Stock Code:1590

AIRTAC INTERNATIONAL GROUP Handbook for the 2015 Annual Meeting of Shareholders

MEETING TIME: MAY 28, 2015

PLACE: No.63, Daxue Rd., Sanxia Dist., New Taipei City 237, Taiwan (R.O.C.) (Fullon Hotel)

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I. Meeting Procedure

AIRTAC INTERNATIONAL GROUP

(亞德客國際集團)

(Incorporated in the Cayman Islands with limited liability)

Procedure of 2015 Annual General Meeting of Shareholders

- 2. Chairperson Remarks3. Management Presentation (Company Reports)
- 4. Matters for Recognition

1. Commencement of the Meeting

- 5. Matters for Discussion
- 6. Questions and Motions
- 7. Adjournment

II. Meeting Agenda

AIRTAC INTERNATIONAL GROUP

(亞德客國際集團)

(Incorporated in the Cayman Islands with limited liability)

Year 2015 Agenda of Annual Meeting of Shareholders

Time: Thursday, 9:00 am May 28, 2015

Venue: No.63, Daxue Rd., Sanxia Dist., New Taipei City 237, Taiwan (R.O.C.) (Fullon Hotel)

Chairman: Shih-Chung Wang, Chairman of the Board Of Directors

- I. Commencement of the Meeting
- II. Chairperson Remarks
- III. Management Presentation (Reports on Company Affairs)
 - (1) 2014 Annual Business Report.
 - (2) 2014 Audit Committee'S Audit Report.
- IV. Matters for Recognition
 - (1) The Company's Business Report and Consolidated Financial Statements for 2014.
 - (2) The Company's Earnings Distribution for 2014.
- V. Matters for Discussion
 - (1) The issuance of new shares from earnings of the Company.
 - (2) The amendments to the Amended and Restated Memorandum and Articles of Association (the "M&A") of the Company.
 - (3) The Amendments to "Guidelines for Lending Funds to Others" of the Company.
 - (4) The Amendments to "Rules of Procedure for Shareholders' Meetings" of the Company.
 - (5) The Amendments to "Rules for Election of Directors" of the Company.
- VI. Questions and Motions
- VII. Meeting adjournment

Management Presentation (Reports on Company Affairs)

Report No. 1

2014 Annual Business Report.

Explanation:

The Business Report for 2014 is attached as pp.11-13, Exhibit A.

Report No. 2

2014 Audit Committee's Audit Report.

Explanation:

The 2014 Audit Committee's Audit Report is attached as pp.14-15, Exhibit B.

Matters for Recognition

1.

Proposed by the Board

Proposal:

Adoption of the Company's Business Report and Consolidated Financial Statements for 2014.

Explanation:

- (1) The Company's 2014 financial statements were duly audited by the CPAs Ming-Zhong Hsieh and Bo-Ren Weng of Deloitte & Touche with an unqualified opinion report. The financial statements were approved by Board of Director on March 3, 2015. The 2014 consolidated financial statements and the business reports are hereby submitted to this Meeting for recognition.
- (2) The aforementioned lists, please refer to Exhibits A as pp.11-13 and C as pp.16-22, are hereby submitted to this Meeting for recognition.

Resolution:

2.

Proposed by the Board

Proposal:

Adoption of The Proposal for Earnings Distribution for 2014.

Explanation:

- (1) The Company's earnings distribution for 2014 below was previously approved by the Board of Directors of the Company pursuant to the M&A of the Company.
- (2) The net profit (after tax) of the Company for 2014 amounted to a total of RMB 360,785,969 minus special reserve set aside by the Company of RMB9,109,037. The divisible surplus of the Company for the year 2014 amounts to RMB 752,825,350. The Company proposes to distribute cash dividends RMB0.9595 (NT\$4.8) per share and stock dividends RMB0.1 (NT\$0.5) per share, the total amount of the cash dividend is RMB163,594,748 and the stock dividend is RMB17,050,000. The distribution of employee cash bonus amounts to RMB 12,568,000.
- (3) After earnings distribution proposal for 2014 is approved by the shareholders' meeting, the Board of Directors is authorized to set the record date and arrange other related matters
- (4) The Board of Directors is authorized to make any necessary adjustments to the distribution ratio in case of change of laws, requirement by competent authorities, change in the number of outstanding shares of the Company caused by repurchase of company shares, conversion of convertible bonds or employee stock options or other factors.

- (5) The Company's 2014 earnings distribution proposal shall be adopted by an ordinary resolution.
- (6) The earnings distribution proposal as below is hereby submitted to this Meeting for approval:

Items	RMB
Year-Beginning Un-distributable Earnings	401,148,418
Plus: 2014 Net Profit	360,785,969
Minus: Special Reserve Set Aside by the Company	9,109,037
Distributable Earnings	752,825,350
Items for Distribution:	
Cash dividends (NT\$4.8 per share, equivalent to RMB0.9595 approximately)	163,594,748
Stock dividends (NT\$0.5 per share, equivalent to RMB0.1 approximately)	17,050,000
Year-End Un-distributable Balance	572,180,602

Notes:

- Note 1: Cash dividend distributed to employees are RMB12,568,000, representing 3.5 % of the net profit after tax of 2014.
- Note 2: Dividend distributed to the shareholders are based on 170,499,998 issued and outstanding shares as of the date hereof.
- Note 3: Dividend per share is based on 1 NTD exchanged to 0.1999 RMB.
- Note 4: Cash dividend would be distributed to 1 dollar (rounded down to an integer), fractional amount less than one dollar should be recorded as other income of the Company.

Chairman of the Board: Shih-Chung Wang General Mananger: Shun-Cheng Lan Chief Financial Officer: Yung-Hsiang Tsao

Resolution:

Matters for Discussion

Proposed by the Board

Proposal

1.

The Issuance of New Shares from Earnings of the Company.

Explanation:

- (1) To enhance the operation capital, the Company proposed to contribute NT\$85,250,000 from distributable earnings in 2014 to increase the share capital and issue 8,525,000 new shares at par value of NT\$10 per share.
- (2) The newly issued shares with increased share capital would be allocated in accordance with the shareholding percentage registered with the Shareholders' Registrar on the record date for stock dividend, i.e. 50 shares for each 1,000 shares. The shareholders can compile fractional share into one share, and register it with the Shareholders' Registrar within five days from the record date for distribution of share dividend. Failing to make the fractional share into one share, the Company would pay cash instead for such dividend (rounded down to an integer) and the Chairman was authorized to offer the shares to specific persons.

- (3) Propose to have the shareholders' meeting authorize the Board of Directors with full powers if the ratio of stock dividend will be affected by capital increase, buy-back of the Company's stocks, transfer and cancellation of treasury stocks, exercise of employees stock options or other factors.
- (4) The rights and obligations of the newly issued shares are the same as those of the existing shares.
- (5) Propose to authorize the Board of Directors to set the capital increase record date after the shareholders' meeting passed the resolution of capital increase.
- (6) Propose to have shareholders' meeting authorize the Board of Directors with full power to make any changes to the capital increase plan if required by the Authorities or required due to necessity.
- (7) The issuance of new shares for capital increase through capitalization of earnings of the Company of 2014 will be submitted to the Meeting for approval by supermajority resolution.

Resolution:

2.

Proposed by the Board

Proposal:

The Amendments to the Amended and Restated Memorandum and Articles of Association (the "M&A") of the Company.

Explanation:

The amendments to the M&A of the Company (as Exhibits D, pp.23-102,) were approved by the Board of Directors on March 3, 2015, which shall be adopted by a special resolution as the new M&A of the Company in substitution for and to the exclusion of all the existing M&A of the Company. It is hereby submitted to this Meeting for approval.

Resolution:

3.

Proposed by the Board

Proposal:

The Amendments to "Guidelines for Lending Funds to Others" of the Company.

Explanation:

The amendments to "Guideline for Lending Funds to Others" of the Company (as Exhibits E, pp.103-104,) were approved by the Board of Directors on March 3, 2015, which is hereby submitted to the Meeting by ordinary resolution for approval.

Resolution:

4.

Proposed by the Board

Proposal:

The Amendments to "Rules of Procedure for Shareholders' Meetings" of the Company.

Explanation:

The amendments to "Rules of Procedure for Shareholders' Meetings" of the Company (as Exhibits F, pp.105-113,) were approved by the Board of Directors on March 3, 2015, which is hereby submitted to the Meeting by ordinary resolution for approval.

Resolution:

5.

Proposed by the Board

Proposal:

The Amendments to "Rules for Election of Directors" of the Company.

Explanation:

The amendments to "Rules for Election of Directors" of the Company (as Exhibits G,

pp.114-119,) were approved by the Board of Directors on March 3, 2015, which is hereby submitted to the Meeting by ordinary resolution for approval.

Resolution:

Questions and Motions

Adjournment

III. Exhibit

Exhibit A

Business Report For 2014

Business Report for 2014

As the growth of the Company's visibility and competitiveness, the rise of competiton pressure triggered the price competition in 2014 from our largest competitor. Because of workers'salary rising and manufacturing workforce reducing, manufacturers are necessary to improve the level of production automation. Pneumatic components are the first choice of production automation power source. Even with the poor overall global economic situation, the pneumatic market demand in China was still slightly ascending. The benefit of AirTAC's continuous development of new products and establishment of sales network has emerged dedicating to increase the market shares to accelerate the rapid growth of the revenue. In addition, the extended usage of automation in manufacturing process, labor productivity gains and optimization of products sales portfolio supported the Company's overall gross margin can still be maintained in the high-end status and recorded high consolidated revenue and profit proformance again in 2014.

In 2014, Airtac's consolidated revenue rose nearly 14.78%, an increase of TWD1,078,670,000 year-on-year from TWD7,300,291,000 to TWD8,378,961,000. Gross margin was 54.94%, down from 55.29% a year earlier. Our consolidated net income after tax amounted to TWD 1,786,112,000, which was increased by TWD60,661,000 or 3.52% as compared to net income of TWD 1,725,451,000 in 2013. The EPS in 2014 was TWD 10.39, and the net worth per share was TWD58.10 with stockholders' equity of TWD9,905,315,000. The Group's consolidated revenue and profit of the year 2014 were record high levels since the Company's inception.

Besides capacity expansion, we actively expand domestic and foreign operations base. Plan to increase the sales office in China from the current 62 to more than 80. As for the overseas operation base, besides the Italian sales and simple processing factory subsidiary set up in 2008, we will establish other new operation base in other EU regions. Our Southeast Asia sales headquater, established in August 2011 and officially operational in Singapore in October 2012, had set up an operation base in Malaysia in July 2014 and is expexted to set up Thailand sales subsidiary in 2015. The next stage will gradually evaluate the market of Vietnam and Indonesia. Our Japanese sales subsidiary which was officially operational in August 2013 will improve the operation scale, capture more market shares and increase our profit.

In R&D, AirTAC continues to shore up the high market shares of our mid-end products and has been endeavoring in the development of mid to high-end products in recent years. We plan to roll out about five to seven series of new products every year in the next two years to double the breadth of our product lines. Aside from new product R&D, we also spend heavily on production automation and process improvement to enhance our competitiveness.

Industrial automation systems advance rapidly. Move forward, or you'll fall behind and be vigilant in peace time are the eternal themes of the development of Airtac. Airtac will become an integral and vital force for development in future exploration and development of automated processes. With the goals of seeking stable, sustainable operation and maximum benefits for shareholders, we will continue to develop new clients, develop new products, upgrade production technologies and improve production processes to shore up our overall competitiveness. We also aim for higher profits through improved operating efficiency coupled with effective cost control. We believe that under the support of our shareholders, the new record of Airtac will be able to create again.

Chairman Wang Shih-Chung
President Lan Shun-Cheng

CFO Tsao Yung-Hsiang

Exhibit B

2014 Audit Committee's Audit Report

AIRTAC INTERNATIONAL GROUP Audit Committee's Audit Report

We have examined the 2014 consolidated financial statements, together with business report and earnings distribution proposal prepared by the Board of Directors and audited and certified by the Audit Committee and did not find any discrepancy. We hereby produce this report in accordance with provisions specified in Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act and submit it for your review.

To

2015 General Shareholders' Meeting

AirTAC International Group

Member of Audit: Bao-Guang Chang

Independent Director: Chih-Chun Chiang

Independent Director: Kam-Son Leong

March 3, 2015

Exhibit C

Consolidated Financial Statements

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders Airtac International Group

We have audited the accompanying consolidated balance sheets of Airtac International Group (the "Company") and its subsidiaries (collectively referred to as the "Group") as of December 31, 2014 and 2013 and the related consolidated statements of comprehensive income for the years ended December 31, 2014 and 2013, as well as the consolidated statements of changes in equity and cash flows for the years ended December 31, 2014 and 2013. These consolidated financial statements are the responsibility of the Group's management. Our responsibility is to issue a report on these consolidated financial statements based on our reviews.

We conducted our audits in accordance with Rules Governing the Audit of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Those rules and standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2014 and 2013, and their consolidated financial performance and their consolidated cash flows for the years ended 2014 and 2013, in conformity with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting standards (IAS), IFRIC Interpretations (IFRIC) and SIC Interpretations (SIC) endorsed by the Financial Supervisory Commission of the Republic of China.

March 3, 2015

CONSOLIDATED BALANCE SHEETS

(In Thousands of New Taiwan Dollars)

(In Thousands of New Talwan Dollars)	December 31,		December 31, 2013 (Audited)	
ASSETS	Amount	%	Amount	%
CURRENT ASSETS Cash and cash equivalents (note 4 and 6)	\$1,644,721	0	\$1,469,694	10
Financial assets at fair value through profit or loss	\$1,044,721	9	\$1,409,094	10
-current (note 4, 7 and 27)	785,364	4	121,263	1
Debt investments with no active market -current (note 4, 8 and 29)	64,156	_	-	_
Notes receivable (note 4, 5 and 9)	1,006,503	5	719,723	5
Trade receivables (note 4, 5, 9 and 28)	1,771,534	9	1,485,848	10
Other receivables (note 4 and 5)	125,372	1	82,187	-
Inventories (note 4, 5 and 10)	1,847,481	10	1,543,179	11
Other current assets (note 13 and 14)	185,006 7 420 127	<u>1</u>	99,558	1 29
Total current assets	7,430,137	<u>39</u>	5,521,452	_38
NON-CURRENT ASSETS				
Investments accounted for using equity method (note 4, 5 and 11)	221,383	1	279,493	2
Property, plant and equipment (note 4, 12 and 29)	10,429,741	55	8,106,491	56
Goodwill (note 4)	22,253	-	21,496	-
Other intangible assets (note 4)	80,476	- 1	47,734	- 1
Deferred tax assets (note 4 and 21) Long-term prepayments for lease (note 13)	158,095	1 1	100,835 130,767	1
Other non-current assets (note 14)	132,108 462,336	3	308,283	1 2
Total non-current assets	11,506,392	61	8,995,099	<u>62</u>
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TOTAL ASSETS	<u>\$18,936,529</u>	<u>100</u>	<u>\$14,516,551</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term loans (note 15)	\$5,321,066	28	\$2,913,797	20
Short-term bills payable (note 15)	70,000	-	130,000	1
Notes payable (note 16)	5,346	-	13,055	-
Trade payable (note 16)	397,249	2	421,780	3
Other payables (note 17)	579,955	3	481,917	4
Current tax liabilities (note 4)	146,162	1	163,808	1
Current portion of long-term loans (note 15 and 29) Other current liabilities (note 17)	23,188	- 1	22,842 32,261	-
Total current liabilities	95,858 6,638,824	<u>1</u> 35	4,179,460	<u>-</u> 29
Total carrent habilities	_0,030,021			
NON-CURRENT LIABILITIES				
Accrued pension liabilities (note 4, 5 and 18)	29,341	10	41,713	- 7
Long-term loans (note 15 and 29)	1,899,664	10	993,049	7
Deferred tax liabilities (note 4 and 21) Total non-current liabilities	310,887 2,239,892	<u>2</u> 12	258,744 1,293,506	9
Total non-current naomities	2,239,892	<u> 12</u>	_1,293,300	
Total liabilities	8,878,716	<u>47</u>	5,472,966	_38
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (note 19)				
Share Capital	1,705,000	9	1,705,000	12
Capital surplus	3,906,960	21	3,906,960	27
Retained earnings	3,677,512	19	2,972,093	20
Other equity	615,843	3	315,371	2
Total equity attributable to owners of the Company	9,905,315	52	8,899,424	61
NON-CONTROLLING INTERESTS	152,498	1	144,161	1
Total equity	10,057,813	_53	9,043,585	62
TOTAL LIABILITIES AND EQUITY	<u>\$18,936,529</u>	<u>100</u>	<u>\$14,516,551</u>	<u>100</u>

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	For the Years Ended December			er 31
	2014		2013	
	Amount	_%_	Amount	_%_
OPERATING REVENUE		400	47.0 00.001	100
Sales	\$8,378,961	100	\$7,300,291	100
OPERATING COSTS				
Cost of goods sold (note 10 and 20)	(<u>3,775,784</u>)	(45)	(3,264,133)	(45)
	,	,,	,	,
GROSS PROFIT	4,603,177	<u>55</u>	4,036,158	<u>55</u>
OPERATING EXPENSES (note 20)				
Selling and marketing expenses	(1,234,776)	(15)	(1,059,692)	(14)
General and administrative expenses	(693,457)	(8)	(581,001)	(8)
Research and development expenses	(286,026)	$(\underline{4})$	(200,714)	(<u>3</u>)
Total operating expenses	(<u>2,214,259</u>)	(_27)	(<u>1,841,407</u>)	(<u>25</u>)
PROFIT FROM OPERATIONS	2,388,918	28	2,194,751	30
NON OPERATING INCOME AND EXPENSES (
NON-OPERATING INCOME AND EXPENSES (note 20)	10 220		12.062	
Other gains and losses	18,228 50,661	- 1	13,063	3
Other gains and losses Finance costs	(69,265)	1 (<u>1</u>)	210,651 (<u>51,708</u>)	3
Total non-operating income and expenses	(376)	(<u> </u>	<u>172,006</u>	3
Total non-operating meonic and expenses	(172,000	
PROFIT BEFORE INCOME TAX FROM CONTINUING OPERATIONS	2,388,542	28	2,366,757	33
INCOME TAX EXPENSE (note 21)	(<u>602,430</u>)	(<u>7</u>)	(<u>641,306</u>)	(<u>9</u>)
NET PROFIT FOR THE YEAR	<u>1,786,112</u>	21	1,725,451	_24
		' <u></u> '		
OTHER COMPREHENSIVE INCOME				
Exchange differences on translating foreign operations	\$ 304,087	4	\$ 285,963	4
Actuarial gains on defined benefit plans	8,838		(<u>1,942</u>)	 -
Other comprehensive income for the period, net of income tax	312,925	4	284,021	$\underline{4}$
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	\$2,099,037	<u>25</u>	<u>\$2,009,472</u>	<u>28</u>
NET PROFIT ATTRIBUTABLE TO:				
Owner of the Company	\$1,770,731	21	\$1,710,158	24
Non-controlling interests	15,381		15,293	_ _
	<u>\$1,786,112</u>	<u>21</u>	<u>\$1,725,451</u>	<u>24</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owner of the Company	\$2,080,041	25	\$1,995,666	28
Non-controlling interests	18,996	-	13,806	-
Tron controlling interests	\$2,099,037	25	\$2,009,472	28
	· · · · · · · · · · · · · · · · · · ·	_	<u> </u>	_
EARNINGS PER SHARE (Note 22)				
Basic	\$ 10.39		\$ 10.55	
Diluted	<u>\$ 10.37</u>		<u>\$ 10.53</u>	

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (In Thousands of New Taiwan Dollars)

			Ec	uity Attributable to	Owners of the Com	pany				
			Capital Surplus		Retained	Earnings				
	Share Capital	Organization Reconstruction	Additional paid-in capital	Donations	Unappropriated Earnings	Special Reserve	Exchange differ- ences on trans- lating foreign operations	Total	Noncontrolling Interests	Total Equity
BALANCE AT JANUARY 1, 2013	\$ 1,500,000	\$ 704,640	\$ 1,300,768	\$ 41,552	\$ 1,938,877	\$ -	\$ 27,921	\$ 5,513,758	\$ 130,355	\$ 5,644,113
Special reserve provided under Rule										
No.1010012865 issued by the FSC	-	-	-	-	(50,808)	50,808	-	-	-	-
Appropriation of 2012 earnings										
Cash dividends distributed by the Com-										(570,000
pany	-	-	-	-	(570,000)	-	-	(570,000)	-)
Share dividends distributed by the										
Company	105,000	-	-	-	(105,000)	-	-	-	-	-
Net profit for the year ended					1 710 150			1.710.150	15.000	1 705 451
December 31, 2013		-	-	-	1,710,158	-	-	1,710,158	15,293	1,725,451
Other comprehensive income for the year ended December 31, 2013, net of income										
tax	_	_	_	_	(1,942)	_	287,450	285,508	(1,487)	284,021
Total comprehensive income for the year					(<u> </u>				(<u> </u>	
ended December 31, 2013	_	<u>-</u>	<u> </u>	<u>-</u>	1,708,216	<u>-</u>	287,450	1,995,666	13,806	2,009,472
Issue of ordinary shares for cash	100,000		1,860,000			<u>-</u>		1,960,000	<u>-</u>	1,960,000
BALANCE AT DECEMBER 31, 2013	1,705,000	704,640	3,160,768	41,552	2,921,285	50,808	315,371	8,899,424	144,161	9,043,585
BALANCE AT DECEMBER 31, 2013	1,703,000	704,040	3,100,700	41,332	2,921,203	30,808	313,371	0,099,424	144,101	9,043,363
Special reserve reversed under Rule No.1010012865 issued by the FSC Appropriation of 2013 earnings Cash dividends distributed by the Com-	-	-	-	-	18,052	(18,052)	-	-	-	-
pany	_	_	_	_	(1,074,150)	_	_	(1,074,150)	_	(1,074,150)
Cash dividends distributed by subsidiaries	_	_	_	-	-	_	_	-	(10,659)	(10,659)
Net profit for the year ended									(,,	(,,
December 31, 2014	-	-	-	-	1,770,731	-	-	1,770,731	15,381	1,786,112
Other comprehensive income for the year										
ended December 31, 2014, net of income										
tax					8,838		300,472	309,310	3,615	312,925
Total comprehensive income for the year										
ended December 31, 2014			_		1,779,569		300,472	2,080,041	<u>18,996</u>	2,099,037
BALANCE AT DECEMBER 31, 2014	<u>\$ 1,705,000</u>	\$ 704,640	\$ 3,160,768	<u>\$ 41,552</u>	\$ 3,644,756	\$ 32,756	\$ 615,843	\$ 9,905,315	<u>\$ 152,498</u>	\$10,057,813

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands of New Taiwan Dollars)

	For the Years Ended December 31		cember 31	
		2014		2013
CASH FLOWS FROM OPERATING ACTIVITIES				
Income before income tax	\$	2,388,542	\$	2,366,757
Adjustments for:				
Depreciation expenses		539,605		423,196
Amortization expenses		11,251		8,088
(Reversal of impairment loss) impairment loss recog-				
nized on trade receivables	(1,381)		18,750
Net (gain) on financial assets at fair value through profit				
or loss	(18,223)	(4,692)
Finance costs		69,265		51,708
Interest income	(18,228)	(13,063)
Share of loss of associates		4,532		12,447
Loss (gain) on disposal of property, plant and equipment		4,966	(28,335)
Write-down of inventories		3,652		17,238
Impairment loss on investments in associates		48,000		-
Amortization of prepayments for lease		3,150		3,089
Changes in operating assets and liabilities:				
Increase in notes receivable	(252,593)	(208,612)
Increase in trade receivables	(225,217)	(371,466)
(Increase) decrease in other receivables		41,064	(20,061)
Increase in inventories	(216,499)	(419,814)
Increase in other current assets	(79,186)	(16,288)
Decrease in notes payable	(7,892)	(1,944)
(Decrease) increase in trade payable	(38,038)		116,347
(Decrease) increase in other payables	(9,550)		176,583
Increase (decrease) in other current liabilities		60,356	(123,181)
Decrease in accrued pension liabilities	(5,673)	(22,725)
Cash generated from operations		2,301,903		1,964,022
Interest received		15,381		13,063
Interest paid	(68,450)	(50,650)
Income tax paid	(717,070)	(497,647)
Net cash generated from operating activities		1,531,764		1,428,788
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of financial assets designated as at fair value				
through profit or loss	(4,071,342)	(657,766)
Proceeds on sale of financial assets designated as at fair	•	•		. ,
value through profit or loss		3,451,904		775,369
Purchase of debt investments with no active market	(193,349)		-

	For the Years Ended December 3	
	2014	2013
Proceeds on sale of debt investments with no active market	131,359	-
		(Continued)
Payments for property, plant and equipment	(2,518,198)	(2,751,906)
Proceeds from disposal of property, plant and equipment	9,397	136,262
Increase in refundable deposits	(\$	
	8,522)	(10,804)
Decrease in refundable deposits	6,175	-
Payments for intangible assets	(41,897)	(23,809)
Increase in prepayments for equipment	(151,644)	(130,228)
Net cash used in investing activities	(3,386,117)	(2,662,882)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term loans	2,240,812	_
Repayments of short-term borrowings	2,240,012	(212,071)
Repayments of short-term bills payable	(60,000)	(50,000)
Proceeds from long-term loans	1,708,347	780,000
Repayments of long-term loans	(802,842)	(22,501)
Dividends paid to owners of the Company	(1,074,150)	(570,000)
Proceeds from issue of ordinary shares	- -	1,960,000
Dividends paid to non-controlling interests	(10,659)	_
Net cash generated from financing activities	2,001,508	1,885,428
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CUR-		
RENCIES	27,872	(43,442)
NET INCREASE IN CASH AND CASH EQUIVALENTS	175,027	607,892
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	1,469,694	<u>861,802</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 1,644,721</u>	<u>\$ 1,469,694</u>

Exhibit D

Comparison Table for the Amendments to the Amended and Restated M&A of the Company

Comparison Table for the amendments to the Amended and Restated M&A of the Company

Original Articles	The Revised Articles	Explanation			
Front Cover					
THE COMPANIES LAW (2012 REVISION) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES The Fifth amendments to the Amended and Restated M&A AMENDED AND RE- STATED MEMORANDUM OF ASSOCIATION OF AIRTAC INTERNATIONAL GROUP (亞德客國際集團) (as adopted by a Special Resolution dated May 22, 2013)	THE COMPANIES LAW (2013 REVISION) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES The Sixth amendments to the Amended and Restated M&A AMENDED AND RE- STATED MEMORANDUM OF ASSOCIATION OF AIRTAC INTERNATIONAL GROUP (亞德客國際集團) (as adopted by a Special Resolution dated May 28, 2015)	 In line with the revised Law of the Cayman Islands, update the Cayman Islands Law Revision year to 2013. Update the number of times to amend the M&A. Update the date proposing to pass the amendments of the M&A by a Special Resolution. 			
	ndum of Association of the Cor	mony			
THE COMPANIES LAW (2012 REVISION) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES The Fifth amendments to the Amended and Restated M&A AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF AIRTAC INTERNATIONAL GROUP (亞德客國際集團) (as adopted by a Special Resolution dated May 22, 2013)	THE COMPANIES LAW (2013 REVISION) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES The Sixth amendments to the Amended and Restated M&A AMENDED AND RE- STATED MEMORANDUM OF ASSOCIATION OF AIRTAC INTERNATIONAL GROUP (亞德客國際集團) (as adopted by a Special Resolution dated May 28, 2015)	1. In line with the revised Law of the Cayman Islands, update the Cayman Islands Law Revision year to 2013. 2. Update the number of times to amend the M&A. 3. Update the date proposing to pass the amendments of the M&A by a Special Resolution.			
3. The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Law (2012 Revision) or as the same may be revised from time to time, or any other law of the Cayman Islands.	3. The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Law (2013 Revision) or as the same may be revised from time to time, or any other law of the Cayman Islands.	In line with the revised Law of the Cayman Islands, update the Cayman Islands Law Revision year to 2013.			

Original Articles	The Revised Articles	Explanation
5. The authorised capital of	5. The authorised capital of	1. In line with the revised
the Company is New Taiwan	the Company is New Taiwan	Law of the Cayman
Dollars 2,000,000,000, di-	Dollars 2,000,000,000 divid-	Islands, update the
vided into 200,000,000	ed into 200,000,000 ordi-	Cayman Islands Law
shares of New Taiwan Dol-	nary shares with a par value	Revision year to 2013.
lars 10.00 each , provided	of New Taiwan Dollars 10.00	2. Amend the wording of
always that subject to the	per share; provided always	the article.
provisions of the Companies	that subject to the provisions	
Law (2012 Revision) as	of the Companies Law (2013	
amended and the Articles of	Revision) as may be amend-	
Association, the Company	ed from time to time and the	
shall have power to redeem	Articles of Association of the	
or purchase any or all of such	Company, the Company shall	
shares and to sub-divide or	have power to redeem or	
consolidate the said shares	purchase any or all of such	
of any of them and to issue	shares and to issue all or any	
all or any part of its capital	part of its capital with priori-	
whether priority or special	ty or subject to any condi-	
privilege or subject to any	tions or restrictions whatso-	
postponement of rights or	ever and every issue of shares	
to any conditions or re-	whether stated to be Ordi-	
strictions whatsoever and so	nary, Preference or otherwise	
that unless the conditions of	shall be subject to the powers	
issue shall otherwise ex-	on the part of the Company	
pressly provide every issue	hereinbefore provided.	
of shares whether stated to be		
Ordinary, Preference or oth-		
erwise shall be subject to the		
powers on the part of the		
Company hereinbefore pro-		
vided.		
6 The Company has power	6. The Company has power	Amend the wording of the
to register by way of contin-	to register by way of contin-	Chinese version article.
uation as a body corporate	uation as a body corporate	
limited by shares under the	limited by shares under the	
laws of any jurisdiction out-	laws of any jurisdiction out-	
side the Cayman Islands and	side the Cayman Islands and	
to be deregistered in the	to be deregistered in the	
Cayman Islands.	Cayman Islands.	
Articles of Association of the		T 1' '.1 .1 .1
THE COMPANIES LAW	THE COMPANIES LAW	In line with the revised
(2012 REVISION) OF THE	(2013 REVISION) OF THE	Law of the Cayman Is-
CAYMAN ISLANDS	CAYMAN ISLANDS	lands, update the Cayman
COMPANY LIMITED BY	COMPANY LIMITED BY	Islands Law Revision year
SHARES AMENDED AND	SHARES AMENDED AND	to 2013.
RESTATED MEMORAN-	RESTATED MEMORAN-	
DUM OF ASSOCIATION	DUM OF ASSOCIATION	Amond the formest and
"Applicable Public Com-	"Applicable Public Com-	Amend the format and
pany Rules" means the	pany Rules" means the	wording of article.

Original Articles	The Revised Articles	Explanation
R.O.C. laws, rules and regu-	R.O.C. laws, rules and regu-	•
lations affecting public re-	lations stipulating public re-	
porting companies or compa-	porting companies or compa-	
nies listed on any R.O.C.	nies listed on any R.O.C.	
stock exchange or securities	stock exchange or securities	
market, including, without	market, including, without	
limitation, the relevant provi-	limitation, the relevant provi-	
sions of the Company Law,	sions of the Company Law,	
Securities and Exchange	Securities and Exchange	
Law, the Enterprise Mergers	Law, the Enterprise Mergers	
and Acquisitions Law, the	and Acquisitions Law, the	
rules and regulations prom-	rules and regulations prom-	
ulgated by the Ministry of	ulgated by the Ministry of	
Economic Affairs, the rules	Economic Affairs, the rules	
and regulations promulgated	and regulations promulgated	
by the FSC, the <u>rules and</u> regulations promulgated by	by the <u>Financial Superviso-ry Commission ("FSC")</u> , the	
the TWSE and the Acts Gov-	Taiwan Stock Exchange	
erning Relations Between	("TWSE") and the Acts	
Peoples of the Taiwan Area	Governing Relations Be-	
and the Mainland Area and	tween Peoples of the Taiwan	
its relevant regulations.	Area and the Mainland Area	
	and its relevant regulations.	
"Annual Net Income"	"Annual Net Income"	Amend the format of the
means the audited annual net	means the audited annual net	Chinese version article.
profit of the Company in re-	profit of the Company in re-	
spect of the applicable year.	spect of the applicable year.	
"Articles" means these arti-	"Articles" means these arti-	Amend the format of the
cles of association of the	cles of association of the	Chinese version article.
Company.	Company.	
"Company" means AIRTAC	"Company" means AIRTAC	Amend the format of the
INTERNATIONAL GROUP	INTERNATIONAL GROUP	Chinese version article.
(亞德客國際集團).	(亞德客國際集團).	
"Directors" means the di-	"Directors" means the di-	Amend the format and
rectors for the time being of	rectors for the time being of	wording of Chinese ver-
the Company (which, for	the Company (which, for	sion article.
clarification, includes any	clarification, includes any	
and all Independent Direc-	and all Independent Direc-	
tor(s)	tor(s)).	
"Dividend" includes an in-	"Dividend" includes an in-	Amend the format of the
terim dividend.	terim dividend.	Chinese version article.
"Electronic Record" has the	"Electronic Record" has the	Amend the format of the
same meaning as in the Elec-	same meaning as in the Elec-	Chinese version article.
tronic Transactions Law.	tronic Transactions Law.	
"Electronic Transactions	"Electronic Transactions	Amend the format of the
Law" means the Electronic	Law" means the Electronic	Chinese version article.

Original Articles	The Revised Articles	Explanation
Transactions Law (2003 Revision) of the Cayman Islands.	Transactions Law (2003 Revision) of the Cayman Islands.	
"FSC" means the Financial Supervisory Commission of the R.O.C.	"FSC" means the Financial Supervisory Commission, R.O.C. (Taiwan).	Amend the format of the article.
"Independent Directors" means the Directors who are elected by the Members at a general meeting and desig- nated as "Independent Di- rectors" for the purpose of the Applicable Public Com- pany Rules which are in force from time to time.	"Independent Directors" means the Directors who are elected by the Members at a general meeting and designated as "Independent Directors" for the purpose of the Applicable Public Company Rules which are in force from time to time.	Amend the format and wording of Chinese version article.
"Market Observation Post System" means the internet information reporting system designated by the FSC.	"Market Observation Post System" means the internet information reporting system designated by the FSC.	Amend the format of the Chinese version article.
"Member" has the same meaning as in the Statute.	"Member" has the same meaning as in the Statute.	Amend the format of the Chinese version article.
"Memorandum" means the memorandum of association of the Company.	"Memorandum" means the memorandum of association of the Company.	Amend the format of the Chinese version article.
"Merger" means a transaction whereby (i) all of the companies participating in such transaction are dissolved, and a new company is incorporated to generally assume all rights and obligations of the dissolved companies or (ii) all but one company participating in such transaction are dissolved, and the surviving company generally assumes all rights and obligations of the dissolved companies, and in each case the consideration for the transaction being the shares of the surviving or newly incorporated company or any other company, cash or other assets.	"Merger" means a transaction whereby (i) all of the companies participating in such transaction are dissolved, and a new company is incorporated to generally assume all rights and obligations of the dissolved companies or (ii) all but one company participating in such transaction are dissolved, and the surviving company generally assumes all rights and obligations of the dissolved companies, and in each case the consideration for the transaction being the shares of the surviving or newly incorporated company or any other company, cash or other assets.	Amend the format of the Chinese version article.

Original Articles	The Revised Articles	Explanation
	"Short-form Mer-	Refer to the Article 19 of
	ger''means a Merger in	Mergers and acquisitions
	which one of the merging	Law, newly added the
	companies holds issued	definition of Short-form
	shares that together repre-	Merger.
	sent at least 90% of the	
	voting power of the out-	
	standing shares of the other	
	merging company.	
"Ordinary Resolution"	"Ordinary Resolution"	Amend the format of the
means a resolution passed by	means a resolution passed by	Chinese version article.
a simple majority of votes	a simple majority of votes	
cast by the Members as, be-	cast by the Members as, be-	
ing entitled to do so, vote in	ing entitled to do so, vote in	
person or, where proxies are	person or, where proxies are	
allowed, by proxy at a gen-	allowed, by proxy at a gen-	
eral meeting.	eral meeting.	
"Private Placement" means	"Private Placement" means	Amend the format of the
obtaining subscriptions for,	obtaining subscriptions for,	Chinese version article.
or the sale of, Shares, op-	or the sale of, Shares, op-	
tions, warrants, rights of	tions, warrants, rights of	
holders of debt or equity se-	holders of debt or equity se-	
curities which enable those	curities which enable those	
holders to subscribe further	holders to subscribe further	
securities (including Shares),	securities (including Shares),	
or other securities of the	or other securities of the	
Company, either by the	Company, either by the	
Company itself or a person	Company itself or a person	
authorized by the Company,	authorized by the Company,	
primarily from or to specific	primarily from or to specific	
investors or approved by the	investors or approved by the	
Company or such authorized	Company or such authorized	
person, but excluding any	person, but excluding any	
employee incentive pro-	employee incentive pro-	
gramme or subscription	gramme or subscription	
agreement, warrant, option or	agreement, warrant, option or	
issuance of Shares under Ar-	issuance of Shares under Ar-	
ticles 11 of these Articles.	ticles 11 of these Articles.	
"Register of Members"	"Register of Members"	Amend the format of the
means the register main-	means the register maintained	Chinese version article.
tained in accordance with the	in accordance with the Stat-	
Statute and includes (except	ute and includes (except	
where otherwise stated) any	where otherwise stated) any	
duplicate Register of Mem-	duplicate Register of Mem-	
bers.	bers.	
"Registered Office" means	"Registered Office" means	Amend the format of the
the registered office for the	the registered office for the	Chinese version article.
	time being of the Company.	

Original Articles	The Revised Articles	Explanation
time being of the Company.		•
"R.O.C." means the Republic of China.	"R.O.C." means the Republic of China.	Amend the format of the Chinese version article.
"Seal" means the common seal of the Company and includes every duplicate seal.	"Seal" means the common seal of the Company and includes every duplicate seal.	Amend the format of the Chinese version article.
"Share" means a share or shares in the Company.	"Share" means a share or shares in the Company and includes a fraction of a share.	Amend the format and wording of article.
"Share Certificate" means a certificate or certificates representing a Share or Shares.	"Share Certificate" means a certificate or certificates representing a Share or Shares.	Amend the format of the Chinese version article.
	"Simple Majority" means more than one-half.	To clearly define the way of voting (New Provision).
	"Share Exchange" means a company transferring all its issued shares to another company as a consideration in exchange for the issuance of new shares in that other company to its shareholders or for raising necessary share capital for establishment of that other company.	To clearly define the relacted provision of share share exchange (New Provision).
"Solicitor" means any Member, a trust enterprise or a securities agent mandated by Member(s) who solicits an instrument of proxy from any other Member to appoint him/it as a proxy to attend and vote at a general meeting instead of the appointing Member pursuant to the Applicable Public Company Rules.	"Solicitor" means any Member, a trust enterprise or a securities agent mandated by Member(s) who solicits an instrument of proxy from any other Member to appoint him/her/it as a proxy to attend and vote at a general meeting instead of the appointing Member pursuant to the Applicable Public Company Rules.	Amend the format and wording of article.
"Special Resolution" means a resolution passed by a ma- jority of not less than two-thirds of votes cast by such Members as, being enti- tled so to do, vote in person or, where proxies are al- lowed, by proxy at a general	"Special Resolution" means a resolution passed by a ma- jority of not less than two-thirds of votes cast by such Members as, being enti- tled so to do, vote in person or, where proxies are al- lowed, by proxy at a general	Amend the format and wording of Chinese version article.

Original Articles	The Revised Articles	Explanation
meeting of which notice	meeting of which notice	•
specifying the intention to	specifying the intention to	
propose the resolution as	propose the resolution as	
special resolution has been	special resolution has been	
duly given.	duly given.	
"Spin-off" refers to an act	"Spin-off" refers to an act	Amend the format and
wherein a transferor com-	wherein a company transfers	wording of article.
pany transfers all of its inde-	all of its independently oper-	_
pendently operated business	ated business or any single	
or any single independently	independently operated busi-	
operated business to an ex-	ness to an existing or a newly	
isting or a newly incorpo-	incorporated company as	
rated company as considera-	consideration for that existing	
tion for that existing trans-	company or <u>that</u> newly in-	
feree company or newly in-	corporated company to issue	
corporated <u>transferee</u> com-	new shares to the company or	
pany to issue new shares to	to shareholders of the com-	
the <u>transferor</u> company or to	pany.	
shareholders of the <u>trans</u> -		
<u>feror</u> company.		
"Statute" means the	"Statute" means the Com-	1. In line with the revised
Companies Law (2012 Revi-	panies Law (2013 Revision)	Law of the Cayman
sion) of the Cayman Islands.	of the Cayman Islands, <u>as</u>	Islands, update the
	amended, and every statu-	Cayman Islands Law
	tory modification or	Revision year to 2013.
	tory modification or re-enactment thereof for	Revision year to 2013. 2. Amend the wording of
	tory modification or re-enactment thereof for the time being in force.	Revision year to 2013. 2. Amend the wording of the article.
"Subsidiary" and "Subsidiaries" many (i) a subordi	tory modification or re-enactment thereof for the time being in force. "Subsidiary" and "Subsid-	Revision year to 2013. 2. Amend the wording of the article. Amend the format and
iaries" means (i) a subordi-	tory modification or re-enactment thereof for the time being in force. "Subsidiary" and "Subsidiaries" means (i) a subordi-	Revision year to 2013. 2. Amend the wording of the article.
iaries" means (i) a subordinate company in which the	tory modification or re-enactment thereof for the time being in force. "Subsidiary" and "Subsidiaries" means (i) a subordinate company in which the	Revision year to 2013. 2. Amend the wording of the article. Amend the format and
iaries" means (i) a subordinate company in which the total number of voting shares	tory modification or re-enactment thereof for the time being in force. "Subsidiary" and "Subsidiaries" means (i) a subordinate company in which the total number of voting shares	Revision year to 2013. 2. Amend the wording of the article. Amend the format and
iaries" means (i) a subordi- nate company in which the total number of voting shares or total share equity held by	tory modification or re-enactment thereof for the time being in force. "Subsidiary" and "Subsidiaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by	Revision year to 2013. 2. Amend the wording of the article. Amend the format and
iaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents	tory modification or re-enactment thereof for the time being in force. "Subsidiary" and "Subsidiaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more	Revision year to 2013. 2. Amend the wording of the article. Amend the format and
iaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the to-	tory modification or re-enactment thereof for the time being in force. "Subsidiary" and "Subsidiaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total	Revision year to 2013. 2. Amend the wording of the article. Amend the format and
iaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting	re-enactment thereof for the time being in force. "Subsidiary" and "Subsidiaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting	Revision year to 2013. 2. Amend the wording of the article. Amend the format and
iaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share eq-	re-enactment thereof for the time being in force. "Subsidiary" and "Subsidiaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share eq-	Revision year to 2013. 2. Amend the wording of the article. Amend the format and
iaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate	re-enactment thereof for the time being in force. "Subsidiary" and "Subsidiaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate	Revision year to 2013. 2. Amend the wording of the article. Amend the format and
iaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share eq-	re-enactment thereof for the time being in force. "Subsidiary" and "Subsidiaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share eq-	Revision year to 2013. 2. Amend the wording of the article. Amend the format and
iaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of	re-enactment thereof for the time being in force. "Subsidiary" and "Subsidiaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company	Revision year to 2013. 2. Amend the wording of the article. Amend the format and
iaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company	re-enactment thereof for the time being in force. "Subsidiary" and "Subsidiaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of	Revision year to 2013. 2. Amend the wording of the article. Amend the format and
iaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of	re-enactment thereof for the time being in force. "Subsidiary" and "Subsidiaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of	Revision year to 2013. 2. Amend the wording of the article. Amend the format and
iaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of that company held by the	re-enactment thereof for the time being in force. "Subsidiary" and "Subsidiaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of that company held by the	Revision year to 2013. 2. Amend the wording of the article. Amend the format and
iaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of that company held by the Company, its subordinate	re-enactment thereof for the time being in force. "Subsidiary" and "Subsidiaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of that company held by the Company, its subordinate	Revision year to 2013. 2. Amend the wording of the article. Amend the format and
iaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of that company held by the Company, its subordinate companies and its controlled companies, directly or indirectly, represents more than	re-enactment thereof for the time being in force. "Subsidiary" and "Subsidiaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of that company held by the Company, its subordinate companies and its controlled companies, directly or indirectly, represents more than	Revision year to 2013. 2. Amend the wording of the article. Amend the format and
iaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of that company held by the Company, its subordinate companies and its controlled companies, directly or indirectly, represents more than one half of the total number	re-enactment thereof for the time being in force. "Subsidiary" and "Subsidiaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of that company held by the Company, its subordinate companies and its controlled companies, directly or indirectly, represents more than one half of the total number	Revision year to 2013. 2. Amend the wording of the article. Amend the format and
iaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of that company held by the Company, its subordinate companies and its controlled companies, directly or indirectly, represents more than	re-enactment thereof for the time being in force. "Subsidiary" and "Subsidiaries" means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of that company held by the Company, its subordinate companies and its controlled companies, directly or indirectly, represents more than	Revision year to 2013. 2. Amend the wording of the article. Amend the format and

Original Articles	The Revised Articles	Explanation			
company.	company.	_			
"Supermajority Resolution" means (i) a resolution adopted by a majority vote of the Members present and entitled to vote on such resolution at a general meeting attended in person or by proxy by Members who represent two-thirds or more of the total outstanding Shares of the Company or (ii) if the total number of Shares represented by the Members present at the general meeting is less than two-thirds of the total outstanding Shares of the Company, but more than half of the total outstanding Shares of the Company, a resolution adopted at such general meeting by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution.	"Supermajority Resolution" means (i) a resolution adopted by a majority vote of the Members present and entitled to vote on such resolution at a general meeting attended in person by Members who represent two-thirds or more of the total issued, outstanding Shares of the Company or, (ii) if the total number of Shares represented by the Members present at the general meeting is less than two-thirds of the total issued, outstanding Shares of the Company, but more than half of the total issued, outstanding Shares of the Company, a resolution adopted at such general meeting by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution.	Amend the format of the Chinese version article.			
"TDCC" means the Taiwan Depository & Clearing Corporation.	"TDCC" means the Taiwan Depository & Clearing Corporation.	Amend the format of the Chinese version article.			
"Treasury Shares" means a Share held in the name of the Company as a treasury share in accordance with the Statute.	"Treasury Shares" means a Share held in the name of the Company as a treasury share in accordance with the Statute and the Applicable Public Company Rules.	Amend the format and wording of article.			
"TWSE" means the Taiwan Stock Exchange Corporation.	"TWSE" means the Taiwan Stock Exchange.	Amend the format and wording of article.			
1.2(d) "written" and "in writing" include all modes of representing or reproducing words in visible form, including in the form of an Electronic Record;	1.2(d) "written" and "in writing" include all modes of representing or reproducing words in visible form, including in the form of an Electronic Record;	Amend the format of the Chinese version article.			

Original Articles	The Revised Articles	Explanation
1.2 (f) any phrase introduced	1.2(f) any phrase introduced	Amend the format of the
by the terms "including",	by the terms "including", "in-	Chinese version article.
"include", "in particular" or	clude", "in particular" or any	
any similar expression shall	similar expression shall be	
be construed as illustrative	construed as illustrative and	
and shall not limit the sense	shall not limit the sense of the	
of the words preceding those	words preceding those terms;	
terms;		
1.2(g) headings are inserted	1.2(g) headings are inserted	Amend the wording of the
for reference only and shall	for reference only and shall	Chinese version article.
be ignored in construing the	be ignored in construing the	
Articles; and	Articles; and	
2.2 The Directors may pay,	2.2 The Directors may pay,	Amend the wording of
out of the capital or any other	out of the capital or any other	article.
monies of the Company, all	monies of the Company, all	
expenses incurred in or	expenses incurred from or in	
about the formation and es-	connection with the for-	
tablishment of the Company,	mation and establishment of	
including the expenses of	the Company.	
registration.		
3.1 Subject to the provisions,	3.1 Subject to the provisions,	Amend the wording of
if any, in the Statute, the	if any, in the Statute, the	article.
Memorandum, the Articles	Memorandum, the Articles	
and Applicable Public Com-	and Applicable Public Com-	
pany Laws (and to any direc-	pany Laws (and to any direc-	
tion that may be given by the	tion that may be given by the	
Company in general meeting)	Company in general meeting)	
and without prejudice to any	and without prejudice to any	
rights attached to any exist-	rights attached to any existing	
ing Shares, the Directors may	Shares, the board of Direc-	
allot, issue, grant options	tors may allot, issue, grant	
over or otherwise dispose of	options over or otherwise	
Shares with or without pre- ferred, deferred or other	dispose of Shares with or	
rights or restrictions, whether	without preferred, deferred or other rights or restrictions,	
in regard to Dividend, voting,	whether in regard to Divi-	
return of capital or otherwise	dend, voting, return of capital	
and to such persons, at such	or otherwise and to such per-	
times and on such other	sons, at such times and on	
terms as they think proper,	such other terms as they think	
and the Company shall have	proper, and the Company	
power to redeem or purchase	shall have power to redeem,	
any or all of such Shares and	purchase, spin-off or con-	
to sub-divide or consolidate	solidate any or all of such	
the said Shares of any of	Shares and to issue all or any	
them and to issue all or any	part of its capital whether	
part of its capital whether	priority or special privilege or	
priority or special privilege	subject to any postponement	

Original Articles	The Revised Articles	Explanation			
or subject to any postpone-	of rights or to any conditions		1		
ment of rights or to any con-	or restrictions whatsoever				
ditions or restrictions what-	and so that unless the condi-				
soever and so that unless the	tions of issue shall otherwise				
conditions of issue shall oth-	expressly provide, every is-				
erwise expressly provide,	sue of Shares whether stated				
every issue of Shares whether	to be Ordinary, Preference or				
stated to be Ordinary, Pref-	otherwise, shall be subject to				
erence or otherwise, shall be	the powers on the part of the				
subject to the powers on the	Company hereinbefore pro-				
part of the Company herein-	vided.				
before provided.					
4.1 The Directors shall	4.1 The board of Directors	Amend	the	wording	of
keep, or cause to be kept, the	shall keep, or cause to be	article.		0	
Register of Members at such	kept, the Register of Mem-				
place as the Directors may	bers at such place as the				
from time to time determine	board of Directors may from				
and, in the absence of any	time to time determine and,				
such determination, the Reg-	in the absence of any such				
ister of Members shall be	determination, the Register of				
kept at the Registered Office.	Members shall be kept at the				
	Registered Office.				
4.2 If the Directors consider	4.2 If the board of Directors	Amend	the	wording	of
it necessary or appropriate,	consider it necessary or ap-	article.			
the Company may establish	propriate, the Company may				
and maintain a branch regis-	establish and maintain a				
ter or registers of members at	branch register or registers of				
such location or locations	members at such location or				
within or outside the Cayman	locations within or outside				
Islands as the Directors think	the Cayman Islands as the				
fit. The principal register	board of Directors think fit.				
and the branch register(s)	The principal register and the				
shall together be treated as	branch register(s) shall to-				
the Register of Members for	gether be treated as the Reg-				
the purposes of the Articles.	ister of Members for the				
	purposes of the Articles.				
4.3 For so long as any	4.3 For so long as any		the	wording	of
Shares are listed on the	Shares are listed on TWSE,	article.			
TWSE, title to such listed	title to such listed Shares may				
Shares may be evidenced and	be evidenced and transferred				
transferred in accordance	in accordance with the laws				
with the laws applicable to	applicable to and the rules				
and the rules and regulations	and regulations of TWSE that				
of the TWSE that are or shall	are or shall be applicable to				
be applicable to such listed	such listed Shares and the				
Shares and the Register of	Register of Members main-				
Members maintained by the	tained by the Company in				
Company in respect of such	respect of such listed Shares				

Original Articles	The Revised Articles	E	xplai	nation	
listed Shares may be kept by	may be kept by recording the		p		
recording the particulars re-	particulars required by sec-				
quired by section 40 of the	tion 40 of the Statute; pro-				
Statute in a form otherwise	vided, however, that if such				
than legible if such record-	recording is otherwise re-				
ing otherwise complies with	quired to be in compliance				
the laws applicable to and the	with the laws applicable to				
rules and regulations of the	and the rules and regulations				
TWSE that are or shall be	of TWSE applicable to such				
applicable to such listed	listed Shares, such other				
Shares.	form shall be complied				
	with.				
5.1 For the purpose of de-	5.1 For the purpose of de-	Amend	the	wording	of
termining Members entitled	termining Members entitled	article.			
to notice of, or to vote at any	to notice of, or to vote at any				
meeting of Members or any	meeting of Members or any				
adjournment thereof, or	adjournment thereof, or				
Members entitled to receive	Members entitled to receive				
payment of any Dividend, or	payment of any Dividend, or				
in order to make a determina-	in order to make a determina-				
tion of Members for any oth-	tion of Members for any oth-				
er purpose, the Directors	er purpose, the board of Di-				
shall determine the period	rectors shall determine the				
that the Register of Members	period that the Register of				
shall be closed for transfers	Members shall be closed for				
and such period shall not be	transfers and that such period				
less than the minimum period	shall not be less than the				
of time as prescribed by the	minimum period of time pre-				
Applicable Public Company	scribed by the Applicable				
Rules.	Public Company Rules.				
		A 1	.1	1.	C
5.2 Subject to Article 5.1	5.2 Subject to Article 5.1		the	wording	10
hereof, in lieu of, or apart	hereof, in lieu of, or apart	article.			
from, closing the Register of	from, closing the Register of				
Members, the Directors may	Members, the board of Di-				
fix in advance or arrears a	rectors may fix in advance or				
date as the record date for	arrears a date as the record				
any such determination of	date for any such determina-				
Members entitled to notice	tion of Members entitled to				
of, or to vote at any meeting	notice of, or to vote at any				
of the Members or any ad-	meeting of the Members or				
journment thereof, or for the	any adjournment thereof, or				
purpose of determining the	for the purpose of determin-				
Members entitled to receive	ing the Members entitled to				
payment of any Dividend or	receive payment of any Div-				
in order to make a determina-	idend or in order to make a				
tion of Members for any oth-	determination of Members				
er purpose. In the event the	for any other purpose. In the				
Directors <u>designate</u> a record	event the board of Directors				

Original Articles	The Revised Articles	Explanation			
date in accordance with this	designates a record date in		F		
Article 5.2, the Directors	accordance with this Article				
shall make a public an-	5.2, the board of Directors				
nouncement of such record	shall make a public an-				
date via the Market Observa-	nouncement of such record				
tion Post System in accord-	date via the Market Observa-				
ance with the Applicable	tion Post System in accord-				
Public Company Rules.	ance with the Applicable				
Tublic Company Rules.	Public Company Rules.				
5.3 The rules and proce-	5.3 The rules and proce-	Amond	tho	wording	of
1	1	article.	uie	wording	OI
dures governing the imple-	dures governing the implementation of book closed pe-	article.			
mentation of book closed pe-	1				
riods, including notices to	riods of the Register of				
Members in regard to book	Members, including notices				
closed periods, shall be in	to Members in regard to book				
accordance with policies	closed periods of the Regis-				
adopted by the Directors	ter of Members, shall be in				
from time to time, which	accordance with policies				
policies shall be in accord-	adopted by the board of Di-				
ance with the Statute, the	rectors from time to time,				
Memorandum, the Articles	which policies shall be in				
and the Applicable Public	accordance with the Statute,				
Company Rules.	the Memorandum, the Arti-				
	cles and the Applicable Pub-				
	lic Company Rules.				
6.1 Subject to the provisions	6.1 Subject to the provisions		the	wording	of
of the Statute, the Company	of the Statute, the Memo-	article.			
shall issue Shares without	randum and Articles and				
printing Share Certificates	the Applicable Public				
for the Shares issued, and	Company Rules, the Com-				
the details regarding such	pany shall issue Shares				
issue of Shares shall be rec-	without printing Share Cer-				
orded by TDCC in accord-	tificates for the Shares issued				
ance with the Applicable	and Shares shall be deliv-				
Public Company Rules. A	ered by book-entry transfer,				
Member shall only be enti-	and in accordance with the				
tled to a Share Certificate if	Applicable Public Company				
the Directors <u>resolve</u> that	Rules, the issuance, transfer				
Share Certificates shall be	or cancellation of the				
issued. Share Certificates, if	Shares be handled in ac-				
any, shall be in such form as	cordance with the relevant				
the Directors may determine.	rules of Taiwan Depository				
Share Certificates shall be	& Clearing Corporation				
signed by one or more Di-	(TDCC). A Member shall				
rectors authorised by the Di-	only be entitled to a Share				
rectors. The Directors may	Certificate if the board of				
authorise Share Certificates	Directors <u>resolves</u> that Share				
to be issued with the author-	Certificates shall be issued.				
ised signature(s) affixed by	Share Certificates, if any,				

Original Articles	The Revised Articles	Explanation
mechanical process. All	shall be in such form as the	
Share Certificates shall be	board of Directors may de-	
consecutively numbered or	termine. Share Certificates	
otherwise identified and shall	shall be signed by one or	
specify the Shares to which	more Directors authorised by	
they relate. All Share Certif-	the board of Directors. The	
icates surrendered to the	board of Directors may au-	
Company for transfer shall be	thorise Share Certificates to	
cancelled and subject to the	be issued with the authorised	
Articles. No new Share Cer-	signature(s) affixed by me-	
tificate shall be issued until	chanical process. All Share	
the former Share Certificate	Certificates shall be consecu-	
representing a like number of	tively numbered or otherwise	
relevant Shares shall have	identified and shall specify	
been surrendered and can-	the Shares to which they re-	
celled.	late. All Share Certificates	
coned.	surrendered to the Company	
	for transfer shall be cancelled	
	subject to the <u>rules set forth</u>	
	in the Articles. No new Share	
	Certificate shall be issued	
	until the former Share Certif-	
	icate representing a like	
	number of relevant Shares	
	shall have been surrendered	
	and cancelled.	
6.4 If a Share Certificate is	6.4 If a Share Certificate is	Amend the wording of
defaced, worn out, lost or	defaced, worn out, lost or de-	article.
destroyed, it may be renewed	stroyed, it may be renewed	
on such terms (if any) as to	on such terms (if any) as to	
evidence and indemnity and	evidence and indemnity and	
on the payment of such ex-	on the payment of such ex-	
penses reasonably incurred	penses reasonably incurred	
by the Company in investi-	by the Company in investi-	
gating evidence, as the Di-	gating evidence, as the board	
rectors may prescribe, and (in	of Directors may prescribe,	
the case of defacement or	and (in the case of deface-	
wearing out) upon delivery of	ment or wearing out) upon	
the old Share Certificate.	delivery of the old Share Cer-	
	tificate.	
7.1 The Company may issue	7.1 The Company may issue	Amend the format and
Shares with rights which are	Shares with rights which are	wording of Chinese ver-
preferential to those of ordi-	preferential to those of ordi-	sion article.
nary Shares issued by the	nary Shares issued by the	
Company ("Preferred	Company ("Preferred	
Shares") with the approval of	Shares") with the approval of	
a majority of the Directors	a majority of the Directors	
present at a meeting attended	present at a meeting attended	
by two-thirds or more of the	by two-thirds or more of the	

Original Articles	The Revised Articles	Explanation
total number of the Directors	total number of the Directors	
and with the approval of a	and with the approval of a	
Special Resolution.	Special Resolution.	
7.2 Prior to the issuance of	7.2 Prior to the issuance of	Amend the wording of
any Preferred Shares ap-	any Preferred Shares ap-	article.
proved pursuant to Article	proved pursuant to Article 7.1	
7.1 hereof, the Articles shall	hereof, the Articles shall be	
be amended to set forth the	amended to set forth the	
rights and obligations of the	rights and obligations of the	
Preferred Shares, including	Preferred Shares, including	
but not limited to the follow-	but not limited to the follow-	
ing terms, and provided that	ing terms, and provided that	
such rights and obligations of	such rights and obligations of	
the Preferred Shares shall not	the Preferred Shares shall not	
contradict the mandatory	contradict the mandatory	
provisions of Applicable	provisions of Applicable	
Public Company Rules re-	Public Company Rules re-	
garding the rights and obliga-	garding the rights and obliga-	
tions of such Preferred	tions of such Preferred	
Shares, and the same shall	Shares, and the same shall	
apply to any variation of	apply to any variation of	
rights of Preferred Shares:	rights of Preferred Shares:	
(a) Order, fixed amount or	(a) Order, fixed amount or	
fixed ratio of allocation of	fixed ratio of allocation of	
Dividends and bonus on Pre-	dividends and bonus on Pre-	
ferred Shares;	ferred Shares;	
(b) Order, fixed amount or	(b) Order, fixed amount or	
fixed ratio of allocation of surplus assets of the Compa-	fixed ratio of allocation of	
*	surplus assets of the Compa-	
ny; (c) Order of or restriction	ny; (c) Order of or restriction	
on the voting right(s) (in-	on the voting right(s) (in-	
cluding declaring no voting	cluding declaring no voting	
rights whatsoever) of pre-	rights whatsoever) of pre-	
ferred Members;	ferred Members;	
(d) Other matters concern-	(d) Other matters concern-	
ing rights and obligations in-	ing rights and obligations in-	
cidental to Preferred Shares;	cidental to Preferred Shares;	
and	and	
(e) The method by which	(e) The method by which	
the Company is authorized or	the Company is authorized or	
compelled to redeem the	compelled to redeem the	
Preferred Shares, or <u>a state-</u>	Preferred Shares, or <u>relevant</u>	
ment that redemption rights	regulations that redemption	
shall not apply.	rights shall not apply.	A
8.1 The issue of new Shares	8.1 The issue of new Shares	Amend the format and
of the Company shall be ap-	of the Company shall be ap-	wording of Chinese ver-
proved by a majority of the	proved by a majority of the	sion article.

Original Articles	The Revised Articles	Explanation
Directors present at a meet-	Directors present at a meeting	1
ing attended by two-thirds or	attended by two-thirds or	
more of the total number of	more of the total number of	
the Directors. The issue of	the Directors. The issue of	
new Shares shall at all times	new Shares shall at all times	
be subject to the sufficiency	be subject to the sufficiency	
of the authorised capital of	of the authorised capital of	
the Company.	the Company.	
8.2 Unless otherwise re-	8.2 Unless otherwise re-	1. In line with the
solved by the Members in	solved by the Members in	amendment of Article
general meeting by Ordinary	general meeting by Ordinary	8.3.
Resolution, where the Com-	Resolution, where the Com-	2. Amend the wording of
pany increases its capital by	pany increases its capital by	article.
issuing new Shares for cash,	issuing new Shares for cash,	
the Company shall make a public announcement and	the Company shall, after reserving Shares for Public	
notify each Member that	Offering (defined below)	
he/she/it is entitled to exer-	and Shares for Employees'	
cise a pre-emptive right to	Subscription (defined be-	
purchase his/her/its pro rata	low) in accordance with Ar-	
portion of any new Shares	ticle 8.3, make a public an-	
issued in the capital increase	nouncement and notify each	
in cash. A waiver of such	Member that he/she/it is enti-	
pre-emptive right may be ap-	tled to exercise a pre-emptive	
proved at the same general	right to purchase his/her/its	
meeting where the subject	pro rata portion of any new	
issuance of new Shares is	Shares issued in the capital	
approved by the Members.	increase in cash. A waiver of	
The Company shall state in	such pre-emptive right may	
such announcement and notices to the Members that if	be approved at the same general meeting where the sub-	
any Member fails to purchase	ject issuance of new Shares is	
his/her/its pro rata portion of	approved by the Members.	
the newly-issued Shares	The Company shall state in	
within the prescribed period,	such announcement and no-	
such Member shall be	tices to the Members that if	
deemed to forfeit his/her/its	any Member fails to purchase	
pre-emptive right to purchase	his/her/its pro rata portion of	
the newly-issued Shares.	the newly-issued Shares	
Subject to Article 6.3, in the	within the prescribed period,	
event that Shares held by a	such Member shall be	
Member are insufficient for	deemed to forfeit his/her/its	
such Member to exercise the	pre-emptive right to purchase	
pre-emptive right to purchase	the newly-issued Shares.	
one newly-issued Share, Shares held by several	Subject to Article 6.3, in the event that Shares held by a	
Members may be calculated	Member are insufficient for	
together for joint purchase of	such Member to exercise the	
newly-issued Shares or for	pre-emptive right to purchase	
, , , , , , , , , , , , , , , , , , ,	1 - 1 - 5 - 5 - 5 - 5 - 5 - 5 - 5 - 5 -	l .

Oniginal Autislag	The Deviced Auticles	Evulonation
Original Articles	The Revised Articles one newly-issued Share,	Explanation
purchase of newly-issued Shares in the name of a sin-	one newly-issued Share, Shares held by several	
gle Member pursuant to the	Members may be calculated	
Applicable Public Company	together for joint purchase of	
Rules. If the total number of	newly-issued Shares or for	
the new Shares to be issued	purchase of newly-issued	
has not been fully subscribed	Shares in the name of a single	
by the Members within the	Member pursuant to the Ap-	
prescribed period, the Com-	plicable Public Company	
pany may offer any	Rules. If the total number of	
un-subscribed new Shares to	the new Shares to be issued	
be issued to the public in	has not been fully subscribed	
Taiwan or to specific person	by the Members within the	
or persons according to the	prescribed period, the Com-	
Applicable Public Company	pany may offer any	
Rules.	un-subscribed new Shares to	
	be issued to the public in the	
	R.O.C. or to specific person	
	or persons according to the	
	Applicable Public Company	
	Rules.	
8.3 Where the Company	8.3 Where the Company	1. In line with the
increases its capital in cash	increases its capital in cash	amendment of Article
by issuing new Shares in	by issuing new Shares in the	267 of Company Act.
Taiwan, the Company shall	R.O.C. , the Company shall	2. Amend the wording
allocate 10% of the total	allocate 10% of the total	and format of the arti-
amount of the new Shares to	amount of the new Shares to	cle.
be issued, for offering in	be issued, for offering in the	
<u>Taiwan</u> to the public unless it	R.O.C. to the public unless it	
is not necessary or appropri-	is not necessary or appropri-	
ate, as determined by the Di-	1	
rectors according to the Ap-	board of Directors according	
plicable Public Company	to the Applicable Public	
Rules and/or the instruction	Company Rules and/or the	
of the FSC or TWSE, for the	instruction of the FSC or	
Company to conduct the	TWSE (as applicable) for	
aforementioned public offer-	the Company to conduct the	
ing. Provided however, if a	aforementioned public offer-	
percentage higher than the	ing. Provided however, if a	
aforementioned 10% is re-	percentage higher than the	
solved by a general meeting	aforementioned 10% is re-	
to be offered, the percentage determined by such resolu-	solved by a general meeting to be offered, the percentage	
tion shall prevail.	determined by such resolu-	
don shan pievan.	tion shall prevail ("Shares	
	for Public Offering"). The	
	Company may reserve 10%	
	to 15% of the total amount	
	of the new Shares to be is-	

Original Articles	The Revised Articles	Explanation
	sued for the subscription by	•
	the employees of the Com-	
	pany and its Subsidiaries	
	("Shares for Employees'	
	Subscription"). The	
	Company may restrain the	
	Shares subscribed by the	
	aforementioned employees	
	from being transferred or	
	assigned to others within a	
	specific period of time	
	which shall in no case be	
	longer than two years.	
8.4 Members' rights to sub-	8.4 Members' rights to sub-	Amend the format and
scribe for newly-issued	scribe for newly-issued	wording of Chinese ver-
3	1	sion article.
Shares may be transferred independently from the	Shares may be transferred	sion article.
1 2	independently from the Shares from which such	
rights are derived. The rules	rights are derived. The rules	
and procedures governing the	and procedures governing the	
transfer of rights to subscribe	transfer of rights to subscribe	
for newly-issued Shares shall	for newly-issued Shares shall	
be in accordance with poli-	be in accordance with poli-	
cies established by the Com-	cies established by the Com-	
pany from time to time,	pany from time to time,	
which policies shall be in	which policies shall be in	
accordance with the Statute,	accordance with the Statute,	
the Memorandum, the Arti-	the Memorandum, the Arti-	
cles and the Applicable Pub-	cles and the Applicable Pub-	
lic Company Rules.	lic Company Rules.	
8.5 The pre-emptive right of	8.5 The pre-emptive right of	_
Members provided under Ar-	Members provided under Ar-	format of the article.
ticle 8.2 shall not apply in the	ticle 8.2 shall not apply in the	
event that new Shares are	event that new Shares are is-	
issued due to the following	sued due to the following	
reasons or for the following	reasons or for the following	
purposes: (a) in connection	purposes: (a) in connection	
with a Merger with another	with a Merger with another	
company, or the Spin-off of	company, or the Spin-off of	
the Company, or pursuant to	the Company, or pursuant to	
any reorganization of the	any reorganization of the	
Company; (b) in connection	Company; (b) in connection	
with meeting the Company's	with meeting the Company's	
obligations under Share sub-	obligations under Share sub-	
scription warrants and/or op-	scription warrants and/or op-	
tions, including those refer-	tions, including those refer-	
enced in Article 11; (c) in	enced in Articles 11.1 to	
connection with meeting the	11.4; (c) in connection with	
Company's obligations under	meeting the Company's obli-	

Original Articles	The Revised Articles	Explanation
convertible bonds or corpo-	gations under convertible	Explanation
rate bonds vested with rights	bonds or corporate bonds	
to acquire Shares; (d) in	vested with rights to acquire	
connection with meeting the	Shares; (d) in connection	
Company's obligations under	with meeting the Company's	
Preferred Shares vested with	obligations under Preferred	
	Shares vested with rights to	
rights to acquire Shares; (e) in connection with a Private		
	acquire Shares; (e) in connection with a Private Place-	
Placement <u>or</u> (f) in connection with the issue of Re-		
stricted Shares in accordance	ment;(f) in connection with the issue of Restricted Shares	
with Article 8.7.	in accordance with Article	
	8.7; or (g) for such other	
	reasons or purposes as are	
	set out in the Applicable	
9.7 The Company may with	Public Company Rules.	Amond the wording and
8.7 The Company may, with the approval of a Superma-	8.7 <u>Subject to the provisions of the Statute and the</u>	Amend the wording and format of the article.
jority Resolution in a general	Applicable Public Company	Tormat of the article.
meeting, issue new Shares	Rules, the Company may,	
with restricted rights to the	with the approval of a Su-	
employees of the Company	permajority Resolution in a	
("Restricted Shares") and the	general meeting, issue new	
provision of Article 8.2 shall	Shares with restricted rights	
not apply to any such issue of	to the employees of the	
Restricted Shares. The terms	Company and its Subsidiar-	
of issue of Restricted Shares,	ies ("Restricted Shares") and	
including, but not limited to	the provision of Article 8.2	
the number, issue price and	shall not apply to any such	
issue conditions shall comply	issue of Restricted Shares.	
with the Applicable Public	The terms of issue of Re-	
Company Rules.	stricted Shares, including, but	
Company Rules.	not limited to the number,	
	issue price and other rele-	
	vant conditions shall comply	
	with the Applicable Public	
	Company Rules.	
8.8 Subject to the provisions	8.8 Subject to the provisions	Amend the wording and
of the Statute, the Company	of the Statute and the Ap-	format of the article.
may, by resolutions of the	plicable Public Company	
Members passed at a general	Rules, the Company may, by	
meeting attended by Mem-	resolutions of the Members	
bers who represent a majority	passed at the general meeting	
of the outstanding Shares and	attended by Members who	
approved by the Members	represent a majority of the	
who represent two-thirds or	issued, outstanding Shares	
more of the Shares present	and approved by the Mem-	
and entitled to vote on such	bers who represent two-thirds	
resolution, conduct Private	or more of the Shares present	

Original Articles	The Revised Articles	Explanation
Placements, and shall comply	at the meeting and entitled	_
with the Applicable Public	to vote on such resolution,	
Company Rules to determine,	conduct Private Placements,	
inter alias, the purchaser(s),	and shall comply with the	
the types of securities, the	Applicable Public Company	
determination of the offer	Rules to determine, inter alia,	
price, and the restrictions on	the purchaser(s), the types of	
transfer of securities of such	securities, the determination	
Private Placement.	of the offer price, and the re-	
	strictions on transfer of secu-	
	rities of such Private Place-	
	ment.	
9.1 Subject to the Statute	9.1 Subject to the Statute	Amend the format and
and the Applicable Public	and the Applicable Public	wording of Chinese ver-
Company Rules, Shares is-	Company Rules, Shares is-	sion article.
sued by the Company shall	sued by the Company shall	
be freely transferable.	be freely transferable.	
9.2 Subject to these Articles	9.2 Subject to these Articles	Amend the wording and
and the Applicable Public	and the Applicable Public	format of the article.
Company Rules, any Mem-	Company Rules, any Member	Tormat of the article.
ber may transfer all or any of	may transfer all or any of	
1	his/her/its Shares by an in-	
his Shares by an instrument of transfer.	strument of transfer.	
of transfer.	strument of transfer.	
9.4 Notwithstanding Arti-	9.4 The board of Directors	Increasing the wording of
cle 9.2 above, transfers of	may approve transfers of	article of transfering of
Shares which are listed on	Shares listed on TWSE	non-physically issued
the TWSE may be effected	which are not issued physi-	Shares.
by any method of transfer-	cally through relevant sys-	
ring or dealing in securities	tems (including systems of	
permitted by the TWSE	TDCC) without executing	
which is in accordance with	share transfer documents.	
the Applicable Public	With respect to	
Companies Rules and	non-physically issued	
which has been approved	Shares, the Company shall	
by the Board for such pur-	notify holders of these	
pose.	Shares to provide (or have a	
	third party designated by	
	such holders to provide) instruction(s) necessary for	
	transfers of Shares through	
	relevant systems according	
	to the requirement, equip-	
	ment and demand of those	
	systems, provided however,	
	that such instructions shall	
	not violate these Articles,	
	the Statute and the Appli-	
	cable Public Company	

Original Articles	The Revised Articles	Explanation
	Rules.	
10 Repurchase of Shares	10 Redemption and Re-	In reponse to the revised
	purchase of Shares	article of redemption of
		shares to amend the title.
10.1 Subject to the provisions	10.1 Subject to the provisions	Amend the wording and
of the Statute, the Applicable	of the Statute, the Memoran-	format of the article.
Public Company Rules, the	dum, and <u>the</u> Articles, the	
Memorandum and these Ar-	Company may purchase its	
ticles, the Company may <u>re-</u>	own Shares in the manner	
purchase its own Shares	and terms to be resolved by	
<u>listed on the TWSE</u> on such	the board of Directors from	
terms as are approved by res-	time to time. Notwith-	
olutions of the Directors	standing the foregoing, the	
passed at a meeting of the	Company may purchase its	
board of Directors attended	own Shares on such terms as	
by more than two-thirds of	are approved by resolutions	
members of the board and	of the Directors passed at a	
approved by a majority of the	meeting of the board of Di-	
Directors present at such	rectors attended by more than	
meeting, provided that any	two-thirds of members of the	
such repurchase shall be in	board and approved by a ma-	
accordance with the Applica-	jority of the Directors present	
ble Public Company Rules.	at such meeting, provided	
In the event that the Company	that any such repurchase shall be in accordance with the	
ny proposes to purchase any Shares listed on the TWSE		
	Applicable Public Company Rules. In the event that the	
pursuant to this Article, the approval of the board of Di-		
rectors and the implementa-	Company proposes to purchase any Shares listed on	
tion thereof shall be reported	TWSE pursuant to this Arti-	
to the Members at the next	cle, the approval of the board	
general meeting in accord-	of Directors and the imple-	
ance with the Applicable	mentation thereof shall be	
Public Company Rules. Such	reported to the Members at	
reporting obligation shall ap-	the next general meeting in	
ply even if the Company	accordance with the Applica-	
does not implement the re-	ble Public Company Rules.	
purchase proposal for any	Such reporting obligation	
reason.	shall apply even if the Com-	
	pany does not implement the	
	repurchase proposal for any	
	reason.	
10.2 The board of Direc-	10.2 Subject to the provi-	Increasing the wording of
tors may, prior to the pur-	sions of the Statute, the	article of redemption of
chase or redemption of any	Memorandum, and the Ar-	shares referring to Co-
Share under Article 10.1,	ticles, the Company may	mapny Act.
determine that such Share	issue Shares that are to be	
shall be held as Treasury	redeemed or are liable to be	
	redeemed at the option of	
•		

Original Articles	The Revised Articles	Explanation
Share.	the Member or the Com-	•
	pany. The redemption of	
	such Shares shall be effect-	
	ed in such manner as the	
	Company may, by Special	
	Resolution, determine be-	
	fore the issue of the Shares.	
	The Company may make a	
	payment in respect of the	
	redemption of its own	
	Shares in any manner per-	
	mitted by the Statute (in-	
	cluding out of capital). The	
	foregoing matter shall be	
	made in accordance with	
	the Applicable Public	
	Company Rules as applied	
	to the Company.	T
	10.3 Upon the purchase or	Increasing the wording of
	redemption of any Share	article in reponse to the
	under Articles 10.1 to 10.7	redemption of shares.
	by the board of Directors,	Amend the related article
	such Share shall be held as	of Repurchased Treasury Shares.
	Treasury Share ("Repur-	Shares.
	chased Treasury Shares").	
	For Treasury Shares, no dividends shall be distrib-	
	uted or paid, nor shall any	
	distribution of the Compa-	
	ny's assets be made	
	(whether in cash or by oth-	
	er means, including any as-	
	sets distribution to the	
	Members when the Com-	
	pany is winding up).	
10.3 Subject to the provi-	10.4 Subject to the provisions	Amend the wording and
sions of the Statute, these	of the Statute, the Memo-	format of the article.
Articles and the Applicable	randum and the Articles, the	
Public Company Rules, the	board of Directors may de-	
Directors may determine to	termine to cancel a Treasury	
cancel a Treasury Share or	Share or transfer a Treasury	
transfer a treasury Share to	Share to the employees on	
the employees on such terms	such terms <u>as</u> they think	
they think proper (including,	proper (including, without	
without limitation, for nil	limitation, for nil considera-	
consideration).	tion). The foregoing mat-	
	ter shall be made in ac-	
	cordance with the Applica-	
	ble Public Company Rules	

Original Articles	The Revised Articles	Explanation
	as applied to the Company	
	and the Statute.	
10.4 Notwithstanding Arti-	10.5 If the Company repur-	1. Increasing the wording
cle 10.3, if the Company re-	chases any Shares traded on	of article of transfering
purchases any Shares traded	TWSE and proposes to	to any employees of
on the TWSE and hold such	transfer the Repurchased	the Company's Sub-
Shares as Treasury Shares	Treasury Shares to any em-	sidiaries.
(the "Repurchased Treas-	ployees of the Company or	2. Amend the wording
ury Shares"), any proposal	its Subsidiaries at a price	and format of the arti-
to transfer the Repurchased	below the average repurchase	cle.
Treasury Shares to any em-	price paid by the Company	
ployees of the Company by	for such Repurchased Treas-	
the Company at the price	ury Shares (the "Average	
below the average repurchase	Purchase Price"), the Com-	
price paid by the Company	pany shall require the ap-	
for Repurchased Treasury	proval of a resolution of the	
Shares (the "Average Pur-	Members passed at a gen-	
chase Price") shall require	eral meeting attended by	
the approval of a resolution	Members who represent a	
passed by two-thirds or more	majority of the issued, out-	
of the Members present at the	standing Shares and ap-	
next general meeting who	proved by the Members	
hold a majority of the total	who represent two-thirds or	
number of the Company's	more of the Members present at the meeting and entitled	
outstanding shares as at the date of such general meeting,	to vote on such resolution,	
and the following matters	and shall specify such mo-	
shall be indicated in the no-	tion in the meeting notice of	
tice of general meeting, with	that general meeting in ac-	
a summary of the material	cordance with the Applica-	
content to be discussed, and	ble Public Company Rules	
shall not be brought up as an	which shall not be brought	
ad hoc motion:	up as an ad hoc motion:	
(a) The transfer price, the	(a) The transfer price, dis-	
discount ratio, the bases of	count rate, calculation basis	
calculations, and the ra-	and reasonability;	
tionality thereof;	(b) Number of Shares	
(b) The number of shares to	transferred, purpose and rea-	
be transferred, the purpose,	sonability;	
and the rationality thereof;	(c) Qualification of em-	
(c) Qualification require-	ployees' subscription and	
ments for employees to	number of Shares employees	
subscribe to the Repur-	may subscribe; and	
chased Treasury Shares,	(d) Matters affecting equity	
and the number of Repur-	of the Members :	
chased Treasury Shares	(i) Amounts that may be-	
they are allowed to sub-	come expenditures, and the	
scribe for ; and	dilution of earnings per share	
(d) Factors affecting the	of the Company;	

Original Articles	The Revised Articles	Explanation
shareholders' equity of the	(ii) Explain the financial	Daplanation
Company:	burden <u>caused to</u> the Com-	
(i) The expensable amount,	pany by <u>transfer of</u> Shares to	
and dilution of the Compa-	employees at <u>a</u> price <u>lower</u>	
ny's earnings per share.	than the Average Purchase	
(ii) To explain what finan-	Price.	
cial burden will be imposed	Trice.	
on the Company by trans-		
ferring the Repurchased		
Treasury Shares to its em-		
ployees at <u>the</u> price <u>below</u>		
the Average Purchase Price.		
10.5 The aggregate number	10.6 The aggregate number	Amand the wording and
of Treasury Shares to be	10.6 The aggregate number	Amend the wording and format of the article.
į	of Treasury Shares to be transferred to employees	Tormat of the article.
1 5	± •	
pursuant to Article 10.4 shall	pursuant to Article 10.4 and	
not exceed 5 percent of the	the aggregate number of	
Company's total issued and	Treasury Shares transferred	
outstanding shares as at the	to any individual employee	
date of transfer of any	shall be subject to the Ap-	
Treasury Shares and the ag-	Pulsa as applied to the	
gregate number of Treasury	Rules as applied to the	
Shares transferred to any in-	Company and shall not ex-	
dividual employee shall not	ceed a stipulated percent of	
exceed <u>0.5</u> percent of the	the Company's total issued	
Company's total issued and	allotted and outstanding	
outstanding shares as at the date of transfer of any Treas-	Shares as at the date of trans-	
ury Shares to such employee.	fer of any Treasury Shares to the employee. The Company	
The Company may impose	may impose restrictions on	
restrictions on the transfer of	•	
such Shares by the employee	the employee for a period of	
for a period of no more than	no more than two years.	
two years.		
10.6 Notwithstanding any-	10.7 Notwithstanding any-	Amend the wording and
thing to the contrary con-	thing to the contrary con-	format of the article.
tained in Article 10.1 to <u>10.5</u> ,	tained in Article 10.1 to 10.6,	
and subject to the Statute and	and subject to the Statute, the	
the Applicable Public Com-	Memorandum and Articles	
pany Rules, the Company	and the Applicable Public	
may, with the approval of an	Company Rules, the Com-	
Ordinary Resolution, com-	pany may, with the approval	
pulsorily redeem or repur-	of an Ordinary Resolution,	
chase Shares by the Com-	compulsorily redeem or re-	
pany for cancellation, pro-	purchase Shares, provided	
vided that such redemption or	that such Shares shall be	
repurchase will be effected	cancelled upon redemption	
pro rata based on the per-	or repurchase and such re-	
T T		

Original Articles	The Revised Articles	Explanation
centage of shareholdings of	demption or repurchase will	•
the Members, unless other-	be effected pro rata based on	
wise provided for in the	the percentage of sharehold-	
Statute or the Applicable	ings of the Members. Pay-	
Public Company Rules.	ments in respect of any such	
Payments in respect of any	redemption or repurchase, if	
such redemption or repur-	any, may be made either in	
chase, if any, may be made	cash or by distribution of	
either in cash or by distribu-	specific assets of the Com-	
tion of specific assets of the	pany, as specified in the Or-	
Company, as specified in the	dinary Resolution approving	
Ordinary Resolution approv-	the redemption or repurchase,	
ing the redemption or repur-	provided that (a) the relevant	
chase, provided that (a) the	Shares will be cancelled upon	
relevant Shares will be can-	such redemption or repur-	
celled upon such redemption	chase and will not be held by	
or repurchase and will not be	the Company as Treasury	
held by the Company as	Shares, and (b) where assets	
Treasury Shares, and (b)	other than cash are distribut-	
where assets other than cash	ed to the Mem	
are distributed to the Mem-	bers, the type of assets, the	
bers, the type of assets, the	value of the assets and the	
value of the assets and the	corresponding amount of	
corresponding amount of	such substitutive distribution	
such substitutive distribution	shall be (i) assessed by an	
shall be (i) assessed by an	R.O.C. certified public <u>ac-</u>	
ROC certified public ac-	countant before being sub-	
<u>count</u> before being submitted	mitted by the board of Di-	
to the Members for approval	rectors to the Members for	
and (ii) agreed to by the	approval, and (ii) agreed to	
Member who will receive	by the Member who will re-	
such assets.	ceive such assets. The fore-	
	going matter shall be made	
	in accordance with the Ap-	
	plicable Public Company	
	Rules as applied to the	
11 1 The Company may up	Company.	Amand the wonding and
11.1 The Company may, up-	11.1 Notwithstanding the	Amend the wording and format of the article.
on approval by a majority of the Directors at a meeting	provision of Article 8.7 Restricted Shares, the Compa-	Tormat of the article.
attended by two-thirds or	ny may, upon approval by a	
more of the total number of	majority of the Directors at a	
the Directors, adopt one or	meeting attended by	
more incentive programmes	two-thirds or more of the to-	
and may issue Shares or op-	tal number of the Directors,	
tions, warrants or other simi-	adopt incentive programmes	
lar instruments, to employees	and may issue Shares or op-	
of the Company and its Sub-	tions, warrants or other simi-	
sidiaries. The rules and	lar instruments, to employees	
similar. The fales and	moraments, to employees	I

Original Articles	The Revised Articles	Explanation
procedures governing such	of the Company and its Sub-	•
incentive programme(s) shall	sidiaries. The rules and pro-	
be in accordance with poli-	cedures governing such in-	
cies established by the Di-	centive programme(s) shall	
rectors from time to time in	be in accordance with poli-	
accordance with the Statute,	cies established by the board	
the Memorandum, the Arti-	of Directors from time to	
cles and the Applicable Pub-	time in accordance with the	
lic Company Rules.	Statute, the Memorandum	
	and the Articles. The fore-	
	going matter shall be made	
	in accordance with the Ap-	
	plicable Public Company	
	Rules as applied to the	
	Company.	
11.3 The Company may enter	11.3 The Company may enter	Amend the wording and
into share option agreements	into <u>relevant</u> agreements	format of the article.
with employees of the Com-	with employees of the Com-	
pany and the employees of its	pany and the employees of its	
Subsidiaries in relation to the	Subsidiaries in relation to the	
incentive programme ap-	incentive programme ap-	
proved pursuant to Article	proved pursuant to Article	
11.1 above, whereby em-	11.1 above, whereby em-	
ployees may subscribe,	ployees may subscribe, with-	
within a specific period of	in a specific period of time, a	
time, a specific number of the	specific number of the	
Shares. The terms and condi-	Shares. The terms and con-	
tions of such agreements	ditions of such agreements	
shall be no less restrictive on	shall be no less restrictive on	
the relevant employee than	the relevant employee than	
the terms specified in the ap-	the terms specified in the ap-	
plicable incentive pro-	plicable incentive pro-	
gramme.	gramme.	
11.4 Directors of the Com-	11.4 Directors of the Com-	Amend the wording and
pany and its Subsidiaries	pany and its Subsidiaries	format of the article.
shall not be eligible for the	shall not be eligible for the	
employee incentive pro-	employee incentive pro-	
grammes under this Article	grammes under Article 8.7	
11, provided that directors	or this Article 11, provided	
who are also employees of	that Directors who are also	
the Company or its Subsidi-	employees of the Company	
aries may participate in an	or its Subsidiaries may par-	
employee incentive pro-	ticipate in an employee in-	
gramme in their capacity as	centive programme in their	
an employee and not as a di-	capacity as an employee (and	
rector of the Company or its	not as a Director of the	
Subsidiaries.	Company or its Subsidiaries).	
12.1 If at any time the share	12.1 If at any time the share	Amend the wording and

Original Articles	The Revised Articles	Explanation
capital of the Company is	capital of the Company is	format of the article.
divided into different classes	divided into different classes	
of Shares, the rights attached	of Shares, the rights attached	
to any class (unless otherwise	to any class, unless otherwise	
provided by the terms of is-	provided by the terms of is-	
sue of the Shares of that	sue of the Shares of that	
class) may, whether or not	class, may, be varied with the	
the Company is being	sanction of a Special Resolu-	
wound up, be varied with the	tion passed at a general	
sanction of a Special Resolu-	meeting of the holders of the	
tion passed at a general	Shares of that class. Notwith-	
meeting of the holders of the	standing the foregoing, if any	
Shares of that class. Notwith-	modification or alteration in	
standing the foregoing, if any	the Articles is prejudicial to	
modification or alteration in	the preferential rights of any	
the Articles is prejudicial to	class of Shares, such modifi-	
the preferential rights of any	cation or alteration shall be	
class of Shares, such modifi-	adopted by a Special Resolu-	
cation or alteration shall be	tion and shall also be adopted	
adopted by a Special Resolu-	by a Special Resolution	
tion and shall also be adopted	passed at a separate meeting	
by a Special Resolution	of Members of that class of	
passed at a separate meeting	Shares.	
of Members of that class of		
Shares.		
12.2 The provisions of the	12.2 The relevant provisions	Amend the wording and
Articles relating to general	of the Articles relating to	format of the article.
meetings shall apply to every	general meetings shall apply	
class meeting of the holders	to every class meeting of the	
of the same class of the	holders of the same class of	
Shares.	the Shares.	
13.1 If a Member dies, the	13.1 If a Member dies, the	Amend the wording and
survivor or survivors where	survivor or survivors where	format of the article.
he was a joint holder, or his	he/she was a joint holder, or	
legal personal representatives	his/her legal personal repre-	
where he was a sole holder,	sentatives where he/she was a	
shall be the only persons	sole holder, shall be the only	
recognised by the Company	persons recognised by the	
as having any title to his in-	Company as having any title	
terest. The estate of a de-	to his/her interest. The estate	
ceased Member is not there-	of a deceased Member is not	
by released from any liability	thereby released from any	
in respect of any Share which	liability in respect of any	
had been jointly held by him.	Share which had been jointly	
	held by him/her.	
13.2 Any person becoming	13.2 Any person becoming	Amend the wording and
entitled to a Share in conse-	entitled to a Share in conse-	format of the article.
quence of the death or bank-	quence of the death or bank-	

Original Articles	The Revised Articles	Explanation
ruptcy or liquidation or dis-	ruptcy or liquidation or dis-	,
solution of a Member (or in	solution of a Member (or in	
any way other than by trans-	any way other than by trans-	
fer) shall give written notice	fer) shall give written notice	
to the Company and, upon	to the Company and, upon	
such evidence being pro-	such evidence being pro-	
duced as may from time to	duced as may from time to	
time be required by the Di-	time be required by the	
rectors, may elect, by a no-	board of Directors, may	
tice in writing sent by him,	elect, by a notice in writing	
either to become the holder	sent by him/her/it, either to	
of such Share or to have	become the holder of such	
some person nominated by	Share or to have some person	
him become the holder of	nominated by him/her/it be-	
such Share.	come the holder of such	
such share.	Share.	
14.1 Subject to the provisions	14.1 Subject to the provisions	Amend the wording and
of the Statute <u>and</u> the <u>provi-</u>	of the Statute, the Articles	format of the article.
sions of these Articles as	and the Applicable Public	Tormat of the article.
	Company Rules, the Com-	
regards the matters to be dealt with by Ordinary	pany may by Special Resolu-	
Resolution, the Company	tion:	
may by Special Resolution:	(a) change its name;	
(a) change its name;	(b) alter or add to these Ar-	
(b) alter or add to these Ar-	ticles;	
ticles;	(c) alter or add to the Mem-	
,	` /	
` '	orandum with respect to any	
Memorandum with respect to	objects, powers or other mat-	
any objects, powers or other	ters specified therein;	
matters specified therein; (d) reduce its share capital	(d) reduce its share capital	
1	and any capital redemption	
and any capital redemption	reserve fund; and	
reserve fund; and	(e) increase its authorised	
(e) increase its authorised	share capital or cancel any Shares that at the date of the	
share capital by such sum as		
the resolution shall pre-	passing of the resolution have	
scribe or cancel any Shares	not been taken or agreed to	
that at the date of the passing	be taken by any person, pro-	
of the resolution have not	vided that in the event of any	
been taken or agreed to be	change to its authorised share	
taken by any person, provid-	capital, the Company shall	
ed that in the event of any	also procure the amendment	
change to its authorised share	of its Memorandum by the	
capital, the Company shall	Members at a general	
also procure the amendment	meeting to reflect such	
of its Memorandum by the	change.	
Members to reflect such		
change.	14.2 C-1.:- 44.4	A
14.2 Subject to the provisions	14.2 Subject to the provisions	Amend the wording and

Original Articles	The Revised Articles	Explanation
of the Statute and the Appli-	of the Statute, the Articles	format of the article.
cable Public Company Rules,	and the Applicable Public	
the Company shall not ,	Company Rules, the Com-	
without a Supermajority	pany shall by a Supermajori-	
Resolution:	ty Resolution:	
(a) sell, transfer or lease of	(a) sell, transfer or lease of	
whole business of the Com-	whole business of the Com-	
pany or other matters which	pany or other matters which	
has a material effect on the	has a material effect on the	
Members' rights and inter-	Members' rights and inter-	
ests;	ests;	
(b) discharge or remove any	(b) discharge or remove any	
Director;	Director;	
(c) approve any action by	(c) approve any action by	
one or more Director(s) who	any Director(s) who is en-	
is engaging in business con-	gaging in business for him-	
duct for him/herself or on	self/herself/itself or on behalf	
behalf of another person that	of another person that is	
is within the scope of the	within the scope of the Com-	
Company's business;	pany's business;	
(d) effect any capitalization	(d) effect any capitalization	
of distributable Dividends	of distributable dividends	
and/or bonuses and/or any	and/or bonuses and/or any	
other amount prescribed un-	other amount prescribed un-	
der Article 35 hereof;	der Article 35 hereof;	
(e) effect any Merger.	(e) effect any Merger (other	
Spin-off or Private Place-	than a Short-form Merger)	
ment, provided that any	or Spin-off, provided that any	
Merger which falls within the	Merger which falls within the	
definition of "merger and/or	definition of "merger and/or	
consolidation" under the	consolidation" under the	
Statute shall also be subject	Statute shall also be subject	
to the requirements of the	to the requirements of the	
Statute;	Statute;	
(f) enter into, amend, or	(f) enter into, amend, or	
terminate any agreement for	terminate any agreement for	
lease of the Company's whole	lease of the Company's whole	
business, or for entrusted	business, or for entrusted	
business, or for frequent joint operation with others;	business, or for frequent joint operation with others;	
(g) transfer its business or	(g) transfer its business or	
assets, in whole or in any es-	assets, in whole or in any es-	
sential part, provided that, the	sential part, provided that, the	
foregoing does not apply	foregoing does not apply	
where such transfer is pursu-	where such transfer is pursu-	
ant to the dissolution of the	ant to the dissolution of the	
Company; or	Company; and	
(h) acquire or assume the	(h) acquire or assume the	
whole business or assets of	whole business or assets of	
		1

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another person, which has	another person, which has	•
material effect on the Com-	material effect on the Com-	
pany's operation.	pany's operation.	
14.3 Subject to the provisions	14.3 Subject to the provisions	1. Amend the dissolution
of the Statute, the provisions	of the Statute, the Articles,	procedures of the
of these Articles, and the	and the Applicable Public	Company, if the
quorum requirement under	Company Rules, with regard	Company resolves that
the Applicable Public Com-	to the dissolution procedures	it be wound up volun-
pany Rules, with regard to	of the Company, the Compa-	tarily because it is un-
the dissolution procedures of	ny shall pass	able to pay its debts as
the Company, the Company	(a) <u>a Supermajority</u> Reso-	they fall due.
shall pass	lution, if the Company re-	2. Amend the wording
(a) an Ordinary Resolu-	solves that it be wound up	and format of the arti-
tion, if the Company resolves	voluntarily because it is una-	cle.
that it be wound up voluntar-	ble to pay its debts as they	
ily because it is unable to pay	fall due; or	
its debts as they fall due; or	(b) a Special Resolution, if	
(b) a Special Resolution, if	the Company resolves that it	
the Company resolves that it	be wound up voluntarily for	
be wound up voluntarily for	reasons other than the reason	
reasons other than the reason	stated in Article 14.3(a)	
stated in Article 14.3(a)	above.	
above.		
	14.4 When the Company	Newly added the related
	returns share capital ac-	rules of returning share
	cording to the Statute, and	capital of the Company.
	the Articles, the share capi-	
	tal shall be returned in	
	proportion to the share-	
	holdings of the Members.	
15 Registered Office	15 Registered Office	Amend the wording and
Subject to the provisions of	Subject to the provisions of	format of the article.
the Statute, the Company	the Statute, the Company	
may by resolution of the Di-	may by resolution of the	
rectors change the location of	board of Directors change	
1 ' D ' 1 OCC'		
its Registered Office.	the location of its Registered	
its Registered Office.	Office.	
16.1 All general meetings	Office. 16.1 All general meetings	Amend the wording and
16.1 All general meetings other than annual general	Office. 16.1 All general meetings other than annual general	Amend the wording and format of the article.
16.1 All general meetings other than annual general meetings shall be called ex-	Office. 16.1 All general meetings other than annual general meetings <u>are</u> extraordinary	_
16.1 All general meetings other than annual general	Office. 16.1 All general meetings other than annual general	_
16.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.	Office. 16.1 All general meetings other than annual general meetings <u>are</u> extraordinary general meetings.	format of the article.
16.1 All general meetings other than annual general meetings shall be called extraordinary general meetings. 16.2 The Company shall hold	Office. 16.1 All general meetings other than annual general meetings are extraordinary general meetings. 16.2 The Company shall hold	format of the article. Amend the wording of the
16.1 All general meetings other than annual general meetings shall be called extraordinary general meetings. 16.2 The Company shall hold a general meeting as its an-	Office. 16.1 All general meetings other than annual general meetings are extraordinary general meetings. 16.2 The Company shall hold a general meeting as its an-	format of the article.
16.1 All general meetings other than annual general meetings shall be called extraordinary general meetings. 16.2 The Company shall hold a general meeting as its annual general meeting within	Office. 16.1 All general meetings other than annual general meetings are extraordinary general meetings. 16.2 The Company shall hold a general meeting as its annual general meeting within	format of the article. Amend the wording of the
16.1 All general meetings other than annual general meetings shall be called extraordinary general meetings. 16.2 The Company shall hold a general meeting as its annual general meeting within six months following the end	Office. 16.1 All general meetings other than annual general meetings are extraordinary general meetings. 16.2 The Company shall hold a general meeting as its annual general meeting within six months following the end	format of the article. Amend the wording of the
16.1 All general meetings other than annual general meetings shall be called extraordinary general meetings. 16.2 The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year, and shall	Office. 16.1 All general meetings other than annual general meetings <u>are</u> extraordinary general meetings. 16.2 The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year, and shall	format of the article. Amend the wording of the
16.1 All general meetings other than annual general meetings shall be called extraordinary general meetings. 16.2 The Company shall hold a general meeting as its annual general meeting within six months following the end	Office. 16.1 All general meetings other than annual general meetings are extraordinary general meetings. 16.2 The Company shall hold a general meeting as its annual general meeting within six months following the end	format of the article. Amend the wording of the

Original Articles	The Revised Articles	Explanation
these meetings, the report of	these meetings, the report of	
the Directors (if any) shall be	the Directors (if any) shall be	
presented.	presented.	
16.3 The Company shall hold	16.3 The Company shall hold	Amend the wording of the
an annual general meeting	an annual general meeting	Chinese version article.
every year.	every year.	
16.4 The general meetings	16.4 The general meetings	In reponse to the revised
shall be held at such time and	shall be held at such time and	article of checklist of pro-
place as the Directors shall	place as the Directors shall	tection of shareholder in-
appoint provided that unless	appoint, provided that unless	terests regarding the for-
otherwise provided by the	otherwise provided by the	eign issuer's country of
Statute or this Article 16.4,	Statute or this Article 16.4,	registration. The amend-
the general meetings shall be	the general meetings shall be	ment of the procedures of
held in <u>Taiwan</u> . For general	held in the R.O.C. For gen-	the general meetings to be
meetings to be held outside	eral meetings to be held out-	held outside R.O.C
Taiwan, the Company shall comply with the relevant	side of the R.O.C., the Company shall apply with	
procedures and approvals	TWSE to obtain its approv-	
prescribed by the relevant	al within two days after the	
authority in Taiwan. Where	board of Directors resolves	
a general meeting is to be	to call a general meeting or	
held outside Taiwan , the	within two days after the	
Company shall engage a	shareholder(s) obtain(s) the	
professional securities agent	approval from competent	
in Taiwan to handle the ad-	authorities to convene the	
ministration of such general	same. In addition, where a	
meeting (including but not	general meeting is to be held	
limited to the handling of the	outside the R.O.C. , the	
voting of proxies submitted	Company shall engage a pro-	
by Members).	fessional securities agent in	
	the R.O.C. to handle the ad-	
	ministration of such general	
	meeting (including but not	
	limited to the handling of the voting of proxies submitted	
	by Members).	
16.5 The Directors may call	16.5 The board of Directors	Amend the wording and
general meetings, and they	may call general meetings,	format of the article.
shall on a Members requisi-	and they shall, on a Mem-	
tion forthwith proceed to	ber's requisition forthwith,	
convene an extraordinary	proceed to convene an ex-	
general meeting of the Com-	traordinary general meeting	
pany.	of the Company.	
16.6 A Members requisition	16.6 Member(s) who are	Amend the wording and
is a requisition of Mem-	entitled to submit a Mem-	format of the article.
ber(s) of the Company hold-	ber's requisition as provid-	
ing at the date of deposit of	ed in the preceding Article	
the requisition not less than	16.5 are Member(s) of the	

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3% of the total number of the	Company holding at the date	*
outstanding Shares at the	of deposit of the requisition	
time of requisition and whose	not less than 3% of the total	
Shares shall have been held	number of the <u>issued and</u>	
by such Member(s) for at	outstanding Shares at the	
least one year.	time of requisition and whose	
	Shares shall have been held	
	by such Member(s) for at	
16.7 The manifest of the second	least one year.	A
16.7 The requisition must	16.7 The requisition must	Amend the wording of the Chinese version article.
state in writing the matters to be discussed at the extraor-	state in writing the matters to be discussed at the extraor-	Cimiese version article.
dinary general meeting and	dinary general meeting and	
the reason therefor and must	the reason therefor and must	
be signed by the requisition-	be signed by the requisition-	
ists and deposited at the Reg-	ists and deposited at the Reg-	
istered Office, and may con-	istered Office, and may con-	
sist of several documents in	sist of several documents in	
like form each signed by one	like form each signed by one	
or more requisitionists.	or more requisitionists.	
16.8 If the Directors do not	16.8 If the board of Directors	Amend the wording and
within fifteen days from the	do not within fifteen days	format of the article.
date of the deposit of the	from the date of the deposit	
requisition dispatch the no-	of the requisition dispatch the	
tice of an extraordinary gen-	notice of an extraordinary	
eral meeting, the requisition-	general meeting, the requisi-	
ists may themselves convene	tionists may themselves con-	
an extraordinary general meeting in accordance with	vene an extraordinary general meeting in accordance with	
the Applicable Public Com-	the Applicable Public Com-	
pany Rules.	pany Rules.	
17.1 At least thirty days' no-	17.1 At least thirty days' no-	Amend the wording and
tice to each Member shall be	tice to each Member shall be	format of the article.
given of any annual general	given of any annual general	
meeting, and at least fifteen	meeting, and at least fifteen	
days' notice to each Member	days' notice to each Member	
shall be given of any extraor-	shall be given of any extraor-	
dinary general meeting.	dinary general meeting.	
Every notice shall be exclu-	Every notice shall be exclu-	
sive of the day on which it is	sive of the day on which it is	
given or deemed to be given	given or deemed to be given	
and of the day for which it is	and of the day for which it is	
given and shall specify the	given and shall specify the	
place, the day and the hour of	place, the day and the hour of	
the meeting and the general nature of the business and	the meeting and the general	
shall be given in the manner	nature of the business and shall be given in the manner	
hereinafter mentioned, or be	hereinafter mentioned, or be	
neremarci mendoneu, or be	neremarier mentioned, or be	

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given via electronic means if	given via electronic means if	
agreed thereon by the Mem-	agreed thereon by the Mem-	
bers, or be given in such oth-	bers, or be given in such oth-	
er manner, if any , as may be	er manner as may be pre-	
prescribed by the Company,	scribed by the Company,	
provided that a general	provided that, a general	
meeting of the Company	meeting of the Company	
shall, whether or not the no-	shall, whether or not the no-	
tice specified in this regula-	tice specified in this regula-	
tion has been given and	tion has been given and	
whether or not the provisions	whether or not the provisions	
of the Articles regarding	of the Articles regarding gen-	
general meetings have been	eral meetings have been	
complied with, be deemed to	complied with, be deemed to	
have been duly convened if it	have been duly convened if it	
is so agreed by all the Mem-	is so agreed by all the Mem-	
bers (or their proxies) entitled	bers (or their proxies) entitled	
to attend such general meet-	to attend such general meet-	
ing.	ing.	
17.2 The accidental omission	17.2 <u>If</u> the accidental omis-	Amend the wording and
to give notice of a general	sion to give notice of a gen-	format of the article.
meeting to, or the non-receipt	eral meeting to, or the	
of a notice of a general	non-receipt of a notice of a	
meeting by, any Member en-	general meeting by, any	
titled to receive notice shall	Member entitled to receive	
not invalidate the proceed-	notice shall not invalidate the	
ings of that general meeting.	proceedings of that general	
17.2 The Company shall	meeting.	Amand the wording and
17.3 The Company shall,	17.3 The Company shall, <u>at</u>	Amend the wording and format of the article.
thirty days prior to any annu-	<u>least</u> thirty days prior to any	format of the article.
al general meeting, and fif-	annual general meeting or at	
teen days prior to any ex-	<u>least</u> fifteen days prior to any	
traordinary general meeting.	extraordinary general meet-	
transform the notice of such	ing (as the case may be),	
general meeting, instrument of proxy, the businesses and	make public announcement	
their explanatory materials of	of the notice of such general meeting, instrument of proxy,	
. . •	the businesses and their ex-	
any sanction, discussion, election or removal of Di-	planatory materials of any	
rectors into electronic format	sanction, discussion, election	
	or removal of Directors and	
and <u>transmitted such</u> to the Market Observation Post	transform such information	
System. If the voting power	into electronic format and	
in any general meeting will	transmit the same to the	
be exercised by way of a	Market Observation Post	
written ballot, the written	System in accordance with	
ballot and the aforemen-	the Applicable Public	
tioned information of such	Company Rules. If the vot-	

Original Articles	The Revised Articles	Explanation
general meeting shall together be delivered to each Member.	ing power in any general meeting will be exercised by way of a written ballot, the written ballot and the aforementioned information of such general meeting shall together be delivered to each Member.	
meeting, the Company shall prepare a meeting handbook of the relevant general meeting and supplemental materials for Members' inspection, which will be placed at the Company and the securities agent of the Company, distributed at the meeting venue, and shall be transmitted to the Market Observation Post System in accordance with and within the period required by the Applicable Public Company Rules.	17.4 The Company shall prepare a meeting handbook of the relevant general meeting and supplemental materials available for inspection by the Members, which will be placed at the office of the Company and the Company and the Company and transmitted to the Market Observation Post System within the period required by the Applicable Public Company Rules.	Amend the wording and format of the article.
election or discharge of Directors, (b) alteration of the Articles, and (c) (i) dissolution, Merger or Spin-off, (ii) entering into, amending, or terminating any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others, (iii) transfer of the whole or any material part of the business or assets of the Company, (iv) acceptance of the transfer of the whole business or assets of another person, which has a material effect on the business operation of the Company, and (d) (i) ratification of an action by Director(s) who engage(s) in	17.5 Matters pertaining to (a) election or discharge of Directors, (b) alteration of the Articles, (c) (i) dissolution, Merger (other than a Short-form Merger), Share Exchange, or Spin-off, (ii) entering into, amending, or terminating any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others, (iii) transfer of the whole or any material part of the business or assets of the Company, (iv) acceptance of the transfer of the whole business or assets of another person, which has a material effect on the business operation of the Company, (d) ratification of	 Refer to the Subparagraph 3, Paragragh 1, Article 12 and Article 19 of Mergers and acquisitions Law, newly added the provision of other than a Short-form Merger. Amend the wording and format of the article.

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business for <u>him</u> /herself or	an action by Director(s) who	Explanation
on behalf of another person	engage(s) in business for	
that is within the scope of the	100 100	
<u> </u>		
Company's business, (e) dis-	behalf of another person that	
tribution of the whole or a	is within the scope of the	
part of the surplus profit of	Company's business, (e) dis-	
the Company in the form of	tribution of the whole or a	
new Shares, capitalization of	part of the surplus profit of	
statutory reserve and any	the Company in the form of	
other amount in accordance	new Shares, capitalization of	
with Article 35, and (f) the	statutory reserve and any	
Private Placement of any eq-	other amount in accordance	
uity-type securities issued by	with Article 35, and (f) the	
the Company, shall be indi-	Private Placement of any eq-	
cated in the notice of general	uity-type securities issued by	
meeting, with a summary of	the Company, shall be indi-	
the material content to be	cated in the notice of general	
discussed, and shall not be	meeting, with a summary of	
brought up as an ad hoc mo-	the material content to be	
tion.	discussed, and shall not be	
	brought up as an ad hoc mo-	
17 (F) 1 1 C D	tion.	4 1 1
17.6 The board of Directors	17.6 The board of Directors	Amend the wording and
shall keep the Articles,	shall keep the Articles,	format of the article.
minutes of general meetings,	minutes of general meetings,	
financial statements, the	financial statements, the	
Register of Members, and the	Register of Members, and the	
counterfoil of any corporate	counterfoil of any corporate	
bonds issued by the Compa-	bonds issued by the Company	
ny at the office of the Com-	at the office of the Compa-	
pany's registrar (if applica-	ny's registrar (if applicable)	
ble) and the Company's se-	and the Company's securities	
curities agent located in	agent located in the R.O.C.	
Taiwan. The Members may	The Members may request,	
request, from time to time, by	from time to time, by submit-	
submitting document(s) evidencing his/her interests in-	ting document(s) evidencing his/her interests involved and	
<u> </u>		
volved and indicating the	indicating the designated	
designated scope of the inspection, access to inspect,	scope of the inspection, access to inspect, review or	
review or make copies of the	make copies of the foregoing	
foregoing documents.	documents.	
17.7 The Company shall	17.7 The Company shall	Amend the wording and
make all statements and rec-	make all statements and rec-	format of the article.
ords prepared by the board of	ords prepared by the board of	
Directors and the report pre-	Directors and the report pre-	
pared by the audit committee,	pared by the audit committee,	
if any, available at the office	if any, available at the office	

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of its registrar (if applicable)	of its registrar (if applicable)	
and its securities agent lo-	and its securities agent locat-	
cated in Taiwan in accord-	ed in the R.O.C. in accord-	
ance with Applicable Public	ance with the Statute, the	
Company Rules and the	Articles, and the Applicable	
Statute. Members may in-	Public Company Rules.	
spect and review the forego-	Members may inspect and	
ing documents from time to	review the foregoing docu-	
time and may be accompa-	ments from time to time and	
nied by their lawyers or cer-	may be accompanied by their	
tified public accountants for	lawyers or certified public	
the purpose of such an in-	accountants for the purpose	
spection and review.	of such an inspection and re-	
spection and review.	view.	
18.1 No business shall be	18.1 No business shall be	Amend the wording and
transacted at any general	transacted at any general	format of the article.
meeting unless a quorum is	meeting unless a quorum is	format of the article.
present. Unless otherwise	present. Unless otherwise	
provided in the Articles,	provided in the Statute , the	
_ = ·	Articles and the Applicable	
Members present in person or	Public Company Rules,	
by proxy, representing more than one-half of the total out-		
	Members present in person or	
standing Shares, shall con-	by proxy, representing more than one-half of the total is-	
stitute a quorum for any general meeting.		
erai meeting.	sued, outstanding Shares,	
	shall constitute a quorum for	
18.2 The board of Directors	any general meeting. 18.2 The board of Directors	Amand the medical and
		Amend the wording and
shall submit business reports, financial statements and	shall submit business reports,	format of the article.
	financial statements and pro-	
proposals for distribution of	=	
profits or covering of losses	profits or covering of losses	
prepared by it for the purposes of annual general	prepared by it for the purposes of annual general	
	1	
meetings of the Company for ratification or approval by the	meetings of the Company for ratification or approval by the	
Members as required by the	11	
	Members as required by the	
Applicable Public Company Rules. After ratification or	Statute, the Articles, and	
	the Applicable Public Com-	
approval by the general	pany Rules. After ratification	
meeting, the board of Direc-	or approval by the Members	
tors shall distribute or make	as required by the Statute,	
publicly available on the	the Articles and the Appli-	
Market Observation Post	cable Public Company Pulse the heard of Directors	
System the copies of the rati-	Rules, the board of Directors	
fied financial statements and	shall distribute or make pub-	
the Company's resolutions on	licly available on the Market	
the allocation and distribu-	Observation Post System the	
tion of profits or covering of	copies of the ratified financial	

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loss, to each Member in ac-	statements and the Compa-	
cordance with the Applica-	ny's resolutions on the allo-	
ble Public Company Rules.	cation and distribution of	
	profits or covering of loss, to	
	each Member.	
18.3 <u>Unless otherwise ex-</u>	18.3 Subject to the Statute ,	Amend the wording and
pressly provided herein and	the Articles, and Applicable	format of the article.
subject to the Applicable	Public Company Rules, if a	
Public Company Rules, if a	quorum is not present at the	
quorum is not present at the	time appointed for the gen-	
time appointed for the gen-	eral meeting the chairman	
eral meeting or if during	may postpone the general	
such a general meeting a	meeting to a later time, pro-	
quorum ceases to be pre-	vided, however, that the	
sent, the chairman may	maximum number of times a	
postpone the general meeting	general meeting may be	
to a later time, provided,	postponed shall be no more	
however, that the maximum	than two and the total time	
number of times a general	postponed shall not exceed	
meeting may be postponed	one hour. If the general	
shall be two and the total	meeting has been postponed	
time postponed shall not ex-	for two times, but at the	
ceed one hour. If the general	postponed general meeting a	
meeting has been postponed	quorum is still not present,	
for two times, but at the	the chairman shall declare the	
postponed general meeting a	general meeting is dissolved,	
quorum is still not present,	and if it is still necessary to	
the chairman shall declare the	convene a general meeting, it	
general meeting is dissolved,	shall be reconvened as a new	
and if it is still necessary to	general meeting in accord-	
convene a general meeting, it	ance with the Articles.	
shall be reconvened as a new		
general meeting in accord-		
ance with the Articles.		
18.7 Nothing in the Articles	18.7 Nothing in the Articles	Amend the wording of the
shall prevent any Member	shall prevent any Member	Chinese version article.
from issuing proceedings in a	from issuing proceedings in a	
court of competent jurisdic-	court of competent jurisdic-	
tion for an appropriate rem-	tion for an appropriate reme-	
edy in connection with the	dy in connection with the	
improper convening of any	improper convening of any	
general meeting or the im-	general meeting or the im-	
proper passage of any resolu-	proper passage of any resolu-	
tion. The Taipei District	tion. The Taipei District	
Court, R.O.C., shall be the	Court, R.O.C., shall be the	
court of the first instance for	court of the first instance for	
adjudicating any disputes	adjudicating any disputes	
arising out of the foregoing.	arising out of the foregoing.	

Original Articles	The Revised Articles	Explanation
18.8 Unless otherwise ex-	18.8 Unless otherwise ex-	Amend the wording and
pressly required by the Stat-	pressly required by the Stat-	format of the article.
ute, the Memorandum or the	ute, the Articles or the Ap-	
Articles, any matter which	plicable Public Company	
has been presented for reso-	Rules, any matter which has	
lution, approval, confirma-	been presented for resolution,	
tion or adoption by the	approval, confirmation or	
Members at any general	adoption by the Members at	
meeting may be passed by an	any general meeting may be	
Ordinary Resolution.	passed by an Ordinary Reso-	
10.036 1 () 1.11 10(lution.	A 1 1 1 1
18.9 Member(s) holding 1%	18.9 According to the Ap-	Amend the wording and
or more of the total number	plicable Public Company	format of the article.
of outstanding Shares imme-	Rules, Member(s) holding	
diately prior to the relevant	1% or more of the total	
book closed period may propose to the Company a pro-	number of <u>issued</u> , <u>allotted</u> , outstanding Shares immedi-	
posal for discussion at an	ately prior to the relevant	
annual general meeting in	book closed period may pro-	
writing to the extent and in	pose to the Company a pro-	
accordance with the rules and	posal for discussion at an	
procedures of general meet-	annual general meeting in	
ings proposed by the Direc-	writing to the extent and in	
tors and approved by an Or-	accordance with the rules and	
dinary Resolution. Proposals	procedures of general meet-	
shall not be included in the	ings proposed by the Direc-	
agenda where (a) the pro-	tors and approved by an Or-	
posing Member(s) holds less	dinary Resolution. Proposals	
than 1% of the total number	shall not be included in the	
of outstanding Shares, (b)	agenda where (a) the propos-	
where the matter of such	ing Member(s) holds less	
proposal may not be resolved	than 1% of the total number	
by a general meeting, (c) the	of <u>issued and</u> outstanding	
proposing Member has pro-	Shares, (b) where the matter	
posed more than one pro-	of such proposal may not be	
posal or (d) such proposal is submitted on a day beyond	resolved by a general meeting, (c) the proposing Mem-	
the deadline announced by	ber has proposed more than	
the Company for accepting	one proposal, or (d) such	
the Member's proposals.	proposal is submitted on a	
mo memoer o proposuio.	day beyond the deadline an-	
	nounced by the Company for	
	accepting the Member's pro-	
	posals.	
19.3 Any objection raised to	19.3 Any objection raised to	Amend the wording and
the qualification of any voter	the qualification of any voter	format of the article.
by a Member having voting	by a Member having voting	
rights shall be referred to the	rights shall be referred to the	
chairman whose decision	chairman who shall decide	

Original Articles	The Revised Articles	Explanation
shall be final and conclu-	in accordance with the ap-	Explanation
sive.	plicable laws.	
19.5 A Member holding	19.5 A Member is required to	Amend the wording and
more than one Share is re-	cast the votes in respect of	format of the article.
quired to cast the votes in	his/her/its Shares in the same	
respect of his Shares in the	way on any resolution; pro-	
same way on any resolution;	vided that a Member who	
provided that, if a Member	holds Shares for the benefit	
holds Shares on behalf of	of others may, to the extent	
others, such Member may,	permissible by the provisions	
to the extent permissible by	of the Statute, cast the votes	
the provisions of the Statute,	of the Shares in different	
cast the votes of the Shares in	ways in accordance with the	
different ways pursuant to	Articles and the Applicable	
the Applicable Public Com-	Public Company Rules.	
pany Rules.		
19.6 If a general meeting is	19.6 If a general meeting is to	Amend the wording and
to be held in Taiwan , the Di-	be held in the R.O.C. , the	format of the article.
rectors may determine in	Directors may determine in	Tormat of the article.
their discretion that the vot-	their discretion that the vot-	
ing power of a Member at	ing power of a Member at	
such general meeting may be	such general meeting may be	
exercised by way of a written	exercised by way of a written	
ballot or by way of an elec-	ballot or by way of an elec-	
tronic transmission. If a gen-	tronic transmission. If a	
eral meeting is to be held	general meeting is to be held	
outside of Taiwan, the	outside of the R.O.C. re-	
methods by which Members	quired under the Applicable	
are permitted to exercise their	Public Company Rules, the	
voting power shall include	methods by which Members	
written ballot or voting by	are permitted to exercise their	
way of an electronic trans-	voting power shall include	
mission. Where these	written ballot or voting by	
methods of exercising voting	way of an electronic trans-	
power are to be available at a	mission. Where these	
general meeting, they shall	methods of exercising voting	
be described in the general	power are to be available at a	
meeting notice given to the	general meeting, they shall be	
Members in respect of the	described in the general	
relevant general meeting, and	meeting notice given to the	
the Member voting by writ-	Members in respect of the	
ten ballot or electronic	relevant general meeting, and	
transmission shall submit	the Member voting by written	
such vote to the Company	ballot or electronic transmis-	
two days prior to the date of	sion shall submit such vote to	
the relevant meeting. In	the Company two days prior	
case that there are duplicate	to the date of the relevant	
submissions, the first re-	general meeting. In case	

Original Articles	The Revised Articles	Explanation
ceived by the Company shall	that there are duplicate sub-	
prevail. A Member exer-	missions, the first received by	
cising voting power by way	the Company shall prevail.	
of a written ballot or by way	A Member exercising voting	
of an electronic transmission	power by way of a written	
shall be deemed to have ap-	ballot or by way of an elec-	
pointed the chairman of the	tronic transmission shall be	
general meeting as his	deemed to have appointed the	
proxy to exercise his or her	chairman of the general	
voting right at such general	meeting as his/her proxy to	
meeting in accordance with	exercise his or her voting	
the instructions stipulated in	right at such general meeting	
the written or electronic	in accordance with the in-	
document; provided, howev-	structions stipulated in the	
er, that such appointment	written or electronic docu-	
shall be deemed not to con-	ment; provided, however, that	
stitute the appointment of a	such appointment shall be	
proxy for the purposes of the	deemed not to constitute the	
Applicable Public Company	appointment of a proxy for	
Rules. The chairman, acting	the purposes of the Applica-	
as proxy of a Member, shall	ble Public Company Rules.	
not exercise the voting right	The chairman, acting as	
of such Member in any way	proxy of a Member, shall not	
not stipulated in the written	exercise the voting right of	
or electronic document, nor	such Member in any way not	
exercise any voting right in	stipulated in the written or	
respect of any resolution re-	electronic document, nor ex-	
vised at the meeting or any	ercise any voting right in re-	
impromptu proposal at the	spect of any resolution re-	
meeting. A Member voting in	vised at the meeting or any	
such manner shall be deemed	impromptu proposal at the	
to have waived notice of, and	meeting. A Member voting	
the right to vote in regard to,	in such manner shall be	
any ad hoc resolution or	deemed to have waived no-	
amendment to the original	tice of, and the right to vote	
agenda items to be resolved	in regard to, any ad hoc reso-	
at the said general meeting.	lution or amendment to the	
Should the chairman not ob-	original agenda items to be	
serve the instructions of a	resolved at the said general	
Member in exercising such	meeting. Should the chair-	
Member's voting right in re-	man not observe the instruc-	
spect of any resolution, the	tions of a Member in exer-	
Shares held by such Member	cising such Member's voting	
shall not be included in the	right in respect of any resolu-	
calculation of votes in respect	tion, the Shares held by such	
of such resolution but shall	Member shall not be included in the coloulation of votes in	
nevertheless be included in	in the calculation of votes in	
the calculation of quorum for the meeting.	respect of such resolution but shall nevertheless be included	
the meeting.	shan hevertheless be included	

Original Articles	The Revised Articles	Explanation
	in the calculation of quorum	
	for the meeting.	
19.7 A Member who has	19.7 A Member who has	Amend the wording and
submitted a vote by written	submitted a vote by written	format of the article.
ballot or electronic transmis-	ballot or electronic transmis-	
sion pursuant to Article 19.6	sion pursuant to Article 19.6	
may, at least two days prior	may, at least two days prior	
to the date of the relevant	to the date of the relevant	
general meeting, revoke such	general meeting, revoke such	
vote by written ballot or electronic transmission and	vote by written ballot or electronic transmission and	
such revocation shall consti-	such revocation shall consti-	
tute a revocation of the proxy	tute a revocation of the proxy	
deemed to be given to the	deemed to be given to the	
chairman of the general	chairman of the general	
meeting pursuant to Article	meeting pursuant to Article	
19.6. If a Member who has	19.6. If a Member who has	
submitted a written ballot or	submitted a written ballot or	
electronic transmission pur-	electronic transmission pur-	
suant to Article 19.6 does not	suant to Article 19.6 does not	
submit such a revocation be-	submit such a revocation be-	
fore the prescribed time, the	fore the prescribed time, the	
proxy deemed to be given to	proxy deemed to be given to	
the chairman of the general	the chairman of the general	
meeting pursuant to Article	meeting pursuant to Article	
19.6 shall not be revoked and	19.6 shall not be revoked and	
the chairman of the general	the chairman of the general	
meeting shall exercise the	meeting shall exercise the	
voting right of such Member	voting right of such Member	
in accordance with that	in accordance with that	
proxy.	proxy.	
19.8 If, subsequent to sub-	19.8 If, subsequent to sub-	Amend the wording and
mitting a written ballot or	mitting a written ballot or	format of the article.
electronic transmission pur-	electronic transmission pur-	
suant to Article 19.6, a	suant to Article 19.6, a	
Member submits a proxy	Member submits a proxy ap-	
appointing a person of the	pointing a person of the gen-	
general meeting as his proxy	eral meeting as his/her proxy	
to attend the relevant general meeting on his behalf, then	to attend the relevant general meeting on his/her behalf,	
the subsequent appointment	then the subsequent appoint-	
of that person as his proxy	ment of that person as his/her	
shall be deemed to be a rev-	proxy shall be deemed to be a	
ocation of such Member's	revocation of such Member's	
deemed appointment of the	deemed appointment of the	
chairman of the general	chairman of the general	
meeting as his proxy pursu-	meeting as his/her proxy	
ant to Article 19.6.	pursuant to Article 19.6.	
	-	

Original Articles	The Revised Articles	Explanation
20.1 An instrument of proxy	20.1 An instrument of proxy	Amend the wording and
shall be in writing, be exe-	shall be in writing, and be	format of the article.
<u>cuted</u> under the hand of the	personally signed or sealed	
appointor or of his attorney	under the hand of the ap-	
duly authorised in writing,	pointor, or, if the appointor is	
or, if the appointor is a cor-	a corporation under the hand	
poration under the hand of an	of an officer or attorney duly	
officer or attorney duly au-	authorised for that purpose.	
thorised for that purpose. A	A proxy need not be a Mem-	
proxy need not be a Member of the Company.	ber of the Company.	
. ,	20.21	A 1 d 1' 1
20.2 Obtaining an instrument	20.2 In addition to any re-	Amend the wording and
of proxy for attendance of	strictions provided by the	format of the article.
general meetings shall be subject to the following con-	Statute, the Articles and the Applicable Public Company	
ditions:	Rules, obtaining an instru-	
	ment of proxy for attendance	
(a) the instrument of proxy	of general meetings shall be	
shall not be obtained in ex-	subject to the following con-	
change for money or any	ditions:	
other interest, provided that	(a) the instrument of proxy	
this provision shall not apply to souvenirs for a general	shall not be obtained in ex-	
meeting distributed on behalf	change for money or any	
of the Company or reasona-	other interest, provided that	
ble fees paid by the Solicitor	this provision shall not apply	
to any person mandated to	to souvenirs for a general	
handle proxy solicitation	meeting distributed on behalf	
matters;	of the Company or reasona-	
(b) the instrument of proxy	ble fees paid by the Solicitor to any person mandated to	
shall not be obtained in the	handle proxy solicitation	
name of others; and	matters;	
·	(b) the instrument of proxy	
(c) an instrument of proxy obtained through solicitation	shall not be obtained in the	
shall not be used as a	name of others; and	
non-solicited instrument of	(c) an instrument of proxy	
proxy for attendance of a	obtained through solicitation	
general meeting.	shall not be used as a	
g	non-solicited instrument of	
	proxy for attendance of a	
20.5 F	general meeting.	A 1 3 20 2
20.5 Except for a Member	20.5 Except for a Member	Amend the wording and
appointing the chairman of a	appointing the chairman of a	format of the article.
general meeting as his proxy	general meeting as his/her	
through written ballot or electronic transmission in the	proxy through written ballot or electronic transmission in	
exercise of voting power	the exercise of voting power	
pursuant to Article 19.6 or for	pursuant to Article 19.6, or	
parsuant to fittiele 17.0 of for	paradin to mucic 17.0, 01	

Original Articles	The Revised Articles	Explanation
trust enterprises organized	for trust enterprises organized	23491411441011
under the laws of the R.O.C.	under the laws of the R.O.C.	
or a securities agent approved	or a securities agent approved	
pursuant to Applicable Public	pursuant to the Applicable	
Company Rules, in the event	Public Company Rules, in the	
a person acts as the proxy for	event a person acts as the	
two or more Members, the	proxy for two or more Mem-	
sum of Shares entitled to be	bers, the sum of Shares enti-	
voted as represented by such	tled to be voted as represent-	
proxy shall be no more than	ed by such proxy shall be no	
3% of the total outstanding	more than 3% of the total	
voting Shares immediately	outstanding voting Shares	
prior to the relevant book	immediately prior to the rel-	
closed period; any vote in	evant book closed period; any	
respect of the portion in ex-	vote in respect of the portion	
cess of such 3% threshold	in excess of such 3% thresh-	
shall not be counted. For the	old shall not be counted.	
avoidance of doubt, the	For the avoidance of doubt,	
number of the Shares to be	the number of the Shares to	
represented by a securities	be represented by a securities	
agent mandated by the Com-	agent mandated by the Com-	
pany in accordance with Ar-	pany in accordance with Ar-	
ticle 20.4 shall not be subject	ticle 20.4 shall not be subject	
to the limit of 3% of the total	to the limit of 3% of the total	
number of the outstanding	number of the outstanding	
voting Shares set forth here-	voting Shares set forth here-	
in.	in.	
20.6 The Shares represented	20.6 The Shares represented	Refer to the Article 13 and
by a person acting as the	by a person acting as the	21 of Regulations Gov-
proxy for three or more	proxy for three or more	erning the Use of Proxies
Members shall not be more	Members shall not be more	for Attendance at Share-
than four times of the number	than four times of the number	holder Meetings of Public
of Shares held by such per-	of Shares held by such person	Companies to amend the
son and shall not exceed 3%	and shall not exceed 3% of	wording of the Chinese
of the total number of the	the total number of the out-	version article.
outstanding Shares.	standing Shares.	
20.8 Each Member is only	20.8 Each Member is only	Amend the wording and
entitled to execute one in-	entitled to execute one in-	format of the article.
strument of proxy to appoint	strument of proxy to appoint	
one proxy. The instrument	one proxy. The instrument	
of proxy shall be deposited at	of proxy shall be deposited at	
the Registered Office or at	the Registered Office or at	
such other place as is speci-	such other place as is speci-	
fied for that purpose in the	fied for that purpose in the	
notice convening the meet-	notice convening the general	
ing. In case that there are	meeting, or in any instru-	
duplicate instruments of	ment of proxy sent out by	
proxy received by the Com-	the Company not less than	

Original Articles	The Revised Articles	Explanation
pany, the first to be received	five days before the time for	Laplanation
by the Company shall prevail	holding the general meeting	
unless an explicit written	or adjourned general	
statement is made by the rel-	meeting at which the person	
evant Member to revoke the	named in the instrument	
previous instrument of proxy	proposes to vote. In case that	
in the later received instru-	there are duplicate instru-	
ment of proxy.	ments of proxy received	
	from the same Member by	
	the Company, the first in-	
	strument of proxy received	
	by the Company shall pre-	
	vail, unless an explicit writ-	
	ten statement is made by the	
	relevant Member to revoke	
	the previous instrument of	
	proxy in the later-received	
	instrument of proxy.	
20.9 The instrument of proxy	20.9 The instrument of proxy	Amend the wording and
shall be in the form approved	shall be in the form approved	format of the article.
by the Company and be ex-	by the Company and be ex-	
pressed to be for a particular	pressed to be for a particular	
meeting only. The form of	general meeting only. The	
proxy shall include at least	form of proxy shall include at	
the following information:	least the following infor-	
(a) instructions on how to	mation: (a) instructions on	
complete such proxy, (b) the matters to be voted upon	how to complete such proxy, (b) the matters to be voted	
pursuant to such proxy, and	upon pursuant to such proxy,	
(c) basic identification in-	and (c) basic identification	
formation relating to the rel-	information relating to the	
evant Member, proxy and the	relevant Member, proxy and	
Solicitor (if any). The form	the Solicitor (if any). The	
of proxy shall be provided to	form of proxy shall be pro-	
the Members together with	vided to the Members to-	
the relevant notice for the	gether with the relevant no-	
relevant general meeting, and	tice for the relevant general	
such notice and proxy mate-	meeting, and such notice and	
rials shall be distributed to all	proxy materials shall be dis-	
Members on the same day.	tributed to all Members on	
	the same day.	
20.10 <u>In the event that a</u>	20.10 At a general meeting,	Amend the wording and
resolution in respect of the	each instrument of proxy for	format of the article.
election of Directors is	such meeting shall be tallied	
proposed to be voted upon	and verified by the Compa-	
at a general meeting, each	ny's securities agent or any	
instrument of proxy for such	other mandated securities	
meeting shall be tallied and	agent prior to the time for	
verified by the Company's	holding the general meeting.	

0 1 1 1 1 4 1 1	TI D. ' I A 4'.I	T. J
Original Articles	The Revised Articles	Explanation
securities agent or any other	The following matters should	
mandated securities agent	be verified:	
prior to the time for holding	(a) whether the instrument	
the general meeting. The fol-	of proxy is printed under the	
lowing matters should be	authority of the Company;	
verified:	(b) whether the instrument	
(a) whether the instrument	of proxy is signed or sealed	
of proxy is printed under the	by the appointing Member;	
authority of the Company;	and	
(b) whether the instrument	(c) whether the Solicitor or	
of proxy is signed or sealed	proxy (as the case may be) is	
by the appointing Member;	named in the instrument of	
and	proxy and whether the name	
(c) whether the Solicitor or	is correct.	
proxy (as the case may be) is		
named in the instrument of		
proxy and whether the name		
is correct.		
20.12 Votes given in accord-	20.12 Votes given in accord-	Amend the wording and
ance with the terms of an in-	ance with the terms of an in-	format of the article.
strument of proxy shall be	strument of proxy shall be	
valid unless notice in writing	valid unless notice in writing	
was received by the Compa-	was received by the Compa-	
ny at the Registered Office at	ny at the Registered Office or	
least two days prior to the	at such other place as is	
commencement of the gen-	specified for that purpose in	
eral meeting, or adjourned	the notice convening the	
meeting at which it is sought	general meeting, or in any	
to use the proxy. The notice	instrument of proxy sent	
must set out expressly the	out by the Company at least	
reason for the revocation of	two days prior to the com-	
the proxy, whether due to the	mencement of the general	
incapacity or the lack in au-	meeting, or adjourned gen-	
thority of the principal at the	<u>eral</u> meeting at which it is	
time issuing the proxy or	sought to use the proxy.	
otherwise.	The notice must set out ex-	
	pressly the reason for the	
	revocation of the proxy,	
	whether due to the incapacity	
	or the lack in authority of the	
	principal at the time issuing	
	the proxy or otherwise.	
20.13 A Member who has	20.13 A Member who has	Amend the wording and
appointed a proxy shall be	appointed a proxy shall be	format of the article.
entitled to make a request to	entitled to make a request to	
the Company or its securities	the Company or its securities	
agent for examining the way	agent for examining the way	
in which his instrument of	in which his/her/its instru-	
proxy has been used, within	ment of proxy has been used,	

Original Articles	The Revised Articles	Explanation
seven days after the relevant	within seven days after the	•
general meeting.	relevant general meeting.	
21 Subject to the provisions of the Statute, matters regarding the solicitation of proxies shall be handled in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies of the R.O.C.	21 Subject to the provisions of the Statute, matters regarding the solicitation of proxies shall be handled in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies of the R.O.C.	Amend the wording and format of the Chinese version article.
22.1 In the event any of the following resolutions is adopted at general meetings, any Member who has notified the Company in writing of his objection to such a resolution prior to the meeting and has raised again his/her objection at the meeting, may request the Company to buy back all of his/her Shares at the then prevailing fair price: (a) The Company enters into, amends, or terminates any agreement for any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to other or the regular joint operation of the Company with others; (b) The Company transfers the whole or a material part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or (c) The Company accepts the transfer of the whole business or assets of another person, which has a material effect on the Company's business operations.	22.1 In the event any of the following resolutions is adopted at a general meeting, any Member who has notified the Company in writing of his/her/its objection to such a resolution prior to such meeting and has raised again his/her/its objection at such meeting, may request the Company to buy back all of his/her/its Shares at the then prevailing fair value of such Shares: (a) The Company enters into, amends, or terminates any agreement for lease of the Company's business in whole, or the delegation of management of the Company's business to other or the regular joint operation of the Company with others; (b) The Company transfers the whole or a material part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or (c) The Company accepts the transfer of the whole business or assets of another person, which has a material impact on the Company's business operations.	Amend the wording and format of the article.

Original Autialas	The Deviced Auticles	Evalenation
Original Articles	The Revised Articles	Explanation
22.2 In the event any part of	22.2 In the event any part of	1. Refer to the Subpara-
the Company's business is	the Company's business is	graph 3, Paragragh 1,
Spun Off or involved in any	Spun Off or involved in any	Article 12 and Article
Merger with any other com-	Merger (other than a	19 of Mergers and ac-
pany, the Member, who has	Short-form Merger) with	quisitions Law, newly
forfeited his right to vote on	any other company, the	added the provision of
such matter and expressed	Member, who has expressed	a Short-form Merger.
his <u>dissent</u> therefor, in writ-	his/her/its objection therefor,	2. Amend the wording
ing or verbally (with a rec-	in writing or verbally with a	and format of the arti-
ord) before or during the	record before or during the	cle.
general meeting, may request	general meeting and forfeit-	
the Company to buy back all	ed his/her/its voting right	
of his/her Shares at the then	provided, may request the	
prevailing fair price.	Company to buy back all of	
	his/her/ <u>its</u> Shares at the then	
	prevailing fair price. <u>In the</u>	
	event of a Short-form Mer-	
	ger where at least 90% of	
	the voting power of the out-	
	standing Shares of the	
	Company are held by the	
	other merging company, the Company shall deliver a	
	notice to each Member im-	
	mediately after the resolu-	
	tion of board of directors	
	approving such Short-form	
	Merger and such notice	
	shall state that any Member	
	who expressed his/her/its	
	objection against the	
	Short-form Merger within	
	the specified period may	
	submit a written objection	
	requesting the Company to	
	buy back all of his/her/its	
	Shares at the then prevail-	
	ing fair value of such	
	Shares.	
22.3 The request prescribed	22.3 The request prescribed	Amend the wording and
in the preceding two Articles	in the preceding two Articles	format of the article.
shall be delivered to the	shall be delivered to the	
Company in writing, stating	Company in writing, stating	
therein the types and num-	therein the types and numbers	
bers of Shares to be repur-	of Shares <u>requested</u> to be	
chased, within twenty days	repurchased, within twenty	
after the date of <u>such</u> resolu-	days after the date of the	
tion. In the event the Com-	relevant resolution. In the	
pany has reached an agree-	event the requesting Mem -	

Original Articles	The Revised Articles	Explanation
ment in regard to the pur-	ber and the Company reach	DAPIGHGUUI
chase price with the re-	an agreement in regard to the	
quested Member in regard	purchase price of the Shares	
to the Shares of such Mem-	held by such Member (the	
ber (the "appraisal price"),	"appraisal price"), the Com-	
the Company shall pay such	1 /	
1 7 7	pany shall pay such price	
price within ninety days after	within ninety days after the	
the date on which the resolu-	date on which the resolution	
tion was adopted. In the	was adopted. In the event	
event the Company <u>fails</u> to	the Company and the re-	
reach <u>such</u> agreement with	questing Member fail to	
the <u>Member</u> within sixty	reach the agreement with	
days after the resolution date,	respect to the appraisal	
the Member may, within	price within sixty days after	
thirty days after such six-	the resolution date, the	
ty-day period, file a petition	Member may, within thirty	
to any competent court of the	days after such sixty-day pe-	
R.O.C. for a ruling on the	riod, file a petition to any	
appraisal price, and such rul-	competent court of the	
ing by such R.O.C. court	R.O.C. for a ruling on the	
shall be binding and conclu-	appraisal price, and such rul-	
sive as between the Company	ing by such R.O.C. court	
and requested Member solely	shall be binding and conclu-	
with respect to the appraisal	sive as between the Company	
price.	and requested Member solely	
	with respect to the appraisal price.	
23 Any corporation or entity	1	Amend the wording and
which is a Member may in	23 <u>A Member, who is a corporation, organization</u> or	format of the article.
accordance with its constitu-	non-natural person entity,	Tormat or the article.
tional documents, or in the	may in accordance with its	
absence of such provision by	constitutional documents, or	
resolution of its directors or	in the absence of relevant	
other governing body, au-	provision in its constitution-	
thorise <u>such</u> person as it	al documents by resolution	
thinks fit to act as its repre-	of its board of directors or	
sentative at any meeting of	other governing body, au-	
the Company or of any class	thorise $\underline{\mathbf{a}}$ person as it thinks	
of Members, and the person	fit to act as its representative	
so authorised shall be entitled	at any meeting of the Com-	
to exercise the same powers	pany or of any class of	
on behalf of the such corpo-	Members, and the person so	
rate Member which he rep-	authorised shall be entitled to	
resents as the corporation	exercise the same powers on	
could exercise if it were an	behalf of such corporate	
individual Member.	Member which he represents	
	as the corporate Member	
	could exercise if it were an	
	individual Member.	

Original Articles	The Revised Articles	Explanation
24.1 Shares in the Company	24.1 Shares in the Company	Amend the wording and
that are beneficially owned	that are held by such Com-	format of the article.
by the Company (including	pany (including held	
Subsidiaries) shall not be	through the Company's	
voted, directly or indirectly,	Subsidiaries) shall not vote,	
at any general meeting and	directly or indirectly, at any	
shall not be counted in de-	general meeting and shall not	
termining the total number of	be counted in determining the	
outstanding Shares at any	total number of outstanding	
given time.	Shares at any given time.	
25.1 There shall be a board	25.1 There shall be a board of	1. Refer to the Article of
of Directors consisting of no	Directors consisting of no	201 of the Company
less than nine persons and no	less than nine persons and no	Act and the Release
more than fifteen persons,	more than fifteen persons,	Letter 92.5.5 Shangzi
including Independent Di-	including Independent Di-	No.09202091070 by
rectors, each of whom shall	rectors, each of whom shall	Ministry of Economic
be appointed to a term of of-	be appointed to a term of of-	Affairs, newly added the rules of the term of
fice of three (3) years. <u>Directors may</u> be eligible for	fice of three (3) years and shall be eligible for	election of the board
re-election. The Company	re-election. The Company	of Director vancancy.
may from time to time by the	may from time to time by	2. Amend the wording
resolution of Directors in-	resolution of the board of	and format of the arti-
crease or reduce the number	Directors increase or reduce	cle.
of Directors subject to the	the number of Directors sub-	
above number limitation pro-	ject to the above number lim-	
vided that the requirements	itation provided that the re-	
by relevant laws and regula-	quirements by relevant laws	
tions (including but not lim-	and regulations (including	
ited to any listing require-	but not limited to any listing	
ments) are met.	requirements) are met. <u>In the</u>	
	event of any vacancy in the board of Directors or an	
	increase in the number of	
	Directors of the Company,	
	the new Director elected at	
	the general meeting shall	
	fill the vacancy for the re-	
	sidual term of office. Any	
	new Director elected due to increase in the number of	
	Directors of the Company	
	shall serve for the same	
	term as other members of	
	the board of Directors (i.e.	
	the new Director's term of	
	office shall end on the same	
25.6 Any Mamban(a) halding	day as the other Directors).	Amond the wording and
25.6 Any Member(s) holding	25.6 Any Member(s) holding	Amend the wording and

Original Articles	The Revised Articles	Explanation
3% or more of the Compa-	3% or more of the Compa-	format of the article.
ny's issued <u>capital</u> for at	ny's issued Shares for at least	
least one year may in writing	one year may in writing re-	
request the Independent Di-	quest the Independent Direc-	
rectors member of the Audit	tors of the audit committee to	
Committee to bring action	bring action against the Di-	
against the Directors in a	rectors on behalf of the	
court of competent jurisdic-	Company in a court of com-	
tion. If such action is not	petent jurisdiction <u>as the</u>	
brought within thirty days	court of first instance. If	
after the request by the	the Independent Directors	
Member, such Member may	fail to bring such action	
bring the action in a court of	within thirty days after the	
competent jurisdiction in the	request by the Member, such	
name of the Company.	Member may bring the action	
	in a court of competent juris-	
	diction as the court of first	
	instance in the name of the	
	Company.	
26.1 Subject to the provisions	26.1 Subject to the provisions	Amend the wording and
of the Statute, the Memo-	of the Statute, the Articles,	format of the article.
randum and the Articles and	the Applicable Public	
to any directions given by	Company Rules and to any	
Ordinary Resolution, Special	directions given by Ordinary	
Resolution or Supermajority	Resolution, Special Resolu-	
Resolution, the business of	tion or Supermajority Reso-	
the Company shall be man-	lution, the business of the	
aged by the Directors who	Company shall be managed	
may exercise all the powers	by the board of Directors	
of the Company. No altera-	who may exercise all the	
tion of the Memorandum or	powers of the Company. No	
Articles and no such direc-	alteration of the Articles and	
tion shall invalidate any prior	no such direction shall inval-	
act of the Directors which	idate any prior act of the	
would have been valid if that	board of Directors which	
alteration had not been made	would have been valid if that	
or that direction had not been	alteration had not been made	
given. A duly convened	or that direction had not been	
meeting of Directors at which	given. A duly convened	
a quorum is present may ex-	meeting of the board of Di-	
ercise all powers exercisable	rectors at which a quorum is	
by the Directors.	present may exercise all	
_	powers exercisable by the	
	board of Directors.	
26.5 The Directors shall	26.5 The Directors shall	1. Refer to the Article 23
faithfully carry out their du-	faithfully carry out their du-	of the Company Act,
ties with care, and may be	ties with care, and may be	newly added the re-
held liable for the damages	held liable for the damages	lated rules of the joint
suffered by the Company for	suffered by the Company for	resposibility of direc-

Owiginal Autialog	The Deviced Auticles	Evulonation
Original Articles	The Revised Articles	Explanation
any violation of such duty.	any violation of such duty.	tors.
The Company may by Ordi-	The Company may by Ordi-	2. Amend the wording
nary Resolution of any gen-	nary Resolution of any gen-	and format of the arti-
eral meeting demand the Di-	eral meeting demand the Di-	cle.
rectors to disgorge any profit	rectors, who violate such	
realised from such violation	duties, to disgorge any profit	
and regard the profits realised	realised from such violation	
as the profits of the Company	and regard the profits realised	
as if such violation was made	as the profits of the Company	
for the benefit of the Com-	as if such violation was made	
pany. The Directors shall	for the benefit of the Com-	
indemnify the Company for	pany. The Directors shall	
any losses or damages in-	indemnify the Company for	
curred by the Company if	any losses or damages in-	
such loss or damage is in-	curred by the Company if	
curred as a result of a Direc-	such loss or damage is in-	
tor's breach of laws or regu-	curred as a result of a Direc-	
lations in the course of per-	tor's breach of laws or regu-	
forming his duties. The	lations in the course of per-	
duties of the Directors shall	forming his/her duties. The	
also apply to the managers of	Directors and the Company	
the Company.	shall jointly and severally	
	indemnify the third party	
	for any losses or damages	
	incurred by such third	
	party if such loss or damage	
	is incurred as a result of a	
	Director's breach of laws or	
	regulations in the course of	
	performing his/her duties.	
	The aforementioned duties	
	of the Directors shall also	
	apply to the managers of the	
27.1 The Commons were le	Company.	Amond the modifier - 1
27.1 The Company may by a	27.1 The Company may by a	Amend the wording and format of the article.
majority or, if less than a majority, the most number of	majority or, if less than a majority, the most number of	Tormat of the article.
votes, at any general meeting	votes, at any general meeting	
elect <u>any person to be</u> a Di-	elect a Director, which vote	
rector, which vote shall be	shall (after the Company	
calculated in accordance with	has acquired the public	
Article 27.2 below. The	company status) be calcu-	
Company may by Superma-	lated in accordance with Ar-	
jority Resolution remove any	ticle 27.2 below. The Com-	
Director. Members present	pany may by Supermajority	
in person or by proxy, repre-	Resolution remove any Di-	
senting more than one-half of	rector. Members present in	
the total outstanding Shares	person or by proxy, repre-	
shall constitute a quorum for	senting more than one-half of	

Original Articles	The Revised Articles	Explanation
any general meeting to elect	the total issued outstanding	*
one or more Directors.	Shares shall constitute a	
	quorum for any general	
	meeting to elect Director(s) .	
27.2 Directors shall be elect-	27.2 Directors shall be elect-	Amend the wording and
ed pursuant to a cumulative	ed pursuant to a cumulative	format of the article.
voting mechanism pursuant	voting mechanism pursuant	
to a poll vote, the procedures	to a poll vote, the procedures	
for which has been approved	for which has been approved	
and adopted by the Directors	and adopted by the board of	
and also by an Ordinary Res-	Directors and also by an Or-	
olution, where the number of	dinary Resolution, where the	
votes exercisable by any	number of votes exercisable	
Member shall be the same as	by any Member shall be the	
the product of the number of	same as the product of the	
Shares held by such Member	number of Shares held by	
and the number of Directors	such Member and the number	
to be elected ("Special Ballot	of Directors to be elected	
Votes"), and the total number	("Special Ballot Votes"), and	
of Special Ballot Votes cast	the total number of Special	
by any Member may be con-	Ballot Votes casted by any	
solidated for election of one	Member may be consolidated	
Director candidate or may be	for election of one Director	
split for election amongst	candidate or may be split for	
multiple Director candidates,	election amongst multiple	
as specified by the Member	Director candidates, as speci-	
pursuant to the poll vote bal-	fied by the Member pursuant	
lot. There shall not be votes	to the poll vote ballot.	
which are limited to class,	There shall not be votes	
party or sector, and any	which are limited to class,	
Member shall have the free-	party or sector, and any	
dom to specify whether to	Member shall have the free-	
concentrate all of its votes	dom to specify whether to	
on one or any number of	consolidate all of its votes on	
candidate(s) without re-	one or any number of candi-	
striction. A candidate to	date(s) without restriction. A	
whom the ballots cast repre-	candidate to whom the ballots	
sent a prevailing number of	cast represent a prevailing	
votes shall be deemed a Di-	number of votes shall be	
rector elect, and where more	deemed a Director elect, and	
than one Director is being	where more than one Director	
elected, the top candidates to	is being elected, the top can-	
whom the votes cast repre-	didates to whom the votes	
sent a prevailing number of	cast represent a prevailing	
votes relative to the other	number of votes relative to	
candidates shall be deemed	the other candidates shall be	
directors elect. The rule and	deemed directors elect. The	
procedures for such cumula-	rule and procedures for such	
tive voting mechanism shall	cumulative voting mecha-	

Original Articles	The Revised Articles	Explanation
be in accordance with poli-	nism shall be in accordance	2.1.01111111111
cies proposed by the Direc-	with policies proposed by the	
tors and approved by an Or-	board of Directors and ap-	
dinary Resolution from time	proved by an Ordinary Reso-	
to time, which policies shall	lution from time to time,	
be in accordance with the	which policies shall be in	
Memorandum, the Articles	accordance with the Memo-	
and the Applicable Public	randum, the Articles and the	
Company Rules.	Applicable Public Company	
	Rules.	
27.3 The Directors may	27.3 The Directors may adopt	Amend the wording and
adopt a candidate nomination	a candidate nomination	format of the article.
mechanism which is in com-	mechanism which is in com-	
pliance with Applicable Pub-	pliance with Applicable Pub-	
lic Company Rules. The	lic Company Rules. The	
rules and procedures for such	rules and procedures for such	
candidate nomination shall	candidate nomination shall be	
be in accordance with poli-	in accordance with policies	
cies proposed by the Direc-	proposed by the board of	
tors and approved by an Or-	Directors and approved by an	
dinary Resolution from time	Ordinary Resolution from	
to time, which policies shall	time to time, which policies	
be in accordance with the	shall be in accordance with	
Statute, the Memorandum,	the Statute, the Memoran-	
the Articles and the Applica-	dum, the Articles and the Ap-	
ble Public Company Rules.	plicable Public Company	
Such candidate nomination	Rules. <u>In addition,</u> such	
mechanism in compliance	candidate nomination mech-	
with Applicable Public	anism in compliance with	
Company Rules shall also be	Applicable Public Company	
used for an election of Inde-	Rules shall also be used for	
pendent Directors.	an election of Independent	
	Directors in accordance with Applicable Public	
	with Applicable Public Company Rules.	
28.1 The Company may from	28.1 Notwithstanding any-	Amend the wording and
time to time by Ordinary	thing in the Articles to the	format of the article.
Resolution remove all Direc-	contrary, the Company may	
tors from office before the	from time to time by Ordi-	
expiration of his term of of-	nary Resolution remove all	
fice notwithstanding any-	Directors from office before	
thing in the Articles to the	the expiration of their term	
contrary and may elect new	of office and may elect new	
Directors to fill such vacan-	Directors in accordance with	
<u>cies</u> in accordance with Arti-	Article 27.1. and unless the	
cle 27.1, and unless the reso-	resolution approving such	
lution approving such re-	removal and election pro-	
moval and election provide	<u>vides</u> otherwise, <u>all</u> the <u>Di-</u>	
otherwise, the existing Di-	<u>rectors</u> shall be deemed <u>to</u>	

Original Articles	The Revised Articles	Explanation
rectors' office shall be	have been removed upon the	Explanation
deemed <u>discharged</u> upon the	passing of such resolution to	
passing of such resolution	elect new Directors prior to	
prior to the expiration of such	the expiration of such Direc -	
Directors' applicable term of	tor's applicable term of of-	
office.	fice.	
	nce.	
28.2 In the event of any of	28.2 In the event of any of	1. Refer to the Article
the following events having	the following events having	197 of the Company
occurred in relation to any	occurred in relation to any	Act, newly added the
Director, such Director shall	Director, such Director shall	subject of Dismissal of
be vacated automatically:	be vacated automatically:	course and elected in-
(a) he gives notice in writ-	(a) he/she/it gives notice in	valid of the directors.
ing to the Company that he	writing to the Company to	2. Amend the wording
<u>resigns</u> the office of Direc-	<u>resign</u> the office of Director;	and format of the arti-
tor;	(b) he/she/it dies, becomes	cle.
(b) he dies, becomes bank-	bankrupt or makes any ar-	
rupt or makes any arrange-	rangement or composition	
ment or composition with his	with his/her/its creditors	
creditors generally;	generally;	
(c) an order is made by any	(c) an order is made by any	
competent court or official on	competent court or official on	
the grounds that he is or will	the grounds that he/she is or	
be suffering from mental dis-	will be suffering from mental	
order or is otherwise incapa-	disorder or is otherwise in-	
ble of managing his affairs,	capable of managing his/her	
or his/her legal capacity is	affairs, or his/her legal capac-	
restricted according to the	ity is restricted according to	
applicable laws;	the applicable laws;	
(d) he commits a felony and	(d) he/she/it commits a fel-	
is subsequently adjudicated	ony and is subsequently ad-	
guilty by a final judgment,	judicated guilty by a final judgment, and the time	
and the time elapsed since he has served the full term of the	judgment, and the time elapsed since he/she/it has	
sentence is less than five	served the full term of the	
years; or	sentence is less than five	
(e) he commits any criminal	years;	
offence of fraud, breach of	(e) he/she/it commits any	
trust or misappropriation and	criminal offence of fraud,	
is subsequently punished	breach of trust or misappro-	
with imprisonment for a term	priation and is subsequently	
of more than one year, and	punished with imprisonment	
the time elapsed since he has	for a term of more than one	
served the full term of such	year, and the time elapsed	
sentence is less than two	since he/she/it has served the	
years;	full term of such sentence is	
(f) he is adjudicated guilty	less than two years;	
by a final judgment for mis-	(f) he/she/it is adjudicated	
appropriating Company or	guilty by a final judgment for	
public funds during the time	misappropriating Company	
pastic rands during the time	initiappropriating Company	

Original Articles	The Revised Articles	Explanation
of his service, and the time	or public funds during the	•
elapsed after he has served	time of his/her/its service,	
the full term of such sentence	and the time elapsed after	
is less than two years;	he/she/it has served the full	
(g) he is dishonoured for	term of such sentence is less	
unlawful use of credit in-	than two years;	
struments, and the term of	(g) he/she/it is dishonoured	
such sanction has not expired	for use of credit instruments,	
yet;	and the term of such sanction	
(h) the Members resolve by	has not expired yet;	
a Supermajority Resolution	(h) the Members resolve by	
that he should be removed as	a Supermajority Resolution	
a Director; or	that he/she/it should be re-	
(i) in the event that he has,	moved as a Director;	
in the course of performing	(i) during the term of of-	
his duties, committed any act	fice as a Director, he/she/it	
resulting in material damage	has transferred more than	
to the Company or in serious	one half of the company's	
violation of applicable laws	Shares being held by	
and/or regulations or the	him/her/it at the time he/she	
Memorandum and the Arti-	is elected; or	
cles, but has not been re-	(j) Subject to the provi-	
moved by the Company pur-	sions of the Statute, and the	
suant to a Supermajority	Articles or the Applicable	
Resolution vote, then any	Public Company Rules, in	
Member(s) holding 3% or	the event that he/she/it has, in	
more of the total number of	the course of performing	
outstanding Shares shall have	his/her/its duties, committed	
the right, within thirty days	any act resulting in material	
after that general meeting, to	damage to the Company or in	
petition any competent court	serious violation of applica-	
for the removal of such Di-	ble laws and/or regulations or	
rector, at the Company's ex-	the Memorandum and the Ar-	
pense and such Director shall	ticles, but has not been re-	
be removed upon the final	moved by the Company pur-	
judgement by such court.	suant to a Supermajority	
For clarification, if a relevant	Resolution vote, then any	
court has competent jurisdic-	Member(s) holding 3% or	
tion to adjudicate all of the	more of the total number of	
foregoing matters in a single	issued, outstanding Shares	
or a series of proceedings,	shall have the right, within	
then, for the purpose of this paragraph (i), final judge-	thirty days after that general meeting, to petition any	
ment shall be given by such	meeting, to petition any competent court for the re-	
competent court.	moval of such Director, at the	
In the event that the forego-	Company's expense and such	
ing events described in any	Director shall be removed	
of clauses (b), (c), (d), (e), (f)	upon the final judgement by	
or (g) has occurred in rela-	such court. For clarifica-	

Original Articles	The Revised Articles	Explanation
tion to a Director elect, such	tion, if a relevant court has	Explanation
Director elect shall be dis-	*	
	competent jurisdiction to ad-	
qualified from being elected as a Director.	judicate all of the foregoing	
as a Director.	matters in a single or a series	
	of proceedings, then, for the	
	purpose of this paragraph (i),	
	final judgement shall be giv-	
	en by such competent court.	
	In the event that the forego-	
	ing events described in any of	
	clauses (b), (c), (d), (e), (f)	
	and (g) has occurred in rela-	
	tion to a Director elect, such	
	Director elect shall be dis-	
	qualified from being elected as a Director.	
	If any director after having	
	been elected and before	
	his/her/its inauguration of the office of Director, has	
	transferred more than one	
	half of the total number of	
	Shares of the company	
	he/she/it holds at the time of	
	his/her/its election as such;	
	or had transferred more	
	than one half of the total	
	number of Shares he/she/it	
	held within the share	
	transfer prohibition period	
	fixed prior to the conven-	
	tion of a shareholders'	
	meeting, then his/her/its	
	election as a Director shall	
	become invalid.	
29.1 The quorum for the	29.1 The quorum for the	Amend the wording and
transaction of the business of	transaction of the business of	format of the article.
the Directors may be fixed by	the board of Directors may	
the Directors and unless so	be fixed by the board of Di-	
fixed shall be over one half	rectors and unless so fixed	
of the total number of Directors elected. If the number	shall be over one half of the total number of Directors	
of Directors is less than five	elected. If the number of	
(5) persons due to the vaca-	Directors is less than five (5)	
tion of Director(s) for any	persons due to the vacation of	
reason, the Company shall	Director(s) for any reason,	
hold an election of Direc-	the Company shall hold an	
tor(s) at the next following	election of Director(s) to fill	
general meeting. When the	the vacancies at the next	
general meeting. When the	the vacancies at the next	

Original Articles	The Revised Articles	Explanation
number of vacancies in the	following general meeting.	•
board of Directors of the	When the number of vacan-	
Company is equal to one	cies in the board of Directors	
third of the total number of	of the Company is equal to	
Directors elected, the board	one third of the total number	
of Directors shall hold, with-	of Directors elected, the	
in sixty days, a general	board of Directors shall hold,	
meeting of Members to elect	within sixty days, a general	
succeeding Directors to fill	meeting of Members to elect	
the vacancies.	succeeding Directors to fill	
20.2 H. I.	the vacancies.	A 1 (1 1' 1
29.2 Unless otherwise per-	29.2 Unless otherwise pro	Amend the wording and
mitted by the Applicable	vided by the Statute, the	format of the article.
Public Company Rules, if the number of Independent Di-	Articles, or the Applicable Public Company Rules, if the	
rectors is less than three	number of Independent Di-	
persons due to the vacation	rectors is less than three due	
of Independent Directors for	to the vacation of Independ-	
any reason, the Company	ent Directors for any reason,	
shall hold an election of In-	the Company shall hold an	
dependent Directors at the	election of Independent Di-	
next following general meet-	rectors to fill the vacancies	
ing. Unless otherwise per-	at the next following general	
mitted by the Applicable	meeting. Unless otherwise	
Public Company Rules, if all	permitted by the Applicable	
of the Independent Directors	Public Company Rules, if all	
are vacated, the board of Di-	of the Independent Directors	
rectors shall hold, within	are vacated, the board of Di-	
sixty days, a general meeting	rectors shall hold, within six-	
to elect succeeding Inde-	ty days, a general meeting to	
pendent Directors to fill the	elect succeeding Independent	
vacancies.	Directors to fill the vacan-	
	cies.	
29.3 Subject to the provisions	29.3 Subject to the provisions	Amend the wording and
of the Articles, the Directors	of the Articles, the Directors	format of the Chinese ver-
may regulate their proceed-	may regulate their proceed-	sion article.
ings as they think fit. Any	ings as they think fit. Any	
motions shall be decided by a	motions shall be decided by a	
majority of votes. In the	majority of votes. In the	
case of an equality of votes,	case of an equality of votes,	
the chairman shall not have a	the chairman shall not have a	
second or casting vote.	second or casting vote.	
29.4 A person may partici-	29.4 A person may partici-	Amend the wording and
pate in a meeting of the Di-	pate in a meeting of the	format of the article.
rectors or committee of Di-	board of Directors or com-	
rectors by video conference.	mittee of Directors by video	
Participation by a person in a	conference. Participation by a	
meeting in this manner is	person in a meeting in this	

Original Articles	The Revised Articles	Explanation
treated as presence in person	manner is treated as presence	2
at that meeting. The time and	in person at that meeting.	
place for a meeting of the	The time and place for a	
Directors or committee of	meeting of the Directors or	
Directors shall be at the of-	committee of Directors shall	
fice of the Company and	be at the office of the Com-	
during business hours or at a	pany and during business	
place and time convenient to	hours or at a place and time	
the Directors and suitable for	convenient to the Directors	
holding such meeting.	and suitable for holding such	
	meeting.	
29.5 A Director may, or oth-	29.5 The chairman or other	Amend the wording and
er officer of the Company	authorized officer of the	format of the article.
authorized by a Director	Company may call a meeting	
shall, call a meeting of the	of the board of Directors by	
Directors by at least seven	at least seven day's notice in	
days' notice in writing	writing (which may be a no-	
(which may be a notice de-	tice delivered by facsimile	
livered by facsimile trans-	transmission or electronic	
mission or electronic mail) to	mail) to every Director which	
every Director which notice	notice shall set forth the gen-	
shall set forth the general na-	eral nature of the business to	
ture of the business to be	be considered. In the event	
considered. In the event of	of an urgent situation, a	
an urgent situation, a meeting	meeting of the board of Di-	
of Directors may be held at	rectors may be held at any	
any time after notice has	time after notice has been	
been given in accordance	given in accordance with the	
with the Applicable Public	Applicable Public Company	
Company Rules.	Rules.	
20.6 The continuing Direct	20.6 The continuing Direct	Amond the wording and
29.6 The continuing Directors may not not with standing	29.6 The continuing Directors may not not with standing	Amend the wording and
tors may act notwithstanding	tors may act notwithstanding any vacancy in other Direc-	format of the article.
any vacancy in their body, but if and so long as their	tors' office, but if and so long	
number is reduced below the	as the number of continuing	
number fixed by or pursuant	<u>Directors</u> is below the <u>min-</u>	
to the Articles as the neces-	imum number of Directors	
sary quorum of Directors,	fixed by or pursuant to the	
the continuing Directors or	Articles, the continuing Di-	
Director may act for the pur-	rectors or Director may act	
pose of summoning a general	only for the purpose of	
meeting of the Company, but	summoning a general meet-	
for no other purpose.	ing of the Company, but for	
lor no other purpose.	no other purpose.	
29.8 All acts done by any	29.8 Subject to the Statute,	Amend the wording and
meeting of the Directors or of	all acts done by any meeting	format of the article.
a committee of Directors	of the board of Directors or	Torniat of the article.
shall, notwithstanding that it	of a committee of Directors	
man, notwinistanding that it	or a committee of Directors	

Original Articles	The Revised Articles	Explanation
be afterwards discovered that	shall, notwithstanding that it	•
there was some defect in the	be afterwards discovered that	
election of any Director, or	there was some defect in the	
that they or any of them were	election of any Director, or	
disqualified, be as valid as if	that they or any of them were	
every such person had been	disqualified, the effective-	
duly elected and qualified	ness of the acts shall be de-	
to be a Director as the case	termined in accordance	
may be.	with the applicable laws.	
29.9 A Director may be rep-	29.9 A Director may be rep-	Refer to the Article 205 of
resented at any meetings of	resented at any meetings of	the Company Act.
the board of Directors by a	the board of Directors by a	the Company Act.
proxy appointed in writing by	•	
	proxy appointed <u>the other</u> director in writing by	
him. The proxy shall count		
towards the quorum and the	him/her/it. The proxy shall	
vote of the proxy shall for all	count towards the quorum	
purposes be deemed to be	and the vote of the proxy	
that of the appointing Direc-	shall for all purposes be	
tor.	deemed to be that of the ap-	
20.1 4 5:	pointing Director.	D.C D. l.:
30.1 A Director may hold any	30.1 A Director (except for	Refer to Regulations
other office or place of profit	Independent Director) may	Governing the Appoint-
under the Company in con-	hold any other office or place	ment and Exercise of
junction with his office of	of profit under the Company	Powers by the Remunera-
Director for such period and	in conjunction with	tion Committee of a
on such terms as to remuner-	his/her/its office of Director	Company Whose Stock is
ation and otherwise as the	for such period and on such	Listed on the Stock Ex-
Directors <u>may determine</u> .	terms as to remuneration and	change or Traded Over the
	otherwise as the <u>remunera-</u>	Counter.
	tion committee shall rec-	
	ommend and the board of Directors shall approve after	
	such recommendation is	
	presented by the remunera-	
	tion committee and is dis-	
	cussed by the board of Di-	
	rectors.	
30.2 The Directors may be	30.2 The Directors may be	1. Refer to Regulations
paid remuneration only in	paid remuneration only in	Governing the Ap-
cash. The amount of such	cash. The amount of such	pointment and Exer-
remuneration shall be deter-	remuneration shall be rec-	cise of Powers by the
mined by the Directors and	ommended by the remu-	Remuneration Com-
take into account the extent	neration committee and de-	mittee of a Company
and value of the services	termined by the board of	Whose Stock is Listed
provided for the management	Directors and take into ac-	on the Stock Exchange
of the Corporation and the	count the extent and value of	or Traded Over the
standards of the industry	the services provided for the	Counter, newly added
within the R.O.C. and over-	management of the Compa -	the rules of the remu-

Original Articles	The Revised Articles	Explanation
seas.	ny and the standards of the	neration of directors.
	industry <u>in</u> the R.O.C. and	2. Amend the wording
	overseas. The Directors	and format of the arti-
	shall also be entitled to be	cle.
	paid all travelling, hotel	
	and other expenses proper-	
	ly incurred by them in con-	
	nection with their attend-	
	ance at meetings of the	
	board of Directors or com-	
	mittees of Directors, or	
	general meetings of the	
	Company, or separate	
	meetings of the holders of	
	any class of Shares or de-	
	bentures of the Company,	
	or otherwise in connection	
	with the business of the	
	Company, or to receive sal-	
	aries in respect of their ser-	
	vice as Directors as may be	
	recommended by the com-	
	pensation committee and	
	determined by the board of	
	Directors, or a combination	
	partly of one such method	
	and partly another, pro-	
	vided that any such deter-	
	mination shall be in ac-	
	cordance with the Applica-	
20.2 II 1 1212 11 4	ble Public Company Rules.	A 1 1 1' 1
30.3 Unless prohibited by the	30.3 Unless prohibited by the	Amend the wording and
Statute or by the Applicable	Statute, the Articles or by the	format of the article.
Public Company Rules, a	Applicable Public Company	
Director may <u>himself or</u>	Rules, a Director may <u>act</u> on behalf of the Company to the	
through his firm act in a professional capacity on	behalf of the Company to the extent authorized by the	
behalf of the Company and	Company. Such Director or	
he or his firm shall be enti-	his/her/it firm shall be enti-	
tled to such remuneration for	tled to such remuneration for	
professional services as if he	professional services as if	
were not a Director.	he/she/it were not a Director.	
30.4 A Director who engages	30.4 A Director who engages	Amend the wording and
in conduct either for himself	in conduct either for him-	format of the article.
or on behalf of another per-	self/herself/itself or on be-	
son within the scope of the	half of another person within	
Company's business, shall	the scope of the Company's	
disclose to Members, at a	business, shall disclose to	

Original Articles	The Revised Articles	Explanation
general meeting prior to such	Members, at a general meet-	- DAPIGHUMUH
conduct, a summary of the	ing prior to such conduct, a	
major elements of such in-	summary of the major ele-	
terest and obtain the ratifica-	ments of such interest and	
tion of the Members at such	obtain the ratification of the	
general meeting by a Super-	Members at such general	
majority Resolution vote. In	meeting by a Supermajority	
case a Director engages in	Resolution vote. In case a	
business conduct for himself	Director engages in business	
or on behalf of another per-	conduct for him-	
son in violation of this provi-	self/herself/itself or on be-	
sion, the Members may, by	half of another person in vio-	
an Ordinary Resolution, re-	lation of this provision, the	
quire the disgorgement of	Members may, by an Ordi-	
any and all earnings derived	nary Resolution, require the	
from such act, except when at	disgorgement of any and all	
least one year has lapsed	earnings derived from such	
since the realization of such	act, except when at least one	
associated earnings.	year has lapsed since the re-	
usso orace our mings.	alization of such associated	
	earnings.	
30.5 Notwithstanding any-	30.5 Notwithstanding any-	Amend the wording and
thing to the contrary con-	thing to the contrary con-	format of the article.
tained in this Article 30, a	tained in this Article 30.1 to	
Director who has a personal	30.5, a Director who has a	
interest in the matter under	personal interest in the matter	
discussion at a meeting of the	under discussion at a meeting	
Directors, which may conflict	of the Directors, which may	
with the interest of the Com-	conflict with the interest of	
pany, shall disclose to the	the Company, shall disclose	
meeting his or her interest	to the meeting his/her/its in-	
and the material information	terest and the material infor-	
of such interest, and shall not	mation of such interest, and	
vote nor exercise voting	shall not vote nor exercise	
rights on behalf of another	voting rights on behalf of an-	
Director; the voting right of	other Director; the voting	
such Director who cannot	right of such Director who	
vote or exercise any voting	cannot vote or exercise any	
right as prescribed above	voting right as prescribed	
shall not be counted in the	above shall not be counted in	
number of votes of Directors	the number of votes of Di-	
present at the board meeting.	rectors present at the board	
	meeting.	
31 The Directors shall cause	31 The Directors shall cause	Amend the wording and
minutes to be made in books	minutes to be made in books	format of the Chinese ver-
kept for the purpose of all	kept for the purpose of all	sion article.
appointments of officers	appointments of officers	
made by the Directors, all	made by the Directors, all	
proceedings at meetings of	proceedings at meetings of	

Original Articles	The Revised Articles	Explanation
the Company or the holders	the Company or the holders	•
of any class of Shares and of	of any class of Shares and of	
the Directors, and of com-	the Directors, and of com-	
mittees of Directors includ-	mittees of Directors including	
ing the names of the Direc-	the names of the Directors	
tors present at each meeting.	present at each meeting.	
32.1 Subject to the Applica-	32.1 Subject to the Applica-	Amend the wording and
ble Public Company Rules,	ble Public Company Rules,	format of the article.
the Directors may delegate	the Directors may delegate	
any of their powers to any	any of their powers to any	
committee consisting of one	committee consisting of one	
or more Directors. They	or more Directors. They	
may also delegate to any	may also delegate to any	
managing director or any Di-	managing director or any Di-	
rector holding any other ex-	rector holding any other ex-	
ecutive office such of their	ecutive office such of their	
powers as they consider de-	powers as they consider de-	
sirable to be exercised by	sirable to be exercised by	
him provided that the ap-	him/her/it provided that the	
pointment of a managing di-	appointment of a managing	
rector shall be revoked	director shall be revoked	
forthwith if he ceases to be a	forthwith if he/she/it ceases	
Director. Any such delega-	to be a Director. Any such	
tion may be made subject to any conditions the Directors	delegation may be made subject to any conditions the Di-	
may impose and either col-	rectors may impose and ei-	
laterally with or to the exclu-	ther collaterally with or to the	
sion of their own powers and	exclusion of their own pow-	
may be revoked or altered.	ers and may be revoked or	
Subject to any such condi-	altered. <u>Unless otherwise</u>	
tions, the proceedings of a	provided by the Statute or	
committee of Directors shall	the Applicable Public	
be governed by the Articles	Company Rules, the pro-	
regulating the proceedings of	ceedings of a committee of	
Directors, so far as they are	Directors shall be governed	
capable of applying.	by the Articles regulating the	
	proceedings of Directors	
22.2 The Directors may as	(where applicable).	Amond the wording and
32.2 The Directors may es-	32.2 The Directors may establish any committees or	Amend the wording and format of the article.
tablish any committees or appoint any person to be a	appoint any person to be a	Tormat of the article.
manager or agent for manag-	manager or agent for manag-	
ing the affairs of the Com-	ing the affairs of the Compa-	
pany and may appoint any	ny and may appoint any per-	
person to be a member of	son to be a member of such	
such committees. Any such	committees. Any such ap-	
appointment may be made	pointment may be made sub-	
subject to any conditions the	ject to any conditions the Di-	
•	·	

Original Articles	The Revised Articles	Explanation
Original Articles Directors may impose and	rectors may impose and ei-	Lapiananun
either collaterally with or to	ther collaterally with or to the	
the exclusion of their own	exclusion of their own pow-	
powers and may be revoked	ers and may be revoked or	
or altered. Subject to any	altered. Unless otherwise	
such conditions, the pro-	provided by the Statute or	
ceedings of any such com-	the Applicable Public	
mittee shall be governed by	Company Rules, the pro-	
the Articles regulating the	ceedings of any such com-	
proceedings of Directors, so	mittee shall be governed by	
far as they are capable of ap-	the Articles regulating the	
plying.	proceedings of Directors, so	
prymg.	far as they are capable of ap-	
	plying.	
32.3 The Directors may by	32.3 The Directors may by	Amend the wording and
power of attorney or other-	power of attorney or other-	format of the Chinese ver-
wise appoint any person to be	wise appoint any person to be	sion article.
the agent of the Company on	the agent of the Company on	51011 61211010
such conditions as the Direc-	such conditions as the Direc-	
tors may determine, provided	tors may determine, provided	
that the delegation is not to	that the delegation is not to	
the exclusion of their own	the exclusion of their own	
powers and may be revoked	powers and may be revoked	
by the Directors at any time.	by the Directors at any time.	
	, , , , , , , , , , , , , , , , , , ,	
32.4 The Directors may by	32.4 The Directors may by	Amend the wording and
power of attorney or other-	power of attorney or other-	format of the Chinese ver-
wise appoint any company,	wise appoint any company,	sion article.
firm, person or body of per-	firm, person or body of per-	
sons, whether nominated di-	sons, whether nominated di-	
rectly or indirectly by the	rectly or indirectly by the	
Directors, to be the attorney	Directors, to be the attorney	
or authorised signatory of the	or authorised signatory of the	
Company for such purpose	Company for such purpose	
and with such powers, au-	and with such powers, au-	
thorities and discretions (not	thorities and discretions (not	
exceeding those vested in or	exceeding those vested in or	
exercisable by the Directors	exercisable by the Directors	
under the Articles) and for	under the Articles) and for	
such period and subject to	such period and subject to	
such conditions as they may	such conditions as they may	
think fit, and any such pow-	think fit, and any such pow-	
ers of attorney or other ap-	ers of attorney or other ap-	
pointment may contain such	pointment may contain such	
provisions for the protection	provisions for the protection	
and convenience of persons	and convenience of persons	
dealing with any such attor-	dealing with any such attor-	
neys or authorised signatories	neys or authorised signatories	
as the Directors may think fit	as the Directors may think fit	

Original Articles	The Revised Articles	Explanation
and may also authorise any	and may also authorise any	2.1.01.11.11.11
such attorney or authorised	such attorney or authorised	
signatory to delegate all or	signatory to delegate all or	
any of the powers, authorities	any of the powers, authorities	
and discretions vested in him.	and discretions vested in him.	
32.5 The Directors shall ap-	32.5 The Directors shall ap-	Amend the wording and
point a chairman and may	point a chairman and may	format of the article.
appoint such other officers as	appoint such other officers as	
they consider necessary on	they consider necessary on	
such terms, at such remuner-	such terms, at such remuner-	
ation and to perform such	ation and to perform such	
duties, and subject to such	duties, and subject to such	
provisions as to disqualification and removal as the Di-	provisions as to disqualifica- tion and removal as the Di-	
rectors may think fit. Unless otherwise specified in the	rectors may think fit. Unless	
terms of his appointment an	otherwise specified in the terms of his/her/its appoint-	
officer may be removed by	ment an officer may be re-	
resolution of the Directors.	moved by resolution of the	
resolution of the Directors.	Directors.	
32.6 Notwithstanding any-	32.6 Notwithstanding any-	Refer to Regulations
thing to the contrary con-	thing to the contrary con-	Governing the Exercise of
tained in this Article <u>32</u> , un-	tained in this Article 32.1 to	Powers by Audit Com-
less otherwise permitted by	32.9, unless otherwise per-	mittees of Public Compa-
the Applicable Public Com-	mitted by the Applicable	nies and Sample Template
pany Rules, the Directors	Public Company Rules, the	for XXX Co., Ltd. Audit
shall establish an audit com-	Directors shall establish an	Committee Charter an-
mittee comprised of all of the	audit committee comprised of	nounced by TWSE.
Independent Directors, one of	all of the Independent Direc-	
whom shall be the chairman,	tors, one of whom shall be	
and at least one of whom	the chairman, and at least one	
shall have accounting or fi-	of whom shall have account-	
nancial expertise to the ex-	ing or financial expertise. A	
tent required by the Appli-	resolution of the audit com-	
cable Public Company	mittee shall be passed by	
Rules. A resolution of the	one-half or more of all mem-	
audit committee shall be	bers of such committee.	
passed by one-half or more	The rules and procedures of the audit committee shall be	
of all members of such committee. The rules and pro-	in accordance with policies	
cedures of the audit commit-	<u> </u>	
tee shall be in accordance	proposed by the members of the audit committee and	
with policies proposed by the	passed by the Directors from	
members of the audit com-	time to time, which shall be	
mittee and passed by the Di-	in accordance with the Stat-	
rectors from time to time,	ute, the Memorandum, the	
which shall be in accordance	Articles and the Applicable	
with the Statute, the Memo-	Public Company Rules and	
- III IIII	Tales alla	

Original Articles	The Revised Articles	Explanation
randum, the Articles and the Applicable Public Company Rules and the instruction of the FSC or TWSE, if any. The Directors shall, by a resolution, adopt a charter for the audit committee in accordance with these Articles and the Applicable Public Company Rules.	the instruction of the FSC or TWSE, if any. The Directors shall, by a resolution, adopt a charter for the audit committee in accordance with these Articles and the Applicable Public Company Rules.	L'Apianation
32.7 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 of Directors for resolution: (a) Adoption or amendment of an internal control system of the Company; (b) Assessment of the effectiveness of the internal control system; (c) Adoption or amendment of handling procedures for significant financial or operational actions, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees on behalf of others; (d) A matter where a Director has a personal interest; (e) A material asset or derivatives transaction; (f) A material monetary loan, endorsement, or provision of guarantee; (g) The offering, issuance, or Private Placement of any equity-type securities; (h) The hiring or dismissal of an attesting certified public accountant, or the compensation given thereto; (i) The appointment or removal of a financial, accounting, or internal auditing	32.7 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 of Directors for resolution: (a) Adoption or amendment of an internal control system of the Company; (b) Assessment of the effectiveness of the internal control system; (c) Adoption or amendment of handling procedures for significant financial or operational actions, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees on behalf of others; (d) A matter where a Director has a personal interest; (e) A material asset or derivatives transaction; (f) A material monetary loan, endorsement, or provision of guarantee; (g) The offering, issuance, or Private Placement of any equity-type securities; (h) The hiring or dismissal of an attesting certified public accountant, or the compensation given thereto; (i) The appointment or removal of a financial, accounting, or internal auditing	Amend the wording and format of the article.

Original Articles	The Revised Articles	Explanation
officer;	officer;	- Dapiene Will
(j) Annual and semi-annual	(j) Annual and semi-annual	
financial reports;	financial reports;	
(k) Any other <u>matter</u> so	(k) Any other <u>matters</u> so	
determined by the Company	determined by the Company	
from time to time or required	from time to time or required	
by any competent authority	by any competent authority	
overseeing the Company.	overseeing the Company;	
Except for item (j) above,	and	
any matter under subpara-	(1) Any other matters in	
graphs (a) through (k) of the	accordance with the Appli-	
preceding paragraph that has	cable Public Companies	
not been approved with the	Rules.	
consent of one-half or more	Except for item (j) above, any	
of the audit committee	matter under subparagraphs	
members may be undertaken	(a) through (k) of the preced-	
only upon the approval of	ing paragraph that has not	
two-thirds or more of all Di-	been approved with the con-	
rectors, without regard to the	sent of one-half or more of	
	the audit committee members	
restrictions of the preceding		
paragraph, and the resolution of the audit committee shall	may be undertaken only upon	
be recorded in the minutes of	the approval of two-thirds or	
	more of all Directors, without	
the Directors meeting.	regard to the restrictions of	
	the preceding paragraph, and the resolution of the audit	
	committee shall be recorded	
	in the minutes of the Direc-	
32.8 The Directors shall es-	tors meeting. 32.8 The Directors shall es-	Refer to Regulations
tablish a remuneration com-	tablish a remuneration com-	\mathcal{L}
		Governing the Appointment and Exercise of
mittee in accordance with the	mittee in accordance with the	
Applicable Public Company Rules. The number of mem-	Applicable Public Company Rules. The number of	Powers by the Remuneration Committee of a
bers of the remuneration	members of the remuneration	
		Company Whose Stock is
· •	committee, professional	Listed on the Stock Ex-
qualifications, restrictions on	qualifications, restrictions on	change or Traded Over the Counter.
shareholdings and position that a member of the remu-	shareholdings and position	
	that a member of the remu-	Amend the wording and
neration committee may	neration committee may	format of the Chinese ver-
concurrently hold, and as-	concurrently hold, and as-	sion article.
sessment of independence	sessment of independence	
with respect to the members	with respect to the members	
of the remuneration commit-	of the remuneration commit-	
tee shall comply with the	tee shall comply with the Ap-	
Applicable Public Company	plicable Public Company	
Rules. The remuneration	Rules. The remuneration	
committee shall comprise of	committee shall comprise of	
no less than three members,	no less than three members,	

Original Articles	The Devised Articles	Evnlanation
Original Articles	The Revised Articles	Explanation
one of which shall be appointed as chairman of the	one of which shall be appointed as chairman of the	
remuneration committee.	remuneration committee.	
The rules and procedures for	The rules and procedures for	
convening any meeting of the	convening any meeting of the	
remuneration committee shall	remuneration committee shall	
comply with policies pro-	comply with policies pro-	
posed by the members of the	posed by the members of the	
remuneration committee and	remuneration committee and	
approved by the Directors	approved by the Directors	
from time to time, provided	from time to time, provided	
that the rules and procedures	that the rules and procedures	
approved by the Directors	approved by the Directors	
shall be in accordance with	shall be in accordance with	
the Statute, the Memoran-	the Statute, the Memoran-	
dum, the Articles and the	dum, the Articles and the Ap-	
Applicable Public Company	plicable Public Company	
Rules and any directions of	Rules and any directions of	
the FSC or TWSE. The Di-	the FSC or TWSE. The Di-	
rectors shall, by a resolution,	rectors shall, by a resolution,	
adopt a charter for the remu-	adopt a charter for the remu-	
neration committee in ac-	neration committee in ac-	
cordance with these Articles	cordance with these Articles	
and the Applicable Public	and the Applicable Public	
Company Rules.	Company Rules.	
32.9 The remuneration re-	32.9 The remuneration re-	Amend the wording and
ferred in the preceding Arti-	ferred in the preceding Arti-	format of the article.
cle shall include the com-	cle shall include the com-	
pensation, salary, stock op-	pensation, salary, stock op-	
tions and other incentive	tions and other incentive	
payment to the Directors and	payment to the Directors and	
managers of the Company.	managers of the Company.	
Unless otherwise specified	Unless otherwise specified by	
by the Applicable Public	the Applicable Public Com-	
Company Rules, the manag-	pany Rules, the managers of	
ers of the Company for the	the Company for the purposes of this Article 32.9 shall	
purposes of this Article 32.9 shall mean executive officers	mean executive officers as	
of the Company with the	defined by the rules and	
rank of Vice President or	procedures governing the	
higher and have the powers	remuneration committee.	
to make decisions for the		
Company.		
33.1 The Company may, if	33.1 The Company may, if	Amend the wording and
the Directors so determine,	the Directors so determine,	format of the Chinese ver-
have a Seal. The Seal shall	have a Seal. The Seal shall	sion article.
only be used by the authority	only be used by the authority	
of the Directors or of a com-	of the Directors or of a com-	

Original Articles	The Revised Articles	Explanation
mittee of the Directors authorised by the Directors. The use of Seal shall be in accordance with the use of Seal policy adopted by the Directors from time to time.	mittee of the Directors authorised by the Directors. The use of Seal shall be in accordance with the use of Seal policy adopted by the Directors from time to time.	
33.2 The Company may have for use in any place or places outside the Cayman Islands a duplicate Seal or Seals, each of which shall be a facsimile of the common Seal of the Company and kept under the custody of a person appointed by the Directors, and if the Directors so determine, with the addition on its face of the name of every place where it is to be used.	33.2 The Company may have for use in any place or places outside the Cayman Islands a duplicate Seal or Seals, each of which shall be a facsimile of the common Seal of the Company and kept under the custody of a person appointed by the Directors, and if the Directors so determine, with the addition on its face of the name of every place where it is to be used.	Amend the wording and format of the Chinese version article.
33.3 A person authorized by the Directors may affix the Seal over his signature alone to any document of the Company required to be authenticated by him under seal or to be filed with the Registrar of Companies in the Cayman Islands or elsewhere wheresoever.	33.3 A person authorized by the Directors may affix the Seal over his/her/its signature alone to any document of the Company required to be authenticated by him/her/it under seal or to be filed with the Registrar of Companies in the Cayman Islands or elsewhere wheresoever.	Amend the wording and format of the article.
34.1 The Company may distribute profits in accordance with a proposal for distribution of profits prepared by the Directors and approved by the Members by an Ordinary Resolution. The Directors shall prepare such proposal as follows: firstly, the Company's Annual Net Income of the applicable current year shall offset against its losses accrued in previous years that have not been previously offset; secondly, the Company shall set aside a special capital re-	34.1 The Company may distribute profits in accordance with a proposal for distribution of profits prepared by the Directors and approved by the Members by an Ordinary Resolution. The Directors shall prepare such proposal as follows: the proposal shall begin with the Company's Annual Net Income after tax and offset its losses in previous years that have not been previously offset; then set aside a statutory capital reserve or special capital reserve, if one is required, in	 Refer to the Article 237 and 241 of the Company Act to amend the related rules of dividend distribution. Amend the wording and format of the article.

Original Articles The Revised Articles Explanation serve, if one is required, in accordance with the Applicaaccordance with the Applicable Public Company Rules or ble Public Company Rules or as requested by the authorias requested by the authorities in charge; and then may set aside 2% to 5% of the ties in charge;, and may set aside 2% to 5% of the Anprofits proposed to be disnual Net Income of the aptributed, as bonus to emplicable current year as ployees of the Company, bonus to employees of the which may be distributed Company, which may be disan incentive under protributed under an incentive gramme approved pursuant to programme approved pursu-Article 11.1 above. The ant to Article 11.1 above. The Directors shall specify the Directors shall specify the exact percentages or amounts exact percentages or amounts to be distributed as bonuses to be distributed as bonuses to employees in preparing the to employees in preparing the proposal for distribution of proposal for distribution of profits, and the Members profits, and the Members may amend such proposal may amend such proposal prior to its approval. A Diprior to its approval. A Director who also serves as an rector who also serves as an executive officer of the executive officer of the Company and/or its Subsidiaries may receive a bonus in Company may receive a bonus in his capacity as an emhis/her capacity as a Direcployee. Any balance left over tor and a bonus in his/her may be distributed as Divicapacity as an employee. dends in accordance with the Any balance left over may be Statute and the Applicable distributed as Dividends in accordance with the Statute Public Company Rules, and after taking into consideraand the Applicable Public tion of the Annual Net In-Company Rules, and after come of the applicable curtaking into consideration of rent year and the capital the **profits** of the current year structure of the Company. and the capital structure of Unless otherwise resolved by the Company, any future Directors at the board meetfunding requirement and ing and the Members in genlong term financial planeral meeting by an Ordinary ning, the distribution of re-Resolution, the amount of tained earnings may proprofits distributed to Memceed by way of cash divibers shall not be lower than dend or by applying such 60% of the Annual Net Insum in paying up in full come of the applicable curunissued Shares for allotrent year and the amount of ment and distribution credcash dividends distributed ited as fully paid-up pro shall not be less than 10% of rate to the Members. less otherwise resolved by the profits proposed to be distributed of the applicable Directors at the board meet-

Original Articles	The Revised Articles	Explanation
current year.	ing and the Members in gen-	
-	eral meeting by an Ordinary	
	Resolution, the amount of	
	profits distributed to Mem-	
	bers shall not be lower than	
	60% of profits (after tax) of	
	the then current year and the	
	amount of cash dividends	
	distributed shall not be less	
	than 10% of the profits pro-	
	posed to be distributed of the	
	then current year.	
34.2 Subject to the Statute	34.2 Subject to the Statute.	Amend the wording and
and this Article, the Direc-	the Articles and the Appli-	format of the article.
tors may declare Dividends	cable Public Company	
and distributions on Shares in	Rules, the Directors may de-	
issue and authorise payment	clare Dividends and distribu-	
of the Dividends or distribu-	tions on Shares in issue and	
tions out of the funds of the	authorise payment of the	
Company lawfully available	Dividends or distributions out	
therefor. No Dividend or	of the funds of the Company	
distribution shall be paid ex-	lawfully available therefor.	
cept out of the realised or	No Dividend or distribution	
unrealised profits of the	shall be paid except out of the	
Company, or out of the share	realised or unrealised profits	
premium account or as oth-	of the Company, or out of the	
erwise permitted by the Stat-	share premium account or as	
ute.	otherwise permitted by the	
	Statute.	
34.3 Except as otherwise	34.3 Except as otherwise	Amend the wording and
provided by the rights at-	provided by the rights at-	
tached to Shares, all Divi-	tached to Shares, all Divi-	sion article.
dends shall be declared and	dends shall be declared and	
paid in proportion to the	paid in proportion to the	
number of Shares that a	number of Shares that a	
Member holds. If any Share	Member holds. If any Share	
is issued on terms providing	is issued on terms providing	
that it shall rank for Dividend	that it shall rank for Dividend	
as from a particular date that	as from a particular date that	
Share shall rank for Dividend	Share shall rank for Dividend	
accordingly.	accordingly.	
34.4 The Directors may de-	34.4 Subject to the Statute,	Amend the wording and
duct from any Dividend or	the Articles and the Appli-	format of the article.
distribution payable to any	cable Public Company	
Member all sums of money	Rules, the Directors may de-	
(if any) then payable by him	duct from any Dividend or	
to the Company on any ac-	distribution payable to any	
count.	Member all sums of money	

Original Articles	The Revised Articles	Explanation
	(if any) then payable by him	
	to the Company on any ac-	
	count.	
34.5 The Directors may, after	34.5 Subject to the Statute,	Amend the wording and
obtaining an Ordinary Reso-	the Articles and the Appli-	format of the article.
lution, declare that any dis-	cable Public Company	
tribution other than <u>Divi-</u>	Rules, the Directors may, af-	
<u>dends</u> be paid wholly or	ter obtaining an Ordinary	
partly by the distribution of	Resolution, declare that any	
specific assets and in partic-	distribution other than <u>a</u>	
ular of shares, debentures, or	<u>Dividend</u> be paid wholly or	
securities of any other com-	partly by the distribution of	
pany or in any one or more of	specific assets and in partic-	
such ways and where any	ular of shares, debentures, or	
difficulty arises in regard to	securities of any other com-	
such distribution, the Direc-	pany or in any one or more of	
tors may settle the same as	such ways and where any dif-	
they think expedient and fix	ficulty arises in regard to	
the value for distribution of	such distribution, the Direc-	
such specific assets or any	tors may settle the same as	
part thereof and may deter-	they think expedient and fix	
mine that cash payments	the value for distribution of	
shall be made to any Mem-	such specific assets or any	
bers upon the basis of the	part thereof and may deter-	
value so fixed in order to ad-	mine that cash payments shall	
just the rights of all Members	be made to any Members	
and may vest any such spe-	upon the basis of the value so	
cific assets in trustees as may	fixed in order to adjust the	
seem expedient to the Direc-	rights of all Members and	
tors.	may vest any such specific	
	assets in trustees as may	
	seem expedient to the Direc-	
2464 5:11	tors.	A 1 1 2
34.6 Any Dividend, distribu-	34.6 Any Dividend, distribu-	Amend the wording and
tion, interest or other monies	tion, interest or other monies	format of the Chinese ver-
payable in cash in respect of	payable in cash in respect of	sion article.
Shares may be paid by wire	Shares may be paid by wire	
transfer to the holder or by	transfer to the holder or by	
cheque or warrant sent	cheque or warrant sent	
through the post directed to	through the post directed to	
the registered address of the	the registered address of the	
holder. Every such cheque	holder. Every such cheque	
or warrant shall be made	or warrant shall be made	
payable to the order of the	payable to the order of the	
person to whom it is sent.	person to whom it is sent.	
34.8 Any Dividend which	34.8 Subject to the Statute,	Amend the wording and
cannot be paid to a Member	the Articles and the Appli-	format of the article.
and/or which remains un-	cable Public Company	

Original Articles	The Revised Articles	Evnlanation
claimed after six months	Rules, any Dividend which	Explanation
from the date of declaration	cannot be paid to a Member	
of such Dividend may, in the	and/or which remains un-	
discretion of the Directors, be	claimed after six months	
	from the date of declaration	
paid into a separate account		
in the Company's name, pro-	of such Dividend may, in the	
vided that the Company shall	discretion of the Directors, be	
not be constituted as a trustee	paid into a separate account	
in respect of that account and the Dividend shall remain as	in the Company's name, pro-	
a debt due to the Member.	vided that the Company shall not be constituted as a trustee	
Any Dividend which remains	in respect of that account and the Dividend shall remain as	
unclaimed after a period of six years from the date of	a debt due to the Member.	
declaration of such Dividend	Any Dividend which remains	
shall be forfeited and shall	unclaimed after a period of	
revert to the Company.	six years from the date of	
revert to the Company.	declaration of such Dividend	
	shall be forfeited and shall	
	revert to the Company.	
35 Subject to Article 14.2(d),	35 Subject to Article 14.2(d),	Amend the wording and
the Directors may capitalise	the Directors may capitalise	format of the Chinese ver-
any sum standing to the cred-	any sum standing to the cred-	sion article.
it of any of the Company's	it of any of the Company's	sion article.
reserve accounts (including	reserve accounts (including	
share premium account and	share premium account and	
capital redemption reserve	capital redemption reserve	
fund) or any sum standing to	fund) or any sum standing to	
the credit of profit and loss	the credit of profit and loss	
account or otherwise availa-	account or otherwise availa-	
ble for distribution and to	ble for distribution and to ap-	
appropriate such sum to	propriate such sum to Mem-	
Members in the proportions	bers in the proportions in	
in which such sum would	which such sum would have	
have been divisible amongst	been divisible amongst them	
them had the same been a	had the same been a distribu-	
distribution of profits by way	tion of profits by way of	
of Dividend and to apply	Dividend and to apply such	
such sum on their behalf in	sum on their behalf in paying	
paying up in full unissued	up in full unissued Shares for	
Shares for allotment and dis-	allotment and distribution	
tribution credited as fully	credited as fully paid-up to	
paid-up to and amongst them	and amongst them in the	
in the proportion aforesaid.	proportion aforesaid. In	
In such event the Directors	such event the Directors shall	
shall do all acts and things	do all acts and things re-	
required to give effect to such	quired to give effect to such	
capitalisation, with full pow-	capitalisation, with full power	
er to the Directors to make	to the Directors to make such	

Original Articles	The Revised Articles	Explanation
such provisions as they think fit such that Shares shall not become distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all of the Members interested into an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.	provisions as they think fit such that Shares shall not become distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all of the Members interested into an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.	
36 Within seven days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its litigation or non-litigation agent appointed pursuant to the Applicable Public Company Rules, the board of the Directors shall resolve to recommend to the Members whether to accept or object to the tender offer and make a public announcement of the following: 1. The types and amount of the Shares held by the Directors and the Members holding more than 10% of the outstanding Shares in its own name or in the name of other persons. 2. 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) there-	36 Within seven days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its litigation or non-litigation agent appointed pursuant to the Applicable Public Company Rules, a review committee shall be established under the Applicable Public Company Rules, and the board of the Directors shall resolve to recommend to the Members whether to accept or object to the tender offer and make a public announcement of the following: 1. The types and amount of the Shares held by the Directors and the Members holding more than 10% of the outstanding Shares in its own name or in the name of other persons. 2. Recommendations to the Members on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender	Amend the wording and format of the article.

Onininal Anti-lan	The Design of A 444-1-4	El4
		Explanation
for. 3. Whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any. 4. The types, numbers and amount of the Shares of the tender offeror or its affiliates held by the Directors and the Members holding more than 10% of the outstanding Shares held in its own name or in the name of other persons.	The Revised Articles offer and the reason(s) therefor. 3. Whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any. 4. The types, numbers and amount of the Shares of the tender offeror or its affiliates held by the Directors and the Members holding more than 10% of the outstanding Shares held in its own name or in the name of other persons.	Explanation
sons.		
	5. Other matters in accordance with the Applica-	
	ble Public Company Rules.	
37.1 The Directors shall	37.1 The Directors shall	Amend the wording and
cause proper books of ac-	cause proper books of ac-	format of the Chinese ver-
count to be kept with respect	count to be kept with respect	sion article.
to all sums of money re-	to all sums of money re-	
ceived and expended by the	ceived and expended by the	
Company and the matters in	Company and the matters in	
respect of which the receipt	respect of which the receipt	
or expenditure takes place,	or expenditure takes place, all	
all sales and purchases of goods by the Company and	sales and purchases of goods	
the assets and liabilities of	by the Company and the assets and liabilities of the	
the Company. Proper books	Company. Proper books	
shall not be deemed to be	shall not be deemed to be	
kept if there are not kept such	kept if there are not kept such	
books of account as are nec-	books of account as are nec-	
essary to give a true and fair	essary to give a true and fair	
view of the state of the	view of the state of the	
Company's affairs and to ex-	Company's affairs and to ex-	
plain its transactions.	plain its transactions.	
37.2 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any	37.2 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any	Amend the wording and format of the Chinese version article.
of them shall be open to the	of them shall be open to the	

Original Articles	The Revised Articles	Explanation
inspection of Members not	inspection of Members not	Explanation
being Directors and no	being Directors and no	
Member (not being a Direc-	Member (not being a Direc-	
tor) shall have any right of	tor) shall have any right of	
inspecting any account or	inspecting any account or	
book or document of the	book or document of the	
Company except as conferred	Company except as conferred	
by Statute or authorised by	by Statute or authorised by	
the Directors or by the Com-	the Directors or by the Com-	
pany in general meeting.	pany in general meeting.	
37.3 The Directors may from	37.3 The Directors may from	Amend the wording and
time to time cause to be pre-	time to time cause to be pre-	format of the article.
pared and to be laid before	pared and to be laid before	
the Company in general	the Company in general	
meeting profit and loss ac-	meeting profit and loss ac-	
counts, balance sheets, group	counts, balance sheets, group	
accounts (if any) and such	accounts (if any) and such	
other reports and accounts as	other reports and accounts as	
may be required by <u>law</u> .	may be required by the Stat-	
	ute, the Articles and the	
	Applicable Public Company	
27 4 Minutes and written	Rules.	Amand the granding and
37.4 Minutes and written records of all meetings of	37.4 <u>Subject to the Statute</u> , minutes and written records	Amend the wording and format of the article.
Directors, any committees of	of all meetings of Directors,	Tormat of the article.
Directors, and any general	any committees of Directors,	
meeting shall be made in the	and any general meeting shall	
Chinese language with an	be made in the Chinese lan-	
English translation. In the	guage with an English trans-	
event of any inconsistency		
between the Chinese lan-	inconsistency between the	
guage version and the rele-	Chinese language version and	
vant English translation, the	the relevant English transla-	
Chinese language version	tion, the Chinese language	
shall prevail, except in the	version shall prevail, except	
case where a resolution is	in the case where a resolution	
required to be filed with the	is required to be filed with	
Registrar of Companies in	the Registrar of Companies	
<u>the</u> Cayman Islands, in	of Cayman Islands, in which	
which case the English lan-	case the English language	
guage version shall prevail.	version shall prevail.	
37.5 The instruments of	37.5 Unless otherwise pro-	Amend the wording and
proxy, documents,	vided by the Statute, the in-	format of the article.
forms/statements and infor-	struments of proxy, docu-	
mation in electronic media	ments, forms/statements and	
prepared in accordance with	information in electronic me-	
the Articles and relevant rules	dia prepared in accordance	

Original Articles	The Revised Articles	Explanation
and regulations shall be kept	with the Articles and relevant	*
for at least one year. Howev-	rules and regulations shall be	
er, if a Member institutes a	kept for at least one year.	
lawsuit with respect to such	However, if a Member initi-	
instruments of proxy, docu-	ates a lawsuit with respect to	
ments, forms/statements	such instruments of proxy,	
and/or information men-	documents, forms/statements	
tioned herein, they shall be	and/or information mentioned	
kept until the conclusion of	herein, they shall be kept un-	
the litigation if longer than	til the conclusion of the liti-	
one year.	gation if longer than one year.	
38.1 Notices shall be in writ-	38.1 Notices shall be in writ-	Amend the wording and
ing and may be given by the	ing and may be given by the	format of the article.
Company to any Member	Company to any Member ei-	
either personally or by send-	ther personally or by sending	
ing it by courier, post, cable,	it by courier, post, cable, tel-	
telex or e-mail to him or to	ex, or e-mail to him or to	
his address as shown in the	his/her/its address as shown	
Register of Members (or	in the Register of Members	
where the notice is given by	(or where the notice is given	
e-mail by sending it to the	by e-mail by sending it to the	
e-mail address provided by	e-mail address provided by	
such Member). Any notice,	such Member). Any notice,	
if posted from one country to	if posted from one country to	
another, is to be sent by air-	another, is to be sent by air-	
mail.	mail.	
38.2 Where a notice is sent	38.2 Where a notice is sent	Amend the wording and
by courier, service of the no-	by courier, service of the no-	format of the Chinese ver-
tice shall be deemed to be	tice shall be deemed to be	sion article.
effected by delivery of the	effected by delivery of the	
notice to a courier company,	notice to a courier company,	
and shall be deemed to have	and shall be deemed to have	
been received on the third	been received on the third	
day (not including Saturdays	day (not including Saturdays	
or Sundays or public holi-	or Sundays or public holi-	
days) following the day on	days) following the day on	
which the notice was deliv-	which the notice was deliv-	
ered to the courier. Where a	ered to the courier. Where a	
notice is sent by post, service	notice is sent by post, service	
of the notice shall be deemed	of the notice shall be deemed	
to be effected by properly	to be effected by properly	
addressing, pre paying and	addressing, pre paying and	
posting a letter containing the	posting a letter containing the	
notice, and shall be deemed	notice, and shall be deemed	
to have been received on the	to have been received on the	
fifth day (not including Sat-	fifth day (not including Sat-	
urdays or Sundays or public	urdays or Sundays or public	
holidays) following the day	holidays) following the day	

Original Articles	The Revised Articles	Explanation
on which the notice was	on which the notice was	22Apiunution
posted. Where a notice is	posted. Where a notice is	
sent by cable or telex, service	sent by cable, or telex, ser-	
of the notice shall be deemed	vice of the notice shall be	
to be effected by properly	deemed to be effected by	
addressing and sending such	properly addressing and	
notice and shall be deemed to	sending such notice and shall	
have been received on the	be deemed to have been re-	
same day that it was trans-	ceived on the same day that it	
mitted. Where a notice is	was transmitted. Where a	
given by e-mail service shall	notice is given by e-mail ser-	
be deemed to be effected by	vice shall be deemed to be	
transmitting the e-mail to the	effected by transmitting the	
e-mail address provided by	e-mail to the e-mail address	
the intended recipient and	provided by the intended re-	
shall be deemed to have been	cipient and shall be deemed	
received on the same day that	to have been received on the	
it was sent, and it shall not be	same day that it was sent, and	
necessary for the receipt of	it shall not be necessary for	
the e-mail to be acknowl-	the receipt of the e-mail to be	
edged by the recipient.	acknowledged by the recipi-	
20.2 4 1	ent.	A 1 (1 1' 1
38.3 A notice may be given	38.3 A notice may be given	Amend the wording and
by the Company to the per-	by the Company to the per-	format of the Chinese version article.
son or persons which the Company has been advised	son or persons which the Company has been advised	sion article.
are entitled to a Share or	are entitled to a Share or	
Shares in consequence of the	Shares in consequence of the	
death or bankruptcy of a	death or bankruptcy of a	
Member in the same manner	Member in the same manner	
as other notices which are	as other notices which are	
required to be given under	required to be given under	
the Articles and shall be ad-	the Articles and shall be ad-	
dressed to them by name, or	dressed to them by name, or	
by the title of representatives	by the title of representatives	
of the deceased, or trustee of	of the deceased, or trustee of	
the bankrupt, or by any like	the bankrupt, or by any like	
description at the address	description at the address	
supplied for that purpose by	supplied for that purpose by	
the persons claiming to be so	the persons claiming to be so	
entitled, or at the option of	entitled, or at the option of	
the Company by giving the	the Company by giving the	
notice in any manner in	notice in any manner in	
which the same might have	which the same might have	
been given if the death or	been given if the death or	
bankruptcy had not occurred.	bankruptcy had not occurred.	
38.4 Notice of every general	38.4 Notice of every general	Amend the wording and
meeting shall be given in any	meeting shall be given in any	format of the article.

Original Autislag	The Deviced Auticles	Evulonation
Original Articles manner hereinbefore author-	The Revised Articles manner hereinbefore author-	Explanation
ised to every person shown	ised to every person shown as	
as a Member in the Register	a Member in the Register of	
of Members on the record	Members on the record date	
date for such meeting and	for such meeting and every	
every person upon whom the	person upon whom the own-	
ownership of a Share de-	ership of a Share devolves by	
volves by reason of his being	reason of his/her being a le-	
a legal personal representa-	gal personal representative or	
tive or a trustee in bankrupt-	a trustee in bankruptcy of a	
cy of a Member of record	Member of record where the	
where the Member of record	Member of record but for	
but for his death or bank-	his/her death or bankruptcy	
ruptcy would be entitled to	would be entitled to receive	
receive notice of the meeting,	notice of the meeting, and no	
and no other person shall be	other person shall be entitled	
entitled to receive notices of	to receive notices of general	
general meetings.	meetings.	
39.1 If the Company shall be	39.1 If the Company shall be	Amend the wording and
wound up, and the assets	wound up, and the assets	format of the Chinese ver-
available for distribution	available for distribution	sion article.
amongst the Members shall	amongst the Members shall	
be insufficient to repay the	be insufficient to repay the	
whole of the share capital,	whole of the share capital,	
such assets shall be distrib-	such assets shall be distrib-	
uted so that, as nearly as may	uted so that, as nearly as may	
be, the losses shall be borne	be, the losses shall be borne	
by the Members in propor-	by the Members in proportion	
tion to the number of the	to the number of the Shares	
Shares held by them. If in a	held by them. If in a wind-	
winding up the assets availa-	ing up the assets available for	
ble for distribution amongst	distribution amongst the	
the Members shall be more	Members shall be more than	
than sufficient to repay the	sufficient to repay the whole	
whole of the share capital at	of the share capital at the	
the commencement of the	commencement of the wind-	
winding up, the surplus shall	ing up, the surplus shall be	
be distributed amongst the	distributed amongst the	
Members in proportion to the	Members in proportion to the	
number of the Shares held by	number of the Shares held by	
them at the commencement	them at the commencement	
of the winding up subject to a	of the winding up subject to a	
deduction from those Shares	deduction from those Shares	
in respect of which there are	in respect of which there are	
monies due, of all monies	monies due, of all monies	
payable to the Company.	payable to the Company.	
This Article is without preju-	This Article is without preju-	
dice to the rights of the hold-	dice to the rights of the hold-	
ers of Shares issued upon	ers of Shares issued upon	
crs or shares issued upon	crs of bilares issued upon	

Original Articles	The Revised Articles	Explanation
special terms and conditions.	special terms and conditions.	•
special terms and conditions. 39.2 If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Statute and in compliance with the Applicable Public Company Rules, divide amongst the Members in proportion to the number of Shares they hold the whole or any part of the assets of the Company in kind (whether they shall consist of property of the same kind or not) and may for that purpose value any assets and determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any asset upon which there is a liability.	special terms and conditions. 39.2 If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Statute and in compliance with the Applicable Public Company Rules, divide amongst the Members in proportion to the number of Shares they hold the whole or any part of the assets of the Company in kind (whether they shall consist of property of the same kind or not) and may for that purpose value any assets and determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any asset upon which there is a liability.	Amend the wording and format of the Chinese version article.
40 Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31st December in each year and, following the year of incorporation, shall begin on 1st January in each year. 41 If the Company is exempted as defined in the Statute, it shall, subject to the provisions of the Statute and with the approval of a Special Resolution, have the power to register by way of	40 Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31st December in each year and, following the year of incorporation, shall begin on 1st January in each year. 41 If the Company is exempted as defined in the Statute, it shall, subject to the provisions of the Statute and with the approval of a Special Resolution, have the power to register by way of continua-	Amend the wording and format of the Chinese version article. Amend the wording and format of the Chinese version article.

Original Articles	The Revised Articles	Explanation
continuation as a body cor-	tion as a body corporate un-	
porate under the laws of any	der the laws of any jurisdic-	
jurisdiction outside the Cay-	tion outside the Cayman Is-	
man Islands and to be dereg-	lands and to be deregistered	
istered in the Cayman Is-	in the Cayman Islands.	
lands.		
42 Subject to the provisions	42 Subject to the provisions	Amend the wording of the
of the Statute, the Company	of the Statute, the Company	Chinese version article.
shall, by a resolution of the	shall, by a resolution of the	
Directors, appoint or remove	Directors, appoint or remove	
a natural person domiciled or	a natural person domiciled or	
resident in the territory of the	resident in the territory of the	
R.O.C. to be its litigation and	R.O.C. to be its litigation and	
non-litigation agent in the	non-litigation agent in the	
R.O.C., pursuant to the Ap-	R.O.C., pursuant to the Ap-	
plicable Public Company	plicable Public Company	
Rules, and under which the	Rules, and under which the	
litigation and non-litigation	litigation and non-litigation	
agent shall be the responsible	agent shall be the responsible	
person of the Company in the	person of the Company in the	
R.O.C. The Company shall	R.O.C. The Company shall	
report such appointment and	report such appointment and	
any change thereof to the	any change thereof to the	
competent authorities in the	competent authorities in the	
R.O.C. pursuant to the Ap-	R.O.C. pursuant to the Ap-	
plicable Public Company	plicable Public Company	
Rules.	Rules.	

Exhibit E

Comparison Table for the Amendments of "Guidelines for Lending Funds to Others"

Comparison Table for the Amendments of "Guidelines for Lending Funds to Others"

Original Auticles	The Revised Articles	Evalenation
Original Articles 6.1.5 The restriction of financing	6.1.5 The restriction of financ-	Explanation Refer to No. 6 of the Q&A
amount in article 6, paragraph 1,	ing amount in article 6, para-	of Governing Loaning of
subparagraph 3 shall not apply	graph 1, subparagraph 3 shall	Funds and Making of En-
to inter-company loans of funds	not apply to inter-company	dorsements/Guarantees by
between the Company and for-	loans of funds between the	Public Companies.
eign companies in which the		Public Companies.
Company holds, or between for-	Company and for-eign companies in which the Company	
eign companies in which the	holds, or between for-eign	
Company holds, directly or in-	companies in which the Com-	
directly, 100% of the voting	l	
shares, where an inter-company	pany holds, directly or in-directly, 100% of the voting	
short-term financing facility is	shares, where an in-	
necessary. Where foreign com-	ter-company short-term fi-	
panies in which the Company	nancing facility is necessary.	
holds, directly or indirectly,	Where foreign com-panies in	
100% of the voting shares loans	which the Company holds, di-	
to a single subsidiary, the	rectly or indirectly, 100% of	
amount shall not exceed 40 per-	the voting shares loans to a	
cent of the Company's net	single subsidiary, the amount	
worth.	shall not exceed 40 per-cent of	
worth.	the lender's net worth.	
6.5.4 When the loan is due, the	6.5.4 When the loan is due, the	Refer to article 3 of Gov-
borrower shall pay off the prin-	borrower shall pay off the	erning Loaning of Funds
cipal and interest on time. If the	prin-cipal and interest on time.	and Making of
borrower is unable to repay in	The Company shall claims to	En-dorsements/Guarantees
time and needs to be extended,	the collateral or guarantor for	by Public Companies.
a request shall be put up and	indemnity in accordance with	
submitted to the Board of Di-	relevant laws in case of viola-	
rectors for approval, and each	tion.	
extension shall not exceed		
three months and be limited to		
one time, the Company shall		
claims to the collateral or guar-		
antor for indemnity in accord-		
ance with relevant laws in case		
of violation.		

Exhibit F

Comparison Table for the Amendments to The Company's "Rules of Procedure of Shareholders' Meetings"

Comparison Table for the Amendments to The Company's "Rules of Procedure of Shareholders' Meetings"

Original Articles	The Revised Articles	Explanation
6.1.2 The Company shall pre-	6.1.2 The Company shall pre-	Refer to the Paragragh 1,
pare the meeting agenda and	pare electronic versions of the	Article 6 of Corporate
follow the time and procedure	shareholders meeting notice	Governance Best Practice
of related law and regulation,	and proxy forms, and the ori-	Principles for
and upload the meeting agen-	gins of and explanatory mate-	TWSE/GTSM Listed
da and other related infor-	rials relating to all proposals,	Companies.
mation to the Market Obser-	including proposals for ratifi-	
vation Post System (MOPS)	cation, matters for delibera-	
before 21 days before the date	tion, or the election or dismis-	
of a regular shareholders	sal of directors or supervisors,	
meeting or before 15 days be-	and upload them to the Mar-	
fore the date of a special	ket Observation Post System	
shareholders meeting. This	(MOPS) before 30 days before	
Company shall notice the	the date of a regular share-	
convening of shareholders	holders meeting or before 15	
meetings before 30 days be-	days before the date of a spe-	
fore the date of the regular	cial shareholders meeting. The	
shareholders meeting or be-	Company shall prepare elec-	
fore 15 days before the date of	tronic versions of the share-	
the special shareholders	holders meeting agenda and	
meeting.	supplemental meeting materi-	
	als and upload them to the	
	MOPS before 21 days before	
	the date of the regular share-	
	holders meeting or before 15	
	days before the date of the	
	special shareholders meeting.	
	In addition, before 15 days	
	before the date of the share-	
	holders meeting, The Compa-	
	ny shall also have prepared the	
	shareholders meeting agenda	
	and supplemental meeting	
	materials and made them	
	available for review by share-	
	holders at any time. The	
	meeting agenda and supple-	
	mental materials shall also be	
	displayed at The Company	
	and the professional share-	
	holder services agent desig-	
	nated thereby as well as being	
	distributed on-site at the	
	meeting place.	

Original Articles

6.1.4 (a) Election or dismissal of directors: (b) amendments to the articles of incorporation; (c)(i) the dissolution, merger, or demerger of the Company, or (ii) Enter into, amend, or terminate any contract for lease of the Company's business in whole, or for entrusted business, or for regular joint operation with others, or (iii) Transfer the whole or any essential part of the Company's business or assets, or (iv) Accept the transfer of another's whole business or assets, which has great bearing on the business operation of the Company; (d) The approval of the director who does anything for himself or on behalf of another person that is within the scope of the Company's business; (e) To have the whole or a part of the surplus profit distributed in the form of new shares to be issued by the Company. The legal reserve and or the other capital reserve are according to the Article 35 of Memorandum and Articles of Association of the Company; and (f) To carry out private placement of equity-type of securities shall be set out in the notice of the reasons for convening the shareholders meet-

ing. None of the above matters

may be raised by an extraordi-

nary motion.

The Revised Articles

6.1.4 (a) Election or dismissal of directors: (b) amendments to the articles of incorporation; (c)(i) the dissolution, merger, or demerger of the Company, or (ii) Enter into, amend, or terminate any contract for lease of the Company's business in whole, or for entrusted business, or for regular joint operation with others, or (iii) Transfer the whole or any essential part of the Company's business or assets, or (iv) Accept the transfer of another's whole business or assets, which has great bearing on the business operation of the Company; (d) The approval of the director who does anything for himself or on behalf of another person that is within the scope of the Company's business; (e) To have the whole or a part of the surplus profit distributed in the form of new shares to be issued by the Company. The legal reserve and or the other capital reserve are according to the Article 35 of Memorandum and Articles of Association of the Company; and (f) To carry out private placement of equity-type of securities, (g) To issue employee stock warrants that are not subject to the exercise price restriction of not being lower than the closing price of the Company stocks as of the issuing date, and (h) To file for registration of issuance of new restricted employee shares and the related matters, shall be set out in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.

Explanation

Refer to the Article 56-1 and 60-2 of Regulations Governing the Offering and Issuance of Securities by Securities Issuers.

Original Articles	The Revised Articles	Explanation
	6.3.1 The time during which	Newly added, refer to the
	shareholder attendance regis-	Article 6 of Sample Tem-
	trations will be accepted, shall	plate for XX Co., Ltd.
	be at least 30 minutes prior to	Rules of Procedure for
	the time the meeting com-	Shareholders Meetings.
	mences. The place at which	S
	attendance registrations are	
	accepted shall be clearly	
	marked and a sufficient num-	
	ber of suitable personnel as-	
	signed to handle the registra-	
	tions.	
6.3.1 The Company shall fur-	6.3.2 The Company shall furnish	Amend the number of the
nish the attending shareholders	the attending shareholders and	Article.
and their proxies (collectively,	their proxies (collectively,	
"shareholders") with an attend-	"shareholders") with an attend-	
ance book to sign, or attending	ance book to sign, or attending	
shareholders may hand in a	shareholders may hand in a	
sign-in card in lieu of signing	sign-in card in lieu of signing in.	
in.		
6.3.2 The Company shall fur-	6.3.3 The Company shall furnish	Amend the number of the
nish attending shareholders with	attending shareholders with the	Article.
the meeting agenda book, annu-	meeting agenda book, annual	
al report, attendance card,	report, attendance card, speak-	
speaker's slips, voting slips, and	er's slips, voting slips, and other	
other meeting materials. Where	meeting materials. Where there	
there is an election of directors,	is an election of directors,	
pre-printed ballots shall also be	pre-printed ballots shall also be	
furnished.	furnished.	
6.3.3 Shareholders shall attend	6.3.4 Shareholders shall attend	Refer to the Paragragh 1,
shareholders meetings based on	shareholders meetings based on	Article 6 of Corporate
attendance cards, sign-in cards,	attendance cards, sign-in cards,	Governance Best Practice
or other certificates of attend-	or other certificates of attend-	Principles for
ance. Solicitors soliciting proxy	ance. The Company may not	TWSE/GTSM Listed
forms shall also bring identifi-	arbitrarily add requirements	Companies.
cation documents for verifica-	for other documents beyond	
tion.	those showing eligibility to at-	
	tend presented by sharehold-	
	ers. Solicitors soliciting proxy	
	forms shall also bring identifica-	
	tion documents for verification.	
6.3.4 When the government or a	6.3.5 When the government or a	Amend the number of the
juristic person is a shareholder,	juristic person is a shareholder,	Article
it may be represented by more	it may be represented by more	
than one representative at a	than one representative at a	
shareholders meeting. When a	shareholders meeting. When a	
juristic person is appointed to	juristic person is appointed to	

Original Articles	The Revised Articles	Explanation
attend as proxy, it may desig-	attend as proxy, it may designate	•
nate only one person to repre-	only one person to represent it in	
sent it in the meeting.	the meeting.	
6.3. <u>5</u> If a shareholders meeting	6.3.6 If a shareholders meeting	Amend the number of the
is convened by the board of di-	is convened by the board of di-	Article.
rectors, the meeting shall be	rectors, the meeting shall be	
chaired by the chairperson of	chaired by the chairperson of the	
the board. When the chairperson	board. When the chairperson of	
of the board is on leave or for	the board is on leave or for any	
any reason unable to exercise	reason unable to exercise the	
the powers of the chairperson,	powers of the chairperson, the	
the vice chairperson shall act in	vice chairperson shall act in	
place of the chairperson; if there	place of the chairperson; if there	
is no vice chairperson or the	is no vice chairperson or the	
vice chairperson also is on leave	vice chairperson also is on leave	
or for any reason unable to ex-	or for any reason unable to exer-	
ercise the powers of the vice	cise the powers of the vice chairperson, the chairperson	
chairperson, the chairperson shall appoint one of the direc-	chairperson, the chairperson shall appoint one of the directors	
tors to act as chair. Where the	to act as chair. Where the chair-	
chairperson does not make such	person does not make such a	
a designation or the appointed	designation or the appointed di-	
director is for any reason unable	rector is for any reason unable to	
to exercise the powers of the	exercise the powers of the	
chairperson, the directors shall	chairperson, the directors shall	
select from among themselves	select from among themselves	
one person to serve as chair.	one person to serve as chair.	
6.3.6 It is advisable that share-	6.3.7 It is advisable that share-	1. Refer to the Item 6 and
holders meetings convened by	holders meetings convened by	7 of Corporate Gov-
the board of directors be at-	the board of directors be	ernance Rubrics for
tended by a majority of the di-	chaired by the chairperson of	TWSE/GTSM Listed
rector.	the board in person and at-	Listed Companies and
	tended_by a majority of the di-	the Paragraph 2, Article
	rectors, and at least one mem-	6 of Corporate Gov-
	ber of each functional com-	ernance Best Practice
	mittee on behalf of the com-	Principles for
	mittee. The attendance shall	TWSE/GTSM Listed
	be recorded in the meeting	Companies.
	minutes.	2. Amend the number of the Article.
6.3.7 If a shareholders meeting	6.3.8 If a shareholders meeting	Amend the number of the
is convened by a party with	is convened by a party with	Article.
power to convene but other than	power to convene but other than	
the board of directors, the con-	the board of directors, the con-	
vening party shall chair the	vening party shall chair the	
meeting. When there are two or	meeting. When there are two or	
more such convening parties,	more such convening parties,	

Original Articles	The Revised Articles	Explanation
they shall mutually select a	they shall mutually select a chair	•
chair from among themselves.	from among themselves.	
6.3.8 The Company may ap-	6.3.9 The Company may appoint	Amend the number of the
point its attorneys, certified	its attorneys, certified public	Article.
public accountants, or related	accountants, or related persons	
persons retained by it to attend a	retained by it to attend a share-	
shareholders meeting in a	holders meeting in a non-voting	
non-voting capacity.	capacity.	
6.4.2 Except as otherwise pro-	6.4.2 Except as otherwise pro-	Refer to the Article 9 of-
vided by the articles of incorpo-	vided by the articles of incorpo-	Sample Template for XX
rations, when the attending	rations, when the attending	Co., Ltd. Rules of Proce-
shareholders do not represent a	shareholders do not represent a	dure for Share-holders
majority of the total number of	majority of the total number of	Meetings.
issued shares, the chair may	issued shares, the chair may an-	
announce a postponement, pro-	nounce a postponement, pro-	
vided that no more than two	vided that no more than two	
such postponements, for a combined total of no more than 1	such postponements, for a combined total of no more than 1	
hour, may be made. If the	hour, may be made. If the	
quorum is not met after two	quorum is not met after two	
postponements and the attend-	postponements and the attending	
ing shareholders still represent	shareholders still represent less	
less than one third of the total	than one third of the total num-	
number of issued shares, the	ber of issued shares, the chair	
chair shall declare the meeting	shall declare the meeting ad-	
adjourned. If it is necessary to	journed.	
convene a meeting of share-		
holders, another shareholders		
meeting shall be convened ac-		
cording to the articles of in-		
corporations.		
	6.4.3 If the quorum is not met	=
	after two postponements as	Article 9 of Sample Tem-
	referred to in the preceding	plate for XX Co., Ltd.
	paragraph, but the attending	Rules of Procedure for
	shareholders represent one	Shareholders Meetings.
	third or more of the total	
	number of issued shares, a tentative resolution may be	
	adopted pursuant to the	
	Company Act; all sharehold-	
	ers shall be notified of the	
	tentative resolution and an-	
	other shareholders meeting	
	shall be convened within 1	
	month.	
	6.4.4 When, prior to conclu-	Newly added, refer to the
	The state of the s	1

Original Articles	The Revised Articles	Explanation
	sion of the meeting, the at-	Article 9 of Sample Tem-
	tending shareholders repre-	plate for XX Co., Ltd.
	sent a majority of the total	Rules of Procedure for
	number of issued shares, the	Shareholders Meetings.
	chair may resubmit the tenta-	
	tive resolution for a vote by	
	the shareholders meeting	
	pursuant to the Company Act.	
6.8.1 A shareholder shall be en-	6.8.1 A shareholder shall be en-	Refer to the Article 13 of
titled to one vote for each share	titled to one vote for each share	Sample Template for XX
held, except when the shares are	held, except when the shares are	Co., Ltd. Rules of Proce-
restricted shares or are deemed	restricted shares <u>under the</u>	dure for Shareholders
non-voting shares under Articles	Company Act or are deemed	Meetings.
of Association of the Company.	non-voting shares under Articles	
	of Association of the Company.	
6.8.5 Except as otherwise pro-	6.8.5 Except as otherwise pro-	Refer to the Paragraph 3,
vided in the Company Act and	vided in the Company Act and	Article 13 of Corporate
in the Company's articles of in-	in the Company's articles of in-	Governance Best Practice
corporation, the passage of a	corporation, the passage of a	Principles for
proposal shall require an af-	proposal shall require an affirm-	TWSE/GTSM Listed
firmative vote of a majority of	ative vote of a majority of the	Companies.
the voting rights represented by	voting rights represented by the	
the attending shareholders. At	attending shareholders. At the	
the time of a vote, for each pro-	time of a vote, for each pro-	
posal, the chair or a person des-	posal, the chair or a person des-	
ignated by the chair shall first	ignated by the chair shall first	
announce the total number of	announce the total number of	
voting rights represented by the	voting rights represented by the	
attending shareholders.	attending shareholders, followed	
	by a poll of the shareholders.	
	After the conclusion of the	
	meeting, on the same day it is	
	held, the results for each pro-	
	posal, based on the numbers of	
	votes for and against and the	
	number of abstentions, shall	
	be entered into the MOPS.	
6.8.6 Except for the proposals	(Deleted)	Refer to the Article 13 of
listed in the agenda, amend-		Sample Template for XX
ment or replacement proposal		Co., Ltd. Rules of Proce-
to the other proposals submit-		dure for Shareholders
ted by any shareholder or the		Meetings.
original proposal shall be se-		
conded a motion by other		
shareholders.	COCWIL	A
6.8.7 When there is an amend-	6.8.6 When there is an amend-	Amend the number of the
ment or an alternative to a pro-	ment or an alternative to a pro-	Article.

Original Articles	The Revised Articles	Explanation
posal, the chair shall present the	posal, the chair shall present the	•
amended or alternative proposal	amended or alternative proposal	
together with the original pro-	together with the original pro-	
posal and decide the order in	posal and decide the order in	
which they will be put to a vote.	which they will be put to a vote.	
When any one among them is	When any one among them is	
passed, the other proposals will	passed, the other proposals will	
then be deemed rejected, and no	then be deemed rejected, and no	
further voting shall be required.	further voting shall be required.	
6.8.8 Vote monitoring and	6.8. <u>7</u> Vote monitoring and	Amend the number of the
counting personnel for the vot-	counting personnel for the vot-	Article.
ing on a proposal shall be ap-	ing on a proposal shall be ap-	
pointed by the chair, provided	pointed by the chair, provided	
that all monitoring personnel	that all monitoring personnel	
shall be shareholders of the	shall be shareholders of the	
Company.	Company.	1 Defends the Article 12
6.8.9 Vote counting shall be	6.8.8 Vote counting for share-	1. Refer to the Article 13
conducted in public at the place of the shareholders meeting.	holders meeting proposals or elections shall be conducted in	of Sample Template for XX Co., Ltd. Rules of
Immediately the results of the	public at the place of the share-	Procedure for Share-
voting shall be announced	holders meeting. Immediately	holders Meetings.
on-site at the meeting, and a	after vote counting has been	2. Amend the number of
record made of the vote.	completed, the results of the	the Article.
record made of the vote.	voting, including the statistical	the fathere.
	tallies of the numbers of votes,	
	shall be announced on-site at the	
	meeting, and a record made of	
	the vote.	
6.9.1 The election of directors at	6.9.1 The election of directors at	Refer to the Article 14 of
a shareholders meeting shall be	a shareholders meeting shall be	Sample Template for XX
held in accordance with the ap-	held in accordance with the ap-	Co., Ltd. Rules of Proce-
plicable election and appoint-	plicable election and appoint-	dure for Shareholders
ment rules adopted by the	ment rules adopted by the	Meetings.
Company, and the voting results	Company, and the voting results	
shall be announced on-site im-	shall be announced on-site im-	
mediately.	mediately, including the names	
	of those elected as directors	
	and the numbers of votes with which they were elected.	
6.10.4 The Company, shall	6.10.4 The Company, beginning	Refer to the Article 8 of
make an audio and video re-	from the time it accepts	Sample Template for XX
cording of the proceedings of	shareholder attendance regis-	Co., Ltd. Rules of Proce-
the shareholders meeting. The	trations, shall make an unin-	dure for Shareholders
recorded materials of the pre-	terrupted audio and video re-	Meetings.
ceding paragraph shall be re-	cording of the registration	
tained for at least 1 year. If,	procedure , the proceedings of	
however, a shareholder files a	the shareholders meeting, and	

Original Articles	The Revised Articles	Explanation
lawsuit of the improper proce-	the voting and vote counting	
dure for convening a sharehold-	procedures. The recorded mate-	
ers' meeting or the improper	rials of the preceding paragraph	
adopting resolutions, the re-	shall be retained for at least 1	
cording shall be retained until	year. If, however, a shareholder	
the conclusion of the litigation.	files a lawsuit of the improper	
	procedure for convening a	
	shareholders' meeting or the im-	
	proper adopting resolutions, the	
	recording shall be retained until	
	the conclusion of the litigation.	
6.13.3 A resolution may be	6.13.3 A resolution may be	Refer to the Article 18 of
adopted at a shareholders meet-	adopted at a shareholders meet-	Sample Template for XX
ing to defer or resume the	ing to defer or resume the meet-	Co., Ltd. Rules of Proce-
meeting within 5 days.	ing within 5 days in accordance	dure for Shareholders
	with the Company Act.	Meetings.
6.13.4 After a meeting is ad-	(Deleted)	Refer to the Article 18 of
journed, Shareholdes shall not		Sample Template for XX
elect a chairman and resume		Co., Ltd. Rules of
the meeting at the same or		Proce-dure for Shareholders
another venue.		Meetings.

Exhibit G

Comparison Table for the Amendments to the Company's "Rules for Election of Director"

Comparison Table for the Amendments to the Company's "Rules for Election of Director"

Original Articles	The Revised Articles	Explanation
1. Object	1. Object	Amend the wording of arti-
5		cle.
Except as otherwise provided	To ensure a just, fair, and open	cie.
by law and regulation or by	election of directors and super-	
the Company's articles of in-	visors, the rules are set up in	
corporation, elections of di-	order to follow.	
rectors shall be conducted in		
accordance with the rules.		
2. Scope	2. Scope	Amend the wording of ar-
None.	Except as otherwise provided by	ti-cle.
	law and regulation or by the	
	Company's articles of incorpo-	
	ration, elections of directors	
	shall be conducted in accord-	
	ance with the rules.	
(Newly added)	6.1 The qualifications and	Refer to the article 3, 5, 6 of
	nomination for the directors	Sample Template for XXX
	6.1.1 The overall composition of	Co., Ltd. Procedures for
	the board of directors shall be	Election of Directors and
	taken into consideration in the	Supervisors.
	selection of the Company's di-	-
	rectors. The composition of the	
	board of directors shall be de-	
	termined by taking diversity	
	into consideration and formu-	
	lating an appropriate policy on	
	diversity based on the compa-	
	ny's business operations, oper-	
	ating dynamics, and develop-	
	ment needs. It is advisable that	
	the policy include, without be-	
	ing limited to, the following two	
	general standards:	
	(1) Basic requirements and	
	values: Gender, age, nation-	
	ality, and culture.	
	(2) Professional knowledge	
	and skills: A professional	
	background (e.g., law, ac-	
	counting, industry, finance,	
	marketing, technology),	
	professional skills, and in-	
	dustry experience.	
	6.1.2 Each board member shall	
	have the necessary knowledge,	
	nave the necessary knowledge,	

Original Articles	The Revised Articles	Explanation
5	skill, and experience to perform	
	their duties; the abilities that	
	must be present in the board as	
	a whole are as follows:	
	(1)The ability to make judg-	
	ments about operations.	
	(2)Accounting and financial	
	analysis ability.	
	(3) Business management abil-	
	ity.	
	(4) Crisis management ability.	
	(5) Knowledge of the industry.	
	(6)An international market	
	perspective.	
	(7)Leadership ability.	
	(8) Decision-making ability.	
	More than half of the directors	
	shall be persons who have nei-	
	ther a spousal relationship nor a	
	relationship within the second	
	degree of kinship with any other	
	director.	
	The board of directors of the	
	Company shall consider ad-	
	justing its composition based on	
	the results of performance	
	evaluation.	
	6.1.3 The qualifications for the	
	independent directors of the	
	Company shall comply with Ar-	
	ticles 2, 3, and 4 of the Regula-	
	tions Governing Appointment of	
	Independent Directors and	
	Compliance Matters for Public	
	Companies. The election of in-	
	dependent directors of the	
	Company shall comply with Ar-	
	ticles 5, 6, 7, 8, and 9 of the	
	Regulations Governing Ap-	
	pointment of Independent Di-	
	rectors and Compliance Matters	
	for Public Companies, and shall	
	be conducted in accordance	
	with Article 24 of the Corporate	
	Governance Best-Practice Prin-	
	ciples for TWSE/GTSM Listed	
	Companies.	

Original Articles	The Revised Articles	Explanation
3	6.1.4 Elections of both direc-	
	tors and supervisors at the	
	Company shall be conducted in	
	accordance with the candidate	
	nomination system and proce-	
	dures set out in Article 192-1 of	
	the Company Act. The Compa-	
	ny shall review the qualifica-	
	tions, education, working expe-	
	rience, background, and the ex-	
	istence of any other matters set	
	forth in Article 30 of the Com-	
	pany Act with respect to nomi-	
	nee directors and supervisors	
	and may not arbitrarily add	
	requirements for documentation	
	of other qualifications. It shall	
	further provide the results of	
	the review to shareholders for	
	their reference, so that qualified	
	directors and supervisors will	
	be elected.	
	6.1.5 When the number of di-	
	rectors falls below five due to	
	the dismissal of a director for	
	any reason, the Company shall	
	hold a by-election to fill the va-	
	cancy at its next shareholders	
	meeting. When the number of	
	directors falls short by one third	
	of the total number prescribed	
	in the Company's articles of in-	
	corporation, the Company shall	
	call a special shareholders	
	meeting within 60 days from the	
	date of occurrence to hold a	
	by-election to fill the vacancies.	
	When the number of independent directors falls below that	
	prescribed in the Company's	
	articles of incorporation due to	
	the dismissal of a supervisor for	
	any reason, a by-election to fill	
	the vacancy should ideally be	
	held at the next shareholders	
	meeting. When the independ-	
	ent directors are dismissed en	
	che un cerors are dishiissed ell	

Original Articles	The Revised Articles	Explanation
	masse, a special shareholders	•
	meeting shall be called within 60	
	days from the date of occur-	
	rence to hold a by-election to fill	
	the vacancies.	
6.1 The single cumulative vot-	6.2 The cumulative voting method	Refer to the article 7 of
ing method shall be used for	shall be used for election of the	Sample Template for XXX
election of the directors at the	directors at the Company. Each	Co., Ltd. Procedures for
Company. Each share will have	share will have voting rights in	Election of Directors and
voting rights in number equal	number equal to the directors or	Supervisors.
to the directors or supervisors	supervisors to be elected, and may	Amend the number of the
to be elected, and may be cast	be cast for a single candidate or	Article.
for a single candidate or split	split among multiple candidates.	
among multiple candidates.		
6.2 The independent direc-	(Deleted)	
tors of the Company shall be		
set up in accordance with the		
Articles of Association of the		
Company. The election of in-		
dependent directors and		
non-independent directors		
shall be held together; pro-		
vided, however, that the		
number of independent di-		
rectors and non-independent		
directors elected shall be calculated separately. The		
election of independent di-		
rectors shall follow the relat-		
ed law and regulations.		
6.4 Before the election begins,	6.4 Before the election begins, the	Refer to the article 10 of
the chair shall appoint a num-	chair shall appoint a number of	Sample Template for XXX
ber of persons to perform the	persons to perform the respective	Co., Ltd. Procedures for
respective duties of vote mon-	duties of vote monitoring and	Election of Directors and
itoring and counting personnel.	counting personnel. The ballot	Supervisors.
The ballot boxes shall be pre-	boxes shall be prepared by the	Amend the number of the
pared by the Company and	board of directors and publicly	Article.
publicly checked by the vote	checked by the vote monitoring	
monitoring personnel before	personnel before voting com-	
voting commences. Vote mon-	mences.	
itoring personnel shall have		
shareholder status.		
6.6 If a candidate is a share-	6.6 If a candidate is a shareholder,	Amend the wording of Chi-
holder, a voter must enter the	a voter must enter the candidate's	nese article.
candidate's account name and	account name and shareholder	
shareholder account number in	account number in the "candidate"	
the "candidate" column of the	column of the ballot; for a	

Original Articles	The Revised Articles	Explanation
ballot; for a non-shareholder,	non-shareholder, the voter shall	
the voter shall enter the candi-	enter the candidate's full name	
date's full name and identity	and identity card number.	
card number.		
6.9 The voting rights shall be	6.9 The voting rights shall be cal-	Refer to the Article 14 of
calculated on site immediately	culated on site immediately after	Sample Template for XX
after the end of the poll, and	the end of the poll, and the results	Co., Ltd. Rules of Procedure
the results of the calculation	of the calculation, including the	for Shareholders Meetings.
shall be announced by the	list of persons elected as direc-	Newly added the article for
chair.	tors and the numbers of votes	proper custody of the bal-
	with which they were elected,	lots.
	shall be announced by the chair	
	on the site.	
	The ballots for the election re-	
	ferred to in the preceding para-	
	graph shall be sealed with the	
	signatures of the monitoring	
	personnel and kept in proper	
	custody for at least one year. If,	
	however, a shareholder files a	
	lawsuit pursuant to the Com-	
	pany Act, the ballots shall be	
	retained until the conclusion of	
	the litigation.	

IV. Appendices

Appendices A M&A of the Company (Before Amendments)

(The Chinese translation is for reference only, the English version shall prevail)

THE COMPANIES LAW (2012 REVISION) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES

FIFTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

AIRTAC INTERNATIONAL GROUP (亞德客國際集團)

- Incorporated September 16, 2009 -

(as adopted by a Special Resolution dated as of May 22, 2013)

THE COMPANIES LAW (2012 REVISION) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES

FIFTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF

AIRTAC INTERNATIONAL GROUP

(亞徳客國際集團)

(as adopted by a Special Resolution dated as of May 22, 2013)

The name of the Company is AIRTAC INTERNATIONAL GROUP (亞德客國際集團).

The registered office of the Company shall be at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman KY1-1104, 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 the Company shall have full power and authority to carry out any object not prohibited by the Companies Law (2012 Revision) or as the same may be revised from time to time, or any other law of the Cayman Islands.

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

The authorised capital of the Company is New Taiwan Dollars 2,000,000,000, divided into 200,000,000 shares of New Taiwan Dollars 10.00 each, provided always that subject to the provisions of the Companies Law (2012 Revision) as amended and the Articles of Association, the Company shall have power to redeem or purchase any or all of such shares and to sub-divide or consolidate the said shares of any of them and to issue all or any part of its capital whether priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.

The Company has power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

Capitalised terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company.

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THE COMPANIES LAW (2012 REVISION) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES

AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF

AIRTAC INTERNATIONAL GROUP

(亞德客國際集團)

1 Interpretation

1.1 In the Articles Table A in the First Schedule to the Statute does not apply and, unless there is something in the subject or context inconsistent therewith:

"Applicable Public Company Rules"

means the R.O.C. laws, rules and regulations affecting public reporting companies or companies listed on any R.O.C. stock exchange or securities market, including, without limitation, the relevant provisions of the Company Law, Securities and Exchange Law, the Enterprise Mergers and Acquisitions Law, the rules and regulations promulgated by the Ministry of Economic Affairs, the rules and regulations promulgated by the FSC, the rules and regulations promulgated by the TWSE and the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area and its relevant regulations.

"Annual Net Income"

means the audited annual net profit of the Company in respect of the applicable year.

means these articles of association of the Company.

"Company"

"Articles"

means the above named company.

"Directors"

means the directors for the time being of the Company (which, for clarification, includes any and all Independent Director(s)).

"Dividend"

includes an interim dividend.

"Electronic Record"

has the same meaning as in the Electronic Transactions Law.

"Electronic Transactions

Law"

means the Electronic Transactions Law (2003 Revision) of the Cayman

Islands.

"FSC"

means the Financial Supervisory Commission of the R.O.C.

"Independent Directors"

means the Directors who are elected by the Members at a general meeting and designated as "Independent Directors" for the purpose of the Applicable Public Company Rules which are in force from time to time.

"Market Observation Post

System"

means the internet information reporting system designated by the FSC.

"Member"

has the same meaning as in the Statute.

"Memorandum"

means the memorandum of association of the Company.

"Merger"

means a transaction whereby (i) all of the companies participating in such transaction are dissolved, and a new company is incorporated to generally assume all rights and obligations of the dissolved companies or (ii) all but one company participating in such transaction are dissolved, and the surviving company generally assumes all rights and obligations of the dissolved companies, and in each case the consideration for the transaction being the shares of the surviving or newly incorporated company or any other company, cash or other assets.

"Ordinary Resolution"

means a resolution passed by a simple majority of votes cast by the Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting.

"Private Placement"

means obtaining subscriptions for, or the sale of, Shares, options, warrants, rights of holders of debt or equity securities which enable those holders to subscribe further securities (including Shares), or other securities of the Company, either by the Company itself or a person authorized by the Company, primarily from or to specific investors or approved by the Company or such authorized person, but excluding any employee incentive programme or subscription agreement, warrant, option or issuance of Shares under Article 11 of these Articles.

"Register of Members"

means the register maintained in accordance with the Statute and includes (except where otherwise stated) any duplicate Register of Members.

"Registered Office"

means the registered office for the time being of the Company.

"R.O.C."

means the Republic of China.

"Seal"

means the common seal of the Company and includes every duplicate

"Share" and "Shares"

means a share or shares in the Company.

"Share Certificate" and "Share Certificates"

means a certificate or certificates representing a Share or Shares.

"Solicitor"

means any Member, a trust enterprise or a securities agent mandated by Member(s) who solicits an instrument of proxy from any other Member to appoint him/it as a proxy to attend and vote at a general meeting instead of the appointing Member pursuant to the Applicable Public Company Rules.

"Special Resolution"

means a resolution passed by a majority of not less than two-thirds of votes cast by such Members as, being entitled so to do, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as special resolution has been duly given.

"Spin-off"

refers to an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to issue new shares to the transferor company or to shareholders of the transferor company.

"Statute"

means the Companies Law (2012 Revision) of the Cayman Islands.

"Subsidiary" and "Subsidiaries"

means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of that company held by the Company, its subordinate companies and its controlled companies, directly or indirectly, represents more than one half of the total number of issued voting shares or the total share equity of such company.

"Supermajority Resolution"

means (i) a resolution adopted by a majority vote of the Members present and entitled to vote on such resolution at a general meeting attended in person or by proxy by Members who represent two-thirds or more of the total outstanding Shares of the Company or (ii) if the total number of Shares represented by the Members present at the general meeting is less than two-thirds of the total outstanding Shares of the Company, but more than half of the total outstanding Shares of the Company, a resolution adopted at such general meeting by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution.

"TDCC" means the Taiwan Depository & Clearing Corporation.

"Treasury Shares" means a Share held in the name of the Company as a treasury share in

accordance with the Statute.

"TWSE" means the Taiwan Stock Exchange Corporation.

1.2 In the Articles:

- (a) words importing the singular number include the plural number and vice versa;
- (b) words importing the masculine gender include the feminine gender;
- (c) words importing persons include corporations;
- (d) "written" and "in writing" include all modes of representing or reproducing words in visible form, including in the form of an Electronic Record;
- (e) references to provisions of any law or regulation shall be construed as references to those provisions as amended, modified, re-enacted or replaced from time to time;
- (f) any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;
- (g) headings are inserted for reference only and shall be ignored in construing the Articles; and
- (h) Section 8 of the Electronic Transactions Law shall not apply.

2 Commencement of Business

- 2.1 The business of the Company may be commenced as soon after incorporation as the Directors shall see fit.
- 2.2 The Directors may pay, out of the capital or any other monies of the Company, all expenses incurred in or about the formation and establishment of the Company, including the expenses of registration.

3 Issue of Shares

- 3.1 Subject to the provisions, if any, in the Statute, the Memorandum, the Articles and Applicable Public Company Laws (and to any direction that may be given by the Company in general meeting) and without prejudice to any rights attached to any existing Shares, the Directors may allot, issue, grant options over or otherwise dispose of Shares with or without preferred, deferred or other rights or restrictions, whether in regard to Dividend, voting, return of capital or otherwise and to such persons, at such times and on such other terms as they think proper, and the Company shall have power to redeem or purchase any or all of such Shares and to sub-divide or consolidate the said Shares of any of them and to issue all or any part of its capital whether priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide, every issue of Shares whether stated to be Ordinary, Preference or otherwise, shall be subject to the powers on the part of the Company hereinbefore provided.
- 3.2 The Company shall not issue Shares to bearer.
- 3.3 The Company shall not issue any unpaid Shares or partly paid-up Shares.

4 Register of Members

- 4.1 The Directors shall keep, or cause to be kept, the Register of Members at such place as the Directors may from time to time determine and, in the absence of any such determination, the Register of Members shall be kept at the Registered Office.
- 4.2 If the Directors consider it necessary or appropriate, the Company may establish and maintain a branch register or registers of members at such location or locations within or outside the Cayman Islands as the Directors think fit. The principal register and the branch register(s) shall together be treated as the Register of Members for the purposes of the Articles.
- 4.3 For so long as any Shares are listed on the TWSE, title to such listed Shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the TWSE that are or shall be applicable to such listed Shares and the Register of Members maintained by the Company in respect of such listed Shares may be kept by recording the particulars required by section 40 of the Statute in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the TWSE that are or shall be applicable to such listed Shares.

5 Closing Register of Members or Fixing Record Date

5.1 For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend,

or in order to make a determination of Members for any other purpose, the Directors shall determine the period that the Register of Members shall be closed for transfers and such period shall not be less than the minimum period of time as prescribed by the Applicable Public Company Rules.

- 5.2 Subject to Article 5.1 hereof, in lieu of, or apart from, closing the Register of Members, the Directors may fix in advance or arrears a date as the record date for any such determination of Members entitled to notice of, or to vote at any meeting of the Members or any adjournment thereof, or for the purpose of determining the Members entitled to receive payment of any Dividend or in order to make a determination of Members for any other purpose. In the event the Directors designate a record date in accordance with this Article 5.2, the Directors shall make a public announcement of such record date via the Market Observation Post System in accordance with the Applicable Public Company Rules.
- 5.3 The rules and procedures governing the implementation of book closed periods, including notices to Members in regard to book closed periods, shall be in accordance with policies adopted by the Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

6 Share Certificates

- 6.1 Subject to the provisions of the Statute, the Company shall issue Shares without printing Share Certificates for the Shares issued, and the details regarding such issue of Shares shall be recorded by TDCC in accordance with the Applicable Public Company Rules. A Member shall only be entitled to a Share Certificate if the Directors resolve that Share Certificates shall be issued. Share Certificates, if any, shall be in such form as the Directors may determine. Share Certificates shall be signed by one or more Directors authorised by the Directors. The Directors may authorise Share Certificates to be issued with the authorised signature(s) affixed by mechanical process. All Share Certificates shall be consecutively numbered or otherwise identified and shall specify the Shares to which they relate. All Share Certificates surrendered to the Company for transfer shall be cancelled and subject to the Articles. No new Share Certificate shall be issued until the former Share Certificate representing a like number of relevant Shares shall have been surrendered and cancelled.
- 6.2 In the event that the Directors resolve that Share Certificates shall be issued pursuant to Article 6.1 hereof, the Company shall deliver the Share Certificates to the subscribers within thirty days from the date such Share Certificates may be issued pursuant to the Statute, the Memorandum, the Articles and the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such Share Certificates pursuant to the Applicable Public Company Rules.
- 6.3 No Shares may be registered in the name of more than one Member.
- 6.4 If a Share Certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and on the payment of such expenses reasonably incurred by the Company in investigating evidence, as the Directors may prescribe, and (in the case of defacement or wearing out) upon delivery of the old Share Certificate.

7 Preferred Shares

- 7.1 The Company may issue Shares with rights which are preferential to those of ordinary Shares issued by the Company ("**Preferred Shares**") with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and with the approval of a Special Resolution.
- 7.2 Prior to the issuance of any Preferred Shares approved pursuant to Article 7.1 hereof, the Articles shall be amended to set forth the rights and obligations of the Preferred Shares, including but not limited to the following terms, and provided that such rights and obligations of the Preferred Shares shall not contradict the mandatory provisions of Applicable Public Company Rules regarding the rights and obligations of such Preferred Shares, and the same shall apply to any variation of rights of Preferred Shares:
 - (a) Order, fixed amount or fixed ratio of allocation of Dividends and bonus on Preferred Shares:
 - (b) Order, fixed amount or fixed ratio of allocation of surplus assets of the Company;
 - (c) Order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of preferred Members;
 - (d) Other matters concerning rights and obligations incidental to Preferred Shares; and
 - (e) The method by which the Company is authorized or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply.

8 Issuance of New Shares

- 8.1 The issue of new Shares of the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new Shares shall at all times be subject to the sufficiency of the authorised capital of the Company.
- 8.2 Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increases its capital by issuing new Shares for cash, the Company shall make a public announcement and notify each Member that he/she/it is entitled to exercise a pre-emptive right to purchase his/her/its pro rata portion of any new Shares issued in the capital increase in cash. A waiver of such pre-emptive right may be approved at the same general meeting where the subject issuance of new Shares is approved by the Members. The Company shall state in such announcement and notices to the Members that if any Member fails to purchase his/her/its pro rata portion of the newly-issued Shares within the prescribed period, such Member shall be deemed to forfeit his/her/its pre-emptive right to purchase the newly-issued Shares. Subject to Article 6.3, in the event that Shares held by a Member are insufficient for such Member to exercise the pre-emptive right to purchase one newly-issued Share, Shares held by several Members may be calculated together for joint purchase of newly-issued Shares or for purchase of newly-issued Shares in the name of a single Member pursuant to the Applicable Public Company Rules. If the total number of the new Shares to be issued has not been fully subscribed by the Members within the prescribed period, the Company may offer any un-subscribed new Shares to be issued to the public in Taiwan or to specific person or persons according to the Applicable Public Company Rules.

- 8.3 Where the Company increases its capital in cash by issuing new Shares in Taiwan, the Company shall allocate 10% of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not necessary or appropriate, as determined by the Directors according to the Applicable Public Company Rules and/or the instruction of the FSC or TWSE, for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned 10% is resolved by a general meeting to be offered, the percentage determined by such resolution shall prevail.
- 8.4 Members' rights to subscribe for newly-issued Shares may be transferred independently from the Shares from which such rights are derived. The rules and procedures governing the transfer of rights to subscribe for newly-issued Shares shall be in accordance with policies established by the Company from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 8.5 The pre-emptive right of Members provided under Article 8.2 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 with another company, or the Spin-off of the Company, 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 referenced in Article 11; (c) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire Shares; (d) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire Shares; (e) in connection with a Private Placement or (f) in connection with the issue of Restricted Shares in accordance with Article 8.7.
- 8.6 The periods of notice and other rules and procedures for notifying Members and implementing the exercise of the Members' pre-emptive rights shall be in accordance with policies established by the Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 8.7 The Company may, with the approval of a Supermajority Resolution in a general meeting, issue new Shares with restricted rights to the employees of the Company ("Restricted Shares") and the provision of Article 8.2 shall not apply to any such issue of Restricted Shares. The terms of issue of Restricted Shares, including, but not limited to the number, issue price and issue conditions shall comply with the Applicable Public Company Rules.
- 8.8 Subject to the provisions of the Statute, the Company may, by resolutions of the Members passed at a general meeting attended by Members who represent a majority of the outstanding Shares and approved by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution, conduct Private Placements, and shall comply with the Applicable Public Company Rules to determine, inter alias, the purchaser(s), the types of securities, the determination of the offer price, and the restrictions on transfer of securities of such Private Placement.

9 Transfer of Shares

- 9.1 Subject to the Statute and the Applicable Public Company Rules, Shares issued by the Company shall be freely transferable.
- 9.2 Subject to these Articles and the Applicable Public Company Rules, any Member may transfer all or any of his Shares by an instrument of transfer.

- 9.3 The transferor shall be deemed to remain the holder of a Share until the name of the transferee is entered in the Register of Members.
- 9.4 Notwithstanding Article 9.2 above, transfers of Shares which are listed on the TWSE may be effected by any method of transferring or dealing in securities permitted by the TWSE which is in accordance with the Applicable Public Companies Rules and which has been approved by the Board for such purpose.

10 Repurchase of Shares

- 10.1 Subject to the provisions of the Statute, the Applicable Public Company Rules, the Memorandum and these Articles, the Company may repurchase its own Shares listed on the TWSE on such terms as are approved by resolutions of the Directors passed at a meeting of the board of Directors attended by more than two-thirds of members of the board and approved by a majority of the Directors present at such meeting, provided that any such repurchase shall be in accordance with the Applicable Public Company Rules. In the event that the Company proposes to purchase any Shares listed on the TWSE pursuant to this Article, the approval of the board of Directors and the implementation thereof shall be reported to the Members at the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall apply even if the Company does not implement the repurchase proposal for any reason.
- 10.2 The board of Directors may, prior to the purchase or redemption of any Share under Article 10.1, determine that such Share shall be held as Treasury Share.
- 10.3 Subject to the provisions of the Statute, these Articles and the Applicable Public Company Rules, the Directors may determine to cancel a Treasury Share or transfer a treasury Share to the employees on such terms they think proper (including, without limitation, for nil consideration).
- Notwithstanding Article 10.3, if the Company repurchases any Shares traded on the TWSE and hold such Shares as Treasury Shares (the "Repurchased Treasury Shares"), any proposal to transfer the Repurchased Treasury Shares to any employees of the Company by the Company at the price below the average repurchase price paid by the Company for Repurchased Treasury Shares (the "Average Purchase Price") shall require the approval of a resolution passed by two-thirds or more of the Members present at the next general meeting who hold a majority of the total number of the Company's outstanding shares as at the date of such general meeting, and the following matters shall be indicated in the notice of general meeting, with a summary of the material content to be discussed, and shall not be brought up as an ad hoc motion:
 - (a) The transfer price, the discount ratio, the bases of calculations, and the rationality thereof;
 - (b) The number of shares to be transferred, the purpose, and the rationality thereof;
 - (c) Qualification requirements for employees to subscribe to the Repurchased Treasury Shares, and the number of Repurchased Treasury Shares they are allowed to subscribe for; and
 - (d) Factors affecting the shareholders' equity of the Company:
 - (i) The expensable amount, and dilution of the Company's earnings per share.

- (ii) To explain what financial burden will be imposed on the Company by transferring the Repurchased Treasury Shares to its employees at the price below the Average Purchase Price.
- 10.5 The aggregate number of Treasury Shares to be transferred to employees pursuant to Article 10.4 shall not exceed 5 percent of the Company's total issued and outstanding shares as at the date of transfer of any Treasury Shares and the aggregate number of Treasury Shares transferred to any individual employee shall not exceed 0.5 percent of the Company's total issued and outstanding shares as at the date of transfer of any Treasury Shares to such employee. The Company may impose restrictions on the transfer of such Shares by the employee for a period of no more than two years.
- Notwithstanding anything to the contrary contained in Article 10.1 to 10.5, and subject to the Statute and the Applicable Public Company Rules, the Company may, with the approval of an Ordinary Resolution, compulsorily redeem or repurchase Shares by the Company for cancellation, provided that such redemption or repurchase will be effected pro rata based on the percentage of shareholdings of the Members, unless otherwise provided for in the Statute or the Applicable Public Company Rules. Payments in respect of any such redemption or repurchase, if any, may be made either in cash or by distribution of specific assets of the Company, as specified in the Ordinary Resolution approving the redemption or repurchase, provided that (a) the relevant Shares will be cancelled upon such redemption or repurchase and will not be held by the Company as Treasury Shares, and (b) where assets other than cash are distributed to the Members, the type of assets, the value of the assets and the corresponding amount of such substitutive distribution shall be (i) assessed by an ROC certified public account before being submitted to the Members for approval and (ii) agreed to by the Member who will receive such assets.

11 Employee Incentive Programme

- 11.1 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 incentive programmes and may issue Shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries. The rules and procedures governing such incentive programme(s) shall be in accordance with policies established by the Directors from time to time in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 11.2 Options, warrants or other similar instruments issued in accordance with Article 11.1 above are not transferable save by inheritance.
- 11.3 The Company may enter into share option agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 11.1 above, whereby employees may subscribe, within a specific period of time, a specific number of the Shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programme.
- Directors of the Company and its Subsidiaries shall not be eligible for the employee incentive programmes under this Article 11, provided that directors who are also employees of the Company or its Subsidiaries may participate in an employee incentive programme in their capacity as an employee and not as a director of the Company or its Subsidiaries.

12 Variation of Rights of Shares

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

13 Transmission of Shares

- 13.1 If a Member dies, the survivor or survivors where he was a joint holder, or his legal personal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest. The estate of a deceased Member is not thereby released from any liability in respect of any Share which had been jointly held by him.
- 13.2 Any person becoming entitled to a Share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any way other than by transfer) shall give written notice to the Company and, upon such evidence being produced as may from time to time be required by the Directors, may elect, by a notice in writing sent by him, either to become the holder of such Share or to have some person nominated by him become the holder of such Share.

14 Amendments of Memorandum and Articles of Association and Alteration of Capital

- 14.1 Subject to the provisions of the Statute and the provisions of these Articles as regards the matters to be dealt with by Ordinary Resolution, the Company may by Special Resolution:
 - (a) change its name;
 - (b) alter or add to these Articles;
 - (c) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein;
 - (d) reduce its share capital and any capital redemption reserve fund; and
 - (e) increase its authorised share capital by such sum as the resolution shall prescribe or cancel any Shares that at the date of the passing of the resolution have not been taken or agreed to be taken by any person, provided that in the event of any change to its authorised share capital, the Company shall also procure the amendment of its Memorandum by the Members to reflect such change.

- 14.2 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company shall not, without a Supermajority Resolution:
 - (a) sell, transfer or lease of whole business of the Company or other matters which has a material effect on the Members' rights and interests;
 - (b) discharge or remove any Director;
 - (c) approve any action by one or more Director(s) who is engaging in business conduct for him/herself or on behalf of another person that is within the scope of the Company's business;
 - (d) effect any capitalization of distributable Dividends and/or bonuses and/or any other amount prescribed under Article 35 hereof;
 - (e) effect any Merger, Spin-off or Private Placement, provided that any Merger which falls within the definition of "merger and/or consolidation" under the Statute shall also be subject to the requirements of the Statute;
 - (f) enter into, amend, or terminate any agreement for lease of the Company's whole business, or for entrusted business, or for frequent joint operation with others;
 - (g) transfer its business or assets, in whole or in any essential part, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or
 - (h) acquire or assume the whole business or assets of another person, which has material effect on the Company's operation.
- 14.3 Subject to the provisions of the Statute, the provisions of these Articles, and the quorum requirement under the Applicable Public Company Rules, with regard to the dissolution procedures of the Company, the Company shall pass
 - (a) an Ordinary Resolution, if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as they fall due; or
 - (b) a Special Resolution, if the Company resolves that it be wound up voluntarily for reasons other than the reason stated in Article 14.3(a) above.

15 Registered Office

Subject to the provisions of the Statute, the Company may by resolution of the Directors change the location of its Registered Office.

16 General Meetings

- 16.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 16.2 The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year, and shall specify the meeting as such in the notices calling it. At these meetings, the report of the Directors (if any) shall be presented.

- 16.3 The Company shall hold an annual general meeting every year.
- The general meetings shall be held at such time and place as the Directors shall appoint provided that unless otherwise provided by the Statute or this Article 16.4, the general meetings shall be held in Taiwan. For general meetings to be held outside Taiwan, the Company shall comply with the relevant procedures and approvals prescribed by the relevant authority in Taiwan. Where a general meeting is to be held outside Taiwan, the Company shall engage a professional securities agent in Taiwan to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).
- 16.5 The Directors may call general meetings, and they shall on a Members requisition forthwith proceed to convene an extraordinary general meeting of the Company.
- 16.6 A Members requisition is a requisition of Member(s) of the Company holding at the date of deposit of the requisition not less than 3% of the total number of the outstanding Shares at the time of requisition and whose Shares shall have been held by such Member(s) for at least one year.
- 16.7 The requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more requisitionists.
- 16.8 If the Directors do not within fifteen days from the date of the deposit of the requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting in accordance with the Applicable Public Company Rules.

17 Notice of General Meetings

- 17.1 At least thirty days' notice to each Member shall be given of any annual general meeting, and at least fifteen days' notice to each Member shall be given of any extraordinary general meeting. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting and the general nature of the business and shall be given in the manner hereinafter mentioned, or be given via electronic means if agreed thereon by the Members, or be given in such other manner, if any, as may be prescribed by the Company, provided that a general meeting of the Company shall, whether or not the notice specified in this regulation has been given and whether or not the provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed by all the Members (or their proxies) entitled to attend such general meeting.
- 17.2 The accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any Member entitled to receive notice shall not invalidate the proceedings of that general meeting.
- 17.3 The Company shall, thirty days prior to any annual general meeting, and fifteen days prior to any extraordinary general meeting, transform the notice of such general meeting, instrument of proxy, the businesses and their explanatory materials of any sanction, discussion, election or removal of Directors into electronic format and transmitted such to the Market Observation Post System. If the voting power in any general meeting will be exercised by way of a written

- ballot, the written ballot and the aforementioned information of such general meeting shall together be delivered to each Member..
- 17.4 Before a general meeting, the Company shall prepare a meeting handbook of the relevant general meeting and supplemental materials for Members' inspection, which will be placed at the Company and the securities agent of the Company, distributed at the meeting venue, and shall be transmitted to the Market Observation Post System in accordance with and within the period required by the Applicable Public Company Rules.
- 17.5 Matters pertaining to (a) election or discharge of Directors, (b) alteration of the Articles, and (c) (i) dissolution, Merger or Spin-off, (ii) entering into, amending, or terminating any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others, (iii) transfer of the whole or any material part of the business or assets of the Company, (iv) acceptance of the transfer of the whole business or assets of another person, which has a material effect on the business operation of the Company, and (d) (i) ratification of an action by Director(s) who engage(s) in business for him/herself or on behalf of another person that is within the scope of the Company's business, (e) distribution of the whole or a part of the surplus profit of the Company in the form of new Shares, capitalization of statutory reserve and any other amount in accordance with Article 35, and (f) the Private Placement of any equity-type securities issued by the Company, shall be indicated in the notice of general meeting, with a summary of the material content to be discussed, and shall not be brought up as an ad hoc motion.
- 17.6 The board of Directors shall keep the Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's registrar (if applicable) and the Company's securities agent located in Taiwan. The Members may request, from time to time, by submitting document(s) evidencing his/her interests involved and indicating the designated scope of the inspection, access to inspect, review or make copies of the foregoing documents.
- 17.7 The Company shall make all statements and records prepared by the board of Directors and the report prepared by the audit committee, if any, available at the office of its registrar (if applicable) and its securities agent located in Taiwan in accordance with Applicable Public Company Rules and the Statute. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such an inspection and review.

18 Proceedings at General Meetings

- 18.1 No business shall be transacted at any general meeting unless a quorum is present. Unless otherwise provided in the Articles, Members present in person or by proxy, representing more than one-half of the total outstanding Shares, shall constitute a quorum for any general meeting.
- 18.2 The board of Directors shall submit business reports, financial statements and proposals for distribution of profits or covering of losses prepared by it for the purposes of annual general meetings of the Company for ratification or approval by the Members as required by the Applicable Public Company Rules. After ratification or approval by the general meeting, the board of Directors shall distribute or make publicly available on the Market Observation Post System the copies of the ratified financial statements and the Company's resolutions on the al-

- location and distribution of profits or covering of loss, to each Member in accordance with the Applicable Public Company Rules.
- 18.3 Unless otherwise expressly provided herein and subject to the Applicable Public Company Rules, if a quorum is not present at the time appointed for the general meeting or if during such a general meeting a quorum ceases to be present, the chairman may postpone the general meeting to a later time, provided, however, that the maximum number of times a general meeting may be postponed shall be two and the total time postponed shall not exceed one hour. If the general meeting has been postponed for two times, but at the postponed general meeting a quorum is still not present, the chairman shall declare the general meeting is dissolved, and if it is still necessary to convene a general meeting, it shall be reconvened as a new general meeting in accordance with the Articles.
- 18.4 If a general meeting is called by the Directors, the chairman of the Directors shall preside as the chair of such general meeting. In the event that the chairman is on a leave of absence, or is unable to exercise his powers and authorities, the vice chairman of the Directors shall act in lieu of the chairman. If there is no vice chairman of the Directors, or if the vice chairman of the Directors is also on leave of absence, or cannot exercise his powers and authorities, the chairman shall designate a Director to chair such general meeting. If the chairman does not designate a proxy or if such chairman's proxy cannot exercise his powers and authorities, the Directors who are present at the general meeting shall elect one from among themselves to act as the chair at such general meeting in lieu of the chairman. If a general meeting is called by any person(s) other than the Directors, the person(s) who has called the meeting shall preside as the chair of such general meeting; and if there is more than one person who has called a general meeting, such persons shall elect one from among themselves to act as the chair of such general meeting.
- 18.5 A resolution put to the vote of the meeting shall be decided on a poll. No resolution put to the vote of the meeting shall be decided by a show of hands. In computing the required majority when a poll is demanded regard should be had to the number of votes to which each Member is entitled by the Articles.
- 18.6 In the case of an equality of votes, the chairman shall not be entitled to a second or casting vote.
- 18.7 Nothing in the Articles shall prevent any Member from issuing proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the improper convening of any general meeting or the improper passage of any resolution. The Taipei District Court, R.O.C., shall be the court of the first instance for adjudicating any disputes arising out of the foregoing.
- 18.8 Unless otherwise expressly required by the Statute, 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.
- 18.9 Member(s) holding 1% or more of the total number of outstanding Shares immediately prior to the relevant book closed period may propose to the Company a proposal for discussion at an annual general meeting in writing to the extent and in accordance with the rules and procedures of general meetings proposed by the Directors and approved by an Ordinary Resolution. Proposals shall not be included in the agenda where (a) the proposing Member(s) holds less than 1% of the total number of outstanding Shares, (b) where the matter of such proposal may not be resolved by a general meeting, (c) the proposing Member has proposed more than one pro-

posal or (d) such proposal is submitted on a day beyond the deadline announced by the Company for accepting the Member's proposals.

19 Votes of Members

- 19.1 Subject to any rights or restrictions attached to any Shares, every Member who is present in person or by proxy shall have one vote for every Share of which he is the holder.
- 19.2 No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of Shares unless he is registered as a Member on the record date for such meeting nor unless all calls or other monies then payable by him in respect of Shares have been paid.
- 19.3 Any objection raised to the qualification of any voter by a Member having voting rights shall be referred to the chairman whose decision shall be final and conclusive.
- 19.4 Votes may be cast either personally or by proxy. A Member may appoint only one proxy under one instrument to attend and vote at a meeting.
- 19.5 A Member holding more than one Share is required to cast the votes in respect of his Shares in the same way on any resolution; provided that, if a Member holds Shares on behalf of others, such Member may, to the extent permissible by the provisions of the Statute, cast the votes of the Shares in different ways pursuant to the Applicable Public Company Rules.
- 19.6 If a general meeting is to be held in Taiwan, the Directors may determine in their discretion that the voting power of a Member at such general meeting may be exercised by way of a written ballot or by way of an electronic transmission. If a general meeting is to be held outside of Taiwan, the methods by which Members are permitted to exercise their voting power shall include written ballot or voting by way of an electronic transmission. Where these methods of exercising voting power are to be available at a general meeting, they shall be described in the general meeting notice given to the Members in respect of the relevant general meeting, and the Member voting by written ballot or electronic transmission shall submit such vote to the Company two days prior to the date of the relevant meeting. In case that there are duplicate submissions, the first received by the Company shall prevail. A Member exercising voting power by way of a written ballot or by way of an electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Public Company Rules. The chairman, acting as proxy of a Member, shall not exercise the voting right of such Member in any way not stipulated in the written or electronic document, nor exercise any voting right in respect of any resolution revised at the meeting or any impromptu proposal at the meeting. A Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc resolution or amendment to the original agenda items to be resolved at the said general meeting. Should the chairman not observe the instructions of a Member in exercising such Member's voting right in respect of any resolution, the Shares held by such Member shall not be included in the calculation of votes in respect of such resolution but shall nevertheless be included in the calculation of quorum for the meeting...
- 19.7 A Member who has submitted a vote by written ballot or electronic transmission pursuant to Article 19.6 may, at least two days prior to the date of the relevant general meeting, revoke

such vote by written ballot or electronic transmission and such revocation shall constitute a revocation of the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6. If a Member who has submitted a written ballot or electronic transmission pursuant to Article 19.6 does not submit such a revocation before the prescribed time, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6 shall not be revoked and the chairman of the general meeting shall exercise the voting right of such Member in accordance with that proxy.

19.8 If, subsequent to submitting a written ballot or electronic transmission pursuant to Article 19.6, a Member submits a proxy appointing a person of the general meeting as his proxy to attend the relevant general meeting on his behalf, then the subsequent appointment of that person as his proxy shall be deemed to be a revocation of such Member's deemed appointment of the chairman of the general meeting as his proxy pursuant to Article 19.6.

20 Proxies

- An instrument of proxy shall be in writing, be executed under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation under the hand of an officer or attorney duly authorised for that purpose. A proxy need not be a Member of the Company.
- 20.2 Obtaining an instrument of proxy for attendance of general meetings shall be subject to the following conditions:
 - (a) the instrument of proxy shall not be obtained in exchange for money or any other interest, provided that this provision shall not apply to souvenirs for a general meeting distributed on behalf of the Company or reasonable fees paid by the Solicitor to any person mandated to handle proxy solicitation matters;
 - (b) the instrument of proxy shall not be obtained in the name of others; and
 - (c) an instrument of proxy obtained through solicitation shall not be used as a non-solicited instrument of proxy for attendance of a general meeting.
- 20.3 Except for the securities agent, a person shall not act as the proxy for more than thirty Members. Any person acting as proxy for three or more Members shall submit to the Company or its securities agent (a) a statement of declaration declaring that the instruments of proxy are not obtained for the purpose of soliciting on behalf of himself/herself or others; (b) a schedule showing details of such instruments of proxy; and (c) the signed or sealed instruments of proxy, in each case, five days prior to the date of the general meeting.
- 20.4 The Company may mandate a securities agent to act as the proxy for the Members for any general meeting provided that no resolution in respect of the election of Directors is proposed to be voted upon at such meeting. Matters authorized under the mandate shall be stated in the instructions of the instruments of proxy for the general meeting concerned. A securities agent acting as the proxy shall not accept general authorisation from any Member, and shall, within five days after each general meeting of the Company, prepare a compilation report of general meeting attendance by proxy comprising the details of proxy attendance at the general meeting, the status of exercise of voting rights under the instrument of proxy, a copy of the contract, and other matters as required by the R.O.C. securities competent authorities, and maintain the compilation report available at the offices of the securities agent.

- 20.5 Except for a Member appointing the chairman of a general meeting as his proxy through written ballot or electronic transmission in the exercise of voting power pursuant to Article 19.6 or for trust enterprises organized under the laws of the R.O.C. or a securities agent approved pursuant to Applicable Public Company Rules, in the event a person acts as the proxy for two or more Members, the sum of Shares entitled to be voted as represented by such proxy shall be no more than 3% of the total outstanding voting Shares immediately prior to the relevant book closed period; any vote in respect of the portion in excess of such 3% threshold shall not be counted. For the avoidance of doubt, the number of the Shares to be represented by a securities agent mandated by the Company in accordance with Article 20.4 shall not be subject to the limit of 3% of the total number of the outstanding voting Shares set forth herein.
- 20.6 The Shares represented by a person acting as the proxy for three or more Members shall not be more than four times of the number of Shares held by such person and shall not exceed 3% of the total number of the outstanding Shares.
- 20.7 In the event that a Member exercises his/her/its voting power by means of a written ballot or by means of electronic transmission and has also authorized a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any member who has authorised a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at least two days prior to such general meeting, serve the Company with a separate notice revoking his previous appointment of proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.
- 20.8 Each Member is only entitled to execute one instrument of proxy to appoint one proxy. The instrument of proxy shall be deposited at the Registered Office or at such other place as is specified for that purpose in the notice convening the meeting. In case that there are duplicate instruments of proxy received by the Company, the first to be received by the Company shall prevail unless an explicit written statement is made by the relevant Member to revoke the previous instrument of proxy in the later received instrument of proxy.
- 20.9 The instrument of proxy shall be in the form approved by the Company and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Member, proxy and the Solicitor (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.
- 20.10 In the event that a resolution in respect of the election of Directors is proposed to be voted upon at a general meeting, each instrument of proxy for such meeting shall be tallied and verified by the Company's securities agent or any other mandated securities agent prior to the time for holding the general meeting. The following matters should be verified:
 - (a) whether the instrument of proxy is printed under the authority of the Company;
 - (b) whether the instrument of proxy is signed or sealed by the appointing Member; and
 - (c) whether the Solicitor or proxy (as the case may be) is named in the instrument of proxy and whether the name is correct.

- 20.11 The material contents required to be stated in the instruments of proxy, the meeting handbook or other supplemental materials of such general meeting, the written documents and advertisement of the Solicitor for proxy solicitation, the schedule of the instruments of proxy, the proxy form and other documents printed and published under the authority of the Company shall not contain any false statement or omission.
- 20.12 Votes given in accordance with the terms of an instrument of proxy shall be valid unless notice in writing was received by the Company at the Registered Office at least two days prior to the commencement of the general meeting, or adjourned meeting at which it is sought to use the proxy. The notice must set out expressly the reason for the revocation of the proxy, whether due to the incapacity or the lack in authority of the principal at the time issuing the proxy or otherwise.
- 20.13 A Member who has appointed a proxy shall be entitled to make a request to the Company or its securities agent for examining the way in which his instrument of proxy has been used, within seven days after the relevant general meeting.
- 20.14 If a general meeting is to be held outside of R.O.C., the Company shall engage a professional securities agent within the R.O.C. to handle the voting by the Members.

21 Proxy Solicitation

Subject to the provisions of the Statute, matters regarding the solicitation of proxies shall be handled in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies of the R.O.C.

22 Dissenting Member's Appraisal Right

- 22.1 In the event any of the following resolutions is adopted at general meetings, any Member who has notified the Company in writing of his objection to such a resolution prior to the meeting and has raised again his/her objection at the meeting, may request the Company to buy back all of his/her Shares at the then prevailing fair price:
 - (a) The Company enters into, amends, or terminates any agreement for any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to other or the regular joint operation of the Company with others;
 - (b) The Company transfers the whole or a material part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or
 - (c) The Company accepts the transfer of the whole business or assets of another person, which has a material effect on the Company's business operations.
- In the event any part of the Company's business is Spun Off or involved in any Merger with any other company, the Member, who has forfeited his right to vote on such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the general meeting, may request the Company to buy back all of his/her Shares at the then prevailing fair price.

- 22.3 The request prescribed in the preceding two Articles shall be delivered to the Company in writing, stating therein the types and numbers of Shares to be repurchased, within twenty days after the date of such resolution. In the event the Company has reached an agreement in regard to the purchase price with the requested Member in regard to the Shares of such Member (the "appraisal price"), the Company shall pay such price within ninety days after the date on which the resolution was adopted. In the event the Company fails to reach such agreement with the Member within sixty days after the resolution date, the Member may, within thirty days after such sixty-day period, file a petition to any competent court of the R.O.C. for a ruling on the appraisal price, and such ruling by such R.O.C. court shall be binding and conclusive as between the Company and requested Member solely with respect to the appraisal price.
- 22.4 The payment of appraisal price shall be made at the same time as the delivery of Share Certificates, and transfer of such Shares shall be effective at the time when the transferee's name is entered on the Register of Members.

23 Corporate Members

Any corporation or entity which is a Member may in accordance with its constitutional documents, or in the absence of such provision by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members, and the person so authorised shall be entitled to exercise the same powers on behalf of the such corporate Member which he represents as the corporation could exercise if it were an individual Member.

24 Shares that May Not be Voted

- 24.1 Shares in the Company that are beneficially owned by the Company (including Subsidiaries) shall not be voted, directly or indirectly, at any general meeting and shall not be counted in determining the total number of outstanding Shares at any given time.
- A Member who has a personal interest in any motion discussed at a general meeting, which interest may be in conflict with those of the Company, shall abstain from voting such Member's Shares in regard to such motion but such Shares may be counted in determining the number of Shares of the Members present at the such general meeting for the purposes of determining the quorum. The aforementioned Member shall also not vote on behalf of any other Member.
- 24.3 If any Director creates or has created security over any Shares held by him, then he shall notify the Company of such security. If at any time the security created by a Director is in respect of more than half of the Shares held by him at the time of his appointment, then the voting rights attached to the Shares held by such Director at such time shall be reduced, such that the Shares over which security has been created which are in excess of half of the Shares held by the Director at the date of his appointment shall not carry voting rights and shall not be counted in the number of votes casted by the Member at a general meeting.

25 Directors

25.1 There shall be a board of Directors consisting of no less than nine persons and no more than fifteen persons, including Independent Directors, each of whom shall be appointed to a term of office of three (3) years. Directors may be eligible for re-election. The Company may from time to time by the resolution of Directors increase or reduce the number of Directors subject

- to the above number limitation provided that the requirements by relevant laws and regulations (including but not limited to any listing requirements) are met.
- 25.2 Unless otherwise approved by TWSE, not more than half of the total number of Directors can have a spousal relationship or familial relationship within the second degree of kinship with any other Directors.
- 25.3 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 25.2 hereof, the non-qualifying Director(s) who was elected with the fewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided in Article 25.2 hereof. Any person who has already served as Director but is in violation of the aforementioned requirements shall vacate the position of Director automatically.
- 25.4 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 R.O.C. and at least one of the same shall have accounting or financial expertise.
- 25.5 Independent Directors shall have professional knowledge and shall maintain independence within the scope of their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be governed by the Applicable Public Company Rules.
- 25.6 Any Member(s) holding 3% or more of the Company's issued capital for at least one year may in writing request the Independent Directors member of the Audit Committee to bring action against the Directors in a court of competent jurisdiction. If such action is not brought within thirty days after the request by the Member, such Member may bring the action in a court of competent jurisdiction in the name of the Company.

26 Powers of Directors

- 26.1 Subject to the provisions of the Statute, the Memorandum and the Articles and to any directions given by Ordinary Resolution, Special Resolution or Supermajority Resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. A duly convened meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
- All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall determine by resolution.
- 26.3 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock, mortgages, bonds and other such securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

- 26.4 The Company may purchase liability insurance for Directors and the Directors shall determine terms of such insurance by resolution, taking into account the standards of the industry within the R.O.C. and overseas.
- The Directors shall faithfully carry out their duties with care, and may be held liable for the damages suffered by the Company for any violation of such duty. The Company may by Ordinary Resolution of any general meeting demand the Directors to disgorge any profit realised from such violation and regard the profits realised as the profits of the Company as if such violation was made for the benefit of the Company. The Directors shall indemnify the Company for any losses or damages incurred by the Company if such loss or damage is incurred as a result of a Director's breach of laws or regulations in the course of performing his duties. The duties of the Directors shall also apply to the managers of the Company.

27 Appointment and Removal of Directors

- 27.1 The Company may by a majority or, if less than a majority, the most number of votes, at any general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 27.2 below. The Company may by Supermajority Resolution remove any Director. Members present in person or by proxy, representing more than one-half of the total outstanding Shares shall constitute a quorum for any general meeting to elect one or more Directors
- 27.2 Directors shall be elected pursuant to a cumulative voting mechanism pursuant to a poll vote, the procedures for which has been approved and adopted by the Directors and also by an Ordinary Resolution, where the number of votes exercisable by any Member shall be the same as the product of the number of Shares held by such Member and the number of Directors to be elected ("Special Ballot Votes"), and the total number of Special Ballot Votes cast by any Member may be consolidated for election of one Director candidate or may be split for election amongst multiple Director candidates, as specified by the Member pursuant to the poll vote ballot. There shall not be votes which are limited to class, party or sector, and any Member shall have the freedom to specify whether to concentrate all of its votes on one or any number of candidate(s) without restriction. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a Director elect, and where more than one Director is being elected, the top candidates to whom the votes cast represent a prevailing number of votes relative to the other candidates shall be deemed directors elect. The rule and procedures for such cumulative voting mechanism shall be in accordance with policies proposed by the Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Memorandum, the Articles and the Applicable Public Company Rules.
- 27.3 The Directors may adopt a candidate nomination mechanism which is in compliance with Applicable Public Company Rules. The rules and procedures for such candidate nomination shall be in accordance with policies proposed by the Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules. Such candidate nomination mechanism in compliance with Applicable Public Company Rules shall also be used for an election of Independent Directors.
- 27.4 If a Member is a corporation, the authorised representative of such Member may be elected as Director. If such Member has more than one authorised representative, each of the authorised representatives of such Member may be nominated for election at a general meeting.

28 Vacation of Office of Director

- 28.1 The Company may from time to time by Ordinary Resolution remove all Directors from office before the expiration of his term of office notwithstanding anything in the Articles to the contrary and may elect new Directors to fill such vacancies in accordance with Article 27.1, and unless the resolution approving such removal and election provide otherwise, the existing Directors' office shall be deemed discharged upon the passing of such resolution prior to the expiration of such Directors' applicable term of office.
- 28.2 In the event of any of the following events having occurred in relation to any Director, such Director shall be vacated automatically:
 - (a) he gives notice in writing to the Company that he resigns the office of Director;
 - (b) he dies, becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (c) an order is made by any competent court or official on the grounds that he is or will be suffering from mental disorder or is otherwise incapable of managing his affairs, or his/her legal capacity is restricted according to the applicable laws;
 - (d) he commits a felony and is subsequently adjudicated guilty by a final judgment, and the time elapsed since he has served the full term of the sentence is less than five years; or
 - (e) he commits any criminal offence of fraud, breach of trust or misappropriation and is subsequently punished with imprisonment for a term of more than one year, and the time elapsed since he has served the full term of such sentence is less than two years;
 - (f) he is adjudicated guilty by a final judgment for misappropriating Company or public funds during the time of his service, and the time elapsed after he has served the full term of such sentence is less than two years;
 - (g) he is dishonoured for unlawful use of credit instruments, and the term of such sanction has not expired yet;
 - (h) the Members resolve by a Supermajority Resolution that he should be removed as a Director; or
 - (i) in the event that he has, in the course of performing his duties, committed any act resulting in material damage to the Company or in serious violation of applicable laws and/or regulations or the Memorandum and the Articles, but has not been removed by the Company pursuant to a Supermajority Resolution vote, then any Member(s) holding 3% or more of the total number of outstanding Shares shall have the right, within thirty days after that general meeting, to petition any competent court for the removal of such Director, at the Company's expense and such Director shall be removed upon the final judgement by such court. For clarification, if a relevant court has competent jurisdiction to adjudicate all of the foregoing matters in a single or a series of proceedings, then, for the purpose of this paragraph (i), final judgement shall be given by such competent court.

In the event that the foregoing events described in any of clauses (b), (c), (d), (e), (f) or (g) has occurred in relation to a Director elect, such Director elect shall be disqualified from being elected as a Director.

29 Proceedings of Directors

- 29.1 The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be over one half of the total number of Directors elected. If the number of Directors is less than five (5) persons due to the vacation of Director(s) for any reason, the Company shall hold an election of Director(s) at the next following general meeting. When the number of vacancies in the board of Directors of the Company is equal to one third of the total number of Directors elected, the board of Directors shall hold, within sixty days, a general meeting of Members to elect succeeding Directors to fill the vacancies.
- 29.2 Unless otherwise permitted by the Applicable Public Company Rules, if the number of Independent Directors is less than three persons due to the vacation of Independent Directors for any reason, the Company shall hold an election of Independent Directors at the next following general meeting. Unless otherwise permitted by the Applicable Public Company Rules, if all of the Independent Directors are vacated, the board of Directors shall hold, within sixty days, a general meeting to elect succeeding Independent Directors to fill the vacancies.
- 29.3 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. Any motions shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote.
- A person may participate in a meeting of the Directors or committee of Directors by video conference. Participation by a person in a meeting in this manner is treated as presence in person at that meeting. The time and place for a meeting of the Directors or committee of Directors shall be at the office of the Company and during business hours or at a place and time convenient to the Directors and suitable for holding such meeting.
- A Director may, or other officer of the Company authorized by a Director shall, call a meeting of the Directors by at least seven days' notice in writing (which may be a notice delivered by facsimile transmission or electronic mail) to every Director which notice shall set forth the general nature of the business to be considered. In the event of an urgent situation, a meeting of Directors may be held at any time after notice has been given in accordance with the Applicable Public Company Rules.
- 29.6 The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of summoning a general meeting of the Company, but for no other purpose.
- 29.7 The Directors shall, by a resolution, establish rules governing the procedure of meeting(s) of the Directors and report such rules to a meeting of Members, and such rules shall be in accordance with the Articles and the Applicable Public Company Rules.
- 29.8 All acts done by any meeting of the Directors or of a committee of Directors shall, notwith-standing that it be afterwards discovered that there was some defect in the election of any Director, or that they or any of them were disqualified, be as valid as if every such person had been duly elected and qualified to be a Director as the case may be.

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

30 Directors' Interests

- 30.1 A Director may hold any other office or place of profit under the Company in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Directors may determine.
- 30.2 The Directors may be paid remuneration only in cash. The amount of such remuneration shall be determined by the Directors and take into account the extent and value of the services provided for the management of the Corporation and the standards of the industry within the R.O.C. and overseas.
- 30.3 Unless prohibited by the Statute or by the Applicable Public Company Rules, a Director may himself or through his firm act in a professional capacity on behalf of the Company and he or his firm shall be entitled to such remuneration for professional services as if he were not a Director.
- 30.4 A Director who engages in conduct either for himself or on behalf of another person within the scope of the Company's business, shall disclose to Members, at a general meeting prior to such conduct, a summary of the major elements of such interest and obtain the ratification of the Members at such general meeting by a Supermajority Resolution vote. In case a Director engages in business conduct for himself or on behalf of another person in violation of this provision, the Members may, by an Ordinary Resolution, require the disgorgement of any and all earnings derived from such act, except when at least one year has lapsed since the realization of such associated earnings.
- 30.5 Notwithstanding anything to the contrary contained in this Article 30, a Director who has a personal interest in the matter under discussion at a meeting of the Directors, which may conflict with the interest of the Company, shall disclose to the meeting his or her interest and the material information of such interest, and shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting.

31 Minutes

The Directors shall cause minutes to be made in books kept for the purpose of all appointments of officers made by the Directors, all proceedings at meetings of the Company or the holders of any class of Shares and of the Directors, and of committees of Directors including the names of the Directors present at each meeting.

32 Delegation of Directors' Powers

32.1 Subject to the Applicable Public Company Rules, the Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him provided that the appointment of a managing director shall be revoked forthwith if he ceases to be a Director. Any such delegation may be made subject to any conditions the Directors may impose and either collaterally with or to the

- exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee of Directors shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.
- 32.2 The Directors may establish any committees or appoint any person to be a manager or agent for managing the affairs of the Company and may appoint any person to be a member of such committees. Any such appointment may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of any such committee shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.
- 32.3 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company on such conditions as the Directors may determine, provided that the delegation is not to the exclusion of their own powers and may be revoked by the Directors at any time.
- 32.4 The Directors may by power of attorney or otherwise appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or authorised signatory of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney or other appointment may contain such provisions for the protection and convenience of persons dealing with any such attorneys or authorised signatories as the Directors may think fit and may also authorise any such attorney or authorised signatory to delegate all or any of the powers, authorities and discretions vested in him.
- 32.5 The Directors shall appoint a chairman and may appoint such other officers as they consider necessary on such terms, at such remuneration and to perform such duties, and subject to such provisions as to disqualification and removal as the Directors may think fit. Unless otherwise specified in the terms of his appointment an officer may be removed by resolution of the Directors.
- Notwithstanding anything to the contrary contained in this Article 32, unless otherwise permitted by the Applicable Public Company Rules, the Directors shall establish an audit committee comprised of all of the Independent Directors, one of whom shall be the chairman, and at least one of whom shall have accounting or financial expertise to the extent required by the Applicable Public Company Rules. A resolution of the audit committee shall be passed by one-half or more of all members of such committee. The rules and procedures of the audit committee shall be in accordance with policies proposed by the members of the audit committee and passed by the Directors from time to time, which shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and the instruction of the FSC or TWSE, if any. The Directors shall, by a resolution, adopt a charter for the audit committee in accordance with these Articles and 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 of Directors for resolution:
 - (a) Adoption or amendment of an internal control system of the Company;
 - (b) Assessment of the effectiveness of the internal control system;

- (c) Adoption or amendment of handling procedures for significant financial or operational actions, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees on behalf of others;
- (d) A matter where a Director has a personal interest;
- (e) A material asset or derivatives transaction;
- (f) A material monetary loan, endorsement, or provision of guarantee;
- (g) The offering, issuance, or Private Placement of any equity-type securities;
- (h) The hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
- (i) The appointment or removal of a financial, accounting, or internal auditing officer;
- (j) Annual and semi-annual financial reports;
- (k) Any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.

Except for item (j) above, any matter under subparagraphs (a) through (k) of the preceding paragraph that has not been approved with the consent of one-half or more of the audit committee members may be undertaken only upon the approval of two-thirds or more of all Directors, without regard to the restrictions of the preceding paragraph, and the resolution of the audit committee shall be recorded in the minutes of the Directors meeting.

- 32.8 The Directors shall establish a remuneration committee in accordance with the Applicable Public Company Rules. The number of members of the remuneration committee, professional qualifications, restrictions on shareholdings and position that a member of the remuneration committee may concurrently hold, and assessment of independence with respect to the members of the remuneration committee shall comply with the Applicable Public Company Rules. The remuneration committee shall comprise of no less than three members, one of which shall be appointed as chairman of the remuneration committee. The rules and procedures for convening any meeting of the remuneration committee shall comply with policies proposed by the members of the remuneration committee and approved by the Directors from time to time, provided that the rules and procedures approved by the Directors shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and any directions of the FSC or TWSE. The Directors shall, by a resolution, adopt a charter for the remuneration committee in accordance with these Articles and the Applicable Public Company Rules.
- 32.9 The remuneration referred in the preceding Article shall include the compensation, salary, stock options and other incentive payment to the Directors and managers of the Company. Unless otherwise specified by the Applicable Public Company Rules, the managers of the Company for the purposes of this Article 32.9 shall mean executive officers of the Company with the rank of Vice President or higher and have the powers to make decisions for the Company.

33 Seal

- The Company may, if the Directors so determine, have a Seal. The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors. The use of Seal shall be in accordance with the use of Seal policy adopted by the Directors from time to time.
- 33.2 The Company may have for use in any place or places outside the Cayman Islands a duplicate Seal or Seals, each of which shall be a facsimile of the common Seal of the Company and kept under the custody of a person appointed by the Directors, and if the Directors so determine, with the addition on its face of the name of every place where it is to be used.
- A person authorized by the Directors may affix the Seal over his signature alone to any document of the Company required to be authenticated by him under seal or to be filed with the Registrar of Companies in the Cayman Islands or elsewhere wheresoever.

34 Dividends, Distributions and Reserve

- 34.1 The Company may distribute profits in accordance with a proposal for distribution of profits prepared by the Directors and approved by the Members by an Ordinary Resolution. The Directors shall prepare such proposal as follows: firstly, the Company's Annual Net Income of the applicable current year shall offset against its losses accrued in previous years that have not been previously offset; secondly, the Company shall set aside a special capital reserve, if one is required, in accordance with the Applicable Public Company Rules or as requested by the authorities in charge;, and may set aside 2% to 5% of the Annual Net Income of the applicable current year as bonus to employees of the Company, which may be distributed under an incentive programme approved pursuant to Article 11.1 above. The Directors shall specify the exact percentages or amounts to be distributed as bonuses to employees in preparing the proposal for distribution of profits, and the Members may amend such proposal prior to its approval. A Director who also serves as an executive officer of the Company may receive a bonus in his capacity as an employee. Any balance left over may be distributed as Dividends in accordance with the Statute and the Applicable Public Company Rules, and after taking into consideration of the Annual Net Income of the applicable current year and the capital structure of the Company. Unless otherwise resolved by Directors at the board meeting and the Members in general meeting by an Ordinary Resolution,, the amount of profits distributed to Members shall not be lower than 60% of the Annual Net Income of the applicable current year and the amount of cash dividends distributed shall not be less than 10% of the profits proposed to be distributed of the applicable current year.
- 34.2 Subject to the Statute and this Article, the Directors may declare Dividends and distributions on Shares in issue and authorise payment of the Dividends or distributions out of the funds of the Company lawfully available therefor. No Dividend or distribution shall be paid except out of the realised or unrealised profits of the Company, or out of the share premium account or as otherwise permitted by the Statute.
- 34.3 Except as otherwise provided by the rights attached to Shares, all Dividends shall be declared and paid in proportion to the number of Shares that a Member holds. If any Share is issued on terms providing that it shall rank for Dividend as from a particular date that Share shall rank for Dividend accordingly.

- 34.4 The Directors may deduct from any Dividend or distribution payable to any Member all sums of money (if any) then payable by him to the Company on any account.
- 34.5 The Directors may, after obtaining an Ordinary Resolution, declare that any distribution other than Dividends be paid wholly or partly by the distribution of specific assets and in particular of shares, debentures, or securities of any other company or in any one or more of such ways and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the basis of the value so fixed in order to adjust the rights of all Members and may vest any such specific assets in trustees as may seem expedient to the Directors.
- Any Dividend, distribution, interest or other monies payable in cash in respect of Shares may be paid by wire transfer to the holder or by cheque or warrant sent through the post directed to the registered address of the holder. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- 34.7 No Dividend or distribution shall bear interest against the Company.
- Any Dividend which cannot be paid to a Member and/or which remains unclaimed after six months from the date of declaration of such Dividend may, in the discretion of the Directors, be paid into a separate account in the Company's name, provided that the Company shall not be constituted as a trustee in respect of that account and the Dividend shall remain as a debt due to the Member. Any Dividend which remains unclaimed after a period of six years from the date of declaration of such Dividend shall be forfeited and shall revert to the Company.

35 Capitalisation

Subject to Article 14.2(d), the Directors may capitalise any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum standing to the credit of profit and loss account or otherwise available for distribution and to appropriate such sum to Members in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid. In such event the Directors shall do all acts and things required to give effect to such capitalisation, with full power to the Directors to make such provisions as they think fit such that Shares shall not become distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all of the Members interested into an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

36 Tender Offer

Within seven days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its litigation or non-litigation agent appointed pursuant to the Applicable Public Company Rules, the board of the Directors shall resolve to recommend to the Members whether to accept or object to the tender offer and make a public announcement of the following:

1. The types and amount of the Shares held by the Directors and the Members holding more than 10% of the outstanding Shares in its own name or in the name of other persons.

- 2. 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.
- 3. Whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any.
- 4. The types, numbers and amount of the Shares of the tender offeror or its affiliates held by the Directors and the Members holding more than 10% of the outstanding Shares held in its own name or in the name of other persons.

37 Books of Account

- 37.1 The Directors shall cause proper books of account to be kept with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt or expenditure takes place, all sales and purchases of goods by the Company and the assets and liabilities of the Company. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
- 37.2 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in general meeting.
- 37.3 The Directors may from time to time cause to be prepared and to be laid before the Company in general meeting profit and loss accounts, balance sheets, group accounts (if any) and such other reports and accounts as may be required by law.
- 37.4 Minutes and written records of all meetings of Directors, any committees of Directors, and any general meeting shall be made in the Chinese language with an English translation. In the event of any inconsistency between the Chinese language version and the relevant English translation, the Chinese language version shall prevail, except in the case where a resolution is required to be filed with the Registrar of Companies in the Cayman Islands, in which case the English language version shall prevail.
- 37.5 The instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with the Articles and relevant rules and regulations shall be kept for at least one year. However, if a Member institutes a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information mentioned herein, they shall be kept until the conclusion of the litigation if longer than one year.

38 Notices

Notices shall be in writing and may be given by the Company to any Member either personally or by sending it by courier, post, cable, telex or e-mail to him or to his address as shown in the Register of Members (or where the notice is given by e-mail by sending it to the e-mail address provided by such Member). Any notice, if posted from one country to another, is to be sent by airmail.

- Where a notice is sent by courier, service of the notice shall be deemed to be effected by delivery of the notice to a courier company, and shall be deemed to have been received on the third day (not including Saturdays or Sundays or public holidays) following the day on which the notice was delivered to the courier. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre paying and posting a letter containing the notice, and shall be deemed to have been received on the fifth day (not including Saturdays or Sundays or public holidays) following the day on which the notice was posted. Where a notice is sent by cable or telex, service of the notice shall be deemed to be effected by properly addressing and sending such notice and shall be deemed to have been received on the same day that it was transmitted. Where a notice is given by e-mail service shall be deemed to be effected by transmitting the e-mail to the e-mail address provided by the intended recipient and shall be deemed to have been received on the same day that it was sent, and it shall not be necessary for the receipt of the e-mail to be acknowledged by the recipient.
- A notice may be given by the Company to the person or persons which the Company has been advised are entitled to a Share or Shares in consequence of the death or bankruptcy of a Member in the same manner as other notices which are required to be given under the Articles and shall be addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description at the address supplied for that purpose by the persons claiming to be so entitled, or at the option of the Company by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
- 38.4 Notice of every general meeting shall be given in any manner hereinbefore authorised to every person shown as a Member in the Register of Members on the record date for such meeting and every person upon whom the ownership of a Share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member of record where the Member of record but for his death or bankruptcy would be entitled to receive notice of the meeting, and no other person shall be entitled to receive notices of general meetings.

39 Winding Up

- 39.1 If the Company shall be wound up, and the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the number of the Shares held by them at the commencement of the winding up subject to a deduction from those Shares in respect of which there are monies due, of all monies payable to the Company. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.
- 39.2 If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Statute and in compliance with the Applicable Public Company Rules, divide amongst the Members in proportion to the number of Shares they hold the whole or any part of the assets of the Company in kind (whether they shall consist of property of the same kind or not) and may for that purpose value any assets and determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like

sanction, shall think fit, but so that no Member shall be compelled to accept any asset upon which there is a liability.

40 Financial Year

Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31st December in each year and, following the year of incorporation, shall begin on 1st January in each year.

41 Transfer by way of Continuation

If the Company is exempted as defined in the Statute, it shall, subject to the provisions of the Statute and with the approval of a Special Resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

42 Litigation and Non-Litigation Agent in the R.O.C.

Subject to the provisions of the Statute, the Company shall, by a resolution of the Directors, appoint or remove a natural person domiciled or resident in the territory of the R.O.C. to be its litigation and non-litigation agent in the R.O.C., pursuant to the Applicable Public Company Rules, and under which the litigation and non-litigation agent shall be the responsible person of the Company in the R.O.C. The Company shall report such appointment and any change thereof to the competent authorities in the R.O.C. pursuant to the Applicable Public Company Rules.

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Appendices B

Rules of Procedure for Shareholder Meetings (Before Amendments)

1. Objective

To establish a strong governance system and sound supervisory capabilities for the Company's shareholders meetings, and to strengthen management capabilities, these Rules are adopted and provided for follow.

2. Scope

The rules of procedures for the Company's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

3. Obligation

3.1 Group Office has the obligation to establish and amend the Guideline.

4. Definition

None

5. Procedure

None

6. Operation content

6.1 Calling and Notice of Shareholder Meetings

- 6.1.1 Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the board of directors.
- 6.1.2 The Company shall prepare the meeting agenda and follow the time and procedure of related law and regulation, and upload the meeting agenda and other related information to the Market Observation Post System (MOPS) before 21 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. This Company shall notice the convening of shareholders meetings before 30 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting
- 6.1.3 The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.
- 6.1.4 (a) Election or dismissal of directors; (b) amendments to the articles of incorporation; (c)(i) the dissolution, merger, or demerger of the Company, or (ii) Enter into, amend, or terminate any contract for lease of the Company's business in whole, or for entrusted business, or for regular joint operation with others, or (iii) Transfer the whole or any essential part of the Company's business or assets, or (iv) Accept the transfer of another's whole business or as-

sets, which has great bearing on the business operation of the Company; (d) The approval of the director who does anything for himself or on behalf of another person that is within the scope of the Company's business; (e) To have the whole or a part of the surplus profit distributed in the form of new shares to be issued by the Company. The legal reserve and or the other capital reserve are according to the Article 35 of Memorandum and Articles of Association of the Company; and (f) To carry out private placement of equity-type of securities shall be set out in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.

- 6.1.5 A shareholder holding 1 percent or more of the total number of issued shares may submit to the Company a written proposal for discussion at a regular shareholders meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. In addition, under any of the following circumstances, the board of directors may exclude it from the agenda. Where the subject (the issue) of the said proposal cannot be settled or resolved by a resolution to be adopted at a meeting of shareholders; where the number of shares of the company in the possession of the shareholder making the said proposal is less than one percent (1%) of the total number of outstanding shares at the time when the share transfer registration is suspended by the Company; and where the said proposal is submitted on a day beyond the deadline fixed and announced by the company for accepting shareholders' proposals.
- 6.1.6 Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce that it will receive shareholder proposals, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.
- 6.1.7 Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.
- 6.1.8 Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.
- 6.1.9 The time and place of the shareholders' meetings shall be specified by the board meeting. As shareholders will be held outside the Republic of China (the "R.O.C.", and procedures and approval should be handled in accordance with the provisions of the relevant authorities of the R.O.C.. When the shareholders' meeting is held in offshore R.O.C., the Company shall appoint the professional shareholder services agent of R.O.C., the admissibility of such shareholders' meeting administration services (including but not limited to receiving shareholder proxy voting matters). The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

6.2 Proxy to attend the meeting

- 6.2.1 For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.
- 6.2.2 A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company before 5 days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one re-

- ceived earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.
- 6.2.3 After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

6.3 Convening shareholders meetings

- 6.3.1 The Company shall furnish the attending shareholders and their proxies (collectively, "shareholders") with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.
- 6.3.2 The Company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, pre-printed ballots shall also be furnished.
- 6.3.3 Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification.
- 6.3.4 When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.
- 6.3.5 If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the directors to act as chair. Where the chairperson does not make such a designation or the appointed director is for any reason unable to exercise the powers of the chairperson, the directors shall select from among themselves one person to serve as chair.
- 6.3.6 It is advisable that shareholders meetings convened by the board of directors be attended by a majority of the director.
- 6.3.7 If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.
- 6.3.8 The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.

6.4 Call the meeting

- 6.4.1 Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.
- 6.4.2 Except as otherwise provided by the articles of incorporations, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a

postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. If it is necessary to convene a meeting of shareholders, another shareholders meeting shall be convened according to the articles of incorporations.

6.5 Discussion of proposals

- 6.5.1 If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.
- 6.5.2 The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.
- 6.5.3 The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.
- 6.5.4 The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.

6.6 Shareholder speech

- 6.6.1 Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.
- 6.6.2 A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.
- 6.6.3 Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.
- 6.6.4 When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.
- 6.6.5 When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.
- 6.6.6 After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

6.7 Calculation of voting shares and recusal system

- 6.7.1 Voting at a shareholders meeting shall be calculated based the number of shares.
- 6.7.2 With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.
- 6.7.3 When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would conflict with the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.
- 6.7.4 The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.
- 6.7.5 With the exception of a trust enterprise organized by the law of R.O.C. or a shareholder services agent approved by the applicable Public Company Rules, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

6.8 Voting Right

- 6.8.1 A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Articles of Association of the Company.
- 6.8.2 When the Company holds a shareholders meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic form. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.
- 6.8.3 A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.
- 6.8.4 After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

- 6.8.5 Except as otherwise provided in the Company Act and in the Company's articles of in-corporation, the passage of a proposal shall require an affirm-ative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each pro-posal, the chair or a person des-ignated by the chair shall first announce the total number of voting rights represented by the attending shareholders.
- 6.8.6 Except for the proposals listed in the agenda, amendment or replacement proposal to the other proposals submitted by any shareholder or the original proposal shall be seconded a motion by other shareholders.
- 6.8.7 When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.
- 6.8.8 Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.
- 6.8.9 Vote counting shall be conducted in public at the place of the shareholders meeting. Immediately the results of the voting shall be announced on-site at the meeting, and a record made of the vote.

6.9 Election

- 6.9.1 The election of directors at a shareholders meeting shall be held in accordance with the ap-plicable election and appoint-ment rules adopted by the Company, and the voting results shall be announced on-site immediately.
- 6.9.2 The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit of the improper proce-dure for convening a sharehold-ers' meeting or the improper adopting resolutions, the re-cording shall be retained until the conclusion of the litigation.

6.10 Meeting Minutes

- 6.10.1 Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.
- 6.10.2 The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.
- 6.10.3 The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results, and shall be retained for the duration of the existence of the Company.
- 6.10.4 The Company, shall make an audio and video recording of the proceedings of the shareholders meeting. The recorded materials of the pre-ceding paragraph shall be re-tained for at least 1 year. If, however, a shareholder files a lawsuit of the improper proce-dure for convening a sharehold-ers' meeting or the improper adopting resolutions, the re-cording shall be retained until the conclusion of the litigation.

6.11 Public disclosure

- 6.11.1 On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.
- 6.11.2 If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

6.12 Maintaining order at the meeting place

- 6.12.1 Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.
- 6.12.2 The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."
- 6.12.3 At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.
- 6.12.4 When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

6.13 Recess and resumption of a shareholders meeting

- 6.13.1 When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.
- 6.13.2 If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.
- 6.13.3 A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days.
- 6.13.4 After a meeting is adjourned, Shareholdes shall not elect a chairman and resume the meeting at the same or another venue.
- 6.14 The Rules, and any amendments hereto, shall be implemented after adoption by shareholders meetings. In case of any change of relevant laws, the Rules should be amended timely and should be resolved by the board meeting and the shareholders' meeting in accordance with law.

Appendices C

Directors Remuneration and Employee Bonuses Information

Proposed dividend distribution approved by the board of directors for the year:

- 1. The Company's directors do not receive distribution of earnings.
- 2. Employee cash bonus totals RMB12,568,000.
- 3. Employee bonus expense has been provided in the 2014 financial statements, and any discrepancy between actual amounts and the estimated figures will be recognized as profit or loss in accordance with the provisions of the Year 2015.

Appendices D

The Impact of Stock dividend Issuance on Business Performance, EPS, and Shareholder Return Rate

Unit: TWD; 1,000 shares

Item	Year 2014 (Estimated)			
Beginning paid-u	1,705,000			
Allotment of shares and cash this year	Cash dividend per share (T	4.8 (Note 1)		
	Numbers per share: capitali	0.05 (Note 1)		
	Numbers per share : capital serve	_		
Business Per- formance	Operating profit			
	Operating profit over the sa crease (decrease) ratio			
	Net income			
	Net income over the same p (decrease) ratio			
	EPS			
	EPS over the same period lecrease) ratio			
	The average annual return of age PE ratio countdown)			
Pro forma EPS and PE ratio	If changing all capitalization from earnings to cash dividend	Pro forma EPS(TWD)	(Note 2)	
		Pro forma average annual return on in- vestment		
	If not applying capitalization from capital reserve	Pro forma EPS(TWD)		
		Pro forma average annual return on in- vestment		
	If not applying capitaliza-	Pro forma EPS(TWD)		
	tion from capital reserve and changing capitaliza- tion from earnings to cash dividend	Pro forma average annual return on in- vestment		

- Note 1: The earnings distribution this year still awaits the approval of shareholders' meeting.
- Note 2: The company does not disclose financial projections for 2014, there is no need to expose the 2014 forecast Information.

Appendices E

Current Shareholding of Directors

Title	Name	Date of elected	Shares held when elected		Shares currently held	
			Shares	%	Shares	%
Chairman	Wang Shih-Chung	2013/05/22	_	_	_	_
Director	Lan Shun-Cheng	2013/05/22	3,093,613	2.06%	3,310,165	1.94%
Director	Lin Chiang-Ti	2013/05/22	1,052,737	0.70%	1,126,428	0.66%
Director	Wang Hai-Ming	2013/05/22			_	_
Director	Chen Rui-Long	2013/05/22	5,000,065	3.33%	5,360,769	3.14%
Director	Tsao Yung-Hsiang	2013/05/22	45,000	0.03%	48,150	0.03%
Independent director	Chang Bao-Guang	2013/05/22		1	_	
Independent director	Chiang Chih-Chun	2013/05/22		1	_	
Independent director	Leong Kam-Son	2013/05/22	_	_	_	_
Total			9,191,415	6.12%	9,845,512	5.77%

Note 1: The total issued shares of common stock is 149,999,998 shares on May 22, 2013.

Note 2: The total issued shares of common stock is 170,499,998 shares on March 30, 2015.

Note 3: The Company has established an audit committee, so no set supervisor.