股票代號：6629

泰金投資控股股份有限公司

2025 年股東常會

議事手冊

召開方式：實體股東會

開會日期：2025 年 5 月 29 日上午 9:00

開會地點：台北市中山區松江路 152 號 13 樓

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泰金投資控股股份有限公司

2025 年股東常會開會程序

一、宣布開會

二、主席致詞

三、報告事項

四、承認事項

五、討論事項

六、臨時動議

七、散會

泰金投資控股股份有限公司

2025 年股東常會議程

召開方式：實體股東會

開會時間：2025 年 5 月 29 日上午 9:00 整

開會地點：台北市中山區松江路 152 號 13 樓

一、宣布開會

二、主席致詞

三、報告事項

(一) 2024 年度營業報告。
(二) 2024 年度審計委員會查核報告。
(三) 2024 年度員工酬勞及董事酬勞分派情形報告。
(四) 2024 年度盈餘分派現金股利報告。
(五) 2024 年度董事酬金領取情形報告。
(六) 董事及經理人之績效評估及薪資報酬之內容及數額與績效評估結果之關聯性及合理性報告。
(七) 發行國內第二次無擔保轉換公司債情形報告。

四、承認事項

(一) 2024 年度營業報告書及財務報表案。
(二) 2024 年度盈餘分配案。

五、討論事項

(一) 修訂本公司「公司章程」案。
(二) 解除董事競業禁止限制案。

六、臨時動議

七、散會

報告事項

一、2024 年度營業報告，報請 公鑒。

說明：2024 年度營業報告書，請參閱本手冊附件一(第 9 頁)。

二、2024 年度審計委員會查核報告，報請 公鑒。

說明：2024 年度審計委員會審查報告書，請參閱本手冊附件二(第 12 頁)。

三、2024 年度員工酬勞及董事酬勞分派情形報告，報請 公鑒。

說明：依本公司章程規定，本公司年度如有獲利，應提撥不多於獲利的百分之五做為員工之酬勞；提撥不多於獲利的百分之三做為董事之酬勞。考量未來營運資金之需求，故不發放員工及董事酬勞。

四、2024 年度盈餘分派現金股利報告，報請 公鑒。

說明：

(一)依本公司章程 14.3 條規定，授權董事會將應分派股息及紅利以現金方式為之，並報告股東會。

(二)本公司 2024 年上半年度董事會決議通過分派普通股現金股利每股新台幣 5 元，共計新台幣 191,580,830 元，已於 2025 年 1 月 22 日發放；本公司 2024 年下半年度董事會決議通過分派普通股現金股利每股新台幣 4.2 元，共計新台幣 160,927,898 元，每位股東分派現金股利總額至新台幣元為止，元以下無條件捨去，配發不足一元之畸零款合計數計入本公司之其他收入。現金股利配發基準日、停止過戶日、發放日等相關事宜，依董事會之決議授權董事長全權處理之。

五、2024 年度董事酬金領取情形報告，報請 公鑒。

說明：

(一)本公司一般董事及獨立董事酬金給付政策、制度、標準與結構，依所擔負之職責、風險、投入時間等因素敘明與給付酬金數額之關聯性：

1. 依本公司公司章程規定，本公司董事之報酬，依其對本公司營運參與之程度、貢獻之價值，並參酌國內外業界水準，授權由董事會議定之。
2. 公司章程中亦明訂不高於年度獲利之 3%作為董事酬勞，給付之對象不包括獨立董事。依本公司薪酬委員會組織章程之規定，董事酬勞之給付依「董事薪酬辦法」辦理。

(二)董事之個別酬金細目請參閱本手冊附件三(第 13 頁)。

六、董事及經理人之績效評估及薪資報酬之內容及數額與績效評估結果之關聯性及合理性報告，報請 公鑒。

說明：

(一) 董事酬勞依本公司章程規定，並考量公司營運成果，及參酌其對公司績效貢獻度，給予合理報酬；給付經理人酬勞之政策及程序，依據本公

司薪工循環管理辦法及該職位於同業市場中的薪資水準、於公司內該職位的權責範圍以及對公司營運目標的貢獻度給付酬金。訂定酬金之程序，以本公司年度績效考核辦法作為評核之依據，除參考公司整體的營運績效、產業未來經營風險及發展趨勢，亦參考個人的績效達成率及對公司貢獻度，而給予合理的報酬。

(一)依本公司「薪資報酬委員會組織規程」及本公司「董事薪酬辦法」評核個別董事之績效，已將評核結果作為個別董事之薪資報酬的計算基礎。

(二)依本公司「經理人薪酬辦法」評核個別經理人之績效，已將評核結果作為個別經理人之薪資報酬的計算基礎。

(三)董事及經理人個別績效評估結果及薪酬之內容及數額之關聯性及合理性，業經薪資報酬委員會審議尚屬合理，董事會決議無異議照案通過。

七、發行國內第二次無擔保轉換公司債情形報告，報請 公鑒。

說明：

(一)本公司為償還銀行借款及充實營運資金，業經 2024 年 6 月 26 日董事會決議通過發行國內第二次無擔保轉換公司債新台幣 300,000,000 元，並於 2024 年 8 月 20 日經金融監督管理委員會金管證發字第 11303518421 號函申報生效，2024 年 09 月 13 日上櫃掛牌買賣。

(二)檢附本公司國內第二次無擔保轉換公司債辦理情形，請參閱本手冊附件四(第 14 頁)。

承認事項

第一案：2024 年度營業報告書及財務報表案。(董事會提)

說　明：

一、本公司 2024 年度合併財務報告，業經安侯建業聯合會計師事務所江家齊及吳仲舜會計師查核簽證竣事。

二、營業報告書、會計師查核報告及財務報表，請參閱本手冊附件一(第 9 頁)及附件五(第 15 頁)。

三、敬請 承認。

決　議：

第二案：2024 年度盈餘分配案。(董事會提)

說　明：

一、本公司 2024 年度盈餘分配，業經 2025 年 03 月 11 日董事會決議通過在案。

二、盈餘分配表請參閱本手冊附件六(第 22 頁)。

三、敬請 承認。

決　議：

討論事項

第一案：修訂本公司「公司章程」案。(董事會提)

說　明：

一、依財團法人中華民國證券櫃檯買賣中心 2024 年 05 月 13 日證櫃審字第 11300607121 號公告修正後之「外國發行人註冊地國股東權益保護事項檢查表」內之股東權益保護事項規定，擬修正本公司章程大綱及章程。

二、公司章程修正條文對照表，請參閱本手冊附件七(第 23 頁)。

三、敬請 討論。

決　議：

第二案：解除董事競業禁止限制案。(董事會提)

說　明：

一、依本公司章程 47.4 條規定：「董事為自己或他人為屬於公司營業範圍內之行為者，應於股東會向股東說明其行為之重要內容，並取得股東會重度決議之許可」。

二、本公司董事如有投資或經營其他與本公司營業範圍相同或類似之公司，並擔任該公司董事之行為，在無損本公司利益之前提下，擬同意解除董事競業禁止之限制，競業禁止相關範圍及內容，請參閱本手冊附件八(第 28 頁)。

三、敬請 討論

決　議：

臨時動議

散會

附件一

壹、營業報告書

本人很榮幸代表公司經營團隊向各位報告2024年度公司營運成果。在歷經了2023年的市場庫存去化修正後，2024年終端市場需求逐步回升，加上近年來公司拓展新客戶有成，新開發產品項目不斷成長，讓公司在2024年營收成長超過三成，帶動整體獲利大幅提升，創下公司史上獲利新高，是泰金投控豐收的一年。

本人在此謹代表董事會及經營團隊，由衷的感謝泰金所有股東、同仁對泰金的信任，未來泰金會繼續秉持著誠信、務實、創新的理念，帶領公司持續前進，也期盼各位股東能繼續給予支持與鼓勵，我們將為公司創造更高的價值並回饋給股東。

一、2024年度營業報告

(一)營運成果

金額單位：新台幣千元

項目	2024年度		2023年度		變動百分比
	金額	佔營業收入百分比	金額	佔營業收入百分比	
營業收入	1,618,421	100%	1,184,582	100%	36%
營業成本	1,089,573	67%	906,345	77%	20%
營業毛利	528,848	33%	278,237	23%	90%
營業淨利	422,886	27%	198,764	17%	113%
稅前淨利	460,470	29%	199,223	17%	131%
稅後淨利	417,740	26%	166,753	14%	151%

2024年度因客戶庫存去化告一段落，整體終端市場需求回升，加上客戶新品開發項目多，因此整體訂單需求較去年度大幅成長，營收增加約36%，因產能利用率提高，規模效益顯現，毛利率成長至33%，整體獲利較去年度增長151%。

(二)預算執行情形：因本集團不需編製財務預測，故不適用。

(三)獲利能力分析

項目	2024年度	2023年度
資產報酬率	22.48%	11.12%
權益報酬率	30.91%	16.18%
純益率	25.81%	14.08%
每股盈餘	11.49元	4.66元

在獲利能力各項指標上，因2024年度大幅增加，故各項獲利指標皆呈現大幅成長。

(四)研究發展狀況

泰金為家飾鑄件供應大廠，致力於製造及製程能力的改善，產品組合的優化，提升生產效能同時降低生產成本，並達到更好的品質，另外公司也積極開發新產品項目以跨足更多領域發展。2024年度我們完成的研發計畫項目：

1. 櫥櫃把手項目541個系列。
2. 衛浴項目155個系列。
3. 窗飾鑄件項目232個系列。
4. 水五金項目23個系列。
5. 其他項目24個系列。

2025年度已計畫發展項目：

1. 櫥櫃把手項目130個系列。
2. 衛浴項目155個系列。
3. 窗飾鑄件項目36個系列。
4. 水五金項目20個系列。
5. 窗飾項目51個系列。
5. 其他項目4個系列。

二、2025年度營業計畫

(一)經營方針

1. 業務：在既有產品櫥櫃把手、衛浴配件、窗簾系列市場持續深耕，開發新項目搶占產品市占率。延伸產品應用，跨領域發展水五金及其他居家項目。一方面開拓新客戶，打入更多零售通路，與知名品牌客戶合作，提生產品銷量；另一方面尋求產業合作及投資，使業務發展多元化。
2. 生產：實施精進生產，持續製程產線流程的改善，提生生產效益避免不必要之浪費。產線輸送帶改裝，減少生產過程中人員及製品移動時間；電鍍線之整合，使電鍍製程更能一條龍生產，減少半製品空置時間；引進更多自動化設備，減少人力成本；採用更節能減碳設備，降低耗能。
3. 採購：長期關注國際原物料價格走勢，在價格低點時策略性增加原料採購；積極開發價格更具競爭力之供應商。
4. 財務：配合國際匯市利率變化，調配集團資金規劃，降低匯率對公司之衝擊；善用資本市場籌資，降低銀行借款費用，以健全集團財務結構。
5. 產業：尋求跨領域開發合作，擴大公司營運規模。

(二)預期銷售數量與其依據

本公司係依據總體房市及家具市場環境、客戶預期訂單及產能規劃等訂定年度預算案。除與客戶維持穩定且長期之合作關係，並透過定期開發新產品及拓展新客戶及新市場來持續拓展營收。

(三)產銷政策

1. 縮短產品開發週期以符合客戶新品開發交期。

2. 設立各製程標準工序、標準工時、標準耗用量、標準產出以更精準掌握生產效能。

3. 降低不良率、報廢率及返工比率。

4. 調整生產動線，使生產製程更為流暢，減少人員及機器閒置時間。

5. 機器設備自動化，代替人工作業，縮短製程時間。

6. 提升稼動率，增加產能，提高規模經濟效益降低生產成本。

三、2025年未來發展策略

2025年公司除既有客戶產品線持續擴大外，水五金產品也將正式量產銷售，此外，亦積極尋求更多元化的產品發展機會。在生產營運端也展開新廠房擴建，除擴大產能外，也藉此讓產線配置更加優化，提升生產效率。相信2025年在業務端及生產端的雙重精進下，能為公司再次帶來穩健的成長動能。

四、外部競爭環境、法規環境及總體經營環境之影響

(一)外部競爭環境

近年來國際家具品牌大廠除保留核心設計部門於總部，其他零件製造及組裝等皆向外採購，亞洲主要家具製造國除了中國，亦有泰國、越南等新興市場。另一方面，美國家具市場通路分散且競爭激烈，家具產業產生了中小型業者逐漸式微，大型業者持續成長之結構上的改變，行業整合趨勢明顯，故兼具產能規模與產品質量優勢，且能快速反饋零售商家需求的家具製造廠商會得到零售商的青睞。泰金除擁有地理優勢外，一站式服務亦能兼產能與產品品質及迅速回覆客戶需求。

(二)法規環境

台灣主管機關對於公司治理相關法令越趨完備，泰金將持續秉持著公司治理精神，以誠信經營的理念，強化董事會職能，暢通與利害關係人溝通管道，保障股東權益及善盡社會責任。

(三)總體經營環境

2025年美國房地產市場雖可望在央行降息後回溫，惟整體降息步調及市場反應時間仍有待觀察，加上各國關稅議題預計將為整體市場帶來更多不確定性。在此同時，泰金仍將秉持步步為營，穩紮穩打的經營理念，隨時因應總體環境的變化做調整，期能為股東在2025年繼續帶來好的經營成果。

身體健康　　萬事如意

董事長：　　總經理：　　會計主管：

附件二

泰金投資控股股份有限公司
審計委員會審查報告書

董事會造具本公司 2024 年度營業報告書、財務報表及盈餘分派議案等，其中合併財務報表業經董事會委託安侯建業聯合會計師事務所江家齊會計師及吳仲舜會計師查核完竣，並出具查核報告。上述營業報告書、合併財務報表及盈餘分派議案經本審計委員會審查，認為尚無不合，爰依證券交易法第十四條之四及公司法第二百一十九條之規定報告如上，敬請 鑒核。

此　致

本公司 2025 年股東常會

泰金投資控股股份有限公司

審計委員會召集人：張安佐

張安佐

2　0　2　5　年　3　月　1　1　日

附件三

單位：新台幣仟元

職稱	姓名	董事酬金								A、B、C及D等四項總額占稅後純益之比例		兼任員工領取相關酬金								A、B、C、D、E、F及G等七項總額占稅後純益之比例		無取自公以轉資業金有領來子司外投事酬
		報酬(A)		退職退休金(B)		董事酬勞(C)		業務執行費用(D)				薪資、獎金及特支費等(E)		退職退休金(F)		員工酬勞(G)						
																本公司		財務報告內所有公司				
		本公司	財務報告內所有公司	本公司	財務報告內所有公司	本公司	財務報告內所有公司	本公司	財務報告內所有公司	本公司	財務報告內所有公司	本公司	財務報告內所有公司	本公司	財務報告內所有公司	現金金額	股票金額	現金金額	股票金額	本公司	財務報告內所有公司	
董事長	許大進	1,680	1,680	-	-	-	-	-	-	0.40	0.40	-	-	-	-	-	-	-	-	0.40	0.40	-
董事	許偵容	3,000	3,000	-	-	-	-	-	-	0.72	0.72	-	-	-	-	-	-	-	-	0.72	0.72	-
董事	許文誌	-	-	-	-	-	-	-	-	-	-	1,887	2,880	-	-	-	-	-	-	0.45	0.69	-
董事	羅龍山	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
獨立董事	張安佐	520	520	-	-	-	-	30	30	0.13	0.13	-	-	-	-	-	-	-	-	0.13	0.13	-
獨立董事	黃柏嘉	520	520	-	-	-	-	30	30	0.13	0.13	-	-	-	-	-	-	-	-	0.13	0.13	-
獨立董事	林秀婷	520	520					30	30	0.13	0.13									0.13	0.13	

資料期間：2024/1/1~2024/12/31

附件四

泰金投資控股股份有限公司
國內第二次無擔保轉換公司債辦理情形

公司債種類	國內第二次無擔保轉換公司債
發行日期	2024 年 9 月 13 日
面額	新台幣 100 仟元
發行及交易地點	證券櫃檯買賣中心
公司債總額	新臺幣參億元整。 募集金額為新台幣 350,368 仟元。
公司債之利率	票面利率為 0%
期限	1.發行期間：3 年 2.到期日：2027 年 9 月 13 日。
償還公司債款之籌集計畫及保管方法	1.本次公司債存續期間之償債款項來源，將由營業收入或銀行借款支應。 2.為確保償債款項來源無虞，本次公司債存續期間所擬支應款項來源，除備供提撥標的之公司債支付本息外，所為運用標的將注意評估其風險及必要性。
未償還本金	新臺幣參億元整。
截至年報刊印日止已轉換普通股、海外存託憑證或其他有價證券之金額	已行使轉換公司債金額為新台幣 0 元。 已轉換普通股 0 股。
發行及轉換、交換或認股辦法、發行條件對股權可能稀釋情形及對現有股東權益影響	依目前轉換價格 128 元，若全數轉換為普通股，則須發行 2,343,750 股，佔已發行股份總數比率 6.12%，對股東影響尚屬有限。

安侯建業聯合會計師事務所
KPMG
台北市110615信義路5段7號68樓(台北101大樓)
68F., TAIPEI 101 TOWER, No. 7, Sec. 5,
Xinyi Road, Taipei City 110615, Taiwan (R.O.C.)
電　話 Tel　+ 886 2 8101 6666
傳　真 Fax　+ 886 2 8101 6667
網　址 Web　kpmg.com/tw

會 計 師 查 核 報 告

Thai Kin Co., Ltd.董事會　公鑒：

查核意見

Thai Kin Co., Ltd.及其子公司(以下簡稱泰金集團)民國一一三年及一一二年十二月三十一日之合併資產負債表，暨民國一一三年及一一二年一月一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，以及合併財務報告附註(包括重大會計政策彙總)，業經本會計師查核竣事。

依本會計師之意見，上開合併財務報告在所有重大方面係依照證券發行人財務報告編製準則暨經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達泰金集團民國一一三年及一一二年十二月三十一日之合併財務狀況，暨民國一一三年及一一二年一月一日至十二月三十一日之合併財務績效與合併現金流量。

查核意見之基礎

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

關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷，對泰金集團民國一一三年度合併財務報告之查核最為重要之事項。該等事項已於查核合併財務報告整體及形成查核意見之過程中予以因應，本會計師並不對該等事項單獨表示意見。本會計師判斷應溝通在查核報告上之關鍵查核事項為收入認列：

有關收入認列之會計政策請詳合併財務報告附註四(十三)收入之認列；收入相關揭露請詳附註六(二十)。

關鍵查核事項之說明：

泰金集團與各主要交易對象簽有合約或訂單，與各銷貨對象之交易條件不盡相同，致收入認列及商品控制權移轉時點之判斷複雜性增加，因此，本會計師將收入認列列為民國一一三年度合併財務報告查核重要事項之一。

KPMG, a Taiwan partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

因應之查核程序：

本會計師對上述關鍵查核事項之主要查核程序包括：

- 對收入認列有關之內部控制設計及執行有效性進行測試。
- 針對前十大銷售客戶進行趨勢分析，包括比較本期與最近一期及去年同期之客戶名單及銷售收入金額，以評估有無重大異常，若有重大變動者，查明並分析其原因。
- 抽核全年度之銷售交易，以評估銷售交易之真實性、銷貨收入認列金額之正確性及入帳時點之合理性。
- 測試年度結束前後一段期間銷售交易之樣本，以評估收入認列時點是否適當。

管理階層與治理單位對合併財務報告之責任

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

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

泰金集團之治理單位(含審計委員會)負有監督財務報導流程之責任。

會計師查核合併財務報告之責任

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

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

1.辨認並評估合併財務報告導因於舞弊或錯誤之重大不實表達風險；對所評估之風險設計及執行適當之因應對策；並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制，故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。

2.對與查核攸關之內部控制取得必要之瞭解，以設計當時情況下適當之查核程序，惟其目的非對泰金集團內部控制之有效性表示意見。

3.評估管理階層所採用會計政策之適當性，及其所作會計估計與相關揭露之合理性。

4.依據所取得之查核證據，對管理階層採用繼續經營會計基礎之適當性，以及使泰金集團繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性，作出結論。本會計師若認為該等事件或情況存在重大不確定性，則須於查核報告中提醒合併財務報告使用者注意合併財務報告之相關揭露，或於該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情況可能導致泰金集團不再具有繼續經營之能力。

5.評估合併財務報告(包括相關附註)之整體表達、結構及內容，以及合併財務報告是否允當表達相關交易及事件。

6.對於集團內組成個體之財務資訊取得足夠及適切之查核證據，以對合併財務報告表示意見。本會計師負責集團查核案件之指導、監督及執行，並負責形成集團之查核意見。

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

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

本會計師從與治理單位溝通之事項中，決定對泰金集團民國一一三年度合併財務報告查核之關鍵查核事項。本會計師於查核報告中敘明該等事項，除非法令不允許公開揭露特定事項，或在極罕見情況下，本會計師決定不於查核報告中溝通特定事項，因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

安侯建業聯合會計師事務所

會計師：

證券主管機關：金管證審字第1120333238號
核准簽證文號：金管證審字第1090332798號
民國 一一四 年 三 月 十一 日

Thai Kin Co., Ltd.及子公司

合併資產負債表

民國一一三年及一一二年十二月三十一日

單位：新台幣千元

	資　　產	113.12.31 金　額	%	112.12.31 金　額	%
11xx	**流動資產：**				
1100	現金及約當現金(附註六(一))	$ 949,323	42	328,841	22
1136	按攤銷後成本衡量之金融資產－流動(附註六(三))	66,593	3	62,047	4
1170	應收帳款淨額(附註六(四)及(二十))	325,204	14	251,909	17
1200	其他應收款(附註六(五))	22,310	1	10,650	1
1220	本期所得稅資產	8,926	-	8,094	1
130x	存貨(附註六(六))	336,807	15	305,610	20
1470	其他流動資產(附註六(十))	5,365	-	4,885	-
	流動資產合計	1,714,528	75	972,036	65
15xx	**非流動資產：**				
1600	不動產、廠房及設備(附註六(七)、(十一)、(十二)、七、八及九)	543,048	25	461,251	31
1755	使用權資產(附註六(八)、(十三)及七)	613	-	1,360	-
1760	投資性不動產淨額(附註六(九)、(十一)、(十二)及八)	-	-	28,431	2
1840	遞延所得稅資產(附註六(十六))	10,752	-	12,064	1
1900	其他非流動資產(附註六(七)、(十)及八)	6,115	-	9,231	1
	非流動資產合計	560,528	25	512,337	35
1xxx	**資產總計**	$ 2,275,056	100	1,484,373	100

	負債及權益	113.12.31 金　額	%	112.12.31 金　額	%
21xx	**流動負債：**				
2100	短期借款(附註六(七)、(九)、(十一)、七及八)	$ 33,287	2	191,937	13
2150	應付票據	5,081	-	470	-
2170	應付帳款	31,028	1	78,759	5
2181	應付帳款－關係人(附註七)	11,604	1	17,333	1
2216	應付股利(附註六(十七))	191,581	8	53,574	4
2219	其他應付款(附註七)	36,640	2	40,910	3
2230	本期所得稅負債	21,134	1	6,840	1
2280	租賃負債－流動(附註六(十三)及七)	581	-	754	-
2322	一年或一營業週期內到期長期借款(附註六(七)、(九)、(十二)、七及八)	-	-	4,076	-
2399	其他流動負債	364	-	2,746	-
	流動負債合計	331,300	15	397,399	27
25xx	**非流動負債：**				
2500	透過損益按公允價值衡量之金融負債－非流動(附註六(二)及六(十四))	1,890	-	-	-
2530	應付公司債(附註六(二)及(十四))	281,021	12	-	-
2570	遞延所得稅負債(附註六(十六))	4,549	-	3,711	-
2580	租賃負債－非流動(附註六(十三)及七)	38	-	609	-
2640	淨確定福利負債－非流動(附註六(十五))	19,875	1	14,761	1
	非流動負債合計	307,373	13	19,081	1
2xxx	**負債總計**	638,673	28	416,480	28
31xx	**歸屬母公司業主之權益(附註六(十四)、(十五)、(十六)、(十七)及(十八))：**				
3100	股　　本	383,162	17	357,162	24
3200	資本公積	581,325	26	257,995	17
33xx	保留盈餘：				
3310	法定盈餘公積	67,220	3	67,220	4
3320	特別盈餘公積	19,955	1	24,134	2
3350	未分配盈餘	526,298	23	369,315	25
	保留盈餘合計	613,473	27	460,669	31
34xx	其他權益：				
3410	國外營運機構財務報表換算之兌換差額	57,159	2	(8,312)	-
	歸屬於母公司業主權益總計	1,635,119	72	1,067,514	72
36xx	**非控制權益**	1,264	-	379	-
3xxx	**權益總計**	1,636,383	72	1,067,893	72
2-3xxx	**負債及權益總計**	$ 2,275,056	100	1,484,373	100

董事長：許偵容　　**經理人：許文誌**　　**會計主管：黃晟修**

(請詳閱後附合併財務報告附註)

Thai Kin Co., Ltd.及子公司

合併綜合損益表

民國一一三年及一一二年一月一日至十二月三十一日

單位：新台幣千元

		113年度		112年度	
		金　額	%	金　額	%
4000	營業收入(附註六(二十))	$ 1,618,421	100	1,184,582	100
5000	營業成本(附註六(六)、(七)、(十五)、七及十二)	1,089,573	67	906,345	77
5900	營業毛利	528,848	33	278,237	23
6000	營業費用(附註六(四)、(七)、(八)、(十四)、(十五)、(十八)、七及十二)：				
6100	推銷費用	42,272	3	31,049	3
6200	管理費用	53,713	3	40,595	3
6300	研究發展費用	9,982	1	7,831	-
6450	預期信用減損迴轉利益	(5)	-	(2)	-
	營業費用合計	105,962	7	79,473	6
6900	營業淨利	422,886	26	198,764	17
7000	營業外收入及支出(附註六(二)、(十三)、(十四)、(二十二)、(二十三)、(二十四)及(二十五))：				
7100	利息收入	6,373	-	5,756	-
7010	其他收入	3,938	-	-	-
7020	其他利益及損失	33,077	2	382	-
7050	財務成本	(5,803)	-	(5,679)	-
	營業外收入及支出合計	37,585	2	459	-
7900	稅前淨利	460,471	28	199,223	17
7950	減：所得稅費用(附註六(十六))	42,731	2	32,470	3
8200	本期淨利	417,740	26	166,753	14
8300	其他綜合損益：				
8310	不重分類至損益之項目(附註六(十五)及(十六))				
8311	確定福利計畫之再衡量數	(1,381)	-	2,605	-
8349	減：與不重分類之項目相關之所得稅	(276)	-	521	-
	不重分類至損益之項目合計	(1,105)	-	2,084	-
8360	後續可能重分類至損益之項目				
8361	國外營運機構財務報表換算之兌換差額	65,538	4	6,891	1
8399	減：與可能重分類之項目相關之所得稅	-	-	-	-
	後續可能重分類至損益之項目合計	65,538	4	6,891	1
8300	本期其他綜合損益	64,433	4	8,975	1
8500	本期綜合損益總額	**$ 482,173**	**30**	**175,728**	**15**
8700	本期淨利歸屬於：				
8610	母公司業主	$ 416,922	26	166,547	14
8620	非控制權益	818	-	206	-
		$ 417,740	**26**	**166,753**	**14**
8700	綜合損益總額歸屬於：				
8710	母公司業主	$ 481,288	30	175,520	15
8720	非控制權益	885	-	208	-
		$ 482,173	**30**	**175,728**	**15**
	每股盈餘(單位：新台幣元)(附註六(十九))				
9750	基本每股盈餘	**$ 11.49**		**4.66**	
9850	稀釋每股盈餘	**$ 11.34**		**4.44**	

(請詳閱後附合併財務報告附註)

董事長：許偵容　　經理人：許文誌　　會計主管：黃晟修

Thai Kin Co., Ltd.及子公司

合併權益變動表

民國一一三年及一一二年一月一日至十二月三十一日

單位：新台幣千元

	歸屬於母公司業主之權益									
			保留盈餘				國外營運機構財務報表換算之兌換差額	歸屬於母公司業主權益總計	非控制權益	權益總額
	股本	資本公積	法定盈餘公積	特別盈餘公積	未分配盈餘	合計				
民國一一二年一月一日餘額	$ 357,142	257,915	67,220	70,453	253,296	390,969	(15,201)	990,825	171	990,996
盈餘指撥及分配：										
特別盈餘公積迴轉	-	-	-	(46,319)	46,319	-	-	-	-	-
普通股現金股利	-	-	-	-	(98,931)	(98,931)	-	(98,931)	-	(98,931)
本期淨利	-	-	-	-	166,547	166,547	-	166,547	206	166,753
本期其他綜合損益	-	-	-	-	2,084	2,084	6,889	8,973	2	8,975
本期綜合損益總額	-	-	-	-	168,631	168,631	6,889	175,520	208	175,728
可轉換公司債轉換	20	80	-	-	-	-	-	100	-	100
民國一一二年十二月三十一日餘額	357,162	257,995	67,220	24,134	369,315	460,669	(8,312)	1,067,514	379	1,067,893
盈餘指撥及分配：										
特別盈餘公積迴轉	-	-	-	(4,179)	4,179	-	-	-	-	-
普通股現金股利	-	-	-	-	(263,013)	(263,013)	-	(263,013)	-	(263,013)
本期淨利	-	-	-	-	416,922	416,922	-	416,922	818	417,740
本期其他綜合損益	-	-	-	-	(1,105)	(1,105)	65,471	64,366	67	64,433
本期綜合損益總額	-	-	-	-	415,817	415,817	65,471	481,288	885	482,173
現金增資	26,000	255,900	-	-	-	-	-	281,900	-	281,900
發行可轉換公司債認列權益組成項目	-	66,526	-	-	-	-	-	66,526	-	66,526
股份基礎給付交易	-	904	-	-	-	-	-	904	-	904
民國一一三年十二月三十一日餘額	**$ 383,162**	**581,325**	**67,220**	**19,955**	**526,298**	**613,473**	**57,159**	**1,635,119**	**1,264**	**1,636,383**

(請詳閱後附合併財務報告附註)

董事長：許偵容　　**經理人：許文誌**　　**會計主管：黃晟修**

Thai Kin (Int.) Ltd.及子公司

合併現金流量表

民國一一三年及一一二年一月一日至十二月三十一日

單位：新台幣千元

	113年度	112年度
營業活動之現金流量：		
本期稅前淨利	$ 460,471	199,223
調整項目：		
收益費損項目		
折舊費用	63,702	62,497
預期信用減損迴轉利益	(5)	(2)
透過損益按公允價值衡量金融資產及負債之損失	2,745	5,075
利息費用	5,803	5,679
利息收入	(6,373)	(5,756)
股份基礎給付酬勞成本	904	-
租約修改利益	(1)	-
處分及報廢不動產、廠房及設備利益	(8)	-
收益費損項目合計	66,767	67,493
與營業活動相關之資產及負債變動數：		
與營業活動相關之資產淨變動：		
透過損益按公允價值衡量之金融資產	-	(3,475)
應收帳款	(73,290)	(23,214)
其他應收款	(11,656)	(5,762)
存　　貨	(31,197)	(3,973)
其他流動資產	(480)	777
與營業活動相關之資產淨變動	(116,623)	(35,647)
與營業活動相關之負債淨變動：		
透過損益按公允價值衡量之金融負債	(2,235)	-
應付票據	4,611	(434)
應付帳款	(47,731)	42,714
應付帳款－關係人	(5,729)	17,333
其他應付款	(6,447)	14,728
其他流動負債	(2,382)	2,035
淨確定福利負債	2,525	2,448
與營業活動相關之負債淨變動	(57,388)	78,824
與營業活動相關之資產及負債淨變動數	(174,011)	43,177
調整項目合計	(107,244)	110,670
營運產生之現金流入	353,227	309,893
收取之利息	6,369	5,740
支付之利息	(3,820)	(4,163)
支付之所得稅	(26,366)	(50,997)
營業活動之淨現金流入	329,410	260,473
投資活動之現金流量：		
取得不動產、廠房及設備	(77,239)	(18,356)
處分不動產、廠房及設備	8	-
存出保證金減少(增加)	640	(1,212)
預付設備款增加	-	(2,903)
受限制定期存款增加	(50)	(18)
投資活動之淨現金流出	(76,641)	(22,489)
籌資活動之現金流量：		
短期借款增加	210,406	30,000
短期借款減少	(369,056)	(55,029)
發行公司債	346,881	-
償還公司債	-	(142,700)
償還長期借款	(4,080)	(10,394)
租賃本金償還	(689)	(958)
發放現金股利	(125,006)	(81,071)
現金增資	281,900	-
籌資活動之淨現金流入(流出)	340,356	(260,152)
匯率變動對現金及約當現金之影響	27,357	2,568
本期現金及約當現金增加(減少)數	620,482	(19,600)
期初現金及約當現金餘額	328,841	348,441
期末現金及約當現金餘額	**$ 949,323**	**328,841**

(請詳閱後附合併財務報告附註)

董事長：許偵容　　經理人：許文誌　　會計主管：黃晟修

附件六

泰金投資控股股份有限公司

2024年度盈餘分配表

單位：新台幣元

項　目	金　額
期初年度未分配盈餘	313,703,518
加：　2024年稅後淨利	416,922,450
確定福利計劃之再衡量數本期變動數	(1,105,002)
2024年上半年度提列特別盈餘公積	(11,643,024)
2024年下半年度迴轉特別盈餘公積	19,955,422
可供分配盈餘	737,833,364
分派項目	
2024年上半年度普通股現金股利(每股5元)	(191,580,830)
2024年下半年度普通股現金股利(每股4.2元)	(160,927,898)
期末未分配盈餘	385,324,636

董事長：　　經理人：　　會計主管：

Proposal for the Amendment	Original Article
Articles of Association of Thai Kin Co., Ltd. 第八次修訂及重述章程 修正前後條文對照表	
5.6 The Company shall not convert its shares into shares without par value.	5.6 (newly added)
20.5 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the Company shall announce to the public the notice of a general meeting, the proxy instrument, agendas and materials relating to the matters to be reported and discussed in the general meetings, including but not limited to, election or discharge of Directors, in accordance with Article 20.2, and shall transmit the same via the Market Observation Post System in accordance with Applicable Public Company Rules. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with	20.5 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the Company shall announce to the public the notice of a general meeting, the proxy instrument, agendas and materials relating to the matters to be reported and discussed in the general meetings, including but not limited to, election or discharge of Directors, in accordance with Article 20.2, and shall transmit the same via the Market Observation Post System in accordance with Applicable Public Company Rules. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with

Article 20.2. The Board shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be made available to all Members and shall be transmitted to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the Company's total paid-in capital exceeds NT$2 billion at the most recent financial year end date, or if the shareholding of foreign and PRC investors reaches more than 30% of the total number of issued shares as recorded in the Register of Members as of the date of the general meeting held in the most recent financial year, the foregoing transmission of information and materials via or to the Market Observation Post System shall be completed at least thirty days for an annual general meeting.	Article 20.2. The Board shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be made available to all Members and shall be transmitted to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the Company's total paid-in capital exceeds NT$~~10~~ billion at the most recent financial year end date, or if the shareholding of foreign and PRC investors reaches more than 30% of the total number of issued shares as recorded in the Register of Members as of the date of the general meeting held in the most recent financial year, the foregoing transmission of information and materials via or to the Market Observation Post System shall be completed at least thirty days for an annual general meeting.
48.3 To the extent permitted under the laws of the Cayman Islands, Members continuously holding one per cent or more of the total issued shares of the Company for six months or longer may send a written request to the Audit Committee to pass a resolution to authorise any Independent Director or Independent Directors, acting singly or collectively, to file a petition with the Taiwan Taipei District Court for and on behalf of the Company against any of the Directors. If within thirty days after receiving the above	48.3 To the extent permitted under the laws of the Cayman Islands, Members continuously holding one per cent or more of the total issued shares of the Company for six months or longer may~~:~~ ~~(a) request in writing the Board to authorize any Independent Director of the Audit Committee to file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or~~

written request by the Member(s), the Audit Committee fails to pass the aforementioned resolution, or after the relevant resolution was passed by the Audit Committee, the relevant Independent Director(s) fail(s) to file such petition, such Member(s) may, to the extent permitted under the laws of the Cayman Islands, file a petition with the Taiwan Taipei District Court for and on behalf of the Company against the relevant Directors.	~~(b) request in writing any Independent Director of the Audit Committee to file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or~~ ~~the Member(s) may, to the extent permitted under the laws of the Cayman Islands, file a petition with the Taipei District Court, ROC for and on behalf of the Company against the relevant Directors within thirty days after such Member(s) having made the request under the preceding clause (a) or (b) if (i) in the case of clause (a), the Board fails to make such authorization or the Independent Director of the Audit Committee having been authorized by the Board fails to file such petition, or (ii) in the case of clause (b), the Independent Director of the Audit Committee fails to file such petition.~~

（本中譯文僅供參考之用，正確內容應以英文版為準）

修訂後條文	原條文
Thai Kin Co., Ltd.章程 第八次修訂及重述章程 修正前後條文對照表	
5.6　本公司股份不得轉換為無票面金額股。	5.6　（本條新增）
20.5　股份登錄興櫃或於中華民國上市櫃期間，本公司應依本章程第 20.2 條的規定，一併公告股東會開會通知書、委託書用紙、有關承認案與討論案（包含但不限於選任或解任董事之議案）等各項議案之案由及說明資料，並依公開發行公司規則傳輸至公開資訊觀測站；其採行書面行使表決權者，並應將上述資料及書面行使表決權用紙，併同寄送給股東。董事會並應依公開發行公司規則，備妥股東會議事手冊和補充資料供所有股東索閱，並傳輸至公開資訊觀測站。但本公司於最近會計年度終了日實收資本額達新臺幣二十億元以上或最近會計年度召開股東常會其股東名簿記載之外資及陸資持股比率合計達百分之三十以上時，應於股東常會開會三十日前完成前開電子檔案之傳送。	20.5　股份登錄興櫃或於中華民國上市櫃期間，本公司應依本章程第 20.2 條的規定，一併公告股東會開會通知書、委託書用紙、有關承認案與討論案（包含但不限於選任或解任董事之議案）等各項議案之案由及說明資料，並依公開發行公司規則傳輸至公開資訊觀測站；其採行書面行使表決權者，並應將上述資料及書面行使表決權用紙，併同寄送給股東。董事會並應依公開發行公司規則，備妥股東會議事手冊和補充資料供所有股東索閱，並傳輸至公開資訊觀測站。但本公司於最近會計年度終了日實收資本額達新臺幣~~一百~~億元以上或最近會計年度召開股東常會其股東名簿記載之外資及陸資持股比率合計達百分之三十以上時，應於股東常會開會三十日前完成前開電子檔案之傳送。

48.3 在開曼群島法允許之範圍內，繼續六個月以上持有本公司已發行股份總數百分之一以上之股東得以書面請求審計委員會決議由獨立董事成員單獨或共同為及代表本公司對董事提起訴訟，並得以臺灣臺北地方法院為第一審管轄法院。於股東以書面提出請求後三十日內，如審計委員會未為決議，或審計委員會所決議之獨立董事未提起訴訟時，在開曼群島法允許之範圍內，股東得為本公司對董事提起訴訟，並得以臺灣臺北地方法院為訴訟管轄法院。	48.3 在開曼群島法允許之範圍內，繼續六個月以上持有本公司已發行股份總數百分之一以上之股東得~~：~~ ~~(a) 以書面請求董事會授權審計委員會之獨立董事為本公司對董事提起訴訟，並得以臺灣臺北地方法院為第一審管轄法院；或~~ ~~(b) 以書面請求審計委員會之獨立董事為本公司對董事提起訴訟，並得以臺灣臺北地方法院為第一審管轄法院；~~ ~~於依上述第（a）款或第（b）款提出請求後 30 日內，如（i）受請求之董事會未依第（a）款授權審計委員會之獨立董事或經董事會授權之審計委員會之獨立董事未依第（a）款提起訴訟；或（ii）受請求之審計委員會之獨立董事未依第（b）款提起訴訟時，在開曼群島法允許之範圍內，股東得為本公司對董事提起訴訟，並得以臺灣臺北地方法院為訴訟管轄法院。~~

附件八

泰金投資控股股份有限公司

擬解除董事競業禁止限制名單

姓名	擔任本公司職務	兼任其他公司職務情形
林秀婷	獨立董事	艾訊股份有限公司　獨立董事

THE COMPANIES ACT (REVISED)
COMPANY LIMITED BY SHARES

SEVENTH AMENDED AND RESTATED MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

Thai Kin Co., Ltd.

(adopted by a Special Resolution passed on June 15, 2023)

THE COMPANIES ACT (REVISED)
COMPANY LIMITED BY SHARES

SEVENTH AMENDED AND RESTATED

MEMORANDUM OF ASSOCIATION
OF

Thai Kin Co., Ltd.

(adopted by a Special Resolution passed on June 15, 2023)

1. The name of the Company is Thai Kin Co., Ltd.

2. The Registered Office of the Company shall be at the offices of Portcullis (Cayman) Ltd. of The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands, or at such other place within the Cayman Islands as the Board may decide.

3. The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by the Companies Act (Revised).

4. The Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit as provided by the Companies Act (Revised).

5. Nothing in the preceding sections shall be deemed to permit the Company to carry on the business of a Bank or Trust Company without being licensed in that behalf under the provisions of the Banks and Trust Companies Act (as amended), or to carry on Insurance Business from within the Cayman Islands or the business of an Insurance Manager, Agent, Sub-agent or Broker without being licensed in that behalf under the provisions of the Insurance Act (as amended), or to carry on the business of Company Management without being licensed in that behalf under the provisions of the Companies Management Act (as amended).

6. The Company will not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this section shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.

7. The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.

8. The authorized share capital of the Company is New Taiwan Dollars 1,000,000,000 divided into 100,000,000 ordinary shares of a par value of New Taiwan Dollars 10.00 each provided always that subject to the provisions of the Companies Act (Revised)

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 or special privilege 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.

9. If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Act (Revised).

THE COMPANIES ACT (REVISED)
COMPANY LIMITED BY SHARES

SEVENTH AMENDED AND RESTATED

ARTICLES OF ASSOCIATION

OF

Thai Kin Co., Ltd.

(adopted by a Special Resolution passed on June 15, 2023)

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COMPANY LIMITED BY SHARES
SEVENTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

Thai Kin Co., Ltd.

(adopted by a Special Resolution passed on June 15, 2023)

Table A

The regulations in Table A in the First Schedule to the Law (as defined below) do not apply to the Company.

INTERPRETATION

1. Definitions

1.1 In these Articles, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively:

Applicable Law	the Applicable Public Company Rules, the Law or such other rules or legislation applicable to the Company;
Applicable Public Company Rules	the ROC laws, rules and regulations (including, without limitation, the Company Law of the ROC, the Securities and Exchange Law of the ROC, the rules and regulations promulgated by the FSC, the rules and regulations promulgated by the TPEx and the rules and regulations promulgated by the TSE, as amended from time to time) affecting public reporting companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as applicable to the Company;
Articles	these Articles of Association as altered

	from time to time;
Audit Committee	the audit committee of the Board, which shall comprise solely of all the Independent Directors of the Company;
Board	the board of directors appointed or elected pursuant to the Articles and acting at a meeting of directors at which there is a quorum in accordance with the Articles;
Capital Reserve	for the purpose of the Articles only, comprises of the premium paid on the issuance of any share and income from endowments received by the Company;
Chairman	the Director elected amongst all the Directors as the chairman of the Board;
Company	Thai Kin Co., Ltd.;
Compensation Committee	a committee of the Board, which shall be comprised of professional individuals and having the functions, in each case, prescribed by the Applicable Public Company Rules;
Cumulative Voting	the voting mechanism for an election of Directors as described in Article 35.2;
Directors	the directors for the time being of the Company and shall include any and all Independent Director(s);
Directors' Remuneration	has the meaning given thereto in Article 14.5;
Dissenting Member	has the meaning given thereto in Article 28.2;
Electronic Record	has the same meaning as in the Electronic Transactions Act;
Electronic Transactions Law	the Electronic Transactions Act (Revised) of the Cayman Islands;

Employees' Compensations	has the meaning given thereto in Article 14.5;
Employee Subscription Portion	has the meaning given thereto in Article 2.3;
ESM	the emerging stock market of the ROC;
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 shall include the parents, siblings, grandparents, children and grandchildren of the first person as well as the parents, siblings and grandparents of the first person's spouse;
FSC	the Financial Supervisory Commission of the ROC;
Independent Directors	the Directors who are elected as "Independent Directors" in accordance with the Applicable Public Company Rules or the Articles;
Joint Operation Contract	a contract between the Company and one or more person(s) or entit(ies) where the parties thereto 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 thereof;
Law	The Companies Act (Revised) of the Cayman Islands and every modification, reenactment or revision thereof 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 the whole business of the Company in the name of such person, and as consideration, the Company receives a

	pre-determined compensation from such person;
Litigious and Non-Litigious Agent	a person appointed by the Company pursuant to the Applicable Law as the Company's process agent for purposes of service of documents in the relevant jurisdiction and the Company's responsible person in the ROC under the Securities and Exchange Law of the ROC;
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 and for the benefit of the Company, and as consideration, such person(s) receive a pre-determined compensation from the Company while the Company continues to be entitled to the profits (or losses) of such business;
Market Observation Post System	the public company reporting system maintained by the TSE;
Member	the person registered in the Register of Members as the holder of shares in the Company and, when two or more persons are so registered as joint holders of shares, means the person whose name stands first in the Register of Members as one of such joint holders or all of such persons, as the context so requires;
Memorandum	the memorandum of association of the Company;
Merger	means: (a) a "merger" or "consolidation" as defined under the Law; or (b) other forms of mergers and acquisitions which fall within the definition of "merger and/or consolidation" under the Applicable Public Company Rules;

month	calendar month;
Notice	written notice as further provided in the Articles unless otherwise specifically stated;
Officer	any person appointed by the Board to hold an office in the Company;
Ordinary Resolution	a resolution passed at a general meeting (or, if so specified, a meeting of Members holding a class of shares) of the Company by not less than a simple majority vote of the Members present at the meeting, in person or by proxy;
Preferred Shares	has the meaning given thereto in Article 6;
Private Placement	means, for so long as the shares are traded on the ESM or listed on the TPEx or the TSE in Taiwan, the private placement by the Company of shares or other securities of the Company as permitted by the Applicable Public Company Rules;
Public Offering Portion	has the meaning given thereto in Article 2.3;
Register of Directors and Officers	the register of directors and officers referred to in Article 42;
Register of Members	the register of members of the Company maintained in accordance with the Law and (as long as the shares of the Company are traded on the ESM or listed on the TPEx or the TSE in Taiwan) the Applicable Public Company Rules;
Registered Office	the registered office for the time being of the Company;
Restricted Shares	has the meaning given thereto in Article 2.5;
ROC	Taiwan, the Republic of China;

Seal	the common seal or any official or duplicate seal of the Company;
Secretary	the person appointed to perform any or all of the duties of secretary of the Company and includes any deputy or assistant secretary and any person appointed by the Board to perform any of the duties of the Secretary;
share(s)	share(s) of par value New Taiwan Dollars 10.00 each in the Company;
Share Exchange	a 100% share exchange as defined in the ROC Business Mergers and Acquisitions Act whereby a company (the "Acquiring Company") acquires all the issued and outstanding shares of another company with the consideration being the shares of the Acquiring Company, cash or other assets;
Special Resolution	Subject to the Law, means a resolution passed at a general meeting of the Company by a majority of at least two-thirds of the votes cast by such Members who, being entitled to do so, vote in person or by their proxies, or, in the case of Members that are corporations or other non-natural person, by their duly authorized representatives by computing the number of votes to which each Member is entitled;
Spin-off	a spin-off as defined in the ROC Business Mergers and Acquisitions Act whereby a company transfers a part or all of its business that may be operated independently to an existing company or newly incorporated company (the "Acquirer") with the consideration being the shares of the Acquirer, cash or other assets;

Subsidiary	with respect to any company, (1) the entity, more than one half of whose total number of the issued voting shares or the total amount of the share capital are directly or indirectly held by such company; or (2) the entity that such company has a direct or indirect control over its personnel, financial or business operation;
Supermajority Resolution	a resolution passed by a majority vote of the Members present at a general meeting attended by Members who represent two-thirds or more of the total issued shares or, if the total number of shares represented by the Members present at the general meeting is less than two-thirds of the total issued shares, but more than one half of the total issued shares, means instead, a resolution passed by two-thirds or more of votes cast by the Members present at such general meeting;
TPEx	the Taipei Exchange;
Treasury Shares	means shares of the Company held in treasury pursuant to the Law and the Articles;
TDCC	the Taiwan Depository & Clearing Corporation;
TSE	the Taiwan Stock Exchange Corporation; and
year	calendar year.

1.2 In the Articles, where not inconsistent with the context:

(a) words denoting the plural number include the singular number and vice versa;

(b) words denoting the masculine gender include the feminine and neuter genders;

(c) words importing persons include companies, associations or bodies of persons whether corporate or not;

(d) the words:-

(i) "may" shall be construed as permissive; and

(ii) "shall" shall be construed as imperative;

(e) "written" and "in writing" include all modes of representing or reproducing words in visible form, including the form of an Electronic Record;

(f) a reference to statutory provision shall be deemed to include any amendment or re-enactment thereof;

(g) unless otherwise provided herein, words or expressions defined in the Law shall bear the same meaning in the Articles; and

(h) Section 8 of the Electronic Transactions Law shall not apply to the extent that it imposes obligations or requirements in addition to those set out in the Articles.

1.3 Headings used in the Articles are for convenience only and are not to be used or relied upon in the construction hereof.

SHARES

2. Power to Issue Shares

2.1 Subject to Applicable Law, the Articles and any resolution of the Members to the contrary, and without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, the Board shall have the power to issue any unissued shares of the Company on such terms and conditions as it may determine and any shares or class of shares (including the issue or grant of options, warrants and other rights, renounceable or otherwise in respect of shares) may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Company may, subject to Article 6.1, by Ordinary Resolution of the Members prescribe, provided that no share shall be issued at a discount except in accordance with the Law and the Applicable Public Company Rules.

2.2 Unless otherwise provided in the Articles, the issue of new shares of the Company shall be approved by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new shares shall at all times be subject to the sufficiency of the authorized capital of the Company.

2.3 After the application for trading of the shares on the ESM or listing in the ROC has been approved by the TPEx or the TSE, as applicable, where the Company increases its issued share capital by issuing new shares for cash consideration in the ROC, the Company shall allocate 10% of the total amount of the new shares to be issued, for offering in the ROC to the public ("**Public Offering Portion**")

unless it is not necessary or appropriate, as determined by the FSC, the TPEx or the TSE for the Company to conduct the aforementioned public offering or otherwise provided by Applicable Law. However, if a percentage higher than the aforementioned 10% is resolved by the Members in a general meeting by Ordinary Resolution to be offered, the percentage determined by such resolution shall prevail and shares corresponding to such percentage shall be reserved as Public Offering Portion. The Company may also reserve no more than 15 per cent of such new shares for subscription by the employees of the Company and its Subsidiaries ("**Employee Subscription Portion**"). The Company may prohibit such employees from transferring the shares so subscribed within a certain period; provided, however, that such a period cannot be more than two years.

2.4 Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increases its issued share capital by issuing new shares for cash consideration pursuant to Article 2.3, after allocation of the Public Offering Portion, including, for the avoidance of doubt, any percentage in excess of 10% of the total amount of the new shares to be issued for offering in the ROC to the public as resolved by the Members in general meeting be offered pursuant to Article 2.3, and the Employee Subscription Portion pursuant to Article 2.3, the Company shall make a public announcement and notify each Member that he is entitled to exercise a pre-emptive right to purchase his pro rata portion of the remaining new shares, to be issued in the capital increase for cash consideration. The Company shall state in such announcement and notices to the Members the procedures for exercising such pre-emptive rights. Where an exercise of the pre-emptive right may result in fractional entitlement of a Member, the entitlements (including fractional entitlements) of two or more Members may be combined to jointly subscribe for one or more whole new shares in the name of a single Member, subject to compliance with such directions and terms and conditions as determined by the Board and the Applicable Public Company Rules. If the total number of the new shares to be issued has not been fully subscribed for by the Members within the prescribed period, the Company may consolidate such shares into the public offering tranche or offer any un-subscribed new shares to a specific person or persons in such manner as is consistent with the Applicable Public Company Rules.

If any person who has subscribed the new shares (by exercising the aforesaid pre-emptive right of Members or subscribing the Public Offering Portion or the Employee Subscription Portion) fails to pay when due any amount of the subscription price in relation to such newly-issued shares within the payment period as determined by the Company, the Company shall fix a period of no less than one month and call for payment of the subscription price or the Company may declare a forfeiture of such subscription. No forfeiture of such subscription shall be declared as against any such person unless the amount due thereon shall remain unpaid for such period after such demand has been made.

Notwithstanding the provisions of the preceding sentence, forfeiture of the subscription may be declared without the demand process if the payment period for subscription price set by the Company is one month or longer. Upon forfeiture of the subscription, the shares remaining unsubscribed to shall be offered for subscription in such manner as is consistent with the Applicable Public Company Rules.

2.5 Subject to the Applicable Law, the Company may issue new shares with restricted rights ("**Restricted Shares**") to employees of the Company and its Subsidiaries with the sanction of a Supermajority Resolution provided that Article 2.3 shall not apply in respect of the issue of such shares. For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the terms of issue of Restricted Shares, including but not limited to the number of Restricted Shares so issued, issue price of Restricted Shares and other related matters shall be in accordance with the rules promulgated by the competent authority of securities of the ROC.

2.6 The pre-emptive right of employees under Article 2.3 and the pre-emptive right of Members under Article 2.4 shall not apply in the event that new shares are issued due to the following reasons or for the following purposes:

(a) in connection with a Merger, Share Exchange, Spin-off, or pursuant to any reorganization of the Company;

(b) in connection with meeting the Company's obligations under share subscription warrants and/or options, including those rendered in Articles 2.8 and 2.11;

(c) in connection with the issue of Restricted Shares in accordance with Article 2.5;

(d) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire shares;

(e) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire shares;

(f) in connection with the issue of shares in accordance with Article 14.8; or

(g) in connection with Private Placement of the securities issued by the Company.

2.7 The Company shall not issue any unpaid shares or partly paid shares.

2.8 Notwithstanding Article 2.5, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt one or more employee incentive programmes and may issue shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries.

2.9 Options, warrants or other similar instruments issued in accordance with Article

2.8 above are not transferable save by inheritance.

2.10 Directors of the Company and its Subsidiaries shall not be eligible for Restricted Shares pursuant to Article 2.5 or the incentive programmes pursuant to Article 2.8, provided that directors who are also employees of the Company or its Subsidiaries may subscribe for Restricted Shares or participate in an incentive programme in their capacity as an employee and not as a director of the Company or its Subsidiaries.

2.11 The Company may enter into agreements with employees of the Company and/or the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 2.8 above, whereby employees may subscribe for, within a specific period, a specific number of the shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programme.

3. Redemption and Purchase of Shares

3.1 Subject to the Law, the Company is authorized to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or a Member.

3.2 The Company is authorized to make payments in respect of the redemption of its shares out of capital or out of any other account or fund authorized for this purpose in accordance with the Law.

3.3 The redemption price of a redeemable share, or the method of calculation thereof, shall be fixed by the Board at or before the time of issue.

3.4 Every share certificate relating to redeemable share shall indicate that the share is redeemable.

3.5 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, subject to the provisions of the Applicable Law and the Articles, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, purchase its own shares (including any redeemable shares) on such terms and in such manner as the Board may determine and hold them as Treasury Shares in accordance with the Applicable Law PROVIDED THAT if any purchase of the Company's own shares from all the Members involves any immediate cancellation of shares of the Company, such repurchase of shares is subject to approval by the Members by way of an Ordinary Resolution and the number of shares of the Company to be cancelled shall be effected based on the then prevailing percentage of shareholding of all the Members as of the date of such cancellation on a pro rata basis (as rounded up or down to the nearest whole number as determined by the Board), unless otherwise provided for in the Law or the Applicable Public Company Rules.

Upon approval by Members by way of an Ordinary Resolution to repurchase

and cancel shares of the Company, the repurchase price may be paid in any manner authorized by the Law, including in cash or in kind, provided that where any repurchase price is to be paid in kind, the monetary equivalent value of such payment in kind shall be (a) assessed by an ROC certified public accountant before being submitted by the Board to the Members for approval as part of the Ordinary Resolution authorizing the repurchase and cancellation of shares of the Company; and (b) agreed to individually by each Member who will be receiving the repurchase price in kind. Without prejudice to this Article 3.5, in the case of a repurchase of shares by the Company for purposes of changing the currency denomination of share capital of the Company, consent of the holders of the shares subject to such repurchase shall not be required.

3.6 In the event that the Company proposes to purchase any share traded on the ESM or listed on the TPEx or the TSE in the ROC and holds them as Treasury Shares pursuant to the preceding Article, the resolution of the Board approving such proposal and the implementation thereof should be reported to the Members in the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall also apply even if the Company does not implement the proposal to purchase its shares traded on the ESM or listed on the TPEx or the TSE in the ROC for any reason.

3.7 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the Company is authorized to purchase any share traded on the ESM or listed on the TPEx or the TSE in the ROC in accordance with the following manner of purchase:

(a) the total price of the shares purchased by the Company shall not exceed the sum of retained earnings minus earnings distribution resolved by the Board or the general meeting, plus the following realized capital reserve:

(i) the premium received from the disposal of assets that has not been booked as retained earnings;

(ii) the premium paid on the issuance of any share and income from endowments received by the Company provided however that income from the shares shall not be included before such shares have been transferred to others;

(b) the maximum number of shares purchased by the Company shall not exceed ten percent of the total number of issued and outstanding shares of the Company; and

(c) the purchase shall be at such time, at such price and on such other terms as determined and agreed by the Board in its sole discretion provided however that:

(i) such purchase transactions shall be in accordance with the applicable ROC securities laws and regulations and the Applicable Public Company Rules; and

(ii) such purchase transactions shall be in accordance with the Law.

3.8 Subject to Article 3.5 and the Applicable Public Company Rules, the redemption or repurchase price may be paid in any manner permissible under the Law as determined by the Board.

3.9 A delay in payment of the redemption price shall not affect the redemption but, in the case of a delay of more than thirty days, interest shall be paid for the period from the due date until actual payment at a rate which the Board, after due enquiry, estimates to be representative of the rates being offered by banks holding "A" licenses (as defined in the Banks and Trust Companies Act (Revised) of the Cayman Islands) in the Cayman Islands for thirty day deposits in the same currency.

3.10 The Board may exercise as it thinks fit the powers conferred on the Company by Section 37(5) of the Law (payment out of capital) but only if and to the extent that the redemption could not otherwise be made (or not without making a fresh issue of shares for this purpose).

3.11 Subject as aforesaid, the Board may determine, as it thinks fit all questions that may arise concerning the manner in which the redemption of the shares shall or may be affected.

3.12 No share may be redeemed unless it is fully paid.

3.13 The Board may designate as Treasury Shares any of its shares that it purchases or redeems, or any shares surrendered to it, in accordance with the Applicable Law.

3.14 No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up of the Company) may be made to the Company in respect of a Treasury Share.

3.15 The Company shall be entered in the Register of Members as the holder of the Treasury Shares provided that:

(a) the Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;

(b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of the Articles or the Law.

3.16 After the Company purchases the shares traded on the ESM or listed on the

TPEx or the TSE in the ROC, any proposal to transfer the Treasury Shares to the employees of the Company and its Subsidiaries at a price below the average actual repurchase price must be approved by Special Resolution in the next general meeting and the items required by the Applicable Public Company Rules shall be specified in the notice of the general meeting and may not be proposed as an extemporary motion. The aggregate number of Treasury Shares resolved at all general meetings and transferred to the employees of the Company and its Subsidiaries shall not exceed 5% of the total issued shares, and each employee may not subscribe for more than 0.5% of the total issued shares in aggregate. The Company may prohibit such employees from transferring such Treasury Shares within a certain period; provided, however, that such a period cannot be more than two years.

3.17 Subject to Article 3.16 and the Applicable Public Company Rules, Treasury Shares may be disposed of (by cancellation or transfer) by the Company on such terms and conditions in accordance with the Applicable Law as determined by the Board.

4. Rights Attaching to Shares

Subject to Article 2.1, the Memorandum and the Articles, other contractual obligations or restrictions that the Company is bound by and any resolution of the Members to the contrary and without prejudice to any special rights conferred thereby on the holders of any other shares or class of shares, the share capital of the Company shall be divided into shares of a single class the holders of which shall, subject to the provisions of the Articles:

(a) be entitled to one vote per share;

(b) be entitled to such dividends as recommended by the Board and approved by the Members at general meeting;

(c) in the event of a winding-up or dissolution of the Company, whether voluntary or involuntary or for the purpose of a reorganization or otherwise or upon any distribution of capital, be entitled to the surplus assets of the Company; and

(d) generally be entitled to enjoy all of the rights attaching to shares.

5. Share Certificates

5.1 The Company may issue shares in uncertificated/scripless form or issue share certificates. Where share certificates are issued, every Member shall be entitled to a certificate issued under the Seal (or a facsimile thereof), which shall be affixed or imprinted with the authority of the Board, specifying the number and, where appropriate, the class of shares held by such Member. The Board may by resolution determine, either generally or in a particular case, that any or all signatures on certificates may be printed thereon or affixed by mechanical means. For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, shares of the Company shall be issued in

uncertificated/scripless form unless the issuance of share certificates is required by the provisions of the Applicable Public Company Rules.

5.2 If any share certificate shall be proved to the satisfaction of the Board to have been worn out, lost, mislaid, or destroyed the Board may cause a new certificate to be issued and request an indemnity for the lost certificate if it sees fit.

5.3 Share may not be issued in bearer form.

5.4 When the Company shall issue share certificates pursuant to Article 5.1, the Company shall deliver the share certificates to the subscribers within thirty days from the date such share certificates may be issued pursuant to the Law, the Memorandum, the Articles, and the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such share certificates pursuant to the Applicable Public Company Rules.

5.5 Where the Company shall issue the shares in uncertificated/scripless form, the Company shall comply with the Law and the Applicable Public Company Rules to handle relevant matters, and shall deliver the shares to the subscribers by book-entry transfer within thirty days after the Company is permitted by applicable listing laws and regulations to issue such shares and make a public announcement prior to the delivery.

6. Preferred Shares

6.1 The Company may by Special Resolution designate one or more classes of shares with preferred or other special rights (shares with such preferred or other special rights, "**Preferred Shares**"), and may amend the Memorandum and the Articles as appropriate to reflect the designation of shares as Preferred Shares.

6.2 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the rights and obligations of Preferred Shares may include (but not limited to) the following terms and shall be consistent with the Applicable Public Company Rules:

(a) the order of priority and fixed amount or fixed ratio of allocation of dividends and bonus on Preferred Shares;

(b) the order of priority and fixed amount or fixed ratio of allocation of surplus assets of the Company;

(c) the order of priority for or restriction on the voting right(s) (including declaring no voting rights whatsoever) of the Members holding the Preferred Shares;

(d) the method by which the Company is authorized or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply; and

(e) other matters concerning rights and obligations incidental to Preferred Shares.

REGISTRATION OF SHARES

7. Register of Members

(a) For so long as shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the Board shall cause to be kept a Register of Members which may be kept outside the Cayman Islands at such place as the Board shall appoint and which shall be maintained in accordance with the Law and the Applicable Public Company Rules.

(b) In the event that the Company has shares that are not traded on the ESM or listed on the TPEx or the TSE in the ROC, the Company shall also cause to be kept a register of such shares in accordance with Section 40 of the Law.

8. Registered Holder Absolute Owner

Except as required by law:

(a) no person shall be recognized by the Company as holding any share on any trust; and

(b) no person other than the Member shall be recognized by the Company as having any right in a share.

9. Transfer of Registered Shares

9.1 Title to shares traded on the ESM or listed on the TPEx or the TSE in the ROC may be evidenced and transferred in a manner consistent with the Applicable Public Company Rules (including through the book-entry system of the TDCC).

9.2 All transfers of shares which are in certificated form may be effected by an instrument of transfer in writing in any usual form or in any other form which the Board may approve and shall be executed by or on behalf of the transferor and, if the Board so requires, by or on behalf of the transferee. Without prejudice to the foregoing, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers.

9.3 The Board may refuse to recognize any instrument of transfer in respect of shares in certificated form unless it is accompanied by the certificate in respect of the shares to which it relates and by such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.

9.4 The joint holders of any share may transfer such share to one or more of such joint holders, and the surviving holder or holders of any share previously held by them jointly with a deceased Member may transfer any such share to the executors or administrators of such deceased Member.

9.5 The Board may in its absolute discretion and without assigning any reason therefor refuse to register the transfer of a share in certificated form in the event such registration of transfer would (i) conflict with the Applicable Law; or (ii)

conflict with the Memorandum and/or the Articles. If the Board refuses to register a transfer of any share, the Secretary shall, within three months after the date on which the transfer was lodged with the Company, send to the transferor and transferee notice of the refusal.

10. Transmission of Registered Shares

10.1 In the case of the death of a Member, the survivor or survivors where the deceased Member was a joint holder, and the legal personal representatives of the deceased Member where the deceased Member was a sole holder, shall be the only persons recognized by the Company as having any title to the deceased Member's interest in the shares. Nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by such deceased Member with other persons. Subject to the provisions of Section 39 of the Law, for the purpose of this Article, legal personal representative means the executor or administrator of a deceased Member or such other person as the Board may, in its absolute discretion, decide as being properly authorized to deal with the shares of a deceased Member.

10.2 Any person becoming entitled to a share in consequence of the death or bankruptcy of any Member may be registered as a Member upon such evidence as the Board may deem sufficient or may elect to nominate some person to be registered as a transferee of such share.

10.3 On the presentation of the evidence as the Board may require to prove the title of the transferor, the transferee shall be registered as a Member. Notwithstanding the foregoing, the Board shall, in any case, have the same right to decline or suspend registration or refuse registration as stipulated in Article 9.3 as it would have had in the case of a transfer of the share by that Member before such Member's death or bankruptcy, as the case may be.

10.4 Where two or more persons are registered as joint holders of a share or shares, then in the event of the death of any joint holder or holders the remaining joint holder or holders shall be absolutely entitled to the said share or shares and the Company shall recognize no claim in respect of the estate of any joint holder except in the case of the last survivor of such joint holders.

ORDINARY RESOLUTION, SPECIAL RESOLUTION AND SUPERMAJORITY RESOLUTION

11. Alteration of Capital

11.1 Subject to the Law, the Company may from time to time by Ordinary Resolution alter the conditions of its Memorandum to:

(a) increase its share capital by new shares of such sum, to be divided into shares of such classes and amount, as the resolution shall prescribe;

(b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;

(c) convert all or any of its paid up shares into stock and reconvert that stock into paid up shares of any denomination for the purpose of redenominating its share capital;

(d) sub-divide its existing shares, or any of them into shares of a smaller amount provided that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in case of the share from which the reduced share is derived; or

(e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

11.2 The Board may settle as it considers expedient any difficulty which arises in relation to any consolidation and division under the last preceding Article and in particular but without prejudice to the generality of the foregoing may issue certificates in respect of fractions of shares or arrange for the sale of the shares representing fractions and the distribution of the new proceeds of sale (after deduction of the expenses of such sale) in due proportion amongst the Members who would have been entitled to the fractions, and for this purpose the Board may authorize some person to transfer the shares representing fractions to their purchaser or resolve that such net proceeds be paid to the Company for the Company's benefit. Such purchaser will not be bound to see to the application of the purchase money nor will his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

12. Special Resolution and Supermajority Resolution

12.1 Subject to the Law and the Articles, the Company may from time to time by Special Resolution:

(a) change its name;

(b) alter or add to the Articles;

(c) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein;

(d) reduce its share capital and any capital redemption reserve fund; or

(e) effect a Merger under the Law.

12.2 Subject to the Law, the Company may, by Special Resolution, issue securities by way of Private Placement within the territory of the ROC in accordance with Applicable Public Company Rules; provided that, for issuance of corporate bonds which do not involve the grant of a warrant, option, or right of conversion or otherwise grant the holders of the bonds the right to acquire equity or similar rights by way of Private Placement within the territory of the ROC, the Company may do so by resolution of the Board in different tranches within one

year from the date of the resolution of the Board in accordance with Applicable Public Company Rules.

12.3 Subject to the Law and Article 12.4, the following actions by the Company shall require the approval of the Members by a Supermajority Resolution:

(a) effecting any capitalization of distributable dividends and/or bonuses and/or any other amount prescribed under Article 17;

(b) effecting any Merger (except for any Merger which falls within the definition of "merger" and/or "consolidation" under the Law, which requires the approval of the Company by Special Resolution only), Share Exchange, or Spin-off of the Company;

(c) entering into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;

(d) the transferring of the whole or any essential part of the business or assets of the Company; or

(e) acquiring or assuming the whole business or assets of another person, which has a material effect on the Company's operation.

12.4 Subject to the Law, the Company may be wound up voluntarily:

(a) if the Company resolves by Ordinary Resolution that it be wound up voluntarily because the Company is unable to pay its debts as they fall due; or

(b) if the Company resolves by Special Resolution that it be wound up voluntarily for reasons other than set out in Article 12.4(a) above.

12.5 Subject to the Applicable Law, the Company may distribute its Capital Reserve, in whole or in part, by issuing new shares which shall be distributed as bonus shares to its existing Members in proportion to the number of shares being held by each of them or by cash distribution to its Members.

13. Variation of Rights Attaching to Shares

If, at any time, the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound-up, be varied with the sanction of a Special Resolution passed at a general meeting of the holders of the shares of the class. Notwithstanding the foregoing, if any modification or alteration in the Articles is prejudicial to the preferential rights of any class of shares, such modification or alteration shall be adopted by a Special Resolution and shall also be adopted by a Special Resolution passed at a separate meeting of Members of that class of shares. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith. To any such meeting all the provisions of

the Articles relating to general meetings shall apply *mutatis mutandis*.

DIVIDENDS AND CAPITALISATION

14. Dividends

14.1 The Board may declare a dividend to be paid to the Members in proportion to the number of shares held by them, and such dividend may be paid in cash, shares or, subject to Article 14.2, wholly or partly in specie. No unpaid dividend shall bear interest as against the Company.

14.2 Subject to the Applicable Law, no dividends or other distribution shall be paid except out of profits of the Company, realized or unrealized, out of share premium account or any reserve, fund or account as otherwise permitted by the Law. Except as otherwise provided by the rights attached to any shares, all dividends and other distributions shall be paid according to the number of the shares that a Member holds. If any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividends accordingly.

14.3 The Company, in addition to the dividends to be distributed at the end of each financial year, may distribute interim dividends to the Members on a semi-year basis. If the Board decides not to distribute interim dividends, the Board shall adopt a resolution to confirm such non-distribution after the first half of the financial year. The distribution of the dividends at the end of each financial year shall comply with the requirements and procedures set forth in Articles 14.4 to 14.8, 14.11 and 14.12 and the distribution of the dividends for the first half of the financial year shall comply the requirements and procedures set forth in Articles 14.4 and 14.9 to 14.12.

14.4 Subject to the Law and this Article and except as otherwise provided by the rights attached to any shares, the Company may distribute profits in accordance with a proposal for profits distribution approved by, in the case of dividend to be paid in cash, a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors or, in the case of Article 12.3(a) or 12.5 (in the case of an issuance of new shares as bonus shares), Supermajority Resolution in the annual meeting. After the Board approves the distribution of dividend in cash, the Board shall report such distribution in the next annual general meeting.

14.5 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, unless otherwise provided in the Law, the Applicable Public Company Rules or the Articles, upon the final settlement of the Company's accounts, if there is "surplus profit" (as defined below), the Company shall set aside no more than 5 per cent as compensation to employees ("**Employees' Compensations**") and Employees' Compensations may be distributed to employees of the Company and its Subsidiaries, who meet certain qualifications determined by the Board. The Company shall, from the surplus profit, set aside

no more than 3 per cent as remuneration for the Directors (excluding the Independent Directors) ("**Directors' Remuneration**"). The distribution proposals in respect of Employees' Compensation and Directors' Remuneration shall be approved by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors and submitted to the shareholders' meeting for report. However, if the Company has accumulated losses, the Company shall reserve an amount thereof for making up the losses before proceeding with the abovementioned distributions and allocation. The "surplus profit" referred to above means the net profit before tax and for the avoidance of doubt, such amount is before any payment of compensation to employees and remuneration for the Directors.

14.6 In determining the Company's dividend policy, the Board recognizes that the Company is in the growth stage. In determining the amount, if any, of the dividend or other distribution it recommends to Members for approval in any financial year, the Board:

(a) may take into consideration the earnings of the Company, overall development, financial planning, capital needs, industry outlook and future prospects of the Company in the relevant financial year, so as to ensure the protection of Members' rights and interests; and

(b) shall set aside out of the profits of the Company for each financial year in addition to the allocation in accordance with Article 14.5: (i) a reserve for payment of tax for the relevant financial year; (ii) an amount to offset losses incurred in previous years; and (iii) a special surplus reserve as required by the applicable securities authority under the Applicable Public Company Rules or a reserve as determined by the Board pursuant to Article 15.1.

14.7 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, subject to compliance with the Law and after setting aside the amounts for Employees' Compensations and Directors' Remuneration in accordance with Article 14.5 and such amounts as the Board deems fit in accordance with the dividend policy set out in Article 14.6, the Board shall recommend to Members for approval to distribute no less than 10 per cent of the earnings generated from the immediately preceding financial year (exclusive of those accumulated from previous years) out of the distributable amount as dividend to the Members.

14.8 Dividends to the Members and the Employees' Compensation may be distributed, in the discretion of the Board, by way of cash or by way of applying such sum in paying up in full unissued shares or a combination of both for allocation and distribution to employees or the Members, provided that, in the case of a distribution to Members, no less than 10 per cent of the total amount of such dividend shall be paid in cash.

14.9 For the distribution of interim dividends, the proposal of surplus earning distribution or loss off-setting for the first half of the financial year, together with the business report and financial statements (which shall be audited or reviewed by a certified public accountant in accordance with the Applicable Public Company Rules), shall be submitted to the Audit Committee for approval, and then, be submitted to the Board for approval.

14.10 When the Company makes the interim distribution, the Company shall (a) estimate and reserve all payable taxes, (b) offset losses incurred in previous years, (c) reserve employees' compensation, and (d) reserve the general reserve (unless the total amount of the accumulated general reserve has reached the total paid-up capital of the Company).

14.11 The Board shall fix any date as the record date for determining the Members entitled to receive any dividend or other distribution.

14.12 For the purpose of determining Members entitled to receive payment of any dividend or other distributions, the Board may provide that the Register of Members be closed for transfers for five days before the relevant record date or such other period consistent with the Applicable Public Company Rules subject to compliance with the Law.

14.13 No unpaid dividend and compensation shall bear interest as against the Company.

15. Capital Reserve and Power to Set Aside Profits

15.1 The Board may, before declaring a dividend, set aside out of the surplus or profits of the Company, such sum as it thinks proper as a reserve to be used to meet contingencies or for meeting the deficiencies for implementing dividend distribution plans or for any other purpose to which those funds may be properly applied. Pending application, such sums may be in the absolute discretion of the Board either be employed in the business of the Company or invested in such investment as the Board may from time to time think fit, and need not be kept separate from other assets of the Company. The Board may also, without placing the same to reserve, carry forward any profit which it decides not to distribute.

15.2 Subject to any direction from the Company in general meeting, the Board may on behalf of the Company exercise all the powers and options conferred on the Company by the Law in regard to the Capital Reserve. Subject to compliance with the Law, the Board may on behalf of the Company set off accumulated losses against credits standing in the Capital Reserve and make distributions out of the Capital Reserve.

16. Method of Payment

16.1 Any dividend, interest, or other monies payable in cash in respect of the shares may be paid by wire transfer to the Member's designated account or by cheque

or draft sent through the post directed to the Member at such Member's address in the Register of Members, or to such person and to such address as the holder may in writing direct.

16.2 In the case of joint holders of shares, any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or draft sent through the post directed to the address of the holder first named in the Register of Members, or to such person and to such address as the holder may in writing direct. If two or more persons are registered as joint holders of any shares any one can give an effectual receipt for any dividend paid in respect of such shares.

16.3 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the payment of any dividend shall comply with the Applicable Public Company Rules and the Law.

17. Capitalization

Subject to the Applicable Law (for so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC) and Articles 12.3(a) and 12.5 (in the case of an issuance of new shares as bonus shares), the Board may capitalize any sum for the time being standing to the credit of the Capital Reserve or other reserve accounts or to the credit of the profit and loss account or otherwise available for distribution by applying such sum in paying up unissued shares to be allotted as fully paid bonus shares pro rata to the Members.

MEETINGS OF MEMBERS

18. Annual General Meetings

18.1 The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year, which shall be called by the Board.

18.2 Subject to Article 18.1, the annual general meeting of the Company may be held at such time and place as the Board shall determine. For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, unless otherwise provided by the Law, the physical annual general meetings shall be held in the ROC. If the Board resolves to hold a physical annual general meeting outside the ROC, the Company shall apply for the approval of the TSE/TPEx within two days after the Board adopts such resolution. Where an annual general meeting is to be held outside the ROC, the Company shall engage a professional stock affairs agent in the ROC to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).

18.3 The general meeting may be held by means of video conference or other methods promulgated by the competent authority of the ROC. For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the conditions, operation procedures and other matters of the general meeting

held by means of video conference shall be in compliance with the Applicable Public Company Rules.

18.4 If Members participate in any general meeting by means of video conference or other communication facilities, as permitted by the Applicable Law, where all persons participating in the meeting communicate with each other simultaneously and instantaneously, the participation in such a meeting shall constitute presence in person at such meeting.

19. Extraordinary General Meetings

19.1 General meetings other than annual general meetings shall be called extraordinary general meetings.

19.2 The Board may convene an extraordinary general meeting of the Company whenever in their judgment such a meeting is necessary or is desirable. Article 18.2 shall apply to extraordinary general meetings.

19.3 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the Board shall on a Member's requisition as defined in Article 19.4 forthwith proceed to convene an extraordinary general meeting of the Company.

19.4 A Member's requisition set forth in Article 19.3 is a requisition of one or more Members of the Company holding in the aggregate at the date of deposit of the requisition not less than three per cent of the total number of issued shares of the Company which as at that date have been held by such Member(s) for at least one year.

19.5 The Member's requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor.

19.6 If the Board does not within fifteen days from the date of the deposit of the Member's requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting in the same manner, as nearly as possible, as that in which general meetings may be convened by the Board. If it is proposed that the extraordinary general meeting be held outside the ROC, an application shall be submitted by such requisitionists to the TSE/TPEx for its prior approval.

19.7 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, any one or more Member(s) may summon an extraordinary general meeting, provided that such Member or Members shall hold more than fifty per cent. of the total issued Shares of the Company for a continuous period of no less than three months. The number of the Shares held by a Member and the period during which a Member holds such Shares, shall be calculated and determined based on the Register of Members as of the first day of the period that the Register of Members shall be closed for transfers.

20. Notice

20.1 Before the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, at least five days' notice of a general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of business to be conducted at the meeting.

20.2 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, at least thirty days' notice of an annual general meeting, and at least fifteen days' notice of an extraordinary general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of the business to be considered at the meeting. The notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior written consent from the recipient(s) thereof.

20.3 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the Board shall fix a record date for determining the Members entitled to receive notice of and to vote at any general meeting of the Company in accordance with Applicable Public Company Rules and close its Register of Members accordingly in accordance with Applicable Public Company Rules.

20.4 Subject to Article 23.4, the accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

20.5 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the Company shall announce to the public the notice of a general meeting, the proxy instrument, agendas and materials relating to the matters to be reported and discussed in the general meetings, including but not limited to, election or discharge of Directors, in accordance with Article 20.2, and shall transmit the same via the Market Observation Post System in accordance with Applicable Public Company Rules. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with Article 20.2. The Board shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be made available to all Members and shall be transmitted to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the Company's total paid-in capital exceeds NT$10 billion at the most recent financial year end date, or if the shareholding of foreign and PRC investors reaches more than 30% of the total number of issued shares as recorded in the Register of Members as of the date of the general meeting held in the most recent financial year, the foregoing transmission of information and materials via or to the Market Observation Post System shall be completed at least thirty days for an annual general meeting.

20.6 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the following matters shall be stated in the notice of a general meeting, with a summary of the major content to be discussed, and shall not be proposed as an extemporary motion:

(a) election or discharge of Directors,

(b) alteration of the Memorandum or the Articles,

(c) capital deduction,

(d) application to terminate the public offering of the Shares,

(e) (i) dissolution, Merger, Share Exchange, or Spin-off, (ii) entering into, amending, or terminating any Lease Contract, Management Contract or Joint Operation Contract, (iii) transfer of the whole or any essential part of the business or assets of the Company, and (iv) acquisition or assumption of the whole of the business or assets of another person, which has a material effect on the operations of the Company,

(f) ratification of an action by Director(s) who engage(s) in business for himself or on behalf of another person that is within the scope of the Company's business,

(g) distribution of the whole or part of the surplus profit of the Company in the form of new shares, capitalization of Capital Reserve and any other amount in accordance with Article 17,

(h) making distributions of new shares or cash out of the reserve, the premium received on the issuance of any shares and income from endowments received by the Company to its Members, and

(i) Private Placement of any equity-related securities to be issued by the Company.

The major content of the above matters can be announced at the website designated by Taiwan securities authority or by the Company, and the Company shall specify the link to the website in the notice of the relevant general meeting.

20.7 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the Board shall keep the Memorandum and the Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the Registered Office (if applicable) and the Company's stock affairs agent located in the ROC. Members may request, from time to time, by submitting document(s) evidencing his interests involved and indicating the designated scope of the inspection, access to inspect, review or make copies of the foregoing documents. If the relevant documents are kept by the Company's stock affairs agent, upon the request of any Member, the Company shall order the Company's stock affairs agent to provide such Member with the requested documents.

20.8 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the Company shall make available all the statements and records prepared by the Board and the report prepared by the Audit Committee which will be submitted to the Members at the annual general meeting at the Registered Office (if applicable) and its stock affairs agent located in the ROC ten days prior to such annual general meeting in accordance with Applicable Public Company Rules. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such inspection and review.

20.9 If the general meeting is convened by the Board and other person entitled to convene a general meeting in accordance with these Articles or any Applicable Law, the Board and such person may request the Company or the Company's stock affairs agent to provide the Register of Members. Upon the request, the Company shall (and shall order the Company's stock affairs agent to) provide the Register of Members.

21. Giving Notice

21.1 Any Notice or document, whether or not to be given or issued under the Articles from the Company to a Member, shall be in writing either by delivering it to such Member in person or by sending it by letter mail or courier service to such Member at his registered address as appearing in the Register of Members or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address. For the purpose of this Article, a notice may be sent via electronic means if so agreed to by the Members in writing.

21.2 Any Notice or other document shall be deemed to be effective when it is sent in accordance with Articles 20 and 21 of the Articles.

Any Notice or document may be given to a Member either in the Chinese language or the English language, subject to due compliance with all Applicable Law, rules and regulations.

This Article shall apply *mutatis mutandis* to the service of any document by a Member on the Company under the Articles.

22. Postponement of General Meeting

The Board may postpone any general meeting called in accordance with the provisions of the Articles provided that notice of postponement is given to each Member before the time for such meeting. A notice stating the date, time and place for the postponed meeting shall be given to each Member in accordance with the provisions of the Articles provided that in the event that the Members resolve to postpone the general meeting to a specified date which is not more than five days, Articles 20.1, 20.2, 20.3, 20.4, 20.5 and 21 do not apply and notice of the adjournment shall not be required.

23 Quorum and Proceedings at General Meetings

23.1 No resolutions shall be adopted unless a quorum is present. Unless otherwise provided for in the Articles, Members present in person or by proxy or in the case of a corporate Member, by corporate representative, representing more than one-half of the total issued shares of the Company entitled to vote, shall constitute a quorum for any general meeting.

23.2 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the Board shall submit business reports, financial statements and proposals for distribution of profits or allocation of losses prepared by it for the purposes of annual general meetings of the Company for ratification by the Members in a manner consistent with the Applicable Public Company Rules. After ratification by the Members at the general meeting, the Board shall distribute copies of or announce to the public the ratified financial statements and the Company's resolutions on distribution of profits or allocation of losses, to each Member or otherwise make the same available to the Members in accordance with the Applicable Public Company Rules.

23.3 Unless otherwise provided in the Articles, a resolution put to the vote of the meeting shall be decided on a poll.

23.4 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, if and to the extent permitted under the Law, nothing in the Articles shall prevent any Member from initiating proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the convening of any general meeting or the passage of any resolution in violation of applicable laws or regulations or the Articles within thirty days after passing of such resolution. The Taipei District Court, ROC, may be the court for adjudicating any disputes arising out of the foregoing.

23.5 Unless otherwise expressly required by the Law, the Memorandum or the Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.

23.6 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, Member(s) holding one per cent or more of the Company's total issued shares immediately prior to the relevant book close period, during which the Company closed its Register of Members, may propose to the Company in writing or any electronic means designated by the Company one matter for discussion at an annual general meeting. The Company shall give a public notice in such manner and at such time as permitted by Applicable Law specifying the place and a period of not less than ten days for Members to submit proposals. The Board shall include the proposal in the agenda of the annual general meeting unless (a) the proposing Member(s) holds less than one per cent of the Company's total issued shares, (b) the matter of such proposal may not be resolved by a general meeting or the proposal exceeds 300 Chinese

words; (c) the proposing Member(s) has proposed more than one proposal; or (d) the proposal is submitted to the Company outside the period fixed and announced by the Company for accepting Member(s)' proposal(s). If the purpose of the proposal is to urge the Company to promote public interests or fulfil its social responsibilities, the Board may accept such proposal to be discussed in general meeting.

23.7 The rules and procedures of general meetings shall be established by the Board and approved by an Ordinary Resolution, and such rules and procedures shall be in accordance with the Law, the Articles and the Applicable Public Company Rules.

24. Chairman to Preside

24.1 In the event that the general meeting is convened by the Board, the Chairman shall act as chairman at all meetings of the Members at which such person is present. In his absence the Directors who are present at the general meeting shall elect one from among themselves to act as the chairman at such meeting in lieu of the Chairman.

24.2 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the chairman at all meetings of the Members shall be appointed or elected in accordance with the Applicable Public Company Rules.

25. Voting on Resolutions

25.1 Subject to any rights, privileges or restrictions attached to any share, every Member who (being an individual) is present in person or by proxy or (in the case of a corporation or other non-natural person) by duly authorized corporate representative(s) or by proxy shall have one vote for every share of which he is the holder. A Member who holds shares for benefit of others, need not use all his votes or cast all the votes he holds in the same way as he uses his votes in respect of shares he holds for himself. The qualifications, scope, methods of exercise, operating procedures and other matters with respect to exercising voting power separately shall comply with the Applicable Public Company Rules.

25.2 No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of shares unless he is registered as a Member on the record date for such meeting nor unless he has paid all the calls on all shares held by such Member.

25.3 Votes may be cast either in person or by proxy. A Member may appoint another person as his proxy by specifying the scope of appointment in the proxy instrument prepared by the Company to attend and vote at a general meeting, provided that a Member may appoint only one proxy under one instrument to attend and vote at such meeting.

25.4 Subject to the Law, for so long as the shares are traded on the ESM or listed on

the TPEx or the TSE in the ROC, the Company shall provide the Members with a method for exercising their voting power by way of electronic transmission. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or electronic transmission. Any Member who intends to exercise his voting power by way of a written ballot or by way of electronic transmission shall serve the Company with his voting decision at least two days prior to the date of such general meeting. Where more than one voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the later-received voting decision. A Member who exercises his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to vote his shares at the general meeting only in the manner directed by his written instrument or electronic document. The chairman of the general meeting 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 said general meeting. For the purpose of clarification, such Members voting in such manner 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.

25.5 In the event any Member who intended to exercise his voting power by way of a written ballot or electronic transmission and has served his voting decision on the Company pursuant to Article 25.4 later intends to attend the general meetings in person, he shall, at least two days prior to the date of such general meeting, serve the Company with a separate notice revoking his previous voting decision. Such separate notice shall be sent to the Company in the same manner (e.g., by courier, registered mail or electronic transmission, as applicable) as the previous voting decision under Article 25.4 was given to the Company. Votes by way of a written ballot or electronic transmission shall remain valid if the relevant Member fails to revoke his voting decision before the prescribed time.

25.6 A Member who has served the Company with his voting decision in accordance with Article 25.4 for the purpose of exercising his voting power by way of a written ballot or by way of electronic transmission may appoint a person as his proxy to attend the meeting in accordance with the Articles, in which case the vote cast by such proxy shall be deemed to have revoked his previous voting decision served on the Company and the Company shall only count the vote(s) cast by such expressly appointed proxy at the meeting.

26. Proxies

26.1 The instrument of proxy shall be in the form approved by the Board from time to time and be expressed to be for a particular meeting only. The form of proxy

shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Member, proxy and the solicitor (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.

26.2 An instrument of proxy shall be in writing, be executed under the hand of the appointor in writing, or, if the appointor is a corporation or other non-natural person, under the hand of an officer or attorney who is duly authorized for that purpose. A proxy need not be a Member of the Company.

26.3 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, subject to the Applicable Public Company Rules, except for an ROC trust enterprise or stock affair agents approved pursuant to Applicable Public Company Rules, save with respect to the Chairman being deemed appointed as proxy under Article 25.4, in the event a person acts as the proxy for two or more Members, the total number of issued and voting shares entitled to be voted as represented by such proxy shall be no more than three per cent of the total number of issued and voting shares of the Company immediately prior to the relevant book closed period, during which the Company close its Register of Member; any vote in respect of the portion in excess of such three per cent threshold shall not be counted.

26.4 In the event that a Member exercises his voting power by way of a written ballot or electronic transmission and has also authorized a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any Member who has authorized a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at least two days prior to the date of such general meeting, serve the Company with a separate notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.

26.5 The instrument of proxy shall be deposited at the Registered Office or the office of the Company's stock affairs agent in the ROC or at such other place as is specified for that purpose in the notice convening the meeting, or in any instrument of proxy sent out by the Company not less than five days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, save with respect to the Chairman being deemed appointed as proxy under Article 25.4. Where more than one instrument to vote are received from the same Member by the Company, the first instrument received shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous proxy in the later-received instrument.

27. Proxy Solicitation

For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the use and solicitation of proxies shall be in compliance with the Applicable Public Company Rules, including but not limited to "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies."

28. Dissenting Member's Appraisal Right

28.1 Subject to compliance with the Law, in the event any of the following resolutions is passed at general meetings, any Member who has abstained from voting in respect of or voted against such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the meeting, may request the Company to purchase all of his shares at the then prevailing fair price:

(a) the Company proposes to enter into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;

(b) the Company transfers the whole or an essential part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company;

(c) the Company acquires or assumes the whole business or assets of another person, which has a material effect on the operation of the Company;

(d) the Company proposes to undertake a Spin-off, Merger or Share Exchange; or

(e) the Company generally assumes all the assets and liabilities of another person or generally assigns all its assets and liabilities to another person.

Shares which have been abstained from voting in accordance with this Article 28.1 shall not be counted in determining the number of votes of the Members being cast at a general meeting but shall be counted towards the quorum of the general meeting.

28.2 Subject to compliance with the Law, any Member exercising his rights in accordance with Article 28.1 (the "**Dissenting Member**") shall, within twenty (20) days from the date of the resolution passed at the general meeting, give his written notice of objection with the repurchase price proposed by him. If the Company and the Dissenting Member agree on a price at which the Company will purchase the Dissenting Member's shares, the Company shall make the payment within ninety (90) days from the date of the resolution passed at the general meeting. If, within ninety (90) days from the date of the resolution passed at the general meeting, the Company and the Dissenting Member fail to agree on a price at which the Company will purchase the Dissenting Member's shares, the Company shall pay the fair price it deems fit to the Dissenting Member within ninety (90) days from the date of the resolution passed at the general meeting. If the Company fails to pay the fair price it deems fit to the

Dissenting Member within the ninety (90)-day period, the Company shall be deemed to agree on the repurchase price proposed by such Dissenting Member.

28.3 Subject to compliance with the Law, if, within sixty (60) days from the date of the resolution passed at the general meeting, the Company and the Dissenting Member fail to agree on a price at which the Company will purchase such Dissenting Member's shares, then, within thirty (30) days immediately following the date of the expiry of such sixty (60)-day period, the Company shall file a petition with the court against all the Dissenting Members for a determination of the fair price of the shares held by all the Dissenting Members. The Taiwan Taipei District Court, ROC, may be the court of the first instance for this matter.

28.4 Notwithstanding the above provisions under this Article 28, nothing under this Article shall restrict or prohibit a Member from exercising his right under section 238 of the Law to payment of the fair value of his shares upon dissenting from a merger or consolidation.

29. Shares that May Not be Voted

29.1 Shares held:

(a) by the Company itself;

(b) by any entity in which the Company owns, legally or beneficially, more than fifty per cent of its total issued and voting share or share capital; or

(c) by any entity in which the Company, together with (i) the holding company of the Company and/or (ii) any Subsidiary of (a) the holding company of the Company or (b) the Company owns, legally or beneficially, directly or indirectly, more than fifty per cent of its issued and voting share or share capital;

shall not carry any voting rights nor be counted in the total number of issued shares at any given time but only for so long as the circumstances as set out in sub-paragraphs (a) to (c) (as applicable) above continue.

29.2 A Member who has a personal interest in any motion discussed at a general meeting, which interest may be in conflict with and impair those of the Company, shall abstain from voting such Member's shares in regard to such motion and such shares shall not be counted in determining the number of votes of the Members present at the said meeting. However, such shares may be counted in determining the number of shares of the Members present at such general meeting for the purposes of determining the quorum. The aforementioned Member shall also not vote on behalf of any other Member.

29.3 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, if the number of shares pledged by a Director at any time amounts to more than fifty per cent of the total shares held by such Director at the time of his latest appointment, such pledged shares exceeding fifty per cent

of the total shares held by such Director at the time of his latest appointment, up to fifty per cent of the total number of shares held by the Director at the time of his latest appointment, shall not carry any voting rights and such above-threshold shares shall not be counted in determining the number of votes of the Members present at a general meeting.

30. Voting by Joint Holders of Shares

In the case of joint holders, the joint holders should appoint among themselves one person to exercise the rights of a Member pursuant to the Applicable Public Company Rules. In case no agreement is reached among the joint holders, the vote of the senior who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

31. Representation of Corporate Member

31.1 A corporation or non-natural person which is a Member may, by written instrument, authorize such person or persons as it thinks fit to act as its representative at any meeting of the Members and any person so authorized shall be entitled to exercise the same powers on behalf of the corporation or such non-natural person which such person represents as that corporation or non-natural person could exercise if it were an individual Member, and that Member shall be deemed to be present in person at any such meeting attended by its authorized representative or representatives.

31.2 Notwithstanding the foregoing, the chairman of the meeting may accept such assurances as he thinks fit as to the right of any person to attend and vote at general meetings on behalf of a corporation or non-natural person which is a Member.

32. Adjournment of General Meeting

The chairman of a general meeting may, with the consent of a majority in number of the Members present at any general meeting at which a quorum is present, and shall if so directed, adjourn the meeting. Unless the meeting is adjourned to a specific date, place and time announced at the meeting being adjourned, or if the meeting is adjourned for more than five days, a notice stating the date, place and time for the resumption of the adjourned meeting shall be given to each Member entitled to attend and vote thereat in accordance with the provisions of the Articles.

33. Directors Attendance at General Meetings

The Directors of the Company shall be entitled to receive notice of, attend and be heard at any general meeting.

DIRECTORS AND OFFICERS

34. Number and Term of Office of Directors

34.1 There shall be a Board consisting of no less than 5 and no more than 9 persons.

The term of office for each Director shall not exceed a period of three years provided that in the event the expiration of the term of office of such Directors would otherwise leave the Company with no Directors, the term of office of such Directors shall be extended automatically to the date of the general meeting next following the expiration of such term, at which new Directors will be elected to assume office. Directors may be eligible for re-election. The Company may from time to time by Special Resolution increase or reduce the number of Directors, subject to the foregoing and the Applicable Law.

34.2 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, unless otherwise approved by the ROC competent authority, the number of Directors having a spousal relationship or Familial Relationship within Second Degree of Kinship with any other Directors shall be less than half of the total number of Directors.

34.3 In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 34.2, the non-qualifying Director(s) who was elected with the fewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided for in Article 34.2. Any person who has already served as a Director but is in violation of the aforementioned requirements shall be automatically discharged from his office effective from such violation without any action required on behalf of the Company.

34.4 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three Independent Directors accounting for not less than one-fifth of the total number of Directors. To the extent required by the Applicable Public Company Rules, at least one of the Independent Directors shall be domiciled in the ROC and at least one of them shall have accounting or financial expertise. Before the shares are listed on the TPEx or the TSE in the ROC, the Board may resolve that the Company shall hold an election of Independent Director(s) at the general meeting.

34.5 The Directors (including Independent Directors and Directors other than Independent Directors) shall be nominated by adopting the candidate nomination system specified in the Applicable Public Company Rules.

34.6 Independent Directors shall have professional knowledge and shall maintain independence within the scope of their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be consistent with the Applicable Public Company Rules.

35. Election of Directors

35.1 The Company may at a general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 35.2. Members present in person or by proxy, representing more than one-half of the total issued shares shall constitute a quorum for any general meeting to elect one or more Directors.

35.2 The Director(s) shall be elected 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:

(a) 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 (including the Independent Directors and non-independent Directors) nominated for appointment at the general meeting;

(b) the Member(s) may vote all or part of their cumulated votes in respect of one or more Director or non-independent Director candidates;

(c) such number of Director candidates receiving the highest number of votes in the same category (namely, independent or non-independent) of Directors to be elected shall be appointed; and

(d) where two or more Director candidates in the same category receive the same number of votes and as a result the total number of new Directors in such category intended to be appointed is exceeded, there shall be a draw by such Director candidates receiving the same number of votes to determine who shall be appointed; the chairman of the meeting shall draw for a Director nominated for appointment who is not present at the general meeting.

35.3 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, if the number of Independent Directors is less than three persons due to the resignation or removal of such Independent Directors for any reason, the Company shall hold an election of Independent Directors at the next following general meeting. If all of the Independent Directors are resigned or removed, the Board shall hold, within sixty days from the date of resignation or removal of last Independent Director, a general meeting to elect succeeding Independent Directors to fill the vacancies.

35.4 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, if the number of Directors is less than five persons due to the vacancy of Director(s) for any reason, the Company shall call an election of Director(s) at the next following general meeting to fill the vacancies. When the number of vacancies in the Board of the Company equals to one third of the total number of Directors elected, the Board shall hold, within sixty days from the date of the occurrence of vacancies, a general meeting to elect succeeding Directors to fill the vacancies.

35.5 Any corporation (or other legal entity) which is a Member shall be entitled to

appoint such person or persons as its representative to be elected as a Director.

36. Removal of Directors

36.1 The Company may from time to time by Supermajority Resolution remove any Director from office, whether or not appointing another in his stead. Where re-election of all Directors is effected prior to the expiration of the term of office of existing Directors, the term of office of all current Directors is deemed to have expired on the date of the re-election or any other date as otherwise resolved by the Members at the general meeting if the Members do not resolve that all current Directors will only retire at the expiration of their present term of office. Members present in person or by proxy, representing more than one-half of the total issued shares shall constitute a quorum for any general meeting to re-elect all Directors. If the term of office of all Directors expires at the same time and no general meeting was held before such expiry for re-election, their term of office shall continue and be extended to such time when new Directors are elected or re-elected in the next general meeting and they commence their office.

36.2 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, in case a Director has, in the course of performing his duties, committed any act resulting in material damages to the Company or is in serious violation of applicable laws, regulations and/or the Articles, but has not been removed by a Supermajority Resolution, the Member(s) holding three per cent or more of the total number of issued shares of the Company may, within thirty days after such general meeting, to the extent permissible under Applicable Law, institute a lawsuit to remove such Director. The Taiwan Taipei District Court, ROC, may be the court of for this matter.

37. Vacation of Office of Director

37.1 The office of Director shall be vacated:

(a) if the Director is removed from office pursuant to Article 36.1;

(b) if the Director dies;

(c) if the Director is automatically discharged from his office in accordance with Article 34.3;

(d) if the Director resigns his office by notice in writing to the Company;

(e) if the Director is the subject of a court order for his removal in accordance with Article 36.2; or

(f) with immediate effect without any action required on behalf of the Company if

(i) the Director has been adjudicated bankrupt or the court has declared a liquidation process in connection with the Director, and such Director has not been reinstated to his rights and privileges;

(ii) an order is made by any competent court or official on the grounds that the Director has no legal capacity, or his legal capacity is restricted according to Applicable Law;

(iii) the Director has been adjudicated of the commencement of assistantship (as defined under the Taiwan Civil Code) or similar declaration and such assistantship/declaration has not been revoked yet;

(iv) the Director has committed an offence as specified in the ROC Statute for Prevention of Organizational Crimes and subsequently has been adjudicated guilty by a final judgment, and (A) has not started serving the sentence, (B) has not completed serving the sentence, (C) the time elapsed after completion of serving the sentence or expiration of the probation is less than five years, or (D) was pardoned for less than five years;

(v) the Director has committed an offence in terms of fraud, breach of trust or misappropriation and subsequently has been punished with imprisonment for a term of more than one year by a final judgement, and (A) has not started serving the sentence, (B) has not completed serving the sentence, (C) the time elapsed after completion of serving the sentence or expiration of the probation is less than two years, or (D) was pardoned for less than two years;

(vi) the Director has been adjudicated guilty by a final judgment for committing offenses under the Taiwan Anti-Corruption Act, and (A) has not started serving the sentence, (B) has not completed serving the sentence, (C) the time elapsed after completion of serving the sentence or expiration of the probation is less than two years, or (D) was pardoned for less than two years; or

(vii) the Director has been dishonored for use of credit instruments, and the term of such sanction has not expired yet.

In the event that any of the foregoing events specified in Article 37.1(f) has occurred in relation to a candidate for election of Director, such person shall be disqualified from being elected as a Director.

37.2 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, in case a Director (other than an Independent Director) has, during the term of office as a Director, transferred more than one half of the Company's shares being held by him at the time he was elected, he shall, ipso facto, be removed automatically from the office of Director with immediate effect and in such case no approval from the Members shall be required.

37.3 For so long as the shares are traded on the ESM or listed on the TPEX or the TSE in the ROC, the election of a newly elected Director (other than an

Independent Director) shall be forthwith invalidated if said Director, before assuming office, transferred more than one half of the shares being held by him at the time of his election as a Director, or if said Director, during the book closure period prior to a general meeting, has transferred more than one half of the shares being held by him.

38. Compensation of Directors

38.1 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the Board shall, in accordance with the Applicable Public Company Rules, establish a Compensation Committee comprised of at least three members, one of whom shall be an Independent Director. The professional qualifications of the members of the Compensation Committee, the responsibilities, powers and other related matters of the Compensation Committee shall comply with the Applicable Public Company Rules. Upon the establishment of the Compensation Committee, the Board shall, by a resolution, adopt a charter for the Compensation Committee the provisions of which shall be consistent with the Applicable Public Company Rules. Before the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the Board may resolve to establish a Compensation Committee.

38.2 The compensation referred in the preceding Article shall include the compensation, stock option and other incentive payments of Directors and managers of the Company.

38.3 The compensation of the Directors may be decided by the Board by reference to recommendation made by the Compensation Committee (if established), the standard generally adopted by other enterprises in the same industry, and shall be paid in cash only. The Directors may also be paid all travel, hotel and other expenses properly incurred by them in attending and returning from the meetings of the Board, any committee appointed by the Board, general meetings of the Company, or in connection with the business of the Company or their duties as Directors generally. A Director is also entitled to distribution of profits of the Company if permitted by the Law, the Applicable Public Company Rules, the service agreement or other similar contract that he has entered into with the Company.

39. Defect in Election of Director

Subject to Article 23.4 and the Applicable Law, all acts done in good faith by the Board or by a committee of the Board or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the election of any Director, or that they or any of them were disqualified, be as valid as if every such person had been duly elected and was qualified to be a Director.

40. Directors to Manage Business

The business of the Company shall be managed and conducted by the Board. In

managing the business of the Company, the Board may exercise all such powers of the Company as are not, by the Law or by the Articles, required to be exercised by the Company in general meeting subject, nevertheless, to the Articles, the provisions of the Law, and to such directions as may be prescribed by the Company in general meeting.

41. Powers of the Board of Directors

Without limiting the generality of Article 40 and subject to the Applicable Law, the Board may:

(a) appoint, suspend, or remove any manager, secretary, clerk, agent or employee of the Company and may fix their compensation and determine their duties;

(b) exercise all the powers of the Company to borrow money and to mortgage or charge or otherwise grant a security interest in its undertaking, property and uncalled capital, or any part thereof, and may issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party;

(c) appoint one or more Directors to the office of managing director or chief executive officer of the Company, who shall, subject to the control of the Board, supervise and administer all of the general business and affairs of the Company;

(d) appoint a person to act as manager of the Company's day-to-day business and may entrust to and confer upon such manager such powers and duties as it deems appropriate for the transaction or conduct of such business;

(e) by power of attorney, appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Board, to be an attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) and for such period and subject to such conditions as it may think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorize any such attorney to sub-delegate all or any of the powers, authorities and discretions so vested in the attorney. Such attorney may, if so authorized, execute any deed or instrument in any manner permitted by the Law;

(f) procure that the Company pays all expenses incurred in promoting and incorporating the Company;

(g) delegate any of its powers (including the power to sub-delegate) to a committee of one or more persons appointed by the Board and every such committee shall conform to such directions as the Board shall impose on them. Subject to any directions or regulations made by the Directors for this purpose, the meetings and proceedings of any such committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Board;

(h) delegate any of its powers (including the power to sub-delegate) to any person on such terms and in such manner as the Board sees fit;

(i) present any petition and make any application in connection with the liquidation or reorganization of the Company;

(j) in connection with the issue of any share, pay such commission and brokerage as may be permitted by law; and

(k) authorize any company, firm, person or body of persons to act on behalf of the Company for any specific purpose and in connection therewith to execute any agreement, document or instrument on behalf of the Company.

42. Register of Directors and Officers

42.1 The Board shall cause to be kept in one or more books at the Registered Office a Register of Directors and Officers in accordance with the Law and shall enter therein the following particulars with respect to each Director and Officer:

(a) first name and surname; and

(b) address.

42.2 The Board shall, within the period of sixty days from the occurrence of:

(a) any change among its Directors and Officers; or

(b) any change in the particulars contained in the Register of Directors and Officers,

cause to be entered on the Register of Directors and Officers the particulars of such change and the date on which such change occurred, and shall notify the Registrar of Companies in accordance with the Law.

43. Officers

The Officers shall consist of a Secretary and such additional Officers as the Board may determine all of whom shall be deemed to be Officers for the purposes of the Articles.

44. Appointment of Officers

The Secretary (and additional Officers, if any) shall be appointed by the Board from time to time.

45. Duties of Officers

The Officers shall have such powers and perform such duties in the management, business and affairs of the Company as may be delegated to them by the Board from time to time.

46. Compensation of Officers

The Officers shall receive such compensation as the Board may determine.

47. Conflicts of Interest

47.1 Any Director, or any Director's firm, partner or any company with whom any Director is associated, may act in any capacity for, be employed by or render services to the Company and such Director or such Director's firm, partner or

company shall be entitled to compensation as if such Director were not a Director; provided that this Article 47.1 shall not apply to Independent Directors.

47.2 Notwithstanding anything to the contrary contained in this Article 47, a Director who is directly or indirectly interested in any matter under discussion at a meeting of the Directors or a contract or proposed contract or arrangement with the Company shall declare the nature and the essential contents of such interest at the relevant meeting of the Directors as required by the Applicable Law. If the Company proposes to enter into any transaction specified in Article 28.1 or effect other forms of mergers and acquisitions in accordance with Applicable Law, a Director who has a personal interest in such transaction shall declare the essential contents of such personal interest and the reason why he believes that the transaction is advisable or not advisable at the relevant meeting of the Directors and the general meeting as required by the Applicable Law. The Company shall, in the notice of a general meeting, disclose the essential contents of such Director's personal interest and the reason why such Director believes that the transaction is advisable or not advisable. The essential contents can be announced at the website designated by Taiwan securities authority or by the Company, and the Company shall specify the link to the website in the notice of the relevant general meeting. Where the spouse, the person related to a Director by blood and within the second degree, or any company which has a controlling or controlled relation with a Director has interests in the matters under discussion in the meeting of the Directors, such Director shall be deemed to have a personal interest in the matter. The terms "controlling" and "controlled" shall be interpreted in accordance with the Applicable Public Company Rules.

47.3 Notwithstanding anything to the contrary contained in this Article 47, a Director who has a personal interest in the matter under discussion at a meeting of the Directors, which may conflict with and impair the interest of the Company, shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the Board meeting.

47.4 Notwithstanding anything to the contrary contained in this Article 47, a Director who is engaged in anything on his own account or on behalf of another person, which is within the scope of the Company's business, shall explain to the Members in a general meeting the essential contents of such conduct and seek their approval by Supermajority Resolution.

48. Indemnification and Exculpation of Directors and Officers

48.1 The Directors and Officers of the Company and any trustee for the time being acting in relation to any of the affairs of the Company and every former director, officer or trustee and their respective heirs, executors, administrators, and

personal representatives (each of which persons being referred to in this Article as an "indemnified party") shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, or in their respective offices or trusts, and no indemnified party shall be answerable for the acts, receipts, neglects or defaults of the others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud, dishonesty or breach of duties provided under Article 48.4 which may attach to any of the said persons.

48.2 The Company may purchase and maintain insurance for the benefit of any Director or Officer of the Company against any liability incurred by him in his capacity as a Director or Officer of the Company or indemnifying such Director or Officer in respect of any loss arising or liability attaching to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which the Director or Officer may be guilty in relation to the Company or any Subsidiary thereof.

48.3 To the extent permitted under the laws of the Cayman Islands, Members continuously holding one per cent or more of the total issued shares of the Company for six months or longer may:

(a) request in writing the Board to authorize any Independent Director of the Audit Committee to file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or

(b) request in writing any Independent Director of the Audit Committee to file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or

the Member(s) may, to the extent permitted under the laws of the Cayman Islands, file a petition with the Taipei District Court, ROC for and on behalf of the Company against the relevant Directors within thirty days after such Member(s) having made the request under the preceding clause (a) or (b) if (i) in the case of clause (a), the Board fails to make such authorization or the Independent Director of the Audit Committee having been authorized by the Board fails to file such petition, or (ii) in the case of clause (b), the Independent Director of the Audit Committee fails to file such petition.

48.4 Without prejudice and subject to the general directors' duties that a Director owe to the Company and the Members under common law principals and the laws of the Cayman Islands, a Director shall perform his fiduciary duties of loyalty and due care of a good administrator in the course of conducting the Company's business, and shall indemnify the Company, to the maximum extent legally permissible, from any loss incurred or suffered by the Company arising from breach of his fiduciary duties. If a Director has made any profit for the benefit of himself or any third party as a result of any breach of his fiduciary duties, the Company shall, if so resolved by the Members by way of an Ordinary Resolution, take all such actions and steps as may be appropriate and to the maximum extent legally permissible to seek to recover such profit from such relevant Director. If a Director has, in the course of conducting the Company's business, violated any laws or regulations that causes the Company to become liable for any compensation or damages to any person, such Director shall become jointly and severally liable for such compensation or damages with the Company and if any reason such Director is not made jointly and severally liable with the Company, such Director shall indemnify the Company for any loss incurred or suffered by the Company caused by a breach of duties by such Director. The Officers, in the course of performing their duties to the Company, shall assume such duties and obligations to indemnify the Company in the same manner as if they are Directors.

MEETINGS OF THE BOARD OF DIRECTORS

49. Board Meetings

49.1 Board meetings shall be convened by the Chairman, and the Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit.

49.2 The Company shall hold regular meetings of the Board at least on a quarterly basis and for so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, such meetings shall be held in compliance with the Applicable Public Company Rules.

49.3 A resolution shall be passed by a majority vote of the Directors present at the meeting and entitled to vote on such resolution, and in the case of equality of votes the resolution shall fail. For these purposes, where Directors present and entitled to vote at the meeting do not cast a vote at the meeting, such Directors will be deemed to vote against the resolution.

49.4 A Director may be represented at any meetings of the Board by a proxy appointed in writing by him. The proxy shall count towards the quorum and the vote of the proxy shall for all purposes be deemed to be that of the appointing Director.

49.5 The instrument appointing a proxy shall be in writing in such form as the Board may approve and may at any time be revoked in like manner, and notice of every such appointment or revocation in like manner.

49.6 A proxy must be a Director and can only act on behalf of one appointing Director at a meeting of the Board.

50. Notice of Board Meetings

50.1 The Chairman may, and the Secretary on the requisition of the Chairman shall, at any time summon a meeting of the Board.

50.2 Before the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, at least forty-eight hours prior notice shall be given for any meeting of the Board provided that in the case of urgent circumstances as agreed by a majority of the Directors, a meeting of the Board may be convened on short notice, or be held any time after notice has been given to every Director or be convened without prior notice if all Directors agree. For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, to convene a meeting of the Board, a notice setting forth therein the matters to be considered and if appropriate, approved at the meeting shall be given to each Director no later than seven days prior to the scheduled meeting date. However, in the case of emergency as agreed by a majority of the Directors, the meeting may be convened with a shorter notice period in a manner consistent with the Applicable Public Company Rules. For the purpose of this Article, a notice may be sent via electronic means if so agreed to by the Directors.

51. Participation in Meetings by Video Conference

Directors may participate in any meeting of the Board by means of video conference or other communication facilities, as permitted by the Applicable Law, where all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

52. Quorum at Board Meetings

The quorum for a meeting of the Board shall be more than one-half of the total number of the Directors.

53. Board to Continue in the Event of Vacancy

The Board may act notwithstanding any vacancy in its number.

54. Chairman to Preside

The Chairman, if there be one, shall act as chairman at all meetings of the Board at which such person is present. In his absence a chairman shall be appointed or elected in accordance with the Applicable Public Company Rules.

55. Validity of Prior Acts of the Board

No regulation or alteration to the Articles made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation or alteration had not been made.

CORPORATE RECORDS

56. Minutes

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

(a) of all elections and appointments of Officers;

(b) of the names of the Directors present at each meeting of the Board and of any committee appointed by the Board; and

(c) of all resolutions and proceedings of general meetings of the Members, meetings of the Board, meetings of managers and meetings of committees appointed by the Board.

57. Register of Mortgages and Charges

57.1 The Directors shall cause to be kept the Register of Mortgages and Charges required by the Law.

57.2 The Register of Mortgages and Charges shall be open to inspection by Members and creditors in accordance with the Law, at the Registered Office on every business day in the Cayman Islands, subject to such reasonable restrictions as the Board may impose, so that not less than two hours in each such business day be allowed for inspection.

58. Form and Use of Seal

58.1 The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorized by the Directors in that behalf; and, until otherwise determined by the Directors, the Seal shall be affixed in the presence of a Director or the Secretary or an assistant secretary or some other person authorized for this purpose by the Directors or the committee of Directors.

58.2 Notwithstanding the foregoing, the Seal may without further authority be affixed by way of authentication to any document required to be filed with the Registrar of Companies in the Cayman Islands, and may be so affixed by any Director, Secretary or assistant secretary of the Company or any other person or institution having authority to file the document as aforesaid.

58.3 The Company may have one or more duplicate Seals, as permitted by the Law; and, if the Board thinks fit, a duplicate Seal may bear on its face of the name of the country, territory, district or place where it is to be issued.

ACCOUNTS

59. Books of Account

59.1 The Board shall cause to be kept proper records of account with respect to all

transactions of the Company and in particular with respect to:

(a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure relates;

(b) all sales and purchases of goods by the Company; and

(c) all assets and liabilities of the Company.

Such books of account shall be kept for at least five years from the date they are prepared.

59.2 Such records of account shall be kept and proper books of account shall not be deemed to be kept with respect to the matters aforesaid if there are not kept, at such place as the Board thinks fit, such books as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

59.3 The instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with the Articles and relevant rules and regulations shall be kept for at least one year. However, if a Member institutes a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information mentioned herein, they shall be kept until the conclusion of the litigation if longer than one year.

60. Financial Year End

Unless the Directors otherwise specify, the financial year of the Company:

(a) shall end on 31st December in the year of its incorporation and each following year; and

(b) shall begin when it was incorporated and on 1st January each following year.

AUDIT COMMITTEE

61. Number of Audit Committee Members

For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the Board shall set up an Audit Committee. The Audit Committee shall comprise solely of Independent Directors and all Independent Directors shall be members of the Audit Committee. The number of Audit Committee members shall not be less than three. One of the Audit Committee members shall be appointed as the convener to convene meetings of the Audit Committee from time to time and at least one of the Audit Committee members shall have accounting or financial expertise. A valid resolution of the Audit Committee requires approval of one-half or more of all its members. Before the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the Board may resolve to establish an Audit Committee.

62. Powers of Audit Committee

62.1 The Audit Committee (if established) shall have the responsibilities and powers as specified under the Applicable Public Company Rules. Any of the following matters of the Company shall require the consent of one-half or more of all

Audit Committee members and be submitted to the Board for resolution:

(a) adoption of or amendment to an internal control system;

(b) assessment of the effectiveness of the internal control system;

(c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others;

(d) any matter relating to the personal interest of the Directors;

(e) a material asset or derivatives transaction;

(f) a material monetary loan, endorsement, or provision of guarantee;

(g) the offering, issuance, or Private Placement of any equity-related securities;

(h) the hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;

(i) the appointment or discharge of a financial, accounting, or internal auditing officer;

(j) approval of annual and semi-annual/second quarter financial reports (if applicable under the Applicable Public Company Rules); and

(k) any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.

With the exception of item (j), any other matter that has not been approved with the consent of one-half or more of all Audit Committee members may be undertaken upon the consent of two-thirds or more of the members of the Board, and the resolution of the Audit Committee shall be recorded in the minutes of the Directors meeting.

62.2 Subject to the Applicable Law and to the extent permitted under the laws of the Cayman Islands, the Independent Directors of the Audit Committee shall supervise the execution of business operations of the Company, and may at any time or from time to time investigate the business and financial conditions of the Company, examine the accounting books and documents, and request the Board or Officers to report on matters referred to above. Subject to the Applicable Law and to the extent permitted under the laws of the Cayman Islands, the Board may authorize any Independent Director of the Audit Committee to appoint on behalf of the Company, a practicing lawyer and independent auditors to conduct the examination.

62.3 The Audit Committee shall audit the various financial statements and records prepared by the Board for submission to the general meeting, and shall report their findings and opinions at such meeting.

62.4 Subject to compliance with the Law, before the meeting of the Board resolves any matter specified in Article 28.1 or other mergers and acquisitions in accordance with the Applicable Law, the Audit Committee shall review the fairness and reasonableness of the relevant merger and acquisition plan and transaction, and report its review results to the meeting of the Board and the general meeting; provided, however, that such review results need not be submitted to the general meeting if the approval of the Members is not required under the Applicable Law. When the Audit Committee conducts the review, it shall engage an independent expert to issue an opinion on the fairness of the share exchange ratio, cash consideration or other assets to be offered to the Members. The review results of the Audit Committee and the fairness opinion issued by the independent expert shall be distributed to the Members, along with the notice of the general meeting; provided, however, that the Company can only report matters relating to such merger and acquisition at the next following general meeting if the approval of the Members is not required under the Applicable Law. Such review results and fairness opinion shall be deemed to have been distributed to the Members if the same have been uploaded onto the website designated by the Taiwan securities authority and made available to the Members for their inspection and review at the venue of the general meeting.

VOLUNTARY DISSOLUTION AND WINDING-UP

63. Voluntary Dissolution and Winding-Up

63.1 The Company may be voluntarily wound-up in accordance with Article 12.4.

63.2 If the Company shall be wound up the liquidator may, with the sanction of a Special Resolution, divide amongst the Members in specie or in 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 of Members subject to the Applicable Law. The liquidator may, with the like sanction, vest the whole or any part of such assets in the trustees upon such trusts for the benefit of the Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any shares or other securities or assets whereon there is any liability.

CHANGES TO CONSTITUTION

64. Changes to Articles

Subject to the Law and to the conditions contained in the Memorandum, the Company may, by Special Resolution, alter or add to the Articles.

LITIGIOUS AND NON-LITIGIOUS AGENT

65. Appointment of Litigious and Non-Litigious Agent

For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the

ROC, the Company shall appoint a Litigious and Non-Litigious Agent pursuant to the Applicable Law to act as the Company's responsible person in the ROC under the Securities and Exchange Law of the ROC to handle matters stipulated in the Securities and Exchange Law of the ROC and the relevant rules and regulations thereto. The Litigious and Non-Litigious Agent shall be an individual who has a residence or domicile in the ROC.

OTHERS

66. Shareholder Protection Mechanism

If the Company proposes to undertake:

(a) a merger or consolidation which will result in the Company being dissolved;

(b) a sale, transfer or assignment of all of the Company's assets and businesses to another entity;

(c) a Share Exchange; or

(d) a Spin-off,

which would result in the termination of the Company's listing on the TPEx or the TSE, and where (in the case of (a) above) the surviving entity, (in the case of (b) above) the transferee, (in the case of (c) above) the entity whose shares has been allotted in exchange for the Company's shares and, (in the case of (d) above) the existing or newly incorporated spun-off company's shares are not listed on the TPEx or the TSE, then in addition to any requirements to be satisfied under the Law, such action shall be first approved at a general meeting by a resolution passed by members holding two-thirds or more of the votes of the total number of issued shares of the Company.

67. ROC Securities Laws and Regulations

For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the qualifications, composition, appointment, removal, exercise of functions and other matters with respect to the Directors, Independent Directors, Compensation Committee and Audit Committee which are required to be followed by the Company shall comply with the applicable ROC securities laws and regulations.

68. Social Responsibilities

When the Company conducts the business, the Company shall comply with the laws and regulations as well as business ethics and may take actions which will promote public interests in order to fulfill its social responsibilities.

英屬開曼群島商泰金投資控股股份有限公司

股東會議事規則

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，爰依中華民國上市上櫃公司治理實務守則第五條規定訂定本規則，以資遵循。

第 二 條：本公司股東會之議事規則，除法令或本公司章程另有規定者外，應依本規則辦理。

第 三 條：本公司股東會除本公司章程或法令另有規定外，由董事會召集之。

本公司股份登錄興櫃或於中華民國上市櫃期間，股東得自行召集股東臨時會，惟該等股東應至少繼續三個月以上，持有本公司已發行股份總數過半數。股東持有股份數額及持有股份期間之計算及決定，應以暫停辦理股份轉讓登載於股東名冊的期間之首日定之。如董事會不召開或無法召開股東會（包括股東常會），或係為本公司之利益時，獨立董事得於必要時召開股東會。

本公司股東會召開方式之變更應經董事會決議，並最遲於股東會開會通知書寄發前為之。

本公司股份登錄興櫃或於中華民國第一上市／櫃期間，本公司應於股東常會開會三十日前或股東臨時會開會十五日前，將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。並於股東常會開會二十一日前或股東臨時會開會十五日前，將股東會議事手冊及會議補充資料，製作電子檔案傳送至公開資訊觀測站。但本公司於最近會計年度終了日實收資本額達新臺幣一百億元以上或最近會計年度召開股東常會其股東名簿記載之外資及陸資持股比率合計達百分之三十以上者，應於股東常會開會三十日前完成前開電子檔案之傳送。股東會開會十五日前，備妥當次股東會議事手冊及會議補充資料，供股東隨時索閱，並陳列於本公司及本公司所委任之專業股務代理機構。

前項之議事手冊及會議補充資料，本公司於股東會開會當日應依下列方式提供股東參閱:

一、召開實體股東會時，應於股東會現場發放。

二、召開視訊輔助股東會時，應於股東會現場發放，並以電子檔案傳送至視

訊會議平台。

三、召開視訊股東會時，應以電子檔案 傳送至視訊會議平台。

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。下列事項，應在召集事由中列舉並說明其主要內容，不得以臨時動議提出：

一、選任或解任董事。

二、變更章程。

三、減資

四、申請停止本公司股份公開發行

五、(i)解散、合併或分割，(ii) 締結、變更或終止關於出租全部營業、委託經營契約或共同經營契約，(iii)讓與公司全部或主要部分營業或財產，及(iv)取得或受讓他人全部營業或財產而對公司營運有重大影響。

六、許可董事為自己或他人為屬於公司營業範圍內之行為。

七、以發行新股之方式分派股息及紅利。

八、以發行新股或現金方式分派法定盈餘公積及超過票面金額發行股票所得之溢額並受領贈與之所得產生之資本公積。

九、有價證券及公司債私募。

十、公司發行認股價格不受股價格不得低於發行日標的股票之收盤價限制之員工認股權憑證。

十一、公司申報發行限制員工權利新股。

股東會召集事由已載明全面改選董事、並載明就任日期，該次股東會改選完成後，同次會議不得再以臨時動議或其他方式變更其就任日期。

本公司股份登錄興櫃或於中華民國第一上市／櫃期間，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。股東得提出為敦促公司增進公共利益或善盡社會責任之建議性提案，程序上應依公司法第172條之1之相關規定以1項為限，提案超過 1項者，均不列入議案。另股東所提議案有下列不予列入議案之各款情形之一者，董事會得不列為議案：

一、提案股東持股於股東會召開前之停止股票過戶時未達已發行股份總數百分之一者。

二、該提案事項非股東會所得決議者。

三、該提案股東提案超過一項者。

四、該提案於公告受理期間外提出者。

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、書面或電子受理方式、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，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。

委託書送達本公司後，股東欲以視訊方式出席股東會，應於股東會開會二日前，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。

第 五 條：本公司於中華民國第一上市／櫃期間，股東會召開之地點，應於中華民國境內為之，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。

本公司召開視訊股東會時，不受前項召開地點之限制。

第 六 條：本公司應於開會通知書載明受理股東、徵求人、受託代理人(以下簡稱股東)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；股東會視訊會議 應於會議開始前三十分鐘，於股東會視訊會議平台受理報到，完成報到之股東，視為親自出席股東會。

股東應憑出席證、出席簽到卡或其他出席證件出席股東會，本公司對股東出席所憑依之證明文件不得任意增列要求提供其他證明文件；屬徵求委託書之徵求人並應攜帶身分證明文件，以備核對。

本公司應設簽名簿供出席股東簽到，或由出席股東繳交簽到卡以代簽到。

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

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

股東會以視訊會議召開者，股東 欲以視訊方式出席者，應於股東會開會二日前，向本公司登記。股東會以視訊會議召開者，本公司至少應於會議開

始前三十分鐘，將議事手冊、年報及其他相關資料上傳至股東會視訊會議平台，並持續揭露至會議結束。

第六條之一：召開股東會視訊會議 召集通知應載事項

本公司召開股東會視訊會議，應於股東會召集通知載明下列事項：

一、股東參與視訊會議及行使權利方法。

二、因天災、事變或其他不可抗力情事致視訊會議平台或以視訊方式參與發生障礙之處理方式，至少包括下列事項:

(一)發生前開障礙持續無法排除致須延期或續行會議之時間，及如須延期或續行集會時之日期。

(二)未登記以視訊參與原股東會之股。

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

第 七 條：股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人者，由董事互推一人代理之。

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

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

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

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。

第 八 條：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。但經依法令或本公司章程之規定提起撤銷股東會決議訴訟者，應保存至訴訟終結為止。

股東會以視訊會議召開者 ，本公司應對股東之註冊、登記、報到、提問、投票及公司計票結果等資料進行記錄保存，並對視訊會議全程連續不間斷錄音及錄影 。

前項資料及錄音錄影，本公司應於存續期間妥善保存，並將錄音錄影提供受託辦理視訊會議事務者保存。

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及視訊會議平台報到股數，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，並同時公布無表決權數及出席股份數等相關資訊，惟未有代表已發行股份總數過半數之股東出席時，主席得宣布延後開會，其延後次數以二次為限，延後時間合計不得超過一小時。延後二次

仍不足有代表已發行股份總數三分之一以上股東出席時，由主席宣布流會；股東會以視訊會議召開者 ，本公司另應於股東會視訊會議平台公告流會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，得依中華民國公司法第一百七十五條第一項規定為假決議，並將假決議通知各股東於一個月內再行召集股東會；股東會以視訊會議召開者，股東欲以視訊方式出席者，應依第六條向本公司重行登記。

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，依中華民國公司法第一百七十四條規定重新提請股東會表決。

第 十 條：股東會如由董事會召集者，其議程由董事會訂定之，相關議案(包括臨時動議及原議案修正)均應採票決，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，並安排適足之投票時間。

第十一條：出席股東發言前，須先填具發言條載明發言要旨、股東戶號（或出席證編號）及戶名，由主席定其發言順序。

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

同一議案每一股東發言，非經主席之同意不得超過兩次，每次不得超過五分鐘，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。

股東會以視訊會議召開者，以視訊方式參與之股東，得於主席宣布開會後，至宣布散會前，於股東會視訊會議平台以文字方式提問，每一議案提問次數不得超過兩次，每次以二百字為限，不適用第一項至第五項規定。

第十二條：股東會之表決，應以股份為計算基準。

股東會之決議，對無表決權股東之股份數，不算入已發行股份之總數。

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

前項不得行使表決權之股份數，不算入已出席股東之表決權數。

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

第十三條：股東每股有一表決權；但受限制或以下依中華民國公司法第一百七十九條第二項規定所列無表決權者，其股份無表決權：

一、本公司持有自己之股份。

二、直接或間接被持有已發行有表決權之股份總數或資本總額超過半數之從屬公司，所持有之本公司股份。

三、本公司、從屬公司、本公司之控股公司及該控股公司之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超過半數之公司，所持有之本公司股份。

本公司股份登錄興櫃或於中華民國第一上市／櫃後召開股東會時，應採行以電子方式並得採行以書面方式行使其表決權；其以書面或電子方式行使表決權時，其行使方法應載明於股東會召集通知。以書面或電子方式行使表決權之股東，視為親自出席股東會。但就該次股東會之臨時動議及原議案之修正， 視為棄權，故本公司宜避免提出臨時動議及原議案之修正。

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

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，由股東進行投票表決，於本公司股份登錄興櫃或於中華民國第一上市／櫃後，並於股東會召開後當日，將股東同意、反對及棄權之結果輸入公開資訊觀測站。

同一議案有修正案或替代案時，由主席併同原案定其表決之順序。如其中一

案已獲通過時，其他議案即視為否決，勿庸再行表決。

議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。

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

本公司召開股東會視訊會議，以視訊方式參與之股東，於主席宣布開會後，應透過視訊會議平台進行各項議案表決及選舉議案之投票，並應於主席宣布投票結束前完成，逾時者視為棄權。

股東會以視訊會議召開者 應於主席宣布投票結束後 為一次性計票 並宣布表決及選舉結果 。

本公司召開視訊輔助股東會時，已依第六條規定登記以視訊方式出席股東會之股東，欲親自出席實體股東會者，應於股東會開會二日前，以與登記相同之方式撤銷登記；逾期撤銷者，僅得以視訊方式出席股東會。

以書面或電子方式行使表決權，未撤銷其意思表示，並以視訊方式參與股東會者，除臨時動議外，不得再就原議案行使表決權或對原議案提出修正或對原議案之修正行使表決權。

第十四條：股東會有選舉董事時，應依本公司所訂相關選任規範辦理，並應當場宣布選舉結果，包含當選董事之名單與其當選權數及落選董監事名單及其獲得之選舉權數。

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。但經股東依法令或本公司章程之規定提起撤銷股東會決議者，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。

於本公司股份登錄興櫃或於中華民國第一上市／櫃後，前項議事錄之分發，本公司得以輸入公開資訊觀測站之公告方式為之。

議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及表決結果（包含統計之權數）記載之，有選舉董事時，應揭露每位當選人之得票權數，在本公司存續期間，應永久保存。

股東會以視訊會議召開者 ，其議事錄除依前項規定應記載事項外，並應記載股東會之開會起迄時間、會議之召開方式、主席及紀錄之姓名及因天災、事變或其他 不可抗力情事致視訊會議平台或以視訊方式參與發生障礙時之處理方式及處理情形。

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

第十六條：徵求人徵得之股數及受託代理人代理之股數及股東以書面或電子方式出席之股數，本公司應於股東會開會當日，依規定格式編造之統計表，於股東會場

內為明確之揭示股東會以視訊會議召開者本公司至少應於會議開始前三十分鐘，將前述資料上傳至股東會視訊會議平台，並持續揭露至會議結束。

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

於本公司股份登錄興櫃或於中華民國第一上市／櫃後，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：辦理股東會之會務人員應佩帶識別證或臂章。

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

會場備有擴音設備者，股東非以本公司配置之設備發言時，主席得制止之。股東違反議事規則不服從主席糾正，妨礙會議之進行經制止不從者，得由主席指揮糾察員或保全人員請其離開會場。

第十八條：會議進行時，主席得酌定時間宣布休息，發生不可抗拒之情事時，主席得裁定暫時停止會議，並視情況宣布續行開會之時間。

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

股東會得依法令或本公司章程之規定，決議在五日內延期或續行集會。

第十九條：（視訊會議之資訊揭露）

股東會以視訊會議召開者本公司應於投票結束後，即時將各項議案表決結果及選舉結果，依規定揭露於股東會視訊會議平台。

第二十條：（視訊股東會主席及紀錄人員之所在地）

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

第二十一條：(斷訊之處理)

股東會以視訊會議召開者 ，主席應於宣布開會時，另行宣布 除公開發行股票公司股務處理準則第四十四條之二十第四項所定無須延期或續行集會情事外，於主席宣布散會前，因天災、事變或其他不可抗力情事，致視訊會議平台或以視訊方式參與發生障礙，持續達三十分鐘以上時 ，應於五日內延期或續行集會之日期，不適用公司法第一百八十二條之規定 。

依第一項規定辦理股東會延期或續行集會時，對已完成投票及計票，並宣布表決結果或董事當選名單之議案，無須重行討論及決議。

本公司召開視訊輔助股東會，發生第一項無法續行視訊會議時，如扣除以視訊方式出席股東會之出席股數後，出席股份總數仍達股東會開會 之法定定額者，股東會應繼續進行，無須依第一項規定延期或續行集會。

發生前項應繼續進行會議之情事，以視訊方式參與股東會股東，其出席股數應計入出席股東之股份總數，惟就該次股東會全部議案，視為棄權。

本公司依第一項規定延期或續行集會，應依公開發行股票公司股務處理準則第四十四條之二十第七項所列規定，依原股東會日期及各該條規定辦理相關前置作業。

公開發行公司出席股東會使用委託書規則第十二條後段及第十三條第三項、公開發行股票公司股務處理準則第四十四條之五第二項、第四十四條之十五、第四十四條之十七第一項所定期間，本公司應依第一項規定延期或續行集會之股東會日期辦理。

第二十二條：(數位落差之處理)

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

第二十三條：本規則由股東會通過後實行，修正時亦同。

第二十四條：本規則訂定於西元 2017 年 2 月 28 日。

第一次修訂於 2019 年 3 月 22 日

第二次修訂於 2020 年 6 月 24 日

第三次修訂於 2021 年 8 月 18 日

第四次修訂於 2022 年 6 月 17 日

第五次修訂於 2023 年 6 月 15 日

附錄三

泰金投資控股股份有限公司

全體董事持股情形

基準日：2025 年 3 月 31 日

單位：股

職稱	戶名	持有股數
董事長	許偵容	149,293
董事	許大進	428,385
董事	許文誌	149,293
董事	羅龍山	0
獨立董事	張安佐	0
獨立董事	黃柏嘉	0
獨立董事	林秀婷	0
全體董事合計		726,971

註：

1. 本公司截至 2025 年 3 月 31 日發行總股數為普通股 38,316,166 股。
2. 本公司無證券交易法 26 條之適用。