



民國一〇三年股東常會

議事手冊

時間：一〇三年五月二十九日(星期四)上午九時整

地點：台北國際會議中心 201 會議室

(台北市信義區信義路五段1號2樓)

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TPK Holding Co., Ltd.
(設立於開曼群島之有限責任公司)
一〇三年股東常會開會程序

一、 會議開始

(報告出席股數並宣佈開會)

二、 主席致詞

三、 報告事項

四、 承認事項

五、 討論事項

六、 臨時動議

七、 散會

TPK Holding Co., Ltd.

一〇三年股東常會議程

時間：中華民國一〇三年五月二十九日（星期四）上午九時整

地點：台北國際會議中心 201 會議室(台北市信義區信義路五段 1 號 2 樓)

一、主席宣佈開會

二、主席致詞

三、報告事項

（一）本公司一〇二年度營業狀況報告。

（二）審計委員會查核一〇二年度決算表冊報告。

四、承認事項

（一）承認一〇二年度營業報告書及合併財務報表案。

（二）承認一〇二年度盈餘分配案。

五、討論事項

（一）辦理國內現金增資發行普通股或以現金增資發行普通股方式參與發行海外存託憑證案。

（二）修訂本公司「取得或處分資產處理程序」部分條文案。

（三）解除本公司董事競業禁止案。

六、臨時動議

七、散會

報告事項

一、本公司一〇二年度營業狀況報告，報請 公鑒。

說 明：一〇二年度營業報告書，請參閱本手冊附件一（第 22 頁~第 24 頁）。

二、審計委員會查核一〇二年度決算表冊報告，報請 公鑒。

說 明：審計委員會查核年度決算表冊，請參閱本手冊附件二（第 25 頁）。

承認事項

第一案

董事會提

案 由：承認一〇二年度營業報告書及合併財務報表案，謹提請 承認。

說 明：一、本公司一〇二年度合併資產負債表、合併綜合損益表、合併權益變動表及合併現金流量表，連同營業報告書送請審計委員會查核完竣並出具審計委員會查核報告書在案。上述合併財務報表業經勤業眾信聯合會計師事務所郭慈容會計師及陳俊宏會計師共同查核完竣。

二、各項表冊請參閱本手冊附件一~附件三（第 22 頁~第 32 頁）。

三、以上核請股東常會承認。

決 議：

第二案

董事會提

案 由：承認一〇二年度盈餘分配案，謹提請 承認。

說 明：一、本公司一〇二年度營業決算稅後淨利為 243,336,580 美元，除依法提撥 10% 法定盈餘公積計 24,333,658 美元外，另加計以前年度未分配盈餘 466,477,827 美元(已含採用國際財務報導準則調整數 -38,256,120 美元、因長期股權投資調整保留盈餘 -13,961,183 美元及精算損益列入保留盈餘 43,335 美元)，合計可分配盈餘為 685,480,749 美元；考量今年度之資本支出及營運需求，本公司擬發放每股新台幣 5 元之現金股利，共計新台幣 1,646,548,795 元，目前暫以 2014 年 2 月 28 日新台幣 30.30 元兌換 1 美元設算，約為 54,341,544 美元，正確配發之現金股利美金金額，依規定將以股東會前一營業日之台灣銀行買入及賣出美金即期外匯收盤價之平均數計算為準；另本公司擬配發董事酬勞 1,200,000 美元；請參閱本手冊附件四(第 33 頁)。

二、俟股東會通過後，擬請股東會授權由董事會另訂定除息基準日。

三、以上核請股東常會承認。

決 議：

討論事項

第一案

董事會提

案由：辦理國內現金增資發行普通股或以現金增資發行普通股方式參與發行海外存託憑證案，謹提請 公決。

說明：一、為充實營運資金及支應轉投資子公司海外購料之資金需求，以強化本公司競爭力，擬提請股東會授權董事會視當時金融市場狀況及本公司資金需求，於適當時機在不超過38,000仟股普通股之額度內，同時或分別或分次依下列原則辦理現金增資發行普通股或以現金增資發行普通股方式參與發行海外存託憑證：

1.於國內辦理現金增資發行普通股之原則與說明：

擬請股東會依證券交易法第28條之1規定，就需公開承銷部份之銷售方式，授權董事會採詢價圈購或公開申購方式擇一進行，提撥公開承銷比例依下列方式辦理：

(1)若採詢價圈購方式

(a)擬依公司章程第8.3條之規定，保留現金增資發行新股10%~15%之股數由本公司及從屬公司員工優先認購，原股東對保留予員工認購部分無優先認購權；其餘90%~85%股數擬請股東會同意依公司章程第8.2條規定，原股東放棄按原持有股份比例認購，以詢價圈購方式辦理對外公開承銷，並依「中華民國證券商同業公會證券商承銷或再行銷售有價證券處理辦法」辦理。另本公司及從屬公司員工若有認購股份不足或放棄認購部份，董事會得授權董事長洽特定人按發行價格認購之。

(b)本次現金增資發行普通股實際發行價格之訂定將依「中華民國證券商同業公會承銷商會員輔導發行公司募集與發行有價證券自律規則」(以下簡稱「自律規則」)第七條規定，於向金融監督管理委員會(以下簡稱「金管會」)金管會申報案件、向券商公會申報詢價圈購約定書及向券商公會申報承銷契約時，皆不得低於其前一、三、五個營業日擇一計算之普通股於台灣證券交易所收盤價之簡單算術平均數扣除無償配股除權(或減資除權)及除息後平均股價之九成。實際發行價格於詢價圈購期間完畢後，授權董事長與主辦證券承銷商參酌圈購彙總情形共同議定之，並將所議定之實際發行價格呈報金管會核備後發行之。

(2)若採公開申購方式

(a)擬依公司章程第8.3條規定提撥增資發行股數之10%~15%由本公司及從屬公司員工優先認購，原股東對保留予員工認購部分無優先認購權；另提撥10%對外公開銷售，其餘發行股數80%~75%由原股東按認股基準日股東名簿記載之持股比例認購。員工及原股東認購股

份不足一股之部分或放棄認購之股份數額，董事會得授權董事長洽特定人按發行價格認購之。

(b)本次現金增資發行普通股實際發行價格之訂定將依「自律規則」第六條規定，於向金管會申報案件及除權交易日前五個營業日，皆不得低於其前一、三、五個營業日擇一計算之普通股於台灣證券交易所收盤價簡單算術平均數扣除無償配股除權(或減資除權)及除息後平均股價之七成。實際發行價格授權董事長視市場狀況與主辦證券承銷商議定之，並將所議定之實際發行價格呈報金管會核備後發行之。

(3)本案發行新股，每股面額為新台幣10元整。對原股東之權益而言如以本次現金增資發行新股之發行上限38,000仟股普通股計算，對原股東股權稀釋比率為9.84%(已考量員工認股權、已發行之海外可轉換公司債最高可轉換股數及預計現金增資發行之股數，實際稀釋比例依實際轉換及發行股數為準)，因本次現金增資籌募資金，係為充實營運資金及支應轉投資子公司海外購料之資金需求，以維持公司業務的持續發展及強化公司競爭力，故對股東權益應具正面效益。

2.辦理現金增資發行普通股參與發行海外存託憑證之原則與說明：

(1)擬依公司章程第8.3條規定，保留發行普通股總數之10%~15%由本公司及從屬公司員工認購，原股東對保留予員工認購部分無優先認購權；員工未認購部份，擬授權董事長洽特定人按發行價格認購或得視市場需要列入參與發行海外存託憑證之原有價證券，其餘90%~85%擬提請股東會依公司章程第8.2條規定，決議原股東放棄優先認購權，全部提撥對外公開發行，以充作參與發行本次海外存託憑證之原有價證券。

(2)本次現金增資發行普通股參與發行海外存託憑證之發行價格將依國際慣例訂價，以不影響股東權益為原則，惟實際發行價格授權董事長視當時市場狀況洽主辦證券承銷商訂定之，然須符合主管機關規定。

本次現金增資發行普通股實際發行價格將依「自律規則」第九條規定，以不低於訂價日本公司普通股於台灣證券交易所收盤價或訂價日前一、三、五個營業日擇一計算之普通股收盤價之簡單算術平均數扣除無償配股除權(或減資除權)及除息後平均股價之九成為原則。鑑於國內股價常有劇烈短期波動，故其實際發行價格於前述自律規則所訂範圍內，授權董事長依國際慣例、並參考國際資本市場及國內市價情形等，與主辦承銷商共同議訂之。若國內相關法令發生變動時，亦得配合法令規定調整訂價方式。

(3)本案發行新股，對原股東之權益而言如以本次現金增資發行普通股參與發行海外存託憑證之發行上限38,000仟股普通股計算，對原股東股權稀釋比率為9.84%(已考量員工認股權、已發行之海外可轉換公司債

最高可轉換股數及預計現金增資發行之股數，實際稀釋比例依實際轉換及發行股數為準)，因本次海外存託憑證發行所籌募資金，係為充實營運資金及支應轉投資子公司海外購料之資金需求，以維持公司業務的持續發展及強化公司競爭力，且配合本次海外存託憑證之發行，將使本公司國際知名度及企業形象持續提昇，故對股東權益應具正面效益。

(4)除以上所述或依法令規定之授權範圍外，擬授權董事長或其指定之代表人代表本公司簽署一切有關參與發行海外存託憑證之契約及文件，並為本公司辦理一切有關參與發行海外存託憑證所需之事宜。

二、本次現金增資發行普通股或現金增資發行普通股參與發行海外存託憑證發行之新股，其權利與義務與已發行之普通股相同。

三、因資本市場籌資環境變化快速，為掌握訂定發行條件及實際發行作業之時效，本次現金增資發行普通股或現金增資普通股參與發行海外存託憑證之重要內容包括實際發行價格、實際發行股數、發行條件、募集金額、計劃項目、預計資金運用進度與預計可能產生效益等相關事項，暨其他一切有關本次發行計畫之事項，未來如因主管機關指示修正或基於營運評估，或因法令規定或因客觀環境需要而須變更時，擬請股東會授權董事會依市場狀況全權處理之。

四、本案擬提請股東會授權董事會俟主管機關核准後辦理發行新股相關事宜。

五、以上核請決議。

決 議：

第二案

董事會提

案 由：修訂本公司「取得或處分資產處理程序」部分條文案，謹提請 公決。

說 明：一、配合臺灣主管機關法令及依公司實際運作需要，擬修訂取得或處分資產處理程序。

二、取得或處分資產處理程序修訂條文對照表，請參閱本手冊附件五（第 35 頁~第 39 頁）。

三、以上核請決議。

決 議：

第三案

董事會提

案 由：解除本公司董事競業禁止案，謹提請 公決。

說 明：一、依本公司章程第 30.4 條規定，董事如在公司業務範圍內為自己或他人從事行為，應在從事該行為之前，於股東會上向股東揭露該等利益的主要內容，並在股東會上取得特別（重度）決議許可。擬提請股東會許可解除本公司董事自其就任本公司董事之日起，得為自己或他人從事與公司業務範圍相同或類似之行為。

二、董事競業行為列示如下：

職稱	名字	兼任
董事長	江朝瑞	達鴻先進科技股份有限公司 董事長
		金順新開發(平潭)有限公司 執行董事兼總經理
董 事	劉世明	宸鴻電子材料(晉江)有限公司 監察人

三、以上核請決議

決 議：

臨時動議

散會



Year 2014 Annual General Meeting of Shareholders

Meeting Handbook

Time: May 29, 2014 (Thursday) at 9:00 a.m.

Place: Taipei International Convention Center Room 201

(1 Hsin-Yi Rd., Sec.5, Taipei City, Taiwan)

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TPK Holding Co., Ltd.

(Incorporated in the Cayman Islands with limited liability)

Meeting Procedures

1. Commencement of the Meeting
(Reporting the quorum present and commencing the meeting)
2. Chairman's Statement
3. Matters to Report
4. Matters for Approval
5. Matters for Discussion
6. Ad Hoc Motions
7. Meeting Adjourned

TPK Holding Co., Ltd.

Agenda of Year 2014 Annual General Meeting of Shareholders

Time: May 29, 2014 (Thursday) at 9:00 a.m.

Place: Taipei International Convention Center Room 201 (1 Hsin-Yi Rd., Sec.5,
Taipei City, Taiwan)

1. Commencement of the meeting

2. Chairman's statement

3. Matters to report

(1)2013 Business Report

(2)Audit Committee's Review Report on 2013 Financial Statements

4. Matters for Approval

(1)To approve 2013 Business Report and Financial Statements

(2)To approve 2013 Profit Distribution Proposal

5. Matters for Discussion

(1)To approve the proposed issuance of new common shares for cash by capital increase or proposed issuance of GDRs through the issuance of new common shares by capital increase

(2)To amend the Procedures of the Acquisition or Disposal of Assets

(3)Proposal to release the Directors from non-competition restrictions

6. Ad Hoc Motions

7. Meeting Adjourned

Matters to Report

1. 2013 Business Report

Description: The 2013 Business Report is attached as Exhibit 1 (pages 22 - 24).

2. Audit Committee's Review Report

Description: The Audit Committee's Review Report on 2013 Financial Statements is attached as Exhibit 2 (page 25).

Matters for Approval

Item 1: To approve 2013 Business Report and Consolidated Financial Statements (proposed by the Board of Directors)

Descriptions:

- (1) The 2013 consolidated balance sheet, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows of the Company along with the 2013 Business Report have been submitted to the Audit Committee for review and approval and the Audit Committee has issued its Review Report accordingly. The above financial statements have been audited by independent auditors Olivia Kuo and Jeff Chen of Deloitte & Touche.
- (2) Please refer to Exhibits 1~3 for 2013 Business Report, Audit Committee's Review Report and 2013 Consolidated Financial Statements (pages 22 - 32).
- (3) Please resolve.

Resolution:

Item 2: To approve 2013 Profit Distribution Proposal (proposed by the Board of Directors)

Descriptions:

- (1) The 2013 net profit after tax of the Company is USD243,336,580. After setting aside the legal capital reserve of USD24,333,658, and then adding the unappropriated retained earnings of USD466,477,827 for the preceding year (including the negative adjusted amount of adopting IFRS in an amount of USD(38,256,120), the negative adjustments to Retained Earnings due to long-term investments in an amount of USD(13,961,183), and the adjustments of cumulative actuarial gains and losses to Retained Earnings in an amount of USD43,335), the total amount of unappropriated retained earnings distributable are USD685,480,749. Considering the capital expenditure and working capital in the current year, the Company proposes to pay a cash dividend per share of NTD5.0 (totaling NTD1,646,548,795). The foreign exchange rate adopted is USD 1=NTD30.30 on February 28, 2014 (about USD54,341,544); provided that the exact amount of cash dividends denominated in USD will be calculated based upon the average spot rate for buying and selling published by the Bank of Taiwan between NTD and USD on the business day immediately prior to the date of the general meeting of

shareholders. The Company further proposes to pay USD1,200,000 in cash as Directors' remuneration. Please see Exhibit 4 (page 34) as attached.

- (2) Record date for paying cash dividends: Upon the approval of the shareholders' meeting, it is proposed to authorize the Board of Directors to determine the ex-dividend date.
- (3) Please resolve.

Matters for Discussion

Item 1: To approve the proposed issuance of new common shares for cash by capital increase or proposed issuance of GDRs through the issuance of new common shares by capital increase (proposed by the Board of Directors)

Descriptions:

- I. For the purposes of fulfilling the capital needs of the Company's working capital and overseas procurement of materials by affiliated companies of the Company so as to improve competitiveness, it is proposed to authorize the Board of Directors to issue new shares up to 38,000,000 common shares as it deems appropriate considering the conditions of the then financial markets and the capital needs of the Company and to authorize the Board of Directors to, simultaneously or separately, issue new common shares for cash by capital increase or issue the GDRs through the issuance of new common shares by capital increase in one or several tranches by adopting the following principles:

1. For the issuance of new common shares for cash by capital increase in Taiwan

According to Article 28-1 of the Securities and Exchange Act ("SEA"), it is proposed to authorize the Board of Directors to adopt either "Book Building" or "Public Subscription for Public Offering." The percentage allocated for public offering is detailed in the following sections.

(1)Book Building

- (a) According to Article 8.3 of the Amended and Restated Memorandum of Association and Articles of Association ("M&A"), 10%-15% of the new shares to be issued will be reserved for subscription by the employees of the Company and its subsidiaries, and the shareholders do not have any pre-emptive rights to the reserved employee subscription portion. For the remaining 85%-90% of the new shares to be issued, it is proposed to have all the shareholders waive their pre-emptive rights in proportion to their respective shareholding according to Article 8.2 of the M&A and conduct a public offering through book building, which will be made in accordance with the Rules Governing Underwriting and Resale of Securities by Securities Firms issued by the Taiwan Securities Association. For those unsubscribed by employees, it is further proposed to authorize the Chairman to allot these shares for subscription by designated persons

at its issue price.

- (b) According to Article 7 of the Disciplinary Rules for Securities Underwriters Assisting Issuing Company in the Offering and Issuance of Securities issued by the Taiwan Securities Association ("Disciplinary Rules"), the actual issue price of the new common shares for cash by capital increase may not be lower than 90% of average closing price of the common shares of the Company on the Taiwan Stock Exchange for either one, three, or five business days prior to the pricing date after adjustment for any distribution of stock/cash dividends or capital reduction. It is proposed to authorize, after the expiry of the book building period, the Chairman to determine the actual issue price of the new common shares after negotiation with and agreed by the lead underwriter considering the status of book building. The agreed issue price shall be reported to the Financial Supervisory Commission ("FSC") for its approval and the issuance shall be made accordingly.

(2)Public Subscription

- (a) According to Article 8.3 of the M&A, 10%-15% of the new shares to be issued will be reserved for subscription by the employees of the Company and its subsidiaries. 10% of the new shares will be allotted for public offering. The remaining 75%-80% of the new shares to be issued will be allotted for the subscription by the shareholders in proportion to their respective shareholding as shown on the shareholder register as of the record date. For those unsubscribed by employees and shareholders, it is further proposed to authorize the Chairman to allot these shares for subscription by designated persons at its issue price.
- (b) According to the Article 6 of the Disciplinary Rules, the actual issue price of the new common shares for cash by capital increase may not be lower than 70% of average closing price of the common shares of the Company on the Taiwan Stock Exchange for either one, three, or five business days prior to the date of pricing date after adjustment for any distribution of stock/cash dividends or capital reduction. It is proposed to authorize the Chairman to determine the actual issue price of the new common shares after negotiation with and agreed by the lead underwriter. The agreed issue price shall be reported to the FSC for its approval and the issuance shall be made accordingly.

- (3) The new common shares will be issued at its par value, NTD10. Calculated based

upon the maximum number of the issuance of new shares for cash by capital increase (i.e., 38,000,000 common shares), the shareholder equity may be diluted by 9.84% to the maximum (after calculating the number of shares to be issued as a result of the exercise of the Employee Stock Option, the ECB conversion and the estimated new shares to be issued by capital increase. The actual dilution ratio will be determined by the actual conversion and the new share issuance). As the funds raised from the issuance of the new shares for cash by capital increase will be used for working capital and overseas procurement of materials by affiliated companies of the Company, this proposal shall have positive impact on the shareholder equity.

2. The issuance of GDRs through the issuance of new common shares by capital increase

- (1) According to Article 8.3 of the M&A, 10%-15% of the new shares to be issued will be reserved for subscription by the employees of the Company and its subsidiaries, and the shareholders do not have any pre-emptive rights to the reserved employee subscription portion. For those unsubscribed by employees, it is further proposed to authorize the Chairman to allot these shares for subscription by designated persons at its issue price or for participation in the issuance of GDRs depending on the market conditions. For the remaining 85%-90% of the new shares to be issued, it is proposed to have all the shareholders waive their pre-emptive rights in proportion to their respective shareholding according to Article 8.2 of the M&A and conduct a public offering as the underlying shares of the proposed issuance of GDRs.
- (2) The issue price of new common shares for cash by capital increase for the proposed issuance of GDRs will be priced depending on general international practice and it shall not affect shareholder's interests. However, the actual issue price is authorized to be determined by the Chairman after negotiation with and agreed by the lead underwriter depending on the then market conditions, subject to the competent authorities' regulatory requirements. According to the Article 9 of the Disciplinary Rules, the issue price of the new common shares for cash by capital increase may not be lower than 90% of the closing price of common shares on the Taiwan Stock Exchange as of the pricing date or 90% of average closing price of the common shares of the Company for either one, three, or five business days prior to the pricing date, after adjustment for any distribution of stock/cash dividends or capital reduction. Given that the share price in Taiwan may fluctuate significantly in the short term, it is proposed to authorize the Chairman, within the scope of the said requirement under the Disciplinary Rules, to negotiate with the actual issue price with the lead underwriter following the international practice and taking into account the conditions

of the international market and the local market price. Should there be any change to the relevant Taiwan laws and regulations, the pricing may be adjusted accordingly.

- (3) Calculated based upon the maximum number of the issuance of new shares for cash by capital increase for the issuance of GDRs (i.e., 38,000,000 common shares), the shareholder equity may be diluted by 9.84% to the maximum (after calculating the number of shares to be issued as a result of the exercise of Employee Stock Option, the ECB conversion and the estimated new shares to be issued by capital increase. The actual dilution ratio will be determined by the actual conversion and the new share issuance). As the funds raised from the issuance of GDRs will be used for working capital and overseas procurement of materials by affiliated companies of the Company so as to support the development of the Company and enhance the Company's competitiveness, and the worldwide reputation and image of the Company will be continuously enhanced as a result of the issuance of GDRs, this proposal shall have positive impact on the shareholder equity.
- (4) In addition to the scope stated above or stipulated by relevant laws and regulations, it is further proposed to authorize the Chairman or the person designated by him to execute all agreements and documents relating to the issuance of GDRs and handle all relevant matters on behalf of the Company.
- II. The shareholder's rights and obligations of the new shares to be issued for cash by capital increase or for the issuance of GDRs shall rank *pari passu* in all respects with the issued and outstanding common shares of the Company.
- III. Due to the rapid change in the capital market and to facilitate the efficiency of determining the issuance terms and actual issuance procedures, it is proposed to authorize the Board of Directors, in relation to the proposed issuance of new common shares for cash by capital increase or proposed issuance of GDRs through the issuance of new common shares by capital increase, if any change to the material content of the issuance (including actual issue price, the actual issue number of shares, issuance terms, offering size, planned items, estimated schedule for use of proceeds and estimated benefits and all other matters relating to this issuance) shall be made as a result of the requests by the competent authorities, business evaluation, regulatory requirements, or objective circumstances, to handle all related matters depending on the market condition.
- IV. It is proposed to authorize the Board of Directors to handle all related matters of the issuance of new shares upon receipt of approvals from the competent authorities.

V. Please resolve.

Resolution:

Item 2: To amend the Procedures of Acquisition or Disposal of Assets. (proposed by the Board of Directors)

Descriptions:

- (1) To comply with the Taiwan competent authority's regulatory requirements and to accommodate the Company's actual business needs, the Board of Directors proposes to amend the Procedures of Acquisition or Disposal of Assets.
- (2) The comparison table of amendments to the Procedures of Acquisition or Disposal of Assets is attached as Exhibit 5 (pages 40 - 45).
- (3) Please resolve.

Resolution:

**Item 3: Proposal to release the Directors from non-competition restrictions.
(proposed by the Board of Directors)**

Descriptions:

- (1) According to Article 30.4 of M&A, Director who engages in conduct either for himself or on behalf of another person within the scope of the Company's business, shall disclose to the shareholders, at a general meeting prior to such conduct, a summary of the major elements of such interest and obtain the ratification of the shareholders at such general meeting by a Supermajority Resolution vote. It is proposed to release the Directors from any restrictions on their participation in the matters within or similar to the scope of the Company's business for himself or on behalf of others since the date of the appointment as Directors.
- (2) Directors from non-competition restrictions list:

Title	Name	List of companies the Director may have interest in
Director	Chao-Juei Chiang	Cando Corporation - Chairman
		Golden Touch Development Corp. - Executive Director & Surperisor
	Shih-Ming Liu	TPK Material Solutions Inc. - Supervisor

(3) Please resolve.

Resolution:

Ad Hoc Motions

Meeting Adjourned

附件

Exhibit

TPK Holding Co., Ltd.

營業報告書

2013 年是觸控市場變化迅速的一年。在需求方面，觸控應用由高階行動裝置迅速普及至中、低階產品。而價格競爭激烈的中、低階產品市場，對於成本要求更甚於對品質與規格的要求，導致本公司 2013 年於中、低階觸控市場中斬獲有限。在供給方面，觸控產業前幾年的優異獲利表現也吸引眾多競爭者爭相投入觸控，導致某些觸控產能在 2013 年供過於求，不少觸控業者不堪虧損，已相繼退出觸控市場。面對觸控產業劇烈的結構性變化，本公司已擬訂並著手進行相關成本控管與效率提升計劃。此外，針對高階市場，本公司積極推動高規格之單面玻璃觸控產品 Touch-on-Lens (TOL)，協助客戶達到全強度且更輕薄、更優異的光學效果。為因應龐大的中階行動裝置觸控需求，本公司已啟動奈米銀線 (Silver-Nano Wire) 薄膜觸控的產能建構，以期達到客戶對中階產品之成本要求。儘管觸控市場前景充滿挑戰，我們深信 TPK 擁有的觸控技術與產品設計能力，加上製程創新及高中低階產品的完整佈局將可帶領公司突破重重挑戰，並達到觸控應用全面生活化之目標。

根據 Display Search 在 2013 年 12 月發表的研究報告，2014 年觸控模組出貨將達 17.8 億件，預估較 2013 年的 15.4 億件成長 15.6%，而 2014 年產值也將擴大至 352.8 億美元，預估較 2013 年之 316.1 億美元成長 11.6%。隨著人們已經習慣觸控功能的存在，除了在筆記型電腦、一體機 (All-In-One PC)、手持式遊戲機及車用等市場加深應用，更會拓展至醫療設備及家庭電子產品的範疇，相信以本公司的創新思維與具有彈性的生產能力，能夠提供客戶高品質、低成本的觸控產品，並提供給客戶完整的一站式服務。

2013 年策略目標

本公司在 2013 年的主要策略目標為具備完整產品線以實現大量客製之目標，具體完成以下幾項重要成果：

- 1.順利轉換小尺寸 Glass/Glass 至中尺寸 Glass/Film 產能，滿足中尺寸觸控應用需求；
- 2.一體機觸控應用(AIO)產能增至每月 50 萬片，以滿足其逐年增長之市場需求；
- 3.中尺寸全強度單片式觸控（Touch On Lens, TOL）產能成長至每月 200 萬片；
- 4.因應未來筆記型電腦所需觸控應用需求，設立平潭廠區，並整合其全部製程於單一廠區；
- 5.成立材料廠並投入生產水膠等化學材料，強化垂直整合綜效。

財務表現

本公司2013年合併營收為新台幣1,590.7億元，較 2012 年減少9.9%，稅後淨利為新台幣71.9億元，較前一年度稅後淨利新台幣143.6億元減少50%，每股盈餘為新台幣21.21元。

研發情形

保持技術的領先是本公司增加競爭力的重要因素，至2013年底已取得專利數達642件，有1,750件在申請中，並同時積極主張所擁有之專利權利。

未來本公司將持續投注於觸控相關技術之研發，尤其在原材料、先進設備和玻璃處理技術等方面，進而強化本公司垂直整合之能力。同時透過專利製程與自行研發設計之自動化設備，以期達到高於業界的良率與效率，以建立起競爭對手無法複製的進入障礙。

2014 年營業計劃概要

展望2014年，營運策略將持續提升高階觸控產品之技術，並開發中階平價觸控應用產品，以因應原有客戶及平價市場成長之需求。此外，針對公司組織架構進行改造，成立個別戰略事業群，以達到成本控制的最佳化。2014年營業計畫概述如下：

- 1.持續提升高階觸控市場技術：為因應高階觸控產品對於輕、薄與強度之需求，公司積極推廣高階單片玻璃觸控解決方案（TOL）。目前TOL在智慧型手機與平版電腦市場均已開始量產，並得到客戶之肯定，預計在2014年擴大TOL客戶群。
- 2.開發中階平價觸控產品：為因應市場中低階觸控產品快速成長之需求，本公司積極導入平價觸控解決方案。針對中小尺寸市場，本公司開發觸控奈米銀線觸控技術，並預計於2014年第二季開始量產；針對筆記型電腦市場，本公司於平潭建設高度垂直整合的OGS觸控產能，以達到良率及效率之提升，並預計於2014年第四季量產。
- 3.組織改造：為因應觸控市場之競爭，本公司針對組織架構進行改造，成立個別戰略事業

群，以達到生產流程與成本控制之最佳化。

未來公司發展策略

觸控應用市場將持續擴大，2014年勢必也將面臨更多的競爭與挑戰，本公司秉持務實的經營理念，嚴加控管成本，貫徹「新、速、實、簡」精神，以提供優質製造服務、與客戶共同精進成長、創造股東利益、關懷回饋社會為宗旨，憑藉著多元技術與價值創新的卓越競爭力，在各位股東的支持以及全體同仁的努力下，讓TPK繼續成為最優質及最具競爭力的專業觸控技術領導廠商。

董事長

江朝瑞



總經理

孫大明



會計主管

吳文瑜



TPK Holding Co., Ltd. 審計委員會查核報告書

董事會造具本公司民國一〇二年度營業報告書、合併財務報表及盈餘分派議案，經本審計委員會查核，認為尚無不合，爰依證券交易法第十四條之四等相關規定報告如上，敬請 鑒核。

TPK Holding Co., Ltd.

審計委員會召集人：張宏源



中 華 民 國 一 〇 三 年 三 月 十 一 日

會計師查核報告

TPK Holding Co., Ltd. 公鑒：

TPK Holding Co., Ltd.及其子公司民國 102 年 12 月 31 日、民國 101 年 12 月 31 日及 1 月 1 日之合併資產負債表，暨民國 102 年及 101 年 1 月 1 日至 12 月 31 日之合併綜合損益表、合併權益變動表與合併現金流量表，業經本會計師查核竣事。上開合併財務報告之編製係管理階層之責任，本會計師之責任則為根據查核結果對上開合併財務報告表示意見。

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

依本會計師之意見，第一段所述合併財務報告在所有重大方面係依照證券發行人財務報告編製準則、經金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達 TPK Holding Co., Ltd. 及其子公司民國 102 年 12 月 31 日、民國 101 年 12 月 31 日及 1 月 1 日之合併財務狀況，暨民國 102 年及 101 年 1 月 1 日至 12 月 31 日之合併財務績效及合併現金流量。

勤業眾信聯合會計師事務所
會計師 郭 慈 容

郭慈容



會計師 陳 俊 宏

陳俊宏



財政部證券暨期貨管理委員會核准文號
台財證六字第 0920123784 號

行政院金融監督管理委員會核准文號
金管證審字第 0990031652 號

中 華 民 國 103 年 3 月 25 日

民國 102 年 12 月 31 日暨民國 101 年 12 月 31 日及 1 月 1 日

單位：新台幣仟元

		102年12月31日			101年12月31日			101年1月1日			
代	碼	資	產	金 額	%	金 額	%	金 額	%		
流動資產（附註四）											
1100		現金及約當現金（附註四、六及二七）	\$	38,299,393	25	\$	23,237,949	18	\$	10,382,671	11
1147		無活絡市場之債券投資—流動（附註四、八及三三）		9,259,115	6		3,280,388	2		777,190	1
1170		應收帳款淨額（附註四、五、九及三二）		14,818,938	10		27,968,009	22		7,853,182	9
1200		其他應收款（附註四、五、九、二七及三二）		8,432,098	6		4,740,418	4		11,228,003	12
1220		當期所得稅資產（附註四及二四）		112,676	-		7,561	-		107	-
130X		存貨（附註四、五及十）		8,431,379	6		14,110,200	11		11,798,922	13
1470		其他流動資產（附註四及十五）		184,126	-		87,947	-		168,200	-
11XX		流動資產合計		79,537,725	53		73,432,472	57		42,208,275	46
非流動資產											
1550		採用權益法之投資（附註四、五、十一、十六及三三）		1,682,240	1		3,621,239	3		4,119,954	4
1600		不動產、廠房及設備（附註四、五、十二、二七及三二）		54,838,929	36		44,733,443	35		37,898,859	41
1760		投資性不動產淨額（附註四、五、十三及三二）		316,594	-		189,350	-		-	-
1780		無形資產（附註四、五及十四）		1,184,490	1		1,282,558	1		1,412,032	2
1840		遞延所得稅資產（附註四、五及二四）		895,655	1		551,212	-		544,825	1
1915		預付設備款		11,218,751	7		4,278,258	3		4,230,022	5
1920		存出保證金（附註二九及三二）		148,096	-		185,041	-		316,823	-
1985		長期預付租金（附註四、十五及二七）		1,378,292	1		712,197	1		739,123	1
1990		其他非流動資產—其他		311	-		1,335	-		5,642	-
15XX		非流動資產合計		71,663,358	47		55,554,633	43		49,267,280	54
1XXX		資 產 總 計		\$151,201,083	100		\$128,987,105	100		\$ 91,475,555	100
負債及權益											
流動負債（附註四）											
2100		短期借款（附註八、十六、二七、三二及三三）	\$	39,303,186	26	\$	9,981,445	8	\$	4,075,968	4
2170		應付票據及帳款		19,370,541	13		29,590,771	23		25,543,326	28
2180		應付帳款—關係人（附註三二）		1,104,528	1		2,778,038	2		548,704	1
2213		應付工程及設備款（附註十八及三二）		6,075,476	4		4,132,459	3		5,627,283	6
2219		其他應付款—其他（附註十八、二一、二七及三二）		3,764,251	2		3,846,298	3		3,641,652	4
2230		當期所得稅負債（附註四及二四）		557,335	-		2,751,266	2		563,375	1
2252		保固之短期負債準備（附註四、五及十九）		1,628,419	1		1,600,449	1		1,053,621	1
2255		虧損性合約之短期負債準備（附註四、五、十及十九）		240,291	-		243,658	-		118,216	-
2320		一年內到期長期負債（附註十六及十七）		14,802,872	10		2,539,771	2		1,394,406	2
2399		其他流動負債—其他		151,989	-		481,188	1		83,858	-
21XX		流動負債合計		86,998,888	57		57,945,343	45		42,650,409	47
非流動負債											
2530		應付公司債（附註四及十七）		6,309,052	4		16,266,544	13		10,339,275	11
2540		長期借款（附註十一、十六、三二及三三）		9,458,663	6		8,388,423	6		8,805,866	10
2570		遞延所得稅負債（附註四及二四）		3,474,077	3		2,997,791	2		2,073,154	2
2640		應計退休金負債（附註四及二十）		26,116	-		27,666	-		22,816	-
2645		存入保證金		34,295	-		18,581	-		27,314	-
2655		股東往來（附註三二）		20,157	-		57,188	-		66,402	-
2670		其他非流動負債—其他		2,991	-		13,547	-		26,094	-
25XX		非流動負債合計		19,325,351	13		27,769,740	21		21,360,921	23
2XXX		負債合計		106,324,239	70		85,715,083	66		64,011,330	70
歸屬於母公司業主之權益（附註四、十一、十七、二十、二一、二六及二八）											
股 本											
3110		股本—普通股		3,292,887	2		3,271,352	3		2,352,709	3
3200		資本公積		16,494,984	11		16,124,540	12		8,194,203	9
保留盈餘											
3310		法定盈餘公積		3,220,044	2		1,814,617	1		694,987	1
3350		未分配盈餘		21,102,720	14		22,595,702	18		16,091,676	17
3300		保留盈餘合計		24,322,764	16		24,410,319	19		16,786,663	18
其他權益											
3410		國外營運機構財務報表換算之兌換差額	(	138,785)	-	(	1,193,611)	(1)		-	-
3425		備供出售金融資產未實現損益	(	1,078)	-	(	772)	-	(	980)	-
3400		其他權益合計	(	139,863)	-	(	1,194,383)	(1)	(	980)	-
31XX		母公司業主權益合計		43,970,772	29		42,611,828	33		27,332,595	30
36XX		非控制權益		906,072	1		660,194	1		131,630	-
3XXX		權益合計		44,876,844	30		43,272,022	34		27,464,225	30
負債與權益總計											
				\$151,201,083	100		\$128,987,105	100		\$ 91,475,555	100

後附之附註係本合併財務報告之一部分。

董事長：江朝瑞



經理人：孫大明



會計主管：吳文瑜



TPK Holding Co., Ltd. 及子公司

合併綜合損益表

民國 102 年及 101 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元，惟
每股盈餘為元

代 碼		102年度		101年度	
		金 額	%	金 額	%
4100	營業收入淨額（附註四、二二、二七及三二）	\$ 159,067,439	100	\$ 176,609,592	100
5110	營業成本（附註四、十、十二、十四、十九、二十、二一、二三、二九及三二）	<u>138,136,906</u>	<u>87</u>	<u>146,724,889</u>	<u>83</u>
5900	營業毛利	<u>20,930,533</u>	<u>13</u>	<u>29,884,703</u>	<u>17</u>
	營業費用（附註四、十二、十四、二十、二一、二三、二七、二九及三二）				
6100	推銷費用	984,022	1	962,217	-
6200	管理費用	4,538,973	3	3,920,433	2
6300	研究發展費用	<u>5,416,368</u>	<u>3</u>	<u>4,703,853</u>	<u>3</u>
6000	營業費用合計	<u>10,939,363</u>	<u>7</u>	<u>9,586,503</u>	<u>5</u>
6900	營業淨利	<u>9,991,170</u>	<u>6</u>	<u>20,298,200</u>	<u>12</u>
	營業外收入及支出				
7010	政府補助收入（附註四）	934,360	1	420,593	-
7100	利息收入（附註四及二三）	819,915	1	493,312	-
7190	其他收入—其他（附註二三、二九及三二）	198,206	-	205,081	-
7230	外幣兌換利益淨額（附註四）	93,638	-	13,420	-
7510	利息費用（附註四、十二、十六、十七及二三）	(1,078,076)	(1)	(712,009)	-
7590	什項支出（附註四、十三及二三）	(101,171)	-	(16,103)	-
7635	透過損益按公允價值衡量之金融資產（負債）損失（附註四及七）	(30,673)	-	(29,112)	-
7070	採用權益法認列之關聯企業損失之份額（附註四及十一）	(<u>1,923,186</u>)	(<u>1</u>)	(<u>395,516</u>)	<u>-</u>
7000	營業外收入及支出合計	(<u>1,086,987</u>)	<u>-</u>	(<u>20,334</u>)	<u>-</u>

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代 碼		102年度		101年度	
		金 額	%	金 額	%
7900	稅前淨利	\$ 8,904,183	6	\$ 20,277,866	12
7950	所得稅費用 (附註四及二四)	<u>1,289,616</u>	<u>1</u>	<u>5,361,542</u>	<u>3</u>
8200	本年度淨利	<u>7,614,567</u>	<u>5</u>	<u>14,916,324</u>	<u>9</u>
	其他綜合損益				
8310	國外營運機構財務報表換算 之兌換差額 (附註四及二一)	1,051,780	-	(1,099,063)	(1)
8360	確定福利計畫精算利益 (損失) (附註四及二十)	1,041	-	(6,218)	-
8370	採用權益法認列之關聯企業 其他綜合損益之份額 (附註四及二一)	37,457	-	(103,199)	-
8399	與其他綜合損益組成部分相關之所得稅利益 (費用) (附註四、二一及二四)	(<u>5,567</u>)	<u>-</u>	<u>2,438</u>	<u>-</u>
8300	本年度其他綜合損益 (稅後淨額)	<u>1,084,711</u>	<u>-</u>	(<u>1,206,042</u>)	(<u>1</u>)
8500	本年度綜合損益總額	<u>\$ 8,699,278</u>	<u>5</u>	<u>\$ 13,710,282</u>	<u>8</u>
	淨利歸屬於：				
8610	母公司業主	\$ 7,188,503	5	\$ 14,364,913	8
8620	非控制權益	<u>426,064</u>	<u>-</u>	<u>551,411</u>	<u>-</u>
8600		<u>\$ 7,614,567</u>	<u>5</u>	<u>\$ 14,916,324</u>	<u>8</u>
	綜合 (損) 益總額歸屬於：				
8710	母公司業主	\$ 8,244,305	5	\$ 13,166,347	8
8720	非控制權益	<u>454,973</u>	<u>-</u>	<u>543,935</u>	<u>-</u>
8700		<u>\$ 8,699,278</u>	<u>5</u>	<u>\$ 13,710,282</u>	<u>8</u>
	每股盈餘 (附註二五)				
	來自母公司業主本年度淨利				
9710	基 本	<u>\$ 21.90</u>		<u>\$ 46.09</u>	
9810	稀 釋	<u>\$ 21.21</u>		<u>\$ 43.89</u>	

後附之附註係本合併財務報告之一部分。

董事長：江朝瑞



經理人：孫大明



會計主管：吳文瑜





民國 102 年 12 月 31 日

單位：新台幣仟元

代碼	歸屬	於	母	公	司	業		主		權		之	益	總	計	非控制權益（附註四、二一及二八）	總	額
						其	他	備供出售金融商品未實現（損）益（附註四及二一）	總	總	總							
A1	101 年 1 月 1 日餘額	\$ 2,352,709	\$ 8,194,203	\$ 694,987	\$ 16,091,676	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 27,332,595	\$ 131,630	\$ 27,464,225	
B1	100 年度盈餘分配：	-	-	1,119,630	(1,119,630)	-	-	-	-	-	-	-	-	-	-	-	-	
B5	提列法定盈餘公積	-	-	-	(4,705,418)	-	-	-	-	-	-	-	-	-	(4,705,418)	-	(4,705,418)	
B9	本公司股東現金股利	705,813	-	-	(705,813)	-	-	-	-	-	-	-	-	-	-	-	-	
D1	本公司股東股票股利	-	-	-	-	-	-	-	-	-	-	-	-	-	14,364,913	551,411	14,916,324	
D3	101 年度淨利	-	-	-	14,364,913	-	-	-	-	-	-	-	-	-	14,364,913	-	14,364,913	
D5	101 年度稅後其他綜合損益	-	-	-	(516)	(1,193,611)	-	-	-	-	-	-	-	-	(1,198,566)	(7,476)	(1,206,042)	
E1	101 年度綜合損益總額	-	-	-	-	(1,193,611)	-	-	-	-	-	-	-	-	13,166,347	543,935	13,710,282	
E1	現金增資發行新股參與海外存託憑證	176,000	6,612,863	-	14,359,750	-	-	-	-	-	-	-	-	-	6,788,863	-	6,788,863	
I1	購回可轉換公司債之權益組成要素調整	-	(838)	-	-	-	-	-	-	-	-	-	-	-	(838)	-	(838)	
M5	取得子公司股權價格與帳面價值差異	-	-	-	(1,321,059)	-	-	-	-	-	-	-	-	-	(1,321,059)	-	(1,321,059)	
N1	本公司發行員工認股權	-	253,762	-	-	-	-	-	-	-	-	-	-	-	253,762	-	253,762	
N1	員工認股權計劃下發行之普通股	36,830	450,252	-	-	-	-	-	-	-	-	-	-	-	487,082	-	487,082	
C3	本公司發行可轉換公司債認列權益組成要素部份	-	614,298	-	-	-	-	-	-	-	-	-	-	-	614,298	-	614,298	
O1	非控制權益減少數	-	-	-	(3,804)	-	-	-	-	-	-	-	-	-	(3,804)	(15,371)	(19,175)	
Z1	101 年 12 月 31 日餘額	3,271,352	16,124,540	1,814,617	22,595,702	(1,193,611)	(772)	(772)	(1,193,611)	(772)	(772)	(772)	(772)	(772)	42,611,828	660,194	43,272,022	
B1	101 年度盈餘分配：	-	-	1,405,427	(1,405,427)	-	-	-	-	-	-	-	-	-	-	-	-	
B5	提列法定盈餘公積	-	-	-	(6,870,195)	-	-	-	-	-	-	-	-	-	(6,870,195)	-	(6,870,195)	
D1	本公司股東現金股利	-	-	-	-	-	-	-	-	-	-	-	-	-	7,188,503	426,064	7,614,567	
D1	102 年度淨利	-	-	-	7,188,503	-	-	-	-	-	-	-	-	-	7,188,503	-	7,188,503	
D3	102 年度稅後其他綜合損益	-	-	-	1,282	(1,054,826)	-	-	-	-	-	-	-	-	(306)	28,909	(1,084,711)	
D5	102 年度綜合損益總額	-	-	-	-	(306)	-	-	-	-	-	-	-	-	8,244,305	454,973	8,699,278	
I1	可轉換公司債轉換普通股	1,296	53,727	-	7,189,785	-	-	-	-	-	-	-	-	-	55,023	-	55,023	
M5	取得子公司股權價格與帳面價值差異	-	-	-	(407,145)	-	-	-	-	-	-	-	-	-	(407,145)	-	(407,145)	
N1	本公司發行員工認股權	-	130,791	-	-	-	-	-	-	-	-	-	-	-	130,791	-	130,791	
N1	員工認股權計劃下發行之普通股	20,239	180,157	-	-	-	-	-	-	-	-	-	-	-	200,396	-	200,396	
O1	非控制權益減少數	-	5,769	-	-	-	-	-	-	-	-	-	-	-	5,769	(209,095)	(203,326)	
Z1	102 年 12 月 31 日餘額	\$ 3,292,887	\$ 16,494,984	\$ 3,220,044	\$ 21,102,720	(\$ 138,785)	(\$ 1,078)	(\$ 1,078)	(\$ 138,785)	(\$ 1,078)	(\$ 1,078)	(\$ 1,078)	(\$ 1,078)	(\$ 1,078)	\$ 43,970,772	\$ 906,072	\$ 44,876,844	

後附之附註係本合併財務報告之一部分。



董事長：江朝瑞



經理人：孫大明



會計主管：吳文瑜

TPK Holding Co., Ltd. 及子公司

合併現金流量表

民國 102 年及 101 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

代 碼		102 年度	101 年度
	營業活動之現金流量		
A10000	本年度稅前淨利	\$ 8,904,183	\$ 20,277,866
A20010	不影響現金流量之收益費損項目		
A20100	折舊費用	6,392,841	4,585,219
A20200	攤銷費用	167,718	168,202
A20300	呆帳費用（迴轉利益）	6,641	(396)
A20900	利息費用	1,078,076	712,009
A21200	利息收入	(819,915)	(493,312)
A21900	員工認股權酬勞成本	130,791	253,762
A22300	採用權益法認列之關聯企業損失之份額	1,923,186	395,516
A22500	處分及報廢不動產、廠房及設備損失	71,666	5,916
A22800	處分無形資產損失	-	136
A23700	存貨跌價及呆滯損失	892,555	67,710
A23800	資產減損損失	1,205,178	354,953
A24200	買回應付公司債利益	-	(3,974)
A29900	預付租賃款攤銷	20,085	14,991
A29900	提列（迴轉）負債準備	(22,684)	737,704
A30000	營業資產及負債之淨變動數		
A31150	應收帳款減少（增加）	13,142,200	(19,796,941)
A31180	其他應收款減少（增加）	(3,655,668)	6,553,875
A31200	存貨減少（增加）	4,257,901	(2,051,806)
A31240	其他流動資產減少（增加）	(96,201)	89,523
A32150	應付票據及帳款增加（減少）	(10,220,231)	3,720,846
A32160	應付帳款—關係人增加（減少）	(1,673,509)	2,229,333
A32170	應付工程及設備款增加（減少）	1,943,017	(1,510,991)
A32180	其他應付款減少	(167,499)	(116,529)
A32230	其他流動負債增加（減少）	(329,199)	250,582
A32200	短期負債準備減少	(5,030)	(8,897)
A32240	應計退休金負債減少	(693)	(313)
A33000	營運產生之現金流入	23,145,409	16,434,984
A33100	收取之利息	786,007	425,723
A33500	支付之所得稅	(3,462,203)	(2,263,431)
AAAA	營業活動之淨現金流入	<u>20,469,213</u>	<u>14,597,276</u>

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代 碼		102 年度	101 年度
	投資活動之現金流量		
B00600	取得無活絡市場之債券投資	(\$ 5,978,727)	(\$ 2,503,198)
B02200	取得子公司股權之淨現金流出	(1,304,443)	(1,361,655)
B02700	購置不動產、廠房及設備	(5,709,564)	(3,175,216)
B02800	處分不動產、廠房及設備價款	45,170	57,118
B03700	存出保證金減少	36,946	131,781
B04500	購置無形資產	(65,795)	(65,031)
B04600	處分無形資產價款	7,839	245
B04800	其他資產減少(增加)	(6)	5,412
B07100	預付設備款增加	(16,688,776)	(10,779,471)
B07300	長期預付租金增加	(496,309)	-
BBBB	投資活動之淨現金流出	(30,153,665)	(17,690,015)
	籌資活動之現金流量		
C01200	發行公司債	-	6,716,804
C01300	償還公司債	-	(79,456)
C01600	舉借長期借款	8,335,812	5,595,800
C01700	償還長期借款	(6,186,989)	(4,440,389)
C03000	存入保證金增加(減少)	15,714	(8,734)
C00100	短期借款增加	28,965,087	6,007,794
C03800	其他應付款—關係人減少	(30,035)	-
C04300	其他負債減少	(10,555)	(9)
C04600	現金增資	-	6,788,863
C04500	發放現金股利	(6,870,195)	(4,705,418)
C04800	員工執行認股權	200,396	487,082
C05600	支付之利息	(499,001)	(304,938)
C05800	非控制權益變動	891	277,265
CCCC	籌資活動之淨現金流入	23,921,125	16,334,664
DDDD	匯率變動對現金及約當現金之影響	824,771	(386,647)
EEEE	本年度現金增加數	15,061,444	12,855,278
E00100	年初現金餘額	23,237,949	10,382,671
E00200	年底現金餘額	\$ 38,299,393	\$ 23,237,949

後附之附註係本合併財務報告之一部分。

董事長：江朝瑞



經理人：孫大明



會計主管：吳文瑜



【附件四】

TPK Holding Co., Ltd.

盈餘分派表

2013年12月31日

單位：美金元

期初未分配盈餘	518,651,795
採用國際財務報導準則調整數	<u>(38,256,120)</u>
調整後期初保留盈餘	480,395,675
因長期股權投資調整保留盈餘	<u>(13,961,183)</u>
精算損益列入保留盈餘	<u>43,335</u>
調整後未分配盈餘	466,477,827
本期淨利(註1)	243,336,580
減：提列法定盈餘公積	<u>(24,333,658)</u>
本期可供分配盈餘	685,480,749
分派項目：	
-普通股現金股利-每股新台幣 5 元 (註2及3)	<u>(54,341,544)</u>
期末未分配盈餘	<u>631,139,205</u>

註1：擬配發

董事酬勞 1,200,000

註2：正確配發之現金股利之美金金額，依規定將以股東會前一營業日之台灣銀行買入及賣出美金即期外匯收盤價之平均數計算為準，目前暫以2014年2月28日新台幣30.30元兌換1美元設算。

註3：本次現金股利依本公司2014年2月28日流通在外股數329,309,759股計算，嗣後如因本公司已發行海外可轉換公司債經持有人請求轉換成普通股或員工認股權執行等，致影響流通在外股份數量，股東配息率因此發生變動者，擬提請股東會授權董事會全權處理。

補充資料

每股現金股利 (新台幣元)	5
現金股利 (新台幣元)	1,646,548,795
現金股利 (美金元)	54,341,544

董事長：江朝瑞



經理人：孫大明



會計主管：吳文瑜



Exhibit 4.

TPK Holding Co., Ltd.
PROFIT DISTRIBUTION TABLE
Year 2013

(Unit : \$US)

Unappropriated retained earnings of previous year	518,651,795
The adjusted amount of adopting IFRSs	<u>(38,256,120)</u>
Unappropriated retained earnings of previous year after adjustments	480,395,675
The adjustments to retained earnings due to long-term investments	(13,961,183)
The adjustments of cumulative actuarial gains and losses to Retained Earnings	<u>43,335</u>
Unappropriated retained earnings after adjustments	466,477,827
2013 net profit after tax(Note1)	243,336,580
Less : 10% legal reserve	<u>(24,333,658)</u>
Distributable net profit	685,480,749
Distributable item :	
-Cash dividend to shareholders-NT\$ 5 per share (Note 2 and 3)	<u>(54,341,544)</u>
The ending balance of unappropriated retained earnings	<u>631,139,205</u>

Note 1: Proposed distribution of directors' compensation 1,200,000

Note 2: Exact amount of cash dividends denominated in USD will be calculated based upon the average spot rate for buying and selling published by the Bank of Taiwan between NTD and USD on the business day immediately prior to the date of the general meeting. The foreign exchange rate tentatively adopted is USD 1: NTD30.30 on February 28, 2014.

Note 3: The amount of cash dividend is calculated based upon total issued shares outstanding (329,309,759 shares) on February 28, 2014. Before the distribution record date, if the total issued shares outstanding is affected by conversion in connection with ECBs and ESOP, it is proposed that the Board of Directors be authorized to adjust the cash to be distributed to each share based on the number of actual shares outstanding on the record date for distribution.

Supplementary Data:

Cash dividend per share (NTD)	5
Cash dividends (NTD)	1,646,548,795
Cash dividends (USD)	54,341,544

Chairman: Chiang, Chao-Juei Executive: Sun, Ta-Min Accounting Manager: Wu, Wen-Yu

取得或處分資產處理程序修訂前後條文對照表

修訂後	修訂前
第2.2.條 不動產(含土地、房屋及建築、投資性不動產、 <u>土地使用權</u> 、營建業之存貨)及 <u>設備</u> 。	第2.2.條 不動產(含營建業之存貨)及 <u>其他固定資產</u> 。
第 3.1.3.條 關係人、子公司：應依證券發行人財務報告編製準則規定認定之。	第3.1.3.條 關係人：指依財團法人中華民國會計研究發展基金會(以下簡稱會計研究發展基金會)所發布之財務會計準則公報第六號所規定者。
第3.1.4.條 (條次變更) 專業估價者：指不動產估價師或其他依法律得從事不動產、 <u>設備</u> 估價業務者。	第3.1.4.條 子公司：指依會計研究發展基金會發布之財務會計準則公報第五號及第七號所規定者。
第3.1.5.條 (條次變更) 事實發生日：指交易簽約日、付款日、委託成交日、過戶日、董事會決議日或其他足資確定交易對象及交易金額之日等日期孰前者。但屬需經主管機關核准之投資者，以上開日期或接獲主管機關核准之日孰前者為準。	第3.1.5.條 專業估價者：指不動產估價師或其他依法律得從事不動產、 <u>其他固定資產</u> 估價業務者。
第3.1.6.條 (條次變更) 大陸地區投資：指依經濟部投資審議委員會在大陸地區從事投資或技術合作許可辦法規定從事之大陸投資。	第3.1.6.條 事實發生日：指交易簽約日、付款日、委託成交日、過戶日、董事會決議日或其他足資確定交易對象及交易金額之日等日期孰前者。但屬需經主管機關核准之投資者，以上開日期或接獲主管機關核准之日孰前者為準。
第3.1.7.條 (條次變更) 最近期財務報表：公司於取得或處分資產前經會計師查核簽證或核閱之財務報表。	第3.1.7.條 大陸地區投資：指依經濟部投資審議委員會在大陸地區從事投資或技術合作許可辦法規定從事之大陸投資。
第3.1.8.條 (條次變更) 主管機關：係指中華民國金融監督管理委員會。	第3.1.8.條 「最近期財務報表」：公司於取得或處分資產前經會計師查核簽證或核閱之財務報表。

第3.1.9.條 (刪除)	第3.1.9.條 主管機關：係指 <u>中華民國行政院金融監督管理委員會</u> 。
第3.5.條 取得或處分不動產或 <u>設備</u> 作業程序	第3.5.條 取得或處分不動產或 <u>其他固定資產</u> 作業程序
第 3.5.1.條 本公司及子公司取得或處分不動產及設備，悉依本公司內部控制制度固定資產循環作業規定之程序辦理。	第 3.5.1.條 本公司及子公司取得或處分不動產及 <u>其他固定資產</u> ，悉依本公司內部控制制度固定資產循環作業規定之程序辦理。
第 3.5.2.條 (2) 取得或處分 <u>設備</u> ，應以詢價、比價、議價或招標方式擇一為之，其核准權限悉依本公司及子公司『核決權限表』規定辦理。	第 3.5.2.條 (2) 取得或處分 <u>其他固定資產</u> ，應以詢價、比價、議價或招標方式擇一為之，其核准權限悉依本公司及子公司『核決權限表』規定辦理。
第 3.5.3.條 執行單位 本公司及子公司取得或處分不動產或設備時，應依前項核決權限呈核決後，由資產管理單位負責執行。	第 3.5.3.條 執行單位 本公司及子公司取得或處分不動產或 <u>其他固定資產</u> 時，應依前項核決權限呈核決後，由資產管理單位負責執行。
第3.5.4.條 本公司及子公司取得或處分不動產或 <u>設備</u> ，除向政府機構交易、自地委建、租地委建，或取得、處分供營業使用之設備者外，交易金額達公司實收資本額百分之二十或新台幣三億元以上者，應於事實發生日前取得專業估價者出具之估價報告，並應符合下列規定： (1) 因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時，該項交易應先提經董事會決議通過，未來交易條件變更者，亦應比照上開程序辦理。 (2) 交易金額達新臺幣十億元以上者，應請二家以上之專業估價者估價。 (3) 專業估價者之估價結果有下列情形之一者，除取得資產之估價結果均高於交易金額，或處分資產之估價結果均低於交易金額外，應洽請會計師依 <u>財團法人中華民國會計研究發展基金會</u> （以下簡稱會計研究發展基	第3.5.4.條 本公司及子公司取得或處分不動產或 <u>其他固定資產</u> 交易金額達應主管機關公告申報標準者，除向政府機構交易、自地委建、租地委建，或取得、處分供營業使用之機器設備者外，交易金額達公司實收資本額百分之二十或新台幣三億元以上者，應於事實發生日前取得專業估價者出具之估價報告，並應符合下列規定： (1) 因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時，該項交易應先提經董事會決議通過，未來交易條件變更者，亦應比照上開程序辦理。 (2) 交易金額達新臺幣十億元以上者，應請二家以上之專業估價者估價。 (3) 專業估價者之估價結果有下列情形之一者，除取得資產之估價結果均高於交易金額，或處分資產之估價結果均低於交易

<p>金會)所發布之審計準則公報第二十號規定辦理，並對差異原因及交易價格之允當性表示具體意見：</p> <p>(A)估價結果與交易金額差距達交易金額之百分之二十以上者。</p> <p>(B)二家以上專業估價者之估價結果差距達交易金額百分之十以上者。</p> <p>(4)專業估價者出具報告日期與契約成立日期不得逾三個月。但如其適用同一期公告現值且未逾六個月者，得由原專業估價者出具意見書。</p>	<p>金額外，應洽請會計師依會計研究發展基金會所發布之審計準則公報第二十號規定辦理，並對差異原因及交易價格之允當性表示具體意見：</p> <p>(A)估價結果與交易金額差距達交易金額之百分之二十以上者。</p> <p>(B)二家以上專業估價者之估價結果差距達交易金額百分之十以上者。</p> <p>(4)專業估價者出具報告日期與契約成立日期不得逾三個月。但如其適用同一期公告現值且未逾六個月者，得由原專業估價者出具意見書。</p>
<p>第3.6.2.條</p> <p>本公司及子公司向關係人取得或處分不動產，或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新台幣三億元以上者，<u>除買賣公債、附買回、賣回條件之債券、申購或贖回國內貨幣市場基金外</u>，應將下列資料，提交審計委員會及董事會通過後，始得簽訂交易契約及支付款項：</p>	<p>第3.6.2.條</p> <p>本公司及子公司向關係人取得或處分不動產，或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新台幣三億元以上者，應將下列資料，提交審計委員會及董事會通過後，始得簽訂交易契約及支付款項：</p>
<p>第3.6.5.條</p> <p>本公司及子公司向關係人取得不動產，有下列情形之一者，免適用第3.6.3.條及第3.6.4.條規定，但仍應依第3.6.2.條規定辦理：</p> <p>(1)關係人係因繼承或贈與而取得不動產。</p> <p>(2)關係人訂約取得不動產時間距本交易訂約日已逾五年。</p> <p>(3)<u>與關係人簽訂合建契約，或自地委建、租地委建等委請關係人興建不動產而取得不動產。</u></p>	<p>第3.6.5.條</p> <p>本公司及子公司向關係人取得不動產，有下列情形之一者，免適用第3.6.3.條及第3.6.4.條規定，但仍應依第3.6.2.條規定辦理：</p> <p>(1)關係人係因繼承或贈與而取得不動產。</p> <p>(2)關係人訂約取得不動產時間距本交易訂約日已逾五年。</p> <p>(3)與關係人簽訂合建契約而取得不動產。</p>
<p>第 3.7.1.條</p> <p>本公司及子公司取得或處分會員證或無形資產交易悉依核決權限辦理，交易金額達公司實收資本額百分之二十或新台幣三億元以上者，<u>除與政府機構交易外</u>，應於事實發生日前洽請會計師就交易價格之合理性表示意見，並提董事會通過後始得為之</p>	<p>第3.7.1.條</p> <p>本公司及子公司取得或處分會員證或無形資產交易悉依核決權限辦理，交易金額達公司實收資本額百分之二十或新台幣三億元以上者，應於事實發生日前洽請會計師就交易價格之合理性表示意見，並提董事會通過後始得為之。</p>

第3.11.1.條

本公司及子公司取得或處分資產，依相關法令規定，如有下列情形者，應按性質依規定格式，於事實發生之即日起算二日內將相關資訊於相關主管機關指定之資訊申報網站辦理公告申報：

- (1) 向關係人取得或處分不動產，或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新台幣三億元以上。但買賣公債、附買回、賣回條件之債券、申購或贖回國內貨幣市場基金，不在此限。
- (2) 進行合併、分割、收購或股份受讓。
- (3) 從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。
- (4) 除(1)~(3)以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新臺幣三億元以上者。但下列情形不在此限：
 - (A) 買賣公債。
 - (B) 買賣附買回、賣回條件之債券、申購或贖回國內貨幣市場基金。
 - (C) 取得或處分之資產種類屬供營業使用之機器設備且其交易對象非為關係人，交易金額未達新臺幣五億元以上。
 - (D) 以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，交易金額未達新臺幣五億元以上。(以公司預計投入之金額為計算基準)

第3.11.1.條

本公司及子公司取得或處分資產，依相關法令規定，如有下列情形者，應按性質依規定格式，於事實發生之即日起算二日內將相關資訊於相關主管機關指定之資訊申報網站辦理公告申報：

- (1) 向關係人取得或處分不動產，或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新台幣三億元以上。但買賣公債或附買回、賣回條件之債券，不在此限。
- (2) 進行合併、分割、收購或股份受讓。
- (3) 從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。
- (4) 除(1)~(3)以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新臺幣三億元以上者。但下列情形不在此限：
 - (A) 買賣公債。
 - (B) 買賣附買回、賣回條件之債券。
 - (C) 取得或處分之資產種類屬供營業使用之機器設備且其交易對象非為關係人，交易金額未達新臺幣五億元以上。
 - (D) 以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，交易金額未達新臺幣五億元以上。(以公司預計投入之金額為計算基準)

<p>第 3.15.4.條</p> <p>本辦法制定並經 2010 年 1 月 8 日第二次股東會通過後實施。</p> <p>第一次修訂，並經 2010 年 4 月 13 日股東會通過。</p> <p>第二次修訂，並經 2011 年 4 月 18 日股東會通過。</p> <p>第三次修訂，並經 2012 年 5 月 16 日股東會通過。</p> <p><u>第四次修訂，並經 2014 年 5 月 29 日股東會通過。</u></p>	<p>第 3.15.4.條</p> <p>本辦法制定並經 2010 年 1 月 8 日第二次股東會通過後實施。</p> <p>第一次修訂，並經 2010 年 4 月 13 日股東會通過。</p> <p>第二次修訂，並經 2011 年 4 月 18 日股東會通過。</p> <p>第三次修訂，並經 2012 年 5 月 16 日股東會通過。</p>
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Comparison Table of Amendments to the Procedures of Acquisition or Disposal of Assets

Proposed Amendments	Current Provisions
Article 2.2 Real property (including <u>land, buildings, constructions, investment-oriented real estate, the rights to use land, inventories of construction enterprises) and equipment</u> ;	Article 2.2 Real property (including inventories of construction enterprises) and <u>other fixed assets</u> ;
Article 3.1.3 Related party or Subsidiary: Shall be defined in <u>accordance with the requirements set forth under the Guidelines Governing the Preparation of Financial Reports by Securities Issuers</u> ;	Article 3.1.3. Related party: <u>As defined in Statement of Financial Accounting Standards No. 6 published by the ROC Accounting Research and Development Foundation (hereinafter ARDF)</u> ;
Article 3.1.4. (Removed to this Article) Professional appraiser: A real property appraiser or other person duly authorized by an act of law to engage in the value appraisal of real property or <u>equipment</u> .	Article 3.1.4. <u>Subsidiary: As defined in Statements of Financial Accounting Standards No. 5 and No. 7 published by the ARDF.</u>
Article 3.1.5. (Removed to this Article) Date of occurrence: The date of conclusion of contract, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the Competent Authority is required, the earlier of the above date or the date of receipt of approval by the Competent Authority shall apply.	Article 3.1.5. Professional appraiser: A real property appraiser or other person duly authorized by an act of law to engage in the value appraisal of real property or <u>other fixed assets</u> .
Article 3.1.6. (Removed to this Article) Mainland area investment: Investments in China conducted in accordance with the provisions of the Regulations Governing Permission for	Article 3.1.6. Date of occurrence: The date of conclusion of contract, date of payment, date of consignment trade, date of transfer, dates of

Investment or Technical Cooperation in the Mainland Area of the Ministry of Economic Affairs Investment Commission.	boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the Competent Authority is required, the earlier of the above date or the date of receipt of approval by the Competent Authority shall apply.
Article 3.1.7. (Removed to this Article) Most recent financial statements: the financial statements audited or reviewed by a certified public accountant obtained by the Company.	Article 3.1.7. Mainland area investment: Investments in China conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area of the Ministry of Economic Affairs Investment Commission.
Article 3.1.8. (Removed to this Article) Competent Authority: Financial Supervisory Commission, the Republic of China.	Article 3.1.8. Most recent financial statements: the financial statements audited or reviewed by a certified public accountant obtained by the Company.
Article 3.1.9. (Deleted)	Article 3.1.9. Competent Authority: Financial Supervisory Commission, <u>Executive Yuan</u> , the Republic of China.
Article 3.5. Operating procedure for the acquisition or disposal of real property or <u>equipment</u> .	Article 3.5. Operating procedure for the acquisition or disposal of real property or other fixed assets.
Article 3.5.1. The Company and the Subsidiary's acquisition or disposal of real property or <u>equipment</u> shall follow the SOP defined in the Company's internal control system – fixed assets operating cycle.	Article 3.5.1. The Company and the Subsidiary's acquisition or disposal of real property or <u>other fixed assets</u> shall follow the SOP defined in the Company's internal control system – fixed assets operating cycle.
Article 3.5.2. Procedure for determining the trading terms and conditions, and degree of authority delegated (2)The acquisition or disposal of <u>equipment</u> by	Article 3.5.2. Procedure for determining the trading terms and conditions, and degree of authority delegated

<p>the Company or the Subsidiary may be in any of the manners, such as price inquiry, price comparison, price negotiation or tendering, and shall be approved in accordance with the requirements provided in the Company's "Delegation of Authorization for Final Decisions."</p>	<p>(2)The acquisition or disposal of <u>other fixed assets</u> by the Company or the Subsidiary may be in any of the manners, such as price inquiry, price comparison, price negotiation or tendering, and shall be approved in accordance with the requirements provided in the Company's "Delegation of Authorization."</p>
<p>Article 3.5.3. Operator After the acquisition or disposal of real property or <u>equipment</u> by the Company or the Subsidiary is approved, subject to the delegation of authorization as referred to in the preceding paragraph, the asset management unit shall be responsible for implementation of the transaction.</p>	<p>Article 3.5.3. Operator After acquisition or disposal of real property or <u>other fixed assets</u> by the Company or the Subsidiary is approved, subject to the delegation of authorization as referred to in the preceding paragraph, the asset management unit shall be responsible for executing the transaction.</p>
<p>Article 3.5.4. In the acquisition or disposal of real property or <u>equipment</u> by the Company or the Subsidiary in which the transaction amount meets the criteria for public announcement as defined by the competent authority, including that in which the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of business machinery and equipment, shall, prior to the date of occurrence of the event, obtain an appraisal report in advance from a professional appraiser and shall further comply with the following provisions: (3)Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to</p>	<p>Article 3.5.4. In the acquisition or disposal of real property or <u>other fixed assets</u> by the Company or the Subsidiary in which the transaction amount meets the criteria for public announcement defined by the competent authority, including that in which the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of business machinery and equipment, shall, prior to the date of occurrence of the event, obtain an appraisal report in advance from a professional appraiser and shall further comply with the following provisions: (3) Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results,</p>

<p>be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be retained to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by <u>the Accounting Research and Development Foundation of the Republic of China (hereinafter referred to as ARDF)</u> and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p>	<p>unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by <u>the ARDF</u> and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p>
<p>Article 3.6.2. To acquire or dispose of real property from a related party, or to acquire or dispose of assets other than real property from a related party and where the transaction amount is 20 percent of the Company's paid-in capital, 10 percent of the Company's total assets or NT\$300 million or more, the Company or the Subsidiary may not execute the transaction agreement(s) or settle payment until the following matters have been approved by the Audit Committee and Board of Directors <u>except for trading of government bonds or bonds under repurchase and resale agreements or subscription or redemption of domestic money market funds</u>:</p>	<p>Article 3.6.2. To acquire or dispose of real property from a related party, or to acquire or dispose assets other than real property from a related party and the transaction amount is 20 percent of the Company's paid-in capital, 10 percent of the Company's total assets or NT\$300 million or more, the Company or the Subsidiary may not execute the transaction agreement(s) or settle payment until the following matters have been approved by the Audit Committee and Board of Directors:</p>
<p>Article 3.6.5. (3)Real property is acquired through conclusion of a joint development contract with the related party <u>or through engaging a related party to build real property, either on the company's own land or on rented land.</u></p>	<p>Article 3.6.5. (3)The real property is acquired through conclusion of a joint development contract with the related party.</p>
<p>Article 3.7.1. Where the Company or the Subsidiary acquires or disposes of membership cards or intangible assets, it shall be made in accordance with the</p>	<p>Article 3.7.1. Where the Company or the Subsidiary acquires or disposes of membership cards or intangible assets, it shall be made in</p>

<p>delegation of authorization. If the transaction amount reaches 20 percent of more of paid-in capital or NT\$300 million or more, <u>except for transacting with the government agency</u>, the Company shall, prior to the date of occurrence of the event, engage a certified public accountant to render an opinion on the reasonableness of the transaction price and submit it to the Board of Directors for prior approval.</p>	<p>accordance with the delegation of authorization. If the transaction amount reaches 20 percent of more of paid-in capital or NT\$300 million or more, the Company shall, prior to the date of occurrence of the event, engage a certified public accountant to render an opinion on the reasonableness of the transaction price and submit it to the Board of Directors for prior approval.</p>
<p>Article 3.11.1.</p> <p>(1)The acquisition or disposal of real property from a related party, or acquisition or disposal of any assets other than a real property from a related party and the transaction amount is 20 percent of the Company's paid-in capital, 10 percent of the Company's total assets, or NT\$300 million or more; provided that this shall not apply to trading of government bonds or bonds under repurchase and resale agreements <u>or subscription or redemption of domestic money market funds</u>:</p> <p>(4) Where an asset transaction other than any of those referred to in the preceding three subparagraphs, or a disposal of receivables by a financial institution, or investment in the Mainland Area, reaches 20 percent or more of paid-in capital or NT\$300 million. Notwithstanding, this shall not apply to any of the following circumstances:</p> <p>(A)Trading of government bonds</p> <p>(B)<u>Bonds under repurchase and resale agreements or subscription or redemption of domestic money market funds</u>;</p>	<p>Article 3.11.1.</p> <p>(1)The acquisition or disposal of real property from a related party, or acquisition or disposal of any assets other than a real property from a related party and the transaction amount is 20 percent of the Company's paid-in capital, 10 percent of the Company's total assets, or NT\$300 million or more; provided that this shall not apply to trading of government bonds or bonds under repurchase and resale agreements;</p> <p>(4) Where an asset transaction other than any of those referred to in the preceding three subparagraphs, or a disposal of receivables by a financial institution, or investment in the Mainland Area, reaches 20 percent or more of paid-in capital or NT\$300 million. Notwithstanding, this shall not apply to any of the following circumstances:</p> <p>(A)Trading of government bonds</p> <p>(B)<u>Trading of bonds under repurchase/resale agreements</u>;</p>
<p>Article 3.15.4.</p> <p>These Regulations were enacted and approved by the 2nd shareholders' meeting held on January 8, 2010.</p>	<p>Article 3.15.4.</p> <p>These Regulations were enacted and approved by the 2nd shareholders' meeting held on January 8, 2010.</p>

<p>The first amendment was approved by the shareholders' meeting held on April 13, 2010.</p> <p>The second amendment was approved by the shareholders' meeting held on June 9, 2011.</p> <p>The third amendment was approved by the shareholders' meeting held on May 16, 2012.</p> <p><u>The fourth amendment was approved by the shareholders' meeting held on May 29, 2014.</u></p>	<p>The first amendment was approved by the shareholders' meeting held on April 13, 2010.</p> <p>The second amendment was approved by the shareholders' meeting held on June 9, 2011.</p> <p>The third amendment was approved by the shareholders' meeting held on May 16, 2012.</p>
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附錄

Appendix

(此中譯本僅供參考之用，其內容應以英文版為準)

開曼群島公司法（2012 年修訂版）

股份有限公司

修訂和重述章程大綱

TPK Holding Co., Ltd.

（經 2013 年 5 月 22 日特別決議通過）

1. 公司名稱為 TPK Holding Co., Ltd.。
2. 公司註冊處所為開曼群島 Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman KY1-1104，或董事會日後決議之其他地點。
3. 公司設立之目的未受限制，公司有權從事未受《公司法》（2012 年修訂版）及其日後修正之版本或任何其他開曼群島法律所禁止的任何目的。
4. 各股東對公司之義務限於繳清其未繳納之股款。
5. 公司授權資本額為新臺幣 6,000,000,000 元，劃分為 600,000,000 股，每股面額新臺幣 10.00 元，根據《公司法》（2012 年修訂版）及其日後修正之版本和公司章程，公司有權贖回或買回任何股份，分割或合併任何股份，及就其資本之一部或全部發行，無論是否有優先權、特別之權利、遞延權或其他任何條件或限制等，並且，除另有明文規定外，每次股份（無論為普通股、特別股或其他）發行之條件應受前述公司權力之限制。
6. 公司有權依開曼群島外之其他準據法登記為股份有限公司而繼續存續，並註銷在開曼群島之登記。
7. 本章程大綱中未定義的專有名詞應與公司章程中的定義一致。

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開曼群島公司法（2012 年修訂版）

股份有限公司

章程

TPK Holding Co., Ltd.

1 解釋

1.1 在本章程中，除非與本文有不符之處，法令所附第一個附件中的表格 A 不適用：

“公開發行公司法令”	指影響公開發行公司或任何在臺灣證券交易市場上市的公司的中華民國法律、規則和規章，包括但不限於《公司法》，《證券交易法》，《企業併購法》的相關規定，經濟部發布的規章制度，金管會發布的規章制度，或臺灣證券交易所股份有限公司（以下簡稱「證交所」）發布的規章制度和臺灣地區與大陸地區人民關係條例及其相關規範等。
“年度淨利”	係指依各該年度公司經查核簽證之年度淨利。
“章程”	指公司章程。
“公司”	指 TPK Holding Co., Ltd.。
“董事”	指公司當時的董事（為明確起見，包括任一及所有獨立董事）。
“股利”	包括期中股利。
“電子記錄”	與《電子交易法》中的定義相同。
“電子交易法”	指開曼群島的《電子交易法》（2003 年修訂）。
“金管會”	指中華民國行政院金融監督管理委員會。
“獨立董事”	指為符合當時有效之公開發行公司法令而經股東會選舉為“獨立董事”的董事。
“公開資訊觀測站”	指證交所透過 http://newmops.twse.com.tw/ 網址監管的公開發行公司申報系統。
“股東”	與法令中的定義相同。
“章程大綱”	指公司章程大綱。
“合併”	指(i)參與合併之公司全部消滅，由新成立之公司概括承受消滅公司之全部權利義務；或(ii)參與合併之

	其中一公司存續，由存續公司概括承受消滅公司之全部權利義務，並以存續或新設公司之股份、或其他公司之股份、現金或其他財產作為對價之行為。
“普通決議”	指在股東會上有權投票的股東，親自或在允許代理的情況下透過代理，以簡單多數決通過的決議。
“私募”	指股份於證交所上市後，由公司依公開發行公司法令之規定及向該等規定所允許之適格特定人私募公司股份或公司之其他有價證券。
“股東名冊”	指依法令維持的股東名冊登記。除法令另有規定外，包括股東名冊登記的任何副本。
“註冊處所”	指公司目前註冊處所。
“中華民國”	指中華民國。
“印章”	指公司的一般圖章，包括複製的印章。
“股份”	指公司股份。
“股票”	指表彰股份之憑證。
“股份轉換”	指依公開發行公司法令之規定，讓與全部已發行股份予他公司，以取得他公司股份。
“徵求人”	指依公開發行公司法令徵求任何其他股東之委託書以被該股東指派為代理人代理參加股東會並於股東會上行使表決權之股東、經股東委託之信託事業或股務代理機構。
“特別決議”	指經有權於該股東會行使表決權之股東表決權數三分之二以上同意之決議。該股東得親自行使表決權或委託經充分授權之代理人（如允許委託代理人，須於股東會召集通知中載明該特別決議係特別決議）代為行使表決權。
“分割”	係指一公司將其得獨立營運之任一或全部之營業讓與既存或新設之他公司，作為既存或新設之受讓公司發行新股予為轉讓之該公司或該公司股東對價之行為。

“法令”	指開曼群島《公司法》（2012年修訂）。
“從屬公司”	指(i)公司持有其已發行有表決權之股份總數或資本總額超過半數之公司；或(ii)公司、其從屬公司及控制公司直接或間接持有其已發行有表決權之股份總數或資本總額合計超過半數之公司。
“特別（重度）決議”	指(i)由代表公司已發行股份總數三分之二或以上之股東（包括股東委託代理人）出席股東會，出席股東表決權過半數同意通過的決議，或(ii)若出席股東會的股東代表股份總數雖未達公司已發行股份總數三分之二，但超過公司已發行股份總數之半數時，由出席股東表決權三分之二或以上之同意通過的決議。
“集保結算所”	指臺灣集中保管結算所股份有限公司。
“庫藏股”	指公司依法令及公開發行公司法令之規定以公司名義持有之庫藏股。
“證交所”	指台灣證券交易所股份有限公司。
“股份轉換”	指依公開發行公司法令之規定，讓與全部已發行股份予他公司，以取得他公司股份。

1 在本章程中：

- (a)單數詞語包括複數含義，反之亦然；
- (b)陽性詞語包括陰性含義；
- (c)表述個人的單詞包括公司含義；
- (d)“書面”和“以書面形式”包括所有以可視形式呈現的重述或複製之文字模式，包括以電子記錄形式；
- (e)所提及任何法律或規章的規定應理解為包括該規定的修正、修改、重新制定或替代規定；
- (f)帶有“包括”、“尤其”或任何類似之表達語句應理解為僅具有說明性質，不應限制其所描述之詞語的意義；
- (g)標題僅作參考，在解釋這些條款之意義時應予忽略；
- (h)《電子交易法》的第8部分不適用於本章程。

2 營業開始

- 2.1 公司設立後，得於董事會認為適當之時點開始營業。
- 2.2 董事會得以公司資本或任何其他公司之款項支付因公司成立和設立而生之所有費用，包括登記費用。

3 股份發行

- 3.1 根據法令、章程大綱、章程和公開發行公司法令（以及股東會上公司可能給予的任何指示）的相關規定（如有），在不損害現有股份所附屬權利的情況下，董事會可以在其認為適當的時間、按其認為適當的條件、向其所認為適當的人分配、發行、授與認股權或以其他方式處分股份，無論該股份是否有優先權、遞延權或其他權利或限制，無論是關於股利、表決權、資本返還或其他方面的內容。公司有權贖回或買回任何股份，分割或合併任何股份，及就其資本之一部或全部發行，無論是否有優先權、特別之權利、遞延權或其他任何條件或限制等，並且，除另有明文規定外，每次股份（無論為普通股、特別股或其他）發行之條件應受前述公司權力之限制。
- 3.2 公司不得發行無記名股票。
- 3.3 公司不得發行任何未繳納股款或繳納部分股款之股份。

4 股東名冊

- 4.1 董事會應於其於任一時點所決定之處所備置或促使他人備置股東名冊，如董事會未為決定，股東名冊應置於公司註冊地。
- 4.2 如果董事會認為必要或適當，公司得於開曼群島境內或境外董事會認為適當之處所備置一份或數份股東分冊。股東總名冊和分冊應一同被視為本章程所稱之股東名冊。
- 4.3 於公司股份於證交所上市期間，集保結算所登錄之公司股東紀錄應視為股東分冊。

5 股東名冊停止過戶或認定基準日

- 5.1 為決定有權獲得股東會或股東會延會通知之股東，或有權在股東會或股東會延會投票之股東，或有權獲得股利之股東或為其他目的而需決定股東名單者，董事會應決定股東名冊之閉鎖期間，且該閉鎖期間不應少於公開發行公司法令規定之最低期間。
- 5.2 於依第 5.1 條之限制下，除股東名冊變更之停止外，或為取代股東名冊變更之停止，董事會為決定有權收受股東會開會或股東會延會通知之股東，或有權在股東會或股東會延會投票之股東，或為決定有權收受股利或為任何其他目的而需決定股東名單

時，得指定一特定日作為基準日。董事會依本 5.2 條規定指定基準日時，應依公開發行公司法令透過公開資訊觀測站公告該基準日。

- 5.3 有關執行股東名冊停止變更期間的規則和程序，包括向股東發出有關停止變更期間的通知，應遵照董事會通過的政策（董事會可能隨時變更之），該相關政策應符合法令、章程大綱、章程和公開發行公司法令的規定。

6 股票

- 6.1 除法令另有規定外，公司發行之股份應以無實體發行，並依公開發行公司法令洽集保結算所登錄發行股份之相關資料。僅於董事會決議印製股票時，股東始有權獲得股票。股票（如有）應根據董事會決定之格式製作。股票應由董事會授權的一名或多名董事簽署。董事會得授權以機械程序簽發有權簽名的股票。所有股票應連續編號或以其他方式識別之，並註明其所表彰的股份。為轉讓之目的提交公司的股票應依本章程規定予以註銷。於繳交並註銷與所表彰股份相同編號的舊股票之前，不得簽發新股票。
- 6.2 若董事會依第 6.1 條之規定決議印製股票時，公司應於依法令、章程大綱、章程及公開發行公司法令得發行股票之日起 30 日內，對認股人或應募人交付股票，並應依公開發行公司法令於交付股票前公告之。
- 6.3 若股票經塗污、磨損、遺失或損壞，得提出證據證明、賠償並支付公司在調查證據過程中所產生之合理費用以換發新股票，該相關費用由董事會定之，並（在塗污或磨損的情況下）於交付舊股票時支付之。

7 特別股

- 7.1 經三分之二或以上董事之出席及出席董事過半數通過之決議及股東會之特別決議，公司得發行較公司發行的普通股有優先權利的股份（“特別股”）。
- 7.2 在依第 7.1 條發行特別股之前，公司應修改章程並在章程中明定特別股的權利和義務，包括但不限於下列內容，而且特別股之權利及義務將不抵觸公開發行公司法令有關於特別股權利及義務之強制規定，變更特別股之權利時亦同：
- (a)特別股分派股息及紅利之順序、定額或定率；
 - (b)特別股分派公司剩餘財產之順序、定額或定率；
 - (c)特別股股東行使表決權之順序或限制（包括無表決權等）；
 - (d)與特別股權利義務有關的其他事項；

(e)公司被授權或被強制要購回特別股時，其贖回之方法；於不適用贖回權時，其聲明。

8 發行新股

- 8.1 公司發行新股，應經董事會三分之二以上董事之出席及出席董事過半數之同意。新股份之發行應限於公司之授權資本額內為之。
- 8.2 除股東於股東會另以普通決議為不同決議外，於依本章程第 8.3 條提撥公開銷售部分（定義如后）及員工認股部分（定義如后）後，公司現金增資發行新股時，應公告及通知各股東其有優先認購權，得按照原有股份比例儘先分認剩餘新股。於決議發行新股之同一股東會，股東並得決議放棄優先認購權。公司應於前開公告中聲明，如股東未依指定之期限依原有股份比例認購新發行之股份者，則應視為喪失其優先認購權。在不違反第 6.3 條之規定下，如原有股東持有股份按比例不足以行使優先認購權認購一股新股者，數股東得依公開發行公司法令合併共同認購或歸併一人認購；如新發行之股份未經原有股東於指定期限內認購完畢者，公司得依公開發行公司法令將未經認購之新股於中華民國公開發行或洽由特定人認購之。
- 8.3 公司於中華民國境內辦理現金增資發行新股時，除董事會依據公開發行公司法令及或金管會或證交所之指示而為公司無須或不適宜對外公開發行之決定外，應提撥發行新股總額之百分之十，在中華民國境內對外公開發行，但股東會另有較高提撥比率之決議者，從其決議（下稱「公開銷售部分」）。公司得保留發行新股總額百分之十至百分之十五供公司及其從屬公司之員工認購（下稱「員工認股部分」）。公司對該等員工認購之新股，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。
- 8.4 股東之新股認購權得獨立於該股份而轉讓。新股認購權轉讓之規則和程序應依據公司制定的政策，且相關政策應符合法令、章程大綱、章程和公開發行公司法令。
- 8.5 第 8.2 條規定的股東優先認購權，在因下列原因或目的而發行新股時不適用：(a)與他公司合併，公司分割、股份轉換或公司重整有關；(b)與公司履行其認股權憑證和/或認股權契約之義務有關，包括第 11 條所提及者；(c)與公司履行可轉換公司債或附認股權公司債之義務有關；(d)與公司履行附認股權特別股之義務有關；(e)與私募有關；或(f)公司依第 8.7 條規定發行限制型股票。
- 8.6 通知股東行使優先認購權的期間及其他規則和程序、實行方式，應依董事會所訂之政策制定，該相關政策應符合法令、章程大綱、章程和公開發行公司法令。

- 8.7 於不違反或抵觸法令之前提下，公司得經股東會特別（重度）決議發行限制員工權利之新股（下稱「限制型股票」）予本公司及其從屬公司之員工，不適用本章程第 8.3 條之規定。限制型股票之發行條件，包括但不限於發行數量、發行價格及其他相關事項，應符合公開發行公司法令之規定。

9 股份轉讓

- 9.1 於不違反法令和公開發行公司法令之規定下，公司發行的股份應得自由轉讓。但公司保留給員工承購之股份得由董事會自由裁量決定限制員工在一定期間內不得轉讓，惟其期間最長不得超過 2 年。
- 9.2 於不違反開曼法律之情形下，於證交所交易之無實體發行股份之轉讓，得以證交所採用的有價證券轉讓方式為之，或以依據公開發行公司法令認為適當、且經董事會決議通過之方式為之。
- 9.3 於不違反開曼法律之情形下，董事會得同意無實體發行之公司各種類股份透過相關系統（包括集保結算所之相關系統），以不簽署轉讓文件之方式轉讓。就無實體發行之股份，公司應依據相關系統之規定、設備及要求，通知無實體發行之股份持有者提供（或由該持有者指派他人提供）透過相關系統轉讓股份所需之指示，但該指示應不違反章程、開曼法律及公開發行公司法令。

10 股份買回

- 10.1 根據法令、章程大綱、章程和公開發行公司法令之規定，公司得經董事會三分之二以上董事出席及出席董事過半數同意，買回公司之股份（包括可贖回之股份）。公司如依本條規定買回於證交所上市之股份者，應依公開發行公司法令之規定，將董事會決議及執行情形，於最近一次之股東會報告；其因故未買回於證交所上市之股份者，亦同。
- 10.2 公司得以依法令和公開發行公司法令允許之任何方式，支付其買回其股份之股款。
- 10.3 公司買回、贖回或取得（經由交付或其他方式）之股份應依董事會決議，立即註銷或作為庫藏股由公司持有。
- 10.4 對於庫藏股，不得配發或支付股利予公司，亦不得就公司之資產為任何其他分配（無論係以現金或其他方式）予公司（包括公司清算時對於股東的任何資產分配）。
- 10.5 公司買回於證交所上市之股份後，以低於公司依據董事會買回庫藏股之決議執行買回之實際買回股份之平均價格（下稱「平均買回價格」）轉讓庫藏股予公司或其從屬公司員工者，應經最近一次股東會有代表已發行股份總數過半數股東之出

席，出席股東表決權三分之二以上之同意，並應於該次股東會召集事由中列舉並說明下列事項，不得以臨時動議提出：

- (a) 所定轉讓價格、與平均買回價格相較之折價、計算依據及合理性；
- (b) 轉讓股數、目的及合理性；
- (c) 轉讓條件，包括但不限於受讓員工之資格條件及得買受之股數；與
- (d) 對股東權益之下列影響：

- (i) 對公司股份之稀釋效果；及

- (ii) 以低於平均買回價格轉讓股份予員工，對公司造成之財務負擔。

歷次股東會通過且轉讓予員工及從屬公司員工之股數，累計不得超過公司已發行股份總數之百分之五，且單一認股員工買受股數累計不得超過公司已發行股份總數之千分之五。公司買回自己之股份轉讓予員工者，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。

- 10.6 除本章程及公開發行公司法令規定者外，董事會得決議註銷庫藏股或依其認為適當之條件轉讓庫藏股。

11 員工激勵計畫

- 11.1 縱有本章程第 8.7 條限制型股票之規定，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，通過一個以上之激勵措施並得發行股份或選擇權、認股權憑證或其他類似之權證給公司及從屬公司之員工。規範此等激勵計畫之規則及程序應與董事會所制訂之政策一致，並應符合法令、章程大綱、章程和公開發行公司法令。

- 11.2 依前述第 11.1 條發行之選擇權、認股權憑證或其他類似之權證不得轉讓，但因繼承者不在此限。

- 11.3 公司得依上開第 11.1 條所定之激勵計畫，與其員工及從屬公司之員工簽訂認股權契約，約定於一定期間內，員工得認購特定數量的公司股份。此等契約之條款對相關員工之限制不得低於其所適用之激勵措施所載條件。

- 11.4 公司及其從屬公司之董事非本章程第 8.7 條所定發行限制型股票及本章程第 11 條所訂員工激勵計畫之對象，但倘董事亦為公司或其從屬公司之員工，該董事得基於員工身分（而非董事身分）參與認購限制型股票或員工激勵計畫。

12 股份權利變更

- 12.1 無論公司是否處於清算程序，在任何時候，如果公司資本被劃分為不同種類的股份，則需經該類股份持有人之股東會特別決議始可變更該類股份所附屬之權利，但該類股份發行條件另有規定者不在此限。縱有前述規定，如果章程的任何修改或變更損害了任一種類股份的優先權，那麼該相關修改或變更應經特別決議通過，並應經該類股份股東個別之股東會的特別決議通過。
- 12.2 章程中與股東會有關的規定應適用於每一相同種類股份持有者的會議。
- 12.3 股份持有人持有發行時附有優先權或其他權利之股份者，其權利不因創設或發行與其股份順位相同之其他股份而被視同變更，但該類股份發行條件另有明確規定者不在此限。

13 股份移轉

- 13.1 如果股東死亡，若該股份為共同持有時其他尚生存之共同持有人，或該股份是單獨持有時其法定代理人，為公司所認定唯一有權享有股份權益之人。死亡股東之財產就其所共有之股份所生之義務不因死亡而免除。
- 13.2 因股東死亡、破產、清算、解散或者因轉讓之外的任何其他情形而對股份享有權利的人，應以書面通知公司，且在董事會所可能要求的相關證據完成後，得寄發書面通知，選擇成為該相關股份之持有人或指定特定人成為該股份之持有人。

14 章程大綱和章程的修改和資本變更

- 14.1 在不違反法令和章程就應經股東會普通決議處理事項之規定的情形下，公司應以特別決議為下列事項：
- (a)變更其名稱；
 - (b)修改或增加章程；
 - (c)修改或增加章程大綱有關宗旨、權力或其他特別載明的事項；
 - (d)減少其資本和資本贖回準備金；
 - (e)根據股東會決議之數額，增加授權資本額或註銷任何在決議通過之日尚未為任何人取得或同意取得的股份。但於變更授權資本額之情形，公司亦應促使股東會修改章程大綱以反映該變更；及
 - (f)依公開發行公司法令於中華民國境內為有價證券之私募。

- 14.2 在不違反法令和公開發行公司法令的情形下，公司非經特別（重度）決議不得為下列事項：
- (a) 出售、讓與或出租公司全部營業或對股東權益有重大影響的其他事項；
 - (b) 解任任何董事；
 - (c) 許可一個或多個董事為其自身或他人為屬於公司營業範圍內的其他商業活動的行為；
 - (d) 使可分配股利及/或紅利及/或其他依第 35 條所規定款項之資本化；
 - (e) 合併、分割或股份轉換，但符合法令定義之合併應同時符合法令之規定；
 - (f) 締結、變更或終止關於公司出租全部營業、委託經營或與他人經常共同經營之協議；
 - (g) 讓與其全部或主要部分之營業或財產，但前述規定不適用於因公司解散所進行的轉讓；或
 - (h) 取得或受讓他人的全部營業或財產而對公司營運有重大影響者。
- 14.3 在不違反法令、章程及公開發行公司法令所訂法定出席股份數門檻之規定下，有關公司解散之程序：
- (a) 如公司係因無法於其債務到期時清償而決議自願解散者，公司應以股東會普通決議為之；或
 - (b) 如公司係因前述第 14.3 條（a）款以外之事由而決議自願解散者，公司應以特別決議為之。
- 14.4 公司依法令及公開發行公司法令返還股本時，應依股東所持股份比例為之。
- 14.5 在不違反法令、章程及公開發行公司法令規定之前提下，倘公司擬以現金以外財產返還股本；其退還之財產及抵充之數額，應經股東會決議，並經該收受財產股東之同意。惟退還財產之價值及抵充之數額，於董事會提呈股東會決議前，應經中華民國會計師查核簽證。
- 15 註冊處所**
- 在不違反法令規定之情形下，公司得通過董事會決議變更其註冊處所之地點。
- 16 股東會**
- 16.1 除年度股東常會外之所有股東會，應稱為股東臨時會；
- 16.2 公司應於每一會計年度終了後 6 個月內召開一次股東會作為年度股東常會，並應在股東會召集通知中詳細說明。在這些會議上董事會應作相關報告（如有）。

- 16.3 公司應每年舉行一次年度股東常會；
- 16.4 股東會應於董事會指定之時間及地點召開，惟除法令或本條另有規定外，股東會應於中華民國境內召開。如在中華民國境外召開股東會，相關程序及核准應依中華民國相關主管機關之規定辦理。於中華民國境外召開股東會時，公司應委任中華民國之專業股務代理機構，受理該等股東會行政事務（包括但不限於受理股東委託投票事宜）。
- 16.5 董事會得召集股東會，且於經股東請求時，應立即進行公司股東臨時會之召集；
- 16.6 前條股東請求是指在股東提出請求日持有不低於當時已發行股份總數 3% 的股份，並且持有該股份至少一年之股東所作出的請求；
- 16.7 前條股東之請求，必須以書面記明提議事項及理由，並由提出請求者簽名，交存於註冊處所，且得由格式相似的數份文件構成，每一份由一個或多個請求者簽名；
- 16.8 如董事會於股東提出請求日起 15 天內未為股東臨時會召集之通知，則提出請求之股東得依據公開發行公司法令自行召集股東臨時會。

17 股東會通知

- 17.1 任何年度股東常會之召集，應至少於 30 天前通知各股東，任何股東臨時會之召集，應至少於 15 天前通知各股東。每一通知之發出日或視為發出日及送達日應不予計入。股東會通知應載明會議地點、日期、時間和召集事由，並應依公開發行公司法令之規定發出。但如果經所有有權參加該股東會之股東（或其代理人）同意，則無論本章程所規定的通知是否已發出，也無論是否遵守章程有關股東會的規定，該公司股東會均應被視為已合法召集。
- 17.2 倘公司非因故意而漏向有權獲得通知之任一股東發出股東會通知，或其未收到股東會會議通知，該股東會會議之程序不因此而無效。
- 17.3 公司應依本章程第 17.1 條之規定，一併公告股東會開會通知書、委託書用紙、有關承認案與討論案（包含但不限於選任或解任董事之議案）等各項議案之案由及說明資料，並依公開發行公司法令傳輸至公開資訊觀測站；其採行書面行使表決權者，並應將上述資料及書面行使表決權用紙，併同寄送給股東。董事會並應於股東常會二十一日前（於股東臨時會之情形，則於股東臨時會十五日前），依公開發行公司法令準備股東會議事手冊和補充資料，將其寄發或以其他方式供所有股東可得取得，並應傳送至公開資訊觀測站。

- 17.4 於符合公開發行公司法令之情形下，股東得於股東會以臨時動議提出議案，惟該議案應與召集事由直接相關者始得提出。與(a)選舉或解任董事，(b)修改章程，(c)(i)解散，合併，分割或股份轉換，(ii)訂立、修改或終止關於出租公司全部營業，或委託經營，或與他人經常共同經營之契約，(iii)讓與公司全部或主要部分營業或財產，(iv)受讓他人全部營業或財產而對公司營運有重大影響者，(d)許可董事為其自己或他人從事公司營業範圍內事務的行為，(e)以發行新股方式分配公司全部或部分盈餘，法定公積及或其他依第 35 條所規定款項之資本化，及(f)公司私募發行具股權性質之有價證券等有關的事項，應載明於股東會通知並說明其主要內容，且不得以臨時動議提出。
- 17.5 董事會應在公司之登記機構（如有適用）及公司位於中華民國境內之股務代理機構之辦公室備置公司章程，股東會議事錄，財務報表，股東名冊以及公司發行的公司債存根簿。股東得檢具利害關係證明文件，指定查閱範圍，隨時請求檢查、查閱或抄錄。
- 17.6 公司應依公開發行公司法令及法令之規定，將董事會準備的所有表冊，以及審計委員會準備之報告書（如有），備置於其登記機構（如有適用）及其位於中華民國境內之股務代理機構之辦公室。股東可隨時檢查和查閱前述文件，並可偕同其律師或會計師進行檢查和查閱。

18 股東會事項

- 18.1 除非出席股東代表股份數達到法定出席股份數，股東會不得為任何決議。除章程另有規定外，代表已發行股份總數過半數之股東親自或委託代理人出席，應構成股東會之法定權數。
- 18.2 董事會應根據公開發行公司法令之要求，提交其為年度股東常會所準備的營業報告書、財務報表、及盈餘分派或虧損撥補之議案供股東承認或同意，經股東會承認或同意後，董事會應根據公開發行公司法令，將經承認的財務報表及其副本、公司盈餘分派或虧損撥補決議分發或公告各股東。
- 18.3 除本章程另有明文規定及不違反公開發行公司法令之規定外，如果在指定為股東會會議之時間開始時出席股東代表股份數未達法定出席股份數，或者在股東會會議進行中出席股東代表股份數未達法定出席股份數者，主席得宣布延後開會，但其延後次數以二次為上限，且延後時間合計不得超過一小時。如股東會經延後二次開會但出席股東代表股份數仍不足法定出席股份數時，主席應宣布該股東會流會。如仍有召集股東會之必要者，則應依章程規定重行召集一次新的股東會。

- 18.4 股東會如由董事會召集者，其主席應由董事長擔任之，董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人或所指定之代理人因故不能行使代理職權時，應由其他出席之董事互推一人代理之。股東會如由董事會以外之其他召集權人召集者，主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。
- 18.5 在會議上進行表決的決議應通過投票方式決定。在會議上進行表決的決議不得以舉手表決之方式決定之。在需要投票並計算多數決時，需注意章程授予每一股東的投票數。
- 18.6 在票數相同的情況下，主席均無權投下第二票或決定票。
- 18.7 章程任何內容不得妨礙任何股東向有管轄權之法院提起訴訟，以尋求與股東會召集程序之不當或不當通過決議有關的適當救濟，因前述事項所生之爭議應以臺灣臺北地方法院為第一審管轄法院。
- 18.8 除法令、章程大綱或章程另有明文規定外，任何於股東會上提出交由股東決議、同意、採行、確認者，應以普通決議為之。
- 18.9 於相關之股東名冊停止過戶期間前持有已發行股份總數百分之一以上股份之股東，得於由董事會制訂並經股東會普通決議同意之股東會議事規則所規定之範圍內，依該規則以書面向公司提出一項股東常會議案。下列提案均不列入議案：(a)提案股東持股未達已發行股份總數百分之一者，(b)該提案事項非股東會所得決議者，(c)該提案股東提案超過一項者，或(d)該提案於公告受理期間外提出者。

19 股東投票

- 19.1 在不影響其股份所附有之任何權利或限制下，每一親自出席或委託代理人出席之股東於進行表決時，就其所持有的每一股份均有一表決權。
- 19.2 除已在認定基準日被登記為股東，或者已繳納相關催繳股款或其他款項者外，任何人均無權在任何股東會或個別種類股份持有者的個別會議上行使表決權。
- 19.3 有表決權之股東對行使表決權者資格提出異議者，應提交主席處理，主席的決定具有終局決定性。
- 19.4 表決得親自進行或透過代理人進行。一股東僅得以一份委託書指定一個代理人出席會議並行使表決權。

- 19.5 在不影響股份所附有之任何權利或限制下，每一親自出席或委託代理人出席之自然人股東，或經由其合法授權之代表親自出席或委託代理人出席之法人或其他非自然人股東，就其所持有的每一股份均有一表決權。除股東係為他人持有股份而依公開發行公司法令分別行使表決權（包括公開發行公司法令中有關分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其他事項之遵行）外，持股超過一股之股東就其持股，於股東會同一議案不得分割行使表決權。
- 19.6 如股東會於中華民國境內召開，董事會得決議採行以書面或電子方式行使表決權。如股東會於中華民國境外召開或如公開發行公司法令另有要求時，股東應得以書面或電子方式行使表決權。如表決權得以書面或電子方式行使時，其行使方式應載明於寄發予股東之股東會通知。股東以書面或電子方式行使表決權時，視為指派股東會主席為其代理人，於股東會上依其書面或電子文件指示之方式行使表決權，惟此種指派不應被認為係依公開發行公司法令所定義之委託代理人。股東會主席基於代理人之地位，就書面或電子文件中未載明之事項及該股東會上所提出對原議案之修正或臨時動議，皆無權行使該股東之表決權。股東以書面或電子方式行使表決權者，應視為其就該次股東會中所提之臨時動議及／或原議案之修正，業已放棄收受通知或行使表決權。如股東會主席未依該等股東之指示代為行使表決權，則該股數不得算入已出席股東之表決權數，惟應算入計算股東會最低出席人數時之股數。
- 19.7 倘股東業依本章程第 19.6 條之規定，以書面或電子方式行使表決權，至遲應於股東會開會前二日，撤銷其以書面或電子方式行使表決權之意思表示，該撤銷應視為一併撤回依本章程第 19.6 條視為指派股東會主席為其代理人之意思表示。倘股東已依本章程第 19.6 條之規定為以書面或電子方式行使表決權之意思表示，但逾期撤銷上開意思表示者，不得撤回依本章程第 19.6 條視為指派股東會主席為其代理人之意思表示，股東會主席應依股東之指示代為行使表決權。
- 19.8 倘股東業依本章程第 19.6 條之規定，以書面或電子方式行使表決權，但另行指定他人代理其出席該次股東會者，應視為撤回依本章程第 19.6 條指派股東會主席為其代理人之意思表示。

20 代理

- 20.1 委託代理人之委託書應以書面為之，由委託人或其正式授權的被授權人書面簽署。如委託人為公司時，則由其正式授權的高級職員或被授權人進行簽署。代理人不需要是公司股東。
- 20.2 出席股東會委託書之取得，應受下列限制：
- (a)委託書之取得不得以金錢或其他利益為交換條件。但代公司發放股東會紀念品或徵求人支付予代為處理徵求事務者之合理費用，不在此限。
 - (b)委託書之取得不得以他人名義為之。
 - (c)徵求取得之委託書不得作為非屬徵求之委託書以出席股東會。
- 20.3 除股務代理機構外，受託代理人所受委託之人數不得超過三十人。受託代理人受三人以上股東委託者，應於股東會開會 5 日前，依其適用之情形檢附下列文件送達公司或其股務代理機構：(a)聲明書聲明委託書非為自己或他人徵求而取得；(b)委託書明細表乙份，及(c)經簽名或蓋章之委託書。
- 20.4 股東會無選舉董事之議案時，公司得委任股務代理機構擔任股東之受託代理人。相關委任事項應於該次股東會委託書使用須知載明。股務代理機構受委任擔任受託代理人者，不得接受任何股東之全權委託，並應於公司股東會開會完畢 5 日內，將委託出席股東會之委託明細、代為行使表決權之情形，契約書副本及中華民國證券主管機關所規定之事項，製作受託代理出席股東會彙整報告，並備置於股務代理機構處。
- 20.5 除根據中華民國法律組織的信託事業，或依公開發行公司法令核准的股務代理機構外，一人同時受兩人以上股東委託時，其代理的有權表決權數不得超過股票停止過戶前已發行股份總數表決權的百分之三；超過時其超過的表決權，不予計算。為免疑義，依第 20.4 條經公司委任之股務代理機構所代理之股數，不受前述已發行股份總數表決權百分之三之限制。
- 20.6 受三人以上股東委託之受託代理人，其代理之股數不得超過其本身持有股數之四倍，且不得超過已發行股份總數之百分之三。
- 20.7 倘股東以書面投票或電子方式行使表決權，並委託受託代理人出席股東會，以受託代理人出席行使之表決權為準。然委託書送達公司後，股東欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會二日前，以書面向公司為撤銷委託之通知；逾期撤銷者，以受託代理人出席行使之表決權為準。

- 20.8 委託書應至少於委託書所載受委託人代理投票之股東會或其延會開會至少 5 天前送達在公司註冊處所，或送達在股東會召集通知或公司寄出之委託書上所指定之處所。除非股東在後送達的文件中明確以書面聲明撤銷先前的委託，否則倘公司從同一股東處收到多份委託投票文件時，以最先送達的文件為準。
- 20.9 委託書應以公司核准之格式為之，並載明僅為特定股東會所為。委託書格式內容應至少包括(a)填表須知、(b)股東委託行使事項及(c)股東、受託代理人及徵求人(如有)基本資料等項目，並與股東會召集通知同時提供予股東。此等通知及委託書用紙應於同日分發予所有股東。
- 20.10 股東會有選舉董事之議案者，委託書於股東會開會前應經公司之股務代理機構或其他股務代理機構予以統計驗證。其驗證內容如下：
- (a)委託書是否為基於公司權限所印製；
 - (b)委託人是否簽名或蓋章於委託書上；
 - (c)委託書上是否填具徵求人或受託代理人(依其適用之情形)之姓名，且其姓名是否正確。
- 20.11 委託書、議事手冊或其他會議補充資料、徵求人徵求委託書之書面及廣告、委託書明細表、基於公司權限印發之委託書用紙及其他文件資料之應記載主要內容，不得有虛偽或欠缺之情事。
- 20.12 根據委託書條款所為之表決，除公司在委託書所適用之該股東會或股東會延會開始前，於註冊處所收到書面通知外，其所代理之表決均屬有效。前揭通知應敘明撤銷委託之原因係因被代理人於出具委託書時不具行為能力或不具委託權力者或其他事由。
- 20.13 委託受託代理人之股東有權於股東會後 7 日內向公司或其股務代理機構請求查閱該委託書之使用情形。

21 委託書徵求

除法令及章程另有規定外，委託書徵求之相關事宜，悉依照中華民國公開發行公司出席股東會使用委託書規則之規定辦理。

22 異議股東股份收買請求權

- 22.1 在下列決議為股東會通過的情況下，於會議前已以書面通知公司其反對該項決議之意思表示，並在股東會上再次提出反對意見的股東，可請求公司以當時公平價格收買其所有之股份：

- (a)公司締結，修改或終止有關出租公司全部營業，委託經營或與他人經常共同經營的契約；
- (b)公司轉讓其全部或主要部分的營業或財產，但公司因解散所為的轉讓不在此限；
- (c)公司受讓他人全部營業或財產，對公司營運產生重大影響者。
- 22.2 在公司營業之任一部分被分割或與另一公司進行合併的情況下，放棄對該議案之表決權並就該議案在股東會前或股東會中以書面表示異議，或以口頭表示異議（並經記錄）的股東，得要求公司以當時公平價格收買其所有之股份。
- 22.3 前兩條所定之請求，應於該等決議作成之日起 20 日內，以記載擬請求買回股份之種類和數額的書面向公司提出。在公司與提出請求的股東就該股東所持股份之收買價格（以下稱「股份收買價格」）達成協定的情況下，公司應在決議日起 90 日內支付價款。在公司未能在決議日起 60 日內與股東達成協定的情況下，股東可在該 60 日期限之後的 30 日內，聲請中華民國有管轄權的法院為股份收買價格之裁定，該法院所作出的裁定對於公司和提出請求的股東之間僅就有關股份收買價格之事項具有拘束力和終局性。
- 22.4 前述股份收買價款的支付應與股票的交付同時為之，且股份的移轉應於受讓人之姓名登錄於股東名冊時生效。

23 法人股東

任何公司組織或其他非自然人為股東時，其得根據其組織文件，或如組織文件沒有相關規範時以董事會或其他有權機關之決議，授權其認為適當之人作為其在公司會議或任何類別股東會的代表，該被授權之人有權代表該法人股東行使與作為個人股東所得行使之權利相同的權利。

24 無表決權股份

- 24.1 公司持有自己之股份者（包括透過從屬公司持有者）不得在任何股東會上直接或間接行使表決權，亦在任何時候不算入已發行股份之總數。
- 24.2 對於股東會討論之事項，有自身利害關係且其利益可能與公司之利益衝突的股東，就其所持有的股份，不得在股東會上就此議案加入表決，但為計算法定出席股份數門檻之目的，此等股份仍應計入出席該股東會股東所代表之股份數。前述股東亦不得代理其他股東行使表決權。

- 24.3 董事如將其所持有之股份設質，應通知公司；如其設定質權之股份超過選任當時所持有之公司股份數額二分之一，則其所持有之股份中，超過選任當時所持有之公司股份數額二分之一之部分無表決權，亦不算入已出席股東之表決權數。

25 董事

- 25.1 公司董事會，設置董事（包括獨立董事）人數不得少於七（7）人，且不多於十一（11）人，每一董事任期3年，倘該任期屆滿將致公司無董事，該任期得由董事會決議延長至任期屆滿後最近一次股東會召開之日。董事得連選連任。於符合相關法令要求（包括但不限於對上市公司之要求）之前提下，公司得於前述董事人數範圍內隨時以股東會普通決議增加或減少董事的人數。
- 25.2 除經證交所核准者外，董事間應有超過半數之席次，不得具有配偶關係或二親等以內之親屬關係。
- 25.3 公司召開股東會選任董事，當選人不符第25.2條之規定時，不符規定之董事中所得選票代表選舉權較低者，其當選應視同失效。已充任董事違反前述規定者，當然解任。
- 25.4 除公開發行公司法令另有規定者外，應設置獨立董事人數不得少於三（3）人。就公開發行公司法令要求之範圍內，獨立董事其中至少一人應在中華民國境內設有戶籍，且至少一名獨立董事應具有會計或財務專業知識。
- 25.5 獨立董事應具備專業知識，且於執行董事業務範圍內應保持獨立性，不得與公司有直接或間接之利害關係。獨立董事之專業資格、持股與兼職限制、獨立性之認定，應依公開發行公司法令之規定。

26 董事會權力

- 26.1 於符合法令，章程大綱和章程以及依股東會普通決議、特別決議以及特別（重度）決議所作指示之情形下，公司業務應由可以行使公司全部權力的董事會管理之。董事會於章程大綱或章程之變更或前述股東會決議前所為之有效行為，不因該等變更或決議之作成而無效。合法召集之董事會於符合法定出席人數時，得行使所有董事會得行使之權力。
- 26.2 董事會得行使公司全部權力，借入款項、就公司事業、財產和未繳納股款之股本之全部或一部設定抵押或擔保，或發行債券、債券性質股份、抵押債券、公司債或其他有價證券，或發行此等有價證券以作為公司或第三人債務或義務之擔保。

27 董事任命和免職

- 27.1 公司得於股東會選任任何人為董事，此等投票應依下述第 27.3 條計票。法人為股東時，得依章程規定當選為董事(並指定代表人行使職務)，或由其代表人依章程規定當選為董事。代表人有數人時，得分別當選。公司得以特別（重度）決議解任任一董事。有代表公司已發行股份總數過半數之股東出席（親自出席或委託出席）者，應構成選舉一席以上董事之股東會之法定出席股份數。
- 27.2 於公司董事任期未屆滿前，倘經股東會決議改選全體董事者，除股東會另有決議者外，原董事之任期應視為於改選之日屆滿。有關前述各項決議應有代表已發行股份總數過半數股東之出席（包括親自出席或委託代理人出席）。
- 27.3 董事之選舉應依票選制度採行累積投票制，其程序由董事會通過且經股東會普通決議採行之，每一股東得行使之投票權數與其所持之股份乘上應選出董事人數之數目相同（以下稱「特別投票權」），任一股東行使之特別投票權總數得由該股東依其選票所指明集中選舉一名董事候選人，或分配選舉數董事候選人。投票權不得限定特定種類、對象或部別，且任一股東均應得自由指定是否將其所有投票權集中於一名或任何數目之候選人而不受限制。由所得選票代表投票權較多之候選人，當選為董事。如選任超過一名以上之董事時，由所得選票代表投票權較其他候選人為多者，當選為董事。該累積投票制度的規則和程序，應隨時符合董事會所擬訂並經股東會普通決議通過的政策，該政策應符合章程大綱，章程和公開發行公司法令的規定。
- 27.4 董事會得採用符合公開發行公司法令之候選人提名制度。該候選人提名的規則和程序應符合董事會並經股東會普通決議通過後所隨時制定的政策，該政策應符合法令，章程大綱，章程和公開發行公司法令的規定。此外，獨立董事之選任，應採用公開發行公司法令之候選人提名制度。

28 董事職位之解任

- 28.1 任一董事如果發生下列情事之一者，該董事應當然解任：
- (a) 其以書面通知公司辭任董事職位；
 - (b) 其死亡，破產或廣泛地與其債權人為協議或和解；
 - (c) 其被有管轄權法院或官員以其為或將為心智缺陷，或因其他原因而無法處理自己事務為由而作出裁決，或依其所適用之法令其行為能力受限制；

- (d) 其從事不法行為經有罪判決確定，且服刑期滿尚未逾 5 年；
 - (e) 其因刑事詐欺、背信或侵占等罪，經判處 1 年以上有期徒刑確定，且服刑期滿尚未逾 2 年；
 - (f) 其從事公職期間因侵占公司款項或公共資金經有罪判決確定，且服刑期滿尚未逾 2 年；
 - (g) 其使用票據經拒絕往來尚未期滿；
 - (h) 經股東會特別（重度）決議解任其董事職務；或
 - (i) 董事若在其執行職務期間所從事之行為對公司造成重大損害，或嚴重違反相關適用之法律及/或規章或章程大綱和章程，但未經公司依特別（重度）決議將其解任者，則持有已發行股份總數百分之三以上股份之股東有權自股東會決議之日起 30 日內，以公司之費用，訴請有管轄權之法院解任該董事，而該董事應於該有管轄權法院為解任董事之終局判決時被解任之。為免疑義，倘一相關法院有管轄權而得於單一或一連串之訴訟程序中判決前開所有事由者，則為本條款之目的，終局判決應係指該有管轄權法院所為之終局判決。
- 28.2 如董事當選人有前項第(b)、(c)、(d)、(e)、(f)或(g)款情事之一者，該董事當選人應被取消董事當選人之資格。

29 董事會事項

- 29.1 董事會得訂定董事會進行會議所需之最低法定出席人數，除董事會另有訂定外，法定出席人數應為超過經選任之董事總席次的一半。董事因故解任，致不足五(5)人者，公司應於最近一次股東會補選之。如公司董事會缺額席次達經選任之董事總席次三分之一時，董事會應於 60 日內召開股東會補選董事以填補缺額。
- 29.2 除公開發行公司法另有規定外，若獨立董事因故解任，致人數不足三(3)人時，公司應於最近一次股東會補選之。除公開發行公司法另有規定外，若所有獨立董事均解任時，董事會應於 60 日內，召開股東會補選獨立董事以填補缺額。
- 29.3 於符合章程規定之情形下，董事會得以其認為適當的方式規範其程序。任何提議應經由多數決決定。在得票數相等的情況下，主席不得投下第二票或決定票。
- 29.4 出席董事會人員得透過視訊會議方式出席董事會或董事委員會。以該方式參加會議者，視為親自出席。本公司董事會或董事委員會召開之地點與時間，應於本公司所在地及辦公時間或便於董事出席且適合董事會或董事委員會召開之地點及時間為之。

- 29.5 任一董事或經任一董事授權之本公司高級職員者得召集董事會，並應至少於七天前以書面通知（得以傳真或電子郵件通知）每一董事，該通知並應載明討論事項之概述。但有緊急情事時，得於依據公開發行公司法令發出召集通知後隨時召集之。
- 29.6 續任董事得履行董事職務不受部分董事因解任而職位空缺之影響，惟如續任董事之人數低於章程所規定的必要董事人數時，續任董事僅得召集股東會，不得從事其他行為。
- 29.7 董事會應依其決議訂定董事會之議事規則，並將該議事規則提報於股東會，且該議事規則應符合章程及公開發行公司法令之規定。
- 29.8 對於任何董事會或董事委員會所做成的行為，即便其後發現董事選舉程序有瑕疵，或相關董事或部分董事不具備董事資格，該行為仍與經正當程序選任之董事或董事具備董事資格的情況下所作出的行為具有同等效力。
- 29.9 董事得以書面委託代理人代理出席董事會。代理人應計入法定出席人數，代理人在任何情況下所進行的投票應視為原委託董事的投票。

30 董事利益

- 30.1 董事在其任董事期間，可同時擔任本公司任何其他帶薪職位，其期間、條件及報酬等董事會得決定之。
- 30.2 董事之報酬僅得以現金給付。該報酬之金額應由董事會決定且應參酌董事對公司經營之服務範圍與價值及中華民國國內及海外之同業給付水準。
- 30.3 除法令或公開發行公司法令另有禁止外，董事得以個人或其公司的身份在專業範圍內代表本公司，該董事個人或其公司有權就其提供之專業服務收取相當於如其非為董事情況下的同等報酬。
- 30.4 董事如在公司業務範圍內為自己或他人從事行為，應在從事該行為之前，於股東會上向股東揭露該等利益的主要內容，並在股東會上取得特別（重度）決議許可。如果董事違反本條規定，為自己或他人為該行為時，股東得以普通決議，要求董事交出自該行為所獲得的任何和所有收益，但自相關所得發生後逾1年者，不在此限。
- 30.5 董事對於董事會議討論之事項有直接或間接利害關係者，應於該董事會說明其自身利害關係之性質及重要內容。

- 30.6 不管本條（第 30 條）是否有任何相反之規定，對董事會會議討論事項有個人利害關係且其利益與公司利益可能衝突之董事，不得行使表決權或代理其他董事行使表決權，根據上述規定不得行使表決權或代理行使表決權的董事，其表決權不應計入已出席董事會會議董事的表決權數。
- 30.7 於開曼法律允許之範圍內，繼續一年以上持有公司已發行股份總數百分之三以上股份之股東，得以書面請求審計委員會之獨立董事代表公司對董事提起訴訟，並以具備管轄權之法院（包括臺灣臺北地方法院）為管轄法院。如審計委員會之獨立董事於收到股東之請求後 30 日內不為訴訟之提起時，於不違反開曼法律之情況下，股東得代表公司提起該等訴訟，並以具備管轄權之法院（包括臺灣臺北地方法院）為管轄法院。
- 30.8 在不影響董事或經理人（係指經公司授權行使高階經營權限之經理人）依開曼普通法應負之義務，且符合法令及公開發行公司法令之情況下，董事或經理人對公司應負忠實義務，包括但不限於執行公司業務應盡注意義務並善盡職能。如董事或經理人違反上述義務或相關法令，於無礙公司依相關法令得行使之一切權利及救濟之前提下，公司得(i)要求該董事或經理人賠償公司所受之損害；(ii)要求該董事或經理人對公司因而須賠償第三人所受之損害負連帶責任，且(iii)公司得經普通決議，採取相關法令及開曼法律允許之方式，將該董事或經理人因違反忠實義務或相關法令所得之任何收益歸入公司所有。

31 議事錄

董事會應將有關董事會對高級職員的所有任命、公司會議事項、任何種類股份持有股東之股東會、董事會及董事委員會，包括每一會議出席董事的姓名等事項，集結成議事錄並整理成冊。

32 董事會權力之委託

- 32.1 董事會得於遵守公開發行公司法令之情形下，將其任何權力委託給由一位或多位董事所組成的委員會行使。如果認為需要常務董事或擔任其他行政職位的董事行使相關權力，亦得委託常務董事或擔任其他行政職位的董事行使之，但倘若受委託之常務董事中止董事一職，對常務董事的委託應撤回。任何此種委託得受董事會所訂定之條件約束，附屬於或獨立於董事會之權力，並得撤回和變更。於章程中規範董事會事項的內容有所調整時，前述董事委員會亦應受章程中規範董事會事項之規範（如得適用時）。

- 32.2 董事會得設立委員會，並得任命任何人為經理或管理公司事務之代理人，並得指定任何董事作為委員會的成員。任何此種指定應受董事會所訂定之條件約束，附屬於或獨立於董事會之權力，並得撤回和變更。於章程中規範董事會事項的內容有所調整時，前述相關委員會亦應受其規範（如得適用時）。
- 32.3 董事可以根據董事會訂定之條件，以委託書授權或以其他方式指定公司代理人，但該委託不得排除董事自身權力，且該委託得於任何時候由董事撤回。
- 32.4 董事會可經由授權委託書或以其他方式指定任何公司，事務所、個人或主體（無論由董事會直接提名或間接提名）作為公司之代理人或有權簽署人，在董事會認為適當的條件與期間下，擁有相關權力、授權及裁量權（惟不得超過根據本章程董事會所擁有或得以行使的權力）。任何授權和其他委託，可包含董事會認為適當，有關保護進行委託或授權簽署事項人員和為其提供方便的規定。董事亦得授權相關代理人或授權簽署人將其所擁有的權力、授權及裁量權再為委託。
- 32.5 在不違反喪失資格和解任的相關規定下，董事會應選舉董事長，且得以其認為適當的條件和薪酬指定其認為必要的其他高級職員，履行其認為適當的義務。
- 32.6 不管本條（第 32 條）是否有任何相反之規定，除公開發行公司法另有規定外，公司應設立由全體獨立董事組成的審計委員會，其中一人為召集人，且在公開發行公司法要求之範圍內，至少有一人需具有會計或財務專長。審計委員會決議應經該委員會半數或超過半數成員同意。審計委員會規則和程序應符合隨時經審計委員會成員提案並經董事會通過的政策，相關政策應符合法令、章程大綱、章程及公開發行公司法之規定與金管會或證交所之指示或要求（如有）。此外，董事會應依其決議訂定審計委員會組織規程，且該規程應符合章程及公開發行公司法之規定。
- 32.7 任何下列公司事項應經審計委員會半數或超過半數成員同意，並提交董事會進行決議：
- (a) 訂定或修正公司內部控制制度；
 - (b) 內部控制制度有效性之考核。
 - (c) 訂定或修正重大財務或業務行為之處理程序，例如取得或處分資產、衍生性商品交易、資金貸與他人，或為他人背書或保證；
 - (d) 涉及董事自身利害關係之事項；
 - (e) 重大之資產或衍生性商品交易；

- (f)重大之資金貸與、背書或提供保證；
- (g)募集、發行或私募具有股權性質之有價證券；
- (h)簽證會計師之委任、解任或報酬；
- (i)財務、會計或內部稽核主管之任免；
- (j)年度及半年度財務報告；
- (k)公司隨時認定或監督公司之任一主管機關所要求的任何其他事項。

前項第(a)款至第(k)款規定的任何事項，除第(j)款以外，如未經審計委員會成員半數或超過半數同意者，得僅由全體董事三分之二或以上同意行之，不受前項規定之限制，並應於董事會議事錄載明審計委員會之決議。

- 32.8 董事會得於其認為適當時，設置薪酬委員會，其成員不得少於三人，且至少有一人為獨立董事。
- 32.9 於薪酬委員會設置時，薪酬委員會成員之專業資格、所定職權之行使及相關事項，應符合公開發行公司法令之規定。董事會應依其決議訂定薪酬委員會組織規程，且該規程應符合章程及公開發行公司法令之規定。
- 32.10 前條所稱薪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。

33 印章

- 33.1 如經董事會決定，則公司得有一印章。該印章僅能依董事會或董事會授權之董事委員會之授權使用之。印章之使用應依董事會制訂之印章使用規則（董事會得隨時修改之）為之。
- 33.2 公司得在開曼群島境外的任何地方持有複製的印章以供使用，每一複製印章均應是公司印章的精確複製品，並由董事會指定之人保管，且若經董事會決定，得在複製印章的表面加上其使用地點的名稱。

34 股利，利益分派和公積

- 34.1 本公司得依董事會擬訂並經股東以普通決議通過之利潤分配計畫分配利潤。董事會應以下述方式擬訂該利潤分配計畫：本公司應就年度淨利先彌補歷年虧損，並提撥剩餘利潤之10%作為法定盈餘公積，直至累積法定盈餘公積相當於本公司之資本總額。其次，依公開發行公司法令規定或依主管機關要求提撥特別盈餘公積；並得提撥不超過所餘利潤之1%作為董事酬勞以及不超過所餘利潤之10%作為公司及從屬公司之員工紅利。董事會應於盈餘分派之議案中明訂分派予董事及員工

之紅利之成數，股東得於決議同意前修改該提案。董事兼任本公司執行主管者得同時受領其擔任董事之酬勞及擔任公司員工之紅利。任何所餘利潤得依開曼公司法及公開發行公司法令，在考量財務、業務及經營因素後作為股利（包括現金或股票）或紅利進行分配，股利之發放總額應不低於所餘利潤之 10%；現金股利發放總額將不低於當年度發放股利總額之 10%，倘當年度之每股股利發放總額不足新台幣一元，則不在此限，公司得自行決定全部或一部以股票或現金發放之。

34.2 在不違反法令和本條規定的情形下，董事會可公告已發行股份的股利和利益分派，並授權使用公司於法律上可動用的資金支付股利或利益分派。除以公司已實現或未實現利益、股份發行溢價帳戶或經法令允許的其他款項支付股利或為利益分派外，不得支付股利或為利益分派。

34.3 除股份所附權利另有規定者外，應根據股東持有股份之比例分派支付所有股利。如果股份發行的條件是從某一特定日期開始計算股利，則該股份之股利應依此計算。

34.4 股東如有因任何原因應向公司支付任何款項，董事會得從應支付予該股東的股利或利益分派中扣除之。

34.5 董事會於經股東會之普通決議通過後得宣佈全部或部分之股利或分派以特定資產為之（尤其是其他公司之股份，債券或證券），或以其中一種或多種方式支付，在此種分配發生困難時，董事會得以其認為便利的方式解決，並確定就特定資產分配之價值或其一部之價值，且得決定於所確定價值的基礎上向股東支付現金以調整所有股東的權利，並且如果董事會認為方便，可就特定資產設立信託。

34.6 任何股利、分派、利息或與股份有關的其他現金支付款項得以匯款轉帳給股份持有者，或以支票或認股權憑證直接郵寄到股份持有者的登記地址。每一支票或認股權憑證應憑收件人的指示支付。

34.7 任何股利或分派不得向公司要求加計利息。

不能支付給股東的股利及/或在股利公告日起 6 個月之後仍無人主張的股利，可根據董事會的決定，支付到以公司名義開立的獨立帳戶，但該公司不得成為該帳戶的受託人，且該股利仍然為應支付給股東的債務。如於股利公告日起 6 年之後仍無人請求的股利將被認定為股東已拋棄其可請求之權利，該股利並轉歸公司所有。

35 資本化

在不違反第 14.2(d)條規定的情形下，董事會可將列入公司準備金帳戶（包括股份溢價帳戶和資本贖回準備金）的任何餘額，或列入損益帳戶的任何餘額，或其他可供分配的款項予以資本化，並依據如以股利分配盈餘時之比例分配此等金額予股東，並代表股東將此等金額用以繳足供分配之未發行股份股款，記為付清股款之股份並依前述比例分配予股東。於此情況下，董事會應採取相關行動，使該資本化生效，董事會並有全權制訂其認為適當的規範，使股份將不會以畸零股的方式分配（包括規定該等股份應分配之權利應歸公司所有，而非該股東所有）。董事會可授權任何人代表所有就此具利益關係之股東與公司訂立契約，規定此等資本化事項以及其相關事項。任何於此授權下所簽訂之契約均為有效且對所有相關之人具有拘束力。

36 公開收購

董事會於公司或公司依公開發行公司法令指派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公開收購做成決議，並公告下列事項：

1. 董事及持有公司已發行股份超過百分之十之股東自己及以他人名義目前持有之股份種類、數量。
2. 就本次公開收購對股東之建議，並應載明對本次公開收購棄權投票或持反對意見之董事姓名及其所持理由。
3. 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說明（如有）。
4. 董事及持有公司已發行股份超過百分之十之股東自己及以他人名義持有公開收購人或其關係企業之股份種類、數量及其金額。

37 會計帳簿

- 37.1 董事會應在適當會計帳簿上記錄與公司所有收受和支出相關的款項、收受或支出款項發生的相關事宜、公司所有的物品銷售和購買，以及公司的資產和負債。如會計帳簿不能反映公司事務的真實和公正情況並解釋其交易，則不能視為公司擁有適當的帳簿。
- 37.2 董事會應決定公司會計帳簿或其中一部分是否公開供非董事之股東檢查，以及在什麼範圍內，什麼時間和地點，根據什麼條件或規定進行檢查。除非經法令授權、

董事會授權或公司股東會同意者外，非董事之股東沒有權利檢查公司任何會計帳簿或文件。

- 37.3 董事會得依法令之要求備置損益表、資產負債表、合併報表（如有）以及其他報告和帳簿於股東會。
- 37.4 所有董事會會議、董事委員會會議和股東會之議事錄和書面記錄應以英文為之，並附中文翻譯。在英文版本與其中文翻譯有不一致的情形，應以英文版本為準。
- 37.5 委託書及依章程與相關規定製作之文件、表冊、媒體資料，應保存至少 1 年。但與股東提起訴訟相關之委託書、文件、表冊及/或媒體資料，如訴訟超過 1 年時，應保存至訴訟終結為止。

38 通知

- 38.1 通知應以書面為之，且得由公司交給股東個人，或透過快遞、郵寄、越洋電報、電傳、傳真或電子郵件發送給股東，或發送到股東名冊中所記載的位址（或者在透過電子郵件發送通知時，將通知發送至股東所提供的電子郵件位址）。如果通知是從一個國家郵寄到另一個國家，應以航空信寄出。
- 38.2 當透過快遞發出通知時，將通知提交快遞公司之日，應視為通知寄送生效日，並且通知提交快遞後的第三天（不包括週六、週日或國定假日），應視為收到通知之日。當通知透過郵寄發出時，適當填寫地址、預先支付款項以及郵寄包含通知之信件之日，應視為通知寄送生效日，並且於通知寄出後的第五天（不包括週六、週日或國定假期），應視為收到通知的日期。當通知透過越洋電報、電傳或傳真發出通知時，適當填寫地址並發出通知之日，應視為通知寄送生效日，其傳輸當日應視為通知收到日期。當通知透過電子郵件發出時，將電子郵件傳送到指定接受者所提供的電子郵件位址之日，應視為通知寄送生效日，電子郵件發送當日應視為收到通知的日期，無須接受者確認收到電子郵件。
- 38.3 公司得以與發送本章程所要求其他通知相同的方式，向因股東死亡或破產而被公司認為有權享有股份權利之人發送通知，並以其姓名、死者的代理人名稱、破產管理人或主張權利之人提供之地址中所為類似之描述為收件人，或者公司可以選擇以如同未發生死亡或破產情事下相同之方式發送通知。
- 38.4 每一股東會的通知應以上述方式，向在認定基準日於股東名冊被記載為股東之人為之，或於股份因股東死亡或破產而移交給法定代理人或破產管理人時，向法定代理人或破產管理人為之，其他人無權接受股東會通知。

39 清算

- 39.1 如果公司進入清算之程序，且可供股東分配的財產不足以清償全部股份資本，該財產應予以分配，以使股東得依其所持股份比例承擔損失。如果在清算過程中，可供股東間分配的財產顯足以抵償清算開始時的全部股份資本，得於扣除有關到期款項或其他款項後，將超過之部分依清算開始時股東所持股份之比例在股東間進行分配。本條規定不損及依特殊條款和條件發行的股份持有者之權利。
- 39.2 如果公司應清算，經公司特別決議同意且取得任何法令所要求的其他許可並且符合公開發行公司法令的情況下，清算人得依其所持股份比例將公司全部或部分之財產（無論其是否為性質相同之財產）分配予股東，並可為該目的，對任何財產進行估價並決定如何在股東或不同類別股東之間進行分配。經同前述之決議同意及許可，如清算人認為適當，清算人得為股東之利益，將此等財產之全部或一部交付信託。但股東不應被強迫接受負有債務或責任的任何財產。

40 財務年度

除董事會另有規定，公司財務年度應於每年 12 月 31 日結束，並於公司設立當年度起，於每年 1 月 1 日開始。

41 註冊續展

如果公司根據法令為一豁免公司，則可依據法令並經特別決議，延長公司之註冊並依開曼群島外之其他準據法進行公司實體登記而繼續存續，並註銷在開曼群島之登記。

42 訴訟及非訴訟代理人之指定

於股份於證交所上市期間，公司應依公開發行公司法令指定訴訟及非訴訟代理人，以擔任公司依中華民國證券交易法在中華民國境內之負責人，處理中華民國證券交易法及其相關法令所定事務。前述訴訟及非訟代理人須為在中華民國境內有住所或居所之自然人。

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**THE COMPANIES LAW (2012 REVISION)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF
ASSOCIATION**

OF

TPK Holding Co., Ltd.

- Incorporated November 21, 2005 -

(as adopted by a Special Resolution dated as of May 22, 2013)

THE COMPANIES LAW (2012 REVISION)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION
OF
TPK Holding Co., Ltd.

(as adopted by a Special Resolution dated as of May 22, 2013)

- 1 The name of the Company is TPK Holding Co., Ltd.
- 2 The registered office of the Company shall be at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands, or at such other place as the Directors may from time to time decide.
- 3 The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Law (2012 Revision) or as the same may be revised from time to time, or any other law of the Cayman Islands.
- 4 The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.
- 5 The authorised capital of the Company is New Taiwan Dollars \$6,000,000,000, divided into 600,000,000 shares of New Taiwan Dollars \$10.00 each, provided always that subject to the provisions of the Companies Law (2012 Revision) as amended and the Articles of Association, the Company shall have power to redeem or purchase any or all of such shares and to sub-divide or consolidate the said shares of any of them and to issue all or any part of its capital whether priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.
- 6 The Company has power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.
- 7 Capitalised terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company.

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THE COMPANIES LAW (2012 REVISION)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
TPK Holding Co., Ltd.

1 Interpretation

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

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

	Applicable Public Company Rules which are in force from time to time.
"Market Observation Post System"	means the public company reporting system maintained by the TWSE, via http://newmops.twse.com.tw/ .
"Member"	has the same meaning as in the Statute.
"Memorandum"	means the memorandum of association of the Company.
"Merger"	means a transaction whereby (i) all of the companies participating in such transaction are dissolved, and a new company is incorporated to generally assume all rights and obligations of the dissolved companies or (ii) all but one company participating in such transaction are dissolved, and the surviving company generally assumes all rights and obligations of the dissolved companies, and in each case the consideration for the transaction being the shares of the surviving or newly incorporated company or any other company, cash or other assets.
"Ordinary Resolution"	means a resolution passed by a simple majority of votes cast by the Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting.
"Private Placement"	means, when the shares are listed on the TWSE, the private placement by the Company of shares or other securities of the Company to any qualified specific person(s) as permitted under and in accordance with the Applicable Public Company Rules.
"Register of Members"	means the register maintained in accordance with the Statute and includes (except where otherwise stated) any duplicate Register of Members.
"Registered Office"	means the registered office for the time being of the Company.
"R.O.C."	means the Republic of China.
"Seal"	means the common seal of the Company and includes every duplicate seal.
"Share" and "Shares"	means a share or shares in the Company.
"Share Certificate" and "Share Certificates"	means a certificate or certificates representing a Share or Shares.
"Share Swap"	means transferring all the issued Shares to another company in exchange for the shares issued by that company in accordance with the Applicable Public Company Rules.
"Solicitor"	means any Member, a trust enterprise or a securities agent

	mandated by Member(s) who solicits an instrument of proxy from any other Member to appoint him/it as a proxy to attend and vote at a general meeting instead of the appointing Member pursuant to the Applicable Public Company Rules.
"Special Resolution"	means a resolution passed by a majority of not less than two-thirds of votes cast by such Members as, being entitled so to do, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as special resolution has been duly given.
"Spin-off"	refers to an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to issue new shares to the transferor company or to shareholders of the transferor company.
"Statute"	means the Companies Law (2012 Revision) of the Cayman Islands.
"Subsidiary" and "Subsidiaries"	means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of that company held by the Company, its subordinate companies and its controlled companies, directly or indirectly, represents more than one half of the total number of issued voting shares or the total share equity of such company.
"Supermajority Resolution"	means (i) a resolution adopted by a majority vote of the Members present and entitled to vote on such resolution at a general meeting attended in person or by proxy by Members who represent two-thirds or more of the total outstanding Shares of the Company or (ii) if the total number of Shares represented by the Members present at the general meeting is less than two-thirds of the total outstanding Shares of the Company, but more than half of the total outstanding Shares of the Company, a resolution adopted at such general meeting by

	the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution.
“TDCC”	means the Taiwan Depository & Clearing Corporation.
"Treasury Shares"	means a Share held in the name of the Company as a treasury share in accordance with the Statute and the Applicable Public Company Rules.
“TWSE”	means the Taiwan Stock Exchange Corporation.

1.2 In the Articles:

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

2 Commencement of Business

- 2.1 The business of the Company may be commenced as soon after incorporation as the Directors shall see fit.
- 2.2 The Directors may pay, out of the capital or any other monies of the Company, all expenses incurred in or about the formation and establishment of the Company, including the expenses of registration.

3 Issue of Shares

3.1 Subject to the provisions, if any, in the Statute, the Memorandum, the Articles and Applicable Public Company Laws (and to any direction that may be given by the Company in general meeting) and without prejudice to any rights attached to any existing Shares, the Directors may allot, issue, grant options over or otherwise dispose of Shares with or without preferred, deferred or other rights or restrictions, whether in regard to Dividend, voting, return of capital or otherwise and to such persons, at such times and on such other terms as they think proper, and the Company shall have power to redeem or purchase any or all of such Shares and to sub-divide or consolidate the said Shares of any of them and to issue all or any part of its capital whether priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide, every issue of Shares whether stated to be Ordinary, Preference or otherwise, shall be subject to the powers on the part of the Company hereinbefore provided.

3.2 The Company shall not issue Shares to bearer.

3.3 The Company shall not issue any unpaid Shares or partly paid-up Shares.

4 Register of Members

4.1 The Directors shall keep, or cause to be kept, the Register of Members at such place as the Directors may from time to time determine and, in the absence of any such determination, the Register of Members shall be kept at the Office.

4.2 If the Directors consider it necessary or appropriate, the Company may establish and maintain a branch register or registers of members at such location or locations within or outside the Cayman Islands as the Directors think fit. The principal register and the branch register(s) shall together be treated as the Register of Members for the purposes of the Articles.

4.3 For so long as any Shares are traded on the TWSE, the record of the shareholders of the Company maintained by TDCC shall be a branch register.

5 Closing Register of Members or Fixing Record Date

5.1 For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend, or in order to make a determination of Members for any other purpose, the Directors shall determine the period that the Register of Members shall be closed for

transfers and such period shall not be less than the minimum period of time as prescribed by the Applicable Public Company Rules.

- 5.2 Subject to Article 0 hereof, in lieu of, or apart from, closing the Register of Members, the Directors may fix a date as the record date for any such determination of Members entitled to notice of, or to vote at any meeting of the Members or any adjournment thereof, or for the purpose of determining the Members entitled to receive payment of any Dividend or in order to make a determination of Members for any other purpose. In the event the Directors designate a record date in accordance with this Article 0, the Directors shall make a public announcement of such record date via the Market Observation Post System in accordance with the Applicable Public Company Rules.
- 5.3 The rules and procedures governing the implementation of book closed periods, including notices to Members in regard to book closed periods, shall be in accordance with policies adopted by the Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

6 Share Certificates

- 6.1 Subject to the provisions of the Statute, the Company shall issue Shares without printing Share Certificates for the Shares issued, and the details regarding such issue of Shares shall be recorded by TDCC in accordance with the Applicable Public Company Rules. 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 Directors. The Directors may authorise Share Certificates to be issued with the authorised signature(s) affixed by mechanical process. All Share Certificates shall be consecutively numbered or otherwise identified and shall specify the Shares to which they relate. All Share Certificates surrendered to the Company for transfer shall be cancelled and subject to the Articles. No new Share Certificate shall be issued until the former Share Certificate representing a like number of relevant Shares shall have been surrendered and cancelled.
- 6.2 In the event that the Directors resolve that Share Certificates shall be issued pursuant to Article 6.1 hereof, the Company shall deliver the Share Certificates to the subscribers within thirty days from the date such Share Certificates may be issued pursuant to the Statute, the Memorandum, the Articles and the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such Share Certificates pursuant to the Applicable Public Company Rules.

6.3 If a Share Certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and on the payment of such expenses reasonably incurred by the Company in investigating evidence, as the Directors may prescribe, and (in the case of defacement or wearing out) upon delivery of the old Share Certificate.

7 Preferred Shares

7.1 The Company may issue Shares with rights which are preferential to those of ordinary Shares issued by the Company (“**Preferred Shares**”) with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and with the approval of a Special Resolution.

7.2 Prior to the issuance of any Preferred Shares approved pursuant to Article 0 hereof, the Articles shall be amended to set forth the rights and obligations of the Preferred Shares, including but not limited to the following terms, and provided that such rights and obligations of the Preferred Shares shall not contradict the mandatory provisions of Applicable Public Company Rules regarding the rights and obligations of such Preferred Shares, and the same shall apply to any variation of rights of Preferred Shares:

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

8 Issuance of New Shares

8.1 The issue of new Shares of the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new Shares shall at all times be subject to the sufficiency of the authorised capital of the Company.

8.2 Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increases its capital by issuing new Shares for cash, after allocation

of the Public Offering Portion (as defined below) and the Employee Subscription Portion (as defined below), the Company shall make a public announcement and notify each Member that he/she/it is entitled to exercise a pre-emptive right to purchase his/her/its pro rata portion of any remaining new Shares issued in the capital increase in cash. A waiver of such pre-emptive right may be approved at the same general meeting where the subject issuance of new Shares is approved by the Members. The Company shall state in such announcement and notices to the Members that if any Member fails to purchase his/her/its pro rata portion of the newly-issued Shares within the prescribed period, such Member shall be deemed to forfeit his/her/its pre-emptive right to purchase the newly-issued Shares. Subject to Article 6.3, in the event that Shares held by a Member are insufficient for such Member to exercise the pre-emptive right to purchase one newly-issued Share, Shares held by several Members may be calculated together for joint purchase of newly-issued Shares or for purchase of newly-issued Shares in the name of a single Member pursuant to the Applicable Public Company Rules. If the total number of the new Shares to be issued has not been fully subscribed by the Members within the prescribed period, the Company may offer any un-subscribed new Shares to be issued to the public in Taiwan or to specific person or persons according to the Applicable Public Company Rules.

- 8.3 Where the Company increases its capital in cash by issuing new Shares in Taiwan, the Company shall allocate 10% of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not necessary or appropriate, as determined by the Directors according to the Applicable Public Company Rules and/or the instruction of the FSC or TWSE, for the Company to conduct the aforementioned public offering; provided however, if a percentage higher than the aforementioned 10% is resolved by a general meeting to be offered, the percentage determined by such resolution shall prevail ("Public Offering Portion"). The Company may also reserve 10% to 15% of such new shares for subscription by the employees of the Company and its Subsidiaries (the "Employee Subscription Portion"). The Company may prohibit such employees from transferring the shares so subscribed within a certain period; provided, however, that such a period cannot be more than two years.
- 8.4 Members' rights to subscribe for newly-issued Shares may be transferred independently from the Shares from which such rights are derived. The rules and procedures governing the transfer of rights to subscribe for newly-issued Shares shall be in accordance with policies established by the Company from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

8.5 The pre-emptive right of Members provided under Article 0 shall not apply in the event that new Shares are issued due to the following reasons or for the following purposes: (a) in connection with a Merger with another company, the Spin-off of the Company, a Share Swap, or pursuant to any reorganization of the Company; (b) in connection with meeting the Company's obligations under Share subscription warrants and/or options, including those referenced in Article 11; (c) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire Shares; (d) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire Shares; (e) in connection with a Private Placement; or (f) in connection with the issue of Restricted Shares in accordance with Article 8.7.

8.6 The periods of notice and other rules and procedures for notifying Members and implementing the exercise of the Members' pre-emptive rights shall be in accordance with policies established by the Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

8.7 The Company may issue new Shares with restricted rights ("Restricted Shares") solely to employees of the Company and its Subsidiaries by Supermajority Resolution provided that Article 8.3 shall not apply. The terms of issue of Restricted Shares, including but not limited to the number, issue price and other related matters, shall comply with the Applicable Public Company Rules.

9 Transfer of Shares

9.1 Subject to the Statute and the Applicable Public Company Rules, 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 longer than two years, in each case as the Directors may determine in their discretion.

9.2 Subject to the requirements of the applicable laws of the Cayman Islands, transfers of uncertificated Shares which are traded on the TWSE may be effected by any method of transferring or dealing in securities introduced by TWSE or operated in accordance with the Applicable Public Companies Rules as appropriate and which have been approved by the Board for such purpose.

9.3 The Board may, subject to the applicable laws of the Cayman Islands and if so permitted, allow shares of any class in the Company held in uncertificated form to be transferred without an instrument of transfer by means of a relevant system, including that of the TDCC. Regarding Shares held in uncertificated form, the Company shall, by notice,

require the holder of that uncertified Share to give instructions, or appoint a person to give instructions, necessary to transfer title to that Share by means of the relevant system pursuant to the applicable regulations, the facilities and the requirements of the relevant system; provided that such instructions shall be subject always to these Articles and the laws of the Cayman Islands and the Applicable Public Company Rules.

10 Repurchase of Shares

- 10.1 Subject to the provisions of the Statute, the Memorandum, the Articles and the Applicable Public Company Rules, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, repurchase its own Shares (including any redeemable shares). In the event that the Company proposes to purchase any Share listed on the TWSE pursuant to this Article, the approval of the Board and the implementation thereof should be reported to the Members at the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall also apply even if the Company does not implement the proposal to purchase its Shares listed on the TWSE for any reason.
- 10.2 The Company may make a payment in respect of the repurchase of its own Shares in any manner permitted by the Statute and the Applicable Public Company Rules.
- 10.3 Shares that the Company purchases, redeems or acquires (by way of surrender or otherwise) shall be cancelled immediately or held as Treasury Shares at the discretion of the Directors.
- 10.4 No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up of the Company) may be made to the Company in respect of a Treasury Share.
- 10.5 After the Company purchases the Shares listed on the TWSE, any proposal to transfer Treasury Shares to any employee of the Company and its Subsidiaries by the Company at a price below the average repurchase price paid by the Company for Shares repurchased by the Company pursuant to the Board resolution which approved the repurchase of the relevant Treasury Share (the "Average Purchase Price") shall be approved by a resolution passed by two-thirds or more of the Members present at the general meeting who represent a majority of the total number of the Company's outstanding Shares as at the date of such general meeting. The notice of the general meeting shall list and explain the following matters, which may not be made by an ad hoc motion:

- (a) the basis of and justification for the reasonableness of the determined transfer price and the discount to the Average Purchase Price and the calculation thereof;
- (b) the number of shares to be transferred, the purpose of the share transfer and justification of the reasonableness of the share transfer;
- (c) any conditions attaching to the transfer, including but not limited to the employees qualified for the purchase and the number of Shares that the employees may purchase; and
- (d) any effect of the transfer on rights of the Members, including:
 - (i) the dilutive effect which the transfer will have on other Members of the Company; and
 - (ii) any financial burden to the Company caused by a transfer of Treasury Shares to employees at a price lower than the Average Purchase Price.

The aggregate number of Treasury Shares to be transferred to employees pursuant to this Article shall not exceed five percent of the Company's total issue and outstanding shares as at the date of transfer of any Treasury Shares and the aggregate number of Treasury Shares transferred to any individual employee shall not exceed 0.5 percent of the Company's total issued and outstanding shares as at the date of transfer of any Treasury Shares to such employee. The Company may impose restrictions on the transfer of such Shares by the employees for a period of no more than two years.

10.6 Subject to the Articles and the Applicable Public Company Rules, the Board may determine to cancel a Treasury Share or transfer a Treasury Share on such terms as they think proper.

11 Employee Incentive Programme

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

11.2 Options, warrants or other similar instruments issued in accordance with Article 0 above are not transferable save by inheritance.

11.3 The Company may enter into share option agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 11.1 above, whereby employees may subscribe, within a specific period of time, a specific number of the Shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programme.

11.4 Directors of the Company and its Subsidiaries shall not be eligible for the Restricted Shares issued under Article 8.7 or the employee incentive programmes under this Article 11, provided that directors who are also employees of the Company or its Subsidiaries may subscribe for Restricted Shares or participate in an employee incentive programme in their capacity as an employee and not as a director of the Company or its Subsidiaries.

12 Variation of Rights of Shares

12.1 If at any time the share capital of the Company is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, whether or not the Company is being wound up, be varied with the sanction of a Special Resolution passed at a general meeting of the holders of the Shares of that class. Notwithstanding the foregoing, if any modification or alteration in the Articles is prejudicial to the preferential rights of any class of Shares, such modification or alteration shall be adopted by a Special Resolution and shall also be adopted by a Special Resolution passed at a separate meeting of Members of that class of Shares.

12.2 The provisions of the Articles relating to general meetings shall apply to every class meeting of the holders of the same class of the Shares.

12.3 The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* therewith.

13 Transmission of Shares

13.1 If a Member dies, the survivor or survivors where he was a joint holder, or his legal personal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest. The estate of a deceased Member is not thereby released from any liability in respect of any Share which had been jointly held by him.

13.2 Any person becoming entitled to a Share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any way other than by transfer) shall give written notice to the Company and, upon such evidence being produced as may from time to time be required by the Directors, may elect, by a notice in writing sent by him, either to become the holder of such Share or to have some person nominated by him become the holder of such Share.

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

14.1 Subject to the provisions of the Statute and the provisions of these Articles as regards the matters to be dealt with by Ordinary Resolution, the Company may by Special Resolution:

- (a) change its name;
- (b) alter or add to these Articles;
- (c) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein;
- (d) reduce its share capital and any capital redemption reserve fund;
- (e) increase its authorised share capital by such sum as the resolution shall prescribe or cancel any Shares that at the date of the passing of the resolution have not been taken or agreed to be taken by any person, provided that in the event of any change to its authorised share capital, the Company shall also procure the amendment of its Memorandum by the Members to reflect such change; and
- (f) issue securities by way of Private Placement within the territory of the R.O.C in accordance with the Applicable Public Company Rules.

14.2 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company shall not, without a Supermajority Resolution:

- (a) sell, transfer or lease of whole business of the Company or other matters which has a material effect on the Members' rights and interests;
- (b) discharge or remove any Director;
- (c) approve any action by one or more Director(s) who is engaging in business conduct for him/herself or on behalf of another person that is within the scope of the Company's business;

- (d) effect any capitalization of distributable Dividends and/or bonuses and/or any other amount prescribed under Article 0 hereof;
- (c) effect any Merger, Spin-off or Share Swap, provided that any Merger which falls within the definition of “merger and/or consolidation” under the Statute shall also be subject to the requirements of the Statute;
- (d) enter into, amend, or terminate any agreement for lease of the Company's whole business, or for entrusted business, or for frequent joint operation with others;
- (e) transfer its business or assets, in whole or in any essential part, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or
- (f) acquire or assume the whole business or assets of another person, which has material effect on the Company's operation.

14.3 Subject to the provisions of the Statute, the provisions of these Articles, and the quorum requirement under the Applicable Public Company Rules, with regard to the dissolution procedures of the Company, the Company shall pass

- (a) an Ordinary Resolution, if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as they fall due; or
- (b) a Special Resolution, if the Company resolves that it be wound up voluntarily for reasons other than the reason stated in Article 0 above.

14.4 Any return of capital made in accordance with the Statute and the Applicable Public Company Rules shall be effected based on the percentage of shareholding of the Members pro rata.

14.5 Subject to the Statute, these Articles and the Applicable Public Company Rules if the Company proposes, in connection with any return of capital, to distribute specific assets owned by the Company to the Members, the type of specific assets and the corresponding amount of such substitutive distribution to the Members shall be approved at a general meeting and be agreed by the Member who will receive such assets; provided, however, that, the value of specific assets and the corresponding amount of such substitutive distribution shall be assessed by an ROC certified public accountant before the Board submits the same to a general meeting for approval.

15 Registered Office

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

16 General Meetings

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

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

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

16.4 The general meetings shall be held at such time and place as the Directors shall appoint provided that unless otherwise provided by the Statute or this Article 16.4, the general meetings shall be held in Taiwan. For general meetings to be held outside Taiwan, the Company shall comply with the relevant procedures and approvals prescribed by the relevant authority in Taiwan. Where a general meeting is to be held outside Taiwan, the Company shall engage a professional securities agent in Taiwan to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).

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

16.6 A Members requisition is a requisition of Member(s) of the Company holding at the date of deposit of the requisition not less than 3% of the total number of the outstanding Shares at the time of requisition and whose Shares shall have been held by such Member(s) for at least one year.

16.7 The requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more requisitionists.

16.8 If the Directors do not within fifteen days from the date of the deposit of the requisition dispatch the notice of an extraordinary general meeting, the requisitionists may

themselves convene an extraordinary general meeting in accordance with the Applicable Public Company Rules.

17 Notice of General Meetings

- 17.1 At least thirty days' notice to each Member shall be given of any annual general meeting, and at least fifteen days' notice to each Member shall be given of any extraordinary general meeting. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting and the general nature of the business and shall be given in accordance with the Applicable Public Company Rules, provided that a general meeting of the Company shall, whether or not the notice specified in this regulation has been given and whether or not the provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed by all the Members (or their proxies) entitled to attend such general meeting.
- 17.2 The accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any Member entitled to receive notice shall not invalidate the proceedings of that general meeting.
- 17.3 The Company shall make a public announcement publishing the notice of the general meeting, the proxy instrument, agendas and materials relating to matters for approval and matters for discussion (including but not limited to any election or discharge of Directors) to be discussed at the general meeting via the Market Observation Post System in accordance with Article 0 hereof, and shall transmit the same via the Market Observation Post System. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document used for the exercise of voting power together with the above mentioned materials. The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System in accordance with Applicable Public Company Rules twenty-one days prior to the annual general meetings or, in the case of extraordinary general meetings, fifteen days prior to such meeting.
- 17.4 Subject to the provisions of the Applicable Public Company Rules, Member may bring up an ad hoc motion at a general meeting provided that such ad hoc motion shall directly pertain to the matters to be discussed in such general meeting as set forth in the notice thereof. Matters pertaining to (a) election or discharge of Directors, (b) alteration of the Articles, and (c) (i) dissolution, Merger, Spin-off or Share Swap, (ii) entering into,

amending, or terminating any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others, (iii) transfer of the whole or any material part of the business or assets of the Company, (iv) acceptance of the transfer of the whole business or assets of another person, which has a material effect on the business operation of the Company, (d) ratification of an action by Director(s) who engage(s) in business for him/herself or on behalf of another person that is within the scope of the Company's business, (e) distribution of the whole or a part of the surplus profit of the Company in the form of new Shares, capitalization of statutory reserve and any other amount in accordance with Article 35, and (f) the Private Placement of any equity-type securities issued by the Company, shall be indicated in the notice of general meeting, with a summary of the material content to be discussed, and shall not be brought up as an ad hoc motion.

17.5 The board of Directors shall keep the Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's registrar (if applicable) and the Company's securities agent located in Taiwan. The Members may request, from time to time, by submitting document(s) evidencing his/her interests involved and indicating the designated scope of the inspection, access to inspect, review or make copies of the foregoing documents.

17.6 The Company shall make all statements and records prepared by the board of Directors and the report prepared by the audit committee, if any, available at the office of its registrar (if applicable) and its securities agent located in Taiwan in accordance with Applicable Public Company Rules and the Statute. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such an inspection and review.

18 Proceedings at General Meetings

18.1 No business shall be transacted at any general meeting unless a quorum is present. Unless otherwise provided in the Articles, Members present in person or by proxy, representing more than one-half of the total outstanding Shares, shall constitute a quorum for any general meeting.

18.2 The board of Directors shall submit business reports, financial statements and proposals for distribution of profits or covering of losses prepared by it for the purposes of annual general meetings of the Company for ratification or approval by the Members as required by the Applicable Public Company Rules. After ratification or approval by

the general meeting, the board of Directors shall distribute copies or make a public announcement of the ratified financial statements and the Company's resolutions on the allocation and distribution of profits or covering of loss, to each Member in accordance with the Applicable Public Company Rules.

18.3 Unless otherwise expressly provided herein and subject to the Applicable Public Company Rules, if a quorum is not present at the time appointed for the general meeting or if during such a general meeting a quorum ceases to be present, the chairman may postpone the general meeting to a later time, provided, however, that the maximum number of times a general meeting may be postponed shall be two and the total time postponed shall not exceed one hour. If the general meeting has been postponed for two times, but at the postponed general meeting a quorum is still not present, the chairman shall declare the general meeting is dissolved, and if it is still necessary to convene a general meeting, it shall be reconvened as a new general meeting in accordance with the Articles.

18.4 If a general meeting is called by the Directors, the chairman of the Directors shall preside as the chair of such general meeting. In the event that the chairman is on a leave of absence, or is unable to exercise his powers and authorities, the vice chairman of the Directors shall act in lieu of the chairman. If there is no vice chairman of the Directors, or if the vice chairman of the Directors is also on leave of absence, or cannot exercise his powers and authorities, the chairman shall designate a Director to chair such general meeting. If the chairman does not designate a proxy or if such chairman's proxy cannot exercise his powers and authorities, the Directors who are present at the general meeting shall elect one from among themselves to act as the chair at such general meeting in lieu of the chairman. If a general meeting is called by any person(s) other than the Directors, the person(s) who has called the meeting shall preside as the chair of such general meeting; and if there is more than one person who has called a general meeting, such persons shall elect one from among themselves to act as the chair of such general meeting.

18.5 A resolution put to the vote of the meeting shall be decided on a poll. No resolution put to the vote of the meeting shall be decided by a show of hands. In computing the required majority when a poll is demanded regard should be had to the number of votes to which each Member is entitled by the Articles.

18.6 In the case of an equality of votes, the chairman shall not be entitled to a second or casting vote.

- 18.7 Nothing in the Articles shall prevent any Member from issuing proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the improper convening of any general meeting or the improper passage of any resolution. The Taipei District Court, R.O.C., shall be the court of the first instance for adjudicating any disputes arising out of the foregoing.
- 18.8 Unless otherwise expressly required by the Statute, the Memorandum or the Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.
- 18.9 Member(s) holding 1% or more of the total number of outstanding Shares immediately prior to the relevant book closed period may propose to the Company a proposal for discussion at an annual general meeting in writing to the extent and in accordance with the rules and procedures of general meetings proposed by the Directors and approved by an Ordinary Resolution. Proposals shall not be included in the agenda where (a) the proposing Member(s) holds less than 1% of the total number of outstanding Shares, (b) where the matter of such proposal may not be resolved by a general meeting, (c) the proposing Member has proposed more than one proposal or (d) such proposal is submitted on a day beyond the deadline announced by the Company for accepting the Member's proposals.

19 Votes of Members

- 19.1 Subject to any rights or restrictions attached to any Shares, every Member who is present in person or by proxy shall have one vote for every Share of which he is the holder.
- 19.2 No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of Shares unless he is registered as a Member on the record date for such meeting nor unless all calls or other monies then payable by him in respect of Shares have been paid.
- 19.3 Any objection raised to the qualification of any voter by a Member having voting rights shall be referred to the chairman whose decision shall be final and conclusive.
- 19.4 Votes may be cast either personally or by proxy. A Member may appoint only one proxy under one instrument to attend and vote at a meeting.
- 19.5 Subject to any rights, privileges or restrictions attached to any Share, every Member who (being an individual) is present in person or by proxy or (in the case of a corporation or other non-natural person) by duly authorized corporate representative(s) or by proxy shall have one vote for every Share of which he is the holder. A Member holding more than

one Share is required to cast the votes in respect of his Shares in the same way on any resolution at a general meeting unless he holds the Shares for benefit of others, in which case, he may cast votes on the Shares in different way in accordance with the Applicable Public Company Rules (including the Applicable Public Company Rules relating to qualifications, scope, methods of exercise, operating procedures and other matters for compliance with respect to exercising such split voting).

19.6 If a general meeting is to be held in Taiwan, the Directors may determine in their discretion that the voting power of a Member at such general meeting may be exercised by way of a written ballot or by way of an electronic transmission. If a general meeting is to be held outside of Taiwan or if otherwise required under the Applicable Public Company Rules, the methods by which Members are permitted to exercise their voting power shall include written ballot or voting by way of an electronic transmission. Where these methods of exercising voting power are to be available at a general meeting, they shall be described in the general meeting notice given to the Members in respect of the relevant general meeting. A Member exercising voting power by way of a written ballot or by way of an electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Public Company Rules. The chairman, acting as proxy of a Member, shall not exercise the voting right of such Member in any way not stipulated in the written or electronic document, nor exercise any voting right in respect of any resolution revised at the meeting or any impromptu proposal at the meeting. A Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc resolution or amendment to the original agenda items to be resolved at the said general meeting. Should the chairman not observe the instructions of a Member in exercising such Member's voting right in respect of any resolution, the Shares held by such Member shall not be included in the calculation of votes in respect of such resolution but shall nevertheless be included in the calculation of quorum for the meeting.

19.7 A Member who has submitted a vote by written ballot or electronic transmission pursuant to Article 19.6 may, at least two days prior to the date of the relevant general meeting, revoke such vote by written ballot or electronic transmission and such revocation shall constitute a revocation of the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6. If a Member who has submitted a written ballot or electronic transmission pursuant to Article 19.6 does not submit such a revocation before the prescribed time, the proxy deemed to be given to the chairman of the general meeting

pursuant to Article 19.6 shall not be revoked and the chairman of the general meeting shall exercise the voting right of such Member in accordance with that proxy.

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

20 Proxies

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

- 20.2 Obtaining an instrument of proxy for attendance of general meetings shall be subject to the following conditions:

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

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

- 20.4 The Company may mandate a securities agent to act as the proxy for the Members for any general meeting provided that no resolution in respect of the election of Directors is proposed to be voted upon at such meeting. Matters authorized under the mandate shall be stated in the instructions of the instruments of proxy for the general meeting concerned. A securities agent acting as the proxy shall not accept general authorisation from any Member, and shall, within five days after each general meeting of the

Company, prepare a compilation report of general meeting attendance by proxy comprising the details of proxy attendance at the general meeting, the status of exercise of voting rights under the instrument of proxy, a copy of the contract, and other matters as required by the R.O.C. securities competent authorities, and maintain the compilation report available at the offices of the securities agent.

- 20.5 Except for trust enterprises organized under the laws of the R.O.C. or a securities agent approved pursuant to Applicable Public Company Rules, in the event a person acts as the proxy for two or more Members, the sum of Shares entitled to be voted as represented by such proxy shall be no more than 3% of the total outstanding voting Shares immediately prior to the relevant book closed period; any vote in respect of the portion in excess of such 3% threshold shall not be counted. For the avoidance of doubt, the number of the Shares to be represented by a securities agent mandated by the Company in accordance with Article 0 shall not be subject to the limit of 3% of the total number of the outstanding voting Shares set forth herein.
- 20.6 The Shares represented by a person acting as the proxy for three or more Members shall not be more than four times of the number of Shares held by such person and shall not exceed 3% of the total number of the outstanding Shares.
- 20.7 In the event that a Member exercises his/her/its voting power by means of a written ballot or by means of electronic transmission and has also authorized a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail; provided, however, that a Member who has authorised a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his/her/its voting power by way of a written ballot or electronic transmission, such Member shall, at least two days prior to such general meeting, serve the Company with a separate notice revoking his/her/its previous appointment of the proxy. Votes by way of proxy shall remain valid if such Member fails to revoke his/her/its appointment of such proxy before the prescribed time.
- 20.8 The instrument of proxy shall be deposited at the Registered Office or at such other place as is specified for that purpose in the notice convening the meeting, or in any instrument of proxy sent out by the Company not less than five days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote where more than one instrument to vote received from the same Member by the Company, the first instrument received shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous proxy in the later-received instrument.

- 20.9 The instrument of proxy shall be in the form approved by the Company 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 Member, proxy and the Solicitor (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.
- 20.10 In the event that a resolution in respect of the election of Directors is proposed to be voted upon at a general meeting, each instrument of proxy for such meeting shall be tallied and verified by the Company's securities agent or any other mandated securities agent prior to the time for holding the general meeting. The following matters should be verified:
- (a) whether the instrument of proxy is printed under the authority of the Company;
 - (b) whether the instrument of proxy is signed or sealed by the appointing Member; and
 - (c) whether the Solicitor or proxy (as the case may be) is named in the instrument of proxy and whether the name is correct.
- 20.11 The material contents required to be stated in the instruments of proxy, the meeting handbook or other supplemental materials of such general meeting, the written documents and advertisement of the Solicitor for proxy solicitation, the schedule of the instruments of proxy, the proxy form and other documents printed and published under the authority of the Company shall not contain any false statement or omission.
- 20.12 Votes given in accordance with the terms of an instrument of proxy shall be valid unless notice in writing was received by the Company at the Registered Office before the commencement of the general meeting, or adjourned meeting at which it is sought to use the proxy. The notice must set out expressly the reason for the revocation of the proxy, whether due to the incapacity or the lack in authority of the principal at the time issuing the proxy or otherwise.
- 20.13 A Member who has appointed a proxy shall be entitled to make a request to the Company or its securities agent for examining the way in which his instrument of proxy has been used, within seven days after the relevant general meeting.

21 Proxy Solicitation

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

22 Dissenting Member's Appraisal Right

22.1 In the event any of the following resolutions is adopted at general meetings, any Member who has notified the Company in writing of his objection to such a resolution prior to the meeting and has raised again his/her objection at the meeting, may request the Company to buy back all of his/her Shares at the then prevailing fair price:

- (a) The Company enters into, amends, or terminates any agreement for any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to other or the regular joint operation of the Company with others;
- (b) The Company transfers the whole or a material part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or
- (c) The Company accepts the transfer of the whole business or assets of another person, which has a material effect on the Company's business operations.

22.2 In the event any part of the Company's business is Spun Off or involved in any Merger with any other company, the Member, who has forfeited his right to vote on such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the general meeting, may request the Company to buy back all of his/her Shares at the then prevailing fair price.

22.3 The request prescribed in the preceding two Articles shall be delivered to the Company in writing, stating therein the types and numbers of Shares to be repurchased, within twenty days after the date of such resolution. In the event the Company has reached an agreement in regard to the purchase price with the requested Member in regard to the Shares of such Member (the "**appraisal price**"), the Company shall pay such price within ninety days after the date on which the resolution was adopted. In the event the Company fails to reach such agreement with the Member within sixty days after the resolution date, the Member may, within thirty days after such sixty-day period, file a petition to any competent court of the R.O.C. for a ruling on the appraisal price, and such

ruling by such R.O.C. court shall be binding and conclusive as between the Company and requested Member solely with respect to the appraisal price.

- 22.4 The payment of appraisal price shall be made at the same time as the delivery of Share Certificates, and transfer of such Shares shall be effective at the time when the transferee's name is entered on the Register of Members.

23 Corporate Members

Any corporation or entity which is a Member may in accordance with its constitutional documents, or in the absence of such provision 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, and the person so authorised shall be entitled to exercise the same powers on behalf of the such corporate Member which he represents as the corporation could exercise if it were an individual Member.

24 Shares that May Not be Voted

- 24.1 Shares in the Company that are beneficially owned by the Company (including Subsidiaries) shall not be voted, directly or indirectly, at any general meeting and shall not be counted in determining the total number of outstanding Shares at any given time.
- 24.2 A Member who has a personal interest in any motion discussed at a general meeting, which interest may be in conflict with those of the Company, shall abstain from voting such Member's Shares in regard to such motion but such Shares may be counted in determining the number of Shares of the Members present at the such general meeting for the purposes of determining the quorum. The aforementioned Member shall also not vote on behalf of any other Member.
- 24.3 In the event that a Director creates or has created security over any Shares held by him, then he shall notify the Company of such security. If at any time the security created by a Director is in respect of more than half of the Shares held by him at the time of his appointment, then the voting rights attaching to the Shares held by such Director at such time shall be reduced, such that the Shares over which security has been created which are in excess of half of the Shares held by the Director at the date of his appointment shall not carry voting rights and shall not be counted in the number of votes casted by the Members at a general meeting.

25 Directors

- 25.1 There shall be a board of Directors consisting of no less than seven persons and no more than eleven persons, including Independent Directors, each of whom shall be appointed

to a term of office of three (3) years, provided that such term may be extended, by resolution of the Directors, to the date of the general meeting next following the expiry of such term if the expiration of such term would otherwise leave the Company with no Directors. Directors may be eligible for re-election. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors subject to the above number limitation provided that the requirements by relevant laws and regulations (including but not limited to any listing requirements) are met.

25.2 Unless otherwise approved by TWSE, not more than half of the total number of Directors can have a spousal relationship or familial relationship within the second degree of kinship with any other Directors.

25.3 In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 0 hereof, the non-qualifying Director(s) who was elected with the fewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided in Article 0 hereof. Any person who has already served as Director but is in violation of the aforementioned requirements shall vacate the position of Director automatically.

25.4 Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least one of the Independent Directors shall be domiciled in the R.O.C. and at least one of the same shall have accounting or financial expertise.

25.5 Independent Directors shall have professional knowledge and shall maintain independence within the scope of their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be governed by the Applicable Public Company Rules.

26 Powers of Directors

26.1 Subject to the provisions of the Statute, the Memorandum and the Articles and to any directions given by Ordinary Resolution, Special Resolution or Supermajority Resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. A

duly convened meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

- 26.2 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock, mortgages, bonds and other such securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

27 Appointment and Removal of Directors

- 27.1 The Company may at a general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 27.3 below. In case of a corporate Member, the corporate Member itself (acting through its authorized representatives) or its authorized representative may be nominated for election at a general meeting as Director of the Company in accordance with these Articles. If there are more than one authorized representatives appointed by a corporate Member, each of them may be nominated for election for Director at a general meeting. The Company may by Supermajority Resolution remove any Director. Members present in person or by proxy, representing more than one-half of the total outstanding Shares shall constitute a quorum for any general meeting to elect one or more Directors.
- 27.2 Where election of a full board of Directors to replace all existing Directors is effected by a resolution adopted at a general meeting prior to the expiration of the term of office of the existing Directors, the term of office of the existing Directors shall be deemed to have expired on the date of the re-election or such any other date as is otherwise resolved by the Members at the general meeting. Members present in person or by proxy, representing more than one-half of the total issued shares shall constitute a quorum in respect of any such resolution.
- 27.3 Directors shall be elected pursuant to a cumulative voting mechanism pursuant to a poll vote, the procedures for which has been approved and adopted by the Directors and also by an Ordinary Resolution, where the number of votes exercisable by any Member shall be the same as the product of the number of Shares held by such Member and the number of Directors to be elected (“**Special Ballot Votes**”), and the total number of Special Ballot Votes cast by any Member may be consolidated for election of one Director candidate or may be split for election amongst multiple Director candidates, as specified by the Member pursuant to the poll vote ballot. There shall not be votes which are limited to class, party or sector, and any Member shall have the freedom to specify whether to concentrate all of its votes on one or any number of candidate(s)

without restriction. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a Director elect, and where more than one Director is being elected, the top candidates to whom the votes cast represent a prevailing number of votes relative to the other candidates shall be deemed directors elect. The rule and procedures for such cumulative voting mechanism shall be in accordance with policies proposed by the Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Memorandum, the Articles and the Applicable Public Company Rules.

- 27.4 The Directors may adopt a candidate nomination mechanism which is in compliance with Applicable Public Company Rules. The rules and procedures for such candidate nomination shall be in accordance with policies established by the Directors and by an Ordinary Resolution from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules. Such candidate nomination mechanism in compliance with Applicable Public Company Rules shall also be used for an election of Independent Directors.

28 Vacation of Office of Director

In the event of any of the following events having occurred in relation to any Director, such Director shall be vacated automatically:

- (a) he gives notice in writing to the Company that he resigns the office of Director;
- (b) he dies, becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) an order is made by any competent court or official on the grounds that he is or will
- (d) be suffering from mental disorder or is otherwise incapable of managing his affairs, or his/her legal capacity is restricted according to the applicable laws;
- (d) he commits a felony and is subsequently adjudicated guilty by a final judgment, and the time elapsed since he has served the full term of the sentence is less than five years; or
- (e) he commits any criminal offence of fraud, breach of trust or misappropriation and is subsequently punished with imprisonment for a term of more than one year, and the time elapsed since he has served the full term of such sentence is less than two years;

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

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

29 Proceedings of Directors

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

29.2 Unless otherwise permitted by the Applicable Public Company Rules, if the number of Independent Directors is less than three persons due to the vacation of Independent Directors for any reason, the Company shall hold an election of Independent Directors at the next following general meeting. Unless otherwise permitted by the Applicable

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

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

30 Directors' Interests

- 30.1 A Director may hold any other office or place of profit under the Company in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Directors may determine.
- 30.2 The Directors may be paid remuneration only in cash. The amount of such remuneration shall be determined by the Directors and take into account the extent and value of the services provided for the management of the Corporation and the standards of the industry within the R.O.C. and overseas.
- 30.3 Unless prohibited by the Statute or by the Applicable Public Company Rules, a Director may himself or through his firm act in a professional capacity on behalf of the Company and he or his firm shall be entitled to such remuneration for professional services as if he were not a Director.
- 30.4 A Director who engages in conduct either for himself or on behalf of another person within the scope of the Company's business, shall disclose to Members, at a general meeting prior to such conduct, a summary of the major elements of such interest and obtain the ratification of the Members at such general meeting by a Supermajority Resolution vote. In case a Director engages in business conduct for himself or on behalf of another person in violation of this provision, the Members may, by an Ordinary Resolution, require the disgorgement of any and all earnings derived from such act, except when at least one year has lapsed since the realization of such associated earnings.
- 30.5 A Director who is directly or indirectly interested in any matter under discussion at a meeting of the Directors shall declare the nature and the essential contents of such interest at the relevant meeting of the Directors.
- 30.6 Notwithstanding anything to the contrary contained in this Article 0, a Director who has a personal interest in the matter under discussion at a meeting of the Directors, which may conflict with the interest of the Company, shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting.
- 30.7 To the extent permitted under the laws of the Cayman Islands, any Member(s) holding three percent (3%) or more of the total number of the issued Shares of the Company for one (1) consecutive year or longer may request in writing any Independent Director of the Audit Committee to initiate proceedings against any of the Directors on behalf of the

Company with a competent court having proper jurisdiction, including the Taipei District Court, R.O.C. If Independent Directors of the Audit Committee fail to initiate such proceedings within thirty (30) days after receiving the request by such Member(s), subject to Cayman Islands law, such Member(s) may initiate such proceedings on behalf of the Company with a competent court having proper jurisdiction, including the Taipei District Court, R.O.C.

30.8 Without prejudice to the duties owed by a Director or an officer (being a manager of the Company who are authorized to act on its behalf in a senior management capacity) to the Company under common law of the Cayman Islands and subject to the Statute and the Applicable Public Company Rules, a Director and officer shall assume fiduciary duties towards the Company and, without limitation, shall exercise due care and skill in conducting the business operations of the Company. Should any such Director or officer violate any such duty or applicable laws, without prejudice to the rights and remedies available under applicable laws, the Company may (i) take actions against such Director or officer for indemnification of the damages caused to the Company, and (ii) require such Director or officer to bear joint and several liability for indemnification of the damages payable by the Company to other person(s), and (iii) the Company may, by an Ordinary Resolution, take any action permitted by applicable laws and laws of the Cayman Islands to account for any profits and benefits and request payment to the Company such profits or benefits gained in respect of the breach of their fiduciary duties or violation of the applicable laws.

31 Minutes

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

32 Delegation of Directors' Powers

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

governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.

- 32.2 The Directors may establish any committees or appoint any person to be a manager or agent for managing the affairs of the Company and may appoint any Director to be a member of such committees. Any such appointment may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of any such committee shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.
- 32.3 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company on such conditions as the Directors may determine, provided that the delegation is not to the exclusion of their own powers and may be revoked by the Directors at any time.
- 32.4 The Directors may by power of attorney or otherwise appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or authorised signatory of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney or other appointment may contain such provisions for the protection and convenience of persons dealing with any such attorneys or authorised signatories as the Directors may think fit and may also authorise any such attorney or authorised signatory to delegate all or any of the powers, authorities and discretions vested in him.
- 32.5 The Directors shall appoint a chairman and may appoint such other officers as they consider necessary on such terms, at such remuneration and to perform such duties, and subject to such provisions as to disqualification and removal as the Directors may think fit.
- 32.6 Notwithstanding anything to the contrary contained in this Article 0, unless otherwise permitted by the Applicable Public Company Rules, the Company shall establish an audit committee comprised of all of the Independent Directors, one of whom shall be the chairman, and at least one of whom shall have accounting or financial expertise to the extent required by the Applicable Public Company Rules. A resolution of the audit committee shall be passed by one-half or more of all members of such committee. The rules and procedures of the audit committee shall be in accordance with policies proposed by the members of the audit committee and passed by the Directors from time

to time, which shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and the instruction of the FSC or TWSE, if any. The Directors shall, by a resolution, adopt a charter for the audit committee in accordance with these Articles and the Applicable Public Company Rules.

32.7 Any of the following matters of the Company shall require the consent of one-half or more of all audit committee members and be submitted to the board of Directors for resolution:

- (a) Adoption or amendment of an internal control system of the Company;
- (b) Assessment of the effectiveness of the internal control system;
- (c) Adoption or amendment of handling procedures for significant financial or operational actions, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees on behalf of others;
- (d) A matter where a Director has a personal interest;
- (e) A material asset or derivatives transaction;
- (f) A material monetary loan, endorsement, or provision of guarantee;
- (g) The offering, issuance, or Private Placement of any equity-type securities;
- (h) The hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
- (i) The appointment or removal of a financial, accounting, or internal auditing officer;
- (j) Annual and semi-annual financial reports;
- (k) Any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.

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

32.8 The Directors may, as they deem appropriate, establish a compensation committee comprised of at least three members, one of which shall be the Independent Director.

32.9 Upon the establishment of the compensation committee, the professional qualifications of the members, the responsibilities, powers and other related matters of the compensation committee shall comply with the Applicable Public Company Rules, and the Directors shall, by a resolution, adopt a charter for the compensation committee in accordance with these Articles and the Applicable Public Company Rules.

32.10 The compensation referred in the preceding Article shall include the compensation, stock option and other incentive payments to the Directors and managers of the Company.

33 Seal

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

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

34 Dividends, Distributions and Reserve

34.1 The Company may distribute profits in accordance with a proposal for distribution of profits prepared by the Directors and approved by the Members by an Ordinary Resolution. The Directors shall prepare such proposal as follows: the proposal shall begin with the Company's Annual Net Income and offset its losses in previous years that have not been previously offset, then set aside a legal capital reserve at 10% of the profits left over, until the accumulated legal capital reserve has equalled the total capital of the Company; then set aside a special capital reserve, if one is required, in accordance with the Applicable Public Company Rules or as requested by the authorities in charge; and then may set aside up to 1% of the balance as bonus to Directors and up to 10% of the balance as bonus to employees of the Company and the Subsidiaries. The Directors shall specify the exact percentages or amounts to be distributed as bonuses to Directors and employees in preparing the proposal for distribution of profits, and the Members may amend such proposal prior to its approval. A Director who also serves as an

- executive officer of the Company may receive a bonus in his capacity as a Director and a bonus in his capacity as an employee. Any balance left over may be distributed as Dividends (including cash dividends or stock dividends) or bonuses in accordance with the Statute and the Applicable Public Company Rules and after taking into consideration financial, business and operational factors. The amount to be distributed as Dividends shall not be less than 10% of such balance. The Company will pay a portion of such Dividends in cash, which cash portion shall be no less than 10% of the total amount of such Dividends except that if the total amount of Dividends payable per share in a given year will be less than NT\$1, the 10% threshold shall not apply and the Company may, at its sole discretion, pay such Dividends, in whole or in part, by distribution of cash and/or stock.
- 34.2 Subject to the Statute and this Article, the Directors may declare Dividends and distributions on Shares in issue and authorise payment of the Dividends or distributions out of the funds of the Company lawfully available therefor. No Dividend or distribution shall be paid except out of the realised or unrealised profits of the Company, or out of the share premium account or as otherwise permitted by the Statute.
- 34.3 Except as otherwise provided by the rights attached to Shares, all Dividends shall be declared and paid in proportion to the number of Shares that a Member holds. If any Share is issued on terms providing that it shall rank for Dividend as from a particular date that Share shall rank for Dividend accordingly.
- 34.4 The Directors may deduct from any Dividend or distribution payable to any Member all sums of money (if any) then payable by him to the Company on any account.
- 34.5 The Directors may, after obtaining an Ordinary Resolution, declare that any Dividend or distribution be paid wholly or partly by the distribution of specific assets and in particular of shares, debentures, or securities of any other company or in any one or more of such ways and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the basis of the value so fixed in order to adjust the rights of all Members and may vest any such specific assets in trustees as may seem expedient to the Directors.
- 34.6 Any Dividend, distribution, interest or other monies payable in cash in respect of Shares may be paid by wire transfer to the holder or by cheque or warrant sent through the post directed to the registered address of the holder. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

34.7 No Dividend or distribution shall bear interest against the Company.

34.8 Any Dividend which cannot be paid to a Member and/or which remains unclaimed after six months from the date of declaration of such Dividend may, in the discretion of the Directors, be paid into a separate account in the Company's name, provided that the Company shall not be constituted as a trustee in respect of that account and the Dividend shall remain as a debt due to the Member. Any Dividend which remains unclaimed after a period of six years from the date of declaration of such Dividend shall be forfeited and shall revert to the Company.

35 Capitalisation

Subject to Article 0, the Directors may capitalise any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum standing to the credit of profit and loss account or otherwise available for distribution and to appropriate such sum to Members in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid. In such event the Directors shall do all acts and things required to give effect to such capitalisation, with full power to the Directors to make such provisions as they think fit such that Shares shall not become distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all of the Members interested into an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

36 Tender Offer

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

1. The types and amount of the Shares held by the Directors and the Members holding more than 10% of the outstanding Shares in its own name or in the name of other persons.
2. Recommendations to the Members on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefor.

3. Whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any.
4. The types, numbers and amount of the Shares of the tender offeror or its affiliates held by the Directors and the Members holding more than 10% of the outstanding Shares held in its own name or in the name of other persons.

37 Books of Account

- 37.1 The Directors shall cause proper books of account to be kept with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt or expenditure takes place, all sales and purchases of goods by the Company and the assets and liabilities of the Company. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
- 37.2 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in general meeting.
- 37.3 The Directors may from time to time cause to be prepared and to be laid before the Company in general meeting profit and loss accounts, balance sheets, group accounts (if any) and such other reports and accounts as may be required by law.
- 37.4 Minutes and written records of all meetings of Directors, any committees of Directors, and any general meeting shall be made in the English language with a Chinese translation. In the event of any inconsistency between the English language version and the relevant Chinese translation, the English language version shall prevail.
- 37.5 The instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with the Articles and relevant rules and regulations shall be kept for at least one year. However, if a Member institutes a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information mentioned herein, they shall be kept until the conclusion of the litigation if longer than one year.

38 Notices

- 38.1 Notices shall be in writing and may be given by the Company to any Member either personally or by sending it by courier, post, cable, telex, fax or e-mail to him or to his

address as shown in the Register of Members (or where the notice is given by e-mail by sending it to the e-mail address provided by such Member). Any notice, if posted from one country to another, is to be sent airmail.

38.2 Where a notice is sent by courier, service of the notice shall be deemed to be effected by delivery of the notice to a courier company, and shall be deemed to have been received on the third day (not including Saturdays or Sundays or public holidays) following the day on which the notice was delivered to the courier. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre paying and posting a letter containing the notice, and shall be deemed to have been received on the fifth day (not including Saturdays or Sundays or public holidays) following the day on which the notice was posted. Where a notice is sent by cable, telex or fax, service of the notice shall be deemed to be effected by properly addressing and sending such notice and shall be deemed to have been received on the same day that it was transmitted. Where a notice is given by e-mail service shall be deemed to be effected by transmitting the e-mail to the e-mail address provided by the intended recipient and shall be deemed to have been received on the same day that it was sent, and it shall not be necessary for the receipt of the e-mail to be acknowledged by the recipient.

38.3 A notice may be given by the Company to the person or persons which the Company has been advised are entitled to a Share or Shares in consequence of the death or bankruptcy of a Member in the same manner as other notices which are required to be given under the Articles and shall be addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description at the address supplied for that purpose by the persons claiming to be so entitled, or at the option of the Company by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

38.4 Notice of every general meeting shall be given in any manner hereinbefore authorised to every person shown as a Member in the Register of Members on the record date for such meeting and every person upon whom the ownership of a Share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member of record where the Member of record but for his death or bankruptcy would be entitled to receive notice of the meeting, and no other person shall be entitled to receive notices of general meetings.

39 Winding Up

39.1 If the Company shall be wound up, and the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall

be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the number of the Shares held by them at the commencement of the winding up subject to a deduction from those Shares in respect of which there are monies due, of all monies payable to the Company. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

39.2 If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Statute and in compliance with the Applicable Public Company Rules, divide amongst the Members in proportion to the number of Shares they hold the whole or any part of the assets of the Company in kind (whether they shall consist of property of the same kind or not) and may for that purpose value any assets and determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any asset upon which there is a liability.

40 Financial Year

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

41 Transfer by way of Continuation

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

42 Appointment of Litigious and Non-Litigious Agent

For so long as the Shares are listed on the TWSE, the Company shall appoint a litigious and non-litigious agent pursuant to the Applicable Public Company Rules to act as the Company's responsible person in the R.O.C. under the Securities and Exchange Law of the R.O.C. to handle matters stipulated in the Securities and Exchange Law of the R.O.C. and the relevant rules and regulations thereto. The litigious and non-litigious agent shall be an individual who has a residence or domicile in the R.O.C.

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TPK Holding Co., Ltd. 股東會議事規則

民國一〇一年五月十六日股東常會通過

1. 目的:

為建立本公司良好股東會治理制度、健全監督功能及強化管理機能，爰訂定本規則，以資遵循。本規則未規定事項，悉依相關法令規定辦理。

2. 範圍:

本公司股東會之議事規範，除法令或章程另有規定者外，應依本規則之規定辦理。

3. 作業程序:

3.1. 本公司股東會除法令或章程另有規定外，由董事會召集之。

3.2. 股東會之召開應編製議事手冊。

3.2.1. 於股東常會開會三十日前或股東臨時會開會十五日前，應將股東會開會通知書、委託書用紙、有關承認案與討論案(包括但不限於選任或解任董事之議案)等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站；採行書面行使表決權時，則應將上述資料及書面行使表決權用紙，併同寄送予股東。於股東常會開會二十一日前或股東臨時會開會十五日前，將股東會議事手冊及會議補充資料，製作電子檔案傳送至公開資訊觀測站。

3.2.2. 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。

3.2.3. 與(a)選舉或解任董事，(b)修改章程，(c)(i)解散，合併或分割，(ii)訂立、修改或終止關於出租公司全部營業，或委託經營，或與他人經常共同經營之契約，(iii)讓與公司全部或主要部分營業或財產，(iv)受讓他人全部營業或財產而對公司營運有重大影響者，(d)許可董事為其自己或他人從事公司營業範圍內事務的行為，(e)以發行新股方式分配公司全部或部分盈餘，法定公積及或其他依本公司章程第35條所規定款項之資本化，及(f)公司私募發行具股權性質之有價證券等有關的事項，應載明於股東會通知並說明其主要內容，且不得以臨時動議提出。

3.2.4. 持有已發行股份總數百分之一以上股份之股東，得以書面向公司提出股

東常會議案。但以一項為限，提案超過一項者，均不列入議案。另股東所提議案非為股東會所得決議者、提案股東於停止股票過戶時持股未達百分之一、或該議案於公告受理期間外提出者，董事會得不列為議案。

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

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

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

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

3.3.1. 一股東以出具一委託書，並以委託一人為限，應於股東會開會五日前送達本公司註冊處所，或股東會召集通知或本公司寄出之委託書上所指定之處所，委託書有重複時，以最先送達者為準。但聲明撤銷前委託者，不在此限。

3.3.2. 委託書送達本公司後，股東欲親自出席股東會者或欲以書面或電子方式行使表決權者，至遲應於股東會開會二日前，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。

3.4. 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。

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

3.4.2. 股東應憑出席證、出席簽到卡或其他出席證明出席股東會；屬徵求委託書之徵求人並應攜帶身分證明文件，以備核對，出席股東應繳交簽到卡以代簽到。

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

3.5. 股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使

職權時，由董事長指定常務董事一人代理之；其未設常務董事者，指定董事一人代理之，董事長未指定代理人者，由常務董事或董事互推一人代理之。

3.5.1. 董事會所召集之股東會，宜有董事會過半數之董事參與出席。

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

3.5.3. 本公司得指派所委任律師、會計師或相關人員列席股東會。

3.6. 本公司應將股東會之開會過程全程錄音或錄影，並至少保存一年。遇有與股東會召集程序不當或不當通過決議有關之訴訟情事時，應保存至訴訟終結為止。

3.7. 股東會之出席，應以股份為計算基準。出席股數依繳交之簽到卡，加計以書面或電子方式行使表決權之股數計算之。已屆開會時間，主席應即宣布開會，惟未有代表已發行股份總數過半之股東出席時，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。

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

3.8.1. 股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。

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

3.8.3. 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。

3.9. 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。

3.9.1. 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。

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

3.9.3. 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。

3.9.4. 法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。出席股東發言後，主席得親自或指定相關人員答覆。

3.10. 依本規則、本公司章程之規定或相關法令不得行使表決權之股份數，不算入已出席股東之表決權數。

3.10.1.除根據中華民國法律組織的信託事業，或依公開發行公司法令核准的股務代理機構外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三，超過時其超過之表決權，不予計算。

3.11. 股東每股有一表決權；但受限制或本公司章程規定無表決權者，不在此限。

3.11.1. 本公司召開股東會時，得採行以書面或電子方式行使其表決權；如股東會於中華民國境外召開，股東應得以書面或電子方式行使表決權。股東以書面或電子方式行使表決權時，其行使方法應載明於股東會召集通知。股東以書面或電子方式行使表決權時，視為指派股東會主席為其代理人，於股東會上依其書面或電子文件指示之方式行使表決權，惟此種指派不應被認為係依公開發行公司法令所定義之委託代理人。股東會主席基於代理人之地位，就書面或電子文件中未載明之事項及該股東會上所提出對原議案之修正或臨時動議，皆無權行使該股東之表決權。股東以書面或電子方式行使表決權者，應視為其就該次股東會中所提之臨時動議及/或原議案之修正，業已放棄收受通知或行使表決權。如股東會主席未依該等股東之指示代為行使表決權，則該股數不得算入已出席股東之表決權數，惟應算入計算股東會最低出席人數時之股數。

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

3.11.3. 股東以書面或電子方式行使表決權後，如欲親自出席股東會者，至遲應於股東會開會二日前以與行使表決權相同之方式撤銷前項行使表決權之意思表示，該撤銷應一併視為撤回視為指派股東會主席為其代理人之意思表示；逾期撤銷者，不得撤回視為指派股東會主席為其代理人之意思表示，股東會主席應依股東之原指示行使表決權。如以書面或電子方式行使表決權並以委託書委託代理人出席股東會者，視為撤回指派股東會主席為其代理人之意思表示，以委託代理人出席行使之表決權為準**3.11.4.**

議案之表決，除法令或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布出席股東之表決權總數。

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

3.11.6. 議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。計票應於股東會場內公開為之，表決之結果，應當場報告，並作成紀錄。

3.12. 股東會有選舉董事時，應依本公司所訂相關選任規範辦理，並應當場宣布選舉結果。選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但遇有與股東會召集程序不當或不當通過決議有關之訴訟情事時，應保存至訴訟終結為止。

3.13. 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。

3.13.1. 前項議事錄之分發，得以輸入公開資訊觀測站之公告方式為之。

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

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

股東會決議事項，如有屬法令規定、臺灣證券交易所股份有限公司規定之重大訊息者，本公司應於規定時間內，將內容傳輸至公開資訊觀測站。

3.15. 辦理股東會之會務人員應佩帶識別證或臂章。

3.15.1. 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，應佩帶「糾察員」字樣臂章或識別證。

3.15.2. 會場備有擴音設備者，股東非以本公司配置設備發言時，主席得制止之。

3.15.3. 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。

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

3.16.1. 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。

3.16.2. 股東得決議在五日内延期或續行集會。

3.17. 本規則未規定事項悉依法令及本公司章程之規定辦理。本規則經股東會通過後施行，修正時亦同。本規則訂定後，如遇相關法令變更，本規則應適時配合修正，並應依照法令經董事會及股東會決議通過。

本辦法制定並經2010年1月8日第一次股東會通過後實施。

第一次修訂，並經2010年4月13日股東會通過。

第二次修訂，並經2012年5月16日股東會通過。

4. 管理重點：

4.1. 股務代理和公司內部應負責工作是否明確劃分。

4.2. 股東會開會程序是否符合法令。

4.3. 是否於規定時間內，於指定網站上公告股東會重要決議事項。

4.4. 相關文件是否依法定期限保存(包含選舉選票及相關記錄)。

5. 依據資料：無

6. 使用表單：無

TPK Holding Co., Ltd.
The Rules of Shareholders' Meeting Procedures

1. Objectives:

These Rules are duly enacted to assure a sound governance system with a wholesome superintending function and strengthened management performance. Any matters insufficiently provided for herein shall be subject to laws and ordinances concerned.

2. Scope:

These Rules govern the progress of TPK's shareholders' meeting unless otherwise prescribed in laws and ordinances concerned or TPK's Articles of Incorporation.

3. Operating procedures:

3.1. TPK's shareholders' meeting shall be convened by the board of directors unless otherwise prescribed in laws and regulations, or TPK's Articles of Incorporation. Where shareholders who have continually held more than 3% of the total outstanding shares of TPK for more than one year duly propose to the board of directors to convene a special (extraordinary) meeting of shareholders and where the notices to a special (extraordinary) meeting of shareholders are not served to shareholders within fifteen days after such shareholders propose, the proposing shareholders may declare to the competent authorities of the government for approval and take the initiative to convene a special (extraordinary) meeting of shareholders.

3.2. The shareholders' meeting agenda shall be duly worked out for convening of a shareholders' meeting.

3.2.1. The Company shall, thirty days prior to a regular meeting of shareholders or fifteen days prior to an extraordinary meeting of shareholders, publish the notice of the shareholders' meeting, the proxy instrument, agendas and materials relating to matters for approval and matters for discussion (including but not limited to election or discharge of directors) via the Market Observation Post System in electronic form. If the voting power of a shareholder at a shareholders' meeting shall be exercised by way of a written ballot, the Company shall also send the written document used for the exercise of voting power together with the above mentioned materials. The Company shall prepare a meeting handbook of the relevant shareholders' meeting and supplemental materials, which shall be transmitted to the Market Observation Post System twenty-one days prior to a regular meeting of shareholders and fifteen days prior to an extraordinary meeting of shareholders.

- 3.2.2.** Notices and public announcements shall expressly bear the subjects of the meeting. Subject to consent by the counterparts, notices may be served by electronic means.
- 3.2.3.** Such issues including election or discharge of directors, change in TPK's Articles of Incorporation, dissolution, merger, division, association of the Company, change in or termination of leasehold of the Company's business operation in full, consigned business operation, execution of a contract to team up with another party in joint business operation, transfer of business operation or properties either in whole or in part, inward transfer of another's business operation or properties in full which has a significant impact upon the Company, permission to directors for actions within the Company's business scope for themselves or for other firms, allocation of dividend or bonus by means of issuing new shares, issuance of new shares by means of reserve to be converted into capital increase (re-capitalization) or issuance of equity-oriented securities by TPK through private placement shall be expressly enumerated in the agenda of the shareholders' meeting and shall not be posed by means of occasional (extemporaneous) motions.
- 3.2.4.** A shareholder who holds more than 1% of the outstanding shares may pose proposals to the Company in writing, but only for one issue in the proposal. Issue(s) numbering more than one in the proposal shall not be entered as proposals. An issue posed by a shareholder which cannot be resolved in a shareholders' meeting, an issue posed by a shareholder who holds less than 1% of the Company's outstanding shares at the moment when the Company suspends share transfer, or an issue posed at a time beyond the timeframe specified in the public announcement for acceptance shall not be accepted by the board of directors as an issue.
- 3.2.5.** TPK shall issue a public announcement for the period to accept proposals posed by shareholders before suspension of acceptance of share transfer for convening of a regular meeting of shareholders. The timeframe to accept proposals shall not be less than the minimum of ten days.
- 3.2.6.** An issue proposed by a shareholder shall be written within the maximum of three hundred Chinese characters. A proposal beyond the maximum limit of three hundred Chinese characters shall not be accepted into the agenda. A shareholder who poses a proposal shall attend the regular meeting of shareholders either in person or through a proxy and shall participate in discussion of the issue.
- 3.2.7.** TPK shall keep the proposing shareholders informed of the acceptance or rejection of the proposals prior to serving the notices of the regular meeting of shareholders and shall enter the accepted proposals into the notices of the

regular meeting of shareholders. About proposals posed by shareholders which are not accepted into the agenda, the board of directors shall explain the reason of rejection in the regular meeting of shareholders.

- 3.3.** For each shareholders' meeting, a shareholder may issue a power of attorney with a form provided by TPK expressly defining the scope of the authorized powers to authorize a proxy to attend the shareholders' meeting on his or her behalf.
 - 3.3.1.** A shareholder may issue only one power of attorney and may authorize only one proxy. The power of attorney shall be served to TPK five days prior to the date scheduled for the meeting. In case of double powers of attorney found, they shall be accepted on the "first in, first out" basis unless the preceding power of attorney is declared withdrawn.
 - 3.3.2.** In the event that a shareholder intends to participate in a shareholders' meeting in person or intends to exercise voting power in writing or by electronic means after serving the Power of Attorney to TPK, such shareholder shall withdraw his or her power of attorney in writing not later than two days preceding the date scheduled for the shareholders meeting. In case of withdrawal of the power of attorney beyond such deadline, the voting power cast by his or her proxy shall prevail.
- 3.4.** A shareholders' meeting shall be convened in a location where TPK is located or a location appropriate for the shareholders' meeting. A shareholders' meeting shall be duly convened not earlier than 9:00 a.m. nor later than 3:00 p.m.
 - 3.4.1.** TPK shall hand over to a present shareholder the agenda, annual report, participation certificate, slip for floor (speech), ballots and other documents for the meeting, as well as election vote(s) in case of a shareholder who is entitled to elect directors.
 - 3.4.2.** A shareholder shall participate in a shareholders' meeting based on his or her participation certificate, sign-in card or other certificate for participation. A solicitor seeking proxy shall present his or her identity certificate for proof. A present shareholder may submit his or her sign-in card instead of signing in the sign-in book.
 - 3.4.3.** A shareholder as the government entity or as a juristic (corporate) person may participate in the shareholders' meeting with more than one representative. A juristic (corporate) person shareholder who is authorized to participate in the shareholders' meeting as a proxy may assign only one representative to participate in the meeting.
- 3.5.** A shareholders' meeting shall be chaired by the Chairman of the Board if convened by the board of directors. During the absence or unavailability of the Chairman of the Board, s/he shall, in advance, appoint a vice chairman to act in his/her place. If there is no vice chairman or if the vice chairman is unavailable as well, the Chairman

of the Board shall appoint a managing director to act in his/her place. If there is no managing director, the Chairman of the Board shall appoint a director. In the event that the Chairman of the Board does not appoint a substitute, one managing director or a director shall be elected from among themselves to act.

3.5.1. A shareholders' meeting convened by the board of directors shall be attended by directors who represent a majority of the total number of directors.

3.5.2. In the event that the shareholders' meeting is convened by a person beyond the board of directors, the shareholders' meeting shall be chaired by that convener. In case of two or more conveners, one of them shall be elected to chair the meeting.

3.5.3. TPK may assign the retained Attorney(s)-at-Law, Certified Public Accountant(s) or relevant personnel to participate in the shareholders' meeting as an observer.

3.6. The entire process of a shareholders' meeting shall be videotaped or recorded in sound and shall be archived for a minimum of one year. In case of a litigious action taking place because of inappropriate process to convene the shareholders' meeting or an inappropriate decision resolved, the video or sound archives shall be continually stored until the litigious action is concluded.

3.7. Shareholders participating in a shareholders' meeting shall be duly calculated based on the shares they represent. The total number of shares participating in the meeting shall be calculated based on the sign-in cards plus the number of shares exercising the voting powers in writing or through electronic means. The chairperson of the board of directors meeting shall call the meeting to order at the time scheduled for the meeting. In the event that the meeting is attended by shareholders who represent less than a majority of the total outstanding shares at the time scheduled for the meeting, the chairperson may announce postponement of the meeting. The total number of postponements shall not exceed the maximum of twice and the total time accumulated for the postponement shall not exceed an hour. In the event that the shareholders' meeting is attended by the shareholders who represent less than one-third of the total outstanding shares after two postponements, the chairperson shall announce that the meeting is aborted.

3.8. Where a shareholders' meeting is convened by the board of directors, the agenda shall be fixed by the board of directors. The meeting shall be handled based on the scheduled agenda which shall not be changed unless resolved by the shareholders' meeting.

3.8.1. The provision set forth in the preceding paragraph is applicable *mutatis mutandis* to a shareholders' meeting which is convened by a person beyond the board of directors.

- 3.8.2.** The chairperson shall not announce adjournment of the meeting until the contents set forth in the agenda mentioned in two preceding paragraphs and the occasional (extemporaneous) motions are concluded in the meeting. In the event that the chairperson breaches the rules of the meeting by announcing adjournment of the meeting, other members of the board of directors shall promptly try to help maintain legal procedures. A new chairperson shall be elected from among the present shareholders to preside over the meeting.
- 3.8.3.** The chairperson shall grant adequate opportunities to shareholders to explain the issues they propose, the amendments (including occasional (extemporaneous) motions and to discuss such issues. Where the discussion of an issue during the meeting is believed to be up to the level that allows a final decision, the chairperson may announce discontinuance of the discussion and enter into the resolving process for a decision.
- 3.9.** A present shareholder who intends to present a speech shall issue a slip of presentation beforehand. The slip of presentation shall expressly remark the subjects of speech, account number of shareholder (or code of the participation certificate), so that the chairperson may decide the order of presentation.
- 3.9.1.** A shareholder who has submitted the slip of presentation but does not speak up is deemed as not having offered presentation. In case of a discrepancy found between the slip of presentation and content of actual speech, the content of actual speech shall prevail.
- 3.9.2.** On the same issue, each shareholder shall not make two presentations unless permitted by the chairperson. Each presentation shall not exceed the maximum of five minutes. Where a shareholder speaks against the rules or beyond the scope of the subject issue, the chairperson may stop such shareholder from continual presentation.
- 3.9.3.** Where a present shareholder gives his or her presentation, other shareholders shall not speak to interfere with the presentation unless agreed upon by the chairperson and the speaking shareholder. Otherwise the chairperson shall stop such violating shareholder.
- 3.9.4.** Where a juristic (corporate) person shareholder appoints two or more representatives to participate in a shareholders' meeting, only one representative may be appointed from among themselves to speak up for the same issue. After a present shareholder gives a presentation, the chairperson may reply in person or by appointing a relevant person to reply.
- 3.10.** The number of shares which are not entitled to exercise voting power under these Rules, TPK's Articles, or relevant laws and regulations shall not be counted into the

number of voting powers of present shareholders.

3.10.1. Except a trust business or an agent for stock affairs which has been approved by the competent authority of securities affairs, when a proxy is authorized by two or more shareholders simultaneously, the total voting powers in his/her proxy shall not exceed 3% of the total voting powers based on the issued shares. The excess in the voting power shall be discarded.

3.11. Each share hereof is entitled to one voting power except a share which has no voting power as under restriction or TPK's Articles of Incorporation.

3.11.1. Where a shareholders' meeting is convened by TPK, voting powers may be exercised in writing or by electronic means. If the shareholders' meeting will be held outside the ROC, the shareholders shall be entitled to vote in writing or by electronic means. When voting powers are exercised in writing or by electronic means, the methods to exercise such means shall be expressly remarked on the notices of the shareholders' meeting. A shareholder who exercises voting powers in writing or by electronic means shall be deemed to have appointed the chairman of the shareholders' meeting as his proxy to exercise his voting powers at such meeting in accordance with the instructions stipulated in the written or electronic document; provided, however, that such appointment shall not be deemed to constitute the appointment of a proxy for the purposes of the applicable public companies rules.. The chairman of shareholders' meeting, as proxy of a shareholder, shall not exercise the voting powers of such shareholder in any way not stipulated in the written or electronic document, nor exercise any voting power in respect of any resolution revised at the meeting or any ad hoc motion at the meeting. A shareholder who exercises voting powers in writing or by electronic means shall be deemed to waive notice of, and the right to vote in regard to any ad hoc resolution or amendment to the original agenda items to be resolve at the meeting. Should the chairman of the shareholders' meeting not observe the instructions of a shareholder in exercising such shareholder's voting powers, the shares held by such shareholder shall not be included in the calculation of votes in respect of such resolution but shall nevertheless be included in the calculation of quorum for the meeting.

3.11.2. Where a shareholder intends to exercise his or her voting power in writing or by electronic means as mentioned in the preceding paragraph, his or her expression of intent shall be served to TPK two days prior to the date scheduled for the meeting. In case of double expressions of intents, it shall be counted on the "first in, first out" basis unless the preceding expression is

declared withdrawn.

- 3.11.3.** In the event that a shareholder intends to participate in a shareholders' meeting in person after he or she has expressed an intent to exercised voting power in writing or by electronic means, he or she shall withdraw the expression of intent in the same manner same as the exercising of the voting power not later than two days preceding the date scheduled for the meeting. Such revocation shall constitute a revocation of the proxy deemed to be given to the chairman of the shareholders' meeting. If he or she withdraws beyond such deadline, the proxy deemed to be given to the chairman of the shareholders' meeting shall not be revoked and the chairman of the shareholders' meeting shall exercise the voting powers of such shareholder in accordance with the proxy. Where a shareholder exercises voting power in writing or by electronic means and participates in the shareholders' meeting through a proxy, the appointment of the proxy shall be deemed to be a revocation of such shareholder's appointment of the chairman of the shareholders' meeting as his proxy, and the voting power exercised by his or her proxy shall prevail.
- 3.11.4.** Unless otherwise provided for in laws or TPK's Articles of Incorporation, decisions in the shareholders' meeting shall be resolved by a majority vote of the present shareholders. During the voting process, the chairperson shall announce the number of voting powers represented by the present shares for each and every issue.
- 3.11.5.** Where the same issue develops around an amendment or a substitute, the chairperson shall fix the order of voting along with the initial issue. When one among them is formally resolved, other two shall be deemed as vetoed and call for no more voting process.
- 3.11.6.** Upon the resolving process, the ballot scrutineer and recorder shall be appointed by the chairperson. The scrutineer, nevertheless, must be chosen from shareholders. The chairperson shall announce the results of the resolving process on-the-spot and shall put the results into the minutes.
- 3.12.** Where directors are elected in a shareholders' meeting, the election process shall be duly handled in accordance with election rules enacted by TPK and the outcome of the election shall be announced on-the-spot. The election ballots shall be tightly sealed and signed by the scrutineer and shall be appropriately archived for a minimum of one year. In case of a litigious action taking place due to inappropriate process to convene the shareholders' meeting or in resolving the decisions, the election ballots shall be continually stored until the litigious action is concluded.
- 3.13.** Minutes shall be duly worked out for the decisions resolved in the shareholders'

meeting. The minutes shall be signed or affixed with a seal by the chairperson and shall be served to all shareholders within twenty days after the meeting. The minutes may be produced and distributed by electronic means.

3.13.1. The minutes mentioned in the preceding paragraph may be served via the Market Observation Post System (MOPS).

3.13.2. The minutes of a shareholders' meeting shall duly remark the date, location, the chairperson's name, method to resolve decisions, highlights and results of the process and shall be archived permanently while TPK exists.

3.14. For the number of shares solicited by solicitors and the number of shares represented by proxies, TPK shall work out statistical statements based on the specified formula and shall expressly display such statistical statements at the arena where the shareholders' meeting is convened.

In the event that an issue resolved in the shareholders' meeting is deemed as major information as defined by laws and ordinances concerned and by the Taiwan Stock Exchange Corporation (TSEC), TPK shall transmit such information to the Market Observation Post System (MOPS) within the specified time limit.

3.15. The personnel in charge of the shareholders' meeting affairs shall wear the required identity certificates or arm-bands.

3.15.1. The chairperson may command the guards or security personnel to help maintain the order of the shareholders' meeting arena. The guards or security personnel shall bear required identity certificates or arm-bands while they are on duty in the shareholders' meeting arena.

3.15.2. Where loudspeaker equipment is installed at the shareholders' meeting site, if a shareholder speaks not with TPK provided equipment, the chairperson shall stop such shareholder from speaking.

3.15.3. If a shareholder breaches the rules of the meeting and defies the rectification from the chairperson against the progress of the meeting, the chairperson may command the guards or security personnel to have him or her quit.

3.16. During a shareholders' meeting, the chairperson may fix a time for recess. In case of *force majeure* taking place, the chairperson may rule a decision to suspend the progress and announce the time to resume the meeting as the actual requirements may justify.

3.16.1. In the event that the site of the shareholders' meeting cannot be continually used before the issues set forth in the agenda (including occasional (extemporaneous) motions are concluded, a new site may be sought to continue the process as resolved by the shareholders' meeting.

3.16.2. The shareholders' meeting may resolve a decision to postpone the meeting or to resume the meeting within five days.

3.17. Any matters insufficiently provided for in these Regulations shall be subject to due handling in accordance with laws and ordinances concerned and TDK's Articles of Incorporation. These Regulations and amendment hereof shall be put into enforcement after being resolved in the shareholders' meeting. These Regulations and amendments shall be amended in a timely manner if any relative Acts or laws have been modified and shall follow such rule to be approved by the board of directors (or Audit Committee) and/or shareholders' meeting.

These Regulations were enacted and approved by the 1st shareholders' meeting held on January 8, 2010.

The first amendment was approved by the shareholders' meeting held on April 13, 2010.

The second amendment was approved by the shareholders' meeting held on May 16, 2012.

4. Highlights of management:

4.1. Whether the duties to be handled by the agent for stock affairs and by TPK itself internally have been expressly divided.

4.2. Whether the process of the shareholders' meeting has satisfied laws and ordinances concerned.

4.3. Whether the major decisions resolved in the special (extraordinary) meeting of shareholders have been put into public announcement through the specified website.

4.4. Whether the relevant documents have been duly archived within the legally specified time limit (including the election ballots and relevant records).

5. Document of authority: Nil

6. Forms used: Nil

取得或處分資產處理程序

1. 目的：

為保障投資、落實資訊公開、加強本公司資產取得或處分管理，特訂定本處理程序。

2. 範圍：

本公司直接及經由子公司間接持有逾百分之五十有表決權股份或表決權比例之公司（以下稱子公司）均適用，但個別公司內若有其他較嚴格之規定，依個別公司較嚴格辦法為準。本程序所稱資產之適用範圍如下：

2.1. 股票、公債、公司債、金融債券、表彰基金之有價證券、存託憑證、認購(售)權證、受益證券及資產基礎證券等投資。

2.2. 不動產（含營建業之存貨）及其他固定資產。

2.3. 會員證。

2.4. 專利權、著作權、商標權、特許權等無形資產。

2.5. 金融機構之債權（含應收款項、買匯貼現及放款、催收款項）。

2.6. 衍生性商品。

2.7. 依法律合併、分割、收購或股份受讓而取得或處分之資產。

2.8. 其他重要資產。

3. 作業程序

3.1. 名詞定義

3.1.1. 衍生性商品：指其價值由資產、利率、匯率、指數或其他利益等商品所衍生之遠期契約、選擇權契約、期貨契約、槓桿保證金契約、交換契約，及上述商品組合而成之複合式契約等。所稱之遠期契約，不含保險契約、履約契約、售後服務契約、長期租賃契約及長期進(銷)貨合約。

3.1.2. 依法律合併、分割、收購或股份受讓而取得或處分之資產：

指依相關法令進行合併、分割或收購而取得或處分之資產，或發行新股受讓他公司股份（以下簡稱股份受讓）者。

3.1.3. 關係人：指依財團法人中華民國會計研究發展基金會（以下簡稱會計研究發展基金會）所發布之財務會計準則公報第六號所規定者。

3.1.4. 子公司：指依會計研究發展基金會發布之財務會計準則公報第五號及第七號所規定者。

3.1.5. 專業估價者：指不動產估價師或其他依法律得從事不動產、其他固定資產估價業務者。

3.1.6. 事實發生日：指交易簽約日、付款日、委託成交日、過戶日、董事會決議日或其他足資確定交易對象及交易金額之日等日期孰前者。但屬需經主管機關核准之投資者，以上開日期或接獲主管機關核准之日孰前者為準。

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

3.1.8. 「最近期財務報表」：公司於取得或處分資產前經會計師查核簽證或核閱之財務報表。

3.1.9. 主管機關：係指中華民國行政院金融監督管理委員會。

3.2. 關係人之排除

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

3.3. 投資範圍及額度

本公司及子公司得投資各類資產之限額如下：

3.3.1. 非供營業使用之不動產之總額以不超過公司之股東權益為限。

3.3.2. 投資有價證券之總額不得超過公司股東權益之3倍為限。

3.3.3. 投資個別有價證券之限額，不得超過公司之股東權益之1.5倍為限。

3.3.4. 取得或處分會員證或無形資產交易金額以不超過公司股東權益之百分之五十為限。

3.3.5. 對大陸地區投資總額不得逾相關主管機關對大陸投資之限額規定（如有）。

3.4. 取得或處分有價證券作業程序

3.4.1. 本公司及子公司於集中交易市場或證券商營業處所取得或處分之有價證券，承辦單位應將擬取得或處分之緣由、標的物、價格參考依據等事項，依核決權限呈請核准。

3.4.2. 本公司及子公司非於集中交易市場、證券商營業處所取得或處分之有價證券或私募有價證券，承辦單位應將擬取得或處分之緣由、標的物、交易相對人、移轉價格、收付款條件、價格參考依據等事項，依核決權限呈請核准後，提請董事會通過。重大之資產交易，應經審計委員會全體成員二分之一以上同意，並提董事會決議。

3.4.3. 本公司及子公司取得或處分有價證券，應於事實發生日前取具標的公司最近期經會計師查核簽證或核閱之財務報表作為評估交易價格之參考，另交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師若須採用專家報告者，應依會計研究發展基金會所發布之審計準則公報第二十號規定辦理。但該有價證券具活絡市場之公開報價或相關主管機關另有規定者，不在此限。

3.4.4. 第3.4.3.條交易金額之計算，應依第3.11.2條規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本處理程序規定取得專業估價者出具之估價報告或會計師意見部分免再計入。

3.5. 取得或處分不動產或其他固定資產作業程序

3.5.1. 本公司及子公司取得或處分不動產及其他固定資產，悉依本公司內部控制制度固定資產循環作業規定之程序辦理。

3.5.2. 交易條件及授權額度之決定程序

(1) 本公司及子公司取得或處分不動產，應參考公告現值、評定價值、鄰近不動產實際交易價格等，決議交易條件及交易價格，依核決權限核准後為之，金額超過新台幣五千萬者，應於事後最近一次董事會中提會報備；金額超過新台幣一億元者，須提經董事會通過後始得為之。

(A)向關係人取得或處分不動產，或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新台幣三億元以上者，不論是否供營業用，均須事前提請審計委員會及董事會核准後為之。

(B)取得非供營業用不動產，金額超過新台幣二億元者，應於事後最近一次董事會中提會報備；金額超過新台幣三億元者，須提經董事會通過後始得為之。

(C)取得營業用不動產，金額達交易公司實收資本額百分之二十或新台幣五億元者，須提經董事會通過後始得為之。

(2) 取得或處分其他固定資產，應以詢價、比價、議價或招標方式擇一為之，其核准權限悉依本公司及子公司『核決權限表』規定辦理。

(3) 本公司及子公司取得或處分資產依所訂處理程序或其他法律規定應經董事會通過者屬重大資產交易，應經審計委員會全體成員二分之一以上同意，並提董事會決議，前項如未經審計委員會全體成員二分之一以上

同意者，得由全體董事三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議。

3.5.3. 執行單位

本公司及子公司取得或處分不動產或其他固定資產時，應依前項核決權限呈核決後，由資產管理單位負責執行。

3.5.4. 本公司及子公司取得或處分不動產或其他固定資產交易金額達應主管機關

公告申報標準者，除向政府機構交易、自地委建、租地委建，或取得、處分供營業使用之機器設備者外，交易金額達公司實收資本額百分之二十或新台幣三億元以上者，應於事實發生日前取得專業估價者出具之估價報告，並应符合下列規定：

- (1) 因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時，該項交易應先提經董事會決議通過，未來交易條件變更者，亦應比照上開程序辦理。
- (2) 交易金額達新臺幣十億元以上者，應請二家以上之專業估價者估價。
- (3) 專業估價者之估價結果有下列情形之一者，除取得資產之估價結果均高於交易金額，或處分資產之估價結果均低於交易金額外，應洽請會計師依會計研究發展基金會所發布之審計準則公報第二十號規定辦理，並對差異原因及交易價格之允當性表示具體意見：
 - (A) 估價結果與交易金額差距達交易金額之百分之二十以上者。
 - (B) 二家以上專業估價者之估價結果差距達交易金額百分之十以上者。
- (4) 專業估價者出具報告日期與契約成立日期不得逾三個月。但如其適用同一期公告現值且未逾六個月者，得由原專業估價者出具意見書。

3.6. 向關係人取得不動產作業程序：

3.6.1. 本公司及子公司向關係人取得或處分資產，除應依前條及本條規定辦理相關決議程序及評估交易條件合理性等事項外，交易金額達公司總資產百分之十以上者，亦應依前條規定取得專業估價者出具之估價報告或會計師意見。前項交易金額之計算，應依第3.11.2條規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本處理程序規定取得專業估價者出具之估價報告或會計師意見部分免再計入。

3.6.2. 本公司及子公司向關係人取得或處分不動產或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十

或新台幣三億元以上者，應將下列資料，提交審計委員會及董事會通過後，始得簽訂交易契約及支付款項：

- (1)取得或處分資產之目的、必要性及預計效益。
- (2)選定關係人為交易對象之原因。
- (3)向關係人取得不動產，依第 3.6.3.條及第 3.6.6 條規定評估預定交易條件合理性之相關資料。
- (4)關係人原取得日期及價格、交易對象及其與公司及關係人之關係等事項。
- (5)預計訂約月份開始之未來一年各月份現金收支預測表，並評估交易之必要性及資金運用之合理性。
- (6)依第 3.6.1 條規定取得之專業估價者出具之估價報告，或會計師意見。
- (7)本次交易之限制條件及其他重要約定事項。

前項交易金額之計算，應依第 3.11.2 條規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本處理程序規定提交審計委員會及董事會通過承認部分免再計入。

本公司及子公司與其母公司或子公司間，取得或處分供營業使用之機器設備，董事會得授權董事長在一定額度內先行決行，事後再提報最近期之董事會追認。

依第3.6.2條規定提報董事會討論前，應先經審計委員會全體成員二分之一以上同意，並提董事會決議。如未經審計委員會全體成員二分之一以上同意者，得由全體董事三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議。於提報董事會討論時，應充分考量各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會中提出並載明於董事會議事錄。本項所稱審計委員會全體成員及全體董事，以實際在任者計算之。

3.6.3. 本公司及子公司向關係人取得不動產，應按下列方法評估交易成本之合理性（合併購買同一標的之土地及房屋者，得就土地及房屋分別按下列任一方法評估交易成本）：

- (1) 按關係人交易價格加計必要資金利息及買方依法應負擔之成本。所稱必要資金利息成本，以公司購入資產年度所借款項之加權平均利率為準設算之，惟其不得高於財政部公布之非金融業最高借款利率。
- (2) 關係人如曾以該標的物向金融機構設定抵押借款者，金融機構對該標

的物之貸放評估總值，惟金融機構對該標的物之實際貸放累計值應達貸放評估總值之七成以上及貸放期間已逾一年以上。但金融機構與交易之一方互為關係人者，不適用之。

3.6.4. 本公司及子公司向關係人取得不動產，除依前項規定評估不動產成本外，並應洽請會計師複核及表示具體意見。

3.6.5. 本公司及子公司向關係人取得不動產，有下列情形之一者，免適用第3.6.3.條及第3.6.4.條規定，但仍應依第3.6.2.條規定辦理：

- (1) 關係人係因繼承或贈與而取得不動產。
- (2) 關係人訂約取得不動產時間距本交易訂約日已逾五年。
- (3) 與關係人簽訂合建契約而取得不動產。

3.6.6. 本公司及子公司向關係人取得不動產，如經第3.6.3.條評估其結果均較交易價格為低者，應依第3.6.7.條規定辦理。但如因下列情形，並提出客觀證據及取具不動產專業估價者及會計師之具體合理性意見者，不在此限：

- (1) 關係人係取得素地或租地再行興建者，得舉證符合下列條件之一者：
 - (A) 素地依第3.6.3條至第3.6.5條規定之方法評估，房屋則按關係人之營建成本加計合理營建利潤，其合計數逾實際交易價格者。所稱合理營建利潤，應以最近三年度關係人營建部門之平均營業毛利率或財政部公布之最近期建設業毛利率孰低者為準。
 - (B) 同一標的房地之其他樓層或鄰近地區一年內之其他非關係人成交案例，其面積相近，且交易條件經按不動產買賣慣例應有之合理之樓層或地區價差評估後條件相當者。
 - (C) 同一標的房地之其他樓層一年內之其他非關係人租賃案例，經按不動產租賃慣例應有之合理之樓層價差推估其交易條件相當者。
- (2) 舉證向關係人購入之不動產，其交易條件與鄰近地區一年內之其他非關係人成交案例相當且面積相近者。
- (3) (1)、(2)所稱鄰近地區成交案例，以同一或相鄰街廓且距離交易標的物方圓未逾五百公尺或其公告現值相近者為原則；所稱面積相近，則以其他非關係人成交案例之面積不低於交易標的物面積百分之五十為原則；所稱一年內係以本次取得不動產事實發生之日為基準，往前追溯推算一年。

3.6.7. 本公司及子公司向關係人取得不動產，如經第3.6.3.條至第3.6.6.條評估其結果均較交易價格為低者，應辦理下列事項：

- (1) 應就不動產交易價格與評估成本間之差額，依相關法令規定提列特別盈餘公積，不得予以分派或轉增資配股。且對公司之投資採權益法評價之投資者如為公開發行公司，亦應就該提列數額按持股比例依相關法令規定提列特別盈餘公積。依前述規定提列之特別盈餘公積，應俟高價購入之資產已認列跌價損失或處分或為適當補償或恢復原狀，或有其他證據確定無不合理者，並經相關主管機關同意後，始得動用該特別盈餘公積。
- (2) 如有第3.6.7.條之情事時，獨立董事應監督公司業務之執行，並得隨時調查公司業務及財務狀況，查核簿冊文件，並得請求董事會或經理人提出報告。獨立董事辦理前項事務，得代表公司委託律師、會計師審核之。
- (3) 應將(1)、(2)處理情形提報股東會，並將交易詳細內容揭露於年報及公開說明書。
- (4) 若有證據顯示交易有不合營業常規之情事者，亦應依第3.6.7.條(1)至(3)款規定辦理。

3.7. 取得或處分會員或無形資產

3.7.1. 本公司及子公司取得或處分會員證或無形資產交易悉依核決權限辦理，交易金額達公司實收資本額百分之二十或新台幣三億元以上者，應於事實發生日前洽請會計師就交易價格之合理性表示意見，並提董事會通過後始得為之。

3.7.2. 第3.7.1條交易金額之計算，應依第3.11.2條規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本處理程序規定取得專業估價者出具之估價報告或會計師意見部分免再計入。

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

3.9. 取得或處分衍生性商品交易之處理程序依本公司「從事衍生性商品交易處理程序」規定。

3.10. 企業合併、分割、收購及股份受讓作業程序

3.10.1. 本公司及子公司辦理合併、分割、收購或股份受讓，應於召開董事會決議前，委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或

其他財產之合理性表示意見，提報董事會討論通過。

3.10.2. 本公司及子公司應將合併、分割或收購重要約定內容及相關事項，於股東會開會前製作致股東之公開文件，併同前項之專家意見及股東會之開會通知一併交付股東，以作為是否同意該合併、分割或收購案之參考。但依其他法律規定得免召開股東會決議合併、分割或收購事項者，不在此限。若股東會因出席人數、表決權不足或其他法律限制，致無法召開、決議，或議案遭股東會否決，應立即對外公開說明發生原因、後續處理作業及預計召開股東會之日期。

3.10.3. 除其他法律另有規定或有特殊因素事先報經相關主管機關同意者外，本公司及子公司與參與合併、分割或收購之公司應於同一天召開董事會及股東會，決議合併、分割或收購相關事項。

本公司應將下列資料作成完整書面紀錄，並保存五年，備供查核。

(1) 人員基本資料：包括消息公開前所有參與合併、分割、收購或股份受讓計畫或計畫執行之人，其職稱、姓名、身分證字號(如為外國人則為護照號碼)。

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

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

依相關法令規定，本公司應於董事會決議通過之日起算二日內，將第3.10.3.條(1)及(2)兩項資料，依規定格式以網際網路資訊系統申報相關主管機關備查。

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

3.10.5. 換股比例或收購價格除下列情形外，不得任意變更，且應於合併、分割、收購或股份受讓契約中訂定得變更之情況：

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

(2) 處分公司重大資產等影響公司財務業務之行為。

- (3) 發生重大災害、技術重大變革等影響公司股東權益或證券價格情事。
- (4) 參與合併、分割、收購或股份受讓之公司任一方依法買回庫藏股之調整。
- (5) 參與合併、分割、收購或股份受讓之主體或家數發生增減變動。
- (6) 已於契約中訂定得變更之其他條件，並已對外公開揭露者。

3.10.6. 參與合併、分割、收購或股份受讓，契約應載明其相關權利義務，並應載明下列事項：

- (1) 違約之處理。
- (2) 因合併而消滅或被分割之公司前已發行具有股權性質有價證券或已買回之庫藏股之處理原則。
- (3) 參與公司於計算換股比例基準日後，得依法買回庫藏股之數量及其處理原則。
- (4) 參與主體或家數發生增減變動之處理方式。
- (5) 預計計畫執行進度、預計完成日程。
- (6) 計畫逾期未完成時，依法令應召開股東會之預定召開日期等相關處理程序。

3.10.7. 本公司及子公司參與合併、分割、收購或股份受讓且資訊對外公開後，如擬再與其他公司進行合併、分割、收購或股份受讓，除參與家數減少，且股東會已決議並授權董事會得變更權限者，得免召開股東會重行決議外，原合併、分割、收購或股份受讓案中，已進行完成之程序或法律行為，應重行為之。

3.10.8. 參與合併、分割、收購或股份受讓之公司有非屬公開發行公司者，本公司及子公司應與其簽訂協議，並依第3.10.3.條、第3.10.4.條及第3.10.7.條規定辦理。

3.11.資訊公開揭露程序

3.11.1. 本公司及子公司取得或處分資產，依相關法令規定，如有下列情形者，應按性質依規定格式，於事實發生之即日起算二日內將相關資訊於相關主管機關指定之資訊申報網站辦理公告申報：

- (1) 向關係人取得或處分不動產，或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新台幣三億元以上。但買賣公債或附買回、賣回條件之債券，不在此限。
- (2) 進行合併、分割、收購或股份受讓。
- (3) 從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上

限金額。

(4)除(1)~(3)以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新臺幣三億元以上者。但下列情形不在此限：

(A)買賣公債。

(B)買賣附買回、賣回條件之債券。

(C)取得或處分之資產種類屬供營業使用之機器設備且其交易對象非為關係人，交易金額未達新臺幣五億元以上。

(D)以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，交易金額未達新臺幣五億元以上。(以公司預計投入之金額為計算基準)

3.11.2. 前項交易金額依下列方式計算之：

(1) 每筆交易金額。

(2) 一年內累積與同一相對人取得或處分同一性質標的交易之金額。

(3) 一年內累積取得或處分(取得、處分分別累積)同一開發計畫不動產之金額。

(4) 一年內累積取得或處分(取得、處分分別累積)同一有價證券之金額。

3.11.3. 第3.11.2條所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本處理程序規定公告部分免再計入。

3.11.4. 應依相關法令規定，按月將本公司及子公司截至上月底止從取得或處分資產之情形依規定格式，於每月十日前輸入相關主管機關指定之資訊申報網站。

3.11.5. 本公司及子公司依規定應公告項目如於公告時有錯誤或缺漏而應予補正時，應將全部項目重行公告申報。

3.11.6. 本公司及子公司取得或處分資產應將相關契約、議事錄、備查簿、估價報告、會計師、律師或證券承銷商之意見書妥為留存備查，除其他法律另有規定者外，至少保存五年。

3.11.7. 本公司及子公司依規定公告申報之交易若有下列情形之一者，應依相關法令規定，於事實發生之日起算二日內將相關資訊於相關主管機關指定網站辦理公告申報：

(A)原交易簽訂之相關契約有變更、終止或解除情事。

(B)合併、分割、收購或股份受讓未依契約預定日程完成。

(C)原公告申報內容有變更。

3.12.子公司管理

3.12.1. 本公司直接及經由子公司間接持有逾百分之五十有表決權股份或表決權比例且非公開發行公司之子公司，如其取得或處分資產達應公告申報標準者，本公司亦應為公告、申報及抄送。

3.12.2. 子公司之公告申報標準中，所稱「達公司實收資本額百分之二十或總資產百分之十」係以本公司之實收資本額或總資產為準。

3.13. 相關人員違反本處理程序及其相關法令規定者，公司得依情節輕重為警告、記過、降職、停職、減薪或其他處分，並作為內部檢討事項。

3.14. 本程序未盡事宜部份，依有關法令及本公司相關規章辦理。

3.15. 本處理程序經董事會通過後，送審計委員會並提報股東會同意，修正時亦同。本處理程序訂定後，如遇相關法令變更，本處理程序應適時配合修正，並應依照法令經董事會（審計委員會）及股東會決議通過。如有董事表示異議且有紀錄或書面聲明者，公司並應將董事異議資料送審計委員會。另本公司將本處理程序提報董事會討論時，應充分考量各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄載明。

實施與修訂：

3.15.1. 本處理程序經審計委員會及董事會同意，並提報股東會通過後實施，修訂時亦同。本處理程序訂定後，如遇相關法令變更，應適時配合修正。

3.15.2. 本公司已設置獨立董事者，依前項規定將本管理辦法提報董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會議記錄。

3.15.3. 本公司已設置審計委員會者，訂定或修正取得或處分資產處理程序，應經審計委員會全體成員(以實際在任者計算之)二分之一以上同意，並提董事會決議。前項如未經審計委員會全體成員(以實際在任者計算之)二分之一以上同意者，得由全體董事(以實際在任者計算之)三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議。

3.15.4. 本辦法制定並經2010年1月8日第二次股東會通過後實施。
第一次修訂，並經2010年4月13日股東會通過。

第二次修訂，並經2011年6月9日股東會通過。

第三次修訂，並經2012年5月16日股東會通過。

4. 參考辦法：

4.1. 公開發行公司取得或處分資產處理準則

5. 使用表單：無

5.1. 簽呈

Procedures of the Acquisition or Disposal of Assets

1.Objectives:

These Procedures are enacted in order to protect the investment, fulfill the obligation of public disclosure, and enhance the management of the Company's acquisition or disposal of assets management.

2.Scope:

These Procedures are applicable to the companies which the Company directly or indirectly holds more than 50% of voting shares or rights provided that for those having more stringent procedures, their procedures shall prevail. The assets referred to in these Procedures are applicable to the following:

- 2.1.** Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities;
- 2.2.** Real property (including inventories of construction enterprises) and other fixed assets;
- 2.3.** Membership cards;
- 2.4.** Patents, copyrights, trademarks, franchise rights, and other intangible assets;
- 2.5.** Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables);
- 2.6.** Derivatives;
- 2.7.** Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with acts of law;
- 2.8.** Other major assets.

3.Operating procedures

3.1. Definitions of terms

- 3.1.1.** Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, and swap contracts, and compound contracts combining the above products, whose value is derived from assets, interest rates, foreign exchange rates, indexes or other interests. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) agreements.
- 3.1.2.** Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with acts of law:

Assets acquired or disposed through mergers, demergers, or acquisitions conducted under the relevant laws or transfer of shares from another company through issuance of new shares of its own as the consideration therefore.

- 3.1.3. Related party: As defined in Statement of Financial Accounting Standards No. 6 published by the ROC Accounting Research and Development Foundation (hereinafter ARDF);
- 3.1.4. Subsidiary: As defined in Statements of Financial Accounting Standards Nos. 5 and 7 published by the ARDF.
- 3.1.5. Professional appraiser: A real property appraiser or other person duly authorized by an act of law to engage in the value appraisal of real property or other fixed assets.
- 3.1.6. "Date of occurrence": The date of conclusion of contract, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the Competent Authority is required, the earlier of the above date or the date of receipt of approval by the Competent Authority shall apply.
- 3.1.7. Mainland area investment: Investments in China conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area of the Ministry of Economic Affairs Investment Commission.
- 3.1.8. Most recent financial statements: the financial statements audited or reviewed by a certified public accountant obtained by the Company.
- 3.1.9. Competent Authority: Financial Supervisory Commission, Executive Yuan, the Republic of China.

3.2. Exclusion clauses about related party

Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company and the Subsidiary with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall not be a related party of any party to the transaction

3.3. Scope and limit of investments

The limits of the various assets which the Company or the Subsidiary may invest in are specified as following:

- 3.3.1. Total amounts of real property for non-operating use shall be no more than the shareholders' equity of the Company.
- 3.3.2. Total amounts of investment in securities shall be no more than three times shareholders' equity of the Company.

- 3.3.3. The limit of investment in any individual securities shall be no more than 1.5 times shareholders' equity of the Company.
- 3.3.4. The transaction amount for the Company's acquisition or disposal of membership cards or intangible assets shall be no more than 50% of the shareholders' equity of the Company.
- 3.3.5. Total amounts of Mainland area investment shall be no more than the limit of Mainland area investment defined by the Competent Authority (if any).
- 3.4. Operating procedures for acquisition or disposal of securities**
 - 3.4.1. For the securities acquired or traded in the stock exchange market or OTC market by the Company or the Subsidiary, the operator shall submit the cause, object and reference price of the acquisition or disposal to the delegation of authorization for approval.
 - 3.4.2. For the securities, or the securities in private placement, acquired by the Company or the Subsidiary, other than those acquired or traded in the stock exchange market or OTC market, the operator shall submit the cause, object, trading counterpart, price of transfer, collection and payment terms and conditions, and reference price of the acquisition or disposal to the delegation of authorization for approval, and then submit them to the Board of Directors for resolution. Important transactions of assets shall be approved by a majority of members of the Audit Committee and submitted to the Board of Directors for approval.
 - 3.4.3. To acquire or dispose of securities, the Company or the Subsidiary shall, prior to the date of occurrence of the event, first obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the company's paid-in capital or NT\$300 million or more, the Company shall, prior to the date of occurrence of the event, also engage a certified public accountant to provide an opinion regarding the reasonableness of the transaction price. If a certified public accountant needs to use the report of an expert as evidence, the certified public accountant shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Competent Authority.
 - 3.4.4. The transaction amount referred to in Article 3.4.3. shall be calculated in accordance with the Article 3.11.2, and the term "within one year" as used herein refers to the year preceding the date of occurrence of the current

transaction. Items for which an appraisal report from a professional appraiser or a certified public accountant's opinion has been obtained need not be counted in the transaction amount.

3.5. Operating procedure for acquisition or disposal of real property or other fixed assets

3.5.1. The Company's acquisition or disposal of real property or other fixed assets shall follow the SOP defined in the Company's internal control system – fixed assets operating cycle.

3.5.2. Procedure for determining the trading terms and conditions, and degree of authority delegated

(1) The acquisition or disposal of real property by the Company or the Subsidiary shall take the publicly announced current value, appraised value, and actual transaction price of the real property in the neighborhood into consideration, and be executed upon resolution of the trading terms and conditions and transaction price and approval of the delegation of authorization.

(A) The acquisition or disposal of a real property from a related party, or the acquisition or disposal of any assets other than a real property from a related party and the transaction amount is 20 percent of the Company's paid-in capital, 10 percent of the Company's total assets, or NT\$300 million or more, no matter whether it is for operating purposes, shall be subject to prior approval of the Audit Committee and Board of Directors.

(B) The acquisition of a real property for non-operating purposes which transaction amount will exceed NT\$20,000,000 shall be submitted to the Board of Director for reviewing afterwards; however, a transaction exceeding NT\$30,000,000 shall be subject to prior approval of the Board of Directors.

(C) The acquisition of a real property for operating purposes which transaction amount will reach to 20% of the paid-in capital of the Company or NT\$50,000,000 shall be subject to prior approval of the Board of Directors.

(2) The acquisition or disposal of other fixed assets by the Company or the Subsidiary may be in any of the manners, such as price inquiry, price comparison, price negotiation or tendering, and shall be approved in accordance with the requirements provided in the Company's "Delegation of Authorization."

(3) The acquisition or disposal of assets by the Company or the Subsidiary

which is required to be resolved by the Board of Directors in accordance with the procedures as defined by the Company or any other laws shall be considered an important transaction of assets, which shall be approved by a majority of all audit committee members and submitted to the Board of Directors for resolution. If approval of a majority of all audit committee members as required in the preceding paragraph is not obtained, the transaction may be executed upon approval of more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the Board of Directors meeting.

3.5.3. Operator

After acquisition or disposal of real property or other fixed assets by the Company or the Subsidiary is approved subject to the delegation of authorization as referred to in the preceding paragraph, the asset management unit shall be responsible for executing the transaction.

3.5.4. In the acquisition or disposal of real property or other fixed assets by the Company or the Subsidiary in which the transaction amount meets the criteria for public announcement defined by the competent authority, including that in which the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of business machinery and equipment, shall, prior to the date of occurrence of the event, obtain an appraisal report in advance from a professional appraiser and shall further comply with the following provisions:

- (1) Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors, and the same procedure shall be followed for any future changes to the terms and conditions of the transaction.
- (2) Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
- (3) Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF and render a specific

opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:

(A) The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.

(B) The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.

(4) Where an appraisal is conducted by a professional appraiser before a contract execution date, no more than three months may pass between the date of the appraisal report and the contract execution date. Notwithstanding, where the publicly announced current value for the same period is applied and not more than six months have elapsed, a written opinion may still be issued by the original professional appraiser.

3.6. Operating procedure for acquisition of real property from a related party:

3.6.1. The acquisition or disposal of assets by the Company or the Subsidiary from a related party shall ensure that the necessary resolutions are adopted and the reasonableness of the transaction terms and conditions is appraised in accordance with the provisions of the preceding clause and this clause. Furthermore, where the transaction amount is 10 percent of the Company's total assets or more, the Company shall obtain an appraisal report from a professional appraiser or a certified public accountant's opinion in accordance with the preceding article.

The transaction amount referred to in the preceding paragraph shall be calculated in accordance with Article 3.11.2, and the term "within one year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a certified public accountant's opinion has been obtained need not be counted in the transaction amount.

3.6.2. To acquire or dispose real property from a related party, or to acquire or dispose assets other than real property from a related party and the transaction amount is 20 percent of the Company's paid-in capital, 10 percent of the Company's total assets or NT\$300 million or more, the Company or the Subsidiary may not execute the transaction agreement(s) or settle payment until the following matters have been approved by the Audit Committee and Board of Directors:

- (1) The purpose, necessity and anticipated benefit of the acquisition or disposal of assets;
- (2) The reason for choosing the related party as a trading counterpart;

- (3) While acquiring a real property from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with the clauses 3.6.3 and 3.6.6.
- (4) The date and price at which the related party originally acquired the real property, the original trading counterpart, and that trading counterpart's relationship with the Company and the related party;
- (5) Monthly cash flow forecasts for the year commencing from the anticipated month of conclusion of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.
- (6) An appraisal report from a professional appraiser or a certified public accountant's opinion obtained pursuant to Article 3.6.1.
- (7) Restrictive conditions and other important covenants associated with the transaction.

The transaction amount referred to in the preceding paragraph shall be calculated in accordance with Article 3.11.2, and the term "within one year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which has been approved by the Audit Committee and Board of Directors need not be counted in the transaction amount.

With respect to the acquisition or disposal of business-use machinery and equipment between the Company and its parent or subsidiaries, or between the Company's subsidiaries and its parent companies or subsidiaries, the Company's Board of Directors may authorize the Chairman to decide such matters within a certain amount and have the decisions submitted to and ratified by the next Board of Directors meeting afterwards.

The transactions shall be approved by a majority of all audit committee members, and then submitted to the Board of Directors for discussion and resolution in accordance with the clause 3.6.2. If approval of a majority of all audit committee members as required in the preceding paragraph is not obtained, the transaction may be executed upon approval of more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the minutes of the Board of Directors meeting. When an acquisition of real property from a related party is submitted for discussion by the Board of Directors, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting. The terms "all audit committee members" and "all directors" referred to in this paragraph

shall be calculated as the actual number of persons currently holding those positions.

3.6.3. To acquire real property from a related party, the Company or the Subsidiary shall evaluate the reasonableness of the transaction costs in the following manners (where land and houses thereupon are combined as a single property purchased in one transaction, the transaction costs for the land and the houses may be separately appraised in either of the following manners):

- (1) Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
- (2) Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been one year or more. However, this shall not apply where the financial institution is a related party of one of the trading counterparts.

3.6.4. To acquire real property from a related party, the Company or the Subsidiary shall appraise the cost of the real property in accordance with the preceding paragraph, and shall also engage a CPA to audit the appraisal and render a specific opinion.

3.6.5. Where the acquisition of real property by the Company and the Subsidiary from a related party meets one of the following circumstances, the acquisition shall be conducted in accordance with the clause 3.6.2 and the clauses 3.6.3 and 3.6.4 do not apply:

- (1) The related party acquired the real property through inheritance or as a gift.
- (2) More than five years have elapsed from the time the related party signed the contract to obtain the real property to the contract conclusion date for the current transaction.
- (3) The real property is acquired through conclusion of a joint development contract with the related party.

3.6.6. When the results of the Company's or the Subsidiary's appraisal conducted in accordance with the clause 3.6.3 are uniformly lower than the transaction

price, the clause 3.6.7 shall apply. Notwithstanding, this shall not apply where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA:

- (1) Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:
 - (A) Where undeveloped land is appraised in the manners referred to in the clauses 3.6.3 – 3.6.5, and houses according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent three years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.
 - (B) Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market practices.
 - (C) Completed leasing transactions by unrelated parties for other floors of the same property from within the preceding year, where the transaction terms are similar after calculation of reasonable price discrepancies among floors in accordance with standard property leasing market practices.
- (2) Where the Company or the Subsidiary provides evidence that the terms of the transaction are similar to the terms of transactions completed for the acquisition of neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.
- (3) Completed transactions for neighboring or closely valued parcels of land referred to in the preceding sub-paragraphs (1) and (2) refer to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions for similarly sized parcels refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within one

year refers to one year from the actual date of acquisition of the real property.

3.6.7. When the results of the Company's or the Subsidiary's appraisal conducted in accordance with the clauses 3.6.3-3.6.6 are uniformly lower than the transaction price, the following requirements shall be met:

- (1) A special reserve shall be set aside in accordance with the relevant laws and regulations against the difference between the real property transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where a public company uses the equity method to account for its investment in another company, then the special reserve called for under the relevant laws and regulations shall be set aside *pro rata* in a proportion consistent with the share of the public company's equity stake in the other company. After setting aside a special reserve under said requirements, the Company or the Subsidiary may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased at a premium, or they have been disposed of, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the Competent Authority has given its consent.
- (2) In any of the circumstances referred to in the clause 3.6.7, the independent directors shall supervise the execution of the Company's business and may audit the Company's business, finance and account books at any time and also ask the Board of Directors or managers to submit the relevant report. The independent directors may appoint an attorney-at-law or CPA to conduct the audit referred to in the preceding paragraph on behalf of the Company.
- (3) Actions taken pursuant to the preceding subparagraphs (1) and (2) shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.
- (4) The subparagraphs (1)-(3) of the clause 3.6.7 shall apply if there is other evidence indicating that the acquisition was not an arms-length transaction.

3.7. Acquires or disposes of membership cards or intangible assets

3.7.1 Where the Company acquires or disposes of membership cards or intangible assets, it shall be made in accordance with the delegation of authorization. If the transaction amount reaches 20 percent or more of paid-in capital or NT\$300

million or more, the Company shall, prior to the date of occurrence of the event, engage a certified public accountant to render an opinion on the reasonableness of the transaction price and submit it to the Board of Directors for prior approval.

3.7.2 The transaction amount referred to in Article 3.7.1 shall be calculated in accordance with Article 3.11.2, and the term "within one year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a certified public accountant's opinion has been obtained need not be counted in the transaction amount.

3.8. Where the Company or the Subsidiary acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion

3.9. The Company's acquisition or disposal of derivatives shall follow these Procedures.

3.10. Operating procedure for Mergers, Demergers, Acquisitions, and Transfer of Shares

3.10.1. To conduct a merger, demerger, acquisition, or transfer of shares, prior to convening the Board of Directors meeting to resolve on the matter, the Company or the Subsidiary shall engage a CPA, attorney-at-law, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the Board of Directors for discussion and resolution.

3.10.2. The Company or the Subsidiary shall prepare a public report to shareholders detailing important contractual contents and matters relevant to the merger, demerger, or acquisition prior to the shareholders meeting and include it along with the expert opinion referred to in the preceding paragraph when sending shareholders the notification of shareholders meeting for reference in deciding whether to approve the merger, demerger, or acquisition. Notwithstanding, this shall not apply where any other laws exempt the Company or the Subsidiary from convening a shareholders meeting to approve the merger, demerger, or acquisition. Where it is impossible to convene the shareholders meeting or to pass a resolution due to lack of a quorum, insufficient votes, or other legal restrictions, or the motion is rejected by the shareholders meeting, the Company or the Subsidiary shall immediately publicly explain the reasons, the follow-up measures, and the date scheduled for next shareholders meeting.

3.10.3. The Company or the Subsidiary shall convene a Board of Directors meeting and shareholders meeting on the day of the transaction to resolve matters

relevant to the merger, demerger, or acquisition, unless otherwise provided in any other laws or the Competent Authority is notified in advance of extraordinary circumstances and grants consent.

The Company shall prepare a full written record of the following information and retain it for five years for reference:

- (1) Basic identification data for personnel: Including the occupational titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of any merger, demerger, acquisition, or transfer of another company's shares prior to disclosure of the information;
- (2) Dates of material events: Including the conclusion of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a board of directors meeting;
- (3) Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of board of directors meetings;

According to the relevant laws and regulations, the Company shall, within two days from the date of passage of a resolution by the Board of Directors, report (in the prescribed format and via the Internet-based information system) the information set out in subparagraphs (1) and (2) of the clause 3.9.3 to the Competent Authority for records.

3.10.4. Every person participating in or knowing the plan for the merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the contents of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity securities of any company related to the plan for merger, demerger, acquisition, or transfer of shares.

3.10.5. The Company may not arbitrarily alter the share swap ratio or acquisition price unless under any of the following circumstances, and shall define the circumstances permitting alteration in the contract for the merger, demerger, acquisition, or transfer of shares:

- (1) Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity-based securities;

- (2) An action, such as a disposal of major assets, that affects the Company's financial operations;
- (3) An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.
- (4) An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock;
- (5) An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares;
- (6) Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.

3.10.6. The contract for participation by the Company in a merger, demerger, acquisition, or transfer of shares shall record the rights and obligations of the Company, and shall also record the following:

- (1) Actions against breach of contract;
- (2) Principles for the handling of equity-based securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
- (3) The amount of treasury stock the Company is permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
- (4) The manner of handling changes in the number of participating entities or companies;
- (5) Preliminary progress schedule for plan execution, and anticipated completion date.
- (6) Scheduled date for convening the legally mandated shareholders meeting if the plan exceeds the deadline without completion, and relevant procedures.

3.10.7. After public disclosure of the information, if the Company or the Subsidiary intends to further carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed in regards to the merger, demerger, acquisition, or transfer of shares; except that where the number of participating companies is decreased and the shareholders meeting has adopted a resolution authorizing the Board of Directors to alter the limits of authority, it may be exempted from calling another shareholders meeting to resolve on the matter anew.

3.10.8. Where any of the companies participating in a merger, demerger, acquisition,

or transfer of shares is not a public company, the Company or the Subsidiary shall sign an agreement with it and the clauses 3.10.3, 3.10.4 and 3.10.7 shall apply.

3.11. Operating procedure for public disclosure of information

3.11.1. Under any of the following circumstances, the Company or the Subsidiary shall publicly announce and report the relevant information on the Competent Authority's designated website in the appropriate format as prescribed by regulations within two days from day of occurrence of the event:

- (1) Acquisition or disposal of real property from a related party, or acquisition or disposal of any assets other than a real property from a related party and the transaction amount is 20 percent of the Company's paid-in capital, 10 percent of the Company's total assets, or NT\$300 million or more; provided that this shall not apply to trading of government bonds or bonds under repurchase and resale agreements;
 - (2) Merger, demerger, acquisition, or transfer of shares;
 - (3) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the Procedures adopted by the Company;
 - (4) Where an asset transaction other than any of those referred to in the preceding three subparagraphs, or a disposal of receivables by a financial institution, or investment in the Mainland Area, reaches 20 percent or more of paid-in capital or NT\$300 million. Notwithstanding, this shall not apply to any of the following circumstances:
 - (A) Trading of government bonds
 - (B) Trading of bonds under repurchase/resale agreements;
 - (C) Where the type of asset acquired or disposed of is equipment/machinery for operational use, the trading counterpart is not a related party, and the transaction amount is less than NT\$500 million;
 - (D) Where land is acquired under an arrangement for commissioned construction on self-owned land or leased land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the transaction amount is less than NT\$500 million. (Subject to the amount the Company expects to invest in)
- 3.11.2. The transaction amount referred to in the preceding paragraph shall be calculated in the following manners:
- (1) The amount of any individual transaction;
 - (2) The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterpart within

one year;

(3)The cumulative transaction amount of real property acquisitions and disposals (cumulative acquisitions and disposals, respectively) within the same development project within one year;

(4)The cumulative transaction amount of the same securities acquisitions and disposals (cumulative acquisitions and disposals, respectively) within the same development project within one year;

3.11.3. Within one year as used in Article 3.11.2 refers to the year preceding the base date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be entered.

3.11.4. Pursuant to the relevant laws and regulations, the Company or the Subsidiary shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by itself and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the Competent Authority by the tenth day of each month.

3.11.5. When the Company or the Subsidiary at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety.

3.11.6. To acquire or dispose of assets, the Company or the Subsidiary shall keep at the Company all relevant contracts, meeting minutes, log books, appraisal reports, and the written opinion issued by a CPA, attorney-at-law, or securities underwriter. Such records shall be retained for five years unless otherwise provided in laws.

3.11.7. Where any of the following circumstances occurs with respect to a transaction that the Company or the Subsidiary has already publicly announced and reported in accordance with the relevant requirements, a public report of relevant information shall be made on the information reporting website designated by the Competent Authority within two days from the day of occurrence of event pursuant to laws:

(A)Change, termination, or rescission of a contract signed in regard to the original transaction.

(B)The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.

(C) Change to the content of previous public announcement.

3.12. Management of subsidiaries

3.12.1. Information required to be reported in accordance with the criteria for public

announcement on acquisitions and disposals of assets by any subsidiary of the Company in which the Company directly, or indirectly through a subsidiary, holds more than 50 percent of the issued voting shares or percentages, and that is not a public company, shall be published, reported and distributed by the Company.

3.12.2. The “20% of the company’s paid-in capital or 10% of the Company's total assets” provided in the subsidiary’s criteria for public announcement shall be based on the Company’s paid-in capital or total assets.

3.13. In the case of any relevant personnel in violation of this Procedure and the relevant laws, the Company will render discipline including warning, demerit, degrade, suspension, salary cut or any other discipline subject to the severity of the case, and also conduct an internal discussion.

3.14. Any matters not provided herein shall be handled in accordance with the relevant laws and the Company’s relevant regulations.

3.15. Enforcement and amendments

3.15.1. These Regulations and any amendment hereto shall be put into enforcement after being submitted to the Audit Committee and the Board of Directors, reported to and approved by the shareholders’ meeting. If there is any change to the applicable laws and regulations after the enactment of these Regulations, these Regulations shall be amended accordingly.

3.15.2. If the Company has independent director(s), when submitting these Regulations to the Board of Directors for discussion as set forth in the preceding paragraph, the opinions of independent director(s) shall be taken into consideration, and their opinions and reasons of agreement and objection shall be recorded in the meeting minutes of Board of Directors.

3.15.3 If the Company has established the Audit Committee, any enactment or amendment to these Regulations shall be approved by a majority of all incumbent members of the Audit Committee and submitted to the Board of Directors for approval. If the enactment or amendment in the preceding paragraph has not been approved by a majority of all incumbent members of the Audit Committee, such enactment or amendment may be approved by no less than two-thirds of all incumbent members of the Board of Directors and the resolution of the Audit Committee shall be recorded in the meeting minutes of the Board of Directors.

3.15.4 These Regulations were enacted and approved by the 2nd shareholders' meeting held on January 8, 2010.

The first amendment was approved by the shareholders' meeting held on April 13, 2010.

The second amendment was approved by the shareholders' meeting held on June 9, 2011.

The third amendment was approved by the shareholders' meeting held on May 16, 2012.

4 Regulations for reference:

4.1. Regulations Governing the Acquisition and Disposal of Assets by Public Companies

5 Forms used: Nil

5.1. Petition for approval.

董事酬勞相關資訊

本公司一〇二年度盈餘分配案經董事會通過擬議配發董事酬勞如下：

一、擬議配發之董事酬勞金額：美金1,200,000元

二、董事會擬議配發董事酬勞與認列費用年度估列金額之差異原因：

董事會擬議配發董事酬勞與認列費用年度估列金額並無差異，董事會提報股東會之金額係參酌公司營運狀況及董事之貢獻而擬議美金 1,200,000 元，擬議金額係佔當年度盈餘扣除法定盈餘公積 10%後之餘額 0.55%，故符合公司章程最高限額 1%之規定。

持有本公司已發行股份總數百分之一以上股份之股東提案

一、依公司章程第18.9條規定，本公司一〇三年股東常會受理股東提案時間為103年3月23日至103年4月1日止。

二、於上開期間並無任何持有本公司已發行股份總數百分之一以上股份之股東提案。

Information on Director Remuneration

The Company's proposed distribution of earnings for 2013 in the form of directors' compensation as approved by the Board of Directors is set forth as follows:

- A. Proposed directors' compensation: USD1,200,000
- B. There is no difference between the estimated amount of the expense for the recognition year and the amount of the directors' compensation proposed by the Board of Directors. The amount submitted to the shareholders meeting proposed by the Board of Directors is USD1,200,000 taking into consideration the Company's operating performance and the directors' contribution. The proposed amount is 0.55% of the balance of the earnings of the fiscal year after setting aside 10% as legal capital reserve, which meets the maximum 1% criteria set forth in the Company's M&A.

Relevant Information on Proposals Made by Shareholders Who Hold 1% or More of the Total Issued Shares of the Company

- A. In accordance with Article 18.9 of the M&A, the proposal accepting period of 2014 annual general shareholders' meeting is from March 23, 2014 to April 1, 2014.
- B. No proposals are raised by shareholders holding 1% or more of the total number of issued shares of the Company during the above period.

【附錄五】

本次股東會擬議之無償配股對公司營業績效及每股盈餘之影響

項 目		年 底	103 年 (預估)
期初實收資本額			3,292,887,590 (元)
本年度	每股現金股利		5 元
配股配	盈餘轉增資每仟股無償配股數		-
息情形	資本公積轉增資每股配股數		-
營業績 效變化 情形	營業利益		註
	營業利益較去年同期增(減)比率		註
	稅後純益		註
	稅後純益較去年同期增(減)比率		註
	每股盈餘		註
	每股盈餘較去年同期增(減)比率		註
	年平均投資報酬率(年平均本益比例數)		註
擬制性 每股盈 餘及本 益比	若盈餘轉增資全數改配	擬制每股盈餘	註
	放現金股利	擬制年平均投資報酬率	註
	若未辦理資本公積轉增	擬制每股盈餘	註
	資	擬制年平均投資報酬率	註
	若未辦理資本公積且盈	擬制每股盈餘	註
	餘轉增資改以現金股利	擬制年平均投資報酬率	註
	發放		

註：依「公開發行公司公開財務預測資訊處理準則」規定，本公司無須公開民國一〇三年財務預測資訊。

Appendix 5.

Impact of Issuance of Stock Dividends on Business Performance, Earnings per Share, and Return on Equity

Items		Year	2014 (Pro-forma)
Beginning paid-in capital			329,288,759 shares
Stock dividend and cash dividend issued this year	Cash dividend per share		NTD 5
	Stock dividend per 1,000 shares appropriated from a capitalization of retained earnings		-
	Stock dividend per share appropriated from a capitalization of capital reserve		-
Change in business performance	Operating income		Note
	Ratio of increase (decrease) in operating income as compared to the prior year		Note
	Net income after tax		Note
	Ratio of increase (decrease) in net income after tax as compared to the prior year		Note
	Earnings per share ("EPS")		Note
	Ratio of increase (decrease) in EPS as compared to the prior year		Note
	Average annual ROE ratio(Average annual P/E ratio)		Note
Pro-forma EPS and P/E Ratio	In case that cash dividends would be paid in lieu of stock dividends by a capitalization of retained earnings	Pro-forma EPS	Note
		Pro-forma average annual ROE ratio	Note
	In case that there would be no stock dividend appropriated from a capitalization of capital reserve	Pro-forma EPS	Note
		Pro-forma average annual ROE ratio	Note
	In case that there would be no stock dividend appropriated from a capitalization of capital reserve and cash dividends would be paid in lieu of stock dividends by a capitalization of retained earnings	Pro-forma EPS	Note
		Pro-forma average annual ROE ratio	Note

Note: According to the Regulations Governing the Publication of Financial Forecasts of Public Companies, the Company is not required to announce the financial forecasts for year 2014.

TPK Holding Co., Ltd.

全體董事持股情形

基準日：民國 103 年 3 月 31 日

職 稱	姓 名	選任 日期	選任時持有股數		現在持有股數		
			種類	股數	種類	股數	佔股份 總數%
董事長	江朝瑞	102.5.22	普通股	17,420,401	普通股	17,420,401	5.29
董 事	High Focus Holdings Limited 代表人：孫大明	102.5.22	普通股	13,273,610	普通股	13,273,610	4.03
董 事	Max Gain Management Limited 代表人：張恆耀	102.5.22	普通股	25,222,643	普通股	25,222,643	7.65
董 事	磐時興業有限公司 代表人：劉世明	102.5.22	普通股	100,000	普通股	100,000	0.03
董 事	Capable Way Investments Limited 代表人：林寬照	102.5.22	普通股	23,139,855	普通股	23,139,855	7.02
董 事	江明憲	102.5.22	普通股	0	普通股	0	0
獨立董事	張宏源	102.5.22	普通股	0	普通股	0	0
獨立董事	姜豐年	102.5.22	普通股	0	普通股	0	0
獨立董事	翁明正	102.5.22	普通股	130,323	普通股	323	0

103 年 3 月 31 日發行總股數：329,534,759 股。

註 1. 本公司無證券交易法 26 條之適用。

註 2. 本公司設置審計委員會，故無監察人持有股數之適用。

註 3. 截至 103 年 3 月 31 日全體董事持有股數：79,156,832 股。

TPK Holding Co., Ltd.
Shareholdings of All Directors

Record Date: March 31, 2014

Title	Name	Date Elected	Shareholding when Elected		Current Shareholding		
			Shares		Shares		%
Chairman	Chiang, Chao-Juei	05/22/2013	Common shares	17,420,401	Common shares	17,420,401	5.29
Director	High Focus Holdings Limited Legal Representative: Sun, Ta-Min	05/22/2013	Common shares	13,273,610	Common shares	13,273,610	4.03
Director	Max Gain Management Limited Legal Representative: Chang, Heng-Yao	05/22/2013	Common shares	25,222,643	Common shares	25,222,643	7.65
Director	Panshi Company Limited Represented: Liu, Shih-Ming	05/22/2013	Common shares	100,000	Common shares	100,000	0.03
Director	Capable Way Investments Limited Legal Representative: Lin, Kuan-Chao	05/22/2013	Common shares	23,139,855	Common shares	23,139,855	7.02
Director	Foster Chiang	05/22/2013	Common shares	0	Common shares	0	0
Independent Director	Chang, Horng-Yan	05/22/2013	Common shares	0	Common shares	0	0
Independent Director	Chiang, Fong-Nien	05/22/2013	Common shares	0	Common shares	0	0
Independent Director	Weng, Ming-Jeng	05/22/2013	Common shares	130,323	Common shares	323	0

Total shares issued as of 03/31/2014: 329,534,759 Common Shares.

Note1. Article 26 of the Securities and Exchange Act is not applicable to TPKH.

Note2. Due to the establishment of the Audit Committee, the shareholding requirement for the supervisors is not applicable.

Note3. As of March 31, 2014, TPKH's Directors together held 79,156,832 TPKH shares.

