股票代碼:6591

SUN MAX TECH LIMITED
動力科技股份有限公司

106年
股東常會
議事手冊

時間：西元2017年6月28(星期三)上午9時00分
地點：集思台大會議中心洛克廳
（台北市大安區羅斯福路四段85號B1）

POWERLOGIC

目錄

壹、開會程序 2
貳、開會議程 3
報告事項 4
承認事項 6
討論事項 7
臨時動議 7
散會 7
參、附件 8
附件一、2016 年度營業報告書 8
附件二、2016 年度審計委員會審查報告書 12
附件三、2016 年度盈餘分配表 13
附件四、誠信經營守則 14
附件五、經營誠信作業程序及行為指南 21
附件六、道德行為準則 28
附件七、2016 年度合併財務報告暨會計師查核報告 31
附件八、取得或處分資產處理處理程序條文修正對照表 38
附件九、公司章程條文修正對照表 42
附件十、資金貸與他人程序條文修正對照表 43
肆、附錄 44
附錄一、股東會議事規則 44
附錄二、公司章程 48
附錄三、全體董事持股情形 121
附錄四、本次股東會擬議之無償配股對公司營業績效、每股盈餘及股東投資報酬率之影響： 122
附錄五、員工酬勞及董監酬勞 123
附錄六、持有本公司已發行股份總數百分之一以上股份之股東提案相關資訊： 123

壹、 開會程序

SUN MAX TECH LIMITED

動力科技股份有限公司

2017年股東常會開會程序

一、 宣　佈　開　會

二、 主　席　致　詞

三、 報　告　事　項

四、 承　認　事　項

五、 討　論　事　項

六、 臨　時　動　議

七、 散　　會

貳、 開會議程

SUN MAX TECH LIMITED

動力科技股份有限公司

2017年股東常會議程

時間：西元 2017 年 6 月 28(星期三)上午 9 時 00 分

地點：集思台大會議中心洛克廳（台北市大安區羅斯福路四段 85 號 B1）

一、報告出席股數，宣佈開會

二、主席致詞

三、報告事項：

1、 2016年度營業概況報告。

2、 2016年度審計委員會查核報告。

3、 2016年度員工酬勞及董事酬勞分配情形報告。

4、 大陸投資情形報告。

5、 「誠信經營守則」暨「經營誠信作業程序及行為指南」 報告。

6、 「道德行為準則」報告。

四、承認事項：

1、 2016年度營業報告書及財務報表。

2、 2016年度盈餘分配案。

五、討論事項：

1、 修訂「取得或處分資產處理程序」案。

2、 修訂「公司章程」案。

3、 修訂「資金貸與他人程序」案。

六、臨時動議

七、散會

報告事項

第一案：

案由：2016 年度營業概況報告，謹請　公鑒。

說明：2016 年度營業概況報告，請參閱本議事手冊[附件一]第 8 頁至第 11 頁。

第二案：

案由：2016 年度審計委員會查核報告，謹請　公鑒。

說明：1、2016 年度審計委員會查核報告，請參閱本議事手冊[附件二]第 12 頁。

2、本案業經 2017 年 3 月 17 日第一屆第四次審計委員會及 2017 年 3 月 17 日第二屆第八次董事會通過在案。

第三案：

案由：2016 年度員工酬勞及董事酬勞分配情形報告，謹請　公鑒。

說明：1、依公司章程第 129 條規定分配 2016 年度員工酬勞新台幣 3,855,162 元及董事酬勞 3,084,130 元，請參閱本議事手冊[附件三]第 13 頁。

2、本案業經 2017 年 3 月 17 日第一屆第五次薪酬委員會及 2017 年 3 月 17 日第二屆第八次董事會通過在案。

第四案：

案由：大陸投資情形報告，謹請　公鑒。

說明：1、截至 2016 年度轉投資大陸地區之事業相關資訊：

單位：除另予註明者外，為新台幣仟元

大陸被投資公司名稱	主要營業項目	實收資本額	投資方式（註 1）	本期期初自台灣匯出累積投資金額	本期匯出或收回投資金額		本期期末自台灣匯出累積投資金額	被投資公司本期損益	本公司直接或間接投資之持股比例	本期認列投資損益（註 2）	期末投資帳面金額	截至本期止已匯回投資收益	備註
					匯出	收回							
東莞湊奕電子有限公司	散熱風扇之銷售	CNY 3,000	透過第三地區投資設立公司再投資大陸公司 (POWER LOGIC HOLDINGS INC.)	$	$	$	$	$	100.00	$ 60,789	$ 98,104	$-	
東莞動利電子有限公司	散熱風扇之產銷	HKD 2,100	透過第三地區投資設立公司再投資大陸公司 (UNITED STRATEGY INC.)						100.00	$ 106,870	$ 400,130	$-	

2、赴大陸地區投資限額：

本期期末累計自台灣匯出赴大陸地區投資金額	經濟部投審會核准投資金額	依經濟部投審會規定赴大陸地區投資限額
不適用	不適用	不適用

第五案：

案由：訂定「誠信經營守則」暨「經營誠信作業程序及行為指南」，謹請 公鑒。

說明：1、配合公司治理運作，訂定「誠信經營守則」暨「經營誠信作業程序及行為指南」，請參閱本議事手冊[附件四]第 14 頁至第 20 頁及[附件五]第 21 頁至 27 頁。

2、本案業經 2016 年 4 月 29 日董事會以及 2017 年 5 月 4 日第一屆第六次審計委員會及 2017 年 5 月 4 日第二屆第十次董事會通過在案。

第六案：

案由：訂定「道德行為準則」，謹請 公鑒。

說明：1、配合公司治理運作，訂定「道德行為準則」，請參閱本議事手冊[附件六]第 28 頁至 30 頁。

2、本案業經 2016 年 4 月 29 日董事會通過在案。

承認事項

第一案：〔董事會提〕

案由：本公司 2016 年度營業報告書、財務報表，提請　承認。

說明：1、本公司 2016 年合併財務報表業經勤業眾信聯合會計師事務所楊承修會計師及鄭旭然會計師查核完竣並出具無保留意見之查核報告，營業報告書及合併財務報表，請參閱本議事手冊[附件一]第 8 頁至第 11 頁及[附件七]第 31 至 37 頁。

2、本案業經 2017 年 3 月 17 日第一屆第四次審計委員會及 2017 年 3 月 17 日第二屆第八次董事會通過在案。謹依法提請　承認。

決議：

第二案：〔董事會提〕

案由：本公司 2016 年度盈餘分配案，提請　承認。

說明：1、本公司 2016 年度盈餘分配表，請參閱本議事手冊[附件三]第 13 頁。

2、本公司 2016 年度盈餘分配案，擬由盈餘中提撥新台幣 27,480,000 元，每股新台幣 10 元，轉增資發行新股 2,748,000 股，其中新股分派比例以增資基準日原股東持有股數每 1,000 股無償配發 170.471464 股，若有分配不足一股之畸零股，授權董事長洽特定人認購，新股之權利義務與原有股份相同，擬請股東會授權董事會，就本次增資案於呈奉主管機關核准後，另訂增資基準日。

3、本公司 2016 年度盈餘分配案，擬由盈餘中提撥新台幣 27,480,000 元，發放現金股利，每股發放 1.70471464 元，本次現金股利發放擬請股東會授權董事會另訂除息基準日。本公司茲此確認已提撥足額之準備金並有足夠之資金，而於派發股利後，仍足以支應本公司依據一般日常業務所需支付之屆期款項。

4、於配股(息)基準日前，如因本公司買回公司股份或將庫藏股轉讓員工、可轉換公司債轉換股份、現金增資...等因素，影響流通在外股份數量，致使股東配股比率發生變動而須修正時，授權董事會全權處理。

5、本案業經 2017 年 3 月 17 日第一屆第四次審計委員會及 2017 年 3 月 17 日第二屆第八次董事會通過在案。謹依法提請　承認。

決議：

討論事項

第一案：〔董事會提〕

案由：修訂本公司「取得或處分資產處理程序」，提請　討論。

說明 1、配合金管證發字第 1060001296 號法令修訂，擬修改取得或處分資產處理程序，相關條文修正對照表請參閱本議事手冊[附件八]第 38 頁至第 41 頁。

2、本案業經 2017 年 3 月 17 日第一屆第四次審計委員會及 2017 年 3 月 17 日第二屆第八次董事會通過在案。

決議：

第二案：〔董事會提〕

案由：修訂本公司「公司章程」，提請　討論。

說明 1、配合金管證交字第 10500450201 號法令修訂，擬修訂本公司章程，相關條文修正對照表請參閱本議事手冊[附件九]第 42 頁。

2、本案業經 2017 年 3 月 17 日第二屆第八次董事會通過在案。

決議：

第三案：〔董事會提〕

案由：修訂本公司「資金貸與他人程序」，提請　討論。

說明 1、本公司因考量股東權益，擬下修資金貸與他人額度，相關條文修正對照表請參閱本議事手冊[附件十]第 43 頁。

2、本案業經 2017 年 3 月 17 日第一屆第四次審計委員會及 2017 年 3 月 17 日第二屆第八次董事會通過在案。

決議：

臨時動議

散會

參、 附件

附件一、 2016年度營業報告書

SUN MAX TECH LIMITED
動力科技股份有限公司
2016 年度營業報告書

本公司於 2016 年積極開發電競市場，並電競產品相關 LED 之應用、電競筆電散熱風扇，為本公司營收挹注新動能，另外本公司營收占比較高之顯示卡風扇亦於 2016 年提高市占率。

本公司 2016 年度積極推動辦理股票公開發行暨股票登陸興櫃買賣，並於 2016/11/16 由財團法人中華民國證券櫃檯買賣中心核准公開發行，更於 2016/11/30 核准掛牌正式登錄興櫃市場。

一、2016 年度營業概況

（一）2016 年度營業計畫實施成果(合併報告)：

單位：新台幣千元；%

項目 \ 年度	2015 年	2016 年	差異	
			金額	%
營業收入	841,107	1,173,895	332,788	40
營業成本	(625,965)	(801,589)	(175,624)	28
營業毛利	215,142	372,306	157,164	73
營業費用	(85,332)	(157,734)	(72,402)	85
營業損益	129,810	214,572	84,762	65
營業外收入及支出	5,311	13,655	8,344	157
稅前淨利	135,121	228,227	93,106	69
所得稅費用	(49,938)	(80,967)	31,029	62
本期淨利(損)	85,183	147,260	62,077	73
本期其他綜合損益	(2,983)	(36,745)	(33,762)	1,132
本期綜合損益總額	82,200	110,515	28,315	34

重大變動項目說明：(前後期變動比率達 20%以上，且變動金額超過新台幣一千萬元者)

(1) 營業收入：主係因本公司電競顯示卡(DT)及一般散熱風扇(DT)銷售良好所致。

(2) 營業成本：主係營收上升，相關生產成本隨之增加。
營業毛利：主係因本公司電競顯示卡(DT)及一般散熱風扇(DT)銷售良好，持續獲利所致。
※電競顯示卡(DT)
1.銷售數量增加，對銷貨收入及銷貨毛利產生有利差 28,157 千元。
2.平均單位售價上升，對毛利產生有利影響數 101,560 千元
3.平均單位成本上升，對毛利產生不利影響數 47,789 千元

年度 項目	2015 年	2016 年	差異	
			金額	%
4.價量混合變動，對毛利產生有利影響數 11,810 千元 ※一般散熱風扇(DT) 1.銷售數量增加，對銷貨收入及銷貨毛利產生有利差 14,946 千元。 2.平均單位售價上升，對毛利產生有利影響數 27,334 千元 3.平均單位成本上升，對毛利產生不利影響數 13,405 千元 4.價量混合變動，對毛利產生有利影響數 2,963 千元 (3) 營業費用：主係營收增加，營業費用亦隨之增加，主係用人費用及勞務費用增加 49,060 仟元。 (4) 營業損益：主係因 2016 年度營收增加，毛利率亦較 2015 年度增加 6.14%，以致營業損益大幅增加 84,763 仟元。 (5) 稅前淨利：主係因 2016 年營收較 2015 年度增加 332,788 仟元成長 39.6% 及營業外收入及利益淨增加 8,344 仟元主係兌換利益增加 8,536 (仟元)所致。 (6) 所得稅費用：主係 2016 年當期所得稅增加 4,370 仟元及遞延所得稅(暫時性差異)增加 26,659 仟元所致。 (7) 本期其他綜合損益：增加 33,762(仟元)主係國外營運機構財務報表台幣對人民幣匯率 5.055 升值至 4.648984 換算之兌換差額所致。本期綜合損益總額：主係因 2016 年度稅後損益增加 62,077 仟元及國外營運機構財務報表換算之兌換差額增加 33,762 仟元所致。				

資料來源：經會計師查核簽證之合併財務報告

（二）、財務狀況比較分析表(合併報告)：

單位：新台幣千元；%

年度 項目	2015 年	2016 年	差異	
			金額	%
流動資產	540,757	812,067	271,310	50.17
固定資產	78,746	168,455	89,709	113.92
無形資產	10,618	9,940	(678)	(6.39)
其他資產	21,784	16,347	(5,437)	(24.96)
資產總額	651,905	1,006,809	354,904	54.44
流動負債	379,393	402,179	22,786	6.01
其他負債	64,019	93,522	29,503	46.08
負債總額	443,412	495,701	52,289	11.79
股本	76,422	161,200	84,778	110.93
資本公積	26,487	171,009	144,522	545.63
保留盈餘	86,498	196,558	110,060	127.24

年度 項目	2015 年	2016 年	差異	
			金額	%
其他權益	19,086	(17,659)	(36,745)	(192.52)
股東權益總額	208,493	511,108	302,615	145.14
重大變動項目說明：(金額變動達 10%以上，且金額達當年度資產總額 1%，即 10,068 仟元) 流動資產：主係因本公司營收增加，致應收帳款及存貨提高所致。 固定資產：主係增購中和辦公室及土地所致。 其他負債：主係遞延所得稅負債增加所致。 股本：主係本公司於 2016 年度辦理現金增資及盈餘轉增資所致。 資本公積：主係本公司於 2016 年度辦理現金增資溢價所致。 保留盈餘：主係本公司於 2016 年度營運良好，獲利增加所致。 其他權益：主係本公司國外營運機構財務報表換算之兌換差額所致。				

資料來源：經會計師查核簽證之合併財務報告

（三）、研究發展狀況：

本公司2015年度及2016年研發費用分別為10,218 千元及20,739千元，研發費用占營收百分比約為1.21%及1.77%，不斷精進現有製程、強化生產線效率加速導入並量產已完成之研發成果與降低成本，更積極開發新產品多元化之應用，透過研發費用及人才的投入，和客戶共同開發高附加價值產品，並將持續致力於自動化生產導入、培養專業人才、設計創新產品、開發新生產工藝提升公司競爭力，擴大整體效益。

二、20107 年度營業計劃概要、未來公司發展策略及受到外部環境之影響

（一）2017 年度之經營方針：

(1)業務端加強海外據點與代理商討論規劃，積極引進客戶。

(2)業務端建立區分新客戶開發與既有客戶維持服務團隊。

(3)調整各區之產品線、產能，持續評估導入半自動&自動化機器提升產能利用率，活化資產使用效益。

(4)導入汽車風扇產品 IATF16949:2016 認證。

(5)多元管道募資，以充沛資金供應集團未來發展之所需。

(6)積極推動 SUN MAX TECH LIMITED 申請股票上(市)櫃計畫。

(7)東莞溱奕電子有限公司新廠搬遷計畫持續進行。

（二）未來公司發展策略：

(1)放眼於未來，我司看重未來消費性電子產業的發展趨勢，將消費性電子產業中的

電競產業及 VR 二大區塊進行切入。而電競產業的興起有賴於遊戲軟體、電腦科技、網路設備和商業模式等先決條件之建構並配合共同營造商機，因此諸多國內外廠商都選擇發展電競業務。

(2) 5C 產品(通訊 、電腦 、消費性電子、車用電子、醫療電子)於風扇設計應用上，除了包含轉速、效能、省電、低噪音、長壽命及穩定度的提升外，如何設計出符合所應用的產品也成為風扇廠商的競爭指標之一。

(3)公司產品之發展趨勢方針:

1.三高：高效能、高品質、高壽命。

2.雙快：設計快、交期快。

3.三低：低噪音、低耗能、低單價。

(4) 與客戶建立長期合作夥伴關係，提高客戶對集團生產能力之需求，維持市場競爭性。

(5) 秉持與員工一起成長理念，加強公司內部人才培訓，著重經驗傳承，並加強員工職前及在職訓練，以提升員工素質，改善勞動條件，促進勞資合諧。

（三）受到外部競爭環境、法規環境及總體經營環境之影響：

公司除面臨同業的激烈競爭外，且散熱風扇主要應用於成熟穩定成長之 3C 產業，同業均以量大訂單客戶為目標，並以價格競爭為行銷之手段，因此市場競爭激烈，造成同業削價求售及品質良莠不齊的現象。面對此紅海市場，各家風扇廠的盲點有：1.生產作業彈性慢靈活度差 2.無法配合少量多樣 3.客製化訂單生產、交期短 4.無法快速反應配合客戶開發新產品 5.共同構思風扇與系統應用的行銷亮點。上述更是本公司突破同業間亟思改變的關鍵所在。

因 IT 產品生命週期短、設計複雜、研發快速且品質要求高，而零組件配合其更新之技術及速度更顯重要，且隨著產品的差異化傾向，因應各家客戶產品規格與訴求不同，廠商必須具備製程應變能力及研發創新多變能力，以適時滿足客戶之需求，本公司於投入顯卡市場時即係以自有技術發展，在多年研發經驗的累積下，除已申請多項專利權確保公司競爭力外，於產品設計、交期及品質均能配合客戶之需求開發調整及快速反應市場之變化，並積極投入製程之改善，以提升生產力並增加市場競爭力。

董事長：SINOTEAM HOLDINGS INC 法人代表: 許文昉 總經理：許文昉 會計主管：陳慧鈴

附件二、　2016年度審計委員會審查報告書

審計委員會審查報告書

茲准

董事會造具本公司西元 2016 年度營業報告書、財務報表及盈餘分配議案，其中財務報表業經勤業眾信聯合會計師事務所楊承修會計師及鄭旭然會計師查核完竣，並出具查核報告。前述營業報告書、財務報表及盈餘分配議案，經本審查委員會查核，認為尚無不符，爰依公司法第 219 條規定，繕具報告書，報請 鑒核。

此致

SUN MAX TECH LIMITED 西元 2017 年股東常會
動力科技股份有限公司

SUN MAX TECH LIMITED 動力科技股份有限公司
審計委員會召集人 ：謝玉田

西　元　2　0　1　7　年　0　3　月　1　7

附件三、2016年度盈餘分配表

SUN MAX TECH LIMITED

西元２０１６年度盈餘分配表

單位：新台幣元

項目	金額小計	金額合計	備註
期初未分配盈餘		49,296,218	
本期淨利		147,260,113	
可供分配盈餘		196,556,331	
提列法定盈餘公積(10%)		(14,726,011)	
提列特別盈餘公積		(17,659,542)	註1
本期可供分配盈餘		164,170,778	
分配項目			
股東股票股利(1.70471464元/股)	(27,480,000)	(27,480,000)	註2
股東現金股利(1.70471464元/股)	(27,480,000)	(27,480,000)	註2
期末未分配盈餘		109,210,778	
附註			
配發員工現金紅利	3,855,162		
配發董監事酬勞	3,084,130		

董事長：SINOTEAM HOLDINGS INC. 代表人:許文昉　　經理人：　　會計主管：

註：

1. 依證交法第四十一條第一項規定，提列特別盈餘公積。
2. 本公司股利分配係依截止至2017.03.17，總股數16,120,000股計算。
3. 本案俟股東會通過後，盈餘分配之除息基準日及其他相關事項，授權董事會另訂之。
4. 本次股票股利按分配比例計算至1股為止，分配未滿1股之畸零股，其股份授權董事長洽特定人按面額認購，列入公司之其他收入。
5. 於配股基準日前，如因本公司買回公司股份或將庫藏股轉讓員工、可轉換公司債轉換股份、現金增資...等因素，影響流通在外股份數量，致使股東配股比率發生變動而須修正時，授權董事會全權處理。

附件四、誠信經營守則

標　　題	誠信經營守則		編號：IA002	版本 1.1
制訂部門	稽核室	制訂日期	106 年 05 月 04 日	第 1 頁 共 7 頁

第1條　訂定目的及適用範圍：

為協助本公司建立誠信經營之企業文化及健全發展，提供其建立良好商業運作之參考架構，特訂定本誠信經營守則（以下簡稱本守則）。

本守則適用範圍及於其子公司、直接或間接捐助基金累計超過百分之五十之財團法人及其他具有實質控制能力之機構或法人等集團企業與組織（以下簡稱集團企業與組織）。

第2條　禁止不誠信行為：

本公司之董事、經理人、受僱人、受任人或具有實質控制能力者（以下簡稱實質控制者），於從事商業行為之過程中，不得直接或間接提供、承諾、要求或收受任何不正當利益，或做出其他違反誠信、不法或違背受託義務等不誠信行為，以求獲得或維持利益（以下簡稱不誠信行為）。

前項行為之對象，包括公職人員、參政候選人、政黨或黨職人員，以及任何公、民營企業或機構及其董事（理事）、監察人（監事）、經理人、受僱人、實質控制者或其他利害關係人。

第3條　利益之態樣：

本守則所稱利益，係指任何有價值之事物，包括任何形式或名義之金錢、餽贈、佣金、職位、服務、優待、回扣等。但屬正常社交禮俗，且係偶發而無影響特定權利義務之虞時，不在此。

第4條　法令遵循：

本公司遵守公司法、證券交易法、商業會計法、政治獻金法、貪污治罪條例、政府採購法、公職人員利益衝突迴避法、上市上櫃相關規章或其他商業行為有關法令，以作為落實誠信經營之基本前提。

第5條　政策：

本公司應本於廉潔、透明及負責之經營理念，制定以誠信為基礎之政策，並建立良好之公司治理與風險控管機制，以創造永續發展之經營環境。

核准：	審核：	製作：
周宜炘	周宜炘	周宜炘

第6條　防範方案：

本公司制訂之誠信經營政策，應清楚且詳盡地訂定具體誠信經營之作法及防範不誠信行為方案（以下簡稱防範方案），包含作業程序、行為指南及教育訓練等。

本公司訂定防範方案，應符合公司及其集團企業與組織營運所在地之相關法令。

第7條　防範方案之範圍：

本公司訂定防範方案時，應分析營業範圍內具較高不誠信行為風險之營業活動，並加強相關防範措施。訂定防範方案至少應涵蓋下列行為之防範措施：

1. 行賄及收賄。
2. 提供非法政治獻金。
3. 不當慈善捐贈或贊助。
4. 提供或接受不合理禮物、款待或其他不正當利益。
5. 侵害營業秘密、商標權、專利權、著作權及其他智慧財產權。
6. 從事不公平競爭之行為。
7. 產品及服務於研發、採購、製造、提供或銷售時直接或間接損害消費者或其他利害關係人之權益、健康與安全。

第8條　承諾與執行：

本公司及集團企業與組織應於規章及對外文件中明示誠信經營之政策，以及董事會與管理階層積極落實誠信經營政策之承諾，並於內部管理及外部商業活動中確實執行。

第9條　誠信經營商業活動：

本公司應本於誠信經營原則，以公平與透明之方式進行商業活動。

本公司於商業往來之前，應考量其代理商、供應商、客戶或其他商業往來交易對象之合法性及是否涉有不誠信行為，避免與涉有不誠信行為者進行交易。

本公司與其代理商、供應商、客戶或其他商業往來交易對象簽訂之契約，其內容應包含遵守誠信經營政策及交易相對人如涉有不誠信行為時，得隨時終止或解除契約之條款。

第10條　禁止行賄及收賄：

本公司及本公司董事、經理人、受僱人、受任人與實質控制者，於執行業務時，不得直接或間接向客戶、代理商、承包商、供應商、公職人員或其他利害關係人提供、承諾、要求或收受任何形式之不正當利益。

第11條　禁止提供非法政治獻金：

本公司及本公司董事、經理人、受僱人、受任人與實質控制者，對政黨或參與政治活動之組織或個人直接或間接提供捐獻，應符合政治獻金法，不得藉以謀取商業利益或交易優勢。

第12條　禁止不當慈善捐贈或贊助：

本公司及本公司董事、經理人、受僱人、受任人與實質控制者，對於慈善捐贈或贊助，應符合相關法令及內部作業程序，不得為變相行賄。

第13條　禁止不合理禮物、款待或其他不正當利益：

本公司及本公司董事、經理人、受僱人、受任人與實質控制者，不得直接或間接提供或接受任何不合理禮物、款待或其他不正當利益，藉以建立商業關係或影響商業交易行為。

第14條　禁止侵害智慧財產權：

本公司及本公司董事、經理人、受僱人、受任人與實質控制者，應遵守智慧財產相關法規、公司內部作業程序及契約規定；未經智慧財產權所有人同意，不得使用、洩漏、處分、燬損或有其他侵害智慧財產權之行為。

第15條　禁止從事不公平競爭之行為：

本公司應依相關競爭法規從事營業活動，不得固定價格、操縱投標、限制產量與配額，或以分配顧客、供應商、營運區域或商業種類等方式，分享或分割市場。

第16條　防範產品或服務損害利害關係人：

本公司及其董事、經理人、受僱人、受任人與實質控制者，於產品與服務之研發、採購、製造、提供或銷售過程，應遵循相關法規與國際準則，確保產品及服務之資訊透明性及安全性，制定且公開其消費者或其他利害關係人權益保護政策，並落實於營運活動，以防止產品或服務直接或間接損害消費者或其他利害關係人之權益、健康與安全。有事實足認其商品、服務有危害消費者或其他利害關係人安全與健康之虞時，原則上應即回收該批產品或停止其服務。

第17條　組織與責任：

本公司之董事、經理人、受僱人、受任人及實質控制者應盡善良管理人之注意義務，督促公司防止不誠信行為，並隨時檢討其實施成效及持續改進，確保誠信經營政策之落實。

本公司為健全誠信經營之管理，應設置隸屬於董事會之專責單位，負責誠信經營政策與防範方案之制定及監督執行，主要掌理下列事項，並定期向董事會報告：

1. 協助將誠信與道德價值融入公司經營策略，並配合法令制度訂定確保誠信經營之相關防弊措施。
2. 訂定防範不誠信行為方案，並於各方案內訂定工作業務相關標準作業程序及行為指南。
3. 規劃內部組織、編制與職掌，對營業範圍內較高不誠信行為風險之營業活動，安置相互監督制衡機制。
4. 誠信政策宣導訓練之推動及協調。
5. 規劃檢舉制度，確保執行之有效性。
6. 協助董事會及管理階層查核及評估落實誠信經營所建立之防範措施是否有效運作，並定期就相關業務流程進行評估遵循情形，作成報告。

第18條　業務執行之法令遵循：

本公司之董事、經理人、受僱人、受任人與實質控制者於執行業務時，應遵守法令規定及防範方案。

第19條　利益迴避：

本公司應制定防止利益衝突之政策，據以鑑別、監督並管理利益衝突所可能導致不誠信行為之風險，並提供適當管道供董事、經理人及其他出席或列席董事會之利害關係人主動說明其與公司有無潛在之利益衝突。

本公司董事、經理人及其他出席或列席董事會之利害關係人對董事會所列議案，與其自身或其代表之法人有利害關係者，應於當次董事會說明其利害關係之重要內容，如有害於公司利益之虞時，不得加入討論及表決，且討論及表決時應予迴避，並不得代理其他董事行使其表決權。董事間亦應自律，不得不當相互支援。

本公司董事、經理人、受僱人、受任人與實質控制者不得藉其在公司擔任之職位或影響力，使其自身、配偶、父母、子女或任何他人獲得不正當利益。

第20條　會計與內部控制：

本公司應就具較高不誠信行為風險之營運活動，建立有效之會計制度及內部控制制度，不得有外帳或保留秘密帳戶，並應隨時檢討，俾確保該制度之設計及執行持續有效。

本公司內部稽核人員應定期查核前項制度遵循情形，並做成稽核報告提報董事會。

第21條　作業程序及行為指南：

本公司應依第 6 條規定訂定作業程序及行為指南，具體規範董事、經理人、受僱人及實質控制者執行業務應注意事項，其內容至少應涵蓋下列事項：

1. 提供或接受不正當利益之認定標準。
2. 不提供政治獻金。
3. 提供正當慈善捐贈或贊助之處理程序及金額標準。
4. 避免與職務相關利益衝突之規定，及其申報與處理程序。
5. 對業務上獲得之機密及商業敏感資料之保密規定。
6. 對涉有不誠信行為之供應商、客戶及業務往來交易對象之規範及處理程序。
7. 發現違反企業誠信經營守則之處理程序。
8. 對違反者採取之紀律處分。

第22條　教育訓練與考核：

公司之董事長、總經理或高階管理階層應定期向董事、受僱人及受任人傳達誠信之重要性。

本公司應定期對董事、經理人、受僱人、受任人及實質控制者舉辦教育訓練與宣導。

本公司應將誠信經營政策與員工績效考核及人力資源政策結合，設立明確有效之獎懲制度。

第23條　檢舉制度：

本公司應訂定具體檢舉制度，並應確實執行，其內容至少應涵蓋下列事項：

1. 建立並公告內部獨立檢舉信箱、專線或委託其他外部獨立機構提供檢舉信箱、專線，供公司內部及外部人員使用。
2. 指派檢舉受理專責人員或單位，檢舉情事涉及董事或高階主管，應呈報至獨立董事，並訂定檢舉事項之類別及其所屬之調查標準作業程序。
3. 檢舉案件受理、調查過程、調查結果及相關文件製作之紀錄與保存。
4. 檢舉人身分及檢舉內容之保密。
5. 保護檢舉人不因檢舉情事而遭不當處置之措施。
6. 檢舉人獎勵措施。

本公司受理檢舉專責人員或單位，如經調查發現重大違規情事或公司有受重大損害之虞時，應立即作成報告，以書面通知獨立董事。

第24條　懲戒與申訴制度：

本公司應明訂及公布違反誠信經營規定之懲戒與申訴制度，並即時於公司內部網站揭露違反人員之違反日期、違反內容及處理情形等資訊。

第25條　資訊揭露：

本公司應於網站、年報及公開說明書揭露本守則之執行情形。

第26條　誠信經營政策與措施之檢討修正：

本公司應隨時注意國內外誠信經營相關規範之發展，並鼓勵董事、經理人及受僱人提出建議，據以檢討改進公司訂定之誠信經營政策及推動之措施，以提昇公司誠信經營之落實成效。

第27條　實施與修正：

本守則經董事會決議通過後實施，並應提報股東會報告，修正時亦同。

本守則提報董事會討論時，應充分考量各獨立董事之意見，並將其反對或保留之意見，於董事會議事錄載明；如獨立董事不能親自出席董事會表達反對或保留意見者，除有正當理由外，應事先出具書面意見，並載明於董事會議事錄。

本守則訂於民國一〇六年五月四日訂定。

附件五、經營誠信作業程序及行為指南

標　　題	誠信經營作業程序及行為指南		編號：IA003	版本 1.1
制訂部門	稽核室	制訂日期	105 年 04 月 29 日	第 1 頁 共 7 頁

第1條　目的及適用範圍：

本公司基於公平、誠實、守信、透明原則從事商業活動，為落實誠信經營政策，並積極防範不誠信行為，依「上市上櫃公司誠信經營守則」訂定本作業程序及行為指南，具體規範本公司人員於執行業務時應注意之事項。

本作業程序及行為指南適用範圍及於本公司之子公司、直接或間接捐助基金累計超過百分之五十之財團法人及其他具有實質控制能力之機構或法人等集團企業與組織。

第2條　適用對象：

本作業程序及行為指南所稱本公司人員，係指本公司及集團企業與組織董事、經理人、受僱人及具有實質控制能力之人。

本公司人員藉由第三人提供、承諾、要求或收受任何形式或名義之金錢、餽贈、禮物、佣金、職位、服務、優待、回扣、疏通費、款待、應酬及其他利益，推定為本公司人員所為。

第3條　禁止不誠信行為：

本作業程序及行為指南所稱不誠信行為，係指本公司人員於執行業務過程，為獲得或維持利益，直接或間接提供、收受、承諾或要求任何不正當利益，或從事其他違反誠信、不法或違背受託義務之行為。

前項行為之對象，包括公職人員、參政候選人、政黨或黨職人員，以及任何公、民營企業或機構及其董事（理事）、監察人（監事）、經理人、受僱人、具有實質控制能力者或其他利害關係人。

第4條　利益之態樣：

本作業程序及行為指南所稱利益，係指任何形式或名義之金錢、餽贈、禮物、佣金、職位、服務、優待、回扣、疏通費、款待、應酬及其他有價值之事物。

核准：	審核：	製作：
周宜炘	周宜炘	周宜炘

第5條　專責單位：

本公司應指定法務單位為專責單位（以下簡稱本公司專責單位）辦理本作業程序及行為指南之修訂、執行、解釋、諮詢服務暨通報內容登錄建檔等相關作業及監督執行，並應定期向董事會報告。

第6條　禁止提供或收受不正當利益：

本公司人員直接或間接提供、收受、承諾或要求金錢、餽贈、服務、優待、款待、應酬及其他利益時，除有下列各款情形外，應符合「上市上櫃公司誠信經營守則」及本作業程序及行為指南之規定，並依相關程序辦理後，始得為之。

1. 符合營運所在地法令之規定者。
2. 基於商務需要，於國內（外）訪問、接待外賓、推動業務及溝通協調時，依當地禮貌、慣例或習俗所為者。
3. 基於正常社交禮俗、商業目的或促進關係參加或邀請他人舉辦之正常社交活動。
4. 因業務需要而邀請客戶或受邀參加特定之商務活動、工廠參觀等，且已明訂前開活動之費用負擔方式、參加人數、住宿等級及期間等。
5. 參與公開舉辦且邀請一般民眾參加之民俗節慶活動。
6. 主管之獎勵、救助、慰問或慰勞等。
7. 其他符合公司規定者。

第7條　收受不正當利益之處理程序：

本公司人員遇有他人直接或間接提供或承諾給予金錢、餽贈、服務、優待、款待、應酬及其他利益時，除有前條各款所訂情形外，應依下列程序辦理：

1. 提供或承諾之人與其無職務上利害關係者，應於收受之日起三日內，陳報其直屬主管，必要時並知會本公司專責單位。
2. 提供或承諾之人與其職務有利害關係者，應予退還或拒絕，並陳報其直屬主管及知會本公司專責單位；無法退還時，應於收受之日起三日內，交本公司專責單位處理。

前項所稱與其職務有利害關係，係指具有下列情形之一者：

1. 具有商業往來、指揮監督或費用補（獎）助等關係者。
2. 正在尋求、進行或已訂立承攬、買賣或其他契約關係者。
3. 其他因本公司業務之決定、執行或不執行，將遭受有利或不利影響者。

本公司專責單位得視第一項財物之性質及價值，提出退還、付費收受、歸公、轉贈慈善機構或其他適當建議，陳報總經理核定後執行之。

第8條　禁止疏通費及處理程序：

本公司不得提供或承諾任何疏通費。

本公司人員如因受威脅或恐嚇而提供或承諾疏通費者，應紀錄過程陳報直屬主管，並通知本公司專責單位。

本公司專責單位接獲前項通知後應立即處理，並檢討相關情事，以降低再次發生之風險。如發現涉有不法情事，並應立即通報司法單位。

第9條　政治獻金之處理程序：

本公司提供政治獻金，應依下列規定辦理，於陳報首長核准並知會本公司專責單位，且提報董事會通過後，始得為之：

1. 應確認係符合政治獻金收受者所在國家之政治獻金相關法規，包括提供政治獻金之上限及形式等。
2. 決策應做成書面紀錄。
3. 政治獻金應依法規及會計相關處理程序予以入帳。
4. 提供政治獻金時，應避免與政府相關單位從事商業往來、申請許可或辦理其他涉及公司利益之事項。

第10條　慈善捐贈或贊助之處理程序：

本公司提供慈善捐贈或贊助，應依下列事項辦理，於陳報首長核准並知會本公司專責單位，其對單一對象捐贈單次金額達新臺幣一百萬元(或等值外幣)以上或捐贈累計金額達新臺幣三百萬元(或等值外幣)以上，或對全體捐贈對象累計金額達新臺幣五百萬元(或等值外幣)以上，應提報董事會通過後，始得為之：

1. 應符合營運所在地法令之規定。
2. 決策應做成書面紀錄。
3. 慈善捐贈之對象應為慈善機構，不得為變相行賄。

4. 因贊助所能獲得的回饋明確與合理，不得為本公司商業往來之對象或與本公司人員有利益相關之人。
5. 慈善捐贈或贊助後，應確認金錢流向之用途與捐助目的相符。

第11條　利益迴避：

本公司董事應秉持高度自律，對董事會所列議案，與其自身或其代表之法人有利害關係，致有害於公司利益之虞者，得陳述意見及答詢，不得加入討論及表決，且討論及表決時應予迴避，並不得代理其他董事行使其表決權。董事間亦應自律，不得不當相互支援。

本公司人員於執行公司業務時，發現與其自身或其所代表之法人有利害衝突之情形，或可能使其自身、配偶、父母、子女或與其有利害關係人獲得不正當利益之情形，應將相關情事同時陳報直屬主管及本公司專責單位，直屬主管應提供適當指導。

本公司人員不得將公司資源使用於公司以外之商業活動，且不得因參與公司以外之商業活動而影響其工作表現。

第12條　保密機制之組織與責任：

本公司應設置處理商業機密之專責單位，負責制定與執行公司商業機密之管理、保存及保密作業程序，並應定期檢討實施結果，俾確保其作業程序之持續有效。

第13條　禁止洩露商業機密：

本公司人員應確實遵守公司商業機密之相關作業規定，不得洩露所知悉之公司商業機密予他人，且不得探詢或蒐集非職務相關之公司商業機密。

第14條　禁止內線交易：

本公司人員應遵守證券交易法之規定，不得利用所知悉之未公開資訊從事內線交易，亦不得洩露予他人，以防止他人利用該未公開資訊從事內線交易。

第15條　保密協定：

參與本公司合併、分割、收購及股份受讓、重要備忘錄、策略聯盟、其他業務合作計畫或重要契約之其他機構或人員，應與本公司簽署保密協定，承諾不洩露其所知悉之本公司商業機密或其他重大資訊予他人，且非經本公司同意不得使用該資訊。

第16條　對外宣示誠信經營政策：

本公司應於內部規章、年報、公司網站或其他文宣上揭露其誠信經營政策，並適時於產品發表會、法人說明會等對外活動上宣示，使其供應商、客戶或其他業務相關機構與人員均能清楚瞭解其誠信經營理念與規範。

第17條　建立商業關係前之誠信經營評估：

本公司與他人建立商業關係前，應先行評估代理商、供應商、客戶或其他商業往來對象之合法性、誠信經營政策，以及是否曾有不誠信行為之紀錄，以確保其商業經營方式公平、透明且不會要求、提供或收受賄賂。

本公司進行前項評估時，可採行適當查核程序，就下列事項檢視其商業往來對象，以瞭解其誠信經營之狀況：

1. 該企業之國別、營運所在地、組織結構、經營政策及付款地點。
2. 該企業是否有訂定誠信經營政策及其執行情形。
3. 該企業營運所在地是否屬於貪腐高風險之國家。
4. 該企業所營業務是否屬賄賂高風險之行業。
5. 該企業長期經營狀況及商譽。
6. 諮詢其企業夥伴對該企業之意見。
7. 該企業是否曾有賄賂或非法政治獻金等不誠信行為之紀錄。

第18條　與商業對象說明誠信經營政策：

本公司人員於從事商業行為過程中，應向交易對象說明公司之誠信經營政策與相關規定，並明確拒絕直接或間接提供、承諾、要求或收受任何形式或名義之不正當利益，包括回扣、佣金、疏通費或透過其他途徑提供或收受不正當利益。

第19條　避免與不誠信經營者交易：

本公司人員應避免與不誠信經營之代理商、供應商、客戶或其他商業往來對象從事商業交易，經發現業務往來或合作對象有不誠信行為者，應立即停止與其商業往來，並將其列為拒絕往來對象，以落實公司之誠信經營政策。

第20條　契約明訂誠信經營：

本公司與他人簽訂契約時，應充分瞭解對方之誠信經營狀況，並將遵守誠信經營納入契約條款，於契約中至少應明訂下列事項：

1. 任何一方知悉有人員違反禁止佣金、回扣或其他利益之契約條款時，應立即據實將此等人員之身分、提供、承諾、要求或收受之方式、金額或其他利益告知他方，並提供相關證據且配合他方調查。一方如因此而受有損害時，得向他方請求損害賠償，並得自應給付之契約價款中如數扣除。
2. 任何一方於商業活動如涉有不誠信行為之情事，他方得隨時無條件終止或解除契約。
3. 訂定明確且合理之付款內容，包括付款地點、方式、需符合之相關稅務法規等。

第21條　公司人員涉不誠信行為之處理：

本公司發現或接獲檢舉本公司人員涉有不誠信之行為時，應即刻查明相關事實，如經證實確有違反相關法令或本公司誠信經營政策與規定者，應立即要求行為人停止相關行為，並為適當之處置，且於必要時透過法律程序請求損害賠償，以維護公司之名譽及權益。

本公司對於已發生之不誠信行為，應責成相關單位檢討相關內部控制制度及作業程序，並提出改善措施，以杜絕相同行為再次發生。

本公司專責單位應將不誠信行為、其處理方式及後續檢討改善措施，向董事會報告。

第22條　他人對公司從事不誠信行為之處理：

本公司人員遇有他人對公司從事不誠信行為，其行為如涉有不法情事，公司應將相關事實通知司法、檢察機關；如涉有公務機關或公務人員者，並應通知政府廉政機關。

第23條　建立獎懲、申訴制度及紀律處分：

本公司新人報到及內部重要會議場合時，各主管應就誠信之重要性加以宣導。

本公司應將誠信經營納入員工績效考核與人力資源政策中，設立明確有效之獎懲及申訴制度。

本公司對於本公司人員違反誠信行為情節重大者，應依相關法令或依公司人事辦法予以解任或解雇。

本公司應於內部網站揭露違反誠信行為之人員職稱、姓名、違反日期、違反內容及處理情形等資訊。

第24條　實施與修正：

本作業程序及行為指南經董事會決議通過實施，並應提報股東會報告，修正時亦同。

本作業程序及行為指南提報董事會討論時，應充分考量各獨立董事之意見，並將其反對或保留之意見，於董事會議事錄載明；如獨立董事不能親自出席董事會表達反對或保留意見者，除有正當理由外，應事先出具書面意見，並載明於董事會議事錄。

本作業程序及行為指南訂於民國一〇五年四月二十九日訂定。

附件六、 道德行為準則

標　　題	道德行為準則	編號：IA005		版本 1.1
制訂部門	稽核室	制訂日期	105 年 04 月 29 日	第 1 頁 共 3 頁

第一條　目的：

為導引本公司董事及經理人 (包括總經理及相當等級者、副總經理及相當等級者、協理及相當等級者、財務部門主管、會計部門主管、以及其他有為公司管理事務及簽名權利之人)之行為符合道德標準，並使公司之利害關係人明白瞭解本公司道德行為標準，爰依「上市上櫃公司訂定道德行為準則參考範例」訂定本準則，以資遵循。

第二條　適用對象：

本準則適用於「本公司員工」，包括本公司董事及經理人（包括總經理、副總經理、各部主管、以及其他有為公司管理事務及簽名權利之人）及其他員工。

第三條　道德行為標準：

本公司員工執行職務時應確實遵守相關法令及本準則規範，並秉持積極進取、認真負責之態度，摒棄本位主義、注意團隊合作，並恪遵誠實信用原則，以符合本公司要求之道德行為標準。

本公司之董事及經理人，應率先以身作則，推動實行本準則之規定。

第四條　防止利益衝突：

本公司員工應避免個人利益介入或可能介入公司整體利益之利害衝突，並應恪守下列原則：

1 應以客觀及有效率的方式處理公務。

2 應避免基於其在公司擔任之職位而使得其自身、配偶、父母、子女或三親等以內之親屬獲致不當利益。

3 應主動說明其與公司有無潛在之利益衝突。

4 應避免其他類似利害衝突。

5 本公司應特別注意與前項員工所屬之關係企業資金貸與或為其提供保證、重大資產交易、進(銷)貨往來之情事。

6 本公司應制定防止利益衝突之政策，並提供適當管道供本公司員工主動說明其與公司有無潛在之利益衝突。

核准：	審核：	製作：
周宜炘	周宜炘	周宜炘

第五條　不得圖己私利：

1 本公司員工不得有下列事項：

1.1透過使用公司財產、資訊或藉由職務之便而有圖私利之機會。

1.2透過使用公司財產、資訊或藉由職務之便以獲取私利。

1.3與公司競爭。

2 當公司有機會獲利時，本公司員工有責任增加公司所能獲取之正當合法利益。

第六條　保密責任：

本公司員工應公平對待公司進(銷)貨客戶、競爭對手及員工，不得透過操縱、隱匿、濫用其基於職務所獲悉之資訊、對重要事項做不實陳述或其他不公平之交易方式而獲取不當利益。

第七條　公平交易原則：

本公司員工應公平對待公司進(銷)貨客戶、競爭對手及員工，不得透過操縱、隱匿、濫用其基於職務所獲悉之資訊、對重要事項做不實陳述或其他不公平之交易方式而獲取不當利益。

第八條　公司資產之妥善保護及使用：

本公司員工均有責任保護公司資產，並確保有效合法地使用於公務上，以避免被偷竊、疏忽或浪費而影響公司獲利能力。

第九條　法令遵循：

1 本公司員工應遵守所有規範本公司之法令規章及公司政策，並確實遵守證券交易法規範。

2 本公司員工於職務上所獲悉之任何可能重大影響本公司證券交易價格之資訊者，在未經公開揭露之前，應依證券交易法之規定嚴格保密，並禁止利用該資訊從事內線交易。

第十條　鼓勵呈報任何非法或違反道德行為準則之行為：

1 本公司內部除應加強宣導道德觀念外，並鼓勵本公司員工於懷疑或發現有違反法令規章或道德行為準則之情事時，應主動向經理人、內部稽核主管或其他適當主管呈報。

2 為了鼓勵員工呈報違法情事，公司將以密件方式處理呈報案件，並將盡全力保護呈報者之資訊及安全外，公司亦將視情況給予獎勵。

3 被檢舉者不得對前項檢舉人員有任何威脅或報復之行為。

第十一條 懲處及救濟：

1 本公司員工違反本準則之規定時，應視情節輕重，依相關規定予以懲處；部門主管明知而不加以糾正或未依公司規定處理者，亦同。

2 董事或經理人有涉嫌違反道德行為準則之情事時，本公司應依公司內部相關規定處理之，且即時於台灣證券交易所股份有限公司之公開資訊觀測站揭露違反道德行為準則人員之職稱、姓名、違反日期、違反事由、違反準則及處理情形等資訊。

3 本公司員工因違反本準則之規定而受懲處者，得依相關規定向上一層主管提出申訴。

第十二條 豁免適用之程序：

豁免本公司董事或經理人遵循公司之道德行為準則，必須經由董事會決議通過，且即時於公開資訊觀測站揭露允許豁免人員之職稱、姓名、董事會通過豁免之日期、豁免適用之期間、豁免適用之原因及豁免適用之準則等資訊，俾利股東評估董事會所為之決議是否適當，以抑制任意或可疑的豁免遵循準則之情形發生，並確保任何豁免遵循準則之情形均有適當的控管機制，以保護公司。

第十三條 揭露方式：

本公司應於年報、公開說明書及公開資訊觀測站揭露本道德行為準則，修正時亦同。

第十四條 施行與修正：

本準則經董事會通過後實施，並提報股東會，修正時亦同。

本準則於民國一〇五年四月二十九日訂定

Deloitte.

勤業眾信

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會計師查核報告

動力科技股份有限公司（SUN MAX TECH LIMITED） 公鑒：

動力科技股份有限公司（SUN MAX TECH LIMITED）及其子公司西元2016年及2015年12月31日之合併資產負債表，暨西元2016年及2015年1月1日至12月31日之合併綜合損益表、合併權益變動表及合併現金流量表，業經本會計師查核竣事。上開合併財務報表之編製係管理階層之責任，本會計師之責任則為根據查核結果對上開合併財務報表表示意見。

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規劃並執行查核工作，以合理確信合併財務報表有無重大不實表達。此項查核工作包括以抽查方式獲取財務報表所列金額及所揭露事項之證據、評估管理階層編製財務報表所採用之會計原則及所作之重大會計估計，暨評估合併財務報表整體之表達。本會計師相信此項查核工作可對所表示之意見提供合理之依據。

依本會計師之意見，第一段所述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、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，足以允當表達動力科技股份有限公司(SUN MAX TECH LIMITED)及其子公司西元2016年及2015年12月31日之合併財務狀況，暨西元2016年及2015年1月1日至12月31日之合併經營績效與合併現金流量。

勤業眾信聯合會計師事務所

會計師 楊 承 修

會計師 鄭 旭 然

金融監督管理委員會核准文號
金管證審字第0980032818號

金融監督管理委員會核准文號
金管證審字第1010028123號

西元 2017 年 3 月 17 日

勤力科技股份有限公司

（SUN MAX TECH LIMITED）及其子公司

合併資產負債表

西元 2016 年及 2015 年 12 月 31 日

單位：新台幣仟元

代碼	資產	2016年12月31日 金額	%	2015年12月31日 金額	%
	流動資產				
1100	現金及約當現金（附註四及六）	$ 159,871	16	$ 130,397	20
1110	透過損益按公允價值衡量之金融資產（附註四及七）	-	-	4,686	1
1170	應收票據及帳款淨額（附註四及八）	535,282	53	296,930	46
1200	其他應收款（附註十六）	1,149	-	195	-
1220	本期所得稅資產（附註四及二十）	529	-	-	-
130X	存貨（附註四及九）	105,770	11	79,354	12
1476	其他金融資產－流動（附註四、十及二五）	-	-	16,007	2
1479	其他流動資產（附註十一）	9,466	1	13,188	2
11XX	流動資產總計	812,067	81	540,757	83
	非流動資產				
1600	不動產、廠房及設備（附註四、十三及二五）	168,455	17	78,746	12
1780	無形資產（附註四及十四）	9,940	1	10,618	2
1980	其他金融資產－非流動（附註四及十）	700	-	700	-
1900	其他非流動資產（附註十一及二十）	15,647	1	21,084	3
15XX	非流動資產總計	194,742	19	111,148	17
1XXX	資產總計	$ 1,006,809	100	$ 651,905	100
代碼	負債及權益				
	流動負債				
2100	短期借款（附註十五及二五）	$ 58,650	6	$ 65,437	10
2120	透過損益按公允價值衡量之金融負債－流動（附註四及七）	-	-	6,797	1
2170	應付票據及帳款	174,223	17	123,528	19
2200	其他應付款（附註十六及二四）	148,437	15	121,205	19
2230	本期所得稅負債（附註四及二十）	17,321	2	34,447	5
2320	一年內到期之長期借款（附註十五）	1,440	-	25,251	4
2399	其他流動負債	2,108	-	2,728	-
21XX	流動負債總計	402,179	40	379,393	58
	非流動負債				
2540	長期借款（附註十五）	13,460	1	17,935	3
2570	遞延所得稅負債（附註四及二十）	79,750	8	46,084	7
2600	其他非流動負債	312	-	-	-
25XX	非流動負債總計	93,522	9	64,019	10
2XXX	負債總計	495,701	49	443,412	68
	歸屬於本公司業主之權益（附註四及十八）				
3100	股本	161,200	16	76,422	12
3200	資本公積	171,009	17	26,487	4
3350	未分配盈餘	196,558	20	86,498	13
3410	國外營運機構財務報表換算之兌換差額	(17,659)	(2)	19,086	3
31XX	本公司業主之權益總計	511,108	51	208,493	32
	負債與權益總計	$ 1,006,809	100	$ 651,905	100

後附之附註係本合併財務報告之一部分。

董事長：許文昉

經理人：許文昉

會計主管：陳慧鈴

動力科技股份有限公司

（SUN MAX TECH LIMITED）及其子公司

合併綜合損益表

西元 2016 年及 2015 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		2016年度 金額	%	2015年度 金額	%
4000	營業收入（附註四）	$ 1,173,895	100	$ 841,107	100
5000	營業成本（附註九及十九）	(801,589)	(68)	(625,965)	(75)
5900	營業毛利	372,306	32	215,142	25
	營業費用（附註十九）				
6100	推銷費用	(32,682)	(3)	(22,288)	(3)
6200	管理費用	(104,313)	(9)	(52,826)	(6)
6300	研究發展費用	(20,739)	(2)	(10,218)	(1)
6000	營業費用合計	(157,734)	(14)	(85,332)	(10)
6900	營業淨利	214,572	18	129,810	15
	營業外收入及支出（附註十九）				
7010	其他收入	2,046	-	2,176	-
7050	財務成本	(2,126)	-	(4,784)	-
7020	其他利益及損失	13,735	1	7,919	1
7000	營業外收入及支出合計	13,655	1	5,311	1
7900	稅前淨利	228,227	19	135,121	16
7950	所得稅費用（附註四及二十）	80,967	7	49,938	6
8200	本年度淨利	147,260	12	85,183	10

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代　碼		2016年度 金　額	%	2015年度 金　額	%
	其他綜合損益（附註四及十八）				
8360	後續可能重分類至損益之項目				
8361	國外營運機構財務報表換算之兌換差額	($ 36,745)	(3)	($ 2,983)	-
8300	其他綜合損益總額	(36,745)	(3)	(2,983)	-
8500	本年度綜合損益總額	$ 110,515	9	$ 82,200	10
	淨利歸屬於：				
8610	母公司業主	$ 147,260	13	$ 85,183	10
8620	非控制權益	-	-	-	-
8600		$ 147,260	13	$ 85,183	10
	綜合損益歸屬於：				
8710	母公司業主	$ 110,515	9	$ 82,200	10
8720	非控制權益	-	-	-	-
8700		$ 110,515	9	$ 82,200	10
	每股盈餘（附註二一）				
9710	基　　本	$ 10.19		$ 9.78	
9810	稀　　釋	$ 10.17		$ 9.78	

後附之附註係本合併財務報告之一部分。

董事長：許文昉　SINOTEAM HOLDINGS INC 代表人:許文昉　經理人：許文昉　會計主管：陳慧鈴

動力科技股份有限公司

（SUN MAX TECH LIMITED）及其子公司

合併權益變動表

西元 2016 年及 2015 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

代碼		股本	資本公積	未分配盈餘	國外營運機構財務報表換算之兌換差額	權益總額
A1	2015 年 1 月 1 日餘額	$ 59,999	$ 26,487	$ 1,315	$ 22,069	$ 109,870
E1	現金增資	16,423	-	-	-	16,423
D1	2015 年度淨利	-	-	85,183	-	85,183
D3	2015 年度其他綜合損益	-	-	-	(2,983)	(2,983)
D5	2015 年度綜合損益總額	-	-	85,183	(2,983)	82,200
Z1	2015 年 12 月 31 日餘額	76,422	26,487	86,498	19,086	208,493
T1	股本幣別及面額轉換（附註十八）	6,578	(6,578)	-	-	-
B9	2015 年度盈餘分配 股票股利	37,200	-	(37,200)	-	-
E1	現金增資	41,000	151,100	-	-	192,100
D1	2016 年度淨利	-	-	147,260	-	147,260
D3	2016 年度其他綜合損益	-	-	-	(36,745)	(36,745)
D5	2016 年度綜合損益總額	-	-	147,260	(36,745)	110,515
Z1	2016 年 12 月 31 日餘額	$ 161,200	$ 171,009	$ 196,558	($ 17,659)	$ 511,108

後附之附註係本合併財務報告之一部分。

董事長：許文昉　SINOTEAM HOLDINGS INC 代表人:許文昉

經理人：許文昉

會計主管：陳慧鈴

動力科技股份有限公司

（SUN MAX TECH LIMITED）及其子公司

合併現金流量表

西元 2016 年及 2015 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

代　碼		2016年度	2015年度
	營業活動之現金流量		
A10000	本年度稅前淨利	$ 228,227	$ 135,121
A20010	收益費損項目		
A20100	折舊費用	10,471	9,368
A20200	攤銷費用	2,076	997
A20300	呆帳費用迴轉利益	(525)	(14)
A20400	透過損益按公允價值衡量金融資產及負債之淨（利益）損失	(2,111)	2,062
A20900	財務成本	2,126	4,784
A21200	利息收入	(750)	(949)
A21300	股利收入	(159)	(127)
A22500	處分及報廢不動產、廠房及設備損失（利益）	7,300	(168)
A23100	處分投資利益	-	(26)
A23800	存貨跌價損失（回升利益）	14,982	(8,466)
	營業資產及負債之淨變動數		
A31110	持有供交易之金融資產增加	-	(15,574)
A31130	應收票據增加	(1,551)	(1,320)
A31150	應收帳款增加	(236,276)	(922)
A31160	應收帳款－關係人減少	-	7,134
A31180	其他應收款（增加）減少	(954)	711
A31190	其他應收款－關係人減少	-	7,455
A31200	存貨（增加）減少	(41,398)	22,395
A31240	其他流動資產減少（增加）	3,722	(6,847)
A32130	應付票據減少	-	(214)
A32150	應付帳款增加	50,695	1,214
A32160	應付帳款－關係人減少	-	(8,584)
A32180	其他應付款增加	27,361	6,531
A32990	其他流動負債（減少）增加	(620)	611
A33000	營運產生之現金	62,616	155,172
A33100	收取之利息	750	949

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代　碼		2016年度	2015年度
A33200	收取之股利	$ 159	$ 127
A33300	支付之利息	(2,255)	(4,870)
A33500	支付之所得稅	(65,183)	(16,059)
AAAA	營業活動之淨現金流（出）入	(3,913)	135,319
	投資活動之現金流量		
B01300	處分以成本衡量之金融資產價款	-	1,464
B02700	購置不動產、廠房及設備	(111,461)	(6,554)
B02800	處分不動產、廠房及設備價款	223	935
B04500	取得無形資產	(1,940)	(7,553)
B03700	存出保證金增加	(2,765)	(1,115)
B06500	其他金融資產減少（增加）	16,007	(4,114)
B07100	預付設備款減少（增加）	11,144	(10,134)
BBBB	投資活動之淨現金流出	(88,792)	(27,071)
	籌資活動之現金流量		
C00100	短期借款減少	(6,787)	(33,704)
C01700	償還長期借款	(28,286)	(19,575)
C03700	其他應付款－關係人減少	-	(8,220)
C03100	存入保證金增加（減少）	312	(48)
C04600	現金增資	192,100	16,423
CCCC	籌資活動之淨現金流入（出）	157,339	(45,124)
DDDD	匯率變動對現金及約當現金之影響	(35,160)	(527)
EEEE	現金及約當現金淨增加	29,474	62,597
E00100	年初現金及約當現金餘額	130,397	67,800
E00200	年底現金及約當現金餘額	$ 159,871	$ 130,397

後附之附註係本合併財務報告之一部分。

董事長：許文昉　SINOTEAM HOLDINGS INC 代表人:許文昉　經理人：許文昉　會計主管：陳慧鈴

附件八、 取得或處分資產處理處理程序條文修正對照表

SUN MAX TECH LIMITED

動力科技股份有限公司

取得與處分資產處理程序 新舊條文對照表

原條文	新增或修正條文
第四條　交易條件之決定程序 一、價格參考依據： （二）取得或處分不動產或設備，除與政府機構交易、自地委建、租地委建，或取得、處份供營業使用之設備外，交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應於事實發生日前取得專業估價者出具估價報告，並按下列規定辦理：	**第四條　交易條件之決定程序** 一、價格參考依據： （二）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、處份供營業使用之設備外，交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應於事實發生日前取得專業估價者出具估價報告，並按下列規定辦理：
第六條 公告申報程序 一、應公告項目及申報標準： （一）向關係人取得或處分不動產，或與關係人為取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上。但買賣公債、附買回、賣回條件之債券、申購或贖回國內貨幣市場基金，不在此限。 （二）進行合併、分割、收購或股份受讓。 （三）從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。 （四）除前三款以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新臺幣三億元以上者。但下列情形不在此限： 1.買賣公債。 2.以投資為專業，於海內外證券交易所或證券商營業處所所為之有價證券買賣，或~~證券商~~於初級市場認購~~及~~依規定認購之有價證券。	**第六條 公告申報程序** 一、應公告項目及申報標準： （一）向關係人取得或處分不動產，或與關係人為取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上。但買賣公債、附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金，不在此限。 （二）進行合併、分割、收購或股份受讓。 （三）從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。 （四）取得或處分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，交易金額並達下列規定之一： 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。 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。 （五）經營營建業務之公開發行取得或

原條文	新增或修正條文
3.買賣附買回、賣回條件之債券、申購或贖回國內貨幣市場基金。 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，交易金額未達新臺幣五億元以上。 5.取得或處分供營建使用之不動產且其交易對象非為關係人，交易金額未達新臺幣五億元以上。 6.以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，公司預計投入之交易金額未達新臺幣五億元以上。 （五） 前述第四款交易金額之計算方式如下，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依規定公告部分免再計入。 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標的交易之金額。 3. 一年內累積取得或處分(取得、處分分別累積)同一開發計畫不動產之金額。 4. 一年內累積取得或處分(取得、處分分別累積)同一有價證券之金額。	處分供營建使用之不動產且其交易對象非為關係人，交易金額達新臺幣五億元以上。 （六）以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，公司預計投入之交易金額達新臺幣五億元以上。 （七）除前六款以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新臺幣三億元以上者。但下列情形不在此限： 1.買賣公債。 2.以投資為專業，於海內外證券交易所或證券商營業處所所為之有價證券買賣，或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。 3.買賣附買回、賣回條件之債券、申購或贖買回國內證券投資信託事業發行之貨幣市場基金。 （八）前述第七款交易金額之計算方式如下，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依規定公告部分免再計入。 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標的交易之金額。 3.一年內累積取得或處分(取得、處分分別累積)同一開發計畫不動產之金額。 4.一年內累積取得或處分(取得、處分分別累積)同一有價證券之金額。
第六條 公告申報程序 三、公告及申報程序： （一）本公司應將相關資訊於主管機關指定網站辦理公告申報。 （二）本公司應按月將本公司及其非屬	**第六條 公告申報程序** 三、公告及申報程序： （一）本公司應將相關資訊於主管機關指定網站辦理公告申報。 （二）本公司應按月將本公司及其非屬

原條文	新增或修正條文
國內本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申報網站。 （三）本公司取得或處分資產，應將相關契約、議事錄、備查簿、估價報告、會計師、律師或證券承銷商之意見書備置於本公司，除其他法律另有規定者外，至少保存五年。 （四）本公司依前條規定公告申報之交易後，有下列情形之一者，應於事實發生之日即日起算二日內將相關資訊於主管機關指定網站辦理公告申報： 1.原交易簽訂之相關契約有變更、終止或解除情事。 2.合併、分割、收購或股份受讓未依契約預定日程完成。 3.原公告申報內容有變更。 （五）本公司之子公司應依下列規定辦理： 1.子公司亦適用於本處理程序。 2.子公司取得或處分資產時，亦應依本公司規定辦理。 3.子公司非屬公開發行公司者，取得或處分資產達「公開發行公司取得或處分資產處理準則」第三十三條所訂公告申報標準者，母公司亦代該子公司應辦理公告申報事宜。 4.子公司之公告申報標準中，所稱「達公司實收資本額百分之二十」係以母(本)公司之實收資本額為準。	國內本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申報網站。 （三）本公司依規定應公告項目如於公告時有錯誤或缺漏而應予補正時，應於知悉之即日起算二日內將全部項目重新公告申報。 （四）本公司取得或處分資產，應將相關契約、議事錄、備查簿、估價報告、會計師、律師或證券承銷商之意見書備置於本公司，除其他法律另有規定者外，至少保存五年。 （五）本公司依前條規定公告申報之交易後，有下列情形之一者，應於事實發生之日即日起算二日內將相關資訊於主管機關指定網站辦理公告申報： 1.原交易簽訂之相關契約有變更、終止或解除情事。 2.合併、分割、收購或股份受讓未依契約預定日程完成。 3.原公告申報內容有變更。 （六）本公司之子公司應依下列規定辦理： 1.子公司亦適用於本處理程序。 2.子公司取得或處分資產時，亦應依本公司規定辦理。 3.子公司非屬公開發行公司者，取得或處分資產達「公開發行公司取得或處分資產處理準則」第三十三條所訂公告申報標準者，母公司亦代該子公司應辦理公告申報事宜。 4.子公司之公告申報標準中，所稱「達公司實收資本額百分之二十」係以母(本)公司之實收資本額為準。
第七條 關係人交易 公司向關係人取得或處分不動產，或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者，除買賣公債、附買回、賣回條件之債券、申購或贖回國內貨幣市場基金外，應將下列資料，提交董事會通過及	**第七條 關係人交易** 公司向關係人取得或處分不動產，或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者，除買賣公債、附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金外，應將下列

原條文	新增或修正條文
審計委員會承認後，始得簽定交易契約及支付款項。	資料，提交董事會通過及審計委員會承認後，始得簽定交易契約及支付款項。
第八條 辦理合併、分割、收購或股份受讓之交易 四、應注意事項： （三）換股比例或收購價格之訂定與變更原則：參與合併、分割、收購或股份受讓之公司應於雙方召開董事會前委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性表示意見，並提報董事會通過。	**第八條 辦理合併、分割、收購或股份受讓之交易** 四、應注意事項： （三）換股比例或收購價格之訂定與變更原則：參與合併、分割、收購或股份受讓之公司應於雙方召開董事會前委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性表示意見，並提報董事會通過。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。
第九條 實施與修訂 一、本程序未盡事宜部分，依有關法令規定及本公司相關規章辦理。 二、本程序之訂定經董事會決議通過，提報股東會同意後實施，並函報證期局核備，修正時亦同。 三、本程序於中華民國一○四年六月五日訂定。	**第九條 實施與修訂** 一、本程序未盡事宜部分，依有關法令規定及本公司相關規章辦理。 二、本程序之訂定經董事會決議通過，提報股東會同意後實施，並函報證期局核備，修正時亦同。 三、本程序於中華民國一○四年六月五日訂定。 四、第一次修訂於中華民國一○六年六月二十八日。

附件九、 公司章程條文修正對照表

SUN MAX TECH LIMITED

動力科技股份有限公司

公司章程新舊條文修正對照表

章程編號	原條文	新增或修正條文	說明
140	1.於本公司股份已登錄興櫃及/或在證券櫃檯買賣中心或證交所上市之期間，除上市櫃法令另有規定外，董事會於本公司或本公司依上市櫃法令委任之訴訟或非訟代理人接獲公開收購申報書副本及相關書件後 10 日內，應對建議股東接受或反對本次收購做成決議，並公告下列事項： (a) 董事及持有本公司已發行股份超過百分之十(10%)之股東自己及以他人名義目前持有之股份種類、數量。 (b) 就本次收購對股東之建議，並應載明持反對意見之董事姓名及其所持理由。 (c) 本公司財務狀況於最近期財務報告提出後有無重大變化及其變化內容(如有)。 (d) 董事及持股超過百分之十(10%)之股東自己及以他人名義持有公開收購人或其關係企業之股份種類、數量及其金額。	於本公司股份已登錄興櫃及/或在證券櫃檯買賣中心或證交所上市之期間，本公司股票之任何公開收購應依據上市櫃法令規定，其中包含但不限於公開收購公開發行公司有價證券管理辦法。	依據中華民國 105 年 11 月 21 日金融監督管理委員會金管證交字第 10500450201 號令修正

附件十、 資金貸與他人程序條文修正對照表

SUN MAX TECH LIMITED

動力科技股份有限公司

資金貸與他人程序修正條文對照表

原條文	新增或修正條文	說明
第五條 一、資金貸與限額 4. 但本公司及其子公司直接或間接持有有表決權股份百分之百子公司，因融通資金之必要從事資金貸與時，其金額不受前三款限制。	第五條 一、 資金貸與限額 4. 本公司與直接及間接持有表決權股份百分之百子公司從事資金貸與不受第 5 條第 1 項前 3 款之限制，惟最高不得超過最近期財務報表淨值百分之四十為限。 5. 本公司直接及間接持有表決權股份百分之百之國外子公司間從事資金貸與不受第 8 條第 2 項前 3 款之限制，惟最高不得超過子公司最近期財務報表之淨值。	新增本公司與直接及間接持有表決權股份百分之百子公司從事資金貸與的額度。
第六條 二、 貸放作業規定 10. 借款人於貸款到期時，應即還清本息。如到期未能償還而需延期者，需於到期日前三十個營業日提出請求，報經董事會核准後為之。每筆延期償還不得超過六個月，且以一次為限，違者本公司得就其所提供之擔保品或保證人，依法進行處分及追償	第六條 二、 貸放作業規定 10. 借款人於貸款到期時，應即還清本息，最長不得超過一年，惟本公司直接及間接持有表決權股份為百分之百之國外之子公司間之資金貸與不在此限。	修訂借款人於貸款到期時，應先還清本息，才得續借，不得到期以延期方式續借。 惟本公司直接及間接持有表決權股份為百分之百之國外之子公司間之資金貸與不在此限。
第八條 二、 子公司貸與他人之限額 4. 但本公司及其子公司直接或間接持有表決權股份百分之百子公司間，因融通資金之必要從事資金貸與時，其金額不受第八條第二項前三款之限制。	第八條 二、 子公司貸與他人之限額 刪除第 4 點。	刪除資金貸與他人不受限制之文字。 本公司及其子公司直接或間接持有表決權股份百分之百子公司間，資金融通額度請詳第五條說明。

肆、 附錄

附錄一、 股東會議事規則

SUN MAX TECH LIMITED

動力科技股份有限公司

股東會議事規則

第一條 本公司股東會之議事規則，除法令或章程另有規定者外，應依本規則之規定。

第二條 本公司股東會除法令另有規定外，由董事會召集之。

本公司應於股東常會開會三十日前或股東臨時會開會十五日前，將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。並於股東常會開會二十一日前或股東臨時會開會十五日前，將股東會議事手冊及會議補充資料，製作電子檔案傳送至公開資訊觀測站。股東會開會十五日前，備妥當次股東會議事手冊及會議補充資料，供股東隨時索閱，並陳列於本公司及本公司所委任之專業股務代理機構，且應於股東會現場發放。

通知及公告應載明召集事由；其通知經相對人同意者，得以電子方式為之。

選任或解任董事、審計委員會、變更章程、公司解散、合併、分割或公司法第一百八十五第一項各款、證券交易法第二十六條之一、第四十三條之六之事項應在召集事由中列舉，不得以臨時動議提出。

持有已發行股份總數百分之一以上股份之股東，得以書面向本公司提出股東常會議案。但以一項為限，提案超過一項者，均不列入議案。另股東所提議案有公司法第一百七十二條之一第四項各款情形之一，董事會得不列為議案。

本公司應於股東常會召開前之停止股票過戶日前公告受理股東之提案、受理處所及受理期間；其受理期間不得少於十日。

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

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

第三條 股東得於每次股東會，出具本公司印發之委託書，載明授權範圍，委託代理人，出席股東會。

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

委託書送達本公司後，股東欲親自出席股東會或欲以書面或電子方式行使表決權者，至遲應於股東會開會前二日，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。

第四條 股東會召開之地點，應於本公司所在地或便利股東出席且適合股東會召開之地點為之，會議開始時間不得早於上午九時或晚於下午三時，召開之地點及時間，應充分考量獨立董事之意見。

第五條 本公司應於開會通知書載明受理股東報到時間、報到處地點，及其他應注意事項。

前項受理股東報到時間至少應於會議開始前三十分鐘辦理之；報到處應有明確標示，並派適足適任人員辦理之。

股東本人或股東所委託之代理人（以下稱股東）應憑出席證、出席簽到卡或其他出席證件出席股東會，本公司對股東出席所憑依之證明文件不得任意增列要求提供其他證明文件；屬徵求委託書之徵求人並應攜帶身分證明文件，以備核對。

本公司應設簽名簿供出席股東簽到，或由出席股東繳交簽到卡以代簽到。

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

政府或法人為股東時，出席股東會之代表人不限於一人。法人受託出席股東會時，僅得指派一人代表出席。

第六條 股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定常務董事一人代理之；其未設常務董事者，指定董事一人代理之，董事長未指定代理人者，由常務董事或董事互推一人代理之。

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

董事會所召集之股東會，董事長宜親自主持，且宜有董事會過半數之董事親自出席，及各類功能性委員會成員至少一人代表出席，並將出席情形記載於股東會議事錄。

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

本公司得指派所委任之律師、會計師或相關人員列席股東會。

第七條 本公司應於受理股東報到時起將股東報到過程、會議進行過程、投票計票過程全程連續不間斷錄音及錄影。

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

第八條 股東會之出席，應以股份為計算基準。出席股數依簽名簿或繳交之簽到卡，加計以書面或電子方式行使表決權之股數計算之。

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

延後二次仍不足有代表已發行股份總數三分之一以上股東出席時，由主席宣布流會。

前項延後二次仍不足額而有代表已發行股份總數三分之一以上股東出席時，得依公司法第一百七十五條第一項規定為假決議，並將假決議通知各股東於一個月內再行召集股東會。

於當次會議未結束前，如出席股東所代表股數達已發行股份總數過半數時，主席得將作成之假決議，依公司法第一百七十四條規定重新提請股東會表決。

第九條 股東會如由董事會召集者，其議程由董事會訂定之，會議應依排定之議程進行，非經股東會決議不得變更之。

股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。

前二項排定之議程於議事（含臨時動議）未終結前，非經決議，主席不得逕行宣布散會；主席違反議事規則，宣布散會者，董事會其他成員應迅速協助出席股東依法定程序，以出席股東表決權過半數之同意推選一人擔任主席，繼續開會。

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

第十條　出席股東發言前，須先填具發言條載明發言要旨、股東戶號（或出席證編號）及戶名，由主席定其發言順序。

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

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

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

法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。

出席股東發言後，主席得親自或指定相關人員答覆。

第十一條　股東會之表決，應以股份為計算基準。

股東會之決議，對無表決權股東之股份數，不算入已發行股份之總數。

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

前項不得行使表決權之股份數，不算入已出席股東之表決權數。

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

第十二條　股東每股有一表決權；但受限制或公司法第一百七十九條第二項所列無表決權者，不在此限。

本公司召開股東會時，得採行以書面或電子方式行使其表決權（依公司法第一百七十七條之一第一項但書應採行電子投票之公司：本公司召開股東會時，應採行以電子方式並得採行以書面方式行使其表決權）；其以書面或電子方式行使表決權時，其行使方法應載明於股東會召集通知。以書面或電子方式行使表決權之股東，視為親自出席股東會。但就該次股東會之臨時動議及原議案之修正，視為棄權，故本公司宜避免提出臨時動議及原議案之修正。

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

股東以書面或電子方式行使表決權後，如欲親自出席股東會者，應於股東會開會二日前以與行使表決權相同之方式撤銷前項行使表決權之意思表示；逾期撤銷者，以書面或電子方式行使之表決權為準。如以書面或電子方式行使表決權並以委託書委託代理人出席股東會者，以委託代理人出席行使之表決權為準。

議案之表決，除公司法及本公司章程另有規定外，以出席股東表決權過半數之同意通過之。表決時，應逐案由主席或其指定人員宣佈出席股東之表決權總數後，由股東逐案進行投票表決，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。

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

議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。

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

第十三條　股東會有選舉董事時，應依本公司所訂相關選任規範辦理，並應當場宣布選舉結果，包含當選董事、監察人之名單與其當選權數。

前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。

第十四條　股東會之議決事項，應作成議事錄，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各股東。議事錄之製作及分發，得以電子方式為之。

前項議事錄之分發，公開發行股票之公司，得以輸入公開資訊觀測站之公告方式為之。

議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及其結果記載之，在本公司存續期間，應永久保存。

第十五條　徵求人徵得之股數及受託代理人代理之股數，本公司應於股東會開會當日，依規定格式編造之統計表，於股東會場內為明確之揭示。

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

第十六條　辦理股東會之會務人員應佩帶識別證或臂章。

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

會場備有擴音設備者，股東非以本公司配置之設備發言時，主席得制止之。

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

第十七條　會議進行時，主席得酌定時間宣布休息，發生不可抗拒之情事時，主席得裁定暫時停止會議，並視情況宣布續行開會之時間。

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

股東會得依公司法第一百八十二條之規定，決議在五日內延期或續行集會。

第十八條　本規則經股東會通過後施行，修正時亦同。

第十九條　本規則於中華民國一〇五年四月三十日訂定。

中文翻譯係屬參考之用，如有疑問，應以英文版本為主

公司法(如修訂版)

股份有限公司

SUN MAX TECH LIMITED

之

公司章程

修訂和重述版

公司成立於 2013 年 11 月 28 日

(最近經特別決議修改時間為 2016 年 4 月 30 日)

中文翻譯係屬參考之用，如有疑問，應以英文版本為主

公司法(如修訂版)

股份有限公司

SUN MAX TECH LIMITED

之

備忘錄

修訂和重述版

(於2016年4月30日以特別決議通過)

1. 公司名稱為SUN MAX TECH LIMITED (下稱「**本公司**」)。

2. 本公司註冊辦事處設於Portcullis TrustNet (Cayman) Ltd., The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands，或其他由董事會隨時決定之辦事處地點。

3. 本公司的目的事業範圍並無特定限制。

   本公司具備完整的權力與權限以從事任何英屬開曼群島公司法(如修訂版)(下稱「**公司法**」)第7(4)條或其他法律沒有禁止之目的事業範圍。

4. 本公司具備完整行使如自然人般之權利能力，不論是否有任何公司法第27(2)條規定之公司利益問題。

5. 除為推廣本公司在英屬開曼群島以外進行的業務外，本公司將不會在英屬開曼群島與任何人、商號或公司進行貿易，但本條的任何規定不得解釋為禁止本公司在英屬開曼群島執行並簽訂契約，及在英屬開曼群島執行能讓其進行英屬開曼群島以外的業務所需之所有權力。

6. 本公司股東之責任，應以其分別持有之股份之未繳納股款(如有)為限。

7. 本公司的資本額為**新台幣1,000,000,000元**，共分為**100,000,000普通股**，每股面額**新台幣10元**。基於公司法及公司章程，本公司有權贖回或買回其任何股份，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，無論是否有優惠權、優先權、特別權或其他權利或有任何權利之列後或任何條件或限制，且除發行條件無論係普通股、特別股或其他應於每次發行時明確規定外，應受本公司於上文所述權力之限制。.

目錄

條款.....頁數

表 A.....1

定義.....1

序言.....4

股份.....5

私募.....7

股份權利變更.....7

股票.....7

畸零股.....8

股份轉讓.....8

股份轉移.....9

決議之表決.....9

股份之贖回與買回.....11

庫藏股.....11

股份停止過戶日或基準日.....12

股東會.....13

股東會通知.....13

股東會之程序.....14

股東投票.....15

代理人及委託書之徵求.....17

法人代表出席之會議.....17

董事.....17

董事之酬金及費用.....19

替代.....20

董事會權力及職責.....20

董事會借貸權力.....21

印章 21
董事之解任 22
董事會之程序 22
審計委員會 24
股息 26
會計帳簿、審計、公司年報及申報 27
內部稽核 28
公積金轉增資 28
公開收購 28
資本溢價科目 29
通知 29
資訊 30
補償或保險 30
會計年度 30
清算 30
變更章程 31
訴訟及非訟代理人 31

中文翻譯係屬參考之用，如有疑問，應以英文版本為主

股份有限公司

公司法(如修訂版)

SUN MAX TECH LIMITED

之

公司章程

修訂和重述版

(於2016年4月30日以特別決議通過)

表 A

下列所載條款為構成 SUN MAX TECH LIMITED(下稱「**本公司**」)之公司章程，而公司法附錄一表 A 中所包括或記載的規則將不適用於本公司。

定義

1. 在本章程中，以下所列詞句之定義在與條款主題或內容無不一致之前提下，有以下之定義：

「**關係企業**」意指依據上市櫃法令規定所定義之關係企業；

「**上市櫃法令**」意指因任何股份於證交所或證券市場原始並持續交易或上市，而可適用之相關法律、條例、規則、法規或其不時修改後之版本，包括但不限於臺灣公司法、證券交易法、臺灣地區與大陸地區人民關係條例或任何類似法律之有關規定及任何各該法律之臺灣主管機關之法規命令，以及金融監督管理委員會、證券櫃檯買賣中心或證交所發佈之法規命令；

「**本章程**」意指本公司之章程及其因情況所需而修改或替換後之版本；

「**審計委員會**」意指由本公司董事會按本章程第 118 號條款所組成之審計委員會或任何繼任審計委員會；

「**帳簿劃撥**」意指股票之發行、移轉或交割以電子記帳方式載入股東於證券商所開之帳戶而不用交付實體股票。如股東尚未在證券商設立帳戶，則以帳簿劃撥方式交易之股票將載入本公司於臺灣之證券集中保管事業機構所設帳戶之子帳戶。

「**資本公積**」意指資本溢價科目、本公司收到之贈與所得、資本贖回儲備、損益表以及其他按一般公認會計原則所產生的儲備；

「**董事長**」具有本章程第 82 條所賦予的涵義；

「**類別**」意指本公司因視其所需而不時發行之任何股票類別；

「**金管會**」意指臺灣金融監督管理委員會或是任何當時臺灣證券交易法之主管機關；

「**普通股**」意指本公司按公司法和本章程之條款所發行面額新臺幣 10 元之普通股，依本章程之規定享有權利並受有限制；

「**參與合併公司**」意指在公司法認可的意義下得參與一個或一個以上之其他現存公司合併之現存公司；

「**董事**」或「**董事會**」意指本公司當時之董事，或是根據具體情況組成董事會或委員會之本公司董事；

「**電子**」意指按當時有效之英屬開曼群島電子交易法(如修訂版)和任何其修訂或重新頒佈之版本，包括所有其他法律中所包含或替代之法令，所賦予之意義；

「**電子通訊**」意指向任何號碼、位址或網站的傳輸，或是其他由不少於三分之二的董事會投票決定並批准的電子通訊方式；

「**興櫃**」意指中華民國證券櫃檯買賣中心證券商營業處所之興櫃市場；

「**二親等以內的親屬關係**」以一自然人而言，意指另一自然人與之有血緣或是姻親關係且在二親等內者，包括但不限於首揭人之父母，兄弟姐妹及祖父母，子女與孫子女，以及首揭人之配偶之父母，兄弟姐妹與祖父母；

「**董事選舉規範**」意指上市櫃法令規定之本公司董事選舉規範及其因情況所需而修改或替換後之版本；

「**被補償人**」意指具有本章程第 152 條規定所賦予的涵義；

「**獨立董事**」意指在上市櫃法令中所定義的獨立董事；

「**公司法**」意指英屬開曼群島公司法(如修訂版)；

「**法定盈餘公積**」意指按上市櫃法令所提出的法定盈餘公積；

「**備忘錄**」意指本**公司**之備忘錄，及其不時修改或替換之版本；

「**合併**」意指兩個以上參與合併公司的合併，並在公司法賦予之意義範圍內以其中一間為取得其所有事業、財產與負債之存續公司；

「**經濟部**」意指臺灣公司法和相關公司事務之臺灣主管機關；

「**辦事處**」意指公司按公司法規定註冊之辦事處；

「**普通決議**」意指經由有權於股東會行使表決權並親自或委託代理人(如該股東會允許使用委託書)行使表決權的股東過半數(如為投票表決則為表決權過半數）之同意所為之決議；

「**繳足**」意指對發行之任何股票其應付面額及任何溢價之繳足，包括帳面上之繳足；

「**人**」意指任何自然人、商號、公司、合資企業、合夥、法人、協會或其他實體(不論是否具有獨立法人格)或按文意所指之上述任何人；

「**特別股**」意指具有本章程第 10 條規定所賦予的涵義；

「**董事會議事規範**」意指上市櫃法令規定之本公司董事會議事規範及其因情況所需而修改或替換後之版本；

「**股東會議事規則**」意指上市櫃法令規定之本公司股東會議事規則及其因情況所需而修改或替換後之版本；

「**名簿**」或是「**股東名簿**」意指依公司法備置之本公司股東名簿；

「**中華民國**」或是「**臺灣**」意指中華民國、其領土、財產以及所有在其管轄範圍內的地區；

「**保留盈餘**」意指包括但不限於法定盈餘公積，特別盈餘公積及未分配收益所產生的股東權益等金額；

「**審計委員會組織規程**」意指上市櫃法令規定之本公司審計委員會組織規程及其因情況所需而修改或替換後之版本；

「**印章**」意指經本公司採用之普通印章包括任何其摹本；

「**秘書**」意指任何由董事會所委任以履行本公司秘書的任何職責之人；

「**股份**」意指本公司資本額之股份。所有於本章程稱為「股份」者依文意所需應視為是指任何或所有股份類別。為避免疑義，本章程所稱「股份」包括畸零股；

「**股東**」意指已登記在股東名簿之股份持有人；

「**資本溢價科目**」意指按照本章程及公司法所設定之資本溢價科目；

「**股務代理機構**」意指經臺灣主管機關核可，依據上市櫃法令為本公司提供特定股務代理服務之股務代理機構；

「**簽署**」意指一署名顯示或一經機械設備所附於之署名表現，或是一附於電子通訊之電子符號或程序，由一位有意簽署該電子通訊之人所使用或採用；

「**特別盈餘公積**」意指按上市櫃法令或股東會的決議由保留盈餘所分配的公積；

「**特別決議**」意指一按公司法規定所通過的特別決議，即經由有權於股東會行使表決權並親自或委託代理人(如該股東會允許使用委託書)行使表決權的股東

不低於三分之二(如為投票表決則為表決權三分之二)之同意所為之決議，該股東會之召集通知應載明該決議須以特別決議通過；

「**分割**」意指一公司將其得獨立營運之任一或全部之營業讓與既存或新設之他公司，作為既存或新設之受讓公司發行新股予為轉讓之該公司或該公司股東對價之行為；

「**A 型特別決議**」意指於有代表已發行股份總數三分之二以上之股東出席之股東會，出席股東表決權二分之一以上並親自或透過其代理人(如該股東會允許使用代理人)行使表決權之同意通過之決議；

「**B 型特別決議**」意指當出席股東會之股東不足 A 型特別決議之定額，即未有代表已發行股份總數三分之二以上之股東出席，但有已發行股份總數二分之一以上之股東出席時，由出席股東表決權三分之二以上並親自或透過其代理人(如該股東會允許使用代理人)行使表決權之同意通過之決議；

「**存續公司**」意指當一個或一個以上參與合併公司按公司法進行合併後唯一存續之參與合併公司；

「**證券櫃檯買賣中心**」意指中華民國證券櫃檯買賣中心；

「**庫藏股**」意指本公司依據本章程、公司法及上市櫃法令發行但經本公司買回、贖回或以其他方式取得且未註銷之股份；及

「**證交所**」意指臺灣證券交易所。

2. 在本章程中，除文意另有所指外：

(a) 單數詞語包括複數含義，反之亦然；

(b) 陽性詞語包括陰性含義按文意所指之任何人；

(c) 「得」或「可」一詞應解為許可性質，而「應」應解為命令性質；

(d) 所提及的任何法令規定應包含其當時有效的任何修訂或重新制定版本；

(e) 所提及的任何董事會決定，應理解為其絕對自由裁量下之決定並應適用於一般或個別情況；及

(f) 所提及的「書面」應理解為書面或任何可以書面方式複製的，包括任何形式之列印、印刷、電子郵件、傳真、照片或電傳，或任何其他替代品或存儲或傳輸格式，或是上述個類形式之混合應用。

3. 除前二條文另有規定外，任何公司法規定之定義，在不違反其主題或是上下文的情況下，具有與本章程相同的涵義

序言

4. 本公司成立後可於任何時間開始運營。

5. 辦事處可由董事會不時決定設立於英屬開曼群島的任一地址。此外，本公司亦可由董事會不時決定建立及維持其他辦事處、營業點及代表處。

6. 本公司成立及發行股票所產生的費用應由本公司承擔支付。此費用可由董事會決定其分期攤銷之期限，且因此所支付的金額，則應由董事會決定於本公司之會計上自本公司收入和/或公司資本內支付之。

7. 董事會應自行或透過他人於董事會得隨時決定之英屬開曼群島境內或境外地點保存股東名簿。若董事會未做出任何決定，則股東名簿應被保管於公司辦事處。

股份

8. 除本章程另有規定外，所有尚未發行之股份皆悉由董事會管控，董事會得：

(a) 按其認為適當的條件向其所認為適當的人分配、發行、或處分具有其認為適當的權利並受有其認為適當的限制之此等股份；及

(b) 授與認股選擇權、發行相關權證或是類似之證券；

基於以上目的，董事會得保留一定適當數量之當時未發行的股份。

9. 董事會得授權將股份分為任何類別。不同類別之股份應經授權、建立及指定(或根據情況重新指定)而不同類別間權利(包括但不限於表決權、股息及贖回)、限制、優先權、特權及付款義務之區別(如有)則應由董事會決定並固定之。

10. 本公司得經董事會三分之二以上董事之出席及出席董事過半數以上之同意，並經特別決議通過，發行相較於普通股享有優先權之股份(「**特別股**」)。按本第10 條所核准之任何特別股發行前，本公司應修改本章程以明定特別股之權利及義務(變更特別股之權利時亦同)，包括但不限於以下條款：

(a) 本公司已發行之特別股總數，及本公司授權發行之特別股總數；

(b) 特別股分派股息及紅利之順序、定額或定率；

(c) 特別股分派本公司賸餘財產之順序、定額或定率；

(d) 特別股股東行使表決權之順序或限制(包括無表決權等)；

(e) 與特別股權利義務有關的其他事項；以及

(f) 本公司被授權或被強制要購回特別股時，其贖回之方法，或當贖回權不適用時，其聲明。

11. 除本章程或上市櫃法令另有規定外，本公司發行新股，應經董事會三分之二以上董事之出席及出席董事過半數之同意。新股份之發行應於本公司之授權資本額內為之。

12. 本公司不得發行任何未繳足或部分繳足股款之股份，亦不得發行無記名股份。

13. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，發行新股時，董事會得保留不超過百分之十五(15%)之新股供本公司及/或本公司子公司之員工認購，得認購新股員工之資格由董事會依其合理裁量決定之。前述「子公司」係依據國際財務報導準則第十號、第十一號及國際會計準則第二十八號之規定。

14. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，除本章程或上市櫃法令另有規定或經本公司股東會普通決議外，本公司董事會發行新股時，除依本章程第 13 條保留部分比例新股供員工認購(如有)及依本章程第 16 條保留部分比例供於台灣公開發行外，其餘新股應以公告及書面通知原有股東按其原持股比例儘先分認。該公告及書面通知應聲明股東未認購者喪失其權利。原有股東持有股份按比例不足分認一新股者，得合併共同認購或歸併一人認購；原有股東未認購者，得公開發行或洽由特定人認購。

15. 按第 14 條規定的股東優先認購權，在因下列原因或目的而發行新股時不適用：

(a) 與他公司合併、本公司分割或本公司重整有關；

(b) 與本公司履行其認股權憑證和/或認股權契約之義務有關；

(c) 與本公司履行可轉換公司債或附認股權公司債之義務有關；或

(d) 與本公司履行附認股權特別股之義務有關。

16. 於本公司股份已登錄興櫃之期間，除上市櫃法令另有規定外，本公司於臺灣境內辦理現金增資發行新股時，除金管會依據上市櫃法令認為無須或不適宜對外公開發行外，得提撥發行新股總額之百分之十(10%)，在臺灣境內對外公開發行；於本公司股份於證券櫃檯買賣中心或證交所上市之期間，除上市櫃法令另有規定外，本公司於臺灣境內辦理現金增資發行新股時，除金管會依據上市櫃法令認為無須或不適宜對外公開發行外，應提撥發行新股總額之百分之十(10%)，在臺灣境內對外公開發行；但股東會另有較高提撥比率之普通決議者，從其決議。於本公司股份已登錄興櫃或於證券櫃檯買賣中心或證交所上市期間，除上市櫃法令另有規定外，本公司應取得金管會及其他主管機關就其現金增資(即發行新股) (無論臺灣境內或臺灣境外)之核准。

17. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，在上市櫃法令範圍內，本公司得經董事會以三分之二以上董事之出席及出席董事過半數同意之決議，通過並採用一個或更多員工激勵計畫(例如員工認股權計畫)，並依該計畫發行選擇權、認股權憑證或其他得以取得股份之類似證券給任何本公司及/或本公司子公司之員工，使其得認購股份。員工依任何員工認股權方案取得之選擇權、認股權憑證或其他得以取得股份之類似證券不得轉讓，但因繼承者不在此限。前述「子公司」係依據國際財務報導準則第十號、第十一號及國際會計準則第二十八號之規定。

17B. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，本公司得以 A 型特別決議或 B 型特別決議通過發行限制員工權利新股。關於前述發行

限制員工權利新股，其發行數量、發行價格、發行條件及其他事項應遵守上市櫃法令及金管會之相關規定。

私募

17C. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，依據上市櫃法令規定，本公司得經股東會有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意，在台灣對下列之人進行有價證券之私募：

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

(b) 符合金管會所定條件之自然人、法人或基金；及

(c) 本公司或關係企業之董事、監察人(如有)及經理人。

於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，依據上市櫃法令規定，普通公司債之私募得於董事會決議之日起一年內分次辦理。

股份權利變更

18. 在任何時候，如果公司資本被劃分為不同類別的股份(例如普通股與特別股)，對任何類別股份之權利(除該類別股份之發行條件另有規定外)之重大不利變更或廢止(包括但不限於在任何對本章程之修訂可能損及任何特別股股東之權利之情況)需經(一)普通股股東會以特別決議通過；及(二)該類別股份(例如特別股)之個別股東會以特別決議通過。

前述個別股東會應適用本章程有關一般股東會及其議程之相關規定，惟該個別股東會之法定出席數應為一人或一人以上持有或以代理人之身份代表半數以上該類別股份(但如任何延期股東會不足上述法定出席數時，在場股東得構成法定出席數)，且除該類別股份之發行條件另有規定外，該類別股份之每一股東於投票表決時，就其所持有之每一股該類別股份有一表決權。

19. 股份持有人持有發行時附有優先權或其他權利之任何類別股份者，其權利不因創設或發行與其股份順位相同或在後之其他股份而受重大不利變更或廢止，但該類別股份發行條件另有明確規定者不在此限。.

股票

20. 本公司應於依上市櫃法令得發行之日起 30 日內對認股人以帳簿劃撥方式交付股份，並在交付前公告之。於本公司股份已登錄興櫃或於證券櫃檯買賣中心或證交所上市期間，本公司發行之股份得免印製股票(即無實體股票)，並應洽證券集中保管事業機構登錄。除董事會另有決定外，任何人不得以其所持有之任何或全部股份而取得股票。

畸零股

21. 除本章程另有規定外，董事會得發行畸零股。經發行之畸零股按其與相應之比例負有或享有債務(不論是關於其面額、溢價、貢獻、付款要求或其他)、期限、優先權、特權、條件、限制、權利(包括但無損於上述規定之一般性情況，投票權和參與權)及一完整股份之其他屬性。如同一股東取得超過一股同一類別的畸零股，則此等畸零股應累積計算。

股份轉讓

22. 凡已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之股份，其所有權得依據上市櫃法令規定予以證明及轉讓。除上市櫃法令、公司法與本章程第 40E 條另有規定外，本公司發行的股份應可自由轉讓。但本公司保留給員工認購之股份得由董事會依其裁量限制員工在一定期間內不得轉讓，惟其限制期間最長不得超過經董事會與員工決定之 2 年。

在不牴觸公司法下及本章程縱有相反規定，上市股份或准於經核可之證券交易所(按公司法所載之定義，包括證券櫃檯買賣中心及證交所)，交易之股份得按該交易所之規則與規定表彰及移轉。

23. 轉讓股份的文件應以任何常規或通用形式，或是經董事會依其裁量決定之格式，或於本公司股份已登錄興櫃或於證券櫃檯買賣中心或證交所上市期間，以證券櫃檯買賣中心或證交所規定之格式，由讓與人或讓與人之代表人簽署(如經董事會要求，受讓人亦應簽署)，連同其股票(如有)及其他董事會得合理要求以證明讓與人有權為此讓與之證據。於受讓人的名稱登記於本公司股東名簿之前，讓與人仍應視為股份持有者。本公司就已登錄興櫃或是在證券櫃檯買賣中心或證交所之上市之股份得維持一股東名簿，以易於辨認之形式紀錄公司法規定之詳細資料，但該紀錄應以符合適用於興櫃、證券櫃檯買賣中心或證交所之法律及上市櫃法令規定為限。在股東名簿係以易於辨認之形式紀錄之前提下，如非屬於易於辨認之形式時，必須複製為易於辨認之版本。

24. 董事會得拒絕登記任何股份轉讓，除非：

(a) 股份轉讓文件及其隨附之股票(如有)，及其它任何董事會得合理要求以證明讓與人有權為此讓與之證據，已送交本公司；

(b) 股份轉讓文件只涉及一種股份類別；

(c) 股份轉讓文件已經適當用印(如經要求)；或

(d) 股份轉讓予共同持有人者，該等共同持有人數未超過 4 人。

不論前述內容為何，董事會不得不具合理理由拒絕任何股份轉讓。於本公司股份已登錄興櫃或於證券櫃檯買賣中心或證交所上市期間，本條規定不予適用。

25. 當本公司依照第 41 條暫停辦理過戶登記手續時，股份轉讓之登記得予暫停。

26. 所有登記之股份轉讓文件應存放於本公司，但任何經董事會拒絕登記之轉讓文件(除涉及詐欺者外)則應返還給提交該文件之人。

股份轉移

27. 股東死亡時，若其股份為共同持有時其他尚生存之共同持有人或該死亡股東之法定代理人，或若其股份是單獨持有時其法定代理人，為本公司所認定唯一有權享有該股份權益之人。

28. 因股東死亡或破產而對股份享有權利的人，於董事會所可能要求的相關證據提出後，得選擇登記成為該相關股份之持有人或於該股東死亡或破產前本得轉讓該股份之範圍內轉讓該股份。如其選擇登記成為持有人，則應遞交或寄發經其簽署之書面通知予本公司，表示其做出此選擇，但無論係何種情形，董事會有權按該股東死亡或破產前轉讓其股份時的情況一樣，拒絕或中止股份轉讓之登記，或於本公司股份已登錄興櫃或於證券櫃檯買賣中心或證交所上市期間，依據適用於興櫃、證券櫃檯買賣中心或證交所之法律及上市櫃法令規定辦理。

29. 因股東死亡或破產而對股份享有權利的人，亦應享有與登記股票持有人相同的股息及其它利益，但在其登記成為該股份持有人之前不得行使任何關於本公司股東會之股東權。董事會得隨時通知此人並要求其選擇登記為該相關股份之持有人或轉讓該股份，若其未於 90 日內依該通知做出選擇，則董事會得暫不支付任何該股份應得之股息、紅利或其他款項至其依該通知做出選擇為止。惟本條規定之事項，於本公司股份已登錄興櫃或於證券櫃檯買賣中心或證交所上市期間，董事會應依據適用於興櫃、證券櫃檯買賣中心或證交所之法律及上市櫃法令規定辦理。

決議之表決

30. 本公司得不時以特別決議按該決議所規定的額度以及所增加之股份之類別和數量為增資。

本公司得不時以普通決議：

(a) 將其全部或部分資本合併並分割為較其現有股份面額更大的股份；

(b) 將所有或任何其已繳足股份轉換為股票並將該股票再轉換為任何面值的已繳足股份；

(c) 將其現有股份之全部或部分再分割為較現有股份面額更小的股份；及

(d) 銷除任何在決議通過之日尚未為任何人取得或同意取得的股份並依據該被銷除股份之數額減少資本。

31. 本公司亦得以特別決議：

(a) 變更其名稱；

(b) 除公司法另有規定外，依法律許可之方式減少其資本和資本贖回準備金；及

(c) 本公司得依照上市櫃法令及公司法之規定進行合併。

32. 本公司亦得以 A 型特別決議或 B 型特別決議：

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

(b) 轉讓其全部或任何主要部分之營業或財產；

(c) 受讓他人的全部營業或財產而對公司營運有重大影響者；

(d) 按上市櫃法令進行本公司之分割；

(e) 董事從事競業禁止行為之許可；

(f) 依據第 17B 條規定發行限制員工權利新股；以及

(g) 以發行新股的方式分派部分或全部的股息或紅利；為避免爭議，關於依據第 129 條提撥員工酬勞及董事酬勞所發行之新股不需要取得 A 型特別決議或 B 型特別決議。

33. 除公司法、本章程及上市櫃法令關於法定出席數另有規定外，就本公司之解散本公司應：

(a) 如本公司因無法支應到期之債務而決議自願解散者，經 A 型特別決議或 B 型特別決議通過；或

(b) 如本公司因前款以外之事由而決議自願解散者，經特別決議通過。

34. 在依據公司法之前提下，若股東會決議通過上述第 32 條之第(a)、(b) 或(c)款之事項，任何於該股東會前以書面通知本公司表示反對該議案並嗣後在該股東會上表示反對之股東，得於該決議日後 20 日內請求本公司以當時公平價格收買其全部之股份。若本公司未能與該股東於該決議日後 60 日內達成收買協議，該股東得於此 60 日期間經過後之 30 日內聲請任何臺灣管轄法院為價格之裁定，此裁定於其得於台灣以外被承認並執行之限度內，於本公司及提出請求之股東間僅就裁定之價格有確定之拘束力。

在依據公司法之前提下，如本公司的任何營業經決議進行分割或參與與其他公司之合併，就此事項放棄表決權並以書面或言詞(經記錄者)在股東會前或股東會進行中表示異議之股東，得於該決議日後 20 日內要求本公司以當時公平價格購買其全部之股份。若本公司未能與該股東於該決議日後 60 日內達成收買協議，該股東得於此 60 日期間經過後之 30 日內聲請任何臺灣管轄法院為價格之裁定，此裁定於其得於台灣以外被承認並執行之限度內，於本公司及提出請求之股東間僅就裁定之價格有確定之拘束力。

股份之贖回與買回

35. 除公司法、上市櫃法令及本章程另有規定外，本公司有權發行可由股東或本公司行使賣回權或贖回權的股份。於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，公司買回股份之相關事項應遵守上市櫃法令及英屬開曼群島法律。

36. 本公司有權依公司法和上市櫃法令以任何合法的資金(包括公司資本)，支付其贖回其股份之股款。

37. 可贖回股份之贖回價格或其計算方式應由董事會在該股份發行時或發行前決定。除本章程另有規定外，每一表彰可贖回股份之股票須記明該股份為可贖回股份。

38. 除上市櫃法令、第 38B 條與第 39B 條另有規定外，經普通決議通過並授權買回之方式與條件，董事會得代表本公司按照與股東的合意或股份發行的條款買回公司的任何股份(包括可贖回股份)，並依照公司法、上市櫃法令及普通決議授權之買回方式與條件支付買回價款。

38B. 根據上市櫃法令，本公司得經董事會三分之二以上董事之出席及出席董事超過二分之一同意，買回在證券櫃檯買賣中心或證交所上市之本公司股份。前述董事會之決議及該決議之執行情形，應於最近一次之股東會向股東報告。如本公司未能依據前述董事會決議完成買回在證券櫃檯買賣中心或證交所上市之本公司股份，應於最近一次之股東會向股東報告。

39. 贖回價款或買回價款得按公司法及本章程之規定支付之。遲延支付贖回價款或買回價款將不影響股份之贖回或買回，但如遲延超過 30 日者則應自屆期日起至實際付款時止支付利息，其利率按董事會於適當之調查後估算足以代表英屬開曼群島 A 類銀行對相同貨幣提供的 30 日存款利率計之。

39B. 本公司得以 A 型特別決議或 B 型特別決議通過以本公司股本或其他合法帳戶或資金進行股份之買回並銷除該等買回之股份。依據前述規定買回並銷除之股份數量，應依據股東各自之持股比例為之。

本公司以其股本或其他合法帳戶或資金進行股份之買回時，得以支付現金或交付資產(即非現金)予股東。該等交付之資產與抵充之資本數額，應經 A 型特別決議或 B 型特別決議通過與收受該等資產之股東的同意。董事會應於股東會前將該等資產之價值與抵充之資本數額，送交中華民國會計師查核簽證。

庫藏股

40. 股份非經繳足股款不得為贖回。本公司買回、贖回或取得(透過返還或其他方式)之股份得經本公司選擇依據公司法或上市櫃法令規定立即註銷或以庫藏股方式持有。若董事會未指明相關股份應以庫藏股方式持有，該等股份應予以註銷。

40B. 關於庫藏股，不得發放或支付股利，亦不得發放或支付本公司資產之其他分派(包括清算時向股東分派資產)(無論以現金或其他形式)。

40C. 股東名簿中應將本公司記載為該等庫藏股之持有人，惟：

(a) 不應以任何理由將本公司視為股東，且不應行使任何關於庫藏股之權利，且任何行使該等權利之主張均應屬無效；

(b) 庫藏股在本公司之任何會議中均不應直接或間接參與表決，且於任何時候均不應將庫藏股計入已發行股份總數，無論是否基於本章程或公司法之目的，但除上市櫃法令或公司法另有規定外，庫藏股准以已繳足股款之紅利股配售股份者，該等配售之股份應視為庫藏股。

40D 除本章程第 40E 條與上市櫃法令另有規定外，庫藏股得經本公司以董事會決定之條款與條件予以處分。如庫藏股之買回係依據上市櫃法令為轉讓予員工，該等員工得向本公司承諾在一定期間內不得轉讓，惟限制期間最長為二年。

40E. 除上市櫃法令另有規定外，本公司以低於實際買回股份之平均價格轉讓予員工，應經最近一次股東會有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意，並應於該次股東會召集事由中列舉並說明下列事項，不得以臨時動議提出：

(a) 所定轉讓價格、折價比率、計算依據及合理性；

(b) 轉讓股數、目的及合理性；

(c) 認股員工之資格條件及得認購之股數；以及

(d) 對股東權益影響事項：(i) 可能費用化之金額及對公司每股盈餘稀釋情形。(ii) 說明低於本公司實際買回股份之平均價格轉讓予員工對公司造成之財務負擔。

歷次股東會通過且已轉讓予員工之股數，累計不得超過本公司已發行股份總數之百分之五，且單一認股員工其受讓股數累計不得超過本公司已發行股份總數之千分之五。

股份停止過戶日或基準日

41. 為了確定有權在股東會或延期股東會召開時受通知、出席或表決或是有權領取股息的股東，或是為了任何其他理由須確定股東，董事會得規定於一定期間內停止股東名簿變更登記。於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之期間，每年度股東常會召開日(含股東常會當日)前至少 60 日內、每一臨時股東會召開日(含臨時股東會當日)前至少 30 日內及於股息分派基準日(含股息分派基準日當日)前至少 5 日內，應停止股東名簿變更登記。

42. 除停止股東名簿變更登記外，董事會亦得決定相關基準日以確定有權在股東會或延期股東會召開時受通知、出席或表決或是有權領取股息的股東。在董事會按本條(第 42 條)決定基準日(即為召集股東會之目的)者，該基準日應訂在為股東會之前，且董事會應立即依據上市櫃法令，於金管會及證券櫃檯買賣中心或證交所所指定的網站上公告之。

股東會

43. 除年度股東常會外之所有股東會，應稱為臨時股東會。

44. 董事會得於任何其認為適當時召集股東會，但本公司應每一會計年度終了後 6 個月內召開年度股東常會，並應在股東會召集通知中表明為股東常會。

45. 董事會應於股東會提出報告(如有)，於本公司股份已登錄興櫃及/或在證券櫃檯買賣中心或證交所上市之期間，其所有股東會皆應於臺灣境內召開。如董事會決議在臺灣境外召開股東會，本公司應於董事會通過該議案後 2 日內或由依據本章程第 46 條規定提出請求之股東申報證券櫃檯買賣中心或證交所核准。

46. 臨時股東會得由董事會依繼續一年以上持有本公司已發行股份總數百分之三(3%)以上，且有權出席股東會並行使表決權之股東提出於辦事處或股務代理機構載明召集目的之書面請求而召開之，於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之期間，倘於股東提出請求後起 15 日內，董事會未召集臨時股東會，則提出請求之股東得按本章程第 48 條規定之方式並儘可能按董事會得召集股東會之方式，自行召集臨時股東會。所有因董事會不召集股東會而由提出請求之股東自行召集臨時股東會的費用皆應由本公司償還。

47. 本公司如無董事會時，於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之期間，繼續一年以上持有本公司已發行股份總數百分之三(3%)以上之股東，得儘可能按董事會得召集股東會之方式，自行召集股東會。

股東會通知

48. 任何年度股東常會之召集，至少應於 20 日前以書面通知各股東，任何臨時股東會之召集，至少應於 10 日前以書面通知各股東；惟如本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之期間，任何年度股東常會之召集，至少應於 30 日前以書面通知各股東，任何臨時股東會之召集，至少應於 15 日前以書面通知各股東。不論前述內容為何，於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之期間，對於持有公司股份未滿一千股之股東，股東常會及股東臨時會之開會通知得以公告方式為之。

每一通知之發出日或視為發出日及送達日應不予計入。該通知應載明會議地點、日期、時間和召集事由。倘本公司取得股東之事前同意，股東會之通知得以電子通訊方式為之。

48B. 於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之期間，本公司應於股東常會開會至少 30 日前或臨時股東會開會至少 15 日前，公告股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事或監察人(如有)事項等各項議案之案由及說明資料。

如本公司同意股東依據第 67 條規定得以書面或電子方式行使表決權時，本公司應將前述資料及書面行使表決權用紙，併同寄送給股東。

49. 於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之期間，董事會應編製股東會議事手冊，記載該股東會之議程(包括所有擬於該股東會決議之議題及事項)，並應依上市櫃法令許可之方式將該議事手冊及其他相關資料於股東常會開會前至少 21 日前或股東臨時會開會前至少 15 日前公告。董事會並應於該股東會將該議事手冊分發給所有親自或委託代理人出席的股東或法人股東之代表人。

50. 下列事項應於股東會召集通知中列舉，不得以臨時動議提出：

(a) 選任或解任董事或監察人(如有)；

(b) 變更備忘錄及/或本章程；

(c) 本公司之解散、股份轉換(依據上市櫃法令定義)、合併或分割；

(d) 締結、變更或終止關於出租本公司全部營業、委託經營或與他人經常共同經營之契約；

(e) 讓與本公司全部或任何主要部分營業或財產；

(f) 受讓他人全部營業或財產而對公司營運有重大影響者；

(g) 私募發行具股權性質之有價證券；

(h) 董事從事競業禁止行為之許可；

(i) 以發行新股方式分派股息及紅利之全部或一部分；

(j) 將法定盈餘公積及因發行股票溢價或受領贈與所得之資本公積之全部或一部分，以發行新股方式，按持股比例分配與原股東者；

(k) 根據公司法規定，將法定盈餘公積及因發行股票溢價所得或受領贈與所得之資本公積之全部或一部分，以發放現金方式，按持股比例分配與原股東；以及

(l) 本公司將庫藏股移轉予員工。

除公司法或本章程另有規定外，股東得於股東會提案，惟僅以原議案內容範圍者為限。

股東會之程序

51. 股東會非達法定出席數，不得為任何決議。除本章程另有規定外，股東會法定出席數應有代表已發行股份總數過半數之有表決權股東親自或委託代理人出席。

52. 截至該次停止過戶期間前持有已發行股份總數百分之一(1%)以上之股東，得以書面向本公司提出年度股東常會議案。本公司應按上市櫃法令所允許之方式，於董事會認為適當的時間，公告受理股東提案之地點和期間(不得少於 10 日)。

任何其提案為董事會所採納之股東，仍有權親自或由委託代理人或當該股東為法人時，由其代表人出席該年度股東常會並參與該議案之討論。

有下列情形之一者，董事會得拒絕股東之提案且該議案不得於該年度股東常會討論：(一)提案股東於董事會訂定之股東名簿基準日或截至該次停止過戶期間前，持股未達已發行股份總數百分之一(1%)；(二)其提案按上市櫃法令非股東會所得決議者；(三)提案超過一項；或(四)逾董事會訂定之受理截止日期始提出者。本公司應於發出該年度股東常會召集通知前通知股東提案之結果，並於該召集通知中列舉經採納得於該年度股東常會討論並表決之議案。董事會應於該年度股東常會說明拒絕採納股東提案之理由。

53. 除上市櫃法令另有規定外，股東會如由董事會所召集，其主席應由董事長(如有)擔任之，董事長請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人者，由董事互推一人代理之。

54. 除上市櫃法令另有規定外，股東會如由董事會以外之其他召集權人召集者，主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。

55. 除上市櫃法令另有規定外，在任何股東會上進行表決的決議應以投票表決方式為之，贊成或反對該決議之表決權數或比例應記載於會議記錄。

56. 除公司法或本章程另有規定外，任何在股東會上提交決議、同意、確認或採納之事項，應經普通決議通過。

57. 在表決權數相同的情況下，股東會主席不得附議或投決定票。除本章程或上市櫃法令另有規定外，本公司應另遵守股東會議事規則。

股東投票

58. 除本章程另有規定或股份另附有任何權利或限制外，每一親自出席或委託代理人出席之股東於進行表決時，就其所持有的每一股份均有一表決權。除公司法或本章程另有規定外，任何股東會之決議應以普通決議為之。

於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，任何股東為其他受益人(下各稱「**受益人**」)持有股份時，該股東得根據該受益人之請求分別行使表決權。關於前述分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其他應遵循事項，應遵守上市櫃法令之規定。

59. 股東持有之下列股份無表決權：

(a) 本公司依據公司法、本章程與上市櫃法令規定所持有之庫藏股；

(b) 被本公司持有已發行有表決權之股份總數或資本總額超過半數之從屬公司(定義依據上市櫃法令規定)，所持有本公司之股份；或

(c) 被本公司及其從屬公司直接或間接持有其已發行有表決權之股份總數或資本總額合計超過半數之他公司，所持有本公司之股份。

違反上述規定行使之表決權於計算第 51 條之法定出席數時，不計入已發行股份總數。

60. 就共同持有之股份，所有共同持有人應互推一位代表行使其股東權，由該代表親自或委託代理人行使之表決權應有排除其他共同持有人行使之表決權之效力。

61. 股東精神耗弱或經管轄法院裁定為精神失常者時，其表決權可由其委員會或由該法院所指派具有與委員會相同功能之其他人或其代理人、監護人或其他法院指定具監察人性質之人行使之。

62. 股東得以通常或一般之形式或經董事同意之其他形式出具本公司印發之委託書，載明授權範圍，委託代理人出席股東會。每一股東於每一股東會以出具一上述之委託書，並以委託一人為限，應於股東會開會 5 日前送達公司，委託書有重複時，以最先送達者為準。但聲明撤銷前委託者，不在此限。

62B. 委託書送達本公司後，如股東欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會至少 2 日前，以書面向公司為撤銷委託之通知。如逾前述期間為撤銷者，應以委託代理人出席行使之表決權為準。

63. 委託書格式應經董事會批准，並載明僅使用於特定股東會，其內容至少應包括(a)填表須知；(b)股東委託行使事項；及(c)股東、徵求人(如有)、受託代理人基本資料等項目，並於寄發或以電子文件傳送股東會召集通知時同時附送股東。無論本章程是否另有規定，召集通知及委託書用紙應分發予所有股東，且無論係以寄發或以電子文件傳送，應於同日為之。

64. 委託書須由委託人或是經其書面授權之代理人親筆簽署。如委託人為一法人，則需該法人之印章或由該法人授權之高級職員或代理人親筆簽署。受託代理人不需為股東。

65. 除中華民國信託事業或經中華民國證券主管機關核准的股務代理機構或依據第 68 條指派主席外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三(3%)，超過時其超過百分之三(3%)之表決權，不予計算。

66. 於上市櫃法令要求之範圍內，股東對於提交股東會同意之提案事項(下稱「**提案事項**」)，有自身利害關係致有害於本公司利益之虞時，就該提案事項不得親自或代理他股東或代表法人股東行使其本可行使之任何表決權，但其不得行使表決權之股份數仍應計入第 51 條之法定出席數。就該提案事項之決議，任何違反上開規定行使之表決權不算入已出席股東之表決權數。

67. 除本章程另有規定外，本公司召開股東會時，得採行以書面或電子方式行使其表決權；但其行使方法應載明於股東會召集通知。除上市櫃法令另有規定外，如本公司股份自 2016 年 1 月 1 日(含)起於證券櫃檯買賣中心或證交所上市，本公司召開股東會時，應將電子方式列為股東會的表決權行使管道之一。董事會決定於中華民國境外召開股東會者，應提供股東得採行以書面或電子方式行使表決權。

68. 依據前條規定以書面或電子方式行使表決權之股東，視為委託股東會主席依據該書面或電子文件之指示代表其於股東會行使其表決權，但就該次股東會之臨時動議及原議案之修正，視為棄權，惟前述之委託應視為不構成上市櫃法令之委託代理人規定。由主席代表股東時，不得以該書面或電子文件未載之方式行使該股東之表決權。

在本公司股份已登錄興櫃或於證券櫃檯買賣中心或證交所上市期間，本公司於中華民國境外召開股東會時，應於中華民國境內委託經金管會、證券櫃檯買賣中心或證交所核可之股務代理機構，以處理該次股東會之行政事宜(包括但不限於受理股東投票事宜)。

69. 股東應於股東會召集至少 2 日前依據第 67 條規定向本公司以書面或電子方式提出表決。若股東向本公司提出 2 份以上之書面或電子表決，應以依據第 68 條規定以第一份書面或電子表決提出於股東會主席之委託為準，但之後提出之書面或電子表決明示撤銷先前書面或電子表決者，不在此限。

70. 如股東已以書面或電子方式提出表決後，欲親自出席股東會者，至遲應於股東會開會前 2 日，以書面或電子方式撤銷其表決，其表決之撤銷應構成第 68 條規定所稱委託股東會主席之撤銷。如股東已依據第 67 條規定提出書面或電子表決超過前述期限撤銷其表決者，應以其書面或電子表決及第 68 條規定所稱委託股東會主席為準。

如股東依據第 67 條規定提出書面或電子表決後，另以委託書委託代理人代表其出席股東會者，應視為第 68 條規定所稱委託股東會主席之撤銷，並以該委託代理人出席行使之表決權為準。

71. 股東會之召集程序或其決議方法違反公司法、上市櫃法令或本章程時，股東得於決議日起 30 日內訴請管轄法院撤銷其決議，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。

代理人及委託書之徵求

72. 於本公司股份已登錄於興櫃或於證券櫃檯買賣中心或證交所上市期間，任何關於股東會出席之代理人及委託書徵求等相關事宜應遵守上市櫃法令規定(包含但不限於「公開發行公司出席股東會使用委託書規則」)。

法人代表出席之會議

73. 股東或董事為一法人時，可經由其董事會或其他決策機關選出其認為合適之人選為其代表參與任何公司會議，或是任何個別類別股東之會議或董事會會議或董事委員會會議。該經授權之代表人得代表法人行使該法人可行使的任何股東或董事權力。

董事

74. 除股東會另有決議外，本公司董事會，設置董事不得少於五人，最多為七人，其中獨立董事人數不得少於三人且獨立董事應達全體董事席次五分之一以上，

其中至少一人應在中華民國設有戶籍。於本公司股份於證券櫃檯買賣中心或證交所上市之期間，董事會之獨立董事席次應符合相關法令或上市櫃法令關於外國發行人之規定。董事及獨立董事之資格條件、組成、選任、解任、職權行使及其他應遵循事項，應遵循上市櫃法令規定。

如股東係法人時，得由其代表人當選為董事或監察人(如有)。如法人股東之代表人有數人時，該等代表人得分別當選董事或監察人(如有)，但不得同時當選董事及監察人(如有)。

75. 獨立董事應具備專業知識，且於執行業務範圍內應保持獨立性，不得與本公司有直接或間接之利害關係。獨立董事之專業資格、持股與兼職限制、獨立性之認定應符合上市櫃法令之規定。

獨立董事因資格不符、辭職或因故不再擔任董事，致其人數不足本章程或上市櫃法令規定的人數時，應於最近一次股東會補選之。所有獨立董事均資格不符、辭職或因故不再擔任董事時，應於事實發生之日起 60 日內召開臨時股東會補選之。

76. 除經金管會許可且符合上市櫃法令外，董事間應有超過半數之席次不得具有配偶關係或二親等以內之親屬關係(下稱「**門檻**」)。

如於股東會上選出的董事未能達到此門檻，不符此門檻之董事中所得選票代表選舉權較低者，其當選失效。已充任董事違反此門檻者，當然解任。

77. 董事因資格不符、辭職或因故解任，致不足五人者，本公司應於最近一次股東會補選之。但董事缺額達公司股東會選出之全體董事人數的三分之一，且不論現在實際董事人數為何，應於事實發生之日起 60 日內，召開臨時股東會補選之。

股東會在現任董事任期未屆滿前決議改選全體董事且決議同時立即生效(「**全面改選**」)者，除股東會另有決議外，視為現任董事之任期在全面改選前立即提前屆滿。前述在股東會中改選全體董事時，該股東會應有代表公司已發行股份總數過半數股東之出席。

78. 股東會可選任任一自然人或法人為董事或監察人(如有)。股東會選任董事或監察人(如有)時，每一股份有與應選出董事或監察人(如有)人數相同之選舉權，得集中選舉一人，或分配選舉數人，由所得選票代表選舉權較多者，當選為董事或監察人(如有)。

79. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，關於董事(包含獨立董事)及監察人(如有)之選任，除上市櫃法令另有規定外，本公司應採用符合上市櫃法令的候選人提名機制，另為避免爭議，(i)董事(不包含獨立董事)或監察人(如有)應由股東在董事(不包含獨立董事)及監察人(如有)之候選人名單中選任；及(ii) 獨立董事應由股東在獨立董事之候選人名單中選任。

除本章程或上市櫃法令另有規定外，本公司應另遵守董事選舉規範之規定。

80. 除本章程另有規定外，每一董事及監察人(如有)之任期不得超過三年，但得連選連任。若董事或監察人(如有)任期屆滿而尚未選任新董事或監察人(如有)者，則該董事或監察人(如有)之任期應予延長至新董事或監察人(如有)選出並開始任職為止。

81. 股東會得隨時以 A 型特別決議或 B 型特別決議解任董事。於任期中無充分理由遭解任之董事，得向本公司請求因被解任所受之任何或全部損害。

82. 董事會應以三分之二以上董事出席、出席董事過半數之同意選任董事長。

82B. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，除上市櫃法令另有規定外，公司董事或監察人(如有)，在任期中一次或多次轉讓持股超過其經股東會指派或選任為董事或監察人(視實際情況而定)當時(下稱「**當選日**」)所持有本公司股份數額二分之一時，應解除該董事或監察人(視實際情況而定)職位。

於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，除上市櫃法令另有規定外，如任何人被指派或選任為公司董事或監察人(如有)，在下述任一期間內轉讓其在當選日所持有本公司股份數額二分之一時，該指派或選任應失去效力：(i) 在當選日到其就任董事或監察人(如有)前的期間；或(ii) 在召開提議指派或選任其為董事或監察人(如有)之股東會前之停止過戶期間。

83. 除相關法令及上市櫃法令另有要求外，董事會得不時採用、制定、修訂、修改或撤銷公司治理政策或措施。該等政策或措施應以記載本公司及董事會就董事會不時決議之各項公司治理相關事項之政策為目的。

84. 董事無須持有任何本公司之股份。

84B. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，除上市櫃法令另有規定外，本公司董事亦持有本公司股份時，如該董事以股份設定質權(下稱「**設質股份**」)超過其經股東會選任為董事當時所持有之本公司股份數額二分之一時，其超過之股份(即設質股份超過其經股東會選任為董事當時所持有股份數額二分之一的部分)不得行使表決權，不算入已出席股東之表決權數。

董事之酬金及費用

85. 除本章程或上市櫃法令另有規定外，董事之報酬(若有)應由董事會參酌同業水準決議通過之。每一位董事就其所有因出席董事會會議或董事委員會會議或股東會或任何類別股份或公司債券的個別會議，或是其他與其董事職務之履行相關之合理支出或即將支出之旅遊、住宿及附隨之花費，皆有權受償還或預支。

86. 除應符合第 85 條規定外，任何董事因公司需求須出訪或移居國外，或是經董事會認定其工作超出一般董事職責時，得經董事會決定領取額外報酬，此等額外報酬應外加於或取代任何依據其他條款所提供之一般報酬。

86B. 本公司應設置薪資報酬委員會，其成員專業資格、組成、選任、解任、所定職權之行使及相關事項，應遵守上市櫃法令之規定。前述薪資與報酬應包括董事及經理人之薪資、股票選擇權與其他具有實質獎勵之措施。

替代

87. 除上市櫃法令另有規定外，任何董事得指派另一董事為其替代人，為該董事於董事會上行事。各替代董事得以其指派董事之替代人身分出席董事會並進行投票，如替代董事亦為董事，除其本身之表決權外，另具有一票表決權。

88. 除上市櫃法令另有規定外，前條所指之替代董事之指派應以書面為之，並附有指派董事之親筆簽名，並以標準或普通格式或是其他董事會許可之格式，在預計使用或首次使用該替代董事之董事會開會前提交予該會議主席。

董事會權力及職責

89. 每會計年度終了，董事會應編造營業報告書、財務報表、及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，經本公司年度股東常會承認後，董事會應依本章程及上市櫃法令，將財務報表、盈餘分派及/或虧損撥補議案之決議，分發或公告予各股東。於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市，前述財務報表、盈餘分派及/或虧損撥補決議之分發得以本公司公告方式為之。

90. 除公司法、本章程、上市櫃法令以及任何股東會之決議另有規定外，本公司的事務應由董事會管理。董事會得行使本公司之所有權力，並得支付於創立及註冊本公司時所產生的所有費用。

91. 董事會得在其認為就本公司之管理有必要下隨時任命任何人(不含獨立董事在內)，無論該任何人是否為董事，依其認為合適之任期、酬勞(無論是薪資、佣金、分紅或是以上之組合)、權力和責任，出任本公司之職務，包括但不限於執行長、總經理、一名以上之副總經理或財務長，惟就董事擔任此等職務所得之酬勞應準用第 85 條規定。任何經董事會任命之人亦可由董事會解除其職務。

92. 董事會得依其認為合適的任期、報酬、條件及權力任命秘書(或如有需要，一或更多助理秘書)。任何經董事會任命之秘書或助理秘書，亦得由董事會解除其職位。

93. 董事會得於其認為適當時將其任何權力委託給由一位或多位董事所組成的委員會行使。任何因此成立之委員會就受委任權力之行使應遵守董事會加諸之規定。

94. 董事會得隨時以委任書(經蓋印章或親筆簽署)或其他方式指定任何公司、商號、個人或數人組成之機構(無論由董事會直接或間接提名)，依董事會認為適當的目的、權力、權限、裁量權(惟不得超過董事會根據本章程所擁有或得以行使的權力)、條件與期間，作為本公司之代理人。此等委任書或其他指定方式，得包含董事會為與進行此等代理人交易之人之保護與便利認為適當之規定，亦得授權此等代理人將其所受委任的權力、權限及裁量權為複委任。

95. 董事會得隨時以其認為合適的方式管理本公司事務。以下二條規定，不得限制本條所賦予的一般權力。

96. 董事會得隨時建立任何委員會以管理本公司任何事務(其中包含但不限於薪酬委員會)，除上市櫃法令另有規定外，董事應為該等委員會成員；如任何董事擔任委員會成員，其酬勞應準用第 85 條規定。

97. 任何前述受任人得由董事會授權複委任其當時具有之全部或部分權力、權限及裁量權。

97B 依據英屬開曼群島法律及上市櫃法令，任何董事對公司均有忠實義務，且該等忠實義務應包含但不限於遵守一般忠誠與善意以及避免義務衝突與自身利益衝突等。如任何董事有違反前述忠實義務，依據英屬開曼群島法律及上市櫃法令，該董事應對因此所生之損害負責。

依據英屬開曼群島法律及上市櫃法令，如有任何董事為自己或為他人而違反前述忠實義務，股東會得決議將該等行為之任何所得視為本公司之所得。

如任何董事為本公司執行職務而有違反相關法令並致第三人有損害時，依據英屬開曼群島法律及上市櫃法令，該董事對該第三人應與本公司負連帶賠償責任；在此情形下，該董事應賠償本公司對第三人請求所生之損害。

依據英屬開曼群島法律及上市櫃法令，在各自職務範圍內，本公司之經理人與監察人(如有)應與董事負擔本條前各項所規定之相同責任。

董事會借貸權力

98. 除本章程及上市櫃法令另有規定外，董事會得行使公司所有權力以借款，並於借款時或作為本公司或任何第三人之債務、責任或義務之擔保，抵押其企業和財產、發行債券、公司債券和其他證券。

印章

99. 除了經董事會決議授權，該印章不得使用於任何文件，但該授權得於用印之前或之後為之，其於用印後為之者得為對數次用印之一般性確認形式。該印章之使用需有董事或秘書(或助理秘書)在場，或是任何董事為此目的任命的一或更多人在場，此等在場之人應簽署任何該印章於其在場時蓋過之文書。

100. 本公司得保留一份印章摹本於董事會指定的國家或地點。該印章摹本非經董事會決議授權不得使用於任何文件，但該授權得於使用之前或之後為之，其於使用後為之者得為對數次使用之一般性確認形式。

101. 秘書或助理秘書有權為證明文書內容真實性之目的且其內容不會對本公司產生任何義務之情形下，於任何文書蓋章，不受以上規定限制。

董事之解任

102. 有下列情形之一，任何人不得擔任董事，如已擔任董事者，應解除其董事職位：

(a) 曾犯組織犯罪，經有罪判決確定，服刑期滿尚未逾五年者；

(b) 曾犯詐欺、背信、侵占罪經受有期徒刑一年以上宣告，服刑期滿尚未逾二年者；

(c) 曾服公務虧空公款，經判決確定，服刑期滿尚未逾二年者；

(d) 宣告破產且尚未解除；

(e) 使用票據經拒絕往來尚未期滿者；

(f) 無法律行為能力或限制行為能力者；

(g) 死亡或被認為或陷入精神耗弱；

(h) 以書面通知公司辭任董事職位；或

(i) 經依本章程解任者。

103. 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者，股東會未為決議將其解任者，持有本公司已發行股份總數百分之三(3%)以上之股東，得於股東會後 30 日內，以本公司之費用訴請管轄法院裁判解任之，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。

董事會之程序

104. 董事得(於英屬開曼群島境內或境外)集會討論事務處理、休會或是其認為適當之其他董事會會議及其程序之規範。任何於會議中提出的問題應以出席董事之多數決決定。在得票數相等的情況下，主席不得投下第二票或決定票。董事會之召集通知應載明召集事由，並於 7 日前以寄發或電子方式通知予各董事，但有緊急情形時得依據上市櫃法令隨時召集。除本章程或上市櫃法令另有規定外，本公司應另遵守董事會議事規範之規定。

105. 董事得透過視訊或所有與會人員可同時互相交流的其他通訊設備，出席任何董事會會議或經董事會委任而其為成員之委員會會議。以此方式參加會議者，視為親自出席。

106. 除本章程另有規定外，董事會之法定出席數應為全體董事過半數。於計算法定出席數時，由替代董事代表出席之董事應視為親自出席。

107. 董事對於董事會會議相關事項(包括但不限於契約或預計與公司進行之契約或安排)有直接或間接自身利害關係者，如其知悉該利害關係當時已存在，則應於董事會會議中揭露該自身利害關係之性質，或於任何其他情況於其知悉有此自身

利害關係後之首次董事會會議中為之。為本條之目的，董事對董事會關於以下之一般性通知：

(a) 其為特定公司或商號之股東或高級職員且就該通知發送後可能與該公司或商號簽署之契約或協議應認為有利害關係；或

(b) 其就該通知發送後可能和與其具有關係之特定人簽署之契約或協議應認為有利害關係；

應視為已依本條關於該等契約或協議之自身利害關係為適當之揭露，但此等通知僅有於董事會會議中為之或該董事採取合理步驟以確保該通知能於其發送後之董事會會議中被提出並審閱。

如上市櫃法令有所要求，董事對於董事會之事項，包括但不限於契約或契約之提案或協議或本公司擬進行之交易，有自身利害關係(無論直接或間接)致有害於本公司利益之虞時，不得加入表決，並不得代理他董事行使表決權。董事違反前述規定親自或由代理人行使之表決權，本公司應不予計算，但該董事仍應計入該次會議之法定出席數。

不論本條第一項內容如何，如任何董事對於董事會議之事項，有自身利害關係(不論直接或間接)時，該董事應於當次董事會揭露並說明其自身利害關係之重要內容。

108. 董事(不含獨立董事在內)為自己或他人從事屬於本公司業務範圍之行為，應於股東會上揭露該等行為的主要內容，並取得 A 型特別決議或 B 型特別決議許可。就未獲上述授權之董事，股東會得於該等行為發生後 1 年內，以普通決議要求該董事將其因該等行為所獲利益歸於本公司。

109. 除上市櫃法令另有規定外，董事(不含獨立董事在內)得依董事會所定之期間及條件(關於報酬及其他)兼任本公司任何其他給薪職位(除內部稽核人員外)，且董事或有此意圖之董事不應因就上開兼職與本公司簽訂契約而被解任，且董事因上開兼職與本公司簽訂契約或因上開兼職而有利害關係者，不應因其兼職或由該等契約或協議建立之善良管理人關係而應將其就該等契約或協議所獲利益歸於本公司。

110. 除本章程及上市櫃法令另有規定外，董事(不含獨立董事在內)得以個人或其商號的身份向本公司提供專業服務，該董事個人或其商號有權就其提供之專業服務收取相當於如其非為董事情況下的同等報酬。但此條款不授權該董事或其商號擔任本公司內部稽核人員。

111. 董事會應將所有會議記錄集結成冊以記錄以下事項：

(a) 董事會對高階經理人之所有任命；

(b) 每一董事會會議及委員會會議出席董事的姓名；以及

(c) 所有本公司之會議、董事會會議及委員會會議的所有決議及程序。

112. 除上市櫃法令另有規定外，當董事會會議主席簽署該會議之會議記錄，則該會議應視為已合法召集。

113. 除上市櫃法令另有規定外，無論董事會是否有缺額席次，留任董事均得行使其職權，但如其人數因而低於本章程所定之法定出席數者，留任董事僅得為召集股東會之目的行使職權。

114. 除上市櫃法令另有規定及董事會另有規範外，董事會任命的委員會得選任其會議主席。若未選任主席，或在任何會議該主席未能於既定開會時間 15 分鐘內抵達，則出席該會議的委員可由出席委員中選出一位擔任該會議的主席。

115. 董事會任命之委員會得依其認為適當的方式召集會議或休會。除上市櫃法令另有規定及董事會另有規範外，任何於會議中提出的問題及議案應以出席者多數決決定。

116. 除上市櫃法令另有規定及董事會另有規範外，任何董事會會議或委員會會議或任何行使董事職權之人之行為，即使其後發現此等董事或人之選任有瑕疵或其中任何董事或人資格不符，該行為仍與其每一人均經合法選任且具備董事資格之情況下所為者具有同等效力。

117. 下列事項應經至少三分之二董事出席董事會、出席董事過半數之同意：

(a) 締結、變更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；

(b) 出售或轉讓其全部或主要部分的營業或財產；

(c) 受讓他人全部營業或財產，對本公司營運產生重大影響者；

(d) 按本章程選任董事長；

(e) 依據第 129 條提撥員工酬勞及董事酬勞；以及

(f) 發行公司債券。

審計委員會

118. 本公司應設置審計委員會，其成員專業資格、組成、選任、解任、所定職權之行使及相關事項，應遵守上市櫃法令之規定。審計委員會應由全體獨立董事組成且其委員不得少於 3 人。根據上市櫃法令，其中 1 人應為審計委員會會議召集人，得隨時召集會議，且其中至少 1 人應具有會計或財務專長。審計委員會之決議應經全體委員過半數之同意方為有效。

119. 不論本章程是否有相反之規定，下列事項應經審計委員會全體委員過半數之同意，並經董事會批准：

(a) 訂定或修正內部控制制度；

(b) 內部控制制度有效性之考核；

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

(d) 涉及董事自身利害關係之事項；

(e) 重大之資產或衍生性商品交易；

(f) 重大之資金貸與、背書或提供保證；

(g) 募集、發行或私募股份或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) 批准年度財務報告及半年度財務報告；以及

(k) 其他經董事會認為或任何主管機關或上市櫃法令規定之重大事項。

除上市櫃法令另有規定外，上述各款事項如未經審計委員會全體委員過半數之同意者，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，但不適用於上述第(j)款事項。

除上市櫃法令另有規定外，如有正當理由致審計委員會無法召開時，得由全體董事三分之二以上同意行之，但上述第(j)款之事項仍應由獨立董事委員出具是否同意之意見。

120. 本公司帳簿每年至少應查核一次。

121. 審計委員會有權於任何合理的時間審閱本公司之所有帳簿以及帳目以及相關的付款憑單。審計委員會得約訪本公司董事及高階經理人詢問任何其所持有與本公司帳簿或事務有關之資訊。

122. 按本章程備置之收支報表及資產負債表應由審計委員會查核並與本公司帳簿、帳目及有關付款憑單核對。審計委員會應就此製作書面報告，說明是否該報表和資產負債表確實反映本公司在此審查期間之財務與營運狀況，如曾向本公司董事及高級職員詢問資訊，該等資訊是否已提供並符合要求。審計委員會得為本公司委任執業律師和註冊會計師以進行查核。本公司財務報表應經董事會任命之審計人員依據公認之審計標準查核。該審計人員應按公認之審計標準製作書面報告並於股東會交付股東。所稱「公認之審計標準」得為英屬開曼群島以外的國家或司法管轄區的標準，於此情形，財務報表和審計人員之報告應揭露此一事實及該國家或司法管轄區之名稱。

123. 在符合英屬開曼群島法律之情形下，繼續一年以上持有本公司已發行股份總數百分之三(3%)以上之股東，得以書面請求審計委員會之任一獨立董事成員為本

公司對董事提起訴訟，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。

於收到股東依前項規定提出之請求後 30 日內，受該股東請求之該審計委員會獨立董事成員不提起或拒絕提起訴訟時，除英屬開曼群島法律另有規定外，股東得為本公司提起訴訟，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。

124. 除本章程或上市櫃法令另有規定外，本公司應另遵守審計委員會組織規程之規定。

股息

125. 在不牴觸公司法、任何股份當時另有附加權利或限制或本章程之規定下，本公司得以普通決議宣佈分派已發行股份之股息及其他分派，並授權以本公司於法律上可動用的資金支付之。

126. 在不牴觸公司章程第 129 條之規定下，董事會在建議任何股息分派前，得從依法得用以分配股息的資金中保留其認為合適的數額為公積金，該公積金按董事會之裁量應用於預防突發情形、平衡股息或其他得適當運用該公積金之目的，且在進行此等運用前，得依董事會之絕對裁量用於本公司之業務或進行董事會隨時認為適當之投資。

127. 任何股息之支付得以支票郵寄至股東或有權受領人或共同持有人代表之登記地址或其指定之地址。每一支票應以收件人或其所指定之人為受款人。

128. 除任何股份當時另有附加權利或限制外，所有股息應按股東持有股份數分派之。

129. 本公司處於成長階段，基於資本支出、業務擴充及健全財務規劃以求永續發展等需求，本公司之股利政策將依據本公司未來資金支出預算及資金需求情形，以現金股利及/或股票股利方式配發予本公司股東。

除上市櫃法令另有規定外，本公司年度如有稅前獲利，本公司應在稅前獲利中提撥：(1) 最多為百分之十(10%)、最低為百分之一點五(1.5%)作為員工酬勞(包含本公司員工及/或關係企業員工)(下稱「**員工酬勞**」)；及(2) 最多為百分之二(2%)作為董事酬勞(下稱「**董事酬勞**」) 。無論前述內容為何，如本公司年度仍有以前年度之累積虧損，本公司應在提撥員工酬勞及董事酬勞前預先保留彌補數額。依據英屬開曼法律規定、上市櫃法令規定及不論第 139 條規定，經董事會以董事三分之二以上之出席及出席董事過半數同意之決議，員工酬勞及董事酬勞得以現金及/或股票方式發放。前述關於發放員工酬勞及董事酬勞之董事會決議，應於董事會決議通過後在股東會中向股東報告。

除上市櫃法令另有規定外，本公司年度總決算如有盈餘時，董事會應以下述方式及順序擬訂盈餘分派案並提交股東會決議：

(a) 依法提撥應繳納之稅款；

(b) 彌補以前年度之累積虧損(如有)；

(c) 依據上市櫃法令規定提撥百分之十(10%)為法定盈餘公積，但法定盈餘公積已達本公司之實收資本額時，不在此限；

(d) 依據上市櫃法令規定或主管機關要求提撥特別盈餘公積；及

(e) 按當年度盈餘扣除前述第(a)項至第(d)項後之數額，加計前期累計未分配盈餘為可供分配盈餘，可供分配盈餘得經董事會提議股利分派案，送請股東常會依據上市櫃法令決議後通過分派之。股利之分派得以現金股利及/或股票股利方式發放，在不牴觸英屬開曼群島法律下，股利金額最低至少應為當年度盈餘扣除前述第(a)項至第(d)項之百分之十(10%)，且現金股利分派之比例不得低於股東股利總額之百分之十(10%)，並以百分之百(100%)為上限。

130. 如任何股份登記為由數人共同持有，則其中任何一人均得就股息或其他與該股份相關之應付款項發給有效之收據。任何股息均不加計利息。

會計帳簿、審計、公司年報及申報

131. 本公司會計帳簿應按董事會不時決定之保存方式保存之。

132. 本公司會計帳簿應存於辦事處或其他董事會認為合適的存放地點，並應隨時允許董事會查閱。

133. 董事會應將其所造具之各項表冊，提出於年度股東常會請求承認。經其承認後，董事會應將營業報告書、財務報表、盈餘分派及/或虧損撥補之決議，分發各股東。於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市，前述財務報表、盈餘分派及/或虧損撥補決議之分發得以本公司公告方式為之。

134. 除上市櫃法令另有規定外，董事會應於年度股東常會開會 10 日前，將年度營業報告、財務報表及其他相關文件備置於中華民國境內之股務代理機構，股東得隨時查閱。

135. 除第 134 條及第 148 條另有規定外，董事會應隨時決定本公司會計帳簿之全部或一部分是否供非董事之股東查閱，以及其範圍、時間、地點及條件或規定。除法令或董事會或普通決議另有授權外，非董事之股東無權查閱公司任何會計帳簿或文件。

136. 本公司帳簿應按董事會不時決定或上市櫃法令規定之審計方式和會計年度為審計。.

137. 董事會應於每年準備本公司年報及申報記載公司法所定事項並副知英屬開曼群島公司登記處。

內部稽核

138. 本公司應設置隸屬於董事會之內部稽核單位，並配置適任及適當人數之專任內部稽核人員。任何關於內部稽核之相關事宜應遵守上市櫃法令規定。

公積金轉增資

139. 除上市櫃法令或公司法另有規定外，本公司得以 A 型特別決議或 B 型特別決議：

(a) 將列入公司準備金帳戶或其他資本公積金的任何餘額(包括資本溢價科目、資本贖回準備金、盈餘、損益帳戶、資本公積、法定盈餘公積及特別盈餘公積)轉增資，無論其是否得用以分派；

(b) 將決議轉增資之金額按持股比例分配予各股東，並代表股東將此等金額充作受分配公司未發行股份或債券或其組合之相關股款，且將此等公司股份或債券或其組合依前述比例分配予股東(或其指定人)；

(c) 做出任何其認為適當的安排以解決分配公積金轉增資時所遭遇之困難，特別是，但不限於，當股份或公司債券之分配為畸零時，董事會有權以其認為適當的方式處置該畸零股份或公司債券；及

(d) 進行一切必要的行為以執行本條規定之事項。

139A. 為避免爭議，關於依據第 129 條提撥員工酬勞及董事酬勞所發行之新股不需要取得 A 型特別決議或 B 型特別決議。

公開收購

140. 於本公司股份已登錄興櫃及/或在證券櫃檯買賣中心或證交所上市之期間，除上市櫃法令另有規定外，董事會於本公司或本公司依上市櫃法令委任之訴訟或非訟代理人接獲公開收購申報書副本及相關書件後 10 日內，應對建議股東接受或反對本次收購做成決議，並公告下列事項：

(a) 董事及持有本公司已發行股份超過百分之十(10%)之股東自己及以他人名義目前持有之股份種類、數量。

(b) 就本次收購對股東之建議，並應載明持反對意見之董事姓名及其所持理由。

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

(d) 董事及持股超過百分之十(10%)之股東自己及以他人名義持有公開收購人或其關係企業之股份種類、數量及其金額。

資本溢價科目

141. 董事會應根據公司法設立資本溢價科目，並不時存入等同於任何股份發行溢價之金額或數額。

142. 除上市櫃法令或公司法另有規定外，贖回或買回股份之任何資本溢價科目應減除其贖回或買回價額與其面額之差額，但董事會得依其裁量決定從本公司之盈餘，或如公司法允許，從本公司之資本中支付該數額。

通知

143. 除本章程或上市櫃法令另有規定外，任何通知或公文得由本公司或有權發佈通知之人當面遞交或以傳真送達於股東，或以郵寄(預付郵資)或合格之快遞(運費預付)等方式寄送至股東於股東名簿所載之地址，或於相關法令許可範圍內，以電子方式將通知或文書發送至經股東書面確認過為受通知之用之電子郵件位址。如股份為共同持有者，所有通知應向股東名簿中登記為其代表人之共同持有人為之，依此所為之通知視為已向所有其他共同持有人為之。

144. 股東親自或是委託代理人出席本公司任何會議者，應為所有目的視為已合法收到該會議及，若有必要，其目的之通知。

145. 除本章程或上市櫃法令另有規定外，任何通知或文件若以：

(a) 郵寄或快遞送達，則應於包含該通知或文件之信件交於郵局或快遞服務之 5 日後視為已送達；

(b) 傳真送達，則應於傳真機產生確認全部成功傳輸至收件傳真號碼之報告後視為已送達；

(c) 合格快遞送達，則應於包含該通知或文件之信件交於快遞服務 48 小時候視為已送達；或

(d) 電子郵件送達，則應於電子郵件發送之當時視為已送達。

如包含該通知或文件之信件已正確記載地址且被郵局或快遞服務收下，即足以證明已依郵寄或快遞送達。

146. 按本章程之規定以郵寄交付或寄送或置於股東登記簿所載之地址之任何通知或文件，即使該股東當時已過世或破產且不論本公司是否已受通知上情，就登記於該股東名下之單獨或共同持有之任何股份，除該股東於該通知或文件送達時已自股東名簿中除名外，均應視為已合法送達，且應為所有目的視為已送達所有該股份之利害關係人(無論是共同或經由請求或以其名義)。

147. 每一股東會的召集通知應發給：

(a) 所有有權受通知且已向本公司提供受通知之地址之股東；以及

(b) 所有因股東死亡或破產(該股東若非死亡或破產仍有權受通知者)而對其股份有權利之人。

其他人無權受股東會召集通知。

資訊

148. 董事會應將備忘錄、本章程及歷屆股東會議事錄、財務報表、股東名簿及本公司發行之公司債存根簿備置於中華民國境內之股務代理機構，股東得檢具利害關係證明文件，指定範圍，隨時請求查閱或抄錄前述文件。

149. 在不影響本章程條款所列之權利下，任何股東無權要求披露任何有關公司任何交易的詳細資訊，或是任何性質為或可能為營業秘密或公司商業行為的機密程序且董事會認為對外公開並不會對公司股東有利之資訊。

150. 董事會有權向任何主管機關或是司法機關發表或揭露任何其持有、保管或控制之與本公司或其與股東之事務之資訊，包括但不限於本公司股東名簿及股票過戶登記簿所包含之資訊。

補償或保險

151. 本公司得以普通決議採用第 152(a)及(b)條規定之其中一種保護機制。

152. (a) 每一位董事以及其他本公司當時之高級職員(下稱「**被補償人**」)，因其所受或產生之一切行動、程序、成本、費用、支出、損失、損害，除因被補償人關於本公司業務或事務或於執行或解除其職責、權力、權限或裁量之自身不誠實、故意違約或詐欺(包括任何判斷失誤所致者)外，得由本公司之資產與資金受補償並不受傷害，包括但在不損害前述規定的一般性的原則下，被補償人在英屬開曼群島或其他地方之法院，為防禦任何與本公司或本公司事務有關的民事程序(不論成功與否)所生之任何成本、費用、損失或責任。

(b) 為每一位董事及其他本公司當時之高級職員之利益，本公司得為董事及高級職員購買責任保險(下稱「**董事及高級職員保險**」)。該董事及高級職員保險應僅限於其因本章程、公司法及上市櫃法令所定之職責而產生之責任。

會計年度

153. 除董事會另有決定外，本公司會計年度應於每年 12 月 31 日結束，並於每年 1 月 1 日開始。

清算

154. 如果本公司應進行清算，且可供股東分配的財產不足以清償全部股本，該財產應予以分配，以使股東得依其所持股份比例承擔損失。如果在清算過程中，可供股東間分配的財產顯足以抵償清算開始時的全部股本，應將超過之部分依清算開始時股東所持股份之比例在股東間進行分配。本條規定不損及依特殊條款和條件發行的股份持有者之權利。

155. 如果本公司應進行清算，經本公司特別決議同意且取得任何公司法所要求的其他許可並且符合上市櫃法令的情況下，清算人得將公司全部或部分之財產(無論其是否為性質相同之財產)分配予股東，並得為該目的，對此等財產設定其認為合理之價格並決定如何在股東或不同類別之股東之間進行分配。經同前述之決議同意及許可，如清算人認為適當，清算人得為股東之利益，將此等財產之全部或一部交付信託。但股東不應被強迫接受負有債務或責任的任何財產。

156. 本公司應將所有報表、帳戶記錄以及文件從清算結束之日起保存 10 年，並由清算人或經本公司普通決議委任保管人。

變更章程

157. 除公司法及本章程另有規定外，本公司得隨時以特別決議變更備忘錄及/或本章程之全部或一部分。

訴訟及非訟代理人

158. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，根據上市櫃法令規定，本公司應在臺灣指定訴訟及非訟代理人(下稱「**訴訟及非訟代理人**」)。訴訟及非訟代理人應為本公司在臺灣之負責人，並應在臺灣有住所或居所。本公司應將訴訟及非訟代理人之姓名、住所或居所及授權文件向金管會申報。如訴訟及非訟代理人之姓名、住所或居所及授權文件有變更之情形，本公司應將該等變更向金管會申報。

THE COMPANIES LAW (AS AMENDED)

COMPANY LIMITED BY SHARES

AMENDED AND RESTATED

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

SUN MAX TECH LIMITED

Incorporated on November 28, 2013

(Adopted by Special Resolution passed on April 30, 2016)

GENERAL REGISTRY
CAYMAN ISLANDS
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THE COMPANIES LAW (AS AMENDED)

COMPANY LIMITED BY SHARES

AMENDED AND RESTATED

MEMORANDUM OF ASSOCIATION

OF

SUN MAX TECH LIMITED

(Adopted by Special Resolution passed on April 30, 2016)

1. The name of the Company is SUN MAX TECH LIMITED (the "**Company**").

2. The registered office of the Company will be situated at the offices of Portcullis TrustNet (Cayman) Ltd., The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands or at such other location as the Directors may from time to time determine.

3. The objects for which the Company is established are unrestricted.

   The Company 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 of the Cayman Islands (as amended) (the "**Law**").

4. The Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit as provided by Section 27(2) of the Law.

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

6. The liability of the Shareholders of the Company is limited to the amount, if any, unpaid on the share respectively held by them.

7. The capital of the Company is **NT$ 1,000,000,000** divided into **100,000,000** Common Shares of a nominal or par value of **NT$ 10** each provided always that subject to the Law and the Articles of Association the Company shall have power to redeem or purchase any of its shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority, 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.

GENERAL REGISTRY CAYMAN ISLANDS

Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

TABLE OF CONTENTS

CLAUSE

TABLE A
INTERPRETATION
PRELIMINARY
SHARES
PRIVATE PLACEMENT
MODIFICATION OF RIGHTS
CERTIFICATES
FRACTIONAL SHARES
TRANSFER OF SHARES
TRANSMISSION OF SHARES
VOTING ON RESOLUTION
REDEMPTION AND PURCHASE OF SHARES
TREASURY SHARES
CLOSING REGISTER OR FIXING RECORD DATE
GENERAL MEETINGS
NOTICE OF GENERAL MEETINGS
PROCEEDINGS AT GENERAL MEETINGS
VOTES OF SHAREHOLDERS
PROXY AND PROXY SOLICITATION
CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS
DIRECTORS
DIRECTORS' FEES AND EXPENSES
ALTERNATE
POWERS AND DUTIES OF DIRECTORS
BORROWING POWERS OF DIRECTORS
THE SEAL
DISQUALIFICATION OF DIRECTORS
PROCEEDINGS OF DIRECTORS
AUDIT COMMITTEE
DIVIDENDS
ACCOUNTS, AUDIT AND ANNUAL RETURN AND DECLARATION
INTERNAL AUDIT
CAPITALISATION OF RESERVES
TENDER OFFER
SHARE PREMIUM ACCOUNT
NOTICES
INFORMATION
INDEMNITY OR INSURANCE

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FINANCIAL YEAR

WINDING- UP

AMENDMENT OF ARTICLES OF ASSOCIATION

LITIGIOUS AND NON-LITIGIOUS AGENT

GENERAL REGISTRY
CAYMAN ISLANDS

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THE COMPANIES LAW (AS AMENDED)

COMPANY LIMITED BY SHARES

AMENDED AND RESTATED

ARTICLES OF ASSOCIATION

OF

SUN MAX TECH LIMITED

(Adopted by Special Resolution passed on April 30, 2016)

TABLE A

The Regulations contained or incorporated in Table 'A' in the First Schedule of the Law shall not apply to SUN MAX TECH LIMITED (the "**Company**") and the following Articles shall comprise the Articles of Association of the Company.

INTERPRETATION

1. In these Articles the following defined terms will have the meanings ascribed to them, if not inconsistent with the subject or context:

"**Affiliated Company**" means with respect to any affiliated company as defined in the Applicable Listing Rules;

"**Applicable Listing Rules**" means the relevant laws, regulations, rules and code as amended, from time to time, applicable as a result of the original and continued trading or listing of any Shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of Taiwan Company Act, Securities and Exchange Act, the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area, or any similar statute and the rules and regulations of the Taiwan authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission, the Taipei Exchange or the Taiwan Stock Exchange;

"**Articles**" means these articles of association of the Company, as amended or substituted from time to time;

"**Audit Committee**" means the audit committee of the Company formed by the Board pursuant to Article 118 hereof, or any successor audit committee;

"**Book-Entry Transfer**" means a method whereby the issue, transfer or delivery of Shares is effected electronically by debit and credit to accounts opened with securities firms by Shareholders, without delivering physical share certificates. If the Shareholder has not opened an account with a securities firm, the Shares delivered by Book-Entry Transfer shall be recorded in the entry sub-account under the Company's account with the securities central depositary in Taiwan;

"**Capital Reserves**" means the share premium account, income from endowments received by the Company, capital redemption reserve, profit and loss account and other reserves generated in accordance with generally accepted accounting principles.

"**Chairman**" has the meaning given thereto in Article 82;

"**Class**" or "**Classes**" means any class or classes of Shares as may from time to time be issued by the Company;

GENERAL REGISTRY CAYMAN ISLANDS

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Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

"**Commission**" means Financial Supervisory Commission of Taiwan or any other authority for the time being administering the Securities and Exchange Act of Taiwan;

"**Common Share**" means a common share in the capital of the Company of NT$10 nominal or par value issued subject to and in accordance with the provisions of the Law and these Articles, and having the rights and being subject to restrictions as provided for under these Articles with respect to such Share;

"**Constituent Company**" means an existing company that is participating in a Merger with one (1) or more other existing companies within the meaning of the Law;

"**Directors**" and "**Board of Directors**" and "**Board**" means the directors of the Company for the time being, or as the case may be, the directors assembled as a board or as a committee thereof;

"**electronic**" shall have the meaning given to it in the Electronic Transactions Law (as amended) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefore;

"**electronic communication**" means transmission to any number, address or internet website or other electronic delivery methods as otherwise decided and approved by not less than two-thirds (2/3) of the vote of the Board;

"**Emerging Market**" means the emerging market board of Taipei Exchange in Taiwan;

"**Family Relationship within Second Degree of Kinship**" in respect of a natural person, means another natural person who is related to the first person either by blood or by marriage of a member of the family and within the second degree to include but not limited to the parents, siblings, grandparents, children and grandchildren of the first person as well as the first person's spouse's parents, siblings and grandparents;

"**Guidelines Governing Election of Directors**" means guidelines governing election of Directors of the Company, as amended or substituted from time to time as prescribed in the Applicable Listing Rules;

"**Indemnified Person**" has the meaning given thereto in Article 152;

"**Independent Director**" means a director who is an independent director as defined in the Applicable Listing Rules;

"**Law**" means the Companies Law of the Cayman Islands (as amended);

"**Legal Reserves**" the legal reserve allocated in accordance with the Applicable Listing Rules;

"**Memorandum of Association**" means the memorandum of association of the Company, as amended or substituted from time to time;

"**Merger**" means the merging of two (2) or more Constituent Companies and the vesting of their undertaking, property and liabilities in one (1) of such companies as the Surviving Company within the meaning of the Law;

"**MOEA**" means Ministry of Economic Affairs of Taiwan being administering the Company Act of Taiwan and relevant corporate matters in Taiwan;

"**Office**" means the registered office of the Company as required by the Law;

"**Ordinary Resolution**" means a resolution passed by a simple majority of such Shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general

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Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

meeting of the Company and where a poll is taken regard shall be had in computing a majority to the number of votes to which each Shareholder is entitled;

"**paid up**" means paid up as to the par value and any premium payable in respect of the issue of any Shares and includes credited as paid up;

"**Person**" means any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;

"**preferred Shares**" has the meaning given thereto in Article 10;

"**Procedural Rules of Board Meetings**" means procedural rules of the Board meetings of the Company, as amended or substituted from time to time as prescribed in the Applicable Listing Rules;

"**Procedural Rules of General Meetings**" means procedural rules of the general meetings of the Company, as amended or substituted from time to time as prescribed in the Applicable Listing Rules;

"**Register**" or "**Register of Members**" means the register of Members of the Company required to be kept pursuant to the Law;

"**Republic of China**" or "**Taiwan**" means the Republic of China, its territories, its possessions and all areas subject to its jurisdiction;

"**Retained Earnings**" means the sums including but not limited to the Legal Reserves, Special Reserves, and unappropriated earnings;

"**Rules of Audit Committee**" means rules of Audit Committee of the Company, as amended or substituted from time to time as prescribed in the Applicable Listing Rules;

"**Seal**" means the common seal of the Company (if adopted) including any facsimile thereof;

"**Secretary**" means any Person appointed by the Directors to perform any of the duties of the secretary of the Company;

"**Share**" means a share in the capital of the Company. All references to "Shares" herein shall be deemed to be Shares of any or all Classes as the context may require. For the avoidance of doubt in these Articles the expression "Share" shall include a fraction of a Share;

"**Shareholder**" or "**Member**" means a Person who is registered as the holder of Shares in the Register;

"**Share Premium Account**" means the share premium account established in accordance with these Articles and the Law;

"**Shareholders' Service Agent**" means the agent licensed by Taiwan authorities to provide certain shareholders services in accordance with the Applicable Listing Rules to the Company;

"**signed**" means bearing a signature or representation of a signature affixed by mechanical means or an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication;

"Special Reserves" means the reserve allocated from Retained Earnings in accordance with the Applicable Listing Rules, or resolutions of shareholders meetings;

"**Special Resolution**" means a special resolution of the Company passed in accordance with the Law, being a resolution passed by a majority of not less than two-thirds (2/3) of such

GENERAL REGISTRY CAYMAN ISLANDS
Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

Shareholders as, being entitled to do so, vote 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 and where a poll is taken regard shall be had in computing a majority to the number of votes to which each Shareholder is entitled;

"**Spin-off**" refers to an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to issue new shares to the transferor company or to shareholders of the transferor company;

"**Supermajority Resolution Type A**" means a resolution passed by Shareholders, as being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting, such Shareholders holding not less than half of the Shares held by all Shareholders attending that meeting, and such meeting attended by Shareholders holding not less than two-thirds (2/3) of all issued Shares of the Company;

"**Supermajority Resolution Type B**" means where the Shareholders attending the general meeting are holding less than two-thirds (2/3) of all issued Shares of the Company entitled to vote thereon as required under the Supermajority Resolution Type A, a resolution passed by Shareholders, as being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting, such Shareholders holding not less than two-thirds (2/3) of the Shares held by all Shareholders attending that meeting, and such meeting attended by Shareholders holding not less than half of all issued Shares of the Company;

"**Surviving Company**" means the sole remaining Constituent Company into which one (1) or more other Constituent Companies are merged within the meaning of the Law;

"**Taipei Exchange**" means the Taipei Exchange in Taiwan;

"**Treasury Shares**" means Shares that were previously issued but were purchased, redeemed or otherwise acquired by the Company and not cancelled, in accordance with these Articles, the Law and the Applicable Listing Rules; and

"**TSE**" means the Taiwan Stock Exchange.

2. In these Articles, save where the context requires otherwise:

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

(b) words importing the masculine gender only shall include the feminine gender and any Person as the context may require;

(c) the word "may" shall be construed as permissive and the word "shall" shall be construed as imperative;

(d) reference to a statutory enactment shall include reference to any amendment or re-enactment thereof for the time being in force;

(e) reference to any determination by the Directors shall be construed as a determination by the Directors in their absolute discretion and shall be applicable either generally or in any particular case; and

(f) reference to "in writing" shall be construed as written or represented by any means reproducible in writing, including any form of print, lithograph, email, facsimile, photograph or telex or represented by any other substitute or format for storage or transmission for writing or partly one (1) and partly another.

GENERAL REGISTRY CAYMAN ISLANDS

Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

3. Subject to the last two preceding Articles, any words defined in the Law shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

PRELIMINARY

4. The business of the Company may be commenced at any time after incorporation.

5. The Office shall be at such address in the Cayman Islands as the Directors may from time to time determine. The Company may in addition establish and maintain such other offices and places of business and agencies in such places as the Directors may from time to time determine.

6. The preliminary expenses incurred in the formation of the Company and in connection with the issue of Shares shall be paid by the Company. Such expenses may be amortised over such period as the Directors may determine and the amount so paid shall be charged against income and/or capital in the accounts of the Company as the Directors shall determine.

7. The Board of Directors shall keep, or cause to be kept, the Register which may be kept in or outside the Cayman Islands at such place as the Board of Directors may from time to time determine and, in the absence of any such determination, the Register shall be kept at the Office.

SHARES

8. Subject to these Articles, all Shares for the time being unissued shall be under the control of the Directors who may :

   (a) issue, allot and dispose of the same to such Persons, in such manner, on such terms and having such rights and being subject to such restrictions as they may from time to time determine; and

   (b) grant options with respect to such Shares and issue warrants or similar instruments with respect thereto;

   and, for such purposes, the Directors may reserve an appropriate number of Shares for the time being unissued.

9. The Directors may authorise the division of Shares into any number of Classes and the different Classes shall be authorised, established and designated (or re-designated as the case may be) and the variations in the relative rights (including, without limitation, voting, dividend and redemption rights), restrictions, preferences, privileges and payment obligations as between the different Classes (if any) shall be fixed and determined by the Directors.

10. The Company may issue Shares with rights which are preferential to those of ordinary Shares issued by the Company ("**preferred Shares**") with the approval of a majority of the Directors present at a meeting attended by two-thirds (2/3) or more of the total number of the Directors and with the approval of a Special Resolution. Prior to the issuance of any preferred Shares approved pursuant to this Article 10, these Articles shall be amended to set forth the rights and obligations of the preferred Shares, including but not limited to the following terms, and the same shall apply to any variation of rights of preferred Shares:

    (a) number of preferred Shares issued by the Company and the number of preferred Shares the Company is authorized to issue;

    (b) order, fixed amount or fixed ratio of allocation of dividends and bonus on preferred Shares;

    (c) order, fixed amount or fixed ratio of allocation of surplus assets of the Company;

GENERAL REGISTRY CAYMAN ISLANDS

Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

(d) order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of preferred Shareholders;

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

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

11. Subject to these Articles and the Applicable Listing Rules, the issue of new Shares of the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds (2/3) or more of the total number of the Directors. The issue of new Shares shall at all times be subject to the sufficiency of the authorised capital of the Company.

12. The Company shall not issue any unpaid Shares or partly paid-up Shares. The Company shall not issue shares in bearer form.

13. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, upon each issuance of new Shares, the Directors may reserve not more than fifteen percent (15%) of the new shares for subscription by the employees of the Company and/or any Subsidiaries of the Company who are determined by the Board in its reasonable discretion. The term "Subsidiaries" above refers to the companies defined under No. 10 and No. 11 of the IFRS (i.e., International Financial Reporting Standards) and No. 28 of the IAS (i.e., International Accounting Standards).

14. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, unless otherwise provided herein, in the Applicable Listing Rules or resolved by the Shareholders in general meeting by Ordinary Resolution, if at anytime the Board resolves to issue any new Shares, the Company shall, after reserving the portion of Shares for subscription by its employees and for public offering in Taiwan pursuant to Article 13 (if any) and Article 16 respectively, first offer such remaining new Shares by public announcement and a written notice to each then Shareholder for their subscriptions in proportion to the number of Shares held by them respectively. The public announcement and written notice shall state that if any Shareholder fails to subscribe for new Shares, his right shall be forfeited. Where a fractional percentage of the original Shares being held by a Shareholder is insufficient to subscribe for one new Share, the fractional percentages of the original Shares being held by several Shareholders may be combined for joint subscription of one (1) or more integral new Shares or for subscription of new Shares in the name of a single Shareholder. New Shares left unsubscribed by original Shareholders may be open for public offering or for subscription by specific person or persons through negotiation.

15. The Shareholders' pre-emptive right prescribed under Article 14 shall not apply in the event that new Shares are issued due to the following reasons or for the following purpose:

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

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

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

(d) in connection with meeting the Company's obligation under preferred Shares vested with rights to acquire Shares.

16. For so long as the Shares are registered in the Emerging Market, unless otherwise provided in the Applicable Listing Rules, where the Company increases its capital by issuing new Shares in Taiwan, the Company may allocate ten percent (10%) of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not deemed necessary or appropriate by the Commission, according to the Applicable Listing Rules, for

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Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

the Company to conduct the aforementioned public offering. For so long as the Shares are listed on the Taipei Exchange or TSE, unless otherwise provided in the Applicable Listing Rules, where the Company increases its capital by issuing new Shares in Taiwan, the Company shall allocate ten percent (10%) of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not deemed necessary or appropriate by the Commission, according to the Applicable Listing Rules, for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned ten percent (10%) is resolved by an Ordinary Resolution to be offered, the percentage determined by such resolution shall prevail. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, unless otherwise provided in the Applicable Listing Rules, the Company shall obtain a prior approval of the Commission and/or other competent authorities for any capital increase (ie., issue of new Shares) (whether inside Taiwan or outside Taiwan) in accordance with the Applicable Listing Rules.

17. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, subject to the Applicable Listing Rules, the Company may, upon resolution by a majority votes at a meeting of the Board of Directors attended by two-thirds (2/3) or more of the Directors, adopt one (1) or more employee incentive programmes (such as employee stock option plan) pursuant to which options, warrants, or other similar instruments to acquire Shares may be granted to employees of the Company and/or any Subsidiaries of the Company to subscribe for Shares. The options, warrants, or other similar instruments to acquire Shares granted to any employee under any employee stock option plan shall be non-transferable, except to the heirs of the employees. The term "Subsidiaries" above refers to the companies defined under No. 10 and No. 11 of the IFRS (i.e., International Financial Reporting Standards) and No. 28 of the IAS (i.e., International Accounting Standards).

17B. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Company may, with the authority of either a Supermajority Resolution Type A or a Supermajority Resolution Type B, issue restricted shares for employees. In respect of the issuance of restricted shares for employees in the preceding paragraph, the number of shares to be issued, issue price, issue conditions and other matters shall be subject to the Applicable Listing Rules and the requirements of the Commission.

PRIVATE PLACEMENT

17C. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, subject to the Applicable Listing Rules, the Company may by a resolution passed by at least two-thirds (2/3) of votes cast by Shareholders present at the general meeting with a quorum of more than half of the total number of the issued Shares at the general meeting carry out private placement of its securities to the following entities in Taiwan:

(a) banking enterprises, bill enterprises, trust enterprises, insurance enterprises, securities enterprises or any other legal entities or institutions approved by the Commission;

(b) individuals, legal entities or funds meeting the qualifications established by the Commission; and

(c) Directors, supervisors (if any) and managers of the Company or the Affiliated Companies.

For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, subject to the Applicable Listing Rules, a private placement of ordinary corporate bonds may be carried out in instalments within one (1) year of the date of the relevant resolution of the Board of Directors approving such private placement.

MODIFICATION OF RIGHTS

18. Whenever the capital of the Company is divided into different Classes (such as the Common Shares and the preferred Shares), the rights attached to any such Class may (unless otherwise provided by the terms of issue of the Shares of that Class) only be materially

GENERAL REGISTRY
CAYMAN ISLANDS
Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

adversely varied or abrogated (including but not limited to the circumstances where there is any amendment to these Articles which may be prejudicial to the rights of the holders of any preferred Shares) by: (i) a Special Resolution passed at a general meeting of holders of Common Shares; and (ii) a Special Resolution passed at a separate meeting of the holders of Shares of the relevant Class (such as the preferred Shares).

To every such separate meeting all the provisions of these Articles relating to general meetings of the Company or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be one (1) or more Persons at least holding or representing by proxy one-half (1/2) of the issued Shares of the relevant Class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those Shareholders who are present shall form a quorum) and that, subject to the terms of issue of the Shares of that Class, every Shareholder of the Class shall on a poll have one (1) vote for each Share of the Class held by him.

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 materially adversely varied or abrogated by, *inter alia*, the creation, allotment or issue of further Shares ranking *pari passu* with or subsequent to them or the redemption or purchase of Shares of any Class by the Company.

CERTIFICATES

20. The Company shall deliver Shares to the subscribers of new Shares by Book-Entry Transfer within thirty (30) days from the date the Shares may be issued pursuant to the Applicable Listing Rules and make public announcement prior to the delivery. So long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, the Company may issue the Shares in scriptless form provided that the Company shall register with the securities central depositary in Taiwan. No Person shall be entitled to a certificate for any or all of his/her Shares, unless the Directors shall determine otherwise.

FRACTIONAL SHARES

21. Subject to these Articles, the Directors may issue fractions of a Share and, if so issued, a fraction of a Share shall be subject to and carry the corresponding fraction of liabilities (whether with respect to nominal or par value, premium, contributions, calls or otherwise), limitations, preferences, privileges, qualifications, restrictions, rights (including, without prejudice to the generality of the foregoing, voting and participation rights) and other attributes of a whole Share. If more than one (1) fraction of a Share of the same Class is issued to or acquired by the same Shareholder such fractions shall be accumulated.

TRANSFER OF SHARES

22. Title to Shares which are registered in the Emerging Market or listed in the Taipei Exchange or the TSE may be evidenced and transferred in accordance with the Applicable Listing Rules. Subject to the Applicable Listing Rules, the Law and Article 40E, Shares issued by the Company shall be freely transferable, provided that any Shares reserved for issuance to the employees of the Company may be subject to transfer restrictions for a period of not more than two (2) years as the Directors may agree with such employees.

Subject to the Law and notwithstanding anything to the contrary in these Articles, Shares that are listed or admitted to trading on an approved stock exchange (as defined in the Law, including the Taipei Exchange and the TSE), may be evidenced and transferred in accordance with the rules and regulations of such exchange.

23. The instrument of transfer of any Share shall be in any usual or common form or such other form as the Directors may, in their absolute discretion, approve or the form required by the Taipei Exchange or TSE (for so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE) and be executed by or on behalf of the transferor and if so required by the Directors, shall also be executed on behalf of the transferee and shall be accompanied by the certificate (if any) of the Shares to which it relates and such other

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Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain a Shareholder until the name of the transferee is entered in the Register in respect of the relevant Shares. The Register of Members maintained by the Company in respect of the Shares which are registered in the Emerging Market or listed in the Taipei Exchange or the TSE may be kept by recording the particulars required under the Law in a form otherwise than legible provided such recording otherwise complies with the laws applicable to the Emerging Market, Taipei Exchange or TSE and the Applicable Listing Rules. To the extent the Register of Members is kept in a form otherwise than legible it must be capable of being reproduced in a legible form.

24. The Board may decline to register any transfer of any Share unless:

(a) the instrument of transfer is lodged with the Company, accompanied by the certificate (if any) for the Shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;

(b) the instrument of transfer is in respect of only one (1) class of Shares;

(c) the instrument of transfer is properly stamped, if required; or

(d) in the case of a transfer to joint holders, the number of joint holders to whom the Share is to be transferred does not exceed four (4).

Notwithstanding the above, the Board may not unreasonably decline to register any transfer of any Shares. This Article is not applicable during the period that the Shares are registered in the Emerging Market or listed in Taipei Exchange or TSE.

25. The registration of transfers may be suspended when the Register is closed in accordance with Article 41.

26. All instruments of transfer that are registered shall be retained by the Company, but any instrument of transfer that the Directors decline to register shall (except in any case of fraud) be returned to the Person depositing the same.

TRANSMISSION OF SHARES

27. The legal personal representative of a deceased sole holder of a Share shall be the only Person recognised by the Company as having any title to the Share. In the case of a Share registered in the name of two (2) or more holders, the survivors or survivor, or the legal personal representatives of the deceased, shall be the only Person recognised by the Company as having any title to the Share.

28. Any Person becoming entitled to a Share in consequence of the death or bankruptcy of a Shareholder shall upon such evidence being produced as may from time to time be required by the Directors, have the right either to be registered as a Shareholder in respect of the Share or, instead of being registered himself, to make such transfer of the Share as the deceased or bankrupt Person could have made. If the person so becoming entitled shall elect to be registered himself as holder he shall deliver or send to the Company a notice in writing signed by him stating that he so elects, but the Directors shall, in either case, have the same right to decline or suspend registration, and for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, decline or suspend registration in accordance with the laws applicable to the Emerging Market, Taipei Exchange or TSE and the Applicable Listing Rules, as they would have had in the case of a transfer of the Share by the deceased or bankrupt Person before the death or bankruptcy.

29. A Person becoming entitled to a Share by reason of the death or bankruptcy of a Shareholder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered Shareholder, except that he shall not, before being registered as a Shareholder in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company; provided however, that the Directors

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Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

may at any time give notice requiring any such person to elect either to be registered himself or to transfer the Share, and if the notice is not complied with within ninety (90) days, the Directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Share until the requirements of the notice have been complied with. Notwithstanding the above, for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Directors shall comply with the laws applicable to the Emerging Market, Taipei Exchange or TSE and the Applicable Listing Rules.

VOTING ON RESOLUTION

30. The Company may from time to time by Special Resolution increase the share capital by such sum, to be divided into Shares of such Classes and amount, as the resolution shall prescribe.

The Company may from time to time by Ordinary Resolution:

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

(b) convert all or any of its paid up Shares into stock and reconvert that stock into paid up Shares of any denomination;

(c) subdivide its existing Shares, or any of them into Shares of a smaller amount; and

(d) 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.

31. The Company may also by Special Resolution:

(a) change its name;

(b) subject to the Law, reduce its share capital and any capital redemption reserve in any manner authorised by law; and

(c) effect a Merger of the Company in accordance with the Applicable Listing Rules and the Law.

32. The Company may also by either a Supermajority Resolution Type A or the Supermajority Resolution Type B:

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

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

(c) take over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company;

(d) effect any Spin-off of the Company in accordance with the Applicable Listing Rules;

(e) grant waiver to the Director’s engaging in any business within the scope of the Company’s business;

(f) issue restricted shares for employees pursuant to Article 17B; and

(g) distribute part or all of its dividends or bonus by way of issuance of new Shares, for the avoidance of doubt, the allotment of bonus shares in connection with the Employees' Remuneration and Directors’ Remuneration pursuant to Article 129 shall not require the approval of a Supermajority Resolution Type A or a Supermajority Resolution Type B.

Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

33. Subject to the Law, these Articles and the quorum requirement under the Applicable Listing Rules, with regard to the dissolution procedures of the Company, the Company shall pass;

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

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

34. Subject to the Law, in the event any of the resolutions with respect to the paragraph (a), (b), or (c) of Article 32 is adopted by general meeting, any Shareholder who has notified the Company in writing of his objection to such proposal prior to such meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair price within twenty (20) days after the date of the resolution. In the event the Company fails to reach such agreement with the Shareholder within sixty (60) days after the date of the resolution, the Shareholder may, within thirty (30) days after such sixty (60)-day period, file a petition to any competent court of Taiwan for a ruling on the appraisal price, and, to the extent that the ruling is capable of enforcement and recognition outside Taiwan, such ruling by such Taiwan court shall be binding and conclusive as between the Company and requested Shareholder solely with respect to the appraisal price.

Subject to the Law, in the event any part of the Company's business is Spun Off or involved in any Merger with any other company, the Shareholder, who has forfeited his right to vote on such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the general meeting, may request the Company to purchase all of his Shares at the then prevailing fair price within twenty (20) days after the date of the resolution. In the event the Company fails to reach such agreement with the Shareholder within sixty (60) days after the date of the resolution, the Shareholder may, within thirty (30) days after such sixty (60)-day period, file a petition to any competent court of Taiwan for a ruling on the appraisal price, and, to the extent that the ruling is capable of enforcement and recognition outside Taiwan, such ruling by such Taiwan court shall be binding and conclusive as between the Company and requested Shareholder solely with respect to the appraisal price.

REDEMPTION AND PURCHASE OF SHARES

35. Subject to the Law, the Applicable Listing Rules and these Articles, the Company is authorized to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or a Shareholder. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the repurchase of the Shares by the Company shall be subject to the Applicable Listing Rules and the Cayman Islands law.

36. The Company is authorised to make payments in respect of the redemption of its shares out of the funds lawfully available (including out of capital) in accordance with the Law and the Applicable Listing Rules.

37. The redemption price of a redeemable Share, or the method of calculation thereof, shall be fixed by the Directors at or before issue of such Share. Subject to these Articles, every share certificate representing a redeemable share shall indicate that the share is redeemable.

38. Subject to the Applicable Listing Rules and Articles 38B and 39B, and with the sanction of an Ordinary Resolution authorising the manner and terms of purchase, the Directors may on behalf of the Company purchase any share in the Company (including a redeemable share) by agreement with the Shareholder or pursuant to the terms of the issue of the share and may make payments in respect of such purchase in accordance with the Law, the Applicable Listing Rules and the Ordinary Resolution authorizing the manner and terms of purchase.

38B. Subject to the Applicable Listing Rules, upon approval of a majority of Directors present at a Board meeting attended by two-thirds (2/3) of all Directors or more, the Company may repurchase its outstanding Shares listed on the Taipei Exchange or TSE. The resolutions of Board of Directors in the preceding paragraph and how such resolutions are implemented

Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

shall be reported to the Shareholders at the next general meeting. If the Company fails to accomplish the repurchase of its outstanding Shares listed on the Taipei Exchange or TSE as approved and anticipated by the resolutions of the Board of Directors, it shall be reported to the Shareholders at the next general meeting.

39. The redemption price or repurchase price may be paid in any manner authorised by the Law and these Articles. A delay in payment of the redemption price or repurchase price shall not affect the redemption or repurchase but, in the case of a delay of more than thirty (30) days, interest shall be paid for the period from the due date until actual payment at a rate which the Directors, after due enquiry, estimate to be representative of the rates being offered by Class A banks in the Cayman Islands for thirty day deposits in the same currency.

39B. The Shares may only be cancelled in connection with a repurchase of Shares out of the share capital of the Company or any account or funds legally available therefor with the sanction of either the Supermajority Resolution Type A or the Supermajority Resolution Type B. The number of Shares to be repurchased and cancelled pursuant to a repurchase of Shares described in the preceding paragraph shall be pro rata among the Shareholders in proportion to the number of Shares held by each such Shareholder.

The amount payable to the Shareholders in connection with a repurchase of Shares out of the share capital of the Company or any account or funds legally available therefor may be paid in cash or by way of delivery of assets in specie (i.e., non-cash). The assets to be delivered and the amount of such substitutive share capital in connection with a repurchase of Shares out of the share capital of the Company or any account or funds legally available therefor shall be approved by either the Supermajority Resolution Type A or the Supermajority Resolution Type B and shall be subject to consent by the Shareholder receiving such assets. Prior to such general meeting, the Board of Directors shall have the value of assets to be delivered and the amount of such substitutive share capital in respect of repurchase of the Shares (as described in the preceding paragraph) be audited and certified by a certified public accountant in Taiwan.

TREASURY SHARES

40. No share may be redeemed unless it is fully paid-up. Shares that the Company purchases, redeems or acquires (by way of surrender or otherwise) may, at the option of the Company, be immediately cancelled or held as Treasury Shares in accordance with the Law and Applicable Listing Rules. If the Board of Directors does not specify that the relevant Shares are to be held as Treasury Shares, such Shares shall be cancelled.

40B. No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be declared or paid in respect of Treasury Shares.

40C. The Company shall be entered into the Register as the holder of the Treasury Shares provided that:

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

(b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued Shares at any given time, whether for the purposes of these Articles or the Law, save that, subject to the Applicable Listing Rules and the Law, an allotment of Shares as fully paid bonus shares in respect of a Treasury Shares is permitted and Shares allotted as fully paid bonus shares in respect of a Treasury Shares shall be treated as Treasury Shares.

40D Subject to Article 40E and the Applicable Listing Rules, the Treasury Shares may be disposed of by the Company on such terms and conditions as determined by the Board of Directors. If the Treasury Shares having been repurchased by the Company is for the purpose of the transfer to employees under the Applicable Listing Rules, such employees may undertake to

Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

the Company to refrain from transferring such Shares during certain period with a maximum of two (2) years.

40E. Subject to the Applicable Listing Rules, the transfer of Treasury Shares to its employees by the Company at a price lower than the average price at which the Treasury Shares were actually repurchased by the Company shall be approved at the next general meeting by a resolution passed by at least two-thirds (2/3) of votes of Shareholders attending the meeting with a quorum of more than half of the total issued Shares. The following matters shall be listed in the reasons for convening this general meeting and in no event shall such matters be proposed at the general meeting as ad hoc motions:

(a) transfer price determined, discount rate, calculation basis and fairness;

(b) number of Treasury Shares to be transferred, purpose and fairness;

(c) criteria of eligible employees and number of Treasury Shares that may be subscribed for; and

(d) impact on shareholders' rights: (i) the amount to be booked as expense of the Company and dilution of earnings per Share; and (ii) description of the Company's financial burden arising from the transfer of Treasury Shares to employees at a price lower than the average price at which the Treasury Shares were actually repurchased by the Company.

The accumulated number of Treasury Shares that have been transferred to employees as so approved at each general meetings shall not exceed five (5%) of the total issued Shares of the Company, and the accumulated number of Treasury Shares transferred to a single employee shall not exceed zero point five percent (0.5%) of the total issued Shares.

CLOSING REGISTER OR FIXING RECORD DATE

41. For the purpose of determining those Members that are entitled to receive notice of, attend or vote at any meeting of Members or any adjournment thereof, or those Members that are entitled to receive payment of any dividend, or in order to make a determination as to who is a Member for any other purpose, the Directors may provide that the Register shall be closed for transfers for a stated period. For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, the Register shall be closed at least for a period of sixty (60) days, thirty (30) days and five (5) days inclusive of the date of each annual general meeting, each extraordinary general meeting and the record date for a dividend distribution, respectively.

42. Apart from closing the Register, the Directors may fix in advance a date as the record date for any such determination of those Members that are entitled to receive notice of, attend or vote at a general meeting and for the purpose of determining those Members that are entitled to receive payment of any dividend. In the event the Directors designate a record date in accordance with this Article 42 in respect of convening a general meeting, such record date shall be a date prior to the general meeting and the Directors shall immediately make a public announcement on the website designated by the Commission and the Taipei Exchange or TSE pursuant to the Applicable Listing Rules.

GENERAL MEETINGS

43. All general meetings other than annual general meetings shall be called extraordinary general meetings.

44. The Board may, whenever they think fit, convene a general meeting of the Company; provided that the Company shall in each year hold a general meeting as its annual general meeting within six (6) months after close of each financial year and shall specify the meeting as such in the notices calling it.

Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

45. At these meetings the report of the Directors (if any) shall be presented. For so long as the Shares are registered in the Emerging Market and/or listed in the Taipei Exchange or TSE, all general meetings shall be held in Taiwan, if a general meeting is to be convened outside Taiwan, the Company, within two (2) days after the Board adopts such resolution, or, in the event of an extraordinary general meeting convened pursuant to Article 46, the relevant Shareholders, shall apply for the approval of the Taipei Exchange or the TSE.

46. Extraordinary general meetings may also be convened by the Board on the requisition in writing of any Shareholder or Shareholders entitled to attend and vote at general meetings of the Company holding three percent (3%) or more of the total number of issued Shares of the Company for a period of one (1) consecutive year or a longer time deposited at the Office or the Shareholders' Service Agent specifying the objects of the meeting, and if the Board does not duly proceed to convene such meeting for a date not later than 15 days after the date of such deposit, for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the requisitionists themselves may convene the extraordinary general meeting in the same manner as provided for under Article 48, as nearly as possible, as that in which general meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors to convene the general meeting shall be reimbursed to them by the Company.

47. If at any time there are no Directors, any Shareholder or Shareholders holding three percent (3%) or more of the total number of the issued Shares of the Company for a period of one (1) consecutive year or a longer time may, for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, convene a general meeting in the same manner as nearly as possible as that in which general meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

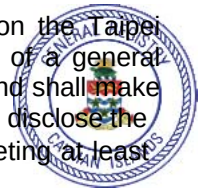
48. At least twenty (20) and ten (10) days' notices in writing shall be given for any annual and extraordinary general meetings, respectively; provided however for so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, at least thirty (30) and fifteen (15) days' notices in writing shall be given for any annual and extraordinary general meetings, respectively. Notwithstanding the foregoing paragraph, as long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, for any annual and extraordinary general meetings, the written notice may be made by way of public announcement to the Shareholders holding less than 1,000 Shares.

Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting and the general nature of the business. The notice for a general meeting may be given by means of electronic communication if the Company obtains prior consent by the individual recipients.

48B. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Company shall make public announcements with regard to notice of general meeting, proxy form, and summary information and details about issues for recognition, discussion, election or dismissal of Directors or supervisors (if any) at least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any extraordinary general meeting.

If the Company allows the Shareholders to exercise the votes and cast the votes in writing or by way of electronic transmission in accordance with Article 67, the Company shall also send to the Shareholders the information and documents as described in the preceding paragraph, together with the voting right exercise forms.

49. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, the Board shall prepare a manual setting out the agenda of a general meeting (including all the subjects and matters to be resolved at the meeting) and shall make public announcement(s) in a manner permitted by the Applicable Listing Rules to disclose the contents of such manual together with other information related to the said meeting at least



Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
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twenty-one (21) days prior to the date of annual general meetings and at least fifteen (15) days prior to the date of extraordinary general meetings. Such manual shall be distributed to all Shareholders attending the general meeting in person, by proxy or by corporate representative(s) (where the Shareholder is a corporation) at the general meeting.

50. The following matters shall be specified in the notice of a general meeting, and shall not be proposed as ad hoc motions:

(a) election or discharge of Directors or supervisors (if any);

(b) amendments to the Memorandum of Association and/or these Articles;

(c) dissolution, share swap (as defined in the Applicable Listing Rules), Merger or Spin-off of the Company;

(d) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;

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

(f) the takeover of another's whole business or assets, which will have a material effect on the business operation of the Company;

(g) the private placement of equity-linked securities;

(h) granting waiver to the Director's engaging in any business within the scope of business of the Company;

(i) distribution of part or all of its dividends or bonus by way of issuance of new Shares;

(j) capitalization of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by issuing new Shares which shall be distributable as dividend shares to the then Shareholders in proportion to the number of Shares being held by each of them;

(k) subject to the Law, distribution of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by paying cash to the then Shareholders in proportion to the number of Shares being held by each of them; and

(l) the transfer of Treasury Shares to its employees by the Company.

Subject to the Law and these Articles, the Shareholders may propose matters in a general meeting to the extent of matters as described in the agenda of such meeting.

PROCEEDINGS AT GENERAL MEETINGS

51. No business shall be transacted at any general meeting unless a quorum of Shareholders is present at the time when the meeting proceeds to business. Save as otherwise provided by these Articles, the holders of Shares being more than an aggregate of one-half (1/2) of all Shares in issue present in person or by proxy and entitled to vote shall be a quorum for all purposes.

52. Shareholder(s) holding one percent (1%) or more of the total number of issued Shares immediately prior to the relevant book close period may propose in writing to the Company a proposal for discussion at an annual general meeting. The Company shall give a public notice in such manner as permitted by the Applicable Listing Rules at such time deemed appropriate by the Board specifying the place and a period of not less than ten (10) days for Members to submit proposals. Any Shareholder(s) whose proposal has been submitted and accepted by the Board, shall continue to be entitled to attend the annual general meeting in

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Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

person or by proxy or in the case of a corporation, by its authorised representative(s), and participate in the discussion of such proposal.

The Board may exclude a proposal submitted by a Shareholder(s) if (i) the number of Shares held by such Shareholder(s) is less than one percent (1%) of the total number of issued Shares in the Register of Members as of the record date determined by the Board or upon commencement of the period for which the Register shall be closed before the general meeting; (ii) the proposal involves matters which cannot be resolved at the annual general meeting in accordance with or under the Applicable Listing Rules; (iii) the proposal submitted concerns more than one matter; or (iv) the proposal is submitted after the expiration of the specified period determined by the Board, in which case, the rejected proposal shall not be discussed at the annual general meeting. The Company shall, prior to the dispatch of a notice of the annual general meeting, inform the Shareholders the result of submission of proposals and list in the notice of annual general meeting the proposals accepted for consideration and approval at the annual general meeting. The Board shall explain at the annual general meeting the reasons for excluding proposals submitted by such Shareholder(s).

53. Subject to the Applicable Listing Rules, the Chairman, if any, of the Board of the Directors shall preside as chairman at every general meeting of the Company convened by the Board of Directors. In case the Chairman is on leave or absent or cannot exercise his/her power and authority for any cause, he/she shall designate one of the other Directors to act on his/her behalf. In the absence of such a designation, the Directors shall elect from among themselves a chairman for such meeting.

54. Subject to the Applicable Listing Rules, for a general meeting convened by any other person having the convening right, such person shall act as the chairman of that meeting; provided that if there are two (2) or more persons jointly having the convening right, the chairman of the meeting shall be elected from those persons.

55. Subject to the Applicable Listing Rules, at any general meeting a resolution put to the vote of the meeting shall be decided on a poll. The number or proportion of the votes in favour of, or against, that resolution shall be recorded in the minutes of the meeting.

56. Unless otherwise expressly required by the Law or these Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Shareholders at any general meeting shall be passed by an Ordinary Resolution.

57. In the case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Procedural Rules of General Meetings.

VOTES OF SHAREHOLDERS

58. Subject to these Articles and any rights and restrictions for the time being attached to any Share, every Shareholder and every Person representing a Shareholder by proxy shall have one (1) vote for each Share of which he or the Person represented by proxy is the holder. Subject to the Law and unless otherwise provided for in these Articles, any resolutions at a general meeting of the Company shall be adopted by an Ordinary Resolution.

For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, any Shareholder holding Shares on behalf of one or more Persons (each a "**Beneficial Owner**") may exercise his/her voting rights severally in accordance with the request(s) of such Beneficial Owner. 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 Listing Rules.

59. No vote may be exercised by any Shareholder with respect to any of the following Shares:

(a) the Treasury Shares held by the Company in accordance with the Law, these Articles and the Applicable Listing Rules;

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Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

(b) the Shares held by any subordinate company of the Company as defined in the Applicable Listing Rules, where the total number of voting shares or total shares equity held by the Company in such a subordinated company represents more than one-half (1/2) of the total number of voting shares or the total shares equity of such a subordinated company; or

(c) the Shares held by another company, where the Company and its subordinated company directly or indirectly hold more than one-half (1/2) of the total number of the voting shares or total shares equity of such company.

Any votes cast by or on behalf of such Shareholder in contravention of the foregoing shall not be counted in the total number of issued shares while calculating the quorum for the purpose of Article 51.

60. In the case of joint holders, the joint holders shall select among them a representative for the exercise of their shareholder's rights and the vote of their representative who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders.

61. A Shareholder 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, or other Person in the nature of a committee appointed by that court, and any such committee or other Person, guardian or any other Person who is similar to guardian and appointed by any court having jurisdiction, may vote by proxy.

62. A Shareholder may appoint a proxy to attend a general meeting on his behalf by executing an instrument in usual or common form or such other form as the Directors may approve, and such proxy form shall be prepared by the Company stating therein the scope of power authorized to the proxy. A Shareholder may only execute one (1) such proxy form and appoint one (1) proxy for each general meeting, and shall serve such written proxy to the Company no later than five (5) days prior to the meeting date. In case the Company receives two (2) or more written proxies from one (1) Shareholder, the first one arriving at the Company shall prevail unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.

62B. After a proxy is delivered to the Company, if the Shareholder issuing the proxy intends to attend the general meeting in person or exercise the voting rights in writing or by way of electronic transmission, the Shareholder shall issue a written notice to the Company to revoke the proxy at least two (2) days prior to the general meeting. If the revocation is not made during the prescribed period, the votes casted by the person as proxy shall prevail.

63. The instrument appointing a proxy shall be in the form approved by the Board and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Shareholder, proxy recipient and proxy solicitation agent (if any). The form of proxy shall be provided to the Shareholders together with the relevant notice by mail or electronic transmission for the relevant general meeting. Notwithstanding any other provisions of these Articles, the distribution of the notice and proxy materials shall be made to all Shareholders and such distribution, regardless of delivering by email or by electronic transmission, shall be made on the same day.

64. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Shareholder.

65. Except for Taiwan trust enterprises or Shareholders' Service Agencies approved by Taiwan competent authorities or the chairman appointed pursuant to Article 68, when a person who acts as the proxy for two (2) or more Shareholders concurrently, the number of votes represented by him shall not exceed three percent (3%) of the total number of votes of the

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Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

Company and the portion of votes in excess of the said three percent (3%) represented by such proxy shall not be counted.

66. To the extent required by the Applicable Listing Rules, any Shareholder who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed (the "**Proposed Matters**") for consideration and approval at a general meeting shall abstain from voting any of the Shares that such Shareholder should otherwise be entitled to vote in person, as a proxy or corporate representative with respect to the said matter, but all such Shares shall be counted in the quorum for the purpose of Article 51 notwithstanding that such Shareholder should not exercise his voting right. Any votes cast by or on behalf of such Shareholder in contravention of the foregoing shall not be counted in the number of votes of Shareholders present at the general meeting for the resolution relating to the Proposed Matters by the Company.

67. Unless otherwise provided in these Articles, the voting at the general meeting may be exercised in writing or by way of electronic transmission, provided, however, that the method for exercising the votes shall be described in the notice of the general meeting. If, however, the Shares are listed on the Taipei Exchange or TSE on or after January 1, 2016, subject to the Applicable Listing Rules, the Company must allow the voting at the general meeting be exercised by way of electronic transmission as one of the voting methods at the general meeting. If the Board resolves to hold a general meeting outside Taiwan, the Company must allow the Shareholders to exercise the votes and cast the votes in writing or by way of electronic transmission.

68. A Shareholder who exercises his votes in writing or by way of electronic transmission as set forth in the preceding article shall be deemed to have appointed the chairman of the general meeting as his or her proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document, but shall be deemed to have waived his votes in respective of any ad hoc motions and the amendments to the contents of the original proposals at such general meeting; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Listing Rules. The chairman, acting as proxy of a Shareholder, shall not exercise the voting right of such Shareholder in any way not stipulated in the written or electronic document.

For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, where a general meeting is to be held outside Taiwan, the Company shall engage a designated institute (i.e., Shareholders' Service Agent located in Taiwan) approved by the Commission and the Taipei Exchange or the TSE to handle the administration of such general meeting (including but not limited to the voting for Shareholders of the Company).

69. A Shareholder shall submit his or her vote by way of written ballot or electronic transmission pursuant to Article 67 to the Company at least two (2) days prior to the scheduled meeting date of the general meeting; whereas if two (2) or more such written ballot or electronic transmission are submitted to the Company, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68 by the first written ballot or electronic transmission shall prevail unless it is expressly included in the subsequent vote by written ballot or electronic transmission that the original vote submitted by written ballot or electronic transmission be revoked.

70. In case a Shareholder who has submitted his votes by written ballot or electronic transmission intends to attend the general meeting in person, he shall, at least two (2) days prior to the date of the meeting revoke such vote by written ballot or electronic transmission and such revocation shall constitute a revocation of the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68. If a Shareholder who has submitted his or her vote in writing or by way of electronic transmission pursuant to Article 67 does not submit such a revocation before the prescribed time, his or her vote by written ballot or electronic transmission and the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68 shall prevail.

Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

If a Shareholder has submitted his or her vote in writing or by way of electronic transmission pursuant to Article 67, and has subsequently submitted a proxy appointing a person as his or her proxy to attend the general meeting on his or her behalf, the subsequent appointment of that person as his or her proxy shall be deemed to be a revocation of such Shareholder's deemed appointment of the chairman of the general meeting as his or her proxy pursuant to Article 68 and the vote casted by that person subsequently appointed as his or her proxy shall prevail.

71. In case the procedure for convening a general meeting or the method of adopting resolutions is in violation of the Law, Applicable Listing Rules or these Articles, a Shareholder may, within thirty (30) days from the date of the resolution, submit a petition to a competent court having proper jurisdiction, including, the Taipei District Court of the Republic of China if applicable, for revocation of such resolution.

PROXY AND PROXY SOLICITATION

72. For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or the TSE, the Company shall comply with the Applicable Listing Rules (including but not limited to the "Guidelines Governing the Utilization of Proxy for Shareholders Meetings of Public Companies") in respect of the proxies and proxy solicitation.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

73. Any corporation which is a Shareholder or a Director may by resolution of its directors or other governing body authorise such Person as it thinks fit to act as its representative at any meeting of the Company or of any meeting of holders of a Class or of the Board of Directors or of a committee of Directors, and the Person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder or Director.

DIRECTORS

74. Unless otherwise determined by the Company in general meeting, the number of Directors shall be no less than five (5) Directors with a maximum of seven (7) Directors. Amongst the Board of Directors, the Company shall have at least three (3) Independent Directors, and the Independent Directors shall account for at least one-fifth (1/5) of the total number of Directors. At least one (1) of the Independent Directors must be domiciled in Taiwan. For so long as the Shares are listed on the Taipei Exchange or the TSE, the Directors shall include such number of Independent Directors as applicable law, rules or regulations or the Applicable Listing Rules require for a foreign issuer. The qualification, formation, appointment, discharge, exercise of authority and other compliance of Directors and Independent Directors shall be subject to and governed by the Applicable Listing Rules.

Where any Shareholder is a corporate entity, its representative may be elected as Director or supervisor (if any). Where there are several representatives of any corporate Shareholder, such representatives may be elected as either Directors or supervisors (if any) but not as Director and supervisors (if any) concurrently.

75. Independent Directors shall possess professional knowledge and maintain independence within the scope of their directorial duties without having any direct or indirect interest in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence of Independent Directors, method of nomination of Independent Directors, and other matters in relation to Independent Directors shall be subject to the Applicable Listing Rules.

When the number of Independent Directors falls below the required number of Independent Directors under these Articles or the Applicable Listing Rules due to the disqualification or resignation of an Independent Director or the Independent Director ceases to be a Director for any reason, the vacancy of such Independent Director shall be filled and elected at the next following general meeting. When all of the Independent Directors have been disqualified,

Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

resigned or cease to be Directors for any reason, an extraordinary general meeting shall be convened within sixty (60) days of the occurrence of that fact to elect Independent Directors.

76. Unless otherwise permitted by the Commission and under the Applicable Listing Rules, a spousal relationship and/or a Family Relationship within the Second Degree of Kinship shall not exist among more than half (1/2) of the Directors (the "**Threshold**").

Where the Directors elected at the general meeting do not meet the Threshold, the election of the Director receiving the lowest number of votes among those not meeting the Threshold shall be deemed null and void. If any of the existing Directors does not meet the Threshold, such Director in office shall be discharged immediately and automatically.

77. When the number of Directors falls below five (5) due to the disqualification or resignation of a Director or any Director ceases to be a Director of the Company for any reason, the Company shall hold an election to elect substitute director(s) at the next following general meeting. When the number of Directors falls short by one-third (1/3) of total number of Directors elected at the previous general meeting convened to elect Directors and notwithstanding the actual current number of Directors, an extraordinary general meeting shall be convened within sixty (60) days of the occurrence of that fact to hold an election of Directors.

If it is resolved at a general meeting held prior to the expiration of the term of the current Directors that all Directors shall be re-elected with effect immediately after the adoption of such resolution (the "**Re-Election**"), unless otherwise resolved at such general meeting, the term of the existing Directors shall be deemed to have expired immediately prior to the Re-Election. The aforesaid re-election of all Directors shall be held in the general meeting attended by Shareholders representing more than fifty percent (50%) of total issued Shares of the Company.

78. The general meeting of the Shareholders may appoint any natural person or corporation to be a Director or supervisors (if any). At a general meeting of election of Directors or supervisors (if any), the number of votes exercisable in respect of one (1) Share shall be the same as the number of Directors or supervisors (if any) to be elected, and the total number of votes per Share may be consolidated for election of one (1) candidate or may be split for election of two (2) or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a Director or supervisor (if any) so elected.

79. For so long as the Shares are registered in Emerging Market or listed on the Taipei Exchange or TSE, subject to the Applicable Listing Rules, the Company shall adopt a candidate nomination mechanism for the purpose of the appointment and election of Directors (including the Independent Directors) or supervisors (if any) in accordance with the Applicable Listing Rules and, for the avoidance of doubt, (i) the Directors (excluding the Independent Directors) or supervisors (if any) shall only be elected and approved by the Shareholders from the list of candidates for Directors (excluding the Independent Directors) and supervisors (if any); and (ii) the Independent Directors shall only be elected and approved by the Shareholders from the list of candidates for Independent Directors.

Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Guidelines Governing Election of Directors.

80. Subject to these Articles, the term for which a Director and supervisor (if any) will hold office shall not exceed three (3) years; thereafter he/she may be eligible for re-election. In case no election of new Directors or supervisors (if any) is effected after expiration of the term of office of the existing Directors or supervisors (if any), the term of office of such Directors or supervisors (if any) shall be extended until the time new Directors or supervisors (if any) are elected and assume their office.

81. A Director may be discharged at any time by either a Supermajority Resolution Type A or a Supermajority Resolution Type B adopted at a general meeting. If a Director is discharged during the term of his/her office as a director without good cause, such Director may make a claim against the Company for any and all damages sustained by him/her as a result of such discharge.

Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

82. The Board of Directors shall have a Chairman (the "**Chairman**") elected and appointed by a majority of the Directors present at the Board meeting the quorum of which shall be two-thirds of all of the Directors then in office.

82B. For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, any Director or supervisor (if any), who, during his or her term and in one or more transactions, transfers more than fifty percent (50%) of the total Shares held by such Director or supervisor (as the case may be) at the time of his or her appointment or election as Director or supervisor (as the case may be) being approved at a general meeting (the "**Approval Time**"), shall be discharged or vacated from the office of Director or supervisor (as the case may be).

For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, if any person transfers, in one or more transactions, more than fifty percent (50%) of the Shares held by him or her at the Approval Time either (i) during the period from the Approval Time to the commencement date of his or her office as Director or supervisor (if any), or (ii) during the period when the Register is closed for transfer of Shares prior to the general meeting at which the appointment or election of such person as a Director or supervisor (if any) will be proposed, his or her appointment or election as Director or supervisor (if any) shall be null and void.

83. The Board may, from time to time, and except as required by the applicable laws and Applicable Listing Rules, adopt, institute, amend, modify or revoke the corporate governance policies or initiatives, which shall be intended to set forth the policies of the Company and the Board on various corporate governance related matters as the Board shall determine by resolution from time to time.

84. A Director shall not be required to hold any Shares in the Company by way of qualification.

84B. For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, where any Director, who is also a Shareholder of the Company, creates or has created a pledge on the Shares held by such Director (the "**Pledged Shares**") exceeding fifty percent (50%) of total Shares held by such Director at the time of his/her appointment as Director being approved at a general meeting, such Director shall refrain from exercising its voting rights on the Shares representing the difference between the Pledged Shares and fifty percent (50%) of total Shares held by such Director at the time of his/her appointment as Director being approved at a general meeting, and such Shares shall not be counted toward the number of votes represented by the Shareholders present at a general meeting.

DIRECTORS' FEES AND EXPENSES

85. Unless otherwise stipulated in these Articles or the Applicable Listing Rules, the remuneration (if any) of the Directors is subject to resolution by the Board of Directors in accordance with the standard prevalent in the industry. Each Director shall be entitled to be repaid or prepaid all travelling, hotel and incidental expenses reasonably incurred or expected to be incurred by him in attending meetings of the Board or committees of the Board or general meetings or separate meetings of any class of Shares or of debentures of the Company or otherwise in connection with the discharge of his duties as a Director.

86. Subject to Article 85, any Director who, by request, goes or resides abroad for any purpose of the Company or who performs services which in the opinion of the Board go beyond the ordinary duties of a Director may be paid such extra remuneration as the Board may determine and such extra remuneration shall be in addition to or in substitution for any ordinary remuneration provided for by or pursuant to any other Article.

86B. The Company shall establish a salaries and remuneration committee, and the professional qualifications of members, formation, appointment, discharge, how such committee functions and exercises its power and other relevant matters shall be subject to the Applicable Listing Rules. The salaries and remunerations in the preceding paragraph include the salaries and

Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

remunerations and stock options and other measures providing substantial incentives for Directors and managers.

ALTERNATE

87. Subject to the Applicable Listing Rules, any Director may appoint another Director to be his or her alternate and to act in such Director's place at any Board meeting. Every such alternate Director shall be entitled to attend and vote at the Board meeting as the alternate of the Director appointing him or her and where he or she is a Director to have a separate vote in addition to his or her own vote.

88. Subject to the Applicable Listing Rules, the appointment of the alternate Director referred in the preceding article shall be in writing under the hand of the appointing Director and shall be in any usual or common form or such other form as the Directors may approve, and must be lodged with the chairman of the meeting of the Directors at which such appointment is to be used, or first used, prior to the commencement of the Board meeting.

POWERS AND DUTIES OF DIRECTORS

89. At the close of each financial year, the Board of Directors shall prepare the business report, financial statements and the surplus earning distribution and/or loss offsetting proposals for adoption by the annual general meeting, and upon such adoption by the annual general meeting, distribute or make public announcements to each Shareholder copies of adopted financial statements and the resolutions on the surplus earning distribution and/or loss offsetting in accordance with these Articles and the Applicable Listing Rules. For so long as the Shares are registered in the Emerging Stock Market or listed in the Taipei Exchange or the TSE, alternatively, the distribution of the aforesaid adopted financial statements and the resolutions on the surplus earning distribution and/or loss offsetting may be accomplished by way of making public announcements by the Company.

90. Subject to the Law, these Articles, Applicable Listing Rules and to any resolutions passed in a general meeting, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in setting up and registering the Company and may exercise all powers of the Company.

91. The Directors may from time to time appoint any Person (exclusive of any Independent Directors), whether or not such Person is a Director to hold such office in the Company as the Directors may think necessary for the administration of the Company, including but not limited to, the office of the chief executive officer, president, one (1) or more vice-presidents or chief financial officer, and for such term and at such remuneration (whether by way of salary or commission or participation in profits or partly in one way and partly in another), and with such powers and duties as the Directors may think fit. Notwithstanding the foregoing, if any Directors hold either of the above positions, the relevant remuneration shall be subject to Article 85. Any Person so appointed by the Directors may be removed by the Directors.

92. The Directors may appoint a Secretary (and if need be an assistant Secretary or assistant Secretaries) who shall hold office for such term, at such remuneration and upon such conditions and with such powers as they think fit. Any Secretary or assistant Secretary so appointed by the Directors may be removed by the Directors.

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

94. The Directors may from time to time and at any time by power of attorney (whether under Seal or under hand) or otherwise appoint any company, firm or Person or body of Persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney or other appointment may contain such provisions for the protection and convenience of Persons

Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him.

95. The Directors may from time to time provide for the management of the affairs of the Company in such manner as they shall think fit and the provisions contained in the two next following Articles shall not limit the general powers conferred by this Article.

96. The Directors from time to time and at any time may establish any committees for managing any of the affairs of the Company (including but not limited to remuneration committee), and unless otherwise provided in the Applicable Listing Rules, the members of such committees shall be Directors. Where any Director holds above position, the relevant remuneration shall be subject to Article 85.

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

97B Subject to the Cayman Islands law and the Applicable Listing Rules, any Director shall owe fiduciary duties to the Company and such fiduciary obligations shall include but not limited to the observance of general standards of loyalty, good faith and the avoidance of a conflict of duty and self-interest. If any Director breaches the aforesaid fiduciary duties, subject to the Cayman Islands law and the Applicable Listing Rules, such Director shall be held liable for any damages therefrom.

Subject to the Cayman Islands law and the Applicable Listing Rules, if any Director violates the aforesaid fiduciary duties for him/herself or another person, it may be resolved at the general meeting to deem any income from such behaviour as the Company's income.

If any Director breaches any applicable laws or regulations in performing business for the Company, therefore causing any loss or damage to third party, subject to the Cayman Islands law and the Applicable Listing Rules, such Director shall be held jointly and severally liable for the loss or damage to such third party with the Company. In this connection, such Director shall indemnify the Company for any loss or damage incurred by the Company to third party.

Subject to Cayman Islands law and the Applicable Listing Rules, to the extent of the scope of their respective duties, the officers and the supervisors (if any) of the Company shall bear the liability identical to that applicable to Directors pursuant to the preceding paragraphs of this Article.

BORROWING POWERS OF DIRECTORS

98. Subject to these Articles and the Applicable Listing Rules, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.

THE SEAL

99. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of the Seal and if given after may be in general form confirming a number of affixings of the Seal. The Seal shall be affixed in the presence of a Director or a Secretary (or an assistant Secretary) or in the presence of any one (1) or more Persons as the Directors may appoint for the purpose and every Person as aforesaid shall sign every instrument to which the Seal is so affixed in their presence.

100. The Company may maintain a facsimile of the Seal in such countries or places as the Directors may appoint and such facsimile Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of such facsimile Seal and if given after may be in general form confirming a number of affixings of such facsimile Seal.

Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

101. Notwithstanding the foregoing, a Secretary or any assistant Secretary shall have the authority to affix the Seal, or the facsimile Seal, to any instrument for the purposes of attesting authenticity of the matter contained therein but which does not create any obligation binding on the Company.

DISQUALIFICATION OF DIRECTORS

102. A person shall not act as a Director and shall be discharged or vacated from the office of Director, if he or she:

(a) committed an organized crime and has been adjudicated guilty by a final judgment, and the time elapsed after he has served the full term of the sentence is less than five (5) years;

(b) has been sentenced to imprisonment for a term of more than one (1) year for commitment of fraud, breach of trust or misappropriation, and the time elapsed after he has served the full term of such sentence is less than two (2) years;

(c) has been adjudicated guilty by a final judgment for misappropriating company or public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence is less than two (2) years;

(d) becomes bankrupt and has not been discharged from bankruptcy;

(e) has been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet;

(f) has no or only limited legal capacity;

(g) dies or is found to be or becomes of unsound mind;

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

(i) is removed from office and ceases to be the Director pursuant to these Articles.

103. In case a Director has, in the course of performing his/her duties, committed any act resulting in material damage to the Company or in serious violation of applicable laws and regulations and these Articles, but not been discharged or removed by a resolution of the general meeting, any Shareholder(s) holding three percent (3%) or more of the total number of issued Shares may, within thirty (30) days after that general meeting, submit a petition to a competent court having proper jurisdiction, including, the Taipei District Court of the Republic of China if applicable, in respect of such matter, for the removal of such Director, at the Company's expense.

PROCEEDINGS OF DIRECTORS

104. The Directors may meet together (either within or outside the Cayman Islands) for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings as they think fit. Questions arising at any meeting shall be decided by a majority of votes present at such meeting. In case of an equality of votes the chairman shall not have a second or casting vote. The notice of the Board meeting shall state the reasons for such meeting and shall be given to each Director at least seven (7) days prior to the meeting via mail or electronic transmission; however the Board meeting may be convened from time to time in case of any emergency in accordance with the Applicable Listing Rules. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Procedural Rules of Board Meetings.

105. A Director may participate in any meeting of the Board of Directors, or of any committee appointed by the Board of Directors of which such Director is a member, by means of videoconference or similar communication equipment by way of which all Persons

GENERAL REGISTRY CAYMAN ISLANDS
Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

participating in such meeting can communicate with each other and such participation shall be deemed to constitute presence in person at the meeting.

106. Unless otherwise provided in these Articles, the quorum necessary for the transaction of the business of the Directors shall be more than one-half (1/2) of the Directors. A Director represented by alternate Director at any Board meeting shall be deemed to be present for the purposes of determining whether or not a quorum is present.

107. A Director who directly or indirectly has personal interest in the matter proposed at the meeting of the Board, including but not limited to a contract or proposed contract or arrangement with the Company shall disclose the nature of his or her personal interest at the meeting of the Board, if he or she knows his or her personal interest then exists, or in any other case at the first meeting of the Board after he or she knows that he or she is or has become so interested. For the purposes of this Article, a general notice to the Board by a Director to the effect that:

(a) he is a member or officer of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm; or

(b) he is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him;

shall be deemed to be a sufficient disclosure of personal interest under this Article in relation to any such contract or arrangement, provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.

To the extent required by Applicable Listing Rules, a Director may not vote for himself or on behalf of other Director in respect to any matter, including but not limited to any contract or proposed contract or arrangement or contemplated transaction of the Company, in which such Director bears a personal interest (whether directly or indirectly) which may conflict with and impair the interest of the Company. Any votes cast by or on behalf of such Director in contravention of the foregoing shall not be counted by the Company, but such Director shall be counted in the quorum for purposes of convening such meeting.

Notwithstanding the first paragraph of this Article, if any Director has personal interest (whether directly or indirectly) in matters on agenda for the Board meeting, such Director shall disclose and explain the material information or contents on such personal interest at the same Board meeting.

108. A Director (exclusive of any Independent Directors) who does anything for himself or on behalf of another person that is within the scope of the Company's business shall declare the essential contents of such behaviour to the general meeting of the Shareholders and be approved by either a Supermajority Resolution Type A or a Supermajority Resolution Type B. Failure in obtaining such approval shall cause the Director being so interested be liable to account to the Company for any profit realised by any such behaviour if the general meeting so resolves by an Ordinary Resolution within one (1) year from such behaviour.

109. Notwithstanding the preceding Articles, subject to the Applicable Listing Rules, a Director (exclusive of any Independent Directors) may hold any other office or place of profit under the Company (other than the office of internal auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

110. Subject to these Articles and the Applicable Listing Rules, any Director (exclusive of any Independent Directors) may act by himself or his firm in a professional capacity for the

Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as internal auditor to the Company.

111. The Directors shall cause all minutes to be made in books or loose-leaf folders provided for the purpose of recording:

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

(b) the names of the Directors present at each meeting of the Directors and of any committee of the Directors; and

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

112. Subject to the Applicable Listing Rules, when the chairman of a meeting of the Directors signs the minutes of such meeting the same shall be deemed to have been duly held.

113. Subject to the Applicable Listing Rules, the continuing Directors may act notwithstanding any vacancy in their body but if and for so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors may act for summoning a general meeting of the Company, but for no other purpose.

114. Subject to the Applicable Listing Rules and any regulations imposed on it by the Directors, a committee appointed by the Directors may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting, the committee members present may choose one (1) of their number to be chairman of the meeting.

115. A committee appointed by the Directors may meet and adjourn as it thinks proper. Subject to the Applicable Listing Rules and any regulations imposed on it by the Directors, questions arising at any meeting shall be determined by a majority of votes of the committee members present.

116. Subject to the Applicable Listing Rules and any regulations imposed on it by the Directors, all acts done by any meeting of the Directors or of a committee of Directors, or by any Person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or Person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Person had been duly appointed and was qualified to be a Director.

117. The following actions require the approval of a majority of the votes of the Directors present at a Board meeting attended by at least two-thirds (2/3) of all Directors:

(a) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusted business, or for regular joint operation with others;

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

(c) taking over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company;

(d) the election of Chairman of the Board pursuant to these Articles;

(e) the allocation of Employees' Remuneration and Directors' Remuneration pursuant to Article 129; and

(f) issuance of corporate bonds.

GENERAL REGISTRY CAYMAN ISLANDS

Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

AUDIT COMMITTEE

118. The Company shall set up an Audit Committee, and the professional qualifications of members, formation, appointment, discharge, how such committee functions and exercises its power and other relevant matters shall be subject to the Applicable Listing Rules. The Audit Committee shall comprise solely of all Independent Directors and the number of committee members shall not be less than three (3). Subject to the Applicable Listing Rules, one (1) of the Audit Committee members shall be appointed as the convener to convene meetings of the Audit Committee from time to time and at least one (1) of the Audit Committee members shall have accounting or financial expertise. A valid resolution of the Audit Committee requires approval of one-half (1/2) or more of all its members.

119. Notwithstanding anything provided to the contrary contained in these Articles, the following matters require approval of one-half (1/2) or more of all members of the Audit Committee and final approval of the Board:

(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, provision or extension of monetary loans to others, or endorsements or guarantees for others;

(d) any matter relating to the personal interest of the Directors;

(e) the entering into of a transaction relating to material assets or derivatives;

(f) a material monetary loan, endorsement, or provision of guarantee;

(g) the offering, issuance, or private placement of the Shares or any equity-linked securities;

(h) the hiring or dismissal of an attesting certified public accountant as the auditor of the Company, or the compensation given thereto;

(i) the appointment or discharge of a financial, accounting, or internal auditing officers;

(j) approval of annual and semi-annual financial reports; and

(k) any other material matter deemed necessary by the Board of Directors or so required by Applicable Listing Rules or the competent authority.

Subject to the Applicable Listing Rules, with the exception of item (j) above, any other matter that has not been approved with the consent of one-half (1/2) or more of all Audit Committee members may be undertaken upon the consent of two-thirds (2/3) or more of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board meeting.

Subject to the Applicable Listing Rules, where the Audit Committee is unable to convene a meeting for any proper cause, matters may be approved by consent of two-thirds (2/3) or more of all Directors, provided that the Independent Director members shall still be required to issue an opinion as to whether the resolution is approved in respect of a matter under item (j) above.

120. The accounts of the Company shall be audited at least once in every year.

121. The Audit Committee shall at all reasonable times have access to all books kept by the Company and to all accounts and vouchers relating thereto; and the Audit Committee may

GENERAL REGISTRY CAYMAN ISLANDS

Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

call on the Directors or officers of the Company for any information in their possession relating to the books or affairs of the Company.

122. The statement of income and expenditure and the balance sheet provided for by these Articles shall be examined by the Audit Committee and compared with the books, accounts and vouchers relating thereto; and the Audit Committee shall make a written report thereon stating whether such statement and balance sheet are drawn up so as to present fairly the financial position of the Company and the results of its operations for the period under review and, in case information shall have been called for from Directors or officers of the Company, whether the same has been furnished and has been satisfactory. The Audit Committee may appoint, on behalf of the Company, a practicing lawyer and a certified public accountant to conduct the examination. The financial statements of the Company shall be audited by an auditor appointed by the Board in accordance with generally accepted auditing standards. The auditor shall make a written report thereon in accordance with generally accepted auditing standards and the report of the auditor shall be submitted to the Members in general meeting. The generally accepted auditing standards referred to herein may be those of a country or jurisdiction other than the Cayman Islands. If so, the financial statements and the report of the auditor should disclose this fact and name such country or jurisdiction.

123. Subject to the Cayman Islands law, any Shareholder(s) holding three percent (3%) or more of the total number of the issued Shares of the Company for one (1) consecutive year or longer may request in writing any Independent Director of the Audit Committee to file a litigation against any Director or Directors on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China.

If the Independent Director of the Audit Committee who has been requested by such Shareholder(s) in accordance with the previous paragraph fails or refuses to file such litigation within thirty (30) days after receiving the request by such Shareholder(s), subject to Cayman Islands law, such Shareholder(s) may file such litigation on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China.

124. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Rules of Audit Committee.

DIVIDENDS

125. Subject to the Law, any rights and restrictions for the time being attached to any Shares and these Articles, the Company by Ordinary Resolution may declare dividends and other distributions on Shares in issue and authorise payment of the same out of the funds of the Company lawfully available therefor.

126. Subject to Article 129, the Directors may, before recommending any dividend, set aside out of the funds legally available for distribution such sums as they think proper as a reserve or reserves which shall, in the discretion of the Directors be applicable for meeting contingencies, or for equalising dividends or for any other purpose to which those funds may be properly applied and pending such application may in the absolute discretion of the Directors, either be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit.

127. Any dividend may be paid by cheque sent through the post to the registered address of the Shareholder or Person entitled thereto, or in the case of joint holders, to the representative of such joint holders at his registered address or to such Person and such address as the Shareholder or Person entitled, or such joint holders as the case may be, may direct. Every such cheque shall be made payable to the order of the Person to whom it is sent or to the order of such other Person as the Shareholder or Person entitled, or such joint holders as the case may be, may direct.

128. Subject to any rights and restrictions for the time being attached to any Shares, all dividends shall be declared and paid according to the number of the Shares held by the Shareholders.

GENERAL REGISTRY CAYMAN ISLANDS

Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

129. As the Company continues to grow, the need for capital expenditure, business expansion and a sound financial planning for sustainable development, it is the Company's dividends policy that the dividends may be allocated to the Shareholders in the form of cash dividends and/or bonus shares according to the Company's future expenditure budgets and funding needs.

Unless otherwise provided in the Applicable Listing Rules, where the Company makes profits before tax for the annual financial year, the Company shall allocate (1) a maximum of ten percent (10%) and a minimum of one point five percent (1.5%) of such annual profits before tax for the purpose of employees' remuneration (including employees of the Company and/or any Affiliated Company) (the "**Employees' Remuneration**"); and (2) a maximum of two percent (2%) of such annual profits before tax for the purpose of Directors' remuneration (the "**Directors' Remuneration**"). Notwithstanding the foregoing paragraph, if the Company has accumulated losses of the previous years for the annual financial year, the Company shall set aside the amount of such accumulated losses prior to the allocation of Employees' Remuneration and Directors' Remuneration. Subject to Cayman Islands law, the Applicable Listing Rules and notwithstanding Article 139, the Employees' Remuneration and the Directors' Remuneration may be distributed in the form of cash and/or bonus shares, upon resolution by a majority votes at a meeting of the Board of Directors attended by two-thirds (2/3) or more of the Directors. The resolutions of Board of Directors regarding the distribution of the Employees' Remuneration and the Directors' Remuneration in the preceding paragraph shall be reported to the Shareholders at the general meeting after such Board resolutions are passed.

Unless otherwise provided in the Applicable Listing Rules, the net profits of the Company for each annual financial year shall be allocated in the following order and proposed by the Board of Directors to the Shareholders in the general meeting for approval:

(a) to make provision of the applicable amount of income tax pursuant to applicable tax laws and regulations;

(b) to set off accumulated losses of previous years (if any);

(c) to set aside ten percent (10%) as Legal Reserve pursuant to the Applicable Listing Rules unless the accumulated amount of such Legal Reserve equals to the total paid-up capital of the Company;

(d) to set aside an amount as Special Reserve pursuant to the Applicable Listing Rules and requirements of the Commission; and

(e) with respect to the earnings available for distribution (i.e. the net profit after the deduction of the items (a) to (d) above plus any previously undistributed cumulative Retained Earnings), the Board of Directors may present a proposal to distribute to the Shareholders by way of dividends at the annual general meeting for approval pursuant to the Applicable Listing Rules. Dividends may be distributed in the form of cash dividends and/or bonus shares, and, subject to Cayman Islands law, the amount of dividends shall be at least ten percent (10%) of the net profit after the deduction of the items (a) to (d) above. Cash dividends shall comprise a minimum of ten percent (10%) and a maximum of one hundred percent (100%) of the total dividends allocated to Shareholders.

130. If several Persons are registered as joint holders of any Share, any of them may give effectual receipts for any dividend or other moneys payable on or in respect of the Share. No dividend shall bear interest against the Company.

ACCOUNTS, AUDIT AND ANNUAL RETURN AND DECLARATION

131. The books of account relating to the Company's affairs shall be kept in such manner as may be determined from time to time by the Directors.

132. The books of account shall be kept at the Office or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

GENERAL REGISTRY CAYMAN ISLANDS
Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

133. The Board of Directors shall prepare and submit the business reports, financial statements and records to the annual general meeting of Shareholders for its ratification and after the meeting shall distribute to each Shareholder the copies of ratified financial statements and the resolutions on the surplus earning distribution and/or loss offsetting. For so long as the Shares are registered in the Emerging Stock Market or listed in the Taipei Exchange or the TSE, alternatively, the distribution of the aforesaid adopted financial statements and the resolutions on the surplus earning distribution and/or loss offsetting may be accomplished by way of making public announcements by the Company.

134. Subject to the Applicable Listing Rules, the Board shall keep copies of the yearly business report, financial statements and other relevant documents at the office of its Shareholders' Service Agent in Taiwan ten (10) days before the annual general meeting and any of its Shareholders is entitled to inspect such documents from time to time.

135. Save for the preceding Article 134 and Article 148, the Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Shareholders not being Directors, and no Shareholder (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Directors or by Ordinary Resolution.

136. The accounts relating to the Company's affairs shall only be audited in such manner and with such financial year end as may be determined from time to time by the Directors, or required by the Applicable Listing Rules.

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

INTERNAL AUDIT

138. The Company shall set up internal audit unit under the Board of Directors, and hire qualified and adequate staffs as internal auditors. Any matters in relation to the internal audit shall comply with the Applicable Listing Rules.

CAPITALISATION OF RESERVES

139. Subject to the Applicable Listing Rules and the Law, the Company may, with the authority of either a Supermajority Resolution Type A or a Supermajority Resolution Type B:

(a) resolve to capitalise an amount standing to the credit of reserves or other capital reserves (including a share premium account, capital redemption reserve, revenue, profit and loss account, Capital Reserves, Legal Reserves and Special Reserves), whether or not available for distribution;

(b) appropriate the sum resolved to be capitalised to the Shareholders in proportion to the number of Shares held by them respectively and apply that sum on their behalf in or towards paying up in full unissued Shares or debentures of a nominal amount equal to that sum, and allot the Shares or debentures, credited as fully paid, to the Shareholders (or as they may direct) in those proportions, or partly in one way and partly in the other;

(c) make any arrangements it thinks fit to resolve a difficulty arising in the distribution of a capitalised reserve and in particular, without limitation, where Shares or debentures become distributable in fractions the Directors may deal with the fractions as they think fit; and

(d) generally do all acts and things required to give effect to any of the actions contemplated by this Article 139.

Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

139A. For the avoidance of doubt, the allotment of bonus shares in connection with the Employees' Remuneration and Directors' Remuneration pursuant to Article 129 shall not require the approval of a Supermajority Resolution Type A or a Supermajority Resolution Type B.

TENDER OFFER

140. For so long as the Shares of the Company are registered in the Emerging Market and/or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, within ten (10) days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its litigation or non-litigation agent appointed pursuant to the Applicable Listing Rules, the Board of the Directors shall resolve to recommend to the Shareholders whether to accept or object to the tender offer and make a public announcement of the following:

(a) The types and amount of the Shares held by the Directors and the Shareholders holding more than ten percent (10%) of the outstanding Shares held in its own name or in the name of other persons.

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

(c) Whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any.

(d) The types, numbers and amount of the shares of the tender offeror or its affiliates held by the Directors and the Shareholders holding more than ten percent (10%) of the outstanding Shares held in its own name or in the name of other persons.

SHARE PREMIUM ACCOUNT

141. The Directors shall in accordance with the Law establish a share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any Share.

142. Subject to the Applicable Listing Rules and the Law, there shall be debited to any share premium account on the redemption or purchase of a Share the difference between the nominal value of such Share and the redemption or purchase price provided always that at the discretion of the Directors such sum may be paid out of the profits of the Company or, if permitted by the Law, out of capital.

NOTICES

143. Except as otherwise provided in these Articles or the Applicable Listing Rules, any notice or document may be served by the Company or by the Person entitled to give notice to any Shareholder either personally, or by facsimile, or by sending it through the post in a prepaid letter or via a recognised courier service, fees prepaid, addressed to such Shareholder at his address as appearing in the Register, or to the extent permitted by all applicable laws and regulations, by electronic means by transmitting it to any electronic mail number or address such Shareholder may have positively confirmed in writing for the purpose of such service of notices. In the case of joint holders of a Share, all notices shall be given to that one of the joint holders whose name stands as their representative in the Register in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.

144. Any Shareholder present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.

145. Except as otherwise provided in these Articles or the Applicable Listing Rules, any notice or other document, if served by:

GENERAL REGISTRY CAYMAN ISLANDS

Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

(a) post or courier, shall be deemed to have been served five (5) days after the time when the letter containing the same is posted or delivered to the courier;

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

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

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

In proving service by post or courier service it shall be sufficient to prove that the letter containing the notice or documents was properly addressed and duly posted or delivered to the courier service.

146. Any notice or document delivered or sent by post to or left at the registered address of any Shareholder in accordance with these Articles shall notwithstanding that such Shareholder be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any Share registered in the name of such Shareholder as sole or joint holder, unless his name shall at the time of the service of the notice or document, have been removed from the Register as the holder of the Share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all Persons interested (whether jointly with or as claiming through or under him) in the Share.

147. Notice of every general meeting of the Company shall be given to:

(a) all Shareholders holding Shares with the right to receive notice and who have supplied to the Company an address for the giving of notices to them; and

(b) every Person entitled to a Share in consequence of the death or bankruptcy of a Shareholder, who but for his death or bankruptcy would be entitled to receive notice of the meeting.

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

INFORMATION

148. The Board shall keep at the office of its Shareholders' Service Agent in Taiwan copies of the Memorandum of Association and Articles of Association, the minutes of every general meeting, the financial statements, the Register of Members and the counterfoil of corporate bonds issued by the Company. Any Shareholder may request, by submitting evidentiary document(s) to show his/her interests involved and indicating the scope of interested matters, an access to inspect and to make copies of the foresaid Memorandum of Association and Articles of Association, the minutes of every general meeting, the financial statements, the Register of Members and the counterfoil of the corporate bonds issued by the Company.

149. Without prejudice to the rights set forth in these Articles, no Shareholder shall be entitled to require discovery of any information in respect of any detail of the Company's trading or any information which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board would not be in the interests of the members of the Company to communicate to the public.

150. The Board shall be entitled to release or disclose to any regulatory or judicial authority any information in its possession, custody or control regarding the Company or its affairs to any of its Shareholder including, without limitation, information contained in the Register of Members and transfer books of the Company.

Uploaded: 05-May-2016 09:25 EST
Filed: 11-May-2016 10:02 EST
Auth Code: C63346344702

INDEMNITY OR INSURANCE

151. The Company may by Ordinary Resolution adopt one (1) of the protection mechanisms as described in Article 152 (a) and (b).

152. (a) Every Director and other officer for the time being and from time to time of the Company (each an "**Indemnified Person**") may be indemnified and secured harmless out of the assets and funds of the Company against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by such Indemnified Person, other than by reason of such Indemnified Person's own dishonesty, wilful default or fraud, in or about the conduct of the Company's business or affairs (including as a result of any mistake of judgment) or in the execution or discharge of his duties, powers, authorities or discretions, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by such Indemnified Person in defending (whether successfully or otherwise) any civil proceedings concerning the Company or its affairs in any court whether in the Cayman Islands or elsewhere.

(b) The Company may purchase directors and officers liability insurance ("**D&O insurance**") for the benefit of every Director and other officer for the time being and from time to time of the Company. Such D&O insurance shall only cover the liability arising from the duty of such Director or officer in accordance with these Articles, the Law and the Applicable Listing Rules.

FINANCIAL YEAR

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

WINDING- UP

154. If the Company shall be wound up, and the assets available for distribution amongst the Shareholders shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Shareholders in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Shareholders shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Shareholders in proportion to the number of the Shares held by them at the commencement of the winding up. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

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

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

AMENDMENT OF ARTICLES OF ASSOCIATION

157. Subject to the Law and the Articles, the Company may at any time and from time to time by Special Resolution alter or amend the Memorandum of Association and/or these Articles in whole or in part.

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LITIGIOUS AND NON-LITIGIOUS AGENT

158. For so long as the Shares are registered in the Emerging Market or listed on the Taipei Exchange or TSE, subject to the Applicable Listing Rules, the Company shall appoint a litigious and non-litigious agent in Taiwan (the "**Litigious and Non-Litigious Agent**"). The Litigious and Non-Litigious Agent shall be the responsible person of the Company in Taiwan and shall have residence or domicile in Taiwan. The Company shall report to the Commission in respect of the name, residence or domicile and authorization document of the Litigious and Non-Litigious Agent. In case of any change of the name, residence or domicile and authorization document of the Litigious and Non-Litigious Agent, the Company shall report to the Commission in respect of such change.

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附錄三、 全體董事持股情形

一、 截至本次股東常會停止過戶日2017年04月30日止，本公司實收資本額為新台幣161,200,000元，已發行股份總數為16,120,000股。

單位: 股

職稱	姓名	持股數	持股比率
董事長	SINOTEAM HOLDINGS INC	4,266,010	26.46%
	許文昉	561,600	3.48%
董事	賴仁忠	361,089	2.24%
董事	林春演	95,529	0.59%
董事	李泳毅	20,800	0.13%
獨立董事	謝玉田	-	-
獨立董事	陳天賜	-	-
獨立董事	邱士芳	-	-
股　數　合　計		5,305,028	

備註：

一、本公司無證券交易法26條之適用。

二、本公司設置審計委員會，故無監察人持有股數之適用。

附錄四、 本次股東會擬議之無償配股對公司營業績效、每股盈餘及股東投資報酬率之影響：

項目 \ 年度			2016 年(預估)
期初實收資本額(仟元)			161,200
本年度配股配息情形	每股現金股利 (元)		1.70471464 (註 1)
	盈餘轉增資每股配股數		1.70471464 (註 1)
	資本公積轉增資每股配股數		-
營業績效變化情形	營業利益 (仟元)		不適用(註 2)
	營業利益較去年同期增 (減) 比率		
	稅後純益 (仟元)		
	稅後純益較去年同期增 (減) 比率		
	每股盈餘(元)		
	每股盈餘較去年同期增 (減) 比率		
	年平均投資報酬率 (年平均本益比倒數)		
擬制性每股盈餘及本益比	若盈餘轉增資全數改配放現金股利	擬制每股盈餘	
		擬制年平均投資報酬率	
	若未辦理資本公積轉增資	擬制每股盈餘	
		擬制年平均投資報酬率	
	若未辦理資本公積且盈餘轉增資改以現金股利發放	擬制每股盈餘	
		擬制年平均投資報酬率	

註 1：依據 2017 年 03 月 17 日董事會決議填列，俟 2017 年股東常會決議。
註 2：2016 年度未公開財測，故無須揭露 2016 年度預估資訊。

附錄五、 員工酬勞及董監酬勞

本公司分配2016年度員工酬勞3,855,162元及董事酬勞3,084,130元，其中員工紅利佔2016年獲利約2.62%，董事酬勞佔2016年獲利約2.09%，金額小，對公司營業績效、每股盈餘及股東報酬率影響百分比尚屬微小。

附錄六、 持有本公司已發行股份總數百分之一以上股份之股東提案相關資訊：

依公司法第一七二條之一規定，本公司2017年股東常會受理股東提案時間為西元2017年04月21日起至西元2017年05月01日止。

於上開期間，無任何持有本公司已發行股份總數百分之一以上股份之股東提案。

SUN MAX TECH LIMITED

動 力 科 技 股 份 有 限 公 司

POWERLOGIC

傑登廣告 設計編印
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