

股票代號：8411

KINGCAN HOLDINGS LIMITED

福貞控股股份有限公司

一百年股東常會

議事手冊

時間：中華民國一百年五月十六日（星期一）

地點：台中市西屯區市政北一路1號8樓

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股東可至 <http://newmops.twse.com.tw> 下載本公司股東會相關資料

Kingcan Holdings Limited

一百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

Kingcan Holdings Limited

一百年股東常會議程

- 一、開會時間：中華民國一百年五月十六日（星期一）上午十時整
- 二、開會地點：台中市西屯區市政北一路1號8樓
- 三、出席：全體股東及股權代表人
- 四、主席：李董事長榮福
- 五、主席致詞
- 六、報告事項
 - 第一案：本公司九十九年度營業報告。
 - 第二案：監察人審查九十九年度決算表冊報告。
 - 第三案：誠信經營守則。
 - 第四案：道德行為準則。
- 七、承認事項
 - 第一案：本公司九十九年度營業報告、九十九年度財務報表及合併財務報表案。
 - 第二案：本公司九十九年度盈餘分派案。
- 八、討論事項
 - 第一案：修正本公司「公司章程」案。
 - 第二案：訂定「監察人之職權範疇規則」案。
 - 第三案：修正「股東會議事規則」案。
 - 第四案：修正「董事及監察人選舉辦法」案。
- 九、臨時動議
- 十、散會

報告事項

第一案：(董事會提)

案 由：本公司九十九年度營業報告，報請 公鑒。

說 明：本公司九十九年度營業報告書，請參閱【附件一】，本手冊第 7-8 頁。

第二案：(董事會提)

案 由：監察人審查九十九年度決算表冊報告，報請 公鑒。

說 明：監察人審查九十九年度決算表冊報告，請參閱【附件二】，本手冊第 9 頁。

第三案：(董事會提)

案 由：誠信經營守則，報請 公鑒。

說 明：本公司為建立誠信經營之企業文化並建立良好商業運作之參考架構，特依上市上櫃公司誠信經營守則訂定「誠信經營守則」，請參閱【附件三】，本手冊第 10-12 頁。

第四案：(董事會提)

案 由：道德行為準則，報請 公鑒。

說 明：為使公司董事、監察人及經理人之行為符合道德標準，並使公司之利害關係人更加了解公司道德標準，特依上市上櫃公司訂定道德行為準則參考範例訂定「道德行為準則」，請參閱【附件四】，本手冊第 13-14 頁。

承認事項

第一案：(董事會提)

案由：本公司九十八年度營業報告書、九十九年度財務報表及合併財務報表案，敬請 承認。

說明：1.本公司九十九年度營業報告暨九十九年度財務報表及合併財務報表，業經本公司董事會決議通過在案。

2.本公司九十九年度營業報告、九十九年度會計師查核報告、財務報表及合併財務報表，請參閱【附件一】及【附件五】，本手冊第 7-8 頁及第 15-24 頁。

決議：

第二案：(董事會提)

案由：九十九年度盈餘分派案，敬請 承認。

說明：1. 本公司九十九年度盈餘分派案，業經本公司一〇〇年二月二十六日董事會決議通過。

2.謹擬具本公司九十九年度盈餘分派表，請參閱【附件六】，本手冊第 25 頁。

3.本盈餘分派案俟本次股東常會通過後，授權董事會另訂配息基準日，以該基準日股東名簿記載之股東持有股份，每股無償配發現金股利 1 元。

4.本次現金股利分配未滿一元之畸零數額，授權董事長洽特定人全權處理之。

決議：

討論事項

第一案（董事會提）

案由：修正本公司「公司章程」案，提請 討論。

說明：本公司擬依前財政部證券暨期貨管理委員會（89）台財證（一）字第 100116 號函、（89）台財證（一）字第 00371 號函具體訂定股利政策，並依上市上櫃公司治理實務守則擬定購買董監責任保險相關規定，以分散董事及監察人因錯誤或疏失行為而造成公司及股東重大損害之風險，擬修訂本公司章程，公司章程修訂條文對照表請參閱【附件七】，本手冊第 26-27 頁。

決議：

第二案（董事會提）

案由：訂定「監察人之職權範疇規則」案，提請 選舉。

說明：為確保本公司業務能正常運作，建立有效且周延嚴謹之監督機制，發揮監察人之監督職能，以強化本公司內部之自我監督能力，並健全本公司之公司治理制度，以盡維護公司及全體股東權益之責任，爰參考公司治理實務守則第四章規定訂定「監察人之職權範疇規則」，監察人之職權範疇規則訂定條文請參閱【附件八】，本手冊第 28-29 頁。

決議：

第三案（董事會提）

案由：修正「股東會議事規則」案，提請 討論。

說明：依臺灣證券交易所股份有限公司臺證上字第 0990033731 號函辦理及配合「公開發行公司股東會議事手冊應行記載及遵行事項辦法」第五、六條規定，擬修正本公司「股東會議事規則」，股東會議事規則修訂條文對照表請參閱【附件九】，本手冊第 30 頁。

決議：

第四案（董事會提）

案由：修正「董事及監察人選舉辦法」案，提請 討論。

說明：依臺灣證券交易所股份有限公司臺證上字第 0990033731 號函辦理，並參酌證券交易法第二十六條之三董事獨立性之規定予以修正本公司「董事及監察人選舉辦法」，擬

修正本公司「董事及監察人選舉辦法」，董事及監察人選舉辦法修正條文對照表請參閱【附件十】，本手冊第 31-33 頁。

決 議：

臨時動議

散會

【附件一】

KINGCAN HOLDINGS LIMITED
九十九年度營業報告書



回顧過去一年，全球經濟情勢因美國景氣復甦未明及歐元區國家爆發一連串債信危機而有所衝擊，所幸在亞洲國家內需市場復甦與持續暢旺的影響下，整體經濟發展似已走出之前全球金融危機所導致的經濟景氣嚴重衰退。但景氣持續復甦所引起的通貨膨脹隱憂及亞洲各國家匯率快速攀升，引發是否影響景氣穩定復甦疑慮，種種環境變化影響仍待觀察，經濟環境的挑戰依然存在。

九十九年度是本公司持續推展公開資本市場發展的一年，在公司經營管理階層秉持誠信務實、永續經營的理念，以及集團各公司員工同仁共同目標努力下，於十月十九日完成首次股票公開發行。以下就本公司九十九年度之營運概況暨民國一百年度之未來展望報告如下：

（一）營運概況

本公司為集團最終母公司，主要為投資控股及管理各子公司營運，經營生產基地皆位於中國大陸福建及山東省，九十九年度合併營收為新台幣 51.5 億元，合併稅後淨利為新台幣 5.58 億元，合併稅後每股盈餘為新台幣 9.29 元。展望民國一百年度，面對中國大陸內需市場的持續增長及食品、飲料包裝產業的激烈競爭，本公司將穩健增加各子公司之資本支出，協助其完成上、下游製程整合，擴大營運規模，並持續加強各公司營運管理及成本費用合理管控，積極開拓並服務客戶及市場，以建構具有競爭力與核心價值的企業，強化策略聯盟的三贏合作。

（二）本公司轉投資之子公司

1. 福建福貞金屬包裝有限公司

福建福貞公司在九十九年度由於原、物料價格增長幅度穩定，主要客戶市場消費暢旺而營收增加，且成本及費用管控得宜，復因差異化高毛利產品貢獻獲利影響下，使得年度營業收入為人民幣 8.72 億元，較前一年度增加 25.61%，稅後淨利達人民幣 1.18 億元，較前一年度增加 53.99%。面對民國一百年度中國大陸內需市場的激烈競爭及其他種類包裝產品的壓力，且公司於擴展營運規模面臨製程產能之瓶頸，福建福貞公司將持續增加資本支出，擴建新廠設備及產能，運用先進

設備及生產技術，以提供客戶最穩定的需求量和高品質的產品，並持續增強客戶市場深度及廣度。

2.山東福貞金屬包裝有限公司

山東福貞公司於九十八年度七月投產並加入集團營運，刻正步入正常穩定營運之中，由於既有的客戶需求量以及集團內各公司營運管理的全力支持，使得年度營業收入為人民幣 2.61 億元，較前一年度增加 216.21%，稅後淨利為人民幣 823.9 萬元，較前一年度增加 82.06%，已呈現營收增長及穩定獲利貢獻狀況。展望民國一百年度，山東福貞公司將完成上游製程整合，建立完整的營運生產製程，除確保既有客戶穩定的品質及供應量外，並持續拓展大陸北方的金屬包裝市場，擴大集團公司整體營收與獲利。

展望未來，中國大陸因十二五計畫開展，內需消費市場勢必更形蓬勃發展，而競爭則愈見激烈，本公司及集團所屬子公司將持續深耕經營既有客戶群並積極擴大客戶市場廣度；經營團隊及所有員工同仁將以更積極務實的態度，專注本業生產營運，為金屬包裝產業提供有競爭力的優化商品，創造公司最大的利益，並積極完成公開資本市場計畫，以回饋股東的支持與鼓勵，感謝各位股東支持。

敬祝 平安喜樂

董事長：李榮福



總經理：莊素貞



會計主管：藍建中



【附件二】

KINGCAN HOLDINGS LIMITED

監察人審查報告書

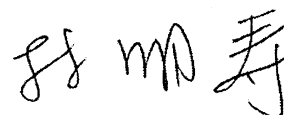
董事會造送本公司民國九十九年度財務報表及合併財務報表，業經安侯建業聯合會計師事務所呂觀文、蔡松棋會計師查核竣事，並出具查核報告書，連同營業報告書、盈餘分配議案經本監察人審查，認為尚無不合，備具報告。

敬請 鑒查

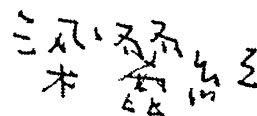
此致

KINGCAN HOLDINGS LIMITED 一百年股東常會

監察人 林明壽



監察人 梁麗紅



監察人 莊庭禎



中 華 民 國 一 百 年 四 月 二 十 日

【附件三】

KINGCAN HOLDINGS LIMITED

誠信經營守則

第一條 目的及適用範圍

本公司為建立誠信經營之企業文化、健全發展以及良好商業運作，特訂定本守則。
本守則適用範圍及於子公司、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）。

第二條 禁止不誠信行為

本公司之董事、監察人、經理人、受僱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。

第三條 利益之態樣

本守則所稱利益，其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，不在此限。

第四條 法令遵循

本公司應遵守註冊地國法令、中華民國公司法、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。

第五條 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。

第六條 防範方案

本公司宜依前條之經營理念及政策，訂定防範方案，積極防範不誠信行為，包含作業程序、行為指南及教育訓練等防範方案。

本公司訂定防範方案，應符合公司及集團企業與組織營運所在地之相關法令。

本公司於訂定防範方案過程中，宜與員工、工會或其他代表機構之成員協商，並與相關利益團體溝通。

第七條 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。

本公司訂定防範方案至少應涵蓋下列行為之防範措施：

- 一、行賄及收賄。
- 二、提供非法政治獻金。
- 三、不當慈善捐贈或贊助。
- 四、提供或接受不合理禮物、款待或其他不正當利益。

第八條 承諾與執行

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

第九條 誠信經營商業活動

本公司應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有不誠信行為紀錄，宜避免與有不誠信行為紀錄者進行交易。

本公司與他人簽訂契約，其內容宜包含遵守誠信經營政策及交易相對人如涉及不誠信行為，得隨時終止或解除契約之條款。

第十條 禁止行賄及收賄

本公司及其董事、監察人、經理人、受僱人與實質控制者，於執行業務時，不得直接或間接提供、承諾、要求或收受任何形式之不正當利益，包括回扣、佣金、疏通費或透過其他途徑向客戶、代理商、承包商、供應商、公職人員或其他利害關係人提供或收受不正當利益。但符合營運所在地法律者，不在此限。

第十一條 禁止提供非法政治獻金

本公司及其董事、監察人、經理人、受僱人與實質控制者，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，應符合政治獻金法及公司內部相關作業程序，不得藉以謀取商業利益或交易優勢。

第十二條 禁止不當慈善捐贈或贊助

本公司及本公司之董事、監察人、經理人、受僱人與實質控制者，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。

第十三條 禁止不合理禮物、款待或其他不正當利益

本公司及本公司之董事、監察人、經理人、受僱人與實質控制者，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。

第十四條 組織與責任

本公司之董事會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，由稽核室負責誠信經營政策與防範方案之制定及監督執行，並定期向董事會報告。

第十五條 業務執行之法令遵循

本公司之董事、監察人、經理人、受僱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。

第十六條 董事、監察人及經理人之利益迴避

本公司宜建立防止利益衝突之政策，並提供適當管道供董事、監察人與經理人主動說明其與公司有無潛在之利益衝突。

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。

本公司董事、監察人及經理人不得藉其在公司擔任之職位，使其自身、配偶、父母、子女或任何他人獲得不正當利益。

第十七條 會計與內部控制

本公司應就具較高不誠信行為風險之營業活動，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，並作成稽核報告提報董事會。

第十八條 作業程序及行為指南

本公司依第六條規定訂定作業程序及行為指南，具體規範董事、監察人、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：

- 一、提供或接受不正當利益之認定標準。
- 二、提供合法政治獻金之處理程序。
- 三、提供正當慈善捐贈或贊助之處理程序及金額標準。
- 四、避免與職務相關利益衝突之規定，及其申報與處理程序。
- 五、對業務上獲得之機密及商業敏感資料之保密規定。
- 六、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。
- 七、發現違反企業誠信經營守則之處理程序。
- 八、對違反者採取之紀律處分。

第十九條 教育訓練及考核

本公司應定期對董事、監察人、經理人、受僱人及實質控制者舉辦教育訓練與宣導，並邀請與公司從事商業行為之相對人參與，使其充分瞭解公司誠信經營之決心、政策、防範方案及違反不誠信行為之後果。

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。

第二十條 檢舉與懲戒

本公司應提供正當檢舉管道，並對於檢舉人身分及檢舉內容應確實保密。

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

第二十一條 資訊揭露

本公司於公司網站、年報及公開說明書揭露誠信經營守則執行情形。

第二十二條 誠信經營守則之檢討修正

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、監察人、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守則，以提昇公司誠信經營之成效。

第二十三條 實施

本守則經董事會通過後實施，並送各監察人及提報股東會，修正時亦同。

【附件四】

KINGCAN HOLDINGS LIMITED

道德行為準則

第一條 訂定目的及依據

為導引本公司董事、監察人及經理人（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，並使本公司之利害關係人更加瞭解本公司道德標準，爰依「上市上櫃公司訂定道德行為準則」及相關規定訂定本準則，以資遵循。

第二條 本準則包括下列八項內容

(一)防止利益衝突：

個人利益介入或可能介入公司整體利益時即產生利害衝突，例如，當公司董事、監察人或經理人無法以客觀及有效率的方式處理公務時，或是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上當利益。公司應特別注意與前述人員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。公司應該防止利益衝突，並提供適當管道供董事、監察人或經理人主動說明其與公司有無潛在之利益衝突。

(二)避免圖私利之機會：

應避免董事、監察人或經理人為下列事項：(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；(2)透過使用公司財產、資訊或藉由職務之便以獲取私利；(3)與公司競爭。當公司有獲利機會時，董事、監察人或經理人有責任增加公司所能獲取之正當合法利益。

(三)保密責任：

董事、監察人或經理人對於公司本身或其進(銷)貨客戶之資訊，除經授權或法律規定公開外，應負有保密義務。應保密的資訊包括所有可能被競爭對手利用或洩漏之後對公司或客戶有損害之未公開資訊。

(四)公平交易：

董事、監察人或經理人應公平對待公司進(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。

(五)保護並適當使用公司資產：

董事、監察人或經理人均有責任保護公司資產，並確保其能有效合法地使用於公務上，若被偷竊、疏忽或浪費均會直接影響到公司之獲利能力。

(六)遵循法令規章：

公司應加強證券交易法及其他法令規章之遵循。

(七)鼓勵呈報任何非法或違反道德行為準則之行為：

本公司應加強宣導道德觀念，並鼓勵員工於懷疑或發現有違反法令規章或道德行為準則之行為時，向監察人、經理人、內部稽核主管或其他適當人員呈報。為了鼓勵員工呈報違法情事，公司已制訂定相關之流程或機制，並讓員工知悉公司將盡全力保護呈報者的安全使其免於遭受報復。

(八)懲戒措施：

董事、監察人或經理人有違反道德行為準則之情形時，公司應依據其於道德行為準則訂定之懲戒措施處理之，且即時於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。公司並制

定相關申訴制度，提供違反道德行為準則者救濟之途徑。

第三條 豁免適用之程序

豁免本公司董事、監察人或經理人遵循本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。

第四條 揭露方式

本準則將於本公司年報、公開說明書及公開資訊觀測站揭露，修正時亦同。

第五條 施行

本準則經董事會通過後施行，並送各監察人及提報股東會，修正時亦同。



安侯建業聯合會計師事務所

KPMG

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會計師查核報告

Kingcan Holdings Limited 董事會 公鑒：

Kingcan Holdings Limited 民國九十九年及九十八年十二月三十一日之資產負債表，暨截至各該日止之民國九十九年度及九十八年八月二十六日(公司設立登記日)至十二月三十一日之損益表、股東權益變動表及現金流量表，業經本會計師查核竣事。上開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財務報表表示意見。

本會計師係依照中華民國之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查核證據、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，第一段所述財務報表在所有重大方面係依照中華民國證券發行人財務報告編製準則及中華民國一般公認會計原則編製，足以允當表達Kingcan Holdings Limited 民國九十九年及九十八年十二月三十一日之財務狀況，暨民國九十九年度及九十八年八月二十六日至十二月三十一日之及之經營成果與現金流量。

Kingcan Holdings Limited 已編製民國九十九年度及九十八年度之合併財務報表，並經本會計師出具無保留意見之查核報告在案，備供參考。

安侯建業聯合會計師事務所

呂觀文



會計師：

蔡松楨



證券主管機關：金管證六字第0940100754號
：(90)台財證(六)字第166967號

民國一〇〇年二月二十五日

KINGCAN HOLDINGS LIMITED

資產負債表

民國九十九年及九十八年十二月三十一日

單位：新台幣千元

	99.12.31		98.12.31	
	金額	%	金額	%
資 產				
流動資產：				
1100	\$ 3,069	-	-	-
1250	52	-	-	-
	<u>3,121</u>	-	<u>-</u>	-
流動資產合計				
基金及長期投資：				
1421	2,326,558	100	1,829,634	100
	<u>2,329,679</u>	<u>100</u>	<u>1,829,634</u>	<u>100</u>
資產總計				
負債及股東權益				
流動負債：				
2170	\$ 14,584	1	500	-
2190	844	-	1,054	-
	<u>15,428</u>	<u>1</u>	<u>1,554</u>	-
負債合計				
股東權益：(附註四(二))				
3110	600,000	26	600,000	33
32XX	1,005,854	43	1,004,605	55
3350	614,312	26	86,782	5
3420	94,085	4	136,693	7
	<u>2,314,251</u>	<u>99</u>	<u>1,828,080</u>	<u>100</u>
重大承諾事項及期後事項				
	<u>\$ 2,329,679</u>	<u>100</u>	<u>1,829,634</u>	<u>100</u>

(請詳閱後附財務報表附註)

董事長：李榮福



經理人：莊素貞



會計主管：藍建中



KINGCAN HOLDINGS LIMITED



民國九十九年一月一日至十二月三十一日
及九十八年八月二十六日(設立日)至十二月三十一日

單位:新台幣千元

	99年度		98年度	
	金額	%	金額	%
收入及利益：				
7110 利息收入	1	-	-	-
7121 權益法認列之投資收益淨額	576,599	100	88,336	100
	<u>576,600</u>	<u>100</u>	<u>88,336</u>	<u>100</u>
費用及損失：				
6200 管理費用	18,918	3	1,554	2
7560 兌換損失淨額	152	-	-	-
	<u>19,070</u>	<u>3</u>	<u>1,554</u>	<u>2</u>
本期淨利	\$ 557,530	97	86,782	98
	<u>稅前</u>	<u>稅後</u>	<u>稅前</u>	<u>稅後</u>
9750 基本每股盈餘(單位：新台幣元)(附註四(三))	\$ 9.29	9.29	1.45	1.45

(請詳閱後附財務報表附註)

董事長：李榮福



經理人：莊素貞



會計主管：藍建中



KINGCAN HOLDINGS LIMITED

股東權益變動表

民國九十九年一月一日至十二月三十一日
及九十八年八月二十六日(設立日)至十二月三十一日

單位:新台幣千元

	普通股 股本	資本公積	未分配 盈餘	累積換算 調整數	合計
民國九十八年設立時投入股本	\$ 600,000	1,004,497	-	-	1,604,497
資本公積淨變動	-	108	-	-	108
民國九十八年八月二十六日(設立日)至十二月三十一日淨利	-	-	86,782	-	86,782
累積換算調整數淨變動	-	-	-	136,693	136,693
民國九十八年十二月三十一日餘額	600,000	1,004,605	86,782	136,693	1,828,080
資本公積淨變動	-	1,249	-	-	1,249
民國九十八年度盈餘分配案：(附註四(二))					
現金股利	-	-	(30,000)	-	(30,000)
民國九十九年度淨利	-	-	557,530	-	557,530
累積換算調整數淨變動	-	-	-	(42,608)	(42,608)
民國九十九年十二月三十一日餘額	\$ 600,000	1,005,854	614,312	94,085	2,314,251

(請詳閱後附財務報表附註)

董事長：李榮福



經理人：莊素貞



會計主管：藍建中



KINGCAN HOLDINGS LIMITED



民國九十九年一月一日至十二月三十一日
及九十八年八月二十六日(設立日)至十二月三十一日

單位:新台幣千元

	99年度	98年度
營業活動之現金流量：		
本期淨利	\$ 557,530	86,782
調整項目：		
採權益法認列之投資收益淨額	(576,599)	(88,336)
收到權益法被投資公司現金股利	38,316	-
營業資產之淨變動：		
預付費用增加	(52)	-
營業負債之淨變動：		
應付費用增加	14,084	500
其他應付款－關係人(減少)增加	(210)	1,054
營業活動之淨現金流入	<u>33,069</u>	<u>-</u>
融資活動之現金流量：		
發放現金股利	(30,000)	-
融資活動之淨現金流出	<u>(30,000)</u>	<u>-</u>
本期銀行存款淨增加數(即期末銀行存款餘額)	<u>\$ 3,069</u>	<u>-</u>
不影響現金流量之投資及融資活動：		
資本公積淨變動	<u>\$ 1,249</u>	<u>108</u>
累積換算調整數淨變動	<u>\$ (42,608)</u>	<u>136,693</u>

(請詳閱後附財務報表附註)

董事長：李榮福



經理人：莊素貞



會計主管：藍建中





安侯建業聯合會計師事務所

KPMG

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會計師查核報告

Kingcan Holdings Limited 董事會 公鑒：

Kingcan Holdings Limited及其子公司民國九十九年及九十八年十二月三十一日之合併資產負債表，暨截至各該日止之民國九十九年度及九十八年八月二十六日(公司設立登記日)至十二月三十一日之合併損益表、合併股東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。

本會計師係依照中華民國會計師查核簽證財務報表規則及中華民國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合併財務報表所列金額及所揭露事項之查核證據、評估管理階層編製合併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中華民國證券發行人財務報告編製準則及中華民國一般公認會計原則編製，足以允當表達Kingcan Holdings Limited及其子公司民國九十九年及九十八年十二月三十一日之合併財務狀況，暨截至各該日止之民國九十九年度九十八年八月二十六日至十二月三十一日之合併經營成果與合併現金流量。

如合併財務報表附註十(四)所述，Kingcan Holdings Limited及其子公司揭露民國九十八年度合併擬制性資訊，主要係供補充分析之用，亦經本會計師採用第二段所述之查核程序予以查核。

安侯建業聯合會計師事務所

呂觀文



會計師：

蔡松枝



證券主管機關：金管證六字第0940100754號
核准簽證文號：(90)台財證(六)字第166967號

Kingcan Holdings Limited及其子公司

合併資產負債表

民國九十九年及九十八年十二月三十一日

單位：新台幣千元

	99.12.31	98.12.31		99.12.31	98.12.31
	金額	金額	%	金額	%
資產					
流動資產：					
11XX 現金及銀行存款(附註四(一))	\$ 287,989	182,408	6		
1100 公平價值變動列入損益之金融資產—流動					
1310 (附註四(二))	255	5,933	-		
1121 應收票據(減：票據貼現分別為355,084千元及702,082千元)	644,672	545,426	19		
1140 應收帳款淨額(減：備抵壞帳分別為1,760千元及2,064千元)	596,812	414,611	15		
1190 其他金融資產—非流動(附註六)	304,768	184,150	6		
120X 存貨(附註四(三))	724,319	375,097	13		
1280 其他流動資產(附註四(九))	296,671	365,684	13		
流動資產合計	2,855,486	2,073,309	72		
1440 其他金融資產—非流動	43,888	733	-		
15XX 固定資產(附註四(四)及六)：					
成 本：					
1521 房屋及建築	291,461	284,549	10		
1531 機器設備	1,366,041	1,304,787	45		
1551 運輸設備	25,411	20,044	1		
1561 辦公設備	13,272	12,606	-		
1631 租賃改良	4,417	-	-		
	1,700,602	1,621,986	56		
減：累計折舊	(943,452)	(888,121)	(31)		
1670 未完工程及預付設備款	92,254	19,189	1		
固定資產淨額	849,404	753,054	26		
17XX 無形資產(附註四(五)及六)	44,446	46,652	2		
資產總計	\$ 3,793,224	2,873,748	100		
負債及股東權益					
流動負債：					
21XX 短期借款(附註四(六))					
2100 公平價值變動列入損益之金融負債—流動	679,605	481,150	17		
2180 (附註四(二))	414	-	-		
2110 應付短期票券(附註四(七))	368,566	312,579	11		
2140 應付帳款	250,311	175,274	6		
2170 應付費用	78,890	52,289	2		
2270 一年內到期長期借款(附註四(八))	30,368	-	-		
2280 其他流動負債	40,451	24,376	-		
流動負債合計	1,448,605	1,045,668	36		
2420 長期借款(附註四(八))	30,368	-	-		
負債合計	1,478,973	1,045,668	36		
股東權益(附註四(十))：					
3XXX 普通股股本	600,000	600,000	21		
3110 資本公積	1,005,854	1,004,605	35		
32XX 未分配盈餘	614,312	86,782	3		
3350 累積換算調整數	94,085	136,693	5		
3420 股東權益合計	2,314,251	1,828,080	64		
重大承諾事項及或有事項(附註七)					
負債及股東權益總計	\$ 3,793,224	2,873,748	100		

(請詳閱後附合併財務報表附註)

董事長：李榮福



經理人：莊素貞



會計主管：藍建中



Kingcan Holdings Limited及其子公司

合併損益表

民國九十九年一月一日至十二月三十一日
及民國九十八年八月二十六日(設立日)至十二月三十一日

單位:新台幣千元

	99年度		98年度	
	金額	%	金額	%
4110 營業收入	\$ 5,154,453	100	1,220,101	100
4170-90 減: 銷貨退回及折讓	75	-	9	-
營業收入淨額	5,154,378	100	1,220,092	100
5110 營業成本(附註四(三))	4,110,769	80	1,009,335	83
營業毛利	1,043,609	20	210,757	17
營業費用(附註四(五)):				
6100 推銷費用	57,335	1	19,052	1
6200 管理費用	167,480	3	44,946	4
6300 研究發展費用	130,162	3	-	-
	354,977	7	63,998	5
營業淨利	688,632	13	146,759	12
營業外收入及利益:				
7110 利息收入	5,971	-	1,714	-
7160 兌換利益淨額	2,211	-	-	-
7310 金融資產評價利益淨額(附註四(二))	1,940	-	800	-
7480 什項收入	4,810	-	-	-
	14,932	-	2,514	-
營業外費用及損失:				
7510 利息費用	43,394	-	12,063	1
7530 處分固定資產損失淨額	416	-	1,324	-
7560 兌換損失淨額	-	-	1,895	-
7880 什項支出	7	-	1,855	-
	43,817	-	17,137	1
7900 稅前淨利	659,747	13	132,136	11
8111 所得稅費用(附註四(九))	102,217	2	45,354	4
9600 合併總損利	\$ 557,530	11	86,782	7
歸屬予:				
9601 母公司股東淨利	\$ 557,530	11	86,782	7
	稅前	稅後	稅前	稅後
9750 基本每股盈餘(單位:新台幣元)	\$ 11.00	9.29	2.20	1.45

(請詳閱後附合併財務報表附註)

董事長: 李榮福



經理人: 莊素貞



會計主管: 藍建中



Kingcan Holdings Limited及其子公司

合併股東權益變動表

民國九十九年一月一日至十二月三十一日
及民國九十八年八月二十六日(設立日)至十二月三十一日

單位:新台幣千元

	普通股 股本	資本公積	未分配 盈餘	累積換算 調整數	合計
民國九十八年設立時投入股本(附註四(十))	\$ 600,000	1,004,497	-	-	1,604,497
民國九十八年八月二十六日(設立日)至十二月三十一日合併稅後淨利	-	-	86,782	-	86,782
資本公積淨變動(附註四(十))	-	108	-	-	108
累積換算調整數淨變動	-	-	-	136,693	136,693
民國九十八年十二月三十一日餘額	600,000	1,004,605	86,782	136,693	1,828,080
資本公積淨變動(附註四(十))	-	1,249	-	-	1,249
民國九十八年度盈餘分配案(附註四(十)):					
現金股利	-	-	(30,000)	-	(30,000)
民國九十九年度合併稅後淨利	-	-	557,530	-	557,530
累積換算調整數淨變動	-	-	-	(42,608)	(42,608)
民國九十九年十二月三十一日餘額	\$ 600,000	1,005,854	614,312	94,085	2,314,251

(請詳閱後附合併財務報表附註)

董事長：李榮福



經理人：莊素貞



會計主管：藍建中



Kingcan Holdings Limited及其子公司

合併現金流量表

民國九十九年一月一日至十二月三十一日
及民國九十八年八月二十六日(設立日)至十二月三十一日

單位:新台幣千元

	99年度	98年度
營業活動之現金流量：		
本期淨利	\$ 557,530	86,782
調整項目：		
折舊費用	107,208	49,967
攤銷費用	1,633	503
呆帳費用(轉列收入)提列數	448	2,064
存貨跌價(回升利益)及呆滯損失	(208)	5,253
處分固定資產(利益)損失	416	1,324
遞延所得稅利益	(217)	-
營業資產及負債之淨變動：		
營業資產之淨變動：		
公平價值變動列入損益之金融資產及負債-流動減少(增加)	6,092	(5,933)
應收票據增加	(99,246)	(545,426)
應收帳款增加	(182,649)	(416,675)
存貨增加	(349,014)	(380,350)
其他流動資產減少(增加)	69,013	(365,684)
其他金融資產-流動增加	(29,167)	(1,763)
營業負債之淨變動：		
應付帳款增加	75,037	175,274
應付費用增加	28,656	52,289
其他流動負債增加	16,075	24,376
營業活動之淨現金流入(出)	<u>201,607</u>	<u>(1,317,999)</u>
投資活動之現金流量：		
受限制資產-流動增加	(91,451)	(182,387)
購置固定資產	(210,228)	(179,748)
處分固定資產及無形資產價款	6,254	-
存出保證金增加	(42,938)	(733)
購置無形資產	(233)	(46,652)
投資活動之淨現金流出	<u>(338,596)</u>	<u>(409,520)</u>
融資活動之現金流量：		
短期借款增加	198,455	481,150
應付短期票券增加	55,987	312,579
舉借長期借款(含一年內到期長期借款)	60,736	-
發放現金股利	(30,000)	-
融資活動之淨現金流入	<u>285,178</u>	<u>793,729</u>
匯率影響數	(42,608)	136,693
合併個體變動淨影響數	-	979,505
本期現金及銀行存款淨增加數	105,581	182,408
期初現金及銀行存款餘額	182,408	-
期末現金及銀行存款餘額	<u>\$ 287,989</u>	<u>182,408</u>
現金流量資訊之補充揭露：		
本期支付利息(不含資本化利息)	\$ 42,537	11,043
本期支付所得稅	\$ 115,260	36,069
不影響現金流量之投資及融資活動：		
資本公積淨增加	\$ 1,249	108

(請詳閱後附合併財務報表附註)

董事長：李榮福



經理人：莊素貞



會計主管：藍建中



【附件六】

Kingcan Holdings Limited
 民國九十九年度盈餘分派表



單位：新台幣元

項目	金額	
期初未分配盈餘	\$	56,781,656.0
加：九十九年度稅後淨利	\$	557,530,594.0
減：提列法定盈餘公積	\$	55,753,059.4
本期可供分配盈餘總額	\$	558,559,190.6
減：分配項目：		
股東紅利-現金(1.0 元/股)	\$	60,000,000.0
期末未分配盈餘	\$	498,559,190.6
附註：		
1.配發董事監察人酬勞 5,017,775 元。		
2.配發員工現金紅利 10,035,550 元。		
3.本次現金股利分配案，俟股東會通過後授權董事會另訂除息基準日。		

董事長：李榮福



總經理：莊素貞



會計主管：藍建中



【附件七】

KINGCAN HOLDINGS LIMITED
公司章程修訂條文對照表(中文)

原始條號	修正後條號	原始條文	修正後條文	修正說明
無	119 (D)	無	本公司處於成長階段，基於資本支出、業務擴充需要及健全財務規劃以求永續發展，本公司股利政策將依本公司未來資金支出預算及資金需求情形，以股票股利及現金股利之方式分配予本公司股東。現金股利之發放總額不得低於發放予股東股利總額之百分之十，最高以百分之百為上限。	依據財政部證券暨期貨管理委員會(89)台財證(一)字第100116號函及(89)台財證(一)字第00371號函將本公司股利政策具體化。
無	94 (A)	無	董事會得於本公司董事及監察人任期內就其執行業務範圍依法應負之賠償責任為其購買責任保險，以降低並分散董事及監察人因錯誤或疏失行為而造成本公司及股東重大損害之風險。	依據上市上櫃公司治理實務守則第39條及49條授權董事會為本公司董事及監察人購買責任保險。
		本章程訂立於 2009 年 8 月 26 日 第一次修正於 2009 年 11 月 12 日 第二次修正於 2010 年 9 月 10 日	本章程訂立於 2009 年 8 月 26 日 第一次修正於 2009 年 11 月 12 日 第二次修正於 2010 年 9 月 10 日 第三次修正於 2011 年 5 月 16 日	增訂章程修正日期，以利日後查詢歷次修訂紀錄。

KINGCAN HOLDINGS LIMITED
公司章程修訂條文對照表(英文)

Original Article #	Revised Article #	Original Article	Amendment
n/a	119 (D)	n/a	The Company is currently positioned in a growth and development phase. Due to the need for capital expenditure, operation expansion and an integrated financial planning in order to maintain sustainable growth, the Company's dividend policy will be determined in accordance with the Company's future budgeted expenditures and capital needs, and will consist of distributions of stock or cash dividends to the Company's Shareholders. Cash dividends shall comprise at least 10% and at most 100% of every dividend distribution declared.
n/a	94 (A)	n/a	The Directors may subscribe for liability insurance for Directors and Supervisors with respect to liabilities resulting from the exercise of their duties during their terms of service in order to mitigate and diversify the risk of material harm to the Company and Shareholders arising from the wrongdoings or negligence of Directors or Supervisors.

【附件八】

KINGCAN HOLDINGS LIMITED

監察人之職權範疇規則

第一條 目的：

為確保本公司業務能正常運作，建立有效且周延嚴謹之監督機制，發揮監察人之監督職能，以強化本公司內部之自我監督能力，並健全本公司之公司治理制度，以盡維護公司及全體股東權益之責任，爰參考中華民國之公司治理實務守則第四章規定制定本規則，以資遵循。

第二條 適用範圍：

本公司監察人之職權、責任及行使職權時公司應配合辦理事務等事項，除法令或章程另有規定者外，應依本規則之規定。

第三條 職責範圍：

監察人應忠實執行業務及盡善良管理人之注意義務，並以高度自律及審慎之態度確實監督公司之業務及財務狀況，以維護公司及股東之權益。

監察人執行職務，違反法令、章程或怠忽監察職務，致公司受有損害者，依法對公司負損害賠償責任。

第四條 監察權之行使：

監察人應熟悉有關法律規定，明瞭公司董事之權利義務與責任，及各部門之職掌分工與作業內容，並列席董事會監督其運作情形且適時陳述意見，以先期掌握或發現異常情況。

監察人分別行使其監察權時，基於公司及股東權益之整體考量，認有交換意見之必要者，得以集會方式交換意見，但不得妨害各監察人獨立行使職權。

第五條 公司業務、經營階層及內部控制之監督：

監察人應監督公司業務之執行，並隨時調查公司業務及財務狀況，查核簿冊文件，請求董事會或經理人提出報告，以瞭解其盡職情況，並關注公司內部控制制度之有效性及執行情形，俾降低公司財務危機及經營風險。

第六條 董事會會議之通知：

公司召開董事會時，應依公開發行公司董事會議事辦法規定通知各監察人，並將開會通知及充分之會議資料寄送監察人。

第七條 利益迴避：

監察人應秉持高度之自律，對議案如涉有監察人本身利害關係致損及公司利益之虞時，即應自行迴避。

第八條 董事會或董事違法執行業務之制止：

董事會或董事執行業務有違反法令、章程或股東會決議之行為者，監察人應即通知董事會或董事停止其行為。

第九條 公司表冊之查核：

監察人對於董事會編造提出股東會之各種表冊（營業報告書、財務報表、盈餘分派或虧損撥補之議案等），應詳盡查核並出具報告書，並報告意見於股東會。

第十條 公司業務、財務之查核：

監察人得隨時調查公司業務及財務狀況，公司相關部門應配合提供查核所需之簿冊文件。

監察人查核公司財務、業務時得代表公司委託律師或會計師審核之，惟公司應告知相關人員負有保密義務。

董事會或經理人應依監察人之請求提交報告，不得以任何理由妨礙、規避或拒絕監察人之檢查行為。

監察人履行職責時，公司應依其需要提供必要之協助，其所需之合理費用應由公司負擔。

第十一條 與公司相關人員之溝通管道：

監察人就內部控制制度缺失檢討應定期與內部稽核人員座談，並作成紀錄。

公司應建立員工、股東及利害關係人與監察人之溝通管道，以利監察人執行監察職務。

監察人發現弊端時，應及時採取適當措施以防止弊端擴大，必要時並應向相關主管機關或相關單位舉發。

本公司之獨立董事、總經理及財務、會計、研發及內部稽核部門主管人員或簽證會計師如有請辭或更換時，監察人應深入了解其原因，並為必要之建議或處置。

第十二條 監察人之責任保險：

公司宜依公司章程或股東會決議，於監察人任期內就其執行業務範圍依法應負之賠償責任為其購買責任保險，以降低並分散監察人因錯誤或疏忽行為而造成公司及股東權益重大損害之風險。

第十三條 監察人之持續進修：

監察人宜於新任時或任期中持續參加中華民國上市上櫃公司董事、監察人進修推行要點所指定機構舉辦涵蓋公司治理主題相關之財務、風險管理、業務、商務、會計、法律或企業社會責任等進修課程。

第十四條 本規則經股東會通過後施行，修正時亦同。

【附件九】

KINGCAN HOLDINGS LIMITED
股東會議事規則修訂條文對照表

原始條號	修正後條號	原始條文	修正後條文	修正說明
第三條	第三條	<p>股東會召集及開會通知： 本公司股東會除法令另有規定外，由董事會召集之。股東常會之召集，應編製議事手冊，於三十日前通知各股東，對於持有記名股票未滿一千股股東，得於三十日前以輸入台灣證券交易所公開資訊觀測站公告方式為之；股東臨時會之召集，應於十五日前通知各股東，對於持有記名股票未滿一千股股東，得於十五日前以輸入台灣證券交易所公開資訊觀測站公告方式為之。</p> <p>通知及公告應載明召集事由。</p> <p>以下略</p>	<p>股東會召集及開會通知： 本公司股東會除法令另有規定外，由董事會召集之。 <u>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、監察人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，並陳列於公司及其股務代理機構，且應於股東會現場發放。</u></p> <p><u>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。</u></p> <p>以下略</p>	<p>1.依臺證上字第0990033731號函辦理。</p> <p>2.配合「公開發行公司股東會議事手冊應行記載及遵行事項辦法」第五、六條規定，爰修正本條。</p>

【附件十】

KINGCAN HOLDINGS LIMITED
董事及監察人選舉辦法修訂條文對照表

原始條號	修正後條號	原始條文	修正後條文	修正說明
第三條	第三條	<p>本公司董事之選任，應考量董事會之整體配置。董事會成員應普遍具備執行職務所必須之知識技能及素養，其整體應具備之能力如下：</p> <p>一、營運判斷能力。 二、會計及財務分析能力。 三、經營管理能力。 四、危機處理能力。 五、產業知識。 六、國際市場觀。 七、領導能力。 八、決策能力。</p>	<p>本公司董事之選任，應考量董事會之整體配置。董事會成員應普遍具備執行職務所必須之知識技能及素養，其整體應具備之能力如下：</p> <p>一、營運判斷能力。 二、會計及財務分析能力。 三、經營管理能力。 四、危機處理能力。 五、產業知識。 六、國際市場觀。 七、領導能力。 八、決策能力。</p> <p><u>董事間應有超過半數之席次，不得具有配偶或二親等以內之親屬關係。</u></p>	<p>依臺證上字第0990033731號函辦理，並參酌證券交易法第二十六條之三董事獨立性之規定增訂。</p>

<p>第四條</p>	<p>第四條</p>	<p>本公司監察人應具備下列之條件： 一、誠信踏實。 二、公正判斷。 三、專業知識。 四、豐富之經驗。 五、閱讀財務報表之能力。 本公司監察人除需具備前項之要件外，全體監察人中應至少一人須為會計或財務專業人士。</p>	<p>本公司監察人應具備下列之條件： 一、誠信踏實。 二、公正判斷。 三、專業知識。 四、豐富之經驗。 五、閱讀財務報表之能力。 本公司監察人除需具備前項之要件外，全體監察人中應至少一人須為會計或財務專業人士。 <u>監察人之設置應參考公開發行公司獨立董事設置及應遵循事項辦法有關獨立性之規定，選任適當之監察人，以強化公司風險管理及財務、營運之控制。</u> <u>監察人間或監察人與董事間，應至少一席以上，不得具有配偶或二親等以內之親屬關係。</u> <u>監察人不得兼任公司董事、經理人或其他職員，且宜在中華民國境內有住所，以即時發揮監察功能。</u></p>	<p>依臺證上字第0990033731號函辦理。為確保公司監察權之獨立、有效，監察人尚應有部分監察人具一定獨立性，俾利監察權功能之發揮，乃參酌證券交易法第二十六條之三、公司法第二一六及二二二條，增訂本條第三、四、五項。</p>
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第六條	第六條	<p>本公司董事及監察人之選舉採用記名累積選舉法，每一股份有與應選出董事或監察人人數相同之選舉權，得集中選舉一人，或分開選舉數人。</p>	<p>本公司董事及監察人之選舉採用記名累積選舉法，每一股份有與應選出董事或監察人人數相同之選舉權，得集中選舉一人，或分開選舉數人。</p> <p><u>董事因故解任，致不足五人者，公司應於最近一次股東會補選之。但董事缺額達章程所定席次三分之一者，公司應自事實發生之日起六十日內，召開股東臨時會補選之。</u></p> <p><u>獨立董事之人數不足中華民國證券交易法第十四條之二第一項但書、臺灣證券交易所上市審查準則相關規定或中華民國證券櫃檯買賣中心「證券商營業處所買賣有價證券審查準則第 10 條第 1 項各款不宜上櫃規定之具體認定標準」第 8 款規定者，應於最近一次股東會補選之；獨立董事均解任時，應自事實發生之日起六十日內，召開股東臨時會補選之。</u></p> <p><u>監察人因故解任，致人數不足公司章程規定者，宜於最近一次股東會補選之。但監察人全體均解任時，應自事實發生之日起六十日內，召開股東臨時會補選之。</u></p>	<p>為避免董事、獨立董事、監察人部分或全部解任，影響與公司業務之執行與監督，爰參酌公司法、證券交易法、臺灣證券交易所「上市公司設置獨立董事之處置要點」、中華民國證券櫃檯買賣中心「上櫃公司設置獨立董事暨具獨立職能監察人之相關處置要點」中已明定之董事及獨立董事缺額補選方式，增訂本條第二、三項，並增訂本條第四項監察人缺額之補選方式。</p>
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【附錄一】

KINGCAN HOLDINGS LIMITED 股東會議事規則(修訂前)

第一條：依據：

為建立本公司良好股東會治理制度、健全監督功能及強化管理機能，爰依台灣上市上櫃公司治理實務守則第五條規定訂定本規則，以資遵循。

第二條：本公司股東會之議事規則，除法令或章程另有規定者外，應依本規則之規定。

第三條：股東會召集及開會通知：

本公司股東會除法令另有規定外，由董事會召集之。

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

通知及公告應載明召集事由。選任或解任董事、監察人、變更章程、公司解散、合併、分割或台灣公司法第一百八十五第一項各款、台灣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，經董事會審核後正式列入討論議案。但以一項為限，提案超過一項者，均不列入議案。另股東所提議案有台灣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。

第四條：委託出席股東會及授權：

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

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

委託書送達本公司後，股東欲親自出席股東會者，至遲應於股東會開會前一日，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。

第五條：召開股東會地點及時間之原則：

股東會召開之地點，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。惟本公司股份已在興櫃市場或證券櫃檯買賣中心或台灣證券交易所交易時，所有股東會應在台灣召開。若董事會決議將在台灣以外地區召開股東會，本公司應於

董事會做出該決議後二日內向證券櫃檯買賣中心或台灣證券交易所申請核准。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。

第六條：簽名簿等文件之備置：

本公司應設簽名簿供出席股東本人或股東所委託之代理人（以下稱股東）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、監察人者，應另附選舉票。

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

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

第七條：股東會主席、列席人員：

股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或因故不能行使職權時，由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。

董事會所召集之股東會，宜有董事會過半數之董事參與出席。

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

本公司得指派所委任之律師、會計師或相關人員列席股東會。

第八條：股東會開會過程錄音或錄影之存證：

本公司應將股東會之開會過程全程錄音或錄影，並至少保存一年。但經股東依台灣公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。

第九條：股東會出席股數之計算與開會：

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。

第十條：議案討論：

股東會如由董事會召集者，其議程由董事會訂定之，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。

第十一條：股東發言：

出席股東發言前，須先填具發言條載明發言要旨、股東戶號（或出席證編號）及戶

名，由主席定其發言順序。

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

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

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

法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。

出席股東發言後，主席得親自或指定相關人員答覆。

第十二條：表決股數之計算、迴避制度：

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，不列入股東會之股東法定出席人數，且不算入已出席股東之表決權數。除信託事業或經台灣證券主管機關核准之服務代理機構外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三，超過時其超過之表決權，不予計算。

第十三條：議案表決：

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

議案之表決，除台灣公司法、本公司章程及相關法令另有規定外，以出席股東表決權過半數之同意通過之。表決時，議案經主席徵詢全體出席股東無異議者，視為通過，其效力與投票表決同；有異議者，應依前項規定採取投票方式表決。

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

議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。

計票應於股東會場內公開為之，表決之結果，應當場報告，並作成紀錄。

股東委託出席之辦法除台灣公司法另有規定外，悉依台灣主管機關頒布之「公開發行股票公司出席股東會使用委託書規則」辦理之。

第十四條：選舉事項：

股東會有選舉董事、監察人時，應依本公司所訂「董事及監察人選舉辦法」辦理，並應當場宣布選舉結果。

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。但經股東依台灣公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。

第十五條：會議紀錄及簽署事項：

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。

本公司對於持有記名股票未滿一千股之股東，前項議事錄之分發，得以輸入台灣證券交易所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。

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

第十六條：對外公告：

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

股東會決議事項，如有屬法令規定、臺灣證券交易所股份有限公司（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，將內容傳輸至臺灣證券交易所公開資訊觀測站。

第十七條：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」字樣臂章或識別證。

會場備有擴音設備者，股東非以本公司配置之設備發言時，主席得制止之。

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

第十八條：休息、續行集會

會議進行時，主席得酌定時間宣布休息。股東會之主席得以普通決議之方式，或於股東會要求時應以普通決議之方式，隨時隨地暫停會議，並視情形宣布續行開會之時間。除了暫停發生之會議中未完成之事務外，不得於任何暫停之會議中處理事務。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。

股東會得依台灣公司法第一百八十二條之規定，決議在五日內延期或續行集會。

第十九條：效力

本議事規範為本公司章程之附則，本議事規範未規定者將依本公司章程之規定為主。於本議事規範之規定與本公司章程之規定相牴觸時，則以本公司章程之規定為準。本議事規範如與相關法令相牴觸時，儘該牴觸之部分失效，該部分並悉依有關法令辦理。

第二十條：本規則經股東會通過後施行，修正時亦同。

【附錄二】

**MEMORANDUM AND ARTICLES
OF
KINGCAN HOLDINGS LIMITED**

Incorporated on the 10th day of September, 2010

OF
KINGCAN HOLDINGS LIMITED

1. The name of the Company is KINGCAN HOLDINGS LIMITED (the "Company").
2. The registered office of the Company will be situated at the offices of Offshore Incorporations (Cayman) Limited, Scotia Centre, 4th Floor, P.O. Box 2804, George Town, Grand Cayman KY1-1112, 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 and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Law 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 shares respectively held by them.
7. The capital of the Company is NTD 1,200,000,000 divided into 120,000,000 ordinary shares of a nominal or par value of NTD 10 each provided always that subject to the Law and the Articles of Association the Company shall have power to redeem or repurchase any of its shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority, special privilege or other rights or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be ordinary, preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.
8. The Company may exercise the power contained in Section 226 of the Law to deregister in the Cayman Islands and be registered by way of continuation in some other jurisdiction.

ARTICLES OF ASSOCIATION
OF
KINGCAN HOLDINGS LIMITED

TABLE A

The Regulations contained or incorporated in Table 'A' in the First Schedule of the Law shall not apply to KINGCAN HOLDINGS 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 company, any other company that directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, such first company;

"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 the TSE or the GreTai Securities Market, the Emerging Stocks Market of the GreTai Securities Market, including, without limitation the relevant provisions of 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 GreTai Securities Market or the TSE;

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

"Chairman" has the meaning given thereto in Article 83;

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

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

"Constituent Company" means an existing company that is participating in a Merger with one of 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 of the vote of the Board;

"Emerging Market" means the emerging market board of GreTai Securities Market in Taiwan;

"GreTai Securities Market" means the GreTai Securities Market in Taiwan;

"Indemnified Person" has the meaning given thereto in Article 155;

"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);

"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 or more Constituent Companies and the vesting of their undertaking, property and liabilities in one of such company as the Surviving Company within the meaning of the Law;

"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 meeting of the Company which general meeting is attended by Shareholders representing more than an aggregate of one-half of all Shares issued by 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;

"Register" means the register of members of the Company required to be kept pursuant to the Law;

"Realized Capital Reserve" and "Capital Reserve" has the meaning given thereto in the Applicable Listing Rules ;

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

"Retained Earnings" means, in respect of Article 34, all legal or special reserves of the earnings and the undistributed earnings, while excluding those has been resolved by the Board or the

general meeting to be distributed to the Shareholders;

"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" means a Person who is registered as the holder of Shares in the Register and includes each subscriber to the Memorandum of Association pending the issue to such subscriber of the subscriber Share or Shares;

"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 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 more than half of the Shares held by all Shareholders attending that meeting, which meeting is attended by Shareholders representing not less than an aggregate of two-thirds of all Shares issued by the Company;

"Special Resolution Type B" 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 an aggregate of two-thirds of the Shares held by all Shareholders attending that meeting, which meeting is attended by Shareholders representing more than half of all Shares issued by the Company;

"Special Resolution for Mergers" means a resolution of the Company passed in accordance with the Law, being a resolution:

(a) by majority in number representing 75% percent in value of the Shareholders voting together as one class; and

(b) if the Shares to be issued to each Shareholder in the consolidated or surviving company are to have the same rights and economic value as the Shares held in the Company, a Special Resolution Type B of the Shareholders voting together as one class;

and in either case a Shareholder shall have the right to vote regardless of whether the Shares that he holds otherwise gives him voting rights;

"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;

“Supervisors” means a Supervisor as defined in these Articles and the Applicable Listing Rules;

"Surviving Company" means the sole remaining Constituent Company into which one or more other Constituent Companies are merged within the meaning of the Law; 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 and partly another.
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 Directors shall keep, or cause to be kept, the Register at such place as the 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 or more of the total number of the Directors and with the approval of a Special Resolution Type B. 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) order, fixed amount or fixed ratio of allocation of Dividends and bonus on preferred Shares;
 - (b) order, fixed amount or fixed ratio of allocation of surplus assets of the Company;
 - (c) order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of preferred Shareholders;
 - (d) other matters concerning rights and obligations incidental to preferred Shares; and
 - (e) the method by which the Company is authorized or compelled to redeem the preferred Shares, or a statement that redemption rights shall not apply.
11. The issue of new Shares of the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new Shares shall at all times be subject to the sufficiency of the authorised capital of the Company. For as long as the Shares are registered in the Emerging Market or listed on the GreTai Securities Market or TSE, the Company shall not issue share certificates and upon each issuance of new Shares, the Company shall within 30 days from the completion date of issuance

of such Shares cause its Shareholders' Service Agent to enter the name of the Shareholder in the Register and to effect the book-entry transfer in the Shareholder's account with the Depository. The Company shall make a public announcement in accordance with the Applicable Listing Rules prior to the book-entry transfer.

12. The Company shall not issue any unpaid Shares or partly paid-up Shares. The Company shall not issue shares in bearer form.
13. Upon each issuance of new Shares, the Directors may reserve a specified percentage of the new Shares for subscription by the employees of the Company who are determined by the Board in its reasonable discretion.
14. For so long as the Shares are registered in the Emerging Market or listed on the GreTai Securities Market or TSE, unless otherwise resolved by the Shareholders in general meeting by Ordinary Resolution, if at anytime the Board resolves to issue any new Share, the Company shall, after reserving the portion of Shares for subscription by its employees and for public offering in Taiwan pursuant to Article 13 and Article 16 respectively, first offer such remaining new Shares by a public announcement and advise, by a written notice to each then Shareholder, to subscribe for the new Shares with preemptive right, in proportion respectively to their original shareholding and shall state in the notice 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 or more integral new Shares or for subscription of new Shares in the name of a single Shareholder. New shares left unsubscribed by such Shareholders may be open for public issuance 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 or with a redemption of Shares by the Company.
16. Where the Company increases its capital by issuing new Shares in Taiwan, the Company shall allocate 10 percent of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not necessary or appropriate, according to the Applicable Listing Rules, for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned 10 percent is resolved by a general meeting to be offered, the percentage determined by such resolution shall prevail.
17. The Company may, upon resolution by a majority votes at a meeting of the Board of Directors attended by two-thirds or more of the Directors, adopt one or more employee incentive

programmes pursuant to which shares, options, warrants, or other similar instruments to acquire Shares may be granted to employees of any Affiliated Company to subscribe for Shares. The shares, 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.

Modification Of Rights

18. Whenever the capital of the Company is divided into different Classes 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 adversely varied or abrogated by :
 - (a) a Special Resolution Type B; and
 - (b) with the sanction of a resolution passed at a separate meeting of the holders of the Shares of such Class by a majority of two-thirds of the votes cast at such a meeting.

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 or more Persons holding or representing by proxy more than one-half 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 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, the redemption or repurchase of Shares of any Class by the Company.

Certificates

20. The Company shall not issue Share certificates to Shareholders in respect of any Shares and the Register shall be conclusive evidence of the entitlement of a person to Shares recorded against his name. Notwithstanding the foregoing, subject to the approval of the Board, Share certificates may be issued to a Shareholder upon request. Every Share certificate shall be issued under the Seal or a facsimile thereof and shall specify the name of the Shareholder, the number and class and distinguishing numbers (if any or if required by the Law) of the Shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. No certificate shall be issued representing Shares of more than one class nor will be issued in bearer form. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon or that such certificates need not be signed by any person.

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 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. Subject to the Law, 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 years, or such other period as the Directors may determine in their discretion. To the extent permitted by the Law, transfers may be made by way of book entry by the depository. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof.
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 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 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.
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 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.
25. The registration of transfers may be suspended when the Register is closed in accordance with Article 40.
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 or more holders, the survivors or survivor, or the legal personal representatives

of the deceased survivor, 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 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 may at any time give notice requiring any such person to elect either to be registered himself or to transfer the Share, and if the notice is not complied with within ninety days, the 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.

Alteration Of SHARE Capital

30. The Company may from time to time by Ordinary Resolution:
 - (a) increase the share capital by such sum, to be divided into Shares of such Classes and amount, as the resolution shall prescribe;
 - (b) consolidate and divide all or any of its share capital into Shares of a larger amount than its existing Shares;
 - (c) convert all or any of its paid up Shares into stock and reconvert that stock into paid up Shares of any denomination;
 - (d) subdivide its existing Shares, or any of them into Shares of a smaller amount; and
 - (e) 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. Subject to the Law, the Company may also by Special Resolution Type B reduce its share capital and any capital redemption reserve, and such capital reduction shall be effected based on the percentage of shareholding of the Shareholders pro rata, unless otherwise provided for in the Applicable Listing Rules.

Redemption OR REPURCHASE Of Shares

32. Subject to the Law, the Applicable Listing Rules and these Articles, the Company may issue Shares on terms that they are to be redeemed or are liable to be redeemed at the option of the

Company or the Shareholder on such terms and in such manner as the Company may by Special Resolution Type B, before the issue of such Shares, determine; provided that payment in respect of the redemption of its own Shares shall be made in a manner authorised by the applicable laws, including out of its earnings or the proceeds of a fresh issue of Shares.

33. Subject to the Law, the Applicable Listing Rules and these Articles, and upon the approval of a majority of the Directors present at a Board meeting attended by two-thirds or more of Directors, the Company may repurchase its own Shares for maintaining the Company's credit and shareholders' equity. The Shares so repurchased shall be deemed cancelled immediately.
34. The number of Shares repurchased by the Company pursuant to the preceding Article 33 shall not exceed 10 percent of the total number of issued Shares of the Company. The total price of the Shares so repurchased shall not exceed the sum of Retained Earnings plus the amount of the Share Premium Account plus the amount of the Realized Capital Reserve.
35. The Directors or managerial officers of the Company, or their spouse, minor children, or any other persons who hold the Shares for the benefit of the Directors, officers, their spouses or minor children, shall not sell or otherwise transfer their Shares during the period when the Company is repurchasing its own Shares.
36. The resolution for the redemption or repurchase of the Shares by the Company and the implementation thereof shall be reported in the most recent general meeting no matter whether the Company redeems or repurchases the Shares so resolved.
37. Any Share in respect of which notice of redemption or repurchase has been given shall not be entitled to participate in the earnings of the Company in respect of the period after the date specified as the date of redemption or repurchase in the notice of redemption or repurchase.
38. The redemption or repurchase of any Share shall not be deemed to give rise to the redemption or repurchase of any other Share.
39. Subject to the Law and the Applicable Listing Rules, the Directors may when making payments in respect of redemption or repurchase of Shares, if authorised by the terms of issue of the Shares being redeemed or repurchased or with the agreement of the holder of such Shares, make such payment either in cash or in specie.

Closing Register Or Fixing Record Date

40. For the purpose of determining those Shareholders that are entitled to receive notice of, attend or vote at any meeting of Shareholders or any adjournment thereof, or those Shareholders that are entitled to receive payment of any dividend, or in order to make a determination as to who is a Shareholder 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 GreTai Securities Market or TSE, the Register shall be closed at least for a period of 60 days, 30 days and 5 days immediately before the date of each annual general meeting, each extraordinary general meeting and the record date for a dividend distribution, respectively. For the purpose of calculating the abovementioned periods, the period of notice shall be exclusive of the day on which the notice of the meeting is served or deemed to be served and exclusive of the day on which the meeting is to be held.

41. Apart from closing the Register, the Directors may fix in advance a date as the record date for any such determination of those Shareholders that are entitled to receive notice of, attend or vote at a meeting of the Shareholders and for the purpose of determining those Shareholders that are entitled to receive payment of any dividend. In the event the Directors designate a record date in accordance with this Article 41, 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 GreTai Securities Market or TSE pursuant to the Applicable Listing Rules.

General Meetings

42. All general meetings other than annual general meetings shall be called extraordinary general meetings.
43. 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 6 months after close of each fiscal year and shall specify the meeting as such in the notices calling it.
44. At these meetings the report of the Directors and Supervisors (if any) shall be presented. For so long as the Shares are registered in the Emerging Market or listed in the GreTai Securities Market or TSE, all general meetings shall be held at such time and place as may be determined by the Board in Taiwan. If the Directors resolve to hold a general meeting outside Taiwan, the Company shall apply for the approval of the GreTai Securities Market (or the TSE, if applicable) thereof within 2 days after the Board of Directors adopts such resolution or after the approval of relevant authorities for Shareholders to convene the general meeting. Where a general meeting is to be held outside Taiwan, the Company shall engage a Shareholders' Services Agent to handle the administration of Shareholder voting matters for such general meeting.
45. General meetings shall also be convened on the requisition in writing of any Shareholder or Shareholders entitled to attend and vote at general meetings of the Company holding at least 3 percent of the paid up voting share capital of the Company for a period of one year or a longer time deposited at the Office or the Shareholders' Service Agent specifying the objects of the meeting and requesting the Board to convene the general 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, the proposing Shareholder(s) may convene an extraordinary general meeting at such time and place he thinks fit by sending out a notice of general meeting in accordance with these Articles. The Board will not be required to prepare the manual referred to in Article 48 where a general meeting is convened by Shareholder(s), 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.

Notice Of General Meetings

46. At least 30 and 15 days' notices in writing shall be given for any annual and extraordinary general meetings, respectively. The notice period shall be exclusive of the day on which it is given and of the day of the meeting. Every notice 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.

47. The following matters shall be specified and described in the notice of a general meeting, and shall not be proposed as ad hoc motions:
- (a) election or discharge of Directors or Supervisors;
 - (b) amendments to these Articles;
 - (c) dissolution, 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; and
 - (f) taking over another's whole business or assets, which will have a material effect on the business operation of the Company;
 - (g) carrying out private placement of its securities;
 - (h) granting waiver to the Director's engaging in any business within the scope of business of the Company;
 - (i) distributing part or all of its dividends or bonus by way of issuance of new Shares; and
 - (j) capitalization of any amounts standing to the credit of the Statutory Reserve or other Capital Reserves.
48. For so long as the Shares are registered in the Emerging Market or listed on the GreTai Securities Market or TSE, the Company shall prepare a manual for each general meeting. The manual shall be published on the website designated by the Commission and the GreTai Securities Market or TSE pursuant to the Applicable Listing Rules at least 21 days prior to the date of the relevant annual general meeting or 15 days prior to the date of the relevant extraordinary general meeting. Such manual shall also be distributed to the Shareholders attending the relevant general meeting in person, by proxy or by corporate representative(s) (where the Shareholder is a corporation) at such general meeting.

Proceedings At General Meetings

49. 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 of all Shares issued by the Company present in person or by proxy and entitled to vote shall be a quorum for all purposes.
50. Shareholder(s) holding one percent or more of the total number of issued Shares immediately prior to the relevant Register close period may propose in writing to the Company a proposal for discussion at a general meeting, provided that only one matter shall be allowed in each single proposal, and in case a proposal contains more than one matter, such proposal shall not be included in the agenda. The following procedures shall apply for making such proposals:
- (a) Prior to the date of the relevant Register close period, the Company shall, in accordance with the Applicable Listing Rules, provide a public notice announcing the place and the

period for Shareholders to submit proposals to be discussed at the general meeting. The period for accepting such proposals shall be at least 10 days.

- (b) The number of words of a proposal to be submitted by a Shareholder shall be limited to not more than 300 words, and any proposal containing more than 300 words shall not be included in the agenda of the general meeting. The Shareholder who has submitted a proposal shall attend, in person or by a proxy, the general meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal.
- (c) Under any of the following circumstances, the Directors of the Company may exclude the proposal submitted by a Shareholder from the list of proposals to be discussed at the general meeting:
 - i) Where the subject (the issue) of the said proposal cannot be settled or resolved by a resolution to be adopted at a general meeting;
 - ii) Where the number of Shares of the Company in the possession of the Shareholder making the said proposal is less than one percent of the total number of issued Shares date of the relevant Register close period; or
 - iii) Where the said proposal is submitted on a day beyond the deadline fixed and announced by the Company for accepting shareholders' proposals.
- (d) The Company shall, prior to preparing and delivering the notice of the general meeting, inform in writing all the Shareholders who have submitted proposals pursuant hereto about the proposal screening results, and shall list in the said notice the proposals conforming to the requirements as set out in this Article. With regard to the proposals submitted by Shareholders but not included in the agenda of the general meeting, the cause of exclusion of such proposals and explanation shall be made by the Directors at the general meeting to be convened.

51. 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 the Directors. 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 or more persons jointly having the convening right, the chairman of the meeting shall be elected from those persons.
52. If there is no such chairman, or if at any general meeting he is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act as chairman, any Director nominated by the Directors shall preside as chairman, failing which the Shareholders present shall choose any Person present to be chairman of that meeting.
53. The chairman may by Ordinary Resolution (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting, or adjourned meeting, is adjourned for more than 5 days, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

54. 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.
55. 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 may be passed by an Ordinary Resolution. All resolutions put to the vote of a meeting shall be decided by poll. No resolutions will be passed by written resolution of Shareholders without a meeting.
56. In the case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.
57. The Company shall by a Special Resolution Type A or, in lieu thereof, if the total number of Shares represented at the general meeting is not sufficient to constitute a quorum for Special Resolution Type A, a Special 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) subject to the Law, effect any Spin-off of the Company in accordance with the Applicable Listing Rules;
 - (e) carry out private placement of its securities;
 - (f) distribute part or all of its dividends or bonus by way of issuance of new Shares; and
 - (g) grant of waiver to a Director's engaging in any business within the scope of the Company's business.
58. (A) The Company may, by a Special Resolution for Mergers, effect a Merger of the Company in accordance with the Applicable Listing Rules and the Law.
- (B) The Company may, by a Special Resolution Type B, change its name.
59. Subject to the Law, with regard to the dissolution procedures of the Company, the Company shall pass:
- (a) an Ordinary Resolution, if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as they fall due; or
 - (b) a Special Resolution Type B, if the Company resolves that it be wound up voluntarily for reasons other than the reason stated in Article 59(a) above.
60. (A) In the event any of the resolutions with respect to the paragraph (a), (b), or (c) of Article 57 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 in writing request the Company to repurchase all of his Shares at the then prevailing fair price within 20 days after the adoption of the resolution by the general meeting stating the kinds and number of Shares owned; provided, however, that no Shareholder shall have the above-mentioned appraisal right if the general meeting resolves on the dissolution of the Company after the completion of transfer of business or assets pursuant to paragraph (b) of Article 57.

- (B) In the event any part of the Company's business is Spun Off or involved in any Merger with any other company pursuant to paragraph (d) of Article 57 or Article 58 (A) respectively, 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 in writing request the Company to repurchase all of his Shares at the then prevailing fair price within 20 days after the adoption of the resolution by the general meeting stating the kinds and number of Shares owned.
- (C) In the event the price of the Shares repurchase mentioned in Article 60(A) or Article 60(B) is negotiated between the Company and the selling Shareholder, the Company shall repurchase the Shares within 90 days after it reaches a repurchase agreement with the Shareholder. In the event the Company fails to reach a repurchase agreement with the Shareholder within 60 days after the resolution date, the Shareholder may, within 30 days after such 60-day period, file a petition to any competent court of Taiwan for a ruling on the appraisal price, and to the extent such ruling by the Taiwan court is capable of recognition and enforcement 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.

Votes Of shareholders

- 61. Subject to 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 vote for each Share of which he or the Person represented by proxy is the holder.
- 62. No vote may be exercised with respect to any of the following Shares nor may the following Shares be counted in the quorum of Shareholders present at the general meeting nor be counted in determining the number of votes of the Shareholders present at the said meeting:
 - (a) the Shares held by any subsidiary company of the Company, where the total number of voting shares or total shares equity held by the Company in such a subsidiary represents more than one-half of the total number of voting shares or the total shares equity of such a subsidiary; or
 - (b) the Shares held by another company, where the total number of the shares or total shares equity of that company held by the Company and its subsidiaries directly or indirectly represents more than one-half of the total number of voting shares or the total share equity of such a company.
- 63. 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.

64. 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, may vote by proxy.
65. 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 for consideration and approval at a general meeting shall abstain from voting in respect of all 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, and such Shares shall not be counted in the number of votes of Shareholders present at the meeting, but all such Shares shall be counted in the number of votes present at the general meeting when calculating the quorum. The aforementioned Shareholder shall also not vote on behalf of any other Shareholder.
66. The votes may be exercised in writing or by way of electronic transmission if such method for exercising the votes has been described in the notice of the general meeting; provided however that in the event the general meeting is to be held outside Taiwan, the Company shall specify in the notice of the general meeting that the votes may be exercised in writing or by way of electronic transmission.
67. A Shareholder who exercises his votes in writing or by way of electronic transmission as set forth in the preceding Article 66 shall be deemed to have attended such general meeting in person, but shall be deemed to have waived his votes in respect of any ad hoc motions and the amendments to the contents of the original proposals at such general meeting.
68. A Shareholder shall deliver his declaration about the votes in writing or by way of electronic transmission to the Company no later than the 5th day prior to the scheduled meeting date of the general meeting; whereas if two or more declarations are delivered to the Company, the first declaration shall prevail unless an explicit statement to revoke the previous declaration is made in the declaration which comes later.
69. In case a Shareholder who has exercised his votes in writing or by way of electronic transmission intends to attend the general meeting in person, he shall, at least one day prior to the meeting date serve a separate declaration of intention to rescind his previous declaration of intention made in exercising the votes. In the absence of a timely rescission of the previous declaration of intention, the votes exercised in writing or by way of electronic transmission shall prevail. In case a Shareholder has exercised his votes in writing or by way of electronic transmission, and has also authorized a proxy to attend the general meeting on his behalf, then the authorized proxy for the said Shareholder shall prevail.
70. (A) The proceedings regarding general meetings and voting at general meetings which are not provided for in these Articles shall be governed by the Rules Governing the Conduct of the General Meetings of the Company and the Applicable Listing Rules, as adopted and amended by way of Ordinary Resolution from time to time, which shall be in compliance with the Law and the Applicable Listing Rules, in particular the Rules Governing the Conduct of Shareholders' Meetings by Public Companies.

(B) In case the procedure for convening a general meeting of Shareholders or the method of adopting resolutions is in violation of the Law, Applicable Listing Rules or these Articles, a Shareholder may, within 30 days from the date of the resolution, submit a petition to the Taipei District Court of Taiwan as the court of jurisdiction and first instance or the courts of the Cayman Islands for an appropriate remedy. To the extent that the ruling on the petition

of the Taipei District Court is capable of enforcement and recognition outside Taiwan, such ruling shall be binding and conclusive on the Company.

PROXY SOLICITATION

71. A Shareholder may appoint a proxy to attend a general meeting on his behalf by executing a proxy form prepared by the Company stating therein the scope of power authorized to the proxy. A Shareholder may only execute one proxy form and appoint one proxy for each general meeting, and shall serve such written proxy to the Company no later than 5 days prior to the meeting date. In case the Company receives two or more written proxies from one 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.
72. 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 proxy form 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 solicitor/recipient and proxy solicitation agent (if any). The proxy form shall be provided to the Shareholders together with the relevant written or electronic notice for the relevant general meeting, and such written or electronic notice and proxy materials shall be distributed to all Shareholders on the same day.
73. 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.
74. Except for trust enterprises or Shareholders' Service Agencies approved by Taiwan competent authorities or as otherwise specified under these Articles, when a person who acts as the proxy for two or more Shareholders, the number of votes represented by him shall not exceed 3 percent of the total number of votes of the Company and the portion of excessive votes represented by such proxy shall not be counted.
75. For so long as the Shares are registered in the Emerging Market or listed on the GreTai Securities Market or TSE, all matters concerning proxies and/or the solicitation of proxies by a solicitor relating to the Shares of the Company shall comply with Taiwan's Rules Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies and all other Applicable Listing Rules, whether or not expressly provided for in these Articles.

Corporations Acting By Representatives At Meetings

76. 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. Any corporation which is a Shareholder may replace such representative from time to time.

Directors

77. (A) Unless otherwise determined by the Company in general meeting, prior to the shares of the Company are registered in the Emerging Market or listed on the GreTai Securities Market or TSE, the number of Directors shall be no less than five Directors and no more than ten Directors, the exact number of Directors to be determined from time to time solely by an Ordinary Resolution of the general meeting. The Directors shall be elected or appointed in the first place by the subscribers to the Memorandum of Association or by a majority of them. A Director shall not be required to hold any Shares of the Company by way of qualification and a Director who is not a Shareholder shall be entitled to receive notice of and to attend and speak at any general meeting of the Company and of all classes of shares of the Company.
- (B) For so long as the Shares are registered in the Emerging Market or listed on the GreTai Securities Market or 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. Where the Company is listed on the GreTai Securities Market, the Board shall have at least 3 Independent Directors of whom at least one Independent Director shall have domicile in Taiwan. Where the Company is listed on the TSE, the Board shall have at least 2 Independent Directors of whom at least one Independent Director shall have domicile in Taiwan. The number of Independent Directors shall not be less than one-fifth of the total number of Directors elected and holding the office for the same period. All Independent Directors shall possess expertise and specialized knowledge, shall maintain their independence in performing their duties as Independent Directors, and shall not in any way be directly or indirectly have a conflict of interest with the Company on any matter. All Independent Directors be fully satisfy the qualification requirements for Independent Directors under the Applicable Listing Rules and Taiwan's securities regulations, including but not limited to requirements or restrictions on expertise, shareholding, concurrent employment, and independence criteria.
- (C) Where the number of Independent Directors on the Board falls below the minimum number required by these Articles, the Company shall hold a by-election for Independent Directors at the next following general meeting. Where all of the Independent Directorships become vacant, within 60 days of the occurrence of such shortfall, an extraordinary general meeting of Shareholders to elect succeeding Independent Directors to fill the vacancies shall be held.
78. (A) The general meeting of the Shareholders may appoint any natural or legal Person to be a Director; provided however that more than half of the Directors shall not, as among them, have spousal relationship or familial relationship within the second degree of kinship.
- (B) Where the Directors elected in the general meeting do not meet the condition set forth in Article 78(A), the election of the Director receiving the lowest number of votes among those not meeting the said condition shall be deemed null and void.
- (C) When a person serving as Director is in violation of Article 78(A), that person shall be subject to ipso facto dismissal through the mutatis mutandis application of Article 78(B).
- (D) When the number of Directors falls below 5 due to the dismissal of a Director for any reason, the Company shall hold a by-election for Directors at the next following general meeting.

(E) When the number of vacancies in the Board equals to one-third of the total number of Directors, the Board of Directors shall hold, within 60 days of the occurrence of such shortfall, an extraordinary general meeting of Shareholders to elect succeeding Directors to fill the vacancies.

79. At a general meeting for election of Directors, the number of votes exercisable in respect of one Share shall be the same as the number of Directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a director so elected. The authorized representative of a Shareholder may be elected as a Director, and if there is a plural number of such authorized representatives, each of them may be so elected.
80. The list of candidates for election of Directors pursuant to the Articles 77, 78 and 79 shall be prepared by the Directors and distributed to the Shareholders prior to any general meeting convened for the purposes of electing Director(s). The Directors may also adopt a candidate nomination mechanism which is in compliance with Applicable Listing Rules. The rules and procedures for such candidate nomination shall be in accordance with policies established by the Directors and by an Ordinary Resolution from time to time, which policies shall be in accordance with the Law, these Articles and the Applicable Listing Rules.
81. Subject to these Articles, the term for which a Director will hold office shall not exceed 3 years; thereafter he/she may be eligible for re-election. In case no election of new Directors is effected after expiration of the term of office of the existing Directors, the term of office of such Directors shall be extended until the time new Directors are elected and assume their office.
82. A Director may be discharged at any time by a Special Resolution Type A or, in lieu thereof, if the total number of Shares represented at the general meeting is not sufficient to constitute a quorum for Special Resolution Type A, a Special 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.
83. 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. The period for which the Chairman will hold office will also be determined by a majority of the Directors present at the Board meeting with a quorum of at least two-thirds of all of the Directors then in office. The Chairman shall preside as chairman at every meeting of the Board, and shall represent the Company in all external affairs. To the extent the Chairman is not present at a meeting of the Board of Directors within fifteen minutes after the time appointed for holding the same, the attending Directors may choose one of their number to be the chairman of the meeting.
84. 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.
85. A Director shall not be required to hold any Shares in the Company by way of qualification.

Directors' REMUNERATION And Expenses

86. The Directors shall be authorized and delegated the power to set remuneration for all Directors. Director's remuneration shall be in accordance with their involvement to the operation of the Company, their contribution to the Company, and Taiwan and international standards 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.
87. 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 (whether by way of salary, commission, participation in earnings or otherwise) 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.

Director proxy

88. Any Director may appoint another Director to be the proxy of that Director to attend and vote on his behalf, in accordance with instructions given by that Director at a meeting or meetings of the Directors which that Director is unable to attend personally; however, no Director may act as proxy for more than one Director. The instrument appointing the proxy 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 proxy is to be used, or first used, prior to the commencement of the meeting.

Powers And Duties Of Directors AND OFFICERS

89. 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. No resolution passed by the Company in general meeting shall invalidate any prior act of the Directors that would have been valid if that resolution had not been passed.
90. The Directors shall appoint a Chief Executive Officer, a Secretary, and such additional Persons (who may or may not be Directors) as the officers of the Company as the Directors may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Law and these Articles, and for such term and at such remuneration (whether by way of salary or commission or participation in earnings or partly in one way and partly in another), and with such powers and duties as the Directors may think fit. Any Person so appointed by the Directors may be removed by the Directors. The Directors may also appoint one or more of their number to the office of managing director upon like terms, but any such appointment shall ipso facto determine if any managing director ceases from any cause to be a Director, or if the Company by Ordinary Resolution resolves that his tenure of office be terminated.
91. 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. The Secretary shall attend all meetings of the Shareholders and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Law, the Applicable Listing Rules or these Articles or as may be prescribed by the Board.

92. 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.
93. 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 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.
94. 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 three next following Articles shall not limit the general powers conferred by this Article.
95. The Directors from time to time and at any time may establish any committees, local boards or agencies for managing any of the affairs of the Company and may appoint any Persons to be members of such committees or local boards and may appoint any managers or agents of the Company and may fix the remuneration of any such Persons.
96. The Directors from time to time and at any time may delegate to any such committee, local board, manager or agent any of the powers, authorities and discretions for the time being vested in the Directors and may authorise the members for the time being of any such local board, or any of them to fill any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit and the Directors may at any time remove any Person so appointed and may annul or vary any such delegation, but no Person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
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.

Borrowing Powers Of Directors

98. Subject to these Articles, the Procedures for Acquisition and Disposal of Assets, Procedures for Loaning of Funds and for Offering of Endorsements/Guarantees and other applicable internal rules of the Company, 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 the Chairman or the Person(s) designated by the Chairman, subject to resolutions of the Directors, if any, 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 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. The facsimile Seal shall be affixed in the presence of such Person or Persons as the Directors shall for this purpose appoint and such Person or Persons as aforesaid shall sign every instrument to which the facsimile Seal is so affixed in their presence and such affixing of the facsimile Seal and signing as aforesaid shall have the same meaning and effect as if the Seal had been affixed in the presence of and the instrument signed by a Director or a Secretary (or an assistant Secretary) or in the presence of any one or more Persons as the Directors may appoint for the purpose.
101. Notwithstanding the foregoing, a Secretary or any assistant Secretary shall, with the prior authorization of the Chairman, 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 be qualified to hold office as a Director if any of the situations set forth in (a) through (g) below applies to such Person. Further, the office of Director shall be vacated, if the Director:
- (a) committed a felony 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 5 years;
 - (b) has been sentenced to imprisonment for a term of more than one 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 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 2 years;
 - (d) becomes bankrupt or makes any arrangement or composition with his creditors;
 - (e) has been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet;
 - (f) loses all or part of legal capacity or dies;

- (g) is removed from office pursuant to these Articles ;
- (h) resigns his office by notice in writing to the Company; or
- (i) sells or otherwise assigns more than one-half of the Shares held by the Director at the time of his election.

103. Subject to the Law and Cayman Islands laws, if a Director commits, in the course of performing his duties, any act resulting in material damage to the Company or in serious violation of applicable laws and/or regulations or these Articles, but has not been removed by the Company pursuant to a Special Resolution Type A or Special Resolution Type B, then any Shareholder(s) holding 3 percent or more of the total number of issued Shares shall have the right, within 30 days after that general meeting, to submit a petition to the Taipei District Court as the court of jurisdiction in the first instance, or the courts of the Cayman Islands, for the removal of such Director. To the extent that the ruling on the petition of the Taipei District Court is capable of enforcement and recognition outside Taiwan, such ruling shall be binding and conclusive on the Company.

Proceedings Of Directors

104. The Directors may, upon provision of 7 days' notice (exclusive of the day on which it is given and the day of the meeting) in writing to each Supervisor and Director specifying the place, the day and the hour of meeting and the nature of business to be transacted at the meeting, 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. Board meetings shall be held within such period and with such frequency as may be prescribed by the Applicable Listing Rules. In the case of emergency, the meeting of Directors may be convened at any time, and such notice period may be shortened or waived by Directors at the relevant meeting. The notice for meeting of Directors may be given by means of electronic communication if the Company obtains prior consent by the individual recipients. A Director may, and on the requisition of a Director shall, at any time summon a meeting of the Directors. The proceedings of a meeting of Board which are not provided for in these Articles shall be governed by the Rules Governing the Conduct of Board Meetings, the internal rules of the Company.
105. Directors may participate in any meeting of the Board by means of such visual communication facilities as permit all persons participating in the meeting to see and communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
106. The quorum necessary for the transaction of the business of the Directors shall be more than one-half of the Directors. A Director represented by proxy or by an alternate Director at any meeting shall be deemed to be present for the purposes of determining whether or not a quorum is present. Except as otherwise required under Article 107, 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.
107. 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 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; and
 - (e) issuance of corporate bonds
108. A Director who is in any way, whether directly or indirectly, personally interested in a matter to be discussed at a Board Meeting, which personal interest may impair the interests of the Company, shall declare the nature of his personal interest to the Board, and shall refrain from voting on such matter in the Board meeting or exercising voting right on such matter on behalf of another Director in said Board meeting. The voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the Board meeting (but shall still be counted in the quorum for such meeting).
109. A Director 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 a Special Resolution Type A or, in lieu thereof, if the total number of Shares represented at the general meeting is not sufficient to constitute a quorum for Special Resolution Type A, a Special 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 year from such behaviour.
110. A Director may hold any other office or place of profit under the Company (other than the office of Supervisor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the 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.
111. Subject to these Articles, any Director may act by himself or his firm in a professional capacity for the 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 Supervisor to the Company.
112. The following matters proposed to be transacted by the Company shall be submitted to the Board of Directors for approval by resolution unless approval has been obtained from the competent authority in Taiwan. All resolutions put to the vote of a Board of Directors shall be decided by poll. No resolutions will be passed by written resolution of Directors without a meeting. When an Independent Director has a dissenting opinion or qualified opinion on the following matters, the dissenting or qualified opinion of the Independent Director shall be noted in the minutes of the meeting of Directors:
- (a) Adoption or amendment of the Company's internal control system;

- (b) Adoption or amendment of handling procedures for financial or operational actions of material significance to the Company, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others;
 - (c) Any matter bearing on the personal interest of a Director;
 - (d) Material asset or derivatives transactions;
 - (e) Material monetary loan, endorsement, or provision of guarantee;
 - (f) The offering, issuance, or private placement of any equity-type securities;
 - (g) The hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
 - (h) The appointment or discharge of a financial, accounting, or internal auditing officer;
 - (i) Any other material matter so required by the competent authorities.
113. 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 notwithstanding that all the Directors have not actually come together or that there may have been a technical defect in the proceedings. 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, including the objections and comments made by Independent Directors and the reports and opinions of Supervisors.
114. 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.
115. Subject to 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 of their number to be chairman of the meeting.
116. A committee appointed by the Directors may meet and adjourn as it thinks proper. Subject to 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.
117. 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.

Dividends

118. Subject to the Law and these Articles, the Company in general meeting may from time to time declare dividends and/or bonuses in any currency to be paid to the Shareholders but no dividend or bonus shall be declared in excess of the amount recommended by the Board. For so long as the Shares are registered in the Emerging Market or listed on the GreTai Securities Market or TSE, dividend or bonuses may only be declared in NTD.
119. (A) The Company shall not pay dividends or bonus, unless its losses (including losses of previous years) shall have been covered and a Statutory Reserve shall have been set aside in accordance with Article 120(A).
- (B) The Company shall not pay dividends or bonuses when there are no Surplus Earnings. However, if the aggregate of the Statutory Reserve exceeds fifty percent (50%) of its paid-up capital, the excess amount may be distributed from the Statutory Reserve as dividends or bonus.
- (C) Where the Company has earnings at the end of the fiscal year, after paying all relevant taxes, off-setting losses, setting aside reserves, the balance left ("Surplus Earnings") may be declared and distributed by an Ordinary Resolution of an annual general meeting in the following order:
- (a) 1~2 percent for bonuses to employees. When the employee bonuses will be paid in the form of new shares issued by the Company, the employees entitled to such share bonuses may include employees of the Subordinate Companies satisfying certain criteria. The criteria shall be promulgated and amended by the Board from time to time;
- (b) 1 percent for bonuses of Directors and Supervisors; and
- (c) the remainder, deducted by an amount the Board recommends not to distribute, may be allocated to the Shareholders as bonus shares or dividends.
120. (A) The Company, when allocating its earnings, shall first set aside 10 percent of the balance of the earnings after paying all taxes and duties as a reserve ("Statutory Reserve"). Where the Statutory Reserve amounts to the total paid-up capital of the Company, this provision shall not apply.
- (B) Aside from the Statutory Reserve, the Company may, by Ordinary Resolution, set aside from its Surplus Earnings an additional amount as a special reserve ("Special Reserve") for such purpose as authorized by the Ordinary Resolution.
- (C) The Board shall establish an account to be called the 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 in the Company. There shall be debited to any Share Premium Account on the redemption or repurchase of a Share the difference between the

nominal value of such Share and the redemption or repurchase price provided always that at the discretion of the Directors such sum may be paid out of such accounts of the Company as prescribed under these Articles.

(D) Unless otherwise provided in these Articles and to the extent permitted by the Law, the Statutory Reserve and the Capital Reserve shall not be used except for off-setting losses of the Company. The Company shall not use the Capital Reserve to off-set its capital losses, unless the Statutory Reserve and the Special Reserve are insufficient to off-set such losses.

121. Any resolution declaring a dividend, bonus shares or other distribution on shares of any class may specify that the same shall be payable or distributable to the persons registered as holders of such shares at the close of business on a particular date.

122. (A) The Company may by Special Resolution Type B determine that the whole or a part of the Surplus Earnings distributable as dividends and/or bonuses be distributed in the form of new shares to be issued by the Company for such purpose. Any fraction of such newly issued shares shall be paid in cash.

(B) Where the bonuses are to be capitalized in accordance with the Article 121 (A), the bonus distributable to the employees (if any) may be paid either in the form of shares newly issued for such purpose or in cash.

123. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by electronic transfer (with the consent of the Shareholder and subject to the provision by the Shareholder of a bank account in Taiwan in that Shareholder's name) or by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares. Electronic transfers and the posting of cheques or warrants will be at the risk of the Shareholders. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders.

124. All dividends unclaimed for 1 year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed. Any dividend unclaimed after a period of 6 years from the date of declaration shall be forfeited and shall revert to the Company. The payment by the Board of any unclaimed dividend or other sums payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof.

125. (A) Where the Company incurs no loss, it may, subject to the Law, by a Special Resolution Type B, capitalize its Statutory Reserve and following categories of Capital Reserve - Share Premium Account and/or income from endowments received by the Company - in whole or in part, by issuing new, fully paid bonus shares to its Shareholders. The Statutory Reserve shall not be capitalized unless the amount of the Statutory Reserve equals an aggregate of at least 50 percent of the paid-up capital of the Company, and only half of the amount of such Statutory Reserve may be capitalized.

- (B) Subject to the Law, in the case where the Company issues new Shares to the existing Shareholders by capitalization of its Reserves or due to an increase in the value of its assets upon revaluation, Article 13 shall not apply.

Accounts, Audit and annual return and declaration

126. 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.
127. 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.
128. At the close of each financial year, the Board of Directors shall prepare and submit the business report, financial statements, and the surplus earning distribution or loss off-setting proposals prepared by it for the annual general meeting of Shareholders for its ratification. After the annual general meeting, the Board of Directors shall distribute to each Shareholder the copies of ratified financial statements and the resolutions on the earning distribution and/or loss offsetting. However, the Company may notify its Shareholders who hold less than 1,000 shares by way of a public announcement of the abovementioned statements and resolutions.
129. The statements and records of accounts prepared by the Directors in accordance with the previous Article and any reports of the Supervisors on the Company's accounts or business shall be made available at the Office and at the office of the Shareholders' Service Agent for inspection at any time by the Shareholders commencing at least 10 days prior to the annual general meeting, to which the Shareholders may bring their lawyers or certified public accountants to consummate such an inspection.
130. Save for the preceding Article 129 and Article 133, 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.
131. 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.
132. 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.
133. The Board of Directors shall keep at the Office and at the office of its Shareholders' Service Agent in Taiwan copies of the Articles, the minutes of every meeting of the Shareholders and the financial statements, the Register and the counterfoil of corporate bonds issued by the Company. Any Shareholder of the Company 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 any such accounting books and records.
134. 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 Shareholders of the Company to communicate to the public.

135. 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 and transfer books of the Company.

supervisors

136. Unless otherwise determined by the Company in general meeting, the general meeting shall appoint any natural person or corporation to be a Supervisor. Prior to the shares of the Company being listed on the TSE or the GreTai Securities Market, the number of Supervisors shall be no less than 3 Supervisors of whom at least one shall have domicile in Taiwan, the exact number and qualifications of Supervisors to be determined from time to time solely by an Ordinary Resolution of the general meeting always in accordance with the applicable laws, rules or regulations or the Applicable Listing Rules.
137. Every Supervisor of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and Officers of the Company such information and explanation as may be necessary for the performance of the duties of the Supervisors.
138. Supervisors shall audit the various financial statements and records prepared by the Directors for submission to the annual general meeting, and shall make a report of their findings and opinions at such meeting. In performing their functional duties under this Article, the Supervisors may appoint the independent auditors to conduct the auditing in their behalf. Supervisors shall, if so required by the Directors, make a report on the accounts of the Company during their tenure of office at the next annual general meeting following their appointment, and at any time during their term of office, upon request of the Directors or any general meeting of the Shareholders.
139. A Supervisor shall not be concurrently a Director, an officer or other staff or employee of the Company or its Affiliated Companies.
140. Supervisors shall supervise the execution of business operations of the Company, and may at any time or from time to time investigate the business and financial conditions of the Company, examine the accounting books and documents, and request the Directors or officers to make reports thereon. In performing their functional duties under this Article, the Supervisors may appoint, on behalf of the Company, a practicing lawyer and the independent auditors to conduct the examination.
141. When Directors discover the possibility that the Company will suffer substantial damage, the Directors shall report to the Supervisor immediately.
142. Supervisors may attend the meeting of the Directors and express their opinions therein. Opinions of the Supervisors shall be recorded in the minutes of the meeting of the Directors. In case the Directors or any Director commits any act, in carrying out the business operations of the Company, in a manner in violation of the Law, the Applicable Listing Rules, these Articles or the resolutions of the annual general meeting or extraordinary general meeting, the

Supervisors shall forthwith advise, by a notice, to the Directors or the Director, as the case may be, to cease such act.

143. (A) Subject to the Law and Cayman Islands laws, Shareholder(s) who has/have been continuously holding 3 percent or more of the total number of the issued Shares of the Company for over one year may request in writing the Supervisors of the Company to institute, for and on behalf of the Company, an action against a Director of the Company; such action may be instituted in the Taipei District Court as the court of jurisdiction in the first instance.
- (B) In case the Supervisors fail to institute an action within 30 days after having received the request made under the preceding paragraph, then the Shareholders filing such request under the preceding paragraph may institute the action for and on behalf of the Company; such action may be instituted in the Taipei District Court as the court of jurisdiction in the first instance.
144. Supervisors may each exercise their supervision power hereunder individually.
145. In case a Director transacts a sales with, or borrows money from or conducts any legal act with the Company on his own account or for any other person, Supervisors shall act as the representative of the Company.
146. Subject to the Law and the Applicable Listing Rules, Supervisors shall be bound by the same standards of fiduciary duties as required of the Directors by the Law.
147. In the event all Supervisors of the Company are discharged, the Board of Directors shall, within 60 days thereof, convene an extraordinary general meeting to elect new Supervisors.
148. Articles 79, 80, 81, 82, 86, and 102 shall apply mutatis mutandis to Supervisors.

Tender Offer

149. Within seven days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its litigation or non-litigation agent appointed pursuant to the Applicable 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, Supervisors, and the Shareholders holding more than 10 percent of the issued Shares 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, Supervisors and the Shareholders holding more than 10 percent of the issued Shares held in its own name or in the name of other persons.

Notices

150. Except as otherwise provided in these Articles, 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.
151. 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.
152. Any notice or other document, if served by:
- (a) post or courier, shall be deemed to have been served five 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 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.

153. Any notice or document delivered or sent by post to or left at the registered address of any Shareholder in accordance with the terms of 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.
154. 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.

Indemnity

155. Every Director (including for the purposes of this Article any alternate Director appointed pursuant to the provisions of these Articles) and other officer for the time being and from time to time of the Company (each an "Indemnified Person") shall 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.
156. No Indemnified Person shall be liable to the Company unless such liability arises through such Indemnified Person's own dishonesty, wilful default or fraud.

Financial Year

157. 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

158. 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.
159. If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution Type B 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.

160. 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

161. Subject to the Law and the Articles, the Company may at any time and from time to time by Special Resolution Type B alter or amend these Articles in whole or in part.

Registration By Way Of Continuation

162. The Company may by Special Resolution Type B resolve to be registered by way of continuation in a jurisdiction outside the Cayman Islands or such other jurisdiction in which it is for the time being incorporated, registered or existing. In furtherance of a resolution adopted pursuant to this Article, the Directors may cause an application to be made to the Registrar of Companies to deregister the Company in the Cayman Islands or such other jurisdiction in which it is for the time being incorporated, registered or existing and may cause all such further steps as they consider appropriate to be taken to effect the transfer by way of continuation of the Company.

KINGCAN HOLDINGS LIMITED
之
組織章程大綱及章程(修訂前)

修訂於2010年9月10日

KINGCAN HOLDINGS LIMITED 組織章程大綱

1. 本公司名稱為 KINGCAN HOLDINGS LIMITED (「本公司」)。
2. 本公司登記辦公室將位於 Offshore Incorporations (Cayman) Limited, Scotia Centre, 4th Floor, P.O. Box 2804, George Town, Grand Cayman KY1-1112 辦公室，或董事會得不定期決定之其他處所。
3. 本公司設立之目標無受到限制，且本公司具完整權力及授權以完成開曼群島公司法（修訂版）（「法律」）第 7(4)條未禁止之任何目標。
4. 本公司得且能夠行使任一具完整能力之自然人之所有權能，無關法律第 27(2)條所規定之公司福利問題。
5. 除為進一步推展本公司於開曼島外進行之業務外，本公司將不會於開曼島內和任何人、行號或公司進行交易；惟本條款不得被解釋成阻止本公司於開曼島內完成和簽訂契約，或阻止本公司於開曼島內行使其於開曼島外進行營業所必要之所有權力。
6. 本公司股東之責任限於個別股東就其持有股份所未付之金額。
7. 本公司資本為新台幣 1,200,000,000 元，分為 120,000,000 股普通股，每股面額新台幣 10 元，在法律及本公司章程細則允許之範圍內，本公司有權贖回或買回股份、分割或合併其股份、發行其資本之全部或一部，無論係原始、贖回、增加或減少、有無優先、特別或其他權利、或受限於任何權利之遲延或任何條件、限制；除非發行條件另為載明，每次發行股份，無論為普通、優先或其他，均應受限於上述所載之本公司權力。
8. 本公司得行使法律第 226 條所載之權力，於開曼群島撤銷註冊，並繼續於其他管轄地註冊。

KINGCAN HOLDINGS LIMITED 章程

附表 A

在法律之第一附表之附表 A 所含或引用之規定不適用於 KINGCAN HOLDINGS LIMITED (“本公司”)，以下條款構成本公司之章程。

解釋

1. 在本章程中，除非與議題或前後文不一致外，下列定義用語被指定之意義為：

"關聯公司" 係指，對任何公司而言，得直接或間接透過一個或多個媒介控制、或受控制之其他公司，或與其共同被控制之其他公司。

"適用之掛牌規則" 係指因在台灣證券交易所或台灣證券櫃檯買賣中心或興櫃市場初次或持續之交易或掛牌，而適用不定期修訂之法律、規則、規定及法規，包括但不限於證券交易法、台灣地區及大陸地區人民關係條例，或其他類似條例之相關條款，或台灣主管機關發佈之規則或規定，以及由金融監督管理委員會、證券櫃檯買賣中心及台灣證券交易所發佈之規則或規定；

"章程" 係指本公司不定期修改或取代之章程；

"主席" 具有第 83 條給予之意義；

"類型" 係指本公司不定期發行之任何類型之股份；

"金管會" 係指台灣金融監督管理委員會或其他目前執行台灣證券交易法之主管機關；

"組成公司" 係指以法律之定義而言，一既有且將與一個或多個其他既有公司參與合併之公司；

"董事"、"董事會董事" 及 "董事會" 係指本公司目前之董事，或視情況而定，係指董事所組成之董事會或董事會下之委員會；

"電子" 應具有開曼群島電子交易法（修正後）所給予之意義，及該法目前有效之任何修正、重新制定，且包含該法所引用或取代之任何其他法律；

"電子傳輸" 係指對任何號碼、地址或網站之傳輸，或其他經至少三分之二之董事會決定及核准之電子傳送方法；

"興櫃市場" 係指台灣證券櫃檯買賣中心之興櫃市場；

"證券櫃檯買賣中心"係指在台灣之證券櫃檯買賣中心；

"受償人"具有第 155 條給予之意義；

"獨立董事"係指適用之掛牌規則所定義之獨立董事；

"法律"係指開曼群島公司法(修正後)；

"組織章程"係指本公司不定期修改或取代之組織章程；

"合併"係指以法律之定義而言，二個或更多組成公司之合併，且其責任、財產及負債由其中一家組成公司，即存續公司，所承受；

"辦公室"係指本公司依法律登記之辦公室；

"普通決議"係指由代表本公司已發行股份數過半數之股東出席，並經出席股東持有股份數過半數之同意通過之決議，該股東須有權親自或以委託書(倘若允許)於本公司之股東會參與表決，且於計算多數決時，應以各股東有權參與投票數為準；

"繳足"係指繳足任何發行股份之面額及股本溢價者，且包含貸記為繳足者；

"人"係指任何自然人、事務所、公司、合資組織、合夥、組織或其他個體(無論是否具有獨立法律人格)，或視前後文所需，係指上述之任一者；

"特別股"具有第 10 條給予之意義；

"股東名簿"係指依法律應保存之本公司股東登記名簿；

"已實現資本公積"及"資本公積"具有適用之掛牌規則所給予之意義；

"中華民國"或"台灣"係指中華民國、其疆域、佔領地以及所有受其管轄之區域；

"保留盈餘"係指，針對第 34 條，所有法定及特別盈餘公積及未分配盈餘，但不包含已由董事會或股東會決議分配予股東之部分；

"印章"係指本公司之印章(如經採行)及其副本；

"秘書"係指任何由董事會指定從事本公司秘書職務之人;

"股份"係指本公司資本之股份。於本章程中提及之"股份",應依前後文需要被視為任何或全部類型之股份。為避免疑義,本章程所表示之"股份"應包含畸零股;

"股東"係指在股東名簿中登記為股份所有者之人,且包含在被認購股份發行前,組織章程大綱之每一名認諾者;

"股本溢價科目"係指依本章程或法律所設之股本溢價科目;

"股務代理機構"係指由台灣主管機關發給執照,而依適用之掛牌規則提供股務服務予本公司之代理機構;

"簽名"係指簽字,或以機器方法附上之簽字表徵,或以電子傳輸附上或邏輯上相關之電子符號或程序,其中該電子傳輸應由意圖簽名之人簽署或採用;

"A類特別決議"係指由持有本公司已發行股份數三分之二以上之股東出席,並經出席股東持有股份數過半數之同意通過之決議,其中股東須有權親自或以委託書(倘若允許)於本公司之股東會參與表決;

"B類特別決議"係指由持有本公司已發行股份過半數之股東出席,並經出席股東持有股份數三分之二以上之同意通過之決議,其中股東須有權親自或以委託書(倘若允許)於本公司之股東會參與表決;

"合併之特別決議"係指本公司依法律通過之決議,亦即:

(a) 係指經本公司已發行股份數四分之三以上之同意通過之決議,並且通過決議之股東人數亦超過出席之股東人數半數者;以及

(b) 如發行予合併或存續公司股東之股份其權力及價值與本公司所持有之股份相同時,全體股東作出之B類特別決議;

無論股東所持有之股份是否具投票之權利,於上述之情形下,股東皆得以行使投票權。

"分割"係指由移轉公司移轉其獨立營業部門之全部或任何單一獨立營業部門予一既存或新設公司,以作為受讓既存或新設公司發行新股予移轉公司或移轉公司股東之對價之行為;

"監察人"係指依據組織章程及適用之掛牌規則所定義之監察人

"存續公司"係指以法律之定義而言,一個或更多之組成公司合併後,所餘留之唯一組成公

司；及

“台灣證券交易所”係指台灣證券交易所。

2. 在本組織規則中，除前後文另有需要外：
 - (a) 單數用語應包含複數，反之亦然；
 - (b) 視前後文所需，男性用語應包含女性及任何人；
 - (c) “得”應被解為允許，而“應”應被解為強制規定；
 - (d) 涉及法令規定之部分，應包含目前有效之修正或重新制定；
 - (e) 涉及董事會所為決定之部分，應被解釋為由董事會行使絕對之裁量權，且應適用於一般或特定情形；及
 - (f) 涉及“書面”之部分，應被解釋為由任何得複製為書面之方法加以書寫或呈現，包括任何形式之印刷、平版印刷、電子郵件、傳真、照片或電報，或為書面以任何其他替代物或格式儲存或傳輸加以呈現，或部分前者而部分後者。
3. 在不違反前二條規定之情況下，法律所定義之用語，除非與議題或前後文不一致，應在本章程中具相同意義。

前言

4. 本公司得在設立後隨時營業。
5. 辦公室應設於開曼群島上董事會不定期決定之地址。本公司並得依董事會不定期決定之處所，增設並保留其他辦公室、營業處所及代理人。
6. 因設立本公司及發行股份所生之初始費用應由本公司負擔。此等費用並得由董事會決定之期間內攤銷，且支付之金額應由董事會決定用以減除本公司帳上之所得及/或資本。
7. 董事會應於董事會不定期決定之處所保存股東名簿，或使之被保存。倘董事會未作決定，股東名簿應保存於辦公室。

股份

8. 在不違反本章程之情形下，在任何時點未發行之股份均應由董事會控制，且董事會得：
 - (a) 發行、分派及處分此未發行股份予董事會隨時決定之人，其方式、條件、具有之權利及限制亦由董事會隨時定之；及
 - (b) 就此未發行股份授予選擇權，及發行認股權憑證或類似證券；

為上開目的，董事會得保留適當數量之未發行股份。

9. 董事會得授權將股份區分成多類型，不同類型之股份應被授權、設置並指定(或視情況而定，含再指定)，且不同類型股份(如有)之相關權利(包括但不限於表決權、股利及贖回權)、限制、優先權、特權及支付義務之差異，應由董事會規定並決定。
10. 本公司得經全體董事三分之二以上之出席，出席董事多數同意之董事會決議，及B類特別決議之同意，發行相較於本公司普通股份具有優先權利之股份(“特別股”)。在任何特別股依第10條規定同意而發行前，本章程應被修訂，以載明該特別股之權利及義務，包括但不限於以下項目，且此對於任何特別股權利之變更亦適用之：
 - (a) 特別股分派股息及紅利之順序、定額或定率；
 - (b) 特別股分配公司剩餘資產之順序、定額或定率；
 - (c) 特別股股東行使表決權之順序或限制(包括無表決權)；
 - (d) 與特別股權利義務有關的其他事項；及
 - (e) 本公司經授權或必須贖回特別股時，其贖回之方法；或贖回權不適用之聲明。
11. 本公司發行新股應經全體董事三分之二以上之出席，出席董事過半數同意之董事會決議。本公司發行新股不得超過授權資本之範圍。本公司股票於在興櫃市場、或在證券櫃檯買賣中心或台灣證券交易所交易時，本公司不應印製股票；本公司發行新股時，應於股份得交付時起30天內，使股務代理機構以劃撥方式將股份交付認股人之集保中心帳戶，並即時更新股東名簿。公司並應依適用之掛牌規則於股票交付前公告之。
12. 本公司不得發行股款未繳或股款繳納不足之股份。本公司不得發行無記名股份。
13. 每次新股份發行時，董事會得保留特定比例之新股，供董事會依其合理裁量決定之本公司員工承購。
14. 倘股份係在興櫃市場、或在證券櫃檯買賣中心或台灣證券交易所交易時，除股東於股東會中另為普通決議外，當董事會決議發行新股時，本公司應於依第13條及第16條分別保留予員工認購及於台灣公開發行之部分後，公告及書面通知原有股東按其個別持股比例優先認購剩餘之新股份，並聲明逾期不認購者，喪失其權利；原有股東持有股份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。各股東得親自認購新股份，或指定一人或數人認購新股。
15. 股東依第14條規定享有之優先認購權，在因下列理由或目的而發行之新股份不適用之：
 - (a) 與其他公司合併、本公司分割或因本公司之重組相關者；
 - (b) 與履行本公司於認股權憑證或選擇權所負之義務相關者；

- (c) 為履行本公司於可轉換公司債或賦予取得股份權利公司債所負之義務相關者；或
 - (d) 為履行本公司於賦予取得股份權利之特別股所負之義務或與本公司股份之贖回相關者。
16. 當本公司透過在台灣發行新股進行增資時，除非依適用之公開公司規則，本公司無須或不適宜進行公開發行外，本公司應提撥將發行新股總額之百分之十在台灣公開發行。但股東會決議應提撥超過前述百分之十之股份公開發行時，應適用該決議所定之比率。
17. 本公司得依全體董事三分之二以上之出席，出席董事多數同意之董事會決議，採行一個或多個員工激勵方案，並依該方案授予股份、選擇權、認股權憑證或其他得用以取得股份之類似證券予任何本公司關係企業之員工。依任何員工股票選擇權計畫授予員工之股份、選擇權、認股權憑證或其他得用以取得股份之類似證券應不得轉讓，但員工之繼承人不在此限。

權利之變更

18. 當本公司之資本分為不同類型時，該類型所附加之權利（除該類型股份之發行條件另有規定外）僅得經以下方式為重大不利變更或取消之：
- (a) B類特別決議；以及
 - (b) 於分別會議中，由該類型股份持有人三分之二之過半數同意之決議。

本章程有關本公司股東會及程序之條款，應準用於該分別會議；惟法定人數應為持有或委託代表該類型已發行股份過半數之一人或多人（在休會時若出席之持有人未達上述定義法定人數時，則出席之股東應構成法定人數），且不違反該類型股份之發行條件下，每一該類型股東所持有之每一股該類型股份應有一表決權。

19. 授予各類型股份持有人之優先或其他權利，除非該類型股份發行條件另有明示規定外，不得因本公司進行，例如創設、分配、發行與該股份權利相同或較劣之其他股份，或贖回或買回任何類型股份，而被視為有重大不利變更或取消。

股份證明書

20. 本公司得免印製股份實體證券，股東名簿係為股東持股之證明。但若股東請求發行股份實體證券，本公司得經董事會同意發行股份實體證券。股份實體證券應蓋公司印鑑（或其複製本），載明股東姓名、持股股數、股份種類及股份實體證券號碼（如有或若法律有規定）、已支付之股款，以及其他董事會認定之必要記載事項。股份實體證券不得表彰一種以上之股份，亦不得為無記名股份實體證券。董事會得決議於一般情況或特定情況下，股份實體證券（或其他有價證券之憑證）上之任一或所有簽名，得以機器或印刷方式為之。

畸零股

21. 於不違反此章程之前提下，董事會得發行股份之畸零股，且如發行，該畸零股應受限且應負擔相應部分之責任（無論係有關面額、溢價、提撥、買權或其他）、限制、優先權、特權、資格、約束、權利（不損及上述概括性之前提下，包括投票和參與權），及完整股份之其他特性。如向同一股東發行或同一股東收購多數同級股份之畸零股時，該畸零股應予累計。

股份轉讓

22. 於不違反法律之前提下，本公司發行之股份應得自由轉讓，惟任何保留發行予本公司員工之股份，得有不得超過二年或董事會自行裁量決定之限制轉讓期間。於不違反法律規定下，股份轉讓得以劃撥方式為之。股份之轉讓，非將受讓人之姓名或名稱記載於股東名簿，不得以其轉讓對抗公司。
23. 任何股份之移轉文書應以常用之格式或經董事會依其絕對裁量同意之其他格式，經由轉讓人或其代理人簽署，且如經董事會要求，亦應經過受讓人之代理人簽署，並檢附與該股份之相關之證書（如有）及其他董事會合理要求表彰轉讓人有權移轉之其他證明。於受讓人之姓名就該股份登錄於股東名簿前，轉讓人仍應視為股東。
24. 董事會得拒絕登記任何股份之轉讓，除非
 - (a) 移轉文書已提出予本公司，並檢附與該股份相關之證書（如有）及其他董事會合理要求表彰轉讓人有權移轉之其他證明；
 - (b) 移轉文書僅關於某一類型之股份；
 - (c) 移轉文書業經妥適用印，如有要求；或
 - (d) 若股份擬轉讓予共同持有人，該共同持有人之人數未超過4人。
25. 當股東名簿依第 40 條規定為閉鎖時，得暫停轉讓之登記。
26. 本公司應保留所有已登記之移轉文書，但任何董事會拒絕登記之移轉文書應退還予提出人（除非有詐欺情事）。

股份移轉

27. 死亡之單一股份持有人之法定代理人，為本公司認可之該股份唯一所有權人。如股份登記於兩個以上之持有人名下，存活者，或如存活者已亡時，其法定代理人，為本公司認可之該股份之唯一所有權人。
28. 任何因股東死亡或破產而持有股份之人，於出具董事會隨時要求之證據後，得被登記為該股份之股東，或不登記自己為股東，而如同該死亡或破產人原得進行一般，轉讓該股份。倘前揭之人選擇登記自己為持有人，則應交付或寄送經其簽署且載明其選擇之書面通知予本公司，但無論何種情形，董事會均有如同該死亡或破產人於死亡或破產前轉讓股份之情形時，相同之拒絕或暫停登記之權利。
29. 任何因持有人死亡或破產而持有股份之人，應有權取得與登記之股份持有人相同之股利和其他利益，但其於被登錄為有關該股份之股東前，不得行使有關本公司會議之股東權利。惟董事會得於任何時候給予通知，要求該人選擇登錄自己或移轉股份，若未於九十天內遵守該通知，則董事會得保留與股份有關之所有股利、紅利或其他應付款項直至通知之要求均已被遵守。

股本變更

30. 本公司得經普通決議隨時：
- (a) 增加經決議通過之股本金額，並分成類型及數量之股份；
 - (b) 結合和切割其股本，使股份數額大於目前股份數額；
 - (c) 將其全部或任何已繳足之股份轉換成股票，且將該股票再轉換成任何面額之繳足股份；
 - (d) 再切割其目前股份，使股份面額降低；
 - (e) 取消於決議通過日時無人承受或同意承受之任何股份，並且根據取消股份之數額減少其股本數目。
31. 以遵循法律為前提，本公司得經 B 類特別決議以任何法律授權之方式，減少其股本及任何股本贖回準備金。任何本公司資本額之減少，應依股東所持股份比例減少之。但適用之掛牌規則另有規定者，不在此限。

股份贖回或買回

32. 依照法律、適用之掛牌規則及本章程，本公司得發行可被贖回的股份（不論係本公司或股東選擇行使贖回權）；贖回的條件及方式，得在本公司發行股份前，透過股東會 B 類特別決議為之；贖回的金額須依照所適用法律的授權，包括本公司盈餘或第一次發行新股所得之股款。
33. 依照法律、適用之掛牌規則及本章程，並經全體董事三分之二以上出席，出席董事過半數之同意，本公司可在維護公司信用及股東權益的目的下，買回自己之股份。買回之股份應視為立刻註銷。
34. 本公司依據前述第 33 條買回之庫藏股數量不得超過本公司已發行股份總數的百分之十；因買回庫藏股所支付之金額，亦不得超過保留盈餘、股本溢價科目以及已實現資本公積數目之總額。
35. 本公司董事或經理人，或其配偶、未成年子女、或其他為前述之人之利益持有本公司股份之人，不得在本公司買回庫藏股期間出售或轉讓其股份。
36. 本公司贖回或買回庫藏股的決議及其執行，不論本公司是否確實贖回或買回庫藏股，應於最近一次的股東會中報告。
37. 任何經公告贖回或買回之股份，不得在公告之贖回或買回日期後，參與公司獲利。
38. 本公司贖回或買回股份之行為，不得視為將贖回或買回其他股份。
39. 除法律及適用之掛牌規則另有規定外，當董事會支付贖回或買回股份之款項時，若經贖回或買回股份發行條件之授權或經由該股份持有人之同意，得以現金或實物支付之。

停止過戶或確認登記期日

40. 為確認哪些股東有權收受任何股東會議或休會之通知、參加股東會議或在股東會議投票，或有權收受任何股利款項，或為其他目的確認股東身份時，董事會得規定在特定期間內股東名簿不得為股份移轉之登記。一旦股份在興櫃市場或證券櫃檯買賣中心或台灣證券交易所交易，股東名簿記載之變更，於股東常會開會前六十日內，股東臨時會開會前三十日內，或分派股息基準日前五日內，不得為之。前述期間之計算，不包括通知發出日及開會日。
41. 除股東名簿登錄之閉鎖期間外，為確認哪些股東應有收受通知之權或參加股東會議或在股東會議中投票，或為確認哪些股東有權收受任何股利款項，董事會得事先訂定基準日。倘董事會依第 41 條指定基準日，該基準日應早於股東會之日期，且董事會應立即在金管會及證券櫃檯買賣中心或台灣證券交易所依適用之掛牌規則所指定之網站上公告。

股東會

42. 除股東常會外，所有其他股東會應稱為股東臨時會。
43. 當董事會認為適當時，可召開本公司之股東會；惟本公司應於每會計年度終了後六個月內召開一次股東常會，並於通知書中載明該次開會係為股東常會。
44. 在股東會中，應呈上董事會或監察人報告(如有)。一旦股份在興櫃市場或證券櫃檯買賣中心或台灣證券交易所交易，所有股東會應由董事會決議適當之地點及時間在台灣召開。若董事會決議將在台灣以外地區召開股東會，本公司應於董事會做出該決議或股東取得主管機關召集許可後二日內向證券櫃檯買賣中心（或台灣證券交易所，如適用）申請核准。在股東會召開地點在台灣以外地區之情形下，本公司應聘請股務代理機構處理該股東會之股東投票行政事宜。
45. 股東會亦可經由下列方式召開：繼續一年以上，持有本公司已繳足股份金額且有表決權股份總數百分之三以上股份且有權參加股東會及得在股東會投票之股東，得將載明會議目的之書面請求交付於辦公室或股務代理機構，請求董事會召開股東會。若董事會未能於交付該請求後十五日內召集股東會，提出請求之股東得自行召集股東會。該股東得決定開會之地點及時間。此時，董事會毋須依本章程第 48 條編製股東會議事手冊。本公司應補償提出請求之股東因董事會未能召開股東會所產生之所有合理費用。

股東會之通知

46. 股東常會及股東臨時會的召集，應分別於三十日前及十五日前給予股東書面通知。通知期間之計算，應排除給予通知當日及會議召開日，通知應載明會議地點、日期、時間及召集事由。若本公司取得個別收受者之事前同意，股東會之通知得以電子通訊方式為之。
47. 下列事項應在股東會通知內記載及說明其主要內容，且不得以臨時動議提出：
 - (a) 董事或監察人之選任或解任；
 - (b) 本章程之修改；
 - (c) 本公司之解散、合併或分割；

- (d) 締結、變更或終止關於出租全部營業，委託經營或與他人經常共同經營之契約；
 - (e) 讓與全部或主要部分之營業或財產；
 - (f) 受讓他人全部營業或財產，對本公司營運有重大影響者；
 - (g) 私募有價證券；
 - (h) 解除董事競業禁止；
 - (i) 以發行新股方式分派本公司部分之股息及紅利；及
 - (j) 以法定公積或其他資本公積之任何金額撥充資本。
48. 只要股份在興櫃市場或證券櫃檯買賣中心或台灣證券交易所交易時，本公司應為每次股東會準備議事手冊及相關資料，於股東會提供予所有將親自出席或以委託書出席之股東（或法人為股東時，其合法授權代表），且本公司應依適用之掛牌規則規定之方式，於股東常會開會 21 日前、股東臨時會開會 15 日前，於金管會、證券櫃檯買賣中心或台灣證券交易所依適用之掛牌規則所指定的網站上公告。

股東會之程序

49. 除非會議繼續進行至議案時出席之股東已達法定人數，否則不得於任何股東會處理議案。除本章程另有規定外，持有至少過半數本公司發行股份並有投票權之股東親自或委任代理人出席，就所有之議案始構成法定人數。
50. 於停止過戶期間前持有百分之一以上已發行股份之股東得以書面向本公司提案於股東常會討論之議案。但以一項為限，提案超過一項者，均不列入議案。於提案時另外需遵循下列之程序：
- (a) 本公司應於股東會召開前之停止股票過戶日前，依適用之掛牌規則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；
 - (b) 股東所提議案以三百字為限，超過三百字者，該提案不予列入議案；提案股東應親自或委託他人出席股東會，並參與該項議案討論；
 - (c) 有左列情事之一，股東所提議案，董事會得不列為議案：
 - i) 該議案非股東會所得決議者；
 - ii) 提案股東於本公司停止股票過戶時，持股未達百分之一者；或
 - iii) 該議案於公告受理期間外提出者。
 - (d) 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。
51. 於董事會召開之股東會，董事長(如有)均應以主席之身分主持會議。於其他有召集權限之人所召開之股東會，該有權限之人應擔當股東會之主席，如該有權限之人為多數時，股東會之主席應由該數人中選舉之。
52. 於無主席、主席未於股東會預定開始時間後十五分鐘內到場或無意擔任主席之情形時，董事會得指派任一董事擔任主席，若仍無主席之產生，則在場之股東得選舉任一在場之人擔任主席。
53. 股東會之主席得(且於股東會要求時，應)以普通決議之方式，隨時隨地暫停會議，但除了暫停發生之會議中未完成之事務外，不得於任何暫停之會議中處理事務。當會議已暫停五日以上，應如同原會議給予暫停會議之通知。除上述情形外，不需給予暫停會議或於暫停

會議中處理事務之通知。

54. 任何股東會應以表決做出之決議應以投票之方式進行。表決之結果應將贊成與反對該決議之票數記載於會議記錄中。
55. 除非法律或本章程另有規定，任何得於股東會由股東決議、許可、確認或採納之事項均得以普通決議之方式為之。股東會決議之表決應以投票方式為之，不採行書面決議方式。
56. 當表決之票數相同時，會議主席沒有額外的或決定性的投票權。
57. 本公司應經 A 類特別決議，或於出席股東之股份總數未達 A 類特別決議之門檻時，以 B 類特別決議：
 - (a) 締結、變更或終止關於出租全部營業，委託經營或與他人經常共同經營之契約；
 - (b) 讓與全部或主要部分之營業或財產；
 - (c) 受讓他人全部營業或財產，對本公司營運有重大影響者；
 - (d) 按法律之規定，依任何適用之掛牌規則辦理本公司之分割；
 - (e) 私募有價證券；
 - (f) 以發行新股方式分派部分或全部股息或紅利；
 - (g) 解除董事競業禁止責任。
58. (A) 本公司得經合併之特別決議，依任何適用之掛牌規則及法律辦理本公司之合併。
(B) 本公司得經 B 類特別決議變更名稱。
59. 根據法律，關於本公司之解散清算程序，本公司應通過：
 - (a) 普通決議，因本公司債務到期無力清償而決議自願解散清算時；或
 - (b) B 類特別決議，本公司因第 59 條(a)規定以外之理由決議自願解散清算時。
60. (A) 當股東會依第 57 條之(a)、(b)或(c)項之規定作成決議時，任何股東於該決議前以書面通知本公司反對該項行為之意思表示，並於股東會已為反對者，得於股東會決議通過後之二十日內以書面敘明其所持有股份之總類及數量，並請求本公司以當時公平價格，收買其所有之股份。但在本公司決議於依據第 57(b)條規定完成轉讓公司營業或資產後解散時，股東不得擁有上開請求本公司買回其股份之權利。

(B) 在分別依第 57(d)條或第 58(A)條之規定，本公司任何部分之營業被分割或與他公司合併時，股東在集會前或集會中，以書面表示異議，或以口頭表示異議經紀錄者，得放棄表決權，而於股東會決議通過後之二十日內以書面敘明其所持有股份之總類及數量，並請求公司依當時公平價格，收買其持有之股份。

(C) 於依據第 60(A)條或第 60(B)條由股東與本公司間協議決定股份價格時，公司應自決議日起九十日內支付價款。當本公司自決議日起六十日內未與股東達成買回股份之協議者，股東得於此期間屆滿後三十日內，聲請具管轄權之台灣法院為價格之裁定；於台灣法院所為之裁決得以於台灣地區之外執行及獲認可之情形下，該台灣法院所裁定之價格，對本公司與聲請裁定之股東有最終拘束力。

股東之表決權

61. 除附加於股份之權利及限制另有規定外，每一股東及受每一股東之代理人，其每一股份均表彰一表決權。
62. 下列之股份除不得行使表決權外，亦不列入股東會之股東法定出席人數及不算入已出席股東之表決權數：
 - (a) 被本公司持有已發行有表決權之股份總數或股權總數超過半數之從屬公司，所持有本公司之股份。
 - (b) 本公司及其從屬公司直接或間接持有他公司已發行有表決權之股份總數或股權總數超過半數之他公司，所持有本公司之股份。
63. 如為股份共同持有人，股份共同持有人應由其中選出一代表以行使其股東權利，該代表親自出席或委託代理人出席所為之表決即應被接受且排除其他股份共同持有人之表決。
64. 當股東心神喪失，或經有管轄權之法院判決心神喪失時，得由其監護人或由該法院指定性質上為其監護人之其他人代為投票。該監護人或該其他人並得委任代理人投票。
65. 股東對於股東會議討論之事項，有自身利害關係致有害於本公司利益之虞時，不得加入表決。不得行使表決權之股份數，不算入已出席股東之表決權數但仍應算入計算法定出席人數時之股數。上述股東並不得代理他股東行使其表決權。
66. 表決之方式得以書面或電子傳送之方式為之，如該表決權行使之方式已載於股東會召集通知內；惟若本公司股東會於非台灣地區召開時，本公司應於股東會通知內載明表決之方式得以書面或電子傳送之方式為之。
67. 股東依據第 66 條而以書面或電子傳送之方式行使表決權者，應視為已親自出席股東會。但就該次股東會之臨時動議及原議案內容之修正，視為棄權。
68. 股東以書面或電子方式行使表決權者，其意思表示應於股東會召開五日前送達本公司，於本公司收受二份以上之意思表示時，以最先送達本公司者為準。但後送達之意思表示載有明確撤銷前份意思表示之文字者，不在此限。
69. 股東以書面或電子方式行使表決權後，欲親自出席股東會者，該股東至遲應於股東會召開之前一日，送達另一份意思表示以撤銷先前行使表決權之意思表示。未及時撤銷先前意思表示者，以書面或電子方式行使之表決權為準。股東以書面或電子方式行使表決權，並以委託書委託代理人出席股東會者，以委託代理人出席行使之表決權為準。
- 70.(A) 關於股東會程序和表決，本章程未規定者，應依本公司「股東會議事規則」及適用之掛牌規則辦理。本公司股東會議事規範應由股東會依法律、適用之掛牌規則，特別是「公開發行公司股東會議事規範」，制訂或修正之。
 - (B) 如股東會議之召集程序或其決議方法違反法律、適用之掛牌規則或本章程時，股東得自決議之日起三十日內以台灣台北地方法院為管轄權法院訴請判決，或向開曼群島之法院請求適當之救濟。於台灣台北地方法院所為之裁決得以於台灣地區之外執行及獲認可之

情形下，該裁決對本公司應為最終且具拘束力之裁決。

委託書之徵求

71. 股東得以本公司所提供之委託書指派代理人出席股東會，委託書需載明授權範圍。就每一股東會，每一股東僅得簽署一委託書指派一代理人，且應於股東會召開之五日前將書面之委託書送交予本公司。於本公司收受二份以上之書面委託書時，以先送達本公司之委託書為準，除非後送達之書面委託書載有明確撤銷前份書面委託之聲明。
72. 委託書由本公司印發之，並載明僅供特定會議使用。委託書之格式應至少包含下列資訊：(a)如何完成該委託書之說明，(b)依該委託書所表決之事項，及(c)與股東、委託書徵求/受任人及委託書徵求代理人(如有)相關之基本身分資訊。委託書格式應與相關股東會之開會書面或電子通知一併提供予股東，且該書面或電子通知與委託書資料應於同日發送予所有股東。
73. 委託書應由委任人或其書面授權代理人親手為之。若委任人為公司時，以公司印章、其授權之高階主管或其授權代理人親手為之。受任人不需具備股東之身分。
74. 除經台灣主管機關核可或本章程明文訂定之信託事業或股務代理機構外，於一受託人同時受二人以上股東委託時，其代理之表決權不得超過本公司表決權總數之百分之三，超過時其超過之表決權，不予計算。
75. 無論是否於章程內有所明載，於股份在興櫃市場、證券櫃檯買賣中心或台灣證券交易所交易期間，所有對於本公司股份之委託書及/或徵求人徵求委託書之相關事項均係遵循台灣之「公開發行公司出席股東會使用委託書規則」及適用之掛牌規則之規定辦理。

會議中由代表人代理之法人

76. 法人為股東或董事者，得依其董事會或其他治理實體之決議，授權其認為適當之人於本公司任何會議、任何類別之股東會議、董事會或董事委員會擔任其代表人，且被授權之人應有權代理該法人行使該法人如為個人股東或董事一般可行使之相同職權。法人股東得隨時改派代表人。

董事

77. (A) 除非本公司於股東會另有決議，於本公司之股份在興櫃市場、或在證券櫃檯買賣中心或台灣證券交易所交易前，本公司之董事名額為五至十席，而每屆董事之實際席數則由股東會以普通決議之方式決定之。首屆董事應由全部或多數之本組織章程簽署者選出或指派。本公司之董事無須為本公司之股東。非本公司股東擔任董事者，有收受股東會召集通知、出席股東會或任何股份類別之股東會並發言之權利。
- (B) 於股份在興櫃市場、或在證券櫃檯買賣中心或台灣證券交易所交易期間，董事之成員應包含相關法律、規則或相關之外國發行人所適用之掛牌規則所定之獨立董事。於證券櫃檯買賣中心掛牌交易時，本公司設置獨立董事人數不得少於三人，其中至少一人應在中華民國設有戶籍；於台灣證券交易所掛牌交易時，本公司設置獨立董事人數不

得少於二人，其中至少一人應在中華民國設有戶籍。獨立董事之人數應不得少於董事人數之五分之一。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，不得與公司有直接或間接之利害關係。獨立董事應符合適用之上市規則與中華民國證券法令所要求之資格條件，包括但不限於對於其專業資格之要求、持股與兼職限制、獨立性之認定。

(C) 獨立董事之人數不足章程最低之規定者，本公司應於最近一次股東會進行獨立董事之補選程序。獨立董事均解任時，本公司應自事實發生之日起六十日內，召開股東臨時會補選之。

78. (A) 股東會得選任任何自然人或法人為董事，惟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。

(B) 本公司召開股東會選任董事，原當選人不符第 78(A)條之規定時，不符規定之董事中所得選票代表選舉權較低者，其當選失效。

(C) 已充任董事違反第 78(A)條之規定者，按其違反之事實對應適用第 78(B)條之規定當然解任之。

(D) 董事因故解任，致不足五人者，本公司應於最近一次股東會進行董事之補選程序。

(E) 董事缺額達所定席次三分之一者，董事會應自事實發生之日起六十日內，召開股東臨時會補選之。

79. 於股東會選舉董事時，每一股份有與應選出董事人數相同之選舉權，得集中選舉一人或分配選舉數人，由所得選票代表選舉權較多者，當選為董事。股東得由其代表人當選為董事，代表人有數人時，得分別當選。

80. 依據第 77、78 及 79 條規定之董事選舉候選人名單應由董事會準備，並於選舉董事之股東會召開前送交予股東。董事會亦可採用合於相關掛牌規則之候選人提名制度。選舉人提名之規則及程序應與董事會及普通決議所隨時通過之政策相符，該政策亦須符合法律、本章程及適用之掛牌規則。

81. 除本章程另有規定外，董事之任期不得逾三年，任期屆滿之後得以連任之。倘若於任期屆滿後並未有效選出新任之董事，則原任董事之任期將延長至新任董事選出並承接其職務為止。

82. 董事得隨時以股東會之 A 類特別決議，或於出席股東之股份總數未達 A 類特別決議之門檻時，以 B 類特別決議解任之。如董事於任期內遭無正當理由解任，該董事得以向本公司請求任何及全部因該解職所造成之損害。

83. 董事長應由董事會以三分之二以上之當時在任董事出席，及出席董事過半數之同意選舉之。董事長之任期亦應由董事會以三分之二以上之當時在任董事出席，及出席董事過半數之同意定之。於每一董事會，董事長應擔任主席，並且對外代表本公司。若董事長未於董事會開始後之十五分鐘內出席時，出席之董事得選舉一人擔任該次董事會之主席。

84. 除法律及適用之掛牌規則另有規定外，董事會得隨時採用、制定、修改或撤銷本公司治理政策或計畫，該政策及計畫係用以制定本公司及董事會對各種公司治理議題之政策，而得由董事會隨時以決議訂定之。
85. 董事之資格不以持有本公司之股份為必要。

董事之酬勞及支出

86. 董事報酬應依其對本公司營運參與之程度及貢獻之價值，並參酌台灣及國際之一般業界標準，授權由董事會議定。每一董事應有權領取或預支因出席董事會、董事委員會、股東會、任何類別之股份或債券會議或與履行其董事義務相關而合理產生或可預期之交通、住宿及其他附帶費用。
87. 經本公司要求，董事為本公司之所需而前往或旅居國外者，或經董事會認定其所履行之職務超過一般董事之職責者，該董事得領取董事會決定之額外酬勞（無論以薪資、佣金、紅利或其他方式為之）。且該額外之酬勞應附加於或取代本章程之其他條款所定之一般酬勞。

董事代理人

88. 於無法親自出席會議或董事會議時，任何董事得委任其他董事代其出席並投票，受委任之董事應遵循委任董事之指示，惟以受一人之委託為限。委任之文書應由委任董事以書面為之，其格式應屬正常且一般可接受之格式，或其他董事會同意之格式。委任文書應留存於該次董事會議之主席處，如為首次使用該委任文書，應於董事會議召開前留存之。

董事及經理人職權

89. 除法律、本章程、適用之掛牌規則與股東會通過之任何決議另有規定外，本公司之業務應由董事會管理，得由其支付本公司設立與註冊所發生之所有費用及行使本公司所有權力。股東會所通過之決議不得使董事於無該決議前之有效行為無效。
90. 董事會應指定執行長、公司秘書和由董事會決定之其他經理人（得為董事或其他人）擔任經理人，該等人員視為法律和本章程所稱之經理人，其任期及其薪酬（不論是以薪資或佣金或參與分紅之方式給付，或部份以其中一種方式而部份以其他方式給付）以及其職權，均由董事會認為適當者訂定之。董事會指定出任上述職位之任何人，亦得由董事會予以免職。董事會亦得依類似條件指定一名或多名董事出任執行董事，但任何該項任用應於任何執行董事因任何原因不再是董事時，或若本公司以普通決議方式將其解職時，一併終止。
91. 董事會得指定一名秘書（及必要時一名或若干名助理秘書），其任期、薪酬與條件及其職權，均由董事會認為適當者訂之。董事會任用之上述任何秘書或助理秘書，亦得由董事會予以免職。除經董事會明確之授權者外，秘書或助理秘書應不得以行使任何法律或相關法規所賦予其之職能或權力。公司秘書應出席所有股東會，製作正確的會議紀錄，並編為簿冊。公司秘書應依法律、適用的掛牌規則、本章程規定或董事會之指示執行其他職務。
92. 董事會得將其任何權力委由委員會行使，其組織成員由董事會認為適當者訂之；前述之任何委員會，在行使受委任之權力時，應遵守董事會得制訂之委員會有關之任何規章。

93. 董事會得隨時及在任何時候，以授權書（不論是蓋章或簽名）或其他方式委派任何公司行號或任何人或團體（不論是由董事直接或間接提名）為本公司之代理人，其目的、權力、權限與裁量權（不得超過董事依據本章程獲得授予或得行使之權限）任期與條件，均由董事會認為適當者訂之。任何該授權書或其他委任均得包含董事會認為適當之條款，以保護與任何該代理人接洽之人及給予便宜行事之方便，並得授權任何該代理人得將其獲得授予之所有或任何權力、權限與裁量權，再委由他人行使。
94. 董事會得以其認為適當之方式隨時規定本公司業務之管理，且以下三條之規定不得限制本條賦予之概括權力。
95. 董事會得隨時及在任何時候，設立任何委員會、地區理事會或代理機構，以管理本公司任何業務，並得指定任何人為該委員會或地區理事會之成員且得任用本公司之任何經理或代理人，並訂定任何該人士之酬勞。
96. 董事會得隨時將董事當時被授與之任何權力、權限與裁量權，再委由任何委員會、地區理事會、經理或代理人行使，並得授權任何該地區理事會當時在任之成員或其中任何人遞補其任何缺額及於即使有該缺額時採取行動。而任何該任用或委任之任期與條件均由董事會認為適當者訂之，且董事會得在任何時候將上述任用之任何人免職並得撤銷或變更任何該委任，但依善意而為交易且未受通知有任何該撤銷或變更之人，不受影響。
97. 上述之任何授權得經董事會授權後，將其於當時獲得授予之所有或任何權力、權限與裁量權，再委由他人行使。

董事會之借款權

98. 董事會得行使本公司借款權及在借款時抵押公司事業與財產、發行公司債、於特定時間間隔支付特定數額之優先股與其他證券，或以其擔保本公司或任何第三者之任何債務、負債或義務。但應遵守本公司章程其他規定、本公司「取得或處分資產處理程序」、「資金貸與背書保證作業程序」及其他相關內規。

印章

99. 除有董事長或董事長指定人士之授權，且未違反董事會之決議外，不得在任何文件用印；但該授權得在用印事前或事後提供，且若是事後提供，得以一般之形式確認複數之用印。用印時須有一名董事或一名秘書（或一名助理秘書）或董事會專案指定之任何一人或多人在場，且前述之每一人均應於在其在場時用印之該文件上簽名。
100. 本公司得在董事會指定之國家或地點保存一份複製印章，但未經董事會之決議授權，不得於任何文件上使用該複製印章；但該授權得在使用該複製印章事前或事後提供，且若是事後提供，得以一般形式確認該複製印章之複數用印。使用該複製印章時須有董事會專案指定之任何一人或多人在場且前述之每一人均應於在其在場時使用該複製印章之該文件上簽名。依前述方式使用該複製印章及簽名，其意義與效力等同已在一名董事或一名秘書（或一名助理秘書）或董事會專案指定之任何一人或多人在場時使用印章。

101. 但即使有上述規定，於取得董事長之事前授權後，一名祕書或任何助理祕書有權在為對於任何文件中所載事項進行認證之目的，而在該文件上使用印章或複製印章，但該文件不得創設拘束本公司之任何義務。

董事之退職及解任

102. 有以下(a)至(g)之情形者，不得擔任董事；另有以下各項情形時，應即喪失董事職務：

- (a) 曾犯重罪，經有罪判決確定，服刑期滿尚未逾五年者；
- (b) 曾犯詐欺、背信或侵占罪，經受有期徒刑一年以上宣告，服刑期滿尚未逾二年者；
- (c) 曾盜用公司款項或服公務虧空公款，經判決確定，服刑期滿尚未逾二年者；
- (d) 破產或與其債權人為任何債務清償安排或和解；
- (e) 因不合法使用信用票據而經拒絕往來尚未期滿者；
- (f) 無行為能力、限制行為能力或死亡者；
- (g) 依本章程被免職；
- (h) 以書面通知本公司辭任；或
- (i) 讓售或轉讓其於當選董事時所持有二分之一以上之股份。

103. 以遵循法律以及開曼群島之其他法規為前提，若董事在履行其職務期間，其行為導致本公司蒙受重大損害或嚴重違反相關法令或本章程，但未經公司依據 A 類特別決議或 B 類特別決議予以解任者，則持有已發行股份總數百分之三以上股份之任何股東有權在該次股東會後三十日內，以台灣台北地方法院為管轄權法院訴請判決解任，或向開曼群島之法院訴請解任該董事。於台灣台北地方法院所為之裁決得以於台灣地區之外執行及獲認可之情形下，該裁決對本公司應為最終且具拘束力之裁決。

董事會之會議程序

104. 董事會的召集，應七日前給予董事及監察人書面通知。通知期間之計算，應排除給予通知當日及會議召開日，通知應載明會議地點、日期、時間及召集事由。但有緊急情事時，得隨時召集之，另該通知期間之要求得以由董事決議縮短或解除之。若本公司取得個別收受者之事前同意，董事會之通知得以電子通訊方式為之。董事會得於其認為適合時，召集會議（在開曼群島境內或境外）以處理業務、延會、及規範其會議與程序等事宜，惟董事會應依適用之掛牌規則所規定之期間或頻率召開。任何一名董事均得，及於一名董事要求時，應即於任何時候召開董事會會議。關於董事會之程序，本章程未規定者，應依本公司「董事會議事規範」辦理。
105. 董事得透過視訊設備參與董事會，使所有參加會議者可以同時並即時討論，以此方式參加開會者視為親自出席會議。
106. 董事會議決事項所需之法定出席人數為過半數之董事。在任何會議中由代理人或代理董事代表之董事，在計算法定出席人數時，應視同親自出席。除第107條之規定外，任何會議提案之決定均以該次會議出席董事投票過半數決為之。票數相同時，主席不得投第二或決定票。

107. 下列事項之決議需由全體董事三分之二出席之董事會會議，以出席董事過半數之同意行之：
- (a) 締結、變更或終止關於出租全部營業，委託經營或與他人經常共同經營之契約；
 - (b) 出售或讓與全部或主要部分之營業或財產；
 - (c) 受讓他人全部營業或財產，對本公司營運有重大影響者；
 - (d) 依據本章程選舉董事長；及
 - (e) 公司債券之發行。
108. 董事對於會議之事項，有直接或間接之自身利害關係致有害於公司利益之虞時，該董事應向董事會報告自身利害關係之性質，並且不得於董事會表決該利害關係事項，亦不得代理他董事行使其該利害關係事項之表決權。因上述規定而不能表決或行使任何表決權之董事，不計入已出席董事之表決權數（但仍應計入該次會議之法定人數）。
109. 董事為其本身或代他人為本公司業務範圍內之任何行為，應向股東會報告該行為之主要內容並須獲得A類特別決議，或於出席股東之股份總數未達A類特別決議之門檻時，以B類特別決議核准。若未取得該核准，則涉有利益之董事應在該行為之後一年內，依據股東會普通決議之要求，將其因任何該行為獲得之任何利潤歸還本公司。
110. 董事得兼任本公司任何其他有報酬之職務（但不得兼任監察人），其任期與條件（報酬與其他條件）由董事會決定之。董事或候任董事不因其所在職位或兼任本公司任何其他有報酬之職務，而喪失得與本公司簽訂契約之資格，且簽訂該契約或因此涉有利益關係之任何董事也不因該董事持有該職位或因該職位所建立之受託關係，而必須將其因任何該契約或安排獲得之任何利潤歸還本公司。
111. 除本章程另有規定外，任何董事均得以其本身或其事務所，為本公司之專業代理人。董事或其事務所所有權就其提供之專業服務，比照非董事之身份，獲得酬勞之給付；但本條之規定並未授權董事或其事務所得擔任本公司之監察人。
112. 除經主管機關核准者外，下列提議之本公司交易事項應提董事會決議通過，董事會決議之表決應以投票方式為之，不採行書面決議方式；獨立董事如有反對意見或保留意見，應於董事會議事錄載明：
- (a) 訂定或修正內部控制制度；
 - (b) 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；
 - (c) 涉及董事或監察人自身利害關係之事項；
 - (d) 重大之資產或衍生性商品交易；
 - (e) 重大之資金貸與、背書或提供保證；
 - (f) 募集、發行或私募具有股權性質之有價證券；
 - (g) 簽證會計師之委任、解任或報酬；
 - (h) 財務、會計或內部稽核主管之任免；及
 - (i) 其他經主管機關規定之重大事項。

113. 當董事會會議主席簽署該次會議之會議記錄，則該次會議應被視為依規定舉行之會議；即使全體董事並未實際集會或其程序中可能有技術上的瑕疵。董事會應將所有會議紀錄彙集成冊或裝入專用的活頁檔案夾，以記錄下列事項：
- (a) 董事會任用之所有高階主管；
 - (b) 董事會及其任何委員會之每次會議出席董事名單；及
 - (c) 本公司與董事會及其任何委員會之所有會議之所有決議與程序，包含獨立董事的反對事項及意見，以及監察人的報告及意見。
114. 在任之董事，即使其組織有任何出缺，仍可做成決議，但若其人數已減少至不足本章程所訂或依據本章程訂定之董事會所需法定人數，則在任之董事得決議召開一次公司股東會，但不得決議其他事項。
115. 董事會指定之委員會得為其會議選舉一名主席，但董事會為該委員會制訂之任何規章別有規定者，從其規定。若未選出主席，或會議時主席未於預定之會議召開時間十五分鐘內出席，則出席會議之委員會委員得自出席委員中推選一人為會議主席。
116. 董事會指定之委員會得於其認為適當時開會與休會。任何會議中之提案應以出席委員過半數之決議行之，但董事會為該委員會制訂之任何規章別有規定者，從其規定。
117. 董事或其委員會之任何會議所為之決議或任何人以董事身份所為之任何行為，即使該董事或做為上述身份之人嗣後被發現其任用程序有瑕疵，或其全部或其中有任何人喪失資格，仍屬有效，視同各該人士均循正當程序任用並均俱備董事資格。

股利

118. 依據法律及本章程之規定，股東會得宣布以任何貨幣分派股息或紅利於股東，但不得超過董事會所建議之金額。本公司股票在興櫃市場、或在證券櫃檯買賣中心或台灣證券交易所交易期間，股息或紅利之分派應以新台幣為之。
119. (A) 公司非彌補虧損（包括先前年度之虧損）及依本章程第120(A)條規定提出法定盈餘公積後，不得分派股息及紅利。
- (B) 公司無盈餘時，不得分派股息及紅利。但法定盈餘公積已達實收資本額百分之五十時，得以其超過部分派充股息及紅利。
- (C) 公司於會計年度終了時如有盈餘，應先提繳稅款，彌補以往虧損，次提公積，如尚有盈餘得由股東常會普通決議分派之，其分派順序如下：
- (a) 以百分之一至百分之二作為員工紅利，員工紅利以股票發放時，其對象得包括符合一定條件之從屬公司員工，該一定條件得由董事會訂定之。
 - (b) 以百分之一作為董事及監察人酬勞。
 - (c) 其剩餘者，除經董事會保留為未分配盈餘外，得依股東持股比例，派付股東股息及紅利。

120. (A) 公司於完納一切稅捐後，分派盈餘時，應先提出百分之十為法定盈餘公積。但法定盈餘公積，已達資本總額時，不在此限。
- (B) 除前項法定盈餘公積外，公司得以股東會普通決議，另外提撥特別盈餘公積。
- (C) 董事會應設立股份溢價帳戶，且撥入相當於超過票面金額發行股票所得之溢價金額或價值之款項。當股份贖回或買回時，若該股份面額與贖回或買回價格之間有差額時，該差額應即借記股本溢價帳目；但董事會得自行斟酌，用本章程所允許之帳目，支付該金額。
- (D) 除本章程或開曼法令另有規定外，法定盈餘公積及資本公積除填補公司虧損外不得使用之。公司除於盈餘公積填補資本虧損仍不足外，不得以資本公積補充之。
121. 分派股息、紅利或其他利益之決議中，應明定應給付或分配予股東之基準日。
122. (A) 公司得以B類特別決議將應分派股息及紅利之全部或一部，以發行新股方式為之；不滿一股之金額，以現金分派之。
- (B) 無論紅利之分派是否依本條(A)項以發行新股方式為之，員工紅利均得以新股或現金支付之。
123. 所有應以現金支付之股息紅利、利息或其他款項，公司得以電匯（經股東同意，匯至股東所提供、以其名義設立之中華民國銀行帳戶為限）或以支票或憑單郵寄至股東的登記地址；如係數人共有之股份，寄至在股東名簿上登記為首之股東的登記地址，或股東或共同持有股東以書面通知之地址。每張支票或憑單除非持有人或共同持有人另為指示，應以股東為受款人，如係數人共有之股份，以在股東名簿上登記為首之股東為受款人。電匯或支票或憑單寄送之風險由股東負擔之。如股份登記為數人共同持有，其中任何一人得就該股份之任何股息、紅利、其他應給付款項或分配之資產出具有效之收據。
124. 所有股息紅利經宣佈分派一年後未領取者，該股息經領取前，得由董事會為公司之利益進行投資或作其他用途使用。任何股息紅利於宣佈分派後六年仍未領取者應沒入並返還予公司。就股份所未領取之股息或其他應付之金額，公司不會成為該等款項之受託人。
125. (A) 公司無虧損者並符合法律之規定，得以B類特別決議將法定盈餘公積及下列之資本公積-股份溢價帳戶、受領贈與之所得-之全部或一部撥充資本，按股東原有持股比例配發新股。以法定盈餘公積撥充資本者，以該項公積已達實收資本額百分之五十，撥充金額以該法定盈餘之半數為限。
- (B) 本章程第13條之規定，於本公司以公積或資產增值抵充核發新股予原有股東時，不適用之。

帳目、查核及年度申報

126. 本公司業務有關之帳簿應以董事會隨時決定之方式備置。
127. 帳簿應備置於本公司辦公室或董事會認為適當之其他地點，並應開放供董事查閱。
128. 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，提出於股東常會請求承認，經股東常會承認後，董事會應將財務報表及盈餘分派或虧損撥補之決議，分發各股東。對於本公司持有記名股票未滿一千股之股東，前項財務報表及盈餘分派或虧損撥補決議之分發得以公告方式為之。
129. 董事會依前條所造具之各項表冊與監察人之報告書，應於股東常會開會十日前，備置於本公司或股務代理機構，股東得隨時查閱，並得偕同其所委託之律師或會計師查閱。
130. 除了上述之第129條與第133條外，董事會應隨時決定本公司任何帳目與簿冊是否應開放給非董事之股東檢查及其開放程度、時間、地點與條件或規則。除法律允許或董事會或以普通決議授權外，股東（若非董事）無權檢查本公司任何帳目或簿冊或文件。
131. 本公司業務有關之帳目，其查核方式及所查核之會計年度，由董事會隨時或依適用之掛牌規則之要求決定之。
132. 董事會應每年編造或委由他人編造一份年度申報書，提供法律要求之資料並將其複本一份提交開曼群島公司註冊處。
133. 董事會應於辦公室及其在台灣之股務代理機構備置本公司章程、每次股東會議之會議紀錄與財務報表、股東名簿及本公司發行之公司債券存根。本公司之任何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。
134. 任何股東均無權要求查閱與本公司交易細節有關之任何資訊，該資訊本質上屬本公司營業秘密或機密製程且攸關本公司業務之運作而董事會認為公開將不符合本公司股東利益之任何資訊，但本章程中提供之權利不受影響。
135. 董事會有權向任何主管機關或司法機關提供或揭露其持有、保管或控制，而與本公司或其業務或其任何股東有關之任何資訊，包括但不限於股東名簿及股權移轉登記簿所含之資訊。

監察人

136. 除本公司於股東會另為決議者外，本公司監察人由股東會選任自然人或法人為之。於本公司之股份在台灣證券交易所或證券櫃檯買賣中心掛牌交易前，監察人之人數不得低於三人，其中至少須有一人在台灣有住所。監察人之人數及資格應專由股東會依據相關之法律、規定、命令或適用之掛牌規則以普通決議之方式決議之。
137. 本公司之每位監察人均有權在任何時間，查閱本公司之簿冊與帳目以及傳票，並有權向本公司董事與高階主管索取監察人執行職務所需之資訊與說明。

138. 監察人對於董事會編造提出股東會之各種表冊，應予查核，並報告意見於股東會。監察人辦理前項事務，得委託會計師審核之。監察人應依董事會要求，在其受任用後之次一年度股東會及在其任內經董事會或任何股東會要求時，就其任內之本公司帳目提出報告。
139. 監察人不得兼任本公司董事、經理人或其他職員。
140. 監察人應監督本公司業務之執行，並得隨時調查本公司業務及財務狀況，查核簿冊文件，並得請求董事會或經理人提出報告。監察人辦理本項事務，得代表本公司委託律師、會計師審核之。
141. 董事發現本公司有受重大損害之虞時，應立即向監察人報告。
142. 監察人得列席董事會陳述意見，該意見應載於董事會之議事紀錄。董事會或董事執行業務有違反法令、適用之掛牌規則、章程或年度及臨時股東會決議之行為者，監察人應即通知董事會或董事停止其行為。
143. (A) 繼續一年以上持有本公司已發行股份百分之三以上之股東，得以書面請求監察人為公司對董事提起訴訟，並得以台灣台北地方法院為第一審管轄法院。
- (B) 股東提出請求後三十日內，監察人不提起訴訟時，股東得以公司名義為公司提起訴訟，並得以台灣台北地方法院為第一審管轄法院。
144. 監察人各得單獨行使監察權。
145. 董事為自己或他人與本公司為買賣、借貸或其他法律行為時，由監察人為本公司之代表。
146. 除法律及適用之掛牌規則另有規定外，監察人應負與董事相同之忠實執行業務義務及善良管理人之注意義務。
147. 監察人全體均解任時，董事會應於六十日內召開股東臨時會選任之。
148. 於適用之情形下，本章程第79、第80、第81、第82、第86及第102條亦同時適用於監察人。

公開收購

149. 董事會應在本公司或其依據適用之掛牌規則指定之訴訟或非訟代理人收到股權收購申請書及相關文件後七日內，對建議股東接受或反對該股權收購做成決議，並公告下列事項：
- (a) 董事、監察人及持有已發行股份超過百分之十之股東以自己或他人名義所持有之股份種類與數額。
- (b) 就本次公開收購向股東提出之建議，並於該建議中，註明對該公開收購提議投棄權票或反對票之董事姓名及其理由。
- (c) 本公司之財務狀況在最近期財務報告提出後是否有任何重大變化及其變化內容。
- (d) 董事、監察人及持股超過已發行股份百分之十之股東以自己或他人名義所持有之公開收購人或其關係企業之股份種類、數量與金額。

通知

150. 除本章程另有規定外，任何通知或文件均得由本公司或有權寄發通知給任何股東之人，以親自送達方式或以傳真或以貼足郵資郵寄或預付運費交由已獲承認之快遞公司遞送之方式，按股東名簿所載地址送達該股東，或在所有適用之法令允許之範圍內，以電子傳輸方式傳至該股東已以書面確認為該通知送達所用之任何電郵號碼或地址。若是股份之共同持有人，則所有通知均應寄至共同持有人之中其姓名在股東名簿上被登記為該共有股份之代表人者，而以此方式寄出之通知即視為已寄予所有共同持有人之有充分效力之通知。
151. 親自或委託代理人出席本公司任何會議之任何股東，應被視為已收到該會議之適當通知並得於必要時，做為該會議召開目的之通知。
152. 任何通知或其他文件，其送達時間之認定如下：
- (a) 若用郵寄或快遞，則以交付郵寄或快遞後五日為送達；
 - (b) 若用傳真，則以傳真機印出一份報告，確認已完全傳送至收件人傳真號碼時為送達；
 - (c) 若由已獲承認之快遞公司快遞，則以交付快遞公司後四十八小時為送達；或
 - (d) 若用電郵，則以電郵傳送當時為送達。
- 若用郵寄或快遞，證明已在裝有該通知或文件之信封書寫正確地址投郵或交付快遞公司，即為送達之充分證明。
153. 已依據本章程條款郵寄至或留置於股東登記地址之任何通知或文件，即使該股東當時已死亡或破產，不論本公司是否已收到其死亡或破產之通知，關於該股東以單獨或共同持有人登記於其名下之任何股份，均視為已送達；除非通知或文件送達當時，其名字已由股東名簿除名，不再是該股份之持有人。而該送達即為該通知或文件已送達予對該股份享有利益之所有之人（不論係共同享有利益或透過該人主張或因該人而得主張利益）之充分證據。
154. 本公司每次股東會之通知應寄給：
- (a) 持有附應受通知權利之股份並已向本公司提供其受通知地址之所有股東；及
 - (b) 因有權受會議通知之股東死亡或破產而於股份中享有權利之每一個人。
- 任何其他人則無受股東會通知之權利。

補償

155. 本公司之每位當時在任之董事（於本條中，還包括依據本章程指定之任何代理董事）與其他高階主管（各稱為「受償人」）因執行本公司業務或事務（包括因判斷錯誤所致）或因行使或履行職權、授權或裁量權而發生或蒙受之所有訴訟、成本、費用、開銷、損失、損害或責任，除因該受償人本身之不誠實、惡意違約或詐欺行為所致外，概由本公司資產與資金予以補償及給予免責保障，包括（但不因此限制上述之概括規定）該受償人在開曼群島或其他地區之任何法院，為本公司或其業務有關之民事訴訟辯護（不論是否勝訴）所發生之任何成本、費用、損失或責任。

156. 除非是因該受償人本身之不誠實、惡意違約或詐欺行為所致，否則受償人不須向本公司負責。

會計年度

157. 除非董事會另有其他規定，否則本公司之會計年度應於每年的十二月三十一日結束，於每年的一月一日開始。

解散清算

158. 若本公司解散及可供分配予股東之資產不足以償付全部股份資本，則該資產之分配方式，應盡可能使股東按其持股比例負擔虧損。若解散時可供分配股東之資產大於足夠償付解散開始時之全部股份資本，則剩餘部分應按解散開始時股東持股比例分配給各股東。本條規定不影響依特別條款與條件發行之股份持有人權利。
159. 若本公司解散清算，則清算人得經B類特別決議之授權以及法律要求之任何其他授權並依據適用之掛牌規則，以實物將本公司全部或任何部份資產分配給股東（不論其為相同或是不同之財產），並得因此為擬依上述規定分配之任何財產，訂定其認為公平之價值及決定股東之間或不同類別股東之間的分配方式。清算人得以同一授權，為股東之利益，將該全部或任何部份之資產交付清算人以同一授權認為適當之信託，但不得強制股東接受附帶有任何債務之任何資產。
160. 本公司應保管所有報表、帳目記錄與文件，為期十年，自清算完成之日起算，其保管人應由清算人或由本公司以普通決議方式指定之。

章程修訂

161. 本公司得隨時以B類特別決議之方式變更或修訂章程之全部或部份條文，但法律與章程另有規定者，從其規定。

持續營業之註冊

162. 本公司得以B類特別決議，以持續經營型態在開曼群島以外之國家地區或當時其立案、註冊或存續所在地之其他國家地區註冊。為落實依據本條通過之決議，董事會得委託他人向公司註冊處申請撤銷本公司在開曼群島或當時立案、註冊或存續所在地之該其他國家地區之註冊及辦理其認為本公司以持續經營型態移轉所需之後續手續。

【附錄三】

KINGCAN HOLDINGS LIMITED 董事及監察人選舉辦法(修訂前)

- 第一條：為公平、公正、公開選任董事、監察人，爰依台灣「上市上櫃公司治理實務守則」第二十一條及第四十一條規定訂定本程序。
- 第二條：本公司董事及監察人之選任，除台灣及開曼群島之法令或本公司章程另有規定者外，應依本程序辦理。
- 第三條：本公司董事之選任，應考量董事會之整體配置。董事會成員應普遍具備執行職務所必須之知識技能及素養，其整體應具備之能力如下：
- 一、營運判斷能力。
 - 二、會計及財務分析能力。
 - 三、經營管理能力。
 - 四、危機處理能力。
 - 五、產業知識。
 - 六、國際市場觀。
 - 七、領導能力。
 - 八、決策能力。
- 第四條：本公司監察人應具備下列之條件：
- 一、誠信踏實。
 - 二、公正判斷。
 - 三、專業知識。
 - 四、豐富之經驗。
 - 五、閱讀財務報表之能力。
- 本公司監察人除需具備前項之要件外，全體監察人中應至少一人須為會計或財務專業人士。
- 第五條：依據本公司章程之規定，於本公司因股份在證券櫃檯買賣中心或台灣證券交易所交易期間，本公司應設置獨立董事。本公司獨立董事之資格，應符合台灣「公開發行公司獨立董事設置即應遵循事項辦法」第二條、第三條以及第四條之規定。
- 第六條：本公司董事及監察人之選舉採用記名累積選舉法，每一股份有與應選出董事或監察人人數相同之選舉權，得集中選舉一人，或分開選舉數人。
- 第七條：董事會應製備與應選出董事及監察人人數相同之選舉票，並加填其權數，分發出席股東會之股東，選舉人之記名，得以在選舉票上所印出席證號碼代之。
- 第八條：本公司董事及監察人依公司章程所定之名額，分別計算獨立董事、非獨立董事之選舉權，由所得選舉票代表選舉權數較多者依次當選，如有二人以上得權數相同而超過規定名額時，由得權數相同者抽籤決定，未出席者由主席代為抽籤。

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

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

第十一條：選舉票有下列情事之一者無效：

一、不用董事會製備之選票者。

二、以空白之選票投入投票箱者。

三、字跡模糊無法辨認或經塗改者。

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

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

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

第十二條：投票完畢後當場開票，開票結果由主席或其指定之人當場宣布董事及監察人當選名單。

第十三條：當選之董事及監察人由本公司董事會發給當選通知書。

第十四條：本程序由股東會通過後施行，修正時亦同。

第十五條：本選舉辦法為本公司章程之附則，本選舉辦法未規定者將依本公司章程之規定為主。於本選舉辦法之規定與本公司章程之規定相牴觸時，則以本公司章程之規定為準。本選舉辦法如與相關法令相牴觸時，儘該牴觸之部分失效，該部分並悉依有關法令辦理。

【附錄四】

KINGCAN HOLDINGS LIMITED

董事、監察人持股情形

本公司實收資本額為新台幣 600,000,000 元，已發行股數 60,000,000 股。
至本次股東會停止過戶日股東名簿記載之個別及全體董事、監察人持有股數狀況如下表所列：

職 稱	姓 名	持有股數	備 註
董 事 長	李 榮 福	1,800,000	
董 事	莊 素 貞	1,800,000	
董 事	李 毓 嵐	400,000	
董 事	陳 盈 宏	140,000	
董 事	陳 錫 蒼	0	
董 事	葉 公 藝	0	
董 事	黃 景 華	0	
全體董事持有股數合計		4,140,000	

職 稱	姓 名	持有股數	備 註
監 察 人	林 明 壽	0	
監 察 人	梁 麗 紅	0	
監 察 人	莊 庭 禎	400,000	
全體監察人持有股數合計		400,000	

【附錄五】

KINGCAN HOLDINGS LIMITED
本次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

單位：新台幣仟元

項目	年度	100 年度 (預估)
期初實收資本額		600,000
本年度配股配息情形(註 1)	每股現金股利 (元)	1
	盈餘轉增資每股配股數	-
	資本公積轉增資每股配股數	-
營業績效變化情形	營業利益	註 2
	營業利益較去年同期增(減)比率	
	稅後純益	
	稅後純益較去年同期增(減)比率	
	每股盈餘	
	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：擬提請民國一百年股東常會決議。

註 2：依「公開發行公司公開財務預測資訊處理準則」規定，本公司無須公開一百年度財務預測資訊，因此本項不適用。

【附錄六】

KINGCAN HOLDINGS LIMITED

員工分紅及董監事酬勞等相關資訊

一、配發員工紅利及董事、監察人酬勞金額

本公司擬配發員工現金紅利新台幣 10,035,550 元及董事、監察人酬勞新台幣 5,017,775 元。

二、擬議配發員工股票紅利股數及其占盈餘轉增資之比例

本公司擬不配發員工股票紅利，故不適用。

三、考慮擬議配發員工紅利及董事、監察人酬勞後之設算每股盈餘

(一) 原每股盈餘：9.29 元

(二) 設算每股盈餘：9.29 元