

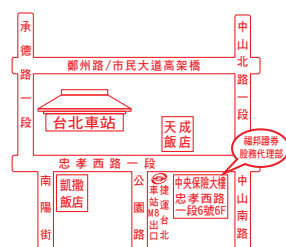
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台北市中正區忠孝西路一段6號6樓
 客服專線: (02) 2371-1658【公司代號: 6451】
 訊芯科技控股股份有限公司 股務代理人
 福邦證券股份有限公司 股務代理部
 網址: <http://www.gfortune.com.tw/>

股務代理部營業時間：

週一至週五上午8:30至下午4:30

2016年股東常會
開會通知書請即拆閱



(限向郵局窗口交寄)



台北郵局許可證
台北字第557號

國內郵簡

未書寫正確郵遞區號者，應按信函交付郵資。

第一聯

股東 台啓

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※ 本次股東常會 ※
※ 恕不發放紀念品 ※
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第二聯：出席通知書（貴股東如欲親自出席請併同第三聯至會場報到）

出席通知書

本股東決定親自出席2016年6月13日舉行之本公司股東常會，即請查照。

此 致

訊芯科技控股股份有限公司

股東
戶號
股東
戶名

親自出席簽章處

年 月 日

編號：

※銀行名稱及代號(請填寫正確)

銀行名稱	銀行代號	銀行名稱	銀行代號	銀行名稱	銀行代號
台灣銀行	004	聯邦銀行	803	台北市五信	104
土地銀行	005	遠東國際	805	基隆一信	114
合作金庫	006	元大銀行	806	基隆市二信	114
第一銀行	007	永豐銀行	807	淡水一信	119
華南銀行	008	玉山銀行	808	淡水信合	120
彰化銀行	009	凱基銀行	809	宜蘭信合社	124
上海銀行	011	星展(台灣)銀行	810	桃園信合社	124
台北富邦銀行	012	新中國國際	812	新竹一信	127
國泰世華銀行	013	大眾銀行	814	新竹三信	132
高雄銀行	016	日盛國際銀行	815	台中一信	146
兆豐國際商業	017	安泰銀行	816	彰化一信	158
全國農業金庫	018	中國信託	822	彰化市五信	161
花旗(台灣)	021	日商瑞穗	020	彰化六信	162
遠盛(台灣)	039	美國銀行(台灣)	022	彰化十信	163
台灣工業銀行	048	泰國盛合	023	彰化信合社	165
台灣企銀	050	菲律賓首都	025	嘉義三信	178
渣打商銀	052	美國紐約	028	台南市三信	188
上海商業	053	新加坡大華	029	高雄三信	204
京城商銀	054	信商德意志	072	花蓮一信	215
匯豐(台灣)	081	香港東亞	075	花蓮二信	216
華興商銀	101	美商摩康大通	076	澎湖一信	222
華泰銀行	102	法商巴黎	082	澎湖二信	223
臺灣新光商銀	103	法商東方匯理	086	金門縣信合社	224
陽信銀行	108	瑞商瑞士	092	中華郵政公司	700
板橋三信	118	日商三菱東京日聯	098		
三信商銀	147	日商三井住友	321		

本簽到卡未經本公司股務代理人加蓋登記章者無效。

訊芯科技控股股份有限公司2016年股東常會

105

☐ 親自
☐ 委託

出席簽到卡

時間：2016年6月13日(星期一)上午十時整

地點：新北市土城區三民路4號3F

股東戶號：

持有股數：

股東戶名：
股東通訊地址：

代理人姓名：
代理人通訊地址：

(4D) 訊芯科技控股 出席證編號：

核權

第三聯：出席簽到卡

個人資料權益告知

本公司基於辦理股務事務之目的，在相關事實、法律關係存續或法令規定之期間，就直接或間接蒐集您的個人資料，將以書面或電子等方式處理、利用；您得請求查詢、閱覽、補充、更正或刪除您的個人資料，如您不願意提供資料，本公司可能因此無法提供您所需之相關服務；亦可能依法或基於風險管理等因素而拒絕您的請求。

第四聯

戶名												戶號						<div style="border: 1px solid black; border-radius: 50%; width: 40px; height: 40px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; border-radius: 50%; width: 20px; height: 20px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; border-radius: 50%; width: 10px; height: 10px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; border-radius: 50%; width: 5px; height: 5px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; border-radius: 50%; width: 2px; height: 2px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; border-radius: 50%; width: 1px; height: 1px; display: flex; align-items: center; justify-content: center;"> <div style="border: 1px solid black; border-radius: 50%; width: 0.5px; height: 0.5px; display: flex; align-items: center; 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現金股利匯撥聲請書

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behalf of the Company set off accumulated losses against credits standing in the Capital Reserve and make distributions out of the Capital Reserve.

15. Method of Payment

- 15.1 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 the address in the Register of Members, or to such person and to such address as the holder may in writing direct.
- 15.2 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 effective receipt for any Dividend paid in respect of such shares.

16. Capitalisation

Subject to the Law and Article 11.4(a), the Board may capitalise 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 to a fully paid bonus shares pro rata to the Members.

MEETINGS OF MEMBERS

17. Annual General Meetings

- 17.1 The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year. The Board shall call all annual general meetings.
- 17.2 The general meetings (including annual general meetings and extraordinary general meetings) shall be held at such time and place as the Chairman or any two Directors or any Director and the Secretary or the Board shall appoint provided that notice otherwise provided by the Law, the general meetings shall be held in the ROC. If the Board resolves to hold a general meeting outside the ROC, the Company shall apply for the approval of the TSE thereof within two (2) days after the Board adopts such resolution. When a 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. Extraordinary General Meetings

- 18.1 General meetings other than annual general meetings shall be called extraordinary general meetings.
- 18.2 The Board may convene an extraordinary general meeting of the Company whenever in their judgment such a meeting is necessary or is desirable, and the Board shall on a Member's requisition as defined in Article 18.3 forthwith proceed to convene an extraordinary general meeting of the Company.
- 18.3 A Member's requisition set forth Article 18.2 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 (3%) 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.

- 18.4 The Member's requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requisitionists and deposited at the Registered Office and the Company's stock affairs agent located in the ROC, and may consist of several documents in the form each signed by one or more requisitionists.
- 18.5 If the Board does not within fifteen (15) 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, provided that if the extraordinary general meeting will be held outside the ROC, an application shall be submitted by such requisitionists to the TSE for its prior approval.

19. Notice

- 19.1 At least thirty (30) days' notice of an annual 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.
- 19.2 At least fifteen (15) 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.
- 19.3 The Board shall fix a record date for determining the Members entitled to receive notice of and to vote at any general meeting in accordance with the Applicable Public Company Rules and close its Register of Members accordingly in accordance with the Applicable Public Company Rules
- 19.4 Subject to Article 22.4, 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 such meeting.
- 19.5 For so long as the shares are listed on the TSE, the Company shall announce to the public the notice of a general meeting, the proxy, minutes, 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 19.1 and Article 19.2 thereof, and shall transmit the same via the Market Observation Post System in accordance with the 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 documents for the Member to exercise his voting power together with the above mentioned materials in accordance with Article 19.1 and Article 19.2. The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System in a manner consistent with the Applicable Public Company Rules twenty-one (21) days prior to the general meetings or, in the case of extraordinary general meetings, fifteen (15) days prior to such meeting.

- 19.6 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 extraordinary matter:
- (a) election or discharge of Directors,
 - (b) alteration of the Memorandum of Articles,
 - (c) (i) dissolution, merger, share swap or spin-off; (ii) entering into, amending, or terminating any Lease Contract, Management Contract or Joint Operation Contract;
 - (d) transfer of the whole or any essential part of the business or assets of the Company; (e) 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 engaged(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 statutory reserve, Capital Reserve and any other amount in accordance with Article 16, and
 - (f) Private Placement of any equity-related securities to be issued by the Company.

- 19.7 The Board shall keep the Memorandum and Articles, minutes of general meetings, financial statements, the Register of Members, and the counterpart 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.
- 19.8 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 (10) 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. Giving Notice

- 20.1 Any Notice or document, whether or not to be given or issued under these Articles from the Company to a Member, shall be in writing or by cable, tele or facsimile transmission message or other form of electronic transmission or communication, and any such Notice and document may be served or delivered by the Company or on to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at the registered address as appearing in the Register of Members or by 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 or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the Notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or to the extent permitted by the Applicable Law, may also be served by advertisement in appropriate newspapers. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the Register of Members and notice so given shall be deemed a sufficient service on or on delivery to all the joint holders.
- 20.2 Any Notice or other document:
- (a) if served or delivered by post, at which address appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post, in proving such service, or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the secretary or other officer of the Company or other person appointed

- by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent;
 - (c) if served or delivered in any other manner contemplated by these Articles, which is deemed to have been served or delivered at the time of personal service or otherwise, as the case may be, at the time of the relevant dispatch or transmission; and in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the secretary or other officer of the Company or other person appointed

by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof, and

- (d) may be given in the English language or the Chinese 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 these Articles.

21. Postponement of General Meeting

The Board may postpone any general meeting called in accordance with the provisions of these 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 these Articles.

22. Quorum and Proceedings at General Meetings

- 22.1 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.
- 22.2 The Board shall submit business reports, financial statements and proposals for distribution of profits or allocation of losses prepared by it for the purpose 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 amounts 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.

- 22.3 Unless otherwise provided in the Articles, a resolution put to the vote of the meeting shall be decided on a poll. No resolution put to the vote at the meeting shall be decided by a show of hands.

- 22.4 If and to the extent permitted under the Cayman Islands law, nothing in these 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 passing of any resolution in violation of applicable laws or regulations or the Articles within thirty (30) days after passing of such resolution. The Taiwan Taipei District Court, ROC, may be the court of the first instance for such disputes arising out of the foregoing.

- 22.5 Unless otherwise expressly provided 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.

- 22.6 Member(s) holding one per cent (1%) or more of the Company's total issued shares immediately prior to the relevant stock close period, during which the Company closed its Register of Members, may propose to the Company in writing one or more resolutions at an annual general meeting. The Company shall give a public notice in such manner and at such time as permitted by the Applicable Law specifying the place and a period of not less than ten (10) days for Members to submit proposals. Proposals submitted for discussion at an annual general meeting shall not be included in the agenda of the annual general meeting where (a) the proposer's Member(s) hold less than one per cent (1%) of the Company's total issued shares; (b) the matter of such proposal may not be resolved by a general meeting; (c) the proposing Member(s) has proposed more than one proposal; or (d) the proposal is submitted to the Company after the date the said and announced by the Company for accepting Member(s) proposals).

23. Chairman to Preside

Unless otherwise agreed by a majority of the Members standing and entitled to vote thereat, the Chairman, shall act as chairman at all meetings of the Members at which such person is present. In his absence a Chairman shall be appointed or elected in accordance with the Applicable Public Company Rules.

24. Voting on Resolutions

- 24.1 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 natural person) by duly authorized corporate representative) or by proxy shall have one vote for every share of which he is the holder. If a Member holds shares for the benefit of others, such Member needs not use all his votes or cast all his votes in the same way, and he may as he uses his votes in respect of the shares he holds himself and he may exercise his voting power separately. The qualifications, scope, methods of exercise, operating procedures and other matters in respect of exercising voting power separately shall comply with the Applicable Public Company Rules.

- 24.2 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.

- 24.3 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.

- 24.4 The Board may determine that the voting power of a Member at a general meeting may be exercised by way of a written ballot or by way of electronic transmission; provided, however, if a general meeting is to be held outside the ROC or pursuant to the Applicable Public Company Rules, the Company is obligated to provide the Members with a method for exercising their voting power by way of a written ballot or 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 save the Company with his voting decision at least two (2) days prior to the date of such general meeting. The voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written voting decision 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 to the extent necessary to complete such proxy. (i) the matter to be decided at the general meeting shall be described in the general meeting notice to be given to the Members. 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 other matter(s) not mentioned in the 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 extraordinary matters or amendment to resolutions proposed at the general meeting.
- 24.5 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 24.4 hereof later intends to attend the general meeting in person, he shall be deemed to (2) 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 24.4 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.

- 24.6 A Member who has served the Company with his voting decision in accordance with Article 24.4 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 these 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 relevant Member fails to revoke his voting decision before the prescribed time.

25. Proxies

- 25.1 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 matter to be voted upon pursuant to such proxy; and (c) basic identification information relating to the relevant Member, proxy and the instrument of proxy. The instrument of proxy shall be submitted 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.
- 25.2 An instrument of proxy shall be in writing, be executed under the hand of the appointor or of his attorney duly authorized in writing, or, if the appointor is a corporation or other natural person, under the hand of an officer or attorney duly authorized for that purpose. A proxy need not be a Member of the Company.
- 25.3 Subject to the Applicable Public Company Rules, except for an ROC trust enterprise or stock affairs agent approved pursuant to Applicable Public Company Rules, save with respect to the Chairman being deemed appointed as proxy under Article 24.4, in the event a person acts as proxy for two or more Members, the total number of issued and voting shares he is to be voted as represented by such proxy shall be no more than three per cent (3%) of the total number of issued and voting shares of the Company immediately prior to the relevant stock close period, during which the Company close its Register of Member, any vote in respect of the portion in excess of such three per cent (3%) threshold shall not be counted.
- 25.4 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 (2) days prior to the date of such general meeting, also serve the Company with a separate written 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.
- 25.5 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 concerning the meeting, or in any instrument of proxy sent out by the Company not less than five (5) 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 24.4. Where more than one instrument to vote not received from the same Member before the time specified in the instrument received shall prevail, unless an explicit written instruction is made by the relevant Member to revoke the previous proxy in the later-received instrument.

26. Proxy Solicitation

For so long as the shares are listed on the TSE, the use and solicitation of proxies shall be in compliance with the Applicable Public Company Rules, including the provisions relating to the Solicitation of the Use of Proxies for Attendance at Shareholder Meetings of Public Companies."

27. Dissenting Member's Appraisal Right

- 27.1 Subject to compliance with the Law, in the event any of the following resolutions is passed at general meetings, any Member who has notified the Company in writing of his objection to such matter prior to the meeting and has raised again his objection at 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; or
 - (c) acquire or assumes the whole business or assets of another person, which has a material effect on the operation of the Company.
- 27.2 In the event any part of the Company's business is spun off or involved in any Merger, any Member, who has abstained from voting in respect of such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the general meeting approving such spin off or Merger, may request the Company to purchase all of his shares at the then prevailing fair price.

28. Shares that May Not Be Voted

28.1 Shares held

- (a) by the Company itself;
- (b) by any entity in which the Company owns, legally or beneficially, more than fifty per cent (50%) of its total issued and voting share or 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 (50%) of its issued and voting share or capital;

shall not carry any voting rights nor be counted in the total number of issued shares at any given time.

- 28.2 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 shares 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.

- 28.3 If the number of shares pledged by a Director at any time amounts to more than fifty per cent (50%) of the total shares held by such Director at the time of his latest appointment, such pledged shares exceeding fifty per cent (50%) of the total shares held by such Director at the time of his latest appointment, shall not carry any voting rights in the general meeting. However, such shares shall not be counted in determining the number of votes of the Members present at a general meeting but shall be counted towards the quorum of the general meeting.

29. Voting by Joint Holders of Shares

In the case of 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 the seniority shall be determined by the order in which the names stand in the Register of Members.

30. Representation of Corporate Member

- 30.1 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 of such non-natural person which such person represents, whether or not such 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.

- 30.2 Notwithstanding the foregoing, the chairman of the meeting may accept such assurance 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.

31. 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, subject to so directed, adjourn the meeting to a specified time and place. If the meeting is adjourned to a time and place other than the time and place of the meeting, the adjournment shall be subject to the adjournment of the adjourned meeting shall be given to each Member entitled to attend and vote thereat in accordance with the provisions of these Articles.

32. Directors Attending 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

33. Number and Term of Office of Directors

- 33.1 There shall be a Board consisting of no less than five (5) and no more than nine (9) persons. The term of office for each Director shall not exceed a period of three (3) 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.

- 33.2 Unless otherwise approved by the FSC, the number of Directors having a special relationship or familial relationship within the second degree of kinship with any other Directors shall be less than half of the total number of Directors.

- 33.3 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 required number specified in Article 33.2 hereof, the non-qualifying Director(s) who was elected with the fewer number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided for in Article 33.2 hereof. 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.

- 33.4 Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent 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.

- 33.5 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. Independent Directors shall have professional knowledge and shall maintain independence without any scope of direct or indirect 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.

34. Election of Directors

- 34.1 The Company may at a general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 34.2 below. Members present in person or by proxy, representing more than one-half of the total issued shares shall constitute a quorum for any election meeting to elect Directors.

- 34.2 The election of Independent Directors and non-independent Directors shall be held together and 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:

- (i) 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;
- (ii) the Member(s) may vote all or part of their cumulated votes in respect of one or more Independent Director or non-independent Director candidates;
- (iii) such number of Director candidates receiving the highest number of votes in the same category of Directors to be elected shall be appointed; and
- (iv) where two or more Director candidates receive the same number of votes and as a result the total number of Directors 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 (or represented) and who is not present at the general meeting.

- 34.3 If the number of Independent Directors is less than three (3) 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 (60) days from the date of resignation or removal of last Independent Director, an extraordinary general meeting to elect succeeding Independent Directors to fill the vacancies.

- 34.4 If the number of Directors is less than five (5) 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 (60) days from the date of the occurrence of vacancies, a general meeting to elect succeeding Directors to fill the vacancies.

- 34.5 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 (the "**Appointed Representative**"). The election of an Appointed Representative as a Director is subject to the approval of Members in accordance with the provisions of this Article 34.

- 34.6 Where the Appointed Representative has been elected as a Director of the Company, the corporation (or other legal entity) which is a Member which has appointed the Appointed Representative to be elected as a Director, may at any time, serve notice to the Company giving notice to replace the Appointed Representative with another person. Such replacement of the Appointed Representative as a Director (the "**Replacement**") shall take effect from the date specified in the notice or in the absence of such date, from the date on which the notice was served on the Company, and will not require any shareholders' approval. Accordingly, Articles 34.1, 34.2 and 34.5 do not apply in respect of the Replacement.

35. Removal of Directors

- 35.1 The Company may from time to time by Supermajority Resolution remove any Director from office, whether or not appointing another in his stead. Prior to the expiration of the term of office of the current Directors, the Members may at a general meeting re-elect all Directors, whose vote shall be calculated in accordance with Article 34.2 above. If a resolution is passed to approve that the existing Director(s) who is/are not re-elected at the general meeting

shall remain in office until expiry of his/her original term of office, such non-re-elected Directors shall vacate their office with effect from the date the other Directors elected or re-elected at the same general meeting commence their 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 election, their term of office shall continue and be extended to such extent when new Directors are elected or re-elected in the next general meeting and they commence their office.

- 35.2 In case a Director has, in the course of performing his duties, committed any act resulting in material damage to the Company or in the violation of applicable laws, regulations and/or these Articles, but has not been removed by a Supermajority Resolution, the Member(s) holding three per cent (3%) or more of the total number of issued shares of the Company, may, within thirty (30) days after the general meeting, to the extent permissible under the Applicable Law, institute a lawsuit to remove such Director. The Taiwan Taipei District Court, ROC, may be the court of the first instance for this matter.

36. Vacation of Office of Director

- 36.1 The office of Director shall be vacated if:
- (a) the Director is removed from office pursuant to Article 35.1;
 - (b) the corporation (or other legal entity) which appointed an Appointed Representative, serves notice on the Company to remove such Appointed Representative from the office of Director, such removal shall take effect from the date specified in the notice or in the absence of such date, from the date on which the notice was served on the Company;
 - (c) the Director dies;
 - (d) the Director is automatically discharged from his office in accordance with Article 33.3;
 - (e) the Director resigns his office by notice in writing to the Company;
 - (f) if the Director is the subject of a court order for his removal in accordance with Article 35.2; or
 - (g) with immediate effect without any action required on behalf of the Company if:
 - (i) the Director has been adjudicated bankrupt, and has not been reinstated to his rights and capacity in the operation of the Company;
 - (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 the Applicable Law;
 - (iii) the Director has committed an offence as specified in the ROC statute of prevention of corruption in which the offender has been adjudicated guilty by a final judgment, and the time elapsed after he has served the full term of the sentence is less than five (5) years;
 - (iv) 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 (1) year, and the time elapsed after he has served the full term of such sentence is less than five (5) years;
 - (v) the Director has been adjudicated guilty by a final judgment for misappropriating public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence is less than two (2) years; or
 - (vi) the Director has been dishonoured 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 36.1(g) has occurred in relation to a candidate for election of Director, such person shall be disqualified from being elected as a Director.

- 36.2 In case a Director has, during the term of office as a Director, transferred more than one-half of the Company's shares being held by him/her at the time he/she is elected, he/she shall, upon facts, be removed automatically from the position of Director with immediate effect and no shareholders' approval shall be required.

- 36.3 If any Director has, after having been elected before his/her inauguration of the office of Director, transferred more than one-half of the Company's shares being held by him/her at the time of his/her election as a Director, then he/she shall immediately cease to be a Director and no shareholders' approval shall be required. If any Director has, after having been elected as a Director, transferred more than one-half of the Company's shares being held by him/her within the share transfer prohibition period prior to the convention of a shareholders' meeting according to the Applicable Public Company Rules, then he/she shall immediately cease to be a Director and no shareholders' approval shall be required.

37. Compensation of Directors

37.1 The Board shall, in accordance with the Applicable Public Company Rules, establish a Compensation Committee comprised of at least three of its 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.

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

- 37.3 The composition 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 listed companies, or in connection with the business of the Company. 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.

38. Defect in Election of Director

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 is 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.

39. 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 these Articles, required to be exercised by the Company in general meeting subject, nevertheless, to these Articles, the provisions of the Law, and to such directions as may be prescribed by the Company in general meeting.

40. Powers of the Board of Directors

Without limiting the generality of Article 39, the Board may subject to Article 11.4:

- (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 or the officer 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) the 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