


麗豐股份有限公司
民國 103 年股東常會議事錄

日期：民國 103 年 6 月 19 日（星期四）上午 9 時 00 分正。

地點：台北市中山區中山北路二段 39 巷 3 號 4 樓(晶華酒店 5~7 貴賓室)。

出席股東：出席股東及股東代理人代表股份權數 66,371,300 股，佔本公司已發行股份總數 75,707,000 股之 87.67%

列席人員：總經理 余敬倫

財務副總 胡慧

獨立董事 蔡玉琴

安侯建業聯合會計師事務所 俞安恬 會計師

建業聯合法律事務所 洪東雄 律師

主席：陳碧華



記錄：高培修



宣佈開會：出席股東及股東代表股份權數已達法定數額，主席依法宣佈開會。

主席致詞：略。

一、報告事項

案由一：102 年度營業報告案。

說明：102 年度營業報告書，請參閱本手冊附件一。

案由二：102 年度審計委員會查核報告案。

說明：102 年度審計委員會查核報告書，請參閱本手冊附件二。

案由三：102 年度關係人交易報告案。

說明：(1)依據本公司「關係人交易之管理辦法」第六條第三項之規定。
(2)102 年度關係人交易報告書，請參閱本手冊附件三。

案由四：本公司功能性貨幣由美金改為新台幣報告案。

說明：本公司於 102 年 11 月 27 日於中華民國證券交易所掛牌上市，因經濟環境發生改變，業經本公司董事會於 103 年 5 月 9 日決議，將本公司之功能性貨幣由美金改為新台幣，並自 103 年 1 月 1 日起開始。

二、承認事項

案由一：102 年度營業報告書及合併財務報告案。(董事會提)

- 說明：(1)本公司 102 年度合併財務報表，包括：合併資產負債表、合併綜合損益表、合併權益變動表、合併現金流量表，業經安侯建業聯合會計師事務所俞安恬及黃柏淑會計師查核完竣。
- (2)102 年度營業報告書、會計師查核報告及上述財務報表，請參閱本手冊附件一及附件四。
- (3)敬請 承認。

決議：經主席徵詢全體出席股東無異議照案通過。

案由二：102 年度盈餘分配案。(董事會提)

- 說明：(1)本公司 102 年度稅後淨利為新台幣 693,229,655 元，減確定福利計劃精算損益變動數新台幣 3,372,073 元，依法令規定須提列法定盈餘公積新台幣 69,322,966 元後，加上期初未分配利潤新台幣 21,118,453 元，可供分配盈餘計新台幣 641,653,069 元。
- (2)本年度稅後淨利，依據公司章程第 91 條規定擬發放董監酬勞新台幣 6,076,622 元及員工紅利新台幣 12,252,534 元，擬自可供分配盈餘中提撥股東紅利共計新台幣 529,949,000 元，其中現金股利為新台幣 492,095,500 元(每股配發現金股利新台幣 6.5 元)及股票股利為新台幣 37,853,500 元(每仟股無償配發盈餘轉增資股票股利 50 股(每股 0.5 元))；本次股利發放，將俟股東常會通過後，授權董事會訂定除權息基準日及相關事宜。
- (3)本次之盈餘分配案所訂定之各項條件如因主客觀因素影響、主管機關核定變更或除權基準日前現金增資發行新股或公司買回庫藏股或員工認股權行使，致股東配股因此發生變動者，擬提請本次股東常會授權董事會全權處理。
- (4)檢附 102 年度盈餘分配表，請參閱本手冊附件五。
- (5)敬請 承認。

決議：經主席徵詢全體出席股東無異議照案通過。

三、討論事項(一)

案由一：擬提本公司辦理盈餘轉增資發行新股案。(董事會提)

- 說明：(1)本公司為提升本公司資本規模及強化財務結構，擬自本公司可供分配盈餘中提撥新台幣 37,853,500 元撥充資本發行新股，每股面額 10 元，計發行普通股 3,785,350 股。
- (2)本次增資發行新股配股基準日，俟股東常會決議通過後並依基準日之股東名簿所記載之持股比例，每仟股無償配發 50 股，配發不足一股之畸零股，得由股東自停止過戶日起 5 日內至本公司股務代理機構辦理併湊，逾期末併湊或併湊後仍不足一股之畸零

- 股，按面額折發現金計算至元為止。累積畸零股由董事會授權董事長洽特定人按面額認購之。
- (3)本次增資發行之新股，其權利與義務與原已發行股份相同，並採無實體發行。
 - (4)嗣後如因主客觀因素影響、買回本公司股份、庫藏股轉讓或註銷、員工認股權憑證行使或其他原因，致影響流通在外股數，股東配股率因此發生變動時，擬請股東常會授權董事會全權處理。
 - (5)以上增資相關事宜如因法令變動或主管機關核定修正須予變更時，擬請股東常會授權董事會全權處理。
 - (6)敬請 討論。

決議：經主席徵詢全體出席股東無異議照案通過。

案由二：擬修訂本公司「公司章程」部份條文案。(董事會提)

- 說明：(1)依據經濟部九四、八、一二經商字第 09402115470 號函及本公司董事選任程序第 9 條之規定，擬修訂「公司章程」部份條文。
- (2)檢附公司章程變更或修正前後對照表，請參閱本手冊附件六。
 - (3)敬請 討論。

決議：經主席徵詢全體出席股東無異議照案通過。

案由三：擬修訂本公司「取得或處分資產處理程序」部份條文案。(董事會提)

- 說明：(1)依據 102 年 12 月 30 日金融監督管理委員會金管證發字第 1020053073 號函規定，擬修訂「取得或處分資產處理程序」部份條文。
- (2)檢附「取得或處分資產處理程序」修訂條文對照表，請參閱本手冊附件七。
 - (3)敬請 討論。

決議：經主席徵詢全體出席股東無異議照案通過。

案由四：擬本公司投保「董監事及重要職員責任保險」案。(董事會提)

- 說明：(1)為落實上市上櫃公司治理實務守則第 39 條規定。
- (2)本公司於董事任期內就其執行業務範圍依法應負之賠償責任為其購買責任保險，以降低及分散董事因錯誤或疏失行為而造成公司及股東重大損害之風險。
 - (3)檢附董監事及重要職員責任保險之投保內容摘要，請參閱本手冊附件八。
 - (4)敬請 討論。

決議：經主席徵詢全體出席股東無異議照案通過。

四、選舉事項

案由：補選董事一席案。(董事會提)

說明：(1)依公司章程第 58 條規定及落實公司治理，擬於本年度股東常會補選董事一席。

(2)新任董事於當選後即就任，其任期自選任當日起至 104 年 8 月 22 日止。

(3)敬請 選舉。

選舉結果：

董事當選名單		
戶號或身分證統一編號	戶名	得票權數
A104*****	李宗德	62,642,000 股權

五、討論事項(二)

案由：解除新任董事競業禁止之限制案。(董事會提)

說明：(1)依據中華民國公司法第 209 條規定「董事為自己或他人為屬於公司營業範圍內之行為，應對股東會說明其行為之重要內容，並取得其許可」及公司章程第 38 條(h)規定。

(2)新任董事若有投資或經營其他與本公司營業範圍相同或類似之公司經營之行為，在不影響公司正常業務及無損及公司之利益下，爰依法提請本年度股東常會同意解除該董事競業禁止之限制，以利業務之推展。

(3)敬請 討論。

決議：李宗德新任董事競業明細：

公司名稱	任職名稱	解除競業禁止限制情形
理慈國際科技法律事務所	主持合夥律師	解除
財團法人罕見疾病基金會	董事	解除
交通部第八屆高速鐵路協調委員會	委員	解除
財團法人清潔生產與區域發展基金會	監察人	解除

經主席徵詢全體出席股東無異議照案通過。

六、 其他議案及臨時動議：無。

七、 散會：經全體出席股東一致無異議散會，上午9時30分整。

註：本次股東常會議事錄僅載明會議進行要旨，會議進行內容及程序仍以會議影音記錄為準。

主 席：陳碧華



記錄：高培修



麗豐股份有限公司 102 年度營業報告書

茲就麗豐股份有限公司（以下簡稱本公司）102 年度營運成果及 103 年度營業計畫提出報告如下：

一、102 年度營運成果：

（一）營業計畫實施成果：

本公司 102 年度合併營業收入為新台幣 2,701,472 千元，較 101 年度擬制合併營業收入 2,408,559 千元，成長幅度為 12.16%；稅後淨利為新台幣 693,228 千元，較 101 年度擬制稅後淨利新台幣 590,385 千元，成長幅度為 17.42%。

就銷售地區而言，中國大陸地區營業收入為新台幣 2,614,697 千元，占營業收入 96.79%，大陸地區作為本公司業務拓展重點區域，發展潛力巨大。

（二）財務收支及獲利能力分析：

財務收支及財務結構方面，本公司 102 年度資產負債比例為 32%，流動比率為 324%，淨利率為 26%，營業活動之現金流入為新台幣 794,868 千元，顯示本公司除業績與獲利持續增長以外，財務結構也相當健全。

（三）研究發展狀況

102 年度本公司為因應市場變化，持續以“抗衰老，抗老化”為新品研發主軸，提供“全方位，全時效”產品，以最大程度滿足消費者個性化護膚保養之需求。

二、103 年營業計畫概要

（一）經營方針：

1、持續推進品牌建設，樹立優質高尚品牌形象，全方位開展品牌傳播，增強加盟店黏著度及消費者好感度。

2、順應市場需求適時推動新品上市，並積極發揮專業線產品優勢，配合療程組合銷售，構建院裝到居家產品全覆蓋。

3、伴隨大陸地區城鎮化進程不斷深化，二三線城市消費能力及消費需求持續提升，市場潛力巨大，本公司將積極拓展大陸地區二三線市場，加快拓店速度。

4、進一步強化培訓能力，提升美容師服務技巧，進而提高消費者滿意度。

（二）預期銷售數量及依據：

103 年度本公司會依據宏觀環境、產業特性、市場供需狀況，配合 103 年本公司執行落實專業線產品與居家產品相結合之行銷策略，達成營收增長之目標。

三、未來公司發展戰略

（一）強化研發能力，持續開發高端產品。

- (二) 著力進行品牌建設，強化與終端客戶的結合，增大品牌黏著度。
- (三) 順應大陸城鎮化步伐，品牌下沉滲透二三線城市及潛在市場。

四、受到外部競爭環境、法規環境及總體經營環境之影響

(一) 受到外部競爭環境及總體經營環境之影響：

大陸地區美容連鎖市場存在一定競爭。在目前分散的競爭市場上，優勢品牌企業具備相當市場號召力，更具有有一定市場整合之機會。依據中國國家統計局出具的《2013年國民經濟和社會發展統計公報》，大陸地區GDP增長率為7.7%，城鎮消費品零售額增長12.9%。另據Euromonitor出具之相關行業報告，2011-2016年中國化妝品市場規模未來的年均複合增長率可達8.12%。顯示在這樣的競爭環境中，本公司仍有著明顯的競爭優勢。

同時，加盟商的經營受經濟環境及消費力的直接影響。目前中國大陸已將城鎮化作為重要的國家戰略級議題，102年度，城鎮居民人均可支配收入較101年度增長9.7%，扣除價格因素，實際增長7.0%。隨著城鎮化推進，文化旅遊休閒、家政、美容等行業的服務水準將不斷提升，享受型消費占人均消費支出比重將會不斷提高，二三四線城市購買力的不斷提升，本公司也將進一步拓展大陸地區二三線市場。

(二) 受到法規環境之影響：

中國針對美容護膚品生產製造制定有《化妝品衛生規範》、《化妝品衛生監督條例》、《化妝品衛生監督條例實施細則》、《工業產品生產授權管理條例》、《國產非特殊用途化妝品備案管理辦法》、《化妝品標籤說明書管理規定》，針對加盟連鎖行業制定有《商業特許經營管理條例》等多項法規及條例，企業需申領多項合法且有效之執照及許可證等，方可在中國經營美容護膚品生產製造及加盟連鎖業務。依照法規取得相關證照對本公司之業務經營有重大影響。惟截止年報刊印日止，本公司尚無業務或營運所應持有之執照及許可證無法取得或更新之情事。

董事長



經理人



會計主管



麗豐股份有限公司 審計委員會查核報告書

茲准 董事會造送本公司 2013 年度營業報告書、合併財務報表及盈餘分配表等表冊，其中合併財務報表(如：合併資產負債表、合併綜合損益表、合併權益變動表及合併現金流量表等)業經董事會委託安侯建業聯合會計師事務所俞安恬、黃柏淑會計師查核竣事，並出具查核報告。上開董事會造送之各項表冊，經本審計委員會審查認為尚無不符，爰依證券交易法第 14 條之 4 及台灣公司法第 219 條之規定，繕具報告，敬請 鑒核。

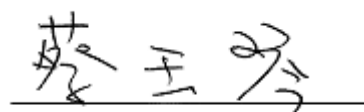
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麗豐股份有限公司 2014 年股東常會

麗豐股份有限公司

審計委員會

召集人：蔡玉琴



西 元 2 0 1 4 年 0 3 月 1 2 日

關係人交易事項匯總報告

擬就民國102年度關係人交易事項匯總報告如附件(其中101年度為擬制數)：

一、關係人之名稱及關係：

關係人名稱	主要業務	地區	與合併公司之關係
克緹(中國)日用品有限公司 (以下簡稱克緹中國公司)	生產及銷售直銷 護膚產品及彩妝	中國	聯屬公司
克緹國際(香港)有限公司 (以下簡稱克緹香港公司)	經銷直銷護膚產 品	香港	聯屬公司
克緹國際貿易股份有限公司 (以下簡稱克緹國際公司)	經銷直銷護膚產 品	中華民國	聯屬公司
兆倉(上海)貿易有限公司 (以下簡稱兆倉公司)	經銷直銷護膚產 品	中國	聯屬公司
上海瑞龍實業有限公司 (以下簡稱上海瑞龍公司)	經銷健康食品	中國	聯屬公司
勁研(上海)生物科技有限公司 (以下簡稱勁研公司)	生產健康產品	中國	聯屬公司
佰研生化科技股份有限公司 (以下簡稱佰研生化公司)	生產健康產品	中華民國	聯屬公司
上海亞力山大貿易有限公司 (以下簡稱亞力山大大公司)	經銷直銷護膚產 品及精油	中國	聯屬公司
上海亞力健身休閒有限公司 (以下簡稱亞力健身公司)	健身俱樂部	中國	聯屬公司
超能生化科技股份有限公司 (以下簡稱超能公司)	生產健康食品及 其他產品	中華民國	聯屬公司
超美生物科技股份有限公司 (以下簡稱超美公司)	生產及銷售化妝 品及清潔用品	中華民國	聯屬公司
金永基股份有限公司 (以下簡稱金永基公司)	投資及租賃物業	中華民國	聯屬公司
新金寶集團有限公司 (以下簡稱新金寶公司)	不動產投資及經 銷護膚產品	香港	聯屬公司
克緹集團有限公司 (以下簡稱克緹集團公司)	投資公司	英屬維京群	聯屬公司
全球互動行銷股份有限公司 (以下簡稱全球互動公司)	網路購物	中華民國	聯屬公司
理慈國際科技法律事務所 (以下簡稱理慈法律事務所)	一般法律事務	中華民國	該法律事務所之代表 人為本公司之董事
創盛商業開發股份有限公司 (以下簡稱創盛公司)	公關服務	中華民國	聯屬公司
全豐盛信義105大樓管理負責 人 (以下簡稱全豐盛105管委會)	大樓物業管理	中華民國	聯屬公司
MC. Reene Co. Ltd. (以下簡稱MC. Reene)	代理進口貿易業 務	泰國	聯屬公司
上海理慈知識產權代理有限公 司 (以下簡稱上海理慈知識產權 公司)	智慧財產權法律 事務	中國	該法律事務所之代表 人為本公司之董事
光亞國際股份有限公司 (以下簡稱光亞公司)	光學儀器	中華民國	聯屬公司

北京亞力山大東直門健身休閒健身俱樂部有限公司(以下簡稱北京亞力山大)	中國	聯屬公司
克緹國際(泰國)有限公司(以下簡稱克緹泰國公司)	經銷直銷護膚產品 泰國	聯屬公司

二、與關係人之間之重大交易事項

1、營業收入

	102年度		101年度	
	人民幣	新台幣	人民幣	新台幣
克緹中國公司	\$1,829	8,838	\$894	4,187
克緹國際公司	4,939	23,866	2,527	11,836
其他(人民幣500千元以下)	629	3,040	644	3,016
合計	<u>\$7,397</u>	<u>35,744</u>	<u>\$4,065</u>	<u>19,039</u>

	102年第四季		101年第四季	
	人民幣	新台幣	人民幣	新台幣
克緹中國公司	\$237	1,160	\$274	1,280
克緹國際公司	967	4,709	2,048	9,590
其他(人民幣500千元以下)	164	797	350	1,637
合計	<u>\$1,368</u>	<u>6,666</u>	<u>\$2,672</u>	<u>12,507</u>

合併公司售予關係人之價格與一般銷售對象並無顯著不同。對關係人收款條件採月結60天收款，一般客戶則為預收貨款。

2、進貨

	102年度		101年度	
	人民幣	新台幣	人民幣	新台幣
克緹中國公司	\$2,952	14,264	\$4,504	21,097
超美公司	9,917	47,920	7,551	35,369
新金寶公司	-	-	5,450	25,528
佰研生化公司	6,120	29,572	2,799	13,111
兆倉公司	2,020	9,761	698	3,269
亞力山大公司	414	2,000	955	4,473
其他(人民幣500千元以下)	-	-	28	131
合計	<u>\$21,423</u>	<u>103,517</u>	<u>\$21,985</u>	<u>102,978</u>

	102年第四季		101年第四季	
	人民幣	新台幣	人民幣	新台幣
克緹中國公司	\$223	1,102	\$437	2,026
超美公司	1,383	6,761	4,205	19,679
新金寶公司	-	-	-	-
佰研生化公司	2,363	11,452	2,165	10,138
兆倉公司	-	-	299	1,398
亞力山大公司	296	1,450	-	-
其他(人民幣500千元以下)	-	-	28	98
合計	<u>\$4,265</u>	<u>20,765</u>	<u>\$7,134</u>	<u>\$33,339</u>

合併公司向關係企業進貨之交易價格係按雙方議定，關係企業之付款條件為月結60天，與非關係人交易無顯著差異。

3、應收關係人款項

	102.12.31		101.12.31	
	人民幣	新台幣	人民幣	新台幣
應收帳款－關係人：				
克緹國際公司	\$837	4,117	\$1,459	6,799
其他(人民幣500千元以下)	287	1,412	526	2,451
小計	\$1,124	5,529	\$1,985	9,250
其他應收款－關係人：				
克緹中國公司	-	-	\$2,823	13,155
金永基公司	\$525	2,582	559	2,605
其他(人民幣500千元以下)	157	773	263	1,226
小計	\$682	3,355	\$3,645	16,986
合計	\$1,806	8,884	\$5,630	26,236

應收關係人款項屬無擔保、免利息。

4、應付關係人款項

	102.12.31		101.12.31	
	人民幣	新台幣	人民幣	新台幣
應付帳款－關係人：				
超美公司	\$1,231	6,055	\$2,953	13,761
佰研生化公司	2,576	12,671	291	1,356
克緹中國公司	216	1,063	514	2,395
其他(人民幣500千元以下)	166	817	380	1,771
小計	\$4,189	20,606	\$4,138	19,283
其他應付款－關係人：				
克緹中國公司	\$1,739	8,554	\$3,888	18,118
金永基公司	627	3,084	849	3,956
其他(人民幣500千元以下)	154	758	59	276
小計	\$2,520	12,396	\$4,796	22,350
合計	\$6,709	33,002	\$8,934	41,633

應付關係人款項屬無擔保、免利息。

5、預付關係人款項

	102.12.31		101.12.31	
	人民幣	新台幣	人民幣	新台幣
預付款項－關係人：				
佰研生化公司	\$1,121	5,515	-	-
其他(人民幣500千元以下)	478	2,351	-	-
小計	\$1,599	7,866	-	-

6、財產交易－取得不動產、廠房及設備

	102年度		101年度	
	人民幣	新台幣	人民幣	新台幣
克緹中國公司	-	-	\$9,433	44,184

克緹國際公司	-	-	869	4,070
超美公司	\$21,965	105,500	-	-
其他(人民幣500千元以下)	-	-	370	1,738
合計	\$21,965	105,500.00	\$10,672	49,992

	102年第四季		101年第四季	
	人民幣	新台幣	人民幣	新台幣
克緹中國公司	-	-	\$14	17
克緹國際公司	-	-	-	-
超美公司	-	-	-	-
其他(人民幣500千元以下)	-	-	134	626
合計	-	-	\$148	643

向關係企業購買土地之交易價格係參考鑑價報告經雙方議定，付款條件係按雙方簽訂之合

7、勞務接受

	102年度		101年度	
	人民幣	新台幣	人民幣	新台幣
理慈	\$1,106	5,344	\$1,612	7,551
創盛公司	660	3,189	-	-
其他(人民幣500千元以下)	304	1,469	-	-
合計	\$2,070	10,002	\$1,612	7,551

	102年第四季		101年第四季	
	人民幣	新台幣	人民幣	新台幣
理慈	-	-	\$1,612	7,551
創盛公司	\$280	1,356	-	-
其他(人民幣500千元以下)	305	1,484	-	-
合計	\$585	2,840	\$1,612	7,551

關係企業勞務提供之價格及付款條件係依雙方議定。

8、租賃

	102年度		101年度	
	人民幣	新台幣	人民幣	新台幣
克緹中國公司	\$5,818	28,113	\$5,603	26,244
金永基公司	1,957	9,456	840	3,935
其他(人民幣500千元以下)	1,261	6,093	623	2,918
合計	\$9,036	43,662	\$7,066	33,097

	102年第四季		101年第四季	
	人民幣	新台幣	人民幣	新台幣
克緹中國公司	\$1,454	7,066	\$989	4,608
金永基公司	463	2,251	794	3,719
其他(人民幣500千元以下)	307	1,492	288	1,347
合計	\$2,224	10,809	\$2,071	9,674

與關係企業之租賃契約，係參考市場行情議定租金，並按一般條件收付。



安侯建業聯合會計師事務所

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會計師查核報告

麗豐股份有限公司董事會 公鑒：

麗豐股份有限公司及其子公司民國一〇二年及一〇一年十二月三十一日之合併資產負債表，暨民國一〇二年一月一日至十二月三十一日及一〇一年七月三日(設立日)至十二月三十一日之合併綜合損益表、合併權益變動表及合併現金流量表，業經本會計師查核竣事。上開合併財務報告之編製係管理階層之責任，本會計師之責任則為根據查核結果對上開合併財務報告表示意見。

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

依本會計師之意見，第一段所述合併財務報告在所有重大方面係依照證券發行人財務報告編製準則、國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達麗豐股份有限公司及其子公司民國一〇二年及一〇一年十二月三十一日之合併財務狀況，與民國一〇二年一月一日至十二月三十一日及一〇一年七月三日(設立日)至十二月三十一日之合併財務績效與合併現金流量。

安侯建業聯合會計師事務所

會計師：

黃柏淑
何子民



證券主管機關：台財證六字第 0920122026 號
核准簽證文號：(88)台財證(六)第 18311 號
民國一〇三年三月十二日



麗豐股份有限公司
合併資產負債表

民國一〇二二年十二月三十一日

單位：千元

資產	102.12.31		101.12.31	
	人民幣	新台幣	人民幣	新台幣
現金及約當現金(附註六(一)及(十七))	537,988	2,646,363	61	182,185
110 透過損益按公允價值衡量之金融資產一流動(附註六(二)及(十七))	13,830	68,200	1	41,932
1125 應收出售金融資產一流動(附註六(三)及(十七))	-	-	15,000	69,500
1170 應收帳款淨額(附註六(四)及(十七))	105	516	160	746
1180 應收帳款-關係人淨額(附註六(四)、(十七)及七)	1,124	5,528	1,985	9,250
1200 其他應收款(附註六(四)及(十七))	2,406	11,835	1,140	5,312
1210 其他應收款-關係人(附註六(四)、(十七)及七)	682	3,355	3,645	16,936
1308 存貨(附註六(五))	47,742	234,343	6	42,592
1410 預付帳項(附註七)	14,111	69,412	2	9,610
1476 其他金融資產一流動(附註六(六)及(十七))	21,500	105,759	2	1,500
1479 其他流動資產	2,824	14,132	-	2,450
流動資產合計	643,562	3,159,279	23	302,189
非流動資產：				
1600 不動產、廠房及設備(附註六(七)、七及八)	225,518	1,109,323	26	104,543
1840 遞延所得稅資產(附註六(十一))	13,276	65,305	1	12,111
1995 其他非流動資產	650	3,192	-	-
非流動資產合計	239,444	1,177,820	27	116,654
資產總計	883,006	4,337,099	50	418,843
負債：				
1111 流動負債：				
一年內到期長期借款(附註六(九)、(十七)及八)	2322	37,665	1	3,991
應付帳款(附註六(十))	2,922	14,373	-	4,272
4189 應付帳款-關係人(附註六(十)及七)	4,189	20,606	-	4,138
應付費用(附註六(十二)及(十七))	45,817	223,274	5	33,296
其他應付帳款(附註六(十七))	15,150	74,523	3	13,750
其他應付帳款-關係人(附註六(十七)及七)	2,520	12,396	-	4,796
當期所得稅負債	16,143	79,407	2	10,493
預收帳項	40,198	242,065	6	51,889
存入保證金	42,770	210,336	5	31,691
其他流動負債(附註六(八))	12,128	59,653	1	7,839
流動負債合計	193,844	976,638	23	166,455
2540 長期借款(附註六(九)、(十七)及八)	78,224	385,276	9	29,136
遞延所得稅負債(附註六(十一))	-	-	-	9,000
應付退休基金負債(附註六(十二))	1,980	9,239	-	1,533
非流動負債合計	80,204	395,015	9	39,479
負債總計	278,848	1,371,653	32	205,934
歸屬母公司業主之權益(附註六(十二)及(十三))：				
3100 股本	160,394	757,629	17	145,027
3200 資本公積	296,018	1,411,691	33	55
3310 保留盈餘：				
非支配性權益	6,903	33,520	1	-
未分配盈餘	149,623	710,875	16	71,576
其他權益：				
國外營運機構財務報表換算之兌換差額	(4,034)	52,835	1	(810)
備用總計	602,958	2,965,951	68	212,919
負債及權益總計	883,006	4,337,099	100	418,843



會計主管：



經理人：



董事長：

後附合併財務報告附註

~4~

麗豐股份有限公司及其子公司

合併綜合損益表

民國一〇二年一月一日至十二月三十一日及
一〇一年七月三日(設立日)至十二月三十一日

單位：千元

	102年度			101年度(註)		
	人民幣	新台幣	%	金額	新台幣	%
4000 營業收入(附註六(十五)及七)	\$559,068	2,701,472	100	269,864	1,264,012	100
5000 營業成本(附註六(五)、(十)、七及十二)	120,700	583,234	22	34,741	162,758	13
營業毛利	438,368	2,118,238	78	235,123	1,101,254	87
營業費用(附註六(十)、(十二)、七及十二)：						
6100 推銷費用	173,718	839,423	31	87,629	410,455	32
6200 管理費用	96,726	467,389	17	54,646	255,961	20
營業費用合計	270,444	1,306,812	48	142,275	666,416	52
營業淨利	167,924	811,426	30	92,848	434,838	35
營業外收入及支出(附註六(十六))：						
7010 其他收入	11,008	53,192	2	955	4,473	-
7020 其他利益及損失	3,174	15,337	1	1,312	6,145	-
7050 財務成本	(2,690)	(12,998)	(1)	(1,263)	(5,916)	-
營業外收入及支出合計	11,492	55,531	2	1,004	4,702	-
繼續營業部門稅前淨利	179,416	866,957	32	93,852	439,540	35
7950 減：所得稅費用(附註六(十一))	35,953	173,729	6	22,276	104,341	8
8000 本期淨利	143,463	693,228	26	71,576	335,199	27
8300 其他綜合損益(附註六(十)及(十二))：						
8310 國外營運機構財務報告換算之兌換差額	(3,224)	64,152	-	(810)	(11,267)	(1)
8360 確定福利計畫精算損失	(686)	(3,372)	-	-	-	-
8399 減：與其他綜合損益組成部分相關之所得稅	-	-	-	-	-	-
8300 其他綜合損益(稅後淨額)	(3,910)	60,780	-	(810)	(11,267)	(1)
8500 本期綜合損益總額	\$139,553	754,008	26	70,766	323,932	26
每股盈餘(附註六(十四))：						
基本每股盈餘(單位：元)	\$ 2.12	10.25		1.07	5.02	
稀釋每股盈餘(單位：元)	\$ 2.12	10.24		1.07	5.02	

(註)麗豐股份有限公司係於民國一〇一年七月三日成立，故民國一〇一年度合併綜合損益表所列示之金額，係為一〇一年七月三日至十二月三十一日之合併綜合損益。

(請詳閱後附合併財務報告附註)

董事長：陳碧華

經理人：余敬倫

會計主管：胡慧

麗豐股份有限公司及其子公司

合併現金流量表

民國一〇二年一月一日至十二月三十一日及一〇一一年七月三日(設立日)至十二月三十一日

單位：千元

	102年度		101年度(註)	
	人民幣	新台幣	人民幣	新台幣
營業活動之現金流量：				
本期稅前淨利	\$ 179,416	866,957	93,852	439,540
調整項目：				
不影響現金流量之收益費損項目				
折舊費用	12,131	58,618	4,703	22,028
利息費用	2,690	12,998	1,263	5,916
利息收入	(3,470)	(16,767)	(718)	(3,362)
股份基礎給付酬勞成本	809	3,924	-	-
處分及報廢不動產、廠房及設備損失	27	130	-	-
處分投資利益	(1,883)	(9,099)	(781)	(3,658)
不影響現金流量之收益費損項目合計	10,304	49,804	4,467	20,924
與營業活動相關之資產/負債變動數：				
與營業活動相關之資產之淨變動：				
應收帳款	55	271	784	3,653
應收帳款—關係人	861	4,235	(1,918)	(8,938)
其他應收款	(584)	(2,873)	45	210
其他應收款—關係人	2,963	14,575	146	680
存貨	(5,150)	(25,333)	(7,337)	(34,190)
預付款項	(4,865)	(23,931)	114	531
其他流動資產	(424)	(2,085)	1,755	8,179
與營業活動相關之資產之淨變動合計	(7,144)	(35,141)	(6,411)	(29,875)
與營業活動相關之負債之淨變動：				
應付帳款	(1,350)	(6,641)	(4,340)	(20,224)
應付帳款—關係人	51	251	(5,196)	(24,213)
其他應付款	1,400	6,887	814	3,793
其他應付款—關係人	(2,276)	(11,196)	(4,103)	(19,120)
預收款項	(2,691)	(13,237)	7,932	36,963
其他流動負債	16,560	81,459	20,187	94,071
應計退休金負債	24	117	-	-
存入保證金	11,079	54,498	8,152	37,988
與營業活動相關之負債之淨變動合計	22,797	112,138	23,446	109,258
與營業活動相關之資產及負債之淨變動合計	15,653	76,997	17,035	79,383
調整項目合計	25,957	126,801	21,502	100,307
營運產生之現金流入	205,373	993,758	115,354	539,847
支付之所得稅	(40,433)	(198,890)	(24,047)	(112,059)
營業活動之淨現金流入	164,940	794,868	91,307	427,788
投資活動之現金流量：				
取得透過損益按公允價值衡量之金融資產	(344,167)	(1,692,957)	(128,002)	(596,489)
處分透過損益按公允價值衡量之金融資產	374,088	1,840,139	94,787	441,707
處分備供出售金融資產價款	15,064	74,100	-	-
取得不動產、廠房及設備	(132,881)	(653,642)	(5,116)	(23,841)
處分不動產、廠房及設備	-	-	3	14
其他金融資產增加	(20,000)	(98,380)	-	-
其他非流動資產增加	(650)	(3,197)	-	-
收取之利息	2,788	13,472	718	3,363
投資活動之淨現金流出	(105,758)	(520,465)	(37,610)	(175,246)
籌資活動之現金流量：				
長期借款增加	57,198	281,357	-	-
償還長期借款	(4,334)	(21,319)	(1,888)	(8,798)
發放現金股利	(57,777)	(280,560)	(4,500)	(21,078)
現金增資	307,454	1,496,376	-	-
支付之利息	(2,690)	(12,998)	(1,263)	(5,916)
換股取得子公司現金及約當現金影響數	-	-	132,178	621,369
籌資活動之淨現金流入	299,851	1,462,856	124,527	585,577
匯率變動對現金及約當現金之影響	(3,230)	60,122	3,961	10,863
本期現金及約當現金增加數	355,803	1,797,381	182,185	848,982
期初現金及約當現金餘額	182,185	848,982	-	-
期末現金及約當現金餘額	\$ 537,988	2,646,363	182,185	848,982

(註)麗豐股份有限公司係於民國一〇一年七月三日成立，故民國一〇一年度合併現金流量表所列示之金額，係為一〇一年七月三日至十二月三十一日之合併現金流量。

董事長：




經理人：



會計主管：



(請詳閱後附合併財務報告附註)


 麗豐股份有限公司
 102年度盈餘分配表

單位新台幣元

期初餘額	21,118,453
加：本年度稅後淨利	693,229,655
減：確定福利計劃精算損益變動數	-3,372,073
法定盈餘公積-本期稅後淨利提撥10%	-69,322,966
本期可供分配盈餘	641,653,069
分配項目：	
股東紅利—現金(新台幣6.5元/股)	-492,095,500
股東紅利—股票(新台幣0.5元/股)	-37,853,500
期末未分配盈餘	111,704,069
附註：	
配發員工紅利12,252,534元	
配發董事酬勞6,076,622元	

董事長



經理人



會計主管



麗豐股份有限公司章程變更或修正前後對照表

原條文	修正後條文	說明
<p>59. The Company may, whenever it thinks fit, adopt and apply a candidate nomination mechanism for election of all the Directors. Subject to the Applicable Listing Rules, the Board may establish detailed rules and procedures for such candidate nomination.</p> <p>第 59 條 本公司選任董事時，董事會得依上市（櫃）規範採行候選人提名制度之相關規定及程序。</p>	<p>59. The Company may, whenever it thinks fit, adopt and apply a candidate nomination mechanism for election of all the Directors. Subject to the Applicable Listing Rules, the Board may establish detailed rules and procedures for such candidate nomination.</p> <p><u>For election of Independent Directors among the Directors, the Company shall adopt and apply a candidate nomination mechanism in compliance with the Applicable Listing Rules and the shareholders shall elect the directors from among the nominees listed in the roster of Independent Directors candidates.</u></p> <p>第 59 條 本公司選任董事時，董事會得依上市（櫃）規範採行候選人提名制度之相關規定及程序；<u>其中獨立董事之選舉，應將採用符合公開發行公司規則之</u></p>	<p>Amended in accordance with Article 192-1 of the Company Act and the Procedures Governing Election of Directors.</p> <p>依公司法第 192-1 條及董事選任程序修訂。</p>

	<p>候選人提名制度，股東則應從獨立董事候選人名單中選任之。</p>	
<p>63. A Director shall not be required to hold any Shares in the Company.</p> <p>第 63 條 董事無須持有本公司股份。</p>	<p>63. A Director shall not be required to hold any Shares in the Company; further, in order to improve corporate governess, the Company may purchase and maintain liability insurance for the benefit of all Directors and the directors, supervisors, or legal representatives of any Subordinate Company appointed by the Company against their liabilities resulting from exercising their duties during the term of office.</p> <p>第 63 條 董事無須持有本公司股份；另為提昇公司治理能力，本公司得為全體董事及本公司派任於從屬公司擔任董事、監察人暨其代表人於其任期內投保責任保險，以保障其等因執行職務而引發之潛在法律責任。</p>	<p>In accordance with Article 39 of the Company' s Rules Governing Corporate Governance Best-Practice Principles, this provision is amended to specify that the Company may purchase and maintain insurance liability for the directors.</p> <p>遵循本公司「公司治理實務守則」第 39 條規定，於章程明定本公司得為董事投保責任保險。</p>

公開發行公司取得或處分資產處理程序部分修訂 條文對照表

修正後條文	原條文	說明
<p>第三條 範圍：</p> <p>(一)有價證券：股票、公債、公司債、金融債券、國內受益憑證、海外共同基金、存託憑證、認購(售)權證、受益證券及資產基礎證券等投資。</p> <p>(二)不動產(含<u>土地、房屋及建築、投資性不動產、土地使用權、營建業之存貨</u>)及設備。</p> <p>(三)會員證。</p> <p>(四)無形資產：包括專利權、著作權、商標權、特許權、轉租權等無形資產。</p> <p>(五)金融機構之債權(含應收款項、買匯貼現及放款、催收款項)。</p> <p>(六)衍生性商品。</p> <p>(七)依法律合併、分割、收購或股份受讓而取得或處分之資產。</p> <p>(八)其它重要資產。</p>	<p>第三條 範圍：</p> <p>(一)有價證券：股票、公債、公司債、金融債券、國內受益憑證、海外共同基金、<u>存托</u>憑證、認購(售)權證、受益證券及資產基礎證券等投資。</p> <p>(二)不動產(含營建業之存貨)及其它固定資產。</p> <p>(三)會員證。</p> <p>(四)無形資產：包括專利權、著作權、商標權、特許權、轉租權等無形資產。</p> <p>(五)金融機構之債權(含應收款項、買匯貼現及放款、催收款項)。</p> <p>(六)衍生性商品。</p> <p>(七)依法律合併、分割、收購或股份受讓而取得或處分之資產。</p> <p>(八)其它重要資產。</p>	<p>配合我國採用國際財務報導準則，爰修正第三款文字，將土地、房屋及建築、投資性不動產列入不動產定義範圍；另考量我國採用國際財務報導準則後，土地使用權應適用國際會計準則第十七號「租賃」之規定，爰併入不動產予以規範，且修改第二款，以資明確。</p>
<p>第五條第一項 名詞定義：</p> <p>1. 衍生性商品：指其價值由資產、利率、匯率、指數或其他利益等商品所衍生之遠期契約、選擇權契約、期貨契約、<u>槓桿</u>保證金契約、交換契約，及上述商品組合而成之複合式契約等。所稱之遠期契約，不含保險契約、履約契約、售後服務契約、長期租賃契約及長期進(銷)貨合約。</p> <p>2. 所稱「事實發生日」指交易簽約日、付款日、委託成交</p>	<p>第五條第一項 名詞定義：</p> <p>1. 衍生性商品：指其價值由資產、利率、匯率、指數或其它利益等商品所衍生之遠期契約、選擇權契約、期貨契約、<u>杠杆</u>保證金契約、交換契約，及上述商品組合而成之複合式契約等。所稱之遠期契約，不含保險契約、履約契約、售後服務契約、長期租賃契約及長期進(銷)貨合約。</p> <p>2. 所稱「事實發生日」指交</p>	<p>一、配合公司法第一百五十六條項次之修正，第一項第六款酌作文字調整。</p> <p>二、按我國公開發行公司適用國際財務報導準則係採分階段方式逐步導入，證券發行人財務報告採國際財務報導準則編製者，有關關係人及子公司之認定，應依本會認可</p>

<p>日、過戶日、董事會決議日或其它足資確定交易對象及交易金額之日等日期孰前者。但屬需經主管機關核准之投資者，以上開日期或接獲主管機關核准之日孰前者為準。</p> <p>3.所稱「專業估價者」係指不動產估價師或其它依法律得從事不動產、設備估價業務者。</p> <p>4.所稱「一年內」係以本次交易事實發生之日為基準，往前追溯推算一年，已依本處理程序規定公告部分免再計入。</p> <p>5.所稱「最近期財務報表」係指公司於取得或處分資產前依法公開經會計師查核簽證或核閱之財務報表。</p> <p>6.法律合併、分割、收購或股份受讓而取得或處分之資產：指依企業併購法、金融控股公司法、金融機構合併法或其它法律進行合併、分割或收購而取得或處分之資產，或依台灣的公司法第一百五十六條第八項規定發行新股受讓其他公司股份(以下簡稱股份受讓)者。</p> <p>7.關係人、子公司： 應依證券發行人財務報告編制準則規定認定之。 所指之關係人，係指與合併公司有下列情形之個體： 7.1.可直接或間接對合併公司的財務或營運決策有控制力或重大影響力者。 7.2.與合併公司受同一主體控制者。 7.3.合併公司之關聯企業或為合併公司持有之合資企業中之企業個體。 7.4.為合併公司或合併公司母公司之重要管理階層或該等個人或近親，或受到該等</p>	<p>易簽約日、付款日、委託成交日、過戶日、董事會決議日或其它足資確定交易對象及交易金額之日等日期孰前者。但屬需經主管機關核准之投資者，以上開日期或接獲主管機關核准之日孰前者為準。</p> <p>3.所稱「專業估價者」係指不動產估價師或其它依法律得從事不動產、其它固定資產估價業務者。</p> <p>4.所稱之「子公司」係指依<u>財團法人中華民國會計研究發展基金會發佈之財務會計準則公報第五號及第七號</u>所規定者。</p> <p>5.所稱「一年內」係以本次交易事實發生之日為基準，往前追溯推算一年，已依本管理辦法規定公告部分免再計入。</p> <p>6.所稱「最近期財務報表」係指公司於取得或處分資產前依法公開經會計師查核簽證或核閱之財務報表。</p> <p>7.法律合併、分割、收購或股份受讓而取得或處分之資產：指依企業並購法、金融控股公司法、金融機構合併法或其它法律進行合併、分割或收購而取得或處分之資產，或依台灣的公司法第一百五十六條第六項規定發行新股受讓其他公司股份(以下簡稱股份受讓)者。</p> <p>8.關係人：指依財團法人<u>中華民國研究發展基金會(以下簡稱會計研究發展基金會)</u>所發佈之財務會計準則公報第六號所規定者。</p> <p>9.大陸地區投資：指依經濟</p>	<p>之國際財務報導準則或國際會計準則相關公報認定之；財務報告尚未依國際財務報導準則編製者，有關係人及子公司之認定，仍應依財團法人<u>中華民國會計研究發展基金會</u>發布之相關財務會計準則公報規定認定之，爰將現行第一項第四款及第八款規定合併為第七款，並規範公開發行公司應就所適用之證券發行人財務報告編製準則之規定，認定關係人及子公司之定義。原第十款與第三款重複，故刪除。</p>
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<p><u>個人控制、聯合控制或有重大影響力者。</u></p> <p>7.5. <u>為1.所述之近親或受該等個人控制、聯合控制或有重大影響力者。</u></p> <p>7.6. <u>為了合併公司或關係企業之員工成立的退休福利計畫。</u></p> <p><u>近親係指可能影響與該企業相關決策之親屬。</u></p> <p>8. 大陸地區投資：指依經濟部投資審議委員會在大陸地區從事投資或技術合作許可辦法規定從事之大陸投資。</p>	<p>部投資審議委員會在大陸地區從事投資或技術合作許可辦法規定從事之大陸投資。</p> <p>10. <u>專業估價者：指不動產估價師或其它依法律得從事不動產、其它固定資產估價業務者。</u></p>	
<p>第五條第二項 4. 取得資產估價報告</p> <p>公司取得或處分不動產或設備，除與政府機構交易、自地委建、租地委建，或取得、處分供營業使用之設備外，交易金額達公司實收資本額百分之二十或新臺幣三億元(或等值外幣)以上者，應於事實發生日前取得專業估價者出具之估價報告，並符合下列規定：</p> <p>(1) 因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時，該項交易應先提經董事會決議通過，未來交易條件變更，亦應比照上開程序辦理。</p> <p>(2) 交易金額達新臺幣十億元(或等值外幣)以上，應請二家以上之專業估價者估價。</p> <p>(3) 專業估價者之估價結果有下列情形之一，除取得資</p>	<p>第五條第二項 4. 取得資產估價報告</p> <p>公司取得或處分不動產或其它固定資產，除向政府機構交易、自地委建、租地委建，或取得、處分供營業使用之機器設備外，交易金額達公司實收資本額百分之二十或新臺幣三億元(或等值外幣)以上者，應於事實發生日前取得專業估價者出具之估價報告，並符合下列規定：</p> <p>(1) 因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時，該項交易應先提經董事會決議通過，未來交易條件變更者，亦應比照上開程序辦理。</p> <p>(2) 交易金額達新臺幣十億元(或等值外幣)以上者，應請二家以上之專業估價者估價。</p> <p>(3) 專業估價者之估價結果</p>	<p>一、配合我國採用國際財務報導準則，爰修正第二項序文有關其他固定資產及供營業使用機器設備之文字。</p> <p>二、另配合第五條第一項第三款之修正，本條第4款第(3)項次酌作文字調整。</p>

<p>產之估價結果均高於交易金額，或處分資產之估價結果均低於交易金額外，應洽請會計師依<u>財團法人中華民國會計研究發展基金會</u>（以下簡稱會計研究發展基金會）所發布之審計準則公報第二十號規定辦理，並對差異原因及交易價格之允當性表示具體意見：</p> <p>A.估價結果與交易金額差距達交易金額之百分之二十以上。</p> <p>B.二家以上專業估價者之估價結果差距達交易金額百分之十以上。</p> <p>(4)專業估價者出具報告日期與契約成立日期不得逾三個月。但如其適用同一期公告現值且未逾六個月，得由原專業估價者出具意見書。</p>	<p>有下列情形之一者，除取得資產之估價結果均高於交易金額，或處分資產之估價結果均低於交易金額外，應洽請會計師依<u>臺灣的會計研究發展基金會</u>所發佈之審計準則公報第二十號規定辦理，並對差異原因及交易價格之允當性表示具體意見：</p> <p>A.估價結果與交易金額差距達交易金額之百分之二十以上者。</p> <p>B.二家以上專業估價者之估價結果差距達交易金額百分之十以上者。</p> <p>(4)專業估價者出具報告日期與契約成立日期不得逾三個月。但如其適用同一期公告現值且未逾六個月者，得由原專業估價者出具意見書。</p>	
<p>第五條第四項 2.評估及作業程序</p> <p>公司向關係人取得或處分不動產，或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者，除買賣公債、附買回、賣回條件之債券、申購或贖回國內貨幣市場基金外，應將下列資料提交董事會通過及監察人承認後，始得簽訂交易契約及支付款項：</p> <p>(1)取得或處分資產之目的、必要性及預計效益。</p> <p>(2)選定關係人為交易對象之</p>	<p>第五條第四項 2.評估及作業程序</p> <p>公司向關係人取得或處分不動產，或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者，應將下列資料提交董事會通過及監察人承認後，始得簽訂交易契約及支付款項：</p> <p>(1)取得或處分資產之目的、必要性及預計效益。</p> <p>(2)選定關係人為交易對象之原因。</p>	<p>一、公開發行公司向關係人買賣公債、附買回、賣回條件之債券、申購、贖回國內貨幣市場基金，因風險性偏低，得依第五條第九項規定免于公告，為衡平考量，爰修正第一項序文，規範前開事項得免檢具第一項各款資料提交董事會通過及監察人承認，而依公司所定處理程序之核決權限辦理。</p> <p>二、配合我國採用國際財務報導準則，修正第</p>

<p>原因。</p> <p>(3)向關係人取得不動產，依本條第3項規定評估預定交易條件合理性之相關資料。</p> <p>(4)關係人原取得日期及價格、交易對象及其與公司和關係人之關係等事項。</p> <p>(5)預計訂約月份開始之未來一年各月份現金收支預測表，並評估交易之必要性及資金運用之合理性。</p> <p>(6)依1.規定取得之專業估價者出具之估價報告，或會計師意見。</p> <p>(7)本次交易之限制條件及其他重要約定事項。</p> <p>前項交易金額之計算，應依本程序五、(九)規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本處理程序規定提交董事會通過及監察人承認部分免再計入。本公司與子公司間，取得或處分供營業使用之設備，董事會得授權董事長在新臺幣叁仟萬元(或等值外幣)者先行決行，事後再提報最近期之董事會追認。</p>	<p>(3)向關係人取得不動產，依本條第3項規定評估預定交易條件合理性之相關資料。</p> <p>(4)關係人原取得日期及價格、交易對象及其與公司和關係人之關係等事項。</p> <p>(5)預計訂約月份開始之未來一年各月份現金收支預測表，並評估交易之必要性及資金運用之合理性。</p> <p>(6)依1.規定取得之專業估價者出具之估價報告，或會計師意見。</p> <p>(7)本次交易之限制條件及其他重要約定事項。</p> <p>前項交易金額之計算，應依本程序五、(九)規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本準則規定提交董事會通過及監察人承認部分免再計入。本公司與子公司間，取得或處分供營業使用之<u>機器</u>設備，董事會得授權董事長在新臺幣叁仟萬元(或等值外幣)者先行決行，事後再提報最近期之董事會追認。</p>	<p>三項有關供營業使用機器設備之文字。</p>
<p>第五條第四項 3.交易成本合理性之評估</p> <p>(1)公司向關係人取得不動產，應按下列方法評估交易成本之合理性：</p>	<p>第五條第四項 3.交易成本合理性之評估</p> <p>(1)公司向關係人取得不動產，應按下列方法評估交易成本之合理性：</p>	<p>考量自地委建或租地委建等委請關係人興建不動產事宜者，性質與合建契約類似，爰修正第四項第三款，明定公司以自有土地</p>

<p>A.按關係人交易價格加計必要資金利息及買方依法應負擔之成本。所稱必要資金利息成本，以公司購入資產年度所借款項之加權平均利率為準設算之，惟其不得高於台灣的財政部公佈之非金融業最高借款利率。</p> <p>B.關係人如曾以該標的物向金融機構設定抵押借款者，金融機構對該標的物之貸放評估總值，惟金融機構對該標的物之實際貸放累計值應達貸放評估總值之七成以上及貸放期間已逾一年以上。但金融機構與交易之一方互為關係人者，不適用之。</p> <p>(2)合併購買同一標的之土地及房屋者，得就土地及房屋分別按前項所列任一方法評估交易成本。</p> <p>(3)公司向關係人取得不動產，依本條第3.項第(1)款之A.及B.規定評估不動產成本，並應洽請會計師複核及表示具體意見。</p> <p>(4)公司向關係人取得不動產，有下列情形之一者，應依本條第1.及2.項有關評估及作業程序規定辦理即可，不適用本條第3項第(1)款至第(3)款有關交易成本合理性之評估規定：</p> <p>A.關係人係因繼承或贈與而取得不動產。</p> <p>B.關係人訂約取得不動產時間距本交易訂約日已逾五年。</p> <p>C.與關係人簽訂合建契約，<u>或自地委建、租地委建等委請關係人興建不動產</u>而取得不動產。</p>	<p>A.按關係人交易價格加計必要資金利息及買方依法應負擔之成本。所稱必要資金利息成本，以公司購入資產年度所借款項之加權平均利率為準設算之，惟其不得高於台灣的財政部公佈之非金融業最高借款利率。</p> <p>B.關係人如曾以該標的物向金融機構設定抵押借款者，金融機構對該標的物之貸放評估總值，惟金融機構對該標的物之實際貸放累計值應達貸放評估總值之七成以上及貸放期間已逾一年以上。但金融機構與交易之一方互為關係人者，不適用之。</p> <p>(2)合併購買同一標的之土地及房屋者，得就土地及房屋分別按前項所列任一方法評估交易成本。</p> <p>(3)公司向關係人取得不動產，依本條第3.項第(1)款之A.及B.規定評估不動產成本，並應洽請會計師複核及表示具體意見。</p> <p>(4)公司向關係人取得不動產，有下列情形之一者，應依本條第1.及2.項有關評估及作業程序規定辦理即可，不適用本條第3項第(1)款至第(3)款有關交易成本合理性之評估規定：</p> <p>A.關係人係因繼承或贈與而取得不動產。</p> <p>B.關係人訂約取得不動產時間距本交易訂約日已逾五年。</p> <p>C.與關係人簽訂合建契約而取得不動產。</p>	<p>或租用素地委請關係人興建不動產，而取得不動產者，不適用第五條第四項(1)項至第五條第四項第(5)項有關向關係人取得不動產應評估交易成本合理性之規定，惟仍應依第五條第四項第1款至第五條第四項第2款規定辦理。</p>
<p>第五條第五項 2. 交易程序及</p>	<p>第五條第五項 2. 交易程序</p>	<p>考量政府機構出售資產需</p>

<p>授權額度</p> <p>4. 取得會員證或無形資產專家評估意見報告公司取得或處分會員證或無形資產之交易金額達公司實收資本額百分之二十或新臺幣三億元(或等值外幣)以上者，<u>除與政府機構交易外</u>，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師並應依會計研究發展基金會所發布之審計準則公報第二十號規定辦理。</p>	<p>及授權額度</p> <p>4. 取得會員證或無形資產專家評估意見報告公司取得或處分會員證或無形資產之交易金額達公司實收資本額百分之二十或新臺幣三億元(或等值外幣)以上者，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師並應依<u>臺灣的會計研究發展基金會</u>所發佈之審計準則公報第二十號規定辦理。</p>	<p>依相關規定辦理標售或競價，且政府機構辦理招標時，業依相關規定估定標售底價，價格遭操縱之可能性較低，又現行公司與政府機構之不動產交易，已無需取具專家意見，故為衡平考量，爰參照第五條第二項第4款規定，明定與政府機構之無形資產等交易，無需委請會計師出具交易價格合理性意見。</p>
<p>第五條第九項 資訊公開</p> <p>1. 應公告申報項目：</p> <p>(1)向關係人取得或處分不動產，或與關係人為取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上。但買賣公債、附買回、賣回條件之債券、<u>申購或贖回國內貨幣市場基金</u>，不在此限。</p> <p>(2)進行合併、分割、收購或股份受讓。</p> <p>(3)從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。</p> <p>(4)除前三款以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新臺幣三億元以上。但下列情形不在此限：</p> <p>A. 買賣公債。</p>	<p>第五條第九項 資訊公開</p> <p>1. 應公告申報項目：</p> <p>(1)向關係人取得或處分不動產，或與關係人為取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上。但買賣公債或附買回、賣回條件之債券，不在此限。</p> <p>(2)進行合併、分割、收購或股份受讓。</p> <p>(3)從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。</p> <p>(4)除前三款以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新臺幣三億元以上。但下列情形不在此限：</p>	<p>一、查國內貨幣市場基金運用於銀行存款、附買回交易及短期票券之比例極高，特性明顯與股票型基金、債券型基金或其他類型基金不同，復考量公司投資國內貨幣市場基金主係為獲取穩定利息，性質與附買回、賣回條件債券類似，故參照附買回、賣回條件債券之規範，予以納入排除公告之適用範圍，爰修正第一項第一款及第四款第三目規定。</p> <p>二、鑒於證券商於初級市場取得之有價證券係屬經常性業務行為，且證券商於初級市場取得有價證券後，於次級市場售出時，依現行規範無需辦理公告，基於資訊揭露之效益與一致性之考</p>

<p>B. 以投資為專業，於海內外證券交易所或證券商營業處所所為之有價證券買賣，<u>或證券商於初級市場認購及依規定認購之有價證券。</u></p> <p>C. 買賣附買回、賣回條件之債券、<u>申購或贖回國內貨幣市場基金。</u></p> <p>D. 取得或處分之資產種類屬供營業使用之設備且其交易對象非為關係人，交易金額未達新臺幣五億元(或等值外幣)以上。</p> <p>E. 經營營建業務之公開發行公司取得或處分供營建使用之不動產且其交易對象非為關係人，交易金額未達新臺幣五億元(或等值外幣)以上。</p> <p>F. 以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，公司預計投入之交易金額未達新臺幣五億元(或等值外幣)以上。</p>	<p>A. 買賣公債。</p> <p>B. 以投資為專業，於海內外證券交易所或證券商營業處所所為之有價證券買賣。</p> <p>C. 買賣附買回、賣回條件之債券。</p> <p>D. 取得或處分之資產種類屬供營業使用之<u>機器設備</u>且其交易對象非為關係人，交易金額未達新臺幣五億元(或等值外幣)以上。</p> <p>E. 經營營建業務之公開發行公司取得或處分供營建使用之不動產且其交易對象非為關係人，交易金額未達新臺幣五億元(或等值外幣)以上。</p> <p>F. 以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，公司預計投入之交易金額未達新臺幣五億元(或等值外幣)以上。</p>	<p>量，爰修正第一項第四款第二目，排除證券商於初級市場認購有價證券之公告規定。</p> <p>三、另基於證券商依「財團法人中華民國證券櫃檯買賣中心證券商營業處所買賣興櫃股票審查準則」第八條認購之登錄興櫃股票，或依「中華民國證券商業同業公會證券商承銷或再行銷售有價證券處理辦法」第四條之一規定，因承銷案件先行保留自行認購之有價證券，均係依相關規定取得，較無資訊揭露之實益，爰併予修正第一項第四款第二目規定，明定免予公告。</p> <p>四、配合我國採用國際財務報導準則，爰修正第一項第四款第四目有關供營業使用機器設備之文字。</p>
<p>第五條第十二項第三款 <u>本處理程序有關總資產百分之十之規定，以證券發行人財務報告編製準則規定之最近期個體或個別財務報告中之總資產金額計算。</u> <u>公司股票無面額或每股面額非屬新臺幣十元者，本處理程序有關實收資本額百分</u></p>	<p>第五條第十二項第三款 新增條文。</p>	<p>一、我國採用國際財務報導準則後，財務報告係以合併財務報表作為公告申報主體，惟考量取得或處分資產之風險係由取得或處分公司承擔，關係人交易之重大性金額宜以公司本身之規模評</p>

<p><u>之二十之交易金額規定，以歸屬於母公司業主之權益百分之十計算之。</u></p>		<p>估，爰增訂第一項，明定本處理程序有關總資產百分之十之規定，係以公司本身最近期之個體或個別財務報告總資產金額計算。</p> <p>二、配合國際財務報導準則之採用，暨公開發行股票公司股務處理準則第十四條取消股票固定面額為新臺幣十元之規定，刪除「外國」文字，且將「股東權益」用語修正為「權益」，並明確定義所稱「權益」係指歸屬於母公司業主之權益項目，且酌作文字調整。</p>
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麗豐股份有限公司

董監事及重要職員責任保險 投保內容摘要

項目	內容摘要
被保險公司	麗豐股份有限公司及其從屬公司
被保險人	過去、現在及保險期間內新任之董監事及重要職員
投保額度	USD15,000,000/每一賠償請求及保險期間內累計
保險期間	一年期
保險公司	美亞產險(AIG)：65% 安達產險(ACE)：35%

肆、附錄

【附錄一】

股東會議事規則

2013年03月
修訂

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

第二條、本公司股東會之議事規則，除法令或公司章程另有規定者外，應依本規則之規定辦理之。

第三條、本公司股東會除法令另有規定外，由董事會召集之。

本公司於公開發行前，股東常會之召集，應編製議事手冊，並於七日前通知各股東；股東臨時會之召集，應於五日前通知各股東。

本公司於公開發行後，股東常會之召集，應於股東常會開會三十日前或股東臨時會開會十五日前，將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事、監察人事項等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。並於股東常會開會二十一日前或股東臨時會開會十五日前，將股東會議事手冊及會議補充資料，製作電子檔案傳送至公開資訊觀測站。股東會開會十五日前，備妥當次股東會議事手冊及會議補充資料，供股東隨時索閱，並陳列於公司及其股務代理機構，且應於股東會現場發放。

通知及公告應載明召集事由；其通知經相對人同意者，得以電子方式為之。

選任或解任董事、監察人、變更章程、公司解散、合併、分割或公司法第一百八十五條第一項各款、證券交易法第二十六條之一、第四十三條之六之事項，應在召集事由中列舉，不得以臨時動議提出。

持有已發行股份總數百分之一以上股份之股東，得以書面向本公司提出股東常會議案。但以一項為限，提案超過一項者，均不列入議案。另股東所提議案有台灣公司法第一百七十二條之一第四項各款情形之一，董事會得不列為議案。

本公司應於股東常會召開前之停止股票過戶日前公告受理股東之提案、受理處所及受理期間；其受理期間不得少於十日。

股東所提議案以三百字為限，超過三百字者，不予列入議案；提案股東應親自或委託他人出席股東常會，並參與該項議案討論。

本公司應於股東會召集通知日前，將處理結果通知提案股東，並將合於本條規定之議案列於開會通知。對於未列入議案之股東提案，董事會應於股東會說明未列入之理由。

第四條、股東得於每次股東會，出具本公司印發之委託書，載明授權範圍，委託代理人，出席股東會。

一股東以出具一委託書，並以委託一人為限，應於股東會開會五日前送達本公司，委託書有重複時，以最先送達者為準。

但聲明撤銷前委託者，不在此限。

委託書送達本公司後，股東欲親自出席股東會或欲以書面或電子方式行使表決權者，至遲應於股東會開會二日前，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。

第五條、（召開股東會地點及時間之原則）

股東會召開之地點，應於本公司所在地或便利股東出席且適合股東會召開之地點為之，會議開始時間不得早於上午九時或晚於下午三時，召開之地點及時間，應充分考量獨立董事之意見。

第六條、（簽名簿等文件之備置）

本公司應於開會通知書載明受理股東報到時間、報到處地點，及其他應注意事項。

前項受理股東報到時間至少應於會議開始前三十分鐘辦理之；報到處應有明確標示，並派適足適任人員辦理之。

股東本人或股東所委託之代理人（以下稱股東）應憑出席證、出席簽到卡或其他出席證件出席股東會；屬徵求委託書之徵求人並應攜帶身分證明文件，以備核對。

本公司應設簽名簿供出席股東本人或股東所委託之代理人（以下稱股東）簽到，或由出席股東繳交簽到卡以代簽到。

本公司應將議事手冊、年報、出席證、發言條、表決票及其他會議資料，交付予出席股東會之股東；有選舉董事、監察人者，應另附選舉票。

股東應憑出席證、出席簽到卡或其他出席證件出席股東會；屬徵求委託書之徵求人並應攜帶身分證明文件，以備核對。

法人為股東時，出席股東會之代表人不限於一人。法人受託出席股東會時，僅得指派一人代表出席。

第七條、(股東會主席、列席人員)

股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或因故不能行使職權時，由董事長指定董事一人代理之；董事長未指定代理人者，由董事互推一人代理之。

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

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

本公司得指派所委任之律師、會計師或相關人員列席股東會，並在議程進行中答覆相關問題。

第八條、(股東會開會過程錄音及錄影之存證)

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

前項影音資料應至少保存一年。但經股東依公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。

第九條、股東會之出席，應以股份為計算基準。出席股數依簽名簿或繳交之簽到卡，加計以書面或電子方式行使表決權之股數計算之。

已屆開會時間，主席應即宣布開會，惟未有代表已發行股份總數過半數之股東出席時，主席得宣布延後開會，其延後次數以二次為限，延後時間合計不得超過一小時。延後二次仍不足有代表已發行股份總數三分之一以上股東出席時，由主席宣布流會。

前項延後二次仍不足額而有代表已發行股份總數三分之一以上股東出席時，得依台灣公司法第一百七十五條第一項規定為假決議，並將假決議通知各股東於一個月內再行召集股東會。

於當次會議未結束前，如出席股東所代表股數達已發行股份總數過半數時，主席得將作成之假決議，依公司法第一百七十四條規定重新提請股東會表決。

第十條、(議案討論)

股東會如由董事會召集者，其議程由董事會訂定之，會議應依排定之議程進行，非經股東會決議不得變更之。

股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。

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

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

第十一條、（股東發言）

出席股東發言前，須先填具發言條載明發言要旨、股東戶號（或出席證編號）及戶名，由主席定其發言順序。

出席股東僅提發言條而未發言者，視為未發言。發言內容與發言條記載不符者，以發言內容為準。

同一議案每一股東發言，非經主席之同意不得超過兩次，每次不得超過五分鐘，惟股東發言違反規定或超出議題範圍者，主席得制止其發言。

出席股東發言時，其他股東除經徵得主席及發言股東同意外，不得發言干擾，違反者主席應予制止。

法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。

出席股東發言後，主席得親自或指定相關人員答覆。

第十二條、（表決股數之計算、迴避制度）

股東會之表決，應以股份為計算基準。

股東會之決議，對無表決權股東之股份數，不算入已發行股份之總數。

股東對於會議之事項，有自身利害關係致有害於本公司利益之虞時，不得加入表決，並不得代理他股東行使其表決權。

前項不得行使表決權之股份數，不算入已出席股東之表決權數。

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

第十三條、股東每股有一表決權；但受限制或台灣公司法第一百七十九條第二項所列無表決權者，不在此限。

本公司召開股東會時，得採行以書面或電子方式行使其表決權；其以書面或電子方式行使表決權時，其行使方法應載明於股東會召集通知。以書面或電子方式行使表決權之股東，視為親自出席股東會。但就該次股東會之臨時動議及原議案之修正，視為棄權，故本公司宜避免提出臨時動議及原議案之修正。

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

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

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

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

議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。

股東會表決或選舉議案之計票作業應於股東會場內公開處為之，且應於計票完成後，當場宣布表決結果，包含統計之權數，並作成紀錄。

第十四條、(選舉事項)

股東會有選舉董事、監察人時，應依本公司所訂相關選任規範辦理，並應當場宣布選舉結果，包含當選董事、監察人之名單與其當選權數。

前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。

第十五條、股東會之議決事項，應作成議事錄，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各股東。議事錄之製作及分發，得以電子方式為之。

前項議事錄之分發，本公司於公開發行後，得以輸入公開資訊觀測站之公告方式為之。

議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及其結果記載之，在本公司存續期間，應永久保存。

第十六條、(對外公告)

徵求人徵得之股數及受託代理人代理之股數，本公司應於股東會開會當日，依規定格式編造之統計表，於股東會場內為明確之揭示。

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

第十七條 (會場秩序之維護)

辦理股東會之會務人員應佩帶識別證或臂章。

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

會場備有擴音設備者，股東非以本公司配置之設備發言時，主席得制止之。

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

第十八條 (休息、續行集會)

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

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

股東會得依公司法第一百八十二條之規定，決議在五日內延期或續行集會。

第十九條 本規則經股東會通過後施行，修正時亦同。

SECOND AMENDED AND RESTATED
ARTICLES OF ASSOCIATION

OF

Chlitina Holding Limited
麗豐股份有限公司

(as adopted by a Special Resolution passed on April 8, 2013)

THE COMPANIES LAW (REVISED)
COMPANY LIMITED BY SHARES
SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF
CHLITINA HOLDING LIMITED

麗豐股份有限公司

(as adopted by a Special Resolution passed on April 8, 2013)

INTERPRETATION

1. The Regulations contained or incorporated in Table A of the First Schedule of the Companies Law (Revised) of the Cayman Islands (as amended from time to time) shall not apply to this Company.
2. (1) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires:-

Applicable Listing Rules

the relevant laws, regulations, rules and codes 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 Securities and Exchange Act of the R.O.C., the Company Act of the R.O.C., the Act Governing Relations Between Peoples of the Taiwan Area and the Mainland Area of the R.O.C., or any similar statute and the rules and regulations of the R.O.C. authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission, the GTSM (including the Emerging Market) and the TWSE (where applicable);

these Articles of Association of the Company in their present form, as amended, substituted or supplemented from time to time by a Special Resolution;

has the meaning set forth in Article 85;



Board	the board of Directors of the Company comprising all the Directors;
Capital Reserve	means (1) the Share Premium Account, (2) income from endowments received by the Company and (3) other items required to be treated as Capital Reserve pursuant to the Applicable Listing Rules;
Chairman	has the meaning given thereto in Article 62;
Class or Classes	Any class or classes of Shares as may from time to time be issued by the Company;
Commission	Financial Supervisory Commission of the R.O.C. or any other authority for the time being administering the Securities and Exchange Act of the R.O.C.;
Company	Chlitina Holding Limited 麗豐股份有限公司;
Consolidation	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 Applicable Listing Rules;
Director	a director of the Company for the time being who collectively form the Board, and "Directors" means 2 or more of them;
electronic	shall have the meaning given to it in the Electronic Transactions Law (2003 Revision) (as amended) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force including every other law incorporated therewith or substituted therefore;

Family Relationship within Second Degree of Kinship	in respect of a person, means another person who is related to the first person either by blood or by marriage of a member of the family and within the second degree to include the parents, siblings, grandparents, children and grandchildren of the person as well as spouse's parents, siblings and grandparents;
Emerging Market	the emerging market board of the GTSM in the R.O.C.;
Financial Statements	has the meaning set out in Article 95;
GTSM	the GreTai Securities Market in the R.O.C.;
Independent Directors	those Directors appointed as "Independent Directors" pursuant to the requirements of the Applicable Listing Rules;
Juristic Person	a firm, corporation or other organization which is recognised by the Law and the Applicable Listing Rules as a legal entity;
Law	the Companies Law (Revised) of the Cayman Islands and any amendment or other statutory modification thereof and every other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or these Articles, and where in these Articles any provision of the Law is referred to, the reference is to that provision as modified by any law for the time being in force;
Lease Contract	A contract or arrangement between the Company and any other person(s) pursuant to which such person(s) lease or rent from the Company the necessary means and assets to operate a material or substantial part of the business of the Company in the name of such person and for the benefits of such person, and as consideration, the Company receives a pre-determined compensation from such person;

Management Contract	A contract or arrangement between the Company and any other person(s) pursuant to which such person(s) manage and operate the business of the Company in the name of the Company and for the benefits of the Company, and as consideration, such person(s) receive a pre-determined compensation while the Company continues to be entitled to the profits (or losses) of such business;
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 and “Members” or “Shareholders” means 2 or more of them;
Memorandum of Association	the memorandum of association of the Company, as amended or substituted from time to time;
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 Applicable Listing Rules;
Month	a calendar month;
TWD	New Taiwan Dollars;
Ordinary Resolution	a resolution:- (a) passed by a simple majority of such Members as, being entitled to do so, vote in person or, in the case of any Members being corporations, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles; and (b) at any time other than during the Relevant Period, approved in writing (in one or more counterparts) signed by all Members for the time being entitled to

receive notice of and to attend and vote at general meetings (or being corporations by their duly authorized representatives); and

(c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the resolution so adopted shall be the date on which the instrument is executed;

Joint Operation Contract	A contract between the Company and one or more person(s) or entit(ies) where the parties to the contract agree to pursue the same business venture and jointly bear losses and enjoy profits arising out of such business venture in accordance with the terms of such contract;
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;
Preferred Shares	has the meaning given thereto in Article 4;
Private Placement	an offer by the Company of its securities to specific persons pursuant to the Applicable Listing Rules;
Register	the register of Members of the Company to be maintained at such place within or outside the Cayman Islands;
Registered Office	the registered office of the Company for the time being as required under the Law;
Relevant Period	the period commencing from the date on which any of the securities of the Company first become listed on the Emerging Market, the GTSM, the TWSE or any Taiwan stock exchange or securities 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);
R.O.C. or Taiwan	the Republic of China, its territories, its possessions and all areas subject to its jurisdiction;
R.O.C. Courts	the Taiwan Taipei District Court or any other competent courts in the R.O.C.;
Seal	the common seal of the Company;
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;
Share	a share in the capital of the Company. All references to "Shares" herein shall be deemed to be Shares of any or all Classes as the context may require. For the avoidance of doubt in these Articles the expression "Share" shall include a fraction of a Share;
Share Premium Account	the share premium account of the Company established in accordance with these Articles and the Law;
Shareholders' Service Agent	the agent licensed by the R.O.C. authorities and having its offices in the R.O.C. to provide shareholder services, in accordance with the Applicable Listing Rules and the Regulations Governing the Administration of Shareholder Services of Public Companies of the R.O.C., to the Company;
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;

Special Reserve

has the meaning set out in Article 88;

Special Resolution

a special resolution of the Company passed in accordance with the Law, being a resolution:

- (a) passed by a majority of at least two-thirds of such Members as, being entitled to do so, vote in person or, in the case of any Members being corporations, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles, of which notice, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given; and
- (b) at any time other than during the Relevant Period, approved in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorized representatives); and
- (c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the special resolution so adopted shall be the date on which the instrument is executed.

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;

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;

Statutory Reserve has the meaning set out in Article 87;

Subordinate Company any company (i) of which a majority of the total outstanding voting shares or the total amount of the capital stock is held by the Company; (ii) in which the Company has a direct or indirect control over the management of the personnel, financial or business operation of that company; (iii) of which a majority of directors in such company are contemporarily acting as directors in the Company; or (iv) of which a majority of the total outstanding voting shares or the total amount of the capital stock of such companies and the Company are held by the same Members;

TDCC the Taiwan Depository & Clearing Corporation;

Treasury Shares Shares that have been purchased by the Company and have not been cancelled but have been held continuously by the Company since they were purchased, in accordance with the Law and the Applicable Listing Rules; and

TWSE the Taiwan Stock Exchange Corporation.

(2) Unless the context otherwise requires, expressions defined in the Law and used herein shall have the meanings so defined.

(3) 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 gender 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; and

- (d) "may" shall be construed as permissive and "shall" shall be construed as imperative.
- (4) Headings used herein are intended for convenience only and shall not affect the construction of these Articles.

SHARES

3. Subject to the Law and these Articles, the Board may, in respect of all Shares for the time being unissued:
- (a) offer, issue and allot 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, 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 Applicable Listing Rules; and, for such purposes, the Board may reserve an appropriate number of Shares for the time being unissued.
4. The Company, subject to the Memorandum of Association and these Articles including by approval of a Special Resolution adopted at a general meeting in accordance with Article 5, may issue Shares of different Classes with rights which are preferential or inferior to those of ordinary Shares issued by the Company ("**Preferred Shares**") with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors.
5. Prior to the issuance of any Preferred Shares approved pursuant to the preceding Article, these Articles shall be amended to set forth the rights and obligations of the Preferred Shares, including but not limited to the following terms, and the same shall apply to any variation of rights of Preferred Shares:
- (a) the total number of Preferred Shares that have been authorized to be issued and the numbers of the Preferred Shares already issued;
 - (b) the order, fixed amount or fixed ratio of allocation of dividends and bonus on Preferred Shares;
 - (c) the order, fixed amount or fixed ratio of allocation of surplus assets of the Company;
 - (d) the order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of Members of such Preferred Shares;
 - (e) other matters concerning rights and obligations incidental to Preferred Shares; and
 - (f) the conditions and method by which the Company is authorized or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply.

6. Subject to the sufficiency of the authorised share capital of the Company and these Articles, the issue of new ordinary Shares in the Company 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 Company shall not issue any unpaid Shares or partial paid-up Shares.
7. (1) The Company may issue Shares without printing share certificates. Any share certificate of the Company, if any, shall not be the bearer certificate. During the Relevant Period, the Company shall not issue share certificates and the share certificates existing prior to the Relevant Period shall be cancelled, provided that the Register shall be conclusive evidence of the entitlement of a Person to Shares recorded against his name.
(2) During the Relevant Period, the Company shall deliver, or shall cause its Shareholders' Service Agent to deliver Shares by book-entry transfer to the subscribers within thirty (30) days from the date such Shares were agreed to be purchased. The Company shall make a public announcement in accordance with Applicable Listing Rules prior to the delivery of such Shares.
(3) During the Relevant Period, any transfer in respect of shares of the Company which are traded or listed on any Taiwan stock exchange or securities market may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the relevant approved stock exchange that are or shall be applicable to such shares of the Company which are traded or listed on such an approved stock exchange.
8. During the Relevant Period:
 - (1) upon each issuance of new Shares, the Board may reserve ten percent (10%) to fifteen percent (15%) of the new Shares for subscription by the employees of the Company and/or its Subordinate Companies, as determined by the Board in its reasonable discretion; and
 - (2) where the Company issues new Shares for cash consideration, the Company shall allocate ten percent (10%) (or such greater percentage as may be determined by an Ordinary Resolution) of the total number of the new Shares to be issued for offering in the R.O.C. to the public unless the Commission, the Emerging Market, the GTSM and/or the TWSE (where applicable) considers such public offering unnecessary or inappropriate.
9. During the Relevant Period, subject to an Ordinary Resolution, upon each issuance of new Shares, the Company shall, after reserving the portion of Shares for subscription by the employees of the Company and/or its Subordinate Companies and public offering in the R.O.C. pursuant to Article 8, first offer such remaining new Shares, by a public announcement and a written notice to each existing Member respectively, stating that in case

the Member fails to confirm his subscription within the prescribed period his subscription right shall be forfeited, for their subscription in proportion to the number of Shares held by it, provided that:

- (a) where any fractional Share held by a Member is insufficient to subscribe for one new Share, the fractional Shares being held by several Members 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 Member;
- (b) the existing Member(s) may assign and transfer his subscription right to other Persons independently of his original Shares; and
- (c) new Shares left unsubscribed may be offered to the public or to specific Persons through negotiation.

10. The preceding Article shall not apply whenever the new Shares are issued for the following purpose:

- (a) in connection with a Merger or a Consolidation of the Company or the Spin-off of the Company's business, or pursuant to any reorganization of the Company;
- (b) in connection with meeting the Company's obligation under Share subscription warrants and/or options granted to the employees of the Company and/or its Subordinate Companies;
- (c) in connection with meeting the Company's obligation under corporate bonds which are convertible bonds or vested with rights to acquire Shares;
- (d) in connection with meeting the Company's obligation under Share subscription warrant or Preferred Shares vested with rights to acquire Shares;
- (e) in connection with any share swap arrangement entered into by the Company,
- (f) in connection with any Private Placement conducted pursuant to Article 11-2, or
- (g) in connection with any other event otherwise prohibited, limited, restricted or exempted to so apply pursuant to the Law and/or the Applicable Listing Rules.

11. Subject to the Applicable Listing Rules, the Company may, upon adoption of a resolution passed by a majority of the Directors present at a meeting of the Board attended by two-thirds or more of the total number of Directors, enter into a share subscription right agreement with the employees of the Company and/or its Subordinate Companies whereby the employees may subscribe, within a specific period of time, for a specific number of Shares of the Company at an agreed subscription price. Upon execution of the said agreement, the Company shall issue to each employee a share subscription warrant. Such issued share subscription warrant shall be non-assignable, except for transfer by inheritance or intestacy.

- 11-1. The Company may, with the authority of a Special Resolution, issue Shares to employees of the Company and/or its Subordinate Companies subject to such restrictions and conditions as approved by a Special Resolution. In respect of the issuance of shares to employees in the preceding paragraph, the number of Shares to be issued, issue price, issue conditions, restrictions and other matters shall be subject to the Applicable Listing Rules and the Law.
- 11-2. During the Relevant Period and subject to the Applicable Listing Rules, the Company may, with the sanction of a Special Resolution, conduct a Private Placement with any of the following Persons in the R.O.C.:
- (a) banks, bills finance enterprises, trust enterprises, insurance enterprises, securities enterprises, or other Juristic Persons or institutions approved by the Commission;
 - (b) natural persons, Juristic Persons, or funds meeting the conditions prescribed by the Commission; or
 - (c) directors, supervisors (if any), officers and managers of the Company or its affiliated enterprises
12. The Company may by a Special Resolution reduce its share capital in the manner authorised, and subject to any conditions prescribed, by the Law and the Applicable Listing Rules.
13. During the Relevant Period, any issuance, conversion or cancellation of the Shares or any other equity securities (including but not limited to warrants, options or bonds), capitalisation and shareholder services, shall comply with the Law, the Applicable Listing Rules and the Regulations Governing the Administration of Shareholder Services of Public Companies of the R.O.C..

MODIFICATION OF RIGHTS

14. Whenever the share capital of the Company is divided into different Classes of shares, including where Preferred Shares are issued, subject to Article 38 and in addition to a Special Resolution, the special rights attached to any Class shall be varied or abrogated with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of such Class. To every such separate general meeting and all adjournments thereof, all the provisions of these Articles relating to general meetings of the Company and to the proceedings thereat shall *mutatis mutandis* apply.

15. 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 further Shares ranking *pari passu* with or subsequent to them or the redemption or purchase of Shares of any Class by the Company.

REGISTER

16. (1) The Board shall cause to be kept the Register at such place within or outside the Cayman Islands as it deems fit. During the Relevant Period, the Register shall be entered therein the particulars required under the Law and the Applicable Listing Rules, and shall be made available at its Shareholders' Service Agent's office in the R.O.C.
- (2) Notwithstanding anything contained in these Articles and subject to the Law, during the Relevant Period, a branch register of members shall be maintained by TDCC in respect of Shares which are held through TDCC. Such branch register of members shall be maintained in accordance with the Law and the Company shall recognize each person identified in such branch register of members as a Member and such branch register of members shall form part of the Register.

REDEMPTION AND REPURCHASE OF SHARES

17. During the Relevant Period, any redeemable Preferred Share may only be redeemed out of surplus profits or proceeds from newly issued Shares as authorised by the Law, provided that the privileges accorded to holders of the Preferred Shares by these Articles shall not be impaired under the Law and the Applicable Listing Rules.
18. (1) Subject to the Law, the Applicable Listing Rules and other provision of this Article, upon the approval of a majority of the Board present at a Board meeting attended by two-thirds or more of Directors, the Company may purchase its own Shares (including any redeemable Shares), either for cancellation or to be held as Treasury Shares, upon such terms and in such manner and subject to such conditions as the Board thinks fit, PROVIDED ALWAYS that such purchase is effected in accordance with the provisions of the Law and the Applicable Listing Rules. During the Relevant Period, except repurchases of Shares carried out pursuant to Article 18-1(1), the number of Shares to be purchased by the Company from time to time shall not exceed ten percent (10%) of the total number of issued and outstanding Shares and that any proposed repurchase and

cancellation of shares on a pro rata basis among all the Members is subject to approval by Special Resolution in accordance with Article 18-1(1). The resolutions of Board of Directors in the preceding paragraph and how such resolutions are implemented shall be reported to the Shareholders at the next general meeting. If the Company fails to accomplish the repurchase of its outstanding Shares listed on the GTSM or TWSE as approved and anticipated by the resolutions of the Board of Directors, it shall be reported to the Shareholders at the next general meeting.

- (2) Subject to the Law, where the Company holds Treasury Shares, the Company may cancel any or all of the Treasury Shares, or transfer any or all of the Treasury Shares to the employees of the Company and/or any of its Subsidiary Companies, on such terms and in such manner and such qualifications of the employees as determined by the Board, subject to Paragraph (3) of this Article. If repurchased Shares are held as Treasury Shares for the purpose of transfer to employees, the Company may impose transfer restrictions to prohibit employees from transferring such Shares during certain period with a maximum of two (2) years from the date that such Treasury Shares are transferred to the employees.
- (3) Subject to Paragraph (4) of this Article, the Company may, by way of a Special Resolution passed at the immediate preceding general meeting of the Company, transfer the Treasury Shares to the employees of the Company and/or any of its Subsidiary Companies for a price that is below the average price that the Company has paid to purchase such Treasury Shares (the “**Discount Transfer**”), provided that the following matters shall be specified in the notice of such general meeting with the description of their major contents, and shall not be proposed as ad hoc motions:
 - (a) the transfer price of the Treasury Shares as determined by the Board, the discount rate used for the Discount Transfer, and the calculation basis of the Discount Transfer, and the basis of such determination;
 - (b) the amount of the Treasury Shares to be transferred pursuant to, and the purpose of, the Discount Transfer, and the basis of such determination;
 - (c) the qualification and terms of the employees of the Company and/or any of its Subsidiary Companies to whom the Treasury Shares are transferred and the amount of Treasury Shares for which such employees may subscribe pursuant to the Discount Transfer; and
 - (d) matters that may affect Shareholders' rights:
 - (i) any expenses that may be incurred and dilution of per share profit, if any, due to

- the Discount Transfer, in accordance with the Applicable Listing Rules; and
- (ii) any burden on the Company caused by the Discount Transfer, in accordance with the Applicable Listing Rules.
- (4) The total aggregate amount of the Treasury Shares that are transferred to the employees of the Company and/or any of its Subordinate Companies pursuant to the Discount Transfer in accordance with Paragraph (3) of this Article shall not exceed five percent (5%) of the total number of issued and outstanding Shares of the Company, and the aggregate amount of the Treasury Shares transferred to each employee shall not exceed point five percent (0.5%) of the total number of issued and outstanding Shares of the Company.
- (5) Subject to the Law and the Applicable Listing Rules, the Company shall not be entitled to exercise the rights of a Shareholder in respect of any Treasury Shares.
- 18-1. (1) The Company may carry out a repurchase and cancellation of its Shares on a pro rata basis (rounded up or down to the nearest whole number) among the Shareholders in proportion to the number of Shares held by each such Shareholder subject to approval by a Special Resolution. The repurchase price payable to the Shareholders in connection with a repurchase of Shares described in the preceding paragraph may be paid in cash or in kind. Any repurchase price to be paid in kind shall be subject to approval by a Special Resolution and shall be subject to individual consent by the Shareholder receiving such payment in kind. Prior to convening the general meeting for approving such repurchase of Shares, the Board of Directors shall determine the monetary equivalent value of any repurchase price to be paid in kind and have such value audited and certified by a certified public accountant in the R.O.C..
- (2) For the avoidance of doubt, where the proposed repurchase and cancellation of shares is not on a pro rata basis, the Board is empowered to authorize and carry out such repurchase without approval by Special Resolution in accordance with Article 18(1).
19. Any Shares redeemed in accordance with Article 17, and any Shares purchased for cancellation in accordance with Paragraph (1) of Article 18, shall be treated as cancelled immediately on redemption or purchase, as the case may be.

TRANSFER AND TRANSMISSION OF SHARES

20. Subject to the Law and Applicable Listing Rules, Shares issued by the Company shall be

freely transferable, provided that any Share subscribed by the employees of the Company and/or any of its Subordinate Companies may be subject to transfer restrictions for the period no longer than two years as the Board may determine in its discretion.

21. The Company shall not be obligated to recognize any transfer or assignment of Shares unless the name/title and residence/domicile of the transferor and transferee have been recorded in the Register. The registration of transfers shall be suspended when the Register is closed in accordance with Article 22.

CLOSING REGISTER OR FIXING RECORD DATE

22. (1) The Board may fix in advance the record date(s) for (a) determining the Members entitled to receive any dividend, bonus issue or other distribution; (b) determining the Members entitled to receive notices of, attend or vote at any general meeting or any adjournment thereof in person, by proxy or by way of electronic transmission (in which case there is a deemed appointment of proxy as stipulated in Article 46); and (c) any other purposes as determined by the Board.

In the event the Directors designate record date(s) for (b) in accordance with this Article, such record date(s) shall be date(s) prior to the general meeting.

- (2) During the Relevant Period, the Register shall be closed for transfers at least for a period of sixty (60) days before the date of each annual general meeting, thirty (30) days before the date of each extraordinary general meeting and five (5) days before the target date for a dividend, bonus or other distribution. For the purpose of calculating the abovementioned period, the respective convening date of the general meeting or the relevant target date shall be included.

GENERAL MEETINGS

23. The Company shall in each year hold a general meeting as its annual general meeting within six (6) months after close of each financial year or such other period as may be permitted by the GTSM or TWSE (where applicable). The annual general meeting shall be convened by the Board.
24. All general meetings other than annual general meetings shall be called extraordinary general meetings. The Board may, whenever they think fit, convene an extraordinary general meeting of the Company.
25. During the Relevant Period, all general meetings shall be held in the R.O.C..

26. Any one or more Member(s) holding at least three percent (3%) of the issued and outstanding Shares of the Company for a period of one (1) year or a longer time may, by depositing the requisition notice specifying the proposals to be resolved and the reasons, request the Board to convene an extraordinary general meeting. If the Board does not give notice to Members to convene such meeting within fifteen (15) days after the date of the requisition notice, the proposing Member(s) may convene a general meeting.
27. During the Relevant Period, the Company shall engage a Shareholders' Service Agent within the R.O.C. to handle the administration of general meetings, including but not limited to, the voting matters.

NOTICE OF GENERAL MEETING

28. At any time other than during the Relevant Period, at least seven (7) days notice in writing prior to the scheduled date of any annual general meetings and five (5) days notice in writing prior to the scheduled date of any extraordinary general meeting shall be given to each Member. During the Relevant Period, at least thirty (30) days notice in writing prior to the scheduled date of any annual general meetings and fifteen (15) days notice in writing prior to the scheduled date of any extraordinary general meeting shall be given to each Member. The period of notice shall be exclusive of the day on which it is served and of the day on which the general meeting is to be held. Such notice shall specify the place, the day and the time of meeting and the agenda and the proposals to be resolved at the general meeting. The notice for a general meeting may be given by means of electronic communication if the Company obtains prior consent from the Members or as permitted by the Law and the Applicable Listing Rules.
- 28-1. During the Relevant Period, the Company shall make public announcements with regard to notice of general meeting, proxy form, summary information and details about items to be proposed at the meeting for approval, discussion, election or dismissal of Directors at least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any extraordinary general meeting.

If the Company allows the Shareholders to exercise the votes and cast the votes in writing or by way of electronic transmission in accordance with Article 45, the Company shall also send to the Shareholders the information and documents as described in the preceding paragraph, together with the voting right exercise forms.
29. For the purpose of these Articles, the following matters shall be regarded as special business

and be specified in the notice of general meeting with the description of their major contents, and shall not be proposed as ad hoc motions:

- (a) election or discharge of Directors;
- (b) amendments to the Memorandum of Association and/or these Articles;
- (c) winding-up, Merger/Consolidation or Spin-off of the Company;
- (d) entering into, amendment to, or termination of any contract for Lease Contract, Management Contract or Joint Operation Contract;
- (e) the transfer of the whole or any material part of its business or assets;
- (f) taking over another's whole business or assets, which will have a material effect on the business operation of the Company;
- (g) carrying out a Private Placement of any equity-type securities;
- (h) granting a waiver to the Director's non-competition obligation;
- (i) distributing part or all of its dividends or bonus by way of issuance of new Shares; and
- (j) capitalisation or distribution of the Statutory Reserve of the Company, the Share Premium Account of the Company and/or the Capital Reserve from endowments received by of the Company by issuing new Shares or paying in cash to its existing Member in proportion to the number of Shares being held by each of them.

30. During the Relevant Period, the Company shall prepare a manual for each general meeting, and such manual and relevant materials shall be published on the website designated by the Commission, the GTSM or TWSE (where applicable) twenty-one (21) days prior to the scheduled date of the relevant annual general meeting and fifteen (15) days prior to the scheduled date of the relevant extraordinary general meeting pursuant to the Applicable Listing Rules.

PROCEEDINGS AT GENERAL MEETINGS

31. No business, other than the appointment of a chairman of the meeting, shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as otherwise provided by these Articles, the Members present in person or by proxy or (in the case of a Member being a corporation) by its duly authorised representative representing more than one-half of the total issued and outstanding Shares with voting rights shall be a quorum of Members for all purposes.
32. (1) One or more Member(s) holding one percent (1%) or more of the total issued and outstanding Shares of the Company may submit to the Company not more than one proposal in writing for resolution at an annual general meeting; provided that only one

matter shall be allowed in a single proposal, and the number of words therein contained shall not be more than three hundred (300), or otherwise such proposal shall not be included in the agenda.

- (2) Prior to the commencement of the period in which the Register is closed for transfers before an annual general meeting, the Company shall make a public announcement of the place and the period for Members to submit proposals; provided that the period for submitting such proposals shall not be less than ten (10) days.
 - (3) The Member who has submitted a proposal shall attend, in person or by a proxy, such general meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal.
 - (4) The Board may exclude a proposal submitted by Member(s) if:
 - (a) the proposal involves matters which cannot be settled or resolved at a general meeting under the Law, the Applicable Listing Rules and these Articles;
 - (b) the number of Shares held by the proposing Member(s) is less than one percent (1%) of the total issued and outstanding Shares in the Register upon commencement of the period in which the Register is closed for transfers before the relevant annual general meeting of the Company; or
 - (c) the proposal is submitted after the expiration of the specified period announced by the Company for submitting proposals.
 - (5) The Company shall, prior to the despatch of a notice of the relevant annual general meeting, inform all the proposing Members of whether their proposals are accepted or not, and shall list in the notice of the relevant annual general meeting all the accepted proposals. The Board shall explain at the relevant annual general meeting the reasons for excluding any proposal submitted by Members.
33. The Chairman shall preside as chairman at every general meeting of the Company convened by the Board. For a general meeting convened by any Person other than the Board, such Person shall act as the chairman of that meeting; provided that if there are two or more Persons jointly convening such meeting, the chairman of the meeting shall be elected from those Persons.
 34. If at any general meeting the Chairman is not present or is unwilling to act as chairman, he shall appoint one of the Directors to act on his behalf. In the absence of such appointment, the Directors present may choose one of them to be the chairman of that general meeting.
 35. A general meeting may be adjourned by an Ordinary Resolution from place to place within five (5) days, 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

general meeting is adjourned for more than five (5) days, notice of the time and location of the adjourned meeting shall be given as in the case of an original meeting.

36. At any general meeting, a resolution put to the vote of the meeting shall be decided on a poll.
37. Unless otherwise expressly required by the Law, the Applicable Listing Rules or these Articles, any matter proposed for approval by the Members at general meeting shall be passed by an Ordinary Resolution.
38. Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution:
 - (a) enter into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;
 - (b) transfer the whole or any material part of its business or assets;
 - (c) acquire the whole business or assets of other(s), 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 of the Company's business, Consolidation and/or Merger;
 - (f) be voluntary wound up;
 - (g) carry out a Private Placement;
 - (h) grant a waiver to the Directors' non-competition obligation, or approve a Director to engage in activities in competition with the Company;
 - (i) change its name;
 - (j) change the currency denomination of its share capital;
 - (k) increase the share capital by such sum, to be divided into new Shares of such Classes of such par value, as the resolution shall prescribe;
 - (l) consolidate and divide all or any of its share capital into Shares of a larger par value than its existing Shares;
 - (m) subdivide its existing Shares, or any of them, into Shares of a smaller par value than is fixed by the Memorandum of Association;
 - (n) cancel any Shares that, at the date 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;
 - (o) subject to these Articles (including without limitation Articles 14 and 15), alter or amend the Memorandum of Association or these Articles, in whole or in part;
 - (p) reduce its share capital and any fund of the capital redemption reserve in any manner authorised by the Law and the Applicable Listing Rules;
 - (q) appoint an inspector to examine the affairs of the Company under the Law;
 - (r) issue new Shares to employees of the Company and/or its Subordinate Companies subject to any restrictions and conditions; and

- (s) subject to these Articles (including without limitation Articles 99), capitalisation or distribution of the Statutory Reserve of the Company, the Share Premium Account of the Company and/or the Capital Reserve from endowments received by of the Company by issuing new Shares or paying in cash to its existing Member in proportion to the number of Shares being held by each of them.
39. (1) In the event any of the resolutions with respect to the matter(s) as set out in Paragraphs (a), (b) or (c) of Article 38 is adopted at a general meeting, a Member who has notified the Company in writing of his objection to such proposal prior to that 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 Member shall have the abovementioned appraisal right if the resolution to be adopted is in relation to the matter(s) set out in Paragraph (b) of Article 38 and at the same meeting the resolution for the winding up of the Company is also adopted.
- (2) In the event any part of the Company's business is involved in any Spin-Off or Merger/Consolidation, a Member, who has abstained from voting and expressed his dissent therefor, in writing before the relevant vote, may request the Company to purchase all of his Shares at the then prevailing fair price in accordance with the Law.
- (3) Without prejudice to the Law, in the event the Company and a Member making a request pursuant to Paragraphs (1) or (2) of this Article fail to reach agreement on the purchase price within sixty (60) days following the date of the resolution, the Member may, within thirty (30) days after such sixty day (60) period, file a petition to Taiwan Taipei District Court for a ruling on the appraisal price.
40. In case the procedure for convening a general meeting in which a resolution is adopted or the method of adopting a resolution is in violation of the Law, the Applicable Listing Rules or these Articles, a Member may, within thirty (30) days from the date of the resolution, submit a petition to Taiwan Taipei District Court or a competent court in Cayman Islands, as applicable, for an appropriate remedy, including but not limited to, requesting the court to invalidate and cancel the resolution adopted therein.

VOTES OF MEMBERS

41. Subject to any rights and restrictions as to voting for the time being attached to any Share by or in accordance with these Articles, at any general meeting, every Member who is present in person (or in the case of a Member being a corporation, by its duly authorised representative)

or by proxy shall have one vote for each Share registered in his/her/its name in the Register.

42. In the case of joint Members, the joint Members shall select a representative among them to exercise their voting powers.
- 42-1. (1) If a Shareholder of the Company holds shares for others, such Shareholder may exercise his/her voting power separately.
- (2) The qualifications, scope of application, methods of exercise, operating procedures and other matters for compliance with respect to separately exercising voting power in the preceding Paragraph shall be in compliance with the Applicable Listing Rules.
43. Any corporation which is a Member of the Company may, by resolution of its board or other governing body, authorise such natural person as it thinks fit to act as its representative at any general meeting or at any meeting of a Class of Members of the Company.
44. (1) No vote may be exercised with respect to any of the following Shares:
- (a) the Shares held by the Company itself (if such holding is permitted by the Law and these Articles);
 - (b) the Shares held by any Subordinate Companies, of which a majority of the total issued and outstanding shares or the total amount of capital stock with voting rights are held by the Company; or
 - (c) the Shares held by other companies, of which a majority of the total issued and outstanding shares or the total amount of the capital stock with voting rights are, either directly or indirectly, held by the Company and its holding/Subordinate Companies.
- (2) Subject to the Law and these Articles, the Shares held by any Member who has no voting rights shall not be counted in the total number of the issued and outstanding Shares with voting rights while adopting a resolution at a general meeting.
- (3) Any Member who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a general meeting shall abstain from voting in respect of all the shares that such Member should otherwise be entitled to vote, on his behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Member(s) shall not be counted in determining the number of votes for or against such matter.
- (4) Where any Director, who is also a Shareholder of the Company, creates or has created any charge, mortgage, encumbrance or lien in respect of Shares held by such Director (the "Charged Shares") exceeding fifty percent (50%) of total Shares held by such Director at the time of his/her appointment as Director, such Director shall refrain from

exercising its voting rights on the Shares representing the difference between the Charged Shares and fifty percent (50%) of total Shares held by such Director at the time of his/her appointment as Director, and such Shares shall not be counted toward the number of votes represented by the Shareholders present at a general meeting nor quorum at such general meeting.

45. To the extent permitted by the Law, votes may be exercised in writing or by way of electronic transmission as the Board thinks fit, subject to the Applicable Listing Rules, provided that electronic transmission shall be provided as one of the ways for the Members to exercise their voting powers if the Company meets the Scope Applying for Electronic Transmission to Companies prescribed by the Commission. If a written instrument or electronic transmission for voting is proposed or required to be used, the relevant methods and procedures shall be specified in the notice of that meeting.
46. A Member who exercises his votes in writing or by way of electronic transmission in accordance with these Articles shall be counted towards the quorum. For the avoidance of doubt, those Members voted in writing or by way of electronic transmission shall, for purposes of these Articles and the Law, be deemed to have appointed the chairman of the general meeting as their proxy to vote their shares at the general meeting in the manner directed by the written instrument or electronic document; provided, however, that such appointment shall not be treated as an appointment of any proxy as defined under the Applicable Listing Rules. The chairman as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to resolution(s) proposed at the general meeting, and the Members shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.
47. (1) A Shareholder shall submit his or her vote by way of written ballot or electronic transmission pursuant to Article 45 to the Company at least two (2) days prior to the scheduled meeting date of the general meeting; whereas if two (2) or more such written ballot or electronic transmission are submitted to the Company, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 46 by the first written ballot or transmission shall prevail unless it is expressly stated in the subsequent vote by written ballot or electronic transmission that the original vote submitted by written ballot or electronic transmission be revoked.

(2) Subject to Article 53, in case a Member who has casted his votes in writing or by way of electronic transmission (the "**Prior Instruction**") intends to attend the general meeting

in person, he shall, at least two (2) days prior to the meeting date, revoke his previous votes by serving a separate notice (the “**Revocation Notice**”) in the same manner as such Member casted his votes; otherwise, subject to the laws of the Cayman Islands, the deemed appointment by the Member of the chairman as proxy shall remain valid. Under the laws of the Cayman Island, if a Member fails to serve a Revocation Notice in the aforesaid manner and attends the general meeting in person, unless the Prior Instruction is rendered irrevocable on the basis that such Prior Instruction was coupled with an interest or for other reasons under the laws of the Cayman Island, such Member shall still be entitled to vote in person and the deemed appointment by the Member of the chairman as proxy shall be deemed revoked.

48. [*Intentionally left blank*]

49. The proceedings regarding the general meeting and the voting in the general meeting not covered by these Articles shall be governed by the internal rules of the Company to the extent that they do not conflict with these Articles, as adopted and amended by an Ordinary Resolution from time to time, which shall be in compliance with the Law and the Applicable Listing Rules.
50. 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.

PROXY

51. A Member may appoint a proxy to attend a general meeting on his behalf by executing a proxy form prepared by the Company stating therein the scope of power authorized to the proxy. A proxy need not be a Member.
52. A Member may only appoint one proxy for each general meeting and shall serve an executed proxy in compliance with the preceding Article to the Company or its designated Shareholders’ Service Agent as the case may be no later than five (5) days prior to the relevant meeting date. In case the Company receives two or more proxies from one Member, the one received first by the Company shall prevail unless an explicit statement by the Member to revoke such proxy is made in the subsequent proxy, provided this subsequent proxy is received no later than five (5) days prior to the relevant meeting date.
53. In case a Member who has served a proxy (the “**Prior Instruction**”) intends to attend the relevant general meeting in person, a proxy revocation notice (the “**Revocation Notice**”)

shall be made to the Company or Shareholders' Service Agent at least two (2) days prior to the scheduled date of the general meeting; otherwise, subject to the laws of the Cayman Islands, the votes cast by the appointed or deemed appointed proxy at the meeting shall prevail. Under the laws of the Cayman Islands, if a Member fails to serve a Revocation Notice in the aforesaid manner and attends the general meeting in person, unless the Prior Instruction is rendered irrevocable on the basis that such Prior Instruction was coupled with an interest or for other reasons under the laws of the Cayman Island, such Member shall still be entitled to vote in person and the appointed proxy shall be deemed revoked.

54. A Member who is deemed to have appointed the chairman as proxy pursuant to Article 46 for purposes of casting his vote by written instrument approved by the Board or by way of electronic transmission shall have the right to appoint another person as its proxy to attend the meeting, in which case the express appointment of another proxy shall be deemed to have revoked the deemed appointment of the chairman as proxy under Article 46 and the Company shall only count the vote(s) casted by such expressly appointed proxy at the meeting.

55. The proxy form prepared by the Company shall be expressed to be for a particular general meeting only and shall include the following: (a) instructions on how to fill in and complete such proxy form, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information of the Member as appointor, the proxy, and proxy solicitor (if any). To the extent permitted by the Law, the proxy form prepared to be used for a particular general meeting shall be sent out together with the notice of that general meeting, either in writing through post or by electronic transmission, as the case maybe, to all Members on the same day.

56. Except for trust enterprises or shareholders' service agencies duly licensed under the R.O.C. competent authorities, save with respect to the chairman being deemed appointed as proxy under Article 46, where a Person acts as a proxy for two or more Members, the number of Shares with voting rights that the proxy may vote in respect thereof represented by him shall not exceed three percent (3%) of the total number of issued and outstanding Shares with voting rights of the Company; otherwise, such number of Shares with voting rights in excess of the aforesaid threshold shall not be counted towards the number of votes cast for or against the relevant resolution or the number of Shares with voting rights present at the relevant meeting but shall be included in the quorum. Upon such exclusion, the number of Shares with voting rights being excluded and attributed to each Member represented by the same proxy shall be determined on a pro-rata basis based on the total number of Shares with

voting rights being excluded and the number of Shares with voting rights that such Members have appointed the proxy to vote for.

57. The use and solicitation of proxies shall be subject to, the Law and the Applicable Listing Rules (in particular, the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies of the R.O.C.).

DIRECTORS AND THE BOARD

58. (1) The number of Directors shall be a minimum of five (5). Subject to the foregoing, the number of Directors to be elected and hold the office shall be stated in the notice of the general meeting in which an election of Directors will be held.
- (2) A Director can be a natural person or a Juristic Person. Where a Director is a Juristic Person, it shall designate a natural person as its authorized representative to exercise, on its behalf, the duties of a director. Any natural person designated as an authorized representative by such Juristic Person may be replaced by another natural person to be authorized by the Juristic Person from time to time so as to fulfil the remaining term of the office of the predecessor.
- (3) The Board shall be elected or appointed by Members upon a poll vote by way of cumulative voting (the manner of voting described in this Article to be referred to as "Cumulative Voting") in the following manner:-
- (i) on an election of directors, the numbers of votes attached to each voting share held by a Member shall be cumulative and correspond to the number of directors nominated for appointment at the general meeting provided that such votes shall only cumulate in respect of such number of directors nominated within the same category (namely, independent or non-independent) of directors to be appointed;
 - (ii) the Member(s) may vote all or part of their cumulated votes in respect of one or more directors within the same category of directors to be elected;
 - (iii) such number of directors receiving the highest number of votes in the same category of directors to be elected shall be appointed; and where two or more directors nominated for appointment receive the same number of votes which exceeds the number of new directors intended to be appointed, there shall be a draw by the such directors receiving the same number of votes to determine who shall be appointed; the chairman shall

draw for a director nominated for appointment who is not present at the general meeting.

- (4) The proceedings and the voting regarding the election of Directors not covered by these Articles shall be governed by the Methods of Election of Directors of the Company and the internal rules of the Company, as adopted and amended by an Ordinary Resolution of the Members from time to time to the extent that they do not conflict with these Articles and subject to compliance with the Law and the Applicable Listing Rules.
59. The Company may, whenever it thinks fit, adopt and apply a candidate nomination mechanism for election of all the Directors. Subject to the Applicable Listing Rules, the Board may establish detailed rules and procedures for such candidate nomination.
60. The term for which a Director will hold office shall be three (3) 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.
61. (1) Notwithstanding the preceding Article, a Director may be removed at any time by a Special Resolution adopted at a general meeting.
- (2) Without prejudice to other provisions of these Articles, the Company may by an Ordinary Resolution put all Directors for re-election before the expiration of the term of office of such Directors. In this event, if it is not specified in such resolution that the existing Directors will not retire until the expiration date of their terms of office or other specified date, they shall be deemed retired on the date of such resolution, subject to the successful election of the new Directors at the same meeting.
62. The Board shall have a chairman (the “**Chairman**”) elected and appointed in term by a majority of the Directors present at a meeting of the Board attended by at least two-thirds of all of the Directors then in office. The Chairman shall externally represent the Company and internally preside as the chairman at every meeting of the Board and at every general meeting convened by the Board. In the event the Chairman is not present at a meeting or cannot or will not exercise his power and authority for any cause, he shall designate one of the Directors to act on his behalf. In the absence of such designation, the Directors present at the meeting shall elect from among themselves an acting chairman.
63. A Director shall not be required to hold any Shares in the Company.
64. The remuneration of a Director may differ from other Directors, and shall be determined, regardless of the Company profits or losses of respective years, based on (a) the extent of a Director's involvement with the business operations of the Company, (b) the contribution of

a Director to the Company, (c) the prevailing industry standard, (d) recommendation by the remuneration committee and (e) such other relevant factors.

65. When the number of Directors falls below five (5) due to a Director vacating his office for any reason, the Company shall hold an election for Directors at the next general meeting to fill the vacancy for the remainder of the term of such outgoing Director(s). When the number of Directors then in office falls short by one-third of the total number of Directors initially constituting the existing Board, the Company shall convene an extraordinary general meeting within sixty (60) days of the occurrence of that fact for the purposes of electing such number of Directors to fill the vacancy.

INDEPENDENT DIRECTORS

66. During the Relevant Period, the number of Independent Directors of the Company shall not be less than three (3) or one-fifth of the total number of Directors at any time, whichever is greater. One (1) of the Independent Directors shall be domiciled in the R.O.C. (such domicile being registered with local government authorities). Subject to the foregoing, the number of Independent Directors to be elected and hold the office shall be stated in the notice of the general meeting in which an election of Independent Directors will be held. When an Independent Director ceases to act, resulting in a number of Independent Directors then in office lower than the prescribed minimum number, an election for an Independent Director shall be held at the next general meeting. When all Independent Directors cease to act, the Company shall convene an extraordinary general meeting to hold an election of Independent Directors within sixty (60) days from the date on which the situation arose.
67. Independent Directors shall possess professional knowledge and shall 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 shareholdings and concurrent positions held by the Independent Directors shall be as prescribed by the Applicable Listing Rules, and the assessment of independence of such Independent Directors shall be in compliance with the Applicable Listing Rules. The Board or other Persons calling a general meeting at which an election for Independent Directors is proposed shall ensure that the requirements of this Article have been satisfied and complied with in relation to any candidate for Independent Director.

POWERS AND DUTIES OF THE BOARD

68. Subject to the Law, these Articles, the Applicable Listing Rules and any resolutions passed in a general meeting, the business of the Company shall be managed by the Board in such manner as it shall think fit, which may pay all reasonable expenses in connection with business management, including but not limited to expenses incurred in forming and registering the Company and may exercise all powers of the Company.
69. The Board may from time to time appoint any Person to hold such office in the Company as the Board may think necessary for the management of the Company, including but not limited to officers and managers, and for such term and at such remuneration as the Board may think fit. Any Person so appointed by the Board may be removed by the Board.
- 69-1.(1) Without prejudice to the duties owed by a Director to the Company under common law of the Cayman Islands and subject to the Law, the Directors shall assume fiduciary duties to the Company and without limitation the duty of care, and exercise due care and skill in conducting the business operation of the Company. A Director may be liable to the Company if he acts contrary to his duties. In case a Director breaches any of its fiduciary duties and acts for his or other Person's interest, the Company may, with the sanction of an Ordinary Resolution, require the disgorgement of any and all earnings derived from such act.
- (2) If a Director violates any law in the course of conducting the business of the Company, he shall be jointly and severally liable with the Company for the damages resulting from such violation.
- (3) The preceding two Paragraphs of this Article shall apply, *mutatis mutandis*, to the officer(s) of the Company, who are authorised to act on its behalf in a senior management capacity, when carrying out the duties of their positions.
70. The Board may appoint a Secretary (and if need be 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 the Board thinks fit. Any Secretary or assistant Secretary so appointed by the Board may be removed by the Board. The Secretary shall attend all general meetings and shall keep correct minutes of such meetings. Subject to the Applicable Listing Rules, the Secretary shall also perform such other duties as are prescribed by the Law or as may be prescribed by the Board.

DISQUALIFICATION AND DISCHARGE OF DIRECTORS

71. 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 the R.O.C.) and has been convicted thereof, and the time elapsed after he has served the full term of the sentence is less than five (5) years;
 - (b) has been sentenced to imprisonment for a term of more than one year for commitment of fraud, breach of trust or misappropriation, and the time elapsed after he has served the full term of such sentence is less than two (2) years;
 - (c) has been convicted of misappropriating public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence is less than two (2) years;
 - (d) becomes bankrupt under the laws of any jurisdiction and has not been reinstated to his rights and privileges;
 - (e) has allowed cheques and other negotiable instruments drawn by such Director to be dishonoured and the records thereof have not been cancelled or expunged by the relevant regulatory authorities;
 - (f) lacks all or part of legal capacity on the basis that such Director is under twenty years of age (except where such Director is legally married);
 - (g) dies or is found to be or becomes of unsound mind;
 - (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 the Law or Applicable Listing Rules;
 - (i) ceases to be a Director by virtue of Article 72;
 - (j) resigns his office by notice in writing to the Company;
 - (k) is removed from office pursuant to these Articles; or
 - (l) has been ordered to be discharged by the R.O.C. Courts on the grounds that such Director, in the course of performing his duties, committed serious violations of the Law, Applicable Listing Rules or these Articles, or acts resulting in material damage to the Company, upon a petition by the Company or Member(s) to the R.O.C. Courts.
72. A spousal relationship and/or a Family Relationship within the Second Degree of Kinship may not exist among more than half (1/2) of the members of the Board (the "Threshold"), unless with prior approval by the Commission, the GTSM or the TWSE (where applicable). Where the appointment of any person having a spousal relationship and/or a Family Relationship within the Second Degree of Kinship with any existing member of the Board or with any other person(s) also nominated for appointment as a director (the "Related Person") is proposed at a general meeting, only the following persons may be appointed as a Director:

- (i) firstly, such person(s) approved by the Members by way of Cumulative Voting and who is not a Related Person; and
- (ii) secondly, such number of Related Person(s) elected by the Members by way of Cumulative Voting and who receive the highest number of votes from the Members for its appointment among all the Related Persons the appointment of whom would not result in contravention of the Threshold. If the existing composition of the Board fails to satisfy the Threshold, such Director in office being a Related Person shall immediately cease to be a Director of the Company.

73. In case a Director has, in the course of performing his duties, committed any act resulting in material damages to the Company or in serious violation of the Law or these Articles, but has not been discharged by a resolution in a general meeting, one or more Members holding three percent (3%) or more of the total number of issued and outstanding Shares of the Company may, within thirty (30) days after that general meeting, submit a petition to a court having proper jurisdiction, including the Taipei District Court of the R.O.C., if and to the extent permitted under the Law, for removing the Director.

73-1. Subject to the Law, one or more Members holding three percent (3%) or more of the total number of the outstanding Shares continuously for a period of more than one year may request in writing any Independent Director who is a member of Audit Committee to file, on behalf of the Company, an action against a Director who has, in the course of performing his/her duties, committed any act resulting in damage to the Company or in violation of the Law, the Applicable Listing Rules or these Articles, with a competent court, including the ROC Taipei District Court, and for the avoidance of doubt, any one Independent Director is authorised to act in such manner, notwithstanding that there is no Board meeting or resolution in writing signed by all of the Directors expressly approving the same. In case such Independent Director who is a member of Audit Committee fails to file such action within thirty (30) days after receipt of such request, subject to the applicable laws, the Members making such request may file the action for the Company.

PROCEEDINGS OF THE BOARD

74. During the Relevant Period, for the despatch of business, the Directors shall convene and hold a meeting of the Board (either within or outside the Cayman Islands) at least once each quarter.
75. At least seven days notice in writing shall be given to every Director which notice shall set forth the general nature of the business to be considered at a meeting of Board, provided however in the case of emergency, a meeting of the Board may be convened on short notice

if the quorum required under Article 78 is present. Such notice may be given to any Director either personally, or by facsimile or electronic communication, or by sending it through the post. Copies of minutes of such meeting shall be provided to all Directors after the Board meeting.

76. A Director may participate in a meeting of Board, or of any committee established in accordance with Article 84 of which such Director is a member, by means of visual communication facilities which permit all Persons participating in the meeting to see and communicate with each other simultaneously and instantaneously, and such participation shall be deemed to constitute presence in person at the meeting.
77. A Director may appoint another Director as his proxy to attend a meeting of the Board in writing with regard to a particular meeting, and state therein the scope of authority with reference to the subjects to be discussed at such meeting, in which event the presence and vote of the proxy shall be deemed to be that of the Director appointer. However, no Director may act as proxy for two (2) or more other Directors.
78. Unless otherwise provided by the Law, the Applicable Listing Rules and in these Articles, any matter proposed for consideration and approval at a meeting of Board shall be decided by a resolution passed by a majority of votes cast by the Directors, being entitled so to do, voting in person or, where proxies are allowed, by proxy at such meeting attended by more than one-half of all the Directors as the quorum. Subject to these Articles, if a Director attends a Board meeting on his behalf and as the proxy of another Director, he is entitled to vote both as a proxy and for his own.
79. A Director who is in any way, whether directly or indirectly, interested in a matter discussed, considered or proposed in a meeting of the Board shall declare the nature of his interest and its important components at the relevant meeting. Any Director who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a meeting of Board shall abstain from voting, on his own behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Director(s) shall not be counted in determining the number of votes for or against such matter.
80. Subject to these Articles, a Director other than an Independent Director may hold any other office or place of profit under the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Board 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.

81. Subject to these Articles, a Director other than an Independent 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.
82. Subject to these Articles, the continuing Directors may act notwithstanding any vacancy in their body.
83. The proceedings regarding meetings of the Board not covered by these Articles shall be governed by the internal rules of the Company, as adopted and amended by the Board and reported to a general meeting from time to time to the extent they do not conflict with these Articles and subject to compliance with the Law and the Applicable Listing Rules, particularly the Regulations Governing Procedure for Board of Directors Meetings of R.O.C. Public Companies.

COMMITTEE

84. Subject to the Law and the Applicable Listing Rules, the Board may establish any committee(s) (including but not limited to an audit committee and a remuneration committee) consisting of one or more Directors and the membership, powers, duties and proceedings regarding such committee(s) shall be governed by the internal rules of the Company, as adopted and amended by the Board.
85. (1) During the Relevant Period, the Company shall establish an Audit Committee.
(2) In the case of an Audit Committee that has been established by the Company, 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.
(3) A resolution of the Audit Committee shall be approved by one-half or more of all members of the Audit Committee.
(4) In the case of an Audit Committee that has been established by the Company, the following matters shall be subject to the approval of one-half or more of all Audit

Committee Members and be submitted to the Board 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 (external auditor), 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;
- (5) With the exception of subparagraph (j), any matter under a subparagraph of the preceding paragraph of this Article 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 in office, and the resolution of the Audit Committee shall be recorded in the minutes of the meeting of Directors.

86. During the Relevant Period, the Company shall establish a remuneration committee and the professional qualifications for its members, the exercise of their powers of office, and related matters shall comply with the Law or the Applicable Listing Rules. Remuneration referred to in the preceding sentence shall include salary, stock options, and any other substantive incentive measures for directors and officers.

RESERVE

87. During the Relevant Period, the Company, when allocating its surplus profits after paying all taxes and duties, shall first set aside ten percent (10%) of said profits as statutory reserve (the “**Statutory Reserve**”). Where the Statutory Reserve amounts to the total issued share capital, this Article shall not apply.
88. Subject to the Law and the Applicable Listing Rules, during the Relevant Period, aside from the Statutory Reserve, the Company may, by an Ordinary Resolution, set aside an additional

amount of its surplus profits as special reserve (the "**Special Reserve**") for such purposes as may be approved by the shareholders by way of an Ordinary Resolution.

89. Unless otherwise provided in the Law, the Applicable Listing Rules and these Articles (including Article 99 and Article 100), the Statutory Reserve and the Capital Reserve shall not be used except for offsetting the losses of the Company. The Company shall not use the Capital Reserve to offset its capital losses unless the Special Reserve is insufficient to offset such losses.

DIVIDENDS AND BONUSES

90. Unless it is otherwise stipulated by the Law, the Applicable Listing Rules and these Articles, the Company may, by an Ordinary Resolution, declare dividends or bonuses in any currency to be paid to the Members when there is any surplus profit at the end of the financial year. During the Relevant Period, dividends or bonuses payable to the Members shall only be paid in TWD.
91. Subject to the preceding Article and the Applicable Listing Rules, if the Company has profits in a financial year, the Company, after paying or reserving all relevant taxes, offsetting losses (including losses of previous years), setting aside the Statutory Reserve (if required) and setting aside or reversing the Special Reserve (if any), may, by an Ordinary Resolution of the general meeting, declare and distribute any balance left over ("**Distributable Surplus of the Year**") along with undistributed earnings from the previous year according to the following ratio:
- (a) one percent (1%) to five percent (5%) of the Distributable Surplus of the Year for bonuses to employees of the Company and/or its Subordinate Companies;
 - (b) up to three percent (3%) of the Distributable Surplus of the Year for bonuses of Directors; and
 - (c) no less than ten percent (10%) of any balance of Distributable Surplus of the Year after deducting the amounts in items (a) and (b) above to be allocated to the Members as dividends and bonuses, not less than ten percent (10%) of the total amount of dividends and bonuses allocated to Members shall be paid in cash.

Bonuses and dividends may also be declared and paid out of the Share Premium Account or any other fund or account which may be authorised for this purpose in accordance with the Law, the Applicable Listing Rules and these Articles (including Article 99 and Article 100).

92. (1) Where dividends or bonuses are declared in accordance with the preceding Article, the Company, subject to the Law and Applicable Listing Rules, may by a Special Resolution

during normal business hours by the Members, ten (10) days prior to the annual general meeting.

97. The Board shall keep copies of the Memorandum of Association, these Articles, the minutes of every general meeting, the Financial Statements, the Register and the counterfoil of corporate bonds issued by the Company at its Shareholders' Service Agent's office in the R.O.C.. Any Member may request at any time, by submitting evidentiary document(s) to show his interests involved and indicating the scope of requested matters, access to inspect and to make copies of the above documents.
98. The Board 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 if so required.

CAPITALISATION OF RESERVE

99. (1) Subject to the Law and Paragraph (2) of this Article, where the Company incurs no loss, it may, by a Special Resolution, capitalise or distribute its Statutory Reserve and the following Capital Reserve: (i) Share Premium Account and (ii) the income from gifts and donations received by the Company, in whole or in part, by issuing new fully paid shares or paying in cash to the Members in proportion to the number of shares held by each of them in accordance with the Law and the Applicable Listing Rules.
(2) The Statutory Reserve to be capitalized or distributed by issuing new fully paid shares or paying in cash to the Members shall be limited to the part of the Statutory Reserve in excess of twenty-five percent (25%) of the issued share capital of the Company.
100. Subject to the requirements of the Law, the Board may make any arrangements it thinks fit to resolve a difficulty arising in the capitalisation under the preceding Article, including without limitation, Shares distributable in fractions.

TENDER OFFER

101. During the Relevant Period, within seven (7) days after the receipt of the copy of a tender offer application form and relevant documents referred to in the Applicable Listing Rules 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 Members whether to accept or object to the tender offer and make a public announcement of the following:

have the whole or a part of the surplus profit distributable as dividends or bonuses paid in the form of new shares for such purpose; provided however any fraction of such newly issued shares shall be paid in cash.

- (2) Where bonuses distributable to the Members is to be paid in the form of new shares for such purpose pursuant to the preceding Paragraph of this Article, the bonuses distributable to the employees (if any) may be paid either in the form of shares newly issued for such purpose or in cash. When the employee bonuses will be paid in the form of new shares issued by the Company, the employees entitled to such share bonuses may include employees of Subordinate Company satisfying certain criteria. The criteria shall be promulgated and amended by the Board from time to time.
- (3) No dividend or other distribution or other monies payable by the Company on or in respect of any Share shall bear interest against the Company. All unclaimed dividends or distributions may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed. Any dividend or distribution unclaimed by a Member six years after the dividend or distribution payment date shall be forfeited and revert to the Company.

ACCOUNTS, AUDIT, AND ANNUAL RETURN AND DECLARATION

93. 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 Board.
94. The books of account shall be kept at the Registered Office or at such other place or places as the Board thinks fit, and shall always be open to the inspection of each Director.
95. At the end of each financial year, the Board shall prepare: (1) the business report; (2) the financial statements which include all the documents and information as required by the Law and the Applicable Listing Rules (the "**Financial Statements**"); and (3) any proposal relating to the distribution of net profit and/or loss offsetting in accordance with these Articles, for adoption by the annual general meeting, and upon adoption at the annual general meeting, the Board shall distribute to each Member copies of the Financial Statements and the resolutions relating to profit distribution and/or loss offsetting. However, during the Relevant Period, the Company may notify any Member(s) by way of public announcement(s) of the abovementioned statements and resolutions.
96. The documents prepared by the Board in accordance with the preceding Article shall be made available at the Shareholders' Service Agent's office in the R.O.C. for inspection

- (a) the types, numbers and amount of the Shares held by the Directors and the Members holding more than ten percent (10%) of the issued and outstanding Shares in its own name or in the name of other Persons;
- (b) the recommendations to the Members 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 offer or its affiliates held by the Directors and the Members holding more than ten percent (10%) of the issued and outstanding Shares held in its own name or in the name of other Persons.

WINDING UP

102. Subject to the Law, the Company may be wound up by a Special Resolution passed by the Members. If the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Members 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 Members in proportion to the number of the Shares held by them at the commencement of the winding up. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.
103. 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, divide amongst the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different Classes. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any asset whereon there is any liability.
104. [*Intentionally left blank*]

NOTICES

105. Subject to the Law and except as otherwise provided in these Articles, any notice or document may be served by the Company to any Member 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 Member at his address as appearing in the Register, or, to the extent permitted by the Law and the Applicable Listing Rules, by posting it on a website designated by the Commission, the GTSM or the TWSE (where applicable) or the Company's website, or by electronic means by transmitting it to any electronic mail number or address such Member may have positively confirmed in writing for the purpose of such service of notices. In the case of joint Members, all notices shall be given to that one of the Members whose name stands as their representative in the Register in respect of the joint holding.
106. Any Member present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting including the purpose for which such meeting was convened.
107. Any notice or other document, if served by:
 - (a) post, shall be deemed to have been served one (1) day 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) courier service, shall be deemed to have been served forty-eight (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.
108. Any notice or document served to the registered address of any Member in accordance with these Articles shall notwithstanding that such Member 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 Member as sole or joint Member.

REGISTERED OFFICE OF THE COMPANY

109. The Registered Office of the Company shall be at such address in the Cayman Islands as the Board shall from time to time determine.

CORPORATE GOVERNANCE

110. (1) During the Relevant Period, the proceedings regarding acquisition and disposal of assets of the Company (including financial derivatives trading), loan of funds and making of endorsement/guarantees shall be governed by the Procedures for Acquisition and Disposal of Assets, the Procedures for Loaning of Funds and for Offering of Endorsements/Guarantees, the internal rules of the Company, as adopted and amended by an Ordinary Resolution to the extent that they do not conflict with these Articles and subject to compliance with the Law and the Applicable Listing Rules.
- (2) During the Relevant Period, the proceedings regarding related party transactions shall be governed by the Regulations Governing Related-Party Transactions, the internal rules of the Company, as adopted and amended by the Board from time to time to the extent that they do not conflict with these Articles and subject to compliance with the Law and the Applicable Listing Rules.
111. During the Relevant Period, the internal control system will be established by the Board which shall be in compliance with the Law and the relevant Applicable Listing Rules and do not conflict with these Articles.

FINANCIAL YEAR

112. Unless the Board otherwise prescribes, the financial year of the Company shall end on December 31st in each year and shall begin on January 1st in each year.

SEAL

113. The Company shall have one or more Seals, as the Board may determine. No Seal shall be used without the authority of the Board. Subject as otherwise provided in these Articles, any instrument to which a Seal is affixed shall be signed by one Director or the Secretary or by such other person or persons as the Board may appoint, either generally or in any particular case, save that as regards any certificates for shares or debentures or other securities of the Company the Board may by resolution determine that such signatures or

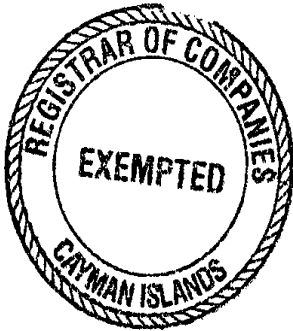
either of them shall be dispensed with or affixed by some method or system of mechanical signature.

THE LAWS OF THE ROC

114. Notwithstanding any provision to the contrary herein, any laws, regulations and rules of any jurisdiction other than the Cayman Islands shall only apply to the maximum extent permissible under the laws of the Cayman Islands and the Law.

LITIGATION OR NON-LITIGATION AGENT IN THE R.O.C.

- 115.(1) During the Relevant Period, the Company shall appoint its litigation or non-litigation agent under the Securities and Exchange Act of the R.O.C. and such agent will be deemed as its responsible person in the R.O.C. under the Securities and Exchange Act of the R.O.C.
- (2) The preceding agent shall have residence or domicile in the R.O.C.
- (3) The Company shall report the name, residence/domicile of the preceding agent and power of attorney to the competent authority in the R.O.C. This reporting requirement shall also apply if there is any change.



麗豐股份有限公司

第二次修正章程

(於 2013 年 4 月 8 日依股東會特別決議通過)

依公司法（及其修正）成立之股份有限公司
麗豐股份有限公司
第二次修正章程
（於 2013 年 4 月 8 日依股東會特別決議通過）

用辭定義

1. 開曼公司法（及其修正）第一個附件中 A 表之規定不適用於本公司。
2. (1)除本章程內容另有規定者外，本章程之用辭應定義如下：

上市（櫃）規範 股票在中華民國任何股票交易市場交易或上市，而應適用之相關法令規範，包括但不限於中華民國證券交易法、公司法、臺灣地區與大陸地區人民關係條例，或其他相關法律及中華民國主管機關制定之法令，以及中華民國行政院金融監督管理委員會、櫃買中心（包含興櫃市場）及證交所頒布之規範（如有適用）；

本章程 依股東會特別決議所修改、增補或取代之本公司章程；

審計委員會 依本章程第85條之定義；

董事會 本公司之董事組成之董事會；

資本公積 (1)股份溢價帳，(2)及受領贈與之所得及(3)其他依上市（櫃）規範所規定之資本公積項目。

董事長 依本章程第 62 條之定義；

股份類別 本公司所發行不同類別之股份；

金管會	中華民國行政院金融監督管理委員會或其他由當時中華民國證券交易法所授權執行之主管機關；
本公司	Chlitina Holding Limited 麗豐股份有限公司；
新設合併	指在開曼公司法及上市（櫃）規範定義下，由兩個以上參與合併之公司將其財產和責任移轉於一共同設立之新公司，完成後參與合併之公司均歸於消滅之一種合併型態；
董事	指本公司當時組成董事會之董事，“董事們”表示 2 名以上董事。
電子	依據開曼群島電子交易法（2003 年版）（及其修正）以及任何當時有效之修正或重新立法，且包括每一其他被納入或取代之其他法律；
二親等以內之親屬關係	就個人而言，係指因血緣或與姻親而與該個人相關且屬第二親等以內之親屬之其他人，包括但不限於該個人之父母、兄弟姊妹、祖父母、子女和孫子女，以及配偶之父母、兄弟姊妹和祖父母。
興櫃市場	櫃買中心所建置之興櫃股票市場；
財務報表	依本章程第 95 條之定義；
櫃買中心	財團法人中華民國證券櫃檯買賣中心；
獨立董事	依據上市（櫃）規範要求所選任之獨立董事；
法人	依開曼法令和上市（櫃）規範，承認得作為法律主體之公司或其他組織型態；
開曼法令	現行有效且適用於本公司之開曼群島公司法（及其修正）及其他應適用於本公司之開曼群島法律、命令、規範或其他有法令效果之文書（暨其修訂）、本公司組織備忘錄與（或）本章程，以及本章程所引用之開曼群島法令（暨其修訂）；

出租全部營業契約	本公司與任何其他人間之合約或協議，據其規定該等人員自本公司承租必要工具與資產而以該人員之名義並以該人員之利益營運本公司之重要或大部分業務，且本公司自該人員收受事先決定之報酬作為對價；
委託經營契約	本公司與任何其他人間之合約或協議，據其規定該等人員以本公司之名義並以本公司之利益管理和營運本公司之業務，且該等人員自本公司收受事先決定之報酬作為對價，而本公司仍持續擁有此事業之獲利（損失亦由本公司負擔）；
股東	於股東名簿登記持有本公司股份之人，包括依據組織備忘錄已認股但尚未登記之認股人；“股東們”表示 2 名以上之股東；
組織備忘錄	本公司組織備忘錄（暨其修訂）；
吸收合併	指在開曼公司法及上市（櫃）規範定義下，由兩個以上參與合併之公司將其財產和責任移轉於其中一公司，完成後僅該受讓財產和責任之參與合併公司繼續存續，其餘則歸於消滅之一種合併型態；
月	日曆月；
新臺幣(TWD)	新臺幣；
普通決議	指下列決議： (a)於依本章程召集之股東會，由親自出席，如法人則由其合法授權代表出席，或以委託書方式出席之股東表決權過半數通過者； (b)於非掛牌期間，由全體有表決權股東以書面簽認通過者；與

	(c)本公司僅有一名股東時，由該股東以書面簽認通過者；
與他人經常共同經營契約	本公司與單一或多位個人或實體間之合約，合約當事人同意共同經營事業並依據該合約約定共同承擔損失且同享因該等事業活動所生之利益；
人	包括任何自然人、商號、公司、合資、合夥、法人、組織或其他實體（不論是否具有獨立之法人格）或依文意所要求之任一上述實體；
特別股	依本章程第 4 條之定義；
私募	指根據上市（櫃）規範對特定人招募有價證券之行為；
股東名簿	本公司在開曼群島境內或境外所備置之股東名簿；
本公司註冊營業所	本公司依據開曼法令規定註冊之主營業所；
掛牌期間	此期間自本公司股票首次於興櫃市場、櫃買中心、證交所或任何臺灣證券交易市場掛牌日之前一日起算；（如股票因任何理由被暫停交易，在該暫停交易期間仍應視為掛牌期間）；
中華民國或臺灣	包括中華民國之領土、屬地及其司法管轄權所及之地區；
中華民國法院	臺灣臺北地方法院或其他在中華民國境內有管轄權之法院；
公司印鑑	本公司一般印鑑；
公司秘書	經董事（會）委任執行本公司秘書職責之人，包括任何助理秘書、代理秘書、執行秘書或臨時秘書；
股份	指將本公司資本分成之股份。本章程所稱「股份」，應包含所有類別之股份。為避免滋生疑義，本章程所稱“股份”應包括畸零股；

<p>股份溢價帳 股務代理機構</p>	<p>依本章程及開曼法令設置之本公司股份溢價帳目； 經中華民國主管機關許可，在中華民國境內設有辦公室，依據上市（櫃）規範，特別是公開發行股票公司股務處理準則，為本公司提供股東服務之機構；</p>
<p>簽章</p>	<p>附有簽名或以機器方式簽章，或由有意在電子通訊上簽章之人所為附著於或邏輯關聯於該電子通訊之電子符號或程式；</p>
<p>特別盈餘公積</p>	<p>依本章程第 88 條之定義；</p>
<p>特別決議</p>	<p>指本公司依據開曼法令通過之特別決議，即下列決議：</p>
	<p>(a)於依本章程召集之股東會，由親自出席，如法人則由其合法授權代表出席，或以委託書方式出席之股東表決權三分之二以上通過；且載有擬以特別決議通過有關事項之召集通知已合法送達者；</p>
	<p>(b)於非掛牌期間，由全體有表決權股東以書面簽認通過者；與</p>
	<p>(c)本公司僅有一名股東時，由該股東以書面簽認通過者。</p>
	<p>本章程規定應以普通決議通過之事項而以特別決議為之者，亦為有效；</p>
<p>分割</p>	<p>公司將其全部或一部獨立營運之業務讓與一現存或新設公司，該受讓之既存或新設公司發行新股給該讓與公司或其股東之行為；</p>
<p>法定盈餘公積</p>	<p>依本章程第 87 條之定義；</p>
<p>從屬公司</p>	<p>本公司持有已發行有表決權之股份總數或資本總</p>

額過半數之公司。此外，如本公司直接或間接控制他公司之人事、財務或業務經營者，該他公司亦為本公司之從屬公司。

有下列情形之一者，該他公司亦為本公司之從屬公司：

1. 本公司與他公司之董事有半數以上相同者；或
2. 本公司與他公司之已發行有表決權之股份總數或資本總額有半數以上為相同之股東持有或出資者；

集保結算所

臺灣集中保管結算所股份有限公司；

庫藏股

本公司依開曼法令及上市（櫃）規範所買回未經銷除且繼續持有之本公司股份；及

證交所

臺灣證券交易所股份有限公司。

(2) 除本章程另有規定外，本章程所使用業經開曼法令定義之用辭，應依開曼法令之定義定之。

(3) 除本章程另有規定外：

- (a) 單數用語應包含複數用語，反之亦然；
- (b) 男性用語應包含女性及中性用語；
- (c) 本章程之通知，除另有規定外，應以書面為之；本章程所指之「以書面」或「書面」應包括印刷、平版印刷、攝影及其他得以永久可見形式表彰或複製文字之方式；
- (d) 「得」應解釋為任意規定；「應」應解釋為強制規定。

(4) 本章程之標題係單純為便利性之目的考量，不應影響本章程之解釋。

股份

3. 在符合開曼法令及本章程之規定下，對於所有本公司未發行之股份，本公司董事會得：

- (a) 依其認為適當之時間、方式、權利條件或限制，發行、提供及分配該等股份予他人認購；除依開曼法令及上市（櫃）規範，本公司股份不得折價發行。
 - (b) 在符合開曼法令及上市（櫃）規範之情形下，以該未發行股份授與認股選擇權、發行認股權憑證或其他類似之證券；為前述目的，董事會得保留適當數量之未發行股份。
4. 依組織備忘錄及本章程之規定，包括依第 5 條由股東會以特別決議通過之內容，本公司得經董事會三分之二以上董事之出席及出席董事過半數之同意，發行不同種類、其權利優先或劣後於普通股之股份（即“特別股”）。
5. 在依前條發行特別股前，本公司應修改本章程，在本章程中明定該特別股之權利及義務，包括但不限於以下各項，變更已發行特別股之權利時亦同：
- (a) 授權發行及已發行之特別股總數；
 - (b) 特別股分派股息及紅利之順序、定額或定率；
 - (c) 特別股分派公司賸餘財產之順序、定額或定率；
 - (d) 特別股股東行使表決權之順序或限制（包括無表決權等）；
 - (e) 與特別股權利及義務有關之其他事項；以及
 - (f) 本公司被授權或強制贖回特別股時，其贖回之方法，或表示公司無強制贖回該特別股權利之聲明。
6. 在本公司授權資本額內，且符合本章程其他規定之情況下，本公司發行新普通股，應經董事會三分之二以上董事之出席及出席董事過半數之同意。本公司不得發行任何未繳納股款或僅繳納部分股款之股份。
7. (1) 本公司發行之股份得免印製股票。本公司發行之股票均應為記名股票。但在掛牌期間，本公司不得印製實體股票，在前已發行之實體股票並應予以註銷，各人對於股份之權利應以股東名簿所記載者為準。

(2) 在掛牌期間，本公司應於依約定認購之日起三十日內，自行或由股務代理機構將股份以帳簿劃撥方式交付予認股人。本公司並應於交付前依上市（櫃）規範公告之。

(3) 在掛牌期間，於中華民國任何股票交易市場交易或上市之任何本公司股份，得按該股票交易市場所適用法令或規章轉讓之。

8. 於掛牌期間：

(1) 發行新股時，董事會得保留發行新股總數 10%至 15%之股份，由本公司及（或）本公司之從屬公司員工優先承購。得承購新股之員工資格，由董事會定之。

(2) 本公司於中華民國境內辦理現金增資發行新股時，除金管會、櫃買中心及（或）證交所（如有適用）認為無須或不適宜對外公開發行者外，應提撥發行新股總額之 10%（或經股東會普通決議之較高比例），在中華民國境內對外公開發行。

9. 於掛牌期間，除股東會另為決議外，於依第 8 條保留由本公司及（或）從屬公司員工優先承購及在中華民國境內對外公開發行之股份後，本公司應公告及通知原有股東，按照原有股份比例儘先分認；並聲明逾期不認購者，喪失其權利。惟：

(a) 原有股東持有股份按比例不足分認一股新股者，得合併共同認購或歸併一人認購；

(b) 原有股東新股認購權利，得與原有股份分離而獨立轉讓；

(c) 原有股東未認購之新股，得公開發行或洽由特定人認購。

10. 前條規定於因下列情形發行新股者，不適用之：

(a) 與他公司合併、本公司分割或重整有關者；

(b) 與本公司履行本公司及（或）從屬公司員工認股權憑證或選擇權之義務有關者；

(c) 與本公司履行可轉換公司債或附認股權公司債之義務有關者；

(d) 與本公司履行認股權憑證或附認股權特別股之義務有關者；

(e) 與換股有關者；

(f) 依第 11-2 條進行私募；或

(g) 與開曼法令及（或）上市（櫃）規範所定之其他禁止、限制或除外之情事有關者。

11. 依上市（櫃）規範，本公司得經董事會以三分之二以上董事之出席及出席董事過半數同意之決議，與本公司及（或）從屬公司員工簽訂認股權契約，約定於一定期間內，員工得依約定價格認購特定數量之公司股份。訂約後由公司發給員工認股權憑證。員工取得認股權憑證，不得轉讓。但因繼承者，不在此限。

11-1. 本公司得以股東會特別決議通過發行限制員工權利新股予本公司及或從屬公司之員工。關於前述發行限制員工權利新股，其發行數量、發行價格、發行條件、限制及其他事項應遵守上市（櫃）規範及開曼法令之規定。

11-2. 於掛牌期間，根據上市（櫃）規範，本公司得以股東會之特別決議對下列特定人進行私募：

(a) 銀行業、票券業、信託業、保險業、證券業或其他經金管會核准之法人或機構；

(b) 符合金管會所定條件之自然人、法人或基金；或

(c) 本公司或其關係企業之董事、監察人（如有）及經理人。

12. 本公司得經股東會特別決議，依開曼法令及上市（櫃）規範規定之程序及條件減少資本。

13. 於掛牌期間，本公司股份或其他具有股權性質有價證券（包括但不限於認股權憑證、選擇權或公司債）之發行、轉換或銷除，及轉增資、服務等，均應依開曼法令、上市（櫃）規範及公開發行股票公司服務處理準則之規定辦理之。

權利變動

14. 本公司已發行特別股者，如有損害特別股股東之權利時，除第 38 條所定情形外，應有股東會之特別決議，並須經該類別特別股股東會之特別決議行之。特別股股東會之召集與休會，應準用本章程關於股東會程序之規定。
15. 除該特別股股份發行辦法另有規定者外，任何特別股股份之優先權或其他權利，均不因本公司其後創設、分配或發行與該等股份享有同等或劣後權益之特別股股份，或本公司贖回或買回任何類別特別股之股份，而受重大不利之變更或廢除。

股東名簿

16. (1) 董事會應於開曼群島境內或境外之適當處所備置股東名簿。於掛牌期間，股東名簿應具備開曼法令及上市（櫃）規範所定應記載事項，並應備置於中華民國境內之股務代理機構。
- (2) 無論本章程是否有其他規定，在不違反開曼法令之情形下，於掛牌期間，集保結算所應保存其所保管股份之股東名簿分簿。該等股東名簿分簿應依開曼法令保存之，且本公司應承認股東名簿分簿所載之人為股東。該股東名簿分簿應構成本公司股東名簿之一部分。

股份之贖回及買回

17. 於掛牌期間，本公司發行之可贖回特別股，得依開曼法令許可之方式以盈餘或發行新股所得股款贖回，惟開曼法令及上市（櫃）規範之遵循不得損害特別股股東依本章程取得之權利。
18. (1) 本公司應經三分之二以上董事出席之董事會，以出席董事過半數之同意，並決定適當之條件，依據開曼法令、上市（櫃）規範及本章程其他規定，為銷除股份或持有庫藏股之目的買回公司自己之股份（包括可贖回股份），且該等買回應確實符合開曼法令及上市（櫃）

規範之規定。但本公司於掛牌期間買回股份之數量，除依第 18-1 條 (1) 買回股份外，不得超過買回時已發行股份總數百分之十，且任何提議依據股東各自之持股比例為買回及銷除股份者，應依第 18-1 條 (1) 以股東會特別決議為之。前述董事會之決議及該決議之執行情形，應於最近一次之股東會向股東報告。如本公司未能依據前述董事會決議買回在櫃買中心或證交所上市（櫃）之本公司股份，應於最近一次之股東會向股東報告。

(2) 依開曼法令，本公司得將所持有庫藏股之全部或一部予以銷除或轉讓予本公司及（或）從屬公司之員工，其轉讓條件、方式及員工資格，授權由董事會依本條第(3)項規定定之。如庫藏股之買回係為轉讓予員工者，本公司得限制員工在一定期間內不得轉讓，惟限制期間最長為二年。

(3) 依本條第(4)項規定，本公司以低於實際買回股份之平均價格轉讓予本公司及（或）從屬公司員工者（下稱「折價轉讓」），應經最近一次股東會之特別決議，並應於該次股東會召集事由中列舉並說明下列事項，不得以臨時動議提出：

(a) 所定折價轉讓之轉讓價格、折價比率、計算依據及合理性；

(b) 折價轉讓之轉讓股數、目的及合理性；

(c) 本公司及（或）從屬公司認股員工之資格條件及得認購之股數；以及

(d) 對股東權益影響事項：

(i) 依據上市（櫃）規範，折價轉讓可能費用化之金額及對公司每股盈餘稀釋情形；及

(ii) 依據上市（櫃）規範，說明折價轉讓對公司造成之財務負擔。

(4) 本公司依前項規定通過且已折價轉讓予本公司及（或）從屬公司之員工之庫藏股股數，累計不得超過本公司已發行股份總數之 5%，且單一認股員工其認購股數累計不得超過公司已發行股份總數之

0.5%。

(5)依據開曼法令及上市（櫃）規範，本公司對於所持有之庫藏股，不得享有股東權利。

18-1. (1)本公司得經股東會特別決議通過依據股東各自之持股比例（小數點四捨五入）進行股份之買回並銷除該等買回之股份。本公司為前述股份之買回時，得以支付現金或交付資產（即非現金）予股東。該等交付之資產與抵充之資本數額，應經特別決議通過與收受該等資產之股東的個別同意。董事會應於股東會前將該等資產之價值與抵充之資本數額，送交中華民國會計師查核簽證。

(2)為避免疑義，如買回及銷除股份之提議非依據股東各自之持股比例，則本公司董事會有權依第 18 條(1)的規定進行買回及銷除股份，且無須以股東會特別決議通過。

19. 經本公司依本章程第 17 條規定贖回之股份，以及依第 18 條第(1)項規定為銷除之目的而買回之股份，應於贖回或買回時視為立即銷除。

股份之轉讓

20. 依開曼法令及上市（櫃）規範之規定，本公司所發行之股份得自由轉讓；但本公司保留予本公司及（或）任何從屬公司員工認購之股份，董事會得限制員工在一定期間內不得轉讓，惟其期間最長不得超過二年。

21. 股份之轉讓，非將受讓人之姓名或名稱及其住所或居所，記載於股東名簿，不得以其轉讓對抗本公司。於第 22 條之股票停止過戶期間，應暫停股東名簿之轉讓登記。

閉鎖期間

22. (1)在不違反本章程規定下，董事會得預先決定下述事項之股票停止過戶期間基準日：(a)確定有權收受股息、紅利或其他分配之股東；(b)

確定有權收受股東會召集通知及得於股東會或延會之股東會親自或委託代理人或以電子通訊方式（依第 46 條之規定視為指派代理人）出席或投票之股東；及（c）董事會決定之其他目的。

董事會依本條規定指定（b）項之基準日者，該基準日應在股東會召集日前。

- (2) 於掛牌期間，股東名簿有關股份轉讓所為之變更登記，於股東常會開會前六十日內，股東臨時會開會前三十日內，或公司決定分派股息及紅利或其他利益之基準日前五日內，不得為之。前述期間，應自開會日或基準日起算。

股東會

23. 本公司應於每年會計年度終了後六個月或其他經櫃買中心或證交所（如有適用）核准之期間內召開股東會。股東常會應由董事會召集之。
24. 凡非屬於股東常會之股東會均為股東臨時會。董事會得於其認為必要時召集股東臨時會。
25. 於掛牌期間，本公司之股東會均應於中華民國境內召開。
26. 繼續一年以上，持有已發行股份總數 3%以上股份之股東，得以書面記明提議事項及理由，請求董事會召集股東臨時會。董事會收受該請求後十五日內不為股東會召集之通知時，該請求之股東得自行召集股東會。
27. 於掛牌期間，本公司應委託中華民國之股務代理機構處理股東會相關事宜，包括但不限於受理股東投票。

股東會通知

28. 於非掛牌期間，股東常會應於七日前以書面通知各股東；股東臨時會之召集，應於五日前以書面通知各股東。但於掛牌期間，股東常會之召集，應於三十日前以書面通知各股東；股東臨時會之召集，應於十五日前以書面通知各股東。每一通知之寄發日及股東會開會日均不計入前述期

間。該通知應載明開會之地點、日期、時間、程序與召集事由。倘本公司取得股東之事先同意或開曼法令及上市（櫃）規範許可時，股東會之通知得以電子通訊方式為之。

28-1. 於掛牌期間，本公司應於股東常會開會至少三十日前或臨時股東會開會至少十五日前，公告股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料。

如本公司同意股東依據第 45 條規定得以書面或電子方式行使表決權時，本公司應將前述資料及書面行使表決權用紙，併同寄送給股東。

29. 為本章程之目的，下列事項應認定為特別事項，非在股東會召集事由中列舉並說明其主要內容，不得在股東會中討論或提付表決，亦不得以臨時動議提出：

(a) 選任或解任董事；

(b) 變更公司組織備忘錄及/或本章程；

(c) 本公司之解散、合併或分割；

(d) 締結、變更、或終止關於出租全部營業契約、委託經營契約或與他人經常共同經營契約；

(e) 讓與全部或主要部分之營業或財產；

(f) 受讓他人全部營業或財產，對本公司營運有重大影響者；

(g) 私募發行具股權性質之有價證券；

(h) 董事從事競業禁止行為之許可；

(i) 以發行新股之方式，分派股息或紅利之全部或一部；以及

(j) 將本公司之法定盈餘公積、股份溢價帳及本公司受領贈與所得之資本公積，以發行新股或現金方式，依持股比例分配予原股東者。

30. 於掛牌期間，本公司召開股東會，應編製股東會議事手冊，並應依上市（櫃）規範，於股東常會開會前二十一日或股東臨時會開會前十五日，將議事手冊及其他會議相關資料公告於金管會、櫃買中心或證交所（如

有適用)指定之網站上。

股東會程序

31. 除出席股東已達法定人數者外，股東會不得進行任何事項之討論或決議，但為選任股東會主席者不在此限。除本章程另有規定外，股東會應有代表本公司已發行有表決權股份總數過半數股東之出席。
32. (1) 持有已發行股份總數 1% 以上股份之股東，得以書面向本公司提出股東常會議案；但以一項為限，且不得超過三百字。提案超過一項或超過三百字者，均不列入議案。
- (2) 本公司應於股東常會召開前之停止股票過戶日前，公告受理股東提案之受理處所及受理期間；該受理期間不得少於十日。
- (3) 提案股東應親自或委託他人出席股東常會，並參與該項議案討論。
- (4) 有下列情事之一者，股東所提議案，董事會得不予列入：
- (a) 該議案依開曼法令、上市(櫃)規範或本章程之規定，非股東會所得決議者；
 - (b) 提案股東於本公司股票停止過戶期間開始時，持股未達 1% 者；或
 - (c) 該議案於本公司公告受理期間外提出者。
- (5) 本公司應於寄發股東常會召集通知前，將處理結果通知提案股東，並將合於本條規定之議案列於開會通知。對於未列入議案之股東提案，董事會應於股東會說明未列入之理由。
33. 由董事會召開之股東會應由董事長擔任會議主席。由董事會以外之其他召集權人召集者，主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。
34. 本公司召開股東會時，如董事長未能出席股東會，應指定董事一人代理之；董事長未指定代理人者，由董事互推一人代理之。
35. 股東會得依普通決議休會，並定 5 日內於其他地點續行，但續行之股東會僅得處理休會前未完成之事項。如休會超過 5 日，通知續行之股東會

之時間及地點應依該股東會原來通知之方式送達。

36. 股東會中任何交付議決之事項，應以投票方式表決。
37. 任何得由股東會決議之事項，除開曼法令、上市規章或本章程另有明文規定外，應以普通決議為之。
38. 依據開曼法令及上市（櫃）規範，下列事項應經本公司股東會之特別決議：
 - (a) 締結、變更、終止關於出租其全部營業契約、委託經營契約或與他人經常共同經營契約；
 - (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而對公司之營運有重大影響者；
 - (d) 以發行新股方式分派股息及紅利之全部或一部分；
 - (e) 公司分割或公司合併；
 - (f) 自願清算；
 - (g) 有價證券之私募；
 - (h) 解除董事競業禁止之義務或許可董事競業行為；
 - (i) 變更公司名稱；
 - (j) 改變資本幣別；
 - (k) 增加資本總額，並依該決議分為不同種類及面額之股份；
 - (l) 將全部或一部股份合併再分割為面額大於已發行股份面額之股份；
 - (m) 將全部或一部股份分割為面額小於已發行股份面額之股份；
 - (n) 註銷在有關決議通過日仍未被認購或同意認購之股份，並據以減少資本額；
 - (o) 依本章程(包括但不限於第 14 條及第 15 條)之規定，變更組織備忘錄或章程之全部或一部；
 - (p) 依開曼法令及上市（櫃）規範所允許之方式減少資本額及資本贖回準備金；

- (q) 依開曼法令規定，指派檢查人檢查公司事務；
- (r) 發行限制員工權利新股；及
- (s) 依本章程(包括但不限於第 99 條)之規定，將本公司之法定盈餘公積、股份溢價帳及本公司受領贈與所得之資本公積，以發行新股或現金方式，依持股比例分配予原股東者。

39. (1) 股東在股東會通過關於第 38 條(a)、(b)或(c)款所定事項之決議前，已以書面通知本公司反對該項行為之意思表示，並於股東會已為反對者，得請求本公司以當時公平價格收買其所有之股份；但股東會為第 38 條(b)款之決議，同時決議解散時，不在此限。
- (2) 股東會決議本公司分割或與他公司新設合併/吸收合併時，股東在該議案表決前以書面表示異議，並就該議案放棄其表決權者，得請求本公司依開曼法令按當時公平價格收買其持有之股份。
- (3) 於不違反開曼法令之情形，依前二項行使股份收買請求權之股東，與公司在股東會決議日起六十日內未達成協議者，得在此期間經過後三十日內，向台灣台北地方法院聲請為價格之裁定。
40. 股東會之召集程序或其決議方法，違反開曼法令、上市(櫃)規範或本章程時，股東得自決議之日起三十日內，向台灣台北地方法院或向開曼群島法院，訴請適當救濟，包括但不限於訴請法院確認決議無效或撤銷之。

股東表決權

41. 除依本章程就股份之表決權有特別規定或限制者外，每一親自出席股東會之股東(或法人為股東時，其合法授權代表)，及依委託書出席之股東，就登記於其名下之每一股份有一表決權。
42. 股份為數人共有者，其共有人應推舉一人行使表決權。
- 42-1.(1) 股東係為他人持有股份時，股東得主張分別行使表決權。
- (2) 前項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，應遵循上市(櫃)規範。

43. 股東為法人時，得經其董事會或其他管理機構之決議，授權其認為適合之自然人，於本公司任何股東會或任何股份類別之股東會代其行使股東權。
44. (1) 有下列情形之一者，其股份無表決權：
- (a) 本公司所持有自己之股份（若該持有為開曼法令及本章程所允許）；
 - (b) 被本公司持有已發行有表決權之股份總數或資本總額超過半數之從屬公司，所持有本公司之股份；或
 - (c) 本公司及本公司之控制或從屬公司直接或間接持有他公司已發行有表決權之股份總數或資本總額合計超過半數之他公司，所持有本公司之股份。
- (2) 無表決權股東所持有之股份數，於股東會決議時，不算入已發行有表決權股份總數。
- (3) 股東對於會議之事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，並不得代理他股東行使表決權。不得行使表決權之股份數，不算入已出席股東之表決權數。
- (4) 本公司董事亦持有本公司股份時，如該董事以股份設定質權（下稱「設質股份」）超過選任當時所持有之本公司股份數額二分之一時，其超過之股份（即設質股份超過選任當時所持有股份數額二分之一之部分）不得行使表決權，不算入已出席股東之表決權數。
45. 在開曼法令允許之範圍內，本公司召開股東會時，董事會得依上市(櫃)規範決議採行以書面或電子方式行使表決權，但本公司符合金管會頒布之「公司應採電子投票之適用範圍」者，應將電子方式列為表決權行使方式之一。如決議或應以書面或電子方式行使表決權者，其行使方法應載明於股東會召集通知。
46. 為本章程及開曼法令之目的，股東依本章程規定以書面或電子方式行使

表決權者，應算入已出席人數。為避免疑義，就本章程與公司法而言，以書面或電子文件方式行使表決權的股東應被視為已指派股東會主席為其代理人，以書面文件或電子文件中指示方式在股東會中行使其股份之表決權；惟此種指派不應被認為係上市（櫃）規範所定義之委託書。擔任代理人之主席不應有權就書面或電子文件中未提及或載明之任何事項而行使該等股東之表決權，且（或）亦不應就股東會中提案之任何原議案之修訂行使表決權，且股東就該次股東會之臨時動議及原議案之修正案視為棄權。

47. (1) 股東應於股東會召集至少二日前依據第 45 條規定向本公司以書面或電子方式提出表決。若股東向本公司提出二份以上之書面或電子表決，應以依據第 46 條規定以第一份書面或電子表決提出於股東會主席之委託為準，但之後提出之書面或電子表決明示撤銷先前書面或電子表決者，不在此限。

(2) 除第 53 條所定情形外，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，應於股東會開會二日前，以與行使表決權相同之方式，撤銷先前行使表決權之意思表示；逾期撤銷者，除開曼法令另有規定外，視為股東指派主席為代理人之指派仍維持有效。依開曼法令，如股東未依上述方式撤銷委託之通知，並親自出席股東會，除非該事前通知基於附隨利益或開曼法令下之其他理由而不可撤銷，股東仍有權親自出席股東會行使表決權而視為撤銷視為股東指派主席為代理人之指派。

48. [無]

49. 關於股東會之程序及表決方式，本章程未規定者，應依本公司股東會議事規則辦理。在符合本章程下，本公司股東會議事規則應由本公司股東會依開曼法令、上市（櫃）規範，制定或修正之。

50. 當本公司僅有一股東之情形下，該股東依據本章程以書面作成之決議，應與合法召集之股東會通過之決議具有同等效力。

委託書

51. 股東得於每次股東會，出具本公司印發之委託書，載明授權範圍，委託代理人出席之。受託人不須為股東。
52. 一股東以出具一委託書委託一人為限，並應於股東會開會 5 日前送達本公司或股務代理機構。委託書有重複時，以最先送達者為準，但後送達之委託書亦於股東會開會 5 日前送達且聲明撤銷前委託者，不在此限。
53. 委託書送達後，股東欲親自出席股東會者，至遲應於股東會開會二日前，以書面向公司或股務代理機構為撤銷委託之通知；逾期撤銷者，除開曼法令另有規定外，以委託代理人出席行使之表決權為準。依開曼法令，如股東未依上述方式撤銷委託之通知，並親自出席股東會，除非該事前通知基於附隨利益或開曼法令下之其他理由而不可撤銷，股東仍有權親自出席股東會行使表決權而視為撤銷委託書。
54. 股東依本章程第 46 條以書面或電子方式行使表決權而視為指派主席為代理人投票者，應有權以委託書委託其他人為代理人出席股東會，此時以委託書明示委託其他代理人應視為已廢止依第 46 條視為指派主席為代理人之指派，且本公司僅應將該以委託書明示委託其他代理人於會議中之投票列入計算。
55. 委託書應載明僅適用於某一特定之股東會。委託書格式內容應包括：(a) 填表須知；(b) 股東委託行使表決權事項；及(c) 股東、受託代理人和徵求人（如有）基本身分資料。委託書應於寄送股東會召集通知時同時附送股東，且予所有股東皆應於同日為之。
56. 除依中華民國法律設立之信託事業或經中華民國證券主管機關核准之股務代理機構外，及除依第 46 條視為指派主席為代理人者外，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 3%；超過時其超過之表決權，不予計算。一人同時受二人以上不同意見股東委託時，該不予計算之表決權，應按該等股東所享有表決

權數之比例，分別自該不同意見之表決權數排除之。

57. 使用及徵求委託書，應依開曼法令及上市（櫃）規範辦理，特別是依「公開發行公司出席股東會使用委託書規則」。

董事會

58. (1) 本公司董事應至少有五名。每一任期應選任之董事人數，應於選舉董事之股東會召集通知中載明。

(2) 董事得為自然人或法人。法人為董事時，應指定自然人代表行使職務；該自然人得依其職務關係，隨時改派補足原任期。

(3) 董事會應由股東按以下方式以累積投票制方式投票（此投票方式於本章程稱為「累積投票制」）選出或任命：

(i) 選舉董事時，股東所持有每一具表決權股份投出之票數應為累積，且應與提名於股東會中任命之董事人數相符，但這些投票只能就在應任命董事之同一類別（即獨立或非獨立）中提名之董事人數而累積；

(ii) 股東得將其全部或部分累積投票制投票給在應選任董事之同樣類別中的一位或多位董事；

(iii) 同一類別董事中獲得應選最高票數的幾位董事應獲得任命；

及

如二位以上被提名董事獲得同樣票數，且該票數超過欲任命新董事之票數，則應由獲得同樣票數之董事抽籤以決定誰應獲得任命；主席應為未出席股東會之被提名董事抽籤。

(4) 關於選舉董事之程序及表決方式，本章程未規定者，應依本公司董事選任程序辦理。在符合本章程下，本公司董事選任程序應由股東會普通決議依開曼法令及上市（櫃）規範制定或修正之。

59. 本公司選任董事時，董事會得依上市（櫃）規範採行候選人提名制度之相關規定及程序。

60. 董事任期為三年，得連選連任。若董事任期屆滿而不及改選時，延長其任期至改選董事就任時為止。
61. (1) 董事得由股東會之特別決議，隨時解任之。
(2) 董事任期屆滿前得經股東會之普通決議改選全部董事。於此情形，如股東會未同時決議現任董事於任期屆滿或其他特定日期始為解任，且新董事已於同次會議中選出者，現任董事應視為於該股東會決議日提前解任。
62. 董事會應由三分之二以上董事之出席，及出席董事過半數之同意，互選一名為董事長。董事長對外代表公司，對內應為董事會主席及由董事會召集之股東會主席。如董事長未能出席董事會，應指定董事一人代理之；董事長未指定代理人者，由董事互推一人代理之。
63. 董事無須持有本公司股份。
64. 董事之報酬得有所不同，不論本公司盈虧，每年得依下列因素酌給之：(a) 其對本公司營運參與之程度；(b) 其對本公司貢獻之價值；(c) 參酌同業通常水準(d) 薪資報酬委員會建議；(e) 其他相關因素。
65. 董事因故解任致不足五人時，本公司應於最近一次股東會補選之，以補足原董事之任期。但董事缺額達該屆次選任董事席次三分之一者，本公司應自事實發生之日起六十日內，召開股東臨時會補選之。

獨立董事

66. 於掛牌期間，本公司設置獨立董事人數不得少於三人且不得少於董事席次五分之一，其中至少一人必須在中華民國設有戶籍。每一任期應選任之獨立董事人數，應於選舉獨立董事之股東會召集通知中載明。獨立董事因故解任，致人數不足上述最低人數時，應於最近一次股東會補選之。獨立董事均解任時，本公司應自事實發生之日起六十日內，召開股東臨時會補選之。
67. 獨立董事應具備專業知識，於執行董事業務範圍內應保持獨立性，不得

與公司有直接或間接之利害關係。獨立董事之專業資格、持股與兼職限制、獨立性之認定應遵守上市（櫃）規範之規定。董事會或其他召集股東會之人，應確保獨立董事候選人符合本條之要求。

董事會之權限及責任

68. 除開曼法令、本章程、上市（櫃）規範另有規定或股東會另有決議外，董事會應以其認為合適之方式，負責本公司業務之執行。董事會得支付所有與執行業務有關之合理費用（包括但不限於因本公司設立及登記所需費用），並得行使本公司之一切權力。
69. 為管理本公司所需，董事會得任命任何人為經理人及其他管理人員，並決定其合適之任職期間、酬勞，亦得將其解任。
- 69-1. (1) 在不影響董事依據開曼群島普通法對本公司所負義務之情況下，除開曼法令另有規定外，董事應對本公司負忠實義務，且不限於注意義務，並應以合理之注意及技能執行本公司業務。董事如有違反其義務者，應對本公司負損害賠償責任。若該董事係為自己或他人利益為行為時，經股東會普通決議，得將該行為之所得歸為本公司之所得。
- (2) 董事對於公司業務之執行，如有違反法令致他人受有損害時，對他人應與本公司負連帶賠償之責。
- (3) 前二項規定，於本公司之經理人，在被授權執行經營階層之職務範圍內，準用之。
70. 董事會得委任公司秘書（如有需要亦可委任助理秘書），並決定其合適之任期、酬勞及工作條件。董事會得隨時解任公司秘書或助理秘書。公司秘書應出席股東會並正確製作議事錄，及依其他開曼法令或董事會決議執行職務。

董事消極資格和解任

71. 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（包括但不限於中華民國組織犯罪防制條例之罪），經有罪判決確定，服刑期滿尚未逾五年者；
 - (b) 曾犯詐欺、背信、侵佔罪經受有期徒刑一年以上宣告，服刑期滿尚未逾兩年者；
 - (c) 曾服公務虧空公款，經判決確定，服刑期滿尚未逾兩年者；
 - (d) 受破產之宣告，尚未復權者；
 - (e) 使用票據經拒絕往來尚未期滿者；
 - (f) 無行為能力或限制行為能力者（因未滿二十歲，但已合法結婚者不在此限）；
 - (g) 死亡或心神喪失、精神耗弱者；
 - (h) 基於開曼法令、中華民國法令或上市（櫃）規範，不能擔任董事或不能執行董事職務者；
 - (i) 依第 72 條當選無效或當然解任者；
 - (j) 以書面向本公司辭職者；
 - (k) 本公司依本章程規定決議解任者；或
 - (l) 董事執行業務，有重大損害本公司之行為或違反開曼法令、上市（櫃）規範或本章程之重大事項，由本公司或股東提起訴訟，經中華民國法院命令解任者。
72. 除經金管會、櫃買中心或證交所（如有適用）核准外，董事會應有超過半數之席次（下稱「門檻」）不得具有配偶關係和/或二親等以內之親屬關係。若於股東會中提案任命與董事會現任董事或任何亦受提名擔任董事之其他人具有配偶關係和/或二親等以內之親屬關係時，僅限下列人員得受任命為董事：
- (i) 首先，以累積投票制方式由股東同意且並非關係人者；以及
 - (ii) 其次，以累積投票制由股東選出並獲得股東於全部關係人之任命

中最高票數，且其任命不致違反門檻之人數。如董事會原組成並未滿足門檻，則具關係人身份之在位董事應立即停止為本公司之董事。

73. 董事執行業務，有重大損害公司之行為或違反法令或章程之重大事項，股東會未為決議將其解任時，持有公司已發行股份總數 3%以上之股東，得於股東會後三十日內訴請法院裁判解任之，並得以臺灣臺北地方法院為第一審管轄法院。
- 73-1. 除開曼法令另有規定外，繼續一年以上持有已發行股份總數百分之三以上之股東，得以書面請求審計委員會之獨立董事成員為本公司，向有管轄權之法院（包括臺灣臺北地方法院），對執行職務損害本公司或違反開曼法令、上市（櫃）規範或本章程之董事提起訴訟。審計委員會之獨立董事成員自收受前述請求日起，三十日內不提起訴訟時，該請求之股東得依所適用之法令為本公司提起訴訟。

董事會程序

74. 於掛牌期間，董事會應每季於開曼群島境內或境外至少召集一次以處理公司事務。
75. 董事會之召集應載明召集事由，於七日前以書面通知各董事。但有緊急情事者，得隨時召集之，但應有第 78 條法定出席人數出席。該通知得以當面送交、傳真、電子或郵寄方式送達予各董事。應於董事會後將此等會議之紀錄向全部董事提供。
76. 董事會或依第 84 條設立之委員會開會時，得以視訊為之。董事以視訊參與前揭會議者，視為親自出席。
77. 董事得委託其他董事代理出席董事會，此時，該委託董事應視為親自出席及表決。董事委託其他董事代理出席董事會時，應於每次出具委託書，並列舉召集事由之授權範圍。代理之董事，以受一人之委託為限。
78. 除本章程、開曼法令或上市（櫃）規範另有規定外，董事會之決議，應

有過半數董事之出席（法定出席人數），出席董事過半數之同意行之。於本章程規定下，董事代理其他董事出席會議時，其得同時行使其他董事及其本身之表決權。

79. 董事就董事會議之事項，具有直接或間接利害關係時，應於董事會中揭露其自身利害關係之重要內容。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。該不得行使表決權之董事，其表決權不算入已出席董事之表決權數。
80. 除本章程另有規定外，非獨立董事之董事，於其任職期間，得同時擔任本公司任何其他有給職，任期長短及任職條件（如酬勞）由董事會決定。董事不因與公司簽約擔任該等職務或因此受有利益而喪失其董事資格；董事亦毋須就因擔任該職務所獲得之利益對本公司負責。
81. 除本章程另有規定外，非獨立董事之董事，得為本公司提供專業服務，並依其提供之專業服務享有相當之報酬，其報酬不因其董事身分而受影響。
82. 除本章程另有規定外，董事會缺額不影響在職董事繼續執行其職務。
83. 關於董事會之程序，本章程未規定者，應依本公司董事會議事運作之管理辦法辦理。在符合本章程下，本公司董事會議事運作之管理辦法，應由董事會依據開曼法令、中華民國公開發行公司董事會議事辦法等上市（櫃）規範，制定或修正之，並應於股東會中報告。

委員會

84. 除開曼法令或上市（櫃）規範另有規定外，董事會得設立任何由董事一人或數人組成之委員會（包括但不限於審計委員會、薪資報酬委員會），委員會之組織、權限、職責及開會程序授權董事會制定之。
85. (1)於掛牌期間，本公司應設置審計委員會。
(2)於本公司設置審計委員之情形，審計委員會應由全體獨立董事組

成，其人數不得少於三人，其中一人為召集人，且至少一人應具備會計或財務專長。

(3) 審計委員會之決議應有審計委員會全體成員二分之一以上同意。

(4) 於本公司設置審計委員之情形，下列事項應經審計委員會全體成員二分之一以上同意，並提交董事會決議：

(a) 訂定或修訂內部控制制度；

(b) 內部控制制度有效性之考核；

(c) 訂定或修訂重大財務或營業行為之處理程序，如取得或處分資產、從事衍生性金融商品交易、資金貸與他人、為他人背書或提供保證等之處理程序；

(d) 涉及董事自身利害關係之事項；

(e) 重大資產或衍生性金融商品之交易；

(f) 重大之資金貸與、背書或提供保證；

(g) 募集、發行或私募具有股權性質之有價證券；

(h) 簽證會計師之委任、解任或報酬；

(i) 財務、會計或內部稽核主管之任免；和

(j) 年度財務報告及半年度財務報告。

(5) 前述事項(除第(j)款外)未經審計委員會全體成員二分之一以上同意者，得經全體董事三分之二以上之同意行之，並應於董事會會議紀錄中載明審計委員會之決議。

86. 於掛牌期間，本公司應設置薪資報酬委員會，其成員專業資格、所定職權之行使及相關事項應遵循開曼法令及上市（櫃）規範。前述薪資報酬應包括董事及經理人之薪資、股票選擇權與其他具有實質獎勵之措施。

公積

87. 於掛牌期間，公司於完納一切稅捐後，分派盈餘時，應先提出 10% 為法定盈餘公積。但法定盈餘公積，已達資本總額時，不在此限。
88. 除開曼法令及上市（櫃）規範另有規定外，於掛牌期間，除法定盈餘公積外，公司得以股東會普通決議，為特定目的，另提特別盈餘公積。
89. 除開曼法令、上市（櫃）規範或本章程（包括第 99 條及第 100 條）另有規定外，法定盈餘公積及資本公積，除填補公司虧損外，不得使用之；公司非於盈餘公積填補資本虧損，仍有不足時，不得以資本公積補充之。

股息及紅利

90. 除開曼法令、上市（櫃）規範或本章程另有規定外，公司無盈餘時，不得分派股息及紅利。本公司股票於掛牌期間，股息或紅利之分派應以新臺幣為之。
91. 依本章程及上市（櫃）規範，本公司如當年度有盈餘，應先繳納或提撥稅款，彌補以往虧損，次提法定盈餘公積（如應）及提撥或迴轉特別盈餘公積（如有），尚有剩餘者（下稱「當年度可分配餘額」），加計前年度未分配盈餘，得由股東會以普通決議分派之，其分派比例如下：
- (a) 本公司及（或）從屬公司之員工紅利以當年度可分配餘額之百分之 1 至百分之 5 為限；
 - (b) 董事酬勞至多以當年度可分配餘額之百分之 3 為限；
 - (c) 以不低於當年度可分配餘額於扣除本條第(a)、(b)項金額後之餘額之百分之 10 派付股利予股東，其中現金股利之數額不得低於該次派付股利合計數之百分之 10。

依據法律、上市（櫃）規範及本章程（包含第 99 條和第 100 條），亦得自股份溢價帳或其他開曼公司法允許之資金或帳目分派股息及紅

利。

92. (1)除開曼法令及上市（櫃）規範另有規定外，本公司得經股東會特別決議將應分派股息及紅利之全部或一部，以發行新股方式為之；不滿一股之金額，以現金分派之。
- (2)依前項決議以紅利轉作資本時，員工依本章程應受分配之紅利，得發給新股或以現金支付之。員工紅利以股票發放時，其對象得包括符合一定條件之從屬公司員工，該一定條件由董事會定之。
- (3)本公司對於任何股利、分派或其他由本公司支付與股份有關之款項毋需負擔利息。所有未領取之股利或分派得為本公司之利益進行投資或其他使用。任何於分派日起算六年內仍未經股東領取之股利或分派，應歸由本公司所有。

公司會計表冊

93. 與本公司事務有關之會計帳簿，應依董事會決定之方式加以保存。
94. 會計帳簿應保存於本公司之註冊主營業所或任何董事會認為適當之地點，並應供董事隨時查閱。
95. 每年會計年度終了時，董事會應造具下列表冊：(1) 營業報告書；(2) 財務報表及其他依開曼法令及上市（櫃）規範所要求提出之文件及資訊；以及(3)盈餘分派或虧損撥補之議案，依本章程提出於股東常會請求承認；經股東常會承認後，董事會應將承認後之財務報表及盈餘分派或虧損撥補之決議，分發給各股東。本公司於掛牌期間，前述財務報表及決議之分發得以公告方式為之。
96. 董事會依前條所造具提出於股東會之各項表冊，應於股東常會開會十日前，備置於中華民國境內之股務代理機構，股東得於股務代理機構一般營業時間內查閱該等資料。
97. 董事會應將組織備忘錄、章程及歷屆股東會議事錄、財務報表、股東名簿及公司債存根簿備置於中華民國境內之股務代理機構，股東得檢具

利害關係證明文件，指定範圍，隨時請求查閱或抄錄。

98. 董事會每年應依開曼法令備置週年申報表及相關聲明書，並遞交該文件影本予開曼群島公司註冊處（如須要）。

公積撥充資本

99. (1) 依據開曼法令及本條第(2)項規定，本公司無虧損時，得以股東會特別決議依開曼法令及上市（櫃）規範將法定盈餘公積及下列資本公積：(i) 股份溢價帳及(ii) 受領贈與之所得之全部或一部，按股東原有股份之比例發給新股或現金。
- (2) 以法定盈餘公積發給新股或現金者，以該項公積超過實收資本額百分之二十五之部分為限。
100. 董事會得依裁量進行妥適之安排，以執行公積撥充資本之決議；包括但不限於股份得為不足一單位之分派時，得以其認為妥適之方式處理該等不足一單位之部分。

公開收購

101. 於掛牌期間，董事會於本公司或公司之訴訟及非訟代理人，接獲依中華民國上市（櫃）規範作成之公開收購申報書副本及相關書件後七日內，應對建議股東接受或反對本次收購做成決議，並公告下列事項：
- (a) 董事及持有公司已發行股份超過 10% 之股東自己或以他人名義，所持有之股份種類及數量；
- (b) 就本次收購對股東之建議，並應載明持棄權或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之說明；
- (d) 董事或持股超過 10% 之股東自己及他人名義持有公開收購人或其關係企業之股份種類、數量及金額。

清算

102. 在符合開曼法令下，本公司得依股東會特別決議進行清算程序。本公司進入清算程序，可供分派予股東之剩餘財產不足清償全部股份資本時，該剩餘資產分配後，股東應依其持股比例承擔損失。如在清算過程中，可供分派予股東之剩餘財產足以清償清算開始時之全部股份資本，剩餘財產應按清算開始時股東所持股份之比例，在股東間進行分派。本條規定不影響特別股股東之權利。
103. 在符合開曼法令下，本公司清算時，清算人得經本公司股東會特別決議同意並根據依開曼法令之授權，依股東所持股份比例，將公司全部或部分財產之實物（無論是否為同樣性質的資產）分配予股東。清算人並得決定所分派財產之合理價值，並決定股東間或不同股份類別間之分派方式。經前揭決議且合於開曼法令之授權下，如清算人認為適當時，得為股東之利益將此等財產之全部或一部交付信託，惟不應迫使股東接受負有債務之任何財產。
104. [無]

通知

105. 於符合開曼法令下，除本章程另有規定外，任何通知或文件得由本公司，以當面送交、傳真、預付郵資郵件或經認可之預付費用快遞服務等方式，送達至股東於股東名簿所登載之位址，或依法令許可之方式，公告於金管會、櫃買中心或證交所（如有適用）指定之網站或公司網站，或以電子方式傳送至股東曾以書面確認得作為送達之電子郵件帳號或地址。對共同持股股東之送達，應送達於股東名簿所記載該股份之代表股東。
106. 任何股東已親自或委託他人出席本公司之股東會者，應被視為已收到

該股東會之開會通知。

107. 任何通知或文件之送達效力，應依如下之規定：

- (1) 以郵遞者，應於交付遞送人員時起一日後，發生送達效力；
- (2) 以傳真者，應於傳真機報告確認已傳真全部資料予收件人號碼時，發生送達效力；
- (3) 以快遞服務者，應於交付服務人員後四十八小時後，發生送達效力；或
- (4) 以電子郵件者，於傳送電子郵件時，發生送達效力。

108. 在符合本章程規定下，任何通知或文件送達至股東於股東名簿登記之地址者，應視為已合法送達於該單獨或共同持股之股東，該股東已死亡、破產或本公司已被通知其死亡或破產者亦同。

本公司註冊營業所

109. 本公司於開曼群島之註冊營業所應由董事會決定。

公司治理

110. (1) 於掛牌期間，在符合本章程下，關於取得或處分資產(含衍生性金融商品)、資金貸與他人、背書保證等事項，應依本公司取得或處分資產處理程序與資金貸與及背書保證處理辦法辦理，該等作業程序應由股東會依開曼法令及上市(櫃)規範制定或修正之。

(2) 於掛牌期間，關於關係人交易等事項，應依本公司關係人交易管理辦法辦理，該辦法應由董事會依上市(櫃)規範制定或修正之。

111. 於掛牌期間，在符合本章程下，本公司內控制度由董事會依開曼法令及上市(櫃)規範訂定之。

會計年度

112. 除董事會另有決議外，本公司會計年度自每年一月一日至每年十二月

三十一日止。

公司印鑑

113. 本公司得依董事會決議有一個以上印鑑。未經董事會授權，不得使用公司印鑑。除本章程另有規定外，任何應蓋公司印鑑之有價證券，應由董事或秘書或其他董事會指定之人用印。但經董事會決議所有或該次發行之股票、債券或其他有價證券得以其它方式使用公司印鑑，或以電子簽章代替者，不在此限。

中華民國法律

114. 儘管本章程之任何條款另有相反約定，開曼群島其他管轄之任何法律、法令和規章僅得在開曼群島法律及開曼法令允許的最大範圍內予以適用。

中華民國境內之訴訟及非訟代理人

115.(1)於掛牌期間，本公司應在中華民國境內指定其依中華民國證券交易法之訴訟及非訟代理人，並以之為該法在中華民國境內之負責人。
(2)前述代理人應於中華民國境內有住所或居所。
(3)本公司應將前述代理人之姓名、住所或居所及授權文件向中華民國主管機關申報；變更時，亦同。

董事選任程序

2012年08月
修訂

第一條：為公平、公正、公開選任董事、監察人，爰依「上市上櫃公司治理實務守則」第二十一條及第四十一條，及「公開發行公司獨立董事設置及應遵循事項辦法」規定訂定本辦法。

第二條：本公司董事及審計委員會成員之選任，除法令或章程另有規定者外，應依本程序辦理。

第三條：本公司董事之選任，應考量董事會之整體配置。董事會成員應普遍具備執行職務所必須之知識、技能及素養，其整體應具備之能力如下：

- 一、營運判斷能力。
- 二、會計及財務分析能力。
- 三、經營管理能力。
- 四、危機處理能力。
- 五、產業知識。
- 六、國際市場觀。
- 七、領導能力。
- 八、決策能力。

第四條：本公司審計委員會成員應具備左列之條件：

- 一、誠信踏實。
- 二、公正判斷。
- 三、專業知識。
- 四、豐富之經驗。
- 五、閱讀財務報表之能力。

本公司審計委員會成員除需具備前項之要件外，全體審計委員會成員中應至少一人須為會計或財務專業人士。

第五條：本公司之獨立董事，應取得下列專業資格條件之一，並具備五年以上工作經驗：

- 一、商務、法務、財務、會計或公司業務所需相關科系之公私立大專院校講師以上。
- 二、法官、檢察官、律師、會計師或其他與公司業務所需之國家考試及格領有證書之專門職業及技術人員。
- 三、具有商務、法務、財務、會計或公司業務所需之工作經驗。

第六條：有下列情事之一者，不得充任本公司獨立董事，其已充任者，當然解任：

- 一、曾犯組織犯罪防制條例規定之罪，經有罪判決確定，服刑期滿尚未逾五年者。
- 二、曾犯詐欺、背信、侵占罪經受有期徒刑一年以上宣告，服刑期滿尚未逾二年者。
- 三、曾服公務虧空公款，經判決確定，服刑期滿尚未逾二年者。
- 四、受破產之宣告，尚未復權者。
- 五、使用票據經拒絕往來尚未期滿者。
- 六、無行為能力或限制行為能力者。
- 七、依公司法第二十七條規定以政府、法人或其代表人當選。
- 八、違反本辦法所定獨立董事之資格。

第七條：本公司之獨立董事應於選任前二年及任職期間無下列情事之一：

- 一、本公司或本公司之關係企業之受僱人。
- 二、本公司或本公司之關係企業之董事、監察人。但如為本公司或本公司之母公司、本公司直接及間接持有表決權之股份超過百分之五十之子公司之獨立董事者，不在此限。
- 三、本人及其配偶、未成年子女或以他人名義持有本公司已發行股份總額百分之一以上或持股前十名之自然人股東。
- 四、前三款所列人員之配偶、二親等以內親屬或三親等以內直系血親親屬。
- 五、直接持有本公司已發行股份總額百分之五以上法人股東之董事、監察人或受僱人，或持股前五名法人股東之董事、監察人或受僱人。
- 六、與本公司有財務或業務往來之特定公司或機構之董事（理事）、監察人（監事）、經理人或持股百分之五以上股東。
- 七、為本公司或關係企業提供商務、法務、財務、會計等服務或諮詢之專業人士、獨資、合夥、公司或機構之企業主、合夥人、董事（理事）、監察人（監事）、經理人及其配偶。

本公司之獨立董事曾任前項第二款或第六款之公司，或本公司之關係企業，或與本公司有財務或業務往來之特定公司或機構之獨立董事而現已解任者，不適用前項於選任前二年之規定。

第一項第六款所稱特定公司或機構，係指與本公司具有下列情形之一者：

- 一、持有本公司已發行股份總額百分之二十以上，未超過百分之五十。
- 二、他公司及其董事、監察人及持有股份超過股份總額百分之十之股東總計持有本公司已發行股份總額百分之三十以上，且雙方曾有財務或業務上之往來紀錄。前述人員持有之股票，包括其配偶、未成年子女及利用他人名義持有者在內。
- 三、本公司之營業收入來自他公司及本公司聯屬公司達百分之三十以上。
- 四、本公司之主要產品原料（指占總進貨金額百分之三十以上者，且為製造產品所不可缺乏關鍵性原料）或主要商品（指占總營業收入百分之三十以上者），其數量或總進貨金額來自他公司及本公司聯屬公司達百分之五十以上。

第一項及前項所稱本公司之母公司及聯屬公司，應依財團法人中華民國會計研究發展基金會發布之財務會計準則公報第五號及第七號之規定認定之。

第八條：本公司之獨立董事兼任其他公開發行公司獨立董事不得逾三家。

第九條：本公司於公開發行後獨立董事選舉，應依公司法第一百九十二條之一規定採候選人提名制度，並載明於章程，股東應就獨立董事候選人名單中選任之。

第十條：本公司於公開發行後應於股東會召開前之停止股票過戶日前，公告受理獨立董事候選人提名之期間、獨立董事應選名額、其受理處所及其他必要事項，受理期間不得少於十日。

本公司得以下列方式提出獨立董事候選人名單，經董事會評估其符合獨立董事所應具備條件後，送請股東會選任之：

一、持有已發行股份總數百分之一以上股份之股東，得以書面向公司提出獨立董事候選人名單，提名人數不得超過獨立董事應選名額。

二、由董事會提出獨立董事候選人名單，提名人數不得超過獨立董事應選名額。

三、其他經主管機關規定之方式。

股東及董事會依前項提供推薦名單時，應檢附被提名人姓名、學歷、經歷、當選後願任獨立董事之承諾書、無公司法第三十條規定情事之聲明書及其他相關證明文件。董事會或其他召集權人召集股東會者，對獨立董事被提名人應予審查，除有下列情事之一者外，應將其列入獨立董事候選人名單：

一、提名股東於公告受理期間外提出。

二、提名股東於公司依公司法第一百六十五條第二項或第三項停止股票過戶時，持股未達百分之一。

三、提名人數超過獨立董事應選名額。

四、未檢附前項規定之相關證明文件。

本公司之董事選舉，應依公司法第一百九十八條規定辦理，獨立董事與非獨立董事應一併進行選舉，分別計算當選名額。

第十一條：本公司董事及監察人之選舉，採用單記名累積選舉法，每一股份有與應選出董事或監察人人數相同之選舉權，得集中選舉一人或分開選舉數人。

第十二條：董事會應製備與應選出董事及監察人人數相同之選舉票，並加填其權數，分發出席股東會之股東，選舉人之記名，得以在選舉票上所印出席證號碼代之。

第十三條：本公司董事及監察人依公司章程所定之名額，分別計算獨立董事、非獨立董事之選舉權，由所得選舉票代表選舉權數較多者分別依次當選，如有二人以上得權數相同而超過規定名額時，由得權數相同者抽籤決定，未出席者由主席代為抽籤。

第十四條：選舉開始前，應由主席指定具有股東身分之監票員、計票員各若干人，執行各項有關職務。投票箱由董事會製備之，於投票前由監票員當眾開驗。

第十五條：被選舉人如為股東身分者，選舉人須在選舉票被選舉人欄填明被選舉人戶名及股東戶號；如非股東身分者，應填明被選舉人姓名及身分證明文件編號。惟政府或法人股東為被選舉人時，選舉票之被選舉人戶名欄應填列該政府或法人名稱，亦得填列該政府或法人名稱及其代表人姓名；代表人有數人時，應分別加填代表人姓名。

第十六條：選票上有下列事情之一者無效：

- 一、不用董事會製備之選票者。
- 二、以空白之選票投入投票箱者。
- 三、字跡模糊無法辨認或經塗改者。
- 四、所填被選舉人如為股東身分者，其戶名、股東戶號與股東名簿不符者；所填被選舉人如非股東身分者，其姓名、身分證明文件編號經核對不符者。
- 五、除填被選舉人之戶名（名稱或姓名）或股東戶號（身分證明文件編號）及分配選舉權數外，夾寫其他文字者。
- 六、所填被選舉人之姓名與其他股東相同而未填股東戶號或身分證明文件編號可資識別者。

第十七條：投票完畢後當場開票，開票結果由主席當場宣布董事及監察人當選名單，並應宣佈選任為獨立董事之名單。

第十八條：當選之董事及監察人由本公司董事會發給當選通知書。

第十九條：本程序經股東會通過後施行，修正時亦同。
本程序於2012年08月股東會核准後實施。

麗豐股份有限公司 全體董事持股情形

- 一、本公司發行總股份：普通股 75,707,000 股。
- 二、全體董事法定最低持有股數為 6,056,560 股(8%)。
- 三、截至本次股東常會停止過戶日(103年4月21日)股東名簿記載之個別及全體董事持股情形如下：(已符合證交法第 26 條規定成數標準)。

停止過戶日：103年4月21日

職稱	姓名	持有股數	持股比例
董事長	陳碧華	0	0.00%
董事	富園投資有限公司 代表人：陳樂維	26,720,000	35.29%
董事	朱怡	0	0.00%
董事	吳泗宗	0	0.00%
獨立董事	蔡玉琴	0	0.00%
獨立董事	高蓬雯	0	0.00%
獨立董事	于弘鼎	0	0.00%
合計		26,720,000	35.29%

註：本公司已設置審計委員會，故無全體董事、監察人法定應持有股數之適用。

無償配股對公司營業績效、每股盈餘及股東投資報酬率之影響：

項目	年度		103 年度
期初實收資本額			757,070,000
本年度配股配息情形(註一)	每股現金股利		6.5
	配發現金股利		492,095,500
	盈餘轉增資每股配股數		0.5
營業績效變化情形	營業利益		不適用(註二)
	營業利益較去年同期增(減)比率		
	稅後純益		
	稅後純益較去年同期增(減)比率		
	每股盈餘(元)		
	每股盈餘較去年同期增(減)比率		
	年平均投資報酬率(年平均本益比例數)		
擬制性每股盈餘及本益比	若盈餘轉增資全數	擬制每股盈餘(元)	不適用(註二)
	改現發現金股利	擬制年平均投資報	

		酬率	
	若未辦理資本公積 轉增資	擬制每股盈餘(元)	
		擬制年平均投資報 酬率	
	若未辦理資本公積 且盈餘轉增資改以 現金股利發放	擬制每股盈餘(元)	
		擬制年平均投資報 酬率	

註一：103 年度之配股及配息情形，係依 103 年 3 月 12 日董事會次決議估計，俟本年度股東常會決議通過後，依相關規定辦理。

註二：依「公開發行公司公開財務預測資訊處理準則」規定，本公司無須公開 103 年度財務預測資訊。

【附錄六】

董事酬勞及員工紅利相關資訊

本公司於 103 年 3 月 12 日董事會中擬議配發之董事酬勞及員工現金紅利金額如下所示，前述將俟 103 年 6 月 19 日股東常會決議通過後，依相關規定辦理。

- 一、董事酬勞 NT\$6,076,622 元。
- 二、員工紅利 NT\$12,252,534 元。
- 三、上述董事酬勞及員工現金紅利已於 102 年度費用化，其費用列帳金額與董事會擬議配發之金額並無重大差異。