



2015年股東常會

議事手冊

時間：2015年6月12日(星期五)上午九時整

地點：台北國際會議中心 101 會議室

(台北市信義區信義路五段1號1樓)

目 錄

	頁次
壹、開會程序.....	1
貳、開會議程.....	2
一、報告事項.....	3
二、承認事項.....	4
三、討論事項.....	5
四、臨時動議.....	6
參、附件.....	15
一、營業報告書.....	16
二、審計委員會查核報告書.....	19
三、2011年發行海外可轉換公司債預計效益修正.....	20
四、2012年現金增資發行新股參與發行海外存託憑證預計效益修正.....	22
五、會計師查核報告暨2014年度合併財務報表.....	23
六、盈餘分派表.....	30
七、公司章程修訂前後條文對照表.....	32
八、股東會議事規則修訂前後條文對照表.....	42
九、董事選舉辦法(新).....	51
十、資金貸與他人作業辦法修訂前後條文對照表.....	58
十一、背書保證處理辦法修訂前後條文對照表.....	62
肆、附錄.....	68
一、公司章程.....	69
二、股東會議事規則.....	141
三、董事選舉辦法(舊).....	156
四、資金貸與他人作業辦法.....	160
五、背書保證處理辦法.....	173
六、董事酬勞相關資訊.....	186
七、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.....	188
八、全體董事持股情形.....	190

TPK Holding Co., Ltd.
(設立於開曼群島之有限責任公司)
2015 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.

2015 年股東常會議程

時間：2015 年 6 月 12 日（星期五）上午九點整

地點：台北國際會議中心 101 會議室(台北市信義區信義路五段 1 號 1 樓)

一、主席宣佈開會

二、主席致詞

三、報告事項

- (一) 本公司 2014 年度營業狀況報告。
- (二) 審計委員會查核 2014 年度決算表冊報告。
- (三) 修正本公司 2011 年度發行海外無擔保可轉換公司債資金運用計畫並據以修正該計畫之預計效益。
- (四) 修正本公司 2012 年度以現金增資發行新股參與發行海外存託憑證資金運用計畫並據以修正該計畫之預計效益。

四、承認事項

- (一) 承認本公司 2014 年度營業報告書及合併財務報表案。
- (二) 承認本公司 2014 年度盈餘分配案。

五、討論事項

- (一) 修訂本公司「公司章程」部分條文案。
- (二) 修訂本公司「股東會議事規則」部分條文案。
- (三) 廢止本公司原「董事選舉辦法」，並重新訂定「董事選舉辦法」案。
- (四) 修訂本公司「資金貸與他人作業辦法」案。
- (五) 修訂本公司「背書保證處理辦法」案。

六、臨時動議

七、散會

報告事項

一、本公司 2014 年度營業狀況報告，報請 公鑒。

說明：2014 年度營業報告書，請參閱本手冊附件一（第 16 頁~第 18 頁）。

二、審計委員會查核 2014 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 19 頁）。

三、修正本公司 2011 年度發行海外無擔保可轉換公司債資金運用計畫並據以修正該計畫之預計效益，報請 公鑒。

說明：請參閱本手冊附件三（第 20 頁~第 21 頁）。

四、修正本公司 2012 年度以現金增資發行新股參與發行海外存託憑證資金運用計畫並據以修正該計畫之預計效益，報請 公鑒。

說明：請參閱本手冊附件四（第 22 頁）。

承認事項

第一案

董事會提

案由：承認本公司 2014 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 2014 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、附件二（第 16 頁~第 19 頁）及附件五（第 23 頁~第 29 頁）。
- 三、以上核請股東常會承認。

決議：

第二案

董事會提

案由：承認本公司 2014 年度盈餘分配案，謹提請 承認。

- 說明：一、本公司 2014 年度營業決算稅後淨利為美金 9,826,462 元，因法定盈餘公積累積已達本公司之實收資本總額，依公司章程規定已毋庸就稅後淨利提撥法定盈餘公積，另加計以前年度未分配盈餘美金 630,873,183 元(已含因長期股權投資調整保留盈餘美金 1,350 元及精算損益列入保留盈餘美金 93,702 元)，合計可分配盈餘為美金 640,699,645 元。本公司擬分配盈餘新台幣 165,691,380 元，以發放現金股利之方式為之，按本公司 2015 年 1 月 31 日流通在外之普通股股數計算，每股擬配發現金股利新台幣 0.5 元。目前暫以 2015 年 1 月 31 日新台幣 31.5 元兌換 1 美元設算，合計擬分配之盈餘約為美金 5,260,044 元；惟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。又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、現金增資發行新股或員工執行認股權等，影響流通在外股份數量，致每股配息金額因此發生變動時，擬授權董事會依本次股東會決議之分配盈餘總額，按配息基準日本公司實際流通在外之普通股股數，調整每股配息金額。另本公司擬配發董事酬勞美金 97,836 元；請參閱本手冊附件六（第 30 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：修訂本公司「公司章程」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，擬修訂公司章程。
二、公司章程修訂條文對照表，請參閱本手冊附件七（第32頁~第36頁）。
三、以上核請決議。

決議：

第二案

董事會提

案由：修訂本公司「股東會議事規則」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，擬修訂股東會議事規則。
二、股東會議事規則修訂條文對照表，請參閱本手冊附件八（第42頁~第44頁）。
三、以上核請決議。

決議：

第三案

董事會提

案由：廢止本公司原「董事選舉辦法」，並重新訂定「董事選舉辦法」案，謹提請 公決。

說明：一、配合主管機關法令及依公司實際運作需要，擬廢止本公司原「董事選舉辦法」，並重新訂定「董事選舉辦法」案。
二、重新訂定之董事選舉辦法，請參閱本手冊附件九（第51頁~第53頁）。
三、以上核請決議。

決議：

第四案

董事會提

案由：修訂本公司「資金貸與他人作業辦法」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，擬修訂資金貸與他人作業辦法。
二、資金貸與他人作業辦法修訂條文對照表，請參閱本手冊附件十（第58頁~第59頁）。
三、以上核請決議。

決議：

第五案

董事會提

案由：修訂本公司「背書保證處理辦法」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，擬修訂背書保證處理辦法。

二、背書保證處理辦法修訂條文對照表，請參閱本手冊附件十一（第 62 頁~第 63 頁）。

三、以上核請決議。

決 議：

臨時動議

散會



Year 2015 Annual General Meeting of Shareholders

Meeting Handbook

Time: June 12, 2015 (Friday) at 9:00 a.m.

Place: Taipei International Convention Center Room 101

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

Table of Content

	Page
I. Meeting Procedures	7
II. Meeting Agenda	8
1. Matters to Report	9
2. Matters for Approval.....	10
3. Matters for Discussion	12
4. Ad Hoc Motions.....	14
III. Exhibits	15
1. 2014 Business Report	16
2. Audit Committee’s Review Report on 2014 Financial Statements.....	19
3. Amendments to the plan for use of proceeds of the overseas unsecured convertible bonds issued in 2011	20
4. Amendments to the plan for use of proceeds of the global depositary shares issued in 2012.....	22
5. Audit Report and 2014 Consolidated Financial Statements	23
6. 2014 Profit Distribution Proposal	31
7. Comparison Table of Amendments to the Amended and Restated Memorandum of Association and Articles of Association.....	37
8. Comparison Table of the Amendments to the Shareholders' Meeting Procedures	45
9. Rules for Election of Directors (New)	54
10. Comparison Table of Amendments to the Regulations Governing Extending Loans to Others.....	60
11. Comparison Table of Amendments to the Regulations Governing Granting Endorsements or Guarantees to Others	64
IV. Appendices	68
1. Amended and Restated Memorandum of Association and Articles of Association.....	98
2. Rules of Shareholders’ Meeting Procedures	147
3. Rules for Election of Directors (Old).....	158
4. Regulations Governing Extending Loans to Others	165
5. Regulations Governing Granting Endorsements or Guarantees to Others	178
6. Information on Director Remuneration.....	187
7. Impact of Issuance of Stock Dividends on Business Performance, Earnings per Shares, and Return on Equity.....	189
8. Shareholdings of All Directors	191

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 2015 Annual General Meeting of Shareholders

Time: June 12, 2015 (Friday) at 9:00 a.m.

Place: Taipei International Convention Center Room 101 (1 Hsin-Yi Rd., Sec.5,
Taipei City, Taiwan)

1. Commencement of the meeting

2. Chairman's statement

3. Matters to report

- (1) 2014 Business Report
- (2) Audit Committee's Review Report on 2014 Financial Statements
- (3) Amendments to the plan for use of proceeds of the overseas unsecured convertible bonds issued in 2011 and amendments to the expected benefits of the plan accordingly
- (4) Amendments to the plan for use of proceeds of the global depositary shares issued in 2012 and the amendments to the expected benefits of the plan accordingly

4. Matters for Approval

- (1) To approve 2014 Business Report and Financial Statements
- (2) To approve 2014 Profit Distribution Proposal

5. Matters for Discussion

- (1) To amend the Amended and Restated Memorandum and Articles of Association
- (2) To amend the Rules and Procedures of Shareholders Meeting
- (3) To abolish the original Regulations Governing Election of Directors and to establish the new Regulations Governing Election of Directors
- (4) To amend the Regulations Governing Extending Loans to Others
- (5) To amend the Regulations Governing Granting Endorsements or Guarantees to Others

6. Ad Hoc Motions

7. Meeting Adjourned

Matters to Report

1. 2014 Business Report

Description: The 2014 Business Report is attached as Exhibit 1 (pages16-18).

2. Audit Committee's Review Report on 2014 Financial Statements

Description: The Audit Committee's Review Report on 2014 Financial Statements is attached as Exhibit 2 (page 19).

3. Amendments to the plan for use of proceeds of the overseas unsecured convertible bonds issued in 2011 and amend to the expected benefits of the plan accordingly

Description: Please see Exhibit 3 as the attached (pages 20-21).

4. Amendments to the plan for use of proceeds of the global depositary shares issued in 2012 and amend to the expected benefits of the plan accordingly

Description: Please see Exhibit 4 as the attached (page 22).

Matters for Approval

Item 1: To approve 2014 Business Report and Consolidated Financial Statements (proposed by the Board of Directors)

Descriptions:

- (1) The 2014 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 2014 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 1~2 and Exhibit 5 for 2014 Business Report, Audit Committee's Review Report and 2014 Consolidated Financial Statements (pages 16-19, pages 23-29).
- (3) Please resolve.

Resolution:

Item 2: To approve 2014 Profit Distribution Proposal (proposed by the Board of Directors)

Descriptions:

- (1) The Company's 2014 net profit after tax is USD9,826,462. Since the amount of legal reserve of the Company has exceeded its paid-in capital, the Company is not required to set aside any amount of its 2014 net profit after tax as legal reserve in accordance with the Amended and Restated Memorandum and Articles of Association of the Company. Further, as the amount of unappropriated retained earnings of the preceding year is USD630,873,183 (including adjustments to retained earnings due to long-term investments in the amount of USD1,350 and adjustments to cumulative actuarial gains and losses on retained earnings in the amount of USD93,702), the total amount of retained earnings available for distribution is USD640,699,645. The Company proposes to distribute earnings in the amount of NTD165,691,380 and in the form of cash dividend. Based on the number of outstanding ordinary shares of the Company on 31 January 2015, the amount of cash dividend per share shall be NTD0.5. The amount of earnings proposed to be distributed shall be approximately USD5,260,044 at the exchange rate of NTD31.50 = USD1 on January 31, 2015; provided that the exact

amount of cash dividend denominated in USD will be calculated based on the average of spot rates of 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. Furthermore, if the amount of cash dividend per share shall be changed due to increase in issued and outstanding shares of the Company as a result of the conversion of the overseas convertible bonds issued by the Company into ordinary shares by the bondholders, issuance of new shares for capital increase or the exercise of employee stock options by employees and so forth, it is proposed to authorize the Board of Directors to adjust the amount of cash dividend per share based on the gross amount of earnings resolved to be distributed by the shareholders' meeting and the actual number of outstanding ordinary shares of the Company on the record date. The Company further proposes to pay USD97,836 in cash as Directors' remuneration. Please see Exhibit 6 (page30) 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.

Resolution:

Matters for Discussion

Item 1: To amend the Amended and Restated Memorandum and Articles of Association (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 Amended and Restated Memorandum and Articles of Association.
- (2) The comparison table of amendments to the Amended and Restated Memorandum and Articles of Association is attached as Exhibit 7(pages 37-41) .
- (3) Please resolve.

Resolution:

Item 2: To amend the Procedures of Rules of Shareholders' Meeting Procedure Rules (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 Rules of shareholders' Meeting Procedure Rules.
- (2) The comparison table of amendments to the Procedures of Engaging in Rules of Shareholders' Meeting Procedure Rules is attached as Exhibit 8 (page 45-50).
- (3) Please resolve.

Resolution:

Item 3: To abolish the original Regulations Governing Election of Directors and establish the new Regulations Governing Election of Directors (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

abolish the original Regulations Governing Election of Directors and establish the new Regulations Governing Election of Directors.

- (2) The new Regulations Governing Election of Directors and the new Regulations Governing Election of Directors is attached as Exhibit 9 (pages 54-57) .
- (3) Please resolve.

Resolution:

Item 4: To amend the Regulations Governing Extending Loans to Others (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 Regulations Governing Extending Loans to Others accordingly.
- (2) The comparison table of amendments to the Regulations Governing Extending Loans to Others is attached as Exhibit 10 (pages 60~61).
- (3) Please resolve.

Resolution:

Item 5: To amend the Regulations Governing Granting Endorsements or Guarantees to Others (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 Regulations Governing Granting Endorsements or Guarantees to Others accordingly.
- (2) The comparison table of amendments to the Regulations Governing Granting Endorsements or Guarantees to Others is attached as Exhibit 11(pages 64~67).

(3) Please resolve.

Resolution:

Ad Hoc Motions

Meeting Adjourned

附件

Exhibit

TPK Holding Co., Ltd.**營業報告書**

2014 年整體觸控市場仍然成長向上，但卻是觸控產業最艱辛的一年。在需求上，除了傳統的行動裝置外，穿戴裝置的觸控應用需求也開始起飛，且 Force Sensor 及 Invisible Fingerprint Sensor（指紋辨識功能）等新技術也備受市場關注及討論，顯示觸控市場仍不斷成長創新；然而在產業競爭上，在各種觸控技術相繼投產後，市場產能明顯過剩，引發嚴重價格競爭，市場版圖與產業秩序亦加速重整、加速淘汰，而本公司在 2014 年的獲利亦大受產業競爭影響，較 2013 年大幅衰退；。面對嚴峻的產業競爭環境，公司須有更好的營運效率、生產靈活度及清楚的產品市場定位，因此 2014 年本公司執行了 BU 制，期以強化營運體質，也重新整合資源並聚焦在中高階產品與核心客戶上。我們深信以 TPK 團隊堅定的決心、高度的執行力及領先業界的觸控技術與產品設計能力，加上製程創新及產品的完整佈局將可帶領公司突破重重挑戰，在競爭激烈的觸控產業上維持領導地位。

根據市調機構在 2015 年 3 月發表的研究報告，2015 年電容式觸控模組出貨將達 12.4 億件，預估較 2014 年的 11.2 億件成長 11%，隨觸控介面普遍應用於行動裝置如：MP3、電子閱讀器（eReader）、智慧型手機、平板電腦等，且筆記型電腦之觸控滲透率逐漸增加，加上觸控產品新應用之拓展，如車用觸控螢幕、穿戴式產品等，預計 2017 年出貨量可達 14.3 億片，2015 年至 2018 年三年 CAGR 達 6%。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、具競爭優勢的觸控產品，並提供給客戶完整的一站式服務。

2014 年策略目標

本公司在 2014 年的主要策略目標為強化經營效率及提高在中國客戶的市場佔有率，具體完成以下幾項重要成果：

1. 中尺寸全強度單片式觸控（Touch On Lens, TOL）良率從 40% 提升至 70%；
2. 持續爭取中國客戶之訂單，對營收貢獻突破 10%；
3. 平潭廠建廠完成並進入可量產階段；
4. 聘任新任總經理，期以新領導、新思維來開創新局；
5. 成功開發 Force Sensor 以取代實體按壓鍵，外觀可達全平面、產品更加輕薄；
6. 與匯頂科技合作開發的 Invisible Fingerprint Sensor（指紋辨識功能），可將指紋感測器

隱藏在觸控螢幕下，增加客戶設計產品之彈性。

財務表現

本公司 2014 年合併營收為新台幣 1,295.2 億元，較 2013 年減少 18.6%，稅後淨利為新台幣 2.8 億元，較 2013 年減少 96.1%，每股盈餘為新台幣 0.84 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 2014 年底已取得專利數達 1,049 件，有 1,209 件在申請中，2015 年仍將積極主張本公司所擁有之專利權利，持續研發與申請，以確保本公司在觸控領域之產品技術受到保護。

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。

2015 年營業計劃概要

展望 2015 年，整體觸控市場之成長動能將來自穿戴式產品快速成長、2-in-1 筆電需求增加、指紋辨識應用帶動相關產品的需求成長，及車用觸控產品應用增加等方面。在觸控市場蓬勃發展的同時，觸控產業的競爭亦日益激烈，因此，2015 年本公司的營運重點將以精「練」自身體質、提升內部經營效率、集中資源深耕核心客戶、消化過剩產能、提升價格競爭力為主軸，期望以更精實的組織來因應產業的種種挑戰。2015 年營業計畫概述如下：

1. 內部管理策略：re-engineer 組織再造、落實BU制

依客戶、產品、技術及地理位置等考量建立五大利潤中心、以「賦權、擔責、成果共享」的經營理念落實利潤中心制度，達成化繁為簡、減少資源浪費、強化管理效能進而提升市場競爭力。

2. 客戶銷售策略：re-align 重新整合

利潤導向原則篩選核心客戶、培養潛力客戶、淘汰資源消耗客戶，以「質」的策略取代「量」的策略，減少資源耗損與成本負擔。

3. 產品市場策略：re-focus 重新聚焦

積極尋找觸控市場的成長動能與機會，配合市場趨勢變化拓展產品範圍，並以一站式服務滿足客戶需求。2015年，本公司除了鞏固現有產品線與市場外，也將專注於開發新的

觸控應用產品與拓展潛在機會市場，如穿戴式裝置、2-in-1筆記型電腦、車用市場、Force Sensor及Invisible Fingerprint Sensor（指紋辨識功能）等新應用，並持續爭取中國品牌客戶之訂單。

未來公司發展策略

觸控應用市場將持續蓬勃發展，未來將迎來更多的機會；而產業內的整合勢必持續進行，將帶來更多的競爭與挑戰。本公司將持續強化營運體質，以更有效率的組織結構及更具成本優勢的產品服務客戶。同時，本公司將持續秉持務實的經營理念，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

鍾依華



會計主管

劉詩亮



TPK Holding Co., Ltd. 審計委員會查核報告書

董事會造具本公司2014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



2015 年 3 月 3 日

2011 年發行海外可轉換公司債預計效益修正

- (一)本計畫所需資金總額：約 466,900 仟美元。
- (二)資金來源：本公司於 2011 年 4 月 20 日發行海外可轉換公司債 400,000 仟美元，其餘 66,900 仟美元以自有資金或銀行借款支應。
- (三)資金用途：用於子公司祥達光學（廈門）有限公司及瑞世達科技(廈門)有限公司擴建廠房及購置機器設備之資本支出，分別係擴增保護玻璃(Cover Glass)及觸控導電玻璃(ITO Glass)之產能。
- (四)修正後預計產生效益：
因應觸控產業劇烈之結構性變化，本公司已擬訂並著手進行相關成本控管與效率提升計畫，並據以修正該設備之預計效益，修正後之預計效益內容如下：

A. 祥達光學（廈門）有限公司

單位：仟片；美金仟元

年度	項目	生產量	銷售量	銷售值	營業毛利	營業淨利
2011(實際數)	Cover Glass	577	577	7,323	(4,627)	(13,262)
2012(實際數)	Cover Glass	11,780	11,780	108,953	(362)	(18,129)
2013(實際數)	Cover Glass	13,349	13,349	97,095	18,806	6,210
2014(實際數)	Cover Glass	20,302	20,302	146,854	25,038	7,196
2015	Cover Glass	16,416	16,416	221,616	42,107	15,513
2016	Cover Glass	17,442	17,442	235,647	44,739	21,192
2017	Cover Glass	17,833	17,833	240,745	46,945	25,278
2018	Cover Glass	18,248	18,248	246,344	48,037	25,866
2019	Cover Glass	18,662	18,662	251,942	50,388	27,714
2020	Cover Glass	18,662	18,662	251,942	50,388	27,714

註：產量推估之基礎：產量=銷量。

單位：美金仟元

年度	營業淨利(A)	折舊費用(B)	現金流量(A+B)	累積現金流量
2011(實際數)	(13,262)	499	(12,763)	(12,763)
2012(實際數)	(18,129)	16,568	(1,561)	(14,324)
2013(實際數)	6,210	25,319	31,529	17,205
2014(實際數)	7,196	25,319	32,515	49,720
2015	15,513	25,319	40,832	90,552
2016	21,192	25,319	46,511	137,063

2017	25,278	25,319	50,597	187,660
2018	25,866	25,319	51,185	238,845
2019	27,714	25,319	53,033	291,878
2020	27,714	25,319	53,033	344,911

註 1：預計資金回收年數：約 9 年

B. 瑞士達光學（廈門）有限公司

單位：仟片；美金仟元

年度	項目	生產量	銷售量	銷售值	營業毛利	營業淨利
2011(實際數)	觸控導電玻璃	4,035	3,488	33,790	5,071	3,742
2012(實際數)	觸控導電玻璃	7,734	7,250	131,943	64,090	55,340
2013(實際數)	觸控導電玻璃	3,336	3,026	66,061	15,430	7,691
2014(實際數)	觸控導電玻璃	15,634	15,634	44,753	(11,754)	(20,536)
2015	觸控導電玻璃	20,160	20,160	71,820	(6,600)	(14,900)
2016	觸控導電玻璃	25,200	25,200	89,775	7,811	(489)
2017	觸控導電玻璃	27,000	27,000	96,188	9,611	1,311
2018	觸控導電玻璃	28,800	28,800	102,600	14,611	6,311

註 1：產量推估之基礎：產量=銷量

單位：美金仟元

年度	營業淨利(A)	折舊費用(B)	現金流量(A+B)	累積現金流量
2011(實際數)	3,742	7,691	11,433	11,433
2012(實際數)	55,340	18,782	74,122	85,555
2013(實際數)	7,691	18,782	26,473	112,028
2014(實際數)	(20,536)	18,782	(1,754)	110,274
2015	(14,900)	18,782	3,882	114,156
2016	(489)	18,782	18,293	132,449
2017	1,311	18,782	20,093	152,542
2018	6,311	18,783	25,094	177,636

註 1：預計資金回收年數：約 7 年

2012 年現金增資參與發行海外存託憑證預計效益修正

- (一)本計畫所需資金總額：約 287,868 仟美元。
- (二)資金來源：本公司於 2012 年 10 月 1 日現金增資發行新股 17,600 仟股參與發行海外存託憑證，每單位海外存託憑證表彰本公司普通股 1 股，故發行總單位數為 17,600 仟單位，每單位發行價格為 13.42 美元，募集金額 236,192 仟美元，其餘 51,676 仟美元以自有資金或銀行借款支應。
- (三)資金用途：141,676 仟美元係用於子公司祥達光學（廈門）有限公司擴建廠房及購置機器設備之資本支出，以擴增大尺寸單片玻璃投射電容觸控解決方案(以下簡稱 LFF-SGS)之產能，另 146,192 仟美元係用於海外購料。
- (四)修正後預計產生效益：
- 因應觸控產業劇烈之結構性變化，觸控NB之滲透率不如預期，致新增產能之量產時程延後，本公司已擬訂並著手進行相關成本控管與效率提升計畫，並據以修正該設備之預計效益，修正後之預計效益內容如下：

單位：仟片、美金仟元

年度	項目	生產量	銷售量	銷售值	營業毛利	營業淨利
2013(實際數)	LFF-SGS	-	-	-	-	-
2014(實際數)	LFF-SGS	2,541	2,541	41,963	4,456	1,070
2015	LFF-SGS	7,625	7,625	120,202	-932	(13,875)
2016	LFF-SGS	14,089	14,089	260,855	43,770	13,611
2017	LFF-SGS	14,467	14,467	269,171	45,267	14,027
2018	LFF-SGS	14,672	14,672	273,686	46,079	14,253
2019	LFF-SGS	14,672	14,672	273,686	46,079	14,253

註 1：產量推估之基礎；產量=銷量。

單位：美金仟元

年度	項目	營業淨利(A)	折舊費用(B)	現金流量(A+B)	累積現金流量
2013(實際數)	LFF-SGS	-	-	-	-
2014(實際數)	LFF-SGS	1,070	3,825	4,895	4,895
2015	LFF-SGS	(13,875)	25,344	11,469	16,364
2016	LFF-SGS	13,611	25,344	38,955	55,319
2017	LFF-SGS	14,027	25,344	39,371	94,690
2018	LFF-SGS	14,253	25,344	39,597	134,287
2019	LFF-SGS	14,253	25,344	39,597	173,884

註 1：預計資金回收年數：LFF-SGS 約 5 年。

【附件五】
Exhibit 5.

Deloitte
勤業眾信

勤業眾信聯合會計師事務所
10596 台北市民生東路三段156號12樓

Deloitte & Touche
12th Floor, Hung Tai Financial Plaza
156 Min Sheng East Road, Sec. 3
Taipei 10596, Taiwan, R.O.C.

Tel : +886 (2) 2545-9988
Fax: +886 (2) 4051-6888
www.deloitte.com.tw

會計師查核報告

TPK Holding Co., Ltd. 公鑒：

TPK Holding Co., Ltd.及其子公司民國 103 年及 102 年 12 月 31 日之合併資產負債表，暨民國 103 年及 102 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 103 年及 102 年 12 月 31 日之合併財務狀況，暨民國 103 年及 102 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 104 年 3 月 3 日



單位：新台幣仟元

代碼	資	103年12月31日			102年12月31日		
		金	額	%	金	額	%
	流動資產(附註四)						
1100	現金及約當現金(附註四、六及二八)	\$	29,539,623	19	\$	38,299,393	25
1147	無活絡市場之債券投資—流動(附註四、九及三四)		16,736,884	11		9,259,115	6
1170	應收票據及帳款淨額(附註四、五、十及三三)		13,809,555	9		14,818,938	10
1200	其他應收款(附註四、五、十、二八及三三)		6,785,621	5		8,432,098	6
1220	當期所得稅資產(附註四及二五)		376,172	-		112,676	-
130X	存貨(附註四、五及十一)		7,179,669	5		8,431,379	6
1470	其他流動資產(附註四及十六)		220,018	-		184,126	-
11XX	流動資產合計		74,647,542	49		79,537,725	53
	非流動資產						
1543	以成本衡量之金融資產—非流動(附註四及八)		150,000	-		-	-
1550	採用權益法之投資(附註四、五及十二)		1,011,978	1		1,682,240	1
1600	不動產、廠房及設備(附註四、五、十三、二八及三三)		63,611,168	42		54,838,929	36
1760	投資性不動產淨額(附註四、五、十四及三三)		479,020	-		316,594	-
1780	無形資產(附註四、五及十五)		1,129,662	1		1,184,490	1
1840	遞延所得稅資產(附註四、五及二五)		1,620,865	1		895,655	1
1915	預付設備款(附註二八)		7,962,283	5		11,218,751	7
1920	存出保證金(附註三十及三三)		113,646	-		148,096	-
1985	長期預付租金(附註四、十六及二八)		1,994,552	1		1,378,292	1
1990	其他非流動資產—其他		2,007	-		311	-
15XX	非流動資產合計		78,075,181	51		71,663,358	47
1XXX	資產總計	\$	152,722,723	100	\$	151,201,083	100
	負債及權益						
	流動負債(附註四)						
2100	短期借款(附註九、十七、二八、三三及三四)	\$	52,686,331	35	\$	39,303,186	26
2120	透過損益按公允價值衡量之金融負債—流動(附註四、七及十八)		144,324	-		-	-
2170	應付票據及帳款		19,383,188	13		19,370,541	13
2180	應付帳款—關係人(附註三三)		1,156,853	1		1,104,528	1
2213	應付工程及設備款(附註十九及三三)		4,043,135	3		6,075,476	4
2219	其他應付款—其他(附註十九、二二、二八及三三)		3,421,155	2		3,764,251	2
2230	當期所得稅負債(附註四及二五)		175,253	-		557,335	-
2252	保固之短期負債準備(附註四、五及二十)		1,398,167	1		1,628,419	1
2255	虧損性合約之短期負債準備(附註四、五、十一及二十)		129,576	-		240,291	-
2320	一年內到期長期負債(附註十七及十八)		12,565,195	8		14,802,872	10
2399	其他流動負債—其他		202,422	-		151,989	-
21XX	流動負債合計		95,305,599	63		86,998,888	57
	非流動負債						
2530	應付公司債(附註四及十八)		-	-		6,309,052	4
2540	長期借款(附註十七及三三)		7,927,524	5		9,458,663	6
2570	遞延所得稅負債(附註四及二五)		3,295,993	2		3,474,077	3
2640	應計退休金負債(附註四及二一)		21,636	-		26,116	-
2645	存入保證金		8,680	-		34,295	-
2655	股東往來(附註三三)		11,907	-		20,157	-
2670	其他非流動負債—其他		-	-		2,991	-
25XX	非流動負債合計		11,265,740	7		19,325,351	13
2XXX	負債合計		106,571,339	70		106,324,239	70
	歸屬於本公司業主之權益(附註四、十二、十八、二一、二二、二七及二九)						
	股本						
3110	股本—普通股		3,312,948	2		3,292,887	2
3200	資本公積		16,839,470	11		16,494,984	11
	保留盈餘						
3310	法定盈餘公積		3,952,487	3		3,220,044	2
3350	未分配盈餘		19,003,738	12		21,102,720	14
3300	保留盈餘合計		22,956,225	15		24,322,764	16
	其他權益						
3410	國外營運機構財務報表換算之兌換差額		2,226,093	2	(138,785)	-
3425	備供出售金融資產未實現損益	(1,339)	-	(1,078)	-
3400	其他權益合計		2,224,754	2	(139,863)	-
31XX	本公司業主權益合計		45,333,397	30		43,970,772	29
36XX	非控制權益		817,987	-		906,072	1
3XXX	權益合計		46,151,384	30		44,876,844	30
	負債及權益總計	\$	152,722,723	100	\$	151,201,083	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：鍾依華



會計主管：劉詩亮



TPK Holding Co., Ltd. 及子公司

合併綜合損益表

民國 103 年及 102 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		103年度		102年度	
		金 額	%	金 額	%
4100	營業收入淨額（附註四、二三、二八及三三）	\$129,516,919	100	\$159,067,439	100
5110	營業成本（附註四、十一、十三、十五、二十、二一、二二、二四、二七、三十及三三）	<u>119,035,186</u>	<u>92</u>	<u>138,136,906</u>	<u>87</u>
5900	營業毛利	<u>10,481,733</u>	<u>8</u>	<u>20,930,533</u>	<u>13</u>
	營業費用（附註四、十三、十五、二一、二二、二四、二七、二八、三十及三三）				
6100	推銷費用	902,364	1	984,022	1
6200	管理費用	4,451,644	3	4,538,973	3
6300	研究發展費用	<u>4,982,839</u>	<u>4</u>	<u>5,416,368</u>	<u>3</u>
6000	營業費用合計	<u>10,336,847</u>	<u>8</u>	<u>10,939,363</u>	<u>7</u>
6900	營業淨利	<u>144,886</u>	<u>-</u>	<u>9,991,170</u>	<u>6</u>
	營業外收入及支出				
7010	政府補助收入（附註四）	1,022,574	1	934,360	1
7100	利息收入（附註四、二四及三三）	1,310,941	1	819,915	1
7190	其他收入—其他（附註二四、三十及三三）	148,638	-	198,206	-
7230	外幣兌換利益淨額（附註四）	219,361	-	93,638	-
7050	財務成本（附註四、十三、十七、十八、二四及三三）	(1,430,786)	(1)	(1,078,076)	(1)
7590	什項支出（附註四及十四）	(43,942)	-	(101,171)	-
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）	(116,499)	-	(30,673)	-
7679	其他減損損失（附註四及十二）	(290,693)	-	(1,089,919)	(1)
7070	採用權益法認列之關聯企業損失之份額（附註四及十二）	(<u>389,068</u>)	(<u>1</u>)	(<u>833,267</u>)	<u>-</u>
7000	營業外收入及支出合計	<u>430,526</u>	<u>-</u>	(<u>1,086,987</u>)	<u>-</u>

（接次頁）

(承前頁)

代 碼		103年度		102年度	
		金 額	%	金 額	%
7900	稅前淨利	\$ 575,412	-	\$ 8,904,183	6
7950	所得稅費用 (附註四及二五)	8,430	-	1,289,616	1
8200	本年度淨利	566,982	-	7,614,567	5
	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 二)	2,406,376	2	1,051,780	-
8360	確定福利計畫精算利益 (附 註四及二一)	3,494	-	1,041	-
8370	採用權益法認列之關聯企業 其他綜合損益之份額 (附 註四及二二)	9,499	-	37,457	-
8399	與其他綜合損益組成部分相 關之所得稅費用 (附註 四、二二及二五)	(5,485)	-	(5,567)	-
8300	本年度其他綜合損益 (稅後淨額)	2,413,884	2	1,084,711	-
8500	本年度綜合損益總額	\$ 2,980,866	2	\$ 8,699,278	5
	淨利歸屬於：				
8610	本公司業主	\$ 277,067	-	\$ 7,188,503	5
8620	非控制權益	289,915	-	426,064	-
8600		\$ 566,982	-	\$ 7,614,567	5
	綜合 (損) 益總額歸屬於：				
8710	本公司業主	\$ 2,644,637	2	\$ 8,244,305	5
8720	非控制權益	336,229	-	454,973	-
8700		\$ 2,980,866	2	\$ 8,699,278	5
	每股盈餘 (附註二六)				
	來自本公司業主本年度淨利				
9710	基 本	\$ 0.84		\$ 21.90	
9810	稀 釋	\$ 0.84		\$ 21.21	

後附之附註係本合併財務報告之一部分。

董事長：江朝鵬



經理人：鍾依華



會計主管：劉詩亮





TPE Holding Co., Ltd. 電子公司
民國 103 年 12 月 31 日

單位：新台幣仟元

代碼	歸屬於本公司之權益	本公司			其他業主之權益			非控制權益 (附註四、二及二九)	總權益
		股本 (附註四、二及二九)	保留盈餘 (附註四、二及二九)	盈餘 (附註四、二及二九)	國外營運機構財務報表換算之兌換差額 (附註四及二二)	其他 (附註四及二二)	備供出售金融商品 未實現(損)益 (附註四及二二)		
A1	102年1月1日餘額	\$ 3,271,352	\$ 1,814,617	\$ 22,395,702	(\$ 1,193,611)	(\$ 772)	\$ 42,611,828	\$ 660,194	\$ 43,272,022
B1	101年度盈餘掛帳及分配	-	1,405,427	(1,405,427)	-	-	-	-	-
B5	提列法定盈餘公積	-	-	(6,870,195)	-	-	(6,870,195)	-	(6,870,195)
O1	本公司股東現金股利	-	-	-	-	-	-	(356,945)	(356,945)
D1	非控制權益現金股利	-	-	-	-	-	-	-	-
D1	102年度淨利	-	-	7,188,503	-	-	7,188,503	426,064	7,614,567
D3	102年度稅後其他綜合損益	-	-	1,282	(306)	-	1,055,802	28,909	1,084,711
D5	102年度綜合損益總額	-	-	7,189,785	(306)	-	8,244,305	454,973	8,699,278
I1	可轉換公司債轉換普通股	1,296	-	-	-	-	55,023	-	55,023
M5	取得子公司部分權益	-	-	(407,145)	-	-	(407,145)	-	(407,145)
N1	本公司發行人認股權	-	-	-	-	-	130,791	-	130,791
N1	員工認股權計劃下發行之普通股	20,239	-	-	-	-	200,396	-	200,396
O1	非控制權益增加數	-	-	-	-	-	5,769	147,850	153,619
Z1	102年12月31日餘額	3,292,887	3,220,044	21,102,720	(138,785)	(1,078)	43,970,772	906,072	44,876,844
B1	102年度盈餘掛帳及分配：	-	-	(732,443)	-	-	-	-	-
B5	提列法定盈餘公積	-	732,443	(732,443)	-	-	-	-	-
B5	本公司股東現金股利	-	-	(1,646,549)	-	-	(1,646,549)	-	(1,646,549)
O1	非控制權益現金股利	-	-	-	-	-	-	(424,316)	(424,316)
D1	103年度淨利	-	-	2,777,067	-	-	2,777,067	289,915	566,982
D3	103年度稅後其他綜合損益	-	-	2,953	(261)	-	2,367,570	46,314	2,413,884
D5	103年度綜合損益總額	-	-	280,020	(261)	-	2,644,607	336,229	2,980,866
N1	本公司發行人認股權	-	-	-	-	-	171,629	-	171,629
N1	員工認股權計劃下發行之普通股	20,061	-	-	-	-	192,918	-	192,918
M5	取得子公司部分權益	-	-	(10)	-	-	(10)	2	(8)
Z1	103年12月31日餘額	\$ 3,312,948	\$ 3,952,487	\$ 19,003,738	(\$ 2,226,093)	(\$ 1,339)	\$ 45,333,397	\$ 817,987	\$ 46,151,384



會計主管：劉詩堯



經理人：鍾依華



董事長：江朝瑞

後附之附註係本合併財務報告之一部分。

TPK Holding Co., Ltd.及子公司

合併現金流量表

民國 103 年及 102 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

代 碼		103 年度	102 年度
	營業活動之現金流量		
A10000	本年度稅前淨利	\$ 575,412	\$ 8,904,183
A20010	不影響現金流量之收益費損項目		
A20100	折舊費用	7,889,564	6,392,841
A20200	攤銷費用	163,581	167,718
A20300	呆帳費用（迴轉利益）	(3,120)	6,641
A20400	透過損益按公允價值衡量金融資產及負債之淨損失	137,447	-
A20900	財務成本	1,430,786	1,078,076
A21200	利息收入	(1,310,941)	(819,915)
A21900	員工認股權酬勞成本	171,629	130,791
A22300	採用權益法認列之關聯企業損失之份額	389,068	833,267
A22500	處分及報廢不動產、廠房及設備損失	29,207	71,666
A22800	處分無形資產利益	(89)	-
A23700	存貨跌價及呆滯損失（迴轉利益）	(928,179)	892,555
A23800	非金融資產減損損失	2,108,808	2,295,097
A29900	預付租賃款攤銷	23,196	20,085
A29900	迴轉負債準備	(386,677)	(22,684)
A30000	營業資產及負債之淨變動數		
A31130	應收票據增加	(29,106)	-
A31150	應收帳款減少	1,047,012	13,142,200
A31180	其他應收款減少（增加）	1,862,015	(3,655,668)
A31200	存貨減少	2,093,724	4,257,901
A31240	其他流動資產增加	(38,690)	(96,201)
A32150	應付票據及帳款增加（減少）	12,647	(10,220,231)
A32160	應付帳款－關係人增加（減少）	52,325	(1,673,509)
A32180	其他應付款減少	(400,207)	(167,499)
A32230	其他流動負債增加（減少）	50,433	(329,199)
A32200	短期負債準備減少	(51,997)	(5,030)
A32240	應計退休金負債減少	(1,580)	(693)
A33000	營運產生之現金流入	14,886,268	21,202,392
A33100	收取之利息	1,087,455	786,007
A33500	支付之所得稅	(1,562,193)	(3,462,203)
AAAA	營業活動之淨現金流入	<u>14,411,530</u>	<u>18,526,196</u>

（接次頁）

(承前頁)

代 碼		103 年度	102 年度
	投資活動之現金流量		
B00600	取得無活絡市場之債券投資	(\$ 7,477,769)	(\$ 5,978,727)
B01200	取得以成本衡量之金融資產	(150,000)	-
B02200	取得子公司股權之淨現金流出	-	(1,304,443)
B02700	購置不動產、廠房及設備	(3,688,691)	(5,709,564)
B02800	處分不動產、廠房及設備價款	8,899	45,170
B03700	存出保證金減少	34,450	36,946
B04500	購置無形資產	(112,903)	(65,795)
B04600	處分無形資產價款	6,139	7,839
B04800	其他資產增加	(1,696)	(6)
B07100	預付設備款增加	(9,585,529)	(14,745,759)
B07300	長期預付租金增加	(531,646)	(496,309)
BBBB	投資活動之淨現金流出	(<u>21,498,746</u>)	(<u>28,210,648</u>)
	籌資活動之現金流量		
C01300	償還公司債	(11,091,658)	-
C01600	舉借長期借款	3,511,367	8,335,812
C01700	償還長期借款	(4,071,928)	(6,186,989)
C03000	存入保證金增加(減少)	(25,615)	15,714
C00100	短期借款增加	10,509,340	28,965,087
C03800	其他應付款—關係人減少	(7,729)	(30,035)
C04300	其他負債減少	(2,991)	(10,555)
C04500	發放現金股利	(1,646,549)	(6,870,195)
C04800	員工執行認股權	192,918	200,396
C05600	支付之利息	(1,133,280)	(499,001)
C05800	非控制權益變動	(<u>424,324</u>)	<u>891</u>
CCCC	籌資活動之淨現金流入(出)	(<u>4,190,449</u>)	<u>23,921,125</u>
DDDD	匯率變動對現金及約當現金之影響	<u>2,517,895</u>	<u>824,771</u>
EEEE	本年度現金及約當現金增加(減少)數	(8,759,770)	15,061,444
E00100	年初現金及約當現金餘額	<u>38,299,393</u>	<u>23,237,949</u>
E00200	年底現金及約當現金餘額	<u>\$ 29,539,623</u>	<u>\$ 38,299,393</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：鍾依華



會計主管：劉詩亮



【附件六】



單位：美金元

期初未分配盈餘	630,778,131
因長期股權投資調整保留盈餘	1,350
精算損益列入保留盈餘	93,702
調整後未分配盈餘	630,873,183
本期淨利	9,826,462
本期可供分配盈餘	640,699,645
分派項目：	
-普通股現金股利-每股新台幣 0.5 元 (註 2 及 3)	(5,260,044)
期末未分配盈餘	635,439,601

註 1：擬配發董事酬勞 97,836

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 2015 年 1 月 31 日新台幣 31.5 元兌換 1 美元設算。

註 3：本次現金股利依本公司 2015 年 1 月 31 日流通在外股數 331,382,759 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、現金增資發行新股或員工認股權執行等，影響流通在外股份數量，致每股配息金額因此發生變動者，擬提請股東會授權董事會依本次股東會決議之分配盈餘總額，按配息基準日本公司實際流通在外之普通股股數，調整每股配息金額。

補充資料

每股現金股利 (新台幣元)	0.5
現金股利 (新台幣元)	165,691,380
現金股利 (美金元)	5,260,044

董事長：江朝瑞



經理人：鍾依華



會計主管：劉詩亮



Exhibit 6.

TPK Holding Co., Ltd.
PROFIT DISTRIBUTION TABLE
Year 2014

(Unit : \$US)

Unappropriated retained earnings of previous year	630,778,131
The adjustments to retained earnings due to long-term investments	1,350
The adjustments of cumulative actuarial gains and losses to Retained Earnings	<u>93,702</u>
Unappropriated retained earnings after adjustmens	630,873,183
2014 net profit after tax(Note1)	<u>9,826,462</u>
Distributable net profit	640,699,645
Distributable item :	
-Cash dividend to shareholders-NT\$ 0.5 per share (Notes 2 and 3)	<u>(5,260,044)</u>
The ending balance of unappropriated retained earnings	<u>635,439,601</u>

Note 1: Proposed distribution of directors' compensation 97,836

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: NTD31.5 on January 31, 2015.

Note 3: The amount of cash dividend is calculated based upon total issued shares outstanding (331,382,759 shares) on January 31, 2015. Furthermore, if the amount of cash dividend per share shall be changed due to increase in issued and outstanding shares of the Company as a result of the conversion of the overseas convertible bonds issued by the Company into ordinary shares by the bondholders, issuance of new shares for capital increase or the exercise of employee stock options by employees and so forth, it is proposed by the shareholders' meeting to authorize the Board of Directors to adjust the amount of cash dividend per share based on the gross amount of earnings resolved to be distributed by the shareholders' meeting and the actual number of outstanding ordinary shares of the Company on the record date.

Supplementary Data:

Cash dividend per share (NTD)	0.5
Cash dividends (NTD)	165,691,380
Cash dividends (USD)	5,260,044

Chairman: Chiang, Chao-Juei Executive: Chung, Yi-Hua Accounting Manager: Liu, Hsi-Liang

公司章程修訂前後條文對照表

修正條文	現行條文
修訂和重述章程大綱	
<p>第 3 條 公司設立之目的未受限制，公司有權從事未受《公司法》(2013 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。</p>	<p>第 3 條 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。</p>
<p>第 5 條 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》(2013 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。</p>	<p>第 5 條 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。</p>
章程	
<p>第 1.1 條 “<u>公開發行公司法令</u>”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之中華民國法律、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<u>證交所</u>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。</p> <p>“<u>法令</u>”指開曼群島《公司法》(2013 年修訂)。</p>	<p>第 1.1 條 “<u>公開發行公司法令</u>”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之中華民國法律、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<u>臺灣證券交易所股份有限公司</u>（以下簡稱「<u>證交所</u>」）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。</p> <p>“<u>法令</u>”指開曼群島《公司法》(2012 年修訂)。</p>
<p>第 10.7 條 <u>公司買回股份之相關事項應遵循中華民國證券法令及公開發行公司法令之規定辦理。</u></p>	<p>(新增)</p>

修正條文	現行條文
<p>第 11.3 條 (註：僅修正中譯文) 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<u>計畫</u>所載條件。</p>	<p>第 11.3 條 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<u>措施</u>所載條件。</p>
<p>第 13.2 條 (註：僅修正中譯文) 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<u>提出</u>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。</p>	<p>第 13.2 條 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<u>完成</u>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。</p>
<p>第 25.5 條 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。</p>	<p>第 25.5 條 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。<u>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。</u></p>
<p>第 26.1 條 (註：僅修正中譯文) 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。</p>	<p>第 26.1 條 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。<u>。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。</u></p>
<p>第 28.1 條 (註：僅修正中譯文) 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；</p>	<p>第 28.1 條 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；</p>

修正條文	現行條文
<p>(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；</p> <p>(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；</p> <p>(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；</p> <p>(f) 其<u>服務</u>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；</p> <p>(g) 其使用票據經拒絕往來尚未期滿；</p> <p>(h) 經股東會特別（重度）決議解任其董事職務；或</p> <p>(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。</p> <p><u>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。</u></p>	<p>(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；</p> <p>(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；</p> <p>(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；</p> <p>(f) 其<u>從事公職</u>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；</p> <p>(g) 其使用票據經拒絕往來尚未期滿；</p> <p>(h) 經股東會特別（重度）決議解任其董事職務；或</p> <p>(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。</p>
(刪除)	<p>第 28.2 條</p> <p><u>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。</u></p>

修正條文	現行條文
<p>第 28.2 條 <u>若董事在任期中轉讓股份超過選任當時持有公司股份數額二分之一時，當然解任。如董事於本條增訂前業已轉讓超過選任當時持有公司股份數額二分之一者，於本條增訂後新增轉讓一股（含）以上之股份時，當然解任，其解任毋須經股東會之同意立即生效。</u></p>	(新增)
<p>第 28.3 條 <u>若任何人於股東會（下稱「相關股東會」）經選任為董事（下稱「被選任董事」），而於下列期間轉讓股份超過選任當時持有公司股份數額二分之一時，其當選失其效力（縱其選任經相關股東會決議通過，同意選任該董事之決議應為無效）：</u> <u>(a) 於相關股東會後，被選任董事就任前；</u> <u>或</u> <u>(b) 於相關股東會召開前之停止股票過戶期間內。</u></p>	(新增)
<p>第 34.7 條 (註：僅修正中譯文) 任何股利或分派不得向公司要求加計利息。</p>	<p>第 34.7 條 任何股利或分派不得向公司要求加計利息。 <u>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。</u></p>
<p>第 34.8 條 (註：僅修正中譯文) <u>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。</u></p>	

修正條文	現行條文
<p>第 43 條 <u>股份於證交所上市期間，本公司之董事、獨立董事、薪酬委員會及審計委員會之資格條件、組成、選任、解任、職權行使及其他應遵行事項，應遵循適用於本公司之中華民國證券法令規定。</u></p>	<p>(新增)</p>

**Comparison Table of Amendments to
The Amended and Restated Memorandum and Articles of
Association of TPK Holding Co., Ltd.**

Proposed Amendments	Current Provisions
Amended and Restated Memorandum of Association	
<p>Article 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 (2013 Revision) or as the same may be revised from time to time, or any other law of the Cayman Islands.</p>	<p>Article 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.</p>
<p>Article 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 (2013 Revision) as amended and the Articles of Association, the Company shall have power to redeem or purchase any or all of such shares and to 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.</p>	<p>Article 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.</p>

Proposed Amendments	Current Provisions
Articles of Association	
<p>Article 1.1 "Statute" means the Companies Law (2013 Revision) of the Cayman Islands.</p>	<p>Article 1.1 "Statute" means the Companies Law (2012 Revision) of the Cayman Islands.</p>
<p>Article 10.7 <u>The repurchase of the Company's own Shares shall be in accordance with the applicable ROC securities laws and regulations and the Applicable Public Company Rules.</u></p>	<p>(Newly added)</p>
<p>Article 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.</p>	<p>Article 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. <u>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.</u></p>
<p>Article 28.1 In the event of any of the following events having occurred in relation to any Director, such Director shall be vacated automatically:</p> <ul style="list-style-type: none"> (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 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; 	<p>Article 28 In the event of any of the following events having occurred in relation to any Director, such Director shall be vacated automatically:</p> <ul style="list-style-type: none"> (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 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;

Proposed Amendments	Current Provisions
<p>(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</p> <p>(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;</p> <p>(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;</p> <p>(g) he is dishonoured for unlawful use of credit instruments, and the term of such sanction has not expired yet;</p> <p>(h) the Members resolve by a Supermajority Resolution that he should be removed as a Director; or</p> <p>(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</p>	<p>(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</p> <p>(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;</p> <p>(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;</p> <p>(g) he is dishonoured for unlawful use of credit instruments, and the term of such sanction has not expired yet;</p> <p>(h) the Members resolve by a Supermajority Resolution that he should be removed as a Director; or</p> <p>(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</p>

Proposed Amendments	Current Provisions
<p>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.</p> <p>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.</p>	<p>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.</p> <p>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.</p>
<p>Article 28.2</p> <p><u>If, during a Director's term of office, such Director transfers some or all of his Shares such that he holds less than one half of the total number of Shares which he held as at the date of the general meeting at which his appointment was approved, such Director shall be vacated from office automatically. For any Director who has, before the adoption of this Article 28.2, transferred more than one half of the Shares being held by him at the time he was elected, he shall, <i>ipso facto</i>, be removed automatically from the office of Director with immediate effect and in such case no approval from the Members shall be required if, on or after the date of the adoption of this Article 28.2, he further transfers one or more Shares.</u></p>	<p>(Newly added)</p>

Proposed Amendments	Current Provisions
<p>Article 28.3</p> <p><u>If any person is proposed for appointment as a Director (each such person a "proposed director") at a general meeting (the "relevant general meeting"), such proposed director's appointment shall not become effective (regardless of whether such appointment is purportedly approved at the relevant general meeting, and any resolution which purports to approve such appointment shall be invalid and ineffective), if the proposed director transfers more than one half of the total number of Shares which he holds (or held) at the time of the relevant general meeting, either:</u></p> <p>(a) <u>during the period after the relevant general meeting and prior to the commencement of such proposed director's term of office; or</u></p> <p>(b) <u>during the period when the Register of Members of the Company is closed for transfers of Shares, prior to the relevant general meeting.</u></p>	(Newly added)
<p>Article 43</p> <p><u>For so long as the Shares are listed on the TWSE, the qualifications, composition, appointment, removal, exercise of functions and other matters with respect to the Directors, Independent Directors, compensation committee and audit committee which are required to be followed by the Company shall comply with the applicable R.O.C. securities laws and regulations.</u></p>	(Newly added)

股東會議事規則修訂前後條文對照表

修訂後	修訂前
<p>3.2.1. <u>股東常會之召集</u>，應於三十日前或股東臨時會開會十五日前將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。<u>並於股東常會開會二十一日前或股東臨時會開會十五日前</u>，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。<u>股東會開會十五日前</u>，備妥當次股東會議事手冊及會議補充資料，供股東隨時索閱，並陳列於本公司及本公司所委任之專業股務代理機構，且應於股東會現場發放。</p>	<p>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，<u>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。</u>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。</p>
<p>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，(f)公司私募發行具股權性質之有價證券，及(g)<u>外國發行人募集與發行有價證券處理準則第六十條第二項準用發行人募集與發行有價證券處理準則第五十六條之一及第六十條之二</u>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。</p>	<p>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，<u>及(f)公司私募發行具股權性質之有價證券等</u>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。</p>
<p>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。<u>召開之地點及時間</u>，應充分考量獨立董事之意見。</p>	<p>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。</p>

<p>3.4.1. 本公司應於開會通知書載明受理股東報到時間、報到處地點，及其他應注意事項。</p>	<p>(新增)</p>
<p>3.4.2. 前項受理股東報到時間至少應於會議開始前三十分鐘辦理之；報到處應有明確標示，並派適足適任人員辦理之。</p>	<p>(新增)</p>
<p>3.4.3. 本公司應將議事手冊、年報、出席證、發言條、表決票及其他會議資料，交付予出席股東會之股東；有選舉董事者，應另附選舉票。</p>	<p>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。</p>
<p>3.4.4. 股東應憑出席證、出席簽到卡或其他出席證明出席股東會，<u>本公司對股東出席所憑依之證明文件不得任意增列要求提供其他證明文件</u>；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。</p>	<p>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。</p>
<p>3.4.5. 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。</p>	<p>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。</p>
<p>3.5. 股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人<u>或所指定之代理人因故不能行使代理職權時</u>，應由其他出席之董事互推一人代理之。</p>	<p>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<u>常務董事一人代理之</u>；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。</p>
<p>3.5.1. 董事會所召集之股東會，宜有董事會過半數之董事、至少一席獨立董事親自出席，及各類功能性委員會成員至少一人代表出席，並將出席情形記載於股東會議事錄。</p>	<p>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。</p>
<p>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。延後二次仍不足法定出席股份數時，由主席宣布流會。</p>	<p>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</p>

	時，由主席宣布流會。
3.10. <u>股東會之表決，應以股份為計算基準。</u>	(新增)
3.10.1. <u>股東會之決議，對無表決權股東之股份數，不算入已發行股份之總數。</u>	(新增)
3.10.2. <u>股東對於會議之事項，有自身利害關係致有害於本公司利益之虞時，不得加入表決，並不得代理他股東行使其表決權。</u>	(新增)
3.10.3. 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. 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。
3.10.4. 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。	3.10.1. 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。
3.11.4. 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後，由股東逐案進行投票表決，並於股東會召開後當日，將股東同意、反對及棄權之結果輸入公開資訊觀測站。	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。
3.17. 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。 <u>第三次修訂，並經2015年6月12日股東會通過。</u>	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。

Comparison Table of Amendments to the Rules of Shareholders’ Meeting Procedure Rules

Proposed Amendments	Current Provisions
<p>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, matters for discussion and election or discharge of directors via the Market Observation Post System in electronic form. 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. <u>Prior to fifteen days of the shareholders' meeting, the publication of a meeting handbook of the relevant shareholders' meeting and supplemental materials should be completed for shareholders' review from time to time, should be displayed at the Company and the stock transfer agent of the Company and should be distributed at shareholders' meeting.</u></p>	<p>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 (<u>including but not limited to</u> election or discharge of directors) via the Market Observation Post System in electronic form. <u>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.</u> 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.</p>
<p>3.2.3 <u>Matters relating to</u> (a) election or discharge of directors, (b) change of the <u>Amended and Restated Memorandum of Association and Articles of Association of the Company</u>, (c)(i) dissolution, merger, division, (ii) association of the Company, change in or termination of leasehold of the Company's business operation in full, consigned business</p>	<p>3.2.3 <u>Such issues including</u> (a) election or discharge of directors, (b) change in <u>TPK's Articles of Incorporation</u>, (c)(i) dissolution, merger, division, (ii) 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</p>

operation, execution of a contract to team up with another party in joint business operation, (iii) transfer of business operation or properties either in whole or in part, (iv) inward transfer of another's business operation or properties in full which has a significant impact upon the Company, (d) permission to directors for actions within the Company's business scope for themselves or for other firms, (e) 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), capitalizing all or part of retained earnings, legal reserve, or other funds defined in Article 35 of the Amended and Restated Memorandum of Association and Articles of Association of the Company by issuing new shares, (f) issuance of equity-oriented securities by the Company through private placement, and (g) matters set forth in Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers as applied mutatis mutandis under Paragraph 2 of Article 60 of the Regulations Governing the Offering and Issuance of Securities by Foreign Issuers, shall be expressly enumerated in the agenda of the shareholders' meeting and shall not be posed by means of occasional (extemporaneous) motions.

party in joint business operation, (iii) transfer of business operation or properties either in whole or in part, (iv) inward transfer of another's business operation or properties in full which has a significant impact upon the Company, (d) permission to directors for actions within the Company's business scope for themselves or for other firms, (e) 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), capitalizing all or part of retained earnings, legal reserve, or other funds defined in Article 35 of the Articles of Incorporation of our company by issuing new shares, or (f) 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.

3.4 A shareholders' meeting shall be convened in a location where the Company 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. The Company shall fully consider the opinion of independent directors when determining the time and location for convening the shareholders' meeting.

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.

<p><u>3.4.1</u> The Company shall expressly provide the time and location at which shareholders sign in for the shareholders' meeting and other important matters in the notice of the shareholders' meeting.</p>	<p>(newly added)</p>
<p><u>3.4.2</u> The shareholders' sign-in has to begin at least thirty minutes before the shareholders meeting begins. The sign-in location should be clearly marked and staffed by adequate and competent employees.</p>	<p>(newly added)</p>
<p><u>3.4.3</u> The Company 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.</p>	<p><u>3.4.1</u> 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.</p>
<p><u>3.4.4</u> A shareholder shall participate in a shareholders' meeting based on his or her participation certificate, sign-in card or other certificate for participation. <u>The Company shall not unreasonably request shareholders to provide additional identification documents other than the certificate presented by the shareholders attending the shareholders' meeting.</u> 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.</p>	<p><u>3.4.2</u> 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.</p>
<p><u>3.4.5</u> 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.</p>	<p><u>3.4.3</u> 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.</p>

<p>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 director to act in his/her place. In the event that the Chairman of the Board does not appoint a substitute, <u>or the substitute cannot discharge this duty for some reason, one</u> director shall be elected from among <u>those directors who are present</u> to act.</p>	<p>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 <u>managing</u> director to act in his/her place. <u>If there is no managing director, the Chairman of the Board shall appoint a director.</u> In the event that the Chairman of the Board does not appoint a substitute, one <u>managing director or a</u> director shall be elected from among <u>themselves</u> to act.</p>
<p>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, <u>at least one independent director, and at least one of all functional committee members. The attendance condition should be recorded in the minutes of the shareholders' meeting.</u></p>	<p>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.</p>
<p>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</p>	<p>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</p>

<p>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 <u>represent cannot reach the quorum</u> after two postponements, the chairperson shall announce that the meeting is aborted.</p>	<p>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 <u>attended by the shareholders who represent less than one-third of the total outstanding shares</u> after two postponements, the chairperson shall announce that the meeting is aborted.</p>
<p><u>3.10 The voting at shareholders' meeting shall be based on shares.</u></p>	<p>(Newly added)</p>
<p><u>3.10.1 For the resolutions of the shareholders' meeting, the number of shares of shareholders without voting rights is excluded from the total outstanding shares</u></p>	<p>(Newly added)</p>
<p><u>3.10.2 Shareholders are prohibited from voting on matters in the meeting that may damage the interest of the company due to their interests in the matters or and exercising the voting rights on behalf of other shareholders.</u></p>	<p>(Newly added)</p>
<p>3.10.3 The number of shares which are not entitled to exercise voting power under these Rules, <u>the Amended and Restated Memorandum of Association and Articles of Association of the Company</u>, or relevant laws and regulations shall not be counted into the number of voting powers of present shareholders.</p>	<p>3.10 The number of shares which are not entitled to exercise voting power under these Rules, <u>TPK's Articles</u>, or relevant laws and regulations shall not be counted into the number of voting powers of present shareholders.</p>
<p>3.10.4 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.</p>	<p>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.</p>

<p>3.11.4 Unless otherwise provided for in laws or <u>the Amended and Restated Memorandum of Association and Articles of Association of the Company</u>, matters 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. <u>On the same day after the shareholders' meeting is convened, the results of the shareholders' approval, opposition, and abstinence on the matters resolved in the shareholders' meeting shall be entered into the Market Observation Post System.</u></p>	<p>3.11.4 Unless otherwise provided for in laws or <u>TPK's Articles of Incorporation</u>, 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.</p>
<p>3.17 Any matters insufficiently provided for in these Regulations shall be in accordance with <u>relevant laws and regulations and the Amended and Restated Memorandum of Association and Articles of Association of the Company</u>. 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. <u>The third amendment was approved by the shareholders' meeting held on June 12, 2015.</u></p>	<p>3.17 Any matters insufficiently provided for in these Regulations shall be <u>subject to due handling</u> in accordance with laws and <u>ordinances concerned and TDK's Articles of Incorporation</u>. 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.</p>

董事選舉辦法(新)

1. 目的：為公平、公正、公開選任董事，爰依「上市上櫃公司治理實務守則」第二十一條及第四十一條規定訂定本辦法。
2. 範圍：本公司董事之選任，除法令或章程另有規定者外，應依本辦法辦理。
3. 作業程序：
 - 3.1. 本公司董事之選任，應考量董事會之整體配置。董事會成員組成應考量多元化，並就本身運作、營運型態及發展需求以擬訂適當之多元化方針，宜包括但不限於以下二大面向之標準：
 - 3.1.1. 基本條件與價值：性別、年齡、國籍及文化等。
 - 3.1.2. 專業知識技能：專業背景（如法律、會計、產業、財務、行銷或科技）、專業技能及產業經驗等。
 - 3.2. 董事會成員應普遍具備執行職務所必須之知識、技能及素養，其整體應具備之能力如下：
 - 3.2.1. 營運判斷能力。
 - 3.2.2. 會計及財務分析能力。
 - 3.2.3. 經營管理能力。
 - 3.2.4. 危機處理能力。
 - 3.2.5. 產業知識。
 - 3.2.6. 國際市場觀。
 - 3.2.7. 領導能力。
 - 3.2.8. 決策能力。
 - 3.3. 董事間應有超過半數之席次，不得具有配偶或二親等以內之親屬關係。
 - 3.4. 本公司董事會應依據績效評估之結果，考量調整董事會成員組成。
 - 3.5. 本公司獨立董事之資格，應符合「公開發行公司獨立董事設置及應遵循事項辦法」第二條、第三條以及第四條之規定。本公司獨立董事之選任，應符合「公開發行公司獨立董事設置及應遵循事項辦法」第五條、第六條以及第八條之規定，並應依據「上市上櫃公司治理實務守則」第二十四條規定辦理。
 - 3.6. 本公司獨立董事之選舉，應參照中華民國公司法第一百九十二條之一所規定之候選人提名制度程序為之，為審查獨立董事候選人之資格條件、學經歷背景及有無中華民國公司法第三十條所列各款情事等事項，不得任意增列其他資格條件之證明文件，並應將審查結果提供股東參考，俾選出適任之獨立董事。

- 3.7. 本公司董事之選舉應採用累積投票制，每一股份有與應選出董事人數相同之選舉權，得集中選舉一人，或分配選舉數人。
- 3.8. 董事會應製備與應選出董事人數相同之選舉票，並加填其權數，分發出席股東會之股東，選舉人之記名，得以在選舉票上所印出席證號碼代之。
- 3.9. 本公司董事依公司章程所定之名額，分別計算獨立董事及非獨立董事之選舉權，由所得選舉票代表選舉權數較多者分別依次當選，如有二人以上得權數相同而超過規定名額時，由得權數相同者抽籤決定，未出席者由主席代為抽籤。
- 3.10. 選舉開始前，應由主席指定具有股東身分之監票員；計票員各若干人，執行各項有關職務。投票箱由董事會製備之，於投票前由監票員當眾開驗。
- 3.11. 被選舉人如為股東身分者，選舉人須在選舉票被選舉人欄填明被選舉人戶名及股東戶號；如非股東身分者，應填明被選舉人姓名及身分證明文件編號。惟政府或法人股東為被選舉人時，選舉票之被選舉人戶名欄應填列該政府或法人名稱，亦得填列該政府或法人名稱及其代表人姓名；代表人有數人時，應分別加填代表人姓名。
- 3.12. 選舉票有左列情事之一者無效：
- 3.12.1. 不用董事會製備之選舉票者。
- 3.12.2. 以空白之選舉票投入投票箱者。
- 3.12.3. 字跡模糊無法辨認或經塗改者。
- 3.12.4. 所填被選舉人如為股東身分者，其戶名、股東戶號與股東名簿不符者；所填被選舉人如非股東身分者，其姓名、身分證明文件編號經核對不符者。
- 3.12.5. 除填被選舉人之戶名（姓名）或股東戶號（身分證明文件編號）及分配選舉權數外，夾寫其他文字者。
- 3.12.6. 所填被選舉人之姓名與其他股東相同而未填股東戶號或身分證明文件編號可資識別者。
- 3.12.7. 未按選舉票備註欄內之規定填寫者。
- 3.13. 投票完畢後當場開票，開票結果應由主席當場宣布，包含董事當選名單與其當選權數。
前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依章程第18.7條提起訴訟者，應保存至訴訟終結為止。
- 3.14. 當選董事由董事會分別發給當選通知書。
- 3.15. 本辦法由股東會通過後施行，修改時亦同。本辦法訂定後，如遇相關法令變更，本辦法應適時配合修正，並應依照法令經董事會及股東會決議通過。
本辦法經2015年6月12日股東會通過。

4. 管理重點：

- 4.1. 董事選舉是否依有關法令規定辦理。
- 4.2. 選舉結果應否當場開票，結果由主席宣布。
- 4.3. 本辦法是否由股東會通過。

5. 參考資料：

- 5.1. 上市上櫃公司治理實務守則。
- 5.2. 公開發行公司獨立董事設置及應遵循事項辦法。

6. 使用表單：無。

Rules for Election of Directors (New)

- 1. Purpose:** To ensure a just, fair and open election of directors, the Company adopts the Rules pursuant to Articles 21 and 41 of Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.
- 2. Scope:** Except as otherwise provided by laws and regulations or the Amended and Restated Memorandum of Association and Articles of Association of the Company, the election of directors of the Company should be conducted in accordance with the Rules.
- 3. Operating procedure:**
 - 3.1.** The overall composition of the Board of Directors shall be taken into consideration in the selection of directors of the Company. The composition of the Board of Directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the Company's business operation, operating dynamics, and development needs. It is advisable that the Rules include, but not be limited to, the following two general standards:
 - 3.1.1.** Basic requirements and values: Gender, age, nationality, and culture.
 - 3.1.2.** Professional knowledge and skills: Professional background (such as law, accounting, industry, finance, marketing, or technology), professional skills and industry experience.
 - 3.2.** Board members shall have the necessary knowledge, skills, and experience to perform their duties. The abilities that must be present in the Board as a whole are as follows:
 - 3.2.1.** The ability of making judgements about operations
 - 3.2.2.** The ability of accounting and financial analysis
 - 3.2.3.** The ability of business management
 - 3.2.4.** The ability of crisis management
 - 3.2.5.** Knowledge of the industry
 - 3.2.6.** An international market perspective
 - 3.2.7.** The ability of leadership
 - 3.2.8.** The ability of decision-making
 - 3.3.** More than half of the Directors shall be persons who have neither a spousal relationship nor a relationship within second degree of kinship with any other Director.
 - 3.4.** The Board of Directors of the Company shall consider adjusting its composition based on the results of performance evaluation.
 - 3.5.** The qualifications of independent directors of the Company shall comply with Articles 2, 3, and 4 of Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies. The election of independent directors of

the Company shall comply with Articles 5, 6, and 8 of Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies and shall be conducted in accordance with Article 24 of Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

- 3.6.** The election of independent directors of the Company should be conducted with the candidate nomination mechanism set forth in Article 192-1 of Company Act of the Republic of China. The Company may not arbitrarily request for additional certification documents evidencing other qualifications when reviewing the qualifications, education, experience, and conditions of the candidates of independent directors as listed in Article 30 of Company Act of the Republic of China. The Company must provide the results of the review to shareholders for their reference so that they can elect competent independent directors.
- 3.7.** Directors of the Company shall be elected pursuant to a cumulative voting mechanism. The number of votes presented by each share shall be the same as the number of directors to be elected and may be consolidated for election of one director candidate or may be split for election amongst multiple director candidates.
- 3.8.** The Board of Directors shall prepare ballots in number corresponding to the directors to be elected. The number of votes represented by each ballots shall be specified on the ballots, which shall then be distributed to attending shareholders at the shareholders' meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.
- 3.9.** The number of votes for independent directors and non-independent directors shall be calculated separately according to the number of directors set forth in the Amended and Restated Memorandum of Association and Articles of Association. The top candidates to whom the votes cast represent a prevailing number of votes relative to the other candidates should be elected sequentially. Where two or more candidates to whom the votes cast represent the same number of votes, and the number of directors is thus exceeded, these candidates shall draw lots to determine the winner, with the chairman drawing lots on behalf of any candidates not present at the shareholders' meeting.
- 3.10.** Before an election begins, the chairman should appoint a number of persons with shareholder status to perform their respective duties of vote monitoring and vote counting personnel. The ballot box shall be prepared by the Board of Directors and inspected before the public by vote monitoring personnel before voting commences.
- 3.11.** If the candidate is a shareholder, the voter shall fill the account name and the shareholder account number of the candidate in the "candidate" column of the ballot. If the candidate is not a shareholder, voters should fill the name and the identification number of the candidate in the "candidate" column of the ballot. Provided, however,

if the candidate is a government agency or juristic-person shareholder, the name of the government agency or juristic-person should be filled in the "account name of candidate" column of the ballot, or both the name of such the government agency or juristic-person and its representative may be filled in such column. Where there are multiple representatives, the name of each representative shall be filled in the said column.

3.12.A ballot is void under any of the following circumstances:

3.12.1. A ballot which was not prepared by the Board of Directors.

3.12.2. A blank ballot which was cast into the ballot box.

3.12.3. Illegible or altered handwriting.

3.12.4. If the candidate filled in is a shareholder, the account name or shareholder account number of the candidate filled in is inconsistent with the shareholder register; if the candidate filled in is not a shareholder, the name or the identification number of the candidate filled in is incorrect.

3.12.5. A ballot with other written characters in addition to the account name (name) or the account number (identification number) of the candidate and the number of votes cast for the candidate.

3.12.6. The name of the candidate filled in a ballot being the same as another shareholder's name but the respective shareholder's number (identification number) not being indicated to distinguish them.

3.13. The votes shall be counted on the spot immediately after the end of voting. The results of ballot counting should be declared by the chairman on-site, including the list of persons elected as directors and the number of votes with which they were elected.

The ballots for said election should be properly retained after they are sealed and signed-off by ballot monitoring personnel for at least one year. However, if any shareholder files a lawsuit in accordance with Article 18.7 of the Amended and Restated Memorandum of Association and Articles of Association of the Company, the ballots should be retained until the conclusion of the litigation.

3.14. The Board of Directors shall issue notification to the directors elected.

3.15. The Rules and any amendments hereto shall be implemented after being approved by the shareholders' meeting. In the event of any amendments to the relevant laws and regulations, the Rules shall be amended accordingly resolved by the Board of Directors and the shareholders' meeting in accordance with laws and regulations.

The Rules are approved by shareholders' meeting held on June 12, 2015.

4. Critical control points:

- 4.1. Whether the election of directors are conducted pursuant to relevant laws and regulations.
- 4.2. Whether the votes should be counted on the spot and the results of the voting should be declared by the chairman on-site.
- 4.3. Whether the Rules are approved by the shareholders' meeting.

5. Reference:

- 5.1. Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.
- 5.2. Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

6. Form used: None.

資金貸與他人作業辦法修訂前後條文對照表

修正條文	現行條文
<p>6.5 本公司與子公司或各子公司間之資金貸與，應提董事會決議，董事會得授權董事長對同一貸與對象於董事會決議之一定額度及不超過一年之期限內分次撥貸或循環動用。前項額度除 6.1.之規定外，本公司或子公司對單一企業之資金貸與之授權額度不得超過該公司最近期財務報表淨值 10%。管理單位得視借款人資金需求情形，一次或分次撥款，借款人亦得一次或分次償還，但借款餘額不得超過董事會核定之最高金額。</p>	<p>6.5 本公司與子公司或各子公司間之資金貸與，應提董事會決議，董事會得授權董事長對同一貸與對象於董事會決議之一定額度及不超過一年之期限內分次撥貸或循環動用。前項額度以不超過 6.1.之規定外，本公司或子公司對單一企業之資金貸與之授權額度不得超過該公司最近期財務報表淨值 10%。管理單位得視借款人資金需求情形，一次或分次撥款，借款人亦得一次或分次償還，但借款餘額不得超過董事會核定之最高金額。</p>
<p>6.6.借款到期借款人應即還清本息，若未即時清償，貸與公司應進行催討。</p>	<p>6.6.借款到期得經董事會核定予以展期，若未經董事會核定展期者，借款人應即還清本息，否則貸與公司應依法追償。</p>
<p>6.9.2.資金貸與金額達以下任一標準者，應於事實發生之即日起算二日內，輸入金融監督管理委員會指定之資訊申報網站。</p> <p>(1) 本公司及其子公司資金貸與他人之餘額達本公司最近期財務報表淨值百分之二十以上。</p> <p>(2) 本公司及其子公司對單一企業資金貸與餘額達本公司最近期財務報表淨值百分之十以上。</p> <p>(3) 本公司或其子公司新增貸與餘額達新臺幣一千萬元以上且達本公司最近期財務報表淨值百分之二以上。</p>	<p>6.9.2.資金貸與金額達以下任一標準者，應於事實發生之即日起算二日內，輸入金融監督管理委員會指定之資訊申報網站。</p> <p>(1) 本公司及其子公司資金貸與他人之餘額達該公開發行公司最近期財務報表淨值百分之二十以上。</p> <p>(2) 本公司及其子公司對單一企業資金貸與餘額達本公司最近期財務報表淨值百分之十以上。</p> <p>(3) 本公司或其子公司新增貸與餘額達新臺幣一千萬元以上且達本公司最近期財務報表淨值百分之二以上。</p>
<p>6.12.4.本辦法制定並經 2010 年 1 月 8 日第二次股東會通過後實施。</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 6 月 9 日股東會通過。</p> <p>第三次修訂，並經 2012 年 3 月 6 日第一次</p>	<p>6.12.4.本辦法制定並經 2010 年 1 月 8 日第二次股東會通過後實施。</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 6 月 9 日股東會通過。</p> <p>第三次修訂，並經 2012 年 3 月 6 日第一次</p>

修正條文	現行條文
<p>臨時股東會通過。</p> <p>第四次修訂，並經 2013 年 5 月 22 日股東會通過。</p> <p><u>第五次修訂，並經 2015 年 6 月 12 日股東會通過。</u></p>	<p>臨時股東會通過。</p> <p>第四次修訂，並經 2013 年 5 月 22 日股東會通過。</p>

Comparison Table of Amendments to the Regulations Governing Extending Loans to Others

Proposed Amendments	Current Provisions
<p>6.5 The loans extending by the Company to any of its Subsidiaries or between the Subsidiaries shall be submitted to the Board of Directors for approval and the Board of Directors may authorize the Chairman to make the lending to the same party within the range resolved by the Board of Directors and in installments or on a revolving basis within one year. <u>Other than</u> meeting the limit as set forth in Article 6.1, the amount of loans extending to one enterprise by the Company or any of its Subsidiaries shall not exceed 10% of the net worth shown on the most recent financial statements of such enterprise. Where the board of directors officially resolves a proposal of a loan case, the Financial Department may appropriate the loan either in one package or in installments and the borrower may repay the loan either in one package or in installments as the actual requirements may justify. In any and all circumstances, nevertheless, the balance of the loan shall not exceed the maximum approved by the board of directors.</p>	<p>6.5 The loans extending by the Company to any of its Subsidiaries or between the Subsidiaries shall be submitted to the Board of Directors for approval and the Board of Directors may authorize the Chairman to make the lending to the same party within the range resolved by the Board of Directors and in installments or on a revolving basis within one year. <u>In addition to</u> meeting the limit as set forth in Article 6.1, the amount of loans extending to one enterprise by the Company or any of its Subsidiaries shall not exceed 10% of the net worth shown on the most recent financial statements of such enterprise. Where the board of directors officially resolves a proposal of a loan case, the Financial Department may appropriate the loan either in one package or in installments and the borrower may repay the loan either in one package or in installments as the actual requirements may justify. In any and all circumstances, nevertheless, the balance of the loan shall not exceed the maximum approved by the board of directors.</p>
<p>6.6 Once the loan is due, <u>the borrower shall pay the principal and interest immediately.</u> If the balance is not paid when it is due, <u>the lender shall collect the claim.</u></p>	<p>6.6 The due date for repayment of the loan may be extended if approved by the board of directors. If <u>the application for extension is disapproved by the board of directors, the borrower shall repay the principal and the interest forthwith upon expiry, otherwise</u> the companies that extend loans shall duly claim for indemnification according to law.</p>

Proposed Amendments	Current Provisions
<p>6.9.2 In the event that the loans extended to others meet one of the following levels, the Company shall enter the data to the information reporting website designated by the Financial Supervisory Commission (FSC) within two days immediately from the Date of Occurrence:</p> <p>(1)The aggregate balance of loans to others by the Company and its Subsidiaries reaches 20 percent or more of <u>the Company's</u> net worth as stated in its latest financial statement.</p> <p>(2)The balance of loans by the Company and its Subsidiaries to a single enterprise reaches 10 percent or more of the Company's net worth as stated in its latest financial statement.</p> <p>(3) The amount of new loans by the Company or its Subsidiaries reaches NT\$10 million or more, and reaches 2 percent or more of the Company's net worth as stated in its latest financial statement.</p>	<p>6.9.2 In the event that the loans extended to others meet one of the following levels, the Company shall enter the data to the information reporting website designated by the Financial Supervisory Commission (FSC) within two days immediately from the Date of Occurrence:</p> <p>(1)The aggregate balance of loans to others by the Company and its Subsidiaries reaches 20 percent or more of that <u>public company's</u> net worth as stated in its latest financial statement.</p> <p>(2)The balance of loans by the Company and its Subsidiaries to a single enterprise reaches 10 percent or more of the Company's net worth as stated in its latest financial statement.</p> <p>(3) The amount of new loans by the Company or its Subsidiaries reaches NT\$10 million or more, and reaches 2 percent or more of the Company's net worth as stated in its latest financial statement.</p>
<p>6.12.4 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 extraordinary shareholders' meeting held on March 6, 2012.</p> <p>The fourth amendment was approved by the shareholders' meeting held on May 22, 2013.</p> <p><u>The fifth amendment was approved by the shareholders' meeting held on June 12, 2015.</u></p>	<p>6.12.4 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 extraordinary shareholders' meeting held on March 6, 2012.</p> <p>The fourth amendment was approved by the shareholders' meeting held on May 22, 2013.</p>

背書保證處理辦法修訂前後條文對照表

修正條文	現行條文
<p>2.1.5.基於承攬工程需要之同業間或共同起造人間依合約規定互保，或因共同投資關係由全體出資股東依其持股比率對被投資公司背書保證，或同業間依消費者保護法規範從事預售屋銷售合約之履約保證連帶擔保者，不受上開背書保證對象之限制，得為背書保證。前項所稱出資，係指<u>本公司</u>直接出資或透過持有表決權股份百分之百之公司出資。</p>	<p>2.1.5.基於承攬工程需要之同業間或共同起造人間依合約規定互保，或因共同投資關係由全體出資股東依其持股比率對被投資公司背書保證，或同業間依消費者保護法規範從事預售屋銷售合約之履約保證連帶擔保者，不受上開背書保證對象之限制，得為背書保證。前項所稱出資，係指<u>公開發行公司</u>直接出資或透過持有表決權股份百分之百之公司出資。</p>
<p>2.2.1. (3) 為本公司及子公司融資之目的而另開立票據予非金融事業作擔保者。</p>	<p>2.2.1. (3) 為本公司融資之目的而另開立票據予非金融事業作擔保者。</p>
<p>2.2.2 關稅背書保證：係指為本公司及子公司<u>或他公司</u>有關關稅事項所為之背書或保證。</p>	<p>2.2.2 關稅背書保證：係指為本公司<u>或他公司</u>有關關稅事項所為之背書或保證。</p>
<p>4.1.1.與本公司及子公司有業務往來之公司，個別背書保證金額不得超過雙方於背書保證前十二個月期間內之業務往來總金額（所稱業務往來金額，係指雙方間進貨或銷貨金額孰高者）。</p>	<p>4.1.1.與本公司<u>或</u>子公司有業務往來之公司，個別背書保證金額不得超過雙方於背書保證前十二個月期間內之業務往來總金額（所稱業務往來金額，係指雙方間進貨或銷貨金額孰高者）。</p>
<p>4.1.2.本公司及子公司背書保證額度</p> <p>(1) <u>本公司</u>背書保證之總額不得超過本公司淨值之百分之五十，對單一企業背書保證金額不得超過前述總額之二分之一。</p> <p>(2) <u>子公司</u>得為背書保證之總額及對單一企業背書保證之金額與本公司相同。</p> <p>(3) <u>本公司及子公司</u>整體背書保證之總額不得超過本公司淨值之百分之五十，對單一企業背書保證金額不得超過前述總額之二分之一。</p>	<p>4.1.2.本公司<u>或</u>子公司背書保證之總額不得超過公司淨值之百分之五十，對單一企業背書保證金額不得超過前述總額之二分之一。</p>

修正條文	現行條文
4.1.3.背書保證對象若為淨值低於實收資本額二分之一之子公司，應提董事會同意後始得對子公司進行背書保證。子公司股票無面額或每股面額非屬新臺幣十元者，其實收資本額，應以股本加計資本公積-發行溢價之合計數為之。	4.1.4.背書保證對象若為淨值低於實收資本額二分之一之子公司，應提董事會同意後始得對子公司進行背書保證。子公司股票無面額或每股面額非屬新臺幣十元者，其實收資本額，應以股本加計資本公積-發行溢價之合計數為之。
4.1.4.本公司及子公司整體得為背書保證之總額達本公司淨值百分之五十以上者，應於股東會說明背書保證之必要性及合理性。	4.1.5.本公司及子公司整體得為背書保證之總額達本公司淨值百分之五十以上者，應於股東會說明背書保證之必要性及合理性。
4.1.5.本公司辦理背書保證，除 4.1.6 項之情況外，應經董事會決議同意後為之。	4.1.6.本公司辦理背書保證，除 4.1.7 項之情況外，應經董事會決議同意後為之。
4.1.6.董事會授權董事長決行之限額以不逾本條 4.1.2 項各款背書保證限額之百分之五十為限，事後應再報經最近期之董事會追認之。	4.1.7.董事會授權董事長決行之限額以不逾本條 4.1.2 項各款背書保證限額之百分之五十為限，事後應再報經最近期之董事會追認之。
4.2.5.本公司及子公司因情事變更，致背書保證對象不符本準則規定或金額超限時，應訂定改善計畫，將相關改善計畫送審計委員會，並依計畫時程完成改善。	4.2.5.本公司或子公司因情事變更，致背書保證對象不符本準則規定或金額超限時，應訂定改善計畫，將相關改善計畫送審計委員會，並依計畫時程完成改善。
4.4.2.(4) 本公司及子公司新增背書保證金額達新臺幣三千萬元以上且達本公司最近期財務報表淨值百分之五以上。	4.4.2. (4) 本公司或其子公司新增背書保證金額達新臺幣三千萬元以上且達該公司最近期財務報表淨值百分之五以上。
4.5.4.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 2013 年 5 月 22 日股東會通過。 第四次修訂，並經 2015 年 6 月 12 日股東會通過。	4.5.4.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 2013 年 5 月 22 日股東會通過。

**Comparison Table of Amendments to the Regulations Governing Granting
Endorsements or Guarantees to Others**

Proposed Amendments	Current Provisions
<p>2.1.5 Where TPK is in mutual guarantee as required under the contract with a fellow company or joint constructors as required to undertake projects, or where, as one of the investing shareholders, TPK grants endorsements/guarantees to a company invested by it in proportion to its shareholding in such company under a joint investment relationship, or where, fellow companies provide among themselves joint and several security for a performance guarantee of a sales contract for pre-construction homes pursuant to the Consumer Protection Act for each other, TPK may grant endorsements/guarantees and may be free of the aforementioned restriction upon the target beneficiaries of endorsements/guarantees. The term "investment" refers to a capital injection directly by <u>TPK</u> or indirectly through a company, which the public company holds 100% of voting shares.</p>	<p>2.1.5 Where TPK is in mutual guarantee as required under the contract with a fellow company or joint constructors as required to undertake projects, or where, as one of the investing shareholders, TPK grants endorsements/guarantees to a company invested by it in proportion to its shareholding in such company under a joint investment relationship, or where, fellow companies provide among themselves joint and several security for a performance guarantee of a sales contract for pre-construction homes pursuant to the Consumer Protection Act for each other, TPK may grant endorsements/guarantees and may be free of the aforementioned restriction upon the target beneficiaries of endorsements/guarantees. The term "investment" refers to a capital injection directly by a <u>public company</u> or indirectly through a company which the public company holds 100% of voting shares</p>
<p>2.2.1 (3) Issuance of a separate negotiable instrument to a non-financial enterprise as security to meet the financing needs of <u>TPK</u> itself <u>and its subsidiaries</u>.</p>	<p>2.2.1 (3) Issuance of a separate negotiable instrument to a non-financial enterprise as security to meet the financing needs of the <u>company</u> itself.</p>
<p>2.2.2 Customs duty endorsement/guarantee, meaning an endorsement or guarantee for <u>TPK</u> itself <u>and its subsidiaries</u> or another company with respect to customs duty matters.</p>	<p>2.2.2 Customs duty endorsement/guarantee, meaning an endorsement or guarantee for the <u>company</u> itself or another company with respect to customs duty matters.</p>

Proposed Amendments	Current Provisions
<p>4.1.1 The total amount of endorsements/guarantees of an individual company which is in business transaction with TPK <u>and</u> its subsidiaries shall not exceed the total amount of business transaction by and between the two firms in the twelve months preceding the endorsements/guarantees (The term “amount of business transaction” as set forth herein denotes the input transaction or output transaction by and between both firms, whichever is higher).</p>	<p>4.1.1 The total amount of endorsements/guarantees of an individual company which is in business transaction with TPK <u>or</u> its subsidiaries shall not exceed the total amount of business transaction by and between the two firms in the twelve months preceding the endorsements/guarantees (The term “amount of business transaction” as set forth herein denotes the input transaction or output transaction by and between both firms, whichever is higher).</p>
<p>4.1.2 <u>The total amount of endorsements/guarantees provided by TPK and its subsidiary</u></p> <p>(1) <u>The total amount of endorsements/guarantees provided by TPK shall not exceed 50% of its net worth, and the amount of endorsements/guarantees provided to a single enterprise by TPK shall not exceed 50% of the said total amount.</u></p> <p>(2) <u>The total amount of endorsement/guarantee and the amount of endorsement/guarantee for a single corporation provided by the subsidiaries of TPK is identical to TPK.</u></p> <p>(3) <u>The total amount of endorsements/guarantees provided by TPK and its subsidiaries shall not exceed 50% of the net worth of TPK, and the amount of endorsements/guarantees provided to a single enterprise shall not exceed 50% of the said total amount.</u></p>	<p>4.1.2 The total amount of endorsements/guarantees provided by TPK <u>or its subsidiary</u> shall not exceed 50% of the net worth of TPK <u>or its subsidiary</u>, and the amount of endorsements/guarantees provided to a single enterprise shall not exceed 50% of the said total amount.</p>
<p>4.1.3 The endorsement/guarantee provided by TPK to a subsidiary whose net worth is lower than half of its paid-in capital shall be subject to the approval of the Board of Directors. In</p>	<p>4.1.4 The endorsement/guarantee provided by TPK to a subsidiary whose net worth is lower than half of its paid-in capital shall be subject to the approval of the Board of Directors. In</p>

Proposed Amendments	Current Provisions
the case of a subsidiary with shares having no par value or a par value other than NT\$10, its paid-in capital shall be the sum of the share capital plus capital reserve in excess of issuance premium.	the case of a subsidiary with shares having no par value or a par value other than NT\$10, its paid-in capital shall be the sum of the share capital plus capital reserve in excess of issuance premium.
4.1.4 If the total amount of endorsements/guarantees by TPK and its subsidiaries on a consolidated basis exceeds 50% of the net worth of TPK, the indispensability and reasonableness of these endorsements/guarantees shall be reported to the shareholders' meeting.	4.1.5 If the total amount of endorsements/guarantees by TPK and its subsidiaries on a consolidated basis exceeds 50% of the net worth of TPK, the indispensability and reasonableness of these endorsements/guarantees shall be reported to the shareholders' meeting.
4.1.5. Except for the circumstance under Article 4.1.6, any endorsement/guarantee provided by TPK is subject to the approval of the Board of Directors.	4.1.6 Except for the circumstance under Article 4.1.7, any endorsement/guarantee provided by TPK is subject to the approval of the Board of Directors.
4.1.6 The Chairman is authorized by the Board of Directors to grant endorsement/guarantee within 50% of the respective limit set forth in all sub-paragraphs of Article 4.1.2 and the most recent meeting of the Board of Directors afterwards shall recognize such endorsement/guarantee.	4.1.7 The Chairman is authorized by the Board of Directors to grant endorsement/guarantee within 50% of the respective limit set forth in all sub-paragraphs of Article 4.1.2 and the most recent meeting of the Board of Directors afterwards shall recognize such endorsement/guarantee.
4.2.5 In case of a change in circumstances, which causes the target endorsements/guarantees beneficiaries or amounts to go beyond the specified limits for TPK <u>and</u> its subsidiaries, a plan for corrective action shall be worked out and submitted to the Audit Committee. The corrective action shall be duly completed within the specified time limit.	4.2.5 In case of a change in circumstances, which causes the target endorsements/guarantees beneficiaries or amounts to go beyond the specified limits for TPK <u>or</u> its subsidiaries, a plan for corrective action shall be worked out and submitted to the Audit Committee. The corrective action shall be duly completed within the specified time limit.
4.4.2 (4) The additional endorsement/guarantee provided by TPK <u>and</u> its subsidiaries is NT\$30 million or more and reaches 5 percent or more of TPK's net worth as stated in its latest financial statement.	4.4.2 (4) The additional endorsement/guarantee provided by TPK <u>or</u> its subsidiaries is NT\$30 million or more and reaches 5 percent or more of TPK's net worth as stated in its latest financial statement.

Proposed Amendments	Current Provisions
<p>4.5.4 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 22, 2013.</p> <p><u>The fourth amendment was approved by the shareholders' meeting held on June 12, 2015.</u></p>	<p>4.5.4 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 22, 2013.</p>

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。

- 頁面其餘部分有意空白 -

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)公司私募發行之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，除公開發行公司法令另有規定外，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令要求之範圍內，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令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令之規定。
- 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。

- 頁面其餘部分有意空白 -

**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.

Remainder of Page Intentionally Left Blank –

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.

– Remainder of Page Intentionally Left Blank –

TPK Holding Co., Ltd. 股東會議事規則

1. 目的:

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

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

董事選舉辦法（舊）

1. 目的：本公司董事之選舉，除法令或章程另有規定者外，依本辦法之規定辦理。
2. 範圍：
3. 作業程序：
 - 3.1. 本公司董事之選舉採單記名累積投票制。
 - 3.2. 本公司依章程設獨立董事時，獨立董事與非獨立董事應一併進行選舉，分別計算當選名額。獨立董事之選任，均依相關法令之規定辦理。
 - 3.3. 本公司董事之選舉，如有二人以上得權相同時，由得權相同者抽籤決定之，未出席者由主席代為抽籤。
 - 3.4. 選舉開始前應由主席指定監票員及記票員若干人，執行各有關任務。選舉用之投票櫃（箱）由本公司備製，並應於投票前由監票員當眾開驗，但監票人員應具有股東身分。
 - 3.5. 選舉票由董事會製備，選舉人之記名得以在選票上所印出席證號碼代之，並加填其權數。
 - 3.6. 被選舉人如為股東身分者，選舉人在選舉票「被選舉人」欄須填明被選舉人戶名及被選舉人股東戶號；如非股東身分者，應填明被選舉人姓名及身分證明文件編號。
 - 3.7. 前項被選舉人如為法人股東時，應書明法人名稱，其為法人之代表人時，應同時書明法人之名稱及代表人之姓名，代表人有數人時，應分別填列該法人名稱及代表人姓名。
 - 3.8. 選舉票有下列情形之一者無效：
 - 3.8.1. 不用第3.5條規定之選票者。
 - 3.8.2. 所填被選舉人數超過應選名額者。
 - 3.8.3. 除被選舉人姓名（戶名）、戶號或身分證明文件編號及分配選舉權數外，夾寫其他文字者。
 - 3.8.4. 字跡模糊無法辨認或經塗改者。

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

3.8.6. 未經選舉人填寫之空白選舉票。

3.8.7. 未經投入票櫃（箱）之選舉票。

3.8.8. 選舉人所投之選舉權數總和超過其所持有之選舉權數總和者。

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

3.9. 投票完畢後當場開票，其結果由主席宣佈之。

3.10. 當選董事由董事會分別發給當選通知書。

3.11. 本辦法由股東會通過後施行，修改時亦同。本辦法訂定後，如遇相關法令變更，本辦法應適時配合修正，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。

4. 管理重點：

4.1. 董事選舉是否依有關法令規定辦理。

4.2. 選舉結果應否當場開票，結果由主席宣布。

4.3. 本辦法是否由股東會通過。

5. 參考資料：

5.1. 公開發行公司獨立董事設置及應遵循事項辦法。

6. 使用表單：無

Rules for Election of Directors

- 1. Purpose:** The directors of the Company shall be elected in accordance with these rules, unless otherwise provided by laws, regulations or the Memorandum and Articles of Association of the Company.
- 2. Scope:**
- 3. Procedure:**
 - 3.1** The election for the directors of the Company shall adopt the open-ballot, cumulative voting method.
 - 3.2** If the Company has independent directors in accordance with its Memorandum and Articles of Association, the election of independent directors and non-independent directors shall be held together; provided, however, that the number of independent directors and non-independent directors elected shall be calculated separately. The election of independent directors shall be in accordance with applicable laws and regulations.
 - 3.3** If two or more persons acquire the same number of votes, such persons acquiring the same votes shall draw lots to decide who should win the seats available, and the Chairman shall draw lots on behalf of the candidate who is not present.
 - 3.4** At the beginning of the election, the Chairman shall appoint several persons each to check and record the ballots. The ballot box used for voting shall be prepared by the Company and checked in public by the person to check the ballots before voting. The persons to check the ballots shall be appointed from among the shareholders.
 - 3.5** The ballots shall be prepared by the board of directors. The names of the candidates may be represented by numbers of their attendance card printed on the ballots and the voting right shall be indicated.
 - 3.6** If the candidate is a shareholder of the Company, voters shall fill in the "candidate" column the candidate's name and shareholder's number. If the candidate is not a shareholder of the Company, voters shall fill in the "candidate" column the candidate's name and the candidate's ID number.
 - 3.7** If the candidate under the previous paragraph is a corporate shareholder, the name of the corporation shall be filled in. If the candidate is a representative of the corporation, the name of the corporation and the name of the representative shall both be filled in. If there are several representatives, the name of the corporation and the names of the representatives shall be filled in separately.
 - 3.8** Ballots shall be deemed void under the following conditions:
 - 3.8.1** Failure to use the ballot prepared under Article 3.5.
 - 3.8.2** Number of candidates filled in the ballot exceeds the number of the seats to be elected.
 - 3.8.3** Ballots with other written characters in addition to candidate's name, shareholder's number, ID number and the number of votes allocated for the candidate.
 - 3.8.4** Illegible writing or alteration.
 - 3.8.5** If the candidate is a shareholder of the Company, the name or shareholder's number of the candidate filled in the ballot inconsistent with the shareholders' register. If the candidate is not a shareholder of the Company, the name or ID number of the candidate filled in the ballot is incorrect.

- 3.8.6 Blank ballot not completed by the voter.
- 3.8.7 Ballot not placed in the voting cabinet (box).
- 3.8.8 The total votes cast by the voter exceeding the total voting rights of such voter.
- 3.8.9 The name of the candidates filled in the ballots being the same as that of another candidate and the respective shareholder's numbers or ID numbers not being indicated to distinguish them.
- 3.9 The ballots should be calculated during the meeting right after the vote casting and the results of the election should be announced by the Chairman at the meeting.
- 3.10 The elected directors will be issued an election notice by the board of directors.

These rules shall be implemented after approval by the shareholders meeting. The same shall be applicable to any amendment hereto. In case of any change of applicable laws or regulations after the establishment of these rules, these rules shall be amended accordingly and timely and shall be approved by board resolution and shareholders resolution.

These rules were taken into effect upon the resolution was made in the first shareholders meeting held on January 8, 2010.

The first amendment of these rules was made on April 13, 2010 upon the approval of shareholders meeting.

4. Highlights of management:

- 4.1 Whether the directors are elected in accordance with applicable laws and regulations.
- 4.2 Whether the ballots are calculated during the meeting right after the vote casting and the results of the election is announced by the Chairman at the meeting.
- 4.3 Whether these rules are resolved by the shareholders meeting.

5. Reference:

- 5.1 Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

6. Forms Used: None

資金貸與他人作業辦法

1、目的：

凡本公司及子公司資金貸與他人時，有關貸與之作業程序，均應依本辦法之規定辦理。本辦法如有未盡事宜，悉依相關法律規定辦理之。

2、範圍：

資金除有下列各款情形外，不得貸與股東或任何他人：

2.1. 公司間或與行號間業務往來者。

2.2. 公司間或與行號間有短期融通資金之必要者。

前項所稱短期，係指一年。但公司之營業週期長於一年者，以營業週期為準。

2.3. 本公司直接及間接持有表決權股份百分之百之國外公司間，得從事資金貸與。

3、定義：

3.1. 本公司：係指 TPK Holding Co., Ltd. (TPKH)

3.2. 子公司及母公司：依證券發行人財務報告編製準則之規定認定之。

3.3. 淨值：公開發行公司財務報告係以國際財務報導準則編製者，本辦法所稱之淨值，係指證券發行人財務報告編製準則規定之資產負債表歸屬於母公司業主之權益。

4、適用範圍：

TPK Holding 及其子公司

5、管理單位：

TPKH 財務部門

6、作業程序：

6.1. 本公司及子公司資金貸與他人額度之限制：

6.1.1. 資金貸與他人之總額以本公司淨值百分之五十為限，其中貸與有短期融通資金必要者之總金額以本公司淨值百分之四十為限。

6.1.2. 個別公司資金貸與他人之總額以貸與公司淨值百分之五十為限，其中貸與有短期融通資金必要者之總金額以貸與公司淨值百分之四十為限。

6.1.3. 資金貸與個別對象之限額，

(1) 本公司或子公司資金貸業務往來者，貸與金額以不超過雙方間業務往來金額為限。所稱業務往來係指一年內雙方銷貨或進貨孰高者。

(2) 貸與有短期融通資金需要者，以貸與公司淨值百分之四十為限。

6.1.4. 本公司直接及間接持有表決權股份百分之百之國外子公司間，

(1) 因業務往來者：資金貸與總額不得超過貸與公司淨值百分之五十；資金貸與個別對象限額依 6.1.3.第一款辦理。

(2) 因短期融通資金需求者：資金貸與總額不得超過本公司淨值百分之百為限，個別對象貸與限額不得超過本公司淨值之五十為限。

6.2. 本公司因短期融通資金必要而從事資金貸與者，以下列情形為限：

6.2.1. 本公司採權益法評價之被投資公司因償還銀行借款、購置設備或營業週轉需要者。

6.2.2. 本公司非採權益法評價之被投資公司或本公司之關係企業因償還銀行借款、購置設備或營業週轉需要者。

6.2.3. 本公司之從屬公司因轉投資需要，且該轉投資事業與本公司所營業務相關，有助本公司未來業務發展者。

上述所稱關係企業及從屬公司依公司法所稱之公司為準據。

6.3. 本公司及子公司資金貸與他人時，應就借款人之借款用途、擔保條件、資金貸與他人之必要性及合理性、貸與對象之徵信及風險評估、及對本公司營運風險、財務狀況、股東權益之影響及應否取得擔保品及擔保品之價值評估等，先作詳細之調查與評估後，擬訂貸與之最高金額、期限及計息方式，報請董事會決議後據以辦理撥款。

6.4. 資金貸與年限及計息方式

6.4.1. 本公司及子公司因業務往來之資金貸與期限最長以三年為限；因短期融通資金需要之資金貸與以一年為限，惟公司之營業週期長於一年者，以營業週期為準。

6.4.2. 本公司直接及間接持有表決權股份百分之百之國外公司間資金貸與期限最長以三年為限，不受 6.4.1 限制。

6.4.3. 資金貸與利率不得低於一般金融業放款之最低利率。

6.5. 本公司與子公司或各子公司間之資金貸與，應提董事會決議，董事會得授權董事長對同一貸與對象於董事會決議之一定額度及不超過一年之期限內分次撥貸或循環動用。前項額度以不超過 6.1.之規定外，本公司或子公司對單一企業之資金

貸與之授權額度不得超過該公司最近期財務報表淨值 10%。管理單位得視借款人資金需求情形，一次或分次撥款，借款人亦得一次或分次償還，但借款餘額不得超過董事會核定之最高金額。

6.6. 借款到期得經董事會核定予以展期，若未經董事會核定展期者，借款人應即還清本息，否則貸與公司應依法追償。

6.7. 如有發生逾期且經催討仍無法收回之債權時，財務單位應即通知法務單位對債務人採進一步追索行動，以確保公司權益。

6.8. 本公司及子公司辦理資金貸與事項，應建立備查檔案，就資金貸與之對象、金額、董事會通過日期、資金貸放日期及依規定應審慎評估之事項詳予登載備查。

本公司及子公司應評估資金貸與情形並提列適足之備抵壞帳，且於財務報表中適當揭露有關資訊，並提供相關資料予簽證會計師執行必要之查核程序。

6.9. 公告申報

6.9.1. 各子公司應於每月五日前將上月份資金貸與餘額及相關資訊提報本公司，本公司彙總前述資訊後與每月十日前將資金貸與資訊輸入指定之資訊申報網站。

6.9.2. 資金貸與金額達以下任一標準者，應於事實發生之日起算二日內，輸入金融監督管理委員會指定之資訊申報網站。

(1) 本公司及其子公司資金貸與他人之餘額達該公開發行公司最近期財務報表淨值百分之二十以上。

(2) 本公司及其子公司對單一企業資金貸與餘額達該本公司最近期財務報表淨值百分之十以上。

(3) 本公司或其子公司新增資金貸與金額達新臺幣一千萬元以上且達本公司最近期財務報表淨值百分之二以上。

6.10. 本準則所稱事實發生日，係指交易簽約日、付款日、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。

6.11. 權責：

6.11.1. 本公司內部稽核人員應至少每季稽核資金貸與他人作業執行情形，並作成書面記錄，如發現違規情事，應即予糾正。違規情節重大時，應即以書面通知審計委員會，並依本公司人事管理規定，懲處相關違規人員。

6.11.2.本公司或子公司因情事變更，致貸與對象不符本辦法或法令規定或餘額超限時，應訂定改善計劃，並將相關改善計劃送審計委員會，並依計畫時程完成改善。

6.11.3.本公司對子公司資金貸與他人之控管程序：

- (1) 本作業程序適用於本公司及各子公司，各子公司若擬將資金貸與他人時，應依本作業辦法進行資金貸與。
- (2) 子公司應於每月五日前編製「資金貸與備查簿」，送本公司核閱。
- (3) 子公司內部稽核人員如發現重大違規情事，應即以書面通知本公司，本公司應瞭解其處理及跟催後續改善情形。若子公司未設立稽核單位，則由母公司稽核單位依法令規定執行之。

6.12. 實施與修訂：

6.12.1. 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。

6.12.2. 本公司已設置獨立董事者，依前項規定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，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。

6.12.3. 本公司已設置審計委員會者，訂定或修正本處理程序，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。

6.12.4. 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 3 月 6 日第一次臨時股東會通過。
第四次修訂，並經 2013 年 5 月 22 日股東會通過。

7、管理重點：

- 7.1. 資金貸予是否經董事會通過。
- 7.2. 資金貸予他人作業辦法是否經董事會通過。
- 7.3. 是否依規定製作資金貸與備查簿。

7.4. 是否督促子公司依規定訂定資金貸予他人作業辦法。

8、參考辦法：

8.1. 資金貸與及背書保證處理準則

9、使用表單：

9.1. 資金貸與備查簿

Regulations Governing Extending Loans to Others

1. Objectives:

These Regulations are duly enacted to govern all operating procedures when the Company or any of its Subsidiaries extends loans to others. Any matters not provided for herein shall be subject to the applicable laws and regulations.

2.Scope:

Except in the situations enumerated below, under no circumstances shall the Company or any of its Subsidiaries extend loans to a shareholder or others:

2.1. Where extending loans to other companies or firms having business relationship.

2.2. Where it is necessary to extend loans to meet the short-term financing needs of other companies or others.

The term “short-term” as set forth herein denotes one year or one business term in case of a company whose business term is longer than one year.

2.3. Overseas companies which the Company holds directly or indirectly 100% voting shares may extend loans to each other.

3. Definition:

3.1. The term “Company” refers to TPK Holding Co., Ltd. (TPKH).

3.2. The term “Subsidiary and Parent” refer to the definitions under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

3.3 The term “Net Worth” refers to, in the event that the financial statements of a public company are prepared in accordance with the International Financial Reporting Standards (IFRS), the equity attributable to owners of the Parent to be disclosed in the balance sheet in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

4.Scope of Application:

The Company and its Subsidiaries

5.Management Department:

Financial Department of the Company

6. Operating procedures:

6.1. Limits of the amount of extending loans to others by the Company and its Subsidiaries are set forth below:

6.1.1. The total amount of the loans granted to others shall not exceed 50% of the net worth of the Company, among which the total amount of the loans granted to others which are in need of short-term financing funds shall not exceed 40% of the net worth of the Company.

6.1.2. The total amount of the loans granted to others by individual company shall not exceed 50% of the net worth of the company that extends loans, among which the total amount of the loans granted to others which are in need of short-term financing funds shall not exceed 40% of the net worth of the company that extends loans.

6.1.3. The limits of the amount of the loans granted to one individual borrower:

(1) In the event where loans are granted by the Company or its Subsidiaries to other companies or firms having business transactions, the amount of such loan shall not exceed the amount of the business transactions between the parties. The term “business transactions” means the sales or purchases made by the parties within one year, whichever is higher.

(2) In the event it is necessary to extend loans to meet the short-term financing needs of other companies or others, the amount of such loan shall not exceed 40% of the net worth of the companies that extends loans.

6.1.4. For loans extending between overseas companies which the Company holds directly or indirectly 100% voting shares:

(1) In the event where there is business transaction with such firms or companies, the amount of the loan shall not exceed 50% of the net worth of the companies that extends loans; the limits of the loan amount granted to individual borrower shall be subject to Article 6.1.3.

(2) In the event of meeting the short-term financing needs of other companies or others, the total amount of the loan shall not exceed 100% of the Company’s net worth, and the amount of the loan granted to individual borrower shall not exceed 50% of the net worth of the Company.

- 6.2.** The Company may grant loans in case of a need for short-term financing only in case of the following situations:
- 6.2.1.** The target borrower, which is deemed as an investee of the Company when being evaluated under equity method, is in need of a loan to repay a bank loan, purchase equipment & facilities or to function as working capital for business operation.
 - 6.2.2.** The target borrower, which is deemed as an investee of the Company when not being evaluated under equity method or is an affiliated enterprise of the Company, is in need of a loan to repay a bank loan, purchase equipment & facilities or to function as working capital for business operation.
 - 6.2.3.** An subordinate company of the Company which is in need of reinvestment and where the target of reinvestment is linked up with the Company's business operation and such reinvestment proves conducive to the Company in future development.

The terms "affiliated enterprise", "subordinate company" as set forth herein shall be duly defined in accordance with the Company Law.

- 6.3.** Where extending loans to others, the Company and its Subsidiaries shall conduct credit investigation and assess risks by looking into how the borrowers will use the subject loans, terms of collateralization, the indispensability and rationality of the loans to be granted to the target borrowers, the impact upon the Company's risk in business operation, financial standing, shareholders' equity, and by conducting appraisal about security and collateral should be obtained, the values of the collateral. After the detailed survey and appraisal are completed, the proposed maximum limit of the loans to be granted, duration and terms for interest shall be submitted to the board of directors. The loans may be granted after the board of directors resolves the final decision.
- 6.4.** Duration of loans and calculation of interest:
- 6.4.1.** A loan granted by the Company and its Subsidiaries for the reason of business transactions shall be in duration not longer than three years. In case of loan granted for the reason that there is a need of short-term financing, it shall be

in duration not longer than one year, provided that the duration of loans may be longer in case that the actual business term is longer than one year.

- 6.4.2.** In the event where the loans are granted between the 100% owned overseas companies of the Company, whether directly or indirectly, the duration of loans shall not be longer than three years and shall be exempt from the limits set of in the above Article 6.4.1.
- 6.4.3.** The interest rate of a loan granted shall not be lower than the lowest interest rate for loans prevalent in general financial institutions.
- 6.5.** The loans extending by the Company to any of its Subsidiaries or between the Subsidiaries shall be submitted to the Board of Directors for approval and the Board of Directors may authorize the Chairman to make the lending to the same party within the range resolved by the Board of Directors and in installments or on a revolving basis within one year. In addition to meeting the limit as set forth in Article 6.1, the amount of loans extending to one enterprise by the Company or any of its Subsidiaries shall not exceed 10% of the net worth shown on the most recent financial statements of such enterprise. Where a proposal of a loan case is officially resolved by the board of directors, the Financial Department may appropriate the loan either in one package or in installments and the borrower may repay the loan either in one package or in installments as the actual requirements may justify. In any and all circumstances, nevertheless, the balance of the loan shall not exceed the maximum approved by the board of directors.
- 6.6.** The due date for repayment of the loan may be extended if approved by the board of directors. If the application for extension is disapproved by the board of directors, the borrower shall repay the principal and the interest forthwith upon expiry, otherwise the companies that extend loans shall duly claim for indemnification according to law.
- 6.7.** Where a granted loan is overdue and where the effort to claim for indemnification proves to no avail to recall the creditor's right (obligatory right), the Financial Department shall immediately inform the Legal Department to take further actions to claim for indemnification to safeguard the interests of the company.

- 6.8.** For all cases of loans granted the Company and its Subsidiaries, the Company and its Subsidiaries shall establish backup archives which should cover the names of borrowers, amounts of loans, dates on which the board of directors approved the loans, dates on which the loans are appropriated and matters of required appraisal, in detail ready for checking and verification. The Company and its Subsidiaries shall evaluate the loans extending to others and reserve sufficient allowance for bad debts and adequately disclose relevant information in the financial statements and provide external auditors with necessary information for conducting audit.
- 6.9. Public Disclosure and Filing**
- 6.9.1** Each Subsidiary shall, on or before the 5th day of every month, submit the balance of the loan and relevant information of the previous month to the Company. On or before the 10th day of every month, the Company shall upload the balances of loans granted by the Company and its Subsidiaries in the preceding month to the website designated for public disclosure.
- 6.9.2** In the event that the loans extended to others meet one of the following levels, the Company shall enter the data to the information reporting website designated by the Financial Supervisory Commission (FSC) within two days immediately from the Date of Occurrence:
- (1) The aggregate balance of loans to others by the Company and its Subsidiaries reaches 20 percent or more of the Company's net worth as stated in its latest financial statement.
 - (2) The balance of loans by the Company and its Subsidiaries to a single enterprise reaches 10 percent or more of the Company's net worth as stated in its latest financial statement.
 - (3) The amount of new loans by the Company or its Subsidiaries reaches NT\$10 million or more, and reaches 2 percent or more of the Company's net worth as stated in its latest financial statement
- 6.10.** The term "Date of Occurrence" referred in these Regulations means the date of contract signing, date of payment, dates of boards of directors resolutions, or other date on which the counterparty and monetary amount of the transaction can be confirmed, whichever date is earlier.

6.11. Powers and responsibilities:

6.11.1. The Company's internal auditors shall audit the performance of the loans granted to others at least on a quarterly basis and shall work out written records of the audit findings. The internal auditors shall demand rectification if any unlawful practices are found. In case a critical offense is found, the internal auditors shall inform the Audit Committee and impose penalties upon the offenders concerned in accordance with the Company's regulations governing personnel management.

6.11.2. In case of a change in circumstances which cause the balance of outstanding loans to exceed the maximum limit or where the borrower does not satisfy the criteria set forth in these Regulations or relevant regulations, the Company and its Subsidiaries shall work out a corrective action plan and submit such plan to the board of directors for approval through the resolution process. Such corrective action plan shall be served to the Audit Committee. The Company and its Subsidiaries shall complete the corrective action as scheduled in the corrective action plan.

6.11.3. The procedures of the Company to control Subsidiaries in granting loans to others:

- (1)** These Regulations Governing Extending Loans to Others applies to the Company and its Subsidiaries. Where a Subsidiary is to grant a loan to another, such Subsidiary shall duly comply with these Regulations Governing Extending Loans to Others as required.
- (2)** A Subsidiary shall work out the itemized statement of loans granted to others and submit it to the Company for review on or before the 5th day of every month.
- (3)** In case a critical violation is found, the subsidiary's internal auditor(s) shall report to the Company in writing forthwith. The Company shall, in response, look into the fact and trace the performance of subsequent corrective actions. In the event that the Subsidiary does not set up an

audit department, the audit department of the Company may step in pursuant to applicable laws and regulations.

6.12. Enforcement and amendments

6.12.1. 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.

6.12.2. 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.

6.12.3 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.

6.12.4 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 extraordinary shareholders' meeting held on March 6, 2012.

The fourth amendment was approved by the shareholders' meeting held on May 22, 2013

7. Highlights of management:

- 7.1. Whether the loan of the fund has been approved by the Board of Directors.
- 7.2. Whether the Regulations Extending Loans to Others have been approved by the Board of Directors.
- 7.3. Whether the record books have been duly worked out to cover the granted loans.
- 7.4. Whether the Company has urged its Subsidiaries to work out "Regulations Governing Extending Loans to Others" as required.

8. Regulations for reference:

- 8.1. Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies.

9. Forms used:

- 9.1. Record Book of Loans Granted.

背書保證處理辦法

1、目的：

為保障股東權益，健全本公司及子公司辦理背書保證之財務管理及降低本公司及子公司之經營風險，訂定本作業辦法。本作業辦法如有未盡事宜，悉依相關法律規定辦理之。

2、範圍：

2.1.背書保證對象：本公司及子公司得對下列公司為背書保證。

2.1.1. 有業務往來之公司。

2.1.2. 公司直接及間接持有表決權之股份超過百分之五十之公司。

2.1.3. 直接及間接對公司持有表決權之股份超過百分之五十之公司。

2.1.4. 本公司直接及間接持有表決權股份達百分之九十以上之公司間，得為背書保證，且其金額不得超過本公司淨值之百分之十。但本公司直接及間接持有表決權股份百分之百之公司間背書保證，不在此限。

2.1.5. 基於承攬工程需要之同業間或共同起造人間依合約規定互保，或因共同投資關係由全體出資股東依其持股比率對被投資公司背書保證，或同業間依消費者保護法規範從事預售屋銷售合約之履約保證連帶擔保者，不受上開背書保證對象之限制，得為背書保證。前項所稱出資，係指公開發行公司直接出資或透過持有表決權股份百分之百之公司出資。

2.2. 本作業程序所稱之背書保證事項如下：

2.2.1. 融資背書保證：係指

(1) 客票貼現融資。

(2) 為他公司融資之目的所為之背書或保證，包括提供動產或不動產作擔保設定質權、抵押權者。

(3) 為本公司融資之目的而另開立票據予非金融事業作擔保者。

2.2.2 關稅背書保證：係指為本公司或他公司有關關稅事項所為之背書或保證。

2.2.3 其他背書保證：係指無法歸類列入前二項之背書或保證事項。

3、定義：

- 3.1. 本公司：係指 TPK Holding Co., Ltd. (TPKH)
- 3.2. 本辦法所稱子公司及母公司，應依證券發行人財務報告編製準則之規定認定之。
- 3.3. 財務報告係以國際財務報導準則編製者，本辦法所稱之淨值，係指證券發行人財務報告編製準則規定之資產負債表歸屬於母公司業主之權益。

4、作業程序：

4.1.背書保證額度

- 4.1.1. 與本公司或子公司有業務往來之公司，個別背書保證金額不得超過雙方於背書保證前十二個月期間內之業務往來總金額（所稱業務往來金額，係指雙方間進貨或銷貨金額孰高者）。
- 4.1.2. 本公司或子公司背書保證之總額不得超過公司淨值之百分之五十，對單一企業背書保證金額不得超過前述總額之二分之一。
- 4.1.3. 子公司整體得為背書保證之總額及對單一企業背書保證之金額與本公司相同。
- 4.1.4. 背書保證對象若為淨值低於實收資本額二分之一之子公司，應提董事會同意後始得對子公司進行背書保證。子公司股票無面額或每股面額非屬新臺幣十元者，其實收資本額，應以股本加計資本公積-發行溢價之合計數為之。
- 4.1.5. 本公司及子公司整體得為背書保證之總額達本公司淨值百分之五十以上者，應於股東會說明背書保證之必要性及合理性。
- 4.1.6. 本公司辦理背書保證，除 4.1.7 項之情況外，應經董事會決議同意後為之。
- 4.1.7. 董事會授權董事長決行之限額以不逾本條 4.1.2 項各款背書保證限額之百分之五十為限，事後應再報經最近期之董事會追認之。

4.2. 審查及作業程序

- 4.2.1. 本公司及子公司辦理背書保證時，財務部門應先評估背書保證之必要性、合理性、風險性、背書保證對象之徵信、對公司營運風險、財務狀況與股東權益之影響並擬具評估報告。
- 4.2.2. 必要時應取得擔保品或保證票據，並進行擔保品之價值評估，再提送簽呈敘明背書保證對象、種類、理由及金額，呈請董事長決行或由董事會通過始得為之。財務部門並就每月所發生及註銷之保證事項列登錄於【背書保證備查簿】。

- 4.2.3. 財務部門應就擔保事項建立備查簿，記錄背書保證對象、被保證企業之名稱、背書保證金額、董事會通過或董事長決行日期、背書保證日期、依本辦法應評估之事項、取得擔保品內容及解除背書保證責任之條件等詳予登載備查。
- 4.2.4. 若因業務需要，背書保證額度有超過上述標準之必要，且符合本作業程序所訂條件者，應經董事會同意並由半數以上之董事對公司超限可能產生之損失具名聯保，並修正本條之額度標準後，提報股東會追認；股東會不同意時，應訂定計畫於一定期限內解除超額背書保證部位。
- 4.2.5 本公司或子公司因情事變更，致背書保證對象不符本準則規定或金額超限時，應訂定改善計畫，將相關改善計畫送各審計委員會，並依計畫時程完成改善。
- 4.2.6. 背書保證之專用印鑑為向主管機關辦理設立登記之公司印鑑，其保管人員應報經董事會同意，變更時亦同。保管人員應照本公司規定作業程序，始得用印或簽發票據。對國外公司為保證行為時，本公司出具之保證函由董事會授權董事長或總經理簽署。
- 4.2.7. 外國公司無印鑑章者，得不適用 4.2.6.之規定。

4.3. 後續管理

- 4.3.1. 本公司及子公司內部稽核人員應至少每季稽核背書保證作業之執行情形，並作成書面紀錄，如發現違規情事，應即予糾正。違規情節重大時，除即以書面通知各審計委員會外，並依本公司及子公司人事管理規定懲處相關違規人員。
- 4.3.2. 子公司若擬為他公司背書保證時，本公司應監督子公司依本處理程序辦理。子公司應於每月五日前編製上月份為他公司背書保證備查簿，送本公司審閱。
- 子公司內部稽核人員如發現重大違規情事，應即以書面通知本公司，本公司應瞭解其處理及跟催後續改善情形。子公司若未設內部稽核單位，由本公司稽核單位執行之。
- 4.3.3. 本公司及子公司應評估或認列背書保證之或有損失且於財務報告中適當揭露背書保證資訊，並提供相關資料予簽證會計師執行必要之查核程序。

4.4. 公告申報

- 4.4.1. 本公司應於每月十日前將本公司及子公司上月份背書保證餘額，輸入指定之資訊申報網站。
- 4.4.2. 本公司除應公告申報每月背書保證餘額外，背書保證金額達公開發行公司資金貸與及背書保證處理準則第二十五條規定之任一標準者，於事實發生之日起二日內，輸入指定之資訊申報網站。
- (1)本公司及其子公司背書保證餘額達本公司最近期財務報表淨值百分之五十以上。
- (2)本公司及子公司對單一企業背書保證餘額達本公司最近期財務報表淨值百分之二十以上。
- (3)本公司及子公司對單一企業背書保證餘額達新臺幣一千萬元以上且對其背書保證、長期性質之投資及資金貸與餘額合計數達本公司最近期財務報表淨值百分之三十以上。
- (4)本公司或子公司新增背書保證金額達新臺幣三千萬元以上且達該本公司最近期財務報表淨值百分之五以上。
- 4.4.3. 本公司之子公司非屬國內公開發行公司者，該子公司有 4.4.2.應公告申報之事項，應由本公司為之。
- 4.4.4. 本辦法所稱事實發生日，係指交易簽約日、付款日、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。

4.5. 實施與修訂

本作業程序經審計委員會及董事會通過後，並提報股東會同意後實施，修正時亦同。本作業程序訂定後，如遇相關法令變更，本作業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，應將其異議送審計委員會及提報股東會討論。本公司若設置獨立董事，應將其同意或反對之意見與理由列入董事會議紀錄。

實施與修訂：

- 4.5.1. 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
- 4.5.2. 本公司已設置獨立董事者，依前項規定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，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紀錄。

4.5.3. 本公司已設置審計委員會者，訂定或修正本處理程序，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。

4.5.4. 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 2013 年 5 月 22 日股東會通過。

5、管理重點：

5.1. 辦理背書保證是否經董事會決議同意後為之。

5.2. 背書保證金額是否符合董事會核准之限額。

5.3. 是否依規定輸入背書保證資訊於指定之資訊申報網站。

5.4. 背書保證是否使用公司設立登記之印鑑章，該印章之保管人是否經董事會通過。

5.5. 內部稽核人員至少每季稽核背書保證作業之執行情形，並作成書面紀錄。

6、參考辦法：

6.1. 資金貸與及背書保證處理準則

7、使用表單：

7.1. 背書保證備查簿

Regulations Governing Granting Endorsements or Guarantees to Others

1. Objectives:

These Regulations are duly enacted in an attempt to safeguard shareholders' equity, assure wholesome financial management over TPK's and its Subsidiaries' endorsements/guarantees and to minimize TPK's and its Subsidiaries' risk in business operation. Any matters insufficiently provided for in these Regulations shall be subject to due handling in accordance with the laws and ordinances concerned.

2. Scope :

2.1. Target beneficiaries for endorsements/guarantees: TPK may grant

endorsements/guarantees to companies and firms with the following attributes:

2.1.1. A company which is in business transaction with TPK.

2.1.2. A company where TPK holds over 50% of the voting powers either directly or indirectly.

2.1.3. A company which holds over 50% of the voting powers of TPK either directly or indirectly.

2.1.4. The companies which TPK directly or indirectly holds more than 90% of voting shares may grant endorsements to each other and the amount of endorsement shall not exceed 20% of the net worth of TPK; provided, however, that the amount limitation is not applicable to endorsements granted between the companies which TPK directly or indirectly holds 100% of voting shares.

2.1.5. Where TPK is in mutual guarantee as required under the contract with a fellow company or joint constructors as required to undertake projects, or where, as one of the investing shareholders, TPK grants endorsements/guarantees to a company invested by it in proportion to its shareholding in such company under a joint investment relationship, or where,

fellow companies provide among themselves joint and several security for a performance guarantee of a sales contract for pre-construction homes pursuant to the Consumer Protection Act for each other, TPK may grant endorsements/guarantees and may be free of the aforementioned restriction upon the target beneficiaries of endorsements/guarantees. The term "investment" refers to a capital injection directly by a public company or indirectly through a company which the public company holds 100% of voting shares

2.2. The term "endorsements/guarantees" as used in these Regulations refers to the following:

2.2.1. Financing endorsements/guarantees, including:

- (1)** Bill discount financing.
- (2)** Endorsement or guarantee made to meet the financing needs of another company, including provision of chattels or real estate as collateral through establishment of pledge, mortgage.
- (3)** Issuance of a separate negotiable instrument to a non-financial enterprise as security to meet the financing needs of the company itself.

2.2.2 Customs duty endorsement/guarantee, meaning an endorsement or guarantee for the company itself or another company with respect to customs duty matters.

2.2.3 Other endorsements/guarantees, meaning endorsements or guarantees beyond the scope of the above two subparagraphs.

3. Definition

3.1. TPK: meaning TPK Holding Co., Ltd. (TPKH)

3.2. The terms "a subsidiary or a parent company" as set forth herein shall be defined in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers.

3.3. Where a financial reports are prepared according to the International Financial Reporting Standards, "net worth" as set forth in these Regulations means the balance sheet equity attributable to the owners of the parent company under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

4. Operating procedures:

4.1. Limits on the Amount of Endorsements/Guarantees

- 4.1.1.** The total amount of endorsements/guarantees of an individual company which is in business transaction with TPK shall not exceed the total amount of business transaction by and between the two firms in the twelve months preceding the endorsements/guarantees (The term “amount of business transaction” as set forth herein denotes the input transaction or output transaction by and between both firms, whichever is higher).
- 4.1.2.** The total amount of endorsements/guarantees provided by TPK or its subsidiary shall not exceed 50% of the net worth of TPK or its subsidiary, and the amount of endorsements/guarantees provided to a single enterprise shall not exceed 50% of the said total amount.
- 4.1.3.** The total amount of endorsements/guarantees and the amount of endorsements/guarantees provided by all subsidiaries are subject to the same limit as applicable to TPK.
- 4.1.4.** The endorsement/guarantee provided by TPK to a subsidiary whose net worth is lower than half of its paid-in capital shall be subject to the approval of the Board of Directors. In the case of a subsidiary with shares having no par value or a par value other than NT\$10, its paid-in capital shall be the sum of the share capital plus capital reserve in excess of issuance premium.
- 4.1.5.** If the total amount of endorsements/guarantees by TPK and its subsidiaries on a consolidated basis exceeds 20% of the net worth of TPK, the indispensability and reasonableness of these endorsements/guarantees shall be reported to the shareholders' meeting.
- 4.1.6.** Except for the circumstance under Article 4.1.7, any endorsement/guarantee provided by TPK is subject to the approval of the Board of Directors.
- 4.1.7.** The Chairman is authorized by the Board of Directors to grant endorsement/guarantee within 50% of the respective limit set forth in all sub-paragraphs of Article 3.1.2 and such endorsement/guarantee shall be recognized by the most recent meeting of the Board of Directors afterwards.

4.2. Review and operating procedures

- 4.2.1** Where TPK and its subsidiary extending endorsements/guarantees to others, TPK's Financial Department shall assess the indispensability, reasonableness, associated risks, creditability of the beneficiary receiving the endorsement/guarantee, TPK's potential operating risk, financial condition and shareholders' equity and prepare an evaluation report accordingly.
- 4.2.2.** The department in charge shall obtain collateral or guaranteed notes when necessary, assess the value of collateral and submit a report specifying the beneficiaries, categories, reasons and amounts of endorsements/guarantees to the Chairman or to the Board of Directors for approval. The Financial Department shall register the matters of guarantees occurred or terminated into the Memorandum Book for Endorsements/Guarantees on a monthly basis.
- 4.2.3.** The Financial Department shall keep the Memorandum Book for Endorsements/Guarantees to record the matters relating to the endorsements/guarantees, including the parties, the name of guaranteed enterprise, the amount, the date of approval of the Board of Directors/Chairman,, date of endorsement/guarantee, the matters required for evaluation, contents of collaterals and conditions of release from endorsements/guarantees.
- 4.2.4.** In case of a change in circumstances which causes the limit of endorsements/guarantees to exceed the aforementioned criteria because of the business needs and where such limit proves consistent with the terms and conditions set forth in these Regulations, such excess shall call for consent from the Board of Directors, concerted guarantee by a majority of the directors against the risk of potential loss, amendment of the criteria under this Paragraph and shall further call for retrospective approval by the shareholders' meeting. In the event that the shareholders' meeting disagrees, a plan shall be worked out to remove the part of excess of endorsements/guarantees within the specified time limit.

- 4.2.5. In case of a change in circumstances which causes the target endorsements/guarantees beneficiaries or amounts to go beyond the specified limits, a plan for corrective action shall be worked out and submitted to the Audit Committee. The corrective action shall be duly completed within the specified time limit.
- 4.2.6. The special registered specimen seal to be used for endorsements/guarantees business shall be just the registered specimen seal that TPK used to apply to the competent authority for incorporation registration. The custodian of such special registered specimen seal shall be reported to the board of directors for approval. A change of such custodian shall be reported for approval as well. The custodian of such special registered specimen seal shall not affix seal or issue an instrument with such seal unless pursuant to TPK's operating procedures. In the event that TPK renders guarantee to an overseas company, the chairman or the president of TPK is authorized to sign the letter of guarantee issued by TPK.
- 4.2.7. Foreign company without specimen seal will not be subject to Article 4.2.6.

4.3. Powers and responsibilities:

- 4.3.1. TPK's or the subsidiaries' internal auditors shall audit the performance of the endorsements/guarantees at least on a quarterly basis and shall work out written records of the audit findings. The internal auditors shall demand rectification if any unlawful practices are found. In the case a critical offense is found, the internal auditors shall inform the Audit Committee and impose penalties upon the offenders concerned in accordance with TPK's or the subsidiaries' regulations governing personnel management.
- 4.3.2. Where a subsidiary of TPK is to grant endorsements/guarantees to another company, TPK shall urge such subsidiary to act in accordance with these Regulations. A subsidiary of TPK shall work out the itemized statement of endorsements/guarantees granted to others and submit it to TPK for review on or before the 5th day of every month. In case a critical violation is found, the subsidiary's internal auditor(s) shall report to TPK in writing forthwith.

TPK shall, in response, look into the fact and trace the performance of subsequent corrective actions.

In the event that a subsidiary has not established its own internal auditor section, TPK's Audit Section shall carry out the aforementioned duties instead.

4.3.3. TPK and its subsidiaries shall assess and recognize the probable loss in endorsements/guarantees and shall have the endorsements/guarantees related information disclosed in the financial statements and shall, meanwhile, provide the relevant information to the Certified Public Accountant so that the Certified Public Accountant may take audit procedures as necessary and to issue appropriate audit report.

4.4. Public disclosure and reporting:

4.4.1. On or before the 10th day of every month, TPK shall upload the balances of endorsements/guarantees granted by TPK and its subsidiaries in the preceding month to the website designated for public disclosure.

4.4.2. In addition to reporting the monthly balances of endorsements/guarantees, where the amount of endorsements/guarantees granted by TPK is amounting to any single criterion set forth in Article 25 of Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies, TPK shall upload such information to the website designated for public disclosure within two days after occurrence of the fact.

(1) The aggregate balance of endorsements/guarantees provided by TPK and its subsidiaries reaches 50 percent or more of TPK's net worth as stated in its latest financial statement.

(2) The balance of endorsements/guarantees provided by TPK and its subsidiaries for a single enterprise reaches 20 percent or more of TPK's net worth as stated in its latest financial statement.

(3) The balance of endorsements/guarantees provided by TPK and its subsidiaries for a single enterprise reaches NT\$10 millions or more and the aggregate amount of all endorsements/guarantees for, long-term

investment in, and balance of loans to, such enterprise reaches 30 percent or more of TPK's net worth as stated in its latest financial statement.

(4) The additional endorsement/guarantee provided by TPK or its subsidiaries is NT\$30 million or more and reaches 5 percent or more of TPK's net worth as stated in its latest financial statement.

4.4.3. TPK shall announce and report, on behalf of its subsidiary that is not a public company of the Republic of China, any matters that such subsidiary is required to announce and report pursuant to Article 4.4.2.

4.4.4. "Date of occurrence" in these Regulations means the date of contract signing, payment date, date of directors' resolutions, or other date on which the counterparty and monetary amount of the transaction can be confirmed, whichever is earlier.

4.5. Enforcement and amendments

4.5.1. 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.

4.5.2. If TPK 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.

4.5.3 If TPK 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.

4.5.4. 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 22, 2013.

5. Highlights of management:

5.1. Whether endorsements/guarantees are granted only after being officially approved by the Board of Directors.

5.2. Whether the endorsements/guarantees amount is within the maximum limit approved by the Board of Directors.

5.3. Whether endorsements/guarantees information has been input into the website designated for public disclosure.

5.4. Whether the registered specimen seal used by TPK for incorporation registration has been used for endorsements/guarantees business and whether such special registered specimen seal has been under custody by the custodian as approved by the Board of Directors.

5.5. Whether the internal auditor(s) has (have) audited endorsements/guarantees performance at least on a quarterly basis and duly worked out the audit report in writing.

6. Regulations for reference:

6.1. Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees

7. Forms used:

7.1. Memorandum Book for Endorsements/Guarantees.

董事酬勞相關資訊

本公司2014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：97,836美元
- 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：

本公司原帳列金額為 55,000 美元，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 97,836 美元，擬議金額係佔當年度盈餘之 1%(本公司法定盈餘公積提撥已達實收資本額，故當年度盈餘已毋須提列 10%之法定盈餘公積)，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2015年股東常會受理股東提案時間為2015年4月6日至2015年4月15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 2014 in the form of directors' compensation as approved by the Board of Directors is set forth as follows:

A. Proposed directors' remuneration:USD97,836

B. The reason of differences between the estimated amount of the expense for the recognition year remuneration proposed by the Board of Directors:

The estimated amount of the expense booked for the recognition year is USD55,000, and the amount submitted to the shareholders, meeting proposed by the Board of Directors is USD97,836 taking into consideration the Company's operating performance and the directors' contribution. The proposed amount is 1% of the balance of the earnings (the Company is not required to set aside 10% as legal capital reserve as the legal capital reserve has reached the paid-in capital of the Company), which meets the maximum 1% criteria set forth in the Amended and Restated Memorandum of Association and Articles of Association of the Company.

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 Amended and Restated Memorandum of Association and Articles of Association of the Company, the proposal accepting period of 2015 annual general shareholders' meeting is from April 6, 2015 to April 15, 2015.

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.

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	2015 年 (預估)
期初實收資本額			351,386,759(元)
本年度 配股配 息情形	每股現金股利		0.5 元
	盈餘轉增資每仟股無償配股數		-
	資本公積轉增資每股配股數		-
營業績 效變化 情形	營業利益		註
	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 放現金股利	擬制每股盈餘	註
		擬制年平均投資報酬率	註
	若未辦理資本公積轉增 資	擬制每股盈餘	註
		擬制年平均投資報酬率	註
	若未辦理資本公積且盈 餘轉增資改以現金股利 發放	擬制每股盈餘	註
		擬制年平均投資報酬率	註

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 2015 年財務預測資訊。

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

Items	Year	2015 (Pro-forma)	
Beginning paid-in capital		351,386,759 shares	
Stock dividend and cash dividend issued this year	Cash dividend per share	NTD 0.5	
	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 2015.

TPK Holding Co., Ltd.

全體董事持股情形

基準日：2015年4月14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	2013.5.22	普通股	17,420,401	普通股	17,420,401	4.96
副董事長	High Focus Holdings Limited 代表人：孫大明	2013.5.22	普通股	13,273,610	普通股	13,273,610	3.78
董事	Max Gain Management Limited 代表人：張恆耀	2013.5.22	普通股	25,222,643	普通股	25,222,643	7.18
董事	磐時興業有限公司 代表人：劉世明	2013.5.22	普通股	100,000	普通股	100,000	0.03
董事	Capable Way Investments Limited 代表人：林寬照	2013.5.22	普通股	23,139,855	普通股	23,139,855	6.59
董事	江明憲	2013.5.22	普通股	0	普通股	0	0
獨立董事	張宏源	2013.5.22	普通股	0	普通股	0	0
獨立董事	姜豐年	2013.5.22	普通股	0	普通股	0	0
獨立董事	翁明正	2013.5.22	普通股	130,323	普通股	323	0

2015年4月14日發行總股數：351,386,759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2015年4月14日全體董事持有股數：79,156,832股。

TPK Holding Co., Ltd.
Shareholdings of All Directors

Record Date: April 14, 2015

Title	Name	Date Elected	Shareholding when Elected		Current Shareholding		
			Common shares	Shares	Common shares	Shares	%
Chairman	Chiang, Chao-Juei	5/22/2013	Common shares	17,420,401	Common shares	17,420,401	4.96
Director	High Focus Holdings Limited Legal Representative: Sun, Ta-Min	5/22/2013	Common shares	13,273,610	Common shares	13,273,610	3.78
Director	Max Gain Management Limited Legal Representative: Chang, Heng-Yao	5/22/2013	Common shares	25,222,643	Common shares	25,222,643	7.18
Director	Panshi Company Limited Represented: Liu, Shih-Ming	5/22/2013	Common shares	100,000	Common shares	100,000	0.03
Director	Capable Way Investments Limited Legal Representative: Lin, Kuan-Chao	5/22/2013	Common shares	23,139,855	Common shares	23,139,855	6.59
Director	Foster Chiang	5/22/2013	Common shares	0	Common shares	0	0
Independent Director	Chang, Horng-Yan	5/22/2013	Common shares	0	Common shares	0	0
Independent Director	Chiang, Fong-Nien	5/22/2013	Common shares	0	Common shares	0	0
Independent Director	Weng, Ming-Jeng	5/22/2013	Common shares	130,323	Common shares	323	0

Total shares issued as of 4/14/2015: 351,386,759 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 April 14, 2015, TPKH's Directors together held 79,156,832 TPKH shares.