BioCode for Better Health

股票代碼:6598

瑞磁生物科技集團股份有限公司

民國 113 年股東常會 議事手冊

開會日期:中華民國 113 年 5 月 27 日(星期一)上午 10 時整

開會地點:台北市內湖區堤頂大道一段327號2樓(莉蓮會館里仁廳)

開會方式:實體股東會

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113 年股東常會開會程序

- 1. 宣布開會
- 2. 主席致詞
- 3. 報告事項
- 4. 承認事項
- 5. 討論事項
- 6. 臨時動議
- 7. 散會

113 年股東常會議程

時間:中華民國113年5月27日星期一 上午10時

地點:台北市內湖區堤頂大道一段 327 號 2 樓(莉蓮會館里仁廳)

壹、 宣布開會

貳、 主席致詞

參、 報告事項

- (1) 2023年度營運報告
- (2) 審計委員會審查2023年度決算表冊報告
- (3) 本公司「董事會議事規則」修訂案

肆、 承認事項

- (1) 2023年度營業報告書及2023年度合併財務報表案
- (2) 2023年度虧損撥補案

伍、 討論事項

- (1) 本公司之公司大綱及章程修訂案
- (2) 本公司「取得或處分資產處理程序」修訂案

陸、 臨時動議

柒、 散會

報告事項

第一案

案由:2023年度營運報告,報請 公鑒。

說明:

一、本公司 2023 年度營業報告書,請參閱本手冊附件(一) 頁 7。

第二案

案由:審計委員會審查 2023年度決算表冊報告,報請 公鑒。

說明:

- 一、本公司 2023 年度財務報表業經資誠聯合會計師事務所梁嬋女會計師及簡汎亞會計師查核 完竣,併同營業報告書及虧損撥補表經本公司審計委員會查核完竣。
- 二、審計委員會審查報告書,請參閱本手冊附件(二)頁9。

第三案

案由:本公司「董事會議事規則」修訂案,報請 公鑒。

說明:

- 一、依據金融監督管理委員會 113 年 1 月 11 日金管證發字第 1120383996 號函對董事會議事規則之修正,擬提案修訂本公司董事會議事規則。
- 二、「董事會議事規則」條文修正對照表,請參閱本手冊附件(三)頁 10。

承認事項

第一案 董事會 提

案由:2023年度營業報告書及2023年度合併財務報表案,提請 承認。

說明:

- 一、2023 年度合併財務報表業經資誠聯合會計師事務所梁嬋女會計師及簡汎亞會計師查核完竣,並出具無保留意見之查核報告書。
- 二、2023 年度營業報告書、會計師查核報告書及 2023 年度合併財務報表,請參閱本手冊附件 (一)頁7、(四)頁12。
- 三、本案經本公司董事會通過,並經審計委員會審查完竣,請參閱本手冊附件(二)頁9。四、謹提請承認。

決議:

第二案 董事會 提

案由:2023年度虧損撥補案,提請 承認。

說明:

一、截至 2022 年12 月31 日止累積虧損為新台幣 349,932,002 元。2023 年度稅後淨損為新台幣 164,199,137 元,2023年已彌補虧損為新台幣 320,967,505 元,期末待彌補虧損合計為新台幣 193,163,634 元。本公司 2023 年度虧損撥補表,請參閱本手冊附件(五)頁 23。

二、謹提請 承認。

決議:

討論事項

第一案 董事會 提

案由:本公司之公司大綱及章程修訂案,提請 討論。

說明:

- 一、依公司內部作業需求,修改股東會開會通知相關規定之條文,擬修訂本公司之公司大綱及 章程,以新的公司大綱及章程取代本公司現有之公司大綱及章程。
- 二、公司大綱及章程條文修訂對照表,請參閱本手冊附件(六) 頁 24。
- 三、謹提請 討論

決議:

第二案 董事會 提

案由:本公司「取得或處分資產處理程序」修訂案,提請 討論。 說明:

- 一、依公司業務需求修訂本公司「取得或處分資產處理程序」第五條之條文。
- 二、「取得或處分資產處理程序」條文修訂對照表,請參閱本手冊附件(七)頁 26。
- 三、僅提請 討論。

決議:

臨時動議

散會

113 年股東常會附件

附件(一) 營業報告書



各位股東好

首先感謝各位股東一如既往對本公司的鼎力支持,使本公司得以持續順利營運、成長。

(一)112 年度營業成果

本集團 112 年度營業收入為新台幣 395,169 仟元,較 111 年財報之營業收入 為新台幣 390,302 仟元,增加新台幣 4,867 仟元,成長率達 1%,其中數位生物條碼成長 72%、腸炎檢測試劑成長 5%及上呼吸道檢測試劑成長 8%,新冠肺炎檢測試劑需求下降故衰退 87%。本集團最大授權客戶 IDexx 於 106 年至 111 年已購置光學儀器(BC2500)共 153 台,且實驗室已安裝完畢並啟用中,故從 112 年起只會購進少量光學儀致衰退 93%,今後 IDexx 向我集團採購將以數位生物條碼及相關耗材為主,並且隨著 IDexx 檢測樣品增加我集團數位生物條碼營收也水漲船高。

本集團 112 年度營業損失,不含營業外收支,為新台幣 186,702 仟元,較 111 年財報之營業損失新台幣 192,604 仟元,減少虧損新台幣 5,902 仟元,主要係毛利增加新台幣 34,568 仟元用以抵減因佈局現今產品之營銷及未來研發計畫而增聘經營高階人才進而營業費用較 111 年增加新台幣 28,667 仟元所致。

當期損益方面,112 年度當期淨損新台幣 164,199 仟元,較 111 年財報之當期淨損新台幣 184,733 仟元,減少虧損新台幣 20,534 仟元、達 11%,主要係毛利及利息收入增加所致。

(二) 112 年度財務狀況分析

本集團截至 112 年底,本公司負債占資產比率為 33.4% (新台幣 332,217 仟元/新台幣 993,207 仟元)、長期資金占不動產、廠房及設備(新台幣 891,644 仟元) 比為 8.5 倍、股東權益為新台幣 660,990 仟元、每股虧損為新台幣(2.01)元、公司帳上整體現金(含定存)為新台幣 604,816 仟元。

(三)113年度展望:

- 1. 本集團在 113 年至 115 年間致力於性傳染疾病(STI)、尿道炎(UTI)、並結合抗藥性(Resistance) 及液態腫瘤(Liquid Biopsy)之多重分子檢測試劑產品開發。本集團預估於 113 年上半年將以 RUO 型態發表性傳染病(STI)並結合抗藥性產品,且預估將於第 4 季開始做 STI 臨床實驗預計於 114 年第 3 季度將實驗結果送交美國 FDA 審查並同時啟動 UTI 臨床實驗並預計 115 年第 2 季度將實驗結果送交美國 FDA 審查。
- 2. 本集團目前已有65項檢測標的供美國大型醫院實驗室及第3方大型私人實驗室使用,集團將努入在短期內達到或超過100項檢測標的物,以期增加集團全自動光學儀器使用效率,除使客戶的效益增加外並將減少醫療資源的浪費。

以上報告。

羊車 目・本宏

總經理:何重人

会斗+篇, 溪矛

附件(二) 審計委員會審查報告書

Applied BioCode

Applied BioCode Corporation

審計委員會審查報告書

茲准 董事會造送本公司一一二年度營業報告書、合併財務報表與虧 損撥補議案,其中合併財務報表業經董事會委託資誠聯合會計師事務 所梁嬋女會計師及簡汎亞會計師查核完竣並出具查核報告。上開董事 會造送之各項表冊,經本審計委員會審查,認為尚無不符,爰依證券 交易法第十四條之四及公司法第二一九條之規定報告如上,敬請 鑒 核。

业 致

本公司一一三年股東常會

Applied BioCode Corporation

番計委員會召集人: 祭文精

中華民國一一三年三月七日

附件(三)「董事會議事規則」修訂條文對照表

修訂後條文	修訂前條文	修訂原由
第八條 Article 8	第八條 Article 8	一、為避免董事會會議 延長開會時間未確
		定引發爭議,爰明 定出席人數不足
應即宣布開會。已屆開會時間,如全體董事有半數未出席	董事會之主席於已屆開會時間並有達過半數之董事出席時,應即宣布開會。已屆開會時間,如全體董事有半數未出席時,主席得宣布延後開會,其延後次數以二次為限,延後二次仍不足額者,主席得依第3條第2項規定之程序重新召集。	度 出席 人數 不足時, 主席得宣布延時, 主席得宣布延後開會之時限以當日為限。
A meeting shall be called to order by the Chairperson of the Board meeting when the scheduled meeting time has arrived and the majority of the Directors are present. If the majority of the Directors are not present at the schedule commencement time of the meeting, the chairperson of the meeting may announce the postponement of the	the chairperson of the meeting may announce the postponement of the meeting not more than twice. If a quorum has not been reached	
第十一條 Article 11	第十一條 Article 11	一、考量實務,董事會 議事進行中,主席
董事會議事進行中,主席因故無法主持會議或未依第二項規 定逕行宣布散會,其代理人之選任準用第七條第三項規定。 If the chairman of the board of directors is unable to preside over		因 大 大 大 大 大 大 大 大 大 大 大 大 大

修訂後條文	修訂前條文	修訂原由
the meeting for some reason or fails to declare the adjournment of		準用第七條第三項
the meeting in accordance with the provisions of paragraph 2, the		規定。
provisions of paragraph 3 of Article 7 shall be applied to the		
selection of his agent.		

附件(四) 2023 年度會計師查核報告暨合併財務報表

Applied BioCode Corporation 及子公司 合併財務報告暨會計師查核報告 西元2023年度及2022年度 (股票代碼6598)

公司地址:Grand Pavilion, Hibiscus Way, 802 West Bay Road, P.O. Box

31119, KY1-1205, Cayman Islands

電 話:(02)8791-6833



會計師查核報告

(24)財審報字第 23004549 號

Applied BioCode Corporation 公鑒:

查核意見

Applied BioCode Corporation 及子公司(以下簡稱「Applied BioCode 集團」) 西元 2023 年及 2022 年 12 月 31 日之合併資產負債表,暨西元 2023 年及 2022 年 1 月 1 日至 12 月 31 日之合併綜合損益表、合併權益變動表、合併現金流量表,以及 合併財務報表附註(包括重大會計政策彙總),業經本會計師查核竣事。

依本會計師之意見,上開合併財務報表在所有重大方面係依照證券發行人財務報告編製準則暨經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製,足以允當表達 Applied BioCode 集團西元 2023年及 2022年12月31日之合併財務狀況,暨西元 2023年及 2022年1月1日至12月31日之合併財務績效及合併現金流量。

查核意見之基礎

本會計師係依照會計師受託查核簽證財務報表規則及中華民國審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核合併財務報表之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依中華民國會計師職業道德規範,與Applied BioCode 集團保持超然獨立,並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據,以作為表示查核意見之基礎。



關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷,對 Applied BioCode 集團西元 2023 年度合併財務報表之查核最為重要之事項。該等事項已於查核合併財務報表整體及 形成查核意見之過程中予以因應,本會計師並不對該等事項單獨表示意見。

Applied BioCode 集團西元 2023 年度合併財務報表之關鍵查核事項如下:

關鍵查核事項-現金及約當現金之存在與發生

事項說明

現金及約當現金之會計政策請詳合併財務報告附註四(六),與現金及約當現金相關之會計項目之說明,請詳合併財務報告附註六(一)。西元 2023 年 12 月 31 日 現金及約當現金餘額為新台幣 413,194 仟元,占合併總資產之 41%。由於現金及約當現金占合併總資產比重高,且存有先天性之風險,因此本會計師將此列為查核重要事項。

因應之查核程序

本會計師已執行之查核程序彙總說明如下:

- 1. 函證銀行帳戶與金融機構的特殊約定,確認銀行存款之存在及權利義務。
- 2. 驗證銀行帳戶函證對象必要資訊的真實性。
- 3. 測試銀行調節表計算正確性並抽核調節項目,確認無重大異常之調節項目。
- 4. 抽查鉅額現金收支之交易,確認其交易性質為營業所需。

關鍵查核事項-銷貨收入之真實性

事項說明

收入認列之會計政策請詳合併財務報告附註四(二十一),與收入相關之會計項目之說明,請詳合併財務報告附註六(十六)。



Applied BioCode 集團之銷貨收入主要來自於多元體外診斷之數位生物條碼、試劑及光學儀器之銷售業務。銷貨對象主要來自第三方檢測實驗室及醫療院所。其交易條件視市場狀況及客戶需求不盡相同,考量銷貨收入為公司主要交易事項,對財務報告影響重大,故本會計師將銷貨收入之真實性列為本次查核之關鍵查核事項。

因應之查核程序

本會計師對上開關鍵查核事項所敘明之特定層面已執行之因應程序彙列如下:

- 1. 檢視新增重要銷售對象之基本資訊,以評估重要銷售對象之合理性。
- 2. 評估及測試銷貨交易內部控制制度及實際流程之執行。
- 3. 針對銷貨收入交易執行證實測試,包含確認客戶訂單、出貨單暨銷貨發票及 後續收款情形,以確認銷貨收入交易確實發生。
- 4. 檢視新增為前十大銷貨對象之相關背景資料等資訊及取得並抽樣核對本年度 新進前十大之銷貨收入交易相關憑證,以確認收入認列之允當性。

管理階層與治理單位對財務報表之責任

管理階層之責任係依照證券發行人財務報告編製準則暨經金融監督管理委員 會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製允當 表達之合併財務報表,且維持與合併財務報表編製有關之必要內部控制,以確保合 併財務報表未存有導因於舞弊或錯誤之重大不實表達。

於編製合併財務報表時,管理階層之責任亦包括評估 Applied BioCode 集團繼續經營之能力、相關事項之揭露,以及繼續經營會計基礎之採用,除非管理階層意圖清算 Applied BioCode 集團或停止營業,或除清算或停業外別無實際可行之其他方案。

Applied BioCode 集團之治理單位(含審計委員會)負有監督財務報導流程之責任。



會計師查核財務報表之責任

本會計師查核合併財務報表之目的,係對合併財務報表整體是否存有導因於舞 弊或錯誤之重大不實表達取得合理確信,並出具查核報告。合理確信係高度確信, 惟依照中華民國審計準則執行之查核工作無法保證必能負出合併財務報表存有之 重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數 可合理預期將影響合併財務報表使用者所作之經濟決策,則被認為具有重大性。

本會計師依照中華民國審計準則查核時,運用專業判斷及專業懷疑。本會計師 亦執行下列工作:

- 辨認並評估合併財務報表導因於舞弊或錯誤之重大不實表達風險;對所評估之風險設計及執行適當之因應對策;並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制,故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。
- 2. 對與查核攸關之內部控制取得必要之瞭解,以設計當時情況下適當之查核程序, 惟其目的非對 Applied BioCode 集團內部控制之有效性表示意見。
- 3. 評估管理階層所採用會計政策之適當性,及其所作會計估計與相關揭露之合理性。
- 4. 依據所取得之查核證據,對管理階層採用繼續經營會計基礎之適當性,以及使 Applied BioCode 集團繼續經營之能力可能產生重大疑慮之事件或情況是否存在 重大不確定性,作出結論。本會計師若認為該等事件或情況存在重大不確定性, 則須於查核報告中提醒合併財務報表使用者注意合併財務報表之相關揭露,或於 該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取 得之查核證據為基礎。惟未來事件或情況可能導致 Applied BioCode 集團不再具 有繼續經營之能力。
- 5. 評估合併財務報表(包括相關附註)之整體表達、結構及內容,以及合併財務報表是否允當表達相關交易及事件。
- 6.對於集團內組成個體之財務資訊取得足夠及適切之查核證據,以對合併財務報表表示意見。本會計師負責集團查核案件之指導、監督及執行,並負責形成集團查核意見。



本會計師與治理單位溝通之事項,包括所規劃之查核範圍及時間,以及重大查 核發現(包括於查核過程中所辨認之內部控制顯著缺失)。

本會計師亦向治理單位提供本會計師所隸屬事務所受獨立性規範之人員已遵 循中華民國會計師職業道德規範中有關獨立性之聲明,並與治理單位溝通所有可能 被認為會影響會計師獨立性之關係及其他事項(包括相關防護措施)。

本會計師從與治理單位溝通之事項中,決定對 Applied BioCode 集團西元 2023 年度合併財務報表查核之關鍵查核事項。本會計師於查核報告中敘明該等事項,除 非法令不允許公開揭露特定事項,或在極罕見情況下,本會計師決定不於查核報告 中溝通特定事項,因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

會計師

前行政院金融監督管理委員會

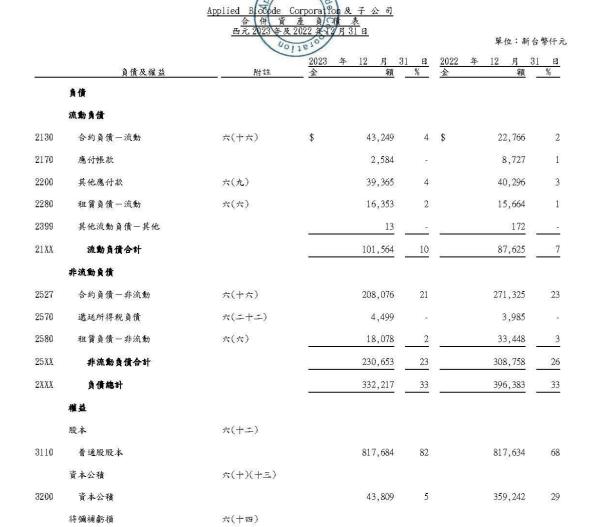
核准簽證文號:金管證審字第 0990001654 號

金融監督管理委員會

核准簽證文號:金管證審字第1070323061號

西元 2 0 2 4 年 3 月 7 日

		含 併 資 西元 2023 年	及 2022 美工2月 31	<u> </u>			單位:新	台幣仟元
	資	產 附註	2023 年金	12 月 3	31 B	<u>2022</u> 金		31 El
	流動資產							
1100	現金及約當現金	六(一)	\$	413,194	41	\$	831,322	69
1136	按攤銷後成本衡量之	金融資產一流 六(二)						
	1 00			191,622	19			2
1170	應收帳款淨額	六(三)及十二(-	=)	51,044	5		70,810	6
130X	存貨	六(四)		174,974	18		106,679	9
1479	其他流動資產-其他		60	6,527	1	51	5,477	o2
11XX	流動資產合計		<u> </u>	837,361	84		1,014,288	84
	非流動資產							
1600	不動產、廠房及設備	六(五)		104,785	11		129,407	11
1755	使用權資產	六(六)		26,355	3		40,216	3
1780	無形資產	六(七)		6,019	1		10,378	1
1840	遞延所得稅資產	六(ニ+ニ)		4,499	12		3,985	21
1900	其他非流動資產	А		14,188	1		14,175	1
15XX	非流動資產合計		·	155,846	16		198,161	16
1XXX	资產總計		\$	993,207	100	\$	1,212,449	100
		(#	資 次 頁)					



後附合併財務報表附註為本合併財務報告之一部分,請併同參閱。

3350

3400

3XXX

3X2X

待彌補虧損

其他權益

權益總計

負債及權益總計

其他權益



經理人:何重人 美何

六(十)(十五)

會計主管:潘柔彤 光道

67

100

193,164) (

660,990

993,207



349,932) (29)

67

10,878) (

816,066

1,212,449



單位:新台幣仟元 (除每股虧損為新台幣元外)

			2023	年	度 2022	年	度
	項目	附註	<u>金</u>	額	% 金	額	%
4000	營業收入	六(八)(十六)	\$	395,169	100 \$	390,302	100
5000	營業成本	六(四)(二十)					
		(ニナー)	(126,430)(32)(156,132)(<u>40</u>)
5900	營業毛利		80	268,739	68	234,170	60
	營業費用	六(二十)					
		(ニナー)					
6100	推銷費用		(91,196)(23)(79,381)(20)
6200	管理費用		(117,951)(30)(108,661)(28)
6300	研究發展費用		(246,005)(63)(238,370)(61)
6450	預期信用減損損失	+=(=)	(289)	(362)	
6000	營業費用合計		(455,441)(_	116) (426,774)(109)
6900	營業損失		(186,702)(48)(192,604)(<u>49</u>)
	營業外收入及支出						
7100	利息收入	六(十七)		23,961	6	8,511	2
7020	其他利益及損失	六(十八)		1,466	-	2,167	1
7050	財務成本	六(六)(十九)	(2,166)	(2,784)(<u> </u>
7000	營業外收入及支出合計		()	23,261	6	7,894	2
7900	稅前淨損		(163,441)(42)(184,710)(47)
7950	所得税費用	六(ニ十二)	(758)	(23)	953/3
8200	本期淨損		(\$	164,199)(42)(\$	184,733)(47)
	其他綜合損益(淨額)						
	不重分類至損益之項目						
8361	國外營運機構財務報表換算之	六(十五)					
	兌換差額		\$	3,539	<u>1</u> \$	89,834	23
8500	本期綜合損益總額		(\$	160,660)(41)(\$	94,899)(24)
	淨利(損)歸屬於:						
8610	母公司業主	六(二十三)	(\$	164,199)(42)(\$	184,733)(47)
	綜合損益總額歸屬於:			****			
8710	母公司業主		(\$	160,660)(41)(\$	94,899)(24)
			org an			, ,	
	基本每股虧損						
9750	基本每股虧損	六(二十三)	(\$		2.01)(\$		2.26)
9850	稀釋每股虧損	六(二十三)	(\$		2.01)(\$		2.26)
5000	在中国国际学习 从外展了现 代		Α.Φ		Σ. σ. γ (Ψ		2.20)

後附合併財務報表附註為本合併財務報告之一部分,請併同參閱。



經理人:何重人 美何 ~11~

會計主管:潘柔彤 光谱



單位:新台幣仟元

184,733)

89,834

89,834 89.834

902,957

100,712)

165,199) (\$

351,576

184,733)

小(中国) 六(十五)

40

積待彌補虧損其

公

松

普通股股本

宏

94,899)

184,733)

7,727

パ(十)(十三)(ニナー) 六(十)(十二)(十三)

員工認股權酬券成本

行使認股權

本期其他綜合損益 本期綜合損益總額

2022年1月1日

本期淨損

2022 年度

281 816,066

10,878)

(\$ 349,932)

359,242

817,634



會計主管:潘柔形

164,199) 3,539 160,660) \$ 816,066 5,541 660,990 10,878) 3,539 349,932) (\$ 164,199) 193,164) 164,199) 320,967 320,967) 43,809 359,242 5,541 817,684 817,634 (十)(十三)(コ十一) ス(十)(十二)(十三) 六(十三)(十四) 小(中国) 六(十五)

後附合併財務報表的註為本合併財務報告之一部分,請併同參閱。 經理人:何重人

 \sim 12 \sim

董事長:李家榮

2023 年12 月 31 日餘額

資本公積彌補虧損

行使認股權

員工認股權酬勞成本

本期其他綜合損益 本期綜合損益總額

本期淨損

2023年1月1日

2023 年度

表 日至 12 月 31 日 Corporation 及子公 Applied Biocode 西元 2023 年及

2022 年 12 月 31 日餘額



單位:新台幣仟元

	附註		年1月1日 2月31日	2022 年 1 月 1 日 至 12 月 31 日
營業活動之現金流量				
本期稅前淨損		(\$	163,441) (\$ 184,710)
調整項目				
收益費損項目				
折舊費用	六(二十)		58,255	52,152
攤銷費用	六(七)(二十)		4,429	4,360
預期信用減損損失數	+=(=)		289	362
利息收入	六(十七)	(23,961) (8,511)
利息費用	六(十九)	-	2,166	2,784
股份基礎給付酬勞成本	六(十)(十三)		5,541	7,727
處分不動產、廠房及設備損失	六(五)(十八)		917	**************************************
與營業活動相關之資產/負債變動數				
與營業活動相關之資產之淨變動				
應收帳款淨額			19,477 (3,367)
存貨		(78,745) (25,896)
其他流動資產一其他		(1,050)	5,720
與營業活動相關之負債之淨變動				
合約負債		(42,766)	284,116
應付帳款		(6,143) (701)
其他應付款		(931)	6,062
其他流動負債-其他		(159)	69
營運產生之現金(流出)流入		(226,122)	140,167
收取之利息			23,961	8,511
支付之利息		(2,166) (2,784)
支付之所得稅		(758) ((23_)
營業活動之淨現金(流出)流入		(205,085)	145,871
投資活動之現金流量		No.	30	D
按攤銷後成本衡量之金融資產增加	六(二)	(191,622)	-
取得不動產、廠房及設備價款	六(二十四)	(6,394) (22,142)
投資活動之淨現金流出		(198,016) (22,142)
籌資活動之現金流量				
租賃本金流出	六(二十五)	(15,744) (15,139)
員工執行認股權	六(十)(十二)			
	(十三)		43	281
籌資活動之淨現金流出		(15,701) (14,858)
匯率影響數		90.00	674	76,381
本期現金及約當現金(減少)增加數		(418, 128)	185,252
期初現金及約當現金餘額			831,322	646,070
期末現金及約當現金餘額		\$	413,194	\$ 831,322
			D .	

後附合併財務報表附註為本合併財務報告之一部分,請併同參閱。

董事長:李家榮



經理人:何重人 美何

會計主管:潘柔形



附件(五)虧損撥補表

Applied BioCode Corporation 西元 2023 年度虧損撥補表

單位:新台幣/元

(349,932,002)
(164,199,137)
320,967,505
(193,163,634)

董事長:李家榮]

總經理:何重人

會計主管:潘柔

附件(六)公司大綱及章程修訂條文對照表

修訂後條文	修訂前條文	修訂說明	
	封面		
(經202 <u>4</u> 年[*]月[*]日特別決議通過)	(經202 <u>3</u> 年[*]月[*]日特別決議通過)	更新擬於 股東會特 別決議通	
(as adopted by a Special Resolution dated as of [*], 2024)	(as adopted by a Special Resolution dated as of [*], 202 <u>3</u>)		
	章程大綱		
(經202 <u>4</u> 年[*]月[*]日特別決議通過)	(經202 <u>3</u> 年[*]月[*]日特別決議通過)	更新擬於 股東會特 別決議通	
(as adopted by a Special Resolution dated as of [*], 2024)	(as adopted by a Special Resolution dated as of [*], 2023)		
	章程	1	
(經202 <u>4</u> 年[*]月[*]日特別決議通過)	(經202 <u>3</u> 年[*]月[*]日特別決議通過)	更新擬於 股東會特 別決議通	
(as adopted by a Special Resolution dated as of [*], 2024)	(as adopted by a Special Resolution dated as of [*], 2023)	過此次修 訂章程之 日期。	

修訂後條文	修訂前條文	修訂說明
20.2股份登錄興櫃或於中華民國上市櫃期間,股東常會之召開,應至少於三十日前,股東臨時會之召開,應至少於十五日前,通知各有權出席及表決之股東,並載明會議召開之日期、地點、時間及召集事由。對於持股未滿1,000股之股東,本公司得以公告方式通知之。開會通知於取得相對人之事前書面同意後,得以電子方式為之。	開,應至少於三十日前,股東臨時會之召開,應至少於十 五日前,通知各有權出席及表決之股東,並載明會議召開 之日期、地點、時間及召集事由。開會通知於取得相對人	~ ~ ~ ~ ~ ~
20.2 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, at least thirty days' notice of an annual general meeting, and at least fifteen days' notice of an extraordinary general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of the business to be considered at the meeting. The 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. The notice may, as an alternative, be given by means of electronic transmission after obtaining a prior written consent from the recipient(s) thereof.	TPEx or the TSE in the ROC, at least thirty days' notice of an annual general meeting, and at least fifteen days' notice of an extraordinary general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of the business to be considered at the meeting. The notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior written consent from the recipient(s)	

附件(七)「取得或處分資產處理程序」修訂條文對照表

修訂後條文	修訂前條文	修訂說明
5.2 有價證券投資 Security investments	5.2 有價證券投資 Security investments	截至 2023 年 12 月 31
(2) 本公司投資個別有價證券之金額,除投資本公司直接及	(2) 本公司投資個別有價證券之金額,除投資本公司直接及	日 ABC-KY 已增資全資
間持有表決權股份百分之子公司,其投資金額不得高於實	間持有表決權股份百分之子公司,其投資金額不得高於實	子公司 ABC-US 新台幣
收資本額之百分之三百,其餘投資個別有價證券之金額不	收資本額之百分之二百,其餘投資個別有價證券之金額不	1,598,105 仟元達實
得高於股東權益百分之十;本公司之各子公司其投資個別	得高於股東權益百分之十;本公司之各子公司其投資個別	收資本額 196%,為滿
有價證券之金額不得高於本公司實收資本額之百分之二	有價證券之金額不得高於本公司實收資本額之百分之二	足 ABC-US 研發後續多
+ •	+ •	重分子及免疫檢測試 劑以期集團營收能更
The amount of investment by the Company in each respective	The amount of investment by the Company in each respective	劑以期 亲圉宫 收
security, limited to directly or indirectly 100% owned Subsidiary,	security, limited to directly or indirectly 100% owned Subsidiary,	本公司有價證券投資
should not exceed 300% of the Company's paid-in-capital, and	should not exceed 200% of the Company's paid-in-capital, and	百分之百持有子公司
to any other security, should not exceed 10% of the Company's	to any other security, should not exceed 10% of the Company's	總額上限從實收資本
Shareholders' Equity. The amount of investment by each	Shareholders' Equity. The amount of investment by each	額之百分之兩百調高
Subsidiary of the Company in each respective security should not exceed 20% of the Company's paid-in-capital.	Subsidiary of the Company in each respective security should not exceed 20% of the Company's paid-in-capital.	至百分之三百案。

113 年股東常會附錄

附錄(一) 股東會議事規則

Applied BioCode Corporation 股東會議事規則 Rules of Procedure for Shareholders Meetings

Effective Date	06/13/2022
Revision No.	3.0
Approved by Shareho	olders Meeting
Approval Date	06/13/2022

第一條 為建立本公司良好股東會治理制度、健全監督功能及強化管理機能,爰依 Article 1 上市上櫃公司治理實務守則第五條規定訂定本規則,以資遵循。

To establish a strong governance system and sound supervisory capabilities for this Company's Shareholders Meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the "Company Governance Best-Practice Principles for TWSE/Taipei Exchange Listed Companies".

第二條 本公司股東會之議事規則,除台灣法令或章程另有規定者外,應依本規則 Article 2 之規定。

The rules of procedures for the Company's Shareholders Meetings, except as otherwise provided by Taiwan law, regulation, or the Memorandum and Articles of Association, shall be as provided in these Rules.

第三條 股東會召集及開會通知 Convening Shareholder Meetings and Shareholder Article 3 Meeting notice

3.1 本公司股東會除台灣法令另有規定外,由董事會召集之。
Unless otherwise provided by Taiwan law or regulation, the Company's Shareholders Meetings shall be convened by the Board of Directors.

- 3.2 本公司股東會召開方式之變更應經董事會決議,並最遲於股東會開會 通知書寄發前為之。
- 3.2 The changes to the method of convening the shareholders' meeting of the Company shall be subject to a resolution of the board of directors and shall be made no later than the notice of the shareholders' meeting is dispatched.
- 3.3 本公司應於股東常會開會三十日前或股東臨時會開會十五日前,將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。並於股東常會開會二十一日前或股東臨時會開會十五日前,將股東會議事手冊及會議補充資料,製作電子檔案傳送至公開資訊觀測站。但本公司於最近會計年度終了日實收資本額達新臺幣一百億元以上或最近會計年度召開股東常會其股東名簿記載之外資及陸資持股比率合計達百分之三十以上者,應於股東常會開會三十日前完成前開電子檔案之傳送。股東會開會十

- 五日前,備妥當次股東會議事手冊及會議補充資料,供股東隨時索閱,並 陳列於本公司及本公司所委任之專業股務代理機構。
- 3.3 The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of Directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting agenda handbook and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. The Company shall upload electronic versions of the shareholders meeting agenda handbook and supplemental meeting materials to the MOPS 30 days before the date of the regular shareholders meeting if capital stock of a company aggregates or exceeds ten billions NTD dollars or the percentages of foreign stockowners exceeds 30%. In addition, before 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda handbook and supplemental meeting materials and made them available for review by shareholders at any time. The shareholders meeting agenda handbook and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated.
- <u>3.4</u> 前項之議事手冊及會議補充資料,本公司於股東會開會當日應依下列 方式提供股東參閱:
- 一、 召開實體股東會時,應於股東會現場發放。
- 二、 召開視訊輔助股東會時,應於股東會現場發放,並以電子檔案傳送 至視訊會議平台。
- 三、 召開視訊股東會時,應以電子檔案傳送至視訊會議平台。
- 3.4 For the procedure manual and meeting supplemental materials mentioned in the preceding paragraph, the company shall provide shareholders with reference in the following ways on the day of the shareholders' meeting:
- 1. When a physical shareholders meeting is held, it shall be distributed on the spot of the shareholders meeting.
- 2. When holding a video-assisted shareholders' meeting, it shall be distributed on the spot of the shareholders' meeting, and sent to the video-conferencing platform as an electronic file.
- 3. When convening a video shareholder meeting, the electronic file should be sent to the video conference platform.
- 3.5 通知及公告應載明召集事由;其通知經相對人同意者,得以電子方式為之。
- 3.5 The reasons for convening a Shareholders Meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.
- 3.6 選任或解任董事、變更章程、減資、申請停止公開發行<u>、董事競業許可、盈餘轉增資、公積轉增資</u>、公司解散、合併、分割或公司法第一百八十五第一項各款、證券交易法第二十六條之一、第四十三條之六、發行人

募集與發行有價證券處理準則第五十六條之一及第六十條之二之事項<u>,</u>應在召集事由中列舉並說明其主要內容,不得以臨時動議提出。

3.6 Election or dismissal of Directors, amendments to the Memorandum and Articles of Association, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.

- 3.7 持有已發行股份總數百分之一以上股份之股東,得向本公司提出股東常會議案,以一項為限,提案超過一項者,均不列入議案。另股東所提議案除有台灣公司法第一百七十二條之一第四項各款情形之一,董事會得不列為議案。股東會提出為敦促本公司增進公共利益或善盡社會責任之建議性提案,程序上應依公司法第一百七十二條之一之相關規定以一項為限,提案超過一項者,均不列入議案。
- 3.7 A shareholder holding <u>one</u> percent or more of the total number of issued shares may submit to the Company <u>a proposal</u> for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors <u>may exclude</u> it from the agenda. A shareholder may propose a recommendation for urging the Company Act, the proposal due to urge the Company to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.
- 3.8 本公司應於股東常會召開前之停止股票過戶日前<u>,</u>公告受理股東之提案<u>、書面或電子受理方式</u>、受理處所及受理期間;其受理期間不得少於十日。
- 3.8 Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce <u>its acceptance of</u> shareholder proposals <u>in writing or electronically</u>, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.
- 3.9 股東所提議案以三百字為限,超過三百字者,<u>該提案</u>不予列入議案; 提案股東應親自或委託他人出席股東常會,並參與該項議案討論。
- 3.9 Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

- 3.10 本公司應於股東會召集通知日前,將處理結果通知提案股東,並將合於本條規定之議案列於開會通知。對於未列入議案之股東提案,董事會應於股東會說明未列入之理由。
- 3.10 Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the Board of Directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.
- 第四條 4.1 股東得於每次股東會,出具本公司印發之委託書,載明授權範圍,委 Article 4 託代理人,出席股東會。
 - 4.1 For each Shareholders Meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.
 - 4.2 一股東以出具一委託書,並以委託一人為限,應於股東會開會五日前送達本公司,委託書有重複時,以最先送達者為準。但聲明撤銷前委託者,不在此限。
 - 4.2 A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company before 5 days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.
 - 4.3 委託書送達本公司後,股東欲親自出席股東會或欲以書面或電子方式 行使表決權者,應於股東會開會二日前,以書面向本公司為撤銷委託之通 知;逾期撤銷者,以委託代理人出席行使之表決權為準。
 - 4.3 After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.
 - 4.4 委託書送達本公司後,股東欲以視訊方式出席股東會,應於股東會開會二日前,以書面向本公司為撤銷委託之通知;逾期撤銷者,以委託代理人出席行使之表決權為準。
 - 4.4 After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting by video conference, a written notice of proxy cancellation shall be submitted to this Corporation before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.
- 第五條 召開股東會地點及時間之原則 Principles determining the time and place of a Shareholder Meeting

- 5.1 股東會召開之地點,應於本公司所在地或便利股東出席且適合股東會召開之地點為之,會議開始時間不得早於上午九時或晚於下午三時,召開之地點及時間,應充分考量獨立董事之意見。
- 5.1 The venue for a Shareholders Meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the Independent Directors with respect to the place and time of the meeting.
- 5.2 本公司召開視訊股東會時,不受前項召開地點之限制。
- 5.2 The venue of a shareholders meeting shall not be limited by the prior paragraph when the Company hold a video conference.

第六條 Article 6

簽名簿等文件之備置 Preparation of documents such as the attendance book

- 6.1 本公司應於開會通知書載明受理股東<u>、徵求人、受託代理人(以</u>下簡稱股東)報到時間、報到處地點,及其他應注意事項。
- 6.1 The Company shall specify in its shareholders meeting notices the time during which shareholder attendance, solicitor, and entrusted agent (collectively, "shareholder") registrations will be accepted, the place to register for attendance, and other matters for attention.
- 6.2 前項受理股東報到時間至少應於會議開始前三十分鐘辦理之;報到處應有明確標示,並派適足適任人員辦理之;股東會視訊會議應於會議開始前三十分鐘,於股東會視訊會議平台受理報到,完成報到之股東,視為親自出席股東會。
- 6.2 The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. The time during which shareholder attendance registrations will be accepted, at the video conference platform, shall be at least 30 minutes prior to the time the video conference commences. Shareholders shall be considered attendance in person after they have completed attendance registrations.
- 6.3 <u>股東</u>應憑出席證、出席簽到卡或其他出席證件出席股東會,本公司對股東出席所憑依之證明文件不得任意增列要求提供其他證明文件,屬徵求委託書之徵求人並應攜帶身分證明文件,以備核對。
- 6.3 <u>Shareholders</u> shall attend Shareholders Meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.
- 6.4 本公司應設簽名簿供出席股東簽到,或由出席股東繳交簽到卡以 代簽到。

- 6.4 The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.
- 6.5 本公司應將議事手冊、年報、出席證、發言條、表決票及其他會 議資料,交付予出席股東會之股東;有選舉董事者,應另附選舉 票。
- 6.5 The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of Directors, preprinted ballots shall also be furnished.
- 6.6 政府或法人為股東時,出席股東會之代表人不限於一人。法人受 託出席股東會時,僅得指派一人代表出席。
- 6.6 When the government or a juristic person is a shareholder, it may be represented by more than one representative at a Shareholders Meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.
- 6.7 股東會以視訊會議召開者,股東欲以視訊方式出席者,應於股東 會開會二日前,向本公司登記。
- 6.7 Shareholders who would like to attend meeting through video conference shall register with the Company two days before the shareholders meeting if the Company hold the shareholders meeting through video conference.
- 6.8 股東會以視訊會議召開者,本公司至少應於會議開始前三十分 鐘,將議事手冊、年報及其他相關資料上傳至股東會視訊會議平 台,並持續揭露至會議結束。
- 6.8 The time during which shareholders meeting agenda handbook, annual report, and supplemental materials will be uploaded, to the video conference platform, shall be at least 30 minutes prior to the time the video conference commences and be disclosed tile the end of shareholders meeting.
- 第 六 條 之 本公司召開股東會視訊會議,應於股東會召集通知載明下列事項: 一 <u>一、股東參與視訊會議及行使權利方法。</u>
- Article 6-1 <u>二、因天災、事變或其他不可抗力情事致視訊會議平台或以視訊方式參與發生障礙之處理方式,至少包括下列事項:</u>
 - (一)發生前開障礙持續無法排除致須延期或續行會議之時間,及如 須延期或續行集會時之日期。
 - (二)未登記以視訊參與原股東會之股東不得參與延期或續行會議。
 - (三)召開視訊輔助股東會,如無法續行視訊會議,經扣除以視訊方式參與股東會之出席股數,出席股份總數達股東會開會之法定定額,股東會應繼續進行,以視訊方式參與股東,其出席股數應計入出席之股東股份總數,就該次股東會全部議案,視為棄權。

(四)遇有全部議案已宣布結果,而未進行臨時動議之情形,其處理 方式。

三、召開視訊股東會,並應載明對以視訊方式參與股東會有困難之股東 所提供之適當替代措施。

The following information shall be stated in notice of a shareholders meeting when the Company holds video conference of the shareholders meeting:

- 1. Shareholders' participation in video conference and methods of exercising their rights.
- 2. Handling methods for shareholders when having difficulties of using video conference platform or participating meeting through video conference, due to natural disasters, incidents, or other inevitable circumstances, shall at least include the following items:
 - (1) Occurrence of antecedent obstacles and continually cannot be ruled out as to the time when the meeting needs to be adjourned or resumed, and if so, the date when the meeting needs to be postponed or resumed.
 - (2) Shareholders who have not registered to participate in the original shareholders meeting by video conferencing shall not participate in the extension or continuation meeting.
 - (3) When holding a video-assisted shareholders meeting, if the video conference cannot be continued, after deducting the number of shares attending the shareholders meeting by video, the total number of shares of shareholder attendance registrations reach the statutory quota for the shareholders meeting, and the shareholders meeting shall continue. Shareholders who participate in shareholders meeting through video conference, the number of shares of shareholder attendance registrations shall be included in the total number of shares shareholder attendance registrations, and all resolutions of the shareholders' meeting shall be deemed as abstentions.
 - (4) The handling method for situation that no extraordinary motion has been made after all the motions have been declared results.
- 3. The Company shall elucidate appropriate alternatives for shareholders who have difficulties to attend meeting through video conference if the Company hold a shareholders meeting through video conference.

第七條 股東會主席、列席人員

Article 7 The chair and non-voting participants of a Shareholder Meeting

7.1 股東會如由董事會召集者,其主席由董事長擔任之,董事長請 假或因故不能行使職權時,由副董事長代理之,無副董事長或副董 事長亦請假或因故不能行使職權時,由董事長指定常務董事一人代 理之;其未設常務董事者,指定董事一人代理之,董事長未指定代 理人者,由常務董事或董事互推一人代理之

7.1 If a Shareholders Meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairperson of the Board. When the Chairperson of the Board is on leave or for any reason unable to exercise the powers of the Chairperson, the vice Chairperson shall act in place of the Chairperson; if there is no vice Chairperson or the vice Chairperson also is on leave or for any reason unable to exercise the powers of the vice Chairperson, the Chairperson shall appoint one of the Managing Directors to act as chair, or, if there are no Managing Directors, one of the Directors shall be appointed to act as chair. Where the Chairperson does not make such a designation, the Managing Directors or the Directors shall select from among themselves one person to serve as chair.

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

7.2 When a Managing Director or a Director serves as chair, as referred to in the preceding paragraph, the Managing Director or Director shall be one who has held that position for 6 months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair.

7.3 董事會所召集之股東會,董事長宜親自主持,且宜有董事會過 半數之董事、至少各類功能性委員會成員至少一人代表出席,並將 出席情形記載於股東會議事錄。

7.3 It is advisable that Shareholders Meetings convened by the Board of Directors be chaired by the Chairperson of the Board in person and attended by a majority of the Directors, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minute.

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

7.4 If a Shareholders Meeting is convened by a party with power to convene but other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

7.5 本公司得指派所委任之律師、會計師或相關人員列席股東會。 7.5 The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a Shareholders Meeting in a non-voting capacity.

第八條 Article 8 股東會開會過程錄音或錄影之存證 Documentation of a Shareholder Meeting by audio or video recording

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

8.1 The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video

recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

- 8.2 前項影音資料應至少保存一年。但經股東依台灣公司法第一百 八十九條提起訴訟者,應保存至訴訟終結為止。
- 8.2 The recorded materials of the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Taiwan Company Act, the recording shall be retained until the conclusion of the litigation.
- 8.3 股東會以視訊會議召開者,本公司應對股東之註冊、登記、報 到、提問、投票及公司計票結果等資料進行記錄保存,並對視訊會 議全程連續不間斷錄音及錄影。
- 8.3 The company shall keep records of shareholders' enroll, registration, attendance registration, questioning, voting, and company vote counting results, etc., and record and videotape the entire video conference without interruption if the shareholders meeting is held through video conference. 8.4 前項資料及錄音錄影,本公司應於存續期間妥善保存,並將錄音錄影提供受託辦理視訊會議事務者保存。
- 8.4 The recorded materials and information of the preceding paragraph shall be properly retained during the period of existence of the Company. In addition, recorded materials shall be provided to those who are entrusted to handle video conference affairs for preservation.
- 8.5 股東會以視訊會議召開者,本公司宜對視訊會議平台後台操作 介面進行錄音錄影。
- 8.5 It is advisable for the Company to record the operation interface backstage of video conference platform, if the Company holds a shareholders meeting through video conference.

第九條 Article 9

- 9.1 股東會之出席,應以股份為計算基準。出席股數依簽名簿或繳交之簽到卡<u>及視訊會議平台報到股數</u>,加計以書面或電子方式行使 表決權之股數計算之。
- 9.1 Attendance at Shareholders Meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in <u>, and attendance registrations on video conference platform</u> plus the number of shares whose voting rights are exercised by correspondence or electronically.
- 9.2 已屆開會時間,主席應即宣布開會,並同時公布無表決權數及出席股份數等。
- 9.2 The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.
- 9.3 惟未有代表已發行股份總數過半數之股東出席時,主席得宣布延後開會,其延後次數以二次為限,延後時間合計不得超過一小時。延後二次仍不足有代表已發行股份總數三分之一以上股東出席時,由主席宣布流會;股東會以視訊會議召開者,本公司另應於股東會視訊會議平台公告流會。

- 9.3 However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. The Company shall also declare the meeting adjourned at the video conference platform, if shareholders meeting is held through a video conference.
- 9.4 前項延後二次仍不足額而有代表已發行股份總數三分之一以上股東出席時,得依公司法第一百七十五條第一項規定為假決議,並將假決議通知各股東於一個月內再行召集股東會;股東會以視訊會議召開者,股東欲以視訊方式出席者,應依第六條向本公司重行登記。
- 9.4 If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In compliance with Article 6, shareholders shall re-register to attend the shareholders meeting, if shareholders would like to attend the meeting through video conference and the shareholders meeting is held through video conference.
- 9.5 於當次會議未結束前,如出席股東所代表股數達已發行股份總 數過半數時,主席得將作成之假決議,依公司法第一百七十四條規 定重新提請股東會表決。
- 9.5 When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

第十條 議案討論 Discussion of proposals

Article 10

- 10.1 股東會如由董事會召集者,其議程由董事會訂定之,會議應依排定之議程進行,非經股東會決議不得變更之。
- 10.1 If a shareholders meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.
- 10.2 股東會如由董事會以外之其他有召集權人召集者,準用前項之規定。
- 10.2 The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the Board of Directors.

10.3 前二項排定之議程於議事(含臨時動議)未終結前,非經決議,主席不得逕行宣布散會;主席違反議事規則,宣布散會者,董事會其他成員應迅速協助出席股東依法定程序,以出席股東表決權過半數之同意推選一人擔任主席,繼續開會。

10.3 The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the Board of Directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

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

10.4 The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.

第十一條 股東發言 Shareholder Speech

Article 11

- 11.1 出席股東發言前,須先填具發言條載明發言要旨、股東戶號 (或出席證編號)及戶名,由主席定其發言順序。
- 11.1 Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.
- 11.2 出席股東僅提發言條而未發言者,視為未發言。發言內容與發言條記載不符者,以發言內容為準。
- 11.2 A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.
- 11.3 同一議案每一股東發言,非經主席之同意不得超過兩次,每次不得超過五分鐘,惟股東發言違反規定或超出議題範圍者,主席得制止其發言。
- 11.3 Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.
- 11.4 出席股東發言時,其他股東除經徵得主席及發言股東同意外, 不得發言干擾,違反者主席應予制止。
- 11.4 When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent

of the chair and the shareholder that has the floor; the chair shall stop any violation.

- 11.5 法人股東指派二人以上之代表出席股東會時,同一議案僅得推由一人發言。
- 11.5 When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.
- 11.6 出席股東發言後,主席得親自或指定相關人員答覆。
- 11.6 After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.
- 11.7 股東會以視訊會議召開者,以視訊方式參與之股東,得於主席宣布開會後,至宣布散會前,於股東會視訊會議平台以文字方式提問,每一議案提問次數不得超過兩次,每次以二百字為限,不適用第一項至第五項規定。
- 11.7 Shareholders participating meeting by video conference may ask questions in written form on the video conference platform of the shareholders' meeting after the chairman announces the meeting and before the meeting is adjourned. Number of questions asked for each proposal shall not exceed two times, each time shall be limited to 200 words and Article 11.1 to 11.5 shall not apply.
- <u>11.8</u> 前項提問未違反規定或未超出議案範圍者,宜將該提問揭露於 股東會視訊會議平台,以為周知。
- 11.8 It is advisable that the Company shall disclose the question on the video conference platform of the shareholders meeting for people to review, if the question in the preceding paragraph does not violate the regulations or does not exceed the scope of the proposal.

第十二條

表決股數之計算、迴避制度 Calculation of voting shares and recusal system

Article 12

- 12.1 股東會之表決,應以股份為計算基準。
- 12.1 Voting at a shareholders meeting shall be calculated based the number of shares.
- 12.2 股東會之決議,對無表決權股東之股份數,不算入已發行股份 之總數。
- 12.2 With respect to resolutions of Shareholders Meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.
- 12.3 股東對於會議之事項,有自身利害關係致有害於本公司利益之 虞時,不得加入表決,並不得代理他股東行使其表決權。
- 12.3 When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.
- 12.4 前項不得行使表決灌之股份數,不算入已出席股東之表決權數。

12.4 The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

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

12.5 With the exception of a trust enterprise or a shareholder services agent approved by the Taiwan competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

第十三條 Article 13

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

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

13.2 本公司召開股東會時,得採行以書面或電子方式行使其表決權 (依公司法第一百七十七條之一第一項但書應採行電子投票之公司:本公司召開股東會時,應採行以電子方式並得採行以書面方式 行使其表決權);其以書面或電子方式行使表決權時,其行使方法 應載明於股東會召集通知。以書面或電子方式行使表決權之股東, 視為親自出席股東會。但就該次股東會之臨時動議及原議案之修 正,視為棄權,故本公司宜避免提出臨時動議及原議案之修正。

13.2 When the Company holds a shareholders meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means (in accordance with the proviso of Article 177-1 of the Company Act regarding companies that shall adopt electronic voting: When the Company holds a Shareholder Meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence). When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.

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

13.3 A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before 2 days before the date of the

shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

13.4 股東以書面或電子方式行使表決權後,如欲親自或以視訊方式 出席股東會者,應於股東會開會二日前以與行使表決權相同之方式 撤銷前項行使表決權之意思表示;逾期撤銷者,以書面或電子方式 行使之表決權為準。如以書面或電子方式行使表決權並以委託書委 託代理人出席股東會者,以委託代理人出席行使之表決權為準。

13.4 After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or through video conference, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

13.5 議案之表決,除公司法及本公司章程另有規定外,以出席股東表決權過半數之同意通過之。表決時,應逐案由主席或其指定人員宣佈出席股東之表決權總數後,由股東逐案進行投票表決,並於股東會召開後當日,將股東同意、反對及棄權之結果輸入公開資訊觀測站。

13.5 Except as otherwise provided in the Company Act and in the Company's Memorandum and Articles of Association, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

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

13.6 When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

13.7 議案表決之監票及計票人員,由主席指定之,但監票人員應具有股東身分。

- 13.7 Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.
- 13.8 股東會表決或選舉議案之計票作業應於股東會場內公開處為 之,且應於計票完成後,當場宣布表決結果,包含統計之權數,並 作成紀錄。
- 13.8 Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.
- 13.9 本公司召開股東會視訊會議,以視訊方式參與之股東,於主席宣布開會後,應透過視訊會議平台進行各項議案表決及選舉議案之投票,並應於主席宣布投票結束前完成,逾時者視為棄權。
- 13.9 Shareholders who participate the meeting by video conferencing shall vote for various resolutions and voting on election proposal through the video conference platform after the chairman announces the meeting, and shall complete the voting before the chairman announces the close of voting, if the Company holds shareholders meeting through video conference.
- 13.10 股東會以視訊會議召開者,應於主席宣布投票結束後,為一次性計票,並宣布表決及選舉結果。
- 13.10 Votes shall be counted at once and the voting and election results shall be announced after chairman announces the close of voting, if the Company holds shareholders meeting through video conference.
- 13.11 本公司召開視訊輔助股東會時,已依第六條規定登記以視訊 方式出席股東會之股東,欲親自出席實體股東會者,應於股東會開 會二日前,以與登記相同之方式撤銷登記;逾期撤銷者,僅得以視 訊方式出席股東會。
- 13.11 Shareholders, who have registered to attend the shareholders' meeting by video conference in accordance with Article 6 and would like to attend the physical shareholders' meeting in person, shall cancel the registration in the same method as the registration two days before the shareholders' meeting, when the Company holds a video-assisted shareholder meeting; If the cancellation is overdue, shareholders can only attend the shareholders meeting through video conferencing.
- 13.12 以書面或電子方式行使表決權,未撤銷其意思表示,並以視 訊方式參與股東會者,除臨時動議外,不得再就原議案行使表決權 或對原議案提出修正或對原議案之修正行使表決權。
- 13.12 Shareholders, who exercise their voting rights in writing form or electronically without revoking their intentions and participate in the shareholders' meeting by video conferencing, shall not exercise their voting rights on the original proposal, propose amendments to the

original proposal, or exercise the voting rights for amendments to the original proposal except for extraordinary motion.

第十四條 選舉事項 Election of Directors

Article 14

- 14.1 股東會有選舉董事時,應依本公司所訂相關選任規範辦理,並 應當場宣布選舉結果,包含當選董事之名單與其當選權數。
- 14.1 The election of Directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as Directors and the numbers of votes with which they were elected.
- 14.2 前項選舉事項之選舉票,應由監票員密封簽字後,妥善保管, 並至少保存一年。但經股東依台灣公司法第一百八十九條提起訴訟 者,應保存至訴訟終結為止。
- 14.2 The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Taiwan Company Act, the ballots shall be retained until the conclusion of the litigation.

第十五條

Article 15

- 15.1 股東會之議決事項,應作成議事錄,由主席簽名或蓋章,並於 會後二十日內,將議事錄分發各股東。議事錄之製作及分發,得以 電子方式為之。
- 15.1 Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.
- 15.2 前項議事錄之分發,本公司得以輸入公開資訊觀測站之公告方式為之。
- 15.2 The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.
- 15.3 議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及其結果記載之,在本公司存續期間,應永久保存。
- 15.3 The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results, and shall be retained for the duration of the existence of the Company.
- 15.4 股東會以視訊會議召開者,其議事錄除依前項規定應記載事項外,並應記載股東會之開會起迄時間、會議之召開方式、主席及紀錄之姓名,及因天災、事變或其他不可抗力情事致視訊會議平台或以視訊方式參與發生障礙時之處理方式及處理情形。

15.4 If shareholders meeting is held through video conference, shareholders meeting minutes shall record following items required by articles from the preceding paragraph, shareholders' meeting minutes shall also record the start and adjourned time of the shareholders' meeting, the method of holding the meeting, the name of the chairman and secretary, and handling methods for shareholders when having difficulties of using video conference platform or participating meeting through video conference, due to natural disasters, incidents, or other inevitable circumstances.

15.5 本公司召開視訊股東會,除應依前項規定辦理外,並應於議事 錄載明,對於以視訊方式參與股東會有困難股東提供之替代措施。

15.5 The Company, except for following articles in preceding paragraph, shall elucidate appropriate alternatives for shareholders who have difficulties to attend meeting through video conference in the meeting minutes, if the Company hold a shareholders meeting through video conference.

第十六條

對外公告 Public disclosure

Article 16

16.1 徵求人徵得之股數、及受託代理人代理之股數及股東以書面或 電子方式出席之股數,本公司應於股東會開會當日,依規定格式編 造之統計表,於股東會場內為明確之揭示;股東會以視訊會議召開 者,本公司至少應於會議開始前三十分鐘,將前述資料上傳至股東 會視訊會議平台,並持續揭露至會議結束。

On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and number of shares represented by shareholders by correspondence or electronically, and shall make an express disclosure of the same at the place of the shareholders meeting. The time during which documents mentioned in the previous paragraph will be uploaded, to the video conference platform, shall be at least 30 minutes prior to the time the video conference commences and be disclosed tile the end of shareholders meeting.

16.2 本公司召開股東會視訊會議,宣布開會時,應將出席股東股份 總數,揭露於視訊會議平台。如開會中另有統計出席股東之股份總 數及表決權數者,亦同。

16.2 When announcing the commence of the meeting, the Company shall disclose the total number of shares of shareholder attendance registrations at the video conference platform, if the Company is held the shareholders meeting through video conference. The total number of shares of shareholder attendance registrations and voting rights shall be disclosed if statistics statements is presented during shareholders meeting.

16.3 股東會決議事項,如有屬台灣法令規定、臺灣證券交易所股份 有限公司(財團法人中華民國證券櫃檯買賣中心)規定之重大訊息 者,本公司應於規定時間內,將內容傳輸至公開資訊觀測站。

16.3 If matters put to a resolution at a shareholders meeting constitute material information under applicable Taiwan laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period

第十七條 會場秩序之維護 Maintaining order at the meeting place

Article 17 17.1 辦理股東會之會務人員應佩帶識別證或臂章。

17.1 Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

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

17.2 The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

17.3 會場備有擴音設備者,股東非以本公司配置之設備發言時,主 席得制止之。

17.3 At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.

17.4 股東違反議事規則不服從主席糾正,妨礙會議之進行經制止不 從者,得由主席指揮糾察員或保全人員請其離開會場。

17.4 When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

第十八條 休息、續行集會 Recess and resumption of Shareholder Meeting

Article 18 18.1 會議進行時,主席得酌定時間宣布休息,發生不可抗拒之情事時,主席得裁定暫時停止會議,並視情況宣布續行開會之時間。

18.1 When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

18.2 股東會排定之議程於議事(含臨時動議)未終結前,開會之場 地屆時未能繼續使用,得由股東會決議另覓場地繼續開會。

18.2 If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

18.3 股東會得依台灣公司法第一百八十二條之規定,決議在五日內 延期或續行集會。

18.3 A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Taiwan Company Act.

第十九條 視訊會議之資訊揭露

Article 19 Information Disclosure of Video Conference

股東會以視訊會議召開者,本公司應於投票結束後,即時將各項議 案表決結果及選舉結果,依規定揭露於股東會視訊會議平台,並應 於主席宣布散會後,持續揭露至少十五分鐘。

If the shareholders meeting is held through video conference, the Company shall instantly disclose voting and election results on the video conference platform of shareholders meeting, and shall continue to disclose for at least 15 minutes after the meeting is adjourned by the chairman.

第二十條 視訊股東會主席及紀錄人員之所在地

Article 20 <u>Location of the Chairman and Secretary when Holding a Shareholders</u>
<u>Meeting through Video Conference</u>

本公司召開視訊股東會時,主席及紀錄人員應在國內之同一地點, 主席並應於開會時宣布該地點之地址。

When the Company holds shareholders meeting through video conference, the chairman and secretary shall be at the same location. In addition, the chairman shall announce the address of the location at the shareholders meeting.

第二十一條 斷訊之處理 Disconnection Handling

Article 21 21.1 股東會以視訊會議召開者,本公司得於會前提供股東簡易連線 測試,並於會前及會議中即時提供相關服務,以協助處理通訊之技 術問題。

- 21.1 If the Company hold the shareholders meeting through video conference, the Company may provide a simple connection testing to shareholders before meeting and provide relevant services immediately before and during the meeting, to assist in handling technical issues of communication.
- 21.2 股東會以視訊會議召開者,主席應於宣布開會時,另行宣布除公開發行股票公司股務處理準則第四十四條之二十第四項所定無須延期或續行集會情事外,於主席宣布散會前,因天災、事變或其他不可抗力情事,致視訊會議平台或以視訊方式參與發生障礙,持續達三十分鐘以上時,應於五日內延期或續行集會之日期,不適用公司法第一百八十二條之規定。
- 21.2 When announcing the meeting, the chairman shall separately announce that there is no need for postponement or continuation of the meeting except as stipulated in Article 44-20, Item 4 of Regulations Governing the Administration of Shareholder Services of Public Companies, if before the chairman announces the dismissal of the

meeting, due to natural disasters, incidents or other inevitable events, the video conference platform or participation in the video conference mode is blocked more than thirty minutes, the date on which the meeting should be postponed or renewed within five days. In addition, Article 182 of Company Act shall not apply to this situation.

- 21.3 發生前項應延期或續行會議,未登記以視訊參與原股東會之股東,不得參與延期或續行會議。
- 21.3 In the event of the occurrence of the preceding paragraph, the meeting shall be postponed or continued. Shareholders who have not registered to participate in the original shareholders meeting by video conference shall not participate in the postponed or continued meeting.
- 21.4 依第二項規定應延期或續行會議,已登記以視訊參與原股東會並完成報到之股東,未參與延期或續行會議者,其於原股東會出席之股數、已行使之表決權及選舉權,應計入延期或續行會議出席股東之股份總數、表決權數及選舉權數。
- 21.4 In accordance with Article 21.2, the meeting should be postponed or continued. Shareholders who have registered to participate in the original shareholders' meeting by video and have completed the registration, and who do not participate in the postponed or continued meeting, the number of shares of shareholder attendance registrations at the original shareholders' meeting, the voting rights they have exercised, shall be included in the total number of shares of shareholders present at the adjourned or continued meeting, voting rights, and election votes.
- 21.5 依第二項規定辦理股東會延期或續行集會時,對已完成投票及 計票,並宣布表決結果或董事當選名單之議案,無須重行討論及決 議。
- 21.5 When the shareholders meeting is postponed or reconvened in accordance with the article 21.2, it is not necessary to re-discuss and resolve the resolutions for which the voting have been completed, and the voting results or the list of elected directors are announced.
- 21.6 本公司召開視訊輔助股東會,發生第二項無法續行視訊會議時,如扣除以視訊方式出席股東會之出席股數後,出席股份總數仍達股東會開會之法定定額者,股東會應繼續進行,無須依第二項規定延期或續行集會。
- 21.6 The company holds a video-assisted shareholders meeting. When video conference cannot be continued due to Article 21.2, if the total number of shares present still reaches the statutory quota for holding the shareholders meeting, after deducting the number of shares attended by video conference, the shareholders meeting shall continue. There is no need to postpone or renew the assembly in accordance with Article 21.2.
- 21.7 發生前項應繼續進行會議之情事,以視訊方式參與股東會股東,其出席股數應計入出席股東之股份總數,惟就該次股東會全部 議案,視為棄權。

- 21.7 According to preceding paragraph, when meeting should be continued, the shareholders who participate in the shareholders' meeting by video conference the number of shares attended shall be included in the total number of shares of the shareholders present, but all the resolutions of the shareholders' meeting shall be regarded as abstention.
- 21.8 本公司依第二項規定延期或續行集會,應依公開發行股票公司 股務處理準則第四十四條之二十第七項所列規定,依原股東會日期 及各該條規定辦理相關前置作業。
- 21.8 The company shall postpone or renew the meeting in accordance with the Article 21.2, and shall handle relevant matters according to the date of the original shareholders' meeting, in compliance with Article 44-20, Item 7 of Regulations Governing the Administration of Shareholder Services of Public Companies.
- 21.9 公開發行公司出席股東會使用委託書規則第十二條後段及第十三條第三項、公開發行股票公司股務處理準則第四十四條之五第二項、第四十四條之十五、第四十四條之十七第一項所定期間,本公司應依第二項規定延期或續行集會之股東會日期辦理。
- 21.9 During the period define by last part of Article 12 and Article 13, Item 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, Article of 44-5, Item 2, Article 44-15, Article 44-17, Item 1 of Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall stipulate postponed or renewed meeting date following Article 21.2.

第二十二條 數位落差之處理

Article 22 Digital Gaps Handling

本公司召開視訊股東會時,應對於以視訊方式出席股東會有困難之股東,提供適當替代措施。

When the Company holding a shareholders meeting through video conference, the Company shall provide appropriate alternatives for shareholders who have difficulties to attend meeting through video conference.

第二十三條 本議事規則以英文訂定。如本議事規則中、英版本不一致,應以英 Article 23 文版本為準。

These Rules are established in English. In case of any discrepancy between the English version and the Chinese version, the English version shall govern.

- 第二十四條 本規則經股東會通過後施行,修正時亦同。
- Article 24 These Rules, and any amendments hereto, shall be implemented after adoption by Shareholders Meetings.

附錄(二) 董事會議事規則(修訂前)

Applied BioCode Corporation 董事會議事規則 Management of Operation of Board Meeting Effective Date 06/12/2023 Revision No. 5.0 Approved by Shareholders Meeting Approval Date 06/12/2023

第一條為使本公司董事會建立良好治理制度,健全監督功能及管理機制,本議事規則 Article 1 係依據台灣公開發行公司董事會議事辦法第 2 條規定所制訂。

To develop a good governance system, supervision capabilities and management mechanism of the Company's Board of Directors, these rules and procedures (hereinafter referred as "Rules") are established in accordance with Article 2 of the Taiwan "Regulations Governing Procedure for Board of Directors Meetings of Public Companies".

第二條 適用範圍 Scope

Article 2 本公司董事會之議事規則,其主要議事內容、作業程序、議事錄應載明事項、公 告及其他應遵行事項,應依本規則之規定辦理。

The meeting policy of the Company's Board of Directors, the meetings' main agendas, procedures, particulars to be specified in the minutes of meetings, public announcements, and other compliance matters shall be handled in accordance with the requirements of these Rules.

第三條 董事會召集及會議通知 Convening a Board meeting and meeting notice

Article 3 本公司董事會應至少每季召開一次。

The Company's Board meetings shall be convened at least once every quarter.

董事會之召集,應載明召集事由,於七日前通知所有董事;但遇有緊急情事時, 得隨時召集之。該召集通知經個別董事同意者,得以電子方式為之。

A notice specifying the reason for convening a Board meeting shall be sent to all Directors seven (7) days before the scheduled meeting day; provided, however, that a Board meeting may be convened on short notice in the event of emergency. Upon the consent of each Director, such notice may be sent in electronic form.

本規則第12條第1項各款之事項,應在召集事由中列舉,且不得以臨時動議提出。

The matters described in the subparagraphs under Paragraph 1, Article 12 of these Rules shall be set out in the meeting notice and may not be raised by an extraordinary motion.

第四條 會議通知及會議資料 Meeting notice and meeting materials

Article 4 本公司董事會指定之議事事務單位為董事會秘書單位。

The Company's secretarial unit is designated to handle the administrative matters relating to the Company's Board meetings.

董事會議事事務單位應負責擬訂董事會議事內容,並提供充分之會議資料, 於召集通知時一併寄送。

The secretarial unit is responsible for drafting the agenda for the Board meeting and preparing sufficient meeting materials to be mailed with the meeting notice.

董事如認為會議資料不充分,得向董事會議事事務單位請求補足。董事如認為議案資料不充足,得經董事會決議後延期審議之。

Where a Director finds the meeting materials insufficient, he or she may ask the Secretarial Unit to provide additional information. If a Director believes the agenda information is incomplete, discussion of the matters may be postponed upon approval of the Board.

第五條 簽名簿等文件備置及董事之委託出席 Preparation of signature book and other documents and Director's attendance by a Director's proxy

召開本公司董事會時,應備置簽名簿供出席董事簽到,並供查考。若會議是以視訊方式召開,其視訊錄影(含影音)視為出席記錄。

When the Company's Board meeting is convened, a signature book should be prepared to record the signatures of the Directors present at the meeting for reference. If members attend the meeting via videoconferencing, the audio and video recording are deemed as the attendance record.

董事應親自出席董事會,如不能親自出席,得依本公司章程規定以視訊參與會議或委託其他董事代理出席;如以視訊參與會議者,視為親自出席。

A Director shall attend Board meetings in person. If he or she is unable to attend the meeting in person, he or she may attend the meeting via videoconferencing or appoint another Director to attend the meeting as his or her proxy in accordance with the Company's Articles. Attendance via videoconference is deemed to be attendance in person.

董事委託其他董事代理出席董事會時,應於每次出具委託書,並列舉召集事 由之授權範圍。

When a Director appoints another Director to attend a Board meeting, he or she shall, each time, issue a written proxy. The proxy form shall state therein the scope of authority of such proxy with reference to the subject matters to be discussed as listed in the Board meeting notice.

第二項之代理人,以受一人之委託為限

A Director's proxy as described in the second paragraph may act as a proxy for only one other Director.

第六條 董事會開會地點及時間之原則 Guidelines for the time and place of a Board meeting

Article 6 本公司董事會召開之地點與時間,應於便於董事出席且適合董事會召開之地點 及時間為之。

The time and place at which each of the Company's Board meetings are convened shall be convenient for Directors' attendance and shall be a suitable time and place for holding a Board meeting.

第七條 董事會主席及代理人 Chairperson of Board meeting and deputy

Article 7 本公司董事會由董事長召集<u>者,由董事長</u>擔任主席。但每屆第一次董事會,由 股東會所得選票代表選舉權最多之董事召集,會議主席由該召集權人擔任之, 召集權人有二人以上時,應互推一人擔任之。

The Company's Board meetings <u>is</u> convened by the Chairperson of the Board, who shall act as chairperson of the meeting, provided, however, that the first Board meeting of each term after an election of Directors shall be convened by the Director who received the ballots representing the highest number of votes at a general meeting, with that Director acting as the chairperson of the meeting. In the event that there is more than one Director who has the power to convene such meeting, such Directors shall agree among themselves as to who shall act as the chairperson of the meeting.

依公司法第二百零三條第四項或第二百零三條之一第三項規定董事會由過半數 董事自行召集者,由董事互推一人擔任主席。

Where a meeting of the board of directors is called by a majority of directors on their own initiative in accordance with Article 203, paragraph 4 or Article 203-1, paragraph 3 of the Company Act, the directors shall choose one person by and from among themselves to chair the meeting.

董事長請假或因故不能行使職權時,由董事長指定董事一人代理之,董事長未指定代理人者,由董事互推一人代理之。

In the event that the Chairperson of the Board is unable to exercise his or her duties during his or her absence or for cause, the Chairperson shall appoint a Director to act in his or her stead. In the absence of such appointment, the chairperson of the meeting shall be elected by the Directors from among themselves.

第八條 董事會參考資料,列席人員與召開董事會 Board meeting reference materials, guests at the meeting and convening the Board meeting

本公司董事會召開時,管理階層(或董事會指定之議事單位)應備妥相關資料 供與會董事隨時查考。

Upon convening the Company's Board meeting, the management (or the secretary unit appointed by the Board) shall prepare relevant information readily available to Directors present at the meeting for reference.

召開董事會,得視議案內容通知相關部門或子公司之人員列席。必要時,得邀請會計師、律師或其他專業人士列席會議及說明。但討論及表決時應離席。

Upon convening a Board meeting, personnel of the relevant departments or subsidiaries may be asked to attend the meeting as guests depending on the details of the meeting agenda. If necessary, certified public accountants, lawyers or other professionals may be invited to attend the meeting as guests and to make explanatory statements.

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Provided, however, that they shall leave the meeting when discussion or voting takes place.

董事會之主席於已屆開會時間並有達過半數之董事出席時,應即宣布開會。已 屆開會時間,如全體董事有半數未出席時,主席得宣布延後開會,其延後次數 以二次為限,延後二次仍不足額者,主席得依第3條第2項規定之程序重新召 集。

A meeting shall be called to order by the Chairperson of the Board meeting when the scheduled meeting time has arrived and the majority of the Directors are present. If the majority of the Directors are not present at the schedule commencement time of the meeting, the chairperson of the meeting may announce the postponement of the meeting not more than twice. If a quorum has not been reached after the second postponement, the Chairperson may convene a new meeting in accordance with the procedure under Paragraph 2, Article 3 of these Rules.

前項及第16條第2項第2款所稱全體董事,以實際在任者計算之。

For purpose of the preceding paragraph and Subparagraph 2, Paragraph 2, Article 16, "all Directors" shall refer to the Directors actually in the office at the given time.

第九條 董事會開會過程錄音或錄影之存證 。 Audio recording or videotaping of the Board Article 9 meeting as evidence

本公司董事會之開會過程,應全程錄音或錄影存證,並至少保存五年,其保存得以電子方式為之。

Any and all meetings of the Company's Board shall be audio recorded or videotaped from beginning to adjournment of the meeting as evidence and the files shall be kept for at least five (5) years. The files may be stored in the electronic form.

前項保存期限未屆滿前,發生關於董事會相關議決事項之訴訟時,相關錄音或錄 影存證資料應續予保存至訴訟終結止。

If litigation relating to a resolution of the Board meeting commences before the end of the period in which the evidence shall be kept in accordance with the preceding paragraph, the relevant audio recorded or videotaped evidence shall continually be kept until the conclusion of the litigation.

以視訊會議召開董事會者,其視訊影音資料為議事錄之一部分,應於公司存續 期間妥善保存。

For a meeting convened via videoconferencing, the audio-recorded and videotaped information shall be part of the proceedings of the minutes of the meeting and be properly kept during the existence of the Company.

第十條 議事內容Meeting agenda

Article 10 本公司定期性董事會之議事內容,至少包括下列事項:

The agenda for the Company's regular Board meetings shall include at least the following matters:

一、 報告事項:

Matters to be reported

(一) 上次會議紀錄及執行情形;

Minutes of the proceedings of the previous meeting and status of Implementation;

(二) 重要財務業務報告;

Important financial and business reports;

(三) 內部稽核業務報告;及

Internal audit reports; and

(四) 其他重要報告事項。

Other important reports.

二、 討論事項:

Matters for discussion:

(一) 上次會議保留之討論事項;及

Matters reserved for further discussion from the previous meeting; and

(二) 本次會議討論事項。

Matters to be discussed during the meeting.

三、 臨時動議。

Extraordinary Motions

第十一條 議案討論 Agenda discussion

Article 11 本公司董事會應依會議通知所排定之議事程序進行。但經出席董事過半數同意 者,得變更之。

The Company's Board meeting shall be conducted in accordance with the scheduled procedure of the meeting and may be subject to change upon consent of a majority of the Directors present at the meeting.

非經出席董事過半數同意者,主席不得逕行宣布散會。

The Chairperson of the meeting may not declare an adjournment without the consent of a majority of the Directors present at the meeting.

董事會議事進行中,若在席董事未達出席董事過半數者,經在席董事提議,主席應宣布暫停開會,並準用第8條第3項規定。

During the Board meeting, if the number of Directors present at the meeting is not more than half of the Directors attending the meeting, upon a motion being proposed by a Director present in the meeting, the Chairperson shall declare suspension of the meeting and the provisions under Paragraph 3, Article 8 of these Rules may apply.

第十二條 應經董事會討論事項Matters that must be discussed at the Board meeting

Article 12 下列事項應提本公司董事會討論:

The following matters shall be raised at the Company's Board meeting for discussion:

本公司之營運計畫。
 The Company's business plan;

2. 年度財務報告及半年度財務報告。但半年度財務報告依台灣法令規定 無須經會計師查核簽證者,不在此限。

Annual financial report and semi-annual financial report, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be audited and attested by a certified public accountant;

3. 依台灣證券交易法(下稱證交法)第十四條之一規定訂定或修訂內部 控制制度,及內部控制制度有效性之考核。

Internal control system established or amended in accordance with the provisions under Article 14-1 of the Taiwan Securities and Exchange Act (hereinafter as the "Taiwan SEA") and evaluation of the effectiveness of internal control system;

- 4. 依證交法第三十六條之一規定訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序。Establishing or amending, in accordance with the provisions under Article 36-1 of the Taiwan SEA, procedures for handling important financial and business activities such as the acquisition or disposition of assets, derivative products transactions, lending of capital, endorsement for third parties, and provision of guarantees.;
- 5. 募集、發行或私募具有股權性質之有價證券。 Offering, issue or private placement of equity securities;
- 6. 董事會未設常務董事者,董事長之選任或解任。

The election or discharge of chairperson, if board of directors doesn't set up a managing director;

7. 財務、會計或內部稽核主管之任免。
Appointment and/or dismissal of financial, accounting or internal audit officers;

8. 對關係人之捐贈或對非關係人之重大捐贈。但因重大天然災害所為急難 救助之公益性質捐贈,得提下次董事會追認。

A donation to a related party or a substantial donation to a non-related party; provided, however, that a public-interest donation for the purpose of relieving a large-scale natural disaster may be submitted to the next Board meeting for ratification.

9. 依證交法第十四條之三、其他依台灣法令或章程規定應由股東會決議或董事會決議之事項或台灣主管機關規定之重大事項。
Matters to be resolved at general meeting or by the Board meeting under

Article 14-3 of the Taiwan SEA, other laws and regulations or the Articles of Association, or other important matters required by the competent Taiwan authority.

前項第<u>八</u>款所稱關係人,指證券發行人財務報告編製準則所規範之關係人;所稱對非關係人之重大捐贈,指每筆捐贈金額或一年內累積對同一對象捐贈金額達新台幣一億元以上,或達最近年度經會計師簽證之財務報告營業收入淨額百分之一或實收資本額百分之五以上者。

The term "related party" in subparagraph $\underline{8}$ of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "substantial donation to a non-related party" means any donation or a series of donations within a one-year period to a single recipient that, on an individual basis or cumulatively, amount to NT\$ 100 million or more, or reach 1 percent of the net operating revenue or 5 percent of the paid-in capital as stated in the audited financial reports for the most recent fiscal year.

前項所稱一年內,係以本次董事會召開日期為基準,往前追溯推算一年,已提董事會決議通過部分免再計入。

The term "within a one-year period" means the period between one year prior to the date of this Board meeting and the date of this Board meeting. Amount of the donations already approved by the Board should be excluded.

公司設有獨立董事者,應有至少一席獨立董事應親自出席董事會;對於第一項應提董事會決議事項,應有全體獨立董事出席董事會,獨立董事如無法親自出席,應委由其他獨立董事代理出席。獨立董事如有反對或保留意見,應於董事會議事錄載明; 如獨立董事不能親自出席董事會表達反對或保留意見者,除有正當理由外,應事先出具書面意見,並載明於董事會議事錄。

If a company has an independent director or directors, at least one independent Director shall attend the meeting in person. For matters to be resolved at a Board meeting listed in paragraph 1 of this Article, each independent Director shall attend the meeting in person or appoint another independent Director to attend the meeting on his or her behalf or appoint another independent Director to attend the meeting on his or her behalf. Any objection or reservation that an independent Director may have shall be specified in the minutes of proceedings of the Board meeting. If an Independent Director wishing to express his or her objection or reservation is unable to attend the Board meeting in person, he or she shall provide a written statement providing his view and opinions on the relevant matters for consideration at the Board meeting and his statement shall be included in the minutes of the Board meeting, unless there is some legitimate reason to do otherwise.

第十三條 表決(1) Voting (1)

Article 13 主席對於董事會議案之討論,認為已達可付表決之程度時,得宣布停止 討論,提付表決。

The Chairperson may declare an end to discussion of a proposal in the agenda if he or she deems the proposal in discussion is ready for a vote and may then have the proposal voted on.

本公司董事會議案表決時,經主席徵詢出席董事全體無異議者,視為通過。如經主席徵詢而有異議者,即應提付表決。

When the Directors are deliberating a resolution to be adopted in a meeting of the Board, the resolution shall be deemed approved and voted on by the Board if all Directors present at the meeting consent to the passing of such resolution without raising any objection when the Chairperson puts forward the relevant resolutions for approval. If, upon the Chairperson proposing the relevant resolution for approval, a Director states his or her dissent, the resolution shall be voted on in the manner set out below.

表決方式由主席就下列各款規定擇一行之,但出席者有異議時,應徵求多數之意見決定之:

Formal votes may be cast in one of the following manners as determined by the Chairperson, provided, however, that when a person present at the meeting voices his or her objection, the decision shall be made according to a majority vote:

- 舉手表決或投票器表決。
 Vote by show of hands or a vote by voting machine;
- 2. 唱名表決。 Roll-call vote;
- 3. 投票表決。 Vote by ballots;
- 4. 董事會自行選用之表決方式。
 Any other voting method as determined by the Board.

前述第二項所稱出席董事全體不包括依第15條第1項規定不得行使表決權之董事。 For purpose of the second paragraph, the phrase "all Directors present at the meeting" does not include Directors who may not exercise their voting rights in accordance with the provisions under Paragraph 1, Article 15 of these Rules.

第十四條 Article 14 表決(2) 及監票、計票方式 Vote (2) and Scrutinizing Ballots and How Ballots are counted

本公司董事會議案之決議,除證交法及台灣公司法另有規定外,應有過 半數董事之出席,出席董事過半數之同意行之。

Unless a higher approval threshold is required under the Taiwan SEA and the Taiwan Company Law, a proposal to be resolved at the Company's Board meeting shall be approved by consent of a majority of the Directors present at the meeting attended by a majority of all Directors.

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

In the case of an amendment or substitute to a proposal and to the extent that is permissible under applicable laws, the chairperson shall decide on the order of voting by combining the amendment or substitute with the same proposal. However, if one of the proposals has been approved, the others shall be deemed over- ruled and no further vote is required.

議案之表決如有設置監票及計票人員之必要者,由主席指定之,但監票 人員應具董事身分。

If a vote on a proposal requires monitoring and counting personnel, the chair shall appoint such personnel, providing that all monitoring personnel shall be directors.

議案表決之結果,應當場報告,並做成紀錄。

Results of the votes shall be announced on the spot and recorded.

第十五條

利益衝突之迴避 Avoidance of conflict of interest

Article 15

董事對於會議事項,與其自身或其代表之法人有利害關係者,應於當次董事會說明其利害關係之重要內容,董事之配偶、依台灣民法定義之二親等內血親,或與董事具有控制從屬關係之公司,就董事會議之事項有利害關係者,視為董事就該事項有自身利害關係。如有害於公司利益之虞時,不得加入討論及表決,且討論及表決時應予以迴避,並不得代理其他董事行使其表決權。

For any proposal in which a Director or the legal person he or she represents is an interested party, the Director shall explain the important aspects of his/her interest at the Board meeting. Where the spouse, a blood relative within the second degree of kinship of a director by Taiwan Civil Law's definition, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting of the preceding paragraph, such director shall be deemed to have a personal interest in the matter. When his/her interest is likely to compromise the interest of the Company, the Director shall not participate in the discussion and voting on the proposal and the Director shall abstain him or herself from discussion and voting on the proposal and cannot exercise the voting right for and on behalf of another Director.

本公司董事會之決議,對依前項規定不得行使表決權之董事,應依台灣

公司法第二百零六條第四項準用第一百八十條第二項規定辦理。

Paragraph 4, Article 206 of the Taiwan Company Law, under which the provisions under Paragraph 2, Article 180 of the same law may apply, shall apply to Directors who may not exercise their voting rights in the process of resolving a proposal at the Company's Board meeting as provided in the preceding paragraph.

第十六條 會議紀錄及簽署事項 Meeting minutes and signature

Article 16 本公司董事會之議事,應作成議事錄,議事錄應詳實記載下列事項:
Proceedings of the Company's Board meetings shall be recorded in the meeting minutes, which shall specify the following matters in detail:

- 一、會議屆次(或年次)及時間地點。 Term (or year) of the meeting, and time and place;
- 二、主席之姓名。

Chairperson's name;

- 三、董事出席狀況,包括出席、請假及缺席者之姓名與人數。 Attendance of Directors, including names and numbers of Directors who are present at the meeting, on leave or absent from the meeting;
- 四、列席者之姓名及職稱。
 Names and titles of the guests at the meeting;
- 五、記錄之姓名。

Name of the secretary of the meeting;

六、報告事項。

Matters to be reported;

七、討論事項:各議案之決議方法與結果、董事、專家及其他人員發言 摘要、依前條第一項規定涉及利害關係之董事姓名、利害關係重要 內容之說明、其應迴避或不迴避理由、迴避情形、反對或保留意見 且有紀錄或書面聲明暨獨立董事依第十二條第四項規定出具之書面 意見。

Matters for discussion: How a proposal is resolved and the result; summary of statement by Directors, experts and other persons; the name of any Director that is an interested party as referred to in paragraph 1 of the preceding article, the explanation of the important aspects of the interest, the reasons why the Director was required or not required to abstain, and whether the Director has abstained; objections and/or reservations with records or written statements; and written opinions issued by Independent Directors in accordance with the provisions under Paragraph 4, Article 12 of these Rules;

八、臨時動議:提案人姓名、議案之決議方法與結果、董事、專家及其他人員發言摘要、依前條第一項規定涉及利害關係之董事姓名、利害關係重要內容之說明、其應迴避或不迴避理由、迴避情形及反對或保留意見且有紀錄或書面聲明。

Extraordinary motion: Name of the person submitting a proposal; how a proposal is resolved and the result; summary of statement by Directors, experts and other persons; the name of any Director that is an interested party as referred to in paragraph 1 of the preceding article, the explanation of the important aspects of the interest, the reasons why the Director was required or not required to abstain, and whether the Director has abstained;

and objections and/or reservations with records or written statements; and 九、其他應記載事項。

Other matters to be included.

本公司股份登錄與櫃或於台灣上市、櫃期間,董事會議決事項,如有下列情事之一者,除應於議事錄載明外,並應於董事會之日起二日內於台灣行政院金融監督管理委員會指定之公開資訊觀測站辦理公告申報:

For so long as the Company's shares are traded on the emerging stock market or listed on the Taipei Exchange (TPEx) or the Taiwan Stock Exchange in Taiwan, if either of the following happens to the resolution of the Board meeting, the fact should be specified in the meeting minutes and be published and reported on the Market Observation Post System designated by the Taiwan Financial Supervisory Commission within two (2) days of the Board meeting:

一、獨立董事有反對或保留意見且有紀錄或書面聲明。

If there is any opposition or reservation by any independent Director with a record or written statement.

二、未經本公司審計委員會通過之事項,而經全體董事三分之二以上同意通過之事項。

The Audit Committee of the Company does not approve any matter but the Board of Directors approves the matter with the votes of at least two-thirds of all of the Directors.

董事會簽到簿為議事錄之一部分,應於公司存續期間妥善保存;以視訊會議召開者,其視訊影音資料亦為議事錄之一部分。

The Board meeting attendance book is part of the minutes of the proceedings and shall be properly kept during the existence of the Company; if the meeting is held via videoconferencing, the audio and video recording also constitute part of the meeting minutes.

The Board meeting attendance book is part of the minutes of the proceedings and shall be properly kept during the existence of the Company; if the meeting is held via videoconferencing, the audio and video recording also constitute part of the meeting minutes.

議事錄須由會議主席及記錄人員簽名或蓋章,於會後二十日內分送各董事,並應列入本公司重要檔案,於本公司存續期間妥善保存。

Minutes of the proceedings shall be signed or sealed by the chairperson and the secretary of the meeting, and copies thereof shall be distributed to all Directors within twenty (20) days of the meeting. The minutes shall be deemed important files of the Company and be properly kept during the existence of the Company.

第一項議事錄之製作及分發得以電子方式為之。

Preparation and distribution of the minutes of the proceedings in the first paragraph may be done electronically.

第十七條 董事會之授權 Authorization by the Board

Article 17

除第十二條第一項應提本公司董事會討論事項外,在董事會休會期間, 董事會依法令或本公司章程規定,得授權董事長行使董事會職權,授權 內容如下:

- 1. 於本公司業務範圍內對外代表本公司。
- 2. 依本公司「核決權限表」及相關管理辦法規定之授權事項。
- 3. 經股東會或董事會通過,決議授權董事長依法辦理或全權處理之事項。 Except for the matters as set forth in Paragraph 1 of Article 12 of the Rules which shall be raised at the Company's Board meeting for discussion, subject to the applicable law and the Memorandum and Articles of Association, the matters to be executed by the Chairpersons as authorized by the Board are specified as below:
- 1. All matters within the scope of business.
- 2. The matters shall be executed in accordance with the approved authority level, management policies and procedures.
- 3. All matters have been approved by resolution at a shareholders' meeting or board of directors to provide the authorized the Chairpersons with full power to execute in accordance with relevant law

董事長因故不能行使職權時,依本公司章程及公司法第二百零八條規定由其他董事代理之。

In the event that the Chairperson of the Board is unable to exercise his or her duties for a cause, the other director shall be appointed to act instead in accordance with Articles of Association and Article 208 of Corporate Law.

第十八條

本議事規則以英文訂定。如本議事規則中、英版本不一致,應以英文版本

Article 18

為準。These Rules are established in English. In case of any discrepancy between the English version and the Chinese version, the English version shall govern.

第十九條

訂定條款 Establishment Provisions

Article 19

本議事規則之訂定應經本公司董事會同意,並提股東會報告。未來如有 修正得授權本公司董事會決議之。

Establishment of these Rules shall be subject to consent of the Board and raised to report at a Shareholders' Meeting. Any amendment to these Rules shall be authorized for resolution made by the Board of Directors.



附錄(三)公司大綱與章程(修訂前)

公司章程

開曼群島公司法 (2023 年修訂版) 股份有限公司 第六次修訂及重述章程大綱 APPLIED BIOCODE CORPORATION (經西元 2023 年 06 月 12 日決議通過生效)

- 1. 本公司名稱為 APPLIED BIOCODE CORPORATION。
- 2 本公司註册所在地為 Vistra (Cayman) Limited 之所在地,即開曼群島 P. O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1 1205,或董事會日後決議於開曼群島的其他地點。
- 3 本公司設立之目的未受限制,且本公司有權從事開曼群島公司法(修訂版)所未禁止之任何營業項目。
- 4 本公司有權依開曼群島公司法(修訂版)規定從事具有完全行為能力自然人所得為之行為。
- 5 縱有前述規定,本公司於依銀行及信託公司法(及其修正)規定取得相關執照前不得從事銀行或信託業務, 於依保險法(及其修正)規定取得相關執照前不得於開曼群島內從事保險業務或保險經理人、代理人、經紀 人業務,於依公司管理法(Companies Management Act)(及其修正)取得相關執照前不得從事公司管理 之業務。
- 6 除為促進本公司於開曼群島外經營業務外,本公司不得於開曼群島與任何人士、事務所或公司進行交易; 惟本條之規定不得解讀為限制本公司於開曼群島簽訂契約,及於開曼群島行使所有為執行其於開曼群島外之 業務所需之權力。
- 7 各股東對本公司之義務限於其未繳清之股款。
- 8 本公司授權資本額為新臺幣 1,500,000,000 元,分成 150,000,000 股普通股,每股面額為新臺幣 10 元。本公司有權
 - 依開曼群島公司法 (修訂版)或本公司章程贖回或買回股份、分割或整合股份,將原有、買回、增加或減少之資本 額
 - 全數或部分發行為附(或無)優先、特別、遞延權利或附限制之股份。除非股份發行條款有明示規定者外,所發行之 股份無論為普通股或特別股均與本公司先前所發行股份之權利相同。
- 9 若本公司登記為豁免公司者,其營運將受開曼群島公司法(修訂版)第174條所拘束。

第六次修訂及重述章程

APPLIED BIOCODE CORPORATION

(經西元 2023年 06月 12日決議通過生效)本中譯文僅供參考之用,正確內容應以英文版為準

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開曼群島公司法 (2023 年修訂版)

瑞磁生物科技集團股份有限公司

第六次修訂及重述章程

APPLIED BIOCODE CORPORATION

(經西元 2023 年 06 月 12 日決議通過生效)

開曼群島公司法(定義如后)附件一表格 A 中之法令不適用於本公司。

釋義

1 定義

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

"適用法律" 指公開發行公司規則、開曼群島公司法或其他適用於本公司之規則或法令。

"公開發行公司規則" 指相關主管機關隨時針對公開發行公司或任何在臺灣之證券交易所或證券市場

上市或上櫃公司訂定之中華民國法律、規則和規章(包括但不限於中華民國公司 法、證券交易法、金管會(定義如后)發布之法令規章、證交所(定義如后)或 櫃買中心(定義如后)發布之規章制度,及其日後之修訂版本),而經相關主管

機關要求應適用於本公司者。

"指派代表人" 定義如本章程第35.5條所示。

"本章程" 指不時變更之本章程。

"審計委員會" 指董事會轄下之審計委員會,由本公司之全體獨立董事組成。

"董事會" 指依本章程指派或選舉之董事會,並依本章程於達法定出席人數之董事會議中行

使權限。

"資本公積" 為本章程之目的,係指本公司依開曼群島公司法發行股份之溢價加計受領贈與後之

金額。

"董事長" 指由所有董事間選出擔任董事會主席之董事。

"本公司" 指APPLIED BIOCODE CORPORATION。

"薪資報酬委員會" 指董事會授權,依公開發行公司規則之規定由專業人士組成,並具有所規定之各項

職能之一委員會。

"累積投票制" 指本章程第35.2條所規定之選舉董事之投票機制。

"董事" 指本公司當時之董事,包括任一和全部獨立董事。

"董事酬勞" 定義如本章程第14.4條所示。

"異議股東" 定義如本章程第28.2條所示。

"電子紀錄" 定義如《電子交易法》之定義。

"電子交易法" 指開曼群島之《電子交易法》。

"員工酬勞" 定義如本章程第14.4條所示。

"員工認股部分" 定義如本章程第2.3條所示。

"興櫃" 指中華民國之興櫃股票市場。

"二親等以內之親屬 就任一人而言,指另一人因血緣或婚姻之緣故而與該人有親屬關係,且係屬二親等

關係" 以內之關係,應包括該任一人之父母、兄弟姊妹、祖父母、子女、孫子女、及該任

一人之配偶之父母、兄弟姊妹及祖父母。

"金管會" 指中華民國金融監督管理委員會。

"獨立董事" 指依公開發行公司規則或本章程選出之獨立董事。

"共同經營契約" 指任一本公司與他人,或其他機構所訂立之契約,契約各當事人同意,將按契約條

款共同經營某一事業,並共擔虧損、共享獲利者。

"開曼群島公司法" 指開曼群島之公司法(修訂版)及所有對現行法之修正、重新制定或修訂。

"營業出租契約" 指任一本公司與他人所訂立之契約或協議,約定將本公司之某些必要機具及資產

出租予對方,而該他人以自身名義經營本公司之全部營業;本公司則自該他人受

領一筆事先約定之報酬作為對價。

"訴訟及非訴訟代理 指本公司為在相關司法管轄地收受文書,而依適用法律所指定之送達代收人並為

人" 本公司依中華民國證券交易法在中華民國境內之負責人。

"委託經營契約" 指任一本公司與他人所訂立之契約或協議,依該契約或協議委託對方以公司名

義,並基於本公司利益,經營本公司之事業,本公司則向該方給付一筆事先約定之

報酬做為對價;該部分事業之獲利和虧損,仍繼續由本公司享有及負擔。

"公開資訊觀測站" 指證交所 (定義如后) 維護之公開發行公司申報系統。

"股東" 指股東名冊登記持有本公司股份之股東,若為二人以上登記為共同持有股份者,

指股東名簿中登記為第一位之共同持有人或全部共同持有人,依其前後文需求適

用之。

"章程大綱" 指本公司章程大綱。

"合併" 指下列交易:

開曼群島公司法所定義之「併購」或「合併」;或

其他符合公開發行公司規則定義之「吸收合併及/或新設合併」。

"月" 指日曆月。

"通知" 除另有指明外,指本章程所指之書面通知。

"經理人" 任何經董事會指派擔任本公司職務之人。

"普通決議" 指本公司股東會中(或如特別指明,持有特定種類股份之股東會議)出席股東(親

自出席或委託書他人出席)以簡單多數決通過的決議。

"特別股" 其意義如本章程第6條之定義。

"私募" 指股份登錄興櫃或於中華民國上市櫃期間,由本公司依公開發行公司規則私募股

份或本公司之其他證券。

"公開銷售部分" 定義如本章程第2.3條所示。

"董事及經理人名冊" 本章程第42條所指董事及經理人名冊。

"股東名冊" 指本公司依開曼群島公司法備置之股東名冊,且本公司股份登錄與櫃或於中華民

國上市櫃者,則指本公司依公開發行公司規則備置之股東名冊。

"註冊處所" 指本公司當時之註冊營業處所。

"改派" 定義如本章程第35.6條所示。

"限制型股票" 其意義如本章程第2.5條之定義。

"中華民國" 指臺灣,中華民國。

"印章" 指本公司通用圖章或正式或複製之印章。

"秘書" 经指派執行所有本公司秘書職務之人,包括任何代理或助理秘書,及任何經董事

會指派執行該秘書職務之人。

"股份" 指每股面額新臺幣10元之本公司股份。

"股份轉換" 如中華民國企業併購法所定義的百分之百股份轉換,由公司(下稱「取得公司」)

取得他公司全部已發行股份,而以取得公司之股份、現金或其他財產作為對價。

"特別決議" 在不違反開曼群島公司法情形下,指於本公司股東會中,經有權參與表決之股東

親自出席、或經由委託書表決、或經法人股東或非自然人股東合法授權之代表出席

表決,經計算每位股東有權表決權數後,以出席股東表決權至少三分之二同意

通過之決議。

"分割" 如中華民國企業併購法所定義的分割,指公司將其得獨立營運之一部或全部之營

業讓與既存或新設之他公司 (下稱「取得人」),並以取得人之股份、現金或其他

財產作為對價。

"法定盈餘公積" 定義如本章程第14.5條所示。

"附屬公司" 就任一公司而言,指(1)被該公司直接或間接持有超過半數已發行有表決權之股

份總數或全部資本總額之公司;或(2)該公司對其人事、財務或業務經營有直接

或間接控制權之公司。

"重度決議" 由代表本公司已發行股份總數三分之二以上之股東出席者,指由該等出席股東表

決權過半數同意通過之決議;或如出席股東會之股東所代表之股份總數,少於本 公司已發行股份總數之三分之二,但超過本公司已發行股份總數之半數時,則指

由該等出席股東表決權三分之二以上之同意通過之決議。

"櫃買中心" 指財團法人中華民國證券櫃檯買賣中心。

"庫藏股" 指本公司依開曼群島公司法及本章程持有庫藏之股份。

"集保結算所" 指臺灣集中保管結算所股份有限公司。

"證交所" 臺灣證券交易所股份有限公司。

"副董事長" 指由所有董事間選出之副董事長

"年" 日曆年。

1.1 本章程中,於內容不牴觸之情況下:

- (a) 複數詞語包括單數含義,反之亦然;
- (b) 陽性詞語包括陰性及中性含義;
- (c) 人包括公司、組織或個人團體,不論是否為公司;
- (d) 文字:
 - (i) "得"應被解釋為"可以";
 - (ii) "應"應被解釋為"必須"。
- (e) "書面"和"以書面形式"包括所有以可視形式呈現的重述或複製之文字模式,包括電子紀錄:
- (f) 所提及任何法律或規章之規定應包括該規定之增補或重新制定;
- (g) 除另有規定,於開曼群島公司法定義之文字或意義於本章程應有相同解釋;且
- (h) 除本章程明定者外,電子交易法第八條所規定的各項義務及要求均不適用。
- 1.2 本章程之標題僅為方便之用,不應用以或據以解釋本章程。

股份

2 發行股份之權力

- 2.1 除適用法律、本章程及股東會另有決議外,於未損及任何現有股份或股別持有人之特別權利下,董事會有權依其決定之條件發行任何本公司尚未發行之股份,且於不違反或抵觸本章程第 6.1 條之前提下,得依股東普通決議發行任何就股息、表決權、資本返還或其他事項具有優先權、遞延權或其他特殊權利或限制之股份或股別(包括就股份所發行得棄權或其他種類之選擇權、認股權憑證和其他權利),惟除依開曼群島公司法規定及公開發行公司規則外,不得折價發行股票。
- 22 除本章程另有規定外,本公司發行新股應經董事會三分之二以上董事出席及出席董事超過二分之一之 同意,並限於本公司之授權資本內為之。
- 23 本公司向櫃買中心申請股份登錄與櫃或於中華民國上市櫃經核准後,在中華民國境內辦理現金增資發行新股時,除適用法律另有規定或經金管會或櫃買中心認為本公司無須或不適宜辦理外,本公司應提撥發行新股總額百分之十,在中華民國境內對外公開發行(下稱「公開銷售部分」);然若股東會以普通決議另為較高比率之決議者,從其決議,並提撥相當於該等較高比率之股份作為公開銷售

部分。本公司得保留發行新股總額百分之十至百分之十五供本公司及附屬公司之員工認購(下稱「 員工認股部分」)。本公司對該等員工認購之新股,得限制在一定期間內不得轉讓,但其期間最長不 得超過二年。

24 除經股東會另以普通決議為不同決議外,本公司依本章程第 2.3 條辦理現金增資發行新股時,於依本章程第 2.3 條提撥公開銷售部分 (為免疑義,包含本公司依本章程第 2.3 條增資發行新股,股東會決議提撥高於發行新股總額百分之十之股份在中華民國境內對外公開發行,其超過發行新股總額百分之十的部分)及員工認股部分後,應公告及通知原有股東,其有權按照原有股份比例優先認購剩餘新股。本公司應在前開公告中聲明行使此優先認股權之方式。原有股東持有股份按比例不足分認一新股者,得依董事會決定之條件及公開發行公司規則,合併其認股權而以單一股東名義共同認購一股或多股;原有股東於前述時間內未認足者,本公司得就未認購部分依符合公開發行公司規則之方式辦理公開銷售或治特定人認購。

倘認股人認購新股(行使前述股東優先認股權或認購公開銷售或員工認股部份)未能在本公司所定 股款繳納期間內繳納發行新股之股款,本公司應定一個月以上之期限催告該認股人照繳,並聲明逾 期不繳失其權利。除非認股人於本公司所定催告期限不照繳,本公司不得聲明認股人喪失其權利。 縱有上述規定,本公司所定股款繳納期限在一個月以上者,如認股人逾期不繳納股款,即喪失其權 利,無須踐行前述催告之程序。認股人喪失其權利後,該等未認購之股份應依符合公開發行公司規則之 方式另行募集。

- 25 於不違反或牴觸適用法律之前提下,本公司得經股東會重度決議發行限制員工權利之新股(下稱「限制型股票」)予本公司及附屬公司之員工,不適用本章程第 2.3 條之規定。股份登錄興櫃或於中華民國上市櫃期間,限制型股票之發行條件,包括但不限於發行數量、發行價格及其他相關事項,應符合中華民國證券主管機關制訂之規則。
- 26 本章程第 2.3 條規定之員工優先認股權及本章程第 2.4 條規定之股東優先認股權於本公司因以下原因或基於以下目的發行新股時,不適用之:
 - (a) 本公司合併、股份轉換、分割,或為公司重整;
 - (b) 本公司為履行認股權憑證及/或選擇權下之義務,包括本章程第 2.8 條及第 2.11 條所規定者;
 - (c) 本公司依本章程第 2.5 條規定發行限制型股票;
 - (d) 本公司為履行可轉換公司債或附認股權公司債下之義務;
 - (e) 本公司為履行附認股權特別股下之義務;

- (f) 本公司一本章程第14.7條規定發行股票;或
- (g) 本公司進行私募有價證券時。
- 27 本公司不得發行任何未繳納股款或繳納部分股款之股份。
- 28 縱有本章程第 2.5 條之規定,本公司得經董事會三分之二以上董事出席及出席董事超過二分之一之同意,通過一個以上之員工獎勵措施,並得發行股份或選擇權、認股權憑證或其他類似之證券予本公司及其附屬公司之員工;為免疑義,上開事項無需另經股東會決議通過。
- 29 依本章程第 2.8 條發行之選擇權、認股權憑證或其他類似之證券不得轉讓,但因繼承者不在此限。
- 2.10 本公司及其附屬公司之董事非本章程第 2.5 條所定發行限制型股票及本章程第 2.8 條所定獎勵措施 之對象,但倘董事亦為本公司或其附屬公司之員工,該董事得基於員工身分(而非董事身分)認購限 制型股票或參與獎勵措施。
- 2.11 本公司得與其員工及/或其附屬公司之員工就本章程第 2.8 條所定之獎勵措施簽訂契約,約定於一定期間內,員工得認購特定數量之本公司股份。此等契約之條款對相關員工之限制不得少於其所適用之獎勵措施所載條件。

3 贖回及買回股份

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

經股東會以普通決議通過之買回並銷除本公司股份,得以開曼群島公司法允許之方式支付買回股款

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

- 3.6 本公司如依前條規定買回登錄與櫃或於中華民國上市櫃之股份並以庫藏股持有者,應依公開發行公司規則之規定,將董事會決議及執行情形,於最近一次之股東會報告;其因故未買回登錄與櫃或於中華民國上市櫃之股份者,亦同。
- 3.7 股份登錄興櫃或於中華民國上市櫃期間,本公司有權依下列買回方式以買回任何登錄與櫃或於中華 民國上市櫃之股份:
 - (a) 買回股份之總金額,不得逾保留盈餘減除本公司董事會或股東會已決議分派之盈餘及下列已實現之資本公積之金額:
 - (i) 尚未轉列為保留盈餘之處分資產之溢價收入;
 - (ii) 發行股份之溢價及本公司受領贈與所得之總金額。但受領之物為本公司股份者, 於未再出售前不予計入;
 - (b) 買回股份之總數量,不得超過本公司已發行股份總數百分之十;
 - (c) 買回之時點、價格及其他條件應由董事會自行決定,惟:
 - (i) 相關買回交易應依中華民國證券法令之規定及公開發行公司規則辦理;且
 - (ii) 相關買回交易應符合開曼群島公司法。
- 38 在不違反本章程第 3.5 條及公開發行公司規則之情形下,本公司得依董事會決議及開曼群島公司法 允許之任何方式,支付贖回或買回股款。
- 39 股份贖回款項之給付遲延不影響股份之贖回,惟如遲延超過三十日,應按董事會經適當查詢後所預估 可代表開曼群島持有 A 級執照(定義如開曼群島銀行及信託公司法所示)之銀行同類貨幣三十日之 定存利率,支付自到期日至實際支付款項期間之利息。
- 3.10 限於無法以其他方式贖回(或非另為此發行新股,無法贖回)之情形及範圍下,董事會始可於其認 為適當時,行使開曼群島公司法第 37 條第(5)項(從資本中撥款支付)賦予本公司之權限。
- 3.11 限於前述範圍內,有關股份贖回應實行或可實行之方式,而可能產生之一切問題,董事會得自為適當 決定。

- 3.12 除股款已全數繳清,不得贖回該股份。
- 3.13 董事會得依適用法律之規定,指定任何本公司買回、贖回或因放棄而由本公司取得之股份作為庫藏 股。
- 3.15 本公司應以庫藏股持有人之身份載入股東名冊,惟:
 - (a) 不得因任何目的將本公司視同股東,且本公司不得就庫藏股行使任何權利,意圖行使該權利者,應屬無效;
 - (b) 於本公司任一會議中,庫藏股均不得直接或間接參與表決,且無論係為本章程或開曼群島公司法之目的,如欲決定任何特定時點之已發行股份總數時,庫藏股亦不應計入。
- 3.16 本公司買回登錄與櫃或於中華民國上市櫃之股份後,以低於實際買回股份之平均價格轉讓庫藏股予本公司或附屬公司員工之任何議案,應經最近一次股東會特別決議通過,且公開發行公司規則要求之事項應於股東會開會通知中載明,而不得以臨時動議提出。歷次股東會通過且轉讓予本公司及附屬公司員工之庫藏股總數,累計應不得超過已發行股份總數的百分之五(5%),且每一名員工認購總數累計不得超過已發行股份總數的千分之五(0.5%)。本公司買回自己之股份轉讓予員工者,得限制在一定期間內不得轉讓,但其期間最長不得超過二年。
- 3.17 除本章程第 3.16 條及公開發行公司規則規定者外,本公司得由董事會依據適用法律之規定所決定 之條款及條件處分(註銷或轉讓)庫藏股。

4 股份所附權利

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

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

5 股票

- 5.1 本公司得發行實體股票或以無實體發行之。本公司如發行實體股票,各股東有權獲得蓋有印章之股份憑證(或其複本),該印章由董事會依其權限所鈐印,憑證上並載明股東之持股股數及股別(如有)。董事會得決議於一般或特定情況下,憑證之任一或所有簽名得以印刷或機器方式為之。股份登錄興櫃或於中華民國上市櫃期間,除依公開發行公司規則應發行實體股票者外,本公司股份應以無實體發行。
- 5.2 如股票塗汚、磨損、遺失或損壞,經提出董事會滿意之證據,董事會得換發新股票。如董事會認為適當,並得請求遺失股票之賠償。
- 5.3 不得發行無記名股份。
- 5.4 本公司依本章程第5.1條發行實體股票時,本公司應於該等實體股票依開曼群島公司法、章程大綱、本章程及公開發行公司規則規定得發行之日起三十日內,交付實體股票予認股人,並應於交付該等實體股票前,依公開發行公司規則辦理公告。
- 5.5 本公司應發行無實體股票時,相關事項應依開曼群島公司法及公開發行公司規則辦理,且應於依適用之上市法令得發行股份之日起三十日內,以帳簿劃撥方式交付無實體股份予認股人,並於交付前公告之。

6 特別股

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

股份登記

7 股東名冊

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

8 登記持有人為絕對所有人

除法令另有規定外:

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

9 記名股份轉讓

- 91 登錄興櫃或於中華民國上市櫃之股份,其所有權之證明及移轉得依符合公開發行公司規則之方式 (包括透過集保結算所帳簿劃撥系統)為之。
- 92 以實體發行之股票,其轉讓得依一般書面格式、或董事會通過之其他書面格式為之。該等書面應由讓 與人或以讓與人之名義簽署,惟如董事會要求時,該等書面得僅由受讓人簽署。於不違反前述規定之 前提下,董事會得應讓與人或受讓人之要求,一般性地或針對個案,決議接受機械方式簽署之轉讓書 面。
- 93 就實體股票之轉讓,除提供相關股份之股票及董事會合理要求得證明讓與人係有權轉讓之其他證據外, 董事會得拒絕承認任何轉讓文件。
- 94 股份共同持有人得轉讓該股份予其他一名或多名共同持有人,且先前與死亡股東共同持有股份之存 續股份持有人,得轉讓該等股份予該死亡股東之執行人或管理人。
- 95 若登記該轉讓將致下列情事者,董事會得毋須檢具任何理由自行決定拒絕實體股份轉讓之登記:

 (i)違反適用法律;或(ii)違反章程大綱或本章程。如董事會拒絕登記股份移轉,於該轉讓登記向本公司提出之日起三個月內,秘書應將拒絕通知寄送與讓與人及受讓人。

10 記名股份移轉

10.1 如股東死亡,其共同持有股份之他尚存共同持有人,或如為單獨持有股份者,其法定代理人,為本

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

- 10.2 因股東死亡、破產而對股份享有權利之人,於董事會認為證據充足時得登記為股東,或選擇指定他人登 記為股份受讓人。
- 10.3 經檢附董事會要求證明讓與人為所有權人之文件與董事會時,應登記受讓人為股東。縱有上述規定 ,如董事會於該喪失權利之股東尚未死亡或破產時,有權拒絕或暫停股東登記或依本章程第 9.3 條拒 絕登記,董事會於任何情況下應享有與該情形相同之拒絕或暫停登記之權利。
- 10.4 如有二位或以上之人登記為股份共同持有人,而共同持有人中有人死亡時,尚存之共同持有人就該股份有絕對之所有權,且除該共同持有人為最後尚存之共同持有人外,本公司不承認任何對該共同持有人遺產之權利主張。

普通決議、特別決議及重度決議

11 變更資本

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

畸零部分之股份予各該買受人,或決議將上述扣除相關費用之股款淨額,為本公司之利益支付予本公司。如相關出售程序中有任何異常或無效情事,各該買受人就股款之用途不負監督義務,其股份所有人之權益亦不受影響。

12 特別決議及重度決議

- 12.1 在不違反開曼群島公司法及本章程之情況下,本公司得隨時經特別決議:
 - (a) 變更其名稱;
 - (b) 修改或增加章程;
 - (c) 修改或增加章程大綱有關公司目的、權力或其他特別載明之事項;
 - (d) 減少資本及資本贖回準備金;或
 - (e) 依開曼群島公司法為合併。
- 12.2 在不違反開曼群島公司法之情形下,本公司得經特別決議在中華民國境內依公開發行公司規則進行有價證券之私募;惟如於中華民國境內私募之公司債未附有認股權、選擇權、轉換權或使公司債持有人有權取得股權或其他類似權利者,本公司得依公開發行公司規則之規定經董事會決議通過,並得於董事會決議之日起一年內分次辦理。
- 12.3 於不違反開曼群島公司法和本章程第 12.4 條之情形下,本公司之下列行為應取得股東重度決議之 許可:
 - (a) 將得分派之股息及/或紅利及/或其他本章程第 17 條所定款項撥充資本;
 - (b) 合併(除符合開曼群島公司法所定義之「併購及/或合併」僅須特別決議即可)、股份轉 換或分割;
 - (c) 締結、變更或終止營業出租契約、委託經營契約或共同經營契約;
 - (d) 讓與其全部或主要部分之營業或財產;或
 - (e) 取得或受讓他人的全部營業或財產而對本公司營運有重大影響者。
- 12.4 在不違反開曼群島公司法之情形下,本公司得以下列決議方式自願解散:
 - (a) 如本公司係因無法清償到期債務而決議自願解散者,經普通決議;或
 - (b) 如本公司係因本章程第 12.4 條 (a) 款以外之事由而決議自願解散者,經特別決議。

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

13 股份權利之變更

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

股息及撥充資本

14 股息

- 141 董事會經股東會以普通決議通過後,或於本章程第 12.3 (a)條所述情況下,依重度決議通過後, 於不違反本章程及股東會之指示下,依各股東持股比例發放股息予股東,且股息得以現金、股份或 在符合本章程第 14.2條下,將其全部或部分以各類資產發放。本公司就未分派之股利概不支付利 息。
- 142 於不違反適用法律之情形下,除以本公司已實現或未實現利潤、股份發行溢價帳戶或開曼群島公司 法允許之公積、準備金或其他款項支付股利或為其他分派外,本公司不得發放股利或為其他分派。 除股份所附權利另有規定者外,所有股利及其他分派應依股東持有股份比例計算之。如股份發行條件 係從一特定日期開始計算股利,則該股份之股利應依此計算。
- 143 除開曼群島公司法、本章程或股份所附權利另有規定者外,本公司盈餘分派依董事會通過之盈餘分派 提案,經股東常會以普通決議通過分派之。
- 144 本公司年度如有「獲利」(定義如后),應提撥不多於獲利的百分之十二做為員工之酬勞(下稱「員工酬勞」),員工酬勞之發放對象包含符合一定條件之本公司及從屬公司員工。本公司得以上開獲利數額,提撥不多於獲利的百分之三做為董事(不含獨立董事)之酬勞(下稱「董事酬勞」)。員工酬勞及董事酬勞分派案應由董事會三分之二以上董事出席及出席董事過半數同意之決議行之,並提股東會報告。但本公司尚有累積虧損時,應預先保留彌補數額,再依前述比例提撥員工酬勞及董事酬勞。前述「獲利」係指本公司之稅前淨利。為免疑義,稅前淨利係指支付員工酬勞及董事酬勞前之數額。

- 145 就本公司股利政策之決定,董事會了解本公司營運之業務係屬成長階段。於各會計年度建請股東同意 之股利或其他分派數額(若有)之決定,董事會:
 - (a) 得考量本公司各該會計年度之盈餘、整體發展、財務規劃、資本需求、產業展望及本公司未 來前景等,以確保股東權利及利益之保障;及
 - (b) 應於當期淨利中提列: (i) 支付相關會計年度稅款之準備金; (ii) 彌補虧損; (iii) 百分之十之一般公積(下稱「**法定盈餘公積**」)(除非法定盈餘公積已達本公司實收資本),及(iv)董事會依證券主管機關依公開發行公司規則要求之特別盈餘公積或本章程第 15.1 條決議之公積。
- 146 在不違反開曼群島公司法之情形下,且依本章程第 14.4 條規定提撥員工酬勞及董事酬勞並依本章程第 14.5 條之股利分派政策提列董事會認為適當之金額後,董事會應提撥不少於可分派數額中屬上一會計年度盈餘部分(不含先前年度之累積盈餘)之百分之十作為股東股利,經股東會決議通過後分派。
- 147 股東股利及員工酬勞之分派,得依董事會決定以現金、或以該金額繳足尚未發行股份之價金、或兩者 併採之方式而分配予員工或股東;惟就股東股利部分,所發放之現金股利不得少於全部股利之百分之 十。本公司就未分派之股利及酬勞概不支付利息。
- 148 董事會應擇定基準日決定有權獲配股息或其他分派之股東。
- 149 為決定有權獲配股息或其他分配之股東,董事會得決定股東名冊之變更於相關基準日前五日、或其他符合公開發行公司規則及開曼群島公司法規定之期間內,不得為之。
- 14.10 本公司就未分派之股息概不支付利息。

15 資本公積及盈餘之提撥

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

16 付款方式

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

17 撥充資本

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

股東會

18 股東常會

- 18.1 本公司應於每一會計年度終了後六個月內由董事會召集股東常會。
- 18.2 在不違反本章程第 18.1 條之情形下,本公司股東常會應於董事會決定之時間及地點召開。股份登錄與櫃或於中華民國上市櫃期間,除開曼群島公司法另有規定外,實體股東常會應於中華民國境內召開。如董事會決議在中華民國境外召開實體股東常會,本公司應於董事會決議後二日內申報證交所/櫃買中心核准。於中華民國境外召開股東常會時,本公司應委任一中華民國境內之專業股務代理機構,受理該等股東常會行政事務(包括但不限於受理股東委託行使表決權事宜)。
- 18.3 股東會開會得以視訊會議或其他經中華民國主管機關公告之方式為之。股份登錄與櫃或於中華民國上 市櫃期間,以視訊會議召開股東會之條件、作業程序及其他應遵行事項,應遵守公開發行公司規則。
- 18.4 股東得以視訊會議,或於適用法律許可範圍內,以其他通訊器材參與股東會,使所有與會者同時並即 時參與討論,並視為親自出席。

19 股東臨時會

- 19.1 股東常會外所召集之股東會,為股東臨時會。
- 19.2 董事會隨時依其判斷而認有必要時,得召集股東臨時會。本章程第 18.2 條應適用於股東臨時會。
- 19.3 份登錄興櫃或於中華民國上市櫃期間,經股東請求(如本章程第 19.4 條所定義)時,董事會應立 即召集股東臨時會。
- 19.4 本章程第 19.3 條所稱之股東請求,係指股東一人或數人提出之請求,且於提出請求時,其已繼續 一年以上合計持有已發行股份總數百分之三以上股份者。

- 19.5 股東請求須以書面記明提議於股東臨時會討論之事項及理由。
- 19.6 如董事會於股東提出請求日起十五日內未為股東臨時會召集之通知,提出請求之股東得以與董事會召開股東會之相同方式(盡量相似)自行召集股東臨時會。如召開股東臨時會之地點位於中華民國境外,提出請求之股東應事先申報證交所/櫃買中心核准。
- 19.7 股東得自行召集股東臨時會,惟該等股東應至少繼續三個月以上,持有本公司已發行股份總數過半數。 股東持有股份數額及持有股份期間之計算及決定,應以暫停辦理股份轉讓登載於股東名冊的期間之首 日定之。

20 通知

- 20.1 股份登錄與櫃或於中華民國上市櫃前,股東會之召開,應至少於五日前通知各有權出席及表決之股東,並載明會議召開之日期、地點及時間及召集事由。
- 202 股份登錄興櫃或於中華民國上市櫃期間,股東常會之召開,應至少於三十日前,股東臨時會之召開,應至少於十五日前,通知各有權出席及表決之股東,並載明會議召開之日期、地點、時間及召集事由。開會通知於取得相對人之事前書面同意後,得以電子方式為之。
- 203 股份登錄興櫃或於中華民國上市櫃期間,董事會應依公開發行公司規則擇定基準日以決定得收受股東 會通知及得表決之股東,並相應地停止股東名冊記載之變更。
- 20.4 除本章程第 23.4 條規定之情形外,倘本公司意外漏發股東會通知予有權收受通知之人、或有權收 受通知之人漏未收到股東會通知,股東會之程序不因之而無效。
- 205 股份登錄興櫃或於中華民國上市櫃期間,本公司應依本章程第 20.2 條的規定,一併公告股東會開會通知書、委託書用紙、有關承認案與討論案(包含但不限於選任或解任董事之議案)等各項議案之案由及說明資料,並依公開發行公司規則傳輸至公開資訊觀測站;其採行書面行使表決權者,並應將上述資料及書面行使表決權用紙,併同寄送給股東。董事會並應依公開發行公司規則,備妥股東會議事手冊和補充資料供所有股東索閱,並傳輸至公開資訊觀測站。但本公司於最近會計年度終了日實收資本額達新臺幣一百億元以上或最近會計年度召開股東常會其股東名簿記載之外資及陸資持股比率合計達百分之三十以上時,應於股東常會開會三十日前完成前開電子檔案之傳送。

- 206 股份登錄興櫃或於中華民國上市櫃期間,下列事項,應載明於股東會召集通知並說明其主要內容, 且不得以臨時動議提出:
 - (a) 選舉或解任董事;
 - (b) 修改章程大綱或本章程;
 - (c) 減資;
 - (d) 申請停止本公司股份公開發行;
 - (e) (i) 解散、合併、股份轉換或分割, (ii) 締結、變更或終止營業出租契約、委託經營契約或 共同經營契約, (iii) 讓與本公司全部或主要部分營業或財產,及 (iv) 取得或受讓他人全 部營業或財產而對本公司營運有重大影響者;
 - (f) 許可董事為自己或他人為屬於本公司營業範圍內之行為;
 - (g) 依本章程第 17 條規定,以發行新股或以資本公積或其他金額撥充資本之方式分派全部或部分盈餘;
 - (h) 將法定盈餘公積及發行股票溢價或受領贈與之所得以發行新股或現金方式分配予原股東; 及
 - (i) 本公司私募發行具股權性質之有價證券。

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

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

求本公司或股務代理機構提供股東名簿。於經請求時,本公司應(並應命本公司之股務代理機構) 提供股東名冊。

21 寄發通知

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

在符合所有適用法律、規則及規定之前提下,任何通知或文件得以中文或英文作成,發送予股東。股 東依本章程之規定送達任何文件予本公司時,應準用本條之規定。

22 股東會延期

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

23 股東會之法定出席數及議事程序

- 23.1 除非出席股東代表股份數已達法定出席股份數,股東會不得為任何決議。除本章程另有規定外,代表已發行有表決權股份總數過半數之股東親自出席、委託代理人出席或由法人股東代表人出席,應構成股東會之法定出席股份數。
- 23.3 除本章程另有規定者外,股東會會議決議之表決應以投票方式決定之。
- 23.4 股份登錄興櫃或於中華民國上市櫃期間,於開曼群島公司法允許之前提下,本章程之內容不妨礙任何 股東於決議作成後三十日內,以股東會之召集程序或決議方法有違反法令或本章程,向有管轄權之法 院提起訴訟,尋求有關之適當救濟。因前述事項所生之爭議,得以中華民國臺北地方法院為訴訟管轄 法院。
- 23.5 除開曼群島公司法、章程大綱或本章程另有明文規定者外,任何於股東會上提交股東決議、同意、

確認或承認者,均應以普通決議為之。

- 23.6 股份登錄興櫃或於中華民國上市櫃期間,於相關之股東名冊停止過戶期間前,持有已發行股份總數百分之一以上股份之股東,得以書面或本公司所指定之任何電子方式向本公司提出一項股東常會議案。 本公司應依適用法律所許可之方式與時間辦理公告,敘明受理股東提案之處所及不少於十日之 受理期間。董事會除有下列情形之一者外,應將該等提案列入股東常會議案:(a)提案股東持股未達 已發行股份總數百分之一者;(b)該提案事項非股東會所得決議或議案文字超過三百個中文字者 ;(c)該提案股東提案超過一項者;或(d)該提案於公告受理期間外提出者。如股東提案係為敦 促本公司增進公共利益或善盡社會責任之建議,董事會仍得列入議案。
- 23.7 股東會之議事規則及程序應由董事會訂定,並經股東會普通決議通過,且該議事規則及程序應依開曼群島公司法、本章程及公開發行公司規則予以訂定。

24 會議主席

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

25 股東表決

- 251 在不影響其股份所附有之任何權利或限制下,每一親自出席或委託代理人出席之自然人股東,或經由其合法授權之代表親自出席或委託代理人出席之公司或非自然人股東,就其所持有的每一股份均有一表決權。股東係為他人持有股份時,股東得主張分別行使表決權,其分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其他事項,應依公開發行公司規則之規定辦理。
- 252 除於相關股東會或特定類別股份股東會基準日已登記為該股份之股東,且已繳納相關股款者外,任何人均無權在股東會上行使表決權。
- 253 股東得親自或透過代理人行使表決權。股東得以本公司準備之委託書,載明委託範圍委託代理人出席股東會行使表決權;惟一股東以出具一委託書,並以委託一個代理人出席股東會並行使表決權為限。
- 254 除開曼群島公司法另有規定外,股份登錄興櫃或於中華民國上市櫃期間,本公司應提供股東以電子方式行使表決權。如表決權得以書面投票或電子方式行使時,該等行使表決權之方式應載明於寄發予股東之股東會通知。股東擬以書面投票或電子方式行使其表決權者,至遲應於股東會開會二日前將其投票指示送達於本公司,投票指示有重複時,以最先送達者為準,但聲明撤銷先前投票指示者

,不在此限。股東依前開規定以書面投票或電子方式行使其於股東會之表決權時,視為委託會議主席為 其代理人,於股東會上依其書面或電子文件指示之方式行使表決權。會議主席基於代理人之地位,就書 面或電子文件中未提及或未載明之事項、及/或該股東會上所提出對原議案之修正,皆無權行使該股東 之表決權。為釐清疑義,該股東以該等方式行使表決權,即應視為其就該次股東會中所提之臨時動議 及/或原議案之修正,業已放棄表決權之行使。

- 255 倘股東擬以書面或電子方式行使表決權並已依本章程第 25.4 條之規定向本公司送達其投票指示後 ,欲親自出席股東會者,至遲應於股東會開會前二日,以與先前依本章程第 25.4 條送達之投票指 示之相同送達方式(如快遞、掛號郵件或電子方式,依實際情形而定),另向本公司送達其欲撤銷 先前投票指示之個別通知。倘股東逾期撤銷其投票決定者,以書面或電子方式行使之表決權為準。
- 256 股東為以書面或電子方式行使表決權,而已依本章程第 25.4 條之規定向本公司送達其投票指示者,有權依本章程規定另行指定他人代理其出席該次股東會。於此情形,該代理人就表決權之行使應視為撤銷該股東先前送達本公司之投票指示,本公司應僅計算該受明示指定之代理人所行使之表決權。

26 代理

- 26.1 委託書應以董事會同意之格式為之,並載明僅為特定股東會使用。委託書之格式應至少包含下列資訊: (a)填表須知, (b)股東委託行使事項,及(c)相關股東、代理人及委託書徵求人(若有)之個人基本資料。委託書表格應連同該次會議之相關通知,一併提供予股東,且該等通知及委託書文件亦應於同日發送予所有股東。
- 26.2 委託書應為書面,並經委託人親自簽署。如委託人為公司或非自然人股東時,由其合法授權之職員或代理人簽署。受託代理人毋庸為本公司之股東。
- 26.3 股份登錄興櫃或於中華民國上市櫃期間,於不違反公開發行公司規則之情況下,除根據中華民國信託事業或經公開發行公司規則核准之股務代理機構外,一人同時受兩人以上股東委託時,除依本章程第 25.4 條之規定而視為股東代理人之會議主席外,其代理的表決權數不得超過本公司停止過戶期間前,已發行有表決權股份總數之百分之三;超過該百分之三之表決權,不予計算。
- 26.4 倘股東以書面或電子方式行使表決權,並以委託書委託代理人出席股東會者,以受託代理人出席行使之表決權為準。委託書送達本公司後,股東欲親自出席股東會或欲以書面或電子方式行使表決權者,應於股東會開會二日前,以書面向本公司為撤銷委託之通知;逾期撤銷者,以受託代理人出席行使之表決權為準。
- 26.5 除依本章程第 25.4 條規定而視會議主席為股東代理人之情形者外,委託書應至少於委託書所載代

理人所擬行使表決權之股東會或其延會五日前,送達本公司之註冊處所、本公司在中華民國之股務 代理機構辦公室、或於股東會召集通知上或本公司寄出之委託書上所指定之處所。本公司收到同一 股東之數份委託書時,除股東於後送達之委託書中明確以書面聲明撤銷先前之委託者外,應以最先送 達之委託書為準。

27 委託書徵求

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

28 異議股東股份收買請求權

- 28.1 於不違反開曼群島公司法規範下,股東會決議下列任一事項時,於會議前或會議中,已以書面通知或 口頭表示異議(經紀錄)並放棄表決權或投票反對的股東,得請求本公司以當時公平價格收買其所 有之股份:
 - (a) 本公司擬締結、變更或終止任何營業出租契約、委託經營契約或共同經營契約;
 - (b) 本公司轉讓其全部或主要部分的營業或財產,但本公司依解散所為之轉讓,不在此限;
 - (c) 本公司取得或受讓他人全部營業或財產,對本公司營運產生重大影響者;
 - (d) 本公司擬進行分割、合併、股份轉換;或
 - 依本章程第28.1條放棄表決權之股份數,不算入股東會已出席股東之表決權數,惟算入計算法定出 席人數時之股份數。
- 28.2 於不違反開曼群島公司法情形下,依本章程第 28.1 條請求之股東 (下稱「異議股東」),應於股東會決議日起二十日內以書面提出,並列明請求收買價格。本公司與異議股東間就收買價格達成協議者,本公司應自股東會決議日起九十日內支付價款。如自股東會決議日起九十日內,本公司與異議股東間未就收買價格達成協議者,本公司應自股東會決議日起九十日內,依其所認為之公平價格支付價款予未達成協議之異議股東;本公司未於前述九十日期間內支付其所認為之公平價格者,視為同意異議股東請求收買之價格。

本公司概括承受他人全部財產和負債,或概括讓與其全部財產和負債。

- 283 於不違反開曼群島公司法情形下,異議股東與本公司間就異議股東持有股份之收買價格自股東會決議日起六十日內未達成協議者,公司應於此期間經過後三十日內,以全體未達成協議之異議股東為相對人,聲請法院就異議股東持有之全數股份為公平價格之裁定,並得以臺灣臺北地方法院為第一審管轄法院。
- 28.4 縱有前述本章程第 28 條之規定,本條之規定未限制或禁止股東依據開曼群島公司法第 238 條之規

定,於其對合併表示異議時,請求支付其股份公平價格之權利。

29 無表決權股份

- 29.1 下列股份於其有下列情形(依其適用情形)之期間內,於任何股東會上均無表決權,亦不算入已發 行股份之總數:
 - (a) 本公司持有自己之股份;
 - (b) 直接或間接被持有已發行有表決權之股份總數或資本總額超過半數之附屬公司,所持有 之本公司股份;或
 - (c) 本公司、附屬公司、本公司之控股公司及該控股公司之附屬公司直接或間接持有他公司已發行 有表決權之股份總數或資本總額超過半數之公司,所持有之本公司股份。
- 292 股東對於股東會討論之事項,有自身利害關係致有害於本公司利益之虞時,不得加入表決,且其持有之股份數不算入已出席股東之表決權數。惟其持有之股份數仍得算入計算法定出席人數時之股份數。上述股東亦不得代理他股東行使表決權。
- 293 股份登錄興櫃或於中華民國上市櫃期間,董事以股份設定質權超過選任當時所持有之本公司股份數額二分之一時,其超過部分無表決權,亦不算入已出席股東之表決權數。

30 共同股份持有人之表決

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

31 法人股東之代表

- 31.1 法人股東或非自然人股東得以書面授權其認為適當之人為其代表人,參與任何股東之會議。代表人 有權行使該被代表法人或非自然人之權利內容,與假設該法人或非自然人為自然人股東時所得行使 者同。於代表人出席之會議,該法人股東或非自然人股東並應視為已親自出席。
- 312 縱有如上規定,就任何人是否有權以法人股東或非自然人股東名義出席股東會並參與表決,會議主席仍得接受其認為適當之確認方式。

32 股東會延會

於股東會達法定出席股份數並經出席股東多數同意,股東會主席應得依其指示宣佈散會。除散會時已宣布

延會之召開日期、地點及時間,且延會未超過五日者外,新會議召開日期、地點及時間之通知,應依本章程條款規定送交有權出席及表決之股東。

33 董事出席股東會

本公司董事應有權收受任何股東會之通知、出席並發言。

董事及經理人

34 董事人數及任期

- 34.1 本公司董事會,設置董事人數不得少於六人,且不得多於十一人。每一董事任期不得逾三年,倘該任期 屆滿將致本公司無董事,該任期得延長至任期屆滿後次一選任董事之股東會召開之日止。董事得連選連任。 於符合適用法律規範及前述董事人數範圍之前提下,本公司得隨時以特別決議增加或減少董事人數。董 事得因本公司業務需求互選一人為副董事長。於董事長請假或因故不能行使職權時,由副董事長代理其 行使職權。
- 34.2 股份登錄興櫃或於中華民國上市櫃期間,除經中華民國主管機關核准者外,董事間應有超過半數之席 次,不得具有配偶關係或二親等以內之親屬關係。
- 343 本公司召開股東會選任董事者,當選人不符本章程第 34.2 條之規定時,不符規定之董事中所得選票代表選舉權較低者,於符合本章程第 34.2 條規定之必要限度內,其當選失效。已充任董事而違反前述規定者,應自違反之日起,當然解任。
- 34.4 股份登錄興櫃或於中華民國上市櫃期間,除依公開發行公司規則另准許者外,應設置獨立董事,人數不得少於三人,且獨立董事席次不得少於董事席次五分之一。於公開發行公司規則要求範圍內,獨立董事其中至少一人應在中華民國境內設有戶籍,且至少一名獨立董事應具有會計或財務專業知識。股份登錄興櫃或於中華民國上市櫃前,董事會得決議本公司應於股東會選任獨立董事。
- 345 董事(包括獨立董事及獨立董事以外之董事)之提名應依公開發行公司規則採候選人提名制度。
- 34.6 獨立董事應具備專業知識,且於執行董事業務範圍內應保持獨立性,不得與本公司有直接或間接之利 害關係。獨立董事之專業資格、持股與兼職限制、獨立性之認定,應符合公開發行公司規則之規定。

35 董事選舉

35.1 本公司得於股東會選任任何人為董事,其得票數應依本章程第 35.2 條計算之。有代表本公司已發 行股份總數過半數之股東出席 (親自出席或委託代理人出席)者,即構成選舉一席以上董事之股東

會法定出席股份數。

- 352 董事應由股東以下述累積投票制選出(本條所規範之投票方式下稱「累積投票制」):
 - (a) 董事選舉時,每一股東得行使之投票權數,為其所持之股份乘以該次股東會應選出董事 (包括獨立董事及非獨立董事)人數之數目;
 - (b) 股東得將其投票權數集中選舉一名董事(包括獨立董事及非獨立董事)候選人,或分配選舉數名董事(包括獨立董事及非獨立董事)候選人;
 - (c) 相同類別之董事中(即獨立董事或非獨立董事),與董事應選出人數相當,並獲得最多選票之候選人,當選為董事;且
 - (d) 如有兩名以上之相同類別之董事候選人獲得相同選票數,且當選人數超過該類別董事應選人數時,相同票數之董事應以抽籤決定當選之人。如董事候選人未出席該次股東會,會議主席應代其抽籤。
- 353 股份登錄興櫃或於中華民國上市櫃期間,獨立董事因故辭職或解任,致人數不足三人時,本公司應於 最近一次股東會補選之。所有獨立董事均辭職或解任時,董事會應於最後一位獨立董事辭職或解任之 日起六十日內,召開股東臨時會補選獨立董事以填補缺額。
- 35.4 股份登錄興櫃或於中華民國上市櫃期間,董事因故解任,致不足五人者,本公司應於最近一次股東 會補選之。但董事缺額達已選任董事總數三分之一者,董事會應自事實發生之日起六十日內,召集股東 臨時會補選之。
- 355 法人(或其他法人實體)為股東時,得指派一人或數人為其代表人(下稱「**指派代表人**」)被選舉 為董事。指派代表人選任為董事應依本章程第 35 條之規定經股東同意。
- 35.6 指派代表人經選任為董事者,指定該指派代表人選舉為董事之法人(或其他法人實體)股東,得隨時通知本公司改派他人為指派代表人(下稱「改派」)。改派應自通知內所載明之日期生效,如通知未載明日期者,則應自通知送達本公司時生效,且無須經股東同意。改派不適用本章程第 35.1 條、第 35.2 條及第 35.5 條之規定。

36 董事解任

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

事且該等董事就任時止。

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

37 董事職位之解除

- 37.1 董事之職位如有下列情事應被解除:
 - (a) 依本章程規定董事被解除職務;
 - (b) 法人(或其他法人實體)通知本公司解任其經選任為董事之指派代表人,該解任應自通知 內所載明之日期生效,如通知未載明日期者,則應自通知送達本公司時生效;
 - (c) 董事死亡;
 - (d) 依本章程第 34.3 條規定董事當然解任者;
 - (e) 董事以書面通知本公司辭任董事職位;
 - (f) 經法院依本章程第 36.2 條規定裁判解任;或
 - (g) 董事有下列情事之一者,當然解任:
 - (i) 受破產之宣告,或法院宣告進入清算程序,尚未復權者;
 - (ii) 經相關管轄法院或官員裁決其無行為能力,或依適用法律,其行為能力受有限制:
 - (iii) 受輔助宣告(依中華民國民法定義)或相似之宣告,且該宣告尚未撤銷;
 - (iv) 曾犯中華民國法規禁止之組織犯罪,經有罪判決確定,且(A)尚未執行、(B)尚未執行完畢、(C)服刑完畢或緩刑期滿尚未逾五年,或(D)赦免後未逾五年:
 - (v) 曾因刑事詐欺、背信或侵占罪,經受有期徒刑一年以上判決確定,且(A)尚未執行、(B)尚未執行完畢、(C)服刑完畢或緩刑期滿尚未逾二年,或(D)赦免後未逾二年;
 - (vi) 曾犯貪污治罪條例之罪,經有罪判決確定,且(A)尚未執行、(B)尚未執行完

畢、(C)服刑完畢或緩刑期滿尚未逾二年,或(D)赦免後未逾二年;或

(vii) 曾因使用信用工具而經拒絕往來尚未期滿者。

如董事候選人有本條第 (g) 款各目情事之一者,該人應被取消董事候選人之資格。

- 37.2 股份登錄興櫃或於中華民國上市櫃期間,若董事(獨立董事除外)在任期中轉讓股份超過選任當時 所持有本公司股份數額二分之一時,當然解任,其解任毋須經股東會之同意立即生效。
- 37.3 股份登錄興櫃或於中華民國上市櫃期間,董事(獨立董事除外)當選後,於就任前轉讓超過選任當時所持有之本公司股份數額二分之一時,或於股東會召開前之停止股票過戶期間,轉讓持股超過二分之一時,毋須經股東會之同意,其當選失其效力。

38 董事報酬

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

39 董事選舉瑕疵

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

40 董事管理業務

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

41 董事會之職權

於不影響本章程第 40 條之概括規定及不違反適用法律之情形下,董事會得:

- (a) 指派、終止或解免任何本公司經理、秘書、職員、代理人或僱員,並決定其報酬及其職責;
- (b) 借入款項、就本公司事業、財產和尚未繳納股款之全部或一部設定抵押、質押或擔保,或發行債券、債券性質股份或其他有價證券,或發行此等有價證券以作為本公司或第三人債務、責任或義務之擔保;
- (c) 指派一位或數位董事擔任本公司之執行董事或執行長,於董事會管理下監督及管理本公司所有一般業務及事務;
- (d) 指派本公司經理人負責本公司日常業務,並得委託及賦予該經理人為從事此種業務之交易或執行 之適當之權力與職責;
- (e) 以授權方式,指派董事會直接或間接提名之公司、行號、個人或團體,擔任本公司代理人,於董事會認 為適當之期間與條件內,基於其認為適當之目的,賦予其認為適當之權力、授權及裁量權(但不得超 過董事會所擁有或得以行使之權力)。該等授權書得涵蓋董事會認為適當之條款,以保護或便利與 該代理人處理事務之人,亦得授權該代理人複委任其權力、授權及裁量權。若經授權時,該代理人並 得依開曼群島公司法所允許之方式,簽署任何契約或文件;
- (f) 促使本公司支付所有創立及成立本公司所生費用;
- (g) 授與權限(包括複委任之權限)予董事會指定之一人或數人所成立之委員會,各該委員會並應依董事會指示行事。除董事另有指示或規範外,該委員會之會議及議事程序應依本章程所定之董事會議及其議事程序而進行;
- (h) 以董事會認為適當之條件及其方式授予任何人權限(包括複委任之權限);
- (i) 提出本公司清算或重整之聲請或申請;
- (j) 於發行股份時,支付法律允許相關之佣金及經紀費;及
- (k) 授權任何公司、行號、個人及團體為特定目的代理本公司,並以本公司名義簽署任何相關之協議、文件 與契約。

42 董事及經理人名册

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

關於董事及經理人之事項:

- (a) 姓名;及
- (b) 地址。
- 422 董事會應於下列事情發生六十日內,變更董事及經理人名冊內之記載及發生日期,並依開曼群島公司 法規定通知公司登記處:
 - (a) 董事及經理人變更;或
 - (b) 董事及經理人名冊內事項變更。

43 經理人

就本章程所稱之經理人係由董事會指派之秘書及其他經理人組成。

44 指派經理人

秘書(及其他經理人,如有)應由董事會隨時指派。

45 經理人職責

經理人應有董事會所隨時委託之管理並處理業務及事務之權力與職責。

46 經理人報酬

經理人之報酬由董事會定之。

47 利益衝突

- 47.1 任何董事或其公司、合夥人或與董事有關之公司,得以任何地位而為本公司行事、被本公司僱用或 向本公司提供服務,而該董事或其公司、合夥人或與董事有關之公司有權收取之報酬,與假設其非為 董事之情形者同。惟本第 47.1 條於獨立董事不適用之。
- 47.2 縱本章程第 47條有相反規定,董事對於董事會議討論之事項或與本公司之契約、擬簽定之契約或協議有直接或間接利害關係者,應依適用法律於相關之董事會說明其自身利害關係之性質及重要內容;本公司擬進行本章程第 28.1 條所定交易或依適用法律進行其他併購,董事就該等交易有自身利害關係時,應依適用法律於相關之董事會及股東會說明其自身利害關係之重要內容及贊成或反對該等交易之理由。本公司並應於股東會召集通知中敘明董事利害關係之重要內容及贊成或反對該等交易之理由;上述內容及理由得公告於證券主管機關或本公司指定之網站,並應將該網站之網址載明於股東會召集通知。董事之配偶、二親等以內之血親,或與董事具有控制從屬關係之公司,就董事會討論之事項有利害關係者,視為董事就該事項有自身利害關係。「控制」及「從屬」應依公開發行公司規則認定之。

- 47.3 縱本章程第 47 條有相反規定,董事對於董事會討論事項,有自身利害關係致有害於本公司利益之 虞時,不得加入表決,亦不得代理其他董事行使表決權。依前述規定不得行使表決權之董事,其表決權 不計入已出席董事之表決權數。
- 47.4 縱本章程第 47 條有相反規定,董事為自己或他人為屬於本公司營業範圍內之行為者,應於股東會向股東說明其行為之重要內容,並取得股東會重度決議之許可。

48 董事及經理人之補償及免責

- 48.1 本公司董事及經理人及任何受託管理人在處理與本公司有關業務之期間,及各前任董事、前任經理人、前任受託管理人,及其各自之繼承人、執行人、管理人、個人代表人(各該人等於本條稱為「被補償人」),因執行其職務或其應盡之職責、或於其職務上或信託中,因其作為、同時發生之作為、或其不作為所衍生或遭受之求償、成本、費用、損失、損害及支出,本公司應以其資產補償之,且被補償人對其他被補償人之行為、所收款項、過失或違約,或為一致性需求所參與之收取,或就本公司應或得存放保管金錢或財產之銀行或他人,或對本公司因擔保而應存入或補提之任何不足金額或財產,或因執行其職務或信託而生或相關聯之任何其他損失、災禍或損害,概不負責;惟如係因上述人員之詐欺、不誠實或因違反本章程第 48.4 條所致者,不在此限。
- 482 本公司得為其董事或經理人就其因擔任董事或經理人而生之責任購買保險或續保,或以該保險補償 其對本公司或附屬公司可能因過失、違約、違反職責或背信而有罪,所依法而生之損失或義務。
- 483 在開曼群島法允許之範圍內,繼續六個月以上持有本公司已發行股份總數百分之一以上之股東得:
 - (a) 以書面請求董事會授權審計委員會之獨立董事為本公司對董事提起訴訟,並得以臺灣臺 北地方法院為第一審管轄法院;或
 - (b) 以書面請求審計委員會之獨立董事為本公司對董事提起訴訟,並得以臺灣臺北地方法院 為第一審管轄法院;

於依上述第(a)款或第(b)款提出請求後 30 日內,如(i)受請求之董事會未依第(a)款授權審計委員會之獨立董事或經董事會授權之審計委員會之獨立董事未依第(a)款提起訴訟;或(ii)受請求之審計委員會之獨立董事未依第(b)款提起訴訟時,在開曼群島法允許之範圍內,股東得為本公司對董事提起訴訟,並得以臺灣臺北地方法院為訴訟管轄法院。

48.4 於不影響及不違反本公司之董事依開曼群島之普通法原則及法律對本公司及股東所負之一般董事 責任之情形下,董事於執行本公司之業務經營時,應忠實執行業務並盡善良管理人之注意義務,如 有違反致本公司受有損害者,於法律允許之最大限度內,應負損害賠償責任。如董事因為違反上開 規定之行為,而為自己或他人取得任何利益時,於經股東會普通決議通過下,本公司應採取所有適

當之行動及步驟及於法律允許之最大限度內,自該董事處使該等利益歸為本公司所有。本公司之董事於其執行業務經營時,如有違反法律或命令導致本公司對於任何人負有任何補償或損害責任時,該董事應與本公司就該等補償或損害負連帶賠償之責,且若因任何原因,該董事無須與本公司負連帶賠償之責,該董事應就其違反其責任導致本公司所受之任何損失予以補償。經理人於執行本公司職務時,應負與本公司董事相同之損害賠償責任。

董事會

49 董事會

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

50 董事會通知

- 50.1 董事長得隨時召集董事會,但秘書經董事長要求時應隨時召集董事會。
- 50.2 股份登錄興櫃或於中華民國上市櫃前,董事會之召集應至少於 48 小時前通知各董事;但遇有過半數董事同意之緊急情事時,得以較短之召集通知、或於通知每位董事後、或經每位董事同意後無需事前通知,而為召集。股份登錄興櫃或於中華民國上市櫃期間,召集董事會時,應於預定開會日七日前,將載明擬討論事項及承認事項(如屬適當)之開會通知寄發各董事。但遇有過半數董事同意之緊急情況時,得依符合公開發行公司規則之方式,以較短之召集通知召集。為本條之目的,如經董事同意時,開會通知得以電子方式寄送。

51 視訊會議參與董事會

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

52 董事會之法定出席數

董事會會議所需之法定出席人數,應為過半數之董事。

53 董事會成員缺額之運作

董事會成員如有缺額仍得運作。

54 董事會主席

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

55 董事會先前行為之效力

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

公司紀錄

56 議事錄

董事會應將會議紀錄納入所備置之簿冊,以供下列目的之用:

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

57 抵押擔保登記簿

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

58 印章之形式和使用

- 58.1 印章僅能依董事或董事組成之委員會之董事成員依授權使用之;於董事另有決定前,印章應於董事 或秘書或助理秘書或其他經董事或董事組成之委員會之董事成員授權之人在場時蓋印。
- 582 縱有如上規定,印章得於未經授權下,為應檢送予開曼群島公司登記處之文件,而由本公司任一董事、秘書或助理秘書或其他有權檢送前述文件之人或機構,以驗證之方式於該文件上蓋印。
- 583 於開曼群島公司法許可下,本公司得有一個或數個複製印章;且如董事認為適當,得在該複製印章 表面加上其將使用之城市、領土、地區或地點的名稱。

公開收購及帳簿

59 公開收購

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

60 會計帳簿

- 60.1 董事會就所有本公司交易應備置適當之會計帳簿,尤其是:
 - (a) 本公司所有收受及支出之款項、及與該收受或支出之相關事宜;
 - (b) 本公司所銷售及購買之一切物品;及
 - (c) 本公司之所有資產及負債。

會計帳簿自備置日起,應至少保存五年。

- 60.2 會計帳簿應予保存。若於董事會認為之適當處所,未備有能正確、公平反映本公司事務及說明相關 交易所必要之會計帳簿者,視同未就前述事項妥善備置會計帳簿。
- 60.3 依本章程與依相關法規製作之委託書、文件、表冊及電子媒體資訊等,應保存至少一年。惟如有股東 就該委託書、文件、表冊及/或本條所述之資訊等提起訴訟時,倘該訴訟費時逾一年,則應保存至該 訴訟終結為止。

61 會計年度結束

除本公司董事會另為議定者外,本公司之會計年度:

(a) 於設立當年度及其後每年,於每年十二月三十一日結束;且

(b) 自本公司設立時起算;並於其後每年度之一月一日開始起算。

審計委員會

62 委員會人數

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

(含)以上之同意。董事會得決議於登錄興櫃或於中華民國上市櫃前設立審計委員會。

63 審計委員會之職權

- 63.1 審計委員會(若有設置者)應依公開發行公司規則之規定行使職權。下列事項應經審計委員會全體 成員二分之一以上同意,並提董事會決議:
 - (a) 訂定或修正本公司內部控制制度;
 - (b) 內部控制制度有效性之考核;
 - (c) 訂定或修正重要財務或業務行為之處理程序,例如取得或處分資產、衍生性商品交易、資金 貸與他人,或為他人背書或保證;
 - (d) 涉及董事自身利害關係之事項;
 - (e) 重大之資產或衍生性商品交易;
 - (f) 重大之資金貸與、背書或提供保證;
 - (g) 募集、發行或私募具有股權性質之有價證券;
 - (h) 簽證會計師之委任、解任或報酬;
 - (i) 財務、會計或內部稽核主管之任免;
 - (j) 年度及半年度/第二季財務報告(如依公開發行公司規則而有適用)之核可;及
 - (k) 本公司隨時認定或本公司監理主管機關所要求之其他事項。

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

- 632 在不違反適用法律規定及開曼群島法允許之範圍內,審計委員會之獨立董事成員應監督本公司業務 之執行,並得隨時調查本公司業務及財務狀況,查核簿冊文件,並得請求董事會或經理人提出報告 。在不違反適用法律規定及開曼群島法允許之範圍內,審計委員會之獨立董事成員依本條行使職權 時,董事會得授權審計委員會之獨立董事代表本公司委任會計師、律師審核之。
- 633 審計委員會對於董事會編造提出股東會之各種表冊,應予查核,並報告意見於股東會。
- 63.4 於不違反開曼公司法情形下,董事會決議本章程第 28.1 條所定事項或依適用法律進行其他併購前,應由審計委員會就併購計畫與交易之公平性、合理性進行審議,並將審議結果提報董事會及股東會;但依適用法律規定如無須股東會決議者,得不提報股東會。審計委員會進行審議時,應委請獨立專家就換股比例或配發股東之現金或其他財產之合理性提供意見。審計委員會之審議結果及獨立專家之合理性意見,應於發送股東會召集通知時,一併發送股東;但依適用法律規定併購免經股東會決議者,應於最近一次股東會就併購事項提出報告。前述應發送股東之文件,經本公司於證券主管機關指定之網站公告同一內容,且備置於股東會會場供股東查閱,對於股東視為已發送。

自願解散和清算

64 自願解散和清算

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

變更章程

65 變更章程

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

訴訟及非訟代理人

66 委任訴訟及非訟代理人

股份登錄與櫃或於中華民國上市櫃期間,本公司應依適用法律委任訴訟及非訟代理人,擔任本公司依中華 民國證券交易法在中華民國境內之負責人,處理中華民國證券交易法及與中華民國證券交易法相關之規則 及規定所定事務。前述訴訟及非訟代理人須為在中華民國境內有住所或居所之自然人。

其他

67 中華民國證券法令

股份登錄興櫃買賣或於中華民國上市櫃期間,董事、獨立董事、薪資報酬委員會或審計委員會之資格條件、組成、選任、解任、職權行使及其他應遵行事項,應遵循中華民國證券法令適用於本公司的規定。

68 股東保護機制

如本公司有意進行下列任一交易:

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

而導致本公司終止上市櫃,且於下列公司的股份非於中華民國上市櫃者: (i)上述(a)情況下的存續公司、(ii)上述(b)情況下的受讓公司、(iii)上述(c)情況下其股份作為交換本公司股份或其以現金或其他財產交換本公司股份之公司,及(iv)上述(d)情況下的既存或新設之公司,除法律另有規定外,該等交易應經本公司已發行股份總數三分之二以上股東之同意行之。

69 社會責任

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

附錄(四) 取得或處分資產處理程序(修訂前)

Applied BioCode Corporation 取得或處分資產處理程序 Procedures for Acquisition or Disposal of Assets

	Effective Date	06/13/2022
	Revision No.	6.0
	lders Meeting	
	Approval Date	06/13/2022

第一條 目的 Purpose

Article 1 確保公司各項資產之取得與處分皆經過適當評估與核准,落實資訊公開,並符合相關法令之規定。

To ensure the all acquisition and disposal of assets are evaluated and approved properly and all relevant information are disclosed publicly in accordance with the relevant Laws and Regulations.

第二條 法令依據 Applicable Laws and Regulations

Article 2 本作業程序係依台灣證券交易法第三十六條之一及「公開發行公司取得或處分資產 處理準則」有關規定訂定。本程序如有未盡事宜,悉依相關法令規定辦理之。

These procedures are promulgated pursuant to Article 36-1 of the Taiwan Securities and Exchange Act and Regulations governing acquisition and disposal of assets. Any other matters not set forth in the Procedures shall be dealt with in accordance with the applicable laws, rules, and regulations.

第三條 資產範圍 Scope of Assets

Article 3 本程序所稱之「資產」,係指:

- (1) 股票、公債、公司債、金融債券、表彰基金之有價證券、存託憑證、(售)權 證、受益證券及資產基礎證券等投資。
- (2) 不動產(含土地、房屋及建築、投資性不動產、營建業之存貨)及設備。
- (3) 會員證。
- (4) 專利權、著作權、商標權、特許權等無形資產。
- (5) 土地使用權。
- (6) 金融機構之債權(含應收款項、買匯貼現及放款、催收款項)。
- (7) 衍生性商品。
- (8) 依法律合併、分割、收購或股份受讓而取得或處分之資產。
- (9) 其他重要資產。

The term "assets" as used in these Regulations includes the following:

- (1) Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
- (2) Real property (including land, houses and buildings, investment property, and construction enterprise inventory) and equipment.
- (3) Memberships.
- (4) Patents, copyrights, trademarks, franchise rights, and other intangible assets.
- (5) Rights to use land.

- (6) Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
- (7) Derivatives.
- (8) Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
- (9) Other major assets.

第四條 定義 Definition

- Article 4
- 本程序所稱「事實發生日」,原則上以交易簽約日、付款日、委託成交日、過戶日、董事會決議日或其他足資確定交易對象及交易金額之日為準(以孰前者為準)。但屬需經台灣主管機關核准之投資者,以上開日期或接獲台灣主管機關核准之日孰前者為準。
- 2. 本程序所稱「專業估價者」,係指不動產估價師或其他依法律得從事不動產、 設備估價業務者。
- 3. 本程序所稱之「子公司」及「關係人」,係指依證券發行人財務報告編製準則 規定認定。
- 4. 本程序所稱之「依法律合併、分割、收購或股份受讓而取得或處分之資產」,係指依台灣企業併購法、台灣金融控股公司法、台灣金融機構合併法或其他台灣法律進行合併、分割或收購而取得或處分之資產,或依台灣公司法第一百五十六條之三規定發行新股受讓他公司股份(以下稱「股份受讓」)者。
- 5. 本程序所稱之「衍生性商品」,指其價值由特定利率、金融工具價格、商品價格、匯率、價格或費率指數、信用評等或信用指數、或其他變數所衍生之遠期契約、選擇權契約、期貨契約、槓桿保證金契約、交換契約,上述契約之組合,或嵌入衍生性商品之組合式契約或結構型商品等。所稱之遠期契約,不含保險契約、履約契約、售後服務契約、長期租賃契約及長期進(銷)貨合約。
- 6. 本程序所稱之「一年內」係以本次交易事實發生之日為基準,往前追溯推算一年,已依本準則規定公告部分免再計入。
- 大陸地區投資:指依台灣經濟部投資審議委員會在大陸地區從事投資或技術合作許可辦法規定從事之大陸投資。
- 8. 以投資為專業者:指依法律規定設立,並受當地金融主管機關管理之金融控股公司、銀行、保險公司、票券金融公司、信託業、經營自營或承銷業務之證券商、經營自營業務之期貨商、證券投資信託事業、證券投資顧問事業及基金管理公司。
- 1. "Date of the Event" used herein should mean, in principle, the contracting day, the payment day, the transaction day, the title transferring day, the day of a board resolution or other date when the transaction party and the transaction amount can be ascertained (whichever is earlier); for investments required to be approved by Taiwan authority, the Date of the Event will be any of the above-mentioned dates or the date on which the approval letter of Taiwan authority is received, whichever is earlier.
- "Professional Appraiser" used herein should mean any appraisers/appraisal institutions
 specialized in real estate or other lawful appraisers/appraisal institutions of real estate
 and equipment.
- "Subsidiaries" and "Related Party" used herein should mean the subsidiaries and related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
- 4. "Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law" used herein refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Taiwan Business Mergers and

- Acquisitions Act, Taiwan Financial Holding Company Act, Taiwan Financial Institution Merger Act and other Taiwan acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor ("transfer of shares") under Article 156-3 of the Taiwan Company Act.
- 5. "Derivatives" used herein refers to forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, indexes of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) agreements.
- 6. "Within the preceding year" used herein refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with the Procedures need not be counted toward the transaction amount.
- 7. Mainland China area investment: Refers to investments in the mainland China area approved by Taiwan's Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area. Investment professional: Refers to financial holding companies, banks, insurance companies, bill finance companies, trust enterprises, securities firms operating proprietary trading or underwriting business, futures commission merchants operating proprietary trading business, securities investment trust enterprises, securities investment consulting enterprises, and fund management companies, that are lawfully incorporated and are regulated by the competent financial authorities of the jurisdiction where they are located.
- 第五條 本公司及子公司投資非供營業用不動產及其使用權資產或有價證券之限額The Article 5 limitation of acquisition of real estate and right-of-use assets thereof or securities by the Company and its Subsidiary.

5.1非供營業使用之不動產及其使用權資產real estate and right-of-use assets thereof for non-operating purpose

本公司及子公司購買非供營業使用之不動產及其使用權資產,應提報董事會核准後 辦理,其總額不得高於本公司股東權益之百分之二十。

The acquisition of real estate and right-of-use assets thereof by the Company and its Subsidiaries for non-operating purpose should be reviewed and implemented after approval by the Board. The total amount of acquisition of all real estate by the Company and its Subsidiaries should not exceed 20% of the Company's shareholders' equity.

- 5.2 有價證券投資Security investments
- (1)本公司有價證券投資總額不得高於實收資本額之百分之三百;本公司之子公司其 有價證券投資總額不得高於本公司實收資本額之百分之四十。
 - The total amount of all security investments by the Company should not exceed 300% of the Company's paid-in capital. The total amount of all security investments by each Subsidiary of the Company should not exceed 40% of the Company's paid-in capital.
- (2)本公司投資個別有價證券之金額,除投資本公司直接及間持有表決權股份百分之子公司,其投資金額不得高於實收資本額之百分之二百,其餘投資個別有價證券之金額不得高於股東權益百分之十;本公司之各子公司其投資個別有價證券之金額不得高於本公司實收資本額之百分之二十。

The amount of investment by the Company in each respective security, limited to directly or indirectly 100% owned Subsidiary, should not exceed 200% of the

Company's paid-in-capital, and to any other security, should not exceed 10% of the Company's Shareholders' Equity. The amount of investment by each Subsidiary of the Company in each respective security should not exceed 20% of the Company's paid-in-capital.

第六條 本公司取得之估價報告或會計師、律師或證券承銷商之意見書,該專業估價者及其 Article 6 估價人員、會計師、律師或證券承銷商應符合下列規定:

- 1. 未曾因違反台灣證券交易法、公司法、銀行法、保險法、金融控股公司法、商業 會計法,或有詐欺、背信、侵占、偽造文書或因業務上犯罪行為,受一年以上有 期徒刑之宣告確定。但執行完畢、緩刑期滿或赦免後已滿三年者,不在此限。
- 2. 與交易當事人不得為關係人或有實質關係人之情形。
- 3. 本公司如應取得二家以上專業估價者之估價報告,不同專業估價者或估價人員不 得互為關係人或有實質關係人之情形。

前項人員於出具估價報告或意見書時,應依其所屬各同業公會之自律規範及下列事項辦理:

- 1. 承接案件前,應審慎評估自身專業能力、實務經驗及獨立性。
- 執行案件時,應妥善規劃及執行適當作業流程,以形成結論並據以出具報告或 意見書;並將所執行程序、蒐集資料及結論、詳實登載於案件工作底稿。
- 3. 對於所使用之資料來源、參數及資訊等,應逐項評估其適當性及合理性,以做 為出具估價報告或意見書之基礎。
- 4. 聲明事項,應包括相關人員具備專業性與獨立性、已評估所使用之資訊為適當 且合理及遵循相關法令等事項。

Any Professional Appraiser and its appraisal personnel, certified public accountants, lawyers, or securities underwriters whom the Company has acquired appraisal reports and opinions from, shall meet the following requirements:

- 1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.
- 2. May not be a related party or de facto related party of any party to the transaction.
- 3. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.

When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:

- 1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.
- 2. When examining a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.
- 3. They shall undertake an item-by-item evaluation of the comprehensiveness, accuracy, and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.
- 4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and

found that the information used is reasonable and accurate, and that they have complied with applicable laws and regulations.

第七條 取得或處分不動產、設備或其使用權資產及其他固定資產之處理程序 The procedures Article 7 for acquisition or disposal of real estate, equipment or right-of-use assets thereof and other fixed assets

7.1 評估及作業程序 Evaluation and handing process

7.1.1本公司取得或處分不動產、設備或其使用權資產,係由需求部門進行可行性評估及申請表單之填寫,經由部門權責主管覆核後,依本公司核准權限規定核准,方得為之。本公司取得或處分不動產、設備或其使用權資產,係由需求部門進行可行性評估及申請表單之填寫,經由部門權責主管覆核後,依本公司核准權限規定核准,方得為之。

The requestor department shall conduct evaluation process and complete the application form of acquisition or disposal of real estate, equipment or right-of-use assets thereof and other fixed assets for authorized personnel review. The acquisition or disposal of real estate and equipment only can be executed with proper approval in accordance with the company's authority and delegation system.

7.1.2本公司取得或處分不動產、設備或其使用權資產,除與台灣政府機關交易、自 地委建、租地委建,或取得、處分供營業使用之設備或其使用權資產外,交易金額 達本公司實收資本額百分之二十或新台幣三億元以上者,應於事實發生日前取得專 業估價者出具之估價報告,並應符合下列規定:

Except transactions with Taiwan government agency, contracting third parties to construct on land owned or rented by the Company, or acquisition of equipment or right-of-use assets thereof for operation purpose, for acquisition or disposal of real estate, equipment or right-of-use assets thereof by the Company whose amount reaches 20% of the Company's paid-in capital or NT\$300 million, an appraisal report issued by a Professional Appraiser shall be obtained prior to the Date of the Event and the following provisions should be complied with:

(1) 因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據 時,該項交易應先經董事會決議通過,未來交易條件變更者,亦應比照上 開程序辦理。

If for any special reason, restricted price, specific price, or special price must be used as a reference for the transaction price, the transaction should be approved by the Board in advance. The above procedures should also be followed in case the transaction terms are changed subsequently.

- (2) 交易金額達新台幣十億元以上者,應請二家以上之專業估價者估價。 If the transaction price is over NT\$1 billion, the Company should retain at least two Professional Appraisers to perform the appraisal
- (3) 專業估價者之估價結果有下列情形之一,除取得資產之估價結果均高於交易金額,或處分資產之估價結果均低於交易金額外,應洽請會計師依財團法人中華民國會計研究發展基金會(以下簡稱「會計研究發展基金會」)所發布之審計準則公報第二十號規定辦理,並對差異原因及交易價格之允當性表示具體意見:
 - (i) 估價結果與交易金額差距達交易金額之百分之二十以上。
 - (ii) 二家以上專業估價者之估價結果差距達交易金額百分之十以上。

Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal

results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation ("ARDF") and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:

- (i) The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.
- (ii) The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount.
- (4) 專業估價者出具報告日期與契約成立日期不得逾三個月。但如其適用同一期公告現值且未逾六個月者,得由原專業估價者出具意見書。

No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.

7.1.3本公司經法院拍賣程序取得或處分資產,得以法院所出具之證明文件替代估價報告或會計師意見。

The Company for acquisition or disposal of assets through auction procedures of courts, the appraisal report or certified public accountant's opinion can be replaced by documents issued by the courts.

7.2 交易條件及授權額度之決定程序 Transaction terms and approval process

7.2.1取得或處分不動產、設備或其使用權資產及其他固定資產,應以比價、議價或招標方式擇一為之。不動產並應參考公告現值、評定現值、鄰近不動產實際交易價格等議定。

Either price comparison, bargain process and tender process shall be performed for acquisition or disposal of real estate, equipment or right-of-use assets thereof. Publicly announced present value, assessed present value and actual sold price for the real estate in the neighborhood.

7.2.2不動產或其使用權資產之取得或處分金額超過新台幣五仟萬元,由執行單位評估並提報董事會核准後實施,惟董事會得授權董事長處理,事後再提報董事會追認。

The acquisition or disposal of real estate or right-of-use assets thereof with amount over NT\$50 million should be reviewed and appraised by the unit responsible therefor and implemented after approval by the Board, while the Board can authorize the Chairperson to handle the matter and report to the Board for recognition on an after-the-event basis.

7.2.3設備或其使用權資產及其他固定資產之取得,由執行單位依本公司內部相關規定辦理,當單一案件超過新臺幣三仟萬元,應提報董事會核准後辦理。惟董事會得授權董事長處理,事後再提報董事會追認。其他固定資產之處分,由執行單位逕依本公司內部相關規定辦理。

The acquisition of equipment, right-of-use assets thereof or other fixed assets should be handled by the unit responsible therefor in accordance with relevant internal rules of the Company. Prior Board approval is required for acquisition amount exceeding NT\$30 million per item. Nevertheless, the Board can authorize the Chairperson to handle the matter and report to the Board for recognition on an after-the-event basis. The disposal of other fixed assets should be directly handled by the unit responsible therefor in accordance with relevant internal rules of the Company.

第八條 Article 8 取得或處分有價證券之處理程序 The procedures for acquisition or disposal of securities 8.1本公司取得或處分有價證券,應於事實發生日前取具標的公司最近期經會計師查核簽證或核閱之財務報表作為評估交易價格之參考,另交易金額達本公司實收資本額百分之二十或新台幣三億元以上者,應於事實發生日前洽請會計師就交易價格之合理性表示意見,會計師若需採用專家報告者,應依會計研究發展基金會所發布之審計準則公報第二十號規定辦理。但該有價證券具活絡市場之公開報價或台灣金融監督管理委員會另有規定者不在此限。

The Company acquiring or disposing of securities shall, prior to the Date of the Event, obtain the latest financial statements of the object company audited or reviewed by certified public accountant for the assessment and reference of transaction price. Should the transaction price reach 20% of the Company's paid-in capital or NT\$300 million, opinions in respect of a rational transaction price have to be sought from a certified public accountant prior to the Date of the Event. If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF. These requirements are not applicable if such securities have a public price from an active market or where otherwise provided by regulations of the Taiwan Financial Supervisory Commission.

8.2 有價證券之取得或處分,由執行單位評估後,於第五條所定之額度內進行交易,超過額度之交易應提報董事會核准後實施,惟董事會得授權董事長處理,事後再提報董事會追認。

The acquisition or disposal of security investment should be reviewed and appraised by the unit responsible therefor and implemented within the limits of amount set forth in Subparagraph 8, or after approval by the Board of Directors (the "Board") while the investment exceeds the limits. Nevertheless, the Board can authorize the Chairperson to handle the matter and report to the Board for recognition on an after-the-event basis.

第九條 Article 9 取得或處分無形資產或其使用權資產或會員證之處理程序The procedures for acquisition or disposal of intangible assets, right-of-use assets thereof or membership 9.1本公司取得或處分無形資產或其使用權資產或會員證,交易金額達本公司實收資本額百分之二十或新台幣三億元以上者,除與台灣政府機關交易外,應於事實發生日前治請會計師就交易價格之合理性表示意見。

Except for transactions with Taiwan government agency, if the Company's acquisition or disposal of intangible assets, right-of-use assets thereof or membership reaches 20% of the Company's paid-in capital or NT\$300 million, opinions in respect of a rational transaction price shall be sought from certified public accountant prior to the Date of the Event. Certified public accountant shall handle the matter in accordance with the provision of Auditing Standard No. 20 published by the ARDF.

9.2專利權、著作權、商標權、特許權等無形資產或其使用權資產或其會員證之取得 或處分,由執行單位依本公司內部相關規定辦理,當單一案件超過新臺幣一仟萬 元,應提報董事會核准後辦理。惟董事會得授權董事長處理,事後再提報董事會追 認。

The acquisition or disposal of patent, copyright, trademark, charter right, any intangible assets, right-of-use assets thereof or membership, should be handled by the unit responsible therefore in accordance with relevant internal rules of the Company. Prior Board approval is required for acquisition or disposal amount exceeding NT\$10 million per item. Nevertheless, the Board can authorize the Chairperson to handle the matter and report to the Board for recognition on an after-the-event basis.

9.3第七條、第八條及第九條交易金額之計算,應依第十三條第一項第五款規定辦理,且所稱一年內係以本次交易事實發生之日為基準,往前追溯推算一年,已依本程序規定取得專業估價者出具之估價報告或會計師意見部分免再計入。

The calculation of the transaction amounts referred to in Article 7, Article 8 and Article 9 shall be done in accordance with Sub-paragraph 5, Paragraph 1, Article 13, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.

第十條

關係人取得或處分資產之處理程序 The procedures for acquisition or disposal of assets by related party

Article 10

10.1 本公司與關係人取得或處分資產,除應依第七條、第八條及第九條處理程序外,亦應依以下規定辦理相關決議程序及評估交易條件合理性等事項外,交易金額達本公司總資產百分之十以上者,亦應依第七條、第八條及第九條規定取得專業估價者出具之估價報告或會計師意見。判斷交易對象是否為關係人時,除注意其法律形式外,並應考慮實質關係。

When the Company engages in any acquisition or disposal of assets from or to a Related Party, in addition to adhere to procedures regulated in Article 7, Article 8 and Articles 9, the Company shall follow the relevant procedures described below to ensure that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised properly. When the transaction amount reaches 10% or more of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with Article 7, Article 8 and Articles 9. When judging whether a trading counterparty is a Related Party, in addition to legal formalities, the substance of the relationship shall also be considered.

10.2 評估及作業程序 Evaluation and handling process

10.2.1本公司向關係人取得或處分不動產或其使用權資產,或與關係人取得或處分不動產或其使用權資產以外之其他資產且交易金額達本公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者,除買賣台灣公債、附買回、賣回條件之債券、申購或買回台灣境內證券投資信託事業發行之貨幣市場基金外,應將下列資料,提交審計委員會通過及董事會承認後,始得簽訂交易契約及支付款項:

- 1. 取得或處分資產之目的、必要性及預計效益。
- 2. 選定關係人為交易對象之原因。
- 向關係人取得不動產或其使用權資產,依第十條之三及第十條之四規定評估預定交易條件合理性之相關資料。
- 4. 關係人原取得日期及價格、交易對象及其與公司和關係人之關係等事項。
- 預計訂約月份開始之未來一年各月份現金收支預測表,並評估交易之必要性及 資金運用之合理性。
- 6. 依第一項規定取得之專業估價者出具之估價報告,或會計師意見。
- 7. 本次交易之限制條件及其他重要約定事項。

When the Company acquires or disposes of real estate or right-of-use assets thereof from a Related Party or when it intends to acquire or dispose of assets other than real estate or right-of-use assets thereof from or to a Related Party and the transaction amount reaches 20% or more of the Company's paid-in capital, 10% or more of the Company's total assets, or NT\$300 million or more, except for trading Taiwan government bonds or bonds under repurchase/resale agreements and purchasing or repurchasing domestic money market funds issued by securities investment trust enterprise in Taiwan, the Company may not proceed to

enter into a transaction contract or make a payment until the following matters have been approved by the Audit Committee and recognized by the Board:

- 1. The purpose, necessity and anticipated benefit of the property acquisition or disposal.
- 2. The reason for choosing the Related Party as a trading counterparty.
- 3. With respect to the acquisition of real estate or right-of-use assets thereof from a Related Party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Articles 10-3 and 10-4.
- 4. The date and price at which the Related Party originally acquired the real estate, the original trading counterparty, and that trading counterparty's relationship to the Company and the Related Party.
- 5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.
- 6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding paragraph.
- 7. Restrictive covenants and other important stipulations associated with the transaction. 10.2.2前項交易金額之計算,應依第十三條第一項第五款規定辦理,且所稱一年內條以本次交易事實發生之日為基準,往前追溯推算一年,已依本準則規定提交審計委員會通過及董事會承認部分免再計入。

The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Subparagraph 5, Paragraph 1, Article 13 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Audit Committee and recognized by the Board need not be counted toward the transaction amount.

10.2.3本公司與其母公司、子公司,或其直接或間接持有百分之百已發行股份或資本總額之子公司彼此間從事取得或處分供營業使用之設備或其使用權資產、及不動產使用權資產,董事會得依第七條二項第三段授權董事長在一定額度內先行決行,事後再提報最近期之董事會追認。依第一項規定提報董事會討論時,應充分考量各獨立董事之意見,獨立董事如有反對意見或保留意見,應於董事會議事錄載明。

With respect to the acquisition or disposal of business-use equipment or right-of-use assets thereof, or real property right-of-use assets between a public company and its parent, subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's Board may pursuant to Article 7.2.3 delegate the Board Chairperson to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next Board meeting. When an acquisition of real estate from a Related Party is submitted for discussion by the Board pursuant to the first paragraph, the Board shall take into full consideration each Independent Director's opinions. If an Independent Director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board meeting.

10.3 交易成本合理性評估 Evaluation process of reasonableness of transaction costs 本公司向關係人取得不動產或其使用權資產,應按下列方法評估交易成本之合理性:

- 按關係人交易價格加計必要資金利息及買方依台灣法應負擔之成本。所稱必要 資金利息成本,以公司購入資產年度所借款項之加權平均利率為準設算之,惟 其不得高於相關主管機關公布之非金融業最高借款利率。
- 關係人如曾以該標的物向金融機構設定抵押借款者,金融機構對該標的物之貸 放評估總值,惟金融機構對該標的物之實際貸放累計值應達貸放評估總值之七

成以上及貸放期間已逾一年以上。但金融機構與交易之一方互為關係人者,不適用之。

- 3. 合併購買或租賃同一標的之土地及房屋者,得就土地及房屋分別按前二款所列任一方法評估交易成本。
- 本公司向關係人取得不動產或其使用權資產,除依前三款規定評估不動產或其 使用權資產成本,並應洽請會計師複核及表示具體意見。
- 5. 本公司向關係人取得不動產或其使用權資產,有下列情形之一者,應依第十條 之一及第十條之二規定辦理,不適用前四款之規定:
 - (1) 關係人係因繼承或贈與而取得不動產或其使用權資產。
 - (2) 關係人訂約取得不動產或其使用權資產時間距本交易訂約日已逾五年。
 - (3) 與關係人簽訂合建契約,或自地委建、租地委建等委請關係人興建不動產 而取得不動產。
 - (4) 本公司與其母公司、子公司,或其直接或間接持有百分之百已發行股份或 資本總額之子公司彼此間,取得供營業使用之不動產使用權資產。

The Company, when acquiring real estate or right-of-use assets thereof from a Related Party shall, evaluate the reasonableness of the transaction costs by the following means:

- Based upon the Related Party's transaction price plus necessary interest on funding and
 the costs to be duly borne by the buyer under Taiwan law. "Necessary interest on
 funding" is imputed as the weighted average interest rate on borrowing in the year the
 Company purchases the property; provided, it may not be higher than the maximum
 non-financial industry lending rate announced by the Ministry of Finance.
- 2. Total loan value appraisal from a financial institution where the Related Party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70% or more of the financial institution's appraised loan value of the property and the period of the loan shall have been one year or more. However, this shall not apply where the financial institution is a Related Party of one of the trading counterparties.
- 3. Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.
- 4. The Company that acquires real estate or right-of-use assets thereof from a Related Party and appraises the cost of the real estate or right-of-use assets thereof in accordance with the provisions of paragraph 1 and paragraph 2 shall also engage a CPA to check the appraisal and render a specific opinion.
- 5. Where the Company acquires real estate or right-of-use assets thereof from a Related Party and one of the following circumstances exists, the acquisition shall be conducted in accordance with the provisions of paragraph 1 and 2 of Article 10 and the provisions of the preceding four paragraphs do not apply:
 - (1) The Related Party acquired the real estate or right-of-use assets thereof through inheritance or as a gift.
 - (2) More than five years will have elapsed from the time the Related Party signed the contract to obtain the real estate or right-of-use assets thereof to the signing date for the current transaction.
 - (3) The real estate is acquired through signing of a joint development contract with the Related Party or through contract development, where the Related Party as the developer, on the land of the Company or a third-party landowner.

(4) The real property right-of-use assets for business use are acquired by the public company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital.

10.4本公司依前條第一款至第三款規定評估結果皆較交易價格為低時,應依第十條 之五之規定辦理。但如因下列情形,並提出客觀證據及取具不動產專業估價者與會 計師之具體合理性意見者,不在此限:

- 1. 關係人係取得素地或租地再行興建者,得舉證符合下列條件之一者:
 - (1)素地依前條規定之方法評估,房屋則按關係人之營建成本加計合理營建利潤,其合計數逾實際交易價格者。所稱合理營建利潤,應以最近三年度關係人營建部門之平均營業毛利率或財政部公布之最近期建設業毛利率孰低者為準。
 - (2)同一標的房地之其他樓層或鄰近地區一年內之其他非關係人交易成交案例,其面積相近,且交易條件經按不動產買賣或租賃慣例應有之合理樓層或地區價差評估後條件相當者。
- 2. 本公司舉證向關係人購入之不動產或租賃取得不動產使用權資產,其交易條件 與鄰近地區一年內之其他非關係人交易案例相當且面積相近者。

前項所稱鄰近地區成交案例,以同一或相鄰街廓且距離交易標的物方圓未逾五百公 尺或其公告現值相近者為原則;所稱面積相近,則以其他非關係人成交案例之面積 不低於交易標的物面積百分之五十為原則;所稱一年內係以本次取得不動產事實發 生之日為基準,往前追溯推算一年。

When the results of the Company's appraisal conducted in accordance with the provisions of paragraph 1 and paragraph 2 of the preceding Article are uniformly lower than the transaction price, the matter shall be handled in compliance with the provisions of Article 10.5. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real estate appraiser and a CPA have been obtained, this restriction shall not apply:

- 1. Where the Related Party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:
 - (1) Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the Related Party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the Related Party's construction division over the most recent three years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.
 - (2) Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.
- Where the Company acquiring real estate, or obtaining real property right-of-use assets through leasing, from a Related Party provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.

Completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transaction involving similarly sized parcels in principle refers to transactions

completed by unrelated parties for parcels with a land area of no less than 50% of the property in the planned transaction, within one year refers to one year from the actual date of acquisition of the real estate or right-of-use assets thereof.

10.5本公司向關係人取得不動產或其使用權資產,如經按第十條之三與之四規定評估結果皆較交易價格為低者,應辦理下列事項:

- 應就不動產或其使用權資產交易價格與評估成本間之差額,依相關法令規定提列特別盈餘公積,不得予以分派或轉增資配股。對本公司之投資採權益法評價之投資者如為公開發行公司,亦應就該提列數額按持股比例依相關法令規定提列特別盈餘公積。
- 2. 審計委員會應依台灣證券交易法第14條之4規定辦理。
- 3. 應將處理情形提報股東會,並將交易詳細內容揭露於年報及公開說明書。

本公司經依前項規定提列特別盈餘公積者,應俟高價購入或承租之資產已認列跌價 損失或處分或終止租約或為適當補償或恢復原狀,或有其他證據確定無不合理者, 並經台灣主管機關同意後,始得動用該特別盈餘公積。

本公司向關係人取得不動產或其使用權資產,若有其他證據顯示交易有不合營業常 規之情事者,亦應依前二項規定辦理。

Where the Company acquires real estate or right-of-use assets thereof from a Related Party and the results of appraisals conducted in accordance with the provisions of Article 10.3 and Article 10.4 are uniformly lower than the transaction price, the following steps shall be taken:

- 1. A special reserve shall be set aside in accordance with the applicable laws, rules, and regulations against the difference between the real estate or right-of-use assets thereof transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where a public company uses the equity method to account for its investment in the Company, then the special reserve shall be set aside pro rata in a proportion in accordance with the applicable laws, rules, and regulations.
- 2. The Audit Committee shall comply with the provisions of Article 14-4 of the Taiwan Securities and Exchange Act.
- 3. Actions taken pursuant to subparagraph 1 shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.

The Company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium, or they have been disposed of, or the leasing contract has been terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and got the Taiwan authority's consent.

When the Company obtains real estate or right-of-use assets thereof from a Related Party, it shall also comply with the provisions of the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arm's length transaction.

第十一條

合併、分割、收購或股份受讓之處理程序The procedures for conducting merger, demerger, acquisition, or transfer of shares

Article 11 1

11.1 評估及作業程序 Evaluation and handling process

(1) 本公司辦理合併、分割、收購或股份受讓,應於召開董事會決議前,委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性表示意見,提報董事會討論通過。但公開發行公司合併其直接或間接持有百分之百已發行股份或資本總額之子公司間之合併,得免取得前開專家出具之合理性意見。

The Company that conducts a merger, demerger, acquisition, or transfer of shares, prior to convening the Board to resolve on the matter, shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the Board for deliberation and adoption. When the Company conducts a merger of direct or indirect wholly owned subsidiaries, or the merger is conducted among the Company's direct or indirect wholly owned subsidiaries, the professional opinion mentioned above can be waived.

(2) 參與合併、分割或收購時,本公司應將合併、分割或收購重要約定內容及相關事項,於股東會開會前製作致股東之公開文件,併同本條第一項第一款之專家意見及股東會之開會通知一併交付股東,以作為是否同意該合併、分割或收購案之參考。但依其他台灣法律規定得免召開股東會決議合併、分割或收購事項者,不在此限。

If the Company participates in a merger, demerger, acquisition, or transfer of shares, the Company shall prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition prior to the shareholders meeting and include it along with the expert opinion referred to Article 11.1(1) when sending shareholders notification of the shareholders meeting for reference in deciding whether to approve the merger, demerger, or acquisition. Provided, where a provision of another Taiwan act exempts the Company from convening a shareholders' meeting to approve the merger, demerger, or acquisition, this restriction shall not apply.

參與合併、分割或收購之公司,任一方之股東會,因出席人數、表決權不足或其他 台灣法律限制,致無法召開、決議,或議案遭股東會否決,參與合併、分割或收購 之公司應立即對外公開說明發生原因、後續處理作業及預計召開股東會之日期。

Where the shareholders meeting of any one of the Companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction under Taiwan law, or the proposal is rejected by the shareholders meeting, the Company participating in the merger, demerger or acquisition shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders meeting.

11.2 其他注意事項及作業程序 Other considerations and procedures

11.2.1 董事會日期 The Board of Directors meeting date

(1) 參與合併、分割或收購時本公司除其他台灣法律另有規定或有特殊因素事先報經 台灣主管機關同意者外,應於同一天召開董事會及股東會,決議合併、分割或收購 相關事項。

The Company, when participating in a merger, demerger, or acquisition, shall convene a Board meeting and shareholders meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another Taiwan act provides otherwise or the Taiwan authority is notified in advance of extraordinary circumstances and grants consent.

(2) 參與股份受讓時本公司除其他台灣法律另有規定或有特殊因素事先報經台灣主管機關同意者外,應於同一天召開董事會。

The Company, when participating in a transfer of shares, shall call a Board meeting on the day of the transaction, unless another Taiwan act provides otherwise or the Taiwan authority is notified in advance of extraordinary circumstances and grants consent.

11.2.2 事前保密承諾 Advanced confidentiality undertaking

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

Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares. 11.2.3 換股比例或收購價格之變更原則 Principle of altering share exchange ratio or acquisition price

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

- 辦理現金增資、發行轉換公司債、無償配股、發行附認股權公司債、附認股權 特別股、認股權憑證及其他具有股權性質之有價證券。
- 2. 處分公司重大資產等影響公司財務業務之行為。
- 3. 發生重大災害、技術重大變革等影響公司股東權益或證券價格情事。
- 4. 參與合併、分割、收購或股份受讓之公司任一方依台灣法買回庫藏股之調整。
- 5. 參與合併、分割、收購或股份受讓之主體或家數發生增減變動。
- 6. 已於契約中訂定得變更之其他條件,並已對外公開揭露者。

The Company participating in a merger, demerger, acquisition, or transfer of shares may not arbitrarily alter the share exchange ratio or acquisition price unless under the below-listed circumstances, and shall stipulate the circumstances permitting alteration in the contract for the merger, demerger, acquisition, or transfer of shares:

- Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity based securities.
- 2. An action, such as a disposal of major assets that affects the Company's financial operations.
- 3. An event, such as a major disaster or major change in technology that affects shareholder equity or share price.
- 4. An adjustment where the Company participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock in accordance with Taiwan law.
- 5. An increase or decrease in the number of entities or the Company participating in the merger, demerger, acquisition, or transfer of shares.

Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.

11.2.4契約應載事項 Matters required to be recorded in the contract

本公司參與合併、分割、收購或股份受讓,契約應載明參與合併、分割、收購或股份受讓公司之權利義務,並應載明下列事項:

- 1. 違約之處理。
- 因合併而消滅或被分割之公司前已發行具有股權性質有價證券或已買回之庫藏股之處理原則。
- 3. 參與公司於計算換股比例基準日後,得依台灣法買回庫藏股之數量及其處理原則。
- 4. 參與主體或家數發生增減變動之處理方式。
- 5. 預計計畫執行進度、預計完成日程。

計畫逾期未完成時,依相關法令應召開股東會之預定召開日期等相關處理程序。

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

1. Handling of breach of contract.

- Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
- 3. The amount of treasury stock participating companies are permitted under Taiwan law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
- 4. The manner of handling changes in the number of participating entities or companies.
- 5. Preliminary progress schedule for plan execution, and anticipated completion date.

Scheduled date for convening the legally mandated shareholders meeting under applicable laws, rules, and regulations if the plan exceeds the deadline without completion, and relevant procedures.

11.2.5 参與合併、分割、收購或股份受讓之公司家數異動 Change in number of companies participating in the merger, demerger, acquisition, or share transfer

參與合併、分割、收購或股份受讓之公司任何一方於資訊對外公開後,如擬再與其 他公司進行合併、分割、收購或股份受讓,除參與家數減少,且股東會已決議並授 權董事會得變更權限者,參與公司得免召開股東會重行決議外,原合併、分割、收 購或股份受讓案中,已進行完成之程序或法律行為,應由所有參與公司重行為之。

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

11.2.6 參與合併、分割、收購或股份受讓之公司有非屬公開發行公司者,本公司應與其簽訂協議,並依第十一條之二第一項、第二項、第五項、第七項及之其他相關規定辦理。

Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the Company shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of Article 11.2.1, Article 11.2.2, Article 11.2.5, Article 11.2.7 and relevant regulations.

11.2.7 參與合併、分割、收購或股份受讓時本公司應將下列資料作成完整 書面紀錄,並保存五年,備供查核:

- 1. 人員基本資料:包括消息公開前所有參與合併、分割、收購或股份受讓計畫或 計畫執行之人,其職稱、姓名、身分證字號(如為外國人則為護照號碼)。
- 重要事項日期:包括簽訂意向書或備忘錄、委託財務或法律顧問、簽訂契約及 董事會等日期。
- 3. 重要書件及議事錄:包括合併、分割、收購或股份受讓計畫,意向書或備忘錄、重要契約及董事會議事錄等書件。

參與合併、分割、收購或股份受讓時本公司應於董事會決議通過之即日起算二日 内,將前項第一款及第二款資料,依規定格式以網際網路資訊系統申報主管機關備 查。

參與合併、分割、收購或股份受讓之公司有非屬上市或股票在證券櫃檯買賣中心交 易之公司者,本公司應與其簽訂協議,並依第一項及第二項規定辦理。

The Company, when participating in a merger, demerger, or acquisition, shall convene a Board meeting and shareholders meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another Taiwan act provides

otherwise or the Taiwan authority is notified in advance of extraordinary circumstances and grants consent. The Company, when participating in a transfer of shares, shall call a Board meeting on the day of the transaction, unless another Taiwan act provides otherwise or the Taiwan authority is notified in advance of extraordinary circumstances and grants consent. When participating in a merger, demerger, acquisition, or transfer of another company's shares, the Company shall prepare a full written record of the following information and retain it for five years for reference:

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

When participating in a merger, demerger, acquisition, or transfer of another company's shares, the Company shall, within two days commencing immediately from the date of passage of a resolution by the Board, report (in the prescribed format and via the Internet-based information system) the information set out in subparagraphs 1 and 2 of the preceding paragraph to the authority for recordation.

Where another company(s) participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded on the Taipei Exchange (TPEx) market, the Company shall sign an agreement with such company whereby the latter is required to abide by the provisions of paragraphs 1 and 2.

第十二條

本公司從事衍生性商品交易,應適用本公司「投資工具管理辦法」之規定辦理。

The Company's financial derivatives transactions shall be in compliance with the Company's "Management of Investment Vehicles".

第十三條

Article 12

資訊公開揭露程序Public disclosure of information procedure

Article 13

13.1 應公告申報項目及條件Circumstances and conditions required to be announced or reported

本公司股份登錄興櫃或於台灣上市、櫃期間,本公司及子公司取得或處分資產,有 下列情形者,應按性質依相關法令規定格式,於事實發生之即日起算二日內依相關 規定辦理公告申報:

- 向關係人取得或處分不動產或其使用權資產,或與關係人為取得或處分不動產 或其使用權資產外之其他資產且交易金額達本公司實收資本額百分之二十、總 資產百分之十或新臺幣三億元以上。但買賣台灣公債、附買回、賣回條件之債 券、申購或買回台灣境內證券投資信託事業發行之貨幣市場基金,不在此限。
- 2. 進行合併、分割、收購或股份受讓。
- 從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。
- 4. 取得或處分供營業使用之設備或其使用權資產,且其交易對象非為關係人,交易金額並達下列規定之一:
 - (1) 實收資本額未達新臺幣一百億元,交易金額達新臺幣五億元以上。
 - (2) 實收資本額達新臺幣一百億元以上,交易金額達新臺幣十億元以上。

- 5. 以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產,且 其交易對象非為關係人,公司預計投入之交易金額達新臺幣五億元以上。
- 6. 除前五款以外之資產交易、金融機構處分債權或從事大陸地區投資,其交易金額達公司實收資本額百分之二十或新臺幣三億元以上。但下列情形不在此限:
 - (1) 買賣台灣公債。
 - (2) 買賣附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之 貨幣市場基金。

前項交易金額依下列方式計算之:

- 1. 每筆交易金額。
- 2. 一年內累積與同一相對人取或處分同一性質標的交易之金額。
- 一年內累積取或處分(取得、處分分別累積)同一開發計畫不動產或其使用權資產之金額。
- 4. 一年內累積取或處分(取得、處分分別累積)同一有價證券之金額。 前項所稱一年內係以本次交易事實發生之日為基準,往前追溯推算一年,已依本準 則規定公告部分免再計入。

As the Company's shares are traded on the emerging stock market or listed on the Taipei Exchange (TPEx) or the Taiwan Stock Exchange in Taiwan, if any of the following conditions relating to the Company and its Subsidiaries' acquisition or disposal of assets, the relevant information shall be announced and reported in the appropriate format as prescribed by regulations within two days commencing immediately from the Date of occurrence of the Event:

- 1. Acquisition of real estate or right-of-use assets thereof from or to a Related Party, or acquisition or disposal of assets other than real estate or right-of-use assets thereof from or to a Related Party where the transaction amount reaches 20% or more of paid-in capital, 10% or more of the Company's total assets, or NT\$300 million or more; provided, however, that this shall not apply to the trading of government bonds or bonds under repurchase and resale agreements and the purchase or repurchase domestic money market funds issued by securities investment trust enterprise in Taiwan;
- 2. Merger, demerger, acquisitions or transfer of shares;
- 3. The loss of trading derivatives reaches the limit for all or individual contract set forth in the Procedures for Financial Derivatives Transactions;
- 4. Where the type of asset acquired or disposed is equipment or right-of-use assets thereof for business use, the trading counterparty is not a Related Party, and the transaction amount reach the following threshold:
 - (1) The amount of paid-in capital is less than NTD 100 billion and the transaction amount exceeds NTD 5 billion.
 - (2) The amount of paid-in capital is NTD 100 billion or more and the transaction amount exceeds NTD 10 billion.
- 5. Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction is less than NT\$500 million.
- 6. Where there is an asset transaction (other than any such transactions referred to in the preceding three subparagraphs), a disposal of receivables to a financial institution, or an investment in mainland China area that reaches 20% or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:
 - (1) Trading of Taiwan government bonds.

(2) Trading of bonds under repurchase/resale agreements and the purchase or repurchase domestic money market funds issued by securities investment trust enterprise in Taiwan.

The amount of transactions above shall be calculated as follows:

- 1. The amount of any individual transaction.
- 2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within the preceding year.
- 3. The cumulative transaction amount of real estate or right-of-use assets thereof acquisitions and disposals (cumulative acquisitions and disposals, respectively) within the same development project within the preceding year.
- 4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. "Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount.
- 13.2 公告申報程序 Announcement and report procedures
- 13.2.1本程序所稱之公告申報,係指輸入台灣金融監督管理委員會指定之資訊申報網站。

The term "Announcement and Report" as used in the Procedures means the process of entering data to the information reporting website designated by the Financial Supervisory Commission of Taiwan.

13.2.2本公司應按月將本公司及其非屬國內公開發行公司之子公司截至上月底止從事衍生性商品 交易之情形依規定格式,於每月十日前輸入金管會指定之資訊申報網站。

A public company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by itself and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.

13.2.3本公司依規定應公告項目如於公告時有錯誤或缺漏而應予補正時,應於知悉 之即日起算二日內將全部項目重行公告申報。

All items should be published again within two days commencing immediately from the date to be informed if any item required to be disclosed is missing during the original publication.

13.2.4本公司依規定公告申報交易之後,有下列情形之一者,應於事實發生之即日 起算二日內將相關資訊依相關規定辦理公告申報:

- 1. 原交易簽訂之相關契約有變更、終止或解除情事。
- 2. 合併、分割、收購或股份受讓未依契約預定日程完成。
- 3. 原公告申報內容有變更。

Should any of the following conditions occur after the filing and public announcement of transactions, the Company needs to make a "Announcement and Report" accordingly within two days commencing immediately from the Date of occurrence of the Event.

- 1. Amendment, termination or cancellation of the original agreement;
- 2. Merger, spin-off, acquisition or share transfer not completed as scheduled in the agreement.
- 3. Change to the originally publicly announced and reported information.
- 13.3文件保管 Documentation Retention

本公司取得或處分資產,應將相關契約、議事錄、備查簿、估價報告、會計師、律師或證券承銷商之意見書備置於本公司,除其他台灣法律另有規定者外,至少保存

五年。

The contracts, meeting minutes, log books, appraisal reports, and opinions of certified public accounts, lawyers or securities underwriters in connection with the Company's acquisition or disposal of assets shall, except as otherwise specified by relevant Taiwan laws, be kept in the Company for at least five years.

第十四條

對子公司資產取得及處分之控管程序 Procedures for managing acquisition or disposal of assets by subsidiaries

Article 14

- 本公司之子公司如非屬台灣國內公開發行公司,其取得或處分資產達本程序第十三條所訂應公告申報標準者,本公司亦應為其公告申報。其應公告申報標準有關達實收資本額或總資產之規定,以本公司之實收資本額或總資產為準。本程序中有關達總資產之規定,以證券發行人財務報告編製準則規定之最近期個體或個別財務報告中之總資產金額計算。
- 2. 本公司之子公司取得或處分資產,應定期提供相關資料與本公司查核。
- 3. 本公司應督促子公司依本程序訂定並執行取得或處分資產處理程序。
- 4. 子公司取得或處分資產交易,應依處理準則及其所訂取得或處分資產處理程序 規定辦理,並應將辦理相關事宜列入年度內部控制自行檢查項目。本公司稽核 部門應覆核各子公司所陳報之自行檢查報告。
- 1. If the acquisition or disposal of assets by the Company's Subsidiary reaches the reporting standard specified in Article 13 hereof and such Subsidiary is not a domestic public company in Taiwan, the Company should publish and report for such Subsidiary. The paid-in capital or total assets of the Company shall be the standard for determining whether or not a Subsidiary is required to make a "Announcement and Report" with the authority in the event the type of transaction specified therein reaches paid-in capital or the total assets. "The total assets" in these Procedures shall be calculated by referring to the total assets of the stand-alone or individual financial statements for the most recent term prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
- 2. Information relating to any acquisition or disposal of assets by the Subsidiaries shall be provided regularly to the Company for inspection.
- 3. The Company shall procure it that its Subsidiaries adopt and implement the procedures for the acquisition or disposal of assets in compliance with the Procedures.

The acquisition or disposal of assets by the Company's Subsidiary shall be conducted in accordance with the procedures for management of assets established by subsidiary and perform self-assessment for relevant procedures. Internal audit unit shall review the self-assessment report provided by each subsidiary.

第十五條

重大取得及處分資產核准程序 Approval process for material assets acquisition and disposition

Article 15

15.1 重大之取得或處分資產交易,應提董事會決議。如本公司設置審計委員會,重 大之資產交易,應經審計委員會全體成員二分之一以上同意,並提董事會決議。如 未經審計委員會全體成員二分之一以上同意者,得由全體董事三分之二以上同意行 之,並應於董事會議事錄載明審計委員會之決議。

本公司或子公司有第一項交易,交易金額達公開發行公司總資產百分之十以上者, 本公司應將第一項所列各款資料提交股東會同意後,始得簽訂交易契約及支付款 項。

Material asset transactions shall be approved by the Board. If the Company establishes the Audit Committee, the material asset transactions shall be approved by more than half of all Audit Committee members first and then submitted to the Board for approval. If approval

of more than half of all Audit Committee members as required in the preceding paragraph is not obtained, such asset transaction could be approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the Minutes of the Board of Directors' Meeting.

15.2 本公司取得或處分資產依本程序或相關法令應經董事會通過者,如有董事表示 異議且有紀錄或書面聲明者,公司並應將董事異議資料送審計委員會。提報董事會 討論時,應充分考量各獨立董事之意見,獨立董事如有反對意見或保留意見,應於 董事會議事錄載明。

Where the Company's acquisition or disposal of assets requires the approval of the Board pursuant to the Procedures or the applicable laws, rules, and regulations, if a Director expresses dissent and this is contained in the minutes or a written statement, the Company shall submit the Director's dissenting opinion to the Audit Committee. When a transaction involving the acquisition or disposal of assets is submitted for discussion by the Board, the Board shall take into full consideration each Independent Director's opinions. If an Independent Director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board meeting.

第十六條

相關人員違反本作業程序罰則 Penalty for violation of the Procedures by personnel in charge

Article 16

本公司相關人員於辦理取得或處分資產相關事宜時,應遵循本程序之規定,使公司 免於遭受作業不當之損失。如有違反相關法令或本程序之情事,其懲戒悉依本公司 相關人事規章之規定辦理。

The Company's managers and persons-in-charge shall follow the Procedures in order to prevent the Company from incurring any losses. Should there be any violation of the applicable laws, rules, and regulations or the Procedures, subsequent castigation is subject to the related Personnel Articles of the Company.

第十七條

本程序以英文訂定。如本程序中、英版本不一致,應以英文版本為準。

Article 17

The Procedures are established in English. In case of any discrepancy between the English version and the Chinese version, the English version shall govern.

第十八條

實施與修訂Implementation and amendments

Article 18

本程序應經審計委員會全體成員二分之一以上同意,並提董事會決議;經董事會通 過後,提報股東會同意,公告施行,修正時亦同。如有董事表示異議且有紀錄或書 面聲明者,本公司應將其異議送審計委員會審查。。

提報董事會討論時應充分考量各獨立董事之意見,並將其反對或保留意見於董事會議事錄載明。本程序如未經審計委員會全體成員二分之一以上同意者,得由全體董事三分之二以上同意,並於董事會議事錄載明審計委員會之決議。本條所稱審計委員會全體成員及所稱全體董事,以實際在任者計算之。

The Procedures shall be approved by more than half of all Audit Committee Members and then be submitted to the Board of Directors meeting for resolution; after it is passed by the Board of Directors, it would be sent to the Shareholders' meeting for final approval. It would then be bulletined for enforcement. When the Procedures is amended, the same procedure shall be applied. If any director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the director's dissenting opinion to the Audit Committee for discussion.

The Board of Directors shall take into full consideration each Independent Director's opinions. If an Independent Director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting. If approval of more

than half of all Audit Committee members as required in the preceding paragraph is not obtained, the Procedures may be implemented if approved by more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the Minutes of the Board of Directors' Meeting.

The terms "all audit committee members" and "all directors" in this article shall be counted as the actual number of persons currently holding those positions.

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本辦法訂定於 2016 年 7 月 28 日。
修訂於 2016 年 9 月 29 日。
修訂於 2017 年 6 月 15 日。
修訂於 2018 年 6 月 01 日。
修訂於 2019 年 5 月 27 日。
修訂於 2021 年 7 月 05 日。
修訂於 2022 年 6 月 13 日。
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附錄(五)本公司全體董事及監察人持股情形

本公司實收資本額為新台幣 817,775,610 元,已發行股數 81,777,561 股。 至本次股東會停止過戶日(113年03月29日)股東名簿記載之個別及全體董事持有股數狀 況如下表所列:

職稱	姓名	持有股數	持股 比例
董事長	李家榮	0	0
董事	何重人	108, 750	0.13%
董事	任昭銘	0	0
董事 (法人董事代表人)	李歡容	0	0
董事(法人董事)	Maxwell Sensors	8, 307, 042	10. 16%
獨立董事	蔡文精	0	0
獨立董事	劉承愚	0	0
獨立董事	蕭乃彰	0	0
全體董事持	8, 415, 792	10. 29%	

註 1. 本公司無證券交易法第 26 條之適用。

註 2. 公司設置審計委員會,故無監察人持有股數之適用。