



Stock Code: 6591

SUN MAX TECH LIMITED

Handbook for the 2019 Annual Meeting of Shareholders

MEETING TIME: 9:00 a.m. on June 12 (Wednesday), 2019

**PLACE: B2 Conference Room, Concord Securities Co., Ltd. (B2,
No. 176, Sec. 1, Keelung Rd., Xinyi Dist., Taipei City 110)**

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I. Meeting Procedures

SUN MAX TECH LIMITED 2019 Annual General Meeting Procedures

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1. Call the meeting to order
2. Chairperson Remarks
3. Company Reports
4. Proposals
5. Discussions
6. Elections
7. Other matters
8. Questions and Motions
9. Adjournment

II. Meeting Agenda

SUN MAX TECH LIMITED

The 2019 Annual Meeting of Shareholders Agenda

Time: 9:00 a.m. on June 12 (Wednesday), 2019

Location: B2 Conference Room, Concord Securities Co., Ltd. (B2, No. 176, Sec. 1, Keelung Rd., Xinyi Dist., Taipei City 110)

- I. Report the number of shares represented by the attending shareholders and call the Meeting to order
- II. Chairperson Remarks
- III. Company Reports:
 1. The 2018 Business Reports.
 2. 2018 Audit Committee' Review Report.
 3. The 2018 distribution of remuneration to employees and directors.
 4. Shares repurchased by The Company.
 5. Execution Result of Issuing the 1st Unsecured Convertible Bond in R.O.C.
- IV. Proposals:
 1. 2018 Business Report and financial statements.
 2. 2018 profit distribution.
- V. Discussions:
 1. Amendments to the “Articles of Incorporation”.
 2. Amendment to the “Procedure for the Acquisition and Disposition of Assets”.
 3. Amendment to the “Procedure for the Financial derivatives trading”.
 4. Amendment to the “Operational Procedures for Loaning of Company Funds”.
 5. Amendment to the “Operational procedures for endorsements/guarantees”.
- VI. Elections:
 1. Motion of Re-electing all directors
- VII. Other matters:
 1. Motion of cancelling the non-compete restriction on the newly-elected directors
- VIII. Questions and Motions
- IX. Adjournment

Company Reports

No. 1:

Subject: Presenting the 2018 Business Report

Notes: The 2018 Business Report is on page 11~12 (Attachment 1) of the Handbook.

No. 2:

Subject: Presenting the 2018 Audit Committee's Review Report

Notes: 1. The 2018 Audit Committee's Review Report is on page 13 (Attachment 2) of the Handbook.

2. The motion has been resolved by the 20th meeting of the 1st term of the Audit Committee on March 22, 2019 and the 24th meeting of the 2nd term of Board of Directors on March 22, 2019.

No. 3:

Subject: Presenting the 2018 Distribution Status of Remuneration to Employees and Directors

Notes: 1. According to the Company's Article 129 of Incorporation, the remuneration distributed to employees and directors are NT\$ 2,162,032 and NT\$ 1,729,625, respectively. Please refer to page 14 (Attachment 3) of the Handbook.

2. The motion has been resolved by the 12th meeting of the 1st term of the Remuneration Committee on March 22, 2019 and the 24th meeting of the 2nd term of Board of Directors on March 22, 2019.

No. 4:

Subject: Presenting the Execution Status of Share Repurchase

Notes: 1. Conducted in accordance with Article 28-2 of the Securities Exchange Act.

2. The Company has reported to the Securities and Futures Bureau, Financial Supervisory Commission about repurchasing the Company's shares from the stock exchange market for the purpose of "transferring shares to the employees".

3. The execution status of the Company's 1st share repurchase is as follows:

Period No.	The 1st time
Date of Board resolution	2018/08/08
Purpose of repurchase	Transferring stocks to employees
Repurchase period	2018/08/10~2018/10/08
Price range at which scheduled to be repurchased (NT\$)	NT\$ 110~ NT\$ 55
Type and amount (shares) of the repurchased shares	230,000 ordinary shares
Amount of the repurchased shares (NT\$)	NT\$ 15,286,879
Average repurchase price per share (NT\$)	NT\$ 66.46
Shareholdings that have been cancelled and transferred (shares)	0 Shares

Period No.	The 1st time
Accumulated shareholdings of the Company (shares)	230,000 Shares
Percentage of accumulated shareholdings of the Company to total issued shares (%)	0.97%
Reasons for not completing the repurchase during the repurchase period	In order to take care of both the market mechanism and the shareholders' interests, the Company conducts the repurchase in batches based on the change of stock price, and thus the Company has not completed the repurchase of treasury stocks this time.

No. 5:

Subject: Presenting the Report on the Status of Issuing the 1st Unsecured Convertible Bond in R.O.C.

Notes: 1. In order to replenish working capital and provide the Company with competitive advantage, the Company's issuance of the 1st unsecured convertible bond in R.O.C. has been passed by the Board of Directors on October 29, 2019, and has been effective since December 10, 2018 in accordance with Jin-Guan-Zheng-Fa-Zi No. 10703446871 published by the Financial Supervisory Commission.

2. As of April 30, 2019, the status of execution is as follows:

Bond type	The 1st Unsecured Convertible Bond in R.O.C.
Issue date	January 3, 2019
Face Value	NT\$ 100,000
Place of Issue and Trading	Taipei Exchange (TPEX)
Issuing price	The bond is issued with 100% par value of NT\$ 100,000.
Total amount	NT\$ 150,000,000
Interest rate	Coupon rate 0%
Maturity	3 years, matured on January 3, 2022.
Guarantee Institution	None
Trustee	Taishin International Bank
Consignee	Concord Securities Co., Ltd.
Certified Lawyer	Jheding International Law Offices Lawyer, Yu-Liang Chen
Certified CPA	Deloitte & Touche CPA, Cheng-Hsiou Yang; CPA, Wang-Sheng Lin
Repayment Methods	Except for the case where the holders of the convertible bonds convert them into the Company's ordinary shares in accordance with Article 13 of the Regulations or exercise the put options in accordance with Article 22 of the Regulations, and where the Company calls the bonds or purchases them back from the security houses for cancellation in advance in accordance with Article 21 of the Regulations, the Company redeems the bonds with cash at the face value when the convertible bonds are due.
Amount not repaid	NT\$ 150,000,000

Bond type		The 1st Unsecured Convertible Bond in R.O.C.
Redemption or earlier redemption		Conducted in accordance with the regulation of bond redemption right defined in Article 22 of the issuing rules.
Limitation Article		Please refer to the Regulations on the Issuance and Conversion of the 1st Secured Convertible Bonds in R.O.C.
Name of the credit rating agency, rating date, and rating results		Not applicable
Other equity attached	The amount of converted (swapped or purchased) ordinary shares, GDRs or other securities as of the date when the handbook was printed (to be confirmed)	As of the book closure day on April 14, 2019, the statistical figures indicate a total of 18 secured convertible corporate bonds at the conversion price of NT\$ 43.05, with a total of 41, 811 shares duly converted into common shares.
	For the Regulations on Issuance and Conversion (Swap or Purchase),	Please refer to the bond issuance data on the section of bond credit rating on the MOPS.
Rules for issuing, conversion, exchange or purchase, possible dilutions of equity from the issuing conditions, and the impacts on the rights of the existing shareholders		The amount limit that the Company plans to issue the 1st unsecured convertible bonds in R.O.C. this time is NT\$ 150,000,000. The current conversion price is NT\$ 43.05. Assume that all bondholders convert their convertible bonds at the conversion price, the shares that will be converted into the Company's ordinary shares are 3,484 thousand shares. Based on the Company's current issued outstanding shares of 23,703 thousand shares plus convertible shares, the dilution ratio is about 13.30%, which is not significant. Furthermore, the holders of convertible bonds usually convert their bonds into ordinary shares gradually, and thus equity dilution does not occur immediately. As a result, the issuance of convertible bonds this time will not have significant impact on shareholders' equity.
Custody Agency Name for the Exchange Target		Not applicable

Proposals

No. 1: [Proposed by the Board]

Subject: Presenting the Company's 2018 Business Report and Financial Report.

- Notes:
1. The Company's 2018 Consolidated Financial Report has been audited by CPA, Cheng-Hsiou Yang and CPA, Wang-Sheng Lin from Deloitte & Touche and has been provided with an audit report with unqualified opinions. For the business report and consolidated financial report, please refer to p.11-12 (Appendix 1) and p.15-24 (Appendix 4) of the handbook.
 2. The motion has been passed by the 20th meeting of the 1st term of the Audit Committee on March 22, 2019 and the 24th meeting of the 2nd term of Board of Directors on March 22, 2019. Presented for recognition here in accordance with laws.

Resolutions:

No. 2: [Proposed by the Board]

Subject: Presenting the Company's 2018 profit Distribution Proposal

- Notes:
1. For the Company's 2018 Earnings Distribution Proposal, the Company plans to appropriate NT\$ 38,959,500 from earnings as cash dividends of NT\$ 1.5 per share. Please refer to p.14 (Attachment 3) of the handbook.
 2. After the earnings distribution proposal this time has been resolved and passed by the general shareholders' meeting, the Company plans to ask the shareholders' meeting to authorize the Chairman in deciding on another ex-dividend date and other relevant matters. When distributing cash dividends, the total dividends to the shareholders are distributed down to the dollar, and the amount less than one dollar is rounded off. Any discrepancy will be expensed or recognized as other revenue by the Company. In addition, if the dividend rate changes due to the impact of the Company's share repurchase or cancellation, capital increase by cash and issuance of shares and conversion of bonds on outstanding shares, the Company may propose to the general shareholders' meeting to authorize the Chairman to handle the related matters.
 3. The motion has been passed by the 20th meeting of the 1st term of the Audit Committee on March 22, 2019 and the 24th meeting of the 2nd term of Board of Directors on March 22, 2019. Presented for recognition here in accordance with laws.

Resolutions:

Discussions

No. 1: [Proposed by the Board]

Subject: Presenting the Company's amended "Articles of Incorporation".

- Notes:
1. The Articles have been amended in accordance with Tai-Zheng-Shang-Er-Zi No. 1071703794 published by the Taiwan Stock Exchange Corporation on November 30, 2018. For the corresponding table of relevant amended articles, please refer to p.25-48 (Attachment 5) of the handbook.
 2. The motion has been passed by the 20th meeting of the 1st term of the Audit Committee on March 22, 2019 and the 24th meeting of the 2nd term of Board of Directors on March 22, 2019, and is presented here for discussion in accordance with laws.

Resolutions:

No. 2: [Proposed by the Board]

Subject: Presenting the Company's amended "Procedures for Acquisition or Disposal of Assets".

- Notes:
1. The Procedures have been amended in accordance with Jin-Guan-Zheng-Shen-Zi No. 1070346971 published by the Financial Supervisory Commission on December 21, 2018. For the corresponding table of relevant amended articles, please refer to p.49-64 (Attachment 6) of the handbook.
 2. The motion has been passed by the 20th meeting of the 1st term of the Audit Committee on March 22, 2019 and the 24th meeting of the 2nd term of Board of Directors on May 2, 2019, and the 25th meeting of the 2nd term of Board of Directors on May 22, 2019 is presented here for discussion in accordance with laws.

Resolutions:

No. 3: [Proposed by the Board]

Subject: Presenting the Company's amended "Procedures for Financial Derivatives Transactions".

- Notes:
1. The Procedures have been amended in accordance with Jin-Guan-Zheng-Shen-Zi No. 1070346971 published by the Financial Supervisory Commission on December 21, 2018. For the corresponding table of relevant amended articles, please refer to p.65-66 (Attachment 7) of the handbook.
 2. The motion has been passed by the 20th meeting of the 1st term of the Audit Committee on March 22, 2019 and the 24th meeting of the 2nd term of Board of Directors on March 22, 2019, and is presented here for discussion in accordance with laws.

Resolutions:

No. 4: [Proposed by the Board]

Subject: Presenting the Company's amended "Operational Procedures for Loaning of Company Funds".

- Notes:
1. The Procedures have been amended in accordance with Jin-Guan-Zheng-Shen-Zi No. 1080304826 published by the Financial Supervisory Commission on March 7, 2019. For the corresponding table of relevant amended articles, please refer to p.67-73 (Attachment 8) of the handbook.
 2. The motion has been passed by the 20th meeting of the 1st term of the Audit Committee on March 22, 2019 and the 24th meeting of the 2nd term of Board of Directors on March 22, 2019, and is presented here for discussion in accordance with laws.

Resolutions:

No. 5: [Proposed by the Board]

Subject: Subject: Presenting the Company's amended "Procedures for Endorsements/ Guarantees".

- Notes:
1. The Procedures have been amended in accordance with Jin-Guan-Zheng-Shen-Zi No. 1080304826 published by the Financial Supervisory Commission on March 7, 2019. For the corresponding table of relevant amended articles, please refer to p.74-76 (Attachment 9) of the handbook.
 2. The motion has been passed by the 20th meeting of the 1st term of the Audit Committee on March 22, 2019 and the 24th meeting of the 2nd term of Board of Directors on March 22, 2019, and is presented here for discussion in accordance with laws.

Resolutions:

Elections

No. 1: [Proposed by the Board]

Subject: Presenting the Motion for Re-electing all Directors.

- Notes:
1. The tenure of the Company's 2nd term of directors (independent directors) ends on April 30, 2019. We plan to propose to the general shareholders' meeting to re-elect seven directors (including 3 independent directors) for the 3rd term. The tenure of the 3rd term of directors lasts for three years, starting from June 12, 2019 to June 12, 2022.
 2. The election of the seven directors (including 3 independent directors) this time has been published for accepting the nomination of shareholders and the Board of Directors from April 5 to April 15. The relevant data of the candidate list for the 3rd term of directors (independent directors) has been summarized. Please refer to p.77 (Attachment 10) of the handbook.
 3. Presented here for election.

Election results:

Other matters

No. 1: [Proposed by the Board]

Subject: Presenting the Motion for Cancelling the Non-compete Restriction on Newly-elected Directors and their Representatives.

- Notes:
1. According to Article 108 of the Company's Articles of Incorporation, "If directors (excluding independent directors) conduct behavior within the scope of the Company's business for themselves or others, they shall disclose the main content of the behavior on the shareholders' meeting, and obtain the approval of Type A or Type B Special Resolution. For the directors who have not obtained the authorization mentioned above, the shareholders' meeting may ask the directors to return the profits attributable to the behavior back to the Company with General Resolution within one year after the behavior occurs."
 2. If the Company's newly-elected directors and their representatives invest in or operate other companies that have the same or similar business scope with the Company, and they serve as the directors and managers in the companies, under the prerequisite of not harming the Company's interests, the Company may propose to the shareholders' meeting to cancel their non-compete restriction in accordance with laws.
 3. For the details of the non-compete restriction that is proposed to be cancelled, please refer to p.78 (Attachment 11) of the handbook.

Resolutions:

Questions and Motions

Adjournment

III. Attachment

Attachment 1. 2018 Business Report

SUN MAX TECH LIMITED

2018 Business Report

In 2018, the global e-sports market continued to flourish. Nvidia's new Turing series of high-end graphics cards were also launched in 2018. However, due to the trends of virtual currency, the mining activity disappeared from the market, and the demand for graphics cards on the market slowed down, affecting the overall operation motive of cooling fans. In 2019, Nvidia will launch a new series of mid-range graphics cards, which is expected to increase the growth of business.

In 2018, we will continue to actively develop the application of automotive and smart home appliances. The vehicle-related products are currently used in the automotive market, such as air conditioning system. At present, the market share of audio and video cooling systems for vehicles continues to increase. The mid-range and high-end automotive air-conditioning fans have also been successfully developed. In terms of high-end smart home appliances, the sweeping robots of US brand have also been shipped in 2018. We have also actively developed a new generation of models, hoping that the sales will soon be expanded and effectively contribute to the revenue.

In 2018, we issued unsecured convertible bonds of NT\$ 150,000,000, and conducted capital increase by cash of NT\$ 80,000,000. The total fund raised amounted to NT\$ 230,000,000. The purpose of the fund is to enrich working capital and optimize production line equipment, and the efficiency of the production process. We expect to further transform the Company into a supplier with a full range of thermal application products.

1. 2018 business overview

(1) 2018 financial performance:

In 2018, The consolidated revenue of SUN MAX TECH LIMITED was NT\$ 1,217,595,000, a decrease of 5.76% from NT\$ 1,291,947,000 in the previous year. The gross profit was NT\$ 240,877,000, a decrease of 30.31% from NT\$ 345,621,000 in the previous year. The profit from operations was NT\$ 83,778,000, a decrease of 49.01% from NT\$ 164,296,000 in the previous year. The main reason is that the cost was increased by materials, labor, new plants and exchange rate fluctuations. In 2018, the earnings per share (EPS) of SUN MAX TECH LIMITED was NT\$ 3.12, and the ROE was 8.32%.

(2) Status of R&D:

- (1) The Company had 43 new fan structure patents in 2018. As of December 31, 2018, a total of 68 new practical patents have been obtained from the Mainland; 67 new patents from Taiwan; and 1 invention patent from the U.S.
- (2) The Company's 2018 and 2017 R&D expenses were NT\$ 31,063,000 and NT\$ 25,325,000, respectively, and R&D expenses accounted for approximately 2.55% and 1.96% of revenue. In order to meet the needs of a number of R&D projects, we will continue to expand the capacity of laboratory, purchase more testing equipment, enhance professional R&D abilities, train professional R&D engineers, work closely with manufacturers and use our expertise to design innovative products and develop new production technology to enhance the Company's competitiveness, expand the field of non-computer applications, and develop new market application items to expand the business.

2. Summary of 2019 business plan, the Company's future development strategy and impact from external environment

(1) Business policy of 2019:

The Company adheres to the principles of consistent innovation/ quality/ service/ professional/ integrity/ caring for employees/protecting the interests of investors.

- (1) Having closer cooperation with agents to introduce new customers.
- (2) Developing more household appliances and cooling fans to increase the proportion of household appliances to revenue.
- (3) Developing smart fans and promoting them to product use.
- (4) Refining the automation equipment to increase the flexibility of a small but a variety of production.
- (5) Improving R&D capacity, developing diversified markets, and improving the Company's overall operating performance.

(2) The Company's future development strategy:

- (1) With the development of the technology industry and the trend of consuming electronics integration, the Company continues to enhance its core competitiveness and creativity through innovative R&D and design, enhanced manufacturing capabilities and improved application technology.
- (2) With the rise of AI and the 5G industry, intelligent fans are developed, and fan design applications of diversified markets are also developed. The rapid design of products that meet customer needs have also become the competition indicators of fan manufacturers, with a view to driving new business opportunities.
- (3) Strengthening long-term trust partnerships with customers and continuing to maintain competitive advantage.
- (4) Adhering to the concept of team growth, focusing on the pass-down of experiences, improving the quality of employees, improving working conditions, and promoting labor and harmony.

(3) Impacts by the external competitive environment, regulatory environment and overall business environment:

The competitive advantages of the Company compared with its peers are as follows: 1. It has independently-developed products and collaborative design capabilities with customers; 2. the factory has highly vertical integration, strong process adjustment capability and fast delivery; 3. excellent customization ability; 4. it has a stable brand factory customer base; 5. it deeply cultivates niche type heat dissipation products, which is highly competitive.

In recent years, the global e-sports market has flourished, but in the near term, the overall e-sports industry is still in an industry with a large impact on market volatility. The overall e-sports industry has grown steadily. In 2017, the Legislative Yuan has passed the third reading to include the e-sports industry into the application scope of the sports and leisure education service industry in the "Sports Industry Development Act"; the Hangzhou 2022 Asian Games will determine the inclusion of e-sports in the official competition, and the International Olympic Committee may also hope to introduce electric competitions for the 2024 Paris Olympics as one of the sport items. The long-term development prospects of the e-sports industry can be expected.

Attachment 2. 2018 Audit Committee' Review Report

The Agreed Report of the Audit Committee

The Audit Committee agreed and the Company's 2018 financial reports, business report, and earnings distribution proposal were resolved by the Board of Directors. The Company's 2018 financial reports were audited by CPA, Cheng-Hsiou Yang and CPA, Wang-Sheng Lin from Deloitte & Touche, and an audit report with unqualified opinions has been provided.

The Audit Committee is responsible for overseeing the financial reporting process of the Company.

The auditor certifies the Company's 2018 financial reports and communicates with the Audit Committee on the following matters:

1. There is no major discovery in the auditing within the scope and time arranged by the auditor.
2. The auditor has provided the Audit Committee with a statement that the persons subject to the independence of the accounting firm have followed the independence of the accountant's professional ethics, and has not found other relationships that may be considered to affect the independence of the accountant and other matters.
3. In the decision from the communication between the auditor and the Audit Committee regarding the key auditing matters, there were not key auditing matters that shall be communicated on in the audit report.

The Audit Committee has agreed on the Company's 2018 financial reports, business report, and earnings distribution proposals, which were resolved by the Board of Directors in compliance with relevant laws and regulations, and are reported as above in accordance with Article 219 of the Company Act.

Presented as above.

To:

SUN MAX TECH LIMITED 2019 General Shareholders' Meeting
Convener of Audit Committee, HSIEH, Yu-Tien

March 22, 2019

Attachment 3. 2018 Statement of Retained Earnings

SUN MAX TECH LIMITED
2018 Statement of Retained Earnings

Unit: NTD

Item	No.	Subtotal	Total	Remarks
Undistributed earnings - beginning			131,716,353	
Effect of retroactive applicability and recompilation			(1,333,308)	
Adjusted unappropriated earnings - beginning	1		130,383,045	
Net profit of current period	2		73,777,251	
Distributable earnings	3=1+2		204,160,296	
Legal reserve recognized (10%)	-4		(7,377,725)	
Appropriation of special reserve	-5		(12,373,591)	Note 1
Distributable earnings of current period	6=3-4-5		184,408,980	
Distribution				
Shareholders' cash dividends (NT\$ 1.5/share)	-7	(38,959,500)	(38,959,500)	Note 2
Undistributed earnings - ending	8=6-7		145,449,480	
Additional notes				
Distribution of cash dividends to employee		2,162,032		
Distribution of remuneration to directors/supervisors		1,729,625		

Chairman:

Manager:

Chief accountant:

Note:

1. The special reserve was recognized in accordance with Provision 1, Article 41 of the Securities Exchange Act.
2. If, after the earnings distribution proposal this time has been passed by the (2019) General Shareholders' Meeting, the dividend rate changes due to the impact of the Company's share repurchase or cancellation, capital increase by cash and issuance of shares and conversion of bonds on outstanding shares, the Company may propose to the general shareholders' meeting to authorize the Chairman to handle the related matters.



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Auditor's Report

To: SUN MAX TECH LIMITED:

Audit opinions

We have audited the accompanying consolidated financial statements of SUN MAX TECH LIMITED and its subsidiaries (hereinafter, "SUN MAX Group") which comprise the balance sheets as of December 31, 2018 and 2017 and the related consolidated statements comprehensive of income, changes in shareholders' equity and cash flows for the years then ended and the notes to consolidated financial statement (including a summary of significant accounting policies)..

In our opinion, the accompany consolidated financial statements present fairly, in all material respects, the financial position of SUN MAX Group and its subsidiaries as of December 31, 2018 and 2017, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuer," and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), Interpretation (IFRIC) and SIC Interpretations*.

The basis for opinions

We conducted our audit in accordance with the Regulations Governing Auditing and Attestation of Financial statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the responsibilities of auditors' responsibilities for the audit of the consolidated financial statements section of our report. The personnel of the CPA Firm subject to the independence requirement have acted independently from the business operations of SUN MAX Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China and with other responsibilities of the Norm of Professional Ethics for Certified Public Accountant of the Republic of China performed. We believed that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matter

The "key audit matters" means that the independent auditor has used their professional judgment to audit the most important matters on the 2018 consolidated financial statements of SUN MAX Group. These matters were addressed in the content of our audit of the consolidated

financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on those matters.

The key audit matters to be performed on the 2018 consolidated financial statements of SUN MAX TECH LIMITED follows:

Recognition of revenue

The operating revenue of Group is mainly from cooling fans sales. The first three customers account for 60% of total operating revenue in FY2018. We (the CPA) consider the industry highly competitive and the management might exit target achievement pressure, so there might be higher risk on revenue recognition. Thus, we determine the key audit matters of the year to be the revenue recognition existence of the first three customers. Please refer to Note 4(11) for revenue recognition policy.

The audit procedure for potential misstatement risk of revenue recognition is as below:

1. Understand and test the design and executive effectiveness of internal control related to sales revenue recognition.
2. Ascertain if there are changes of the first three customers. If there are new customers, except review the basic data and credit valuation statement of customers, test the transaction content to understand if any exceptional situation exists.
3. For the first three customers, audit the sampling of related transaction documents to ascertain the authenticity of sales, timing of revenue recognition and receivable collection situation.

Evaluation on inventory

The inventory of Group as of December 31, 2018 is NT\$ 184,874 thousand measured at the lower of cost or net value method. Because of the rapid changes in product technology the risks of inventory becoming inactive or obsolete increase. Thus, the inventory value might be lower than its book value and the potential misstatement risk might exist in the consolidated financial statements. Accounting policy, significant accounting judgement, estimate and related information disclosure, please refer to Note 4(6) & 9 of the consolidated financial statements.

The audit procedure for potential misstatement risk of inventory valuation is as below,

1. Understand and test the design and executive effectiveness of internal control related to allowance for inventory valuation losses.
2. Select sample from inventory ending balance details, inspect the rationality and consistency of data used for loss allowance on inventory valuation calculation, recalculate the loss allowance on inventory amount and ascertain if the inventory is valued at the lower of cost or net value method.
3. Obtain and compare the data of ending inventory quantity and physical inventory count of the year to verify the existence and completeness of inventory per book. Get involved and observe the fiscal physical inventory count to assess the inventory situation to evaluate the adequacy of loss allowance on inventory valuation loss for obsolete inventory.

Responsibilities of Management and Those in Charge with Governance of the Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The responsibility of management is to prepare fairly presented consolidated financial statements in conformity with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reports Standards, International Accounting Standards interpretations, and announcements of interpretations recognized and published by the Financial Supervisory Commission and maintain necessary internal control related to the preparation of consolidation of financial statements in order to ensure the material misstatement caused by fraud or error does not exist in the consolidated financial statements.

In preparing the consolidated financial statements, the management is responsible for assessing the ability of Taichung Bank as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate SUN MAX Group or to create operations, or has no realistic alternative but to do so.

Those in charge of governance (including the Auditing Committee) are responsible for overseeing the reporting process of SUN MAX Group.

Auditor's Responsibilities for the Audit of the Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the accounting principles generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error. If fraud or errors are considered material, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the accounting principles generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also perform the following works:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design, and perform audit procedures responsive to risks, and obtain evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control effective in SUN MAX Group.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
4. Conclude the appropriateness of the use of the going concern basis of accounting by the management, and, based on the audit evidence obtained, whether a material uncertainty

exists related to events or conditions that may cast significant doubt on SUN MAX Group and its ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosure are inappropriate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause SUN MAX Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure, and content of the consolidated statements, including related notes, whether the consolidated statements represent the underlying transactions and events in a matter that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence on the financial information of business entities within the Group in order to express an opinion on the consolidated financial statements. The independent auditor is responsible for guiding, supervising, and implementing the audit of the Group; also, is responsible for forming an opinion on the audit of the Group.

We communicate with those in charge of governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings (including any significant deficiencies in internal control that we identify during our audit).

We also provide those in charge of governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, (related safeguards).

From the matters communicated with those in charge of governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of SUN MAX Group of 2018 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communications.

Deloitte & Touche
CPA Cheng-Hsiu Yang

CPA Wang-Sheng Lin

Financial Supervisory Commission approval
no.
Chin-Kuan-Cheng-Shen-Zi No.
0980032818

Financial Supervisory Commission approval
no.
Jin-Guan-Cheng-Shen-Zi No.: 1060023872

March 22, 2019

SUN MAX TECH LIMITED
SUN MAX TECH LIMITED and its subsidiaries
Consolidated Balance Sheet
December 31, 2018 and 2017

Unit: NT\$ thousand

Code	Assets	December 31, 2018		December 31, 2017	
		Amount	%	Amount	%
	Current assets				
1100	Cash and cash equivalents (Note 4 & 6)	\$ 541,407	39	\$ 408,245	28
1170	Net notes receivable and accounts receivable (Note 4 and 8)	373,392	27	623,371	43
1200	Other receivables	4,880	1	2,997	-
1220	Current income tax asset (Note 4 and 20)	4,508	-	1,452	-
130X	Inventories (Note 4 and 9)	184,874	13	164,063	11
1479	Other current assets (Note 11)	<u>27,657</u>	<u>2</u>	<u>27,319</u>	<u>2</u>
11XX	Total current assets	<u>1,136,718</u>	<u>82</u>	<u>1,227,447</u>	<u>84</u>
	Non-current assets				
1517	Financial assets at fair value through other comprehensive income non-current (Note 4 and 7)	1,640	-	-	-
1600	Property, plant and equipment (Note 4, 13 and 25)	212,937	15	198,393	14
1780	Intangible assets (Note 4 and 14)	8,667	1	7,996	1
1543	Other financial assets- non-current (Note 4 and 10)	-	-	700	-
1900	Other non-current assets (Note 11)	<u>26,498</u>	<u>2</u>	<u>20,627</u>	<u>1</u>
15XX	Total non-current assets	<u>249,742</u>	<u>18</u>	<u>227,716</u>	<u>16</u>
1XXX	Total assets	<u>\$ 1,386,460</u>	<u>100</u>	<u>\$ 1,455,163</u>	<u>100</u>
	Liabilities and equity				
	Current liabilities				
2170	Notes and account payables	\$ 99,572	7	\$ 231,270	16
2200	Other payables (Note 16)	124,831	9	185,754	13
2230	Current income tax liabilities (Note 4 and 20)	10,079	1	11,309	1
2320	Current portion of long-term borrowings and bonds payable (Note 15)	6,020	-	4,440	-
2399	Other current liabilities	<u>6,585</u>	<u>1</u>	<u>7,308</u>	<u>-</u>
21XX	Total current liability	<u>247,087</u>	<u>18</u>	<u>440,081</u>	<u>30</u>
	Non-current liabilities				
2540	Long-term borrowings (Note 15 and 25)	33,650	2	48,670	4
2570	Deferred income tax liabilities (Note 4 and 20)	70,292	5	77,647	5
2600	Other non-current liabilities (Note 26)	<u>149,533</u>	<u>11</u>	<u>244</u>	<u>-</u>
25XX	Total non-current liability	<u>253,475</u>	<u>18</u>	<u>126,561</u>	<u>9</u>
2XXX	Total liabilities	<u>500,562</u>	<u>36</u>	<u>566,642</u>	<u>39</u>
	Equity Attributable to Owners of the company (Note 4 and 18)				
3100	Common stock capital	237,030	17	237,030	16
3200	Capital surplus	449,000	33	449,000	31
	Retained earnings				
3310	Legal reserve	23,368	1	14,726	1
3320	Special reserve	25,530	2	17,660	1
3350	Unappropriated earnings	<u>204,160</u>	<u>15</u>	<u>195,634</u>	<u>14</u>
3300	Total retained earnings	<u>253,058</u>	<u>18</u>	<u>228,020</u>	<u>16</u>
	Other equity				
3410	Exchange differences from the translation of financial statements of foreign operations	(38,843)	(3)	(25,529)	(2)
3420	Unrealized gain or loss on financial assets at fair value through other comprehensive profit or loss	<u>940</u>	<u>-</u>	<u>-</u>	<u>-</u>
3400	Total other equity	<u>(37,903)</u>	<u>(3)</u>	<u>(25,529)</u>	<u>(2)</u>
3500	Treasury shares	(15,287)	(1)	-	-
31XX	Total equity attribute to owners of the company	<u>885,898</u>	<u>64</u>	<u>888,521</u>	<u>61</u>
3XXX	Total equity	<u>885,898</u>	<u>64</u>	<u>888,521</u>	<u>61</u>
	Total Liabilities and Equity	<u>\$ 1,386,460</u>	<u>100</u>	<u>\$ 1,455,163</u>	<u>100</u>

The notes attached shall constitute an integral part of this Consolidated financial statement.

Chairman: HSU Wen-Faung

Manager: HSU Wen-Faung

Accounting Supervisor: Chen Hui-Ling

SUN MAX TECH LIMITED
SUN MAX TECH LIMITED and its subsidiaries
Consolidated Income Statement

January 1 to December 31, 2018 and 2017

Unit: NT\$ thousands, except Earnings Per Share (NT\$)

Code		2018		2017	
		Amount	%	Amount	%
4000	Operating revenue	\$ 1,217,595	100	\$ 1,291,947	100
5000	Operating cost (Note 9 and 19)	(976,718)	(80)	(946,326)	(73)
5900	Gross profit	<u>240,877</u>	<u>20</u>	<u>345,621</u>	<u>27</u>
	Operating expenses (Note 19)				
6100	Selling and Marketing expense	(25,524)	(2)	(29,407)	(2)
6200	General and administrative expenses	(100,512)	(8)	(126,593)	(10)
6300	Research and development expenses	(31,063)	(3)	(25,325)	(2)
6000	Total operating expenses	(157,099)	(13)	(181,325)	(14)
6900	Profit from operations	<u>83,778</u>	<u>7</u>	<u>164,296</u>	<u>13</u>
	Non-operating income and expenses (Note 19)				
7010	Other income	4,539	-	2,720	-
7050	Financial cost	(756)	-	(1,157)	-
7020	Other gains and losses	<u>20,377</u>	<u>2</u>	(28,544)	(2)
7000	Total non-operating income and expenses	<u>24,160</u>	<u>2</u>	(26,981)	(2)
7900	Net profit before tax	107,938	9	137,315	11
7950	Income tax expense (Note 4 and 20)	<u>34,161</u>	<u>3</u>	<u>50,893</u>	<u>4</u>
8200	Net profit for the year in current year	<u>73,777</u>	<u>6</u>	<u>86,422</u>	<u>7</u>

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Code		2018		2017	
		Amount	%	Amount	%
	Other comprehensive income (Note 4 and 18)				
	Titles not reclassified as profit and loss accounts:				
8316	Unrealized valuation gains and losses on Investment in equity instruments at fair value through other comprehensive income	\$ 428	-	\$ -	-
8310		428	-	-	-
8360	Titles that could be reclassified as profits and loss accounts in the future				
8361	Exchange differences on translating of foreign operations	(13,314)	(1)	(7,870)	(1)
8300	Total other comprehensive income or loss	(12,886)	(1)	(7,870)	(1)
8500	Total Comprehensive Income for the year	\$ 60,891	5	\$ 78,552	6
	Net profit attributable to:				
8610	Owners of parent	\$ 73,777	6	\$ 86,422	7
8620	Non-controlling interest	-	-	-	-
8600		\$ 73,777	6	\$ 86,422	7
	Comprehensive income attributable to:				
8710	Owners of parent	\$ 60,891	5	\$ 78,552	6
8720	Non-controlling interest	-	-	-	-
8700		\$ 60,891	5	\$ 78,552	6
	Earnings per share (Note 21)				
9710	Basic	\$ 3.12		\$ 4.26	
9810	Diluted	\$ 3.11		\$ 4.25	

The notes attached shall constitute an integral part of this Consolidated financial statement.

Chairman: HSU Wen-Faung Manager: HSU Wen-Faung Accounting Supervisor: Chen Hui-Ling

SUN MAX TECH LIMITED
SUN MAX TECH LIMITED and its subsidiaries
Consolidated Statements of Changes in Shareholders' Equity
January 1 to December 31, 2018 and 2017

Unit: NT\$ thousand

Code		Share Capital	Capital surplus	Retained earnings			Other equity		Treasury stock	Total equity
				Legal reserve	Special reserve	Unappropriated earnings	Exchange differences from the translation of financial statements of foreign operations	Unrealized gain or loss on financial assets at fair value through other comprehensive profit or loss		
A1	Balance at January 01, 2017	\$ 161,200	\$ 171,009	\$ -	\$ -	\$ 196,558	(\$ 17,659)	\$ -	\$ -	\$ 511,108
E1	Issuance of common stock for cash	48,350	275,350	-	-	-	-	-	-	323,700
N1	Issuance of ordinary shares under employee share options	-	2,641	-	-	-	-	-	-	2,641
	Appropriation of 2016 earnings									
B1	Legal reserve	-	-	14,726	-	(14,726)	-	-	-	-
B3	Special reserve	-	-	-	17,660	(17,660)	-	-	-	-
B5	Cash dividends	-	-	-	-	(27,480)	-	-	-	(27,480)
B9	Share dividends	27,480	-	-	-	(27,480)	-	-	-	-
D1	Net profit for the year ended December 31, 2017	-	-	-	-	86,422	-	-	-	86,422
D3	Other comprehensive income in 2017	-	-	-	-	-	(7,870)	-	-	(7,870)
D5	Total Comprehensive profit or loss in 2017	-	-	-	-	86,422	(7,870)	-	-	78,552
Z1	Balance at December 31, 2017	237,030	449,000	14,726	17,660	195,634	(25,529)	-	-	888,521
A3	Effect of retroactive application and retrospective restatement	-	-	-	-	(1,333)	-	512	-	(821)
A5	Balance at January 1, 2018 after recompilation	237,030	449,000	14,726	17,660	194,301	(25,529)	512	-	887,700
	Appropriation of 2017 earnings									
B1	Legal reserve	-	-	8,642	-	(8,642)	-	-	-	-
B3	Special reserve	-	-	-	7,870	(7,870)	-	-	-	-
B5	Cash dividends	-	-	-	-	(47,406)	-	-	-	(47,406)
D1	Net income for the year ended December 31, 2018	-	-	-	-	73,777	-	-	-	73,777
D3	Other comprehensive income in 2018	-	-	-	-	-	(13,314)	428	-	(12,886)
D5	Total Comprehensive income in 2018	-	-	-	-	73,777	(13,314)	428	-	60,891
L1	Buy-back of ordinary Shares	-	-	-	-	-	-	-	(15,287)	(15,287)
Z1	Balance at December 31, 2018	\$ 237,030	\$ 449,000	\$ 23,368	\$ 25,530	\$ 204,160	(\$ 38,843)	\$ 940	(\$ 15,287)	\$ 885,898

The notes attached shall constitute an integral part of this Consolidated financial statement.

Chairman: HSU Wen-Faung

Manager: HSU Wen-Faung

Accounting Supervisor: Chen Hui-Ling

SUN MAX TECH LIMITED
SUN MAX TECH LIMITED and its subsidiaries
Consolidated Statements of Cash Flow
January 1 to December 31, 2018 and 2017

Unit: NT\$ thousand

Code		2018	2017
	Cash flow from operating activities		
A10000	Uncom before income tax	\$ 107,938	\$ 137,315
A20010	Adjustments for:		
A20100	Depreciation expenses	23,351	16,403
A20200	Amortization expenses	2,863	2,352
A20400	Expected credit loss recognized on receivables	966	-
A20300	Bad debt expenses	-	12
A20900	Financial cost	756	1,157
A21200	Interest revenue	(4,017)	(2,323)
A21300	Dividend income	(239)	(197)
A21900	Compensation cost of employee share option	-	2,641
A22500	(Gain) loss on disposal of property, plant and equipment	(12)	343
A23700	Write-downs of inventories and loss of idle inventory	4,776	7,844
A29900	Reversal of provision	(35)	(109)
	Net change in operating assets and liabilities		
A31130	(Increase) / decrease in (Increase) in Notes receivable	673	972
A31150	Accounts receivable	247,009	(89,073)
A31180	(Increase) / decrease in (Increase) in Other receivables	(1,653)	(1,529)
A31200	(Increase) / decrease in (Increase) in Inventores	(25,587)	(66,137)
A31240	(Increase) / decrease in (Increase) in Other current assets	(338)	(17,853)
A32150	(Decrease) / increase in (Increase) in Accounts payable	(131,698)	57,047
A32180	(Decrease) / increase in (Increase) in Other payables	(61,201)	35,859
A32230	(Decrease) / increase in (Increase) in Other current liabilities	(726)	687
A32990	(Decrease) / increase in (Increase) in Other non-current liabilities	627	31
A33000	Cash generated fpr operations	163,453	85,442
A33100	Interest received	3,787	2,004
A33200	Dividends received	239	197
A33300	Interest paid	(768)	(1,176)
A33500	Income tax paid	(51,689)	(58,451)
AAAA	Net cash inflow generated from operating activities	<u>115,022</u>	<u>28,016</u>

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Code		2018	2017
	Cash payments for investing activities		
B02700	Purchase of property, plant, and equipment	(\$ 39,776)	(\$ 47,459)
B02800	Proceeds from disposition of real property, plants, and equipment	38	98
B03700	Decrease (increase) in refundable deposits	287	(2,663)
B04500	Payments for Intangible assets	(3,628)	(572)
B07100	Decrease (increase) in prepayments for equipment	<u>292</u>	<u>(2,870)</u>
BBBB	Net cash used in from investing activities	<u>(42,787)</u>	<u>(53,466)</u>
	Cash flow from financing activities		
C00200	Repayments of short-term loans	-	(58,650)
C01600	Proceeds from Long-term borrowings	-	42,650
C01700	Repayments of proceeds from long-term loans	(13,440)	(4,440)
C04300	Convertible bond	148,700	-
C04500	Cash dividend paid	(47,406)	(27,480)
C04600	Proceeds from issuance of ordinary shares	-	329,700
C04900	Payments for buy-back of ordinary shares	<u>(15,287)</u>	<u>-</u>
CCCC	Net cash generated from financing activities	<u>72,567</u>	<u>281,780</u>
DDDD	Effects of exchange rate changes on the balance of Cash held in foreign currencies	<u>(11,640)</u>	<u>(7,956)</u>
EEEE	Net increase in cash and cash equivalents	133,162	248,374
E00100	Cash and cash equivalents at the beginning of the year	<u>408,245</u>	<u>159,871</u>
E00200	Cash and cash equivalents at the end of the year	<u>\$ 541,407</u>	<u>\$ 408,245</u>

The notes attached shall constitute an integral part of this Consolidated financial statement.

Chairman: HSU Wen-Faung Manager: HSU Wen-Faung Accounting Supervisor: Chen Hui-Ling

Attachment 5. Corresponding Table for Amendment to Articles of Incorporation

動力科技股份有限公司
公司章程 新舊條文對照表

章程 編號	現行條文-中文	修正條文-中文	修正理由
封面			
	公司法(如修訂版) 股份有限公司 SUN MAX TECH LIMITED 之 公司章程 修訂和重述版 公司成立於 2013 年 11 月 28 日 (最近經特別決議修改時間為 2018 年 06 月 22 日)	公司法(如修訂版) 股份有限公司 SUN MAX TECH LIMITED 之 公司章程 修訂和重述版 公司成立於 2013 年 11 月 28 日 (最近經特別決議修改時間為 <u>2019</u> 年 6 月 12 日)	更新於股東 會以特別決 議通過此次 修訂章程之 日期。
備忘錄			
	公司法(如修訂版) 股份有限公司 SUN MAX TECH LIMITED 之 備忘錄 修訂和重述版 (於 2018 年 06 月 22 日以特別決議通 過)	公司法(如修訂版) 股份有限公司 SUN MAX TECH LIMITED 之 備忘錄 修訂和重述版 (於 <u>2019</u> 年 <u>6</u> 月 <u>12</u> 日以特別決議通 過)	更新於股東 會以特別決 議通過此次 修訂章程之 日期。
章程			
	股份有限公司 公司法(如修訂版) SUN MAX TECH LIMITED 之 公司章程 修訂和重述版 (於 201 年 06 月 22 日以特別決議通過)	股份有限公司 公司法(如修訂版) SUN MAX TECH LIMITED 之 公司章程 修訂和重述版 (於 <u>2019</u> 年 <u>6</u> 月 <u>12</u> 日以特別決議通 過)	更新於股東 會以特別決 議通過此次 修訂章程之 日期。
50	下列事項應於股東會召集通知中列 舉，不得以臨時動議提出： (a) 選任或解任董事或監察人(如有)；	下列事項應於股東會召集通知中 列舉，不得以臨時動議提出； <u>其主要 內容得置於證券櫃檯買賣中心或證</u>	配合臺灣證 券交易所股 份有限公司 2018 年 11 月

章程 編號	現行條文-中文	修正條文-中文	修正理由
	<p>(b) 變更備忘錄及/或本章程；</p> <p>(c) 本公司之解散、股份轉換(依據上市櫃法令定義)、合併或分割；</p> <p>(d) 締結、變更或終止關於出租本公司全部營業、委託經營或與他人經常共同經營之契約；</p> <p>(e) 讓與本公司全部或任何主要部分營業或財產；</p> <p>(f) 受讓他人全部營業或財產而對公司營運有重大影響者；</p> <p>(g) 私募發行具股權性質之有價證券；</p> <p>(h) 董事從事競業禁止行為之許可；</p> <p>(i) 以發行新股方式分派股息及紅利之全部或一部分；</p> <p>(j) 將法定盈餘公積及因發行股票溢價或受領贈與所得之資本公積之全部或一部分，以發行新股方式，按持股比例分配與原股東者；</p> <p>(k) 根據公司法規定，將法定盈餘公積及因發行股票溢價所得或受領贈與所得之資本公積之全部或一部分，以發放現金方式，按持股比例分配與原股東；以及</p> <p>(l) 本公司將庫藏股移轉予員工。</p> <p>除公司法或本章程另有規定外，股東得於股東會提案，惟僅以原議案內容範圍者為限。</p>	<p><u>交所或公司指定之網站，並應將其網址載明於召集通知內：</u></p> <p>(a) 選任或解任董事或監察人(如有)；</p> <p>(b) 變更備忘錄及/或本章程；</p> <p>(c) <u>減資；</u></p> <p>(d) <u>申請停止公開發行；</u></p> <p>(e) 本公司之解散、股份轉換(依據上市櫃法令定義)、合併或分割；</p> <p>(f) 締結、變更或終止關於出租本公司全部營業、委託經營或與他人經常共同經營之契約；</p> <p>(g) 讓與本公司全部或任何主要部分營業或財產；</p> <p>(h) 受讓他人全部營業或財產而對公司營運有重大影響者；</p> <p>(i) 私募發行具股權性質之有價證券；</p> <p>(j) 董事從事競業禁止行為之許可；</p> <p>(k) 以發行新股方式分派股息及紅利之全部或一部分；</p> <p>(l) 將法定盈餘公積及因發行股票溢價或受領贈與所得之資本公積之全部或一部分，以發行新股方式，按持股比例分配與原股東者；</p> <p>(m) 根據公司法規定，將法定盈餘公積及因發行股票溢價所得或受領贈與所得之資本公積之全部或一部分，以發放現金方式，按持股比例分配與原股東；以及</p> <p>(n) 本公司將庫藏股移轉予員工。</p> <p>除公司法或本章程另有規定外，股東得於股東會提案，惟僅以原議案內容範圍者為限。</p>	<p>30 日臺證上二字第 1071703794 號公告要求依據修正後之「外國發行人註冊地國股東權益保護事項檢查表」修正本公司章程條文。</p>
52	<p>截至該次停止過戶期間前持有已發行股份總數百分之一(1%)以上之股東，得以書面向本公司提出年度股東常會議案。本公司應按上市櫃法令所允許之方式，於董事會認為適當的時間，公告受理股東提案之地點和期間(不得少於 10 日)。任何其提案為董事會所採納之</p>	<p>截至該次停止過戶期間前<u>合計持有已發行股份總數百分之一(1%)以上之一或多位股東</u>，得以書面或電子受<u>理</u>方式向本公司提出年度股東常會議案。本公司應按上市櫃法令所允許之方式，於董事會認為適當的時間，公告受理股東提案之地點和期間(不得</p>	<p>配合臺灣證券交易所股份有限公司 2018 年 11 月 30 日臺證上二字第 1071703794 號公告要求</p>

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	<p>股東，仍有權親自或由委託代理人或當該股東為法人時，由其代表人出席該年度股東常會並參與該議案之討論。</p> <p>有下列情形之一者，董事會得拒絕股東之提案且該議案不得於該年度股東常會討論：(一)提案股東於董事會訂定之股東名簿基準日或截至該次停止過戶期間前，持股未達已發行股份總數百分之一(1%)；(二)其提案按上市櫃法令非股東會所得決議者；(三)提案超過一項；或(四)逾董事會訂定之受理截止日期始提出者。本公司應於發出該年度股東常會召集通知前通知股東提案之結果，並於該召集通知中列舉經採納得於該年度股東常會討論並表決之議案。董事會應於該年度股東常會說明拒絕採納股東提案之理由</p>	<p>少於 10 日)。任何其提案為董事會所採納之股東，仍有權親自或由委託代理人或當該股東為法人時，由其代表人出席該年度股東常會並參與該議案之討論。</p> <p>除非有下列情形之一者，董事會應將該一或多位股東之提案列入議案，於該年度股東常會討論：(一)提案的一或多位股東於董事會訂定之股東名簿基準日或截至該次停止過戶期間前，合計持股未達已發行股份總數百分之一(1%)；(二)其提案按公司法或上市櫃法令非股東會所得決議者；(三)提案超過一項；(四)議案超過三百字；或(五)於董事會訂定之受理截止日期外提出者。但股東提案係為敦促公司增進公共利益或善盡社會責任之建議，董事會仍得列入議案。本公司應於發出該年度股東常會召集通知前通知股東提案之結果，並於該召集通知中列舉經採納得於該年度股東常會討論並表決之議案。董事會應於該年度股東常會說明拒絕採納股東提案之理由。</p>	<p>依據修正後之「外國發行人註冊地國股東權益保護事項檢查表」修正本公司章程條文。</p>
53A		<p>繼續三個月以上合計持有已發行股份總數過半數股份之一或多位股東，得自行召集股東臨時會。股東持股期間及持股數之計算，以停止股票過戶時之持股為準。</p>	<p>本次新增條文</p>
54A		<p>董事會或依第 53A 條或本章程規定之召集權人召集股東會者，得請求本公司或股務代理機構提供股東名簿</p>	<p>本次新增條文</p>
77	<p>董事因資格不符、辭職或因故解任，致不足五人者，本公司應於最近一次股東會補選之。但董事缺額達公司股東會選出之全體董事人數的三分之一，且不論現在實際董事人數為何，應於事實發生之日起 60 日內，召開臨時股東會補選之。</p> <p>股東會在現任董事任期未屆滿前決議改選全體董事且決議同時立即生效</p>	<p>董事因資格不符、辭職或因故解任，致不足五人者，本公司應於最近一次股東會補選之。但董事缺額達公司股東會選出之全體董事人數的三分之一，且不論現在實際董事人數為何，應於事實發生之日起 60 日內，召開臨時股東會補選之。</p> <p>股東會在現任董事任期未屆滿前改選全體董事(「全面改選」)者，除股</p>	<p>配合臺灣證券交易所股份有限公司 2018 年 11 月 30 日臺證上二字第 1071703794 號公告要求依據修正後</p>

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	<p>(「全面改選」)者，除股東會另有決議外，視為現任董事之任期在全面改選前立即提前屆滿。前述在股東會中改選全體董事時，該股東會應有代表公司已發行股份總數過半數股東之出席。</p>	<p>東會另有決議外，視為現任董事之任期在全面改選前立即提前屆滿。前述在股東會中改選全體董事時，該股東會應有代表公司已發行股份總數過半數股東之出席。</p>	<p>之「外國發行人註冊地國股東權益保護事項檢查表」修正本公司章程條文。</p>
82B	<p>於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，除上市櫃法令另有規定外，公司董事或監察人(如有)，在任期中一次或多次轉讓持股超過其經股東會指派或選任為董事或監察人(視實際情況而定)當時(下稱「當選日」)所持有本公司股份數額二分之一時，應解除該董事或監察人(視實際情況而定)職位。</p> <p>於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，除上市櫃法令另有規定外，如任何人被指派或選任為公司董事或監察人(如有)，在下述任一期間內轉讓其在當選日所持有本公司股份數額二分之一時，該指派或選任應失去效力：(i) 在當選日到其就任董事或監察人(如有)前的期間；或(ii) 在召開提議指派或選任其為董事或監察人(如有)之股東會前之停止過戶期間。</p>	<p>於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，除上市櫃法令另有規定外，公司董事(不含獨立董事)或監察人(如有)，在任期中一次或多次轉讓持股超過其經股東會指派或選任為董事或監察人(視實際情況而定)當時(下稱「當選日」)所持有本公司股份數額二分之一時，應解除該董事或監察人(視實際情況而定)職位。</p> <p>於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，除上市櫃法令另有規定外，如任何人被指派或選任為公司董事(不含獨立董事)或監察人(如有)，在下述任一期間內轉讓其在當選日所持有本公司股份數額二分之一時，該指派或選任應失去效力：(i) 在當選日到其就任董事或監察人(如有)前的期間；或(ii) 在召開提議指派或選任其為董事或監察人(如有)之股東會前之停止過戶期間。</p>	<p>配合臺灣證券交易所股份有限公司2018年11月30日臺證上二字第1071703794號公告要求依據修正後之「外國發行人註冊地國股東權益保護事項檢查表」修正本公司章程條文。</p>
102	<p>有下列情形之一，任何人不得擔任董事，如已擔任董事者，應解除其董事職位：</p> <p>(a) 曾犯組織犯罪，經有罪判決確定，<u>服刑期滿尚未逾五年者</u>；</p> <p>(b) 曾犯詐欺、背信、侵占罪經受有期徒刑一年以上宣告，<u>服刑期滿尚未逾二年者</u>；</p> <p>(c) 曾服公務虧空公款，經判決確定，<u>服刑期滿尚未逾二年者</u>；</p> <p>(d) 宣告破產且尚未解除；</p>	<p>有下列情形之一，任何人不得擔任董事，如已擔任董事者，應解除其董事職位：</p> <p>(a) 曾犯組織犯罪，經有罪判決確定，<u>尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後尚未逾五年者</u>；</p> <p>(b) 曾犯詐欺、背信、侵占罪經受<u>宣告有期徒刑一年以上之刑確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後尚未逾二年者</u>；</p>	<p>配合臺灣證券交易所股份有限公司2018年11月30日臺證上二字第1071703794號公告要求依據修正後之「外國發行人註冊地國股東權益</p>

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	<p>(e) 使用票據經拒絕往來尚未期滿者；</p> <p>(f) 無法律行為能力或限制行為能力者；</p> <p>(g) 死亡或被認為或陷入精神耗弱；</p> <p>(h) 以書面通知公司辭任董事職位；或</p> <p>(i) 經依本章程解任者。</p>	<p>(c) <u>曾犯貪污治罪條例之罪，經判決有罪確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後尚未逾二年者；</u></p> <p>(d) <u>受宣告破產或經法院裁定開始清算程序，且尚未解除；</u></p> <p>(e) 使用票據經拒絕往來尚未期滿者；</p> <p>(f) 無法律行為能力或限制行為能力者；</p> <p>(g) 死亡或被認為或陷入精神耗弱；</p> <p>(h) <u>以書面通知公司辭任董事職位；</u></p> <p>(i) <u>因欠缺行為能力經依台灣法律受輔助宣告尚未撤銷；或</u></p> <p>(j) 經依本章程解任者。</p>	<p>保護事項檢查表」修正本公司章程條文。</p>
107	<p>董事對於董事會會議相關事項(包括但不限於契約或預計與公司進行之契約或安排)有直接或間接自身利害關係者，如其知悉該利害關係當時已存在，則應於董事會會議中揭露該自身利害關係之性質，或於任何其他情況於其知悉有此自身利害關係後之首次董事會會議中為之。為本條之目的，董事對董事會關於以下之一般性通知：</p> <p>(a) 其為特定公司或商號之股東或高級職員且就該通知發送後可能與該公司或商號簽署之契約或協議應認為有利害關係；或</p> <p>(b) 其就該通知發送後可能和與其具有關係之特定人簽署之契約或協議應認為有利害關係；</p> <p>應視為已依本條關於該等契約或協議之自身利害關係為適當之揭露，但此等通知僅有於董事會會議中為之或該董事採取合理步驟以確保該通知能於其發送後之董事會會議中被提出並審閱。</p> <p>如上市櫃法令有所要求，董事對於董事會之事項，包括但不限於契約或契約之提案或協議或本公司擬進行之交易，有自身利害關係(無論直接或間接)</p>	<p>董事對於董事會會議相關事項(包括但不限於契約或預計與公司進行之契約或安排)有直接或間接自身利害關係者，如其知悉該利害關係當時已存在，則應於董事會會議中揭露該自身利害關係之性質，或於任何其他情況於其知悉有此自身利害關係後之首次董事會會議中為之。為本條之目的，董事對董事會關於以下之一般性通知：</p> <p>(a) 其為特定公司或商號之股東或高級職員且就該通知發送後可能與該公司或商號簽署之契約或協議應認為有利害關係；或</p> <p>(b) 其就該通知發送後可能和與其具有關係之特定人簽署之契約或協議應認為有利害關係；</p> <p>應視為已依本條關於該等契約或協議之自身利害關係為適當之揭露，但此等通知僅有於董事會會議中為之或該董事採取合理步驟以確保該通知能於其發送後之董事會會議中被提出並審閱。</p> <p>如上市櫃法令有所要求，董事對於董事會之事項，包括但不限於契約或契約之提案或協議或本公司擬進行之</p>	<p>配合臺灣證券交易所股份有限公司2018年11月30日臺證上二字第1071703794號公告要求依據修正後之「外國發行人註冊地國股東權益保護事項檢查表」修正本公司章程條文。</p>

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	<p>致有害於本公司利益之虞時，不得加入表決，並不得代理他董事行使表決權。董事違反前述規定親自或由代理人行使之表決權，本公司應不予計算，但該董事仍應計入該次會議之法定出席數。</p> <p>不論本條第一項內容如何，如任何董事對於董事會議之事項，有自身利害關係(不論直接或間接)時，該董事應於當次董事會揭露並說明其自身利害關係之重要內容。</p>	<p>交易，有自身利害關係(無論直接或間接)致有害於本公司利益之虞時，不得加入表決，並不得代理他董事行使表決權。董事違反前述規定親自或由代理人行使之表決權，本公司應不予計算，但該董事仍應計入該次會議之法定出席數。</p> <p>不論本條第一項內容如何，如任何董事對於董事會議之事項，有自身利害關係(不論直接或間接)時，該董事應於當次董事會揭露並說明其自身利害關係之重要內容。</p> <p><u>董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就董事會之會議事項有利害關係者，視為董事就該事項有自身利害關係。</u></p>	
117	<p>下列事項應經至少三分之二董事出席董事會、出席董事過半數之同意：</p> <p>(a) 締結、變更或終止有關出租本公司全部營業、委託經營或與他人經常共同經營的契約；</p> <p>(b) 出售或轉讓其全部或主要部分的營業或財產；</p> <p>(c) 受讓他人全部營業或財產，對本公司營運產生重大影響者；</p> <p>(d) 按本章程選任董事長；</p> <p>(e) 依據第 129 條提撥員工酬勞及董事酬勞；以及</p> <p>(f) 發行公司債券</p>	<p>下列事項應經至少三分之二董事出席董事會、出席董事過半數之同意：</p> <p>(a) 締結、變更或終止有關出租本公司全部營業、委託經營或與他人經常共同經營的契約；</p> <p>(b) 出售或轉讓其全部或主要部分的營業或財產；</p> <p>(c) 受讓他人全部營業或財產，對本公司營運產生重大影響者；</p> <p>(d) 按本章程選任董事長；</p> <p>(e) <u>依據第 125A 條以現金方式分派股息及紅利之全部或一部；</u></p> <p>(f) 依據第 129 條提撥員工酬勞及董事酬勞；以</p> <p>(g) 發行公司債券。</p>	配合公司法 240 條修正
121	<p>審計委員會有權於任何合理的時間審閱本公司之所有帳簿以及帳目以及相關的付款憑單。審計委員會得約訪本公司董事及高階經理人詢問任何其所持有與本公司帳簿或事務有關之資訊。</p>	<p>審計委員會有權於任何合理的時間審閱、<u>抄錄或複製本公司之所有帳簿、帳目、相關的付款憑單及任何文件。</u>審計委員會得約訪本公司董事及高階經理人詢問任何其所持有與本公司帳簿或事務有關之資訊。</p>	配合臺灣證券交易所股份有限公司 2018 年 11 月 30 日臺證上二字第 1071703794 號公告要求依據修正後

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			之「外國發行人註冊地國股東權益保護事項檢查表」修正本公司章程條文。
123	<p>在符合英屬開曼群島法律之情形下，繼續<u>一年</u>以上持有本公司已發行股份總數百分之<u>三(3%)</u>以上之股東，得以書面請求審計委員會之任一獨立董事成員為本公司對董事提起訴訟，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。</p> <p>於收到股東依前項規定提出之請求後 30 日內，受該股東請求之該審計委員會獨立董事成員不提起或拒絕提起訴訟時，除英屬開曼群島法律另有規定外，股東得為本公司提起訴訟，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。</p>	<p>在符合英屬開曼群島法律之情形下，繼續<u>六個月</u>以上持有本公司已發行股份總數<u>百分之一(1%)</u>以上之股東，得以書面請求審計委員會之任一獨立董事成員為本公司對董事提起訴訟，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。</p> <p>於收到股東依前項規定提出之請求後 30 日內，受該股東請求之該審計委員會獨立董事成員不提起或拒絕提起訴訟時，除英屬開曼群島法律另有規定外，股東得為本公司提起訴訟，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。</p>	配合臺灣證券交易所股份有限公司 2018 年 11 月 30 日臺證上二字第 1071703794 號公告要求依據修正後之「外國發行人註冊地國股東權益保護事項檢查表」修正本公司章程條文。
123A		<p><u>審計委員會之獨立董事除董事會不為召集或不能召集股東會外，得為公司利益，於必要時，召集股東會。</u></p>	配合臺灣證券交易所股份有限公司 2018 年 11 月 30 日臺證上二字第 1071703794 號公告要求依據修正後之「外國發行人註冊地國股東權益保護事項檢查表」修正本公司章程條文。

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125A		<u>縱有前(125)條規定，董事會得以三分之二以上董事之出席，及出席董事過半數之決議，將應分派股息或紅利之全部或一部，以發放現金之方式為之，並於最近一次股東會報告。</u>	配合公司法240條修正新增訂
148	董事會應將備忘錄、本章程及歷屆股東會議事錄、財務報表、股東名簿及本公司發行之公司債存根簿備置於中華民國境內之股務代理機構，股東得檢具利害關係證明文件，指定範圍，隨時請求查閱或抄錄前述文件	董事會應將備忘錄、本章程及歷屆股東會議事錄、財務報表、股東名簿及本公司發行之公司債存根簿備置於中華民國境內之股務代理機構，股東得檢具利害關係證明文件，指定範圍，隨時請求查閱、抄錄或複製前述文件。本公司並應令股務代理機構提供前述文件。	配合臺灣證券交易所股份有限公司2018年11月30日臺證上二字第1071703794號公告要求依據修正後之「外國發行人註冊地國股東權益保護事項檢查表」修正本公司章程條文。
159		<u>企業社會責任</u> 公司經營業務，應遵守法令及商業倫理規範，得採行增進公共利益之行為，以善盡其社會責任。	本次新增條文

章程編號	現行條文-英文	修正條文-英文	修正理由
Cover			
	THE COMPANIES LAW (AS AMENDED) COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF SUN MAX TECH LIMITED Incorporated on November 28, 2013	THE COMPANIES LAW (AS AMENDED) COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF SUN MAX TECH LIMITED Incorporated on November 28, 2013	Update the date of special resolution adopted by the shareholders' meeting.

章程 編號	現行條文-英文	修正條文-英文	修正理由
	(Adopted by Special Resolution passed on June 22, 2018)	(Adopted by Special Resolution passed on <u>June 12, 2019</u>)	
Memorandum			
	<p>THE COMPANIES LAW (AS AMENDED) COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF SUN MAX TECH LIMITED (Adopted by Special Resolution passed on June 22, 2018)</p>	<p>THE COMPANIES LAW (AS AMENDED) COMPANY LIMITED BY SHARES AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF SUN MAX TECH LIMITED (Adopted by Special Resolution passed on <u>June 12, 2019</u>)</p>	Update the date of special resolution adopted by the shareholders' meeting.
Articles of Association			
	<p>THE COMPANIES LAW (AS AMENDED) COMPANY LIMITED BY SHARES AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF SUN MAX TECH LIMITED (Adopted by Special Resolution passed on June 22, 2018)</p>	<p>THE COMPANIES LAW (AS AMENDED) COMPANY LIMITED BY SHARES AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF SUN MAX TECH LIMITED (Adopted by Special Resolution passed on <u>June 12, 2019</u>)</p>	Update the date of special resolution adopted by the shareholders' meeting.
50	<p>The following matters shall be specified in the notice of a general meeting, and shall not be proposed as ad hoc motions:</p> <p>(a) election or discharge of Directors or supervisors (if any);</p> <p>(b) amendments to the Memorandum of Association and/or these Articles;</p> <p>(c) dissolution, share swap (as defined in the Applicable Listing Rules), Merger or Spin-off of the Company;</p> <p>(d) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;</p> <p>(e) the transfer of the whole or any material part of its business or assets;</p>	<p>The following matters shall be specified in the notice of a general meeting, and shall not be proposed as ad hoc motions; <u>material contents of such matters may be uploaded onto the website designated by the TWSE, TPEX or the Company with the address of website indicated in the notice:</u></p> <p>(a) election or discharge of Directors or supervisors (if any);</p> <p>(b) amendments to the Memorandum of Association and/or these Articles;</p> <p>(c) <u>reduction in share capital of the Company;</u></p> <p>(d) <u>application for de-registration as a public company;</u></p>	"Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No10717037941) dated November 30, 2018."

章程 編號	現行條文-英文	修正條文-英文	修正理由
	<p>(f) the takeover of another's whole business or assets, which will have a material effect on the business operation of the Company;</p> <p>(g) the private placement of equity-linked securities;</p> <p>(h) granting waiver to the Director's engaging in any business within the scope of business of the Company;</p> <p>(i) distribution of part or all of its dividends or bonus by way of issuance of new Shares;</p> <p>(j) capitalization of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by issuing new Shares which shall be distributable as dividend shares to the then Shareholders in proportion to the number of Shares being held by each of them;</p> <p>(k) subject to the Law, distribution of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by paying cash to the then Shareholders in proportion to the number of Shares being held by each of them; and</p> <p>(l) the transfer of Treasury Shares to its employees by the Company.</p> <p>Subject to the Law and these Articles, the Shareholders may propose matters in a general meeting to the extent of matters as described in the agenda of such meeting.</p>	<p>(e) dissolution, share swap (as defined in the Applicable Listing Rules), Merger or Spin-off of the Company;</p> <p>(f) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;</p> <p>(g) the transfer of the whole or any material part of its business or assets;</p> <p>(h) the takeover of another's whole business or assets, which will have a material effect on the business operation of the Company;</p> <p>(i) the private placement of equity-linked securities;</p> <p>(j) granting waiver to the Director's engaging in any business within the scope of business of the Company;</p> <p>(k) distribution of part or all of its dividends or bonus by way of issuance of new Shares;</p> <p>(l) capitalization of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by issuing new Shares which shall be distributable as dividend shares to the then Shareholders in proportion to the number of Shares being held by each of them;</p> <p>(m) subject to the Law, distribution of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by paying cash to the then Shareholders in proportion to the number of Shares being held by each of them; and</p> <p>(n) the transfer of Treasury Shares to its employees by the Company.</p> <p>Subject to the Law and these Articles, the Shareholders may propose matters in a general meeting to the extent of matters as described in the agenda of such meeting.</p>	

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52	<p>Shareholder(s) holding one percent (1%) or more of the total number of issued Shares immediately prior to the relevant book close period may propose in writing to the Company a <u>proposal</u> for discussion at an annual general meeting. The Company shall give a public notice in such manner as permitted by the Applicable Listing Rules at such time deemed appropriate by the Board specifying the place and a period of not less than ten (10) days for Members to submit proposals. Any Shareholder(s) whose proposal has been submitted and accepted by the Board, shall continue to be entitled to attend the annual general meeting in person or by proxy or in the case of a corporation, by its authorised representative(s), and participate in the discussion of such proposal.</p> <p>The Board <u>may exclude</u> a proposal submitted by a Shareholder(s) <u>if</u> (i) the number of Shares held by such Shareholder(s) is less than one percent (1%) of the total number of issued Shares in the Register of Members as of the record date determined by the Board or upon commencement of the period for which the Register shall be closed before the general meeting; (ii) the proposal involves matters which cannot be resolved at the annual general meeting in accordance with or under the Applicable Listing Rules; (iii) the proposal submitted concerns more than one matter; or (iv) the proposal is submitted <u>after the expiration of</u> the specified period determined by the Board, <u>in which case, the rejected proposal shall not be discussed at the annual general meeting.</u> The Company shall, prior to the dispatch of a notice of the annual general meeting, inform the Shareholders the result of submission of proposals and list in the notice of annual general meeting the proposals accepted for consideration and approval at the annual general meeting. The Board shall</p>	<p><u>One or more Shareholders holding in the aggregate of one percent (1%) or more of the total number of issued Shares immediately prior to the relevant book close period may propose in writing or by way of electronic transmission to the Company a <u>matter</u> for discussion at an annual general meeting. The Company shall give a public notice in such manner as permitted by the Applicable Listing Rules at such time deemed appropriate by the Board specifying the place and a period of not less than ten (10) days for Members to submit proposals. Any Shareholder(s) whose proposal has been submitted and accepted by the Board, shall continue to be entitled to attend the annual general meeting in person or by proxy or in the case of a corporation, by its authorised representative(s), and participate in the discussion of such proposal.</u></p> <p>The Board <u>shall accept</u> a proposal submitted by <i>one or more</i> Shareholders <u>and arrange for the proposal to be discussed at the annual general meeting unless</u> (i) the number of Shares held by such one or more Shareholders is less than one percent (1%) <u>in aggregate</u> of the total number of issued Shares in the Register of Members as of the record date determined by the Board or upon commencement of the period for which the Register shall be closed before the general meeting; (ii) the proposal involves matters which cannot be resolved at the annual general meeting in accordance with or under the <u>Law or Applicable Listing Rules</u>; (iii) the proposal submitted concerns more than one matter; <u>(iv) the proposal submitted exceeds three hundred words</u>; or (v) the proposal is <u>not submitted within</u> the specified period determined by the Board; <u>provided, however, that if the proposal submitted is to urge the Company to facilitate the public interest or perform social responsibility, the</u></p>	<p>"Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No10717037941) dated November 30, 2018."</p>

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	explain at the annual general meeting the reasons for excluding proposals submitted by such Shareholder(s)	<u>Board may accept that proposal and arrange for it being discussed at the annual general meeting.</u> The Company shall, prior to the dispatch of a notice of the annual general meeting, inform the Shareholders the result of submission of proposals and list in the notice of annual general meeting the proposals accepted for consideration and approval at the annual general meeting. The Board shall explain at the annual general meeting the reasons for excluding proposals submitted by such Shareholder(s).	
53A		<u>Any one or more Shareholders holding in aggregate more than half of the total number of the issued Shares of the Company for at least three (3) consecutive months may convene an extraordinary general meeting. The determination of the afore-mentioned holding period and number of Shares shall be based on the Shares held immediately prior to the relevant book close period.</u>	"Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No10717037 941) dated November 30, 2018."
54A		<u>The Board of Directors or any person who is entitled to convene a general meeting pursuant to Article 53A above or under these Articles may demand the Company or its Shareholders' Service Agent to provide the Register of Members.</u>	"Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No10717037 941) dated

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			November 30, 2018."
77	<p>When the number of Directors falls below five (5) due to the disqualification or resignation of a Director or any Director ceases to be a Director of the Company for any reason, the Company shall hold an election to elect substitute director(s) at the next following general meeting. When the number of Directors falls short by one-third (1/3) of total number of Directors elected at the previous general meeting convened to elect Directors and notwithstanding the actual current number of Directors, an extraordinary general meeting shall be convened within sixty (60) days of the occurrence of that fact to hold an election of Directors.</p> <p>If it is resolved at a general meeting held prior to the expiration of the term of the current Directors that all Directors shall be re-elected with effect immediately after the adoption of such resolution (the "Re-Election"), unless otherwise resolved at such general meeting, the term of the existing Directors shall be deemed to have expired immediately prior to the Re-Election. The aforesaid re-election of all Directors shall be held in the general meeting attended by Shareholders representing more than fifty percent (50%) of total issued Shares of the Company</p>	<p>When the number of Directors falls below five (5) due to the disqualification or resignation of a Director or any Director ceases to be a Director of the Company for any reason, the Company shall hold an election to elect substitute director(s) at the next following general meeting. When the number of Directors falls short by one-third (1/3) of total number of Directors elected at the previous general meeting convened to elect Directors and notwithstanding the actual current number of Directors, an extraordinary general meeting shall be convened within sixty (60) days of the occurrence of that fact to hold an election of Directors.</p> <p>If all Directors are re-elected at a general meeting held prior to the expiration of the term of the current Directors(the "Re-Election"), unless otherwise resolved at such general meeting, the term of the existing Directors shall be deemed to have expired immediately prior to the Re-Election. The aforesaid re-election of all Directors shall be held in the general meeting attended by Shareholders representing more than fifty percent (50%) of total issued Shares of the Company</p>	Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No10717037 941) dated November 30, 2018."
82B	For so long as the Shares are registered <u>in</u> the Emerging Market or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, any Director or supervisor (if any), who, during his or her term and in one or more transactions, transfers more than fifty percent (50%) of the total Shares held by such Director or supervisor (as the case may be) at the time of his or her appointment or election as Director or supervisor (as the case may	For so long as the Shares are registered <u>on</u> the Emerging Market or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, any Director (<u>other than the Independent Director</u>) or supervisor (if any), who, during his or her term and in one or more transactions, transfers more than fifty percent (50%) of the total Shares held by such Director or supervisor (as the case may be) at the time of his or her	"Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange

章程 編號	現行條文-英文	修正條文-英文	修正理由
	<p>be) being approved at a general meeting (the "Approval Time"), shall be discharged or vacated from the office of Director or supervisor (as the case may be).</p> <p>For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, if any person transfers, in one or more transactions, more than fifty percent (50%) of the Shares held by him or her at the Approval Time either (i) during the period from the Approval Time to the commencement date of his or her office as Director or supervisor (if any), or (ii) during the period when the Register is closed for transfer of Shares prior to the general meeting at which the appointment or election of such person as a Director or supervisor (if any) will be proposed, his or her appointment or election as Director or supervisor (if any) shall be null and void.</p>	<p>appointment or election as Director or supervisor (as the case may be) being approved at a general meeting (the "Approval Time"), shall be discharged or vacated from the office of Director or supervisor (as the case may be).</p> <p>For so long as the Shares are registered in the Emerging Market or listed in the Taipei Exchange or TSE, subject to the Applicable Listing Rules, if any person transfers, in one or more transactions, more than fifty percent (50%) of the Shares held by him or her at the Approval Time either (i) during the period from the Approval Time to the commencement date of his or her office as Director (<u>other than as an Independent Director</u>) or supervisor (if any), or (ii) during the period when the Register is closed for transfer of Shares prior to the general meeting at which the appointment or election of such person as a Director or supervisor (if any) will be proposed, his or her appointment or election as Director or supervisor (if any) shall be null and void.</p>	<p>(Tai-Jeng-Shang II - No10717037 941) dated November 30, 2018."</p>
102	<p>A person shall not act as a Director and shall be discharged or vacated from the office of Director, if he or she:</p> <p>(a) committed an organized crime and has been adjudicated guilty by a final judgment, and the time elapsed after he has served the full term of the sentence is less than five (5) years;</p> <p>(b) has been sentenced to imprisonment for a term of more than one (1) year for commitment of fraud, breach of trust or misappropriation, and the time elapsed after he has served the full term of such sentence is less than two (2) years;</p> <p>(c) has been adjudicated guilty by a final judgment for <u>misappropriating company or public funds during the time of his public service</u>, and the time elapsed after he has served the full</p>	<p>A person shall not act as a Director and shall be discharged or vacated from the office of Director, if he or she:</p> <p>(a) committed an organized crime and has been adjudicated guilty by a final judgment, <u>and he has not served the term of the sentence yet, he has not served the full term of the sentence, or the time elapsed after he has served the full term of the sentence, his term of probation has expired or he has been pardoned</u> is less than five (5) years;</p> <p>(b) has been sentenced to imprisonment for a term of more than one (1) year for commitment of fraud, breach of trust or misappropriation, and <u>he has not served the term of the sentence yet, he has not served the full term of the sentence, or the time elapsed after he</u></p>	<p>"Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No10717037 941) dated November 30, 2018."</p>

章程 編號	現行條文-英文	修正條文-英文	修正理由
	<p>term of such sentence is less than two (2) years;</p> <p>(d) becomes bankrupt and has not been discharged from bankruptcy;</p> <p>(e) has been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet;</p> <p>(f) has no or only limited legal capacity;</p> <p>(g) dies or is found to be or becomes of unsound mind;</p> <p>(h) resigns his office by notice in writing to the Company; or</p> <p>(i) is removed from office and ceases to be the Director pursuant to these Articles.</p>	<p>has served the full term of such sentence, <u>his term of probation has expired or he has been pardoned</u> is less than two (2) years;</p> <p>(c) has been adjudicated guilty by a final judgment for <u>violating anti-corruption law</u>, and <u>he has not served the term of the sentence yet, he has not served the full term of the sentence, or the time elapsed after he has served the full term of such sentence, his term of probation has expired or he has been pardoned</u> is less than two (2) years;</p> <p>(d) <u>becomes bankrupt or enters into liquidation process by a court order and has not been discharged from bankruptcy or liquidation;</u></p> <p>(e) has been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet;</p> <p>(f) has no or only limited legal capacity;</p> <p>(g) dies or is found to be or becomes of unsound mind;</p> <p>(h) resigns his office by notice in writing to the Company;</p> <p>(i) <u>becomes subject to the order of commencement of assistance due to incapacity pursuant to relevant Taiwan law and the order has not been revoked;</u> or</p> <p>(j) is removed from office and ceases to be the Director pursuant to these Articles.</p>	
107	<p>A Director who directly or indirectly has personal interest in the matter proposed at the meeting of the Board, including but not limited to a contract or proposed contract or arrangement with the Company shall disclose the nature of his or her personal interest at the meeting of the Board, if he or she knows his or her personal interest then exists, or in any other case at the first meeting of the Board after he or she knows that he or she is or has become so interested. For the purposes of this Article, a</p>	<p>A Director who directly or indirectly has personal interest in the matter proposed at the meeting of the Board, including but not limited to a contract or proposed contract or arrangement with the Company shall disclose the nature of his or her personal interest at the meeting of the Board, if he or she knows his or her personal interest then exists, or in any other case at the first meeting of the Board after he or she knows that he or she is or has become so interested. For the purposes of this Article, a general</p>	<p>"Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II -</p>

章程 編號	現行條文-英文	修正條文-英文	修正理由
	<p>general notice to the Board by a Director to the effect that:</p> <p>(a) he is a member or officer of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm; or</p> <p>(b) he is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him;</p> <p>shall be deemed to be a sufficient disclosure of personal interest under this Article in relation to any such contract or arrangement, provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.</p> <p>To the extent required by Applicable Listing Rules, a Director may not vote for himself or on behalf of other Director in respect to any matter, including but not limited to any contract or proposed contract or arrangement or contemplated transaction of the Company, in which such Director bears a personal interest (whether directly or indirectly) which may conflict with and impair the interest of the Company. Any votes cast by or on behalf of such Director in contravention of the foregoing shall not be counted by the Company, but such Director shall be counted in the quorum for purposes of convening such meeting.</p> <p>Notwithstanding the first paragraph of this Article, if any Director has personal interest (whether directly or indirectly) in matters on agenda for the Board meeting, such Director shall disclose and explain the material information or contents on</p>	<p>notice to the Board by a Director to the effect that:</p> <p>(a) he is a member or officer of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm; or</p> <p>(b) he is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him;</p> <p>shall be deemed to be a sufficient disclosure of personal interest under this Article in relation to any such contract or arrangement, provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.</p> <p>To the extent required by Applicable Listing Rules, a Director may not vote for himself or on behalf of other Director in respect to any matter, including but not limited to any contract or proposed contract or arrangement or contemplated transaction of the Company, in which such Director bears a personal interest (whether directly or indirectly) which may conflict with and impair the interest of the Company. Any votes cast by or on behalf of such Director in contravention of the foregoing shall not be counted by the Company, but such Director shall be counted in the quorum for purposes of convening such meeting.</p> <p>Notwithstanding the first paragraph of this Article, if any Director has personal interest (whether directly or indirectly) in matters on agenda for the Board meeting, such Director shall disclose and explain the material information or contents on such personal interest at the same Board meeting.</p>	<p>No10717037 941) dated November 30, 2018."</p>

章程 編號	現行條文-英文	修正條文-英文	修正理由
	such personal interest at the same Board meeting.	In the case that a Director's spouse, a blood relative within second degree of kinship or a company which has parent-subsidary relationship with the Director has personal interest in a matter on agenda for the Board meeting, such Director shall be deemed to have personal interest in that matter.	
117	<p>The following actions require the approval of a majority of the votes of the Directors present at a Board meeting attended by at least two-thirds (2/3) of all Directors:</p> <p>(a) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusted business, or for regular joint operation with others;</p> <p>(b) the sale or transfer of the whole or any material part of its business or assets;</p> <p>(c) taking over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company;</p> <p>(d) the election of Chairman of the Board pursuant to these Articles;</p> <p>(e) the allocation of Employees' Remuneration and Directors' Remuneration pursuant to Article 129; and</p> <p>(f) issuance of corporate bonds.</p>	<p>The following actions require the approval of a majority of the votes of the Directors present at a Board meeting attended by at least two-thirds (2/3) of all Directors:</p> <p>(a) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusted business, or for regular joint operation with others;</p> <p>(b) the sale or transfer of the whole or any material part of its business or assets;</p> <p>(c) taking over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company;</p> <p>(d) the election of Chairman of the Board pursuant to these Articles;</p> <p>(e) the distribution of part or all of the dividends or bonus of the Company by way of cash pursuant to Article 125A;</p> <p>(f) the allocation of Employees' Remuneration and Directors' Remuneration pursuant to Article 129; and</p> <p>(g) issuance of corporate bonds.</p>	
121	The Audit Committee shall at all reasonable times have access to all books kept by the Company and to all accounts and vouchers relating thereto; and the Audit Committee may call on the Directors or officers of the Company for any information in their possession	The Audit Committee shall at all reasonable times have access to <u>and may make copies of</u> all books, all accounts and vouchers <u>and documents kept by the Company</u> ; and the Audit Committee may call on the Directors or officers of the Company for any	"Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan

章程 編號	現行條文-英文	修正條文-英文	修正理由
	relating to the books or affairs of the Company	information in their possession relating to the books or affairs of the Company.	Stock Exchange (Tai-Jeng-Shang II - No10717037 941) dated November 30, 2018."
123	<p>Subject to the Cayman Islands law, any Shareholder(s) holding three percent (3%) or more of the total number of the issued Shares of the Company for one (1) consecutive year or longer may request in writing any Independent Director of the Audit Committee to file a litigation against any Director or Directors on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China.</p> <p>If the Independent Director of the Audit Committee who has been requested by such Shareholder(s) in accordance with the previous paragraph fails or refuses to file such litigation within thirty (30) days after receiving the request by such Shareholder(s), subject to Cayman Islands law, such Shareholder(s) may file such litigation on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China</p>	<p>Subject to the Cayman Islands law, any Shareholder(s) holding <u>one</u> percent (1%) or more of the total number of the issued Shares of the Company for <u>six (6)</u> consecutive <u>months</u> or longer may request in writing any Independent Director of the Audit Committee to file a litigation against any Director or Directors on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China.</p> <p>If the Independent Director of the Audit Committee who has been requested by such Shareholder(s) in accordance with the previous paragraph fails or refuses to file such litigation within thirty (30) days after receiving the request by such Shareholder(s), subject to Cayman Islands law, such Shareholder(s) may file such litigation on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China.</p>	"Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No10717037 941) dated November 30, 2018."
123A		<p><u>Other than that the Board of Directors is unwilling or unable to convene a general meeting, an Independent Director of the Audit Committee may convene a general meeting for the interest of the Company when necessary</u></p>	"Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No10717037

章程 編號	現行條文-英文	修正條文-英文	修正理由
			941) dated November 30, 2018."
125A		<u>Notwithstanding the preceding Article (125), the Directors may distribute part or all of the dividends or bonus by way of cash with the approval of a majority of the votes of the Directors present at a Board meeting attended by at least two-thirds (2/3) of all Directors, and report the aforementioned distribution to the Shareholders at the next general meeting.</u>	
148	The Board shall keep at the office of its Shareholders' Service Agent in Taiwan copies of the Memorandum of Association and Articles of Association, the minutes of every general meeting, the financial statements, the Register of Members and the counterfoil of corporate bonds issued by the Company. Any Shareholder may request, by submitting evidentiary document(s) to show his/her interests involved and indicating the scope of interested matters, an access to inspect and to make copies of the foresaid Memorandum of Association and Articles of Association, the minutes of every general meeting, the financial statements, the Register of Members and the counterfoil of the corporate bonds issued by the Company.	The Board shall keep at the office of its Shareholders' Service Agent in Taiwan copies of the Memorandum of Association and Articles of Association, the minutes of every general meeting, the financial statements, the Register of Members and the counterfoil of corporate bonds issued by the Company. Any Shareholder may request, by submitting evidentiary document(s) to show his/her interests involved and indicating the scope of interested matters, an access to inspect and to make copies of the foresaid Memorandum of Association and Articles of Association, the minutes of every general meeting, the financial statements, the Register of Members and the counterfoil of the corporate bonds issued by the Company. <u>The Company shall cause its Shareholders' Service Agent to provide the aforesaid documents.</u>	"Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No10717037 941) dated November 30, 2018."
159		<u>CORPORATE SOCIAL RESPONSIBILITY</u> <u>For the purpose of performing corporate social responsibility, the Company shall follow the applicable laws, regulations and business ethics in operating its businesses and may conduct practices to facilitate public interests.</u>	"Pursuant to the requirement of amended Articles of Association Checklist announced by

章程 編號	現行條文-英文	修正條文-英文	修正理由
			the Taiwan Stock Exchange (Tai-Jeng-Shang II - No10717037 941) dated November 30, 2018."

Attachment 6. The comparison table of amendments to the Regulations Governing the Acquisition or Disposal of Assets

SUN MAX TECH LIMITED

The comparison table of partial amendments to the Regulations Governing the Acquisition or Disposal of Assets

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>Article 2 Scope of application The "assets" as used in these Regulations includes the following:</p> <ol style="list-style-type: none"> 1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities. 2. Real property (including land, houses and buildings, investment property) and equipment. 3. Memberships. 4. Patents, copyrights, trademarks, franchise rights, and other intangible assets. 5. <u>Right-of-use assets.</u> 6. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables). 7. Derivatives. 8. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law. 9. Other major assets. 	<p>Article 2 Scope of application The "assets" as used in these Regulations includes the following:</p> <ol style="list-style-type: none"> 1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities. 2. Real property (including land, houses and buildings, investment property and land rights) and equipment. 3. Memberships. 4. Patents, copyrights, trademarks, franchise rights, and other intangible assets. 5. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables). 6. Derivatives. 7. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law. 8. Other major assets. 	<p>Relevant text has been modified in accordance with Jin-Guan-Zheng-Fa-Zi No. 1070346971.</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>Article 3 Procedure of Evaluation and Operation</p> <p>1. The obtaining or disposal of security investments shall not be conducted until the evaluation report has been proposed by the execution unit, and for the transactions where the amount per deal reaches NT\$ 30,000,000, they shall be approved by the General Manager and Chairman first. For the transactions where the amount per deal reaches NT\$ 50,000,000, they shall not be conducted until they have been resolved by the Board of Directors.</p> <p>The aggregate total amount of investment in negotiable securities acquired by the Company and the Company's subsidiaries shall not exceed the Company's net worth and the amount of investment into individual negotiable securities shall not exceed 70% of the Company's net worth.</p> <p>2. Of the negotiable securities acquired by the Company and the Company's subsidiaries not for business use, the maximum limits are as enumerated below:</p> <p>(I) The total of negotiable securities acquired not for business use shall not exceed 40% of the Company's net worth.</p> <p>(II) The individual investment in negotiable securities shall not exceed 20% of the Company's net worth.</p>	<p>Article 3 Procedure of Evaluation and Operation</p> <p>1. The obtaining or disposal of security investments shall not be conducted until the evaluation report has been proposed by the execution unit, and for the transactions where the amount per deal reaches NT\$ 30,000,000, they shall be approved by the General Manager and Chairman first. For the transactions where the amount per deal reaches NT\$ 50,000,000, they shall not be conducted until they have been resolved by the Board of Directors.</p> <p>The total amount of the Company's security investment shall not exceed 40% of the Company's net worth, and the amount invested in individual securities shall not exceed 20% of the Company's net worth.</p> <p>2. When obtaining or disposing of properties and other fixed assets, the reasons shall be reported as a project and explained respectively by the application unit based on actual needs or by the original using unit. For those with transaction amount above NT\$ 5 million, they shall be approved by the General Manager and the Chairman. For those with transaction amount over NT\$ 10 million, they shall not be conducted until they have been resolved by the Board of Directors.</p>	<p>Relevant text has been modified in accordance with Jin-Guan-Zheng-Fa-Zi No. 1070346971.</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>3. When obtaining or disposing of properties, <u>right-of-use assets</u> and other fixed assets, the reasons shall be reported as a project and explained respectively by the application unit based on actual needs or by the original using unit. For those with transaction amount above NT\$ 5 million, they shall be approved by the General manager and the Chairman. For those with transaction amount over NT\$ 10 million, they shall not be conducted until they have been resolved by the Board of Directors.</p> <p>4. Of the real estate, right-of-use assets and other fixed assets acquired by the Company and the Company's subsidiaries not for business use, the maximum limits are as enumerated below:</p> <p>(I) The total of real estate, right-of-use assets and other fixed assets acquired not for business use shall not exceed 40% of the Company's net worth.</p> <p>(II) The amount of individual investment in real estate, right-of-use assets and other fixed assets shall not exceed 20% of the Company's net worth.</p> <p>5. The obtaining or disposing of membership certificates or intangible assets shall all be conducted in accordance with the Company's Cycling Procedures for Properties, Plants and Equipment of Internal Control System.</p>	<p>3. The obtaining or disposing of membership certificates or intangible assets shall all be conducted in accordance with the Company's Cycling Procedures for Properties, Plants and Equipment of Internal Control System.</p> <p>4. The obtaining or disposing of claims of financial institutions shall not be conducted until the evaluation report has been proposed by the execution unit, reported to the General Manager and Chairman and submitted to the Board of Directors for approval.</p> <p>5. The obtaining or disposing of derivative products shall be conducted in accordance with the Company's Regulations Governing Derivatives Transactions.</p> <p>6. When the Company conducts mergers, splits, acquisitions or share transfers, it shall commission lawyers, CPAs and underwriters to mutually resolve on the schedule table for legal procedures, and organize a project team to execute them in accordance with the legal procedures. Also, before convening a board meeting to resolve, the Company shall commission CPAs, lawyers or security underwriters to provide opinions on the reasonableness of the conversion ratio, purchase price or the cash or other assets distributed to shareholders, and then submit to the Board of Directors for approval.</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>6. The obtaining or disposing of claims of financial institutions shall not be conducted until the evaluation report has been proposed by the execution unit, reported to the General Manager and Chairman and submitted to the Board of Directors for approval.</p> <p>7. The obtaining or disposing of derivative products shall be conducted in accordance with the Company's Regulations Governing Derivatives Transactions.</p> <p>8. Decisions that involve merger, divestment, acquisition, or share exchange shall be consulted with lawyers, accountants and underwriters to determine the proper legal procedures and timeline. A special project team shall be assembled to execute the project according to legal procedures. Also, before convening a board meeting to resolve, the Company shall commission CPAs, lawyers or security underwriters to provide opinions on the reasonableness of the conversion ratio, purchase price or the cash or other assets distributed to shareholders, and then submit to the Board of Directors for approval.</p> <p>9. After the procedures for obtaining or disposing of assets have been passed by the Board of Directors, they shall be sent to each supervisor and submitted to the shareholders' meeting for</p>	<p>7. After the procedures for obtaining or disposing of assets have been passed by the Board of Directors, they shall be sent to each supervisor and submitted to the shareholders' meeting for approval. If there are any directors rendering disputes and the disputes are recorded or made into written statements, the Company shall send the data with disputes to each supervisor.</p> <p>If the Company has independent directors and has proposed the procedures for obtaining or disposing of assets to the Board of Directors for discussion in accordance with the previous regulation, the opinions of each independent director shall be fully considered. The consenting or opposing opinions provided by independent directors shall be stated clearly in the board meeting minutes.</p> <p>For those having established the Audit Committee in accordance with laws, significant transactions on assets or derivatives shall be approved by over one half of the members of the Audit Committee and submitted to the Board of Directors for resolution.</p> <p>If the significant transactions in the previous paragraph have not been approved by over one half of the members of the Audit Committee, they may be conducted after obtaining the approval of over two thirds of all directors. The resolution of the Audit Committee shall also be clearly listed in the board meeting minutes.</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>approval. If there are any directors rendering disputes and the disputes are recorded or made into written statements, the Company shall send the data with disputes to each supervisor.</p> <p>If the Company has independent directors and has proposed the procedures for obtaining or disposing of assets to the Board of Directors for discussion in accordance with the previous regulation, the opinions of each independent director shall be fully considered. The consenting or opposing opinions provided by independent directors shall be stated clearly in the board meeting minutes.</p> <p>For those having established the Audit Committee in accordance with laws, significant transactions on assets or derivatives shall be approved by over one half of the members of the Audit Committee and submitted to the Board of Directors for resolution.</p> <p>If the significant transactions in the previous paragraph have not been approved by over one half of the members of the Audit Committee, they may be conducted after obtaining the approval of over two thirds of all directors. The resolution of the Audit Committee shall also be clearly listed in the board meeting minutes.</p> <p>The so-called all members in the Audit Committee in Paragraph 3 and the so-called all directors in the previous paragraph are calculated with those in position.</p>	<p>The so-called all members in the Audit Committee in Paragraph 3 and the so-called all directors in the previous paragraph are calculated with those in position.</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>Article 4 Decision-making procedures for transaction conditions</p> <p>1. Reference for price setting:</p> <p>(1) When obtaining or disposing of security investments, except for the transactions conducted on the exchange market or the offices of security firms or open-end fund securities or the shares originally recognized (including recognized with establishment or with capital increase by cash), the Company shall ask the security analysts to provide opinions on the reasonableness of the transaction amount before the trading date and to illustrate the reference of the judgement and their qualification with details.</p> <p>1. The obtaining or disposing of securities that have been traded on the exchange market or the offices of security firms shall be decided based on the current market price.</p> <p>2. The so-called security analysts are those who conduct research in security with good performance, have appropriate certificates or have served as supervisors with the same business characteristics for over five years. The analysts shall not be the related parties or have substantive relationship with the counterparty of the transaction as defined in</p>	<p>Article 4 Decision-making procedures for transaction conditions</p> <p>1. Reference for price setting:</p> <p>(1) When obtaining or disposing of security investments, except for the transactions conducted on the exchange market or the offices of security firms or open-end fund securities or the shares originally recognized (including recognized with establishment or with capital increase by cash), the Company shall ask the security analysts to provide opinions on the reasonableness of the transaction amount before the trading date and to illustrate the reference of the judgement and their qualification with details.</p> <p>1. The obtaining or disposing of securities that have been traded on the exchange market or the offices of security firms shall be decided based on the current market price.</p> <p>2. The so-called security analysts are those who conduct research in security with good performance, have appropriate certificates or have served as supervisors with the same business characteristics for over five years. The analysts shall not be the related parties or have substantive relationship with the counterparty of the transaction as defined in Statement of Auditing Standards No. 6.</p>	<p>Relevant text has been modified in accordance with Jin-Guan-Zheng-Fa-Zi No. 1070346971.</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>Statement of Auditing Standards No. 6.</p> <p>3. If the transaction amount of the obtaining or disposing of securities reaches 20% of the Company's paid-in capital or over NT\$ 300,000,000, the Company shall ask a CPA to provide an opinion regarding the reasonableness of the transaction price. If the CPA needs to refer to the reports provided by experts, he or she shall do it in accordance with the provisions of Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation (ARDF). But if the securities have open quotes from active markets or are regulated otherwise by the Financial Supervisory Commission, they are not limited here.</p> <p>(2) In the acquisition or disposal of properties, equipment or <u>right-of-use assets</u>, except in the cases of transactions with <u>domestic</u> government institutions, (self-owned or leased) land for commissioned construction, or acquisition or <u>disposal</u> of equipment or <u>right-of-use assets</u> for business use, if the transaction amount reaches 20% of the Company's paid-in capital or exceeds NT\$ 300 million, the Company shall obtain an appraisal report issued by professional appraisers before the date of such</p>	<p>3. If the transaction amount of the obtaining or disposing of securities reaches 20% of the Company's paid-in capital or over NT\$ 300,000,000, the Company shall ask a CPA to provide an opinion regarding the reasonableness of the transaction price. If the CPA needs to refer to the reports provided by experts, he or she shall do it in accordance with the provisions of Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation (ARDF). But if the securities have open quotes from active markets or are regulated otherwise by the Financial Supervisory Commission, they are not limited here.</p> <p>(2) In the acquisition or disposal of properties or equipment, except in the cases of transactions with government institutions, (self-owned or leased) land for commissioned construction, or acquisition or disposal of equipment for business use, if the transaction amount reaches 20% of the Company's paid-in capital or exceeds NT\$ 300 million, the Company shall obtain an appraisal report issued by professional appraisers before the date of such transaction, and carry out such transaction in accordance with the following provisions:</p> <p>1. If the discrepancy between the appraisal</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>transaction, and carry out such transaction in accordance with the following provisions:</p> <ol style="list-style-type: none"> 1. If the discrepancy between the appraisal results of professional appraisers and the transaction amount is more than 20%, a CPA shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price. 2. If the transaction amount exceeds NT\$1 billion, appraisals from two or more professional appraisers shall be obtained. If the discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount, a CPA shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation (ARDF) and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price. 3. The time period between the date of the appraisal report issued by a <u>professional</u> 	<p>results of professional appraisers and the transaction amount is more than 20%, a CPA shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price.</p> <ol style="list-style-type: none"> 2. If the transaction amount exceeds NT\$1 billion, appraisals from two or more professional appraisers shall be obtained. If the discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount, a CPA shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation (ARDF) and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price. 3. Before the date on which the contract is signed, the time period between the date of the report issued by an appraiser and the contract execution date shall not exceed 3 months. However, if the publicly announced current value for the same period is applied and no more than 6 months have elapsed, an 	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p><u>appraiser</u> and the contract execution date shall not exceed 3 months. However, if the publicly announced current value for the same period is applied and no more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p> <p>4. If, due to justifiable reasons, the appraisal report or the CPA’s opinion report in the above Paragraph 1 and 2 cannot be obtained in a timely manner, they shall be obtained within two weeks after the date of occurrence, and the original transaction amount and appraisal result shall be corrected and published. If there are matters in the above Paragraph 1 and 2, they shall also be reported after the reasons of discrepancy and the CPA’s opinions are published.</p> <p>5. If the valuation institutions provide the “Appraisal Report on Market Value” and “Appraisal Report” to replace the valuation report, the content shall satisfy the requirements of the items that shall be listed in the above valuation report.</p> <p>6. If, due to special circumstances, it is necessary to give a limited price, specified price, or special price as a reference basis</p>	<p>opinion may still be issued by the original professional appraiser.</p> <p>4. If, due to justifiable reasons, the appraisal report or the CPA’s opinion report in the above Paragraph 1 and 2 cannot be obtained in a timely manner, they shall be obtained within two weeks after the date of occurrence, and the original transaction amount and appraisal result shall be corrected and published. If there are matters in the above Paragraph 1 and 2, they shall also be reported after the reasons of discrepancy and the CPA’s opinions are published.</p> <p>5. If the valuation institutions provide the “Appraisal Report on Market Value” and “Appraisal Report” to replace the valuation report, the content shall satisfy the requirements of the items that shall be listed in the above valuation report.</p> <p>6. If the transaction price is determined by referring to an attributive price, a specific price, or a special price for a good cause, the transaction should be presented to the board of directors for resolutions. The changes in trading conditions should be processed the same.</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors, and the <u>same</u> procedure shall be followed for any <u>future changes to the conditions</u> of the transaction. The so-called professional appraiser refers to a property appraiser or other person duly authorized by law to engage in the value appraisal of property or equipment <u>who shall satisfy the following requirements:</u></p> <ol style="list-style-type: none"> 1. <u>May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.</u> 2. <u>May not be a related party or de facto related party of any party to the transaction.</u> 3. <u>If the company is required to obtain</u> 	<p>The so-called professional appraiser refers to a property appraiser or other person duly authorized by law to engage in the value appraisal of property or equipment, and the professional appraiser is not a related party or has a substantive relationship with the counterparty of the transaction as defined in Statement of Auditing Standards No. 6.</p> <p>(3) If the transaction amount in acquiring or disposing of membership certificates or intangible assets reaches 20% of the Company's paid-in capital or more than NT\$300 million, except in the cases of transactions with government institutions, prior to the date of occurrence of the event the Company shall ask a CPA to provide an opinion regarding the reasonableness of the transaction price in accordance with the provisions of Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation (ARDF). If the transaction amount is 10% of paid-in capital or under NT\$ 10,000,000, the Company shall submit it to the Chairman for approval and report to the latest board meeting afterwards. If the amount is over NT\$ 10,000,000, the Company shall first propose to the Board of Directors for approval.</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p><u>appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.</u></p> <p><u>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:</u></p> <ol style="list-style-type: none"> 1. <u>Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</u> 2. <u>When examining a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</u> 3. <u>They shall undertake an item-by-item evaluation of the comprehensiveness, accuracy, and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.</u> 4. <u>They shall issue a statement attesting to the professional competence and</u> 	<p>2. Authorization level:</p> <ol style="list-style-type: none"> (1) The obtaining or disposing of long- and short-term equity investments shall be submitted to the Chairman for approval regardless of the amount. For those exceeding NT\$ 50 million, they shall be additionally passed by the Board of Directors before they are conducted. (2) For the obtaining or disposing of properties with individual amount exceeding (and including) NT\$ 5 million, it shall be permitted by the General Manager and Chairman. For those exceeding NT\$ 10 million, they shall be additionally passed by the Board of Directors before they are conducted. For the obtaining or disposing of assets with book value or appraised value exceeding (and including) NT\$ 5 million, it shall be permitted by the General Manager and Chairman. For those exceeding NT\$ 10 million, they shall be additionally passed by the Board of Directors before they are conducted. (3) When obtaining or disposing of membership certificates or intangible assets, an evaluation report shall be made and submitted to the General Manager. The obtaining or disposal shall not be conducted after it has been approved by the Chairman. 	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p><u>independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and accurate, and that they have complied with applicable laws and regulations.</u></p> <p>(3) Where a company acquires or disposes of intangible assets <u>or right-of-use assets</u> thereof or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a <u>domestic</u> government agency, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; the CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF. If the transaction amount is 10% of paid-in capital or under NT\$10,000,000, the Company shall submit it to the Chairman for approval and report at the latest board meeting afterwards. If the transaction amount reaches more than NT\$10,000,000, the Company shall first propose to the Board of Directors for approval.</p> <p>2. Authorization level:</p> <p>(1) The obtaining or disposing of long- and</p>	<p>(4) When obtaining or disposing of the claims of financial institutions, an evaluation report shall be made and submitted to the General Manager and Chairman. The obtaining or disposal shall not be conducted after it has been approved by the Chairman.</p> <p>(5) When obtaining or disposing of the derivative product, Delivery Forward Contract (DF), if the accumulated position has transaction amount less than US\$ 1 million, it shall be permitted by the Chairman. For those with transaction amount over US\$ 1 million, they shall not be conducted until they have been passed by the Board of Directors. When obtaining or disposing of derivative products, except for Delivery Forward Contract (DF), it shall be submitted to the Chairman for approval regardless of the transaction amount and then reported to the Board of Directors afterwards.</p> <p>(6) For the asset item obtained or disposed of in the previous paragraph that belongs to the special resolution of important matters regulated by Article 185 of the Company Act, it shall be passed by the board's resolution, and shall not be conducted after it has been submitted to the shareholders' meeting for approval.</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>short-term equity investments shall be submitted to the Chairman for approval regardless of the amount. For those exceeding NT\$ 50 million, they shall be additionally passed by the Board of Directors before they are conducted.</p> <p>(2) For the obtaining or disposing of properties with individual amount exceeding (and including) NT\$ 5 million, it shall be permitted by the General Manager and Chairman. For those exceeding NT\$ 10 million, they shall be additionally passed by the Board of Directors before they are conducted.</p> <p>For the obtaining or disposing of assets with book value or appraised value exceeding (and including) NT\$ 5 million, it shall be permitted by the General Manager and Chairman. For those exceeding NT\$ 10 million, they shall be additionally passed by the Board of Directors before they are conducted.</p> <p>(3) When obtaining or disposing of membership certificates or intangible assets, an evaluation report shall be made and submitted to the General Manager. The obtaining or disposal shall not be conducted after it has been approved by the Chairman.</p>		

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>(4) When obtaining or disposing of the claims of financial institutions, an evaluation report shall be made and <u>sent</u> to the General Manager and Chairman. The obtaining or disposal shall not be conducted after it has been approved by the Chairman.</p> <p>(5) When obtaining or disposing of the derivative product, Delivery Forward Contract (DF), if the accumulated position has transaction amount less than US\$ 1 million, it shall be permitted by the Chairman. For those with transaction amount over US\$ 1 million, they shall not be conducted until they have been passed by the Board of Directors. When obtaining or disposing of derivative products, except for Delivery Forward Contract (DF), it shall be submitted to the Chairman for approval regardless of the transaction amount and then reported to the Board of Directors afterwards.</p> <p>(6) For the asset item obtained or disposed of in the previous paragraph that belongs to the special resolution of important matters regulated by Article 185 of the Company Act, it shall be passed by the board's resolution, and shall not be conducted after it has been submitted to the shareholders'</p>		

Clauses after the amendment	Existing clauses	Explanation to the amendments
meeting for approval.		
<p>Article 5 Execution unit</p> <p>The execution unit of the Company’s investment in securities, claims of financial institutions, and derivative products, etc., is the financial unit; the execution unit of the Company’s investment in properties or <u>right-of-use assets</u> and equipment, and intangibles such as membership certificates and patents is the department using them and relevant responsible unit.</p>	<p>Article 5 Execution unit</p> <p>The execution unit of the Company’s investment in securities, claims of financial institutions, and derivative products, etc., is the financial unit; the execution unit of the Company’s investment in properties and equipment, and intangibles such as membership certificates and patents is the department using them and relevant responsible unit.</p>	<p>Relevant text has been modified in accordance with Jin-Guan-Zheng-Fa-Zi No. 1070346971.</p>
<p>Article 6 Procedures for publishing and reporting</p> <p>1. Items and reporting standards that shall be published:</p> <p>(1) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$ 300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p>	<p>Article 6 Procedures for publishing and reporting</p> <p>1. Items and reporting standards that shall be published:</p> <p>(1) Acquisition or disposal of real property thereof from or to a related party, or acquisition or disposal of assets other than real property thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$ 300 million or more; provided, this shall not apply to trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(2) Merger, demerger, acquisition, or transfer of</p>	<p>Relevant text has been modified in accordance with Jin-Guan-Zheng-Fa-Zi No. 1070346971.</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>(2) Merger, demerger, acquisition, or transfer of shares.</p> <p>(3) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company.</p> <p>(4) Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:</p> <ol style="list-style-type: none"> 1. For a public company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$ 500 million or more. 2. B.For a public company whose paid-in capital is NT\$ 10 billion or more, the transaction amount reaches NT\$1 billion or more. <p>(5) Acquisition or disposal by a public company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$ 500 million; among such cases, if the public company has paid-in capital of NT\$ 10 billion or more,</p>	<p>shares.</p> <p>(3) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company.</p> <p>(4) Where equipment thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:</p> <ol style="list-style-type: none"> 1. For a public company whose paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$ 500 million or more. 2. For a public company whose paid-in capital is NT\$ 10 billion or more, the transaction amount reaches NT\$1 billion or more. <p>(5) Acquisition or disposal by a public company in the construction business of real property thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$ 500 million;</p> <p>(6) Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>and it is disposing of real property from a completed construction project that it constructed itself, and furthermore the transaction counterparty is not a related party, then the threshold shall be a transaction amount reaching NT\$ 1 billion or more.</p> <p>(6) Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT\$ 500 million.</p> <p>(7) Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$ 300 million; provided, this shall not apply to the following circumstances:</p> <ol style="list-style-type: none"> 1. Trading of domestic government bonds. 2. Where done by professional investors— 	<p>housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the amount the company expects to invest in the transaction reaches NT\$ 500 million.</p> <p>(7) Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$ 300 million; provided, this shall not apply to the following circumstances:</p> <ol style="list-style-type: none"> 1. Trading of government bonds. 2. With investment as profession, the security trading conducted domestically and overseas securities exchanges or the offices of security firms, or the ordinary corporate bonds and general financial bonds not involved in equity purchased from the domestic primary market, or the securities purchased by security firms due to underwriting business needs and serving as the recommending security firm for an emerging stock company in accordance with the regulations of Taipei Exchange (TPEX). 3. Trading of bonds under repurchase and 	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>securities trading on securities exchanges or OTC markets, or subscription of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.</p> <p>3. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(8) The transaction amount mentioned in the previous Term 7 shall be calculated the following way, and the so-called “within one year” is counted retrospectively back to the previous one year based on the date of occurrence of this event. The amount that has been published in accordance with regulations may not be counted in.</p> <p>1. The amount of any individual transaction.</p>	<p>resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(8) The transaction amount mentioned in the previous Term 7 shall be calculated the following way, and the so-called “within one year” is counted retrospectively back to the previous one year based on the date of occurrence of this event. The amount that has been published in accordance with regulations may not be counted in.</p> <p>1. The amount of any individual transaction.</p> <p>2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.</p> <p>3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property thereof within the same development project within the preceding year.</p> <p>4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.</p> <p>3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.</p> <p>4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.</p> <p>1. Procedures for publishing and reporting:</p> <p>(1) The Company shall report the relevant information to the website designated by the competent authority.</p> <p>(2) The company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.</p>	<p>year.</p> <p>2. Time limit for publishing and reporting:</p> <p>(1) For those obtaining or disposing of the assets mentioned in the Procedures, they shall not only publish on the MOPS within two days after the date of occurrence and provide the contracts, valuation or analysis reports and other relevant data to report to the Securities and Futures Bureau, but shall also copy and send the published data to relevant units such as the Taiwan Stock Exchange, Taipei Exchange (TPEX), Securities Dealers Association and Securities & Futures Institute (the valuation or analysis reports shall be provided for the public to read).</p> <p>(2) The so-called “Date of occurrence” in the previous paragraph refers to the signing date of contract, date of payment, date of consignment trade, date of transfer, date of board resolutions, or other dates that can confirm the counterpart and monetary amount of the transaction (whichever date is earlier); however, for overseas investment, the date of occurrence is the date above or the date of receiving the approval letter of the competent authority, whichever date is earlier.</p> <p>(3) When there are justifiable reasons for not being able to obtain the valuation report in a timely</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>(3) When a company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.</p> <p>(4) The company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the company, where they shall be retained for 5 years except where another act provides otherwise.</p> <p>(5) Where any of the following circumstances occurs with respect to a transaction that a company has already publicly announced and reported in accordance with the preceding article, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days counting inclusively from the date of occurrence of the event:</p> <ol style="list-style-type: none"> 1. Change, termination, or rescission of a contract signed in regard to the original transaction. 2. The merger, demerger, acquisition, or transfer 	<p>manner, or when the auditor provides an opinion report on the reasons of valuation discrepancy and the appropriateness of transaction price in accordance with Article 13 of SAS No. 2, the report shall be obtained within two weeks after the date of occurrence, and the original transaction amount and valuation result shall be corrected and published.</p> <p>3. Procedures for publishing and reporting:</p> <ol style="list-style-type: none"> (1) The Company shall report the relevant information to the website designated by the competent authority. (2) The Company shall, on a monthly basis, enter the status of engagement in derivative product trading of the Company and its non-domestic, publicly listed subsidiaries as of the end of the previous month in the regulated format into the information reporting website designated by the competent authority before the tenth of each month. (3) If there are mistakes or emissions in the items that shall be published in accordance with regulations when published, all of the items shall be published and reported again within two days once known. (4) The Company should have the contract, minutes of meeting, book, appraisal reports, the opinions of CPAs, attorneys, or underwriters related to 	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>of shares is not completed by the scheduled date set forth in the contract.</p> <p>3. Change to the originally publicly announced and reported information.</p> <p>(6) The subsidiaries of the Company shall conduct the publishing and reporting in accordance with the following regulations:</p> <ol style="list-style-type: none"> 1. Subsidiaries are also applicable to the Procedures. 2. When a subsidiary obtains or disposes of an asset, it shall also handle it in accordance with the regulations of the Company. 3. For subsidiaries not belonging to domestically public listed companies, if the acquisition or disposal of assets reaches the publishing and reporting standard defined in Article 33 of the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies,” the parent company shall conduct the publishing and reporting on behalf of the subsidiaries. 4. Among the publishing and reporting standard for the subsidiaries, the so-called “reaching 20% of the Company’s paid-in capital” is based on the Company’s paid-in capital. 	<p>the acquisition or disposal of assets ready at the Company’s premise for at least 5 years unless otherwise provided by law.</p> <p>(5) After the Company has published and reported the transaction in accordance with the previous provision, if any of the following conditions occur, the Company shall publish and report relevant information on the website designated by the competent authority within two days after the date of occurrence:</p> <ol style="list-style-type: none"> 1. The originally signed trade contract is modified, terminated, or revoked. 2. The merger, split, acquisition or share transfer have not been completed according to the schedule of the contract. 3. Change to the originally publicly announced and reported information. <p>(6) The subsidiaries of the Company shall conduct the publishing and reporting in accordance with the following regulations:</p> <ol style="list-style-type: none"> 1. Subsidiaries are also applicable to the Procedures. 2. When a subsidiary obtains or disposes of an asset, it shall also handle it in accordance with the regulations of the Company. 3. For subsidiaries not belonging to domestic public listed companies, if the acquisition or disposal of assets reaches the publishing and 	

Clauses after the amendment	Existing clauses	Explanation to the amendments
	<p>reporting standard defined in Article 33 of the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies,” the parent company shall conduct the publishing and reporting on behalf of the subsidiaries.</p> <p>4. Among the publishing and reporting standard for the subsidiaries, the so-called “reaching 20% of the Company’s paid-in capital” is based on the Company’s paid-in capital.</p>	
<p>Article 7 Transaction between related parties When the Company acquires or disposes of properties <u>or right-of-use assets</u> from the related party or acquires, or disposes of other assets except for properties <u>or right-of-use assets</u> from the related party and the transaction amount reaches 20% of the Company’s paid-in capital, 10% of total assets or more than NT\$ 300 million, except in the cases of <u>government bonds</u>, bonds with repurchase or reverse sell agreements, or money market funds issued by domestic securities investment trust enterprises, the Company shall submit the following data to the Audit Committee for agreement, and shall not sign the transaction contract and pay until it has been passed by the Board of Directors.</p> <ol style="list-style-type: none"> 1. The purpose, necessity and expected benefits of acquiring or disposing of assets. 2. Reasons for choosing the related party as the 	<p>Article 7 Transaction between related parties When a company intends to acquire or dispose of real property thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the board of directors and recognized by the supervisors:</p> <ol style="list-style-type: none"> 1. The purpose, necessity and expected benefits of acquiring or disposing of assets. 	<p>Relevant text has been modified in accordance with Jin-Guan-Zheng-Fa-Zi No. 1070346971.</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>transaction counterparty.</p> <p>3. Related data of evaluating the reasonableness of the expected transaction conditions in accordance with <u>Article 16</u> and <u>Article 17</u> of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies when acquiring properties or <u>right-of-use assets</u> from related parties.</p> <p>4. The matters of the related party's original acquisition date and price, counterparty, and the relationship with the Company and the related party</p> <p>5. The monthly cash income and expense forecast within the year from the month of the contract signed; also, assess the necessity of the trade and the reasonableness of the use of funds.</p> <p>6. When the Company acquires or disposes of assets from the related party, for the transactions with amount exceeding 10% of the Company's total assets, the Company shall also obtain an appraisal report issued by professional appraisers or the opinions of CPAs.</p> <p>7. Restrictive conditions and other important stipulations of the transaction</p> <p>The calculation of the transaction amount in the previous provision is conducted in accordance with Provision 1 of Article 6, and the so-called</p>	<p>2. Reasons for choosing the related party as the transaction counterparty.</p> <p>3. Related data of evaluating the reasonableness of the expected transaction conditions in accordance with Article 15 and Article 16 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies when acquiring properties from related parties.</p> <p>4. The matters of the related party's original acquisition date and price, counterparty, and the relationship with the Company and the related party</p> <p>5. The monthly cash income and expense forecast within the year from the month of the contract signed; also, assess the necessity of the trade and the reasonableness of the use of funds.</p> <p>6. When the Company acquires or disposes of assets from the related party, for the transactions with amount exceeding 10% of the Company's total assets, the Company shall also obtain an appraisal report issued by professional appraisers or the opinions of CPAs.</p> <p>7. Restrictive covenants and other important stipulations associated with the transaction.</p> <p>The calculation of the transaction amount in the previous provision is conducted in accordance with Provision 1 of Article 6, and the so-called "within one year" is counted retrospectively back to</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>“within one year” is counted retrospectively back to the previous one year based on the date of occurrence of this event. The amount that has been submitted to the Board of Directors for approval and has been passed by the supervisors in accordance with the Procedures may not be counted in.</p> <p>When the Company and its parent company, subsidiaries or <u>the subsidiaries held by the Company directly or indirectly with 100% of issued shares or total capital amount conduct the following transactions with each other</u>, the Board of Directors may authorize the Chairman to decide first within a given quota, and then report to the most recent board meeting for recognition:</p> <ol style="list-style-type: none"> 1. <u>Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</u> 2. Acquisition or disposal of real property or right-of-use assets thereof held for business use. <p>If the Company has independent directors and has proposed to the Board of Directors for discussion in accordance with the previous regulation, the opinions of each independent director shall be fully considered. The consenting or opposing opinions provided by independent directors shall be stated clearly in the board meeting minutes.</p>	<p>the previous one year based on the date of occurrence of this event. The amount that has been submitted to the Board of Directors for approval and has been passed by the supervisors in accordance with the Procedures may not be counted in.</p> <p>When the Company or its subsidiaries obtain or dispose of the equipment for business use with each other, the Board of Directors may authorize the Chairman to decide first within a given quota, and then report to the most recent board meeting for recognition-</p> <p>If the Company has independent directors and has proposed to the Board of Directors for discussion in accordance with the previous regulation, the opinions of each independent director shall be fully considered. The consenting or opposing opinions provided by independent directors shall be stated clearly in the board meeting minutes.</p> <p>If the results evaluated in accordance with Article 15 and Article 16 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies are all lower than the transaction price when acquiring properties from related parties, the Company shall conduct the following matters:</p> <ol style="list-style-type: none"> 1. A special reserve shall be set aside in accordance with Article 41, paragraph 1 of the Securities and Exchange Act against the difference between the real property transaction 	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>If the results evaluated in accordance with <u>Article 16</u> and <u>Article 17</u> of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies are all lower than the transaction price when acquiring properties from related parties, the Company shall conduct the following matters:</p> <ol style="list-style-type: none"> 1. A special reserve shall be set aside in accordance with Article 41, paragraph 1 of the Securities and Exchange Act against the difference between the real property <u>or right-of-use assets</u> transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where a public company uses the equity method to account for its investment in another company, then the special reserve called for under Article 41, paragraph 1 of the Securities and Exchange Act shall be set aside pro rata in a proportion consistent with the share of public company's equity stake in the other company. 2. Supervisors shall comply with Article 218 of the Company Act. <u>Where an audit committee has been established in accordance with the provisions of the Act, the preceding part of this subparagraph shall apply mutatis mutandis to the independent director members of the audit committee.</u> 	<p>price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where a public company uses the equity method to account for its investment in another company, then the special reserve called for under Article 41, paragraph 1 of the Securities and Exchange Act shall be set aside pro rata in a proportion consistent with the share of public company's equity stake in the other company.</p> <ol style="list-style-type: none"> 2. Supervisors shall comply with Article 218 of the Company Act. 3. Actions taken pursuant to the paragraph 1 and paragraph 2 shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus. <p>The company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased <u>at high price</u>, or they have been disposed of, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>3. Actions taken pursuant to the <u>preceding</u> two subparagraphs shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.</p> <p>The company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it <u>purchased or leased</u> at a premium, or they have been disposed of, <u>or the leasing contract has been terminated</u>, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.</p> <p>When the company obtains real property <u>or right-of-use assets</u> thereof from a related party, it shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arms length transaction.</p>	<p>When the company obtains real property thereof from a related party, it shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arms length transaction.</p>	
<p>Article 9 Implementation and amendment</p> <ol style="list-style-type: none"> 1. The unfinished part of the Procedures shall be handled in accordance with relevant laws and regulations and the Company's relevant provisions. 2. The formulation of the Procedures have been resolved and passed by the Board of Directors. 	<p>Article 9 Implementation and amendment</p> <ol style="list-style-type: none"> 1. The unfinished part of the Procedures shall be handled in accordance with relevant laws and regulations and the Company's relevant provisions. 2. The formulation of the Procedures have been resolved and passed by the Board of Directors. 	<p>Date of adding and amendment</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>The Procedures will be implemented after they have been reported to the shareholders' meeting for approval, and will also be reported to the Securities and Futures Bureau. The same applies when there are amendments.</p> <p>3. The Procedures were formulated on June 5, 2015.</p> <p>4. The first amendment was made on June 28, 2017.</p> <p>5. <u>The second amendment was made on June 12, 2019.</u></p>	<p>The Procedures will be implemented after they have been reported to the shareholders' meeting for approval, and will also be reported to the Securities and Futures Bureau. The same applies when there are amendments.</p> <p>3. The Procedures were formulated on June 5, 2015.</p> <p>4. The first amendment was made on June 28, 2017.</p>	

Attachment 7. Corresponding Table of the Amended Articles of Procedures for Financial Derivatives Transactions

SUN MAX TECH LIMITED

Corresponding Table of Part of the Amended Articles of Procedures for Financial Derivatives Transactions

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>Article 2 Transaction Rules and Guidelines I. Types of Transaction Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, <u>whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives.</u> The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) <u>contracts</u>. Matters concerning margin trading of bonds shall proceed according to relevant rules of the procedures stated here.</p>	<p>Article 2 Transaction Rules and Guidelines I. Types of Transaction Forward contracts, options contracts, futures contracts, leveraged guarantee contracts and swaps, <u>and compound contracts combining the above products, whose value is derived from assets, interest rates, foreign exchange rates, indexes or other interests.</u> The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) <u>contracts</u>. Matters concerning margin trading of bonds shall proceed according to relevant rules of the procedures stated here.</p>	<p>Modified the language pursuant to Jin-Guan-Zheng-Fa-Zhi No. 1070346971</p>
<p>Article 7 Internal Control System III. Methods of Periodic Evaluation 1. The finance department shall conduct periodic</p>	<p>Article 7 Internal Control System III. Methods of Periodic Evaluation 1. The finance department shall conduct periodic or</p>	<p>Modified the language pursuant to Jin-Guan-Zheng-Fa-Zhi No. 1070346971</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>or non-periodic evaluation of the positions held by the derivative. The market valuation report shall be submitted to the general manager. Any abnormal incident (exceeding the maximum loss) shall be immediately reported to the Board of Directors, and necessary proposals shall be taken.</p> <p>2. The Board of Directors shall supervise and manage based on the following rules:</p> <p>2.1 Appoint the general manager to watch the supervision and control of the transaction risk of derivatives.</p> <p>2.2 Periodically evaluate whether the performance of trading derivatives meets the defined operational strategy, and whether the risk borne is within the tolerance permitted by the company.</p>	<p>non-periodic evaluation of the positions held by the derivative. The market valuation report shall be submitted to the general manager. Any abnormal incident (exceeding the maximum loss) shall be immediately reported to the Board of Directors, and necessary proposals shall be taken.</p> <p>2. The Board of Directors shall supervise and manage based on the following rules:</p> <p>2.1 Appoint the general manager to watch the supervision and control of the transaction risk of derivatives.</p> <p>2.2 Periodically evaluate whether the performance of trading derivatives meets the defined operational strategy, and whether the risk borne is within the tolerance permitted by the company.</p>	
<p>Article 8 Internal Audit System</p> <p>1. Auditors shall periodically examine the appropriateness of the internal control of derivative transaction, and inspect the compliance with these Procedures by the trading department, analyze trading cycles, and produce the audit report.</p> <p>2. If the Company is a public company, it shall file the foregoing audit report, and the implementation report of the annual internal audit plan with the</p>	<p>Article 8 Internal Audit System</p> <p>1. Auditors shall periodically examine the appropriateness of the internal control of derivative transaction, and inspect the compliance with these Procedures by the trading department, analyze trading cycles, and produce the audit report.</p> <p>2. If the Company is a public company, it shall file the foregoing audit report, and the implementation report of the annual internal audit plan with the</p>	<p>Modified the language pursuant to Jin-Guan-Zheng-Fa-Zhi No. 1070346971</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>Securities and Futures Bureau by the end of February of the next year, and submit the improvement report of abnormal events by the end of May of the next year.</p> <p><u>3. If the audit committee has been established, the audit report shall be delivered to each audit committee member according to Paragraph 1 of the foregoing section.</u></p>	<p>Securities and Futures Bureau by the end of February of the next year, and submit the improvement report of abnormal events by the end of May of the next year.</p>	
<p>Article 10 Enforcement and Amendment</p> <p>1. These Procedures and any amendment thereof shall be resolved by the Board of Directors, ratified by the Shareholders' Meeting, and submitted to the Securities and Futures Bureau.</p> <p>2. The Procedures were formulated on June 5, 2015.</p> <p>3. The first amendment was made on June 12, 2019.</p>	<p>Article 10 Enforcement and Amendment</p> <p>1. These Procedures and any amendment thereof shall be resolved by the Board of Directors, ratified by the Shareholders' Meeting, and submitted to the Securities and Futures Bureau.</p> <p>2. The Procedures were formulated on June 5, 2015.</p>	<p>Date of adding and amendment</p>

Attachment 8. Corresponding Table for Amendment to Procedures of Lending of Funds

SUN MAX TECH LIMITED

Corresponding Table for Amendment to Part of Procedures of Lending of Funds

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>Article 5 Amount Limit and Term of Lending of Funds by the Company</p> <p>I. Amount Limit of Lending of Funds</p> <p>1. The total amount loaned by the Company shall not exceed twenty percent of the net worth in the Company's latest financial statements.</p> <p>2. If the loan is made to a company or firm based on a business relationship, the total loaned amount shall not exceed ten percent of the net worth in the Company's latest financial statements; each individual loan shall not exceed the total transaction amount between the parties in the most recent year. The transaction amount shall mean the purchasing amount, or the sales amount, whichever is higher.</p> <p>3. If the loans are made to a company; firm, <u>or without collateral, within the same industry, and under the same affiliate</u>, where short-term financing is necessary, the total loaned amount shall not exceed ten percent of the net worth in the Company's latest financial statements; each individual loan shall not exceed five percent of the net worth in the Company's latest financial</p>	<p>Article 5 Amount Limit and Term of Lending of Funds by the Company</p> <p>I. Amount Limit of Lending of Funds</p> <p>1. The total amount loaned by the Company shall not exceed twenty percent of the net worth in the Company's latest financial statements.</p> <p>2. If the loan is made to a company or firm based on a business relationship, the total loaned amount shall not exceed ten percent of the net worth in the Company's latest financial statements; each individual loan shall not exceed the total transaction amount between the parties in the most recent year. The transaction amount shall mean the purchasing amount, or the sales amount, whichever is higher.</p> <p>3. If the loan is made to a company or firm, where short-term financing is necessary, the total loaned amount shall not exceed ten percent of the net worth in the Company's latest financial statements; each individual loan shall not exceed five percent of the net worth in the Company's latest financial statements. Such "net worth" is determined according to the latest financial</p>	<p>Modified the language pursuant to the regulations of Jin-Guan-Zheng-Shen-Zhi No. 1080304826 by the Financial Supervisory Commission dated March 7, 2019.</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>statements. Such “net worth” is determined according to the latest financial statement audited or reviewed by a certified public accountant.</p> <p>4. The lending of funds between the Company and any subsidiary of which the Company directly or indirectly holds one hundred percent of the voting shares is not restricted by the limits stated in Article 5.I.1-3; however, the total loaned amount, and the loan per borrower shall not exceed forty percent of the net worth in the Company’s latest financial statements.</p> <p>5. The lending of funds between the Company and any foreign subsidiary of which the Company directly or indirectly holds one hundred percent of the voting shares, <u>or made by a foreign company, of which the public company directly or indirectly holds one hundred percent of the voting shares, to that public company</u> is not restricted by the limits stated in Article 8.II.1-4; however, the total loaned amount, and the loan per borrower shall not exceed the net worth in the Company’s latest financial statements.</p> <p>II. Term of Lending of Funds If the borrower has a business relationship with the Company, or the need of short-term financing, the term of loan shall not exceed one year or one operating cycle (whichever is longer).</p>	<p>statement audited or reviewed by a certified public accountant.</p> <p>4. The lending of funds between the Company and any subsidiary of which the Company directly or indirectly holds one hundred percent of the voting shares is not restricted by the limits stated in Article 5.I.1-3; however, the total loaned amount, and the loan per borrower shall not exceed forty percent of the net worth in the Company’s latest financial statements.</p> <p>5. The lending of funds between the Company and any foreign subsidiary of which the Company directly or indirectly holds one hundred percent of the voting shares is not restricted by the limits stated in Article 8.II.1-4; however, the total loaned amount, and the loan per borrower shall not exceed the net worth in the Company’s latest financial statements.</p> <p>II. Term of Lending of Funds If the borrower has a business relationship with the Company, or the need of short-term financing, the term of loan shall not exceed one year or one operating cycle (whichever is longer).</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>Article 6 Operating Procedure</p> <p>I. Enforcement Unit</p> <p>When the Company processes the lending of funds, the borrower shall specify the purpose of the loan, term, and amount, and apply with the Company's finance department. The finance department shall prepare a proposal for the Chairman's approval, and shall proceed with the plan only upon the approval of the Board of Directors.</p> <p>II. Lending Process</p> <p>1. Application process</p> <p>1.1 When the Company processes the lending funds, the borrower must fill out the application form with the company stamp, and submit it with all necessary company data and financial information to the Company's finance department.</p> <p>1.2 If the lending of funds is based on a business relationship, the case officer of the Company's finance department shall evaluate whether the loan amount and the transaction amount are comparable. If it is based on the need of short-term financing, the case officer shall specify the reasons and condition for permitting the lending of loan, conduct the credit check, and evaluate the influence on the Company's</p>	<p>Article 6 Operating Procedure</p> <p>I. Enforcement Unit</p> <p>When the Company processes the lending of funds, the borrower shall specify the purpose of the loan, term, and amount, and apply with the Company's finance department. The finance department shall prepare a proposal for the Chairman's approval, and shall proceed with the plan only upon the approval of the Board of Directors.</p> <p>II. Lending Process</p> <p>1. Application process</p> <p>1.1 When the Company processes the lending funds, the borrower must fill out the application form with the company stamp, and submit it with all necessary company data and financial information to the Company's finance department.</p> <p>1.2 If the lending of funds is based on a business relationship, the case officer of the Company's finance department shall evaluate whether the loan amount and the transaction amount are comparable. If it is based on the need of short-term financing, the case officer shall specify the reasons and condition for permitting the lending of loan, conduct the credit check, and evaluate the influence on the Company's operational risk, financial condition and shareholder equity by the</p>	<p>Modified the language pursuant to the regulations of Jin-Guan-Zheng-Shen-Zhi No. 1080304826 by the Financial Supervisory Commission dated March 7, 2019.</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>operational risk, financial condition and shareholder equity by the lending. Relevant data and the proposed terms of lending shall be reported to the manager of the finance department, and the Chairman, and resolved by the Board of Directors.</p> <p>1.3 If the Company has appointed the independent directors, it shall consider the opinion of each independent director, and clearly specify the consent or rejection, and the dissenting reason in the minutes of the Board meeting.</p> <p>2. Review and Evaluation The processing unit shall prepare the evaluation report of substantive review, which shall include the following scopes:</p> <p>2.1 The necessity and reasonableness of the lending of funds.</p> <p>2.2 The credit check and risk evaluation of the borrower.</p> <p>2.3 The influence on the company's operational risk, financial condition and shareholder equity.</p> <p>2.4 Whether to require collateral, and the valuation of the collateral.</p> <p>3. Loan Approval</p>	<p>lending. Relevant data and the proposed terms of lending shall be reported to the manager of the finance department, and the Chairman, and resolved by the Board of Directors.</p> <p>1.3 If the Company has appointed the independent directors, it shall consider the opinion of each independent director, and clearly specify the consent or rejection, and the dissenting reason in the minutes of the Board meeting.</p> <p>2. Review and Evaluation The processing unit shall prepare the evaluation report of substantive review, which shall include the following scopes:</p> <p>2.1 The necessity and reasonableness of the lending of funds.</p> <p>2.2 The credit check and risk evaluation of the borrower.</p> <p>2.3 The influence on the company's operational risk, financial condition and shareholder equity.</p> <p>2.4 Whether to require collateral, and the valuation of the collateral.</p> <p>3. Loan Approval 3.1 After the review, if the borrower's credit record is unsatisfactory, or if there is any reason to believe that approving the loan is not appropriate, the case officer shall submit the</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>3.1 After the review, if the borrower’s credit record is unsatisfactory, or if there is any reason to believe that approving the loan is not appropriate, the case officer shall submit the reason for rejecting the loan for approval, and reply to the borrower as soon as possible.</p> <p>3.2 After the review, if the borrower has a good credit record, the purpose of loan is appropriate, and there is no adverse influence on the company’s financial business and shareholder equity, the case officer shall submit the credit and evaluation reports, the proposed loan amount, term, and interest rate to the general manager and the Chairman for approval, and shall process only upon the resolution of the Board of Directors according to Article 8.</p>	<p>reason for rejecting the loan for approval, and reply to the borrower as soon as possible.</p> <p>3.2 After the review, if the borrower has a good credit record, the purpose of loan is appropriate, and there is no adverse influence on the company’s financial business and shareholder equity, the case officer shall submit the credit and evaluation reports, the proposed loan amount, term, and interest rate to the general manager and the Chairman for approval, and shall process only upon the resolution of the Board of Directors according to Article 8.</p>	
<p>Article 8 Controls of Lending of Funds by Subsidiaries</p> <p>I. The Company’s subsidiaries shall follow this Operating Procedure when processing the lending of funds.</p> <p>II. Amount limit of lending of funds by subsidiaries</p>	<p>Article 8 Controls of Lending of Funds by Subsidiaries</p> <p>I. The Company’s subsidiaries shall follow this Operating Procedure when processing the lending of funds.</p> <p>II. Amount limit of lending of funds by subsidiaries:</p> <p>1. The total amount loaned by the subsidiary shall not exceed forty percent of the net worth in that subsidiary’s latest financial statements.</p>	<p>Modified the language pursuant to the regulations of Jin-Guan-Zheng-Shen-Zhi No. 1080304826 by the Financial Supervisory Commission dated March 7, 2019,.</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<ol style="list-style-type: none"> 1. The total amount loaned by the subsidiary shall not exceed forty percent of the net worth in that subsidiary's latest financial statements. 2. If the loan is made to a company or firm based on a business relationship, the total loaned amount shall not exceed twenty percent of the net worth in the subsidiary's latest financial statements; each individual loan shall not exceed the total transaction amount between the parties in the most recent year. The transaction amount shall mean the purchasing amount, or the sales amount, whichever is higher. 3. If the loan is made to a company or firm, where short-term financing is necessary, the total loaned amount shall not exceed twenty percent of the net worth in the subsidiary's latest financial statements; each individual loan shall not exceed ten percent of the net worth in the subsidiary's latest financial statements. Such "net worth" is determined according to the latest financial statement audited or reviewed by a certified public accountant. 4. The lending of funds between the subsidiary and its parent company where 	<ol style="list-style-type: none"> 2. If the loan is made to a company or firm based on a business relationship, the total loaned amount shall not exceed twenty percent of the net worth in the subsidiary's latest financial statements; each individual loan shall not exceed the total transaction amount between the parties in the most recent year. The transaction amount shall mean the purchasing amount, or the sales amount, whichever is higher. 3. If the loan is made to a company or firm, where short-term financing is necessary, the total loaned amount shall not exceed twenty percent of the net worth in the subsidiary's latest financial statements; each individual loan shall not exceed ten percent of the net worth in the subsidiary's latest financial statements. Such "net worth" is determined according to the latest financial statement audited or reviewed by a certified public accountant. 4. The lending of funds between the subsidiary and its parent company where the parent company directly or indirectly holds one hundred percent of the voting shares is not restricted by the limits stated in Article 8.II.1-3; however, the total loaned amount, and the loan per borrower shall not exceed forty percent of the net worth in the subsidiary's latest financial statements. 	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>the parent company directly or indirectly holds one hundred percent of the voting shares is not restricted by the limits stated in Article 8.II.1-3; however, the total loaned amount, and the loan per borrower shall not exceed forty percent of the net worth in the subsidiary's latest financial statements.</p> <p>III. Repayment Methods: If a foreign subsidiary of which the Company directly or indirectly holds one hundred percent of the voting shares is unable to repay the loan made by the Company, and requests to extend the term, it shall make such request thirty business days before the expiration date, and report to the Board of Directors for approval. The Company may dispose of the collateral or recover from the named guarantor for any breach of commitment.</p> <p>IV. The subsidiary shall prepare and submit <u>the Book of Lending of Funds</u> of the previous month to the Company no later than the 5th day of each month so that the Company can complete the announcement and filing at the same time.</p> <p>V. The internal auditors of the subsidiary shall audit the lending of funds according to the</p>	<p>III. Repayment Methods: If a foreign subsidiary of which the Company directly or indirectly holds one hundred percent of the voting shares is unable to repay the loan made by the Company, and requests to extend the term, it shall make such request thirty business days before the expiration date, and report to the Board of Directors for approval. The Company may dispose of the collateral or recover from the named guarantor for any breach of commitment.</p> <p>IV. The subsidiary shall prepare and submit the itemized statement of external endorsements and guarantees of the previous month to the Company no later than the 5th day of each month so that the Company can complete the announcement and filing at the same time.</p> <p>V. The internal auditors of the subsidiary shall audit the lending of funds according to the "Procedures of Lending of Funds" of the parent company at least once every quarter, and document the results. Any material violation shall be immediately reported to the Company in writing. The Company's audit unit shall submit the documented materials to the audit committee.</p> <p>VI. The Company's auditors shall examine the implementation of the "Operating Procedure of Lending of Funds" by the subsidiary during the</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>“Procedures of Lending of Funds” of the parent company at least once every quarter, and document the results. Any material violation shall be immediately reported to the Company in writing. The Company’s audit unit shall submit the documented materials to the audit committee.</p> <p>VI. The Company’s auditors shall examine the implementation of the Procedures of Lending of Funds by the subsidiary during the onsite audit visit according to the annual audit plan. Any deficiency shall be followed up for improvement. The follow-up report shall be submitted to the Chairman.</p>	<p>onsite audit visit according to the annual audit plan. Any deficiency shall be followed up for improvement. The follow-up report shall be submitted to the Chairman.</p>	
<p>Article 10 Other Provisions</p> <p>I. If a manager or case officer violates these Operating Procedures, the Company may impose sanctions based on the severity of violation.</p> <p>II. Any matters not specified herein shall be subject to applicable laws.</p> <p>III. <u>If the company’s responsible person violates Article 3, he or she and the borrower shall be held jointly and severally liable for returning and indemnifying the company for any damage thereof.</u></p>	<p>Article 10 Other Provisions</p> <p>I. If a manager or case officer violates these Operating Procedures, the Company may impose sanctions based on the severity of violation.</p> <p>II. Any matters not specified herein shall be subject to applicable laws.</p>	<p>Modified the language pursuant to the regulations of Jin-Guan-Zheng-Shen-Zhi No. 1080304826 by the Financial Supervisory Commission dated March 7, 2019.</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>Article 11 Implementation and Amendment</p> <p>I. Subject to the consent of the audit committee and the resolution of the Board of Directors, these Procedures and any amendment thereof shall be implemented upon the consent of the shareholders' meeting. The Company shall submit any record or written statement of a director's dissenting opinion to the audit committee, and report to the shareholders' meeting for discussion.</p> <p>If the Company has independent directors in place and has submitted the procedures for discussion among the Board of Directors, the opinions of the independent directors shall be fully taken into consideration. Any opinions regarding the consents or objections made by independent directors shall be shown in board meeting minutes.</p> <p><u>II. If the Company has established the audit committee, the proposal shall be approved by more than one-half of the committee body, and submitted to the Board of Directors for resolution.</u></p> <p><u>III. If less than one half of the committee body provides their consent, the proposal may be resolved by more than two thirds of the Board of Directors. The minutes of the Board</u></p>	<p>Article 11 Implementation and Amendment</p> <p>I. Subject to the consent of the audit committee and the resolution of the Board of Directors, these Procedures and any amendment thereof shall be implemented upon the consent of the shareholders' meeting. The Company shall submit any record or written statement of a director's dissenting opinion to the audit committee, and report to the shareholders' meeting for discussion.</p> <p>If the Company has independent directors in place and has submitted the procedures for discussion among the Board of Directors, the opinions of the independent directors shall be fully taken into consideration. Any opinions regarding the consents or objections made by independent directors shall be shown in board meeting minutes.</p> <p>II. The Procedures were enforced on June 5, 2015 upon the consent of the shareholders' meeting. The first amendment was made on June 28, 2017. The second amendment was made on June 22, 2018.</p>	<p>Date of adding and amendment</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p><u>meeting shall specify the decision of the audit committee.</u></p> <p><u>The total seats of the audit committee and the Board of Directors in the foregoing paragraph shall be based on the number of incumbents.</u></p> <p>IV. The Procedures were implemented on June 5, 2015 upon the consent of the shareholders' meeting.</p> <p>The first amendment was made on June 28, 2017.</p> <p>The second amendment was made on June 22, 2018.</p> <p><u>The third amendment was made on June 12, 2019.</u></p>		

Attachment 9. Corresponding Table for Amendment to Procedures of Making Endorsements and Guarantees

SUN MAX TECH LIMITED

Corresponding Table for Amendment to Part of Procedures of Making Endorsements and Guarantees

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>Article 6 Level of Decision and Authorization</p> <p>I. The Company shall obtain the approval of the Board of Directors for making any endorsement/guarantee. If the independent directors are appointed, the opinion of each of them shall be fully considered. <u>Any dissenting or qualified opinion of an independent director shall be specified in the minutes of the Board meeting.</u> The Board of Directors may authorize the Chairman to grant the preliminary approval up to the amount of NT\$ 30 million according to this Policy. Afterwards, the approval shall be reported to the nearest Board meeting for ratification afterwards, and the implementation status shall be reported the shareholders' meeting. Any endorsement/guarantee under Article 3.I for a subsidiary of which the company directly or indirectly holds more than ninety percent of the voting shares shall be subject to the resolution of the Board of Directors. However, the endorsement and guarantee with the Company's 100% owned companies, directly or indirectly, is not subject</p>	<p>Article 6 Level of Decision and Authorization</p> <p>I. The Company shall obtain the approval of the Board of Directors for making any endorsement/guarantee. If the independent directors are appointed, the opinion of each of them shall be fully considered. Any consenting or dissenting opinion of an independent director shall be specified in the minutes of the Board meeting. The Board of Directors may authorize the Chairman to grant the preliminary approval up to the amount of NT\$ 30 million according to this Policy. Afterwards, the approval shall be reported to the nearest Board meeting for ratification afterwards, and the implementation status shall be reported the shareholders' meeting. Any endorsement/guarantee under Article 3.I for a subsidiary of which the company directly or indirectly holds more than ninety percent of the voting shares shall be subject to the resolution of the Board of Directors. However, the endorsement and guarantee with the Company's 100% owned companies, directly or indirectly, is not subject to the said restriction.</p> <p>II. If the endorsement/guarantee is made as required for</p>	<p>Modified the language pursuant to Jin-Guan-Zheng-Fa-Zhi No. 1080304826.</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>to the said restriction.</p> <p>II. If the endorsement/guarantee is made as required for the business, and the amount has to exceed the limit set forth in this Policy while meeting all criteria herein, the Company shall obtain the approval of the Board of Directors. At least more than half of the directors shall be the named guarantors for any potential loss incurred in a situation in excess of the limit. The amendment to the Policy of Making Endorsements/Guarantees shall be ratified by the shareholders' meeting. If the shareholders' meeting disagrees, a plan shall be developed for cancelling the excess of limit within a specified time.</p> <p>If the independent directors are appointed, the opinion of each of them shall be fully considered during the Board meeting. Any consenting or dissenting opinion of an independent director shall be specified in the minutes of the Board meeting.</p>	<p>the business, and the amount has to exceed the limit set forth in this Policy while meeting all criteria herein, the Company shall obtain the approval of the Board of Directors. At least more than half of the directors shall be the named guarantors for any potential loss incurred in a situation in excess of the limit. The amendment to the Policy of Making Endorsements/Guarantees shall be ratified by the shareholders' meeting. If the shareholders' meeting disagrees, a plan shall be developed for cancelling the excess of limit within a specified time.</p> <p>If the independent directors are appointed, the opinion of each of them shall be fully considered during the Board meeting. Any consenting or dissenting opinion of an independent director shall be specified in the minutes of the Board meeting.</p>	
<p>Article 11 Announcement and Reporting Processes The Company shall announce and report the balance of endorsement/guarantee of the previous month of the Company and the subsidiaries by the 10th day of each month. If the balance of endorsement/guarantee meets any of the following criteria, the announcement and reporting shall be</p>	<p>Article 11 Announcement and Reporting Processes The Company shall announce and report the balance of endorsement/guarantee of the previous month of the Company and the subsidiaries by the 10th day of each month. If the balance of endorsement/guarantee meets any of the following criteria, the announcement and</p>	<p>Modified the language pursuant to Jin-Guan-Zheng-Fa-Zhi No. 1080304826.</p>

Clauses after the amendment	Existing clauses	Explanation to the amendments
<p>made within two days from the occurrence of the event:</p> <p>I. The balance of endorsement/guarantee of the Company and its subsidiaries exceeds fifty percent of the net worth in the Company's latest financial statement.</p> <p>II. The balance of endorsement/guarantee made by the Company and its subsidiaries to an individual company exceeds twenty percent of the net worth in the Company's latest financial statement.</p> <p>III. The balance of endorsement/guarantee made by the Company and its subsidiaries to an individual company exceeds NT\$ 10 million. And the sum of the endorsement/guarantee, <u>book value of investment under the equity method</u>, and the balance of loans has exceeded thirty percent of the net worth in the Company's latest financial statement.</p> <p>IV. The amount of new endorsement/guarantee made by the Company or its subsidiaries exceeds NT\$ 30 million and five percent of the net worth in the Company's latest financial statement.</p> <p>If the subsidiary is not a domestic public company, the Company shall complete the announcement and reporting of any matter that should be</p>	<p>reporting shall be made within two days from the occurrence of the event:</p> <p>I. The balance of endorsement/guarantee of the Company and its subsidiaries exceeds fifty percent of the net worth in the Company's latest financial statement.</p> <p>II. The balance of endorsement/guarantee made by the Company and its subsidiaries to an individual company exceeds twenty percent of the net worth in the Company's latest financial statement.</p> <p>III. The balance of endorsement/guarantee made by the Company and its subsidiaries to an individual company exceeds NT\$ 10 million, and the sum of the endorsement/guarantee, long term investment, and the balance of loans has exceeded thirty percent of the net worth in the Company's latest financial statement.</p> <p>IV. The amount of new endorsement/guarantee made by the Company or its subsidiaries exceeds NT\$ 30 million and five percent of the net worth in the Company's latest financial statement.</p> <p>If the subsidiary is not a domestic public company, the Company shall complete the announcement and reporting of any matter that should be announced and reported pursuant to Subparagraph 4 of the foregoing paragraph for that subsidiary.</p>	

Clauses after the amendment	Existing clauses	Explanation to the amendments
announced and reported pursuant to Subparagraph 4 of the foregoing paragraph for that subsidiary.		
<p>Article 14 Implementation and Amendment</p> <p>I. This Policy shall be resolved by the Board of Directors and approved by the shareholders' meeting. The Company shall submit any record or written statement of a director's dissenting opinion to the shareholders' meeting for discussion.</p> <p>The Company shall fully consider the opinion of each independent director during the Board meeting under the foregoing paragraph. Any consenting or dissenting opinion of an independent director shall be specified in the minutes of the Board meeting.</p> <p>If the Company has established the audit committee, the creation or any amendment of this Policy shall be approved by more than one-half of the committee body, and submitted to the Board of Directors for resolution.</p> <p>II. The Procedures were enforced on June 5, 2015 upon the consent of the shareholders' meeting. The first amendment was made on June 22, 2018. <u>The second amendment was made on June 12, 2019.</u></p>	<p>Article 14 Implementation and Amendment</p> <p>I. This Policy shall be resolved by the Board of Directors and approved by the shareholders' meeting. The Company shall submit any record or written statement of a director's dissenting opinion to the shareholders' meeting for discussion.</p> <p>The Company shall fully consider the opinion of each independent director during the Board meeting under the foregoing paragraph. Any consenting or dissenting opinion of an independent director shall be specified in the minutes of the Board meeting.</p> <p>If the Company has established the audit committee, the creation or any amendment of this Policy shall be approved by more than one-half of the committee body, and submitted to the Board of Directors for resolution.</p> <p>II. The Procedures were enforced on June 5, 2015 upon the consent of the shareholders' meeting. The first amendment was made on June 22, 2018.</p>	<p>Date of adding and amendment</p>

Attachment 10. Candidates List of The Third Session of Directors (Independent Directors)

Type of Position	Name	I.D. Card number	Experience (Education)	Shares
Director Candidate	SINOTEAM HOLDINGS INC		Department of Civil Engineering, Tamkang University	5,977,844 Shares
	Representative: HSU Wen-Faung	F121686006	SUN MAX TECH LIMITED Chairman	960,273 Shares
Director Candidate	LAI, Jen-Chung	F1220 XXXXX	Taipei Municipal Chenggong High School Sales Manager of He Feng Construction Corp. Chairman of Jin Li Trading Company Division Manager of CviLux Corporation	427,337 Shares
Director Candidate	LIN, Chun-Yen	E1223 XXXXX	Department of Electronic Engineering, Guoji High School of Commerce and Industry Manufacturing Department Manager of Shenzhen plant of Asia Vital Components Co., Ltd. Vice President of Sun Max Tech Limited	175,912 Shares
Director Candidate	LI, Yung-Yi	H1212 XXXXX	Department of Electrical Engineering, Hwa Hsia Institute of Technology Project Manager of Shih Yi Technology Co., Ltd. Assistant Vice President, Sales of SUN MAX Technology Co., Ltd.	98,576 Shares
Candidates for Independent Directors	HSIEH, Yu-Tien	R1018 XXXXX	Master's Program of Business Management, Chinese Culture University Section Leader of Headquarter Management Office of Bank of Communications Assistant Vice President of Jien Hung International Securities and Investment Consulting Co., Ltd. Lecturer of Department of Business Administration of Shih Chien University	0 Shares
Candidates for Independent Directors	CHEN, Tien-Szu	F1203 XXXXX	Department of Electronics Engineering, NCTU Vice President of Cameo Corporation	0 Shares
Candidates for Independent Directors	CHIU, Shih-Fang	R1212 XXXXX	Department of Law, National Chung Hsing University Senior Attorney of PwC Legal Managing Attorney of De Kai Law Firm	0 Shares

Attachment 11. Director candidate and concurrent position held by its representative at other companies

Legal Person Director/ Representative of Legal Person Director	Propose to the shareholders' meeting to relieve the noncompete obligation for concurrent appointment/position
<p>Legal person director: SINOTEAM HOLDINGS INC. Representative: HSU Wen-Faung</p>	<p>President of SUN MAX TECH LIMITED Director/ President of UNITED STRATEGY INC. Director/ President of POWER LOGIC HOLDINGS INC. Director/ President of POWER LOGIC TECH. INC. Director/ President of SUNNY SHARP INTERNATIONAL LIMITED Director/ President of SUNNY FAITH INVESTMENTS LIMITED Power Logic Tech. (DongGuan) Inc. Director/General Manager DongGuan Tai Yi Electronics Co., Ltd. Director/General Manager DongGuan Yi Chuan Electronics Co., Ltd. Director/General Manager Sunny Sharp International Limited Taiwan Branch General Manager/Litigation and Non-contentious Representative Independent Director of LinkCom Manufacturing Co., Ltd. <u>(Note: If the nomination of independent director by LinkCom Manufacturing is passed and the candidate is elected, the noncompete obligation shall be relieved.)</u></p>
<p>Director: LIN, Chun-Yen</p>	<p>UNITED STRATEGYINC.: Vice President POWER LOGIC HOLDINGS INC.: Vice President POWER LOGIC TECH. INC.: Vice President Sunny Sharp International Limited.: Vice President SUNNY FAITH INVESTMENTS LIMITED: Vice President Power Logic Tech. (DongGuan) Inc.: Vice President DongGuan Tai Yi Electronics Co., Ltd.: Vice President Sunny Sharp International Limited Taiwan Branch: Vice President DongGuan Yi Chuan Electronics Co., Ltd.: Vice President</p>
<p>Director: LI, Yung-Yi</p>	<p>UNITED STRATEGYINC.: Asst. VP POWER LOGIC HOLDINGS INC.: Asst. VP POWER LOGIC TECH. INC.: Asst. VP Sunny Sharp International Limited.: Asst. VP SUNNY FAITH INVESTMENTS LIMITED: Asst. VP Power Logic Tech. (DongGuan) Inc.: Assistant Vice President DongGuan Tai Yi Electronics Co., Ltd.: Assistant Vice President Sunny Sharp International Limited Taiwan Branch: Assistant Vice President DongGuan Yi Chuan Electronics Co., Ltd.: Assistant Vice President</p>
<p>Director: LAI, Jen-Chung</p>	<p>Power Logic Tech. (DongGuan) Inc.: Supervisor DongGuan Tai Yi Electronics Co., Ltd.: Supervisor DongGuan Yi Chuan Electronics Co., Ltd.: Supervisor</p>

IV. Appendices

Appendx 1. Rules of Procedure for Shareholder Meetings

SUN MAX TECH LIMITED

Rules of Procedure for Shareholder Meetings

Article 1 The Rules of Procedure for Shareholder Meetings is processed in accordance with the Rules, unless otherwise provided by law or Company Corporate Charter (Articles of Incorporation).

Article 2 The Company's meeting of shareholders shall be convened by the Board, unless otherwise provided by law.

The Company's meeting of shareholders shall be convened by the Board, unless otherwise provided by law. The Company shall have the Annual Meeting of Shareholders notice, proxy and the proposal and information on admission, discussions and directors election and dismissal compiled into electronic files and uploaded to the MOPS 30 days prior to the annual meeting of shareholders or fifteen days prior to the extraordinary meeting of shareholders. Also, the Annual Meeting Handbook and the supplementary information are compiled into electronic files and uploaded to the MOPS 21 days prior to the Annual Meeting of Shareholders or 15 days prior to the extraordinary meeting of shareholders. Physical copies of the shareholder meeting manual and supplementary information also need to be prepared at least 15 days before the meeting, and made accessible to shareholders upon request. These documents shall be placed within the Company's premises and at the share administration agency, and distributed on-site during the shareholder meeting.

The reasons for convening the meeting should be stated in the notice and announcement. The notice with the consent of the counterparty can be issued electronically.

The election or dismissal of directors, audit committee, amendments to the Company Corporate Charter (Articles of Incorporation), dissolution, merger, division or the clauses of Paragraph 1, Article 185 of the Company Act, the matters stated in Article 26-1 and Article 43-6 of Securities and Exchange Act shall be stated in the reasons for convening the meeting not in the motion.

Shareholders who have over 1% shareholdings in the Company's total number of shares issued may propose to the Company in writing to convene the Annual Meeting of Shareholders. But it is limited to one proposal and the additional proposals will not be included in the meeting agenda. In addition, the Board may have the proposals of shareholders that fall under the circumstances stated in Article 172.1 Paragraph 4 of the Company Act excluded from meeting discussions.

The Company shall announce the proposals admitted, the premises and the admission period before the stock stop-transfer date prior to the Annual Meeting of Shareholders is convened; also, the admitting period may not be less than 10 days.

Motion proposed by shareholders is limited to three hundred words. A proposed motion of more than three hundred words will not be included in the proposal. The proposing shareholders must attend the Annual Meeting of Shareholders in person or by proxy and must participate in the proposal discussion.

The Company shall have the proposing shareholder notified about the proposal results

before the date of the meeting notice and must have the proposals in compliance with this provision included in the meeting notice. The Board shall state the reasons for not including the proposal of shareholders in the meeting agenda.

Article 3 Shareholders may attend the meeting of shareholders by proxy that is printed and issued by the Company with the scope of authorization detailed.

It is limited to one proxy per shareholder and one proxy only that should be served to the Company five days prior to the meeting of shareholders. When the proxy is issued in duplicate, whichever is served first shall prevail. The proxy referred to above that was announced to be revoked is not subject to this restriction.

After serving the proxy to the Company, the shareholders who wish to attend the meeting of the shareholders in person or to vote in writing or by electronic means shall notify the Company in writing to revoke the proxy two days prior to the meeting of the shareholders. If the proxy is not revoked before the deadline, the vote by proxy shall prevail.

Article 4 The shareholders meeting must be held at a location that is suitable and convenient for shareholders to attend. The meeting must not commence anytime earlier than 9AM or later than 3PM. Independent Directors' opinions must be fully taken into consideration when deciding the time and venue of the meeting.

Article 5 The Company shall have the admission time, admission place, and other related matters set forth in the notice of meeting.

The shareholders' meeting admission time referred to above should be at least thirty minutes before the meeting in session; it should be clearly indicated at the admission place and with the adequate and qualified personnel to handle it.

Shareholders and representatives thereof (collectively referred to as shareholders) shall attend shareholder meetings by presenting valid conference pass, attendance card or other document of similar nature. The Company may not request shareholders to present additional documentary proof unless specified in advance. Proxy form acquirers shall be reminded to bring identity proof for verification.

The company will provide an attendance log to record shareholders' attendance; alternatively, shareholders may present their attendance cards to signify their presence.

The Company shall have the Agenda Handbook, annual reports, attendance card, statement slip, ballots, and other meeting materials delivered to the shareholders presented; also, the ballot will be distributed to the directors for the election of directors, if any.

When the government or juridical person is a shareholder, the shareholder attending the meeting by proxy is not limited to one representative. The juridical person that has attended the meeting of shareholder by proxy can authorize only one representative to attend the meeting.

Article 6 If the meeting of shareholders is convened by the Board, the Chairman of the Board is to chair the meeting. If the Chairman is on leave or is unable to exercise his/her powers for certain reasons, the Vice Chairman is to chair the meeting. If a Vice Chairman is not appointed or the Vice Chairman is also on leave or is unable to perform his duties for certain reasons, the Chairman is to appoint one of the general directors to chair the meeting. If a general director is not appointed, one of the directors is appointed to chair the meeting. If a representative is not appointed by the Chairman, one of the general directors or directors should be elected among the board members to chair the meeting.

The chairperson position mentioned above shall be assumed by a managing director or director, who has been on the board for more than six months and understands the

Company's financial and business performance. The rule referred to above does apply if the chairman is a representative of the legal director.

The Chairman shall personally preside the Shareholders' meeting that is convened by the Board of Directors; also, a majority of the Board of Directors and at least one member of each functional committee should attend the meeting with the attendance recorded in the minutes of meeting.

If the shareholders' meeting is convened by any authorized party other than the Board of Directors, the convener will act as the meeting chairman. If there are two or more conveners, they shall appoint one among themselves to chair the meeting.

The Company may assign the appointed attorney, CPA, or responsible personnel to attend the meeting of the shareholders.

Article 7 The Company shall have the admission of the shareholders, the meeting in session, and the voting and vote counting process recorded and filmed uninterruptedly.

The audio and video data referred to above should be reserved for at least one year. However, for the litigation filed by the shareholders in accordance with Article 189 of the Company Act, it should be reserved until the end of the proceedings.

Article 8 Attendance of the meeting of shareholders should be calculated in accordance with the shareholdings. The shareholding attendance is based on the attendance registry or the signature cards submitted, plus the votes exercised in writing or by electronic means.

The Chairman shall call the meeting to order at the meeting time. If the shareholding of the attending shareholders is not more than half of the total number of shares issued, the Chairman may announce the meeting postponed, which is limited to two postponements and for less than one-hour in total.

If the shareholding of the attending shareholders remaining do not constitute more than one third of the total number of shares issued after the two postponements, the Chairman may announce to have the meeting aborted.

If the shareholdings of the attending shareholders are not more than half of the total number of shares issued after two postponements but more than one third of the total number of shares issued, a pseudo-resolution can be resolved in accordance with Paragraph 1, Article 175 of the Company Act; also, shareholders should be informed regarding the pseudo-resolution with another meeting of shareholders to be convened within one month.

If the shareholdings of the attending shareholders are more than one half of the total number of shares issued before the end of the meeting, the Chairman may have the pseudo-resolution presented again in the next meeting of the shareholders for resolution in accordance with Article 174 of the Company Act.

Article 9 If the meeting of shareholders is convened by the Board, the agenda is scheduled by the Board; also, the meeting should be conducted in accordance with the agenda scheduled and it may not be amended without the resolution reached in the meeting of shareholders.

If the meeting of shareholders is convened by an authorized person other than the Board, the provision referred to above is applicable.

In either of the two arrangements described above, the chairperson shall not dismiss the meeting while an agenda (including special motions) is still in progress. If the chairperson violates conference rules by dismissing the meeting when not allowed to do so, other members of the board shall immediately assist the attending shareholders in electing another chairperson with the support of more than half of voting rights represented and

continue the meeting.

The Chairman must give the proposal or the amendment and motion proposed by the shareholders an opportunity to be explained and discussed sufficiently until it is ready for balloting and then stop the discussion for balloting.

Article 10 Shareholders who wish to speak during the meeting shall produce an opinion slip detailing the topic and shareholder account number (or conference pass serial number). The order of shareholders' comments shall be determined by the chairperson.

Attending shareholders who have speech slips submitted but not speak shall be deemed as silent shareholders. If there is a discrepancy found between the text of the speech and the speech slip submitted, the contents of the speech shall prevail.

Each shareholder may not speak more than twice on the same motion for 5 minutes each time without the consent of the Chairman. However, the Chairman may have the speaking shareholders who violate the rules or speak beyond the scope of those issues silenced.

Attending shareholders may not interfere with the speaking shareholders without the consent of the Chairman and the speaking shareholders. The Chairman will have the violating shareholders stopped.

If the juridical person shareholder has more than two representatives assigned to attend the meeting of shareholders, only one of the two representatives may speak on the same proposal.

The Chairman may reply to the speaking shareholders personally or by the designated personnel.

Article 11 Resolutions of the meeting of shareholders should be based on their shareholdings.

For the resolutions in the meeting of shareholders, the shares of the shareholders without votes are not included in the calculation of outstanding shares.

Shareholders who have a conflict of interest with the proposals that are detrimental to the Company's interests shall not vote, and cannot vote by proxy on behalf of the other shareholders.

The number of shares held by shareholders who are not permitted to vote shall be excluded from total voting rights represented in the meeting.

Except for Trust agencies or stock agencies approved by the securities regulatory authorities, the votes of the representative delegated by two or more shareholders shall not exceed 3% of the total votes representing the total number of shares issued; also, the votes exceeding the threshold shall not be counted.

Article 12 Shareholders are entitled to one vote per share; except for those subject to restrictions or the non-voting matters illustrated in Paragraph 2, Article 179 of the Company Act.

Voting rights may be exercised in writing or using the electronic method (pursuant to Paragraph 1, Article 177-1 of the Company Act: the Company allows shareholders to exercise voting rights in writing or through the electronic method during shareholder meetings.) Instructions for exercising voting rights in writing or through the electronic method shall be stated clearly in writing on the meeting advice. Shareholders who have their votes cast in writing or by electronic means are deemed as attending the meeting in person. However, in respect of the motion and the amendment of the original proposal in the shareholders' meeting it is deemed as a waiver; therefore, the Company is advised to avoid proposing motion or the amendment of the original proposal.

For the votes exercised in writing or by electronic means referred to above, the intention

should be delivered to the Company two days prior to the meeting of shareholders. For the intention expressed in duplicate, whichever is delivered first shall prevail. The intention referred to above that was announced to be revoked is not subject to this restriction.

Shareholders after exercising their votes in writing or by electronic means wish to attend the meeting of shareholders in person shall have the intension of exercising votes in writing or by electronic means revoked the same way of exercising their votes two days prior to the meeting commencement date. For overdue revocations, the votes exercised in writing or by electronic means shall prevail. If the vote is exercised in writing or by electronic means and a representative is to attend the meeting of shareholders by proxy, the votes exercised by the representative in person shall prevail.

For the resolution of proposals, unless otherwise provided in the Company Act and the Company Corporate Charter (Articles of Incorporation), the consent of a majority vote of the attending shareholders shall prevail. The Chairman or the designated personnel are to announce the total number of balloting rights of the shareholders presented at the time of balloting, and the ballots will be casted on a case-by-case basis. The result of the votes of approval, objection, or waiver casted by shareholders will be posted on the MOPS (Market Observation Post System) at the end of the shareholders' meeting.

When there is an amendment or alternative for the same motion, the Chairman shall have the order of vote, including the original proposal, determined accordingly. If one of the motions has been passed, the other motions shall be deemed as rejected without the need for further resolution.

Chairman is to appoint the scrutineers and counting officers who must be shareholders.

The vote counting process of the shareholder's balloting or election should be held openly at the meeting venue. The balloting result should be announced immediately at the meeting, including statistical weights, and it should be documented for record.

Article 13 The election of a director, if any, at the shareholders' meeting shall be conducted according to the Company's election procedures, and the result shall be announced right after, including the elected directors and supervisors, and the votes casted.

Electoral ballots referred to above shall be sealed and signed by the scrutineers and reserved for at least one year. However, for the litigation filed by the shareholders in accordance with Article 189 of the Company Act, it should be reserved until the end of the proceedings.

Article 14 The resolutions reached in the shareholders' meeting must be documented in the minutes of meeting for the signature or seal of the Chairman. The minutes of meeting must be distributed to the shareholders in 20 days. The preparation and distribution of the minutes of shareholders' meeting can be processed electronically.

A public company may post the meeting minutes on the Market Observation Post System to distribute the minutes of the foregoing paragraph.

The minutes of meeting should be prepared in accordance with the year, month, date, place, name of the Chairman, the resolution method, meeting procedure and the results, and shall be permanently reserved throughout the duration of the Company.

Article 15 The Company shall have the statistical report for the number of shares solicited by the solicitor and the number of shares by proxy prepared in the specific format during the meeting of the shareholders commencement date and disclosed in the meeting.

If the resolutions reached in the shareholders' meetings involving material information regulated by law and regulations and the ROC GTSM, the Company shall within the

prescribed time have the material information uploaded to the MOPS.

Article 16 The staff responsible for organizing the meeting of shareholders shall wear identification badges or armbands.

The Chairman may direct disciplinary personnel or security personnel to help keep the meeting place in order. The disciplinary personnel or security personnel that help keep the meeting place in order should wear an armband with “Marshal” affixed or an identification card.

When the meeting place is equipped with amplifying equipment, the Chairman may stop shareholders who do not use the speaking device provided by the Company from speaking.

The Chairman may instruct the disciplinary personnel or security personnel to have shareholders who violate the Rules of Procedure for Shareholder Meetings, disobey the instructions of the Chairman, intervene in the meeting proceedings and fail to comply with the disciplinary act escrowed to leave the meeting place.

Article 17 The Chairman may announce the meeting in recess. The Chairman may rule to have the meeting suspended temporarily under unruly circumstance and have the meeting resume depending on the situation.

If the meeting place cannot be used continuously before the proposals (including motions) resolved in the agendas scheduled, it can be resolved to be continued in the meeting of shareholders to find another venue for the meeting.

The meeting of shareholders may, in accordance with Article 182 of the Company Act, resolve to have the meeting postponed or resumed in five days.

Article 18 These rules will be implemented after being approved in the shareholders’ meeting, same as the amendment.

Article 19 These Rules are prescribed on April 30, 2016.

Appendx2. Full text of Articles of Incorporation (before amendment)

中文翻譯係屬參考之用，如有疑問，應以英文版本為主

公司法(如修訂版)

股份有限公司

SUN MAX TECH LIMITED

之

公司章程

修訂和重述版

公司成立於 2013 年 11 月 28 日

(最近經特別決議修改時間為 2018 年 6 月 22 日)

中文翻譯係屬參考之用，如有疑問，應以英文版本為主

公司法(如修訂版)

股份有限公司

SUN MAX TECH LIMITED

之

備忘錄

修訂和重述版

(於2018年6月22日以特別決議通過)

1. 公司名稱為SUN MAX TECH LIMITED (下稱「本公司」)。
2. 本公司註冊辦事處設於Portcullis (Cayman) Ltd, The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands，或其他由董事會隨時決定之辦事處地點。
3. 本公司的目的事業範圍並無特定限制。

本公司具備完整的權力與權限以從事任何英屬開曼群島公司法(如修訂版)(下稱「公司法」)第7(4)條或其他法律沒有禁止之目的事業範圍。
4. 本公司具備完整行使如自然人般之權利能力，不論是否有任何公司法第27(2)條規定之公司利益問題。
5. 除為推廣本公司在英屬開曼群島以外進行的業務外，本公司將不會在英屬開曼群島與任何人、商號或公司進行貿易，但本條的任何規定不得解釋為禁止本公司在英屬開曼群島執行並簽訂契約，及在英屬開曼群島執行能讓其進行英屬開曼群島以外的業務所需之所有權力。
6. 本公司股東之責任，應以其分別持有之股份之未繳納股款(如有)為限。
7. 本公司的資本額為新台幣1,000,000,000元，共分為100,000,000普通股，每股面額新台幣10元。基於公司法及公司章程，本公司有權贖回或買回其任何股份，並對其全部或部分分割或合併，及發行其全部或一部之原始、贖回、增加或減少之股本，無論是否有優惠權、優先權、特別權或其他權利或有任何權利之列後或任何條件或限制，且除發行條件無論係普通股、特別股或其他應於每次發行時明確規定外，應受本公司於上文所述權力之限制。

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股份有限公司
公司法(如修訂版)
SUN MAX TECH LIMITED
之
公司章程
修訂和重述版
(於2018年6月22日以特別決議通過)

表 A

下列所載條款為構成 SUN MAX TECH LIMITED(下稱「本公司」)之公司章程，而公司法附錄一表 A 中所包括或記載的規則將不適用於本公司。

定義

1. 在本章程中，以下所列詞句之定義在與條款主題或內容無不一致之前提下，有以下之定義：

「關係企業」意指依據上市櫃法令規定所定義之關係企業；

「上市櫃法令」意指因任何股份於證交所或證券市場原始並持續交易或上市，而可適用之相關法律、條例、規則、法規或其不時修改後之版本，包括但不限於臺灣公司法、證券交易法、臺灣地區與大陸地區人民關係條例或任何類似法律之有關規定及任何各該法律之臺灣主管機關之法規命令，以及金融監督管理委員會、證券櫃檯買賣中心或證交所發佈之法規命令；

「本章程」意指本公司之章程及其因情況所需而修改或替換後之版本；

「審計委員會」意指由本公司董事會按本章程第 118 號條款所組成之審計委員會或任何繼任審計委員會；

「帳簿劃撥」意指股票之發行、移轉或交割以電子記帳方式載入股東於證券商所開之帳戶而不用交付實體股票。如股東尚未在證券商設立帳戶，則以帳簿劃撥方式交易之股票將載入本公司於臺灣之證券集中保管事業機構所設帳戶之子帳戶。

「資本公積」意指資本溢價科目、本公司收到之贈與所得、資本贖回儲備、損益表以及其他按一般公認會計原則所產生的儲備；

「董事長」具有本章程第 82 條所賦予的涵義；

「類別」意指本公司因視其所需而不時發行之任何股票類別；

「**金管會**」意指臺灣金融監督管理委員會或是任何當時臺灣證券交易法之主管機關；

「**普通股**」意指本公司按公司法和本章程之條款所發行面額新臺幣 10 元之普通股，依本章程之規定享有權利並受有限制；

「**參與合併公司**」意指在公司法認可的意義下得參與一個或一個以上之其他現存公司合併之現存公司；

「**董事**」或「**董事會**」意指本公司當時之董事，或是根據具體情況組成董事會或委員會之本公司董事；

「**電子**」意指按當時有效之英屬開曼群島電子交易法(如修訂版)和任何其修訂或重新頒佈之版本，包括所有其他法律中所包含或替代之法令，所賦予之意義；

「**電子通訊**」意指向任何號碼、位址或網站的傳輸，或是其他由不少於三分之二的董事會投票決定並批准的電子通訊方式；

「**興櫃**」意指中華民國證券櫃檯買賣中心證券商營業處所之興櫃市場；

「**二親等以內的親屬關係**」以一自然人而言，意指另一自然人與之有血緣或是姻親關係且在二親等內者，包括但不限於首揭人之父母，兄弟姐妹及祖父母，子女與孫子女，以及首揭人之配偶之父母，兄弟姐妹與祖父母；

「**董事選舉規範**」意指上市櫃法令規定之本公司董事選舉規範及其因情況所需而修改或替換後之版本；

「**被補償人**」意指具有本章程第 152 條規定所賦予的涵義；

「**獨立董事**」意指在上市櫃法令中所定義的獨立董事；

「**公司法**」意指英屬開曼群島公司法(如修訂版)；

「**法定盈餘公積**」意指按上市櫃法令所提出的法定盈餘公積；

「**備忘錄**」意指本公司之備忘錄，及其不時修改或替換之版本；

「**合併**」意指兩個以上參與合併公司的合併，並在公司法賦予之意義範圍內以其中一間為取得其所有事業、財產與負債之存續公司；

「**經濟部**」意指臺灣公司法和相關公司事務之臺灣主管機關；

「**辦事處**」意指公司按公司法規定註冊之辦事處；

「**普通決議**」意指經由有權於股東會行使表決權並親自或委託代理人(如該股東會允許使用委託書)行使表決權的股東過半數(如為投票表決則為表決權過半數)之同意所為之決議；

「繳足」意指對發行之任何股票其應付面額及任何溢價之繳足，包括帳面上之繳足；

「人」意指任何自然人、商號、公司、合資企業、合夥、法人、協會或其他實體(不論是否具有獨立法人格)或按文意所指之上述任何人；

「特別股」意指具有本章程第 10 條規定所賦予的涵義；

「董事會議事規範」意指上市櫃法令規定之本公司董事會議事規範及其因情況所需而修改或替換後之版本；

「股東會議事規則」意指上市櫃法令規定之本公司股東會議事規則及其因情況所需而修改或替換後之版本；

「名簿」或是「股東名簿」意指依公司法備置之本公司股東名簿；

「中華民國」或是「臺灣」意指中華民國、其領土、財產以及所有在其管轄範圍內的地區；

「保留盈餘」意指包括但不限於法定盈餘公積，特別盈餘公積及未分配收益所產生的股東權益等金額；

「審計委員會組織規程」意指上市櫃法令規定之本公司審計委員會組織規程及其因情況所需而修改或替換後之版本；

「印章」意指經本公司採用之普通印章包括任何其摹本；

「秘書」意指任何由董事會所委任以履行本公司秘書的任何職責之人；

「股份」意指本公司資本額之股份。所有於本章程稱為「股份」者依文意所需應視為是指任何或所有股份類別。為避免疑義，本章程所稱「股份」包括畸零股；

「股東」意指已登記在股東名簿之股份持有人；

「資本溢價科目」意指按照本章程及公司法所設定之資本溢價科目；

「股務代理機構」意指經臺灣主管機關核可，依據上市櫃法令為本公司提供特定股務代理服務之股務代理機構；

「簽署」意指一署名顯示或一經機械設備所附於之署名表現，或是一附於電子通訊之電子符號或程序，由一位有意簽署該電子通訊之人所使用或採用；

「特別盈餘公積」意指按上市櫃法令或股東會的決議由保留盈餘所分配的公積；

「特別決議」意指一按公司法規定所通過的特別決議，即經由有權於股東會行使表決權並親自或委託代理人(如該股東會允許使用委託書)行使表決權的股東

不低於三分之二(如為投票表決則為表決權三分之二)之同意所為之決議，該股東會之召集通知應載明該決議須以特別決議通過；

「分割」意指一公司將其得獨立營運之任一或全部之營業讓與既存或新設之他公司，作為既存或新設之受讓公司以股份、現金或其他財產支付予為轉讓之該公司或該公司股東對價之行為；

「A 型特別決議」意指於有代表已發行股份總數三分之二以上之股東出席之股東會，出席股東表決權二分之一以上並親自或透過其代理人(如該股東會允許使用代理人)行使表決權之同意通過之決議；

「B 型特別決議」意指當出席股東會之股東不足 A 型特別決議之定額，即未有代表已發行股份總數三分之二以上之股東出席，但有已發行股份總數二分之一以上之股東出席時，由出席股東表決權三分之二以上並親自或透過其代理人(如該股東會允許使用代理人)行使表決權之同意通過之決議；

「存續公司」意指當一個或一個以上參與合併公司按公司法進行合併後唯一存續之參與合併公司；

「證券櫃檯買賣中心」意指中華民國證券櫃檯買賣中心；

「庫藏股」意指本公司依據本章程、公司法及上市櫃法令發行但經本公司買回、贖回或以其他方式取得且未註銷之股份；及

「證交所」意指臺灣證券交易所。

2. 在本章程中，除文意另有所指外：

- (a) 單數詞語包括複數含義，反之亦然；
- (b) 陽性詞語包括陰性含義按文意所指之任何人；
- (c) 「得」或「可」一詞應解為許可性質，而「應」應解為命令性質；
- (d) 所提及的任何法令規定應包含其當時有效的任何修訂或重新制定版本；
- (e) 所提及的任何董事會決定，應理解為其絕對自由裁量下之決定並應適用於一般或個別情況；及
- (f) 所提及的「書面」應理解為書面或任何可以書面方式複製的，包括任何形式之列印、印刷、電子郵件、傳真、照片或電傳，或任何其他替代品或存儲或傳輸格式，或是上述個類形式之混合應用。

3. 除前二條文另有規定外，任何公司法規定之定義，在不違反其主題或是上下文的情況下，具有與本章程相同的涵義

序言

4. 本公司成立後可於任何時間開始運營。

5. 辦事處可由董事會不時決定設立於英屬開曼群島的任一地址。此外，本公司亦可由董事會不時決定建立及維持其他辦事處、營業點及代表處。
6. 本公司成立及發行股票所產生的費用應由本公司承擔支付。此費用可由董事會決定其分期攤銷之期限，且因此所支付的金額，則應由董事會決定於本公司之會計上自本公司收入和/或公司資本內支付之。
7. 董事會應自行或透過他人於董事會得隨時決定之英屬開曼群島境內或境外地點保存股東名簿。若董事會未做出任何決定，則股東名簿應被保管於公司辦事處。

股份

8. 除本章程另有規定外，所有尚未發行之股份皆悉由董事會管控，董事會得：
 - (a) 按其認為適當的條件向其所認為適當的人分配、發行、或處分具有其認為適當的權利並受有其認為適當的限制之此等股份；及
 - (b) 授與認股選擇權、發行相關權證或是類似之證券；

基於以上目的，董事會得保留一定適當數量之當時未發行的股份。

9. 董事會得授權將股份分為任何類別。不同類別之股份應經授權、建立及指定(或根據情況重新指定)而不同類別間權利(包括但不限於表決權、股息及贖回)、限制、優先權、特權及付款義務之區別(如有)則應由董事會決定並固定之。
10. 本公司得經董事會三分之二以上董事之出席及出席董事過半數以上之同意，並經特別決議通過，發行相較於普通股享有優先權之股份(「特別股」)。按本第10條所核准之任何特別股發行前，本公司應修改本章程以明定特別股之權利及義務(變更特別股之權利時亦同)，包括但不限於以下條款：
 - (a) 本公司已發行之特別股總數，及本公司授權發行之特別股總數；
 - (b) 特別股分派股息及紅利之順序、定額或定率；
 - (c) 特別股分派本公司騰餘財產之順序、定額或定率；
 - (d) 特別股股東行使表決權之順序或限制(包括無表決權等)；
 - (e) 與特別股權利義務有關的其他事項；以及
 - (f) 本公司被授權或被強制要購回特別股時，其贖回之方法，或當贖回權不適用時，其聲明。
11. 除本章程或上市櫃法令另有規定外，本公司發行新股，應經董事會三分之二以上董事之出席及出席董事過半數之同意。新股份之發行應於本公司之授權資本額內為之。
12. 本公司不得發行任何未繳足或部分繳足股款之股份，亦不得發行無記名股份。

13. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，發行新股時，董事會得保留不超過百分之十五(15%)之新股供本公司及/或本公司子公司之員工認購，得認購新股員工之資格由董事會依其合理裁量決定之。前述「子公司」係依據國際財務報導準則第十號、第十一號及國際會計準則第二十八號之規定。
14. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，除本章程或上市櫃法令另有規定或經本公司股東會普通決議外，本公司董事會發行新股時，除依本章程第 13 條保留部分比例新股供員工認購(如有)及依本章程第 16 條保留部分比例供於台灣公開發行外，其餘新股應以公告及書面通知原有股東按其原持股比例儘先分認。該公告及書面通知應聲明股東未認購者喪失其權利。原有股東持有股份按比例不足分認一新股者，得合併共同認購或歸併一人認購；原有股東未認購者，得公開發行或洽由特定人認購。
15. 按第 14 條規定的股東優先認購權，在因下列原因或目的而發行新股時不適用：
 - (a) 與他公司合併、本公司分割或本公司重整有關；
 - (b) 與本公司履行其認股權憑證和/或認股權契約之義務有關；
 - (c) 與本公司履行可轉換公司債或附認股權公司債之義務有關；或
 - (d) 與本公司履行附認股權特別股之義務有關。
16. 於本公司股份已登錄興櫃之期間，除上市櫃法令另有規定外，本公司於臺灣境內辦理現金增資發行新股時，除金管會依據上市櫃法令認為無須或不適宜對外公開發行外，得提撥發行新股總額之百分之十(10%)，在臺灣境內對外公開發行；於本公司股份於證券櫃檯買賣中心或證交所上市之期間，除上市櫃法令另有規定外，本公司於臺灣境內辦理現金增資發行新股時，除金管會依據上市櫃法令認為無須或不適宜對外公開發行外，應提撥發行新股總額之百分之十(10%)，在臺灣境內對外公開發行；但股東會另有較高提撥比率之普通決議者，從其決議。於本公司股份已登錄興櫃或於證券櫃檯買賣中心或證交所上市期間，除上市櫃法令另有規定外，本公司應取得金管會及其他主管機關就其現金增資(即發行新股)(無論臺灣境內或臺灣境外)之核准。
17. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，在上市櫃法令範圍內，本公司得經董事會以三分之二以上董事之出席及出席董事過半數同意之決議，通過並採用一個或更多員工激勵計畫(例如員工認股權計畫)，並依該計畫發行選擇權、認股權憑證或其他得以取得股份之類似證券給任何本公司及/或本公司子公司之員工，使其得認購股份。員工依任何員工認股權方案取得之選擇權、認股權憑證或其他得以取得股份之類似證券不得轉讓，但因繼承者不在此限。前述「子公司」係依據國際財務報導準則第十號、第十一號及國際會計準則第二十八號之規定。
- 17B. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，本公司得以 A 型特別決議或 B 型特別決議通過發行限制員工權利新股。關於前述發行

限制員工權利新股，其發行數量、發行價格、發行條件及其他事項應遵守上市櫃法令及金管會之相關規定。

私募

17C. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，依據上市櫃法令規定，本公司得經股東會有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意，在台灣對下列之人進行有價證券之私募：

- (a) 銀行業、票券業、信託業、保險業、證券業或其他經金管會核准之法人或機構；
- (b) 符合金管會所定條件之自然人、法人或基金；及
- (c) 本公司或關係企業之董事、監察人(如有)及經理人。

於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，依據上市櫃法令規定，普通公司債之私募得於董事會決議之日起一年內分次辦理。

股份權利變更

18. 在任何時候，如果公司資本被劃分為不同類別的股份(例如普通股與特別股)，對任何類別股份之權利(除該類別股份之發行條件另有規定外)之重大不利變更或廢止(包括但不限於在任何對本章程之修訂可能損及任何特別股股東之權利之情況)需經(一)普通股股東會以特別決議通過；及(二)該類別股份(例如特別股)之個別股東會以特別決議通過。

前述個別股東會應適用本章程有關一般股東會及其議程之相關規定，惟該個別股東會之法定出席數應為一人或一人以上持有或以代理人之身份代表半數以上該類別股份(但如任何延期股東會不足上述法定出席數時，在場股東得構成法定出席數)，且除該類別股份之發行條件另有規定外，該類別股份之每一股東於投票表決時，就其所持有之每一股該類別股份有一表決權。

19. 股份持有人持有發行時附有優先權或其他權利之任何類別股份者，其權利不因創設或發行與其股份順位相同或在後之其他股份而受重大不利變更或廢止，但該類別股份發行條件另有明確規定者不在此限。

股票

20. 本公司應於依上市櫃法令得發行之日起 30 日內對認股人以帳簿劃撥方式交付股份，並在交付前公告之。於本公司股份已登錄興櫃或於證券櫃檯買賣中心或證交所上市期間，本公司發行之股份得免印製股票(即無實體股票)，並應洽證券集中保管事業機構登錄。除董事會另有決定外，任何人不得以其所持有之任何或全部股份而取得股票。

畸零股

21. 除本章程另有規定外，董事會得發行畸零股。經發行之畸零股按其與相應之比例負有或享有債務(不論是關於其面額、溢價、貢獻、付款要求或其他)、期限、優先權、特權、條件、限制、權利(包括但無損於上述規定之一般性情況，投票權和參與權)及一完整股份之其他屬性。如同一股東取得超過一股同一類別的畸零股，則此等畸零股應累積計算。

股份轉讓

22. 凡已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之股份，其所有權得依據上市櫃法令規定予以證明及轉讓。除上市櫃法令、公司法與本章程第 40E 條另有規定外，本公司發行的股份應可自由轉讓。但本公司保留給員工認購之股份得由董事會依其裁量限制員工在一定期間內不得轉讓，惟其限制期間最長不得超過經董事會與員工決定之 2 年。

在不抵觸公司法下及本章程縱有相反規定，上市股份或准於經核可之證券交易所(按公司法所載之定義，包括證券櫃檯買賣中心及證交所)，交易之股份得按該交易所之規則與規定表彰及移轉。

23. 轉讓股份的文件應以任何常規或通用形式，或是經董事會依其裁量決定之格式，或於本公司股份已登錄興櫃或於證券櫃檯買賣中心或證交所上市期間，以證券櫃檯買賣中心或證交所規定之格式，由讓與人或讓與人之代表人簽署(如經董事會要求，受讓人亦應簽署)，連同其股票(如有)及其他董事會得合理要求以證明讓與人有權為此讓與之證據。於受讓人的名稱登記於本公司股東名簿之前，讓與人仍應視為股份持有者。本公司就已登錄興櫃或是在證券櫃檯買賣中心或證交所之上市之股份得維持一股東名簿，以易於辨認之形式紀錄公司法規定之詳細資料，但該紀錄應以符合適用於興櫃、證券櫃檯買賣中心或證交所之法律及上市櫃法令規定為限。在股東名簿係以易於辨認之形式紀錄之前提下，如非屬於易於辨認之形式時，必須複製為易於辨認之版本。

24. 董事會得拒絕登記任何股份轉讓，除非：

- (a) 股份轉讓文件及其隨附之股票(如有)，及其它任何董事會得合理要求以證明讓與人有權為此讓與之證據，已送交本公司；
- (b) 股份轉讓文件只涉及一種股份類別；
- (c) 股份轉讓文件已經適當用印(如經要求)；或
- (d) 股份轉讓予共同持有人者，該等共同持有人數未超過 4 人。

不論前述內容為何，董事會不得不具合理理由拒絕任何股份轉讓。於本公司股份已登錄興櫃或於證券櫃檯買賣中心或證交所上市期間，本條規定不予適用。

25. 當本公司依照第 41 條暫停辦理過戶登記手續時，股份轉讓之登記得予暫停。

26. 所有登記之股份轉讓文件應存放於本公司，但任何經董事會拒絕登記之轉讓文件(除涉及詐欺者外)則應返還給提交該文件之人。

股份轉移

27. 股東死亡時，若其股份為共同持有時其他尚生存之共同持有人或該死亡股東之法定代理人，或若其股份是單獨持有時其法定代理人，為本公司所認定唯一有權享有該股份權益之人。
28. 因股東死亡或破產而對股份享有權利的人，於董事會所可能要求的相關證據提出後，得選擇登記成為該相關股份之持有人或於該股東死亡或破產前本得轉讓該股份之範圍內轉讓該股份。如其選擇登記成為持有人，則應遞交或寄發經其簽署之書面通知予本公司，表示其做出此選擇，但無論係何種情形，董事會有權按該股東死亡或破產前轉讓其股份時的情況一樣，拒絕或中止股份轉讓之登記，或於本公司股份已登錄興櫃或於證券櫃檯買賣中心或證交所上市期間，依據適用於興櫃、證券櫃檯買賣中心或證交所之法律及上市櫃法令規定辦理。
29. 因股東死亡或破產而對股份享有權利的人，亦應享有與登記股票持有人相同的股息及其它利益，但在其登記成為該股份持有人之前不得行使任何關於本公司股東會之股東權。董事會得隨時通知此人並要求其選擇登記為該相關股份之持有人或轉讓該股份，若其未於 90 日內依該通知做出選擇，則董事會得暫不支付任何該股份應得之股息、紅利或其他款項至其依該通知做出選擇為止。惟本條規定之事項，於本公司股份已登錄興櫃或於證券櫃檯買賣中心或證交所上市期間，董事會應依據適用於興櫃、證券櫃檯買賣中心或證交所之法律及上市櫃法令規定辦理。

決議之表決

30. 本公司得不時以特別決議按該決議所規定的額度以及所增加之股份之類別和數量為增資。

本公司得不時以普通決議：

- (a) 將其全部或部分資本合併並分割為較其現有股份面額更大的股份；
- (b) 將所有或任何其已繳足股份轉換為股票並將該股票再轉換為任何面值的已繳足股份；
- (c) 將其現有股份之全部或部分再分割為較現有股份面額更小的股份；及
- (d) 銷除任何在決議通過之日尚未為任何人取得或同意取得的股份並依據該被銷除股份之數額減少資本。

31. 本公司亦得以特別決議：

- (a) 變更其名稱；

- (b) 除公司法另有規定外，依法律許可之方式減少其資本和資本贖回準備金；及
- (c) 除依第 32 條第 2 項規定進行合併外，本公司得依照上市櫃法令及公司法之規定進行合併。

32. 本公司亦得以 A 型特別決議或 B 型特別決議：

- (a) 締結、變更或終止關於出租其全部營業、委託經營或與他人經常共同經營之協議；
- (b) 除本條第 2 項規定之情形外，轉讓其全部或任何主要部分之營業或財產；
- (c) 受讓他人的全部營業或財產而對公司營運有重大影響者；
- (d) 除依本條第 2 項規定進行分割外，按上市櫃法令進行本公司之分割；
- (e) 董事從事競業禁止行為之許可；
- (f) 依據第 17B 條規定發行限制員工權利新股；以及
- (g) 以發行新股的方式分派部分或全部的股息或紅利；為避免爭議，關於依據第 129 條提撥員工酬勞及董事酬勞所發行之新股不需要取得 A 型特別決議或 B 型特別決議。

本公司亦得以本公司已發行股份總數三分之二以上股東之同意決議：

- (a) 公司依上市櫃法令參與合併，公司為消滅公司致終止上市，且該合併之存續公司或新設公司非於證交所上市之公司或於證券櫃檯買賣中心上櫃之公司者；
- (b) 公司依上市櫃法令為概括讓與或讓與營業或財產而致終止上市，且該受讓公司非於證交所上市之公司或於證券櫃檯買賣中心上櫃之公司者；
- (c) 公司依上市櫃法令進行股份轉換，因股份轉換致終止上市，且該股份轉換之既存或新設公司非於證交所上市之公司或於證券櫃檯買賣中心上櫃之公司者；以及
- (d) 公司依上市櫃法令進行分割，因分割致終止上市，且該既存或新設之受讓公司非於證交所上市之公司或於證券櫃檯買賣中心上櫃之公司。

33. 除公司法、本章程及上市櫃法令關於法定出席數另有規定外，就本公司之解散本公司應：

- (a) 如本公司因無法支應到期之債務而決議自願解散者，經 A 型特別決議或 B 型特別決議通過；或
- (b) 如本公司因前款以外之事由而決議自願解散者，經特別決議通過。

34. 在依據上市櫃法令之前提下，若股東會決議通過上述第 32 條第 1 項之第(a)、(b)或(c)款或第 32 條第 2 項(b)或(c)款之事項，任何於該股東會集會前或集會中，以書面表示異議，或以口頭表示異議經記錄，放棄表決權者，得於該決議日後 20 日內請求本公司以當時公平價格收買其全部之股份。若本公司未能與該股東於該決議日後 60 日內達成收買協議，本公司應於此期間經過後 30 日內，以全體未達成協議之股東為相對人聲請任何臺灣管轄法院為價格之裁定，此裁定於其得於台灣以外被承認並執行之限度內，於本公司及提出請求之股東間僅就裁定之價格有確定之拘束力。

在依據上市櫃法令之前提下，如本公司的任何營業經決議進行分割或參與與其他公司之合併，就此事項放棄表決權並以書面或言詞(經記錄者)在股東會前或股東會進行中表示異議之股東，得於該決議日後 20 日內要求本公司以當時公平價格購買其全部之股份。若本公司未能與該股東於該決議日後 60 日內達成收買協議，本公司應於此期間經過後 30 日內，以全體未達成協議之股東為相對人，聲請任何臺灣管轄法院為價格之裁定，此裁定於其得於台灣以外被承認並執行之限度內，於本公司及提出請求之股東間僅就裁定之價格有確定之拘束力。

股份之贖回與買回

35. 除公司法、上市櫃法令及本章程另有規定外，本公司有權發行可由股東或本公司行使賣回權或贖回權的股份。於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，公司買回股份之相關事項應遵守上市櫃法令及英屬開曼群島法律。
36. 本公司有權依公司法和上市櫃法令以任何合法的資金(包括公司資本)，支付其贖回其股份之股款。
37. 可贖回股份之贖回價格或其計算方式應由董事會在該股份發行時或發行前決定。除本章程另有規定外，每一表彰可贖回股份之股票須記明該股份為可贖回股份。
38. 除上市櫃法令、第 38B 條與第 39B 條另有規定外，經普通決議通過並授權買回之方式與條件，董事會得代表本公司按照與股東的合意或股份發行的條款買回公司的任何股份(包括可贖回股份)，並依照公司法、上市櫃法令及普通決議授權之買回方式與條件支付買回價款。
- 38B. 根據上市櫃法令，本公司得經董事會三分之二以上董事之出席及出席董事超過二分之一同意，買回在證券櫃檯買賣中心或證交所上市之本公司股份。前述董事會之決議及該決議之執行情形，應於最近一次之股東會向股東報告。如本公司未能依據前述董事會決議完成買回在證券櫃檯買賣中心或證交所上市之本公司股份，應於最近一次之股東會向股東報告。
39. 贖回價款或買回價款得按公司法及本章程之規定支付之。遲延支付贖回價款或買回價款將不影響股份之贖回或買回，但如遲延超過 30 日者則應自屆期日起至實際付款時止支付利息，其利率按董事會於適當之調查後估算足以代表英屬開曼群島 A 類銀行對相同貨幣提供的 30 日存款利率計之。

- 39B. 本公司得以 A 型特別決議或 B 型特別決議通過以本公司股本或其他合法帳戶或資金進行股份之買回並銷除該等買回之股份。依據前述規定買回並銷除之股份數量，應依據股東各自之持股比例為之。

本公司以其股本或其他合法帳戶或資金進行股份之買回時，得以支付現金或交付資產(即非現金)予股東。該等交付之資產與抵充之資本數額，應經 A 型特別決議或 B 型特別決議通過與收受該等資產之股東的同意。董事會應於股東會前將該等資產之價值與抵充之資本數額，送交中華民國會計師查核簽證。

庫藏股

40. 股份非經繳足股款不得為贖回。本公司買回、贖回或取得(透過返還或其他方式)之股份得經本公司選擇依據公司法或上市櫃法令規定立即註銷或以庫藏股方式持有。若董事會未指明相關股份應以庫藏股方式持有，該等股份應予以註銷。
- 40B. 關於庫藏股，不得發放或支付股利，亦不得發放或支付本公司資產之其他分派(包括清算時向股東分派資產)(無論以現金或其他形式)。
- 40C. 股東名簿中應將本公司記載為該等庫藏股之持有人，惟：
- (a) 不應以任何理由將本公司視為股東，且不應行使任何關於庫藏股之權利，且任何行使該等權利之主張均應屬無效；
 - (b) 庫藏股在本公司之任何會議中均不應直接或間接參與表決，且於任何時候均不應將庫藏股計入已發行股份總數，無論是否基於本章程或公司法之目的，但除上市櫃法令或公司法另有規定外，庫藏股准以已繳足股款之紅利股配售股份者，該等配售之股份應視為庫藏股。
- 40D 除本章程第 40E 條與上市櫃法令另有規定外，庫藏股得經本公司以董事會決定之條款與條件予以處分。如庫藏股之買回係依據上市櫃法令為轉讓予員工，該等員工得向本公司承諾在一定期間內不得轉讓，惟限制期間最長為二年。
- 40E. 除上市櫃法令另有規定外，本公司以低於實際買回股份之平均價格轉讓予員工，應經最近一次股東會有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意，並應於該次股東會召集事由中列舉並說明下列事項，不得以臨時動議提出：
- (a) 所定轉讓價格、折價比率、計算依據及合理性；
 - (b) 轉讓股數、目的及合理性；
 - (c) 認股員工之資格條件及得認購之股數；以及
 - (d) 對股東權益影響事項：(i) 可能費用化之金額及對公司每股盈餘稀釋情形。(ii) 說明低於本公司實際買回股份之平均價格轉讓予員工對公司造成之財務負擔。

歷次股東會通過且已轉讓予員工之股數，累計不得超過本公司已發行股份總數之百分之五，且單一認股員工其受讓股數累計不得超過本公司已發行股份總數之百分之五。

股份停止過戶日或基準日

41. 為了確定有權在股東會或延期股東會召開時受通知、出席或表決或是有權領取股息的股東，或是為了任何其他理由須確定股東，董事會得規定於一定期間內停止股東名簿變更登記。於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之期間，每年度股東常會召開日(含股東常會當日)前至少 60 日內、每一臨時股東會召開日(含臨時股東會當日)前至少 30 日內及於股息分派基準日(含股息分派基準日當日)前至少 5 日內，應停止股東名簿變更登記。
42. 除停止股東名簿變更登記外，董事會亦得決定相關基準日以確定有權在股東會或延期股東會召開時受通知、出席或表決或是有權領取股息的股東。在董事會按本條(第 42 條)決定基準日(即為召集股東會之目的)者，該基準日應訂在為股東會之前，且董事會應立即依據上市櫃法令，於金管會及證券櫃檯買賣中心或證交所所指定的網站上公告之。

股東會

43. 除年度股東常會外之所有股東會，應稱為臨時股東會。
44. 董事會得於任何其認為適當時召集股東會，但本公司應每一會計年度終了後 6 個月內召開年度股東常會，並應在股東會召集通知中表明為股東常會。
45. 董事會應於股東會提出報告(如有)，於本公司股份已登錄興櫃及/或在證券櫃檯買賣中心或證交所上市之期間，其所有股東會皆應於臺灣境內召開。如董事會決議在臺灣境外召開股東會，本公司應於董事會通過該議案後 2 日內或由依據本章程第 46 條規定提出請求之股東申報證券櫃檯買賣中心或證交所核准。
46. 臨時股東會得由董事會依繼續一年以上持有本公司已發行股份總數百分之三(3%)以上，且有權出席股東會並行使表決權之股東提出於辦事處或股務代理機構載明召集目的之書面請求而召開之，於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之期間，倘於股東提出請求後起 15 日內，董事會未召集臨時股東會，則提出請求之股東得按本章程第 48 條規定之方式並儘可能按董事會得召集股東會之方式，自行召集臨時股東會。所有因董事會不召集股東會而由提出請求之股東自行召集臨時股東會的費用皆應由本公司償還。
47. 本公司如無董事會時，於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之期間，繼續一年以上持有本公司已發行股份總數百分之三(3%)以上之股東，得儘可能按董事會得召集股東會之方式，自行召集股東會。

股東會通知

48. 任何年度股東常會之召集，至少應於 20 日前以書面通知各股東，任何臨時股東會之召集，至少應於 10 日前以書面通知各股東；惟如本公司股份已登錄興櫃或

是在證券櫃檯買賣中心或證交所上市之期間，任何年度股東常會之召集，至少應於 30 日前以書面通知各股東，任何臨時股東會之召集，至少應於 15 日前以書面通知各股東。不論前述內容為何，於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之期間，對於持有公司股份未滿一千股之股東，股東常會及股東臨時會之開會通知得以公告方式為之。

每一通知之發出日或視為發出日及送達日應不予計入。該通知應載明會議地點、日期、時間和召集事由。倘本公司取得股東之事前同意，股東會之通知得以電子通訊方式為之。

- 48B. 於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之期間，本公司應於股東常會開會至少 30 日前或臨時股東會開會至少 15 日前，公告股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事或監察人(如有)事項等各項議案之案由及說明資料。

如本公司同意股東依據第 67 條規定得以書面或電子方式行使表決權時，本公司應將前述資料及書面行使表決權用紙，併同寄送給股東。

49. 於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之期間，董事會應編製股東會議事手冊，記載該股東會之議程(包括所有擬於該股東會決議之議題及事項)，並應依上市櫃法令許可之方式將該議事手冊及其他相關資料於股東常會開會前至少 21 日前或股東臨時會開會前至少 15 日前公告。董事會並應於該股東會將該議事手冊分發給所有親自或委託代理人出席的股東或法人股東之代表人。

50. 下列事項應於股東會召集通知中列舉，不得以臨時動議提出：

- (a) 選任或解任董事或監察人(如有)；
- (b) 變更備忘錄及/或本章程；
- (c) 本公司之解散、股份轉換(依據上市櫃法令定義)、合併或分割；
- (d) 締結、變更或終止關於出租本公司全部營業、委託經營或與他人經常共同經營之契約；
- (e) 讓與本公司全部或任何主要部分營業或財產；
- (f) 受讓他人全部營業或財產而對公司營運有重大影響者；
- (g) 私募發行具股權性質之有價證券；
- (h) 董事從事競業禁止行為之許可；
- (i) 以發行新股方式分派股息及紅利之全部或一部分；
- (j) 將法定盈餘公積及因發行股票溢價或受領贈與所得之資本公積之全部或一部分，以發行新股方式，按持股比例分配與原股東者；

- (k) 根據公司法規定，將法定盈餘公積及因發行股票溢價所得或受領贈與所得之資本公積之全部或一部分，以發放現金方式，按持股比例分配與原股東；以及
- (l) 本公司將庫藏股移轉予員工。

除公司法或本章程另有規定外，股東得於股東會提案，惟僅以原議案內容範圍者為限。

股東會之程序

- 51. 股東會非達法定出席數，不得為任何決議。除本章程另有規定外，股東會法定出席數應有代表已發行股份總數過半數之有表決權股東親自或委託代理人出席。
- 52. 截至該次停止過戶期間前持有已發行股份總數百分之一(1%)以上之股東，得以書面向本公司提出年度股東常會議案。本公司應按上市櫃法令所允許之方式，於董事會認為適當的時間，公告受理股東提案之地點和期間(不得少於 10 日)。任何其提案為董事會所採納之股東，仍有權親自或由委託代理人或當該股東為法人時，由其代表人出席該年度股東常會並參與該議案之討論。

有下列情形之一者，董事會得拒絕股東之提案且該議案不得於該年度股東常會討論：(一)提案股東於董事會訂定之股東名簿基準日或截至該次停止過戶期間前，持股未達已發行股份總數百分之一(1%)；(二)其提案按上市櫃法令非股東會所得決議者；(三)提案超過一項；或(四)逾董事會訂定之受理截止日期始提出者。本公司應於發出該年度股東常會召集通知前通知股東提案之結果，並於該召集通知中列舉經採納得於該年度股東常會討論並表決之議案。董事會應於該年度股東常會說明拒絕採納股東提案之理由。

- 53. 除上市櫃法令另有規定外，股東會如由董事會所召集，其主席應由董事長(如有)擔任之，董事長請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人者，由董事互推一人代理之。
- 54. 除上市櫃法令另有規定外，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。
- 55. 除上市櫃法令另有規定外，在任何股東會上進行表決的決議應以投票表決方式為之，贊成或反對該決議之表決權數或比例應記載於會議記錄。
- 56. 除公司法或本章程另有規定外，任何在股東會上提交決議、同意、確認或採納之事項，應經普通決議通過。
- 57. 在表決權數相同的情況下，股東會主席不得附議或投決定票。除本章程或上市櫃法令另有規定外，本公司應另遵守股東會議事規則。

股東投票

58. 除本章程另有規定或股份另附有任何權利或限制外，每一親自出席或委託代理人出席之股東於進行表決時，就其所持有的每一股份均有一表決權。除公司法或本章程另有規定外，任何股東會之決議應以普通決議為之。

於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，任何股東為其他受益人(下各稱「受益人」)持有股份時，該股東得根據該受益人之請求分別行使表決權。關於前述分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其他應遵循事項，應遵守上市櫃法令之規定。

59. 股東持有之下列股份無表決權：

- (a) 本公司依據公司法、本章程與上市櫃法令規定所持有之庫藏股；
- (b) 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從屬公司(定義依據上市櫃法令規定)，所持有本公司之股份；或
- (c) 被本公司及其從屬公司直接或間接持有其已發行有表決權之股份總數或資本總額合計超過半數之他公司，所持有本公司之股份。

違反上述規定行使之表決權於計算第 51 條之法定出席數時，不計入已發行股份總數。

60. 就共同持有之股份，所有共同持有人應互推一位代表行使其股東權，由該代表親自或委託代理人行使之表決權應有排除其他共同持有人行使之表決權之效力。
61. 股東精神耗弱或經管轄法院裁定為精神失常者時，其表決權可由其委員會或由該法院所指派具有與委員會相同功能之其他人或其代理人、監護人或其他法院指定具監察人性質之人行使之。
62. 股東得以通常或一般之形式或經董事同意之其他形式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。每一股東於每一股東會以出具一上述之委託書，並以委託一人為限，應於股東會開會 5 日前送達公司，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。
- 62B. 委託書送達本公司後，如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，應於股東會開會至少 2 日前，以書面向公司為撤銷委託之通知。如逾前述期間為撤銷者，應以委託代理人出席行使之表決權為準。
63. 委託書格式應經董事會批准，並載明僅使用於特定股東會，其內容至少應包括(a)填表須知；(b)股東委託行使事項；及(c)股東、徵求人(如有)、受託代理人基本資料等項目，並於寄發或以電子文件傳送股東會召集通知時同時附送股東。無論本章程是否另有規定，召集通知及委託書用紙應分發予所有股東，且無論係以寄發或以電子文件傳送，應於同日為之。

64. 委託書須由委託人或是經其書面授權之代理人親筆簽署。如委託人為一法人，則需該法人之印章或由該法人授權之高級職員或代理人親筆簽署。受託代理人不需為股東。
65. 除中華民國信託事業或經中華民國證券主管機關核准的股務代理機構或依據第 68 條指派主席外，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(3%)，超過時其超過百分之三(3%)之表決權，不予計算。
66. 於上市櫃法令要求之範圍內，股東對於提交股東會同意之提案事項(下稱「**提案事項**」)，有自身利害關係致有害於本公司利益之虞時，就該提案事項不得親自或代理他股東或代表法人股東行使其本可行使之任何表決權，但其不得行使表決權之股份數仍應計入第 51 條之法定出席數。就該提案事項之決議，任何違反上開規定行使之表決權不算入已出席股東之表決權數。
67. 除上市櫃法令另有規定外，本公司召開股東會時，應將電子方式列為股東會的表決權行使管道之一，並得採行以書面方式行使表決權，其行使方法應載明於股東會召集通知。董事會決定於中華民國境外召開股東會者，應提供股東得採行以書面或電子方式行使表決權。
68. 依據前條規定以書面或電子方式行使表決權之股東，視為委託股東會主席依據該書面或電子文件之指示代表其於股東會行使其表決權，但就該次股東會之臨時動議及原議案之修正，視為棄權，惟前述之委託應視為不構成上市櫃法令之委託代理人規定。由主席代表股東時，不得以該書面或電子文件未載之方式行使該股東之表決權。

在本公司股份已登錄興櫃或於證券櫃檯買賣中心或證交所上市期間，本公司於中華民國境外召開股東會時，應於中華民國境內委託經金管會、證券櫃檯買賣中心或證交所核可之股務代理機構，以處理該次股東會之行政事宜(包括但不限於受理股東投票事宜)。

69. 股東應於股東會召集至少 2 日前依據第 67 條規定向本公司以書面或電子方式提出表決。若股東向本公司提出 2 份以上之書面或電子表決，應以依據第 68 條規定以第一份書面或電子表決提出於股東會主席之委託為準，但之後提出之書面或電子表決明示撤銷先前書面或電子表決者，不在此限。
70. 如股東已以書面或電子方式提出表決後，欲親自出席股東會者，至遲應於股東會開會前 2 日，以書面或電子方式撤銷其表決，其表決之撤銷應構成第 68 條規定所稱委託股東會主席之撤銷。如股東已依據第 67 條規定提出書面或電子表決超過前述期限撤銷其表決者，應以其書面或電子表決及第 68 條規定所稱委託股東會主席為準。

如股東依據第 67 條規定提出書面或電子表決後，另以委託書委託代理人代表其出席股東會者，應視為第 68 條規定所稱委託股東會主席之撤銷，並以該委託代理人出席行使之表決權為準。

71. 股東會之召集程序或其決議方法違反公司法、上市櫃法令或本章程時，股東得於決議日起 30 日內訴請管轄法院撤銷其決議，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。

代理人及委託書之徵求

72. 於本公司股份已登錄於興櫃或於證券櫃檯買賣中心或證交所上市期間，任何關於股東會出席之代理人及委託書徵求等相關事宜應遵守上市櫃法令規定(包含但不限於「公開發行公司出席股東會使用委託書規則」)。

法人代表出席之會議

73. 股東或董事為一法人時，可經由其董事會或其他決策機關選出其認為合適之人選為其代表參與任何公司會議，或是任何個別類別股東之會議或董事會會議或董事委員會會議。該經授權之代表人得代表法人行使該法人可行使的任何股東或董事權力。

董事

74. 除股東會另有決議外，本公司董事會，設置董事不得少於五人，最多為七人，其中獨立董事人數不得少於三人且獨立董事應達全體董事席次五分之一以上，其中至少一人應在中華民國設有戶籍。於本公司股份於證券櫃檯買賣中心或證交所上市之期間，董事會之獨立董事席次應符合相關法令或上市櫃法令關於外國發行人之規定。董事及獨立董事之資格條件、組成、選任、解任、職權行使及其他應遵循事項，應遵循上市櫃法令規定。

如股東係法人時，得由其代表人當選為董事或監察人(如有)。如法人股東之代表人有數人時，該等代表人得分別當選董事或監察人(如有)，但不得同時當選董事及監察人(如有)。

75. 獨立董事應具備專業知識，且於執行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上市櫃法令之規定。

獨立董事因資格不符、辭職或因故不再擔任董事，致其人數不足本章程或上市櫃法令規定的人數時，應於最近一次股東會補選之。所有獨立董事均資格不符、辭職或因故不再擔任董事時，應於事實發生之日起 60 日內召開臨時股東會補選之。

76. 除經金管會許可且符合上市櫃法令外，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(下稱「門檻」)。

如於股東會上選出的董事未能達到此門檻，不符此門檻之董事中所得選票代表選舉權較低者，其當選失效。已充任董事違反此門檻者，當然解任。

77. 董事因資格不符、辭職或因故解任，致不足五人者，本公司應於最近一次股東會補選之。但董事缺額達公司股東會選出之全體董事人數的三分之一，且不論

現在實際董事人數為何，應於事實發生之日起 60 日內，召開臨時股東會補選之。

股東會在現任董事任期未屆滿前決議改選全體董事且決議同時立即生效(「全面改選」)者，除股東會另有決議外，視為現任董事之任期在全面改選前立即提前屆滿。前述在股東會中改選全體董事時，該股東會應有代表公司已發行股份總數過半數股東之出席。

78. 股東會可選任任一自然人或法人為董事或監察人(如有)。股東會選任董事或監察人(如有)時，每一股份有與應選出董事或監察人(如有)人數相同之選舉權，得集中選舉一人，或分配選舉數人，由所得選票代表選舉權較多者，當選為董事或監察人(如有)。
79. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，關於董事(包含獨立董事)及監察人(如有)之選任，除上市櫃法令另有規定外，本公司應採用符合上市櫃法令的候選人提名機制，另為避免爭議，(i)董事(不包含獨立董事)或監察人(如有)應由股東在董事(不包含獨立董事)及監察人(如有)之候選人名單中選任；及(ii)獨立董事應由股東在獨立董事之候選人名單中選任。
- 除本章程或上市櫃法令另有規定外，本公司應另遵守董事選舉規範之規定。
80. 除本章程另有規定外，每一董事及監察人(如有)之任期不得超過三年，但得連選連任。若董事或監察人(如有)任期屆滿而尚未選任新董事或監察人(如有)者，則該董事或監察人(如有)之任期應予延長至新董事或監察人(如有)選出並開始任職為止。
81. 股東會得隨時以 A 型特別決議或 B 型特別決議解任董事。於任期中無充分理由遭解任之董事，得向本公司請求因被解任所受之任何或全部損害。
82. 董事會應以三分之二以上董事出席、出席董事過半數之同意選任董事長。
- 82B. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，除上市櫃法令另有規定外，公司董事或監察人(如有)，在任期中一次或多次轉讓持股超過其經股東會指派或選任為董事或監察人(視實際情況而定)當時(下稱「當選日」)所持有本公司股份數額二分之一時，應解除該董事或監察人(視實際情況而定)職位。

於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，除上市櫃法令另有規定外，如任何人被指派或選任為公司董事或監察人(如有)，在下述任一期間內轉讓其在當選日所持有本公司股份數額二分之一時，該指派或選任應失去效力：(i) 在當選日到其就任董事或監察人(如有)前的期間；或(ii) 在召開提議指派或選任其為董事或監察人(如有)之股東會前之停止過戶期間。

83. 除相關法令及上市櫃法令另有要求外，董事會得不時採用、制定、修訂、修改或撤銷公司治理政策或措施。該等政策或措施應以記載本公司及董事會就董事會不時決議之各項公司治理相關事項之政策為目的。

84. 董事無須持有任何本公司之股份。
- 84B. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，除上市櫃法令另有規定外，本公司董事亦持有本公司股份時，如該董事以股份設定質權(下稱「設質股份」)超過其經股東會選任為董事當時所持有之本公司股份數額二分之一時，其超過之股份(即設質股份超過其經股東會選任為董事當時所持有股份數額二分之一之部分)不得行使表決權，不算入已出席股東之表決權數。

董事之酬金及費用

85. 除本章程或上市櫃法令另有規定外，董事之報酬(若有)應由董事會參酌同業水準決議通過之。每一位董事就其所有因出席董事會會議或董事委員會會議或股東會或任何類別股份或公司債券的個別會議，或是其他與其董事職務之履行相關之合理支出或即將支出之旅遊、住宿及附隨之花費，皆有權受償還或預支。
86. 除應符合第 85 條規定外，任何董事因公司需求須出訪或移居國外，或是經董事會認定其工作超出一般董事職責時，得經董事會決定領取額外報酬，此等額外報酬應外加於或取代任何依據其他條款所提供之一般報酬。
- 86B. 本公司應設置薪資報酬委員會，其成員專業資格、組成、選任、解任、所定職權之行使及相關事項，應遵守上市櫃法令之規定。前述薪資與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。

替代

87. 除上市櫃法令另有規定外，任何董事得指派另一董事為其替代人，為該董事於董事會上行事。各替代董事得以其指派董事之替代人身分出席董事會並進行投票，如替代董事亦為董事，除其本身之表決權外，另具有一票表決權。
88. 除上市櫃法令另有規定外，前條所指之替代董事之指派應以書面為之，並附有指派董事之親筆簽名，並以標準或普通格式或是其他董事會許可之格式，在預計使用或首次使用該替代董事之董事會開會前提交予該會議主席。

董事會權力及職責

89. 每會計年度終了，董事會應編造營業報告書、財務報表、及盈餘分派或虧損撥補之議案，提出於年度股東常會請求承認，經本公司年度股東常會承認後，董事會應依本章程及上市櫃法令，將財務報表、盈餘分派及/或虧損撥補議案之決議，分發或公告予各股東。於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市，前述財務報表、盈餘分派及/或虧損撥補決議之分發得以本公司公告方式為之。
90. 除公司法、本章程、上市櫃法令以及任何股東會之決議另有規定外，本公司的事務應由董事會管理。董事會得行使本公司之所有權力，並得支付於創立及註冊本公司時所產生的所有費用。
91. 董事會得在其認為就本公司之管理有必要下隨時任命任何人(不含獨立董事在內)，無論該任何人是否為董事，依其認為合適之任期、酬勞(無論是薪資、佣

金、分紅或是以上之組合)、權力和責任，出任本公司之職務，包括但不限於執行長、總經理、一名以上之副總經理或財務長，惟就董事擔任此等職務所得之酬勞應準用第 85 條規定。任何經董事會任命之人亦可由董事會解除其職務。

92. 董事會得依其認為合適的任期、報酬、條件及權力任命秘書(或如有需要，一或更多助理秘書)。任何經董事會任命之秘書或助理秘書，亦得由董事會解除其職位。
93. 董事會得於其認為適當時將其任何權力委託給由一位或多位董事所組成的委員會行使。任何因此成立之委員會就受委任權力之行使應遵守董事會加諸之規定。
94. 董事會得隨時以委任書(經蓋印章或親筆簽署)或其他方式指定任何公司、商號、個人或數人組成之機構(無論由董事會直接或間接提名)，依董事會認為適當的目的、權力、權限、裁量權(惟不得超過董事會根據本章程所擁有或得以行使的權力)、條件與期間，作為本公司之代理人。此等委任書或其他指定方式，得包含董事會為與進行此等代理人交易之人之保護與便利認為適當之規定，亦得授權此等代理人將其所受委任的權力、權限及裁量權為複委任。
95. 董事會得隨時以其認為合適的方式管理本公司事務。以下二條規定，不得限制本條所賦予的一般權力。
96. 董事會得隨時建立任何委員會以管理本公司任何事務(其中包含但不限於薪酬委員會)，除上市櫃法令另有規定外，董事應為該等委員會成員；如任何董事擔任委員會成員，其酬勞應準用第 85 條規定。
97. 任何前述受任人得由董事會授權複委任其當時具有之全部或部分權力、權限及裁量權。
- 97B 依據英屬開曼群島法律及上市櫃法令，任何董事對公司均有忠實義務，且該等忠實義務應包含但不限於遵守一般忠誠與善意以及避免義務衝突與自身利益衝突等。如任何董事有違反前述忠實義務，依據英屬開曼群島法律及上市櫃法令，該董事應對因此所生之損害負責。

依據英屬開曼群島法律及上市櫃法令，如有任何董事為自己或為他人而違反前述忠實義務，股東會得決議將該等行為之任何所得視為本公司之所得。

如任何董事為本公司執行職務而有違反相關法令並致第三人有損害時，依據英屬開曼群島法律及上市櫃法令，該董事對該第三人應與本公司負連帶賠償責任；在此情形下，該董事應賠償本公司對第三人請求所生之損害。

依據英屬開曼群島法律及上市櫃法令，在各自職務範圍內，本公司之經理人與監察人(如有)應與董事負擔本條前各項所規定之相同責任。

董事會借貸權力

98. 除本章程及上市櫃法令另有規定外，董事會得行使公司所有權力以借款，並於借款時或作為本公司或任何第三人之債務、責任或義務之擔保，抵押其企業和財產、發行債券、公司債券和其他證券。

印章

99. 除了經董事會決議授權，該印章不得使用於任何文件，但該授權得於用印之前或之後為之，其於用印後為之者得為對數次用印之一般性確認形式。該印章之使用需有董事或秘書(或助理秘書)在場，或是任何董事為此目的任命的一或更多人在場，此等在場之人應簽署任何該印章於其在場時蓋過之文書。
100. 本公司得保留一份印章摹本於董事會指定的國家或地點。該印章摹本非經董事會決議授權不得使用於任何文件，但該授權得於使用之前或之後為之，其於使用後為之者得為對數次使用之一般性確認形式。
101. 秘書或助理秘書有權為證明文書內容真實性之目的且其內容不會對本公司產生任何義務之情形下，於任何文書蓋章，不受以上規定限制。

董事之解任

102. 有下列情形之一，任何人不得擔任董事，如已擔任董事者，應解除其董事職位：
- (a) 曾犯組織犯罪，經有罪判決確定，服刑期滿尚未逾五年者；
 - (b) 曾犯詐欺、背信、侵占罪經受有期徒刑一年以上宣告，服刑期滿尚未逾二年者；
 - (c) 曾服公務虧空公款，經判決確定，服刑期滿尚未逾二年者；
 - (d) 宣告破產且尚未解除；
 - (e) 使用票據經拒絕往來尚未期滿者；
 - (f) 無法律行為能力或限制行為能力者；
 - (g) 死亡或被認為或陷入精神耗弱；
 - (h) 以書面通知公司辭任董事職位；或
 - (i) 經依本章程解任者。
103. 董事執行業務，有重大損害本公司之行為或違反法令或本章程之重大事項者，股東會未為決議將其解任者，持有本公司已發行股份總數百分之三(3%)以上之股東，得於股東會後 30 日內，以本公司之費用訴請管轄法院裁判解任之，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。

董事會之程序

104. 董事得(於英屬開曼群島境內或境外)集會討論事務處理、休會或是其認為適當之其他董事會會議及其程序之規範。任何於會議中提出的問題應以出席董事之多數決決定。在得票數相等的情況下，主席不得投下第二票或決定票。董事會之召集通知應載明召集事由，並於 7 日前以寄發或電子方式通知予各董事，但有緊急情形時得依據上市櫃法令隨時召集。除本章程或上市櫃法令另有規定外，本公司應另遵守董事會議事規範之規定。
105. 董事得透過視訊或所有與會人員可同時互相交流的其他通訊設備，出席任何董事會會議或經董事會委任而其為成員之委員會會議。以此方式參加會議者，視為親自出席。
106. 除本章程另有規定外，董事會之法定出席數應為全體董事過半數。於計算法定出席數時，由替代董事代表出席之董事應視為親自出席。
107. 董事對於董事會會議相關事項(包括但不限於契約或預計與公司進行之契約或安排)有直接或間接自身利害關係者，如其知悉該利害關係當時已存在，則應於董事會會議中揭露該自身利害關係之性質，或於任何其他情況於其知悉有此自身利害關係後之首次董事會會議中為之。為本條之目的，董事對董事會關於以下之一般性通知：
- (a) 其為特定公司或商號之股東或高級職員且就該通知發送後可能與該公司或商號簽署之契約或協議應認為有利害關係；或
 - (b) 其就該通知發送後可能和與其具有關係之特定人簽署之契約或協議應認為有利害關係；

應視為已依本條關於該等契約或協議之自身利害關係為適當之揭露，但此等通知僅有於董事會會議中為之或該董事採取合理步驟以確保該通知能於其發送後之董事會會議中被提出並審閱。

如上市櫃法令有所要求，董事對於董事會之事項，包括但不限於契約或契約之提案或協議或本公司擬進行之交易，有自身利害關係(無論直接或間接)致有害於本公司利益之虞時，不得加入表決，並不得代理他董事行使表決權。董事違反前述規定親自或由代理人行使之表決權，本公司應不予計算，但該董事仍應計入該次會議之法定出席數。

不論本條第一項內容如何，如任何董事對於董事會議之事項，有自身利害關係(不論直接或間接)時，該董事應於當次董事會揭露並說明其自身利害關係之重要內容。

108. 董事(不含獨立董事在內)為自己或他人從事屬於本公司業務範圍之行為，應於股東會上揭露該等行為的主要內容，並取得 A 型特別決議或 B 型特別決議許可。就未獲上述授權之董事，股東會得於該等行為發生後 1 年內，以普通決議要求該董事將其因該等行為所獲利益歸於本公司。

109. 除上市櫃法令另有規定外，董事(不含獨立董事在內)得依董事會所定之期間及條件(關於報酬及其他)兼任本公司任何其他給薪職位(除內部稽核人員外)，且董事或有此意圖之董事不應因就上開兼職與本公司簽訂契約而被解任，且董事因上開兼職與本公司簽訂契約或因上開兼職而有利害關係者，不應因其兼職或由該等契約或協議建立之善良管理人關係而應將其就該等契約或協議所獲利益歸於本公司。
110. 除本章程及上市櫃法令另有規定外，董事(不含獨立董事在內)得以個人或其商號的身份向本公司提供專業服務，該董事個人或其商號有權就其提供之專業服務收取相當於如其非為董事情況下的同等報酬。但此條款不授權該董事或其商號擔任本公司內部稽核人員。
111. 董事會應將所有會議記錄集結成冊以記錄以下事項：
- (a) 董事會對高階經理人之所有任命；
 - (b) 每一董事會會議及委員會會議出席董事的姓名；以及
 - (c) 所有本公司之會議、董事會會議及委員會會議的所有決議及程序。
112. 除上市櫃法令另有規定外，當董事會會議主席簽署該會議之會議記錄，則該會議應視為已合法召集。
113. 除上市櫃法令另有規定外，無論董事會是否有缺額席次，留任董事均得行使其職權，但如其人數因而低於本章程所定之法定出席數者，留任董事僅得為召集股東會之目的行使職權。
114. 除上市櫃法令另有規定及董事會另有規範外，董事會任命的委員會得選任其會議主席。若未選任主席，或在任何會議該主席未能於既定開會時間 15 分鐘內抵達，則出席該會議的委員可由出席委員中選出一位擔任該會議的主席。
115. 董事會任命之委員會得依其認為適當的方式召集會議或休會。除上市櫃法令另有規定及董事會另有規範外，任何於會議中提出的問題及議案應以出席者多數決決定。
116. 除上市櫃法令另有規定及董事會另有規範外，任何董事會會議或委員會會議或任何行使董事職權之人之行為，即使其後發現此等董事或人之選任有瑕疵或其中任何董事或人資格不符，該行為仍與其每一人均經合法選任且具備董事資格之情況下所為者具有同等效力。
117. 下列事項應經至少三分之二董事出席董事會、出席董事過半數之同意：
- (a) 締結、變更或終止有關出租本公司全部營業、委託經營或與他人經常共同經營的契約；
 - (b) 出售或轉讓其全部或主要部分的營業或財產；
 - (c) 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) 按本章程選任董事長；
- (e) 依據第 129 條提撥員工酬勞及董事酬勞；以及
- (f) 發行公司債券。

審計委員會

118. 本公司應設置審計委員會，其成員專業資格、組成、選任、解任、所定職權之行使及相關事項，應遵守上市櫃法令之規定。審計委員會應由全體獨立董事組成且其委員不得少於 3 人。根據上市櫃法令，其中 1 人應為審計委員會會議召集人，得隨時召集會議，且其中至少 1 人應具有會計或財務專長。審計委員會之決議應經全體委員過半數之同意方為有效。
119. 不論本章程是否有相反之規定，下列事項應經審計委員會全體委員過半數之同意，並經董事會批准：
- (a) 訂定或修正內部控制制度；
 - (b) 內部控制制度有效性之考核；
 - (c) 訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序；
 - (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、發行或私募股份或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) 批准年度財務報告及半年度財務報告；以及
 - (k) 其他經董事會認為或任何主管機關或上市櫃法令規定之重大事項。

除上市櫃法令另有規定外，上述各款事項如未經審計委員會全體委員過半數之同意者，得由全體董事三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議，但不適用於上述第(j)款事項。

除上市櫃法令另有規定外，如有正當理由致審計委員會無法召開時，得由全體董事三分之二以上同意行之，但上述第(j)款之事項仍應由獨立董事委員出具是否同意之意見。

120. 本公司帳簿每年至少應查核一次。

121. 審計委員會有權於任何合理的時間審閱本公司之所有帳簿以及帳目以及相關的付款憑單。審計委員會得約訪本公司董事及高階經理人詢問任何其所持有與本公司帳簿或事務有關之資訊。
122. 按本章程備置之收支報表及資產負債表應由審計委員會查核並與本公司帳簿、帳目及有關付款憑單核對。審計委員會應就此製作書面報告，說明是否該報表和資產負債表確實反映本公司在此審查期間之財務與營運狀況，如曾向本公司董事及高級職員詢問資訊，該等資訊是否已提供並符合要求。審計委員會得為本公司委任執業律師和註冊會計師以進行查核。本公司財務報表應經董事會任命之審計人員依據公認之審計標準查核。該審計人員應按公認之審計標準製作書面報告並於股東會交付股東。所稱「公認之審計標準」得為英屬開曼群島以外的國家或司法管轄區的標準，於此情形，財務報表和審計人員之報告應揭露此一事實及該國家或司法管轄區之名稱。
123. 在符合英屬開曼群島法律之情形下，繼續一年以上持有本公司已發行股份總數百分之三(3%)以上之股東，得以書面請求審計委員會之任一獨立董事成員為本公司對董事提起訴訟，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。

於收到股東依前項規定提出之請求後 30 日內，受該股東請求之該審計委員會獨立董事成員不提起或拒絕提起訴訟時，除英屬開曼群島法律另有規定外，股東得為本公司提起訴訟，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。

124. 除本章程或上市櫃法令另有規定外，本公司應另遵守審計委員會組織規程之規定。

股息

125. 在不抵觸公司法、任何股份當時另有附加權利或限制或本章程之規定下，本公司得以普通決議宣佈分派已發行股份之股息及其他分派，並授權以本公司於法律上可動用的資金支付之。

在不違反適用法律規定之情形下，本公司得以特別決議，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。

126. 在不抵觸公司章程第 129 條之規定下，董事會在建議任何股息分派前，得從依法得用以分配股息的資金中保留其認為合適的數額為公積金，該公積金按董事會之裁量應用於預防突發情形、平衡股息或其他得適當運用該公積金之目的，且在進行此等運用前，得依董事會之絕對裁量用於本公司之業務或進行董事會隨時認為適當之投資。
127. 任何股息之支付得以支票郵寄至股東或有權受領人或共同持有人代表之登記地址或其指定之地址。每一支票應以收件人或其所指定之人為受款人。

128. 除任何股份當時另有附加權利或限制外，所有股息應按股東持有股份數分派之。

129. 本公司處於成長階段，基於資本支出、業務擴充及健全財務規劃以求永續發展等需求，本公司之股利政策將依據本公司未來資金支出預算及資金需求情形，以現金股利及/或股票股利方式配發予本公司股東。

除上市櫃法令另有規定外，本公司年度如有稅前獲利，本公司應在稅前獲利中提撥：(1) 最多為百分之十(10%)、最低為百分之一點五(1.5%)作為員工酬勞(包含本公司員工及/或關係企業員工)(下稱「員工酬勞」)；及(2) 最多為百分之二(2%)作為董事酬勞(下稱「董事酬勞」)。無論前述內容為何，如本公司年度仍有以前年度之累積虧損，本公司應在提撥員工酬勞及董事酬勞前預先保留彌補數額。依據英屬開曼法律規定、上市櫃法令規定及不論第 139 條規定，經董事會以董事三分之二以上之出席及出席董事過半數同意之決議，員工酬勞及董事酬勞得以現金及/或股票方式發放。前述關於發放員工酬勞及董事酬勞之董事會決議，應於董事會決議通過後在股東會中向股東報告。

除上市櫃法令另有規定外，本公司年度總決算如有盈餘時，董事會應以下述方式及順序擬訂盈餘分派案並提交股東會決議：

- (a) 依法提撥應繳納之稅款；
- (b) 彌補以前年度之累積虧損(如有)；
- (c) 依據上市櫃法令規定提撥百分之十(10%)為法定盈餘公積，但法定盈餘公積已達本公司之實收資本額時，不在此限；
- (d) 依據上市櫃法令規定或主管機關要求提撥特別盈餘公積；及
- (e) 按當年度盈餘扣除前述第(a)項至第(d)項後之數額，加計前期累計未分配盈餘為可供分配盈餘，可供分配盈餘得經董事會提議股利分派案，送請股東常會依據上市櫃法令決議後通過分派之。股利之分派得以現金股利及/或股票股利方式發放，在不牴觸英屬開曼群島法律下，股利金額最低至少應為當年度盈餘扣除前述第(a)項至第(d)項之百分之十(10%)，且現金股利分派之比例不得低於股東股利總額之百分之十(10%)，並以百分之百(100%)為上限。

130. 如任何股份登記為由數人共同持有，則其中任何一人均得就股息或其他與該股份相關之應付款項發給有效之收據。任何股息均不加計利息。

會計帳簿、審計、公司年報及申報

131. 本公司會計帳簿應按董事會不時決定之保存方式保存之。

132. 本公司會計帳簿應存於辦事處或其他董事會認為合適的存放地點，並應隨時允許董事會查閱。

133. 董事會應將其所造具之各項表冊，提出於年度股東常會請求承認。經其承認後，董事會應將營業報告書、財務報表、盈餘分派及/或虧損撥補之決議，分發各股東。於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市，前述財務報表、盈餘分派及/或虧損撥補決議之分發得以本公司公告方式為之。
134. 除上市櫃法令另有規定外，董事會應於年度股東常會開會 10 日前，將年度營業報告、財務報表及其他相關文件備置於中華民國境內之股務代理機構，股東得隨時查閱。
135. 除第 134 條及第 148 條另有規定外，董事會應隨時決定本公司會計帳簿之全部或一部分是否供非董事之股東查閱，以及其範圍、時間、地點及條件或規定。除法令或董事會或普通決議另有授權外，非董事之股東無權查閱公司任何會計帳簿或文件。
136. 本公司帳簿應按董事會不時決定或上市櫃法令規定之審計方式和會計年度為審計。
137. 董事會應於每年準備本公司年報及申報記載公司法所定事項並副知英屬開曼群島公司登記處。

內部稽核

138. 本公司應設置隸屬於董事會之內部稽核單位，並配置適任及適當人數之專任內部稽核人員。任何關於內部稽核之相關事宜應遵守上市櫃法令規定。

公積金轉增資

139. 除上市櫃法令或公司法另有規定外，本公司得以 A 型特別決議或 B 型特別決議：
- (a) 將列入公司準備金帳戶或其他資本公積金的任何餘額(包括資本溢價科目、資本贖回準備金、盈餘、損益帳戶、資本公積、法定盈餘公積及特別盈餘公積)轉增資，無論其是否得用以分派；
 - (b) 將決議轉增資之金額按持股比例分配予各股東，並代表股東將此等金額充作受分配公司未發行股份或債券或其組合之相關股款，且將此等公司股份或債券或其組合依前述比例分配予股東(或其指定人)；
 - (c) 做出任何其認為適當的安排以解決分配公積金轉增資時所遭遇之困難，特別是，但不限於，當股份或公司債券之分配為畸零時，董事會有權以其認為適當的方式處置該畸零股份或公司債券；及
 - (d) 進行一切必要的行為以執行本條規定之事項。
- 139A. 為避免爭議，關於依據第 129 條提撥員工酬勞及董事酬勞所發行之新股不需要取得 A 型特別決議或 B 型特別決議。

公開收購

140. 於本公司股份已登錄興櫃及/或在證券櫃檯買賣中心或證交所上市之期間，本公司股票之任何公開收購應依據上市櫃法令規定，其中包含但不限於公開收購公開發行公司有價證券管理辦法。

資本溢價科目

141. 董事會應根據公司法設立資本溢價科目，並不時存入等同於任何股份發行溢價之金額或數額。
142. 除上市櫃法令或公司法另有規定外，贖回或買回股份之任何資本溢價科目應減除其贖回或買回價額與其面額之差額，但董事會得依其裁量決定從本公司之盈餘，或如公司法允許，從本公司之資本中支付該數額。

通知

143. 除本章程或上市櫃法令另有規定外，任何通知或公文得由本公司或有權發佈通知之人當面遞交或以傳真送達於股東，或以郵寄(預付郵資)或合格之快遞(運費預付)等方式寄送至股東於股東名簿所載之地址，或於相關法令許可範圍內，以電子方式將通知或文書發送至經股東書面確認過為受通知之用之電子郵件位址。如股份為共同持有者，所有通知應向股東名簿中登記為其代表人之共同持有人為之，依此所為之通知視為已向所有其他共同持有人為之。
144. 股東親自或是委託代理人出席本公司任何會議者，應為所有目的視為已合法收到該會議及，若有必要，其目的之通知。
145. 除本章程或上市櫃法令另有規定外，任何通知或文件若以：
- (a) 郵寄或快遞送達，則應於包含該通知或文件之信件交於郵局或快遞服務之5日後視為已送達；
 - (b) 傳真送達，則應於傳真機產生確認全部成功傳輸至收件傳真號碼之報告後視為已送達；
 - (c) 合格快遞送達，則應於包含該通知或文件之信件交於快遞服務48小時後視為已送達；或
 - (d) 電子郵件送達，則應於電子郵件發送之當時視為已送達。

如包含該通知或文件之信件已正確記載地址且被郵局或快遞服務收下，即足以證明已依郵寄或快遞送達。

146. 按本章程之規定以郵寄交付或寄送或置於股東登記簿所載之地址之任何通知或文件，即使該股東當時已過世或破產且不論本公司是否已受通知上情，就登記於該股東名下之單獨或共同持有之任何股份，除該股東於該通知或文件送達時

已自股東名簿中除名外，均應視為已合法送達，且應為所有目的視為已送達所有該股份之利害關係人(無論是共同或經由請求或以其名義)。

147. 每一股東會的召集通知應發給：
- (a) 所有有權受通知且已向本公司提供受通知之地址之股東；以及
 - (b) 所有因股東死亡或破產(該股東若非死亡或破產仍有權受通知者)而對其股份有權利之人。

其他人無權受股東會召集通知。

資訊

148. 董事會應將備忘錄、本章程及歷屆股東會議事錄、財務報表、股東名簿及本公司發行之公司債存根簿備置於中華民國境內之股務代理機構，股東得檢具利害關係證明文件，指定範圍，隨時請求查閱或抄錄前述文件。
149. 在不影響本章程條款所列之權利下，任何股東無權要求披露任何有關公司任何交易的詳細資訊，或是任何性質為或可能為營業秘密或公司商業行為的機密程序且董事會認為對外公開並不會對公司股東有利之資訊。
150. 董事會有權向任何主管機關或是司法機關發表或揭露任何其持有、保管或控制之與本公司或其與股東之事務之資訊，包括但不限於本公司股東名簿及股票過戶登記簿所包含之資訊。

補償或保險

151. 本公司得以普通決議採用第 152(a)及(b)條規定之其中一種保護機制。
152. (a) 每一位董事以及其他本公司當時之高級職員(下稱「**被補償人**」)，因其所受或產生之一切行動、程序、成本、費用、支出、損失、損害，除因被補償人關於本公司業務或事務或於執行或解除其職責、權力、權限或裁量之自身不誠實、故意違約或詐欺(包括任何判斷失誤所致者)外，得由本公司之資產與資金受補償並不受傷害，包括但在不損害前述規定的一般性的原則下，被補償人在英屬開曼群島或其他地方之法院，為防禦任何與本公司或本公司事務有關的民事程序(不論成功與否)所生之任何成本、費用、損失或責任。
- (b) 為每一位董事及其他本公司當時之高級職員之利益，本公司得為董事及高級職員購買責任保險(下稱「**董事及高級職員保險**」)。該董事及高級職員保險應僅限於其因本章程、公司法及上市櫃法令所定之職責而產生之責任。

會計年度

153. 除董事會另有決定外，本公司會計年度應於每年 12 月 31 日結束，並於每年 1 月 1 日開始。

清算

154. 如果本公司應進行清算，且可供股東分配的財產不足以清償全部股本，該財產應予以分配，以使股東得依其所持股份比例承擔損失。如果在清算過程中，可供股東間分配的財產顯足以抵償清算開始時的全部股本，應將超過之部分依清算開始時股東所持股份之比例在股東間進行分配。本條規定不損及依特殊條款和條件發行的股份持有者之權利。
155. 如果本公司應進行清算，經本公司特別決議同意且取得任何公司法所要求的其他許可並且符合上市櫃法令的情況下，清算人得將公司全部或部分之財產(無論其是否為性質相同之財產)分配予股東，並得為該目的，對此等財產設定其認為合理之價格並決定如何在股東或不同類別之股東之間進行分配。經同前述之決議同意及許可，如清算人認為適當，清算人得為股東之利益，將此等財產之全部或一部交付信託。但股東不應被強迫接受負有債務或責任的任何財產。
156. 本公司應將所有報表、帳戶記錄以及文件從清算結束之日起保存 10 年，並由清算人或經本公司普通決議委任保管人。

變更章程

157. 除公司法及本章程另有規定外，本公司得隨時以特別決議變更備忘錄及/或本章程之全部或一部分。

訴訟及非訟代理人

158. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，根據上市櫃法令規定，本公司應在臺灣指定訴訟及非訟代理人(下稱「**訴訟及非訟代理人**」)。訴訟及非訟代理人應為本公司在臺灣之負責人，並應在臺灣有住所或居所。本公司應將訴訟及非訟代理人之姓名、住所或居所及授權文件向金管會申報。如訴訟及非訟代理人之姓名、住所或居所及授權文件有變更之情形，本公司應將該等變更向金管會申報。

Appendx 3. Shareholding of All Directors

1. As of the trading halt date April 14, 2018 for this shareholders' meeting, the Company's total paid-in capital is NT\$ 262,448,110, and the total number of outstanding shares is 26,244,811.

Unit: shares

Title	Name	Number of Shares Held	Ratio of Shareholding
Chairman	Taishin Custodian Investment Account of Hsin Ting Holding Limited	5,977,844	22.78%
	HSU Wen-Faung	960,273	3.66%
Director	LAI, Jen-Chung	427,337	1.63%
Director	LIN, Chun-Yen	175,912	0.67%
Director	LI, Yung-Yi	98,576	0.38%
Independent director	HSIEH, Yu-Tien	-	-
Independent director	CHEN, Tien-Szu	-	-
Independent director	CHIU, Shih-Fang	-	-
Total Shares		7,639,942	

Remarks

- I. Article 26 of the Securities and Exchange Act does not apply to the Company.
- II. The Company has established the audit committee. The shareholding of supervisors does not apply.

Appendx 4. Influence on the company business performance, EPS, and shareholder ROI by the proposal of stock grant in this shareholders' meeting

The Company has no stock dividend distribution planned; therefore, it is not applicable.

Appendx 5. Information of proposals and nominations by any shareholder holding more than one percent of the Company's total outstanding shares

The shareholders may make proposals and nomination of directors according to the Company Act. The Company will accept the proposals and nominations at the office (address: 6F-2, No. 16, Jian 8 Rd., Zhonghe Dist., New Taipei City) from April 5, 2019 to April 15, 2019. Any shareholder who holds more than one percent of the total outstanding shares may submit the proposals of the shareholders' meeting and nomination of director candidates to the company in writing. If there is any proposal and nomination made by shareholders, the Board meeting shall be called to discuss whether to include the proposals and nominations in the agenda of the shareholders' meeting.

The Board of Directors may exclude the proposals proposed by the shareholders from the agenda in any of the following situations:

- (1) The proposal cannot be resolved by a shareholders' meeting.
- (2) The shareholder proposing the proposal does not hold at least one percent of the total outstanding shares on the trading halt date.
- (3) The proposal was proposed outside of the announced acceptance period.

The Board of Directors may exclude the candidates nominated by the shareholders from the agenda in any of the following situations:

- (1) The nomination was made outside of the announced acceptance period.
- (2) The shareholder nominating the candidate does not hold at least one percent of the total outstanding shares on the trading halt date.
- (3) The total number of candidates exceeds the number of opening seats.
- (4) The shareholder nominating the candidate fails to describe the name, education and job experience of the nominated person.
- (5) The nominated person does not qualify the statutory criteria (the shareholder does not own any shares, and the independent director does not submit the supporting documents set forth in the foregoing "Required Documents.")