

THE CAYMAN ISLANDS
THE COMPANIES ACT (AS REVISED)

Amended and Restated Memorandum of
Association of
Intelligo Technology Inc.

(As adopted by Special Resolution passed on August 26, 2024)



THE CAYAN ISLANDS
THE COMPANIES ACT (AS REVISED)
AMENDED AND RESTATED MEMORANDUM
OF ASSOCIATION
OF
Intelligo Technology Inc.
(the “Company”)

(As adopted by Special Resolution passed on August 26, 2024)

1. Name

The name of the Company is Intelligo Technology Inc.

2. Registered Office

The registered office of the Company shall be situated at the Office of Quality Corporate Services Ltd., Suite 102, Cannon Place, P.O. Box 712, North Sound Rd., George Town, Grand Cayman, KY1-9006, Cayman Islands, or such other place in the Cayman Islands as the Board of Directors may, from time to time decide, being the registered office of the Company.

3. General Objects and Powers

The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by Section 7(4) of the Companies Act (As Revised) or as the same may be amended from time to time, or any other law of the Cayman Islands.

4. Limitations on the Company’s Business

4.1 For the purposes of the Companies Act (As Revised) the Company has no power to:

- (a) carry on the business of a Bank or Trust Company without being licensed in that behalf under the provisions of the Banks & Trust Companies Act (As Revised); or
- (b) to carry on Insurance Business from within the Cayman Islands or the business of an Insurance Manager, Agent, Sub-agent or Broker without being licensed in that behalf under the provisions of the Insurance Act (As Revised); or



(c) to carry on the business of Company Management without being licensed in that behalf under the provisions of the Companies Management Act (As Revised).

4.2 The Company shall not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this section shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.

5. **Company Limited by Shares**

The Company is a company limited by shares. The liability of each Member is limited to the amount, if any, unpaid on the shares held by such Member.

6. **Authorised Shares**

The authorized share capital of the Company is New Taiwan Dollars 1,000,000,000, divided into 100,000,000 ordinary shares of a par value of New Taiwan Dollars 10 each, and shall not convert its shares into no par value shares. Subject to the provisions of the Companies Act (As Revised) and the Articles of Association of the Company, the Company shall have power to redeem or purchase any of its shares and to increase, reduce, sub-divide or consolidate the Share capital and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be ordinary, preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.

7. **Continuation**

Subject to the provisions of the Companies Act (As Revised) and the Articles of Association of the Company, the Company may exercise the power contained in Section 206 of the Companies Act (As Revised) to deregister in the Cayman Islands and be registered by way of continuation under the laws of any jurisdiction outside the Cayman Islands.



THE CAYMAN ISLANDS
THE COMPANIES ACT (AS REVISED)

Amended and Restated Articles of

Association of

Intelligo Technology Inc.

(As adopted by Special Resolution passed on August 26 , 2024)



THE CAYMAN ISLANDS
THE COMPANIES ACT (AS REVISED)
AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
OF
Intelligo Technology Inc.
(the “Company”)

(As adopted by Special Resolution passed on August 26, 2024)

1. Guidance for Business Operation

In the course of conducting its business, the Company shall comply with the Applicable Public Company Rules and business ethics and the Company may take corporate actions to promote public interests in order to fulfil its social responsibilities.

2. Definitions and Interpretation

- 2.1 The Table ‘A’ in the First Schedule of the Companies Act (As Revised) shall not apply to this Company. In these Articles of Association (“**Articles**”), save where the content otherwise requires:

“**Acquisition**” means a transaction of acquiring shares, business or assets of another company and the consideration for the transaction being the shares, cash or other assets, as defined in the R.O.C. Business Mergers and Acquisitions Act;

“**Applicable Public Company Rules**” means the R.O.C. laws, rules and regulations governing public reporting companies or companies listed on any R.O.C. Exchange that from time to time are required by the relevant regulator as being applicable to the Company, including, without limitation, the relevant provisions of the Company Act of the R.O.C., Securities and Exchange Act of the R.O.C., the Business Mergers and Acquisitions Act of the R.O.C., the rules and regulations promulgated by the Ministry of Economic Affairs, the rules and regulations promulgated by the FSC, the rules and regulations promulgated by any of the R.O.C. Exchanges, as amended from time to time after the Company’s application with the FSC for public company status has been approved



and the Company shall be then subject to such laws, rules and regulations as a result;

“Annual Net Income” means the audited annual net profit of the Company in respect of the applicable year;

“Audit Committee” means the audit committee of the Board of Directors, which shall comprise solely of all the Independent Directors of the Company;

“Capital Reserve” means the income derived from the issuance of new shares at a premium, or from endowments received by the Company;

“Compensation Committee” means a committee of the Board of Directors, which shall be comprised of professional individuals and having the functions, in each case, prescribed by the Applicable Public Company Rules;

“Directors” and **“Board of Directors”** means the Directors of the Company for the time being (includes any and all Independent Director(s)), or as the case may be, the Directors assembled as a board or as a committee thereof, and **“Director”** means any one of the Directors;

“FSC” means the R.O.C. Financial Supervisory Commission;

“Independent Directors” means the Directors who are elected by the Members at a general meeting and designated as "Independent Directors" for the purpose of the Applicable Public Company Rules which are in force from time to time;

“Market Observation Post System” means the internet information reporting system designated by the FSC;

“M&A” means Merger, Acquisition and Spin-off;

“Members” means those persons whose names are entered in the register of members as the holders of shares, and **“Member”** means any one of them;

“Memorandum of Association” means the Memorandum of Association of the Company, as amended and re-stated from time to time by Special Resolution;

“Merger” means a transaction whereby (a) all of the companies participating in such transaction are dissolved, and a new company is incorporated to generally assume all rights and obligations of the dissolved companies or (b) all but one company participating in such transaction are dissolved, and the surviving company generally assumes all rights and obligations of the dissolved companies, and in each case the consideration for the transaction being the shares of the surviving or newly incorporated company or any other company, cash or other assets;



“Short-form Merger” means (a) a Merger in which one of the merging companies holds issued shares that together represent at least ninety percent (90%) of the voting power of the issued shares of the other merging company, or (b) that subsidiaries of the same parent company holding ninety percent (90%) or more of the issued shares of such respective subsidiaries merge with one another;

“Ordinary Resolution” means a resolution:

- (a) passed by a Simple Majority of such Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of the Company; or
- (b) Before the Shares are listed on any R.O.C. Exchange, approved in writing by all of the Members entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of the Members and the effective date of the resolution so adopted shall be the date on which the instrument, or the last of such instruments if more than one, is executed;

“Private Placement” means obtaining subscriptions for, or the sale of, Shares, options, warrants, rights of holders of debt or equity securities which enable those holders to subscribe further securities (including Shares), or other securities of the Company, either by the Company itself or a person authorized by the Company, primarily from or to specific investors approved by the Company or such authorized person. (but excluding any employee incentive program, subscription agreement, warrant, option or issuance of Shares under Article 9 of these Articles);

“Register of Members” means the register of members maintained in accordance with the Statute and includes (except where otherwise stated) any duplicate Register of Members;

“Registered Office” means the registered office for the time being of the Company;

“Restricted Shares” has the meaning given thereto in Article 11;

“R.O.C.” means the Republic of China;

“R.O.C. Exchange(s)” means TWSE and/or TPEX;

“Seal” means the seal(s) of the Company;

“Shares” means shares in the capital of the Company, including a fraction of any of them and “Share” means any one of them;

“Share Certificate” and **“Share Certificates”** means a certificate or certificates representing a Share or Shares;



“**Share Exchange**” means a company transferring all its issued shares to another company in exchange for shares, cash or other assets in that company as the consideration for Members of the transferring company;

“**Short-form Share Exchange**” means a parent company acquires, by way of a Share Exchange, its subsidiary company wherein at least ninety percent (90%) of the voting power of the issued shares of the subsidiary company are held by the parent company;

“**Simple Majority**” means more than one-half;

“**Solicitor**” means any Member, a trust enterprise or a securities agent mandated by Member(s) who solicits an instrument of proxy from any other Member to appoint him/her/it as a proxy to attend and vote at a general meeting pursuant to the Applicable Public Company Rules;

“**Special Resolution**” means a resolution passed in accordance with Section 60 of the Companies Act, being a resolution:

- (a) passed by a majority of not less than two-thirds of such Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of the Company of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given ; or
- (b) Before the Shares are listed on any R.O.C. Exchange, approved in writing by all of the Members entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of the Members and the effective date of the Special Resolution so adopted shall be the date on which the instrument or the last of such instruments if more than one, is executed.

“**Spin-off**” refers to an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to give shares, cash or other assets to the transferor company or Members of that company;

“**Short-form Spin-off**” Means a parent company effects a Spin-off with its subsidiary company wherein at least ninety percent (90%) of the voting power of the issued shares of the subsidiary company are held by the parent company, and whereby the parent company is the transferee company assuming the business and the subsidiary company is the divided company acquiring the total amount of consideration for the business transferred;

“**Statute**” or “**the Companies Act**” means the Companies Act (As Revised) of the Cayman Islands, as amended, and every statutory modification or re-enactment thereof for the time being in force;



“**Subsidiary**” and “**Subsidiaries**” means (a) a subordinate company in which the total number of voting Shares or total Share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (b) a company in which the total number of shares or total share equity of that company held by the Company, its subordinate companies and its controlled companies, directly or indirectly, represents more than one half of the total number of issued voting shares or the total share equity of such company; or (c) a company of which the management of the personnel, financial, or business operation has been directly or indirectly controlled by the Company;

“**Special (Supermajority) Resolution**” means (a) a resolution adopted by a majority vote of the Members present and entitled to vote on such resolution at a general meeting attended in person or by proxy by Members who represent two-thirds or more of the total issued Shares of the Company or, (b) if the total number of Shares represented by the Members present at the general meeting is less than two-thirds of the total issued Shares of the Company, but more than half of the total issued Shares of the Company, a resolution adopted at such general meeting by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution;

“**TDCC**” means the Taiwan Depository & Clearing Corporation;

“**Treasury Shares**” means a Share purchased and held in the name of the Company as a treasury Share in accordance with the Statute and the Applicable Public Company Rules;

“**TWSE**” means the Taiwan Stock Exchange;

“**TPEX**” means the Taipei Exchange;

“**Non TWSE-Listed or TPEX-Listed Company**” refers to a company whose shares are neither listed on the TWSE or the TPEX.

2.2 In these Articles, words and expressions defined in the Companies Act shall have the same meaning and, unless otherwise required by the context, (a) the singular shall include the plural and vice versa; (b) the masculine shall include the feminine and the neuter and references to persons shall include companies and all legal entities capable of having a legal existence; (c) “may” shall be construed as permissive and “shall” shall be construed as imperative; and (d) references to a statutory enactment shall include reference to any amendment or re-enactment thereof for the time being in force.

3. Share Certificates

3.1 After the Shares are listed on any R.O.C. Exchange, subject to the provisions of the Statute, the Memorandum and Articles and the



Applicable Public Company Rules, the Company shall issue Shares without printing Share Certificates for the Shares issued. The details regarding the delivery of such issue of Shares shall be recorded by TDCC in accordance with the Applicable Public Company Rules, and the issuance, transfer or cancellation of the Shares shall be handled in accordance with the relevant rules of TDCC.

- 3.2 A Member shall only be entitled to a Share Certificate if the Board of Directors resolves that Share Certificates shall be issued. Share Certificates, if any, shall be in such form as the Board of Directors may determine. Share Certificates shall be signed by one or more Director of the Company authorized by the Board of Directors. The Board of Directors may authorize Share Certificates to be issued with the authorized signature(s) affixed by mechanical process. All Share Certificates shall be consecutively numbered or otherwise identified and shall specify the Shares to which they relate. All Share Certificates surrendered to the Company for transfer shall be cancelled and subject to the Articles. No new Share Certificate shall be issued until the former Share Certificate representing a like number of relevant Shares shall have been cancelled. In respect of a Share or Shares held jointly by several persons, the Company shall not be bound to issue more than one Share certificate and delivery of a certificate for a Share to one of several joint holders shall be sufficient delivery to all.
- 3.3 In the event that the Board of Directors resolve that Share Certificates shall be issued pursuant to Article 3.2 hereof, the Company shall deliver the Share Certificates to the subscribers within thirty (30) days from the date such Share Certificates may be issued pursuant to the Statute, the Memorandum, the Articles and the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such Share Certificates pursuant to the Applicable Public Company Rules.
- 3.4 If a Share Certificate is worn out, lost, destroyed or defaced, it may be renewed on production of the worn out or defaced certificate, or on satisfactory proof of its loss together with such indemnity as the Company may reasonably require and such expenses may be reasonably incurred by the Company in investigating evidence, as the Board of Directors may prescribe, and (in the case of defacement or wearing out) upon delivery of the old Share Certificate. Any Member receiving a Share Certificate shall indemnify and hold the Company and its officers harmless from any loss or liability which it or they may incur by reason of wrongful or fraudulent use or representation made by any person by virtue of the possession of such a Share certificate.

4. Issue of Shares

- 4.1 Subject to the provisions, if any, in the Statute, the Memorandum, these Articles and Applicable Public Company Laws (and to any direction that may be given by the Company in general meeting) and without prejudice to any rights attached to any existing Shares, the unissued Shares of the Company (whether forming part of the original or any increased



authorised Shares) shall be at the disposal of the Board of Directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration, and upon such terms and conditions as the Board of Directors may determine, and the Company shall have power to redeem, purchase, spinoff or consolidate any or all of such Shares and to issue all or any part of its capital whether priority or special privilege, subject to any postponement of rights or to any conditions or restrictions whatsoever.

- 4.2 The Company shall not issue any unpaid Shares or partly paid-up Shares.
- 4.3 After the Shares are listed on any R.O.C. Exchange, unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increase the Share capital by issuing new Shares for cash, the Company shall, after reserving Shares for Public Offering (defined below) and Shares for Employees' Subscription (defined below) in accordance with Article 4.4, make a public announcement and notify each Member that he/she/it is entitled to exercise a pre-emptive right to purchase his/her/its pro rata portion of any new Shares issued in the capital increase in cash. A waiver of such pre-emptive right may be approved at the same general meeting where the subject issuance of new Shares is approved by the Members. The Company shall state in such announcement and notices to the Members that if any Member fails to purchase his/her/its pro rata portion of the newly-issued Shares within the prescribed period, such Member shall be deemed to forfeit his/her/its pre-emptive right to purchase the newly issued Shares. In the event that Shares held by a Member are insufficient for such Member to exercise the pre-emptive right to purchase one newly-issued Share, Shares held by several Members may be calculated together for joint purchase of newly-issued Shares or for purchase of newly-issued Shares in the name of a single Member pursuant to the Applicable Public Company Rules. If the total number of the new Shares to be issued has not been fully subscribed by the Members within the prescribed period, the Company may offer any un-subscribed new Shares to be issued to the public in Taiwan or to specific person or persons according to the Applicable Public Company Rules.
- 4.4 After the Shares are listed on any R.O.C. Exchange, where the Company increases its capital in cash by issuing new Shares in Taiwan, the Company shall allocate ten percent (10%) of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not necessary or appropriate, as determined by the Board of Directors according to the Applicable Public Company Rules and/or the instruction of the FSC or TWSE or TPEx (as applicable), for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned ten percent (10%) is resolved by a general meeting to be offered, the percentage determined by such resolution shall prevail ("Shares for Public Offering"). The Company may reserve ten percent (10%) to fifteen percent (15%) of the total amount of the new Shares to be issued for the subscription by the employees of the Company and its Subsidiaries ("Shares for Employees' Subscription"). The Company may restrain the Shares subscribed by the aforementioned



employees from being transferred or assigned to others within a specific period of time which shall in no case be longer than two (2) years.

- 4.5 Members' rights to subscribe for newly-issued Shares may be transferred independently from the Shares from which such rights are derived. The rules and procedures governing the transfer of rights to subscribe for newly-issued Shares shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 4.6 The pre-emptive right of Members provided under Article 4.3 shall not apply in the event that new Shares are issued due to the following reasons or for the following purposes: (a) in connection with a Merger with another company, or the Spin-off of the Company, or assumption of the Spin-off of another company or pursuant to any reorganization of the Company; (b) in connection with being acquired or the acquisition of issued shares, business, or assets of other companies; (c) in connection with the Share Exchange; (d) in connection with meeting the Company's obligations under Share subscription warrants and/or options, including those referenced in Articles 9.1 to 9.4; (e) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire Shares; (f) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire Shares; (g) in connection with a Private Placement; (h) in connection with the issue of Restricted Shares in accordance with Article 11; (i) in connection with new fully-paid up Shares issued to the Members as satisfaction of declared dividend pursuant to Article 28, and/or as effecting any capitalisation of any other amount pursuant to Article 30. or (j) other matters in accordance with the Applicable Public Company Rules.
- 4.7 The periods of notice and other rules and procedures for notifying Members and implementing the exercise of the Members' pre-emptive rights shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 4.8 After the Shares are listed on any R.O.C. Exchange, subject to the provisions of the Statute and the Applicable Public Company Rules, the Company may, by Special Resolutions of the Members passed at a general meeting, conduct Private Placements, and shall comply with the Applicable Public Company Rules to determine, inter alia, the purchaser(s), the types of securities, the determination of the offer price, and the restrictions on transfer of securities of such Private Placement.
- 4.9 After the Shares are listed on any R.O.C. Exchange, subject to the provisions of the Applicable Public Company Rules, when the total number of new Shares in issue has been subscribed to in full, the Company shall immediately send a call notice to the subscribers for unpaid Shares. Where Shares are issued at a price higher than par value, the premium and the par value shall be collected at the same time. Where the subscriber delays payment for subscribing to the Shares, the Company shall designate a cure period of not less than one (1) month by serving a notice on him/her/it requiring such payment. The Company shall also declare in the notice that in case of default of payment within the said cure period.



the subscriber's right to subscribe to new Shares shall be forfeited. After the Company has made such request, the subscribers who fail to settle the outstanding payment accordingly shall forfeit their rights to subscribe to the Shares and the Shares subscribed by them in the first place shall be otherwise offered by the Company.

5. Variation of Rights Attaching to Shares

5.1 If at any time the Share capital of the Company is divided into different classes of Shares, the rights attaching to any class may be varied or abrogated with the consent in writing of the holders of two-thirds of the issued Shares of that class, or with the sanction of a resolution passed by at least a two-thirds majority of the holders of Shares of the class present in person or by proxy at a separate general meeting of the holders of the Shares of the class. To every such separate general meeting the provisions of these Articles relating to general meetings of the Company shall mutatis mutandis apply.

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

5.3 The Company shall not issue Shares to bearer form.

6. Transfer of Shares

6.1 Subject to the Statute and the Applicable Public Company Rules, any Member may freely transfer all or any of his Shares by an instrument of transfer which the Board of Directors may approve. The transferor shall be deemed to remain a holder of the Share until the name of the transferee is entered in the Register of Members in respect thereof.

6.2 Before the Shares are listed on any R.O.C. Exchange, the Company shall register any transfer of Shares upon receipt of the duly executed written instrument of transfer thereof unless such transfer shall be prohibited by the terms of these Articles or any applicable law. The Board of Directors may approve to effect transfers of Shares listed on the TWSE or TPEX (as applicable) which are not issued physically through relevant systems (including systems of TDCC) without executing Share transfer documents. With respect to non-physically issued Shares, the Company shall notify holders of these Shares to provide (or have a third party designated by such holders to provide) instruction(s) necessary for transfers of Shares according to the equipment and demand of those systems, provided however, that such instructions shall not violate these Articles, Statute and the Applicable Public Companies Rules.

7. Transmission of Shares

7.1 In case of the death of a Member, the survivor or survivors, or the legal



personal representatives of the deceased survivor, (a)where the deceased was a joint holder, and the legal personal representatives of the deceased, (b)where he was a sole holder, shall be the only persons recognized by the Company as having any title to the Shares.

- 7.2 A person becoming entitled to a Share by reason of the death, bankruptcy, liquidation or dissolution of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

8. Redemption and Purchase of Own Shares

- 8.1 Subject to the provisions of the Statute, the Memorandum, and the Articles, the Company may:

- (a) issue Shares on terms that they are to be redeemed or are liable to be redeemed at the option of the Company or its Members on such terms and in such manner as the Board of Directors may determine before the issue of such Shares;
- (b) purchase its own Shares on such terms and in such manner as the Board of Directors may determine
- (c) make a payment in respect of the redemption or purchase of its own Shares in any manner permitted by the Statute including out of capital.

Notwithstanding the foregoing, for so long as any Shares are listed on the TWSE or TPEX (as applicable), the Company may purchase its own Shares on such terms as are approved by resolutions of the Directors passed at a meeting of the Board of Directors attended by more than two-thirds of members of the Board and approved by a majority of the Directors present at such meeting, provided that any such repurchase shall be in accordance with the Applicable Public Company Rules. In the event that the Company proposes to purchase any Shares listed on the TWSE or TPEX pursuant to this Article, the approval of the Board of Directors and the implementation thereof shall be reported to the Members at the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall apply even if the Company does not implement the repurchase proposal for any reason.

- 8.2 A Share which is liable to be redeemed by the Company shall be redeemed by the Company giving to the Member notice in writing of the intention to redeem such Shares (a "Redemption Notice") and specifying the date of such redemption which must be a day on which banks in the Cayman Islands or R.O.C. are open for business

- 8.3 Any Share in respect of which Redemption Notice has been given shall not be entitled to participate in the profits of the Company in respect of the period after the date specified as the date of redemption in the Redemption Notice. The Board of Directors may, upon the purchase or redemption of any Share under Articles 8.1 to 8.7, determine that such Share shall be



held as Treasury Shares. For Treasury Shares, no dividends shall be distributed or paid, nor shall any distribution of the Company's assets be made (whether in cash or by other means) (including any assets distribution to the Members when the Company is winding up). Subject to the provisions of the Statute, the Memorandum and the Articles, the Board of Directors may determine to cancel a Treasury Share or transfer a Treasury Share to the employees on such terms as they think proper (including, without limitation, for nil consideration). After the Shares are listed on any R.O.C. Exchange, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.

- 8.4 The redemption or purchase of any Share shall not be deemed to give rise to the redemption or purchase of any other Share.
- 8.5 If the Company repurchases any Shares traded on the TWSE or TPEX and proposes to transfer the Repurchased Treasury Shares to any employees of the Company or its Subsidiaries at the price below the average repurchase price paid by the Company for Repurchased Treasury Shares (the "Average Purchase Price"), the Company shall obtain the approval of a Special Resolution of the Members passed at a general meeting, and shall specify such motion in the meeting notice of that general meeting in accordance with the Applicable Public Company Rules, and which shall not be brought up as an ad hoc motion and which matter shall include: (a) The transfer price, discount rate, calculation basis and reasonability; (b) Number of Shares transferred, purpose and reasonability; (c) Qualification of employees' subscription and number of Shares employees may subscribe; and (d) Matters affecting equity of the Members: (i) Amounts that may become expenditures, and the dilution of earnings per Share of the Company; and (ii) Explain the financial burden caused to the Company by transfer of Shares to employees at a price lower than the Average Purchase Price. The aggregate number of Treasury Shares to be transferred to employees pursuant hereto and the aggregate number of Treasury Shares transferred to any individual employee shall be subject to the Applicable Public Company Rules as applied to the Company and shall not exceed the stipulated percent of the Company's total issued Shares as at the date of transfer of any Treasury Shares to the employee. The Company may impose restrictions on the transfer of such Shares by the employee for a period of no more than two (2) years.
- 8.6 Unless otherwise provided under the Applicable Public Company Rules, at the date specified in the Redemption Notice, or the date on which the Shares are to be purchased, the holder of the Shares being redeemed or purchased shall be bound to deliver up to the Company at its Registered Office or other designated place the certificate thereof for cancellation and thereupon the Company shall pay to him the redemption or purchase moneys in respect thereof.
- 8.7 Notwithstanding anything to the contrary contained in Articles 8.1 to 8.6, and subject to the Statute, the Memorandum and Articles and the Applicable Public Company Rules, the Company may, with the approval



of an Ordinary Resolution, compulsorily redeem or repurchase Shares, provided that such Shares shall be cancelled upon redemption or repurchase and such redemption or repurchase will be effected pro rata based on the percentage of shareholdings of the Members. Payments in respect of any such redemption or repurchase, if any, may be made either in cash or by distribution of specific assets of the Company, as specified in the Ordinary Resolution approving the redemption or repurchase, provided that (a) the relevant Shares will be cancelled upon such redemption or repurchase and will not be held by the Company as Treasury Shares, and (b) where assets other than cash are distributed to the Members, the type of assets, the value of the assets and the corresponding amount of such substitutive distribution shall be (i) assessed by an R.O.C. certified public accountant before being submitted to the Members for approval and (ii) agreed to by the Member who will receive such assets. After the Shares are listed on any R.O.C. Exchange, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.

9. Employee Incentive Program

- 9.1 Notwithstanding the provision of Article 11 for Restricted Shares, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt incentive programs and may issue Shares, options, warrants or other similar instruments, to employees of the Company and its Subsidiaries. The rules and procedures governing such incentive program(s) shall be in accordance with policies established by the Board of Directors from time to time in accordance with the Statute, the Memorandum and the Articles. After the Shares are listed on any R.O.C. Exchange, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.
- 9.2 Options, warrants or other similar instruments issued in accordance with Article 9.1 above are not transferable save by inheritance.
- 9.3 The Company may enter into relevant agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive program approved pursuant to Article 9.1 above, whereby employees may subscribe, within a specific period of time, a specific number of the Shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employees than the terms specified in the applicable incentive program.
- 9.4 Directors of the Company and its Subsidiaries shall not be eligible for the employee incentive programs under Article 11 or this Article 9, provided that Directors who are also employees of the Company or its Subsidiaries may participate in an employee incentive program in their capacity as an employee (and not as a Director of the Company or its Subsidiaries).

10. Fractional Shares



If the Company effects any Share split, Share combination, dividend distribution, capital reorganization, merger, consolidation, reclassification of Shares, exchange or any matters that could cause the Company to issue Shares, the Board of Directors has the power to make such provision as they think fit such that Shares shall not become issuable or distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the Members concerned). If any inheritance of Shares occurs, the Chairman of the Board of Directors has the power to make such provision as he/she thinks fit such that Shares shall not become issuable or distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the Members concerned).

11. **Restricted Shares**

Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company may issue new Shares with restrictive rights (“Restricted Shares”) to the employees of the Company and/or its Subsidiaries as approved by way of a Special (Supermajority) Resolution in a general meeting, provided that Article 4.3 shall not apply in respect of such issuance and so long as the Shares are listed on any R.O.C. Exchange, the terms and conditions of such Restricted Shares, including but not limited to the number of the Shares to be issued, the issuance price, and any other related matters shall comply with the Applicable Public Company Rules.

12. **Preferred Shares**

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

12.2 Prior to the issuance of any Preferred Shares approved pursuant to Article 12.1 hereof, the Articles shall be amended to set forth the rights and obligations of the Preferred Shares, including but not limited to the following terms, and provided that such rights and obligations of the Preferred Shares shall not contradict the mandatory provisions of Applicable Public Company Rules regarding the rights and obligations of such Preferred Shares, and the same shall apply to any variation of rights of Preferred Shares:

- (a) the total number of Preferred Shares that have been authorised to be issued and the numbers of the Preferred Shares already issued;
- (b) order, fixed amount or fixed ratio of allocation of dividends and bonus on Preferred Shares;
- (c) order, fixed amount or fixed ratio of allocation of surplus assets of the Company;
- (d) order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of preferred Members;
- (e) other matters concerning rights and obligations incidental to



- Preferred Shares; and
- (f) the method by which the Company is authorized or compelled to redeem the Preferred Shares, or relevant regulations that redemption rights shall not apply.

13. Alteration of Share Capital

- 13.1 Before the Shares are listed on any R.O.C. Exchange, the Company may from time to time by Ordinary Resolution increase the Share capital by such sum, to be divided into new Shares of such amount, as the resolution shall prescribe. To the extent up to the number of the authorized Share capital, the Board of Directors may from time to time increase the Share capital by such sum, to be divided into new Shares of such amount as the Board of Directors shall prescribe.
- 13.2 After the Shares are listed on any R.O.C. Exchange, to the extent up to the number of the authorized Share capital, the Board of Directors may from time to time issue new Shares by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors.
- 13.3 Subject to the provisions of the Statute, the Applicable Public Company Rules and the Articles, after the Shares are listed on any R.O.C. Exchange, the Company shall by a Special (Supermajority) Resolution:
- (a) consolidate and divide all or any of its Share capital into Shares of larger amount than its existing Shares; and
- (b) subdivide its existing Shares, or any of them, into Shares of a smaller amount;
- 13.4 Subject to the provisions of the Statute, the Articles, and the Applicable Public Company Rules, the Company may by Special Resolution reduce its Share capital and any capital redemption reserve in any manner.

14. Closing Register of Members or Fixing Record Date

- 14.1 For the purpose of determining those Members that are entitled to receive notice of, attend or vote at any meeting of Members or any adjournment thereof, or those Members that are entitled to receive payment of any dividend, or in order to make a determination as to who is a Member for any other purpose, the Board of Directors shall determine the period that the Register of Members shall be closed for transfers and after the Shares are listed on any R.O.C. Exchange, such period shall not be less than the minimum period of time prescribed by the Applicable Public Company Rules.
- 14.2 Subject to Article 14.1 hereof, in lieu of or apart from closing the Register of Members, the Board of Directors may fix in advance a date as the record date for any such determination of those Members that are entitled to receive notice of, attend or vote at a meeting of the Members and for the purpose of determining those Members that are entitled to receive payment of any dividend or in order to make a determination of Members



for any other purpose. After the Shares are listed on any R.O.C. Exchange, in the event the Board of Directors designates a record date in accordance with this Article 14.2, the Board of Directors shall make a public announcement of such record date via the Market Observation Post System in accordance with the Applicable Public Company Rules.

- 14.3 The rules and procedures governing the implementation of the book closed periods of the Register of Members, including notices to Members in regard to book closed periods of the Register of Members, shall be in accordance with policies adopted by the Board of Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

15. **General Meeting of Members**

- 15.1 The Board of Directors, whenever they consider necessary or desirable, may convene meetings of the Members of the Company.

- 15.2 After the Shares are listed on any R.O.C. Exchange, the Company shall hold an annual general meeting every year and the Company shall hold a general meeting as its annual general meeting within six (6) months following the end of each fiscal year, and shall specify the meeting as such in the notices calling it. At these meetings, the report of the Board of Directors (if any) shall be presented. The Board of Directors shall convene an extraordinary general meeting of the Company upon the requisition of Member(s) of the Company holding at the date of deposit of the requisition not less than three percent (3%) of the total number of the issued Shares at the time of requisition and whose Shares shall have been held by such Member(s) for at least one (1) year. The requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requisitionists and duly delivered to the Company, and may consist of several documents in like form each signed by one or more requisitionists. If the Board of Directors do not within fifteen (15) days from the date of the delivery of the requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting in accordance with the Applicable Public Company Rules.

- 15.3 After the Shares are listed on any R.O.C. Exchange, Member(s) holding more than fifty percent (50%) of the total issued Shares for at least three (3) consecutive months may themselves convene an extraordinary general meeting. The calculation of the holding period of Shares and the number of Shares held by a Member shall be determined based on the shareholding on starting date of the book closed period of Register of Members.

- 15.4 All general meetings other than annual general meetings are extraordinary general meetings.

- 15.5 The general meetings shall be held at such time and place as the Board of Directors shall decide, or by video conference or in any manner prescribed



by the competent authorities of the Company Act in the R.O.C. Unless otherwise provided by the Statute or this Article 15.5, the physical general meetings shall be held in Taiwan in the event the Shares are listed on any R.O.C. Exchange. For physical general meetings to be held outside Taiwan, after the Shares are listed on any R.O.C. Exchange, within two days after the Board of Directors resolves to call a general meeting or within two days after the Members can convene an extraordinary general meeting according to the aforesaid Article, the Company shall apply with TWSE or TPEx to obtain its approval to convene the same. In addition, where a physical general meeting is to be held outside Taiwan, the Company shall engage a professional securities agent in Taiwan to handle the administration of such general meeting (including but not limited to the handling of the voting by Members). Where a general meeting is held through video conference, it shall be convened in accordance with the regulations of the Applicable Public Company Rules.

16. Notice of General Meetings

- 16.1 Before the Shares are listed on any R.O.C. Exchange, at least seven (7) days' notice counting from the date service is deemed to take place as provided in these Articles specifying the place, the day and the hour of the meeting and, in case of special business, the general nature of that business, shall be given in manner hereinafter provided or in such other manner (if any) as may be prescribed by the Company by Ordinary Resolution to such persons as are, under these Articles, entitled to receive such notices from the Company. In the event the Shares are listed on any R.O.C. Exchange, at least thirty (30) days' notice to each Member shall be given of any annual general meeting, and at least fifteen (15) days' notice to each Member shall be given of any extraordinary general meeting. The Company may make a public announcement of a notice of general meeting to Members holding less than 1,000 Shares instead of delivering the same to each Member. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which the meeting is convened and shall specify the place, the day and the hour of the meeting, the manner in which the meeting shall be convened, the general nature of the business and other relevant matters, and shall be given in the manner hereinafter mentioned, or be given via electronic means if agreed thereon by the Members, or be given in such other manner as may be prescribed by the Company, provided that, before the Shares are listed on any R.O.C. Exchange, a general meeting of the Company shall, whether or not the notice specified in this Article has been given and whether or not the provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed by all the Members (or their proxies) entitled to attend such general meeting.
- 16.2 Notwithstanding the aforesaid Article, before the Shares are listed on any R.O.C. Exchange, a meeting of Members is held in contravention of the requirement to give notice shall be deemed to have been validly held if the consent of all Members entitled to receive notice of some particular meeting and attend and vote thereat, that meeting may be convened by



such shorter notice or without notice and in such manner as those Members may think fit has been obtained.

- 16.3 Before the Shares are listed on any R.O.C. Exchange, the accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by any Member shall not invalidate the proceedings at any meeting.
- 16.4 After the Shares are listed on any R.O.C. Exchange, the Company shall, at least thirty (30) days prior to any annual general meeting, or at least fifteen (15) days prior to any extraordinary general meeting (as the case may be), make public announcement of the notice of such general meeting, instrument of proxy, the businesses and their explanatory materials of any sanction, discussion, election or removal of Directors and transform such information into electronic format and transmitted the same to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the voting power in any general meeting will be exercised by way of a written ballot, the written ballot and the aforementioned information of such general meeting shall together be delivered to each Member. The Board of Directors shall prepare a meeting handbook of relevant general meeting and supplemental materials in accordance with the Applicable Public Company Rules at least twenty-one (21) days prior to any general meeting (or at least fifteen (15) days prior to any extraordinary general meeting), send to or make it available for the Members and transmitted the same to the Market Observation Post System. If the Company has no less than New Taiwan Dollars two billion (2,000,000,000) paid-in capital at the end of the accounting period, or the aggregate shareholding percentages of the foreign investors and the PRC investors is no less than thirty percent (30%) according to the Register of Members on the date of the annual general meeting held in the most recent accounting period, the Company shall complete the transmission of the aforementioned electronic files at least thirty (30) days prior to any annual general meeting.
- 16.5 After the Shares are listed on any R.O.C. Exchange, the Company shall prepare a meeting handbook of the relevant general meeting and supplemental materials available for inspection by the Members, which will be placed at the office of the Company and the Company's securities agent, distributed at the meeting venue, and transmitted to the Market Observation Post System within the period required by the Applicable Public Company Rules.
- 16.6 After the Shares are listed on any R.O.C. Exchange, matters pertaining to any of the following shall be indicated in the notice of general meeting, with a summary of the material content to be discussed, and shall not be brought up as an ad hoc motion, and the material content may be placed on the website specified by the R.O.C. competent authorities of securities or by the Company, and the website address link shall be indicated in the notice:
- (a) election or discharge of Directors;
 - (b) alteration of the Articles;



- (c) reduction of capital;
- (d) application to cease public offering;
- (e) (i) dissolution, Merger (other than a Short-form Merger), Share Exchange (other than a Short-form Share Exchange) or Spin-off (other than a Short-form Spin-off), (ii) entering into, amending, or terminating any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others, (iii) transfer of the whole or any material part of the business or assets of the Company, (iv) acceptance of the transfer of the whole business or assets of another person, which has a material effect on the business operation of the Company;
- (f) ratification of an action by Director(s) who engage(s) in business for him/her/itself or on behalf of another person that is within the scope of the Company's business;
- (g) distribution of the whole or a part of the dividend and bonus of the Company in the form of new Shares;
- (h) distribution of the legal reserve and the Capital Reserve derived from the issuance of new Shares at a premium or from endowments received by the Company to Members in the form of new Shares or cash; and
- (i) the Private Placement of any equity-type securities issued by the Company.

16.7 After the Shares are listed on any R.O.C. Exchange, the Board of Directors shall keep the Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's Share registrar (if applicable) and the Company's securities agent located in Taiwan. The Members may request, from time to time, by submitting document(s) evidencing his/her/its interests involved and indicating the designated scope of the inspection, access to inspect, review or make handwritten or mechanical copies of the foregoing documents, and the Company shall request its securities agent to provide the foregoing documents. If a general meeting is called by any authorized person(s) other than the Board of Directors, the person(s) who has called the meeting may request the Company or the securities agent to provide the Register of Members.

16.8 After the Shares are listed on any R.O.C. Exchange, the Company shall make all statements and records prepared by the Board of Directors and the report prepared by the Audit Committee, if any, available at the office of its securities agent located in Taiwan no later than ten (10) days prior to the date of the general meeting in accordance with the Statute and the Applicable Public Company Rules. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such an inspection and review.

17. **Proceedings at General Meetings**

17.1 No business shall be transacted at any general meeting unless a quorum



of Members is present at the time when the meeting proceeds to business. Save as otherwise provided by the Statute and these Articles, a quorum shall consist of one or more Members present in person or by proxy holding at least a majority of the issued Shares of the Company.

- 17.2 Subject to the Statute and the Articles, if within half an hour from the time appointed for the meeting a quorum is not present, the meeting, shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the chairman (the “Chairman”) may decide, provided, however, that the maximum number of times a general meeting may be postponed shall be no more than two (2). If the general meeting has been postponed two times, but at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Chairman shall declare the general meeting is dissolved, and if it is still necessary to convene a general meeting, it shall be reconvened as a new general meeting in accordance with the Articles. If the Shares are listed on any R.O.C. Exchange, the foregoing provision shall also be subject to the Applicable Public Company Rules.
- 17.3 If a general meeting is called by the Board of Directors, the Chairman of the Board of Directors shall preside as the chair of such general meeting. In the event that the Chairman is on a leave of absence, or is unable to exercise his powers and authorities, the vice Chairman of the Board of Directors shall act in lieu of the Chairman. If there is no vice Chairman of the Board of Directors, or if the vice Chairman of the Board of Directors is also on leave of absence, or cannot exercise his powers and authorities, the Chairman shall designate a Director to chair such general meeting. If the Chairman does not designate a proxy or if such Chairman’s proxy cannot exercise his powers and authorities, the Directors who are present at the general meeting shall elect one from among themselves to act as the chair at such general meeting in lieu of the Chairman. If a general meeting is called by any person(s) other than the Board of Directors, the person(s) who has called the meeting shall preside as the chair of such general meeting; and if there is more than one person who has called a general meeting, such persons shall elect one from among themselves to act as the chair of such general meeting.
- 17.4 The Chairman shall, with the consent of any meeting, at which a quorum is present, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Unless the meeting is adjourned to a specific date, place and time announced at the meeting being adjourned, a notice stating the date, place and time for the resumption of the adjourned meeting shall be given to each Member entitled to attend and vote thereat in accordance with the provision of these Articles and after the Shares are listed on any R.O.C. Exchange, such adjournment shall also comply with the Applicable Public Company Rules.
- 17.5 Any one or more Members may participate in a general meeting by means



of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. After the Shares are listed on any R.O.C. Exchange, a general meeting may be held by video conference or by other methods promulgated by the FSC and/or TWSE and/or TPEX and in compliance with the Applicable Public Company Rules. Participating by such means shall constitute presence in person at a meeting. Before the Shares are listed on any R.O.C. Exchange, a resolution (including a Special Resolution) in writing (in one or more counterparts) signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

- 17.6 A resolution put to the vote of the meeting shall be decided on a poll. No resolution put to the vote of the meeting shall be decided by a show of hands.
- 17.7 After the Shares are listed on any R.O.C. Exchange, following the end of each fiscal year of the Company, the Board of Directors shall submit business reports, financial statements and proposals for distribution of profits or covering of losses prepared by it for the purposes of annual general meetings of the Company for ratification or approval by the Members as required by the Applicable Public Company Rules. After ratification or approval by the Members as required by the Statute, the Board of Directors shall distribute or make publicly available on the Market Observation Post System the copies of the ratified financial statements and the Company's resolutions on the allocation and distribution of profits or covering of loss, to each Member.
- 17.8 Unless otherwise expressly required by the Statute or the Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.
- 17.9 In case the procedure for convening a general meeting or the method of adopting resolutions is in violation of the Statute, the Articles or the Applicable Public Company Rules, a Member may, within thirty (30) days from the date of the resolution, submit a petition to competent court having proper jurisdiction (including the Taipei District Court, R.O.C.) for revocation of such resolution.
- 17.10 After the Shares are listed on any R.O.C. Exchange, subject to the Applicable Public Company Rules, Member(s) holding one percent (1%) or more of the total number of issued Shares immediately prior to the relevant book closed period may propose to the Company proposal(s) for discussion at an annual general meeting in writing or by means of electronic transmission to the extent and in accordance with the rules and procedures of general meetings proposed by the Board of Directors and approved by an Ordinary Resolution. Other than any of the following situation occurs, proposals proposed by Member(s) shall be included in



the agenda by the Board of Directors where (a) the proposing Member(s) holds less than one percent (1%) of the total number of issued Shares, (b) where the matter of such proposal may not be resolved by a general meeting, (c) the proposing Member has proposed more than one proposal, (d) such proposal contains more than three hundred (300) words, or (e) such proposal is submitted on a day beyond the deadline announced by the Company for accepting the Member's proposals. If the proposal(s) proposed by Member(s) is intended to improve the public interest or fulfil its social responsibilities of the Company, the Board of Director may include such proposal(s) in the agenda.

17.11 After the Shares are listed on any R.O.C. Exchange, subject to the provisions of the Statute, the Applicable Public Company Rules, the Articles and unless otherwise provided under Article 17.13, the Company shall by a Special (Supermajority) Resolution:

- (a) discharge or remove any Director;
- (b) approve any action by any Director(s) who is engaging in business for him/her/itself or on behalf of another person that is within the scope of the Company's business;
- (c) effect any capitalization of distributable dividends and/or bonuses and/or any other amount prescribed under Article 30 hereof;
- (d) effect any Merger (other than a Short-form Merger) or Spin-off (other than a Short-form Spin-off) provided that any Merger which falls within the definition of "merger and/or consolidation" under the Statute shall also be subject to the requirements of the Statute;
- (e) Share Exchange;
- (f) enter into, amend, or terminate any agreement for lease of the Company's whole business, or for entrusted business, or for frequent joint operation with others;
- (g) transfer its business or assets, in whole or in any substantial part, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or
- (h) acquire or assume the whole business or assets of another person, which has material effect on the Company's operation

17.12 After the Shares are listed on any R.O.C. Exchange, subject to the provisions of the Statute, the Articles, and the Applicable Public Company Rules, with regard to the dissolution procedures of the Company, the Company shall pass (a) a Special (Supermajority) Resolution, if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as they fall due; or (b) a Special Resolution, if the Company resolves that it be wound up voluntarily for reasons other than the reason stated in Article (a) above.

17.13 After the Shares are listed on any R.O.C. Exchange, subject to the provisions of the Statute and the Applicable Public Company Rules, the Company shall not, without passing a resolution adopted by not less than two-thirds of votes cast by such Members representing the total number of issued Shares at a general meeting:

- (a) enter into a Merger, in which the Company is not the surviving company and is proposed to be struck-off and thereby dissolved



which results in a delisting of the Shares on the TWSE or TPEX, and the surviving or newly incorporated company is a Non TWSE-Listed or TPEX-Listed Company;

- (b) make a general transfer of all the business or assets of the Company, which results in a delisting of the Shares on the TWSE or TPEX, and the assigned company is a Non TWSE-Listed or TPEX-Listed Company;
- (c) be acquired by another company as its wholly-owned subsidiary by means of a Share Exchange, which results in a delisting of the Shares on the TWSE or TPEX, and the acquirer is a Non TWSE-Listed or TPEX-Listed Company; or
- (d) carry out a Spin-off, which results in a delisting of the Shares on the TWSE or TPEX, and the surviving or newly incorporated spin-off company is a Non TWSE-Listed or TPEX-Listed Company.

18. **Votes of Members**

- 18.1 Subject to any rights and restrictions for the time being attached to any class or classes of Shares or unless otherwise provided under the Applicable Public Company Rules, every Member and every person representing a Member by proxy shall have one vote for each Share of which he or the person represented by proxy is the holder.
- 18.2 No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of Shares unless he is registered as a Member on the record date for such meeting and all the payment payable by him to the Company in respect of Shares have been paid. Votes may be cast either personally or by proxy.
- 18.3 Poll shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting. Any objection raised to the qualification of any voter by a Member having voting rights shall be referred to the Chairman who shall decide in accordance with the applicable laws.
- 18.4 Subject to Statute, these Articles and the Applicable Public Company Rules, votes by members of the Company shall additionally comply with the Procedural Rules of General Meetings.
- 18.5 After the Shares are listed on any R.O.C. Exchange, a Member holding more than one Share is required to cast the votes in respect of his Shares in the same way on any resolution; provided that a Member who holds Shares for the benefit of others may, to the extent permissible by the provisions of the Statute, cast the votes of the Shares in different ways in accordance with the Applicable Public Company Rules.
- 18.6 Before the Shares are listed on any R.O.C. Exchange, the Board of Directors may determine in their discretion that the voting power of a Member at such general meeting may be exercised by way of a written ballot or by way of an electronic transmission. If a general meeting is to be held within the R.O.C. after the Shares are listed on any R.O.C.



Exchange, when convening a general meeting, the Company shall permit the Members to vote by way of a written ballot or an electronic transmission as one of the methods of exercising voting power. If a general meeting is to be held outside of the R.O.C., the methods by which Members are permitted to exercise their voting power shall include voting by way of a written ballot or voting by way of an electronic transmission. Where these methods of exercising voting power are to be available at a general meeting, they shall be described in the general meeting notice given to the Members in respect of the relevant general meeting, and the Member voting by written ballot or electronic transmission shall submit such vote to the Company two (2) days prior to the date of the relevant general meeting. In case that there are duplicate submissions, the first received by the Company shall prevail, unless an explicit written statement notice is made by the relevant Member to revoke the previous votes cast by way of such written ballot or electronic transmission. A Member exercising voting power by way of a written ballot or by way of an electronic transmission shall be deemed to have appointed the Chairman of the general meeting as his proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Public Company Rules. The Chairman, acting as proxy of a Member, shall not exercise the voting right of such Member in any way not stipulated in the written or electronic document, nor exercise any voting right in respect of any resolution revised at the meeting or any impromptu proposal at the meeting. A Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc resolution or amendment to the original agenda items to be resolved at the said general meeting. Should the Chairman not observe the instructions of a Member in exercising such Member's voting right in respect of any resolution, the Shares held by such Member shall not be included in the calculation of votes in respect of such resolution but shall nevertheless be included in the calculation of quorum for the meeting.

- 18.7 A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, by his committee, or other person in the nature of a committee appointed by that court, and any such committee or other person, may on a poll, vote by proxy.
- 18.8 A Member who has submitted a vote by written ballot or electronic transmission pursuant to Article 18.6 may, at least two (2) days prior to the date of the relevant general meeting, revoke such vote in the same manner previously used in submitting the vote and such revocation shall constitute a revocation of the proxy deemed to be given to the Chairman of the general meeting pursuant to Article 18.6. If a Member who has submitted a written ballot or electronic transmission pursuant to Article 18.6 does not submit such a revocation before the prescribed time, the proxy deemed to be given to the Chairman of the general meeting pursuant to Article 18.6 shall not be revoked and the Chairman of the general



meeting shall exercise the voting right of such Member in accordance with that proxy.

- 18.9 If, subsequent to submitting a written ballot or electronic transmission pursuant to Article 18.6, a Member submits a proxy appointing a person of the general meeting as his proxy to attend the relevant general meeting on his behalf, then the subsequent appointment of that person as his proxy shall be deemed to be a revocation of such Member's deemed appointment of the Chairman of the general meeting as his proxy pursuant to Article 18.6.
- 18.10 After the Shares are listed on any R.O.C. Exchange, Shares set out below shall not be voted at any general meeting and shall not be counted into the total number of issued Shares for determining the quorum of the general meeting:
- (a) Shares that are directly or indirectly owned by the Company;
 - (b) Shares that are owned by its Subsidiary, and more than one-half of the total number of issued voting shares or paid-up capital of that Subsidiary is directly or indirectly owned by the Company; or
 - (c) Shares that are owned by a company, and more than one-half of the total number of issued voting shares or paid-up capital of such a company is directly or indirectly owned by the Company and/or its Subsidiaries.
- 18.11 After the Shares are listed on any R.O.C. Exchange, if a Member who has a personal interest in respect of any matter proposed for consideration and, if appropriate, approval at a general meeting, and such interest is in conflict with and may harm the interests of the Company, such Member shall abstain from voting in respect of all his/her/its Shares which such Member would otherwise be entitled to vote in person or by proxy (or by corporate representative, if such Member is a corporation) with respect to the said matter, and the votes cast in respect of the Shares held by such Members shall not be counted, but such Members and their Shares may be counted in determining the quorum of the general meeting. The aforementioned Member shall also not vote on behalf of any other Member with respect to that same matter.
- 18.12 After the Shares are listed on any R.O.C. Exchange, if a Director creates or has created security over any Shares held by such Director, such Director shall notify the Company of such security. If at any time the number of the pledged Shares held by a Director exceeds half of the Shares held by such Director at the time of his appointment, then the voting rights attached to the Shares held by such Director at such time shall be reduced, such that the Shares over which security has been created which are in excess of half of the Shares held by such Director at the date of his appointment shall not carry voting rights and shall not be counted in the number of votes casted by the Member at a general meeting.

19. **Members' Proxies**

- 19.1 The instrument appointing a proxy shall be in writing under the hand of



the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Company. The instrument of proxy shall be in the form approved by the Company and be expressed to be for a particular general meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Member, proxy and the Solicitor (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.

- 19.2 Each Member is only entitled to execute one (1) instrument of proxy to appoint one (1) proxy. The instrument appointing a proxy shall be deposited at the Registered Office or at such other place appointed for the purpose stated in the notice convening the general meeting, or in any instrument of proxy sent out by the Company not less than five (5) days meeting before the time for holding the general meeting at which the person named in such instrument proposes to vote. In case that there are duplicate instruments of proxy received from the same Member by the Company, the first instrument of proxy received by the Company shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous instrument of proxy in the later-received instrument of proxy.
- 19.3 In addition to any restrictions provided by the Statute, the Articles and the Applicable Public Company Rules, obtaining an instrument of proxy for attendance of general meetings shall be subject to the following conditions: (a) the instrument of proxy shall not be obtained in exchange for money or any other interest, provided that this provision shall not apply to souvenirs for a general meeting distributed on behalf of the Company or reasonable fees paid by the Solicitor to any person mandated to handle proxy solicitation matters; (b) the instrument of proxy shall not be obtained in the name of others; and (c) an instrument of proxy obtained through solicitation shall not be used as a non-solicited instrument of proxy for attendance of a general meeting.
- 19.4 After the Shares are listed on any R.O.C. Exchange, except for the securities agent, a person shall not act as the proxy for more than thirty (30) Members. Any person acting as proxy for three (3) or more Members shall submit to the Company or its securities agent (a) a statement of declaration declaring that the instruments of proxy are not obtained for the purpose of soliciting on behalf of him/her/itself or others; (b) a schedule showing details of such instruments of proxy; and (c) the signed or sealed instruments of proxy, in each case, five (5) days prior to the date of the general meeting.
- 19.5 The Company may mandate a securities agent to act as the proxy for the Members for any general meeting provided that no resolution in respect of the election of Directors is proposed to be voted upon at such meeting



Matters authorized under the mandate shall be stated in the instructions of the instruments of proxy for the general meeting concerned. A securities agent acting as the proxy shall not accept general authorisation from any Member, and shall, within five (5) days after each general meeting of the Company, prepare a compilation report of general meeting attendance by proxy comprising the details of proxy attendance at the general meeting, the status of exercise of voting rights under the instrument of proxy, a copy of the contract, and other matters as required by the R.O.C. securities competent authorities, and maintain the compilation report available at the offices of the securities agent.

- 19.6 After the Shares are listed on any R.O.C. Exchange, except for a Member appointing the Chairman of a general meeting as his proxy through written ballot or electronic transmission in the exercise of voting power pursuant to Article 18.6, or for trust enterprises organized under the laws of the R.O.C. or a securities agent approved pursuant to the Applicable Public Company Rules, in the event a person acts as the proxy for two (2) or more Members, the sum of Shares entitled to be voted as represented by such proxy shall be no more than three percent (3%) of the total issued voting Shares immediately prior to the relevant book closed period; any vote in respect of the portion in excess of such three percent (3%) threshold shall not be counted. For the avoidance of doubt, the number of the Shares to be represented by a securities agent mandated by the Company in accordance with Article 19.5 shall not be subject to the limit of three percent (3%) of the total number of the issued voting Shares set forth herein.
- 19.7 After the Shares are listed on any R.O.C. Exchange, the Shares represented by a person acting as the non-solicited proxy for three (3) or more Members shall not be more than four times of the number of Shares held by such person and shall not exceed three percent (3%) of the total number of the issued Shares.
- 19.8 In the event that a Member exercises his/her/its voting power by means of a written ballot or by means of electronic transmission and has also authorized a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any Member who has authorised a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his/her/its voting power by way of a written ballot or electronic transmission, he/she/it shall, at least two (2) days prior to such general meeting, serve the Company with a separate notice revoking his/her/its previous appointment of proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.
- 19.9 After the Shares are listed on any R.O.C. Exchange, at a general meeting, each instrument of proxy for such meeting shall be tallied and verified by the Company's securities agent or any other mandated securities agent prior to the time for holding the general meeting. The following matters should be verified: (a) whether the instrument of proxy is printed under



the authority of the Company; (b) whether the instrument of proxy is signed or sealed by the appointing Member; and (c) whether the Solicitor or proxy is named in the instrument of proxy and whether the name is correct.

- 19.10 The material contents required to be stated in the instruments of proxy, the meeting handbook or other supplemental materials of such general meeting, the written documents and advertisement of the Solicitor for proxy solicitation, the schedule of the instruments of proxy, the proxy form and other documents printed and published under the authority of the Company shall not contain any false statement or omission.
- 19.11 Votes given in accordance with the terms of an instrument of proxy shall be valid unless revocation notice in writing was received by the Company at the Registered Office or at such other place as is specified for that purpose stated in the notice convening the general meeting, or in any instrument of proxy sent out by the Company, at least two (2) days prior to the commencement of the general meeting, or adjourned general meeting at which it is sought to use the proxy. The notice must set out expressly the reason for the revocation of the proxy, whether due to the incapacity or the lack in authority of the principal at the time issuing the proxy or otherwise.
- 19.12 A Member who has appointed a proxy shall be entitled to make a request to the Company or its securities agent for examining the way in which his instrument of proxy has been used, within seven (7) days after the relevant general meeting.
- 19.13 Subject to the Statute, the instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with the Articles and relevant rules and regulations shall be kept for at least one (1) year. However, if a Member initiates a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information mentioned herein, they shall be kept until the conclusion of the litigation if longer than one (1) year.
- 19.14 Subject to the provisions of the Statute and the Articles, matters regarding the solicitation of proxies shall be handled in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies of the R.O.C.

20. Corporations Acting by Representatives at Meetings

Any corporation, organization, non-natural person entity or other form of corporate legal entity which is a Member (Corporate Member) or a Director (Corporate Director) of the Company may, in accordance with its constitutional documents, or in the absence of relevant provision in its constitutional documents by resolution of its board of directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Members or any class of Members of the Company or of the Board of Directors or of a Committee of Directors



and the person so authorised shall be entitled to exercise the same powers on behalf of such Corporate Member or Corporate Director which he represents as that corporation could exercise if it were an individual Member or Director of the Company.

21. **Dissenting Member's Appraisal Right**

- 21.1 After the Shares are listed on any R.O.C. Exchange, in the event any of the following resolutions is adopted at a general meeting, the Member, who has expressed his/her/its objection therefor, in writing or verbally with a record before or during the general meeting and voted against or waived his/her/its voting right may request the Company to buy back all of his/her/its Shares at the then prevailing fair price:
- (a) the Company enters into, amends, or terminates any agreement for lease of the Company's business in whole, or for the delegation of management of the Company's business to other or for the regular joint operation of the Company with others;
 - (b) the Company transfers the whole or a material part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company;
 - (c) the Company accepts the transfer of the whole business or assets of another person, which has a material impact on the Company's business operations;
 - (d) spin-Off (other than a Short-form Spin-off);
 - (e) merger (other than a Short-form Merger);
 - (f) acquisition; or
 - (g) share Exchange (other than a **Short-form Share Exchange**).

The votes cast in respect of the Shares held by the Members waiving the voting rights mentioned above shall not be counted, but such Members and their Shares may be counted in determining the quorum of the general meeting.

- 21.2 After the Shares are listed on any R.O.C. Exchange, unless otherwise provided by the Applicable Public Company Rules and the Statute, in the event of a Short-form Merger, a Short-form Spin-off, or a Short-form Share Exchange where at least ninety percent (90%) of the voting power of the issued Shares of the Company are held by the other company participating in such Merger, Spin-off or Share Exchange, the Company shall deliver a notice to each of the Member immediately after the resolution of Board of Directors approving such Short-form Merger, Short-form Spin-off or Short-form Share Exchange and such notice shall state that any Member who expressed his/her/its objection against the Short-form Merger, Short-form Spin-off or Short-form Share Exchange within the specified period pursuant to the Applicable Public Company Rules may submit a written objection requesting the Company to buy back all of his/her/its Shares at the then prevailing fair price.
- 21.3 Subject to the Statute, the request prescribed in Articles 21.1 and 21.2 shall be delivered to the Company in writing, stating therein the types, numbers and the repurchase price of Shares requested to be repurchased.



within twenty (20) days after the date of the relevant resolutions. In the event the requesting Member and the Company have reached an agreement in regard to the repurchase price of the Shares held by such Member (the “Appraisal Price”), the Company shall pay such price within ninety (90) days after the date on which the resolution was adopted. In the event that no agreement is reached with the dissenting Member, the Company shall pay the fair price it has recognized to such dissenting Member within ninety (90) days since the resolution was made. If the Company fails to pay, the Company shall be considered to be agreeable to the price requested by the dissenting Member.

- 21.4 Subject to the Statute, in the event that any Member requests the Company to buy back his/her/its Shares pursuant to Article 21.3, and the Company and the requesting Member fail to reach the agreement with respect to the Appraisal Price within sixty (60) days after the resolution date, the Company shall apply to any competent R.O.C. court against all the dissenting Members as the opposing party within thirty (30) days after the expiry of the sixty-day (60) period for a ruling on the Appraisal Price, and the Taiwan Hsinchu District Court, R.O.C., may be the court of the first instance. Such ruling by such R.O.C. court shall be binding and conclusive as between the Company and requested Member solely with respect to the Appraisal Price.

22. **Directors**

- 22.1 Before the Shares are listed on any R.O.C. Exchange, the Company may by Ordinary Resolution appoint any person to be a Director or may by Ordinary Resolution remove any Director. After the Shares are listed on any R.O.C. Exchange, the Company may by a majority or, if less than a majority, the most number of votes, at any general meeting elect a Director, which vote shall be calculated in accordance with Article 22.3 below. The Company may by Special (Supermajority) Resolution remove any Director. Members present in person or by proxy, representing more than one-half of the total issued Shares shall constitute a quorum for any general meeting to elect Director(s).
- 22.2 There shall be a Board of Directors consisting of no less than five (5) persons and no more than nine (9) persons, including Independent Directors, each of whom shall be appointed to a term of office of three (3) years and is eligible for re-election. The Company may from time to time by resolution of the Board of Directors increase or reduce the number of Directors subject to the above number limitation provided that the requirements by relevant laws and regulations (including but not limited to any listing requirements) are met. In the event of any vacancy in the Board of Directors or an increase in the number of Directors of the Company, the new Director elected at the general meeting shall fill the vacancy for the residual term of office.
- 22.3 After the Shares are listed on any R.O.C. Exchange, Directors shall be elected by Members upon a poll vote by way of cumulative voting mechanism, the procedures for which has been approved and adopted by



the Board of Directors and also by an Ordinary Resolution, where the number of votes exercisable by any Member shall be the same as the product of the number of Shares held by such Member and the number of Directors to be elected (“Special Ballot Votes”), and the total number of Special Ballot Votes casted by any Member may be consolidated for election of one Director candidate or may be split for election amongst multiple Director candidates, as specified by the Member pursuant to the poll vote ballot. A candidate to whom the ballots cast represent a prevailing number of votes shall be elected as a Director, and where more than one Director is being elected, the top candidates to whom the votes cast represent a prevailing number of votes relative to the other candidates shall be deemed elected Directors. The rule and procedures for such cumulative voting mechanism shall be in accordance with policies proposed by the Board of Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Memorandum, the Articles and the Applicable Public Company Rules.

- 22.4 The remuneration (if any) of the Directors shall be resolved by the Board of Directors by taking reference of the standard prevalent in the same industry and after the Shares are listed on any R.O.C. Exchange, shall be recommended by the Compensation Committee and determined by the Board of Directors, and take into account the extent and value of the services provided for the management of the Company and the standards of the industry in the R.O.C. and overseas. The Directors shall also be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board of Directors or committees of Directors, or general meetings of the Company, or separate meetings of the holders of any class of Shares or debentures of the Company, or otherwise in connection with the business of the Company, or to receive salaries in respect of their service as Directors as may be recommended by the Compensation Committee and determined by the Board of Directors, or a combination partly of one such method and partly another, provided that any such determination shall be in accordance with the Applicable Public Company Rules.
- 22.5 Unless prohibited by the Statute, the Articles or by the Applicable Public Company Rules, a Director may act on behalf of the Company to the extent authorized by the Company. Such Director or his/her/its firm shall be entitled to such remuneration for professional services as if he/she/its were not a Director.
- 22.6 The Directors shall have power at any time and from time to time to appoint any other person as a Director, either to fill a casual vacancy or as an additional Director, subject to the maximum number (if any) imposed by the Company by Ordinary Resolution. After the Shares are listed on any R.O.C. Exchange, the Directors may adopt a candidate nomination mechanism which is in compliance with Applicable Public Company Rules. The rules and procedures for such candidate nomination shall be in accordance with policies proposed by the Board of Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and



the Applicable Public Company Rules. Such candidate nomination mechanism in compliance with Applicable Public Company Rules shall also be used for elections of Directors and Independent Directors.

- 22.7 Unless otherwise approved by FSC, after the Shares are listed on any R.O.C. Exchange, not more than half of the total number of Directors can have a spousal relationship or familial relationship within the second degree of kinship with any other Directors.
- 22.8 After the Shares are listed on any R.O.C. Exchange, in the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 22.7 hereof, the non-qualifying Director(s) who was elected with the fewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided in Article 22.7 hereof. Any person who has already served as Director but is in violation of the aforementioned requirements shall be removed from the position of Director automatically.
- 22.9 Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least two (2) of the Independent Directors shall be domiciled in the R.O.C. and at least one of the Independent Directors shall have accounting or financial expertise.
- 22.10 Independent Directors shall have professional knowledge and shall maintain independence in discharging their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be governed by the Applicable Public Company Rules.
- 22.11 After the Shares are listed on any R.O.C. Exchange, any Member(s) holding one percent (1%) or more of the Company's issued Shares for at least six (6) consecutive months may in writing request the Audit Committee to bring action against the Directors on behalf of the Company in a court of competent jurisdiction (including the Taipei District Court, R.O.C., if applicable) as the court of first instance. If the Audit Committee fail to bring such action within thirty (30) days after the request by the Member, such Member may bring the action in a court of competent jurisdiction as the court of first instance in the name of the Company.
- 22.12 Where a government agency or an incorporated entity is a Member, and such government agency or entity has been elected as a Director, it shall appoint an individual as its duly authorised representative to exercise the power and duties of a Director. Such representative may be replaced at any time and from time to time by the said government agency or entity at its sole discretion.
- 22.13 Where a government agency or an incorporated entity is a Member, the authorised representative of such Member may be elected as Director. If



such Member has more than one authorised representative, each of the authorised representatives of such Member may be elected as Directors respectively. The aforesaid Member may, by prior written notice to the Company, remove the authorised representative nominated by it and appoint another individual for the remaining term of office. This Article will not apply if the authorised representative is removed by a Special (Supermajority) Resolution.

- 22.14 If a Director is unable to attend a meeting of the Board of Directors, such Director may appoint another Director as his proxy to attend and to vote on his behalf at the meeting, in which event the presence and vote of the proxy shall be deemed to be that of the Director. The appointing Director shall, in each instance, issue a written proxy and state therein the manner in which his proxy is to vote in respect of the business to be discussed at that meeting, and such written proxy shall be lodged with the Board at the Registered Office or at such other place as is specified in the notice convening the meeting of Board of Directors at any time before that meeting. A Director may only act as the proxy of one Director.

23. Officers

- 23.1 The Board of Directors of the Company may from time to time appoint officers and/or managers of the Company as the Board of Directors considers necessary to perform such duties, subject to such other conditions or restrictions or to such provisions as to disqualification and removal as the Board of Directors from time to time prescribe. Subject to the laws in Cayman Islands, Article 24.4 shall be applied mutatis mutandis to an officer's duties and liabilities to the Company and other third parties.
- 23.2 Any person may hold more than one office and no officer need be a Director or Member of the Company. The officers shall remain in relevant office until removed from the said office by the Board of Directors, whether or not a successor is appointed.

24. Powers and Duties of Directors

- 24.1 Subject to the provisions of the Statute, the Articles, the Applicable Public Company Rules and to any directions given by Ordinary Resolution, Special Resolution or Special (Supermajority) Resolution, the business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company. No alteration of these Articles and no such direction shall invalidate any prior act of the Board of Directors which would have been valid if that alteration had not been made or that direction had not been given. Subject to the provisions of the Statute, the Articles, the Applicable Public Company Rules, a duly convened meeting of the Board of Directors at which a quorum is present may exercise all powers exercisable by the Board of Directors.
- 24.2 The Board of Directors may from time to time and at any time by power of attorney or otherwise appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board of



Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board of Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorneys as the Board of Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

- 24.3 Subject to the provisions of the Statute, the Articles, the Applicable Public Company Rules and any internal regulation governing the lending of capital, endorsement, guarantees, and acquisition and disposition of assets which may be adopted by the Company by an Ordinary Resolution at general meetings, the Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property, assets (present and future) or any part thereof, to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.
- 24.4 The Directors shall faithfully carry out their duties and exercise due care as a good administer, and may be held liable for the damages suffered by the Company for any violation of such duty and due care. The Company may by Ordinary Resolution of any general meeting, to the maximum extent legally permissible, demand the Directors, who violate such duties or due care, to disgorge any profit realised from such violation and regard the profits realised as the profits of the Company as if such violation was made for the benefit of the Company. The Directors shall, to the maximum extent legally permissible, indemnify the Company for any losses or damages incurred by the Company if such loss or damage is incurred as a result of a Director's breach of laws or regulations in the course of performing his duties. The Directors and the Company shall jointly and severally indemnify the third party for any losses or damages incurred by such third party if such loss or damage is incurred as a result of a Director's breach of laws or regulations in the course of performing his duties. The aforementioned duties of the Directors shall also apply to the managers of the Company.
- 24.5 A Director who engages in conduct either for himself/herself/itself or on behalf of another person within the scope of the Company's business, shall disclose to Members, at a general meeting prior to such conduct, a summary of the major elements of such interest and obtain the ratification of the Members at such general meeting by a Special (Supermajority) Resolution vote. In case a Director engages in business conduct for himself/herself/itself or on behalf of another person in violation of this provision, the Members may, by an Ordinary Resolution, to the maximum extent legally permissible, require the disgorgement of any and all earnings derived from such act, except when at least one year has lapsed since the realization of such associated earnings.



25. Committees of Directors

- 25.1 Subject to the Applicable Public Company Rules, the Board of Directors may delegate any of their powers to committees consisting of one or more Directors. They may also delegate to any Director holding any other executive office such of their powers as they consider desirable to be exercised by him/her/it provided that the appointment of a Director shall be revoked forthwith if he/she/it ceases to be a Director. Any such delegation may be made subject to any conditions the Board of Directors may impose and may be revoked or altered.
- 25.2 The Board of Directors may establish any committees, or appoint any persons to be members of such committees, and may appoint a manager or agent for managing the affairs of the Company. Any such appointment may be made subject to any conditions as the Board of Directors may impose and may be revoke or altered. Unless otherwise provided by the Statute or the Applicable Public Company Rules, subject to any such conditions, the proceedings of any such committee shall be governed by the Articles regulating the proceedings of Board of Directors, so far as they are capable of applying.
- 25.3 Notwithstanding anything to the contrary contained in this Article 25, unless otherwise permitted by the Applicable Public Company Rules, the Board of Directors shall establish an Audit Committee comprised of all of the Independent Directors, one of whom shall be the convener, and at least one of whom shall have accounting or financial expertise. A resolution of the Audit Committee shall be passed by one-half or more of all members of such committee. The rules and procedures of the Audit Committee shall be in accordance with policies proposed by the members of the Audit Committee and passed by the Board of Directors from time to time, which shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and the instruction of the FSC, TWSE or TPEX (as applicable), if any. The Board of Directors shall, by a resolution, adopt a charter for the Audit Committee in accordance with these Articles and the Applicable Public Company Rules.
- 25.4 Any of the following matters of the Company shall require the consent of one-half or more of all Audit Committee members and be submitted to the Board of Directors for resolution:
- (a) adoption or amendment of an internal control system of the Company;
 - (b) assessment of the effectiveness of the internal control system;
 - (c) adoption or amendment of handling procedures for significant financial or operational actions, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees on behalf of others;
 - (d) a matter where a Director has a personal interest;
 - (e) a material asset or derivatives transaction;
 - (f) a material monetary loan, endorsement, or provision of guarantee;
 - (g) the offering, issuance, or Private Placement of any equity-type securities;
 - (h) the hiring or dismissal of an attesting certified public accountant, or



- the compensation given thereto;
- (i) the appointment or removal of a financial, accounting, or internal auditing officer;
 - (j) annual financial reports and second-quarter financial reports that shall be audited and attested by a certified public accountant;
 - (k) any other matters so determined by the Company from time to time or required by any competent authority overseeing the Company; and
 - (l) any other matters in accordance with the Applicable Public Companies Rules.

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

- 25.5 Prior to the commencement of the meeting of Board of Directors to adopt any resolution related to an event of Merger, Acquisition, Spin-off and Share Exchange, the Company shall have the Audit Committee review the fairness and reasonableness of the plan and transaction of the Merger, Acquisition, Spin-off and Share Exchange, and then report the results of the review to the Board of Directors and the general meeting unless the resolution by the general meeting is not required by the Statute or Applicable Public Company Rules. During the review, the Audit Committee shall seek opinions from an independent expert on, including, without limitation, the justification of the Share Exchange ratio or distribution of cash or other assets. The results of the review of Audit Committees and opinions of independent experts shall be sent to the Members together with the notice of the general meeting. In the event that the resolution by the general meeting is not required by the Statute or Applicable Public Company Rules, the Board of Directors shall report the foregoing at the next closest general meeting.
- 25.6 With respect to the documents that need to be sent to the Members as provided in the preceding Article, in the event that the Company posts the same documents on the website designated by the R.O.C. competent authorities of securities and also prepares and places such documents at the venue of the general meeting for the Members' review, then those documents shall be deemed as having been sent to the Members.
- 25.7 The Board of Directors shall establish a Compensation Committee in accordance with the Applicable Public Company Rules. The number of members of the Compensation Committee, professional qualifications, restrictions on shareholdings and position that a member of the Compensation Committee may concurrently hold, and assessment of independence with respect to the members of the Compensation Committee shall comply with the Applicable Public Company Rules. The Compensation Committee shall comprise of no less than three members, one of which shall be appointed as convener of the Compensation



Committee. The rules and procedures for convening any meeting of the Compensation Committee shall comply with policies proposed by the members of the Compensation Committee and approved by the Board of Directors from time to time, provided that the rules and procedures approved by the Board of Directors shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and any directions of the FSC, TWSE or TPEX (as applicable). The Board of Directors shall, by a resolution, adopt a charter for the Compensation Committee in accordance with these Articles and the Applicable Public Company Rules.

- 25.8 The compensation referred in the preceding Article shall include the compensation, salary, stock options and other incentive payment to the Directors and managers of the Company. Unless otherwise specified by the Applicable Public Company Rules, the managers of the Company for the purposes of this Article 25.8 shall mean executive officers as defined by the rules and procedures governing the Compensation Committee.

26. Disqualification of Directors

- 26.1 Notwithstanding anything in the Articles to the contrary, the Company may from time to time remove all Directors from office before the expiration of their term of office and may elect new Directors in accordance with Article 22.1 and unless a resolution of a general meeting of Members provides otherwise, all the Directors shall be deemed to have been removed upon such election of new Directors prior to the expiration of such Director's applicable term of office.

- 26.2 The office of Director shall be automatically vacated, if the Director:
- (a) becomes bankrupt or makes any arrangement or composition with his creditors;
 - (b) is found to be or becomes of unsound mind;
 - (c) resigns his office by notice in writing to the Company;
 - (d) is removed from office by Special (Supermajority) Resolution;
 - (e) he/she/it commits an offence as specified in the Statute for Prevention of Organizational Crimes and is subsequently adjudicated guilty by a final judgment, and the sentence has not been executed, the execution of the sentence has not been completed, or the time elapsed since he/she/it has served the full term of the sentence, the expiration of probation period, or the pardon of such punishment is less than five years;
 - (f) he/she/it commits any criminal offence of fraud, breach of trust or misappropriation and is subsequently punished with imprisonment for a term no less than one year, and the sentence has not been executed, the execution of the sentence has not been completed, or the time elapsed since he/she/it has served the full term of such sentence, the expiration of probation period, or the pardon of such punishment is less than two years;
 - (g) he/she/it commits an offence as specified in the Anti-Corruption Act and is subsequently adjudicated guilty by a final judgment, and the sentence has not been executed, the execution of the sentence has not



been completed, or the time elapsed since he/she/it has served the full term of such sentence, the expiration of probation period, or the pardon of such punishment is less than two years;

- (h) dies;
- (i) he/she/it is dishonoured for use of credit instruments, and the term of such sanction has not expired yet;
- (j) he/she/it is declared bankrupt or is subject to liquidation procedure adjudicated by a court, and his/her/its rights have not been resumed yet;
- (k) he/she has limited legal capacity or is legally incompetent;
- (l) he/she is subject to the commencement of assistance by a court and the court and those orders have not yet been revoked; or
- (m) after the Shares are listed on any R.O.C. Exchange, during the term of office as a Director (excluding Independent Directors), he/she/it has transferred more than one half of the Company's Shares being held by him/her/it at the time he/she is elected;

In the event that the foregoing events described in any of clauses (a), (b), (e), (f), (g), (h), (i), (j), (k) or (l) has occurred in relation to an elected Director, such Director shall be disqualified from being elected as a Director. The foregoing events described in any of clauses (d)-(g) or (i)-(m) shall apply after the Shares are listed on any R.O.C. Exchange.

26.3 Subject to the provisions of the Statute, and the Articles or the Applicable Public Company Rules, in the event that he/she/it has, in the course of performing his/her/its duties, committed any act resulting in material damage to the Company or in violation of material items as prescribed in the applicable laws and/or regulations or the Memorandum of Association and the Articles, but has not been removed by the Company pursuant to a Special (Supermajority) Resolution vote, then any Member(s) holding three percent (3%) or more of the total number of issued Shares shall have the right, within thirty (30) days after that general meeting, to petition any competent court (including the Taipei District Court, R.O.C.) for the removal of such Director, at the Company's expense and such Director shall be removed upon the final judgement by such court. For clarification, if a relevant court has competent jurisdiction to adjudicate all of the foregoing matters in a single or a series of proceedings, then, for the purpose of this Article, final judgement shall be given by such competent court.

26.4 After the Shares are listed on any R.O.C. Exchange, if any Director(excluding Independent Directors) after having been elected and before his/her/its inauguration of the office of Director, has transferred more than one half of the total number of Shares of the Company he/she/it holds at the time of his/her/its election as such or had transferred more than one half of the total number of Shares he/she/it held within the book closed period prior to the convention of a general meeting, then his/her/its election as a Director shall become invalid.

27. **Proceedings of Board of Directors**

27.1 The meetings of the Board of Directors and any committee thereof shall



be held at such place or places as the Board of Directors shall decide.

- 27.2 The Board of Directors shall elect a Chairman of the Board and determine the period for which he/she is to hold office. The Chairman of the Board of Directors shall be elected by and among the Directors by a majority of Directors present at a meeting attended by two-thirds or more of the total number of Directors. The Chairman of the Board shall take the chair at meeting of the Board, however if no such chairman is elected, or if at any meeting the Chairman is not present, the Directors present may choose one of their number to be chairman of the meeting. The Chairman of the Board may be removed by a majority of Directors present at a meeting attended by two-thirds or more of the total number of Directors, provided that the Chairman being so removed by the Board shall remain as a Director of the Company notwithstanding his/her removal as Chairman of the Board.
- 27.3 The Directors may meet together (either within or without the Cayman Islands) for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Unless otherwise provided under the Statute, the Articles or the Applicable Public Company Rules, questions arising at any meeting shall be decided by a majority of votes. In case of an equality in votes the chairman shall not have a second or casting vote. The Chairman of the Board of Directors may at any time convene a meeting of the Board of Directors. The majority of the Directors may state in writing the matters to be discussed and the reason, requesting the Chairman of the Board of Directors to convene a meeting of the Board of Directors. If the Chairman of the Board of Directors do not convene such meeting of Board of Directors within fifteen (15) days after the date of such requisition, more than half of the total number of Directors may themselves convene a meeting of Board of Directors. After the Shares are listed on any R.O.C. Exchange, a meeting of the Board of Directors shall be convened by at least seven (7) days' notice in writing to all Directors, and the notice shall set forth the general nature of the business to be considered; provided however that, a meeting of the Board of Directors may be convened at any time if there is any emergency, provided further that notice is waived by all the Directors either at, before or after the meeting is held. If notice of a meeting of the Board of Directors is given in person, by cable, telex, facsimile, or electronic messages, the same shall be deemed to have been given on the day it is delivered, sent or transmitted to each of the Directors.
- 27.4 Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board of Directors or committee by means of video conference. Participating by such means shall constitute presence in person at a meeting.
- 27.5 The quorum necessary for the transaction of the business of the Board of Directors may be fixed by the Board of Directors, and unless so fixed, shall be more than one half of the total number of Directors. A Director represented by proxy at any meeting shall be deemed to be present for the purposes of determining whether or not a quorum is present. If the number



of Directors is less than five (5) persons due to the vacation of Director(s) for any reason, the Company shall hold an election of Director(s) to fill the vacancies at the next following general meeting. When the number of vacancies in the Board of Directors of the Company is equal to one third of the total number of Directors elected, the Board of Directors shall hold, within sixty (60) days, a general meeting of Members to elect succeeding Directors to fill the vacancies.

27.6 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Board of Directors. A general notice given to the Board of Directors by any Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract which may thereafter be made with that company or firm shall be deemed a sufficient declaration of interest in regard to any contract so made. A Director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he does so his vote shall be counted and he may be counted in the quorum at any meeting of the Board of Directors at which any such contract or proposed contract or arrangement shall come before the meeting for consideration. After the Shares are listed on any R.O.C. Exchange, a Director who has a personal interest in the matter under discussion at a meeting of the Board of Directors shall disclose to the meeting the material information of such interest; provided that in the event a Director's spouse or any second degree relatives, or company(s) with controlling and subordinating relationship with a Director, has a personal interest in the matter under discussion at a meeting, the said Director shall be deemed to have a personal interest in such matter. A Director who has a conflict of interest which may impair the interest of the Company shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the meeting of Board of Directors. Where proposals are under consideration concerning a proposed M&A by the Company, a Director who has a personal interest in the proposed transaction shall disclose at the meeting of the Board of Directors and the general meeting the nature of such Director's personal interest and the reason(s) for the approval or objection to the proposed resolution; the Company shall indicate in the convening agenda of general meeting the material content of such Director's interest and the reason(s) for the approval or objection to the proposed resolution, which may be placed on the website specified by the R.O.C. competent authorities of securities or by the Company, and the website address link shall be indicated in the notice.

27.7 A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Board of Directors may determine, subject to Article 22.4.

27.8 The Board of Directors shall cause to be entered and kept in books or files



provided for the purpose minutes or memoranda of the following (where applicable):

- (a) all appointments of officers made by the Board of Directors;
- (b) the names of the Directors present at each meeting of the Board of Directors and of any committee of the Directors; and
- (c) all resolutions and proceedings of all meetings of the Members, all meetings of the Board of Directors and all meetings of committees; and any such minutes or memoranda of any meeting or decisions of the Board of Directors, or any committee, or of the Company, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated therein. To the extent permissible under the applicable laws, when the chairman of a meeting of the Board of Directors signs the minutes of such meeting the same shall be deemed to have been duly held notwithstanding that all the Directors have not actually come together or that there may have been a technical defect in the proceedings.

- 27.9 Before the Shares are listed on any R.O.C. Exchange, a resolution in writing signed by a majority of the Directors for the time being shall be as valid and effectual for all purposes as a resolution of the Directors passed at a meeting of the Board of Directors duly called and constituted. Such resolution in writing may consist of several documents each signed by one or more of the Directors.
- 27.10 The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Board of Directors, the continuing Directors may act for the purpose of convening a general meeting of the Company, but for no other purpose.
- 27.11 A committee appointed by the Board of Directors may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within fifteen (15) minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of their meetings.
- 27.12 Subject to the Applicable Public Company Rules, a committee appointed by the Board of Directors may meet and adjourn as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes of the committee members present and in case of an equality of votes the chairman shall not have a second or casting vote.
- 27.13 Unless otherwise provided by the Statute, the Articles, or the Applicable Public Company Rules, if the number of Independent Directors is less than two (2) due to the vacation of Independent Directors for any reason, the Company shall hold an election of Independent Directors to fill the vacancies at the next general meeting. Unless otherwise permitted by the Applicable Public Company Rules, if all of the Independent Directors are vacated, the Board of Directors shall hold, within sixty (60) days, a general meeting to elect succeeding Independent Directors to fill the



vacancies.

28. Dividends

- 28.1 Subject to the Statute, the Articles and any direction of the Company in general meetings, the Company, upon the recommendation by the Board of Directors, may by way of an Ordinary Resolution, from time to time declare dividends and distributions to Members and authorise payment of the same out of the funds of the Company lawfully available therefor.
- 28.2 Subject to the Statute, the Articles and any direction of the Company in general meetings, if dividends or distributions are to be declared on a class of Shares, such dividends or distributions shall be declared and paid according to the amounts paid or credited as paid on the Shares of such class issued on the record date for such dividend or distribution as determined in accordance with the Articles.
- 28.3 The Board of Directors may, before recommending or declaring any dividend, set aside out of the funds legally available for distribution of the Company such sums as they think proper as a reserve or reserves which shall, at the absolute discretion of the Board of Directors be applicable for meeting contingencies, or for equalising dividends or for any other purpose, including but not limited to be employed in the business of the Company or be invested in such investments (other than Shares of the Company) as the Board of Directors may from time to time think fit.
- 28.4 No dividend distribution shall be paid otherwise than out of the profits or, subject to the restrictions of the Statute, the Share premium account or as otherwise permitted by the Statute.
- 28.5 Any dividend, distribution, interest or other monies payable in cash in respect of Shares (a) may be paid by wire transfer to the Member or (b) may be paid by cheque or warrant sent through the post directed to the registered address of the Member or person entitled thereto (or in case of joint holders, to the registered address of any one of such joint holders whose name stands first on the Register of Members of the Company in respect of the joint holding) or addressed to such person at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent, but in any event the Company shall not be liable or responsible for any cheque or warrant lost in transmission nor for any dividend, bonus, interest or other monies lost to the Member or person entitled thereto by the forged endorsement of any cheque or warrant. Any payment of the cheque or warrant by the Company's banker on whom it is drawn shall be a good discharge to the Company.
- 28.6 As the Company is in the growing stage, the dividend distribution shall take into consideration the Company's capital expenditures, future expansion plans, and financial structure and funds requirement for sustainable development needs etc. and may take the form of a cash dividend and/or stock dividends. After the Shares are listed on any R.O.C



Exchange, if the Board of Directors determines to distribute profits, the Board of Directors shall prepare the proposal for distribution of profits and such proposal shall be approved by the Members by an Ordinary Resolution at any general meeting. The Board of Directors shall prepare such proposal as follows: (a) the Company shall set aside all taxes that legally required to be paid; and (b) offset its losses in previous years that have not been previously offset (if any); then (c) set aside a Legal Reserve in accordance with the Applicable Public Company Rules, unless the accumulated amount of such Legal Reserve has reached the total paid-up capital of the Company; and (d) set aside a special capital reserve, if required, in accordance with the Applicable Public Company Rules or as requested by relevant authorities. Except otherwise stipulated by the applicable laws and the Applicable Public Company Rules, the Board of Directors may propose profit distribution plan in connection with the retained earnings available for distribution (i.e. the net profit after the deduction of the items (a) to (d) above plus the previously cumulative undistributed retained earnings), for approval at the meetings of the Members; provided however that no profit distribution may be conducted if the retained earnings available for distribution is less than fifty percent (50%) of the paid-in capital of the Company . The distribution of retained earnings may proceed by way of cash dividend or by applying such sum in paying up in full unissued Shares for allotment and distribution credited as fully paid-up pro-rata to the Members. If the Board of Directors determines to distribute profits, the total amount of Dividends shall not be lower than ten percent (10%) of the net profit of the then current year after deducting the items (a) to (d) above, and the total amount of cash dividend to be distributed shall be no lower than ten percent (10%) of the aggregate dividend distributed to Members.

- 28.7 Subject to any rights and restrictions for the time being attached to any Shares, all Dividends shall be declared and paid in proportion to the number of Shares that a Member holds.
- 28.8 If several persons are registered as joint holders of any Share, any of them may give effectual receipts for any dividend or other moneys payable on or in respect of the Share.
- 28.9 No dividend or profit distribution shall bear interest against the Company.
- 28.10 The Company shall set aside no less than five percent (5%) of its annual net income before tax, the bonus to employees, as bonus to employees of the Company and set aside no more than three percent (3%) of its annual net income before tax, the bonus to Directors, as bonus to Directors, provided however that the Company shall first offset its losses in previous years that have not been previously offset. The distribution of bonus to employees may be made by way of cash or Shares, which may be distributed under an incentive program approved pursuant to Article 9.1 above. The employees under this Article may include certain employees of the Subsidiaries who meet the conditions prescribed by the Company. The distribution of bonus to employees shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the



total number of the Directors and shall be reported to the Members at the general meeting. A Director who also serves as an executive officer of the Company and/or its Subsidiaries may receive a bonus in his capacity as a Director and a bonus in his capacity as an employee.

- 28.11 Subject to the Statute, the Articles and the Applicable Public Company Rules, any Dividend which cannot be paid to a Member and/or which remains unclaimed after six months from the date of declaration of such Dividend may, in the discretion of the Board of Directors, be paid into a separate account in the Company's name, provided that the Company shall not be constituted as a trustee in respect of that account and the Dividend shall remain as a debt due to the Member. Any Dividend which remains unclaimed after a period of six years from the date of declaration of such Dividend shall be forfeited and shall revert to the Company.
- 28.12 Subject to the Statute, the Company may distribute to the Members, in the form of cash, all or a portion of its dividends and bonuses, Legal Reserve and/or capital reserve derived from issuance of new Shares at a premium or from endowments received by the Company by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, and shall subsequently report such distribution to the Members at the general meeting.

29. Accounts and Audit

- 29.1 The Board of Directors shall cause books of account relating to the Company's affairs to be kept in such manner as may be determined from time to time by the Board of Directors.
- 29.2 The books of account shall be kept at the registered office of the Company, or at such other place or places as the Board of Directors think fit, and shall always be open to the inspection of the Directors.
- 29.3 Before the Shares are listed on any R.O.C. Exchange, unless otherwise provided under the applicable laws, the Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Statute, authorised by the Board of Directors or by the Company by Ordinary Resolution.
- 29.4 Before the Shares are listed on any R.O.C. Exchange, unless otherwise provided under the applicable laws, the Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions the records, documents and registers of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any records, documents or registers of the Company except as conferred by the Statute or authorised by resolution of the Directors.



- 29.5 The Board of Directors may from time to time cause to be prepared and to be laid before the Company in general meeting profit and loss accounts, balance sheets, group accounts (if any) and such other reports and accounts as may be required by the Statute, the Articles and the Applicable Public Company Rules.
- 29.6 Subject to applicable law, after the Shares are listed on any R.O.C. Exchange, minutes and written records of all meetings of Board of Directors, any committees of Directors, and any general meeting shall be made in the Chinese language, and an English translation may be attached. In the event of any inconsistency between the Chinese language version and the relevant English translation, the Chinese language version shall prevail, except in the case where a resolution is required to be filed with the Registrar of Companies of Cayman Islands, in which case the English language version shall prevail.

30. Capitalisation of Reserves

- 30.1 Subject to Article 35, the Statute and Applicable Public Company Rules, the Board of Directors may, with the authority of a Special (Supermajority) Resolution in a general meeting, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or other capital reserves (including a Share premium account, capital redemption reserve, revenue, profit and loss account, Capital Reserves, Legal Reserves and special capital reserves), and shall be declared and paid in proportion to the number of Shares that a Member holds.
- 30.2 Whenever such a resolution as aforesaid shall have been passed, the Board of Directors generally shall do all acts and things required to give effect thereto, with full power to the Board of Directors to make such provision as they think fit such that Shares shall not become distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the Members concerned) and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for such capitalisation, and any agreement made under such authority shall be effective and binding on all such Members.

31. Insurance

The Company may purchase and maintain insurance for the benefit of any Director or officer of the Company against any liability incurred by him/her/it in his/her/its capacity as a Director or officer of the Company or indemnifying such Director or officer in respect of any loss arising or liability attaching to him/her/it by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which the Director or officer may be guilty in relation to the Company or any Subsidiary thereof. The Board of Directors shall determine the terms of



such insurance by resolution, taking into account the standards of the industry in the R.O.C. and overseas.

32. Indemnity

Subject to the provisions of the Statute and in the absence of fraud or wilful default, the Company may indemnify against all expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred in connection with legal, administrative or investigative proceedings any person who:

- (a) is or was a party or is threatened to be made a party to any threatened, pending or completed proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a Director, managing Director, agent, auditor and other officer for the time being of the Company; or
- (b) is or was, at the request of the Company, serving as a Director, managing Director, agent, auditor and other officer for the time being of, or in any other capacity is or was acting for, another company or a partnership, joint venture, trust or other enterprise.

33. Notices

33.1 Before the Shares are listed on any R.O.C. Exchange, unless otherwise provided in the Applicable Public Company Rules, notice shall be in writing and may be given by the Company or by the person entitled to give notice to any Member either personally by electronic mail, by facsimile or by sending it through the post in a prepaid letter or via a recognised courier service, fees prepaid, addressed to the Member at his address or electronic mail address as appearing in the Register of Members. Notices posted to addresses outside the Cayman Islands, if mailed, shall be forwarded by prepaid airmail. A notice may be given by the Company to the joint holders of a Share by giving the notice to the joint holder first named in the Register of Members in respect of the Share.

33.2 Any Member present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.

33.3 Any notice, if served by (a) post, shall be deemed to have been served the third (3) days after the time when the letter containing the same is posted and if served by courier, shall be deemed to have been served on the third (3) days after the time when the letter containing the same is delivered to the courier or, (b) facsimile, shall be deemed to have been served upon confirmation of receipt or (c) electronic mail, shall be deemed to have been served immediately upon the time of the transmission by electronic mail, or (d) recognised delivery service, shall be deemed to have been served on the same day that it was sent.

33.4 A notice may be given by the Company to the persons which the Company has been advised are entitled to a Share or Shares in consequence of the



death, bankruptcy or insolvency of a Member by sending it through the post in a prepaid letter, by airmail or by electronic mail if appropriate addressed to them by name or by the title of representatives of the deceased or assignee or trustee of the bankrupt or insolvent or by a like description at the address, if any, supplied for the purpose by the persons claiming to be so entitled, or, until such an address has been so supplied, by giving the notice in any manner in which the same might have been given if the death, bankruptcy or insolvency had not occurred.

- 33.5 Notice of every general meeting shall be given in the manner herein to:
- (a) all Members who have a right to receive notice and who have supplied the Company with an address for the giving of notices to them and in case of joint holder, the notice shall be sufficient if given to the first named joint holder in the Register of Members; and
 - (b) every person entitled to a Share in consequence of the death or bankruptcy of a Member, who but for his death or bankruptcy would be entitled to receive notice of the meeting.

Apart from the persons contemplated by paragraphs (a) and (b) above of this Article and apart from Directors and Independent Directors, no other person shall be entitled to receive notices of general meetings unless the Board of Directors determines otherwise in its sole discretion.

34. Seal

The Seals of the Company shall be used in accordance with its Internal Control Systems.

35. Winding Up

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

- 35.2 If the Company shall be wound up, and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the Share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them,. If on a winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the Share capital at the commencement of the winding up, the excess shall be distributed among the Members in proportion to the number



of the Shares held by them at the commencement of the winding up, subject to a deduction from those Shares in respect of which there are monies due, of all monies payable to the Company.

36. Amendment of Memorandum of Association and Articles

The Company may alter or modify the provisions contained in these Memorandum of Association and Articles as amended from time to time by a Special Resolution and subject to the Statute and the rights attaching to the various classes of Shares.

37. Registration By Way of Continuation

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

38. Litigation and Non-Litigation Agent in the R.O.C.

Subject to the provisions of the Statute, the Company shall, by a resolution of the Board of Directors, appoint or remove a natural person domiciled or resident in the territory of the R.O.C. to be its litigation and non-litigation agent in the R.O.C., pursuant to the Applicable Public Company Rules, and under which the litigation and non-litigation agent shall be the responsible person of the Company in the R.O.C. The Company shall report such appointment and any change thereof to the competent authorities in the R.O.C. pursuant to the Applicable Public Company Rules.

39. Financial Year

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

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

