字修正。
五、內容 5.11.5	本公司依前列規定公告申報之交易後，有下列情形之一者，應於事實發生之即日起算二日內將相關資訊於相關主管機關指定網站辦理公告申報： (1)原交易簽訂之相關契約有變更、終止或解除情事。 【以下略】	本公司依前列規定公告申報之交易後，有下列情形之一者，應於事實發生的即日起算二日內將相關資訊于相關主管機關指定網站辦理公告申報： (1)原交易簽訂的相關契約有變更、終止或解除情事。 【以下略】	酌作文字修正。
五、內容 5.11.6	本公司之子公司非屬中華民國國內公開發行公司，取得或處分資產達所規定應公告申報情事者，由本公司代其辦理公告申報事宜。 前項子公司適用 5.11.1 應公告申報標準有關實收資本額或總資產規定，以本公司之實收資本額或總資產為準。	本公司之子公司非屬公開發行公司者，其取得或處分資產達本條所規定應公告申報的標準者，本公司應代其辦理公告申報事宜。其中子公司適用的應公告申報標準有關達實收資本額百分之二十或總資產百分之十規定，是以本公司的實收資本額或總資產為準。	子公司之公告申報標準，應與其母公司一致，並配合 5.11.1 新增有關實收資本額達新臺幣一百億元之應公告申報標準，爰修正相關內容，使子公司亦得適用該公告申報標準。
五、內容 5.11.7	本條刪除。	本公司的子公司非屬公開發行公司，其向關係人取得或處分不動產，不論金額大小，母公司均需代子公司辦理公告申報事宜。	本條刪除，條號保留。
五、內容 5.11.9	公司股票無面額或每股面額非屬新臺幣十元者，有關實收資本額百分之二十之交易金額規定，以歸屬於母公司業主之權益百分之十計算之；有關實收資本額達新臺幣一百億元之交易金額規定，以歸屬於母公司業主之權益新臺幣二百億元計算之。	公司股票無面額或每股面額非屬新臺幣十元者，有關實收資本額百分之二十之交易金額資規定，以歸屬於母公司業主的權益百分之十計算之。	新增後段，明定公司股票無面額或每股面額非屬新臺幣十元者，有關 5.11 實收資本額達新臺幣一百億元之計算方式。
六、實施 與修訂	本公司制訂本作業程序應經董事會通過後，並提報股東會同意，	本公司制訂本作業程序應經董事會通過，並提報股東會同意後，	酌作文字修正。

現行條文 條次	修正後條文內容	原條文內容	建議修正 原因
	<p>修正時亦同。如有董事表示異議且有紀錄或書面聲明者，應將其異議資料送各審計委員會成員。</p> <p>本公司已設置獨立董事，依前項規定將本作業程序提報董事會討論時，應充分考量各獨立董事之意見，如有反對或保留意見，應於董事會議事錄載明。</p> <p>本公司已設置審計委員會，訂定或修正本作業程序，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。</p> <p>【以下略】</p>	<p>自本公司股票於臺灣證券交易所股份有限公司或財團法人中華民國證券櫃檯買賣中心上市(櫃)之日起實施，如有董事表示異議且有紀錄或書面聲明者，本公司應將其異議提報股東會討論，修正時亦同。</p> <p>本公司設置獨立董事，將依前項規定將本作業程序提報董事會討論時，充分考慮各獨立董事之意見，將其反對或保留意見列入董事會紀錄。</p> <p>本公司依章程設置審計委員會，訂定或修訂本作業程序，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。</p> <p>【以下略】</p>	
七、沿革	<p>本作業程序訂立於：2015年2月14日。</p> <p>第一次修訂於2018年6月12日。</p> <p>第二次修訂於2019年6月6日。</p>	<p>本作業程序訂立於：2015年2月14日。</p> <p>第一次修訂於2018年6月12日。</p>	增加修訂日期。

【附件七】

董事及獨立董事候選人名單

候選人類別	候選人姓名	學歷	經歷	現職	是否已連續擔任三屆獨立董事/理由
董事	IMPERIAL INTERNATIONAL CO.,LTD.(皇家國際有限公司) 法人代表：慕秉信	省立桃園高中	萊州強信機械科技有限公司 創辦人	1、強信機械科技股份有限公司 董事長兼總經理 2、強信機械科技(萊州)有限公司 董事兼總經理 3、浩強精密機械(青島)有限公司 執行董事兼總經理	不適用
董事	IMPERIAL INTERNATIONAL CO.,LTD.(皇家國際有限公司) 法人代表：許相仁	私立東吳大學會計學研究所碩士	眾信聯合會計事務所合夥人	1、強信機械科技股份有限公司 財務長、會計長 2、強信機械科技(萊州)有限公司 財務長、會計長 3、浩強精密機械(青島)有限公司 財務長、會計長	不適用
董事	慕桃松	國立中壢高商	勝千貿易有限公司經理	英屬開曼群島高強信機械科技股份有限公司 台灣分公司經理	不適用
董事	許錦山	崑山工業專科學校機械工程	明耀鋼鐵股份有限公司 業務經理	億昌鋼鐵廠股份有限公司 執行長助理	不適用

候選人類別	候選人姓名	學歷	經歷	現職	是否已連續擔任三屆獨立董事/理由
獨立董事	王錦祥	私立東吳大學會計研究所碩士	1、中國華德會計師事務所 2、群智聯合會計師事務所	1、揚智聯合會計師事務所總所長 2、聯合骨科器材股份有限公司監察人 3、富旺國際開發股份有限公司獨立董事	否
獨立董事	戴國政	日本橫濱國立大學工業博士		1、逢甲大學學院機械與電腦輔助工程學副教授 2、逢甲大學精密系統設計學士學位學程主任	否
獨立董事	王建智	私立輔仁大學法律系	震波科技(股)公司董事長	1、建智法律事務所負責人 2、正凌精密工業股份有限公司監察人 3、凌昇能源科技股份有限公司獨立董事及薪酬委員 4、倍微科技股份有限公司法人監察人 5、明良投資股份有限公司代表人 6、系微股份有限公司監察人	否

【附件八】

解除本公司新任董事及其代表人競業禁止之限制資料如下

董事/獨立董事姓名	目前兼任他公司職務之情形
IMPERIAL INTERNATIONAL CO.,LTD.(皇家國際有限公司) 法人代表：綦秉信	1、Faith Light International Corporation (Samoa)負責人 2、VANDEN INTERNATIONAL CO.,LTD. (Samoa)負責人 3、強信機械科技(萊州)有限公司董事兼總經理 4、浩強精密機械(青島)有限公司執行董事兼總經理 5、IMPERIAL INTERNATIONAL CO.,LTD 負責人 6、Joyful Gain Investment Limited 負責人 7、Regency Star International Limited (帝星國際有限公司)負責人 8、PREMIER CHOICE VENTURES INC. 負責人 9、DOUBLE FAITH HOLDING LIMITED 負責人 10、Global Sharp Investments Limited 負責人 11、強浩機械科技(青島)有限公司負責人
IMPERIAL INTERNATIONAL CO.,LTD.(皇家國際有限公司) 法人代表：許相仁	1、Faith Light International Corporation (Samoa) 財務長、會計長 2、VANDEN INTERNATIONAL CO.,LTD. (Samoa) 財務長、會計長 3、強信機械科技(萊州)有限公司財務長、會計長 4、浩強精密機械(青島)有限公司財務長、會計長
綦桃松	1、強信機械科技(萊州)有限公司監事 2、浩強精密機械(青島)有限公司監事 3、HERO PROMISE LIMITED 負責人
許錦山	億昌鋼鐵廠股份有限公司執行長助理
王錦祥	1、聯合骨科器材股份有限公司監察人 2、富旺國際開發股份有限公司獨立董事
戴國政	無。
王建智	1、正凌精密工業股份有限公司監察人 2、凌昇能源科技股份有限公司獨立董事及薪酬委員 3、倍微科技股份有限公司法人監察人明良投資股份有限公司代表人 4、系微股份有限公司監察人

【附錄一】

強信機械科技股份有限公司

股東會議事規則

一、目的

為建立本公司良好股東會治理制度、健全監督功能及強化管理機能，特制訂本規則。

二、範圍

適用於本公司股東會的召開。

三、權責

股東會的議事事務單位為財務部；統籌召開股東會等一切事宜。

四、定義

無

五、內容

- 5.1 為建立本公司良好股東會治理制度、健全監督功能及強化管理機能，特依本公司章程及相關法令規定訂定本規則，以資遵循。
- 5.2 本公司股東會的議事規則，除法令或章程另有規定者外，應依本規則的規定。
- 5.3 本公司股東會除本公司章程或法令另有規定外，由董事會召集。
- 5.4 本公司應於股東常會開會三十日前或股東臨時會開會十五日前，將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事等各項議案的案由及說明資料製作成電子檔案傳送至公開資訊觀測站。並於股東常會開會二十一日前或股東臨時會開會十五日前，將股東會議事手冊及會議補充資料，製作電子檔案傳送至相關主管機關指定之網站。股東會開會十五日前，備妥當次股東會議事手冊及會議補充資料，供股東隨時索閱，並陳列於公司及其股務代理機構，且應於股東會現場發放。
- 5.5 前項通知及公告應載明召集事由；其通知經相對人同意者，得以電子方式通知。
- 5.6 選任或解任董事、變更章程、公司解散、合併、分割或其他依法或依本公司章程所定的其他不得以臨時動議提出的事項，應在召集事由中列舉，不得以臨時動議提出。
- 5.7 持有已發行股份總數百分之一以上股份的股東，得以書面向本公司提出股東常會議案。但以一項為限，提案超過一項的，均不列入議案。另股東所提議案有本公司章程所定其他不予列入議案的情事的，董事會得不列為議案。
- 5.8 本公司應於股東常會召開前之停止股票過戶日前公告受理股東的提案、受理處所及受理期間；其受理期間不得少於十日。
- 5.9 股東所提議案以三百字為限，超過三百字的，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。
- 5.10 本公司應於股東會召集通知日前，將處理結果通知提案股東，並將合於本條規定之議案列於開會通知。對於未列入議案的股東提案，董事會應於股東會說明未列入的理由。
- 5.11 倘本公司非因故意而漏向有權獲得通知的任一股東發出股東會通知，或其未收到股東會會議通知，該股東會會議的程式不因此而無效。

- 5.12 股東得於每次股東會，出具本公司印發的委託書，載明授權範圍，委託代理人，出席股東會。
- 5.13 一股東以出具一委託書，並以委託一人為限，應於股東會開會五日前送達本公司，委託書有重複時，以最先送達者為準。但聲明撤銷前委託者，不在此限。
- 5.14 委託書送達本公司後，股東欲親自出席股東會者，至遲應於股東會開會前二日，以書面向本公司為撤銷委託的通知；逾期撤銷者，以委託代理人出席行使的表決權為準。
- 5.15 股東會召開的地點，應於中華民國境內便利股東出席且適合股東會召開的地點。會議開始時間不得早於上午九時或晚於下午三時，召開的地點及時間，應充分考慮獨立董事的意見。
- 5.16 本公司應於開會通知書載明受理股東報到時間、報到處地點，及其他應注意事項。前項受理股東報到時間至少應於會議開始前三十分鐘辦理；報到處應有明確標示，並派適足適任人員辦理。
本公司應設簽名簿供出席股東本人或股東所委託的代理人（以下稱股東）簽到，或由出席股東繳交簽到卡以代簽到。
- 5.17 本公司應將議事手冊、年報、出席證、發言條、表決票及其他會議資料，交付予出席股東會之股東；有選舉董事者，應另附選舉票。
- 5.18 股東應憑出席證、出席簽到卡或其他出席證件出席股東會；屬徵求委託書的徵求人並應攜帶身分證明文件，以備核對。
- 5.19 政府或法人為股東時，出席股東會的代表人不限於一人。法人受託出席股東會時，僅得指派一人代表出席。
- 5.20 股東會如由董事會召集者，其主席由董事長擔任，董事長請假或因故不能行使職權時，由副董事長代理，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，董事長未指定代理人者，由出席股東會的董事互推一人代理。前項主席係由董事代理者，以任職六個月以上，並瞭解公司財務業務狀況的董事擔任。主席如為法人董事之代表人者，亦同。
- 5.21 董事會所召集的股東會，宜有董事會過半數的董事參與出席。
- 5.22 股東會如由董事會以外的其他召集權人召集者，主席由該召集權人擔任，召集權人有二人以上時，應互推一人擔任。
- 5.23 本公司得指派所委任的律師、會計師或相關人員列席股東會。
- 5.24 本公司應於受理股東報到時起將股東報到過程、會議進行過程、投票計票過程全程連續不間斷錄音及錄影。
前項影音資料至少保存一年。但經股東依本公司章程或公司法提起訴訟者，應保存至訴訟終結為止。
- 5.25 股東會的出席，應以股份為計算基準。出席股數依簽名簿或繳交的簽到卡，加計以書面或電子方式行使表決權的股數計算。
- 5.26 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的股東出席時，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。延後二次但出席股東人數仍不足本公司章程所定最低出席股東人數時，由主席宣佈流會。但仍有召開股東會的必要者，應依章程規定重行召開股東會。
- 5.27 股東會如由董事會召集者，其議程由董事會訂定，會議應依排定的議程進行，非

經股東會決議不得變更。

- 5.28 股東會如由董事會以外的其他有召集權人召集者，準用前項的規定。
- 5.29 前二項排定的議程於議事（含臨時動議）未終結前，非經決議，主席不得徑行宣佈散會；主席違反議事規則，宣佈散會的，董事會其他成員應迅速協助出席股東依法定程式，以出席股東表決權過半數的同意推選一人擔任主席，繼續開會。
- 5.30 主席對於議案及股東所提的修正案或臨時動議，應給予充分說明及討論的機會，認為已達可付表決的程度時，得宣佈停止討論，提付表決。
- 5.31 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。
- 5.32 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。
- 5.33 同一議案每一股東發言，非經主席的同意不得超過兩次，每次不得超過五分鐘，惟股東發言違反規定或超出議題範圍者，主席得制止其發言。
- 5.34 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。
- 5.35 法人股東指派二人以上的代表出席股東會時，同一議案僅得推由一人發言。
- 5.36 出席股東發言後，主席得親自或指定相關人員答覆。
- 5.37 股東會的表決，應以股份為計算基準。
- 5.38 股東會的決議，對無表決權股東的股份數，不算入已發行股份的總數。
- 5.39 股東對於會議的事項，有自身利害關係致有害於本公司利益之虞時，不得加入表決，並不得代理他股東行使其表決權。
- 5.40 前項不得行使表決權的股份數，不算入已出席股東的表決權數。
- 5.41 除第 5.43 規定的以書面或電子方式委託股東會主席為其代理人或本公司章程另有規定者外，一人同時受二人以上股東委託時，其代理的表決權不得超過已發行股份總數表決權之百分之三，超過時其超過的表決權，不予計算。
- 5.42 除本公司章程另有規定者外，股東每股有一表決權。
- 5.43 本公司召開股東會時，得實行以書面或電子方式行使其表決權；其以書面或電子方式行使表決權時，其行使方法應載明於股東會召集通知。以書面或電子方式行使表決權的股東，視為委託股東會主席依該股東送達的書面或電子檔所載指示內容，代為行使表決權。但就該次股東會的臨時動議及原議案的修正，視為棄權。
- 5.44 前項以書面或電子方式行使表決權者，其意思表示應於股東會開會二日前送達公司，意思表示有重複時，以最先送達者為準。但聲明撤銷前意思表示者，不在此限。
- 5.45 股東以書面或電子方式行使表決權後，如欲親自出席股東會者，至遲應於股東會開會前二日以與行使表決權相同之方式撤銷前項行使表決權之意思表示；逾期撤銷者，以書面或電子方式行使之表決權為準。如以書面或電子方式行使表決權並以委託書委託代理人出席股東會者，以委託代理人出席行使之表決權為準。
- 5.46 議案之表決，除本公司章程另有規定外，以出席股東表決權過半數之同意通過之。表決時，應逐案由主席或其指定人員宣佈出席股東之表決權總數，由股東逐案進行投票表決，並於股東會召開後當日，將股東同意、反對及棄權之結果輸入公開資訊觀測站。
- 5.47 議案經主席徵詢全體出席股東無異議者，視為通過，其效力與投票表決同；有異議

者，應依前項規定採取投票方式表決。除議程所列議案外，股東提出之其他議案或原議案之修正案或替代案，應有其他股東附議。

- 5.48 同一議案有修正案或替代案時，由主席並同原案定其表決之順序。如其中一案已獲通過時，其他議案即視為否決，勿庸再行表決。
- 5.49 議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。
- 5.50 股東會表決或選舉議案之計票作業應於股東會場內公開處為之，且應於計票完成後，當場宣佈表決結果，包含統計之權數，並作成紀錄。
- 5.51 股東會有選舉董事時，應依本公司所訂相關選任規範辦理，並應當場宣佈選舉結果，包含當選董事的名單與其當選權數。
- 5.52 前項選舉事項的選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依本公司章程規定提起撤銷股東會決議訴訟者，應保存至訴訟終結為止。
- 5.53 股東會的議決事項，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，以電子方式分發。
- 5.54 前項議事錄的分發，得輸入公開資訊觀測站的公告方式為之。
- 5.55 議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及其結果記載，在本公司存續期間，應永久保存。
- 5.56 前項決議方法，係經主席徵詢股東意見，股東對議案無異議者，應記載“經主席徵詢全體出席股東無異議通過”；惟股東對議案有異議時，應載明票決方式及通過表決權數與權數比例。
- 5.57 徵求人徵得之股數及受託代理人代理的股數，本公司應於股東會開會當日，依規定格式編造的統計表，於股東會場內為明確的揭示。
- 5.58 股東會決議事項，如有屬法令規定的重大訊息者，本公司應於規定時間內，將內容傳輸至相關主管機關指定的網站。
- 5.59 辦理股東會的會務人員應佩帶識別證或臂章。
- 5.60 主席得指揮糾察員或保全人員協助維持會場秩序。糾察員或保全人員在場協助維持秩序時，應佩戴“糾察員”字樣臂章或識別證。
- 5.61 會場備有擴音設備者，股東非以本公司配置的設備發言時，主席得制止。
- 5.62 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。
- 5.63 會議進行時，主席得酌定時間宣佈休息，發生不可抗拒之情事時，主席得裁定暫時停止會議，並視情況宣佈續行開會之時間。
- 5.64 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。
- 5.65 股東會得依本公司章程之規定，決議在主席宣佈散會起五日內延期或續行集會。

六、實施與修訂

本規則經股東會通過之日起施行，修正時亦同。

注：此管理辦法適用於強信機械科技股份有限公司及所有子公司。

七、沿革：

本議事規範訂立於：2015年2月25日。

本公司為依開曼群島法令規定登記設立之公司，公司章程以英文版本為準，惟為便於本公司之華人地區股東閱讀，中文版本僅供參考之用。

【附錄二】

公司章程(修正前中文及英文版)

英屬開曼群島公司法（2016年修正）

獲豁免股份有限公司

修訂暨重述公司發起備忘錄及章程

STRONG H MACHINERY TECHNOLOGY (CAYMAN) INCORPORATION

強信機械科技股份有限公司

（經 2018 年 6 月 12 日特別決議通過）

英屬開曼群島公司法（2016年修正）
獲豁免股份有限公司

修訂及重述公司發起備忘錄
STRONG H MACHINERY TECHNOLOGY (CAYMAN) INCORPORATION
強信機械科技股份有限公司

（經 2018 年 6 月 12 日特別決議通過）

- 1 本公司名稱為 STRONG H MACHINERY TECHNOLOGY (CAYMAN) INCORPORATION 強信機械科技股份有限公司。
- 2 本公司為股份有限公司。
- 3 本公司登記營業處所為 Harneys Services (Cayman) Limited, 4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman KY1-1002, Cayman Islands, 或董事日後決定之其他地點。
- 4 本公司設立之宗旨並無限定，且如英屬開曼群島公司法（修正後）（下稱「開曼公司法」）第 7 條第 4 款規定，本公司具備完整之權力及權限以從事任何法律所未禁止之目的事業範圍。
- 5 本公司具備完整行使如自然人般之權利能力，不論是否有任何開曼公司法第 27 條第 2 項規定之公司利益問題。
- 6 前條不應視為准許本公司於未依銀行及信託公司法（修正後）取得執照前，經營銀行或信託公司之事業，或於未依保險法（修正後）取得執照前，於開曼群島境內經營保險事業或保險經理人、代理人、複代理人或經紀人業務，或於未依公司管理法取得執照前，經營公司管理業務。
- 7 除為促進本公司於開曼群島境外之事業外，本公司作為獲豁免股份有限公司將不會於開曼群島境內與任何人、商號或公司進行交易；但本條規定不得解釋為影響本公司於開曼群島境內締結契約及其效力，及本公司於開曼群島境外經營事業所必須於開曼群島境內行使之權力。
- 8 本公司股東之責任以其未支付其所持有股份之總金額為限（如有）。
- 9 本公司之授權資本為新台幣 1,000,000,000 元，分為 100,000,000 股，每股面額新台幣 10 元。本公司有依開曼公司法及公司章程規定贖回或買回股份之權利，並對其全部或部分分割或合併，及發行其全部或一部之原始、贖回、增加或減少之股本，亦不論該發行之股份是否具有任何優先權、特殊權利或附有劣後權或其他條件或限制；且除非發行時另為明確規範，每次之股份發行，不論是否表明其為普通股、特別股或其他事項，均應受前述規範之限制。
- 10 詞彙未於本備忘錄定義者，與本公司章程定義之詞彙有相同意義。

英屬開曼群島公司法（2013年修正）

獲豁免股份有限公司

修訂暨重述公司章程

STRONG H MACHINERY TECHNOLOGY (CAYMAN) INCORPORATION

強信機械科技股份有限公司

（經 2018 年 6 月 12 日特別決議通過）

1. 開曼群島公司法附件一表格 A 之法令不適用於本章程，且除非文義或前後文另有要求，下列名詞及詞句之定義為：

公開發行公司適用法令	指適用於本公司之中華民國法律、命令和規則，或其他主管機關隨時針對公開發行公司或在任何中華民國證券交易市場掛牌之公司所訂定之法規，包括但不限於中華民國公司法、中華民國證券交易法、金管會或中華民國證券交易市場隨時發佈並修訂之法令規章；
經認可證券交易所	如開曼群島公司法所定義者，並包括中華民國有價證券櫃檯買賣中心及臺灣證券交易所；
本章程	係指經特別決議所隨時修訂或增補之本章程；
審計委員會	指董事會依本章程設置的審計委員會；
董事會	係指依本章程指派或選任之董事所組成之董事會，或視情形，指已達開會人數時，出席董事會議之董事；
類別	係指得由本公司隨時發行之任何類別股份；
本公司	係指「Strong H Machinery Technology(CAYMAN) INCORPORATION 強信機械科技股份有限公司」；
新設合併公司	係指兩間以上參與合併公司，經由創設合併後所創設之公司；
創設合併	指兩間以上參與合併公司，將其財產、權利及義務，依照開曼群島公司法之定義，予以歸併結合至新設合併公司；

參與公司	係指依開曼群島公司法之定義，與一家或多公司參與吸收合併或創設合併之公司；
委託經營	係指中華民國公司法所稱之「委託經營」；
董事	係指本公司當時所選任之董事；
股息	係指股息、資本分派或是盈餘公積轉資本之發行；
經常共同經營	係指中華民國公司法所稱之「經常共同經營」；
金管會	係指中華民國金融監督管理委員會；
獨立董事	指依公開發行公司適用法令要求選任之獨立董事；
掛牌交易股份	係指本公司在經認可證券交易所掛牌或交易之股份；
公開資訊觀測站	指臺灣證券交易所股份有限公司設置之公開發行公司申報系統，網址為 http://mops.twse.com.tw ；
股東	指在股東名簿上登記為持有本公司股份之人；
發起備忘錄	係指現行有效且得隨時修訂或替換之本公司發起備忘錄；
吸收合併	指兩間以上參與吸收合併公司，將其財產、權利及義務，依照開曼群島公司法之定義，予以歸併結合至其中一間存續公司；
月	指日曆月；
通知	指依據本章程所發之書面通知，除非另有特別規範；
非上市櫃公司	指股票未於任何中華民國證券交易市場掛牌之公司。
經理人	指任何由董事會指派擔任本公司職位之人；
普通決議	於不違反本章程之規定下，指： (a)於股東會進行表決之決議，經有權投票股東過半數以上親自出席或以委託代表出席（若

允許)，且經該等股東簡單過半數決以上通過之決議，或

(b)股份未於任何中華民國證券交易市場掛牌交易前，於公司股東會上有表決權之所有股東以書面核准之決議，由一人以上之股東簽署該書面決議之一份或多份複本，該通過之決議生效日應為該決議或各複本最後簽署之日為準；

股東名簿	係指本公司於開曼群島境內或境外，依董事會之決定而設置之主要股東名簿及任何分支股東名簿；
登記營業處所	係指本公司依開曼公司法登記之營業處所；
薪酬委員會	係指依據本章程所設立之董事會薪資報酬委員會；
中華民國或臺灣	係指中華民國臺灣；
中華民國證券交易市場	係指中華民國證券櫃檯買賣中心（包括興櫃市場）以及中華民國之臺灣證券交易所；
公司印章	係指本公司所使用之一般用途印章或任何複製印章；
公司秘書	包括公司助理秘書，或任何經董事會指派執行公司秘書職務之人；
股份	指構成本公司資本之股份。任何本章程中所稱之「股份」，視前後語義，得包括任何或全部類別股份。為免疑慮，本章程所稱之「股份」應包括未滿一股之畸零股；
股份轉換	指依據公開發行公司適用法令，公司之股東讓與全部已發行股份予他公司，而他公司以股份、現金或其他財產支付股東作為對價之行為；
徵求人	係指依據公開發行公司適用法令，向其他股東徵求委任其擔任出席股東會代理人之委託書之任何股東、或由股東委任之信託事業或服務代理機構；
特別決議	於不違反本章程之規定下，係指：

	(a) 於股東會召集事由中載明其為特別決議事由，並經三分之二以上有投票權之股東親自出席或以委託代表出席同意通過；或
	(b) 股份未於任何中華民國證券交易市場掛牌交易前，於公司股東會有表決權之所有股東以書面核准之決議，由一人以上之股東簽署該書面決議之一份或多份複本，該通過之決議生效日應為該決議或各複本最後簽署之日為準；
分割	指公司將其得獨立營運之全部或部分營業讓與既存或新設之其他公司，作為該既存或新設公司發行新股予該公司或該公司股東對價之行為；
開曼公司法	指英屬開曼群島之公司法（修正）及現行有效之任何修訂或重新通過立法之條文；
從屬公司	就任一公司而言，指(1)被該公司直接或間接持有已發行有表決權股份總數或全部資本總額超過半數之公司；(2)該公司對其人事、財務或業務經營有直接或間接控制權之公司；(3)公司之董事半數以上與該公司相同者；或(4)已發行有表決權之股份總數或全部資本總額有半數以上為相同股東持有之公司；
重度決議	於不違反本章程之規定下，係指由代表本公司已發行股份總數三分之二或以上之股東親自或以委託書出席股東會，出席股東表決權過半數同意通過之決議。若親自或以委託書出席股東會之股東代表股份總數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，「重度決議」則為出席股東表決權三分之二以上之同意通過之決議；
存續公司	係指數個參與合併公司，以開曼公司法所規定之吸收合併方式結合後，僅存的一家參與合併公司；
臺灣票據交換所	係指由財團法人臺灣票據交換業務發展基金會所設立，以辦理票據交換及清算業務的臺灣票據交換所；
庫藏股	係指本公司依據開曼公司法及公開發行公司適用法令以本公司名義持有作為庫藏股之股份；

閉鎖期間 若本公司之股份在中華民國證券交易市場掛牌交易，則閉鎖期間指股東常會開會前六十日內，股東臨時會開會前三十日內（包含股東常會及股東臨時會開會日當日）。

書面 包括所有以可見形式表達、複製文字之方法。

單數詞語包括複數含義，反之亦然。

男性用詞包括女性用詞，反之亦然。

在任何本章程或開曼公司法明文要求須經普通決議之情形，以特別決議行之均屬有效。

人僅包括自然人、公司、社團或團體，無論該團體是否成立法人。

對本章程中所提及所有法律條款的解釋，應依據當時有效的修正條款或重新頒布的條款為之。

經簽署之文件包括透過親簽、印鑑、電子簽名或其他方式所簽署之文件。

2. 本公司之營業，依據董事會之決定，得於公司登記設立後立即開始。
3. 於不違反適用法令之前提下，董事會得以公司之資金支付所有本公司設立之相關費用，包括將公司登記為開曼群島豁免公司之相關費用。

股份憑證

4. 若本公司之股份在中華民國證券交易市場掛牌交易，除公開發行公司適用法令另有規定者外，本公司之股份應為無實體發行。若本公司發行股份憑證，其格式應由董事會決定之。該憑證得加蓋公司印章。所有股份之憑證應連續編號或以其他方式認證，並且應表彰該憑證所代表股份。股份發行對象之姓名、住址，股份之數量及發行日期應記錄於本公司之股東名簿中。所有因為轉讓而繳回本公司之憑證應立即銷除，且於表彰該被轉讓股份之現存憑證繳回並銷除前，不得發行新憑證。董事會得經決議以印製或機械方法於全體或個案憑證上標示任何或所有簽名。
5. 儘管有本章程第 4 條之規定，若股份之憑證污損、遺失或損毀，本公司得依董事會之決定，根據本公司因補發、調查遺失損毀之證據及相應補償而衍生之支出，收取補發憑證之合理費用。

股份之發行

6. (a) 於不違反本公司發起備忘錄、任何股東會決議，及不損害任何先前賦予現有股東特殊權利之前提下，以董事會所認為適當之條件、時間與對象，董事會得配發、發行、授予選擇權、或處分本公司之股份（包括畸零股）。惟除非依據開曼公司法規定及任何公開發行公司適用法令外，股份不得折價發行。即使本章程有任何相反規定，本公司應不得發行無記名之股份。
- (b) 於不違反開曼公司法之前提下，本公司得經股東會重度決議發行限制員工權利新股（「限制型股份」）予本公司及／或其從屬公司之員工，但本章程第 8(a)條規定不適用於本項發行。只要本公司之股份在中華民國證券交易市場掛牌交易，該等限制型股份之條款均應遵守公開發行公司適用法令，包括但不限於發行數量、發行價格及其他相關事項。
7. 若本公司之股份在中華民國證券交易市場掛牌交易，則本公司計劃於臺灣現金增資發行新股時，除金管會或其他臺灣主管機關認不必要或不適當外，公司應保留發行新股總數百分之十於臺灣公開發行。惟如本公司經股東會普通決議保留高於前述百分之十之成數者，從其規定。依據公開發行公司適用法令，本公司亦得依董事會決議之條款及條件提供部分新股由本公司及從屬公司員工承購，該條款及條件包括但不限於發行股份總數之比例、該等股份之轉讓限制。
8. (a) 若本公司之股份在中華民國證券交易市場掛牌交易，除經股東會普通決議另為不同決議外，當本公司以現金增資方式發行新股時，本公司應公告並通知各股東有權行使優先認股權，並按其持股比例儘先分認該次現金增資發行之新股（依第 7 條中所定於分配公開發行與員工認購之部分之後）。本公司應於該公告與通知中聲明，如任何股東逾期未認購其比例之部分新股，該股東應視為喪失優先認購該次發行新股之權利。若原股東所持有之股份不足行使優先購買權分認一股者，數名股東之優先購買權得依據公開發行公司適用法令之規定，合併為共同認購或併歸其中一人認購。原有股東於前述時間內未認足發行之新股者，本公司得依公開發行公司適用法令公開發行，或就未認購部分洽特定人認購。
- (b) 本章程第 8 條(a)所規定之股東優先認股權，在新股係為下列目的所發行時不適用之：
- (i) 與他公司創設合併、吸收合併，或進行公司分割或組織重整；
- (ii) 履行公司根據其所發行的認股權憑證或選擇權所應負之義務，該認股權憑證或選擇權包括依據本章程第 11(a)條之員工獎勵計劃所發行者；

- (iii) 履行公司根據其所發行可轉換為股份或可取得股份的公司債所應負之義務；
 - (iv) 公司依據公開發行公司適用法令進行私募所發行的股份；
 - (v) 公司為依據本章程第 104 條發放股息或本章程第 106 條實行任何其他數額之轉增資所發行繳足股款之新股。
9. 本公司應僅發行已繳足股款之股份。
10. (a) 不論本章程之任何其他規定，本公司得經特別決議劃分一種或多種具有優先權或特別權利之股份（具有優先權或特別權利之股份，以下稱「特別股」），並依特別決議將特別股之權利及義務訂入本章程。
- (b) 特別股之權利及義務應符合公開發行公司適用法令，得包括但不限於以下條款：
- (i) 特別股分派股息及紅利之順序、定額或定率；
 - (ii) 特別股分配公司剩餘資產之順序、定額或定率；
 - (iii) 特別股股東行使表決權之順序或限制（包括無表決權）；
 - (iv) 本公司經授權或必須贖回特別股時之方法，或贖回權不適用之聲明；及
 - (v) 與特別股權利義務有關的其他事項。
11. (a) 不論本章程第 6 條(b)及依本章程第 16 條及第 17 條於市場買回之規定，本公司得經三分之二董事出席董事會、過半數出席董事決議通過一項以上之員工獎勵計劃，並依該計劃發行股份、認股權憑證或其他相似之權利予本公司及其從屬公司之員工；但，若該股份、認股權憑證或其他相似之權利價格低於發行日本公司股份之收盤價，則應另經過半數股東親自或以委託書出席股東會、出席股東表決權三分之二以上同意之股東會特別決議通過。本公司得與本公司或其從屬公司之員工簽訂依本章程所訂獎勵計劃之相關契約，該員工得於一定期間內認購一定數量之股份。該契約關於相關員工之限制，不得低於其所適用獎勵計劃所載之條件。但該獎勵計劃下之選擇權、認股權憑證或其他相似之權利，除因繼承者外不得轉讓，且當本公司之股份在中華民國證券交易市場掛牌交易時，上開選擇權、認股權憑證或其他類似之有價證券之發行條件及辦法應符合公開發行公司適用法令。
- (b) 於不違反開曼公司法、本章程規定之前提下，本公司得經董事會決議及依個案須經股東會普通或重度決議後，自本章程第 102 條所定義「當期可分配

盈餘」中提出當年酬勞予本公司及本公司從屬公司員工。酬勞總額得以現金、已繳足股款之股份或部分現金部分股份的方式為之，董事會並得決議該員工酬勞之分配方式。年度紅利應自本章程第 102 條所定義之「年度獲利」分派。

(c)公司依本章程第 11 條(a)所定之員工獎勵計劃發行股份或認股權憑證予本公司及其從屬公司之員工，當次發行總數不得超過本公司已發行股份的百分之十（以發行股份或認股權憑證時為基礎計算），累積發行總數不得超過本公司已發行股份的百分之十五（以發行股份或認股權憑證時為基礎計算）。本公司發放之認股權憑證數額應遵守公開發行公司適用法令。

12. 本公司應備置股東名簿，股東名簿記載方式應清晰易懂，且須符合開曼公司法、所適用法令及相關證券交易所規定。依據開曼公司法及本章程第 15 條及第 41 條規定，董事會得視需要在不同地點分別備置主要股東名簿及分支股東名簿，本公司應於備置主要股東名簿之場所同時備置分支股東名簿之複本並隨時更新。若本公司之股份在中華民國證券交易市場掛牌交易，於發行新股時，本公司應依公開發行公司適用法令，於依法得發行股份之日起三十天內將股份劃登錄劃撥至認購股東於台灣集中保管結算所股份有限公司的帳簿並事前公告。

股份之轉讓

13. (a)任何股份之轉讓文件應為一般或常見之形式，或其他得由董事會自行批准之格式，且應由讓與人本人或以其名義簽署；若董事會另有要求，亦應由受讓人本人或以其名義簽署，且必須附上與該次轉讓相關之實體股份憑證（如有）或其他得由董事會合理要求、可證明讓與人具轉讓權利之其他證據。讓與人應視為股東，直到該相關股份受讓人之姓名登記於股東名簿內為止。

(b) 於不違反開曼公司法且不論本章程有任何相反規定，於經認可證券交易市場掛牌交易之本公司股份，其權利、義務及移轉方式應適用該證券交易市場相關規定。

14. 當股東名簿依照本章程第 25 條之規定閉鎖時，股份轉讓之登記得暫停。
15. 若本公司之股份在中華民國證券交易市場掛牌交易，本公司應在台灣備置分支股東名冊。

股份之贖回、買回、繳回及庫藏股

16. (a) 於不違反開曼公司法、發起備忘錄、本章程且不論本章程第6條規定，本公司得依其特別決議所定之方式與條件發行賦予本公司或其股東可贖回權利之股份。

(b) 於不違反開曼公司法、發起備忘錄、本章程、公開發行公司適用法令及任何類別股份權利之規定，若買回之方式及條款已先經過本公司股東會以普通決議授權，本公司得買回其股份（含畸零股及任何可贖回股份），並得依開曼公司法規定所授權任何方式支付，包括但不限於從自有資本中支付，且本公司據此買回之股份應予銷除。本公司依據該普通決議買回及銷除之股份應按各股東所持股份比例為之。

(c) 依據開曼公司法及公開發行公司適用法令，本公司向股東買回股份時，得以現金或現金以外之財產作為給付之對價。若本公司向股東買回股份時，係以現金以外之財產為對價（下稱「非現金對價」），董事會應於股東會前，(1)估訂該財產價值，該財產價值應經中華民國之會計師查核簽證，及(2)於股東會決議該股份買回前，取得收受非現金對價股東之書面同意。若本公司未取得股東對該非現金對價之書面同意，本公司應以等值於該非現金對價之現金作為買回該股東股份之對價。本公司以現金以外之財產向股東買回股份時，該經簽證之財產價值應與買回股份之決議一併於股東會以普通決議通過之。

(d) 惟不論上述規定，於不違反開曼公司法之情形下，若本公司股份在中華民國證券交易市場掛牌交易，本公司得經全體董事三分之二以上出席、出席董事過半數同意通過，依據公開發行公司適用法令買回其在中華民國證券交易市場掛牌及交易之股份，不受第16條(b)或(c)之限制，且董事會應於最近一次股東會報告買回之情形。

(e) 股份於繳足股款前不得贖回或買回。

(f) 本公司得接受股東將任何已繳足股款之股份（包括可贖回之股份）無償繳回予本公司，但繳回股份將導致本公司除庫藏股外無其他已發行之股份者，不在此限。

(g) 本公司有權依據開曼公司法持有庫藏股。

(h) 董事會得依據開曼公司法之規定，將任何本公司買回、贖回或股東向本公司繳回的股份指定為庫藏股。

(i) 本公司持有之庫藏股應持續列為庫藏股，除非本公司依據開曼公司法將該等股份註銷或轉讓。

- (j) 庫藏股不計入已發行股份總數。
17. (a) 如本公司之股份於中華民國證券交易市場掛牌交易，於本公司以低於平均實際買回或贖回價格轉讓庫藏股予本公司及／或其從屬公司員工時，須於最近一次股東會經股東事前以特別決議授權。於提交股東會授權時，下列轉讓庫藏股予本公司及／或其從屬公司員工之相關事項摘要，應於股東會之召集通知中載明：
- (i) 擬議之轉讓價格、折價率、計算基礎及其合理性；
 - (ii) 擬轉讓的庫藏股數量及轉讓之目的與合理性；
 - (iii) 受讓員工之資格及員工得認購庫藏股之數量；
 - (iv) 對股東權益之影響，例如：額外費用之支出，公司每股盈餘之減少，以及本公司因以低於平均實際買回或贖回價格將庫藏股轉讓予員工所生之財務負擔。
- (b) 如本公司之股份於中華民國證券交易市場掛牌交易且不違反公開發行公司適用法令（包括金管會頒布的「上市上櫃公司買回本公司股份辦法」），本公司依據第 17 條(a)轉讓予員工之庫藏股總數不得超過本公司已發行股份總數的百分之五，且轉讓予任一員工之庫藏股總數不得超過本公司已發行股份總數的百分之零點五。
- (c) 如本公司之股份於中華民國證券交易市場掛牌交易，於本公司轉讓庫藏股予本公司及／或其從屬公司員工時，本公司得與該員工簽署契約，限制該員工在不超過二年之一定期間內，不得將其因此自本公司獲得的股份轉讓予他人。

股份權利之變動

18. (a) 本公司股本若劃分為不同類別之股份，無論公司是否為清算，任何類別股份所附權利（除非該類別股份發行條件另有規定）之重大不利變動，應由普通股股東會及該類別股份之股東會特別決議通過，始得為之。該類別股東會應適用本章程有關股東會之相關規定。
- (b) 劃分本公司股本為不同類別之股份，或是股份權利內容的變動，本公司應在發起備忘錄或章程中載明不同類別股份之權利、義務內容。

19. 除非該類別股份之發行條件另有明文規定，附有特別權或其他權利之任何類別股東所享有之權利，不因相同順位或次順位股份之創造、分配或發行，或本公司任何類別股份之贖回或買回而改變。

股份之移轉

20. 當股東死亡時，該股東的繼承人（若該股東為共同持有人時）或該股東之法定代表人（若該股東為單獨持有人時）應為本公司所承認之擁有該股份權利之人，但依本章程之規定，不得對任何死亡股東之遺產豁免該死亡股東單獨或與他人共同持有股份上所附加之任何債務。
21. (a) 因股東死亡、破產、清算、或解散（或其他讓與以外之方式）而取得本公司股份之人，於依照下列規定及董事會要求，得隨時要求提供其權利資格之證明後，選擇登記自己為持有該等股份之股東，或將該等股份轉讓予該死亡或破產之股東原本得轉讓之人，並將其登記為受讓人；但董事會於上述情形中，仍有權拒絕、或依本章程第 25 條之規定，暫停登記該股東於死亡或破產前所為之轉讓。
- (b) 若上述取得本公司股份權利之人選擇將自己登記為股東，應以書面之方式聲明其選擇並將該書面交付或寄送至本公司。
22. 因股東死亡、破產、清算、或解散（或其他轉讓以外之方式）而取得本公司股份之人，應有權收受該股份之股息或其他利益，一如已登記於股東名簿上之股東，但在其被登記為股東之前，並無權行使任何由該股份所賦予，而與股東會相關之權利。
23. (a) 本公司有權將股票所登記之股東視為擁有完整且絕對的股東權利，不承認為他人持有股份的主張或其他類似的情形。
- (b) 本公司有權將股票所登記之股東視為擁有完整且絕對的股東權利，不承認任何為他人持有股份、或有股東權利、未來將取得股東權利、或是任何部分的股東權利（即便有通知公司亦然）。

資本之調整與公司註冊地址之變動

24. (a) 於不違反開曼公司法及開曼公司法允許的範圍之內，本公司得隨時由普通決議：
- (i) 增加股本、新增資本所應區分之股份面額及數額均應由該決議規範。
- (ii) 將全部或部分股份合併為較現有股份面額大之股份；

- (iii) 分割現有股份為較小之股份，但分割時已付款股份及未付款股份存於分割後股票之比例應與分割前相同；
 - (iv) 註銷任何於決議通過之日尚未為任何人取得或同意取得之股份；
- (b) 於不違反開曼公司法之前提下，本公司得隨時經特別決議以法令允許之方式減少其股本或資本贖回準備金。
- (c) 於不違反開曼公司法前提下，本公司得隨時以董事會決議變更本公司之登記營業處所。

股東名簿閉鎖期或基準日

25. 為確定股東收受任何股東會或休會之通知或投票、或得收受任何股息之資格、或為其他目的而必須確認本公司之股東時，本公司董事會得決定，於一定期間內之股份轉讓，股東名簿應閉鎖不得登記。如本公司之股份於中華民國證券交易市場掛牌交易，股東名簿閉鎖不得登記期間應遵守公開發行公司適用法令規定。
26. 依公開發行公司適用法令，除股東名簿閉鎖期間之外，董事會得預定某一日期，作為確定股東收受任何股東會之通知或投票之基準日，董事會並得於分派股息公佈之日前，定一較後日期作為確定得收受任何股息之資格之基準日。

股東會

27. 本公司每年都應召開年度股東常會。如本公司之股份於中華民國證券交易市場掛牌交易，本公司之年度股東常會應於每會計年度終了後六個月內召開，並且於該會議之召集通知中註明為股東常會。除非本章程另有規定，任何股東會均應由董事會召集之。
28. 除開曼公司法另有規定者外，股東會應於董事會指定之時間及地點召開；除董事會另有指定者外，所有股東會均應於中華民國境內召開。如本公司之股份於中華民國證券交易市場掛牌交易，若董事會決議於臺灣境外召開股東會，本公司應於董事會作成此決議後兩日內，向適當之中華民國證券交易市場申請核准。如本公司之股份於中華民國證券交易市場掛牌交易，當本公司於臺灣境外召開股東會時，本公司應委任位於臺灣境內之專業服務代理機構處理股東會之事務，包括但不限於受理股東委託投票事宜。
29. 年度股東常會以外之股東會均稱為股東臨時會。董事會得視情況必要，自行決定召集本公司之股東臨時會。

30. 董事會應即召集股東臨時會倘收到股東召集請求。本章程所稱之「股東召集請求」係指於請求召集時，由繼續一年以上，持有已發行股份總數百分之三以上股份之股東，所提出之召集股東臨時會之請求。
31. 股東召集請求須以書面載明股東臨時會之討論議案及事由，並經請求之股東簽名並存放於公司之登記營業處所，並得由一名或多名請求之股東簽署於一式多份之書面請求上。
32. 若董事會未於該召集請求提出後十五日內，寄發股東臨時會之開會通知，提出召集請求之股東得自行召集股東會。由前述提出召集請求股東所召開之股東會，其召集與開會方式應盡可能與董事會所召集之股東會相同。
33. (a) 於不違反開曼公司法，及不影響本章程其他條文中有關需特別決議之議案之情形下，本公司得隨時經特別決議：
- (i) 變更其名稱；
 - (ii) 修訂或增補本章程；
 - (iii) 修訂或增補本公司發起備忘錄有關任何宗旨、權力或其他特別載明之事項；或
- (b) 本公司得依開曼公司法，經特別決議進行創設合併或吸收合併。
34. 於不違反開曼公司法、本章程第 24(b)及 33 條(b)之情形下，公司得隨時經重度決議：
- (a) 將應分派之股息及紅利之一部，依據本章程第 104 條以發行新股方式為之；
 - (b) 依據本章程第 106 條所定之轉增資；
 - (c) 進行本公司之任何分割；
 - (d) 締結、變更或終止關於出租全部營業，委託經營或與他人經常共同經營之契約；
 - (e) 讓與全部或主要部份之營業或財產；

(f) 受讓他人全部營業或財產，對公司營運有重大影響者；

34-1. 當本公司之股份在中華民國任一證券交易市場掛牌交易時，在不違反公開發行公司適用法令之前提下，本公司得經二分之一發行股數之股東出席股東會、出席股東三分之二表決權決議通過於中華民國境內私募有價證券；但於中華民國境內私募普通公司債者，本公司得依公開發行公司適用法令經董事會決議於決議後一年內分次發行之。

34-2. 依據開曼公司法及公開發行公司適用法令，以下任一事件非經代表本公司已發行股份總數三分之二以上股東之出席，出席股東表決權過半數之同意，不得行之：(a) 合併，而本公司參與合併後非屬存續公司並消滅，且存續或新設公司為非上市櫃公司者；

(b) 概括讓與本公司之全部營業、財產及義務予他公司，而致終止上市櫃，且受讓公司為非上市櫃公司者；

(c) 本公司被他公司收購為其百分之百持股之子公司而致終止上市櫃，他公司為非上市櫃公司者；

(d) 本公司進行分割而致終止上市櫃，且分割後受讓營業之既存公司或新設公司非上市櫃公司者。

35. 在不違反開曼公司法之前提下，本公司得經特別決議自願解散；惟在無法於債務到期時為清償時，應經重度決議自願解散者。

股東會之通知

36. 當本公司之股份在中華民國任一證券交易市場掛牌交易時，股東會之召集，應至少於三十日前通知有權出席並表決之股東，並載明股東會召集之日期、地點、時間及召集事由。股東臨時會之召集，應至少於十五日前通知有權出席並表決之股東，並說明股東會召集之日期、地點、時間及召集事由。召集股東常會的通知時點以寄送或視為寄送時為準。通知計算時期不包含發送當日及股東會召開當日。

37. 本公司之任何股東會，縱使其召集通知之發送短於本章程所訂之時程，若全體於年度股東常會或股東臨時會（視情況而定）有權表決及出席之股東一致同意，應視為已合法召集。

38. 任何有權收受通知之人未取通知時，不會導致該股東會決議或程序無效。

39. 當本公司之股份在中華民國任一證券交易市場掛牌交易時，本公司應依本章程第 36 條之規定，一併發出公開發行公司適用法令要求與會議討論事宜有關之資料（如股東於股東會中得以書面投票之方式進行表決時，應包括書面選票、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）與股東會召集通知，並上傳至公開資訊觀測站。董事會應備妥當次股東會議事手冊及會議補充資料，寄送予股東或供股東隨時索閱，並應依公開發行公司適用法令，於股東常會召開至少二十一日前，或於股東臨時會召開至少十五日前，將股東會議事手冊及前項會議補充資料，傳送至公開資訊觀測站。

40. 有關下列各款事項應於股東會之召集通知中載明待討論重要事項之摘要：

(a) 董事之選任或解任；

(b) 修改本公司發起備忘錄及本章程；

(c) (i) 解散、創設合併、吸收合併、股份轉換或分割，(ii) 締結、變更、或終止關於出租全部營業，委託經營或與他人經常共同營業之契約，(iii) 讓與全部或主要部分之營業或財產，或(iv) 受讓他人全部營業或財產，對公司營運有重大影響者；

(d) 董事為自己或為他人從事本公司營業範圍內競業行為之許可；

(e) 以發行新股之方式分派股息及紅利之一部或全部給股東；

(f) 在不違反開曼公司法及依本章程下，將本公司之股份溢價及可分配準備金（包含但不限於溢價準備金、因受領贈與所得之資本公積及法定盈餘公積）依持股比例分派給股東；

(g) 私募發行任何具股權性質之有價證券。

本章程第 40 條(a) 至第 40 條(g) 之事項，及本章程第 17 條(a)之事項，不得以臨時動議提出。

41. 當本公司之股份在任一中華民國證券交易市場掛牌交易時，除依公開發行公司適用法令得保存電子檔案之情形外，董事會應將發起備忘錄、本章程、歷屆股東會議事錄、財務報表、股東名簿以及本公司發行之公司債存根簿備置於本公司之股份註冊代理人以及位於臺灣境內之本公司股務代理機構（若有）。股東得檢具利害關係證明文件並指定查閱之範圍，隨時請求檢查、閱覽或抄錄上述文件。

42. 當本公司之股份在中華民國任一證券交易市場掛牌交易時，本公司應依公開發行公司適用法令，將董事會所造具之各項表冊以及審計委員會之報告書，於股東常會開會十日前備置於臺灣境內之股務代理機構。股東得隨時自費檢閱前述文件，並得偕同其所委託之顧問、律師或合格會計師進行查閱。

股東會之程序

43. 除非股東會之出席股東已達最低出席股數，且於股東會進行中皆保持最低出席股數，不得決議任何議案，除本章程另有規定外，所稱最低出席股數係指合計持有超過本公司已發行有表決權股份總額二分之一之兩名以上股東，親自出席或以委託書出席者。
44. 當本公司之股份在中華民國任一證券交易市場掛牌交易時，於每會計年度終了時董事會應依公開發行公司適用法令之要求，提出營業報告書、財務報表與盈餘分派或虧損撥補之議案，提出於年度股東常會請求承認。經年度股東常會承認後，董事會應依據公開發行公司適用法令，代表公司將經承認之財務報表及盈餘分派或虧損撥補之決議副本，分發或公告於公開資訊觀測站予各股東。
45. 股東會決議之表決應以投票方式為之。任何付諸股東會表決之決議，均不得以舉手表決方式為之。
46. 在不違反所有應適用法律下，本章程不禁止股東於有管轄權法院對違法或違反章程規定召集之股東會或其決議方式提起訴訟。此類訴訟，得以台北地方法院為第一審管轄法院。
47. 除開曼公司法、發起備忘錄或本章程另有明文要求，任何於股東會上提出交付股東決議、核准、確認或採用之提案，得由普通決議決定之。
48. 當本公司之股份未在中華民國任一證券交易市場掛牌交易時：股東之書面（一式多份正本）之決議（包括特別決議），由所有有權收受股東會通知、出席股東會並於股東會表決之股東以書面方式簽名（法人股東由其合法授權代表簽署者亦同），應為合法有效並視為該決議已於本公司合法召集之股東會通過。
49. 當本公司之股份在中華民國任一證券交易市場掛牌交易時，於股東名簿閉鎖期間開始前，持有本公司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。下列提案應不列入議程：
- (a) 提案股東於本條所定之相關日期時，持股未達已發行股份總數百分之一者；

- (b) 該議案非股東會得決議者；
- (c) 該提案股東於該年度股東常會之提案超過一項者。
- (d) 在董事會所定期間外提案者。
50. 除另經出席並有表決權之多數股東同意外，董事長如出席，應擔任股東會主席。如其未出席，應依公開發行公司適用法定指派或選舉出會議主席。
51. (a) 除本章程另有明文規定外，如為股東會會議時間開始時出席股東代表股份數未達最低出席股份數，或在股東會會議進行中出席股東代表股份數未達最低出席股份數者，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最低出席股份數時，股東會應延期，復會之時間地點由董事會另行定之。若已提供書面休會通知，董事會（或董事會合法授權之公司秘書）得依本章程規定宣布延期（但不包括依本章程自行召集之股東會）。董事會得決定延期開會之日期、時間及地點，且應依本章程規定重新發送通知，惟若本公司之股份在中華民國任一證券交易市場掛牌交易時，延期開會應依據公開發行公司適用法令。
- (b) 股東會主席得依達最低股東會出席門檻之出席股東過半數同意宣布休會。除股東會延至特定日期，且該會議地點及時間已於股東會決定延期時當場宣布者外，本公司應載明延期股東會召開日期、時間及地點之通知寄予每位根據本章程有權出席及表決之股東。當本公司之股份於中華民國證券交易市場掛牌交易，該延期股東會應遵循公開發行公司適用之法令。

股東之表決權

52. (a) 於不違反開曼公司法、發起備忘錄、本章程及各股份所享權利或所受限制之前提下，每位親自或以委託書出席之股東，就其所持有之每一股應有一表決權。
- (b) 當本公司之股份於中華民國證券交易市場掛牌交易，且股東係為他人持有股份時，股東得依該他人之請求分別行使表決權。其資格條件、適用範圍、行使方式、作業程序及其他與前揭分別行使表決權相關者，應遵循公開發行公司適用之法令。
- (c) 當本公司之股份在中華民國任一證券交易市場掛牌交易時，若持有超過一股之股東欲分離行使其表決權以對相關議案表示支持或反對時，該股東應依據公開發行公司適用法令為之。

53. 表決權得親自行使，或以委託書方式行使。任一股東僅得以一份委託書任命一位受託代理人以出席股東會並行使表決權。委託書應於股東會或股東會續行集會開會五日前送達本公司登記營業處所、業經中華民國證券主管機關核准之股務代理機構（依據公開發行公司適用法律的定義）、或本公司寄發之股東會開會通知記載之其他處所。委託書有重複時，以最先送達者為準。但聲明撤銷前委託者，不在此限。
54. (a) 董事會得決定於公司召集股東會時，未以親自或委託書方式出席股東會之股東得依據開曼公司法及公開發行公司適用法令採行以書面或電子方式行使其表決權，但當本公司之股份在中華民國任一證券交易市場掛牌交易時，本公司應提供股東以電子方式行使表決權。如公司於臺灣境外召開股東會，本公司應依據開曼公司法及公開發行公司適用法令，提供該股東以書面及／或電子方式行使其表決權。以書面或電子方式行使表決權時，行使方法應載明於依本章程發送之股東會開會通知。為免疑惑，依前揭方法行使之股份，依據本章程及開曼公司法，應計入股東會出席定足數之計算，且股東以書面或電子方式行使表決權時，應視為指定經金管會承認之股務代理機構或股東會之主席為其代理人。
- (b) 依據開曼公司法及所有應適用法律下，以書面或電子方式行使表決權之股東，對於原股東會所定議案之修訂案或是臨時動議，視為放棄受通知及表決權。
- (c) 依據本章程第 55 條規定下，若股東先以書面或電子方式行使表決權，嗣後決定親自出席股東會，則其先前以書面或電子方式行使之表決權應視為已撤銷，以該股東於股東會親自行使之表決權為準。
55. 在不違反開曼公司法及所有應適用法律下，若任何股東已向本公司表示欲依照本章程第 54 條以書面或電子方式行使其表決權（本條稱為「先前投票」），而後欲親自出席股東會，或該股東為法人時，而以該股東之合法授權代表出席股東會者，該股東至遲應於股東開會二日前，於本公司登記營業處所、本公司委託之業經金管會核准之股務代理機構或本公司寄發之股東會開會通知之其他處所以前開相同之書面或電子方式撤銷先前投票之意思表示。若該股東未於前述期限內撤銷，則視為已放棄其親自參與股東會並行使表決權之權利，本公司不得計入該股東以親自出席方式行使之表決權。在不違反開曼公司法及所有應適用法律下，除非先前投票已於前述期限內撤銷，否則該股東以書面或電子方式行使之表決權應屬有效。
56. 共同持有股份之股東，應指派代表就渠等共同持有之股份行使表決權，並應將指派代表之情事通知本公司。共同持有股份之股東如未指派代表，不論親自或以委託書之方式出席，應以股東名簿上之記載姓名順位較前者所行使之表決權為準，而排除其他共同持有人所行使之表決權。

57. (a) 除於基準日時登記為本公司股東者，任何股東均不得在股東會上行使表決權。股東心神喪失或由任何具管轄權法院宣告禁治產者，其表決權得由其財產管理人、委員會、監護人，或其他具有財產管理人、委員會、監護人性質或前述管轄法院指定之其他人代為行使，該財產管理人、委員會、監護人、或其他人得以委託書行使表決權。
- (b) 於不違反開曼公司法規定之前提下，如本公司股份於中華民國任一證券交易市場掛牌交易，而本公司董事以其持有股份設定質權超過選任當時所持有之本公司股份數額二分之一時，其超過之股份不得行使表決權，但算入股東會之最低出席股數。

無表決權之股份

58. 下列本公司股份於任何股東會均無表決權，且不應計入於任何指定時間發行股份之數額內：
- (a) 本公司直接或間接持有之本公司股份；
- (b) 被本公司直接或間接持有已發行股份總數或實收資本總額過半數之從屬公司所持有之本公司股份；以及
- (c) 被本公司或本公司之控制公司或從屬公司直接或間接持有已發行股份總數或實收資本總額合計超過半數之他公司所直接或間接持有之本公司股份。
59. 當本公司之股份在中華民國任一證券交易市場掛牌交易時，股東對於股東會討論之事項，有自身利害關係致有害於公司利益之虞時，該股東不得加入表決（不論是親自出席、使用委託書或是由法人代表人代表），但其不得行使表決權之股份數仍應算入計算最低出席人數時之股數。上述股東並不得代理其他股東行使其表決權。

異議股東股份收買請求權

60. 股東會通過下列決議之一時，於股東會開會日期前已以書面通知本公司其反對該項決議之意思表示，並且於股東會提出反對意見的股東，得請求公司以當時公平價格收買其所有之股份：
- (a) 決議同意本公司締結、修改或終止有關出租本公司全部營業、委託經營或與他人經常共同經營的契約之決議；
- (b) 決議同意本公司轉讓其全部或主要部分的營業或財產之決議，但本公司因解散所為的轉讓不在此限；或

(c) 決議同意本公司受讓他人全部營業或財產，對本公司營運產生重大影響者。

61. 於不違反開曼公司法下，本公司營業之任一部分被分割，或本公司與其他公司進行創設合併或吸收合併時，於表決該決議之股東會集會時放棄表決權（或投反對票）並於股東會集會前或集會時以書面表示異議或口頭（經紀錄）之股東，得請求公司以當時公平價格收買其所有之全部股份。

委託書及委託書之徵求

62. 除本章程另有規定外，委託書應由委託人或其經合法授權之代理人以書面方式為之。如委託人為自然人，委託人或其經合法授權之代理人應親自於委託書簽名或蓋章；如委託人為公司，應加蓋公司印章或經合法授權之經理人或代理人簽署之。股東應於股東會召開至少五日前將委託書送達本公司。如同一股東將二份以上之委託書送達本公司，應以本公司所收受之第一份為準；但該股東在其後送達的委託書中明示撤銷先前的委託書者，不在此限。委託代理人不需具有股東身份。除本章程另有規定外，委託書應依照股東會召集通知所載，準時送達本公司登記營業處所，當本公司之股份在中華民國任一證券交易市場掛牌交易時，委託書應依照股東會召集通知所載，準時送達本公司在中華民國之股務代理機構或其他開會通知指定之地點。
63. (a) 若本公司之股份在中華民國證券交易市場掛牌交易，在不違反公開發行公司適用法令之前提下，除(i)依據中華民國法令設立的信託事業、(ii)業經金管會核准之股務代理機構（依公開發行公司適用法令定義）或(iii)依本章程第54(a)規定指定之股務代理機構或股東會主席外，如一人同時擔任兩名以上股東之代理人，其代理股數於本公司為決定股東會中有權表決之股東所定之停止股票過戶日前，不得超過已發行股份總數百分之三；代理股數超過百分之三部分，其代理之表決權不予計算。
- (b) 除本章程另有規定外，委託書應採用公司指定之格式，且其內容應表明限於當次股東會使用。委託書之格式內容至少應包含以下資訊：(a)有關如何填寫表格之指示；(b)委託代理人行使表決權之事項；(c)有關委託代理人之股東、受託代理人及徵求人（如有徵求人）之基本資料。本公司應將委託書之格式併同當次股東會之召集通知提供予股東，且應於同一日將召集通知及委託書相關資料分發予股東。
- (c) 若任何股東已向本公司表示欲以委託書方式行使其表決權，而後欲親自出席股東會，或欲以書面或電子方式行使其表決權者，該股東至遲應於股東開會二日前向本公司為撤銷委託書之表示。若該股東未於公開發行公司適用法令所規定之期限內撤銷委託書，則以委託書方式行使其表決權為準。為免疑慮，若任何股東已依本章程第54條以書面或電子方式行使其表決權，而後依

本章程第 63(b)條及公開發行公司應適用法令向本公司以委託書方式行使其表決權者，以該委託書為準。

(d) 當本公司之股份於中華民國證券交易市場掛牌交易時，除本章程另有規定外，一切關於委託書及/或由徵求人徵求關於本公司股份之委託書之事項，應適用本章程之規定、中華民國「公開發行公司出席股東會使用委託書規則」及其它所有應適用之法令規定，包含但不限於公開發行公司應適用法令，無論本章程中是否另有明文規定。

董事會

64. 本公司董事會，設置董事人數七至九人。每一董事任期三年。董事得連選連任。
65. 如本公司之股份於中華民國證券交易市場掛牌交易，除經本公司掛牌交易之中華民國證券交易市場之證券主管機關核准外，互為具有配偶關係或二親等以內之親屬關係之董事人數（依公開發行公司適用法令定義），應少於董事總人數之半數。
66. 本公司召開股東會以選任董事時，若當選人不符本章程第 65 條之規定時，不符規定之董事中所得選票代表選舉權最低者，在符合第 65 條規定之必要限度內，應視為未經選任。已充任董事違反前述第 65 條規定者，當然解任。
67. 如本公司之股份於中華民國證券交易市場掛牌交易，除公開發行公司適用法令另行許可外，應設置獨立董事人數不得少於三人，且不得少於董事席次五分之一。於公開發行公司適用法令要求範圍內，至少一名獨立董事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。
68. 獨立董事應具備專業知識，且於執行本公司獨立董事職責範圍內應保持獨立性，不得與本公司有直接或間接之利害關係。獨立董事之專業資格、持股與兼職限制、獨立性之認定，應遵循公開發行公司適用法令之規定。
69. 如本公司之股份於中華民國證券交易市場掛牌交易，董事（包括獨立董事）之報酬（包括酬勞），應由董事會依據薪酬委員會之建議決定之。決定董事報酬之考慮要素應包含但不限於服務的價值、本公司營運狀況、同產業其他公司的薪酬水平。董事得請求因出席董事會、委員會、股東會或是公司業務有關活動而實際支出之旅宿費用，或是由董事會決議支付固定之旅宿費用，或是部分實際支出部分固定之旅宿費用。
70. 董事自身或代表他人從事本公司營業範圍內之事業，應於股東會中向股東說明其內容，且應獲得股東會重度決議之同意。

71. (a) 如本公司之股份於中華民國證券交易市場掛牌交易，董事於任期間轉讓其持股，致其持有之股份少於選任日股東名簿記載持股數之二分之一時，該名董事應當然解任。
- (b) 如本公司之股份於中華民國證券交易市場掛牌交易，董事有下列情況時，其選任應不生效力：
- (i) 倘董事於當選後就任前轉讓其持股，致其持有之股份少於選任日股東名簿記載持股數之二分之一；或
- (ii) 倘該名董事於閉鎖期間轉讓其持股，致其持有之股份少於選任日股東名簿記載持股數之二分之一。
- 有任何違反第 71 條(b)之情事時，該董事之選任為當然無效。
- (c) 本章程第 71 條(a)及(b)之規定於不適用於獨立董事。
72. (a) 政府或法人為股東且經選任為董事時，須指定自然人為其依法授權之代表，為該政府或法人執行董事職務。該政府或法人得自行決定隨時改派其代表。
- (b) 不論上述規定為何，政府或法人為股東時，該政府或法人（以下簡稱「指派人」）亦得提名一人或數代表人，依本章程第 73 條之規定當選為董事（以下簡稱「法人代表董事」）。
- (c) 指派人得事前以書面通知本公司，撤換指派人原本提名之法人代表董事，並另行指派其他自然人補足原任期。倘法人代表董事係依本章程第 77 條規定經股東會重度決議解任時，本章程第 72 條(c)不適用之。

董事之選舉及解任

73. 於不違反本章程第 71(b)及第 96 條規定之前提下，本公司得於股東會上依本章程第 74 條之規定，選舉任何人為董事。
74. (a) 董事（包括獨立董事）之選舉應依投票制度採行累積投票制，每一股東得行使之投票權數為其所持之股份乘以應選出董事人數之數目（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選票所指集中選舉一名董事候選人，或分配選舉數董事候選人。所得選票代表選舉權較多之候選人，當選為董事。

- (b) 於依本章程選任董事前，董事候選人以以書面方式向本公司表示其當選後擔任董事意願。董事應於當選後十五日內，依本公司提供的格式，書面向本公司表示接受擔任董事一職並遵守應盡之義務。
- (c) 董事任期至依公開發行公司適用法令應屆滿、辭職、改選或解職為止。
- (d) 如本公司之股份於中華民國證券交易市場掛牌交易，於不違反開曼公司法、本公司發起備忘錄與本章程之前提下，本公司董事應採用符合公開發行公司適用法令之候選人提名制度。
75. (a) 獨立董事候選人名單應由現任董事會提出，該份名單應依本公司章程第 39 條分送各股東，獨立董事候選人名單分送之方式及時間由本公司之董事會決定。
- (b) 如本公司之股份於中華民國證券交易市場掛牌交易，於不違反開曼公司法、本公司發起備忘錄與本章程之前提下，本公司獨立董事應採用符合公開發行公司適用法令之候選人提名制度。
- (c) 獨立董事因故辭職或解任，致人數不足三人時，公司應於最近一次股東會選舉新任之獨立董事。所有獨立董事均辭職或解任時，董事會應於事實發生日起六十日內，召開股東會補選新任獨立董事以填補缺額。
76. 董事因故解任，致不足七人者，本公司應於最近一次股東會補選新任董事之。但本公司董事會之董事缺額達本公司章程第 64 條所定席次三分之一者，在任董事應自事實發生之日起六十日內，召開股東臨時會補選之。
77. 本公司得隨時以股東會重度決議解任董事，不論是否已指派另一董事取代之。
78. 董事執行業務，有重大損害本公司之行為或違反法令或本章程之重大事項，但於提出解任該董事議案之股東會上未以重度決議將其解任者，持有本公司已發行股份總數百分之三以上之股東，得於股東會後三十日內訴請有管轄權之法院裁判解任該董事，惟該等股東於提出訴訟之日必須持有本公司已發行股份總數百分之三以上，該訴訟並得以中華民國臺灣臺北地方法院為第一審管轄法院。法院裁判解任該董事之日期，該董事應即解任。

董事之代理

79. 如董事無法出席董事會會議，得委託其他董事代為出席。委託之董事，應於每次出具委託書並列舉該次董事會會議討論事項之授權範圍，並於該次會議

開始之前將委託書提交董事會或會議通知中載明之其他地點。一名董事以接受一名董事委託為限。

董事之權責

80. (a) 於不違反開曼法律、公開發行公司適用法令及本章程之前提下，董事會應管理、執行本公司之一切業務。董事會得支付本公司成立與登記註冊之全部相關費用，並行使本公司於開曼公司法、本章程，以及依所適用法令不必經股東會決議事項之一切權力。
- (b) 於不違反開曼法律之前提下，任何董事均對本公司負善良管理人義務，且該善良管理人義務包括（但不限於）遵守忠實義務、誠信義務等一般準則，及避免責任衝突及自利行為。若任何董事違反上開善良管理人義務時，於不違反開曼法律之前提下，該董事應就因此所生之損害負賠償責任。於不違反開曼法律之前提下，股東會得以普通決議要求董事應將其因違反忠實義務及善良管理人義務所得之利益退還予本公司。
- (c) 若董事於執行本公司業務時，因違反相關法令造成他人損害，該董事應就該損害與本公司共同負責。
81. 董事會得隨時出具委任書，委任任何公司、企業、個人或團體，不論直接或間接由董事會提名，擔任本公司之代理人，其代理權力與裁量範圍（以不超過董事會依據本章程之規定所具有或可行使者為限）、代理期間、事件等限制條件由董事會決定。該委任書之內容，依董事會之決定，得包括保護與便於第三人與該代理人處理事務之條款，亦可授權該代理人將其得行使之代理權力與裁量範圍再為授權。
82. 所有支付給本公司之支票、本票、匯票與其他票據，不論是否為可轉讓，以及所有支付給本公司款項之收據，應隨時依照董事會得決議之方式，依該票據之性質予以簽署、收受、背書或執行。
83. 董事會應保存下列議事紀錄：
- (a) 所有由董事會任命之經理人；
- (b) 每次董事會會議或委員會會議之出席董事名單（包括以委託書方式出席者）；
- (c) 本公司所有會議、董事會、及董事會委員會之議程與決議內容。

84. 於不違反所有應適用法令、公開發行公司適用法律、本章程及其他股東會普通決議通過關於借貸、背書、保證或是取得或處分資產規定前提下，董事會得行使本公司之權力以貸入資金，以及就公司之承諾、財產、資產（不論現在或未來）或資本上予以設質抵押，並發行其他有價證券，不論是直接發行，或作為本公司或其他第三人之債務時提供保證時之擔保品。

董事會之程序

85. 經全體董事簽名作成的書面決議，與董事會決議有相同效力。此種決議方式稱為「董事會書面決議」，並應記載於董事會會議記錄。董事會書面決議得由數書面文件組成，並經一位或多位董事簽名。惟若本公司之股份於中華民國證券交易市場掛牌交易，董事會應集會討論公司業務發展，董事會應以集會方式執行業務，並得自行決定集會以執行業務、休會、或自行制定集會之程序與規範，但不得採用書面決議。除非本章程另有規定，任何會議中之提議應由達最低出席人數之董事以過半數決定。表決平手時，該議案應視為未通過。
86. (a) 於不違反本條(b)之前提下，董事會得依其自行決定的程序與規範召集。
- (b) 董事會之召集，應載明事由於七日前以書面通知各董事，通知應載明討論議案之相關內容。董事會之會議亦可於緊急情況下隨時召集之，但該通知規定得由所有董事於會議舉行之前、進行中或會議後聲明放棄之，而且，開會通知若透過親自傳遞、網路、電報或傳真方式為通知，通知發出當日應視為已寄送至董事之日。
87. (a) 董事應依章程規定親自或由其他董事代理出席董事會。
- (b) 除非本章程另有規定，董事會作成決議之必要最低人數，應為開會當日過半數之董事出席，若於任何時候僅有一董事時，該最低人數為一人。就本條之目的，未出席董事所指派董事代理人應計入於董事會之必要最低人數。
- (c) 當下列議案於任何董事會之會議中交付表決時，董事會作成決議之必要最低人數應為董事人數三分之二或以上：(i) 本章程第 11、16(d)、40 條(c)所述之各議案；(ii) 任何新股之發行、配發或募集；(iii) 任何債券、公司債或其他債務性質有價證券之發行；(iv) 任何發放本章程第 102(a)員工或董事酬勞或股息及紅利之計劃；以及(v) 本章程第 89 條中所述之選舉與解任董事長議案。
88. 董事會不論缺額為何，仍可繼續行使其職權並作成決議。

89. 董事會應選出一名董事長並確定其任期。董事長之選任，應以集會時全體在任董事超過三分之二出席，過半數決之方式自董事中選任之。董事長為董事會會議主席，但如未選出董事長，或董事長缺席任何董事會會議時，出席董事得推選其中一名董事擔任主席。董事長一職得由集會時仍在職之三分之二以上出席董事及出席董事過半數同意解任之，惟董事長雖經董事會解任，仍為本公司之董事。
90. 董事對於對事會議之事項(包括但不限於因契約或預計與公司進行之契約或安排)直接或間接與公司有利害關係者應於當次董事會說明其利害關係之重要內容。董事於董事會討論時之事項，有自身利害關係致有害於公司利益之虞時，不得加入該議案之表決，且不得代理他董事行使其表決權。上述不得行使表決權之董事之表決權不計入該有自身利害關係議案之已出席董事之表決權數中，但計入董事會開會出席之定足數中。
91. 董事會得就其所有權力之任何部份，依董事會認定之適當方式，授予由董事會成員組成之委員會。任何依此成立之委員會，於行使被授予之權力時，應遵守任何由董事會所訂之規則。
92. 委員會得自行決定集會與休會。任何於會議中提出之問題應由出席過半數之委員會成員之表決決定。表決平手時，該議案應視為未通過。委員會的會議程序與規範應依本章程規定的董事會會議程序及規範，但不得違背董事會依前條所訂的規則。
93. 所有由董事會或委員會之決議，或由任何人行使董事職權時所作之行為，均應視為所有董事均合法任命且具董事資格時所為之有效決議或行為，不因嗣後發現任何董事或行使董事職權之人的任命或資格有瑕疵而受影響。
94. 董事會之董事或任何委員會之董事，均得以使所有參加人員得看見且聽見其他人，並互為聯繫之視訊會議或類似通訊設備參加董事會或委員會之會議，依本條規定出席者應視為親自出席會議。

公開收購時董事會之告知義務

95. 如本公司之股份於中華民國證券交易市場掛牌交易，董事會於本公司或本公司依公開發行公司適用法令任命之訴訟及非訟代理人接獲(i)公開收購申報書、(ii)公開收購說明書及(iii)相關書件後十五日內，應對建議股東接受或反對本次收購做成決議，並依公開發行公司適用法令公告下列事項：

(a) 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類別、數量。

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

(c) 公司財務狀況於最近期財務報告提出後有無重大變化及其變化內容（如有）。

(d) 董事或持股超過百分之十之股東自己及以他人名義持有公開收購人（若公開收購人為公司時）或其關係企業之股份類別、數量及其金額。

如本公司之股份於中華民國證券交易市場掛牌交易，董事會就公開收購，應遵循當時有效之公開發行公司適用法令之規定。

董事之辭職與當然解任

96. 如有下列情事之一者不得擔任董事或應被當然解任：

(a) 董事以書面通知本公司辭任董事職位；

(b) 該董事依據本章程而解任；

(c) 死亡或破產尚未復權者；

(d) 依適用法令，由具管轄權之法院宣告為心智喪失、精神疾病，或因其他理由而為無行為能力人或限制行為能力人；

(e) 曾違反中華民國組織犯罪防治之相關適用法令或其他國家或地區之類似法令，經有罪判決確定，且服刑期滿尚未逾五年；

(f) 曾於任何國家因詐欺、背信或侵占等罪，經受有期徒刑一年以上宣告，服刑期滿尚未逾二年；

(g) 曾服公職虧空公款，經有罪判決確定，服刑期滿尚未逾二年；或

(h) 曾因使用可轉讓票據違約而遭臺灣票據交換所拒絕往來，處分尚未期滿者；

如董事候選人有前項(c)、(d)、(e)、(f)、(g)、(h)各款情事之一者，該董事候選人應自始立即失卻當選資格。如任何董事同時身兼董事長，而依據第 96 條規定解任者，其董事長之職務亦應自動解任。

公司印章及文書認證

97. (a) 若董事會決定本公司應有公司印章，則於不違反本條(c)之前提下，本公司印章僅得經董事會授權、或由董事會授權之委員會授權後使用；任何加蓋公司印章後之法律文件應由董事、本公司秘書，或者其他經過董事會授權之人簽署。

(b) 本公司得在英屬開曼群島以外之國家或地區保有複製之公司印章，且得依董事會之決定，於該複本印章上加註印章之使用地區。

(c) 任何董事、公司秘書、或其他經董事會任命之人，得於本公司業務有關之任何文件或董事會或委員會通過之決議上蓋印，並可就在前述文件複本或是摘要上蓋印證明其為真正。若本公司文件存於登記營業處所或是主營業處以外之處，當地負責保管文件的經理人視為經董事會任命之人。於不違反開曼法之前提下，經前述之人以前述方式蓋印的文件、董事會決議、複本或是摘要，為文件之真正、決議通過或是摘要正確性的證明。

經理人

98. (a) 董事會亦得視需要，依其認為適當之條件，如任期、報酬等，任命其他經理人為本公司行使職務，其資格、解任及其他相關條件與限制得由董事會隨時決定之。於不違反開曼法之前提下，經理人對於本公司及第三方的義務與責任應準用本章程第 80 條(b)和(c)所述之規定。

(b) 如本公司之股份於中華民國證券交易市場掛牌交易，本公司應設置訴訟及非訴訟代理人。該訴訟及非訴訟代理人應由董事於合法召集且達最低出席人數之董事會，經以簡單多數決通過之決議指派，本公司並應依據公開發行公司適用法令，將指派之情形及其變更向金管會申報。該訴訟及非訴訟代理人應於中華民國境內有住所或居所，且為本公司依中華民國證券交易法定義之中華民國境內負責人。為免疑慮，訴訟及非訴訟代理人非本公司之經理人。

股息、資本分派及資本公積

99. (a) 於不違反開曼公司法、本章程、以及本公司於股東會之任何指示，經董事會建議並取得股東會普通決議同意後，本公司得發放股息或資本分派給予本公司股東，並授權自本公司可合法供發放股息或資本分派之資金中支付。

(b) 於不違反開曼法律及任何股份所應具有權利之前提下，對某一類別股份發放股息或資本分派時，該股息或資本分派，應依照本章程之規定，就該特別股於基準日時已繳足股款之部份發放股息或資本分派。

100. 董事會於發放股息或資本分派給予本公司股東前，得提撥部分其認為適當之準備金，該準備金得為本公司之任何目的之業務使用。
101. 除非開曼公司法另有規定，非自本公司之利潤、從利潤提撥之準備金、股份溢價帳戶，不得發放股息或其他資本分派。
102. (a) 當本公司股份於任一中華民國證券交易市場上交易時，公司年度如有獲利（指稅前利益扣除分派員工及董事酬勞前之利益，下稱「年度獲利」），應提撥以下數額為員工及董事酬勞。但公司尚有累積虧損時，應預先保留彌補數額：
- (i) 全體董事每年有權取得不超過「年度獲利」之百分之三的年終酬勞，且僅得以現金發放；以及
 - (ii) 本公司及從屬公司之全體員工每年有權取得之年終酬勞為不低於「年度獲利」百分之一，且得以現金、股票或二者之任何組合發放之。
- (b) 當本公司股份於任一中華民國證券交易市場上交易時，除開曼法令另有規定外，本公司每會計年度之盈餘，於(i) 完納稅捐(ii) 填補虧損、(iii) 依公開發行公司適用法規提撥 10%法定盈餘公積（「法定盈餘公積」），但累計法定盈餘公積達總實收資本額者不在此限、及(iv)符合中華民國主管機關規定（包含但不限於金管會或任何中華民國證券交易市場）之特別準備金後始得分派盈餘。盈餘扣除前述後稱為「當期可分配盈餘」。分派予股東之股息及紅利可自當期可分配盈餘或是前期未分配之保留盈餘（合稱「累積可分配盈餘」）分派。
- (c) 即使與任何規定相抵觸，隨著本公司持續成長，出現資本支出、業務擴充及穩定成長所需之健全財務規劃需求，本公司之股利政策係得依據未來支出預算及資金需求，發放現金股息及/或股票紅利。董事會推薦本公司以累積可分配盈餘分派盈餘時，應製作股息紅利分配計畫送交股東會普通決議並符合以下條件：
- (i) 累積可分配盈餘得以發放現金或發行新股予股東的方式為之。
 - (ii) 該計畫發放予股東之股利總數不得低於當期可分配盈餘之百分之十。
- (d) 所有本公司未分派之應付股息或紅利均不得對本公司累計利息。
103. 以現金支付給股東之股息、資本分派、利息或其他應付款項，得以電匯、電子資金劃撥或是匯款至股東或其指定或通知公司的帳戶為之，或是以郵寄支票或權證至股東名簿上登記地址之方式支付，或者，於共同持有之情形，寄

送至股東名簿上列於首位之股東的地址，或寄至該股東或共同持有人嗣後以書面指示之人或地址，寄失之風險應由該股東或共同持有人承擔。該支票或權證，其收款人應為郵寄收件人。兩名以上之共同持有人中之任何一名均可有效受領本公司就其共同持有股份應付之股息、紅利、或其他應付款項。自銀行兌現該支票或權證即解除本公司的責任，即使該支票或權證後來發現是遺失或被偽造背書予他人。

104. (a) 於不違反本章程第 34 條之前提下，倘本公司股東會已決議分派股息及紅利本公司得依據董事會之建議，於股東會上以重度決議將部分應分派的股息及紅利以增資發行新股之方式為之且不須提供以現金替代該股票之方案，但以現金分派股息及紅利部分不得低於百分之十。於此情形，董事會應作分派計畫並送交股東會以重度決議通過。

(b) 董事會應辦理所有使上述增資發行新股得以實行之一切必要行為，董事會並有完整權力對於可分配之畸零股作出其認為適當之處置（包括將畸零股出售而改以現金分派或是將畸零股分配給本公司而非各股東）。董事會行使前述權力時，受影響的股東不代表其股份為不同種類股份。董事會得指定一人代表股東與公司就增資發行新股及所有相關事項訂定有絕對效力的協議。

(c) 董事會依據本條(a) 增資發行新股時，董事會若認為在股東所在地區將因欠缺登記或其他法定要件，而在合法性或可行性上有疑問；或是在股東所在地區分派該實物過於費時、成本過高或是鑑價不易時，該地區股東應依董事會決議改以金錢派替增資發行新股，但因前述理由而受現金分派的股東，不代表其股份為不同種類股份。

薪酬委員會

105. 董事會得依據公開發行公司適用法令（包括「股票上市或於證券商營業處所買賣公司薪資報酬委員會設置及行使職權辦法」）設立薪酬委員會。如本公司之股份於中華民國證券交易市場掛牌交易，董事會應依據公開發行公司適用法令制訂薪酬委員會之運作規範。

盈餘公積轉資本

106. (a) 於不違反開曼公司法、公開發行公司適用法令及本章程之前提下，本公司得依據董事會之建議，於股東會上以重度決議方式，授權董事會將任何本公司各資本公積帳戶內可供分派之數目（包括股份溢價帳戶與資本贖回準備金）或其他可分配利益（不須用來支付具有股息優先請求權股份者之股息），分配予決議作成之日營業終了前（或決議指定或依照決議內容指定之其他日期）股東名冊所記載之股東，按照如同發放股息給予各股東之分配比例，並將該數額以各股東之名義全額支付用來配股之未發行之股份，並該股份記為各

股東已依前述比例十足繳納股款之股份。此時，董事會應辦理所有使上述增資得以實行之一切必要行為，董事會並有完整權力對於可分配之畸零股作出其認為適當之處置（包括將畸零股的分配利益歸入本公司而非各股東）。

(b) 於不違反開曼公司法前提下，股東會通過上述決議時，董事會應依照決議內容進行盈餘公積轉資本的工作。為使依本條的股東會決議生效，董事會應辦理所有使上述增資發行新股得以實行之一切必要行為，董事會並有完整權力對於可分配之畸零股作出其認為適當之處置或是將畸零股改以現金分派。董事會行使前述權力時，受影響的股東不代表其股份為不同種類股份。董事會得指定一人代表股東與公司就增資發行新股及所有相關事項訂定有絕對效力的協議。

(c) 在不違反前述的一般性原則下，股東應依前述的協議內容接受盈餘公積轉資本。但董事會若認為該受分派的資本在股東所在地區將因欠缺登記或其他法定要件，而在合法性或可行性上有疑問；或是在股東所在地區接受該資本過於費時或成本過高，得改以現金分派。但因前述理由而受現金分派的股東，不代表其股份為不同種類股份。

簿冊之保存

107. 董事會應妥善製作並保存與下列事項相關之紀錄：

(i) 本公司所有收到及支付之款項，以及與該收入、支付款項相關之事件；

(ii) 本公司所有之商品買賣紀錄；

(iii) 本公司之所有資產及負債；

(iv) 依開曼公司法規定真實公平反映本公司經營現狀或解釋說明其交易內容的相關資料。

108. (a) 若紀錄之保存不足以依本章程第 107 規定真實公平反映本公司經營現狀、及解釋說明其交易內容，則應視為本公司未妥善製作保存簿冊。

(b) 依本公司章程及相關法令製作之委託書、文件、表格與電子媒體資訊，應至少保存六年。但若有股東就該委託書、文件、表格與/或其資訊內容提起訴訟且該訴訟時間超過六年者，該委託書、文件、表格與電子媒體資訊等應保存至訴訟終結為止。

通知

109. 任何通知必須為書面，可用面交，或以郵寄、電傳、電報、傳真之方式寄發給股東之登記於股東名簿上之地址；以郵寄之方式寄送時，若地址位於臺灣境外時，該通知得以航空郵件寄送。
110. (a) 如果通知係以郵件或航空郵件寄送，於通知放入正確填具地址、預付郵資之信封並交付郵寄，交付郵寄六十小時後，應視為已送達；
- (b) 如果以網路、電報、傳真或電子郵件方式發送通知，於載明地址，並將該通知以恰當之媒介傳送後應視為已送達，並以傳送日為送達日。
111. 於寄發通知給股份之共同持有人時，本公司得將該通知交付給於股東名冊上列名在前之共同持有人。
112. 依本章程寄發通知給股東，而該股東死亡、破產或解散時，無論本公司是否知此情事，該依股東名簿資料送達之通知仍為合法送達（除非該股東之資料在當時已自股東名簿上移除）。且該通知視為對該股東之代表人或是其他利害關係人（無論是與該股東共同行使權利或是行使該股東權利）關於該股份的通知。
113. 本公司得寄發通知給本公司所知，因某一股東死亡或破產而有權取得股份之人，收件人得載明該取得股份之人之姓名，亦得以死亡股東之代表人、該破產股東之破產管理人、或其他類似之描述為收件人，並以預付費用之郵寄方式交付至該聲稱取得股份之人向本公司所提供之地址，本公司亦得選擇以如同該股東之死亡或破產並未發生之相同方式交付該通知。
114. 每次股東會之開會通知，應以前述授權之方式交付給：
- (a) 每一位於股東會開會基準日時列名於股東名簿之股東，除了共同持有之股東，若開會通知寄達列名在前之共同持有股東時應視為已送達；
- (b) 因任何一位列名股東名簿上之股東之死亡或破產，而股份移轉至該股東之法定代表人或破產管理人，且該股東若非因為死亡或破產應為有權接獲開會通知之股東；以及
- 除前述(a)、(b)所述之人、董事及獨立董事外，其他人均無權接獲股東會開會通知，除非本公司董事會另有決定。

解散清算

115. 如果本公司應解散清算，清算人得以本公司股東會特別決議及其他開曼公司法所需之批准，將本公司之全部或一部分之資產（不論是否以相同種類之財

產構成)以現金或實物形式分派，並得為清算之目的，依清算人之認定，對任何被分派之財產設定一公平價值，清算人並得決定該財產於同一類別股份股東之間或不同類別股份之股東間之分派方式。清算人並得以與前述類似之批准，依清算人認定之方式，將上述資產之任何一部交由為受分配人之利益而成立信託之信託管理人，但不得強迫股東接受附帶債務之任何股份或其他有價證券。

116. 在不損害任何具對解散清算有特別權利之股份股東權利下：(i) 如果本公司應解散清算，於清償所有債權之後，剩餘可供分派給股東之資產應依股東持股之實收資本比例計算，且如果剩餘資產不足以償還全部的實收資本額時，應盡可能讓所有股東依其持股之比例分攤損失之方式分派資產，且(ii) 如果可供分派給股東之剩餘資產超過全部的實收資本額時，則應以盡可能讓所有股東依其持股比例分享剩餘財產之方式分派資產。

審計委員會

117. 董事會應設置審計委員會。審計委員會由獨立董事組成，其人數不得少於三人，其中一人為召集人，且至少應一人具備會計或財務專長。審計委員會之決議，應有審計委員全體成員二分之一以上之同意。

118. 下列關於本公司的事項，應由審計委員會半數以上委員同意後交由董事會議決：

(a) 修正或訂定內部控制制度；

(b) 內部控制制度有效性之考核

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

(d) 涉及董事自身利害關係之事項；

(e) 重大之資產或衍生性商品交易；

(f) 重大之資金貸與、背書或提供保證；

(g) 募集、發行或私募具有股權性質之有價證券；

(h) 簽證會計師之委任、解任或報酬；

(i) 財務、會計或內部稽核主管之任免；

(j) 年度財務報告及半年度財務報告；

(k) 其他公司或主管機關規定之重大事項；

除(j)外，如未經審計委員會全體成員二分之一以上同意者，得由全體董事三分之二以上同意行之，不受前項規定之限制，並應於董事會議事錄載明審計委員會之決議。

119. 審計委員會之獨立董事成員應監督公司業務之執行，並得隨時調查公司業務及財務狀況，查核簿冊文件，並得請求董事會或經理人提出報告。
120. 審計委員會或其獨立董事成員得代表公司委任律師、會計師或其他專業人員，就行使職權有關之事項為必要之查核或提供諮詢。
121. 審計委員會之資格條件、組成、選任、解任、職權行使及其他應遵行事項，應遵循公開發行公司適用之法令。
122. 董事會或董事執行業務有違反法令、本章程或股東會決議之行為者，審計委員會之獨立董事應即通知董事會或董事停止其行為。
123. 繼續一年以上，持有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之獨立董事成員為公司對董事提起訴訟。審計委員會之獨立董事成員自有前項之請求日起，三十日內不提起訴訟時，前項之股東，得為公司在有管轄權之法院提起訴訟，且台北地方法院有第一審管轄權。

賠償

124. (a) 本公司董事及經理人及任何受託管理人在處理與公司有關業務之期間，及其各自之執行人、管理人或個人代表，因執行其職務或既定職務或任職或處理信託之作為、附議或不作為，所衍生或造成之法律程序、成本、費用、損失、損害及支出，本公司應以其資產補償其不受損失；但不包括因其自身之故意忽視或不履行義務所造之支出或損失，並且，任何上述人士均不應為其他上述人士之作為、忽視或不作為、依制式化之需要而聯名收款、為本公司資金或財產所存放之任何銀行或其他人之償債能力或誠信、為任何本公司投資或放出款項之擔保品不足或不良、或其他任何因執行其職務所造成之損失、損害而負責，除非該損失或損害是因為該董事、經理人或任何受託管理人故意忽視或不履行義務而導致者。
- (b) 本公司得為本公司的董事及經理人因執行職務所生之責任投保責任保險，或對本公司董事及經理人因過失或違反任何義務對本公司及從屬公司所造成的損害投保損失補償保險。

會計年度

125. 除非董事會另為安排，本公司之會計年度應止於每年之十二月卅一日，且自成立年度後，會計年度應始於每年之一月一日。

THE COMPANIES LAW (2016 REVISION)
AN EXEMPTED COMPANY LIMITED BY SHARES
AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
STRONG H MACHINERY TECHNOLOGY(CAYMAN) INCORPORATION
強信機械科技股份有限公司

Amended by Special Resolution passed on the 12 day of June, 2018

THE COMPANIES LAW (2016 REVISION)
AN EXEMPTED COMPANY LIMITED BY SHARES
AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION
OF
STRONG H MACHINERY TECHNOLOGY (CAYMAN) INCORPORATION

強信機械科技股份有限公司

(Amended by Special Resolution passed on

the 12 day of June, 2018)

1. The name of the Company is **STRONG H MACHINERY TECHNOLOGY (CAYMAN) INCORPORATION** 強信機械科技股份有限公司.
2. The Company is a company limited by shares.
3. The registered office of the Company is at Harneys Services (Cayman) Limited, 4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman KY1-1002, Cayman Islands or at such other place as the Directors may from time to time decide.
4. The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Law (as amended) of the Cayman Islands (the "Statute")
5. The Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit as provided by Section 27(2) of the Statute.
6. Nothing in the preceding sections shall be deemed to permit the Company to carry on the business of a Bank or Trust Company without being licensed in that behalf under the provisions of the Banks & Trust Companies Law (as amended), or to carry on Insurance Business from within the Cayman Islands or the business of an Insurance Manager, Agent, Sub-agent or Broker without being licensed in that behalf under the provisions of the Insurance Law (as amended), or to carry on the business of Company Management without being licensed in that behalf under the provisions of the Companies Management Law (as amended).
7. The Company, as an exempted company, will not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this section shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.
8. The liability of the members of the Company is limited to the amount, if any, unpaid on the shares respectively held by them.
9. The authorised capital of the Company is NT\$1,000,000,000 divided into 100,000,000 shares of a par value of NT\$10.00 each provided always that subject to the Statute and the Articles of Association the Company shall have power to redeem or repurchase any of its shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority, special privilege or other rights 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.

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

THE COMPANIES LAW (2016 REVISION)

AN EXEMPTED COMPANY LIMITED BY SHARES

AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

STRONG H MACHINERY TECHNOLOGY (CAYMAN) INCORPORATION

強信機械科技股份有限公司

(Amended by Special Resolution passed on

the 12 day of June, 2018)

1. In these Articles, the regulations contained in Table A in the Schedule to the Statute shall not apply and, unless there be something in the subject or context inconsistent therewith, the following words and expressions shall have the following meanings:

“Applicable Public Company Rules”	means the ROC laws, rules and regulations governing public reporting companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as being applicable to the Company, including, without limitation, the Company Act of the ROC, the Securities and Exchange Act of the ROC, the rules and regulations promulgated by the FSC and the rules and regulations promulgated by any of the ROC Securities Exchanges, as amended from time to time;
“approved stock exchange”	has the meaning as defined in the Statute and including the Taipei Exchange (the GreTai Securities Market) of Taiwan and the Taiwan Stock Exchange;
“Articles”	means these Articles of Association in their present form or as supplemented, altered or substituted from time to time by Special Resolution;
“Audit Committee”	means the audit committee of the Board established pursuant to these Articles;
“Board”	means the board of Directors appointed or elected pursuant to these Articles or, as the case may be, the Directors present at a meeting of Directors at which there is a quorum;
“Class” or “Classes”	means any class or classes of Shares as may from time to time be issued by the Company;
“Company”	means STRONG H MACHINERY TECHNOLOGY (CAYMAN) INCORPORATION 強信機械科技股份有限公司.;

“Consolidated Company”	means the new company that results from the consolidation of two or more Constituent Companies;
“Consolidation”	means the combination of two or more Constituent Companies into a Consolidated Company and the vesting of the undertaking, property and liabilities of such companies in the Consolidated Company within the meaning of the Statute;
“Constituent Company”	means a company that is participating in a Merger or a Consolidation with one or more other companies within the meaning of the Statute;
“delegation of the operation”	means delegation of the operation of the business (委託經營) as defined in the Company Act of ROC, as amended from time to time;
“Directors”	means the directors for the time being of the Company;
“dividend”	means dividends, capital distributions and capitalisation issues;
“frequent joint operation”	means frequent joint operation (經常共同經營) as defined in the Company Act of ROC, as amended from time to time;
“FSC”	means the Financial Supervisory Commission of the ROC;
“Independent Directors”	means the Directors who are elected as "Independent Directors" pursuant to Applicable Public Company Rules;
“listed Shares”	means Shares which are traded or listed on an approved stock exchange;
“Market Observation Post System”	means the public company reporting system maintained by the Taiwan Stock Exchange Corporation, online via http:// mops.twse.com.tw/ ;
“Member”	means a person who is registered as the holder of Shares in the Register of Members;
“Memorandum”	means the memorandum of association of the Company as amended or substituted from time to time;
“Merger”	means the merging of two or more Constituent Companies and the vesting of their undertaking, property and liabilities in one of such companies as the Surviving Company within the meaning of the Statute;
“month”	means a calendar month;
“notice”	means written notice as further provided in these Articles unless otherwise specifically stated;
“Non TWSE-Listed or TPEX-Listed	means a company whose shares are not listed any of

Company"	the ROC Securities Exchanges;
"Officer"	means any person appointed by the Board to hold an office in the Company;
"Ordinary Resolution"	subject to these Articles, means a resolution: <p>(a) pass by not less than a simple majority of votes casted at a general meeting attended by Members, being entitled to do so, voting in person or, where proxies are allowed, by proxy at a general meeting of the Company and where a poll is taken, by not less than a simple majority of the number of votes cast by such Members; or</p> <p>(b) so long as the Shares are not listed on any ROC Securities Exchange, approved in writing by all of the Members entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of the Members and the effective date of the resolution so adopted shall be the date on which the instrument, or the last of such instruments, if more than one, is executed;</p>
"Register of Members"	means the principal register and any branch register of Members of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time;
"Registered Office"	means the registered office of the Company as required by the Statute;
"Remuneration Committee"	means the remuneration committee of the Board, established pursuant to these Articles;
"ROC" or "Taiwan"	means Taiwan, the Republic of China;
"ROC Securities Exchanges"	means the Taipei Exchange (the GreTai Securities Market) (including the Emerging Stock Market) and the Taiwan Stock Exchange of the ROC;
"Seal"	means the common seal of the Company and includes each and every duplicate seals;
"Secretary"	includes an assistant secretary and any person, firm, or corporation appointed by the Board to perform the secretarial duties of the Company;
"Share"	means a share in the capital of the Company. All references to "Shares" herein shall be deemed to be Shares of any or all Classes as the context may require and, for the avoidance of doubt, in these Articles the expression "Share" shall include a fraction of a Share;
"Share Swap"	means, an act wherein the shareholders of a company transfer all of the company's issued shares to another company, such company issues its shares or pay cash or transfers other property to the shareholders of the first company as consideration for the transfer in

	accordance with the Applicable Public Company Rules.
“Solicitor”	means any Member, a trustee business or a securities agent mandated by Member(s), who solicits an instrument of proxy from any other Member to appoint him/her/it as a proxy to attend and vote at a general meeting, pursuant to the Applicable Public Company Rules;
“Special Resolution”	subject to these Articles, means a resolution : (a) passed by a majority of not less than two-thirds of votes cast at a general meeting attended by Members, being entitled to do so, voting in person or, where proxies are allowed, by proxy at a general meeting of the Company of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given; or (b) so long as the Shares are not listed on any ROC Securities Exchange, approved in writing by all of the Members entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of the Members aforesaid, and the effective date of the special resolution so adopted shall be the date on which the instrument or the last of such instruments, if more than one, is executed;
“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 members of the transferor company;
“Statute”	means the Companies Law (as amended) of the Cayman Islands and every statutory modification, re-enactment or revision thereof for the time being in force;
“Subsidiary”	means, with respect to any company, (1) the entity, one half or more of whose total number of the issued voting shares or the total amount of the capital stock are directly or indirectly held by such company; (2) the entity that such company has a direct or indirect control over its personnel, financial or business operation; (3) the entity, one half or more of whose directors are concurrently acting as the directors of such company; or (4) the entity, one half or more of whose total number of issued voting shares or the total amount of the capital stock are held by the same member(s) of such company;
“Supermajority Resolution”	subject to these Articles, means a resolution passed by a majority of votes at a general meeting attended by Members, as being entitled to do so, voting in person or where proxies are allowed, by proxy, representing

two-thirds or more of the total issued shares of the Company. However, where the total number of shares represented by the Members present at such general meeting is less than two-thirds of the total issued shares of the Company, but is more than one half of the total issued shares of the Company, "Supermajority Resolution" shall instead mean a resolution passed by a majority of not less than two-thirds of votes cast by the Members attending that meeting, being entitled to do so, voting in person or, where proxies are allowed, by proxy, at such general meeting;

"Surviving Company"	means the sole remaining Constituent Company into which one or more other Constituent Companies are merged within the meaning of the Statute;
"Taiwan Clearing House"	means the Taiwan Clearing House established by the Taiwan Payments Clearing System Development Foundation to process check clearing and settlement services;
"Treasury Shares"	means a Share held in the name of the Company as a treasury share in accordance with the Statute and the Applicable Public Company Rules;
"Transfer Prohibition Period"	so long as the Shares are listed on any ROC Securities Exchange, the transfer prohibition period refers to the date from 60 days prior to and including the convening date of a regular general meeting, or 30 days prior to and including the convening date of an extraordinary general meeting until and including the date of the regular general meeting or extraordinary general meeting (as applicable).
"written" and "in writing"	include all modes of representing or reproducing words in visible form.

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

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

A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles or the Statute.

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

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

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

2. The business of the Company may be commenced as soon after incorporation as the Board shall deem fit.
3. Subject to all applicable laws, the Board may pay, out of monies of the Company, all expenses incurred in connection with the formation and establishment of the Company

including the expenses of registering the Company as an exempted company in the Cayman Islands.

CERTIFICATES FOR SHARES

4. So long as the Shares are listed on any ROC Securities Exchange, Shares of the Company shall be issued in scripless form unless the issuance of share certificates is required by the provisions of the Applicable Public Company Rules. In case where certificates for Shares were issued, certificates representing Shares of the Company shall be in such form as shall be determined by the Board. Such certificates may be under Seal. All certificates for Shares shall be consecutively numbered or otherwise identified and shall specify the Shares to which they relate. The name and address of the person to whom the Shares represented thereby are issued, with the number of Shares and date of issue, shall be entered in the Register of Members. All certificates surrendered to the Company for transfer shall be cancelled and no new certificate shall be issued until the existing issued certificate(s) representing the Shares to be transferred shall have been surrendered and cancelled. The Board may by resolution determine, either generally or in a particular case, that any or all signatures on certificates may be printed thereon or affixed by mechanical means.
5. Notwithstanding Article 4 of these Articles, if a certificate for Shares is defaced, lost or destroyed, it may be replaced on payment of a reasonable fee and on such terms (if any) as to evidence, indemnity and to payment of any expenses of the Company in investigating such evidence and preparing such indemnity as the Board shall deem fit.

ISSUE OF SHARES

6. (a) Subject to the provisions, if any, in connection with the Memorandum and to any resolution of Members of the Company in general meeting and without prejudice to any special rights previously conferred on the holders of existing Shares, the Board may allot, issue, grant options over or otherwise dispose of Shares of the Company (including fractions of a Share) to such persons, at such times and on such other terms as the Board deems proper, provided that no Share shall be issued at a discount except in accordance with the Statute and any Applicable Public Company Rules, and PROVIDED ALWAYS that, notwithstanding any provision to the contrary contained in these Articles, the Company shall be precluded from issuing bearer Shares.

(b) Subject to the Statute, the Company may issue new Shares with restrictive rights ("Restricted Shares") to the employees of the Company and/or its Subsidiaries as approved by way of a Supermajority Resolution, PROVIDED that Article 8(a) shall not apply in respect of such issuance and so long as the Shares are listed on any ROC Securities Exchange, the terms and conditions of such Restrictive Shares, including but not limited to the number of the shares to be issued, the issuance price, and any other related matters shall comply with the Applicable Public Company Rules.
7. So long as the Shares are listed on any ROC Securities Exchange, where the Company increases its issued share capital by issuing new Shares for cash consideration in Taiwan, the Company shall allocate ten percent (10%) of the total number of such new Shares to be issued, for offering to the public in Taiwan unless it is not necessary or appropriate, as determined by the FSC or other Taiwan authorities, for the Company to conduct the aforementioned public offering. However, if the Members by Ordinary Resolution at a general meeting resolves to offer a percentage higher than the aforementioned ten percent (10%) to the public in Taiwan, the percentage resolved as such shall prevail. The Company may determine that certain percentage of the total number of such new Shares be offered to the employees of the Company and its Subsidiaries for subscription with terms and conditions including but not limited to the respective percentage and restriction on transfer of such Shares as determined by the Board at its discretion in accordance with the Applicable Public Company Rules.

8. (a) So long as the Shares are listed on any ROC Securities Exchange, unless otherwise resolved by Ordinary Resolution at a general meeting, where the Company proposes to issue new Shares for cash consideration, the Company shall make a public announcement and send notices to Members in order to notify each Member that he/she/it is entitled to exercise a pre-emptive right to purchase his/her/its pro rata portion of the remaining new Shares (after allocation of the public offering portion and the employee subscription portion as set out in Article 7 above) to be issued for cash consideration. The Company shall state in such announcement and notices to the Members that if any Member fails to purchase his/her/its pro rata portion of such remaining new Shares within the prescribed period, such Member shall be deemed to have waived his/her/its pre-emptive right to purchase such new Shares. In the event that Shares held by a Member are insufficient for such Member to exercise the pre-emptive right to purchase one new Share, the entitlement of pre-emptive right of several Members may be combined together for joint purchase of new Shares or for purchase of new Shares in the name of a single Member pursuant to the Applicable Public Company Rules. If the total number of the remaining new Shares to be issued has not been fully subscribed by the Members within the prescribed period, the Company may offer the balance of such unsubscribed Shares to the public or to a specific person or persons in accordance with the Applicable Public Company Rules.
- (b) The pre-emptive right of the Members under Article 8(a) shall not apply if new Shares are issued in any of the following circumstances:
- (i) in connection with a Merger or Consolidation with another company, or pursuant to any Spin-off or reorganization of the Company;
 - (ii) in connection with fulfilling the Company's obligations under warrants and/or options issued by the Company, including those issued in accordance with the employee incentive programs under Article 11(a);
 - (iii) in connection with fulfilling the Company's obligations under convertible bonds or corporate bonds issued by the Company which are convertible into Shares or which entitle its holders to acquire Shares;
 - (iv) in connection with Shares issued pursuant to a statutory private placement in accordance with Applicable Public Company Rules; and
 - (v) in connection with new fully-paid up Shares issued to the Members as satisfaction of declared dividend pursuant to Article 104, and/or as effecting any capitalisation of any other amount pursuant to Article 106.
9. The Company shall only issue fully paid-up Shares.
10. (a) Notwithstanding any provisions of these Articles, the Company may by Special Resolution designate one or more classes of shares with preferred or other special rights as the Company, by Special Resolution, may determine (shares with such preferred or other special rights, the "Preferred Shares"), and cause the rights and obligations of Preferred Shares to be set forth in these Articles.
- (b) The rights and obligations of Preferred Shares may include but not limited to the following terms and shall be consistent with the Applicable Public Company Rules:
- (i) the order of priority and fixed amount or fixed ratio of allocation of Dividends and bonus on Preferred Shares;
 - (ii) the order of priority and fixed amount or ratio of allocation of residual assets of the Company;

- (iii) the order of priority for or restriction on the voting right(s) of the Members holding the Preferred Shares, or the grant of no voting right thereof;
 - (iv) the method by which the Company is authorized or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply; and
 - (v) other matters concerning rights and obligations incidental to Preferred Shares.
11. (a) Notwithstanding Article 6(b) and any on-market repurchase stipulated under Article 16 and 17, the Company may, by way of a Board resolution passed by a simple majority at a duly convened meeting attended by at least two-thirds of the total number of the Directors then in office, adopt one or more employee incentive programs pursuant to which the Company may issue Shares, options, warrants or other similar instruments, to employees of the Company and its Subsidiaries, PROVIDED THAT, if the price of such Shares, options, warrants or other similar instruments fall below the closing price of such Company Shares on the issuing date, then a Special Resolution passed by not less than two-thirds of votes cast at a general meeting attended by a majority of Members, being entitled to do so, either by proxy or in person is required. The Company may enter into agreements with employees of the Company and the employees of its Subsidiaries pursuant to the incentive program approved according to this Article, whereby employees may subscribe, within a specific period of time, a specific number of 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 program. However, options, warrants or other similar instruments issued pursuant to this Article are not transferable save by inheritance upon the death of the holder thereof, and so long as the Shares are listed on any ROC Securities Exchange, the terms and conditions of such Shares, options, warrants or other similar instruments shall comply with the Applicable Public Company Rules.
- (b) Subject to Cayman Islands law, these Articles and to the approval by the Board and as resolved through Ordinary or Supermajority Resolution as the case may be, the Company may pay to the employees of the Company and the Subsidiaries of the Company an annual compensation from the Distributable Net Profit of the Current Year (as defined in Article 102 below), which may be payable in cash, fully paid-up Shares, or any combination of both, and the Board may determine the implementation methods relating to such annual compensation to employees. The annual compensation, if any, shall be effected out of the Annual Profit (as defined in Article 102 below).
- (c) When the Company issues options or warrants to its employees pursuant to the employee incentive programs aforementioned in this Article 11(a), the number of underlying Shares for each issuance of such options or warrants may not exceed ten percent (10%) of the total issued Shares of the Company (immediately before the issuance of such options and warrants), and the aggregated number of the Shares underlying all such outstanding options and warrants may not exceed fifteen percent (15%) of total issued Shares of the Company (immediately before the issuance of such options and warrants). The number of options and/or warrants granted by the Company mentioned herein shall comply with any Applicable Public Company Rules.
12. The Company shall maintain a Register of Members, and any such register maintained in respect of listed Shares may be kept by recording the particulars as required by 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 relevant approved stock exchange. Subject to the provisions of the Statute and Articles 15 and 41 below, if the Board considers it necessary or appropriate, the Company may establish and maintain a principal or branch Register of Members at such location as the Board deems fit. The Company shall cause to be kept at the place where the principal register is kept a duplicate of any branch register duly entered up from time to time. In addition, so long as the Shares are listed on an ROC Securities Exchange, the Company shall, upon any issuance of new Shares, cause such shares to be credited to the accounts of the subscribing Members maintained with the Taiwan Depository

& Clearing Corporation pursuant to the Applicable Public Company Rules within thirty (30) days from the date of issuance of such Shares, and shall make a prior public announcement pursuant to the Applicable Public Company Rules.

TRANSFER OF SHARES

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

(b) Subject to the Statute and notwithstanding anything to the contrary in these Articles, title to listed Shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the relevant approved stock exchange that are or shall be applicable to such listed Shares.
14. The registration of transfers may be suspended when the Register of Members is closed for transfers in accordance with Article 25.
15. For so long as the Shares are listed on one of the ROC Securities Exchanges, the Company shall keep and maintain a branch Register of Members in Taiwan.

REDEMPTION, PURCHASE, SURRENDER AND TREASURY SHARES

16. (a) Subject to the provisions of the Statute, the Memorandum and the Articles, notwithstanding Article 6, the Company is authorised to issue Shares which are redeemable at the option of the Company or its Members on such terms and in such manner as the Company may by Special Resolution determine before the issue of such Shares.

(b) Subject to the provisions of the Statute, the Memorandum, the Article, Applicable Public Company Rules and any rights conferred on the holders of any Class of Shares, the Company may repurchase its own Shares (including fractions of a Share), including any redeemable Shares, provided that the manner and terms of the repurchase have first been authorised by the Company in a general meeting by an Ordinary Resolution and the Company may make payment therefor in any manner authorised by the Statute, including but not limited to out of capital, and the Shares so repurchased by the Company shall be cancelled. The number of Shares to be repurchased and cancelled by the Company pursuant to such Ordinary Resolution shall be pro rata among the Members in proportion to the number of Shares held by each Member.

(c) Subject to the Statute and the Applicable Public Company Rules, the consideration payable by the Company to any Member in respect of a repurchase of Shares by the Company may be paid in cash or may be satisfied by the transfer of any assets. Where the consideration payable by the Company to a Member in respect of a repurchase of Shares by the Company is to be satisfied by the transfer of any assets ("Non-Cash Consideration"), the Board shall, prior to the general meeting approving the repurchase of Shares, (i) conduct a valuation on the said assets and such valuation must be audited and certified by an accountant admitted to practice in the ROC and (ii) seek specific consent from each Member who is to receive such Non-Cash Consideration and must receive his/her/its written consent prior to the general meeting approving the repurchase of Shares. In the event that written consent is not received from a Member in respect of Non-Cash Consideration, the Company shall pay cash consideration in an amount equals

to such Non-Cash Consideration to such Member in respect of the repurchase of Shares from such Member. The assets to be transferred to Members by the Company in respect of a repurchase of Shares and the audited valuation of such assets shall be approved by an Ordinary Resolution at the same general meeting approving the repurchase of Shares.

- (d) Notwithstanding the foregoing and subject to the provisions of the Statute, so long as the Shares are listed on any ROC Securities Exchange, the Company may purchase its Shares listed and traded on such ROC Securities Exchange in accordance with the Applicable Public Company Rules without being subject to the application of Article 16(b) and (c) if such purchase is authorised by the Board by way of a resolution passed by a simple majority of the Directors at a duly convened meeting of the Board except that the quorum necessary for a Board meeting considering such on-market repurchases shall be at least two-thirds of the total number of the Directors in office, and the Board shall report the execution status of such repurchase to the Members at the next general meeting.
 - (e) No Share may be redeemed or purchased unless it is fully paid-up.
 - (f) The Company may accept the surrender for no consideration of any fully paid Share (including a redeemable Share) unless, as a result of the surrender, there would no longer be any issued Shares of the Company other than shares held as Treasury Shares.
 - (g) The Company is authorised to hold Treasury Shares in accordance with the Statute.
 - (h) The Board may classify any of the Shares that it purchases or redeems, or any shares surrendered to it as Treasury Shares in accordance with the Statute.
 - (i) Shares held by the Company as Treasury Shares shall continue to be classified as Treasury Shares until such Shares are either cancelled or transferred in accordance with the Statute.
 - (j) A Treasury Share shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Statute.
17. (a) So long as the Shares are listed on any ROC Securities Exchange, any transfer by the Company of any Treasury Share to any employee of the Company and/or its Subsidiaries for less than the average actual purchase or redemption price, shall require the prior approval of the Members in general meeting by way of a Special Resolution. A summary of the following matters relating to the Company's transfer of Treasury Shares to employees of the Company and/or its Subsidiaries must be specified in the notice of the general meeting where such authorization is sought:
- (i) the proposed transfer price, the discount rate, the bases of calculations and the reasonableness thereof;
 - (ii) the number of Treasury Shares to be transferred, and the purpose and the reasonableness of the proposed transfer;
 - (iii) qualifications of the employees, and the number of Treasury Shares they may purchase; and
 - (iv) impact on shareholders' equity, such as additional expenses incurred, reduction of the Company's earnings per share, and the financial burdens on the Company resulting from transferring Treasury Shares to employees at less than the average actual purchase or redemption price.
- (b) So long as the Shares are listed on any ROC Securities Exchange and subject to the Applicable Public Company Rules (including Regulations Governing Share Repurchase by *Exchange-Listed* and *OTC-Listed* Companies promulgated by the FSC), the aggregate number of Treasury Shares transferred to employees in accordance with Article 17 (a) may not exceed five (5) percent of the total issued Shares, and the aggregate number of

shares to any single employee may not exceed 0.5 percent of the total issued Shares.

- (c) So long as the Shares are listed on any ROC Securities Exchange, when the Company transfers its Treasury Shares to any employee of the Company and/or its Subsidiaries, the Company may enter into a contract with such employee for the purpose of restricting such employee's subsequent transfers of his/her Shares (so transferred to him/her by the Company) for a period of no more than two (2) years.

VARIATION OF RIGHTS OF SHARES

18. (a) 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 by a Special Resolution passed at a general meeting of the holders of common Shares and a Special Resolution passed at a separate meeting of the holders of Shares of that Class. The provisions of these Articles relating to general meetings shall apply to every such general meeting of the holders of a Class of Shares.
- (b) Upon the creation of any new Class of Shares or alteration of the rights of existing Class of Shares (being ordinary shares), the Company shall amend the Memorandum and/or these Articles to state the rights and obligations of such Classes of Shares into these Articles.
19. The rights conferred upon the holders of the Shares of any Class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that Class, be deemed to be varied by the creation, allotment or issue of further Shares ranking *pari passu* therewith or subsequent to them or by the redemption or purchase of Shares of any Class by the Company.

TRANSMISSION OF SHARES

20. In case of the death of a Member, the survivor or survivors where the deceased Member was a joint holder, and the legal personal representatives of the deceased Member where the deceased Member was a sole holder, shall be the only persons recognized by the Company as having any title to the deceased Member's interest in the Shares, but nothing contained herein shall release the estate of any such deceased holder from any liability in respect of any Shares which had been held by him/her solely or jointly with other persons.
21. (a) Any person becoming entitled to a Share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any other way other than by transfer) may, upon such evidence being produced as may from time to time be required by the Board and subject as hereinafter provided, elect either to be registered himself/herself/itself as holder of the Share or to make such transfer of the Share to such other person nominated by him/her/it as the deceased or bankrupt person could have made and to have such person registered as the transferee thereof, but the Board shall, in either case, have the same right to decline or, in accordance with Article 25, suspend, registration of the transfer as it would have had in the case of a transfer of the Share by that Member before his/her death or bankruptcy as the case may be.
- (b) If the person so becoming entitled shall elect to be registered himself/herself/itself as holder he/she/it shall deliver or send to the Company a notice in writing signed by him/her/it stating that he/she/it elects to be so registered.
22. A person becoming entitled to a Share by reason of the death or bankruptcy or liquidation or dissolution of a Member (or in any other case than by transfer) shall be entitled to the same dividends and other advantages to which he/she/it would be entitled if he/she/it were the registered holder of the Share, except that he/she/it shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by

the Shares in relation to meetings of the Company.

23. (a) The Company shall be entitled to treat the registered holder of any Share as the absolute owner thereof and accordingly shall not be bound to recognise any equitable claim or other claim to, or interest in, such share on the part of any other person.
- (b) No person shall be entitled to recognition by the Company as holding any Share on any trust and the Company shall not be bound by, or be compelled in any way to recognise, (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any other right in respect of any share except an absolute right to the entirety of the share in the holder.

ALTERATION OF CAPITAL & CHANGE OF LOCATION OF REGISTERED OFFICE

24. (a) Subject to and in so far as permitted by the provisions of the Statute, the Company may from time to time by Ordinary Resolution:
- (i) increase its share capital by such sum, to be divided into Shares of such Classes and amount, as the resolution shall prescribe;
 - (ii) consolidate all or any of its share capital into Shares of a larger amount than its existing Shares;
 - (iii) subdivide its existing Shares or any of them into Shares of a smaller amount provided that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced Shares shall be the same as it was in case of the Share from which the reduced Shares is derived; and
 - (iv) 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, and diminish the amount of its share capital by the amount of the Shares so cancelled;
- (b) The Company may from time to time, by Special Resolution and subject to compliance with the provisions of the Statute, reduce its share capital or share premium account or capital redemption reserve or other undistributed reserve in any manner permitted by law.
- (c) Subject to the provisions of the Statute, the Company may by resolution of the Board change the location of its registered office.

CLOSURE OF REGISTER OF MEMBER AND RECORD DATE

25. For purpose of determining Members entitled to receive 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 as to the Members of the Company for any other proper purpose, the Board may determine that the Register of Members shall be closed for transfers for any period. So long as the Shares are listed on any ROC Securities Exchange, the Register of Members may only be closed in accordance with Applicable Public Company Rules.
26. To the extent required by Applicable Public Company Rules, in lieu of or apart from closing the Register of Members, the Board may fix in advance one or more dates as the record dates for determining the Members entitled to receive notice of or to vote at a meeting of the Members, or for the purpose of determining the Members entitled to receive payment of any dividend.

GENERAL MEETING

27. The Company may in each year hold a general meeting as its annual general meeting, PROVIDED HOWEVER THAT, for so long as the Shares are listed on any ROC Securities Exchange, an annual general meeting shall be held within six (6) months following the end of each fiscal year of the Company and it shall be specified as such meeting in the notice convening the same. Unless otherwise provided in these Articles, all general meetings shall be convened by the Board.
28. The general meetings shall be held at such time and place as the Board shall determine provided that unless otherwise provided by the Statute, and unless otherwise determined by the Board, all general meetings shall be held in Taiwan. So long as the Shares are listed on any ROC Securities Exchange, if the Board resolves to hold a general meeting outside Taiwan, the Company shall apply for the approval of the applicable ROC Securities Exchange within two (2) days after the Board passes such resolution. Where a general meeting is to be held outside Taiwan, so long as the Shares are listed on any ROC Securities Exchange, the Company shall engage a professional securities agent licensed in Taiwan to be present at such general meeting and to handle the administration of such general meeting, including without limitation, the handling of the voting of proxies submitted by Members.
29. General meetings other than annual general meetings shall be called extraordinary general meetings. The Board may convene an extraordinary general meeting of the Company whenever they determine that such a meeting is necessary in their absolute discretion.
30. The Board shall, upon a Members' requisition, forthwith proceed to convene an extraordinary general meeting of the Company. For the purpose of these Articles, a "Members' requisition" is a requisition of one or more Member(s) of the Company holding in the aggregate at the date of deposit of the requisition not less than three percent (3%) of the total number of issued Shares at the time of requisition and whose Shares shall have been held continuously by such Member(s) for at least one (1) year.
31. The requisition from the Member(s) must be in writing and shall express the purpose of the extraordinary general meeting to be requisitioned and must be signed by the requisitioner(s) and deposited at the Registered Office. The requisition may consist of several documents in like form, each signed by one or more requisitionists.
32. If the Board does not within fifteen (15) days from the date of deposit of the requisition dispatch the notice to convene an extraordinary general meeting, the requisitioner(s) may themselves convene the extraordinary general meeting. An extraordinary general meeting convened as aforesaid by requisitioner(s) shall be convened and held in the same manner as nearly as possible in which general meetings are convened and held by the Board.
33. (a) Subject to the Statute and without prejudice to other provisions of these Articles as regards the matters to be dealt with by Special Resolution, the Company may from time to time by Special Resolution:
 - (i) change its name;
 - (ii) alter or add to these Articles;
 - (iii) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein; or(b) Subject to the Statute, the Company may, by a Special Resolution, effect a Merger or a Consolidation of the Company in accordance with the Statute.
34. Subject to the Statute, Article 24(b) and 33(b), the Company may from time to time by Supermajority Resolution:
 - (a) resolve that any particular declared dividend be satisfied in part by the issuance of new Shares credited as fully paid to the Members pursuant to Article 104;

- (b) effect any capitalisation of any amount pursuant to Article 106 hereof;
- (c) effect any Spin-off of the Company;
- (d) enter into, amend, or terminate any agreement for lease of the Company's whole business, or for delegation of the operation, or for frequent joint operation with others;
- (e) transfer all or a material part of its business or assets; or
- (f) acquire or assume all businesses or assets of another person which will have a material effect on the Company's business operation.

34.1 For so long as the Shares are listed on any ROC Securities Exchange, subject to the Applicable Public Company Rules, the Company may, by at least two-thirds (2/3) of votes cast by Members at a general meeting with a quorum of more than half of the total number of the issued Shares, issue securities by way of private placement within the territory of the ROC, provide that, for issuance of straight corporate bonds by way of private placement within the territory of the ROC, the Company may do so solely by resolution of the Board of Directors and such issuance can be in a single or a series of tranches taking place within one year from the date of the resolution of the Board of Directors in accordance with the Applicable Public Company Rules.

34.2 Subject to the Statute and Applicable Public Company Rules, the Company shall not, without passing a resolution adopted by a majority of not less than two-thirds of the total number of votes represented by the issued shares in the Company:

- (a) enter into a Merger, in which the Company is not the surviving company and is proposed to be struck-off and thereby dissolved, which results in a delisting of the Shares on the TWSE, and the surviving or newly incorporated company is a Non TWSE- Listed or TPEX-Listed Company;
- (b) make a general transfer of all the business and assets of the Company, which results in a delisting of the Shares on the TWSE, and the assigned company is a Non TWSE-Listed or TPEX-Listed Company;
- (c) be acquired by another company as its wholly-owned subsidiary by means of a Share Swap, which results in a delisting of the Shares on the TWSE, and the acquirer is a Non TWSE-Listed or TPEX-Listed Company; or
- (d) carry out a Spin-off, which results in a delisting of the Shares on the TWSE, and the surviving or newly incorporated spun-off company is a Non TWSE-Listed or TPEX-Listed Company.

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35. Subject to the Statute, the Company may by Special Resolution resolve to wind up the Company voluntarily, provided that for resolution to wind up the Company voluntarily because the Company is unable to pay its debt as they fall due, it shall be passed by Supermajority Resolution.

NOTICE OF GENERAL MEETINGS

36. For so long as the Shares are listed on any ROC Securities Exchange, at least thirty (30) days' notice of an annual general meeting shall be given to each Member, stating the date, place and time at which the meeting is to be held and the general nature of business to be conducted at the meeting. For so long as the Shares are listed on any ROC Securities Exchange, at least fifteen (15) days' notice of an extraordinary general meeting shall be given to each Member, stating the date, place and time at which the meeting is to be held and the

general nature of the business to be considered at the meeting. All notices convening general meetings of the Company shall be exclusive of the day on which it is dispatched or deemed to be transmitted and the day of the meeting.

37. A general meeting of the Company shall, notwithstanding that it is called on shorter notice than that specified in these Articles, be deemed to have been properly called if it is so agreed by all the Members having the right to attend and vote at an annual general meeting or an extraordinary general meeting (as the case may be).
38. The non-receipt of notice of a meeting, by any person entitled to receive such notice shall not invalidate the resolutions passed at or the proceedings of that meeting.
39. So long as the Shares are listed on any ROC Securities Exchange, the Company shall send materials as required by the Applicable Public Company Rules (including written ballots if the Members may exercise their votes by means of written ballots at general meetings, proxy form, and summary information and details about issues for recognition, discussion, election or dismissal of Directors) relating to the matters to be discussed in each meeting together with the notice convening the general meeting in accordance with Article 36 hereof and shall transmit the same via the Market Observation Post System. The Board shall prepare a meeting handbook for the relevant general meeting and supplemental materials in accordance with the Applicable Public Company Rules, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System in accordance with Applicable Public Company Rules, at least twenty-one (21) days prior to the date of the annual general meeting, and at least fifteen (15) days prior to the date of an extraordinary general meeting.
40. In the event that any of the following matters is to be considered at a general meeting, the notice of the general meeting shall contain a summary of the material issues to be discussed in respect of these matters:
 - (a) election or removal of Directors;
 - (b) alteration of the Memorandum and/or these Articles; and
 - (c) (i) dissolution, Merger, Consolidation, Share Swap, or Spin-off, (ii) the entry into, any changes to or termination of any contract for lease of the Company's whole business, entrusted business or frequent joint venture 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 from another person which will have a material effect on the business operation of the Company;
 - (d) ratification of an action of Director(s) who is/ are engaged in business for him/herself or on behalf of another person, such business being within the scope of the business of the Company;
 - (e) payment of dividends to Members to be satisfied in part by way of issuance of new Shares;
 - (f) distribution to Members on a pro-rata basis based on their respective shareholding in the Company to be paid out of the Company's share premium account and/or a distributable reserve of the Company (including, but not limited to, any capital reserve arising from contributed surplus account which are distributable or endowment income and Legal Reserve) subject to the Statute and these Articles; and
 - (g) private placement of any equity securities to be issued by the Company.

The matters set out in Article 40(a) to Article 40(g) (inclusive) and Article 17 (a) shall not be raised as an ad hoc motion at any general meeting of the Company.
41. So long as the Shares are listed on any ROC Securities Exchange, the Board shall keep

printed copies of the Memorandum, these Articles, minutes of general meetings, financial statements, the branch Register of Members in Taiwan, and the counterfoil of any corporate bonds issued by the Company at the offices of the Company's branch share registrar in Taiwan (if any) and the Company's securities agent located in Taiwan unless electronic copies of the aforementioned documents may be kept pursuant to the Applicable Public Company Rules. From time to time, by submitting document(s) evidencing his/her interests involved and indicating the designated scope of the inspection, the Members may inspect, review or make copies of the aforementioned documents.

42. So long as the Shares are listed on any ROC Securities Exchange, the Company shall make copies of all statements and records prepared by the Board and the report prepared by the Audit Committee available at its securities agent located in Taiwan no later than ten (10) days prior to the date of the general meeting in accordance with Applicable Public Company Rules. Members may, at their own expenses, inspect, review or copy the aforementioned documents from time to time and such Members may be accompanied by their advisors, attorneys or certified public accountants for the purpose of such inspection and review.

PROCEEDINGS AT GENERAL MEETINGS

43. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business and is maintained throughout the meeting. Unless otherwise provided for in these Articles, two or more Members present in person, or by proxy representing, more than one-half of the total issued Shares, shall constitute a quorum for any general meeting.
44. So long as the Shares are or listed on any ROC Securities Exchange, the Company shall comply with the relevant Applicable Public Company Rules whereby following the end of each fiscal year of the Company, the Board shall table at an annual general meeting of the Company, business reports, financial statements and the Board's proposals for allocation and distribution of profits or losses for approval or ratification (as the case may be) by the Members as required by the Applicable Public Company Rules. In accordance with the Applicable Public Company Rules, the Board shall, after approval or ratification by the Members at the annual general meeting, distribute or make public announcement on the Market Observation Post System to each Member copies of the approved or ratified financial statements, reports and proposals together with the Company's resolutions which approved or ratified the allocation and distribution of profits or loss.
45. 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.
46. Subject to all applicable laws, nothing in these Articles shall prevent any Member from initiating proceedings in a court of competent jurisdiction for an appropriate remedy in connection with illegal, or in a way against these Articles, convening any general meeting or passing any resolution. The Taipei District Court, ROC, may be the court of first instance for adjudicating any disputes arising out of the foregoing.
47. Unless otherwise expressly required by the Statute, the Memorandum or these Articles, any matter presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.
48. Provided that the Shares are not listed on any ROC Securities Exchange, a resolution (including a Special Resolution) in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.
49. So long as the Shares are listed on any ROC Securities Exchange, one or more Members holding one percent (1%) or more of the total issued Shares immediately prior to the relevant

period during which the Register of Members is closed for transfers, may in writing submit to the Company a proposal for consideration and, if appropriate, approval at an annual general meeting. Such proposals shall not be included in the agenda if:

- (a) the proposing Member(s) hold(s) less than one percent (1%) of the total issued Shares as at the relevant date in accordance with this Article;
 - (b) the matter proposed to be discussed may not be resolved at an annual general meeting;
 - (c) the proposing Member has made more than one proposal for consideration at the same annual general meeting; or
 - (d) the proposal is meeting submitted after the expiration of the specified period determined by the Board.
50. Unless otherwise agreed by a majority of the Members attending and entitled to vote thereat, the Chairman shall act as chairman at all meetings of the Members at which such person is present. In his/her/its absence, a chairman shall be appointed or elected in accordance with the Applicable Public Company Rules.
51. (a) Unless otherwise expressly provided herein, if a quorum is not present by the time appointed for the general meeting, the chairman may adjourn the commencement of the general meeting to a later time, but no more than one (1) hour in all circumstances. If the commencement of the general meeting has been adjourned twice and a quorum is still not present, then the general meeting shall be adjourned to such other day and at such other time and place as the Board may determine. The Board (or the Secretary duly authorised by the Board) may adjourn any general meeting called in accordance with the provisions of these Articles (other than a meeting requisitioned under these Articles) provided that notice of adjournment is given to each Member. The Board may determine the date, time and place for the adjourned meeting as it deems appropriate and shall give fresh notice of the date, time and place for the adjourned meeting to each Member in accordance with the provisions of these Articles, PROVIDED THAT for so long as the Shares are listed on any ROC Securities Exchange, such adjournment shall also comply with the Applicable Public Company Rules.
- (b) The chairman of a general meeting may, with the consent of a majority of the Members present at any general meeting at which a quorum is present, and if so directed shall, adjourn the meeting. Unless the meeting is adjourned to a specific date, place and time announced at the meeting being adjourned, a notice stating the date, place and time for the resumption of the adjourned meeting shall be given to each Member entitled to attend and vote thereat in accordance with the provisions of these Articles and for so long as the Shares are listed on any ROC Securities Exchange, such adjournment shall also comply with the Applicable Public Company Rules.

VOTES OF MEMBERS

52. (a) Subject to the Statute, the Memorandum, these Articles, and any rights or restrictions for the time being attached to any Class or Classes of Shares, every Member who is present at a general meeting, either in person (or in the case of a Member being a corporation, by its authorised representative) or by proxy, shall have one vote for every Share of which he/she/it is the holder.
- (b) So long as the Shares are listed on any ROC Securities Exchange, any Members holding Shares on behalf of another beneficiary Member(s) may exercise his/her/its voting rights severally in accordance with the request(s) of the respective beneficial Member(s). The qualifications, scopes, exercises, operational procedures and other matters in relation to the aforesaid separate exercise of voting rights shall be conducted in accordance with the Applicable Public Company Rules.

- (c) So long as the Shares are listed on any ROC Securities Exchange, if a Member holding more than one Share does not cast all his votes in the same way, such Member must do so in accordance with the Applicable Public Company Rules.
53. Votes may be cast either personally or by proxy. A Member may appoint only one proxy and only under one instrument to attend and vote at each meeting. The instrument appointing a proxy shall be deposited at the Registered Office or the office of the Company's FSC-recognised shareholders' service agent (as the term is defined under the Applicable Public Company Rules) in the ROC or at such other place as is specified for that purpose in the notice convening the general meeting, or in any instrument appointing a proxy sent out by the Company not less than five days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. Where more than one instrument to appoint a proxy are received from the same Member by the Company, the first instrument received shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous proxy in the later-received instrument.
54. (a) Subject to the Statute and all applicable law, the Board may determine that Members not attending and voting at a general meeting in person or by proxy may exercise their voting right either by means of a written ballot or by means of electronic transmission prior to the commencement of that general meeting; provided, however, that so long as the Shares are listed in any ROC Securities Exchange, the Company shall provide the Members with the right to exercise his/her/its voting right through electronic transmission, and, in case a general meeting is to be held outside of Taiwan, the Company shall, subject to the Statute and all applicable law, provide the Members with a method for exercising their voting right by means of a written ballot or electronic transmission. Such method for exercising voting right shall be described in the notice convening the general meeting to be given to the Members in accordance with these Articles. For the avoidance of doubt, Shares voted in the manner mentioned above shall, for purposes of these Articles and the Statute, be counted towards the quorum of the respective meeting and a Member who exercises his/her/its voting rights by means of a written ballot or electronic transmission shall be deemed to have appointed a FSC-recognized shareholders' service agent, or if such agent was not engaged the chairman of the general meeting, as his proxy..
- (b) Subject to the Statute and all applicable law, all Members voting by means of a written ballot or of electronic transmission shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc motion or amendment to the items set out in the notice convening the general meeting to be resolved at the said general meeting.
- (c) Subject to Article 55, in the event that a Member who has exercised his/her/its voting power by means of a written ballot or by means of electronic transmission decides to attend a general meeting, then the vote casted in the aforesaid manner shall be deemed to have been revoked and the voting power exercised by the Member at the general meeting shall prevail.
55. Subject to the Statute and all applicable law, in the event any Member who has exercised his/her/its voting rights by means of a written ballot or by means of electronic transmission (as applicable) pursuant to Article 54 intends to attend the general meeting physically in person or by authorised representative if the Member is a corporation, he/she/it shall, at least two (2) days prior to the date of the general meeting, deposit at the Registered Office or at the office of the securities agent engaged by the Company in the ROC so long as the Shares are listed on any ROC Securities Exchange or at such other place as is specified in the notice convening the meeting a separate notice to rescind and revoke his/her/its votes cast by way of such written ballot or electronic transmission (as applicable) (for the purposes of this Article only, the "**Previous Voting**"), failing which, the Member shall be deemed to have waived his/her/its right to attend and vote at the relevant general meeting in person and the Company shall not count any votes cast by such Member physically at the relevant general meeting . Subject to the Statute and all applicable law, votes by means of written ballot or electronic transmission shall be valid unless the relevant Member revokes the Previous Voting before the prescribed time.

56. In the case of joint holders of Shares, such joint holders shall appoint a representative among them to exercise the votes of their Shares and shall notify the Company of such appointment. If no such representative is appointed by such joint holders of record, then the vote of the senior who tenders a vote, whether in person (or in case of a corporation, by authorised representative) or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.
57. (a) No Member shall be entitled to vote at any general meeting unless he/she/it is registered as a Member of the Company on the record date for such general meeting. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee receiver, curator bonis or other persons may, subject to all applicable laws, vote by proxy in accordance with these Articles.
- (b) Subject to the Statute, so long as the Shares are listed in any ROC Securities Exchange, when a Director pledges more than one-half of the Shares which he/she/it held at the moment when he/she/it was elected as a Director, such Director shall refrain from exercising the votes with respect to the Shares pledged exceeding the one-half threshold, and the votes of the Shares pledged exceeding the one-half threshold shall not be counted in the total number of votes of Member present at the meeting. However, such Shares shall be counted in determining the quorum of the general meeting.

SHARES WHICH ARE NOT ENTITLED TO VOTE

58. Shares set out below shall not be voted at any general meeting and shall not be counted into the total number of issued Shares for determining the quorum of the general meeting:
- (a) Shares that are directly or indirectly owned by the Company;
- (b) Shares that are owned by its Subsidiary, more than one-half of the total number of issued voting shares or paid-up capital of that Subsidiary is directly or indirectly owned by the Company; and
- (c) Shares that are owned by a company, more than one-half of the total number of issued voting shares or paid-up capital of such a company is directly or indirectly owned by the Company, its Subsidiaries or the holding company(ies) to which the Company is a Subsidiary.
59. So long as the Shares are listed on any ROC Securities Exchange, if a Member who has a personal interest in respect of any matter proposed for consideration and, if appropriate, approval at a general meeting, and such interest is in conflict with and may harm the interests of the Company, such Member shall abstain from voting in respect of all his/her/its Shares which such Member would otherwise be entitled to vote in person or by proxy (or by corporate representative, if such Member is a corporation) with respect to the said matter, and the votes cast in respect of the Shares held by such Members shall not be counted, but such Members and their Shares may be counted in determining the quorum of the general meeting. The aforementioned Member shall also not vote on behalf of any other Member with respect to that same matter.

DISSENTING MEMBERS' APPRAISAL RIGHT

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

- (a) a resolution approving the entry into by the Company, any amendments to or termination of any lease of all of the Company's business, delegation of the operation or frequent joint operation (which expression shall have the meaning ascribed to them in the Applicable Public Company Rules) of the Company with others;
 - (b) a resolution approving the transfer by the Company of all or a material part of its business or assets, provided that this shall not apply where such transfer is to be made pursuant to the dissolution of the Company; or
 - (c) a resolution approving the acquisition by the Company of all of the business or assets from another person, which will have a material effect on the Company's business operations.
61. Subject to compliance with the Statute, in the event of a Spin-off of any part of the Company's business or if the Company is involved in any Merger or Consolidation with any other company, any Member who has abstained from voting on such matter (or had voted against such matter) and has expressed his/her/its dissent thereof in writing or verbally (but put on record) before or during the relevant general meeting at which such matter is considered and approved, may request the Company to buy back all of his/her/its Shares at the then prevailing fair value.

PROXIES AND SOLICITATION OF PROXIES

62. Unless otherwise provided in these Articles, the instrument appointing a proxy shall be in writing and if the appointor is a natural person, shall be executed under the hand of the appointor or of his/her attorney duly authorised in writing; or, if the appointor is a corporation, shall be executed by affixing with Seal or under the hand of an officer or attorney duly authorised in that behalf. A Member shall serve such instrument of proxy to the Company no later than five (5) days prior to the date of the general meeting. In case two or more instruments of proxy are received from one Member, the first one received by the Company shall prevail; unless such Member explicitly revoke the previous instrument of proxy in the subsequent instrument of proxy. A proxy need not be a Member of the Company. Unless otherwise provided in these Articles, the instrument appointing a proxy shall be deposited at the Registered Office, or, at the office of the securities agent engaged by the Company in the ROC so long as the Shares are listed on any ROC Securities Exchange, or at such other place, in such manner as is specified in the notice convening the meeting.
63. (a) For so long the Shares are listed on any ROC Securities Exchange and subject to the Applicable Public Company Rules, except for (i) trust enterprises organized under the laws of the ROC or (ii) a shareholders' service agent (as the term is defined under the Applicable Public Company Rules) recognised by the FSC, or (iii) the FSC-recognized shareholders' service agent or chairman as appointed in accordance with Article 54(a) in the event a person has been appointed as the proxy for two or more Members, the sum of Shares entitled to vote as represented by such proxy shall be no more than three percent (3%) of the total issued Shares immediately prior to the relevant date of closure of the Register of Members for purposes of determining Members entitled to vote at the general meeting; any vote in respect of the portion in excess of such three percent threshold shall not be counted.
- (b) Unless otherwise provided in these Articles, the instrument appointing a proxy shall be in the form approved by the Company and be expressed to be for a particular meeting and the adjourned meeting(s) thereof. The form of proxy shall include at least the following information: (a) instructions on how to complete the form, (b) the matters to be voted upon by the proxy, and (c) basic identification information relating to the relevant Member appointing the proxy, his/her/its proxy and the Solicitor (if any). The form of proxy shall be provided to the Members together with the notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.

- (c) In the event any Member who has served the Company with a proxy instrument intends to attend general meetings in person or exercise his/her/its voting power by means of written ballots or electronic transmissions, he/she/it shall, at least two days prior to the general meeting, serve a separate declaration of intention to revoke his/her/its appointment of proxy. Votes cast by proxy shall be valid if the relevant Member fails to revoke the appointment of proxy before the time prescribed by the Applicable Public Company Rules. For the avoidance of doubt, in the event that any Member who has exercised his/her/its voting power by means of written ballots or electronic transmissions pursuant to Article 54, but thereafter appoints a proxy in accordance with Article 63(b) and the Applicable Public Company Rules to attend such General Meeting, then the votes cast by such proxy at the General Meeting shall prevail over any previous electronic or written ballots.
- (d) Unless otherwise provided in these Articles, so long as the Shares are listed on an ROC Securities Exchange, all matters concerning proxies and/or the solicitation of instruments of proxies by a Solicitor relating to the Shares shall comply with these Articles and ROC's *Rules Governing the Use of Proxies for Attendance at Member Meetings of Public Companies* and all other applicable laws and regulations, including but without limitation, the Applicable Public Company Rules, for the time being whether or not expressly provided for in these Articles.

DIRECTORS

64. There shall be a Board consisting of seven (7) to nine (9) Directors, each of whom shall be appointed to a term of office of three (3) years. Directors may be eligible for re-election.
65. So long as the Shares are listed on any ROC Securities Exchange, unless otherwise approved by one of the ROC Securities Exchanges on which the Company's Shares are traded, less than half of the total number of Directors can have a spousal relationship or family relationship within the second degree of kinship (as defined in the Applicable Public Company Rules) with any other Directors.
66. In the event that the Company convenes and holds a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 65 hereof, the non-qualifying Director(s) who was elected with the least number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided for in Article 65 hereof. Any person who is currently a Director but is in violation of the aforementioned requirements shall be automatically discharged from his/her/its office effective from such violation.
67. So long as the Shares are listed on any ROC Securities Exchange, unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors, and the total number of Independent Directors shall not be less than one-fifth of the total number of Directors. To the extent required by the Applicable Public Company Rules, at least one of the Independent Directors shall be domiciled in the ROC and at least one of the same shall have accounting or financial expertise.
68. Independent Directors shall have professional knowledge and shall maintain independence within the scope of their duties as Independent Directors of the Company, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings, restrictions as to concurrent positions or engagements and assessment of independence with respect to Independent Directors shall be governed by the Applicable Public Company Rules.
69. The Board shall determine the remuneration (including any compensation) paid to the Directors (including the Independent Directors) according to the recommendation by the Remuneration Committee so long as the Shares are listed on any ROC Securities Exchanges. Factors which shall be considered when determining the remuneration paid to each Director shall include, without limitation, the extent and value of the services provided for the management of the Company, the operating performance of the Company, and the industry-

wide compensation levels and practices. The Directors shall also be entitled to be paid their travel, hotel and other expenses properly incurred by them in going to, attending and returning from meetings of the Board, or any committee of the Board, or general meetings of the Company, or otherwise in connection with the business of the Company, or to receive a fixed allowance in respect thereof as may be determined by the Board from time to time, or a combination partly of one such method and partly the other.

70. A Director who is engaged in anything on his/her/its own account or on behalf of another person, which is within the scope of the Company's business, shall explain to the Members in a general meeting the essential contents of such conduct and seek their approval by Supermajority Resolution.

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

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

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

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

Any breach of Article 71(b) shall cause the appointment of any proposed director to be, *ipso facto*, void.

(c) The preceding subparagraphs (a) and (b) of this Article 71 do not apply when the Director involved is an Independent Director.

72. (a) Where a government agency or an incorporated entity is a Member, and such government agency or entity has been elected as a Director, it shall appoint an individual as its duly authorised representative to exercise the power and duties of a Director. Such representative may be replaced at any time and from time to time by the said government agency or entity at its sole discretion.

(b) Notwithstanding anything to the contrary, where a government agency or an incorporated entity is a Member, such government agency or entity (an "Appointer") is entitled to nominate one(1) or more individual representatives to be elected as Directors (for the purpose of these Articles, "Appointee Directors") in accordance with Article 73.

(c) The Appointer may, by prior written notice to the Company, remove the Appointee Directors nominated by it and appoint another individual as an Appointee Director for the remaining term of office. This Article 72(c) will not apply if the Appointee Director is removed by a Supermajority Resolution pursuant to Article 77.

ELECTION AND REMOVAL OF DIRECTORS

73. Subject to Article 71(b) and Article 96, the Company may at any general meeting elect any person to be a Director in accordance with Article 74 below.

74. (a) Directors (including Independent Directors) shall be elected pursuant to a cumulative voting mechanism pursuant to a poll vote, where the total number of votes exercisable by any Member shall be 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, at the sole discretion of the Member, be consolidated for election of one candidate for directorship or may be split for the election of several candidates for directorship, as specified in the voting paper by the relevant Member. The candidates who receive the ballots representing the prevailing votes from the Members pursuant to this Article shall be elected as Directors.

- (b) Prior to any election or appointment of a Director pursuant to these Articles, such candidate of Director shall deliver a written confirmation to the Company indicating his/her willingness to serve as a Director if he/she is elected or appointed. Within fifteen (15) days after the election of Directors, an elected Director shall execute and deliver a letter of consent to the Company, the form of which shall be prescribed by the Company, notifying his/her acceptance of serving as a Director of the Company and of observing duties which may be set forth in such letter of consent.
 - (c) Directors shall hold office only until the general meeting at which such Director is required by the Applicable Public Company Rules to retire, resign, seek re-election or being removed pursuant to these Articles.
 - (d) So long as the Shares are listed on any ROC Securities Exchange, subject to the Statute, the Memorandum and these Articles, the Company shall adopt a candidate nomination mechanism for the office of Directors which is in compliance with the Applicable Public Company Rules.
75. (a) The list of candidates for the office of Independent Director shall be nominated by the Board and such list shall be distributed to the Members in accordance with Article 39, and in such manner and at such time as may be determined by the Board.
- (b) So long as the Shares are listed on any ROC Securities Exchange, subject to the Statute, the Memorandum and these Articles, the Company shall adopt a candidate nomination mechanism for the office of Independent Directors which is in compliance with the Applicable Public Company Rules.
- (c) If the number of Independent Directors is less than or falls below three (3) due to vacation of office of such Independent Directors for any reason, the Company shall elect new Independent Directors at the next following general meeting. If the office of all of the Independent Directors have become vacant, the Board shall convene, within sixty (60) days of vacancy of the last Independent Director, a general meeting of Members to elect new Independent Directors to fill the vacancies.
76. If the number of Directors is less than or falls below Seven (7) for any reason, the Company shall elect new Director(s) at the next following general meeting. When the number of vacancies in the Board is equal to or more than one third of the size of the Board as set out in Article 64 above, the remaining Directors shall convene, within the next sixty (60) days therefrom, a general meeting of Members to elect new Directors to fill in the vacancies.
77. The Company may from time to time by Supermajority Resolution remove any Director from his/her office, whether another person has been appointed in his/her stead.
78. Subject to all applicable laws, where a Director has, in the course of performing his/her duties, committed any act resulting in material damage to the Company or committed a violation of applicable laws, regulations, and/or these Articles, and a Supermajority Resolution at a general meeting to approve his/her removal was put forth but failed to pass, any one or more Members holding three percent (3%) or more of the total issued Shares may, within thirty (30) days after the said general meeting, institute a legal proceeding in a court of competent jurisdiction for an order to remove such Director provided that such Member(s) hold three percent (3%) or more of the total issued Shares as at the date of the institution of such legal proceedings to remove such Director. The Taipei District Court, ROC, may be the court of first instance for this matter. The office of such Director shall ipso facto be vacated with effect from the date such order of court is obtained.

DIRECTOR'S PROXY

79. If a Director is unable to attend a meeting of the Board, such Director may appoint another Director as his proxy to attend and to vote on his behalf at the meeting, in which event the presence and vote of the proxy shall be deemed to be that of the Director. The appointing Director shall, in each instance, issue a written proxy and state therein the manner in which his proxy is to vote in respect of the business to be discussed at that meeting, and such written proxy shall be lodged with the Board at the Registered Office or at such other place as is specified in the notice convening the Board meeting at any time before that meeting. A Director may only act as the proxy of one Director.

POWERS AND DUTIES OF DIRECTORS

80. (a) Subject to Cayman Islands law and the Applicable Public Company Rules, the Board shall manage and conduct the business of the Company. The Board may pay all expenses incurred in promoting, registering and setting up the Company, and may exercise all such powers of the Company as are not, for the time being, by the Statute, these Articles, any applicable regulations or by any resolutions passed by the Company in general meeting, required to be exercised by the Company in general meeting.
- (b) Subject to Cayman Islands law, any Director shall owe fiduciary duties to the Company and such fiduciary obligations shall include but not limited to the observance of general standards of loyalty, good faith and the avoidance of a conflict of duty and interest. If any Director breached the aforesaid fiduciary duties, subject to the laws of the Cayman Islands, such Director shall be held liable for any damages therefrom. Subject to Cayman Islands law, the Members may by way of an Ordinary Resolution request a Director to disgorge the gains from his breach of the duty of loyalty and the duty to exercise fiduciary cares.
- (c) If a Director, during his conduct of the business of the Company, caused damages to other third parties by violating applicable laws, such Directors shall, subject to all applicable laws, be jointly liable with the Company to such damaged third parties.
81. The Board may from time to time and at any time by powers of attorney appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as the Board may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorneys as the Board may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him/her.
82. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Board shall from time to time by resolution determine.
83. The Board shall cause minutes to be duly entered in books provided for the purpose of:
- (a) all appointments of officers made by the Board;
- (b) the names of the Directors (including those represented thereat by proxy) present at each meeting of the Board and of any committee of the Board;
- (c) all resolutions and proceedings at all meetings of the Company and of the Board and of committees of the Board.

84. Subject to all applicable laws, the Applicable Public Company Rules, these Articles, and any internal regulation governing the lending of capital, endorsement, guarantees, and acquisition and disposition of assets which may be adopted by the Company by an Ordinary Resolution at general meetings, the Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets (present and future) and uncalled capital or any part thereof and to issue other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party, and to stand surety for or to guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether or not related or affiliated to the Company in any manner.

PROCEEDINGS OF DIRECTORS

85. Unanimous written resolutions signed by all Directors shall have the same effect as if such resolutions were passed at duly convened meetings of the Board, and all such resolutions shall be described as "Written Directors' Resolutions" and shall be recorded in the Company's minute book. Any such resolution may consist of several documents in like form, each signed by one or more Directors. However, so long as the Shares are listed on any ROC Securities Exchanges, the Board must meet together for the dispatch of business and no written Directors' Resolutions may be passed. The Board may convene, adjourn and otherwise regulate its meetings as it thinks fit. Unless otherwise provided in these Articles, a resolution put to the vote at any meeting of the Board shall be decided by a majority of votes of the Directors present at that Board meeting at which there is a quorum. In case of an equality of votes, the resolution shall fail.
86. (a) Subject to paragraph (b) of this Article, meetings of the Board may be summoned in accordance with such rules and procedures for meetings of the Board as may be adopted from time to time by the Board.
- (b) A meeting of the Board shall be summoned by at least seven (7) days' notice in writing to all Directors, and the notice shall set forth the general nature of the business to be considered. However, a meeting of the Board may be summoned at any time if there is any emergency, provided that notice is waived by all the Directors either at, before or after the meeting is held. If notice of a meeting of the Board is given in person, by cable, telex, facsimile, or electronic messages, the same shall be deemed to have been given on the day it is delivered, sent or transmitted to each of the Directors.
87. (a) A Director shall attend meetings of the Board in person or by proxy in accordance with these Articles.
- (b) Unless otherwise provided in these Articles, the quorum necessary for the transaction of the business of the Board shall be more than one-half of the number of the Directors in office as at the date of the meeting, PROVIDED ALWAYS that if there shall at any time be only a sole Director the quorum shall be one. For the purposes of this Article, a proxy appointed by a Director shall be counted in a quorum at a meeting at which the Director appointing him/her is not present.
- (c) When the following resolutions put to the vote at any meeting of the Board, the quorum required shall be more than two-thirds of the number of Directors: (i) matters described in Article 11, 16(d) and 40 (c) herein; (ii) any issuance, allotment, or placement of new Shares; (iii) any issuance of debenture, bonds, or any other type of debt securities; (iv) any declaration of Directors or employees compensation pursuant to Article 102(a) or a plan of declaration of dividends and/or bonus; and (v) election and removal of the Chairman of the Board described in Article 89 herein.
88. The Board may act and pass or adopt resolutions notwithstanding any vacancy in its number.
89. The Board shall elect a Chairman of the Board and determine the period for which he/she is to hold office. The Chairman of the Board shall be elected by and among the Directors by a

majority vote at a meeting of the Board at which two-thirds or more of the number of Directors in office as at the date of the meeting are present. The Chairman of the Board shall take the chair at meeting of the Board, however if no such chairman is elected, or if at any meeting the chairman is not present, the Directors present may choose one of their number to be chairman of the meeting. The Chairman of the Board may be removed by a majority vote of more than two-thirds of the attending Directors at a meeting of the Board at which two-thirds or more of the number of Directors in office as at the date of the meeting are present, PROVIDED that the Chairman being so removed by the Board shall remain as a Director of the Company notwithstanding his/her removal as Chairman of the Board.

90. A Director who is directly or indirectly has personal interest in the matter proposed at the meeting of the Board (including but not limited to interested in a contract or proposed contract or arrangement with the Company) shall declare the important nature of such interest at such meeting. A Director who has a personal interest in the matter under discussion at a meeting of the Board, which conflicts with and may harm the interests of the Company, shall neither vote nor exercise voting rights on behalf of another Director at the relevant meeting for such matter; the votes cast by such Director who is prohibited from voting or exercising any voting right as prescribed above shall not be counted in the number of votes of Directors present for such matter where personal interest exists, HOWEVER, such interested Director may be counted towards the quorum of the meeting.
91. The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations and directions that may be imposed on it by the Board.
92. A committee of the Board may meet and adjourn as it thinks proper. Any resolution put to the vote at any committee meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the resolution shall fail. The meetings and proceedings of any committee shall be governed by the provisions contained in these Articles for regulating the meetings and proceedings of the Board to the extent that the same are applicable and are not superseded by any regulations or directions imposed by the Board under the last preceding Article.
93. All acts done by any meeting of the Board or of a committee of Board shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and qualified to be a Director as the case may be.
94. Members of the Board or of any committee thereof may participate in a meeting of the Board or of such committee by means of videoconference or other electronic communication facilities whereby all persons participating in the meeting can see and hear each other simultaneously and instantaneously, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

DUTY OF THE BOARD TO ADVISE IN A TENDER OFFER

95. So long as the Shares are listed on any ROC Securities Exchange, the Board shall, within fifteen (15) days after receipt by the Company or by its litigation and non-litigation agent appointed pursuant to Applicable Public Company Rules of copies of (i) a tender offer application to purchase Shares, (ii) a tender offer prospectus, and (iii) relevant documents, resolve to recommend to the Members whether to accept or to reject the tender offer and make a public announcement of the following in accordance with the Applicable Public Company Rules:
 - (a) the type and number of Shares held by the Directors and each Member holding more than ten percent (10%) of the total issued Shares in their own names or in the names of other persons;

- (b) the Board shall made the recommendation regarding the identity and financial status of the tender offeror, the fairness assessment to the terms and conditions provided by the tender offeror and the reasonableness of the funding resources supporting the acquisition to the Members on such tender offer, setting forth the Directors' specific opinions of agree or disagree to such tender offer and the reason(s) thereunder;
- (c) whether or not there are any material changes to the financial condition of the Company after the publication of the latest financial report and an explanation of the change(s) (if any); and
- (d) the type, number and amount of the shares in the tender offeror (if the tender offeror is a company or corporation) or its affiliates held by the Directors and the Members holding more than ten percent (10%) of the total issued Shares in their own names or in the name of other persons.

So long as the Shares are listed on any ROC Securities Exchange, the Board shall comply with the then Applicable Public Company Rules in respect of a tender offer.

VACATION OF OFFICE OF DIRECTOR AND DISQUALIFICATION OF A DIRECTOR

96. A person shall not be elected as a Director or be vacated from his/her office, where applicable, in the event of any of the following:
- (a) if he/she resigns his/her office by notice in writing to the Company;
 - (b) if he/she is removed from office in accordance with these Articles;
 - (c) if he/she dies, becomes bankrupt and his/her credit has not been restored;
 - (d) if an order is made by any competent court or official on the grounds that he/she is or will be suffering from lunacy, mental disorder or is otherwise incapable of managing his/her affairs or his/her legal capacity is restricted according to the applicable laws;
 - (e) if he/she has committed an offence as specified in the ROC statute of prevention of organizational crimes or similar legislations in other jurisdictions, or subsequently is adjudicated guilty by a final judgment and the time elapsed after he/she has served the full term of such sentence is less than five (5) years;
 - (f) if he/she has committed an offence involving fraud, breach of trust or misappropriation, or subsequently sentenced to imprisonment for a term of more than one (1) year in any jurisdiction, and the time elapsed after he/she has served the full term of such sentence is less than two (2) years;
 - (g) if he/she has been adjudicated guilty by a final judgment for misappropriating public funds during the time of his/her public service, and the time elapsed after he/she has served the full term of such sentence is less than two (2) years; or
 - (h) if he/she has been blacklisted by the Taiwan Clearing House due to default on negotiable instruments, and the term of such sanction has not expired yet.

Where any of the events described in this Article 96 (c), (d), (e), (f), (g), and (h) applies to or occurs in relation to a candidate for the office of Director, such candidate shall immediately be disqualified and ceases to be eligible to be considered for election to the office of Director. Where a Director who is also the chairman of the Board is removed from office as Director or his office as Director is vacated pursuant to this Article 96, the office of chairman of the Board shall also be automatically vacated.

SEAL AND AUTHENTICATION OF DOCUMENTS

97. (a) The Company may, if the Board so determine, have a Seal in such form as determined by the Board, which Seal shall, subject to paragraph (c) hereof, only be used by the authority of the Board or of a committee of the Board authorised by the Board and every instrument to which the Seal has been affixed shall be signed by a person who shall be either a Director or the Secretary or such other person authorised for this purpose by the Board or a committee of the Board.
- (b) The Board may adopt for use in any place or places outside the Cayman Islands a duplicate Seal or Seals each of which shall be a facsimile of the common seal of the Company and, if the Board so determine, with the addition on its face of the name of every place where it is to be used.
- (c) Any Director or the Secretary or other person appointed by the Board for the purpose may authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Board or any committee, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and if any books, records, documents or accounts are kept elsewhere than at the Registered Office or the head office of the Company, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person so appointed by the Board. Subject to Cayman Islands law, a document purporting to be a document so authenticated or a copy of a resolution, or an extract from the minutes of a meeting, of the Company or of the Board or any local board or committee, or of any books, records, documents or accounts or extracts therefrom as aforesaid, and which is certified as aforesaid, shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting or, as the case may be, that the copies of such books, records, documents or accounts were true copies of their originals or as the case may be, the extracts of such books, records, documents or accounts are true and accurate records of the books, records, documents or accounts from which they were extracted.

OFFICERS

98. (a) The Board may from time to time appoint officers and/or managers as the Board considers necessary, for such term, at such remuneration, to perform such duties, subject to such other conditions or restrictions or to such provisions as to disqualification and removal as the Board from time to time prescribe. Subject to Cayman Islands law, Article 80 (b) and (c) shall be applied mutatis mutandis to an officer's duties and liabilities to the Company and other third parties.
- (b) So long as the Shares are listed on any ROC Securities Exchange, the Company shall maintain a litigation and non-litigation agent appointed by the Board by way of a resolution passed by a simple majority of the Directors at a duly convened meeting of the Board with the necessary quorum, and shall report the appointment of the litigation and non-litigation agent or any change thereof to the FSC in accordance with the Applicable Public Company Rules. The litigation and non-litigation agent shall have residence within the ROC and shall be the responsible person of the Company within the ROC (as such term is defined under the Securities and Exchange Act of the ROC). For the avoidance of doubt, the litigation and non-litigation agent shall not be an Officer of the Company.

DIVIDENDS, DISTRIBUTIONS AND RESERVE

99. (a) Subject to the Statute, these Articles and any direction of the Company in general meetings, the Company, upon the recommendation by the Board, may by way of an

Ordinary Resolution, from time to time declare dividends and distributions to Members and authorise payment of the same out of the funds of the Company lawfully available therefor.

- (b) Subject to Cayman Islands law and any rights at the time being attached to any Shares, if dividends or distributions are to be declared on a Class of Shares such dividends or distributions shall be declared and paid according to the amounts paid or credited as paid on the Shares of such Class issued on the record date for such dividend or distribution as determined in accordance with these Articles.
100. The Board may, before making a recommendation to the Company in respect of dividends or distributions, set aside such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Board, be applicable for any purpose of the Company and pending such application may, at the like discretion, be employed in the business of the Company.
101. No dividend or distribution shall be payable except out of the profits of the Company or from any reserve set aside from profits, or out of the share premium account of the Company, or as otherwise permitted by the Statute.
102. (a) So long as the Shares are listed on any ROC Securities Exchange, where there is an Annual Profit (i.e. the amount of income before income tax before distributing employees' and Directors' compensation of a current year, the "Annual Profit"), the Company shall set aside the following amounts as Directors and/or employees' compensation, provided that there is accumulated losses, the Company shall first reserve the losses covering amounts:
- (i) Collectively, Directors are entitled to receive year-end compensation of not more than three percent (3%) of the Annual Profit, and such compensation payment shall only be paid in cash; and
- (ii) Employees of the Company and the Subsidiaries of the Company collectively are entitled to receive year-end compensation no less than one percent (1%) of the Annual Profit, which may be payable in cash, fully paid-up Shares, or any combination of both.
- (b) Where based on the Company's final accounts in respect of a current year, so long as the Shares are listed on any ROC Securities Exchange, there is profits, subject to Cayman Islands law, such profits would be distributable only after (i) paying applicable taxes, (ii) covering accumulated losses, (iii) setting aside a sum ten percent (10%) of the profits for the current year for any capital reserve pursuant to the Applicable Public Company Rules, unless the accumulated amount of such reserve equals to the total paid-up capital of the Company ("Legal Reserve") and (iv) setting aside a sum for an additional special reserve in compliance with the requirements promulgated by applicable ROC authorities (including, but not limited to, the FSC or any applicable ROC Securities Exchange). The balance of such profits remaining after all the foregoing deduction shall hereinafter be referred to as the "**Distributable Net Profit of the Current Year.**" Dividends may be declared and paid out of the Distributable Net Profit of the Current Year and any undistributed retained profit accrued from prior years (together, the "**Accumulated Distributable Net Profit**").
- (c) Notwithstanding anything to the contrary, as the Company continues to grow, the need for capital expenditure, business expansion and a sound financial planning for sustainable development increases, it is the Company's dividends policy that the dividends may be allocated in the form of cash dividends and/or bonus shares according to the Company's future expenditure budgets and funding needs. When the Board elects to recommend to the Company to declare and pay dividends to Members and/or from the Accumulated Distributable Net Profit, the Board shall prepare a plan of allocation and distribution of dividends and submit such plan to the Members for approval by way of an Ordinary Resolution at a general meeting subject to the following requirements:

- (i) The Accumulated Distributable Net Profit is available for distribution to the Members as cash or bonus shares to be issued to the Members. The total dividends as proposed for declaration in such plan shall not be less than ten percent (10%) of the Distributable Net Profit of the Current Year.
- (d) No unpaid dividend, distribution or other monies payable by the Company shall bear interest against the Company.
103. Any dividend, distribution, interest or other monies payable in cash to the holder of Shares may be paid by way of telegraphic transfer or electronic transfer or remittance or direct crediting to the bank account of such holder of Shares as he/she/it may designate and notify the Company, or cheque or warrant sent through the post addressed to the holder at his/her/its registered address, or, in the case of joint holders, to the holder who is first named in the Register of Members or to such person and to such address as such holder or joint holders may in writing direct, at the risk of the person entitled to such dividend, distribution, interest or other monies. Every such cheque or warrant shall be made payable or property distributable to the order of the person to whom it is sent. Anyone of two or more joint holders may give effectual receipts for any dividends, bonuses, or other monies payable in respect of the Share held by them as joint holders. Payment of the cheque or warrant by the bank on which it is drawn shall constitute good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.
104. (a) Subject to Article 34, whenever the Company in general meeting has resolved that a dividend be paid or declared, the Company may upon the recommendation of the Board, further resolve by way of a Supermajority Resolution that such dividend be satisfied in part in the form of an allotment and issue of new Shares credited as fully paid without offering any right to Members to elect to receive such dividend in cash in lieu of such allotment, provided that not less than ten percent (10%) of the total dividend shall be satisfied by the payment of cash. In such case, the basis of any such allotment shall be determined by the Board, and the Board shall prepare a plan of declaration of dividends and/or distribution and such plan shall be submitted to the Members for approval at a general meeting by Supermajority Resolution.
- (b) The Board may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (a) of this Article with full power to the Board to make such provisions as it thinks fit in the case of Shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the Members concerned), and no Members who will be affected thereby shall be, and they shall be deemed not to be, a separate Class of Members by reason only of the exercise of this power. The Board may authorise any person to enter into on behalf of all Members interested, an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned.
- (c) The Board may on any occasion determine that the allotment of Shares under paragraph (a) of this Article shall not be made available or made to any Members with registered addresses in any territory where in the absence of a registration statement or other special formalities the allotment of Shares would or might be unlawful or impracticable or the legality or practicability of which may be time consuming or expensive to ascertain whether in absolute terms or in relation to the value of the holding of Shares of the Members concerned, and in such event the provisions aforesaid shall be read and construed subject to such determination and no Member who may be affected by any such determination shall be, and they shall be deemed not to be, a separate Class of Members for any purposes whatsoever.

REMUNERATION COMMITTEE

105. The Board may establish a committee of the Board known as the “Remuneration Committee” in accordance with the Applicable Public Company Rules, including the *Regulations Governing Establishment and Operation of Remuneration Committees of Companies Listed in Taiwan Stock Exchange and the GreTai Securities Market*. So long as the Shares are listed on any ROC Securities Exchange, the Board shall adopt regulations governing the operation of the Remuneration Committee in accordance with the Applicable Public Company Rules.

CAPITALISATION

106. (a) Subject to the Statute, Applicable Public Company Rules and these Articles, the Company may upon the recommendation of the Board by way of a Supermajority Resolution in a general meeting authorise the Board to capitalise any sum standing to the credit of any of the Company's reserve accounts which are available for distribution (including share premium account and capital redemption reserve defined in the Statute) or any distributable profits not required for the payment or provision of dividend on any Shares with preferential right to dividends, by appropriating such sum to Members on the Register of Members at the close of business on the date of the relevant resolution (or such other date as may be specified therein or determined as provided therein) 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 such Members in the proportion aforesaid.
- (b) Subject to the Statute, whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the reserves or profits resolved to be capitalised thereby, and attend to all allotments and issuance of fully paid Shares and generally shall do all acts and things required to give effect thereto. For the purpose of giving effect to any resolution under this Article, the Board may settle any difficulty which may arise in regard to any distribution under this Article as it thinks fit, and in particular may disregard fractional entitlements altogether or round the same up or down and may determine that cash payments shall be made to any Members in lieu of fractional entitlements or that fractions of such value as the Board may determine may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the Members concerned, and no Members who are affected thereby shall be deemed to be, and they shall be deemed not to be, a separate class of Members by reason only of the exercise of this power. The Board may authorise any person to enter on behalf of the persons entitled to participate in the distribution any agreement with the Company necessary or desirable for giving effect thereto and such appointment and any agreement made under such authority shall be effective and binding upon all concerned.
- (c) Without limiting the generality of the foregoing, any such agreement may provide for the acceptance by such persons of the Shares to be allotted, issued and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised. The Board may on any occasion determine that the allotment of Shares under this Article shall not be made available or made to any Members with registered addresses in any territory where in the absence of a registration statement or other special formalities the allotment of Shares would or might be unlawful or impracticable or the legality or practicability of which may be time consuming or expensive to ascertain whether in absolute terms or in relation to the value of the holding of Shares of the Member concerned, and in such event the provisions aforesaid shall be read and construed subject to such determination and no Member who may be affected by any such determination shall be, and they shall be deemed not to be, a separate class of Members for any purposes whatsoever.

BOOKS OF ACCOUNT AND RECORDS OF THE COMPANY

107. The Board shall cause proper books of account to be kept with respect to all transactions of the Company and in particular with respect to:
- (i) all sums of money received and expended by the Company and the matters in respect of which the receipt or expenditure takes place;
 - (ii) all sales and purchases of goods by the Company;
 - (iii) the assets and liabilities of the Company; and
 - (iv) all other matters required by Statute and which are necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions.
108. (a) Proper books shall not be deemed to be kept with respect to the matters referred to in Article 107 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.
- (b) The instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with these Articles and relevant rules and regulations shall be kept for at least six (6) years. 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 six (6) years.

NOTICES

109. Notices shall be in writing and may be given by the Company to any Member either personally or by sending it by post, cable, telex or facsimile or by electronic means (including electronic mail) to him/her/it or to his/her/its address as shown in the Register of Members, such notice, if mailed, to be sent by airmail if the address be outside Taiwan.
110. (a) Where a notice is sent by post or airmail, 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 effected on the expiration of sixty (60) hours after the letter containing the same is posted as aforesaid.
- (b) Where a notice is sent by cable, telex, facsimile or electronic means to such number or address supplied by the Member to the Company for giving of notice to him/her/it, service of the notice shall be deemed to be effected on the day the same is sent as aforesaid.
111. A notice may be given by the Company to the joint holders of a Share by giving the notice to the joint holder first named in the Register of Members in respect of the Share.
112. Any notice or document delivered or sent in accordance with these Articles shall, notwithstanding that such Member is then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have duly served or delivered in respect of any Shares registered in the name of such Member whether held solely or jointly with other persons by such Member, (unless his name shall at the time of service or delivery of the notice or document have been removed from the Register of Members as the holder of the Shares), and such service or delivery shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons interested (whether jointly with or as claiming through or under him) in any such Shares.
113. A notice may be given by the Company to the person or persons which the Company has been advised are entitled to a Share or Shares in consequence of the death or bankruptcy of a Member by sending it through the post as aforesaid in a pre-paid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description at the address supplied for that purpose by the persons claiming to be so

entitled, or at the option of the Company by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

114. Notice of every general meeting shall be given in any authorized manner aforementioned to:
- (a) every person shown as a Member in the Register of Members as of the record date for such general meeting except that in the case of joint holders, the notice shall be sufficient if given to the joint holder first named in the Register of Members; and
 - (b) every person upon whom the ownership of a Share devolves by reason of his/her/it being a legal personal representative or a trustee in bankruptcy of a Member of record where the Member of record but for his/her death or his/her/its bankruptcy would be entitled to receive notice of the meeting.

Apart from the persons contemplated by paragraphs (a) and (b) above of this Article and apart from Directors and Independent Directors, no other person shall be entitled to receive notices of general meetings unless the Board determines otherwise in its sole discretion.

WINDING UP

115. If the Company shall be wound up the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Statute, divide amongst the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may for such purpose set such value as he/she deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members within the same Class 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 shall think fit, but so that no Member shall be compelled to accept any Shares or other securities whereon there is any liability.
116. Subject to any special rights, privileges or restrictions as to the distribution of available surplus assets on liquidation for the time being attached to any Class or Classes of Shares, (i) 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 paid up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the Shares held by them respectively, and (ii) if the Company shall be wound up and the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed *pari passu* amongst such Members in proportion to the amount paid up on the Shares held by them respectively.

AUDIT COMMITTEE

117. The Board shall establish a committee of Board known as the "Audit Committee". The Audit Committee shall comprise solely of Independent Directors and the number of committee members shall not be less than three (3). One of the Audit Committee members shall be appointed and designated as the convener to convene meetings of the Audit Committee from time to time and at least one (1) of the Audit Committee members shall have accounting or financial expertise. A valid resolution of the Audit Committee requires approval of one-half or more of all its members.
118. Any of the following matters relating to the Company shall require the consent of one-half or more of all Audit Committee members by way of resolution and be submitted to the Board for approval:
- (a) adoption of or amendment to an internal control system;

- (b) assessment of the effectiveness of the internal control system;
- (c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others;
- (d) any matter relating to the personal interest of the Directors;
- (e) a transaction relating to a material asset of the Company or derivatives transaction;
- (f) a material monetary loan, endorsement, or provision of guarantee;
- (g) the offering, issuance, or private placement of any equity securities;
- (h) the hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
- (i) the appointment or discharge of a financial, accounting, or internal audit officer;
- (j) approval of annual and semi-annual financial reports; and
- (k) any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.

With the exception of item (j), any other matter that has not been approved by one-half or more of all Audit Committee members may be undertaken upon the consent of two-thirds or more of the members of the Board by way of resolution at the Board meeting, and any resolution of the Audit Committee passed in respect of such matter shall be tabled at the Board meeting.

- 119. Each member of the Audit Committee shall supervise the execution of business operations of the Company, and may from time to time inspect the business and financial conditions of the Company, examine the books and documents relating to the Company, and request the Board or any officer to make reports in respect of the Company's affairs.
- 120. When performing its aforementioned duties, the Audit Committee or any of its member may appoint an attorney or a certified public accountant to conduct the auditing on its behalf.
- 121. The qualifications, composition, appointment, removal, exercise of power in performing duties and other matters with respect to the Audit Committee, shall comply with the Applicable Public Company Rules
- 122. In case the Board or any Director commits any act and any member of the Audit Committee becomes aware of such act, when carrying out the business operations of the Company, in a manner violating the applicable laws and/or regulations, these Articles, or any resolution passed at a general meeting, a member of the Audit Committee shall immediately demand that the Board or the violating Director, as the case may be, cease such act.
- 123. Member(s) continuously holding three percent (3%) or more of the total issued Shares for at least one (1) year may request any member of the Audit Committee in writing to institute, on behalf of the Company, a court action against a Director. Subject to all applicable law, in case the member of the Audit Committee fails to institute such action within thirty (30) days after having received the aforementioned request, then the Members filing the said request in accordance with this Article may institute the action on behalf of the Company in any court with competent jurisdiction, and the Taipei District Court, ROC may be the court of the first instance for this action.

INDEMNITY

124. (a) The Directors and officers for the time being of the Company and any trustee for the time being acting in relation to any of the affairs of the Company and their executors and administrators respectively (each of which persons being referred to in this Article as an **"indemnified person"**) shall be indemnified and secured harmless out of the assets of the Company from and against all actions costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, and no such indemnified party shall be answerable for the acts, receipts, neglects or defaults of any other of them or for joining in any receipt for the sake of conformity or for the solvency or honesty of any banker or other persons with whom any monies or effects belonging to the Company may be lodged or deposited for safe custody or for any insufficiency or deficiency of any security upon which any monies of or belonging to the Company may be placed out on or invested, or for any other loss, misfortune or damage which may happen or arise in the execution of their respective offices or trust, or in or about thereto, PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud, dishonesty, recklessness, willful neglect or default which may attach to any of the said persons.
- (b) The Company may purchase and maintain insurance for the benefit of any Director or officer of the Company against any liability incurred by him/her/it in his/her/its capacity as a Director or officer of the Company or indemnifying such Director or officer in respect of any loss arising or liability attaching to him/her/it by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which the Director or officer may be guilty in relation to the Company or any subsidiary thereof.

FISCAL YEAR

125. Unless the Board otherwise determines, the fiscal year of the Company shall end on 31st December of each year and following the year of incorporation, the fiscal year shall begin on 1st January of each year.

【附錄三】

取得或處分資產作業程序（修正前）

一、目的

為加強資產管理、保障投資及落實資訊公開，特制訂本作業程序。

二、範圍

凡本公司有關下列 4.1 資產的取得或處分，應依本程序的規定辦理。

三、權責

本作業程序由財務部門依據「公開發行公司取得或處分之資產處理準則」負責制定與修訂。

四、定義

4.1 本作業程序所稱之“資產”適用範圍如下：

- (1)股票、公債、公司債、金融債券、國內受益憑證、海外共同基金、存托憑證、認購(售)權證、受益證券、資產基礎證券等投資。
- (2)不動產(含土地、房屋及建築物、投資性不動產、土地使用權、營業建之存貨)及設備。
- (3)會員證。
- (4)專利權、著作權、商標權、特許權等無形資產。
- (5)金融機構之債權（含應收款項、買匯貼現及放款、催收款項）。
- (6)衍生性商品。
- (7)依法律合併、分割、收購或股份受讓而取得或處分的資產。
- (8)其他重要資產。

4.2 本作業程序所稱的“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的遠期契約、選擇權契約、期貨契約、槓桿保證金契約、交換契約，暨上述商品組合而成的複合式等。所稱的遠期契約，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。

4.3 本作業程序所稱的“依法律合併、分割、收購或股份受讓而取得或處分之資產”，指依相關法令進行合併、分割或收購而取得或處分的資產，或發行新股受讓他公司股份（以下簡稱股份受讓）

4.4 本作業程序所稱的“關係人”，指依證券發行人財務報告編制準則規範認定的。

4.5 本作業程序所稱的“子公司”，指依證券發行人財務報告編制準則規範認定的。

4.6 本作業程序所稱的“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。

4.7 本作業程序所稱的“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較前者。但屬需經主管機關核准的投資者，以上開日期或接獲主管機關核准之日較前者為準。

4.8 本作業程序所稱的「大陸地區投資」，指依相關法令從事的大陸投資。

五、內容

5.1 關係人的排除：

本公司及聯屬公司取得的估價報告或會計師、律師或證券承銷商的意見書，其專業估價者及其估價人員、會計師、律師或證券承銷商與公司與交易當事人不得為關係人。

5.2 注意事項：

- (1) 本公司取得或處分資產，依本作業程序或其他法律規定應經董事會通過的，如有董事表示反對意見或保留意見的，應於董事會議事錄載明。
- (2) 本公司設置獨立董事，依前項規定將取得或處分資產交易提報董事會討論時，應充分考慮各獨立董事的意見，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。
- (3) 本公司已依章程規定設置審計委員會，重大之資產交易，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，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。所稱審計委員會全體成員及所稱全體董事，以實際在任者計算之。

5.3 取得非供營業使用之不動產或有價證券之限額：

- (1) 本公司購買非供營業使用之不動產，其總額得高於淨值之百分之四十；本公司之各子公司其購買非供營業使用之不動產總額不得高於本公司或各子公司淨值之百分之四十。
- (2) 除經股東會同意外，本公司有價證券投資總額不得高於淨值；本公司之各子公司其有價證券投資總額不得高於本公司淨值，且不得高於各子公司之淨值。
- (3) 除經股東會同意外，本公司投資個別有價證券之金額不得高於淨值；本公司之各子公司其投資個別有價證券之金額不得高於本公司淨值，且不得高於各子公司之淨值。

5.4 取得或處分有價證券之評估及作業程序：

5.4.1 價格決定方式及參考依據：

取得或處分有價證券，應於事實發生日前取具目標公司最近期經會計師查核簽證或核閱之財務報表，或目標有價證券之相關參考資料、財務資訊等作為評估交易價格之參考，並依下列方式決定交易價格：

- (1) 取得或處分已于集中交易市場或證券商營業處所買賣之有價證券，依當時之市場價格決定之。
- (2) 取得或處分非于集中交易市場或證券商營業處所買賣之有價證券，應考慮其每股淨值、獲利能力、未來發展潛力、市場利率、債券票面利率、債務人債信及參考當時交易價格議定之。

5.4.2 委請專家出具意見：

取得或處分有價證券交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應於事實發生日前洽請會計師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，應依財團法人中華民國會計研究發展基金會(以下簡稱會計研究發展基金會)所發佈之審計準則公報第二十號規定辦理。但該有價證券具活絡市場之公開報價、參與認購轉投資百分之百之被投資公司辦理現金增資發行之有價證券或相關法令另有規定者，不在此限；經法院拍賣程序

取得或處分資產者，得以法院所出具之證明文件替代會計師意見。

前項交易金額之計算，應依 5.11.1 第二項規定辦理。

5.4.3 授權額度及層級：

核決許可權	每筆交易授權額度
董事長	新臺幣 6 仟萬元(含)以下
董事會	新臺幣 6 仟萬元以上

5.4.4 執行單位：

本公司有價證券投資之取得及處分作業，其執行單位為財務部門或相關權責單位。

5.4.5 交易流程：

本公司取得或處分有價證券之交易流程，悉依本公司內部控制制度“投資管理標準”相關作業之規定辦理。

5.5 取得或處分不動產及設備之評估及作業程序：

5.5.1 價格決定方式及參考依據：

- (1)取得或處分不動產，應由原使用單位或相關權責單位簽報說明，由資產管理單位參考公告現值、評定價值、鄰近不動產實際交易價格、類似資產近期交易價格等，以比價、議價或招標方式擇一為之。
 - (2)委請專家出具意見：取得或處分不動產或設備，除與政府機關交易、自地委建、租地委建，或取得、處分供營業使用之設備外，交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應於事實發生日前取得專業估價者出具之估價報告，並符合下列規定：
 - (2.1)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。
 - (2.2)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。
 - (2.3)專業估價者之估價結果有下列情形之一，除取得資產之估價結果均高於交易金額，或處分資產之估價結果均低於交易金額外，應洽請會計師依會計研究發展基金會所發佈之審計準則公報第二十號規定辦理，並對差異原因及交易價格之允當性表示具體意見：
 - (2.3.1)估價結果與交易金額差距達交易金額之百分之二十以上。
 - (2.3.2)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。
 - (2.4)契約成立日前估價者，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。經法院拍賣程序取得或處分資產者，得以法院所出具之證明文件替代估價報告。
- 前項交易金額之計算，應依 5.11.1 第二項規定辦理。

5.5.2 授權額度及層級：

核決許可權	每筆交易授權額度
董事長	新臺幣 6 仟萬元(含)以下
董事會	新臺幣 6 仟萬元以上

5.5.3 執行單位：本公司有關不動產及設備之取得及處分作業，其執行單位為財務部門或相關權責單位。

5.6 向關係人取得或處分資產之評估及作業程序：

5.6.1 本公司與關係人取得或處分資產，除應依本作業程序 5.4.1(2)、5.5.1(2)及 5.7.2 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 5.11.1 第二項規定辦理。

5.6.2 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。

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

(1)取得或處分不動產之目的、必要性及預計效益。

(2)選定關係人為交易物件之原因。

(3)向關係人取得不動產，依本作業程序規定評估預定交易條件合理性之相關資料。

(4)關係人原取得日期及價格、交易對象及其與公司及關係人之關係等事項。

(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。

(6)依 5.6.1 規定取得之專業估價者出具之估價報告，或會計師意見。若估價結果，與交易金額差距達交易金額之百分之二十以上者，尚應洽請會計師就差異原因及交易價格之允當性表示具體意見，且應由董事會三分之二以上董事出席，出席董事過半數之同意。

(7)本次交易之限制條件及其他重要約定事項。

(8)委請會計師對關係人交易是否符合一般商業條件及是否不損害本公司及其少數股東利益所出具之意見。前項交易金額之計算，應依本作業程序 5.11.1 第二項之規定辦理，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，已依本作業程序規定提交董事會通過部分免再計入。

5.6.4 本公司如已設置獨立董事者，依 5.6.3 規定提報董事會討論時，應充分考慮各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄載明。本公司已設置審計委員會，應先經審計委員會全體成員二分之一以上同意，並提董事會決議，並於董事會議事錄載明審計委員會之決議。所稱審計委員會全體成員及所稱全體董事，以實際在任者計算之。

5.6.5 本公司向關係人取得不動產，應按下列方法評估交易成本之合理性：

(1)按關係人交易價格加計必要資金利息及買方依法應負擔之成本。所稱必要資金利息成本，以公司購入資產年度所借款項之加權平均利率為準設算之，惟其不得高於相關主管機關公佈之非金融業最高借款利率。

(2)關係人如曾以該目標物向金融機構設定抵押借款者，金融機構對該目標物之貸放評估總值，惟金融機構對該目標物之實際貸放累計值應達貸放評估總值

之七成以上及貸放期間已逾一年以上。但金融機構與交易之一方互為關係人者，不適用之。

- (3)合併購買同一目標之土地及房屋者，得就土地及房屋分別按前二項所列任一方法評估交易成本。
- (4)本公司向關係人取得不動產，除依上述規定評估不動產成本，並應洽請會計師覆核及表示具體意見。
- (5)本公司向關係人取得不動產，有下列情形之一者，應依 5.6.3 與 5.6.4 之規定辦理，不適用 5.6.5(1)-(4)之規定：
 - (5.1)關係人系因繼承或贈與而取得不動產。
 - (5.2)關係人訂約取得不動產時間距本交易訂約日已逾五年。
 - (5.3)與關係人簽訂合建契約，或自地委建、租地委建等委請關係人興建不動產而取得不動產。

5.6.6 本公司依 5.6.5(1)~(3)評估結果均較交易價格為低時，應依 5.6.7 規定辦理。但如因下列情形，並提出客觀證據及取具不動產專業估價者與會計師之具體合理性意見者，不在此限：

- (1)關係人系取得素地或租地再行興建者，得舉證符合下列條件之一者：
 - (1.1)素地依前項規定之方法評估，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相關主管機關公佈之最近期建設業毛利率孰低者為準。
 - (1.2)同一目標房地之其他樓層或鄰近地區一年內之其他非關係人成交案例，其面積相近，且交易條件經按不動產買賣慣例應有之合理樓層或地區價差評估後條件相當者。
 - (1.3)同一目標房地之其他樓層一年內之其他非關係人租賃案例，經按不動產租賃慣例應有之合理樓層價差推估其交易條件相當者。
- (2)本公司舉證向關係人購入之不動產，其交易條件與鄰近地區一年內之其他非關係人成交案例相當且面積相近者。
- (3)前述所稱鄰近地區成交案例，以同一或相鄰街廓且距離交易目標物方圓未逾五百公尺或其公告現值相近者為原則；所稱面積相近，則以其他非關係人成交案例之面積不低於交易標的物面積百分之五十為原則；所稱一年內系以本次取得不動產事實發生之日為基準，往前追溯推算一年。

5.6.7 本公司向關係人取得不動產，如經按 5.6.5 及 5.6.6 規定評估結果均較交易價格為低者，應辦理下列事項：

- (1)應就不動產交易價格與評估成本間之差額，依相關法令規定提列特別盈餘公積，不得予以分派或轉增資配股。對本公司之投資採權益法評價之投資者如為公開發行公司，亦應就該提列數額按持股比例依相關法令規定提列特別盈餘公積。
- (2)應將前款處理情形提報股東會，並將交易詳細內容揭露於年報及公開說明書。

5.6.8 本公司經依 5.6.7 提列特別盈餘公積者，應俟高價購入之資產已認列跌價損失或處分或為適當補償或恢復原狀，或有其他證據確定無不合理者，並經相關主

管機關同意後，始得動用該特別盈餘公積。

5.6.9 本公司向關係人取得不動產，若有其他證據顯示交易有不合營業常規之情事者，亦應依 5.6.7 及 5.6.8 規定辦理。

5.6.10 本公司與子公司間，取得或處分供營業使用之設備，董事會得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。

5.6.11 本公司與關係人交易有下列情事，經董事會通過後，仍應提股東會決議通過，且關係人或與關係人有關之人士不得參與表決：

(1)交易金額與估價金額差異達百分之二十以上者。

(2)交易金額、條件對公司營運有重大影響者。

(3)重大影響股東權益。

(4)其他董事會認為應提股東會決議者。

5.7 取得或處分會員證、無形資產及其他重要資產之評估及作業程序：

5.7.1 價格決定方式及參考依據：取得或處分會員證，應事先收集相關價格資訊，並以比價或議價方式擇一為之；取得或處分無形資產及其他重要資產，亦應事先收集相關價格資訊，並經審慎評估相關法令及合約內容，以決定交易價格。

5.7.2 委請專家出具意見：取得或處分會員證或無形資產或其他重要資產，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，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師並應依會計研究發展基金會發佈之審計準則公報第二十號規定辦理。前項交易金額之計算，應依 5.11.1 第二項規定辦理。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，已依本作業程序規定提交董事會通過部分免再計入。

5.7.3 授權額度及層級：

核決許可權	每筆交易授權額度
董事長	新臺幣 6 仟萬元(含)以下
董事會	新臺幣 6 仟萬元以上

5.7.4 執行單位：本公司有關會員證及無形資產之取得及處分作業，其執行單位為財務部門及相關權責單位。

5.7.5 交易流程：本公司取得或處分會員證及無形資產之交易流程，悉依本公司內部控制制度"採購及付款標準"相關作業之規定辦理。

5.8 取得或處分金融機構之債權之評估及作業程序：本公司不從事取得或處分金融機構之債權之交易，嗣後如欲從事取得或處分金融機構之債權之交易，將提報董事會核准後再訂定相關之評估及作業程序。

5.9 從事衍生性商品交易之評估及作業程序：

5.9.1 交易原則與方針：

(1)交易種類：本公司從事衍生性商品操作範圍限定使用遠期外匯、選擇權、利率或匯率交換(SWAP)、債券買賣斷並賣買回條件交易(Repurchase)者為主，如需使用其他商品應先獲得審計委員會全體成員二分之一以上同意並提董事會核准後才能交易。

(2)經營或避險策略：本公司從事衍生性商品交易，應以規避風險為目的，交

易商品應選擇規避本公司業務經營所產生之風險為主。

(3)交易額度及權責劃分：

(3.1)交易額度：

(3.1.1)以避險性為目的者：避險性操作之授權額度及層級如下：

核決許可權	每日交易許可權	淨累積部位交易許可權
董事長	USD\$200 萬元(含)以下	USD\$200 萬元(含)以下
董事會	USD\$200 萬元以上	USD\$200 萬元以上

(3.1.2)非以避險為目的者，須提報董事會核准後方可進行。

(3.2)財務部門：負責衍生性商品的操作策略擬定，並依授權許可權進行各項交易。

(3.3)會計部門：負責衍生性商品交易的帳務處理、會計報表製作，定期資料匯總等事項。

(3.4)稽核部門：瞭解職責區分、操作程序等內部控制的適當性，並查核交易單位對本處理程序之遵行情形。

(4)績效評估：為充分掌握及表達交易的評價風險，本公司采月結評價方式評估損益。

(5)契約總額：本公司從事以避險為目的的衍生性商品交易契約總額，不得超過實際業務需求。以非避險為目的的衍生性商品交易契約總額，以本公司淨值的百分之十為限。

(6)損失上限：交易部位建立後，應設停損點以防止超額損失。停損點的設立，以不超過整體或個別交易契約總額百分之十為上限。如有損失超過上限時，均需即刻呈報董事長，並向董事會報告，商議必要的因應措施。

5.9.2 風險管理措施：

(1)風險管理範圍：

(1.1)信用風險管理：交易對象應為信用良好的國內外金融機構，並能提供專業資訊為原則。財務主管應負責控制往來金融機構的交易額度，不可過度集中，並依市場行情變化，隨時調整往來金融機構的交易額度。

(1.2)市場風險管理：選擇報價資訊能充分公開的市場。

(1.3)流動性風險管理：為確保流動性，交易的金融機構必須有充足的設備、資訊及交易能力，並能在任何市場進行交易。

(1.4)現金流量風險管理：為確保公司營運資金周轉穩定性，本公司從事衍生性商品交易的資金來源以自有資金為限。

(1.5)作業風險管理：必須確實遵守本公司制定的授權額度、作業程序及其他規定，以避免作業上的風險。

(1.6)法律風險管理：任何和金融機構簽署的檔，須經法務檢視後，才能正式簽署以避免法律上的風險。

(2)從事衍生性商品的交易人員及確認、交割等作業人員不得互相兼任。

(3)風險之衡量、監督與控制人員應與前款人員分屬不同部門，並應向董事會或向不負交易或部位決策責任的高層主管人員報告。

(4)衍生性商品交易所持有額部位應定期評估，其方式依 5.9.6 的規定。

5.9.3 內部稽核制度：

本公司內部稽核人員應定期瞭解衍生性商品交易內部控制的允當性，並按月稽核交易部門對從事衍生性商品管理的遵循情形，作成稽核報告，如發現重大違規情事，應以書面通知審計委員會：

5.9.4 董事會之監督管理：

(1)本公司從事衍生性商品交易，董事會應依下列原則確實監督管理：

(1.1)指定高層主管人員應隨時注意衍生性商品交易風險的監督與控制。

(1.2)定期評估從事衍生性商品交易的績效是否符合既定額經營策略及承擔的風險是否在公司容許承受的範圍。

(2)董事會授權的高層主管人員應依下列原則管理衍生性商品之交易：

(2.1)定期評估目前使用的風險管理措施是否適當，並確實依相關法令及本處理程序辦理。

(2.2)監督交易及損益情形，發現有異常情事時，應立即呈報董事長，商議因應措施，並於最近期董事會報告處理情形，已設置獨立董事者，董事會應有獨立董事出席並表示意見。

(3)本公司從事衍生性商品交易，依本作業程序規定授權相關人員辦理者，事後應提報最近期董事會。

5.9.5 本公司從事衍生性商品交易，應建立備查簿，就從事衍生性商品交易的種類、金額、董事長或董事會通過日期及依 5.9.1(4)、5.9.4(1)(1.2)及 5.9.4(2)(2.1)應審慎評估的事項，詳予登載於備查簿備查。

5.9.6 定期評估方式及異常情形處理

(1)衍生性商品交易所持有的部位至少每週應評估一次，若為業務需要辦理之避險性交易至少每兩周評估一次，其評估報告應呈送董事會授權的高層主管人員。

(2)董事會應授權高層主管人員，定期監督與評估目前使用的風險管理措施是否適當、從事衍生性商品交易作業是否確實依規定辦理、從事衍生性商品交易的績效是否符合既定的經營策略、所承擔的風險是否在公司容許承受的範圍如發現有異常情事時，應立即呈董事長，商議因應措施，並於最近期董事會報告處理情形。

5.10 合併、分割、收購或股份受讓的評估及作業程序：

5.10.1 本公司辦理合併、分割、收購或股份受讓，應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的現金或其他財產的合理性表示意見，提報董事會討論通過。但公司合併其直接或間接持有百分之百已發行股份或資本總額之子公司，或其直接或間接持有百分之百已發行股份或資本總額之子公司間之合併，得免取得前開專家出具之合理性意見。

5.10.2 本公司公開發行後，應將合併、分割或收購重要約定內容及相關事項，于股東會開會前製作致股東的公開檔，並同第一項額專家意見及股東會的開會通知一併交付股東，以作為是否同意該合併、分割或收購案的參考。但依相關法律規定得免召開股東會決議合併、分割或收購事項者，不在此限。若股東會因出席人數、表決權不足或其他法律限制，致無法召開、決議，或議案遭股

東會否決，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。

- 5.10.3 除其他法律另有規定或有特殊因素事先報經金融監督管理委員會(以下簡稱金管會)同意外，本公司應與參與合併、分割或收購之公司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律另有規定或有特殊因素事先報經金管會同意者外，應於同一天召開董事會。
- 5.10.4 本公司應將下列資料作成完整書面紀錄，並保存五年，備供查核。
- (1)人員基本資料：包括消息公開前所有參與合併、分割、收購或股份受讓計畫或計畫執行之人，其職稱、姓名、身分證字型大小(如為外國人則為護照號碼)。
 - (2)重要事項日期：包括簽訂意向書或備忘錄、委託財務或法律顧問、簽訂契約及董事會等日期。
 - (3)重要書件及議事錄：包括合併、分割、收購或股份受讓計畫，意向書或備忘錄、重要契約及董事會議事錄等書件。
- 5.10.5 本公司應依相關法律規定，於董事會決議通過之日起二日內，將 5.10.4(1)~(2)資料，依規定格式以網際網路資訊系統申報相關主管機關備查。
- 5.10.6 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，在訊息依本作業程序規定公開前，不得將計畫的內容對外洩露，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的所有公司的股票及其他具有股權性質額有價證券。
- 5.10.7 換股比例或收購價格除下列情形外，不得任意變更，且應於合併、分割、收購或股份受讓契約中訂定得變更的情況：
- (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的有價證券。
 - (2)處分公司重大資產等影響公司財務業務的行為。
 - (3)發生重大災害、技術重大變革等影響公司股東權益或證券價格情事。
 - (4)參與合併、分割、收購或股份受讓的公司任一方依法買回庫藏股的調整。
 - (5)參與合併、分割、收購或股份受讓的主體或家數發生增減變動。
 - (6)已於契約中訂定得變更的其他條件，並已對外公開揭露者。
- 5.10.8 參與合併、分割、收購或股份受讓，契約應載明參與合併、分割、收購或股份受讓公司的權利義務，並應載明下列事項：
- (1)違約的處理。
 - (2)因合併而消滅或被分割的公司前已發行具有股權性質有價證券或已買回的庫藏股額處理原則。
 - (3)參與公司於計算換股比例基準日後，得依法買回庫藏股的數量及其處理原則。
 - (4)參與主體或家數發生增減變動的處理方式。
 - (5)預計計畫執行進度、預計完成日程。
 - (6)計畫逾期未完成時，依法令應召開股東會的預定召開日期等相關處理常式。
- 5.10.9 本公司參與合併、分割、收購或股份受讓且資訊依相關法令或本作業程序規定

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許可權者，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，已進行完成的程序或法律行為，應由所有參與公司重行為的。

5.10.10 參與合併、分割、收購或股份受讓的公司有非屬公開發行公司者，本公司應與其簽訂協定，並依 5.10.3-5.10.6 及 5.10.9 規定辦理。

5.11 資訊公開：

5.11.1 本公司取得或處分資產，有下列情形者，應按性質依規定格式，於事實發生的即日起算二日內將相關資訊辦理公告申報：

(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的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、賣回條件的債券、申購或買回國內證券投資信託事業發行之貨幣市場基金，不在此限。

(2)進行合併、分割、收購或股份受讓。

(3)從事衍生性商品交易損失達所訂處理常式規定之全部或個別契約損失上限金額。

(4)取得或處分之資產種類屬供營業使用之設備，且其交易對象非為關係人，交易金額達新臺幣五億元以上。

(5)除前(1)至(4)以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新臺幣三億元以上者。但下列情形不在此限：

(a)買賣公債。

(b)以投資為專業者，於海內外證券交易所或證券商營業處所所為的有價證券買賣，或證券商於國內初級市場認購募集發行之普通公司債及未涉及股權之一般金融債券，或證券商因承銷業務需要、擔任興櫃公司輔導推薦證券商依財團法人中華民國證券櫃檯買賣中心規定認購之有價證券。

(c)買賣附買回、賣回條件的債券、申購或買回國內證券投資信託事業發行之貨幣市場基金。

(d)取得或處分的資產種類屬供營業使用的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。

(e)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，公司預計投入的交易金額未達新臺幣五億元以上。

前述交易金額依下列方式計算，所稱一年內是以本次交易事實發生之日為基準，往前追溯推算一年，若已依規定公告部分免再計入：

(1)每筆交易金額。

(2)一年內累積與同一相對人取得或處分同一性質目標交易的金額。

(3)一年內累積取得或處分(取得、處分分別累積)同一開發計畫不動產的金額。

(4)一年內累積取得或處分(取得、處分分別累積)同一有價證券的金額。

- 5.11.2 本公司應按月將本公司及非屬公開發行公司的子公司截至上月底止從事衍生性商品交易的情形依規定格式，於每月十日前輸入主管機關指定的資訊申報網站公告申報。
- 5.11.3 本公司依規定應公告項目如于公告時有錯誤或缺漏而應予補正時，應於知悉之即日起算二日內將全部項目重行公告申報。
- 5.11.4 本公司取得或處分資產，應將相關契約、議事錄、備查簿、估價報告、會計師、律師或證券承銷商的意見書備置於本公司，除本公司章程或其他法律另有規定者外，至少保存五年。
- 5.11.5 本公司依前列規定公告申報之交易後，有下列情形之一者，應於事實發生的即日起算二日內將相關資訊于相關主管機關指定網站辦理公告申報：
- (1)原交易簽訂的相關契約有變更、終止或解除情事。
 - (2)合併、分割、收購或股份受讓未依契約預定日程完成。
 - (3)原公告申報內容有變更。
- 5.11.6 本公司的子公司非屬公開發行公司者，其取得或處分資產達本條所規定應公告申報的標準者，本公司應代其辦理公告申報事宜。其中子公司適用的應公告申報標準有關達實收資本額百分之二十或總資產百分之十規定，是以本公司的實收資本額或總資產為準。
- 5.11.7 本公司的子公司非屬公開發行公司，其向關係人取得或處分不動產，不論金額大小，母公司均需代子公司辦理公告申報事宜。
- 5.11.8 有關總資產百分之十之規定，以證券發行人財務報告編制準則規定的最近期個體或個別財務報告中的總資產金額計算。
- 5.11.9 公司股票無面額或每股面額非屬新臺幣十元者，有關實收資本額百分之二十之交易金額規定，以歸屬母公司業主的權益百分之十計算之。
- 5.12 對子公司取得或處分資產的控管程序：
- (1)本公司應督促各子公司訂定取得或處分資產處理程序，經其董事會通過後，提報其股東會同意，修正時亦同。
 - (2)各子公司的取得或處分資產，依其所訂《取得或處分資產作業程序》或其他法律規定辦理。
本公司財務部門應評估該項取得或處分資產的可行性、必要性及合理性，事後並追蹤執行狀況，進行分析檢討。
 - (3)本公司內部稽核人員應定期稽核各子公司對其《取得或處分資產作業程序》的遵循情形，作成稽核報告；稽核報告的發現及建議于陳核後，應通知各受查額子公司改善，並定期作成追蹤報告，以確定其已及時採取適當的改善措施。
- 5.13 罰則：
本公司相關人員辦理取得或處分資產，如有違反本作業程序規定，依照本公司相關人事規章的規定，依其情節輕重處罰。
- 5.14 相關法令之補充：本作業程序未盡事宜，悉依有關法令規定辦理。

六、實施與修訂

本公司制訂本作業程序應經董事會通過，並提報股東會同意後，自本公司股票於臺灣證券交易所股份有限公司或財團法人中華民國證券櫃檯買賣中心上市(櫃)之日起實施，如

有董事表示異議且有紀錄或書面聲明者，本公司應將其異議提報股東會討論，修正時亦同。

本公司設置獨立董事，將依前項規定將本作業程序提報董事會討論時，充分考慮各獨立董事之意見，將其反對或保留意見列入董事會紀錄。

本公司依章程設置審計委員會，訂定或修訂本作業程序，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。

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。

前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。

參考文件：衍生性商品備查簿。

相關表單：衍生性商品備查簿。

注：此作業程序適用於強信機械科技股份有限公司及所有子公司

七、沿革：

本作業程序訂立於：2015年2月14日。

第一次修訂於2018年6月12日。

【附錄四】

董事選舉辦法

一、目的

為公平、公正、公開選舉董事、監察人，特依「上市上櫃公司治理實務守則」第二十一條、第四十一條及本公司章程與相關法令規定特制訂本選舉辦法。

二、範圍

適用於本公司董事的選舉。

三、權責

無。

四、定義

無。

五、內容

5.1 本公司董事的選舉，除法令或章程另有規定外，應依本選舉辦法辦理。

5.2 本公司董事的選舉，應考慮董事會的整體配置。董事會成員應普遍具備執行職務所必須的知識、技能及素養，其整體應具備之能力如下：

5.2.1 營運判斷能力。

5.2.2 會計及財務分析能力。

5.2.3 經營管理能力。

5.2.4 危機處理能力。

5.2.5 產業知識。

5.2.6 國際市場觀。

5.2.7 領導能力。

5.2.8 決策能力。

5.3 本公司獨立董事的資格及選舉，應符合本公司章程及相關法令之規定。

5.4 本公司董事的選舉採用記名累積投票制，每一股份有與應選出董事人數相同的選舉權，須集中選舉一人，或分開選舉數人。

5.5 董事會應製備與應選出董事人數相同的選舉票，並加填其權數，分發出席股東會的股東，選舉人的記名，得以在選舉票上所印出席證號碼代之。

5.6 本公司依章程設獨立董事時，獨立董事與非獨立董事應一併進行選舉，依本公司章程所定的名額，分別計算獨立董事、非獨立董事的當選名額，由所得選舉票代表選舉權數較多者分別依次當選，如有二人以上得權數相同而超過規定名額時，由得權數相同者抽籤決定，未出席者由主席代為抽籤。

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

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

5.9 選舉票有左列情事之一者無效：

5.9.1 不用董事會製備之選票者。

5.9.2 以空白之選票投入投票箱者。

5.9.3 字跡模糊無法辨認或經塗改者。

5.9.4 所填被選舉人如為股東身分者，其戶名、股東戶號與股東名簿不符者；所填被選舉人如非股東身分者，其姓名、身分證明文件編號經核對不符者。

5.9.5 除填被選舉人之戶名（姓名）或股東戶號（身分證明文件編號）及分配選舉權數外，夾寫其他文字者。

5.9.6 所填被選舉人之姓名與其他股東相同而未填股東戶號或身分證明文件編號可資識別者。

5.9.7 未經投入投票箱之選票。

5.9.8 選舉人所投之選舉權數總和超過其所持有之選舉權數總和者。

5.10 投票完畢後當場開票，開票結果由主席當場宣佈董事當選名單。

5.11 當選之董事由本公司董事會發給當選通知書。

六、實施與修訂

本選舉辦法由股東會通過實行，修正時亦同。

注：此管理辦法適用於強信機械科技股份有限公司及所有子公司。

七、沿革：

本選舉辦法訂立於：2015年2月14日。

【附錄五】

強信機械科技股份有限公司 全體董事持股情形

- 一、本公司已發行股份總數計 66,289,563 股。
依『公開發行公司董事、監察人股權成數及查核實施細則』的規定全體董事法定最低應持有股數為 5,220,000 股。
- 二、本公司董事截至本次股東常會停止過戶日西元 2019 年 4 月 8 日止，股東名簿記載持有股數狀況如下：

身分別	法人名稱/姓名	持有股數	
		股數	持有比率
董事長	IMPERIAL INTERNATIONAL CO., LTD 皇家國際有限公司 代表人：綦秉信	27,272,000	41.14%
董事	IMPERIAL INTERNATIONAL CO., LTD 皇家國際有限公司 代表人：許相仁	27,272,000	41.14%
董事	綦桃松	0	0.00%
董事	許錦山	0	0.00%
獨立董事	林志忠	0	0.00%
獨立董事	王錦祥	0	0.00%
獨立董事	戴國政	0	0.00%

註：本公司採取審計委員會制度，設有三席獨立董事擔任審計委員，因此無設立監察人，也不適用有關監察人持有股數不得少於一定比例之規定。