



股票代碼：1340

Victory New Materials Limited Company



105 年股東常會 議事手冊

時間：中華民國 105 年 6 月 20 日(星期一)上午九時
地點：臺北市衡陽路 51 號 3 樓 (基泰國際會議中心三樓世紀廳)

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地點：臺北市衡陽路 51 號 3 樓（基泰國際會議中心三樓世紀廳）

一、宣佈開會

二、主席致詞

三、討論事項

1. 本公司章程修正案。

四、報告事項

1. 分配 104 年度董監酬勞及員工酬勞報告案。
2. 104 年度營業報告。
3. 審計委員會查核報告。

五、承認事項

1. 104 年度營業報告書及決算表冊，提請承認。
2. 104 年度盈餘分配案，提請承認。

六、討論及選舉事項

1. 全面改選董事案。
2. 本公司董事會議事規則修正案。

七、臨時動議

八、散會

討論事項

第一案（董事會提）

案由：本公司章程修正案。

說明：擬修訂本公司章程之部分條文，修訂條文之對照表，請參閱手冊附件一第 6 頁至第 10 頁。

報告事項

第一案（董事會提）

案由：分配104年度董監酬勞及員工酬勞報告案。

說明：本公司擬不分配104年度董監酬勞及員工酬勞。

第二案（董事會提）

案由：104年度營業報告。

說明：本公司104年度營業報告書，請參閱附件二第11頁至第12頁。

第三案（董事會提）

案由：審計委員會查核報告案。

說明：審計委員會審查本公司104年度決算表冊查核報告，請參閱本手冊附件三第13頁。

承認事項

第一案（董事會提）

案由：104年度營業報告書及決算表冊，提請承認。

說明：本公司104年度之決算表冊已自行編制完成，並委請勤業眾信聯合會計師事務所葉淑娟、卓明信會計師查核，並擬出具查核報告書，茲檢具104年度營業報告書及決算表冊，請參附件四第14頁至第20頁。

第二案（董事會提）

案由：104年度盈餘分配案，提請承認。

說明：1、104年度之盈餘分配表，請參閱附件五第21頁。

2、本公司2015年度稅後淨利862,813,139元，依章程規定提列10%法定盈餘公積86,281,314元，本年度可分配盈餘為776,531,825元，加計以前年度累計未分配盈餘725,932,380元，合計可分配盈餘為1,502,464,205元。依本公司章程規定擬分配如下：

股東現金紅利每股1元，共計114,893,203元。

3、本次盈餘分派除息基準日、發放日及其他相關事項，俟本次股東常會通過後，授權董事會依相關規定擇期另訂之。

4、本公司嗣後如因股本變動以致影響流通在外股數，而使股東配股、配息率因此發生變動者，擬請股東會授權董事會調整之。

討論及選舉事項

第一案（董事會提）

案由：全面改選董事案，謹提請 決議。

說明：1. 為配合營運需要，擬改選董事四人及獨立董事三人。

2. 新任董事自股東常會結束後即就任，任期三年，任期自 2016 年 6 月 20 日起至 2019 年 6 月 19 日止，連選得連任。

3. 本次獨立董事之選舉採取候選人提名制度，茲將相關資料載明如下：

獨立董事 候選人	學歷	經歷	持有 股數
王良恩	福州大學化工系畢業	福州大學化工系主任(院長) 福州大學環境科學與工程技術開發中心主任 中國環境科學學會理事 福建省環保產業協會副會長 福建省環境科學學會常務理事 福州大學老教授協會暨老科技工作者協會常務副會長 中國塑膠加工工業協會常務理事	0
林振祥	逢甲大學會計系 中正大學會計及資訊研究所會計組	友信國際股份有限公司財會主管 安永聯合會計師事務所協理	0
林世勳	國立中正大學法律學研究所碩士 國立中興大學法律系畢業	中華民國律師高考及格 公務人員高考法制類及格 中華民國專利代理人 文化大學法律學分班兼任講師 健元電子收費股份有限公司 法務協理 建業法律事務所 資深律師	0

4. 敬請 選舉。

第二案（董事會提）

案由：本公司董事會議事規則修正案，謹提請 決議。

說明：為配合證券交易所及法令要求，擬修訂本公司董事會議事規則，詳附件六第 22 頁至第 26 頁，本公司董事會議事規則並以修訂後之議事規則取代之。

臨時動議

散會

【附件一】

勝悅新材料有限公司「公司章程」修訂前後條文對照表

條號	修訂前條文	修訂後條文	修訂理由
封面	開曼群島公司法（2013年修訂） 股份有限公司第四次修訂和重述章程大綱 勝悅新材料有限公司 成立於2012年6月14日 （經2015年6月15日特別決議通過）	開曼群島公司法（2013年修訂） 股份有限公司第四 <u>五</u> 次修訂和重述章程大綱 勝悅新材料有限公司 成立於2012年6月14日 （經201 <u>5</u> 6年6月 <u>15-20</u> 日特別決議通過） FOURTH-FIFTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION (as adopted by a Special Resolution dated on <u>15</u> <u>20</u> June, 201 <u>5</u> <u>6</u>)	1. 更新修訂章程之次數。 2. 更新擬於股東會特別決議通過此次修訂章程之日期。
章程第34.1條	本條新增。	公司年度如有獲利，應以當年度獲利不超過百分之三(3%)分派員工酬勞及應以當年度獲利不超過百分之一(1%)分派董事酬勞。但公司尚有累積虧損時，應預先保留彌補數額。員工酬勞得以股票或現金為之，且得按照第11.1條規定同意之員工激勵計畫配發。員工酬勞發給之對象，得包括符合一定條件之從屬公司員工。員工酬勞之分派應由董事會以董事三分之二以上之出席及出席董事過半數同意之決議行之，並報告股東會。董事兼任公司及/或其從屬公司之執行主管者得同時受領其擔任董事之酬勞及擔任員工之酬勞。 <u>The Company shall set aside no more than 3% of its annual profits as bonus to employees of the Company and set side no more than 1% of its annual profits as bonus to Directors, provided however that the Company shall first offset its losses in previous years that have not been previously offset. The distribution of bonus to</u>	參照公司法第235條及第235條之1規定修訂。

條號	修訂前條文	修訂後條文	修訂理由
		<p><u>employees may be made by way of cash or Shares, which may be distributed under an incentive programme approved pursuant to Article 11.1 above. The employees under Article 34.1 may include certain employees of the Subsidiaries who meet the conditions prescribed by the Company. The distribution of bonus to employees shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and shall be reported to the Members at the general meeting. A Director who also serves as an executive officer of the Company and/or its Subsidiaries may receive a bonus in his capacity as a Director and a bonus in his capacity as an employee.</u></p>	
<p>章程第 34.2 條</p>	<p>本公司處於成長階段，基於資本支出、業務擴充及健全財務規劃以求永續發展等需求，本公司之股利政策將依據本公司未來資金支出預算及資金需求情形，以現金股利及/或股份以代替現金股利方式配發予本公司股東。</p> <p>除法令及公開發行公司法另有規定外，本公司年度總決算如有盈餘時，董事會應以下述方式及順序擬訂盈餘分派案並提交股東會決議：</p> <p>(a) 依法提撥應繳納之稅款；</p> <p>(b) 彌補以前年度之累積虧損(如有)；</p>	<p>本公司處於成長階段，基於資本支出、業務擴充及健全財務規劃以求永續發展等需求，本公司之股利政策將依據本公司未來資金支出預算及資金需求情形，以現金股利及/或股份以代替現金股利方式配發予本公司股東。</p> <p>除法令及公開發行公司法另有規定外，本公司年度總決算如有盈餘時，董事會應以下述方式及順序擬訂盈餘分派案並提交股東會決議：</p> <p>(a) 依法提撥應繳納之稅款；</p> <p>(b) 彌補以前年度之累積虧損(如有)；</p>	<p>參照公司法第 235 條及第 235 條之 1 規定修訂。</p>

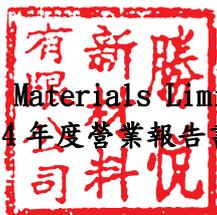
條號	修訂前條文	修訂後條文	修訂理由
	<p>(c) 依據公開發行公司法令規定提撥百分之十(10%)為法定盈餘公積，但法定盈餘公積已達本公司之實收資本額時，不在此限；</p> <p>(d) 依據公開發行公司法令規定或主管機關要求提撥特別盈餘公積；</p> <p>(e) 按當年度盈餘扣除前述第(a)項至第(d)項後之數額，得提撥最多百分之一(1%)作為董事酬勞；</p> <p>(f) 按當年度盈餘扣除前述第(a)項至第(d)項後之數額，得提撥百分之一至三(1%-3%)作為員工紅利(包含本公司員工及/或從屬公司員工)；</p> <p>及</p> <p>(g) 按當年度盈餘扣除前述第(a)項至第(f)項規定後之數額，加計前期累計未分配盈餘為可供分配盈餘，可供分配盈餘應經董事會提議股利分派案，送請股東會依公開發行公司法令決議後分派之。股利之分派得以現金股利及/或股份以代替現金股利方式發放，股利總額至少應為當年度盈餘扣除前述第(a)項至第(f)項規定之百分之十(10%)，且現金股利分派之比例不得低於股利總額之百分之十(10%)。</p> <p>As the Company is in the growing stage, the dividend distribution may take the form of a cash dividend and/or stock dividends and shall take into consideration the Company's capital expenditures, future expansion plans, and financial structure and funds requirement for sustainable development needs etc.</p>	<p>(c) 依據公開發行公司法令規定提撥百分之十(10%)為法定盈餘公積，但法定盈餘公積已達本公司之實收資本額時，不在此限；</p> <p>(d) 依據公開發行公司法令規定或主管機關要求提撥特別盈餘公積；</p> <p>及</p> <p>(e) 按當年度盈餘扣除前述第(a)項至第(d)項後之數額，得提撥最多百分之一(1%)作為董事酬勞；</p> <p>(f) 按當年度盈餘扣除前述第(a)項至第(d)項後之數額，得提撥百分之一至三(1%-3%)作為員工紅利(包含本公司員工及/或從屬公司員工)；</p> <p>及</p> <p>(ge) 按當年度盈餘扣除前述第(a)項至第(fd)項規定後之數額，加計前期累計未分配盈餘為可供分配盈餘，可供分配盈餘應經董事會提議股利分派案，送請股東會依公開發行公司法令決議後分派之。股利之分派得以現金股利及/或股份以代替現金股利方式發放，股利總額至少應為當年度盈餘扣除前述第(a)項至第(fd)項規定之百分之十(10%)，且現金股利分派之比例不得低於股利總額之百分之十(10%)。</p> <p>As the Company is in the growing stage, the dividend distribution may take the form of a cash dividend and/or stock dividends and shall take into consideration the Company's capital expenditures, future expansion plans, and financial structure and funds requirement for sustainable development needs etc.</p>	

條號	修訂前條文	修訂後條文	修訂理由
	<p>Unless otherwise required by the Statute and the Applicable Public Company Rules, the Directors shall prepare a proposal for distribution of profits in accordance with the procedures and sequence set out below and submit such proposal for the Members' approval by an Ordinary Resolution at any general meeting should there be profits upon a final annual accounting of the Company for a fiscal year:</p> <p>(a) the proposal shall begin with the Company's Annual Net Income after tax;</p> <p>(b) offset its losses, if any, that have not been previously offset;</p> <p>(c) set aside a statutory capital reserve of 10% in accordance with the Applicable Public Company Rules except where the statutory surplus reserve has already reach the Company's paid-in capital;</p> <p>(d) set aside a special capital reserve in accordance with the Applicable Public Company Rules or as requested by the authorities in charge;</p> <p><u>(e) then may set aside no more than 1% of the balance after deducting the aforementioned amounts listed in subsection (a) to (d) from the profits of the current year as bonus to Directors;</u></p> <p><u>(f) then may set aside 1%-3% after deducting the aforementioned amounts listed in subsection (a) to</u></p>	<p>Unless otherwise required by the Statute and the Applicable Public Company Rules, the Directors shall prepare a proposal for distribution of profits in accordance with the procedures and sequence set out below and submit such proposal for the Members' approval by an Ordinary Resolution at any general meeting should there be profits upon a final annual accounting of the Company for a fiscal year:</p> <p>(a) the proposal shall begin with the Company's Annual Net Income after tax;</p> <p>(b) offset its losses, if any, that have not been previously offset;</p> <p>(c) set aside a statutory capital reserve of 10% in accordance with the Applicable Public Company Rules except where the statutory surplus reserve has already reach the Company's paid-in capital;</p> <p>(d) set aside a special capital reserve in accordance with the Applicable Public Company Rules or as requested by the authorities in charge; and</p> <p>(e) then may set aside no more than 1% of the balance after deducting the aforementioned amounts listed in subsection (a) to (d) from the profits of the current year as bonus to Directors;</p> <p>(f) then may set aside 1%-3% after deducting the aforementioned amounts listed in subsection (a) to</p>	

條號	修訂前條文	修訂後條文	修訂理由
	<p>(d) from the profits of the current year as bonus to employees of the Company and/or the Subsidiaries; <u>and</u> (g) after deducting the aforementioned amounts listed in subsection (a) to (f) from the profits of the current year, the distributable profits shall include the accumulated profits not distributed previously. A proposal for distribution of profits shall be submitted by the Directors for the Members' approval at a general meeting pursuant to the Applicable Public Company Rules prior to distribution. Distribution of Dividends may be made by way of cash dividends and/or stock dividends and the total amount of Dividends shall not be lower than 10% of the profits of the then current year after deducting the aforementioned amounts listed in subsection (a) to (f), and the percentage of cash dividends to be distributed shall not be less than 10% of the total amount of Dividends.</p>	<p>(d) from the profits of the current year as bonus to employees of the Company and/or the Subsidiaries; <u>and</u> (ge) after deducting the aforementioned amounts listed in subsection (a) to (f<u>d</u>) from the profits of the current year, the distributable profits shall include the accumulated profits not distributed previously. A proposal for distribution of profits shall be submitted by the Directors for the Members' approval at a general meeting pursuant to the Applicable Public Company Rules prior to distribution. Distribution of Dividends may be made by way of cash dividends and/or stock dividends and the total amount of Dividends shall not be lower than 10% of the profits of the then current year after deducting the aforementioned amounts listed in subsection (a) to (f<u>d</u>), and the percentage of cash dividends to be distributed shall not be less than 10% of the total amount of Dividends.</p>	

【附件二】

Victory New Materials Limited Company
104 年度營業報告書



一、 2015 年營運業績

1. 公司從成立以來營運業績逐年攀升，到 2015 年底，公司已有一次雙色射出機台 11 組(其中一組用於研發)、一次單色射出機台 5 組、二次成型機台 10 組、造粒機 3 台、9 條橡膠鞋底生產線及 6 條貼合生產線。2015 年全年合併營收新臺幣 31.98 億元，稅後淨利 8.63 億元，每股稅後盈餘 7.5 元，較 2014 年成長分別為增長 3%及減少 8%和 8%。

本公司在 2015 年度繼續以外貿推廣為核心的行銷戰略，效果明顯，Merrell、Adidas、Reebok 等國際品牌的訂單量在 2015 年度較為穩定，帶動外貿比重大幅提升至 50%的高水準。此外，本公司在 2015 年也對 EVO 膠粒採取降價促銷的策略，故銷量較 2014 年有較大幅度之提升。因此，2015 年營收相比 2014 年略微增長，但由於 EVO 膠粒營收占比大幅提升，且該產品線之毛利率較低，導致 2015 年整體毛利率和稅後淨利較 2014 年皆略有下降。

2. 最近兩年度鞋底及 EVO 顆粒銷售量：

產品(單位：雙)	2014	2015
橡膠鞋底	4,581,684	2,623,928
傳統單色鞋底	27,714,725	20,970,069
一次射出雙色雙密度鞋底	3,845,220	3,643,683
EVO 膠粒(單位：千克)	3,647,000	7,486,400
足球(單位：個)	648,554	-

3. 最近兩年度鞋底及 EVO 顆粒銷售額及營收占比：

產品(單位：新臺幣千元)	2014	%	2015	%
橡膠鞋底	251,924	8.14%	160,752	5.03%
傳統單色鞋底	1,959,561	63.32%	1,756,852	54.94%
一次射出雙色雙密度鞋底	403,046	13.02%	396,847	12.41%
EVO 膠粒	429,411	13.88%	883,569	27.63%
足球	50,563	1.63%	-	-
合計	3,094,505	100.00%	3,198,020	100.00%

4. 經營業績分析-會計師查核數

項目	年度	2014	2015	差異	
				金額	%
營業收入		3,094,505	3,198,020	103,515	3.35%
營業成本		1,935,442	2,132,310	196,868	10.17%
營業毛利		1,159,063	1,065,710	(93,353)	(8.05%)
營業費用		130,157	115,249	(14,908)	(11.45%)
營業利益		1,028,906	950,461	(78,445)	(7.62%)
營業外收入		10,148	70,612	60,464	595.82%
營業外費用及損失(利益)		(69,526)	(9,064)	60,462	(86.96%)
稅前利益		1,108,580	1,030,137	(78,443)	(7.08%)
所得稅費用		174,324	167,324	(7,000)	(4.02%)
合併總純益		934,256	862,813	(71,443)	(7.65%)

2015年營收為31.98億元，較2014年30.95億元略微增長3.35%，主要受惠於Merrell、Adidas等國際品牌外貿訂單及EVO顆粒銷量的增加。2015年營業毛利為10.66億元，較2014年11.59億元減少8.05%，主要歸因於毛利率較低的產品線EVO顆粒的營收占比提升，毛利率也由2014年的37.5%下降到2015年的33.3%。2015年營業費用為1.15億元，同比2014年的1.30億元減少8.05%，主要由於減少員工紅利和董監酬勞所致。綜上因素，2015年營業利益9.50億元，較2014年10.29億元減少7.62%。2015年營業外收入為0.71億元，較2014年之0.1億元增加近600%，主系2015年度公司將部分閒置現金轉為短期定存定存所得之利息收入所致。2015年之營業外利益同比2014年下降近87%，主要歸因於2014年本公司的一處自有廠房在2014年第一季被政府徵遷所得之一次性利益。因此，2015年稅前利益10.30億元，較2014年11.09億元減少7.08%。2015年歸屬母公司股東純益8.63億元，較2014年9.34億元減少7.65%。

二、 2016年度營運規劃

檢視目前經濟及市場環境，2016年公司預測運動鞋市場將繼續回溫，公司立足於穩固傳統單色鞋底，進一步推廣一次雙色雙密產品，繼續與國內知名運動品牌的大力合作同時，並加大力度和國際品牌的合作，以達到公司產品對國內外頂級運動品牌的滲透。未來經營方針如下：

1. 加強研發力度，進行材料升級，以提升產品品質及擴大市場差益化。
2. 不斷對一次射出雙色雙密度製造工藝進行改良，以提升生產效率及降低生產成本。
3. 籌備興建磁灶生產中心和擴充產能，以鞏固市場的領先地位。
4. 持續強化可分解環保材料的推廣，公司將繼續與國際大廠緊密合作，加快其對該材料的測試和採用進度。

【附件三】

Victory New Materials Limited Company
104 年度審計委員會審查報告書

茲准

董事會造具本公司民國一〇四年度營業報告書、財務報表及盈餘分派議案，其中財務報表業經勤業眾信聯合會計師事務所葉淑娟會計師及卓明信會計師查核完竣，並出具查核報告。前述營業報告書、財務報表及盈餘分派議案，經本審計委員會查核，認為尚無不合，爰依證券交易法第十四條之四及公司法第二一九條規定報告如上，敬請鑒查。

此致

本公司 105 年股東常會

審計委員會召集人：林振祥



中 華 民 國 一 〇 五 年 三 月 三 日

【附件四】

Deloitte.
勤業眾信

勤業眾信聯合會計師事務所
10596 台北市民生東路三段156號12樓

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會計師查核報告

勝悅新材料有限公司 公鑒：

勝悅新材料有限公司及其子公司民國 104 年及 103 年 12 月 31 日之合併資產負債表，暨民國 104 年及 103 年 1 月 1 日至 12 月 31 日之合併綜合損益表、合併權益變動表與合併現金流量表，業經本會計師查核竣事。上開合併財務報表之編製係管理階層之責任，本會計師之責任則為根據查核結果對上開合併財務報表表示意見。

本會計師係依照會計師查核簽證財務報表規則及一般公認審計準則規劃並執行查核工作，以合理確信合併財務報表有無重大不實表達。此項查核工作包括以抽查方式獲取合併財務報表所列金額及所揭露事項之查核證據、評估管理階層編製合併財務報表所採用之會計原則及所作之重大會計估計，暨評估合併財務報表整體之表達。本會計師相信此項查核工作可對所表示之意見提供合理之依據。

依本會計師之意見，第一段所述合併財務報表在所有重大方面係依照證券發行人財務報告編製準則、經金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達勝悅新材料有限公司及其子公司民國 104 年及 103 年 12 月 31 日之合併財務狀況，暨民國 104 年及 103 年 1 月 1 日至 12 月 31 日之合併財務績效及合併現金流量。

勤業眾信聯合會計師事務所
會計師 葉 淑 娟

葉 淑 娟



行政院金融監督管理委員會核准文號
金管證審字第 0990031652 號

會計師 卓 明 信

卓 明 信



財政部證券暨期貨管理委員會核准文號
台財證六字第 0920123784 號

中 華 民 國 1 0 5 年 3 月 3 日



 勝悅新材料有限公司及子公司
 合併資產負債表
 民國 104 年及 103 年 12 月 31 日

單位：新台幣仟元

代 碼	資 產	104年12月31日		103年12月31日	
		金 額	%	金 額	%
	流動資產				
1100	現金 (附註六)	\$ 3,016,221	47	\$ 2,069,900	37
1147	無活絡市場之債務工具投資—流動 (附註七)	1,766,002	28	1,997,210	35
1170	應收帳款 (附註八)	1,307,932	21	1,303,841	23
1200	其他應收款 (附註八)	2,106	-	-	-
130X	存貨 (附註九)	29,596	-	16,354	-
1412	預付租賃款 (附註十二、十四及二七)	2,219	-	2,262	-
1429	預付款項 (附註十三)	8,064	-	8,179	-
11XX	流動資產總計	<u>6,132,140</u>	<u>96</u>	<u>5,397,746</u>	<u>95</u>
	非流動資產				
1600	不動產、廠房及設備 (附註十、十一、十四及二七)	134,876	2	185,573	3
1840	遞延所得稅資產 (附註二一)	584	-	2,994	-
1920	存出保證金 (附註十三)	39,992	1	26,094	-
1985	長期預付租賃款 (附註十二、十四及二七)	83,400	<u>1</u>	87,282	<u>2</u>
15XX	非流動資產總計	<u>258,852</u>	<u>4</u>	<u>301,943</u>	<u>5</u>
1XXX	資 產 總 計	<u>\$ 6,390,992</u>	<u>100</u>	<u>\$ 5,699,689</u>	<u>100</u>
	負債及權益				
	流動負債				
2100	短期借款 (附註十四及二七)	\$ 59,940	1	\$ 61,104	1
2170	應付帳款 (附註十五)	455,954	7	350,629	6
2200	其他應付款 (附註十六及二十)	168,814	3	160,809	3
2230	本期所得稅負債 (附註二一)	51,555	<u>1</u>	54,872	<u>1</u>
21XX	流動負債總計	736,263	12	627,414	11
	非流動負債				
2570	遞延所得稅負債 (附註二一)	7,230	-	7,371	-
2XXX	負債總計	<u>743,493</u>	<u>12</u>	<u>634,785</u>	<u>11</u>
	歸屬於本公司業主之權益				
	股本				
3110	普通股股本	1,148,932	18	883,794	16
3200	資本公積	2,540,814	40	2,540,814	45
3300	保留盈餘	1,752,308	27	1,331,392	23
3400	其他權益	205,445	<u>3</u>	308,904	<u>5</u>
31XX	本公司業主權益總計	<u>5,647,499</u>	<u>88</u>	<u>5,064,904</u>	<u>89</u>
3XXX	權益總計	<u>5,647,499</u>	<u>88</u>	<u>5,064,904</u>	<u>89</u>
	負債與權益總計	<u>\$ 6,390,992</u>	<u>100</u>	<u>\$ 5,699,689</u>	<u>100</u>

後附之附註係本合併財務報告之一部分。

董事長：莊國清



經理人：莊國清



會計主管：陳圖炎



勝悅新材料有限公司及子公司

合併綜合損益表

民國 104 年及 103 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元，惟每股盈餘為新台幣元

代 碼		104年度		103年度	
		金 額	%	金 額	%
4000	營業收入（附註十九）	\$ 3,198,020	100	\$ 3,094,505	100
5000	營業成本（附註九及二十）	<u>2,132,310</u>	<u>67</u>	<u>1,935,442</u>	<u>63</u>
5900	營業毛利	<u>1,065,710</u>	<u>33</u>	<u>1,159,063</u>	<u>37</u>
	營業費用（附註二十及二六）				
6100	推銷費用	28,471	1	27,901	1
6200	管理費用	63,844	2	83,741	3
6300	研究發展費用	<u>22,934</u>	<u>-</u>	<u>18,515</u>	<u>-</u>
6000	營業費用合計	<u>115,249</u>	<u>3</u>	<u>130,157</u>	<u>4</u>
6900	營業淨利	<u>950,461</u>	<u>30</u>	<u>1,028,906</u>	<u>33</u>
	營業外收入及支出（附註二十）				
7010	其他收入	70,612	2	10,148	-
7020	其他利益及損失	12,505	-	74,653	3
7050	財務成本	<u>(3,441)</u>	<u>-</u>	<u>(5,127)</u>	<u>-</u>
7000	營業外收入及支出合計	<u>79,676</u>	<u>2</u>	<u>79,674</u>	<u>3</u>
7900	稅前淨利	1,030,137	32	1,108,580	36
7950	所得稅費用（附註二一）	<u>167,324</u>	<u>5</u>	<u>174,324</u>	<u>6</u>
8200	本年度淨利	862,813	27	934,256	30

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代 碼		104年度		103年度	
		金 額	%	金 額	%
	其他綜合損益 (附註十八) 不重分類至損益之項 目：				
8341	換算表達貨幣之兌 換差額	(\$ 103,459)	(3)	\$ 173,623	6
8300	本年度其他綜合損 益 (淨額)	(103,459)	(3)	173,623	6
8500	本年度綜合損益總額	<u>\$ 759,354</u>	<u>24</u>	<u>\$ 1,107,879</u>	<u>36</u>
	淨利歸屬於：				
8610	本公司業主	<u>\$ 862,813</u>	<u>27</u>	<u>\$ 934,256</u>	<u>30</u>
	綜合損益總額歸屬於：				
8710	本公司業主	<u>\$ 759,354</u>	<u>24</u>	<u>\$ 1,107,879</u>	<u>36</u>
	每股盈餘 (附註二二)				
9710	基 本	<u>\$ 7.51</u>		<u>\$ 8.15</u>	
9810	稀 釋	<u>\$ 7.50</u>		<u>\$ 8.14</u>	

後附之附註係本合併財務報告之一部分。

董事長：莊國清



經理人：莊國清



會計主管：陳圖炎





勝悅新材料有限公司

民國 104 年 1 月 1 日至 12 月 31 日

單位：新台幣千元

代碼	歸屬於本公司之主權				權益	
	股本 (附註十八)	資本公積 (附註十八)	保留盈餘 (附註十八)	未分配盈餘 (附註十八)	其他權益項目	總計
A1	\$ 722,449	\$ 1,547,754	\$ -	\$ 798,861	\$ 135,281	\$ 3,204,345
D1	-	-	-	-	-	-
D3	-	-	-	-	-	-
E1	81,000	1,020,600	-	-	-	1,101,600
T1	-	(27,540)	-	-	-	(27,540)
Z1	883,794	2,540,814	70,138	1,261,254	308,904	5,064,904
B1	-	-	93,426	(93,426)	-	-
B5	-	-	-	(176,759)	-	(176,759)
B9	265,138	-	-	(265,138)	-	-
D1	-	-	-	862,813	-	862,813
D3	-	-	-	-	(103,459)	(103,459)
Z1	\$ 1,148,932	\$ 2,540,814	\$ 163,564	\$ 1,588,744	\$ 205,445	\$ 5,647,499

後附之附註係本合併財務報告之一部分。



董事長：莊國清



經理人：莊國清



會計主管：陳國炎

勝悅新材料有限公司及子公司

合併現金流量表

民國 104 年及 103 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

代 碼		104年度	103年度
	營業活動之現金流量		
A10000	稅前淨利	\$ 1,030,137	\$ 1,108,580
A20010	不影響現金流量之收益費損項目		
A20100	折舊費用	26,931	32,360
A20200	攤銷費用	2,236	2,186
A20900	財務成本	3,441	5,127
A21200	利息收入	(70,162)	(10,148)
A22500	處分及報廢不動產、廠房及設備損失(利益)	26,334	(328)
A23000	處分待出售非流動資產利益	-	(47,823)
A30000	與營業活動相關之資產/負債變動數		
A31150	應收帳款	(29,149)	(114,308)
A31200	存 貨	(13,657)	4,106
A31230	預付款項	211	(523)
A32150	應付帳款	112,856	(7,523)
A32180	其他應付款	<u>1,018</u>	<u>22,141</u>
A33000	營運產生之現金流入	1,090,196	993,847
A33100	收取之利息	68,040	10,148
A33300	支付之利息	(3,441)	(5,127)
A33500	支付之所得稅	(<u>167,242</u>)	(<u>160,098</u>)
AAAA	營業活動之淨現金流入	<u>987,553</u>	<u>838,770</u>
	投資活動之現金流量		
B00600	取得無活絡市場之債務工具投資	(7,757)	(1,929,747)
B00700	處分無活絡市場之債務工具投資價款	213,397	-
B02600	處分待出售非流動資產價款	-	85,565
B02700	取得不動產、廠房及設備	(5,231)	(13,436)
B02800	處分不動產、廠房及設備價款	-	352
B03700	存出保證金增加	(<u>14,463</u>)	(<u>15,349</u>)
BBBB	投資活動之淨現金流入(出)	<u>185,946</u>	(<u>1,872,615</u>)

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代 碼		104年度	103年度
	籌資活動之現金流量		
C00200	短期借款減少	\$ -	(\$ 49,200)
C04500	發放現金股利	(167,772)	(305,040)
C04600	現金增資	-	1,101,600
C09900	支付股份發行成本	-	(27,540)
CCCC	籌資活動之淨現金流(出)入	(167,772)	719,820
DDDD	匯率變動數	(59,406)	68,589
EEEE	現金淨增加(減少)數	946,321	(245,436)
E00100	年初現金餘額	2,069,900	2,315,336
E00200	年底現金餘額	\$ 3,016,221	\$ 2,069,900

董事長：莊國清



經理人：莊國清



會計主管：陳圖炎



【附件五】

Victory New Materials Limited Company
104 年度盈餘分配表



單位：新臺幣元

項目	金額	備註
2015 年度稅後淨利	862,813,139	
減：提撥法定盈餘公積(10%)	86,281,314	
2015 年度可分配盈餘	776,531,825	
以前年度累計未分配盈餘	725,932,380	
合計可分配盈餘	1,502,464,205	
分配項目		
股東紅利	114,893,203	現金股利每股 1 元

董事長：



經理人：



會計主管：



【附件六】

Victory New Materials Limited Company
「董事會議事規則」修訂前後條文對照表

條號	修訂前條文	修訂後條文	修訂理由
第 2 條	本公司董事會之議事規則，其主要議事內容、作業程序、議事錄應載明事項、公告及其他應遵循事項，應依本規則之規定辦理。	本公司董事會之議事規則，其主要議事內容、作業程序、議事錄應載明事項、公告及其他應遵循事項，應依本規則之規定辦理。	酌為文字修訂。
第 3 條	本公司董事會得於其認為適合時，於開曼群島境內或境外召開董事會會議。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。	<p>本公司董事會得於其認為適合時，於開曼群島境內或境外召開董事會會議。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。</p> <p>董事會應至少每季召集一次。</p> <p>董事會之召集，應載明事由，於七日前通知各董事，但遇有緊急情事時，得隨時召集之。</p> <p>本規範第十二條第一項各款之事項，除有突發緊急情事或正當理由外，應於召集事由中列舉，不得以臨時動議提出。前項召集之通知，經相對人同意者，得以電子方式為之。</p>	配合公司開行董事會會議修訂。
第 5 條	召開本公司董事會時，應設簽名簿（表）供出席董事簽到，以供查考。董事應親自出席董事會，如不能親自出席，得依本公司章程規定委託其他董事代理出席；如以視訊參與會議者，視為親自出席。	<p>召開本公司董事會時，應設簽名簿（表）供出席董事簽到，以供查考。董事應親自出席董事會，如不能親自出席，得依本公司章程規定委託其他董事代理出席；如以視訊參與會議者，視為親自出席。</p> <p>董事委託其他董事代理出席董事會時，應每次出具委託書，並列舉召集事由之授權範圍。</p> <p>董事代理其他董事出席，以受一其他董事之委託為限。</p>	配合公司開行董事會會議修訂。
第 8 條	本公司董事會召開時，議事單位應備妥相關資料供與會董事隨時查考。	本公司董事會召開時，議事單位應備妥相關資料供與會董事隨時查考。	配合公司開行董事會會議修訂。

條號	修訂前條文	修訂後條文	修訂理由
	<p>召開董事會，得視議案內容通知相關部門非擔任董事之經理人員列席。必要時，亦得邀請會計師、律師或其他專業人士列席會議。</p> <p>內部稽核人員應秉持超然獨立之精神，以客觀公正之立場，確實執行其職務，除定期向各監察人報告稽核業務外，稽核主管並應列席董事會報告。</p> <p>董事會之主席於已屆開會時間並有過半數之董事出席時，應即宣布開會。</p> <p>已屆開會時間，如全體董事有半數未出席時，主席得宣布延後開會。</p> <p>前項所稱全體董事，以實際在任者計算之。</p>	<p>召開董事會，得視議案內容通知相關部門非擔任董事之經理人員列席。必要時，亦得邀請會計師、律師或其他專業人士列席會議。<u>但討論及表決時應離席。</u></p> <p>內部稽核人員應秉持超然獨立之精神，以客觀公正之立場，確實執行其職務，除定期向各監察人報告稽核業務外，稽核主管並應列席董事會報告。</p> <p>董事會之主席於已屆開會時間並有過半數之董事出席時，應即宣布開會。</p> <p>已屆開會時間，如全體董事有半數未出席時，主席得宣布延後開會<u>一</u>，<u>其延後次數以二次為限，延後二次仍不足額者，主席得依第三條第二項規定之程序重新召集。</u></p> <p><u>前項及第十五條第二項第二款</u>所稱全體董事，以實際在任者計算之。</p>	<p>訂。</p>
第9條	<p>本公司董事會之開會過程，得全程錄音或錄影存證，並至少保存五年，其保存得以電子方式為之。</p> <p>以視訊會議召開者，其視訊影音資料應於公司存續期間妥善保存。</p>	<p>本公司董事會之開會過程，得全程錄音或錄影存證<u>一</u>，並至少保存五年，其保存得以電子方式為之。</p> <p><u>前項保存期限未屆滿前，發生關於董事會相關議決事項之訴訟時，相關錄音或錄影存證資料應續予保存，至訴訟終結止。</u></p> <p>以視訊會議召開者，其視訊影音資料為議事錄之一部分，應於公司存續期間妥善保存。</p>	<p>配合公開發行公司會議董事辦法修訂。</p>
第11條	<p>本公司董事會應依會議通知所排定之議事程序進行。但經出席董事過半數同意者，得變更之。</p> <p>非經出席董事過半數同意者，主席不得逕行宣布散會。</p> <p>董事會議事進行中，若在席董事未達出席董事過半數者，經在席董事</p>	<p>本公司董事會應依會議通知所排定之議事程序進行。但經出席董事過半數同意者，得變更之。</p> <p>非經出席董事過半數同意者，主席不得逕行宣布散會。</p> <p>董事會議事進行中，若在席董事未達出席董事過半數者，經在席董事</p>	<p>配合本次修訂酌為文字修訂。</p>

條號	修訂前條文	修訂後條文	修訂理由
	提議，主席應宣布暫停開會，並準用第八條第四項規定。	提議，主席應宣布暫停開會，並準用第八條第四五項規定。	
第 12 條	<p>下列事項應提本公司董事會討論：</p> <p>一、本公司之營運計畫。</p> <p>二、年度財務報告及半年度財務報告。</p> <p>三、訂定或修訂內部控制制度。</p> <p>四、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。</p> <p>五、募集、發行或私募具有股權性質之有價證券。</p> <p>六、財務、會計或內部稽核主管之任免。</p> <p>七、依其他依法令或章程規定應由股東會決議或董事會決議事項或主管機關規定之重大事項。</p>	<p>下列事項應提本公司董事會討論：</p> <p>一、本公司之營運計畫。</p> <p>二、年度財務報告及半年度財務報告。<u>但半年度財務報告依法令規定無須經會計師查核簽證者，不在此限。</u></p> <p>三、<u>依證券交易法（下稱證交法）第十四條之一規定訂定或修訂內部控制制度。</u></p> <p>四、<u>依證交法第三十六條之一規定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。</u></p> <p>五、募集、發行或私募具有股權性質之有價證券。</p> <p>六、財務、會計或內部稽核主管之任免。</p> <p>七、<u>對關係人之捐贈或對非關係人之重大捐贈。但因重大天然災害所為急難救助之公益性質捐贈，得提下次董事會追認。</u></p> <p>八、<u>依證交法第十四條之三、其他依法令或章程規定應由股東會決議或董事會決議事項或主管機關規定之重大事項。</u></p> <p><u>前項第七款所稱關係人指證券發行人財務報告編製準則所規範之關係人；所稱對非關係人之重大捐贈，指每筆捐贈金額或一年內累積對同一對象捐贈金額達新臺幣一億元以上，或達最近年度經會計師簽證之財務報告營業收入淨額百分之一或實收資本額百分之五以上者。</u></p> <p><u>前項所稱一年內係以本次董事會召開日期為基準，往前追溯推算一年，已提董事會決議通過部分免再</u></p>	配合公開發行公司議事辦法修訂。

條號	修訂前條文	修訂後條文	修訂理由
		<p>計入。</p> <p><u>獨立董事對於證交法第十四條之三應經董事會決議事項，獨立董事應親自出席或委由其他獨立董事代理出席。獨立董事如有反對或保留意見，應於董事會議事錄載明；如獨立董事不能親自出席董事會表達反對或保留意見者，除有正當理由外，應事先出具書面意見，並載明於董事會議事錄。</u></p>	
第 14 條	<p>董事對於會議事項，與其自身或其代表之法人有利害關係，致有害於公司利益之虞者，得陳述意見及答詢，不得加入討論及表決，且討論及表決時應予迴避，並不得代理其他董事行使其表決權。</p> <p>本公司董事會之決議，對依前項規定不得行使表決權之董事，不算入已出席董事之表決權數。</p>	<p>董事對於會議事項，與其自身或其代表之法人有利害關係，<u>應於當次董事會說明其利害關係之重要內容</u>，如致有害於公司利益之虞者，得陳述意見及答詢，不得加入討論及表決，且討論及表決時應予迴避，並不得代理其他董事行使其表決權。</p> <p>本公司董事會之決議，對依前項規定不得行使表決權之董事，<u>不算入已出席董事之表決權數依公司法第二百零六條第三項準用第一百八十條第二項規定辦理。</u></p>	配合公開公司會議修訂。
第 15 條	本公司董事會之議事， <u>應依開曼群島法令作成議事錄。</u>	<p>本公司董事會之議事，應依<u>開曼群島法令作成議事錄應作成議事錄</u>，<u>議事錄應詳實記載下列事項：</u></p> <p><u>一、會議屆次（或年次）及時間地點。</u></p> <p><u>二、主席之姓名。</u></p> <p><u>三、董事出席狀況，包括出席、請假及缺席者之姓名與人數。</u></p> <p><u>四、列席者之姓名及職稱。</u></p> <p><u>五、記錄之姓名。</u></p> <p><u>六、報告事項。</u></p> <p><u>七、討論事項：各議案之決議方法與結果、董事、專家及其他人員發言摘要、依前條第一項規定涉及利害關係之董事姓名、利害關係重要內容之說明、其應迴避或不迴避理由、迴避情</u></p>	配合公開公司會議修訂。

條號	修訂前條文	修訂後條文	修訂理由
		<p><u>形、反對或保留意見且有紀錄或書面聲明及獨立董事依第十二條第四項規定出具之書面意見。</u></p> <p><u>八、臨時動議：提案人姓名、議案之決議方法與結果、董事、專家及其他人員發言摘要、依前條第一項規定涉及利害關係之董事姓名、利害關係重要內容之說明、其應迴避或不迴避理由、迴避情形及反對或保留意見且有紀錄或書面聲明。</u></p> <p><u>九、其他應記載事項。</u></p> <p><u>董事會議決事項，如有下列情事之一者，除應於議事錄載明外，並應於董事會之日起二日內於金融監督管理委員會指定之公開資訊觀測站辦理公告申報：</u></p> <p><u>一、獨立董事有反對或保留意見且有紀錄或書面聲明。</u></p> <p><u>二、未經本公司審計委員會通過之事項，而經全體董事三分之二以上同意通過。</u></p> <p><u>董事會簽到簿為議事錄之一部分，應於公司存續期間妥善保存。</u></p> <p><u>議事錄須由會議主席及記錄人員簽名或蓋章，於會後二十日內分送各董事。並應列入本公司重要檔案，於本公司存續期間妥善保存。</u></p> <p><u>第一項議事錄之製作及分發得以電子方式為之。</u></p>	
第 19 條	<p><u>本規則於股東會通過後施行，修訂時亦同。</u></p>	<p><u>本規則於股東會通過後施行，修訂時亦同。</u></p> <p><u>本議事規範之訂定應經本公司董事會同意，並提股東會報告。未來如有修正得授權董事會決議之。</u></p>	<p>配合本次修訂酌為文字修訂。</p>

【附錄一】

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

FOURTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

Victory New Materials Limited Company

勝悅新材料有限公司

- Incorporated on the June 14, 2012

(as adopted by a Special Resolution dated June 15, 2015)

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

**FOURTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION
OF**

Victory New Materials Limited Company

勝悅新材料有限公司

(as adopted by a Special Resolution dated June 15, 2015)

- 1 The name of the Company is Victory New Materials Limited Company 勝悅新材料有限公司.
- 2 The registered office of the Company shall be at the offices c/o International Corporation Services Ltd. of P.O. Box 472, Harbour Place, 2nd Floor, 103 South Church Street, George Town, Grand Cayman KY1-1106, Cayman Islands, or at such other place as the Directors may from time to time decide.
- 3 The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Law (2012 Revision) or as the same may be revised from time to time, or any other law of the Cayman Islands.
- 4 The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.
- 5 The authorised capital of the Company is New Taiwan Dollars 2,000,000,000 divided into 200,000,000 shares of New Taiwan Dollars 10.00 each provided always that subject to the provisions of the Companies Law (2013 Revision) as amended and the Articles of Association, the Company shall have power to redeem or purchase any or all of such shares and to issue all or any part of its capital with priority or subject to any conditions or restrictions whatsoever and every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.
- 6 The Company has power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.
- 7 Capitalised terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company.

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

**FOURTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF**

Victory New Materials Limited Company

勝悅新材料有限公司(as adopted by a Special Resolution dated June 15, 2015)

1 Interpretation

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

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

	general meeting and designated as "Independent Directors" for the purpose of Applicable Public Company Rules which are in force from time to time.
"Market Observation Post System"	means the internet information reporting system designated by the FSC.
"Member"	has the same meaning as in the Statute.
"Memorandum"	means the memorandum of association of the Company.
"Merger"	means a transaction whereby (i) all of the companies participating in such transaction are dissolved, and a new company is incorporated to generally assume all rights and obligations of the dissolved companies or (ii) all but one company participating in such transaction are dissolved, and the surviving company generally assumes all rights and obligations of the dissolved companies, and in each case the consideration for the transaction being the shares of the surviving or newly incorporated company or any other company, cash or other assets.
"Short-form Merger"	means a Merger in which one of the merging companies holds issued shares that together represent at least 90% of the voting power of the outstanding shares of the other merging company.
"Ordinary Resolution"	means a resolution passed by a simple majority of votes cast by the Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting.
"Private Placement"	means obtaining subscriptions for, or the sale of, Shares, options, warrants, rights of holders of debt or equity securities which enable those holders to subscribe further securities (including Shares), or other securities of the Company, either by the Company itself or a person authorized by the Company, primarily from or to specific investors or approved by the Company or such authorized person, but excluding any employee incentive programme or subscription agreement, warrant, option or issuance of Shares under Articles 11.1 to 11.4 of these Articles.
"Register of Members"	means the register maintained in accordance with the Statute and includes (except where otherwise stated) any duplicate Register of Members.
"Registered Office"	means the registered office for the time being of the Company.
"R.O.C."	means the Republic of China.
"Seal"	means the common seal of the Company and includes every duplicate seal.

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

the Company or, (ii) if the total number of Shares represented by the Members present at the general meeting is less than two-thirds of the total outstanding Shares of the Company, but more than half of the total outstanding Shares of the Company, a resolution adopted at such general meeting by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution.

“TDCC” means the Taiwan Depository & Clearing Corporation.

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

1.2 In the Articles:

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

2 Commencement of Business

- 2.1 After incorporation, the Company may operate its business at the time the board of Directors deems fit.
- 2.2 The Directors may pay, out of the capital or any other monies of the Company, all expenses incurred in or about the formation and establishment of the Company, including the expenses of registration.

3 Issue of Shares

- 3.1 Subject to the provisions, if any, in the Statute, the Memorandum, the Articles and Applicable Public Company Laws (and to any direction that may be given by the Company in general meeting) and without prejudice to any rights attached to any existing Shares, the board of Directors may allot, issue, grant options over or otherwise dispose of Shares with or without preferred, deferred or other rights or restrictions, whether in regard to Dividend, voting, return of capital or otherwise and to such persons, at such times and on such other terms as they think proper, and the Company shall have power to redeem, purchase, spin-off or consolidate any or all of such Shares and to issue all or any part of its capital whether priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide, every issue of Shares whether stated to be Ordinary, Preference or otherwise, shall be subject to the powers on the part of the Company hereinbefore provided.
- 3.2 The Company shall not issue Shares to bearer.
- 3.3 The Company shall not issue any unpaid Shares or partly paid-up Shares.

4 Register of Members

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

5 Closing Register of Members or Fixing Record Date

- 5.1 For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend, or in order to make a determination of Members for any other purpose, the board of Directors shall determine the period that the Register of Members shall be closed for transfers and after the Company has acquired public company status, such period shall not be less than the minimum period of time prescribed by the Applicable Public Company Rules.
- 5.2 Subject to Article 5.1 hereof, in lieu of, or apart from, closing the Register of Members, the board of Directors may fix in advance or arrears a date as the record date for any such determination of Members entitled to notice of, or to vote at any meeting of the Members or any adjournment thereof, or for the purpose of determining the Members entitled to receive payment of any

Dividend or in order to make a determination of Members for any other purpose. In the event the board of Directors designates a record date in accordance with this Article 5.2, the board of Directors shall make a public announcement of such record date via the Market Observation Post System in accordance with the Applicable Public Company Rules.

- 5.3 The rules and procedures governing the implementation of book closed periods of the Register of Members, including notices to Members in regard to book closed periods of the Register of Members, shall be in accordance with policies adopted by the board of Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

6 Share Certificates

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

7 Preferred Shares

- 7.1 The Company may issue Shares with rights which are preferential to those of ordinary Shares issued by the Company ("**Preferred Shares**") with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and with the approval of a Special Resolution.
- 7.2 Prior to the issuance of any Preferred Shares approved pursuant to Article 7.1 hereof, the Articles shall be amended to set forth the rights and obligations of the Preferred Shares, including but not

limited to the following terms, and provided that such rights and obligations of the Preferred Shares shall not contradict the mandatory provisions of Applicable Public Company Rules regarding the rights and obligations of such Preferred Shares, and the same shall apply to any variation of rights of Preferred Shares:

- (a) Order, fixed amount or fixed ratio of allocation of Dividends and bonus on Preferred Shares;
- (b) Order, fixed amount or fixed ratio of allocation of surplus assets of the Company;
- (c) Order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of preferred Members;
- (d) Other matters concerning rights and obligations incidental to Preferred Shares; and
- (e) The method by which the Company is authorized or compelled to redeem the Preferred Shares, or relevant regulations that redemption rights shall not apply.

8 Issuance of New Shares

- 8.1 The issue of new Shares of the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new Shares shall at all times be subject to the sufficiency of the authorised capital of the Company.
- 8.2 Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increases its capital by issuing new Shares for cash, the Company shall, after reserving Shares for Public Offering (defined below) and Shares for Employees' Subscription (defined below) in accordance with Article 8.3, make a public announcement and notify each Member that he/she/it is entitled to exercise a pre-emptive right to purchase his/her/its pro rata portion of any new Shares issued in the capital increase in cash. A waiver of such pre-emptive right may be approved at the same general meeting where the subject issuance of new Shares is approved by the Members. The Company shall state in such announcement and notices to the Members that if any Member fails to purchase his/her/its pro rata portion of the newly-issued Shares within the prescribed period, such Member shall be deemed to forfeit his/her/its pre-emptive right to purchase the newly-issued Shares. Subject to Article 6.3, in the event that Shares held by a Member are insufficient for such Member to exercise the pre-emptive right to purchase one newly-issued Share, Shares held by several Members may be calculated together for joint purchase of newly-issued Shares or for purchase of newly-issued Shares in the name of a single Member pursuant to the Applicable Public Company Rules. If the total number of the new Shares to be issued has not been fully subscribed by the Members within the prescribed period, the Company may offer any un-subscribed new Shares to be issued to the public in Taiwan or to specific person or persons according to the Applicable Public Company Rules.
- 8.3 Where the Company increases its capital in cash by issuing new Shares in Taiwan, the Company shall allocate 10% of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not necessary or appropriate, as determined by the board of Directors according to the Applicable Public Company Rules and/or the instruction of the FSC or TWSE, for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned 10% is resolved by a general meeting to be offered, the percentage determined by such resolution shall prevail ("**Shares for Public Offering**"). The

Company may reserve 10% to 15% of the total amount of the new Shares to be issued for the subscription by the employees of the Company and its Subsidiaries ("**Shares for Employees' Subscription**"). The Company may restrain the shares subscribed by the aforementioned employees from being transferred or assigned to others within a specific period of time which shall in no case be longer than two years.

- 8.4 Members' rights to subscribe for newly-issued Shares may be transferred independently from the Shares from which such rights are derived. The rules and procedures governing the transfer of rights to subscribe for newly-issued Shares shall be in accordance with policies established by the Company from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 8.5 The pre-emptive right of Members provided under Article 8.2 shall not apply in the event that new Shares are issued due to the following reasons or for the following purposes: (a) in connection with a Merger with another company, or the Spin-off of the Company, or pursuant to any reorganization of the Company; (b) in connection with meeting the Company's obligations under Share subscription warrants and/or options, including those referenced in Article 11.1 to Article 11.4; (c) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire Shares; (d) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire Shares; (e) in connection with a Private Placement; (f) in connection with the issue of Restricted Shares in accordance with Article 8.7; or (g) other matters in accordance with the Applicable Public Company Rules.
- 8.6 The periods of notice and other rules and procedures for notifying Members and implementing the exercise of the Members' pre-emptive rights shall be in accordance with policies established by the board of Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 8.7 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company may, with the approval of a Supermajority Resolution in a general meeting, issue new Shares with restricted rights to the employees of the Company and its Subsidiaries ("**Restricted Shares**") and the provision of Article 8.2 shall not apply to any such issue of Restricted Shares. The terms of issue of Restricted Shares, including, but not limited to the number, issue price and other relevant conditions shall comply with the Applicable Public Company Rules.
- 8.8 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company may, by resolutions of the Members passed at a general meeting attended by Members who represent a majority of the outstanding Shares and approved by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution, conduct Private Placements, and shall comply with the Applicable Public Company Rules to determine, *inter alia*, the purchaser(s), the types of securities, the determination of the offer price, and the restrictions on transfer of securities of such Private Placement.

9 Transfer of Shares

- 9.1 Subject to the Statute and the Applicable Public Company Rules, Shares issued by the Company may be freely transferable.
- 9.2 Subject to these Articles and the Applicable Public Company Rules, any Member may transfer all or any of his Shares by an instrument of transfer.

- 9.3 The Board may approve to effect transfers of Shares which are not issued physically through relevant systems (including systems of TDCC) without executing share transfer documents. With respect to non-physically issued shares, the Company shall notify holders of these shares to provide (or have a third party designated by such holders to provide) instruction(s) necessary for transfers of shares through relevant systems according to the requirement, equipment and demand of those systems, provided however, that such instructions shall not violate these Articles, Statute and the Applicable Public Companies Rules.

10 Redemption and Repurchase of Shares

- 10.1 Subject to the provisions of the Statute, the Memorandum, and the Articles, the Company may purchase its own Shares in the manner and terms to be resolved by the board of Directors from time to time. Notwithstanding the foregoing, for so long as any Shares are listed on the TWSE, the Company may purchase its own shares on such terms as are approved by resolutions of the Directors passed at a meeting of the board of Directors attended by more than two-thirds of members of the board and approved by a majority of the Directors present at such meeting, provided that any such repurchase shall be in accordance with the Applicable Public Company Rules. In the event that the Company proposes to purchase any Shares listed on the TWSE pursuant to this Article, the approval of the board of Directors and the implementation thereof shall be reported to the Members at the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall apply even if the Company does not implement the repurchase proposal for any reason.
- 10.2 Subject to the provisions of Cayman Islands law, the Statute, the Memorandum, and the Articles, the Company may issue Shares that are to be redeemed or are liable to be redeemed at the option of the Member or the Company. The redemption of such Shares shall be effected in such manner as the Company may, by Special Resolution, determine before the issue of the Shares. The Company may make a payment in respect of the redemption of its own Shares in any manner (including out of capital). After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.
- 10.3 The board of Directors may, upon the purchase or redemption of any Share under Article 10.1 to Article 10.7, determine that such Share shall be held as Treasury Share ("**Repurchased Treasury Shares**"). For Treasury Shares, no dividends shall be distributed or paid, nor shall any distribution of the Company's assets be made (whether in cash or by other means) (including any assets distribution to the Members when the Company is winding up).
- 10.4 Subject to the provisions of the Statute, the Memorandum and the Articles, the board of Directors may determine to cancel a Treasury Share or transfer a Treasury Share to the employees on such terms as they think proper (including, without limitation, for nil consideration). After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.
- 10.5 If the Company repurchases any Shares traded on the TWSE and proposes to transfer the Repurchased Treasury Shares to any employees of the Company or its Subsidiaries at the price below the average repurchase price paid by the Company for Repurchased Treasury Shares (the "**Average Purchase Price**") the Company shall require the approval of a resolution of the Members passed at a general meeting attended by Members who represent a majority of the outstanding Shares and approved by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution, and shall specify such motion in the

meeting notice of that general meeting in accordance with the Applicable Public Company Rules which shall not be brought up as an ad hoc motion:

- (a) The transfer price, discount rate, calculation basis and reasonability;
- (b) Number of shares transferred, purpose and reasonability;
- (c) Qualification of employees' subscription and number of shares employees may subscribe; and
- (d) Matters affecting equity of the Members:
 - (i) Amounts that may become expenditures, and the dilution of EPS of the Company;
 - (ii) Explain the financial burden caused to the Company by transfer of shares to employees at a price lower than the Average Purchase Price.

10.6 The aggregate number of Treasury Shares to be transferred to employees pursuant to Article 10.4 and the aggregate number of Treasury Shares transferred to any individual employee shall be subject to the Applicable Public Company Rules as applied to the Company and shall not exceed a stipulated percent of the Company's total issued, allotted and outstanding Shares as at the date of transfer of any Treasury Shares to the employee. The Company may impose restrictions on the transfer of such Shares by the employee for a period of no more than two years.

10.7 Notwithstanding anything to the contrary contained in Article 10.1 to 10.6, and subject to the Statute, the Memorandum and Articles and the Applicable Public Company Rules, the Company may, with the approval of an Ordinary Resolution, compulsorily redeem or repurchase Shares, provided that such Shares shall be cancelled upon redemption or repurchase and such redemption or repurchase will be effected pro rata based on the percentage of shareholdings of the Members. Payments in respect of any such redemption or repurchase, if any, may be made either in cash or by distribution of specific assets of the Company, as specified in the Ordinary Resolution approving the redemption or repurchase, provided that (a) the relevant Shares will be cancelled upon such redemption or repurchase and will not be held by the Company as Treasury Shares, and (b) where assets other than cash are distributed to the Members, the type of assets, the value of the assets and the corresponding amount of such substitutive distribution shall be (i) assessed by an R.O.C. certified public account before being submitted to the Members for approval and (ii) agreed to by the Member who will receive such assets. After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.

11 Employee Incentive Programme

11.1 Notwithstanding the provision of Article 8.7 Restricted Shares, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt incentive programmes and may issue Shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries. The rules and procedures governing such incentive programme(s) shall be in accordance with policies established by the board of Directors from time to time in accordance with the Statute, the Memorandum and the Articles. After the Company has acquired public company status, the

foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.

- 11.2 Options, warrants or other similar instruments issued in accordance with Article 11.1 above are not transferable save by inheritance.
- 11.3 The Company may enter into relevant agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 11.1 above, whereby employees may subscribe, within a specific period of time, a specific number of the Shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programme.
- 11.4 Directors of the Company and its Subsidiaries shall not be eligible for the employee incentive programmes under Article 8.7 or Article 11.1, provided that directors who are also employees of the Company or its Subsidiaries may participate in an employee incentive programme in their capacity as an employee (and not as a director of the Company or its Subsidiaries).

12 Variation of Rights of Shares

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

13 Transmission of Shares

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

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

14.1 Subject to the provisions of the Statute, the Applicable Public Company Rules and the Articles, the Company may by Special Resolution:

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

14.2 Subject to the provisions of the Statute, the Applicable Public Company Rules and the Articles, the Company shall by a Supermajority Resolution:

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

14.3 Subject to the provisions of the Statute, the Articles, and the Applicable Public Company Rules, 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 14.3(a) above.

14.4 When the Company returns share capital according to the Statute, and the Articles, the share capital shall be returned in proportion to the shareholdings of the Members.

14.5 Subject to the provisions of the Statute and the Articles, if the Company intends to return share capital by assets other than cash, the asset to be returned and the amount to be deducted shall be approved by general meetings and consented by the Member who will receive such asset. Provided that the asset to be returned and the amount to be deducted shall be audited by the certified R.O.C. public accountant before they are submitted by the board of Directors for general meetings' resolution. After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.

15 Registered Office

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

16 General Meetings

16.1 All general meetings other than annual general meetings are extraordinary general meetings.

16.2 The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year, and shall specify the meeting as such in the notices calling it. At these meetings, the report of the Directors (if any) shall be presented.

16.3 The Company shall hold an annual general meeting every year.

16.4 The general meetings shall be held at such time and place as the Directors shall appoint provided that unless otherwise provided by the Statute or this Article 16.4, the general meetings shall be held in Taiwan in the event the Company has acquired public company status. For general meetings to be held outside Taiwan, after the Company has acquired public company status, the Company shall apply with the TWSE to obtain its approval within two days after the board of Directors resolves to call a general meeting or within two days after the shareholder(s) obtain(s) the approval from competent authorities to convene the same. In addition, where a general meeting is to be held outside Taiwan, the Company shall engage a professional securities agent in Taiwan to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).

16.5 The board of Directors may call general meetings, and they shall on a Member's requisition forthwith proceed to convene an extraordinary general meeting of the Company.

16.6 Member(s) who are entitled to submit a Member's requisition as provided in the preceding Article 16.5 are Member(s) of the Company holding at the date of deposit of the requisition not less than 3% of the total number of the outstanding Shares at the time of requisition and whose Shares shall have been held by such Member(s) for at least one year.

- 16.7 The requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more requisitionists.
- 16.8 If the board of Directors do not within fifteen days from the date of the deposit of the requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting in accordance with the Applicable Public Company Rules.

17 Notice of General Meetings

- 17.1 Before the Company has acquired public company status, at least two days' notice to each Member shall be given of any annual general meeting or extraordinary general meeting, or in the event the Company has acquired public company status, at least thirty days' notice to each Member shall be given of any annual general meeting, and at least fifteen days' notice to each Member shall be given of any extraordinary general meeting. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting and the general nature of the business and shall be given in the manner hereinafter mentioned, or be given via electronic means if agreed thereon by the Members, or be given in such other manner as may be prescribed by the Company, provided that a general meeting of the Company shall, whether or not the notice specified in this regulation has been given and whether or not the provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed by all the Members (or their proxies) entitled to attend such general meeting.
- 17.2 Before the Company has acquired public company status, the accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any Member entitled to receive notice shall not invalidate the proceedings of that general meeting.
- 17.3 After the Company has acquired public company status, the Company shall, at least thirty days prior to any annual general meeting or at least fifteen days prior to any extraordinary general meeting (as the case may be), make public announcement of the notice of such general meeting, instrument of proxy, the businesses and their explanatory materials of any sanction, discussion, election or removal of Directors and transform such information into electronic format and transmitted the same to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the voting power in any general meeting will be exercised by way of a written ballot, the written ballot and the aforementioned information of such general meeting shall together be delivered to each Member. The Directors shall prepare a meeting handbook of relevant general meeting and supplemental materials in accordance with the Applicable Public Company Rules at least twenty-one days prior to any general meeting (or at least fifteen days prior to any extraordinary general meeting), send to or make it available for the Members and transmitted the same to the Market Observation Post System
- 17.4 The Company shall prepare a meeting handbook of the relevant general meeting and supplemental materials available for inspection by the Members, which will be placed at the office of the Company and the Company's securities agent, distributed at the meeting venue, and transmitted to the Market Observation Post System within the period required by the Applicable Public Company Rules.

- 17.5 Matters pertaining to (a) election or discharge of Directors, (b) alteration of the Articles, and (c) (i) dissolution, Merger (other than a Short-form Merger), Share Exchange, or Spin-off, (ii) entering into, amending, or terminating any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others, (iii) transfer of the whole or any material part of the business or assets of the Company, (iv) acceptance of the transfer of the whole business or assets of another person, which has a material effect on the business operation of the Company, and (d) ratification of an action by Director(s) who engage(s) in business for him/herself or on behalf of another person that is within the scope of the Company's business, (e) distribution of the whole or a part of the surplus profit of the Company in the form of new Shares, capitalization of statutory reserve and any other amount in accordance with Article 35, and (f) the Private Placement of any equity-type securities issued by the Company, shall be indicated in the notice of general meeting, with a summary of the material content to be discussed, and shall not be brought up as an ad hoc motion.
- 17.6 The board of Directors shall keep the Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's registrar (if applicable) and the Company's securities agent located in Taiwan. The Members may request, from time to time, by submitting document(s) evidencing his/her interests involved and indicating the designated scope of the inspection, access to inspect, review or make copies of the foregoing documents.
- 17.7 The Company shall make all statements and records prepared by the board of Directors and the report prepared by the audit committee, if any, available at the office of its registrar (if applicable) and its securities agent located in Taiwan in accordance with the Statute and the Applicable Public Company Rules. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such an inspection and review.

18 Proceedings at General Meetings

- 18.1 No business shall be transacted at any general meeting unless a quorum is present. Unless otherwise provided in the Statute, the Articles and the Applicable Public Company Rules, Members present in person or by proxy, representing more than one-half of the total outstanding Shares, shall constitute a quorum for any general meeting.
- 18.2 The board of Directors shall submit business reports, financial statements and proposals for distribution of profits or covering of losses prepared by it for the purposes of annual general meetings of the Company for ratification or approval by the Members as required by the Applicable Public Company Rules. After ratification or approval by the Members as required by the Statute, the Articles and the Applicable Public Company Rules, the board of Directors shall distribute or make publicly available on the Market Observation Post System the copies of the ratified financial statements and the Company's resolutions on the allocation and distribution of profits or covering of loss, to each Member.
- 18.3 Subject to the Statute, the Articles, and Applicable Public Company Rules, if a quorum is not present at the time appointed for the general meeting, the chairman may postpone the general meeting to a later time, provided, however, that the maximum number of times a general meeting may be postponed shall be no more than two and the total time postponed shall not exceed one hour. If the general meeting has been postponed for two times, but at the postponed general meeting a quorum is still not present, the chairman shall declare the general meeting is dissolved,

and if it is still necessary to convene a general meeting, it shall be reconvened as a new general meeting in accordance with the Articles.

- 18.4 If a general meeting is called by the board of Directors, the chairman of the board of Directors shall preside as the chair of such general meeting. In the event that the chairman is on a leave of absence, or is unable to exercise his powers and authorities, the vice chairman of the board of Directors shall act in lieu of the chairman. If there is no vice chairman of the board of Directors, or if the vice chairman of the board of Directors is also on leave of absence, or cannot exercise his powers and authorities, the chairman shall designate a Director to chair such general meeting. If the chairman does not designate a proxy or if such chairman's proxy cannot exercise his powers and authorities, the Directors who are present at the general meeting shall elect one from among themselves to act as the chair at such general meeting in lieu of the chairman. If a general meeting is called by any person(s) other than the board of Directors, the person(s) who has called the meeting shall preside as the chair of such general meeting; and if there is more than one person who has called a general meeting, such persons shall elect one from among themselves to act as the chair of such general meeting.
- 18.5 A resolution put to the vote of the meeting shall be decided on a poll. In computing the required majority when a poll is demanded regard should be had to the number of votes to which each Member is entitled by the Articles.
- 18.6 In the case of an equality of votes, the chairman shall not be entitled to a second or casting vote.
- 18.7 Nothing in the Articles shall prevent any Member from issuing proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the improper convening of any general meeting or the improper passage of any resolution. The Taipei District Court, R.O.C., shall be the court of the first instance for adjudicating any disputes arising out of the foregoing.
- 18.8 Unless otherwise expressly required by the Statute, the Articles or the Applicable Public Company Rules, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.
- 18.9 Subject to the Applicable Public Company Rules, Member(s) holding 1% or more of the total number of issued, allotted, outstanding Shares immediately prior to the relevant book closed period may propose to the Company a proposal for discussion at an annual general meeting in writing to the extent and in accordance with the rules and procedures of general meetings proposed by the Directors and approved by an Ordinary Resolution. Proposals shall not be included in the agenda where (a) the proposing Member(s) holds less than 1% of the total number of outstanding Shares, (b) where the matter of such proposal may not be resolved by a general meeting, (c) the proposing Member has proposed more than one proposal, or (d) such proposal is submitted on a day beyond the deadline announced by the Company for accepting the Member's proposals.
- 18.10 Unless the Company has acquired public company status in accordance with the Applicable Public Company Rules, a resolution (including a Special Resolution) in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or, being corporations, signed by their duly authorised representatives) shall be as valid and effective as if the resolution had been passed at a general meeting of the Company duly convened and held.

19 Votes of Members

- 19.1 Subject to any rights or restrictions attached to any Shares, every Member who is present in person or by proxy shall have one vote for every Share of which he is the holder.
- 19.2 No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of Shares unless he is registered as a Member on the record date for such meeting nor unless all calls or other monies then payable by him in respect of Shares have been paid.
- 19.3 Any objection raised to the qualification of any voter by a Member having voting rights shall be referred to the chairman who shall decide in accordance with the applicable laws.
- 19.4 Votes may be cast either personally or by proxy. A Member may appoint only one proxy under one instrument to attend and vote at a meeting.
- 19.5 A Member holding more than one Share is required to cast the votes in respect of his Shares in the same way on any resolution; provided that a Member who holds Shares for the benefit of others may, to the extent permissible by the provisions of the Statute, cast the votes of the Shares in different ways in accordance with the Applicable Public Company Rules.
- 19.6 If a general meeting is to be held in Taiwan, the Directors may determine in their discretion that the voting power of a Member at such general meeting may be exercised by way of a written ballot or by way of an electronic transmission. If a general meeting is to be held outside of Taiwan after the Company has acquired public company status or otherwise required under the Applicable Public Company Rules, the methods by which Members are permitted to exercise their voting power shall include written ballot or voting by way of an electronic transmission. Where these methods of exercising voting power are to be available at a general meeting, they shall be described in the general meeting notice given to the Members in respect of the relevant general meeting, and the Member voting by written ballot or electronic transmission shall submit such vote to the Company two days prior to the date of the relevant general meeting. In case that there are duplicate submissions, the first received by the Company shall prevail. A Member exercising voting power by way of a written ballot or by way of an electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Public Company Rules. The chairman, acting as proxy of a Member, shall not exercise the voting right of such Member in any way not stipulated in the written or electronic document, nor exercise any voting right in respect of any resolution revised at the meeting or any impromptu proposal at the meeting. A Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc resolution or amendment to the original agenda items to be resolved at the said general meeting. Should the chairman not observe the instructions of a Member in exercising such Member's voting right in respect of any resolution, the Shares held by such Member shall not be included in the calculation of votes in respect of such resolution but shall nevertheless be included in the calculation of quorum for the meeting.
- 19.7 A Member who has submitted a vote by written ballot or electronic transmission pursuant to Article 19.6 may, at least two days prior to the date of the relevant general meeting, revoke such vote in the same manner previously used in submitting the vote and such revocation shall constitute a revocation of the proxy deemed to be given to the chairman of the general meeting

pursuant to Article 19.6. If a Member who has submitted a written ballot or electronic transmission pursuant to Article 19.6 does not submit such a revocation before the prescribed time, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6 shall not be revoked and the chairman of the general meeting shall exercise the voting right of such Member in accordance with that proxy.

- 19.8 If, subsequent to submitting a written ballot or electronic transmission pursuant to Article 19.6, a Member submits a proxy appointing a person of the general meeting as his proxy to attend the relevant general meeting on his behalf, then the subsequent appointment of that person as his proxy shall be deemed to be a revocation of such Member's deemed appointment of the chairman of the general meeting as his proxy pursuant to Article 19.6.

20 Proxies

- 20.1 An instrument of proxy shall be in writing, and be personally signed or sealed under the hand of the appointor, or, if the appointor is a corporation under the hand of an officer or attorney duly authorised for that purpose. A proxy need not be a Member of the Company.

- 20.2 In addition to any restrictions provided by the Statute, the Articles and the Applicable Public Company Rules, obtaining an instrument of proxy for attendance of general meetings shall be subject to the following conditions:

- (a) the instrument of proxy shall not be obtained in exchange for money or any other interest, provided that this provision shall not apply to souvenirs for a general meeting distributed on behalf of the Company or reasonable fees paid by the Solicitor to any person mandated to handle proxy solicitation matters;
- (b) the instrument of proxy shall not be obtained in the name of others; and
- (c) an instrument of proxy obtained through solicitation shall not be used as a non-solicited instrument of proxy for attendance of a general meeting.

- 20.3 Except for the securities agent, a person shall not act as the proxy for more than thirty Members. Any person acting as proxy for three or more Members shall submit to the Company or its securities agent (a) a statement of declaration declaring that the instruments of proxy are not obtained for the purpose of soliciting on behalf of himself/herself or others; (b) a schedule showing details of such instruments of proxy; and (c) the signed or sealed instruments of proxy, in each case, five days prior to the date of the general meeting.

- 20.4 The Company may mandate a securities agent to act as the proxy for the Members for any general meeting provided that no resolution in respect of the election of Directors is proposed to be voted upon at such meeting. Matters authorized under the mandate shall be stated in the instructions of the instruments of proxy for the general meeting concerned. A securities agent acting as the proxy shall not accept general authorisation from any Member, and shall, within five days after each general meeting of the Company, prepare a compilation report of general meeting attendance by proxy comprising the details of proxy attendance at the general meeting, the status of exercise of voting rights under the instrument of proxy, a copy of the contract, and other matters as required by the R.O.C. securities competent authorities, and maintain the compilation report available at the offices of the securities agent.

- 20.5 Except for a Member appointing the chairman of a general meeting as his proxy through written ballot or electronic transmission in the exercise of voting power pursuant to Article 19.6, or for trust enterprises organized under the laws of the R.O.C. or a securities agent approved pursuant to the Applicable Public Company Rules, in the event a person acts as the proxy for two or more Members, the sum of Shares entitled to be voted as represented by such proxy shall be no more than 3% of the total outstanding voting Shares immediately prior to the relevant book closed period; any vote in respect of the portion in excess of such 3% threshold shall not be counted. For the avoidance of doubt, the number of the Shares to be represented by a securities agent mandated by the Company in accordance with Article 20.4 shall not be subject to the limit of 3% of the total number of the outstanding voting Shares set forth herein.
- 20.6 The Shares represented by a person acting as the non-solicited proxy for three or more Members shall not be more than four times of the number of Shares held by such person and shall not exceed 3% of the total number of the outstanding Shares.
- 20.7 In the event that a Member exercises his/her/its voting power by means of a written ballot or by means of electronic transmission and has also authorized a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any Member who has authorised a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at least two days prior to such general meeting, serve the Company with a separate notice revoking his previous appointment of proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.
- 20.8 Each Member is only entitled to execute one instrument of proxy to appoint one proxy. The instrument of proxy shall be deposited at the Registered Office or at such other place as is specified for that purpose in the notice convening the general meeting, or in any instrument of proxy sent out by the Company not less than five days before the time for holding the general meeting or adjourned general meeting at which the person named in the instrument proposes to vote. In case that there are duplicate instruments of proxy received from the same Member by the Company, the first instrument of proxy received by the Company shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous instrument of proxy in the later-received instrument of proxy.
- 20.9 The instrument of proxy shall be in the form approved by the Company and be expressed to be for a particular general meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Member, proxy and the Solicitor (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.
- 20.10 At a general meeting, each instrument of proxy for such meeting shall be tallied and verified by the Company's securities agent or any other mandated securities agent prior to the time for holding the general meeting. The following matters should be verified:
- (a) whether the instrument of proxy is printed under the authority of the Company;
 - (b) whether the instrument of proxy is signed or sealed by the appointing Member; and

- (c) whether the Solicitor or proxy (as the case may be) is named in the instrument of proxy and whether the name is correct.
- 20.11 The material contents required to be stated in the instruments of proxy, the meeting handbook or other supplemental materials of such general meeting, the written documents and advertisement of the Solicitor for proxy solicitation, the schedule of the instruments of proxy, the proxy form and other documents printed and published under the authority of the Company shall not contain any false statement or omission.
- 20.12 Votes given in accordance with the terms of an instrument of proxy shall be valid unless notice in writing was received by the Company at the Registered Office or at such other place as is specified for that purpose in the notice convening the general meeting, or in any instrument of proxy sent out by the Company at least two days prior to the commencement of the general meeting, or adjourned general meeting at which it is sought to use the proxy. The notice must set out expressly the reason for the revocation of the proxy, whether due to the incapacity or the lack in authority of the principal at the time issuing the proxy or otherwise.
- 20.13 A Member who has appointed a proxy shall be entitled to make a request to the Company or its securities agent for examining the way in which his instrument of proxy has been used, within seven days after the relevant general meeting.
- 20.14 If a general meeting is to be held outside of the R.O.C. after the Company has acquired public company status, the Company shall engage a professional securities agent within the R.O.C. to handle the voting by the Members.

21 Proxy Solicitation

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

22 Dissenting Member's Appraisal Right

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

objection therefor, in writing or verbally with a record before or during the general meeting and forfeited his voting right provided, may request the Company to buy back all of his/her Shares at the then prevailing fair price. In the event of a Short-form Merger where at least 90% of the voting power of the outstanding shares of the Company are held by the other merging company, the Company shall deliver a notice to each Member immediately after the resolution of board of directors approving such Short-form Merger and such notice shall state that any Member who expressed his/her/its objection against the Short-form Merger within the specified period may submit a written objection requesting the Company to buy back all of his/her/its Shares at the then prevailing fair value of such Shares.

- 22.3 The request prescribed in the preceding two Articles shall be delivered to the Company in writing, stating therein the types and numbers of Shares requested to be repurchased, within twenty days after the date of the relevant resolution. In the event the requesting Member and the Company have reached an agreement in regard to the purchase price of the Shares held by such Member (the “**appraisal price**”), the Company shall pay such price within ninety days after the date on which the resolution was adopted. In the event the Company and the requesting Member fail to reach the agreement with respect to the appraisal price within sixty days after the resolution date, the Member may, within thirty days after such sixty-day period, file a petition to any competent court of the R.O.C. for a ruling on the appraisal price, and such ruling by such R.O.C. court shall be binding and conclusive as between the Company and requested Member solely with respect to the appraisal price.
- 22.4 The payment of appraisal price shall be made at the same time as the delivery of Share Certificates, and transfer of such Shares shall be effective at the time when the transferee's name is entered on the Register of Members.

23 Corporate Members

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

24 Shares that May Not be Voted

- 24.1 Shares in the Company that are held by such Company (including held through such Company's Subsidiaries) shall not vote, directly or indirectly, at any general meeting and shall not be counted in determining the total number of outstanding Shares at any given time.
- 24.2 A Member who has a personal interest in any matter discussed at a general meeting, which interest may be in conflict with those of the Company, shall abstain from voting such Member's Shares in regard to such matter but such Shares shall be counted in for calculating the number of Shares of the Members present at such general meeting for the purposes of determining the quorum. The aforementioned Member shall also not vote on behalf of any other Member.
- 24.3 If a Director creates or has created security over any Shares held by such Director, such Director shall notify the Company of such security. If at any time the number of the pledged Shares held by a Director exceeds half of the Shares held by such Director at the time of his appointment,

then the voting rights attached to the Shares held by such Director at such time shall be reduced, such that the Shares over which security has been created which are in excess of half of the Shares held by such Director at the date of his appointment shall not carry voting rights and shall not be counted in the number of votes casted by the Member at a general meeting.

25 Directors

- 25.1 There shall be a board of Directors consisting of no less than five (5) persons and no more than nine (9) persons, including Independent Directors, each of whom shall be appointed to a term of office of three (3) years and is eligible for re-election. The Company may from time to time by resolution of the board of Directors increase or reduce the number of Directors subject to the above number limitation provided that the requirements by relevant laws and regulations (including but not limited to any listing requirements) are met. In the event of any vacancy in the board of Directors or an increase in the number of Directors of the Company, the new Director elected in the general meeting shall fill the vacancy for the residual term of office.
- 25.2 Unless otherwise approved by TWSE, not more than half of the total number of Directors can have a spousal relationship or familial relationship within the second degree of kinship with any other Directors.
- 25.3 In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 25.2 hereof, the non-qualifying Director(s) who was elected with the fewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided in Article 25.2 hereof. Any person who has already served as Director but is in violation of the aforementioned requirements shall be removed from the position of Director automatically.
- 25.4 Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least one of the Independent Directors shall be domiciled in the R.O.C. and at least one of the Independent Directors shall have accounting or financial expertise.
- 25.5 Independent Directors shall have professional knowledge and shall maintain independence in discharging their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be governed by the Applicable Public Company Rules.
- 25.6 Any Member(s) holding 3% or more of the Company's issued Shares for at least one year may in writing request the Independent Directors of the Audit Committee to bring action against the Directors on behalf of the Company in a court of competent jurisdiction as the court of first instance. If the Independent Directors fail to bring such action within thirty days after the request by the Member, such Member may bring the action in a court of competent jurisdiction as the court of first instance in the name of the Company.

26 Powers of Directors

- 26.1 Subject to the provisions of the Statute, the Articles, the Applicable Public Company Rules and to any directions given by Ordinary Resolution, Special Resolution or Supermajority Resolution, the business of the Company shall be managed by the board of Directors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any

prior act of the board of Directors which would have been valid if that alteration had not been made or that direction had not been given. A duly convened meeting of the board of Directors at which a quorum is present may exercise all powers exercisable by the board of Directors.

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

27 Appointment and Removal of Directors

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

deemed directors elect. The rule and procedures for such cumulative voting mechanism shall be in accordance with policies proposed by the board of Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Memorandum, the Articles and the Applicable Public Company Rules.

- 27.3 The Directors may adopt a candidate nomination mechanism which is in compliance with Applicable Public Company Rules. The rules and procedures for such candidate nomination shall be in accordance with policies proposed by the board of Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules. Such candidate nomination mechanism in compliance with Applicable Public Company Rules shall also be used for an election of Independent Directors in the event the Company has acquired public company status in accordance with Applicable Public Company Rules.
- 27.4 If a Member is judicial person, the authorised representative of such Member may be elected as Director. If such Member has more than one authorised representative, each of the authorised representatives of such Member may be elected as Directors respectively.
- 27.5 Notwithstanding anything to the contrary in Article 27.1 to 27.4, unless the Company has acquired public company status in accordance with Applicable Public Company Rules, the Company may by Ordinary Resolution appoint any person to be a Director or may by Ordinary Resolution remove any Director.

28 Vacation of Office of Director

- 28.1 Notwithstanding anything in the Articles to the contrary, the Company may from time to time by Ordinary Resolution remove all Directors from office before the expiration of their term of office and may elect new Directors in accordance with Article 27.1. and unless the resolution approving such removal and election provides otherwise, all the Directors shall be deemed to have been removed upon the passing of such resolution to elect new Directors prior to the expiration of such Director's applicable term of office.
- 28.2 In the event of any of the following events having occurred in relation to any Director, such Director shall be vacated automatically:
- (a) he gives notice in writing to the Company to resign the office of Director;
 - (b) he dies, becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (c) an order is made by any competent court or official on the grounds that he is or will be suffering from mental disorder or is otherwise incapable of managing his affairs, or his/her legal capacity is restricted according to the applicable laws;
 - (d) he commits a felony and is subsequently adjudicated guilty by a final judgment, and the time elapsed since he has served the full term of the sentence is less than five years;
 - (e) he commits any criminal offence of fraud, breach of trust or misappropriation and is subsequently punished with imprisonment for a term of more than one year, and the time elapsed since he has served the full term of such sentence is less than two years;

- (f) he is adjudicated guilty by a final judgment for misappropriating Company or public funds during the time of his service, and the time elapsed after he has served the full term of such sentence is less than two years;
- (g) he is dishonoured for use of credit instruments, and the term of such sanction has not expired yet;
- (h) the Members resolve by a Supermajority Resolution that he should be removed as a Director; or
- (i) during the term of office as a Director, he/she/it has transferred more than one half of the company's shares being held by him/her/it at the time he/she is elected; or
- (j) Subject to the provisions of the Statue, and the Articles or the Applicable Public Company Rules, in the event that he has, in the course of performing his duties, committed any act resulting in material damage to the Company or in serious violation of applicable laws and/or regulations or the Memorandum and the Articles, but has not been removed by the Company pursuant to a Supermajority Resolution vote, then any Member(s) holding 3% or more of the total number of outstanding Shares shall have the right, within thirty days after that general meeting, to petition any competent court for the removal of such Director, at the Company's expense and such Director shall be removed upon the final judgement by such court. For clarification, if a relevant court has competent jurisdiction to adjudicate all of the foregoing matters in a single or a series of proceedings, then, for the purpose of this paragraph (i), final judgement shall be given by such competent court.

In the event that the foregoing events described in any of clauses (b), (c), (d), (e), (f) and (g) has occurred in relation to a Director elect, such Director elect shall be disqualified from being elected as a Director.

If any director after having been elected and before his/her/its inauguration of the office of Director, has transferred more than one half of the total number of shares of the company he/she/it holds at the time of his/her/its election as such; or had transferred more than one half of the total number of shares he/she/it held within the share transfer prohibition period fixed prior to the convention of a shareholders' meeting, then his/her/its election as a Director shall become invalid.

29 Proceedings of Directors

- 29.1 The quorum for the transaction of the business of the board of Directors may be fixed by the board of Directors and unless so fixed shall be over one half of the total number of Directors elected. If the number of Directors is less than five (5) persons due to the vacation of Director(s) for any reason, the Company shall hold an election of Director(s) to fill the vacancies at the next following general meeting. When the number of vacancies in the board of Directors of the Company is equal to one third of the total number of Directors elected, the board of Directors shall hold, within sixty days, a general meeting of Members to elect succeeding Directors to fill the vacancies.
- 29.2 Unless otherwise provided by the Statue, the Articles, or the Applicable Public Company Rules, if the number of Independent Directors is less than three due to the vacation of Independent Directors for any reason, the Company shall hold an election of Independent Directors to fill the vacancies at the next following general meeting. Unless otherwise permitted by the Applicable

Public Company Rules, if all of the Independent Directors are vacated, the board of Directors shall hold, within sixty days, a general meeting to elect succeeding Independent Directors to fill the vacancies.

- 29.3 Subject to the Statute, the Articles, and the Applicable Public Company Rules, the Directors may regulate their proceedings as they think fit. Any motions shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote.
- 29.4 A person may participate in a meeting of the board of Directors or committee of Directors by video conference. Participation by a person in a meeting in this manner is treated as presence in person at that meeting. The time and place for a meeting of the Directors or committee of Directors shall be at the office of the Company and during business hours or at a place and time convenient to the Directors and suitable for holding such meeting.
- 29.5 A Director may, or other officer of the Company authorized by a Director shall, call a meeting of the board of Directors by at least one day's notice in writing or in the event the Company becomes a public reporting company in accordance with the Applicable Public Company Rules, unless otherwise permitted by the Applicable Public Company Rules, the chairman of the boards shall call a meeting of the board of Director by at least seven days' notice in writing (which may be a notice delivered by facsimile transmission or electronic mail) to every Director which notice shall set forth the general nature of the business to be considered. In the event of an urgent situation, a meeting of the board of Directors may be held at any time after notice has been given in accordance with the Applicable Public Company Rules.
- 29.6 The continuing Directors may act notwithstanding any vacancy in other Directors' office, but if and so long as the number of continuing Directors is below the minimum number of Directors fixed by or pursuant to the Articles, the continuing Directors or Director may act only for the purpose of summoning a general meeting of the Company, but for no other purpose.
- 29.7 The board of Directors shall, by a resolution, establish rules governing the procedure of meeting(s) of the board of Directors and report such rules to a meeting of Members, and such rules shall be in accordance with the Articles and the Applicable Public Company Rules.
- 29.8 Subject to the Statute, all acts done by any meeting of the board of Directors or of a committee of Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the election of any Director, or that they or any of them were disqualified, the effectiveness of the acts shall be determined in accordance with the applicable laws.
- 29.9 A Director may be represented at any meetings of the board of Directors by a proxy appointed the other director in writing by him. The proxy shall count towards the quorum and the vote of the proxy shall for all purposes be deemed to be that of the appointing Director.

30 Directors' Interests

- 30.1 A Director (except for Independent Director) may hold any other office or place of profit under the Company in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the remuneration committee shall present its recommendations to the board of Directors for discussion and approval.
- 30.2 The Directors may be paid remuneration only in cash. The amount of such remuneration shall be recommended by the remuneration committee and determined by the board of Directors, and

take into account the extent and value of the services provided for the management of the Company and the standards of the industry in the R.O.C. and overseas. The Directors shall also be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the board of Directors or committees of Directors, or general meetings of the Company, or separate meetings of the holders of any class of Shares or debentures of the Company, or otherwise in connection with the business of the Company, or to receive salaries in respect of their service as Directors as may be recommended by the compensation committee and determined by the board of Directors, or a combination partly of one such method and partly another, provided that any such determination shall be in accordance with the Applicable Public Company Rules.

- 30.3 Unless prohibited by the Statute, the Articles or by the Applicable Public Company Rules, a Director may act on behalf of the Company to the extent authorized by the Company. Such Director or his firm shall be entitled to such remuneration for professional services as if he were not a Director.
- 30.4 A Director who engages in conduct either for himself or on behalf of another person within the scope of the Company's business, shall disclose to Members, at a general meeting prior to such conduct, a summary of the major elements of such interest and obtain the ratification of the Members at such general meeting by a Supermajority Resolution vote. In case a Director engages in business conduct for himself or on behalf of another person in violation of this provision, the Members may, by an Ordinary Resolution, require the disgorgement of any and all earnings derived from such act, except when at least one year has lapsed since the realization of such associated earnings.
- 30.5 Notwithstanding anything to the contrary contained in Article 30.1 to Article 30.5, a Director who has a personal interest in the matter under discussion at a meeting of the Directors, which may conflict with the interest of the Company, shall disclose to the meeting his or her interest and the material information of such interest, and shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting.

31 Minutes

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

32 Delegation of Directors' Powers

- 32.1 Subject to the Applicable Public Company Rules, the Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him provided that the appointment of a managing director shall be revoked forthwith if he ceases to be a Director. Any such delegation may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Unless otherwise provided by the Statute or the Applicable Public Company Rules, the proceedings of a committee of Directors shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.

- 32.2 The Directors may establish any committees or appoint any person to be a manager or agent for managing the affairs of the Company and may appoint any person to be a member of such committees. Any such appointment may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of any such committee shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.
- 32.3 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company on such conditions as the Directors may determine, provided that the delegation is not to the exclusion of their own powers and may be revoked by the Directors at any time.
- 32.4 The Directors may by power of attorney or otherwise appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or authorised signatory of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney or other appointment may contain such provisions for the protection and convenience of persons dealing with any such attorneys or authorised signatories as the Directors may think fit and may also authorise any such attorney or authorised signatory to delegate all or any of the powers, authorities and discretions vested in him.
- 32.5 The Directors shall appoint a chairman and may appoint such other officers as they consider necessary on such terms, at such remuneration and to perform such duties, and subject to such provisions as to disqualification and removal as the Directors may think fit. Unless otherwise specified in the terms of his appointment an officer may be removed by resolution of the Directors.
- 32.6 Notwithstanding anything to the contrary contained in Article 32.1 to Article 32.9, unless otherwise permitted by the Applicable Public Company Rules, the Directors shall establish an audit committee comprised of all of the Independent Directors, one of whom shall be the chairman, and at least one of whom shall have accounting or financial expertise. A resolution of the audit committee shall be passed by one-half or more of all members of such committee. The rules and procedures of the audit committee shall be in accordance with policies proposed by the members of the audit committee and passed by the Directors from time to time, which shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and the instruction of the FSC or TWSE, if any. The Directors shall, by a resolution, adopt a charter for the audit committee in accordance with these Articles and the Applicable Public Company Rules.
- 32.7 Any of the following matters of the Company shall require the consent of one-half or more of all audit committee members and be submitted to the board of Directors for resolution:
- (a) Adoption or amendment of an internal control system of the Company;
 - (b) Assessment of the effectiveness of the internal control system;
 - (c) Adoption or amendment of handling procedures for significant financial or operational actions, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees on behalf of others;
 - (d) A matter where a Director has a personal interest;

- (e) A material asset or derivatives transaction;
- (f) A material monetary loan, endorsement, or provision of guarantee;
- (g) The offering, issuance, or Private Placement of any equity-type securities;
- (h) The hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
- (i) The appointment or removal of a financial, accounting, or internal auditing officer;
- (j) Annual and semi-annual financial reports;
- (k) Any other matters so determined by the Company from time to time or required by any competent authority overseeing the Company; and
- (l) Any other matters in accordance with the Applicable Public Companies Rules.

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

- 32.8 The Directors shall establish a remuneration committee in accordance with the Applicable Public Company Rules. The number of members of the remuneration committee, professional qualifications, restrictions on shareholdings and position that a member of the remuneration committee may concurrently hold, and assessment of independence with respect to the members of the remuneration committee shall comply with the Applicable Public Company Rules. The remuneration committee shall comprise of no less than three members, one of which shall be appointed as chairman of the remuneration committee. The rules and procedures for convening any meeting of the remuneration committee shall comply with policies proposed by the members of the remuneration committee and approved by the Directors from time to time, provided that the rules and procedures approved by the Directors shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and any directions of the FSC or TWSE. The Directors shall, by a resolution, adopt a charter for the remuneration committee in accordance with these Articles and the Applicable Public Company Rules.
- 32.9 The remuneration referred in the preceding Article shall include the compensation, salary, stock options and other incentive payment to the Directors and managers of the Company. Unless otherwise specified by the Applicable Public Company Rules, the managers of the Company for the purposes of this Article 32.9 shall mean executive officers as defined by the rules and procedures governing the remuneration committee.

33 Seal

- 33.1 The Company may, if the Directors so determine, have a Seal. The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors. The use of Seal shall be in accordance with the use of Seal policy adopted by the Directors from time to time.

33.2 The Company may have for use in any place or places outside the Cayman Islands a duplicate Seal or Seals, each of which shall be a facsimile of the common Seal of the Company and kept under the custody of a person appointed by the Directors, and if the Directors so determine, with the addition on its face of the name of every place where it is to be used.

33.3 A person authorized by the Directors may affix the Seal over his signature alone to any document of the Company required to be authenticated by him under seal or to be filed with the Registrar of Companies in the Cayman Islands or elsewhere wheresoever.

34 Dividends, Distributions and Reserve

34.1 As the Company is in the growing stage, the dividend distribution may take the form of a cash dividend and/or stock dividends and shall take into consideration the Company's capital expenditures, future expansion plans, and financial structure and funds requirement for sustainable development needs etc. Unless otherwise required by the Statute and the Applicable Public Company Rules, the Directors shall prepare a proposal for distribution of profits in accordance with the procedures and sequence set out below and submit such proposal for the Members' approval by an Ordinary Resolution at any general meeting should there be profits upon a final annual accounting of the Company for a fiscal year:

- (a) the proposal shall begin with the Company's Annual Net Income after tax;
- (b) offset its losses, if any, that have not been previously offset;
- (c) set aside a statutory capital reserve of 10% in accordance with the Applicable Public Company Rules except where the statutory surplus reserve has already reach the Company's paid-in capital;
- (d) set aside a special capital reserve in accordance with the Applicable Public Company Rules or as requested by the authorities in charge;
- (e) then may set aside no more than 1% of the balance after deducting the aforementioned amounts listed in subsection (a) to (d) from the profits of the current year as bonus to Directors;
- (f) then may set aside 1%-3% after deducting the aforementioned amounts listed in subsection (a) to (d) from the profits of the current year as bonus to employees of the Company and/or the Subsidiaries; and
- (g) after deducting the aforementioned amounts listed in subsection (a) to (f) from the profits of the current year, the distributable profits shall include the accumulated profits not distributed previously. A proposal for distribution of profits shall be submitted by the Directors for the Members' approval at a general meeting pursuant to the Applicable Public Company Rules prior to distribution. Distribution of Dividends may be made by way of cash dividends and/or stock dividends and the total amount of Dividends shall not be lower than 10% of the profits of the then current year after deducting the aforementioned amounts listed in subsection (a) to (f), and the percentage of cash dividends to be distributed shall not be less than 10% of the total amount of Dividends.

34.2 Subject to the Statute and this Article, and the Applicable Public Company Rules, the Directors may declare Dividends and distributions on Shares in issue and authorise payment of the

Dividends or distributions out of the funds of the Company lawfully available therefor. No Dividend or distribution shall be paid except out of the realised or unrealised profits of the Company, or out of the share premium account or as otherwise permitted by the Statute.

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

35 Capitalisation

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

authorise any person to enter on behalf of all of the Members interested into an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

36 Tender Offer

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

1. The types and amount of the Shares held by the Directors and the Members holding more than 10% of the outstanding Shares in its own name or in the name of other persons.
2. Recommendations to the Members on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefor.
3. Whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any.
4. The types, numbers and amount of the Shares of the tender offeror or its affiliates held by the Directors and the Members holding more than 10% of the outstanding Shares held in its own name or in the name of other persons.
5. Other matters in accordance with the Applicable Public Company Rules.

37 Books of Account

- 37.1 The Directors shall cause proper books of account to be kept with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt or expenditure takes place, all sales and purchases of goods by the Company and the assets and liabilities of the Company. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
- 37.2 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in general meeting.
- 37.3 The Directors may from time to time cause to be prepared and to be laid before the Company in general meeting profit and loss accounts, balance sheets, group accounts (if any) and such other reports and accounts as may be required by the Statute, the Articles and the Applicable Public Company Rules.
- 37.4 Subject to applicable law, after the Company becomes a public reporting company, minutes and written records of all meetings of Directors, any committees of Directors, and any general meeting shall be made in the Chinese language with an English translation. In the event of any

inconsistency between the Chinese language version and the relevant English translation, the Chinese language version shall prevail, except in the case where a resolution is required to be filed with the Registrar of Companies of Cayman Islands, in which case the English language version shall prevail.

- 37.5 Subject to the Statute, the instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with the Articles and relevant rules and regulations shall be kept for at least one year. However, if a Member institutes a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information mentioned herein, they shall be kept until the conclusion of the litigation if longer than one year.

38 Notices

- 38.1 Notices shall be in writing and may be given by the Company to any Member either personally or by sending it by courier, post, cable, telex, or e-mail to him or to his address as shown in the Register of Members (or where the notice is given by e-mail by sending it to the e-mail address provided by such Member). Any notice, if posted from one country to another, is to be sent by airmail.
- 38.2 Where a notice is sent by courier, service of the notice shall be deemed to be effected by delivery of the notice to a courier company, and shall be deemed to have been received on the third day (not including Saturdays or Sundays or public holidays) following the day on which the notice was delivered to the courier. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre paying and posting a letter containing the notice, and shall be deemed to have been received on the fifth day (not including Saturdays or Sundays or public holidays) following the day on which the notice was posted. Where a notice is sent by cable, or telex, service of the notice shall be deemed to be effected by properly addressing and sending such notice and shall be deemed to have been received on the same day that it was transmitted. Where a notice is given by e-mail service shall be deemed to be effected by transmitting the e-mail to the e-mail address provided by the intended recipient and shall be deemed to have been received on the same day that it was sent, and it shall not be necessary for the receipt of the e-mail to be acknowledged by the recipient.
- 38.3 A notice may be given by the Company to the person or persons which the Company has been advised are entitled to a Share or Shares in consequence of the death or bankruptcy of a Member in the same manner as other notices which are required to be given under the Articles and shall be addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description at the address supplied for that purpose by the persons claiming to be so entitled, or at the option of the Company by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
- 38.4 Notice of every general meeting shall be given in any manner hereinbefore authorised to every person shown as a Member in the Register of Members on the record date for such meeting and every person upon whom the ownership of a Share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member of record where the Member of record but for his death or bankruptcy would be entitled to receive notice of the meeting, and no other person shall be entitled to receive notices of general meetings.

39 Winding Up

- 39.1 If the Company shall be wound up, and the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the number of the Shares held by them at the commencement of the winding up subject to a deduction from those Shares in respect of which there are monies due, of all monies payable to the Company. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.
- 39.2 If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Statute and in compliance with the Applicable Public Company Rules, divide amongst the Members in proportion to the number of Shares they hold the whole or any part of the assets of the Company in kind (whether they shall consist of property of the same kind or not) and may for that purpose value any assets and determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any asset upon which there is a liability.

40 Financial Year

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

41 Transfer by way of Continuation

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

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

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

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【附錄二】

勝悅新材料有限公司

股東會議事規則

1. **目的**

為建立本公司良好股東會治理制度、健全監督功能及強化管理機能，爰訂定本規則，以資遵循。
2. **範圍**

本公司股東會之議事規則，除法令或章程另有規定者外，應依本規則之規定。
3. **職責範圍**
 - 3.1 集團辦公室：負責本規則的制訂、修訂。
4. **定義**

無
5. **流程**

無
6. **作業內容**
 - 6.1 股東會召集、通知
 - 6.1.1 本公司股東會除法令或章程另有規定外，由董事會召集之。
 - 6.1.2 本公司應依相關法令和章程規定之時間與方式，於股東常會開會三十日前或股東臨時會開會十五日前，將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。並於股東常會開會二十一日前或股東臨時會開會十五日前將議事手冊及會議補充資料，製作電子檔案傳送至公開資訊觀測站。股東會開會十五日前，備妥當次股東會議事手冊及會議補充資料，供股東隨時索閱，並陳列於公司及其股務代理機構，且應於股東會現場發放。
 - 6.1.3 通知及公告應載明召集事由、受理股東報到時間、報到處地點，及其他應注意事項；受理股東報到時間至少應於會議開始前三十分鐘辦理之，且報到處應有明確標示，並派適足適任人員辦理之。其通知經相對人同意者，得以電子方式為之。
 - 6.1.4 與(a)選舉或解任董事，(b)修改章程，(c)解散，合併或分割，(d)訂立、修改或終止關於出租公司全部營業，或委託經營，或與他人經常共同經營之契約，(e)讓與公司全部或主要部分營業或財產，(f)受讓他人全部營業或財產而對公司營運有重大影響者，(g)許可董事為其自己或他人從事公司營業範圍內事務的行為，(h)以發行新股方式分配公司全部或部分盈餘，法定公積及其他依本公司章程第 35 條所規定款項之資本化，及(i)公司私募發行具股權性質之有價證券等有關的事項，應載明於股東會通知並說明其主要內容，且不得以臨時動議提出。
 - 6.1.5 持有已發行股份總數百分之一以上股份之股東，得以書面向本公司提出股東常會議案。但以一項為限，提案超過一項者，均不列入議案。另股東所提議案非為股東會所得決議、提案股東於股東名冊停止過戶期間前持股未達已發行股份總數百分之一、或該議案於公告受理期間外提出者，董事會得不列為議案。
 - 6.1.6 本公司應於股東常會召開前之停止股票過戶日前公告受理股東之提案、受理處所及受理期間；其受理期間不得少於十日。
 - 6.1.7 股東所提議案以三百字為限，超過三百字者，不予列入議案；提案股東應親自或委託他人出席股東常會，並參與該項議案討論。
 - 6.1.8 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。
 - 6.2 委託出席
 - 6.2.1 股東得於每次股東會，出具本公司印發之委託書，載明授權範圍，委託代理人，出席股東會。
 - 6.2.2 一股東以出具一委託書，並以委託一人為限，應於股東會開會五日前送達本公司註冊處所，或股東會召集通知或公司寄出之委託書上所指定之處所。委託書有重複時，以最先送達者為準。但聲明撤銷前委託者，不在此限。
 - 6.2.3 委託書送達本公司後，股東欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會前二日，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。
 - 6.3 股東會召開

- 6.3.1 股東會應於董事會指定之時間及地點召開，惟除法令或章程另有規定外，股東會應於中華民國境內召開。如在中華民國境外召開股東會，相關程序及核准應依中華民國相關主管機關之規定辦理。於中華民國境外召開股東會時，公司應委任中華民國之專業股務代理機構，受理該等股東會行政事務（包括但不限於受理股東委託投票事宜）。股東會之會議開始時間不得早於上午九時或晚於下午三時，召開之地點及時間，應充分考慮獨立董事之意見。
- 6.3.2 股東本人或股東所委託之代理人（以下稱「股東」）應憑出席證、出席簽到卡或其他出席證件出席股東會；屬徵求委託書之徵求人並應攜帶身分證明文件，以備核對。本公司應設簽名簿供出席股東簽到，或由出席股東繳交簽到卡以代簽到。
- 6.3.3 本公司應將議事手冊、年報、出席證、發言條、表決票及其他會議資料，交付予出席股東會之股東；有選舉董事者，應另附選舉票。
- 6.3.4 政府或法人為股東時，出席股東會之代表人不限於一人。法人受託出席股東會時，僅得指派一人代表出席。
- 6.3.5 股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人或指定之代理人因故不能行使代理職權者，由其他出席之董事互推一人代理之。主席由董事代理者，以任職六個月以上，並瞭解公司財務業務狀況之董事擔任之；主席如為法人董事之代表人者，亦同。
- 6.3.6 董事會所召集之股東會，宜有董事會過半數之董事參與出席。
- 6.3.7 股東會如由董事會以外之其他召集權人召集者，主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。
- 6.3.8 本公司得指派所委任之律師、會計師或相關人員列席股東會。
- 6.4 股東會開始
- 6.4.1 股東會之出席，應以股份為計算基準。出席股數依簽名簿或繳交之簽到卡，加計以書面或電子方式行使表決權之股數計算之。
- 6.4.2 除章程另有明文規定外，如果在指定為股東會會議之時間開始時出席股東代表股份數未達法定出席股份數，主席得宣佈延後開會，但其延後次數以二次為上限，且延後時間合計不得超過一小時。如股東會經延後二次開會但出席股東代表股份數仍不足法定出席股份數時，主席應宣佈該股東會流會。如仍有召集股東會之必要者，則應依章程規定重行召集一次新的股東會。
- 6.5 議案討論
- 6.5.1 股東會如由董事會召集者，其議程由董事會訂定之，會議應依排定之議程進行，非經股東會決議不得變更之。
- 6.5.2 股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。
- 6.5.3 前二項排定之議程於議事（含臨時動議）未終結前，非經決議，主席不得徑行宣佈散會；主席違反議事規則，宣佈散會者，董事會其他成員應迅速協助出席股東依法定程式，以出席股東表決權過半數之同意推選一人擔任主席，繼續開會。
- 6.5.4 主席對於議案及股東所提之修正案或臨時動議，應給予充分說明及討論之機會，認為已達可付表決之程度時，得宣佈停止討論，提付表決。
- 6.6 股東發言
- 6.6.1 出席股東發言前，須先填具發言條載明發言要旨、股東戶號（或出席證編號）及戶名，由主席定其發言順序。
- 6.6.2 出席股東僅提發言條而未發言者，視為未發言。發言內容與發言條記載不符者，以發言內容為準。
- 6.6.3 同一議案每一股東發言，非經主席之同意不得超過兩次，每次不得超過五分鐘，惟股東發言違反規定或超出議題範圍者，主席得制止其發言。
- 6.6.4 出席股東發言時，其他股東除經徵得主席及發言股東同意外，不得發言干擾，違反者主席應予制止。
- 6.6.5 法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。
- 6.6.6 出席股東發言後，主席得親自或指定相關人員答覆。
- 6.7 表決股數之計算、規避制度
- 6.7.1 股東會之表決，應以股份為計算基準。
- 6.7.2 股東會之決議，對無表決權股東之股份數，不算入已發行股份之總數。

- 6.7.3 股東對於會議之事項，有自身利害關係且其利益可能與公司之利益衝突時，不得加入表決，並不得代理他股東行使其表決權。
- 6.7.4 前項不得行使表決權之股份數，不算入已出席股東之表決權數。
- 6.7.5 除根據中華民國法律組織的信託事業，或依公開發行公司法令核准的股務代理機構外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三，超過時其超過之表決權，不予計算。
- 6.8 表決
- 6.8.1 股東每股有一表決權；但受限制或本公司章程規定無表決權者，不在此限。
- 6.8.2 本公司召開股東會時，得實行以書面或電子方式行使其表決權；但股東會於中華民國境外召開者，公司應提供股東得採行以書面投票或電子方式行使表決權。其以書面或電子方式行使表決權時，其行使方法應載明於股東會召集通知。以書面或電子方式行使表決權之股東，視為親自出席股東會。但就該次股東會之臨時動議及原議案之修正，視為棄權，故本公司宜避免提出臨時動議及原議案之修正。
- 6.8.3 前項以書面或電子方式行使表決權者，其意思表示應於股東會開會二日前送達公司，意思表示有重複時，以最先送達者為準。但聲明撤銷前意思表示者，不在此限。
- 6.8.4 股東以書面或電子方式行使表決權後，如欲親自出席股東會者，應於股東會開會二日前以與行使表決權相同之方式撤銷前項行使表決權之意思表示；逾期撤銷者，以書面或電子方式行使之表決權為準。如以書面或電子方式行使表決權並以委託書委託代理人出席股東會者，以委託代理人出席行使之表決權為準。
- 6.8.5 議案之表決，除公司法及本公司章程另有規定外，以出席股東表決權過半數之同意通過之。表決時，應逐案由主席或其指定人員宣佈出席股東之表決權總數後，由股東逐案進行投票表決，並於股東會召開後當日，將股東同意、反對或棄權之結果輸入公開資訊觀測站。
- 6.8.6 除議程所列議案外，股東提出之其他議案或原議案之修正案或替代案，應有其他股東附議。
- 6.8.7 同一議案有修正案或替代案時，由主席並同原案定其表決之順序。如其中一案已獲通過時，其他議案即視為否決，勿庸再行表決。
- 6.8.8 議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。
- 6.8.9 股東會表決或選舉議案之計票作業應於股東會場內公開處為之，且應於計票完成後，當場宣布表決之結果，包含統計之權數，並作成紀錄。
- 6.9 選舉事項
- 6.9.1 股東會有選舉董事時，應依本公司所訂相關選任規範辦理，並應當場宣佈選舉結果，包含當選董事之名單與其當選權數。
- 6.9.2 前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但遇有與股東會召集程序不當或不當通過決議有關之訴訟情事時，應保存至訴訟終結為止。
- 6.10 會議記錄
- 6.10.1 股東會之議決事項，應作成議事錄，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各股東。議事錄之製作及分發，得以電子方式為之。
- 6.10.2 前項議事錄之分發，本公司得以輸入公開資訊觀測站之公告方式為之。
- 6.10.3 議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及其結果記載之，在本公司存續期間，應永久保存。
- 6.10.4 本公司應於受理股東報到時起將股東報到過程、會議進行過程、投票計票過程全程連續不間斷錄音及錄影，影音資料並應至少保存一年。但遇有與股東會召集程序不當或不當通過決議有關之訴訟情事時，應保存至訴訟終結為止。
- 6.11 對外公告
- 6.11.1 徵求人徵得之股數及受託代理人代理之股數，本公司應於股東會開會當日，依規定格式編造之統計表，於股東會場內為明確之揭示。
- 6.11.2 股東會決議事項，如有屬法令規定、臺灣證券交易所股份有限公司規定之重大訊息者，本公司應於規定時間內，將內容傳輸至公開資訊觀測站。
- 6.11.3 本公司依本規則及相關法令辦理申報公告事宜係俟本公司辦理股票公開發行申報生效之日起始適用之。
- 6.12 會場秩序之維護
- 6.12.1 辦理股東會之會務人員應佩帶識別證或臂章。
- 6.12.2 主席得指揮糾察員或保全人員協助維持會場秩序。糾察員或保全人員在場協助維持秩序時，應佩戴「糾察員」字樣臂章或識別證。

- 6.12.3 會場備有擴音設備者，股東非以本公司配置之設備發言時，主席得制止之。
- 6.12.4 股東違反議事規則不服從主席糾正，妨礙會議之進行經制止不從者，得由主席指揮糾察員或保全人員請其離開會場。
- 6.13 休息、續行集會
 - 6.13.1 會議進行時，主席得酌定時間宣佈休息，發生不可抗拒之情事時，主席得裁定暫時停止會議，並視情況宣佈續行開會之時間。
 - 6.13.2 股東會排定之議程於議事(含臨時動議)未終結前，開會之場地屆時未能繼續使用，得由股東會決議另覓場地繼續開會。
 - 6.13.3 股東會得決議在五日内延期或續行集會。
 - 6.13.4 會議散會後，股東不得另推選主席於原址或另覓場所續行會議。
- 6.14 本規則經股東會通過後施行，修正時亦同。本規則訂定後，如遇相關法令變更，本規則應適時配合修正，並應依照法令經董事會及股東會決議通過。
- 6.15 本規則訂定於2013年3月27日。

【附錄三】

勝悅新材料有限公司董事選舉辦法

第一條：為公平、公正、公開選任董事，爰依「上市上櫃公司治理實務守則」第二十一條及第四十一條規定訂定本程序。

第二條：本公司董事之選任，除法令或章程另有規定者外，應依本程序辦理。

第三條：本公司董事之選任，應考量董事會之整體配置。董事會成員應普遍具備執行職務所必須之知識、技能及素養，其整體應具備之能力如下：

- 一、營運判斷能力。
- 二、會計及財務分析能力。
- 三、經營管理能力。
- 四、危機處理能力。
- 五、產業知識。
- 六、國際市場觀。
- 七、領導能力。
- 八、決策能力。

董事間應有超過半數之席次，不得具有配偶或二親等以內之親屬關係。

第四條：本公司獨立董事之資格，應符合「公開發行公司獨立董事設置及應遵循事項辦法」第二條、第三條以及第四條之規定。

本公司獨立董事之選任，應符合「公開發行公司獨立董事設置及應遵循事項辦法」第五條、第六條、第七條、第八條以及第九條之規定，並應依據「上市上櫃公司治理實務守則」第二十四條規定辦理。

第五條：本公司董事之選舉採用單記名累積選舉法，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，或分開選舉數人。

第六條：董事會應製備與應選出董事人數相同之選舉票，並加填其權數，分發出席股東會之股東，選舉人之記名，得以在選舉票上所印出席證號碼代之。

第七條：本公司董事依公司章程所定之名額，分別計算獨立董事、非獨立董事之選舉權，由所得選舉票代表選舉權數較多者分別依次當選，如有二人以上得權數相同而超過規定名額時，由得權數相同者抽籤決定，未出席者由主席代為抽籤。

第八條：選舉開始前，應由主席指定具有股東身分之監票員、計票員各若干人，執行各項有關職務。投票箱由董事會製備之，於投票前由監票員當眾開驗。

第九條:選舉票有左列情事之一者無效:

- 一、不用董事會製備之選票者。
- 二、以空白之選票投入投票箱者。
- 三、字跡模糊無法辨認或經塗改者。
- 四、所填被選舉人如為股東身分者，其戶名、股東戶號與股東名簿不符者；所填被選舉人如非股東身分者，其姓名、身分證明文件編號經核對不符者。
- 五、除填被選舉人之戶名（姓名）或股東戶號（身分證明文件編號）及分配選舉權數外，夾寫其他文字者。
- 六、所填被選舉人之姓名與其他股東相同而未填股東戶號或身分證明文件編號可資識別者。

第十條:投票完畢後當場開票，開票結果由主席當場宣布董事當選名單。

第十一條:當選之董事由本公司董事會發給當選通知書。

第十二條:本辦法未規定事項適用法令（包含開曼群島之法令及臺灣證券交易所相關應適用之規定）、本公司章程及其他有關法令規定辦理。

第十三條:本辦法由股東會通過後施行，修正時亦同。

【附錄四】

全体董事、監察人持股情形

董事、監察人及持股超過 10%股東及其持股比例：(股東常會日期：105 年 6 月 20 日)					
職稱	姓名	持股比例	職稱	姓名	持股比例
董事長	莊國清	0.00%	獨立董事	林振祥	0.00%
董事	莊輝煌	0.00%	獨立董事	林世勳	0.00%
董事	CHEN TUYAN 陳圖炎	0.00%	獨立董事	王良恩	0.00%

註 1：莊國清透過其 100%擁有之 Chang Xing Investment Limited 持有本公司股份 41,104,040 股，佔本公司股份 35.78%，

另透過其 100%擁有之 Cheng Yue Investment Limited 持有本公司股份 20,662,041 股，佔本公司股份 17.98%。

MEMO



股票代碼：1340

Victory New Materials Limited Company

Chandra  **勝悅新材料有限公司**
Victory New Materials Limited Company



勝悅 - 用材料改變急躁的步伐

