



股票代碼：8404

百和興業股份有限公司

PAIHO SHIH HOLDINGS CORPORATION

民國 114 年股東常會

議事手冊

開會日期： 中華民國 114 年 6 月 10 日(星期二)上午九時整

開會地點： 本公司台灣辦事處(實體股東會)
(彰化縣和美鎮和港路 575 號)

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百和興業股份有限公司

民國 114 年股東常會開會程序

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百和興業股份有限公司

民國 114 年股東常會議程

召開方式：實體股東會

時間：中華民國 114 年 6 月 10 日(星期二) 上午 9 時整

地點：本公司台灣辦事處(彰化縣和美鎮和港路 575 號)

一、宣佈開會

二、主席致詞

三、報告事項：

(一)113 年度營業狀況報告

(二)審計委員會查核 113 年度決算表冊報告

(三)113 年度員工及董事酬勞分派情形報告

(四)113 年度盈餘分配現金股利報告

(五)本公司及子公司背書保證總額達淨值 50% 以上報告

四、承認事項：

第一案：本公司 113 年度決算表冊案

第二案：本公司 113 年度盈餘分配案

五、選舉事項：

選舉本公司第 7 屆董事案

六、討論事項：

第一案：修訂本公司章程案(本案擬以特別決議通過)

第二案：113 年度盈餘轉增資發行新股案

第三案：解除本公司新任董事及其代表人競業行為之限制案

七、臨時動議

八、散會

報告事項

一、113 年度營業狀況報告

113 年度營業報告書，請參閱附件一。(議事手冊第 7 頁~第 9 頁)

二、審計委員會查核 113 年度決算表冊報告

審計委員會審查報告書，請參閱附件二。(議事手冊第 10 頁)

三、113 年度員工及董事酬勞分派情形報告

本公司 113 年度稅前利益扣除分派員工酬勞及董事酬勞前之利益為美金 11,773,978 元，董事會決議分配之員工酬勞及董事酬勞如下所示：

單位：美金元

項 目	發放對象	董事會決議 發放金額	發放方式
員工酬勞	本公司員工	13,000	現金
董事酬勞	本公司董事	94,192	現金
合計		107,192	

四、113 年度盈餘分配現金股利報告

- (一)、 本公司期初未分配盈餘新台幣 985,994,570 元，加 113 年度稅後淨利新台幣 368,318,495 元，加確定福利計畫再衡量數認列於保留盈餘新台幣 20,699,833 元，可供分配盈餘計有新台幣 1,375,012,898 元。
- (二)、 113 年度盈餘分配表，請參閱承認事項第二案。(議事手冊第 5 頁)
- (三)、 依本公司章程第 120(a)條規定，並經董事會決議通過將 113 年度盈餘分配之股東股息紅利新台幣 59,990,555 元以現金發放，每股配發新台幣 0.15 元。
- (四)、 如嗣後因股本變動，致影響流通在外股份數量，股東配息率因此發生變動時，授權董事長全權處理相關事宜。

- (五)、現金股利分配業經董事會通過，並授權董事長另訂配息基準日及發放日等相關事宜。本次現金股利按配息基準日股東名簿紀載之股東持有股份比例計算，現金股利配發至新台幣「元」為止，不足新台幣1元之畸零款合計數計入本公司之其他收入。

五、本公司及子公司背書保證總額達淨值50%以上報告

本公司背書保證對象，主要為本公司持股50%以上之子公司，且係為各子公司經營之需要向銀行申請借款額度所為之保證，截至113年底之背書保證總額為新台幣11,929,108仟元，佔本公司113年12月31日淨值比率180.4%，請參閱附件三。(議事手冊第11頁)

承認事項

第一案：

董事會提

案由：本公司113年度決算表冊案，提請承認。

說明：

- 一. 本公司113年度之合併財務報表業經勤業眾信聯合會計師事務所蘇定堅及吳少君會計師查核簽證完成，出具查核報告書，敬請鑒核，請參閱附件四。(議事手冊第12頁～第21頁)
- 二. 營業報告書，請參閱附件一。(議事手冊第7頁～第9頁)
- 三. 上開表冊及盈餘分配議案經送審計委員會審查竣事並出具審查報告書。

決議：

第二案：

董事會提

案由：本公司 113 年度盈餘分配案，提請 承認。

說明：113 年度盈餘分配表如下列示：

百和興業股份有限公司
民國一一三年度盈餘分配表

單位：新台幣元

期初未分配盈餘		\$985,994,570
加：本年度稅後淨利	\$368,318,495	
加：確定福利計畫再衡量數認列於保留盈餘	20,699,833	
本年度可供分配盈餘		1,375,012,898
分配項目		
現金股利(每股新台幣 0.15 元)	(59,990,555)	
股票股利(每股新台幣 0.5 元)	(199,968,520)	
期末未分配盈餘		\$1,115,053,823

董事長：鄭國烟



總經理：鄭新隆



會計主管：張玉敏



決議：

選舉事項

案由：選舉本公司第 7 屆董事案

董事會提

說明：

- 一. 本公司董事(含獨立董事)任期至 114 年 6 月 21 日屆滿 3 年，擬於 114 年股東常會中改選，選任董事 10 名(含獨立董事 4 名)，任期 3 年，自 114 年 6 月 10 日起至 117 年 6 月 9 日止。
- 二. 依本公司章程第 74(A)條規定，董事之選任方式應採候選人提名制度。
- 三. 本公司業於 114 年 4 月 28 日董事會通過董事(含獨立董事)候選人名單，董事(含獨立董事)候選人名單，請參閱附件五。(議事手冊第 22 頁~第 24 頁)
- 四. 【董事選舉辦法】請參閱附錄二。(請參閱議事手冊第 94 頁~第 95 頁)

選舉結果：

討論事項

第一案：

董事會提

案 由：修訂本公司章程案，提請 議決。(本案擬以特別決議通過)

說 明：配合相關法規修訂及營運需求，擬修訂本公司章程部份條文。相關修訂條文對照表，請參閱附件六。(議事手冊第 25 頁～第 27 頁)

決 議：

第二案：

董事會提

案 由：113 年度盈餘轉增資發行新股案，提請 議決。

說 明：

- 一. 為充實營運資金，擬自本公司 113 年度可供分配盈餘中提撥股東紅利新台幣 199,968,520 元轉作股本，發行新股 19,996,852 股，發行新股面額新台幣 10 元。本次盈餘轉增資發行新股按配股基準日股東名簿記載之普通股股東及其持股比例分配之，每仟股無償配發 50 股。配發不足一股之畸零數自配股基準日起五日內由股東自行併湊成整數並向本公司股務代理機構辦理併湊登記，其逾期未辦理併湊或併湊後仍不足一股之金額，改發現金(至元為止)，其股份由股東會授權董事長洽特定人按面額承購。
- 二. 本次增資案擬由股東會授權董事會俟股東會通過後訂定配股時程。
- 三. 本次發行之普通股，其權利義務與原有股份相同。
- 四. 本次增資計畫如因故需要修正時，擬請股東會授權董事會辦理。

決 議：

第三案：

董事會提

案 由：解除本公司新任董事及其代表人競業行為之限制案，提請 議決。

說 明：

- 一. 本公司於股東常會改選董事，新任之董事及其代表人或有投資其他與本公司營業範圍相同或類似之公司，並擔任該公司董事或經理人之行為，擬提請股東會同意解除新任董事及其代表人競業行為之限制。
- 二. 本次被提名之新任董事及其代表人候選人解除競業行業之限制一覽表，請參閱附件七。(議事手冊第 28 頁)

決 議：

臨時動議

散會

附件一

113 年度營業報告書

一. 營業計劃實施成果

單位：新台幣仟元

年度 項目	113 年度	112 年度	增(減)金額	變動比例 (%)
營業收入淨額	7,000,097	5,269,433	1,730,664	32.84
營業毛利	2,606,605	1,550,747	1,055,858	68.09
營業淨利	998,064	(66,668)	1,064,732	1,597.07
稅前利益	539,953	(581,774)	1,121,727	192.81
稅後淨利	368,347	(627,318)	995,665	158.72
變動差異分析： 主要係 113 年度因整體市場需求增加及新產品的持續開發，故 113 年度營業收入淨額增加，另因生產數量上升及人事暨勞務成本管控，單位固定生產成本下降，致營業毛利、營業淨利、稅前淨利及本期淨利較去年同期成長。				

二. 預算執行狀況：本公司 113 年度並無編列財務預測。

三. 財務收支及獲利能力分析

項目		113 年度	112 年度
財務結構(%)	負債佔資產比率	63.71	73.07
	長期資金佔不動產、 廠房及設備比率	115.02	92.47
償債能力(%)	流動比率	82.75	76.61
	速動比率	44.07	38.30
獲利能力(%)	資產報酬率	4.02	(0.33)
	股東權益報酬率	6.44	(12.06)
	純益率	5.26	(11.90)
	屬母公司每股盈餘 (元)	0.93	(1.90)

四. 研究發展狀況

本公司及各子公司設有專責研發單位或設計中心，負責各項產品及製程的研發，各年度投入的研發經費約佔營收的5%以上。本公司及各子公司仍會依據各品牌的風格或需求以及流行趨勢不斷研發創新，增加產品附加價值，滿足不同客戶的個性化需求，提高企業經濟效益。

本公司及各子公司 114 年度計畫開發之新產品及研究包括底面平挺表面螢光皺紋鬆緊帶、分離扁帶與一體圓帶交替配置的繩帶、凸出繩紋縱條邊夾不透孔網格縱條中部三色凹凸緹花織帶、雙色閃光毛圈粘扣帶、持久抗靜電粘扣帶、抗靜電抗菌不易壓扁啞鈴狀截面經編織帶、暗條紋水墨效果的雙針床經編織物、微浮雕雙色網眼經編織物、疏密堆疊的網眼布經編織物、雙色起絨的經編織物、一面防水一面吸濕排汗的經編網布、防霉抗菌親膚磁吸功能帶、微彈立體泡泡紋織物、可用於電子設備分段嵌入式彈性織物、立體波紋邊動感子母彈性織物、間距可控插花穿孔防滑止脫帶、柔韌型高耐剝離粘扣帶等。

五. 114 年度營業計劃概要

(一) 經營方針：

誠信合作、堅持創新、永續經營、共同發展。

(二) 預期銷售數量及其依據

本公司積極發展新產品及擴展產品應用面，產品的應用範圍廣泛，往來客戶涉及的行業別眾多，惟因各品項計量單位不同，故無法加總計算。惟因持續開發新產品及應用面、佈局大陸及東南亞市場，為公司的持續成長，提供了穩健的動能。

(三) 重要之產銷政策：

- 1.積極佈局網路營銷平台，通過建立掌上產品電子目錄及互動式產品搜索引擎，為市場各行業品牌提供全方位的整合解決方案。
- 2.透過集團間資源之整合，通過智慧化改造和數位化轉型，優化工藝設計，強化品質意識，降低生產成本，提高生產效率。
- 3.深耕目標市場，持續開發創新產品、不斷開發新客戶群體，深化與更多品牌的合作夥伴關係，為品牌銷售打好基礎，成為長期發展之戰略夥伴。
- 4.全面提升綜合行銷能力，加強本公司在境外生產及銷售業務，並加速推進國際行銷網路佈局，快速回應市場變化。

- 5.持續各項環境保護之投入，強化「綠色工廠」及產品之環保性，深化循環經濟，落實碳排放盤查及能源管理系統，並持續強化公司治理，積極社會參與及重視關懷員工，為永續發展的樹立良好之基石。

(四) 未來公司發展策略

- 1.持續強化中國大陸及東南亞之佈局，強化各地的研發、生產及銷售等能力，就近服務客戶，滿足客戶需求。
- 2.不斷提升生產管理水準，將數位化創新技術導入生產環節，全面提升公司智慧化水準。
- 3.堅持研發的先鋒引領作用，深化產學研合作，賦能產品品質，並提供具客制化設計方案協同將客戶創意構想實現，形成公司獨具的服務特色。
- 4.強化產品的開發、製造和銷售能力，創造符合市場創新與差異化之優質產品。
- 5.加強內控管理，促進公司健康經營，提高公司風險防範能力與規範運營水準，持續強化管理體系。
- 6.立足未來戰略需求，持續引進各類優秀人才，強化公司在業內的人才優勢，建立不同的人才梯隊，使公司長期可持續發展。
- 7.持續各項 ESG 精進的推動，落實環境保護、強化公司治理及善盡社會責任綠色環保，奠定公司之永續發展。

(五) 受到外部競爭環境、法規環境及總體經營環境影響

近年來由於國際地緣政治衝突、通貨膨脹壓力加劇、中美貿易摩擦、全球供應鏈重組等多重影響。在此複雜多變的經濟環境下，本公司持續因應外部形勢變化調整各地佈局，並透過技術創新及開發新產品暨及時調整產品結構應對，藉由資源整合，著力開發高附加價值的產品和服務，強化公司治理及善盡社會責任，充分發揮科技、健康、綠色及共用的價值引領作用，實現公司永續經營及增長。

董事長：鄭國烱



總經理：鄭新隆



會計主管：張玉敏



審計委員會審查報告書

董事會造送百和興業股份有限公司民國113年度合併財務報告，亦經勤業眾信聯合會計師事務所蘇定堅及吳少君會計師查核竣事，連同民國113年度營業報告書及盈餘分配議案，經本審計委員會審查後，認為尚無不符，報請 鑑查。

此致

百和興業股份有限公司民國 114 年股東常會

百和興業股份有限公司

審計委員會召集人：吳永富

吳永富

委員：陳文昌

陳文昌

委員：蔡育菁

蔡育菁

委員：王凱立

王凱立

中華民國 114 年 3 月 11 日

附件三

百和興業股份有限公司及子公司

為他人背書保證

民國 113 年 1 月 1 日至 12 月 31 日

單位：新台幣或外幣仟元

編 號	背 書 保 證 者 公 司 名 稱	被 背 書 保 證 對 象		對 單 一 企 業 背 書 保 證 限 額 (註 三 及 五)	本 年 度 最 高 背 書 保 證 餘 額 (註 六)	年 底 保 證 餘 額 (註 七)	實 際 動 支 金 額 (註 七)	以財產擔保之 背書保證金額	累 計 背 書 保 證 金 額 佔 最 近 期 財 務 報 表 淨 值 之 比 率	背 書 保 證 最 高 限 額 (註 四 及 五)	屬 母 公 司 對 子 公 司 背 書 保 證	屬 子 公 司 對 母 公 司 背 書 保 證	屬 對 大 陸 地 區 背 書 保 證
		公 司 名 稱	關 係										
0	本公司	越南百宏公司	(註 一)	\$ 16,381,728	\$ 8,075,756 (美金 253,000)	\$ 7,792,995 (美金 237,700)	\$ 4,606,030 (美金 140,492)	\$ -	118.93%	\$ 26,210,764	Y	—	—
		香港百期公司	(註 一)	16,381,728	6,481,463 (美金 202,500)	3,688,313 (美金 112,500)	2,976,878 (美金 90,800)	-	56.29%	26,210,764	Y	—	—
1	東莞百宏公司	江蘇百宏公司	(註 二)	6,592,510	447,500 (人民幣 100,000)	447,800 (人民幣 100,000)	223,900 (人民幣 50,000)	-	16.98%	10,548,016	—	Y	Y

註一：背書保證者與被背書保證對象之關係為公司直接及間接持有表決權之股份超過 50%之公司。

註二：背書保證者與被背書保證對象之關係為直接及間接對公司持有表決權之股份超過 50%之公司。

註三：本公司對持有比例超過 50%之個別子公司背書保證金額以不超過本公司淨值之 250%為限，惟合計數仍不得超過背書保證總額之限額。

註四：本公司對持有比例超過 50%之子公司背書保證之總額以不超過本公司淨值之 400%為限。

註五：東莞百宏公司對江蘇公司百宏公司背書保證金額以不超過東莞百宏公司淨值之 250%為限，惟背書保證總額之限額以不超過東莞百宏公司淨值之 400%為限。

註六：最高餘額新台幣元係以最高外幣餘額發生月份乘以發生當天之兌換新台幣元匯率換算。

註七：年底餘額及實際動支金額新台幣元係以申報月份外幣餘額乘以申報月份之兌換新台幣元匯率換算。



勤業眾信

勤業眾信聯合會計師事務所
110016 台北市信義區松仁路100號20樓

Deloitte & Touche
20F, Taipei Nan Shan Plaza
No. 100, Songren Rd.,
Xinyi Dist., Taipei 110016, Taiwan

Tel :+886 (2) 2725-9988
Fax:+886 (2) 4051-6888
www.deloitte.com.tw

會計師查核報告

百和興業股份有限公司 公鑒：

查核意見

百和興業股份有限公司及其子公司（百和興業集團）民國 113 年及 112 年 12 月 31 日之合併資產負債表，暨民國 113 年及 112 年 1 月 1 日至 12 月 31 日之合併綜合損益表、合併權益變動表、合併現金流量表，以及合併財務報表附註（包括重大會計政策彙總），業經本會計師查核竣事。

依本會計師之意見，上開合併財務報表在所有重大方面係依照證券發行人財務報告編製準則及經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達百和興業集團民國 113 年及 112 年 12 月 31 日之合併財務狀況，暨民國 113 年及 112 年 1 月 1 日至 12 月 31 日之合併財務績效及合併現金流量。

查核意見之基礎

本會計師係依照會計師受託查核簽證財務報表規則及審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核合併財務報表之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依會計師職業道德規範，與百和興業集團保持超然獨立，並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據，以作為表示查核意見之基礎。

關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷，對百和興業集團民國 113 年度合併財務報表之查核最為重要之事項。該等事項已於查核合併財務報表整體及形成查核意見之過程中予以因應，本會計師並不對該等事項單獨表示意見。

茲對百和興業集團民國 113 年度合併財務報表之關鍵查核事項敘明如下：

銷貨收入認列

百和興業集團係以生產及銷售黏扣帶、織鞋帶、鬆緊帶及緹花網布等產品暨銷售委託營造廠商興建之住宅為主要業務，由於本年度銷貨收入較上年度成長，因是將特定客戶營業收入之真實性列為關鍵查核事項。收入認列會計政策之說明請參閱合併財務報表附註四。

本會計師對於上述事項已執行之主要查核程序如下：

1. 瞭解收入認列之攸關內部控制設計及執行情形，並抽核檢視該控制允當性。
2. 自特定客戶之銷貨明細抽核選樣，核對訂單、出貨單或收款等相關憑證，以確認收入認列之真實性。

管理階層與治理單位對合併財務報表之責任

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

於編製合併財務報表時，管理階層之責任亦包括評估百和興業集團繼續經營之能力、相關事項之揭露，以及繼續經營會計基礎之採用，除非管理階層意圖清算百和興業集團或停止營業，或除清算或停業外別無實際可行之其他方案。

百和興業集團之治理單位（含審計委員會）負有監督財務報導流程之責任。

會計師查核合併財務報表之責任

本會計師查核合併財務報表之目的，係對合併財務報表整體是否存在導因於舞弊或錯誤之重大不實表達取得合理確信，並出具查核報告。合理確信係高度確信，惟依照審計準則執行之查核工作無法保證必能偵出合併財務報表存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數可合理預期將影響合併財務報表使用者所作之經濟決策，則被認為具有重大性。

本會計師依照審計準則查核時，運用專業判斷及專業懷疑。本會計師亦執行下列工作：

1. 辨認並評估合併財務報表導因於舞弊或錯誤之重大不實表達風險；對所評估之風險設計及執行適當之因應對策；並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制，故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。
2. 對與查核攸關之內部控制取得必要之瞭解，以設計當時情況下適當之查核程序，惟其目的非對百和興業集團內部控制之有效性表示意見。
3. 評估管理階層所採用會計政策之適當性，及其所作會計估計與相關揭露之合理性。
4. 依據所取得之查核證據，對管理階層採用繼續經營會計基礎之適當性，以及使百和興業集團繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性，作出結論。本會計師若認為該等事件或情況存在重大不確定性，則須於查核報告中提醒合併財務報表使用者注意合併財務報表之相關揭露，或於該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情況可能導致百和興業集團不再具有繼續經營之能力。
5. 評估合併財務報表（包括相關附註）之整體表達、結構及內容，以及合併財務報表是否允當表達相關交易及事件。
6. 對於集團內組成個體之財務資訊取得足夠及適切之查核證據，以對合併財務報表表示意見。本會計師負責集團查核案件之指導、監督及執行，並負責形成集團查核意見。

本會計師與治理單位溝通之事項，包括所規劃之查核範圍及時間，以及重大查核發現（包括於查核過程中所辨認之內部控制顯著缺失）。

本會計師亦向治理單位提供本會計師所隸屬事務所受獨立性規範之人員已遵循會計師職業道德規範中有關獨立性之聲明，並與治理單位溝通所有可能被認為會影響會計師獨立性之關係及其他事項（包括相關防護措施）。

本會計師從與治理單位溝通之事項中，決定對百和興業集團民國 113 年度合併財務報表查核之關鍵查核事項。本會計師於查核報告中敘明該等事項，除非法令不允許公開揭露特定事項，或在極罕見情況下，本會計師決定不於查核報告中溝通特定事項，因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

勤業眾信聯合會計師事務所

會計師 蘇 定 堅



蘇定堅

會計師 吳 少 君



吳少君

金融監督管理委員會核准文號

金管證審字第 1070323246 號

金融監督管理委員會核准文號

金管證審字第 1100356048 號

中 華 民 國 114 年 3 月 11 日

百和興業股份有限公司及子公司
合併資產負債表
民國 113 年 12 月 31 日

單位：新台幣仟元

代 碼	資 產	113年12月31日			112年12月31日		
		金	額	%	金	額	%
	流動資產						
1100	現金及約當現金（附註四及六）	\$	1,581,668	9	\$	1,452,702	8
1136	按攤銷後成本衡量之金融資產—流動（附註四、七及二九）	-	-	-	330,063	2	2
1150	應收票據（附註四及八）	3,439	-	-	2,164	-	-
1170	應收帳款（附註四及八）	1,360,095	7	7	1,004,503	5	5
1180	應收帳款—關係人（附註四、八及二八）	5,968	-	-	8,367	-	-
1200	其他應收款	103,694	-	-	19,914	-	-
1310	存貨—製造業（附註四及九）	1,235,772	7	7	1,191,975	7	7
1320	存貨—建設業（附註四及九）	1,596,150	9	9	2,140,005	12	12
1470	其他流動資產（附註十五）	334,975	2	2	724,981	4	4
11XX	流動資產總計	6,221,761	34	34	6,874,674	38	38
	非流動資產						
1535	按攤銷後成本衡量之金融資產—非流動（附註四、七及二九）	10,038	-	-	9,842	-	-
1600	不動產、廠房及設備（附註四及十一）	9,302,244	51	51	9,699,733	54	54
1755	使用權資產（附註四及十二）	918,386	5	5	934,158	5	5
1760	投資性不動產淨額（附註四及十三）	1,387,588	8	8	92,256	1	1
1805	商 譽（附註四及十四）	148,721	1	1	138,427	1	1
1821	其他無形資產（附註四）	1,092	-	-	1,176	-	-
1840	遞延所得稅資產（附註四及二三）	71,306	-	-	83,954	-	-
1915	預付設備款	144,343	1	1	84,931	1	1
1995	其他非流動資產（附註十五）	12,407	-	-	23,910	-	-
15XX	非流動資產總計	11,996,125	66	66	11,068,387	62	62
1XXX	資 產 總 計	\$ 18,217,886	100	100	\$ 17,943,061	100	100
	負債及權益						
	流動負債						
2100	短期銀行借款（附註十六）	\$ 6,177,283	34	34	\$ 7,794,154	44	44
2130	合約負債—流動（附註四及二一）	25,839	-	-	15,121	-	-
2170	應付帳款	331,281	2	2	300,762	2	2
2180	應付帳款—關係人（附註二八）	72,338	-	-	44,813	-	-
2200	其他應付款（附註十七及二八）	524,614	3	3	750,071	4	4
2230	本期所得稅負債（附註四及二三）	34,914	-	-	33,565	-	-
2280	租賃負債—流動（附註四及十二）	716	-	-	-	-	-
2320	一年內到期之長期銀行借款（附註十六）	334,962	2	2	22,992	-	-
2399	其他流動負債	16,879	-	-	12,046	-	-
21XX	流動負債總計	7,518,826	41	41	8,973,524	50	50
	非流動負債						
2540	長期銀行借款（附註十六）	3,260,188	18	18	3,367,678	19	19
2570	遞延所得稅負債（附註四及二三）	571,118	3	3	507,447	3	3
2630	遞延收入—非流動（附註四）	113,407	1	1	117,007	-	-
2640	淨確定福利負債—非流動（附註四及十八）	126,558	1	1	132,861	1	1
2645	存入保證金	16,361	-	-	12,480	-	-
25XX	非流動負債總計	4,087,632	23	23	4,137,473	23	23
2XXX	負債總計	11,606,458	64	64	13,110,997	73	73
	歸屬於本公司業主之權益						
3110	普通股股本	3,999,370	22	22	3,309,370	18	18
3150	預收股款	-	-	-	69,599	-	-
3200	資本公積	1,015,572	6	6	466,677	3	3
	保留盈餘						
3320	特別盈餘公積	715,193	4	4	568,162	3	3
3350	未分配盈餘	1,375,014	7	7	1,133,027	7	7
3400	其他權益	(494,184)	(3)	(3)	(715,193)	(4)	(4)
31XX	本公司業主權益總計	6,610,965	36	36	4,831,642	27	27
36XX	非控制權益	463	-	-	422	-	-
3XXX	權益總計	6,611,428	36	36	4,832,064	27	27
	負債及權益總計	\$ 18,217,886	100	100	\$ 17,943,061	100	100

後附之附註係本合併財務報告之一部分

董事長：鄭國烟



經理人：鄭新隆



會計主管：張玉敏



百和興業股份有限公司及子公司
合 併 綜 合 損 益 表
民國 113 年及 112 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元，惟每股
盈餘（虧損）為元

代 碼		113年度		112年度	
		金 額	%	金 額	%
4000	營業收入淨額（附註四、二一及二八）	\$ 7,000,097	100	\$ 5,269,433	100
5000	營業成本（附註四、九、二一、二二及二八）	<u>4,393,492</u>	<u>63</u>	<u>3,718,686</u>	<u>70</u>
5900	營業毛利	<u>2,606,605</u>	<u>37</u>	<u>1,550,747</u>	<u>30</u>
	營業費用（附註四、二二及二八）				
6100	推銷費用	533,341	8	575,211	11
6200	管理費用	694,661	10	657,320	13
6300	研究發展費用	375,870	5	381,640	7
6450	預期信用減損損失（附註八）	<u>4,669</u>	<u>-</u>	<u>3,244</u>	<u>-</u>
6000	營業費用合計	<u>1,608,541</u>	<u>23</u>	<u>1,617,415</u>	<u>31</u>
6900	營業淨利（損）	<u>998,064</u>	<u>14</u>	<u>(66,668)</u>	<u>(1)</u>
	營業外收入及支出				
7010	補助收入	36,559	1	20,625	-
7050	財務成本（附註四及二二）	(526,407)	(7)	(526,852)	(10)
7100	利息收入	31,415	-	31,903	1
7190	其他收入（附註二八）	65,526	1	39,292	1
7590	其他支出（附註二二）	(62,585)	(1)	(34,565)	(1)
7610	處分不動產、廠房及設備淨損失（附註四）	(1,813)	-	(3,229)	-
7630	外幣兌換損失淨額（附註四及二二）	(806)	-	(17,428)	-
7673	不動產、廠房及設備減損損失（附註四）	<u>-</u>	<u>-</u>	<u>(24,852)</u>	<u>(1)</u>
7000	營業外收入及支出合計	<u>(458,111)</u>	<u>(6)</u>	<u>(515,106)</u>	<u>(10)</u>

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代 碼		113年度		112年度	
		金 額	%	金 額	%
7900	稅前淨利 (損)	\$ 539,953	8	(\$ 581,774)	(11)
7950	所得稅費用 (附註四及二三)	<u>171,606</u>	<u>3</u>	<u>45,544</u>	<u>1</u>
8200	本年度淨利 (損)	<u>368,347</u>	<u>5</u>	<u>(627,318)</u>	<u>(12)</u>
	其他綜合損益				
8310	不重分類至損益之項目：				
8311	確定福利計畫之再 衡量數 (附註 十八)	20,699	-	19,550	1
8341	換算表達貨幣之兌 換差額	384,414	6	8,739	-
8360	後續可能重分類至損益 之項目：				
8361	國外營運機構財務 報表換算之兌換 差額	(163,392)	(2)	(155,784)	(3)
8300	本年度其他綜合損益	<u>241,721</u>	<u>4</u>	<u>(127,495)</u>	<u>(2)</u>
8500	本年度綜合損益總額	<u>\$ 610,068</u>	<u>9</u>	<u>(\$ 754,813)</u>	<u>(14)</u>
	淨利 (損) 歸屬於：				
8610	本公司業主	\$ 368,319	5	(\$ 627,254)	(12)
8620	非控制權益	<u>28</u>	<u>-</u>	<u>(64)</u>	<u>-</u>
8600		<u>\$ 368,347</u>	<u>5</u>	<u>(\$ 627,318)</u>	<u>(12)</u>
	綜合損益總額歸屬於：				
8710	本公司業主	\$ 610,027	9	(\$ 754,735)	(14)
8720	非控制權益	<u>41</u>	<u>-</u>	<u>(78)</u>	<u>-</u>
8700		<u>\$ 610,068</u>	<u>9</u>	<u>(\$ 754,813)</u>	<u>(14)</u>
	每股盈餘 (虧損) (附註二四)				
9750	基 本	<u>\$ 0.93</u>		<u>(\$ 1.90)</u>	
9850	稀 釋	<u>\$ 0.93</u>		<u>(\$ 1.90)</u>	

後附之附註係本合併財務報告之一部分

董事長：鄭國烟



經理人：鄭新隆



會計主管：張玉敏



百和興股份有限公司及子公司
合併權益變動表
民國 113 年及 112 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

代 碼	歸 屬 於 本 公 司 業 主 之 權 益	實 本 公 積					國外營運機構 財務表換算 之兌換差額	總 計	非 控 制 權 益	權 益 合 計
		普 通 股 股 本 (附註四及二十)	預 收 股 款 (附註四及二十)	(附 註 四 、 二 十 及 二 五)	保 留 盈 餘 (附 註 四 及 二 十)	未 分 配 盈 餘				
A1	112 年 1 月 1 日餘額	\$ 3,151,781	\$ -	\$ 456,751	\$ 497,668	\$ 2,031,850	(\$ 568,162)	\$ 5,569,888	\$ 500	\$ 5,570,388
	111 年度盈餘指撥及分配									
B3	特別盈餘公積	-	-	-	70,494	(70,494)	-	-	-	-
B5	現金股利	-	-	-	-	(63,036)	-	(63,036)	-	(63,036)
B9	股票股利	157,589	-	-	-	(157,589)	-	-	-	-
N1	股份基礎給付交易	-	-	9,926	-	-	-	9,926	-	9,926
E1	預收股款	-	69,599	-	-	-	-	69,599	-	69,599
D1	112 年度淨損	-	-	-	-	(627,254)	-	(627,254)	(64)	(627,318)
D3	112 年度其他綜合損益	-	-	-	-	19,550	(147,031)	(127,481)	(14)	(127,495)
D5	112 年度綜合損益總額	-	-	-	-	(607,704)	(147,031)	(754,735)	(78)	(754,813)
Z1	112 年 12 月 31 日餘額	3,309,370	69,599	466,677	568,162	1,133,027	(715,193)	4,831,642	422	4,832,064
	112 年度盈餘指撥及分配									
B3	特別盈餘公積	-	-	-	147,031	(147,031)	-	-	-	-
E1	現金增資	690,000	(69,599)	548,895	-	-	-	1,169,296	-	1,169,296
D1	113 年度淨利	-	-	-	-	368,319	-	368,319	28	368,347
D3	113 年度其他綜合損益	-	-	-	-	20,699	221,009	241,708	13	241,721
D5	113 年度綜合損益總額	-	-	-	-	389,018	221,009	610,027	41	610,068
Z1	113 年 12 月 31 日餘額	\$ 3,999,370	\$ -	\$ 1,015,572	\$ 715,193	\$ 1,375,014	(\$ 494,184)	\$ 6,610,965	\$ 463	\$ 6,611,428

後附之附註係本合併財務報告之一部分

董事長：鄭國烟



經理人：鄭新隆



會計主管：張玉敏



百和興業股份有限公司及子公司

合併現金流量表

民國 113 年及 112 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

代 碼		113 年度	112 年度
	營業活動之現金流量		
A10000	本年度稅前淨利（損）	\$ 539,953	(\$ 581,774)
A20010	收益費損項目		
A20100	折舊費用	796,802	745,649
A20200	攤銷費用	124	820
A20300	預期信用減損損失	4,669	3,244
A20900	財務成本	526,407	526,852
A21200	利息收入	(31,415)	(31,903)
A21900	股份基礎給付酬勞成本	-	9,926
A22500	處分不動產、廠房及設備淨損失	1,813	3,229
A23700	不動產、廠房及設備及無形資產減損損失	-	24,852
A23500	存貨跌價及呆滯損失	79,054	118,008
A24100	外幣兌換淨損失（利益）	28,054	(712)
A29900	其 他	(7,623)	(7,738)
A30000	營業資產及負債之淨變動數		
A31130	應收票據	(1,106)	(2,025)
A31150	應收帳款	(290,885)	56,942
A31180	其他應收款	(21,390)	4,990
A31200	存貨－製造業	(34,302)	(2,106)
A31200	存貨－建設業	36,597	(3,661)
A31240	其他流動資產	422,869	(103,015)
A32125	合約負債	9,340	(14,060)
A32150	應付帳款	10,632	(144,550)
A32180	其他應付款	(26,835)	(149,308)
A32230	其他流動負債	3,827	(22,908)
A32240	淨確定福利負債	5,710	15,393
A33000	營運產生之現金	2,052,295	446,145
A33100	收取之利息	31,415	31,903
A33300	支付之利息	(540,781)	(515,921)
A33500	支付之所得稅	(185,823)	(278,308)
AAAA	營業活動之淨現金流入（出）	1,357,106	(316,181)

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代 碼		113 年度	112 年度
	投資活動之現金流量		
B00040	取得按攤銷後成本衡量之金融資產	(\$ 56,639)	(\$ 343,193)
B00050	處分按攤銷後成本衡量之金融資產	402,121	114,174
B02700	取得不動產、廠房及設備	(678,697)	(931,468)
B02800	處分不動產、廠房及設備價款	392	17,267
B03800	存出保證金減少	10,144	4,702
B04500	取得無形資產	-	(1,225)
B05400	購置投資性不動產	(9,315)	-
B06800	其他非流動資產減少	3,711	4,132
B07100	預付設備款增加	(198,528)	(88,167)
BBBB	投資活動之淨現金流出	(526,811)	(1,223,778)
	籌資活動之現金流量		
C00100	短期銀行借款淨增加(減少)	(2,148,900)	2,131,264
C01600	舉借長期銀行借款	3,115,610	5,610,179
C01700	償還長期銀行借款	(3,074,101)	(6,373,482)
C03100	收取存入保證金	2,973	1,807
C04020	租賃本金償還	(687)	(1,201)
C04500	發放現金股利	-	(63,036)
C04600	發行本公司新股	1,169,296	69,599
CCCC	籌資活動之淨現金流入(出)	(935,809)	1,375,130
DDDD	匯率變動對現金及約當現金之影響	234,480	(22,403)
EEEE	現金及約當現金增加(減少)數	128,966	(187,232)
E00100	年初現金及約當現金餘額	1,452,702	1,639,934
E00200	年底現金及約當現金餘額	\$ 1,581,668	\$ 1,452,702

後附之附註係本合併財務報告之一部分

董事長：鄭國烟



經理人：鄭新隆



會計主管：張玉敏



附件五

停止過戶日：114 年 4 月 12 日

候選人類別	候選人姓名	主要學經歷及職稱	目前兼任其他公司之職務	持有股數	已連續擔任三屆獨立董事/理由
董事	鄭國烟	1. 嘉陽高職汽修科 2. 崧佃車業負責人	1. 百和興業股份有限公司董事長 2. 東莞百和商務服務有限公司董事長 3. 江蘇百宏複合材料科技股份有限公司董事長兼總經理 4. 東莞百宏實業有限公司董事長 5. 香港安達有限公司董事 6. 無錫百宏置業有限公司董事長 7. 宏興有限公司董事 8. 越南百宏責任有限公司公司主席兼總經理 9. 上海百期紡織貿易有限公司董事 10. 香港百期國際貿易有限公司董事	34,966,301	不適用
董事	百和國際有限公司代表人： 黃士釗	文化大學建築系	1. 史丹福幼兒園(彰化分校及和美分校)負責人 2. 北京京元茂商貿有限公司董事長 3. 山東華華經貿有限公司董事長	199,247,299 (註)	不適用
董事	鄭新隆	Queensland University of Technology, Bachelor of Business (Management)	1. 百和興業股份有限公司總經理 2. 百和集團有限公司董事 3. 百和控股有限公司董事 4. 無錫百勝商務有限公司董事長 5. 無錫百衛生物科技有限公司董事長兼總經理 6. 印尼百宏股份有限公司董事長	501,089	不適用
董事	蔡連發	1. 輔仁大學會計學系 2. 高考考試會計師合格 3. 兆豐綜合證券股份有限公司資本市場部副總經理	1. 健鼎科技股份有限公司財務主管/副總經理 2. 達鼎科技股份有限公司董事 3. 鑫鼎奈米科技股份有限公司董事	31,437	不適用
董事	林誠助	1. 僑光商專會統科畢業 2. 國家考試稅務、會計審計合格 3. 任職於稅務機關：稅務員、股長、課長、分處主任、主任秘書 4. 財政部優秀稅務人員	無	0	不適用

候選人類別	候選人姓名	主要學經歷及職稱	目前兼任其他公司之職務	持有股數	已連續擔任三屆獨立董事/理由
董事	柯世昌	1. 中興大學法商學院會計學系 2. 全統會計師事務所主任 3. 第一聯合會計師事務所經理 4. 國富浩華聯合會計師事務所副總經理	國富浩華聯合會計師事務所顧問	0	不適用
獨立董事	王凱立	1. 美國猶大州立大學經濟學博士 2. 東海大學管理學院 EMBA 主任 3. 東海大學財務金融學系主任暨研究所所長 4. 臺灣行政院勞動部人力提升輔導顧問和審查委員 5. 臺灣併購與私募股權協會發起人暨學術研究委員會副主委	1. 東海大學財務金融學系教授 2. 東海大學管理學院院長 3. 岱宇國際股份有限公司獨立董事、審計委員及薪酬委員 4. 安基科技股份有限公司獨立董事、審計委員及薪酬委員 5. 世鎧精密股份有限公司獨立董事、審計委員及薪酬委員 6. 臺灣金融發展協會理事長 7. 臺灣財務工程學會監事	6,125	否
獨立董事	蔡育菁	1. 臺灣大學會計所碩士 2. 高考會計師合格 3. 資誠聯合會計師事務所審計部經理	1. 永華聯合會計師事務所合夥會計師 2. 臺灣精銳科技股份有限公司獨立董事、審計委員及薪酬委員 3. 寶島光學科技股份有限公司獨立董事、審計委員及薪酬委員 4. 耀登科技股份有限公司獨立董事、審計委員及薪酬委員 5. 安基科技股份有限公司薪酬委員 6. 銓達精密科技股份有限公司監察人	13,476	否
獨立董事	萬心寧	1. 輔仁大學會計學系 2. 政治大學商學院經營管理碩士 3. 台驊控股股份有限公司董事長特助/發言人 4. 台驊控股股份有限公司總經理/治理主管/稽核長 5. 台驊物流股份有限公司監察人 6. 台灣空運股份有限公司監察人 7. 統一證券/永豐證券承銷部主管 8. 中磊電子股份有限公司稽核主管	1. 圓裕企業股份有限公司獨立董事 2. 台灣投資人關係協會監事	0	否

候選人類別	候選人姓名	主要學經歷及職稱	目前兼任其他公司之職務	持有股數	已連續擔任三屆獨立董事/理由
獨立董事	朱瓊芳	1. 中興大學會計碩士 2. 台灣省會計師公會中區辦公室副理事/主任委員 3. 行政院公共工程委員會專家學者顧問 4. 台中地方法院民事庭專業調解委員 5. 國立台中科技大學兼任副教授 6. 台灣營建仲裁協會仲裁人	1. 承喬國際聯合會計師事務所主持會計師 2. 歲寶精密科技股份有限公司獨立董事 3. 竣貿國際股份有限公司監察人 4. 普羅森科技股份有限公司監察人 5. 銖樂連結股份有限公司監察人 6. 台灣富士皇股份有限公司監察人	0	否

註：法人持股。

百和興業股份有限公司(開曼)章程修訂條文對照表
PAIHO SHIH HOLDINGS CORPORATION
Revision Comparison Chart of Memorandum and Articles of Association

條號	修訂條文	原條文	說明
章程大綱 8	本公司資本為新台幣 6,000,000,000 元，分為 600,000,000 股普通股，每股面額新台幣 10 元。 The share capital of the Company is Five Six Billion New Taiwan Dollars (NT\$6,000,000,000) divided into 600,000,000 shares of a nominal or par value of Ten New Taiwan Dollars (NT\$10) each.	本公司資本為新台幣 5,000,000,000 元，分為 500,000,000 股普通股，每股面額新台幣 10 元。 The share capital of the Company is Five Billion New Taiwan Dollars (NT\$5,000,000,000) divided into 500,000,000 shares of a nominal or par value of Ten New Taiwan Dollars (NT\$10) each.	配合營運需求修改。
7A	<u>本公司不得將股份轉換為無票面金額股。</u> <u>The Company shall not convert any Shares into no par value shares.</u>	(本條新增) (This Article is newly added.)	配合臺灣證券交易所民國 113 年 5 月公告施行之外國發行人註冊地股東權益保護事項修訂。
45	於本公司股票在中華民國境內公開發行期間，本公司召開股東會應編製股東會議事手冊並準備相關資料，且應依中華民國上市規範及其他應適用之中華民國法令，於股東常會開會 21 日前或股東臨時會開會 15 日前，公告於金管會及證券櫃檯買賣中心或臺灣證券交易所指定之網站上。但本公司於最近會計年度終了日實收資本額達新臺幣一百二十億元以上或最近會計年度召開股東常會其股東名簿記載之外資及陸資持股比率合計達百分之三十以上者，應於股東常會開會三十日前完成前開電子檔案之傳送。所稱之外資及陸資應以中華民國法令認定之。	於本公司股票在中華民國境內公開發行期間，本公司召開股東會應編製股東會議事手冊並準備相關資料，且應依中華民國上市規範及其他應適用之中華民國法令，於股東常會開會 21 日前或股東臨時會開會 15 日前，公告於金管會及證券櫃檯買賣中心或臺灣證券交易所指定之網站上。但本公司於最近會計年度終了日實收資本額達新臺幣一百億元以上或最近會計年度召開股東常會其股東名簿記載之外資及陸資持股比率合計達百分之三十以上者，應於股東常會開會三十日前完成前開電子檔案之傳送。所稱之外資及陸資應以中華民國法令認定之。	配合臺灣證券交易所民國 113 年 5 月公告施行之外國發行人註冊地股東權益保護事項修訂。

條號	修訂條文	原條文	說明
	During the period of publicly offering new Shares in the R.O.C., the Company shall prepare a manual for each general meeting and the relevant materials, and shall be published on the website designated by the Commission and the "TPEX" or Taipei Exchange or TWSE twenty-one (21) days prior to the meeting date of the annual general meeting, or fifteen (15) days prior to the meeting date of the extraordinary general meeting, pursuant to the Applicable Listing Rules and other applicable R.O.C. Laws; provided that, if the paid-in capital of the Company is or more than NTD ten<u>two</u> billion or the Shareholders of the Company from foreign investment or China investment provided in the Register in the latest annual general meeting is or more than 30%, the Company shall publish a manual for each general meeting and the relevant materials on the website designated by the Commission and the "TPEX" or Taipei Exchange or TWSE thirty (30) days prior to the meeting date of the annual general meeting. The aforementioned foreign investment and China investment shall be identified pursuant to R.O.C. laws.	During the period of publicly offering new Shares in the R.O.C., the Company shall prepare a manual for each general meeting and the relevant materials, and shall be published on the website designated by the Commission and the "TPEX" or Taipei Exchange or TWSE twenty-one (21) days prior to the meeting date of the annual general meeting, or fifteen (15) days prior to the meeting date of the extraordinary general meeting, pursuant to the Applicable Listing Rules and other applicable R.O.C. Laws; provided that, if the paid-in capital of the Company is or more than NTD ten billion or the Shareholders of the Company from foreign investment or China investment provided in the Register in the latest annual general meeting is or more than 30%, the Company shall publish a manual for each general meeting and the relevant materials on the website designated by the Commission and the "TPEX" or Taipei Exchange or TWSE thirty (30) days prior to the meeting date of the annual general meeting. The aforementioned foreign investment and China investment shall be identified pursuant to R.O.C. laws.	

條號	修訂條文	原條文	說明
86A	(A) 繼續六個月以上持有公司已發行股份總數百分之一以上之股東，得以書面請求審計委員會之獨立董事成員為公司對董事提起訴訟，並得以臺灣彰化地方法院為第一審管轄法院。 (B) 股東依前項規定提出請求後三十日內，審計委員會之獨立董事成員不提起訴訟時，股東得為公司提起訴訟，並得以臺灣彰化地方法院為第一審管轄法院。 (A) The Shareholder(s) who has/have been continuously holding 1 percent or more of the total number of the issued Shares for over six months may request in writing any Independent Director, who is also a member of the Audit Committee <u>in writing</u>, to institute, for and on behalf of the Company, an action against a Director; such action may be instituted in the Taiwan Changhua District Court as the court of first instance. (B) In case the Independent Director, who is also the member of the Audit Committee, fails to institute an action within 30 days after having received the request made under the preceding paragraph, the Shareholder(s) filing such request under the preceding paragraph may institute the action for and on behalf of the Company; such action may be instituted in the Taiwan Changhua District Court as the court of first instance.	(A) 繼續六個月以上持有公司已發行股份總數百分之一以上之股東，得以書面請求審計委員會之獨立董事成員為公司對董事提起訴訟，並得以臺灣彰化地方法院為第一審管轄法院。 (B) 股東依前項規定提出請求後三十日內，審計委員會之獨立董事成員不提起訴訟時，股東得為公司提起訴訟，並得以臺灣彰化地方法院為第一審管轄法院。 (A) The Shareholder(s) who has/have been continuously holding 1 percent or more of the total number of the issued Shares for over six months may request in writing any Independent Director, who is also a member of the Audit Committee, to institute, for and on behalf of the Company, an action against a Director; such action may be instituted in the Taiwan Changhua District Court as the court of first instance. (B) In case the Independent Director, who is also the member of the Audit Committee, fails to institute an action within 30 days after having received the request made under the preceding paragraph, the Shareholder(s) filing such request under the preceding paragraph may institute the action for and on behalf of the Company; such action may be instituted in the Taiwan Changhua District Court as the court of first instance.	配合臺灣證券交易所民國 113 年 5 月公告施行之外國發行人註冊地股東權益保護事項修訂。

附件七

新任董事及其代表人候選人解除競業行為之限制一覽表

職稱	姓名	擔任其他公司名稱及職務
董事	鄭國烟	1. 東莞百和商務服務有限公司董事長 2. 江蘇百宏複合材料科技股份有限公司董事長兼總經理 3. 東莞百宏實業有限公司董事長 4. 香港安達有限公司董事 5. 無錫百宏置業有限公司董事長 6. 宏興有限公司董事 7. 越南百宏責任有限公司公司主席兼總經理 8. 上海百期紡織貿易有限公司董事 9. 香港百期國際貿易有限公司董事
董事	百和國際有限公司代表人： 黃士釗	1. 北京京元茂商貿有限公司董事長 2. 山東華華經貿有限公司董事長
董事	鄭新隆	1. 百和集團有限公司董事 2. 百和控股有限公司董事 3. 無錫百勝商務有限公司董事長 4. 無錫百衛生物科技有限公司董事長兼總經理 5. 印尼百宏股份有限公司董事長

附錄一

公司法（現行法）
股份有限公司

百和興業股份有限公司

之

組織章程大綱

(以特別決議修訂於 2024 年 6 月 18 日)

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1. 本公司名稱為 PAIHO SHIH HOLDINGS CORPORATION
百和興業股份有限公司
 2. 本公司登記辦公室位於 Portcullis (Cayman) Ltd 辦公室，設址在 The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands.
 3. 於不違反本組織章程大綱下列條文之前提下，本公司設立之目標無受到限制。
 4. 於不違反本組織章程大綱下列條文之前提下，本公司應有且能夠行使任一具完整能力之自然人之所有權能，無關公司法（如修訂版）第 27(2)條所規定之公司福利問題。
 5. 除本公司已獲合法許可外，本組織章程大綱不准許本公司從事依開曼法律須領有執照之營業。
 6. 若本公司為豁免公司，則除為進一步推展本公司於開曼群島外進行之業務外，本公司將不會於開曼群島內和任何人、行號或公司進行交易；惟本條款不得被解釋成阻止本公司於開曼島內完成和簽訂契約，或阻止本公司於開曼群島內行使其於開曼群島外進行營業所必要之所有權力。
 7. 本公司股東之責任限於個別股東就其持有股份所未付之金額。
 8. 本公司資本為新台幣 5,000,000,000 元，分為 500,000,000 股普通股，每股面額新台幣 10 元。

公司法（現行法）
股份有限公司

百和興業股份有限公司章程
（中譯）

解釋

1. 開曼群島公司法第一號附件之 A 表規定不適用於本公司。
2. (a) 除文意另有要求外，本章程之用語定義如下：
 - (i) 關係企業 關於一家公司，指被該公司直接控制或經由一家或多家事業間接控制之其他公司，或直接控制該公司或經由一家或多家事業間接控制該公司之其他公司，或與該公司受共同控制之其他公司；
 - (ii) 上市規範 因股票在任何中華民國股票交易市場上市或交易而應適用之相關法律、規範、規則和法規及其不時之修正內容，包括但不限於證券交易法、臺灣地區與大陸地區人民關係條例，或其他法律及主管機關制定之法令，以及中華民國行政院金融監督管理委員會、中華民國證券櫃檯買賣中心或臺灣證券交易所頒布之規範；
 - (iii) 本章程 依股東會不時之特別決議所修改或增補之本公司最新章程；
 - (iv) 稽核員 本公司現有之稽核員（如有）；
 - (v) 審計委員會 依本章程第 85 條之定義；
 - (vi) 審計委員會成員 審計委員會之成員；
 - (vii) 董事長 依本章程第 77 條之定義；
 - (viii) 類股 本公司不時發行之任何類別之股份；
 - (ix) 金管會 中華民國行政院金融監督管理委員會或任何當時掌管中華民國證券交易法之執行之主管機關；
 - (ix-a) 視訊通訊設備 指視頻、視頻會議、互聯網或在線會議應用程序、電話或電話會議和/或任何其他得使所有參加會議的人都能看到和聽到彼此的應用程序或電信設施；
 - (x) 本公司 PAIHO SHIH HOLDINGS CORPORATION 百和興業股份有限公司；
 - (xi) 董事或董事會 指本公司當時之董事，或依情形由該等董事所組成之董事會或委員會；
 - (xii) 電子 依行為當時有效之開曼群島電子交易法（最新修訂版）及其子法，包括其他納入或替代該法之法律之定義；
 - (xiii) 電子通訊 在符合開曼法令下，依董事會三分之二以上表決通過之決定或允許，對任何號碼、地址或網際網站之傳送，或其他電子投遞方式；
 - (xiv) 興櫃 指中華民國證券櫃檯買賣中心之興櫃；

(xv)	證券櫃檯買賣中心或櫃檯買賣	指中華民國證券櫃檯買賣中心；
(xvi)	受補償者	依本章程第156條之定義；
(xvii)	獨立董事	依上市規範定義之獨立董事；
(xviii)	開曼法令	行為當時有效且適用於本公司之開曼群島公司法（最新修訂版）及其配套或替代法律，和本章程所引用之開曼群島法令（暨其修訂）；
(xix)	股東	經登記於股東名簿持有公司股份之人，包括共同登記之共同持股人；依文意可能指一名或二名以上股東；
(xx)	組織章程大綱	經修改或增補之本公司最新組織章程大綱；
(xxi)	合併	藉由一次或連續交易將公司業務及資產移轉予他公司以替代將公司解散；若任何合併行為與開曼法令所規定之「吸收合併」或「新設合併」定義相同者，應遵循開曼法令之規定。
(xxii)	月	日曆月；
(xxiii)	公開資訊觀測站	由臺灣證券交易所和證券櫃檯買賣中心維護之公開資訊觀測站；
(xxiii-a)	經理人	指依適用之上市規範定義下之經理人；
(xxiv)	普通決議	指依下列方式所為之股東會決議： 股東會上如以投票方式進行表決者，除本公司章程訂有較高表決權數規定，應從其規定者外，須經不低於有權於股東會行使表決權並親自或委託代理人（如該股東會允許使用委託書）（或當股東為法人時由其合法授權之代表人）行使表決權之股東表決權數過半數以上之同意所為之決議；
(xxv)	已繳款	已實際支付股份面額和任何關於股份發行之溢價，包括視為已實際支付之情形；
(xxvi)	人	包括任何自然人、事業、合資、合夥、公司、組織或其他實體（不論是否具有獨立法人格）或依文意之任一種上述實體；
(xxvii)	特別股	依本章程第4條之定義；
(xxvii-a)	“已實現資本公積”及“資本公積”	具有適用之掛牌規則所給予之意義；
(xxviii)	股東名簿	依開曼法令要求，由董事會不時決定在開曼群島境內或其他地方所備置之股東名簿全冊及其分冊；
(xxix)	本公司註冊營業所	本公司依開曼法令要求而註冊之主營業所；
(xxx)	登記辦公室	指在中華民國境內或其他地方，由董事會決定備置某種類股（除非董事會另行決定）股東名簿分冊，且就股份其他權利憑證之轉讓應提交該處登記之辦公室；

(xxxix)	掛牌期間	此期間自本公司股票首次於證券櫃檯買賣中心或臺灣證券交易所掛牌之前一日起算；如股票因任何理由被暫停交易，在該期間仍應視為掛牌；
(xxxii)	中華民國或臺灣	中華民國、其領域及其管轄地區；
(xxxiii)	中華民國法院	臺灣臺北地方法院或其他中華民國境內有管轄權法院；
(xxxiv)	中華民國法令	中華民國法令，包括但不限於上市規範；
(xxxv)	公司印章	本公司印鑑（如適用）或其他經授權在開曼境外使用之複製或正式印章；
(xxxvi)	公司秘書長	被董事會委任履行本公司秘書職責之人，包括任何助理、代理或臨時之公司秘書；
(xxxvii)	股份	由本公司資本分成之股份。本章程所稱「股份」，應被視為任何或依情況所指類股之股份。為避免疑問，本章程中所稱「股份」應包括零股；
(xxxvii-a)	股份轉換	指本公司讓與全部已發行股份予他公司作為對價，以繳足公司股東承購他公司所發行之新股或發起設立所需之股款之行為；
(xxxviii)	股份溢價帳目	依本章程、開曼法令和中華民國法令設立之股份溢價帳目；
(xxxix)	股務代理機構	經中華民國主管機關許可，得按上市規範為本公司提供若干股東服務之機構；
(xl)	簽章	簽章或出於簽章於電子通訊之意圖，以機器或電子符號或程式將簽章式樣附著或以邏輯關聯於電子通訊；
(xli)	特別決議	指本公司依開曼法令通過之特別決議，亦即由本公司有表決權股東親自或以委託書(倘若允許)於本公司之股東會參與表決，經不少於三分之二該等股東多數決所為之決議，且已合法通知該決議為特別決議之意圖；在本章程僅要求以普通決議通過之事項，以特別決議通過應認為有效；
(xlii)	A型特別決議	不論親自出席或出具委託書，有代表已發行股份總數三分之二以上股東出席之股東會，出席股東表決權過半數之決議；
(xliii)	B型特別決議	不論親自出席或出具委託書，有代表已發行股份總數過半數股東出席之股東會，出席股東表決權三分之二以上之決議；
(xliv)	分割	指公司將其全部或一部獨立營運之業務讓與一現存或新設公司，作為該受讓之現存或新設公司發行新股給該讓與公司或其股東之對價之行為；
(xlv)	轉讓登記辦公室	股東名簿全冊之備置處所；
(xlv-a)	庫藏股	指已發行之股份，由本公司買回、贖回或以其他方式所取得並且未辦理註銷者；

(xlvii) 臺灣證券交易所 臺灣證券交易所；

(xlviii) 在中華民國境內公開發行 指本公司依中華民國法令規定，於中華民國境內辦理增資發行新股時，應提撥一定比率新股，對外公開發行者。

(xlviii) 股東會視訊會議 指股東（以及該會議的任何其他獲准參加者）僅得透過視訊通訊設備出席或參加之股東會，或得透過視訊通訊設備或實體方式出席或參加之股東會。

(b) 除文意另有要求外，本章程所使用且業經開曼法令所定義之用語，應依其定義。

(c) 在本章程，除文意另有要求外：

(a) 單數用語包含複數用語，反之亦然；

(b) 男性用語包含女性及中性用語；

(c) 本章程之通知，除非另有規定外，應以書面為之，所有本章程提到之「以書面」和「書面」應包括印刷、平版印刷、攝影和以永久可目視形式表彰或複製文字之其它方式；及

(d) 「得」應以許可解釋之；「應」應以強制解釋之。

(d) 本章程之標題係單純為便利性目的，不應影響本章程之解釋。

(e) 開曼群島電子交易法第8條不適用於本公司。

2A. 本公司經營業務，應遵守法令及商業倫理規範，並得採行增進公共利益之行為，以善盡社會責任。

股份

3. 在符合本章程之規定下，對於所有本公司未發行之股份，本公司董事會得：

(a) 依其認為適當之時間、方式、權利條件或限制，提供、發行、分配、處分股份予他人，惟除開曼法令允許之情況下，該等股份不得折價發行；及

(b) 在符合開曼法令之情形下，以股份授與認股選擇權和發行權證或其他類似之證券；為前述目的，董事會得保留適當數量之未發行股份。

4. 本公司得經董事會決議（三分之二以上董事之出席及出席董事過半數之同意）及股東會特別決議，發行將股本劃分為優先於普通股之有特別權利之不同種類權利之股份（「特別股」）。

5. 在依第4條發行特別股前，本公司應修改章程，並在章程中明定特別股之權利及義務，包括但不限於以下各項，將變更已發行特別股之權利時亦同：

(a) 授權發行及已發行之特別股總數；

(b) 特別股分派股息及紅利之順序、定額或定率；

(c) 特別股分派公司剩餘財產之順序、定額或定率；

(d) 特別股股東行使表決權之順序或限制（包括無表決權等）；

(e) 與特別股權利和義務有關的其他事項；及

(f) 本公司被授權或被強制購回特別股時，其買回之方法，或表示不適用買回權之聲明。

6. 本公司發行新股，應經董事會三分之二以上董事之出席及出席董事過半數之同意。本公司發行新股，應在本公司授權資本額內為之。

7. 本公司不得發行未繳足或部分繳足股款之股份。本公司亦不得發行無記名股份。若認股人延欠應繳之股款時，本公司應定一個月以上之期限催告該認股人照繳，本公司應於催告時聲明逾期不繳喪失該權利。若本公司已為前句催告而認股人仍未照繳者，所認股份由本公司另行募集。
8. (A) 本公司發行新股時，董事會得保留不超過 15% 比例之新股供員工認購，得認購新股之員工資格授權由董事會定之。
- (B) 除中華民國相關法令限制外，本公司對員工依前項承購之股份，得限制在一定期間內不得轉讓。但其期間最長不得超過二年。
9. 本公司股票為在中華民國境內公開發行，除另經本公司股東會普通決議外，本公司董事會決議依第 6 條發行新股時，除分別依本章程第 8 條規定保留部分比例新股供員工認購及依中華民國法令規定保留部分比例供公開發行外，其餘新股應依上市規範公告及書面通知原有股東按其原持股比例儘先分認。本公司應於該書面通知，聲明如任何股東未在指定截止日前確認認購股數將喪失該權利。原有股東持有股份按比例不足分認一新股者，得合併共同認購，或歸併一人認購。原有股東未認購之新股，得依上市規範規定公開發行或洽由特定人認購。
10. 前述第 9 條所定之原有股東享有之優先認購權，在因下列情形而發行新股時，不適用之：
- (a) 與其他公司合併，或本公司分割，或與本公司重整有關者；
 - (b) 與本公司履行員工之認股權憑證和/或選擇權之義務有關者；
 - (c) 與本公司履行可轉換公司債或附認股權公司債之義務有關者；
 - (d) 與本公司履行附認股權之認股憑證或特別股之義務有關者；
 - (e) 與私募相關者；
 - (f) 與發行限制員工權利新股相關者；或
 - (g) 其他依據中華民國法令得排除適用之情形。
11. 本公司股票為在中華民國境內公開發行，除依據中華民國相關上市規範認對外公開發行為不必要或不適宜外，本公司應提撥發行新股總額 10% 之股份在中華民國境內對外公開發行。然而，如本公司股東會以普通決議通過提撥高於 10% 之比例公開發行者，應從其決議。
- 11A. 本公司股東如係為他人持有股份時，股東得主張分別行使表決權。其行使表決權之資格條件、適用範圍、行使方式、作業程序及其他應遵行事項之辦法，應遵循中華民國法令之規定。
- 11B. 本公司董事以股份設定質權超過選任當時所持有之本公司股份數額二分之一時，其超過之股份不得行使表決權，不算入已出席股東之表決權數。
12. (A) 除本條(C)所定情形外，本公司得經董事會以三分之二以上董事之出席及出席董事過半數同意之決議，通過一項以上之員工獎勵方案，依該方案得發行股份、選擇權、認股權憑證或其他得以取得本公司股份之類似權利予本公司及/或其關係企業之員工，使其得在中華民國法令所允許之範圍內認購本公司股份。
- (B) 員工依(A)之規定取得之認股權證，不得轉讓，但因繼承取得者不在此限。另員工依(A)之規定取得之股票或認股權證以外之其他權利，除中華民國相關法令限制外，得限制一定期間內不得轉讓，惟限制轉讓之期間最長不得超過二年。

- (C) 本公司經股東會之 A 型特別決議得發行限制員工權利新股。如出席股東之股份總數不足通過前述 A 型特別決議所需定額者，本公司得以股東會之 B 型特別決議同意行之。其發行數量、發行價格、發行條件及其他應遵行事項，應遵循中華民國法令之規定。
- (D) 於保留彌補累積虧損數額(如有)後，本公司應依董事會以三分之二以上董事之出席及出席董事過半數同意之決議，自尚未扣除本條與第 80(C)條所定員工、董事酬勞之年度稅前淨利中，提撥不低於百分之零點一(0.1%)之數額，以股票或現金發給符合一定條件之本公司及從屬公司員工。該決議並應報告股東會。若董事會決議以股票方式發給員工酬勞，得同次決議以發行新股為之。

權利變動

13. 本公司股本若劃分為不同類股之股份，類股之特別權利如欲有重大不利變更或廢止任一種類股份之權利，須經該類股已發行股份股東之個別股東會決議通過，始可為之（除非該股份發行時已於其發行條件明文排除此一要求）；而該決議，應以該類股已發行股份股東親自或委託代理人出席股東所代表之表決權總數 75% 以上同意行之。前述個別股東會應準用本章程有關一般股東會之相關規定。惟該個別股東會之法定出席人數，應為代表該類股股份已發行股份總數 50% 以上股東出席（親自出席或委託代理人出席）（但如在任何續行會議，上述定義之法定出席人數不適用，實際出席之股東即構成法定出席人數）；而除各該發行辦法另有規定，每一股份應有一表決權。
14. 任何類股股份之優先權或其他權利，除各該類股股份發行辦法另有規定，不應因為其後發行享有同等或劣後權益股份之創設、分配或發行，或本公司對該類股股份之買回，而被認為有重大不利或廢止。

股東名簿

15. 董事會應使公司備置股東名簿，並依開曼法令要求完備應記載事項。
16. 在符合開曼法令下，如董事會認為必要或妥適，本公司得在董事會認為合適之地點備置股東名簿全冊及其分冊；於本公司股票在中華民國境內公開發行期間，本公司應在中華民國境內備置股東名簿分冊。

股票

17. (a) 在符合開曼法令下，於本公司股票在中華民國境內公開發行期間，本公司發行之股份得採無實體發行，相關發行細節應按上市規範由台灣集中保管結算所記載。
- (b) 經董事會決議發行股票憑證，股東有權取得股票憑證。該股票憑證得依董事會決定之形式，並經一名或多名董事會授權之董事簽署。
- (c) 股票憑證之污損、毀損、遺失或滅失，在董事會認為妥適之證據及賠償之前提下，得於該舊股票憑證送達公司註銷後替換。

股份之轉讓和移轉

18. 於不違反開曼法令及中華民國法令之前提下，本公司發行之股份得自由轉讓；但本公司保留給員工認購之股份，得由董事會依其裁量限制員工在一定期間內不得轉讓，惟其限制期間最長不得超過兩年。

19. (A) 在符合本章程下，股東得經股份轉讓之表示轉讓其任何或所有之股份。股份轉讓之表示應以任何慣常或常見、或其他董事會依其裁量認可的文書格式為之，並由讓與人親自或其代表簽署，如董事會要求則受讓人亦應親自或由其代表簽署之。股份的轉讓應檢附表彰標的股份之股票（如有）及董事會所合理要求得證明讓與人有權讓與之其他證據。讓與人在受讓人列入股東名簿之前，將仍被視為股東。於不違反法律規定下，股份轉讓得以劃撥方式為之。一旦本公司股份於興櫃市場、證券櫃檯買賣中心或臺灣證券交易所交易，本公司維持之股東名冊得依所適用之上市規範規定之非書面方式為之。惟以非書面方式記錄之股東名冊，必須隨時得以書面方式呈現。
- (B) 在符合開曼法令下，本公司無實體發行股票已登錄興櫃或在證券櫃檯買賣中心或臺灣證券交易所掛牌，其股份之轉讓得依臺灣證券交易所相關辦法，或按上市規範並經董事會決議執行。
- (C) 縱有前第19條(A)項之規定情形外，在符合開曼法令下，經許可之董事會得核准無實體發行股票之轉讓，免經相關電子交換系統（包含台灣集中保管結算所）之方式為之，無須轉讓之文件。
20. 在符合第19條(C)項之前提下，董事會得拒絕登記任何股份之轉讓，除非：
- (a) 送交股份轉讓之文書予本公司，並檢附表彰標的股份之股票（如有）及董事會所合理要求之其他證據（用以證明讓與人有權讓與）；
- (b) 股份轉讓的文書僅涉及單一類股股份；
- (c) 本公司對該等股份無質權；
- (d) 股份轉讓的文書業經適當用印（如需要）；和
- (e) 在轉讓多數人共同持有股份之情形，擬受讓股份之共同持股人不得超過4人。
21. 於依本章程第37條規定停止過戶之期間，得延後股份轉讓之登記。
22. 所有股份轉讓的文書應由本公司保存，但任何被董事會拒絕登記的股份轉讓文書應（除有欺詐情形）退還予交付登記之人。
23. 董事會得依其裁量，隨時將任何股份持有登記從股東名簿全冊移至任何分冊，或從任何股東名簿分冊移至全冊或其他分冊。
24. 除董事會另外同意者外（該同意得由董事會依其裁量附加條款或條件，其同意與否全依其裁量而無需具備理由），任何股份持有登記不得從股東名簿全冊移至任何分冊，或從任何股東名簿分冊移至全冊或其他分冊；所有移置和其他權利憑證（關於或影響任何本公司股份或其他有價證券權利者），關於股份持有登記於股東名簿分冊者，應提交有關登記辦公室登記，關於股份持有登記於股東名簿全冊者，應提交轉讓登記辦公室登記。
25. 無論本章程之規定為何，就任何在股東名簿分冊間移置之股份持有登記，本公司應定期儘速在股東名簿全冊記錄，並應隨時確保股東名簿全冊及其所有分冊在各方面符合開曼公司法。
26. 股東死亡時，尚生存之共同持股人或，如該死亡股東係單獨持股人或共同持股人中唯一尚生存者，其個人代表，應是本公司承認唯一持有該股份之人。
27. 任何因股東死亡、破產或清算而有資格取得股份之人，得於董事會認為證據足夠時登記為股東，或不以自己名義登記為股東，而如同該死亡或破產股東所為，轉讓該股份；但董事會如認為該股份已由該股東於死亡或破產前轉讓時，得拒絕或暫緩登記。

28. 任何因股東死亡或破產行為而有資格取得股份之人，應如同其係該股份登記之股東，享有同樣的股息和其他利益；但不得在登記為股東之前，行使所賦予關於股東會之任何權利。

資本變動

29. 本公司下列事項應經股東會之普通決議：
- (a) 依據決議所載增加資本，並區分為特定類股股份及面額；
 - (b) 將全部或部分股本合併或分割成為較其現有股份面額更大的股份；
 - (c) 再分割任何現存股份成為比目前本公司組織章程大綱所規定更小面額之股份；
 - (d) 銷除在該決議通過日尚未被任何人取得或同意取得之股份，且依據被銷除股份之數額變更減少其股本；及
 - (e) 因本公司債務到期無力清償而決議自願解散清算。
30. 本公司下列事項應經股東會之特別決議：
- (a) 連同董事會決議，依第4條和第5條發行特別股；
 - (b) 變更本公司名稱；
 - (c) 變更股本幣別；
 - (d) 在開曼法令許可範圍內，依開曼法令所授權之方式減少資本額或資本贖回準備金；
 - (e) 本公司因第29(e)條規定以外之理由決議自願解散清算；及
 - (f) 依第150條變更或修改本公司組織章程大綱或本章程。
31. (A) 本公司下列事項應經股東會之A型特別決議：
- (a) 締結、變更、終止關於出租其全部營業、委託經營或與他人經常共同經營之契約；
 - (b) 讓與全部或主要部分之營業或財產；
 - (c) 受讓他人全部營業或財產而對公司之營運有重大影響者；
 - (d) 以發行新股方式分派股息及紅利之全部或一部分；
 - (e) 依中華民國法令使公司為收購、股份轉換、合併或分割；
 - (f) 申請停止公開發行；及
 - (g) 發行限制員工權利新股者。
- (B) 替代方式：如出席股東之股份總數不足通過前述A型特別決議所需定額者，本公司得以股東會之B型特別決議同意上述事項。
- (C) 但當本公司參與合併後消滅、概括讓與、股份轉換或分割而致終止上市，且存續、受讓、既存或新設之公司非台灣的上市或上櫃公司者，應經已發行股份總數三分之二以上股東之同意行之。

32. (A) 在股東會通過第31條(A)(a)、(b)或(c)事項之決議時，在符合本章程規定下，於股東會前已以書面通知本公司有關其反對該項議案之意思表示，並在股東會上再次提出反對意見之股東，可於該決議日後20日內以書面列明請求收買價格，請求本公司以當時公平價格收買其股份；然而，在股東會通過第31條(A)(b)事項之決議之情形，如股東會決議在讓與全部或主要部分之營業或財產完成後解散本公司，股東無股份收買請求權。前開股東與本公司間就收買價格達成協議者，本公司應自股東會決議日起90日內支付價款。未達成協議者，本公司應自決議日起90日內，依本公司所認為之公平價格支付價款予未達成協議之股東；本公司未支付者，視為同意股東請求收買之價格。
- (B) 本公司股東會決議公司分割、為收購、股份轉換或合併之情形，股東於股東會集會前或集會中以書面表示異議，或以口頭表示異議經紀錄，並於股東會投票反對或放棄其表決權者，可於該決議日後20日內以書面列明請求收買價格，請求本公司以當時公平價格收買其所有之股份。前開股東與本公司間就收買價格達成協議者，本公司應自股東會決議日起90日內支付價款。未達成協議者，本公司應自決議日起90日內，依本公司所認為之公平價格支付價款予未達成協議之股東；本公司未支付者，視為同意股東請求收買之價格。前開股東與本公司間就收買價格自股東會決議日起60日內未達成協議者，本公司應於此期間經過後30日內，以全體未達成協議之股東為相對人，聲請法院為價格之裁定，並得以臺灣臺北地方法院為第一審管轄法院。
- (C) 前項放棄表決權之股份數，不算入已出席股東之表決權數。
- 32A. 本公司得經股東會特別決議，在中華民國境內對下列之人進行有價證券之私募：
- (a) 銀行業、票券業、信託業、保險業、證券業或其他經中華民國證券主管機關核准之法人或機構。
- (b) 符合中華民國證券主管機關所定條件之自然人、法人或基金。
- (c) 本公司或其關係企業之董事及經理人。

股份之贖回及買回

33. 股份之贖回 - 在符合開曼法令、中華民國法令和本章程規定之情形下，本公司得發行可由股東或公司於特定事件發生或特定期日行使贖回權的股份。該股份贖回權之條件，應在股份發行前經本公司以股東會特別決議通過。
34. (A) 股份之買回 - 在符合開曼法令、中華民國法令和本章程規定之情形下，經董事會以三分之二以上董事之出席及出席董事過半數同意之決議，本公司得於臺灣證券交易所集中市場買回自己之股份。所買回之數量不得超過本公司已發行股份總數的10%；因買回庫藏股所支付之金額，亦不得超過保留盈餘、股本溢價科目以及已實現資本公積數目之總額。前揭董事會決議及其執行情形，及如因故未買回上市有價證券者，均應於最近一次之股東會報告。
- (B) 除依開曼法令、中華民國法令和本章程另有規定外，本公司非依股東會普通決議減少資本，不得銷除其股份；減少資本，應依股東所持股份比例減少之。
- (C) 公司減少資本，得以現金以外財產退還股款；其退還之財產及抵充之數額，應經股東會普通決議，並經該收受財產股東之同意。
- (D) 前項財產之價值及抵充之數額，董事會應於股東會前，送交中華民國會計師查核簽證。
35. 贖回或買回任何股份，不引起任何其他股份之贖回或買回。

36. 在符合開曼法令和中華民國法令下，對於支付其贖回或買回股份之股款，應以法令（包括中華民國法令）所允許之方式為之，包括以盈餘或發行新股所得之股款支付之。如被贖回或買回股份之發行條款允許或經該等股份持有人同意，董事會得以現金或實物支付贖回或買回任何股份之款項。
- 36A. 本公司依據前述第34(A)條買回之股份，不得視之為銷除之股份，而應為庫藏股，並應依據上市規範規定辦理轉讓或註銷。
- 36B. (A) 本公司買回自己股份後，以低於實際買回庫藏股之平均價格轉讓予員工者，應經最近一次股東會 B 型特別決議，並應於該次股東會召集事由中列舉並說明下列事項，不得以臨時動議提出：
- (a) 所定轉讓價格、折價比率、計算依據及合理性。
 - (b) 轉讓庫藏股數、目的及合理性。
 - (c) 認股員工之資格條件及得認購之股數。
 - (d) 對股東權益影響事項：
 - (1) 可能費用化之金額及對公司每股盈餘稀釋情形。
 - (2) 說明低於實際買回庫藏股之平均價格轉讓予員工對公司造成之財務負擔。
- (B) 刪除
- (C) 歷次股東會通過且已轉讓予員工之庫藏股數，累計不得超過本公司已發行股份總數之百分之五，且單一認股員工其認購庫藏股數累計不得超過公司已發行股份總數之千分之五。
- 36C. 本公司收買自己之股份轉讓予員工者，得限制員工在一定期間內不得轉讓。但其期間最長不得超過二年。

股票停止過戶與除權基準日

37. 為確定有權收受股東會開會通知、有權出席股東會或表決之股東，或為確定有權受分派股息之股東等目的，董事會得規定在一定期間內停止股東名簿變更登記。於本公司股票在中華民國境內公開發行期間，每年度股東常會開會前至少 60 日內、每次股東臨時會開會前至少 30 日內、及盈餘分派基準日前至少 5 日內，應停止股東名簿之變更。
38. 除停止股東名簿變更外，董事會並得事前決定相關基準日，以確定有權收受通知、出席股東會或表決或受股息分派之股東。在董事會依本條訂定基準日時，該基準日應訂在股東會之前，且董事會應立即依上市規範在金管會、證券櫃檯買賣中心或臺灣證券交易所指定之網站發布公告。

股東會

39. 所有非屬於股東常會之股東會均應被稱為股東臨時會。
40. (A) 董事會得於其認為適當時隨時召集股東會；本公司每一年應召集一次股東常會，股東常會應於每會計年度終了後六個月內召開，且應於通知中載明會議名稱。
- (B) 董事會在不違反開曼法令及本章程規定之範圍內，得依照中華民國法令，制訂股東會議事規則經股東會普通決議通過後實行。

41. (A) 董事會應於股東會提出報告。除 41(B)規定之情形外，於本公司股票在中華民國境內公開發行期間，本公司所有實體股東會均應於中華民國境內召開。如本公司股票已登錄興櫃或在證券櫃臺買賣中心或臺灣證券交易所掛牌，董事會決議在中華民國境外召集實體股東會，本公司應在董事會通過該議案後 2 日內申報證券櫃臺買賣中心（或臺灣證券交易所，如適用）同意。如於中華民國境外召開股東會時，本公司應於中華民國境內委託專業股務代理機構受理該股東會之股務業務（如受理股東投票事宜）。
- (B) 股東會之召開得依上市規範以股東會視訊會議或其他經中華民國公司法主管機關公告之方式為之。以股東會視訊會議方式召開股東會者，股東以視訊通訊設備參與會議，視為親自出席。有關股東會以股東會視訊會議為之，本公司應符合之條件、作業程序及其他應遵行事項，應遵循中華民國證券法令規定。
42. (A) 於本公司股票在中華民國境內公開發行期間，於提出書面請求之日前繼續一年以上持有公司已發行股份總數 3% 以上之股東，得以書面通知載明提議事項及理由，並將該書面通知送達於公司登記辦公室或股務代理機構，請求董事會召集股東臨時會。倘於股東提出請求後 15 日內，董事會不為股東會召集之通知時，則提出請求之股東得自行召集股東會。
- (B) 繼續三個月以上持有已發行股份總數過半數股份之股東，得自行召集股東臨時會。前開持股數及持股期間以停止股票過戶時為準。

股東會之通知

43. (A) 年度股東常會之召集，至少應於 30 天前以書面通知，對於持有記名股票未滿 1,000 股股東，得於 30 日前以輸入公開資訊觀測站公告方式為之；股東臨時會之召集至少應於 15 天前以書面通知，對於持有記名股票未滿 1,000 股股東，得於 15 日前以輸入公開資訊觀測站公告方式為之。每一通知之發出日或視為發出日及送達日均不予計入。倘本公司取得股東之事前同意或於開曼法令及中華民國法令許可時，股東會之通知得以電子通訊方式為之。
- (B) 股東會召集通知應載明開會之地點、日期、時間與召集事由。公司召開股東會視訊會議時，尚應載明股東參與及行使權利方法、因不可抗力情事致視訊會議平台或以視訊方式參與發生障礙時之處理方式、如須延期或續行集會時之日期、及對於以視訊方式參與股東會有困難之股東所提供之適當替代措施。
- (C) 本公司應於股東常會開會 30 日前或股東臨時會開會 15 日前，公告股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料。
44. (A) 下列事項應在股東會召集事由中列舉並說明其主要內容，且不得以臨時動議提出；其主要內容得置於證券主管機關或本公司指定之網站，並應將其網址載明於通知：
- (a) 選任或解任董事；
 - (b) 變更本章程和公司組織章程大綱；
 - (c) 本公司之解散、合併、股份轉換或分割；
 - (d) 締結、變更、或終止關於出租全部營業、委託經營或與他人經常共同經營之契約；
 - (e) 讓與全部或任何主要部分之營業或財產；
 - (f) 受讓他人全部營業或財產，且對公司營運有重大影響者；
 - (g) 私募發行具有股權性質之有價證券；

- (h) 董事從事競業禁止行為之許可；
 - (i) 以發行新股之方式，分派股息及紅利之全部或一部；
 - (j) 將本公司之法定盈餘公積（在中華民國法令定義下）及資本公積（包含(1)因發行新股溢價；或(2)本公司受領贈與所得），以發行新股或現金之方式，依持股比例分配予公司之原股東；
 - (k) 依據本章程第36B條轉讓庫藏股予員工；
 - (l) 減資；
 - (m) 申請停止公開發行。
- (B) 在符合開曼法令、中華民國法令及前項規定之情形下，本公司股東得於股東會以臨時動議提出議案，但該議案應與召集事由直接相關者，始得提出。
45. 於本公司股票在中華民國境內公開發行期間，本公司召開股東會應編製股東會議事手冊並準備相關資料，且應依中華民國上市規範及其他應適用之中華民國法令，於股東常會開會21日前或股東臨時會開會15日前，公告於金管會及證券櫃檯買賣中心或臺灣證券交易所指定之網站上。但本公司於最近會計年度終了日實收資本額達新臺幣一百億元以上或最近會計年度召開股東常會其股東名簿記載之外資及陸資持股比率合計達百分之三十以上者，應於股東常會開會三十日前完成前開電子檔案之傳送。所稱之外資及陸資應以中華民國法令認定之。

股東會程序

46. 股東會除達到法定出席人數外，不得進行任何事項之討論或決議。除章程另有規定外，本公司股東會法定出席人數應有代表公司已發行之有表決權股份總數過半數之股東親自或委託代理人之出席。
47. 於股票停止過戶日前持有已發行股份總數1%以上之股東，得依本公司股東會議事規則規定，以書面或電子方式向本公司提出股東常會議案。股東所提議案，除提案超過一項、所提議案超過300字、提案股東持股未達已發行股份總數1%、該提案非股東會所得決議者或於公告受理期間外提出外，董事會均應列入議案。股東提案如係為敦促本公司增進公共利益或善盡社會責任之建議，董事會仍得列入議案。
48. 在每一由董事會召開之股東會，應由董事長擔任會議主席。在其他有權召開股東會之人召開股東會之情形，應由該召集人擔任會議主席；如有二個以上有權召開股東會之人，由其等選任其中一位擔任會議主席。
49. 本公司股東會時，董事長於指定開會時間過後15分鐘內不在場或不願擔任主席，董事會所指定之任一董事應擔任主席，如無法指定，出席股東應自其當中選擇一人擔任主席。
50. 主席得經股東會普通決議（並應按照會議的指示），中止集會並定於其他時間及地點續行。但續行集會時不應處理休會前未完成事項以外的事務。當休會超過5天，續會的通知應依該原始會議通知之方式送達。除此之外，毋須就續會或續會討論議案給予任何的通知。
51. 股東會中任何交付決議之議案，應以投票方式表決。同意或不同意議案之投票數額或比例，應記錄於會議紀錄。
52. 任何得由股東會決議、核准、確認或採納之事項，除開曼法令或本章程另有明文規定外，得經普通決議為之。
53. 如票數均等，主席無權作第二次投票或投下決定的一票。

股東表決

54. 除其股份所附權利或限制設有特別規定，每一親自出席之股東（或法人為股東時，其合法授權代表），及每一依委託書出席之股東，均有一表決權；選舉時，每一親自出席之股東（或法人為股東時，其合法授權代表），及每一依委託書出席之股東，就每一繳足股款股份有一表決權。
55. 當本公司知悉任何股東依中華民國法令，不得參與任何特定議案之表決或僅得就特定議案之表決投贊成或反對票者，其所行使或代其行使之表決權，不算入已出席股份數及表決權數。
56. (A) 有下列情形之一者，其股份無表決權：
- (a) 本公司依法持有自己之股份；
 - (b) 被持有已發行有表決權之股份總數或資本總額超過半數之本公司從屬公司（依中華民國法令之定義，本章程所稱「從屬公司」），所持有本公司之股份；或
 - (c) 本公司及本公司之控制公司及/或本公司之從屬公司，直接或間接持有他公司已發行有表決權之股份總數或資本總額合計超過半數之他公司，所持有本公司之股份。
- (B) 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。
57. 共同持股人表決時，應推派其中一名為代表行使股東之權利，該代表親自或委任他人投票時即為該股份表決權全部之行使，而排除其他共同持股人之投票。
58. 精神不健全的股東或被任何有管轄權法院判定為心神喪失的股東，得透過其監護人或法院指定具監護人性質之人投票，該監護人亦得透過委託書投票。
59. 股東得於股東會，出具本公司印發之委託書，載明授權範圍，委託代理人出席股東會。一股東以出具一委託書，並以委託一人為限，並應於股東會開會5日前送達本公司。若本公司收到同一股東所出具之委託書有二份以上時，以最先送達者為準，但後送達之委託書明確聲明撤銷前委託書者，不在此限。使用及徵求委託書，應遵照中華民國相關法令為之，特別是金管會制定之「公開發行公司出席股東會使用委託書規則」。
60. 股東以電子方式行使表決權，又以委託書委託代理人出席股東會者，以後行為者為準。委託書送達本公司後，股東親自出席股東會者，應以股東親自行使之表決權為準。
61. 委託行使代理權所出具委託書應依循本公司董事會核可之格式，且應表示僅適用於該次特定之股東會。委託書格式內容應至少包括：(a)填表須知；(b)股東委託行使表決權事項；及(c)股東、受託代理人及徵求人(如有)基本身分資料。委託書應於寄發或以電子文件傳送股東會之召集通知同時附送股東，且寄發或以電子文件傳送該通知和委託書用紙，應於同日分發予所有股東。
62. 出具委託書應由委託人或其經合法授權之代理人以書面之方式為之。如委託人為公司，應蓋印公司章或經合法授權之經理人或代理人簽署之。受託人不須具有股東身分。
63. 除根據中華民國法律組織的信託事業或經金管會核准之股務代理機構外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之3%；若超過，則超過之表決權，不予計算。

64. 就股東會之事項，股東有自身利害關係致有害於本公司利益之虞時，不得加入表決，並不得代理他股東行使其表決權。不得行使表決權之股份數，不算入已出席股東之表決權數。
65. (刪除)
66. 在符合開曼法令下，本公司召開股東會時，應將電子方式列為表決權行使方式之一，惟須於股東會召集通知內載明其行使方式後始可為之。
67. 在符合開曼法令下，如股東係依上述第66條所述方式，透過電子方式行使表決權時，其表決應算入表決權數，但就該次股東會之臨時動議及原議案之修正，視為棄權。
68. 股東以電子方式行使表決權者，其意思表示應於股東會開會2日前送達本公司；在符合開曼法令下，送達公司之意思表示有兩次以上時，以最先送達者為準，但後送達之意思表示聲明撤銷前意思表示者，不在此限。
69. 股東以電子方式行使表決權後，親自出席股東會者，以股東親自行使之表決權為準。
70. 股東會召集程序或其決議方式，違反開曼法令、中華民國法令或本章程時，股東得自決議之日起三十日內，向中華民國台北地方法院或向有管轄權之開曼群島法院，訴請適當救濟，包括但不限於訴請法院使決議無效或將決議撤銷。

法人於會議中的代理行為

71. 任何法人組織型態的本公司股東，得經其董事會或其他管理機構的決議，授權其認為適合的代表，於任何股東會或任何類股的股東會代其行使股東權。被授權之代表人可代表該法人行使的權力，應與本公司之個人股東所能行使的權力相同。

董事會

72. 除股東會另有決議外，本公司董事會設置之董事人數不得少於5人或多於11人。實際選任董事人數應不時由股東會以普通決議定之。最初之董事人選由本公司組織章程大綱上所載發起人遴選或指派。於本公司在掛牌期間，在中華民國設有戶籍之董事應超過董事會席次二分之一，且董事會應包括一定比例之獨立董事，獨立董事當中至少2人必須在中華民國設有戶籍，獨立董事之資格應符合相關法令、上市規範或其他中華民國法令對外國發行人之要求。
73. 股東會得選任任何自然人或法人為董事。股東會選任董事時，每一股份有與應選出董事人數相同之選舉權，得集中選舉一人或分配選舉數人。由所得選票代表選舉權較多者，當選為董事。政府或法人為股東時，得由其代表人當選為董事，代表人有數人時，得分別當選。
74. (A) 董事之選任應依中華民國法令採行候選人提名制度。此候選人提名制度之規則及程序，應遵守開曼法令、本章程、上市規範和其他中華民國法令規定辦理。獨立董事與非獨立董事應一併進行選舉，分別計算當選名額。
- (B) 董事會在不違反開曼法令及本章程規定之範圍內，得依照中華民國法令，制訂或修正董事會議事規範及董事選舉辦法，董事會議事規範之訂定，應經董事會同意，並提股東會報告；董事會議事規範之修正，得授權董事會決議之。董事選舉辦法之修正及制訂則須經董事會同意及股東會普通決議通過後實行。
75. 除本章程另有規定外，董事任期不得超過3年，得連選連任。在符合本章程及本公司內部規則下，若現任董事任期屆滿後未及選任新董事，則現任董事任期延長至新董事就任之時。股東會於公司董事任期未屆滿前，改選全體董事者，如未決議董事於任期屆滿始為解任，視為提前解任。

76. 本公司董事之解任應經股東會以A型特別決議同意隨時為之。替代方式：如出席股東之股份總數不足通過A型特別決議所需定額者，本公司得以股東會之B型特別決議同意上述事項。
77. 董事會應由三分之二以上董事之出席，及出席董事過半數之同意，互選一名為董事長(「董事長」)。董事長之任期亦由三分之二以上董事之出席，及出席董事過半數決定之。在每一董事會，應由董事長擔任主席。如董事長於董事會指定開會時間過後15分鐘內仍未出席，出席的董事得自他們當中選擇一人擔任會議主席。
78. 除相關開曼法令和中華民國法令所要求者外，董事會得隨時採納、作成、修改、調整或取消公司治理政策和提議，該等公司治理政策和提議應係用於建立本公司和董事會關於各種公司治理相關事項之政策，由董事會以決議隨時為之。
79. 本公司董事應無持股的門檻要求。

董事費用

80. (A) 本公司應設置薪資報酬委員會以訂定並定期檢討本公司董事之薪資報酬政策。本公司董事會應遵循中華民國法令規定訂定薪資報酬委員會設置及行使職權之規則，明定委員會成員之專業資格、職權行使及相關事項。薪資報酬應包括董事及經理人之薪資、股票選擇權與其他具有實質獎勵之措施。
- (B) 董事之報酬，每年不論營業盈虧，由薪資報酬委員會依其對本公司營運參與之程度及貢獻之價值，並參酌同業通常水準、公司經營績效及未來風險之關連合理性提出建議，經董事會決議後行之。
- (C) 在不影響前段規定適用之情況下，於保留彌補累積虧損數額(如有)後，本公司應依董事會以三分之二以上董事之出席及出席董事過半數同意之決議，自尚未扣除第12(D)條與本條所定員工、董事酬勞之年度稅前淨利中，提撥不高於百分之三之數額，以現金分派予董事。該決議並應報告股東會。
81. 關於前述第80條，每一董事得事前或事後請領差旅費、住宿費及其他因出席董事會、董事會下設委員會、股東會、類股個別股東會或與本公司業務或董事職務相關行程所生之合理費用。
82. 任何董事，按要求為任何本公司之目的而前往或居住國外，或依董事會之意見執行已超越一般職務範圍之服務，得由董事會議定後送股東會以普通決議同意後，請領額外報酬(不論以薪金、佣金、參與利潤或其他方式)，此額外報酬應附加或取代本章程所定之一般性報酬。

獨立董事及審計委員會

83. 本公司設置獨立董事人數不得少於三人且獨立董事應達全體董事席次三分之一以上。獨立董事因故解任，致人數不足最低人數規定之三人時，應於最近一次股東會補選之。獨立董事均解任時，本公司應自事實發生之日起60日內，召開股東臨時會補選之。
84. 獨立董事應具備專業知識，其持股與兼職應受到限制，且於執行董事業務範圍內應保持獨立性，不得與本公司有直接或間接之利害關係。獨立董事之專業資格、持股與兼職限制、獨立性之認定應適用中華民國證券相關法令之規定。政府、法人或其代表人當選本公司董事者，不得充任獨立董事；其已充任者，當然解任。
85. (a) 本公司得設置審計委員會。
- (b) 於本公司設置審計委員會之情形，審計委員會應由全體獨立董事組成，其人數不得少於三人，其中一人為召集人，且至少一人應具備會計或財務專長。
- (c) 審計委員會之決議，應得審計委員會全體成員二分之一以上之同意。

- (d) 董事會在不違反開曼法令及本章程規定之範圍內，得依照中華民國法令，制訂審計委員會議事規範。審計委員會議事規範之修正，應經董事會決議通過。
86. (a) 於本公司設置審計委員會之情形，下列事項應經審計委員會全體成員二分之一以上同意，並提交董事會決議：
- (1) 訂定或修正內部控制制度；
 - (2) 內部控制制度有效性之考核；
 - (3) 訂定或修正重大財務或營業行為之處理程序，如受讓或處分資產、從事衍生性金融商品交易、資金貸與他人、為他人背書或提供保證等之處理程序；
 - (4) 涉及董事自身利害關係之事項；
 - (5) 重大之資產或衍生性金融商品之交易；
 - (6) 重大之資金貸與、背書或提供保證；
 - (7) 募集、發行或私募具有股權性質之有價證券；
 - (8) 簽證會計師之委任、解任或報酬；
 - (9) 財務、會計或內部稽核主管之任免；和
 - (10) 年度財務報告及半年度財務報告。
- (b) 上述第86條(a)各款事項中除第(10)款外，未經審計委員會全體成員二分之一以上同意者，得改由全體董事三分之二以上之同意行之，並應於董事會會議紀錄中載明審計委員會之決議。
- (c) 於本公司設置審計委員會之情形，本公司於召開董事會決議併購事項前，應由審計委員會就併購計畫與交易之公平性、合理性進行審議，並將審議結果提報董事會及股東會。審計委員會進行審議時，應委請獨立專家就換股比例或配發股東之現金或其他財產之合理性提供意見。審計委員會之審議結果及獨立專家意見，應於發送股東會召集通知時，一併發送股東。
- (d) 前項應發送股東之文件，經本公司於中華民國證券主管機關指定之網站公告同一內容，且備置於股東會會場供股東查閱，對於股東視為已發送。
- 86A (A) 繼續六個月以上持有公司已發行股份總數百分之一以上之股東，得以書面請求審計委員會之獨立董事成員為公司對董事提起訴訟，並得以臺灣彰化地方法院為第一審管轄法院。
- (B) 股東依前項規定提出請求後三十日內，審計委員會之獨立董事成員不提起訴訟時，股東得為公司提起訴訟，並得以臺灣彰化地方法院為第一審管轄法院。

代理董事或委託出席

87. 任何董事得以書面委任另一董事為代理人，該代理董事在原董事無法出席的董事會有權為行為。原董事無法親自到場時，該代理董事應有代表原董事於董事會出席和表決的資格；該代理董事若本身也是董事，除其自己的一票外，應另有其所代表董事的一票。董事得隨時解除代理董事之委任。該代理董事不得是本公司的主管，而應是委任他的董事之代理人。此代理報酬應自委任他的董事的報酬中支付，報酬的比例由當事人間議定。
88. 任何董事得以委託書委任另一董事，依其指示代理其於董事會出席並參與表決。委託書應以任何常見的或其他經董事會認可、經委任董事簽署之書面格式，並且必須於董事會開會之前送抵董事會的主席。

董事之權限和責任

89. 除開曼法令、本章程、中華民國法令另有規定或股東會另有決議，董事應負責本公司業務之執行。董事得支付所有因本公司設立及登記所需費用，並得行使本公司之一切權力。任何股東會之決議不使先前董事已為之行為失其效力。
90. 董事會得委任任何人（不論是否為董事）擔任董事會認為本公司管理必要之職務，包括但不限於執行長、總經理、一名或多名副總、財務長或內控主管、財務人員、財務助理或經理人，董事會並得就該等職位決定其認為合適的任期、酬勞（不論單獨或合併以給付薪資或佣金或利潤參與）、權力與職責。董事會得解任董事會依此方式委任的任何人。董事會也可以委任他們當中一人或多人為執行業務董事，但該委任於該執行業務董事因任何事由不再擔任董事，或經本公司普通決議解任其職務，即為終止。
91. 董事會得委任一名公司秘書長（以及，如需要，一名或多名助理公司秘書長），董事會得決定其合適的工作期間、酬勞、條件和權限。董事會得解任任何經董事會委任的公司秘書長或助理公司秘書長。
92. 董事會得將其任何權力委派給委員會行使，而委員會由董事會認為合適的一名或數名董事組成；委員會在行使其受委派的權力時，應符合任何董事會於委派時所加諸之規範，並於行使權力後向董事會提出報告。
93. 董事會得隨時透過授權書（不論是以公司印章或簽名或董事會直接或間接提名）或其他方式，依其認為適當的目的、權力和裁量權（以不超過本章程中董事會被授予或得行使的權力為限）及執行的時間長度和條件，委任任何公司、企業、個人或個人單位，擔任本公司的受任人。授權書或其他委任書得載入條款，提供董事會認為合適的保護和方便予該受任人，亦得授權此受任人將其所被賦予的權力、權限和裁量權之全部或任何部份為複委任。
94. (A) 董事會得依其認為合宜方式處理本公司的事務。本章程所賦予董事之概括權力，不受本章程第95條、第96條及第97條之限制。
- (B) 董事會或委員會之決議及職權行使，違反本章程或股東會決議，致公司受損害時，參與決議之董事，對於公司負賠償之責；但經表示異議之董事，有紀錄或書面聲明可證者，免其責任。
- (C) 本公司之董事應忠實執行業務並盡善良管理人之注意義務，如有違反致本公司受有損害者，負損害賠償責任。該行為若係為自己或他人所為時，股東會得以決議，將該行為之所得視為本公司之所得。本公司之董事對於本公司業務之執行，如有違反法令致他人受有損害時，對他人應與本公司負連帶賠償之責。
- (D) 本公司之經理人在執行職務範圍內，應負與本公司董事相同之損害賠償責任。
- (E) 董事會得就董事、經理人因執行職務依法應負之賠償責任，購買責任保險，以降低並分散董事、經理人因錯誤或疏失行為而造成本公司及股東重大損害之風險。
95. 董事會得設立任何委員會、地方管理會或單位，以處理本公司事務，得指定委員會或地方管理會之成員和指定經理人或代理人，並得決定該等人員之酬勞。
96. 董事會得隨時將其所被賦予的權力、權限和裁量權委派給上述委員會、地方管理會、經理人或代理人。董事會得授權地方管理會成員填補這些組織內之空缺，和在儘管有空缺的情況下行事。這些指定或委派得以董事會認為合適之條件和方式為之，而董事會得隨時解任該等受任命人員，亦得取消或更改此類的指派，但因善意不知此取消或更改之交易相對人不因此而受影響。

97. 任何前述受任人得經董事會授權複委任其當時被賦予之權力、權限和裁量權之全部或一部。

董事會借款之權力

98. (A) 在符合本章程下，董事會得行使本公司之一切權力，辦理借款、以本公司事業、財產設定擔保或負擔責任，或為借款或擔保公司或任何第三人之債務、責任或義務，發行公司債、信用債券及其他有價證券。
- (B) 董事會在不違反開曼法令及本章程規定之範圍內，得依照中華民國法令，制訂公司資金貸與及背書保證處理準則，經股東會普通決議通過後實行。

公司印章

99. 非經董事會的決議授權，公司印章不得任意使用在任何文書之上。董事會得於公司印章使用之前或之後授權該等使用，如董事會在印章使用之後授權，該授權得概括確認公司印章之數次使用。公司印章使用時應有一名董事或公司秘書長或董事會為此指派的任何一人或多人在場，而此人應於每份經用印的文書上簽名。
100. 本公司得於董事會所指定的國家或地點保留一份複製的公司印章。非經董事會的決議授權，該複製印章不得任意使用於任何文書上。董事會得於複製印章使用之前後授權其使用，如在複製印章使用之後，該授權得概括確認複製印章之數次使用。該複製印章使用時應有一名董事或公司秘書長或董事會為此指派的任何一人或多人在場，而此人應於每份經用印之文書上簽名。依此所為複製印章之使用和在場人之簽名，其意義和效果，與原始印章之使用和在場人之簽名者同。
101. 縱有上述規定，公司秘書長有權將印章或複製印章使用於任何文書上，用以證明文書內容的真實性，但此一行為對本公司不產生任何有拘束力之義務。

董事資格喪失和變更

102. 有下列情事之一者不得擔任董事，其已擔任者，當然解任：
- (a) 曾犯重罪（包括但不限於中華民國組織犯罪防制條例之罪），經有罪判決確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後尚未逾五年者；
 - (b) 曾犯詐欺、背信或侵占罪經受有期徒刑一年以上之刑確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾兩年者；
 - (c) 曾犯貪污治罪條例之罪，經判決有罪確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾兩年者；
 - (d) 依任何國家之法律規定受破產之宣告或經法院裁定開始清算程序，尚未復權者或與其多數債權人訂定任何一般性債務安排或和解協議；
 - (e) 使用票據經拒絕往來尚未期滿者；
 - (f) 依中華民國法令無行為能力或限制行為能力或受輔助宣告尚未撤銷者；
 - (g) 死亡或心神喪失或依任何與心理衛生有關之法令而認定為病患，經董事會決議其解任者；
 - (h) 董事基於依法令作成之命令而辭任董事或被禁止擔任董事職務；
 - (i) 書面通知公司其自願辭職者；
 - (j) 依第 76 條規定遭解任者；或
 - (k) 董事執行業務，有重大損害本公司之行為或違反開曼法令、中華民國法令或本章程之重大事項，由本公司或股東依中華民國法令之要件和本章程提起訴訟，經中華民國法院裁判或命令解任之。

- (l) 除獨立董事外之董事於任期中轉讓所持有之公司股份，其數額超過被選舉為董事之股東會股票停止過戶期間前所持有者之二分之一時。
- 102A 除獨立董事外，董事於下列期間轉讓所持有之公司股份，其數額超過被選舉為董事之股東會股票停止過戶期間前所持有者之二分之一時，其當選失其效力。
- (a) 於股東會當選後就任前；或
- (b) 於該股東會股票停止過戶期間。
- 為前條及本條之目的，所稱「股票停止過戶期間」，係指因當次股東會而在其召集前至召集日停止辦理股票過戶之期間。
103. 本公司董事間應有超過半數之席次，不得：(1)具有配偶關係或(2)依中華民國法律定義之二親等以內親屬關係。
104. 本公司召集股東會選舉董事時，若當選者不符合前述第103條規定之條件，不符條件之當選人中所得選票代表選舉權數最低者，其當選視為無效。已充任之董事違反上述第103條規定者，當然解任。
105. 董事因故解任致不足五人者，本公司應於最近一次股東會補選之。但董事缺額達本章程所定席次三分之一者，本公司應自事實發生之日起60日內，召開股東臨時會補選之。

董事會程序

106. 除另有規定外，集會中所產生的問題應以多數決之方式決定之。如票數均等，主席有權作第二次投票或投下決定的一票。董事得隨時召集董事會。
107. 董事得透過視訊方式，參加任何董事會或任何董事會指定其擔任成員的委員會會議。
108. 除章程另有規定外，董事會為決議時，應有超過董事會二分之一席次之董事出席會議。董事由代理人代理出席或由其他董事代理出席會議者，就認定是否達法定出席人數一事，該董事應視為親自出席。
109. (A) 董事對於會議之事項，有自身利害關係時，該董事應於當次董事會說明其自身利害關係之重要內容。本公司進行併購時，董事應向董事會及股東會說明其與併購交易自身利害關係之重要內容及贊成或反對併購決議之理由，公司並應於股東會召集事由中敘明董事利害關係之重要內容及贊成或反對併購決議之理由，其內容得置於中華民國證券主管機關或公司指定之網站，並應將其網址載明於通知。董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就會議之事項有利害關係者，視為董事就該事項有自身利害關係。
- (B) 本公司董事就董事會決議其有自身利害關係而可能損害公司利益之事項，不得加入表決，並不得代理他董事行使其表決權。該不得表決或行使表決權董事之表決權不算入已出席董事之表決權數（但仍可算入董事會法定出席人數）。
110. 縱有本章程前述之規定，任一董事於其任職董事期間，得同時擔任本公司任何其他（除稽核員外）有給職務，任期的長短及任職條件（例如酬勞及其它）則由董事會決定。董事或願任董事不因與公司簽約擔任其他職務，而喪失其董事資格；董事亦不須就因擔任該職務或因而建立的忠實關係所獲得之利益，對本公司負責。
111. 在符合本章程下，任何董事得代表自己或自己的公司為本公司提供專業服務。其本人或公司也應根據該專業服務之提供享有相當的報酬，報酬不因其董事身分而受影響；但本條款並無授權任何董事或其公司擔任本公司稽核員的工作。

112. 董事會應就下列事項，作成會議紀錄，並編為簿冊：
- (a) 董事會選任或指派之經理人；
 - (b) 出席董事會及其下委員會之董事姓名；和
 - (c) 本公司所有會議、董事會及其下委員會會議之決議及程序進行。
113. 若董事會主席於董事會的會議紀錄上簽名，除有反證外，該會議應被視為已合法舉行。
114. 董事會之缺額，不影響仍在職董事繼續其職務；但若仍在職董事之數額低於本章程所定董事會最低法定人數，仍在職董事僅得為於60日內召集股東會補選董事之目的而執行其職務。
115. 在符合董事會訂定之規範下，董事會所設置的委員會得選出一名主席。但委員會成員無法推選出主席時，依各委員會組織章程之規定辦理之。
116. 董事會所設置的委員會得依其認為適當的方式開會和休會。會議中所出現的任何問題應依出席委員的多數決決定之。
117. 所有董事會、董事會下的委員會、或執行董事職務之人於會議中的行為，縱然事後發現其當中任何或全部人的任命有瑕疵或喪失董事資格，於發現前所執行之職務，除有違反開曼法令、本章程，或經股東會普通決議否認外，仍應被視為有效，猶如已被正式任命並有董事資格。
118. 下列事項，須經過三分之二以上董事出席，出席董事過半數同意：
- (a) 締結、變更、或終止關於出租全部營業、委託經營或與他人經常共同經營之契約；
 - (b) 讓與全部或任何主要部分之營業或財產；
 - (c) 受讓他人全部營業或財產，且對公司營運有重大影響者；
 - (d) 依本章程選任董事長；及
 - (e) 發行公司債。

股息

119. 在符合各股份的權利和限制之下，本公司應由董事會造具盈餘分派或虧損彌補之議案，並經股東會承認後，就已發行股份宣佈分派股息或其他利益，並由本公司依法得用於分派股息的資金中支付之。但公司無盈餘時，不得分派股息及紅利。
120. (a) 董事會得於建議分派任何股息之前，就每期決算之當年度盈餘，應先依法繳納稅捐及彌補虧損後，自依法得用於分派股息的資金中保留其認為適當之儲備金或其他有利於公司之準備金，並得依其裁量為滿足不時之需、均等股息、或任何適當目的而動用之。董事會亦得依其裁量決定暫緩該等儲備金之動用，而將其使用在本公司的業務或董事會認為合適的投資上。本公司得依據法律或所適用之上市規範，以股東會普通決議另提特別盈餘公積。當年度盈餘，於提繳稅款，彌補以往虧損，扣減特別盈餘公積，並增減當年度之其他未分配盈餘調整項後，如尚有餘額，就該餘額併同以前年度之累積未分配盈餘(包括經股東會普通決議迴轉之特別盈餘公積)，由董事會擬具分配議案，提請股東會依普通決議或特別決議(如適用)分派之，但股息均以現金發放時，授權由董事會經過三分之二以上董事出席，出席董事過半數同意後行之，並報告股東會。

- (b) 基於資本支出、業務擴充需要及健全財務規劃以求永續發展，本公司股利政策將依本公司未來之資本支出規劃及資金需求情形，將應分配之盈餘以股票股利及現金股利方式分配予股東，所分配的盈餘金額將不低於當年度稅後盈餘彌補虧損，暨扣減經本公司股東會議決之盈餘公積及當年度之其他未分配盈餘減項後餘額之 25%，且其中現金股利比率不得低於現金股利及股票股利合計數額之 20%。
121. 任何股息得以支票方式郵寄到股東或有權取得之人之登記地址；如係數人共有的股份，得寄給其代表人之地址，或者寄給股東或有權取得之人或共同持股人所指定的人和地址。該股息支票上的受款人應為支票的收件人或其他股東或有權取得之人或共同持股人所指定的人。
122. 在符合所有各股份當時的權利和限制之下，所有股息應根據股東之股份數額宣佈和給付。在不牴觸取得附股利相關特別權利之股份者之權利（如有）之前提下，本公司未全額支付任何股份類別之全部股利均應公告於公開資訊觀測站或公司網站。
123. 如果數人登記為任何股份的共同持有人，他們其中的任何一人得簽收該股份之任何股息或其他應給付款項。
124. 股息不得對本公司產生利息。
125. 除本公司獲利且符合開曼法令及本章程規定外，不得宣佈或支付或作成任何股息。
- 125A. (A) 公司無虧損並符合開曼法令及中華民國法令之規定，得以股東會A型特別決議將資本公積（包括股份溢價帳戶及受領贈與之所得）之全部或一部，按股東原有持股比例配發現金。
- (B) 如已出席股東之股份總數不足做成前項(A)之決議所需定額者，本公司得以股東會之B型特別決議完成上述事項。

會計、稽核和申報所得

126. 與本公司事務有關之會計帳簿，應根據董事會決定的方式加以保存。
127. 會計帳簿應保存在本公司註冊營業所或任何董事會認為適當的地點，並應供董事隨時查閱。
128. 除開曼法令和中華民國法令所允許、依有管轄權法院之命令或董事會或股東會授權者外，非董事之股東無權查閱本公司之帳目、簿冊或文件。
129. 每年會計年度終了，董事會應將依據開曼法令及中華民國法令所要求其所造具之財務報表和各項文件，提出於股東常會請求承認，經股東常會承認後，董事會應將承認後之財務報表及盈餘分派或虧損撥補之決議，分發給股東。前述財務報表及決議之分發，得以公告方式為之。
130. 董事會應將每年營業報告和財務報表的副本，於股東常會開會10日前，備置於股務代理機構，股東得於股務代理機構一般營業時間內查閱該等資料。董事會應將章程及歷屆股東會議事錄、財務報表、股東名簿及公司債存根簿備置於中華民國境內之股務代理機構，股東得檢具利害關係證明文件並指定範圍，隨時請求查閱、抄錄或複製；本公司並應令股務代理機構提供。董事會或其他召集權人召集股東會者，得請求本公司或股務代理機構提供股東名簿。
131. 除本章程另有規定外，董事會應隨時決定是否、到何程度、何時、何處、以及在何種條件下開放本公司的帳目和簿冊供非董事之股東查閱。除非有法律或董事會或本公司普通決議的授權，非董事之股東無權查閱本公司之帳目、簿冊或文件。

132. 就與本公司之事務相關帳目的稽核，僅得依董事會隨時指定之方式及會計年度或依上市規範或其他中華民國法令之要求而為之。
133. 董事會應每年準備年度所得申報，記載開曼法令所要求之事項，並提交開曼群島公司註冊處。

稽核

134. 董事會得指定本公司之稽核員，稽核員之任期應直到董事會將其解任為止，董事會並得決定其薪酬。
135. 每一本公司稽核員應有權於任何時候查看本公司之帳目、簿冊和單據，並應有權要求本公司之董事和經理人提供必要之資訊和說明，以履行稽核員之職責。
136. 如董事會有要求，稽核員應於受委任後第一個股東常會對本公司提出報告，並於任職期間依董事會或股東會之要求隨時提出報告。

公積撥充資本

137. (A) 在符合開曼法令及中華民國法令下，本公司無虧損時，得以股東會A型特別決議：
- (a) 將準備金帳戶(包括股份溢價帳戶、資本買回準備金、損益帳戶及受領贈與之所得)撥充資本；
 - (b) 就經決議撥充資本之金額，按個別股東之持股比例撥出，並以該撥出之金額充作個別股東以股份或債券的面額認購本公司尚未發行股份或債券之對價，再視為已繳足款項之股份或債券或一部份股份、一部份債券交付予股東（或股東指定之人）；
 - (c) 進行其認為妥適之安排，解決於公積撥充資本時所產生之困難，特別是(但不限於)當股份或債券得為不足一單位之分派，董事會得以其認為妥適之方式處理該等不足一單位之部分；
 - (d) 授權一人（代表所有相關股東）與本公司簽署契約，就因公積撥充資本有權受領已繳足款項股份或債券股東之各別分派為約定，依此授權作成之契約對所有該等股東有效並有拘束力；及
 - (e) 從事使該決議有效所通常必要之所有行為和事項。
- (B) 如已出席股東之股份總數不足做成前述(A)之決議所需定額者，本公司得以股東會之B型特別決議完成上述事項。
- (C) 除依開曼法令、中華民國法令和本章程另有規定外，本公司之準備金帳戶非用於填補公司虧損，不得使用之。

公開收購

138. 依中華民國上市規範，董事會於本公司或公司之訴訟及非訟代理人，接獲公開收購申報書副本及相關書件後 7 日內，應對建議股東接受或反對本次收購做成決議，並公告下列事項：
- (a) 董事及持有公司已發行股份超過10%之股東自己或以他人名義，所持有之股份種類和數量；
 - (b) 就本次收購對股東之建議，並應載明棄權或持反對意見之董事姓名及其所持理由；
 - (c) 公司財務狀況於最近期財務報告提出後，有無重大變化及其變化內容；
 - (d) 董事及持有公司已發行股份超過10%之股東自己或以他人名義，持有公開收購人或其關係企業之股份種類、數量及其金額。

股份溢價帳目

139. 董事會應依據開曼法令規定，設置一個股份溢價帳目，並將任何已繳足股款股票之溢價金額記入於該帳目上。
140. 買回股份時，股份的面額與買回價格間之差額應自股份溢價帳目中扣除，但董事會有裁量權將該差額以本公司的盈餘支付補足，或若在開曼法律允許之範圍內，得以公司的資本支付。
141. 本公司應遵守開曼法令關於股份溢價帳目、股份溢價和資本買回準備金之規定。

清算

142. 在符合開曼法令下，如本公司應進入清算程序，且可供股東分配之財產不足以清償全部股份資本時，該資產應予以分配，以使股東得依其持股比例承擔損失。如在清算過程中，可供股東分配之財產，足以清償清算開始時之全部股份資本，於清償後就超過之部分，應按清算開始時股東所持股份之比例，在股東間進行分配。本條規定不損及依特殊條款和條件發行的股份持有者之權利。
143. 在符合開曼法令下，本公司清算時如經公司股東會特別決議同意且取得依開曼法令應獲得之許可，並已符合上市規範的要求，清算人得依股東所持股份比例，將公司全部或部分之財產（無論是否為同樣性質的資產）分配予股東，並依其認為合理之方式對任何應進行分配之財產進行估價，並決定如何在股東或不同類股股東之間進行分配。於取得同前述決議、同意及許可且清算人認為適當時，清算人得為股東之利益，將此等財產之全部或一部交付信託，惟不應迫使股東接受負有債務之任何財產。
144. 自清算完成之日起10年，本公司應保存所有帳戶之報表、紀錄和文件，保管人應由清算人或本公司普通決議指定之。

通知

145. 在符合開曼法令下，除本章程另有規定者外，任何通知或文件，得由本公司或有權之人，以當面送交、傳真、預付郵資郵件或經認可的預付費用快遞服務等方式，對股東送達於股東名簿所登載之地址，或依一切相關法令許可之方式，公告於公開資訊觀測站或公司網站，或以電子方式傳送至股東曾以書面確認得作為送達之電子郵件帳號或地址。對共同持股股東之送達，應送達於股東名簿所記載該股份之代表股東，且對該代表股東之送達，視為對全體共同持股股東之送達。
146. 任何股東已親自或委託他人出席本公司之任何股東會者，應被視為已收到該股東會適當的開會通知。
147. 任何通知或文件，如依下列方式
- (a) 以郵遞或快遞者，應於郵寄或交付遞送人員時起5日後，發生送達效力；
 - (b) 以傳真者，應於傳真機器報告確認已傳真全部資料予收件人號碼時，發生送達效力；
 - (c) 利用經認可之快遞服務者，應於交付快遞服務人員48小時後，發生送達效力；或
 - (d) 以電子郵件者，應在符合開曼法令下，於傳送電子郵件時，發生送達效力。
- 證明以郵遞或快遞服務送達者，以證明裝載通知或文件之信件已適當記載送達地址並交付郵遞或快遞服務人員為已足。

148. 在符合本章程規定下，任何通知或文件，已送交、郵寄或寄存股東於股東名簿登記地址者，不論該股東是否死亡或破產，不論本公司是否已被通知其死亡或破產，應被視為已合法送達於該單獨或共同持股之股東，除非其姓名於送達通知或文件時，已從股東名簿移除而不再是股份持有人；對股東於股東名簿登記地址所為之送達，應被視為對所有利害關係人(不論是共同持股人或透過該股東或依該股東之權利而有請求權者)之充分的通知或文件送達。

149. 每項本公司股東會通知應送達：

(a) 所有在基準日有權收受通知且已提供送達地址之股東；及

(b) 每一因某股東(如未死亡或破產即有資格收受股東會通知之股東)的死亡或破產而就該股份取得權利，且已通知本公司並提供符合本公司要求之支持文件之人。

其他人無權收到股東會通知。

章程及組織章程大綱之修改

150. 在符合開曼法令、中華民國法令和本章程(包括但不限於第13條和第14條)下，本公司得隨時依股東會特別決議修改組織章程大綱或本章程之全部或一部，或變更本公司名稱。

設立費用

151. 為設立本公司之事前準備和組織費用應由本公司支付，並得依董事會所決定之方式、期間和比例進行攤提；該等已支付之金額應自本公司帳目內之收入和/或資本中扣除。

本公司註冊營業所

152. 本公司註冊營業所，應由董事會指定設於開曼群島之地點。除本公司註冊營業所外，經董事會決定，本公司得在開曼群島或其他地方設置辦公室。

資訊

153. 董事會應將本章程及歷屆股東會議事錄、財務報表、股東名簿及公司債存根簿備置於中華民國境內之股務代理機構，股東得檢具利害關係證明文件並指定範圍，隨時請求查閱或抄錄之。

154. 在不侵害本章程規定之權利下，股東應無權要求查閱有關本公司交易細節之任何資訊，或其他本質上係或可能係與本公司業務行為有關之商業機密或機密程序之資訊，且依董事會之意見公開該資訊予大眾並不符合本公司股東權益。

155. 董事會應有權提供或揭露其所持有、保管或控管之本公司或其與股東間事務之資訊予主管機關或司法機關，包括但不限於股東名簿和本公司轉讓簿記。

賠償

156. 本公司以其資產和資金，對每一董事(依本條目的，包括依本章程規定委任之代理董事)或執行董事、每一稽核員、每一公司秘書長和其他本公司經理人(「**受賠償者**」)，就下列事項提供補償保障並擔保其不受損害：因其從事公司的業務或事務(包括錯誤之判斷)，或因其執行或履行其職責、權力、權限或裁量權(但不包括受賠償者之無誠信、故意不履行職務或詐欺行為)，而導致之所有行動、程序、費用、收費、開銷、損失、傷害或法律責任，在不影響上述下，包括其在開曼群島或其他地方之法庭，因辯護任何有關本公司或其事務之民事法律程序中，所蒙受的任何費用、開銷、損失或賠償責任(不問其成敗)。

157. 除非該等責任係導因於受賠償者之無誠信、故意不履行職務或詐欺外，受賠償者無須對本公司負責。

無須承認信託

158. 除本條但書另有規定外，本公司無須承認他人因信託而持有任何股份，僅股東名簿登記持股人享有對股份絕對的權利，且除本章程另有規定或法律要求承認外，本公司無義務承認且不受任何方式強迫承認（即便被通知）於股份或有關之任何衡平法上、附隨的、未來或部分的利益，或其他任何關於股份之權利；但本公司得由董事會依其裁量承認該等利益。

會計年度

159. 除董事會另有決議外，本公司會計年度自每年的1月1日起至12月31日止。

依存續事實之註冊

160. 本公司得依特別決議，以其在開曼群島以外之地區存續，或在其他地區登記設立、註冊或存在之事實，進行註冊。為執行根據本條而通過的決議，董事會得向開曼群島公司註冊處，申請撤銷本公司在開曼群島之註冊，或就其在其他地區登記設立、註冊或存在的事實之註冊；並得進一步採取其認為適當的所有步驟，使轉換為依本公司存續事實之註冊生效。

訴訟及非訟代理人

161. 本公司應在中華民國境內指定其依適用之上市規範之訴訟及非訴訟代理人，並以之為適用之上市規範在中華民國境內之負責人。此代理人應在中華民國境內有住所或居所。

THE COMPANIES ACT (As amended)
COMPANY LIMITED BY SHARES
AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION
OF
PAIHO SHIH HOLDINGS CORPORATION
百和興業股份有限公司
(As adopted by Special Resolutions dated 18th June, 2024)

1. The name of the Company is PAIHO SHIH HOLDINGS CORPORATION
百和興業股份有限公司.
2. The Registered Office shall be at the offices of Portcullis (Cayman) Ltd, The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands.
3. Subject to the following provisions of this Memorandum, the objects for which the Company is established are unrestricted.
4. Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of The Companies Act (as amended).
5. Nothing in Memorandum shall permit the Company to carry on a business for which a licence is required under the laws of the Cayman Islands unless duly licensed.
6. If the Company is exempted, it shall not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this clause shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.
7. The liability of each member is limited to the amount from time to time unpaid on such member's shares.
8. The share capital of the Company is Five Billion New Taiwan Dollars (NT\$5,000,000,000) divided into 500,000,000 shares of a nominal or par value of Ten New Taiwan Dollars (NT\$10) each.

THE COMPANIES ACT (As amended)
COMPANY LIMITED BY SHARES
AMENDED AND RESTATED

**ARTICLES OF ASSOCIATION
OF
PAIHO SHIH HOLDINGS CORPORATION
百和興業股份有限公司**

(As adopted by Special Resolutions dated 18th June, 2024)

INTERPRETATION

1. The Regulations contained or incorporated in Table A of the First Schedule of the Companies Act of the Cayman Islands shall not apply to this Company.
2. (a) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires:
 - (i) **Affiliated Company** with respect to any company, any other company that directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, such first company;
 - (ii) **Applicable Listing Rules** the relevant laws, regulations, rules and code as amended, from time to time, applicable as a result of the original and continued trading or listing of any Shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of Securities and Exchange Act, the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area, or any similar statute and the rules and regulations of the R.O.C. authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission, the TPEx or Taipei Exchange or the Taiwan Stock Exchange;
 - (iii) **Articles** these Articles of Association of the Company in their present form, as amended or substituted from time to time amended or supplemented by Special Resolution;
 - (iv) **Auditors** the Auditors for the time being of the Company, if any;
 - (v) **Audit Committee** has the meaning set forth in Article 85;
 - (vi) **Audit Committee Members** members of the Audit Committee;
 - (vii) **Chairman** has the meaning given thereto in Article 77;
 - (viii) **Class or Classes** any class or classes of Shares as may from time to time be issued by the Company;
 - (ix) **Commission** Financial Supervisory Commission of the Executive Yuan of the R.O.C. or any other authority for the time being administering the Securities and Exchange Act of the R.O.C.;

(ix-a)	Communication Facilities	shall mean video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all Persons participating in a meeting are capable of seeing and hearing and be seen and heard by each other;
(x)	Company	PAIHO SHIH HOLDINGS HOLDINGS CORPORATION 百和興業股份有限公司;
(xi)	Directors or Board	The directors of the Company for the time being or, as the case may be, the directors assembled as a board or as a committee thereof;
(xii)	electronic	shall have the meaning given to it in the Electronic Transactions Law(as amended) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;
(xiii)	electronic communication	transmission to any number, address or internet website or other electronic delivery methods as may be decided and approved by not less than two-thirds of the vote of the Board, subject to the Law;
(xiv)	Emerging Market	the emerging market board of Taipei Exchange in the R.O.C.;
(xv)	"TPEX" or Taipei Exchange or GTSM	the Taipei Exchange in the R.O.C.;
(xvi)	Indemnified Person	has the meaning given thereto in Article 156;
(xvii)	Independent Director	a director who is an independent director as defined in the Applicable Listing Rules;
(xviii)	Law	The Companies Act (as amended) of the Cayman Islands and any amendment or other statutory modification thereof for the time being in force in the Cayman Islands and includes every other law incorporated therewith or substituted therefor, and where in these Articles any provision of the Law is referred to, the reference is to that provision as modified by any law for the time being in force;
(xix)	Member or Shareholders	a Person who is duly registered as the holder of any Share or Shares in the Register including persons who are jointly so registered, and “Members” or “Shareholders” means two (2) or more of them;
(xx)	Memorandum of Association	the memorandum of association of the Company, as amended or substituted from time to time;
(xxi)	Merger	a transaction or a series of related transaction whereby the business or assets of a company will be transferred to another company in lieu of the dissolution of the transferor company, provided that any Merger which falls within the definition of “merger and/or consolidation” under the Law shall be subject to the requirements of the Law only;

(xxii)	Month	a calendar month;
(xxiii)	MOPS	The Market Observation Post System maintained by TWSE & GTSM;
(xxiii-a)	Officer	means the officer as defined in the Applicable Listing Rules;
(xxiv)	Ordinary Resolution	a resolution passed by a simple majority of such Shareholders as, being entitled to do so, vote in person or, in the case of such shareholders which are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of the Company held in accordance with these Articles and where a poll is taken regard shall be had in computing a majority to the number of votes to which each Shareholder is entitled;
(xxv)	paid up	paid up as to the par value and any premium payable in respect of the issue of any Shares and includes credited as paid up;
(xxvi)	Person	any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;
(xxvii)	Preferred Shares	has the meaning given thereto in Article 4;
(xxvii-a)	“Realized Capital Reserve” and “Capital Reserve”	has the meaning given thereto in the Applicable Listing Rules ;
(xxviii)	Register or Register of Members	the principal register and any branch register of Members of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time, as required to be kept pursuant to the Law;
(xxix)	Registered Office	the registered office of the Company for the time being as required under the Law;
(xxx)	Registration Office	such place or places in the R.O.C. or elsewhere where the Board from time to time determine to keep a branch register of Shareholders of the Company in respect of that class of share capital and where (except in cases where the Board otherwise agrees) transfers of other documents of title for Shares are to be lodged for registration and are to be registered;
(xxxi)	Relevant Period	the period commencing from the date on which any of the securities of the Company first become listed on the GTSM or TWSE to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);
(xxxii)	R.O.C. or Taiwan	the Republic of China, its territories, its possessions and all areas subject to its jurisdiction;

(xxxiii)	R.O.C. Courts	the Taiwan Taipei District Court or any other competent courts in the R.O.C.;
(xxxiv)	R. O. C. Laws	the laws and regulations of the R.O.C., including without limitation to the Applicable Listing Rules;
(xxxv)	Seal	the common seal of the Company (if applicable) or any facsimile or official seal (if applicable) for the use outside of the Cayman Islands;
(xxxvi)	Secretary	any Person for the time being appointed by the Directors to perform any of the duties of the secretary of the Company and including any assistant, deputy, acting or temporary secretary;
(xxxvii)	Shares	a share in the capital of the Company. All references to “Shares” herein shall be deemed to be Shares of any or all Classes as the context may require. For the avoidance of doubt in these Articles the expression “Share” shall include a fraction of a Share;
(xxxvii-a)	Share Exchange	means the Company transfers all its issued shares to another company in exchange for the new shares issued to the Shareholders by that company;
(xxxviii)	Share Premium Account	the share premium account established in accordance with these Articles and the Law and the R.O.C. Laws;
(xxxix)	Shareholders’ Service Agent	The agent licensed by the R.O.C. authorities to provide certain shareholders services in accordance with the Applicable Listing Rules to the Company;
(xl)	signed	bearing a signature or representation of a signature affixed by mechanical means or an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a Person with the intent to sign the electronic communication;
(xli)	Special Resolution	means a special resolution of the Company passed in accordance with the Law, being a resolution passed by a majority of not less than two-thirds of such Shareholders as, being entitled to do so, vote in person or, in the case of such shareholders which are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of the Company of which notice, specifying the intention to propose the resolution as a Special Resolution, has been duly given and where a poll is taken regard shall be had in computing a majority to the number of votes to which each Shareholder is entitled; A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles;

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| (xlii) | Special Resolution Type A | a resolution passed by Shareholders, as being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting, such Shareholders holding at least a majority of the voting Shares held by all Shareholders attending that meeting, and such meeting attended by Shareholders holding not less than two-thirds of all issued Shares of the Company; |
| (xliii) | Special Resolution Type B | a resolution passed by Shareholders, as being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting, such Shareholders holding not less than two-thirds of the voting Shares held by all Shareholders attending that meeting, and such meeting attended by Shareholders holding at least a majority of all issued Shares of the Company; |
| (xliv) | Spin-off | 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; |
| (xlv) | Transfer Office | the place where the principal Register of Members is located; |
| (xlv-a) | Treasury Shares | means Shares that were previously issued but were purchased, redeemed or otherwise acquired by the Company and not cancelled; |
| (xlvi) | TWSE | the Taiwan Stock Exchange; |
| (xlvii) | Publicly offering new Shares in the R.O.C. | Under the R.O.C. Laws, when the Company increases its capital by issuing new Shares in the R.O.C., the Company shall allocate fixed ratio of the total amount of the new Shares for offering in the R.O.C. to the public. |
| (xlviii) | Virtual Meeting | shall mean any general meeting of the Members at which the Members (and any other permitted participants of such meeting) are solely permitted to attend and participate by means of Communication Facilities, or simultaneously permitted to attend and participate by means of Communication Facilities and in physical meeting. |
- (b) Unless the context otherwise requires, expressions defined in the Law and used herein shall have the meanings so defined.
- (c) In these Articles unless the context otherwise requires:
- (a) words importing the singular number shall include the plural number and vice-versa;
 - (b) words importing the masculine gender shall include the feminine and neuter genders;
 - (c) a notice provided for herein shall be in writing unless otherwise specified and all reference herein to “in writing” and “written” shall include printing, lithography, photography and other modes of representing or reproducing words in permanent visible form; and

- (d) “may” shall be construed as permissive and “shall” shall be construed as imperative.
 - (d) Heading used herein are intended for convenience only and shall not affect the construction of these Articles.
 - (e) Section 8 of the Electronic Transactions Law shall not apply.
- 2A. In the course of conducting its business, the Company shall comply with the Applicable Listing Rules and business ethics, and the Company may take corporate actions to promote public interest in order to fulfill its social responsibilities.
- SHARES**
3. Subject to these Articles, the Directors may, in respect of all Shares for the time being unissued:
- (a) offer, issue, allot and dispose of such Shares to such Persons, in such manner, on such terms and having such rights and being subject to such restrictions as they may from time to time determine, but so that no Share shall be issued at a discount, except in accordance with the provisions of the Law; and
 - (b) grant options with respect to such Shares and issue warrants or similar instruments with respect thereto, in accordance with the provisions of the Law; and, for such purposes, the Directors may reserve an appropriate number of Shares for the time being unissued.
4. The Company may issue Shares of different classes 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.
5. Prior to the issuance of any Preferred Shares approved pursuant to the preceding Article 4, these Articles shall be amended to set forth the rights and obligations of the Preferred Shares, including but not limited to the following terms, and the same shall apply to any variation of rights of Preferred Shares:
- (a) total number of Preferred Shares been authorised to be issued and the numbers of the Preferred Shares already issued;
 - (b) order, fixed amount or fixed ratio of allocation of dividends and bonus on Preferred Shares;
 - (c) order, fixed amount or fixed ratio of allocation of surplus assets of the Company;
 - (d) order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of holders of Preferred Shares;
 - (e) other matters concerning rights and obligations incidental to Preferred Shares; and
 - (f) the method by which the Company is authorised or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply.
6. The issue of new ordinary 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.

7. The Company shall not issue any unpaid Shares or partial paid-up Shares. The Company shall not issue Shares in bearer form. If any subscriber delays payment for Shares to be issued, the Company shall notice such subscribers the designated payment term, no less than one month, and declaring that the failure to pay within the designated payment term will lead to the forfeiture of their right to subscribe the Shares. Where any subscriber fails to pay up within the designated payment term as mentioned above, the Company shall request others to subscribe the Shares.
8. (A) Upon each issuance of new Shares, the Directors may reserve not more than fifteen percent (15%) of the new Shares for subscription by the employees of the Company who are determined by the Board in its reasonable discretion.
(B) Subject to the R.O.C. Laws, the Company may restrain the Shares subscribed by its employees under previous paragraph from being transferred or assigned to others within a specific period of time which shall in no case be longer than two years.
9. For publicly offering new Shares in the R.O.C., unless otherwise resolved by the Shareholders in general meeting by Ordinary Resolution, if at anytime the Board resolves to issue any new Share under Article 6, the Company shall, after reserving the portion of Shares for subscription by its employees and for public offering in the R.O.C. pursuant to Article 8 and the applicable R.O.C. Laws respectively, first offer such remaining new Shares by a public announcement according to the Applicable Listing Rules, and a written notice to each then Shareholder for their subscriptions in proportion to the number of Shares held by them respectively. The Company shall state in such written notice that if any Shareholder fails to confirm his subscription within the assigned deadline, his right shall be forfeited. Where a fractional percentage of the original Shares being held by a Shareholder is insufficient to subscribe for one new Share, the fractional percentages of the original Shares being held by several Shareholders may be combined for joint subscription of one or more integral new Shares or for subscription of new Shares in the name of a single Shareholder. New Shares left unsubscribed by then Shareholders may be open for public issuance or for subscription by specific Person or Persons through negotiation pursuant to the Applicable Listing Rules.
10. The Shareholders' pre-emptive right prescribed under the preceding Article 9 shall not apply in the event that new Shares are issued due to the following reasons or for the following purpose:
 - (a) in connection with a Merger with another company, or the Spin-off of the Company, or pursuant to any reorganization of the Company;
 - (b) in connection with meeting the Company's obligation under Share subscription warrants and/or options granted to the employees;
 - (c) in connection with meeting the Company's obligation under corporate bonds which are convertible bonds or vested with rights to acquire Shares;
 - (d) in connection with meeting the Company's obligation under Share subscription warrant or Preferred Shares vested with rights to acquire Shares;
 - (e) in connection with carrying out private placement of the Company's Shares;
 - (f) in connection with the issuance of employees restricted Shares; or
 - (g) any other exemptions provided under the R.O.C. Laws.

11. For publicly offering new Shares in the R.O.C., the Company shall allocate ten percent (10%) of the total amount of the new Shares to be issued, for offering in the R.O.C. to the public unless it is not necessary or appropriate, according to the Applicable Listing Rules, for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned ten percent (10%) is resolved by an Ordinary Resolution to be offered, the percentage determined by such resolution shall prevail.
- 11A. Where a Shareholder holds Shares on behalf of other Persons, such Shareholder may vote each Share separately. The qualifications, scope, methods of exercise, operating procedures and other matters with respect to exercising such voting power shall be compliant with R.O.C. Laws.
- 11B. In the event a Director pledges more than half of the Shares held by such Director at the time he/she/it is elected (the Shares in excess of half of the Shares held by the Director at the time he/she/it is elected shall herein be referred to as "Excess Pledged Shares"), such Director shall not exercise voting power over the Excess Pledged Shares, and the Excess Pledged Shares shall not be counted towards the quorum of the general meeting.
12. (A) Except as specified under subsection (C) hereunder, the Company may, upon resolution by a majority votes at a meeting of the Board attended by two-thirds or more of the Directors, adopt one or more employee incentive programmes pursuant to which Shares, options, warrants, or other similar instruments to acquire Shares may be granted to employees of the Company and/or any of its Affiliated Companies to subscribe for Shares to the extent as permitted by the R.O.C. Laws.
- (B) The warrants to acquire Shares granted to any employee under any employee incentive programmes pursuant to the subsection (A) above shall be non-transferable except by inheritance to the heirs of the employees. Subject to the R.O.C. Laws, the Company may restrain the Shares or instruments to acquire Shares subscribed by its employees except warrants under the previous paragraph from being transferred or assigned to others within a specific period of time which shall in no case be longer than two years.
- (C) The Company may issue restricted shares pursuant to a Special Resolution Type A. Where the quorum for Special Resolution Type A is not met, the Restricted Shares may be issued pursuant to a Special Resolution Type B. The issuance size, issuance price, and issuance terms shall be in accordance with the R.O.C. Laws.
- (D) After reserving a sufficient amount out of the net income to set off the accumulated losses at the end of year (if any), the Company may allocate no less than one thousandth (0.1%) of the income before tax, employee bonuses under this Article 12(D) and director bonuses under Article 80(C), to pay to the employees of the Company and its subsidiaries, either in the form of Shares newly issued for such purpose or in cash, upon resolution by a majority votes at a meeting of the Directors attended by two-thirds or more of the Directors. Such resolution shall be reported to the Shareholders at a general meeting. If the Directors resolves to have the profit distributed by Shares to any employee of the Company or its subsidiaries in accordance with this Article 12(D) , the Directors may resolve to issue new Shares at the same meeting of the Directors.

MODIFICATION OF RIGHTS

13. If at any time the share capital of the Company is divided into different Classes, all or any of the special rights attached to any such Class (unless otherwise provided by the terms of issue of the Shares of that Class) may only be materially adversely varied or abrogated with the sanction of a resolution passed at a separate meeting of the holders of the Shares of such Class by holders of not less than seventy-five percent (75%) of the issued Shares of that Class as may be present in person or by proxy at a separate general meeting of the holders of the Shares of such Class, but not otherwise. To every such separate meeting, all the provisions of these Articles relating to general meetings of the Company or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be one or more Persons at least holding or representing by proxy one-half in nominal or par value amount of the issued Shares of the relevant Class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those Shareholders who are present shall form a quorum) and that, subject to the terms of issue of the Shares of that Class, every Shareholder of the Class shall on a poll have one vote for each Share of the Class held by him.
14. The rights conferred upon the holders of the Shares of any Class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that Class, be deemed to be materially adversely varied or abrogated by, *inter alia*, the creation, allotment or issue of further Shares ranking *pari passu* with or subsequent to them, the redemption of Shares of any Class by the Company.

REGISTERS

15. The Board shall cause to be kept the Register and there shall be entered therein the particulars required under the Law.
16. Subject to the provisions of the Law, if the Board considers it necessary or appropriate, the Company may establish and maintain a principal or branch register of Shareholders at such location as the Board thinks fit and, during the period of publicly offering new Shares in the R.O.C. , the Company shall keep its branch register of Shareholders in the R.O.C.

CERTIFICATE

17. (a) Subject to the provisions of the Law, during the period of publicly offering new Shares in the R.O.C., the Company shall issue Shares without printing share certificates for the Shares issued, and details regarding such issue of Shares shall be recorded by the Taiwan Depository & Clearing Corporation in accordance with the Applicable Listing Rules.
- (b) A Member shall only be entitled to a share certificate if the Directors resolve that share certificates shall be issued. Share certificates, if any, shall be in such form as the Directors may determine. Share certificates shall be signed by one or more Directors authorised by the Board.
- (c) If a share certificate is defaced, worn out, lost or destroyed, it may be replaced on such terms and conditions, if any, evidence and indemnity, as the Board thinks fit and where it is defaced or worn out, after delivery up of the old share certificate to the Company for cancellation.

TRANSFER AND TRANSMISSION OF SHARES

18. Subject to the Law and the R.O.C. Laws, Shares issued by the Company shall be freely transferable, provided that any Shares reserved for issuance to the employees of the Company may be subject to transfer restrictions for a period of not more than two (2) years, or such other period as the Directors may determine in their discretion.

19. (A) Subject to these Articles, any Members may transfer all or any Shares by an instrument of transfer. The instrument of transfer of any Share shall be in writing in any usual or common form or such other form as the Directors may, in their absolute discretion, approve and be executed by or on behalf of the transferor and if so required by the Directors, shall also be executed by or on behalf of the transferee and shall be accompanied by the certificate (if any) of the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain a Shareholder until the name of the transferee is entered in the Register in respect of the relevant Shares. Subject to Law and Applicable Listing Rules, transfers may be made by way of book entry by the securities depository. The Register maintained by the Company in respect of the Shares which are registered in the Emerging Market or listed in the "TPEX" or Taipei Exchange or the TSE may be kept by recording the particulars required under Applicable Listing Rules in a form otherwise than legible provided such recording otherwise complies with Applicable Listing Rules. To the extent the Register is kept in a form otherwise than legible it must be capable of being reproduced in a legible form.
- (B) Subject to the requirements of applicable laws of the Cayman Islands, transfer of uncertificated Shares which are traded on the Emerging Market or the "TPEX" or Taipei Exchange or TWSE may be effected by any method of transferring or dealing in securities introduced by TWSE or operated in accordance with the Applicable Listing Rules as appropriate and which have been approved by the Board for such purpose.
- (C) Notwithstanding Article 19(A) above, the Board may, subject to the applicable laws of the Cayman Islands and if so permitted, allow Shares held in uncertificated form to be transferred without an instrument of transfer by means of a relevant system, including that of the Taiwan Depository & Clearing Corporation.
20. Subject to Article 19(C), the Board may decline to register any transfer of any Share unless:
- (a) the instrument of transfer is lodged with the Company, accompanied by the certificate (if any) for the Shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;
 - (b) the instrument of transfer is in respect of only one Class of Shares;
 - (c) the Shares concerned are free of any lien in favour of the Company;
 - (d) the instrument of transfer is properly stamped, if required; and
 - (e) in the case of a transfer to joint holders, the number of joint holders to whom the Share is to be transferred does not exceed four (4).
21. The registration of transfers may be suspended when the Register is closed in accordance with Article 37.
22. All instruments of transfer that are registered shall be retained by the Company, but any instrument of transfer that the Directors decline to register shall (except in any case of fraud) be returned to the Person depositing the same.
23. The Board may, in its absolute discretion at any time and from time to time, remove any Share on the principal register to any branch register or any Share on any branch register to the principal register or any other branch register.

24. Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time stipulate, and which agreement it shall, without giving any reason therefore, be entitled in its absolute discretion to give or withhold) no Shares on the principal register shall be removed to any branch register nor shall Shares on any branch register be removed to the principal register or any other branch register and all removals and other documents of title relating to or affecting the title to any share or other securities of the Company shall be lodged for registration, and be registered, in the case of any Shares on a branch register, at the relevant Registration Office, and, in the case of any Shares on the principal register, at the Transfer Office.
25. Notwithstanding anything contained in these Articles, the Company shall as soon as practicable and on a regular basis record in the principal register all removals of Shares effected on any branch register and shall at all times maintain the principal register and all branch registers in all respects in accordance with the Companies Act.
26. In the case of the death of a Shareholder, the survivor, and the legal personal representative of a deceased where he was the sole or only surviving holder of a Share, shall be the only Persons recognised by the Company as having any title to the Share. In case of a Share registered in the names of two (2) or more holders, the survivors or survivor, or the legal personal representatives of the deceased survivor where he was the sole or only surviving holder of a Share, shall be the only Persons recognised by the Company as having any title to the Share.
27. Any Person becoming entitled to a Share in consequence of the death or bankruptcy or winding-up of a Shareholder shall upon such evidence being produced as may from time to time be properly required by the Board, and subject as hereinafter provided, have the right either to be registered as a Shareholder in respect of the Share or, instead of being registered himself, to make such transfer of the Share as the deceased or bankrupt Person could have made; but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by the deceased or bankrupt Person before the death or bankruptcy.
28. A Person becoming entitled to a Share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

ALTERATION OF SHARE CAPITAL

29. The Company may from time to time by Ordinary Resolution:
- (a) increase the share capital by such sum, to be divided into new Shares of such Classes of such par value, as the resolution shall prescribe;
 - (b) consolidate and divide all or any of its share capital into Shares of a larger par value than its existing Shares;
 - (c) subdivide its existing Shares, or any of them, into Shares of a smaller par value than is fixed by the Memorandum of Association;
 - (d) cancel any Shares that, at the date of the passing of the resolution, have not been taken or agreed to be taken by any Person and diminish the amount of its share capital by the amount of the Shares so cancelled; and
 - (e) if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as they fall due.

30. The Company may by Special Resolution:
- (a) together with the approval of the Board, issue any Preferred Shares in accordance with Article 4 and 5;
 - (b) change its name;
 - (c) change the currency denomination of its share capital;
 - (d) subject to the Law, reduce its share capital, or any capital redemption reserve in any manner authorised by Law;
 - (e) resolves that it be wound up voluntarily for reasons other than the reason stated in Article 29(e) above; and
 - (f) alter or amend the Memorandum of Association or these Articles in accordance with Article 150.
31. (A) The Company may by a Special Resolution Type A:
- (a) enter into, amend, or terminate any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;
 - (b) transfer the whole or any material part of its business or assets;
 - (c) take over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company;
 - (d) distribute part or all of its dividends or bonus by way of issuance of new shares;
 - (e) effect any acquisition, Share Exchange, Merger or Spin-off in accordance with the R.O.C. Laws;
 - (f) apply for the termination of the public offering; and
 - (g) issue employees restricted Shares.
- (B) Alternatively, if the total number of Shares represented by the Shareholders present at such general meeting is not sufficient to meet the quorum criteria specified for passing of a Special Resolution Type A, the Company may effect the above matters by a Special Resolution Type B.
- (C) Notwithstanding, in the event that the Company becomes delisted from TWSE or GTSM as a result of dissolution through Merger, general transfer of its business or assets, undertaking of Share Exchange, or Spin-off where the surviving, existing or newly incorporated company, or transferee company is not a listed company on TWSE or GTSM, such event shall be approved by Shareholders representing not less than two-thirds of the total number of issued Shares.

32. (A) In the event any of the resolutions with respect to the paragraph (a), (b), or (c) of the preceding Article 31(A) is adopted by general meeting in accordance with the provisions of these Articles, any Shareholder who has notified the Company in writing of his objection to such proposal prior to such meeting and subsequently raised his objection at the meeting, may request the Company to redeem all of his Shares at the then prevailing fair price by stating the request price in written notice within 20 days since the resolution of the general meeting; provided, however, that no Shareholder shall have the abovementioned appraisal right if the general meeting resolves on the dissolution of the Company after the completion of transfer of business or assets under the paragraph (b) of Article 31(A). In the event the Company and the aforesaid Shareholder reach an agreement of the price to buy back, the Company shall pay the payment within 90 days since the resolution of the general meeting. If no agreement is reached, the Company shall pay the payment recognized by the Company as a fair price to those Shareholders who do not reach agreement of the price with the Company within 90 days since the resolution of the general meeting. The Company will be deemed to agree the price request by the Shareholder if the Company fails to pay the payment within 90 days since the resolution of the general meeting.
- (B) In the event that any part of the Company's business is spun off or involved in any acquisition, Share Exchange, Merger with any other company, the Shareholder, who has forfeited his right to vote or voted against on such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the general meeting, may request the Company to buy back all of his Shares at the then prevailing fair price. In the further event that the Company and the aforesaid Shareholder reach an agreement of the price to buy back, the Company shall pay the payment within 90 days since the resolution of the general meeting. If no agreement is reached, the Company shall pay the payment recognized by the Company as a fair price to those Shareholders who do not reach agreement of the price with the Company within 90 days since the resolution of the general meeting. The Company will be deemed to agree the price request by the Shareholder if the Company fails to pay within 90 days since the resolution of the general meeting. If no agreement is reached within 60 days since the resolution of the general meeting, the Company shall plead the court for a ruling on the price against all the Shareholders who do not reach an agreement of the price with the Company as the opposite parties within 30 days from such the period. The pleading may be governed by Taiwan Taipei District Court for the first instance.
- (C) Shares for which voting right has been waived by Shareholder with respect to resolutions prescribed in the preceding paragraph shall not be counted in the number of votes of Shareholders present at the general meeting.
- 32A. The Company may carry out private placement of its Shares with the following Persons upon adoption of a Special Resolution:
- (a) Banks, bills finance enterprises, trust enterprises, insurance enterprises, securities enterprises, or other legal persons or institutions approved by the competent authority;
 - (b) Persons meeting the conditions prescribed by the competent authority.
 - (c) Directors and Officers of the Company or its Affiliated Companies.

REDEMPTION AND REPURCHASE OF SHARES

33. **REDEMPTION OF SHARES** - Subject to the Law, the R.O.C. Laws and these Articles, the Company may issue Shares on terms that they are to be redeemed or are liable to be redeemed upon the happening of a specified event or upon a given date and either at the option of the Company or the Shareholder on such terms and in such manner as the Company may by Special Resolution, before the issue of such Shares, determine.
34. (A) **REPURCHASE OF SHARES** - Subject to the Law, the R.O.C. Laws and these Articles, and upon the approval of a majority of the Directors present at a Board meeting attended by two-thirds or more of Directors, the Company may repurchase its own Shares from the centralized securities exchange market of TWSE. The number of Shares so repurchased shall not exceed 10 percent of the total number of issued Shares of the Company and the total price thereof shall not exceed the sum of Retained Earnings plus the amount of the Share Premium Account plus the amount of the Realized Capital Reserve. The resolution and the implementation thereof, as well as the explanation for not purchasing the shares for any reason, shall be reported in the most recent general meeting.
- (B) Except as otherwise provided for in Law, R.O.C. Laws and these Articles, the Company shall, by an Ordinary Resolution, reduce its capital by repurchasing and cancelling its Shares. The number of Shares to be repurchased and cancelled shall be pro rata among the Shareholders in proportion to the number of Shares held by each such Shareholder.
- (C) The amount payable to the Shareholders in connection with a repurchase of Shares may be paid in cash or in kind (i.e., non-cash). The assets to be delivered in connection with a repurchase of Shares and the value of such assets shall be approved by an Ordinary Resolution at a general meeting and shall be subject to consent by the Shareholder receiving such assets.
- (D) Prior to such general meeting, the Board shall have the value of assets to be delivered in connection with the repurchase of Shares and the value thereof (as described in the preceding paragraph) be audited and certified by a Certified Public Accountant admitted to practice in the Republic of China and shall provide the Shareholders with such audit of the valuation prior to such general meeting.
35. The redemption or repurchase of any Share shall not be deemed to give rise to the redemption or repurchase of any other Share.
36. Subject to the Law and the R.O.C. Laws, payment in respect of the redemption or repurchase of its own Shares shall be made in a manner authorised by the applicable laws (including the R.O.C. Laws), including out of its profits or the proceeds of a fresh issue of Shares. The Directors may when making payments in respect of redemption or repurchase of Shares, if authorised by the terms of issue of the Shares being redeemed or repurchased with the agreement of the holder of such Shares, make such payment either in cash or in specie.
- 36A. The Shares repurchased by the Company pursuant to the preceding Article 34(A) shall not be treated as cancelled and shall be classified as Treasury Shares. The Shares shall be transferred or cancelled in accordance with the Applicable Listing Rules.
- 36B. (A) To transfer Treasury Shares to employees at less than the average actual repurchase price, the Company shall by a Special Resolution Type B of the most recent general meeting, and shall have listed the following matters in the notice for that general meeting (the Company may not raise the matter by ad hoc motions):
- (a) The exercise price of the Treasury Shares, the price discount percentage, the basis of price calculations, and the reasonableness thereof.

- (b) The number of Treasury Shares to be transferred, the purpose, and the reasonableness thereof.
 - (c) Qualification requirements for employees subscribing to Shares, and the number of Shares they are allowed to subscribe for.
 - (d) The effect to shareholders' equity:
 - (1) The explanation regarding the amount charged to the Company's expense as a result of the transfer of Treasury Shares, and the dilution effect to the Company's earnings per share.
 - (2) The explanation regarding the financial burden incurred by the Company by transferring Treasury Shares to employees at less than the average actual repurchase price.
 - (B) (Deleted.)
 - (C) The aggregate number of the Treasury Shares previously approved by the Company's general meetings and transferred to the Company's employees may not exceed 5 percent of the total issued Shares of the Company, and the aggregate number of Treasury Shares subscribed by any single employee of the Company may not exceed 0.5 percent of the total issued Shares of the Company.
- 36C. The transfer of Treasury Shares by the Company to employees in accordance with Law and Applicable Listing Rules may be subject to transfer restriction for a period of not more than two years.

CLOSING REGISTER OR FIXING RECORD DATE

37. For the purpose of determining those Members that are entitled to receive notice of, attend or vote at any meeting of Members or any adjournment thereof, or those Members that are entitled to receive payment of any dividend, or in order to make a determination as to who is a Member for any other purpose, the Directors may provide that the Register shall be closed for transfers for a stated period. During the period of publicly offering new Shares in the R.O.C., the Register shall be closed at least for a period of sixty (60) days, thirty (30) days and five (5) days immediately before the date of each annual general meeting, each extraordinary general meeting and the record date for a dividend distribution, respectively.
38. Apart from closing the Register, the Directors may fix in advance a date as the record date for any such determination of those Members that are entitled to receive notice of, attend or vote at a meeting of the Members and for the purpose of determining those Members that are entitled to receive payment of any dividend. In the event the Directors designate a record date in accordance with this Article 38, such record date shall be a date prior to the general meeting and the Directors shall immediately make a public announcement on the website designated by the Commission and the "TPEX" or Taipei Exchange or TWSE pursuant to the Applicable Listing Rules.

GENERAL MEETINGS

39. All general meetings other than annual general meetings shall be called extraordinary general meetings.
40. (A) The Board may, whenever they think fit, convene a general meeting of the Company; provided that the Company shall in each year hold a general meeting as its annual general meeting within six (6) months after close of each financial year and shall specify the meeting as such in the notices calling it.
- (B) Subject to the Law and these Articles, the Board may establish the rules and procedures of shareholders' meeting of the Company in accordance with the R.O.C. laws, which shall be put into force upon approval by way of an Ordinary Resolution.

41. (A) At these meetings the report of the Directors (if any) shall be presented. Subject to Article 41(B), during the period of publicly offering new Shares in the R.O.C., all physically general meetings shall be held in the R.O.C. For so long as the Shares are registered in the Emerging Market or listed on the "TPEX" or Taipei Exchange or TWSE, if the Board resolves to hold a physically general meeting outside the R.O.C., the Company shall apply for the approval of the "TPEX" or Taipei Exchange (or the TWSE, if applicable) thereof within two (2) days after the Board adopts such resolution. Where a general meeting is to be held outside the R.O.C., the Company shall engage a duly licensed stock service agent within R.O.C. to handle the administration of shareholder services of such general meeting (such as voting).
- (B) General meetings may be held by Virtual Meeting or other methods promulgated by the competent authority for the company law in R.O.C. pursuant to the Applicable Listing Rules. In case where any general meeting at which Communication Facilities are permitted in accordance with these Articles, including any Virtual Meeting, any shareholder who attending and participating by means of use of such Communication Facilities in such a meeting shall be deemed to have attended such meeting in person. The qualifications, scope, methods of exercise, operating procedures and other matters with respect to General meetings held by Virtual Meeting shall be compliant with R.O.C. Laws.
42. (A) During the period of publicly offering new Shares in the R.O.C., any Shareholder or Shareholders entitled to attend general meetings of the Company holding at least three percent (3%) of the paid up share capital of the Company for a period of one year or a longer time as of the date of deposit of the requisition may, by depositing the requisition notice at the Registration Office or the Shareholders Service Agent specifying the objects of the meeting, request the Board to convene an extraordinary general meeting. If the Board does not give notice to Shareholders to convene such meeting within fifteen (15) days after the date of the requisition notice, the requisitionists themselves may convene the general meeting in the same manner.
- (B) Any one or more Members holding in aggregate more than half of the total number of the issued Shares of the Company as at the relevant book close period, for at least three (3) consecutive months may convene an extraordinary general meeting.

NOTICE OF GENERAL MEETING

43. (A) At least thirty (30) and fifteen (15) days' notices in writing shall be given in manner hereinafter provided, or in such other manner (if any) as may be prescribed by the Company in general meetings, and shall be given to such persons as are entitled to vote or may otherwise be entitled under these Articles of the Company to receive such notices from the Company for any annual and extraordinary general meetings, respectively; provided that, in the case of a shareholder holding less than one thousand (1,000) registered Shares, the aforesaid notices may be given by posting on the MOPS. The notice for a general meeting may be given by means of electronic communication if the Company obtains prior consent from the Shareholders or as permitted by the Law and R.O.C. Laws.

- (B) A notice of general meeting shall specify the place, date and time of the meeting and the reasons for which the meeting held as necessary. Where the meeting is to be held through Communication Facilities, the notice of meeting shall further include (a) instructions on how shareholders can attend the meeting and exercise their rights, (b) countermeasures against Communication Facilities failures caused by force majeure events, (c) the date of the postponed or adjourned meeting in case that the meeting is required to be postponed or adjourned, and (d) appropriate alternative measures for shareholders who have difficulties attending the meeting via Communication Facilities.
 - (C) The Company shall publish all related information including the written notice for convening the general meetings, the proxy form, all proposals to be approved and discussed at the meetings, proposals to elect or discharge Directors and all other reasons and explanations for proposals to be discussed at the meetings at least 30 or 15 days prior to any annual or extraordinary general meetings, respectively.
44. (A) The following matters shall be specified in the notice of a general meeting with the description of their material content, and shall not be proposed as ad hoc motions. The aforementioned contents may be published on the website designated by the Commission or the Company, and the URL of the website shall be set forth in the notice of the general meeting:
- (a) election or discharge of Directors;
 - (b) amendments to the Memorandum of Association and/or these Articles;
 - (c) winding-up, Merger, Share Exchange or Spin-off of the Company;
 - (d) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;
 - (e) the transfer of the whole or any material part of its business or assets;
 - (f) taking over another's whole business or assets, which will have a material effect on the business operation of the Company;
 - (g) carrying out private placement of its securities;
 - (h) granting waiver to the Director's engaging in any business within the scope of business of the Company;
 - (i) distributing part or all of its dividends or bonus by way of issuance of new Shares;
 - (j) capitalization of the Company's statutory reserve (as defined in the R.O.C. Laws), and Capital Reserve, which are (1) the income derived from the issuance of new Shares at a premium; or (2) the income from the gifts received by the Company, by issuing new Shares to its then Shareholders in proportion to the number of Shares being held by each of them or by cash;
 - (k) transfer of Treasury Shares to employees in accordance with Article 36B;
 - (l) reduction of capital; and
 - (m) application for de-registration as a public company.
- (B) Subject to the Law, the R.O.C. Laws and the preceding paragraph, the Shareholder may raise proposals as ad hoc motions at a general meeting but the proposals shall be directly related to the matters specified in the notice of the general meeting.

45. During the period of publicly offering new Shares in the R.O.C., the Company shall prepare a manual for each general meeting and the relevant materials, and shall be published on the website designated by the Commission and the "TPEX" or Taipei Exchange or TWSE twenty-one (21) days prior to the meeting date of the annual general meeting, or fifteen (15) days prior to the meeting date of the extraordinary general meeting, pursuant to the Applicable Listing Rules and other applicable R.O.C. Laws; provided that, if the paid-in capital of the Company is or more than NTD ten billion or the Shareholders of the Company from foreign investment or China investment provided in the Register in the latest annual general meeting is or more than 30%, the Company shall publish a manual for each general meeting and the relevant materials on the website designated by the Commission and the "TPEX" or Taipei Exchange or TWSE thirty (30) days prior to the meeting date of the annual general meeting. The aforementioned foreign investment and China investment shall be identified pursuant to R.O.C. laws.

PROCEEDINGS AT GENERAL MEETING

46. No business shall be transacted at any general meeting unless a quorum of Shareholders is present at the time when the meeting proceeds to business. Save as otherwise provided by these Articles, the holders of Shares being more than an aggregate of one-half of all Shares in issue present in person or by proxy and entitled to vote shall be a quorum for all purposes.
47. Shareholder(s) holding one percent (1%) or more of the total number of outstanding Shares immediately prior to the relevant book close period may propose in writing or by way of electronic transmission to the Company a proposal for discussion at an annual general meeting in accordance with the rules and procedures of shareholders' meeting of the Company from time to time. Proposals shall be included in the agenda unless otherwise 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 a proposal containing more than 300 words, or 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; provided however, if any of proposal from such Member(s) is to urge the Company to promote public interests or fulfill its social responsibilities, the board of the Directors may accept such proposal to be discussed at a general meeting.
48. The Chairman of the Board shall preside as chairman at every general meeting of the Company convened by the Board. For a general meeting convened by any other Person having the convening right, such person shall act as the chairman of that meeting; provided that if there are two (2) or more Persons jointly having the convening right, the chairman of the meeting shall be elected from those Persons.
49. If at any general meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act as chairman, any Director nominated by the Directors shall preside as chairman, failing which the Shareholders present shall choose any Person present to be chairman of that meeting.
50. The chairman may by Ordinary Resolution (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting, or adjourned meeting, is adjourned for more than five (5) days, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

51. At any general meeting a resolution put to the vote of the meeting shall be decided on a poll. The number or proportion of the votes in favour of, or against, that resolution shall be recorded in the minutes of the meeting.
52. Unless otherwise expressly required by the Law or these Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Shareholders at any general meeting may be passed by an Ordinary Resolution.
53. In the case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.

VOTES OF SHAREHOLDERS

54. Subject to any rights and restrictions for the time being attached to any Share, every Shareholder who is present in person (or in the case of a shareholder being a corporation, by its duly authorised representative) and every Person representing a Shareholder by proxy shall have one vote, and on a poll every Shareholder who is present in person (or in the case of a shareholder being a corporation, by its duly authorised representative) and every Person representing a Shareholder by proxy shall have one vote for each Share of which he or the Person represented by proxy is the holder which is fully paid or credited as fully paid.
55. Where the Company has knowledge that any Shareholder is, under the R.O.C. Laws, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted in the number of votes of shareholders attending the meeting.
56. (A) No vote may be exercised with respect to any of the following Shares:
- (a) the Treasury Shares held by the Company;
 - (b) the Shares held by any subordinate company (as defined under the R.O.C. Laws, hereinafter the “subsidiary”) of the Company, where the total number of the issued and voting shares or total paid- in capital held by the Company in such a subsidiary represents more than one half of the total number of voting shares or the total paid-in capital of such a subsidiary; or
 - (c) the Shares held by another company, where the Company, together with (i) the holding company of the Company and/or (ii) any subsidiary of the Company, owns, directly or indirectly, more than one-half (1/2) of the total number of the issued and voting Shares or the total paid- in capital of such company.
- (B) The Shares held by any Shareholder having no voting right shall not be counted in the total number of issued Shares while adopting a resolution at a general meeting.
57. In the case of joint holders, the joint holders shall select among them a representative for the exercise of their Shareholder’s rights and the vote of their representative who tenders a vote whether in Person or by proxy shall be accepted to the exclusion of the votes of the other joint holders.
58. A Shareholder of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote by his committee, or other Person in the nature of a committee appointed by that court, and any such committee or other Person, may vote by proxy.

59. A Shareholder may appoint a proxy to attend a general meeting on his behalf by executing a power of attorney prepared by the Company stating therein the scope of power authorised to the proxy. A Shareholder may only execute one power of attorney and appoint one proxy for each general meeting, and shall serve such written proxy to the Company no later than five (5) days prior to the meeting date. In case the Company receives two or more written proxies from one Shareholder, the first one arriving at the Company shall prevail unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later. The use of proxies and solicitation shall be subject to the relevant R.O.C. Laws and in particular the “Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies” enacted by the Commission.
60. In case a Shareholder has exercised his voting power by way of electronic transmission, and has also authorised a proxy to attend the Shareholders’ meeting on his behalf, then the one whichever is later shall prevail. After the service of the power of attorney of a proxy to the Company, in case the shareholder issuing the said proxy attends the shareholders' meeting in person, the voting power exercised by the shareholder in person at the meeting shall prevail.
61. The instrument appointing a proxy shall be in the form approved by the Board and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Shareholder, proxy recipient and proxy solicitation agent (if any). The form of proxy shall be provided to the Shareholders together with the relevant notice for the relevant general meeting, sent either through post or by electronic transmission as the case may be, and such notice and proxy materials shall be distributed, either through post or by electronic transmission as the case may be, to all Shareholders on the same day.
62. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Shareholder.
63. Except for trust enterprises duly licensed under the R.O.C. Laws or Shareholders’ Service Agencies approved by the Commission, when a Person who acts as the proxy for two or more Shareholders, the number of votes represented by him shall not exceed three percent (3%) of the total number of votes of the Company and the portion of excessive votes represented by such proxy shall not be counted.
64. A Shareholder cannot exercise his own vote or by proxy on behalf of another Shareholder in respect of any matter or proposed matter or arrangement if he may be interested therein and may cause damage to the Company’s interests. Such Shares shall not be counted in determining the number of votes of the Shareholders present at the said meeting.
65. (Deleted.)
66. Subject to the Law, the Company shall adopt electronic means of exercising voting rights; provided that the method for exercising the votes has been described in the notice of the general meeting.
67. A Shareholder who exercises his votes by way of electronic transmission as set forth in the preceding Article 66 shall be counted towards the quorum, but shall be deemed to have waived his votes in respect of any ad hoc motions and the amendments to the contents of the original proposals at such general meeting, subject to the Law.

68. A Shareholder shall deliver his declaration about the votes by way of electronic transmission to the Company no later than the second day prior to the scheduled meeting date of the general meeting; whereas if two (2) or more declarations are delivered to the Company, the first declaration shall prevail unless an explicit statement to revoke the previous declaration is made in the declaration which comes later, subject to the Law.
69. In case a Shareholder who has exercised his/her/its votes by way of electronic transmission and also attends the general meeting in person, the voting power exercised by the shareholder in person at the meeting shall prevail.
70. In case the procedure for convening a general meeting of Members or the method of adopting resolutions is in violation of the Law, R.O.C. Laws or these Articles, a Shareholder may, within thirty (30) days from the date of the resolution, submit a petition to the Taiwan Taipei District Court or the competent court in Cayman Islands for an appropriate remedy, including but not limiting to request the court to invalidate and cancel the resolution adopted therein.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETING

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

DIRECTORS

72. Unless otherwise determined by the Company in general meeting, the number of Directors shall be no less than five (5) Directors and no more than eleven (11) Directors, the exact number of Directors to be determined from time to time solely by an Ordinary Resolution of the general meeting. The Directors shall be elected or appointed in the first place by the subscribers to the Memorandum of Association. During the period in which the Company is listed on TWSE or TPEx, Directors with registered residence address in the R.O.C. shall constitute more than half of the members of the Board, and the Directors shall include such number of Independent Directors two of whom shall have registered residence address in R.O.C. The qualifications of such Independent Directors shall be in compliance with applicable law, rules or regulations or the Applicable Listing Rules or other applicable R.O.C. Laws required for a foreign issuer.
73. The general meeting of the Shareholders may appoint any natural Person or corporation to be a Director. At a general meeting of election of Directors, the number of votes exercisable in respect of one Share shall be the same as the number of Directors to be elected, and the total number of votes per Share may be consolidated for election of one candidate or may be split for election of two (2) or more candidates. A candidate to whom the ballots cast represents a prevailing number of votes shall be deemed a Director so elected. Where a legal person is a Shareholder, such legal person or its representative(s) may be elected as a Director/Directors.
74. (A) The Company shall adopt a candidate nomination mechanism for the election of the Directors which is in compliance with R.O.C. Laws. The rules and procedures for such candidate nomination shall be in accordance with the Law, these Articles, the Applicable Listing Rules and other applicable R.O.C. Laws. The Directors and Independent Directors shall be elected at the same general meeting provided that the votes shall only cumulate in respect of such number of Directors nominated within the same category (namely, Directors or Independent Directors) of directors to be appointed.

(B) Subject to the Law and these Articles, the Board may adopt or amend the rules and procedures of the Board meeting, and the election of the Directors in accordance with the R.O.C. Laws. The adoption of the procedures of the Board meeting shall be approved by the Board meeting and reported to the general meeting; with regard to the amendment of the procedures of the Board meeting, the Board may be authorized to resolve it. The amendment and adoption of the procedures of the election of the Directors shall be approved by the Board and an Ordinary Resolution.

75. Subject to these Articles, the term for which a Director will hold office shall be three (3) years; thereafter he may be eligible for re-election. In case no election of new Directors is effected after expiration of the term of office of the existing Directors, the term of office of such Directors shall be extended until the time new Directors are elected and assume their office subject to these Articles and internal rules of the Company from time to time. Where all the Directors are re-elected prior to the expiration of the term of the existing Directors without resolving that the existing Directors will not be discharged until the expiry of their present term, then all the existing Directors shall be discharged and the appointment of the newly elected Directors shall be effective upon such resolution being made.

76. A Director may be discharged at any time by a Special Resolution Type A adopted at a general meeting. Alternatively, if the total number of Shares represented by the Shareholders present at such general meeting is not sufficient to meet the quorum criteria specified for passing of a Special Resolution Type A, the Company may effect the above matter by a Special Resolution Type B.

77. The Board shall have a Chairman (the “**Chairman**”) elected and appointed by a majority of the Directors present at the Board meeting the quorum of which shall be two-thirds of all of the Directors then in office. The period for which the Chairman will hold office will also be determined by a majority of the Directors present at the Board meeting with a quorum of at least two-thirds of all of the Directors then in office. The Chairman shall preside as chairman at every meeting of the Board. To the extent the Chairman is not present at a meeting of the Board within fifteen (15) minutes after the time appointed for holding the same, the attending Directors may choose one of their number to be the chairman of the meeting.

78. The Board may, from time to time, and except as required by the applicable Laws and R.O.C. Laws, adopt, institute, amend, modify or revoke the corporate governance policies or initiatives, which shall be intended to set forth the policies of the Company and the Board on various corporate governance related matters as the Board shall determine by resolution from time to time.

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

DIRECTORS’ FEES AND EXPENSES

80. (A) The Company shall establish a compensation committee (the “Compensation Committee”) to determine and conduct periodical reviews on the Company’s policy for compensation of the Company’s Directors. The rules governing the establishment of the Compensation Committee and the exercise of powers by the Compensation Committee with regard to member qualification, exercise of power and related issues shall be duly resolved and promulgated by the Board, in accordance with the regulations of the R.O.C. The compensation shall include salaries of the Company’s Directors and Officers, stock options and other forms of rewards.

- (B) The Directors shall receive such remuneration as proposed by the Compensation Committee in accordance with the value of contribution of the Director in the business operation of the Company, with reference to the average standard in the industry, performance of the Company and the reasonableness and relevancy of future risks, no matter the Company profits or losses at such year, and thereafter submitted for approval by the Board.
 - (C) Without prejudice to the generality of the preceding paragraph (B), after reserving a sufficient amount out of the net income to set off the accumulated losses at the end of year (if any), the Company may allocate no more than three percent of the income before tax, employee bonuses under Article 12(D) and director bonuses under this Article 80(C), to pay to the Directors in cash, upon resolution by a majority votes at a meeting of the Board of Directors attended by two-thirds or more of the Directors. Such resolution shall be reported to the Shareholders at a general meeting.
81. With respect to the preceding Article 80, each Director shall be entitled to be repaid or prepaid all travelling, hotel and incidental expenses reasonably incurred or expected to be incurred by him in attending meetings of the Board or committees of the Board or general meetings or separate meetings of any Class of Shares or of debentures of the Company or otherwise in connection with the discharge of his duties as a Director.
82. Any Director who, by request, goes or resides abroad for any purpose of the Company or who performs services which in the opinion of the Board go beyond the ordinary duties of a Director may be paid such extra remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Board may determine and approved by an Ordinary Resolution, and such extra remuneration shall be in addition to or in substitution for any ordinary remuneration provided for by or pursuant to any other Article.

INDEPENDENT DIRECTORS AND THE AUDIT COMMITTEE

83. The number of Independent Directors of the Company shall not be less than three (3) and not less than one-third of the total number of Directors. When an Independent Director ceases to act, resulting in a number of Directors lower than that minimum number required three (3) Persons, an election for Independent Director shall be held at the next following general meeting. When all Independent Directors cease to act, the Company shall convene an extraordinary general meeting to hold an election within sixty (60) days from the date on which the situation arose.
84. Independent Directors shall possess professional knowledge and there shall be restrictions on their shareholding and the positions they may concurrently hold. They shall maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the Company. Regulations governing the professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence shall apply to the relevant securities laws and regulations of the R.O.C.. A legal person Shareholder/or its representative(s) who already serves as the Director may not be concurrently appointed or elected as an Independent Director; in the event that such legal person or its representative(s) has been elected as Independent Director, such legal person or its representative(s) shall be dismissed from its Independent Director post.
85. (a) The Company may establish an Audit Committee.
- (b) In the case of an Audit Committee that has been established by the Company, the Audit Committee shall comprise all the Independent Directors. It shall not be fewer than three (3) Persons in number, one of whom shall be the convenor, and at least one of whom shall have accounting or financial expertise.

- (c) A resolution of the Audit Committee shall be approved by one-half or more of all Audit Committee Members.
 - (d) Subject to the Law and these Articles, the Board may establish the rules and procedures of Audit Committee of the Company in accordance with the R.O.C. Laws. The amendment of rules and procedures of Audit Committee of the Company shall be approved by the Board meeting.
86. (a) In the case of an Audit Committee that has been established by the Company, the following matters shall be subject to the approval of one-half or more of all Audit Committee Members and be submitted to the Directors for a resolution:
- (1) adoption or amendment of an internal control system;
 - (2) assessment of the effectiveness of the internal control system;
 - (3) adoption of or amendment to handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, monetary loans to others, or endorsements or guarantees for others;
 - (4) a matter bearing on the personal interest of a Director;
 - (5) a transaction related to material asset or derivatives;
 - (6) a material monetary loan, endorsement, or provision of guarantee;
 - (7) the offering, issuance, or private placement of any equity-type securities;
 - (8) the engagement or dismissal of an attesting chartered public accountant, or the compensation given thereto;
 - (9) the appointment or discharge of a financial, accounting, or internal auditing officer; and
 - (10) annual financial reports and semi-annual reports;
- (b) With the exception of subparagraph 10, any matter under a subparagraph of the preceding paragraph (a) of this Article 86 that has not been approved with the approval of one-half or more of all Audit Committee Members may be undertaken upon the approval of two-thirds or more of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the meeting of Directors.
- (c) In the case of an Audit Committee that has been established by the Company, the fairness and reasonableness of the plan of merger/consolidation or acquisition and the transactions shall be reviewed by the Audit Committee, and then report the review result to the Board and the general meeting. Audit Committee shall commission one or more independent expert to provide opinion on the reasonability of the share exchange ratio or distribution of cash or other assets during such review. The Company shall deliver the review result of Audit Committee and the opinions of independent experts to the Shareholders together with the notice to convene the general meeting.
- (d) The documents required to deliver to the Shareholders provided in the preceding paragraph shall be deemed as having been delivered to the Shareholders if the Company has disclosed the same content as therein on a website designated by the competent securities authority and those documents have been prepared and placed in the venue of the general meeting for Shareholders' review.
- 86A (A) The Shareholder(s) who has/have been continuously holding 1 percent or more of the total number of the issued Shares for over six months may request in writing any Independent Director, who is also a member of the Audit Committee, to institute, for and on behalf of the Company, an action against a Director; such action may be instituted in the Taiwan Changhua District Court as the court of first instance.

- (B) In case the Independent Director, who is also the member of the Audit Committee, fails to institute an action within 30 days after having received the request made under the preceding paragraph, the Shareholder(s) filing such request under the preceding paragraph may institute the action for and on behalf of the Company; such action may be instituted in the Taiwan Changhua District Court as the court of first instance.

ALTERNATE DIRECTOR OR PROXY

87. Any Director may in writing appoint another Director to be his alternate and, save to the extent provided otherwise in the form of appointment, such alternate shall have authority to act in such Director's place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to attend and vote at meetings of the Directors as a Director when the Director appointing him is not personally present and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Such alternate shall not be an Officer of the Company and shall be deemed to be the agent of the Director appointing him. The remuneration of such alternate shall be payable out of the remuneration of the Director appointing him and the proportion thereof shall be agreed between them.
88. Any Director may appoint another Director to be the proxy of that Director to attend and vote on his behalf, in accordance with instructions given by that Director at a meeting or meetings of the Directors which that Director is unable to attend personally. The instrument appointing the proxy shall be in writing under the hand of the appointing Director and shall be in any usual or common form or such other form as the Directors may approve, and must be lodged with the chairman of the meeting of the Directors at which such proxy is to be used, or first used, prior to the commencement of the meeting.

POWERS AND DUTIES OF DIRECTORS

89. Subject to the Law, these Articles, R.O.C. Laws and to any resolutions passed in a general meeting, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in setting up and registering the Company and may exercise all powers of the Company. No resolution passed by the Company in general meeting shall invalidate any prior act of the Directors that would have been valid if that resolution had not been passed.
90. The Directors may from time to time appoint any Person, whether or not a Director to hold such office in the Company, including but not limited to, the office of the chief executive officer, president, one or more vice-presidents, chief financial officer or controller, treasurer, assistant treasurer, or Officer, and for such term and at such remuneration (whether by way of salary or commission or participation in profits or partly in one way and partly in another), and powers and duties. Any Person so appointed by the Directors may be removed by the Directors. The Directors may also appoint one or more of their members to the office of managing director upon like terms, but any such appointment shall cease to be effective if any managing director ceases from any cause *ipso facto* to be a Director, or if the Company by Ordinary Resolution resolves that his tenure of office be terminated.
91. The Directors may appoint a Secretary (and if need be an assistant Secretary or assistant Secretaries) who shall hold office for such term, at such remuneration and upon such conditions and with such powers as they think fit. Any Secretary or assistant Secretary so appointed by the Directors may be removed by the Directors.

92. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors, and shall report to the Directors after the exercise of the powers so delegated.
93. The Directors may from time to time and at any time by power of attorney (whether under Seal or under hand) or otherwise appoint any company, firm or Person or body of Persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney or other appointment may contain such provisions for the protection and convenience of Persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him.
94. (A) The Directors may from time to time provide for the management of the affairs of the Company in such manner as they shall think fit and the provisions contained in Articles 95, 96 and 97 shall not limit the general powers conferred by this Article.
- (B) Where any resolution adopted or any power exercised by the Board or committees contravenes these Articles or a resolution passed at a general meeting, thereby causing loss or damage to the Company, all Directors taking part in the adoption of such resolution shall be liable to compensate the Company for such loss or damage; provided, those Directors whose disagreement appears on record or is expressed in writing shall be exempted from liability.
- (C) Directors shall bear fiduciary duties to the Company and shall exercise the due care of a good administrator in conducting the business of the Company. If a Director acts contrary to such duties and does not exercise due care of a good administrator (“Act of Breach of Duty”), such Director shall be liable for the damages sustained by the Company therefrom. If Act of Breach of Duty is motivated by the Director’s personal gain or the gain of others, the Company may, by an Ordinary Resolution, treat the earnings generated therefrom as earnings of the Company. If a Director, in conducting the business of the Company, violates any Applicable Listing Rules thus causing damage to any Persons, such Director shall be jointly and severally liable with the Company for the damage caused to such other Persons.
- (D) Officers of the Company, within the scope of their duties, bears the same liabilities as the Directors.
- (E) The Directors may subscribe for liability insurance for Directors and Officers with respect to liabilities resulting from the exercise of their duties during their terms of service in order to mitigate and diversify the risk of material harm to the Company and Shareholders arising from the wrongdoings or negligence of Directors or Officers.
95. The Directors from time to time and at any time may establish any committees, local boards or agencies for managing any of the affairs of the Company and may appoint any Persons to be members of such committees or local boards and may appoint any Officers or agents of the Company and may fix the remuneration of any such Persons.

96. The Directors from time to time and at any time may delegate to any such committee, local board, Officer or agent any of the powers, authorities and discretions for the time being vested in the Directors and may authorise the members for the time being of any such local board, or any of them to fill any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit and the Directors may at any time remove any Person so appointed and may annul or vary any such delegation, but no Person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
97. Any such delegates as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.

BORROWING POWERS OF DIRECTORS

98. (A) Subject to these Articles, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.
- (B) Subject to the Law and these Articles, the Directors may establish the handling guidelines for the Company's monetary loans to others, and endorsements or guarantees for others in accordance with the R.O.C. Laws, which shall be put into force upon approval by way of an Ordinary Resolution.

THE SEAL

99. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of the Seal and if given after may be in general form confirming a number of affixings of the Seal. The Seal shall be affixed in the presence of a Director or a Secretary or in the presence of any one or more Persons as the Directors may appoint for the purpose and every Person as aforesaid shall sign every instrument to which the Seal is so affixed in their presence.
100. The Company may maintain a facsimile of the Seal in such countries or places as the Directors may appoint and such facsimile Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of such facsimile Seal and if given after may be in general form confirming a number of affixings of such facsimile Seal. The facsimile Seal shall be affixed in the presence of such Person or Persons as the Directors shall for this purpose appoint and such Person or Persons as aforesaid shall sign every instrument to which the facsimile Seal is so affixed in their presence and such affixing of the facsimile Seal and signing as aforesaid shall have the same meaning and effect as if the Seal had been affixed in the presence of and the instrument signed by a Director or a Secretary or in the presence of any one or more Persons as the Directors may appoint for the purpose.
101. Notwithstanding the foregoing, a Secretary shall have the authority to affix the Seal, or the facsimile Seal, to any instrument for the purposes of attesting authenticity of the matter contained therein but which does not create any obligation binding on the Company.

DISQUALIFICATION AND CHANGES OF DIRECTORS

102.

The office of Director shall be vacated, if such Director:

- (a) committed a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of the R.O.C.) and is subsequently adjudicated guilty by a final judgment, and has not commenced to serve the term of the sentence yet, or has commenced to serve the term of sentence but not served the full term, or less than five years have elapsed from the date of completion of the full sentence, expiry of probation period or date in which he has been pardoned ;
- (b) 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 has not commenced to serve the term of the sentence yet, or has commenced to serve the term of sentence but not served the full term or less than two years have elapsed from the date of completion of the full sentence, expiry of probation period or date in which he has been pardoned;
- (c) is adjudicated guilty by a final judgment for committing the offense as specified in the Anti-corruption Act of R.O.C., and has not commenced to serve the term of the sentence yet, or has commenced to serve the term of sentence but not served the full term or less than two years have elapsed from the date of completion of the full sentence, expiry of probation period or date in which he has been pardoned;
- (d) becomes bankrupt or had liquidation proceeding commenced against him by a court under the laws of any country or makes any arrangement or composition with his creditors generally;
- (e) has been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet;
- (f) loses all or part of legal capacity as defined under the R.O.C. Laws or becomes subject to the order of commencement of assistance due to incapacity pursuant to relevant Taiwan law and the order has not yet been revoked;
- (g) dies or is found to be or becomes of unsound mind or becomes a patient for any purpose of any statute or applicable law relating to mental health and the Directors resolved that his office is vacated;
- (h) if he ceases to be a Director by virtue of, or becomes prohibited from being a Director by reason of, an order made under any provisions of any law or enactment;
- (i) resigns his office by notice in writing to the Company;
- (j) is removed from office pursuant to Article 76; or
- (k) has been ordered to be discharged by the R.O.C. Courts on the grounds that such Director has, in the course of performing his duties, committed serious violations of the Law, R.O.C. Laws or these Articles, or acts resulting in material damage to the Company, upon a petition by the Company or Shareholder(s) to the R.O.C. Courts for remedies including the discharge of such Director, in accordance with the requirements of the R.O.C. Laws or these Articles.
- (l) during a Director's (other than Independent Director) term of office, sells or transfers some or all of his Shares such that he holds less than one half of the total number of Shares which he holds (or held) at the commencement of the relevant Register Closure Period.

- 102A If any person is proposed for appointment as a Director (each such person a "proposed director") (other than Independent Director), at a general meeting (the "relevant general meeting"), such proposed director's appointment shall not become effective (regardless of whether such appointment is purportedly approved at the relevant general meeting, and any resolution which purports to approve such appointment shall be invalid and ineffective), if the proposed director sells or transfers some or all of his Shares such that he holds less than one half of the total number of Shares which he holds (or held) at the commencement of the relevant Register Closure Period, either:
- (a) during the period after the relevant general meeting, but prior to the commencement of such proposed director's term of office; or
 - (b) during the relevant Register Closure Period.
- For the purposes of the preceding Article 102 and this Article 102-1, the "Register Closure Period" means, in relation to any general meeting, the period during which the Register of Members of the Company is closed for transfers of shares prior to such general meeting up to and including the date of such general meeting.
103. The following relationships shall not exist among more than half of the Company's Directors: (1) A spousal relationship; or (2) A familial relationship within the twice removed degree of kinship as defined under the R.O.C. laws.
104. When the Company convenes a general meeting for the election of Directors and the original selectees do not meet the conditions stipulated in the preceding Article 103, the election of the Director receiving the lowest number of votes among those Directors not meeting the conditions shall be deemed invalid and void. When a Person serving as Director violates the preceding Article 103, that Person shall cease to act as a Director.
105. When the number of Directors falls below five (5) due to a Director ceasing to act for any reason, the Company shall hold a by-election for Director at the next following general meeting of Shareholders. When the number of Directors falls short by one-third of the total number of Directors of the same term elected pursuant to these Articles, the Company shall convene an extraordinary general meeting within sixty (60) days of the occurrence of that fact to hold a by-election for Directors.

PROCEEDINGS OF DIRECTORS

106. Subject to the Law, these Articles, R.O.C. Laws, questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A Director may, and on the requisition of a Director shall, at any time summon a meeting of the Directors.
107. A Director may participate in any meeting of the Board, or of any committee appointed by the Board of which such Director is a member, by means of videoconferencing.
108. Unless otherwise provided, the quorum necessary for the transaction of the business of the Directors shall be more than one-half of the Directors. A Director represented by proxy or by an alternate Director at any meeting shall be deemed to be present for the purposes of determining whether or not a quorum is present.

109. (A) A Director who has a personal interest in the matter under discussion at a Board meeting shall explain the nature and essential contents of such personal interest to the Board. In the event of any merger/consolidation and acquisition of the Company, any Director who has a personal interest in the transaction shall explain the essential contents and the reason of its approval or dissent to the resolution of merger/consolidation and acquisition to the Board and at the general meeting. The Company shall also clarify the essential contents of such personal interest and the reason of its approval or dissent to the resolution of the merger/consolidation and acquisition in the notice of the general meeting. The aforementioned contents may be published on the website designated by the Commission or the Company, and the URL of the website shall be set forth in the notice of the general meeting. Where the spouse of a Director, or a blood relative within the second degree of kinship of a Director, or any companies, which have a controlling or subordinate relation with a Director, who has a personal interests in the matters under discussion at a meeting of the board of Directors, such Director shall be deemed to have a personal interest in the matter.
- (B) A Director cannot vote his own vote or by proxy on behalf of another Director in respect of any contract or proposed contract or arrangement when he may be interested therein and may cause damage to the Company's interests. The voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting (but shall still be counted in the quorum for such meeting).
110. Notwithstanding the preceding Articles, a Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.
111. Subject to these Articles, any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company.
112. The Directors shall cause all minutes to be made in books or loose-leaf folders provided for the purpose of recording:
- (a) all appointments of Officers made by the Directors;
 - (b) the names of the Directors present at each meeting of the Directors and of any committee of the Directors; and
 - (c) all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.
113. When the chairman of a meeting of the Directors signs the minutes of such meeting the same shall be deemed to have been duly held unless there is any evidence to the contrary.
114. The continuing Directors may act notwithstanding any vacancy in their body but if and for so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors may act for convening a general meeting within sixty (60) days for the purpose of holding a by-election, but for no other purpose.

115. Subject to any regulations imposed on it by the Directors, a committee appointed by the Directors may elect a chairman of its meetings. If no such chairman is elected, the chairman shall be determined pursuant to the rule and procedure of such committee.
116. A committee appointed by the Directors may meet and adjourn as it thinks proper. Subject to any regulations imposed on it by the Directors, questions arising at any meeting shall be determined by a majority of votes of the committee members present.
117. Subject to the Laws, these Articles, or an invalidating Ordinary Resolution, all acts done by any meeting of the Directors or of a committee of Directors, or by any Person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or Person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Person had been duly appointed and was qualified to be a Director.
118. The following actions require the approval of a majority of the votes of the Directors present at a Board meeting attended by at least two-thirds of all Directors:
- (a) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusted business, or for regular joint operation with others;
 - (b) the sale or transfer of the whole or any material part of its business or assets;
 - (c) taking over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company;
 - (d) the election of Chairman of the Board pursuant to these Articles; and
 - (e) issuance of corporate bonds.

DIVIDENDS

119. Subject to any rights and restrictions for the time being attached to any Shares, after the loss off-setting proposals is passed by Ordinary Resolution, the Company may by Ordinary Resolution (or pursuant to Article 31, if applicable) declare dividends and other distributions on Shares in issue and authorise payment of the same out of the funds of the Company lawfully available therefor. The Company shall not pay dividends or bonuses when there are no surplus earnings.

120. (a) After off-setting accumulative losses and paying taxes, the Directors may, before recommending any dividend, set aside out of the funds legally available for distribution such sums as they think proper as a reserve or reserves for the benefit of the Company which shall, at the discretion of the Directors be applicable for meeting contingencies, or for equalising dividends or for any other purpose to which those funds may be properly applied and pending such application may in the absolute discretion of the Directors, either be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit. The Director may, pursuant to the Law and Applicable Listing Rules, set aside an additional reserve or reserves (“Special Reserve(s)”) for such purposes as authorized by the Ordinary Resolution. Earnings of a financial year, after paying all relevant taxes, off-setting accumulated losses and setting aside Special Reserves, if necessary, and other adjustment(s) to undistributed profits of that year, may be declared and distributed, alone or together with the retained earnings accrued from prior years (including the distributable amount of Special Reserves authorized by an Ordinary Resolution) by an Ordinary Resolution or a Special Resolution (if applicable), provided that, all dividends may be distributed and paid in cash by the approval of a majority of the votes of the Directors present at a Board meeting attended by at least two-thirds of all Directors, and such resolution shall be reported to the Shareholders at a general meeting.
- (b) Taking into account the capital expenditure, business expansion, and making a sound financial plan for sustainable development of the Company, by Ordinary Resolution or Article 31(if applicable), according to capital expenditure plan and capital requirements in the future, the Company will allocate dividends yearly to the Shareholders. Total amount of dividends shall not be lower than twenty-five percent (25%) of the Company’s after-tax profit after deducting the losses, accounting for the Company’s reserve as resolved by general meetings of the Company and other adjustment(s) to undistributed profits of that year. The ratio of distributions of cash dividends shall not be lower than twenty percent (20%) of the total amounts of cash dividends and stock dividends that recommended by the Directors.
121. Any dividend may be paid by cheque sent through the post to the registered address of the Shareholder or Person entitled thereto, or in the case of joint holders, to the representative of such joint holders at his registered address or to such Person and such address as the Shareholder or Person entitled, or such joint holders as the case may be, may direct. Every such cheque shall be made payable to the order of the Person to whom it is sent or to the order of such other Person as the Shareholder or Person entitled, or such joint holders as the case may be, may direct.
122. Subject to any rights and restrictions for the time being attached to any Shares, all dividends shall be declared and paid according to the number of the Shares held by the Shareholders. Subject to any rights for the time being attached to Preferred Shares (if any) that are preferential for allocating dividends to those of ordinary Shares, if any dividends are not fully paid, the Company shall make a public announcement on the Company’s website or MOPS.
123. If several Persons are registered as joint holders of any Share, any of them may give effectual receipts for any dividend or other moneys payable on or in respect of the Share.
124. No dividend shall bear interest against the Company.
125. Unless there are surplus earned by the Company, no dividend shall be declared or paid or made otherwise than in accordance with the Law and the Articles.

- 125A (A) Where the Company incurs no loss, it may, subject to the Law and R.O.C. Laws, by a Special Resolution Type A, distribute its Capital Reserve (including a Share Premium Account and endowments received by the Company) in whole or in part, by paying cash to its Shareholders in proportion to the number of Shares held by them respectively.
- (B) Alternatively, if the total number of Shares represented by the Shareholders present at such general meeting is not sufficient to meet the quorum criteria specified in the preceding paragraph (A), the Company may effect the above matters by a Special Resolution Type B.

ACCOUNTS, AUDIT, AND ANNUAL RETURN AND DECLARATION

126. The books of account relating to the Company's affairs shall be kept in such manner as may be determined from time to time by the Directors.
127. The books of account shall be kept at the Registered Office or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
128. No Shareholder (not being a Director) or other person shall have any right of inspecting any account or book or document of the Company except as conferred by the Law and R.O.C. Laws or ordered by a court of competent jurisdiction or authorised by the Board or the Company in general meeting.
129. After the end of each financial year, the Board shall prepare and submit the financial statements and records and such other reports and documents as may be required by the Law and the R.O.C. Laws to the annual general meeting of Shareholders for its ratification and after the meeting shall distribute to each Shareholder the copies of ratified financial statements and the resolutions on the earning distribution and/or loss offsetting. However, the Company may notify its Shareholders by way of a public announcement of the abovementioned statements and resolutions.
130. The Board shall keep copies of the yearly business report and financial statements at the office of its Shareholders Service Agent before ten (10) days of the annual general meeting and any of its Shareholders is entitled to inspect such documents during normal business hours of such service agent. The Board shall keep copies of the Articles, the minutes of every general meeting of the Shareholders and the financial statements, the Register and the counterfoil of corporate bonds issued by the Company at the business office of its Shareholders Service Agent located in the Republic of China. Any Shareholder may request at any time, by submitting evidentiary document(s) to show his interests involved and indicating the scope of requested matters, an access to inspect and to make copies of the above documents, and the Company shall procure its Shareholders Service Agent to provide such access. The Board or any person who is entitled to call or convene a general meeting under these Articles may demand the Company or the Shareholders Service Agent to provide the Register of Members.
131. Save for otherwise provided under these Articles, Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Shareholders not being Directors, and no Shareholder (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Directors or by Ordinary Resolution.
132. The accounts relating to the Company's affairs shall only be audited in such manner and with such financial year end as may be determined from time to time by the Directors, or required by the Applicable Listing Rules or other R.O.C. Laws.

133. The Directors in each year shall prepare, or cause to be prepared, an annual return and declaration setting forth the particulars required by the Law and deliver a copy thereof to the Registrar of Companies in the Cayman Islands.

AUDIT

134. The Directors may appoint an Auditor of the Company who shall hold office until removed from office by a resolution of the Directors and may fix his remuneration.
135. Every Auditor of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and Officers of the Company such information and explanation as may be necessary for the performance of the duties of the auditors.
136. Auditors shall, if so required by the Directors, make a report on the accounts of the Company during their tenure of office at the next annual general meeting following their appointment, and at any time during their term of office, upon request of the Directors or any general meeting of the Members.

CAPITALISATION OF RESERVE

137. (A) Subject to the Law and R.O.C. Laws, and where the Company incurs no loss, it may, with the authority of a Special Resolution Type A:
- (a) resolve to capitalise an amount standing to the credit of reserves (including a Share Premium Account, capital redemption reserve, profit and loss account and endowments received by the Company);
 - (b) appropriate the sum resolved to be capitalised to the Shareholders in proportion to the number of Shares held by them respectively and apply that sum on their behalf in or towards paying up in full unissued Shares or debentures of a nominal amount equal to that sum, and allot the Shares or debentures, credited as fully paid, to the Shareholders (or as they may direct) in those proportions, or partly in one way and partly in the other;
 - (c) make any arrangements it thinks fit to resolve a difficulty arising in the distribution of a capitalised reserve and in particular, without limitation, where Shares or debentures become distributable in fractions the Directors may deal with the fractions as they think fit;
 - (d) authorise a Person to enter (on behalf of all the Shareholders concerned) into an agreement with the Company providing for the allotment to the Shareholders respectively, credited as fully paid, of Shares or debentures to which they may be entitled on the capitalisation, and any such agreement made under this authority being effective and binding on all those Shareholders; and
 - (e) generally do all acts and things required to give effect to the resolution.
- (B) Alternatively, if the total number of Shares represented by the Shareholders present at such general meeting is not sufficient to meet the quorum criteria specified in the preceding paragraph (A), the Company may effect the above matters by a Special Resolution Type B.
- (C) Except as otherwise provided for in Law, R.O.C. Laws and these Articles, the credit of reserve shall not be used except for covering the losses of the Company.

TENDER OFFER

138. Within seven (7) days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its litigation or non-litigation agent appointed pursuant to the Applicable Listing Rules, the Board shall resolve to recommend to the Shareholders whether to accept or object to the tender offer and make a public announcement of the following:
- (a) the types and amount of the Shares held by the Directors and the Shareholders holding more than ten percent (10%) of the outstanding Shares in its own name or in the name of other Persons;
 - (b) recommendations to the Shareholders on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefor;
 - (c) whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any;
 - (d) The types, numbers and amount of the Shares of the tender offeror or its affiliates held by the Directors and the Shareholders holding more than ten percent (10%) of the outstanding Shares held in its own name or in the name of other Persons.

SHARE PREMIUM ACCOUNT

139. The Directors shall in accordance with the Law establish a Share Premium Account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any Share.
140. There shall be debited to any Share Premium Account on the redemption of a Share the difference between the nominal value of such Share and the redemption price provided always that at the discretion of the Directors such sum may be paid out of the profits of the Company or, if permitted by the Law, out of capital.
141. The Company shall at all times comply with the provisions of the Law in relation to the share premium account, the premiums attaching to Shares and the capital redemption reserve fund.

WINDING UP

142. Subject to the Law, if the Company shall be wound up, and the assets available for distribution amongst the Shareholders shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Shareholders in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Shareholders shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Shareholders in proportion to the number of the Shares held by them at the commencement of the winding up. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

143. Subject to the Law, if the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Law and in compliance with the Applicable Listing Rules, divide amongst the Shareholders in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different Classes. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Shareholders as the liquidator, with the like sanction shall think fit, but so that no Shareholder shall be compelled to accept any asset whereon there is any liability.
144. The Company shall keep all statements, records of account and documents for a period of ten (10) years from the date of the completion of liquidation, and the custodian thereof shall be appointed by the liquidator or the Company by Ordinary Resolution.

NOTICES

145. Subject to the Law and except as otherwise provided in these Articles, any notice or document may be served by the Company or by the Person entitled to give notice to any Shareholder either personally, or by facsimile, or by sending it through the post in a prepaid letter or via a recognised courier service, fees prepaid, addressed to such Shareholder at his address as appearing in the Register, or to the extent permitted by all applicable laws and regulations, by posting on the MOPS or the Company's website, by electronic means by transmitting it to any electronic mail number or address such Shareholder may have positively confirmed in writing for the purpose of such service of notices. In the case of joint holders of a Share, all notices shall be given to that one of the joint holders whose name stands as their representative in the Register in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.
146. Any Shareholder present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.
147. Any notice or other document, if served by:
- (a) post or courier, shall be deemed to have been served five days after the time when the letter containing the same is posted or delivered to the courier;
 - (b) facsimile, shall be deemed to have been served upon production by the transmitting facsimile machine of a report confirming transmission of the facsimile in full to the facsimile number of the recipient;
 - (c) recognised courier service, shall be deemed to have been served forty-eight (48) hours after the time when the letter containing the same is delivered to the courier service; or
 - (d) electronic mail, shall be deemed to have been served immediately upon the time of the transmission by electronic mail, subject to the Law.
- In proving service by post or courier service it shall be sufficient to prove that the letter containing the notice or documents was properly addressed and duly posted or delivered to the courier service.

148. Any notice or document delivered or sent by post to or left at the registered address of any Shareholder in accordance with the terms of these Articles shall notwithstanding that such Shareholder be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any Share registered in the name of such Shareholder as sole or joint holder, unless his name shall at the time of the service of the notice or document, have been removed from the Register as the holder of the Share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all Persons interested (whether jointly with or as claiming through or under him) in the Share.

149. Notice of every general meeting of the Company shall be given to:

- (a) all Shareholders holding Shares with the right to receive notice as at the record date and who have supplied to the Company an address for the giving of notices to them; and
- (b) every Person entitled to a Share in consequence of the death or bankruptcy of a Shareholder, who but for his death or bankruptcy would be entitled to receive notice of the meeting and has informed the Company with the supporting documents as requested by and satisfactory to the Company.

No other Person shall be entitled to receive notices of general meetings.

AMENDMENT OF MEMORANDUM AND ARTICLES

150. Subject to the Law, R.O.C. Laws and the Articles including without limitation Articles 13 and 14, the Company may at any time and from time to time by a Special Resolution alter or amend the Memorandum of Association or these Articles in whole or in part, or change the name of the Company.

ORGANISATION EXPENSES

151. The preliminary and organisation expenses incurred in forming the Company shall be paid by the Company and may be amortised in such manner and over such period of time and at such rate as the Directors shall determine and the amount so paid shall in the accounts of the Company, be charged against income and/or capital.

OFFICES OF THE COMPANY

152. The Registered Office of the Company shall be at such address in the Cayman Islands as the Directors shall from time to time determine. The Company, in addition to its Registered Office, may establish and maintain an office in the Cayman Islands or elsewhere as the Directors may from time to time determine.

INFORMATION

153. The Board shall keep at the office of its Shareholders Service Agent in the R.O.C. copies of these Articles, the minutes of every meeting of the Shareholders and the financial statements, the Register of Members and the counterfoil of corporate bonds issued by the Company. Any Shareholder of the Company may request, by submitting evidentiary document(s) to show his interests involved and indicating the scope of interested matters, an access to inspect and to make copies of the Memorandum and Articles of Association and accounting books and records.

154. Without prejudice to the rights set forth in these Articles, no Shareholder shall be entitled to require discovery of any information in respect of any detail of the Company's trading or any information which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board would not be in the interests of the members of the Company to communicate to the public.

155. The Board shall be entitled to release or disclose to any regulatory or judicial authority any information in its possession, custody or control regarding the Company or its affairs to any of its Shareholder including, without limitation, information contained in the Register of Members and transfer books of the Company.

INDEMNITY

156. Every Director (including for the purposes of this Article 156 any alternate Director appointed pursuant to the provisions of these Articles), the Managing Directors, every alternate Directors, every Auditors, every Secretary and other Officer for the time being and from time to time of the Company (each an “**Indemnified Person**”) shall be indemnified and secured harmless out of the assets and funds of the Company against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by such Indemnified Person, other than by reason of such Indemnified Person’s own dishonesty, wilful default or fraud, in or about the conduct of the Company’s business or affairs (including as a result of any mistake of judgment) or in the execution or discharge of his duties, powers, authorities or discretions, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by such Indemnified Person in defending (whether successfully or otherwise) any civil proceedings concerning the Company or its affairs in any court whether in the Cayman Islands or elsewhere.
157. No Indemnified Person shall be liable to the Company unless such liability arises through such Indemnified Person’s own dishonesty, wilful default or fraud.

NON-RECOGNITION OF TRUSTS

158. Subject to the proviso hereto, no Person shall be recognised by the Company as holding any Share upon any trust and the Company shall not, unless required by law, be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any Share or (except only as otherwise provided by these Articles or as the Law requires) any other right in respect of any Share except an absolute right to the entirety thereof in each Shareholder registered in the Register, provided that, notwithstanding the foregoing, the Company shall be entitled to recognise any such interests as shall be determined by the Directors in their absolute discretion.

FINANCIAL YEAR

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

REGISTRATION BY WAY OF CONTINUATION

160. The Company may by Special Resolution resolve to be registered by way of continuation in a jurisdiction outside the Cayman Islands or such other jurisdiction in which it is for the time being incorporated, registered or existing. In furtherance of a resolution adopted pursuant to this Article 160, the Directors may cause an application to be made to the Registrar of Companies in the Cayman Islands to deregister the Company in the Cayman Islands or such other jurisdiction in which it is for the time being incorporated, registered or existing and may cause all such further steps as they consider appropriate to be taken to effect the transfer by way of continuation of the Company.

LITIGATION AND NON-LITIGATION AGENT

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

附錄二

百和興業股份有限公司

董事選舉辦法

中華民國 110 年 7 月 7 日股東會修訂通過

1. 總則：
 - 1.1 目的：

為公平、公正、公開選任董事(獨立董事)，爰依中華民國【上市上櫃公司治理實務守則】第二十一條規定訂定本辦法。
 - 1.2 適用範圍：

本公司董事(獨立董事)之選任，除法令或章程另有規定者外，應依本辦法之規定。
 - 1.3 名詞定義：無
 - 1.4 制定、修改、廢止：

由財務管理中心擬案，經審計委員會審核暨經董事會通過，並提股東會同意。
 - 1.5 管理責任者：

財務管理中心主管擔當主管。
2. 責任與許可權：
 - 2.1 由財務管理中心主管擬案，經審計委員會審核暨經董事會通過，並提股東會同意。
3. 相關規定：無。
4. 實施程式：
 - 4.1 本公司董事之選任，應考量董事會之整體配置。董事會成員組成應考量多元化，並就本身運作、營運型態及發展需求以擬訂適當之多元化方針，宜包括但不限於以下二大面向之標準：
 - (一)基本條件與價值：性別、年齡、國籍及文化等。
 - (二)專業知識技能：專業背景（如法律、會計、產業、財務、行銷或科技）、專業技能及產業經驗等。

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：

 - 4.1.1 營運判斷能力。
 - 4.1.2 會計及財務分析能力。
 - 4.1.3 經營管理能力。
 - 4.1.4 危機處理能力。
 - 4.1.5 產業知識。
 - 4.1.6 國際市場觀。
 - 4.1.7 領導能力。
 - 4.1.8 決策能力。
 - 4.2 獨立董事應具備之條件：
 - 4.2.1 誠信踏實。
 - 4.2.2 公正判斷。
 - 4.2.3 專業知識。
 - 4.2.4 豐富之經驗。
 - 4.2.5 閱讀財務報表之能力。

- 4.3 本公司獨立董事除需具備 4.1 及 4.2 之要件外，全體獨立董事中應至少一人須為會計或財務專業人士。
- 4.4 獨立董事之資格及選任
- 4.4.1 本公司獨立董事之資格，應符合中華民國【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。
- 4.4.2 本公司獨立董事之選任，應符合中華民國【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，並應依據中華民國【上市上櫃公司治理實務守則】第二十四條規定辦理。
- 4.5 本公司董事之選舉應依照中華民國【公司法】(以下簡稱【公司法】)第一百九十二條之一規定為之。公司審慎評估被提名人之資格條件及有無【公司法】第三十條所列各款情事等事項，並依【公司法】第一百九十二條之一規定辦理。
- 4.6 本公司董事之選舉採用累積投票制，每一股份有與應選出董事人數相同之選舉權，得集中選舉一人，或分配選舉數人。
- 4.7 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。
- 4.8 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。
- 4.9 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。
- 4.10 政府或法人為股東時，得由其代表當選為董事，代表人有數人時，得分別當選。
- 4.11 選舉票有下列情事之一者無效：
- 4.11.1 不用有召集權人製備之選票者。
- 4.11.2 以空白之選票投入投票箱者。
- 4.11.3 字跡模糊無法辨認或經塗改者。
- 4.11.4 所填被選舉人與董事候選人名單經核對不符者。
- 4.11.5 除填分配選舉權數外，夾寫其他文字者。
- 4.12 投票完畢後當場開票，並應當場宣布選舉結果，包含董事及獨立董事當選名單與其當選權數。
- 前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依【公司法】第一百八十九條提起訴訟者，應保存至訴訟終結為止。
- 4.13 當選之董事及獨立董事由本公司董事會發給當選通知書。
- 4.14 本辦法經審計委員會審核暨經董事會通過，並提股東會同意後公佈實施，修改時亦同。
5. 附件： 無
6. 附則：
- 6.1 實施日期：本辦法制定或修訂應依 4.14 之程序後，始正式適用。

附錄三

百和興業股份有限公司

股東會議事規則

中華民國 112 年 6 月 6 日股東會修訂通過

1. 總則：
 - 1.1 目的：
為使股東會作業有所遵循，特定本規則。
 - 1.2 適用範圍：無
 - 1.3 名詞定義：無
 - 1.4 制定、修改、廢止：
財務管理中心擬案，董事會審議，並經股東會之普通決議通過。
 - 1.5 管理責任者：
財務管理中心主管擔當主管。
2. 責任與許可權：
 - 2.1 財務管理中心擬案，董事會審議，並經股東會之普通決議通過。
3. 相關規定：無。
4. 實施程式：
 - 4.1 本公司股東會之議事規則，除法令或章程另有規定者，應依本規則辦理。
 - 4.2 4.2.1 股東會召集及開會通知
 - 4.2.1.1 本公司股東會除法令另有規定外，由董事會召集之。公司召開股東會視訊會議，除中華民國【公開發行股票公司股務處理準則】另有規定外，應以章程載明，並經董事會決議，且視訊股東會應經董事會以董事三分之二以上之出席及出席董事過半數同意之決議行之。
 - 4.2.1.2 本公司股東會召開方式之變更應經董事會決議，並最遲於股東會開會通知書寄發前為之。
 - 4.2.1.3 本公司應於股東常會開會三十日前或股東臨時會開會十五日前，將股東會開會通知、各項議案及說明資料等，通知或公告各股東。
 - 4.2.1.4 通知及公告應載明召集事由；其通知經相對人同意者，得以電子方式為之。
 - 4.2.1.5 選任或解任董事、變更章程、減資、申請停止公開發行、董事競業許可、盈餘轉增資、公積轉增資、公司解散、合併、分割或中華民國【公司法】(下稱：【公司法】)第一百八十五條第一項各款之事項、中華民國【證券交易法】第二十六條之一、第四十三條之六、中華民國【發行人募集與發行有價證券處理準則】第五十六條之一及第六十條之二之事項，應在召集事由中列舉並說明其主要內容，不得以臨時動議提出；其主要內容得置於證券主管機關或公司指定之網站，並應將其網址載明於通知。
 - 4.2.1.6 股東會召集事由已載明全面改選董事，並載明就任日期，該次股東會改選完成後，同次會議不得再以臨時動議或其他方式變更其就任日期。

4.2.2 股東會議事手冊之編製及公告

4.2.2.1 召開股東會應編製股東會議事手冊，並將議事手冊及會議補充資料依主管機關之規定公告。

4.2.2.2 有關 4.2.2.1 公告之時間、方式、議事手冊應記載之主要事項及其他應遵行事項，悉依【公開發行公司股東會議事手冊應行記載及遵行事項辦法】辦理。

4.2.3 股東會前提案之處理

4.2.3.1 持有已發行股份總數百分之一以上股份之股東，得向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。

4.2.3.2 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、書面或電子受理方式、受理處所及受理期間；其受理期間不得少於十日。

股東所提議案以三百字為限；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。

4.2.3.3 除有下列情事之一者外，股東所提議案，董事會應列為議案：

4.2.3.3.1 該議案非股東會所得決議者。

4.2.3.3.2 提案股東於公司依【公司法】第一百六十五條第二項或第三項停止股票過戶時，持股未達百分之一。

4.2.3.3.3 該議案於公告受理期間外提出者。

4.2.3.3.4 該議案超過三百字，或有提案超過一項之情事。

有關4.2.3.1股東提案係為敦促公司增進公共利益或善盡社會責任之建議，董事會仍得列入議案。

4.2.3.4 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入開會通知。對於未列入議案之股東提案，董事會應於股東常會說明未列入之理由。

4.2.4 委託出席股東會及授權

4.2.4.1 股東得於每次股東會時，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。

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

4.2.5 股東報到

4.2.5.1 股東會應設簽名簿供出席股東或股東所委託之代理人(下稱股東)簽到，或由出席股東繳交簽到卡以代簽到。

4.2.5.2 本公司應將議事手冊、年報等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。

4.2.5.3 股東應憑出席簽到卡或其他出席證件出席股東會，本公司對股東出席所憑依之證明文件不得任意增列要求提供其他證明文件；屬徵求委託書之徵求人並應攜帶身份證明文件，以備核對。

4.2.5.4 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，該法人僅得指派一人代表出席。

4.2.5.5 股東會以視訊會議召開者，股東欲以視訊方式出席者，應於股東會開會二日前，向本公司登記。

- 4.2.5.6 股東會以視訊會議召開者，本公司至少應於會議開始前三十分鐘，將議事手冊、年報及其他相關資料上傳至股東會視訊會議平台，並持續揭露至會議結束。
- 4.3 股東會出席股數之計算
- 4.3.1 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及視訊會議平台報到股數，加計以電子方式行使表決權之股數計算之。惟有關以電子方式行使表決權之適用及其程序，需符合開曼法令及本公司章程之規範後，始適用之。
- 4.4 召開股東會地點及時間之原則
- 4.4.1 股東會召開之地點，應於本公司所在地或便利股東出席且適合股東會召開之地點為之，會議開始時間不得早於上午九時或晚於下午三時。召開之地點及時間，應充分考量獨立董事之意見。
- 4.4.2 本公司召開視訊股東會時，不受 4.4.1 召開地點之限制。
- 4.5 股東會主席
- 4.5.1 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，其代理依【公司法】第二〇八條第三項規定辦理。
- 4.5.2 股東會如由董事會以外之其他有召集權人召集者，其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。
- 4.6 股東會列席人員
- 4.6.1 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。
- 4.6.2 宜有董事會過半數之董事、至少一席獨立董事親自出席，及各類功能性委員會成員至少一人代表出席，並將出席情形記載於股東會議事錄。
- 4.7 股東會開會過程錄音或錄影之存證
- 4.7.1 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，並至少保存一年。但經股東依【公司法】第一百八十九條提起訴訟者，應保存至訴訟終結為止。
- 4.7.2 股東會以視訊會議召開者，本公司應對股東之註冊、登記、報到、提問、投票及公司計票結果等資料進行記錄保存，並對視訊會議全程連續不間斷錄音及錄影。
- 4.7.3 前項資料及錄音錄影，本公司應於存續期間妥善保存，並將錄音錄影提供受託辦理視訊會議事務者保存。
- 4.8 股東會開會
- 4.8.1 已屆開會時間，主席應即宣布開會，並同時公布無表決權數及出席股份數等相關資訊。惟未有代表已發行股份總數過半數之股東出席時，主席得宣布延後開會，其延後次數以二次為限，延後時間合計不得超過一小時。延後二次仍不足有代表已發行股份總數三分之一以上股東出席時，由主席宣布流會；股東會以視訊會議召開者，本公司另應於股東會視訊會議平台公告流會。
- 4.8.2 有關 4.8.1 延後二次仍不足額而有代表已發行股份總數三分之一以上股東出席時，得依【公司法】第一百七十五條第一項規定為假決議，並將假決議通知各股東於一個月內再行召集股東會；股東會以視訊會議召開者，股東欲以視訊方式出席者，應依 4.2.5.5 向本公司重行登記。

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

4.9 議案討論

- 4.9.1 股東會如由董事會召集者，其議程由董事會訂定之，相關議案(包括臨時動議及原議案修正)均應採逐案票決，會議應依排定之議程進行，非經股東會決議不得變更之。
- 4.9.2 股東會如由董事會以外之其他有召集權利人召集者，準用 4.9.1 之規定。
- 4.9.3 前二項排定之議程於議事(含臨時動議)未終結前，非經決議，主席不得逕行宣布散會；主席違反議事規則，宣布散會者，董事會其它成員應迅速協助出席股東依法定程序，以出席股東表決權過半數之同意推選一人擔任主席，繼續開會。
- 4.10 出席股東發言前，須先填具發言條載明發言要旨、股東戶號(或出席證編號)及戶名，由主席定其發言順序。出席股東僅提發言條而未發言者，視為未發言。發言內容與發言條記載不符者，以發言內容為準。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。
- 4.11 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。
股東發言違反前項規定或超出議題範圍者，主席得制止其發言。
- 4.12 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。
- 4.13 出席股東發言後，主席得親自或指定相關人員答覆。
- 4.13A 股東會以視訊會議召開者，以視訊方式參與之股東，得於主席宣布開會後，至宣布散會前，於股東會視訊會議平台以文字方式提問，每一議案提問次數不得超過兩次，每次以二百字為限，不適用 4.10~4.12 規定。
- 4.14 主席對於議案及股東所提之修正案或臨時動議，應給予充分說明及討論之機會，認為已達可付表決之程度時，得宣布停止討論，提付表決，並安排適足之投票時間。
- 4.15 監票及計票方式
- 4.15.1 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。
- 4.15.2 股東會表決或選舉議案之計票作業應於股東會場內公開處為之，且應於計票完成後，當場宣布表決結果，並作成紀錄。
- 4.15.3 本公司召開股東會視訊會議，以視訊方式參與之股東，於主席宣布開會後，應透過視訊會議平台進行各項議案表決及選舉議案之投票，並應於主席宣布投票結束前完成，逾時者視為棄權。
- 4.15.4 股東會以視訊會議召開者，應於主席宣布投票結束後，為一次性計票，並宣布表決及選舉結果。
- 4.16 表決股數之計算、迴避制度
- 4.16.1 股東會之表決，應以股份為計算基準。
- 4.16.2 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。

- 4.16.3 股東對於會議之事項，有自身利害關係致有害於本公司利益之虞時，不得加入表決，並不得代理他股東行使其表決權。不得行使表決權之股份數，不算入已出席股東之表決權數。
- 4.16.4 除根據中華民國法律組織的信託事業或經證券主管機關核准之股務代理機構外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三，超過時其超過之表決權，不予計算。
- 4.17 議案表決
- 4.17.1 本公司股東，每股有一表決權；但依法令受限制或依本公司章程規定無表決權者，不在此限。
- 4.17.2 議案之表決，除開曼法令、【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中華民國主管機關指定之公開資訊觀測站。
- 4.17.3 同一議案有修正案或替代案時，由主席併同原案定其表決之順序。如其中一案已獲通過時，其他議案即視為否決，毋庸再行表決。
- 4.17.4 股東於臨時動議所提各項議案之討論及表決順序，由主席定之。
- 4.18 選舉事項
- 4.18.1 股東會有選舉董事議案時，應依本公司所訂相關選任規範辦理，並應當場公布選舉結果，包含當選董事之名單與其當選權數及未當選董事名單及其獲得之選舉權數。
- 4.18.2 有關4.18.1之選舉事項，應由監票員將選舉票封存，並於其上簽名或蓋章後，交由本公司妥善保管，並至少保存一年。但經股東依【公司法】第一百八十九條提起訴訟者，應保存至訴訟終結為止。
- 4.19 會議紀錄及簽署事項
- 4.19.1 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。
- 4.19.2 有關4.19.1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。
- 4.19.3 議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及表決結果(包括統計之權數)記載之，有選舉董事時，應揭露每位候選人之得票權數。在本公司存續期間，應永久保存。
- 4.19.4 股東會以視訊會議召開者，其議事錄除依4.19.3規定應記載事項外，並應記載股東會之開會起迄時間、會議之召開方式、主席及紀錄之姓名，及因天災、事變或其他不可抗力情事致視訊會議平台或以視訊方式參與發生障礙時之處理方式及處理情形。
- 4.19.5 本公司召開視訊股東會，除應依4.19.4規定辦理外，並應於議事錄載明，對於以視訊方式參與股東會有困難股東提供之替代措施。

4.20 對外公告

- 4.20.1 徵求人徵得之股數、受託代理人代理之股數及股東以書面或電子方式出席之股數，本公司應於股東會開會當日，依規定格式編造之統計表，於股東會場內為明確之揭示；股東會以視訊會議召開者，本公司至少應於會議開始前三十分鐘，將前述資料上傳至股東會視訊會議平台，並持續揭露至會議結束。
- 4.20.2 本公司召開股東會視訊會議，宣布開會時，應將出席股東股份總數，揭露於視訊會議平台。如開會中另有統計出席股東之股份總數及表決權數者，亦同。

4.21 會場秩序之維護

- 4.21.1 辦理股東會之會務人員應佩帶識別證或臂章。
- 4.21.2 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
- 4.21.3 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。
- 4.21.4 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。

4.22 休息、續行集會

- 4.22.1 會議進行時，主席得酌定時間宣布休息，發生不可抗拒之情事時，主席得裁定暫時停止會議，並視情況宣布續行開會之時間。
- 4.22.2 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。
- 4.22.3 股東會得依【公司法】第一百八十二條之規定，決議在五日以內延期或續行集會。

4.23 股東會以視訊會議召開者，本公司應於投票結束後，即時將各項議案表決結果及選舉結果，依規定揭露於股東會視訊會議平台，並應於主席宣布散會後，持續揭露至少十五分鐘。

4.24 本公司召開視訊股東會時，主席及紀錄人員應在中華民國境內之同一地點，主席並應於開會時宣布該地點之地址。

4.25 視訊會議斷訊之處理

- 4.25.1 股東會以視訊會議召開者，主席應於宣布開會時，另行宣布除中華民國【公開發行股票公司股務處理準則】（下稱：【股務處理準則】）第四十四條之二十四第四項所定無須延期或續行集會情事外，於主席宣布散會前，因天災、事變或其他不可抗力情事，致視訊會議平台或以視訊方式參與發生障礙，持續達三十分鐘以上時，應於五日內延期或續行集會之日期，不適用【公司法】第一百八十二條之規定。
- 4.25.2 發生關於4.25.1應延期或續行會議，未登記以視訊參與原股東會之股東，不得參與延期或續行會議。
- 4.25.3 依4.25.1規定應延期或續行會議，已登記以視訊參與原股東會並完成報到之股東，未參與延期或續行會議者，其於原股東會出席之股數、已行使之表決權及選舉權，應計入延期或續行會議出席股東之股份總數、表決權數及選舉權數。

- 4.25.4 依 4.25.1 規定辦理股東會延期或續行集會時，對已完成投票及計票，並宣布表決結果或董事當選名單之議案，無須重行討論及決議。
- 4.25.5 本公司召開視訊輔助股東會，發生依 4.25.1 無法續行視訊會議時，如扣除以視訊方式出席股東會之出席股數後，出席股份總數仍達股東會開會之法定定額者，股東會應繼續進行，無須依 4.25.1 規定延期或續行集會。
- 4.25.6 發生依 4.25.5 應繼續進行會議之情事，以視訊方式參與股東會股東，其出席股數應計入出席股東之股份總數，惟就該次股東會全部議案，視為棄權。
- 4.25.7 本公司依 4.25.1 規定延期或續行集會，應依【股務處理準則】第四十四條之二十七項所列規定，依原股東會日期及各該條規定辦理相關前置作業。
- 4.25.8 中華民國【公開發行公司出席股東會使用委託書規則】第十二條後段及第十三條第三項、【股務處理準則】第四十四條之五第二項、第四十四條之十五、第四十四條之十七第一項所定期間，本公司應依 4.25.1 規定延期或續行集會之股東會日期辦理。
- 4.26 本公司召開視訊股東會時，應對於以視訊方式出席股東會有困難之股東，提供適當替代措施。除【股務處理準則】第四十四條之九第六項規定之情形外，應至少提供股東連線設備及必要協助，並載明股東得向公司申請之期間及其他相關應注意事項。
- 4.27 本規則經董事會審議，並經股東會之普通決議通過。
5. 附件：無
6. 附則：
- 6.1 實施日期：本規則制定或修訂應依 4.27 之程序後，始正式適用。

附錄四

百和興業股份有限公司
董事持股情形

日期：114 年 4 月 12 日

已發行總股數：399,937,032 股

職 稱	姓 名	選任日期	任期	現 在 持 有 股 份	
				股 數	比 率 (%)
董 事	鄭國烟	111.06.22	3 年	34,966,301	8.74
董 事	百和國際有限公司 代表人:黃士釗	111.06.22	3 年	199,247,299	49.82
董 事	蔡連發	111.06.22	3 年	31,437	0.01
董 事	林誠助	111.06.22	3 年	0	0.00
董 事	曹永仁	111.06.22	3 年	0	0.00
董 事	柯世昌	111.06.22	3 年	0	0.00
獨 立 董 事	吳永富	111.06.22	3 年	0	0.00
獨 立 董 事	陳文昌	111.06.22	3 年	209,097	0.05
獨 立 董 事	蔡育菁	111.06.22	3 年	13,476	0.00
獨 立 董 事	王凱立	111.06.22	3 年	6,125	0.00
合 計				234,473,735	58.62

備註：

1. 本公司無證券交易法第 26 條之適用。
2. 本公司設置審計委員會，故無監察人持有股數之適用。

附錄五

百和興業股份有限公司

本次無償配股對公司營業績效、每股盈餘及股東投資報酬率之影響：

單位：除每股現金股利為新台幣元外，餘係新台幣仟元

項目		年度	114 年度
期初實收資本額			\$3,999,370
本年度配股配 息 情 形	每股現金股利		0.15
	盈餘轉增資每股配股數		0.05
	資本公積轉增資每股配股數		0
營業績效變化 情 形	營業利益		(註一)
	營業利益較去年同期增(減)比率		
	稅後純益		
	稅後純益較去年同期增(減)比率		
	每股盈餘		
	每股盈餘較去年同期增(減)比率		
	年平均投資報酬率(年平均本益比倒數)		
擬制性每股盈 餘及本益比	若盈餘轉增資全數 改配放現金股利	擬制每股盈餘	
		擬制年平均投資報酬率	
	若未辦理資本公積 轉增資	擬制每股盈餘	
		擬制年平均投資報酬率	
	若未辦理資本公積 且盈餘轉增資改以 現金股利發放	擬制每股盈餘	
		擬制年平均投資報酬率	

註一：未公開財測，故無須揭露預估資訊。