



股票代碼：7827

HanchorBio Inc.

(中譯:英屬開曼群島商漢康生技股份有限公司)

2025 年第二次股東臨時會

議事手冊

開 會 日 期：2025 年 11 月 14 日

開會地點：11501 台北市南港區三重路 19 之 10 號 2 樓(A 棟)

(南港軟體園區國際會議中心)

召 開 方 式：實 體 股 東 會

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HanchorBio Inc. 2025 年第二次股東臨時會

壹、開會程序

一、宣佈開會

二、主席致詞

三、報告事項

四、討論事項

五、臨時動議

六、散會

HanchorBio Inc. 2025 年第二次股東臨時會

貳、開會議程

時間：2025 年 11 月 14 日(星期五)上午 10 時整

地點：11501 台北市南港區三重路 19 之 10 號 2 樓（南港軟體園區國際會議中心）

一、 宣佈開會（報告出席股數）

二、 主席致詞

三、 報告事項

（一） 說明整體背書保證限額訂定大於淨值 50%之必要性及合理性。

四、 討論事項

（一） 擬提本公司申請股票創新板上市案，提請 討論。

（二） 擬提本公司初次創新板上市前之現金增資發行新股供公開承銷，提請原股東放棄優先認購案，呈請討論。

（三） 修訂本公司「背書保證作業辦法」部分條文案。

五、 臨時動議

六、 散會

參、報告事項

第一案

案由：整體背書保證限額訂定大於淨值 50%之必要性及合理性。

說明：

- (一)業於 2025 年 8 月 14 日通過修訂本公司及子公司之「背書保證作業辦法」案。依證期局要求，茲就該辦法說明整體背書保證限額訂定大於淨值 50%之必要性及合理性。
- (二)本集團為求資金運用最佳化，由母公司英屬開曼群島商漢康生技股份有限公司執行整體資金之運用調度及風險控管，因此基於集團控管以及資金使用效率，調升整體之背書保證限額大於淨值 50%以上，有必要性及合理性。

肆、討論事項

第一案（董事會提）

案由：擬提本公司申請股票創新板上市案，敬請 公決。

說明：

- (一)本公司為長遠發展及吸引專業人才，擬於未來擇期向中華民國主管機關申請股票創新板上市，擬授權董事長代表本公司與承銷商洽商相關事宜。
- (二)敬請 公決。

決議：

第二案（董事會提）

案由：擬提本公司初次創新板上市前之現金增資發行新股供公開承銷，提請原股東放棄優先認購案，敬請 公決。

說明：

- (一)為配合創新板上市承銷制度之相關法令規定，擬辦理現金增資發行新股（下稱「新股」）作為初次創新板上市提出公開承銷之股份來源，公開承銷股數以不低於創新板上市股份總額 5%（不低於 500 萬股），實際發行價格將由本公司與承銷商參考市場行情及同業上市（櫃）公司股價共同議定之，並以向中華民國主管機關申報生效之金額為準。
- (二)依本公司章程規定保留發行新股總數 10%由本公司及附屬公司之員工認

購，前述員工認購不足或放棄認購之股份，擬授權董事長洽特定人按發行價格認購之。

(三)除前項保留員工認購外，其餘之股份擬提請本次股東臨時會同意原股東全數放棄優先認購權利，供本公司創新板上市前辦理公開承銷之用。

(四)擬授權本公司董事長得全權代表本公司協商及決定有關新股發行之一切事宜，包括但不限於發行價格數量及條件、募集目的計畫、預計可能效益及經主管機關核准後決定新股發行基準日、股款繳納時間等一切相關事項。

(五)本次發行新股之主要內容暨其他相關事宜如經主管機關修正、或為因應客觀環境而需變更時，提請股東臨時會授權董事會全權處理之。

(六)本次擬發行新股之權利與義務與已發行普通股股份相同。

(七)敬請 公決。

決議：

第三案（董事會提）

案 由：修訂本公司「背書保證作業辦法」部分條文案。

說 明：

(一)配合法令規定及經營管理所需，擬修訂本公司之背書保證作業辦法，修訂條文對照表請參閱附件一，修訂前之背書保證作業辦法請參閱附錄一。

(二)敬請 公決。

決議：

伍、 臨時動議

陸、 散會

附件

【附件一】背書保證作業辦法修訂條文對照表

修訂後條文	修訂前條文	說明
第四條：背書保證之限額 (一)本公司對直接及間接持有表決權股份超過百分之五十以上之公司，背書保證總額以不超過本公司淨值之五倍為限，對單一企業以不超過本公司淨值三倍為限。 (二)本公司及子公司整體得為背書保證之總額不得超過本公司淨值之五倍為限，對單一企業背書保證之金額不得超過本公司淨額之三倍為限。 (三)因業務關係從事背書保證者，不得超過最近一年度與本公司交易之總額（雙方間進貨或銷貨金額孰高者）。 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總額不得超過五百萬美金，對單一企業背書保證額度以不超過五百萬美金為限。 淨值以最近期經會計師查核簽證或核閱之財務報表所載為準。 第十二條：實施與修訂 本程序應經審計委員會同意，再經董事會通過，並提報股東會同意，修訂時亦同。 本程序提報董事會討論時，應充分考量各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄載明。	第四條：背書保證之限額 (一) 本公司對外背書保證之總額不得超過當期淨值百分之五十，對單一企業背書保證額度以不超過當期淨值百分之二十為限。 (二)本公司及子公司整體得對外背書保證總額不得超過本公司淨值百分之五十，對單一企業背書保證限額不得超過本公司淨額之百分之二十。 (三)因業務關係從事背書保證者，不得超過最近一年度與本公司交易之總額（雙方間進貨或銷貨金額孰高者）。 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總額不得超過五百萬美金，對單一企業背書保證額度以不超過五百萬美金為限。淨值以最近期經會計師查核簽證或核閱之財務報表所載為準。 第十二條：實施與修訂 本程序經董事會通過，送審計委員會同意後實施，如有董事表示異議且有紀錄或書面聲明者，本公司應將其異議併送審計委員會討論，修正時亦同。 另獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會紀錄。	依據「公開發行公司資金貸與及背書保證處理準則」第12條第一項第三款及第11條第二項修訂

附錄

【附錄一】背書保證作業辦法

規章辦法 <<背書保證作業辦法>>

文件編號：HM-002-04

版次	制修訂日期	制修訂摘要	核准
01	2020/11/06	首次發行	劉世高
02	2021/02/27	依現況修訂	劉世高
02	2024/06/12	修訂第九條 應公告申報之時限及內容	劉世高

第一條：目的

為使本公司有關對外背書保證之事務處理有所依循，健全財務管理並降低營運風險，特製制訂本程序。本程序如有未盡事宜，另依相關法令之規定辦理。

第二條：適用範圍

本辦法所稱之背書保證包括

- (一)融資背書保證，係指客票貼現融資，為他公司融資之目的所為之背書或保證，及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。
- (二)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。
- (三)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。
- (四)公司提供動產或不動產為他公司借款之擔保設定質權、抵押權者，亦應依本程序規定辦理。

第三條：背書保證之對象

- (一)限本公司有業務往來之公司。
- (二)本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。
- (三)直接及間接對本公司持有表決權之股份超過百分之五十之公司。
- (四)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，惟背書保證前，應提報本公司董事會決議後始得辦理，且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。

第四條：背書保證之限額

- (一)本公司對外背書保證之總額不得超過當期淨值百分之五十，對單一企業背書保證額度以不超過當期淨值百分之二十為限。
- (二)本公司及子公司整體得對外背書保證總額不得超過本公司淨值百分之五十，對單一企業背書保證限額不得超過本公司淨額之百分之二十。
- (三)因業務關係從事背書保證者，不得超過最近一年度與本公司交易之總額（雙方間進貨或銷貨金額孰高者）。

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總額不得超過五百萬美金，對單一企業背書保證額度以不超過五百萬美金為限。

淨值以最近期經會計師查核簽證或核閱之財務報表所載為準。

第五條：決策及授權層級

- (一)本公司所為背書保證事項，應先經過董事會決議通過後始得為之。但為配合時效需要，得由董事會在總額度內授權董事長在一定額度內決行，事後再報經最近期之董事會追認。
- (二)本公司已設置獨立董事時，其為他人背書保證時，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紀錄。

第六條：背書保證作業程序

- (一)本公司辦理背書保證事項時，應由被背書保證公司出具簽呈向本公司主辦單位提出申請，主辦單位應對被背書保證公司作徵信調查，評估其風險性並作成評估記錄，經審查通過後依第五條規定辦理，必要時應取得擔保品。
- (二)主辦單位針對被背書保證對象之評估事項應包括：
 - 1. 背書保證之必要性及合理性。
 - 2. 累積背書保證金額是否仍在限額以內。
 - 3. 因業務往來關係從事背書保證，應評估其背書保證金額與業務往來金額是否在限額以內。
 - 4. 對本公司之營運風險、財務狀況及股東權益之影響。
 - 5. 應否取得擔保品及擔保品之評估價值。
 - 6. 檢附背書保證徵信及風險評估紀錄。
- (三)主辦單位應建立「背書保證備查簿」，應就背書保證對象、金額、董事會通過或董事長決行日期、背書保證日期、依本規定應審慎評估之事項、擔保品內容及其評估價值以及解除背書保證責任之條件與日期等，詳予登載備查。
- (四)被背書保證公司還款時，應將還款之資料照會本公司，以便解除本公司保證之責任，並登載於「背書保證備查簿」上。

- (五)主辦單位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，並提供簽證會計師相關資料，以供會計師採行必要查核程序，出具允當之查核報告。

第七條：印鑑章使用及保管程序

- (一)背書保證之專用印鑑章為向經濟部申請登記之公司印章，該印章應由董事會同意之專人保管，變更時亦同；辦理背書保證時應依公司規定作業程序使得鈐印或簽發票據。
- (二)本公司對國外公司為保證行為時，公司所出具保證函應由董事會授權之人簽署。

第八條：辦理背書保證應注意事項

- (一)本公司之內部稽核人員應至少每季稽核背書保證作業程序及其執行情形，並作成書面記錄，如發現重大違規情事，應即以書面通知審計委員會。
- (二)本公司因情事變更，使背書保證對象原符合本作業程序第三條規定而嗣後不符規定，或背書保證金額因據以計算限額之基礎變動致超過所本程序第四條所訂額度時，對該對象背書保證金額或超限部份應於合約所訂期限屆滿時或訂定改善計劃於一定期限內全部消除，將相關改善計劃送審計委員會，以及報告於董事會，並依計畫時程完成改善。
- (三)本公司辦理背書保證因業務需要而有超過背書保證作業程序所訂額度之必要且符合本公司背書保證作業程序所訂條件時，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，並修正背書保證作業程序。
- (四)本公司或子公司為淨值低於實收資本額二分之一之子公司背書保證時，除應依前項規定辦理外，公司之內部稽核人員應至少每季稽核背書保證程序及執行情形，並作成書面記錄，如果發現重大違規情事，應即以書面通知審計委員會。
- (五)本公司已設置獨立董事者，於前項董事會討論時，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各對之理由列入董事會記錄。

第九條：應公告申報之時限及內容(公開發行後)

- (一)本公司應於每月10日前將本公司及子公司上月份背書保證餘額輸入公開資訊觀測站。
- (二)本公司背書保證餘額達下列標準之一者，應於事實發生之日起二日內輸入公開資訊觀測站。
- 1.本公司及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該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公開發行公司最近期財務報表淨值百分之五以上。
- (三)本公司之子公司非屬國內公開發行公司者，該子公司有前項第四款應輸入公開資訊觀測站之事項，應由本公司為之。前項子公司背書保證餘額占淨值比例之計算，以該子公司背書保證餘額占本公司淨值比例計算之。
- (四)本公司應評估或認列背書保證之或有損失於財務報告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。

第十條：對子公司辦理背書保證之控管程序

- (一)本公司之子公司若擬為他人背書保證者，亦應訂定本作業程序並依本作業程序辦理；惟淨值係以子公司淨值為計算基準。
- (二)子公司應於每月10日(不含)以前編制上月份為他人背書保證明細表，並呈閱本公司。
- (三)本公司稽核人員依年度稽核計劃至子公司進行查核時，應一併了解子公司為他人背書保證作業程序執行情形，若發現有缺失事項應持續追蹤其改善情形，並作成追蹤報告呈報總經理。

第十一條：罰則

本公司之經理人及主辦人員違反本作業程序時，依照本公司人事規

章提報考核，依其情節輕重處罰。

第十二條：實施與修訂

本程序經董事會通過，送審計委員會同意後實施，如有董事表示異議且有紀錄或書面聲明者，本公司應將其異議併送審計委員會討論，修正時亦同。

另獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會紀錄。

【附錄二】股東會議事規則

HanchorBio Inc.

規章辦法 <<股東會議事規則>>

文件編號：HA-001-03

版 次 制修訂日期

制 修 訂 摘 要

核 准

01 2024/9/18

首次發行（公開發行後開始適用）

劉 世 高

第一條：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，爰依上市上櫃公司治理實務守則第五條規定訂定本規則，以資遵循。

第二條：本公司股東會之議事規則，除法令或章程另有規定者外，應依本規則之規定。

第三條：本公司股東會除法令另有規定外，由董事會召集之。

本公司應於股東常會開會三十日前或股東臨時會開會十五日前，將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。並於股東常會開會二十一日前或股東臨時會開會十五日前，將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。股東會開會十五日前，備妥當次股東會議事手冊及會議補充資料，供股東隨時索閱，並陳列於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。

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。

選任或解任董事、變更章程、減資、申請停止公開發行、董事競業許可、盈餘轉增資、公積轉增資、公司解散、合併、分割或公司法第一百八十五條第一項各款之事項、證券交易法第二十六條之一、第四十三條之六、發行人募集與發行有價證券處理準則第五十六條之一及第六十條之二之事項，應在召集事由中列舉並說明其主要內容，不得以臨時動議提出；其主要內容得置於證券主管機關或公司指定之網站，並應將其網址載明於通知。

股東會召集事由已載明全面改選董事，並載明就任日期，該次股東會改選完成後，同次會議不得再以臨時動議或其他方式變更其就任日期。

持有已發行股份總數百分之一以上股份之股東，得向本公司提出股東常會議案，以一項為限，提案超過一項者，均不列入議案。股東得提出為敦促公司增進公共利益或善盡社會責任之建議性提案，程序上應依公司法第 172 條之 1 之相關規定以 1 項為限，提案超過 1 項者，均不列入議案。另股東所提議案有公司法第 172 條之 1 第 4

項各款情形之一，董事會得不列為議案。

本公司應於股東常會召開前之停止股票過戶日前，公告受理股東之提案、書面或電子受理方式、受理處所及受理期間；其受理期間不得少於十日。

股東所提議案以三百字為限，超過三百字者，該提案不予列入議案；提案股東應親自或委託他人出席股東常會，並參與該項議案討論。本公司應於股東會召集通知日前，將處理結果通知提案股東，並將合於本條規定之議案列於開會通知。對於未列入議案之股東提案，董事會應於股東會說明未列入之理由。

第四條：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。

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，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。

委託書送達本公司後，股東欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會二日前，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。

第五條：（召開股東會地點及時間之原則）

股東會召開之地點，應於本公司所在地或便利股東出席且適合股東會召開之地點為之，會議開始時間不得早於上午九時或晚於下午三時，召開之地點及時間，應充分考量獨立董事之意見。

第六條：（簽名簿等文件之備置）

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。

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。

股東本人或股東所委託之代理人（以下稱股東）應憑出席證、出席簽到卡或其他出席證件出席股東會，本公司對股東出席所憑依之證明文件不得任意增列要求提供其他證明文件；屬徵求委託書之徵求人並應攜帶身分證明文件，以備核對。

本公司應設簽名簿供出席股東簽到，或由出席股東繳交簽到卡以代簽到。

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。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。

第七條：(股東會主席、列席人員)

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。

前項主席係由常務董事或董事代理者，以任職六個月以上，並瞭解公司財務業務狀況之常務董事或董事擔任之。主席如為法人董事之代表人者，亦同。

董事會所召集之股東會，董事長宜親自主持，且宜有董事會過半數之董事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。

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。

本公司得指派所委任之律師、會計師或相關人員列席股東會。

第八條：(股東會開會過程錄音或錄影之存證)

本公司應於受理股東報到時起將股東報到過程、會議進行過程、投票計票過程全程連續不間斷錄音及錄影。

前項影音資料應至少保存一年。但經股東依公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。

第九條：股東會之出席，應以股份為計算基準。出席股數依簽名簿或繳交之簽到卡，加計以書面或電子方式行使表決權之股數計算之。

已屆開會時間，主席應即宣布開會，並同時公布無表決權數及出席股份數等相關資訊，惟未有代表已發行股份總數過半數之股東出席

時，主席得宣布延後開會，其延後次數以二次為限，延後時間合計不得超過一小時。延後二次仍不足有代表已發行股份總數三分之一以上股東出席時，由主席宣布流會。

前項延後二次仍不足額而有代表已發行股份總數三分之一以上股東出席時，得依公司法第一百七十五條第一項規定為假決議，並將假決議通知各股東於一個月內再行召集股東會。

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

第十條：（議案討論）

股東會如由董事會召集者，其議程由董事會訂定之，相關議案（包括臨時動議及原議案修正）均應採逐案票決，會議應依排定之議程進行，非經股東會決議不得變更之。

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。前二項排定之議程於議事（含臨時動議）未終結前，非經決議，主席不得逕行宣布散會；主席違反議事規則，宣布散會者，董事會其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。

主席對於議案及股東所提之修正案或臨時動議，應給予充分說明及討論之機會，認為已達可付表決之程度時，得宣布停止討論，提付表決，並安排適足之投票時間。

第十一條：（股東發言）

出席股東發言前，須先填具發言條載明發言要旨、股東戶號（或出席證編號）及戶名，由主席定其發言順序。

出席股東僅提發言條而未發言者，視為未發言。發言內容與發言條記載不符者，以發言內容為準。

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。

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。

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。

第十二條：（表決股數之計算）

股東會之表決，應以股份為計算基準。

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。

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。

前項不得行使表決權之股份數，不算入已出席股東之表決權數。

除信託事業或經證券主管機關核准之股務代理機構外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三，超過時其超過之表決權，不予計算。

第十三條：股東每股有一表決權；但受限制或公司法第一百七十九條第二項所列無表決權者，不在此限。

本公司召開股東會時，應採行以電子方式並得採行以書面方式行使其表決權；其以書面或電子方式行使表決權時，其行使方法應載明於股東會召集通知。以書面或電子方式行使表決權之股東，視為親自出席股東會。但就該次股東會之臨時動議及原議案之修正，視為棄權，故本公司宜避免提出臨時動議及原議案之修正。

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。

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；逾期撤銷者，以書面或電子方式行使之表決權為準。如以書面或電子方式行使表決權並以委託書委託代理人出席股東會者，以委託代理人出席行使之表決權為準。

議案之表決，除公司法及本公司章程另有規定外，以出席股東表決

權過半數之同意通過之。表決時，應逐案由主席或其指定人員宣佈出席股東之表決權總數後，由股東逐案進行投票表決，並於股東會召開後當日，將股東同意、反對及棄權之結果輸入公開資訊觀測站。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。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。股東會表決或選舉議案之計票作業應於股東會場內公開處為之，且應於計票完成後，當場宣布表決結果，包含統計之權數，並作成紀錄。

第十四條：（選舉事項）

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，包含當選董事之名單與其當選權數及落選董事名單及其獲得之選舉權數。

前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。

第十五條：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。

前項議事錄之分發，本公司得以輸入公開資訊觀測站之公告方式為之。

議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及表決結果（包含統計之權數）記載之，有選舉董事時，應揭露每位候選人之得票權數。在本公司存續期間，應永久保存。

第十六條：（對外公告）

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

(財團法人中華民國證券櫃檯買賣中心) 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。

第十七條：(會場秩序之維護)

辦理股東會之會務人員應佩帶識別證或臂章。

主席得指揮糾察員或保全人員協助維持會場秩序。糾察員或保全人員在場協助維持秩序時，應佩戴「糾察員」字樣臂章或識別證。

會場備有擴音設備者，股東非以本公司配置之設備發言時，主席得制止之。

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。

第十八條：(休息、續行集會)

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

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。

股東會得依公司法第一百八十二條之規定，決議在五日内延期或續行集會。

第十九條：本規則經股東會通過後施行，修正時亦同。

【附錄三】 公 司 章 程

THE COMPANIES ACT (AS REVISED)
COMPANY LIMITED BY SHARES

AMENDED AND RESTATED MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

HanchorBio Inc.

Incorporated on the 11th day of November, 2020
(adopted by a Special Resolution passed on April 20, 2025)

THE COMPANIES ACT (As Revised)
COMPANY LIMITED BY SHARES
AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION

OF

HanchorBio Inc.

(adopted by Special Resolution passed on April 20, 2025)

1. The name of the Company is HanchorBio Inc.
2. The Registered Office of the Company is at the offices of Asia Leading Corporate Services (Cayman) Limited, Suite 102, Cannon Place, P.O. Box 712, North Sound Rd., George Town Grand Cayman, KY1-9006, Cayman Islands, or at such other place within the Cayman Islands as the Board may 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 any law as provided by the Companies Act (As Revised).
4. The Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit as provided by the Companies Act (As Revised).
5. Nothing in the preceding sections shall be deemed to permit the Company to carry on the business of a Bank or Trust Company without being licensed in that behalf under the provisions of the Banks and Trust Companies Act (As Revised), or to carry on Insurance Business from within the Cayman Islands or the business of an Insurance Manager, Agent, Sub-agent or Broker without being licensed in that behalf under the provisions of the Insurance Act (As Revised), or to carry on the business of Company Management without being licensed in that behalf under the provisions of the Companies Management Act (As Revised).
6. The Company will not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this section shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.
7. The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.

8. The authorized share capital of the Company is New Taiwan Dollars 3,000,000,000 divided into 300,000,000 ordinary shares of a par value of New Taiwan Dollars [10.00] each provided always that subject to the provisions of the Companies Act (As Revised) and the Articles of Association, the Company shall have power to redeem or purchase any of its shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority 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.
9. If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Act (As Revised).

THE COMPANIES ACT (AS REVISED)
COMPANY LIMITED BY SHARES
AMENDED AND RESTATED

ARTICLES OF ASSOCIATION

OF

HanchorBio Inc.

(adopted by a Special Resolution passed on April 20, 2025)

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THE COMPANIES ACT (AS REVISED)
COMPANY LIMITED BY SHARES
AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

HanchorBio Inc.

(adopted by a Special Resolution passed on April 20, 2025)

Table A

The regulations in Table A in the First Schedule to the Law (as defined below) do not apply to the Company.

INTERPRETATION

1. Definitions

- 1.1** In these Articles, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively:

Acquisition	as defined in the ROC Business Mergers and Acquisitions Act whereby a company acquires shares, business or assets of another company on exchange for shares, cash or other assets.
Applicable Law	the Applicable Public Company Rules, the Law or such other rules or legislation applicable to the Company;
Applicable Public Company Rules	the ROC laws, rules and regulations (including, without limitation, the Company Law of the ROC, the Securities and Exchange Law of the ROC, the rules and regulations promulgated by the FSC, the rules and regulations promulgated by the TPEx and the rules and regulations promulgated by the TWSE, as amended from time to time) affecting public reporting

	companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as applicable to the Company;
Articles	these Articles of Association as altered from time to time;
Audit Committee	the audit committee of the Board, which shall comprise solely of all the Independent Directors of the Company;
Board	the board of directors appointed or elected pursuant to the Articles and acting at a meeting of directors at which there is a quorum in accordance with the Articles;
Capital Reserve	for the purpose of the Articles only, comprises of the premium paid on the issuance of any share and income from endowments received by the Company;
Chairman	the Director elected amongst all the Directors as the chairman of the Board;
Company	HanchorBio Inc.;
Compensation Committee	a committee of the Board, which shall be comprised of professional individuals and having the functions, in each case, prescribed by the Applicable Public Company Rules;
Communication Facilities	shall mean video, video-conferencing, internet or online -conferencing and/or any other video-communication facilities permitted under the Applicable Public Company Rules;
Cumulative Voting	the voting mechanism for an election of Directors as described in Article 35.2;
Directors	the directors for the time being of the Company and shall include any and all

	Independent Director(s);
Directors' Remuneration	has the meaning given thereto in Article 14.4;
Dissenting Member	has the meaning given thereto in Article 28.2;
Electronic Record	has the same meaning as in the Electronic Transactions Act;
Electronic Transactions Act	the Electronic Transactions Act (As Revised) of the Cayman Islands;
Employees' Compensations	has the meaning given thereto in Article 14.4;
Employee Subscription Portion	has the meaning given thereto in Article 2.3;
Employee of Entry-Level	shall mean the employees who are not appointed as senior managers by the Board and whose salary is below the baseline level specified in the " Regulations for Tax Preferences Provided to SME (Small and Medium Enterprises) on Wage Payment Raising."
ESM	the emerging stock market of the ROC;
Family Relationship within Second Degree of Kinship	in respect of a person, means another person who is related to the first person either by blood or by marriage of a member of the family and within the second degree shall include the parents, siblings, grandparents, children and grandchildren of the first person as well as the parents, siblings and grandparents of the first person's spouse;
FSC	the Financial Supervisory Commission of the ROC;
Independent Directors	the Directors who are elected as "Independent Directors" in accordance with the Applicable Public Company Rules or the Articles;

Joint Operation Contract	a contract between the Company and one or more person(s) or entit(ies) where the parties thereto agree to pursue the same business venture and jointly bear losses and enjoy profits arising out of such business venture in accordance with the terms thereof;
Law	The Companies Act (As Revised) of the Cayman Islands and every modification, reenactment or revision thereof for the time being in force;
Lease Contract	a contract or arrangement between the Company and any other person(s) pursuant to which such person(s) lease or rent from the Company the necessary means and assets to operate the whole business of the Company in the name of such person, and as consideration, the Company receives a pre-determined compensation from such person;
Litigious and Non-Litigious Agent	a person appointed by the Company pursuant to the Applicable Law as the Company's process agent for purposes of service of documents in the relevant jurisdiction and the Company's responsible person in the ROC under the Securities and Exchange Law of the ROC;
Management Contract	a contract or arrangement between the Company and any other person(s) pursuant to which such person(s) manage and operate the business of the Company in the name of and for the benefit of the Company, and as consideration, such person(s) receive a pre-determined compensation from the Company while the Company continues to be entitled to the profits (or losses) of such business;
Market Observation Post System	the public company reporting system maintained by the TWSE;

Member	a person registered in the Register of Members as the holder of shares in the Company and, when two or more persons are so registered as joint holders of shares, means a person whose name stands first in the Register of Members as one of such joint holders or all of such persons, as the context so requires;
Memorandum	the memorandum of association of the Company as altered from time to time;
Merger	means: (a) a "merger" or "consolidation" as defined under the Law; or (b) other forms of mergers and acquisitions which fall within the definition of "merger and/or consolidation" under the Applicable Public Company Rules;
month	calendar month;
Notice	written notice as further provided in the Articles unless otherwise specifically stated;
Officer	any person appointed by the Board to hold an office in the Company;
Ordinary Resolution	a resolution passed at a general meeting (or, if so specified, a meeting of Members holding a class of shares) of the Company by not less than a simple majority vote of the Members present at the meeting, in person or by proxy;
Preferred Shares	has the meaning given thereto in Article 6;
Private Placement	means, for so long as the shares are traded on the ESM or listed on the TPEX or the TWSE in Taiwan, the private placement by the Company of shares or other securities of the Company as permitted by the Applicable Public Company Rules;

Public Offering Portion	has the meaning given thereto in Article 2.3;
Register of Directors and Officers	the register of directors and officers referred to in Article 42;
Register of Members	the register of members of the Company maintained in accordance with the Law and (as long as the shares of the Company are traded on the ESM or listed on the TPEx or the TWSE in Taiwan) the Applicable Public Company Rules;
Registered Office	the registered office for the time being of the Company;
Restricted Shares	has the meaning given thereto in Article 2.5;
ROC	Taiwan, the Republic of China;
Seal	the common seal or any official or duplicate seal of the Company;
Secretary	a person appointed to perform any or all of the duties of secretary of the Company and includes any deputy or assistant secretary and any person appointed by the Board to perform any of the duties of the Secretary;
share(s)	share(s) of par value New Taiwan Dollars [10.00] each in the Company;
Share Exchange	a 100% share exchange as defined in the ROC Business Mergers and Acquisitions Act whereby a company (the "Acquiring Company") acquiring all the issued and outstanding shares of another company with the consideration being the shares of the Acquiring Company, cash or other assets;
Special Resolution	Subject to the Law, means a resolution passed at a general meeting of the Company by a majority of at least

	two-thirds of the votes cast by such Members who, being entitled to do so, vote in person or by their proxies, or, in the case of Members that are corporations or other non-natural person, by their duly authorized representatives by computing the number of votes to which each Member is entitled;
Spin-off	a spin-off as defined in the ROC Business Mergers and Acquisitions Act whereby a company transfers a part or all of its business that may be operated independently to an existing company or a newly incorporated company (the "Acquirer") with the consideration being the shares of the Acquirer, cash or other assets;
Statutory Reserve	has the meaning given thereto in Article 14.5;
Subsidiary	with respect to any company, (1) the entity, more than one half of whose total number of the issued voting shares or the total amount of the share capital are directly or indirectly held by such company; or (2) the entity that such company has a direct or indirect control over its personnel, financial or business operation;
Supermajority Resolution	a resolution passed by a majority vote of the Members present at a general meeting attended by Members who represent two-thirds or more of the total issued shares or, if the total number of shares represented by the Members present at the general meeting is less than two-thirds of the total issued shares, but more than one half of the total issued shares, means instead, a resolution passed by two-thirds or more of votes cast by the Members present at such general meeting;

TPEX	the Taipei Exchange;
Treasury Shares	means shares of the Company held in treasury pursuant to the Law and the Articles;
TDCC	the Taiwan Depository & Clearing Corporation;
TWSE	the Taiwan Stock Exchange Corporation;
Virtual Meeting	means any general meeting of the Members at which the Members (and any other permitted participants of such meeting, including without limitation, the Chairman of such meeting and any Directors) are permitted to attend and participate solely by means of Communication Facilities; and
year	calendar year.

1.2 In the Articles, where not inconsistent with the context:

- (a) words denoting the plural number include the singular number and vice versa;
- (b) words denoting the masculine gender include the feminine and neuter genders;
- (c) words importing persons include companies, associations or bodies of persons whether corporate or not;
- (d) the words:-
 - (i) "may" shall be construed as permissive; and
 - (ii) "shall" shall be construed as imperative;
- (e) "written" and "in writing" include all modes of representing or reproducing words in visible form, including the form of an Electronic Record;
- (f) a reference to statutory provision shall be deemed to include any amendment or re-enactment thereof;
- (g) unless otherwise provided herein, words or expressions defined in the Law shall bear the same meaning in the Articles; and
- (h) Sections 8 and 19 (3) of the Electronic Transactions Act shall not apply to the extent that it imposes obligations or requirements in addition to those

set out in the Articles.

- 1.3 Headings used in the Articles are for convenience only and are not to be used or relied upon in the construction hereof.

SHARES

2. Power to Issue Shares

- 2.1 Subject to Applicable Law, the Articles and any resolution of the Members to the contrary, and without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, the Board shall have the power to issue any unissued shares of the Company on such terms and conditions as it may determine and any shares or class of shares (including the issue or grant of options, warrants and other rights, renounceable or otherwise in respect of shares) may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Company may, subject to Article 6.1, by Ordinary Resolution of the Members prescribe, provided that no share shall be issued at a discount except in accordance with the Law and the Applicable Public Company Rules.
- 2.2 Unless otherwise provided in the Articles, the issue of new shares of the Company shall be approved by a majority of the Directors 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 authorized capital of the Company.
- 2.3 After the application for trading of the shares on the ESM or listing in the ROC has been approved by the TPEx or the TWSE, as applicable, where the Company increases its issued share capital by issuing new shares for cash consideration in the ROC, the Company shall allocate 10% of the total amount of the new shares to be issued, for offering in the ROC to the public ("**Public Offering Portion**") unless it is not necessary or appropriate, as determined by the FSC, the TPEx or the TWSE (as applicable) for the Company to conduct the aforementioned public offering or otherwise provided by Applicable Law. However, if a percentage higher than the aforementioned 10% is resolved by the Members in a general meeting by Ordinary Resolution to be offered, the percentage determined by such resolution shall prevail and shares corresponding to such percentage shall be reserved as Public Offering Portion. The Company may also reserve no more than ten percent of such new shares for subscription by the employees of the Company and its Subsidiaries ("**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.
- 2.4 Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increases its issued share capital by issuing new shares for cash consideration pursuant to Article 2.3, after allocation of the

Public Offering Portion, including, for the avoidance of doubt, any percentage in excess of 10% of the total amount of the new shares to be issued for offering in the ROC to the public as resolved by the Members in general meeting be offered pursuant to Article 2.3, and the Employee Subscription Portion pursuant to Article 2.3, the Company shall make a public announcement and notify each Member that he is entitled to exercise a pre-emptive right to purchase his pro rata portion of the remaining new shares, to be issued in the capital increase for cash consideration. The Company shall state in such announcement and notices to the Members the procedures for exercising such pre-emptive rights. Where an exercise of the pre-emptive right may result in fractional entitlement of a Member, the entitlements (including fractional entitlements) of two or more Members may be combined to jointly subscribe for one or more whole new shares in the name of a single Member, subject to compliance with the Applicable Public Company Rules. If the total number of the new shares to be issued has not been fully subscribed for by the Members within the prescribed period, the Company may consolidate such shares into the public offering tranche or offer any un-subscribed new shares to a specific person or persons in such manner as is consistent with the Applicable Public Company Rules.

If any person who has subscribed the new shares (by exercising the aforesaid pre-emptive right of Members or subscribing the Public Offering Portion or the Employee Subscription Portion) fails to pay when due any amount of the subscription price in relation to such newly-issued shares within the payment period as determined by the Company, the Company shall fix a period of no less than one month and call for payment of the subscription price; otherwise, the Company may declare a forfeiture of such subscription. No forfeiture of such subscription shall be declared as against any such person unless the amount due thereon shall remain unpaid for such period after such demand has been made. Notwithstanding the provisions of the preceding sentence, forfeiture of the subscription may be declared without the demand process if the payment period for subscription price set by the Company is one month or longer. Upon forfeiture of the subscription, the shares remaining unsubscribed to shall be offered for subscription in such manner as is consistent with the Applicable Public Company Rules.

- 2.5 Subject to the Applicable Law, the Company may issue new shares with restricted rights ("**Restricted Shares**") to employees of the Company and its Subsidiaries with the sanction of a Supermajority Resolution provided that Article 2.3 shall not apply in respect of the issue of such shares. For so long as the shares are traded on the ESM or listed on the TPEX or the TWSE in the ROC, the terms of issue of Restricted Shares, including but not limited to the number of Restricted Shares so issued, issue price of Restricted Shares and other related matters shall be in accordance with the rules promulgated by the competent authority of securities of the ROC.

- 2.6** The pre-emptive right of employees under Article 2.3 and the pre-emptive right of Members under Article 2.4 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, Share Exchange, Spin-off, 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 rendered in Articles 2.8 and 2.11;
 - (c) in connection with the issue of Restricted Shares in accordance with Article 2.5;
 - (d) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire shares;
 - (e) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire shares;
 - (f) in connection with the issue of shares in accordance with Article 14.7 or Article 17; or
 - (g) in connection with Private Placement of the securities issued by the Company.
- 2.7** The Company shall not issue any unpaid shares or partly paid shares.
- 2.8** Notwithstanding Article 2.5, 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 employee incentive programmes and may issue shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries.
- 2.9** Options, warrants or other similar instruments issued in accordance with Article 2.8 above are not transferable save by inheritance.
- 2.10** Directors of the Company and its Subsidiaries shall not be eligible for Restricted Shares pursuant to Article 2.5 or the incentive programmes pursuant to Article 2.8, provided that directors who are also employees of the Company or its Subsidiaries may subscribe for Restricted Shares or participate in an incentive programme in their capacity as an employee and not as a director of the Company or its Subsidiaries.
- 2.11** The Company may enter into agreements with employees of the Company and/or the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 2.8 above, whereby employees may subscribe for, within a specific period, 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.

3. Redemption and Purchase of Shares

- 3.1** Subject to the Law, the Company is authorized to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or a Member.
- 3.2** The Company is authorized to make payments in respect of the redemption of its shares out of capital or out of any other account or fund authorized for this purpose in accordance with the Law.
- 3.3** The redemption price of a redeemable share, or the method of calculation thereof, shall be fixed by the Board at or before the time of issue.
- 3.4** Every share certificate relating to redeemable share shall indicate that the share is redeemable.
- 3.5** For so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, subject to the provisions of the Applicable Law and the Articles, 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, purchase its own shares (including any redeemable shares) on such terms and in such manner as the Board may determine and hold them as Treasury Shares in accordance with the Applicable Law PROVIDED THAT if any purchase of the Company's own shares from all the Members involves any immediate cancellation of shares of the Company, such repurchase of shares is subject to approval by the Members by way of an Ordinary Resolution and the number of shares of the Company to be cancelled shall be effected based on the then prevailing percentage of shareholding of all the Members as of the date of such cancellation on a pro rata basis (as rounded up or down to the nearest whole number as determined by the Board), unless otherwise provided for in the Law or the Applicable Public Company Rules.

Upon approval by Members by way of an Ordinary Resolution to repurchase and cancel shares of the Company, the repurchase price may be paid in any manner authorized by the Law, including in cash or in kind, provided that where any repurchase price is to be paid in kind, the monetary equivalent value of such payment in kind shall be (a) assessed by an ROC certified public accountant before being submitted by the Board to the Members for approval as part of the Ordinary Resolution authorizing the repurchase and cancellation of shares of the Company; and (b) agreed to individually by each Member who will be receiving the repurchase price in kind. Without prejudice to this Article 3.5, in the case of a repurchase of shares by the Company for purposes of changing the currency denomination of share capital of the Company, consent of the holders of the shares subject to such repurchase shall not be required.

- 3.6** In the event that the Company proposes to purchase any share traded on the ESM or listed on the TPEx or the TWSE in the ROC and holds them as Treasury Shares pursuant to the preceding Article, the resolution of the Board approving

such proposal and the implementation thereof should be reported to the Members in 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 traded on the ESM or listed on the TPEX or the TWSE in the ROC for any reason.

3.7 For so long as the shares are traded on the ESM or listed on the TPEX or the TWSE in the ROC, the Company is authorized to purchase any share traded on the ESM or listed on the TPEX or the TWSE in the ROC in accordance with the following manner of purchase:

- (a) the total price of the shares purchased by the Company shall not exceed the sum of retained earnings minus earnings distribution resolved by the Board or the general meeting, plus the following realized capital reserve:
 - (i) the premium received from the disposal of assets that has not been booked as retained earnings;
 - (ii) the premium paid on the issuance of any share and income from endowments received by the Company provided however that income from the shares shall not be included before such shares have been transferred to others;
- (b) the maximum number of shares purchased by the Company shall not exceed ten percent of the total number of issued and outstanding shares of the Company; and
- (c) the purchase shall be at such time, at such price and on such other terms as determined and agreed by the Board in its sole discretion provided however that:
 - (i) such purchase transactions shall be in accordance with the applicable ROC securities laws and regulations and the Applicable Public Company Rules; and
 - (ii) such purchase transactions shall be in accordance with the Law.

3.8 Subject to Article 3.5 and the Applicable Public Company Rules, the redemption or repurchase price may be paid in any manner permissible under the Law as determined by the Board.

3.9 A delay in payment of the redemption price shall not affect the redemption but, in the case of a delay of more than thirty days, interest shall be paid for the period from the due date until actual payment at a rate which the Board, after due enquiry, estimates to be representative of the rates being offered by banks holding "A" licenses (as defined in the Banks and Trust Companies Law (Revised) of the Cayman Islands) in the Cayman Islands for thirty day deposits in the same currency.

3.10 The Board may exercise as it thinks fit the powers conferred on the Company by

Section 37(5) of the Law (payment out of capital) but only if and to the extent that the redemption could not otherwise be made (or not without making a fresh issue of shares for this purpose).

- 3.11** Subject as aforesaid, the Board may determine, as it thinks fit all questions that may arise concerning the manner in which the redemption of the shares shall or may be affected.
- 3.12** No share may be redeemed unless it is fully paid.
- 3.13** The Board may designate as Treasury Shares any of its shares that it purchases or redeems, or any shares surrendered to it, in accordance with the Applicable Law.
- 3.14** 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.
- 3.15** The Company shall be entered in the Register of Members as the holder of the Treasury Shares provided that:
 - (a) the Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;
 - (b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of the Articles or the Law.
- 3.16** After the Company purchases the shares traded on the ESM or listed on the TPEX or the TWSE in the ROC, any proposal to transfer the Treasury Shares to the employees of the Company and its Subsidiaries at a price below the average actual repurchase price must be approved by Special Resolution in the next general meeting and the items required by the Applicable Public Company Rules shall be specified in the notice of the general meeting and may not be proposed as an extemporary motion. The aggregate number of Treasury Shares resolved at all general meetings and transferred to the employees of the Company and its Subsidiaries shall not exceed 5% of the total issued shares, and each employee may not subscribe for more than 0.5% of the total issued shares in aggregate. The Company may prohibit such employees from transferring such Treasury Shares within a certain period; provided, however, that such a period cannot be more than two years.
- 3.17** Subject to Article 3.16 and the Applicable Public Company Rules, Treasury Shares may be disposed of (by cancellation or transfer) by the Company on such terms and conditions in accordance with the Applicable Law as determined by the Board.

4. Rights Attaching to Shares

Subject to Article 2.1, the Memorandum and the Articles, other contractual obligations or restrictions that the Company is bound by and any resolution of the Members to the contrary and without prejudice to any special rights conferred thereby on the holders of any other shares or class of shares, the share capital of the Company shall be divided into shares of a single class the holders of which shall, subject to the provisions of the Articles:

- (a) be entitled to one vote per share;
- (b) be entitled to such dividends as recommended by the Board and approved by the Members at general meeting;
- (c) in the event of a winding-up or dissolution of the Company, whether voluntary or involuntary or for the purpose of a reorganization or otherwise or upon any distribution of capital, be entitled to the surplus assets of the Company; and
- (d) generally be entitled to enjoy all of the rights attaching to shares.

5. Share Certificates

5.1 The Company may issue shares in uncertificated/scripless form or issue share certificates. Where share certificates are issued, every Member shall be entitled to a certificate issued under the Seal (or a facsimile thereof), which shall be affixed or imprinted with the authority of the Board, specifying the number and, where appropriate, the class of shares held by such Member. The Board may by resolution determine, either generally or in a particular case, that any or all signatures on certificates may be printed thereon or affixed by mechanical means. For so long as the shares are traded on the ESM or listed on the TPEX or the TWSE in the ROC, shares of the Company shall be issued in uncertificated/scripless form unless the issuance of share certificates is required by the provisions of the Applicable Public Company Rules.

5.2 If any share certificate shall be proved to the satisfaction of the Board to have been worn out, lost, mislaid, or destroyed the Board may cause a new certificate to be issued and request an indemnity for the lost certificate if it sees fit.

5.3 Share may not be issued in bearer form.

5.4 When the Company shall issue share certificates pursuant to Article 5.1, 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 Law, 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.

5.5 Where the Company shall issue the shares in uncertificated/scripless form, the Company shall comply with the Law and the Applicable Public Company Rules to handle relevant matters, and shall deliver the shares to the subscribers by

book-entry transfer within thirty days after the Company is permitted by the Applicable Public Company Rules to issue such shares and make a public announcement prior to the delivery.

6. Preferred Shares

- 6.1** The Company may by Special Resolution designate one or more classes of shares with preferred or other special rights (shares with such preferred or other special rights, "**Preferred Shares**"), and may amend the Memorandum and the Articles as appropriate to reflect the designation of shares as Preferred Shares.
- 6.2** For so long as the shares are traded on the ESM or listed on the TPEX or the TWSE in the ROC, the rights and obligations of Preferred Shares may include (but not limited to) the following terms and shall be consistent with the Applicable Public Company Rules:
- (a) the order of priority and fixed amount or fixed ratio of allocation of dividends and bonus on Preferred Shares;
 - (b) the order of priority and fixed amount or fixed ratio of allocation of surplus assets of the Company;
 - (c) the order of priority for or restriction on the voting right(s) (including declaring no voting rights whatsoever) of the Members holding the Preferred Shares;
 - (d) the method by which the Company is authorized or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply; and
 - (e) other matters concerning rights and obligations incidental to Preferred Shares.

REGISTRATION OF SHARES

7. Register of Members

- (a) For so long as shares are traded on the ESM or listed on the TPEX or the TWSE in the ROC, the Board shall cause to be kept a Register of Members which may be kept outside the Cayman Islands at such place as the Board shall appoint and which shall be maintained in accordance with the Law and the Applicable Public Company Rules.
- (b) In the event that the Company has shares that are not traded on the ESM or listed on the TPEX or the TWSE in the ROC, the Company shall also cause to be kept a register of such shares in accordance with Section 40 of the Law.

8. Registered Holder Absolute Owner

Except as required by law:

- (a) no person shall be recognized by the Company as holding any share on any trust; and

- (b) no person other than the Member shall be recognized by the Company as having any right in a share.

9. Transfer of Registered Shares

- 9.1** Title to shares traded on the ESM or listed on the TPEX or the TWSE in the ROC may be evidenced and transferred in a manner consistent with the Applicable Public Company Rules (including through the book-entry system of the TDCC).
- 9.2** All transfers of shares which are in certificated form may be effected by an instrument of transfer in writing in any usual form or in any other form which the Board may approve and shall be executed by or on behalf of the transferor and, if the Board so requires, by or on behalf of the transferee. Without prejudice to the foregoing, any Director is delegated with the power to resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers.
- 9.3** Unless otherwise resolved by the Board, any Director may approve the transfer of shares (including without limitation, delivery of an instruction letter accompanied with the instrument of transfer to the registered office provider of the Company on behalf of the Company) and any such action taken by any such Director shall be deemed to be valid duly authorized action of the Company in accordance with these Articles. Any Director be delegated with power and authorised to refuse to recognize any instrument of transfer in respect of shares in certificated form unless it is accompanied by the certificate in respect of the shares to which it relates and by such other evidence as such Director may reasonably require to show the right of the transferor to make the transfer.
- 9.4** The joint holders of any share may transfer such share to one or more of such joint holders, and the surviving holder or holders of any share previously held by them jointly with a deceased Member may transfer any such share to the executors or administrators of such deceased Member.
- 9.5** Any Director may in his or her absolute discretion and without assigning any reason therefor refuse to register the transfer of a share in certificated form in the event such registration of transfer would (i) conflict with the Applicable Law; or (ii) conflict with the Memorandum and/or the Articles. If any such Director refuses to register a transfer of any share, the Secretary or any Director or officer shall, within three months after the date on which the transfer was lodged with the Company, send to the transferor and transferee notice of the refusal.

10. Transmission of Registered Shares

- 10.1** In the case of the death of a Member, the survivor or survivors where the deceased Member was a joint holder, and the legal personal representatives of the deceased Member where the deceased Member was a sole holder, shall be the only persons recognized by the Company as having any title to the deceased

Member's interest in the shares. Nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by such deceased Member with other persons. Subject to the provisions of Section 39 of the Law, for the purpose of this Article, legal personal representative means the executor or administrator of a deceased Member or such other person as the Board may, in its absolute discretion, decide as being properly authorized to deal with the shares of a deceased Member.

- 10.2** Any person becoming entitled to a share in consequence of the death or bankruptcy of any Member may be registered as a Member upon such evidence as the Board may deem sufficient or may elect to nominate some person to be registered as a transferee of such share.
- 10.3** On the presentation of the evidence as the Board may require to prove the title of the transferor, the transferee shall be registered as a Member. Notwithstanding the foregoing, the Board shall, in any case, have the same right to decline or suspend registration or refuse registration as stipulated in Article 9.5 as it would have had in the case of a transfer of the share by that Member before such Member's death or bankruptcy, as the case may be.
- 10.4** Where two or more persons are registered as joint holders of a share or shares, then in the event of the death of any joint holder or holders the remaining joint holder or holders shall be absolutely entitled to the said share or shares and the Company shall recognize no claim in respect of the estate of any joint holder except in the case of the last survivor of such joint holders.

ORDINARY RESOLUTION, SPECIAL RESOLUTION AND SUPERMAJORITY RESOLUTION

11. Alteration of Capital

- 11.1** Subject to the Law, the Company may from time to time by Ordinary Resolution alter the conditions of its Memorandum to:
- (a) increase its share capital by new shares of such sum, to be divided into shares of such classes and amount, as the resolution shall prescribe;
 - (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
 - (c) convert all or any of its paid up shares into stock and reconvert that stock into paid up shares of any denomination for the purpose of redenominating its share capital, provided that the Company shall not convert its stock into no-par value stock;
 - (d) sub-divide its existing shares, or any of them into shares of a smaller amount provided that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in case of the share from which the reduced share is derived; or

- (e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

11.2 The Board may settle as it considers expedient any difficulty which arises in relation to any consolidation and division under the last preceding Article and in particular but without prejudice to the generality of the foregoing may issue certificates in respect of fractions of shares or arrange for the sale of the shares representing fractions and the distribution of the new proceeds of sale (after deduction of the expenses of such sale) in due proportion amongst the Members who would have been entitled to the fractions, and for this purpose the Board may authorize some person to transfer the shares representing fractions to their purchaser or resolve that such net proceeds be paid to the Company for the Company's benefit. Such purchaser will not be bound to see to the application of the purchase money nor will his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

12. Special Resolution and Supermajority Resolution

12.1 Subject to the Law and the Articles, the Company may from time to time by Special Resolution:

- (a) change its name;
- (b) alter or add to the 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; or
- (e) effect a Merger under the Law.

12.2 Subject to the Law, the Company may, by Special Resolution, issue securities by way of Private Placement within the territory of the ROC in accordance with Applicable Public Company Rules; provided that, for issuance of corporate bonds which do not involve the grant of a warrant, option, or right of conversion or otherwise grant the holders of the bonds the right to acquire equity or similar rights by way of Private Placement within the territory of the ROC, the Company may do so by resolution of the Board in different tranches within one year from the date of the resolution of the Board in accordance with Applicable Public Company Rules.

12.3 Subject to the Law and Article 12.4, the following actions by the Company shall require the approval of the Members by a Supermajority Resolution:

- (a) effecting any capitalization of distributable dividends and/or bonuses and/or any other amount prescribed under Article 17;
- (b) effecting any Merger (except for any Merger which falls within the definition of "merger" and/or "consolidation" under the Law, which

requires the approval of the Company by Special Resolution only), Share Exchange, or Spin-off of the Company;

- (c) entering into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;
- (d) the transferring of the whole or any essential part of the business or assets of the Company; or
- (e) acquiring or assuming the whole business or assets of another person, which has a material effect on the Company's operation.

12.4 Subject to the Law, the Company may be wound up voluntarily:

- (a) if the Company resolves by Ordinary Resolution that it be wound up voluntarily because the Company is unable to pay its debts as they fall due; or
- (b) if the Company resolves by Special Resolution that it be wound up voluntarily for reasons other than set out in Article 12.4(a) above.

12.5 Subject to the Applicable Law, the Company may distribute its Capital Reserve, in whole or in part, by issuing new shares which shall be distributed as bonus shares to its existing Members in proportion to the number of shares being held by each of them or by cash distribution to its Members.

13. Variation of Rights Attaching to Shares

If, at any time, the share capital 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 Supermajority Resolution passed at a general meeting of the holders of the shares of the 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 passed at a general meeting and shall also be adopted by a Supermajority Resolution passed at a separate meeting of Members of that class of shares. 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. To any such meeting all the provisions of the Articles relating to general meetings shall apply *mutatis mutandis*.

DIVIDENDS AND CAPITALISATION

14. Dividends

14.1 The Board may declare a dividend to be paid to the Members in proportion to the number of shares held by them, and such dividend may be paid in cash or shares.

- 14.2** Subject to the Applicable Law, no dividends or other distribution shall be paid except out of profits of the Company, realized or unrealized, out of share premium account or any reserve, fund or account as otherwise permitted by the Law. Except as otherwise provided by the rights attached to any shares, all dividends and other distributions shall be paid according to the number of the 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 dividends accordingly.
- 14.3** With respect to the dividend to be distributed at the end of each financial year, subject to the Law and this Article and except as otherwise provided by the rights attached to any shares, the Company may distribute profits after each financial year in accordance with a proposal for profit distribution approved by, in the case of dividend to be paid in cash, a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors and then reported to the Members in the next annual general meeting or, in the case of Article 12.3(a) or 12.5 (in the case of an issuance of new shares as bonus shares), a majority of the Directors at a meeting attended by a majority or more of the total number of the Directors and Supermajority Resolution in the general meeting.
- 14.4** For so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, unless otherwise provided in the Law, the Applicable Public Company Rules or the Articles, upon the final settlement of the Company's accounts, if there is "surplus profit" (as defined below), the Company shall set aside no less than one percent as compensation to employees ("**Employees' Compensations**") and Employees' Compensations may be distributed to employees of the Company and its Subsidiaries, who meet certain qualifications determined by the Board. The proportion allocated to Employees of Entry Level shall not be less than 15% of the aforementioned Employees' Compensations. The Company shall, from the surplus profit, set aside no more than three percent as remuneration for the Directors (excluding the Independent Directors) ("**Directors' Remuneration**"). The distribution proposals in respect of Employees' Compensation and Directors' Remuneration shall be approved by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors and submitted to the shareholders' meeting for report. However, if the Company has accumulated losses, the Company shall reserve an amount thereof for making up the losses before proceeding with the abovementioned distributions and allocation. The "surplus profit" referred to above means the net profit before tax and for the avoidance of doubt, such amount is before any payment of compensation to employees and remuneration for the Directors.
- 14.5** In determining the Company's dividend policy, the Board recognizes that the Company is in the growth stage. In determining the amount, if any, of the

dividend or other distribution it recommends to Members for approval in any financial year, the Board:

- (a) may take into consideration the earnings of the Company, overall development, financial planning, capital needs, industry outlook and future prospects of the Company in the relevant financial year, so as to ensure the protection of Members' rights and interests; and
- (b) shall set aside out of the profits of the Company for each financial year in addition to the allocation in accordance with Article 14.4: (i) a reserve for payment of tax for the relevant financial year; (ii) an amount to offset losses incurred in previous years; (iii) ten percent as a general reserve ("**Statutory Reserve**") (unless the Statutory Reserve has reached the total paid-up capital of the Company), and (iv) a special surplus reserve as required by the applicable securities authority under the Applicable Public Company Rules or a reserve as determined by the Board pursuant to Article 15.1.

14.6 For so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, subject to compliance with the Law and after setting aside the amounts for Employees' Compensations and Directors' Remuneration in accordance with Article 14.4 and such amounts as the Board deems fit in accordance with the dividend policy set out in Article 14.5, the Board shall recommend to Members for approval to distribute no less than ten percent of the earnings generated from the immediately preceding financial year (exclusive of those accumulated from previous years) out of the distributable amount as dividend to the Members and the allocation will be made upon the passing of the resolution by the Members.

14.7 Dividends to the Members and the Employees' Compensation may be distributed, in the discretion of the Board, by way of cash or by way of applying such sum in paying up in full unissued shares or a combination of both for allocation and distribution to employees or the Members, provided that, in the case of a distribution to Members, no less than ten percent of the total amount of such dividend shall be paid in cash.

14.8 The Board shall fix any date as the record date for determining the Members entitled to receive any dividend or other distribution.

14.9 For the purpose of determining Members entitled to receive payment of any dividend or other distributions, the Board may provide that the Register of Members be closed for transfers for five days before the relevant record date or such other period consistent with the Applicable Public Company Rules subject to compliance with the Law.

14.10 No unpaid dividend and compensation shall bear interest as against the Company.

15. Capital Reserve and Power to Set Aside Profits

- 15.1** The Board may, before declaring a dividend, set aside out of the surplus or profits of the Company, such sum as it thinks proper as a reserve to be used to meet contingencies or for meeting the deficiencies for implementing dividend distribution plans or for any other purpose to which those funds may be properly applied. Pending application, such sums may be in the absolute discretion of the Board either be employed in the business of the Company or invested in such investment as the Board may from time to time think fit, and need not be kept separate from other assets of the Company. The Board may also, without placing the same to reserve, carry forward any profit which it decides not to distribute.
- 15.2** Subject to any direction from the Company in general meeting, the Board may on behalf of the Company exercise all the powers and options conferred on the Company by the Law in regard to the Capital Reserve. Subject to compliance with the Law, the Board may on behalf of the Company set off accumulated losses against credits standing in the Capital Reserve and make distributions out of the Capital Reserve.

16. Method of Payment

- 16.1** Any dividend, interest, or other monies payable in cash in respect of the shares may be paid by wire transfer to the Member's designated account or by cheque or draft sent through the post directed to the Member at such Member's address in the Register of Members, or to such person and to such address as the holder may in writing direct.
- 16.2** In the case of joint holders of shares, any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or draft sent through the post directed to the address of the holder first named in the Register of Members, or to such person and to such address as the holder may in writing direct. If two or more persons are registered as joint holders of any shares any one can give an effectual receipt for any dividend paid in respect of such shares.
- 16.3** For so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, the payment of any dividend shall comply with the Applicable Public Company Rules and the Law.

17. Capitalization

Subject to the Applicable Law (for so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC) and Article 12.3(a) and 12.5 (in the case of an issuance of new shares as bonus shares), the Board may capitalize any sum for the time being standing to the credit of the Capital Reserve or other reserve accounts or to the credit of the profit and loss account or otherwise available for distribution by applying such sum in paying up unissued shares to be allotted as fully paid bonus shares pro rata to the Members.

MEETINGS OF MEMBERS

18. Annual General Meetings

- 18.1** The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year, which shall be called by the Board.
- 18.2** Subject to Article 18.1, the annual general meeting of the Company may be held at such time and place as the Board shall determine. For so long as the shares are traded on the ESM or listed on the TPEX or the TWSE in the ROC, unless otherwise provided by the Law, the Company's physical annual general meetings shall be held in the ROC. If the Board resolves to hold a physical annual general meeting outside the ROC, the Company shall apply for the approval of the TWSE/TPEX within two days after the Board adopts such resolution. Where an annual general meeting is to be held outside the ROC, the Company shall engage a professional stock affairs agent in the ROC to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).
- 18.3** The general meeting may be held by Virtual Meeting or any other means announced by the competent authority of the Company Act of the ROC. So long as the shares are traded on the ESM or listed on the TPEX or the TWSE in Taiwan, the conditions, operation procedures and other matters of the general meeting held by Virtual Meeting shall be in compliance with the Applicable Public Company Rules.
- 18.4** In case where any general meeting is held at which Communication Facilities are permitted in accordance with these Articles, including any Virtual Meeting, any Member who attend and participate by means of such Communication Facilities in such a meeting shall be deemed to have attended and constitute presence in person.

19. Extraordinary General Meetings

- 19.1** General meetings other than annual general meetings shall be called extraordinary general meetings.
- 19.2** The Board may convene an extraordinary general meeting of the Company whenever in their judgment such a meeting is necessary or is desirable. Article 18.2 shall apply to extraordinary general meetings.
- 19.3** For so long as the shares are traded on the ESM or listed on the TPEX or the TWSE in the ROC, the Board shall on a Member's requisition as defined in Article 19.4 forthwith proceed to convene an extraordinary general meeting of the Company.
- 19.4** A Member's requisition set forth in Article 19.3 is a requisition of one or more Members of the Company holding in the aggregate at the date of deposit of the requisition not less than three percent of the total number of issued shares of the

Company which as at that date have been held by such Member(s) for at least one year.

- 19.5 The Member's requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor.
- 19.6 If the Board does not within fifteen days from the date of the deposit of the Member's requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting in the same manner, as nearly as possible, as that in which general meetings may be convened by the Board. If it is proposed that the extraordinary general meeting be held outside the ROC, an application shall be submitted by such requisitionists to the TWSE/TPEX for its prior approval.
- 19.7 For so long as the shares are traded on the ESM or listed on the TPEX or the TWSE in the ROC, any one or more Member(s) may summon an extraordinary general meeting, provided that such Member or Members shall hold more than fifty percent of the total issued Shares of the Company for a continuous period of no less than three months. The number of the Shares held by a Member and the period during which a Member holds such Shares, shall be calculated and determined based on the Register of Members as of the first day of the Book Closure Period. The Book Closure Period has the meaning as defined in Article 20.3.

20. Notice

- 20.1 Before the shares are traded on the ESM or listed on the TPEX or the TWSE in the ROC, at least five days' notice of a general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of business to be conducted at the meeting.
- 20.2 For so long as the shares are traded on the ESM or listed on the TPEX or the TWSE in the ROC, at least thirty days' notice of an annual general meeting, and at least fifteen days' notice of an extraordinary general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of the business to be considered at the meeting. The notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior written consent from the recipient(s) thereof.
- 20.3 For so long as the shares are traded on the ESM or listed on the TPEX or the TWSE in the ROC, the Board shall fix a record date for determining the Members entitled to receive notice of and to vote at any general meeting of the Company in accordance with Applicable Public Company Rules and close its Register of Members accordingly in accordance with Applicable Public Company Rules. The Board shall fix the period that the Register of Members shall be closed for transfers (the "**Book Closure Period**").

- 20.4** Subject to Article 23.4, the accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 20.5** For so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, the Company shall announce to the public the notice of a general meeting, the proxy instrument, agendas and materials relating to the matters to be reported and discussed in the general meetings, including but not limited to, election or discharge of Directors, in accordance with Article 20.2, and shall transmit the same via the Market Observation Post System in accordance with Applicable Public Company Rules. 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 for the Member to exercise his voting power together with the above mentioned materials in accordance with Article 20.2. The Board shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be made available to all Members and shall be transmitted to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the Company's total paid-in capital exceeds NT\$2 billion at the most recent financial year end date, or if the shareholding of foreign and PRC investors reaches more than thirty percent of the total number of issued shares as recorded in the Register of Members as of the date of the general meeting held in the most recent financial year, the foregoing transmission of information and materials via or to the Market Observation Post System shall be completed at least thirty days for an annual general meeting.
- 20.6** For so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, the following matters shall be stated in the notice of a general meeting, with a summary of the major content to be discussed, and shall not be proposed as an extemporary motion:
- (a) election or discharge of Directors,
 - (b) alteration of the Memorandum or the Articles,
 - (c) capital reduction,
 - (d) application to terminate the public offering of the Shares,
 - (e) (i) dissolution, Merger, Share Exchange or Spin-off, (ii) entering into, amending, or terminating any Lease Contract, Management Contract or Joint Operation Contract, (iii) transfer of the whole or any essential part of the business or assets of the Company, and (iv) acquisition or assumption of the whole of the business or assets of another person, which has a material effect on the operations of the Company,
 - (f) ratification of an action by Director(s) who engage(s) in business for himself or on behalf of another person that is within the scope of the

Company's business,

- (g) distribution of the whole or part of the surplus profit of the Company in the form of new shares, capitalization of Capital Reserve and any other amount in accordance with Article 17,
- (h) making distributions of new shares or cash out of the Statutory Reserve, the premium received on the issuance of any shares and income from endowments received by the Company to its Members, and
- (i) Private Placement of any equity-related securities to be issued by the Company.

The major content of the above matters can be announced on the website designated by Taiwan securities authority or by the Company, and the Company shall specify the link to the website in the notice of the relevant general meeting.

- 20.7** For so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, the Board shall keep the Memorandum and 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 Registered Office (if applicable) and the Company's stock affairs agent located in the ROC. Members may request, from time to time, by submitting document(s) evidencing his interests involved and indicating the designated scope of the inspection, access to inspect, review or make copies of the foregoing documents. If the relevant documents are kept by the Company's stock affairs agent, upon the request of any Member, the Company shall order the Company's stock affairs agent to provide such Member with the requested documents.
- 20.8** For so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, the Company shall make available all the statements and records prepared by the Board and the report prepared by the Audit Committee which will be submitted to the Members at the annual general meeting at the Registered Office (if applicable) and its stock affairs agent located in the ROC ten days prior to such annual general meeting in accordance with Applicable Public Company Rules. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such inspection and review.
- 20.9** If the general meeting is convened by the Board and other person entitled to convene a general meeting in accordance with these Articles or any Applicable Law, the Board and such person may request the Company or the Company's stock affairs agent to provide the Register of Members. Upon the request, the Company shall (and shall order the Company's stock affairs agent to) provide the Register of Members.

21. Giving Notice

- 21.1** Any Notice or document, whether or not to be given or issued under the Articles

from the Company to a Member, shall be in writing either by delivering it to such Member in person or by sending it by letter mail or courier service to such Member at his registered address as appearing in the Register of Members or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address. For the purpose of this Article, a notice may be sent via electronic means if so agreed to by the Members in writing.

- 21.2** Any Notice or other document shall be deemed to be effective when it is sent in accordance with Articles 20 and 21 of the Articles.

Any Notice or document may be given to a Member either in the Chinese language or the English language, subject to due compliance with all Applicable Law, rules and regulations.

This Article shall apply *mutatis mutandis* to the service of any document by a Member on the Company under the Articles.

22. Postponement of General Meeting

The Board may postpone any general meeting called in accordance with the provisions of the Articles provided that notice of postponement is given to each Member before the time for such meeting. A notice stating the date, time and place for the postponed meeting shall be given to each Member in accordance with the provisions of the Articles provided that in the event that the Members resolve to postpone the general meeting to a specified date which is not more than five days, Articles 20.1, 20.2, 20.3, 20.4, 20.5 and 21 do not apply and notice of the adjournment shall not be required.

23 Quorum and Proceedings at General Meetings

- 23.1** No resolutions shall be adopted unless a quorum is present. Unless otherwise provided for in the Articles, Members present in person or by proxy or in the case of a corporate Member, by corporate representative, representing more than one-half of the total issued shares of the Company entitled to vote, shall constitute a quorum for any general meeting.

- 23.2** For so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, the Board shall submit business reports, financial statements and proposals for distribution of profits or allocation of losses prepared by it for the purposes of annual general meetings of the Company for ratification by the Members in a manner consistent with the Applicable Public Company Rules. After ratification by the Members at the general meeting, the Board shall distribute copies of or announce to the public the ratified financial statements and the Company's resolutions on distribution of profits or allocation of losses, to each Member or otherwise make the same available to the Members in accordance with the Applicable Public Company Rules.

- 23.3** Unless otherwise provided in the Articles, a resolution put to the vote of the meeting shall be decided on a poll.

- 23.4** For so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, if and to the extent permitted under the Law, nothing in the Articles shall prevent any Member from initiating proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the convening of any general meeting or the passage of any resolution in violation of applicable laws or regulations or the Articles, including but not limited to filing a lawsuit for revocation of the resolutions of the general meeting within thirty days after passing of such resolution. The Taiwan Taipei District Court may be the court of the first instance for adjudicating any disputes arising out of the foregoing.
- 23.5** Unless otherwise expressly required by the Law, 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.
- 23.6** For so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, Member(s) holding one percent or more of the Company's total issued shares immediately prior to the relevant Book Closure Period, during which the Company closed its Register of Members, may propose to the Company in writing or any electronic means designated by the Company one matter for discussion at an annual general meeting. The Company shall give a public notice in such manner and at such time as permitted by Applicable Law specifying the place and a period of not less than ten days for Members to submit proposals. The Board shall include the proposal in the agenda of the annual general meeting unless (a) the proposing Member(s) holds less than one percent of the Company's total issued shares, (b) the matter of such proposal may not be resolved by a general meeting or the proposal exceeds 300 Chinese words; (c) the proposing Member(s) has proposed more than one proposal; or (d) the proposal is submitted to the Company outside the period fixed and announced by the Company for accepting Member(s)' proposal(s). If the purpose of the proposal is to urge the Company to promote public interests or fulfil its social responsibilities, the Board may accept such proposal to be discussed in general meeting.
- 23.7** The rules and procedures of general meetings shall be established by the Board and approved by an Ordinary Resolution, and such rules and procedures shall be in accordance with the Law, the Articles and the Applicable Public Company Rules.

24. Chairman to Preside

- 24.1** In the event that the general meeting is convened by the Board, the Chairman shall act as chairman at all meetings of the Members at which such person is present. In his absence the Directors who are present at the general meeting shall elect one from among themselves to act as the chairman at such meeting in

lieu of the Chairman.

- 24.2 For so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, the chairman at all meetings of the Members shall be appointed or elected in accordance with the Applicable Public Company Rules.

25. Voting on Resolutions

- 25.1 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 who holds shares for benefit of others, need not use all his votes or cast all the votes he holds in the same way as he uses his votes in respect of shares he holds for himself. The qualifications, scope, methods of exercise, operating procedures and other matters with respect to exercising voting power separately shall comply with the Applicable Public Company Rules.
- 25.2 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 he has paid all the calls on all shares held by such Member.
- 25.3 Votes may be cast either in person or by proxy. A Member may appoint another person as his proxy by specifying the scope of appointment in the proxy instrument prepared by the Company to attend and vote at a general meeting, provided that a Member may appoint only one proxy under one instrument to attend and vote at such meeting.
- 25.4 Subject to the Law, for so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, the Company shall provide the Members with a method for exercising their voting power by way of electronic transmission. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or electronic transmission. Any Member who intends to exercise his voting power by way of a written ballot or by way of electronic transmission shall serve the Company with his voting decision at least two days prior to the date of such general meeting. Where more than one voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the later-received voting decision. A Member who exercises his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to vote his shares at the general meeting only in the manner directed by his written instrument or electronic document. The chairman of the

general meeting as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to resolution(s) proposed at the said general meeting. For the purpose of clarification, such Members voting in such manner shall be deemed to have waived their voting rights with respect to any extemporaneous matters or amendment to resolution(s) proposed at the general meeting.

- 25.5** In the event any Member who intended to exercise his voting power by way of a written ballot or electronic transmission and has served his voting decision on the Company pursuant to Article 25.4 later intends to attend the general meetings in person, he shall, at least two days prior to the date of such general meeting, serve the Company with a separate notice revoking his previous voting decision. Such separate notice shall be sent to the Company in the same manner (e.g., by courier, registered mail or electronic transmission, as applicable) as the previous voting decision under Article 25.4 was given to the Company. Votes by way of a written ballot or electronic transmission shall remain valid if the relevant Member fails to revoke his voting decision before the prescribed time.
- 25.6** A Member who has served the Company with his voting decision in accordance with Article 25.4 for the purpose of exercising his voting power by way of a written ballot or by way of electronic transmission may appoint a person as his proxy to attend the meeting in accordance with the Articles, in which case the vote cast by such proxy shall be deemed to have revoked his previous voting decision served on the Company and the Company shall only count the vote(s) cast by such expressly appointed proxy at the meeting.

26. Proxies

- 26.1** The instrument of proxy shall be in the form approved by the Board from time to time 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.
- 26.2** An instrument of proxy shall be in writing, be executed under the hand of the appointor in writing, or, if the appointor is a corporation or other non-natural person, under the hand of an officer or attorney who is duly authorized for that purpose. A proxy need not be a Member of the Company.
- 26.3** For so long as the shares are traded on the ESM or listed on the TPEX or the TWSE in the ROC, subject to the Applicable Public Company Rules, except for an ROC trust enterprise or stock affair agents approved pursuant to Applicable

Public Company Rules, save with respect to the Chairman being deemed appointed as proxy under Article 25.4, in the event a person acts as the proxy for two or more Members, the total number of issued and voting shares entitled to be voted as represented by such proxy shall be no more than three percent of the total number of issued and voting shares of the Company immediately prior to the relevant Book Closure Period, during which the Company close its Register of Member; any vote in respect of the portion in excess of such three percent threshold shall not be counted.

26.4 In the event that a Member exercises his voting power by way of a written ballot or electronic transmission and has also authorized a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any Member who has authorized a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at least two days prior to the date of such general meeting, serve the Company with a separate notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.

26.5 The instrument of proxy shall be deposited at the Registered Office or the office of the Company's stock affairs agent in the ROC 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 a person named in the instrument proposes to vote, save with respect to the Chairman being deemed appointed as proxy under Article 25.4. Where more than one instrument to vote are 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.

27. Proxy Solicitation

For so long as the shares are traded on the ESM or listed on the TPEX or the TWSE in the ROC, the use and solicitation of proxies shall be in compliance with the Applicable Public Company Rules, including but not limited to "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies."

28. Dissenting Member's Appraisal Right

28.1 Subject to compliance with the Law, in the event any of the following resolutions is passed at general meetings, any Member who has abstained from voting or voted against in respect of such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the meeting, may request the Company to purchase all of his shares at the then prevailing fair price:

- (a) the Company proposes to enter into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;
- (b) the Company transfers the whole or an essential part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company;
- (c) the Company acquires or assumes the whole business or assets of another person, which has a material effect on the operation of the Company;
- (d) the Company proposes to undertake a Spin-off, Merger, Acquisition or Share Exchange; or
- (e) the Company generally assumes all the assets and liabilities of another person or generally assigns all its assets and liabilities to another person.

Shares which have been abstained from voting in accordance with this Article 28.1 shall not be counted in determining the number of votes of the Members being cast a general meeting but shall be counted towards the quorum of the general meeting.

- 28.2** Without prejudice to the Law, any Member exercising his rights in accordance with Article 28.1 (the "**Dissenting Member**") shall, within twenty days from the date of the resolution passed at the general meeting, give his written notice of objection to the Company stating the repurchase price proposed by him. If the Company and the Dissenting Member agree on a price at which the Company will purchase the Dissenting Member's shares, the Company shall make the payment within ninety days from the date of the resolution passed at the general meeting. If, within ninety days from the date of the resolution passed at the general meeting, the Company and the Dissenting Member fail to agree on a price at which the Company will purchase the Dissenting Member's shares, the Company shall pay the fair price it deems fit to the Dissenting Member within ninety days from the date of the resolution passed at the general meeting. If the Company fails to pay the fair price it deems fit to the Dissenting Member within the ninety-day period, the Company shall be deemed to have agreed on the repurchase price proposed by such Dissenting Member.
- 28.3** Without prejudice to the Law, if, within sixty days from the date of the resolution passed at the general meeting, the Company and the Dissenting Member fail to agree on a price at which the Company will purchase such Dissenting Member's shares, then, within thirty days immediately following the date of the expiry of such sixty-day period, the Company shall file a petition with the court against all the Dissenting Members for a determination of the fair price of the Shares held by all the Dissenting Members. The Taiwan Taipei District Court may be the court of the first instance for this matter.
- 28.4** Notwithstanding the above provisions under this Article 28, nothing under this Article shall restrict or prohibit a Member from exercising his right under section 238 of the Law to claim for the payment of the fair value of his shares

upon dissenting from a merger or consolidation.

29. Shares that May Not be Voted

29.1 Shares held:

- (a) by the Company itself;
- (b) by any entity in which the Company owns, legally or beneficially, more than fifty percent of its total issued and voting share or share capital; or
- (c) by any entity in which the Company, together with (i) the holding company of the Company and/or (ii) any Subsidiary of (a) the holding company of the Company or (b) the Company owns, legally or beneficially, directly or indirectly, more than fifty percent of its issued and voting share or share capital;

shall not carry any voting rights nor be counted in the total number of issued shares at any given time but only for so long as the circumstances as set out in sub-paragraphs (a) to (c) (as applicable) above continue.

29.2 A Member who has a personal interest in any motion discussed at a general meeting, which interest may be in conflict with and impair those of the Company, shall abstain from voting such Member's shares in regard to such motion and such shares shall not be counted in determining the number of votes of the Members present at the said meeting. However, such shares may be counted in determining the number of shares of the Members present at such general meeting for the purposes of determining the quorum. The aforementioned Member shall also not vote on behalf of any other Member.

29.3 For so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, if the number of shares pledged by a Director at any time amounts to more than fifty percent of the total shares held by such Director at the time of his latest appointment, such pledged shares exceeding fifty percent of the total shares held by such Director at the time of his latest appointment, up to fifty percent of the total number of shares held by the Director at the time of his latest appointment, shall not carry any voting rights and such above-threshold shares shall not be counted in determining the number of votes of the Members present at a general meeting.

30. Voting by Joint Holders of Shares

In the case of joint holders, the joint holders should appoint among themselves one person to exercise the rights of a Member pursuant to the Applicable Public Company Rules. In case no agreement is reached among the joint holders, the vote of the senior who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

31. Representation of Corporate Member

31.1 A corporation or non-natural person which is a Member may, by written instrument, authorize such person or persons as it thinks fit to act as its representative at any meeting of the Members and any person so authorized shall be entitled to exercise the same powers on behalf of the corporation or such non-natural person which such person represents as that corporation or non-natural person could exercise if it were an individual Member, and that Member shall be deemed to be present in person at any such meeting attended by its authorized representative or representatives.

31.2 Notwithstanding the foregoing, the chairman of the meeting may accept such assurances as he thinks fit as to the right of any person to attend and vote at general meetings on behalf of a corporation or non-natural person which is a Member.

32. Adjournment of General Meeting

The chairman of a general meeting may, with the consent of a majority in number of the Members present at any general meeting at which a quorum is present, and shall if so directed, adjourn the meeting. Unless the meeting is adjourned to a specific date, place and time announced at the meeting being adjourned, or if the meeting is adjourned for more than five days, a notice stating the date, place and time for the resumption of the adjourned meeting shall be given to each Member entitled to attend and vote thereat in accordance with the provisions of the Articles.

33. Directors Attendance at General Meetings

The Directors of the Company shall be entitled to receive notice of, attend and be heard at any general meeting.

DIRECTORS AND OFFICERS

34. Number and Term of Office of Directors

34.1 There shall be a Board consisting of no less than five and no more than thirteen persons. As required under the Applicable Public Company Rules, more than half of the Directors of the Company shall be domiciled in the ROC. The term of office for each Director shall not exceed a period of three years provided that in the event the expiration of the term of office of such Directors would otherwise leave the Company with no Directors, the term of office of such Directors shall be extended automatically to the date of the general meeting next following the expiration of such term, at which new Directors will be elected to assume office. Directors may be eligible for re-election. The Company may from time to time by Special Resolution increase or reduce the number of Directors, subject to the foregoing and the Applicable Law.

34.2 For so long as the shares are traded on the ESM or listed on the TPEX or the TWSE in the ROC, unless otherwise approved by the ROC competent authority, the number of Directors having a spousal relationship or Familial Relationship within Second Degree of Kinship with any other Directors shall be less than half

of the total number of Directors.

- 34.3** 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 34.2, 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 for in Article 34.2. Any person who has already served as a Director but is in violation of the aforementioned requirements shall be automatically discharged from his office effective from such violation without any action required on behalf of the Company.
- 34.4** For so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three Independent Directors accounting for not less than one-fifth of the total number of Directors. To the extent required by the Applicable Public Company Rules, at least two of the Independent Directors shall be domiciled in the ROC and at least one of them shall have accounting or financial expertise. Before the shares are listed on the TPEx or the TWSE in the ROC, the Board may resolve that the Company shall hold an election of Independent Director(s) at the general meeting.
- 34.5** For so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, the Directors (including Independent Directors and Directors other than Independent Directors) shall be nominated by adopting the candidate nomination system specified in the Applicable Public Company Rules.
- 34.6** 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 consistent with the Applicable Public Company Rules.

35. Election of Directors

- 35.1** The Company may at a general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 35.2. Members present in person or by proxy, representing more than one-half of the total issued shares shall constitute a quorum for any general meeting to elect one or more Directors.
- 35.2** The Director(s) shall be elected by Members upon a poll vote by way of cumulative voting (the manner of voting described in this Article to be referred to as "**Cumulative Voting**") in the following manner:
- (a) on an election of Directors, the numbers of votes attached to each voting share held by a Member shall be cumulative and correspond to the number

of Directors (including the Independent Directors and non-independent Directors) nominated for appointment at the general meeting;

- (b) the Member(s) may vote all or part of their cumulated votes in respect of one or more Director or non-independent Director candidates;
- (c) such number of Director candidates receiving the highest number of votes in the same category (namely, independent or non-independent) of Directors to be elected shall be appointed; and
- (d) where two or more Director candidates in the same category receive the same number of votes and as a result the total number of new Directors in such category intended to be appointed is exceeded, there shall be a draw by such Director candidates receiving the same number of votes to determine who shall be appointed; the chairman of the meeting shall draw for a Director nominated for appointment who is not present at the general meeting.

35.3 For so long as the shares are traded on the ESM or listed on the TPEX or the TWSE in the ROC, if the number of Independent Directors is less than three persons due to the resignation or removal of such Independent Directors for any reason, the Company shall hold an election of Independent Directors at the next following general meeting. If all of the Independent Directors are resigned or removed, the Board shall hold, within sixty days from the date of resignation or removal of last Independent Director, a general meeting to elect succeeding Independent Directors to fill the vacancies.

35.4 For so long as the shares are traded on the ESM or listed on the TPEX or the TWSE in the ROC, if the number of Directors is less than five persons due to the vacancy of Director(s) for any reason, the Company shall call an election of Director(s) at the next following general meeting to fill the vacancies. When the number of vacancies in the Board of the Company equals to one third of the total number of Directors elected, the Board shall hold, within sixty days from the date of the occurrence of vacancies, a general meeting to elect succeeding Directors to fill the vacancies.

35.5 Where a government agency or corporation (or other legal entity) is a Member, and such government agency or corporation (or other legal entity) has been elected as a Director, it shall appoint an individual as its duly authorized representative to exercise the power and duties of a Director. Such representative may be replaced at any time and from time to time by the said government agency or corporation (or other legal entity) at its sole discretion.

35.6 Notwithstanding anything to the contrary, where a government agency or corporation (or other legal entity) is a Member, such government agency or corporation (or other legal entity) (each of which being referred to in these Articles as an "Appointer") is entitled to appoint one or more individual representatives to be elected as Directors (for the purpose of these Articles, the

"Appointee Directors") in accordance with this Article 35.

The Appointer may, by prior written notice to the Company, remove the Appointee Directors nominated by it and appoint another individual as an Appointee Director for the remaining term of office. The provisions of the preceding sentence in the second section of Article 35.6 will not apply if the Appointee Director is removed by a Supermajority Resolution pursuant to Article 36.1.

36. Removal of Directors

36.1 The Company may from time to time by Supermajority Resolution remove any Director from office, whether or not appointing another in his stead. Where re-election of all Directors is effected prior to the expiration of the term of office of existing Directors, the term of office of all current Directors is deemed to have expired on the date of the re-election or any other date as otherwise resolved by the Members at the general meeting if the Members do not resolve that all current Directors will only retire at the expiration of their present term of office. Members present in person or by proxy, representing more than one-half of the total issued shares shall constitute a quorum for any general meeting to re-elect all Directors. If the term of office of all Directors expires at the same time and no general meeting was held before such expiry for re-election, their term of office shall continue and be extended to such time when new Directors are elected or re-elected in the next general meeting and they commence their office.

36.2 For so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, in case a Director has, in the course of performing his duties, committed any act resulting in material damages to the Company or is in serious violation of applicable laws, regulations and/or the Articles, but has not been removed by a Supermajority Resolution, the Member(s) holding three percent or more of the total number of issued shares of the Company may, within thirty days after such general meeting, to the extent permissible under Applicable Law, institute a lawsuit to remove such Director. The Taiwan Taipei District Court may be the court of the first instance of for this matter.

37. Vacation of Office of Director

37.1 The office of Director shall be vacated:

- (a) if the Director is removed from office pursuant to Article 36.1;
- (b) if the Director dies;
- (c) if the Director is automatically discharged from his office in accordance with Article 34.3;
- (d) if the Director resigns his office by notice in writing to the Company;
- (e) if the Director is the subject of a court order for his removal in accordance

with Article 36.2; or

- (f) with immediate effect without any action required on behalf of the Company if
 - (i) the Director has been adjudicated bankrupt or the court has declared a liquidation process in connection with the Director, and such Director has not been reinstated to his rights and privileges;
 - (ii) an order is made by any competent court or official on the grounds that the Director has no legal capacity, or his legal capacity is restricted according to Applicable Law;
 - (iii) the Director has been adjudicated of the commencement of assistantship (as defined under the Taiwan Civil Code) or similar declaration and such assistantship/declaration has not been revoked yet;
 - (iv) the Director has committed an offence as specified in the ROC Statute for Prevention of Organizational Crimes and subsequently has been adjudicated guilty by a final judgment, and (A) has not started serving the sentence, (B) has not completed serving the sentence, (C) the time elapsed after completion of serving the sentence or expiration of the probation is less than five years, or (D) was pardoned for less than five years;
 - (v) the Director has committed an offence in terms of fraud, breach of trust or misappropriation and subsequently has been punished with imprisonment for a term of more than one year by a final judgement, and (A) has not started serving the sentence, (B) has not completed serving the sentence, (C) the time elapsed after completion of serving the sentence or expiration of the probation is less than two years, or (D) was pardoned for less than two years;
 - (vi) the Director has been adjudicated guilty by a final judgment for committing offenses under the Taiwan Anti-Corruption Act, and (A) has not started serving the sentence, (B) has not completed serving the sentence, (C) the time elapsed after completion of serving the sentence or expiration of the probation is less than two years, or (D) was pardoned for less than two years; or
 - (vii) the Director has been dishonored for use of credit instruments, and the term of such sanction has not expired yet.

In the event that any of the foregoing events specified in Article 37.1(f) has occurred in relation to a candidate for election of Director, such person shall be disqualified from being elected as a Director.

- 37.2** For so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, in case a Director (other than an Independent Director) has, during the term of office as a Director, transferred more than one half of the Company's shares being held by him at the time he was elected, he shall, ipso facto, be removed automatically from the office of Director with immediate effect and in such case no approval from the Members shall be required.
- 37.3** For so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, the election of a newly elected Director (other than an Independent Director) shall be forthwith invalidated if said Director, before assuming office, transferred more than one half of the shares being held by him at the time of his election as a Director, or if said Director, during the Book Closure Period prior to a general meeting, has transferred more than one half of the shares being held by him.

38. Compensation of Directors

- 38.1** For so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, the Board shall, in accordance with the Applicable Public Company Rules, establish a Compensation Committee comprised of at least three members, one of whom shall be an Independent Director. The professional qualifications of the members of the Compensation Committee, the responsibilities, powers and other related matters of the Compensation Committee shall comply with the Applicable Public Company Rules. Upon the establishment of the Compensation Committee, the Board shall, by a resolution, adopt a charter for the Compensation Committee the provisions of which shall be consistent with the Applicable Public Company Rules. Before the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, the Board may resolve to establish a Compensation Committee.
- 38.2** The compensation referred in the preceding Article shall include the compensation, stock option and other incentive payments of Directors and managers of the Company.
- 38.3** The compensation of the Directors may be decided by the Board by reference to recommendation made by the Compensation Committee (if established), the standard generally adopted by other enterprises in the same industry, and shall be paid in cash only. The Directors may also be paid all travel, hotel and other expenses properly incurred by them in attending and returning from the meetings of the Board, any committee appointed by the Board, general meetings of the Company, or in connection with the business of the Company or their duties as Directors generally. A Director is also entitled to distribution of profits of the Company if permitted by the Law, the Applicable Public Company Rules, the service agreement or other similar contract that he has entered into with the Company.

39. Defect in Election of Director

Subject to Article 23.4 and the Applicable Law, all acts done in good faith by the Board or by a committee of the Board or by any person acting as a Director 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 was qualified to be a Director.

40. Directors to Manage Business

The business of the Company shall be managed and conducted by the Board. In managing the business of the Company, the Board may exercise all such powers of the Company as are not, by the Law or by the Articles, required to be exercised by the Company in general meeting subject, nevertheless, to the Articles, the provisions of the Law, and to such directions as may be prescribed by the Company in general meeting.

41. Powers of the Board of Directors

Without limiting the generality of Article 40 and subject to the Applicable Law, the Board may:

- (a) appoint, suspend, or remove any manager, secretary, clerk, agent or employee of the Company and may fix their compensation and determine their duties;
- (b) exercise all the powers of the Company to borrow money and to mortgage or charge or otherwise grant a security interest in its undertaking, property and uncalled capital, or any part thereof, and may issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party;
- (c) appoint one or more Directors to the office of managing director or chief executive officer of the Company, who shall, subject to the control of the Board, supervise and administer all of the general business and affairs of the Company;
- (d) appoint a person to act as manager of the Company's day-to-day business and may entrust to and confer upon such manager such powers and duties as it deems appropriate for the transaction or conduct of such business;
- (e) by power of attorney, appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Board, to be an attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) and for such period and subject to such conditions as it may think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorize any such attorney to sub-delegate all or any of the powers, authorities and discretions so vested in the attorney. Such attorney may, if so authorized, execute any deed or instrument in any manner permitted by the Law;
- (f) procure that the Company pays all expenses incurred in promoting and incorporating the Company;

- (g) delegate any of its powers (including the power to sub-delegate) to a committee of one or more persons appointed by the Board and every such committee shall conform to such directions as the Board shall impose on them. Subject to any directions or regulations made by the Directors for this purpose, the meetings and proceedings of any such committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Board;
- (h) delegate any of its powers (including the power to sub-delegate) to any person on such terms and in such manner as the Board sees fit;
- (i) present any petition and make any application in connection with the liquidation or reorganization of the Company;
- (j) in connection with the issue of any share, pay such commission and brokerage as may be permitted by law; and
- (k) authorize any company, firm, person or body of persons to act on behalf of the Company for any specific purpose and in connection therewith to execute any agreement, document or instrument on behalf of the Company.

42. Register of Directors and Officers

42.1 The Board shall cause to be kept in one or more books at the Registered Office a Register of Directors and Officers in accordance with the Law and shall enter therein the following particulars with respect to each Director and Officer:

- (a) first name and surname; and
- (b) address.

42.2 The Board shall, within the period of thirty days from the occurrence of:

- (a) any change among its Directors and Officers; or
- (b) any change in the particulars contained in the Register of Directors and Officers,

cause to be entered on the Register of Directors and Officers the particulars of such change and the date on which such change occurred, and shall notify the Registrar of Companies in accordance with the Law.

43. Officers

The Officers shall consist of a Secretary and such additional Officers as the Board may determine all of whom shall be deemed to be Officers for the purposes of the Articles.

44. Appointment of Officers

The Secretary (and additional Officers, if any) shall be appointed by the Board from time to time.

45. Duties of Officers

The Officers shall have such powers and perform such duties in the management, business and affairs of the Company as may be delegated to them by the Board from

time to time.

46. Compensation of Officers

The Officers shall receive such compensation as the Board may determine.

47. Conflicts of Interest

47.1 Any Director, or any Director's firm, partner or any company with whom any Director is associated, may act in any capacity for, be employed by or render services to the Company and such Director or such Director's firm, partner or company shall be entitled to compensation as if such Director were not a Director; provided that this Article 47.1 shall not apply to Independent Directors.

47.2 Notwithstanding anything to the contrary contained in this Article 47, a Director who is directly or indirectly interested in any matter under discussion at a meeting of the Directors or a contract or proposed contract or arrangement with the Company shall declare the nature and the essential contents of such interest at the relevant meeting of the Directors as required by the Applicable Law. If the Company proposes to enter into any transaction specified in Article 28.1 or effect other forms of mergers and acquisitions in accordance with Applicable Law, a Director who has a personal interest in such transaction shall declare the essential contents of such personal interest and the reason why he believes that the transaction is advisable or not advisable at the relevant meeting of the Directors and the general meeting as required by the Applicable Law. The Company shall, in the notice of a general meeting, disclose the essential contents of such Director's personal interest and the reasons why such Director believes that the transaction is advisable or not advisable. The essential contents and the reasons can be announced at the website designated by Taiwan securities authority or by the Company, and the Company shall specify the link to the website in the notice of the relevant general meeting. Where the spouse, the person related to a Director by blood and within the second degree, or any company which has a controlling or controlled relation with a Director has interests in the matters under discussion in the meeting of the Directors, such Director shall be deemed to have a personal interest in the matter. The terms "controlling" and "controlled" shall be interpreted in accordance with the Applicable Public Company Rules.

47.3 Notwithstanding anything to the contrary contained in this Article 47, a Director who has a personal interest in the matter under discussion at a meeting of the Directors, which may conflict with and impair 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.

47.4 Notwithstanding anything to the contrary contained in this Article 47, a Director

who is engaged in anything on his own account or on behalf of another person, which is within the scope of the Company's business, shall explain to the Members in a general meeting the essential contents of such conduct and seek their approval by Supermajority Resolution.

48. Indemnification and Exculpation of Directors and Officers

- 48.1** The Directors and Officers of the Company and any trustee for the time being acting in relation to any of the affairs of the Company and every former director, officer or trustee and their respective heirs, executors, administrators, and personal representatives (each of which persons being referred to in this Article as an "indemnified party") shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, or in their respective offices or trusts, and no indemnified party shall be answerable for the acts, receipts, neglects or defaults of the others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud, dishonesty or breach of duties provided under Article 48.4 which may attach to any of the said persons.
- 48.2** The Company may purchase and maintain insurance for the benefit of any Director or Officer of the Company against any liability incurred by him in his capacity as a Director or Officer of the Company or indemnifying such Director or Officer in respect of any loss arising or liability attaching to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which the Director or Officer may be guilty in relation to the Company or any Subsidiary thereof.
- 48.3** To the extent permitted under the laws of the Cayman Islands, Members continuously holding one percent or more of the total issued shares of the Company for six months or longer may request in writing the Audit Committee to resolve any Independent Director or Independent Directors, acting singly or collectively, to file a petition with the Taiwan Taipei District Court for and on behalf of the Company against any of the Directors. If within thirty days after the written request by the Member(s), the Audit Committee fails to make the resolution, or after the relevant resolution was passed by the Audit Committee, the relevant Independent Director(s) fail(s) to file such petition, such Member(s) may, to the extent permitted under the laws of the Cayman Islands, file a petition

with the Taiwan Taipei District Court for and on behalf of the Company against the relevant Directors.

- 48.4** Without prejudice and subject to the general directors' duties that a Director owe to the Company and the Members under common law principals and the laws of the Cayman Islands, a Director shall perform his fiduciary duties of loyalty and due care of a good administrator, and shall indemnify the Company, to the maximum extent legally permissible, from any loss incurred or suffered by the Company arising from breach of his fiduciary duties. If a Director has made any profit for the benefit of himself or any third party as a result of any breach of his fiduciary duties, the Company shall, if so resolved by the Members by way of an Ordinary Resolution, take all such actions and steps as may be appropriate and to the maximum extent legally permissible to seek to recover such profit from such relevant Director. If a Director has violated any laws or regulations that causes the Company to become liable for any compensation or damages to any person, such Director shall become jointly and severally liable for such compensation or damages with the Company and if any reason such Director is not made jointly and severally liable with the Company, such Director shall indemnify the Company for any loss incurred or suffered by the Company caused by a breach of duties by such Director. The Officers, in the course of performing their duties to the Company, shall assume such duties and obligations to indemnify the Company in the same manner as if they are Directors.

MEETINGS OF THE BOARD OF DIRECTORS

49. Board Meetings

- 49.1** Board meetings shall be convened by the Chairman, and the Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit.
- 49.2** The Company shall hold regular meetings of the Board at least on a quarterly basis and for so long as the shares are traded on the ESM or listed on the TPEX or the TWSE in the ROC, such meetings shall be held in compliance with the Applicable Public Company Rules.
- 49.3** Unless otherwise provided in the Articles, A resolution shall be passed by a majority vote of the Directors present at the meeting and entitled to vote on such resolution, and in the case of equality of votes the resolution shall fail. For these purposes, where Directors present and entitled to vote at the meeting do not cast a vote at the meeting, such Directors will be deemed to vote against the resolution.
- 49.4** A Director may be represented at any meetings of the Board by a proxy appointed by him in writing with the authorised scope specified. 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.

49.5 The instrument appointing a proxy shall be in writing in such form as the Board may approve and may at any time be revoked in like manner, and notice of every such appointment or revocation in like manner.

49.6 A proxy must be a Director and can only act on behalf of one appointing Director at a meeting of the Board.

50. Notice of Board Meetings

50.1 The Chairman may, and the Secretary on the requisition of the Chairman shall, at any time summon a meeting of the Board.

50.2 Before the shares are traded on the ESM or listed on the TPEX or the TWSE in the ROC, at least forty-eight hours prior notice shall be given for any meeting of the Board provided that in the case of urgent circumstances as agreed by a majority of the Directors, a meeting of the Board may be convened on short notice, or be held any time after notice has been given to every Director or be convened without prior notice if all Directors agree. For so long as the shares are traded on the ESM or listed on the TPEX or the TWSE in the ROC, to convene a meeting of the Board, a notice setting forth therein the matters to be considered and if appropriate, approved at the meeting shall be given to each Director no later than seven days prior to the scheduled meeting date. However, in the case of emergency as agreed by a majority of the Directors, the meeting may be convened with a shorter notice period in a manner consistent with the Applicable Public Company Rules. For the purpose of this Article, a notice may be sent via electronic means if so agreed to by the Directors.

51. Participation in Meetings by Video Conference

Directors may participate in any meeting of the Board by means of video conference or other communication facilities, as permitted by the Applicable Law, where all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

52. Quorum at Board Meetings

The quorum for a meeting of the Board shall be more than one-half of the total number of the Directors.

53. Board to Continue in the Event of Vacancy

The Board may act notwithstanding any vacancy in its number.

54. Chairman to Preside

The Chairman, if there be one, shall act as chairman at all meetings of the Board at which such person is present. In his absence a chairman shall be appointed or elected in accordance with the Applicable Public Company Rules.

55. Validity of Prior Acts of the Board

No regulation or alteration to the Articles made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation or alteration had not been made.

CORPORATE RECORDS

56. Minutes

The Board shall cause minutes to be duly entered in books provided for the purpose:

- (a) of all elections and appointments of Officers;
- (b) of the names of the Directors present at each meeting of the Board and of any committee appointed by the Board; and
- (c) of all resolutions and proceedings of general meetings of the Members, meetings of the Board, meetings of managers and meetings of committees appointed by the Board.

57. Register of Mortgages and Charges

57.1 The Directors shall cause to be kept the Register of Mortgages and Charges required by the Law.

57.2 The Register of Mortgages and Charges shall be open to inspection by Members and creditors in accordance with the Law, at the Registered Office on every business day in the Cayman Islands, subject to such reasonable restrictions as the Board may impose, so that not less than two hours in each such business day be allowed for inspection.

58. Form and Use of Seal

58.1 The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorized by the Directors in that behalf; and, until otherwise determined by the Directors, the Seal shall be affixed in the presence of a Director or the Secretary or an assistant secretary or some other person authorized for this purpose by the Directors or the committee of Directors.

58.2 Notwithstanding the foregoing, the Seal may without further authority be affixed by way of authentication to any document required to be filed with the Registrar of Companies in the Cayman Islands, and may be so affixed by any Director, Secretary or assistant secretary of the Company or any other person or institution having authority to file the document as aforesaid.

58.3 The Company may have one or more duplicate Seals, as permitted by the Law; and, if the Board thinks fit, a duplicate Seal may bear on its face of the name of the country, territory, district or place where it is to be issued.

TENDER OFFER AND ACCOUNTS

59. Tender Offer

For so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in

the ROC, any public announcement in connection with any tender offer of the Company's shares shall be in compliance with the Applicable Public Company Rules, including but not limited to "Regulations Governing Public Tender Offers for Securities of Public Companies."

60. Books of Account

60.1 The Board shall cause to be kept proper records of account with respect to all transactions of the Company and in particular with respect to:

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure relates;
- (b) all sales and purchases of goods by the Company; and
- (c) all assets and liabilities of the Company.

Such books of account shall be kept for at least five years from the date they are prepared.

60.2 Such records of account shall be kept and proper books of account shall not be deemed to be kept with respect to the matters aforesaid if there are not kept, at such place as the Board thinks fit, such books as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

60.3 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.

61. Financial Year End

Unless the Directors otherwise specify, the financial year of the Company:

- (a) shall end on 31st December in the year of its incorporation and each following year; and
- (b) shall begin when it was incorporated and on 1st January each following year.

AUDIT COMMITTEE

62. Number of Audit Committee Members

For so long as the shares are traded on the ESM or listed on the TPEX or the TWSE in the ROC, the Board shall set up an Audit Committee. The Audit Committee shall comprise solely of Independent Directors and all Independent Directors shall be members of the Audit Committee. The number of Audit Committee members shall not be less than three. One of the Audit Committee members shall be appointed as the convener to convene meetings of the Audit Committee from time to time and at least one of the Audit Committee members shall have accounting or financial expertise. A valid resolution of the Audit Committee requires approval of one-half or more of all its

members. Before the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, the Board may resolve to establish an Audit Committee.

63. Powers of Audit Committee

63.1 The Audit Committee (if established) shall have the responsibilities and powers as specified under the Applicable Public Company Rules. 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 for resolution:

- (a) adoption of or amendment to an internal control system;
- (b) assessment of the effectiveness of the internal control system;
- (c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others;
- (d) any matter relating to the personal interest of the Directors;
- (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-related securities;
- (h) the hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
- (i) the appointment or discharge of a financial, accounting, or internal auditing officer;
- (j) approval of annual and semi-annual/second quarter financial reports (if applicable under the Applicable Public Company Rules); and
- (k) any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.

With the exception of item (j), any other matter that has not been approved with the consent of one-half or more of all Audit Committee members may be undertaken upon the consent of two-thirds or more of the members of the Board, and the resolution of the Audit Committee shall be recorded in the minutes of the Directors meeting.

63.2 Subject to the Applicable Law and to the extent permitted under the laws of the Cayman Islands, the Independent Directors of the Audit Committee shall supervise the execution of business operations of the Company, and may at any time or from time to time investigate the business and financial conditions of the Company, examine, transcribe or make copies of the accounting books and documents, and request the Board or Officers to report on matters referred to above. Subject to the Applicable Law and to the extent permitted under the

laws of the Cayman Islands, the Audit Committee or any Independent Director thereof when exercising their duties according to this Article may appoint on behalf of the Company, a practicing lawyer and independent auditors to conduct the examination.

63.3 The Audit Committee shall audit the various financial statements and records prepared by the Board for submission to the general meeting, and shall report their findings and opinions at such meeting.

63.4 Subject to compliance with the Law, before the meeting of Directors resolves any matter specified in Article 28.1 or other mergers and acquisitions in accordance with the Applicable Law, the Audit Committee shall review the fairness and reasonableness of the relevant merger and acquisition plan and transaction, and report its review results to the meeting of Directors and the general meeting; provided, however, that such review results need not be submitted to the general meeting if the approval of the Members is not required under the Applicable Law. When the Audit Committee conducts the review, it shall engage an independent expert to issue an opinion on the fairness of the share exchange ratio, cash consideration or other assets to be offered to the Members. The review results of the Audit Committee and the fairness opinion issued by the independent expert shall be distributed to the Members, along with the notice of the general meeting; provided, however, that the Company can only report matters relating to such merger and acquisition at the next following general meeting if the approval of the Members is not required under the Applicable Law. Such review results and fairness opinion shall be deemed to have been distributed to the Members if the same have been uploaded onto the website designated by the FSC and made available to the Members for their inspection and review at the venue of the general meeting.

VOLUNTARY DISSOLUTION AND WINDING-UP

64. Voluntary Dissolution and Winding-Up

64.1 The Company may be voluntarily wound-up in accordance with Article 12.4.

64.2 If the Company shall be wound up the liquidator may, with the sanction of a Special Resolution, divide amongst the Members in specie or in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members subject to the Applicable Law. The liquidator may, with the like sanction, vest the whole or any part of such assets in the trustees upon such trusts for the benefit of the Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any shares or other securities or assets whereon there is any liability.

CHANGES TO CONSTITUTION

65. Changes to Articles

Subject to the Law and to the conditions contained in the Memorandum, the Company may, by Special Resolution, alter or add to the Articles.

LITIGIOUS AND NON-LITIGIOUS AGENT

66. Appointment of Litigious and Non-Litigious Agent

For so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, the Company shall appoint a Litigious and Non-Litigious Agent pursuant to the Applicable Law to act as the Company's responsible person in the ROC under the Securities and Exchange Law of the ROC to handle matters stipulated in the Securities and Exchange Law of the ROC 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 ROC.

OTHERS

67. Shareholder Protection Mechanism

If the Company proposes to undertake:

- (a) a merger or consolidation which will result in the Company being dissolved;
- (b) a sale, transfer or assignment of all of the Company's assets and businesses to another entity;
- (c) a Share Exchange; or
- (d) a Spin-off,

which would result in the termination of the Company's listing on the TPEx or the TWSE, and where (in the case of (a) above) the surviving entity, (in the case of (b) above) the transferee, (in the case of (c) above) the entity whose shares has been allotted in exchange for the Company's shares and, (in the case of (d) above) the existing or newly incorporated spun-off company's shares are not listed on the TPEx or the TWSE, then in addition to any requirements to be satisfied under the Law, such action shall be first approved at a general meeting by a resolution passed by members holding two-thirds or more of the votes of the total number of issued shares of the Company.

68. ROC Securities Laws and Regulations

For so long as the shares are traded on the ESM or listed on the TPEx or the TWSE in the ROC, 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 ROC securities laws and regulations.

69. Corporate Social Responsibilities

When the Company conducts the business, the Company shall comply with the laws

and regulations as well as business ethics and may take actions which will promote public interests in order to fulfill its social responsibilities.

(中譯文)
開曼群島公司法 (修訂版)
股份有限公司
修訂及重述章程大綱和章程

HanchorBio Inc.
(英屬開曼群島商漢康生技股份有限公司)
(經西元 2025 年 04 月 20 日特別決議通過生效)

開曼群島公司法（修訂版）

股份有限公司

修訂及重述章程大綱

HanchorBio Inc.

（英屬開曼群島商漢康生技股份有限公司）

（經西元 2025 年 04 月 20 日特別決議通過生效）

1. 本公司名稱為 HanchorBio Inc.（英屬開曼群島商漢康生技股份有限公司）。
2. 本公司註冊所在地為 Suite 102, Cannon Place, P.O. Box 712, North Sound Rd., George Town Grand Cayman, KY1-9006, Cayman Islands，或董事會日後決議於開曼群島的其他地點。
3. 本公司設立之目的未受限制，且本公司有權從事開曼群島公司法（修訂版）所未禁止之任何營業項目。
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7. 各股東對本公司之義務限於其未繳清之股款。
8. 本公司授權資本額為新臺幣 3,000,000,000 元，分成 300,000,000 股普通股，每股面額為新臺幣[10]元。本公司有權依開曼群島公司法（修訂版）或本公司章程贖回或買回股份、分割或整合股份，將原有、買回、增加或減少之資本額全數或部分發行為附（或無）優先、特別、遞延權利或附限制之股份。除非股份發行條款有明示規定者外，所發行之股份無論為普通股或特別股均與本公司先前所發行股份之權利相同。
9. 若本公司登記為豁免公司者，其營運將受開曼群島公司法（修訂版）第 174 條所拘束。

開曼群島公司法（修訂版）

股份有限公司

修訂及重述章程

HanchorBio Inc.

（英屬開曼群島商漢康生技股份有限公司）

（經西元 2025 年 04 月 20 日特別決議通過生效）

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開曼群島公司法（定義如后）附件一表格 A 中之法令不適用於本公司。

釋義

1 定義

1.1 本修訂及重述章程中，下列文字及用語於與前後文內容不牴觸之情況下，應定義如下：

“收購”	如中華民國企業併購法所定義的收購，指公司取得他公司之股份、營業或財產，並以股份、現金或其他財產作為對價之行為。
“適用法律”	指公開發行公司規則、開曼群島公司法或其他適用於本公司之規則或法令。
“公開發行公司規則”	指相關主管機關隨時針對公開發行公司或任何在中華民國之證券交易所或證券市場上市或上櫃公司訂定之中華民國法律、規則和規章（包括但不限於中華民國公司法、證券交易法、金管會（定義如后）發布之法令規章、證交所（定義如后）或櫃買中心（定義如后）發布之規章制度，及其日後之修訂版本），而經相關主管機關要求應適用於本公司者。
“本章程”	指不時變更之本章程。
“審計委員會”	指董事會轄下之審計委員會，由本公司之全體獨立董事組成。
“董事會”	指依本章程指派或選舉之董事會，並依本章程於達法定出席人數之董事會議中行使權限。
“資本公積”	為本章程之目的，係指本公司依開曼群島公司法發行股份之

	溢價加計受領贈與後之金額。
“董事長”	指由所有董事間選出擔任董事會主席之董事。
“本公司”	指HanchorBio Inc.（英屬開曼群島商漢康生技股份有限公司）。
“薪資報酬委員會”	指董事會授權，依公開發行公司規則之規定由專業人士組成，並具有所規定之各項職能之一委員會。
“通訊設備”	指視訊、視訊會議、網際網路或線上會議及/或公開發行公司法令所允許之其他視訊通訊設備。
“累積投票制”	指本章程第35.2條所規定之選舉董事之投票機制。
“董事”	指本公司當時之董事，包括任一和全部獨立董事。
“董事酬勞”	定義如本章程第14.4條所示。
“異議股東”	定義如本章程第28.2條所示。
“電子紀錄”	定義如《電子交易法》之定義。
“電子交易法”	指開曼群島之《電子交易法》（修訂版）。
“員工酬勞”	定義如本章程第14.4條所示。
“員工認股部分”	定義如本章程第2.3條所示。
“基層員工”	定義為非屬經董事會任命之經理人且薪資低於「中小企業員工加薪薪資費用加成減除辦法」定義之基層員工薪資水準者。
“興櫃”	指中華民國之興櫃股票市場。
“二親等以內之親屬關係”	就任一人而言，指另一人因血緣或婚姻之緣故而與該人有親屬關係，且係屬二親等以內之關係，應包括該任一人之父母、兄弟姊妹、祖父母、子女、孫子女、及該任一人之配偶之父母、兄弟姊妹及祖父母。
“金管會”	指中華民國金融監督管理委員會。
“獨立董事”	指依公開發行公司規則或本章程選出之獨立董事。
“共同經營契約”	指任一本公司與他人，或其他機構所訂立之契約，契約各當事人同意，將按契約條款共同經營某一事業，並共擔虧損、共享獲利者。

“開曼群島公司法”	指開曼群島之公司法（修訂版）及所有對現行法之修正、重新制定或修訂。
“營業出租契約”	指任一本公司與他人所訂立之契約或協議，約定將本公司之某些必要機具及資產出租予對方，而該他人以自身名義經營本公司之全部營業；本公司則自該他人受領一筆事先約定之報酬作為對價。
“訴訟及非訴訟代理人”	指本公司為在相關司法管轄地收受文書，而依適用法律所指定之送達代收人並為本公司依中華民國證券交易法在中華民國境內之負責人。
“委託經營契約”	指任一本公司與他人所訂立之契約或協議，依該契約或協議委託對方以公司名義，並基於本公司利益，經營本公司之事業，本公司則向該方給付一筆事先約定之報酬做為對價；該部分事業之獲利和虧損，仍繼續由本公司享有及負擔。
“公開資訊觀測站”	指證交所（定義如后）維護之公開發行公司申報系統。
“股東”	指股東名冊登記持有本公司股份之股東，若為二人以上登記為共同持有股份者，指股東名冊中登記為第一位之共同持有人或全部共同持有人，依其前後文需求適用之。
“章程大綱”	指不時變更之本公司章程大綱。
“合併”	指下列交易： 開曼群島公司法所定義之「併購」或「合併」；或 其他符合公開發行公司規則定義之「吸收合併及／或新設合併」。
“月”	指日曆月。
“通知”	除另有指明外，指本章程所指之書面通知。
“經理人”	任何經董事會指派擔任本公司職務之人。
“普通決議”	指本公司股東會中（或如特別指明，持有特定種類股份之股東會議）出席股東（親自出席或委託書他人出席）以簡單多數決通過的決議。
“特別股”	其意義如本章程第6條之定義。

“ 私募 ”	指股份登錄興櫃或於中華民國上市櫃期間，由本公司依公開發行公司規則私募股份或本公司之其他證券。
“ 公開銷售部分 ”	定義如本章程第2.3條所示。
“ 董事及經理人名冊 ”	本章程第42條所指董事及經理人名冊。
“ 股東名冊 ”	指本公司依開曼群島公司法備置之股東名冊，且本公司股份登錄興櫃或於中華民國上市櫃者，則指本公司依公開發行公司規則備置之股東名冊。
“ 註冊處所 ”	指本公司當時之註冊營業處所。
“ 限制型股票 ”	其意義如本章程第2.5條之定義。
“ 中華民國 ”	指臺灣，中華民國。
“ 印章 ”	指本公司通用圖章或正式或複製之印章。
“ 秘書 ”	經指派執行所有本公司秘書職務之人，包括任何代理或助理秘書，及任何經董事會指派執行該秘書職務之人。
“ 股份 ”	指每股面額新臺幣[10]元之本公司股份。
“ 股份轉換 ”	如中華民國企業併購法所定義的百分之百股份轉換，由公司（下稱「取得公司」）取得他公司全部已發行股份，而以取得公司之股份、現金或其他財產作為對價。
“ 特別決議 ”	在不違反開曼群島公司法情形下，指於本公司股東會中，經有權參與表決之股東親自出席、或經由委託書表決、或經法人股東或非自然人股東合法授權之代表出席表決，經計算每位股東有權表決權數後，以出席股東表決權至少三分之二同意通過之決議。
“ 分割 ”	如中華民國企業併購法所定義的分割，指公司將其得獨立營運之一部或全部之營業讓與既存或新設之他公司（下稱「取得人」），並由取得人之股份、現金或其他財產作為對價。
“ 法定盈餘公積 ”	定義如本章程第14.5條所示。
“ 附屬公司 ”	就任一公司而言，指（1）被該公司直接或間接持有超過半數已發行有表決權之股份總數或全部資本總額之公司；或（2）該公司對其人事、財務或業務經營有直接或間接控制權之公

司。

“ 重度決議 ”	由代表本公司已發行股份總數三分之二以上之股東出席者，指由該等出席股東表決權過半數同意通過之決議；或如出席股東會之股東所代表之股份總數，少於本公司已發行股份總數之三分之二，但超過本公司已發行股份總數之半數時，則指由該等出席股東表決權三分之二以上之同意通過之決議。
“ 櫃買中心 ”	指財團法人中華民國證券櫃檯買賣中心。
“ 庫藏股 ”	指本公司依開曼群島公司法及本章程持有庫藏之股份。
“ 集保結算所 ”	指臺灣集中保管結算所股份有限公司。
“ 證交所 ”	臺灣證券交易所股份有限公司。
“ 視訊股東會 ”	指股東（及其他得參加股東會之人，包括但不限於股東會主席及任何董事）僅得以通訊設備參與之股東會。
“ 年 ”	日曆年。

1.2 本章程中，於內容不抵觸之情況下：

- (a) 複數詞語包括單數含義，反之亦然；
- (b) 陽性詞語包括陰性及中性含義；
- (c) 人包括公司、組織或個人團體，不論是否為公司；
- (d) 文字：
 - (i) “得”應被解釋為“可以”；
 - (ii) “應”應被解釋為“必須”。
- (e) “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，包括電子紀錄；
- (f) 所提及任何法律或規章之規定應包括該規定之增補或重新制定；
- (g) 除另有規定，於開曼群島公司法定義之文字或意義於本章程應有相同解釋；且
- (h) 除本章程明定者外，電子交易法第八條及第十九條第三項所規定的各項義務及要求均不適用。

1.3 本章程之標題僅為方便之用，不應用以或據以解釋本章程。

股份

2 發行股份之權力

- 2.1 除適用法律、本章程及股東會另有決議外，於未損及任何現有股份或股別持有人之特別權利下，董事會有權依其決定之條件發行任何本公司尚未發行之股份，且於不違反或牴觸本章程第 6.1 條之前提下，得依股東普通決議發行任何就股息、表決權、資本返還或其他事項具有優先權、遞延權或其他特殊權利或限制之股份或股別（包括就股份所發行得棄權或其他種類之選擇權、認股權憑證和其他權利），惟除依開曼群島公司法規定及公開發行公司規則外，不得折價發行股票。
- 2.2 除本章程另有規定外，本公司發行新股應經董事會三分之二以上董事出席及出席董事超過二分之一之同意，並限於本公司之授權資本內為之。
- 2.3 本公司向櫃買中心申請股份登錄興櫃或於中華民國上市櫃經核准後，在中華民國境內辦理現金增資發行新股時，除適用法律另有規定或經金管會或櫃買中心或證交所認為本公司無須或不適宜辦理（如有適用）外，本公司應提撥發行新股總額百分之十，在中華民國境內對外公開發行（下稱「**公開銷售部分**」）；然若股東會以普通決議另為較高比率之決議者，從其決議，並提撥相當於該等較高比率之股份作為公開銷售部分。本公司得保留不超過發行新股總額百分之十的股份供本公司及附屬公司之員工認購（下稱「**員工認股部分**」）。本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。
- 2.4 除經股東會另以普通決議為不同決議外，本公司依本章程第 2.3 條辦理現金增資發行新股時，於依本章程第 2.3 條提撥公開銷售部分（為免疑義，包含本公司依本章程第 2.3 條增資發行新股，股東會決議提撥高於發行新股總額百分之十之股份在中華民國境內對外公開發行，其超過發行新股總額百分之十的部分）及員工認股部分後，應公告及通知原有股東，其有權按照原有股份比例優先認購剩餘新股。本公司應在前開公告中聲明行使此優先認股權之方式。原有股東持有股份按比例不足分認一新股者，得依公開發行公司規則，合併其認股權而以單一股東名義共同認購一股或多股；原有股東於前述時間內未認足者，本公司得就未認購部分依符合公開發行公司規則之方式辦理公開銷售或洽特定人認購。

倘認股人認購新股（行使前述股東優先認股權或認購公開銷售或員工認股部份）未能在本公司所定股款繳納期間內繳納發行新股之股款，本公司應

定一個月以上之期限催告該認股人照繳，並聲明逾期不繳失其權利。除非認股人於本公司所定催告期限不照繳，本公司不得聲明認股人喪失其權利。縱有上述規定，本公司所定股款繳納期限在一個月以上者，如認股人逾期不繳納股款，即喪失其權利，無須踐行前述催告之程序。認股人喪失其權利後，該等未認購之股份應依符合公開發行公司規則之方式另行募集。

- 2.5 於不違反或牴觸適用法律之前提下，本公司得經股東會重度決議發行限制員工權利之新股（下稱「**限制型股票**」）予本公司及附屬公司之員工，不適用本章程第 2.3 條之規定。股份登錄興櫃或於中華民國上市櫃期間，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，應符合中華民國證券主管機關制訂之規則。
- 2.6 本章程第 2.3 條規定之員工優先認股權及本章程第 2.4 條規定之股東優先認股權於本公司因以下原因或基於以下目的發行新股時，不適用之：
- （a） 本公司合併、分割，股份轉換或為公司重整；
 - （b） 本公司為履行認股權憑證及／或選擇權下之義務，包括本章程第 2.8 條及第 2.11 條所規定者；
 - （c） 本公司依本章程第 2.5 條規定發行限制型股票；
 - （d） 本公司為履行可轉換公司債或附認股權公司債下之義務；
 - （e） 本公司為履行附認股權特別股下之義務；
 - （f） 本公司依本章程第 14.7 條或第 17 條規定發行股票；或
 - （g） 本公司進行私募有價證券時。
- 2.7 本公司不得發行任何未繳納股款或繳納部分股款之股份。
- 2.8 縱有本章程第 2.5 條之規定，本公司得經董事會三分之二以上董事出席及出席董事超過二分之一之同意，通過一個以上之員工獎勵措施，並得發行股份或選擇權、認股權憑證或其他類似之證券予本公司及其附屬公司之員工。
- 2.9 依本章程第 2.8 條發行之選擇權、認股權憑證或其他類似之證券不得轉讓，但因繼承者不在此限。
- 2.10 本公司及其附屬公司之董事非本章程第 2.5 條所定發行限制型股票及本章程第 2.8 條所定獎勵措施之對象，但倘董事亦為本公司或其附屬公司之員工，該董事得基於員工身分（而非董事身分）認購限制型股票或參與獎勵

措施。

- 2.11 本公司得與其員工及／或其附屬公司之員工就本章程第 2.8 條所定之獎勵措施簽訂契約，約定於一定期間內，員工得認購特定數量之本公司股份。此等契約之條款對相關員工之限制不得少於其所適用之獎勵措施所載條件。

3 贖回及買回股份

- 3.1 在不違反開曼群島公司法情形下，本公司得發行將由或應由本公司或股東行使贖回權或贖回選擇權的股份。
- 3.2 於依開曼群島公司法規定得授權之範圍內，授權本公司得自資本或其他帳戶或其他資金中支付贖回股份之股款。
- 3.3 得贖回股份之贖回價格或其計算方式，應於股份發行前由董事會訂之。
- 3.4 有關得贖回股份之股票應載明該等股份係可贖回。
- 3.5 股份登錄興櫃或於中華民國上市櫃期間，在不違反適用法律規定及本章程之情況下，本公司得依董事會三分之二以上董事出席及出席董事過半數同意所定之條件及方式，買回其自身股份（包括可贖回之股份），並依據適用法律規定作為庫藏股由本公司持有。如本公司擬向全體股東買回股份，並立即辦理銷除者，該等買回應經股東會普通決議通過，且除開曼群島公司法或公開發行公司規則另有規定者外，買回股份之銷除應按銷除當日各股東之持股比例為之（四捨五入至董事會決定之整數位）。

經股東會以普通決議通過之買回並銷除本公司股份，得以開曼群島公司法允許之方式支付買回股款，包含現金或其他財產；惟以其他財產支付買回股款時，該財產之價值應：(a) 於董事會提交股東會決議前，送交中華民國會計師查核簽證，作為普通決議授權買回並銷除本公司股份之依據，及 (b) 經收受以其他財產支付買回股款之各股東同意。縱有本章程第 3.5 條之規定，本公司為變更票面額而買回本公司股份時，為完成票面額之變更，無需取得各該相關股東之同意。

- 3.6 本公司如依前條規定買回登錄興櫃或於中華民國上市櫃之股份並以庫藏股持有者，應依公開發行公司規則之規定，將董事會決議及執行情形，於最近一次之股東會報告；其因故未買回登錄興櫃或於中華民國上市櫃之股份者，亦同。
- 3.7 股份登錄興櫃或於中華民國上市櫃期間，本公司有權依下列買回方式以買

回任何登錄興櫃或於中華民國上市櫃之股份：

(a) 買回股份之總金額，不得逾保留盈餘減除本公司董事會或股東會已決議分派之盈餘及下列已實現之資本公積之金額：

(i) 尚未轉列為保留盈餘之處分資產之溢價收入；

(ii) 發行股份之溢價及本公司受領贈與所得之總金額。但受領之物為本公司股份者，於未再出售前不予計入；

(b) 買回股份之總數量，不得超過本公司已發行股份總數百分之十；

(c) 買回之時點、價格及其他條件應由董事會自行決定，惟：

(i) 相關買回交易應依中華民國證券法令之規定及公開發行公司規則辦理；且

(ii) 相關買回交易應符合開曼群島公司法。

3.8 在不違反本章程第 3.5 條及公開發行公司規則之情形下，本公司得依董事會決議及開曼群島公司法允許之任何方式，支付贖回或買回股款。

3.9 股份贖回款項之給付遲延不影響股份之贖回，惟如遲延超過三十日，應按董事會經適當查詢後所預估可代表開曼群島持有 A 級執照（定義如開曼群島銀行及信託公司法（修訂版）所示）之銀行同類貨幣三十日之定存利率，支付自到期日至實際支付款項期間之利息。

3.10 限於無法以其他方式贖回（或非另為此發行新股，無法贖回）之情形及範圍下，董事會始可於其認為適當時，行使開曼群島公司法第 37 條第（5）項（從資本中撥款支付）賦予本公司之權限。

3.11 限於前述範圍內，有關股份贖回應實行或可實行之方式，而可能產生之一切問題，董事會得自為適當決定。

3.12 除股款已全數繳清，不得贖回該股份。

3.13 董事會得依適用法律之規定，指定任何本公司買回、贖回或因放棄而由本公司取得之股份作為庫藏股。

3.14 對於庫藏股，不得配發或支付股利予本公司，亦不得就本公司之資產為任何其他分配（無論係以現金或其他方式）予本公司（包括本公司清算時對於股東的任何資產分配）。

3.15 本公司應以庫藏股持有人之身份載入股東名冊，惟：

- (a) 不得因任何目的將本公司視同股東，且本公司不得就庫藏股行使任何權利，意圖行使該權利者，應屬無效；
- (b) 於本公司任一會議中，庫藏股均不得直接或間接參與表決，且無論係為本章程或開曼群島公司法之目的，如欲決定任何特定時點之已發行股份總數時，庫藏股亦不應計入。

3.16 本公司買回登錄興櫃或於中華民國上市櫃之股份後，以低於實際買回股份之平均價格轉讓庫藏股予本公司或附屬公司員工之任何議案，應經最近一次股東會特別決議通過，且公開發行公司規則要求之事項應於股東會開會通知中載明，而不得以臨時動議提出。歷次股東會通過且轉讓予本公司及附屬公司員工之庫藏股總數，累計應不得超過已發行股份總數的百分之五，且每一名員工認購總數累計不得超過已發行股份總數的千分之五。本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。

3.17 除本章程第 3.16 條及公開發行公司規則規定者外，本公司得由董事會依據適用法律之規定所決定之條款及條件處分（註銷或轉讓）庫藏股。

4 股份所附權利

除本章程第 2.1 條、章程大綱及本章程另有規定、本公司依契約另負其他義務或受其他限制、及股東另為不同決議者外，且在不損及任何股份及股別之股份持有人之特別權利之範圍內，本公司之股份應只有單一種類，其股東依本章程規定：

- (a) 每股有一表決權；
- (b) 享有董事會所提議並經股東會決議之股息；
- (c) 於本公司清算或解散時（無論該清算或解散係自願或非自願、或係為重整或其他目的、或於分配資本時），有權受領本公司剩餘資產之分派；及
- (d) 得享有一般附加於股份上之全部權利。

5 股票

5.1 本公司得發行實體股票或以無實體發行之。本公司如發行實體股票，各股東有權獲得蓋有印章之股份憑證（或其複本），該印章由董事會依其權限所鈐印，憑證上並載明股東之持股股數及股別（如有）。董事會得決議於一般或特定情況下，憑證之任一或所有簽名得以印刷或機器方式為之。股份登錄興櫃或於中華民國上市櫃期間，除依公開發行公司規則應發行實體股票者外，本公司股份應以無實體發行。

- 5.2 如股票塗污、磨損、遺失或損壞，經提出董事會滿意之證據，董事會得換發新股票。如董事會認為適當，並得請求遺失股票之賠償。
- 5.3 不得發行無記名股份。
- 5.4 本公司依本章程第 5.1 條發行實體股票時，本公司應於該等實體股票依開曼群島公司法、章程大綱、本章程及公開發行公司規則規定得發行之日起三十日內，交付實體股票予認股人，並應於交付該等實體股票前，依公開發行公司規則辦理公告。
- 5.5 本公司應發行無實體股票時，相關事項應依開曼群島公司法及公開發行公司規則辦理，且應於依公開發行公司規則得發行股份之日起三十日內，以帳簿劃撥方式交付無實體股份予認股人，並於交付前公告之。

6 特別股

- 6.1 本公司得以特別決議發行一種或一種以上類別具有優先或其他特別權利之股份（下稱「特別股」），並得就章程大綱及本章程為適當之修訂以反映該等特別股之存在。
- 6.2 股份登錄興櫃或於中華民國上市櫃期間，特別股之權利及義務應包含（但不限於）下列項目，且應符合公開發行公司規則之規定：
 - (a) 特別股之股息及紅利分配之順序、固定額度或固定比率；
 - (b) 本公司剩餘財產分配之順序、固定額度或固定比率；
 - (c) 特別股股東表決權之順序或限制（包括宣佈無表決權）；
 - (d) 本公司經授權或被迫贖回特別股之方式或不適用贖回權之聲明；及
 - (e) 有關特別股之附隨權利及義務等其他事項。

股份登記

7 股東名冊

- (a) 股份登錄興櫃或於中華民國上市櫃期間，董事會應備置一份股東名冊，備置地點得為開曼群島境外經董事會認為適當之處所，並應依開曼群島公司法及公開發行公司規則維護之。
- (b) 若本公司有未登錄興櫃或於中華民國上市櫃之股份者，本公司應依開曼群島公司法第 40 條備置此等股票之名冊。

8 登記持有人為絕對所有人

除法令另有規定外：

- (a) 本公司無須承認因信託而持有股份之人；且
- (b) 除股東外，本公司無須承認任何人對股份享有任何權利。

9 記名股份轉讓

- 9.1 登錄興櫃或於中華民國上市櫃之股份，其所有權之證明及移轉得依符合公開發行公司規則之方式（包括透過集保結算所帳簿劃撥系統）為之。
- 9.2 以實體發行之股票，其轉讓得依一般書面格式、或董事會通過之其他書面格式為之。該等書面應由讓與人或以讓與人之名義簽署，惟如董事會要求時，該等書面得僅由受讓人簽署。於不違反前述規定之前提下，授權任一董事得應讓與人或受讓人之要求，一般性地或針對個案，決議接受機械方式簽署之轉讓書面。
- 9.3 除董事會另有決議以外，任一董事得核准股票之轉讓（包括但不限於代表本公司提供本公司之註冊代理人移轉股票之指示函及股份轉讓協議書），且任何該名董事為股票轉讓所為之行為，均視為本公司依照本章程所為之經合法授權之有效行為。就實體股票之轉讓，除提供相關股份之股票及該董事合理要求得證明讓與人係有權轉讓之其他證據外，該經授權之董事得拒絕承認任何轉讓文件。
- 9.4 股份共同持有人得轉讓該股份予其他一名或多名共同持有人，且先前與死亡股東共同持有股份之存續股份持有人，得轉讓該等股份予該死亡股東之執行人或管理人。
- 9.5 若登記該轉讓將致下列情事者，任一董事得毋須檢具任何理由自行決定拒絕實體股份轉讓之登記：(i) 違反適用法律；或 (ii) 違反章程大綱或本章程。如該名董事拒絕登記股份移轉，於該轉讓登記向本公司提出之日起三個月內，秘書、任一董事或經理人應將拒絕通知寄送與讓與人及受讓人。

10 記名股份移轉

- 10.1 如股東死亡，其共同持有股份之他尚存共同持有人，或如為單獨持有股份者，其法定代理人，為本公司唯一承認有權享有該死亡股東之股東權益之人。死亡股東之財產就其所共同持有之股份所生之義務，不因本章程之規定而免除。依開曼群島公司法第 39 條規定，本條所稱法定代理人係指該死亡股東之執行人或管理人、或依董事會裁量決定之其他經適當授權處理該股份事宜之人。

- 10.2 因股東死亡、破產而對股份享有權利之人，於董事會認為證據充足時得登記為股東，或選擇指定他人登記為股份受讓人。
- 10.3 經檢附董事會要求證明讓與人為所有權人之文件與董事會時，應登記受讓人為股東。縱有上述規定，如董事會於該喪失權利之股東尚未死亡或破產時，有權拒絕或暫停股東登記或依本章程第 9.5 條拒絕登記，董事會於任何情況下應享有與該情形相同之拒絕或暫停登記之權利。
- 10.4 如有二位或以上之人登記為股份共同持有人，而共同持有人中有人死亡時，尚存之共同持有人就該股份有絕對之所有權，且除該共同持有人為最後尚存之共同持有人外，本公司不承認任何對該共同持有人遺產之權利主張。

普通決議、特別決議及重度決議

11 變更資本

- 11.1 在不違反開曼群島公司法之前提下，本公司得隨時以普通決議變更章程大綱中之以下事項：
- (a) 以發行新股增加依普通決議所定之股本，及此等股本所得分成之股份種類及金額得享有的權利；
 - (b) 將全部或部分股份合併且分割為較現有股份面額大之股份；
 - (c) 為轉換股份票面額之目的，將全部或一部已繳納股款之股份轉換為任何面額之已繳納股款之股份。惟本公司股份不得轉換為無票面金額股；
 - (d) 將現有股份之全部或一部再分割為較小金額股份，惟，每一再分割股份之已繳股款與未繳股款（如有）應按原股份再分割之比例等比例減少之；或
 - (e) 銷除任何於決議通過之日尚未為任何人取得或同意取得之股份，並註銷與所銷除股份等值之資本。
- 11.2 為達成本公司依前條規定合併或分割股份之目的，董事會得為任何其認為適當之相應措施；於無礙前述目的之情形下，包括但不限於發行表彰畸零部分之股份，或出售該等畸零部分之股份，並將所得股款（扣除出售費用後）按比例發放予有權受領之股東。為此，董事會得授權他人轉讓該等表彰畸零部分之股份予各該買受人，或決議將上述扣除相關費用之股款淨額

，為本公司之利益支付予本公司。如相關出售程序中有任何異常或無效情事，各該買受人就股款之用途不負監督義務，其股份所有人之權益亦不受影響。

12 特別決議及重度決議

12.1 在不違反開曼群島公司法及本章程之情況下，本公司得隨時經特別決議：

- (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公司目的、權力或其他特別載明之事項；
- (d) 減少資本及資本贖回準備金；或
- (e) 依開曼群島公司法為合併。

12.2 在不違反開曼群島公司法之情形下，本公司得經特別決議在中華民國境內依公開發行公司規則進行有價證券之私募；惟如於中華民國境內私募之公司債未附有認股權、選擇權、轉換權或使公司債持有人有權取得股權或其他類似權利者，本公司得依公開發行公司規則之規定經董事會決議通過，並得於董事會決議之日起一年內分次辦理。

12.3 於不違反開曼群島公司法和本章程第 12.4 條之情形下，本公司之下列行為應取得股東重度決議之許可：

- (a) 將得分派之股息及/或紅利及/或其他本章程第 17 條所定款項撥充資本；
- (b) 合併（除符合開曼群島公司法所定義之「併購及／或合併」僅須特別決議即可）、股份轉換或分割；
- (c) 締結、變更或終止營業出租契約、委託經營契約或共同經營契約；
- (d) 讓與其全部或主要部分之營業或財產；或
- (e) 取得或受讓他人的全部營業或財產而對本公司營運有重大影響者。

12.4 在不違反開曼群島公司法之情形下，本公司得以下列決議方式自願解散：

- (a) 如本公司係因無法清償到期債務而決議自願解散者，經普通決議；或
- (b) 如本公司係因本章程第 12.4 條 (a) 款以外之事由而決議自願解散者，經特別決議。

- 12.5 在不違反適用法律規定之情形下，本公司得將其資本公積之一部或全部，按股東所持股份比例，以發行新股（作為紅利股份）或現金之形式，分配予股東。

13 股份權利之變更

無論本公司是否已清算，如本公司資本分為不同種類之股份，除該類股份發行條件另有規範外，該類股份之權利得經該類股份持有人之股東會以重度決議變更之。縱如前述規定，如本章程之任何修改或變更將損及任一種類股份的優先權，則相關之修改或變更應經股東會特別決議通過，並應經該類受損股份股東另行召開之股東會重度決議通過。除該類股份發行條件另有明確規範外，各股份持有人就各該股份之優先權或其他權利不受其他同等順位股票之創設或發行而影響。就各類股份持有人之股東會，應準用本章程有關股東會之規定。

股息及撥充資本

14 股息

- 14.1 董事會得依各股東持股比例發放股息予股東，且股息得以現金或股份發放。
- 14.2 於不違反適用法律之情形下，除以本公司已實現或未實現利潤、股份發行溢價帳戶或開曼群島公司法允許之公積、準備金或其他款項支付股利或為其他分派外，本公司不得發放股利或為其他分派。除股份所附權利另有規定者外，所有股利及其他分派應依股東持有股份比例計算之。如股份發行條件係從一特定日期開始計算股利，則該股份之股利應依此計算。
- 14.3 對於於每一會計年度結束後所分派之股利，在不牴觸開曼群島公司法、本條或任何股份所附加之權利或限制之規定下，本公司得於每一會計年度後依據盈餘分派議案分派股息。該等盈餘分派議案，如為分派現金股利之情形，應由董事會以三分之二以上董事之出席，出席董事過半數之決議為之，且應於最近一次股東常會報告該次分派；如為本章程第 12.3 (a) 條及第 12.5 條（於發行新股作為紅利股份之情形）條之情形，應經董事會普通決議及以股東會重度決議為之。
- 14.4 股份登錄興櫃或於中華民國上市櫃期間，除開曼群島公司法、公開發行公司規則或本章程另有規定者外，本公司年度如有「獲利」（定義如后），應提撥不低於獲利的百分之一做為員工之酬勞（下稱「員工酬勞」），員工酬勞之發放對象包含符合一定條件之本公司及從屬公司員工，其條件由本公

司董事會決定之，其中發放予基層員工比例不得低於前述員工酬勞之百分之十五。本公司得以上開獲利數額，提撥不高於獲利的百分之三做為董事（不含獨立董事）之酬勞（下稱「**董事酬勞**」）。員工酬勞及董事酬勞分派案應由董事會三分之二以上董事出席及出席董事過半數同意之決議行之，並提股東會報告。但本公司尚有累積虧損時，應預先保留彌補數額，再依前述比例提撥員工酬勞及董事酬勞。前述「獲利」係指本公司之稅前淨利。為免疑義，稅前淨利係指支付員工酬勞及董事酬勞前之數額。

14.5 就本公司股利政策之決定，董事會了解本公司營運之業務係屬成長階段。於各會計年度建請股東同意之股利或其他分派數額（若有）之決定，董事會：

- （a）得考量本公司各該會計年度之盈餘、整體發展、財務規劃、資本需求、產業展望及本公司未來前景等，以確保股東權利及利益之保障；及
- （b）除依本章程第 14.4 條提撥外，應於當期淨利中提列：（i）支付相關會計年度稅款之準備金；（ii）彌補虧損；（iii）百分之十之一般公積（下稱「**法定盈餘公積**」）（除非法定盈餘公積已達本公司實收資本），及（iv）董事會依中華民國證券主管機關依公開發行公司規則要求之特別盈餘公積或本章程第 15.1 條決議之公積。

14.6 股份登錄興櫃或於中華民國上市櫃期間，在不違反開曼群島公司法之情形下，且依本章程第 14.4 條規定提撥員工酬勞及董事酬勞並依本章程第 14.5 條之股利分派政策提列董事會認為適當之金額後，董事會應提撥不少於可分派數額中屬上一會計年度盈餘部分（不含先前年度之累積盈餘）之百分之十作為股東股利，經股東會決議通過後分派。

14.7 股東股利及員工酬勞之分派，得依董事會決定以現金、或以該金額繳足尚未發行股份之價金、或兩者併採之方式而分配予員工或股東；惟就股東股利部分，所發放之現金股利不得少於全部股利之百分之十。

14.8 董事會應擇定基準日決定有權獲配股息或其他分派之股東。

14.9 為決定有權獲配股息或其他分配之股東，董事會得決定股東名冊之變更於相關基準日前五日、或其他符合公開發行公司規則及開曼群島公司法規定之期間內，不得為之。

14.10 本公司就未分派之股利及酬勞概不支付利息。

15 資本公積及盈餘之提撥

- 15.1 董事會得於分派股息前，自本公司盈餘或利潤中提撥部分其所認適當之準備金以支應或有支出、或填補執行股利分配計畫不足之數額或為其他妥適使用之目的。該等款項於運用前，得由董事會全權決定用於本公司業務或依董事會隨時認為之適當投資，且無須與本公司其他資產分離。董事會亦得不提撥準備金而保留不予分配之利潤。
- 15.2 於不違反股東會指示下，董事會得代表本公司就資本公積行使開曼群島公司法賦予本公司之權力及選擇權。董事會得依開曼群島公司法規定，代表本公司以資本公積彌補累積虧損及分派盈餘。

16 付款方式

- 16.1 任何股息、利息或股份相關之現金支付得以匯款轉帳至股東指定帳戶、或以支票或匯票郵寄至股東名冊所載股東地址、或該股東以書面指定之第三人及其地址之方式支付之。
- 16.2 於共同持有股份之情形，任何股息、利息或股份相關之現金支付，得以支票或匯票郵寄至股東名冊所載第一列名持有人地址、或該持有人以書面指定之第三人及其地址之方式支付之。如二人以上之人登記為股份共同持有人，任一人皆有權於收訖該股份之股息後，出具有效之收據。
- 16.3 股份登錄興櫃或於中華民國上市櫃期間，任何股利之支付應遵守公開發行公司規則及開曼群島公司法。

17 撥充資本

在不違反適用法律及本章程第 12.3 (a) 條及第 12.5 條（於發行新股作為紅利股份之情形）之情形下，董事會得以資本公積、其他準備金帳戶或損益帳戶之餘額或其他可供分配之款項，繳足未發行股份之股款，按股東持股比例發放股票紅利予股東，以撥充資本。

股東會

18 股東常會

- 18.1 本公司應於每一會計年度終了後六個月內由董事會召集股東常會。
- 18.2 在不違反本章程第 18.1 條之情形下，本公司股東常會應於董事會決定之時間及地點召開。股份登錄興櫃或於中華民國上市櫃期間，除開曼群島公司法另有規定外，公司召開實體股東常會應於中華民國境內為之。如董事會

決議在中華民國境外召開實體股東常會，本公司應於董事會決議後二日內申報證交所/櫃買中心核准。於中華民國境外召開股東常會時，本公司應委任一中華民國境內之專業股務代理機構，受理該等股東常會行政事務（包括但不限於受理股東委託行使表決權事宜）。

18.3 股東會開會得以視訊股東會或其他經中華民國公司法主管機關公告之方式為之。股份登錄興櫃或於中華民國上市櫃期間，以視訊股東會召開股東會之條件、作業程序及其他應遵行事項，應遵守公開發行公司規則。

18.4 股東會開會時，如依本章程以通訊設備為之（包括視訊股東會），其股東以通訊設備參與會議者，視為親自出席。

19 股東臨時會

19.1 股東常會外所召集之股東會，為股東臨時會。

19.2 董事會隨時依其判斷而認有必要時，得召集股東臨時會。本章程第 18.2 條應適用於股東臨時會。

19.3 股份登錄興櫃或於中華民國上市櫃期間，經股東請求（如本章程第 19.4 條所定義）時，董事會應立即召集股東臨時會。

19.4 本章程第 19.3 條所稱之股東請求，係指股東一人或數人提出之請求，且於提出請求時，其已繼續一年以上合計持有已發行股份總數百分之三以上股份者。

19.5 股東請求須以書面記明提議於股東臨時會討論之事項及理由。

19.6 如董事會於股東提出請求日起十五日內未為股東臨時會召集之通知，提出請求之股東得以與董事會召開股東會之相同方式（盡量相似）自行召集股東臨時會。如召開股東臨時會之地點位於中華民國境外，提出請求之股東應事先申報證交所/櫃買中心核准。

19.7 股份登錄興櫃或於中華民國上市櫃期間，股東得自行召集股東臨時會，惟該等股東應至少繼續三個月以上，持有本公司已發行股份總數過半數。股東持有股份數額及持有股份期間之計算及決定，應以股東名冊停止過戶期間之首日定之。股東名冊停止過戶期間定義於第 20.3 條。

20 通知

20.1 股份登錄興櫃或於中華民國上市櫃前，股東會之召開，應至少於五日前通知各有權出席及表決之股東，並載明會議召開之日期、地點及時間及召集

事由。

- 20.2 股份登錄興櫃或於中華民國上市櫃期間，股東常會之召開，應至少於三十日前，股東臨時會之召開，應至少於十五日前，通知各有權出席及表決之股東，並載明會議召開之日期、地點、時間及召集事由。開會通知於取得相對人之事前書面同意後，得以電子方式為之。
- 20.3 股份登錄興櫃或於中華民國上市櫃期間，董事會應依公開發行公司規則擇定基準日以決定得收受股東會通知及得表決之股東，並相應地停止股東名冊記載之變更。董事會應決定暫停辦理股份轉讓登載於股東名冊的期間（即股東名冊停止過戶期間）。
- 20.4 除本章程第 23.4 條規定之情形外，倘本公司意外漏發股東會通知予有權收受通知之人、或有權收受通知之人漏未收到股東會通知，股東會之程序不因之而無效。
- 20.5 股份登錄興櫃或於中華民國上市櫃期間，本公司應依本章程第 20.2 條的規定，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，並依公開發行公司規則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。董事會並應依公開發行公司規則，備妥股東會議事手冊和補充資料供所有股東索閱，並傳輸至公開資訊觀測站。但本公司於最近會計年度終了日總實收資本額達新臺幣二十億元以上或最近會計年度召開股東常會其股東名冊記載之外資及陸資持股比率合計達已發行股份總數之百分之三十以上時，應於股東常會開會三十日前完成將前開資訊及檔案透過公開資訊觀測站傳送或傳送至公開資訊觀測站。
- 20.6 股份登錄興櫃或於中華民國上市櫃期間，下列事項，應載明於股東會召集通知並說明其主要內容，且不得以臨時動議提出：
- (a) 選舉或解任董事；
 - (b) 修改章程大綱或本章程；
 - (c) 減資；
 - (d) 申請停止本公司股份公開發行；
 - (e) (i) 解散、合併、股份轉換或分割，(ii) 締結、變更或終止營業出租契約、委託經營契約或共同經營契約，(iii) 讓與本公司全部或主

要部分營業或財產，及（iv）取得或受讓他人全部營業或財產而對本公司營運有重大影響者；

- （f） 許可董事為自己或他人為屬於本公司營業範圍內之行為；
- （g） 依本章程第 17 條規定，以發行新股或以資本公積或其他金額撥充資本之方式分派全部或部分盈餘；
- （h） 將法定盈餘公積及發行股票溢價或受領贈與之所得以發行新股或現金方式分配予原股東；及
- （i） 本公司私募發行具股權性質之有價證券。

上開事項之主要內容得公告於中華民國證券主管機關或本公司指定之網站，並應將該網站之網址載明於股東會召集通知。

- 20.7 股份登錄興櫃或於中華民國上市櫃期間，董事會應將章程大綱及本章程、股東會議事錄、財務報表、股東名冊以及本公司發行的公司債存根簿備置於註冊處所（如有適用）及本公司於中華民國境內之股務代理機構。股東得隨時檢具利害關係證明文件，指定查閱範圍，請求檢查、查閱、抄錄或複製。如相關文件係由本公司之股務代理機構保管時，於股東請求時，本公司應命股務代理機構將股東所請求之文件提供予該股東。
- 20.8 股份登錄興櫃或於中華民國上市櫃期間，本公司應依公開發行公司規則之規定，將董事會準備之所有表冊，及審計委員會擬提交股東常會所準備之報告書，於股東常會十日前備置於註冊處所（如有適用）及本公司位於中華民國境內之股務代理機構。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。
- 20.9 如股東會係為董事會或其他召集權人依據本章程或任何適用法律召集時，董事會或該召集權人得請求本公司或股務代理機構提供股東名冊。於經請求時，本公司應（並應命本公司之股務代理機構）提供股東名冊。

21 寄發通知

- 21.1 任何通知或文件，不論是否由本公司依本章程所寄送予股東者，應以書面由專人親自送達或以信件或快遞服務寄送至股東名冊所載之該股東地址或該股東為此目的指示之其他地址。為本條之目的，經股東書面同意者，其通知得以電子方式為之。
- 21.2 任何通知或其他文件依據本章程第 20 條及第 21 條發送時，即生效力。

在符合所有適用法律、規則及規定之前提下，任何通知或文件得以中文或英文作成，發送予股東。

股東依本章程之規定送達任何文件予本公司時，應準用本條之規定。

22 股東會延期

董事會得於依本章程規定召集之股東會會議開始前，發出延期通知。該通知應載明延期會議召開之日期、時間及地點，並應依本章程規定送達各股東。如股東會決議延期在五日以內之特定日期舉行股東會，則不適用本章程第 20.1 條、第 20.2 條、第 20.3 條、第 20.4 條、第 20.5 條及第 21 條之規定，且毋須延期通知。

23 股東會之法定出席數及議事程序

23.1 除非出席股東代表股份數已達法定出席股份數，股東會不得為任何決議。除本章程另有規定外，代表已發行有表決權股份總數過半數之股東親自出席、委託代理人出席或由法人股東代表人出席，應構成股東會之法定出席股份數。

23.2 股份登錄興櫃或於中華民國上市櫃期間，董事會應依符合公開發行公司規則所定之方式，將其所備妥之營業報告書、財務報表、及盈餘分派或虧損撥補之議案，提交於股東常會供股東承認。經股東於股東會承認後，董事會應將經承認之財務報表及本公司盈餘分派或虧損撥補議案之決議副本寄送或公告各股東，或依公開發行公司規則以其他方式提供之。

23.3 除本章程另有規定者外，股東會會議決議之表決應以投票方式決定之。

23.4 股份登錄興櫃或於中華民國上市櫃期間，於開曼群島公司法允許之前提下，本章程之內容不妨礙任何股東於決議作成後三十日內，以股東會之召集程序或決議方法有違反法令或本章程，向有管轄權之法院提起訴訟，尋求有關之適當救濟，包含但不限於提起撤銷股東會決議之訴訟。因前述事項所生之爭議，得以臺灣臺北地方法院為第一審管轄法院。

23.5 除開曼群島公司法、章程大綱或本章程另有明文規定者外，任何於股東會上提交股東決議、同意、確認或承認者，均應以普通決議為之。

23.6 股份登錄興櫃或於中華民國上市櫃期間，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，得以書面或本公司所指定之任何電子方式向本公司提出一項股東常會議案。本公司應依適用法律所許可之方式與時間辦理公告，敘明受理股東提案之處所及不少於十日之受理期間。董事會除有下列情形之一者外，應將該等提案列入股東常會

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或議案文字超過三百個中文字者；(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截止日後提出者。如股東提案係為敦促本公司增進公共利益或善盡社會責任之建議，董事會仍得列入議案。

- 23.7 股東會之議事規則及程序應由董事會訂定，並經股東會普通決議通過，且該議事規則及程序應依開曼群島公司法、本章程及公開發行公司規則予以訂定。

24 會議主席

- 24.1 股東會由董事會召集者，董事長如出席，應擔任股東會主席。如其未出席，應由出席股東會之董事互選出會議主席。
- 24.2 股份登錄興櫃或於中華民國上市櫃期間，股東會主席應依公開發行公司規則指派或選任。

25 股東表決

- 25.1 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公司或非自然人股東，就其所持有的每一股份均有一表決權。股東係為他人持有股份時，股東得主張分別行使表決權，其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，應依公開發行公司規則之規定辦理。
- 25.2 除於相關股東會或特定類別股份股東會基準日已登記為該股份之股東，且已繳納相關股款者外，任何人均無權在股東會上行使表決權。
- 25.3 股東得親自或透過代理人行使表決權。股東得以本公司準備之委託書，載明委託範圍委託代理人出席股東會行使表決權；惟一股東以出具一委託書，並以委託一個代理人出席股東會並行使表決權為限。
- 25.4 除開曼群島公司法另有規定外，股份登錄興櫃或於中華民國上市櫃期間，本公司應提供股東以電子方式行使表決權。如表決權得以書面投票或電子方式行使時，該等行使表決權之方式應載明於寄發予股東之股東會通知。股東擬以書面投票或電子方式行使其表決權者，至遲應於股東會開會二日前將其投票指示送達於本公司，投票指示有重複時，以最先送達者為準，但聲明撤銷先前投票指示者，不在此限。股東依前開規定以書面投票或電

子方式行使其於股東會之表決權時，視為委託會議主席為其代理人，於股東會上依其書面或電子文件指示之方式行使表決權。會議主席基於代理人之地位，就書面或電子文件中未提及或未載明之事項、及／或該股東會上所提出對原議案之修正，皆無權行使該股東之表決權。為釐清疑義，該股東以該等方式行使表決權，即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，業已放棄表決權之行使。

25.5 倘股東擬以書面或電子方式行使表決權並已依本章程第 25.4 條之規定向本公司送達其投票指示後，欲親自出席股東會者，至遲應於股東會開會前二日，以與先前依本章程第 25.4 條送達之投票指示之相同送達方式（如快遞、掛號郵件或電子方式，依實際情形而定），另向本公司送達其欲撤銷先前投票指示之個別通知。倘股東逾期撤銷其投票決定者，以書面或電子方式行使之表決權為準。

25.6 股東為以書面或電子方式行使表決權，而已依本章程第 25.4 條之規定向本公司送達其投票指示者，有權依本章程規定另行指定他人代理其出席該次股東會。於此情形，該代理人就表決權之行使應視為撤銷該股東先前送達本公司之投票指示，本公司應僅計算該受明示指定之代理人所行使之表決權。

26 代理

26.1 委託書應以董事會同意之格式為之，並載明僅為特定股東會使用。委託書之格式應至少包含下列資訊：(a) 填表須知，(b) 股東委託行使事項，及 (c) 相關股東、代理人及委託書徵求人（若有）之個人基本資料。委託書表格應連同該次會議之相關通知，一併提供予股東，且該等通知及委託書文件亦應於同日發送予所有股東。

26.2 委託書應為書面，並經委託人簽署。如委託人為公司或非自然人股東時，由其合法授權之職員或代理人簽署。受託代理人毋庸為本公司之股東。

26.3 股份登錄興櫃或於中華民國上市櫃期間，於不違反公開發行公司規則之情況下，除根據中華民國信託事業或經公開發行公司規則核准之股務代理機構外，一人同時受兩人以上股東委託時，除依本章程第 25.4 條之規定而視為股東代理人之會議主席外，其代理的表決權數不得超過本公司股東名冊停止過戶期間前，已發行有表決權股份總數之百分之三；超過該百分之三之表決權，不予計算。

26.4 倘股東以書面或電子方式行使表決權，並以委託書委託代理人出席股東會

者，以受託代理人出席行使之表決權為準。委託書送達本公司後，股東欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會二日前，以書面向本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。

- 26.5 除依本章程第 25.4 條規定而視會議主席為股東代理人之情形者外，委託書應至少於委託書所載代理人所擬行使表決權之股東會或其延會五日前，送達本公司之註冊處所、本公司在中華民國之股務代理機構辦公室、或於股東會召集通知上或本公司寄出之委託書上所指定之處所。本公司收到同一股東之數份委託書時，除股東於後送達之委託書中明確以書面聲明撤銷先前之委託者外，應以最先送達之委託書為準。

27 委託書徵求

股份登錄興櫃或於中華民國上市櫃期間，委託書之使用與徵求應遵守公開發行公司規則，包括但不限於「公開發行公司出席股東會使用委託書規則」。

28 異議股東股份收買請求權

- 28.1 於不違反開曼群島公司法規範下，股東會決議下列任一事項時，於會議前或會議中，已以書面或口頭表示異議（經紀錄）且已放棄表決權或投票反對的股東，得請求本公司以當時公平價格收買其所有之股份：

- (a) 本公司擬締結、變更或終止任何營業出租契約、委託經營契約或共同經營契約；
- (b) 本公司轉讓其全部或主要部分的營業或財產，但本公司依解散所為之轉讓，不在此限；
- (c) 本公司取得或受讓他人全部營業或財產，對本公司營運產生重大影響者；
- (d) 本公司擬進行分割、合併、收購或股份轉換；或
- (e) 本公司概括承受他人全部財產和負債，或概括讓與其全部財產和負債。

依本章程第 28.1 條放棄表決權之股份數，不算入股東會已出席股東之表決權數，惟算入計算法定出席人數時之股份數。

- 28.2 於不違反開曼群島公司法情形下，依本章程第 28.1 條請求之股東（下稱「異議股東」），應於股東會決議日起二十日內以書面提出，並列明請求收買

價格。異議股東與本公司間就收買價格達成協議者，本公司應自股東會決議日起九十日內支付價款。如自股東會決議日起九十日內，異議股東與本公司間未就收買價格達成協議者，本公司應自股東會決議日起九十日內，依其所認為之公平價格支付價款予未達成協議之異議股東；本公司未於前述九十日期間內支付其所認為之公平價格者，視為同意異議股東請求收買之價格。

28.3 於不違反開曼群島公司法情形下，異議股東與本公司間就異議股東持有股份之收買價格自股東會決議日起六十日內未達成協議者，本公司應於此期間經過後三十日內，以全體未達成協議之異議股東為相對人，聲請法院就異議股東持有之全數股份為公平價格之裁定，並得以臺灣臺北地方法院為第一審管轄法院。

28.4 縱有前述本章程第 28 條之規定，本條之規定未限制或禁止股東依據開曼群島公司法第 238 條之規定，於其對合併表示異議時，請求支付其股份公平價格之權利。

29 無表決權股份

29.1 下列股份於其有下列情形（依其適用情形）之期間內，於任何股東會上均無表決權，亦不算入已發行股份之總數：

- (a) 本公司持有自己之股份；
- (b) 直接或間接被本公司持有已發行有表決權之股份總數或資本總額超過半數之附屬公司，所持有之本公司股份；或
- (c) 本公司、附屬公司、本公司之控股公司及該控股公司之附屬公司直接或間接持有他公司已發行有表決權之股份總數或資本總額超過半數之公司，所持有之本公司股份。

29.2 股東對於股東會討論之事項，有自身利害關係致有害於本公司利益之虞時，不得加入表決，且其持有之股份數不算入已出席股東之表決權數。惟其持有之股份數仍得算入計算法定出席人數時之股份數。上述股東亦不得代理他股東行使表決權。

29.3 股份登錄興櫃或於中華民國上市櫃期間，董事以股份設定質權超過選任當時所持有之本公司股份數額二分之一時，其超過部分無表決權，亦不算入已出席股東之表決權數。

30 共同股份持有人之表決

股份為數人共有者，其共有人應依據公開發行公司規則推舉一人行使股東之權利。若共有人間無法達成協議，順位較前者所行使之表決權（不論親自出席或委託代理人出席）應被接受並排除其他共同持有人之表決。前所稱之順位，係指股東名冊中名字記載之次序。

31 法人股東之代表

31.1 法人股東或非自然人股東得以書面授權其認為適當之人為其代表人，參與任何股東之會議。代表人有權行使該被代表法人或非自然人之權利內容，與假設該法人或非自然人為自然人股東時所得行使者同。於代表人出席之會議，該法人股東或非自然人股東並應視為已親自出席。

31.2 縱有如上規定，就任何人是否有權以法人股東或非自然人股東名義出席股東會並參與表決，會議主席仍得接受其認為適當之確認方式。

32 股東會延會

於股東會達法定出席股份數並經出席股東多數同意，股東會主席應得依其指示宣佈散會。除散會時已宣布延會之召開日期、地點及時間，且延會未超過五日者外，新會議召開日期、地點及時間之通知，應依本章程條款規定送交有權出席及表決之股東。

33 董事出席股東會

本公司董事應有權收受任何股東會之通知、出席並發言。

董事及經理人

34 董事人數及任期

34.1 本公司董事會，設置董事人數不得少於五人，且不得多於十三人，於公開發行公司規則要求範圍內，公司應有超過二分之一董事在中華民國境內設有戶籍。每一董事任期不得逾三年，倘該任期屆滿將致本公司無董事，該任期得延長至任期屆滿後次一選任董事之股東會召開之日止。董事得連選連任。於符合適用法律規範及前述董事人數範圍之前提下，本公司得隨時以特別決議增加或減少董事人數。

34.2 股份登錄興櫃或於中華民國上市櫃期間，除經中華民國主管機關核准者外，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。

34.3 本公司召開股東會選任董事者，當選人不符本章程第 34.2 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，於符合本章程第 34.2 條規定之必要限度內，其當選失效。已充任董事而違反前述規定者，應自違反之日起，當然解任。

- 34.4 股份登錄興櫃或於中華民國上市櫃期間，除依公開發行公司規則另准許者外，應設置獨立董事，人數不得少於三人，且獨立董事席次不得少於董事席次五分之一。於公開發行公司規則要求範圍內，獨立董事其中至少二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。股份登錄興櫃或於中華民國上市櫃前，董事會得決議本公司應於股東會選任獨立董事。
- 34.5 股份登錄興櫃或於中華民國上市櫃期間，董事（包括獨立董事及獨立董事以外之董事）之提名應依公開發行公司規則採候選人提名制度。
- 34.6 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，不得與本公司有直接或間接之利害關係。獨立董事之專業資格、持股與兼職限制、獨立性之認定，應符合公開發行公司規則之規定。

35 董事選舉

- 35.1 本公司得於股東會選任任何人為董事，其得票數應依本章程第 35.2 條計算之。有代表本公司已發行股份總數過半數之股東出席（親自出席或委託代理人出席）者，即構成選舉一席以上董事之股東會法定出席股份數。
- 35.2 董事應由股東以下述累積投票制選出（本條所規範之投票方式下稱「**累積投票制**」）：
- （a）董事選舉時，每一股東得行使之投票權數，為其所持之股份乘以該次股東會應選出董事（包括獨立董事及非獨立董事）人數之數目；
 - （b）股東得將其投票權數集中選舉一名董事（包括獨立董事及非獨立董事）候選人，或分配選舉數名董事（包括獨立董事及非獨立董事）候選人；
 - （c）相同類別之董事中（即獨立董事或非獨立董事），與董事應選出人數相當，並獲得最多選票之候選人，當選為董事；且
 - （d）如有兩名以上之相同類別之董事候選人獲得相同選票數，且當選人數超過該類別董事應選人數時，相同票數之董事應以抽籤決定當選之人。如董事候選人未出席該次股東會，會議主席應代其抽籤。
- 35.3 股份登錄興櫃或於中華民國上市櫃期間，獨立董事因故辭職或解任，致人

數不足三人時，本公司應於最近一次股東會補選之。所有獨立董事均辭職或解任時，董事會應於最後一位獨立董事辭職或解任之日起六十日內，召開股東臨時會補選獨立董事以填補缺額。

35.4 股份登錄興櫃或於中華民國上市櫃期間，董事因故解任，致不足五人者，本公司應於最近一次股東會補選之。但董事缺額達已選任董事總數三分之一者，董事會應自事實發生之日起六十日內，召集股東臨時會補選之。

35.5 政府或法人（或其他法人實體）為股東且經選任為董事時，須指定自然人為其依法授權之代表，為該政府或法人（或其他法人實體）執行董事職務。該政府或法人（或其他法人實體）得自行決定隨時改派其自然人代表。

35.6 縱有上述規定，政府或法人（或其他法人實體）為股東時，該政府或法人（或其他法人實體）（以下簡稱「指派人」）亦得提名一人或數代表人，依本章程第 35 條之規定當選為董事（以下簡稱「法人代表董事」）。

指派人得事前以書面通知本公司，撤換指派人原本提名之法人代表董事，並另行指派其他自然人補足原任期。但法人代表董事係依本章程第 36.1 條規定經重度決議解任時，本章程第 35.6 條第 2 項前段之規定不適用。

36 董事解任

36.1 本公司得隨時以重度決議解除任何董事之職務，無論是否選任其他董事取代該名董事。於本公司董事任期尚未屆滿前改選全體董事者，如未決議原董事於任期屆滿始為解任，應視為於改選時或股東會決議之其他日期提前解任。前述改選應有代表已發行股份總數過半數股東之親自出席或委託代理人出席。若全體董事之任期同時屆滿，而在屆滿前未召開股東會進行改選者，董事任期應繼續並延長至下次股東會選任或改選新任董事且該等董事就任時止。

36.2 股份登錄興櫃或於中華民國上市櫃期間，董事執行業務，有重大損害本公司之行為或違反法令及／或本章程之重大事項，但未以重度決議將其解任者，於適用法律許可之範圍內，持有本公司已發行股份總數百分之三以上之股東，得於該次股東會後三十日內訴請法院裁判解任之，並得以臺灣臺北地方法院為第一審管轄法院。

37 董事職位之解除

37.1 董事之職位如有下列情事應被解除：

（a）依本章程規定董事被解除職務；

- (b) 董事死亡；
- (c) 依本章程第 34.3 條規定董事當然解任者；
- (d) 董事以書面通知本公司辭任董事職位；
- (e) 經法院依本章程第 36.2 條規定裁判解任；或
- (f) 董事有下列情事之一者，當然解任：
 - (i) 受破產之宣告，或法院宣告進入清算程序，尚未復權者；
 - (ii) 經相關管轄法院或官員裁決其無行為能力，或依適用法律，其行為能力受有限制；
 - (iii) 受輔助宣告（依中華民國民法定義）或相似之宣告，且該宣告尚未撤銷；
 - (iv) 曾犯中華民國組織犯罪防制條例規定之罪，經有罪判決確定，且（A）尚未執行、（B）尚未執行完畢、（C）服刑完畢或緩刑期滿尚未逾五年，或（D）赦免後未逾五年；
 - (v) 曾因刑事詐欺、背信或侵占罪，經受有期徒刑一年以上判決確定，且（A）尚未執行、（B）尚未執行完畢、（C）服刑完畢或緩刑期滿尚未逾二年，或（D）赦免後未逾二年；
 - (vi) 曾犯貪污治罪條例之罪，經有罪判決確定，且（A）尚未執行、（B）尚未執行完畢、（C）服刑完畢或緩刑期滿尚未逾二年，或（D）赦免後未逾二年；或
 - (vii) 曾因使用信用工具而經拒絕往來尚未期滿者。

如董事候選人有本條第（f）款各目情事之一者，該人應被取消董事候選人之資格。

37.2 股份登錄興櫃或於中華民國上市櫃期間，若董事（獨立董事除外）在任期中轉讓股份超過選任當時所持有本公司股份數額二分之一時，當然解任，其解任毋須經股東會之同意立即生效。

37.3 股份登錄興櫃或於中華民國上市櫃期間，董事（獨立董事除外）當選後，於就任前轉讓超過選任當時所持有之本公司股份數額二分之一時，或於股東會召開前之股東名冊停止過戶期間，轉讓持股超過二分之一時，毋須經股東會之同意，其當選失其效力。

38 董事報酬

- 38.1 股份登錄興櫃或於中華民國上市櫃期間，董事會應依公開發行公司規則設立至少由三名成員組成之薪資報酬委員會，且成員中之一人須為獨立董事。薪資報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規則之規定。於薪資報酬委員會設立時，董事會應以決議通過薪資報酬委員會之組織章程，且該組織章程並應符合公開發行公司規則之規定。董事會得決議於登錄興櫃或於中華民國上市櫃前設置薪資報酬委員會。
- 38.2 前條所稱薪資報酬應包括董事及經理人之薪資、股票選擇權與其他具有實質獎勵之措施。
- 38.3 董事報酬得由董事會參考薪資報酬委員會（若有設置者）之建議及其他同業一般水準決定之，惟僅得以現金支付。本公司亦得支付董事因往返董事會、董事會授權由董事組成之委員會、本公司股東會或與本公司業務相關或為董事通常職務而適當支出之差旅費、住宿費及其他費用。董事有權依開曼群島公司法、公開發行公司規則、服務協議或其他與本公司簽訂之相關契約，獲配本公司利益。

39 董事選舉瑕疵

於不違反本章程第 23.4 條及適用法律規定之情形下，董事會、董事授權由董事組成之委員會或任何董事依誠信所為之所有行為，縱使嗣後經查董事選舉程序有瑕疵，或有董事不具備董事資格之情形者，其效力仍與經正當程序選任之董事、或具備董事資格之董事所為者，同等有效。

40 董事管理業務

本公司業務應由董事會管理及執行。於管理本公司業務時，於本章程、開曼群島公司法及本公司於股東會指示之範圍內，除經開曼群島公司法或本章程要求應由本公司於股東會行使者外，董事會得行使本公司之一切權力。

41 董事會之職權

於不影響本章程第 40 條之概括規定及不違反適用法律之情形下，董事會得：

- (a) 指派、終止或解免任何本公司經理、秘書、職員、代理人或僱員，並決定其報酬及其職責；
- (b) 借入款項、就本公司事業、財產和尚未繳納股款之全部或一部設定抵押、質押或擔保，或發行債券、債券性質股份或其他有價證券，或發行此等有價證券以作為本公司或第三人債務、責任或義務之擔保；

- (c) 指派一位或數位董事擔任本公司之執行董事或執行長，於董事會管理下監督及管理本公司所有一般業務及事務；
- (d) 指派本公司經理人負責本公司日常業務，並得委託及賦予該經理人為從事此種業務之交易或執行之適當之權力與職責；
- (e) 以授權方式，指派董事會直接或間接提名之公司、行號、個人或團體，擔任本公司代理人，於董事會認為適當之期間與條件內，基於其認為適當之目的，賦予其認為適當之權力、授權及裁量權（但不得超過董事會所擁有或得以行使之權力）。該等授權書得涵蓋董事會認為適當之條款，以保護或便利與該代理人處理事務之人，亦得授權該代理人複委任其權力、授權及裁量權。若經授權時，該代理人並得依開曼群島公司法所允許之方式，簽署任何契約或文件；
- (f) 促使本公司支付所有創立及成立本公司所生費用；
- (g) 授與權限（包括複委任之權限）予董事會指定之一人或數人所成立之委員會，各該委員會並應依董事會指示行事。除董事另有指示或規範外，該委員會之會議及議事程序應依本章程所定之董事會議及其議事程序而進行；
- (h) 以董事會認為適當之條件及其方式授予任何人權限（包括複委任之權限）；
- (i) 提出本公司清算或重整之聲請或申請；
- (j) 於發行股份時，支付法律允許相關之佣金及經紀費；及
- (k) 授權任何公司、行號、個人及團體為特定目的代理本公司，並以本公司名義簽署任何相關之協議、文件與契約。

42 董事及經理人名冊

42.1 董事會應依開曼群島公司法規定，備置一本或數本董事及經理人名冊於註冊處所，內容應包括下列關於董事及經理人之事項：

- (a) 姓名；及
- (b) 地址。

42.2 董事會應於下列事情發生三十日內，變更董事及經理人名冊內之記載及發生日期，並依開曼群島公司法規定通知公司登記處：

- (a) 董事及經理人變更；或
- (b) 董事及經理人名冊內事項變更。

43 經理人

就本章程所稱之經理人係由董事會指派之秘書及其他經理人組成。

44 指派經理人

秘書（及其他經理人，如有）應由董事會隨時指派。

45 經理人職責

經理人應有董事會所隨時委託之管理並處理業務及事務之權力與職責。

46 經理人報酬

經理人之報酬由董事會定之。

47 利益衝突

47.1 任何董事或其公司、合夥人或與董事有關之公司，得以任何地位而為本公司行事、被本公司僱用或向本公司提供服務，而該董事或其公司、合夥人或與董事有關之公司有權收取之報酬，與假設其非為董事之情形者同。惟本第 47.1 條於獨立董事不適用之。

47.2 縱本章程第 47 條有相反規定，董事對於董事會議討論之事項或與本公司之契約、擬簽定之契約或協議有直接或間接利害關係者，應依適用法律於相關之董事會說明其自身利害關係之性質及重要內容；本公司擬進行本章程第 28.1 條所定交易或依適用法律進行其他併購，董事就該等交易有自身利害關係時，應依適用法律於相關之董事會及股東會說明其自身利害關係之重要內容及贊成或反對該等交易之理由。本公司並應於股東會召集通知中敘明董事利害關係之重要內容及贊成或反對該等交易之理由；上述內容及理由得公告於證券主管機關或本公司指定之網站，並應將該網站之網址載明於股東會召集通知。董事之配偶、二親等以內之血親，或與董事具有控制從屬關係之公司，就董事會討論之事項有利害關係者，視為董事就該事項有自身利害關係。「控制」及「從屬」應依公開發行公司規則認定之。

47.3 縱本章程第 47 條有相反規定，董事對於董事會討論事項，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，亦不得代理其他董事行使表決權。依前述規定不得行使表決權之董事，其表決權不計入已出席董事之表決權數。

47.4 縱本章程第 47 條有相反規定，董事為自己或他人為屬於本公司營業範圍內之行為者，應於股東會向股東說明其行為之重要內容，並取得股東會重度

決議之許可。

48 董事及經理人之補償及免責

- 48.1 本公司董事及經理人及任何受託管理人在處理與本公司有關業務之期間，及各前任董事、前任經理人、前任受託管理人，及其各自之繼承人、執行人、管理人、個人代表人（各該人等於本條稱為「被補償人」），因執行其職務或其應盡之職責、或於其職務上或信託中，因其作為、同時發生之作為、或其不作為所衍生或遭受之求償、成本、費用、損失、損害及支出，本公司應以其資產補償之，且被補償人對其他被補償人之行為、所收款項、過失或違約，或為一致性需求所參與之收取，或就本公司應或得存放保管金錢或財產之銀行或他人，或對本公司因擔保而應存入或補提之任何不足金額或財產，或因執行其職務或信託而生或相關聯之任何其他損失、災禍或損害，概不負責；惟如係因上述人員之詐欺、不誠實或因違反本章程第 48.4 條所致者，不在此限。
- 48.2 本公司得為其董事或經理人就其因擔任董事或經理人而生之責任購買保險或續保，或以該保險補償其對本公司或附屬公司可能因過失、違約、違反職責或背信而有罪，所依法而生之損失或義務。
- 48.3 在開曼群島法允許之範圍內，繼續六個月以上持有本公司已發行股份總數百分之一以上之股東，得以書面請求審計委員會決議由獨立董事成員單獨或共同為及代表本公司對董事提起訴訟，並得以臺灣臺北地方法院為第一審管轄法院。於股東以書面提出請求後三十日內，如審計委員會未為決議，或審計委員會所決議之獨立董事未提起訴訟時，在開曼群島法允許之範圍內，前述股東得為及代表本公司對董事提起訴訟，並得以臺灣臺北地方法院為第一審管轄法院。
- 48.4 於不影響及不違反本公司之董事依開曼群島之普通法原則及法律對本公司及股東所負之一般董事責任之情形下，董事應忠實執行業務並盡善良管理人之注意義務，如有違反致本公司受有損害者，於法律允許之最大限度內，應負損害賠償責任。如董事因為違反上開規定之行為，而為自己或他人取得任何利益時，於經股東會普通決議通過下，本公司應採取所有適當之行動及步驟及於法律允許之最大限度內，自該董事處使該等利益歸為本公司所有。本公司之董事如有違反法律或命令導致本公司對於任何人負有任何補償或損害責任時，該董事應與本公司就該等補償或損害負連帶賠償之責，且若因任何原因，該董事無須與本公司負連帶賠償之責，該董事應就其違反其責任導致本公司所受之任何損失予以補償。經理人於執行本公司

職務時，應負與本公司董事相同之損害賠償責任。

董事會

49 董事會

- 49.1 董事會由董事長召集之，且董事會得因執行業務而召集、休會及依其認為適切之其他方式管理其會議。
- 49.2 本公司應至少每季召開一次董事會；於股份登錄興櫃或於中華民國上市櫃期間，並應依公開發行公司規則辦理。
- 49.3 除本章程另有規定外，董事會會議中之決議應由出席董事表決權過半數之同意始為通過，票數相同時則為不通過。為此目的，已出席會議並得行使表決權之董事，如未就議案行使表決權者，視為反對該議案。
- 49.4 董事得以書面委託他人代理出席董事會並載明授權範圍。代理人亦計入出席董事人數之計算，且代理人之表決於各種情形下皆應視為委託董事之表決。
- 49.5 董事委託他人代理出席董事會之委託書應以董事會同意之格式以書面為之，委託董事得隨時以相同方式撤銷委託，並為委託或撤銷委託之通知。
- 49.6 代理人應為董事，且以受一人委託為限。

50 董事會通知

- 50.1 董事長得隨時召集董事會，但秘書經董事長要求時應隨時召集董事會。
- 50.2 股份登錄興櫃或於中華民國上市櫃前，董事會之召集應至少於四十八小時前通知各董事；但遇有過半數董事同意之緊急情事時，得以較短之召集通知、或於通知每位董事後、或經每位董事同意後無需事前通知，而為召集。股份登錄興櫃或於中華民國上市櫃期間，召集董事會時，應於預定開會日七日前，將載明擬討論事項及承認事項（如屬適當）之開會通知寄發各董事。但遇有過半數董事同意之緊急情況時，得依符合公開發行公司規則之方式，以較短之召集通知召集。為本條之目的，如經董事同意時，開會通知得以電子方式寄送。

51 視訊會議參與董事會

董事得以視訊會議，或於適用法律許可範圍內，以其他通訊器材參與董事會，使所有與會者同時並即時參與討論，並視為親自出席。

52 董事會之法定出席數

董事會會議所需之法定出席人數，應為過半數之董事。

53 董事會成員缺額之運作

董事會成員如有缺額仍得運作。

54 董事會主席

董事長（如有）如出席董事會，應為董事會議主席。董事長缺席時，應依公開發行公司規則指派或選舉會議主席。

55 董事會先前行為之效力

本公司於股東會就本章程所為之制定或修改，不應使董事會於本章程未制定或修改前之有效行為變為無效。

公司紀錄

56 議事錄

董事會應將會議紀錄納入所備置之簿冊，以供下列目的之用：

- （a） 所有經理人之選任與任命；
- （b） 各次董事會之出席董事姓名，及董事會所委任之委員會各次會議之出席董事姓名；及
- （c） 股東會、董事會、經理人會議與董事會委任之委員會中所有決議及議事程序。

57 抵押擔保登記簿

57.1 董事應依開曼群島公司法備置抵押及擔保登記簿。

57.2 依開曼群島公司法規定，抵押擔保登記簿應備置於註冊處所，於開曼群島各營業日供股東及債權人檢閱，但應受限於董事會所為之合理限制；惟每營業日開放供檢閱之時間應不少於二小時。

58 印章之形式和使用

58.1 印章僅能依董事或董事組成之委員會之董事成員依授權使用之；於董事另有決定前，印章應於董事或秘書或助理秘書或其他經董事或董事組成之委員會之董事成員授權之人在場時蓋印。

58.2 縱有如上規定，印章得於未經授權下，為應檢送予開曼群島公司登記處之

文件，而由本公司任一董事、秘書或助理秘書或其他有權檢送前述文件之人或機構，以驗證之方式於該文件上蓋印。

- 58.3 於開曼群島公司法許可下，本公司得有一個或數個複製印章；且如董事認為適當，得在該複製印章表面加上其將使用之城市、領土、地區或地點的名稱。

公開收購及帳簿

59 公開收購

股份登錄興櫃或於中華民國上市櫃期間，任何與公司股份之公開收購有關之公告，均應遵循公開發行公司規則，包括但不限於公開收購公開發行公司有價證券管理辦法。

60 會計帳簿

- 60.1 董事會就所有本公司交易應備置適當之會計帳簿，尤其是：

- (a) 本公司所有收受及支出之款項、及與該收受或支出之相關事宜；
- (b) 本公司所銷售及購買之一切物品；及
- (c) 本公司之所有資產及負債。

會計帳簿自備置日起，應至少保存五年。

- 60.2 會計帳簿應予保存。若於董事會認為之適當處所，未備有能正確、公平反映本公司事務及說明相關交易所必要之會計帳簿者，視同未就前述事項妥善備置會計帳簿。

- 60.3 依本章程與依相關法規製作之委託書、文件、表冊及電子媒體資訊等，應保存至少一年。惟如有股東就該委託書、文件、表冊及／或本條所述之資訊等提起訴訟時，倘該訴訟費時逾一年，則應保存至該訴訟終結為止。

61 會計年度結束

除本公司董事會另為議定者外，本公司之會計年度：

- (a) 於設立當年度及其後每年，於每年十二月三十一日結束；且
- (b) 自本公司設立時起算；並於其後每年度之一月一日開始起算。

審計委員會

62 審計委員會人數

股份登錄興櫃或於中華民國上市櫃期間，董事會應設立審計委員會。審計委員會僅得由獨立董事組成，且全體獨立董事均應為審計委員會成員。審計委員會人數不得少於三人，其中一人為召集人，負責不定期召集審計委員會會議，且至少一人應具備會計或財務專長。審計委員會之決議，應有審計委員會全體成員二分之一（含）以上之同意。董事會得決議於登錄興櫃或於中華民國上市櫃前設立審計委員會。

63 審計委員會之職權

63.1 審計委員會（若有設置者）應依公開發行公司規則之規定行使職權。下列事項應經審計委員會全體成員二分之一以上同意，並提董事會決議：

- (a) 訂定或修正本公司內部控制制度；
- (b) 內部控制制度有效性之考核；
- (c) 訂定或修正重要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/第二季財務報告（如依公開發行公司規則而有適用）之核可；及
- (k) 本公司隨時認定或本公司監理主管機關所要求之其他事項。

除第（j）款以外，其他任何事項如未經審計委員會成員半數（含）以上同意者，得經全體董事三分之二（含）以上同意行之，不受前項規定之限制，審計委員會之決議並應載明於董事會議事錄中。

63.2 在不違反適用法律規定及開曼群島法允許之範圍內，審計委員會之獨立董事成員應監督本公司業務之執行，並得隨時調查本公司業務及財務狀況，查核、抄錄或複製簿冊文件，並得請求董事會或經理人提出報告。在不違

反適用法律規定及開曼群島法允許之範圍內，於依本條行使職權時，審計委員會或其獨立董事成員得代表本公司委任會計師、律師審核之。

- 63.3 審計委員會對於董事會編造提出股東會之各種表冊，應予查核，並報告意見於股東會。
- 63.4 於不違反開曼群島公司法情形下，董事會決議本章程第 28.1 條所定事項或依適用法律進行其他併購前，應由審計委員會就併購計畫與交易之公平性、合理性進行審議，並將審議結果提報董事會及股東會；但依適用法律規定如無須股東會決議者，得不提報股東會。審計委員會進行審議時，應委請獨立專家就換股比例或配發股東之現金或其他財產之合理性提供意見。審計委員會之審議結果及獨立專家之合理性意見，應於發送股東會召集通知時，一併發送股東；但依適用法律規定併購免經股東會決議者，應於最近一次股東會就併購事項提出報告。前述應發送股東之文件，經公司於中華民國證券主管機關指定之網站公告同一內容，且備置於股東會會場供股東查閱，對於股東視為已發送。

自願解散和清算

64 自願解散和清算

- 64.1 本公司得依本章程第 12.4 條之規定自願解散。
- 64.2 如本公司應行清算，清算人經特別決議同意後，得將本公司全部或部分之資產（無論其是否由性質相同之財產所組成）以其實物分配予各股東，並得依適用法律，以其所認公平之方式，決定前開應分配財產之價值，及各股東間、或不同股別股東間之分配方式。經特別決議，清算人得依其認為適當之方式，將該等資產之全部或一部，為股東之利益而交付信託。惟股東毋庸接受其上附有任何負債之股份、或其他有價證券或財產。

變更章程

65 變更章程

在不違反開曼群島公司法和章程大綱之情形下，本公司得經特別決議變更或增訂本章程。

訴訟及非訟代理人

66 委任訴訟及非訟代理人

股份登錄興櫃或於中華民國上市櫃期間，本公司應依適用法律委任訴訟及非訟代理人，擔任本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與中華民國證券交易法相關之規則及規定所定事務。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。

其他

67 股東保護機制

如本公司有意進行下列任一交易：

- (a) 合併（本公司於合併後消滅）；
- (b) 出售、讓與或轉讓本公司全部之財產或營業予其他公司；
- (c) 股份轉換；或
- (d) 分割，

而導致本公司終止上市櫃，且於下列公司的股份非於中華民國上市櫃者：(i) 上述(a)情況下的存續公司、(ii) 上述(b)情況下的受讓公司、(iii) 上述(c)情況下其股份已被劃撥作為交換本公司股份的他公司，及(iv) 上述(d)情況下的既存或新設之公司，除開曼群島公司法另有規定外，該等交易應經本公司已發行股份總數三分之二以上股東之同意行之。

68 中華民國證券法令

股份登錄興櫃買賣或於中華民國上市櫃期間，董事、獨立董事、薪資報酬委員會或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，應遵循中華民國證券法令適用於本公司的規定。

69 公司社會責任

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

【附錄四】全體董事持股情形

HaanchorBio Inc.全體董事持股情形

停止過戶日：2025 年 10 月 16 日

職稱	姓名	持股數
董事長	劉世高	51,875,982
董事	安富大健康二號有限合夥 代表人：林庭寬	5,762,223
董事	賀東光	70,008
董事	謝炘(TSE, HSIN)	0
董事	陸英明(LUK ALVIN YING-MING)	43,957
獨立董事	熊克竝	17,200
獨立董事	陳建中	0
獨立董事	余沁茹	0
獨立董事	莊雅惠	0
全體董事持股數		57,769,370

註：

- (1) 本公司實收資本額為 1,302,057,370 元，已發行股數 130,205,737 股。
- (2) 依證券交易法第二十六條之規定，本公司全體董事最低應持有法定股數不得少於 7,812,344 股($130,205,737 * 7.5\% * 80\%$)。
- (3) 本公司設置審計委員會，故無監察人法定應持有股數之適用。