



北極星藥業集團股份有限公司

一〇九年股東年會議事錄

時間：民國 109 年 6 月 24 日 (星期三) 上午 9 時 00 分

地點：台北市內湖區內湖路一段 516 號 6 樓 (實踐菁英管理顧問有限公司)

出席：親自出席暨委託出席股份總額計 413,181,520 股，佔本公司已發行股份 652,901,396 股之 63.28%，已逾法定開會股數。

主席：陳鴻文 董事長



記錄：黃藍瑩



出席之一般董事：陳鴻文（正文投資公司代表人）、陳賢哲

出席之獨立董事（審計委員會委員、薪資報酬委員會委員）：彭鈺元、魏宗德

列席：資誠聯合會計師事務所 梁嬋女會計師、常在國際法律事務所 林嘉慧律師

壹、宣佈開會：出席股東代表出席股數已達開會法定成數，主席宣佈本會議開始

貳、主席致詞：略

參、報告事項：

第一案：2019 年度營業及財務報告。

說明：2019 年度營業及財務報告，請參閱議事手冊附件一頁次第 6~9 頁。

第二案：2019 年度審計委員會查核報告。

說明：2019 年度審計委員會審查報告書，請參閱議事手冊附件二頁次第 10 頁。

第三案：健全營運計畫書執行情形報告。

說明：依財團法人中華民國證券櫃檯買賣中心 105 年 1 月 19 日證櫃審字第 1040037369 號函說明五「將健全營運計畫執行情形，按季提報董事會控管，及提報股東會報告」辦理。

本公司新藥產品尚在研發階段，致未產生營業收入並呈現虧損情形。本公司為健全營運、改善虧損狀況，首要目標為在最短時間內取得全球之新藥藥證。首先規劃最快可取得藥證為肺間皮癌及肝癌之臨床試驗，美國 FDA 及歐盟 EMA 已核定 ADI-PEG 20 為治療肺間皮癌及肝癌的孤兒藥

資格。

肺間皮癌是以 ADI-PEG 20 聯合化療藥 Pemetrexed 及 Cisplatin 治療肺間皮癌，已於 2016 年 2 月呈交關鍵性二/三期臨床試驗方案給美國 FDA，正式啟動以聯合用藥方式治療末期肺間皮癌病人的多國多中心臨床試驗。本試驗二期部分以腫瘤反應率 (Response Rate, RR) 為主要之療效評估指標，如果達到預定療效，FDA 同意以加速批准方式 (Accelerated Approval) 暫時先核准藥證 (隨後再補繳存活期效果)。如果二期部分之反應率療效無法達到統計上顯著性，則試驗進入三期，並改以存活期 (Overall Survival, OS) 為主要之療效評估標準，如果 OS 達到預定目標也可以申請藥證 (RR 不顯著，而以 OS 批准的癌症藥物是常見的現象)。此試驗二期部分規劃收錄 176 位病人，二期加上三期共需收錄 386 位病患，臨床醫學中心分佈於美國、英國、義大利、澳洲及台灣。預計 2020 年上半年進行 2、3 期之間的期中分析。

肝癌方面，本集團已於 2020 年 1 月宣布因為短期內不易取得藥證，已中止療效不如預期的肝癌二期臨床試驗。

在預算數與實際數的差異方面，2019 年稅後虧損較營運計劃書編列之虧損預算數新台幣 839,153 仟元，減少了 9,395 仟元，主要係因人事及相關臨床成本控管得宜所致。

單位:新台幣仟元

項目	2019 年		
	改善計畫預算數	實際數	差異數
營業費用	809,666	795,220	14,446
營業(損)益	(809,666)	(795,220)	(14,446)
營業外收入及支出	(29,487)	(33,718)	4,231
稅後(損)益	(839,153)	(829,758)	9,395

#### 第四案：私募案報告。

說明：依據金融監督管理委員會 109 年 3 月 5 日金管證發字第 1090360905 號函與「公開發行公司辦理私募有價證券應注意事項」第四點之規定，「董事會決議辦理私募前一年內經營權發生重大變動或辦理私募引進策略性投資人後，將造成經營權發生重大變動者，應洽請證券承銷商出具辦理私募必要性與合理性之評估意見」之規定。故本公司依規定洽請國泰綜合證券股份有限公司就 108 年度私募案出具必要性與合理性之評估意

見，請詳本手冊第 11~13 頁之附件三。

#### 肆、承認事項

第一案： (董事會提)

案由： 2019 年度營業報告書及財務報表案，提請承認。

- 說明： 1. 本公司 2019 年度營業報告書及財務報表經董事會通過，財務報表業經資誠聯合會計師事務所梁嬋女、鄧聖偉會計師查核簽證完竣，連同營業報告書，送經審計委員會查核完成。
2. 上述營業報告書、會計師查核報告及財務報表，請參閱本手冊附件一頁次第 6~9 頁及附件四頁次第 14~20 頁。
3. 謹提請承認。

決議： 本議案之投票表決結果－投票時出席股東表決權數 414,207,421 權，贊成權數 391,693,662 權，反對權數 13,577 權，棄權權數 22,500,182 權，贊成權數佔出席股東表決權數 94.56%，本案經投票表決後照原案通過。

第二案： (董事會提)

案由： 2019 年度虧損撥補案，提請承認。

- 說明： 1. 2019 年度稅後淨損新台幣 829,758 仟元，加計累計前期虧損新台幣 7,191,893 仟元，累計待彌補虧損金額為新台幣 8,021,651 仟元，虧損撥補表詳見下表。
2. 虧損撥補表，如下：

北極星藥業集團股份有限公司



單位:新台幣仟元

項目	金額
期初待彌補虧損	(7,191,893)
加：2019 年度稅後淨損	(829,758)
期末待彌補虧損	(8,021,651)

董事長：陳鴻文



總經理：陳紹琛



會計主管：黃藍瑩



3. 謹提請承認。

決議： 本議案之投票表決結果－投票時出席股東表決權數 414,207,421 權，贊成權數 391,693,662 權，反對權數 0 權，棄權權數 22,513,759 權，贊成權數

佔出席股東表決權數 94.56%，本案經投票表決後照原案通過。

#### 伍、討論事項

第一案：（董事會提）

案由：以股東會特別決議本公司章程修訂案，提請討論。

說明：1. 依證券櫃檯買賣中心於民國 107 年 12 月 7 日修訂「外國發行人註冊地股東權益保護事項檢查表」要求，擬修訂本公司組織大綱及公司章程條文，以第七次修訂後公司組織大綱及公司章程條文全部取代之。本公司章程修正對照表及第七次修訂後公司組織大綱及公司章程條文，如附件五頁次第 21~31 頁及附件六頁次第 32~86 頁。  
2. 提請股東常會討論並按特別決議通過本公司第七次修訂後公司組織大綱及公司章程條文，以取代本公司第六次修訂後公司組織大綱及公司章程條文，並送交註冊地英屬開曼群島註冊。  
3. 謹提請討論。

決議：本議案之投票表決結果－投票時出席股東表決權數 414,214,421 權，贊成權數 391,693,662 權，反對權數 0 權，棄權權數 22,520,759 權，贊成權數佔出席股東表決權數 94.56%，本案經投票表決後照原案通過。

#### 陸、其他議案及臨時動議

股東發言摘要：

股東戶號 4757，就公司臨床試驗、未來發展策略相關問題發言，以上股東發言由主席親自說明。

#### 柒、散會：上午十時十分

（本股東常會議事錄依公司法 183 條第 4 項規定記載議事經過之要領及其結果，會議進行內容、程序及股東發言仍以會議影音記錄為準。）

## 北極星藥業集團股份有限公司

## 2019 年度營業報告書

2019年對於北極星藥業集團是相當關鍵的一年。本集團面臨可轉換公司債於2019年12月底到期之財務壓力，先於6月份以現金增資方式順利募得新台幣7.2億元之資金，爾後於12月進一步以私募方式獲得新台幣30億元的大筆資金挹注，支應本集團臨床試驗及中長期營運發展之需求，以期能順利取得藥證。以下是我們2019年研發進展及成果的報告：

## 一、2019年度營運結果

## (一) 臨床試驗

2019年進行中的臨床試驗如下表，均以聯合用藥方式進行。

癌症類別	臨床期別	領導之癌症中心	治療內容
肝細胞癌 (註)	二	美國史隆凱特林紀念 癌症中心	ADI-PEG 20 + FOLFOX
肺間皮癌	二/三	英國倫敦巴爾茲醫院	ADI-PEG 20 + Pemetrexed + Cisplatin
軟組織肉瘤	二	Washington University (St Louis)	ADI-PEG 20 + Gemcitabine + Docetaxel

註：肝癌臨床試驗，已於2020年1月底中止。

## (二) 2019年國際年會論文發表

本公司於2019年ASCO年會(美國臨床腫瘤醫學會年會)以海報方式發表ADI-PEG 20聯合Gemcitabine與Docetaxel用於治療軟組織肉瘤的第二期臨床試驗資訊。

此試驗於2018年7月由美國華盛頓大學主導，Brian Van Tine醫師為試驗總主持人，開展了一個ADI-PEG 20併用Gemcitabine 和Docetaxel用於治療軟組織肉瘤多中心、隨機分配的II期臨床試驗，試驗註冊號:(NCT03449901)。

本試驗納入的條件是在組織學或細胞學確診為 FNCLCC (法國國家抗癌中心協會) 分級法第二級或第三級不可切除或具有轉移性之軟組織肉瘤的成人患者，預計收錄75位病患，目標改善無惡化存活期中位數至9個月，讓接受ADI-PEG 20併用Gemcitabine 和Docetaxel患者的存活期增加45.2%。

ASS是人體尿素循環中合成精胺酸的重要項目，缺乏ASS的腫瘤無法合成精胺酸，ADI-PEG 20可將體內經由食物攝取的精胺酸分解，進而腫瘤無法從外部取得精胺酸而將因此凋零。試驗團隊先前已證明，肉瘤細胞需仰賴細胞外的精胺酸提供養份，而有88%的肉瘤（樣本數=708）ASS1 表現被抑制。因此，ADI-PEG 20可能對缺乏ASS的軟組織肉瘤為可行的治療方式。

臨床前研究顯示，同時使用ADI-PEG 20以及Docetaxel可以更加穩定轉錄因子c-Myc，進而增加對Gemcitabine的吸收。

### (三)財務表現

本集團於 2019年度各類產品尚在研發階段，故無營業收入，研發資源及臨床試驗持續進行，2019 年度稅後淨損新台幣 829,758 仟元，較前一年度減少 202,513 仟元，主要係因本集團於2019年2月起積極進行組織調整，美國及台灣子公司實施人力精簡措施，致2019年員工薪酬及福利費用較2018年減少31%。此外，本集團亦減少早期的研發計畫，例如暫停了血癌、胰臟癌及聯合免疫療法用藥Keytruda 及Tecentriq等臨床試驗，儘管今年發生在肺間皮癌及肝癌的臨床費用因收錄病人進度加速，致相關臨床費用增加，但整體的臨床費用仍降低一些。

單位:新台幣仟元

項目	2019 年度	2018 年度	差異數	%
營業收入	-	-	-	-
營業損失	(795,220)	(1,013,715)	218,495	21.55
營業外收入及支出	(33,718)	(18,509)	(14,669)	(79.25)
本期淨損	(829,758)	(1,032,271)	202,513	19.62
每股虧損(新台幣元)	(2.46)	(3.81)	-	-

在預算數與實際數的差異方面，2019 年稅後虧損較營運計畫書編列之虧損預算數新台幣839,153仟元，減少了9,395仟元，主要係因人事及相關臨床成本控管得宜所致。

單位:新台幣仟元

項目	2019 年		
	預算數	實際數	差異數
營業費用	809,666	795,220	14,446
營業(損)益	(809,666)	(795,220)	(14,446)
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稅後(損)益	(839,153)	(829,758)	9,395

## 一、未來公司發展策略

### (一) 申請藥證臨床試驗

未來發展策略首要目標為在最短時間內取得更明確的臨床療效數據，以提升公司價值，使代謝療法成為治療癌症的主要方法。本集團已於2020年1月宣布因為短期內不易取得藥證，已中止療效不如預期的肝癌二期臨床試驗，未來將集中資源積極加快肺間皮癌及軟組織肉瘤兩個臨床試驗。另外，2020年將於台灣啟動腦癌（GBM）的臨床試驗。分述如下：

#### 1. 肺間皮癌

此試驗是以ADI-PEG 20 聯合化療藥Pemetrexed 及Cisplatin 治療肺間皮癌，已於2016年2月呈交關鍵性二/三期臨床試驗方案給美國FDA，正式啟動以聯合用藥方式治療末期肺間皮癌病人的多國多中心臨床試驗。本試驗二期部分以腫瘤反應率（Response Rate, RR）為主要之療效評估指標，如果達到預定療效，FDA 同意以加速批准方式（Accelerated Approval）暫時先核准藥證（隨後再補繳存活期效果）。如果二期部分之反應率療效無法達到統計上顯著性，則試驗進入三期，並改以存活期（Overall Survival, OS）為主要之療效評估標準，如果OS 達到預定目標也可以申請藥證（RR不顯著，而以OS批准的癌症藥物是常見的現象）。此試驗二期部分規劃收錄176位病人，二期加上三期共需收錄386位病患，臨床醫學中心分佈於美國、英國、義大利、澳洲及台灣，截至2020年4月底已收錄194位病患，預計在6月進行2·3期之間的期中分析。

#### 2. 軟組織肉瘤臨床試驗

ADI-PEG 20 是一個廣效性的創新生物藥，由於作用機制不同於其他癌症用藥療效佳而且副作用輕微，與其他癌症用藥聯合使用可提升各別單獨用藥的效果。本公司多年來經常收到歐美頂尖的癌症醫院的要求啟動一系列聯合用藥的臨床試驗，在多種目前束手無策的癌症上測試。2019年本公司仍將持續進行以ADI-PEG 20 + Gemcitabine + Docetaxel治療軟組織肉瘤的臨床試驗。本臨床試驗係由美國 Washington University 主導，Stanford 及 Columbia 等大學參與的多中心單組試驗，本試驗已於2018年開始收錄病患，預計在2020年第四季可以收滿計畫所需75位可評估療效的病患並完成資料的統計分析。對此計畫本公司僅需免費提供 ADI-PEG 20，不需其他財務支援。

#### 3. 腦癌

此試驗是以ADI-PEG 20併用放射治療及化療藥Temozolomide (TMZ) 治療多形性神經膠質母細胞瘤 (Glioblastoma, GBM) 的第1B期臨床試驗。此臨床試驗主要目的為評估ADI-PEG 20併用放射治療及TMZ之安全性與耐受性，並訂出第二期試驗建議劑量、並觀察無疾病惡化存活期（Progression Free Survival; PFS）及整體存活期（Overall Survival; OS）。本試驗的計畫書已通過美國FDA審查，此試驗將儘快經過台灣法規單位批准後於台灣4個神經外科中心執行，預計於2020年第三季開始收錄所需的26位病患。

## (二) 生物製藥業代工服務 (CDMO)

本集團位於北加州的子公司-DRX USA，除了生產ADI-PEG 20外，在利用大腸桿菌的生產方面亦有相當精良的技術，2019年11月已正式開始提供CDMO製藥代工業務，獲得很好的迴響，期望兩年內可以達到損益平衡並自給自足，無需母公司的資金挹注，甚至未來發展成為集團重要的業務。利用細菌來生產的產品除了現在具有廣大市場的重組蛋白之外，未來的納米抗體、DNA及mRNA的生產都具有很大的發展潛力。

製藥代工業務除了在DRX USA發展外，本集團位於成都之工廠亦將與DRX USA緊密合作，未來成都工廠將規劃為具完整功能之公司，包括技術開發、臨床試驗及生產等功能，專責中國市場。

## 二、受外部競爭環境、法規環境及總體經營環境之影響

癌症新藥的開發是全球所有生技及製藥公司的重心，可預期未來將持續不斷地會有癌症新藥取得藥證進入市場，北極星藥業集團屬於全面垂直整合之新藥開發公司，擁有全方位的新藥研發能力。ADI-PEG 20 由於作用機制獨特，已在多種癌症之試驗上看到初步療效及安全性，再加上 ADI-PEG 20 本身又適合與多種其他治療方式合併使用，在未來的癌症市場上預期會有相當強的競爭力，本公司預期 ADI-PEG 20 在取得藥證後，短時間內不會有同質的藥來競爭市場；法規方面，本公司擁有該領域之專才，了解各個國家對於藥物的管理制度，並隨時注意更新法令訊息，力求與國際法規接軌，確保公司的營運環境穩定。本公司之管理階層具備多年新藥研發及公司營運經驗，隨時蒐集市場資訊及分市場動向，使公司營運能在景氣變化時有立即因應措施，將景氣變化對公司營運的風險降至最低，以保持高度競爭優勢，為全體員工、股東及投資大眾共創最大價值。

董事長:陳鴻文



執行長:陳紹琛



會計主管:黃藍瑩





北極星藥業集團股份有限公司

審計委員會審查報告

董事會造具本公司 2019 年度營業報告書、合併財務報表、虧損撥補表等，其中合併財務報表嗣經董事會委任資誠聯合會計師事務所梁嬋女會計師及鄧聖偉會計師查核完竣並出具查核報告。


上述營業報告書、合併財務報表、虧損撥補表，經本審計委員會查核後，認為尚無不合，爰依證券交易法第十四條之四規定，謹具報告書，敬請鑑核。

此 致

北極星藥業集團股份有限公司 2020 年股東常會

北極星藥業集團股份有限公司

審計委員會召集人：彭鈺元



西 元 2 0 2 0 年 3 月 3 1 日

附件三、私募必要性與合理性之證券承銷商評估  
意見書

北極星藥業集團股份有限公司

私募必要性與合理性之證券承銷商評估意見書

北極星藥業集團股份有限公司(以下簡稱北極星-KY 或該公司)於 108 年 4 月 1 日董事會以及 108 年 6 月 11 日股東常會通過辦理私募普通股案(以下稱本次私募案)，並已於 108 年 12 月 12 日完成特定人於本次私募案之價款繳納。依據「公開發行公司辦理私募有價證券應注意事項」之規定，董事會決議辦理私募前一年內經營權發生重大變動或辦理私募引進策略性投資人後，造成經營權發生重大變動者，應洽請證券承銷商出具辦理私募必要性與合理性之評估意見。本次私募案已爭取策略性股東來投資，透過強化該公司股東結構之方式並同時提升公司中長期營運所需之資金部位，惟本次私募案發行比例佔當時該公司實收資本額之 85.01%，且達該公司私募增資後實收資本額之 45.95%，發行股數佔股權比例甚高，該公司在 109 年 2 月 25 日召開股東常會改選董事後，經營權發生重大變動，故該公司委任本證券承銷商就本次私募案出具必要性及合理性評估意見。

一、公司簡介

北極星-KY 成立於 95 年 2 月 9 日，主要營業項目為新藥研發、製造及銷售，為一全面垂直整合之新藥開發公司，其核心研究為新型的癌症標靶藥 ADI-PEG 20，已在美國、歐洲及亞洲針對各種不同癌症進行人體臨床試驗。該公司目前主要目標是盡早完成 ADI-PEG 20 之臨床開發，取得全球藥證，在大中華區建立起國際級的新藥開發公司。該公司係於 105 年 2 月 15 日登錄興櫃買賣，截至 108 年 12 月之實收資本額為 6,529,014 仟元。茲將該公司最近五年度簡明財務資料如下所示：

合併資產負債表

單位：新台幣仟元

項目	年度	105 年度	106 年度	107 年度	108 年 前二季
流動資產		373,950	731,252	428,034	880,293
不動產、廠房及設備		1,533,757	1,446,866	1,476,175	1,463,999
無形資產		23,167	5,778	—	79,286
其他資產		39,348	37,941	71,511	40,706
資產總額		1,970,222	2,221,837	1,975,720	2,464,284
流動負債		1,008,100	465,925	1,086,564	1,052,507
非流動負債		747,181	747,714	248,607	284,199
負債總額		1,755,281	1,213,639	1,335,171	1,336,706
股本		2,066,306	2,656,126	2,858,364	3,529,014
資本公積		3,480,496	4,553,629	5,049,091	5,254,386
保留盈餘		(5,261,169)	(6,159,622)	(7,191,893)	(7,587,651)
其他權益		(70,692)	(41,935)	(75,013)	(68,171)
股東權益總額		214,941	1,008,198	640,549	1,127,578

資料來源：經會計師查核簽證之合併財務報告

## 合併損益表

單位：新台幣仟元

年度	105 年度	106 年度	107 年度	108 年 前二季
項目				
營業收入	—	—	—	—
營業毛利	—	—	—	—
營業損益	(948,166)	(843,737)	(1,013,715)	(376,569)
營業外收入及支出	(32,132)	(53,633)	(18,509)	(19,140)
稅前損益	(980,298)	(897,370)	(1,032,224)	(395,709)
本期損益	(982,457)	(898,453)	(1,032,271)	(395,758)

資料來源：經會計師查核簽證之合併財務報告

### 二、本次私募案計畫內容

北極星-KY 為因應公司營運所需，以支應新藥各項適應症新藥臨床試驗及未來長期營運發展之需求，採私募普通股發行新股募集資金，其發行股數不超過 300,000 仟股。另本次私募案認購價格之訂定價格為 10 元，係依據該公司 108 年 6 月 11 日股東會決議之定價原則，未低於參考價格 10.57 元之八成。

### 三、本次私募案之必要性及合理性評估

#### (一)辦理私募之必要性

北極星-KY 主要從事新藥研發及製造，其產業在建廠、研發及臨床試驗的支出都相當可觀，致公司經常處於資金不夠充裕的狀況，每隔一段時間，公司即需募集資金以維持公司日常運作，導致公司經營團隊無法專注於新藥研發與臨床試驗，若取得策略性投資人較大筆的資金挹注，讓經營階層得以進行公司中長期營運之規劃，對未來營運及獲利具有正面效益。

綜上，該公司考量目前的現況及當前的經濟環境，若採一般募集發行有價證券方式發行新股，恐不易於短期間內順利募集資金，其計畫完成存有不確定性。北極星-KY 為因應未來發展所需資金，並考量募集之時效性、可行性、便利性及股權穩定性，故洽策略性投資人以私募方式辦理現金增資發行新股，經評估有其必要性。

#### (二)辦理私募之合理性

北極星-KY 於 108 年 4 月 1 日董事會決議採私募普通股，並提報 108 年 6 月 11 日股東常會決議通過，且亦將依證券交易法第 43-6 條第 6 項規定在股東常會召集事由中列舉說明私募有價證券相關事項，經評估其辦理程序應屬適法。

依「證券交易法」第 43 條之 6 第 1 項及「公開發行公司辦理私募有價證券應注意事項」規定，該公司本次應募人為策略性投資人。另該公司本次私募案計畫係因應公司營運所需，除取得長期資金以支應新藥各項適應症臨床試驗及未來長期營運發展之需求外，並得以維持財務穩定，與公開募集方式比較，私募有價證券三年內不得轉讓之規定，將更可確保該公司與應募人間長期股權關係之穩定。本次私募案認購不低於參考價格之八成，符合相關法令規定，尚不致對股東權益有重大影響。

綜上，考量北極星-KY 本次私募案之辦理程序、資金用途及效益、募集對象以及認購價格訂定條件等，該公司本次私募案應有其合理性。

#### 四、未來經營權移轉後對該公司業務、財務及股東權益之影響

該公司本次私募應募人以策略性投資人為考量，主要目的為支應新藥各項適應症新藥臨床試驗及未來長期營運發展之需求，由於此次私募發行比例佔辦理前該公司實收資本額之 85.01%，且達該公司私募增資後實收資本額之 45.95%，該公司在 109 年 2 月 25 日召開股東常會改選董事後，經營權發生重大變動，惟對於該公司目前業務並無重大改變。

該公司在 300,000 千股之普通股，其發行總額不超過新台幣 3,000,000 千元之額度內辦理私募，挹注資金以支應該公司臨床試驗及中長期營運發展之需求，以期能順利取得藥證後進入市場，對其股東權益實有正面助益，且本次私募案應募價格以不低於參考價格之八成，符合相關法令規定，對股東權益影響尚屬有限，因此，辦理私募引進策略性投資人後，雖造成經營權發生變動，惟藉由外部投資人之資金挹注後，可望繼續順利推展新藥臨床試驗，預期在未來取得藥證後，提升整體股東權益，對於該公司之財務及股東權益應有正面效益。

#### 五、結論

癌症新藥的開發是全球生技及製藥公司的重心，可預期未來各國將持續不斷地會有癌症新藥開發成功並進入市場。該公司ADI-PEG 20由於作用機制與眾不同，經臨床試驗說明其安全性，再加上ADI-PEG 20本身適合與多種其他治療方式合併使用，在未來的癌症市場上頗具競爭力，故該公司需募集資金以支應各項適應症臨床試驗，期待能儘早取得藥證，故該公司本次擬透過私募方式發行普通股，此次參與私募之應募人已尋求策略性投資人支持，由於私募普通股三年內不得自由轉讓之規定，可確保該公司與上述應募人間之長期股權穩定，而應募價格不低於參考價格之八成，符合法令規範，所產生效益可健全公司財務結構，更有助於公司營運之穩定，對股東權益有正面助益，綜上，本證券承銷商依「公開發行公司辦理私募有價證券應注意事項」之規定，評估北極星-KY辦理本次私募案有其必要性及合理性。



## 會計師查核報告

(20)財審報字第 19003707 號

北極星藥業集團股份有限公司 公鑒：

**查核意見**

北極星藥業集團股份有限公司及子公司(以下簡稱「北極星藥業集團」)西元 2019 年及 2018 年 12 月 31 日之合併資產負債表,暨西元 2019 年及 2018 年 1 月 1 日至 12 月 31 日之合併綜合損益表、合併權益變動表、合併現金流量表,以及合併財務報表附註(包括重大會計政策彙總),業經本會計師查核竣事。

依本會計師之意見,上開合併財務報表在所有重大方面係依照「證券發行人財務報告編製準則」暨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,足以允當表達北極星藥業集團西元 2019 年及 2018 年 12 月 31 日之合併財務狀況,暨西元 2019 年及 2018 年 1 月 1 日至 12 月 31 日之合併財務績效及合併現金流量。

**查核意見之基礎**

本會計師係依照「會計師查核簽證財務報表規則」及中華民國一般公認審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核合併財務報表之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依會計師執業道德規範,與北極星藥業集團保持超然獨立,並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據,已做為表示查核意見之基礎。

**關鍵查核事項**

關鍵查核事項係指本會計師之專業判斷,對北極星藥業集團西元 2019 年度合併財務報表之查核最為重要之事項。該等事項已於查核合併財務報表整體及形成查核意見之過程中予以因應,本會計師並不對該等事項單獨表示意見。

**關鍵查核事項 1 - 不動產、廠房及設備減損之評估****事項說明**

北極星藥業集團為新藥研發公司,目前所購置之不動產、廠房及設備主要均做為研發或未來生產用途,其運用情形與公司新藥研發之成果有相當程度之關聯,截至西元 2019 年 12 月 31 日之不動產、廠房及設備為新台幣 1,373,837 仟元,佔合併資產總額 33%,請參閱合併財務報表附註六(二),北極星藥業集團管理階層依照國際會計準則公報第 36 號「資產減損」之規定,於不動產、廠房及設備具有減損跡象時估計其可回收金額,作為減損評估之依據,由於計算可回收金額屬於重大會計估計事項,涉及管理階層主觀判斷及具不確定性。綜上評估,故本會計師將不動產、廠房及設備減損評估,列為本年度關鍵查核事項之一。

**因應之查核程序**

本會計師對上開關鍵查核事項已執行之主要查核程序彙總說明如下：

資誠聯合會計師事務所 PricewaterhouseCoopers, Taiwan  
11012 臺北市信義區基隆路一段 333 號 27 樓  
27F, No. 333, Sec. 1, Keelung Rd., Xinyi Dist., Taipei 11012, Taiwan  
T: +886 (2) 2729 6666, F: + 886 (2) 2729 6686, www.pwc.tw



1. 瞭解及評估集團針對不動產、廠房及設備減損評估之相關政策及處理程序。
2. 取得集團委任外部專家出具之資產鑑價報告並執行以下程序：
  - (1) 瞭解並評估外部專家之獨立性、客觀性和適任性。
  - (2) 瞭解並評估鑑價報告中所採用評價方法之合理性。
  - (3) 瞭解並評估鑑價報告中所採用主要評價關鍵假設之合理性，並重新計算以確認計算之正確性。

## 管理階層與治理單位對合併財務報表之責任

管理階層之責任係依照「證券發行人財務報告編製準則」暨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允當表達之合併財務報表，且維持與合併財務報表編製有關之必要內部控制，以確保合併財務報表未存有導因於舞弊或錯誤之重大不實表達。

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

北極星藥業集團之治理單位(含審計委員會)負有監督財務報導流程之責任。

## 會計師查核合併財務報表之責任

本會計師查核合併財務報表之目的，係對合併財務報表整體是否存有導因於舞弊或錯誤之重大不實表達取得合理確信，並出具查核報告。合理確信係高度確信，惟依照中華民國一般公認審計準則執行之查核工作無法保證必能偵出合併財務報表存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數可合理預期將影響合併財務報表使用者所作之經濟決策，則被認為具有重大性。

本會計師依照中華民國一般公認審計準則查核時，運用專業判斷並保持專業上之懷疑。本會計師亦執行下列工作：

1. 辨認並評估合併財務報表導因於舞弊或錯誤之重大不實表達風險；對所評估之風險設計及執行適當之因應對策；並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制，故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。
2. 對與查核攸關之內部控制取得必要之瞭解，以設計當時情況下適當之查核程序，惟其目的非對北極星藥業集團內部控制之有效性表示意見。
3. 評估管理階層所採用會計政策之適當性，及其所作會計估計與相關揭露之合理性。
4. 依據所取得之查核證據，對管理階層採用繼續經營會計基礎之適當性，以及使北極星藥業集團繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性，作出結論。本會計師若認為該等事件或情況存在重大不確定性，則須於查核報





資誠

告中提醒合併財務報表使用者注意合併財務報表之相關揭露，或於該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情況可能導致北極星藥業集團不再具有繼續經營之能力。

5. 評估合併財務報表（包括相關附註）之整體表達、結構及內容，以及合併財務報表是否允當表達相關交易及事件。
6. 對於集團內組成個體之財務資訊取得足夠及適切之查核證據，以對合併財務報表表示意見。本會計師負責集團查核案件之指導、監督及執行，並負責形成集團查核意見。

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

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

本會計師從與治理單位溝通之事項中，決定對北極星藥業集團西元 2019 年度合併財務報表查核之關鍵查核事項。本會計師於查核報告中敘明該等事項，除非法令不允許公開揭露特定事項，或在極罕見情況下，本會計師決定不於查核報告中溝通特定事項，因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

資 誠 聯 合 會 計 師 事 務 所

梁嬋女



會計師

鄧聖偉



前行政院金融監督管理委員會  
核准簽證文號：金管證審字第 0990001654 號  
金融監督管理委員會  
核准簽證文號：金管證審字第 1020013788 號

西 元 2 0 2 0 年 3 月 3 1 日

北極星藥業集團股份有限公司及子公司  
合併資產負債表  
西元2019年及2018年12月31日



單位：新台幣仟元

資 產		附註	2019 年 12 月 31 日		2018 年 12 月 31 日	
			金 額	%	金 額	%
<b>流動資產</b>						
1100	現金及約當現金	六(一)	\$ 2,609,357	64	\$ 392,276	20
1200	其他應收款		312	-	14	-
1410	預付款項		18,767	-	15,766	1
1476	其他金融資產—流動	六(一)(九)及八	9,945	-	17,966	1
1479	其他流動資產—其他		620	-	2,012	-
11XX	<b>流動資產合計</b>		<u>2,639,001</u>	<u>64</u>	<u>428,034</u>	<u>22</u>
<b>非流動資產</b>						
1600	不動產、廠房及設備	六(二)	1,373,837	33	1,476,175	75
1755	使用權資產	六(三)	61,331	2	-	-
1920	存出保證金		1,911	-	2,181	-
1980	其他金融資產—非流動	六(一)及八	-	-	1,910	-
1990	其他非流動資產—其他	六(五)及八	30,137	1	67,420	3
15XX	<b>非流動資產合計</b>		<u>1,467,216</u>	<u>36</u>	<u>1,547,686</u>	<u>78</u>
1XXX	<b>資產總計</b>		<u>\$ 4,106,217</u>	<u>100</u>	<u>\$ 1,975,720</u>	<u>100</u>
<b>負債及權益</b>						
<b>流動負債</b>						
2100	短期借款	六(六)及八	\$ 41,426	1	\$ 430,920	22
2150	應付票據		94	-	389	-
2200	其他應付款	六(七)(十二)	183,659	5	214,238	11
2280	租賃負債—流動		10,895	-	-	-
2320	一年或一營業週期內到期長期負債—應付公司債	六(八)	-	-	441,017	22
21XX	<b>流動負債合計</b>		<u>236,074</u>	<u>6</u>	<u>1,086,564</u>	<u>55</u>
<b>非流動負債</b>						
2540	長期借款	六(九)及八	202,341	5	210,189	11
2580	租賃負債—非流動		21,326	-	-	-
2670	其他非流動負債—其他	六(十)	36,868	1	38,418	2
25XX	<b>非流動負債合計</b>		<u>260,535</u>	<u>6</u>	<u>248,607</u>	<u>13</u>
2XXX	<b>負債總計</b>		<u>496,609</u>	<u>12</u>	<u>1,335,171</u>	<u>68</u>
<b>歸屬於母公司業主之權益</b>						
<b>股本</b>						
3110	普通股股本	六(十三)	6,529,014	159	2,858,364	145
<b>資本公積</b>						
3200	資本公積	六(十四)	5,266,256	128	5,049,091	255
<b>保留盈餘</b>						
3350	累積虧損	六(十五)	( 8,021,651)	( 195)	( 7,191,893)	( 364)
<b>其他權益</b>						
3400	其他權益		( 164,011)	( 4)	( 75,013)	( 4)
3XXX	<b>權益總計</b>		<u>3,609,608</u>	<u>88</u>	<u>640,549</u>	<u>32</u>
<b>重大或有負債及未認列之合約承諾</b>						
<b>重大之期後事項</b>						
3X2X	<b>負債及權益總計</b>		<u>\$ 4,106,217</u>	<u>100</u>	<u>\$ 1,975,720</u>	<u>100</u>

後附合併財務報表附註為本合併財務報告之一部分，請併同參閱。

董事長：陳鴻文



經理人：陳紹琛



會計主管：黃藍瑩





北極星藥業集團股份有限公司及子公司  
合併資產負債表  
西元2019年及2018年12月31日



單位：新台幣仟元

項目	附註	2019 金	年 額	度 %	2018 金	年 額	度 %
<b>營業費用</b>		<b>六(十八)(十九)</b>					
6200	管理費用	(\$	162,126)	( 20)	(\$	222,037)	( 21)
6300	研究發展費用	(	633,094)	( 76)	(	791,678)	( 77)
6000	<b>營業費用合計</b>	(	795,220)	( 96)	(	1,013,715)	( 98)
6900	<b>營業損失</b>	(	795,220)	( 96)	(	1,013,715)	( 98)
<b>營業外收入及支出</b>							
7010	其他收入		1,202	-		3,227	-
7020	其他利益及損失	六(十六)	570	-		13,268	1
7050	財務成本	六(十七)	( 35,490)	( 4)	(	35,004)	( 3)
7000	<b>營業外收入及支出合計</b>	(	33,718)	( 4)	(	18,509)	( 2)
7900	<b>稅前淨損</b>	(	828,938)	( 100)	(	1,032,224)	( 100)
7950	所得稅費用	六(二十)	( 820)	-	(	47)	-
8200	<b>本期淨損</b>	(\$	829,758)	( 100)	(\$	1,032,271)	( 100)
<b>其他綜合損益(淨額)後續不能重 分類至損益之項目</b>							
8361	國外營運機構財務報表換算之 兌換差額	(\$	73,754)	( 9)	\$	13,654	1
<b>其他綜合損益(淨額)後續可能重 分類至損益之項目</b>							
8361	國外營運機構財務報表換算之 兌換差額	(	15,244)	( 2)	(	46,732)	( 4)
8300	<b>其他綜合損益淨額</b>	(	88,998)	( 11)	(	33,078)	( 3)
8500	<b>本期綜合損益總額</b>	(\$	918,756)	( 111)	(\$	1,065,349)	( 103)
<b>每股虧損</b>							
9750	<b>基本及稀釋每股虧損</b>	六(二十一)	(\$	2.46)	(\$	3.81)	

後附合併財務報表附註為本合併財務報告之一部分，請併同參閱。

董事長：陳鴻文



經理人：陳紹琛



會計主管：黃藍瑩



北極星藥業集團股份有限公司及子公司

合併資產負債表

西元 2019 年及 2018 年 12 月 31 日

單位：新台幣仟元

附註 普通股 股本 資本 公積 累積 積 虧 損 換算之兌換差額 權益 總額

國外營運機構財務報表

2018 年														
2018 年 1 月 1 日餘額	\$	2,656,126	\$	4,553,629	(\$	6,159,622)	(\$	41,935)	\$	1,008,198				
本期淨損		-		-	(	1,032,271)		-	(	1,032,271)				
本期其他綜合損失		-		-		-		(	33,078)	(	33,078)			
本期綜合損失總額		-		-	(	1,032,271)		(	33,078)	(	1,065,349)			
現金增資		200,000		400,000		-		-		600,000				
股份基礎給付交易		2,238		4,517		-		-		6,755				
員工認股酬勞成本		-		90,945		-		-		90,945				
2018 年 12 月 31 日餘額	\$	2,858,364	\$	5,049,091	(\$	7,191,893)	(\$	75,013)	\$	640,549				
2019 年														
2019 年 1 月 1 日餘額	\$	2,858,364	\$	5,049,091	(\$	7,191,893)	(\$	75,013)	\$	640,549				
本期淨損		-		-	(	829,758)		-	(	829,758)				
本期其他綜合損失		-		-		-		(	88,998)	(	88,998)			
本期綜合損失總額		-		-	(	829,758)		(	88,998)	(	918,756)			
現金增資		3,670,650		203,579		-		-		3,874,229				
員工認股酬勞成本		-		13,586		-		-		13,586				
2019 年 12 月 31 日餘額	\$	6,529,014	\$	5,266,256	(\$	8,021,651)	(\$	164,011)	\$	3,609,608				

後附合併財務報表附註為本合併財務報告之一部分，請併同參閱。

董事長：陳鴻文

經理人：陳紹琛

會計主管：黃藍瑩

會計主管：黃藍瑩

北極星藥業集團股份有限公司及子公司  
合併現金流量表  
西元2019年及2018年1月1日至12月31日



單位：新台幣仟元

附註	2019年1月1日 至12月31日	2018年1月1日 至12月31日
<b>營業活動之現金流量</b>		
本期稅前淨損	(\$ 828,938)	(\$ 1,032,224)
調整項目		
收益費損項目		
折舊費用	六(二)(三)(十 八) 138,347	104,733
攤銷費用	六(四)(十八) -	5,778
員工認股權酬勞成本	六(十二)(十九) 9,823	66,534
利息費用	六(十七) 35,490	35,004
利息收入	( 1,202 )	( 3,227 )
處分不動產、廠房及設備損失	六(二) 50	1,130
透過損益按公允價值衡量金融負債利益	六(十六)及十二 (三) -	( 8,061 )
與營業活動相關之資產/負債變動數		
與營業活動相關之資產之淨變動		
其他應收款	( 298 )	( 12 )
預付款項	( 3,001 )	( 1,261 )
其他流動資產—其他	1,392	7,915
其他非流動資產—其他	六(五) ( 1,259 )	( 29,614 )
與營業活動相關之負債之淨變動		
應付票據	( 295 )	257
其他應付款	( 21,661 )	84,293
其他非流動負債—其他	( 1,550 )	( 1,338 )
營運產生之現金流出	( 673,102 )	( 770,093 )
支付之所得稅	六(二十) ( 820 )	( 47 )
支付之利息	( 75,388 )	( 11,508 )
收取之利息	1,202	3,227
營業活動之淨現金流出	( 748,108 )	( 778,421 )
<b>投資活動之現金流量</b>		
取得不動產、廠房及設備	六(二)(二十三) ( 50,166 )	( 43,227 )
存出保證金減少(增加)	270	( 8 )
其他金融資產和負債—流動	六(一)及八 7,358	( 15,359 )
其他金融資產—非流動增加	六(一)及八 -	( 63 )
投資活動之淨現金流出	( 42,538 )	( 58,657 )
<b>籌資活動之現金流量</b>		
現金增資	六(十三) 3,874,229	600,000
員工執行認股權	六(十二)(十 三)(十四) -	6,755
短期借款增加	六(六) 61,526	382,156
償還短期借款	六(六) ( 441,457 )	( 346,312 )
償還可轉換公司債	六(八) ( 389,740 )	-
租賃負債本金償還	( 28,297 )	-
籌資活動之淨現金流入	3,076,261	642,599
匯率變動對現金及約當現金之影響	( 68,534 )	( 4,931 )
本期現金及約當現金增加(減少)數	2,217,081	( 199,410 )
期初現金及約當現金餘額	392,276	591,686
期末現金及約當現金餘額	\$ 2,609,357	\$ 392,276

後附合併財務報表附註為本合併財務報告之一部分，請併同參閱。

董事長：陳鴻文



經理人：陳紹琛



會計主管：黃藍瑩



附件五、『公司組織大綱及公司章程』修訂條文對照表

北極星藥業集團股份有限公司

公司「組織大綱」及「公司章程」修訂條文對照表(英文版)

原條文	修訂後條文
<p>THE COMPANIES LAW COMPANY LIMITED BY SHARES SIXTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF POLARIS GROUP 北極星藥業集團股份有限公司</p>	<p>THE COMPANIES LAW COMPANY LIMITED BY SHARES <del>SIXTH</del> <u>SEVENTH</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF POLARIS GROUP 北極星藥業集團股份有限公司</p>
<p>2 (A) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires: (1) <b>Affiliated Company</b> with respect to any company, any other company that directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, such first company; the term “control” means the possession, direct or indirect, of the effective controlling power to direct or cause the direction of the management and policies of such company, whether through the ownership of voting securities, by contract or otherwise, and the terms “controlling”, “controlled by” and “under common control with” shall have correlative meanings;  ... (61) <b>Treasury Shares</b> has the meaning given thereto in Article 34.</p>	<p>2. (A) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires: (1) <u>Acquisition</u> means an acquisition as defined under Article 4 of R.O.C. Enterprise Mergers and Acquisitions Law.  (<del>1</del>) <u>(2)</u> <b>Affiliated Company</b> with respect to any company, any other company that directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, such first company; the term “control” means the possession, direct or indirect, of the effective controlling power to direct or cause the direction of the management and policies of such company, whether through the ownership of voting securities, by contract or otherwise, and the terms “controlling”, “controlled by” and “under common control with” shall have correlative meanings;  ... (<del>61</del>)-(62) <b>Treasury Shares</b> has the meaning given thereto in Article 34.</p>
<p>12.2 (New)</p>	<p><u>12.2</u> <u>The Company shall notify each subscriber the deadline to pay the consideration of such subscription. If the new Shares are issued at a premium (higher than the par value), the share premiums shall be paid together with par value of the shares simultaneously. In the event that the subscriber fails to pay the full consideration of the new Shares before such deadline, the Company shall notify such subscriber to pay the consideration within a cure period no less than one month and that</u></p>

原條文	修訂後條文
	<p><u>any failure to pay the consideration in full within the given cure period will result in such subscriber's right to subscribe the New Shares been forfeited. The subscribers who fail to pay according to the Company's notice shall be deemed to have forfeited their rights, and the New Shares subscribed by them could be offered and sold to others by the Company. Under the aforesaid circumstances, the Company is still entitled to claim against such defaulting subscribers for the compensation for loss or damage, if any.</u></p>
<p>31.  (A) The following matters shall require the approval of the Shareholders by a Supermajority Resolution Type A:  (a) approve its entry into, the amendment or termination of any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;  ...  (f) approve the cessation of the Company as a public company in Taiwan and the cessation of the listing of its Shares on a Stock Market; and  (g) approve the offer or issue of Shares with the rights subject to certain restrictions set by the Company in accordance with the Taiwan Laws to the employees of the Company and/or its subsidiaries or controlled companies; and the issuance size, price, terms, conditions and other relevant matters related thereto shall comply with applicable Taiwan Laws.</p>	<p>31.  (A) The following matters shall require the approval of the Shareholders by a Supermajority Resolution Type A:  (a) approve its entry into, the amendment or termination of any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;  ...  (f) approve the cessation of the Company as a public company in Taiwan and the cessation of the listing of its Shares on a Stock Market; <del>and</del>  (g) approve the offer or issue of Shares with the rights subject to certain restrictions set by the Company in accordance with the Taiwan Laws to the employees of the Company and/or its subsidiaries or controlled companies; and the issuance size, price, terms, conditions and other relevant matters related thereto shall comply with applicable Taiwan Laws; <u>and</u>  (h) <u>effect any Share Swap in accordance with the Taiwan Laws.</u></p>
<p>32.  In the event a resolution with respect to any of the matters listed in Article 30(B) and paragraphs (a), (b), (c) or (e) of the preceding Article 31(A) is passed by the Shareholders at a general meeting in accordance with the provisions of these Articles, any Shareholder who has notified the Company in writing of his objection to such resolution prior to such meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair price; provided, however, that no Shareholder shall have the abovementioned appraisal right if the Shareholders resolves to liquidate or dissolve the Company immediately after the completion of transfer of business or assets under the paragraph (b) of Article 31(A). In the event of a Spin-Off of any part of the Company's business or a Merger with any other company, a Shareholder, who has forfeited his right to vote on such matter and expressed his dissent therefore, in writing or verbally (with a</p>	<p>32.  In the event a resolution with respect to any of the matters listed in Article 30(B) and paragraphs (a), (b), (c) or (e) of the preceding Article 31(A) is passed by the Shareholders at a general meeting in accordance with the provisions of these Articles, any Shareholder who has notified the Company in writing of his objection to such resolution prior to such meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair price; provided, however, that no Shareholder shall have the abovementioned appraisal right if the Shareholders resolves to liquidate or dissolve the Company immediately after the completion of transfer of business or assets under the paragraph (b) of Article 31(A). In the event of a Spin-Off of any part of the Company's business <del>or</del>, a Merger with any other company, <u>an Acquisition, or Share Swap</u>, a Shareholder, who has forfeited his right to vote on such matter and expressed his dissent therefore, in</p>

原條文	修訂後條文
<p>record) before or during the general meeting, may request the Company to buy back all of his Shares at the then prevailing fair price. <del>In the event the Company fails to reach an agreement with the Shareholder on the fair price of his Shares within a sixty day period commencing from the date of the resolution, the Shareholder may, within thirty days after such sixty day period, file a petition to any competent court of Taiwan for a ruling on the fair price of his Shares, and such ruling by such Taiwan court shall be binding and conclusive as between the Company and requested Shareholder solely with respect to the appraisal price.</del></p>	<p>writing or verbally (with a record) before or during the general meeting, may request the Company to buy back all of his Shares at the then prevailing fair price.</p>
<p>32.1 (NEW)</p>	<p><u>32.1</u>  <u>The request prescribed in the preceding Article 32 shall be delivered to the Company in writing, stating therein the types and numbers of Shares to be repurchased and the requested purchase price, within twenty days commencing from the date on which the resolution was adopted. In the event the Company has reached an agreement in regard to the purchase price with the dissenting Shareholder in regard to his Shares, the Company shall pay such price within ninety days commencing from the date of the resolution. In the event that the Company fails to reach such agreement with the dissenting Shareholder, the Company shall pay the fair price determined by the Company to such Shareholder within a ninety-day period commencing from the date of the resolution, and the Company will be deemed to have agreed to the purchase price requested by the Shareholder if the Company fails to pay within such ninety days. With respect to the request made by the dissenting Shareholders pursuant to this Article 32.1, in the event the Company fails to reach an agreement with the dissenting Shareholder on the fair price of his Shares within a sixty-day period commencing from the date of the resolution, the Company shall, within thirty days after such sixty-day period, file a petition against all such dissenting Shareholders with the Taipei District Court of Taiwan as the competent court for a ruling on the fair price of his Shares, and such ruling by such Taiwan court shall be binding and conclusive as between the Company and dissenting Shareholder solely with respect to the appraisal price. Notwithstanding the above provisions under this Article 32.1, nothing under this Article shall restrict or prohibit a Member from exercising his right under section 238 of the Law to payment of the fair value of his shares upon dissenting from a merger or consolidation.</u></p>
<p>44. (A) The following matters shall be specified in the notice of a general meeting with the description</p>	<p>44. (A) The following matters shall be specified in the notice of a general meeting with the description</p>

原條文	修訂後條文
<p>of their major content, and shall not be proposed as ad hoc motions. The major contents may be uploaded onto the website designated by the Commission or the Company, and such website shall be indicated in the notice of general meeting.</p> <p>(a) election or removal of Directors;  ...  (e) winding-up, Merger, or Spin-off of the Company;  ...</p>	<p>of their major content, and shall not be proposed as ad hoc motions. The major contents may be uploaded onto the website designated by the Commission or the Company, and such website shall be indicated in the notice of general meeting.</p> <p>(a) election or removal of Directors;  ...  (e) winding-up, Merger, <u>Share Swap</u>, or Spin-off of the Company;  ...</p>
<p>85.1 (NEW)</p>	<p>85.1  <u>Before the Company convenes a Board meeting to approve any Merger, Acquisition, or Spin-off, the Audit Committee shall convene a meeting to review the plan and the fairness and reasonability of such transaction, and adopt a resolution on such proposed plan and transaction as the conclusion of such review, the audit committee shall report their resolution to the Board meeting and the meeting of the Shareholders (to the extent that such transaction requires the approval of the meeting of the Shareholder under the Law or these Articles). During the audit committee’s review, the Audit Committee shall seek a fairness opinion from the independent expert advisor with respect to the share exchange ratio, or the amount of cash or other assets to be distributed to the Shareholders. The resolution made as the conclusion of the Audit Committee’s review, and such independent expert advisor’s opinion shall be given to the Shareholders along with the notice of meeting of the Shareholders (to the extent that such transaction requires the approval of the meeting of the Shareholders under the Law or these Articles). If the approval of the meeting of the Shareholders under the Law or these Articles is not required, the Company shall report such transaction in the next meeting of the Shareholders. In the event that the Company has disclosed the same contents on the website designated by the FSC, and make above documents available at the place of the meeting of the Shareholders s for review, the documents shall be deemed having been given to the Shareholders.</u></p>
<p>85.1  For so long as the Shares are listed on a Stock Market, the Company may establish a Remuneration Committee as required by and in accordance with the Applicable Listing Rules. The Board is authorized to stipulate and amend from time to time the operational articles and bylaws of the Remuneration Committee in accordance with the</p>	<p><del>85.1</del> 85.2  For so long as the Shares are listed on a Stock Market, the Company may establish a Remuneration Committee as required by and in accordance with the Applicable Listing Rules. The Board is authorized to stipulate and amend from time to time the operational articles and bylaws of the Remuneration Committee in accordance with the</p>

原條文	修訂後條文
<p>Applicable Listing Rules. The number of Remuneration Committee Members, elections method of Remuneration Committee Members, their professional qualifications, as well as assessment of negative qualifications thereof and relevant matters shall be governed by the Applicable Listing Rules. The remuneration referred to herein shall include salary, stock options, and any other payment or benefits having the nature of incentive compensation as stipulated in relevant Taiwan Laws from time to time for Directors and managers of the Company.</p>	<p>Applicable Listing Rules. The number of Remuneration Committee Members, elections method of Remuneration Committee Members, their professional qualifications, as well as assessment of negative qualifications thereof and relevant matters shall be governed by the Applicable Listing Rules. The remuneration referred to herein shall include salary, stock options, and any other payment or benefits having the nature of incentive compensation as stipulated in relevant Taiwan Laws from time to time for Directors and managers of the Company.</p>
<p>85.2 The Remuneration Committee shall, subject to the Applicable Listing Rules, perform the following duties with the care as a good administrator and submit proposals to the Board for discussion and determination:</p> <ul style="list-style-type: none"> <li>(a) establish policies, systems, standards and structure of the performance evaluation and remuneration of the Directors and officers of the Company, and to review the above periodically;</li> <li>(b) periodically evaluate and propose the remunerations of the Directors and officers of the Company; and</li> <li>(c) other matters as required by Applicable Listing Rules.</li> </ul>	<p><del>85.2</del> <u>85.3</u> The Remuneration Committee shall, subject to the Applicable Listing Rules, perform the following duties with the care as a good administrator and submit proposals to the Board for discussion and determination:</p> <ul style="list-style-type: none"> <li>(a) establish policies, systems, standards and structure of the performance evaluation and remuneration of the Directors and officers of the Company, and to review the above periodically;</li> <li>(b) periodically evaluate and propose the remunerations of the Directors and officers of the Company; and</li> <li>(c) other matters as required by Applicable Listing Rules.</li> </ul>
<p>85.3 For so long as the Shares are listed on a Stock Market, the Company may establish other committees as required by and in accordance with the Applicable Listing Rules. The Board is authorized to stipulate and amend from time to time the operational articles and bylaws of such committees in accordance with the Applicable Listing Rules.</p>	<p><del>85.3</del> <u>85.4</u> For so long as the Shares are listed on a Stock Market, the Company may establish other committees as required by and in accordance with the Applicable Listing Rules. The Board is authorized to stipulate and amend from time to time the operational articles and bylaws of such committees in accordance with the Applicable Listing Rules.</p>
<p>85.4 For so long as the Shares are listed on a Stock Market, the professional qualifications, composition, election, removal, exercise of authority, and all other matters relating to Independent Directors, the Audit Committee and Audit Committee Members, and the Remuneration Committee and Remuneration Committee Members, including those provided in the Articles, shall be subject to the Law and the Applicable Listing Rules.</p>	<p><del>85.4</del> <u>85.5</u> For so long as the Shares are listed on a Stock Market, the professional qualifications, composition, election, removal, exercise of authority, and all other matters relating to Independent Directors, the Audit Committee and Audit Committee Members, and the Remuneration Committee and Remuneration Committee Members, including those provided in the Articles, shall be subject to the Law and the Applicable Listing Rules.</p>
<p>108. ... A Director who has a personal interest whether directly or indirectly in a matter under discussion at a meeting of the Board, shall declare the nature of his/her/its interest and explain the material information regarding such interest at the same meeting of the Board. Where the spouse, a blood relative within the second degree of kinship of a Director, or any company which has a controlling or</p>	<p>108. ... A Director who has a personal interest whether directly or indirectly in a matter under discussion at a meeting of the Board, shall declare the nature of his/her/its interest and explain the material information regarding such interest at the same meeting of the Board. Where the spouse, a blood relative within the second degree of kinship of a Director, or any company which has a controlling or</p>



原條文	修訂後條文
<p>subordinate relation with a Director, has a personal interest in the matter under discussion at a meeting of the Board, such Director shall be deemed to have a personal interest in such matter. If such personal interest may be adverse to the interest of the Company, such Director cannot cast its/his/her own vote or vote by proxy on behalf of another Director. Such Director shall not be counted in the number of votes of Directors present at the Board meeting (but shall still be counted in the quorum for such meeting).</p>	<p>subordinate relation with a Director, has a personal interest in the matter under discussion at a meeting of the Board, such Director shall be deemed to have a personal interest in such matter. If such personal interest may be adverse to the interest of the Company, such Director cannot cast its/his/her own vote or vote by proxy on behalf of another Director. Such Director shall not be counted in the number of votes of Directors present at the Board meeting (but shall still be counted in the quorum for such meeting). <u>In the event the Company is engaging in any Merger, Acquisition, or Spin-off, each Director shall disclose the material information of his or her personal interest with such transaction, and his or her reason(s) to approve or disapprove the proposed resolution of such transaction in the relevant Board meeting and the meeting of Shareholders.</u></p>

北極星藥業集團股份有限公司

公司「組織大綱」及「公司章程」修訂條文對照表(中文版)

原條文	修訂後條文
<p style="text-align: center;"><b>公司法</b> <b>股份有限公司</b> <b>Polaris Group 北極星藥業集團股份有限公司</b> <b>第六次修訂後公司章程條文</b></p>	<p style="text-align: center;"><b>公司法</b> <b>股份有限公司</b> <b>Polaris Group 北極星藥業集團股份有限公司</b> <b>第七次修訂後公司章程條文</b></p>
<p>第 2 條</p> <p>(A) 除本章程另有規定外，本章程名詞定義如下：</p> <p>(1) 關係企業 以公司而言，係指得直接或透過一個或數個媒介間接控制該公司之其他公司，或為該公司直接或透過一個或數個媒介間接控制之其他公司，或與該公司具有共同控制力之其他公司；所謂「控制」係指直接或間接可操控或掌握該公司之經營權或方針，至於是透過持有具投票權之有價證券或契約關係再所不問；且「控制」、「被控制」、「在共同控制之下」等辭彙，均有相關之涵義。</p> <p>...</p> <p>(61) 庫藏股 係指依照開曼法規定，股東會之召集通知上表明將進行特別決議，並已依法發出通知，經三分之二以上有權於股東會行使表決權股份同意之決議。股東得親自行使表決權或在允許使用委託書的情況下出具委託書授權行使表決權，如股東為法人者，由其合法授權代表人出席該股東會行使表決權；任何本章程規定以普通決議所為之決議，亦得以特別決議為之；</p>	<p>第 2 條</p> <p>(A) 除本章程另有規定外，本章程名詞定義如下：</p> <p>(1) <u>收購</u> <u>指依中華民國企業併購法第4條定義之收購。</u></p> <p><del>(1)</del>(2)關係企業 以公司而言，係指得直接或透過一個或數個媒介間接控制該公司之其他公司，或為該公司直接或透過一個或數個媒介間接控制之其他公司，或與該公司具有共同控制力之其他公司；所謂「控制」係指直接或間接可操控或掌握該公司之經營權或方針，至於是透過持有具投票權之有價證券或契約關係再所不問；且「控制」、「被控制」、「在共同控制之下」等辭彙，均有相關之涵義。</p> <p>...</p> <p><del>(61)</del>(62)庫藏股 係指依照開曼法規定，股東會之召集通知上表明將進行特別決議，並已依法發出通知，經三分之二以上有權於股東會行使表決權股份同意之決議。股東得親自行使表決權或在允許使用委託書的情況下出具委託書授權行使表決權，如股東為法人者，由其合法授權代表人出席該股東會行使表決權；任何本章程規定以普通決議所為之決議，亦得以特別決議為之；</p> <p style="text-align: center;">- -</p>

原條文	修訂後條文
<p>第 12.2 條 本條新增</p>	<p><u>第 12.2 條</u> <u>本公司應通知各認股人繳納股款之期限。若公司以超過票面金額發行股票時，其溢額應與股款同時繳納。若認股人延欠應繳之股款時，公司應定一個月以上之期限催告該認股人照繳，並聲明逾期不繳失其權利。認股人未依公司催告照繳者，即失其權利，所認股份得由公司另行募集。前述情形，公司如有損害，仍得向認股人請求賠償。</u></p>
<p>第 31 條 (A) 本公司得以 A 型特別(重度)決議，進行下列事項： (a)締結、變更、終止任何出租其全部營業、委託經營、或經常與他人共同經營之合約； ... (g)依台灣法令，發行權利有所限制之股份予本公司及/或其子公司或從屬公司之員工；其發行數量、發行價格、發行條件及其他應遵行事項，應遵循台灣法令之規定。</p>	<p>第 31 條 (A) 本公司得以 A 型特別(重度)決議，進行下列事項： (a)締結、變更、終止任何出租其全部營業、委託經營、或經常與他人共同經營之合約； ... (g)依台灣法令，發行權利有所限制之股份予本公司及/或其子公司或從屬公司之員工；其發行數量、發行價格、發行條件及其他應遵行事項，應遵循台灣法令之規定；及 (h)依台灣法令進行股份轉換。</p>
<p>第 32 條 如股東會依開曼法相關規定就第 30(B)條及 31(A)條第(a)、(b)、(c)、(e)項所列之議案作成決議者，股東於股東會前已以書面通知本公司反對該項議案之意思表示，並在股東會上再次提出反對意見者，得請求本公司以當時公平價格收買其所有之股份；但股東會依第 0(A)條第(b)項規定作成決議，於轉讓本公司營業或資產後，同時解散本公司者，股東不得享有上述請求收買股份之權利。在股東會決議分割業務或與他公司合併之情形，股東於股東會集會前或集會中，以書面表示異議，或以口頭表示異議經紀錄，且放棄其表決權者，可請求本公司以當時公平價格收買其所有之股份。倘若本公司與股東自該股東會決議之日起六十日內，未能就收買價格達成協議者，則該股東得在此六十日期間經過後三十日內，向具管轄權之台灣法院聲請為價格之裁定。法院之裁定在本公司及該請求股東間針對收買價格有終局確定拘束力。</p>	<p>第 32 條 如股東會依開曼法相關規定就第 30(B)條及 31(A)條第(a)、(b)、(c)、(e)項所列之議案作成決議者，股東於股東會前已以書面通知本公司反對該項議案之意思表示，並在股東會上再次提出反對意見者，得請求本公司以當時公平價格收買其所有之股份；但股東會依第 0(A)條第(b)項規定作成決議，於轉讓本公司營業或資產後，同時解散本公司者，股東不得享有上述請求收買股份之權利。在股東會決議分割業務或、與他公司合併、進行收購或股份轉換之情形，股東於股東會集會前或集會中，以書面表示異議，或以口頭表示異議經紀錄，且放棄其表決權者，可請求本公司以當時公平價格收買其所有之股份。倘若本公司與股東自該股東會決議之日起六十日內，未能就收買價格達成協議者，則該股東得在此六十日期間經過後三十日內，向具管轄權之台灣法院聲請為價格之裁定。法院之裁定在本公司及該請求股東間針對收買價格有終局確定拘束力。</p>

原條文	修訂後條文
<p>第 32.1 條 (本條新增)</p>	<p>第 32.1 條 <u>依前條所為請求應在決議日起二十日內，提出記載請求買回之股份種類和數額並列明請求收買價格的書面請求於公司。本公司與提出請求的異議股東就該股東所持股份之收買價格達成協議者，本公司應在決議日起九十日內支付價款。未達成協議者，本公司應自股東會決議日起九十日內，依其所認為之公平價格支付價款予未達成協議之股東；本公司未於該九十日期間內支付者，視為同意股東請求收買之價格。對於異議股東依本條所為請求，倘若本公司與異議股東自該股東會決議之日起六十日內，未能就收買價格達成協議者，則本公司應在此六十日期間經過後三十日內，就收買價格自股東會決議日起六十日內未達成協議者公司應於該六十日期間經過後三十日內，以全體未達成協議之異議股東為相對人，以臺灣臺北地方法院為訴訟管轄法院，聲請為價格之裁定。法院之裁定在本公司及該異議股東間針對收買價格有終局確定拘束力。本條之任何規定並不限制或禁止股東依開曼法第 238 條因其對於合併或結合表示異議而得行使之股份公平價格支付請求權。</u></p>
<p>第 44 條 (A) 下列事項應在股東會召集事由中列舉並說明其主要內容，不得以臨時動議提出。其主要內容得置於中華民國證券主管機關或本公司指定之網站，並應將其網址載明於股東會通知： (a) 選任或解任董事； ... (e) 解散、合併或分割本公司； ...</p>	<p>第 44 條 (A) 下列事項應在股東會召集事由中列舉並說明其主要內容，不得以臨時動議提出。其主要內容得置於中華民國證券主管機關或本公司指定之網站，並應將其網址載明於股東會通知： (a) 選任或解任董事； ... (e) 解散、合併、<u>股份轉換</u>或分割本公司； ...</p>
<p>第 85.1 條 (本條新增)</p>	<p>第 85.1 條 <u>本公司於召開董事會決議合併、收購或分割事項前，應由審計委員會就併購計畫與交易之公平性、合理性進行審議，並將審議結果提報董事會及股東會（若依開曼法或本章程該交易必須取得股東會同意者）。審計委員會進行審議時，應委請獨立專家就換股比例或配發股東之現金或其他財產之合理性提供意見。審計委員會之審議結果及獨立專家意見，應於發送股東會召集通知時（若依開曼法或本章程該交易必須取得股東會同意者），一併發送股東。若依法令或本章程該交易不須取得股東會同意者，本公司應於最近一次股東會就該交易提出報告。前述應發送股東之文件，經本公司於金管會指定之網站公告同一內容，且備置於股東會會場供股東查閱，對於股東視為已發送。</u></p>

原條文	修訂後條文
<p>第 85.1 條 本公司股份在股票市場掛牌期間，本公司得按上市法令設置薪酬委員會。董事會得隨時依上市法令訂定與修改薪酬委員會之職權規章與細則。薪酬委員會之委員人數、選任辦法、專業資格、消極資格之認定及相關事宜，均依上市法令定之。本條所稱薪酬包括董事及經理人之薪資、股票選擇權、及其他任何依台灣法令就董事及經理人所規定之具有獎勵性質之支付或利益。</p>	<p>第 85.1 條 第 85.2 條 本公司股份在股票市場掛牌期間，本公司得按上市法令設置薪酬委員會。董事會得隨時依上市法令訂定與修改薪酬委員會之職權規章與細則。薪酬委員會之委員人數、選任辦法、專業資格、消極資格之認定及相關事宜，均依上市法令定之。本條所稱薪酬包括董事及經理人之薪資、股票選擇權、及其他任何依台灣法令就董事及經理人所規定之具有獎勵性質之支付或利益。</p>
<p>第 85.2 條 薪酬委員會應依照上市法令之要求，以良好經營管理者應具備之注意程度，履行下列職責並向董事會提出建議，以供董事會討論與議定： (a) 建立董事績效評估及董事與經理人薪酬之政策、制度、標準及結構，並定期檢視之； (b) 定期評估及建議董事與經理人之薪酬；及 (c) 上市法令所要求之其他事項。</p>	<p>第 85.2 條 第 85.3 條 薪酬委員會應依照上市法令之要求，以良好經營管理者應具備之注意程度，履行下列職責並向董事會提出建議，以供董事會討論與議定： (a) 建立董事績效評估及董事與經理人薪酬之政策、制度、標準及結構，並定期檢視之； (b) 定期評估及建議董事與經理人之薪酬；及 (c) 上市法令所要求之其他事項。</p>
<p>第 85.3 條 本公司股份在股票市場掛牌期間，本公司得按上市法令設置薪酬委員會。董事會得隨時依上市法令訂定與修改薪酬委員會之職權規章與細則。</p>	<p>第 85.3 條 第 85.4 條 本公司股份在股票市場掛牌期間，本公司得按上市法令設置薪酬委員會。董事會得隨時依上市法令訂定與修改薪酬委員會之職權規章與細則。</p>
<p>第 85.4 條 於本公司股份已於股票市場掛牌之期間，獨立董事、審計委員會及薪資報酬委員會之資格條件、組成、選任、解任、職權行使及其他應遵行事項(含本章程所列事項)，均應遵循開曼法及上市法令。</p>	<p>第 85.4 條 第 85.5 條 於本公司股份已於股票市場掛牌之期間，獨立董事、審計委員會及薪資報酬委員會之資格條件、組成、選任、解任、職權行使及其他應遵行事項(含本章程所列事項)，均應遵循開曼法及上市法令。</p>
<p>第 101 條 有下列情事之一者，不得擔任董事，其已擔任者，當然解任： (a) 曾犯重罪(包括但不限於台灣組織犯罪防治條例所列之罪)，經有罪判決確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾五年者； (b) 曾犯詐欺、背信、侵占罪經受有期徒刑一年以上之刑確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾兩年者； (c) 曾犯貪污治罪條例之罪或侵占公司資產或服公務虧空公款，經有罪判決確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾兩年者； (d) 依任何國家法令受破產之宣告或與其債權人進行全面性債務安排或和解或經法院裁定開始清算程序者； (e) 使用票據經拒絕往來尚未期滿者； (f) 依台灣法令規定為無行為能力或限制行為能力者； ...</p>	<p>第 101 條 有下列情事之一者，不得擔任董事，其已擔任者，當然解任： (a) 曾犯重罪(包括但不限於台灣組織犯罪防治條例所列之罪)，經有罪判決確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾五年者； (b) 曾犯詐欺、背信、侵占罪經受<u>宣告</u>有期徒刑一年以上之刑確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾兩年者； (c) 曾犯貪污治罪條例之罪或侵占公司資產或服公務虧空公款，經有罪判決確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾兩年者； (d) 依任何國家法令受破產之宣告或與其債權人進行全面性債務安排或和解或經法院裁定開始清算程序者； (e) 使用票據經拒絕往來尚未期滿者； (f) 依台灣法令規定為無行為能力或限制行為能力者； ...</p>

原條文	修訂後條文
<p>第 108 條</p> <p>...</p> <p>公司董事對於董事會議之事項，有自身利害關係時，應於當次董事會說明其自身利害關係之重要內容。董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就董事會議之事項有個人利害關係，視為董事就該事項有自身利害關係。董事對於董事會之事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，並不得代理他董事行使其表決權。董事會之決議，依前述規定不得行使表決權之董事，不算入已出席董事之表決權數（但仍應計入法定出席人數）。</p>	<p>第 108 條</p> <p>...</p> <p>公司董事對於董事會議之事項，有自身利害關係時，應於當次董事會說明其自身利害關係之重要內容。董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就董事會議之事項有個人利害關係，視為董事就該事項有自身利害關係。董事對於董事會之事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，並不得代理他董事行使其表決權。董事會之決議，依前述規定不得行使表決權之董事，不算入已出席董事之表決權數（但仍應計入法定出席人數）。<u>於本公司進行合併、收購或分割時，董事應向董事會及股東會說明其與該交易自身利害關係之重要內容及贊成或反對該交易決議之理由。</u></p>

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THE COMPANIES LAW (2020 REVISION)  
COMPANY LIMITED BY SHARES  
**SEVENTH AMENDED AND RESTATED  
MEMORANDUM OF ASSOCIATION  
OF  
POLARIS GROUP**

北極星藥業集團股份有限公司

**(adopted by Special Resolution of the Shareholders passed on JUNE 24, 2020)**

1. The name of the Company is **POLARIS GROUP** 北極星藥業集團股份有限公司.
2. The Registered Office of the Company shall be at the offices of Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands, or at such other place within the Cayman Islands as the Directors may decide.
3. The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the laws of the Cayman Islands.
4. The liability of each Shareholder is limited to the amount unpaid on such Shareholder's shares.
5. The share capital of the Company is NTD 7,200,000,000 divided into 720,000,000 shares of a nominal or par value of NTD 10 each.
6. Capitalised terms that are not defined in this Memorandum of Association bear the respective meanings given to them in the Articles of Association of the Company.

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THE COMPANIES LAW  
COMPANY LIMITED BY SHARES  
**SEVENTH AMENDED AND RESTATED ARTICLES OF  
ASSOCIATION OF  
POLARIS GROUP**  
北極星藥業集團股份有限公司  
(as adopted by a Special Resolution passed on June 24, 2020)

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**INTERPRETATION**

1. The Regulations contained or incorporated in Table A of the First Schedule to the Law (as defined below) shall not apply to this Company.
2. (A) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires:
  - (1) Acquisition means an acquisition as defined under Article 4 of R.O.C. Enterprise Mergers and Acquisitions Law.
  - (2) Affiliated Company with respect to any company, any other company that directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, such first company; the term “control” means the possession, direct or indirect, of the effective controlling power to direct or cause the direction of the management and policies of such company, whether through the ownership of voting securities, by contract or otherwise, and the terms “controlling”, “controlled by” and “under common control with” shall have correlative meanings;
  - (3) Applicable Rules Listing the relevant laws, regulations, rules and code as amended, from time to time, applicable as a result of the original and continued trading or listing of any Shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of the laws of the R.O.C., including without limitation the Securities and Exchange Act, the Company Act, the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area, or any similar statute and the rules and regulations of the Taiwan authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission, Taipei Exchange or the Taiwan Stock Exchange;
  - (4) Articles these Articles of Association of the Company in their present form, as amended or substituted from time to time amended or supplemented by Special Resolution;
  - (5) Auditors the Auditors for the time being of the Company, if any;
  - (6) Audit Committee has the meaning set forth in Article 84;
  - (7) Audit Committee Members members of the Audit Committee;
  - (8) Chairman has the meaning given thereto in Article 76;
  - (9) Class or Classes any class or classes of Shares as may from time to time be issued by the Company;
  - (10) Commission Financial Supervisory Commission of Taiwan or any other authority for the time being administering the Securities and Exchange Act of Taiwan;



(11) Company	POLARIS GROUP 北極星藥業集團股份有限公司;
(12) Consolidated Company	means the new company that results from the consolidation of two or more Constituent Companies;
(13) 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 Law and the Taiwan Laws;
(14) Constituent Company	an existing company that is participating in a Merger with one of more other existing companies within the meaning of the Law and the Taiwan Law;
(15) controlled company	has the definition given under Taiwan Law
(16) Directors or Board	the directors of the Company for the time being or, as the case may be, the directors assembled as a board or as a committee thereof;
(17) Distributable Profits	has the meaning given thereto in Article 117;
(18) electronic	(a) shall have the meaning given to it in the Electronic Transactions Law;
(19) electronic communication	transmission to any number, address or internet website or other electronic delivery methods as may be decided and approved by not less than two-thirds of the vote of the Board, subject to the Law;
(20) Electronic Transactions Law	the Electronic Transactions Law (2003 Revision) of the Cayman Islands;
(21) Emerging Market	the emerging market board of Taipei Exchange in Taiwan;
(22) FSC	Financial Supervisory Commission of Taiwan;
(23) Taipei Exchange or TPEX	the Taipei Exchange in Taiwan;
(24) Indemnified Person	has the meaning given thereto in Article 154;
(25) Independent Director	a Director who is an independent director as defined in the Applicable Listing Rules;
(26) Law	the Companies Law (2020 Revision) of the Cayman Islands;
(27) Member or Shareholder	a Person who is duly registered as the holder of any Share or Shares in the Register and includes each subscriber to the Memorandum of Association pending entry in the Register of such subscriber as well as persons who are jointly so registered, and "Members" or "Shareholders" means 2 or more of them;
(28) Memorandum of Association	of the memorandum of association of the Company, amended or substituted from time to time;
(29) Merger	a merger and/or a consolidation;
(30) merger	the merging of two or more Constituent Companies and the vesting of their undertaking, property and liabilities in one of such company as the Surviving Company within the meaning of the Law and the Taiwan Laws;
(31) Month	a calendar month;
(32) MOPS	The Market Observation Post System maintained by TWSE & TPEX;
(33) NTD	the lawful currency of the Republic of China;
(34) Ordinary Resolution	a resolution passed by a simple majority of such Shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by

- its duly authorised representative at a general meeting of the Company held in accordance with these Articles and regard shall be had in computing a majority to the number of votes to which each Shareholder is entitled;
- (35) paid up paid up as to the par value and any premium payable in respect of the issue of any Shares and includes credited as paid up;
- (36) Person any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;
- (37) Register the register or registers of Shareholders of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time, as required to be kept pursuant to the Law (including any "listed shares register" and/or "unlisted shares register" in each case as defined in the Law);
- (38) Registered Office the registered office of the Company for the time being as required under the Law;
- (39) Registration Office such place or places in the Republic of China or elsewhere where the Board from time to time determine to keep a Register in respect of that class of share capital and where (except in cases where the Board otherwise agrees) transfers of other documents of title for Shares or other securities are to be lodged for registration and are to be registered;
- (40) Relevant Period the period commencing from the date on which any of the securities of the Company first become listed on a Stock Market to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);
- (41) remunerations including without limitation salary, reimbursement, cash, options, share bonus, retirement benefits, severance pay, termination payment, allowances and other compensation with substantial benefits;
- (42) Remuneration Committee has the meaning given thereto in Article 85.2;
- (43) Remuneration Committee Members The members of Remuneration Committee;
- (44) Republic of China, R.O.C. or Taiwan the Republic of China, its territories, its possessions and all areas subject to its jurisdiction;
- (45) Seal the common seal of the Company (if applicable) or any facsimile or official seal (if applicable) for the use outside of the Cayman Islands;
- (46) Secretary any Person for the time being appointed by the Directors to perform any of the duties of the secretary of the Company and including any assistant, deputy, acting or temporary secretary;
- (47) Share a share of a nominal or par value of NTD 10 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. For the avoidance

- of doubt in these Articles the expression "Share" shall include a fraction of a Share;
- (48) Share Premium Account the share premium account established in accordance with these Articles, the Law and the Taiwan Laws, meaning an account where a sum equal to the aggregate amount of the value of the premium paid on the issue of the Shares is transferred;
- (49) Shareholders' Service Agent the agent licensed by Taiwan authorities to provide certain shareholders services in accordance with the Applicable Listing Rules to the Company;
- (50) Share Swap means a share swap as defined under Article 4 of R.O.C. Enterprise Mergers and Acquisitions Law.
- (51) signed bearing a signature or representation of a signature affixed by mechanical means or an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a Person with the intent to sign the electronic communication;
- (52) Special Resolution means a special resolution of the Company passed in accordance with the Law, being a resolution passed by a majority of at least two-thirds of such Shareholders as, being entitled to do so, vote in Person or, where proxies are allowed, by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of the Company of which notice, specifying (without prejudice to the power contained in the Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given;  
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;
- (53) Special Shares has the meaning given thereto in Article 4;
- (54) Stock Market the Emerging Market, TPEX or TWSE;
- (55) Spin-off 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 shareholders of the transferor company;
- (56) subsidiary has the definition given under Taiwan Laws;
- (57) Supermajority Resolution Type A a resolution passed by a majority vote of the Shareholders at a general meeting attended by the Shareholders who represent not less than two-thirds of all issued and outstanding Shares entitled to vote, and vote in person or, where proxies are allowed, by proxy;
- (58) Supermajority Resolution Type B a resolution passed by two-thirds majority of the Shareholders at a general meeting attended by the Shareholders who represent at least a majority of all issued and outstanding Shares entitled to vote, and vote in person or, where proxies are allowed, by proxy;
- (59) Surviving Company means the sole remaining Constituent Company into

- which one or more other Constituent Companies are merged within the meaning of the Law and the Taiwan Laws;
- (60) Taiwan Laws the laws and regulations of Taiwan, including without limitation the Applicable Listing Rules;
- (61) TWSE the Taiwan Stock Exchange;
- (62) Treasury Shares has the meaning given thereto in Article 34.
- (B) Unless the context otherwise requires, expressions defined in the Law and used herein shall have the meanings so defined.
- (C) In these Articles unless the context otherwise requires:
- (a) words importing the singular number shall include the plural number and vice-versa;
  - (b) words importing the masculine gender shall include the feminine and neuter genders;
  - (c) a notice provided for herein shall be in writing unless otherwise specified and all reference herein to "in writing" and "written" shall include printing, lithography, photography and other modes of representing or reproducing words in permanent visible form;
  - (d) "may" shall be construed as permissive and "shall" shall be construed as imperative;
  - (e) in the case of any conflict between the Taiwan Laws and these Articles, the Articles shall prevail;
  - (f) in the case of any conflict between the Taiwan Laws and the Law, the Law shall prevail; and
  - (g) references to provisions of any law or regulation shall be construed as references to those provisions as amended, modified, re-enacted or replaced from time to time.
- (D) Headings used herein are intended for convenience only and shall not affect the construction of these Articles.
- (E) Sections 8 and 19(3) of the Electronic Transactions Law shall not apply.

#### **SHARES**

3. Subject to these Articles, the Directors may, in respect of all Shares for the time being unissued:
- (a) offer, issue, allot and dispose of such Shares to such Persons, in such manner, on such terms and having such rights and being subject to such restrictions as they may from time to time determine, but so that no Share shall be issued at a discount to its par value, except in accordance with the provisions of the Law and the Applicable Listing Rules; and
  - (b) grant options with respect to such Shares and issue warrants or similar instruments with respect thereto, in accordance with the provisions of the Law and the Applicable Listing Rules; and, for such purposes, the Directors may reserve an appropriate number of Shares for the time being unissued.
4. Shares of different classes with rights which are preferential or inferior to those of ordinary Shares issued by the Company ("**Special Shares**") may be created with the approval of a Special Resolution and upon such approval, Special Shares may be issued with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors.
5. Prior to the issuance of any Special Shares approved pursuant to the preceding Article 4, these Articles shall be amended to set forth the rights, restrictions and obligations attaching to the Special Shares, including but not limited to the following terms, and the same shall apply to any variation of rights of Special Shares:

- (a) the total number of Special Shares authorized to be issued and the number of Special Shares already issued;
  - (b) the priority and allocation of dividends and bonuses payable on the Special Shares (including the amount or ratio fixed, if any);
  - (c) the priority and allocation of surplus assets of the Company payable on the Special Shares upon a winding up of the Company (including the amount or ratio fixed, if any);
  - (d) the voting right(s) and any restrictions on the voting rights(s) attaching to the Special Shares (and where no voting right is attached to such Special Shares, a statement to that effect);
  - (e) the redemption right(s) attaching to the Special Shares, if any, and the manner in which such right may be exercised (and where no redemption right is attached to such Special Shares, a statement to that effect); and
  - (f) any other rights, restrictions and obligations attaching to Special Shares.
6. The issue of new ordinary Shares shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new Shares shall at all times be subject to the sufficiency of the authorised capital of the Company. The authorised but unissued shares in the authorized share capital of the Company may be issued in such number and at such time as the Directors shall determine from time to time.
7. The Company shall not issue any unpaid Shares or partial paid-up Shares. The Company shall not issue Shares in bearer form. Other non-cash equity capital contributed by Shareholders may be in the form of monetary credit extended to the Company, or the technical know-how required by the Company, provided, however, that the value of such capital contribution shall require a prior approval of the board of directors.
8. For so long as the Shares are listed on a Stock Market and subject to the Applicable Listing Rules, upon each issuance of new Shares, the Directors may reserve not more than fifteen percent (15%) of the new Shares in the proposed issuance for subscription by the employees of the Company and/or its subsidiaries or controlled companies as determined by the Board in its reasonable discretion.
9. For so long as the Shares are listed on a Stock Market, unless otherwise resolved by the Shareholders in general meeting by Ordinary Resolution and as otherwise stipulated under Taiwan Laws, if at any time the Board resolves to issue any new Share under Article 6, the Company shall, after reserving the portion of the new Shares for employee subscription pursuant to Article 8 and for public offering in Taiwan pursuant to Article 11 and applicable Taiwan Laws respectively, offer such remaining new Shares, by a public announcement made in accordance with the Applicable Listing Rules and a written notice to each Shareholder, for subscription by each Shareholder in proportion to the number of Shares held by each of them respectively. The Company shall state in such written notice that if any Shareholder fails to confirm his subscription of his pro rata portion of such remaining new Shares within the prescribed period, his right shall be forfeited. Where the number of Shares held by a Shareholder is insufficient for such Shareholder to subscribe for one new Share, the Shares being held by several Shareholders may be combined for joint subscription of one or more integral new Shares or for subscription of new Shares in the name of a single Shareholder. New Shares left unsubscribed by the Shareholders may be open for public issuance or for subscription by specific Person or Persons through negotiation. Each Shareholder may subscribe for such new Shares himself, or designate one or more Persons to subscribe for such Shares.
10. The Shareholders' pre-emptive right prescribed under the preceding Article 9 shall not apply in the event that new Shares are issued due to the following reasons or for the following purposes:

- (a) in connection with a Merger with another company, or the Spin-off of the Company, or pursuant to any reorganization of the Company;
  - (b) in connection with meeting the Company's obligations under Share subscription warrants and/or options granted to the employees;
  - (c) in connection with meeting the Company's obligations under corporate bonds which are convertible bonds, bonds with warrants or bonds vested with rights to acquire Shares;
  - (d) in connection with meeting the Company's obligations under share subscription warrant or Special Shares vested with rights to acquire Shares;
  - (e) in connection with the Company's issuance of new Shares for subscription by the employees of the Company and/or its subsidiaries or controlled companies as employee compensation or under employee stock option or share ownership programs or under Article 31(A)(g); or
  - (f) any other exemptions provided under Taiwan Laws.
11. Where the Company increases its capital by issuing new Shares in Taiwan, the Company shall allocate 10% of the total number of the new Shares to be issued, for offering in Taiwan to the public unless it is not necessary or appropriate, in accordance with the Applicable Listing Rules, for the Company to conduct the aforementioned public offering; *provided, however*, that the Shareholders may by Ordinary Resolution resolve to allocate a higher percentage than 10% of the new Shares to be issued for offering in Taiwan to the public.
12. The Company may, upon resolution by a majority vote at a meeting of the Board attended by two-thirds or more of the Directors, adopt one or more employee incentive programs pursuant to which shares, options, warrants, or other similar instruments to acquire Shares may be granted to employees of the Company and/or any of its subsidiaries or controlled companies to subscribe for Shares to the extent as permitted by Taiwan Laws. The options, warrants, or other similar instruments to acquire Shares granted to any employee under any employee stock option plan shall be non-transferable, except to the heirs of the employees.
- 12.1 For so long as the Shares are listed on a Stock Market, matters relating to the Company's private placement of securities shall be governed by the Applicable Listing Rules.
- 12.2 The Company shall notify each subscriber the deadline to pay the consideration of such subscription. If the new Shares are issued at a premium (higher than the par value), the share premiums shall be paid together with par value of the shares simultaneously. In the event that the subscriber fails to pay the full consideration of the new Shares before such deadline, the Company shall notify such subscriber to pay the consideration within a cure period no less than one month and that any failure to pay the consideration in full within the given cure period will result in such subscriber's right to subscribe the New Shares been forfeited. The subscribers who fail to pay according to the Company's notice shall be deemed to have forfeited their rights, and the New Shares subscribed by them could be offered and sold to others by the Company. Under the aforesaid circumstances, the Company is still entitled to claim against such defaulting subscribers for the compensation for loss or damage, if any.

#### **MODIFICATION OF RIGHTS**

13. If different Classes of Shares are issued, any modification or alteration to the terms and conditions of Shares in any Class that is prejudicial to the holders of that Class shall be approved by
- (a) the Shareholders of the Company at a general meeting by Supermajority Resolution Type A or alternatively, if the quorum criteria of Supermajority Resolution Type A cannot be met at the general meeting, then by a Supermajority Resolution Type B at the general meeting.
  - and
  - (b) the holders of that Class by a Supermajority Resolution Type A passed at a separate meeting of holders of that Class, or alternatively, if the quorum

criteria of Supermajority Resolution Type A cannot be met at such separate meeting of the Class, a Supermajority Resolution Type B passed at such separate meeting of the Class.

To every such meeting all the provisions of these Articles relating to general meetings of the Company or to the proceedings thereof shall apply, *mutatis mutandis*, except that the necessary quorum shall be as set out herein.

14. 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 materially adversely varied or abrogated by, *inter alia*, the creation, allotment or issue of any further Shares ranking *pari passu* with or subsequent to them, or the redemption or purchase of Shares of any Class by the Company.

#### **REGISTERS**

15. The Board shall cause to be kept the Register and there shall be entered therein the particulars required under the Law.
16. Subject to the provisions of the Law, if the Board considers it necessary or appropriate during the Relevant Period, the Company shall keep its Register of Shareholders in the Republic of China.

#### **CERTIFICATE**

17. Unless provided otherwise in the Law or the Taiwan Laws, the Shares issued by the Company may be in scripless form and be delivered by way of book-entry system. For so long as the Shares are listed on the Stock Market, the Shares issued by the Company in scripless form shall be delivered by way of book-entry system to the Shareholders within thirty (30) days from the date such Shares may be issued pursuant to the Law and/or to the Taiwan Laws. The Company shall make a public announcement in accordance with Applicable Listing Rules prior to the delivery of such Shares.

#### **TRANSFER AND TRANSMISSION OF SHARES**

18. Subject to the Law and the Taiwan Laws, Shares issued by the Company shall be freely transferable, *provided that* any Shares reserved for issuance to the employees of the Company and/or its subsidiaries or controlled companies may be subject to transfer restrictions for a period of not more than two years, or such other period as the Directors may determine in their discretion.
19. The instrument of transfer of any Share shall be in writing in any usual or common form or such other form as the Directors may, in their absolute discretion, approve and be executed by or on behalf of the transferor and transferee. The transferor shall be deemed to remain a Shareholder until the name of the transferee is entered in the Register in respect of the relevant Shares.
20. The Board may decline to register any transfer of any Share unless the instrument of transfer is lodged with the Company, accompanied by the certificate (if any) for the Shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.
- 20.1 The Directors may determine, at their absolute discretion, that Article 19 and Article 20 shall cease to be applicable once the Shares are listed on a Stock Market and will be transferable through the book-entry form or any other manners as applicable under the Applicable Listing Rules.
21. The registration of transfers may be suspended when the Register is closed in accordance with Article 37
22. All instruments of transfer that are registered shall be retained by the Company, but any instrument of transfer that the Directors decline to register shall (except in any case of suspected or actual fraud) be returned to the Person depositing the same.
23. Notwithstanding anything contained in these Articles, the Company shall as soon as practicable and on a regular basis record in the Register and shall at all

- times maintain the Register in all respects in accordance with the Law.
24. In the case of the death of a Shareholder, the heirs, and the legal personal representative of a deceased where he was a sole or only surviving holder of a Share, shall be the only Persons recognised by the Company as having any title to the Share. In case of a Share registered in the names of two or more holders, the survivors or survivor, or the legal personal representatives of the deceased survivor where he was a sole or only surviving holder of a Share, shall be the only Persons recognised by the Company as having any title to the Share.
25. Any Person becoming entitled to a Share in consequence of the death or bankruptcy or winding-up of a Shareholder shall upon such evidence being produced as may from time to time be properly required by the Board, and subject as hereinafter provided, have the right either to be registered as a Shareholder in respect of the Share or, instead of being registered himself, to make such transfer of the Share as the deceased or bankrupt Person could have made; but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by the deceased or bankrupt Person before the death or bankruptcy.
26. A Person becoming entitled to a Share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not, before being registered as a Shareholder in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

27. (Reserved Intentionally)

28. (Reserved Intentionally)

#### **ALTERATION OF SHARE CAPITAL**

29. The Company may from time to time by Ordinary Resolution:
- (a) increase the authorized share capital by such sum, to be divided into new Shares of such Classes of such par value, as the resolution shall prescribe;
  - (b) consolidate and divide all or any of its share capital into Shares of a larger par value than its existing Shares;
  - (c) subdivide its existing Shares, or any of them, into Shares of a smaller par value than is fixed by the Memorandum of Association; and
  - (d) cancel any Shares that, 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.
30. (A) The Company may by Special Resolution:
- (a) change its name;
  - (b) subject to the Law, reduce its share capital and any capital redemption reserve in any manner authorised by Law provided that such reduction is in proportion to the shareholding of the Shareholders;
  - (c) subject to the Law, be voluntarily wound up; and
- (B) The Company may, by a Special Resolution effect a Merger of the Company in accordance with the Law.
31. (A) The following matters shall require the approval of the Shareholders by a Supermajority Resolution Type A:
- (a) approve its entry into, the amendment or termination of any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;
  - (b) approve the transfer the whole or any material part of its business or assets;
  - (c) approve the takeover of another's whole business or assets, which will have a material effect on the business operation of the Company;
  - (d) distribute part or all of its dividends or bonus by way of issuance of new Shares;



- (e) effect any Spin-off in accordance with the Taiwan Laws;
  - (f) approve the cessation of the Company as a public company in Taiwan and the cessation of the listing of its Shares on a Stock Market;
  - (g) approve the offer or issue of Shares with the rights subject to certain restrictions set by the Company in accordance with the Taiwan Laws to the employees of the Company and/or its subsidiaries or controlled companies; and the issuance size, price, terms, conditions and other relevant matters related thereto shall comply with applicable Taiwan Laws ; and
  - (h) effect any Share Swap in accordance with the Taiwan Laws.
- (B) Alternatively, if the total number of Shares represented by the Shareholders present at a general meeting to consider the matters specified in the preceding paragraph (A) is not sufficient to meet the quorum criteria for a Supermajority Resolution Type A, the Company may effect the above matters by a Supermajority Resolution Type B.
- (C) For the matters which are required to be approved by Supermajority Resolution Type A / Supermajority Resolution Type B under these Articles, the Company shall not approve such matters by way of Special Resolution or Ordinary Resolution.
- (D) Subject to the Law and the Taiwan Laws, without a supermajority resolution passed by the Shareholders holding two-thirds or more of the total issued and outstanding Shares at a general meeting attended in person or by proxy by Members who represent two-thirds or more of the total issued and outstanding Shares, the Company shall not effect any Merger where the Company is dissolved, general transfer of all assets and liabilities of the Company, Share Swap or Spin-off whereby (a) such transaction will cause the Shares to be delisted under the Applicable Listing Rules and Taiwan Laws, and (b) the surviving, transferee, existing or newly incorporated company, as applicable, participating in such transaction is not a TPEX (or TWSE, as applicable) listed company.
32. In the event a resolution with respect to any of the matters listed in Article 30(B) and paragraphs (a), (b), (c) or (e) of the preceding Article 31(A) is passed by the Shareholders at a general meeting in accordance with the provisions of these Articles, any Shareholder who has notified the Company in writing of his objection to such resolution prior to such meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair price; provided, however, that no Shareholder shall have the abovementioned appraisal right if the Shareholders resolves to liquidate or dissolve the Company immediately after the completion of transfer of business or assets under the paragraph (b) of Article 31(A). In the event of a Spin-Off of any part of the Company's business, a Merger with any other company, an Acquisition, or Share Swap, a Shareholder, who has forfeited his right to vote on such matter and expressed his dissent therefore, in writing or verbally (with a record) before or during the general meeting, may request the Company to buy back all of his Shares at the then prevailing fair price.
- 32.1 The request prescribed in the preceding Article 32 shall be delivered to the Company in writing, stating therein the types and numbers of Shares to be repurchased and the requested purchase price, within twenty days commencing from the date on which the resolution was adopted. In the event the Company has reached an agreement in regard to the purchase price with the dissenting Shareholder in regard to his Shares, the Company shall pay such price within ninety days commencing from the date of the resolution. In the event that the Company fails to reach such agreement with the dissenting Shareholder, the Company shall pay the fair price determined by the Company to such Shareholder within a ninety-day period commencing from the date of the resolution, and the Company will be deemed to have agreed to the purchase price requested by the

Shareholder if the Company fails to pay within such ninety days. With respect to the request made by the dissenting Shareholders pursuant to this Article 32.1, in the event the Company fails to reach an agreement with the dissenting Shareholder on the fair price of his Shares within a sixty-day period commencing from the date of the resolution, the Company shall, within thirty days after such sixty-day period, file a petition against all such dissenting Shareholders with the Taipei District Court of Taiwan as the competent court for a ruling on the fair price of his Shares, and such ruling by such Taiwan court shall be binding and conclusive as between the Company and dissenting Shareholder solely with respect to the appraisal price. Notwithstanding the above provisions under this Article 32.1, nothing under this Article shall restrict or prohibit a Member from exercising his right under section 238 of the Law to payment of the fair value of his shares upon dissenting from a merger or consolidation.

#### **REDEMPTION AND PURCHASE OF SHARES**

33. Subject to the Law, the Taiwan Laws and these Articles, the Company may issue Shares (including Special Shares) on terms that they are to be redeemed or are liable to be redeemed upon the happening of a specified event or upon a given date and either at the option of the Company or the Shareholder on such terms and in such manner as the Company may by Special Resolution determine; *provided that* payment in respect of the redemption of its own Shares shall be made in a manner and from the funds authorised by the Board and in accordance with the Law and Taiwan Laws.
34. Subject to the Law, the Taiwan Laws and these Articles, and upon the approval of a majority of the Directors present at a Board meeting attended by two-thirds or more of Directors, the Company may purchase its own Shares. Shares that the Company repurchases, redeems or acquires (by way of surrender or otherwise) shall be cancelled immediately or held as treasury shares (“**Treasury Shares**”) at the discretion of the Directors. The above resolution of the Board and the implementation thereof (including the failure to repurchase, redeem or acquire the number of Shares resolved by the Board to be repurchased, redeemed or acquired) shall be reported to the Shareholders at the next general meeting of Shareholders.
- 34.1 No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be made to the Company in respect of a Treasury Share.
- 34.2 The Company shall be entered in the Register as the holder of the Treasury Shares, provided that:
- (a) the Company shall not be treated as a Shareholder for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;
  - (b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Law.
- 34.3 If the Company transfers the Treasury Shares to the employees of the Company and/or its subsidiaries or controlled companies, the Board may determine, in its discretion, the terms and conditions (including the transfer restrictions for a period of time not exceeding 2 years) of such transfer. A proposal to transfer any Treasury Shares to the employees of the Company and/or its subsidiaries or controlled companies at a price below the average actual repurchase price of such Shares shall be approved by the Shareholders in a general meeting in accordance with the Applicable Listing Rules and the items required by the Applicable Listing Rules shall be specified in the notice of the general meeting and may not be proposed as an ad hoc motion. The aggregate number of Treasury Shares resolved at the general meetings to be transferred to the employees of the Company and/or its subsidiaries or controlled companies shall not exceed 5% of the total issued and outstanding

- Shares, and each employee may not subscribe for Treasury Shares totalling more than 0.5% of the total issued and outstanding Shares in aggregate.
- 344 Subject to Article 34 and Article 34.3, Treasury Shares may be transferred or cancelled on such terms and conditions as determined by the Directors.
- 345 For so long as the Shares are listed on a Stock Market, matters relating to the Company's redemption or repurchase of Shares shall be subject to the Law and the Applicable Listing Rules.
35. Unless otherwise provided in these Articles, the redemption or purchase of any Share shall not be deemed to give rise to the redemption or purchase of any other Share.
36. Subject to the Law and the Taiwan Laws, the Directors may when making payments in respect of redemption or purchase of Shares, if authorised by the terms of issue of the Shares being redeemed or purchased or with the agreement of the holder of such Shares, make such payment either in cash or in specie.
- 36.1 Subject to the Law and Taiwan Laws, the Company may by Ordinary Resolution compulsorily redeem or purchase its own Shares by reducing and making payment out of its profits, share premium or share capital. Any such redemption or purchase and the payment out of share capital must be made to all Shareholders in proportion to the shareholding of the Shareholders. Any such payment or distribution may be made in cash or in kind which may include property. Before making any in-kind distribution, the Board shall receive a valuation report issued by a certified public accountant in Taiwan on the value of such in-kind distribution and the corresponding capital contribution, and the proposal to make in-kind distribution shall require the approval of the general meeting of the Shareholders by Ordinary Resolution and the consent from the Shareholders who receive such in-kind distribution.

#### **CLOSING REGISTER OR FIXING RECORD DATE**

37. For the purpose of determining those Shareholders that are entitled to receive notice of, attend or vote at any meeting of Shareholders or any adjournment thereof, or those Shareholders that are entitled to receive payment of any dividend, or in order to make a determination as to who is a Shareholder for any other purpose, the Directors may provide that the Register shall be closed for transfers for a stated period. For so long as the Shares are listed on a Stock Market, the Register shall be closed at least for a period of sixty (60) days, thirty (30) days and five (5) days immediately before the date of each annual general meeting, each extraordinary general meeting and the record date for a dividend distribution, respectively.
38. Apart from closing the Register, the Directors may fix in advance a record date for any such determination of those Shareholders that are entitled to receive notice of, attend or vote at a meeting of the Shareholders and for the purpose of determining those Shareholders that are entitled to receive payment of any dividend. In the event the Directors designate a record date in accordance with this Article 38 under Applicable Listing Rules, the Directors shall immediately make a public announcement on the website designated by the Commission and the Taipei Exchange or TWSE pursuant to the Applicable Listing Rules.

#### **GENERAL MEETINGS**

39. All general meetings other than annual general meetings shall be called extraordinary general meetings.
40. The Board may, whenever they think fit, convene a general meeting of the Company; provided that the Company shall in each year hold a general meeting as its annual general meeting within six months after close of each fiscal year and shall specify the meeting as such in the notices calling it.
41. At these meetings the report of the Directors (if any) shall be presented. For so long as the Shares are listed on a Stock Market, all general meetings shall be held in Taiwan. If any general meeting is to be held outside Taiwan, an application shall be filed with TWSE (or TPEX, as applicable) for approval within two days after the Board resolves to convene such meeting. Where a general meeting is to be held outside Taiwan, the Company shall engage a duly

- licensed stock service agent within R.O.C. to handle the administration of such general meeting (such as voting).
42. Any Shareholder or Shareholders entitled to attend general meetings of the Company holding in aggregate at least three percent (3%) of the paid up share capital of the Company for a period of one year or longer may, by depositing a requisition notice at the Registration Office or the Shareholders' Service Agent specifying the objects of the meeting, request the Board to convene an extraordinary general meeting. If the Board does not convene such meeting within 15 days after the date of the requisition notice, the Shareholders that submitted the requisition may convene the general meeting. For so long as the Shares are listed on a Stock Market, such general meetings shall be held in Taiwan.
- 42.1 Other than where the Board is unwilling or unable to convene a general meeting, that an Independent Director of the Audit Committee may convene a general meeting, an Independent Director of the Audit Committee may convene a general meeting for the interest of the Company if necessary.
- 42.2 Any one or more Shareholders holding in aggregate more than half of the total number of the issued Shares of the Company as at the period which the Register of Shareholders is closed for transfers of Shares, for at least three (3) consecutive months may convene an extraordinary general meeting.
- 42.3 The Board or any person who is entitled to convene a general meeting under these Articles may demand the Company or the Shareholders' Service Agent to provide the Register.

#### **NOTICE OF GENERAL MEETING**

43. At least thirty and fifteen days' notices in writing shall be given to such persons as are entitled to vote or may otherwise be entitled under these Articles of the Company to receive such notices from the Company for any annual and extraordinary general meetings, respectively. Such notice shall specify the place, the day and the time of meeting and, in the case of special business, the general nature of that business shall be given in manner hereinafter provided, or in such other manner (if any) as may be prescribed by the Company in general meetings. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given. The notice for a general meeting may be given by means of electronic communication if the Company obtains prior consent from the Shareholders or as permitted by the Law and Taiwan Laws.
44. (A) The following matters shall be specified in the notice of a general meeting with the description of their major content, and shall not be proposed as ad hoc motions. The major contents may be uploaded onto the website designated by the Commission or the Company, and such website shall be indicated in the notice of general meeting.
- (a) election or removal of Directors;
  - (b) amendments to the Memorandum of Association and/or these Articles;
  - (c) reduction of share capital;
  - (d) application for de-registration as a public company;
  - (e) winding-up, Merger, Share Swap, or Spin-off of the Company;
  - (f) entering into, amendment to, or termination of any contract for lease of the Company's business in whole, or for entrusting business, or for regular joint operation with others;
  - (g) the transfer of the whole or any material part of the Company's business or assets; and
  - (h) taking over another Person's whole business or assets, which will have a material effect on the business operation of the Company;
  - (i) carrying out private placement of the Company's securities;
  - (j) granting waiver to a Director for engaging in any business within the scope of business of the Company;
  - (k) distributing part or all of the Company's dividends or bonus by way

- of issuance of new Shares;
  - (l) capitalization of the Legal Reserve (as defined in Article 117) and the Capital Reserve (subject to Article 135) by issuing new Shares to the Shareholders in proportion to the number of Shares being held by each of them; and
  - (m) distributions out of the Legal Reserve and the Capital Reserve (Subject to Article 118) to the Shareholders in cash in proportion to the number of Shares being held by each of them;
  - (n) other matters as stipulated in Taiwan Laws.
- (B) However, a Shareholder may submit a proposal by *ad hoc* motions at a general meeting if such proposal is related to the matters specified in the notice for such general meeting. At least 30 days prior to an annual general meeting of Shareholders or 15 days prior to an extraordinary general meeting of Shareholders, or other deadline as stipulated in relevant Taiwan Laws from time to time, the Company shall publish, in accordance with the Applicable Listing Rules, the notice of the general meeting, proxy form, and the agenda (including each resolution proposed to be passed at such meeting, such as proposals of ratifications, deliberation, election or dismissal of Directors) and relevant materials relating to the agenda and other matters required by the Taiwan Laws. If the Shareholders are permitted to vote in writing, the above materials and the voting form shall also be delivered to the Shareholders.

45. For so long as the Shares are listed on a Stock Market, the Company shall prepare a manual for each general meeting and the relevant materials, which will be sent to or made available to all Shareholders and shall be published on the MOPS or other website designated by the Commission and the TPEX or TWSE at least 21 days prior to an annual general meeting or 15 days prior to an extraordinary general meeting, or other deadline as stipulated in Taiwan Laws from time to time pursuant to the Applicable Listing Rules and other applicable Taiwan Laws.

#### **PROCEEDINGS AT GENERAL MEETING**

46. No business shall be transacted at any general meeting unless a quorum of Shareholders is present at the time when the meeting proceeds to business. Save as otherwise provided by these Articles, at least two Shareholders holding more than an aggregate of one-half of all Shares in issue present in person or by proxy and entitled to vote shall be a quorum for all purposes. Provided however, in respect of Ordinary Resolutions, when the number of shares held by Shareholders present in Person or by proxy does not constitute the quorum set forth above, but those present represent an aggregate of one-third or more of all Shares in issue, a conditional resolution may be passed by a simple majority of those present and voting. A notice of such conditional resolution shall be given to each of the Shareholders and a general meeting shall be reconvened within one month. The quorum for such reconvened general meeting shall be at least two holders of Shares holding an aggregate of one-third or more of all Shares in issue. Such conditional resolution, if passed by a simple majority of those present and voting at the reconvened meeting, shall be deemed to be passed as an Ordinary Resolution.
47. Shareholder(s) holding one percent or more of the total number of outstanding Shares at the time when the Register is closed for transfer prior to the date of the annual general meeting may propose in writing or by electronic transmission to the Company a proposal for discussion at an annual general meeting, provided that each qualified Shareholder is allowed to submit one proposal. Proposals shall not be included in the agenda of the annual general meeting if (a) the proposing Shareholder is not qualified, (b) has submitted a proposal containing more than 300 words, or more than one proposal, (c) the matter proposed may not be resolved by a general meeting under the Law or the Taiwan Laws, or (d) such proposal is submitted in a day beyond the deadline announced by the Company for accepting the Shareholders' proposal; provided however, if any of proposal from such Shareholder(s) is to urge the Company to

promote public interests or fulfill its social responsibilities, the Board may accept such proposal to be discussed at a general meeting. The submission and handling of Shareholder proposals as provided herein shall be subject to the Law and the Taiwan Laws and in accordance with the rules and procedures of Shareholders' meeting of the Company from time to time.

48. The Chairman of the Board shall preside as chairman at every general meeting of Shareholders convened by the Board. In case the Chairman is on leave or absent or cannot exercise his power and authority for any reason, the Chairman shall designate one of the directors to act as his deputy. In the absence of such designation, the Directors shall elect one of their number to preside such meeting as the chairman. For a general meeting convened by any other Person having the right to convene such meeting under the Law or the Taiwan Laws, such Person or other person which is entitled to act as the chairman under the Law or the Taiwan Laws shall preside as the chairman of that meeting.
49. The chairman may with the consent of the general meeting by Ordinary Resolution (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting, or adjourned meeting, is adjourned for more than five (5) days, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
50. At any general meeting a proposal put to the vote of the meeting shall be decided on a poll, and the number or proportion of the votes in favour of, or against, that proposal shall be recorded in the minutes of the meeting.
51. Unless otherwise expressly required by the Law or these Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Shareholders at any general meeting may be passed by an Ordinary Resolution.
52. In the case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.
53. (Reserved Intentionally)

#### **VOTES OF SHAREHOLDERS**

54. Subject to any rights and restrictions for the time being attached to any Share, every Shareholder who is present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) and every Person representing a Shareholder by proxy shall have one vote for each Share of which he or the Person represented by proxy is the holder which is fully paid or credited as fully paid.
- 54.1 Subject to the Law and the Taiwan Laws, should a Shareholder hold Shares on behalf of other person(s), such Shareholder may exercise the voting power of such Shares separately.  
The qualifications, scope, methods of exercise, operating procedures and other matters for compliance with respect to separation of exercising voting power in the preceding paragraph shall be subject to the Taiwan Laws.
55. Where the Company has knowledge that any Shareholder is, under the Taiwan Laws, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.
56. (A) No vote may be exercised with respect to any of the following Shares:
  - (a) Shares held by the Company itself;
  - (b) Shares held by any subsidiary of the Company, where the Company holds more than one half of the total voting shares of such subsidiary; or
  - (c) Shares held by another company, where the Company and its subsidiaries hold directly or indirectly more than one half of the

total voting shares of such a company.

(B) The Shares held by any Shareholder having no voting right by virtue of the preceding paragraph (A) shall not be counted in the total number of issued and outstanding Shares for the purpose of a resolution put to a vote at a general meeting.

- 56.1 In case a Director has created security over any Shares held by him, he shall notify the Company of such security. If at any time the Company has been notified of a security created by a Director in respect of his Shares and such security is in respect of more than one half of the Shares held by it/him/her at the time when it/he/she is elected, the Shares over which such security has been created in excess of one-half of the Shares held by such Director at the time of election shall not carry voting rights and shall not be counted in the number of votes of the Shareholders present in a general meeting.
57. In the case of joint holders, the joint holders shall select among them a representative for the exercise of their Shareholder's rights and the vote of their representative who tenders a vote whether in Person or by proxy shall be accepted to the exclusion of the votes of the other joint holders.
58. A Shareholder of unsound mind, or having been declared to lack capacity by order of any court having jurisdiction, may vote by his committee, or other Person in the nature of a committee appointed by that court, and any such committee or other Person, may vote by proxy.
59. A Shareholder may appoint only one proxy to attend a general meeting on his behalf by executing a power of attorney prepared by the Company stating therein the scope of power authorized to the proxy and deliver such duly executed and completed power of attorney to the Company no later than five (5) days prior to the scheduled date of the general meeting. In case the Company receives two or more powers of attorney from one Shareholder, the first one received by the Company shall prevail, unless the subsequent one contains an explicit statement to revoke the previous power of attorney.
60. In addition to the restrictions contained in these Articles, other requirements and restrictions for use or cancellation of proxies, solicitation of proxies and relevant proceedings shall be subject to the relevant Taiwan Laws, including but not limited to the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.
61. The instrument appointing a proxy shall be in the form approved by the Board and be expressed to be for a particular meeting only and shall contain the information as required under Taiwan Laws.
62. (Reserved Intentionally)
63. Except where a Shareholder is appointing the chairman of a general meeting as his proxy through written instruction or electronic transmission pursuant to Article 67, for trust enterprises duly licensed under Taiwan Laws or Shareholders' Service Agencies approved by Taiwan competent authorities or other entities prescribed under Applicable Listing Rules, when a Person who acts as the proxy for two or more Shareholders, the number of votes represented by him shall not exceed three percent (3%), or such other percentage as stipulated and amended in relevant Taiwan Laws from time to time, of the total number of votes of the Company and the portion of excessive votes represented by such proxy shall not be counted in accordance with the Applicable Listing Rules.
64. A Shareholder cannot exercise his own vote or by proxy on behalf of another Shareholder in respect of any matter or proposed matter or arrangement if he is interested therein and may cause damage to the Company's interests. Such Shares shall not be counted in determining the number of votes of the Shareholders present at the said meeting. If any question shall arise at any meeting as to the interest of a Shareholder and whether it will damage the Company's interests and such question is not resolved by the Shareholder voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be determined by the chairman of the meeting (or, where

- the question relates to the interest of the chairman, to the directors present at the meeting)
65. Where the Company has only one Shareholder, a resolution in writing signed by such Shareholder in accordance with these Articles shall be as valid and effective as if the same had been passed at a general meeting of the Company duly called and constituted.
  66. To the extent permitted by the Law, a Shareholder may exercise his votes by way of electronic transmission. The Company shall facilitate and allow Shareholders to exercise the votes in writing or by way of electronic transmission if the general meeting is held outside of Taiwan. The Company shall specify the method of such exercising of votes in the meeting notice, subject to the Law and the Taiwan Laws.
  67. For the avoidance of doubt, a Shareholder who exercises his votes in writing or by way of electronic transmission in accordance with the Taiwan Laws and these Articles shall be counted towards the quorum, and shall be deemed to have appointed the chairman of the general meeting as his proxy for the purposes of these Articles and the Law to exercise his voting right at such general meeting in accordance with the instructions stipulated in the written instructions or electronic transmission; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Listing Rules. The chairman, acting as proxy of a Shareholder, shall not exercise the voting right of such Shareholder in any way not stipulated in the written or electronic document, nor exercise any voting right in respect of any resolution revised at the meeting or any impromptu proposal at the meeting. A Shareholder voting in such manner shall be deemed to have waived his votes in respect of any *ad hoc* motions and amendments to the contents of the original proposals at such general meeting, subject to the Law and the Taiwan Laws.
  68. A Shareholder shall deliver his declaration in relation to the votes in writing or by way of electronic transmission to the Company no later than the second (2<sup>nd</sup>) day prior to the scheduled date of the general meeting, or such other deadline as stipulated or amended in Taiwan Laws from time to time; if two or more declarations are delivered to the Company, the first declaration shall prevail, unless the subsequent declaration contains an explicit statement to revoke the previous declaration, subject to the Law and the Taiwan Laws.
  69. In case a Shareholder who has exercised his votes in writing or by way of electronic transmission intends to attend the general meeting in person, he shall, at least two (2) days prior to the scheduled meeting date of the general meeting or other deadline as stipulated and amended in relevant Taiwan Laws from time to time, deliver to the Company a separate declaration of intention in the same manner as such Shareholder exercises his votes to revoke his previous declaration of intention, subject to the Law and the Taiwan Laws. In the absence of a timely revocation of the previous declaration of intention, the votes exercised in writing or by way of electronic transmission shall prevail, subject to the Law and the Taiwan Laws.
  - 69.1 In case a Shareholder, who has exercised his votes in writing or by way of electronic transmission, also executes and delivers to the Company an instrument appointing a proxy to attend a general meeting, the vote exercised by the proxy shall prevail.
  70. In case the procedure for convening a general meeting of Shareholders or the method of adopting resolutions is in violation of the Law, Taiwan Laws or these Articles, a Shareholder may, within thirty (30) days from the date of the resolution, submit a petition to the Taipei District Court of Taiwan or a competent court in Cayman Islands for an appropriate remedy, including but not limited to requesting the court to invalidate and cancel the resolution adopted therein.

#### **CORPORATIONS ACTING BY REPRESENTATIVES AT MEETING**



71. Any corporation which is a Shareholder of the Company may by resolution of its directors or other governing body authorise such Person as it thinks fit to act as its representative at any meeting of the Company or of any Class of Shareholders of the Company, and the Person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder of the Company.

#### **DIRECTORS**

72. The Company shall have 7 to 9 Directors, including at least three Independent Directors, in number. Independent Directors shall occupy no less than 1/5 of total director seats. For so long as the Shares are listed on a Stock Market, before the election of Directors (including Independent Directors) at a general meeting, Director candidates shall be nominated for election at a general meeting in accordance with the Directors candidate nomination system stipulated in the Taiwan Laws. The Shareholders shall elect (a) the Independent Directors from among the nominees listed in the roster of nominated Independent Director candidates, and (b) the non-Independent Directors from among the nominees listed in the roster of nominated non-Independent Director candidates. The election of Independent Directors and non-Independent Directors shall be held at the same general meeting, but the votes for the election of the Independent Directors shall be calculated separately from the votes for the election of the non-Independent Directors in accordance with Article 73. Matters related to the candidate nomination, including (without limitation) nomination procedures and announcement of the director candidates, shall be done in accordance with the Law and Taiwan Laws.
73. The general meeting of the Shareholders may appoint any natural person or corporation to be a Director. At a general meeting considering the election of Directors, each Share shall have the same number of votes as the number of Directors to be elected, and the total number of votes per Share may be consolidated for election of one candidate or may be split for election of two or more candidates. The candidates, in number equal to the number of Directors to be elected, with the highest number of votes shall be elected as Directors. The director elected with the most votes shall call the first Board meeting after the election.
74. Subject to these Articles, the term for which a Director will hold office shall be three years; thereafter he may be eligible for re-election. In case no election of new Directors is effected after expiration of the term of office of the existing Directors, the term of office of such Directors shall be extended until the time new Directors are elected and assume their office subject to these Articles and internal rules of the Company from time to time.
75. (A) A Director may be removed at any time by a Supermajority Resolution Type A passed at a general meeting. Alternatively, if the total number of Shares represented by the Shareholders present at such general meeting is not sufficient to meet the quorum criteria for a Supermajority Resolution Type A, the Company may remove a Director by a Supermajority Resolution Type B.
- (B) The Company may replace all Directors before expiry of their current term of office, and the existing Directors shall be deemed to have retired from their present term of office prior to the expiry thereof, unless the resolution of the general meeting expressly stipulates the existing Directors will remain in the office until the expiry of their present term of office. The replacement of all Directors shall be made at a general meeting attended by the Shareholders who represent at least a majority of all issued and outstanding Shares entitled to vote.
- (C) In the event a Director has, in the course of performing his/her duties as a Director, committed any act resulting in material damages to the Company or in material violation of these Articles, the Laws or the Applicable Listing Rules, but is not removed by a resolution of the

general meeting pursuant to Article 75(A), Shareholder(s) holding 3% or more of the issued and outstanding Shares of the Company may, subject to the laws of the Cayman Islands and Taiwan Laws, within 30 days after that general meeting, seek to remove such Director by filing a lawsuit in Taipei District Court of Taiwan or other competent court, and such Director shall be deemed removed upon the Company's receipt of a final and non-appealable judgment for removal of such Director.

- (D) Shareholder(s) continuously holding 1% or more of the issued and outstanding Shares of the Company for six months or more may, subject to the laws of the Cayman Islands, request an Independent Director of the Audit Committee to file a lawsuit for the Company against the Director(s) in Taipei District Court of Taiwan. If the Independent Director fails to file a lawsuit within 30 days after receiving such request, such qualified Shareholder(s) may file a lawsuit for the Company against the Director(s) in Taipei District Court of Taiwan; and under such circumstances, the Company may request the suing Shareholder(s) to post an appropriate bond as security for the lawsuit proceeding under the Taiwan Laws. In case the suing Shareholder(s) lose in that lawsuit and thus cause any damage to the Company, the suing Shareholder(s) shall be liable for indemnifying the Company for such damage.
76. The Board shall have a Chairman (the “**Chairman**”) elected and appointed by a majority of the Directors present at the Board meeting the quorum of which shall be two-thirds of all of the Directors then in office. The period for which the Chairman will hold office will also be determined by a majority of the Directors present at the Board meeting with a quorum of at least two-thirds of all of the Directors then in office. The Chairman shall preside as chairman at every meeting of the Board. To the extent the Chairman is not present at a meeting of the Board within fifteen minutes after the time appointed for holding the same, the attending Directors may choose one of their number to be the chairman of the meeting.
77. The Board may, from time to time, and except as required by the applicable Laws and Taiwan Laws, adopt, institute, amend, modify or revoke the corporate governance policies or initiatives, which shall be intended to set forth the policies of the Company and the Board on various corporate governance related matters as the Board shall determine by resolution from time to time.
78. A Director shall not be required to hold any Shares in the Company by way of qualification.
- 78.1 For so long as the Shares are listed on a Stock Market, the professional qualifications, composition, election, removal, exercise of authority, and all other matters relating to the Board or Directors, including those provided in the Articles, shall be subject to the Law and the Applicable Listing Rules.
- DIRECTORS’ AND OFFICERS’ FEES AND EXPENSES**
79. The remuneration of Directors and/or officers of the Company shall be proposed by the Remuneration Committee and submitted to the Board for determination taking into account the extent of the involvement of the business operation and the contribution of each Director and officer of the Company, the average remuneration level of the industry and such other factors as the Remuneration Committee and the Board consider relevant and appropriate.
80. The Board is authorized to purchase director and officer liability insurance for each Director and officer of the Company and/or its subsidiaries or controlled companies throughout his term of office where the Board deems advisable.
81. (Reserved Intentionally)

**INDEPENDENT DIRECTORS, THE AUDIT COMMITTEE, AND THE REMUNERATION COMMITTEE**

82. For so long as the Shares are listed on a Stock Market, the Company shall have

such number of Independent Directors as required by and in accordance with the Applicable Listing Rules (the "**Required Number**"). At least one Independent Director shall have domicile in Taiwan. In the event that the number of the Independent Directors appointed is lower than the Required Number, a by-election for Independent Director(s) shall be held at the next following general meeting. In the event that the seats of all Independent Directors become vacant, the Company shall convene an extraordinary general meeting to hold a by-election within 60 days from the date on which the situation arose. The term of each new Independent Director shall be the remainder of the term of each respective Independent Director whose seat has become vacant.

83. Independent Directors shall possess professional knowledge and maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the Company. The professional qualifications, restrictions on concurrent positions held, as well as assessment of independence of Independent Directors shall be governed by the Applicable Listing Rules.

84. For so long as the Shares are listed on a Stock Market, the Company may establish an Audit Committee as required by and in accordance with the Applicable Listing Rules. The Board is authorized to stipulate and amend from time to time the operational articles and bylaws of the Audit Committee in accordance with the Applicable Listing Rules.

The Audit Committee shall comprise all the Independent Directors. It shall not be fewer than three Persons in number, one of whom shall be the convenor, and at least one of whom shall have accounting or financial expertise.

A resolution of the Audit Committee shall be approved by one-half or more of all Audit Committee Members.

85. The following matters shall be subject to the approval of one-half or more of all Audit Committee Members and be submitted to the Directors for a resolution:

- (a) adoption or amendment of an internal control system;
- (b) assessment of the effectiveness of the internal control system;
- (c) adoption of or amendment to handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, monetary loans to others, or endorsements or guarantees for others;
- (d) a matter bearing on the personal interest of a Director;
- (e) a transaction related to material asset or derivatives;
- (f) a material monetary loan, endorsement, or provision of guarantee;
- (g) the offering, issuance, or private placement of any equity-type securities;
- (h) the engagement or dismissal of an attesting chartered public accountant, or the compensation given thereto;
- (i) the appointment or discharge of a financial, accounting, or internal auditing officer; and
- (j) annual and semi-annual financial reports;

With the exception of subparagraph (j), any matter under a subparagraph of the preceding paragraph of this Article 85 that has not been approved with the approval of one-half or more of all Audit Committee Members may be undertaken upon the approval of two-thirds or more of all Directors, and the resolution of the Audit Committee shall be recorded in the minutes of the meeting of Directors.

85.1 Before the Company convenes a Board meeting to approve any Merger, Acquisition, or Spin-off, the Audit Committee shall convene a meeting to review the plan and the fairness and reasonability of such transaction, and adopt a resolution on such proposed plan and transaction as the conclusion of such review, the audit committee shall report their resolution to the Board meeting and the meeting of the Shareholders (to the extent that such transaction requires the approval of the meeting of the Shareholder under the Law or these Articles). During the audit committee's review, the Audit Committee shall seek a fairness opinion from the independent expert advisor with respect to the share exchange ratio, or the amount of cash or other assets to be

distributed to the Shareholders. The resolution made as the conclusion of the Audit Committee's review, and such independent expert advisor's opinion shall be given to the Shareholders along with the notice of meeting of the Shareholders (to the extent that such transaction requires the approval of the meeting of the Shareholders under the Law or these Articles). If the approval of the meeting of the Shareholders under the Law or these Articles is not required, the Company shall report such transaction in the next meeting of the Shareholders. In the event that the Company has disclosed the same contents on the website designated by the FSC, and make above documents available at the place of the meeting of the Shareholders for review, the documents shall be deemed having been given to the Shareholders.

- 852 For so long as the Shares are listed on a Stock Market, the Company may establish a Remuneration Committee as required by and in accordance with the Applicable Listing Rules. The Board is authorized to stipulate and amend from time to time the operational articles and bylaws of the Remuneration Committee in accordance with the Applicable Listing Rules. The number of Remuneration Committee Members, elections method of Remuneration Committee Members, their professional qualifications, as well as assessment of negative qualifications thereof and relevant matters shall be governed by the Applicable Listing Rules. The remuneration referred to herein shall include salary, stock options, and any other payment or benefits having the nature of incentive compensation as stipulated in relevant Taiwan Laws from time to time for Directors and managers of the Company.
- 853 The Remuneration Committee shall, subject to the Applicable Listing Rules, perform the following duties with the care as a good administrator and submit proposals to the Board for discussion and determination:
- (a) establish policies, systems, standards and structure of the performance evaluation and remuneration of the Directors and officers of the Company, and to review the above periodically;
  - (b) periodically evaluate and propose the remunerations of the Directors and officers of the Company; and
  - (c) other matters as required by Applicable Listing Rules.
- 854 For so long as the Shares are listed on a Stock Market, the Company may establish other committees as required by and in accordance with the Applicable Listing Rules. The Board is authorized to stipulate and amend from time to time the operational articles and bylaws of such committees in accordance with the Applicable Listing Rules.
- 855 For so long as the Shares are listed on a Stock Market, the professional qualifications, composition, election, removal, exercise of authority, and all other matters relating to Independent Directors, the Audit Committee and Audit Committee Members, and the Remuneration Committee and Remuneration Committee Members, including those provided in the Articles, shall be subject to the Law and the Applicable Listing Rules.

#### **ALTERNATE DIRECTOR OR PROXY**

86. Any Director may in writing appoint another person to be his alternate and, save to the extent provided otherwise in the form of appointment, such alternate shall have authority to act in such Director's place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to attend and vote at meetings of the Directors as a Director when the Director appointing him is not personally present and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Such alternate shall not be an officer of the Company and shall be deemed to be the agent of the Director appointing him. The remuneration of such alternate shall be payable out of the remuneration of the Director appointing him and the proportion thereof shall be agreed between them.
87. Any Director may appoint another Director to be the proxy of that Director to attend and vote on his behalf, in accordance with instructions given by that Director at a meeting or meetings of the Directors which that Director is unable

to attend personally. The instrument appointing the proxy shall be in writing under the hand of the appointing Director and shall be in any usual or common form or such other form as the Directors may approve, and must be lodged with the chairman of the meeting of the Directors at which such proxy is to be used, or first used, prior to the commencement of the meeting.

#### **POWERS AND DUTIES OF DIRECTORS**

88. Subject to the Law, these Articles, Taiwan Laws and to any resolutions passed in a general meeting, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in setting up and registering the Company and may exercise all powers of the Company. No resolution passed by the Company in a general meeting shall invalidate any prior act of the Directors that would have been valid if that resolution had not been passed.
- 88.1 In the course of conducting its business, the Company shall comply with the Applicable Listing Rules and business ethics and may take corporate actions to promote public interests in order to fulfill its social responsibilities.
89. The Directors may from time to time appoint any Person, whether or not a Director to hold such office in the Company as the Directors may think necessary for the administration of the Company, including but not limited to, the office of the chief executive officer, president, one or more vice-presidents, chief financial officer or controller, treasurer, assistant treasurer, or manager, and for such term and at such remuneration (whether by way of salary or commission or participation in profits or partly in one way and partly in another), and with such powers and duties as the Directors may think fit. Any Person so appointed by the Directors may be removed by the Directors.
90. The Directors may appoint a Secretary (and if needed, an assistant Secretary or assistant Secretaries) who shall hold office for such term, at such remuneration and upon such conditions and with such powers as they think fit. Any Secretary or assistant Secretary so appointed by the Directors may be removed by the Directors.
91. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
92. The Directors may from time to time and at any time by power of attorney (whether under Seal or under hand) or otherwise appoint any company, firm or Person or body of Persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney or other appointment may contain such provisions for the protection and convenience of Persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him.
93. The Directors may from time to time provide for the management of the affairs of the Company in such manner as they shall think fit and the provisions contained in the three next following Articles shall not limit the general powers conferred by this Article.
94. The Directors from time to time and at any time may establish any committees, local boards or agencies for managing any of the affairs of the Company and may appoint any Persons to be members of such committees or local boards and may appoint any managers or agents of the Company and may fix the remuneration of any such Persons.
95. The Directors from time to time and at any time may delegate to any such committee, local board, manager or agent any of the powers, authorities and discretions for the time being vested in the Directors and may authorise the members for the time being of any such local board, or any of them to fill any vacancies therein and to act notwithstanding vacancies and any such

appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit and the Directors may at any time remove any Person so appointed and may annul or vary any such delegation, but no Person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

96. Any such delegates as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.

#### **BORROWING POWERS OF DIRECTORS**

97. Subject to these Articles, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.

- 97.1 (A) Without prejudice to the duties owed by a Director or an officer (being a manager or secretary of the Company who are authorized to act on its behalf in a senior management capacity) to the Company under common law of the Cayman Islands and subject to the Law and Taiwan Laws, a Director and officer shall assume fiduciary duties towards the Company and, without limitation, shall exercise due care and skill in conducting the business operations of the Company.
- (B) Should any such Director or officer violate any such duty or applicable laws, without prejudice to the rights and remedies available under applicable laws, the Company may (i) take actions against such Director or officer for indemnification of the damages caused to the Company, and (ii) require such Director or officer to bear joint and several liability for indemnification of the damages payable by the Company to other Person(s), and (iii) the Company may, by an Ordinary Resolution, take any action permitted by applicable laws and laws of the Cayman Islands to account for any profits and benefits and request payment to the Company such profits or benefits gained in respect of the breach of their fiduciary duties or violation of the applicable laws.

#### **THE SEAL**

98. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of the Seal and if given after may be in general form confirming a number of affixings of the Seal. The Seal shall be affixed in the presence of a Director or a Secretary or in the presence of any one or more Persons as the Directors may appoint for the purpose and every Person as aforesaid shall sign every instrument to which the Seal is so affixed in their presence.
99. The Company may maintain a facsimile of the Seal in such countries or places as the Directors may appoint and such facsimile Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of such facsimile Seal and if given after may be in general form confirming a number of affixings of such facsimile Seal. The facsimile Seal shall be affixed in the presence of such Person or Persons as the Directors shall for this purpose appoint and such Person or Persons as aforesaid shall sign every instrument to which the facsimile Seal is so affixed in their presence and such affixing of the facsimile Seal and signing as aforesaid shall have the same meaning and effect as if the Seal had been affixed in the presence of and the instrument signed by a Director or a Secretary or in the presence of any one or more Persons as the Directors may appoint for the purpose.
100. Notwithstanding the foregoing, a Secretary shall have the authority to affix the Seal, or the facsimile Seal, to any instrument for the purposes of attesting authenticity of the matter contained therein but which does not create any obligation binding on the Company.

## **DISQUALIFICATION AND CHANGES OF DIRECTORS**

101. The office of Director shall be vacated, if such Director:
- (a) commits a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of Taiwan) and has been adjudicated guilty by a final judgment, and has not commenced to serve the term of the sentence yet, or has commenced to serve the term of sentence but not served the full term or less than five years have elapsed from the date of completion of the full sentence, expiry of probation period or date in which he has been pardoned;
  - (b) has been sentenced to imprisonment for a term of more than one year for the commission of fraud, breach of trust or misappropriation, and has not commenced to serve the term of the sentence yet, or has commenced to serve the term of sentence but not served the full term or less than two years have elapsed from the date of completion of the full sentence, expiry of probation period or date in which he has been pardoned;
  - (c) has been adjudicated guilty by a final judgment for committing the offense as specified in the Anti-corruption Act of R.O.C., misappropriating company or public funds during the time of his public service, and has not commenced to serve the term of the sentence yet, or has commenced to serve the term of sentence but not served the full term less than two years have elapsed from the date of completion of the full sentence, expiry of probation period or date in which he has been pardoned;
  - (d) becomes bankrupt under the laws of any country or makes any arrangement or composition with his creditors generally, or had liquidation proceeding commenced against him by a court;
  - (e) has been sanctioned for dishonouring checks or other credit instruments, and the term of such sanction has not expired yet;
  - (f) loses all or part of legal capacity as defined under the Taiwan Laws;
  - (g) dies or is found to be or becomes of unsound mind or a patient for any purpose of any statute or applicable law relating to mental health and the Directors resolve that his office be vacated;
  - (h) ceases to be a Director by virtue of, or becomes prohibited from being a Director by reason of, an order made under any provisions of any law or enactment;
  - (i) resigns his office by notice in writing to the Company;
  - (j) is removed from office pursuant to Article 75 or the Taiwan Laws;
  - (k) is vacated from his office automatically in accordance with Article 0; and/or
  - (l) becomes subject to the order of commencement of assistance due to incapacity pursuant to relevant Taiwan law and the order has not yet been revoked
- 101.1 For so long as the Shares are listed on a Stock Market, subject to the Law and Taiwan Laws, if during the term of office of a Director, any Director (not including Independent Directors) transfers some or all of his Shares such that he holds less than one half of the total number of Shares held by him/her at the time of his/her election as a Director, he/she shall, ipso facto, be vacated from the office of Director automatically.
- 101.2 For so long as the Shares are listed on a Stock Market, subject to the Law and Taiwan Law, if any person is proposed for appointment as a Director (each such person a "proposed director") (not including Independent Directors) at a general meeting (the relevant "general meeting"), such proposed director's appointment shall not become effective (regardless of whether such appointment is purportedly approved at the relevant general meeting, and any resolution which purports to approve such appointment, to the extent it relates to the proposed director's appointment, shall be invalid and ineffective):
- (a) if the proposed director sells or transfers more than one half of the total number of Shares which he holds (or held) at the time of the relevant

general meeting, during the period after the relevant general meeting, but prior to the commencement of such proposed director's term of office; or  
(b) the proposed director sells or transfers more than one half of the total number of Shares which he holds (or held) at the commencement of the relevant Register Closure Period, during the relevant Register Closure Period.

For the purpose of this Article 0 the "Register Closure Period" means, in relation to any general meeting, the period during which the Register of Shareholders is closed for transfers of Shares prior to such general meeting up to and including the date of such general meeting."

102. Except as approved by the Taipei Exchange or TWSE or the Commission, the following relationships shall not exist among more than half of the Company's Directors: (1) A spousal relationship; or (2) A familial relationship within the second degree of kinship as defined under the Taiwan Laws.
103. When the Company convenes a general meeting for the election of Directors and the original selectees do not meet the conditions stipulated in the preceding Article 102, the election of the Director receiving the lowest number of votes among those Directors not meeting the conditions shall be deemed invalid and void. When a Person serving as Director violates the preceding Article 102, that Person shall cease to act as a Director.
104. When the number of Directors falls below five due to a Director ceasing to act for any reason, the Company shall hold a by-election for Director at the next following general meeting of Shareholders. When the number of Directors falls short by one-third of the total number of Directors of the same term elected pursuant to these Articles, the Company shall convene an extraordinary general meeting within sixty days of the occurrence of that fact to hold a by-election for Directors. The term of each new Director shall be the remainder of the term of each respective Director whose seat has become vacant.

#### **PROCEEDINGS OF DIRECTORS**

105. The Directors may meet together (either within or without the Cayman Islands) for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings, as they think fit. Unless otherwise provided, questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A Director may, and on the requisition of a Director shall, at any time summon a meeting of the Directors.
106. A Director may participate in any meeting of the Board, or of any committee appointed by the Board of which such Director is a member, by means of video conference and such participation shall be deemed to constitute presence in person at the meeting.
107. Unless otherwise provided, the quorum necessary for the transaction of the business of the Directors shall be more than one-half of the Directors. A Director represented by proxy or by an alternate Director at any meeting shall be deemed to be present for the purposes of determining whether or not a quorum is present.
108. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company or other items to be considered at a meeting of the Directors in the meeting shall declare the nature of his interest at such meeting. A general notice given to the Directors by any Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract which may thereafter be made with that company or firm shall be deemed a sufficient declaration of interest in regard to any contract so made.

A Director who has a personal interest whether directly or indirectly in a matter under discussion at a meeting of the Board, shall declare the nature of his/her/its interest and explain the material information regarding such interest at the same meeting of the Board. Where the spouse, a blood relative within the second degree of kinship of a Director, or any company which has a



controlling or subordinate relation with a Director, has a personal interest in the matter under discussion at a meeting of the Board, such Director shall be deemed to have a personal interest in such matter. If such personal interest may be adverse to the interest of the Company, such Director cannot cast its/his/her own vote or vote by proxy on behalf of another Director. Such Director shall not be counted in the number of votes of Directors present at the Board meeting (but shall still be counted in the quorum for such meeting). In the event the Company is engaging in any Merger, Acquisition, or Spin-off, each Director shall disclose the material information of his or her personal interest with such transaction, and his or her reason(s) to approve or disapprove the proposed resolution of such transaction in the relevant Board meeting and the meeting of Shareholders.

109. Notwithstanding the preceding Articles, a Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.
110. Subject to these Articles, any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company.
111. The Directors shall cause all minutes to be made in books or loose-leaf folders provided for the purpose of recording:
  - (a) all appointments of officers made by the Directors;
  - (b) the names of the Directors present at each meeting of the Directors and of any committee of the Directors; and
  - (c) all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.
112. The continuing Directors may act notwithstanding any vacancy in their body but if and for so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors may act for summoning a general meeting of the Company, but for no other purpose.
113. Subject to any regulations imposed on it by the Directors, a committee appointed by the Directors may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting, the committee members present may choose one of their number to be chairman of the meeting.
114. A committee appointed by the Directors may meet and adjourn as it thinks proper. Subject to any regulations imposed on it by the Directors, questions arising at any meeting shall be determined by a majority of votes of the committee members present.
115. All acts done by any meeting of the Directors or of a committee of Directors, or by any Person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or Person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Person had been duly appointed and was qualified to be a Director.
116. Subject to Article 31(A), the following actions require the approval of a majority of the votes of the Directors present at a Board meeting attended by at least two-thirds of all Directors:

- (a) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusted business, or for regular joint operation with others;
- (b) the sale or transfer of the whole or any material part of its business or assets;
- (c) taking over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company;
- (d) the election of Chairman of the Board pursuant to these Articles;
- (e) issuance of corporate bonds; and
- (f) any other actions as set forth in the Taiwan Laws.

#### **DIVIDENDS**

117. If the Company records a profit in a year, the Company shall reserve no less than 1% of the profit for employee compensations, and no more than 3% of the profit for director compensation. If, however, the Company has accumulated losses, profit shall be used to offset accumulated losses first. Employee compensations may be distributed in the form of cash or in the form of Shares, and the employees entitled to receive the compensation may include the employees of the Company and the Company's controlled companies meeting specific requirements set by the Board.

The Company may distribute profits in accordance with a proposal for distribution of profits prepared by the Directors and approved by the Shareholders by an Ordinary Resolution at the general meeting. The Board shall set aside out of the profits of the Company for each financial year: (i) a settlement for payment of tax for the relevant financial year; (ii) an offset of its losses in previous years that have not been previously offset; (iii) a statutory reserve in an amount of 10% of such net profits ("Legal Reserve") until the accumulated amount of the Legal Reserve is equal to or higher than the total authorized share capital of the Company; (iv) special capital reserve, if one is required, in accordance with the Applicable Listing Rules or as required by the competent authorities.

Subject to the aforesaid, the Board may distribute any remaining profits for the relevant financial year plus all accumulative and undistributed profits from previous years ("Distributable Profit") in the following manner upon approval by the Shareholders.

The Company's business belongs to a capital intensive industry, and is in a growing stage. As the Company may have capital requirements for further capital expenditures in the next few years, when making the proposal of dividends distribution, the Board may take into consideration financial, business and operational factors for proposing a dividend/bonus distribution plan in accordance with the Law and the Applicable Listing Rules. The Shareholders' dividends shall not be less than 10% of Distributable Profits. The Shareholders' dividends may be distributed in the form of cash dividends or share dividends, but the ratio of cash dividends shall not be less than 10% of the total dividends proposed to be distributed for the then current year.

118. The usage of the Legal Reserve shall be subject to the Applicable Listing Rules. Subject to the Law and Taiwan Laws, when the Company does not have any retained or accumulated losses on its books, the Company may, by Supermajority Resolution Type A or Supermajority Resolution Type B, distribute, in whole or in part, amounts standing to the credit of (1) the Legal Reserve, and/or (2) the Share Premium Account and/or the income from endowments received by the Company from the Capital Reserve, in cash, to its Shareholders in proportion to the number of Shares being held by each of them.
119. Any dividend may be paid by cheque sent through the post to the registered address of the Shareholder or Person entitled thereto, or in the case of joint holders, to the representative of such joint holders at his registered address or to such Person and such address as the Shareholder or Person entitled, or such joint holders as the case may be, may direct. Every such cheque shall be made payable to the order of the Person to whom it is sent or to the order of

- such other Person as the Shareholder or Person entitled, or such joint holders as the case may be, may direct.
120. Subject to any rights and restrictions for the time being attached to any Shares, all dividends shall be declared and paid according to the number of the Shares held by the Shareholders.
121. If several Persons are registered as joint holders of any Share, any of them may give effectual receipts for any dividend or other moneys payable on or in respect of the Share.
122. No dividend shall bear interest against the Company.
123. No dividend shall be declared or paid or shall be made otherwise than in accordance with the Law.
- ACCOUNTS, AUDIT, AND ANNUAL RETURN AND DECLARATION**
124. The books of account relating to the Company's affairs shall be kept in such manner as may be determined from time to time by the Directors.
125. The books of account shall be kept at the Registered Office or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
126. No Shareholder (not being a Director) or other person shall have any right of inspecting any account or book or document of the Company except as conferred by the Law and Taiwan Laws or ordered by a court of competent jurisdiction or authorised by the Board or the Company in general meeting.
127. After the end of each fiscal year, the Board shall prepare and submit the financial statements and records and such other reports and documents as may be required by the Law and the Taiwan Laws to the annual general meeting of Shareholders for ratification and after the meeting shall distribute to each Shareholder the copies of ratified financial statements and the resolutions on the earnings distribution and/or loss offsetting and the distribution thereof may be made solely by public notice.
128. The Board shall keep copies of the yearly business report and financial statements at the office of its Shareholders' Service Agent ten (10) days before the annual general meeting and any Shareholder is entitled to inspect such documents during normal business hours of such service agent.
129. Except as otherwise provided under these Articles, Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Shareholders not being Directors, and no Shareholder (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Directors or by Ordinary Resolution.
130. The accounts relating to the Company's affairs shall only be audited in such manner and with such financial year end as may be determined from time to time by the Directors, or required by the Applicable Listing Rules or other Taiwan Laws.
131. The Directors in each year shall prepare, or cause to be prepared, an annual return and declaration setting forth the particulars required by the Law and deliver a copy thereof to the Registrar of Companies in the Cayman Islands.
- AUDIT**
132. The Directors may appoint an Auditor of the Company who shall hold office until removed from office by a resolution of the Directors and may fix his remuneration.
133. Every Auditor of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanation as may be necessary for the performance of the duties of the auditors.
134. Auditors shall, if so required by the Directors, make a report on the accounts of the Company during their tenure of office at the next annual general meeting following their appointment, and at any time during their term of office, upon

following their appointment, and at any time during their term of office, upon request of the Directors or any general meeting of the Shareholders.

#### **CAPITALISATION OF RESERVE**

135. (A) For purpose of the Articles, Capital Reserve means (1) the Share Premium Account, (2) the income from endowments received by the Company, and (3) other items required to be treated as Capital Reserve pursuant to the Taiwan Laws. Capital Reserve may only be used for (a) making good the loss of the Company, (b) capitalisation as set forth in the Article 135, or (c) as otherwise provided for in the Taiwan Laws and/or the Law.

(B) Subject to the Law and Applicable Listing Rules, when the Company does not have any retained or accumulated losses on its books, the Company may, by Supermajority Resolution Type A or Supermajority Resolution Type B, capitalize, in whole or in part, amounts standing to the credit of (1) the Legal Reserve, and/or (2) the Share Premium Account and/or the income from endowments received by the Company from the Capital Reserve by issuing new shares to its Shareholders in proportion to the number of Shares being held by each of them. Article 8 is not applicable for the issuance of new Share pursuant to Article 135 herein.

#### **TENDER OFFER**

136. Within seven days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its litigation or non-litigation agent appointed pursuant to the Applicable Listing Rules, the Board shall resolve to recommend to the Shareholders whether to accept or object to the tender offer and make a public announcement of the following:

- (a) the types and number of the Shares held by the Directors and the Shareholders holding more than 10% of the outstanding Shares in its own name or in the name of other Persons;
- (b) recommendations to the Shareholders on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefore;
- (c) whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any; and
- (d) the types, numbers and amount of the Shares of the tender offeror or its affiliates held by the Directors and the Shareholders holding more than 10% of the outstanding Shares held in its own name or in the name of other Persons.

#### **SHARE PREMIUM ACCOUNT**

137. The Directors shall in accordance with the Law establish a Share Premium Account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any Share.

138. There shall be debited to any Share Premium Account on the redemption or purchase of a Share the difference between the nominal value of such Share and the redemption or purchase price provided always that at the discretion of the Directors such sum may be paid out of the profits of the Company or, if permitted by the Law, out of capital.

139. The Company shall at all times comply with the provisions of the Law in relation to the share premium account, the premiums attaching to Shares and the capital redemption reserve fund.

#### **WINDING UP**

140. Subject to the Law, if the Company shall be wound up, and the assets available for distribution amongst the Shareholders shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Shareholders in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Shareholders shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Shareholders in proportion to the number of the

without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

141. Subject to the Law, if the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Law and in compliance with the Applicable Listing Rules, divide amongst the Shareholders 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 deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different Classes. 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 Shareholders as the liquidator, with the like sanction shall think fit, but so that no Shareholder shall be compelled to accept any asset whereon there is any liability.
142. The Company shall keep all statements, records of account and documents for a period of ten years from the date of the completion of liquidation, and the custodian thereof shall be appointed by the liquidator or the Company by Ordinary Resolution.

#### **NOTICES**

143. Subject to the Law and except as otherwise provided in these Articles, any notice or document may be served by the Company or by the Person entitled to give notice to any Shareholder either personally, or by facsimile, or by sending it through the post in a prepaid letter or via a recognised courier service, fees prepaid, addressed to such Shareholder at his address as appearing in the Register, or to the extent permitted by all applicable laws and regulations, by posting on the MOPS or the Company's website, by electronic means by transmitting it to any electronic mail number or address such Shareholder may have positively confirmed in writing for the purpose of such service of notices. In the case of joint holders of a Share, all notices shall be given to that one of the joint holders whose name stands as their representative in the Register in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.
144. Any Shareholder present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where required, of the purposes for which such meeting was convened.
145. Any notice or other document, if served by:
  - (a) post or courier, shall be deemed to have been served five days after the time when the letter containing the same is posted or delivered to the courier;
  - (b) facsimile, shall be deemed to have been served upon production by the transmitting facsimile machine of a report confirming transmission of the facsimile in full to the facsimile number of the recipient;
  - (c) recognised courier service, shall be deemed to have been served 48 hours after the time when the letter containing the same is delivered to the courier service; or
  - (d) electronic mail, shall be deemed to have been served immediately upon the time of the transmission by electronic mail, subject to the Law.

In proving service by post or courier service it shall be sufficient to prove that the letter containing the notice or documents was properly addressed and duly posted or delivered to the courier service

146. Any notice or document delivered or sent by post to or left at the registered address of any Shareholder in accordance with the terms of these Articles shall notwithstanding that such Shareholder be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any Share registered in the name of such Shareholder as sole or joint holder, unless his name shall at the time of the service of the notice or document, have been removed from the Register as the holder of the

notice or document, have been removed from the Register as the holder of the Share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all Persons interested (whether jointly with or as claiming through or under him) in the Share.

147. Notice of every general meeting of the Company shall be given to:
- (a) all Shareholders holding Shares with the right to receive notice as at the record date and who have supplied to the Company an address for the giving of notices to them; and
  - (b) every Person entitled to a Share in consequence of the death or bankruptcy of a Shareholder, who but for his death or bankruptcy would be entitled to receive notice of the meeting and has informed the Company with the supporting documents as requested by and satisfactory to the Company.
- No other Person shall be entitled to receive notices of general meetings.

#### **AMENDMENT OF MEMORANDUM AND ARTICLES**

148. Subject to the Law, Taiwan Laws and the Articles including without limitation Article 13, the Company may at any time and from time to time by a Special Resolution alter or amend the Memorandum of Association or these Articles in whole or in part.

#### **OFFICES OF THE COMPANY**

149. The Registered Office of the Company shall be at such address in the Cayman Islands as the Directors shall from time to time determine. The Company, in addition to its Registered Office, may establish and maintain an office in the Cayman Islands or elsewhere as the Directors may from time to time determine.

#### **INFORMATION**

150. The Board shall keep at the office of its Shareholders' Service Agent in Taiwan copies of these Articles, the minutes of every meeting of the Shareholders and the financial statements, the Register of Shareholders and the counterfoil of corporate bonds issued by the Company. Any Shareholder of the Company may request, by submitting evidentiary document(s) to show his interests involved and indicating the scope of interested matters, access to inspect, review, make copies or duplicate of the above records. The Company shall cause the Shareholders' Service Agent to provide such Shareholder(s) with access to above documents.
151. Without prejudice to the rights set forth in these Articles, no Shareholder shall be entitled to require discovery of any information in respect of any detail of the Company's trading or any information which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board would not be in the interests of the members of the Company to communicate to the public.
152. The Board shall be entitled to release or disclose to any regulatory or judicial authority any information in its possession, custody or control regarding the Company or its affairs to any of its Shareholder including, without limitation, information contained in the Register of Shareholders and transfer books of the Company

#### **INDEMNITY**

153. Every Director (including for the purposes of this article any alternate Director appointed pursuant to the provisions of these Articles), the Managing Directors, every alternate Directors, every Auditor, every Secretary and other officer for the time being and from time to time of the Company and its subsidiaries (each an "**Indemnified Person**") shall be indemnified and secured harmless out of the assets and funds of the Company against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by such Indemnified Person (including as a result of any mistake of judgment), other than by reason of such Indemnified Person's own dishonesty, wilful default or fraud (in each case, as determined in a final, non-appealable judgement by a court of competent jurisdiction), in or about the conduct of the Company's business or affairs or in the execution or discharge of his duties, powers, authorities or discretions, including without prejudice to the generality of the

foregoing, any costs, expenses, losses or liabilities incurred by such Indemnified Person in defending (whether successfully or otherwise) any civil proceedings concerning the Company or its affairs in any court whether in the Cayman Islands or elsewhere.

154. No Indemnified Person shall be liable to the Company unless such liability arises through such Indemnified Person's own dishonesty, wilful default or fraud (in each case, as determined in a final, non-appealable judgement by a court of competent jurisdiction).

#### **NON-RECOGNITION OF TRUSTS**

155. Subject to the proviso hereto, no Person shall be recognised by the Company as holding any Share upon any trust and the Company shall not, unless required by law, 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 (except only as otherwise provided by these Articles or as the Law requires) any other right in respect of any Share except an absolute right to the entirety thereof in each Shareholder registered in the Register, provided that, notwithstanding the foregoing, the Company shall be entitled to recognise any such interests as shall be determined by the Directors in their absolute discretion.

#### **FINANCIAL YEAR**

156. Unless the Directors otherwise prescribe, the financial year of the Company shall end on December 31st in each year and shall begin on January 1st in each year.

#### **LITIGIOUS AND NON-LITIGIOUS AGENT**

157. For so long as the Shares are listed on a Stock Market, subject to the Law and Taiwan Laws, the Board shall appoint a person to be the Company's litigious and non-litigious agent in Taiwan. The litigious and non-litigious agent shall be the responsible person of the Company in Taiwan and shall have residence or domicile in Taiwan.

Polaris Group 北極星藥業集團股份有限公司公  
司章程中譯本  
(本中譯本僅供參考之用，其內容應以英文版為準)

公司法

股份有限公司

Polaris Group 北極星藥業集團股份有限公司

第七次修訂後公司組織大綱條文

(經西元2020年6月24日股東會特別決議通過)

- 1 本公司名稱為Polaris Group 北極星藥業集團股份有限公司(「本公司」)。
- 2 本公司登記辦公地址為Maples Corporate Services Limited, P.O. Box 309, Uglund House, Grand Cayman, KY1-1104, Cayman Islands，或其他本公司董事會決定之地點。
- 3 本公司設立目的並無限制。本公司具有並得行使一切除開曼法禁止事項外之所有行為之能力。
- 4 本公司股東之責任以未繳清之股款為限。
5. 本公司授權資本額為新台幣7,200,000,000元，分為720,000,000股，每股面額新台幣10元。
6. 本組織大綱內未定義之大寫文字係依章程內之定義為準。

公司法

股份有限公司

Polaris Group 北極星藥業集團股份有限公司

第七次修訂後公司章程條文

(經西元2020年6月24日股東會特別決議通過)

解釋

- 1 開曼法(定義如下)附件一表A所載規定不適用於本公司。
- 2 (A) 除本章程另有規定外，本章程名詞定義如下：
  - (1) 收購 指依中華民國企業併購法第4條定義之收購。
  - (2) 關係企業 以公司而言，係指得直接或透過一個或數個媒介間接控制該公司之其他公司，或為該公司直接或透過一個或數個媒介間接控制之其他公司，或與該公司具有共同控制力之其他公司；所謂「控制」係指直接或間接可操控或掌握該公司之經營權或方針，至於是透過持有具投票權之有價證券或契約關係再所不問；且「控制」、「被控制」、「在共同控制之下」等辭彙，均有相關之涵義。
  - (3) 上市法令 係指因最初及之後於台灣證券交易市場或有價證券市場交易或掛牌上市，而適用之相關法律、行政規則、命令或指令暨其後相關修正規定，包含但不



- 限於證券交易法、公司法、台灣地區及大陸地區人民關係條例等相關中華民國法令或其他由台灣主管機關所頒布之類似規則及命令、與由金融監督管理委員會、證券櫃臺買賣中心或台灣證券交易所頒布之規則及命令；
- (4) 本章程 係指本公司現行組織章程，以及隨後經股東會特別決議隨時修正或補充之條文；
- (5) 稽核人員 係指為本公司所聘任之稽核人員；
- (6) 審計委員會 參見第 84 條定義；
- (7) 審計委員會委員 係指組成審計委員會之委員；
- (8) 主席 參見第 76 條定義；
- (9) 股份種類 係指本公司任何時間所發行股份之種類；
- (10) 證券主管機關 係指台灣金融監督管理委員會或其他主管台灣證券交易法之機關；
- (11) 本公司 係指「Polaris Group 北極星藥業集團股份有限公司」；
- (12) 新設公司 係指由兩家或兩家以上參與公司因新設合併所新設之公司；
- (13) 新設合併 係指依開曼法及台灣法令，由兩家或兩家以上參與公司合併而成立一新設公司且原參與公司之承諾、財產、債務由新設公司概括承受之合併；
- (14) 參與公司 係指依開曼法及台灣法令，參與與其他一家或多家公司合併之現存公司；
- (15) 從屬公司 依台灣法下之定義
- (16) 董事或董事會 係指本公司當時之董事，或依實際情形，由董事所組成之董事會或委員會；
- (17) 可分配盈餘 參見第 117 條定義；
- (18) 電子 應按電子交易法定義解釋之；
- (19) 電子通訊 係指依據開曼法傳輸到電話號碼、住址、網站或其他經逾三分之二董事決議許可之電子傳輸方式；
- (20) 電子交易法 開曼群島電子交易法(2003年修訂)；
- (21) 興櫃 係指財團法人中華民國證券櫃臺買賣中心之興櫃交易平台；
- (22) 金管會 係指台灣金融監督管理委員會；
- (23) 櫃臺買賣中心 係指財團法人中華民國證券櫃臺買賣中心；
- (24) 被補償人 參見第 154 條定義；
- (25) 獨立董事 係指依照上市法令定義之獨立董事；
- (26) 開曼法 係指開曼群島公司法(2018年修訂)；
- (27) 本公司股東或成員 係指經記載於本公司股東名簿之股份持有人，包括尚未完成登記之認股人，以及股份之共有人；
- (28) 組織大綱 係指本公司組織大綱，以及隨後經修正或取代之條文；
- (29) 合併 係指存續合併及/或新設合併；
- (30) 存續合併 係指依開曼法及台灣法令，由兩家或兩家以上參與公司合併並以其中一參與公司作為存續公司，且由該存續公司概括承受參與公司之承諾、財產、債務之合併；
- (31) 月 係指日曆月；
- (32) 公開資訊觀測站 係指由台灣證券交易所及櫃臺買賣中心所維護之

- 公開資訊觀測站；  
中華民國之法定貨幣；
- (33) 新台幣  
(34) 普通決議 係指於本公司依本章程規定召開之股東會上，有表決權之股東親自或在允許使用委託書的情況下出具委託書，如股東為法人者，由其合法授權代表人出席，以過半數決通過之決議。以每一股東所得享有的表決權數為準計算過半數票數；
- (35) 繳足股款 係指就已發行之股份按票面金額及溢價繳足股款，包括以記入貸方方式繳足股款；
- (36) 主體(人員) 係指自然人、商號、公司、合資、合夥、組織、機構或其他主體（不論是否有獨立之法人格）或依章程內文規定包含之前開主體；
- (37) 股東名簿 係指按照開曼法規定，本公司依董事會決議，於開曼群島境內或境外所備置之一個或多個股東名簿（包括開曼法所定義之「已上市股份股東名簿」及/或「未上市股份股東名簿」）；
- (38) 註冊事務所  
(39) 登記辦公室 係指本公司依開曼法規定所設之註冊事務所；  
係指依董事會決議，於中華民國或其他地區備置關於特定股份種類股東之股東名簿以及(除董事會另有其他決議者外)受理股份或其他有價證券所有權移轉文件申報及登記之處所；
- (40) 相關期間 係指自本公司股份於股票市場掛牌交易之日起，至本公司股份自股票市場下市為止之期間(為本條定義之目的，本公司股份無論因任何原因而暫停交易，該暫停交易期間本公司之股份仍視為掛牌上市)；
- (41) 薪酬 包含但不限於薪資、報酬、現金、選擇權、股票紅利、退休福利、資遣費、終止費、津貼及其他具有實質利益之補償；
- (42) 薪酬委員會 參見第 85.1 條定義；
- (43) 薪酬委員會委員 即薪酬委員會之成員；
- (44) 中華民國或台灣 係指中華民國及其領土、領地或其管轄權區域；
- (45) 印鑑 係指於開曼群島境外本公司所使用之一般公司章（如有適用），或其他摹本或正式印章（如有適用）；
- (46) 執行秘書 係指經董事會指定執行本公司秘書業務之人，包含任何助理、代理或暫時秘書；
- (47) 股份 係指本公司股本所含之面額新台幣 10 元之股份。依文義需要，嗣後提及股份時應包含各種類之股份；為免疑義，本章程所提及股份亦包括畸零股；
- (48) 股份溢價帳戶 係指依本章程、開曼法及台灣法令規定所設立之股份溢價帳戶，該帳戶金額相當於超過票面金額發行股份所得之溢額或溢價；
- (49) 股務代理機構 係指經台灣主管機關許可並按上市法令得提供特定股務服務予本公司之代理人；
- (50) 股份轉換 指依中華民國企業併購法第 4 條定義之股份轉換。
- (51) 簽署 係指直接簽名或在電子通訊中，以表彰具有簽署意願且經該個人採用作為替代直接簽名之機械方式、電子標誌或程序；

- (52) 特別決議 係指依照開曼法規定，股東會之召集通知上表明將進行特別決議，並已依法發出通知，經三分之二以上有權於股東會行使表決權股份同意之決議。股東得親自行使表決權或在允許使用委託書的情況下出具委託書授權行使表決權，如股東為法人者，由其合法授權代表人出席該股東會行使表決權；任何本章程規定以普通決議所為之決議，亦得以特別決議為之；
- (53) 特別股 參見第 4 條規定；
- (54) 股票市場 指興櫃市場、櫃檯買賣中心或證交所；
- (55) 分割 係指轉讓公司移轉其全部或一部獨立經營事業予現存或新設之受讓公司，且該受讓公司將發行新股予該轉讓公司或該轉讓公司之股東；
- (56) 子公司 依台灣法下之定義；
- (57) A 型特別(重度)決議 係指由代表公司已發行股份總數三分之二以上有權投票之股東出席股東會，以出席股東（係指親自出席或在允許出具委託書前提下出具委託書）表決權過半數同意通過的決議；
- (58) B 型特別(重度)決議 係指由代表公司已發行股份總數過半數之有權投票之股東出席股東會，以出席股東（係指親自出席或在准許出具委託書前提下出具委託書）表決權三分之二以上同意通過的決議；
- (59) 存續公司 係指按開曼法或台灣法令規定，合併一個或多個參與公司後所唯一存續之參與公司；
- (60) 台灣法令 係指台灣法律與行政規則，包括但不限於上市法令；
- (61) 證交所 係指台灣證券交易所股份有限公司；
- (62) 庫藏股 庫藏股之定義依照第 34 條規定。
- (B) 除本章程另有規定，開曼法所定義之用語，於本章程亦適用之。
- (C) 除本章程另有規定，於本章程中：
- (a) 當名詞指涉單數時，亦包括複數；反之亦然；
- (b) 當名詞指涉陽性時，亦包括陰性及中性；
- (c) 除另有規定外，本章程規定之通知應以書面為之；關於「以書面」或「書面」為之，係包含以印刷、微影、攝影或其他以永久顯示形式表現或重製字體之方式；
- (d) 使用「得」係指授權規定；使用「應」係指強制規定；
- (e) 如台灣法令與本章程規定有所歧異，以本章程為據；
- (f) 如台灣法令與開曼法規定有所歧異，以開曼法為據；
- (g) 本章程所提及之所有法令，應以各該法令最新之增修、更動及修正後有效版本為準。
- (D) 本章程使用標題僅係為解釋方便之目的，並不影響本章程規定之解釋。
- (E) 電子交易法第 8 條及第 19 條第三項不應適用。

#### 股份

3. 就所有本公司未發行之股份，董事會得依本章程之規定：
- (a) 在其認為適當之方式、條件、權利或限制下，提供、發行、分配及處分該股份予他人；惟除開曼法及上市法令允許之情況外，股份不得低於面額折價發行；及
- (b) 依開曼法及上市法令，授與認股選擇權、發行權證或其他類似之證

- 券；且為前述之目的，董事會得保留適當數量股份不予發行。
4. 本公司得經股東會特別決議，將股本劃分為具優先或劣後普通股權利之不同股份種類(「特別股」)，且依該決議，特別股得經三分之二以上董事出席及出席董事過半數之董事會同意發行之。
  5. 於依前述第 4 條規定決議發行特別股前，或特別股之權利有任何變動時，本章程應予修改以訂明特別股之權利、限制及義務，包括但不限於下列規定：
    - (a) 授權發行及已發行特別股總數；
    - (b) 特別股分派股息及紅利之順序及分配額(包括任何固定之金額或定率)；
    - (c) 特別股於解散清算時分派本公司剩餘財產之順序及分配額(包括任何固定之金額或定率)；
    - (d) 特別股股東行使表決權(包括無表決權等)之順序及限制；
    - (e) 本公司有權或被強制贖回特別股時，其贖回方法；或表示不適用贖回之聲明；及
    - (f) 與特別股權利義務有關的其他事項。
  6. 本公司發行新股，應經三分之二以上董事出席及出席董事過半數之董事會同意。發行新股應在本公司授權資本額內為之，並得在授權資本額內分次發行新股。
  7. 本公司不得發行未繳足或部分繳足股款之股份，亦不得發行無記名股份。股東之出資除現金外，得以對公司所有之貨幣債權，或公司所需之技術抵充之，但其抵充數額需經董事會通過。
  8. 於本公司股份已在股票市場掛牌之期間，在符合上市法令之前提下，發行新股時，董事會得保留不超過百分之十五(15%)比例之新股供本公司及/或子公司或從屬公司之員工認購，董事會得依其合理裁量決定得認購新股之員工。
  9. 於本公司股份已在股票市場掛牌之期間，除另經本公司股東會普通決議或台灣法令另有規定外，若董事會依第 6 條規定決議發行新股時，本公司於依第 8 條規定保留部分新股供員工認購及依第 11 條及相關台灣法令保留部分比例供公開發行後，首先應依上市法令規定，就其餘新股公告及書面通知原有股東按其原持股比例儘先分認。本公司應於書面通知聲明，未在指定截止日前確認認購股數之股東將喪失該權利。原有股東持有股份按比例不足分認一新股者，得合併共同認購，或併歸一人認購一股或整數倍股。原有股東未認購之新股得公開發行或洽由特定人認購。各股東得自行或指定一人或數人認購新股份。
  10. 前述第 9 條所訂之原有股東優先認購權，於下列原因或目的而發行新股時，不適用之：
    - (a) 與其他公司合併、或與本公司分割、重整有關者；
    - (b) 與履行本公司授予員工認股權憑證或/及選擇權義務有關者；
    - (c) 與履行本公司可轉換公司債、附認股權憑證之公司債或附認股權公司債義務有關者；
    - (d) 與履行本公司認股權憑證或附認股權特別股義務有關者；
    - (e) 基於員工酬勞、員工認股選擇權或員工持股計畫等目的或係依據第 0(A) 條第(g)款規定，發行新股供本公司及/或子公司或從屬公司員工認購者；
    - (f) 其他依台灣法令規定之例外情況。
  11. 如本公司在台灣境內辦理增資發行新股時，除依據上市法令認為無須或不適用外，本公司應提撥發行新股總數百分之十之股份在台灣境內對外公開發行。惟如本公司股東會普通決議通過提撥比例高於百分之十者，

從其決議行之。

12. 本公司得經三分之二以上董事出席及出席董事過半數同意之董事會決議，採用一項以上員工獎勵方案，並於台灣法令許可限度下，依該員工獎勵方案發行股份、選擇權、認股權憑證或其他得以取得本公司股份之類似權利予本公司或/及其子公司或從屬公司之員工。員工依員工股份選擇權計畫所取得之股份、選擇權、認股權憑證或其他類似權利不得轉讓，但因繼承取得者，不在此限。
- 12.1 於本公司股份已於股票市場掛牌之期間，本公司有價證券私募之相關事項應遵循上市法令。
- 12.2 本公司應通知各認股人繳納股款之期限。若公司以超過票面金額發行股票時，其溢額應與股款同時繳納。若認股人延欠應繳之股款時，公司應定一個月以上之期限催告該認股人照繳，並聲明逾期不繳失其權利。認股人未依公司催告照繳者，即失其權利，所認股份得由公司另行募集。前述情形，公司如有損害，仍得向認股人請求賠償。

#### **權利變動**

13. 如發行不同種類股份，各該股份種類之任何權利之重大不利變更或修改，須經
  - (a) 公司股東會以 A 型特別(重度)決議方式表決通過，如股東會未達 A 型特別(重度)決議出席門檻，得以 B 型特別(重度)決議方式為之。
  - 及(b) 該股份種類股東另以 A 型特別(重度)決議方式表決通過，如該股份種類股東會未達 A 型特別(重度)決議出席門檻，得以 B 型特別(重度)決議方式為之。前述個別股東會應適用本章程有關一般股東會及其程序之相關規定。
14. 除該股份種類發行時已於其發行條件明文排除外，本公司創設、分配或發行其他權利與該種類股份相同或劣後之股份，或贖回、買回該股份種類，不得被視為重大不利變更或廢止該股份種類所賦予之優先或其他權利。

#### **股東名簿**

15. 董事會應備妥股東名簿，並依開曼法規定載入登記事項。
16. 依開曼法規定，如董事會認為有必要或適當時，在相關期間內，本公司應於中華民國境內備置股東名簿。

#### **股權證明**

17. 除開曼法或台灣法令另有規定外，本公司股份得免印製股票並以帳簿劃撥方式交付。於本公司股份已登錄興櫃、或在櫃檯買賣中心或證交所掛牌之期間，本公司所發行之無實體股份，應由本公司或由股務代理機構透過帳簿劃撥之方式，依開曼法及/或台灣法令得發行之日起三十天內交付給認股人或應募人。本公司應於交付該等股份前，應依上市法令辦理公告。

#### **股份過戶或股份繼承**

18. 於不違反開曼法及台灣法令之前提下，本公司發行之股份得自由轉讓。但本公司保留給本公司及/或其子公司或從屬公司員工認購之股份，得限制其在兩年或其他由董事會決定之期間內不得轉讓。
19. 任何股份之轉讓應以一般或通常書面文件格式，或董事會得依其絕對裁量決定格式，並應由轉讓人或代表轉讓人及受讓人簽署該等文件為之。在受讓人經登記於股東名簿前，轉讓人仍視為股東。
20. 董事會得拒絕任何股份轉讓之登記，除非已向公司提出轉讓文件，並連同表彰轉讓股份之股票及其他證明，以及其他董事會合理要求提供足以證明轉讓人確有轉讓權限之證明文件。

- 20.1 若股票已於股票市場交易，並依相關規定以帳簿劃撥或其他方式轉讓者，董事會得自行決定第 19 條及第 20 條不再適用。

21. 本公司於本章程第 37 條規定之停止過戶期間，得暫停股東名簿之過戶登記。
22. 所有經登記之股份轉讓文件應由本公司保管，惟經董事會拒絕辦理登記之股份轉讓文件應返還予申請人，但有詐欺不法情事或詐欺不法情事之虞者，不在此限。
23. 無論本章程是否另有規定，本公司應隨時並定期更新股東名簿，並應依開曼法規定隨時在各方面維持股東名簿之紀錄。
24. 當股東死亡時，本公司將認定其繼承人以及法定代理人對該死亡股東之股份具有所有權。如果股份登記為二人(含)以上所共有者，則本公司將認定生存之共有人對該死亡股東股份具有所有權，如果該生存之共有人為該股份單獨、唯一之持有人而嗣後死亡者，所有權人則為其合法代表人。
25. 任何主體因股東死亡、破產或解散而取得其股份之權利者，除本條另有規定外，得在取得董事會合理要求之證明文件後，如同已死亡、破產之股東原得行使之權利，得請求登記為相對應股份之股東，或者將該股份移轉予他人；但如該死亡或破產股東於死亡或破產前將股份移轉予他人時，董事得行使職權拒絕或暫停受理登記。
26. 因原股東死亡或破產而取得其股份權利之主體，得享有如同其已登記為股份持有人所得享有之股息及其他利益；但於登記為股東前，不得享有因股東身份所取得有關股東會股東權利之行使。
27. (條次保留)
28. (條次保留)

#### 股本變更

29. 本公司得隨時以普通決議進行以下事項：
  - (a) 依股東會決議增加授權資本額，發行不同股份種類；
  - (b) 將全部或任何股本合併或分割成為較其現有股份面額更大的股份；
  - (c) 將現有股份再分割成為比組織大綱所規定更小面額之股份；
  - (d) 銷除在作成該決議當時尚未被任何主體取得或承諾取得之股份，並依據銷除股份之數額減少其股本。
30. (A) 本公司得以特別決議進行以下事項：
  - (a) 變更公司名稱；
  - (b) 於開曼法容許範圍內，依其所允許之方式依股東持股比例減少資本額及資本償還準備金
  - (c) 依開曼法規定，自願性解散本公司；及(B) 本公司得經特別決議，依開曼法規定與他公司進行合併。
31. (A) 本公司得以 A 型特別(重度)決議，進行下列事項：
  - (a) 締結、變更、終止任何出租其全部營業、委託經營、或經常與他人共同經營之合約；
  - (b) 讓與全部或主要部份之營業或資產；
  - (c) 受讓他人全部營業或財產而對本公司之營運有重大影響者；
  - (d) 以發行新股之方式分派部份或全部之股息或紅利；
  - (e) 依台灣法令規定進行分割；
  - (f) 不再是公開發行公司且停止在股票市場交易
  - (g) 依台灣法令，發行權利有所限制之股份予本公司及/或其子公司或從屬公司之員工；其發行數量、發行價格、發行條件及其他應遵行事項，應遵循台灣法令之規定；及
  - (h) 依台灣法令進行股份轉換。(B) 若出席股東之股份總數不足前述(A)項規定之定額，本公司得以 B 型特別(重度)決議通過上述事項。

- 依本章程規定必須以前述 A 型或 B 型特別(重度)決議通過之事項，本公司不得以特別決議或普通決議為之。
- 於不違反開曼法及台灣法令之前提下，本公司非經已發行股份總數三分之二以上股東之同意不得參與合併後消滅、概括讓與、股份轉換或分割，而致(a)終止上市櫃，且(b)存續、受讓、既存或新設之公司為非上市櫃公司。

32. 如股東會依開曼法相關規定就第 30(B)條及 0(A)條第(a)、(b)、(c)、(e)項所列之議案作成決議者，股東於股東會前已以書面通知本公司反對該項議案之意思表示，並在股東會上再次提出反對意見者，得請求本公司以當時公平價格收買其所有之股份；但股東會依第 0(A)條第(b)項規定作成決議，於轉讓本公司營業或資產後，同時解散本公司者，股東不得享有上述請求收買股份之權利。在股東會決議分割業務、與他公司合併、進行收購或股份轉換之情形，股東於股東會集會前或集會中，以書面表示異議，或以口頭表示異議經紀錄，且放棄其表決權者，可請求本公司以當時公平價格收買其所有之股份。
- 32.1 依前條所為請求應在決議日起二十日內，提出記載請求買回之股份種類和數額並列明請求收買價格的書面請求於公司。本公司與提出請求的異議股東就該股東所持股份之收買價格達成協議者，本公司應在決議日起九十日內支付價款。未達成協議者，本公司應自股東會決議日起九十日內，依其所認為之公平價格支付價款予未達成協議之股東；本公司未於該九十日期間內支付者，視為同意股東請求收買之價格。對於異議股東依本條所為請求，倘若本公司與異議股東自該股東會決議之日起六十日內，未能就收買價格達成協議者，則本公司應在此六十日期間經過後三十日內，就收買價格自股東會決議日起六十日內未達成協議者公司應於該六十日期間經過後三十日內，以全體未達成協議之異議股東為相對人，以臺灣臺北地方法院為訴訟管轄法院，聲請為價格之裁定。法院之裁定在本公司及該異議股東間針對收買價格有終局確定拘束力。本條之任何規定並不限制或禁止股東依開曼法第238條因其對於合併或結合表示異議而得行使之股份公平價格支付請求權。

#### 股份贖回及買回

33. 在符合開曼法、台灣法令和本章程規定前提下，本公司得發行可由股東或本公司行使贖回權或買回權的股份(包含特別股)。該股份贖回權或買回權之條件，應經本公司以股東會特別決議通過。對於支付其贖回或買回其股份之股款，應依開曼法及台灣法令，自董事會授權之資金中支付之。
34. 在符合開曼法、台灣法令和本章程規定之情形下，本公司得經三分之二以上董事之出席及出席董事過半數同意之董事會決議，購買、贖回或取得本公司股份。本公司購買、贖回或取得之本公司股份應依董事會之決定立即銷除或作為庫藏股。前述董事會之決議及執行情形(包括因故未買回、贖回或取得股份者)，應於最近一次之股東會報告。
- 34.1 本公司就庫藏股不得領取股利，或分配其他公司資產(不論以現金或其他方式)，包括清算時分配資產。
- 34.2 本公司就庫藏股應以庫藏股持有人登錄於股東名簿，但：  
(a) 本公司不得基於任何目的被視為股東，且不得就庫藏股行使任何權利，若行使亦為無效；  
(b) 庫藏股不得於本公司任何會議直接或間接參與表決，且依本章程或法律不計入所有已發行股份總數。
- 34.3 如本公司移轉庫藏股予本公司及/或其子公司或從屬公司之員工，董事

會得決定移轉條件(包含限制移轉期間最長不得超過二年)。公司以低於實際買回股份之平均價格將庫藏股轉讓予本公司及/或其子公司或從屬公司之員工之議案，應經依上市法令規定經股東會決議通過，且應於股東會通知中載明上市法令所要求之相關事項，不得以臨時動議提出。歷次股東會通過且已轉讓予本公司及/或其子公司或從屬公司之員工之庫藏股總數，累計不得超過公司已發行股份總數之百分之五，且單一認股員工其認購股數累積不得認購超過公司已發行股份總數之千分之五。

- 34.4 本公司得依第 34 條及第 34.3 條之規定，依董事會決定之條件移轉或註銷庫藏股。
- 34.5 於本公司股份已於股票市場掛牌之期間，本公司贖回或買回自身股份之相關事項應遵循開曼法及上市法令。
- 35. 除本章程另有規定外，贖回或買回任何股份不應視為導致其他股份之贖回或買回。
- 36. 在開曼法及台灣法令許可前提下，於支付贖回或買回股份之對價時，董事會得依該被贖回或買回之股份發行條件之規定，或經持有該股份之股東同意，以現金或其他對價支付之。
- 36.1 在開曼法及台灣法令許可前提下，本公司得依普通決議發還盈餘、公積或股本之方式強制贖回或買回股份。此等贖回或買回應依股東所持股份比例，且本公司得以現金或現金以外之財產為之。惟於以現金以外之財產贖回或買回時，董事會應先取得會計師之鑑價報告，且該方案應經股東會普通決議通過及收受股東之同意。

#### 停止股東名簿變更或訂定基準日

- 37. 為確定應發給股東會開會通知之對象、得出席或在股東會或休會後續行集會行使表決權之股東、有權受領股息分派之股東，或為任何其他目的而必須確定股東身份時，董事會得規定在一定期間內停止股東名簿之變更。於本公司股份已於股票市場掛牌之期間，本公司在每年度股東常會開會前至少六十(60)天內、每次臨時股東會開會前至少三十(30)天內、及盈餘分派基準日前至少五(5)天之期間內，應停止股東名簿之變更。
- 38. 除停止股東名簿變更外，為確定應發給股東會開會通知之對象、得出席或在股東會行使表決權之股東，以及有權受領股息分派之股東，董事會得事先訂定相關基準日。當董事會依相關上市法令及本條訂定基準日時，董事會應立即依據上市法令，在證券主管機關及櫃檯買賣中心或證交所指定網站上公告之。

#### 股東會

- 39. 股東常會以外所召開之股東會均為股東臨時會。
- 40. 董事會得於必要時隨時召集本公司股東會，但本公司應於每一會計年度終了後六個月內召開一次股東會作為股東常會，且應於股東會召集通知中表明為股東常會。
- 41. 董事會之報告(如有)應提交予股東會討論。於本公司股份已在股票市場掛牌之期間，本公司所有股東會均應於台灣召開。如股東會將在台灣境外召集，董事會應於該議案通過後二日內向證交所(或櫃檯買賣中心，依其情形適用之)報請核准。如於台灣境外召開股東會時，本公司應於台灣境內委託專業股務代理機構辦理股東會之行政事務(如股東投票事宜)。
- 42. 繼續一年以上持有本公司已發行有表決權股份總數百分之三(3%)以上之股東，得以書面通知載明提議事項及理由，並將該書面通知送達於本公司登記辦公室或股務代理機構，請求董事會召集股東臨時會。前項請求提出後十五日內，董事會不為召集時，則請求之股東得自行召集之。於本公司股份已於股票市場掛牌之期間，該等股東會必須在台灣召集。
- 42.1 審計委員會之獨立董事除董事會不為召集或不能召集股東會外，得為



- 本公司利益，於必要時，召集股東會。
- 42.2 於股東名簿停止過戶時繼續三個月以上持有已發行股份總數過半數股份之股東，得自行召集股東臨時會。
- 42.3 董事會或其他召集權人召集股東會者，得請求本公司或服務代理機構提供股東名簿。

#### 股東會通知

43. 股東常會之召集，應至少於三十天前以書面通知，股東臨時會之召集應至少於十五天前以書面通知，該通知應載明開會之地點、日期、時間，如有特殊事項，則應依下述規定方式或本公司規定之其它方式載明該特殊事項，而將該通知寄發給得於股東常會或股東臨時會中投票或依本章程或有權受領該通知之人。每一通知之發出日或視為發出日及送達日均不予計入。倘本公司已取得股東事前同意或於開曼法及台灣法令許可前提下，股東會之通知得以電子通訊方式為之。
44. (A) 下列事項應在股東會召集事由中列舉並說明其主要內容，不得以臨時動議提出。其主要內容得置於中華民國證券主管機關或本公司指定之網站，並應將其網址載明於股東會通知：
- (a) 選任或解任董事；
  - (b) 變更組織大綱及/或章程；
  - (c) 減資；
  - (d) 申請停止公開發行；
  - (e) 解散、合併、股份轉換或分割本公司；
  - (f) 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；
  - (g) 讓與全部或主要部分之營業或財產；
  - (h) 受讓他人全部營業或財產，且對本公司營運有重大影響者；
  - (i) 私募發行具有股權性質之有價證券；
  - (j) 董事從事競業行為之許可；
  - (k) 以發行新股之方式，分派股息及紅利之全部或一部；及
  - (l) 將本公司之法定盈餘公積(定義如第 117 條)及資本公積(依第 135 條規定)撥充資本，依持股比例發行新股予股東；
- 及
- (m) 將本公司之法定盈餘公積及資本公積(依第 118 條規定)依持股比例發給現金予股東；及
  - (n) 台灣法令所規範之事由。
- (B) 股東於股東會中得提出臨時動議，但以與召集事由直接相關者為限。

- 44.1 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，或於台灣法令隨時所明定或修改之期限前，依照上市法令之規定公告股東會開會通知書、委託書用紙、議程及各項議案（包括承認案、討論案、選任或解任董事等）之案由及相關資料。倘股東得以書面行使表決權時，應將前述資料及書面行使表決權用紙，併同寄送予股東。
45. 於本公司股份已於股票市場掛牌之期間，本公司召開股東會時應編製股東會議事手冊並準備相關資料，供股東索閱，且應依上市法令及其他應適用之台灣法令，於股東常會開會二十一日前或股東臨時會開會十五日前，或於台灣法令隨時所明定或修改之期限前，公告於公開資訊觀測站或其他主管機關及櫃檯買賣中心或證交所指定之網站上。

#### 股東會程序

46. 股東會未達法定出席人數者，不得為任何決議。除本章程另有規定外，出席股東至少二人持有股份(包含親自出席或出具委託書者)合計已超過已發行有表決權股份半數時為已達會議法定出席人數。關於普通決議，

出席股東持有股份(包含親自出席或出具委託書者)合計不足前開法定出席人數，而有已發行股份三分之一以上股東出席時，得以出席股東過半數之同意作成假決議。該假決議之通知應發予每位股東，並應於一個月內再行召集股東會。前述股東會對於假決議，如仍有至少二人持有已發行股份總數三分之一以上之股東出席，並經出席股東表決權過半數之同意，該決議視為經普通決議通過。

47. 在股東常會召開前之停止股票過戶日前持有已發行股份總數百分之一(1%)以上股份之股東，得以書面或電子受理方式向本公司提出一項股東常會議案。倘提案之股東(a)不符合上述資格、(b)議案超過三百字或提案超過一項、(c)提案之內容依據開曼法或台灣法令之規定無法由股東會進行決議時，或(d)議案於公告受理期間外提出，該等提案將不列入股東會議案。股東提案係為敦促本公司增進公共利益或善盡社會責任之建議，董事會仍得列入議案。有關股東會提案之提出與處理，應依開曼法以及台灣法令之規定，以及本公司股東會議事規則規定辦理。
48. 由董事會召集之股東會應由董事長擔任主席。如董事長請假、缺席或因故不能行使職權，董事長得指定董事一人代理之。如董事長未指定代理人者，由董事互推一人擔任股東會主席。如由其他依開曼法或台灣法令有召集權人所召集之股東會，由該召集權人或其他依開曼法或台灣法令有權擔任主席者，主持該股東會。
49. 主席得經股東會普通決議宣佈休會。除休會前尚未議決之議案外，休會後續行集會不得就其他議案進行表決。當股東會或休會後續行集會後再休會已逾五日者，續行集會之召集通知應比照原股東會召集方式進行。除前述外，休會或休會後續行會議之議案，無須另行為通知。
50. 股東會議案應以投票方式進行表決。贊成或反對議案之票數或比例應記載於該股東會議事錄。
51. 除開曼法或本章程另有明文規定外，任何須經股東會決議、核准、確認、採納之議案，均應以普通決議方式為之。
52. 在贊成與反對票數相等之情況下，會議主席不得享有決定票。
53. (條次保留)

#### 股東表決權

54. 除股份所附隨之權利或限制設有特別規定外，每一親自出席(當股東為法人時，係指合法授權代表人)或委託代理人出席之股東，就其所持有每一股份(已繳足股款，或以記入貸方方式繳足股款之股份)，有一表決權。
- 54.1 在符合開曼法及台灣法令情形下，若股東係為他人持有股份時，股東得分別行使表決權。  
分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其他應遵行事項，應遵循台灣法令規定。
55. 若本公司知悉，就股東會決議事項，股東依台灣法令規定禁止就特定議案行使表決權，或限制不得針對特定議案行使表決權時，任何由該股東行使或代理其他股東行使股東之表決權數。而與上述規定牴觸之表決權數，不算入已出席。
56. (A) 股份有下列情形之一者，無表決權：
  - (a) 本公司依法持有自己之股份；
  - (b) 股份為本公司持有已發行有表決權之股份總數過半數之子公司所持有；
  - (c) 股份為本公司及本公司之子公司直接或間接持有他公司已發行有表決權之股份總數過半數之他公司所持有。
- (B) 於第56(A)條情形，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。

- 56.1 董事以股份設定質權超過選任當時所持有之公司股份數額二分之一時，其設質超過之股份不得行使表決權，不算入已出席股東之表決權數。
57. 於共有股份之情形，共有人應於其中選定一代表人行使其股東權利，該代表人所行使之表決權(無論是親自或出具委託書)應排除其他共有人所為之投票。
58. 如股東有心智缺陷，或經有管轄權法院宣告有精神障礙時，得由管理委員會或由法院指派性質類似管理委員會之主體行使投票權，該管理委員會或由法院指派性質類似管理委員會之主體得以出具委託書方式行使投票權。
59. 股東得出具本公司印發之一份委託書，經載明授權範圍且合法授權後，於股東會開會五日前送達本公司，委託一代理人出席股東會。若本公司收到同一股東所出具之委託書有兩份以上時，若後送達之委託書並未聲明撤銷前委託書者，以最先送達者為準。
60. 除本章程之限制外，使用或撤回委託書、徵求委託書及其相關程序應按台灣法令(包括但不限於公開發行公司出席股東會使用委託書規則)之相關要求及限制為之。
61. 委託行使代理權所出具委託書應依循董事會核可之格式，且應表示僅適用於該次特定之股東會，其內容並應包括台灣法令要求之相關資訊。
62. (條次保留)
63. 除股東依第 67 條以書面或電子方式委託股東會主席情形，或根據台灣法令組織之信託事業或經台灣主管機關核准之股務代理機構或台灣上市法令另有規定外，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或相關台灣法令隨時所明定或修改之比例；若超過，則超過之表決權，依上市法令之規定不予計算。
64. 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。不得行使表決權之股份數，不算入已出席股東之表決權數。如會議中有關於任何股東是否對於會議事項有自身利害關係致有害於本公司利益之虞，而該股東不願自願性放棄表決權或放棄算入已出席數，此時由股東會主席為是否不得行使表決權或不得算入已出席數之裁決。如該事項係與股東會主席自身利害相關，則由出席之董事為裁決。
65. 如本公司僅有一名股東時，經該股東按本章程規定簽署之書面決議，應與合法召集並召開之股東會所通過之決議有相同之效力。
66. 在開曼法允許之範圍內，本公司股東得以電子方式行使表決權。如本公司於台灣境外召開股東會，本公司應提供且允許股東以書面或電子方式行使表決權。本公司應根據開曼法及台灣法令，於股東會召集通知上載明表決權行使方法。
67. 為避免疑義起見，股東依台灣法令及本章程規定，以書面或電子方式行使表決權者，應算入法定出席人數，並在本章程及開曼法下視為已經委託股東會主席依其書面或電子方式所為之指示行使表決權。但該委託行為並不視為上市法令下之委託代理出席行為。當股東會主席受委託行使股東表決權時，不得行使股東依書面或電子方式所為指示以外之行為，亦不得對任何修正案或臨時動議行使表決權。以此種方式投票之股東，就該次股東會之臨時動議及原議案之修正，視為棄權。
68. 股東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，或於台灣法令隨時所明定或修改之期限前送達本公司。送達本公司之意思表示有兩個以上時，於開曼法及台灣法令許可範圍內，除後送達之意思表示聲明撤銷前意思表示外，以最先送達者為準。
69. 於開曼法及台灣法令許可範圍內，股東以書面或電子方式行使表決權後，欲親自出席股東會者，至遲應於股東會開會二日前，或於台灣法令隨時

所明定或修改之期限前，以與行使表決權相同之方式，另為撤銷先前行使表決權之意思表示。逾期撤銷者，於開曼法及台灣法令許可範圍內，以書面或電子方式行使之表決權為準。

- 69.1 如股東以書面或電子方式行使表決權，並簽署及寄送一份委託書給本公司來委託他人代理出席股東會，以委託代理人出席行使之表決權為準。
70. 如股東會之召集程序或其決議方法違反開曼法、台灣法令或本章程之規定時，股東得自決議之日起三十日內向台灣台北地方法院或向有權管轄之開曼群島法院起訴請求救濟，包括但不限於訴請法院廢止及撤銷該決議。

#### 法人股東透過代表人參與會議

71. 本公司之法人股東，得透過其董事會或其他管理機關之決議授權其認為適合之主體為代表人，並由該代表人出席本公司任何會議或本公司任何股份種類之會議。經授權之代表人有權代表該法人行使該法人所有之權利，與一般個人股東之權利能力無異。

#### 董事會

72. 本公司應有 7 至 9 名董事，其中最少包括三名獨立董事。且獨立董事不得少於董事席次五分之一。本公司股份在股票市場掛牌期間，本公司董事（含獨立董事）之選任採台灣法令規定之董事候選人提名制度，股東應分別就候選人名單中選任之，獨立董事與非獨立董事應依第 73 條一併進行選舉，分別計算當選名額。董事候選人提名之受理方式及公告等相關事宜，悉依開曼法及台灣法令規定辦理。
73. 股東會得選任自然人或法人為董事。股東會選任董事時，每一股份之選舉權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兩人或數人。由所得選票代表選舉權較多者，當選為董事。當選董事中所得票數最高者應召集第一次董事會。
74. 於開曼法允許範圍下，董事任期為 3 年，連選得連任。若現任董事任期屆滿後未選任新董事，在符合本章程及本公司相關內部規章前提下，現任董事任期延長至新董事就任之時為止。
75. (A) 董事得隨時經股東會以 A 型特別(重度)決議解任。若出席股東之股份總數不足前述 A 型特別(重度)決議規定之定額，本公司得以 B 型特別(重度)決議隨時解任之。
- (B) 股東會於公司董事任期末屆滿前，改選全體董事者，除非決議載明原任董事於任期屆滿始解任，否則一經改選即視為解任。前述改選，應有代表已發行股份總數過半數股東之出席。
- (C) 董事執行業務，有重大損害本公司之行為或嚴重違反本章程、開曼法、上市法令規定，而未能依本章程第 75(A)條經股東會決議將其解任時，持有本公司已發行股份總數百分之三以上之股東，在符合開曼相關法令及台灣法令情形下，得於股東會後三十日內，向台灣台北地方法院或其他就該事件具管轄權之法院訴請裁判解任該董事。該董事於本公司接獲該終局不可上訴之解任判決時應視為被解任。
- (D) 在開曼群島法允許之範圍內，繼續六個月以上，持有公司已發行股份總數百分之一以上之股東，得以書面請求審計委員會之獨立董事成員為公司對董事提起訴訟，並得以臺灣臺北地方法院為訴訟管轄法院。股東提出請求後三十日內，審計委員會之獨立董事成員不提起訴訟時，股東得為公司提起訴訟，並得以臺灣臺北地方法院為訴訟管轄法院。股東在台灣提起前項訴訟時，公司得要求該股東依台灣民事訴訟法之規定提供相當之訴訟擔保，如因敗訴致公司受有損害，起訴之股東，對於公司負賠償之責。
76. 董事會應設置董事長，並應經由三分之二以上現任董事出席、出席董事過半數同意選任之。董事長任期亦應經由三分之二以上之現任董事出席、

- 出席董事過半數同意決定之。董事長應擔任董事會主席。如董事長未於董事會開始後十五分鐘內出席，得由出席董事推派一人擔任主席。
77. 除開曼法及台灣法令另有規定外，董事會得隨時經由決議，採用、訂定、修正、修改或撤銷本公司治理政策或行動方案，以針對本公司及董事會之各項公司治理事務訂定政策。
78. 董事無須以持有本公司股份作為資格之限制。
- 78.1 於本公司股份已於股票市場掛牌之期間，董事之資格條件、組成、選任、解任、職權行使及其他應遵行事項(含本章程所列事項)，均應遵循開曼法及上市法令。

#### **董事及經理人之報酬及費用**

79. 本公司董事及經理人之報酬應由薪酬委員會提出建議，並由董事會依照各董事及經理人對於公司業務經營之參與及貢獻程度，參考業界一般水準及其他薪酬委員會與董事會認為適當之其他相關因素訂定之。
80. 董事會認為適當時，得其任期內，為本公司及/或其子公司或從屬公司之董事或經理人購買董事責任保險。
81. (條次保留)

#### **獨立董事、審計委員會及薪酬委員會**

82. 本公司股份在股票市場掛牌期間，本公司得按上市法令設置至少三名獨立董事，其中至少一人應在中華民國設有戶籍。獨立董事人數因故少於三人者，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日後 60 天內，召開股東臨時會補選之。補選之獨立董事，其任期應以補足原董事之任期為準。
83. 獨立董事應具備專業知識，且於其職行職責範圍內應保持獨立性，不得與本公司有直接或間接利害關係。有關獨立董事之專業資格與兼職限制、獨立性之認定等事宜，悉依上市法令有關規定辦理。
84. 本公司股份在股票市場掛牌期間，本公司得按上市法令設置審計委員會。董事會得隨時依上市法令訂定與修改審計委員會之職權規章與細則。審計委員會應由全體獨立董事組成，其人數不得少於 3 人，其中 1 人為召集人，且其中至少 1 人應具有會計或財務專長。  
審計委員會之決議應經審計委員會委員二分之一以上之同意通過。
85. 下列事項應經審計委員會全體成員二分之一以上同意，並提董事會決議：
- (a) 訂定或修正內部控制制度；
  - (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；及
  - (j) 年度財務報告及半年度財務報告。
- 前項各款事項，除第(j)款外，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，並應於董事會議事錄中載明該審計委員會之決議。
- 85.1 本公司於召開董事會決議合併、收購或分割事項前，應由審計委員會就併購計畫與交易之公平性、合理性進行審議，並將審議結果提報董事會及股東會（若依開曼法或本章程該交易必須取得股東會同意者）。審計委員會

進行審議時，應委請獨立專家就換股比例或配發股東之現金或其他財產之合理性提供意見。審計委員會之審議結果及獨立專家意見，應於發送股東會召集通知時（若依開曼法或本章程該交易必須取得股東會同意者），一併發送股東。若依法令或本章程該交易不須取得股東會同意者，本公司應於最近一次股東會就該交易提出報告。前述應發送股東之文件，經本公司於金管會指定之網站公告同一內容，且備置於股東會會場供股東查閱，對於股東視為已發送。

85.2 本公司股份在股票市場掛牌期間，本公司得按上市法令設置薪酬委員會。董事會得隨時依上市法令訂定與修改薪酬委員會之職權規章與細則。薪酬委員會之委員人數、選任辦法、專業資格、消極資格之認定及相關事宜，均依上市法令定之。本條所稱薪酬包括董事及經理人之薪資、股票選擇權、及其他任何依台灣法令就董事及經理人所規定之具有獎勵性質之支付或利益。

85.3 薪酬委員會應依照上市法令之要求，以良好經營管理者應具備之注意程度，履行下列職責並向董事會提出建議，以供董事會討論與議定：

(a) 建立董事績效評估及董事與經理人薪酬之政策、制度、標準及結構，並定期檢視之；

(b) 定期評估及建議董事與經理人之薪酬；及

(c) 上市法令所要求之其他事項。

85.4 本公司股份在股票市場掛牌期間，本公司得按上市法令設置其他委員會。董事會得隨時依上市法令訂定與修改該等設置之委員會之職權規章與細則。

85.5 於本公司股份已於股票市場掛牌之期間，獨立董事、審計委員會及薪資報酬委員會之資格條件、組成、選任、解任、職權行使及其他應遵行事項(含本章程所列事項)，均應遵循開曼法及上市法令。

#### **代理董事及委託書**

86. 董事得以書面指派其他個人為其代理人。在指派書授權範圍內，被指派之代理人得經常代理原董事出席董事會。董事因故無法親自出席董事會時，被指派之代理人得以董事身分出席董事會，並行使投票權，代理人本身若具有董事身分，其除得行使本身之投票權外，並得就所代理之董事另外享有投票權。原授權董事得隨時以書面撤銷代理董事之指派。代理董事不得為本公司之經理人，代理董事應視為董事之代理人，代理董事之報酬應由指派之董事之酬勞中支應，其比例由雙方協議約定之。

87. 董事因故無法親自出席董事會議者，得委託其他董事為其受託人，依照該董事之指示代表其出席會議並行使表決權。委託書應依一般經常使用的格式或經董事會決議之格式以書面為之，並由委託之董事在委託書上親筆簽名。委託書必須在每一次董事會議開始之前提出予該會議之主席。

#### **董事之權利與義務**

88. 除開曼法、本章程、台灣法令另有規定或股東會另有決議外，董事應負責公司業務之執行。董事得支付所有因公司設立及登記所需之費用，並得行使公司之一切權力。股東會不得以其決議使先前董事已為之行為失其效力。

88.1 本公司經營業務，應遵守公開發行公司法令及商業倫理規範，得採行增進公共利益之行為，以善盡其社會責任。

89. 董事會得隨時指派任一主體(無論是否為董事)擔任本公司經理人負責公司之營運，包含但不限於執行長、總經理、一位或數位副總經理、財務長或主計長、會計主管、助理會計主管或經理，其任期及報酬(無論是以薪資、佣金、分紅或相互混用等方式)及相關權限與職務，由董事會決定

之。董事會得將其所指派之主管予以免職。

90. 董事會得指派一位執行秘書(如有需要,亦得指派助理秘書一人或數人)。其任期、報酬、條件及權限,由董事會決定之。董事會得將其所指派之執行秘書或助理秘書予以免職。
91. 董事會得將權限授予其認為適合之委員會或該委員會之成員;委員會應按董事會所制定之規則執行其所被授予之權限。
92. 董事會得隨時以授權書(無論是蓋用公司印鑑或簽名)或以其他方法指派任何公司、事務所、主體或主體之成員為本公司之代理人,無論該代理人是由董事會直接或間接所提名,其授權之目的、權限(不得逾越董事會於本章程所得享有之權限)、期間及條件,由董事會決定之。董事會得在各該授權書或指派書中訂明交易相對人之保障事項,亦得允許代理人將被授權事項之全部或一部再授權予他人。
93. 董事會得依其認為適當方式,經營本公司之事務,本章程所授予董事會之權限不會因以下三條之規定而受任何限制。
94. 董事會為管理本公司事務,得隨時設立委員會、地方委員會或機構,並指派任何主體擔任該委員會或地方委員會之成員,董事會亦得指派本公司之經理或代理人,並決定其報酬。
95. 董事會得隨時將其享有之權限授權予委員會、地方委員會、經理或代理人行使,亦得授權當時地方委員會成員或任何董事會成員填補任何空缺、或不填補空缺而繼續行使職權;前開指派或授權之有效期限及條件由董事會決定之;董事會得隨時將其所指派之主體予以解任或改派;但善意之交易當事人非經通知有前述解任或改派情事者,不受其影響。
96. 前開之受任人得經董事會授權,將其所被授予權限之全部或一部再授權予他人。

#### 董事會借款權利

97. 於本章程規定之範圍內,董事得行使本公司一切權力以進行借款,並為借款或為擔保本公司或第三人之債務、責任或義務而辦理財產抵押或提供保證、發行債券或其他證券。
- 97.1 (A)在不影響董事或經理人(包括經理人或其他受公司授權行使高層管理行為之人)依開曼普通法所應負擔之責任及符合開曼法及台灣法之情形下,公司之董事及經理人對公司應負有忠誠義務,且執行公司業務應盡善良管理人之注意義務。
- (B)如任何董事或經理人有違反其義務或相關法令之行為,公司除得行使一切權利及救濟方式外,公司得(i)要求該董事或經理人賠償公司所受之損害,及(ii)要求該董事或經理人對公司因此須賠償第三人所受之損害負連帶責任,且(iii)在相關法令及開曼相關法規允許下,公司得經股東會普通決議通過,要求就該董事或經理人因違反其忠實義務及違反相關法令所獲得之任何收益及利益歸入公司所有。

#### 公司印鑑

98. 本公司之印鑑非經董事會授權,不得使用於任何文件上。董事會之授權可以在印鑑使用前或使用後為之,如果是事後追認,可以以概括方式確認印鑑使用之次數為之。公司印鑑之使用必須由董事、執行秘書或經董事會為該目的所授權之人員面前為之,前述之人員應在經其親視使用公司印鑑之每一份文件上簽署。
99. 本公司得於董事會指定之國家或地方保存公司印鑑之複本。公司印鑑之複本非經董事會決議之授權,不得使用於任何文件上。董事會之授權可以在印鑑使用前或使用後為之,如果是事後追認,可以以概括方式確認印鑑使用之次數為之。公司印鑑複本之使用必須由董事會為該目的所授權之人員親視,前述之人員應在經其親視使用公司印鑑複本之每一份文件上簽署。公司印鑑複本之使用以及前述之簽署與董事或執行秘書親筆



簽署之文件或經董事會為該目的所授權之人員面前加蓋公司印鑑者有相同之效力。

100. 不論前述有任何規定，執行秘書為證明文件內容為真實，得在文件上加蓋公司印鑑或公司印鑑複本，但不因此增加本公司之任何義務。

#### 董事資格喪失與變更

101. 有下列情事之一者，不得擔任董事，其已擔任者，當然解任：
- (a) 曾犯重罪(包括但不限於台灣組織犯罪防治條例所列之罪)，經有罪判決確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾五年者；
  - (b) 曾犯詐欺、背信、侵占罪經宣告有期徒刑一年以上之刑確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾兩年者；
  - (c) 曾犯貪污治罪條例之罪或侵占公司資產或服公務虧空公款，經有罪判決確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾兩年；
  - (d) 依任何國家法令受破產之宣告或與其債權人進行全面性債務安排或和解或經法院裁定開始清算程序；
  - (e) 使用票據經拒絕往來尚未期滿；
  - (f) 依台灣法令規定為無行為能力或限制行為能力；
  - (g) 死亡或有心智缺陷或依精神健康相關法令規定患有精神疾病且經董事會決議解除職務者；
  - (h) 依法律規定所作成之命令被停止董事職務，或被禁止擔任董事職務；
  - (i) 以書面通知公司請辭董事職務者；
  - (j) 依第75條規定或台灣法令遭解任者；
  - (k) 依第101.1條規定遭解任者；及/或
  - (l) 受輔助宣告尚未撤銷。
- 101.1 在不違反開曼法及台灣法令之前提下，於本公司股份已於股票市場掛牌之期間，若本公司董事(不含獨立董事)，在任期中轉讓部分或全部持股致持有股份低於選任當時所持有公司股份數額二分之一時，當然解任。
- 101.2 在不違反開曼法及台灣法令之前提下，於本公司股份已於股票市場掛牌之期間，任何於相關股東會(“選任股東會”)被選任董事之人(“董事當選人”) (不含獨立董事)，如有以下情事，該董事當選人之選任不生效力(即便該董事當選人之選任已經選任股東會同意，且該同意對該董事應不生當選之效力)：
- (a) 該董事當選人於選任股東會後、就任董事前出售或轉讓其於選任當時所持有之股份數額超過二分之一；或
  - (b) 該董事當選人於股東會召開前之停止股票過戶期間內，出售或轉讓持股超過二分之一。
- 本101.2條所指之停止股票過戶期間係指公司召開股東會前，股東名簿停止過戶日起至該股東會開會日止(包含開會日)之期間。
102. 公司除經證券櫃檯買賣中心、中華民國證券交易所或金融監督管理委員會核准外，董事間應有超過半數席次，不得具有：(1)配偶關係，或(2)依台灣法令規定之二親等以內親屬關係。
103. 本公司召開股東會選任董事，若董事當選人不符上述第99條規定時，不符規定之董事中所得選票代表選舉權較低者，其當選失效。已充任之董事違反上述第99條規定者，當然解任。
104. 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。但董事缺額達本章程所定席次三分之一者，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。新任之董事，其任期應以補足原董事之任期為準。



### 董事會程序

105. 董事為處理業務得集會(無論是在開曼群島境內或境外地區)、休會，並以其認為適當之方式規範其會議及程序。除另有規定外，會議中所提出之問題，應由董事多數決議定之。在贊成與反對票數相等時，主席有決定性投票權。任一董事得隨時召集董事會，如在另一董事請求時，應召集董事會。
106. 董事得以視訊會議參與董事會會議，以及其他經董事會指定且該董事為其成員之委員會會議。董事依上述方法參與會議者，視為親自出席。
107. 除另有規定外，董事會得作成決議之法定出席人數為過半數。董事出具委託書或指定董事代理人出席會議者，於計算法定出席人數時，該董事視為親自出席。
108. 公司董事對於與公司簽訂之契約或擬簽訂之契約或其他董事會議事項有直接或間接之利害關係時，應於董事會議中表明利害關係。董事已將其本身為某特定公司或組織成員且對於將與該公司或組織簽訂之契約具有利害關係通知董事會者，應認為已充分揭露對於該契約簽訂之利害關係。  
公司董事對於董事會議之事項，有自身利害關係時，應於當次董事會說明其自身利害關係之重要內容。董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就董事會議之事項有個人利害關係，視為董事就該事項有自身利害關係。董事對於董事會之事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，並不得代理他董事行使其表決權。董事會之決議，依前述規定不得行使表決權之董事，不算入已出席董事之表決權數(但仍應計入法定出席人數)。於本公司進行合併、收購或分割時，董事應向董事會及股東會說明其與該交易自身利害關係之重要內容及贊成或反對該交易決議之理由。
109. 無論前條如何規定，董事得同時擔任公司內部有給職之職務(除稽核人員以外)，該職務之任職期間及條件(報酬及其他)由董事會決定之。董事或將擔任董事之人不會因擔任本公司其他有給職務而喪失董事資格，該董事亦無須因為擔任該職務或因該職務所建立之忠實義務關係而就其因該職務所獲得之利益對本公司負說明之義務。
110. 於本章程允許之範圍內，董事得以其本人之名義或透過其事務所之專業能力，為本公司提供專業服務，並領取報酬，如同未擔任董事職務者一樣，但無論如何，董事或其事務所不得擔任本公司之稽核人員。
111. 董事會應將所有會議記錄集結成冊或作成活頁檔案，以記錄：
  - (a) 董事會所作成關於經理人之指派；
  - (b) 每次董事會及委員會出席董事之姓名；及
  - (c) 本公司所有會議以及董事會及委員會之決議及議事經過。
112. 縱使有董事嗣後離席，亦不影響董事會之進行；惟如實際出席人數已低於本章程所規定之法定出席人數時，除為召集股東會之目的外，董事會不得繼續開會。
113. 經董事會所指派之委員會應按董事會所訂定之規則選出該委員會之主席。如未選出主席，或主席於預訂開會時間後十五分鐘內仍未出席者，出席委員得互推一人為該次會議主席。
114. 董事會指派之委員會得自行決定開會及休會。除董事會所訂定之規則另有規定外，委員會議中所提出之問題應由出席委員按多數決方式決定之。
115. 無論董事之選任或代理董事之指派是否嗣後經發現有瑕疵，或者上述任何人員有發生喪失資格之情事，所有董事會或董事委員會所作之決議，以及任何行使董事職權人員之行為均為有效，如同所有人員均已

經合法選任並具有擔任董事之資格一樣。

116. 下列事項應經三分之二以上董事出席、出席董事過半數同意之決議行之：
- (a) 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；
  - (b) 讓與全部或主要部分之營業或財產；
  - (c) 受讓他人全部營業或財產，對公司營運有重大影響者；
  - (d) 依本章程規定選舉董事長；
  - (e) 發行公司債；及
  - (f) 台灣法令所要求之其他任何事項。

### 股利

117. 本公司年度如有獲利，應提撥至少 1% 之獲利為員工酬勞，及不超過 3% 之獲利為董事酬勞，但公司尚有累積虧損時，應預先保留彌補數額。員工酬勞得以現金或股票方式發放，且得發給符合董事會訂定之一定條件之從屬公司員工。
- 本公司得依董事會擬訂並經股東會以普通決議通過之分配計畫分派盈餘。董事會應依下列順序分派或提撥：(i)完納稅捐；(ii)彌補虧損；(iii)再提撥 10% 為法定盈餘公積；但法定盈餘公積累積已達本公司資本總額時，不在此限；(iv)本公司得依上市法令或主管機關要求，提撥特別盈餘公積。完成以上分派或提撥後，再就其餘額，加計以前年度累積未分配盈餘數為累計可分配盈餘(“可分配盈餘”)，董事會得經股東會同意後依下列原則分派：
- 本公司所營產業屬資本密集行業，且本公司目前處於成長階段，未來數年皆有資本支出之計畫暨資金之需求，董事會得考量本公司財務、業務及經營因素後，依開曼法及上市法令，擬具股息及紅利分派案。股東股利發放總額不得少於當年度可分配盈餘之 10%，且現金股利分派之比例不得少於當年度股東股利總額之 10%。
118. 法定盈餘公積之運用應依上市法令為之。在符合開曼法及台灣法令之前提下，本公司無累積虧損時，得以 A 型特別(重度)決議或 B 型特別(重度)決議之方式，將(1)法定盈餘公積及/或(2)資本公積中包括股份溢價帳戶及本公司受領贈與之所得部分，其全部或一部，按股東原有股份之比例發放現金。
119. 股息得以支票發放，支票應郵寄至各股東或有權領取之人員之登記地址，在有共同所有人時，則郵寄至代表人之登記住址，或郵寄至上述當事人所指定之人員及地址。上述支票應以發放之對象或其他經股東或有權領取之人員或共有人所指定之人員為受款人。
120. 除各股份所附隨之權利與限制另有規定外，股息應按各股東所持有之股份數分派及支付。
121. 任何股份經登記為數人所共有時，任一共有人均得有效領取因該股份所得受領之股息及其他款項。
122. 本公司對於股息無支付利息之義務。
123. 本公司股息之發放應依照開曼法規定辦理。

### 會計、稽核與年度申報及聲明

124. 公司會計帳冊之保管應按董事會決定之方式為之。
125. 會計帳冊應置於本公司之註冊事務所或其他董事會認為適當之處所，並得隨時供董事查閱。
126. 除依開曼法或台灣法令規定，或依有管轄權法院之命令、或經董事會或本公司股東會之授權外，股東(未擔任董事者)以及任何第三人均不得閱覽本公司帳冊及文件。

127. 每會計年度終了，董事會應將其依開曼法及台灣法令規定所造具之財務報表及各項表冊，提出於股東常會請求承認，並於股東會後，將已經承認之財務報表及盈餘分派或虧損撥補之決議，分發給股東，其分發得僅以公告方式取代之。
128. 董事會應將所造具之年度營業報告及財務報表，於股東常會開會十日前，備置於股務代理機構，股東得於股務代理機構正常營業時間內查閱該等資料。
129. 除本章程另有規定外，本公司會計帳冊是否得開放給未擔任董事之股東檢視，檢視之範圍、時間、地點、條件及相關規定，由董事會決定之。除依法或經董事會或股東會普通決議授權外，股東(未擔任董事者)無權檢視公司的帳冊與文件。
130. 本公司之會計帳冊應依照董事會所決定之財務年度期間及方式，或按照上市法令及其他台灣法令規定之方式，進行查核。
131. 董事會每年應依照開曼法規定備妥年度申報文件及聲明書，並提交予開曼群島公司登記處。

#### 稽核

132. 董事會得指派本公司之稽核人員並決定其報酬，其任期至董事會解除其職務時為止。
133. 每一位稽核人員均有權隨時查閱公司帳冊、帳戶及憑證，並得在執行稽核職務之必要範圍內，請求本公司董事及經理人提供資訊及說明。
134. 稽核人員於其任職期間內，如經董事會要求，應於到職後之第一次股東會就本公司之帳冊提出報告，任職期間應隨時依董事會或股東會之要求，提出關於公司帳冊之報告。

#### 資本公積轉資本

135. (A) 本章程所謂之資本公積係指：(1)股份溢價帳戶；(2)本公司受領贈與之所得；以及(3)其他依台灣法律應列入資本公積之項目。資本公積只能用於：(a)填補公司虧損；(b)依本條規定轉作資本；或(c)其他台灣法令及/或開曼法所規定之方式。  
(B) 在符合開曼法及上市法令之前提下，本公司無累積虧損時，得以 A 型特別(重度)決議或 B 型特別(重度)決議之方式，將(1)法定盈餘公積及/或(2)資本公積中包括股份溢價帳戶及本公司受領贈與之所得部分，其全部或一部撥充資本，按股東原有股份之比例發給新股。本章程第 8 條規定，於本公司依第 135 條規定發行新股時，不適用之。

#### 公開收購

136. 董事會於公司或公司之訴訟及非訟代理人接獲公開收購申報書副本及相關書件後七日內，應依上市法令規定，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(10%)之股東自己及以他人名義目前持有之股份種類和數量；
  - (b) 就本次收購對股東之建議，並應載明棄權或持反對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；
  - (d) 董事及持有公司已發行股份超過百分之十(10%)之股東自己及以他人名義持有公開收購人或其關係企業之股份種類、數量及其金額。

#### 股份溢價帳戶

137. 董事會應依照開曼法規定設置股份溢價帳戶，並確保該帳戶之金額等於以超過票面金額發行股份所得溢額部份之金額或價值。

138. 贖回或買回股份所支付之價格與該股份票面金額間之差額，應記入股份溢價帳戶的借方帳中，董事會得決定以公司之盈餘支付贖回或買回股份之價款，或者，如開曼法允許，得由股本中支付之。
139. 本公司應隨時遵守開曼法關於股份溢價帳戶、股份溢價金額及資本贖回準備金之規定。

#### 清算

140. 除開曼法另有規定外，當本公司進行清算時，如可供股東分配之財產不足以償還全部股本者，賸餘資產應儘可能以股東持股比例進行分配，以使該等股東得依持股比例承擔損失。如果清算中可供股東分配之財產超過償還清算開始時之全部股本者，超過之部分應按清算開始時股東之持股比例進行分配。股份之持有人依該股份發行條件所享有之權利，不受本條規定之影響。
141. 除開曼法另有規定外，當本公司進行清算時，清算人得經特別決議之同意，並取得開曼法所規定之許可，於符合台灣上市法令規定之情況下，得將公司全部或部分之財產(無論是否為同樣性質的財產)直接分割予股東，清算人前述分割財產之目的，得依其認為公平之價格決定財產之價值，並得決定如何在股東或不同股份種類間進行財產分割。清算人認為適當時，亦得經由前述之決議方法及同意，為股東之利益，將此等財產之全部或一部交付信託，但股東無須接受負有債務之任何財產。
142. 本公司應自清算完成之日，將各項報表、帳冊及文件，保存十年。保管人應由清算人或經公司普通決議指定之。

#### 通知

143. 除開曼法或本章程另有規定外，任何應送達股東之通知或文件，得由本公司或有權寄發通知之人，以專人親自遞送、或以傳真、預付郵資之郵件或經由公認之快遞服務公司等方式，依股東名簿上所載之地址送交予各股東；或者，在法令許可範圍內，經由公開資訊觀測站或本公司網站公告，或以電子傳輸方式傳送至該股東以書面確認作為收受通知之電子信箱。如股份由數人共有者，通知應送達股東名簿上記載為代表人之共有人，通知經送達於該共有人之代表人，即視為已送達全部共有人。
144. 如股東已親自或出具委託書出席本公司會議時，應視為出席會議之通知已合法送達，且該會議已合法召集。
145. 任何通知或文件：
- (a) 如以郵寄或快遞方式寄送時，於該郵件交付郵寄或快遞後五日內，視為已經送達；
  - (b) 如以傳真方式寄送時，於傳真機印出確認傳送報告且該報告載明收受方完整傳真號碼時，視為已經送達；
  - (c) 如以公認之快遞服務公司寄送時，應於該郵件交付快遞公司後四十八小時視為已經送達；或
  - (d) 如以電子郵件方式寄送時，於符合開曼法規定之範圍內，於傳送該電子郵件之時，視為已經送達。
- 如以郵寄或快遞方式為之時，如為證明已合法送達，僅需證明內含通知或文件的郵件上已正確載明地址並投遞或交付予快遞人員已足。
146. 如通知或文件已按本章程規定交付郵寄或留置於股東登記之地址，不論該股東當時是否已經死亡或破產，或者本公司是否知悉其死亡或破產，除非該股東於相關通知送達時已經自股東名簿上除名，否則針對登記於該股東名下之股份，無論該股東為單獨所有人或共有人，均視為已經合法送達，且該送達之效力及於所有對於該股份有利害關係之人。
147. 本公司股東會開會通知應發給：
- (a) 持有股份且在該會議通知基準日有權收受通知，並已提供收受通知地址予本公司之股東；及

- (b) 因股東死亡或破產而得享有股份權利之人，但必須以該死亡或破產之股東原先得收受通知為限，且該繼受權利之人必須通知公司並依公司之要求提供相關證明文件。

除上述以外，任何人均無權收受股東會開會通知。

#### **修改組織大綱及公司章程**

148. 本公司得依開曼法、台灣法令及本章程(包括但不限於第 13 條)規定，隨時以特別決議修改組織大綱及本章程之全部或一部。

#### **本公司辦公室**

149. 本公司註冊辦公室應依董事會之決議設於開曼群島。除註冊辦公室外，本公司得經董事會決議，隨時於開曼群島或其他地方設立辦公室。

#### **資訊**

150. 董事會應將本公司章程、歷次股東會之會議紀錄及財務報表、股東名簿及公司發行公司債之存根文件，備置於股務代理機構。股東得提出利害關係證明文件，並表明請求之範圍後，隨時請求查閱或抄錄或複製上開資料，本公司並應令股務代理機構提供。
151. 在不影響股東依本章程所得享有權利之前提下，股東不得要求本公司提供與交易相關之資料或其他涉及營業秘密或與公司經營業務流程有關而經董事會認定一旦公開將不符合本公司股東利益之秘密資訊。
152. 董事會得向任何主管機關或司法當局，提供或揭露任何其所持有、保管或控制與本公司或本公司與股東間有關之事務，包括但不限於股東名簿及股份移轉紀錄簿上之資訊。

#### **補償**

153. 本公司應以公司資產補償並使所有本公司及其子公司之董事(為本條之目的，包括依本章程之規定指定之代理董事)、執行董事、代理董事、稽核人員、執行秘書及其他公司經理人(以下合稱被補償人)免於因執行本公司業務之行為、或因執行職務、行使權力、職權或判斷而受任何行動、程序、費用、收費、支出、損失、損害賠償或其他責任之請求而遭受任何損失(包括因錯誤判斷之結果)，在不影響前述意旨前提下，包括補償被補償人於民事訴訟程序中就關於本公司及其事務提出抗辯所產生之費用、花費、損失或責任(不論勝訴與否)，無論是在開曼群島或其他地方進行；但被賠償人有背信、故意或詐欺等情事者(經相關法院判決定讞)，不在此限。
154. 除非被補償人有背信、故意或詐欺等情事(經相關法院判決定讞)，否則其無須對公司之損害負責。

#### **未經承認之信託**

155. 本公司只承認依股東名簿記載之股東權利，除法律另有規定者外，本公司不承認任何人因信託關係持有本公司之股份，本公司亦無須接受(即使已被通知)任何股份有關財產上、附條件、將來或部分之利益(除依本章程或開曼法規定者外)或其他與股份相關之權利。但董事會得依其本身之裁量決定承認前開之利益。

#### **會計年度**

156. 除董事會另行決定外，本公司會計年度自每年自一月一日起至十二月三十一日止。

#### **訴訟及非訴訟代理人**

157. 於本公司股份已於股票市場掛牌之期間，於符合開曼法及台灣法令之前提下，董事會應指派本公司於中華民國之訴訟及非訴訟代理人。該代理人為本公司於中華民國境內之負責人，並應於中華民國境內有住所或居所。