

M174-Z04D-6102



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訊芯科技控股股份有限公司



AND ARTICLES OF ASSOCIATION ShunSin Technology Holdings Limited

訊芯科技控股股份有限公司

FOURTH AMENDED AND RESTATED MEMORANDUM

Incorporated on the 8th day of January, 2008

INCORPORATED IN THE CAYMAN ISLANDS

THE COMPANIES LAW (as amended) Company Limited by Shares FOURTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF OF ShunSin Technology Holdings Limited 机芯科技控股股份有限公司 ution passed by members on[-], 2016 and effective the Special Resolution)

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臺(02) 2601-4648

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- The name of the Company is ShunSin Technology Holdings Limited 讯信科技控股股份有限公司. The Registered Office of the Company shall be at the offices of Offshore Incorporations (Cayman) Limited, Floor 4, Willow House, Cricket Square, P.O. Box 2804, Grand Cayman KY1-1112, Cayman Islands or at such other place as the Directors may from time to time decide.
- The objects for which the Company is established are unrestricted and shall include, but without limitation, the following:
- (a) (i) on business as financiers, capitalists, concessionaires, merchants, brokers, taders, dealers, agents, importers and exporters and to acha a second a decoute all kinds of investment, financial, commercial, mercantile, trading and other operations.
- i) To carry on whether as principals, agents or otherwise howsoever the business of realtors, developers, consultants, estate agents or managers, builders, contractors, engineers, manufacturers, dealers in or vendors of all types of property including services. b) To excession and enforce all rights and powers conformed by an incidential to the ownership of any shares, its obligations or other accuration incidential without projective to the generative of some frame any other projective and the shading by the Comparison of some speech and projective and services for or in relations to any company in which the Company is interested spon such terms as may be foundable.
- c) To purchase or otherwise acquire, to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of and deal with real and personal property and rights of all kinds and, in particular, mortgages, debentures, produce, concessions, options, contracts, patternis, annuities, licences, stocks, shares, bends, policies, book debts, business concerns, materikings, claims, privileges and chooses in action of all kinds.
- To subscribe fac, confidentially or anomalication in the other of the state of the links. To subscribe fac, confidentially or anomalication in the other train particularly or atom any provide the state of the provide state of the factor of the state of the factor of the state o
- guarantee, support or secure the performance of all or any or the obligations of any whether or not related or affiliated to the Company in any manner and whether by mortgage, charge or lien upon the whole or any part of the undertaking, pronerty and

assets of the Company, both present and future, including its uncalled capital or by any such method and whether or not the Company shall receive valuable consideration thereof.

other lawfall trade, business or enterprise which may at any time appear to the upable of being conveniently carried on in conjunction with any of the or activities or which may appear to the Directors or the Company likely to be Directors of the Company c aforementioned businesses profitable to the Company. protons on the Company. In the Interpretation of the Memoraham of Association in general and of this Clause 3 in particular no object. Thusines or power specified or mentanced half be limited or stratistical by preformer, to an inference float any other powers and that, in the event of my and heights in this clause of elsebies the IntelMemoraham of Association, the same shall be rearbord by such interpretation and commercions as will wides and enlarge and not restrict the objects.







shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Isla

FOUTH AME	ENDED AND RESTATED ARTICLES OF ASSOCIATION
	OF
	ShunSin Technology Holdings Limited
	凯芯科技控股股份有限公司
conditional an	pecial Resolution passed by members on [-], 2016 and effective d immediately upon the commencement of the trading of the v's shares on the Taiwan Stock Exchange Corporation)

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	机芯科技技用	gy Holdings Limi 	ted effective conditional and
immediately upon the con	nmencement o iiwan Stock Ex	f the trading of th change Corporat	e Company's shares on the
The regulations in Table A i Company.		ble A ile to the Law (as defi	ned below) do not apply to the
1. Definitions	INTERP	RETATION	
1.1 In these Fourth Amer	nded and Restated nt with the context	Articles, the followir , have the following a	ng words and expressions shall, neanings, respectively:
Applicable Law		the Applicable Publ	ic Company Rules, the Law or egislation applicable to the
Applicable Public C	Company Rules	Company; the ROC laws, rule:	s and regulations (including,
		regulations promulg and regulations prov amended from time reporting companie ROC stock exchang time to time are req as applicable to the	
Appointed Represen Articles	ntative		en thereto in Article 34.5; sociation as altered from time
Audit Committee		the audit committee comprise solely of I	of the Board, which shall independent Directors of the
Board		Company; the board of directo to these Articles and	rs appointed or elected pursuant d acting at a meeting of
Capital Reserve		directors at which the with these Articles;	here is a quorum in accordance hese Articles only, comprises of
Capras receive		the premium paid o income from endow Company under the	n the issuance of any share and ments received by the
		company under me	
Chairman		the chairman of the	
Company		控股股份有限公司	
Compensation Com	imittee	a committee of comprised of profe the functions, in of Applicable Public O	ssional individuals and having each case, prescribed by the
Cumulative Voting		the voting mechanis as described in Arti	im for an election of Directors cle 34.2;
Directors		the directors for the and shall include an Director(s);	time being of the Company y and all Independent
Dividend		shares of the Comp	l resolved to be paid on the any pursuant to the Articles;
Electronic Record Electronic Transacti	ione I au	Transactions Law;	ng as in the Electronic sactions Law (2003 Revision)
FSC		of the Cayman Islar	uds; visory Commission of the
Independent Directo	ors	the Directors who a Directors" in accord	re elected as "Independent lance with the Applicable
Joint Operation Cor	itract	Public Company Ra a contract between person(s) or entit(ie	iles; the Company and one or more s) where the parties thereto
		agree to pursue the	same business venture and and enjoy profits arising out of re in accordance with the
Law		The Companies Law every modification,	w of the Cayman Islands and reenactment or revision
Lease Contract		thereof for the time a contract or arrang and any other perso	being in force; ement between the Company n(s) pursuant to which such
		person(s) lease or re necessary means an business of the Con person, and as cons receives a pre-deter such person;	ent from the Company the d assets to operate the whole upany in the name of such sideration, the Company mined compensation from
Litigious and Non-I	Litigious Agent	a person appointed the Applicable Law agent for purposes of	by the Company pursuant to as the Company's process of service of documents in the
		relevant jurisdictior	and the Company's
Management Contra		responsible person Securities and Exch	in the ROC under the ange Law of the ROC;
Management Contra	act	and any other perso person(s) manage a	ement between the Company n(s) pursuant to which such nd operate the business of the no of and for the hemofit of the
		Company, and as co receive a pre-detern	ne of and for the benefit of the onsideration, such person(s) nined compensation from the Company continues to be
Market Observation	n Post System	the public company	Company continues to be ts (or losses) of such business; reporting system maintained
Member		by the TSE; the person registere as the holder of sha	d in the Register of Members res in the Company and, when
		two or more person holders of shares, m	s are so registered as joint teans the person whose name
		context so requires;	
Memorandum Merger		a transaction where (a) (i) all of the con	panies participating in such
		transaction are com which new compan and obligations of t	bined into a new company, y generally assumes all rights he combined companies; or (ii)
		all of the companie: transaction are merg as the surviving cor	s participating in such ged into one of such companies npany, and the surviving
		company generally obligations of the m	assumes all rights and terged companies, and in each on for the transaction being the ing or new company or any
		(b) other forms of n	h or other assets; or paragre and acquisitions which
		fall within the defin consolidation" unde Company Rules;	ition of "merger and/or r the Applicable Public
month		calendar month;	

month Notice

Officer

Directors and	CONSTITUTION 64. Changes to Articles 65. Reduction of Share Capita	4
nt of Officers Officers	 Discontinuance Appointment of Litigious 	
ion of Officers f Interest	and Non-litigious Agent	
General Meetings Preside Jesolutions		
mand a Vote on		
ATED ARTICL	ES OF ASSOCIATION	
OF ogy Holdings Li	mited	
鼓股份有限公司 ed on [-], 2016 a	nd effective conditional and	
f the trading of change Corpor	the Company's shares on th ation)	ie
ible A		
ule to the Law (as d RETATION	efined below) do not apply to the	
Articles, the follow t, have the followin	ving words and expressions shall, g meanings, respectively:	
the Applicable Pu such other piles of	blic Company Rules, the Law or r legislation applicable to the	
Company; the ROC laws, ru	les and regulations (including,	
without limitation	n the Company Law, the	
amended from In	change Law, the rules and ulgated by the FSC and the rules romulgated by the TSE, as ne to time) affecting public	
reporting compar	ties or companies listed on any inge or securities market that from equired by the relevant regulator	
as applicable to t	he Company; given thereto in Article 34.5;	
these Articles of to time;	Association as altered from time	
the audit commit comprise solely o Company:	tee of the Board, which shall of Independent Directors of the	
the board of direct	ctors appointed or elected pursuan and acting at a meeting of	1
directors at which with these Article	h there is a quorum in accordance 28;	
the premium paid	f these Articles only, comprises of l on the issuance of any share and owments received by the	
Company under t	owments received by the he Law;	
the Director elect	ed amongst all the Directors as	
the chairman of t ShunSin Technol	logy Holdings Limited 机芯科技	
控股股份有限公 a committee of	f the Board which shall be	2.
the functions, in Applicable Public	fessional individuals and having a each case, prescribed by the c Company Rules;	
	nism for an election of Directors	
the directors for t and shall include Director(s);	he time being of the Company any and all Independent	
means any divide	ind resolved to be paid on the npany pursuant to the Articles;	
	ming as in the Electronic	
	ansactions Law (2003 Revision)	
ROC;	servisory Commission of the	
the Directors who Directors" in acco Public Company	o are elected as "Independent ordance with the Applicable Rules:	
a contract betwee	in the Company and one or more (ies) where the parties thereto he same business venture and	
jointly bear losse such business ver	te same business venture and s and enjoy profits arising out of sture in accordance with the	
terms thereof; The Companies I	aw of the Cayman Islands and	
thereof for the tir		
and any other per nerson(s) lease or	ngement between the Company son(s) pursuant to which such r rent from the Company the	
business of the C	and assets to operate the whole ompany in the name of such nsideration, the Company	
receives a pre-de such person;	termined compensation from	
the Applicable L	ed by the Company pursuant to aw as the Company's process as of service of documents in the	
	ion and the Company's	
responsible perso Securities and Ex	n in the ROC under the change Law of the ROC;	
and any other per	ngement between the Company son(s) pursuant to which such	
Company, and as	e and operate the business of the name of and for the benefit of the consideration, such person(s)	
Company while t	ermined compensation from the he Company continues to be ofits (or losses) of such business;	
	ny reporting system maintained	
as the holder of s	rred in the Register of Members hares in the Company and, when ons are so registered as joint	
holders of shares stands first in the	means the person whose name Register of Members as one of	
such joint holder context so require	s or all of such persons, as the es;	
a transaction who	of association of the Company; reby: ompanies participating in such	
transaction are co which new comp	ombined into a new company, any generally assumes all rights	
and obligations o all of the compar- transaction are m	f the combined companies; or (ii) ies participating in such erzed into one of such companies	
as the surviving o company general	company, and the surviving ly assumes all rights and	
case the consider shares of the surv	merged companies, and in each ation for the transaction being the iving or new company or any	
(b) other forms o	ash or other assets; or f mergers and acquisitions which	
fall within the de consolidation" ur Company Rules;	finition of "merger and/or ider the Applicable Public	
calendar month; written notice as	further provided in these	3.
Articles unless of any person appoi	herwise specifically stated; nted by the Board to hold an	
office in the Corr a resolution pass specified, a meet	pany; ed at a general meeting (or, if so ing of Members holding a class	
of shares) of the	ng of Members holding a class Company by not less than a	

		I			
		simple majority of the votes cast;			
	Preferred Shares	has the meaning given thereto in Article 6;			
	Private Placement	means, after the shares are listed on the TSE, the private placement by the Company of shares or other securities of the Company as permitted by the Applicable Public Company Rules;			
	Register of Directors and Officers	the register of directors and officers referred to in these Articles;			
	Register of Members	the register of members of the Company maintained in accordance with the Law and (as long as the Company is listed on the TSE.) the Applicable Public Company Rules;			
	Registered Office	the registered office for the time being of the Company;			
	Replacement	has the meaning given thereto in Article 34.6;			
	Restricted Shares ROC	has the meaning given thereto in Article 2.5;			
	ROC Seal	Taiwan, the Republic of China; 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 NT\$10 each in the			
	Special Resolution	Company; Subject to the Law, means a resolution passed at a			
	opecni resonitori	general meeting of the Company by a majority of at least two-thinds of the votes cast by such Members who, being entitled to do so, vote in person or by their proxise, or, in the case of Members that are corporations or other non- natural person, by their duly authorised representatives by computing the number of votes to which each Member is entitled;			
	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 company. (2) the entity that such company has a direct of indirect or of indirect (who field by such facts of indirect conflower its hystomethy and facts of indirect conflower its hystomethy one half or more of whose shareholders involved in management or board of directors are concurrently acting as the shareholders involved			
Supermajority Resolution		in management or board of directors of such company; and (4) the entity, one half or more of whose total number of issued voting shares or the total amount of the share capital are held by the same shareholder(s) of such company; a resolution passed by a majority vote of the			
	зареньдосту кезопшон	Members present at a general moding attended by Members who preparent two-hinks 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-hinks of the total issued shares, but more than one half of the total issued shares, but more than one half of the total issued shares, but more than one half of the total by two-hinks or more of votes cast by the Members present at such general meeting.			
	Treasury Shares	has the meaning given thereto in Article 3.12;			
	TDCC	means the Taiwan Depository & Clearing Corporation;			
	TSE	the Taiwan Stock Exchange Corporation; and			
	year	calendar year.			
2	In these Articles, where not inconsiste	ent with the context:			
	(a) words denoting the plural number	er include the singular number and vice versa;			
		ender include the feminine and neuter genders;			
	 (c) words importing persons include corporate or not; (d) the words:- 	e companies, associations or bodies of persons whether			
	 (d) the words:- (i) "may" shall be construed as permissive; and 				
	(ii) "shall" shall be construed a				
	 (e) "written" and "in writing" include visible form, including the form 	le all modes of representing or reproducing words in of an Electronic Record:			
		n shall be deemed to include any amendment or re-			
	 (g) unless otherwise provided herein same meaning in these Articles; 	n, words or expressions defined in the Law shall bear the and			
	(h) Section 8 of the Electronic Trans	sactions Law shall not apply to the extent that it imposes ddition to those set out in these Articles.			
3	uniquions or requirements in aduation to unose set out in these Articles. In these Articles expressions referring to writing or its cognates shall, unless the contrary intention appears, include facsimile, printing, lithography, photography, electronic mail and other modes of representing words in visible form.				
.4	Headings used in these Articles are for convenience only and are not to be used or relied upon in the construction hereof.				
	SHA	RES			
	wer to Issue Shares				
2.1	Subject to these 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				

- 21. Subject to these 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 sous unvinced that are of the Company on such terms and conditions as it may determine and any shares or class of shares (including the issue or guid of options, swarms in and other rights, routenceshole or observice in respect restrictions, whether in regred to dividend, voting, return of capital, or otherwise as the Company may precolution of the Members prescriptor, provided that to share shall be issued at a discount except in accordance with the Law and the Applicable Public Company Roles.
- at a discount except in accordance with the Law and the Applicable Public Company Rules.
 2.3 Unless to howing provide in three Apricise, the work of new shorts of the Company Rules.
 2.4 Unless to howing provide in three Apricise, the work of new shorts of the Company Rules.
 2.5 Where the Company increases its issued shore against all times be subject to the sufficiency of the authorized capital of the Company.
 2.3 Where the Company increases its issued shore against provide the three of the Directories in issued new capital by issuing new davers for cabin considerations in the ROC, the Company Author 1000 (Forther Company increases) to conduct the adject to the Applicable Law. However, if a percentage higher than the adformation 100% is resolved by the Maynes in a gastral motion by low for the conduct the adject of the provided by the Applicable Law. However, if a percentage higher than the adformation 100% is resolved by the the adject of the Company may also there shores have to be reserved as Public Offering Portion. The Company may also reserve the percent (10%) to fifteen percent(10%) to fifteen percent(10%) to fifteen percent(10%) to the value shores how the percent (10%) to the company and its Subsidiarito (the Tamphyce Subscription Portion. The Company may also reserve the percent (10%) to the company and the Value Maynes and the Value Maynes and the Company and the Value Maynes and the Value Maynes and the Company and the Value Maynes Ma
 - titteen pre ceut (12%) of stank new thates to be issued for subscription by the employees of the Company and its Subdatient (6th "Employee Subscription Partian"). Unless otherwise resolved by the Members in general meeting by Onfanya Resolution, where the Company interacts its issued atom (atom coupled by issuing new there is for each scription provide). The standard of the standard scription provides and the standard scription provides and Employee Subscription Perturn provides of the remaining new shares, to be issued in the captual provides and the provides of the remaining new shares, to be issued in the captual reporting the provides of the remaining new shares, to be issued in the captual of the Members and the provides of the remaining new shares, to be issued in the captual issues of the provides of the remaining new shares, to be issued in the captual table the procedures for exercising such pre-emptive rights and that first and Member fails to purchase his pro rata portion of such remaining newly-issued shares, within the prescribed period, such Member Stath lies the pre-emptive rights and that first provides and newly-issued shares. Where an exercise of the pre-emptive right may result in fractional elefermined by the Board and the Applicable Phale Company Relies. If the other annew of the new shares to be issued has not been fulfy subscribed for one or new when we was atom in the name of a single Member, subject to compliance with next directions and terms and conditions and eleformed by the board and the Applicable Phale Company Pales. If the other annew of the new shares to be issued has not been fulfy subscribed for one previous in such manner as is consistent with the Applicable Phale Company Rules.
- 2.5 Subject to the provisions of the Law, the Company may issue new shares with restricted rights ("Restricted Stare") to employees of the Company and its Subsidiaries with the sanction of a Supermajority Resolution provided that Article 2.3 barred shall not apply in respect of the issue of such shares. For so long as the shares are listed on the TSR, the terms of issued for Restricted Stares, including but not limited to the mathematic of Restricted Stares is torated, tasee provide the stares and other related matters shall be in accordance with the Applicable Public Company Roles.
- 2.6 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, 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 2.10 hereof;
 - (c) in connection with the issue of Restricted Shares in accordance with Article 2.5 hereof;
 - (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; or
- (f) in connection with Private Placement of the securities issued by the Company The Company shall not issue any unpaid shares or partly paid-up shares.
- 2.1 In company sum more an experiment of 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 employees increative programmes and any usos sub-area or options, warrants or other similar instruments, to employees of the Company and its Shandamies, and for the avoidince of today, resolution of the Mirmlers is in traperide.
- Options, warrants or other similar instruments issued in accor not transferable save by inheritance. 10.1 In the comparison of the comparison of the comparison of the company and/or the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 28 above, whereby employees may subsici-for synihit as agreeding provide the subset. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programm.
- Redemption and Purchase of Shares 3.1 Subject to the Law, the Company is authorised 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 authorised to make payments in respect of the redemption of its shares out of capital or out of any other account or fund authorised for this purpose in accordance with the I aw
- 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 a redeemable share shall indicate that the share is redeemable.
- redeematic.
 25 Subject to be provisions of the Applicable Law and these Articles, the Company may, upon approval by a majority of the Direction at a meeting attended by two-durks or more of the total the sub-total structures and the Direction stars.
 26 In the result is sub-total map, protocol to provide the sub-total structure and the Direction st
- 3.7 The redemption price may be paid in any manner authorised by Article 15.1. 3.8 A delay in payment of the redemption price shall not affect the redemption but, in the case of a delay of more than thruy days, interest shall be paid for the period from the due due turl of the result of
- 3.9 The Directors may exercise as they think fit the powers conferred on the Company by Sectior 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).
- 3.10 Subject as aforesaid, the Directors may determine, as they think fit all questions that may aris concerning the manner in which the redemption of the shares shall or may be effected. 3.11 No share may be redeemed unless it is fully paid-up.
- 3.12 Shares that the Company purchases, redeems or acquires (by way of surrender or otherwise) shall be cancelled immediately or held as treasury shares ("Treasury Shares") at the discretion of the Directors.
- 3.13 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.
- 3.14 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 these Articles or the Law. 3.15 After the Company purchases the shares listed on the TSE, any proposal to transfer the
- Treasury Shares to the employees of the Company and its Subsidiaries a treasury Shares to the employees of the Company and its Subbidinest at a price below the varrage actual proprised prices rules the approved by Special Robitician in the next general meeting and the items required by the Applicable Public Company Rules shall be specified in onicide of the general meeting and may not be proposed as an extemporary motion. The employees of the Company and its Subsidiaries shall not exceed 5% of the total issued starse and each employee more than 50% belowers from transferred means the regular aggregate. The Company may prohibit such employees from transferred and the approve of the Company prohibit such employees from transferred and the regular of 20 years.
- 3.16 Subject to Article 3.15 and the Applicable Public Company Rules, Treasury Shares may be disposed of by the Company on such terms and conditions as determined by the Directors. 4. Rights Attaching to Shares
- Subject to Article 2.1, the Memorandum and these 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 conferent thereby on the holdens of any other shares or class of shares, the share capital of the Company shall be divided into shares of a single class the holder of which shall, subject to the provision of these Articles.
- of which shall, subject to the provisions of these Articles: (a) be entitled no on vote per share. (b) be entitled to such Dividends as recommended by the Board and approved by the Members at general meters of a visifing any of dividuality of the Company, whether voluntary or involuntary or fing the event of a visifing any of dividuality of the Company, whether voluntary or involuntary or fing the supposed of a rouggination or diherwise 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
- State Contractors State Contractors State Contractors and the Company shall be issued in uncertificated/scriptess form unless the issuance of share certificates is required by the provisions of the Applicable Public Company Rules. Where share certificates are issued, every Member shall be entitled to a certificate issued under the Seal (or a facismile thereof), which shall be allfixed or imprimed with the authority of the Board, specifying the mumber and, where appropriate, the class of share held by such Member. The Board may by resolution deformine, either generality or in a particular case, that are or all signatures on certificates more bearing the mumber of affect by mechanical memory.
- 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 hereof, the Company shall deliver the share certificates to the saltscribers within thirty (30) days from the data used share certificates may be issued pursuant to the Laya Memorandium, the Articles, and the Arpitelable Public Company Rules, and shall make a public anonancement prior to the delivery of such share certificate pursuant to the Payle Melle Public Company Rules.
- 5.5 Where the Company shall issue the shares in uncertificated scripless form, the Company shu comply with the Law and the Applicable Pathotic Company Rules to handle relevant matters, and shall defer the shares to the subscribes by boocharty transfer within thrifty (3D) days after the Company is permitted by applicable listing laws and regulations to issue such share and make a poble announcement prior to the delivery.
- 6. Preferred Shares
- 6.1 Notwithstanding any provisions of these Articles, the Company may by Special Resolution designate one or more classes of alares with preferred or other special rights as the Company "Preferred Shares", and cause the rights and obligations of Preferred Shares to be set forth in these Articles.
- 6.2 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: terms and small econsistent with the Application Funite Company Rates:
 (a) the order of priority and fixed anount of 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;
- voting rights wratosover) of the Alembers noting the reterret 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
- Register of Members (a) For so long as shares are listed on the TSE, the Board shall cause to be kept a Register of Members which may be kept outside the Cayman Islands at such place as the Directors shall append and which shall be maintained in accordance with the Law and the Applicable Public Company Roles. (b) In the event that the Company has shares that are not listed on the TSE, the Company shall also cause to be kent 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 recognised by the Company as holding any share on any trust; and (b) no person other than the Member shall be recognised by the Company as having any ri share. 9. Transfer of Registered Shares
- Title to shares listed on the TSE may be evidenced and transferred in a manner consisten 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 the start o
- 3. The Board may refine to recommission 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 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 abolate discretion and without assigning any reason therefor refuse register the transfer of a state in certificated form in the event such registration of transfer the state of the state in the event state of the state of t
- Transmission of Registered Shares
- 1.1. In the case of the dash of A dember, the survivor or survivors where the decased Membe was a joint holder, and the legal personal representatives of the decased Member where the decased Member was as leak holder, and he be don't persons recognised by the Company shall release the estate of a decased joint holder from any lability in respect of any start which had be not only and the decased Member where which had be not only and decased Member where which had be not only and decased Member where which had be not only and the decased Member which the persons in the size of a decased joint holder from any lability in respect of any start which and the notion of the dash of the law. (In the purpose of this Article, legal personal representatives of a decased Member and the start of a decased Member and the start of a sub-off the dash of the
- 10.2 Any proton becoming exited to a share is consequence of the dath or buildinging of any Momber target by registred as a howed any one provide the share and provide becoming entitled to a share all execute in favore of such another and in such case the provide becoming entitled to a share all execute in favore of such another and the share and Transfer by a Person Becoming Entitled on Death/Bankru • (the "Company")
 - consequence of the [death/bankruptcy] of [name a anding in the Register of Members of the Compar bet Register or memory and an advantage of the second s

In the presence

- Transferor Witness
- Transferee Witness
- 13.3 On the presentation of the foregoing materials to the Roard, accompanies due have have whence the Board mays requires to prove the list of the transforce that the pregistered Member, Novisithandang the foregoing, the Board shall, in may case, have the same right decline or support registration or reflex registrations a signification in Article 9.5 as in would have had in the case of a transfer of the share by that Member before such Member's death buttrative, and 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 also holder you rolled to the said share or shares and the Company shall recognise no claim in respect of the estate of any joint holder except in the case of the last survivor of such joint holders.

ALTERATION OF SHARE CAPITAL

- 11. Power to Alter Capital
- 11.1 Subject to the Law, the Company may from time to time by Ordinary Resolution alter the conditions of its Memorandum to increase its authorized share capital by new shares of suc amount as it thinks expedient.
- 11.2 Subject to the Law, the Company may from time to time by Ordinary Rese conditions of its Memorandum to:
- contained on its retrievaluation to: (a) controllidate and divide all or any of its share capital into shares of larger amount than its existing shares in such manner as permitted by Applicable Law; or (b) convert all or any of its paid up shares into stock, and reconvert that stock into paid-up shares of any denomination, or
- (c) subdivide its existing shares, or any of them into shares of a smaller amount provided that in the subdivision the proportion between the amount piad and the amount, if any, umpaid on each reduced share shall be the same as it was in case of the share from whic the reduced share is derived; or
- the reduced share's derived, or cancel shares which at the date of the passing of the resolution have not been taken agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled in such manner as permitted by Applicable Law.
- 11.3 Subject to the Law and the Articles, the Company may from time to time by Special Resolution:
 (a) change in name;
 (b) ahar or add to the Articles;
 (c) also read and the Memorandum with respect to any objects, powers or other m
- specified therein; or
- reduce its share capital and any o
- (b) request is starte capital and any capital recomption reserve intal. IIA Subject to the Law and Article 113, the following actions by the Company shall require the approval of the Members by a Supermajority Resolution:

 (a) effecting any capitalization of distribution bividends and/or homuses and/or any other automating the second start of th
- encourse upresences unset a Marcel 10 Betterof, effecting any Marger (accept for any Marger which falls within the definition of "merger" and/or "comoldiation" under the Law, which requires the approval of the Company by Special Resolution only) to spin-off of the Company, entering into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract; (b)
- (d) the transferring of the whole or any essential part of the business or assets of the Company; or acquiring or assuming the whole business or assets of another person, which has a material effect on the Company's operation.

11.5 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 in delets as the full due or (b) if the Company inservives by Special Resolution that it be wound up voluntarily for reasons other than set out in Article 11.5(a) above.

11.6 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 the Applicable Public

11.7 Subject to the Law, the Company may by Supermajority Resolution, distribute its Capita Reserve, in whole or in part, by issuing new Shares which shall be distribute a hours share to its original Members in proportion to the number of Shares being held by each of them on by cash.

If at any time, the share capital a division of therms classes of shares, the rights attached to ar class (unless otherwise provided by the terms of stasse of the shares of that class) may, whether or the Company is being wound up, be varied with this states oft a Special Resolution passed at a needficient or alteration shall be achieved by the preferential rights of any class of the needmonth of the Articles is predicted in the Resolution and shall also be adopted a Special Resolution passed at a separate meeting of Members of that class of shares. The rights confirmed upon the holders of the durates of one years of the second second shall also be adopted a Special Resolution passed at a separate meeting of Members of that class of shares. The rights shall no confirmed upon the holders of the durates of one years in second with preferred or clear typics shall no varied by the creation or issue of further shares ranking part passa therewith. To any such meetin

13.1 The Board may, subject to approval by the Members by way of Ordinary Resolution or, in the case of Article 11 4(a), Supermajorely Resolutions and subject to these Articles and any temperature of the number of abares bed by them, and asche Divident may be paired in cash, shares or, subject to Article 13.2, wholly or partly in specie. No unpuid Dividend shall bear interest as against the Company.

interest as against the Company. 212 Subject to the provisions of Article 13.1 hereof, the Directors may determine that a Dividen shall be paid wholly or partly by the distribution of specific assets (which may consist of the harar os rescritties of any other company) and may sub-tail ell questions concerning such distribution, subject, however to obtaining the price consent of any hardrolder to whom if its distribution from an ROC certificity dupide accountant, price to the Directors from the the footing of the values of scale in order to adjust the right of whethers on the footing into the values of scale in order to adjust the right of Members of the limiting the foregoing generality, the Directors may such specific assets in trustees on such term as the Directors limit fit and may uses fractional discover.

as the Directors think fit and may issue fractional shares.
13.3 Subject to the Law, Article 11.4(a) and thin Article and except as otherwise provided by the rights attached to any share, the Company may distribute profils in accordance with a model of the transmission of transmission of the transmission of transmissio

for Dividents accordingly. 13.1 Upon the final softement of the Company's accounts, if there is "surplus profil" (as defined below), the Company shall set aside so more than ton per cert (1994) as compensation to employees: (**Campaiyyee Compansions**) and **Employee** Compensations may be distributed to employees of the Company and its Subsidiaries, who meet certain qualification the Company shall, from the support point, sets sides no more than zero point one per cert (0.15%) lhered as remaination for the Directors (**Directors Venumeration**). The shall be approved by a majority of the Directors and another and the total number of the Directors and submitted to the shareholders' meeting for report. However, if the Company has accounding to the Directors and another another of the distributions are avoidance of other, shareholders in the low payment of componisation to employees and remuneration for the Directors.

13.5 In determining the Company's dividend policy, the Board recognises that the Company operates in a mature industry, and has stable profit streams and a sound financial structure

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 Comp in the relevant financial year, so as to ensure the protection of Members' rights and interests; and

interests, and (b) shall set asked out of the profits of the Company for each financial year. (i) a reserve payment of tax for the relevant financial year. (ii) an amount to offset losses incurred previous years; (iii) tenp er cent (10%) as a general serve, and (iv) as special anythus reserve as required by the applicable securities authority under the Applicable Pablic Company Rules or a reserve as determined by the found pursuant to Article 14.1.

13.6 Subject to compliance with the Law and after setting aside the amounts for Employees' Compensations and Directors' Remuneration in accordance with Article 13.4 and such any start on a the band densem fit in accordance with distribution policy oct on it. Article and the start of the start event (10%) of the examps generated from the immediately preceding financial year (exclusive of thos accumulated from previous years) of the distributian amount as Dividend to the Members. and the allocation will be made upon the passing of the resolution by the Members.

13.7 Dividendity of the Nethers and the Employee Comparison to the distributed, in the discretion of the Board, by ways of called by a proper heat property of the distributed of the Board by ways of called by a straight of the distribution is employees on the Members, provided that, in the case of a distribution to Members, no less than fifty per cert (50%) of the total amount of such Dividend hall be paid reach. No unput Dividend and compensation shall be arised as against the Company.

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

13.9 For the purpose of determining Members entitled to receive payment of any Dividend or distributions, the Directors may provide that the Register of Members be closed for transi for five (5) days before the relevant record date or such other period consistent with the Applicable Public Company Reles subject to compliance with the Law.

Capital Accesses and rower to set scalar transmis-14.1 The Board may, before deciring a Dividend, est 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 meeting the deficiencies for implementing Dividend duration plans or for any other in the absolute discussion of mitpendimental Dividend duration plans or for any other be in the absolute discussion of mitpendiment and Dividend and Toron the business of the Company or invested in such investment as Dividents may from time to time than (fit, and need not be keyt separate from other assists of the Company. The Directors may also, we placing the same to reserve, carry frow and any rolf which they decide not to distribute

Subject to any direction from the Company in general meeting, the Directors may on behal 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 Directors may on

14. Capital Reserve and Power to Set Aside Profits

all the provisions of the Articles relating to general meetings shall apply muta DIVIDENDS AND CAPITALISATION

12. Variation of Rights Attaching to Shares

Prvnet Blacement within the territory of the Territor Resonance with the Applicable Pathics Company: Relies, provided list, for insure of or in accordance with the Applicable Pathics Company: Relies, provided list, for insure of or in accordance with the Applicable Pathics Placement within the territory of the ROC, the Company may do so by resolution of the Board and such issuance can be in a single or a series of tranches to take place within one year from the date of the resolution of the Board in accordance with the Applicable Pathic Company Reles.

- 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 such Member's address in the Register of Members, or to such person and to such address as the holder may in writing direct. 1.2.1 In the case of joint budders of starse, may brinding thread provide the provide in cash respect of shares may be paid by cheque or draft sent through the post directed to the address of the budder first name in the Register of Members or its such parton and to such address as the budder may in writing direct. If two or more persons are registered as joint budders of such address any shares any one any is an effective larger for any Dividend paid in respect to disch shares.
- 16. Capitalisation
- Subject to the Law and Article 11.4(a), the Board may capitalise any sum for the time being to the credit of the Capital Reserve or other reserve accounts or to the credit of the profit an account or otherwise available for distribution by applying such sum in paying up unissue to be allotted as 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. 100/Wing the chi of cick in tract year. In the DOUD Statils want and annuana general antering, elivating mean layering in chick and energy and extra structure general metrings (in chick and energy and extra structure) shall be held at useh time and place as the Chairman or any too Directors or any Director and the Secretary or the Board stall all appoint provided that unless of hervice points of the DS and the Board and the Column shall appoint provide that unless of hervice provided by the Layer, the general meeting outside the ROC, the Company shall appoint provide the CS and the ROC. The Board resolves to hold a general meeting outside the ROC the Company shall appoint provides that the LS the feed within two (2) days after the Board adopts such resolution. Where a general meeting is to be held outside the ROC, the Company shall appoint provides should appoint provide the AD and the ROC that and the ROC that and the statistication of such general meeting (including but not limited to the handing of the travers of the ROC and ROC and
- 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 in 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 dat
- 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 extraordina general meeting and the reason therefore 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 like form each signed by one or more requisitionistic
- 18.5 If the Board does not within fifteen (15) days from the date of the deposit of the Member requisitions dispatch the notice of an extraordinary general meeting, the requisitions in themselves converse an extraordinary general meeting, the requisitionist and the do availed the ROC, an application shall be submitted by such requisitionists in the TSU for Strong approx.
- 19. Notice
- 19.1 At lea 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 eac 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 meetin
- 19.3 The Board shall fix a record date for determining the Members entitled to receive notice and to vote at any general meeting of the Company in accordance with the Applicable Pul Company Rules and close its Register of Members accordingly in accordance with the Applicable Public Company Rules
- Company Pales and close its Register of Members accordingly in according with the Applicable Phalic Company Mellos.
 Subject to Article 22.4, the accidental omission to give notice of a general meeting to, or the neuroscopic of a notice of a general meeting. The Applicable Phalic Company Mellos.
 For so long at the shnere are listed on the TSL, the Company shall announce to the public the notice of a general meeting, the prove instrument. An activate 19.2 and the shore meeting and the general meeting, including but not limited to, election or discharge of Direction, in accordince with Article 19.3 and Article 19.2 and Articl

- termining any Lanes Contrast, Management Contrast or Jonit Operation Contrast, (iii) immedior of the whole or any essential part of the broiness or assets of the Company, and (iv) acquisition or assumption of the whole of the broiness or assets of the Company, and (iv) acquisition or assumption of the whole of the broiness, the second s
- to more, review or mate copies on the torgoing accuments. 1983 The Compared yield 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 of (rapicable) and its sixed. affirs agent leated in the ROC (ren (10) days prior to such annual general meeting in accordance with Applicable Holic Company Radies. Members may import and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accontants for for purpose of axis impection and review.
- 20. Giving Notice 20.1 Any Notice

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- (a) If average of a delivered by post, shall where appropriate be sent by arimali and shall be descended by how been served or delawing that on wheth the envelope containing the same, properly prepaid and addressed, is put into the post, in proving such as such proving such as the envelope or warper containing the noice or document twas properly addressed and put into the post and a certificate in writing signed by the secretary or other officer of the company or other percom appointed on the secretary or other officer of the Company or other percom appointed on the secretary or other officer of the Company or other percom appointed on the secretary or other officer of the Company or other percoma appointed on the secretary or other officer of the Company or other percent appointed on the secretary or other officer of the Company or other percent appointed on the secretary or other officer of the Company or other percent appointed on the secretary or other othe
- 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 communications, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent; is transmitted from the serve of the Company of ris agent; (c) if served or dotivered in any other numer contemplated by these Articles, shall be deemed to have been served or dotivered at the time of personal service or dotivery or, service or dotivery a certificatie in various services and services of the Company or other person appointed by the Board as to the act and time of such service, dotivery, departicle transmission and the conclusive velocities thereof, and dotivery, departicle transmission and the conclusive velocities thereof.
- (d) may be given to a Member either in the English language or the Chinese languag subject to due compliance with all Applicable Law, rules and regulations.
- This Article shall apply mutatis mi 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
- Querran and Proceedings at General Meetings 21.1 No resolutions shall be adopted unless a quorum is present. Unless otherwise provided for in the Articles, Members present in persons or by proxy or in the case of a corporate Member, by corporate representative, representating more than on-eable of the total issued stars of the Company emitted to voice, shall constitute a quorum for any general meeting. 21.2 The Bload edual lausein business report, franced statements and proposals for distribution of Company for ratification by the Members in a manner consistent with the Arplicable Phile Company for ratification by the Members in a manner consistent with the Arplicable Phile Company for ratification of profiles at flates for general meeting, the Board shall distribute copies of or amounce to the public the ratifield financial statements and the Company Reset and the to the Members in a conduction of lossis, to achieve the Member or Company Resets environment of the totals a standard on to the voic of the meeting while a start to the start and the start of the start of the start of the start of the start Company Resets.
- 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
- nanot.
 2.2.4 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 compresent jurisdiction for an of any resolution in volation of applicable laws or equipplicable laws or equi
- 22.5 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.

Member(s) balding one per cent (1%) or more of the Company's total issued shares immediately prior to herelevant balo choc period, daring which the Company close Register of Members, may propose to the Company in writing one matter for discussion annual general merging. The Company prior allow prior head to more the company of the term of the second strain the second strain the second strain (10) days for Members to submit preposals. Proposals submitted for discussion at an general meeting shall not be included in the aegund of the annual general meeting what the proposing Member(s) holds less than one cent (1%) of the Company's total issueds (10) (b) the matter of submodel meeting by the Company for the term from densities of the encoded of the fixed and manonesche by the Company for the company for the the fixed fixed annual meeting of the fixed meeting of the fixed strain discussion of the company is the strain fixed fixed and company after the the fixed and annuances by the Company for accepting Member(s) has proposed more than one proposal, or (1) the proposal is submitted to the company strain the discussion and meeting (1) the proposal is submitted to the company strain the discussion annuances of the company for the fixed fixed fixed annuances of the fixed strain annuances of the company for the fixed fixed fixed annuances of the fixed strain annuances of the annuances of the company for the fixed fixed fixed annuances of the company fixed fixed fixed annuances of the fixed strain annuances of the annuances of the proposal is not provided and the strain and the fixed strain annuances of the proposal is not provided and the strain the fixed strain annuances of the provided strain the strain and the strain and the fixed strain annuances of the provided strain and the strain and the strain the strain and the strain and the strain and the strain and the strain the strain and the strain and

ss otherwise agreed by a majority of the Members attending and entitled to vote thereat, th rman, shall act as chairman at all meetings of the Members at which such person is present bsence a chairman shall be appointed or elected in accordance with the Applicable Public

his absence a chairman shall be appointed or elected in accordance with use Parparents - -----Company Read. Varing an Readerine 113. Subject to any rights, privileges or restrictions attached to any share, every Member who (heng an individual is present in presson or by proxy or (in the case of a corporation or other non-natural period) by day autorized comparet representatively or by proxy all 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 on our call his votes or call and the votes he holds in the same way voting power separately. The qualifications, roops, methods of exercise, operating procedures and other matters in respect of exercising voting power separately shall comply with the Applicable Public Company Rules.

Provide rules Company Rules. No person shall be entitled to vote at any general meeting or at any separate meeting of the solders of a class of shares unless he is registered as a Member on the record date for such neeting.

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

one provy under one instrument to attend and vote at such meeting. 24.1 The Board may determine that the voting power of a Momber at a generatim meeting may be exercised by vay of a written balled or by way of decistonic transmission; provided, head ball provides the second structure of the second structure of the second structure of the correcting the to be their docuside the ROGC expression to the Applicable Pablic correcting their voting power by vay of a visitor ballot or electronic transmission. The method for exercising such votings power shall be described in the general meeting nuclear to be given to the Members if the voting power may be exercised in y way of a written ballot electronic transmission. Appl Member who insteads the section has voting prover by way of a described the section of the section of section of the section of the section of the decision at least two (2) days prior to the date of such general meeting. Where more than one voting decision are necered from the same Ammebry by the Company, the first voting decision shall prevail, unless an explicit written statiencent is small by the relevant Member to reveals the previous voting decision in the that-recencer voting decision. A Momber who exercise

his voting power at a general meeting by way of a written ballet or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his procy to we too electronic document. The chairma of the general meeting as prove hall not know the power to excite 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 annohment to resolution(s) in such manner shall be deemed to have varied their voting rights with respect to any cutemperay matters or andmente to resolution(s) provided at the general meeting as cutemperay matters or andmente to resolution(s) provided at the general meeting.

extemporary matters or amendment to resolution(s) proposed at the general meeting. 24.5 In the event any Member who indended to creaccine its vorting power by way of a written balled or electronic transmission and has served his vorting decision on the Company parsuant to vortice 24.4 hereof laster intends to attend the general meetings in preson, he shall a least two (2) days prior to the date of such general meeting, serve the Company with a separate notice revolving last previous voring decision. Such separate notice shall be sent to the Company in the same name (e.g., by contrar, registered mail or electronic transmission, as applicable) as written balled or electronic transmission shall remain yould if the relevant Member fails to revolve his voring decision before the prescribed time.

216 A fact and a temp became the Comparison the intermediate and the comparison of the Compary and the Compary shall only count the vector) card by appointed proves appointed proves at the meeting.

tiet 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 scatpore), (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to be elevant Momber, proxy and the solution (1 only). The form of proxy shall be provided to the Meetinest together with the relevant notice for the relevant general meeting, and such notice and proxy matterials able be derivated or all Members on the same day.

and procymiestruls shall be distributed to all Members on the same days.
 an instrument of procy shall be inviting, be exceed under the hand of the appoints or of this attempt only and participation of the simulation of the same days.
 An instrument only and the simulation of confictor entrances plays, makers that the mappoints or other non-instrum playses, mader the hand of a confictor entrances plays, and with a simulation plays.
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 Shalpest to the Applicable Phile Company Rules, except for an ROC trust enterprise or stock affairs agent approved parameter to Applicable Phile Company.
 Shalpest to the vor or more Members, the built number of instead and voing abases of the Company Rules, areas with a report to the term of the term of the Company.
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 Shalpest to the another per cent (3%) therhold shall not be control.
 In the event that. A Member exercise the voing the voing a work of a more thall here in the direct that any Member who has anthonised a provide the approxide by the provide approxide to a provide the approxide by the provide approxide to attempt the general meeting later intendity on intend the member who has anthonised a provide to attempt the provide approxide to attempt the provide the approxide to attempt the general meeting later intendity on intendity.

general meeting in person or to exercise his voting power by vary of a written ballet or electronic transmission, he shall, at least two G1 dway prior to be date of such general meeting, serve the Cumpany with a separate written notice revolution his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revole his appointment of a dway how yeleved her prescribed image. The instrument of proxy shall be deposited at the Registred Office or the office of the Company's stock after have (b) dye how the company here are also for the office of the company is not dark for (b) dye hydre the time for holding the meeting or adjourned for Company is that for (b) dye hydre the time for holding the meeting or adjourned the Charman hering deemed appointed as proxy under Article 244. Where mere than over the received in this measure anglicit written statement is made by the relevant Member t received hall prevail, unless an explicit written statement is made by the relevant Member t received hall prevail, measured and the statement is made by the relevant Member t revolve the perison proxy in the later-acceed instrument.

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 but not limited to "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies".

Dissenting Member's Appraisal Right
 Tal. Subject to compliance with the Law, in the event any of the following resolutions is parsed at general meetings, any Member who has notified the Company in writing of his objection to such matter pior to the meeting and has raised again his objection to the Company to purchase all of his shares at the herealing far pice.

(a) the Company proposes to enter into, anend, 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

the Company, or the Company, or the Company of the dissolution of the Company, or the André Inniesse or a societ of another person, which has a Company of the Company of the Company 27.2 In the event one part of the Company is handows as good of or involved in any Morget and Member, who has ablatised from voting in respect of such matter and expressed his dissert therefore, in writing or vehally viola a ecouly before or during the generative meeting approximal such spin off or Morger, may request the Company to purchase all of his shares at the then prevaling in prior.

(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 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 (50%) 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.

given time.
282. 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 abstin 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 run by counted in determining the number of shares of the Member present at such general meeting for the purposes of any determining the quarum. The aforementsoned Member shall also not due to health of any determining the quarum. The aforementsoned Member shall also not due to health of any determining the quarum.

28.3 If the smallest of shares splatual by a Directore at any sina anometries to neor than fully over composition of the start product of the start produ

In the case of joint holders, the vote of the senior who tenders a vote (whether in person or by pr 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.

30.1 A corporation or non-natural person which is a Member may, by written instrument, a such person as pessons as it flutus fit is act in its representative at any meeting of the off off off person persons and the such as the person of the corporation or such non-natural person which and person which and person which and the theory of the corporation or such non-natural person which and any such meeting and the determined by its authorised

The chairman of a general meeting may, with the consent of a majority in number of the Membe present at any general meeting at which a quorum is present, and shall its of directed, adjourn the meeting. Unless the meeting as adjourned to a specific data, these and time announced at the me meeting shall be given to each Member entitled to attend and vote thereat in accordance with the provisions of these Articles.

notice of, attend and be heard at an

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

23. Chairman to Preside

24.2 No pr hold

25. Proxies 25.1 The in

26. Proxy Solicitation

Shares that May Not be Voted 28.1 Shares held:

29. Voting by Joint Holders of Shares

30. Representation of Corporate Member

31. Adjournment of General Meeting

32. Directors Attendance at General Meetins

The Directors of the Company shall be entitled to re

DIRECTORS AND OFFICERS

- Multic TORS AND OFFICERS
 Multication of the second secon
 - 33.2 Unless otherwise approved by the FSC, the number of Directors having a spousal 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 requirements provided in Article 3.32 hereor the non-quality Director(s) who was elected with the fewest number of voites shall be deemed not to have been elected, to the extent necessary to meet the requirements provided for in Article 3.32 hereof. Any person who has already struct as a Director bar bar in violation on the altorementioned 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 of financial expertise.
 - 3.5 The Directors (including Independent Directors and Directors) other than Independent Directors and Directors) shall be cominated by adopting the candidate nomination system specified in the Applicable Pablic Company Pales. Independent Directors shall have profosized have and direct or indirect interest in the Company. The profosizional qualifications, netritions on shareholdings and concurrent positions, and assessment of independence with regulated brains relationshall built in the Company. The profile Public Company Pales.
- 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 general meeting to elect once or more 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;
 - 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
- sume category to invectors to be executed sum to appointee, and (iv) where two or more Directors infinded set receive the same number of votes and as a result the total number of new Directors infinded to be appointed is exceeded, there shall be a draw by such Director candidates receive ting the same number of votes to determine who shall be appointed; the chairman of the meeting shall draw for a Director nominated for appointent who is not present at the general meeting.
- 34.4 If the number of Directors is less than five (5) persons due to the vacency of Director(s) for any reason, the Company shall call as election of Director(s) at the next following general equation on which of the total number of Directors elected. the Bend shall holy, whiln sixty (60) days from the date of the occurrence of vacencies, a general meeting to elect succeeding Directors to full the vacancies.
- Any corporation (or other legal entity) which is a Member shall be entitled to appoint suc person or persons as its representative to be deteded as a Director (the "Appointe 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.
- approves to memory and accounter with the procession of the Netherland Section 2. A section 2 35. Removal of Directors
- Actional of JUPCODF 305.1 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 redefed all Directors, whose vote shall be calculated in accordance with Article 342 above. If no resolution is passed to approve that the existing Director(s) who share not redected the general meeting and the general meeting. The share the share the share the general meeting the share the share the share the share the share the general meeting.
 - shall remain in office until expiry of his/her original term of office, such non-re-electo Directors shall vacate heir office with effect from the date the other Directors elected or re-lected at the size greand meeting construct their office. A meeting the second present or by any general meeting to re-elect all Directors. If the term of office of all Directors expire a the same time and no general meeting works hold 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 multiple commerce the office.
- seasons in the new general meeting and they commence their office.
 55.2 In create Diverse has, in the course of sporfsming bio data; committed any set resulting in material damages to the Company or is in survinos violation of applicable laws, regulators and or three Articles, but has no they nemerously as a symmetry disculation, he Membel(1) holding three per cent (75%) or more of the total number of issued shares of the Company may, within thirty (50) days after a solid special meeting, in the extent permissible under the Applicable Law, institute a lawarit to remove such Director. The Taiwan Taipel District Court, BOC, may be account of the fitter data and the order of the fitter data.
- 36. Vacation of Office of Director
- 36.1 The office of Director shall be vacated if:
- between the inserved from office pursuant to Article 35.1; the corporation (or other legal entity) which appointed an Appointed Representative, serves notice on the Company giving notice to entowe such Appointed Representative from the office of Director, such removal shall take effect from the data specified in the notice or in the absence of sink data, from the data on which the notice was increased in the Company.
- the Director dies; the Director is automatically discharged from his office in accordance with Article 33.3; the Director resigns his office by notice in writing to the Company; if the Director is the subject of a court order for his removal in accordance with Article 3 are according to the subject of a court order for his removal in accordance with Article 3 are according to the subject of a court order for his removal in accordance with Article 3 are according to the subject of a court order for his removal in accordance with Article 3 are according to the subject of a court order for his removal in accordance with Article 3 are according to the subject of a court order for his removal in accordance with Article 3 are according to the subject of a court order for his removal in accordance with Article 3 are according to the subject of a court order for his removal in accordance with Article 3 are according to the subject of a court order for his removal in accordance with Article 3 are according to the subject of a court order for his removal in accordance with Article 3 are according to the subject of a court order for his removal in accordance with Article 3 are according to the subject of a court order for his removal in accordance with Article 3 are according to the subject of a court order for his removal in accordance with Article 3 are according to the subject of a court order for his removal in accordance with Article 3 are according to the subject of a court order for his removal in accordance with Article 3 are according to the subject of a court order for his removal in accordance with Article 3 are according to the subject of a court order for his removal in accordance with Article 3 are according to the subject of a court order for his removal in accordance with Article 3 are according to the subject of a court order for his removal in accordance with a court order for his removal in accordance with a court order for his removal in accordance with a court order for his removal in accordance with
- (g) with immediate effect without any action required on behalf of the Company if
- the Director has been adjudicated bankrupt, and has not been reinstated to his rights and privileges; privileges; (ii) an order in made by any competent court or efficial 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 director as specified in the AOC statute of prevention of organizational crimes and subsequently has less emaily a sensitive site less than five (5) and be time depind after has has acceed the fall erron of the sensitive site less than five (5)
- years; the Director has committed an offence in terms of finad, 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 two (2) years; the Director has been adjudicated gailing 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 value between is less than two (2) years;
- (νi) $\;$ 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 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 that 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, ipso facto, be removed automatically from the position of Director with immediate effect and no shareholders' approval shall be required.
- no sumenousces approval statil to required. 50.3 If any Director has, after having bene detect and before his/her imageration of the office of director, transforred more than one half of the Company's shares being held by him/her at the time of his/her elections as a Director, then hields half limentialaty cases to be Durector and no shareholders' approval shall be required. If any Director has, after having been detected as the share transferred more of provide the state of the state of the state of the state the share transferred him/her period provo the convention of a shareholder meeting according to the Applicable Public Company Rate, then helds half immediately cases to be a Director and no shareholders' approval shall be required.
- Compensation of Directors
 SPAC Company Rules, establish a Independent Director. The professional qualifications of the members of the Compensation Committee establishment (Committee State) (Severs and other related matters of the Compensation Committee shall comply with the Applicable Public Company Rules, establish a durber of 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, stocl option and other incentive payments of Directors and managers of the Company.
- opton and other incertive payments of Directors and managers of the Company. 37.3 The companyation of the Directors may be devided by yub Board by reference to commendations made by the companyation Committee (if established), the standard personily adverted by other enterpoints in the same holders, and shall be pain in an other. The Directors may also be pain all itravel, hold and cher capeness properly incurred by them attending and returning from the meetings of the Board, ary commitse approximately by the Board, general meetings of the Company, or in connection with the basiness of the Company or their directs a Directors generation. A Director is able molitol to distribute of portlis of the Company if permitted by the Law, the Applicable Public Company False, the server agreement or other similar content can the holds have 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 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 disquilified, 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 near 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 and be as a subject to the set of the

communication facilities, as permitted by the Applicable Law, whe meeting to communicate with each other simultaneously and instan such a meeting shall constitute presence in person at such meeting.

The quorum for a meeting of the Board shall be more than one-half of the total number of the Directors. Any of the Directors may appoint another Director to represent him at any meeting Board if such Directors is mubbe to do so in persons far any casses. If a Director appoints a proof for all purposes the presence or vote of the proxy shall be deemed on the that of the appointing Director. The appointed Director may using act as the proxy of no be that of the appointing Director The appointed Director may using act as the proxy of no be that of the appointing the start of the s

Unless otherwise agreed by a majority of the Directors attending, 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.

No regulation or alteration to these 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 alters to been made.

CORPORATE RECORDS

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.

56.2 The Register of Mortgages and Charges shall be open to inspection by Members and creditor 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 (2) hours in each such business day be allowed for impection.

Directors authorised 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 authorised for this purpose by the Directors or the

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

57.3 The Company may have one or more duplicate Seals, as permitted by the Law; and, if the Directors think fit, a duplicate Seal may bear on its face of the name of the country, territor district or place where it is to be used.

within seven (7) days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its Linguist and Non-Linguist Agent, the Board shall resolve to announcement of the following: to accept or object to the totaler offer and make a public solution of the following: (9) the total of the total of the total of the solution of the total of the solution of the total of total of the total of

the types and number of the shares held by the Directors and the Members holding more than ten per cent (10%) of the total issued shares in their own names or in the names of other persons.

perions. recommendations to the Members on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefor. whether there is any metarical change in the financial condition of the Company after the submission of the latest financial report and an explanation of the Cohange, if any, the types, numbers and amount of the submission of the submission of the submission durates the late intervent of the submission of the stal number of issued status held in their own names or in the anne of other persons.

ne company and in particular with respect to:
 all sums of noney received and expended by the Company and the matters in respect of which the receipt and expenditure relates;
 all sates and parchases of goods by the Company; and
 all assets and liabilities of the Company.

(c) an users and nationes of the company.
Such books of account shall be kept for at least five (5) years from the date they are prepare 59.2 Such records of account shall be kept and proper bols of account shall not be deemed to help the state states and 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 keep for at least one (1) year. However, ef Member institutes at lawauit with respect to such instruments of proxy, documents, forms/statements and/or information menioned herein, they shall be keep tunit the conclusion of the linguistion of longer than one (1) year.

The financial year end of the Company shall be 31st December in each year but, subject to any direction of the Company in a general meeting, the Board may from time to time prescribe son other period to be the financial year, provided that the Board may not without the sanction of a Ordinary Resolution prescribe or allow any financial year to be longer than eighteen months.

AUDIT COMMITTEE

The Company dual et up an Andi Committee. The Andir Committee shall comprise addyord backpowdar Direction and the sudder of committee sucheases all and be est hash due [1] O actor the Andir Committee members shall be appointed as the convect to convene meetings of the Andir Committee from time to time and a lease too of the Andir Committee remotes shall have accounting or financial expertise. A valid resolution of the Andir Committee remotes shall have accounting or financial expertise. A valid resolution of the Andir Committee remotes shall have accounting are of all in sementses.

The Audit Committee 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:

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

(a) adoption of or amendment to an internal control system: (b) assessment of the effectiveness of the internal control system

(d) any matter relating to the personal interest of the D (e) a material asset or derivatives transaction;

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

(i) the appointment or discharge of a financial, accounting, or ir

(j) approval of annual and semi-annual financial reports; and

competent authority overseeing the Company.

63. Winding-Up

Changes to Articles

65. Reduction of Share Capital

66. Discontinuance

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

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

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

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.

VOLUNTARY WINDING-UP AND DISSOLUTIO

6.3.1 Inc: company may be countaring wound-up in accordance with Article 11.5.
6.3.2 If the company walls be wound op the liquidater may, with the sensition of 3 special Resolution, divide amongst the Members in specie or in kind the whole or any part of the assets of the Company (whether they valid consist of property of the same kind net with an may, for such purpose, set such value as he dense fur upon any property of the same kind or with a different classes of Members. The liquidater may, with the like sametion of the Members as the legation that the start of the same start of the same kind or such as the set of the Members as the liquidate start of the same start of the same kind of the Members as the liquidate limit that and in a treat as the same start of the Members as the liquidate scenario the same start of the same kind of the Members as the liquidate limit that and in a treat as the same start of the same kind of the Members as the liquidate scenario the same start as any liability.

CHANGES TO CONSTITUTION

REDUCTION OF SHARE CAPITAL

The Board may exercise all the powers of the Company to transfer by way of continuation the Company to a named country or jurisdiction outside the Cayman Islands pursuant to the Law.

For so long as the shares are listed on the TSE, the Company shall appoint a Litigious and N Litigious Agent parsamt to the Applicable Law to act as the Company's responsible person: ROC under the ROC Securities and Exchange Law to hand matters stupilated in the ROC Securities and Exchange Law and the relevant rules and regulations thereto. The Litigious Agent shall be a person who has a residence or domicel in the ROC

Company may by Special Resolution reduce its share capital and any capital redemption reserv any manner authorised by the Law and the Applicable Public Company Rules. Any such uction of share capital shall be effected based on the percentage of shareholding of the Members rata, unless otherwise provided for in the Law or the Applicable Public Company Rules.

Subject to the Law and to the conditions contained in its Men Special Resolution, alter or add to its Articles.

67. Appointment of Litigious and Non-litigious Agent

63.1 The Company may be voluntarily wound-up in accordance with Article 11.5.

TENDER OFFER AND ACCOUNTS

nired by th

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 appointed by the Board, and

56.1 The Directors shall cause to be kept the Register of Mortgages and Char Law.

57.1 The Seal shall only be used by the authority of the

59.1 The Board shall cause to be kept proper records of acc the Company and in particular with respect to:

Quorum at Board Meetings

The Board may act nots

53. Chairman to Preside

55. Minutes

52. Board to Continue in the Event of Vacancy

54. Validity of Prior Acts of the Board

56. Register of Mortgages and Charges

57. Form and Use of Seal

58. Tender Offer

59. Books of Account

60. Financial Year End

Number of Committee Members

62. Powers of Audit Committee

- 40. Powers of the Board of Directors
- Without limiting the generality of Article 39, the Board may subject to Article 11.4 appoint, suspend, or remove any manager, secretary, clerk, agent or employee of the Company and may fix their compensation and determine their duties;
- Company and may its their compensation and determine user tunners, (b) exercice 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 par thereof, and may issue debentures, dobenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party; 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 and confer upon such manager such powers and duties as it deems appropriate for the transaction or conduct of such business;
- transaction or conduct of such basiness; (c) by power diatrons; appoint any ecompany, firm, person or body of persons, whether nominated directly or indirectly by the Board, to be an attorney of the Company for such normality of the Board) and for such period and subject to such conditions as a timy think and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney is and Board may think. If and may also authories any such attorney to such-dealing at all any starts attorney and the Board may think. If and may also authories any such attorney to such dattorney may, if an authoristic, execute any deed instrument in any summer permitted by the Law.
- (f) procure that the Company pays all experiments Company; ncurred in promoting and
- (g) degate any of the powers (including the power to sub-degate) to a committee of one or more persons appointed by the Board and every such committee shall confirm to such directions as the Board shall impose on them. Subject to any directions or regulations made the Directors for this purpose, the intention and proceedings of these sections of these Articles regulating the meetings and proceedings of the Board.
- (h) delegate any of its powers (including the power to sub-delegate and in such manner as the Board sees fit;
- present any petition and make any application in connection with the liquidation or reorganisation of the Company;
- (i) in connection with the issue of any share, pay such commission and brokerage as may be permitted by law; and
- (k) authorise any company, firm, person or body of persons to act on behalf of the Company f any specific purpose and in connection therewith to execute any agreement, document or

instrument on behalf of the Compar

45. Compensation of Officers

46. Conflicts of Interest

The Officers shall receive such

- 41. Register of Directors and Officers 41.1 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.
- (b) asaress.
 41.2 The Board shall, within the period of thirty (50) 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 O Directors and Directors 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.
- 42. Officers The Officers shall consist of a Secretary and such additional Officers as the Boar of whom shall be deemed to be Officers for the purposes of these Articles.
- 43. Appointment of Officers The Secretary (and additional Officers, if any) shall be appointed by the Board from time to time
- 44. 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.

nsation as the Board may determin

46.1 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 emitted to compensation as if such Director were not a Director; provided that this Article 46.1 shall not apply to Independent Director.

46.2 A Director who is directly or indirectly interested in a contract or proposed contract or arrangement with the Company shall declare the nature of such interest as required by the Applicable Law.

46.3 Notwithstanding anything to the contrary contained in this Article 46, 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 rig

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 Director present at the board meeting. Notwithstanding anything to the contrary contained in this Article 46, a Director who is engaged in anything on his own account or on behalf of another person, which is within 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

46.5 Notwithstanding anything to the contrary contained in this Article 46, a Director who has a personal interest in the matter under discussion at a meeting of the Directors shall declare the nature of and the essential contents of his interest at the relevant meeting of the Directors.

Indeemalifeation and Exclusion of Directors and Officers
 The Directors and Officers of the Company and any trusts for the time being acting in relation to any of the affins of the Company and every former director, officer or trustse and their respective beins, nearenters, diministrators, and presond representatives (each of which person being referred to in this Article as an "indemnified party") shall be indemnified and their respective of the Company from any trustse, costs, change by reason of any act done, concurred in or omitted in ar about the execution of the shall be indemnified and their respective of the shall be indemnified and any act done, concurred in or omitted in ar about the execution of their about the another person with about any movemable for the shale or offication, or done any share on their persons with about any concept of the shale or officient of any security upon which any movesy of ar belonging to the Company that has been any executed, or for insufficients yor deficiency of any security upon which any movesy of any and share any table back of the construct of the share of configuration of their subsect of the origin security upon which any movesy of any angle and the distance of the any security upon which any movesy of any damage which may judges in the execution of their subsect of our origin security of the soft of the soft of the soft of the origin security of the sof

47.2 The Company may purchase and maintain insurance for the benefit of any Director or Offic of the Company against any labelity incurred by hims in his capacity as a Director or Offic inhibition of the Company against any labelity incurred by hims in his capacity as a Director or Offic inhibity attacking to him by virtual or any nut of a law in respect of any anglegines, default, breach of daty or breach of trast of which the Director or Officer may be guilty in relation the Company or any Subidiary thereof.

47.3 To the extent permitted under the laws of the Cayman Islands, Members continuously holding three per cent (3%) or more of the total issued shares of the Company for a year or longer may

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

classe (a) or (b), if (i) in the case of classe (a) (b, the Donaf disk to make stark-instinues the backgrounder Diversion of the Audie Committee having how mathwrstel by the Board full file such application. The science of the Audie Committee fails is the science (classes (classes (c)), the Independent Directory of the Audie Committee fails is the science printing on the Commute fails in the science printing on the Commute fails in the Science printing on the Audie The Audie Committee fails in the Science printing on the Commute fails in the Company gainst any of the Directors: and no held/of the Company gainst any of the Directors:

and on behalf of the Company against any of the Directors. 4 Without projudice to the duties owed by a Director the Company under common law of the Common Blands and subjects the Law. 2 Director shall assume flakacing duty to the conducting the business operation of the Company. A Director shall be label to the Company of the has accel contrary to the above. In cases uscharion in manifer for himself or on behalf of motion proton in violation of the Company. A Director shall be label to the Company of the has accel contrary to the above. In cases uscharion in manifer on the standschord for interference of the standschord and the standschord of the standschord of Director as a Company has, in the course of conducting the business operations, violated any person, he shall be liable, piritly and severally with the Company, for the damage to such their person.

MEETINGS OF THE BOARD OF DIRECTORS

Board Meetinga Soliject to the Applicable Public Company Roles, the Chairman may call a meeting of the Board an the Board may meet for the transaction of businese, adjourn and otherwise regulate its meetings at its sets of the Company's pathol bud, ceasars to be held, regular meetings of the Board at least on a quarterly basis to review the Company's parformance during the previous ficial quarter and to does on matters colouranty requiring approxi of the Roard as simplicable herein. A resolution put to the and in the case of an equality of votes the resolution shall fail.

The Chairman may, and the Secretary on the requisition of the Chairman shall, at any time summon a meeting of the Board. To converse a meeting of the Board, a notice setting forth therein the matters that the setting of the Board and the setting of the Board and the setting for the therein the matters have very (1) days prior to the schedule meeting date. However, in the case of energency as agreed by a majority of the Directors, the meeting may be convended with a shorter notice period in a manner consistent with the Applicable Public Company Bales. Notice of a meeting of the Board shall be deneral to be dady given to a Director if, to the extent particulable Law, its sub Director by oper, closely, the setting the setting participation of the Applicable Law, its sub Director by oper, closely, the setting theory, fassimile electronic mail or other mode of of

48. Board Meetings

49. Notice of Board Meetings

50. Participation in Meetings by Video Conference

within thirty (30) days after the Member(s) having made the request under the preceding

47. Indemnification and Exculpation of Directors and Officers