

股票代號：2726



Yummy Town (Cayman) Holdings Corporation

一〇五年股東常會

議事手冊

時間：中華民國一〇五年六月十五日上午九時
地點：台北市內湖區堤頂大道一段327號

目 錄

壹、開會程序.....	1
貳、開會議程.....	2
一、討論事項.....	3
二、報告事項.....	4
三、承認事項.....	5
四、選舉事項.....	7
五、討論事項.....	7
六、臨時動議.....	8
七、散會.....	8
參、附件.....	9
一、本公司104年度營業報告書.....	9
二、本公司104年度審計委員會查核報告書.....	12
三、會計師查核報告書、財務報表.....	13
四、本公司公司章程『修訂條文對照表』.....	20
五、本公司取得或處分資產處理程序『修訂條文對照表』.....	23
六、本公司企業社會責任實務守則『修訂條文對照表』.....	27
肆、附錄.....	30
一、公司章程（現行）.....	30
二、取得或處分資產處理程序（現行）.....	91
三、企業社會責任實務守則（現行）.....	101
四、董事選舉辦法.....	104
五、股東會議事規則.....	106
伍、本次股東會擬議之無償配股對本公司營業績效、每股盈餘及股東投資報酬率 之影響.....	109
陸、全體董事持股情形.....	110
柒、其他說明事項.....	110

壹、開會程序

一、宣布開會

二、主席致詞

三、討論事項

四、報告事項

五、承認事項

六、選舉事項

七、討論事項

八、臨時動議

九、散會

貳、開會議程

時間：105年6月15日上午9時正。

地點：台北市內湖區堤頂大道一段327號。

宣布出席股數：宣布開會。

主席致詞。

一、討論事項：

（一）修訂本公司「公司章程」部分條文案。(本案擬以特別決議通過)

（二）修訂本公司「取得或處分資產處理程序」部份條文案。

二、報告事項：

（一）本公司104年度營業報告。

（二）本公司104年度審計委員會查核報告。

（三）本公司修訂「企業社會責任實務守則」報告。

（四）本公司國內第一次有擔保轉換公司債發行情形報告。

三、承認事項：

（一）本公司104年度營業報告書及合併財務報表。

（二）本公司104年度盈餘分配案。

四、選舉事項：本公司董事補選一席案。

五、討論事項：

（三）擬解除本公司新任董事競業禁止限制案。

（四）盈餘轉增資發行新股案。

六、臨時動議。

七、散會。

一、討論事項：

第一案

董事會提

案 由：修訂本公司「公司章程」部分條文案，提請 公決。(本案擬以特別決議通過)

說 明：一、謹修訂本公司「公司章程」部份條文，修訂條文對照表，請參閱附件四

【p.20~ p.22】。

二、提請 公決。

決 議：

第二案

董事會提

案 由：修訂本公司「取得或處分資產處理程序」部分條文案，提請 公決。

說 明：一、謹修訂本公司「取得或處分資產處理程序」部份條文，修訂條文對照

表，請參閱附件五【p.23~ p.26】。

二、提請 公決。

決 議：

二、報告事項

(一)本公司104年度營業報告。

本公司104年度營業報告書，請參閱附件一【p.9~ p.11】。

(二) 本公司104年度審計委員會查核報告。

本公司104年度審計委員會查核報告書，請參閱附件二【p.12】。

(三) 本公司修訂「企業社會責任實務守則」報告。

本公司修訂「企業社會責任實務守則」報告，請參閱附件六【p.27~ p.29】。

(四) 本公司國內第一次有擔保轉換公司債發行情形報告。

一、本公司為償還銀行借款及展店資金需求，於104年度發行國內第一次有擔保轉換公司債。本轉換公司債發行總額為新台幣貳億元整，發行時轉換價格為新台幣50元；截至105年4月30日止轉換價格未異動。

二、截至105年4月30日止，公司債轉換普通股股數為10,000股。

三、尚未轉換之金額為新台幣199,500仟元。

三、承認事項

第一案

董事會提

案 由：本公司104年度營業報告書及合併財務報表，敬請 承認。

說 明：一、本公司104年度合併財務報表，業經本公司董事會決議通過，並經勤業眾信聯合會計師事務所余鴻賓會計師及洪國田會計師出具查核報告，連同營業報告書，送請本公司審計委員會查核完竣。

二、謹檢附前述營業報告書、會計師查核報告及合併財務報表，請參閱附件一【p.9~ p.11】及附件三【p.13~ p.19】。

三、敬請 承認。

決 議：

第二案

董事會提

案 由：本公司104年度盈餘分配案，敬請 承認。

說 明：一、檢附本公司104年度盈餘分配表如后。

二、以流通在外股數27,360,280 股計算，每股配發現金股利1.5元，股票股利1元。本次現金股利按分配比例計算至元為止，元以下捨去，分配未滿一元之畸零款合計數，列入本公司之其他收入。

三、本公司董事會已授權董事長於本次股東會後，另訂配息基準日及現金股利發放日。股票股利之除權基準日及配發等相關事宜，另提請股東會授權董事會訂定之。

四、本公司於除息基準日之流通在外總股數有所變動時，擬授權董事長依本次股東會決議之普通股擬分配盈餘總額，按配息基準日本公司實際流通在外股份之數量，調整分配比率。

五、敬請 承認。

決 議：

雅茗天地股份有限公司
民國104年度盈餘分配表

單位：新台幣元

項 目	金 額	備 註
期初累積未分配盈餘	\$ 35,490,490	
加：本期稅後純益	72,581,461	
可供分配盈餘	108,071,951	
減：提列法定盈餘公積(10%)	(7,258,146)	
分配項目：		
股東股息及紅利-現金股利	(41,040,420)	每股發放1.5元
股東股息及紅利-盈餘配股	(27,360,280)	每股發放1元
期末累積未分配盈餘	\$ 32,413,105	

註：截至 105.04.30 已發行流通在外股數為 27,360,280 股

董事長：吳伯超



經理人：吳伯超



會計主管：林怡君



四、選舉事項

第一案

董事會提

案 由：本公司董事補選一席案。

說 明：一、本公司董事詹文良先生於104年9月8日辭任董事一職，依本公司章程規定，設置董事不得少於7人，最多為9人，其中獨立董事人數不得少於3人且獨立董事應達全體董事席次五分之一以上，故本公司擬補選一席董事，新選任之董事自本次股東會選任起即日就任，任期至107年6月16日止。

二、本次選舉依本公司「董事選舉辦法」辦理。

選舉結果：

五、討論事項

第三案

董事會提

案 由：擬解除本公司新任董事競業禁止限制案，提請 核議。

說 明：一、擬依公司法第209條規定，「董事為自己或他人為屬於公司營業範圍內之行為，應對股東會說明其行為之重要內容，並取得其許可。」本公司新任董事或有投資或經營其他與本公司營業範圍相同或類似之公司並擔任董事之行為，在無損及本公司利益之前提下，提請股東會經重度決議解除新任董事競業之限制，得為自己或他人經營屬於本公司營業範圍之行為。

二、提請 公決。

決 議：

第四案

董事會提

案 由：盈餘轉增資發行新股案，提請 核議。

說 明：一、本公司為配合營運需要，充實公司營運資金，擬自民國104年度可供分配盈餘中提撥股東紅利新台幣27,360,280元轉增資發行新股2,736,028股，每股面額新台幣10元，均為普通股。

二、股東股票股利依配股基準日股東名簿所載之股東，依其持有股份比例分配之，每仟股無償配發新股100股。配發不足一股之畸零股部份，股東得自除權時股票停止過戶日起五日內，向本公司股務代理機構辦理湊足整股之登記，逾期拼湊不足部分，按面額折付現金計算至元為止（元以下捨去）。

三、本次增資發行之新股，其權利及義務與原已發行之普通股相同。

四、本案將俟股東常會通過，依法向主管機關申報核准後，擬提請股東會授權董事會另訂除權配股基準日、發放日及其他未盡事宜，亦提請授權董事會全權處理之。

五、另本公司於除權基準日之流通在外總股數有所變動時，擬提請股東會授權董事會，按除權基準日實際流通在外總股數，調整每股配發股數。並授權董事長處理變更登記相關事宜。

六、提請 公決。

六、臨時動議。

七、散會。

參、附件

附件一

2015 年度本公司的主要經營市場中國大陸遭受股災的影響，景氣衰退許多，上半年開店停滯後，加上仙踪林的新菜單及新店型尚在調適，所以品牌合計的門店數及營業收入跟去年同期比只有微幅的增長。

另外本公司在 2015 年 10 月份成功開出兩大新品牌，與日本京王合資的茶飲品牌 Fresh tea 於 10 月 3 日於東京開幕，同月 16 日咖哩品牌“游香食樂”也於上海正式營業，營業初期廣受消費者好評，希望在未來能穩健的發展。

►2015 年度經營成果

新台幣仟元			
項目	2015 年度	2014 年度	成長率
合併營收	1,603,920 仟元	1,526,853 仟元	5.05%
合併淨利(註)	72,581 仟元	60,857 仟元	19.26%
每股盈餘(稅後)	2.65 元	2.52 元	

註:係歸屬本公司業主之本期合併純益

2015 年度合併營收成長 5.05%，主要是營運規模及快樂檸檬店鋪數持續成長，故使餐飲收入及原物料銷售收入均有所增加。另因費用控管得宜及部份大陸子公司財政返還收入增加，導致合併淨利較去年增加 19.26%，每股盈餘亦較去年有所增長。

►2016 年度營運方向及展望

綜觀 2016 年的整體經濟預估仍將持續低迷，公司除透過不斷推展有效的營銷活動以建立新客戶並透過營運系統的優化進一步增加店鋪回頭客及營業額、持續加強與各電子平台如支付寶、微信支付及各外送平台的合作，以加強異業合作共創雙贏，冀望各品牌業務能持續的拓展外，亦將特別著重於各項管銷費用的控管，以使公司能在寒冬中持續取得營收及獲利的成長。

各品牌 2016 年主要營運計劃如下:

一、快樂檸檬

鑑於 2015 年直營店的良好戰績，且公司對於直營店有絕對的掌控權，2016 年開始將逐步增加直營店的展店，除持續於子公司所在城市的商場拓點外，亦將多嘗試街鋪的開發，同時於週邊的一、二級城市亦將開設直營店。

外省區域持續推廣區域加盟及單店加盟，以求能找到更多有興趣有能力的加盟主均能一起發展並加速店數的開展。

海外代理部份亦加強歐美及東南亞地區的代理洽談業務。

二、仙踪林

2015 年【仙踪林】持續受到新品牌衝擊、商業租金高、企業經營成本過高等一系列問題影響，加以新型態店鋪尚在調整中並未大力加收加盟店使得店鋪數持續減少。經過多次的研討，三代店偏臺式的創意餐廳，已於 2015 年第 4 季推出，加盟商對於新裝修及新菜單亦持正面態度。除開設直營門店以完善各項運營的調整，同時提供加盟商更優質的支持輔導與服務以重新提升在地影響力和品牌知名度，增加品牌競爭力，重建發展機遇，使門店數亦能不斷地增加。

三、【游香食樂】以及日版的【FRESH TEA】。

與京王合資的【游香食樂】以及日版的【FRESH TEA】均已分別於 2015 年 10 月新開第一家店，目前營業額持續成長中，2016 年預計分別再增加一些直營店，以增加品牌知名度。

四、2016 年度預計再推出 1~2 個新品牌，以因應市場需求增加本公司的談判力及競爭力。

五、太全貿易

2016 年度將持續進行下列各項工作，並將降低原材料成本，提供店鋪品質更佳更有價格競爭力的原材料為 2016 年度最重要的任務。

- 1、提升各地區工作效率，降低物流成本，以協助集團各地區各品牌的順利發展。
- 2、提升原物料的品質穩定性，加強品管環節。
- 3、要求現有供應商在品質不變下，提供更優惠的採購價格。
- 4、開發新的國內外供應商，以降低原材料成本。

►企業社會責任

本公司近來積極投入企業社會責任工作，善盡企業經營之義務及責任。以推動建教合作的方式，促進產學交流，可減少畢業即失業之情況，有助增加社會安定力。亦舉辦企業內部創業活動，讓員工有機會享受工作落實的成果，提升員工滿意度與幸福感。

2016 年度，本公司將繼續秉持誠信經營的理念，追求永續發展及提升公司治理，為消費者、同仁及股東創造更大的價值。

董事長：吳伯超



經理人：吳伯超



會計主管：林怡君



雅茗天地股份有限公司

Yummy Town (Cayman) Holdings Corporation

審計委員會查核報告書

董事會造具本公司西元二〇一五年度營業報告書及合併財務報表，業經勤業眾信聯合會計師事務所余鴻賓會計師及洪國田會計師查核完竣，並出具查核報告書，連同盈餘分派議案經本審計委員會查核，認為尚無不合，爰依證券交易法十四條之四及公司法兩百一十九條出具報告，敬請 鑒核。

雅茗天地股份有限公司

Yummy Town (Cayman) Holdings Corporation

審計委員會召集人： 徐憶芳

西 元 二 〇 一 六 年 三 月 二 十 五 日

會計師查核報告

雅茗天地股份有限公司 公鑒：

雅茗天地股份有限公司及其子公司民國 104 年及 103 年 12 月 31 日之合併資產負債表，暨民國 104 年及 103 年 1 月 1 日至 12 月 31 日之合併綜合損益表、合併權益變動表與合併現金流量表，業經本會計師查核竣事。上開合併財務報表之編製係管理階層之責任，本會計師之責任則為根據查核結果對上開合併財務報表表示意見。

本會計師係依照會計師查核簽證財務報表規則及一般公認審計準則規劃並執行查核工作，以合理確信合併財務報告有無重大不實表達。此項查核工作包括以抽查方式獲取合併財務報告所列金額及所揭露事項之查核證據、評估管理階層編製合併財務報告所採用之會計原則及所作之重大會計估計，暨評估合併財務報告整體之表達。本會計師相信此項查核工作可對所表示之意見提供合理之依據。

依本會計師之意見，第一段所述合併財務報表在所有重大方面係依照證券發行人財務報告編製準則、經金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達雅茗天地股份有限公司及其子公司民國 104 年及 103 年 12 月 31 日之合併財務狀況，暨民國 104 年及 103 年 1 月 1 日至 12 月 31 日之合併財務績效及合併現金流量。

勤業眾信聯合會計師事務所
會計師 余 鴻 賓

余鴻賓



會計師 洪 國 田

洪國田



財政部證券暨期貨管理委員會核准文號
台財證六字第 0920123784 號

財政部證券暨期貨管理委員會核准文號
台財證六字第 0920123784 號

中 華 民 國 105 年 3 月 25 日

雅芳天地股份有限公司及其子公司

合併資產負債表

民國 104 年及 103 年 12 月 31 日

單位：新台幣仟元

代 碼	資 產	104年12月31日			103年12月31日		
		金	額	%	金	額	%
	流動資產						
1100	現金及約當現金（附註四及六）	\$	492,290	36	\$	350,665	27
1147	無活絡市場之債務工具投資—流動（附註四及七）		210,654	16		514,292	40
1170	應收帳款（附註四及八）		29,031	2		26,961	2
1200	其他應收款		8,790	1		16,644	1
130X	存貨（附註四及九）		74,652	5		74,315	6
1479	其他流動資產—其他		25,580	2		30,180	2
11XX	流動資產總計		840,997	62		1,013,057	78
	非流動資產						
1546	無活絡市場之債務工具投資—非流動（附註四及七）		212,217	16		-	-
1551	採用權益法之投資（附註四及十一）		29,928	2		11,543	1
1600	不動產、廠房及設備（附註四及十二）		175,021	13		175,269	14
1780	無形資產（附註四及十三）		9,670	1		13,816	1
1840	遞延所得稅資產（附註四及二一）		31,062	2		30,853	2
1920	存出保證金		51,058	4		51,467	4
1990	其他非流動資產（附註六）		2,992	-		4,309	-
15XX	非流動資產總計		511,948	38		287,257	22
1XXX	資 產 總 計	\$	1,352,945	100	\$	1,300,314	100
	流動負債						
2100	短期借款（附註十四）	\$	104,439	8	\$	261,463	20
2170	應付帳款		88,605	7		77,664	6
2180	應付帳款—關係人（附註二六）		2,158	-		44	-
2219	其他應付款（附註十六）		112,778	8		112,365	9
2230	本期所得稅負債（附註四及二一）		7,034	-		5,874	-
2320	一年內到期之長期借款（附註十四）		2,255	-		2,218	-
2399	其他流動負債		37,129	3		29,132	2
21XX	流動負債總計		354,398	26		488,760	37
	非流動負債						
2500	遞延損益按公允價值衡量之金融負債—非流動（附註四及十五）		247	-		-	-
2530	應付公司債（附註四及十五）		186,429	14		-	-
2540	長期借款（附註十四）		44,061	3		46,316	4
2570	遞延所得稅負債（附註四及二一）		4,208	-		6,874	1
2630	長期遞延收入（附註四）		37,863	3		41,195	3
2645	存入保證金		193,651	15		200,199	15
25XX	非流動負債總計		466,459	35		294,584	23
2XXX	負債總計		820,857	61		783,344	60
	歸屬於本公司業主之權益						
	股本（附註十八）						
3110	普 通 股		273,503	20		273,503	21
	資本公積（附註十八）						
3210	普通股溢價		94,513	7		94,513	7
3272	認 股 權（附註四及十五）		5,796	-		-	-
3200	資本公積合計		100,309	7		94,513	7
	保留盈餘（附註十八）						
3310	法定盈餘公積		6,086	1		-	-
3350	未分配盈餘		108,071	8		96,277	8
3300	保留盈餘總計		114,157	9		96,277	8
	其他權益						
3410	國外營運機構財務報表換算之兌換差額（附註四及十八）		25,678	2		29,768	2
31XX	本公司業主權益總計		513,647	38		494,061	38
36XX	非控制權益（附註四及十八）		18,441	1		22,909	2
3XXX	權益總計		532,088	39		516,970	40
	負 債 與 權 益 總 計	\$	1,352,945	100	\$	1,300,314	100

後附之附註係本合併財務報告之一部分。

董事長：吳伯超



經理人：吳伯超



會計主管：林怡君



雅茗天地股份有限公司及子公司

合併綜合損益表

民國 104 年及 103 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元，惟
每股盈餘為元

代 碼		104年度		103年度	
		金	%	金	%
4000	營業收入（附註四及十九）	\$1,603,920	100	\$1,526,853	100
5000	營業成本	<u>827,076</u>	<u>52</u>	<u>777,252</u>	<u>51</u>
5900	營業毛利	<u>776,844</u>	<u>48</u>	<u>749,601</u>	<u>49</u>
	營業費用				
6100	推銷費用	407,951	25	388,761	25
6200	管理費用	283,199	18	279,392	18
6300	研究發展費用	<u>12,828</u>	<u>1</u>	<u>8,143</u>	<u>1</u>
6000	營業費用合計	<u>703,978</u>	<u>44</u>	<u>676,296</u>	<u>44</u>
6900	營業淨利	<u>72,866</u>	<u>4</u>	<u>73,305</u>	<u>5</u>
	營業外收入及支出				
7100	利息收入	14,884	1	18,118	1
7190	其他收入—其他	24,453	1	16,206	1
7510	利息費用	(4,351)	-	(4,861)	(1)
7235	透過損益按公允價值衡 量之金融資產（負債） 利益（附註十五）	1,385	-	-	-
7590	什項支出	(1,321)	-	(3,723)	-
7610	處分不動產、廠房及設 備損失	(3,882)	-	(4,113)	-
7630	外幣兌換損失	(832)	-	(3,672)	-
7770	採用權益法之關聯企業 損失之份額（附註四 及十一）	(<u>3,092</u>)	-	(<u>391</u>)	-
7000	營業外收入及支出 合計	<u>27,244</u>	<u>2</u>	<u>17,564</u>	<u>1</u>

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代 碼		104年度		103年度	
		金 額	%	金 額	%
7900	稅前淨利	\$ 100,110	6	\$ 90,869	6
7950	所得稅費用(附註四及二一)	(31,574)	(2)	(30,711)	(2)
8200	本期淨利	<u>68,536</u>	<u>4</u>	<u>60,158</u>	<u>4</u>
	其他綜合損益				
8360	後續可能重分類至損益之項目				
8361	國外營運機構財務報表換算之兌換差額	(6,031)	-	18,181	1
8370	採用權益法之關聯企業之其他綜合損益之份額	<u>1,536</u>	<u>-</u>	<u>438</u>	<u>-</u>
8300	其他綜合損益合計	(4,495)	-	<u>18,619</u>	<u>1</u>
8500	本期綜合損益總額	<u>\$ 64,041</u>	<u>4</u>	<u>\$ 78,777</u>	<u>5</u>
	淨利(損)歸屬於				
8610	本公司業主	\$ 72,581	4	\$ 60,857	4
8620	非控制權益	(4,045)	-	(699)	-
8600		<u>\$ 68,536</u>	<u>4</u>	<u>\$ 60,158</u>	<u>4</u>
	綜合損益總額歸屬於				
8710	本公司業主	\$ 68,491	4	\$ 79,246	5
8720	非控制權益	(4,450)	-	(469)	-
8700		<u>\$ 64,041</u>	<u>4</u>	<u>\$ 78,777</u>	<u>5</u>
	每股盈餘(附註四及二二)				
9710	基 本	<u>\$ 2.65</u>		<u>\$ 2.52</u>	
9810	稀 釋	<u>\$ 2.64</u>			

後附之附註係本合併財務報告之一部分。

董事長：吳伯超



經理人：吳伯超



會計主管：林怡君





張若天 總經理

全體股東啟

民國 104 年 12 月 31 日

單位：新台幣千元

代碼	歸屬	於	本	公	司	主 之 報 益				計	非 控 制 權 益	報 益	總 額
						普 通 股 股 本	公 積 金	保 留 盈 餘	其 他 權 益 項 目				
									國 外 營 運 機 構 之 財 務 報 表 換 算 差 異				
A1	103 年 1 月 1 日 餘額	\$ 229,831	\$ 61	\$ -	\$ 81,387	\$ 11,379	\$ 322,658	\$ 324,289					
B5	102 年度盈餘指撥及分配 (附註十八)	-	-	-	(34,475)	-	(34,475)	(34,475)					
B9	股東現金股利	11,492	-	-	(11,492)	-	-	-					
D1	103 年度淨利 (損)	-	-	-	60,857	-	60,857	60,857					
D3	103 年度其他綜合損益	-	-	-	-	-	-	-					
D5	103 年度綜合損益總額	-	-	-	60,857	-	60,857	60,857					
E1	現金增資 (附註十八)	32,180	102,976	-	-	-	-	-					
O1	非控制權益淨變動	-	-	-	-	-	-	-					
T1	股份發行成本 (附註十八)	-	(8,524)	-	-	-	-	-					
Z1	103 年 12 月 31 日 餘額	273,503	94,513	-	96,277	29,768	494,061	516,970					
B1	103 年度盈餘指撥及分配 (附註十八)	-	-	6,086	(6,086)	-	-	-					
B5	法定盈餘公積	-	-	-	(54,701)	-	(54,701)	(54,701)					
C5	本公司發行可轉換公司債認列權益組成部分 (附註十五及十八)	-	5,796	-	-	-	-	-					
D1	104 年度淨利 (損)	-	-	-	72,581	-	72,581	72,581					
D3	104 年度其他綜合損益	-	-	-	-	-	-	-					
D5	104 年度綜合損益總額	-	-	-	72,581	-	72,581	72,581					
O1	非控制權益淨變動	-	-	-	-	-	-	-					
Z1	104 年 12 月 31 日 餘額	273,503	100,302	6,086	108,071	25,678	513,647	532,088					

董事長：吳伯超

經理人：吳伯超

後附之附註係本合併財務報告之一部分。

會計主管：林怡君

雅茗天地股份有限公司及子公司

合併現金流量表

民國 104 年及 103 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

代 碼		104 年度	103 年度
	營業活動之現金流量		
A10000	本期稅前淨利	\$ 100,110	\$ 90,869
A20010	不影響現金流量之收益費損項目		
A20100	折舊費用	43,891	45,560
A20200	攤銷費用	5,244	3,907
A20900	利息費用	4,351	4,861
A21200	利息收入	(14,884)	(18,118)
A20400	透過損益按公允價值衡量金融資產（負債）之淨利益	(1,385)	-
A22300	採用權益法之關聯企業損失之份額	3,092	391
A22500	處分及報廢不動產、廠房及設備損失	3,882	4,113
A23700	存貨跌價及呆滯損失	128	984
A24100	外幣兌換淨損失	832	3,672
A30000	與營業活動相關之資產／負債變動數		
A31110	持有供交易之金融資產減少	785	-
A31150	應收帳款增加	(2,070)	(1,487)
A31180	其他應收款減少	1,816	6,928
A31200	存貨（增加）減少	(465)	3,574
A31240	其他流動資產減少（增加）	4,600	(3,913)
A32150	應付帳款增加（減少）	10,941	(37,347)
A32160	應付帳款－關係人增加	2,114	44
A32180	其他應付款增加	7,702	4,522
A32230	其他流動負債增加（減少）	7,997	(19,054)
A32250	長期遞延收入（減少）增加	(3,332)	4,323
A33000	營運產生之現金流入	175,349	93,829
A33100	收取之利息	20,922	11,065
A33300	支付之利息	(2,594)	(6,526)
A33500	支付之所得稅	(33,289)	(40,634)
AAAA	營業活動之淨現金流入	<u>160,388</u>	<u>57,734</u>

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代 碼		104 年度	103 年度
	投資活動之現金流量		
B00600	取得無活絡市場之債務工具投資	\$ -	(\$ 125,976)
B00700	處分無活絡市場之債務工具投資價 款	91,421	-
B01800	取得採用權益法之投資	(19,941)	(11,496)
B02700	取得不動產、廠房及設備	(46,700)	(39,661)
B02800	處分不動產、廠房及設備價款	1,379	1,188
B03800	存出保證金減少	409	903
B04500	購置無形資產	(1,137)	(13,150)
B06700	其他非流動資產減少(增加)	1,317	(1,837)
BBBB	投資活動之淨現金流入(出)	<u>26,748</u>	<u>(190,029)</u>
	籌資活動之現金流量		
C00100	短期借款增加	-	77,824
C00200	短期借款減少	(157,856)	-
C01700	償還長期借款	(2,218)	(1,466)
C01200	發行公司債	192,550	-
C03000	存入保證金(減少)增加	(6,548)	27,665
C04500	發放現金股利	(54,701)	(34,475)
C04600	現金增資	-	135,156
C05800	非控制權益淨變動	(18)	21,747
C09900	支付股份發行成本	(8,524)	-
CCCC	籌資活動之淨現金流(出)入	<u>(37,315)</u>	<u>226,451</u>
DDDD	匯率變動對現金及約當現金之影響	<u>(8,196)</u>	<u>9,513</u>
EEEE	本期現金及約當現金淨增加數	141,625	103,669
E00100	期初現金及約當現金餘額	<u>350,665</u>	<u>246,996</u>
E00200	期末現金及約當現金餘額	<u>\$ 492,290</u>	<u>\$ 350,665</u>

後附之附註係本合併財務報告之一部分。

董事長：吳伯超



經理人：吳伯超



會計主管：林怡君



附件四

雅茗天地股份有限公司
公司章程
修訂條文對照表

修正前條文	修正後條文	修正理由
7. 若本公司計劃於臺灣現金增資發行新股時，除金管會或其他臺灣主管機關認不必要或不適當外，公司應保留發行新股總數百分之十於臺灣公開發行。惟如本公司經股東會普通決議保留高於前述百分之十之成數者，從其規定。本公司亦得決定發行股份總數之相當比例由本公司員工承購。	7. 若本公司計劃於臺灣現金增資發行新股時，除金管會或其他臺灣主管機關認不必要或不適當外，公司應保留發行新股總數百分之十於臺灣公開發行。惟如本公司經股東會普通決議保留高於前述百分之十之成數者，從其規定。 <u>本公司應決定保留發行股份總數之百分之十至百分之十五由本公司及從屬公司員工承購。</u>	一、第 7 條最後關於保留員工參與認購新股之相關規定，參考中華民國公司法第 267 條第 1 項修正之。
10. (a)除於公開市場上買回股份須有三分之二董事出席之規定外，本公司得以董事會過半數董事出席，出席董事過半數方式決議推薦，並經股東會決議，通過一項以上之員工獎勵計劃，並依該計劃發行股份、認股權憑證或其他相似之權利予本公司及其從屬公司之員工。本公司得與本公司或其從屬公司之員工簽訂依本章程所訂獎勵計劃之相關契約，該員工得於一定期間內認購一定數量之股份。該契約關於相關員工之限制，不得低於其所適用獎勵計劃所載之條件。但該獎勵計劃下之選擇權、認股權憑證或其他相似之權利，除因股份所有人死亡而移轉者外，不得轉讓，且當本公司之股份在中華民國證券交易市場掛牌交易時，上開選擇權、認股權憑證或其他類似之有價證券之發行條件及辦法應符合公開發行公司適用法令。 (b)本公司得依章程規定，經董事會決議後自本章程第 101 條所定義「當期可分配盈餘」中提出當年紅利予本公司及本公司從屬公司員工。紅利總額由董事會決議，並得以現金、已繳足股款之股份或部分現金部分股份的方式為之，董事會並得決議對發給員工的當年紅利作出限制。年度紅利應自本章程第 101 條所定義之「	10. (a) <u>本公司得以董事會三分之二董事出席，出席董事過半數方式決議推薦，依公開發行公司適用法令規定，通過一項以上之員工獎勵計劃，並依該計劃發行股份、認股權憑證或其他相似之權利予本公司及其從屬公司之員工。本公司得與本公司或其從屬公司之員工簽訂依本章程所訂獎勵計劃之相關契約，該員工得於一定期間內認購一定數量之股份。該契約關於相關員工之限制，不得低於其所適用獎勵計劃所載之條件。但該獎勵計劃下之選擇權、認股權憑證或其他相似之權利，除因股份所有人死亡而移轉者外，不得轉讓，且當本公司之股份在中華民國證券交易市場掛牌交易時，上開選擇權、認股權憑證或其他類似之有價證券之發行條件及辦法應符合公開發行公司適用法令。</u> (b) <u>公司依第 10 條(a)所定之員工獎勵計劃發行股份或認股權憑證予本公司及其從屬公司之員工，當次發行總數不得超過本公司已發行股份的百分之十（以發行股份或認股權憑證時為基礎計算），累積發行總數不得超過本公司已發行股份的百分之十五（以發行股份或認股權憑證時為基礎計算）。個別員工所得的股份或認股權憑證不得超過該次發行的百分之</u>	一、第 10(a)條前段之董事會及股東會決議方式參考中華民國外國發行人募集與發行有價證券處理準則及發行人募集與發行有價證券處理準則相關規定修正之。 二、原第 10(b)條參考中華民國公司法第 235 條、第 235 條之 1 及第 240 條等條文修正，予以刪除。原第 10(c)條爰改列第 10(b)條。

<p>累積可分配盈餘」分派。</p> <p>(c)公司依第 10 條(a)所定之員工獎勵計劃發行股份或認股權憑證予本公司及其從屬公司之員工，當次發行總數不得超過本公司已發行股份之百分之十（以發行股份或認股權憑證時為基礎計算），累積發行總數不得超過本公司已發行股份之百分之十五（以發行股份或認股權憑證時為基礎計算）。個別員工所得的股份或認股權憑不得超過該次發行之百分之十，且個別員工僅能於當年總發行股數百分之一的範圍內行使認股權。</p>	<p>十，且個別員工僅能於當年總發行股數百分之一的範圍內行使認股權。</p>	
<p>101.</p> <p>(a)當本公司股份於任一中華民國證券交易市場上交易時，本公司每會計年度之盈餘，於(i)填補以前年度之累積虧損、(ii)完納稅捐、(iii)依本章程規定提撥準備金、(iv)依公開發行公司適用法規提撥 10%法定盈餘公積，但累計法定盈餘公積達總實收資本額者不在此限、(v)依中華民國相關主管機關（包含但不限於金管會或中華民國證券交易市場）要求提出公積金後始得分派盈餘。盈餘扣除前述後稱為「當期可分配盈餘」。盈餘可自當期可分配盈餘或是前期未分配之保留盈餘（或稱「累積可分配盈餘」）分派。</p> <p>(b)董事會推薦本公司以累積可分配盈餘分派盈餘時，應製作股息紅利分配計劃送交股東會決議：</p> <p>(i)全體董事每年有權取得之年終紅利不得超過「當期可分配盈餘」之百分之三，且僅得以現金發放；</p> <p>(ii)本公司及從屬公司之全體員工每年有權取得之年終紅利不得超過「當期可分配盈餘」之百分之三，且得以現金、股票或二者之任何組合發放之；以及</p> <p>(iii)累積可分配盈餘得對原股東分配股利，並以發放現金或發行新股的方式為之。發放予原股東之股利不得低於當期可分配盈餘之百分之五。</p> <p>(c)所有股息或紅利之分派均不得對本公司累計利息。</p>	<p>101.</p> <p>(a) <u>本公司年度如有獲利，分派員工酬勞應不超過當年度獲利狀況之百分之三；分派董事酬勞應不超過當年度獲利狀況之百分之三。但本公司尚有累積虧損時，應預先保留彌補數額。員工酬勞得以股票或現金為之，且得按照第 10(a)條規定同意之員工獎勵計畫配發。員工酬勞發給之對象，得包括符合一定條件之從屬公司員工。員工酬勞之分派應由董事會以董事三分之二以上之出席及出席董事過半數同意之決議行之，並報告股東會。董事酬勞僅得以現金為之。董事兼任公司及/或其從屬公司之執行主管者得同時受領其擔任董事之酬勞及擔任員工之酬勞。</u></p> <p>(b)當本公司股份於任一中華民國證券交易市場上交易時，本公司每會計年度之盈餘，於(i)填補以前年度之累積虧損、(ii)完納稅捐、(iii)依本章程規定提撥準備金、(iv)依公開發行公司適用法規提撥 10%法定盈餘公積，但累計法定盈餘公積達總實收資本額者不在此限、(v)依中華民國相關主管機關（包含但不限於金管會或中華民國證券交易市場）要求提出公積金後始得分派盈餘。盈餘扣除前述後稱為「當期可分配盈餘」。盈餘可自當期可分配盈餘或是前期未分配之保留盈餘（或稱「累積可分配盈餘」）分派。累積可分配盈餘得對原股東分配股利，並以發放現金或發行新股的</p>	<p>一、參考中華民國公司法第 235 條、第 235 條之 1 及第 240 條等有關員工紅利費用化之條文修正及 IFRS 作業實務修正，爰修正本條規定。</p>

	<p>方式為之。發放予原股東之股利不得低於當期可分配盈餘之百分之五。</p> <p>(c)所有股息或紅利之分派均不得對本公司累計利息。</p>	
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附件五

雅茗天地股份有限公司
取得或處分資產處理程序
修訂條文對照表

修改前內容	修訂後內容	修訂說明																
<p>第五條：</p> <p>本公司及各子公司取得非供營業使用之不動產及有價證券額度如下：</p> <p>一、本公司及各子公司取得非供營業使用之不動產，其總額不得高於本公司最近期財務報表淨值百分之<u>三十</u>。</p> <p>二、本公司及各子公司投資長、短期有價證券之總額不得高於本公司最近期財務報表淨值百分之<u>五十</u>。</p> <p>三、投資個別有價證券之金額不得高於本公司最近期財務報表淨值百分之<u>二十五</u>。</p>	<p>第五條：</p> <p>本公司及各子公司取得非供營業使用之不動產及有價證券額度如下：</p> <p>一、本公司及各子公司取得非供營業使用之不動產，其總額不得高於本公司最近期財務報表淨值百分之<u>一百</u>。</p> <p>二、本公司及各子公司投資長、短期有價證券之總額不得高於本公司最近期財務報表淨值百分之<u>一百</u>，惟具控制力之長期股權投資不予計入。</p> <p>三、投資個別有價證券之金額不得高於本公司最近期財務報表淨值百分之<u>五十</u>。</p>	為因應公司日後營運規模擴大，擴大可投資的額度。																
<p>第八條：本公司取得或處分不動產或設備之評估及作業程序如下：</p> <p>二、交易條件及授權額度之決定程序</p> <p>(一)取得或處分不動產，應參考公告現值、評定價值、鄰近不動產實際交易價格等，決議交易條件及交易價格，應依據本公司核決權限之規定，由相關單位主管分層負責辦理：</p> <table><tr><td></td><td>取得或處分資產及設備 工程款</td></tr><tr><td>簽核層級</td><td>金額</td></tr><tr><td>本公司董事長</td><td>本公司實收資本額 <u>10%</u>以內</td></tr><tr><td>本公司董事會</td><td>本公司實收資本額 <u>10%</u>以上</td></tr></table> <p>其每筆交易金額達本公司實收資本額百分之<u>十</u>以上者，應提報董事會通過後始得為之。</p> <p>(二)取得或處分其他固定資產，應以詢價、比價、議價或招標方式擇一為之，依據本公司分層負責核決權限之規定，由相關單位主管分層負責辦理外，其每筆交易金額達本公司實收資本額百分之<u>十</u>以上者(或新台幣五千萬以上)，應提報董事會通過後始得為之。</p>		取得或處分資產及設備 工程款	簽核層級	金額	本公司董事長	本公司實收資本額 <u>10%</u> 以內	本公司董事會	本公司實收資本額 <u>10%</u> 以上	<p>第八條：本公司取得或處分不動產或設備之評估及作業程序如下：</p> <p>二、交易條件及授權額度之決定程序</p> <p>(一)取得或處分不動產，應參考公告現值、評定價值、鄰近不動產實際交易價格等，決議交易條件及交易價格，應依據本公司核決權限之規定，由相關單位主管分層負責辦理：</p> <table><tr><td></td><td>取得或處分資產及設備 工程款</td></tr><tr><td>簽核層級</td><td>金額</td></tr><tr><td>本公司董事長</td><td>本公司實收資本額 <u>20%</u>以內</td></tr><tr><td>本公司董事會</td><td>本公司實收資本額 <u>20%</u>以上</td></tr></table> <p>其每筆交易金額達本公司實收資本額百分之<u>二十</u>以上者，應提報董事會通過後始得為之。</p> <p>(二)取得或處分其他固定資產，應以詢價、比價、議價或招標方式擇一為之，依據本公司分層負責核決權限之規定，由相關單位主管分層負責辦理外，其每筆交易金額達本公司實收資本額百分之<u>二十</u>以上者，應提報董事會通過後始得為之。</p>		取得或處分資產及設備 工程款	簽核層級	金額	本公司董事長	本公司實收資本額 <u>20%</u> 以內	本公司董事會	本公司實收資本額 <u>20%</u> 以上	為因應公司日後營運規模擴大，擴大可投資的額度。
	取得或處分資產及設備 工程款																	
簽核層級	金額																	
本公司董事長	本公司實收資本額 <u>10%</u> 以內																	
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本公司董事會	本公司實收資本額 <u>20%</u> 以上																	

<p>第九條：取得或處分有價證券之處理程序 二、交易條件及授權額度之決定程序 (一)於集中交易市場或證券商營業處所為之有價證券買賣，應由負責單位依市場行情研判定之，依據本公司分層負責核決權限之規定，由相關單位主管分層負責辦理，累計金額超過<u>美金 50 萬元</u>者，應提報董事會通過後始得為之。 (二)非於集中交易市場或證券商營業處所為之有價證券買賣，應先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，考量其每股淨值、獲利能力及未來發展潛力等，依據本公司核決權限之規定，由相關單位主管分層負責辦理，累計金額超過<u>美金 50 萬元</u>者，應提報董事會通過後始得為之。但若屬於財務調度相關者（買賣附買回、賣回條件之債券、債券型基金及類貨幣型商品）得依核決權限規定辦理，不受前項條文限制。</p>	<p>第九條：取得或處分有價證券之處理程序 二、交易條件及授權額度之決定程序 (一)於集中交易市場或證券商營業處所為之有價證券買賣，應由負責單位依市場行情研判定之，依據本公司分層負責核決權限之規定，由相關單位主管分層負責辦理，累計金額超過<u>實收資本額 40%以上</u>者，應提報董事會通過後始得為之。 (二)非於集中交易市場或證券商營業處所為之有價證券買賣，應先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，考量其每股淨值、獲利能力及未來發展潛力等，依據本公司核決權限之規定，由相關單位主管分層負責辦理，累計金額超過<u>實收資本額 20%以上</u>者，應提報董事會通過後始得為之。但若屬於財務調度相關者（買賣附買回、賣回條件之債券、債券型基金及類貨幣型商品）<u>及銀行發行之保本型非衍生性理財商品</u>得依核決權限規定辦理，不受前項條文限制。</p>	<p>1. 為因應公司日後營運規模擴大，擴大可投資的額度，由定額 50 萬美金改為以實收資本額的一定比例計算。 2. 因為銀行發行之保本型非衍生性理財商品與定期存款類似，投資風險小，故擬放寬投資權限。</p>
<p>第十一條：取得或處分會員證或無形資產之處理程序 四、會員證或無形資產專家評估意見報告 1. 本公司取得或處分會員證之交易金額達實收資本額百分之<u>一</u>或新臺幣<u>參佰萬元</u>以上者應請專家出具鑑價報告。 2. 本公司取得或處分無形資產之交易金額達實收資本額百分之<u>十</u>或新臺幣<u>壹仟萬</u>以上者應請專家出具鑑價報告。</p>	<p>第十一條：取得或處分會員證或無形資產之處理程序 四、會員證或無形資產專家評估意見報告 1. 本公司取得或處分會員證之交易金額達實收資本額百分之<u>二十</u>或新臺幣<u>三億元</u>以上者應請專家出具鑑價報告。 2. 本公司取得或處分無形資產之交易金額達實收資本額百分之<u>二十</u>或新臺幣<u>三億元</u>以上者應請專家出具鑑價報告。</p>	<p>為公司營運規模擴大，擴大可投資的額度。調整與公開發行公司取或處分資產處理準則的規定一致。</p>
<p>第十三條：取得或處分衍生性商品之處理程序 一、交易原則與方針 (二)經營(避險)策略 本公司從事衍生性金融商品交易，應以<u>避險為目的</u>，交易對象應選擇國內外聲譽良好之金融機構，交易商品應選擇使用規避公司業務經營所產生之風險為主，<u>交易幣別應與公司實際進出口交易之外幣需求相符，以公司整體內部部位（外幣收入及支出）自行軋平為原則，藉以降低公司整體之外匯風險，並節省外匯操作成本。</u>其他特定用途之交易，須經謹慎評估，提報董事會核准後方可進行之。</p>	<p>第十三條：取得或處分衍生性商品之處理程序 一、交易原則與方針 (二)經營(避險)策略 本公司從事衍生性金融商品交易，應以<u>達成規避因正常營運可能產生之匯兌風險及投資理財之目的為原則</u>，交易對象應選擇國內外聲譽良好之金融機構，交易商品應選擇使用規避公司業務經營所產生之風險<u>及銀行發行之低風險理財商品</u>為主。其他特定用途之交易，須經謹慎評估，提報董事會核准後方可進行之。</p>	<p>1. 調整規避外幣匯兌損失風險之說明。 2. 增加可投資於銀行發行之保本或低風險理財商品，而該理財商品中部份投資標的可能會與利率或匯率吊期有關。</p>

<p>第十三條：取得或處分衍生性商品之處理程序</p> <p>一、交易原則與方針</p> <p>(三) 權責劃分</p> <p>1. 財務及會計部門</p> <p>(5) 衍生性商品核決權限</p> <p>A. 避險性交易之核決權限：</p> <p>a. 每筆交易金額</p> <table><tr><td>核決權人</td><td>每筆交易權限</td></tr><tr><td>董事長</td><td>US\$50 萬元(含)以下或等值幣別</td></tr><tr><td>董事會</td><td>超過 US\$50 萬元或等值幣別</td></tr></table> <p>b. 累積淨部位達下列標準時須取得權限主管核准</p> <table><tr><td>核決權人</td><td>累積淨部位交易權限</td></tr><tr><td>董事長</td><td>US\$1,000 萬元(含)以下或等值幣別</td></tr><tr><td>董事會</td><td>超過 US\$1,000 萬元或等值幣別</td></tr></table> <p>4. 契約總額及損失上限之訂定</p> <p>(1)契約總額</p> <p>B. 特定用途交易</p> <p>基於對市場變化狀況之預測，財務部得依需要擬定策略，提報董事長核准後方可進行之。本公司特定用途之交易全公司淨累積部位之契約總額以不超過公司最近一季營業收入的 5%為限。</p> <p>(2)損失上限之訂定</p> <p>A. 有關於避險性交易乃在規避風險，全部契約損失金額以不超過美金五十萬元或全部契約總額 20%為損失上限。</p> <p>B. 如屬特定目的之交易契約，部位建立後，應設停損點以防止超額損失。停損點之設定，以不超過美金二十萬元為上限，如損失超過美金二十萬元時，需即刻呈報董事長，並向董事會報告，商議必要之因應措施。</p> <p>C. 個別契約損失金額以不超過美金五萬元或契約金額 10%為損失上限。</p> <p>D. 本公司特定目的之交易性操作，年度損失最高限額為美金五十萬元。</p>	核決權人	每筆交易權限	董事長	US\$50 萬元(含)以下或等值幣別	董事會	超過 US\$50 萬元或等值幣別	核決權人	累積淨部位交易權限	董事長	US\$1,000 萬元(含)以下或等值幣別	董事會	超過 US\$1,000 萬元或等值幣別	<p>第十三條：取得或處分衍生性商品之處理程序</p> <p>一、交易原則與方針</p> <p>(三) 權責劃分</p> <p>1. 財務及會計部門</p> <p>(5) 衍生性商品核決權限</p> <p>A. 避險性交易及投資理財之核決權限：</p> <p>a. 每筆交易金額</p> <table><tr><td>核決權人</td><td>每筆交易權限</td></tr><tr><td>董事長</td><td>實收資本額 40%以下或等值幣別</td></tr><tr><td>董事會</td><td>超過實收資本額 40%或等值幣別</td></tr></table> <p>b. 累積淨部位達下列標準時須取得權限主管核准</p> <table><tr><td>核決權人</td><td>累積淨部位交易權限</td></tr><tr><td>董事長</td><td>實收資本額 80%以下或等值幣別</td></tr><tr><td>董事會</td><td>超過實收資本額 80%或等值幣別</td></tr></table> <p>4. 契約總額及損失上限之訂定</p> <p>(1)契約總額</p> <p>B. 投資理財</p> <p>基於對市場變化狀況之預測，財務部得依需要擬定策略，經董事長核准後方可進行之。本公司投資理財之交易淨累積部位之契約總額以不超過本公司前一年度營業收入的 20%或新台幣 3 億元為限。超過上述之金額，需經過董事會之同意，依照政策性之指示始可為之。</p> <p>C. 其他特定用途交易，須經謹慎評估，提報董事會核准後方可進行之。</p> <p>(2)損失上限之訂定</p> <p>A. 有關於避險性交易乃在規避風險，全部契約損失金額以不超過美金五十萬元或全部契約總額 20%為損失上限。</p> <p>B. 如屬投資理財及特定目的之交易契約，部位建立後，應設停損點以防止超額損失。停損點之設定，以不超過交易契約金額 10%為上限，如損失超過交易契約金額 10%時，需即刻呈報董事長，並向董事會報告，商議必要之因應措施。</p> <p>C. 個別契約損失金額以不超過美金五萬元或契約金額 10%何者為低之金額為損失上限。</p> <p>D. 本公司投資理財及特定目的之交易性操作，年度損失最高限額為美金三十萬元。</p>	核決權人	每筆交易權限	董事長	實收資本額 40%以下或等值幣別	董事會	超過實收資本額 40%或等值幣別	核決權人	累積淨部位交易權限	董事長	實收資本額 80%以下或等值幣別	董事會	超過實收資本額 80%或等值幣別	<p>1. 因應公司日後營運規模擴大，避險性交易之核決權限調整為以實收資本額的比率計算。</p> <p>2. 新增投資理財商品的交易權限及限額。</p> <p>3. 修改投資損失之上限由固定金額改為交易契約金額 10%並下修年度操作最大的損失金額由美金 50 萬減少為 30 萬元。</p>
核決權人	每筆交易權限																									
董事長	US\$50 萬元(含)以下或等值幣別																									
董事會	超過 US\$50 萬元或等值幣別																									
核決權人	累積淨部位交易權限																									
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<p>第二十條：本處理程序如有未盡事宜，悉依有關法令辦理。</p> <p>一、本公司不得放棄對RBT Enterprises LTD、RBT Holdings LTD(以下簡稱RBT Holdings)及宴美企業有限公司未來各年度之增資；RBT Holdings不得放棄對<u>Happy Lemon International LTD</u>、Happy Lemon HK LTD、<u>RBT Food & Beverage LTD</u>、RBT Resources LTD及上海仙踪林餐飲管理有限公司(以下簡稱上海仙踪林)未來各年度之增資；上海仙踪林不得放棄對上海快樂檸檬餐飲管理有限公司(以下簡稱上海快樂檸檬)、上海太全貿易有限公司(以下簡稱上海太全)、北京佳群餐飲管理有限公司、廣州宏展餐飲管理有限公司及廣州市展成餐飲管理有限公司未來各年度之增資；上海快樂檸檬不得放棄對上海升群快樂檸檬食品銷售有限公司、成都快樂檸檬餐飲管理有限公司、天津快樂檸檬餐飲管理有限公司、<u>廣州創越餐飲管理有限公司及深圳快樂檸檬餐飲管理有限公司</u>未來各年度之增資；上海太全不得放棄對上海瀚品食品有限公司未來各年度之增資。</p>	<p>第二十條：本處理程序如有未盡事宜，悉依有關法令辦理。</p> <p>一、本公司不得放棄對RBT Enterprises LTD、RBT Holdings LTD(以下簡稱RBT Holdings)及宴美企業有限公司未來各年度之增資；RBT Holdings不得放棄對Happy Lemon HK LTD、RBT Resources LTD、上海仙踪林餐飲管理有限公司(以下簡稱上海仙踪林)及<u>Freshtea Japan株式會社</u>未來各年度之增資；上海仙踪林不得放棄對上海快樂檸檬餐飲管理有限公司(以下簡稱上海快樂檸檬)、上海太全貿易有限公司(以下簡稱上海太全)、北京佳群餐飲管理有限公司、廣州宏展餐飲管理有限公司、廣州市展成餐飲管理有限公司及上海游香餐飲管理有限公司未來各年度之增資；上海快樂檸檬不得放棄對上海升群快樂檸檬食品銷售有限公司、成都快樂檸檬餐飲管理有限公司及天津快樂檸檬餐飲管理有限公司未來各年度之增資；上海太全不得放棄對上海瀚品食品有限公司未來各年度之增資。</p>	<p>依「財團法人中華民國證券櫃檯買賣中心」要求,配合組織架構調整-Happy Lemon International LTD、RBT Food & Beverage LTD、廣州創越餐飲管理有限公司及深圳快樂檸檬餐飲管理有限公司擬辦理清算，RBT Holdings新增投資Freshtea Japan株式會社，修改第二十條第一項的承諾事項。</p>
<p>第二十一條： 本處理程序訂於2012年7月11日。 第一次修訂於2013年3月31日。 第二次修訂於2014年5月14日。 第三次修訂於2014年10月28日。</p>	<p>第二十一條： 本處理程序訂於2012年7月11日。 第一次修訂於2013年3月31日。 第二次修訂於2014年5月14日。 第三次修訂於2014年10月28日。 <u>第四次修訂於2015年11月10日。</u> <u>第五次修訂於2016年3月25日。</u></p>	<p>增加修訂日期</p>

附件六

雅茗天地股份有限公司
企業社會責任實務守則
修訂條文對照表

修改前內容	修訂後內容	修訂說明
第2條、 本守則適用範圍包括本公司及集團企業之整體營運活動。本公司於從事企業經營之同時，積極實踐企業社會責任，以符合國際發展趨勢，並透過企業公民擔當，提升國家經濟貢獻，改善員工、社區、社會之生活品質，促進以企業責任為本之競爭優勢。	第2條、 本守則適用範圍包括本公司及集團企業之整體營運活動。本公司於從事企業經營之同時，積極實踐企業社會責任，以符合國際發展趨勢，並透過企業公民擔當，改善員工、社區、社會之生活品質，促進以企業責任為本之競爭優勢。	刪除”提升國家經濟貢獻”字體。
第5條、 本公司應考量國內外企業社會責任之發展趨勢與企業核心業務之關聯性、公司本身及集團企業整體營運活動對利害關係人之影響等，訂定企業社會責任政策、制度或相關管理方針及具體推動計畫，經董事會通過後，並提股東會報告。股東提出涉及企業社會責任之相關議案時，公司董事會宜審酌列為股東會議案。	第5條、 本公司應考量國內外企業社會責任之發展趨勢與企業核心業務之關聯性、公司本身及集團企業整體營運活動對利害關係人之影響等，訂定企業社會責任相關政策、制度或管理方針及具體推動計畫，經董事會通過後，並提股東會報告。股東提出涉及企業社會責任之相關議案時，公司董事會宜審酌列為股東會議案。	將相關管理方針的”相關”二字往前提至訂定企業社會責任相關政策。
第7條、 本公司之董事應盡善良管理人之注意義務，督促企業實踐社會責任，並隨時檢討其實施成效及持續改進，以確保企業社會責任政策之落實。本公司之董事會於公司履行企業社會責任時，包括下列事項： 1.提出企業社會責任使命或願景，制定企業社會責任政策、制度或相關管理方針。 2.將企業社會責任納入公司之營運活動與發展方向，並核定企業社會責任之具體推動計畫。 3.確保企業社會責任相關資訊揭露之即時性與正確性。 本公司針對營運活動所產生之經濟、環境及社會議題，應由董事會授權高階管理階層處理，並向董事會報告處理情形，其作業處理流程及各相關負責之人員應具體明確。	第7條、 本公司之董事應盡善良管理人之注意義務，督促企業實踐社會責任，並隨時檢討其實施成效及持續改進，以確保企業社會責任政策之落實。本公司之董事會於公司履行企業社會責任時，包括下列事項： 1.提出企業社會責任使命或願景，制定企業社會責任政策、制度或相關管理方針。 2.將企業社會責任納入公司之營運活動與發展方向，並核定企業社會責任之具體推動計畫。 3.確保企業社會責任相關資訊揭露之即時性與正確性。 4.每年編製之企業社會責任報告書須經董事會審核通過。 本公司針對營運活動所產生之經濟、環境及社會議題，應由董事會授權高階管理階層處理，並向董事會報告處理情形，其作業處理流程及各相關負責之人員應具體明確。	增加”4.每年編製之企業社會責任報告書須經董事會審核通過。”內容。

修改前內容	修訂後內容	修訂說明
<p>第9條、</p> <p>本公司為健全企業社會責任之管理，設置推動企業社會責任之專(兼)職單位，負責企業社會責任政策、制度或相關管理方針及具體推動計畫之提出及執行，並定期向董事會報告。</p> <p>本公司訂定合理之薪資報酬政策，以確保薪酬規劃能符合組織策略目標及利害關係人利益。</p>	<p>第9條、</p> <p>本公司為健全企業社會責任之管理，設置推動企業社會責任之CSR專案室，負責企業社會責任政策、制度或相關管理方針及具體推動計畫之提出及執行，並定期向董事會報告。</p> <p>本公司訂定合理之薪資報酬相關政策，以確保薪酬規劃能符合組織策略目標及利害關係人利益。</p>	<p>將專(兼)職單位改為CSR專案室，並將薪資報酬政策修訂為薪資報酬相關政策。</p>
<p>第13條、</p> <p>本公司宜依產業特性建立合適之環境管理制度。該制度應包括下列項目：</p> <p>1.收集與評估營運活動對自然環境所造成影響之充分且及時之資訊。</p> <p>2.建立可衡量之環境永續目標，並定期檢討其發展之持續性及相關性。</p> <p>3.訂定具體計畫或行動方案等執行措施，定期檢討其運行之成效。</p>	無	第13條刪除整條內容。
<p>第14條、</p> <p>本公司宜設立環境管理專責單位或人員，以擬訂、推動及維護相關環境管理制度及具體行動方案，並定期舉辦對管理階層及員工之環境教育課程。</p>	無	第14條刪除整條內容。
<p>第17條、</p> <p>本公司宜採用國內外通用之標準或指引，執行企業溫室氣體盤查並予以揭露，其範疇宜包括：</p> <p>1.直接溫室氣體排放：溫室氣體排放源為公司所擁有或控制。</p> <p>2.間接溫室氣體排放：外購電力、熱或蒸汽等能源利用所產生者。</p> <p>本公司宜注意氣候變遷對營運活動之影響，並依營運狀況與溫室氣體盤查結果，制定公司節能減碳及溫室氣體減量策略，及將碳權之取得納入公司減碳策略規畫中，且據以推動，以降低公司營運活動對氣候變遷之衝擊。</p>	無	第17條刪除整條內容。
<p>第18條、</p> <p>本公司應遵守相關法規，及遵循國際人權公約...</p>	<p>第15條、</p> <p>本公司應遵守相關法規，及尊重國際人權公約...</p>	<p>1.將遵循修訂為尊重。</p> <p>2.第18條改為第15條。</p>

修改前內容	修訂後內容	修訂說明
<p>第25條、</p> <p>本公司宜評估並管理可能造成營運中斷之各種風險，降低其對於消費者與社會造成之衝擊。</p> <p>本公司宜對產品與服務提供透明且有效之消費者申訴程序，公平、即時處理消費者之申訴，並應遵守個人資料保護法等相關法規，確實尊重消費者之隱私權，保護消費者提供之個人資料。</p>	<p>第22條、</p> <p>本公司宜對產品與服務提供透明且有效之消費者申訴程序，公平、即時處理消費者之申訴，並應遵守個人資料保護法等相關法規，確實尊重消費者之隱私權，保護消費者提供之個人資料。</p>	<p>1.刪除第一段”本公司宜評估並管理可能造成營運中斷之各種風險，降低其對於消費者與社會造成之衝擊。”內容。</p> <p>2.第25條改為第22條。</p>
<p>第26條、</p> <p>本公司宜評估採購行為對供應來源社區之環境與社會之影響，並與其供應商合作，共同致力落實企業社會責任。</p> <p>本公司於商業往來之前，宜評估供應商是否有影響環境與社會之紀錄，避免與企業之社會責任政策抵觸者進行交易。</p> <p>本公司與主要供應商簽訂契約時，其內容宜包含遵守雙方之企業社會責任政策，及供應商如涉及違反政策，且對供應來源社區之環境與社會造成顯著影響時，得隨時終止或解除契約之條款。</p>	無	<p>第26條刪除整條內容。</p>
<p>第28條、</p> <p>本公司應依相關法規及上市上櫃公司治理實務守則辦理資訊公開，並應充分揭露具攸關性及可靠性之企業社會責任相關資訊，以提升資訊透明度。</p> <p>本公司揭露企業社會責任之相關資訊如下：</p> <p>1.經董事會決議通過之企業社會責任之政策、制度或相關管理方針及具體推動計畫。</p>	<p>第24條、</p> <p>本公司應依相關法規及上市上櫃公司治理實務守則辦理資訊公開，並應充分揭露具攸關性及可靠性之企業社會責任相關資訊，以提升資訊透明度。</p> <p>本公司揭露企業社會責任之相關資訊如下：</p> <p>1.經董事會決議通過之企業社會責任之相關政策、制度或管理方針及具體推動計畫。</p>	<p>1.將相關管理方針的”相關”二字往前提至企業社會責任之相關政策。</p> <p>2.第28條改為第24條。</p>
<p>第31條、</p> <p>本守則經董事會通過後實施，並提報股東會，修正時亦同。</p> <p>本守則訂定於2015年03月24日。</p>	<p>第27條、</p> <p>本守則經董事會通過後實施，並提報股東會，修正時亦同。</p> <p>本守則訂定於2015年03月24日。</p> <p>第一次修訂於2015年08月03日。</p>	<p>1.增加第一次修訂於2015年8月3日內容。</p> <p>2.第31條改為第27條。</p>

肆、附錄

附錄一

英屬開曼群島公司法

修訂暨重述 Yummy Town (Cayman) Holdings Corporation 雅茗天地股份有限公司

之公司章程(現行)

(於 2015 年 6 月 17 日以特別決議通過)

1. 於本章程中，英屬開曼群島公司法附件一表格 A 之法令不適用於本章程，且除非文義或前後文另有要求，下列名詞之定義為：

公開發行公司適用法令

指適用於本公司之中華民國法律、命令和規則，或其他主管機關隨時針對公開發行公司或在任何中華民國證券交易市場掛牌之公司所訂定之法規，包括但不限於中華民國公司法、中華民國證券交易法、金管會或中華民國證券交易市場隨時發佈並修訂之法令規章；

經認可證券交易所

如開曼群島公司法所定義者，並包括中華民國有價證券櫃檯買賣中心及臺灣證券交易所；

章程

係指經特別決議所隨時修訂或增補之本章程；

審計委員會

指董事會依本章程設置的審計委員會；

董事會

係指依本章程指派或選任之董事所組成之董事會，或視情形，指已達開會人數時，出席董事會議之董事；

類別

係指得由本公司隨時發行之任何類別股份；

本公司

係指「Yummy Town (Cayman) Holdings Corporation 雅茗天地股份有限公司」；

新設合併公司

係指兩間以上參與合併公司，經由創設合併後所創設之公司；

合併

指兩間以上參與合併公司，將其財產、權利及義務，依照開曼群島公司法之定義，予以歸併結合至其中一間存續公司；

參與公司

係指依開曼群島公司法之定義，與一家或多公司參與新

	設合併或創設合併之公司；
委託經營	係指中華民國公司法所稱之「委託經營」；
董事	係指本公司當時所選任之董事；
股息	係指股息、資本分派或是盈餘公積轉資本之發行；
經常共同經營	係指中華民國公司法所稱之「經常共同經營」；
金管會	係指中華民國金融監督管理委員會；
獨立董事	指依公開發行公司適用法令要求選任之獨立董事；
掛牌交易股份	係指本公司在經認可證券交易所掛牌或交易之股份；
公開資訊觀測站	指臺灣證券交易所股份有限公司設置之公開發行公司申報系統，網址為 http://newmops.tse.com.tw ；
股東	指在股東名簿上登記為持有本公司股份之人；
發起備忘錄	係指現行有效且得隨時修訂或替換之本公司發起備忘錄；
吸收合併	指兩間以上參與吸收合併公司，將其財產、權利及義務，依照開曼群島公司法之定義，予以歸併結合至其中一間存續公司；
月	指日曆月；
通知	指依據本章程所發之書面通知，除非另有特別規範；
經理人	指任何由董事會任命，於本公司擔任經理職位之人；
普通決議	指： (a)於股東會進行表決之決議，經親自出席或以委託代表出席之股東之簡單過半數決而通過之決議，且以投票方式進行時，應以各股東表決權數為計算基礎，或 (b)於公司股東會上有表決權之所有股東以書面核准之決議，由一人以上之股東簽署該書面決議之一份或多份複本，該通過之決議生效日應為該決議或各複本最後簽署之日為準；
股東名簿	係指本公司於開曼群島境內或境外，依董事會之決定而設置之主要股東名簿及任何分支股東名簿；
登記營業處所	係指本公司依開曼公司法登記之營業處所；
薪酬委員會	係指依據本章程所設立之董事會薪資報酬委員會；
中華民國或臺灣	係指中華民國臺灣；

中華民國證券交易市場	係指中華民國證券櫃檯買賣中心（包括興櫃市場）以及中華民國之臺灣證券交易所；
公司印章	係指本公司所使用之一般用途印章或任何複製印章；
公司秘書	包括公司助理秘書，或任何經董事會指派執行公司秘書職務之人；
股份	指構成本公司資本之股份。任何本章程中所稱之「股份」，視前後語義，得包括任何或全部類別股份。為免疑慮，本章程所稱之「股份」應包括未滿一股之畸零股；
徵求人	係指依據公開發行公司適用法令，向其他股東徵求委任其擔任出席股東會代理人之委託書之任何股東、或由股東委任之信託事業或股務代理機構；
特別決議	係指： (a) 於股東會召集事由中載明其為特別決議事由，並經有投票權之股東親自出席或以委託代表出席三分之二以上同意；或 (b) 於公司股東會有表決權之所有股東以書面核准之決議，由一人以上之股東簽署該書面決議之一份或多份複本，該通過之決議生效日應為該決議或各複本最後簽署之日為準；
分割	指公司將其得獨立營運之全部或部分營業讓與既存或新設之其他公司，作為該既存或新設公司發行新股予該公司或該公司股東對價之行為；
開曼公司法	指英屬開曼群島之公司法及現行有效之任何修訂或重新通過立法之條文；
從屬公司	就任一公司而言，指(1)被該公司直接或間接持有已發行有表決權股份總數或全部資本總額超過半數之公司； (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；(3)公司之董事半數以上與該公司相同

重度決議	<p>者；或(4)已發行有表決權之股份總數或全部資本總額有半數以上為相同股東持有之公司；</p> <p>係指由代表本公司已發行股份總數三分之二或以上之股東出席股東會，親自或以委託書出席之股東表決權過半數同意通過的決議，或，若出席股東會的股東代表股份總數雖未達公司已發行股份總數三分之二，但超過公司已發行股份總數之半數時，「重度決議」則為由該股東會親自或以委託書之出席股東表決權三分之二以上之同意通過的決議；</p>
存續公司	<p>係指數個參與合併公司，以開曼公司法所規定之吸收合併方式結合後，僅存的一家參與合併公司；</p>
臺灣票據交換所	<p>係指由財團法人臺灣票據交換業務發展基金會所設立，以辦理票據交換及清算業務的臺灣票據交換所；</p>
書面	<p>包括所有以可見形式表達、複製文字之方法。</p>

單數詞語包括複數含義，反之亦然。

男性用詞包括女性用詞，反之亦然。

在任何本章程或開曼公司法明文要求須經普通決議之情形，以特別決議行之均屬有效。

人僅包括自然人、公司、社團或團體，無論該團體是否成立法人。

對本章程中所提及所有法律條款的解釋，應依據當時有效的修正條款或重新頒布的條款為之。

經簽署之文件包括透過親簽、印鑑、電子簽名或其他方式所簽署之文件。

2. 本公司之營業，依據董事會之決定，得於公司登記設立後立即開始。
3. 於不違反適用法令之前提下，董事會得以公司之資金支付所有本公司設立之相關費用，包括將公司登記為開曼群島豁免公司之相關費用。

股份憑證

4. 本公司表彰股份之憑證，其格式應由董事會決定之。該憑證得加蓋公司印章。所有股份之憑證應連續編號或以其他方式認證，並且應表彰該憑證所代表股份。股份發行對象之姓名、住址，股份之數量及發行日期應記錄於本公司之股東名簿中。所有因為轉讓而繳回本公司之憑證應立即銷除，且於表彰該被轉讓股份之現存憑證繳回並銷除前，不得發行新憑證。董事會得授權將所有表彰股份之憑證以機械程序或方法於憑證上加蓋公司印章與授權簽名。
5. 儘管有本章程第4條之規定，若股份之憑證污損、遺失或損毀，本公司得依董事會之決定，根據本公司因補發、調查遺失損毀之證據及相應補償而衍生之支出，收取補發憑證之合理費用。

股份之發行

6. (a) 於不違反本公司發起備忘錄、任何股東會決議，及不損害任何先前賦予現有股東特殊權利之前提下，以董事會所認為適當之條件、時間與對象，董事會得配發、發行、授予選擇權、或處分本公司之股份（包括畸零股）。惟除非依據開曼公司法規定外，股份不得折價發行。即使本章程有任何相反規定，本公司應不得發行無記名之股份、認股權證、折價權證或其他憑證。

(b) 於不違反開曼公司法之前提下，只要本公司之股份在中華民國證券交易市場掛牌交易，本公司得經股東以重度決議同意，發行限制員工權利新股予本公司及／或其從屬公司之員工，董事會並得隨時依前述股東重度決議決議就該等股份加以限制，且該等股份之發行數量、發行價格與發行之條款及條件均應遵守公開發行公司適用法令。

(C) 若本公司之股份在中華民國證券交易市場掛牌交易，本公司依照公開發行公司適用法令分配或發行新股予本公司及／或其從屬公司之員工時，得依股東會特別決議限制員工在不超過二年之一定期間內不得轉讓。
7. 若本公司計劃於臺灣現金增資發行新股時，除金管會或其他臺灣主管機關認不必要或不適當外，公司應保留發行新股總數百分之十於臺灣公開發行。惟如本公司經股東會普通決議保留高於前述百分之十之成數者，從其規定。本公司亦得決定發行股份總數之相當比例由本公司員工承購。
8. (a) 若本公司之股份在中華民國證券交易市場掛牌交易，除經股東會普通決議另為不同決議外，當本公司以現金增資方式發行新股時，本公司應公告並通知各股東有權行使優先認股權，並按其持股比例儘先分認該次現金增資發行之新股（依前條中所定於分配公開發行與員工認購之部分之後）。本公司應於該公告與通知中聲明，如任何股東逾期未認購其比例之部分新股，該股東應視為喪失優先認購該次發行新股之權利。若原股東所持有之股份不足行使優先購買權分認一股者，數名股東之優先購買權得依據公開發行公司適用法令之規定，合併為共同認購或併歸其中一人認購。原有股東於前述時間內未認足發行之新股者，得依公開發行公司適用法令公開發行，或就未認購部分洽特定人認購。

(b) 本章程第8條(a)所規定的股東優先認股權，在新股係為下列目的所發行時不適用之：

(i) 與他公司合併，或進行公司分割或組織重整；

(ii) 履行公司根據其所發行的認股權憑證或選擇權所應負之義務，該認股權憑證或選擇權包括依據本章程第10(a)條之員工獎勵計劃所發行者；

(iii) 履行公司根據其所發行可轉換為股份或可取得股份的公司債所應負之義務；

(iv) 公司依據公開發行公司適用法令進行私募所發行的股份；

(v) 公司為依據本章程第103條發放股息或本章程第105條實行任何其他數額之轉增資所發行繳足股款之新股。

9. 本公司應僅發行已繳足股款之股份。

10. (a) 除於公開市場上買回股份須有三分之二董事出席之規定外，本公司得以董事會過半數董事出席，出席董事過半數方式決議推薦，並經股東會決議，通過一項以上之員工獎勵計劃，並依該計劃發行股份、認股權憑證或其他相似之權利予本公司及其從屬公司之員工。本公司得與本公司或其從屬公司之員工簽訂依本章程所訂獎勵計劃之相關契約，該員工得於一定期間內認購一定數量之股份。該契約關於相關員工之限制，不得低於其所適用獎勵計劃所載之條件。但該獎勵計劃下之選擇權、認股權憑證或其他相似之權利，除因股份所有人死亡而移轉者外，不得轉讓，且當本公司之股份在中華民國證券交易市場掛牌交易時，上開選擇權、認股權憑證或其他類似之有價證券之發行條件及辦法應符合公開發行公司適用法令。

(b) 本公司得依章程規定，經董事會決議後自本章程第101條所定義「當期可分配盈餘」中提出當年紅利予本公司及本公司從屬公司員工。紅利總額由董事會決議，並得以現金、已繳足股款之股份或部分現金部分股份的方式為之，董事會並得決議對發給員工的當年紅利作出限制。年度紅利應自本章程第101條所定義之「累積可分配盈餘」分派。

(c) 公司依第10條(a)所定之員工獎勵計劃發行股份或認股權憑證予本公司及其從屬公司之員工，當次發行總數不得超過本公司已發行股份的百分之十（以發行股份或認股權憑證時為基礎計算），累積發行總數不得超過本公司已發行股份的百分之十五（以發行股份或認股權憑證時為基礎計算）。個別員工所得的股份或認股權憑不得超過該次發行的百分之十，且個別員工僅能於當年總發行股數百分之一的範圍內行使認股權。

11. 本公司應備置股東名簿，股東名簿記載方式應清晰易懂，且須符合開曼公司法、所適用法令及相關證券交易所規定。每位姓名記載於股東名簿上而為股東之人，應有權取得該名股東所有股份之一份或數份股權憑證，該憑證之格式得由董事會自行決定，且無須支付任何費用。依據開曼公司法及本章程第14條及第39條規定，董事會得視需要在不同地點分別備置主要股東名簿及分支股東名簿，本公司應於備置主要股東名簿之場所同時備置分支股東名簿之複本

並隨時更新。若本公司之股份在中華民國證券交易市場掛牌交易，於發行新股時，本公司應依公開發行公司適用法令，於三十天內將股份劃登錄劃撥至認購股東於台灣集中保管結算所股份有限公司的帳簿並公告。

股份之轉讓

12. (a)任何股份之轉讓文件應為一般或常見之形式，或其他得由董事會自行批准之格式，且應由讓與人本人或以其名義簽署；若董事會另有要求，亦應由受讓人本人或以其名義簽署，且必須附上與該次轉讓相關之實體股份憑證（如有）或其他得由董事會合理要求、可證明讓與人具轉讓權利之其他證據。讓與人應視為股東，直到該相關股份受讓人之姓名登記於股東名簿內為止。

(b)即使本章程有任何相反規定，於經認可證券交易市場掛牌交易之本公司股份，其權利、義務及移轉方式應適用該證券交易市場相關規定。
13. 當股東名簿依照本章程第24條之規定閉鎖時，股份轉讓之登記得暫停。
14. 本公司之股份在中華民國證券交易市場掛牌交易，本公司應在台灣備置分支股東名冊。

股份之贖回、買回、繳回及庫藏股

15. (a) 於不違反開曼公司法與本公司發起備忘錄規定之情形下，依本公司於發行該股份前經特別決議所定之方式與條件，本公司得發行賦予本公司或股東之可贖回權利之股份。

(b) 於不違反開曼公司法、本公司發起備忘錄及任何類別股份權利之規定，若買回之方式及條款已先經過本公司股東會以普通決議授權，本公司得買回其股份（含畸零股），包括任何可贖回股份，並得依發起備忘錄規定所授權任何方式支付，包括從自有資本中支付。本公司依據該普通決議買回及銷除之股份應按各股東所持股份比例為之。

(c) 依據開曼公司法及公開發行公司適用法令，本公司向股東買回股份時，得以現金或現金以外之財產作為對價。若本公司向股東買回股份時，以現金以外之財產為對價（非現金對價），董事會應於股東會前，(1)估訂該財產價值，該財產價值應經中華民國之會計師查核驗證，及(2)於股東會決議該股份買回前，取得同意收受非現金對價股東之書面同意。若本公司未取得股東對該非現金對價之書面同意，本公司應以現金作為買回該股東股份之對價。本公司以現金以外之財產向股東買回股份時，該經驗證之財產價值應與買回股份之決議一併於股東會通過之。

(d) 惟不論上述規定，於不違反開曼公司法及上開規範之情形下，若本公司股份在中華民國證券交易市場掛牌交易時，如經過董事會在依據法定程序召開之會議中以全體董事之三分之二以上出席，出席董事過半數表決通過時，本公司得依據公開發行公司適用法令買回其在中華民國證券交易市場掛牌及交易的股份，且董事會應於最近一次股東會報告買回之情形。

- (e) 股份於繳足股款前不得贖回或買回。
 - (f) 本公司得接受股東將任何已繳足股款之股份（包括可贖回之股份）無償繳回予本公司，但繳回股份將導致本公司除庫藏股外無其他已發行之股份者，不在此限。
 - (g) 本公司有權依據開曼公司法持有庫藏股。
 - (h) 董事會得依據開曼公司法之規定，將任何本公司買回、贖回或股東向本公司繳回的股份指定為庫藏股。
 - (i) 本公司持有之庫藏股應持續列為庫藏股，除非本公司依據開曼公司法將該等股份註銷或轉讓。
 - (j) 庫藏股不計入已發行股份。
16. (a) 如本公司之股份於中華民國證券交易市場掛牌交易，於本公司以低於平均實際買回或贖回價格轉讓其依據第15條(b)指定的庫藏股予本公司及／或其從屬公司員工時，須於最近一次股東會經股東以特別決議授權。於提交股東會授權時，下列與本公司轉讓經指定為庫藏股之股份予本公司及／或其從屬公司員工相關事項之摘要，應於股東會的召集通知中載明：
- (i) 擬議之轉讓價格、折價率、計算基礎及其合理性；
 - (ii) 擬轉讓的庫藏股數量及轉讓之目的與合理性；
 - (iii) 受讓員工之資格及員工得認購庫藏股之數量；
 - (iv) 對股東權益之影響，例如：額外費用之支出，公司每股盈餘之減少，以及本公司因以低於平均實際買回或贖回價格將庫藏股轉讓予員工所生之財務負擔。
- (b) 如本公司之股份於中華民國證券交易市場掛牌交易，本公司依據第16條(a)轉讓予員工之庫藏股總數不得超過本公司已發行股份總數的百分之五，且轉讓予任一員工之庫藏股總數不得超過本公司已發行股份總數的百分之零點五，同時上開轉讓不得違反公開發行公司適用法令（包括金管會頒布的「上市上櫃公司買回本公司股份辦法」）。
- (c) 如本公司之股份於中華民國證券交易市場掛牌交易，於本公司轉讓其依據第15條(b)買回的庫藏股予本公司及／或其從屬公司員工時，本公司得與該員工簽署契約，限制該員工在不過二年之一定期間內，不得將其因此自本公司獲得的股份轉讓予他人。

股份權利之變動

17. (a) 本公司股本若劃分為不同類別之股份，無論公司是否為清算，任何類別股份所附權利（除非該類別股份發行條件另有規定）之變動，應由該類別之股東會特別決議通過，始得為之。該類別股東會應適用本章程有關股東會之相關規定。
- (b) 劃分本公司股本為不同類別之股份，或是股份權利內容的變動，本公司應在發起備忘錄或章程中載明不同類別股份之權利、義務內容
18. 除非該類別股份之發行條件另有明文規定，附有特別權或其他權利之任何類別股東所享有之權利，不因相同順位或次順位股份之創造、分配或發行，或本公司任何類別股份之贖回或買回而改變。

股份之移轉

19. 當股東死亡時，該股東的繼承人（若該股東為共同持有人時）或該股東之法定代表人（若該股東為單獨持有人時）應為本公司所承認之擁有該股份權利之人，但依本章程之規定，不得對任何死亡股東之遺產豁免該死亡股東單獨或與他人共同持有股份上所附加之任何債務。
20. (a) 因股東死亡、破產、清算、或解散（或其他讓與以外之方式）而取得本公司股份之人，於依照下列規定及董事會要求，得隨時要求提供其權利資格之證明後，得選擇登記自己為持有該等股份之股東，或將該等股份轉讓予該死亡或破產之股東原本得轉讓之人，並將其登記為受讓人；但董事會於上述情形中，仍有權拒絕、或依本章程第24條之規定，暫停登記該股東於死亡或破產前所為之轉讓。
- (b) 若上述取得本公司股份權利之人選擇將自己登記為股東，應以書面之方式聲明其選擇並將該書面交付或寄送至本公司。
21. 因股東死亡、破產、清算、或解散（或其他轉讓以外之方式）而取得本公司股份之人，應有權收受該股份之股息或其他利益，一如已登記於股東名簿上之股東，但在其被登記為股東之前，並無權行使任何由該股份所賦予，而與股東會相關之權利；但董事會得於任何時間通知該取得股份權利之人，並要求其選擇將自己登記為股東或轉讓該等股份。若該取得股份權利之人未於依據本章程規定視為通知已到達後之九十天內回覆，董事會得暫緩發放所有與該股份相關之股息及其他應付款項，直至該取得股份權利之人均已遵循通知內容為止。
22. (a) 本公司有權將股票所登記之股東視為擁有完整且絕對的股東權利，不承認為他人持有股份的主張或其他類似的情形。
- (b) 本公司有權將股票所登記之股東視為擁有完整且絕對的股東權利，不承認任何為他人持有股份、或有股東權利、未來將取得股東權利、或是任何部分的股東權利（即便有通知公司亦然）。

資本之調整與公司註冊地址之變動

23. (a) 於不違反開曼公司法及開曼公司法允許的範圍之內，本公司得隨時由普通決議：
- (i) 以創造新股方式增加其股本，新增資本所應區分之股份面額，以及該股份之權利、優先權及特殊權利，均應由該決議規範。
 - (ii) 將全部或部分股份合併且分割為較現有股份面額大或小之股份；
 - (iii) 將未發行股份分為優先權利、次順位權利或其他權利內容等不同種類股份（但不得損害特別股股東權利），合併且分割為較現有股份面額大之股份；
 - (iv) 將本公司任何全部或部分股份分割為較發起備忘錄所定較小之面額；
 - (v) 註銷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；
 - (vi) 分派或發行無表決權之股份；
 - (vii) 變更每股股份面額。
- 儘管有上開規定，如本公司之股份於中華民國證券交易市場掛牌交易，本公司股本之貨幣單位應為新臺幣（NTD），且每股面額應為新臺幣十元。
- (b) 於不違反開曼公司法之前提下，本公司得隨時經特別決議以法令允許之方式減少其股本或資本贖回準備金。
- (c) 依本條(a) 合併或分割已繳足股款之股份時，董事會應在不違反前述的一般性原則下處理股東間對於股份合併所生的相關問題。若有股東得到畸零股，該畸零股得由董事會指定之人出售，不得質疑其法律效力，出售價款扣除相關支出後，得再行分給原應分得畸零股之股東，亦得支付給本公司。
- (d) 於不違反開曼公司法前提下，本公司得隨時以董事會決議變更本公司之登記營業處所。

股東名簿閉鎖期或基準日

24. 為確定股東收受任何股東會或休會之通知或投票、或得收受任何股息之資格、或為其他目的而必須確認本公司之股東時，本公司董事會得決定，於一定期間內之股份轉讓，股東名簿應閉鎖不得登記。如本公司之股份於中華民國證券交易市場掛牌交易，股東名簿閉鎖不得登記期間應依公開發行公司適用法令規定。

25. 依公開發行公司適用法令，除股東名簿閉鎖期間之外，董事會得預定某一日期，作為確定股東收受任何股東會之通知或投票之基準日，董事會並得於分派股息公佈之日前，定一較後日期作為確定得收受任何股息之資格之基準日。

股東會

26. 本公司每年都應召開年度股東常會。如本公司之股份於中華民國證券交易市場掛牌交易，本公司之年度股東常會應於每會計年度終了後六個月內召開，並且於該會議之召集通知中註明之。除非本章程另有規定，任何股東會均應由董事會召集之。
27. 股東會應於董事會指定之時間及地點召開，除非開曼公司法另有規定且董事會另有指定，所有股東會均應於中華民國境內召開。如本公司之股份於中華民國證券交易市場掛牌交易，若董事會決議於臺灣境外召開股東會，本公司應於董事會作成此決議後兩日內，向適當之中華民國證券交易市場申請核准。如本公司之股份於中華民國證券交易市場掛牌交易，當本公司於臺灣境外召開股東會時，本公司應委任位於臺灣境內之專業股務代理機構處理股東會之事務，包括但不限於受理股東委託投票事宜。
28. 年度股東常會以外之股東會均稱為股東臨時會。董事會得視情況必要，自行決定召集本公司之股東臨時會。
29. 若有股東請求董事會召集股東臨時會，董事會應即召集股東臨時會。本條所稱之「股東召集請求」係指於請求召集時，由繼續一年以上，持有已發行股份總數百分之三以上股份之股東，所提出之召集股東臨時會之請求。
30. 股東之召集請求須以書面載明股東臨時會之討論議案及事由，並經請求之股東簽名並存放於公司之登記營業處所，並得由一名或多名請求之股東簽署於一式多份之書面請求上。
31. 若董事會未於該召集請求提出後十五日內，寄發股東臨時會之開會通知時，提出召集請求之股東得自行召集股東會。由前述提出召集請求股東所召開之股東會，其召集與開會方式應盡可能與董事會所召集之股東會相同。
32. (a) 於不違反開曼公司法，及不影響本章程其他條文中有關需特別決議之議案之情形下，本公司得隨時經特別決議：
- (i) 變更其名稱；
 - (ii) 修訂或增補本章程；
 - (iii) 修訂或增補本公司發起備忘錄有關任何宗旨，權力或其他特別載明之事項；或

(iv) 依據公開發行公司適用法令以私募方式發行有價證券予臺灣境內之合格投資者，包括選擇權、認購權與可轉換公司債。

(b) 本公司得依開曼公司法，經合併特別決議進行創設合併或吸收合併。

33. 於不違反開曼公司法和本章程第32條(b)之情形下，公司得隨時經重度決議：

(a) 將應分派之股息及紅利之全部或一部，依據本章程第103條以發行新股方式為之；

(b) 將任何資本準備金依據本章程第105條所定之其他數額轉增資；

(c) 進行本公司之任何分割；

(d) 締結、變更或終止關於出租全部營業，委託經營或與他人經常共同經營之契約；

(e) 讓與全部或主要部份之營業或財產；

(f) 受讓他人全部營業或財產，對公司營運有重大影響者；

34. 在不違反開曼公司法之前提下，本公司得經特別決議自願解散；或在無法於債務到期時為清償時，經普通決議自願解散者。

股東會之通知

35. 當本公司之股份在中華民國任一證券交易市場掛牌交易時，股東會之召集，應至少於三十日前通知有權出席並表決之股東，並載明股東會召集之日期、地點、時間及召集事由。股東臨時會之召集，應至少於十五日前通知有權出席並表決之股東，並說明股東會召集之日期、地點、時間及召集事由。召集股東常會的通知時點以送達時為準，寄送時間不應計入。

36. 本公司之任何股東會，縱使其召集通知之發送短於本章程所訂之時程，若全體於年度股東常會或股東臨時會（視情況而定）有權表決及出席之股東一致同意，應視為已合法召集。

37. 當本公司之股份在中華民國任一證券交易市場掛牌交易時，本公司應依本章程第35條之規定，一併發出公開發行公司適用法令要求與會議討論事宜有關之資料（如股東於股東會中得以書面投票之方式進行表決時，應包括書面選票）與股東會召集通知，並上傳至公開資訊觀測站。董事會應備妥當次股東會議事手冊及會議補充資料，寄送予股東或供股東隨時索閱，並應依公開發行公司適用法令，於股東常會召開至少二十一日前，或於股東臨時會召開至少十五日前，將股東會議事手冊及前項會議補充資料，傳送至公開資訊觀測站。

38. 有關下列各款事項應於股東會之召集通知中載明待討論重要事項之摘要：

- (a) 董事之選任或解任；
- (b) 修改本公司發起備忘錄及本章程，
- (c) (i) 解散、創設合併、吸收合併或分割，(ii) 締結、變更、或終止關於出租全部營業，委託經營或與他人經常共同營業之契約，(iii) 讓與全部或主要部份之營業或財產，或(iv) 受讓他人全部營業或財產，對公司營運有重大影響者，
- (d) 董事為自己或為他人從事本公司營業範圍內競業行為之許可；
- (e) 以發行新股之方式分派股息之一部或全部給股東；
- (f) 在不違反開曼公司法及依本章程下，將本公司之股份溢價及可分配盈餘依持股比例分派給股東。
- (g) 私募發行任何具股權性質之有價證券。

本章程第38條(a) 至第38條(g) 之事項，及本章程第16條(a)之事項，不得以臨時動議提出。

- 39. 當本公司之股份在任一中華民國證券交易市場掛牌交易時，除依公開發行公司適用法令得保存電子檔案之情形外，董事會應將發起備忘錄、本章程、歷屆股東會議事錄、財務報表、股東名簿以及本公司發行之公司債存根簿備置於本公司之股份註冊代理人以及位於臺灣境內之本公司股務代理機構（若有）。股東得檢具利害關係證明文件並指定查閱之範圍，隨時請求檢查、閱覽或抄錄上述文件。
- 40. 當本公司之股份在中華民國任一證券交易市場掛牌交易時，本公司應依公開發行公司適用法令，將董事會所造具之各項表冊以及獨立董事之報告書，備置於本公司之註冊代理人（若有）及臺灣境內之股務代理機構。股東得隨時自費檢閱前述文件，並得偕同其所委託之顧問、律師或合格會計師進行查閱。

股東會之程序

- 41. 除非股東會之出席股東已達最低出席股數，且於股東會進行中皆保持最低出席股數，不得決議任何議案，除本章程另有規定外，所稱最低出席股數係指合計持有不低於本公司已發行有表決權股份總額二分之一之兩名以上股東，親自出席或以委託書出席者。
- 42. 當本公司之股份在中華民國任一證券交易市場掛牌交易時，於每會計年度終了時董事會應依公開發行公司適用法令之要求，提出營業報告書、財務報表與盈餘分派或虧損撥補之議案，提出於年度股東常會請求承認。經年度股東常會承認後，董事會應依據公開發行公司適用法令，代表公司將經承認之財務報表及盈餘分派或虧損撥補之決議副本，分發予各股東。

43. 股東會決議之表決應以投票方式為之。任何付諸股東會表決之決議，均不得以舉手表決方式為之。
44. 在不違反所有應適用法律下，本章程不禁止股東於有管轄權法院對違法召集之股東會，或是決議方式違法的股東會決議提起訴訟。此類關於股東會召集或決議方式違反的訴訟，得以台北地方法院為第一審管轄法院。
45. 除開曼公司法、發起備忘錄或本章程另有明文要求，任何於股東會上提出交付股東決議、核准、確認或採用之提案，得由普通決議決定之。
46. 當本公司之股份未在中華民國任一證券交易市場掛牌交易時：
- (a) 股東之書面（一式多份正本）之決議（包括特別決議），由所有有權收受股東會通知、出席股東會並於股東會表決之股東以書面方式簽名（法人股東由其合法授權代表簽署者亦同），應為合法有效並視為該決議已於本公司合法召集之股東會通過。
- (b) 該股東會之召集日期為最後一位股東書面決議日期，並以該股東決議書面所載日期為證。
47. 當本公司之股份在中華民國任一證券交易市場掛牌交易時，於股東名簿閉鎖期間開始前，持有本公司已發行股份總數百分之一以上股份之股東，得以書面向本公司提出股東常會議案。下列提案應不列入議程：
- (a) 提案股東於本條所定之相關日期時，持股未達已發行股份總數百分之一者；
- (b) 該議案非股東會得決議者；
- (c) 該提案股東於該年度股東常會之提案超過一項者。
- (d) 本公司在股東會開會通知發出後始收到提案者。
48. 董事長（若有）應擔任股東會之主席。若無董事長，或董事長未能於股東會指定開會時間後十五分鐘內出席或其不願擔任主席，出席董事應推舉其中一人擔任該次股東會議主席。如出席董事均拒絕主持股東會或無董事於股東會指定開會時間後十五分鐘內出席時，該次出席之股東，應從出席股東中推選一人擔任之。

49. (a) 除本章程另有明文規定外，如為股東會會議時間開始時出席股東代表股份數未達最低出席股份數，或在股東會會議進行中出席股東代表股份數未達最低出席股份數者，主席得宣布延後開會，但其延後次數以二次為上限，且延後時間合計不得超過一小時。如股東會經延後二次開會但出席股東代表股份數仍不足最低出席股份數時，股東會應延期，復會之時間地點由董事會另行定之。若已提供書面休會通知，董事會（或董事會合法授權之公司秘書）得依本章程規定宣布延期（但不包括依本章程自行召集之股東會）。董事會得決定延期開會之日期、時間及地點，且應依本章程規定重新發送通知，惟若本公司之股份在中華民國任一證券交易市場掛牌交易時，延期開會應依據公開發行公司適用法令。

(b) 取得任何已達最低出席股份數並獲出席股份多數同意時，股東會主席得隨時隨地宣布休會，但除休會時於股東會中排入但尚未完成之議案，於任何休會之股東會不得處理議案。無須就休會或是續行集會所需決議之議案發出通知。

股東之表決權

50. (a) 於不違反開曼公司法、及各股份所享權利或所受限制之前提下，每位親自或以委託書出席之股東，就其所持有之每一股應有一表決權。

(b) 當本公司之股份在中華民國任一證券交易市場掛牌交易時，若持有超過一股之股東欲分離行使其表決權以對相關議案表示支持或反對時，該股東應依據公開發行公司適用法令為之。

51. 表決權得親自行使，或以委託書方式行使。任一股東僅得以一份委託書任命一位受託代理人以出席股東會並行使表決權。委託書應於股東會或股東會續行集會開會五日前送達本公司登記營業處所、業經中華民國證券主管機關核准之股務代理機構（依據公開發行公司適用法律的定義）、或本公司寄發之股東會開會通知記載之其他處所。委託書有重複時，以最先送達者為準。但聲明撤銷前委託者，不在此限。

52. (a) 董事會得決定於公司召集股東會時，未以親自或委託書方式出席股東會之股東得依據開曼公司法及公開發行公司適用法令採行以書面或電子方式行使其表決權，但當本公司之股份在中華民國任一證券交易市場掛牌交易時，如董事會於臺灣境外召集股東會，本公司則應依據開曼公司法及公開發行公司適用法令，提供該股東以書面及／或電子方式行使其表決權。以書面或電子方式行使表決權時，行使方法應載明於依本章程發送之股東會開會通知。為免疑惑，以書面或電子方式行使表決權之股東，視為已委託業經金管會認可的股務代理機構或是股東會主席（若本公司未委任股務代理機構）出席股東會，若該股務代理機構（或股東會主席）未依股東意願行使表決權，該表決權無效。

(b) 股務代理機構（或股東會主席）對股東以書面或電子方式行使表決權時未指示事項，或是對原議案之修訂案不得行使表決權。以書面或電子方式行使表決權之股東，視為以委託方式出席股東會，但對於原議案之修訂案或是臨時動議，視為已放棄受通知及表決權。

(c)股東同時使用委託書及以書面或電子方式行使表決權時，應以委託書行使之表決權為準。

53. 若任何股東已向本公司表示欲依照本章程第52條以書面或電子方式行使其表決權（本條稱為「先前投票」），而後欲親自出席股東會，或該股東為法人時，而以該股東之合法授權代表出席股東會者，該股東至遲應於股東開會前二日，於本公司登記營業處所、本公司委託之業經金管會核准之股務代理機構或本公司寄發之股東會開會通知之其他處以前開相同之書面或電子方式撤銷先前投票之意思表示。若該股東未於前述期限內撤銷，則視為已放棄其親自參與股東會並行使表決權之權利，其先前指定以股務代理機構（或股東會主席）擔任受託人行使之先前投票繼續有效，本公司不得計入該股東以親自出席方式行使之表決權。在不違反開曼公司法及所有應適用法律下，若該股東以書面或電子方式行使之表決權為有效，除非先前投票已於前述期限內撤銷。
54. 共同持有股份之股東，應指派代表就渠等共同持有之股份行使表決權，並應將指派代表之情事通知本公司。共同持有股份之股東如未指派代表，不論親自或以委託書之方式出席，應以股東名簿上之記載姓名順位較前者所行使之表決權為準，而排除其他共同持有人所行使之表決權。
55. (a) 除於基準日時登記為本公司股東者，任何股東均不得在股東會上行使表決權。股東心神喪失或由任何具管轄權法院宣告禁治產者，其表決權得由其財產管理人、委員會、監護人，或其他具有財產管理人、委員會、監護人性質或前述管轄法院指定之其他人代為行使，該財產管理人、委員會、監護人、或其他人得以委託書行使表決權。
- (b) 於不違反開曼公司法規定之前提下，如本公司股份於中華民國任一證券交易市場掛牌交易，而本公司董事以其持有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，其超過之股份不得行使表決權，亦不算入已出席股東之表決權數及股東會之最低出席股數。

無表決權之股份

56. 下列本公司股份於任何股東會均無表決權，且不應計入於任何指定時間發行股份之數額內：
- (a) 本公司直接或間接持有之本公司股份；
- (b) 被本公司直接或間接持有已發行股份總數或實收資本總額過半數之從屬公司所持有之本公司股份；以及
- (c) 被本公司或本公司之控制公司或從屬公司直接或間接持有已發行股份總數或實收資本總額合計超過半數之他公司所直接或間接持有之本公司股份。

57. 當本公司之股份在中華民國任一證券交易市場掛牌交易時，股東對於股東會討論之事項，有自身利害關係致有害於公司利益之虞時，該股東不得加入表決（不論是親自出席、使用委託書或是由法人代表人代表），但其不得行使表決權之股份數仍應算入計算最低出席人數時之股數。上述股東並不得代理其他股東行使其表決權。

異議股東股份收買請求權

58. 股東會通過下列決議之一時，於股東會開會日期前已以書面通知本公司其反對該項決議之意思表示，並且於股東會提出反對意見的股東，得請求公司以當時公平價格收買其所有之股份：

(a)決議同意本公司締結、修改或終止有關出租本公司全部營業、委託經營或與他人經常共同經營的契約之決議；

(b)決議同意本公司轉讓其全部或主要部分的營業或財產之決議，但本公司因解散所為的轉讓不在此限；或

(c)決議同意本公司受讓他人全部營業或財產，對本公司營運產生重大影響者。

59. 於不違反開曼公司法下，本公司營業之任一部分被分割，或本公司與其他公司進行創設合併或吸收合併時，於表決該決議之股東會集會時放棄表決權（或投反對票）並於股東會集會前或集會時以書面表示異議（創設合併或吸收合併之情形）之股東，得請求公司以當時公平價格收買其所有之全部股份。

委託書及委託書之徵求

60. 除本章程另有規定外，委託代理人應由委託人或其經合法授權之代理人以書面方式為之。如委託人為公司，應加蓋公司印章或經合法授權之經理人或代理人簽署之。股東應於股東會召開至少五日前將委託書送達本公司。如同一股東將二份以上之委託書送達本公司，應以本公司所收受之第一份為準；但該股東在其後送達的委託書中明示撤銷先前的委託書者，不在此限。委託代理人不需具有股東身份。除本章程另有規定外，委託書應依照股東會召集通知所載，準時送達本公司登記營業處所，當本公司之股份在中華民國任一證券交易市場掛牌交易時，委託書應依照股東會召集通知所載，準時送達本公司在中華民國之股務代理機構或其他開會通知指定之地點。

61. (a) 在不違反公開發行公司適用法令之前提下，除(i) 依據中華民國法令設立的信託事業、(ii) 業經金管會核准之股務代理機構（依公開發行公司適用法令定義）、(iii) 依據本章程第52條股務代理機構（或股東會主席）被視為委託代理人外，如一人同時擔任兩名以上股東之代理人，其代理股數於本公司為決定股東會中有權表決之股東所定之停止股票過戶日前，不得超過已發行股份總數百分之三；代理股數超過百分之三部份，其代理之表決權不予計算。

(b) 除本章程另有規定外，委託書應採用公司指定之格式，且其內容應表明限於當次股東會使用。委託書之格式內容至少應包含以下資訊：(a) 有關如何填寫表格之指示；(b)委託代理人行使表決權之事項；(c)有關委託代理人之股東、受託代理人及徵求人（如有徵求人）之基本資料。本公司應將委託書之格式併同當次股東會之召集通知提供予股東，且應於同一日將召集通知及委託書相關資料分發予股東。

(c) 若任何股東已向本公司表示欲以委託書方式行使其表決權，而後欲親自出席股東會，或欲以書面或電子方式行使其表決權者，該股東至遲應於股東開會前二日向本公司為撤銷委託書之表示。若該股東未於公開發行公司適用法令所規定之期限內撤銷委託書，則以委託書方式行使之表決權為準。

(d) 當本公司之股份於中華民國證券交易市場掛牌交易時，除本章程另有規定外，一切關於委託書及/或由徵求人徵求關於本公司股份之委託書之事項，應適用本章程之規定、中華民國「公開發行公司出席股東會使用委託書規則」及其它所有應適用之法令規定，包含但不限於公開發行公司應適用法令，無論本章程中是否另有明文規定。

董事會

62. 本公司董事會，設置董事人數不得少於七人，且不得多於九人。每一董事任期三年。本公司得隨時決議增加或減少董事人數。董事得連選連任。本公司之第一任董事應由發起備忘錄上之認股人以書面或過半數決議之方式任命。
63. 除經本公司掛牌交易之中華民國證券交易市場之證券主管機關核准外，互為具有配偶關係或二親等以內之親屬關係之董事人數（依公開發行公司適用法令定義），應少於董事總人數之半數。
64. 本公司召開股東會以選任董事時，若當選人不符本章程第63條之規定時，不符規定之董事中所得選票代表選舉權最低者，在符合第63條規定之必要限度內，其當選失效。已充任董事違反前述第63條規定者，當然解任。
65. 如本公司之股份於中華民國證券交易市場掛牌交易，除公開發行公司適用法令另行許可外，應設置獨立董事人數不得少於三人，且不得少於董事席次五分之一。於公開發行公司適用法令要求範圍內，至少一名獨立董事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。
66. 獨立董事應具備專業知識，且於執行本公司獨立董事職責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，應遵循公開發行公司適用法令之規定。

67. 如本公司之股份於中華民國證券交易市場掛牌交易，董事（包括獨立董事）之報酬（包括紅利），應由董事會依據薪酬委員會之建議決定之。決定董事報酬之考慮要素應包含但不限於服務的價值、本公司營運狀況、同產業其他公司的薪酬水平。董事得請求因出席董事會、委員會、股東會或是公司業務有關活動而實際支出之旅宿費用，或是由董事會決議支付固定之旅宿費用，或是部分實際支出部分固定之旅宿費用。
68. 董事（不包括獨立董事）得於任職董事期間內同時兼任公司內其他經理人或任何有給職務，其任職期間、條件及報酬由董事會決定。然若任何董事（包括獨立董事）擔任本公司以外之其他職務或有給職務時，應就其兼任之有給職務及其所受利益之性質與程度，於股東會中向股東說明，且應獲得股東經股東會重度決議所作成之同意。
69. 政府或法人為股東且當選為董事或監察人時，須指定自然人為其依法授權之代表，為該政府或法人董事/監察人行使職務，並得由該政府或法人自行決定隨時改派。

董事之選舉及解任

70. 本公司得於任何股東會上，依據本章程第71條之規定，選舉任何人為董事。
71. (a) 董事（包括獨立董事）之選舉應依投票制度採行累積投票制，每一股東得行使之投票權數為其所持之股份乘以應選出董事人數之數目（以下稱「特別投票權」），任一股東行使之特別投票權總數得由該股東依選票所指集中選舉一名董事候選人，或分配選舉數董事候選人。與董事應選人數相當獲得最多選票之候選人，當選為董事。
- (b) 於依本章程選任董事前，董事候選人以以書面方式向本公司表示其當選後擔任董事意願。董事應於當選後十五日內，依本公司提供的格式，書面向本公司表示接受擔任董事一職並遵守應盡之義務。
- (c) 董事任期至依公開發行公司適用法令應屆滿或是股東會改選為止。
72. (a) 獨立董事候選人名單應由現任董事會提出，該份名單應依本公司章程第38條分送各股東，獨立董事候選人名單得分送分送之方式及時間由本公司之董事會決定。
- (b) 於不違反開曼公司法、本公司發起備忘錄與本章程之前提下，本公司亦得於股東會以普通決議採用符合公開發行公司適用法令之候選人提名制度。
- (c) 獨立董事因故辭職或解任，致人數不足三人時，公司應於最近一次股東會選舉新任之獨立董事。所有獨立董事均辭職或解任時，董事會應於事實發生日起六十日內，召開股東會補選新任獨立董事以填補缺額。

73. 董事因故解任，致不足七人者，本公司應於最近一次股東會補選新任董事之。但本公司董事會之董事缺額達本公司章程第62條所定最大席次三分之一者，在任董事應自事實發生之日起六十日內，召開股東臨時會補選之。
74. 本公司得隨時以股東會重度決議解任董事，不論有無指派另一董事取代之。
75. 董事執行業務，有重大損害本公司之行為或違反法令或本章程之重大事項，但於提出解任該董事議案之股東會上未以重度決議將其解任者，持有本公司已發行股份總數百分之三以上之股東，得於股東會後三十日內訴請有管轄權之法院裁判解任該董事，惟該等股東於提出訴訟之日必須持有本公司已發行股份總數百分之三以上，該訴訟並得以中華民國臺灣臺北地方法院為第一審管轄法院。法院裁判解任該董事之日期，該董事應即解任。

董事之代理

76. 如董事因不在台灣、因病或其他因素而無法出席董事會會議，得委託其他董事代為出席。委託之董事，應於每次出具委託書並列舉該次董事會會議討論事項之授權範圍，並於該次會議開始之前將委託書提交董事會或會議通知中載明之其他地點。一名董事以接受一名董事委託為限。
77. 董事居住中華民國境外者，得以書面委託居住國內之其他股東，經常代理出席董事會。該代理應向中華民國主管機關申請登記（變更時亦同）。

董事之權責

78. (a) 於不違反公開發行公司適用法令及本章程之前提下，董事會應以董事會決議之方式處置管理本公司之一切業務。董事會得支付本公司成立與登記註冊之全部相關費用，並行使本公司於開曼公司法、本章程，以及依所適用法令不必經股東會決議事項之一切權力。
- (b) 於不違反開曼公司法之前提下，任何董事均對本公司負善良管理人義務，且該善良管理人義務包括（但不限於）遵守忠實義務、誠信義務等一般準則，及避免責任衝突及自利行為。若任何董事違反上開善良管理人義務時，於不違反開曼法令之前提下，該董事應就因此所生之損害負賠償責任。於不違反開曼公司法之前提下，股東會得以普通決議要求董事應將其因違反忠實義務及善良管理人義務所得之利益退還予本公司。
- (c) 若董事於執行本公司業務時，因違反相關法令造成他人損害，該董事應就該損害與本公司共同負責。
79. 董事會得隨時出具委任書，委任任何公司、企業、個人或團體，不論直接或間接由董事會提名，擔任本公司之代理人，其代理權力與裁量範圍（以不超過董事會依據本章程之規定所具有或可行使者為限）、代理期間、事件等限制條件由董事會決定。該委任書之內容，依董事

會之決定，得包括保護與便於第三人與該代理人處理事務之條款，亦可授權該代理人將其得行使之代理權力與裁量範圍再為授權。

80. 所有支付給本公司之支票、本票、匯票與其他票據，不論是否為可轉讓，以及所有支付給本公司款項之收據，應隨時依照董事會得決議之方式，依該票據之性質予以簽署、收受、背書或執行。
81. 董事會應保存下列議事紀錄：
- (a) 所有由董事會任命之經理人；
 - (b) 每次董事會會議或委員會會議之出席董事名單（包括以委託書方式出席者）；
 - (c) 本公司所有會議、董事會、及董事會委員會之議程與決議內容。
82. 於不違反所有應適用法令、公開發行公司適用法律、本章程及其他股東會普通決議通過關於借貸、背書、保證或是取得或處分資產規定前提下，董事會得行使本公司之權力以貸入資金，以及就公司之承諾、財產、資產（不論現在或未來）或資本上予以設質抵押，並發行其他有價證券，不論是直接發行，或作為本公司或其他第三人之債務時提供保證時之擔保品。

公司之管理

83. 於不違反所有應適用法令之前提下，董事會得隨時以其認為合適之方式管理公司之事務。

董事會之程序

84. 經全體董事簽名作成的書面決議，與董事會決議有相同效力。此種決議方式稱為「董事會書面決議」，並應記載於董事會會議記錄。董事會書面決議得由數書面文件組成，並經一位或多位董事簽名。惟若本公司之股份於中華民國證券交易市場掛牌交易，董事會應集會討論公司業務發展，董事會應以集會方式執行業務，並得自行決定集會以執行業務、休會、或自行制定集會之程序與規範。除非本章程另有規定，任何會議中之提議應由達最低出席人數之董事以過半數決定。表決平手時，該議案應視為未通過。
85. (a) 於不違反本條(b)之前提下，董事會得依其自行決定的程序與規範召集。
- (b) 董事會之召集，應載明事由於七日前以書面通知各董事，通知應載明討論議案之相關內容。董事會之會議亦可於緊急情況下隨時召集之，但該通知規定得由所有董事於會議舉行之前、進行中或會議後聲明放棄之，而且，開會通知若透過親自傳遞、網路、電報或傳真方式為通知，通知發出當日應視為已寄送至董事之日。

86. (a) 董事應依章程規定親自或由他人代理出席董事會。
- (b) 除非本章程另有規定，董事會作成決議之必要最低人數，應為開會當日過半數之董事出席，若於任何時候僅有一董事時，該最低人數為一人。就本條之目的，未出席董事所指派董事代理人應計入於董事會之必要最低人數。
- (c) 當下列議案於任何董事會之會議中交付表決時，董事會作成決議之必要最低人數應為董事人數三分之二或以上：(i) 本章程第38條(c)所述之各議案；(ii) 任何新股之發行、配發或募集；(iii) 任何債券、公司債或其他債務性質有價證券之發行；(iv) 任何發放股息或紅利之計劃；以及(v) 本章程第88條中所述之選舉與解任董事長議案。
87. 董事會不論缺額為何，仍可繼續行使其職權並作成決議。
88. 董事會應選出一名董事長並確定其任期。董事長之選任，應以集會時全體在任董事超過三分之二出席，過半數決之方式自董事中選任之。董事長為董事會會議主席，但如未選出董事長，或董事長缺席任何董事會會議時，出席董事得推選其中一名董事擔任主席。董事長一職得由集會時仍在職之三分之二以上出席董事及出席董事過半數同意解任之，惟董事長雖經董事會解任，仍為本公司之董事。
89. 董事直接或間接因契約而與公司有利害關係者應依法揭露之。董事於董事會討論時之事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，且不得代理他董事行使其表決權。上述不得行使表決權之董事之表決權不計入已出席董事之表決權數中，但計入董事出席數中。
90. 董事會得就其所有權力之任何部份，依董事會認定之適當方式，授予由董事會成員組成之委員會。任何依此成立之委員會，於行使被授予之權力時，應遵守任何由董事會所訂之規則。
91. 委員會得自行決定集會與休會。任何於會議中提出之問題應由出席過半數之委員會成員之表決決定。表決平手時，該議案應視為未通過。委員會的會議程序與規範應依本章程規定的董事會會議程序及規範，但不得違背董事會依前條所訂的規則。
92. 所有由董事會或委員會之決議，或由任何人行使董事職權時所作之行為，均應視為所有董事均合法任命且具董事資格時所為之有效決議或行為，不因嗣後發現任何董事或行使董事職權之人的任命或資格有瑕疵而受影響。
93. 董事會之董事或任何委員會之董事，均得以使所有參加人員得看見且聽見其他人，並互為聯繫之視訊會議或類似通訊設備參加董事會或委員會之會議，依本條規定出席者應視為親自出席會議。

公開收購時董事會之告知義務

94. 如本公司之股份於中華民國證券交易市場掛牌交易，董事會於本公司或本公司依公開發行公司適用法令任命之訴訟及非訟代理人接獲(i) 公開收購申報書及(ii) 相關書件後七日內，應對建議股東接受或反對本次收購做成決議，並公告下列事項：

(a) 董事及持有公司已發行股份超過百分之十之股東自己及以他人名義目前持有之股份類別、數量。

(b) 就本次收購對股東之建議，並應載明持反對或棄權意見之董事姓名及其所持理由。

(c) 公司財務狀況於最近期財務報告提出後有無重大變化及其變化內容（如有）。

(d) 董事或持股超過百分之十之股東自己及以他人名義持有公開收購人（若公開收購人為公司時）或其關係企業之股份類別、數量及其金額。

董事之辭職與當然解任

95. 董事如有下列情事應被當然解任：

(a) 董事以書面通知本公司辭任董事職位；

(b) 該董事依據本章程而解任；

(c) 死亡、破產或與其全體債權人為協議或和解；

(d) 依適用法令，由具管轄權之法院宣告為心智喪失、精神疾病，或因其他理由而為無行為能力人或限制行為能力人；

(e) 曾違反中華民國組織犯罪防治之相關適用法令或其他國家或地區之類似法令，經有罪判決確定，且服刑期滿尚未逾五年；

(f) 曾於任何國家因詐欺、背信或侵占等罪，經受有期徒刑一年以上宣告，服刑期滿尚未逾二年；

(g) 曾服公職虧空公款，經有罪判決確定，服刑期滿尚未逾二年；或

(h) 曾因使用可轉讓票據違約而遭臺灣票據交換所拒絕往來，處分尚未期滿者；

(i) 有第64條或第75條之情形者。

如董事候選人有前項(c)、(d)、(e)、(f)、(g)、(h)各款情事之一者，該董事候選人應自始立即失卻當選資格。如任何董事同時身兼董事長，而依據第95條規定解任者，其董事長之職務亦應自動解任。

95.1 (a)如本公司之股份於中華民國證券交易市場掛牌交易，董事於任期間轉讓其持股，致其持有之股份少於選任日股東名簿記載持股數之二分之一時，該名董事應當然解任。

(b)如本公司之股份於中華民國證券交易市場掛牌交易，董事有下列情況時，其選任應不生效力：

(i) 倘董事於當選後就任前轉讓其持股，致其持有之股份少於選任日股東名簿記載持股數之二分之一；或

(ii)倘該名董事於本章程第 13 條股票停止過戶期間內轉讓其持股，致其持有之股份少於選任日股東名簿記載持股數之二分之一。

有任何違反第95.1條(b)之情事時，該董事之選任為當然無效。

(c) 本章程第95.1條(a)及(b)之規定於不適用於獨立董事。

公司印章及文書認證

96. (a) 若董事會決定本公司應有公司印章，則於不違反本條(c)之前提下，本公司印章僅得經董事會授權、或由董事會授權之委員會授權後使用；任何加蓋公司印章後之法律文件應由董事、本公司秘書，或者其他經過董事會授權之人簽署。

(b) 本公司得在英屬開曼群島以外之國家或地區保有複製之公司印章，且得依董事會之決定，於該複本印章上加註印章之使用地區。

(c) 任何董事、公司秘書、或其他經董事會任命之人，得於本公司業務有關之任何文件或董事會或委員會通過之決議上蓋印，並可就在前述文件複本或是摘要上蓋印證明其為真正。若本公司文件存於登記營業處所或是主營業處以外之處，當地負責保管文件的經理人視為經董事會任命之人。經前述之人以前述方式蓋印的文件、董事會決議、複本或是摘要，為文件之真正、決議通過或是摘要正確性的證明。

經理人

97. (a)董事會亦得視需要，依其認為適當之條件，如任期、報酬等，任命其他經理人為本公司行使職務，其資格、解任及其他相關條件與限制得由董事會隨時決定之。本章程第78條(b)和(c)所述之事項得在必要時變更經理人對於本公司及第三方的義務與責任。

(b) 如本公司之股份於中華民國證券交易市場掛牌交易，本公司應設置訴訟及非訴訟代理人。該訴訟及非訴訟代理人應由董事於合法召集且達最低出席人數之董事會，經以簡單多數決通過之決議指派，本公司並應依據公開發行公司適用法令，將指派之情形及其變更向金管會申報。該訴訟及非訴訟代理人應於中華民國境內有住所或居所，且為本公司依中華民國證券交易法定義之中華民國境內負責人。

股息、資本分派及資本公積

98. (a) 於不違反開曼公司法、本章程、以及本公司於股東會之任何指示，經董事會推薦並取得股東會普通決議同意後，本公司得發放股息或資本分派給予本公司股東，並授權自本公司可合法供發放股息或資本分派之資金中支付。
- (b) 於不違反任何持有股息或資本分派特別權利股份股東權利之前提下，若對某一類別股份發放股息或資本分派時，該股息或資本分派，應依照本章程之規定，就該特別股於基準日時已繳足股款之部份發放股息或資本分派。
99. 董事會於發放股息或資本分派給予本公司股東前，得提撥部分其認為適當之準備金，該準備金得為本公司之任何目的之業務使用。
100. 除非開曼公司法另有規定，非自本公司之利潤、股份溢價帳戶，不得發放股息或其他資本分派。
101. (a) 當本公司股份於任一中華民國證券交易市場上交易時，本公司每會計年度之盈餘，於(i)填補以前年度之累積虧損、(ii)完納稅捐、(iii)依本章程規定提撥準備金、(iv)依公開發行公司適用法規提撥 10%法定盈餘公積，但累計法定盈餘公積達總實收資本額者不在此限、(v)依中華民國相關主管機關（包含但不限於金管會或中華民國證券交易市場）要求提出公積金後始得分派盈餘。盈餘扣除前述後稱為「當期可分配盈餘」。盈餘可自當期可分配盈餘或是前期未分配之保留盈餘（或稱「累積可分配盈餘」）分派。
- (b) 董事會推薦本公司以累積可分配盈餘分派盈餘時，應製作股息紅利分配計劃送交股東會決議：
- (i) 全體董事每年有權取得之年終紅利不得超過「當期可分配盈餘」之百分之三，且僅得以現金發放；
- (ii) 本公司及從屬公司之全體員工每年有權取得之年終紅利不得超過「當期可分配盈餘」之百分之三，且得以現金、股票或二者之任何組合發放之；以及
- (iii) 累積可分配盈餘得對原股東分配股利，並以發放現金或發行新股的方式為之。發放予原股東之股利不得低於當期可分配盈餘之百分之五。

(c) 所有股息或紅利之分派均不得對本公司累計利息。

102. 以現金支付給股東之股息、資本分派、利息或其他應付款項，得以電匯、電子資金劃撥或是匯款至股東或其指定或通知公司的帳戶為之，或是以郵寄支票或權證至股東名簿上登記地址之方式支付，或者，於共同持有之情形，寄送至股東名簿上列於首位之股東的地址，或寄至該股東或共同持有人嗣後以書面指示之人或地址，寄失之風險應由該股東或共同持有人承擔。該支票或權證，其收款人應為郵寄收件人。兩名以上之共同持有人中之任何一名均可有效受領本公司就其共同持有股份應付之股息、紅利、或其他應付款項。自銀行兌現該支票或權證即解除本公司的責任，即使該支票或權證後來發現是遺失或被偽造背書予他人。
103. (a) 於不違反本章程第33條之前提下，本公司得依據董事會之推薦，於股東會上以重度決議將應分派的股息及紅利部分以增資發行新股之方式為之，但分派的股息及紅利以發行新股之方式為之，但其中以現金分派股息及紅利部分不得低於百分之十。於此情形，董事會應作分派計畫並送交股東會以重度決議通過。
- (b) 董事會應辦理所有使上述增資發行新股得以實行之一切必要行為，董事會並有完整權力對於可分配之畸零股作出其認為適當之處置（包括將畸零股出售而改以現金分派或是將畸零股分配給本公司而非各股東）。董事會行使前述權力時，受影響的股東不代表其股份為不同種類股份。董事會得指定一人代表股東與公司就增資發行新股及所有相關事項訂定有絕對效力的協議。
- (c) 董事會依據本條(a) 增資發行新股時，董事會若認為在股東所在地區將因欠缺登記或其他法定要件，而在合法性或可行性上有疑問；或是在股東所在地區分派該實物過於費時、成本過高或是鑑價不易時，該地區股東應依董事會決議改以金錢派替增資發行新股，但因前述理由而受現金分派的股東，不代表其股份為不同種類股份。

薪酬委員會

104. 董事會應依據公開發行公司適用法令（包括「股票上市或於證券商營業處所買賣公司薪資報酬委員會設置及行使職權辦法」）設立薪酬委員會。董事會應依據公開發行公司適用法令制訂薪酬委員會之運作規範。

盈餘公積轉資本

105. (a) 於不違反開曼公司法、公開發行公司適用法令及本章程之前提下，本公司得得依據董事會之推薦，於股東會上通過以重度決議方式，授權董事會將任何本公司各資本公積帳戶內可供分派之數目（包括股份溢價帳戶與資本贖回準備金）或其他，依照發放股息給予各股東之分配比例，以各股東之名義，將未發行之股份以上述比例分配，並該股份記為各股東已十足繳納股款之股份。此時，董事會應辦理所有使上述增資得以實行之一切必要行為，董事會並有

完整權力對於可分配之畸零股作出其認為適當之處置（包括將畸零股的分配利益歸入本公司而非各股東）。

(b) 於不違反開曼公司法前提下，股東會通過上述決議時，董事會應依照決議內容進行盈餘公積轉資本的工作。為使依本條的股東會決議生效，董事會應辦理所有使上述增資發行新股得以實行之一切必要行為，董事會並有完整權力對於可分配之畸零股作出其認為適當之處置或是將畸零股改以現金分派。董事會行使前述權力時，受影響的股東不代表其股份為不同種類股份。董事會得指定一人代表股東與公司就增資發行新股及所有相關事項訂定有絕對效力的協議。

(c) 在不違反前述的一般性原則下，股東應依前述的協議內容接受盈餘公積鑽本。但董事會若認為該受分派的資本在股東所在地區將因欠缺登記或其他法定要件，而在合法性或可行性上有疑問；或是在股東所在地區接受該資本過於費時或成本過高，得改以現金分派。但因前述理由而受現金分派的股東，不代表其股份為不同種類股份。

簿冊之保存

106. 董事會應妥善製作並保存與下列事項相關之紀錄：

(i) 本公司所有收到及支付之款項，以及與該收入、支付款項相關之事件；

(ii) 本公司所有之商品買賣紀錄；

(iii) 本公司之所有資產及負債；

(iv) 依開曼公司法規定真實公平反映本公司經營現狀或解釋說明其交易內容的相關資料。

107. (a) 若紀錄之保存不足以依本章程第106規定真實公平反映本公司經營現狀、及解釋說明其交易內容，則應視為本公司未妥善製作保存簿冊。

(b) 依本公司章程及相關法令製作之委託書、文件、表格與電子媒體資訊，應至少保存六年。但若有股東就該委託書、文件、表格與/或其資訊內容提起訴訟且該訴訟時間超過六年者，該委託書、文件、表格與電子媒體資訊等應保存至訴訟終結為止。

通知

108. 任何通知必須為書面，可用面交，或以郵寄、電傳、電報、傳真之方式寄發給股東之登記於股東名簿上之地址；以郵寄之方式寄送時，若地址位於臺灣境外時，該通知得以航空郵件寄送。

109. (a) 如果通知係以郵件或航空郵件寄送，於通知放入正確填具地址、預付郵資之信封並交付郵寄，交付郵寄六十小時後，應視為已送達；
- (b) 如果以網路、電報、傳真或電子郵件方式發送通知，於載明地址，並將該通知以恰當之媒介傳送後應視為已送達，並以傳送日為送達日。
110. 於寄發通知給股份之共同持有人時，本公司得將該通知交付給於股東名冊上列名在前之共同持有人。
111. 依本章程寄發通知給股東，而該股東死亡、破產或解散時，無論本公司是否知此情事，該依股東名簿資料送達之通知仍為合法送達（除非該股東之資料在當時已自股東名簿上移除）。且該通知視為對該股東之代表人或是其他利害關係人（無論是與該股東共同行使權利或是行使該股東權利）關於該股份的通知。
112. 本公司得寄發通知給本公司所知，因某一股東死亡或破產而有權取得股份之人，收件人得載明該取得股份之人之姓名，亦得以死亡股東之代表人、該破產股東之破產管理人、或其他類似之描述為收件人，並以預付費用之郵寄方式交付至該聲稱取得股份之人向本公司所提供之地址，本公司亦得選擇以如同該股東之死亡或破產並未發生之相同方式交付該通知。
113. 每次股東會之開會通知，應以前述授權之方式交付給：
- (a) 每一位於股東會開會基準日時列名於股東名簿之股東，除了共同持有之股東，若開會通知寄達列名在前之共同持有股東時應視為已送達；
- (b) 因任何一位列名股東名簿上之股東之死亡或破產，而股份移轉至該股東之法定代表人或破產管理人，且該股東若非因為死亡或破產應為有權接獲開會通知之股東；以及
- 除前述(a)、(b)所述之人、董事及獨立董事外，其他人均無權接獲股東會開會通知，除非本公司董事會另有決定。

解散清算

114. 如果本公司應解散清算，清算人得以本公司股東會特別決議及其他開曼公司法所需之批准，將本公司之全部或一部分之資產（不論是否以相同種類之財產構成）以現金或實物形式分派，並得為清算之目的，依清算人之認定，對任何被分派之財產設定一公平價值，清算人並得決定該財產於同一類別股份股東之間或不同類別股份之股東間之分派方式。清算人並得以與前述類似之批准，依清算人認定之方式，將上述資產之任何一部交由為受分配人之利益而成立信託之信託管理人，但不得強迫股東接受附帶債務之任何股份或其他有價證券。

115. 在不損害任何具對解散清算有特別權利之股份股東權利下：(i) 如果本公司應解散清算，於清償所有債權之後，剩餘可供分派給股東之資產應依股東持股之實收資本比例計算，且如果剩餘資產不足以償還全部的實收資本額時，應盡可能讓所有股東依其持股之比例分攤損失之方式分派資產，且(ii) 如果可供分派給股東之剩餘資產超過全部的實收資本額時，則應以盡可能讓所有股東依其持股比例分享剩餘財產之方式分派資產。

審計委員會

116. 董事會應設置審計委員會。審計委員會由獨立董事組成，其人數不得少於三人，其中一人為召集人，且至少應一人具備會計或財務專長。審計委員會之決議，應有審計委員全體成員二分之一以上之同意。
117. 下列關於本公司的事項，應由審計委員會過半數委員同意後交由董事會議決：
- (a) 修正或訂定內部控制制度；
 - (b) 內部控制制度有效性之考核
 - (c) 訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序；
 - (d) 涉及董事自身利害關係之事項；
 - (e) 重大之資產或衍生性商品交易；
 - (f) 重大之資金貸與、背書或提供保證；
 - (g) 募集、發行或私募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) 年度財務報告及半年度財務報告；
 - (k) 其他公司或主管機關規定之重大事項；

除(j)外，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，不受前項規定之限制，並應於董事會議事錄載明審計委員會之決議。

118. 審計委員會應監督公司業務之執行，並得隨時調查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。
119. 審計委員會或其獨立董事成員得代表公司委任律師、會計師或其他專業人員，就行使職權有關之事項為必要之查核或提供諮詢。
120. 董事會或董事執行業務有違反法令、本章程或股東會決議之行為者，審計委員會應即通知董事會或董事停止其行為。
121. 繼續一年以上，持有已發行股份總數百分之三以上之股東，得以書面請求審計委員會為公司對董事提起訴訟。審計委員會自有前項之請求日起，三十日內不提起訴訟時，前項之股東，得為公司在有管轄權之法院提起訴訟，且台北地方法院有第一審管轄權。

賠償

122. (a) 本公司董事及經理人及任何受託管理人在處理與公司有關業務之期間，及其各自之執行人、管理人或個人代表，因執行其職務或既定職務或任職或處理信託之作為、附議或不作為，所衍生或造成之法律程序、成本、費用、損失、損害及支出，本公司應以其資產補償其不受損失；但不包括因其自身之故意忽視或不履行義務所造之支出或損失，並且，任何上述人士均不應為其他上述人士之作為、忽視或不作為、依制式化之需要而聯名收款、為本公司資金或財產所存放之任何銀行或其他人之償債能力或誠信、為任何本公司投資或放出款項之擔保品不足或不良、或其他任何因執行其職務所造成之損失、損害而負責，除非該損失或損害是因為該董事、經理人或任何受託管理人故意忽視或不履行義務而導致者。
- (b) 本公司得為本公司的董事及經理人因執行職務所生之責任投保責任保險，或對本公司董事及經理人因過失或違反任何義務對本公司及從屬公司所造成的損害投保損失補償保險。

會計年度

123. 除非董事會另為安排，本公司之會計年度應止於每年之十二月卅一日，且自成立年度後，會計年度應始於每年之一月一日。

THE COMPANIES LAW
COMPANY LIMITED BY SHARES
AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF
Yummy Town (Cayman) Holdings Corporation
雅茗天地股份有限公司
(adopted by a special resolution dated June 17, 2015)

1. In these Articles, the regulations contained in Table A in the Schedule to the Statute shall not apply and, unless there be something in the subject or context inconsistent therewith,

“Applicable Public Company Rules”	means the ROC laws, rules and regulations governing public reporting companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as being applicable to the Company, including, without limitation, the Company Act of the ROC, the Securities and Exchange Act of the ROC, the rules and regulations promulgated by the FSC and the rules and regulations promulgated by any of the ROC Securities Exchanges, as amended from time to time;
“approved stock exchange”	has the meaning as defined in the Statute and including The Greta Securities Market of Taiwan and the Taiwan Stock Exchange;
“Articles”	means these Articles in their present form or as supplemented, altered or substituted from time to time by Special Resolution;
“Audit Committee”	means the audit committee of the Board established pursuant to these Articles;
“Board”	means the board of Directors appointed or elected pursuant to these Articles or, as the case may be, the Directors present at a meeting of Directors at which there is a quorum;
“Class” or “Classes”	means any class or classes of Shares as may from time to time be issued by the Company;
“Company”	means Yummy Town (Cayman) Holdings Corporation (雅茗天地股份有限公司);
“Consolidated Company”	means the new company that results from the consolidation of two or more Constituent Companies;
“Consolidation”	means the combination of two or more Constituent Companies into a Consolidated Company and the vesting of the undertaking, property and liabilities of such companies in the Consolidated Company within the meaning of the Statute;
“Constituent Company”	means a company that is participating in a Merger or a Consolidation with one or more other companies within the

	meaning of the Statute;
“delegation of the operation”	means delegation of the operation of the business (委託經營) as defined in the Company Act of ROC, as amended from time to time;
“Directors”	means the directors for the time being of the Company;
“dividend”	means dividends, capital distributions and capitalisation issues;
“frequent joint operation”	means frequent joint operation (經常共同經營) as defined in the Company Act of ROC, as amended from time to time;
“FSC”	means the Financial Supervisory Commission of the ROC;
“Independent Directors”	means the Directors who are elected as "Independent Directors" pursuant to Applicable Public Company Rules;
“listed Shares”	means Shares which are traded or listed on an approved stock exchange;
“Market Observation Post System”	means the public company reporting system maintained by the Taiwan Stock Exchange Corporation, online via http://newmops.tse.com.tw/ ;
“Member”	means a person who is registered as the holder of Shares in the Register of Members;
“Memorandum”	means the memorandum of association of the Company as amended or substituted from time to time;
“Merger”	means the merging of two or more Constituent Companies and the vesting of their undertaking, property and liabilities in one of such companies as the Surviving Company within the meaning of the Statute;
“month”	means a calendar month;
“notice”	means written notice as further provided in these Articles unless otherwise specifically stated;
“Officer”	means any person appointed by the Board to hold an office in the Company;
“Ordinary Resolution”	means a resolution: <p>(a) passed by a simple majority of votes cast by Members, being entitled to do so, voting in person or, where proxies are allowed, by proxy at a general meeting of the Company and where a poll is taken, by a simple majority of the number of votes cast by such Members; or</p> <p>(b) approved in writing by all of the Members entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of the Members and the effective date of the resolution so adopted shall be the date on which the instrument, or the last of such</p>

	instruments, if more than one, is executed;
“Register of Members”	means the principal register and any branch register of Members of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time;
“Registered Office”	means the registered office of the Company as required by the Statute;
“Remuneration Committee”	means the remuneration committee of the Board, established pursuant to these Articles;
“ROC” or “Taiwan”	means Taiwan, the Republic of China;
“ROC Securities Exchanges”	means GreTai Securities Market (including the Emerging Stock Market) and the Taiwan Stock Exchange of the ROC;
“Seal”	means the common seal of the Company and includes every duplicate seal;
“Secretary”	includes an assistant secretary and any person, firm, or corporation appointed by the Board to perform the duties of secretary of the Company;
“Share”	means a share in the capital of the Company. All references to “Shares” herein shall be deemed to be Shares of any or all Classes as the context may require and, for the avoidance of doubt, in these Articles the expression “Share” shall include a fraction of a Share;
“Solicitor”	means any Member, a trustee business or a securities agent mandated by Member(s), who solicits an instrument of proxy from any other Member to appoint him/her/it as a proxy to attend and vote at a general meeting, pursuant to the Applicable Public Company Rules;
“Special Resolution”	<p>means a resolution :</p> <p>(a) passed by a majority of not less than two-thirds of votes cast by Members, being entitled to do so, voting in person or, where proxies are allowed, by proxy at a general meeting of the Company of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given; or</p> <p>(b) approved in writing by all of the Members entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of the Members aforesaid, and the effective date of the special resolution so adopted shall be the date on which the instrument or the last of such instruments, if more than one, is executed;</p>
“Spin-off”	refers to an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to issue new shares to the transferor company or to

	members of the transferor company;
“Statute”	means the Companies Law of the Cayman Islands and every modification, re-enactment or revision thereof for the time being in force;
“Subsidiary”	means, with respect to any company, (1) the entity, one half or more of whose total number of the issued voting shares or the total amount of the capital stock are directly or indirectly held by such company; (2) the entity that such company has a direct or indirect control over its personnel, financial or business operation; (3) the entity, one half or more of whose directors are concurrently acting as the directors of such company; or (4) the entity, one half or more of whose total number of issued voting shares or the total amount of the capital stock are held by the same member(s) of such company;
“Supermajority Resolution”	means a resolution passed by a majority of votes cast by the Members, as being entitled to do so, voting in person or where proxies are allowed, by proxy, at a general meeting attended by Members who represent two-thirds or more of the total issued shares of the Company. However, where the total number of shares represented by the Members present at such general meeting is less than two-thirds of the total issued shares of the Company, but is more than one half of the total issued shares of the Company, “Supermajority Resolution” shall instead mean a resolution passed by a majority of not less than two-thirds of votes cast by the Members, being entitled to do so, voting in person or, where proxies are allowed, by proxy, at such general meeting;
“Surviving Company”	means the sole remaining Constituent Company into which one or more other Constituent Companies are merged within the meaning of the Statute;
“Taiwan Clearing House”	means the Taiwan Clearing House established by the Taiwan Payments Clearing System Development Foundation to process check clearing and settlement services;
“written” and “in writing”	include all modes of representing or reproducing words in visible form.

Words importing the singular number only include the plural number and vice versa.

Words importing the masculine gender include the feminine gender, and vice versa.

A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles or the Statute.

Words importing persons only include natural persons, companies or associations or bodies of persons whether incorporated or not.

References to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.

References to a document being executed include references to it being executed under hand or under

seal or by any other method.

2. The business of the Company may be commenced as soon after incorporation as the Board shall see fit.
3. Subject to all applicable laws, the Board may pay, out of monies of the Company, all expenses incurred in connection with the formation and establishment of the Company including the expenses of registering the Company as an exempted company in the Cayman Islands.

CERTIFICATES FOR SHARES

4. Certificates representing Shares of the Company shall be in such form as shall be determined by the Board. Such certificates may be under Seal. All certificates for Shares shall be consecutively numbered or otherwise identified and shall specify the Shares to which they relate. The name and address of the person to whom the Shares represented thereby are issued, with the number of Shares and date of issue, shall be entered in the Register of Members. All certificates surrendered to the Company for transfer shall be cancelled and no new certificate shall be issued until the existing issued certificate(s) representing the Shares to be transferred shall have been surrendered and cancelled. The Board may authorise certificates to be issued with the seal and authorised signature(s) affixed by some method or system of mechanical process.
5. Notwithstanding Article 4 of these Articles, if a certificate for Shares is defaced, lost or destroyed, it may be replaced on payment of a reasonable fee and on such terms (if any) as to evidence, indemnity and to payment of any expenses of the Company in investigating such evidence and preparing such indemnity as the Board shall think fit.

ISSUE OF SHARES

6. (a) Subject to the provisions, if any, in that connection in the Memorandum and to any resolution of Members of the Company in general meeting and without prejudice to any special rights previously conferred on the holders of existing Shares, the Board may allot, issue, grant options over or otherwise dispose of Shares of the Company (including fractions of a Share) to such persons, at such times and on such other terms as they think proper, provided that no Share shall be issued at a discount except in accordance with the Statute, and PROVIDED ALWAYS that, notwithstanding any provision to the contrary contained in these Articles, the Company shall be precluded from issuing bearer Shares, warrants, coupons or certificates.

(b) Subject to the Statute, so long as the Shares are listed on any ROC Securities Exchange, the Company may allot and issue new Shares on such terms as the Board may from time to time determine, to the employees of the Company and/or its Subsidiaries as approved by the Members by way of a Supermajority Resolution, and the number of the shares to be issued, the issuance price, and the terms and conditions of such issuance shall comply with the Applicable Public Company Rules.

(c) So long as the Shares are listed on any ROC Securities Exchange, when the Company issues new shares to any employee of the Company and/or its Subsidiaries in compliance with the Applicable Public Company Rules, the Company may, by a Special Resolution, impose transfer restrictions to the effect that such employee shall not subsequently transfer his/her such Shares as allotted and issued by the Company for a period of no more than two (2) years.
7. So long as the Shares are listed on any ROC Securities Exchange, where the Company increases its issued share capital by issuing new Shares for cash consideration in Taiwan, the Company shall allocate ten percent (10%) of the total number of such new Shares to be issued, for offering to the public in Taiwan unless it is not necessary or appropriate, as determined by the FSC or other Taiwan authorities, for the Company to conduct the aforementioned public offering. However, if a percentage higher than the aforementioned ten percent (10%) is resolved by an Ordinary Resolution passed at a general meeting to be offered to the public in Taiwan, the percentage determined by such resolution shall prevail. The Company may determine that certain percentage of the total number of such new Shares be offered to its employees for subscription and such percentage shall be determined by the Board at its discretion.

8. (a) So long as the Shares are listed on any ROC Securities Exchange, unless otherwise resolved by the Members in a general meeting by Ordinary Resolution, where the Company proposes to issue new Shares for cash consideration, the Company shall make a public announcement and send notices to Members in order to notify each Member that he/she/it is entitled to exercise a pre-emptive right to purchase his/her/its pro rata portion of the remaining new Shares (after allocation of the public offering portion and the employee subscription portion as set out in Article 7 above) to be issued for cash consideration. The Company shall state in such announcement and notices to the Members that if any Member fails to purchase his/her/its pro rata portion of such remaining new Shares within the prescribed period, such Member shall be deemed to have waived his/her/its pre-emptive right to purchase such new Shares. In the event that Shares held by a Member are insufficient for such Member to exercise the pre-emptive right to purchase one new Share, the entitlement of pre-emptive right of several Members may be combined together for joint purchase of new Shares or for purchase of new Shares in the name of a single Member pursuant to the Applicable Public Company Rules. If the total number of the remaining new Shares to be issued has not been fully subscribed by the Members within the prescribed period, the Company may offer the balance of such unsubscribed Shares to the public or to a specific person or persons in accordance with the Applicable Public Company Rules.
- (b) The pre-emptive right of the Members under Article 8(a) shall not apply if new Shares are issued in any of the following circumstances:
- (i) in connection with a Merger or Consolidation with another company, or pursuant to any Spin-off or reorganization of the Company;
 - (ii) in connection with fulfilling the Company's obligations under warrants and/or options issued by the Company, including those issued in accordance with the employee incentive programs under Article 10(a);
 - (iii) in connection with fulfilling the Company's obligations under convertible bonds or corporate bonds issued by the Company which are convertible into Shares or which entitle its holders to acquire Shares;
 - (iv) in connection with Shares issued pursuant to a statutory private placement in accordance with Applicable Public Company Rules; and
 - (v) in connection with new fully-paid up Shares issued to the Members as satisfaction of declared dividend pursuant to Article 103, and/or as effecting any capitalisation of any other amount pursuant to Article 105.
9. The Company shall only issue fully paid-up Shares.
10. (a) The Company may, upon recommendation by the Board by way of a resolution passed by a simple majority of the Directors present and voting at a duly convened meeting of the Board except that the quorum necessary for a Board meeting considering such on-market repurchases shall be at least two-thirds of the total number of the Directors in office, and approval by the Members at a general meeting by an Ordinary Resolution, adopt one or more employee incentive programs pursuant to which the Company may issue Shares, options, warrants or other similar instruments, to employees of the Company and its Subsidiaries. The Company may enter into agreements with employees of the Company and the employees of its Subsidiaries pursuant to the incentive program approved pursuant to this Article, whereby employees may subscribe, within a specific period of time, a specific number of Shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive program. However, options, warrants or other similar instruments issued pursuant to this Article are not transferable save by transmission upon the death of the holder thereof but will lapse and become null and void upon the holders' death, and so long as the Shares are listed on any ROC Securities Exchange, the terms and conditions of such options, warrants or other similar instruments shall comply with the Applicable Public Company Rules.
- (b) Subject to these Articles and to the approval by the Board, the Company may pay to the employees

of the Company and the Subsidiaries of the Company an annual bonus from the Distributable Net Profit of the Current Year (as defined in Article 101 below), which bonus sum may be determined by the Board in its sole discretion and payable in cash, fully paid-up Shares, or any combination of both, and the Board may determine the implementation rules relating to such annual bonus to employees. The annual bonus, if any, shall be effected out of the Accumulated Distributable Net Profit (as defined in Article 101 below).

- (c) When the Company issues options or warrants to its employees pursuant to the employee incentive programs aforementioned in this Article 10(a), the number of underlying Shares for each issuance of such options or warrants may not be more than ten percent (10%) of the total issued Shares of the Company (immediately before the issuance of such options and warrants), and the aggregated number of the Shares underlying all such outstanding options and warrants may not be more than fifteen percent (15%) of total issued Shares of the Company (immediately before the issuance of such options and warrants). The number of options and/or warrants granted to each individual employee may not be more than ten percent (10%) of the total number of each issuance of such warrants or options, and in any given fiscal year, each recipient can exercise his options no more than one percent (1%) of the total issued Shares at the end of that fiscal year.

- 11. The Company shall maintain a Register of Members, and any such register maintained in respect of listed Shares may be kept by recording the particulars as required by the Statute in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the relevant approved stock exchange. Every person whose name is entered as a Member in the Register of Members shall be entitled without payment to receive one certificate for all his/her/its Shares or several certificates for his/her/its Shares in the form as prescribed by the Board. Subject to the provisions of the Statute and Articles 14 and 39 below, if the Board considers it necessary or appropriate, the Company may establish and maintain a principal or branch Register of Members at such location as the Board thinks fit. The Company shall cause to be kept at the place where the principal register is kept a duplicate of any branch register duly entered up from time to time. In addition, so long as the Shares are listed on an ROC Securities Exchange, the Company shall, upon any issue of new Shares, cause such shares to be credited to the accounts of the subscribing Members maintained with the Taiwan Depository & Clearing Corporation pursuant to the Applicable Public Company Rules within thirty (30) days from the date of issuance of such Shares, and shall make a prior public announcement pursuant to the Applicable Public Company Rules.

TRANSFER OF SHARES

- 12. (a) The instrument of transfer of any Share shall be in any usual or common form or such other form as the Board may, in their absolute discretion, approve and be executed by or on behalf of the transferor and if so required by the Board, shall also be executed by or on behalf of the transferee and shall be accompanied by the certificates (if any) for the Shares to which the transfer relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain a Member until the name of the transferee is entered in the Register of Members in respect of the relevant Shares.
- (b) Notwithstanding anything to the contrary in these Articles, title to listed Shares may be evidenced and transferred in accordance with the laws applying to and the rules and regulations of the relevant approved stock exchange that are or shall be applicable to such listed Shares.
- 13. The registration of transfers may be suspended when the Register of Members is closed for transfers in accordance with Article 24.
- 14. For so long as the Shares are listed on one of the ROC Securities Exchanges, the Company shall keep and maintain a branch Register of Members in Taiwan.

REDEMPTION, PURCHASE, SURRENDER AND TREASURY SHARES

- 15. (a) Subject to the provisions of the Statute and the Memorandum, Shares may be issued on the terms that they are, or at the option of the Company or the holder are, redeemable on such terms and in such manner as the Company may by Special Resolution determine before the issue of such Shares.

- (b) Subject to the provisions of the Statute, the Memorandum and any rights conferred on the holders of any Class of Shares, the Company may purchase its own Shares (including fractions of a Share), including any redeemable Shares, provided that the manner and terms of purchase have first been authorised by the Company in general meeting by an Ordinary Resolution and may make payment therefor in any manner authorised by the Statute, including out of capital. The number of Shares to be purchased and cancelled by the Company pursuant to such Ordinary Resolution shall be pro rata among the Members in proportion to the number of Shares held by each Member.
 - (c) Subject to the Statute and the Applicable Public Company Rules, the consideration payable by the Company to any Member in respect of a purchase of Shares by the Company may be paid in cash or be satisfied by the transfer of any assets. Where the consideration payable by the Company to a Member in respect of a purchase of Shares by the Company is to be satisfied by the transfer of any assets ("Non-Cash Consideration"), the Board shall, prior to the general meeting approving the purchase of Shares, (i) conduct a valuation on the said assets and such valuation must be audited and certified by an accountant admitted to practice in the ROC and (ii) seek specific consent from such Member approving the Non-Cash Consideration and must receive his/her/its written consent prior to the general meeting approving the purchase of Shares. In the event that written consent is not received from a Member in respect of Non-Cash Consideration, the Company shall pay cash consideration to such Member in respect of the purchase of Shares from such Member. The assets to be transferred to Members by the Company in respect of a purchase of Shares and the audited valuation of such assets shall be approved by an Ordinary Resolution at the same general meeting approving the purchase of Shares.
 - (d) Notwithstanding the foregoing and subject to the provisions of the Statute, so long as the Shares are listed on any ROC Securities Exchange, the Company may purchase its Shares listed and traded on such ROC Securities Exchange in accordance with the Applicable Public Company Rules if such purchase is authorised by the Board by way of a resolution passed by a simple majority of the Directors at a duly convened meeting of the Board except that the quorum necessary for a Board meeting considering such on-market repurchases shall be at least two-thirds of the total number of the Directors in office, and the Board shall report the execution status of such repurchase to the Members at the next general meeting.
 - (e) No Share may be redeemed or purchased unless it is fully paid-up.
 - (f) The Company may accept the surrender for no consideration of any fully paid Share (including a redeemable Share) unless, as a result of the surrender, there would no longer be any issued Shares of the Company other than shares held as treasury shares.
 - (g) The Company is authorised to hold treasury Shares in accordance with the Statute.
 - (h) The Board may classify as treasury shares any of the Shares that it purchases or redeems, or any shares surrendered to it, in accordance with the Statute.
 - (i) Shares held by the Company as treasury shares shall continue to be classified as treasury shares until such Shares are either cancelled or transferred in accordance with the Statute.
 - (j) A treasury share shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Statute.
16. (a) So long as the Shares are listed on any ROC Securities Exchange, any transfer by the Company of any treasury share purchased in accordance with Article 15 (b) to any employee of the Company and/or its Subsidiaries for less than the average actual purchase or redemption price, shall require the prior approval of the Members in general meeting by way of a Special Resolution. A summary of the following matters relating to the Company's transfer of treasury shares to employees of the Company and/or its Subsidiaries must be specified in the notice of the general meeting where such authorisation is sought:
- (i) the proposed transfer price, the discount rate, the bases of calculations and the reasonableness

thereof;

- (ii) the number of treasury shares to be transferred, and the purpose and the reasonableness of the proposed transfer;
 - (iii) qualifications of the employees, and the number of treasury shares they may purchase; and
 - (iv) impact on shareholders' equity, such as additional expenses incurred, reduction of the Company's earnings per share, and the financial burdens on the Company resulting from transferring treasury shares to employees at less than the average actual purchase or redemption price.
- (b) So long as the Shares are listed on any ROC Securities Exchange, the aggregate number of treasury shares transferred to employees in accordance with Article 16 (a) may not exceed five (5) percent of the total issued Shares, and the aggregate number of shares to any single employee may not exceed 0.5 percent of the total issued Shares, subject to the Applicable Public Company Rules (including *Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies* promulgated by FSC).
- (c) So long as the Shares are listed on any ROC Securities Exchange, when the Company transfers its treasury shares purchased in accordance with Article 15 (b) to any employee of the Company and/or its Subsidiaries, the Company may enter into a contract with such employee for the purpose of restricting such employee's subsequent transfers of his/her Shares (so transferred to him/her by the Company) for a period of no more than two (2) years.

VARIATION OF RIGHTS OF SHARES

17. (a) If at any time the Share capital of the Company is divided into different Classes of Shares, the rights attached to any Class (unless otherwise provided by the terms of issue of the Shares of that Class) may, whether or not the Company is being wound up, be varied with the sanction of a Special Resolution passed at a general meeting of the holders of Shares of that Class. The provisions of these Articles relating to general meetings shall apply to every such general meeting of the holders of a Class of Shares.
- (b) Upon the creation of any new Class of Shares or alteration of the rights of existing Class of Shares (being ordinary shares), the Company shall amend the Memorandum and/or these Articles to state the rights and obligations of such Classes of Shares into these Articles.
18. The rights conferred upon the holders of the Shares of any Class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that Class, be deemed to be varied by the creation, allotment or issue of further Shares ranking *pari passu* therewith or subsequent to them or by the redemption or purchase of Shares of any Class by the Company.

TRANSMISSION OF SHARES

19. In case of the death of a Member, the survivor or survivors where the deceased Member was a joint holder, and the legal personal representatives of the deceased Member where the deceased Member was a sole holder, shall be the only persons recognized by the Company as having any title to the deceased Member's interest in the Shares, but nothing herein contained shall release the estate of any such deceased holder from any liability in respect of any Shares which had been held by him/her solely or jointly with other persons.
20. (a) Any person becoming entitled to a Share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any other way other than by transfer) may, upon such evidence being produced as may from time to time be required by the Board and subject as hereinafter provided, elect either to be registered himself/herself/itself as holder of the Share or to make such transfer of the Share to such other person nominated by him/her/it as the deceased or bankrupt person could have made and to have such person registered as the transferee thereof, but the Board

shall, in either case, have the same right to decline or, in accordance with Article 24, suspend, registration of the transfer as it would have had in the case of a transfer of the Share by that Member before his/her death or bankruptcy as the case may be.

- (b) If the person so becoming entitled shall elect to be registered himself/herself/itself as holder he/she/it shall deliver or send to the Company a notice in writing signed by him/her/it stating that he/she/it elects to be so registered.
21. A person becoming entitled to a Share by reason of the death or bankruptcy or liquidation or dissolution of a Member (or in any other case than by transfer) shall be entitled to the same dividends and other advantages to which he/she/it would be entitled if he/she/it were the registered holder of the Share, except that he/she/it shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by the Shares in relation to meetings of the Company PROVIDED HOWEVER that the Board may at any time give notice requiring any such person to elect either to be registered himself/herself/itself or to transfer the Share and if the notice is not complied with within ninety (90) days after the notice is deemed to be received by the relevant person in accordance with these Articles the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Share until the requirements of the notice have been complied with.
22. (a) The Company shall be entitled to treat the registered holder of any Share as the absolute owner thereof and accordingly shall not be bound to recognise any equitable claim or other claim to, or interest in, such share on the part of any other person.
- (b) No person shall be entitled to recognition by the Company as holding any Share upon any trust and the Company shall not be bound by, or be compelled in any way to recognise, (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any other right in respect of any share except an absolute right to the entirety of the share in the holder.

ALTERATION OF CAPITAL & CHANGE OF LOCATION OF REGISTERED OFFICE

23. (a) Subject to and in so far as permitted by the provisions of the Statute, the Company may from time to time by Ordinary Resolution:
- (i) increase its share capital by the creation of new Shares of such amount, to be divided into Shares of such Class or Classes and of such amounts in such currency as the resolution shall prescribe;
 - (ii) consolidate and divide all or any of its share capital into Shares of larger or smaller amount than its existing Shares;
 - (iii) divide its unissued Shares into several Classes and (without prejudice to any special rights previously conferred on the holders of existing Shares) attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions;
 - (iv) sub-divide its Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association;
 - (v) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the Shares so cancelled;
 - (vi) make provision for the allotment and issue of Shares which do not carry any voting rights; and
 - (vii) change the currency of denomination of its share capital.

PROVIDED THAT notwithstanding the foregoing, for so long as the Shares are listed on any ROC Securities Exchange, the currency of denomination of the share capital of the Company shall be New Taiwan Dollar (NTD) and the par value of each Share shall be NTD10.

- (b) The Company may from time to time, by Special Resolution and subject to compliance with the provisions of the Statute, reduce its share capital or share premium account or capital redemption reserve or other undistributed reserve in any manner permitted by law.
- (c) On any consolidation or division of fully paid Shares into Shares under paragraph (a) of this Article, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of Shares to be consolidated determine which particular Shares are to be consolidated into a consolidated Share, and if it shall happen that any person shall become entitled to fractions of a Share or Shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed may transfer the Shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would have been entitled to the fraction or fractions of a Share or Shares ratably in accordance with their rights and interest or may be paid to the Company for the Company's benefit;
- (d) Subject to the provisions of the Statute, the Company may by resolution of the Board change the location of its registered office.

CLOSURE OF REGISTER OF MEMBER AND RECORD DATE

- 24. For purpose of determining Members entitled to receive notice of or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any dividend, or in order to make a determination as to the Members of the Company for any other proper purpose, the Board may determine that the Register of Members shall be closed for transfers for any period. So long as the Shares are listed on any ROC Securities Exchange, the Register of Members may only be closed in accordance with Applicable Public Company Rules.
- 25. To the extent required by Applicable Public Company Rules, in lieu of or apart from closing the Register of Members, the Board may fix in advance one or more dates as the record dates for determining the Members entitled to receive notice of or to vote at a meeting of the Members, or for the purpose of determining the Members entitled to receive payment of any dividend.

GENERAL MEETING

- 26. The Company may in each year hold a general meeting as its annual general meeting, PROVIDED HOWEVER THAT, for so long as the Shares are listed on any ROC Securities Exchange, an annual general meeting shall be held within six (6) months following the end of each fiscal year of the Company and it shall be specified as such meeting in the notice convening the same. Unless otherwise provided in these Articles, all general meetings shall be convened by the Board.
- 27. The general meetings shall be held at such time and place as the Board shall determine provided that unless otherwise provided by the Statute and unless otherwise determined by the Board, all general meetings shall be held in Taiwan. So long as the Shares are listed on any ROC Securities Exchange, if the Board resolves to hold a general meeting outside Taiwan, the Company shall apply for the approval of the applicable ROC Securities Exchange within two (2) days after the Board passes such resolution. Where a general meeting is to be held outside Taiwan, so long as the Shares are listed on any ROC Securities Exchange, the Company shall engage a professional securities agent licensed in Taiwan to be present at the such general meeting and to handle the administration of such general meeting, including without limitation, the handling of the voting of proxies submitted by Members.
- 28. General meetings other than annual general meetings shall be called extraordinary general meetings. The Board may convene an extraordinary general meeting of the Company whenever they determine that such a meeting is necessary in their absolute discretion.
- 29. The Board shall, upon a Members' requisition, forthwith proceed to convene an extraordinary general meeting of the Company. For the purpose of these Articles, a "Members' requisition" is a requisition of one or more Member(s) of the Company holding in the aggregate at the date of deposit of the requisition not less than three percent (3%) of the total number of issued Shares at the time of

requisition and whose Shares shall have been held continuously by such Member(s) for at least one (1) year.

30. The requisition from the Member(s) must be in writing and shall express the purpose of the extraordinary general meeting to be requisitioned and must be signed by the requisitionist(s) and deposited at the Registered Office. The requisition may consist of several documents in like form, each signed by one or more requisitionists.
31. If the Board does not within fifteen (15) days from the date of deposit of the requisition despatch the notice to convene an extraordinary general meeting, the requisitionist(s) may themselves convene the extraordinary general meeting. An extraordinary general meeting convened as aforesaid by requisitionist(s) shall be convened and held in the same manner as nearly as possible in which general meetings are convened and held by the Board.
32. (a) Subject to the Statute and without prejudice to other provisions of these Articles as regards the matters to be dealt with by Special Resolution, the Company may from time to time by Special Resolution:
 - (i) change its name;
 - (ii) alter or add to these Articles;
 - (iii) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein; or
 - (iv) issue securities, including options, warrants and convertible bonds, where such issuance will be pursuant to a statutory private placement to qualified investors in Taiwan in accordance with Applicable Public Company Rules.(b) Subject to the Statute, the Company may, by a Special Resolution, effect a Merger or a Consolidation of the Company in accordance with the Statute.
33. Subject to the Statute and Article 32(b), the Company may from time to time by Supermajority Resolution:
 - (a) resolve that any particular declared dividend be satisfied in part by the issuance of new Shares credited as fully paid to the Members pursuant to Article 103;
 - (b) effect any capitalisation of any other amount pursuant to Article 105 hereof;
 - (c) effect any Spin-off of the Company;
 - (d) enter into, amend, or terminate any agreement for lease of the Company's whole business, or for delegation of the operation, or for frequent joint operation with others;
 - (e) transfer all or a material part of its business or assets; or
 - (f) acquire or assume all businesses or assets of another person which will have a material effect on the Company's business operation.
34. Subject to the Statute, the Company may by Special Resolution resolve to wind up the Company voluntarily or by Ordinary Resolution resolve to wind up the Company voluntarily because the Company is unable to pay its debt as they fall due.

NOTICE OF GENERAL MEETINGS

35. For so long as the Shares are listed on any ROC Securities Exchange, at least thirty (30) days' notice of an annual general meeting shall be given to each Member, stating the date, place and time at which the meeting is to be held and the general nature of business to be conducted at the meeting. For so long as the Shares are listed on any ROC Securities Exchange, at least fifteen (15) days' notice of an

extraordinary general meeting shall be given to each Member, 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. All notices convening general meetings of the Company shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given.

36. A general meeting of the Company shall, notwithstanding that it is called on shorter notice than that specified in these Articles, be deemed to have been properly called if it is so agreed by all the Members having the right to attend and vote at an annual general meeting or an extraordinary general meeting (as the case may be).
37. So long as the Shares are listed on any ROC Securities Exchange, the Company shall send materials as required by the Applicable Public Company Rules (including written ballots if the Members may exercise their votes by means of written ballots at general meetings) relating to the matters to be discussed in each meeting together with the notice convening the general meeting in accordance with Article 35 hereof and shall transmit the same via the Market Observation Post System. The Board shall prepare a meeting handbook for the relevant general meeting and supplemental materials in accordance with the Applicable Public Company Rules, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System in accordance with Applicable Public Company Rules, at least twenty-one (21) days prior to the date of the annual general meeting, and at least fifteen (15) days prior to the date of an extraordinary general meeting.
38. In the event that any of the following matters is to be considered at a general meeting, the notice of the general meeting shall contain a summary of the material issues to be discussed in respect of these matters:
- (a) election or removal of Directors;
 - (b) alteration of the Memorandum and/or these Articles; and
 - (c) (i) dissolution, Merger, Consolidation or Spin-off, (ii) the entry into, any changes to or termination of any contract for lease of the Company's whole business, entrusted business or frequent joint venture of the Company with others, (iii) transfer of the whole or any material part of the business or assets of the Company, (iv) acceptance of the transfer of the whole business or assets from another person which will have a material effect on the business operation of the Company;
 - (d) ratification of an action of Director(s) who is/ are engaged in business for him/herself or on behalf of another person, such business being within the scope of the business of the Company;
 - (e) payment of dividends to Members to be satisfied in whole or in part by way of issuance of new Shares;
 - (f) distribution to Members on a pro-rata basis based on their respective shareholding in the Company to be paid out of the Company's share premium account and/or a distributable reserve of the Company (including any contributed surplus account which are distributable) subject to the Statute and these Articles; and
 - (g) private placement of any equity securities to be issued by the Company.

The matters set out in Article 38(a) to Article 38(g) (inclusive) and Article 16 (a) shall not be raised as an ad hoc motion at any general meeting of the Company.

39. So long as the Shares are listed on any ROC Securities Exchange, the Board shall keep printed copies of the Memorandum, these Articles, minutes of general meetings, financial statements, the branch Register of Members in Taiwan, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's branch share registrar in Taiwan and the Company's securities agent located in Taiwan unless electronic copies of the aforementioned documents may be kept pursuant to the Applicable Public Company Rules. From time to time, by submitting document(s) evidencing his/her interests involved and indicating the designated scope of the inspection, the Members may inspect, review or make copies of the aforementioned documents.

40. So long as the Shares are listed on any ROC Securities Exchange, the Company shall make copies of all statements and records prepared by the Board and the report prepared by the Independent Directors available at the office of its branch share registrar and its securities agent located in Taiwan in accordance with Applicable Public Company Rules. Members may, at their own expenses, inspect, review or copy the aforementioned documents from time to time and such Members may be accompanied by their advisors, attorneys or certified public accountants for the purpose of such inspection and review.

PROCEEDINGS AT GENERAL MEETINGS

41. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business and is maintained throughout the meeting. Unless otherwise provided for in these Articles, two or more Members present in person and representing in person or by proxy, more than one-half of the total issued Shares, shall constitute a quorum for any general meeting.
42. So long as the Shares are or listed on any ROC Securities Exchange, the Company shall comply with the relevant Applicable Public Company Rules whereby following the end of each fiscal year of the Company, the Board shall table at an annual general meeting of the Company, business reports, financial statements and the Board's proposals for allocation and distribution of profits or losses for approval or ratification (as the case may be) by the Members as required by the Applicable Public Company Rules. In accordance with the Applicable Public Company Rules, the Board shall, after approval or ratification by the Members at the annual general meeting, distribute or make public announcement on the Market Observation Post System to each Member copies of the approved or ratified financial statements, reports and proposals together with the Company's resolutions which approved or ratified the allocation and distribution of profits or loss.
43. A resolution put to the vote of the meeting shall be decided on a poll. No resolution put to the vote of the meeting shall be decided by a show of hands.
44. Subject to all applicable laws, nothing in these Articles shall prevent any Member from initiating proceedings in a court of competent jurisdiction for an appropriate remedy in connection with improper convening of any general meeting or improper passing of any resolution. The Taipei District Court, ROC, may be the court of first instance for adjudicating any disputes arising out of the foregoing.
45. Unless otherwise expressly required by the Statute, the Memorandum or these Articles, any matter presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.
46. Provided that the Shares are not listed on any ROC Securities Exchange,
- (a) a resolution (including a Special Resolution) in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held; and
 - (b) any such resolution in writing shall be deemed to have been passed at a general meeting held on the date on which it was signed by the last person to sign, and where the resolution states a date as being the date of his signature thereof by any Member the statement shall be prima facie evidence that it was signed by him on that date.
47. So long as the Shares are listed on any ROC Securities Exchange, one or more Members holding one percent (1%) or more of the total issued Shares immediately prior to the relevant period during which the Register of Members is closed for transfers, may in writing submit to the Company a resolution for consideration and, if appropriate, approval at an annual general meeting. Such proposals shall not be included in the agenda if:
- (a) the proposing Member(s) hold(s) less than one percent (1%) of the total issued Shares as at the relevant date in accordance with this Article;

- (b) the matter proposed to be discussed may not be resolved at an annual general meeting;
 - (c) the proposing Member has made more than one proposal for consideration at the same annual general meeting; or
 - (d) the proposal is received by the Company after the dispatch of the notice of the annual general meeting.
48. The chairman of the Board (if any) shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he/she shall not be present within fifteen (15) minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Directors present shall elect one of their number to be chairman of the general meeting. If at any general meeting no Director is willing to act as chairman or if no Director is present within fifteen (15) minutes after the time appointed for the holding of the meeting, the Members present shall choose one of their number to be chairman of the general meeting.
49. (a) Unless otherwise expressly provided herein, if a quorum is not present by the time appointed for the general meeting, the chairman may adjourn the commencement of the general meeting to a later time, but no more than one (1) hour in all circumstances. If the commencement of the general meeting has been adjourned twice and a quorum is still not present, then the general meeting shall be adjourned to such other day and at such other time and place as the Board may determine. The Board (or the Secretary duly authorised by the Board) may adjourn any general meeting called in accordance with the provisions of these Articles (other than a meeting requisitioned under these Articles) provided that notice of adjournment is given to each Member. The Board may determine the date, time and place for the adjourned meeting as it deems appropriate and shall give fresh notice of the date, time and place for the adjourned meeting to each Member in accordance with the provisions of these Articles, PROVIDED THAT for so long as the Shares are listed on any ROC Securities Exchange, such adjournment shall also comply with the Applicable Public Company Rules.
- (b) The chairman may, with the consent of any general meeting duly constituted hereunder, and shall if so directed by the general meeting, adjourn the general meeting from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. No notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Member be entitled to any such notice.

VOTES OF MEMBERS

50. (a) Subject to the Statute, these Articles, and any rights or restrictions for the time being attached to any Class or Classes of Shares, every Member who is present at a general meeting, either in person (or in the case of a Member being a corporation, by its authorised representative) or by proxy, shall have one vote for every Share of which he/she/it is the holder.
- (b) So long as the Shares are listed on any ROC Securities Exchange, if a Member holding more than one Share does not cast all his votes in the same way, such Member must do so in accordance with the Applicable Public Company Rules.
51. Votes may be cast either personally or by proxy. A Member may appoint only one proxy and only under one instrument to attend and vote at each meeting. The instrument appointing a proxy shall be deposited at the Registered Office or the office of the Company's FSC-recognised shareholders' service agent (as the term is defined under the Applicable Public Company Rules) in the ROC or at such other place as is specified for that purpose in the notice convening the general meeting, or in any instrument appointing a proxy sent out by the Company not less than five days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. Where more than one instrument to appoint a proxy are received from the same Member by the Company, the first instrument received shall prevail, unless an explicit written statement is made by the relevant

Member to revoke the previous proxy in the later-received instrument.

52. (a) Subject to the Statute and all applicable law, the Board may determine that Members not attending and voting at a general meeting in person or by proxy may exercise their voting right either by means of a written ballot or by means of electronic transmission prior to the commencement of that general meeting; provided, however, that so long as the Shares are listed in any ROC Securities Exchange, if a general meeting is to be held outside of Taiwan, the Company shall, subject to the Statute and all applicable law, provide the Members with a method for exercising their voting right by means of a written ballot or electronic transmission. Such method for exercising voting right shall be described in the notice convening the general meeting to be given to the Members in accordance with these Articles. For the avoidance of doubt, Members voting in the manner mentioned above shall, for purposes of these Articles and the Statute, be deemed to have appointed the FSC-recognised shareholders' service agent (as the term is defined under the Applicable Public Company Rules) which has been engaged by the Company at the date of the notice convening the general meeting, or the chairman of the general meeting if no such agent is engaged, as their proxy to vote their shares at the general meeting in the manner directed by the written ballot or electronic transmission. If the shareholders' service agent (or the chairman, as the case may be) does not vote in the manner directed by the written ballots or the electronic transmissions, then such proxy votes shall not be regarded as valid votes cast.
- (b) The shareholders' service agent (or the chairman, as the case may be), as proxy, shall not have the power to exercise the voting rights of such Members with respect to any matters not specifically indicated in the written ballot or electronic transmission and/or with respect to any amendment to resolution(s) proposed at the general meeting. Subject to the Statute and all applicable law, a Member who exercises his/her/its voting right at a general meeting by means of a written ballot or of electronic transmission shall be deemed present by proxy at such general meeting, but any Member voting in such manner shall not be entitled to notice of, and the right to vote in regard to, any ad hoc motion or amendment to the items set out in the notice convening the general meeting to be resolved at the said general meeting. Subject to the Statute and all applicable law, for the purposes of clarification, all Members voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc motion or amendment to the items set out in the notice convening the general meeting to be resolved at the said general meeting.
- (c) In the event that a Member exercises his/her/its voting power by means of a written ballot or by means of electronic transmission and has also authorised a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail.
53. Subject to the Statute and all applicable law, in the event any Member who has exercised his/her/its voting rights by means of a written ballot or by means of electronic transmission (as applicable) pursuant to Article 52 intends to attend the general meeting physically in person or by authorised representative if the Member is a corporation, he/she/it shall, at least two (2) days prior to the commencement of the general meeting, deposit at the Registered Office or at the office of the securities agent engaged by the Company in the ROC so long as the Shares are listed on any ROC Securities Exchange, or at such other place as is specified in the notice convening the meeting a separate notice to rescind and revoke his/her/its votes cast by way of such written ballot or electronic transmission (as applicable) (for the purposes of this Article only, the "Previous Voting"), failing which, the Member shall be deemed to have waived his/her/its right to attend and vote at the relevant general meeting in person, the deemed appointment of the shareholders' service agent (or the chairman of the general meeting, as the case may be) by the Members as the proxy and Previous Voting shall remain valid and the Company shall not count any votes cast by such Member physically at the relevant general meeting. Subject to the Statute and all applicable law, votes by means of written ballot or electronic transmission shall be valid unless the relevant Member revokes the Previous Voting before the prescribed time.
54. In the case of joint holders of Shares, such joint holders shall appoint a representative among them to exercise the votes of their Shares and shall notify the Company of such appointment. If no such representative is appointed by such joint holders of record, then the vote of the senior who tenders a vote, whether in person (or in case of a corporation, by authorised representative) or by proxy, shall be

accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

55. (a) No Member shall be entitled to vote at any general meeting unless he/she/it is registered as a Member of the Company on the record date for such general meeting. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee receiver, curator bonis or other persons may, subject to all applicable laws, vote by proxy in accordance with these Articles.
- (b) Subject to the Statutes, so long as the Shares are listed in any ROC Securities Exchange, when a Director pledges more than one-half of the Shares which he/she/it held at the moment when he/she/it was elected as a Director, such Director shall refrain from exercising the votes with respect to the Shares pledged exceeding the one-half threshold, and the votes of the Shares pledged exceeding the one-half threshold shall not be counted in the total number of votes of Member present at the meeting and such Shares may not be counted in determining the quorum of the general meeting.

SHARES WHICH ARE NOT ENTITLED TO VOTE

56. Shares set out below shall not be voted at any general meeting and shall not be counted into the total number of issued Shares for determining the quorum of the general meeting:
- (a) Shares that are directly or indirectly owned by the Company;
- (b) Shares that are owned by its Subsidiary, one-half or more of the total number of issued voting shares or paid-up capital of that Subsidiary is directly or indirectly owned by the Company; and
- (c) Shares that are owned by a company, one-half or more of the total number of issued voting shares or paid-up capital of such a company is directly or indirectly owned by the Company, its Subsidiaries or the holding company(ies) to which the Company is a Subsidiary.
57. So long as the Shares are listed on any ROC Securities Exchange, if a Member who has a personal interest in respect of any matter proposed for consideration and, if appropriate, approval at a general meeting, and such interest is in conflict with and may harm the interests of the Company, such Member shall abstain from voting in respect of all his/her/its Shares which such Member would otherwise be entitled to vote in person or by proxy (or by corporate representative, if such Member is a corporation) with respect to the said matter, and the votes cast in respect of the Shares held by such Members shall not be counted, but such Members and their Shares may be counted in determining the quorum of the general meeting. The aforementioned Member shall also not vote on behalf of any other Member with respect to that same matter.

DISSENTING MEMBERS' APPRAISAL RIGHT

58. In the event any of the following resolutions is passed at a general meeting, any Member who has notified the Company in writing of his objection to such a resolution prior to the date of the relevant general meeting and has raised again his/her/its objection at the general meeting, may request the Company to buy back all of his/her/its Shares at the then prevailing fair value:
- (a) a resolution approving the entry into by the Company, any amendments to or termination of any lease of all of the Company's business, delegation of the operation or frequent joint operation (which expression shall have the meaning ascribed to them in the Applicable Public Company Rules) of the Company with others;
- (b) a resolution approving the transfer by the Company of all or a material part of its business or assets, provided that this shall not apply where such transfer is to be made pursuant to the dissolution of the Company; or
- (c) a resolution approving the acquisition by the Company of all of the business or assets from another person, which will have a material effect on the Company's business operations.

59. Subject to compliance with the Statute, in the event of a Spin-off of any part of the Company's business or if the Company is involved in any Merger or Consolidation with any other company, any Member who has abstained from voting on such matter (or had voted against such matter) and has expressed his/her/its dissent thereof in writing before (in the case of a Merger or Consolidation) or during the relevant general meeting at which such matter is considered and approved, may request the Company to buy back all of his/her/its Shares at the then prevailing fair value.

PROXIES AND SOLICITATION OF PROXIES

60. Unless otherwise provided in these Articles, the instrument appointing a proxy shall be in writing and shall be executed under the hand of the appointor or of his/her attorney duly authorised in writing, or, if the appointor is a corporation under the hand of an officer or attorney duly authorised in that behalf. A Member shall serve such instrument of proxy to the Company no later than five (5) days prior to the date of the general meeting. In case two or more instruments of proxy are received from one Member, the first one received by the Company shall prevail; unless such Member explicitly revoke the previous instrument of proxy in the subsequent instrument of proxy. A proxy need not be a Member of the Company. Unless otherwise provided in these Articles, the instrument appointing a proxy shall be deposited at the Registered Office, or, at the office of the securities agent engaged by the Company in the ROC so long as the Shares are listed on any ROC Securities Exchange, or at such other place, in such manner as is specified in the notice convening the meeting.
61. (a) Subject to the Applicable Public Company Rules, except for (i) trust enterprises organized under the laws of the ROC, (ii) a shareholders' service agent (as the term is defined under the Applicable Public Company Rules) recognised by the FSC or (iii) a shareholders' service agent (or the chairman of the general meeting) who is deemed appointed as proxy under Article 52 of these Articles, in the event a person has been appointed as the proxy for two or more Members, the sum of Shares entitled to vote as represented by such proxy shall be no more than three percent (3%) of the total issued Shares immediately prior to the relevant date of closure of the Register of Members for purposes of determining Members entitled to vote at the general meeting; any vote in respect of the portion in excess of such three percent threshold shall not be counted.
- (b) Unless otherwise provided in these Articles, the instrument appointing a proxy shall be in the form approved by the Company and be expressed to be for a particular meeting and the adjourned meeting(s) thereof. The form of proxy shall include at least the following information: (a) instructions on how to complete the form, (b) the matters to be voted upon by the proxy, and (c) basic identification information relating to the relevant Member appointing the proxy, his/her/its proxy and the Solicitor (if any). The form of proxy shall be provided to the Members together with the notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.
- (c) In the event any Member who has served the Company with a proxy instrument intends to attend general meetings in person or exercise his/her/its voting power by means of written ballots or electronic transmissions, he/she/it shall, at least two days prior to the general meeting, serve a separate declaration of intention to revoke his/her/its appointment of proxy. Votes cast by proxy shall be valid if the relevant Member fails to revoke the appointment of proxy before the time prescribed by the Applicable Public Company Rules.
- (d) Unless otherwise provided in these Articles, so long as the Shares are listed on an ROC Securities Exchange, all matters concerning proxies and/or the solicitation of instruments of proxies by a Solicitor relating to the Shares shall comply with these Articles and ROC's *Rules Governing the Use of Proxies for Attendance at Member Meetings of Public Companies* and all other applicable laws and regulations, including but without limitation, the Applicable Public Company Rules, for the time being whether or not expressly provided for in these Articles.

DIRECTORS

62. There shall be a Board consisting of not less than seven (7) Directors and no more than nine (9) Directors, each of whom shall be appointed to a term of office of three (3) years. The exact number of the Directors may be fixed from time to time by the Board within the aforementioned range. Retiring Directors may be eligible for re-election. The initial Directors of the Company shall be elected or

appointed in writing by, or appointed by a resolution of, the subscribers of the Memorandum or a majority of them.

63. So long as the Shares are listed on any ROC Securities Exchange, unless otherwise approved by one of the ROC Securities Exchanges on which the Company's Shares are traded, no more than half of the total number of Directors can have a spousal relationship or family relationship within the second degree of kinship (as defined in the Applicable Public Company Rules) with any other Directors.
64. In the event that the Company convenes and holds a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 63 hereof, the non-qualifying Director(s) who was elected with the least number of votes shall be deemed to have vacated his/her/its office of Director, to the extent necessary to meet the requirements provided for in Article 63 hereof. Any person who is currently a Director but is in violation of the aforementioned requirements in Article 63 shall immediately upon being aware, or being made aware, of his violation of Article 63 vacate his/her/its office of Director.
65. So long as the Shares are listed on any ROC Securities Exchange, unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors, and the total number of Independent Directors shall not be less than one-fifth of the total number of Directors. To the extent required by the Applicable Public Company Rules, at least one of the Independent Directors shall be domiciled in the ROC and at least one of the same shall have accounting or financial expertise.
66. Independent Directors shall have professional knowledge and shall maintain independence within the scope of their duties as Independent Directors of the Company, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings, restrictions as to concurrent positions or engagements and assessment of independence with respect to Independent Directors shall be governed by the Applicable Public Company Rules.
67. The Board may determine the remuneration (including any bonus) paid to the Directors (including the Independent Directors), upon the recommendation by the Remuneration Committee so long as the Shares are listed on any ROC Securities Exchanges. Factors which shall be considered when determining the remuneration paid to each Director shall include, without limitation, the extent and value of the services provided for the management of the Company, the operating performance of the Company, and the industry-wide compensation levels and practices. The Directors shall also be entitled to be paid their travel, hotel and other expenses properly incurred by them in going to, attending and returning from meetings of the Board, or any committee of the Board, or general meetings of the Company, or otherwise in connection with the business of the Company, or to receive a fixed allowance in respect thereof as may be determined by the Board from time to time, or a combination partly of one such method and partly the other.
68. A Director (other than an Independent Director) may hold any other office or place of profit with the Company in conjunction with his office of Director. However, such Director is required to disclose and explain his proposed appointment to such other office or place of profit, and the nature and extent of his interests to the Members at a general meeting, and is required to obtain prior approval from the Members by a Supermajority Resolution at the general meeting.
69. Where a government agency or an incorporated entity is a Member, and such government agency or entity has been elected to the Board, it shall appoint an individual as its duly authorised representative for the purpose of representing it at meetings of the Board or with respect to signing of consents or otherwise. Such representative may be replaced at any time and from time to time by the said government agency or incorporated entity at its sole discretion.

ELECTION AND REMOVAL OF DIRECTORS

70. The Company may at any general meeting elect any person to be a Director in accordance with Article 71 below.

71.
 - (a) Directors (including Independent Directors) shall be elected pursuant to a cumulative voting mechanism pursuant to a poll vote, where the total number of votes exercisable by any Member shall be the product of the number of Shares held by such Member and the number of Directors to be elected (“Special Ballot Votes”), and the total number of Special Ballot Votes cast by any Member may, at the sole discretion of the Member, be consolidated for election of one candidate for directorship or may be split for the election of several candidates for directorship, as specified in the voting paper by the relevant Member. The candidates who receive the most votes from the Members pursuant to this Article shall be elected as Directors.
 - (b) Prior to any election or appointment of a Director pursuant to these Articles, such candidate of Director shall deliver a written confirmation to the Company indicating his/her willingness to serve as a Director if he/she is elected or appointed. Within fifteen (15) days after the election of Directors, an elected Director shall execute and deliver a letter of consent to the Company, the form of which shall be prescribed by the Company, notifying his/her acceptance of serving as a Director of the Company and of observing duties which may be set forth in such letter of consent.
 - (c) Directors shall hold office only until the general meeting at which such Director is required by the Applicable Public Company Rules to retire and seek re-election.
72.
 - (a) The list of candidates for the office of Independent Director shall be nominated by the Board and such list shall be distributed to the Members in accordance with Article 38, PROVIDED HOWEVER that the list of candidates of Independent Directors nominated shall be distributed to all Members in such manner and at such time as may be determined by the Board.
 - (b) Subject to the Statute, the Memorandum and these Articles, the Company may, by an Ordinary Resolution passed at any general meeting, adopt a candidate nomination mechanism for the office of Independent Directors which is in compliance with the Applicable Public Company Rules.
 - (c) If the number of Independent Directors is less than or falls below three (3) due to vacation of office of such Independent Directors for any reason, the Company shall elect new Independent Directors at the next following general meeting. If the office of all of the Independent Directors have become vacant, the Board shall convene, within sixty (60) days of vacancy of the last Independent Director, a general meeting of Members to elect new Independent Directors to fill the vacancies.
73. If the number of Directors is less than or falls below seven (7) for any reason, the Company shall elect new Director(s) at the next following general meeting. When the number of vacancies in the Board is equal to or more than one third of the maximum size of the Board as set out in Article 62 above, the remaining Directors shall convene, within the next sixty (60) days therefrom, a general meeting of Members to elect new Directors to fill in the vacancies.
74. The Company may from time to time by Supermajority Resolution remove any Director from his/her office, whether or not appointing another in his/her stead.
75. Subject to all applicable laws, where a Director has, in the course of performing his/her duties, committed any act resulting in material damage to the Company or committed a violation of applicable laws, regulations, and/or these Articles, and a Supermajority Resolution at a general meeting to approve his/her removal was put forth but failed to pass, any one or more Members holding three percent (3%) or more of the total issued Shares may, within thirty (30) days after the said general meeting, institute a legal proceeding in a court of competent jurisdiction for an order to remove such Director provided that such Member(s) hold three percent (3%) or more of the total issued Shares as at the date of the institution of such legal proceedings to remove such Director. The Taipei District Court, ROC, may be the court of first instance for this matter. The office of such Director shall ipso facto be vacated with effect from the date such order of court is obtained.

DIRECTOR’S PROXY

76. If a Director is unable to attend a meeting of the Board because of absence from Taiwan, illness or otherwise, such Director may appoint another Director as his proxy to attend and to vote on his behalf at the meeting, in which event the presence and vote of the proxy shall be deemed to be that of the Director. The appointing Director shall, in each instance, issue a written proxy and state therein the

manner in which his proxy is to vote in respect of the business to be discussed at that meeting, and such written proxy shall be lodged with the Board at the Registered Office or at such other place as is specified in the notice convening the Board meeting at any time before that meeting. A Director may only act as the proxy of one Director.

77. A Director residing in a foreign country other than ROC may appoint in writing a Member residing in ROC as his/her proxy to attend the meeting of the Board on a regular basis, provided that the relevant Taiwan authority is notified of and approves such appointment of the proxy (or the change thereof).

POWERS AND DUTIES OF DIRECTORS

78. (a) Subject to the Applicable Public Company Rules, the Board shall manage and conduct the business of the Company. The Board may pay all expenses incurred in promoting, registering and setting up the Company, and may exercise all such powers of the Company as are not, for the time being, by the Statute, these Articles, any applicable regulations or by any resolutions passed by the Company in general meeting, required to be exercised by the Company in general meeting.

(b) Subject to the Statute, any Director shall owe fiduciary duties to the Company and such fiduciary obligations shall include but not limited to the observance of general standards of loyalty, good faith and the avoidance of a conflict of duty and interest. If any Director breached the aforesaid fiduciary duties, subject to the Cayman Islands law, such Director shall be held liable for any damages therefrom. Subject to the Statute, the Members may by way of an Ordinary Resolution request a Director to disgorge the gains from his breach of the duty of loyalty and the duty to exercise fiduciary cares.

(c) If a Director, during his conduct of the business of the Company, caused damages to other third parties by violating applicable laws, such Directors shall, subject to all applicable laws, be jointly liable to such damaged third parties.

79. The Board may from time to time and at any time by powers of attorney appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as the Board may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorneys as the Board may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him/her.

80. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Board shall from time to time by resolution determine.

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

- (a) all appointments of officers made by the Board;
- (b) the names of the Directors (including those represented thereat by proxy) present at each meeting of the Board and of any committee of the Board;
- (c) all resolutions and proceedings at all meetings of the Company and of the Board and of committees of the Board.

82. Subject to all applicable laws, the Applicable Public Company Rules, these Articles, and any internal regulation governing the lending of capital, endorsement, guarantees, and acquisition and disposition of assets which may be adopted by the Company by an Ordinary Resolution at general meetings, the Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets (present and future) and uncalled capital or any part thereof and to issue other securities whether outright or as security for any debt, liability or obligation of the Company

or of any third party, and to stand surety for or to guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether or not related or affiliated to the Company in any manner.

MANAGEMENT

83. Subject to all applicable laws and these Articles, the Board may from time to time manage the affairs of the Company in such manner as they shall think fit.

PROCEEDINGS OF DIRECTORS

84. Unanimous written resolutions signed by all Directors shall have the same effect as if such resolutions were passed at duly convened meetings of the Board, and all such resolutions shall be described as "Written Directors' Resolutions" and shall be recorded in the Company's minute book. Any such resolution may consist of several documents in like form, each signed by one or more Directors. However, so long as the Shares are listed on any ROC Securities Exchanges, the Board must meet together for the despatch of business. The Board may convene, adjourn and otherwise regulate its meetings as it thinks fit. Unless otherwise provided in these Articles, a resolution put to the vote at any meeting of the Board shall be decided by a majority of votes of the Directors present at that Board meeting at which there is a quorum. In case of an equality of votes, the resolution shall fail.
85. (a) Subject to paragraph (b) of this Article, meetings of the Board may be summoned in accordance with such rules and procedures for meetings of the Board as may be adopted from time to time by the Board.
- (b) A meeting of the Board shall be summoned by at least seven (7) days' notice in writing to all Directors, and the notice shall set forth the general nature of the business to be considered. However, a meeting of the Board may be summoned at any time if there is any emergency, provided that notice is waived by all the Directors either at, before or after the meeting is held. If notice of a meeting of the Board is given in person, by cable, telex, facsimile, or electronic messages, the same shall be deemed to have been given on the day it is delivered, sent or transmitted to each of the Directors.
86. (a) A Director shall attend meetings of the Board in person or by proxy in accordance with these Articles.
- (b) Unless otherwise provided in these Articles, the quorum necessary for the transaction of the business of the Board shall be more than one-half of the number of the Directors in office as at the date of the meeting, PROVIDED ALWAYS that if there shall at any time be only a sole Director the quorum shall be one. For the purposes of this Article, a proxy appointed by a Director shall be counted in a quorum at a meeting at which the Director appointing him/her is not present.
- (c) When the following resolutions put to the vote at any meeting of the Board, the quorum required shall be more than two-thirds of the number of Directors: (i) matters described in Article 38 (c) herein; (ii) any issuance, allotment, or placement of new Shares; (iii) any issuance of debenture, bonds, or any other type of debt securities; (iv) any plan of declaration of dividends and/or bonus; and (v) election and removal of the Chairman of the Board described in Article 88 herein.
87. The Board may act and pass or adopt resolutions notwithstanding any vacancy in its number.
88. The Board shall elect a chairman of the Board and determine the period for which he/she is to hold office. The chairman of the Board shall be elected by and among the Directors by a majority vote at a meeting of the Board at which two-thirds or more of the number of Directors in office as at the date of the meeting are present. The chairman of the Board shall take the chair at meeting of the Board, however if no such chairman is elected, or if at any meeting the chairman is not present, the Directors present may choose one of their number to be chairman of the meeting. The chairman of the Board may be removed by a majority vote of more than two-thirds of the attending Directors at a meeting of

the Board at which two-thirds or more of the number of Directors in office as at the date of the meeting are present, PROVIDED that the chairman being so removed by the Board shall remain as a Director of the Company notwithstanding his/her removal as chairman of the Board.

89. A Director who is directly or indirectly interested in a contract or proposed contract or arrangement with the Company shall declare the nature of such interest as required by law. A Director who has a personal interest in the matter under discussion at a meeting of the Board, which conflicts with and may harm the interests of the Company, shall neither vote nor exercise voting rights on behalf of another Director at the relevant meeting; the votes cast by such Director who is prohibited from voting or exercising any voting right as prescribed above shall not be counted in the number of votes of Directors present at that meeting of the Board, but an interested Director may be counted towards the quorum of the meeting.
90. The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations and directions that may be imposed on it by the Board.
91. A committee of the Board may meet and adjourn as it thinks proper. Any resolution put to the vote at any committee meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the resolution shall fail. The meetings and proceedings of any committee shall be governed by the provisions contained in these Articles for regulating the meetings and proceedings of the Board to the extent that the same are applicable and are not superseded by any regulations or directions imposed by the Board under the last preceding Article.
92. All acts done by any meeting of the Board or of a committee of Board shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and qualified to be a Director as the case may be.
93. Members of the Board or of any committee thereof may participate in a meeting of the Board or of such committee by means of videoconference or other electronic communication facilities whereby all persons participating in the meeting can see and hear each other simultaneously and instantaneously, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

DUTY OF THE BOARD TO ADVISE IN A TENDER OFFER

94. So long as the Shares are listed on any ROC Securities Exchange, the Board shall, within seven (7) days after receipt by the Company or by its litigation and non-litigation agent appointed pursuant to Applicable Public Company Rules of a copy of (i) a tender offer application to purchase Shares, and (ii) relevant documents, shall resolve to recommend to the Members whether to accept or to reject the tender offer and make a public announcement of the following in accordance with the Applicable Public Company Rules:
 - (a) the type and number of Shares held by the Directors and each Member holding more than ten percent (10%) of the total issued Shares in their own names or in the names of other persons;
 - (b) the recommendation made to the Members on such tender offer, setting forth the names of the Directors who abstained or objected to the tender offer and the reason(s) therefor;
 - (c) whether or not there are any material changes to the financial condition of the Company after the publication of the latest financial report and an explanation of the change(s) (if any); and
 - (d) the type, number and amount of the shares in the tender offeror (if the tender offeror is a company or corporation) or its affiliates held by the Directors and the Members holding more than ten percent (10%) of the total issued Shares in their own names or in the name of other persons.

VACATION OF OFFICE OF DIRECTOR AND DISQUALIFICATION OF A DIRECTOR

95. The office of a Director shall be vacated:

- (a) if he/she resigns his/her office by notice in writing to the Company;
- (b) if he/she is removed from office in accordance with these Articles;
- (c) if he/she dies, becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
- (d) if an order is made by any competent court or official on the grounds that he/she is or will be suffering from lunacy, mental disorder or is otherwise incapable of managing his/her affairs or his/her legal capacity is restricted according to the applicable laws;
- (e) if he/she has committed an offence as specified in the ROC statute of prevention of organizational crimes or similar legislations in other jurisdictions, or subsequently is adjudicated guilty by a final judgment and the time elapsed after he/she has served the full term of such sentence is less than five (5) years;
- (f) if he/she has committed an offence involving fraud, breach of trust or misappropriation, or subsequently sentenced to imprisonment for a term of more than one (1) year in any jurisdiction, and the time elapsed after he/she has served the full term of such sentence is less than two (2) years;
- (g) if he/she has been adjudicated guilty by a final judgment for misappropriating public funds during the time of his/her public service, and the time elapsed after he/she has served the full term of such sentence is less than two (2) years;
- (h) if he/she has been blacklisted by the Taiwan Clearing House due to default on negotiable instruments, and the term of such sanction has not expired yet; or
- (i) In accordance with Articles 64 or 75;

Where any of the events described in this Article 95 (c), (d), (e), (f), (g), and (h) applies to or occurs in relation to a candidate for the office of Director, such candidate shall immediately be disqualified and ceases to be eligible to be considered for election to the office of Director. Where a Director who is also the chairman of the Board is removed from office as Director or his office as Director is vacated pursuant to this Article 95, the office of chairman of the Board shall also be automatically vacated.

95.1 (a) So long as the Shares are listed on any ROC Securities Exchange, if, during the term of office, a director transfers his shareholding such that he holds less than one half of the Shares he held as at the date of his appointment according to the Register of Members, the director shall, *ipso facto*, be automatically discharged from office.

(b) So long as the Shares are listed on any ROC Securities Exchange, a director's appointment shall not become effective in the following circumstances:

- (i) if such director transfers his Shares such that he holds less than one half of the Shares he held as at the date on which his appointment is approved according to the Register of Members, but prior to the commencement of the term of his appointment becoming effective, if applicable; or
- (ii) if such director transfers his Shares such that he holds less than one half of the Shares he held as at the date on which his appointment is approved according to the Register of Members during the transfer prohibition period of this Article 13.

Any breach of Article 95.1(b) shall cause the appointment of any proposed director to be, *ipso facto*, void.

(c) The preceding subparagraphs (a) and (b) of this Article 95.1 do not apply when the Director

involved is an Independent Director.

SEAL AND AUTHENTICATION OF DOCUMENTS

96. (a) The Company may, if the Board so determine, have a Seal in such form as determined by the Board, which Seal shall, subject to paragraph (c) hereof, only be used by the authority of the Board or of a committee of the Board authorised by the Board and every instrument to which the Seal has been affixed shall be signed by a person who shall be either a Director or the Secretary or such other person authorised for this purpose by the Board or a committee of the Board.
- (b) The Board may adopt for use in any place or places outside the Cayman Islands a duplicate Seal or Seals each of which shall be a facsimile of the common seal of the Company and, if the Board so determine, with the addition on its face of the name of every place where it is to be used.
- (c) Any Director or the Secretary or other person appointed by the Board for the purpose may authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Board or any committee, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and if any books, records, documents or accounts are kept elsewhere than at the Registered Office or the head office of the Company, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person so appointed by the Board. A document purporting to be a document so authenticated or a copy of a resolution, or an extract from the minutes of a meeting, of the Company or of the Board or any local board or committee, or of any books, records, documents or accounts or extracts therefrom as aforesaid, and which is certified as aforesaid, shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting or, as the case may be, that the copies of such books, records, documents or accounts were true copies of their originals or as the case may be, the extracts of such books, records, documents or accounts are true and accurate records of the books, records, documents or accounts from which they were extracted.

OFFICERS

97. (a) The Board may from time to time appoint officers and/or managers as the Board considers necessary, for such term, at such remuneration, to perform such duties, subject to such other conditions or restrictions or to such provisions as to disqualification and removal as the Board from time to time prescribe. Article 78 (b) and (c) shall be applied mutatis mutandis to an officer's duties and liabilities to the Company and other third parties.
- (b) So long as the Shares are listed on any ROC Securities Exchange, the Company shall maintain a litigation and non-litigation agent appointed by the Board by way of a resolution passed by a simple majority of the Directors at a duly convened meeting of the Board with the necessary quorum, and shall report the appointment of the litigation and non-litigation agent or any change thereof to the FSC in accordance with the Applicable Public Company Rules. The litigation and non-litigation agent shall have residence within the ROC and shall be the responsible person of the Company within the ROC (as such term is defined under the Securities and Exchange Act of the ROC).

DIVIDENDS, DISTRIBUTIONS AND RESERVE

98. (a) Subject to the Statute, these Articles and any direction of the Company in general meetings, the Company, upon the recommendation by the Board, may by way of an Ordinary Resolution, from time to time declare dividends and distributions to Members and authorise payment of the same out of the funds of the Company lawfully available therefor.
- (b) Subject to the rights of persons, if any, entitled to Shares with special rights as to dividends or distributions, if dividends or distributions are to be declared on a Class of Shares such dividends or distributions shall be declared and paid according to the amounts paid or credited as paid on the Shares of such Class issued on the record date for such dividend or distribution as determined in accordance with these Articles.

99. The Board may, before making a recommendation to the Company in respect of dividends or distributions, set aside such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Board, be applicable for any purpose of the Company and pending such application may, at the like discretion, be employed in the business of the Company.
100. No dividend or distribution shall be payable except out of the profits of the Company or from any reserve set aside from profits, or out of the share premium account of the Company, or as otherwise permitted by the Statute.
101. (a) Where based on the Company's final accounts in respect of a current year, there is a profit, such profit is distributable only after (i) covering accumulated losses, (ii) paying applicable taxes, (iii) setting aside a sum for any capital reserve pursuant to these Articles, (iv) setting aside a sum ten percent (10%) for any capital reserve pursuant to the Applicable Public Company Rules, unless the accumulated amount of such reserve equals to the total paid-up capital of the Company, and (v) setting aside a sum for an additional special reserve in compliance with the requirements promulgated by applicable ROC authorities (including, but not limited to, the FSC or any applicable ROC Securities Exchange) so long as the Shares are listed on any ROC Securities Exchange. The balance of such profit remaining after all the foregoing deduction shall hereinafter be referred to as the "Distributable Net Profit of the Current Year." Dividends may be declared and paid out of the Distributable Net Profit of the Current Year and any undistributed retained profit accrued from prior years (together, the "Accumulated Distributable Net Profit").
- (b) When the Board elects to recommend to the Company (i) to declare and pay dividends to Members and/or (ii) to make bonus payments to Directors and/or employees from the Accumulated Distributable Net Profit, the Board shall prepare a plan of allocation and distribution of profits and submit such plan to the Members for approval at a general meeting subject to the following requirements:
- (i) Collectively, Directors are entitled to receive year-end bonuses of not more than three percent (3%) of the Distributable Net Profit of the Current Year, and such bonus payment shall only be paid in cash;
- (ii) Employees of the Company and the Subsidiaries of the Company collectively are entitled to receive year-end bonus of no more than three percent (3%) of the Distributable Net Profit of the Current Year, which may be payable in cash, fully paid-up Shares, or any combination of both; and
- (iii) The Accumulated Distributable Net Profit is available for distribution to the Members as cash dividend or may be used to pay up any bonus shares to be issued to the Members. The dividends as proposed for declaration in such plan shall not be less than five (5) percent of the Distributable Net Profit of the Current Year. .
- (c) No unpaid dividend, distribution or other monies payable by the Company shall bear interest against the Company.
102. Any dividend, distribution, interest or other monies payable in cash to the holder of Shares may be paid by way of telegraphic transfer or electronic transfer or remittance or direct crediting to the bank account of such holder of Shares as he/she/it may designate and notified to the Company, or cheque or warrant sent through the post addressed to the holder at his/her/its registered address, or, in the case of joint holders, to the holder who is first named in the Register of Members or to such person and to such address as such holder or joint holders may in writing direct, at the risk of the person entitled to such dividend, distribution, interest or other monies. Every such cheque or warrant shall be made payable or property distributable to the order of the person to whom it is sent. Anyone of two or more joint holders may give effectual receipts for any dividends, bonuses, or other monies payable in respect of the Share held by them as joint holders. Payment of the cheque or warrant by the bank on which it is drawn shall constitute good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or than any endorsement thereon has been forged.

103. (a) Subject to Article 33, whenever the Company in general meeting has resolved that a dividend be paid or declared, the Company may upon the recommendation of the Board, further resolve by way of a Supermajority Resolution that such dividend be satisfied in part in the form of an allotment and issue of new Shares credited as fully paid without offering any right to Members to elect to receive such dividend in cash in lieu of such allotment, provided that not less than ten (10%) percent of the total dividend shall be satisfied by the payment of cash. In such case, the basis of any such allotment shall be determined by the Board, and the Board shall prepare a plan of declaration of dividends and/or distribution and such plan shall be submitted to the Members for approval at a general meeting by Supermajority Resolution.
- (b) The Board may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (a) of this Article with full power to the Board to make such provisions as it thinks fit in the case of Shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the Members concerned), and no Members who will be affected thereby shall be, and they shall be deemed not to be, a separate Class of Members by reason only of the exercise of this power. The Board may authorise any person to enter into on behalf of all Members interested, an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned.
- (c) The Board may on any occasion determine that the allotment of Shares under paragraph (a) of this Article shall not be made available or made to any Members with registered addresses in any territory where in the absence of a registration statement or other special formalities the allotment of Shares would or might be unlawful or impracticable or the legality or practicability of which may be time consuming or expensive to ascertain whether in absolute terms or in relation to the value of the holding of Shares of the Members concerned, and in such event the provisions aforesaid shall be read and construed subject to such determination and no Member who may be affected by any such determination shall be, and they shall be deemed not to be, a separate Class of Members for any purposes whatsoever.

REMUNERATION COMMITTEE

104. The Board shall establish a committee of the Board known as the "Remuneration Committee" in accordance with the Applicable Public Company Rules, including the *Regulations Governing Establishment and Operation of Remuneration Committees of Companies Listed in Taiwan Stock Exchange and the GreTai Securities Market*. The Board shall adopt regulations governing the operation of the Remuneration Committee in accordance with the Applicable Public Company Rules.

CAPITALISATION

105. (a) Subject to the Statute, Applicable Public Company Rules and these Articles, the Company may upon the recommendation of the Board by way of a Supermajority Resolution in a general meeting authorise the Board to capitalise any sum standing to the credit of any of the Company's reserve accounts which are available for distribution (including share premium account and capital redemption reserve defined in the Statute) or any distributable profits not required for the payment or provision of dividend on any Shares with preferential right to dividends, by appropriating such sum to Members on the Register of Members at the close of business on the date of the relevant resolution (or such other date as may be specified therein or determined as provided therein) in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution, credited as fully paid up to and amongst such Members in the proportion aforesaid.
- (b) Subject to the Statute, whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the reserves or profits resolved to be capitalised thereby, and attend to all allotments and issuance of fully paid Shares and generally shall do all acts and things required to give effect thereto. For the purpose of giving effect to any resolution under this Article, the Board may settle any difficulty which may arise in regard to any distribution under

this Article as it thinks fit, and in particular may disregard fractional entitlements altogether or round the same up or down and may determine that cash payments shall be made to any Members in lieu of fractional entitlements or that fractions of such value as the Board may determine may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the Members concerned, and no Members who are affected thereby shall be deemed to be, and they shall be deemed not to be, a separate class of Members by reason only of the exercise of this power. The Board may authorise any person to enter on behalf of the persons entitled to participate in the distribution any agreement with the Company necessary or desirable for giving effect thereto and such appointment and any agreement made under such authority shall be effective and binding upon all concerned.

- (c) Without limiting the generality of the foregoing, any such agreement may provide for the acceptance by such persons of the Shares to be allotted, issued and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised. The Board may on any occasion determine that the allotment of Shares under this Article shall not be made available or made to any Members with registered addresses in any territory where in the absence of a registration statement or other special formalities the allotment of Shares would or might be unlawful or impracticable or the legality or practicability of which may be time consuming or expensive to ascertain whether in absolute terms or in relation to the value of the holding of Shares of the Member concerned, and in such event the provisions aforesaid shall be read and construed subject to such determination and no Member who may be affected by any such determination shall be, and they shall be deemed not to be, a separate class of Members for any purposes whatsoever.

BOOKS OF ACCOUNT AND RECORDS OF THE COMPANY

- 106. The Board shall cause proper books of account to be kept with respect to all transactions of the Company and in particular with respect to:
 - (i) all sums of money received and expended by the Company and the matters in respect of which the receipt or expenditure takes place;
 - (ii) all sales and purchases of goods by the Company;
 - (iii) the assets and liabilities of the Company; and
 - (iv) all other matters required by Statute and which are necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions.
- 107. (a) Proper books shall not be deemed to be kept with respect to the matters referred to in Article 106 if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
- (b) The instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with these Articles and relevant rules and regulations shall be kept for at least six (6) years. However, if a Member institutes a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information mentioned herein, they shall be kept until the conclusion of the litigation if longer than six (6) years.

NOTICES

- 108. Notices shall be in writing and may be given by the Company to any Member either personally or by sending it by post, cable, telex or facsimile or by electronic means (including electronic mail) to him/her/it or to his/her/its address as shown in the Register of Members, such notice, if mailed, to be sent by airmail if the address be outside Taiwan.
- 109. (a) Where a notice is sent by post or airmail, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and shall be deemed to have been effected on the expiration of sixty (60) hours after the letter containing the same is posted as aforesaid.

- (b) Where a notice is sent by cable, telex, facsimile or electronic means to such number or address supplied by the Member to the Company for giving of notice to him/her/it, service of the notice shall be deemed to be effected on the day the same is sent as aforesaid.
110. A notice may be given by the Company to the joint holders of a Share by giving the notice to the joint holder first named in the Register of Members in respect of the Share.
111. Any notice or document delivered or sent in accordance with these Articles shall, notwithstanding that such Member is then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have duly served or delivered in respect of any Shares registered in the name of such Member whether held solely or jointly with other persons by such Member, (unless his name shall at the time of service or delivery of the notice or document have been removed from the Register of Members as the holder of the Shares), and such service or delivery shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons interested (whether jointly with or as claiming through or under him) in any such Shares.
112. A notice may be given by the Company to the person or persons which the Company has been advised are entitled to a Share or Shares in consequence of the death or bankruptcy of a Member by sending it through the post as aforesaid in a pre-paid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description at the address supplied for that purpose by the persons claiming to be so entitled, or at the option of the Company by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
113. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every person shown as a Member in the Register of Members as of the record date for such general meeting except that in the case of joint holders, the notice shall be sufficient if given to the joint holder first named in the Register of Members; and
- (b) every person upon whom the ownership of a Share devolves by reason of his/her/it being a legal personal representative or a trustee in bankruptcy of a Member of record where the Member of record but for his/her death or his/her/its bankruptcy would be entitled to receive notice of the meeting.

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

WINDING UP

114. If the Company shall be wound up the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Statute, divide amongst the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may for such purpose set such value as he/she deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members within the same Class or different Classes of Members. The liquidator may with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any Shares or other securities whereon there is any liability.
115. Subject to any special rights, privileges or restrictions as to the distribution of available surplus assets on liquidation for the time being attached to any Class or Classes of Shares, (i) if the Company shall be wound up and the assets available for distribution amongst the Members shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the Shares held by them respectively, and (ii) if the Company shall be wound up and the assets available for distribution amongst the Members shall be

more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed *pari passu* amongst such Members in proportion to the amount paid up on the Shares held by them respectively.

AUDIT COMMITTEE

116. The Board shall establish a committee of Board known as the “Audit Committee”. The Audit Committee shall comprise solely of Independent Directors and the number of committee members shall not be less than three (3). One of the Audit Committee members shall be appointed and designated as the convener to convene meetings of the Audit Committee from time to time and at least one (1) of the Audit Committee members shall have accounting or financial expertise. A valid resolution of the Audit Committee requires approval of one-half or more of all its members.
117. Any of the following matters relating to the Company shall require the consent of one-half or more of all Audit Committee members by way of resolution and be submitted to the Board for approval:
- (a) adoption of or amendment to an internal control system;
 - (b) assessment of the effectiveness of the internal control system;
 - (c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others;
 - (d) any matter relating to the personal interest of the Directors;
 - (e) a transaction relating to a material asset of the Company or derivatives transaction;
 - (f) a material monetary loan, endorsement, or provision of guarantee;
 - (g) the offering, issuance, or private placement of any equity securities;
 - (h) the hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
 - (i) the appointment or discharge of a financial, accounting, or internal audit officer;
 - (j) approval of annual and semi-annual financial reports; and
 - (k) any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.
- With the exception of item (j), any other matter that has not been approved by one-half or more of all Audit Committee members may be undertaken upon the consent of two-thirds or more of the members of the Board by way of resolution at the Board meeting, and any resolution of the Audit Committee passed in respect of such matter shall be tabled at the Board meeting.
118. the Audit Committee shall supervise the execution of business operations of the Company, and may from time to time inspect the business and financial conditions of the Company, examine the books and documents relating to the Company, and request the Board or any officer to make reports in respect of the Company’s affairs.
119. When performing its aforementioned duties, the Audit Committee may appoint an attorney or a certified public accountant to conduct the auditing on its behalf.
120. In case the Board or any Director commits any act and any member of the Audit Committee becomes aware of such act, when carrying out the business operations of the Company, in a manner violating the applicable laws and/or regulations, these Articles, or any resolution passed at a general meeting, the Audit Committee shall immediately demand that the Board or the violating Director, as the case may be, cease such act.

121. Member(s) continuously holding three percent (3%) or more of the total issued Shares for at least one (1) year may request the Audit Committee in writing to institute, on behalf of the Company, a court action against a Director. Subject to all applicable law, in case the Audit Committee fails to institute such action within thirty (30) days after having received the aforementioned request, then the Members filing the said request in accordance with this Article may institute the action on behalf of the Company in any court with competent jurisdiction, and the Taipei District Court, ROC may be the court of the first instance for this action.

INDEMNITY

122. (a) The Directors and officers for the time being of the Company and any trustee for the time being acting in relation to any of the affairs of the Company and their executors and administrators respectively (each of which persons being referred to in this Article as an “indemnified person”) shall be indemnified and secured harmless out of the assets of the Company from and against all actions costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, and no such indemnified party shall be answerable for the acts, receipts, neglects or defaults of any other of them or for joining in any receipt for the sake of conformity or for the solvency or honesty of any banker or other persons with whom any monies or effects belonging to the Company may be lodged or deposited for safe custody or for any insufficiency or deficiency of any security upon which any monies of or belonging to the Company may be placed out on or invested, or for any other loss, misfortune or damage which may happen or arise in the execution of their respective offices or trust, or in or about thereto, PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud, dishonesty, recklessness, willful neglect or default which may attach to any of the said persons.
- (b) The Company may purchase and maintain insurance for the benefit of any Director or officer of the Company against any liability incurred by him/her/it in his/her/its capacity as a Director or officer of the Company or indemnifying such Director or officer in respect of any loss arising or liability attaching to him/her/it by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which the Director or officer may be guilty in relation to the Company or any subsidiary thereof.

FISCAL YEAR

123. Unless the Board otherwise determines, the fiscal year of the Company shall end on 31st December of each year and following the year of incorporation, the fiscal year shall begin on 1st January of each year.

雅茗天地股份有限公司 取得或處分資產處理程序(現行)

第一條：目的

為保障資產，落實資訊公開，特訂本處理程序。

第二條：法令依據

本處理程序係依據中華民國證券主管機關頒布之「公開發行公司取得或處分資產處理準則」相關規定訂定。

第三條：資產範圍

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

第四條：名詞定義

- 一、衍生性商品：指其價值由資產、利率、匯率、指數或其他利益等商品所衍生之遠期契約、選擇權契約、期貨契約、槓桿保證金契約、交換契約，及上述商品組合而成之複合式契約等。所稱之遠期契約，不包含保險契約、履約契約、售後服務契約、長期租賃契約及長期進(銷)貨合約。
- 二、依法律合併、分割、收購或股份受讓而取得或處分之資產：指依企業併購法、金融控股公司法、金融機構合併法或其他法律進行合併、分割或收購而取得或處分之資產，或依公司法第一百五十六條第八項規定發行新股受讓他公司股份（以下簡稱股份受讓）者。
- 三、關係人、子公司：依證券發行人財務報告編製準則規定認定者。
- 四、專業估價者：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。
- 五、事實發生日：指交易簽約日、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等日期孰前者。但屬需經主管機關核准之投資者，以上開日期或接獲主管機關核准之日孰前者為準。
- 六、大陸地區投資：指依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。
- 七、所稱「一年內」：係以本次取得或處分資產之日為基準，往前追溯推算一年，已公告部份免再計入。
- 八、所稱「最近期財務報表」：係指公司於取得或處分資產前依法公開經會計師查核簽證或核閱之財務報表。
- 九、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。

第五條：本公司及各子公司取得非供營業使用之不動產及有價證券額度如下：

- 一、本公司及各子公司取得非供營業使用之不動產，其總額不得高於本公司最近期財務報表淨值百分之三十。
- 二、本公司及各子公司投資長、短期有價證券之總額不得高於本公司最近期財務報表淨值百分之五十。
- 三、投資個別有價證券之金額不得高於本公司最近期財務報表淨值百分之二十五。

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，該專業估價者及其估價人員、會計師、律師或證券承銷商與交易當事人不得為關係人。

第七條：本公司取得或處分資產依本處理程序或其他法律規定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，公司並應將董事異議資料送各審計委員會。另外本公司已設置獨立董事，依規定將取得或處分資產交易提報董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之意見與理由列入會議紀錄。

本公司已設置審計委員會，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，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。

第八條：本公司取得或處分不動產或設備之評估及作業程序如下：

一、評估及作業程序

本公司取得或處分不動產及其他固定資產，悉依本公司內部控制制度固定資產循環程序辦理。

二、交易條件及授權額度之決定程序

(一)取得或處分不動產，應參考公告現值、評定價值、鄰近不動產實際交易價格等，決議交易條件及交易價格，應依據本公司核決權限之規定，由相關單位主管分層負責辦理：

簽核層級	取得或處分資產及設備工程款
	金額
本公司董事長	本公司實收資本額10%以內
本公司董事會	本公司實收資本額10%以上

其每筆交易金額達本公司實收資本額百分之十以上者，應提報董事會通過後始得為之。

(二)取得或處分其他固定資產，應以詢價、比價、議價或招標方式擇一為之，依據本公司分層負責核決權限之規定，由相關單位主管分層負責辦理外，其每筆交易金額達本公司實收資本額百分之十以上者(或新台幣五千萬元以上)，應提報董事會通過後始得為之。

三、執行單位

本公司取得或處分不動產或設備時，應依本公司核決權限呈核決後，由使用部門或行政部門負責執行。

四、不動產或其他固定資產估價報告

本公司取得或處分不動產或設備，除與政府機構交易、自地委建、租地委建，或取得、處分供營業使用之設備外，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者，應於事實發生日前取得專業估價者出具之估價報告，並符合下列規定：

- (一)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，該項交易應先提經董事會決議通過，未來交易條件變更者，亦應比照上開程序辦理。
- (二)交易金額達新臺幣十億元以上者，應請二家以上之專業估價者估價。
- (三)專業估價者之估價結果有下列情形之一者，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：
 - 1.估價結果與交易金額差距達交易金額之百分之二十以上者。
 - 2.二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者。
- (四)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。
- (五)本公司係經法院拍賣程序取得或處分資產者，得以法院所出具之證明文件替代估價報告或會計師意見。
- (六)比較其交易價格與鑑價報告之差異，若有非常規交易之情事，應取具買賣合約、所有權狀、稅金繳納證明等有關憑證；傳票應經核准。
- (七)檢視其過戶手續應依合約辦理，若已付清價款，但尚未過戶者應查明原因。

第九條：取得或處分有價證券之處理程序

一、評估及作業程序

本公司有價證券之購買與出售，悉依本公司內部控制制度投資循環作業辦理。

二、交易條件及授權額度之決定程序

- (一)於集中交易市場或證券商營業處所為之有價證券買賣，應由負責單位依市場行情研判決定之，依據本公司分層負責核決權限之規定，由相關單位主管分層負責辦理，累計金額超過美金50萬元者，應提報董事會通過後始得為之。
- (二)非於集中交易市場或證券商營業處所為之有價證券買賣，應先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，考量其每股淨值、獲利能力及未來發展潛力等，依據本公司核決權限之規定，由相關單位主管分層負責辦理，累計金額超過美金50萬元者，應提報董事會通過後始得為之。但若屬於財務調度相關者（買賣附買回、賣回條件之債券、債券型基金及類貨幣型商品）得依核決權限規定辦理，不受前項條文限制。

三、執行單位

本公司有價證券投資或處分，應依公司核決權限表呈核後，由財務、投資相關部門負責執行。

四、取得專家意見

(一)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，另交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，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證券主管機關另有規定者，不在此限。

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

第十條：向關係人取得不動產之處理程序

一、本公司向關係人購買或交換而取得不動產，除依本處理程序第七條取得不動產處理程序辦理外，尚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。另外在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。

二、評估及作業程序

本公司向關係人取得或處分不動產，或與關係人取得或處分不動產外之其他資產且交易金額達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，除買賣公債、附買回、賣回條件之債券、申購或贖回國內貨幣市場基金外，應將下列資料，提交董事會通過及審計委員會承認後，始得簽訂交易契約及支付款項：

(一)取得或處分資產之目的、必要性及預計效益。

(二)選定關係人為交易對象之原因。

(三)依本條第三項第（一）、（二）、（三）、（四）及（六）款規定評估預定交易條件合理性之相關資料。

(四)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。

(五)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。

(六)依前條規定取得之專業估價者出具之估價報告，或會計師意見。

(七)本次交易之限制條件及其他重要約定事項。

三、交易成本之合理性評估

(一)本公司向關係人取得不動產，應按下列方法評估交易成本之合理性：

1.按關係人交易價格加計必要資金利息及買方依法應負擔之成本。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，惟其不得高於財政部公布之非金融業最高借款利率。

2.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。

(二)合併購買同一標的之土地及房屋者，得就土地及房屋分別按前項所列任一方法評估交易成本。

(三)本公司向關係人取得不動產，依本條第三項第（一）款及第（二）款規定評估不動產成本，並應洽請會計師複核及表示具體意見。

(四)本公司向關係人取得不動產依本條第三項第（一）、（二）款規定評估結果均較交易價格為低時，應依本條第三項第（五）款規定辦理。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成交案例，其面積相近，且交易條件經按不動產買賣慣例應有之合理樓層或地區價差評估後條件相當者。
- (3) 同一標的房地之其他樓層一年內之其他非關係人租賃案例，經按不動產租賃慣例應有之合理樓層價差推估其交易條件相當者。
2. 本公司舉證向關係人購入之不動產，其交易條件與鄰近地區一年內之其他非關係人成交案例相當且面積相近者。前述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；前述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。
- (五) 本公司向關係人取得不動產，如經按本條第三項第（一）、（二）、（三）、（四）、（六）款規定評估結果均較交易價格為低者，應辦理下列事項：
 1. 本公司應就不動產交易價格與評估成本間之差額，依證券交易法第四十一條第一項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證券交易法第四十一條第一項規定提列特別盈餘公積。
 2. 本公司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。本公司審計委員會獨立董事之成員為辦理上開事務，得代表本公司委託律師、會計師審核之。
 3. 應將本條第三項第（五）款第1點及第2點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。本公司經依前述規定提列特別盈餘公積者，應俟高價購入之資產已認列跌價損失或處分或為適當補償或恢復原狀，或有其他證據確定無不合理者，並經主管機關同意後，始得動用該特別盈餘公積。
- (六) 本公司向關係人取得不動產，有下列情形之一者，應依本條第一項及第二項有關評估及作業程序規定辦理即可，不適用本條第三項第（一）、（二）、（三）款有關交易成本合理性之評估規定：
 1. 關係人係因繼承或贈與而取得不動產。
 2. 關係人訂約取得不動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。
- (七) 本公司向關係人取得不動產，若有其他證據顯示交易有不合營業常規之情事者，亦應依本條第三項第（五）款規定辦理。

第十一條：取得或處分會員證或無形資產之處理程序

一、評估及作業程序

本公司取得或處分會員證或無形資產，悉依本公司內部控制制度財產管理作業辦理。

二、交易條件及授權額度之決定程序

- (一) 取得或處分會員證，應參考市場公平市價，決議交易條件及交易價格，作成分析報告提報集團總監級/經理級主管及董事長審核，(其金額在新台幣壹仟萬元以下者，應呈請董事長核准)；超過新台幣壹仟萬元者，另須提經董事會通過後始得為之。
- (二) 取得或處分無形資產，應參考專家評估報告或市場公平市價，決議交易條件及交易價格，作成分析報告提報集團總監級/經理級主管及董事長審核，(其金額在新台幣壹仟萬元以下者，應呈請董事長核准)；超過新台幣壹仟萬元者，另須提經董事會通過後始得為之。

三、執行單位

本公司取得或處分會員證或無形資產時，應依前項核決權限表呈核決後，由使用部門或行政部門負責執行。

四、會員證或無形資產專家評估意見報告

- 1.本公司取得或處分會員證之交易金額達實收資本額百分之一或新臺幣參佰萬元以上者應請專家出具鑑價報告。
- 2.本公司取得或處分無形資產之交易金額達實收資本額百分之十或新臺幣壹仟萬元以上者應請專家出具鑑價報告。
- 3.本公司取得或處分會員證或無形資產之交易金額，達公司實收資本額百分之二十或新臺幣三億元以上者，應洽請會計師就交易價格之合理性表示意見，會計師並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。

第十二條：取得或處分金融機構之債權之處理程序

本公司原則上不從事取得或處分金融機構之債權之交易，嗣後若欲從事取得或處分金融機構之債權之交易，將提報董事會核准後再訂定其評估及作業程序

第十三條：取得或處分衍生性商品之處理程序

一、交易原則與方針

(一) 交易種類

- 1.本公司從事之衍生性金融商品係指其價值由資產、利率、匯率、指數或其他利益等商品所衍生之交易契約(如遠期契約、選擇權、期貨、利率或匯率、交換，暨上述商品組合而成之複合式契約等)。
- 2.有關債券保證金交易之相關事宜應比照本處理程序之相關規定辦理。

(二) 經營(避險)策略

本公司從事衍生性金融商品交易，應以避險為目的，交易對象應選擇國內外聲譽良好之金融機構，交易商品應選擇使用規避公司業務經營所產生之風險為主，交易幣別應與公司實際進出口交易之外幣需求相符，以公司整體內部部位（外幣收入及支出）自行軋平為原則，藉以降低公司整體之外匯風險，並節省外匯操作成本。其他特定用途之交易，須經謹慎評估，提報董事會核准後方可進行之。

(三) 權責劃分

1.財務及會計部門

(1) 交易人員

- A.負責本公司金融商品交易之策略擬定。
- B.交易人員應每一週定期計算部位，蒐集市場資訊，進行趨勢判斷，擬定操作策略，經由核決權限表核准後，作為從事交易之依據。
- C.依據授權權限及既定之策略執行交易。
- D.金融市場有重大變化、交易人員判斷已不適用既定之策略時，重新擬定策略，經由權責主管核准後，作為從事交易之依據。

(2) 交易確認人員：根據授權權限與規章執行交易確認。

(3) 交割人員：執行交割任務。

(4) 帳務管理人員：

A.每月進行評價，評價報告呈核至董事長。

B.會計帳務處理。

(5) 衍生性商品核決權限

A.避險性交易之核決權限：

a. 每筆交易金額

核 決 權 人	每筆交易權限
董 事 長	US\$50萬元(含)以下或等值幣別
董 事 會	超過US\$50萬元或等值幣別

b. 累積淨部位達下列標準時須取得權限主管核准

核 決 權 人	累積淨部位交易權限
董 事 長	US\$1,000萬元(含)以下或等值幣別
董 事 會	超過US\$1,000萬元或等值幣別

B.其他特定用途交易，提報董事會核准後方可進行之。

2.稽核部門

應定期瞭解衍生性商品交易內部控制之允當性，並按月稽核交易部門對從事衍生性商品交易處理程序之遵循情形，作成稽核報告，如發現重大違規情事，應以書面通知審計委員會。

3. 績效評估

(1) 避險性交易

- A. 以公司帳面上匯率成本與從事衍生性金融交易之間所產生損益為績效評估基礎。
- B. 為充份掌握及表達交易之評價風險，本公司採月結評價方式評估損益。
- C. 財務部門應提供外匯部位評價與外匯市場走勢及市場分析予董事長作為管理參考與指示。

(2) 特定用途交易

以實際所產生損益為績效評估依據，且財務人員須定期將部位編製報表以提供管理階層參考。

4. 契約總額及損失上限之訂定

(1) 契約總額

A. 避險性交易額度

財務部門應掌握公司整體部位，以規避交易風險，避險性交易金額以不超過公司整體內部部位(外幣流動資產與外幣負債間差額)為限，超出限額者須提報董事會同意，始可為之。

B. 特定用途交易

基於對市場變化狀況之預測，財務部得依需要擬定策略，提報董事長核准後方可進行之。本公司特定用途之交易全公司淨累積部位之契約總額以不超過公司最近一季營業收入的5%為限。

(2) 損失上限之訂定

- A. 有關於避險性交易乃在規避風險，全部契約損失金額以不超過美金五十萬元或全部契約總額 20% 為損失上限。
- B. 如屬特定目的之交易契約，部位建立後，應設停損點以防止超額損失。停損點之設定，以不超過美金二十萬元為上限，如損失超過美金二十萬元時，需即刻呈報董事長，並向董事會報告，商議必要之因應措施。
- C. 個別契約損失金額以不超過美金五萬元或契約金額 10% 為損失上限。
- D. 本公司特定目的之交易性操作，年度損失最高限額為美金五十萬元。

二、風險管理措施

(一) 信用風險管理:

基於市場受各項因素變動，易造成衍生性金融商品之操作風險，故在市場風險管理，依下列原則進行:

交易對象：以國內外著名金融機構為主，詳細內容以執行單位提供並經董事長同意之列表為準。

交易商品：以國內外著名金融機構提供之商品為限。

(二) 市場價格風險管理:

以銀行提供之公開外匯交易市場為主，暫不考慮期貨市場。

(三) 流動性風險管理:

為確保市場流動性，在選擇金融產品時以流動性較高(即隨時可在市場上軋平)為主，受託交易的金融機構必須有充足的資訊及隨時可在任何市場進行交易的能力。

(四) 現金流量風險管理

為確保公司營運資金週轉穩定性，本公司從事衍生性商品交易之資金來源以自有資金為限且其操作金額應考量未來現金收支預測資金需求。

(五) 作業風險管理

- 1. 應確實遵循公司授權額度、作業流程及納入內部稽核，以避免作業風險。
- 2. 從事衍生性商品之交易人員及確認、交割等作業人員不得互相兼任。

- 3.風險之衡量、監督與控制人員應與前款人員分屬不同部門，並應向董事會或向不負交易或部位決策責任之高階主管人員報告。

(六) 商品風險管理

內部交易人員對金融商品應具備完整及正確之專業知識，並要求銀行充分揭露風險，以避免誤用金融商品之風險。

(七) 法律風險管理:

與金融機構簽署的文件應經過外匯及法務或法律顧問之專門人員檢視後，才可正式簽署，以避免法律風險。

三、定期評估方式

(一) 董事會應授權高階主管人員定期監督與評估從事衍生性商品交易是否確實依公司所訂之交易程序辦理，及所承擔風險是否在容許承作範圍內，市價評估報告有異常情形時(如持有部位已逾損失受限)時，應立即向董事會報告，並採因應之措施。

(二) 衍生性商品交易所持有之部位至少每週應評估一次，為業務需要辦理之避險性交易至少每月應評估二次，其評估報告應呈送董事會授權之高階主管人員。

四、從事衍生性商品交易時，董事會之監督管理原則

(一) 董事會應指定高階主管人員隨時注意衍生性商品交易風險之監督與控制，其管理原則如下：

1.定期評估目前使用之風險管理措施是否適當並確實依法令規定及公司所訂之從事衍生性商品交易處理程序辦理。

2.監督交易及損益情形，發現有異常情事時，應採取必要之因應措施，並立即向董事會報告，本公司若已設置獨立董事時，董事會應有獨立董事出席並表示意見。

(二) 定期評估從事衍生性商品交易之績效是否符合既定之經營策略及承擔之風險是否在公司容許承受之範圍。

(三) 本公司從事衍生性商品交易時，依所訂從事衍生性商品交易處理程序規定授權相關人員辦理者，事後應提報最近期董事會。

(四) 本公司從事衍生性商品交易時，應建立備查簿，就從事衍生性商品交易之種類、金額、董事會通過日期及依本條第三項第(二)款、第四項第(一)及第(二)款應審慎評估之事項，詳予登載於備查簿備查。

第十四條：辦理合併、分割、收購或股份受讓之處理程序

一、評估及作業程序

(一) 本公司辦理合併、分割、收購或股份受讓時宜委請律師、會計師及承銷商等共同研議法定程序預計時間表，且組織專案小組依照法定程序執行之。並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。

(二) 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。另外，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。

(三) 參與合併、分割、收購或股份受讓之上市或股票在證券商營業處所買賣之公司，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)。

2.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。

二、其他應行注意事項

- (一)董事會日期：參與合併、分割或收購之公司除其他法令另有規定或有特殊因素事先報經金融監督管理委員會同意者外，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。參與股份受讓之公司除其他法令另有規定或有特殊因素事先報經金融監督管理委員會同意者外，應於同一天召開董事會。
- (二)事前保密承諾：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，不得自行或利用他人名義買賣與合併、分割、收購或股份受讓案關之所有公司之股票及其他具有股權性質之有價證券。
- (三)換股比例或收購價格之訂定與變更原則：參與合併、分割、收購或股份受讓之公司應於雙方董事會前委請會計師、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並提報股東會。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：
 - 1.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。
- (四)契約應載內容：合併、分割、收購或股份受讓公司之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。
 - 2.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。
 - 6.計畫逾期未完成時，依法令應召開股東會之預定召開日期等相關處理程序。
- (五)參與合併、分割、收購或股份受讓之公司家數異動時：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。
- (六)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，並依本條第二項第（一）款召開董事會日期、第（二）款事前保密承諾、第（五）款參與合併、分割、收購或股份受讓之公司家數異動之規定辦理。
- (七)參與合併、分割、收購或股份受讓之上市或股票在證券商營業處所買賣之公司，應於董事會決議通過之日起二日內，將本條第一項第三款之人員基本資料及重要事項日期等資料，依相關法令規定格式以網際網路資訊系統申報備查。

第十五條：資訊公開揭露程序

一、應公告申報項目及公告申報標準

- (一)向關係人取得或處分不動產，或與關係人為取得或處分不動產外之其他資產且交易金額達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。但買賣公債、附買回、賣回條件之債券、申購或贖回國內貨幣市場基金，不在此限。
- (二)從事大陸地區投資。
- (三)進行合併、分割、收購或股份受讓。
- (四)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。

(五)除前四款以外之資產交易或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者。但下列情形不在此限：

- 1.買賣公債。
- 2.以投資為專業者，於海內外證券交易所或證券商營業處所所為之有價證券買賣，或證券商於初級市場認購及依規定認購之有價證券。
- 3.買賣附買回、賣回條件之債券、申購或贖回國內貨幣市場基金。
- 4.取得或處分之資產種類屬供營業使用之機器設備且其交易對象非為關係人，交易金額未達新臺幣五億元以上。
- 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，公司預計投入之交易金額未達新臺幣五億元以上。

(六)前述第五款交易金額之計算方式如下，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，已依規定公告部分免再計入。

- 1.每筆交易金額。
- 2.一年內累積與同一相對人取得或處分同一性質標的交易之金額。
- 3.一年內累積取得或處分(取得、處分分別累積)同一開發計畫不動產之金額。
- 4.一年內累積取得或處分(取得、處分分別累積)同一有價證券之金額。

二、辦理公告及申報之時限

本公司取得或處分資產，具有本條應公告項目且交易金額達本條應公告申報標準者，應於事實發生之日起二日內依規定格式向主管機關指定網站辦理公告申報。所有公告事宜，依相關法令之規定辦理之。

三、公告申報程序

- (一)本公司應依相關法令將相關資訊於主管機關指定網站辦理公告申報。
- (二)本公司應依相關法令按月將本公司及其非屬中華民國公開發行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，於每月十日前輸入主管機關指定之資訊申報網站。
- (三)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，應將全部項目重行公告申報。
- (四)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，除其他法律另有規定者外，至少保存五年。
- (五)本公司依前條規定公告申報之交易後，有下列情形之一者，應於事實發生之日起二日內將相關資訊於主管機關指定網站辦理公告申報：
 - 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。

第十六條：本公司之子公司應依下列規定辦理：

- 一、子公司亦依據中華民國「公開發行公司取得或處分資產處理準則」有關規定訂定「取得或處分資產處理程序」，經子公司執行董事或董事會決議後，提報本公司審計委員會通過後，經本公司董事會決議通過辦理，修正時亦同。
- 二、子公司於取得或處分資產時，應依據本公司所訂之核決權限表辦理。
- 三、子公司非屬中華民國公開發行公司者，取得或處分資產達中華民國「公開發行公司取得或處分資產處理準則」所訂公告申報標準者，由本公司代為之。
- 四、子公司之公告申報標準中，所稱「達公司實收資本額百分之二十或總資產百分之十規定」係以本公司之實收資本額或總資產為準。

第十七條：本處理程序有關總資產百分之十之規定，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。

第十八條：本公司員工承辦取得與處分資產違反本處理程序規定者，依照本公司人事管理辦法與員工手冊定期提報考核，依其情節輕重處罰。

第十九條：實施與修訂

本處理程序經董事會通過後，提報股東會同意，修正時亦同。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。另外若本公司有設置獨立董事，將本

處理程序提報董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之意見與理由列入會議紀錄。

本公司已設置審計委員會，訂定或修正本處理程序時應經審計委員會全體成員二分之一以上同意，並提董事會同意。如未經審計委員會全體成員二分之一以上同意，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。

第二十條：本處理程序如有未盡事宜，悉依有關法令辦理。

一、本公司不得放棄對RBT Enterprises LTD、RBT Holdings LTD(以下簡稱RBT Holdings)及宴美企業有限公司未來各年度之增資；RBT Holdings不得放棄對Happy Lemon International LTD、Happy Lemon HK LTD、RBT Food & Beverage LTD、RBT Resources LTD及上海仙踪林餐飲管理有限公司(以下簡稱上海仙踪林)未來各年度之增資；上海仙踪林不得放棄對上海快樂檸檬餐飲管理有限公司(以下簡稱上海快樂檸檬)、上海太全貿易有限公司(以下簡稱上海太全)、北京佳群餐飲管理有限公司、廣州宏展餐飲管理有限公司及廣州市展成餐飲管理有限公司未來各年度之增資；上海快樂檸檬不得放棄對上海升群快樂檸檬食品銷售有限公司、成都快樂檸檬餐飲管理有限公司、天津快樂檸檬餐飲管理有限公司、廣州創越餐飲管理有限公司及深圳快樂檸檬餐飲管理有限公司未來各年度之增資；上海太全不得放棄對上海瀚品食品有限公司未來各年度之增資。

二、未來若各該等公司因策略聯盟考量或其他經「財團法人中華民國證券櫃檯買賣中心」同意者，而須放棄對上開公司之增資或處分上開公司，須經本公司董事會特別決議通過。且本處理辦法爾後如有修訂，應輸入公開資訊觀測站重大訊息揭露，並函報「財團法人中華民國證券櫃檯買賣中心」備查。

第二十一條：本處理程序訂於2012年7月11日。

第一次修訂於2013年3月31日。

第二次修訂於2014年5月14日。

第三次修訂於2014年10月28日

雅茗天地股份有限公司

Yummy Town (Cayman) Holdings Corporation

企業社會責任實務守則(現行)

第一章、總則

- 第 1 條、本公司為實踐企業社會責任，並促成經濟、環境及社會之進步，以達永續發展之目標，特訂定本企業社會責任實務守則(以下簡稱本守則)，以資遵循。
- 第 2 條、本守則適用範圍包括本公司及集團企業之整體營運活動。本公司於從事企業經營之同時，積極實踐企業社會責任，以符合國際發展趨勢，並透過企業公民擔當，提升國家經濟貢獻，改善員工、社區、社會之生活品質，促進以企業責任為本之競爭優勢。
- 第 3 條、本公司履行企業社會責任，應注意利害關係人之權益，在追求永續經營與獲利之同時，重視環境、社會與公司治理之因素，並將其納入公司管理方針與營運活動。
- 第 4 條、本公司對於企業社會責任之實踐，依下列原則為之：
- 1.落實公司治理。
 - 2.發展永續環境。
 - 3.維護社會公益。
 - 4.加強企業社會責任資訊揭露。

- 第 5 條、本公司應考量國內外企業社會責任之發展趨勢與企業核心業務之關聯性、公司本身及集團企業整體營運活動對利害關係人之影響等，訂定企業社會責任政策、制度或相關管理方針及具體推動計畫，經董事會通過後，並提股東會報告。股東提出涉及企業社會責任之相關議案時，公司董事會宜審酌列為股東會議案。

第二章、落實公司治理

- 第 6 條、本公司遵循「上市上櫃公司治理實務守則」、「上市上櫃公司誠信經營守則」及「上市上櫃公司訂定道德行為準則參考範例」，建置有效之治理架構及相關道德標準，以健全公司治理。
- 第 7 條、本公司之董事應盡善良管理人之注意義務，督促企業實踐社會責任，並隨時檢討其實施成效及持續改進，以確保企業社會責任政策之落實。本公司之董事會於公司履行企業社會責任時，包括下列事項：
- 1.提出企業社會責任使命或願景，制定企業社會責任政策、制度或相關管理方針。
 - 2.將企業社會責任納入公司之營運活動與發展方向，並核定企業社會責任之具體推動計畫。
 - 3.確保企業社會責任相關資訊揭露之即時性與正確性。
- 本公司針對營運活動所產生之經濟、環境及社會議題，應由董事會授權高階管理階層處理，並向董事會報告處理情形，其作業處理流程及各相關負責之人員應具體明確。
- 第 8 條、本公司定期舉辦履行企業社會責任之教育訓練，包括宣導前條等事項。
- 第 9 條、本公司為健全企業社會責任之管理，設置推動企業社會責任之專(兼)職單位，負責企業社會責任政策、制度或相關管理方針及具體推動計畫之提出及執行，並定期向董事會報告。
- 本公司訂定合理之薪資報酬政策，以確保薪酬規劃能符合組織策略目標及利害關係人利益。
- 員工績效考核制度宜與企業社會責任政策結合，並設立明確有效之獎勵及懲戒制度。
- 第 10 條、本公司應本於尊重利害關係人權益，辨識公司之利害關係人，並於公司網站設置利害關係人專區；透過適當溝通方式，瞭解利害關係人之合理期望及需求，並妥適回應其所關切之重要企業社會責任議題。

第三章、發展永續環境

- 第 11 條、本公司應遵循環境相關法規及相關之國際準則，適切地保護自然環境，且於執行營運活動及內部管理時，應致力於達成環境永續之目標。
- 第 12 條、本公司宜致力於提升各項資源之利用效率，並使用對環境負荷衝擊低之再生物料，使地球資源能永續利用。
- 第 13 條、本公司宜依產業特性建立合適之環境管理制度。該制度應包括下列項目：
- 1.收集與評估營運活動對自然環境所造成影響之充分且及時之資訊。
 - 2.建立可衡量之環境永續目標，並定期檢討其發展之持續性及相關性。
 - 3.訂定具體計畫或行動方案等執行措施，定期檢討其運行之成效。

- 第 14 條、本公司宜設立環境管理專責單位或人員，以擬訂、推動及維護相關環境管理制度及具體行動方案，並定期舉辦對管理階層及員工之環境教育課程。
- 第 15 條、本公司宜考慮營運對生態效益之影響，促進及宣導永續消費之概念，並依下列原則從事研發、採購、生產、作業及服務等營運活動，以降低公司營運對自然環境及人類之衝擊：
- 1.減少產品與服務之資源及能源消耗。
 - 2.減少污染物、有毒物及廢棄物之排放，並應妥善處理廢棄物。
 - 3.增進原料或產品之可回收性與再利用。
 - 4.使可再生資源達到最大限度之永續使用。
 - 5.延長產品之耐久性。
 - 6.增加產品與服務之效能。
- 第 16 條、為提升水資源之使用效率，本公司應妥善與永續利用水資源，並訂定相關管理措施。本公司於營運活動中應避免污染水、空氣與土地；並盡最大努力減少對人類健康與環境之不利影響，採用最佳可行的污染防治和控制技術之措施。
- 第 17 條、本公司宜採用國內外通用之標準或指引，執行企業溫室氣體盤查並予以揭露，其範疇宜包括：
- 1.直接溫室氣體排放：溫室氣體排放源為公司所擁有或控制。
 - 2.間接溫室氣體排放：外購電力、熱或蒸汽等能源利用所產生者。
- 本公司宜注意氣候變遷對營運活動之影響，並依營運狀況與溫室氣體盤查結果，制定公司節能減碳及溫室氣體減量策略，及將碳權之取得納入公司減碳策略規畫中，且據以推動，以降低公司營運活動對氣候變遷之衝擊。

第四章、維護社會公益

- 第 18 條、本公司應遵守相關法規，及遵循國際人權公約，如性別平等、工作權及禁止歧視等權利。本公司為履行保障人權之責任，應制定相關之管理政策與程序，其包括：
- 1.提出企業之人權政策或聲明。
 - 2.評估公司營運活動及內部管理對人權之影響，並訂定相應之處理程序。
 - 3.定期檢討企業人權政策或聲明之實效。
 - 4.涉及人權侵害時，應揭露對所涉利害關係人之處理程序。
- 本公司應遵循國際公認之勞動人權，如結社自由、集體協商權、關懷弱勢族群、禁用童工、消除各種形式之強迫勞動、消除僱傭與就業歧視等，並確認人力資源運用政策無性別、種族、社經階級、年齡、婚姻與家庭狀況等差別待遇，以落實就業、雇用條件、薪酬、福利、訓練、考評與升遷機會之平等及公允。
- 對於危害勞工權益之情事，本公司應提供有效及適當之申訴機制，確保申訴過程之平等、透明。申訴管道應簡明、便捷與暢通，且對員工之申訴應予以妥適之回應。
- 第 19 條、本公司應提供員工資訊，使其了解依營運所在地國家之勞動法律及其所享有之權利。
- 第 20 條、本公司宜提供員工安全與健康之工作環境，包括提供必要之健康與急救設施，並致力於降低對員工安全與健康之危害因子，以預防職業上災害。本公司宜對員工定期實施安全與健康教育訓練。
- 第 21 條、本公司宜為員工之職涯發展創造良好環境，並建立有效之職涯能力發展培訓計畫。本公司應將企業經營績效或成果，適當反映在員工薪酬政策中，以確保人力資源之招募、留任和鼓勵，達成永續經營之目標。
- 第 22 條、本公司應建立員工定期溝通對話之管道，讓員工對於公司之經營管理活動和決策，有獲得資訊及表達意見之權利。
- 本公司應尊重員工代表針對工作條件行使協商之權利，並提供員工必要之資訊與硬體設施，以促進雇主與員工及員工代表間之協商與合作。
- 本公司應以合理方式通知對員工可能造成重大影響之營運變動。
- 第 23 條、本公司應對產品與服務負責並重視行銷倫理。其研發、採購、生產、作業及服務流程，應確保產品及服務資訊之透明性及安全性，制定且公開其消費者權益政策，並落實於營運活動，以防止產品或服務損害消費者權益、健康與安全。
- 第 24 條、本公司應依政府法規與產業之相關規範，確保產品與服務品質。
- 本公司對產品與服務之行銷及標示，應遵循相關法規與國際準則，不得有欺騙、誤導、詐欺或任何其他破壞消費者信任、損害消費者權益之行為。
- 第 25 條、本公司宜評估並管理可能造成營運中斷之各種風險，降低其對於消費者與社會造成之衝擊。

本公司宜對產品與服務提供透明且有效之消費者申訴程序，公平、即時處理消費者之申訴，並應遵守個人資料保護法等相關法規，確實尊重消費者之隱私權，保護消費者提供之個人資料。

第 26 條、本公司宜評估採購行為對供應來源社區之環境與社會之影響，並與其供應商合作，共同致力落實企業社會責任。

本公司於商業往來之前，宜評估供應商是否有影響環境與社會之紀錄，避免與企業之社會責任政策牴觸者進行交易。

本公司與主要供應商簽訂契約時，其內容宜包含遵守雙方之企業社會責任政策，及供應商如涉及違反政策，且對供應來源社區之環境與社會造成顯著影響時，得隨時終止或解除契約之條款。

第 27 條、本公司應評估公司經營對社區之影響，並適當聘用公司營運所在地之人力，以增進社區認同。

本公司宜經由商業活動、實物捐贈、企業志工服務或其他公益專業服務，參與社區發展及社區教育之公民組織、慈善公益團體及地方政府機構之相關活動，以促進社區發展。

第五章、加強企業社會責任資訊揭露

第 28 條、本公司應依相關法規及上市上櫃公司治理實務守則辦理資訊公開，並應充分揭露具攸關性及可靠性之企業社會責任相關資訊，以提升資訊透明度。

本公司揭露企業社會責任之相關資訊如下：

- 1.經董事會決議通過之企業社會責任之政策、制度或相關管理方針及具體推動計畫。
- 2.落實公司治理、發展永續環境及維護社會公益等因素對公司營運與財務狀況所產生之風險與影響。
- 3.公司為企業社會責任所擬定之履行目標、措施及實施績效。
- 4.主要利害關係人及其關注之議題。
- 5.主要供應商對環境與社會重大議題之管理與績效資訊之揭露。
- 6.其他企業社會責任相關資訊。

第 29 條、本公司編製企業社會責任報告書應採用國際上廣泛認可之準則或指引，以揭露推動企業社會責任情形，並宜取得第三方確信或保證，以提高資訊可靠性。其內容宜包括：

- 1.實施企業社會責任政策、制度或相關管理方針及具體推動計畫。
- 2.主要利害關係人及其關注之議題。
- 3.公司於落實公司治理、發展永續環境、維護社會公益及促進經濟發展之執行績效與檢討。
- 4.未來之改進方向與目標。

第六章、附則

第 30 條、本公司應隨時注意國內外企業社會責任相關準則之發展與企業環境之變遷，據以檢討並改進公司所建置之企業社會責任制度，以提升履行企業社會責任成效。

第 31 條、本守則經董事會通過後實施，並提報股東會，修正時亦同。

本守則訂定於 2015 年 03 月 24 日。

附錄四

雅茗天地股份有限公司

董事選舉辦法

- 第一條 為公平、公正、公開選任董事，爰參酌中華民國「上市上櫃公司治理實務守則」第二十一條及第四十一條規定訂定本程序。
- 第二條 本公司董事之選任，除法令或章程另有規定者外，應依本程序辦理。
- 第三條 本公司董事之選任，應考量董事會之整體配置。董事會成員組成應考量多元化，並就本身運作、營運型態及發展需求以擬訂適當之多元化方針，宜包括但不限於以下二大面向之標準：
- 一、基本條件與價值：性別、年齡、國籍及文化等。
 - 二、專業知識技能：專業背景（如法律、會計、產業、財務、行銷或科技）、專業技能及產業經驗等。
- 董事會成員應普遍具備執行職務所必須之知識、技能及素養，其整體應具備之能力如下：
- 一、營運判斷能力。
 - 二、會計及財務分析能力。
 - 三、經營管理能力。
 - 四、危機處理能力。
 - 五、產業知識。
 - 六、國際市場觀。
 - 七、領導能力。
 - 八、決策能力。
- 董事間應有超過半數之席次，不得具有配偶或二親等以內之親屬關係。
- 本公司董事會應依據績效評估之結果，考量調整董事會成員組成。
- 第四條 本公司獨立董事之資格，應符合中華民國「公開發行公司獨立董事設置及應遵循事項辦法」第二條、第三條以及第四條之規定。
- 本公司獨立董事之選任，應符合中華民國「公開發行公司獨立董事設置及應遵循事項辦法」第五條、第六條、第七條、第八條、第九條之規定，並應參酌中華民國「上市上櫃公司治理實務守則」第二十四條之規定辦理。
- 第五條 本公司獨立董事之選舉，應依本公司章程之規定，得依中華民國公開發行公司規則採候選人提名制度；但如主管機關要求時，應依公開發行公司規則採候選人提名制度。為審查獨立董事候選人之資格條件、學經歷背景及有無本公司章程第九十五條所列各款情事等事項，不得任意增列其他資格條件之證明文件，並應將審查結果提供股東參考，俾選出適任之董事。
- 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席次三分之一者，本公司應自事實發生之日起六十日內，召開股東臨時會補選之。
- 獨立董事之人數不足證券交易法第十四條之二第一項但書、臺灣證券交易所上市審查準則相關規定或中華民國證券櫃檯買賣中心「證券商營業處所買賣有價證券審查準則第 10 條第 1 項各款不宜上櫃規定之具體認定標準」第 8 款規定者，本公司應於最近一次股東會補選之；獨立董事均解任時，本公司應自事實發生之日起六十日內，召開股東臨時會補選之。
- 第六條 本公司董事之選舉應採用累積投票制，每一股份有與應選出董事人數相同之選舉權，得集中選舉一人，或分配選舉數人。
- 第七條 董事會應製備與應選出董事人數相同之選舉票，並加填其權數，分發出席股東會之股東，選舉人之記名，得以在選舉票上所印出席證號碼代之。
- 第八條 本公司董事依本公司章程所定之名額，分別計算獨立董事、非獨立董事之選舉權，由所得選舉票代表選舉權數較多者分別依次當選，如有二人以上得權數相同而超過規定名額時，由得權數相同者抽籤決定，未出席者由主席代為抽籤。
- 第九條 選舉開始前，應由主席指定具有股東身分之監票員、計票員各若干人，執行各項有關職務。投票箱由董事會製備之，於投票前由監票員當眾開驗。
- 第十條 被選舉人如為股東身分者，選舉人須在選舉票被選舉人欄填明被選舉人戶名及股東戶號；如非股東身分者，應填明被選舉人姓名及身分證明文件編號。惟政府或法人股東為被選舉人時，選舉票之被選舉人戶名欄應填列該政府或法人名稱，亦得填列該政府或法人名稱及其代表人姓名；代表人有數人時，應分別加填代表人姓名。

- 第十一條 選舉票有左列情事之一者無效：
- 一、不用董事會製備之選票者。
 - 二、以空白之選票投入投票箱者。
 - 三、字跡模糊無法辨認或經塗改者。
 - 四、所填被選舉人如為股東身分者，其戶名、股東戶號與股東名簿不符者；所填被選舉人如非股東身分者，其姓名、身分證明文件編號經核對不符者。
 - 五、除填被選舉人之戶名（姓名）或股東戶號（身分證明文件編號）及分配選舉權數外，夾寫其他文字者。
 - 六、所填被選舉人之姓名與其他股東相同而未填股東戶號或身分證明文件編號可資識別者。
- 第十二條 投票完畢後當場開票，開票結果應由主席當場宣布，包含董事當選名單與其當選權數。前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依本公司章程或中華民國公開發行公司應適用法令提起訴訟者，應保存至訴訟終結為止。
- 第十三條 當選之董事由本公司董事會發給當選通知書。
- 第十四條 本程序由股東會通過後施行，自本公司股票於臺灣證券交易所股份有限公司或財團法人中華民國證券櫃檯買賣中心掛牌交易之日起實行，修正時亦同。
- 第十五條 本規則訂定於西元2012年7月11日。
第一次修訂於西元2015年6月17日。

附錄五

雅茗天地股份有限公司

股東會議事規則

- 第一條 為公平、公正、公開選任董事，爰參酌中華民國「上市上櫃公司治理實務守則」第二十一條及第四十一條規定訂定本程序。
- 第二條 本公司股東會之議事規則，除法令或章程另有規定者外，應依本規則辦理。
- 第三條 本公司股東會除法令另有規定外，由董事會召集之。
- 本公司應於股東常會開會三十日前或股東臨時會開會十五日前，將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事、監察人事項等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。並於股東常會開會二十一日前或股東臨時會開會十五日前，將股東會議事手冊及會議補充資料，製作電子檔案傳送至公開資訊觀測站。股東會開會十五日前，備妥當次股東會議事手冊及會議補充資料，供股東隨時索閱，並陳列於本公司及本公司所委任之專業股務代理機構，且應於股東會現場發放。
- 通知及公告應載明召集事由；其通知經相對人同意者，得以電子方式為之。
- 選任或解任董事、監察人、變更章程、公司解散、合併、分割或委託經營、共同經營、營業讓與或受讓、中華民國證券交易法第二十六條之一、第四十三條之六、中華民國外國發行人募集與發行有價證券處理準則第六十條第二項準用發行人募集與發行有價證券處理準則第五十六條之一及第六十條之二之事項應在召集事由中列舉，不得以臨時動議提出。
- 持有已發行股份總數百分之一以上股份之股東，得以書面向本公司提出股東常會議案。但以一項為限，提案超過一項者，均不列入議案。另股東所提議案有本公司章程第四十七條各款情形之一，董事會得不列為議案。
- 本公司應於股東常會召開前之停止股票過戶日前公告受理股東之提案、受理處所及受理期間；其受理期間不得少於十日。
- 股東所提議案以三百字為限，超過三百字者，不予列入議案；提案股東應親自或委託他人出席股東常會，並參與該項議案討論。
- 本公司應於股東會召集通知日前，將處理結果通知提案股東，並將合於本條規定之議案列於開會通知。對於未列入議案之股東提案，董事會應於股東會說明未列入之理由。
- 第四條 股東得於每次股東會，出具本公司印發之委託書，載明授權範圍，委託代理人，出席股東會。
- 一股東以出具一委託書，並以委託一人為限，應於股東會開會五日前送達本公司，委託書有重複時，以最先送達者為準。但聲明撤銷前委託者，不在此限。
- 委託書送達本公司後，股東欲親自出席股東會或欲以書面行使表決權者，應於股東會開會二日前，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。
- 第五條 股東會召開之地點，應於本公司所在地或便利股東出席且適合股東會召開之地點為之，會議開始時間不得早於上午九時或晚於下午三時，召開之地點及時間，應充分考量獨立董事之意見。
- 第六條 本公司應於開會通知書載明受理股東報到時間、報到處地點，及其他應注意事項。
- 前項受理股東報到時間至少應於會議開始前三十分鐘辦理之；報到處應有明確標示，並派適足適任人員辦理之。
- 股東本人或股東所委託之代理人(以下稱股東)應憑出席證、出席簽到卡或其他出席證件出席股東會，本公司對股東出席所憑依之證明文件不得任意增列要求提供其他證明文件；屬徵求委託書之徵求人並應攜帶身分證明文件，以備核對。
- 本公司應設簽名簿供出席股東簽到，或由出席股東繳交簽到卡以代簽到。
- 本公司應將議事手冊、年報、出席證、發言條、表決票及其他會議資料，交付予出席股東會之股東；有選舉董事、監察人者，應另附選舉票。
- 政府或法人為股東時，出席股東會之代表人不限於一人。法人受託出席股東會時，僅得

- 指派一人代表出席。
- 第七條 股東會如由董事會召集者，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。董事會所召集之股東會，董事長宜親自主持，且宜有董事會過半數之董事，及各類功能性委員會成員至少一人代表出席，並將出席情形記載於股東會議事錄。股東會如由董事會以外之其他召集權人召集者，主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。
- 第八條 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。本公司應於受理股東報到時起將股東報到過程、會議進行過程、投票計票過程全程連續不間斷錄音及錄影。前項影音資料應至少保存一年。但經股東依依本公司章程或中華民國公開發行公司應適用法令提起訴訟者，應保存至訴訟終結為止。。
- 第九條 股東會之出席，應以股份為計算基準。已屆開會時間，主席應即宣布開會，惟未有代表已發行股份總數過半數之股東出席時，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。
- 第十條 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。股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。前二項排定之議程於議事（含臨時動議）未終結前，非經決議，主席不得逕行宣布散會；主席違反議事規則，宣布散會者，董事會其他成員應迅速協助出席股東依法定程序，以出席股東表決權過半數之同意推選一人擔任主席，繼續開會。主席對於議案及股東所提之修正案或臨時動議，應給予充分說明及討論之機會，認為已達可付表決之程度時，得宣布停止討論，提付表決。
- 第十一條 出席股東發言前，須先填具發言條載明發言要旨、股東戶號(或出席證編號)及戶名，由主席定其發言順序。出席股東僅提發言條而未發言者，視為未發言。發言內容與發言條記載不符者，以發言內容為準。同一議案每一股東發言，非經主席之同意不得超過兩次，每次不得超過五分鐘，股東發言違反規定或超出議題範圍者，主席得制止其發言。出席股東發言時，其他股東除經徵得主席及發言股東同意外，不得發言干擾，違反者主席應予制止。法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。出席股東發言後，主席得親自或指定相關人員答覆。
- 第十二條 股東會之表決，應以股份為計算基準。股東會之決議，對無表決權股東之股份數，不算入已發行股份之總數。股東對於會議之事項，有自身利害關係致有害於本公司利益之虞時，不得加入表決，並不得代理他股東行使其表決權。前項不得行使表決權之股份數，不算入已出席股東之表決權數。除信託事業或經證券主管機關核准之股務代理機構外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三，超過時其超過之表決權，不予計算。
- 第十三條 股東每股有一表決權；但受限制或依本公司章程規定無表決權者，不在此限。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；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。前項以書面或電子方式行使表決權者，其意思表示應於股東會開會二日前送達公司，意思表示有重複時，以最先送達者為準。但聲明撤銷前意思表示者，不在此限。股東以書面或電子方式行使表決權後，如欲親自出席股東會者，應於股東會開會二日前

- 以與行使表決權相同之方式撤銷前項行使表決權之意思表示；逾期撤銷者，以書面或電子方式行使之表決權為準。如以書面或電子方式行使表決權並以委託書委託代理人出席股東會者，以委託代理人出席行使之表決權為準。
- 議案之表決，除本公司章程或中華民國公開發行公司應適用法令另有規定外，以出席股東表決權過半數之同意通過之。表決時，應逐案由主席或其指定人員宣佈出席股東之表決權總數後，由股東逐案進行投票表決，並於股東會召開後當日，將股東同意、反對及棄權之結果輸入公開資訊觀測站。
- 同一議案有修正案或替代案時，由主席併同原案定其表決之順序。如其中一案已獲通過時，其他議案即視為否決，勿庸再行表決。
- 議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。
- 股東會表決或選舉議案之計票作業應於股東會場內公開處為之，且應於計票完成後，當場宣布表決結果，包含統計之權數，並作成紀錄。
- 第十四條 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。
- 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。但經股東依本公司章程或中華民國公開發行公司應適用法令提起訴訟者，應保存至訴訟終結為止。
- 第十五條 股東會之議決事項，應作成議事錄，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各股東。議事錄之製作及分發，得以電子方式為之。
- 前項議事錄之分發，本公司得以輸入公開資訊觀測站之公告方式為之。
- 議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及其結果記載之，在本公司存續期間，應永久保存。
- 第十六條 徵求人徵得之股數及受託代理人代理之股數，本公司應於股東會開會當日，依規定格式編造之統計表，於股東會場內為明確之揭示。
- 股東會決議事項，如有屬法令規定、財團法人中華民國證券櫃檯買賣中心規定之重大訊息者，本公司應於規定時間內，將內容傳輸至公開資訊觀測站。
- 第十七條 辦理股東會之會務人員應佩帶識別證或臂章。
- 主席得指揮糾察員或保全人員協助維持會場秩序。糾察員或保全人員在場協助維持秩序時，應佩戴「糾察員」字樣臂章或識別證。
- 會場備有擴音設備者，股東非以本公司配置之設備發言時，主席得制止之。
- 股東違反議事規則不服從主席糾正，妨礙會議之進行經制止不從者，得由主席指揮糾察員或保全人員請其離開會場。
- 第十八條 會議進行時，主席得酌定時間宣布休息，發生不可抗拒之情事時，主席得裁定暫時停止會議，並視情況宣布續行開會之時間。
- 股東會排定之議程於議事（含臨時動議）未終結前，開會之場地屆時未能繼續使用，得由股東會決議另覓場地繼續開會。
- 股東會得依本公司章程或中華民國公開發行公司應適用法令，決議在五日内延期或續行集會。
- 第十九條 本規則經股東會決議通過後施行，修改時亦同。
- 本規則訂定於西元2012年7月11日。
- 第一次修訂於西元2013年3月31日。
- 第二次修訂於西元2015年6月17日。

伍、本次股東會擬議之無償配股對本公司營業績效、每股盈餘及股東投資報酬率之影響

項 目		105年度 (預估分配104年度盈餘)
期初實收資本額(單位:新台幣/元)		273,502,800元
本 年 度 配 股 配 息 情 形	每股現金股利 (註1)	1.5元
	盈餘轉增資每股配股數 (註1)	0.1股
	資本公積轉增資每股配股數 (註1)	0股
營 業 績 效 變 化 情 形	營業利益	無公開財務預測
	營業利益較去年同期增(減)比率	
	稅後純益	
	稅後純益較去年同期增(減)比率	
	每股盈餘	
	每股盈餘較去年同期增(減)比率	
	年平均投資報酬率(年平均本益比倒數)	
擬 制 性 每 股 盈 餘 及 本 益 比	若盈餘轉增資全 數改配放現金股 利	擬制每股盈餘
		擬制年平均投資報酬率
	若未辦理資本公 積轉增資	擬制每股盈餘
		擬制年平均投資報酬率
	若未辦理資本公 積且盈餘轉增資 改以現金股利發 放	擬制每股盈餘
		擬制年平均投資報酬率

(註1)俟民國105年股東常會決議。

陸、全體董事持股情形

職稱	姓名	股東名簿登記股數	備註
董事長	吳伯超	4,536,147股	
董事	陳佑真	0股	
董事	YUMMY TOWN INTERNATIONAL LTD.	5,105,076股	代表人：韓定國
獨立董事	許士軍	0股	
獨立董事	徐憶芳	0股	
獨立董事	陳正忠	0股	

柒、其他說明事項

一、本次股東常會，股東提案處理說明：

說明：

- (一) 依據公司法第172條之一規定，持有已發行股份總數百分之一以上股份之股東，得以書面向公司提出股東常會議案，但以一項為限，且所提議案以三百字為限。
- (二) 本公司105年股東常會受理股東提案申請，期間為105年4月1日起至105年4月11日止。
- (三) 本公司105年股東常會無股東書面提案。