## 英屬開曼群島南東南高控股股份有限公司 (Concrate Holding Co., Ltd.) 101 年股東常會議事錄

- 一、 時間:中華民國 101 年 6 月 8 日星期五(上午十時)
- 二、 地點:新北市土城區忠承路 32 號 7 樓(本公司會議室)
- 三、 出席:出席股權數:參仟伍佰貳拾捌萬玖仟玖佰伍拾貳股

佔已發行股份總數肆仟參佰伍拾柒萬捌仟股的百分之捌拾點玖捌

列席:資誠聯合會計師事務所 林瑟凱

- 四、 主席宣佈英屬開曼群島商康而富控股股份有限公司 101 年股東常會開始並致詞:(略)
- 五、 報告事項:
  - (一) 李總經理國基報告本公司100年度營業報告書(略)。
  - (二) 司儀代爲宣讀審計委員會審查報告書(略)。

前述兩項報告詳如本公司 101 年股東常會議事手冊或 100 年年報。

六、 承認事項

#### 第一案 (董事會提)

案由:本公司民國 100 年度營業報告書及財務報表,提請 承認。

說明:(一)本公司民國100年度財務報表,包括:資產負債表、損益表、股東權益變動表、現金流量表,業經資誠聯合會計師事務 所林瑟凱及蕭金木會計師查核完竣。

(二)民國100年度營業報告書(詳議事手冊)、會計師查核報告及上述財務報表(如附件)。

(三)提請 承認。

決議:經主席徵詢全體出席股東無異議照案承認。

#### 第二案 (董事會提)

案由:本公司民國100年度盈餘分派案,提請 承認。

說明:(一)本公司 100 年盈餘分配案議案。本公司 100 年度稅後淨利爲新台幣 74,074,028 元,提列 10%之法定盈餘公積後,決 算可分配盈餘爲 165,480,436 元,擬發放現金股利每股新台幣 1 元,資本公積轉增資每股 1 元。

- (二)上述現金股利之發放,請股東會授權董事會另行訂定現金股利配發基準日,按現金股利發放基準日股東名簿記載之股 東持有股份數分配,並通知所有股東。
- (三)本公司民國 100 年盈餘分配表(如附件)。

(四)提請 承認。

決議:經主席徵詢全體出席股東無異議照案承認。

#### 七、 討論事項

#### 第一案 (董事會提)

案由:修訂公司章程及備忘錄案,提請 討論。

說明:(一)本公司爲配合實際作業需求與管理需要,擬修正本公司章程及備忘錄。

- (二)修正條文對照表請詳附件。
- (三)提請 決議。

決議:經主席徵詢全體出席股東無異議照案通過。

#### 第二案 (董事會提)

案由:本公司資本公積轉增資發行新股案,提請 討論。

- 說明:(一)本公司擬由 100 年度資本公積中提撥新台幣 43,578,000 元轉增資,發行新股 4,357,800 股,每仟股無償配發 100 股,每股面額新台幣壹拾元。上述增資發行之新股,請提請股東會俟報經主管機關核准後授權董事會另行訂定配發基準日,按配股基準日股東名簿記載之股東持有股份比例分配,並通知所有股東。
  - (二)原股東配發不足一股之畸零股,自配股基準日起五日內由股東自行辦理併湊,其併湊不足部分,按面額折付現金計算至元爲止(元以下捨去)並授權董事長洽特定人按面額承購。
  - (三)增資發行新股權利義務與原股份相同。發行新股後,本公司實收資本額爲新台幣 479,358,000 元正。
  - (四)本增資案如因本公司普通股股數發生變動或經主管機關核示須變更時,擬提請股東會授權董事會辦理變更相關事宜 (五)提請決議。

決議:經主席徵詢全體出席股東無異議照案通過。

八、 臨時動議:無。

九、 散 會:上午十時十五分

主席:呂朝勝 鄭 日

紀錄:林美華

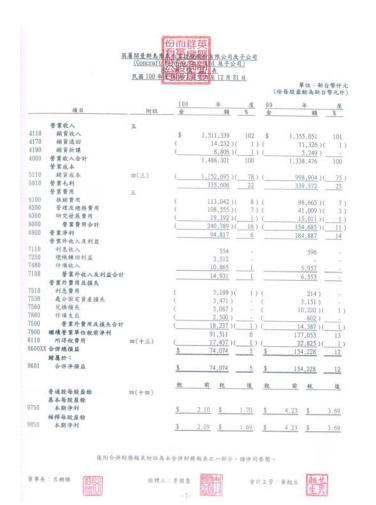


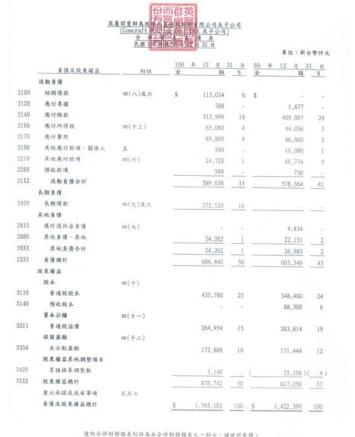


單位:新台幣仟元

	Y A	Pri sin	100	年 12 月 31 額	8	99	年 12 月 31 新	B
	流動資產						- AN	-19
100	现金及約當現金	四(一)	\$	55,415	3	\$	110.595	8
120	應收票據淨額			22,690	1		9.005	1
140	應收帳款淨額	四(二)及六		401,191	23		373,908	26
160	其他應收款			51,449	3		16,396	1
20X	存貨	四(三)		119,971	7		141,170	10
260	预付款项			14,908	1		28,269	2
286	遞延所得稅資產-流動	四(十三)		775			31	- 7
XX	流動資產合計			666,399	38		679,374	48
	固定資產	四(四)及六						- 10
	成本							
501	土地			37,560	2		37,560	3
521	房屋及建築			282,838	16		247,682	17
531	機器設備			453,676	26		362,223	25
537	模具设備			27,569	1		28,959	2
551	運輸設備			18,948	1		11,750	1
61	辨公設備			12,053	1		8,510	1
XY	成本及重估增值			832,644	47		696,684	49
5X9	滅:累計折舊		(	193,462)(	11)		135,419)(	10
570	未完工程及預付設備款			211,464	12		51,146	4
XX	固定資產淨額			850,646	48		612,411	43
	無形資產							
770	遞延退休金成本						4,834	
180	其他無形資產	五		18,357	1		22,775	2
XX	無形資產合計			18,357	1		27,609	2
	其他資產							
00	出租資產	六		10,539	1		100	
20	存出保證金			2,394	9		554	
30	逃延費用			37,318	2		22,548	1
60	遞延所得稅資產-非流動	四(十三)		11,911	1			
187	受限制資產	六		69,910	4		10,080	1
88	其他資產-其他	四(五)及六		97,708	5		69,823	5
XX	其他資產合計			229,780	13		103,005	7
XX	資產總計		\$	1,765,182	100	s	1,422,399	100

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單位:新台灣



	100	年 度	99	车
· 禁活動之現金流量				
合併總損益	\$	74,074	\$	154
调整項目				
折舊費用		50,701		39.
各項攤提		38,782		37.
呆帳(轉列其他收入)費用	(	3,512)		1.
存貨跌價及呆滯損失(回升利益)	(	987)		8.
處分固定資產損失		3,471		3.
資產及負債科目之變動				
公平價值變動列入損益之金融資產-流動				6.
應收票據	(	13,686)	(	4
應收帳款	(	21,529)	(	84.
應收帳款-關係人				70.
存貨		22,186	(	74,
其他應收赦	(	35,053)	(	14,
預付款項	(	5,699)	(	2,
遞延所得稅資產	(	12,655)	(	
應付票據	(	889)		
應付帳款	(	96,008)		156,
應付所得稅		21,044		10,
應付費用		23,830		10,
其他應付款	(	59,458)		3,
預收款項	(	131 )	(	
其他應付款-關係人	(	9,540)		
營業活動之淨現金(流出)流入	(	25,059)		321,

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				平位,则日市行九
	100	年 度	99	年 度
投資活動之現金流量				
購置固定資產價款	(\$	363,682)	(\$	296,310
出售固定資產價款		6,203		32,472
其他無形資產增加	(	6,443)	(	38,482
遞延費用增加	(	11,565)	(	10,787
取得長期投資價款			(	412
受限制資產增加	(	59,830)		-
投資活動之淨現金流出	(	435,317)	(	313,519
融資活動之現金流量				
短期借款增加		115,034		
舉借長期借款		302,800		
短期借款減少		-	(	56,920
償還長期借款	(	30,280)		
<b>经放现金股利</b>	(	72,630)		
现金增資				88,500
融資活動之淨現金流入		314,924		31,580
合併個體變動影響數		120		3,547
匯率影響數		90,272	(	49,747)
本期現金及約當現金減少	(	55,180)	(	6,458)
期初現金及約當現金餘額		110,595	ै	117,053
期末現金及約當現金餘額	\$	55,415	S	110,595
僅有部分現金支出之投資活動	-			,
購置固定資產	\$	346,271	s	309,020
加:期初應付設備款		29,110		16,400
滅:期末應付設備款	(	11,699)	(	29,110)
本期支付现金	\$	363,682	s	296,310
不影響現金流量之融資活動	-		-	2701310
已宣告未發放之現金股利	S		\$	26,800

後附合併財務報表附註為本合併財務報表之一部分,請併同參閱。

董事長:呂朝藤

经理人:李留基





單位;新台幣仟元

# 英屬開曼群島商康而富控股股份有限公司 盈餘分配表

民國一百年度

單位:新臺幣元

	金	額	
項   目	小 計	合 計	備註
期初餘額		98,813,811	
加:本年度稅後淨利	74,074,028		
可供分配盈餘		172,887,839	
減:			
提列法定盈餘公積(註一)	(7,407,403)		
分配項目:(註二)			
股東紅利現金	(43,578,000)	(50,985,403)	
期末未分配盈餘		121,902,436	
附註:			
配發董事監察人酬勞 1,493,024 元			

註一:法定盈餘公積提列方式及比例,應依公司法相關法令規定辦理。

註二:股東紅利--現金:43,578,000元(43,578,000股\*1元=43,578,000)。

資本公積分配表 民國一百年度

	金	額	
項目	小 計	合 計	備註
期初餘額		264,933,977	
減:資本公積轉增資(每股1元)	(43,578,000)		
期末資本公積		221,355,977	

註三:股票股利分配後股本 479,358,000 元。

配發員工紅利 1,493,025 元

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### Comparison Table for MEMORANDUM AND ARTICLES OF ASSOCIATION

Article No. 條次	Memorandum and Articles of Association (adopted by January 16 <sup>th</sup> , 2012 EGM)	Memorandum and Articles of Association (to be adopted by May 9 <sup>th</sup> , 2012 Board Meeting)	Explanations 新增/修正理由
冰久	修正前(於 2012 年 1 月 16 日股東臨時會通過)	修正後(於 2012 年 6 月 8 日股東常會通過)	利增加工业工
MEMORAND UM 7 備忘錄 7	The capital of the Company is NT\$500,000,000 divided into 50,000,000 Common Shares of a nominal or par value of NT\$10 each provided always that subject to the Law and the Articles of Association the Company shall have power to redeem or purchase any of its shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority, special privilege or other rights or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be ordinary, preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.  本公司的資本額爲新台幣五億元,共分爲五千萬普通股,每股面額新台幣 10 元。基於公司法及公司章程,本公司有權贖回或買回其任何股份,並對其全部或部分分割或合併,及發行其全部或一部之原始、贖回、增加或減少之股本,無論是否有優惠權、優先權、特別權或其他權利或有任何權利之劣後或任何條件或限制,且除發行條件無論係普通股、特別股或其他應於每次發行時明確規定外,應受本公司於上文所述權力之限制。	The capital of the Company is NT\$1,000,000,000 divided into 100,000,000 Common Shares of a nominal or par value of NT\$10 each provided always that subject to the Law and the Articles of Association the Company shall have power to redeem or purchase any of its shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority, special privilege or other rights or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be ordinary, preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided. 本公司的資本額爲新台幣土億元,共分爲一億普通股,每股面額新台幣 10 元。基於公司法及公司章程,本公司有權贖回或買回其任何股份,並對其全部或部分分割或合併,及發行其全部或一部之原始、贖回、增加或減少之股本,無論是否有優惠權、優先權、特別權或其他權利或有任何權利之劣後或任何條件或限制,且除發行條件無論係普通股、特別股或其他應於每次發行時明確規定外,應受本公司於上文所述權力之限制。	Revises this item according to needs for the Company issuing new shares 配合公司發行新股需求修改本條條文。
ARTICLE 1 第 1 條	Interpretation 定義  "Affiliated Company" means with respect to any affiliated company as defined in Taiwan Company Law;  "Retained Earnings" means the equity resulting from operating activities, including Legal Reserves,  Special Reserves, and unappropriated earnings; 「關係企業」意指依據台灣公司法規定所定義之關係企業; 「保留盈餘」意指因經營活動,包括法定盈餘公積,特別盈餘公積及未分配收益所產生的股東權益;	Interpretation 定義 "Affiliated Company" means with respect to any affiliated company <u>as defined in the Applicable Listing Rules;</u> "Retained Earnings" <u>means the sums including but not limited to the Legal Reserves, Special Reserves, and unappropriated earnings;</u> 「關係企業」 <u>意指依據上市法令規定所定義之關係企業;</u> 「保留盈餘」 <u>意指包括但不限於法定盈餘公積,特別盈餘公積及未分配收益所產生的股東權益等金額;</u>	Amend the wording to accommodate the laws and regulations. 配合法令規定而修訂文字。
ARTICLE 13 第 13 條	Shares 股份 Upon each issuance of new Shares, the Directors may reserve not more than fifteen percent (15%) of the new shares for subscription by the employees of the Company who are determined by the Board in its reasonable discretion. 發行新股時,董事會得保留不超過百分之十五(15%)之新股供員工認購,得認購新股員工之資格由董事會依其合理裁量決定之。	Shares 股份 Subject to the Applicable Listing Rules, upon each issuance of new Shares, the Directors may reserve not more than fifteen percent (15%) of the new shares for subscription by the employees of the Company and/or any Affiliated Company who are determined by the Board in its reasonable discretion. 根據上市法令規定,發行新股時,董事會得保留不超過百分之十五(15%)之新股供予本公司及/或關係企業之員工認購,得認購新股員工之資格由董事會依其合理裁量決定之。	Amend the wording to accommodate the laws and regulations. 配合法令規定而修訂文字。
ARTICLE 14 第 14 條	Shares 股份 For so long as the Shares are registered in the Emerging Market or listed on the GreTai Securities Market or TSE, unless otherwise resolved by the Shareholders in general meeting by Ordinary Resolution, if at anytime the Board resolves to issue any new Share, the Company shall, after reserving the portion of Shares for subscription by its employees and for public offering in Taiwan pursuant to Article 13(if any) and Article 16 respectively, first offer such remaining new Shares by a written notice to each then Shareholder for their subscriptions in proportion to the number of Shares held by them respectively. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間,除另經本公司股東會普通決議外,本公司董事會發行新股時,除依本章程第 13 條保留部分比例新股供員工認購(如有)及依本章程第 16 條保留部分比例供於台灣公開發行外,其餘新股應以書面通知原有股東按其原持股比例儘先分認。(後略)	Shares 股份 For so long as the Shares are registered in the Emerging Market or listed on the GreTai Securities Market or TSE, unless otherwise resolved by the Shareholders in general meeting by Ordinary Resolution, if at anytime the Board resolves to issue any new Shares, the Company shall, after reserving the portion of Shares for subscription by its employees and for public offering in Taiwan pursuant to Article 13 (if any) and Article 16 respectively, first offer such remaining new Shares by a written notice to each then Shareholder for their subscriptions in proportion to the number of Shares held by them respectively.  於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間,除另經本公司股東會普通決議外,本公司董事會發行新股時,除依本章程第 13 條保留部分比例新股供員工認購(如有)及依本章程第 16 條保留部分比例供於台灣公開發行外,其餘新股應以書面通知原有股東按其原持股比例儘先分認。 (後略)	Amend the wording. 修訂文字。
ARTICLE 17 B 第 17 B 條	Shares 股份 The Company may, with the authority of either a Supermajority Resolution Type A or a Supermajority Resolution Type B, issue restricted shares for employees. In respect of the issuance of restricted shares for employees in the preceding paragraph, the number of shares to be issued, issue price, issue conditions and other matters shall be subject to the Applicable Listing Rules.  本公司得以 A 型特別決議或 B 型特別決議通過發行限制員工權利新股。關於前述發行限制員工權利新股,其發行數量、發行價格、發行條件及其他事項應遵守上市法令規定。	Shares 股份 The Company may, with the authority of either a Supermajority Resolution Type A or a Supermajority Resolution Type B, issue restricted shares for employees. In respect of the issuance of restricted shares for employees in the preceding paragraph, the number of shares to be issued, issue price, issue conditions and other matters shall be subject to the Applicable Listing Rules and the requirements of the Commission.  本公司得以 A 型特別決議或 B 型特別決議通過發行限制員工權利新股。關於前述發行限制員工權利新股,其發行數量、發行價格、發行條件及其他事項應遵守上市法令及金管會之相關規定。	Amend the wording to accommodate the laws and regulations. 配合法令規定而修訂文字。
ARTICLE 17 C 第 17 C 條	NONE	PRIVATE PLACEMENT 私募 Subject to the Applicable Listing Rules, the Company may by either a Supermajority Resolution Type A or the Supermajority Resolution Type B carry out private placement of its securities to the following entities in Taiwan:  (a) banking enterprises, bill enterprises, trust enterprises, insurance enterprises, securities enterprises or any other legal	Amend the wording to accommodate the laws and regulations. 配合法令規定而修訂文字。

#### Comparison Table for MEMORANDUM AND ARTICLES OF ASSOCIATION

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Article No.	Memorandum and Articles of Association	Memorandum and Articles of Association	Explanations
條次	(adopted by January 16 <sup>th</sup> , 2012 EGM)	(to be adopted by May 9 <sup>th</sup> , 2012 Board Meeting)	新增/修正理由
	修正前(於 2012 年 1 月 16 日股東臨時會通過)	修正後(於 2012 年 6 月 8 日股東常會通過)	
		entities or institutions approved by the Commission;	
		(b) individuals, legal entities or funds meeting the qualifications established by the Commission; and	
		(c) Directors, supervisors (if any) and managers of the Company or the Affiliated Companies.	
		依據上市法令規定,本公司得以 A 型特別決議或 B 型特別決議,在台灣對下列之人進行有價證券之私募:	
		(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;及	
		(c) 本公司或關係企業之董事、監察人(如有)及經理人。	
RTICLE 19	MODIFICATION OF RIGHTS	MODIFICATION OF RIGHTS	Amend the wording.
19條	股份權利變更	股份權利變更	修訂文字。
	The rights conferred upon the holders of the Shares of any Class issued with preferred or other rights shall	The rights conferred upon the holders of the Shares of any Class issued with preferred or other rights shall not, unless	
	not, unless otherwise expressly provided by the terms of issue of the Shares of that Class, be deemed to	otherwise expressly provided by the terms of issue of the Shares of that Class, be deemed to be materially adversely	
	be materially adversely varied or abrogated by, <i>inter alia</i> , the creation, allotment or issue of further Shares	varied or abrogated by, inter alia, the creation, allotment or issue of further Shares ranking pari passu with or subsequent	
	ranking pari passu with or subsequent to them, the redemption or purchase of Shares of any Class by the	to them <u>or</u> the redemption or purchase of Shares of any Class by the Company.	
	Company.	股份持有人持有發行時附有優先權或其他權利之任何類別股份者,其權利不因創設或發行與其股份順位相同或在後之其他股	
	股份持有人持有發行時附有優先權或其他權利之任何類別股份者,其權利不因創設或發行與其股份順位相同	份而受重大不利變更或廢止,但該類別股份發行條件另有明確規定者不在此限。	
	或在後之其他股份而受重大不利變更或廢止,但該類別股份發行條件另有明確規定者不在此限。		
RTICLE 22	TRANSFER OF SHARES	TRANSFER OF SHARES	Amend the wording to
22條	股份轉讓	股份轉讓	accommodate the laws
7 —— 191¢	Title to Shares which are registered in the Emerging Market or listed in the GreTai Securities Market or the	Title to Shares which are registered in the Emerging Market or listed in the GreTai Securities Market or the TSE may be	and regulations.
	TSE may be evidenced and transferred in accordance with the Applicable Listing Rules. Subject to the Law	evidenced and transferred in accordance with the Applicable Listing Rules. Subject to the Law and Article 40E, Shares	配合法令規定而修訂文
	and Article 40E, Shares issued by the Company shall be freely transferable, provided that any Shares	issued by the Company shall be freely transferable, provided that any Shares reserved for issuance to the employees of	
	reserved for issuance to the employees of the Company may be subject to transfer restrictions for a period	the Company may be subject to transfer restrictions for a period of not more than two (2) years, or such other period as	
	of not more than two (2) years, or such other period as the Directors may determine in their discretion.	the Directors may agree with such employees.	
	凡已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之股份,其所有權得依據上市法令規定予以證明及轉		
		凡已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之股份,其所有權得依據上市法令規定予以證明及轉讓。除公司法與本	
	讓。除公司法與本章程第40E條另有規定外,本公司發行的股份應可自由轉讓。但本公司保留給員工認購之	章程第40年條另有規定外,本公司發行的股份應可自由轉讓。但本公司保留給員工認購之股份得由董事會依其裁量限制員	
	股份得由董事會依其裁量限制員工在一定期間內不得轉讓,惟其限制期間最長不得超過2年,或是依董事會	工在一定期間內不得轉讓,惟其限制期間最長不得超過 <b>2</b> 年,或是依董事會 <u>與員工另行</u> 決定 <u>之</u> 其他期限。	
	<b>酌情决定其他期限。</b>	VOTING ON PERCUITION	
RTICLE 32	VOTING ON RESOLUTION	VOTING ON RESOLUTION	Revise this article in
32條	決議之表決	決議之表決	accordance with the
	The Company may also by either a Supermajority Resolution Type A or the Supermajority Resolution Type	The Company may also by either a Supermajority Resolution Type A or the Supermajority Resolution Type B:	revisions to laws and
	B:	(a) enter into, amend, or terminate any contract for lease of its business in whole, or for entrusting business, or for regular	regulations.
	(a) enter into, amend, or terminate any contract for lease of its business in whole, or for entrusting	joint operation with others;	因應法令之規定而修改
	business, or for regular joint operation with others;	(b) transfer the whole or any material part of its business or assets;	條規定。
	(b) transfer the whole or any material part of its business or assets;	(c) take over the transfer of another's whole business or assets, which will have a material effect on the business	
	(c) take over the transfer of another's whole business or assets, which will have a material effect on the	operation of the Company;	
	business operation of the Company;	(d) effect any Spin-off of the Company in accordance with the Applicable Listing Rules;	
	(d) effect any Spin-off of the Company in accordance with the Applicable Listing Rules;	(e) carry out private placement of its securities;	
	(e) carry out private placement of its securities;	(f) grant waiver to the Director's engaging in any business within the scope of the Company's business;	
	(f) grant waiver to the Director's engaging in any business within the scope of the Company's business;	(g) issue restricted shares for employees pursuant to Article 17 B; and	
	and	(h) distribute part or all of its dividends or bonus by way of issuance of new Shares.	
	(g) distribute part or all of its dividends or bonus by way of issuance of new Shares.	本公司亦得以 A 型特別決議 :	
	本公司亦得以A型特別決議或B型特別決議:	(a)締結、變更或終止關於出租其全部營業、委託經營或與他人經常共同經營之協議;	
	(a)締結、變更或終止關於出租其全部營業、委託經營或與他人經常共同經營之協議;	(b)轉讓其全部或任何主要部分之營業或財產;	
	(a)种和、变更或形正例於山祖兵主印宮亲、安乱程宮或典他八程吊共问程宮之励識, (b)轉讓其全部或任何主要部分之營業或財產;	(c)受讓他人的全部營業或財產而對公司營運有重大影響者;	
	(c)受讓他人的全部營業或財產而對公司營運有重大影響者;	(d)按上市法令進行本公司之分割;	
	(d)按上市法令進行本公司之分割;	(e)私募發行其有價證券;	
	(e)私募發行其有價證券;	(f)董事從事競業禁止行爲之許可;	
	(f) 董事從事競業禁止行爲之許可;以及	(g)依據第 17B 條規定發行限制員工權利新股;以及	
	(g) 以發行新股的方式分派部分或全部的股息或紅利。	<u>(h)</u> 以發行新股的方式分派部分或全部的股息或紅利。	

### Comparison Table for MEMORANDUM AND ARTICLES OF ASSOCIATION

Article No.	Memorandum and Articles of Association	Memorandum and Articles of Association (to be adopted by May 9 <sup>th</sup> , 2012 Board Meeting)	Explanations
條次	(adopted by January 16 <sup>th</sup> , 2012 EGM) 修正前(於 2012 年 1 月 16 日股東臨時會通過)	(to be adopted by May 9 , 2012 Board Meeting) 修正後(於 2012 年 6 月 8 日股東常會通過)	新增/修正理由
ARTICLE 33 第 33 條	VOTING ON RESOLUTION 決議之表決	VOTING ON RESOLUTION 決議之表決	Revise this article in accordance with the
Na de late	Subject to the Law, these Articles and the quorum requirement under the Applicable Listing Rules, with	Subject to the Law, these Articles and the quorum requirement under the Applicable Listing Rules, with regard to the	revisions to laws and
	regard to the dissolution procedures of the Company, the Company shall pass  (a) a Special Resolution, if the Company resolves that it be wound up voluntarily because it is unable to	dissolution procedures of the Company, the Company shall pass  (a) a <u>Ordinary</u> Resolution, if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as	regulations. 因應法令之規定而修改本
	pay its debts as they fall due; or	they fall due; or	
	(b) a Special Resolution, if the Company resolves that it be wound up voluntarily for reasons other than the	(b) a Special Resolution, if the Company resolves that it be wound up voluntarily for reasons other than the reason stated	)
	reason stated in Article 33(a) above. 除公司法、本章程及上市法令關於法定出席數另有規定外,就本公司之解散本公司應:	in Article 33(a) above. 除公司法、本章程及上市法令關於法定出席數另有規定外,就本公司之解散本公司應:	
	(a)如本公司因無法支應到期之債務而決議自願解散者,經特別決議通過;或	(a)如本公司因無法支應到期之債務而決議自願解散者,經 <u>普通</u> 決議通過;或	
	(b)如本公司因前款以外之事由而決議自願解散者,經特別決議通過。	(b)如本公司因前款以外之事由而決議自願解散者,經特別決議通過。	
ARTICLE 34	VOTING ON RESOLUTION	VOTING ON RESOLUTION	Revise this article in
第 34 條	決議之表決	決議之表決	accordance with the
	In the event any of the resolutions with respect to the paragraph (a), (b), or (c) of Article 32 is adopted by	Subject to the Law, in the event any of the resolutions with respect to the paragraph (a), (b), or (c) of Article 32 is adopted	revisions to laws and
	general meeting, any Shareholder who has notified the Company in writing of his objection to such proposal prior to such meeting and subsequently raised his objection at the meeting may request the	by general meeting, any Shareholder who has notified the Company in writing of his objection to such proposal prior to such meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his	regulations. 因應法令之規定而修改本
	Company to purchase all of his Shares at the then prevailing fair price within twenty (20) days after the	Shares at the then prevailing fair price within twenty (20) days after the date of the resolution. In the event the Company	條規定。
	date of the resolution. In the event the Company fails to reach such agreement with the Shareholder within	fails to reach such agreement with the Shareholder within sixty (60) days after the date of the resolution, the Shareholder	
	sixty (60) days after the date of the resolution, the Shareholder may, within thirty (30) days after such sixty (60)-day period, file a petition to any competent court of Taiwan for a ruling on the appraisal price, and, to	may, within thirty (30) days after such sixty (60)-day period, file a petition to any competent court of Taiwan for a ruling on the appraisal price, and, to the extent that the ruling is capable of enforcement and recognition outside Taiwan, such ruling	
	the extent that the ruling is capable of enforcement and recognition outside Taiwan, such ruling by such	by such Taiwan court shall be binding and conclusive as between the Company and requested Shareholder solely with	
	Taiwan court shall be binding and conclusive as between the Company and requested Shareholder solely	respect to the appraisal price.	
	with respect to the appraisal price.	在依據公司法之前提下,若股東會決議通過上述第32條之第(a), (b), 或(c) 款之事項,任何於該股東會前以書面通知本公司表表表表表表表表表表表表表表表表表表表表表表表表表表表表表表表表表表表表	
	若股東會決議通過上述第32條之第(a), (b), 或(c) 款之事項,任何於該股東會前以書面通知本公司表示反對該議案並嶄後在該股東會上表示反對之股東,得於該決議日後20日內請求本公司以當時公平價格收買其	司表示反對該議案並並嗣後在該股東會上表示反對之股東,得於該決議日後 20 日內請求本公司以當時公平價格收買其全部 之股份。若本公司未能與該股東於該決議日後 60 日內達成收買協議,該股東得於此 60 日期間經過後之 30 日內聲請任何臺	
	全部之股份。若本公司未能與該股東於該決議日後60日內達成收買協議,該股東得於此60日期間經過後之	灣管轄法院爲價格之裁定,此裁定於其得於台灣以外被承認並執行之限度內,於本公司及提出請求之股東間僅就裁定之價格	
	30 日內聲請任何臺灣管轄法院爲價格之裁定,此裁定於其得於台灣以外被承認並執行之限度內,於本公司	有確定之拘束力。	
	及提出請求之股東間僅就裁定之價格有確定之拘束力。 (後略)	(後略)	
ARTICLE 40 C 第 40 C 條	TREASURY SHARES 庫藏股	TREASURY SHARES 庫藏股	Amend the wording. 修訂文字。
212 12 2 1814	The Company shall be entered into the Register as the holder of the Treasury Shares provided that:	The Company shall be entered into the Register as the holder of the Treasury Shares provided that:	1543703
	(a) the Company shall not be treated as a member for any purpose and shall not exercise any right in	(a) the Company shall not be treated as a member for any purpose and shall not exercise any right in respect of the	
	respect of the Treasury Shares, and any purported exercise of such a right shall be void; (b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not	Treasury Shares, and any purported exercise of such a right shall be void; (b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in	
	be counted in determining the total number of issued Shares at any given time, whether for the purposes of	determining the total number of issued Shares at any given time, whether for the purposes of these Articles or the Law,	
	these Articles or the Law, save that an allotment of Shares as fully paid bonus shares ion respect of a	save that an allotment of Shares as fully paid bonus shares in respect of a Treasury Shares is permitted and Shares	
	Treasury Shares is permitted and Shares allotted as fully paid bonus shares in respect of a Treasury Shares shall be treated as Treasury Shares.	allotted as fully paid bonus shares in respect of a Treasury Shares shall be treated as Treasury Shares. 股東名簿中應將本公司記載爲庫藏股之持有人,惟:	
	股東名簿中應將本公司記載爲庫藏股之持有人,惟:	版界名傳中應將平公可記載為單瀨版之持有人,惟:   <b>(a)</b> 不應以任何理由將本公司視爲股東,且不應行使任何關於庫藏股之權利,且任何行使該等權利之主張均應屬無效;	
	(a)不應以任何理由將本公司視爲股東,且不應行使任何關於庫藏股之權利,且任何行使該等權利之主張均應	(b)庫藏股在本公司之任何會議中均不應直接或間接參與表決,且於任何時候均不應將庫藏股計入已發行股份總數,無論是	
	屬無效;	否基於本章程或公司法之目的,但庫藏股准以已繳足股款之紅利股配售股份,該等配售之股份應視爲庫藏股。	
	(b)庫藏股在本公司之任何會議中均不應直接或間接參與表決,且於任何時候均不應將庫藏股計入已發行股份 總數,無論是否基於本章程或公司法之目的,但庫藏股准以已繳足股款之紅利股配售股份,該等配售之股份		
	應視為庫藏股。		
ARTICLE 41	Closing Register Or Fixing Record Date	Closing Register Or Fixing Record Date	Amend the wording.
第 41 條	股份停止過戶日或基準日 For the purpose of determining those Members that are entitled to receive notice of, attend or vote at any	股份停止過戶日或基準日 For the purpose of determining those Members that are entitled to receive notice of, attend or vote at any meeting of	修訂文字。
	meeting of Members or any adjournment thereof, or those Members that are entitled to receive notice of, attend or vote at any	Members or any adjournment thereof, or those Members that are entitled to receive notice of, attend or vote at any meeting of Members or any adjournment thereof, or those Members that are entitled to receive payment of any dividend, or in order	
	any dividend, or in order to make a determination as to who is a Member for any other purpose, the	to make a determination as to who is a Member for any other purpose, the Directors may provide that the Register shall	
	Directors may provide that the Register shall be closed for transfers for a stated period. For so long as the	be closed for transfers for a stated period. For so long as the Shares are registered in the Emerging Market or listed in the	

### Comparison Table for MEMORANDUM AND ARTICLES OF ASSOCIATION

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Article No.	Memorandum and Articles of Association	Memorandum and Articles of Association	Explanations
條次	(adopted by January 16 <sup>th</sup> , 2012 EGM)	(to be adopted by May 9 <sup>th</sup> , 2012 Board Meeting)	新增/修正理由
	修正前(於 2012 年 1 月 16 日股東臨時會通過)	修正後(於 2012 年 6 月 8 日股東常會通過)	
	Shares are registered in the Emerging Market or listed in the GreTai Securities Market or TSE, the Register	GreTai Securities Market or TSE, the Register shall be closed at least for a period of sixty (60) days, thirty (30) days and	
	shall be closed at least for a period of sixty (60) days, thirty (30) days and five (5) days immediately before	five (5) days inclusive of the date of each annual general meeting, each extraordinary general meeting and the record	
	the date of each annual general meeting, each extraordinary general meeting and the record date for a	date for a dividend distribution, respectively.	
	dividend distribution, respectively.	爲了確定有權在股東會或延期股東會召開時受通知、出席或表決或是有權領取股息的股東,或是爲了任何其他理由須確定股	
	爲了確定有權在股東會或延期股東會召開時受通知、出席或表決或是有權領取股息的股東,或是爲了任何其	東,董事會得規定於一定期間內停止股東名簿變更登記。於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之	
	他理由須確定股東,董事會得規定於一定期間內停止股東名簿變更登記。於本公司股份已登錄興櫃或是在證	期間,每年度股東常會召開日(含股東常會當日)前至少60日內、每一臨時股東會召開日(含臨時股東會當日)前至少30日內	
	券櫃檯買賣中心或證交所上市之期間,每年度股東常會召開前至少60日內、每一臨時股東會召開前至少30	及於股息分派基準日(含股息分派基準日當日)前至少5日內,應停止股東名簿變更登記。	
	日內及於股息分派基準日前至少5日內,應停止股東名簿變更登記。	次////////////////////////////////////	
ARTICLE 42	Closing Register Or Fixing Record Date	Closing Register Or Fixing Record Date	Amend the wording.
第 42 條	股份停止過戶日或基準日	股份停止過戶日或基準日	修訂文字。
	Apart from closing the Register, the Directors may fix in advance a date as the record date for any such	Apart from closing the Register, the Directors may fix in advance a date as the record date for any such determination of	
	determination of those Members that are entitled to receive notice of, attend or vote at a meeting of the	those Members that are entitled to receive notice of, attend or vote at a general meeting and for the purpose of	
	Members and for the purpose of determining those Members that are entitled to receive payment of any	determining those Members that are entitled to receive payment of any dividend. In the event the Directors designate a	
	dividend. In the event the Directors designate a record date in accordance with this Article 42, such record	record date in accordance with this Article 42 in respect of convening a general meeting, such record date shall be a date	
	date shall be a date prior to the general meeting and the Directors shall immediately make a public	prior to the general meeting and the Directors shall immediately make a public announcement on the website designated	
	announcement on the website designated by the Commission and the GreTai Securities Market or TSE	by the Commission and the GreTai Securities Market or TSE pursuant to the Applicable Listing Rules.	
	pursuant to the Applicable Listing Rules.	除停止股東名簿變更登記外,董事會亦得決定相關基準日以確定有權在股東會或延期股東會召開時受通知、出席或表決或是	
	除停止股東名簿變更登記外,董事會亦得決定相關基準日以確定有權在股東會或延期股東會召開時受通知、	有權領取股息的股東。在董事會按本條(第 42 條)決定基準日(關於召集股東會部分)者,該基準日應訂在爲股東會之前,且董	
	出席或表決或是有權領取股息的股東。在董事會按本條(第 42 條)決定基準日者,該基準日應訂在爲股東會之	事會應立即依據上市法令,於金管會及證券櫃檯買賣中心或證交所所指定的網站上公告之。	
	前,且董事會應立即依據上市法令,於金管會及證券櫃檯買賣中心或證交所所指定的網站上公告之。	事自愿立即依然工作公中	
ARTICLE 48	Notice Of General Meetings	Notice Of General Meetings	Amend the wording to
第 48 條	股東會通知	股東會通知	accommodate the laws
>13 . G  VK	At least thirty (30) and fifteen (15) days' notices in writing shall be given for any annual and extraordinary	Subject to the Applicable Listing Rules and these Articles, at least thirty (30) and fifteen (15) days' notices in writing shall	and regulations.
	general meetings, respectively. Every notice shall be exclusive of the day on which it is given or deemed	be given for any annual and extraordinary general meetings, respectively. Every notice shall be exclusive of the day on	配合法令規定而修訂文字。
	to be given and of the day for which it is given and shall specify the place, the day and the hour of the	which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the	
	meeting and the general nature of the business. The notice for a general meeting may be given by means	hour of the meeting and the general nature of the business. <u>Notwithstanding the foregoing, the notice for a general</u>	
	of electronic communication if the Company obtains prior consent by the individual recipients.	meeting may be given by means of electronic communication if the Company obtains prior consent by the individual	
	任何年度股東常會之召集,至少應於30日前以書面通知各股東,任何臨時股東會之召集,至少應於15日前	recipients and, for Shareholders holding Shares not exceeding one thousand (1,000) in number, such notice may be given	
	以書面通知各股東。每一通知之發出日或視爲發出日及送達日應不予計入。該通知應載明會議地點、日期、	by public announcements in accordance with the Applicable Listing Rules.	
	時間和召集事由。倘本公司取得股東之事前同意,股東會之通知得以電子通訊方式爲之。	根據上市法令與本章程規定,任何年度股東常會之召集,至少應於 30 日前以書面通知各股東,任何臨時股東會之召集,至	
	THE PROPERTY OF A STATE OF THE PROPERTY OF THE	少應於 15 日前以書面通知各股東。每一通知之發出日或視爲發出日及送達日應不予計入。該通知應載明會議地點、日期、	
		時間和召集事由。不論前述規定爲何,倘本公司取得股東之事前同意,股東會之通知得以電子通訊方式爲之,或依據上市法	
		令規定,對於持股未滿一千股股東,以公告方式作爲通知方式。	
ARTICLE 48 B	Notice Of General Meetings	Notice Of General Meetings	Amend the wording.
第48 B 條	股東會通知	股東會通知	修訂文字。
214 - 1214	The Company shall make public announcements with regard to notice of general meeting, proxy form, and	The Company shall make public announcements with regard to notice of general meeting, proxy form, and summary	1000
	summary information and details about issues for recognition, discussion, election or dismissal of Directors	information and details about issues for recognition, discussion, election or dismissal of Directors or supervisors (if any) at	
	at least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any	least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any extraordinary general	
	extraordinary general meeting.	meeting.	
	(後略)	(後略)	
	本公司應於股東常會開會至少30日前或臨時股東會開會至少15日前,公告股東會開會通知書、委託書用紙、	本公司應於股東常會開會至少30日前或臨時股東會開會至少15日前,公告股東會開會通知書、委託書用紙、有關承認案、	
	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。	討論案、選任或解任董事或監察人(如有)事項等各項議案之案由及說明資料。	
	(後略)	(後略)	
ARTICLE 50	Notice Of General Meetings	Notice Of General Meetings	Revise this article in
第 50 條	股東會通知	股東會通知	accordance with the
S1A 1818	The following matters shall be specified in the notice of a general meeting, and shall not be proposed as ad	The following matters shall be specified in the notice of a general meeting, and shall not be proposed as ad hoc motions:	revisions to laws and
	hoc motions:	(a) election or discharge of <u>Directors or supervisors</u> (if any);	regulations.
	(a) election or discharge of directors;	(b) amendments to the Memorandum of Association and/or these Articles;	因應法令之規定而修改本
	(b) amendments to the Memorandum of Association and/or these Articles;	(c) dissolution, share swap (as defined in the Applicable Listing Rules), Merger or Spin-off of the Company;	條規定。
	(c) dissolution, Merger or Spin-off of the Company;	(d) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusting	NANDO
	(d) entering into, amendment to, or termination of any contract for lease of its business in whole, or for	business, or for regular joint operation with others;	
	entrusting business, or for regular joint operation with others;	(e) the transfer of the whole or any material part of its business or assets;	
	(e) the transfer of the whole or any material part of its business or assets; and	(f) the takeover of another's whole business or assets, which will have a material effect on the business operation of the	
	1 (a) the transfer of the whole of the material part of the business of decets, the	1 (1) the talkester of another of whole backhood of accord, which will have a material effect on the backhood operation of the	

### Comparison Table for MEMORANDUM AND ARTICLES OF ASSOCIATION

Article No.	Memorandum and Articles of Association	Memorandum and Articles of Association	Explanations
條次	(adopted by January 16 <sup>th</sup> , 2012 EGM)	(to be adopted by May 9 <sup>th</sup> , 2012 Board Meeting)	新增/修正理由
	修正前(於 2012 年 1 月 16 日股東臨時會通過)	修正後(於 2012 年 6 月 8 日股東常會通過)	
	(f) the takeover of another's whole business or assets, which will have a material effect on the business	Company;	
	operation of the Company;	(g) the private placement of equity-linked securities;	
	(g) the private placement of equity-linked securities;	(h) granting waiver to the Director's engaging in any business within the scope of business of the Company;	
	(h) granting waiver to the Director's engaging in any business within the scope of business of the	(i) distribution of part or all of its dividends or bonus by way of issuance of new Shares;	
	Company;	(i) capitalization of the Legal Reserves and Capital Reserves arising from the share premium account or endowment	
	(i) distribution of part or all of its dividends or bonus by way of issuance of new Shares;	income, in whole or in part, by issuing new Shares which shall be distributable as dividend shares to the then	
	(j) capitalization of the Legal Reserves and Capital Reserves arising from the share premium account or	Shareholders in proportion to the number of Shares being held by each of them;	
	endowment income, in whole or in part, by issuing new Shares which shall be distributable as dividend	(k) subject to the Law, distribution of the Legal Reserves and Capital Reserves arising from the share premium account, in	
	shares to the then Shareholders in proportion to the number of shares being held by each of them; and	whole or in part, by paying cash to the then Shareholders in proportion to the number of Shares being held by each of	
	(k) the transfer of Treasury Shares to its employees by the Company.	them; and	
	Subject to the Law and these Articles, the Shareholders may propose matters in a general meeting to the	(I) the transfer of Treasury Shares to its employees by the Company.	
	extent of matters as described in the agenda of such meeting.	Subject to the Law and these Articles, the Shareholders may propose matters in a general meeting to the extent of	
	下列事項應於股東會召集通知中列舉,不得以臨時動議提出:	matters as described in the agenda of such meeting.	
	(a) 選任或解任董事;	下列事項應於股東會召集通知中列舉,不得以臨時動議提出:	
	(b) 變更備忘錄及/或本章程;	(a) 選任或解任董事 <u>或監察人(如有)</u> ;	
	(c) 本公司之解散、合併或分割;	(b) 變更備忘錄及/或本章程;	
	(d) 締結、變更或終止關於出租本公司全部營業、委託經營或與他人經常共同經營之契約;	(c) 本公司之解散 <u>、股份轉換(依據上市法令定義)、</u> 合併或分割;	
	(e) 讓與本公司全部或任何主要部分營業或財產;	(d) 締結、變更或終止關於出租本公司全部營業、委託經營或與他人經常共同經營之契約;	
	(f) 受讓他人全部營業或財產而對公司營運有重大影響者;	(e) 讓與本公司全部或任何主要部分營業或財產;	
	(g) 私募發行具股權性質之有價證券;	(f) 受讓他人全部營業或財產而對公司營運有重大影響者;	
	(h) 董事從事競業禁止行爲之許可;	(g) 私募發行具股權性質之有價證券;	
	(i) 以發行新股方式分派股息及紅利之全部或一部分;	(h) 董事從事競業禁止行爲之許可;	
	(j) 將法定盈餘公積及因發行股票溢價或受領贈與所得之資本公積之全部或一部分,以發行新股方式,按持	(i) 以發行新股方式分派股息及紅利之全部或一部分;	
	股比例分配與原股東者;以及	(j)	
	(k) 本公司將庫藏股移轉予員工。	股東者;	
	除公司法或本章程另有規定外,股東得於股東會提案,惟僅以原議案內容範圍者爲限。	(k) 根據法律規定,將法定盈餘公積及因發行股票溢價所得之資本公積之全部或一部分,以發放現金方式,按持股比例分配	
		與原股東;以及	
		(1) 本公司將庫藏股移轉予員工。 (2) 本公司將庫藏股移轉予員工。	
ADTIOL E EO	B E ALO IM E	除公司法或本章程另有規定外,股東得於股東會提案,惟僅以原議案內容範圍者爲限。	A 141 E
ARTICLE 52	Proceedings At General Meetings	Proceedings At General Meetings	Amend the wording.
第 52 條	股東會之程序 The Board may exclude a proposal submitted by a Shareholder if (i) the number of Shares held by such	股東會之程序	修訂文字。
	Shareholder(s) is less than one percent (1%) of the total number of issued Shares in the Register of	The Board may exclude a proposal submitted by a Shareholder(s) if (i) the number of Shares held by such Shareholder(s) is less than one percent (1%) of the total number of issued Shares in the Register of Members as of the record date	
	Members as of the record date determined by the Board or upon commencement of the period for which	determined by the Board or upon commencement of the period for which the Register shall be closed before the general	
	the Register shall be closed before the general meeting;	meeting;	
	(前略)	(前略)	
	有下列情形之一者,董事會得拒絕股東之提案且該議案不得於該年度股東常會討論:(一)提案股東於董事會	(वाण्न)   有下列情形之一者,董事會得拒絕股東之提案且該議案不得於該年度股東常會討論:(一)提案股東於董事會訂定之股東名簿	
	訂定之股東名簿基準日或截至該次停止過戶期間前,持股未達已發行股份總數百分之一(1%);	基準日或截至該次停止過戶期間前,持股未達已發行股份總數百分之一(1%);	
	可足之及不有海至华口攻俄主政人仔正题广州间间,行及不是已级门及仍临数百万之 (170), (後略)	金平口以做主政人仔正题广州间的,行政不是已级门及历感数百万之 (170),   (後略)	
ARTICLE 58	Votes Of shareholders	Votes Of shareholders	Revise this article in
第 58 條	股東投票	股東投票	accordance with the
717 CO IVA	Subject to these Articles and any rights and restrictions for the time being attached to any Share, every	Subject to these Articles and any rights and restrictions for the time being attached to any Share, every Shareholder and	revisions to laws and
	Shareholder and every Person representing a Shareholder by proxy shall have one (1) vote for each Share	every Person representing a Shareholder by proxy shall have one (1) vote for each Share of which he or the Person	regulations.
	of which he or the Person represented by proxy is the holder. Subject to the Law and unless otherwise	represented by proxy is the holder. Subject to the Law and unless otherwise provided for in these Articles, any	因應法令之規定而修改本
	provided for in these Articles, any resolutions at a general meeting of the Company shall be adopted by an	resolutions at a general meeting of the Company shall be adopted by an Ordinary Resolution.	條規定。
	Ordinary Resolution.	For so long as the Shares are registered in the Emerging Market or listed on the GreTai Securities Market or TSE, any	10100C
	除本章程另有規定或股份另附有任何權利或限制外,每一親自出席或委託代理人出席之股東於進行表決時,	Shareholder holding Shares on behalf of another beneficiary Shareholder(s) may exercise his/her voting rights severally	
	就其所持有的每一股份均有一表決權。除公司法或本章程另有規定外,任何股東會之決議應以普通決議爲之。	in accordance with the request(s) of the respective beneficial Shareholder(s). The qualifications, scopes, exercises,	
		operational procedures and other matters in relation to the aforesaid separate exercise of voting rights shall be conducted	
		in accordance with the Applicable Listing Rules.	
		一股份均有一表決權。除公司法或本章程另有規定外,任何股東會之決議應以普通決議爲之。	
		於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間,任何股東爲其他受益股東持有股份時,該股東得根據	

#### **Comparison Table for MEMORANDUM AND ARTICLES OF ASSOCIATION**

Article No.	Memorandum and Articles of Association	Memorandum and Articles of Association	Explanations
條次	(adopted by January 16 <sup>th</sup> , 2012 EGM)	(to be adopted by May 9 <sup>th</sup> , 2012 Board Meeting)	新增/修正理由
IN X	修正前(於 2012 年 1 月 16 日股東臨時會通過)	修正後(於 2012 年 6 月 8 日股東常會通過)	7// 6/10/11/11/11
	SENSON - COLOR TO	The state of the s	
		該受益股東之請求分別行使表決權。關於前述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循事	
		<u>項,應遵守上市法令之規定。</u>	
ARTICLE 62	VOTES OF SHAREHOLDERS	VOTES OF SHAREHOLDERS	
第62條	股東投票	股東投票	Revises words of this item
31 02 100	A Shareholder may appoint a proxy to attend a general meeting on his behalf by executing an instrument in	A Shareholder may appoint a proxy to attend a general meeting on his behalf by executing an instrument in usual or	Treviece werds or time from
	usual or common from or such other form as the Directors may approve, and such proxy from shall be	common form or such other form as the Directors may approve, and such proxy form shall be prepared by the Company	本條條文文字修正。
	prepared by the Company stating therein the scope of power authorized to the proxy.	stating therein the scope of power authorized to the proxy.	
	股東得以通常或一般之形式或經董事同意之其他形式出具本公司印發之委託書,載明授權範圍,委託代理人	股東得以通常或一般之形式或經董事同意之其他形式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。	
	出席股東會。	(後略)	
	(後略)		
	VOTES OF SHAREHOLDERS	VOTES OF SHAREHOLDERS	Revises this item
ARTICLE 65	股東投票	股東投票	according to the revision
第 65 條	Except for Taiwan trust enterprises or Shareholders' Service Agencies approved by Taiwan competent	Except for Taiwan trust enterprises or Shareholders' Service Agencies approved by Taiwan competent authorities or the	to the laws and regulations
210 1210	authorities, when a person who acts as the proxy for two (2) or more Shareholders concurrently, the	chairman appointed pursuant to Article 68, when a person who acts as the proxy for two (2) or more Shareholders	, and the second
	number of votes represented by him shall not exceed three percent (3%) of the total number of votes of the	concurrently, the number of votes represented by him shall not exceed three percent (3%) of the total number of votes of	配合法令之修訂修改本條
	Company and the portion of excessive votes represented by such proxy shall not be counted.	the Company and the portion of excessive votes represented by such proxy shall not be counted.	條文
	除中華民國信託事業或經中華民國證券主管機關核准的股務代理機構外,一人同時受二人以上股東委託時,	除中華民國信託事業或經中華民國證券主管機關核准的股務代理機構或依據第68條指派主席外,一人同時受二人以上股東	
	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(3%),超過時其超過之表決權,不予計算。	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(3%),超過時其超過之表決權,不予計算。	
ARTICLE 67	VOTES OF SHAREHOLDERS	VOTES OF SHAREHOLDERS	Revise this article in
第 67 條	股東投票	股東投票	accordance with the
	The voting at the general meeting may be exercised in writing or by way of electronic transmission,	The voting at the general meeting may be exercised in writing or by way of electronic transmission; provided, however,	revisions to laws and
	provided, however, that the method for exercising the votes shall be described in the notice of the general	that if the regulations in relation to the mandatory electronic voting issued by the Commission applies to the Company, the	regulations.
	meeting. If the Board resolves to hold a general meeting outside Taiwan, the Company must allow the	Company must adopt electronic voting as one of the voting methods in the general meeting. If the Board resolves to hold	因應法令之規定而修改本
	Shareholders to exercise the votes and cast the votes in writing or by way of electronic transmission.	a general meeting outside Taiwan, the Company must allow the Shareholders to exercise the votes and cast the votes in	條規定。
	股東會之表決權得以書面或電子方式行使之,但其行使方法應載明於股東會召集通知;董事會決定於中華民	writing or by way of electronic transmission.	
	國境外召開股東會者,應提供股東得採行以書面或電子方式行使表決權。	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;但本公司符合金管會頒布之公司應採電子投票之規定	
		者,應將電子方式列爲股東會的表決權行使管道之一。董事會決定於中華民國境外召開股東會者,應提供股東得採行以書	
ADTIOLE CO.	VOTES OF SUAPEUSI PERS	面或電子方式行使表決權。	Desire this estate in
ARTICLE 68	VOTES OF SHAREHOLDERS	VOTES OF SHAREHOLDERS	Revise this article in
第 68 條	股東投票 A Shareholder who exercises his votes in writing or by way of electronic transmission as set forth in the	股東投票 The voting at the general meeting may be exercised in writing or by way of electronic transmission, provided, however,	accordance with the revisions to laws and
	preceding Article 67 shall be deemed to have appointed the chairman of the general meeting as his or her	that the method for exercising the votes shall be described in the notice of the general meeting. A Shareholder who	regulations.
	proxy to exercise his or her voting right at such general meeting in accordance with the instructions	exercises his votes in writing or by way of electronic transmission as set forth in the preceding Article 67 shall be deemed	因應法令之規定而修改本
	stipulated in the written or electronic document, but shall be deemed to have waived his votes in respective	to have appointed the chairman of the general meeting as his or her proxy to exercise his or her voting right at such	
	of any ad hoc motions and the amendments to the contents of the original proposals at such general	general meeting in accordance with the instructions stipulated in the written or electronic document, but shall be deemed	IN YEAR
	meeting; provided, however, that such appointment shall be deemed not to constitute the appointment of a	to have waived his votes in respective of any ad hoc motions and the amendments to the contents of the original	
	proxy for the purposes of the Applicable Listing Rules. The chairman, acting as proxy of a Shareholder,	proposals at such general meeting; provided, however, that such appointment shall be deemed not to constitute the	
	shall not exercise the voting right of such Shareholder in any way not stipulated in the written or electronic	appointment of a proxy for the purposes of the Applicable Listing Rules. The chairman, acting as proxy of a Shareholder,	
	document.	shall not exercise the voting right of such Shareholder in any way not stipulated in the written or electronic document.	
	依據第 67 條規定以書面或電子方式行使表決權之股東,視爲委託股東會主席依據該書面或電子文件之指示	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;但其行使方法應載明於股東會召集通知。依據第67條規定	
	代表其於股東會行使其表決權,但就該次股東會之臨時動議及原議案之修正,視爲棄權,惟前述之委託應視	以書面或電子方式行使表決權之股東,視爲委託股東會主席依據該書面或電子文件之指示代表其於股東會行使其表決權,但	
	爲不構成上市法令之委託代理人規定。由主席代表股東時,不得以該書面或電子文件未載之方式行使該股東	就該次股東會之臨時動議及原議案之修正,視爲棄權,惟前述之委託應視爲不構成上市法令之委託代理人規定。由主席代表	
	之表決權。	股東時,不得以該書面或電子文件未載之方式行使該股東之表決權。	
	(後略)	(後略)	
ARTICLE 74	Directors	Directors	Revise this article in
第 <b>74</b> 條	<u>董事</u>	董事	accordance with the
	Unless otherwise determined by the Company in general meeting, the number of Directors shall be no less	Unless otherwise determined by the Company in general meeting, the number of Directors shall be no less than five (5)	revisions to laws and
	than five (5) Directors. Amongst the Board of Directors, the Company shall have at least three (3)	Directors. Amongst the Board of Directors, the Company shall have at least three (3) Independent Directors, and the	regulations.
	Independent Directors, and the Independent Directors shall account for at least one-fifth (1/5) of the total	Independent Directors shall account for at least one-fifth (1/5) of the total number of Directors. At least one (1) of the	因應法令之規定而修改本
	number of Directors. At least one (1) of the Independent Directors must be domiciled in Taiwan. For so	Independent Directors must be domiciled in Taiwan. For so long as the Shares are listed on the GreTai Securities Market	條規定。
	long as the Shares are listed on the GreTai Securities Market or the TSE, the Directors shall include such	or the TSE, the Directors shall include such number of Independent Directors as applicable law, rules or regulations or the	

### Comparison Table for MEMORANDUM AND ARTICLES OF ASSOCIATION

Article No. 條次	Memorandum and Articles of Association (adopted by January 16 <sup>th</sup> , 2012 EGM)	Memorandum and Articles of Association (to be adopted by May 9 <sup>th</sup> , 2012 Board Meeting)	Explanations 新增/修正理由
	修正前(於 2012 年 1 月 16 日股東臨時會通過)  number of Independent Directors as applicable law, rules or regulations or the Applicable Listing Rules	修正後(於 2012 年 6 月 8 日股東常會通過) Applicable Listing Rules require for a foreign issuer.	
	require for a foreign issuer.	Where any Shareholder is a corporate entity, its representative may be elected as Director or supervisor (if any). Where	
	除股東會另有決議外,本公司董事會,設置董事不得少於五人,其中獨立董事人數不得少於三人且獨立董事	there are several representatives of any corporate Shareholder, such representatives may be elected as either Directors	
	應達全體董事席次五分之一以上,其中至少一人應在中華民國設有戶籍。於本公司股份於證券櫃檯買賣中心	or supervisors (if any) but not as Director and supervisors (if any) concurrently.	
	或證交所上市之期間,董事會之獨立董事席次應符合相關法令或上市法令關於外國發行人之規定。	除股東會另有決議外,本公司董事會,設置董事不得少於五人,其中獨立董事人數不得少於三人且獨立董事應達全體董事席	
		次五分之一以上,其中至少一人應在中華民國設有戶籍。於本公司股份於證券櫃檯買賣中心或證交所上市之期間,董事會之	
		獨立董事席次應符合相關法令或上市法令關於外國發行人之規定。	
		如股東係法人時,得由其代表人當選爲董事或監察人(如有)。如法人股東之代表人有數人時,該等代表人得分別當選董事或	
		監察人(如有),但不得同時當選董事及監察人(如有)。	
ARTICLE 77	Directors	Directors	Revise this article in
第 <b>77</b> 條	董事	董事	accordance with the
	When the number of Directors falls below five (5) due to the disqualification or resignation of a Director or	When the number of Directors falls below five (5) due to the disqualification or resignation of a Director or any Director	revisions to laws and
	any Director ceases to be a Director of the Company for any reason, the Company shall hold an election to	ceases to be a Director of the Company for any reason, the Company shall hold an election to elect substitute director(s)	regulations.
	elect substitute director(s) at the next following general meeting. When the number of Directors falls short	at the next following general meeting. When the number of Directors falls short by one-third (1/3) of the minimum	因應法令之規定而修改本
	by one-third (1/3) of the minimum number prescribed by these Articles, an extraordinary general meeting	number prescribed by these Articles, an extraordinary general meeting shall be convened within sixty (60) days of the	條規定。
	shall be convened within sixty (60) days of the occurrence of that fact to hold an election of Directors.	occurrence of that fact to hold an election of Directors.	
	董事因資格不符、辭職或因故解任,致不足五人者,本公司應於最近一次股東會補選之。但董事缺額達本章	If it is resolved at a general meeting held prior to the expiration of the term of the current Directors that all Directors shall	
	程所定席次三分之一者,應於事實發生之日起 60 日內,召開臨時股東會補選之。	be re-elected with effect immediately after the adoption of such resolution (the "Re-Election"), unless otherwise resolved at such general meeting, the term of the existing Directors shall be deemed to have expired immediately prior to the	
		Re-Election. The aforesaid re-election of all Directors shall be held in the general meeting attended by Shareholders	
		representing more than fifty percent (50%) of total issued Shares of the Company.	
		董事因資格不符、辭職或因故解任,致不足五人者,本公司應於最近一次股東會補選之。但董事缺額達本章程所定席次三分	
		之一者,應於事實發生之日起 60 日內,召開臨時股東會補選之。	
		股東會在現任董事任期未屆滿前決議改選全體董事且決議同時立即生效(「全面改選」)者,除股東會另有決議外,視爲現任	
		董事之任期在全面改選前立即提前屆滿。前述在股東會中改選全體董事時,該股東會應有代表公司已發行股份總數過半數股	
		東之出席。	
ARTICLE 78	Directors	Directors	Revise this article in
第78條	董事	董事  The general meeting of the Shareholders may appoint any natural person or corporation to be a Director. At a general	accordance with the
	The general meeting of the Shareholders may appoint any natural person or corporation to be a Director.  At a general meeting of election of Directors, the number of votes exercisable in respect of one (1) Share	meeting of election of Directors or supervisors (if any), the number of votes exercisable in respect of one (1) Share shall	revisions to laws and regulations.
	shall be the same as the number of Directors to be elected, and the total number of votes per Share may	be the same as the number of Directors or supervisors (if any) to be elected, and the total number of votes per Share may	因應法令之規定而修改本
	be consolidated for election of one (1) candidate or may be split for election of two (2) or more candidates.	be consolidated for election of one (1) candidate or may be split for election of two (2) or more candidates. A candidate to	條規定。
	A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a Director so	whom the ballots cast represent a prevailing number of votes shall be deemed a Director or supervisor (if any) so elected.	pilosisc
	elected.	股東會可選任任一自然人或法人爲董事。股東會選任董事或監察人(如有)時,每一股份有與應選出董事或監察人(如有)人數	
	股東會可選任任一自然人或法人爲董事。股東會選任董事時,每一股份有與應選出董事人數相同之選舉權,	相同之選舉權,得集中選舉一人,或分配選舉數人,由所得選票代表選舉權較多者,當選爲董事或監察人(如有)。	
	得集中選舉一人,或分配選舉數人,由所得選票代表選舉權較多者,當選爲董事。		
ARTICLE 80	Directors	Directors	Revise this article in
第 80 條	董事	董事	accordance with the
	Subject to these Articles, the term for which a Director will hold office shall not exceed three (3) years;	Subject to these Articles, the term for which a Director and supervisor (if any) will hold office shall not exceed three (3)	revisions to laws and
	thereafter he/she 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	years; thereafter he/she may be eligible for re-election. In case no election of new Directors or supervisors (if any) is effected after expiration of the term of office of the existing Directors or supervisors (if any), the term of office of such	regulations.
	extended until the time new Directors are elected and assume their office.	Directors shall be extended until the time new Directors or supervisors (if any) are elected and assume their office.	因應法令之規定而修改本 條規定。
	除本章程另有規定外,每一董事之任期不得超過三年,但得連選連任。若董事任期屆滿而尚未選任新董事者,	除本章程另有規定外,每一董事與監察人(如有)之任期不得超過三年,但得連選連任。若董事或監察人(如有)任期屆滿而尚	床/死/上。
		大選任新董事或監察人(如有)者,則該董事或監察人(如有)之任期應予延長至新董事或監察人(如有)選出並開始任職爲止。	
ARTICLE 89	POWERS AND DUTIES OF DIRECTORS	POWERS AND DUTIES OF DIRECTORS	Revise this article in
第 89 條	董事會權力及職責	董事會權力及職責	accordance with the
	At the close of each financial year, the Board of Directors shall prepare the business report, financial	At the close of each financial year, the Board of Directors shall prepare the business report, financial statements and the	revisions to laws and
	statements and the surplus earning distribution and/or loss offsetting proposals for adoption by the annual	surplus earning distribution and/or loss offsetting proposals for adoption by the annual general meeting, and upon such	regulations.
	general meeting, and upon such adoption by the annual general meeting, distribute to each Shareholder	adoption by the annual general meeting, distribute or make public announcements to each Shareholder copies of adopted	因應法令之規定而修改本
	copies of adopted financial statements and the resolutions on the surplus earning distribution and/or loss	financial statements and the resolutions on the surplus earning distribution and/or loss offsetting in accordance with these	條規定。
	offsetting in accordance with these Articles and the Applicable Listing Rules.	Articles and the Applicable Listing Rules. For so long as the Shares are registered in the Emerging Stock Market or listed	
	每會計年度終了,董事會應編造營業報告書、財務報表、及盈餘分派或虧損撥補之議案,提出於年度股東常	in the GreTai Securities Market or the TSE, alternatively, the distribution of the aforesaid adopted financial statements and	

### Comparison Table for MEMORANDUM AND ARTICLES OF ASSOCIATION

Article No.	Memorandum and Articles of Association	Memorandum and Articles of Association	Explanations
條次	(adopted by January 16 <sup>th</sup> , 2012 EGM)	(to be adopted by May 9 <sup>th</sup> , 2012 Board Meeting)	新增/修正理由
	修正前(於 2012 年 1 月 16 日股東臨時會通過)	修正後(於 2012 年 6 月 8 日股東常會通過)	
	會請求承認,經年度股東常會承認後,董事會應依本章程及上市法令,將財務報表及盈餘分派或虧損撥補之	the resolutions on the surplus earning distribution and/or loss offsetting may be accomplished by way of making public	
	決議,分發各股東。	announcements by the Company.	
		每會計年度終了,董事會應編造營業報告書、財務報表、及盈餘分派或虧損撥補之議案,提出於年度股東常會請求承認,經	
		年度股東常會承認後,董事會應依本章程及上市法令,將財務報表 <u>、</u> 盈餘分派 <u>及/</u> 或虧損撥補之決議, <u>分發或公告予各股東。</u>	
		於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市,前述財務報表、盈餘分派及/或虧損撥補決議之分發得以	
		<u>本公司公告方式爲之。</u>	
ARTICLE 97 B	NONE	POWERS AND DUTIES OF DIRECTORS	Revise this article in
第 97 B 條		董事會權力及職責	accordance with the
		Subject to the Cayman Islands law, any Director shall owe fiduciary duties to the Company and such fiduciary obligations	revisions to laws and
		shall include but not limited to the observance of general standards of loyalty, good faith and the avoidance of a conflict of	regulations.
		duty and self-interest. If any Director breaches the aforesaid fiduciary duties, subject to the Cayman Islands law, such	因應法令之規定而修改本
		Director shall be held liable for any damages therefrom.	條規定。
		Subject to the Cayman Islands law, if any Director violates the aforesaid fiduciary duties for him/herself or another person	
		his/her, it may be resolved at the general meeting to deem any income from such behaviour as the Company's income.	
		If any Director breaches any applicable laws or regulations in performing business for the Company, therefore causing	
		any loss or damage to third party, subject to the Cayman Islands law, such Director shall be held jointly and severally liable	
		for the loss or damage to such third party with the Company. In this connection, such Director shall indemnify the	
		Company for any loss or damage incurred by the Company to third party. Subject to the Cayman Islands law, the officers	
		and the supervisors (if any) of the Company shall bear the aforesaid joint and several liability with the Company within the	
		scope of their respective duties.	
		依據英屬開曼群島法律,任何董事對公司均有忠實義務,且該等忠實義務應包含但不限於遵守一般忠誠與善意以及避免義務	
		衝突與自身利益衝突等。如任何董事有違反前述忠實義務,依據英屬開曼群島法律,該董事應對因此所生之損害負責。	
		依據英屬開曼群島法律,如有任何董事爲自己或爲他人而違反前述忠實義務,股東會得決議將該等行爲之任何所得視爲本公	
		<u>司之所得。</u>	
		如任何董事爲本公司執行職務而有違反相關法令並致第三人有損害時,依據英屬開曼群島法律,該董事對該第三人應與本公	
		司負連帶賠償責任;在此情形下,該董事應賠償本公司對第三人請求所生之損害。依據英屬開曼群島法律,本公司之經理人	
		與監察人(如有)應在其各自職務範圍內與本公司負連帶賠償責任。	
ARTICLE 107	Proceedings Of Directors	Proceedings Of Directors	Revise this article in
第 107 條	董事會之程序	董事會之程序	accordance with the
	To the extent required by Applicable Listing Rules, a Director may not vote for himself or on behalf of other	To the extent required by Applicable Listing Rules, a Director may not vote for himself or on behalf of other Director in	revisions to laws and
	Director in respect to any matter, including but not limited to any contract or proposed contract or	respect to any matter, including but not limited to any contract or proposed contract or arrangement or contemplated	regulations.
	arrangement or contemplated transaction of the Company, in which such Director bears a personal interest	transaction of the Company, in which such Director bears a personal interest (whether directly or indirectly) which may	因應法令之規定而修改本
	(whether directly or indirectly) which may conflict with and impair the interest of the Company. Any votes	conflict with and impair the interest of the Company. Any votes cast by or on behalf of such Director in contravention of	條規定。
	cast by or on behalf of such Director in contravention of the foregoing shall not be counted by the	the foregoing shall not be counted by the Company, but such Director shall be counted in the quorum for purposes of	
	Company, but such Director shall be counted in the quorum for purposes of convening such meeting.	convening such meeting.	
	如上市法令有所要求,董事對於董事會之事項,包括但不限於契約或契約之提案或協議或本公司擬進行之交	If any Director has personal interest (whether directly or indirectly) in matters on agenda for the Board meeting, such	
	易,有自身利害關係(無論直接或間接)致有害於本公司利益之虞時,不得加入表決,並不得代理他董事行使	Director shall disclose and explain the material information or contents on such personal interest at the same Board	
	表決權。董事違反前述規定親自或由代理人行使之表決權,本公司應不予計算,但該董事仍應計入該次會議	meeting.	
	之法定出席數。	如上市法令有所要求,董事對於董事會之事項,包括但不限於契約或契約之提案或協議或本公司擬進行之交易,有自身利害	
		關係(無論直接或間接)致有害於本公司利益之虞時,不得加入表決,並不得代理他董事行使表決權。董事違反前述規定親自	
		或由代理人行使之表決權,本公司應不予計算,但該董事仍應計入該次會議之法定出席數。	
		如任何董事對於董事會議之事項,有自身利害關係(不論直接或間接)時,該董事應於當次董事會揭露並說明其自身利害關係之重要內容。	
ARTICLE 123	AUDIT COMMITTEE	<u>&lt;里安内谷。</u>   AUDIT COMMITTEE	Revise this article in
第 123 條	ADDIT COMMITTEE  審計委員會	AODIT COMMITTEE 審計委員會	accordance with the
分 123 1宋	番町安貝貿 Any Shareholder or Shareholders holding three percent (3%) or more of the total number of the issued	番訂安貝曾 Any Shareholder or Shareholders holding three percent (3%) or more of the total number of the issued Shares of the	revisions to laws and
	Shares of the Company for one (1) consecutive year or longer may request in writing any Independent	Company for one (1) consecutive year or longer may request in writing any Independent Director of the Audit Committee	regulations.
	Director of the Audit Committee to file a litigation against any Director or Directors on behalf of the	to file a litigation against any Director or Directors on behalf of the Company with a competent court having proper	因應法令之規定而修改本
	Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic	jurisdiction, including Taipei District Court of the Republic of China. If Independent Directors of the Audit Committee fail	凶應法令之規定Ⅲ修以本     條規定。
	of China. If Independent Directors of the Audit Committee fail to file such litigation within thirty (30) days	to file such litigation within thirty (30) days after receiving the request by such Shareholder or Shareholders, subject to	
	after receiving the request by such Shareholder or Shareholders, such Shareholder or Shareholders may	Cayman Islands law, such Shareholder or Shareholders may file such litigation on behalf of the Company with a	
	file such litigation on behalf of the Company with a competent court having proper jurisdiction, including	competent court having proper jurisdiction, including Taipei District Court of the Republic of China.	
	Taipei District Court of the Republic of China.	Competent Court naving proper jurisdiction, including Taiper District Court of the Republic of Crima.   繼續一年以上持有本公司已發行股份總數百分之三(3%)以上之股東,得以書面請求審計委員會之獨立董事爲本公司對董事	
	Traper Product Court of the Republic of Office.	樞模一中以上付有平公司已發11成切柁数百分之二(376)以上之放来,行以音面語水番目安具曾之獨立里爭局平公司到里爭 10	

### Comparison Table for MEMORANDUM AND ARTICLES OF ASSOCIATION

Article No.	Memorandum and Articles of Association	Memorandum and Articles of Association	Explanations
條次	(adopted by January 16 <sup>th</sup> , 2012 EGM)	(to be adopted by May 9 <sup>th</sup> , 2012 Board Meeting)	新增/修正理由
	修正前(於 2012 年 1 月 16 日股東臨時會通過)	修正後(於 2012 年 6 月 8 日股東常會通過)	
	繼續一年以上持有本公司已發行股份總數百分之三(3%)以上之股東,得以書面請求審計委員會之獨立董事爲	提起訴訟,並得以具備管轄權之法院(包括臺灣台北地方法院,如適用)爲管轄法院。於收到股東之請求後 30 日內,審計委	
	本公司對董事提起訴訟,並得以具備管轄權之法院(包括臺灣台北地方法院,如適用)為管轄法院。於收到股	員會之獨立董事不提起訴訟時,依據英屬開曼群島法律,股東得爲本公司提起訴訟,並得以具備管轄權之法院(包括臺灣台	
	東之請求後 30 日內,審計委員會之獨立董事不提起訴訟時,股東得爲本公司提起訴訟,並得以具備管轄權	北地方法院,如適用)為管轄法院。	
	之法院(包括臺灣台北地方法院,如適用)為管轄法院。		
ARTICLE 129	DIVIDENDS	DIVIDENDS	
第 129 條	股息	股息	Revises words of this item
	Subject to the Applicable Listing Rules, out of the net profit of the Company for each financial year, after	As the Company continues to grow, the need for capital expenditure, business expansion and a sound financial planning	
	having provided for income tax, and covered the losses of the previous years, there shall first be set aside	for sustainable development, it is the Company's dividends policy that the dividends may be allocated to the Shareholders	本條條文文字修正。
	ten percent (10%) as Legal Reserve from the net profit (after tax and covering accumulated losses) until	in the form of cash dividends and/or bonus shares according to the Company's future expenditure budgets and funding	
	the accumulated amount of such reserve equals the total authorized capital and there shall also be set	needs.	
	aside a certain amount as Special Reserve in accordance with the Applicable Listing Rules or as requested	Subject to the Applicable Listing Rules, out of the net profit of the Company for each financial year, after having provided	
	by the regulatory authority.	for income tax, and covered the losses of the previous years, there shall first be set aside ten percent (10%) as Legal	
	As the Company continues to grow, the need for capital expenditure, business expansion and a sound	Reserve from the net profit (after tax and covering accumulated losses) until the accumulated amount of such reserve	
	financial planning for sustainable development, it is the Company's dividends policy that the dividends may	equals the total authorized capital and there shall also be set aside a certain amount as Special Reserve in accordance	
	be allocated to the Shareholders in the form of cash dividends and/or stock dividends according to the Company's future expenditure budgets and funding needs.	with the Applicable Listing Rules or as requested by the regulatory authority. The remaining amount shall be distributed in the following order:	
	The remaining amount plus undistributed profits of previous years shall be distributed in the following	in the following order:  (1) one percent (1%) to ten percent (10%) shall be reserved for the purpose of employees' bonuses (including	
	order:	employees of the Company and/or any Affiliated Company);	
	(1) one percent (1%) to ten percent (10%) shall be reserved for the purpose of employees' bonuses	(2) a maximum of three percent (3%) shall be reserved for the purpose of Directors' bonuses; and	
	(including employees of the Company and/or any Affiliated Company);	(3) all or part of (i) the remaining amount and (ii) undistributed profits of previous years may be distributed in the form of	
	(2) a maximum of three percent (3%) shall be reserved for the purpose of Directors' bonuses;	cash dividends and/or stock dividends. Subject to Cayman Islands Law, the distributed amount shall not be less than	
	(3) the remaining amount may be distributed in the form of cash dividends and/or stock dividends. The	fifty percent (50%) of the net income (after-tax) of the current year less the relevant reserves, employees' bonuses and	
	distributed amount shall not be less than fifty percent (50%) of the net income (after-tax) of the current year	Directors' bonuses to be set aside. Cash dividends shall not be less than ten percent (10%) of the total dividends to be	
	less the relevant reserves, employees' bonuses and Directors' bonuses to be set aside. Cash dividends	distributed in the current year, subject to the Company's capital expenditures, financial structure or status of operation etc.	
	shall not be less than ten percent (10%) of the total dividends to be distributed in the current year, subject	The proposed distribution is subject to resolution at the general meeting before any action may be taken.	
	to the Company's capital expenditures, financial structure or status of operation etc. The proposed	本公司處於成長階段,基於資本支出、業務擴充及健全財務規劃以求永續發展等需求,本公司之股利政策將依據本公司未來	
	distribution is subject to resolution at the general meeting before any action may be taken.	<u>資金支出預算及資金需求情形,以現金股利及/或股票股利方式配發予本公司股東。</u>	
	除上市法令另有規定外,本公司年度總決算如有盈餘時,應先提撥應繳納之所得稅款及彌補以前年度之虧	除上市法令另有規定外,本公司年度總決算如有盈餘時,應先提撥應繳納之所得稅款及彌補以前年度之虧損,然後以其餘額	
	損,然後以其餘額提撥百分之十(10%)爲法定盈餘公積(但法定公積巳達本公司資本總額時,不在此限),並依	提撥百分之十(10%)為法定盈餘公積(但法定公積已達本公司資本總額時,不在此限),並依據上市法令規定或依據主管機關	
	據上市法令規定或依據主管機關要求提撥特別盈餘公積。	要求提撥特別盈餘公積,其餘部分應依以下順序進行分派:	
	本公司處於成長階段,基於資本支出、業務擴充及健全財務規劃以求永續發展等需求,本公司之股利政策將	1. 百分之一(1%)至百分之十(10%)應保留作爲本公司員工之紅利(包含本公司員工及/或關係企業員工);	
	依據本公司未來資金支出預算及資金需求情形,以現金股利及/或股票股利方式配發予本公司股東。	<u>2. 董事紅利不高於百分之三(3%);且</u>	
	其餘部分加計以前年度未分配盈餘部分,依以下順序進行分派:	3. (i)其餘部份及(ii)前年度未分配盈餘之全部或部份得以現金股利及/或股票股利發放。在不違反英屬開曼法律之前提下,	
	1. 百分之一(1%)至百分之十(10%)應保留作爲本公司員工之紅利(包含本公司員工及/或關係企業員工)。	其分派之金額以不低於當年度稅後盈餘扣除應提列公積金、員工紅利及董事紅利後之百分之五十,另現金股利應 <u>視本公司之</u>	
	2. 董事紅利不高於百分之三(3%)	<u>資本支出</u> 、財務結構或營運狀況等因素後 <u>應不低於當年度擬分派股利合計百分之十。相關盈餘分配案,應提請股東會決議</u>	
	3. 其餘盈餘分派得爲現金股利及/或股票股利,其分派之金額以不低於當年度稅後盈餘扣除應提列公積	<u>後辦理。</u>	
	金、員工紅利及董事紅利後之百分之五十,另現金股利應 <u>視本公司之資本支出</u> 、財務結構或營運狀況等因素後,應不低於當年度擬分派股利合計百分之十。相關盈餘分配案,應提請股東會決議後辦理。		
ARTICLE 133	ACCOUNTS, AUDIT AND ANNUAL RETURN AND DECLARATION	ACCOUNTS, AUDIT AND ANNUAL RETURN AND DECLARATION	Revise this article in
第 133 條	會計帳簿、審計、公司年報及申報	會計帳簿、審計、公司年報及申報	accordance with the
24.100 lW	The Board of Directors shall prepare and submit the financial statements and records to the annual general	音可収得・毎可・ム門牛取及中報 The Board of Directors shall prepare and submit the financial statements and records to the annual general meeting of	revisions to laws and
	meeting of Shareholders for its ratification and after the meeting shall distribute to each Shareholder the	Shareholders for its ratification and after the meeting shall distribute to each Shareholder the copies of ratified financial	regulations.
	copies of ratified financial statements and the resolutions on the earning distribution and/or loss offsetting.	statements and the resolutions on the earning distribution and/or loss offsetting. For so long as the Shares are	因應法令之規定而修改本
	董事會應將其所造具之各項表冊,提出於年度股東常會請求承認。經其承認後,董事會應將財務報表及盈餘	registered in the Emerging Stock Market or listed in the GreTai Securities Market or the TSE, alternatively, the distribution	條規定。
	分派或虧損撥補之決議,分發各股東。	of the aforesaid adopted financial statements and the resolutions on the surplus earning distribution and/or loss offsetting	
		may be accomplished by way of making public announcements by the Company.	
		董事會應將其所造具之各項表冊,提出於年度股東常會請求承認。經其承認後,董事會應將財務報表、盈餘分派及/或虧損	
		撥補之決議,分發各股東。 <u>於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市,前述財務報表、盈餘分派及/</u>	
		或虧損撥補決議之分發得以本公司公告方式爲之。	
ARTICLE 143	NOTICES	NOTICES	Amend the wording to
第 143 條	通知	<u>通知</u>	accommodate the laws
	Except as otherwise provided in these Articles, any notice or document may be served by the Company or	Except as otherwise provided in these Articles or the Applicable Listing Rules, any notice or document may be served by	and regulations.
	by the Person entitled to give notice to any Shareholder either personally, or by facsimile, or by sending it	the Company or by the Person entitled to give notice to any Shareholder either personally, or by facsimile, or by sending it	配合法令規定而修訂文字。

### Comparison Table for MEMORANDUM AND ARTICLES OF ASSOCIATION

Article No.	Memorandum and Articles of Association	Memorandum and Articles of Association	Explanations
條次	(adopted by January 16 <sup>th</sup> , 2012 EGM)	(to be adopted by May 9 <sup>th</sup> , 2012 Board Meeting)	新增/修正理由
	修正前(於 2012 年 1 月 16 日股東臨時會通過)	修正後(於 2012 年 6 月 8 日股東常會通過)	47 1 - B 1 1 5 - T - T - T - T - T - T - T - T - T -
	through the post in a prepaid letter or via a recognised courier service, fees prepaid, addressed to such	through the post in a prepaid letter or via a recognised courier service, fees prepaid, addressed to such Shareholder at his	
	Shareholder at his address as appearing in the Register, or to the extent permitted by all applicable laws	address as appearing in the Register, or to the extent permitted by all applicable laws and regulations, by electronic	
	and regulations, by electronic means by transmitting it to any electronic mail number or address such		
		means by transmitting it to any electronic mail number or address such Shareholder may have positively confirmed in	
	Shareholder may have positively confirmed in writing for the purpose of such service of notices. In the case	writing for the purpose of such service of notices. In the case of joint holders of a Share, all notices shall be given to that	
	of joint holders of a Share, all notices shall be given to that one of the joint holders whose name stands as		
	their representative in the Register in respect of the joint holding, and notice so given shall be sufficient	notice so given shall be sufficient notice to all the joint holders.	
	notice to all the joint holders.	除本章程或上市法令另有規定外,任何通知或公文得由本公司或有權發佈通知之人當面遞交或以傳真送達於股東,或以郵	
	除本章程另有規定外,任何通知或公文得由本公司或有權發佈通知之人當面遞交或以傳真送達於股東,或以	寄(預付郵資)或合格之快遞(運費預付)等方式寄送至股東於股東名簿所載之地址,或於相關法令許可範圍內,以電子方式將	
	郵寄(預付郵資)或合格之快遞(運費預付)等方式寄送至股東於股東名簿所載之地址,或於相關法令許可範圍	通知或文書發送至經股東書面確認過爲受通知之用之電子郵件位址。如股份爲共同持有者,所有通知應向股東名簿中登記	
	內,以電子方式將通知或文書發送至經股東書面確認過爲受通知之用之電子郵件位址。如股份爲共同持有	爲其代表人之共同持有人爲之,依此所爲之通知視爲已向所有其他共同持有人爲之。	
	者,所有通知應向股東名簿中登記爲其代表人之共同持有人爲之,依此所爲之通知視爲已向所有其他共同持		
	有人爲之。		
ARTICLE 145	NOTICES	NOTICES	Amend the wording to
第 145 條	通知	通知	accommodate the laws
	Except as otherwise provided in these Articles, any notice or other document, if served by:	Except as otherwise provided in these Articles or the Applicable Listing Rules, any notice or other document, if served by:	and regulations.
	(a) post or courier, shall be deemed to have been served five (5) days after the time when the letter	(a) post or courier, shall be deemed to have been served five (5) days after the time when the letter containing the same is	配合法令規定而修訂文字。
	containing the same is posted or delivered to the courier;	posted or delivered to the courier;	
	(b) facsimile, shall be deemed to have been served upon production by the transmitting facsimile machine	(b) facsimile, shall be deemed to have been served upon production by the transmitting facsimile machine of a report	
	of a report confirming transmission of the facsimile in full to the facsimile number of the recipient;	confirming transmission of the facsimile in full to the facsimile number of the recipient;	
	(c) recognised courier service, shall be deemed to have been served 48 hours after the time when the		
	letter containing the same is delivered to the courier service; or	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.	In proving service by post or courier service it shall be sufficient to prove that the letter containing the notice or documents	
	In proving service by post or courier service it shall be sufficient to prove that the letter containing the	was properly addressed and duly posted or delivered to the courier service.	
	notice or documents was properly addressed and duly posted or delivered to the courier service.	除本章程 <u>或上市法令</u> 另有規定外,任何通知或文件若以:	
	除本章程另有規定外,任何通知或文件若以:	(a) 郵寄或快遞送達,則應於包含該通知或文件之信件交於郵局或快遞服務之 5 日後視爲已送達;	
	(a) 郵寄或快遞送達,則應於包含該通知或文件之信件交於郵局或快遞服務之 5 日後視爲已送達;	(b) 傳真送達,則應於傳真機產生確認全部成功傳輸至收件傳真號碼之報告後視爲已送達;	
	(b) 傳真送達,則應於傳真機產生確認全部成功傳輸至收件傳真號碼之報告後視爲已送達;	(c) 合格快遞送達,則應於包含該通知或文件之信件交於快遞服務 48 小時候視爲已送達;或	
	(c) 合格快遞送達,則應於包含該通知或文件之信件交於快遞服務 48 小時候視爲已送達;或	(d) 電子郵件送達,則應於電子郵件發送之當時視爲已送達。	
	(d) 電子郵件送達,則應於電子郵件發送之當時視爲已送達。	如包含該通知或文件之信件已正確記載地址且被郵局或快遞服務收下,即足以證明已依郵寄或快遞送達。	
	如包含該通知或文件之信件已正確記載地址且被郵局或快遞服務收下,即足以證明已依郵寄或快遞送達。		
ARTICLE 159	NONE	LITIGIOUS AND NON-LITIGIOUS AGENT	Amend the wording to
第 159 條		訴訟及非訟代理人	accommodate the laws
210 1711		For so long as the Shares are registered in the Emerging Market or listed on the GreTai Securities Market or TSE, subject	and regulations.
		to the Applicable Listing Rules, the Company shall appoint a litigious and non-litigious agent in Taiwan (the "Litigious and	配合法令規定而修訂文字。
		Non-Litigious Agent"). The Litigious and Non-Litigious Agent shall be the responsible person of the Company in Taiwan	
		and shall have residence or domicile in Taiwan. The Company shall report to the Commission in respect of the name,	
		residence or domicile and authorization document of the Litigious and Non-Litigious Agent. In case of any change of the	
		name, residence or domicile and authorization document of the Litigious and Non-Litigious Agent, the Company shall	
		report to the Commission in respect of such change.	
		於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間,根據上市法令規定,本公司應在臺灣指定訴訟及非訟	
		代理人(下稱「訴訟及非訟代理人」)。訴訟及非訟代理人應為本公司在臺灣之負責人,並應在臺灣有住所或居所。本公司應	
		將訴訟及非訟代理人之姓名、住所或居所及授權文件向金管會申報。如訴訟及非訟代理人之姓名、住所或居所及授權文件有	
		變更之情形,本公司應將該等變更向金管會申報。	