

股票代號：8411

KINGCAN HOLDINGS LIMITED

福貞控股股份有限公司

一〇三年股東常會

議 事 手 冊

時間：中華民國一〇三年六月十九日（星期四）

地點：台中市西區館前路57號B1樓(全國大飯店)

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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
一〇三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、承認及討論事項

五、臨時動議

六、散會

Kingcan Holdings Limited

一〇三年股東常會議程

一、開會時間：中華民國一〇三年六月十九日（星期四）上午九時整

二、開會地點：台中市西區館前路57號B1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：102年度營業報告。

第二案：監察人審查102年度決算表冊報告。

第三案：本公司國內第一次無擔保轉換公司債執行狀況報告。

七、承認及討論事項

第一案：公司章程修正案。

第二案：102年度之營業報告書、財務報表及合併財務報表案。

第三案：102年度盈餘分派案。

第四案：本公司擬辦理盈餘轉增資發行新股案。

第五案：取得或處分資產處理程序修正案。

八、臨時動議

九、散會

報告事項

第一案：(董事會提)

案由：102年度營業報告，報請 公鑒。

說明：本公司102年度營業報告書，請參閱【附件一】，本手冊第6-8頁。

第二案：(董事會提)

案由：監察人審查102年度決算表冊報告，報請 公鑒。

說明：監察人審查102年度決算表冊報告，請參閱【附件二】，本手冊第9-10頁。

第三案：(董事會提)

案由：本公司國內第一次無擔保轉換公司債執行狀況報告，報請 公鑒。

說明：本公司於民國102年6月20日董事會決議，為因應購買機器設備、償還銀行借款及充實營運資金，發行國內第一次無擔保轉換公司債。

發行及執行轉換情形如下表：

	第一次國內無擔保轉換公司債
發行日期	102年8月20日
發行目的	購買機器設備、償還銀行借款及充實營運資金
發行總額	新台幣壹拾億元整
轉換情形	截至停止過戶基準日(103年4月21日)止，無轉換。

承認及討論事項

第一案：（董事會提）

案由：公司章程修正案，提請 公決。

說明：1. 本公司為因應實際作業需要及相關法令規定，擬修訂「公司章程」部份條文。
2. 修正條文對照表，請參閱【附件三】，本手冊第11-15頁。

決議：

第二案：（董事會提）

案由：102年度之營業報告書、財務報表及合併財務報表案，敬請 承認。

說明：1. 本公司102年度財務報表，包括資產負債表、損益表、股東權益變動表及現金流量表等，業已自行編製完成並經民國103年3月22日董事會決議通過，且由安侯建業聯合會計師事務所余聖河會計師及李昉儀會計師查核完竣，上述表冊併同營業報告書送請監察人審查完竣，出具審查報告書在案。
2. 民國102年度營業報告書、會計師查核報告及上述財務報表，請參閱【附件一】及【附件四】，本手冊第6-8頁及第16-26頁。

決議：

第三案：（董事會提）

案由：102年度盈餘分派案，敬請 承認。

說明：1. 本公司102年度稅後淨利為新台幣715,369,334元，依法提列10%法定盈餘公積新台幣71,536,933元，連同期初未分配盈餘788,531,349元，加計採用TIFRS調整數223,718,030元，減列首次採用TIFRS提列特別盈餘公積212,748,638元後之淨額為新台幣799,500,741元，其可供分配盈餘為新台幣1,443,333,142元。
2. 擬分配股東紅利新台幣403,555,689元，其中現金股利新台幣40,355,569元，股票股利新台幣363,200,120元；現金股利每股配發新台幣0.35元，股票股利每股配發新台幣3.15000001元。
3. 本案俟股東會決議通過後，擬請股東會授權董事會另訂配股配息基準日及其他相關事宜。
4. 盈餘分派表計算之股東紅利，若本公司於分派股東紅利基準日前如因辦理現金增資、私募普通股或轉換公司債轉換普通股，或依法買回本公司股份、或將庫藏股轉讓或註銷、或因員工行使員工認股權憑證而發行新股，致本公司於分派股東紅利基準日流通在外股數有所變動者，擬請股東會授權董事會依本次盈餘分配案決議之股東紅利總金額，按分派股東紅利基準日實際流通在外股數，調整股東配股及配息率。

5. 本次現金股利分配至元為止(元以下捨去)，未滿一元之畸零數額，差額由本公司以費用列支之。

6. 102年度盈餘分配表，請參閱【附件五】，本手冊第27頁。

決 議：

第四案：（董事會提）

案 由：本公司擬辦理盈餘轉增資發行新股案，提請 公決。

- 說 明：1. 本公司考量未來業務發展需要，擬以102年度應分派之股東紅利新台幣363,200,120元，發行新股36,320,012股，上述增資發行之新股皆為每股面額新台幣10元之普通股。
2. 股東紅利之分配，依本公司可參與分配股份總數115,301,625股計算，每仟股無償配發新股315.00000108股。惟本次股東股票股利之配股率，若本公司於分派股東紅利基準日前如因辦理現金增資、私募普通股或轉換公司債轉換普通股，或依法買回本公司股份、或將庫藏股轉讓或註銷、或因員工行使員工認股權憑證而發行新股，致本公司於分派股東紅利基準日流通在外股數有所變動者，擬請股東會授權董事會依本次盈餘分配案決議之股東紅利總金額，按分派股東紅利基準日實際流通在外股數，調整股東配股率。配發不足一股之畸零股，由股東自停止過戶日起五日內，辦理自行合併湊成一股之登記，其併湊不足部分，按面額折付現金，其不足一股之畸零股由董事會授權董事長洽特定人認購之。
3. 新股之權利義務與原有股份相同。
4. 本增資案經股東常會通過，擬請股東會授權董事會另訂配股基準日。
5. 本增資案相關事宜如因法令變動或經主管機關核示必須變更時，擬提請股東會授權董事會辦理。

決 議：

第五案：（董事會提）

案 由：取得或處分資產處理程序修正案，提請 公決。

- 說 明：1. 配合相關法令規定，擬修訂「取得或處分資產處理程序」部份條文。
2. 修正條文對照表，請參閱【附件六】，本手冊第28-35頁。

決 議：

臨時動議

散會

【附件一】



回顧過去的一年，全球經濟情勢相對處於穩定，且逐漸增溫發展，環繞整體經濟情勢有幾個主要因素：一為歐元區國家主權債務問題漸次獲得解決與谷底回溫，二為美國整體經濟逐步成長復甦及貨幣寬鬆政策逐漸退場，三為中國大陸經濟高成長趨緩及新上任政府政策上抑制高端消費與打擊貪腐習氣而對大陸整體經濟的轉變影響，另一因素則為新興國家經濟體經濟蓬勃發展成長及衰退呈現各自區域發展迥異，但整體經濟景氣已有穩健增長之勢。各項內、外在環境變化影響及經濟情勢發展逐次回溫仍待時間觀察及因應，唯經濟環境的瞬息變化及複雜多變也會考驗著公司團隊對經營環境的掌握能力及因應對策與佈局。

本公司及所屬轉投資公司於一百零二年度是集團整體營運布局發展上最為關鍵推展的一年，首先得力於中國大陸主要客戶於內需市場營銷推展順暢，復加上民生快速消費品需求暢旺而對業績與獲利有明顯的助益，但也面臨內、外在環境壓力及未來產業佈局需快速調整因素所影響，幸而在公司經營團隊秉持誠信務實、永續經營的理念，以及集團內各公司員工同仁共同努力下，於全年度營收及獲利獲致相當顯著之成果。以下就本公司一百零二年度之營運概況暨民國一百零三年度之未來展望報告如下：

（一）營運概況

本公司為集團最終上市控股母公司，主要負責投資規劃及監理各子公司營運，目前經營生產基地佈局於中國大陸福建、山東、湖北及廣東四省，一百零二年度合併營收為新台幣86.38億元，較前一年度增長37.86%，合併稅後淨利則為新台幣7.15億元，較前一年度增長61.11%，合併稅後每股盈餘為新台幣6.82元。展望民國一百零三年度，中國大陸整體經濟環境面臨各項經濟指標成長趨緩，且各種飲料包裝產業間之激烈競爭，復加上同業間跨區域佈局積極；本公司在前一年度於資本市場已順利募集資金以因應與投入集團發展所需機器設備資本支出、償還銀行借款改善財務結構與充實營運資金，刻正依循集團發展策略與佈局，持續投入各轉投資子公司之資本支出，逐步完成充填罐裝代工產能規劃與設備佈置及投產，並積極跨入二片式鋁罐金屬包裝產業，以強化集團於金屬包裝產業競爭優勢，並積極開拓中國大陸內需市場並深化服務客戶，與既有主要客戶緊密配合與成長，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) 本公司所屬轉投資公司

1. 福建福貞金屬包裝有限公司

福建福貞公司在二零二一年度受惠於大陸主要客戶終端消費市場銷售暢旺及客戶端出貨積極因素影響下，因而獲致營收及獲利成長顯著，復加上高毛利產品銷售成長，使得年度營業收入為人民幣12.61億元，較前一年度增加28.03%，稅後淨利則為人民幣1.16億元，較前一年度增加43.17%。面對民國二零二一年度中國大陸終端快速消費品市場各種包裝產品間激烈競爭壓力，復加上公司於建置鳳山新廠區生產規模及上、下游製程整合效益，另公司將積極規劃佈建二片式鋁罐金屬包裝產線並陸續投入相關資本支出，以多元化包裝產品組合滿足客戶各項訂單需求，並運用新式設備及生產技術，藉以提供客戶端最穩定的供給量和高品質的產品，並持續強化客戶服務與市場開拓深度及廣度。

2. 山東福貞金屬包裝有限公司

山東福貞公司於二零二一年同樣受惠於客戶端銷售暢旺與拉貨積極影響，復加上積極推展客戶分散多樣化及產品多元化顯著效果持續影響之下，使得年度營業收入為人民幣5.80億元，較前一年度增加62.01%，稅後淨利則為人民幣0.55億元，較前一年度增加256.84%，呈現營收及獲利大幅增長與貢獻狀況。展望民國二零二一年度，山東福貞公司業已完成上、下游製程整合及佈建，完善整體之營運生產製程外，亦積極覓地規劃佈局二片式鋁罐金屬包裝產線，以因應規劃發展，除確保主要客戶穩定的品質及供應量外，並持續多元化滿足客戶訂單發展需求，且致力提高產品多樣化以繼續深化獲利貢獻，挹注集團整體營收與利潤。

3. 廣東福貞金屬包裝有限公司與湖北福貞金屬包裝有限公司

為因應兩廣、海南與華中兩湖地區客戶需求及開拓當地市場，本公司於二零二一年度積極擴廠與佈局上述地區，業已完成基本產線與產能設置，預計將於新一年度穩定接單與生產出貨，以貢獻集團營收成長動能及獲利。

展望公司未來佈局發展，面對中國大陸經濟成長動能趨緩，且內需快速消費品市場面臨多元化包裝產品激烈競爭，但競爭愈形激烈及蓬勃是必然的發展趨勢，本公司因應市場變化進行產業上下游整合佈局腳步將更形積極，目前刻正籌建中集團內新增轉投資公司一福建福天食品公司及湖北福天食品公司，用以整合產業鏈延伸至下游充填罐裝代工業務發展及推廣，藉以持續穩健深

耕既有主要客戶群並滿足客戶端一站式服務需求；另因應客戶端多元化包裝產品訂單需求，業已積極規劃與投入二片式鋁罐(DI飲料罐)金屬包裝產業及馬口鐵減薄拉昇滾筋(DI食品罐)二片罐製程，以滿足既有客戶端多元化產品需求與進一步拓展有潛力的品牌客戶，挹注集團未來成長動能，關注充滿挑戰與競爭的市場環境及未來，經營團隊及所有員工同仁將本著如履薄冰及兢兢業業的精神，持續專注本業生產營運及擴大集團的佈局與產業鏈整合，為整體金屬包裝產業提供多元化有競爭力的優化商品，及深化與客戶全方位的服務與策略性合作，以創造股東及公司員工最大的利益為依歸，並善盡企業的社會責任要求，最後感謝各位股東持續支持與鼓勵。

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

監察人查核報告書

董事會造送本公司民國一〇二年度營業報告書、財務報表及合併財務報表，其中財務報表及合併財務報表嗣經董事會委任安侯建業聯合會計師事務所余聖河、李昉儀會計師查核完竣，並出具查核報告書。

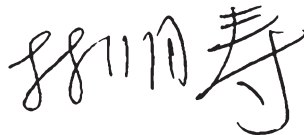
上述營業報告書、財務報表及合併財務報表議案經本監察人查核，認為符合公司法相關法令規定，爰依公司法第二百一十九條之規定報告如上。

敬請 鑒核

此致

KINGCAN HOLDINGS LIMITED 一〇三年股東常會

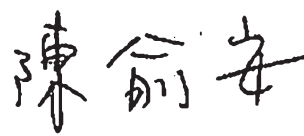
監察人 林明壽



監察人 梁麗紅



監察人 陳俞安



中 華 民 國 一 〇 三 年 三 月 二 十 五 日

KINGCAN HOLDINGS LIMITED

監察人查核報告書

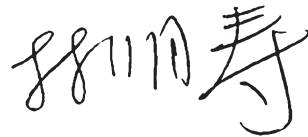
董事會造送本公司民國一〇二年度盈餘分派議案經本監察人查核，認為符合公司法相關法令規定，爰依公司法第二百一十九條之規定報告如上。

敬請 鑒核

此致

KINGCAN HOLDINGS LIMITED 一〇三年股東常會

監察人 林明壽



監察人 梁麗紅



監察人 陳俞安



中 華 民 國 一 〇 三 年 五 月 三 日

【附件三】

KINGCAN HOLDINGS LIMITED
章程修正條文對照表(中文)

條號	修正前條文	修正後條文	修正理由
119	<p>(A) 公司非彌補虧損及依本章程第 120(A)條規定提出法定盈餘公積後，不得分派股息及紅利。</p> <p>(B) 除章程第 125(A)條規定之情形外，公司無累積可分配盈餘 (如第 119 條(C)之定義)時，不得分派股息及紅利。</p> <p>(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 (包括法定盈餘公積及特別盈餘公積，如適用)，並加計前期未分配之保留盈餘後(以下稱「累積可分配盈餘」)，若有剩餘，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，且當年度之股利總額不得低於當年度可分配盈餘總額之百分之十。</p> <p>(D) 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</p>	<p>(A) 公司非彌補累積虧損及依本章程第 120(A)條規定提出法定盈餘公積後，不得分派股息及紅利。</p> <p>(B) 除章程第 125(A)條規定之情形外，公司無累積可分配盈餘 (如第 119 條(C)之定義) 時，不得分派股息及紅利。</p> <p>(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 (包括法定盈餘公積及特別盈餘公積，如適用)，並加計前期未分配之保留盈餘後(以下稱「<u>累積可分配盈餘</u>」)，若有剩餘(以下稱「<u>當年度可分配盈餘</u>」)，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，得另加計或不加計前期未分配之保留盈餘，(當年度可分配盈餘加計前期未分配之保留盈餘者，稱「<u>累積可分配盈餘</u>」)依股東持股比例，派付股東股息及紅利，且當年度之股利總額</p>	<p>為符合公司實際需求且避免誤導，調整文字。</p>

條號	修正前條文	修正後條文	修正理由
	<p>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。</p>	<p>不得低於當年度可分配盈餘總額之百分之十。 (D) 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。</p>	

KINGCAN HOLDINGS LIMITED
章程修正條文對照表(英文)

Articles	Existing Articles	Amended Articles	Description
119	<p>(A) The Company shall not pay dividends or bonus, unless its losses have been covered and a Statutory Reserve shall have been set aside in accordance with Article 120(A).</p> <p>(B) Subject to Article 125(A), the Company shall not pay dividends or bonuses when there are no Accumulated Distributables Earnings, as defined in Article 119(c).</p> <p>(C) Where the Company has earnings of the current year at the end of the fiscal year, after paying all relevant taxes, off-setting losses, setting aside reserves from the earnings of the current year (including Statutory Reserve and Special Reserve, if necessary), the balance of the earnings of the current year and the undistributed retained earnings accrued from prior years (hereinafter collectively the “Accumulated Distributable Earnings”) may be declared and distributed by an Ordinary Resolution passed at an annual general meeting in the following order, provided that such Accumulated Distributable Earnings are</p>	<p>(A) The Company shall not pay dividends or bonus, unless its <u>accumulated losses shall</u> have been covered and a Statutory Reserve shall have been set aside in accordance with Article 120(A).</p> <p>(B) Subject <u>Except the declaration and distribution of dividends and/or bonuses pursuant</u> to Article 125(A), the Company shall not pay dividends or bonuses when there are no Accumulated Distributables Earnings, as defined in Article 119(c).</p> <p>(C) Where the Company has earnings of the current year at the end of the fiscal year, after paying all relevant taxes, off-setting <u>accumulated</u> losses, setting aside reserves from the earnings of the current year (including Statutory Reserve and Special Reserve, if necessary), the balance of the earnings of the current year (<u>“Distributable Earnings of the Current Year”</u>) and the undistributed retained earnings accrued from prior years (hereinafter collectively the “Accumulated Distributable Earnings”) may be declared and distributed by an Ordinary</p>	<p>Revise this Article to tailor to the company’s needs and avoid misunderstanding.</p>

Articles	Existing Articles	Amended Articles	Description
	<p>positive:</p> <p>(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;</p> <p>(b) 1 percent for bonuses of Directors and Supervisors; and</p> <p>(c) the remainder, deducted by an amount the Board recommends not to distribute, may be allocated to the Shareholders as bonus shares or dividends. A minimum of 10% of distributable Surplus Earnings shall be distributed as dividends to Shareholders per each year.</p> <p>(D) 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</p>	<p>Resolution passed at an annual general meeting in the following order, provided that such Accumulated Distributable Earnings are positive:</p> <p>(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;</p> <p>(b) 1 percent for bonuses of Directors and Supervisors; and</p> <p>(c) the remainder, <u>or the remainder together with the undistributed retained earnings accrued from prior years (“Accumulated Distributable Earnings”)</u>, deducted by an amount the Board recommends not to distribute, may be allocated to the Shareholders as bonus shares or dividends <u>on a pro rata basis</u>. A minimum of 10% of <u>the Distributable Earnings of the Current Year</u> distributable Surplus Earnings shall be distributed as dividends to Shareholders per each year.</p> <p>(D) The Company is currently positioned in a growth and</p>	

Articles	Existing Articles	Amended Articles	Description
	<p>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.</p>	<p>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.</p>	

【附件四】



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 民國一〇二年及一〇一年十二月三十一日及一〇一年一月一日之資產負債表，暨民國一〇二年及一〇一年一月一日至十二月三十一日之綜合損益表、權益變動表及現金流量表，業經本會計師查核竣事。上開個體財務報告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個體財務報告表示意見。

本會計師係依照會計師查核簽證財務報表規則及一般公認審計準則規劃並執行查核工作，以合理確信個體財務報告有無重大不實表達。此項查核工作包括以抽查方式獲取個體財務報告所列金額及所揭露事項之查核證據、評估管理階層編製個體財務報告所採用之會計原則及所作之重大會計估計，暨評估個體財務報告整體之表達。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，第一段所述個體財務報告在所有重大方面係依照證券發行人財務報告編製準則編製，足以允當表達Kingcan Holdings Limited 民國一〇二年及一〇一年十二月三十一日及一〇一年一月一日之財務狀況，與民國一〇二年及一〇一年一月一日至十二月三十一日之財務績效與現金流量。

Kingcan Holdings Limited 已編製民國一〇二年及一〇一年度之合併財務報告，並經本會計師出具無保留之查核報告在案，備供參考。

安侯建業聯合會計師事務所

余聖河



會計師：

李初儀



證券主管機關：金管證審字第1010004977號
核准簽證文號：(90)台財證(六)字第166967號
民國一〇三年三月二十二日

Kingcan Holdings Limited

資產負債表

民國一〇二年及一〇一年十二月三十一日及一〇一年一月一日

單位：新台幣千元

資 產	102.12.31		101.12.31		101.1.1	
	金 額	%	金 額	%	金 額	%
流動資產：						
現金及約當現金(附註六(一)(六))	\$ 37,865	1	14,086	-	3,780	-
預付款項	161	-	192	-	147	-
流動資產合計	38,026	1	14,278	-	3,927	-
非流動資產：						
採用權益法之投資(附註六(二)及十三(二))	6,525,145	99	3,529,403	100	3,251,536	100
資產總計	\$ 6,563,171	100	3,543,681	100	3,255,463	100
負債及權益						
流動負債：						
透過損益按公允價值衡量之金融負債-流動(附註六(三)(六))	\$ 11,200	-	-	-	-	-
其他應付款	16,095	-	10,020	-	8,274	-
其他應付款項-關係人(附註七)	20,718	-	14,724	-	10,036	-
流動負債合計	48,013	-	24,744	-	18,310	-
非流動負債：						
應付公司債(附註六(三)(六))	956,892	15	-	-	-	-
負債總計	1,004,905	15	24,744	-	18,310	-
權益(附註六(四))：						
股本	1,153,016	18	762,750	22	675,000	21
資本公積	2,369,651	36	1,436,556	41	1,436,556	43
保留盈餘	1,862,504	28	1,414,097	40	1,125,597	36
其他權益	173,095	3	(94,466)	(3)	-	-
權益總計	5,558,266	85	3,518,937	100	3,237,153	100
負債及權益總計	\$ 6,563,171	100	3,543,681	100	3,255,463	100

董事長：



經理人：



會計主管：



Kingcan Holdings Limited

綜合損益表

民國一〇二年及一〇一年一月一日至十二月三十一日

單位：新台幣千元

	102年度		101年度	
	金額	%	金額	%
營業費用：				
管理費用	\$ 16,922	-	12,132	-
營業費用合計	16,922	-	12,132	-
營業外收入及支出：				
採用權益法認列之子公司損益之份額(附註十三(二))	736,992	-	456,133	-
利息收入	999	-	24	-
其他收入	173	-	-	-
外幣兌換利益(損失)淨額	630	-	(275)	-
利息費用(附註六(三))	(6,203)	-	-	-
透過損益按公允價值衡量之金融負債損失(附註六(三))	(300)	-	-	-
營業外收入及支出合計	732,291	-	455,882	-
稅前淨利	715,369	-	443,750	-
減：所得稅費用(附註四(八))	-	-	-	-
本期淨利	715,369	-	443,750	-
其他綜合損益：				
國外營運機構財務報告換算之兌換差額(附註六(四))	267,561	-	(94,466)	-
減：與其他綜合損益組成部分相關之所得稅	-	-	-	-
其他綜合損益(稅後淨額)	267,561	-	(94,466)	-
本期綜合損益總額	\$ 982,930	-	349,284	-
每股盈餘(單位：新台幣元)(附註六(五))				
基本每股盈餘	\$ 6.82		4.42	
稀釋每股盈餘	\$ 6.64		4.41	

董事長：



經理人：



會計主管：



Kingcan Holdings Limited

民國一〇二年及一〇二一年一月一日起至十二月三十一日

單位：新台幣千元

股 本	保留盈餘				合 計	其他權益項目 國外營運機 構財務報表 換算之兌換 差 額	權益總計
	普通 股 本	資本公積	法定盈 餘公積	特別盈 餘公積			
\$ 675,000	1,436,556	55,753	-	1,069,844	1,125,597	-	3,237,153
-	-	-	-	443,750	443,750	-	443,750
-	-	-	-	-	-	(94,466)	(94,466)
-	-	-	-	443,750	443,750	(94,466)	349,284
-	-	-	-	(34,729)	-	-	-
-	-	-	-	(67,500)	(67,500)	-	(67,500)
87,750	-	-	-	(87,750)	(87,750)	-	-
762,750	1,436,556	90,482	-	1,323,615	1,414,097	(94,466)	3,518,937
-	-	-	212,749	(212,749)	-	-	-
-	-	-	-	715,369	715,369	-	715,369
-	-	-	-	-	-	267,561	267,561
-	-	-	-	715,369	715,369	267,561	982,930
-	-	44,403	-	(44,403)	-	-	-
-	-	-	-	(26,696)	(26,696)	-	(26,696)
240,266	-	-	-	(240,266)	(240,266)	-	-
150,000	898,000	-	-	-	-	-	1,048,000
-	35,095	-	-	-	-	-	35,095
\$ 1,153,016	2,369,651	134,885	212,749	1,514,870	1,862,504	173,095	5,558,266

民國一〇二一年一月一日餘額

本期淨利

本期其他綜合損益(附註六(四))

本期綜合損益總額

盈餘指撥及分配(附註六(四)(註1)):

提列法定盈餘公積

普通股現金股利

普通股股票股利

民國一〇二一年十二月三十一日餘額

因IFRSs轉換提列之特別盈餘公積

本期淨利

本期其他綜合損益(附註六(四))

本期綜合損益總額

盈餘指撥及分配(附註六(四)(註2)):

提列法定盈餘公積

普通股現金股利

普通股股票股利

現金增資(附註六(四))

發行可轉換公司債(附註六(三))

民國一〇二二年十二月三十一日餘額

註1：董監酬勞3,126千元及員工紅利4,688千元已於綜合損益表中扣除。

註2：董監酬勞3,996千元及員工紅利5,994千元已於綜合損益表中扣除。



董事長：



經理人：



會計主管：

Kingcan Holdings Limited

現金流量表

民國一〇二年及一〇一年一月一日至十二月三十一日

單位：新台幣千元

	102年度	101年度
營業活動之現金流量：		
本期稅前淨利	\$ 715,369	443,750
調整項目：		
不影響現金流量之收益費損項目		
利息費用	6,203	-
採用權益法認列之子公司損益之份額	(736,992)	(456,133)
不影響現金流量之收益費損項目合計	(730,789)	(456,133)
與營業活動相關之資產／負債變動數：		
與營業活動相關之資產之淨變動：		
透過損益按公允價值衡量金融資產及負債減少	300	-
預付費用減少(增加)	31	(45)
與營業活動相關之資產之淨變動合計	331	(45)
與營業活動相關之負債之淨變動：		
其他應付款-關係人增加	5,994	4,688
其他應付款減少	(3,582)	(4,247)
與營業活動相關之負債之淨變動合計	2,412	441
與營業活動相關之資產及負債之淨變動合計	2,743	396
調整項目合計	(728,046)	(455,737)
支付之利息	(349)	-
營業活動之淨現金流出	(13,026)	(11,987)
投資活動之現金流量：		
採權益法之長期股權投資(增加)減少	(1,981,532)	89,793
投資活動之淨現金(流出)流入	(1,981,532)	89,793
籌資活動之現金流量：		
發行公司債	997,033	-
發放現金股利	(26,696)	(67,500)
現金增資	1,048,000	-
籌資活動之淨現金流入(流出)	2,018,337	(67,500)
本期現金及約當現金增加	23,779	10,306
期初現金及約當現金餘額	14,086	3,780
期末現金及約當現金餘額	\$ 37,865	14,086

董事長：



經理人：



會計主管：





安侯建業聯合會計師事務所

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會計師查核報告

Kingcan Holdings Limited 董事會 公鑒：

Kingcan Holdings Limited及其子公司民國一〇二年及一〇一年十二月三十一日及一〇一年一月一日之合併資產負債表，暨民國一〇二年及一〇一年一月一日至十二月三十一日之合併綜合損益表、合併權益變動表及合併現金流量表，業經本會計師查核竣事。上開合併財務報告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告表示意見。

本會計師係依照會計師查核簽證財務報表規則及一般公認審計準則規劃並執行查核工作，以合理確信合併財務報告有無重大不實表達。此項查核工作包括以抽查方式獲取合併財務報告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告所採用之會計原則及所作之重大會計估計，暨評估合併財務報告整體之表達。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告在所有重大方面係依照證券發行人財務報告編製準則及金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達Kingcan Holdings Limited及其子公司民國一〇二年及一〇一年十二月三十一日及一〇一年一月一日之合併財務狀況，與民國一〇二年及一〇一年一月一日至十二月三十一日之合併財務績效與合併現金流量。

安侯建業聯合會計師事務所

余聖河



會計師：

李初儀



證券主管機關：金管證審字第1010004977號
核准簽證文號

民國一〇三年三月二十二日



Kingcan Holdings Limited及其子公司

合併資產負債表

民國一〇二年及一〇一一年十二月三十一日及一〇一一年一月一日

單位：新台幣千元

	102.12.31			101.12.31			101.1.1		
	金額	%		金額	%		金額	%	
資產									
流動資產：									
1100 現金及約當現金(附註六(一)(十五))	\$ 2,454,285	29	1,035,198	19	960,953	18			
1150 應收票據淨額(附註六(三))	191,990	2	63,132	1	563,884	10			
1170 應收帳款淨額(附註六(三))	1,231,765	15	1,093,265	20	859,671	16			
1200 其他應收款(附註六(三))	7,205	-	2,093	-	25,146	-			
130X 存貨(附註六(四))	1,075,971	13	929,638	17	978,432	18			
1476 其他金融資產-流動(附註六(六)及八)	97,390	1	85,516	2	106,090	2			
1479 其他流動資產(附註六(六))	341,433	4	517,030	9	564,139	10			
	5,400,039	64	3,725,872	68	4,058,315	74			
非流動資產：									
1600 不動產、廠房及設備(附註六(五)及八)	2,632,142	32	1,656,610	30	1,273,018	23			
1780 無形資產	1,627	-	2,243	-	3,353	-			
1985 長期預付租金(附註六(六)及八)	294,103	4	113,058	2	76,282	2			
1990 其他非流動資產	3,634	-	2,755	-	53,984	1			
	2,931,506	36	1,774,666	32	1,406,637	26			
非流動資產合計									
	2,931,506	36	1,774,666	32	1,406,637	26			
資產總計									
	\$ 8,331,545	100	5,500,538	100	5,464,952	100			
負債及權益									
流動負債：									
短期借款(附註六(八)及八)	2100								
應付短期票券(附註六(七)及八)	2110								
透過損益按公允價值衡量之金融負債-流動(附註六(二)(十))	2500								
應付票據	2150								
應付帳款	2170								
其他應付款(附註十五)	2200								
一年內到期長期負債(附註六(九))	2320								
其他流動負債	2399								
	2,399								
流動負債合計									
	2,399								
非流動負債：									
長期借款(附註六(九))	2540								
應付公司債(附註六(十))	2550								
其他非流動負債	2600								
	2,600								
非流動負債合計									
	2,600								
負債總計									
	5,029								
歸屬母公司業主之權益(附註六(十三))：									
普通股股本	3110								
資本公積	3200								
保留盈餘	3300								
其他權益	3400								
	3,110								
權益總計									
	3,110								
負債及權益總計									
	\$ 8,331,545	100	5,500,538	100	5,464,952	100			



董事長：



經理人：



會計主管：

Kingcan Holdings Limited及其子公司

合併綜合損益表

民國一〇二年及一〇一年一月一日至十二月三十一日

單位：新台幣千元

	102年度		101年度	
	金額	%	金額	%
4100 營業收入淨額	\$ 8,637,802	100	6,265,859	100
5110 營業成本(附註六(四)(五)(十一))	7,082,680	82	5,254,052	84
營業毛利	1,555,122	18	1,011,807	16
營業費用(附註六(五)(十一))：				
6100 推銷費用	184,549	2	132,079	2
6200 管理費用	266,376	3	161,309	3
6300 研究發展費用	121,442	2	145,414	2
6300 營業費用合計	572,367	7	438,802	7
營業淨利	982,755	11	573,005	9
營業外收入及支出：				
7100 利息收入	10,233	-	9,599	-
7190 其他收入(附註六(十五))	45,858	1	3,015	-
7230 外幣兌換利益(損失)淨額	2,248	-	(4,301)	-
7510 利息費用(附註六(十))	(29,105)	-	(26,884)	-
7590 什項支出(附註六(十五))	(18,788)	-	(17,252)	-
7610 處分不動產、廠房及設備(損失)利益淨額	(139)	-	178	-
7635 透過損益按公允價值衡量之金融資產(負債)損失 (附註六(十))	(353)	-	(146)	-
7900 繼續營業部門稅前淨利	992,709	12	537,214	9
7951 減：所得稅費用(附註六(十二))	277,340	3	93,464	1
8200 本期淨利	715,369	9	443,750	8
8300 其他綜合損益：				
8310 國外營運機構財務報告換算之兌換差額	267,561	3	(94,466)	(2)
8399 減：與其他綜合損益組成部分相關之所得稅	-	-	-	-
8300 其他綜合損益(稅後淨額)	267,561	3	(94,466)	(2)
8500 本期綜合損益總額	\$ 982,930	12	349,284	6
每股盈餘(附註六(十四))				
9750 基本每股盈餘(單位：新台幣元)	\$ 6.82		4.42	
9850 稀釋每股盈餘(單位：新台幣元)	\$ 6.64		4.41	

董事長：



經理人：



會計主管：



Kingcan Holdings Limited 及其子公司

合併權益變動表

民國一〇二年及一〇二一年一月一日至十二月三十一日

單位：新台幣千元

歸屬於母公司業主之權益

股本	歸屬於母公司業主之權益				國外營運機構財務報表換算之兌換差	權益總計
	資本公積	法定盈餘公積	特別盈餘公積	保留盈餘		
普通股	1,436,556	55,753	-	1,069,844	-	3,237,153
股本	-	-	-	443,750	-	443,750
	-	-	-	-	(94,466)	(94,466)
	-	-	-	443,750	(94,466)	349,284
	-	34,729	-	(34,729)	-	-
	-	-	-	(67,500)	-	(67,500)
	87,750	-	-	(87,750)	-	-
	762,750	1,436,556	90,482	1,323,615	(94,466)	3,518,937
	-	-	212,749	(212,749)	-	-
	-	-	-	715,369	-	715,369
	-	-	-	-	267,561	267,561
	-	-	-	715,369	267,561	982,930
	-	44,403	-	(44,403)	-	-
	-	-	-	(26,696)	-	(26,696)
	240,266	-	-	(240,266)	-	-
	150,000	898,000	-	-	-	1,048,000
	-	35,095	-	-	-	35,095
	1,153,016	2,369,651	134,885	1,514,870	173,095	5,558,266

民國一〇二一年一月一日餘額

本期淨利
 本期其他綜合損益(附註六(十三))
 本期綜合損益總額
 盈餘指撥及分配(附註六(十三)):
 提列法定盈餘公積
 普通股現金股利
 普通股股票股利

民國一〇二一年十二月三十一日餘額

因IFRS轉換提列之特別盈餘公積
 本期淨利
 本期其他綜合損益(附註六(十三))
 本期綜合損益總額
 盈餘指撥及分配(附註六(十三)):

提列法定盈餘公積
 普通股現金股利
 普通股股票股利
 現金增資
 發行可轉換公司債
 民國一〇二一年十二月三十一日餘額



董事長：



經理人：



會計主管：

Kingcan Holdings Limited及其子公司

合併現金流量表

民國一〇二年及一〇一年一月一日至十二月三十一日

單位：新台幣千元

	102年度	101年度
營業活動之現金流量：		
本期稅前淨利	\$ 992,709	537,214
調整項目：		
不影響現金流量之收益費損項目		
折舊費用	151,455	131,499
攤銷費用	1,268	1,227
呆帳費用提列(轉列收入)數	(4,529)	1,934
利息費用	29,105	26,884
利息收入	(10,233)	(9,599)
處分及報廢不動產、廠房及設備損失(利益)	139	(178)
不影響現金流量之收益費損項目合計	167,205	151,767
與營業活動相關之資產／負債變動數：		
與營業活動相關之資產之淨變動：		
應收票據(增加)減少	(128,858)	500,752
應收帳款增加	(133,971)	(235,528)
其他應收款(增加)減少	(5,112)	23,053
存貨(增加)減少	(146,333)	48,794
長期預付租金增加	(181,045)	(36,776)
其他流動資產減少	175,597	47,109
其他金融資產(增加)減少	(11,874)	20,574
其他非流動資產增加	(396)	-
與營業活動相關之資產之淨變動合計	(431,992)	367,978
與營業活動相關之負債之淨變動：		
透過損益按公允價值衡量金融負債增加	355	-
應付票據增加	21,130	10,279
應付帳款(減少)增加	(108,083)	133,949
其他應付款項增加	119,272	24,654
其他流動負債增加(減少)	855	(32,413)
與營業活動相關之負債之淨變動合計	33,529	136,469
與營業活動相關之資產及負債之淨變動合計	(398,463)	504,447
調整項目合計	(231,258)	656,214

董事長：



經理人：



會計主管：



Kingcan Holdings Limited及其子公司

合併現金流量表(續)

民國一〇二年及一〇一年一月一日至十二月三十一日

單位:新台幣千元

	102年度	101年度
營運產生之現金流入	761,451	1,193,428
收取之利息	10,233	9,599
支付之利息	(23,375)	(27,514)
支付之所得稅	(284,575)	(62,485)
營業活動之淨現金流入	463,734	1,113,028
投資活動之現金流量：		
取得不動產、廠房及設備	(1,078,275)	(553,754)
處分不動產、廠房及設備	53,538	12,671
存出保證金(增加)減少	(483)	51,229
取得無形資產	(558)	(209)
投資活動之淨現金流出	(1,025,778)	(490,063)
籌資活動之現金流量：		
短期借款減少	(87,524)	(274,685)
應付短期票券增加(減少)	168,950	(62,741)
發行公司債	997,033	-
償還長期借款	(289,956)	(74,691)
存入保證金(減少)增加	(121)	137
現金股利	(26,696)	(67,500)
現金增資	1,048,000	-
籌資活動之淨現金流入(流出)	1,809,686	(479,480)
匯率變動對現金及約當現金之影響	171,445	(69,240)
本期現金及約當現金增加數	1,419,087	74,245
期初現金及約當現金餘額	1,035,198	960,953
期末現金及約當現金餘額	\$ 2,454,285	1,035,198

董事長：



經理人：



會計主管：



【附件五】

Kingcan Holdings Limited
 民國一〇二二年度盈餘分配表



單位:新台幣元

項 目	金 額
期初未分配盈餘	788,531,349
加：採用TIFRS調整數	223,718,030
減：首次採用TIFRS提列特別盈餘公積	(212,748,638)
調整後期初未分配盈餘	799,500,741
迴轉首次採用TIFRS提列特別盈餘公積	-
調整後未分配盈餘	799,500,741
加：一〇二二年度本期淨利	715,369,334
減：提列法定盈餘公積	(71,536,933)
本期可供分配盈餘總額	1,443,333,142
減：分配項目：	
股東紅利-現金(0.35元/股)	40,355,569
股東紅利-盈餘配股(3.15元/股)	363,200,120
期末未分配盈餘	1,039,777,453
附註：	
1.配發董事監察人酬勞6,438,324元。	
2.配發員工現金紅利9,657,486元。	
3.本次現金及盈餘配股股利分配案，俟股東會通過後授權董事會另訂除權息基準日。	

董事長：



經理人：



會計主管：



【附件六】

KINGCAN HOLDINGS LIMITED
取得或處分資產處理程序修正條文對照表

條號	修正前條文	修正後條文	說明
第二條、二	不動產(含營建業之存貨)及其他固定資產。	不動產(含 <u>土地、房屋及建築、投資性不動產、土地使用權、營建業之存貨</u>)及 <u>設備</u> 。	依據主管機關修訂「公開發行公司取得或處分資產處理準則」內容修訂。
第三條、三~八	<p>三、關係人：指依台灣財團法人中華民國會計研究發展基金會（以下簡稱會計研究發展基金會）所發布之財務會計準則公報第六號所規定者。</p> <p>四、子公司：指依台灣會計研究發展基金會發布之財務會計準則公報第五號及第七號所規定者。</p> <p>五、專業估價者：指不動產估價師或其他依法律得從事不動產、其他固定資產估價業務者。</p> <p>六、事實發生日：指交易簽約日、付款日、委託成交日、過戶日、董事會決議日或其他足資確定交易對象及交易金額之日等日期孰前者。但屬需經主管機關核准之投資者，以上開日期或接獲主管機關核准之日孰前者為準。</p> <p>七、大陸地區投資：指依台灣經濟部投資審議委員會在大陸地區從事投資或技術合作許可辦法規定從事之大陸投資。</p> <p>八、所稱「一年內」係以本次取得或處分資產之日為基準，往前追溯推算一年，已</p>	<p>三、<u>關係人、子公司</u>：應依<u>證券發行人財務報告編製準則規定認定之</u>。</p> <p>四、<u>專業估價者</u>：指不動產估價師或其他依法律得從事不動產、設備估價業務者。</p> <p>五、<u>事實發生日</u>：指交易簽約日、付款日、委託成交日、過戶日、董事會決議日或其他足資確定交易對象及交易金額之日等日期孰前者。但屬需經主管機關核准之投資者，以上開日期或接獲主管機關核准之日孰前者為準。</p> <p>六、<u>大陸地區投資</u>：指依台灣經濟部投資審議委員會在大陸地區從事投資或技術合作許可辦法規定從事之大陸投資。</p> <p>七、所稱「一年內」係以本次取得或處分資產之日為基準，往前追溯推算一年，已公告部份免再計入。</p> <p>八、所稱「最近期財務報表」係指公司於取得或處分資產前依法公開經會計師查核簽證或核閱之財務報表。</p>	<p>依據主管機關修訂「公開發行公司取得或處分資產處理準則」內容修訂。</p>

條號	修正前條文	修正後條文	說明
	公告部份免再計入。 九、所稱「最近期財務報表」係指公司於取得或處分資產前依法公開經會計師查核簽證或核閱之財務報表。		
第六條、一	本公司取得或處分不動產及其他固定資產，悉依公司內部控制制度固定資產循環辦理。	本公司取得或處分不動產及設備，悉依公司內部控制制度固定資產循環辦理。	依據主管機關修訂「公開發行公司取得或處分資產處理準則」內容修訂。
第六條、二、(二)	取得或處分其他固定資產，應以詢價、比價、議價或招標方式擇一為之，其金額在本公司實收資本額百分之二十，總資產百分之十或新台幣三億元或等值貨幣以下者，應依授權辦法逐級核准；超過本公司實收資本額百分之二十，總資產百分之十或新台幣三億元或等值貨幣者，應呈請董事長審核後，提經董事會以全體董事三分之二出席，出席董事過半數同意通過後始得為之。	取得或處分設備，應以詢價、比價、議價或招標方式擇一為之，其金額在本公司實收資本額百分之二十，總資產百分之十或新台幣三億元或等值貨幣以下者，應依授權辦法逐級核准；超過本公司實收資本額百分之二十，總資產百分之十或新台幣三億元或等值貨幣者，應呈請董事長審核後，提經董事會以全體董事三分之二出席，出席董事過半數同意通過後始得為之。	依據主管機關修訂「公開發行公司取得或處分資產處理準則」內容修訂。
第六條、三	本公司取得或處分不動產或其他固定資產時，應依前項核決權限呈核決後，由集團總辦事處負責執行。	本公司取得或處分不動產或設備時，應依前項核決權限呈核決後，由集團總辦事處負責執行。	依據主管機關修訂「公開發行公司取得或處分資產處理準則」內容修訂。
第六條、四	不動產或其他固定資產估價報告 本公司取得或處分不動產或其他固定資產，除與政府機構交易、自地委建、租地委建，或取得、處分供營業使用之機器設備外，交易金額達公司實收資本額百分之二十，總資產百分之十或新臺幣三億元或等值貨幣以上者，應於事實發生日前先取	不動產或設備估價報告 本公司取得或處分不動產或設備，除與政府機構交易、自地委建、租地委建，或取得、處分供營業使用之設備外，交易金額達公司實收資本額百分之二十，總資產百分之十或新臺幣三億元或等值貨幣以上者，應於事實發生日前先取	依據主管機關修訂「公開發行公司取得或處分資產處理準則」內容修訂。

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	<p>幣三億元或等值貨幣以上者，應於事實發生日前先取得專業估價者出具之估價報告，並符合下列規定：</p> <p>(一)因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時，該項交易應先提經董事會決議通過，未來交易條件變更者，亦應比照上開程序辦理。</p> <p>(二)交易金額達新臺幣十億元或等值貨幣以上者，應請二家以上之專業估價者估價。</p> <p>(三)專業估價者之估價結果有下列情形之一，除取得資產之估價結果均高於交易金額，或處分資產之估價結果均低於交易金額外，應洽請會計師依台灣會計研究發展基金會所發布之審計準則公報第二十號規定辦理，並對差異原因及交易價格之允當性表示具體意見：</p> <p>1、估價結果與交易金額差距達交易金額之百分之二十以上者。</p> <p>2、二家以上專業估價者之估價結果差距達交易金額百分之十以上者。</p> <p>(四)專業估價者出具報告日期與契約成立日期不得逾三個月。但如其適用同一期公告現值且未逾六個月者，得由原專業估價者出具意見書。</p>	<p>得專業估價者出具之估價報告，並符合下列規定：</p> <p>(一)因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時，該項交易應先提經董事會決議通過，未來交易條件變更者，亦應比照上開程序辦理。</p> <p>(二)交易金額達新臺幣十億元或等值貨幣以上者，應請二家以上之專業估價者估價。</p> <p>(三)專業估價者之估價結果有下列情形之一，除取得資產之估價結果均高於交易金額，或處分資產之估價結果均低於交易金額外，應洽請會計師依<u>財團法人中華民國會計研究發展基金會(以下簡稱會計研究發展基金會)</u>所發布之審計準則公報第二十號規定辦理，並對差異原因及交易價格之允當性表示具體意見：</p> <p>1、估價結果與交易金額差距達交易金額之百分之二十以上者。</p> <p>2、二家以上專業估價者之估價結果差距達交易金額百分之十以上者。</p> <p>(四)專業估價者出具報告日期與契約成立日期不得逾三個月。但如其適用同一期公告現值且未逾六個月者，得由原專業估價者出具意見書。</p>	

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第七條、 二、 (一)~(二)	<p>(一)於集中交易市場或證券商營業處所為之有價證券買賣，應由負責單位依市場行情研判決定之，其金額在新台幣壹仟伍佰萬元(含)或等值貨幣以下者由董事長核可並於事後最近一次董事會中提會報備，同時提出長、短期有價證券未實現利益或損失分析報告；其金額超過新台幣壹仟伍佰萬元或等值貨幣者，另須提董事會以全體董事三分之二出席，出席董事過半數同意通過後始得為之。</p> <p>(二)非於集中交易市場或證券商營業處所為之有價證券買賣，若屬投資風險性較低者，如：政府公債、國庫券、有擔保公司債、債券型基金等，單筆投資個別金融資產金額在新台幣參仟萬元(含)或等值貨幣以下者由董事長核可並於事後最近一次董事會中提會報備，同時提出長、短期有價證券未實現利益或損失分析報告；單筆投資個別金融資產金額超過新台幣參仟萬元或等值貨幣者，另須提董事會以全體董事三分之二出席，出席董事過半數同意通過後始得為之。</p>	<p>(一)於集中交易市場或證券商營業處所為之有價證券買賣，應由負責單位依市場行情研判決定之，其金額在新台幣<u>伍仟萬元(含)</u>或等值貨幣以下者由董事長核可並於事後最近一次董事會中提會報備，同時提出長、短期有價證券未實現利益或損失分析報告；其金額超過新台幣<u>伍仟萬元</u>或等值貨幣者，另須提董事會以全體董事三分之二出席，出席董事過半數同意通過後始得為之。</p> <p>(二)非於集中交易市場或證券商營業處所為之有價證券買賣，若屬投資風險性較低者，如：政府公債、國庫券、有擔保公司債、債券型基金等，單筆投資個別金融資產金額在新台幣<u>一億元(含)</u>或等值貨幣以下者由董事長核可並於事後最近一次董事會中提會報備，同時提出長、短期有價證券未實現利益或損失分析報告；單筆投資個別金融資產金額超過新台幣<u>一億元</u>或等值貨幣者，另須提董事會以全體董事三分之二出席，出席董事過半數同意通過後始得為之。</p>	配合實務作業需要修訂
第七條、 四	本公司取得或處分有價證券，應於事實發生日前先取具標的公司最近期經會計師查核簽證或核閱之財務報表作為評估交易價格之參考，	本公司取得或處分有價證券，應於事實發生日前先取具標的公司最近期經會計師查核簽證或核閱之財務報表作為評估交易價格之參考，另交	依據主管機關修訂「公開發行公司取得或處分資產處理準則」內容修訂。

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	<p>另交易金額達公司資本額百分之二十，總資產百分之十或新臺幣三億元或等值貨幣以上者，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師若需採用專家報告者，應依會計研究發展基金會所發布之審計準則公報第二十號規定辦理。但該有價證券具活絡市場之公開報價或台灣行政院金融監督管理委員會另有規定者，不在此限。</p>	<p>易金額達公司資本額百分之二十，總資產百分之十或新臺幣三億元或等值貨幣以上者，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師若需採用專家報告者，應依會計研究發展基金會所發布之審計準則公報第二十號規定辦理。但該有價證券具活絡市場之公開報價或金融監督管理委員會另有規定者，不在此限。</p>	
<p>第八條、 二</p>	<p>本公司向關係人取得或處分不動產，或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者，應將下列資料，提交董事會通過及監察人承認後，始得簽訂交易契約及支付款項：</p> <p>(一)取得不動產之目的、必要性及預計效益。</p> <p>(二)選定關係人為交易對象之原因。</p> <p>(三)向關係人取得不動產，依本條第三項第(一)款及(四)款規定評估預定交易條件合理性之相關資料。</p> <p>(四)關係人原取得日期及價格、交易對象及其與公司和關係人之關係等事項。</p> <p>(五)預計訂約月份開始之未來一年各月份現金收支預測表，並評估交易之必要性及資金運用之合理性。</p> <p>(六)依前條規定取得之專業</p>	<p>本公司向關係人取得或處分不動產，或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者，<u>除買賣公債、附買回、賣回條件之債券、申購或贖回國內貨幣市場基金外</u>，應將下列資料，提交董事會通過及監察人承認後，始得簽訂交易契約及支付款項：</p> <p>(一)取得不動產之目的、必要性及預計效益。</p> <p>(二)選定關係人為交易對象之原因。</p> <p>(三)向關係人取得不動產，依本條第三項第(一)款及(四)款規定評估預定交易條件合理性之相關資料。</p> <p>(四)關係人原取得日期及價格、交易對象及其與公司和關係人之關係等事項。</p> <p>(五)預計訂約月份開始之未來一年各月份現金收支預測</p>	<p>依據主管機關修訂「公開發行公司取得或處分資產處理準則」內容修訂。</p>

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	<p>估價者出具之估價報告，或會計師意見。</p> <p>(七)本次交易之限制條件及其他重要約定事項。</p> <p>前項交易金額之計算，應依第十三條第一項第(六)款規定辦理，且所稱一年內係本次交易事實發生之日為基準，往前追溯推算一年。已依本程序規定提交董事會通過及監察人承認部分免再計入。</p> <p>本公司與子公司間，取得或處分供營業使用之機器設備，董事會得依第六條第二項授權董事長在一定額度內先行決行，事後再提報最近期之董事會追認。</p>	<p>表，並評估交易之必要性及資金運用之合理性。</p> <p>(六)依前條規定取得之專業估價者出具之估價報告，或會計師意見。</p> <p>(七)本次交易之限制條件及其他重要約定事項。</p> <p>前項交易金額之計算，應依第十三條第一項第(六)款規定辦理，且所稱一年內係本次交易事實發生之日為基準，往前追溯推算一年。已依本程序規定提交董事會通過及監察人承認部分免再計入。</p> <p>本公司與子公司間，取得或處分供營業使用之設備，董事會得依第六條第二項授權董事長在一定額度內先行決行，事後再提報最近期之董事會追認。</p>	
第八條、三、(六)	<p>本公司向關係人取得不動產，有下列情形之一者，應依本條第一項及第二項有關評估及作業程序規定辦理即可，不適用本條第三項(一)、(二)、(三)款有關交易成本合理性之評估規定：</p> <p>1、關係人係因繼承或贈與而取得不動產。</p> <p>2、關係人訂約取得不動產時間距本交易訂約日已逾五年。</p> <p>3、與關係人簽訂合建契約而取得不動產。</p>	<p>本公司向關係人取得不動產，有下列情形之一者，應依本條第一項及第二項有關評估及作業程序規定辦理即可，不適用本條第三項(一)、(二)、(三)款有關交易成本合理性之評估規定：</p> <p>1、關係人係因繼承或贈與而取得不動產。</p> <p>2、關係人訂約取得不動產時間距本交易訂約日已逾五年。</p> <p>3、與關係人簽訂合建契約，<u>或自地委建、租地委建等委請關係人興建不動產</u>而取得不動產。</p>	依據主管機關修訂「公開發行公司取得或處分資產處理準則」內容修訂。
第九條、四	本公司取得或處分會員證或無形資產之交易金額達公司實收資本額百分之二十，總	本公司取得或處分會員證或無形資產之交易金額達公司實收資本額百分之二十，總資	依據主管機關修訂「公開發行公司取得或處分資產

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	資產百分之十或新臺幣三億元或等值貨幣以上者，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師並應依台灣會計研究發展基金會所發布之審計準則公報第二十號規定辦理。	產百分之十或新臺幣三億元或等值貨幣以上者， <u>除與政府機構交易外</u> ，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師並應依會計研究發展基金會所發布之審計準則公報第二十號規定辦理。	處理準則」內容修訂。
第十一條、五、(三)	本公司從事衍生性商品交易時，依所訂從事衍生性商品交易處理程序規定授權相關人員辦理者，事後應提報董事會。	本公司從事衍生性商品交易時，依所訂從事衍生性商品交易處理程序規定授權相關人員辦理者，事後應提報 <u>最近期</u> 董事會。	依據主管機關修訂「公開發行公司取得或處分資產處理準則」內容修訂。
第十三條、一、(一)~(四)	應公告申報項目及公告申報標準 (一)向關係人取得不動產或處分不動產，或與關係人為取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上。但買賣公債或附買回、賣回條件之債券，不在此限。 (二)進行合併、分割、收購或股份受讓。 (三)從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。 (四)除前三款以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十，總資產百分之十或新臺幣參億元或等值貨幣以上者。但下列情形不在此限： 1、買賣公債。	應公告申報項目及公告申報標準 (一)向關係人取得不動產或處分不動產，或與關係人為取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上。但買賣公債、 <u>附買回、賣回條件之債券、申購或贖回國內貨幣市場基金</u> ，不在此限。 (二)進行合併、分割、收購或股份受讓。 (三)從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。 (四)除前三款以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十，總資產百分之十或新臺幣參億元或等值貨幣以上者。但下列情形不在此限： 1、買賣公債。 2、以投資為專業者，於海內	依據主管機關修訂「公開發行公司取得或處分資產處理準則」內容修訂。

條號	修正前條文	修正後條文	說明
	<p>2、以投資為專業者，於海內外證券交易所或證券商營業處所為之有價證券買賣。</p> <p>3、買賣附買回、賣回條件之債券。</p> <p>4、取得或處分之資產種類屬供營業使用之機器設備且其交易對象非為關係人，交易金額未達新臺幣伍億元或等值貨幣以上。</p> <p>5、倘本公司經營營建業務，取得或處分供營建使用之不動產且其交易對象非為關係人，交易金額未達新臺幣伍億元或等值貨幣以上。</p> <p>6、以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，公司預計投入之交易金額未達新臺幣伍億元或等值貨幣以上。</p>	<p>外證券交易所或證券商營業處所為之有價證券買賣，或證券商於初級市場認購及依規定認購之有價證券。</p> <p>3、買賣附買回、賣回條件之債券、申購或贖回國內貨幣市場基金。</p> <p>4、取得或處分之資產種類屬供營業使用之機器設備且其交易對象非為關係人，交易金額未達新臺幣伍億元或等值貨幣以上。</p> <p>5、倘本公司經營營建業務，取得或處分供營建使用之不動產且其交易對象非為關係人，交易金額未達新臺幣伍億元或等值貨幣以上。</p> <p>6、以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，公司預計投入之交易金額未達新臺幣伍億元或等值貨幣以上。</p>	
第十四條、四	外國公司股票無面額或每股面額非屬新臺幣十元者，有關實收資本額百分之二十之交易金額規定，以股東權益百分之十計算之。	<p>本準則有關總資產百分之十之規定，以證券發行人財務報告編製準則規定之最近個體或個別財務報告中之總資產金額計算。</p> <p>公司股票無面額或每股面額非屬新臺幣十元者，本準則有關實收資本額百分之二十之交易金額規定，以歸屬於母公司業主之權益百分之十計算之。</p>	依據主管機關修訂「公開發行公司取得或處分資產處理準則」內容修訂。

【附錄一】

**THE COMPANIES LAW (AS AMENDED)
COMPANY LIMITED BY SHARES
AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
KINGCAN HOLDINGS LIMITED**

Amended by Special Resolution passed on the 20th day of June,

2013

THE COMPANIES LAW (AS AMENDED)
COMPANY LIMITED BY SHARES
AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION
OF
KINGCAN HOLDINGS LIMITED

**(Amended by Special Resolution passed on
the 20th day of June, 2013)**

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, Floor 4, Willow House, Cricket Square, 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 2,400,000,000 divided into 240,000,000 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 206 of the Law to deregister in the Cayman Islands and be registered by way of continuation in some other jurisdiction.

THE COMPANIES LAW (AS AMENDED)
COMPANY LIMITED BY SHARES
AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF
KINGCAN HOLDINGS LIMITED

(Amended by Special Resolution passed on

The 20th day of June, 2013)

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;

"**Officer**" means the officer as defined in the Applicable Listing Rules;

"**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 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;

"Share Exchange" means the Company transfers all its issued shares to another company in exchange for the new shares issued to the Shareholders by that company;

"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" means a special resolution of the Company passed in accordance with the Law, being a resolution passed by at least two-third of the 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 is attended by the Shareholders representing more than one-half of all Shares issued by the Company; provided that a notice specifying the intention to propose the resolution as a special resolution shall have been duly given and in computing a majority regard shall be had to the number of votes to which each Shareholder is entitled;

"Supermajority Resolution" means a resolution adopted by a majority vote of the Shareholders at a general meeting attended by Shareholders who represent two-thirds or more of the total outstanding Shares of the Company or, if the total number of Shares represented by the Shareholders present at the general meeting is less than two-thirds of the total outstanding Shares of the Company, but more than one-half of the total outstanding Shares of the Company, means instead, a resolution adopted at such general meeting by the Shareholders who represent two-thirds or more of the total number of Shares entitled to vote on such resolution at such general meeting;

"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;

"Treasury Shares" means Shares that were previously issued but were purchased, redeemed or otherwise acquired by the Company and not cancelled; 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. 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. (A) Subject to Article 11(B), 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.

(B) Subject to Article 17(A), the Company may, by a Supermajority Resolution, issue employees restricted Shares.

(C) The Company shall abide by Applicable Listing Rules with regard to the issuance amount, issuance price, issuance conditions and other matters for compliance upon the issuance of Shares for the benefit of the employees as set forth under Article 11(B).
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 and their Affiliate Companies, as determined by the Board at 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;
 - (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;
 - (e) in connection with carrying out private placement of the Company's securities; or
 - (f) in connection with the issuance of restricted Shares for employees.
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. (A) 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.

(B) To transfer Treasury Shares to employees at less than the average actual repurchase price, a resolution shall have been passed by at least two-thirds of the Shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at the most recent general meeting of the Company which is attended by the Shareholders representing more than half of all the Shares issued by the Company, and the Company shall have listed the following matters in the notice for that general meeting (the Company may not raise the matter by ad hoc motions):
 - (a) The exercise price of the Treasury Shares, the price discount percentage, the basis of price calculations, and the reasonableness thereof.
 - (b) The number of Treasury Shares to be transferred, the purpose, and the reasonableness thereof.
 - (c) Qualification requirements for employees subscribing to Shares, and the number of Shares they are allowed to subscribe for.
 - (d) The effect to shareholders' equity:
 - (1) The explanation regarding the amount charged to the Company's expense as a result of the transfer of Treasury Shares, and the dilution effect to the Company's per Share earnings.

- (2) The explanation regarding the financial burden incurred by the Company by transferring Treasury Shares to employees at less than the average actual repurchase price.

The aggregate number of the Treasury Shares previously approved by the Company's general meetings and transferred to the Company's employees may not exceed 5 percent of the total issued Shares of the Company, and the aggregate number of Treasury Shares subscribed by any single employee of the Company may not exceed 0.5 percent of the total issued Shares of the Company.

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; 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 prima facie 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 and Applicable Listing Rules, Shares issued by the Company shall be freely transferable, provided that any Shares reserved for issuance to the employees may be, in the event of capital increase, subject to transfer restrictions for a period of time as the Directors may determine in their discretion.
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. Subject to Law and Applicable Listing Rules, transfers may be made by way of book entry by the securities depository. The transferor shall be deemed to remain a Shareholder until the name of the transferee is entered in the Register in respect of the relevant Shares. The Register maintained by the Company in respect of the Shares which are registered in the Emerging Market or listed in the GrTai Securities Market or the TSE may be kept by recording the particulars required under the Law in a form otherwise than legible provided such recording otherwise complies with Applicable Listing Rules. To the extent the Register is kept in a form otherwise than legible it must be capable of being reproduced in a legible form.
24. The Board may decline to register any transfer of any Share unless:
 - (a) the instrument of transfer is lodged with the Company, accompanied by the certificate (if any) for the Shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;
 - (b) the instrument of transfer is in respect of only one 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 reduce its share capital and any capital redemption reserve in any manner authorized by the Law.

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 Supermajority Resolution, 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 profits or the proceeds of a fresh issue of Shares.
33. Subject to the Law, Applicable Listing Rules and Articles, upon the approval of a majority of the Directors present at a Board meeting attended by two-thirds or more of the Directors, the Company may repurchase its own Shares from the publicly-traded stock market managed by TSE. The resolution and the implementation thereof, as well as the explanation for not purchasing the shares for any reason, shall be reported in the most recent general meeting.
34. Reduction of issued capital by repurchase

- (a) Subject to the Law and Applicable Listing Rules, if the Company intends to reduce its issued capital by repurchasing and cancelling its Shares, an Ordinary Resolution shall be passed. The Shares to be repurchased and cancelled pursuant to such resolution shall be reduced pro rata among the Shareholders in proportion to the number of Shares held by each Shareholder.
- (b) Subject to the Law and Applicable Listing Rules, the amount payable to the Shareholders in connection with a repurchase of Shares may be paid in cash or in kind (i.e., non-cash). The assets to be delivered in connection with a repurchase of Shares and the value of such assets shall be approved by an Ordinary Resolution at a general meeting and shall be subject to consent by the Shareholder receiving such assets.
- (c) Prior to such general meeting, the Board shall have the value of assets to be delivered in connection with the repurchase of Shares and the value thereof (as described in the preceding paragraph) be audited and certified by an accountant admitted to practice in the Republic of China and shall provide the Shareholders with such audit of the valuation prior to such general meeting.
35. The Shares repurchased by the Company pursuant to the preceding Article 33 shall not be treated as cancelled and shall be classified as Treasury Shares.
36. The number of Shares so repurchased pursuant to Article 33 shall not exceed 10 percent of the total number of issued Shares of the Company and the total price thereof shall not exceed the sum of Retained Earnings plus the amount of the Share Premium Account plus the amount of the Realized Capital Reserve.
37. The resolution for the redemption or repurchase of the Shares by the Company pursuant to Article 33 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.
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.

TREASURY SHARES

- 39A. Shares that the Company purchases, redeems or acquires (by way of surrender or otherwise) may, at the option of the Company, be cancelled immediately or held as Treasury Shares in accordance with the Law. In the event that the Directors do not specify that the relevant Shares are to be held as Treasury Shares, such Shares shall be cancelled.
- 39B. No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be declared or paid in respect of a Treasury Share.
- 39C. The Company shall be entered in the Register as the holder of the Treasury Shares provided that:
- (a) the Company shall not be treated as a member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;
 - (b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Law.

- 39D. Treasury Shares may be disposed of by the Company on such terms and conditions as determined by the Directors, and if applicable, be approved by the general meeting.
- 39E. The transfer of Treasury Shares by the Company to employees in accordance with Law and Applicable Listing Rules may, if agreed upon between the directors and the effective employees in advance, be subject to transfer restriction for a period of not more than two years.

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 to convene the general meeting. Where a general meeting is to be held outside Taiwan, the Company shall engage a Shareholders' Services Agent in the Republic of China 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 issue the notification 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. If such extraordinary general meeting will be held outside Taiwan, the proposing Shareholder(s) shall submit an application to the GreTai Securities Market (or the TSE, if

applicable) for its prior approval and engage a Shareholders' Service Agent in the Republic of China to handle the administration of Shareholder voting matters for such general meeting. 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. (A) At least 30 and 15 days' notices in writing shall be given for any annual and extraordinary general meetings, respectively. For the Shareholders who hold less than 1,000 shares, such notices may be given by a public announcement. 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.
- (B) The Company shall publish all related information including the written notice for convening the general meetings, the proxy form, all proposals to be approved and discussed at the meetings, proposals to elect or discharge Directors or Supervisors and all other reasons and explanations for proposals to be discussed at the meetings at least 30 or 15 days prior to any annual or extraordinary general meetings, respectively.
- (C) Where voting powers of Shareholders at a general meeting are to be exercised in writing, the materials prescribed under Article 46(B) as well as the ballot shall be mailed to the Shareholders by post.
47. The following matters regarding the Company's affairs 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, Share Exchange 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;
 - (j) issuing new Shares or paying cash to the Shareholders pursuant to Article 125.(A); and
 - (k) transfer of Treasury Shares in accordance with Article 17B.

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 Supermajority Resolution:
 - (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) distribute part or all of its dividends or bonus by way of issuance of new Shares;
 - (f) grant of waiver to a Director's engaging in any business within the scope of the Company's business;
 - (g) apply for the termination of the public offering; and
 - (h) upon a public offering, issue restricted stock for the benefit of its employees.
58. (A) The Company may, by a Special Resolution, effect a Merger of the Company in accordance with the Applicable Listing Rules and the Law.
(B) The Company may, by a Special Resolution, change its name.

- (C) The Company may carry out private placement of its Shares with the following Persons in the Republic of China upon adoption of a resolution by at least two-thirds of the votes of the Shareholders present at a general meeting who represent a majority of the total number of issued Shares:
- (a) Banks, bills finance enterprises, trust enterprises, insurance enterprises, securities enterprises, or other legal persons or institutions approved by the competent authority.
 - (b) Persons meeting the conditions prescribed by the competent authority.
 - (c) Directors and Officers of the Company or its Affiliated Companies.
59. Subject to the Law, with regard to the dissolution procedures of the Company, the Company shall pass:
- (a) a Supermajority Resolution, if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as they fall due; or
 - (b) a Special Resolution, if the Company resolves that it be wound up voluntarily for reasons other than the reason stated in Article 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 Treasury Shares held by the Company;

- (b) 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
- (c) the Shares held by another company (hereinafter the “Third Party Company”), where the Company, together with (i) the holding company of the Company and/or (ii) any subsidiary of the Company, owns, directly or indirectly, more than one-half of the total number of issued and voting Shares or the total Share equity of such a Third Party Company.
63. (A) 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.
- (B) Where a Shareholder holds Shares on behalf of other Persons, such Shareholder may vote each Share separately. The qualifications, scope, methods of exercise, operating procedures and other matters with respect to exercising such voting power shall be compliant with Applicable Listing Rules.
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. (A) 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.
- (B) In the event a Director or a Supervisor pledges more than half of the Shares held by such Director or Supervisor at the time he/she/it is elected (the Shares in excess of half of the Shares held by the Director or Supervisor at the time he/she/it is elected shall herein be referred to as “Excess Pledged Shares”), such Director or Supervisor shall not exercise voting power over the Excess Pledged Shares, and the Excess Pledged Shares shall not be counted towards the quorum of the general meeting.
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 appointed the chairman of the general meeting as his or her proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document, but shall be deemed to have waived his votes in respective of any ad hoc motions and the amendments to the contents of the original proposals at such general meeting.
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 2nd 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, such Shareholder may, at any time, revoke such written or electronic voting and choose to attend the general meeting in person.
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.
- (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. Without prejudice to Article 66 and 67, 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. In case a Shareholder who has exercised his votes by proxy, such Shareholder may, at any time, revoke such proxy and choose to attend the general meeting in person. A Shareholder who is deemed to have appointed the chairman of the general meeting as proxy pursuant to Article 67 shall have the right to appoint another person as its proxy to attend the meeting, in which case, unless the Shareholder thereafter issues an explicit statement to revoke such express appointment of proxy, the express appointment of another proxy shall be deemed to have revoked the deemed appointment of the chairman as proxy under Article 67 and the Company shall only count the vote(s) cast by such expressly appointed proxy at the meeting.
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 a proxy deemed appointed pursuant to Article 67, 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, except for the proxy deemed appointed pursuant to Article 67, 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) Subject to the Law, so long as the Shares are registered with the Emerging Market or listed on the GreTai Securities Market or TSE, the Directors shall include such number of Independent Directors as 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 must 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, independence criteria and nominating procedure. A legal person Shareholder/or its representative(s) who already serves as the Director or Supervisor may not be concurrently appointed or elected as an Independent Director; in the event that such legal person or its representative(s) has been elected as Independent Director, such legal person or its representative(s) shall be dismissed from its Independent Director post.

(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 per 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 the 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. Where a legal person is a Shareholder, such legal person or its representative(s) may be elected as a Director/Directors, but such authorized representatives may not concurrently be selected or serve as the director or supervisor of the company.
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. Where all the Directors are re-elected prior to the expiration of the term of the existing Directors by an Ordinary Resolution without resolving that the existing Directors will not be discharged until the expiry of their present term, then all the existing Directors shall be discharged and the appointment of the newly elected Directors shall be effective upon such resolution being made.
82. A Director may be discharged at any time by a Supermajority Resolution 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.

COMPENSATION COMMITTEE

86. (A) The Company shall establish a compensation committee (the "Compensation Committee") to determine and conduct periodical reviews on the Company's policy for compensation of the Directors, Supervisors and Officers. The rules governing the establishment of the Compensation Committee and the exercise of powers by the Compensation Committee with regard to member qualification, exercise of power and related issues, as well as the determination of the compensation of the Directors, Supervisors and Officers, shall be duly resolved and promulgated by the Board, in accordance with Applicable Listing Rules.

(B) The aforesaid compensation shall include salaries, options and other de-facto compensation mechanism for the Directors, Supervisors and Officers.

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

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. (A) 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.

(B) Directors shall bear fiduciary duties to the Company and shall exercise the due care of a good administrator in conducting the business of the Company. If a Director acts contrary to such duties and does not exercise due care of a good administrator ("Act of Breach of Duty"), such Director shall be liable for the damages sustained by the Company therefrom. If Act of Breach of Duty is motivated by the Director's personal gain or the gain of others, the Company may, by an Ordinary Resolution, treat the earnings generated therefrom as earnings of the Company. If a Director, in conducting the business of the Company, violates any Applicable Listing Rules thus causing damage to any Persons, such Director shall be jointly and severally liable with the Company for the damage caused to such other Persons.

(C) Officers of the Company, within the scope of their duties, bears the same liabilities as the Directors.

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 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. (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.

(B) 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 Officers 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, Officer 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 Board of Directors, provided always that such authority may be given prior to or after the affixing of the Seal and if given after may be in general form confirming a number of affixings of the Seal. The Seal shall be affixed in the presence of a Director or a Secretary (or an assistant Secretary) or in the presence of any one 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) losses 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 Supermajority Resolution, 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) A Director who has a personal interest in the matter under discussion at a Board meeting shall explain the nature and essential contents of such personal interest to the Board.
- (B) A Director who is in any way, personally interested in a matter to be discussed at a Board meeting, which personal interest may impair the interests of the Company, 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 Supermajority Resolution. 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 have been covered and a Statutory Reserve shall have been set aside in accordance with Article 120(A).

- (B) Subject to Article 125(A), the Company shall not pay dividends or bonuses when there are no Accumulated Distributable Earnings, as defined in Article 119(c).
- (C) Where the Company has earnings of the current year at the end of the fiscal year, after paying all relevant taxes, off-setting losses, setting aside reserves from the earnings of the current year (including Statutory Reserve and Special Reserve, if necessary), the balance of the earnings of the current year and the undistributed retained earnings accrued from prior years (hereinafter collectively the "Accumulated Distributable Earnings") may be declared and distributed by an Ordinary Resolution passed at an annual general meeting in the following order, provided that such Accumulated Distributable Earnings are positive:
- (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. A minimum of 10% of distributable Surplus Earnings shall be distributed as dividends to Shareholders per each year.
- (D) 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.
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 profits of the Company, or, if permitted by the Law, out of Capital.
- (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 Supermajority Resolution 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. 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 Supermajority Resolution, pro rata among the Shareholders in proportion to the number of Shares held by each such Shareholder, (a) 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; (b) make distributions out of the Statutory Reserve and the Share Premium Account to its Members in cash; provided that only the portion of such Statutory Reserve which exceeds an amount equal to 25 percent of the paid-in capital may be capitalized or distributed.
- (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 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. (A) Unless otherwise determined by the Company in general meeting, the general meeting shall appoint any natural person to be a Supervisor. Where a legal person acts as a Shareholder of a Company, such legal person or its representative(s) may be elected as a Supervisor/Supervisors of the Company, provided however that, where such legal person appoints its representative(s) to be elected as a Supervisor/Supervisors, such legal person may not concurrently appoint another representative(s) to be elected as the a Director/ Directors of the Company. At a general meeting for election of Supervisors, the number of votes exercisable per Share shall be the same as the number of Supervisors to be elected, and the total number of votes per share may be consolidated for the 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 Supervisor so elected.

(B) The term for which a Supervisor will hold office shall not exceed 3 years; thereafter he/she may be eligible for re-election. In case no election of new Supervisors is effected after expiration of the term of office of the existing Supervisors, the term of office of such Supervisors shall be extended until the time new Supervisors are elected and assume their office.

- (C) 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. At least one Supervisor must not be the spouse or a relative to the second degree or closer to the Directors or the other Supervisors.
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, and within the scope of their duties bears the same liabilities as the Directors.
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 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. (Deleted)

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 alter or amend these Articles in whole or in part.

REGISTRATION BY WAY OF CONTINUATION

162. The Company may by Special Resolution 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.

LITIGATION AND NON-LITIGATION AGENT

163. The Company shall appoint a litigation and non-litigation agent which is deemed as the responsible person in Taiwan in accordance with the Applicable Listing Rules. Such agent shall have domicile in Taiwan.

公司法
股份有限公司
KINGCAN HOLDINGS LIMITED
之
組織章程大綱及章程

(中文版本僅為閱讀參考之便，如遇有
中英文版本內容或闡釋不一致時，概以英文版本為準。)

以特別決議修訂於 2013 年 6 月 20 日

公司法
股份有限公司
經修訂之
KINGCAN HOLDINGS LIMITED組織章程大綱
(以特別決議修訂於2013年6月20日)

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, Floor 4, Willow House, Cricket Square, 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2,400,000,000元，分為240,000,000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206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
(以特別決議修訂於2013年6月20日)

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"係指在臺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；

"經理人"係指依適用之掛牌規則定義下之經理人；

"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；

"**股份轉換**"係指本公司讓與全部已發行股份予他公司作為對價，以繳足公司股東承購他公司所發行之新股或發起設立所需之股款之行為；

"**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；

"**特別決議**"係指本公司依法律通過之特別決議，亦即於代表本公司已發行股份過半數之股東親自或委託他人（若允許）出席之股東會，經出席之有表決權股東三分之二以上同意通過之決議；惟該股東會之開會通知應載明將尋求特別決議之意圖，且於計算表決結果時，應以各股東之表決數為準；；

"**重度決議**"係指由代表本公司已發行股份總數三分之二或以上之股東出席股東會，出席股東表決權過半數同意通過的決議，或若出席股東會的股東代表股份總數雖未達本公司已發行股份總數三分之二，但超過本公司已發行股份總數之半數時，由該股東會出席股東表決權三分之二或以上之同意通過的決議；

"**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；

"**庫藏股**"係指已發行之股份，由本公司買回、贖回或以其他方式所取得並且未辦理註銷者；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. (A) 除本條(B)規定之情形外，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。
(B) 除本章程第17條(A)規定之情形外，本公司發行限制員工權利新股者，應經股東會以重度決議為之。
(C) 本公司依(B)之規定發行新股者，其發行數量、發行價格、發行條件及其他應遵行事項，應遵循適用之掛牌規則。
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及從屬公司員工承購。
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；
 - (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；
 - (e) 本公司私募有價證券者；或
 - (f) 與發行限制員工權利新股相關者。
16. 當本公司透過在台灣發行新股進行增資時，除非依適用之掛牌規則，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. (A) 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。
- (B) 本公司買回自己股份後，以低於實際買回庫藏股之平均價格轉讓予員工，應經最近一次股東會有代表已發行股份總數過半數股東親自或以委託書(倘若允許)之出席，出席股東表決權三分之二以上之同意，並應於該次股東會召集事由中列舉並說明下列事項，不得以臨時動議提出：
- (a) 所定轉讓價格、折價比率、計算依據及合理性。
 - (b) 轉讓庫藏股數、目的及合理性。
 - (c) 認股員工之資格條件及得認購之股數。
 - (d) 對股東權益影響事項：
 - (1)可能費用化之金額及對公司每股盈餘稀釋情形。
 - (2)說明低於實際買回庫藏股之平均價格轉讓予員工對公司造成之財務負擔。

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

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) 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，股東名簿之記載推定股東之持股情形。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. 於不違反法律及適用之掛牌規則之前提下，本公司發行之股份應得自由轉讓，惟發行新股保留予本公司員工承購之股份，得有董事會自行裁量決定之限制轉讓期間。
- 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。於不違反法律及適用之掛牌規則下，股份轉讓得以劃撥方式為之。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。一旦股份於興櫃市場、證券櫃檯買賣中心或台灣證券交易所交易，公司維持之股東名冊，得依所適用之掛牌規則規定之非書面方式為之。惟以非書面方式記錄之股東名冊，必須隨時得以書面方式呈現。

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。

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，透過股東會重度決議為之；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董事之出席，出席董事超過二分之一之同意，於台灣證券交易所集中交易市場買回本公司上市有價證券。前揭董事會決議及其執行情形，及如因故未買回上市有價證券者，均應於最近一次之股東會報告。

34. 藉由買回股份以減少已發行資本

- (a) 於不違反法律及適用之掛牌規則之前提下，本公司非依股東會普通決議減少藉由買回股份以減少之已發行資本，不得銷除其股份；藉由買回股份以減少已發行資本，應依股東所持股份比例減少之。
- (b) 於不違反法律及適用之掛牌規則之前提下，公司藉由買回股份以減少已發行資本，得以現金以外財產退還股款；其退還之財產及抵充之數額，應經股東會普通決議，並經該收受財產股東之同意。

(c) 前項財產之價值及抵充之數額，董事會應於股東會前，送交中華民國會計師查核簽證。

35. 本公司依據前述第33條買回之股份不得視之為銷除之股份，而應為庫藏股。
36. 依據第33條買回之股份之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。
37. 本公司依據第33條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。
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。

庫藏股

- 39A. 經本公司買回、贖回或取得（以繳回或其他方式）之股份，得依據法律之規定由本公司裁量立即註銷或以庫藏股之方式持有。若本公司董事會並未決議將相關股份視為庫藏股而持有者，則該等股份即應為註銷。
- 39B. 庫藏股不得獲配股利，以及對本公司資產所為之分配及發放（包含解散清算時所分配予股東之資產），無論其係以現金或其他之形式為之。
- 39C. 本公司應於股東名簿上登記為庫藏股之持有人，惟：
 - (a) 本公司不應被視為具備股東之身分，並且不得因持有庫藏股而行使任何權力，任何權力之行使均應被視為無效；
 - (b) 無論係為本章程或法律之目的，於本公司之任何會議，庫藏股均不具備任何直接或間接之表決權，並且於任何時候皆不算入本公司已發行股份之數額內。
- 39D. 庫藏股得由本公司以董事會（或如適用，股東會）所決議之條件處置之。
- 39E. 於不違反法律及適用之掛牌規則之前提下，本公司收買自己之股份轉讓予員工者，

得在董事及該員工合意下，限制員工在一定期間內不得轉讓。但其期間最長不得超過二年。

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，本公司應於中華民國境內委託專業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為召集股東會之通知，提出請求之股東得自行召集股

東臨時會。該股東得決定開會之地點及時間，若該股東決議將在台灣以外地區召開股東臨時會，該股東應事前取得證券櫃檯買賣中心或台灣證券交易所之核准，且應委任一在台灣之股務代理機構，處理股東於該股東會投票之行政事宜。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. (A)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，對於持有記名股票未滿一千股股東，得以公告方式為之。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。
- (B)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，公告股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事、監察人事項等各項議案之案由及說明資料。
- (C)本公司股東會採行書面行使表決權者，並應將前項資料及書面行使表決權用紙，併同寄送給股東。
47. 下列本公司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、股份轉換或分割；
 - (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；
 - (j) 依據本章程第125(A)條，發給原股東新股或現金者；及
 - (k) 依據本章程第17B條轉讓庫藏股。
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. 本公司應經重度決議：
- (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) 以發行新股方式分派部分或全部股息或紅利；
 - (f) 解除董事競業禁止責任；
 - (g) 申請停止公開發行；及
 - (h) 發行限制員工權利新股者。
58. (A)本公司得經特別決議，依任何適用之掛牌規則及法律辦理本公司之合併。
(B)本公司得經特別決議變更名稱。
(C)本公司得以有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意，在中華民國境內對下列之人進行有價證券之私募：
- (a)銀行業、票券業、信託業、保險業、證券業或其他經中華民國證券主管機關核准之法人或機構。
 - (b)符合中華民國證券主管機關所定條件之自然人、法人或基金。
 - (c)該公司或其關係企業之董事、監察人及經理人。
59. 根據法律，關於本公司之解散清算程序，本公司應通過：
- (a) 重度決議，因本公司債務到期無力清償而決議自願解散清算時；或
 - (b) 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) 本公司依法持有自己之股份。
 - (b) 被本公司持有已發行有表決權之股份總數或資本總額超過半數之從屬公司，所持有本公司之股份。
 - (c) 本公司及本公司之控制公司及/或本公司之從屬公司，直接或間接持有他公司已發行有表決權之股份總數或資本總額合計超過半數之他公司，所持有本公司及其從屬公司之股份。
63. (A)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的表決。
(B)本公司公開發行後，股東如係為他人持有股份時，股東得主張分別行使表決權。其行使表決權之資格條件、適用範圍、行使方式、作業程序及其他應遵行事項之辦法，應遵循適用之掛牌規則。
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. (A)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。
(B)董事或監察人以股份設定質權超過選任當時所持有之公司股份數額二分之一時，其超過之股份不得行使表決權，不算入已出席股東之表決權數。

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，應視為已指定股東會之主席為其代理人，依據書面或電子文件所載明之指示，代理該股東於股東會行使投票權。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二日前送達本公司，於本公司收受二份以上之意思表示時，以最先之意思表示為準，後送達之意思表示中有明確表示撤銷前份意思表示者，不在此限。
69. 股東以書面或電子方式行使表決權後，得隨時撤銷此書面或電子方式行使之表決權，親自出席股東會。
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，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. 在不違反第66條及第67條的情況下，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。股東以委託書行使表決權後，得隨時撤銷此委託書行使之表決權，親自出席股東會。依據第67條之規定被視為已指定股東會之主席為其代理人之股東，有權明示指派另一代理人出席股東會。除有明確之意思表示撤銷該代理人之明示指派外，該代理人之明示指派應視為已撤銷股東依據第67條被視為已指定股東會之主席為代理人之指定，且於股東會中，本公司應只計算該以明示指派之代理人所代表之表決權數。

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之信託事業或股務代理機構或依第67條被視為經指定之代理人外，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，除依第67條被視為經指定之代理人外，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)於不違反法律之前提下，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掛牌規則所要求之資格條件，包括但不限於對於其專業資格之要求、持股與兼職限制、獨立性之認定及提名方式。政府、法人或其代表人當選本公司董事或監察人者，不得充任獨立董事；其已充任者，當然解任。

(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。政府或法人為股東時，得由其代表人當選為董事，代表人有數人時，得分別當選，但不得同時當選或擔任監察人。

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。股東會於公司董事任期未屆滿前，經決議改選全體董事者，如未決議董事於任期屆滿始為解任，視為提前解任。
82. 董事得隨時以股東會之重度決議解任之。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。

薪資報酬委員會

86. (A) 本公司應設置薪資報酬委員會以訂定並定期檢討本公司之董事、監察人及經理人薪資報酬政策，提請董事會決議之。本公司董事會應依據適用之掛牌規則訂定薪資報酬委員會之設置及行使職權辦法，其成員專業資格、所定職權之行使及相關事項應遵循適用之掛牌規則。
(B) 前項薪資報酬應包括董事、監察人及經理人之薪資、股票選擇權與其他具有實質獎勵之措施。
87. 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。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。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。

董事及經理人職權及義務

89. (A)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。
- (B)本公司之董事應忠實執行業務並盡善良管理人之注意義務，如有違反致本公司受有損害者，負損害賠償責任。該行為若係為自己或他人所為時，股東會得以決議，將該行為之所得視為本公司之所得。本公司之董事對於本公司業務之執行，如有違反法令致他人受有損害時，對他人應與本公司負連帶賠償之責。
- (C)本公司之經理人在執行職務範圍內，應負與本公司董事相同之損害賠償責任。
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. (A)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。

(B)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. 除經董事會之授權外,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，一名秘書或任何助理秘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，但未經公司依據重度決議予以解任者，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. (A)董事對於會議之事項，有自身利害關係時，該董事應於當次董事會說明其自身利害關係之重要內容。
- (B)董事對於會議之事項，有自身利害關係致有害於公司利益之虞時，該董事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重度決議核准。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) 董事會任用之所有經理人；
 - (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) 除章程第125(A)條規定之情形外，公司無累積可分配盈餘（如第119條(C)之定義）時，不得分派股息及紅利。
- (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（包括法定盈餘公積及特別盈餘公積，如適用），並加計前期未分配之保留盈餘後（以下稱「累積可分配盈餘」），若有剩餘，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，且當年度之股利總額不得低於當年度可分配盈餘總額之百分之十。
- (D) 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。

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，以公司盈餘或資本(如法律允許)，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) 公司得以重慶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. 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，得以重慶決議按股東原有持股比例(a)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，配發新股；(b) 將法定盈餘公積及資本公積-股份溢價帳戶配發現金與原股東。以法定盈餘公積配發新股或現金者，以該項公積超過實收資本額百分之二十五之部份為限。

- (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。前述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臺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. (A)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為之。政府或法人為股東時，得由其代表人當選為監察人，代表人有數人時，得分別當選，但不得同時當選或擔任董事。於股東會選舉監察人時，每一股份有與應選出監察人人數相同之選舉權，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，當選為監察人。
(B)監察人任期不得逾三年，但得連選連任。倘若於任期屆滿後並未有效選出新任之監察人，則原任監察人之任期將延長至新任監察人選出並承接其職務為止。
(C)於本公司之股份在臺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臺灣有住所。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。監察人間或監察人與董事間，應至少一席以上，不具有配偶或二親等以內之親屬之關係。

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經理人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) 以遵循法律以及開曼群島之其他法規為前提，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，且在執行職務範圍內，應負與公司董事相同之損害賠償責任。
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票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）與其他經理人（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. (刪除)

章程修訂

161. 本公司得隨時以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。

訴訟及非訟代理人

163. 本公司應在中華民國境內指定其依適用之掛牌規則之訴訟及非訴訟代理人，並以之為適用之掛牌規則在中華民國境內之負責人。此代理人應在中華民國境內有住所或居所。

【附錄二】

KINGCAN HOLDINGS LIMITED

取得或處分資產處理程序(修訂前)

第一條：目的

為保障資產，落實資訊公開，特制訂本處理程序。

第二條：資產範圍

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

第三條：名詞定義

- 一、衍生性商品：指其價值由資產、利率、匯率、指數或其他利益等商品所衍生之遠期契約、選擇權契約、期貨契約、槓桿保證金契約、交換契約，及上述商品組合而成之複合式契約等。所稱之遠期契約不含保險契約、履約契約、售後服務契約、長期租賃契約及長期進(銷)貨合約。
- 二、依法律合併、分割、收購或股份受讓而取得或處分之資產：指依台灣之企業併購法、金融控股公司法、金融機構合併法或其他法律進行合併、分割或收購而取得或處分之資產，或依台灣公司法第一百五十六條第六項規定發行新股受讓他人公司股份(以下簡稱股份受讓)者。
- 三、關係人：指依台灣財團法人中華民國會計研究發展基金會(以下簡稱會計研究發展基金會)所發布之財務會計準則公報第六號所規定者。
- 四、子公司：指依台灣會計研究發展基金會發布之財務會計準則公報第五號及第七號所規定者。
- 五、專業估價者：指不動產估價師或其他依法律得從事不動產、其他固定資產估價業務者。
- 六、事實發生日：指交易簽約日、付款日、委託成交日、過戶日、董事會決議日或其他足資確定交易對象及交易金額之日等日期孰前者。但屬需經主管機關核准之投資者，以上開日期或接獲主管機關核准之日孰前者為準。

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

八、所稱「一年內」係以本次取得或處分資產之日為基準，往前追溯推算一年，已公告部份免再計入。

九、所稱「最近期財務報表」係指公司於取得或處分資產前依法公開經會計師查核簽證或核閱之財務報表。

第四條：本公司取得之估價報告或會計師、律師或證券承銷商之意見書，該專業估價者及其估價人員、會計師、律師或證券承銷商與交易當事人不得為關係人。

第五條：經法院拍賣程序取得或處分資產者，得以法院所出具之證明文件替代估價報告或會計師意見。

第六條：取得或處分不動產或其他固定資產之處理程序

一、評估及作業程序

本公司取得或處分不動產及其他固定資產，悉依公司內部控制制度固定資產循環辦理。

二、交易條件及授權額度之決定程序

(一) 取得或處分不動產，應參考公告現值、評定價值、鄰近不動產實際交易價格等，決議交易條件及交易價格，作成分析報告提報董事長，其金額在本公司實收資本額百分之二十，總資產百分之十或新台幣三億元或等值貨幣以下者，應呈請董事長核准，金額在新台幣伍仟萬元(含)或等值貨幣以上者並應於事後最近一次董事會中提會報告；超過本公司實收資本額百分之二十，總資產百分之十或新台幣三億元或等值貨幣以上者，另須提經董事會以全體董事三分之二出席，出席董事過半數同意通過後始得為之。

(二) 取得或處分其他固定資產，應以詢價、比價、議價或招標方式擇一為之，其金額在本公司實收資本額百分之二十，總資產百分之十或新台幣三億元或等值貨幣以下者，應依授權辦法逐級核准；超過本公司實收資本額百分之二十，總資產百分之十或新台幣三億元或等值貨幣者，應呈請董事長審核後，提經董事會以全體董事三分之二出席，出席董事過半數同意通過後始得為之。

三、執行單位

本公司取得或處分不動產或其他固定資產時，應依前項核決權限呈核決後，由集團總辦事處負責執行。

四、不動產或其他固定資產估價報告

本公司取得或處分不動產或其他固定資產，除與政府機構交易、自地委建、租地委建，或取得、處分供營業使用之機器設備外，交易金額達公司實收資本額百分之二十，總資產百分之十或新臺幣三億元或等值貨幣以上者，應於事實發生日前先取得專業估價者出具之估價報告，並符合下列規定：

- (一) 因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時，該項交易應先提經董事會決議通過，未來交易條件變更者，亦應比照上開程序辦理。
- (二) 交易金額達新臺幣十億元或等值貨幣以上者，應請二家以上之專業估價者估價。
- (三) 專業估價者之估價結果有下列情形之一，除取得資產之估價結果均高於交易金額，或處分資產之估價結果均低於交易金額外，應洽請會計師依台灣會計研究發展基金會所發布之審計準則公報第二十號規定辦理，並對差異原因及交易價格之允當性表示具體意見：
 - 1、估價結果與交易金額差距達交易金額之百分之二十以上者。
 - 2、二家以上專業估價者之估價結果差距達交易金額百分之十以上者。
- (四) 專業估價者出具報告日期與契約成立日期不得逾三個月。但如其適用同一期公告現值且未逾六個月者，得由原專業估價者出具意見書。

第七條：取得或處分有價證券處理程序

一、評估及作業程序

本公司長、短期有價證券之購買與出售，悉依本公司內部控制制度投資循環相關作業辦理。

二、交易條件及授權額度之決定程序

- (一) 於集中交易市場或證券商營業處所為之有價證券買賣，應由負責單位依市場行情研判決定之，其金額在新台幣壹仟伍佰萬元(含)或等值貨幣以下者由董事長核可並於事後最近一次董事會中提會報備，同時提出長、短期有價證券未實現利益或損失分析報告；其金額超過新台幣壹仟伍佰萬元或等值貨幣者，另須提董事會以全體董事三分之二出席，出席董事過半數同意通過後始得為之。
- (二) 非於集中交易市場或證券商營業處所為之有價證券買賣，若屬投資風險性較低者，如：政府公債、國庫券、有擔保公司債、債券型基金等，單筆投資個別金融資產金額在新台幣參仟萬元(含)或等值貨幣以下者由董事長核可並於事後最近一次董事會中提會報備，同時提出長、短期有價證券未實現利益或損失分析報告；單筆投資個別金融資產金額

超過新台幣參仟萬元或等值貨幣者，另須提董事會以全體董事三分之二出席，出席董事過半數同意通過後始得為之。

- (三) 長期投資之有價證券買賣，應先取具標的公司最近期經會計師查核簽證或核閱之財務報表作為評估交易價格之參考，考量其每股淨值、獲利能力及未來發展潛力等，由董事長核可並於事後最近一次董事會中提會報備，同時提出長、短期有價證券未實現利益或損失分析報告。

三、執行單位

本公司長、短期有價證券投資時，應依前項核決權限呈核後，由集團財會單位負責執行。

四、取得會計師意見

本公司取得或處分有價證券，應於事實發生日前先取具標的公司最近期經會計師查核簽證或核閱之財務報表作為評估交易價格之參考，另交易金額達公司資本額百分之二十，總資產百分之十或新臺幣三億元或等值貨幣以上者，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師若需採用專家報告者，應依會計研究發展基金會所發布之審計準則公報第二十號規定辦理。但該有價證券具活絡市場之公開報價或台灣行政院金融監督管理委員會另有規定者，不在此限。

第八條：關係人交易處理程序

- 一、本公司與關係人取得或處分資產，除應依第七條取得不動產處理程序及本條規定辦理相關決議程序及評估交易條件合理性等事項外，交易金額達公司總資產百分之十以上者，亦應依第七條規定取得專業估價者出具之估價報告或會計師意見。

前款交易金額之計算，應依十三條第一項第(六)款規定辦理。

另外，在判斷交易對象是否為關係人時，除注意其法律形式外，並應考慮實質關係。

二、評估及作業程序

本公司向關係人取得或處分不動產，或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者，應將下列資料，提交董事會通過及監察人承認後，始得簽訂交易契約及支付款項：

- (一) 取得不動產之目的、必要性及預計效益。
- (二) 選定關係人為交易對象之原因。
- (三) 向關係人取得不動產，依本條第三項第(一)款及(四)款規定評估預定交易條件合理性之相關資料。

- (四) 關係人原取得日期及價格、交易對象及其與公司和關係人之關係等事項。
- (五) 預計訂約月份開始之未來一年各月份現金收支預測表，並評估交易之必要性及資金運用之合理性。
- (六) 依前條規定取得之專業估價者出具之估價報告，或會計師意見。
- (七) 本次交易之限制條件及其他重要約定事項。

前項交易金額之計算，應依第十三條第一項第(六)款規定辦理，且所稱一年內係本次交易事實發生之日為基準，往前追溯推算一年。已依本程序規定提交董事會通過及監察人承認部分免再計入。

本公司與子公司間，取得或處分供營業使用之機器設備，董事會得依第六條第二項授權董事長在一定額度內先行決行，事後再提報最近期之董事會追認。

三、交易成本之合理性評估

- (一) 本公司向關係人取得不動產，應按下列方法評估交易成本之合理性：
 - 1、按關係人交易價格加計必要資金利息及買方依法應負擔之成本。所稱必要資金利息成本，以公司購入資產年度所借款項之加權平均利率為準設算之，惟其不得高於台灣財政部公布之非金融業最高借款利率。
 - 2、關係人如曾以該標的物向金融機構設定抵押借款者，金融機構對該標的物之貸放評估總值，惟金融機構對該標的物之實際貸放累計值應達貸放評估總值之七成以上及貸放期間已逾一年以上。但金融機構與交易之一方互為關係人者，不適用之。
- (二) 合併購買同一標的之土地及房屋者，得就土地及房屋分別按前項所列任一方法評估交易成本。
- (三) 本公司向關係人取得不動產，依本條第三項第(一)款及第(二)款規定評估不動產成本，並應洽請會計師複核及表示具體意見。
- (四) 本公司向關係人取得不動產依本條第三項第(一)、(二)款規定評估結果均較交易價格為低時，應依本條第三項第(五)款規定辦理。但如因下列情形，並提出客觀證據及取具不動產專業估價者與會計師之具體合理性意見者，不在此限：
 - 1、關係人係取得素地或租地再行興建者，得舉證符合下列條件之一者：
 - (1) 素地依前條規定之方法評估，房屋則按關係人之營建成本加計合理營建利潤，其合計數逾實際交易價格者。所稱合理營建利潤，應以最近三年度關係人營建部門之平均營業毛利率或台灣財政部公布之最近期建設業毛利率孰低者為準。
 - (2) 同一標的房地之其他樓層或鄰近地區一年內之其他非關係人成

交案例，其面積相近，且交易條件經按不動產買賣慣例應有之合理樓層或地區價差評估後條件相當者。

(3) 同一標的房地之其他樓層一年內之其他非關係人租賃案例，經按不動產租賃慣例應有合理之樓層價差推估其交易條件相當者。

2、本公司舉證向關係人購入之不動產，其交易條件與鄰近地區一年內之其他非關係人成交案例相當且面積相近者。前述所稱鄰近地區成交案例，以同一或相鄰街廓且距離交易標的物方圓未逾五百公尺或其公告現值相近者為原則；所稱面積相近，則以其他非關係人成交案例之面積不低於交易標的物面積百分之五十為原則；前述所稱一年內係以本次取得不動產事實發生之日為基準，往前追溯推算一年。

(五) 本公司向關係人取得不動產，如經按本條第三項第(一)、(二)款規定評估結果均較交易價格為低者，應辦理下列事項。

1、本公司應就不動產交易價格與評估成本間之差額，依台灣證券交易法第四十一條第一項規定提列特別盈餘公積，不得予以分派或轉增資配股。對本公司之投資採權益法評價之投資者如為公開發行公司，亦應就該提列數額按持股比例依台灣證券交易法第四十一條第一項規定提列特別盈餘公積。

2、監察人應依台灣公司法第二百一十八條規定辦理。

3、應將本款第三項第(五)款第1點及第2點處理情形提報股東會，並將交易詳細內容揭露於公司年報及公開說明書。且本公司及對本公司之投資採權益法評價之公開發行公司經前述規定提列特別盈餘公積者，應俟高價購入之資產已認列跌價損失或處分或為適當補償或恢復原狀，或有其他證據確定無不合理者，並經台灣行政院金融監督管理委員會同意後，始得動用該特別盈餘公積。

(六) 本公司向關係人取得不動產，有下列情形之一者，應依本條第一項及第二項有關評估及作業程序規定辦理即可，不適用本條第三項(一)、(二)、(三)款有關交易成本合理性之評估規定：

1、關係人係因繼承或贈與而取得不動產。

2、關係人訂約取得不動產時間距本交易訂約日已逾五年。

3、與關係人簽訂合建契約而取得不動產。

(七) 本公司向關係人取得不動產，若有其他證據顯示交易有不合營業常規之情事者，亦應本條第三項第(五)款規定辦理。

第九條：取得或處分會員證或無形資產之處理程序

一、評估及作業程序

本公司取得或處分會員證或無形資產，悉依集團內部控制制度固定資產循環程序辦理。

二、交易條件及授權額度之決定程序

本公司取得或處分資產依所訂處理程序或其他法律規定應經董事會通過者，如有董事表示異議且有紀錄或書面聲明，公司並應將董事異議資料送各監察人。另外本公司若已設置獨立董事者，依規定將取得或處分資產交易提報董事會討論時，應充分考量各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄載明。

三、執行單位

本公司取得或處分會員證或無形資產時，應依前項核決權限呈核決後，由集團總辦事處負責執行。

四、會員證或無形資產專家評估意見報告

本公司取得或處分會員證或無形資產之交易金額達公司實收資本額百分之二十，總資產百分之十或新臺幣三億元或等值貨幣以上者，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師並應依台灣會計研究發展基金會所發布之審計準則公報第二十號規定辦理。

第十條：取得或處分金融機構之債權之處理程序

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

第十一條：取得或處分衍生性商品之處理程序

一、交易原則與方針

(一) 交易種類

- 1、本公司從事之衍生性金融商品係指其價值由資產、利率、匯率、指數或其他利益等商品所衍生之交易契約(如遠期契約、選擇權、期貨、利率或匯率、交換，暨上述商品組合而成之複合式契約等)。
- 2、有關債券保證金交易之相關事宜，應比照本處理程序之相關規定辦理。從事附買回條件之債券交易得不適用本處理程序之規定。

(二) 經營(避險)策略

本公司從事衍生性金融商品交易，應以避險為目的，交易商品應選擇使用規避公司業務經營所產生之風險為主，持有之幣別必須與公司實際進出口交易之外幣需求相符，以公司整體內部部位(指外幣收入及

支出)自行軋平為原則，藉以降低公司整體之外匯風險，並節省外匯操作成本。

其他特定用途之交易，須經謹慎評估，提報總經理及董事長核准後方可進行之，並應於最近期董事會呈報。

(三) 權責劃分

1、集團總辦事處

(1) 交易人員

A、負責整個公司金融商品交易之策略擬定。

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

C、依據授權權限及既定之策略執行交易。

D、金融市場有重大變化、交易人員判斷已不適用既定之策略時，隨時提出評估報告，重新擬定策略，經由總經理核准後，作為從事交易之依據。

(2) 財會人員

A、執行交易確認。

B、審核交易是否依據授權權限與既定之策略進行。

C、每月進行評價，評價報告呈核至總經理。

D、會計帳務處理。

E、依據台灣行政院金融監督管理委員會規定申報及公告。

(3) 交割人員：執行交割任務。

(4) 衍生性商品核決權限

A、避險性交易之核決權限

集團財務部門應掌握公司整體部位，以規避交易風險，本公司及各子公司避險性交易金額單筆成交部位在美金貳佰萬元或等值貨幣以下，應呈報總經理核准使得為之，超過美金貳佰萬元以上者，應呈董事長核准使得為之，並應於最近期董事會呈報，單筆成交部位在美金參佰萬元或等值貨幣以上，應呈本公司董事會核准使得為之。

B、非避險性交易之核決權限

基於對市場變化狀況之預測，集團財務部門得依需要擬定策略，提報總經理及董事長核准後方可進行之，並應於最近期董事會呈報，單筆成交部位在美金參佰萬元或等值貨幣以上，應呈本公司董事會核准使得為之。

C、本公司取得或處分資產依所訂處理程序或其他法律規定應經董事會通過者，如有董事表示異議且有紀錄或書面聲明，公司並應將董事異議資料送各監察人。另外本公司若已設置獨立董事者，依規定將取得或處分資產交易提報董事會討論時，應充分考量各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄載明。

2、稽核部門

負責了解衍生性商品交易內部控制之允當性及查核交易部門對作業程序之遵循情形，並分析交易循環，作成稽核報告，並於有重大缺失時向董事會報告。

3、績效評估

(1) 避險性交易

A、以公司帳面上匯率成本與從事衍生性金融交易之間所產生損益為績效評估基礎。

B、為充份掌握及表達交易之評價風險，本公司採月結評價方式評估損益。

C、集團財務部門應提供外匯部位評價與外匯市場走勢及市場分析予管理階層作為管理參考與指示。

(2) 特定用途交易

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

4、契約總額及損失上限之訂定

(1) 契約總額

A、避險性交易額度

集團財務部門應掌握公司整體部位，以規避交易風險，本公司及各子公司避險性交易金額單筆成交部位在美金貳佰萬元或等值貨幣以下，應呈報總經理核准使得為之，超過美金貳佰萬元以上者，應呈董事長核准使得為之，並應於最近期董事會呈報，單筆成交部位在美金參佰萬元或等值貨幣以上，應呈本公司董事會核准使得為之。

B、非避險性交易額度

基於對市場變化狀況之預測，集團財務部門得依需要擬定策略，提報總經理及董事長核准後方可進行之，並應於最近期董事會呈報，單筆成交部位在美金參佰萬元或等值貨幣以上，應呈本公司董事會核准使得為之。

本公司及各子公司交易淨累積部位之契約總額以美金壹仟伍佰萬元為限，超過上述之金額，需經過本公司董事會之同意，依照政策性之指示始可為之。

(2) 損失上限之訂定

A、有關於避險性交易乃在規避風險，以交易契約金額之百分之十五為上限。

B、如屬非避險性之交易契約，部位建立後，應設停損點以防止超額損失。停損點之設定，以不超過交易契約金額之百分之十五為上限，如損失金額超過交易金額百分之十時，需即刻呈報總經理，商議必要之因應措施。

C、個別契約損失金額以不超過美金拾萬元或交易合約金額百分之十五何者為低之金額為損失上限。

D、本公司及各子公司非避險性之交易性操作年度損失總額最高限額為美金參拾萬元。

二、風險管理措施

(一) 信用風險管理:

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

1、交易對象：以國內外著名金融機構為主。

2、交易商品：以國內外著名金融機構提供之商品為限。

3、交易金額：同一交易對象之未沖銷交易金額，以不超過授權總額百分之十為限，但總經理核准者則不在此限。

(二) 市場風險管理:

以銀行提供之公開外匯交易市場為主，暫不考慮期貨市場。

(三) 流動性風險管理:

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

(四) 現金流量風險管理

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

(五) 作業風險管理

1、應確實遵循公司授權額度、作業流程及納入內部稽核，以避免作業風險。

- 2、從事衍生性商品之交易人員及確認、交割等作業人員不得互相兼任。
- 3、風險之衡量、監督與控制人員應與前款人員分屬不同部門，並應向董事會或向不負交易或部位決策責任之高階主管人員報告。
- 4、衍生性商品交易所持有之部位至少每週應評估一次，惟若為業務需要辦理之避險性交易至少每月應評估二次，其評估報告應呈送董事會授權之高階主管人員。

(六) 商品風險管理

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

(七) 法律風險管理：

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

三、內部稽核制度

- (一) 內部稽核人員應定期瞭解衍生性商品交易內部控制之允當性，並按月查核交易部門對從事衍生性商品交易處理程序之遵守情形並分析交易循環，作成稽核報告，如發現重大違規情事，應以書面通知監察人。
- (二) 集團內部稽核人員應於次年二月底前將稽核報告併同內部稽核作業年度查核情形向台灣金管會申報，且至遲於次年五月底前將異常事項改善情形申報台灣金管會備查。

四、定期評估方式

- (一) 董事會應授權高階主管人員定期監督與評估從事衍生性商品交易是否確實依公司所訂之交易程序辦理，及所承擔風險是否在容許承作範圍內、市價評估報告有異常情形時(如持有部位已逾損失受限)時，應立即向董事會報告，並採因應之措施。
- (二) 衍生性商品交易所持有之部位至少每週應評估一次，惟若為業務需要辦理之避險性交易至少每月應評估二次，其評估報告應呈送董事會授權之高階主管人員。

五、從事衍生性商品交易時，董事會之監督管理原則

- (一) 董事會應指定高階主管人員隨時注意衍生性商品交易風險之監督與控制，其管理原則如下：
 - 1、定期評估目前使用之風險管理措施是否適當並確實依本準則及公司所訂之從事衍生性商品交易處理程序辦理。
 - 2、監督交易及損益情形，發現有異常情事時，應採取必要之因應措施，並立即向董事會報告。
 - 3、本公司若已設置獨立董事者，董事會應有獨立董事出席並表示意見。

- (二) 定期評估從事衍生性商品交易之績效是否符合既定之經營策略及承擔之風險是否在公司容許承受之範圍。
- (三) 本公司從事衍生性商品交易時，依所訂從事衍生性商品交易處理程序規定授權相關人員辦理者，事後應提報董事會。
- (四) 本公司從事衍生性商品交易時，應建立備查簿，就從事衍生性商品交易之種類、金額、董事會通過日期及依本條第四項第(二)款、第五項第(一)及第(二)款應審慎評估之事項，詳予登載於備查簿備查。

第十二條：辦理合併、分割、收購或股份受讓之處理程序

一、評估及作業程序

- (一) 本公司辦理合併、分割、收購或股份受讓時宜委請律師、會計師及承銷商等共同研議法定程序預計時間表，且組織專案小組依照法定程序執行之。並於召開董事會決議前，委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性表示意見，提報董事會討論通過。
- (二) 本公司應將合併、分割或收購重要約定內容及相關事項，於股東會開會前製作致股東之公開文件，併本條第一項第(一)款之專家意見及股東會之開會通知一併交付股東，以作為是否同意該合併、分割或收購案之參考。但依其他法律規定得免召開股東會決議合併、分割或收購事項者，不在此限。另外，參與合併、分割或收購之公司，任一方之股東會，因出席人數、表決權不足或其他法律限制，致無法召開、決議，或議案遭股東會否決，參與合併、分割或收購之公司應立即對外公開說明發生原因、後續處理作業及預計召開股東會之日期。

二、其他應行注意事項

- (一) 參與合併、分割或收購之公司除其他法律另有規定或有特殊因素事先報經本會同意者外，應於同一天召開董事會及股東會，決議合併、分割或收購相關事項；
參與股份受讓之公司除其他法律另有規定或有特殊因素事先報經本會同意者外，應於同一天召開董事會；
參與合併、分割、收購或股份受讓之上市或股票在證券商營業處所買賣之公司，應將下列資料作成完整書面紀錄，並保存五年，備供查核。
1、人員基本資料：包括消息公開前所有參與合併、分割、收購或股份受讓計畫或計畫執行之人，其職稱、姓名、身分證字號（如為外國人則為護照號碼）。

2、重要事項日期：包括簽訂意向書或備忘錄、委託財務或法律顧問、簽訂契約及董事會等日期。

3、重要書件及議事錄：包括合併、分割、收購或股份受讓計畫，意向書或備忘錄、重要契約及董事會議事錄等書件。

參與合併、分割、收購或股份受讓之上市或股票在證券商營業處所買賣之公司，應於董事會決議通過之即日起算二日內，將前項第一款及第二款資料，依規定格式由網際網路資訊系統申報；

參與合併、分割、收購或股份受讓之公司有非屬上市或股票在證券商營業處所買賣之公司者，上市或股票在證券商營業處所買賣之公司應與其簽訂協議，並依第三項及第四項規定辦理。

(二) 事前保密承諾：所有參與或知悉公司合併、分割、收購或股份受讓計畫之人，應出具書面保密承諾，在訊息公開前，不得將計畫之內容對外洩露，亦不得自行或利用他人名義買賣與合併、分割、收購或股份受讓案相關之所有公司之股票及其他具有股權性質之有價證券。

(三) 換股比例或收購價格之訂定與變更原則：參與合併、分割、收購或股份受讓之公司應於雙方董事會前委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性表示意見，並提報股東會。換股比例或收購價格原則上不得任意變更，但已於契約中訂定得變更之條件，並已對外公開揭露者，不在此限。換股比例或收購價格得變更條件如下：

1、辦理現金增資、發行轉換公司債、無償配股、發行附認股權公司債、附認股權特別股、認股權憑證及其他具有股權性質之有價證券。

2、處分公司重大資產等影響公司財務業務之行為。

3、發生重大災害、技術重大變革等影響公司股東權益或證券價格情事。

4、參與合併、分割、收購或股份受讓之公司任一方依法買回庫藏股之調整。

5、參與合併、分割、收購或股份受讓之主體或家數發生增減變動。

6、已於契約中訂定得變更之其他條件，並已對外公開揭露者。

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

1、違約之處理。

2、因合併而消滅或被分割之公司前已發行具有股權性質有價證券或已買回之庫藏股之處理原則。

- 3、參與公司於計算換股比例基準日後，得依法買回庫藏股之數量及其處理原則。
 - 4、參與主體或家數發生增減變動之處理方式。
 - 5、預計計畫執行進度、預計完成日程。
 - 6、計畫逾期未完成時，依法令應召開股東會之預定召開日期等相關處理程序。
- (五) 參與合併、分割、收購或股份受讓之公司家數異動時：參與合併、分割、收購或股份受讓之公司任何一方於資訊對外公開後，如擬再與其他公司進行合併、分割、收購或股份受讓，除參與家數減少，且股東會已決議並授權董事會得變更權限者，參與公司得免召開股東會重行決議外，原合併、分割、收購或股份受讓案中，已進行完成之程序或法律行為，應由所有參與公司重行為之。
- (六) 參與合併、分割、收購或股份受讓之公司有非屬公開發行公司者，本公司應與其簽訂協議，並依本條第二項(一)款召開董事會日期、第(二)款事前保密承諾、第(五)款參與合併、分割、收購或股份受讓之公司家數異動之規定辦理。

第十三條：公司資訊公開揭露程序

一、應公告申報項目及公告申報標準

- (一) 向關係人取得不動產或處分不動產，或與關係人為取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上。但買賣公債或附買回、賣回條件之債券，不在此限。
- (二) 進行合併、分割、收購或股份受讓。
- (三) 從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。
- (四) 除前三款以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十，總資產百分之十或新臺幣參億元或等值貨幣以上者。但下列情形不在此限：
 - 1、買賣公債。
 - 2、以投資為專業者，於海內外證券交易所或證券商營業處所所為之有價證券買賣。
 - 3、買賣附買回、賣回條件之債券。
 - 4、取得或處分之資產種類屬供營業使用之機器設備且其交易對象非為關係人，交易金額未達新臺幣伍億元或等值貨幣以上。

5、倘本公司經營營建業務，取得或處分供營建使用之不動產且其交易對象非為關係人，交易金額未達新臺幣伍億元或等值貨幣以上。

6、以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，公司預計投入之交易金額未達新臺幣伍億元或等值貨幣以上。

(五) 前述第四款交易金額之計算方式如下，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本準則規定取得專業估價者出具之估價報告或會計師意見部分免再計入。

1、每筆交易金額。

2、一年內累積與同一相對人取得或處分同一性質標的交易之金額。

3、一年內累積取得或處分(取得、處分分別累積)同一開發計畫不動產之金額。

4、一年內累積取得或處分(取得、處分分別累積)同一有價證券之金額。

二、公司辦理公告及申報之時限

本公司取得或處分資產，具有本程序所訂應公告項目且交易金額達本條應公告申報標準者，應於事實發生之即日起算二日內辦理公告申報。

三、公告申報程序

(一) 本公司應將相關資訊於台灣行政院金融監督管理委員會指定網站辦理公告申報。

(二) 本公司應按月將本公司及非屬國內公開發行之子公司截至上月底止從事衍生性商品交易之情形依規定格式，彙總於每月十日前輸入台灣金管會指定之資訊申報網站。

(三) 本公司依規定應公告項目如於公告時有錯誤或缺漏而應予補正時，應依台灣相關法令規定重新公告申報。

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

(五) 本公司依前條規定公告申報之交易後，有下列情形之一者，應於事實發生之即日起算二日內將相關資訊於台灣金管會指定網站辦理公告申報：

1、原交易簽訂之相關契約有變更、終止或解除情事。

2、合併、分割、收購或股份受讓未依契約預定日程完成。

3、原公告申報內容有變更。

四、公告格式

本公司取得或處分資產，有下列情形且達應申報標準者，應按性質依台灣主

管機關規定之內容、格式及應記載事項，於規定期限內辦理公告：

- (一) 本公司於海內外集中交易市場或櫃檯買賣中心買賣母子公司或關係企業之有價證券。
- (二) 以自地委建、合建分屋、合建分成、合建分售方式取得不動產。
- (三) 取得或處分不動產及其他固定資產、向關係人取得不動產。
- (四) 非於集中交易市場或證券商營業處所所為之有價證券、會員證、無形資產買賣及金融機構處分債權。
- (五) 赴大陸地區投資。
- (六) 從事衍生性商品交易。
- (七) 進行合併、分割、收購或股份受讓。

第十四條：本公司之子公司應依下列規定辦理：

- 一、子公司亦應依台灣「公開發行公司取得或處分資產處理準則」有關規定訂定「取得或處分資產處理程序」。
- 二、子公司非屬公開發行公司者，該程序須經子公司董事會通過，修正時亦同；若屬公開發行公司者，該程序須依照台灣「公開發行公司取得或處分資產處理準則」訂定，經子公司董事會通過，並提報股東會同意，修正時亦同。
- 三、子公司非屬公開發行公司者，取得或處分資產達台灣「公開發行公司取得或處分資產處理準則」所訂公告申報標準者，亦應代該子公司辦理公告申報事宜。
- 四、子公司之公告申報標準中，所稱「達公司實收資本額百分之二十」或「總資產百分之十」係以集團單一上市或上櫃公司之實收資本額或「總資產」為準。外國公司股票無面額或每股面額非屬新臺幣十元者，有關實收資本額百分之二十之交易金額規定，以股東權益百分之十計算之。

第十五條：罰則

本公司員工承辦取得與處分資產違反本處理程序規定者，依照本公司相關規定提報考核，依其情節輕重處罰。

第十六條：實施與修訂

本公司『取得或處分資產處理程序』經董事會通過後，送各監察人並提報股東會同意，修正時亦同。如有董事表示異議且有紀錄或書面聲明者，公司並應將董事異議資料送各監察人。另外若本公司已設置獨立董事者，將『取得或處分資產處理程序』提報董事會討論時，應充分考量各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄載明。

第十七條：效力

本處理程序為本公司章程之附則，本處理程序未規定者將依本公司章程之規定為主。於本處理程序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。本處理程序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。

【附錄三】**KINGCAN HOLDINGS LIMITED****董事、監察人持股情形**

本公司實收資本額為新台幣1,153,016,250元，已發行股數115,301,625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	3,105,134	
董 事	莊 素 貞	2,994,710	
董 事	李 毓 嵐	665,491	
董 事	陳 盈 宏	180,416	
獨立董事	陳 錫 蒼	0	
獨立董事	葉 公 藝	0	
獨立董事	周 賢 彰	0	
全體董事持有股數合計		6,945,751	

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	陳 俞 安	83,185	
全體監察人持有股數合計		83,185	

【附錄四】

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	103年度 (預估)
期初實收資本額			1,153,016
本年度配股配息情形(註1)	每股現金股利(元)		0.35
	盈餘轉增資每股配股數		3.15
	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：擬提請民國一百零三年股東常會決議。

註2：依「公開發行公司公開財務預測資訊處理準則」規定，本公司無須公開一百零三年度財務預測資訊，因此本項不適用。

【附錄五】

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9,657,486元及董事、監察人酬勞新台幣6,438,324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：6.82元

(二) 設算每股盈餘：6.82元

