

股票代號：4157



**TaiGen Biopharmaceuticals Holdings  
Limited**

**太景醫藥研發控股股份有限公司**

**2019 年股東常會**

**議事手冊**

日期：2019 年 6 月 12 日星期三上午十時

地點：台北市內湖區堤頂大道一段 327 號 2 樓

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# 太景醫藥研發控股股份有限公司

## 2019 年股東常會

### 壹、開會程序

- 一、宣布開會
- 二、主席致詞
- 三、報告事項
- 四、承認事項
- 五、討論及選舉事項
- 六、臨時動議
- 七、散會

# 2019 年股東常會

## 貳、開會議程

- 一、時間：2019 年 6 月 12 日（星期三）上午十時
- 二、地點：台北市內湖區堤頂大道一段 327 號 2 樓
- 三、宣布開會
- 四、主席致詞
- 五、報告事項
  1. 2018 年度營業報告，敬請 鑒察。
  2. 審計委員會 2018 年度決算表冊之審查報告，敬請 鑒察。
- 六、承認事項
  1. 本公司 2018 年度財務報表暨營業報告書，敬請 承認。
  2. 本公司 2018 年度虧損撥補案，敬請 承認。
- 七、討論及選舉事項
  1. 本公司第六屆董事六席及獨立董事三席選舉案。
  2. 本公司新任董事及其代表人解除競業禁止之限制案，提請 議決。
  3. 本公司「公司章程」部分條文修正案，提請 議決。
  4. 本公司「取得或處分資產處理程序」部分條文修正案，提請 議決。
  5. 本公司「資金貸與他人作業程序」部分條文修正案，提請 議決。
  6. 本公司「背書保證作業程序」部分條文修正案，提請 議決。
  7. 本公司「股東會議事規則」部分條文修正案，提請 議決。
- 八、臨時動議
- 九、散會

## 一、報告事項

### 第一案

案由：2018 年度營業報告，敬請 鑒察。

說明：本公司 2018 年度營業報告書，請參閱本議事手冊第 9 頁至第 10 頁附件一。

### 第二案

案由：審計委員會 2018 年度決算表冊之審查報告，敬請 鑒察。

說明：董事會依公司章程第 118 條及公司法第 228 條規定編造之 2018 年度營業報告書、財務報告及虧損撥補議案，業經審計委員會查核完竣，認為尚無不符，謹依據證券交易法第 14 條之 4 及本公司章程第 118 條規定，檢附審計委員會審查報告書，請參閱本議事手冊第 11 頁附件二。

## 二、承認事項

第一案（普通決議）（董事會提）

案由：本公司 2018 年度財務報表及營業報告書，敬請 承認。

說明：

- 一、本公司 2018 年度合併財務報表業經勤業眾信聯合會計師事務所許秀明會計師及翁雅玲會計師查核完竣，並出具查核報告在案。
- 二、本公司 2018 年度營業報告書、會計師查核報告及合併財務報表，請參閱本議事手冊第 9 頁至第 10 頁附件一及第 12 頁至第 21 頁附件三。
- 三、以上，敬請 承認。

決議：

第二案（普通決議）（董事會提）

案由：本公司 2018 年度虧損撥補案，敬請 承認。

說明：

- 一、本公司 2017 年底未分配盈餘為新臺幣(以下同)744,015,025 元，加計 2018 年度淨損 343,210,286 元、加計其他綜合損益-確定福利之精算損失 100,423 元，2018 年度期末未分配盈餘為 400,704,316 元。
- 二、本公司董事會擬具 2018 年度虧損撥補表如下所列。

太景醫藥研發控股股份有限公司  
2018 年度虧損撥補表

單位：新臺幣元

| 項 目                | 金 額           |
|--------------------|---------------|
| 2017.12.31 未分配盈餘   | 744,015,025   |
| 加：2018 年度淨損        | (343,210,286) |
| 加：其他綜合損益-確定福利之精算損失 | (100,423)     |
| 未分配盈餘              | 400,704,316   |

董事長：黃國龍



經理人：黃國龍



會計主管：呂理堅



三、以上，敬請 承認。

決議：

### 三、討論及選舉事項

#### 第一案（董事會提）

案由：本公司第六屆董事六席及獨立董事三席選舉案。

說明：

- 一、依本公司章程第 66 條規定：「董事會應由五至十一名董事組成。其中至少有三名董事依第 70 條規定應為獨立董事，且獨立董事應達全體董事席次五分之一以上。」
- 二、本公司第五屆董事任期原於 2019 年 6 月 16 日屆滿，為符合本公司章程規定及配合 2019 年股東常會召開日期，第五屆董事任期提前至 2019 年 6 月 12 日新選任董事就任時解任。
- 三、配合本公司經營規模及董事會運作需要，擬選任第六屆董事六席及獨立董事三席，任期自 2019 年 6 月 12 日至 2022 年 6 月 11 日屆滿。
- 四、本公司之獨立董事選舉採候選人提名制度，本次選舉案經持股 1% 以上之股東提出，獨立董事候選人名單請參閱本議事手冊第 22 頁附件四。

決議：

#### 第二案（重度決議）（董事會提）

案由：本公司新任董事及其代表人解除競業禁止之限制案，提請 議決。

說明：

- 一、依台灣公司法第二〇九條之規定，「董事為自己或他人為屬於公司業務範圍內之行為，應對股東會說明其行為之重要內容並取得其許可」；另依公司章程第八十八條之規定，「董事參與之任何活動、締結之任何契約或交易，與本公司之營業有競爭關係或涉及本公司之營業項目時，應於股東會中揭露該等活動、契約或交易之性質、內容和主要條款，且應經股東會以重度決議<sup>註2</sup>同意時，始得進行該等活動、契約和交易」。
- 二、因本公司董事或有投資或經營其他與本公司營業範圍相同或類似之公司並兼任董事之行為，在無損及本公司利益之前提下，擬請同意解除本公司第六屆董事及其代表人兼任其他公司職務之競業禁止之限制。
- 三、新任董事兼任職務之內容，請參閱選任後股東常會現場揭示之明細表，提請 議決。

決議：

#### 第三案（特別決議<sup>註1</sup>）（董事會提）

案由：本公司「公司章程」部分條文修正案，提請 議決。

說明：

- 一、因應新版公司治理藍圖（2018~2020 年），為落實電子投票便利股東行使權利的功能，及配合台灣公司法修法，金融監督管理委員會要求全體上市櫃公司自 2021 年起董監事選舉採候選人提名制，本次章程修訂第(71)條為選舉應採中華民國公司法第 192-1 條及中華民國證券法令所訂之候選人提名制，由股東就董事候選人名單中選任。
- 二、參照財團法人中華民國證券櫃檯買賣中心 2018 年 12 月 7 日證櫃審字第 10701102991 號函辦理，修正之外國發行人註冊地股東權益保護事項檢查表及依中華民國企業併購法第 18 條、第 27 條、第 28 條、第 29 條及第 35 條規定，旨揭將前述規定訂入公司章程，擬修訂本公司章程部分條文，修訂前後條文對照表請參閱本議事手冊第 23

頁至第 46 頁附件五，提請 議決。

決議：

#### 第四案（普通決議）（董事會提）

案由：本公司「取得或處分資產處理程序」部分條文修正案，提請 議決。

說明：

- 一、依據金融監督管理委員會 2018 年 11 月 26 日金管證發字第 1070341072 號令辦理，擬修訂本公司「取得或處分資產處理程序」部分相關條文。
- 二、本公司「取得或處分資產處理程序」修訂前後條文對照表，請參閱本議事手冊第 47 頁至第 78 頁附件六，提請 議決。

決議：

#### 第五案（普通決議）（董事會提）

案由：本公司「資金貸與他人作業程序」部分條文修正案，提請 議決。

說明：

- 一、依據金融監督管理委員會 2019 年 3 月 7 日金管證審字第 1080304826 號令辦理，擬修訂本公司「資金貸與他人作業程序」部分相關條文。
- 二、本公司「資金貸與他人作業程序」修訂前後條文對照表，請參閱本議事手冊第 79 頁至第 89 頁附件七，提請 議決。

決議：

#### 第六案（普通決議）（董事會提）

案由：本公司「背書保證作業程序」部分條文修正案，提請 議決。

說明：

- 一、依據金融監督管理委員會 2019 年 3 月 7 日金管證審字第 1080304826 號令辦理，擬修訂本公司「背書保證作業程序」部分相關條文。
- 二、本公司「背書保證作業程序」修訂前後條文對照表，請參閱本議事手冊第 90 頁至 100 頁附件八，提請 議決。

決議：

#### 第七案（普通決議）（董事會提）

案由：本公司「股東會議事規則」部分條文修正案，提請 議決。

說明：

- 一、依據財團法人中華民國證券櫃檯買賣中心 2018 年 12 月 07 日證櫃審字第 10701102991 號令辦理，擬修訂本公司「股東會議事規則」部分相關條文。
- 二、本公司「股東會議事規則」修訂前後條文對照表，請參閱本議事手冊第 101 頁至第 104 頁附件九，提請 議決。

決議：

註 1：公司章程所訂特別決議，係指於本公司之股東會（或者若特別指明時，即指持有某一股份類型之股東會）以具表決權之該等股東親自表決（或如為法人股東時經其正式授權代表人表決；或如許可代理人時由代理人表決），而在達第 35 條規定之出席人數之股東會中至少出席股東三分之二表決權之多數決通過之決議，並載明（但不妨礙本章程所載修訂本章程之權力）將該決議列為特別決議之意向。

註 2：公司章程所訂重度決議，係指由代表本公司已發行股份總數三分之二或以上之股東出席股東會，親自或以委託書出席之股東表決權過半數同意通過的決議，或，若出席股東會的股東代表股份總數雖未達公司已發行股份總數三分之二，但超過公司已發行股份總數之半數時，則由該股東會親自或以委託書之出席股東表決權三分之二以上之同意通過的決議。



四、臨時動議

五、散會

# 附件

(附件一)

## 營業報告書

各位股東女士、先生：

首先要感謝各位投資先進長期以來對太景的支持，我已於 2018 年 12 月 28 日接受董事會推舉，自 2019 年 1 月 2 日起擔任公司董事長兼執行長的職務。我及公司經營團隊仍將秉持一貫積極態度致力於新藥開發，並將研發成果商業化，為公司及股東創造最大效益。藉由本次股東會，在此向各位股東報告 2018 年度營運情況如下：

### 一、2018 年度營業結果

#### (一) 營業計畫實施成果

本公司 2018 年度之合併營業收入為新台幣(以下同)29,618 仟元，合併其他綜合損益後虧損 346,165 仟元，每股虧損 0.48 元。虧損主要原因是公司持續投入研發，但部分成果尚未顯現效益；其中研發費用 197,548 仟元，佔總營業費用 69%，業外損益中分攤伏拉瑞韋(TG-2349)與東陽光合資公司的損失(非現金損失)為 92,771 仟元。

#### (二) 財務收支及獲利能力分析

公司除了持續的研發投資，另一方面也積極尋找商業化的機會，以引用策略夥伴的資源共同將研發成果效益最大化。伏拉瑞韋的合資公司便是一個好的範例，2018 年該合資公司持續投入二期臨床試驗，並於 2019 年 2 月完成二期臨床治療，公司對此臨床開發並不需再負擔現金支出，僅提列轉投資損失。公司以此策略管制現金流量，所以即便 2018 年度各專案依進度執行，但截至年底尚有現金及短期金融資產共計 782,378 仟元。

#### (三) 研究發展狀況

本公司 2018 年度重要藥物研發進度及成果詳列如下：

##### 1. 抗感染新藥奈諾沙星

- (1) 2 月 5 日，太捷信®注射劑型獲中國國家食品藥品審評中心(CDE)公告納入優先審評資格。
- (2) 4 月 24 日，海外授權夥伴 R-Pharm 在俄羅斯地區進行的太捷信®注射劑與口服膠囊三期臨床試驗解盲成功，並著手進行 NDA 申請事宜。三期臨床試驗結果顯示太捷信®(奈諾沙星 Nemonoxacin)在治療社區型肺炎患者的整體臨床治癒率 93.5%，對照組左氧氟沙星(Levofloxacin)整體臨床治癒率 87.3%，本試驗成功達到主要療效終點(primary endpoint)。
- (3) 太捷信®口服膠囊九月份開始在中國大陸的單月銷售突破一萬盒，累計 2018 年前三季銷售量年增率高達 563%。

##### 2. 布利沙福

- (1) 11 月，新藥布利沙福(Burixafor)於中國進行之血癌化療增敏一期臨床試驗達到安全性主要指標。布利沙福搭配化療藥物(Cytarabine+Fludarabine)治療復發或難治性急性骨髓性白血病(AML)成人患者之安全性和有效性的第一期化療增敏臨床試驗，其主要目標為安全性及耐受性，各劑量組的安全性與耐受性良好，達到第一期臨床試驗安全性主要指標。
- (2) 完成美國 IND 下，幹細胞驅動新藥布利沙福以自體造血幹細胞移植為適應症，與白血球生長激素(granulocyte colony-stimulating factor, 以下簡稱 G-CSF)併用的 2 期臨床試驗，洽談相關授權中。

### 3. 抗 C 型肝炎新藥 TG-2349 (Fureprevir, 伏拉瑞韋)

- (1) 7 月份，抗 C 肝病毒新藥「伏拉瑞韋 (TG-2349)」再獲美國專利局核准製劑專利，專利保護期至 2037 年 5 月，伏拉瑞韋擁有之全球專利保護共達 99 件。
- (2) 12 月 7 日，抗 C 肝病毒新藥「伏拉瑞韋 (TG-2349)」劑量遞增的一期臨床試驗研究於 2018 年北京舉辦的亞太肝臟醫學會議 (APASL) 中榮獲主辦單位頒發二等獎。試驗成果顯示，單次及多次服用伏拉瑞韋在中國健康受試者中皆達良好安全性及耐受性，且支持每天只需服用一次。

4. 在其他領域新藥開發計畫方面，目前公司正全力發展抗流感病毒新藥，以期在中國大陸及美、日市場取得先機，預計 2019 年度起將陸續完成各地 IND 的申請。

## 二、2019 年度營業計畫

本公司 2019 年度主要的營運方針及策略為

- (一) 抗流感新藥於年底前遞交中國大陸 IND，並加速尋找策略夥伴進行共同開發。
- (二) 抗 C 型肝炎藥物合資公司，「東莞東陽光太景公司」的伏拉瑞韋與依米他韋兩藥聯用組合持續進行三期臨床試驗。
- (三) 太捷信注射劑型已進入中國大陸 NDA 審查，預計今年審查通過後，將可促使該藥物盡早到達銷售高原期。

## 三、未來公司發展策略

- (一) 以研發為根基，在各個階段尋求商業化的機會，藉此引入合作夥伴的資源，並共享研發成果。
- (二) 以台灣為研發中心，加上太景北京建立的大陸營運平台，致力於推展大中華區的營運模式。
- (三) 透過持續推廣授權區域，將營運模式拓展至全球。
- (四) 藉由過往豐富的抗感染藥物開發經驗，為未來新產品發展奠定穩固基礎。

## 四、受到外部競爭環境、法規環境及總體經營環境之影響

繼 2017 年 1 月 9 日中國大陸發佈了【關於在公立醫療機構藥品採購中推行“兩票制”的實施意見（試行）】（簡稱兩票制規定）後，2018 年再出台 4+7 藥品帶量採購政策，目的在於降低藥品虛高價格並減輕民眾用藥負擔。兩票制作用在減少藥品中間商層層加價，有助於太景在中國大陸授權夥伴維繫對醫院的售價；4+7 帶量採購則對藥品售價有抑制的效果，所以此二政策對太景利弊具存。然而太景在大陸已累積豐富營運經驗，相信與中國策略夥伴共同合作下，必能克服此二政策導入的衝擊，維持公司新藥在中國大陸市場的競爭優勢。

最後，再次感謝所有股東能在新藥開發的漫長過程中，給予公司最堅定的支持。太景經營團隊必定克盡心力，繼續為公司創造更輝煌的經營成果。

太景醫藥研發控股股份有限公司

董事長：黃國龍



(附件二)

## 太景醫藥研發控股股份有限公司 審計委員會審查報告書

茲准

董事會造送本公司一〇七年度營業報告書、財務報告、虧損撥補案，其中財務報告業經勤業眾信會計師事務所許秀明會計師及翁雅玲會計師查核竣事並出具查核報告。上述營業報告書、財務報告、及虧損撥補案之議案經本審計委員會審查，認為尚無不符，爰依照證券交易法第十四之四條及本公司章程第一一八條之規定，報請 鑒察。

此 致

本公司一〇八年股東常會

太景醫藥研發控股股份有限公司

審計委員會召集人：朱 博 湧 朱博湧

中 華 民 國 一 〇 八 年 三 月 二 十 一 日

### 會計師查核報告

太景醫藥研發控股股份有限公司 公鑒：

#### 查核意見

太景醫藥研發控股股份有限公司及其子公司（太景集團）民國 107 年及 106 年 12 月 31 日之合併資產負債表，暨民國 107 年及 106 年 1 月 1 日至 12 月 31 日之合併綜合損益表、合併權益變動表、合併現金流量表，以及合併財務報表附註（包括重大會計政策彙總），業經本會計師查核竣事。

依本會計師之意見，上開合併財務報表在所有重大方面係依照中華民國證券發行人財務報告編製準則、經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達太景集團民國 107 年及 106 年 12 月 31 日之合併財務狀況，暨民國 107 年及 106 年 1 月 1 日至 12 月 31 日之合併財務績效及合併現金流量。

#### 查核意見之基礎

本會計師係依照會計師查核簽證財務報表規則及一般公認審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核合併財務報表之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依會計師職業道德規範，與太景集團保持超然獨立，並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據，以作為表示查核意見之基礎。

#### 關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷，對太景集團民國 107 年度合併財務報表之查核最為重要之事項。該等事項已於查核合併財務報表整體及形成查核意見之過程中予以因應，本會計師並不對該等事項單獨表示意見。

茲對太景集團民國 107 年度合併財務報表之關鍵查核事項敘明如下：

#### 授權合約收入認列評估

收入認列之會計政策請詳合併財務報表附註四(十一)，如會計政策所述，各新藥授權合約履約義務之辨認及滿足方式皆有不同，且涉及管理階層之判斷，使得授權收入認列之複雜程度較高，因此本會計師將授權收入認列之正確性，列為查核中最為重要事項。

本會計師已執行之查核程序彙總及結果說明如下：

1. 複核已簽訂之授權收入合約，是否依公司相關內部控制規定進行核准，並執行內控測試。
2. 自全年度授權收入選取樣本，測試收入時點是否依照公司會計政策辦理，執行程序說明如下：
  - (1) 取得已簽訂之合約並確認收入金額及認列時點是否適當；
  - (2) 核對收款情形以作為收現性之證明。

#### **管理階層與治理單位對合併財務報表之責任**

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

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

太景集團之治理單位（含審計委員會）負有監督財務報導流程之責任。

#### **會計師查核合併財務報表之責任**

本會計師查核合併財務報表之目的，係對合併財務報表整體是否存有導因於舞弊或錯誤之重大不實表達取得合理確信，並出具查核報告。合理確信係高度確信，惟依照一般公認審計準則執行之查核工作無法保證必能偵出合併財務報表存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數可合理預期將影響合併財務報表使用者所作之經濟決策，則被認為具有重大性。

本會計師依照一般公認審計準則查核時，運用專業判斷並保持專業上之懷疑。本會計師亦執行下列工作：

1. 辨認並評估合併財務報表導因於舞弊或錯誤之重大不實表達風險；對所評估之風險設計及執行適當之因應對策；並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制，故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。
2. 對與查核攸關之內部控制取得必要之瞭解，以設計當時情況下適當之查核程序，惟其目的非對太景集團內部控制之有效性表示意見。
3. 評估管理階層所採用會計政策之適當性，及其所作會計估計與相關揭露之合理性。
4. 依據所取得之查核證據，對管理階層採用繼續經營會計基礎之適當性，以及使太景集團繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性，作出結論。本會計師若認為該等事件或情況存在重大不確定性，則須於查核報告中提醒合併財務報表使用者注意合併財務報表之相關揭露，或於該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情況可能導致太景集團不再具有繼續經營之能力。
5. 評估合併財務報表（包括相關附註）之整體表達、結構及內容，以及合併財務報表是否允當表達相關交易及事件。
6. 對於集團內組成個體之財務資訊取得足夠及適切之查核證據，以對合併財務報表表示意見。本會計師負責集團查核案件之指導、監督及執行，並負責形成集團查核意見。

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

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



本會計師從與治理單位溝通之事項中，決定對太景集團民國 107 年度合併財務報表查核之關鍵查核事項。本會計師於查核報告中敘明該等事項，除非法令不允許公開揭露特定事項，或在極罕見情況下，本會計師決定不於查核報告中溝通特定事項，因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

勤業眾信聯合會計師事務所

會計師 許 秀 明

許秀明



證券暨期貨管理委員會核准文號  
台財證六字第 0920123784 號

會計師 翁 雅 玲

翁雅玲



金融監督管理委員會核准文號  
金管證審字第 1020025513 號

中 華 民 國 108 年 3 月 21 日

太景醫藥研發控股股份有限公司及子公司



合併資產負債表  
民國 107 年及 106 年 12 月 31 日

單位：新台幣仟元

| 代 碼  | 資 產                      | 107年12月31日          |            | 106年12月31日          |            |
|------|--------------------------|---------------------|------------|---------------------|------------|
|      |                          | 金 額                 | %          | 金 額                 | %          |
|      | 流動資產                     |                     |            |                     |            |
| 1100 | 現金及約當現金(附註四及六)           | \$ 148,103          | 13         | \$ 183,313          | 12         |
| 1110 | 透過損益按公允價值衡量之金融資產(附註四及七)  | 21,128              | 2          | 27,058              | 2          |
| 1136 | 按攤銷後成本衡量之金融資產(附註四及九)     | 613,147             | 52         | -                   | -          |
| 1170 | 應收票據及帳款(附註四及十四)          | 2,170               | -          | 601                 | -          |
| 1200 | 其他應收款                    | 3,895               | -          | 3,083               | -          |
| 1424 | 留抵稅額                     | 25,096              | 2          | 20,151              | 1          |
| 1476 | 其他金融資產(附註四及八)            | -                   | -          | 834,781             | 55         |
| 1479 | 其他流動資產                   | 12,044              | 1          | 2,463               | -          |
| 11XX | 流動資產總計                   | <u>825,583</u>      | <u>70</u>  | <u>1,071,450</u>    | <u>70</u>  |
|      | 非流動資產                    |                     |            |                     |            |
| 1550 | 採用權益法之投資(附註四、五及十一)       | 280,066             | 23         | 376,909             | 25         |
| 1600 | 不動產、廠房及設備(附註四及十二)        | 31,947              | 3          | 19,346              | 1          |
| 1780 | 無形資產(附註四及十三)             | 37,047              | 3          | 39,333              | 3          |
| 1920 | 存出保證金(附註二、三)             | 8,194               | 1          | 9,003               | 1          |
| 1990 | 其他非流動資產                  | 4,865               | -          | 6,134               | -          |
| 15XX | 非流動資產總計                  | <u>362,119</u>      | <u>30</u>  | <u>450,725</u>      | <u>30</u>  |
| 1XXX | 資 產 總 計                  | <u>\$ 1,187,702</u> | <u>100</u> | <u>\$ 1,522,175</u> | <u>100</u> |
|      | 負債及權益                    |                     |            |                     |            |
|      | 流動負債                     |                     |            |                     |            |
| 2133 | 預收收入—流動(附註四及十四)          | \$ 365              | -          | \$ 6,941            | -          |
| 2200 | 其他應付款                    | 64,571              | 6          | 61,825              | 4          |
| 2399 | 其他流動負債                   | 895                 | -          | 952                 | -          |
| 21XX | 流動負債總計                   | <u>65,831</u>       | <u>6</u>   | <u>69,718</u>       | <u>4</u>   |
|      | 非流動負債                    |                     |            |                     |            |
| 2527 | 預收收入—非流動(附註四及十四)         | 1,094               | -          | 1,459               | -          |
| 2640 | 淨確定福利負債(附註四及十五)          | 27,433              | 2          | 26,530              | 2          |
| 25XX | 非流動負債總計                  | <u>28,527</u>       | <u>2</u>   | <u>27,989</u>       | <u>2</u>   |
| 2XXX | 負債總計                     | <u>94,358</u>       | <u>8</u>   | <u>97,707</u>       | <u>6</u>   |
|      | 歸屬於母公司業主之權益(附註四及十六)      |                     |            |                     |            |
| 3110 | 普通股股本                    | 20,908              | 2          | 20,908              | 2          |
|      | 資本公積                     |                     |            |                     |            |
| 3210 | 資本公積—發行溢價                | 659,293             | 56         | 659,293             | 43         |
| 3260 | 資本公積—採用權益法認列關聯企業股權淨值之變動數 | 15,040              | 1          | -                   | -          |
| 3271 | 資本公積—員工認股權               | 253                 | -          | 252                 | -          |
| 3200 | 資本公積總計                   | <u>674,586</u>      | <u>57</u>  | <u>659,545</u>      | <u>43</u>  |
|      | 保留盈餘                     |                     |            |                     |            |
| 3320 | 特別盈餘公積                   | 1,495               | -          | -                   | -          |
| 3350 | 未分配盈餘                    | 400,704             | 34         | 745,510             | 49         |
| 3300 | 保留盈餘總計                   | <u>402,199</u>      | <u>34</u>  | <u>745,510</u>      | <u>49</u>  |
| 3400 | 其他權益                     | (4,349)             | (1)        | (1,495)             | -          |
| 3XXX | 權益總計                     | <u>1,093,344</u>    | <u>92</u>  | <u>1,424,468</u>    | <u>94</u>  |
|      | 負債及權益總計                  | <u>\$ 1,187,702</u> | <u>100</u> | <u>\$ 1,522,175</u> | <u>100</u> |

後附之附註係本合併財務報告之一部分。

董事長：黃國龍



經理人：黃國龍



會計主管：呂理堅



太景醫藥研發控股股份有限公司及子公司

合併綜合損益表

民國 107 年及 106 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元，惟每股  
盈餘（虧損）為元

| 代 碼  |                                  | 107年度      |          | 106年度      |       |
|------|----------------------------------|------------|----------|------------|-------|
|      |                                  | 金 額        | %        | 金 額        | %     |
| 4000 | 營業收入（附註四、五、十一、十四及二二）             | \$ 29,618  | 100      | \$ 553,208 | 100   |
| 5000 | 營業成本（附註十五及十七）                    | 3,564      | 12       | 6,250      | 1     |
| 5900 | 營業毛利                             | 26,054     | 88       | 546,958    | 99    |
|      | 營業費用（附註十五及十七）                    |            |          |            |       |
| 6200 | 管理費用                             | ( 86,903)  | ( 294)   | ( 95,854)  | ( 17) |
| 6300 | 研究發展費用                           | ( 197,548) | ( 667)   | ( 190,679) | ( 35) |
| 6000 | 營業費用合計                           | ( 284,451) | ( 961)   | ( 286,533) | ( 52) |
| 6900 | 營業淨（損）利                          | ( 258,397) | ( 873)   | 260,425    | 47    |
|      | 營業外收入及支出                         |            |          |            |       |
| 7060 | 採用權益法之關聯企業<br>損失份額（附註十一）         | ( 92,771)  | ( 313)   | ( 70,800)  | ( 13) |
| 7100 | 利息收入                             | 20,104     | 68       | 16,861     | 3     |
| 7190 | 其他收入                             | 328        | 1        | 425        | -     |
| 7225 | 處分投資淨益（附註七及<br>十一）               | 28         | -        | 521,120    | 94    |
| 7235 | 透過損益按公允價值衡<br>量之金融資產淨利益<br>（附註七） | 778        | 3        | 94         | -     |
| 7630 | 外幣兌換淨（損）益                        | ( 13,280)  | ( 45)    | 18,253     | 4     |
| 7000 | 營業外收（支）淨額                        | ( 84,813)  | ( 286)   | 485,953    | 88    |
| 7900 | 稅前淨（損）利                          | ( 343,210) | ( 1,159) | 746,378    | 135   |
| 7950 | 所得稅費用（附註四及十八）                    | -          | -        | -          | -     |
| 8200 | 本年度淨（損）利                         | ( 343,210) | ( 1,159) | 746,378    | 135   |

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| 代 碼  |                                      | 107年度        |          | 106年度      |      |
|------|--------------------------------------|--------------|----------|------------|------|
|      |                                      | 金 額          | %        | 金 額        | %    |
|      | 其他綜合利益(損失)(附註四及十五)                   |              |          |            |      |
| 8310 | 不重分類至損益之項目                           |              |          |            |      |
| 8311 | 確定福利計畫之再<br>衡量數                      | (\$ 101)     | -        | (\$ 868)   | -    |
| 8360 | 後續可能重分類至損益<br>之項目                    |              |          |            |      |
| 8361 | 國外營運機構財務<br>報表換算之兌換<br>差額            | 16,258       | 55       | ( 17,351)  | ( 3) |
| 8370 | 採用權益法之關聯<br>企業之其他綜合<br>(損失)利益之份<br>額 | ( 19,112)    | ( 65)    | 20,680     | 3    |
| 8300 | 本年度其他綜合(損<br>失)利益淨額                  | ( 2,955)     | ( 10)    | 2,461      | -    |
| 8500 | 本年度綜合(損失)利益總額                        | (\$ 346,165) | ( 1,169) | \$ 748,839 | 135  |
|      | 淨(損)利歸屬於：                            |              |          |            |      |
| 8610 | 母公司業主                                | (\$ 343,210) | ( 1,159) | \$ 746,378 | 135  |
| 8620 | 非控制權益                                | -            | -        | -          | -    |
| 8600 |                                      | (\$ 343,210) | ( 1,159) | \$ 746,378 | 135  |
|      | 綜合(損失)利益總額歸屬<br>於：                   |              |          |            |      |
| 8710 | 母公司業主                                | (\$ 346,165) | ( 1,169) | \$ 748,839 | 135  |
| 8720 | 非控制權益                                | -            | -        | -          | -    |
| 8700 |                                      | (\$ 346,165) | ( 1,169) | \$ 748,839 | 135  |
|      | 每股(虧損)盈餘(附註十九)                       |              |          |            |      |
| 9710 | 基 本                                  | (\$ 0.48)    |          | \$ 1.04    |      |
| 9810 | 稀 釋                                  |              |          | \$ 1.04    |      |

後附之附註係本合併財務報告之一部分。

董事長：黃國龍



經理人：黃國龍



會計主管：呂理堅





太景醫藥研發股份有限公司

民國 107 年及 106 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

| 代碼 | 普通股股數                     | 金       | 額      | 資  | 本          | 公          | 積     | 保      | 留      | 盈          | 餘  | 盈 | 餘        | 其 | 他 | 權          | 益 |
|----|---------------------------|---------|--------|----|------------|------------|-------|--------|--------|------------|----|---|----------|---|---|------------|---|
| A1 | 716,760                   | \$      | 20,908 | \$ | 910,455    | 特別盈餘公積     | 未分配盈餘 | 國外營運機構 | 財務報表換算 | 之兌換差額      | 總額 | 權 | 益        | 總 | 計 |            |   |
| A1 | 106 年 1 月 1 日餘額           |         |        |    |            | \$ 910,455 |       |        |        |            |    |   |          |   |   | \$ 675,623 |   |
| N1 | 股份基礎給付酬勞成本                | -       | -      | -  | 6          |            |       |        |        |            |    |   |          |   |   | 6          |   |
| F1 | 資本公積彌補虧損                  | -       | -      | -  | ( 250,916) |            |       |        |        |            |    |   |          |   |   | -          |   |
| D1 | 106 年度淨利                  | -       | -      | -  | -          |            |       |        |        | 746,378    |    |   |          |   |   | 746,378    |   |
| D3 | 106 年度其他綜合(損)益            | -       | -      | -  | -          |            |       |        |        | ( 868)     |    |   | 3,329    |   |   | 2,461      |   |
| D5 | 106 年度綜合利益總額              | -       | -      | -  | -          |            |       |        |        | 745,510    |    |   | 3,329    |   |   | 748,839    |   |
| Z1 | 106 年 12 月 31 日餘額         | 716,760 | 20,908 |    | 659,545    |            |       |        |        | 745,510    |    |   | ( 1,495) |   |   | 1,424,468  |   |
| B3 | 106 年度盈餘指撥及分配<br>提列特別盈餘公積 | -       | -      | -  | -          |            |       |        | 1,495  | ( 1,495)   |    |   |          |   |   | -          |   |
| C7 | 採用權益法認列之關聯企業之變動數          | -       | -      | -  | 15,040     |            |       |        |        |            |    |   |          |   |   | 15,040     |   |
| N1 | 股份基礎給付酬勞成本                | -       | -      | -  | 1          |            |       |        |        |            |    |   |          |   |   | 1          |   |
| D1 | 107 年度淨損                  | -       | -      | -  | -          |            |       |        |        | ( 343,210) |    |   |          |   |   | ( 343,210) |   |
| D3 | 107 年度其他綜合損失              | -       | -      | -  | -          |            |       |        |        | ( 101)     |    |   | ( 2,854) |   |   | ( 2,955)   |   |
| D5 | 107 年度綜合損失總額              | -       | -      | -  | -          |            |       |        |        | ( 343,311) |    |   | ( 2,854) |   |   | ( 346,165) |   |
| Z1 | 107 年 12 月 31 日餘額         | 716,760 | 20,908 |    | 674,586    |            |       |        | 1,495  | 400,704    |    |   | ( 4,349) |   |   | 1,093,344  |   |

後附之附註係本合併財務報告之一部分。



董事長：黃國龍



經理人：黃國龍



會計主管：呂理堅

太景醫藥研發控股股份有限公司及子公司

合併現金流量表

民國 107 年及 106 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

| 代 碼    |                     | 107年度        | 106年度      |
|--------|---------------------|--------------|------------|
|        | 營業活動之現金流量           |              |            |
| A10000 | 本年度稅前淨(損)利          | (\$ 343,210) | \$ 746,378 |
| A20010 | 收益費損項目              |              |            |
| A20100 | 折舊費用                | 7,341        | 5,259      |
| A20200 | 攤銷費用                | 3,622        | 5,020      |
| A20400 | 透過損益按公允價值衡量之金融資產淨利益 | ( 778)       | ( 94)      |
| A21200 | 利息收入                | ( 20,104)    | ( 16,861)  |
| A21900 | 股份基礎給付酬勞成本          | 1            | 6          |
| A22300 | 採用權益法之關聯企業損失份額      | 92,771       | 70,800     |
| A22800 | 處分新藥技術利益            | -            | ( 527,252) |
| A23100 | 處分投資利益              | ( 28)        | ( 521,120) |
| A24100 | 未實現外幣兌換損失           | -            | 4          |
| A30000 | 營業資產及負債之淨變動數        |              |            |
| A31110 | 持有供交易之金融資產          | -            | 4,001      |
| A31115 | 強制透過損益按公允價值衡量之金融資產  | 6,736        | -          |
| A31150 | 應收票據及帳款             | ( 1,604)     | 1,656      |
| A31180 | 其他應收款               | ( 912)       | ( 279)     |
| A31230 | 留抵稅額                | ( 4,945)     | 27,489     |
| A31240 | 其他流動資產              | ( 9,586)     | 4,640      |
| A32180 | 其他應付款               | 21,967       | ( 50,734)  |
| A32210 | 預收款項                | ( 6,949)     | ( 16,625)  |
| A32230 | 其他流動負債              | ( 52)        | 59         |
| A32240 | 淨確定福利負債             | 802          | 727        |
| AAAA   | 營業活動之淨現金流出          | ( 254,928)   | ( 266,926) |
|        | 投資活動之現金流量           |              |            |
| B00040 | 取得按攤銷後成本衡量之金融資產     | ( 968,344)   | -          |
| B00050 | 處分按攤銷後成本衡量之金融資產價款   | 1,189,172    | -          |
| B01900 | 處分採用權益法之投資價款        | -            | 621,965    |
| B02700 | 取得不動產、廠房及設備         | ( 21,630)    | ( 12,240)  |

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| 代 碼    |                   | 107年度             | 106年度             |
|--------|-------------------|-------------------|-------------------|
| B04500 | 取得無形資產            | (\$ 1,336)        | (\$ 3,871)        |
| B03700 | 存出保證金減少(增加)       | 787               | ( 605)            |
| B06500 | 其他金融資產增加          | -                 | ( 329,491)        |
| B06800 | 其他非流動資產減少(增加)     | 1,184             | ( 1,973)          |
| B07500 | 收取之利息             | <u>20,201</u>     | <u>17,669</u>     |
| BBBB   | 投資活動之淨現金流入        | <u>220,034</u>    | <u>291,454</u>    |
| DDDD   | 匯率變動對現金及約當現金之影響   | ( <u>316</u> )    | <u>359</u>        |
| EEEE   | 本年度現金及約當現金淨(減少)增加 | ( 35,210)         | 24,887            |
| E00100 | 年初現金及約當現金餘額       | <u>183,313</u>    | <u>158,426</u>    |
| E00200 | 年底現金及約當現金餘額       | <u>\$ 148,103</u> | <u>\$ 183,313</u> |

後附之附註係本合併財務報告之一部分。

董事長：黃國龍



經理人：黃國龍



會計主管：呂理堅



(附件四)

## 太景醫藥研發控股股份有限公司

### 獨立董事候選人名單

| 序號 | 姓名  | 學歷                          | 經歷   | 現職  | 持有股數 |
|----|-----|-----------------------------|--|---|------|
| 1  | 黃文鴻 | 美國明尼蘇達大學社會與管理藥學博士           | <ul style="list-style-type: none"><li>◆ 行政院衛生署藥政處處長</li><li>◆ 行政院衛生署藥物食品檢驗局局長</li><li>◆ 指示藥品審議諮詢委員會主委</li><li>◆ 台灣藥學會理事長</li><li>◆ 財團法人藥害救濟基金會董事</li><li>◆ 國立陽明大學衛生福利研究所所長及教授</li></ul>  | <ul style="list-style-type: none"><li>◆ 國立陽明大學衛生福利研究所兼任教授</li><li>◆ 財團法人台灣生物產業發展協會常務監事</li></ul>  | 0    |
| 2  | 張業泓 | 美國 Univ. Pennsylvania 工程學博士 | <ul style="list-style-type: none"><li>◆ Aetna International 大中華區總經理</li><li>◆ 先聲默沙東藥業 執行長</li><li>◆ 先聲藥業 總裁</li><li>◆ 麥肯錫中國醫療行業高級諮詢負責人</li><li>◆ 默沙東製藥中國區總裁</li><li>◆ IMS Health 大中華區執行總裁。</li><li>◆ 非政府衛生組織 PATH 董事</li></ul> | <ul style="list-style-type: none"><li>◆ 綠葉製藥(國際)首席執行官(CEO)</li></ul>  | 0    |
| 3  | 游勝福 | 政治大學會計學研究所、台灣大學商學系          | <ul style="list-style-type: none"><li>◆ 勤業會計師事務所執業合夥會計師</li><li>◆ 裕隆汽車股份有限公司獨立董事</li></ul>   | <ul style="list-style-type: none"><li>◆ 勝福會計師事務所會計師</li><li>◆ 日月光投資控股股份有限公司獨立董事</li><li>◆ 華冠通訊股份有限公司董事</li><li>◆ 華信科技股份有限公司董事</li><li>◆ 三福化工股份有限公司監察人</li><li>◆ 順達科技股份有限公司監察人</li></ul> | 0    |

註：截至本次股東常會停止過戶開始日(2019/4/14)之持有股數。



(附件五)

**AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

**OF**

**TAIGEN BIOPHARMACEUTICALS HOLDINGS LIMITED**

**Comparison Table**

**太景醫藥研發控股股份有限公司**

**公司章程修訂及重編文本**

**修訂對照表**

©組織大綱 Memorandum of Association

| 條次<br>Item No | 提議股東常會修訂版本<br>New version proposed to Members  | 現行版本<br>Current version   | 說明<br>Explanations |
|---------------|--|---|--------------------|
| 第 2 條         | 本公司登記辦公室為 <u>瑞致達</u> (開曼)有限公司之辦公室，開曼群島大開曼島 KY1-1205 <u>西灣道 802 號芙蓉路大閣郵政信箱 31119 號</u> ，或董事會隨時指定之其他地點。  | 本公司登記辦公室為境外(開曼)有限公司之辦公室，開曼群島大開曼島 KY1-1112 喬治城板球場廣場柳樓 4 樓郵政信箱 2804 號，或董事會隨時指定之其他地點。  | 配合註冊代理人公司及地址變更而修正。 |
| Article 2     | The registered office of the Company shall be at the offices of <u>Vistra</u> (Cayman) Limited, <b><u>P.O. Box 31119, Grand Pavilion, Hibiscus Wav, 802 West Bay Road, Grand Cayman, KY1-1205</u></b> , Cayman Islands or at such other place as the Board may from time to time decide. | The registered office of the Company shall be at the offices of Offshore Incorporations (Cayman) Limited, Floor 4, Willow House, Cricket Square, P.O. Box 2804, George Town, Grand Cayman, KY1-1112, Cayman Islands or at such other place as the Board may from time to time decide. |                    |

| 條次<br>Item No | 提議股東常會修訂版本<br>New version proposed to Members  | 現行版本<br>Current version   | 說明<br>Explanations  |
|---------------|--|---|---|
| 第1條<br>(節錄)   | <p>本章程中，公司法附錄中之表 A 並不適用，且除非其主旨或內容有不一致處，</p> <p>關係企業 指依據中華民國公司法所定義之關係適用法律 企業。</p> <p>指中華民國法律、指定證券交易所之規則、公司法或本公司適用之其他規則或規定。</p> <p>〔中間未更動，省略〕</p> <p>開曼群島 指開曼群島《公司法》(2018 年修訂版)。</p> <p>〔中間未更動，省略〕</p> <p><u>重度特別決議</u> 係指經持有於股東會召集時已發行股份總數三分之二以上股東之同意通過之特別決議。</p> <p><u>股務代理</u> 意指經臺灣主管機關核可，依適用法令為本公司提供特定股務代理服務之機構</p> <p><u>股務代理機構</u>。</p> | <p>本章程中，公司法附錄中之表 A 並不適用，且除非其主旨或內容有不一致處，</p> <p>關係企業 指依據中華民國公司法所定義之關係適用法律 企業。</p> <p>指中華民國法律、指定證券交易所之規則、公司法或本公司適用之其他規則或規定。</p> <p>〔中間未更動，省略〕</p> <p>開曼群島 指開曼群島第 22 章《公司法》(1961 年第三法，經修訂及整合)。</p> <p>〔中間未更動，省略〕</p> <p>〔本款新增〕</p> <p>〔本款新增〕</p> | <p>1. 配合開曼群島公司法 2018 年度修正而修正本條。</p> <p>2. 配合財團法人中華民國證券櫃檯買賣中心 2018 年 12 月 07 日證櫃審字第 10701102991 號函公告修正。</p> <p>3. 依中華民國企業併購法第 18 條、第 27 條、第 28 條、第 29 條及第 35 條規定，明訂重度特別決議定義。</p> |

| 條次<br>Item No          | 提議股東常會修訂版本<br>New version proposed to Members   | 現行版本<br>Current version  | 說明<br>Explanations |
|------------------------|---|--|--------------------|
| Article 1<br>(excerpt) | <p>In these Articles Table A in the Schedule to the Statute does not apply and, unless there be something in the subject or context inconsistent therewith,</p> <p>"Affiliate" has the meaning attributed to it in the ROC Company Law.</p> <p>"Applicable Law" means the laws of the ROC, the rules of the Designated Stock Market, the Statute or such other rules or legislation applicable to the Company.</p> <p>{}<br/>[omitted]<br/>{}</p> <p>"Companies Law" means the Companies Law <b>(2018 Revision)</b> of the Cayman Islands.</p> <p>{}<br/>[omitted]<br/>{}<br/><b>"Supermajority Special Resolution" means a Special Resolution approved by Members holding at least two-thirds (2/3) of the Shares in issue at the time of the general meeting.</b></p> | <p>In these Articles Table A in the Schedule to the Statute does not apply and, unless there be something in the subject or context inconsistent therewith,</p> <p>"Affiliate" has the meaning attributed to it in the ROC Company Law.</p> <p>"Applicable Law" means the laws of the ROC, the rules of the Designated Stock Market, the Statute or such other rules or legislation applicable to the Company.</p> <p>{}<br/>[omitted]<br/>{}<br/>"Companies Law" means the Companies Law, <b>Cap.22 (Law 3 of 1961, as consolidated and revised)</b> of the Cayman Islands.</p> <p>{}<br/>[omitted]<br/>{}<br/>[New Subparagraph]</p> |                    |

| 條次<br>Item No | 提議股東常會修訂版本<br>New version proposed to Members  | 現行版本<br>Current version   | 說明<br>Explanations   |
|---------------|--|---|--|
|               | <p><u>"Sharehold</u><br/><u>ers' Service</u><br/><u>Agent"</u><br/><u>means the agent licensed by Taiwan</u><br/><u>authorities</u><br/><u>to provide</u><br/><u>certain</u><br/><u>shareholders services in accordance</u><br/><u>with the Applicable Law to the</u><br/><u>Company.</u></p>  | <p>[New Subparagraph]</p>   |  |
| 第 33 條        | <p>合計持有本公司已發行股份總數百分之<u>一</u>以上的任何<u>一</u>或<u>多位</u>股東得以書面<u>或電子受理方式</u>向本公司提出股東常會議案。本公司股份於指定證券交易所掛牌期間，應於董事會認為適當時候，以適用法令許可之方式公告，載明地點並提供不少於十天期間由股東提出議案。不論是否為於於指定證券交易所掛牌期間，<u>倘</u>提案股東持股未達本公司已發行股份總數<u>百分之</u><u>一</u>、或提案包括事項根據適用法令規定不應透過股東會決議方式決議案超過<u>一</u>項者、<u>議案超過三百字</u>、或於董事會決定之指定期間外提出之議案，<u>董事會應將該等提案列入議案。但股東提案係為敦促公司增進公共利益或善盡社會責任之建議，董事會仍得列入議案。</u>於符合第 34 條及公司法許可之前提下，股東若經股東會主席之同意，得於股東會中考慮、討論或議決，惟該等事項應與股東會通知中所列議案直接相關。</p> | <p>持有本公司已發行股份總數<u>百分之</u><u>一</u>以上的任何股東得以書面向本公司提出股東常會議案。本公司股份於指定證券交易所掛牌期間，應於董事會認為適當時候，以適用法令許可之方式公告，載明地點並提供不少於十天期間由股東提出議案。不論是否為於於指定證券交易所掛牌期間，<u>倘</u>提案股東持股未達本公司已發行股份總數<u>百分之</u><u>一</u>、或提案包括事項根據適用法令規定不應透過股東會決議方式決議、或提案超過<u>一</u>項者、或於董事會決定之指定期間到後提出之議案，該等提案均不得列入議案。於符合第 34 條及公司法許可之前提下，股東若經股東會主席之同意，得於股東會中考慮、討論或議決，惟該等事項應與股東會通知中所列議案直接相關。</p> | <p>配合財團法人中華民國證券櫃檯買賣中心 2018 年 12 月 07 日 證 櫃 審 字 第 10701102991 號函公告修正。</p> |
| Article 33    | <p><u>One or more</u> Members holding <u>in aggregate</u> not less than one percent (1%) of the Company's total and outstanding Shares</p>   | <p>Any Member holding not less than one percent (1%) of the Company's total and outstanding Shares may submit a</p>   |  |

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|               | <p>may submit a <b><u>matter</u></b> In Writing <b><u>or by way of electronic transmission</u></b> to the Company for discussion at an annual general meeting. The Company, for as long as the Company's Shares are listed on the Designated Stock Market, shall give a public notice in such manner as permitted by Applicable Law deemed appropriate by the Board specifying the place and a period of not less than ten (10) days for Members to submit proposals. A proposal submitted for discussion at an annual general meeting, at all times, shall be accepted <b><u>unless one or more</u></b> Members submitting such proposal holds less than one percent (1%) <b><u>in aggregate</u></b> of the Company's total and outstanding Shares, or where the proposal consists of a matter which does not constitute a lawful object for a resolution of a general meeting in accordance with or under the Applicable Laws, or where more than one matter is included in the proposal, <b><u>or where the proposal submitted exceeds three hundred words</u></b>, or where the proposal is <b><u>not</u></b> submitted <b><u>within</u></b> the specified period determined by the Board; <b><u>provided, however, that if the proposal submitted is to urge the Company to facilitate the public interest or perform social responsibility, the Board may accept that proposal and arrange for it being discussed at the annual general meeting.</u></b> Subject to Article 34 and to the extent</p> | <p>proposal In Writing to the Company for discussion at an annual general meeting. The Company, for as long as the Company's Shares are listed on the Designated Stock Market, shall give a public notice in such manner as permitted by Applicable Law deemed appropriate by the Board specifying the place and a period of not less than ten (10) days for Members to submit proposals. A proposal submitted for discussion at an annual general meeting, at all times, shall not be accepted when the Member submitting such proposal holds less than one percent (1%) of the Company's total and outstanding Shares, or where the proposal consists of a matter which does not constitute a lawful object for a resolution of a general meeting in accordance with or under the Applicable Laws, or where more than one matter is included in the proposal, or where the proposal is submitted after the expiration of the specified period determined by the Board, in which case, the rejected proposal shall not be discussed at the annual general meeting. Subject to Article 34 and to the extent permitted under the Statute, a Member may, if so approved by the chairman of the relevant general meeting, bring forward any matter(s) during a general meeting for the consideration, discussion or approval by the Members at such general meeting, provided such matter(s) falls within the scope</p> |                    |

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|               | permitted under the Statute, a Member may, if so approved by the chairman of the relevant general meeting, bring forward any matter(s) during a general meeting for the consideration, discussion or approval by the Members at such general meeting, provided such matter(s) falls within the scope and directly relates to a matter included in the notice of general meeting.            | and directly relates to a matter included in the notice of general meeting.   |                    |
| 第 34 條        | <p>於符合本章程規定之前提下，下列議案應在股東會召集事由中列舉並說明其主要內容，不得以臨時動議提出；<u>其主要內容得置於證券櫃檯買賣中心或證交所或公司指定之網站，並應將其網址載明於召集通知內：</u></p> <p>(a) 選任或解任董事；</p> <p>(b) 修訂或變更組織大綱或本章程，包括變更本公司名稱；</p> <p>(c) 減資；</p> <p>(d) <u>申請停止公開發行</u>；</p> <p>(e) 公司之解散、自願結束營業、合併或分割；</p> <p>(f) 締結、變更或終止關於出租全部營業，委託經營或與他人經常共同經營之契約；</p> <p>(g) 讓與全部或主要部分之營業或財產；</p> <p>(h) 受讓他人全部營業或財產，對本公司之營運有重大影響者；</p> <p>(i) 私募發行具股權性質之本公司有價證券；</p> | <p>於符合本章程規定之前提下，下列議案應在股東會召集事由中列舉並說明其主要內容，不得以臨時動議提出：</p> <p>(a) 選任或解任董事；</p> <p>(b) 修訂或變更組織大綱或本章程，包括變更本公司名稱；</p> <p>(c) 公司之解散、自願結束營業、合併或分割；</p> <p>(d) 締結、變更或終止關於出租全部營業，委託經營或與他人經常共同經營之契約；</p> <p>(e) 讓與全部或主要部分之營業或財產；</p> <p>(f) 受讓他人全部營業或財產，對本公司之營運有重大影響者；</p> <p>(g) 私募發行具股權性質之本公司有價證券；</p> <p>(h) 董事從事競業禁止行為之許可；</p> <p>(i) 經董事會建議以發行新股方式，分派股息及紅利之</p> | 同上。                |

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| Article 34    | <p>(j) 董事從事競業禁止行為之許可；</p> <p>(k) 經董事會建議以發行新股方式，分派股息及紅利之全部或一部分；</p> <p>(l) 經董事會建議以發行新股或現金分配盈餘公積或因發行股票溢價列於股本溢價科目之剩餘額或受領贈與所得之資本公積之全部或一部分，按持股比例分配與原股東者；</p> <p>(m) 依第 13(g)項規定，以低於實際買回庫藏股之平均價格轉讓庫藏股予本公司或從屬公司之員工；</p> <p>(n) 依中華民國外國發行人募集與發行有價證券處理準則準用中華民國發行人募集與發行有價證券處理準則第 56 條之 1 發行人募員工認股權；</p> <p>(o) 依中華民國外國發行人募集與發行有價證券處理準則準用中華民國發行人募集與發行有價證券處理準則第 60 條之 2 發行限制員工權利新股；及</p> <p>(p) 終止上市(櫃)。</p> <p>Subject to these Articles, the following matters may not be considered, discussed or proposed for approval at a general meeting unless they have been included in the notice of general meeting with reasonable amount of explanation; <b><u>material contents of such matters may be uploaded onto the website designated by the TWSE, TPEx or the</u></b></p> | <p>全部或一部分；</p> <p>(j) 經董事會建議以發行新股或現金分配盈餘公積或因發行股票溢價列於股本溢價科目之剩餘額或受領贈與所得之資本公積之全部或一部分，按持股比例分配與原股東者；</p> <p>(k) 依第 13(g)項規定，以低於實際買回庫藏股之平均價格轉讓庫藏股予本公司或從屬公司之員工；</p> <p>(l) 依中華民國外國發行人募集與發行有價證券處理準則準用中華民國發行人募集與發行有價證券處理準則第 56 條之 1 發行人募員工認股權；</p> <p>(m) 依中華民國外國發行人募集與發行有價證券處理準則準用中華民國發行人募集與發行有價證券處理準則第 60 條之 2 發行限制員工權利新股；及</p> <p>(n) 終止上市(櫃)。</p> <p>Subject to these Articles, the following matters may not be considered, discussed or proposed for approval at a general meeting unless they have been included in the notice of general meeting with reasonable amount of explanation:</p> |                    |

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|               | <p><b><u>Company with the address of website indicated in the notice:</u></b></p> <p>(a) any election or removal of Directors;</p> <p>(b) any amendment or modification to the Memorandum of Association or these Articles, including any change of the Company name;</p> <p>(c) <b><u>any reduction in share capital of the Company;</u></b></p> <p>(d) <b><u>application for de-registration as a public company;</u></b></p> <p>(e) any dissolution, voluntary winding-up, Merger, or split-up of the Company;</p> <p>(f) any proposal for the Company to enter into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;</p> <p>(g) transfer whole or any substantial part of the Company's business or assets;</p> <p>(h) acquisition of whole of the business or assets of a third-party, which materially affects the operation of the Company;</p> <p>(i) any issuance of equity-linked securities of the Company by way of private placement;</p> <p>(j) to the extent permitted by Applicable Law, any proposal to approve a Director to engage in competitive activities with the Company;</p> | <p>(a) any election or removal of Directors;</p> <p>(b) any amendment or modification to the Memorandum of Association or these Articles, including any change of the Company name;</p> <p>(c) any dissolution, voluntary winding-up, Merger, or split-up of the Company;</p> <p>(d) any proposal for the Company to enter into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;</p> <p>(e) transfer whole or any substantial part of the Company's business or assets;</p> <p>(f) acquisition of whole of the business or assets of a third-party, which materially affects the operation of the Company;</p> <p>(g) any issuance of equity-linked securities of the Company by way of private placement;</p> <p>(h) to the extent permitted by Applicable Law, any proposal to approve a Director to engage in competitive activities with the Company;</p> <p>(i) upon recommendation of the Board, any proposal to distribute part or all of its Dividends or bonus by way of issuance of new Shares;</p> |                    |



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|               | <p>(k) upon recommendation of the Board, any proposal to distribute part or all of its Dividends or bonus by way of issuance of new Shares;</p> <p>(l) upon recommendation of the Board, any proposal to distribute the Capital Reserves arising from the profits, the income derived from the issuance of new Shares at a premium and standing to the credit of the Share Premium Account or the income from endowments received by the Company, in whole or in part by way of issuance of new Shares of the Company or by cash, to the then Members in proportion to the number of Shares being held by each of them;</p> <p>(m) transfer of Treasury Shares to the employees of the Company and/or of the Company's Subsidiary(ies) for a consideration that is less than the consideration paid by the Company in accordance with Article 13(g);</p> <p>(n) any issuance of employee stock options pursuant to ROC Regulations Governing the Offering and Issuance of Securities by Foreign Securities Issuer referring to Article 56-1 of ROC Regulations Governing the Offering and Issuance of Securities pursuant to ROC</p> | <p>(i) upon recommendation of the Board, any proposal to distribute the Capital Reserves arising from the profits, the income derived from the issuance of new Shares at a premium and standing to the credit of the Share Premium Account or the income from endowments received by the Company, in whole or in part by way of issuance of new Shares of the Company or by cash, to the then Members in proportion to the number of Shares being held by each of them;</p> <p>(k) transfer of Treasury Shares to the employees of the Company and/or of the Company's Subsidiary(ies) for a consideration that is less than the consideration paid by the Company in accordance with Article 13(g);</p> <p>(l) any issuance of employee stock options pursuant to ROC Regulations Governing the Offering and Issuance of Securities by Foreign Securities Issuer referring to Article 56-1 of ROC Regulations Governing the Offering and Issuance of Securities by Securities Issuer;</p> <p>(m) any issuance of Restricted Shares pursuant to ROC Regulations Governing the Offering and Issuance of Securities by Foreign Securities Issuer referring to Article 60-2 of ROC Regulations Governing the Offering and Issuance of Securities by Securities Issuer;</p> |                    |

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|               | Securities by Foreign Securities Issuer referring to Article 60-2 of ROC Regulations Governing the Offering and Issuance of Securities by Securities Issuer; and<br>(p) the Delisting.  | and<br>(n) the Delisting.  |                    |
| 第 36 條        | <p>(a) 董事長 (如有) 應擔任本公司歷次股東會之主席。如無董事長，或如董事長未出席，出席董事應相互選任其中一人擔任股東會主席。</p> <p>(b) <u>繼續三個月以上合計持有已發行股份總數過半數股份之一或多位股東，得自行召集股東臨時會。股東持股期間及持股數之計算，以停止股票過戶時之持股為準。</u></p> <p>(c) 如歷次股東會無董事願意擔任主席，或如無董事出席，出席股東應相互選任其中一人擔任股東會主席。</p> <p>(d) <u>董事會或依第 36(b)條或本章程規定之召集權人召集股東會者，得請求本公司或股務代理機構提供股東名簿。</u></p> | <p>(a) 董事長 (如有) 應擔任本公司歷次股東會之主席。如無董事長，或如董事長未出席，出席董事應相互選任其中一人擔任股東會主席。</p> <p>(b) 如歷次股東會無董事願意擔任主席，或如無董事出席，出席股東應相互選任其中一人擔任股東會主席。</p>   | 同上。                |
| Article 36    | (a) The chairman, if any, of the Board shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he shall not be present, the Directors present shall elect one of their  | (a) The chairman, if any, of the Board shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he shall not be present, the Directors present shall elect one of their |                    |

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|               | <p>number to be chairman of the meeting.</p> <p>(b) <u>Any one or more Shareholders holding in aggregate more than half of the total number of the issued Shares of the Company for at least three (3) consecutive months may convene an extraordinary general meeting. The determination of the afore-mentioned holding period and number of Shares shall be based on the Shares held immediately prior to the relevant book close period.</u></p> <p>(c) If at any general meeting no Director is willing to act as chairman or if no Director is present, the Members present shall choose one of their number to be chairman of the meeting.</p> <p>(d) <u>The Board of Directors or any person who is entitled to convene a general meeting pursuant to Article 36(b) above or under these Articles may demand the Company or its Shareholders' Service Agent to provide the Register of Members.</u></p> | <p>number to be chairman of the meeting.</p> <p>(b) If at any general meeting no Director is willing to act as chairman or if no Director is present, the Members present shall choose one of their number to be chairman of the meeting.</p> |                    |
| 第 71 條        | 本公司於經指定證券交易所同意上市或上櫃買賣後，董事(含獨立董事)之選舉應採中華民國公司法第 192-1 條及中華民國證券法令所訂之候選人提名制，由股東就董事   | 本公司於經指定證券交易所同意上市或上櫃買賣後，獨立董事之選舉應採中華民國公司法第 192-1 條及中華民國證券法令所訂之候選人提名制，由股東就獨立董事   | 同上。                |

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| Article 71    | <p>候選人名單中選任之。</p> <p>Upon the Shares of the Company have been approved by the Designated Stock Market for listed and trading on the Designated Stock Market, with regard to the election of the <b><u>Directors (including Independent Directors)</u></b>, the Company shall adopt the candidate nomination system as provided by Article 192-1 of the ROC Company Law and the ROC Securities Regulation. The Members shall elect Directors <b><u>(including Independent Directors)</u></b> from among those listed on the slate of Director candidates.</p> | <p>選人名單中選任之。</p> <p>Upon the Shares of the Company have been approved by the Designated Stock Market for listed and trading on the Designated Stock Market, with regard to the election of the Independent Directors, the Company shall adopt the candidate nomination system as provided by Article 192-1 of the ROC Company Law and the ROC Securities Regulation. The Members shall elect Independent Directors from among the those listed on the slate of Independent Director candidates.</p> |                    |
| 第 73 條        | <p>(a) 有關董事之持股比例，並無限制。倘欲有任何限制，應經本公司股東會議通過。如任何董事同時為本公司之股東，而該董事以其股份設定質權（以下稱「設質股份」）超過選任當時所持有之本公司股份數額二分之一時，其超過之股份不得行使表決權，不算入已出席股東之表決權數。</p> <p>(b) 本公司股份於指定證券交易所掛牌期間，除適用法令另有規定外，公司董事(不含獨立董事)在任期中一次或多次轉讓持股超過其經股東會選出或任命為董事當時(下稱「當選時」)所持有本公司股份數額二分之一時，該董事職位應即解任。</p> <p>(c) 本公司股份於指定證券交易所掛牌期間，除適用法</p>  | <p>同上。</p> <p>(a) 有關董事之持股比例，並無限制。倘欲有任何限制，應經本公司股東會議通過。如任何董事同時為本公司之股東，而該董事以其股份設定質權（以下稱「設質股份」）超過選任當時所持有之本公司股份數額二分之一時，其超過之股份不得行使表決權，不算入已出席股東之表決權數。</p> <p>(b) 本公司股份於指定證券交易所掛牌期間，除適用法令另有規定外，公司董事在任期中一次或多次轉讓持股超過其經股東會選出或任命為董事當時(下稱「當選時」)所持有本公司股份數額二分之一時，該董事職位應即解任。</p> <p>(c) 本公司股份於指定證券交易所掛牌期間，除適用法</p>  |                    |

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| Article 73    | <p>令另有規定外，如任何人被選出或任命為公司董事(不含獨立董事)，在下列任一期間內一次或多次轉讓超過其在當選時所持有本公司股份數額二分之一時，該選任或任命應失去效力：</p> <p>(i) 在當選時到其就任董事前的期間；或</p> <p>(ii) 在召開提議選任或任命其為董事之股東會前之停止過戶期間。</p> <p>(a) A shareholding qualification for Directors may be fixed by the Company in general meeting but unless and until so fixed no shareholding qualification shall be required. Where any Director, who is also a Member, creates or has created a pledge on the Shares held by such Director (the “Pledged Shares”) exceeding fifty percent (50%) of total Shares held by such Director at the time of his/her appointment as Director, such Director shall refrain from exercising its voting rights on the Shares representing the difference between the Pledged Shares and fifty percent (50%) of total Shares held by such Director at the time of his/her appointment as Director, and such Shares shall not be counted towards the number of votes represented by the Members present at a general meeting.</p> | <p>令另有規定外，如任何人被選出或任命為公司董事，在下列任一期間內一次或多次轉讓超過其在當選時所持有本公司股份數額二分之一時，該選任或任命應失去效力：</p> <p>(i) 在當選時到其就任董事前的期間；或</p> <p>(ii) 在召開提議選任或任命其為董事之股東會前之停止過戶期間。</p> <p>(a) A shareholding qualification for Directors may be fixed by the Company in general meeting but unless and until so fixed no shareholding qualification shall be required. Where any Director, who is also a Member, creates or has created a pledge on the Shares held by such Director (the “Pledged Shares”) exceeding fifty percent (50%) of total Shares held by such Director at the time of his/her appointment as Director, such Director shall refrain from exercising its voting rights on the Shares representing the difference between the Pledged Shares and fifty percent (50%) of total Shares held by such Director at the time of his/her appointment as Director, and such Shares shall not be counted towards the number of votes represented by the Members present at a general meeting.</p> |                    |

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|               | <p>(b) For so long as the Shares are listed on the Designated Stock Market, subject to the Applicable Law, any Director <b><u>other than the Independent Director</u></b>, who, during his or her term and in one or more transactions, transfers more than fifty percent (50%) of the total Shares held by such Director at the time of his or her appointment or election as Director being approved at a general meeting (the “Approval Time”), shall be discharged or vacated from the office of Director .</p> <p>(c) For so long as the Shares are listed on the Designated Stock Market, subject to the Applicable Law, if any person transfers, in one or more transactions, more than fifty percent (50%) of the Shares held by him or her at the Approval Time either (i) during the period from the Approval Time to the commencement date of his or her office as Director , or (ii) during the period when the Register of Member is closed for transfer of Shares prior to the general meeting at which the appointment or election of such person as a Director <b><u>other than as an Independent Director</u></b> will be proposed, his or her appointment or election as Director shall be null and void.</p> | <p>(b) For so long as the Shares are listed on the Designated Stock Market, subject to the Applicable Law, any Director, who, during his or her term and in one or more transactions, transfers more than fifty percent (50%) of the total Shares held by such Director at the time of his or her appointment or election as Director being approved at a general meeting (the “Approval Time”), shall be discharged or vacated from the office of Director .</p> <p>(c) For so long as the Shares are listed on the Designated Stock Market, subject to the Applicable Law, if any person transfers, in one or more transactions, more than fifty percent (50%) of the Shares held by him or her at the Approval Time either (i) during the period from the Approval Time to the commencement date of his or her office as Director , or (ii) during the period when the Register of Member is closed for transfer of Shares prior to the general meeting at which the appointment or election of such person as a Director will be proposed, his or her appointment or election as Director shall be null and void.</p> |                    |
| 第 75 條        | 任何人不因以其本公司之廠商、買主或其他角色與本公司   | 任何人不因以其本公司之廠商、買主或其他角色與本公司   | 同上。                |

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| Article 75    | <p>司締約而喪失董事職位或其職務之資格；但於適用法令許可之範圍內，董事就有自身利害關係而可能與本公司之利益衝突或抵觸之相關事項，包括本公司之任何契約或待議契約或安排或預定交易，無論係為自身或為其他董事之代理人，應無表決權，其僅得陳述意見及答詢，並於討論及表決時予以迴避，但該董事之出席應列入法定出席人數，惟其表決權於不違反開曼法令之最大範圍內，應依中華民國公司法第 206 條第 3 項準用第 180 條第 2 項規定辦理。董事於與本公司之契約、待議契約、安排有直接或間接利害關係者，應向董事會及審計委員會依法揭露該等利害關係之性質。董事對於董事會議之事項，有自身利害關係（無論係直接或間接）時，應於當次董事會說明其自身利害關係之重要內容。</p> <p><b><u>董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就董事會之會議事項有利害關係者，視為董事就該事項有自身利害關係。</u></b></p> | <p>司締約而喪失董事職位或其職務之資格；但於適用法令許可之範圍內，董事就有自身利害關係而可能與本公司之利益衝突或抵觸之相關事項，包括本公司之任何契約或待議契約或安排或預定交易，無論係為自身或為其他董事之代理人，應無表決權，其僅得陳述意見及答詢，並於討論及表決時予以迴避，但該董事之出席應列入法定出席人數，惟其表決權於不違反開曼法令之最大範圍內，應依中華民國公司法第 206 條第 3 項準用第 180 條第 2 項規定辦理。董事於與本公司之契約、待議契約、安排有直接或間接利害關係者，應向董事會及審計委員會依法揭露該等利害關係之性質。董事對於董事會議之事項，有自身利害關係（無論係直接或間接）時，應於當次董事會說明其自身利害關係之重要內容。</p> |                    |

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|                       | <p>or contemplated transaction of the Company, whether on behalf of himself or as a proxy for another Director, in which such Director bears a personal interest which may conflict with and impair the interest of the Company, but the Director may express his or her opinion and respond to inquiries. After the interested Director has responded to inquiries raised and/or expressed his or her opinions or views and as soon as the Board of Directors proceed to discuss their views and vote on the relevant matter, the interested Director shall excuse him or herself from such discussion and voting, but the Director shall be counted in the quorum for purposes of convening such meeting. Paragraph 3, Article 206 of the ROC Company Act, under which the provisions under Paragraph 2, Article 180 of the same law may apply mutatis mutandis shall apply to Directors who may not exercise their voting rights in the process of resolving a proposal at the Company's board meeting at the maximum extent that does not contravene the laws of the Cayman Islands. A Director who is directly or indirectly interested in a contract or proposed contract or arrangement with the Company shall declare the nature of such interest as required by law to the Board and the Audit Committee. If any Director has personal interest</p> | <p>or contemplated transaction of the Company, whether on behalf of himself or as a proxy for another Director, in which such Director bears a personal interest which may conflict with and impair the interest of the Company, but the Director may express his or her opinion and respond to inquiries. After the interested Director has responded to inquiries raised and/or expressed his or her opinions or views and as soon as the Board of Directors proceed to discuss their views and vote on the relevant matter, the interested Director shall excuse him or herself from such discussion and voting, but the Director shall be counted in the quorum for purposes of convening such meeting. Paragraph 3, Article 206 of the ROC Company Act, under which the provisions under Paragraph 2, Article 180 of the same law may apply mutatis mutandis shall apply to Directors who may not exercise their voting rights in the process of resolving a proposal at the Company's board meeting to the maximum extent that does not contravene the laws of the Cayman Islands. A Director who is directly or indirectly interested in a contract or proposed contract or arrangement with the Company shall declare the nature of such interest as required by law to the Board and the Audit Committee. If any Director has personal interest (whether directly or indirectly) in matters</p> |                            |



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| 第 87 條        | <p>(whether directly or indirectly) in matters on agenda for the Board meeting, such Director shall disclose and explain the material information or contents on such personal interest at the same Board meeting.</p> <p><b><u>In the case that a Director's spouse, a blood relative within second degree of kinship or a company which has parent-subsidiary relationship with the Director has personal interest in a matter on agenda for the Board meeting, such Director shall be deemed to have personal interest in that matter.</u></b></p> | <p>on agenda for the Board meeting, such Director shall disclose and explain the material information or contents on such personal interest at the same Board meeting.</p> | <p>同上。</p>   |
| Article 87    | <p>除上述者外，董事會應將本章程、歷屆股東會議事錄、財務報告、股東名簿及公司債存根簿之副本及審計委員會之報告書，備置於中華民國境內之本公司服務代理機構，股東得隨時檢具其就本公司有利害關係之證明文件，指定範圍請求查閱、<b><u>抄錄或複製。本公司並應令服務代理機構提供前述文件。</u></b></p>  | <p>除上述者外，董事會應將本章程、歷屆股東會議事錄、財務報告、股東名簿及公司債存根簿之副本及審計委員會之報告書，備置於中華民國境內之本公司服務代理機構，股東得隨時檢具其就本公司有利害關係之證明文件，指定範圍請求查閱或抄錄。</p>   | <p>In addition to the above, the Board shall keep copies of these Articles, the minutes of prior general meetings, financial statements, Register of Members as well as summary of the bonds and notes issued by the Company and the reports prepared by the Audit Committee at the Company's agent for stock affairs located within the ROC for inspection or</p> |

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|               | for inspection or duplication by the Members from time to time by showing evidence of such Members' interest involved in the Company and specifying the scope of inspection. <b><u>The Company shall cause its Shareholders' Service Agent to provide the aforesaid documents.</u></b>  | duplication by the Members from time to time by showing evidence of such Members' interest involved in the Company and specifying the scope of inspection.  |                    |
| 第 106 條       | 儘管本章程有任何不同規定或本公司與該等董事間有何協議 (但不妨礙依據任何該等協議所得提起之損害賠償請求), 董事得於其任期屆滿前之任何時候, 經股東會之重度決議解任之; 股東會於董事任期未屆滿前, 改選全體董事者 (以下稱「董事改選」), <b><u>除股東會另有決議外</u></b> , 原董事之任期視為 <b><u>在董事改選前立即</u></b> 提前解任。前項董事改選, 應依第 66 條及第 67 條進行並有本公司代表已發行股份總數過半數股東之出席。   | 儘管本章程有任何不同規定或本公司與該等董事間有何協議 (但不妨礙依據任何該等協議所得提起之損害賠償請求), 董事得於其任期屆滿前之任何時候, 經股東會之重度決議解任之; 股東會於董事任期未屆滿前, <b><u>經決議改選全體董事者 (以下稱「董事改選」), 如未決議董事於任期屆滿始為解任</u></b> , 原董事之任期視為提前解任 <b><u>且全體董事應依第 66 條及第 67 條重新改選</u></b> 。前項董事改選, 應依第 66 條及第 67 條進行並有本公司代表已發行股份總數過半數股東之出席。  | 同上。                |
| Article 106   | Notwithstanding any provision in these Articles to the contrary or any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement), a Director may be removed by way of a Supermajority Resolution of the Members at any time before the expiration of his period of office; if <b><u>all Directors are re-elected</u></b> at a general meeting held prior to | Notwithstanding any provision in these Articles to the contrary or any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement), a Director may be removed by way of a Supermajority Resolution of the Members at any time before the expiration of his period of office; if it is resolved at a general meeting held prior to the expiration of |                    |

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|               | <p>the expiration of the term of the current Directors (the “Re-Election”), unless it is otherwise resolved at such general meeting, in which case the term of the existing Directors shall be deemed to have expired <b><u>immediately prior to Re-Election</u></b>. The aforesaid re-election of all Directors shall be held in the general meeting attended by Members representing more than fifty percent (50%) of total issued Shares in accordance with Articles 66 and 67.</p> | <p>the term of the current Directors that all Directors shall be subject to re-election with effect immediately after the adoption of such resolution (the “Re-Election”), then all Directors shall be subject to re-election in accordance with Articles 66 and 67 upon the adoption of such resolution unless it is otherwise resolved at such general meeting, in which case the term of the existing Directors shall be deemed to have expired at the expiration of their term of office. The aforesaid re-election of all Directors shall be held in the general meeting attended by Members representing more than fifty percent (50%) of total issued Shares in accordance with Articles 66 and 67.</p> |                    |
| 第 107 條       | <p>有下列任一情事之任何人不應被指定為本公司之董事。若其因任何理由成為董事，經本公司實際通知其已違反本條之規定後即應解任，本公司無庸採取任何進一步行動，或討論中之董事：</p> <p>(1) 任何人曾犯中華民國組織犯罪防制條例規定之罪，經有罪判決確定，尚未執行、<b><u>尚未執行完畢</u></b>，或<b><u>執行完畢、緩刑期滿或赦免後未逾五年</u></b>；或</p> <p>(2) 任何人曾犯詐欺、背信或侵占罪，受<b><u>宣告</u></b>有期徒刑一年以上之<b><u>刑確定</u></b>，<b><u>尚未執行</u></b>、<b><u>尚未執行完畢</u></b>，或<b><u>執行完畢、緩刑期滿或赦免後未逾二年</u></b>；或</p> <p>(3) 任何人曾犯<b><u>貪污治罪條例</u></b>之罪，經有罪判決確定，</p>   | <p>有下列任一情事之任何人不應被指定為本公司之董事。若其因任何理由成為董事，經本公司實際通知其已違反本條之規定後即應解任，本公司無庸採取任何進一步行動，或討論中之董事：</p> <p>(1) 任何人曾犯中華民國組織犯罪防制條例規定之罪，經有罪判決確定，<b><u>服刑期滿</u></b>尚未逾五年；或</p> <p>(2) 任何人曾犯詐欺、背信或侵占罪，受有期徒刑一年以上<b><u>宣告</u></b>，<b><u>服刑期滿</u></b>尚未逾二年；或</p> <p>(3) 任何人曾<b><u>服公務虧空公款</u></b>，經有罪判決確定，<b><u>服刑期滿</u></b>尚未逾二年；或</p> <p>(4) 任何人曾受破產之宣告，尚未復權；或</p>   | 同上。                |

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| Article 107   | <p><u>尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後</u>尚未逾二年；或</p> <p>(4) 任何人曾受破產之宣告<u>或經法院裁定開始清算程序</u>，尚未復權；或</p> <p>(5) 任何人使用票據經拒絕往來尚未期滿；</p> <p>(6) 任何人為無行為能力或限制行為能力；或</p> <p>(7) <u>任何人因欠缺行為能力經依相關法律受輔助宣告尚未撤銷。</u></p> <p>Any person who falls within any of the following categories shall not be appointed a Director of the Company. If for any reason he becomes a Director, he shall cease to be a Director of the Company forthwith upon the Company having actual notice that a breach of this Article 107 has been made, without any further action required on the part of the Company or such Director in question:</p> <p>(1) any person having committed an offense as specified in the ROC Statute of Prevention of Organization Crimes and subsequently adjudicated guilty by a final judgment, <u>and has not served the term of the sentence yet, has not served the full term of the sentence</u>, or the time elapsed after he has served the full term of the sentence, <u>his term of probation has</u></p> | <p>(5) 任何人使用票據經拒絕往來尚未期滿；或</p> <p>(6) 任何人為無行為能力或限制行為能力。</p> <p>Any person who falls within any of the following categories shall not be appointed a Director of the Company. If for any reason he becomes a Director, he shall cease to be a Director of the Company forthwith upon the Company having actual notice that a breach of this Article 107 has been made, without any further action required on the part of the Company or such Director in question:</p> <p>(1) any person having committed an offense as specified in the ROC Statute of Prevention of Organization Crimes and subsequently adjudicated guilty by a final judgment, and the time elapsed after he has served the full term of the sentence has not exceeded five (5) years; or</p> <p>(2) any person having committed an offense involving</p> |                    |

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|               | <p><u>expired or he has been pardoned</u> has not exceeded five (5) years; or</p> <p>(2) any person having committed an offense involving fraud, breach of trust or misappropriation and subsequently punished with imprisonment for a term of more than one (1) year, and <u>has not served the term of the sentence yet, has not served the full term of the sentence, or</u> the time elapsed after he has served the full term of such sentence, <u>his term of probation has expired or he has been pardoned</u> has not exceeded two (2) years; or</p> <p>(3) any person having been adjudicated guilty by a final judgment for violating <u>anti-corruption law, and has not served the term of the sentence yet, has not served the full term of the sentence, or</u> the time elapsed after he has served the full term of such sentence, <u>his term of probation has expired or he has been pardoned</u> has not exceeded two (2) years; or</p> <p>(4) any person having been adjudicated bankrupt <u>or entered into liquidation process by a court order,</u> and has not been reinstated to his rights and privileges or liquidation; or</p> <p>(5) any person having been dishonoured for unlawful use</p> | <p>fraud, breach of trust or misappropriation and subsequently punished with imprisonment for a term of more than one (1) year, and the time elapsed after he has served the full term of such sentence has not exceeded two (2) years; or</p> <p>(3) any person having been adjudicated guilty by a final judgment for misappropriating public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence has not exceeded two (2) years; or</p> <p>(4) any person having been adjudicated bankrupt, and has not been reinstated to his rights and privileges; or</p> <p>(5) any person having been dishonoured for unlawful use of credit instruments, and the term of such sanction has not yet expired; or</p> <p>(6) any person having no or only limited capacity.</p> |                    |

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|               | <p>of credit instruments, and the term of such sanction has not yet expired;</p> <p>(6) any person having no or only limited capacity; <u>or</u></p> <p><u>(7) any person becomes subject to the order of commencement of assistance due to incapacity pursuant to relevant law and the order has not been revoked.</u></p>  |   |                    |
| 第 123 條       | <p>審計委員會有權於任何合理的時間審閱、抄錄或複製本公司之所有帳簿、帳目、相關的付款憑單及任何文件。審計委員會得約訪本公司董事及經理人詢問任何其所持有與本公司帳簿或事務有關之資訊。</p> <p>The Audit Committee shall at all reasonable times have access to <u>and may make copies of</u> all books and to all accounts and vouchers <u>documents kept by the Company;</u> and the Audit Committee may call on the Directors or officers of the Company for any information in their possession relating to the books or affairs of the Company.</p> | <p>審計委員會有權於任何合理的時間審閱本公司之所有帳簿以及帳目以及相關的付款憑單。審計委員會得約訪本公司董事及經理人詢問任何其所持有與本公司帳簿或事務有關之資訊。</p> <p>The Audit Committee shall at all reasonable times have access to all books kept by the Company and to all accounts and vouchers relating thereto; and the Audit Committee may call on the Directors or officers of the Company for any information in their possession relating to the books or affairs of the Company.</p> | 同上。                |
| 第 125 條       | <p>(a) 在符合開曼群島法律之情形下，繼續六個月以上持有本公司已發行股份總數百分之二(2%)以上之股東，得以書面請求審計委員會之任一獨立董事成員為本公司對董事提起訴訟，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。</p>  | <p>(a) 在符合開曼群島法律之情形下，繼續一年以上持有本公司已發行股份總數百分之三(3%)以上之股東，得以書面請求審計委員會之任一獨立董事成員為本公司對董事提起訴訟，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。</p>  | 同上。                |

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| Article 125   | <p>(b) 於收到股東依前項規定提出之請求後 30 日內，受該股東請求之該審計委員會獨立董事成員不提起或拒絕提起訴訟時，除開曼群島法律另有規定外，股東得為本公司提起訴訟，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。</p> <p>(a) Subject to the Cayman Islands law, any Member(s) holding <b>one</b> percent (<b>1</b>%) or more of the total number of the issued Shares of the Company for <b>six</b> (<b>6</b>) consecutive <b>months</b> or longer may request in writing any Independent Director of the Audit Committee to file a litigation against any Director or Directors on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China.</p> <p>(b) If the Independent Director of the Audit Committee who has been requested by such Member(s) in accordance with the previous paragraph fails or refuses to file such litigation within thirty (30) days after receiving the request by such Member(s), subject to Cayman Islands law, such Member(s) may file such litigation on behalf of the Company with a competent court having proper jurisdiction, including Taipei</p> | <p>(b) 於收到股東依前項規定提出之請求後 30 日內，受該股東請求之該審計委員會獨立董事成員不提起或拒絕提起訴訟時，除開曼群島法律另有規定外，股東得為本公司提起訴訟，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。</p> <p>(a) Subject to the Cayman Islands law, any Member(s) holding <b>three</b> percent (<b>3</b>%) or more of the total number of the issued Shares of the Company for <b>one</b> (<b>1</b>) consecutive year or longer may request in writing any Independent Director of the Audit Committee to file a litigation against any Director or Directors on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China.</p> <p>(b) If the Independent Director of the Audit Committee who has been requested by such Member(s) in accordance with the previous paragraph fails or refuses to file such litigation within thirty (30) days after receiving the request by such Member(s), subject to Cayman Islands law, such Member(s) may file such litigation on behalf of the Company with a competent court having proper jurisdiction, including Taipei</p> |                    |

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|                             | District Court of the ROC.  | District Court of the ROC.  |                    |
| 第 125A 條<br>Article<br>125A | <p><u>審計委員會之獨立董事除董事會不為召集或不能召集股東會外，得為公司利益，於必要時，召集股東會。</u></p> <p><u>Other than that the Board of Directors is unwilling or unable to convene a general meeting, an Independent Director of the Audit Committee may convene a general meeting for the interest of the Company when necessary.</u></p>   | <p>[本條新增]</p> <p>[New article]</p>                                    | 同上。                |
| 第 135 條<br>Article 135      | <p><b>企業社會責任</b></p> <p>公司經營業務，應遵守法令及商業倫理規範，得採行增進公共利益之行為，以善盡其社會責任。</p> <p><b><u>CORPORATE SOCIAL RESPONSIBILITY</u></b></p> <p><b><u>For the purpose of performing corporate social responsibility, the Company shall follow the applicable laws, regulations and business ethics in operating its businesses and may conduct practices to facilitate public interests.</u></b></p> | <p>[本節新增]</p> <p>[本條新增]</p> <p>[New article]</p> <p>[New Section]</p> | 同上。                |



Procedures for Acquisition or Disposal of Assets  
OF  
**TAIGEN BIOPHARMACEUTICALS HOLDINGS LIMITED**  
Comparison Table  
太景醫藥研發控股股份有限公司  
取得或處分資產處理程序  
修訂對照表

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| 第2條<br>第二項    | <p>二、本程序所稱之「資產」，係指：</p> <p>(一) 股票、公債、公司債、金融債券、表彰基金之有價證券、存託憑證、認購(售)權證、受益證券及資產基礎證券等投資。</p> <p>(二) 不動產(含土地、房屋及建築、投資性不動產、土地使用權、營建業之存貨)及設備。</p> <p>(三) 會員證。</p> <p>(四) 專利權、著作權、商標權、特許權等無形資產。</p> <p><b>(五) 使用權資產。</b></p> <p>(六) 金融機構之債權(含應收款項、買匯貼現及放款、催收款項)。</p> <p>(七) 衍生性商品。</p> <p>(八) 依法合併、分割、收購或股份受讓而取得或處分之資產。</p> | <p>二、本程序所稱之「資產」，係指：</p> <p>(一) 股票、公債、公司債、金融債券、表彰基金之有價證券、存託憑證、認購(售)權證、受益證券及資產基礎證券等投資。</p> <p>(二) 不動產(含土地、房屋及建築、投資性不動產、土地使用權、營建業之存貨)及設備。</p> <p>(三) 會員證。</p> <p>(四) 專利權、著作權、商標權、特許權等無形資產。</p> <p>(五) 金融機構之債權(含應收款項、買匯貼現及放款、催收款項)。</p> <p>(六) 衍生性商品。</p> <p>(七) 依法合併、分割、收購或股份受讓而取得或處分之資產。</p> <p>(八) 其他重要資產。</p> | <p>配合金融監督管理委員會2018年11月26日金管證發字第1070341072號令修正「公開發行公司取得或處分資產處理準則」修正本條項。</p> |

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| Article 2<br>Paragraph 2 | <p>(九) 其他重要資產。</p> <p>2. "Assets" used herein should mean:</p> <p>(1) Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depository receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.</p> <p>(2) Real estate (including land, house and building, real estate for investment purpose, right to use land and inventories of construction enterprises) and equipment.</p> <p>(3) Memberships.</p> <p>(4) Patents, copyrights, trademarks, franchise rights, and other intangible assets.</p> <p><b>(5) <u>Right-of-use assets.</u></b></p> <p>(6) Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).</p> <p>(7) Derivatives.</p> <p>(8) Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with acts of law.</p> <p>(9) Other major assets.</p> | <p>2. "Assets" used herein should mean:</p> <p>(1) Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depository receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.</p> <p>(2) Real estate (including land, house and building, real estate for investment purpose, right to use land and inventories of construction enterprises) and equipment.</p> <p>(3) Memberships.</p> <p>(4) Patents, copyrights, trademarks, franchise rights, and other intangible assets.</p> <p>(5) Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).</p> <p>(6) Derivatives.</p> <p>(7) Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with acts of law.</p> <p>(8) Other major assets.</p> |                    |

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| 第 3 條<br>第八項<br>第一款 | <p>八、 額度<br/>本公司及子公司購買非供營業使用之不動產及<b>其使用權資產</b>，應提報董事會核准後辦理，其總額不得高於本公司股東權益之百分之四十。</p> <p>8. Limits of Amounts<br/>The acquisition of real estate and <b>right-of-use assets thereof</b> by the Company and its Subsidiary for non-operating purpose should be reviewed and implemented after approval by the Board. The total amount of acquisition of all real estate by the Company and its Subsidiary should not exceed 40% of the Company's shareholders' equity.</p> | <p>八、 額度<br/>本公司及子公司購買非供營業使用之不動產，應提報董事會核准後辦理，其總額不得高於本公司股東權益之百分之四十。</p> <p>8. Limits of Amounts<br/>The acquisition of real estate by the Company and its Subsidiary for non-operating purpose should be reviewed and implemented after approval by the Board. The total amount of acquisition of all real estate by the Company and its Subsidiary should not exceed 40% of the Company's shareholders' equity.</p> | 同上。                |
| 第 4 條<br>第一項        | <p>本公司及子公司取得或處分資產，有下列情形者，應按性質依相關法令規定格式，於事實發生之日起算二日內依相關規定辦理公告申報：</p> <p>一、 向關係人取得或處分<b>不動產或其使用權資產</b>，或與關係人為取得或處分不動產或其使用權資產外之其他資產且交易金額達本公司股東權益百分之十或新臺幣三億元以上。但買賣公債、附買回、賣回條件之債券、申購或買回台灣境內證券投資信託事業發行之貨幣市場基金，不在此限。</p> <p>二、 進行合併、分割、收購或股份受讓。</p>   | <p>本公司及子公司取得或處分資產，有下列情形者，應按性質依相關法令規定格式，於事實發生之日起算二日內依相關規定辦理公告申報：</p> <p>一、 向關係人取得或處分不動產，或與關係人為取得或處分不動產外之其他資產且交易金額達本公司股東權益百分之十、總資產百分之十或新臺幣三億元以上。但買賣公債、附買回、賣回條件之債券、申購或買回台灣境內證券投資信託事業發行之貨幣市場基金，不在此限。</p> <p>二、 進行合併、分割、收購或股份受讓。</p> <p>三、 從事衍生性商品交易損失達所訂處理程序規定之全部或</p>  | 同上。                |

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|               | <p>三、從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。</p> <p>四、取得或處分供營業使用之設備或其<b>使用權資產</b>，且其交易對象非為關係人，交易金額並達下列規定之一：</p> <p>(一) 實收資本額未達新臺幣一百億元之公開發行公司，交易金額達新臺幣五億元以上。</p> <p>(二) 實收資本額達新臺幣一百億元以上之公開發行公司，交易金額達新臺幣十億元以上。</p> <p>五、以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，公司預計投入之交易金額達新臺幣五億元以上。</p> <p>六、除前五款以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達本公司股東權益百分之十或新台幣三億元以上。但以下情形不在此限：</p> <p>(1) 買賣公債。</p> <p>(2) 買賣附買回、賣回條件之債券、申購或買回台灣境內證券投資信託事業發行之貨幣市場基金。</p> <p>七、前項交易金額依下列方式計算之：</p> <p>(1) 每筆交易金額。</p> <p>(2) 一年內累積與同一相對人取或處分同一性質標的交易之金額。</p> <p>(3) 一年內累積取或處分(取得、處分分別累積)同一開發計畫不動產<b>或其使用權資產</b>之金額。</p> | <p>四、取得或處分之資產種類屬供營業使用之設備，且其交易對象非為關係人，交易金額並達下列規定之一：</p> <p>(一) 實收資本額未達新臺幣一百億元之公開發行公司，交易金額達新臺幣五億元以上。</p> <p>(二) 實收資本額達新臺幣一百億元以上之公開發行公司，交易金額達新臺幣十億元以上。</p> <p>五、以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，公司預計投入之交易金額達新臺幣五億元以上。</p> <p>六、除前五款以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達本公司股東權益百分之十或新台幣三億元以上。但以下情形不在此限：</p> <p>(1) 買賣公債。</p> <p>(2) 買賣附買回、賣回條件之債券、申購或買回台灣境內證券投資信託事業發行之貨幣市場基金。</p> <p>七、前項交易金額依下列方式計算之：</p> <p>(1) 每筆交易金額。</p> <p>(2) 一年內累積與同一相對人取或處分同一性質標的交易之金額。</p> <p>(3) 一年內累積取或處分(取得、處分分別累積)同一開發計畫不動產之金額。</p> <p>(4) 一年內累積取或處分(取得、處分分別累積)同一有價</p> |                    |

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| Article 4<br>Paragraph 1 | <p>(4) 一年內累積取或處分(取得、處分分別累積)同一有價證券之金額。</p> <p>Should any of the following conditions relating to the Company and its Subsidiaries' acquisition or disposal of assets occurs, filing and public announcement shall be made according to the applicable laws, rules, and regulations within two days commencing immediately from the Date of occurrence of the Event:</p> <ol style="list-style-type: none"> <li>1. acquisition of real estate <b>or right-of-use assets thereof</b> from or to a Related Party, or acquisition or disposal of assets <b>or right-of-use assets thereof</b> other than real estate from or to a Related Party where the transaction amount reaches 10% or more of shareholders' equity, 10% or more of the company's total assets, or NT\$300 million or more; provided, that this shall not apply to the trading of government bonds or bonds under repurchase and resale agreements and the purchase or buy back domestic market funds issued by Securities Investment Trust in Taiwan;</li> <li>2. merger, demerger, acquisitions or transfer of shares;</li> <li>3. the loss of trading derivatives reaches the limit for all or individual contract set forth in the Procedures for Financial Derivatives Transactions;</li> </ol> | <p>證券之金額。</p> <p>Should any of the following conditions relating to the Company and its Subsidiaries' acquisition or disposal of assets occurs, filing and public announcement shall be made according to the applicable laws, rules, and regulations within two days commencing immediately from the Date of occurrence of the Event:</p> <ol style="list-style-type: none"> <li>1. acquisition of real estate from or to a Related Party, or acquisition or disposal of assets other than real estate from or to a Related Party where the transaction amount reaches 10% or more of shareholders' equity, 10% or more of the company's total assets, or NT\$300 million or more; provided, however, that this shall not apply to the trading of government bonds or bonds under repurchase and resale agreements and the purchase or buy back domestic market funds issued by Securities Investment Trust in Taiwan;</li> <li>2. merger, demerger, acquisitions or transfer of shares;</li> <li>3. the loss of trading derivatives reaches the limit for all or individual contract set forth in the Procedures for Financial</li> </ol> |                    |

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|               | <p>4. Where the acquired or disposed of assets <b><u>or right-of-use assets thereof</u></b> used for the business use, the trading counterparty is not a Related Party, the amount of transactions shall be reached as follows :</p> <p>(1) A public company which the paid-in capital is less than NT\$ 10 billion, the transaction amount reaches NT\$500 million.</p> <p>(2) A public company which the paid-in capital reaches NT\$ 10 billion, the transaction amount reaches NT\$1 billion.</p> <p>5. Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the amount the Company expects to invest in the transaction reaches NT\$500 million.</p> <p>6. Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 10% or more of shareholders' equity or NT\$300 million; provided, this shall not apply to the following circumstances:</p> | <p>Derivatives Transactions;</p> <p>4. Where the type of asset acquired or disposed of assets used for the business use, the trading counterparty is not a Related Party, the amount of transactions shall be reached as follows :</p> <p>(1) A public company which the paid-in capital is less than NT\$ 10 billion, the transaction amount reaches NT\$500 million.</p> <p>(2) A public company which the paid-in capital reaches NT\$ 10 billion, the transaction amount reaches NT\$1 billion.</p> <p>5. Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the amount the Company expects to invest in the transaction reaches NT\$500 million.</p> <p>6. Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 10% or more of shareholders' equity or NT\$300 million; provided, this shall not apply to the following circumstances:</p> |                    |

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|               | <p>(1) Trading of government bonds.</p> <p>(2) Trading of bonds under repurchase/resale agreements and the purchase or buy back domestic money market funds issued by Securities Investment Trust in Taiwan.</p> <p>7. The amount of transactions above shall be calculated as follows:</p> <p>(1) The amount of any individual transaction.</p> <p>(2) The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within the preceding year.</p> <p>(3) The cumulative transaction amount of real estate <b><u>right-of-use assets thereof</u></b> acquisitions and disposals (cumulative acquisitions and disposals, respectively) within the same development project within the preceding year.</p> <p>(4) The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.</p> | <p>(1) Trading of government bonds.</p> <p>(2) Trading of bonds under repurchase/resale agreements and the purchase or buy back domestic money market funds issued by Securities Investment Trust in Taiwan.</p> <p>7. The amount of transactions above shall be calculated as follows:</p> <p>(1) The amount of any individual transaction.</p> <p>(2) The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same trading counterparty within the preceding year.</p> <p>(3) The cumulative transaction amount of real estate acquisitions and disposals (cumulative acquisitions and disposals, respectively) within the same development project within the preceding year.</p> <p>(4) The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.</p> |                    |
| 第 6 條         | <p>本公司及子公司取得或處分資產之評估程序如下：</p> <p>一、本公司及子公司取得或處分不動產、<b><u>設備或其使用權資產</u></b>，除與<b><u>中華民國</u></b>政府機關交易、自地委建、租地委建，或取得、處分供營業使用之設備或<b><u>其使用權資產</u></b>外，</p>   | <p>本公司及子公司取得或處分資產之評估程序如下：</p> <p>一、本公司及子公司取得或處分不動產或設備，除與政府機關交易、自地委建、租地委建，或取得、處分供營業使用之設備外，交易金額達本公司股東權益百分之十或新</p>   | 同上。                |

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|               | <p>交易金額達本公司股東權益百分之十或新台幣三億元以上者，應於事實發生日前取得專業估價者出具之估價報告，並應符合下列規定：</p> <p>(1) 因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時，該項交易應先經董事會決議通過，未來交易條件變更者，亦應比照上開程序辦理。</p> <p>(2) 交易金額達新台幣十億元以上者，應請二家以上之專業估價者估價。</p> <p>(3) 專業估價者之估價結果有下列情形之一，除取得資產之估價結果均高於交易金額，或處分資產之估價結果均低於交易金額外，應洽請會計師依財團法人中華民國會計研究發展基金會（以下簡稱「會計研究發展基金會」）所發布之審計準則公報第二十號規定辦理，並對差異原因及交易價格之允當性表示具體意見：</p> <p>(i) 估價結果與交易金額差距達交易金額之百分之二十以上。</p> <p>(ii) 二家以上專業估價者之估價結果差距達交易金額百分之十以上。</p> <p>(4) 專業估價者出具報告日期與契約成立日期不得逾三個月。但如其適用同一期公告現值且未逾六個月者，得由原專業估價者出具意見書。</p> <p>二、本公司及子公司取得或處分有價證券，應於事實發生日前取具標的公司最近期經會計師查核簽證或核閱之財務報表作為評估交易價格之參考，另交易金額達本公司股</p> | <p>台幣三億元以上者，應於事實發生日前取得專業估價者出具之估價報告，並應符合下列規定：</p> <p>(1) 因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時，該項交易應先經董事會決議通過，未來交易條件變更者，亦應比照上開程序辦理。</p> <p>(2) 交易金額達新台幣十億元以上者，應請二家以上之專業估價者估價。</p> <p>(3) 專業估價者之估價結果有下列情形之一，除取得資產之估價結果均高於交易金額，或處分資產之估價結果均低於交易金額外，應洽請會計師依財團法人中華民國會計研究發展基金會（以下簡稱「會計研究發展基金會」）所發布之審計準則公報第二十號規定辦理，並對差異原因及交易價格之允當性表示具體意見：</p> <p>(i) 估價結果與交易金額差距達交易金額之百分之二十以上。</p> <p>(ii) 二家以上專業估價者之估價結果差距達交易金額百分之十以上。</p> <p>(4) 專業估價者出具報告日期與契約成立日期不得逾三個月。但如其適用同一期公告現值且未逾六個月者，得由原專業估價者出具意見書。</p> <p>二、本公司及子公司取得或處分有價證券，應於事實發生日前取具標的公司最近期經會計師查核簽證或核閱之財務報表作為評估交易價格之參考，另交易金額達本公司股</p> |                    |



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|               | <p>報表作為評估交易價格之參考，另交易金額達本公司股東權益百分之十或新台幣三億元以上者，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師若需採用專家報告者，應依會計研究發展基金會所發布之審計準則公報第二十號規定辦理。但該有價證券具活絡市場之公開報價或中華民國金融監督管理委員會另有規定者不在此限。</p> <p>三、本公司及子公司取得或處分會員證或無形資產或<b>其使用權資產</b>，交易金額達本公司股東權益百分之十或新台幣三億元以上者，除與<b>中華民國國內</b>政府機關交易外，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師並應依會計研究發展基金會所發布之審計準則公報第二十號規定辦理。</p> <p>四、前三款交易金額之計算，應依第四條第一項第四款規定辦理，且所稱一年內係以本交易事實發生之日為基準，往前追溯推算一年，已依本程序規定取得專業估價者出具之估價報告或會計師意見部分免再計入。</p> <p>五、本公司及子公司經法院拍賣程序取得或處分資產，得以法院所出具之證明文件替代估價報告或會計師意見。</p> <p>六、本公司及子公司取得之估價報告或會計師、律師或證券承銷商之意見書，該專業估價者及其估價人員、會計師、律師或證券承銷商與本公司或交易他方當事人<b>應符合下列規定：</b></p> | <p>東權益百分之十或新台幣三億元以上者，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師若需採用專家報告者，應依會計研究發展基金會所發布之審計準則公報第二十號規定辦理。但該有價證券具活絡市場之公開報價或中華民國金融監督管理委員會另有規定者不在此限。</p> <p>三、本公司及子公司取得或處分會員證或無形資產，交易金額達本公司股東權益百分之十或新台幣三億元以上者，除與政府機關交易外，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師並應依會計研究發展基金會所發布之審計準則公報第二十號規定辦理。</p> <p>四、前三款交易金額之計算，應依第四條第一項第四款規定辦理，且所稱一年內係以本交易事實發生之日為基準，往前追溯推算一年，已依本程序規定取得專業估價者出具之估價報告或會計師意見部分免再計入。</p> <p>五、本公司及子公司經法院拍賣程序取得或處分資產，得以法院所出具之證明文件替代估價報告或會計師意見。</p> <p>六、本公司及子公司取得之估價報告或會計師、律師或證券承銷商之意見書，該專業估價者及其估價人員、會計師、律師或證券承銷商與本公司或交易他方當事人不得為關係人。</p> |                    |

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|               | <p>(1) <u>未曾因違反本法、公司法、銀行法、保險法、金融控股公司法、商業會計法，或有詐欺、背信、侵佔、偽造文書或因業務上犯罪行為，受一年以上有期徒刑之宣告確定。但執行完畢、緩刑期滿或赦免後已滿三年者，不在此限。</u></p> <p>(2) <u>與交易當事人不得為關係人或實質關係人之情形。</u></p> <p>(3) <u>公司如應取得二家以上專業估價者之估價報告，不同專業估價者或估價人員不得互為關係人或實質關係人之情形。</u></p> <p><u>前項人員於出具估價報告或意見書時，應依下列事項辦理：</u></p> <p>(1) <u>承接案件前，應審慎評估自身專業能力、實務經驗及獨立性。</u></p> <p>(2) <u>查核案件時，應妥善規劃及執行適當作業流程，以形成結論並據以出具報告或意見書；並將所執行程序、蒐集資料及結論，詳實登載於案件工作底稿。</u></p> <p>(3) <u>對於所使用之資料來源、參數及資訊等，應逐項評估其完整性、正確性及合理性，以做為出具估價報告或意見書之基礎。</u></p> <p>(4) <u>聲明事項，應包括相關人員具備專業性與獨立性、已評估所使用之資訊為合理與正確及遵循相關法令等事項。</u></p> |                         |                    |

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| Article 6     | <p>The evaluation procedures of the Company and its Subsidiaries' asset acquisition or disposal are as follows:</p> <p>1. Except transactions with <b><u>domestic</u></b> government agency <b><u>in Taiwan</u></b>, contracting third parties to construct on land owned or rented by the Company, or acquisition of equipment <b><u>or right-of-use assets thereof</u></b> for operation purpose, for acquisition or disposal of real estate ,equipment <b><u>or right-of-use assets thereof</u></b> by the Company and its Subsidiaries whose amount reaches 10% of the Company's shareholders' equity or NT\$300 million, an appraisal report issued by Professional Appraiser shall be obtained prior to the Date of the Event and the following provisions should be complied with:</p> <p>(1) If for any special reason, restricted price, specific price, or special price must be used as a reference for the transaction price, the transaction should be approved by the Board in advance. The above procedures should also be followed in case the transaction terms are changed subsequently.</p> <p>(2) If the transaction price is over NT\$1 billion, the Company should retain at least two Professional Appraisers to perform the appraisal.</p> | <p>The evaluation procedures of the Company and its Subsidiaries' asset acquisition or disposal are as follows:</p> <p>1. Except transactions with government agency, contracting third parties to construct on land owned or rented by the Company, or acquisition of equipment for operation purpose, for acquisition or disposal of real estate or equipment by the Company and its Subsidiaries whose amount reaches 10% of the Company's shareholders' equity or NT\$300 million, an appraisal report issued by Professional Appraiser shall be obtained prior to the Date of the Event and the following provisions should be complied with:</p> <p>(1) If for any special reason, restricted price, specific price, or special price must be used as a reference for the transaction price, the transaction should be approved by the Board in advance. The above procedures should also be followed in case the transaction terms are changed subsequently.</p> <p>(2) If the transaction price is over NT\$1 billion, the Company should retain at least two Professional Appraisers to perform the appraisal.</p> <p>(3) Where any one of the following circumstances applies</p> |                    |

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|               | <p>(3) Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation ("ARDF") and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>(i) The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.</p> <p>(ii) The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount.</p> <p>(4) No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still</p> | <p>with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation ("ARDF") and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>(i) The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.</p> <p>(ii) The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount.</p> <p>(4) No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p> |                    |

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|               | <p>be issued by the original professional appraiser.</p> <p>2. The Company and its Subsidiaries acquiring or disposing of securities shall, prior to the Date of the Event, obtain the latest financial statements of the object company audited or reviewed by certified public accountant for the assessment and reference of transaction price. Should the transaction price reaches 10% of the Company's shareholders' equity or NT\$300 million, opinions in respect of a rational transaction price have to be sought from certified public accountant prior to the Date of the Event. If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF. These requirements are not applicable if such securities have a public price from an active market or where otherwise provided by regulations of the Financial Supervisory Commission.</p> <p>3. Except for transactions with <b>domestic</b> government agency <b>in Taiwan</b>, if the Company and its Subsidiaries' acquisition or disposal of membership or intangible assets <b>right-of-use assets thereof</b> reaches 10% of the Company's shareholders' equity or NT\$300 million, opinions in respect of a rational transaction price shall be sought from certified public accountant prior to the Date of the Event. Certified public</p> | <p>2. The Company and its Subsidiaries acquiring or disposing of securities shall, prior to the Date of the Event, obtain the latest financial statements of the object company audited or reviewed by certified public accountant for the assessment and reference of transaction price. Should the transaction price reaches 10% of the Company's shareholders' equity or NT\$300 million, opinions in respect of a rational transaction price have to be sought from certified public accountant prior to the Date of the Event. If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF. These requirements are not applicable if such securities have a public price from an active market or where otherwise provided by regulations of the Financial Supervisory Commission.</p> <p>3. Except for transactions with government agency, if the Company and its Subsidiaries' acquisition or disposal of membership or intangible assets reaches 10% of the Company's shareholders' equity or NT\$300 million, opinions in respect of a rational transaction price shall be sought from certified public accountant prior to the Date of the Event. Certified public accountant shall handle the</p> |                    |

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|               | <p>accountant shall handle the matter in accordance with the provision of Auditing Standard No. 20 published by the ARDF.</p> <p>4. The calculation of the transaction amounts referred to in the preceding three sub-paragraphs shall be done in accordance with Sub-paragraph 4, Paragraph 1, Article 4, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.</p> <p>5. The Company or its Subsidiaries for acquisition or disposal of assets through auction procedures of courts, the appraisal report or certified public accountant's opinion can be replaced by documents issued by the courts.</p> <p>6. Any Professional Appraiser and its appraisal personnel, certified public accountants, lawyers, or securities underwriters whom the Company or its Subsidiaries has acquired appraisal reports and opinions from, shall <b><u>meet the following requirements:</u></b></p> <p><b><u>(1) May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act,</u></b></p> | <p>matter in accordance with the provision of Auditing Standard No. 20 published by the ARDF.</p> <p>4. The calculation of the transaction amounts referred to in the preceding three sub-paragraphs shall be done in accordance with Sub-paragraph 4, Paragraph 1, Article 4, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.</p> <p>5. The Company or its Subsidiaries for acquisition or disposal of assets through auction procedures of courts, the appraisal report or certified public accountant's opinion can be replaced by documents issued by the courts.</p> <p>6. Any Professional Appraiser and its appraisal personnel, certified public accountants, lawyers, or securities underwriters whom the Company or its Subsidiaries has acquired appraisal reports and opinions from, shall not be a Related Party of the Company or the other party of the transaction.</p> |                    |

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|               | <p><u>the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.</u></p> <p><u>(2) May not be a related party or de facto related party of any party to the transaction.</u></p> <p><u>(3) If the Company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.</u></p> <p><u>When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:</u></p> <p><u>(1) Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.</u></p> <p><u>(2) When examining a case, they shall appropriately</u></p> |                         |                    |

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|               | <p><u>plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.</u></p> <p><u>(3) They shall undertake an item-by-item evaluation of the comprehensiveness, accuracy, and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.</u></p> <p><u>(4) They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and accurate, and that they have complied with applicable laws and regulations.</u></p> |  |                    |
| 第7條           | <p>一、本公司之子公司如非屬中華民國國內公開發行公司，其取得或處分資產達本程序第四條所訂應公告申報標準者，本公司亦應為其公告申報。其應公告申報標準有關達股東權益百分之十之規定，以歸屬於本公司業主之權益為準。有關達總資產百分之十之規定，以證券發行人</p>   | <p>一、本公司之子公司如非屬中華民國國內公開發行公司，其取得或處分資產達本程序第四條所訂應公告申報標準者，本公司亦應為其公告申報。其應公告申報標準有關達股東權益百分之十之規定，以歸屬於本公司業主之權益為準。有關達總資產百分之十之規定，以證券發行人財務報告編製</p> | 同上。                |





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|               | <p><u>transaction amounts relative to paid-in capital of NT\$10 billion, NT\$20 billion of equity attributable to owners of the parent shall be substituted.</u></p> <p>2. Information relating to any acquisition or disposal of assets by the Subsidiaries shall be provided regularly to the Company for inspection.</p> <p>3. The Company shall procure it that its Subsidiaries adopt and implement the procedures for the acquisition or disposal of assets in compliance with the Procedures.</p> | <p>by the Subsidiaries shall be provided regularly to the Company for inspection</p> <p>3. The Company shall procure it that its Subsidiaries adopt and implement the procedures for the acquisition or disposal of assets in compliance with the Procedures.</p>   |                    |
| 第 8 條         | <p>本公司與關係人取得或處分資產，除應依第六條及第八條至第八條之三規定辦理相關決議程序及評估交易條件合理性等事項外，交易金額達本公司總資產百分之十以上者，亦應依第六條規定取得專業估價者出具之估價報告或會計師意見。前述交易金額之計算，應依第六條第一項第四款規定辦理。判斷交易對象是否為關係人時，除注意其法律形式外，並應考慮實質關係。</p> <p>本公司向關係人取得或處分不動產，或與關係人取得或處分不動產或其使用權資產以外之其他資產且交易金額達本公司股東權益百分之十、總資產百分之十、總資產百分之十或新臺幣三億元以上者，除買賣公債、附買回台灣境內證券投資信託業發行之貨幣市場基金外，應將下列資料，提交董事會通過及審計委員會承認後，始得簽訂交易契約及支付款項：</p>   | <p>本公司與關係人取得或處分資產，除應依第六條及第八條至第八條之三規定辦理相關決議程序及評估交易條件合理性等事項外，交易金額達本公司總資產百分之十以上者，亦應依第六條規定取得專業估價者出具之估價報告或會計師意見。前述交易金額之計算，應依第六條第一項第四款規定辦理。判斷交易對象是否為關係人時，除注意其法律形式外，並應考慮實質關係。</p> <p>本公司向關係人取得或處分不動產，或與關係人取得或處分不動產以外之其他資產且交易金額達本公司股東權益百分之十、總資產百分之十或新臺幣三億元以上者，除買賣公債、附買回、賣回條件之債券、申購或買回台灣境內證券投資信託業發行之貨幣市場基金外，應將下列資料，提交董事會通過及審計委員會承認後，始得簽訂交易契約及支付款項：</p> <p>一、取得或處分資產之目的、必要性及預計效益。</p> | 同上。                |

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|               | <p>一、 取得或處分資產之目的、必要性及預計效益。</p> <p>二、 選定關係人為交易對象之原因。</p> <p>三、 向關係人取得不動產或<b>其使用權資產</b>，依第八條之一及第八條之二規定評估預定交易條件合理性之相關資料。</p> <p>四、 關係人原取得日期及價格、交易對象及其與公司和關係人之關係等事項。</p> <p>五、 預計訂約月份開始之未來一年各月份現金收支預測表，並評估交易之必要性及資金運用之合理性。</p> <p>六、 依第一項規定取得之專業估價者出具之估價報告，或會計師意見。</p> <p>七、 本次交易之限制條件及其他重要約定事項。</p> <p>前項交易金額之計算，應依第四條第一項第四款規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本準則規定提交董事會通過及審計委員會承認部分免再計入。</p> <p>本公司與其母公司、子公司或其直接或間接持有<b>百分之百已發行股份或資本總額之子公司</b>彼此間從事下列交易，取得或處分供營業使用之機器設備或其<b>使用權資產</b>，董事會得依第三條授權董事事長在一定額度內先行執行，事後再提報最近期之董事會追認。</p> <p>本公司如已設置獨立董事者，依第二項規定提報董事會討論時，應充分考量各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄載明。</p> | <p>二、 選定關係人為交易對象之原因。</p> <p>三、 向關係人取得不動產，依第八條之一及第八條之二規定評估預定交易條件合理性之相關資料。</p> <p>四、 關係人原取得日期及價格、交易對象及其與公司和關係人之關係等事項。</p> <p>五、 預計訂約月份開始之未來一年各月份現金收支預測表，並評估交易之必要性及資金運用之合理性。</p> <p>六、 依第一項規定取得之專業估價者出具之估價報告，或會計師意見。</p> <p>七、 本次交易之限制條件及其他重要約定事項。</p> <p>前項交易金額之計算，應依第四條第一項第四款規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本準則規定提交董事會通過及審計委員會承認部分免再計入。</p> <p>本公司與其母公司或子公司間，取得或處分供營業使用之機器設備，董事會得依第三條授權董事事長在一定額度內先行執行，事後再提報最近期之董事會追認。</p> <p>本公司如已設置獨立董事者，依第二項規定提報董事會討論時，應充分考量各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄載明。</p> |                    |

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| Article 8     | <p>When the Company engages in any acquisition or disposal of assets from or to a Related Party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised in accordance with Article 6 and Articles 8 to 8-3, if the transaction amount reaches 10% or more of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with Article 6. The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Subparagraph 4, Paragraph 1, Article 6 herein.</p> <p>When judging whether a trading counterparty is a Related Party, in addition to legal formalities, the substance of the relationship shall also be considered.</p> <p>When the Company acquires or disposes of real estate <u>or</u> <u>right-of-use assets thereof</u> from a Related Party or when it intends to acquire or dispose of assets other than real estate <u>or</u> <u>right-of-use assets thereof</u> from or to a Related Party and the transaction amount reaches 10% or more of the Company's shareholders' equity, 10% or more of the Company's total assets, or NT\$300 million or more, except for trading government bonds or bonds under repurchase/resale agreements and purchasing or</p> | <p>When the Company engages in any acquisition or disposal of assets from or to a Related Party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised in accordance with Article 6 and Articles 8 to 8-3, if the transaction amount reaches 10% or more of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with Article 6. The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Subparagraph 4, Paragraph 1, Article 6 herein.</p> <p>When judging whether a trading counterparty is a Related Party, in addition to legal formalities, the substance of the relationship shall also be considered.</p> <p>When the Company acquires or disposes of real estate from a Related Party or when it intends to acquire or dispose of assets other than real estate from or to a Related Party and the transaction amount reaches 10% or more of the Company's shareholders' equity, 10% or more of the Company's total assets, or NT\$300 million or more, except for trading government bonds or bonds</p> |                    |

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|               | <p>buying back domestic money market funds issued by Securities Investment Trust in Taiwan, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the Board and recognized by the Audit Committee:</p> <ol style="list-style-type: none"> <li>1. The purpose, necessity and anticipated benefit of the property acquisition or disposal.</li> <li>2. The reason for choosing the Related Party as a trading counterparty.</li> <li>3. With respect to the acquisition of real estate <b>or right-of-use assets thereof</b> from a Related Party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Articles 8-1 and 8-2.</li> <li>4. The date and price at which the Related Party originally acquired the real estate, the original trading counterparty, and that trading counterparty's relationship to the Company and the Related Party.</li> <li>5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</li> <li>6. An appraisal report from a professional appraiser or a CPA's</li> </ol> | <p>under repurchase/resale agreements and purchasing or buying back domestic money market funds issued by Securities Investment Trust in Taiwan, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the Board and recognized by the Audit Committee:</p> <ol style="list-style-type: none"> <li>1. The purpose, necessity and anticipated benefit of the property acquisition or disposal.</li> <li>2. The reason for choosing the Related Party as a trading counterparty.</li> <li>3. With respect to the acquisition of real estate from a Related Party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Articles 8-1 and 8-2.</li> <li>4. The date and price at which the Related Party originally acquired the real estate, the original trading counterparty, and that trading counterparty's relationship to the Company and the Related Party.</li> <li>5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and</li> </ol> |                    |

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|               | <p>opinion obtained in compliance with the preceding paragraph.</p> <p>7. Restrictive covenants and other important stipulations associated with the transaction.</p> <p>The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Subparagraph 4, Paragraph 1, Article 4 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Board and recognized by the Audit Committee need not be counted toward the transaction amount.</p> <p>With respect to the acquisition or disposal of business-use machinery and equipment <u>or right-of-use assets thereof</u> between a public company and its parent or subsidiaries <u>or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital</u>, the Company's Board may pursuant to Article 3 delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next Board meeting.</p> | <p>reasonableness of the funds utilization.</p> <p>6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding paragraph.</p> <p>7. Restrictive covenants and other important stipulations associated with the transaction.</p> <p>The calculation of the transaction amounts referred to in the preceding paragraph shall be made in accordance with Subparagraph 4, Paragraph 1, Article 4 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the Board and recognized by the Audit Committee need not be counted toward the transaction amount.</p> <p>With respect to the acquisition or disposal of business-use machinery and equipment between a public company and its parent or subsidiaries, the Company's Board may pursuant to Article 3 delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next Board meeting.</p> <p>Where the position of Independent Director has been established,</p> |                    |

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|               | <p>Where the position of Independent Director has been established, when an acquisition of real estate from a Related Party is submitted for discussion by the Board pursuant to the first paragraph, the Board shall take into full consideration each Independent Director's opinions. If an Independent Director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board meeting.</p>                            | <p>when an acquisition of real estate from a Related Party is submitted for discussion by the Board pursuant to the first paragraph, the Board shall take into full consideration each Independent Director's opinions. If an Independent Director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board meeting.</p>  |                    |
| 第 8 條<br>之一   | <p>本公司向關係人取得不動產或<b>其使用權資產</b>，應按下列方法評估交易成本之合理性：</p> <ol style="list-style-type: none"> <li>一、按關係人交易價格加計必要資金利息及買方依法應負擔之成本。所稱必要資金利息成本，以公司購入資產年度所借款項之加權平均利率為準設算之，惟其不得高於相關主管機關公布之非金融業最高借款利率。</li> <li>二、關係人如曾以該標的物向金融機構設定抵押借款者，金融機構對該標的物之貸放評估總值，惟金融機構對該標的物之實際貸放累計值應達貸放評估總值之七成以上及貸放期間已逾一年以上。但金融機構與交易之一方互為關係人者，不適用之。</li> <li>三、合併購買<b>或租賃</b>同一標的之土地及房屋者，得就土地及房屋分別按前二款所列任一方法評估交易成本。</li> <li>四、本公司向關係人取得不動產<b>或其使用權資產</b>，除依前三款規定評估不動產<b>或其使用權資產</b>成本，並應洽請會計</li> </ol> | <p>本公司向關係人取得不動產，應按下列方法評估交易成本之合理性：</p> <ol style="list-style-type: none"> <li>一、按關係人交易價格加計必要資金利息及買方依法應負擔之成本。所稱必要資金利息成本，以公司購入資產年度所借款項之加權平均利率為準設算之，惟其不得高於相關主管機關公布之非金融業最高借款利率。</li> <li>二、關係人如曾以該標的物向金融機構設定抵押借款者，金融機構對該標的物之貸放評估總值，惟金融機構對該標的物之實際貸放累計值應達貸放評估總值之七成以上及貸放期間已逾一年以上。但金融機構與交易之一方互為關係人者，不適用之。</li> <li>三、合併購買同一標的之土地及房屋者，得就土地及房屋分別按前二款所列任一方法評估交易成本。</li> <li>四、本公司向關係人取得不動產，除依前三款規定評估不動產成本，並應洽請會計師複核及表示具體意見。</li> </ol> | 同上。                |

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| Article 8-1   | <p>師複核及表示具體意見。</p> <p>五、 本公司向關係人取得不動產或其使用權資產，有下列情形之一者，應依前條規定辦理，不適用前四款之規定：</p> <p>(1) 關係人係因繼承或贈與而取得不動產或其使用權資產。</p> <p>(2) 關係人訂約取得不動產或其使用權資產時時間距本交易訂約日已逾五年。</p> <p>(3) 與關係人簽訂合建契約，或自地委建、租地委建等請關係人興建不動產而取得不動產。</p> <p><u>(4) 本公司與其母公司、子公司，或其直接或間接持有百分之百已發行股份或資本總額之子公司彼此間，取得供營業使用之不動產使用權資產。</u></p> <p>The Company acquires real estate <u>or right-of-use assets thereof</u> from a Related Party shall evaluate the reasonableness of the transaction costs by the following means:</p> <p>1. Based upon the Related Party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of</p> | <p>五、 本公司向關係人取得不動產，有下列情形之一者，應依前條規定辦理，不適用前四款之規定：</p> <p>(1) 關係人係因繼承或贈與而取得不動產。</p> <p>(2) 關係人訂約取得不動產時間距本交易訂約日已逾五年。</p> <p>(3) 與關係人簽訂合建契約，或自地委建、租地委建等委請關係人興建不動產而取得不動產。</p> <p>The Company acquires real estate from a Related Party shall evaluate the reasonableness of the transaction costs by the following means:</p> <p>1. Based upon the Related Party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing</p> |                    |



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| 2.            | <p>Finance.</p> <p>Total loan value appraisal from a financial institution where the Related Party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70% or more of the financial institution's appraised loan value of the property and the period of the loan shall have been one year or more. However, this shall not apply where the financial institution is a Related Party of one of the trading counterparties.</p> <p>3. Where land and structures thereupon are combined as a single property purchased <u>or leased</u> in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.</p> <p>4. The Company that acquires real estate <u>or right-of-use assets thereof</u> from a Related Party and appraises the cost of the real estate <u>or right-of-use assets thereof</u> in accordance with the provisions of paragraph 1 and paragraph 2 shall also engage a CPA to check the appraisal and render a specific opinion.</p> <p>5. Where the Company acquires real estate <u>or right-of-use assets thereof</u> from a Related Party and one of the</p> | <p>in the year the Company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.</p> <p>2. Total loan value appraisal from a financial institution where the Related Party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70% or more of the financial institution's appraised loan value of the property and the period of the loan shall have been one year or more. However, this shall not apply where the financial institution is a Related Party of one of the trading counterparties.</p> <p>3. Where land and structures thereupon are combined as a single property purchased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.</p> <p>4. The Company that acquires real estate from a Related Party and appraises the cost of the real estate in accordance with the provisions of paragraph 1 and paragraph 2 shall also engage a CPA to check the appraisal and render a specific opinion.</p> |                    |

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|               | <p>following circumstances exists, the acquisition shall be conducted in accordance with the provisions of Article 8 and the provisions of the preceding three paragraphs do not apply:</p> <p>(1) The Related Party acquired the real estate <u>or right-of-use assets thereof</u> through inheritance or as a gift.</p> <p>(2) More than five years will have elapsed from the time the Related Party signed the contract to obtain the real estate <u>or right-of-use assets thereof</u> to the signing date for the current transaction.</p> <p>(3) The real estate is acquired through signing of a joint development contract with the Related Party or through contract development, where the Related Party as the developer, on the land of the Company or a third-party landowner.</p> <p><b><u>(4) The real property right-of-use assets for business use are acquired by the public company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital.</u></b></p> | <p>5. Where the Company acquires real estate from a Related Party and one of the following circumstances exists, the acquisition shall be conducted in accordance with the provisions of Article 8 and the provisions of the preceding three paragraphs do not apply:</p> <p>(1) The Related Party acquired the real estate through inheritance or as a gift.</p> <p>(2) More than five years will have elapsed from the time the Related Party signed the contract to obtain the real estate to the signing date for the current transaction.</p> <p>(3) The real estate is acquired through signing of a joint development contract with the Related Party or through contract development, where the Related Party as the developer, on the land of the Company or a third-party landowner.</p> |                    |
| 第 8 條         | 本公司依前條第一款至第三款規定評估結果均較交易價格為低  | 本公司依前條第一款至第三款規定評估結果均較交易價格為低  | 同上。                |

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| 之二            | <p>時，應依第八條之三之規定辦理。但如因下列情形，並提出客觀證據及取具不動產專業估價者與會計師之具體合理性意見者，不在此限：</p> <p>一、關係人係取得素地或租地再行興建者，得舉證符合下列條件之一者：</p> <p>(1) 素地依前條規定之方法評估，房屋則按關係人之營建成本加計合理營建利潤，其合計數逾實際交易價格者。所稱合理營建利潤，應以最近三年度關係人營建部門之平均營業毛利率或財政部公布之最近期建設業毛利率孰低者為準。</p> <p>(2) 同一標的房地之其他樓層或鄰近地區一年內之其他非關係人交易案，其面積相近，且交易條件經按不動產買賣或租賃慣例應有之合理樓層或地區價差評估後條件相當者。</p> <p>二、本公司舉證向關係人購入之不動產或租賃取得不動產使用權資產，其交易條件與鄰近地區一年內之其他非關係人交易案例相當且面積相近者。</p> <p>前項所稱鄰近地區交易案，以同一或相鄰街廓且距離交易標的物方圓未逾五百公尺或其公告現值相近者為原則；所稱面積相近，則以其他非關係人成交案例之面積不低於交易標的物面積百分之五十為原則；所稱一年內係以本次取得不動產或其使用權資產事實發生之日為基準，往前追溯推算一年。</p> | <p>時，應依第八條之三之規定辦理。但如因下列情形，並提出客觀證據及取具不動產專業估價者與會計師之具體合理性意見者，不在此限：</p> <p>一、關係人係取得素地或租地再行興建者，得舉證符合下列條件之一者：</p> <p>(1) 素地依前條規定之方法評估，房屋則按關係人之營建成本加計合理營建利潤，其合計數逾實際交易價格者。所稱合理營建利潤，應以最近三年度關係人營建部門之平均營業毛利率或財政部公布之最近期建設業毛利率孰低者為準。</p> <p>(2) 同一標的房地之其他樓層或鄰近地區一年內之其他非關係人成交案，其面積相近，且交易條件經按不動產買賣或租賃慣例應有之合理樓層或地區價差評估後條件相當者。</p> <p>(3) 同一標的房地之其他樓層一年內之其他非關係人租賃案，經按不動產租賃慣例應有之合理樓層價差推估其交易條件相當者。</p> <p>二、本公司舉證向關係人購入之不動產，其交易條件與鄰近地區一年內之其他非關係人成交案例相當且面積相近者。</p> <p>前項所稱鄰近地區成交案，以同一或相鄰街廓且距離交易標的物方圓未逾五百公尺或其公告現值相近者為原則；所稱面積相近，則以其他非關係人成交案例之面積不低於交易標的物面積</p> |                    |

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| Article 8-2   | <p>When the results of Company's appraisal conducted in accordance with the provisions of paragraph 1 and paragraph 2 of the preceding Article are uniformly lower than the transaction price, the matter shall be handled in compliance with the provisions of Article 8-3. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real estate appraiser and a CPA has been obtained, this restriction shall not apply:</p> <p>1. Where the Related Party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:</p> <p>(1) Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the Related Party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the Related Party's</p> | <p>積百分之五十為原則；所稱一年內係以本次取得不動產事實發生之日為基準，往前追溯推算一年。</p> <p>When the results of Company's appraisal conducted in accordance with the provisions of paragraph 1 and paragraph 2 of the preceding Article are uniformly lower than the transaction price, the matter shall be handled in compliance with the provisions of Article 8-3. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real estate appraiser and a CPA has been obtained, this restriction shall not apply:</p> <p>1. Where the Related Party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:</p> <p>(1) Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the Related Party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the Related Party's construction division over the most recent three years</p> |                    |

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|               | <p>construction division over the most recent three years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.</p> <p>(2) <u>T</u>ransactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market practices.</p> <p>2. Where the Company acquiring real estate <u>or obtaining real property right-of-use assets through leasing</u> from a Related Party provides evidence that the terms of the transaction are similar to the terms of transactions for the acquisition of neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.</p> <p><u>T</u>ransactions for neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transaction for similarly sized parcels in principle refers to</p> | <p>or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.</p> <p>(2) <b>Completed</b> transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market practices.</p> <p>(3) Completed leasing transactions by unrelated parties for other floors of the same property from within the preceding year, where the transaction terms are similar after calculation of reasonable price discrepancies among floors in accordance with standard property leasing market practices.</p> <p>2. Where the Company acquiring real estate from a Related Party provides evidence that the terms of the transaction are similar to the terms of transactions completed for the acquisition of neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.</p> <p><b>Completed</b> transactions for neighboring or closely valued parcels</p> |                    |

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|               | <p>transactions completed by unrelated parties for parcels with a land area of no less than 50% of the property in the planned transaction; within one year refers to one year from the actual date of acquisition of the real estate <b>or the right-of-use assets thereof.</b></p>  | <p>of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transaction for similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50% of the property in the planned transaction; within one year refers to one year from the actual date of acquisition of the real estate.</p> |                    |
| 第 8 條<br>之 三  | <p>本公司向關係人取得不動產<b>或其使用權資產</b>，如經按第八條之一與之二規定評估結果均較交易價格為低者，應辦理下列事項：</p> <p>一、應就不動產<b>或其使用權資產</b>交易價格與評估成本間之差額，依相關法令規定提列特別盈餘公積，不得予以分派或轉增資配股。對公司之投資採權益法評價之投資者如為本公司，亦應就該提列數額按持股比例依相關法令規定提列特別盈餘公積。</p> <p>二、<u>審計委員會</u>應依台灣公司法第218條規定辦理。</p> <p>三、應將<b>前二款</b>處理情形提報股東會，並將交易詳細內容揭露於年報及公開說明書。</p> <p>本公司經依前項規定提列特別盈餘公積者，應俟高價購入<b>或承租</b>之資產已認列跌價損失或處分<b>或終止租約</b>或為適當補償或恢復原狀，或有其他證據確定無不合理者，並經相關主管機關</p> | <p>本公司向關係人取得不動產，如經按第八條之一與之二規定評估結果均較交易價格為低者，應辦理下列事項：</p> <p>一、應就不動產交易價格與評估成本間之差額，依相關法令規定提列特別盈餘公積，不得予以分派或轉增資配股。對公司之投資採權益法評價之投資者如為本公司，亦應就該提列數額按持股比例依相關法令規定提列特別盈餘公積。</p> <p>二、<u>審計委員會</u>應依台灣公司法第218條規定辦理。</p> <p>三、應將處理情形提報股東會，並將交易詳細內容揭露於年報及公開說明書。</p> <p>本公司經依前項規定提列特別盈餘公積者，應俟高價購入之資產已認列跌價損失或處分或為適當補償或恢復原狀，或有其他證據確定無不合理者，並經相關主管機關同意後，始得動用該</p>  | 同上。                |

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| Article 8-3   | <p>同意後，始得動用該特別盈餘公積。</p> <p>本公司向關係人取得不動產或<u>其使用權資產</u>，若有其他證據顯示交易有不合營業常規之情事者，亦應依前二項規定辦理。</p> <p>Where the Company acquires real estate <b><u>or right-of-use assets</u></b> from a Related Party and the results of appraisals conducted in accordance with the provisions of Article 8-1 and Article 8-2 are uniformly lower than the transaction price, the following steps shall be taken:</p> <ol style="list-style-type: none"> <li>1. A special reserve shall be set aside in accordance with the applicable laws, rules, and regulations against the difference between the real estate <b><u>or right-of-use assets</u></b> transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where the Company uses the equity method to account for its investment in another company, then the special reserve shall be set aside pro rata in a proportion in accordance with the applicable laws, rules, and regulations.</li> <li>2. The Audit Committee shall comply with the provisions of Article 218 of the Company Act of Taiwan.</li> <li>3. Actions taken pursuant to <b><u>the preceding two</u></b> subparagraphs shall be reported to a shareholders meeting, and the details</li> </ol> | <p>特別盈餘公積。</p> <p>本公司向關係人取得不動產，若有其他證據顯示交易有不合營業常規之情事者，亦應依前二項規定辦理。</p> <p>Where the Company acquires real estate from a Related Party and the results of appraisals conducted in accordance with the provisions of Article 8-1 and Article 8-2 are uniformly lower than the transaction price, the following steps shall be taken:</p> <ol style="list-style-type: none"> <li>1. A special reserve shall be set aside in accordance with the applicable laws, rules, and regulations against the difference between the real estate transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where the Company uses the equity method to account for its investment in another company, then the special reserve shall be set aside pro rata in a proportion in accordance with the applicable laws, rules, and regulations.</li> <li>2. The Audit Committee shall comply with the provisions of Article 218 of the Company Act of Taiwan.</li> <li>3. Actions taken pursuant to subparagraph 1 shall be reported to a shareholders meeting, and the details of the transaction</li> </ol> |                    |

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|               | <p>of the transaction shall be disclosed in the annual report and any investment prospectus.</p> <p>The Company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased <b>or leased</b> at a premium, or they have been disposed of, <b>or the leasing contract has been terminated,</b> or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and got the authority's consent.</p> <p>When the Company obtains real estate <b>or right-of-use assets</b> from a Related Party, it shall also comply with the provisions of the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arms length transaction.</p> | <p>shall be disclosed in the annual report and any investment prospectus.</p> <p>The Company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased at a premium, or they have been disposed of, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and got the authority's consent.</p> <p>When the Company obtains real estate from a Related Party, it shall also comply with the provisions of the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arms length transaction.</p> |                    |



## Procedures for Lending Funds to Other Parties

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TaiGen Biopharmaceuticals Holdings Limited

Comparison Table

太景醫藥研發控股股份有限公司

資金貸與他人作業程序

修訂對照表

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| 第二條           | <p>本公司及子公司，其資金除有下列各款情形外，不得貸與股東或任何他人：</p> <p>一、公司間或與行號間業務往來者。</p> <p>二、公司間或與行號間有短期融通資金之必要者。融資金額不得超過貸與企業淨值之百分之四十。</p> <p>前項所稱短期，係指一年。但公司之營業週期長於一年者，以營業週期為準。第一項第二款所稱融資金額，係指本公司或子公司短期融通資金之累計餘額。</p> <p>本公司直接及間接持有表決權股份百分之百之國外公司間從事資金貸與，<u>或直接及間接持有表決權股份百分之百之國外公司對本公司從事資金貸與</u>，不受第一項第二款之限制，但仍應依第三條第四項及第四條規定訂定之資金貸與限額及期限辦理。</p> | <p>本公司及子公司，其資金除有下列各款情形外，不得貸與股東或任何他人：</p> <p>一、公司間或與行號間業務往來者。</p> <p>二、公司間或與行號間有短期融通資金之必要者。融資金額不得超過貸與企業淨值之百分之四十。</p> <p>前項所稱短期，係指一年。但公司之營業週期長於一年者，以營業週期為準。第一項第二款所稱融資金額，係指本公司或子公司短期融通資金之累計餘額。</p> <p>本公司直接及間接持有表決權股份百分之百之國外公司間從事資金貸與，不受第一項第二款之限制，但仍應依第三條第四項及第四條規定訂定之資金貸與限額及期限辦理。</p> | <p>配合金融監督管理委員會 2019 年 3 月 7 日金管證審字第 1080304826 號令修正「公開發行公司資金貸與及背書保證處理準則」修正本條項。</p> |

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| Article 2     | <p><u>本公司負責人違反第一項規定時，應與借用人連帶負返還責任；如本公司受有損害者，亦應由其負損害賠償責任。</u></p> <p>本公司與他公司或行號間因業務往來關係從事資金貸與者，應依第三條第二項之規定；因有短期融通資金之必要從事資金貸與者，以下列情形為限：</p> <p>一、本公司持股達百分之五十以上之公司因業務需要而有短期融通資金之必要者。</p> <p>二、他公司或行號因營運週轉需要而有短期融通資金之必要者。</p> <p>三、其他經本公司董事會同意資金貸與者。</p> <p>The Company and its Subsidiaries shall not loan funds to any of its shareholders or any other person except under the following circumstances:</p> <ol style="list-style-type: none"> <li>1. Where an inter-company or inter-firm business transaction calls for a loan arrangement; or</li> <li>2. Where an inter-company or inter-firm short-term financing facility is necessary, provided that such financing amount shall not exceed 40% of the lender's net worth.</li> </ol> <p>The term "short-term" as used in the preceding paragraph means</p> | <p>本公司與他公司或行號間因業務往來關係從事資金貸與者，應依第三條第二項之規定；因有短期融通資金之必要從事資金貸與者，以下列情形為限：</p> <p>一、本公司持股達百分之五十以上之公司因業務需要而有短期融通資金之必要者。</p> <p>二、他公司或行號因營運週轉需要而有短期融通資金之必要者。</p> <p>三、其他經本公司董事會同意資金貸與者。</p> <p>The Company and its Subsidiaries shall not loan funds to any of its shareholders or any other person except under the following circumstances:</p> <ol style="list-style-type: none"> <li>1. Where an inter-company or inter-firm business transaction calls for a loan arrangement; or</li> <li>2. Where an inter-company or inter-firm short-term financing facility is necessary, provided that such financing amount shall not exceed 40% of the lender's net worth.</li> </ol> <p>The term "short-term" as used in the preceding paragraph means</p> |                    |

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|               | <p>one year, or where the Company's operating cycle exceeds one year, one operating cycle. The term "financing amount" as used in Sub-paragraph 2, Paragraph 1 of this Article means the cumulative balance of the Company's and Subsidiaries' short-term financing.</p> <p>The restriction in Paragraph 1, Subparagraph 2 shall not apply to inter-company loans of funds between foreign companies in which the Company holds, directly or indirectly, 100% of the voting shares <u>or inter-company loans of funds lent to the Company by foreign companies in which the Company holds, directly or indirectly, 100% of the voting shares</u>, but such inter-company loans of funds shall be subject to Paragraph 4, Article 3 and Article 4.</p> <p><u>The responsible person of the Company who has violated the provisions of the preceding Paragraph shall be liable, jointly and severally with the borrower, for the repayment of the loan at issue and for the damages, if any, to the Company resulted there-from.</u></p> <p>Where funds are lent to a company or business with business relationships with the Company, such loan shall be granted in</p> | <p>one year, or where the Company's operating cycle exceeds one year, one operating cycle. The term "financing amount" as used in Sub-paragraph 2, Paragraph 1 of this Article means the cumulative balance of the Company's and Subsidiaries' short-term financing.</p> <p>The restriction in Paragraph 1, Subparagraph 2 shall not apply to inter-company loans of funds between foreign companies in which the Company holds, directly or indirectly, 100% of the voting shares, but such inter-company loans of funds shall be subject to Paragraph 4, Article 3 and Article 4.</p> <p>Where funds are lent to a company or business with business relationships with the Company, such loan shall be granted in</p> |                    |

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| 第七條           | <p>accordance with Paragraph 2, Article 3. Loan may be granted due to short-term financing need only under one of the following circumstances:</p> <ol style="list-style-type: none"> <li>1. a Subsidiary of the Company of which the Company holds 50% or more of its shares having a business need for short-term financing;</li> <li>2. where short-term financing is required for a company or business due to purchase of materials or operational needs;</li> </ol> <p>or</p> <ol style="list-style-type: none"> <li>3. where the loan is approved by the Board of Directors of the Company.</li> </ol> <p>本公司應於每月十日前公告申報本公司及子公司上月份資金貸與餘額。</p> <p>本公司資金貸與餘額達下列標準之一者，應於事實發生日之即日起算二日內公告申報：</p> <ol style="list-style-type: none"> <li>一、本公司及其子公司資金貸與他人之餘額達本公司最近期財務報表淨值百分之二十以上。</li> <li>二、本公司及其子公司對單一企業資金貸與餘額達本公司最近期財務報表淨值百分之十以上。</li> <li>三、本公司或其子公司新增資金貸與金額達新台幣一千萬元以上且達本公司最近期財務報表淨值百分之二以上。</li> </ol> | <p>accordance with Paragraph 2, Article 3. Loan may be granted due to short-term financing need only under one of the following circumstances:</p> <ol style="list-style-type: none"> <li>1. a Subsidiary of the Company of which the Company holds 50% or more of its shares having a business need for short-term financing;</li> <li>2. where short-term financing is required for a company or business due to purchase of materials or operational needs;</li> </ol> <p>or</p> <ol style="list-style-type: none"> <li>3. where the loan is approved by the Board of Directors of the Company.</li> </ol> <p>本公司應於每月十日前公告申報本公司及子公司上月份資金貸與餘額。</p> <p>本公司資金貸與餘額達下列標準之一者，應於事實發生日之即日起算二日內公告申報：</p> <ol style="list-style-type: none"> <li>一、本公司及其子公司資金貸與他人之餘額達本公司最近期財務報表淨值百分之二十以上。</li> <li>二、本公司及其子公司對單一企業資金貸與餘額達本公司最近期財務報表淨值百分之十以上。</li> <li>三、本公司或其子公司新增資金貸與金額達新台幣一千萬元以上且達本公司最近期財務報表淨值百分之二以上。</li> </ol> | 同上                 |

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| Article 7     | <p>有關資金貸與事項，凡依規定應向主管機關申報或公告者，本公司均應依相關規定辦理之。</p> <p>本公司之子公司非屬台灣公開發行公司者，依規定有應公告申報之事項，由本公司代為公告申報之。</p> <p>本程序所稱之公告申報，係指輸入中華民國金融監督管理委員會指定之資訊申報網站。</p> <p>本程序所稱事實發生日，係指交易簽約日、付款日、董事會決議日或其他足資確定<u>資金貸與</u>對象及金額之日等日期孰前者。</p> <p>The Company shall announce and report the previous month's loan balances of its head office and Subsidiaries by the 10th day of each month.</p> <p>The Company whose loans of funds reach one of the following levels shall announce and report such event within two days commencing immediately from the date of occurrence of the fact:</p> <p>1. The aggregate balance of loans to others by the Company and its Subsidiaries reaches 20 percent or more of the Company's net worth as stated in its latest financial statement.</p> | <p>有關資金貸與事項，凡依規定應向主管機關申報或公告者，本公司均應依相關規定辦理之。</p> <p>本公司之子公司非屬台灣公開發行公司者，依規定有應公告申報之事項，由本公司代為公告申報之。</p> <p>本程序所稱之公告申報，係指輸入中華民國金融監督管理委員會指定之資訊申報網站。</p> <p>本程序所稱事實發生日，係指交易簽約日、付款日、董事會決議日或其他足資確定<u>交易</u>對象及<u>交易</u>金額之日等日期孰前者。</p> <p>The Company shall announce and report the previous month's loan balances of its head office and Subsidiaries by the 10th day of each month.</p> <p>The Company whose loans of funds reach one of the following levels shall announce and report such event within two days commencing immediately from the date of occurrence of the fact:</p> <p>1. The aggregate balance of loans to others by the Company and its Subsidiaries reaches 20 percent or more of the Company's net worth as stated in its latest financial statement.</p> |                    |

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|               | <p>2. The balance of loans by the Company and its Subsidiaries to a single enterprise reaches 10 percent or more of the Company's net worth as stated in its latest financial statement.</p> <p>3. The amount of new loans of funds by the Company or its Subsidiaries reaches NT\$10 million or more, and reaches 2 percent or more of the Company's net worth as stated in its latest financial statement.</p> <p>Should there be any fund-lending which is required to be reported to the governmental authority-in-charge or to be publicly announced, such report or public announcement shall be made by the Company in accordance with the relevant laws, rules and regulations.</p> <p>If there is any reporting and announcement required for the Company's Subsidiary which is not a Taiwan public company, the Company will follow the requirement on behalf of its Subsidiary.</p> <p>The term "announce and report" as used in the Procedures means the process of entering data to the information reporting website designated by the Financial Supervisory Commission of the ROC.</p> | <p>2. The balance of loans by the Company and its Subsidiaries to a single enterprise reaches 10 percent or more of the Company's net worth as stated in its latest financial statement.</p> <p>3. The amount of new loans of funds by the Company or its Subsidiaries reaches NT\$10 million or more, and reaches 2 percent or more of the Company's net worth as stated in its latest financial statement.</p> <p>Should there be any fund-lending which is required to be reported to the governmental authority-in-charge or to be publicly announced, such report or public announcement shall be made by the Company in accordance with the relevant laws, rules and regulations.</p> <p>If there is any reporting and announcement required for the Company's Subsidiary which is not a Taiwan public company, the Company will follow the requirement on behalf of its Subsidiary.</p> <p>The term "announce and report" as used in the Procedures means the process of entering data to the information reporting website designated by the Financial Supervisory Commission of the ROC.</p> |                    |

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| 第十二條          | <p>The term "date of occurrence of the fact" as used in the Procedures refers to the date of contract signing, date of payment, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the <b>loans of funds</b>, whichever date is earlier.</p> <p>本公司資金貸與他人前，應審慎評估是否符合台灣證券主管機關所訂「公開發行公司資金貸與及背書保證處理準則」及本程序之規定，併同第五條第二項之審查結果提董事會決議後辦理，不得授權其他人決定。</p> <p>本公司與本公司之母公司或子公司間，或子公司間之資金貸與，應提董事會決議，並得授權董事長對同一貸與對象於董事會決議之一定額度及不超過一年之期間內分次撥貸或循環動用。</p> <p>前述所稱一定額度，除本公司直接及間接持有表決權股份百分之百之台灣境外之公司間之資金貸與外，本公司或本公司之子公司對單一企業之資金貸與之授權額度不得超過本公司或本公司之子公司最近期財務報表淨值百分之十。</p> <p>依前項規定將<del>本程序</del>或擬將資金貸與他人提報董事會討論時，應充分考量各獨立董事之意見，<b>獨立董事如有反對意見</b></p> | <p>The term "date of occurrence of the fact" as used in the Procedures refers to the date of contract signing, date of payment, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the <b>transaction</b>, whichever date is earlier.</p> <p>本公司資金貸與他人前，應審慎評估是否符合台灣證券主管機關所訂「公開發行公司資金貸與及背書保證處理準則」及本程序之規定，併同第五條第二項之審查結果提董事會決議後辦理，不得授權其他人決定。</p> <p>本公司與本公司之母公司或子公司間，或子公司間之資金貸與，應提董事會決議，並得授權董事長對同一貸與對象於董事會決議之一定額度及不超過一年之期間內分次撥貸或循環動用。</p> <p>前述所稱一定額度，除本公司直接及間接持有表決權股份百分之百之台灣境外之公司間之資金貸與外，本公司或本公司之子公司對單一企業之資金貸與之授權額度不得超過本公司或本公司之子公司最近期財務報表淨值百分之十。</p> <p>依前項規定將<b>本程序或擬</b>將資金貸與他人提報董事會討論時，應充分考量各獨立董事之意見，<b>並將其同意或反對之明</b></p> | 同上。                |

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| Article 12    | <p><u>或保留意見，應於董事會議事錄載明。</u>。</p> <p>Any lending of the Company's funds shall be evaluated with and subject to the "Guidelines for Fund-Lending and Providing Endorsements and Guarantees by Public Companies" announced by the Taiwan securities regulatory authority and the Procedures, and then submitted, together with the result of the evaluation made as described in the Paragraph 2, Article 5, to the Board of Directors for its approval and no delegation shall be made to any person in this regard.</p> <p>When fund lending is contemplated between the Company and its parent company or when fund lending to Subsidiaries is contemplated by the Company or its Subsidiary, an approval from the Board of Directors shall be obtained, and the Chairman shall be authorized to handle the matter within the specific amount of fund lending to the same party approved by the Board of Directors and the lending is authorized in installment or revolver within one year.</p> <p>"Specific amount" as referred to above shall mean that the authorized amount of loans by the Company or its Subsidiary to an individual entity shall not exceed 10% of the Company's or its</p> | <p><u>確意見及反對之理由列入董事會紀錄。</u></p> <p>Any lending of the Company's funds shall be evaluated with and subject to the "Guidelines for Fund-Lending and Providing Endorsements and Guarantees by Public Companies" announced by the Taiwan securities regulatory authority and the Procedures, and then submitted, together with the result of the evaluation made as described in the Paragraph 2, Article 5, to the Board of Directors for its approval and no delegation shall be made to any person in this regard.</p> <p>When fund lending is contemplated between the Company and its parent company or when fund lending to Subsidiaries is contemplated by the Company or its Subsidiary, an approval from the Board of Directors shall be obtained, and the Chairman shall be authorized to handle the matter within the specific amount of fund lending to the same party approved by the Board of Directors and the lending is authorized in installment or revolver within one year.</p> <p>"Specific amount" as referred to above shall mean that the authorized amount of loans by the Company or its Subsidiary to an individual entity shall not exceed 10% of the Company's or its</p> |                    |



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|               | <p>Subsidiary's net value in their most recent financial statement except loans between the Company's Subsidiaries outside of Taiwan of whom the Company directly or indirectly holds 100 percent of voting shares.</p> <p>When the Company submits the Procedures or when fund-lending to other parties is contemplated for discussion by the Board of Directors under the preceding paragraph, the Board of Directors shall take into full consideration each independent director's opinion; <b><u>If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting.</u></b></p> | <p>Subsidiary's net value in their most recent financial statement except loans between the Company's Subsidiaries outside of Taiwan of whom the Company directly or indirectly holds 100 percent of voting shares.</p> <p>When the Company submits the Procedures or when fund-lending to other parties is contemplated for discussion by the Board of Directors under the preceding paragraph, the Board of Directors shall take into full consideration each independent director's opinion; <b><u>independent directors' opinions specifically expressing assent or dissent and their reasons for dissent shall be included in the minutes of the Board of Directors' meeting.</u></b></p> |                    |
| 第十四條          | <p>本程序訂定或修正，應經審計委員會全體成員二分之一以上同意，並提董事會通過後提報股東會以普通決議通過後實施。如有董事表示異議且有紀錄或書面聲明者，公司應將其異議併送審計委員會及提報股東會討論。</p> <p>前項如未經審計委員會全體成員二分之一以上同意者，得由全體董事三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議。</p> <p>本程序所稱審計委員會全體成員及全體董事，均以實際在</p>   | <p>本程序訂定或修正，應經審計委員會全體成員二分之一以上同意，並提董事會通過後提報股東會以普通決議通過後實施。如有董事表示異議且有紀錄或書面聲明者，公司應將其異議併送審計委員會及提報股東會討論。</p> <p>前項如未經審計委員會全體成員二分之一以上同意者，得由全體董事三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議。</p> <p>本程序所稱審計委員會全體成員及全體董事，均以實際在</p>   | 同上。                |

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| Article 14    | <p>任者計算之。</p> <p>本公司如已設置獨立董事，依前項規定將本程序提報董事會討論時，應充分考量各獨立董事之意見，<u>獨立董事如有反對意見或保留意見，應於董事會議事錄載明。</u></p> <p>Any amendment shall be subject to the approval by the majority of all of the members of the Audit Committee and shall be approved by the Board of Directors and submitted by the Shareholders' meeting for approval by way of an ordinary resolution. Where any Director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the documents related to the dissent to the Audit Committee and the Shareholders' meeting for discussion.</p> <p>If the matter under the preceding paragraph has not been approved by the majority of all of the members of the Audit Committee, it may be approved by two-thirds or more of all of the Directors of the Board and the meeting minutes of the Board shall state the resolution of the Audit Committee..</p> <p>That "all of the members of the Audit Committee" and "all of the Directors of the Board" as used herein shall refer to the number</p> | <p>任者計算之。</p> <p>本公司如已設置獨立董事，依前項規定將本程序提報董事會討論時，應充分考量各獨立董事之意見，<u>並將其同意或反對之明確意見及反對之理由列入董事會紀錄。</u></p> <p>Any amendment shall be subject to the approval by the majority of all of the members of the Audit Committee and shall be approved by the Board of Directors and submitted by the Shareholders' meeting for approval by way of an ordinary resolution. Where any Director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the documents related to the dissent to the Audit Committee and the Shareholders' meeting for discussion.</p> <p>If the matter under the preceding paragraph has not been approved by the majority of all of the members of the Audit Committee, it may be approved by two-thirds or more of all of the Directors of the Board and the meeting minutes of the Board shall state the resolution of the Audit Committee..</p> <p>That "all of the members of the Audit Committee" and "all of the Directors of the Board" as used herein shall refer to the number</p> |                    |

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|               | <p>of members/Directors actually in office.</p> <p>Where the office of Independent Director has been established, the comments of each of the Independent Director shall be fully considered by the Board of Directors during deliberations of the Board pursuant to the preceding subparagraph, <b><u>if an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting.</u></b></p> | <p>of members/Directors actually in office.</p> <p>Where the office of Independent Director has been established, the comments of each of the Independent Director shall be fully considered by the Board of Directors during deliberations of the Board pursuant to the preceding subparagraph, <b><u>and the concurring or objecting position of the Independent Directors and any objection reasons shall be clearly recorded in the Board of Directors meeting minutes.</u></b></p> |                    |

**Procedures for Endorsement & Guarantee**  
**OF**  
**TaiGen Biopharmaceuticals Holdings Limited**  
**Comparison Table**  
**太景醫藥研發控股股份有限公司**  
**背書保證作業程序**  
**修訂對照表**

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| 第四條           | <p>本公司對外背書保證時，其額度如下：</p> <p>一、本公司對外背書保證總額度、對單一企業背書保證額度及本公司及其子公司整體得為背書保證之總額及對單一企業背書保證額度，均不得超過本公司淨值百分之十，且以該被背書保證公司之淨值為限。但本公司直接及間接持有表決權股份百分之百之公司間之背書保證，本公司及其子公司整體得為背書保證之總額及對單一企業背書保證之額度，均不得超過本公司淨值250%。當本公司及其子公司整體得為背書保證之總額已達本公司淨值百分之五十以上者，並應於股東會說明其必要性及合理性。</p> <p>二、本公司辦理背書保證因業務需要而有超過前項所訂額度之必要時，應經董事會決議並由半數以上之董事對公司超限可能產生之損失具名聯保，始得為之，並修正本程序，報經股東會追認之；股東會不同意時，應提報董事會訂定計畫於一定期限內銷除超限部分。</p> | <p>本公司對外背書保證時，其額度如下：</p> <p>一、本公司對外背書保證總額度、對單一企業背書保證額度及本公司及其子公司整體得為背書保證之總額及對單一企業背書保證額度，均不得超過本公司淨值百分之十，且以該被背書保證公司之淨值為限。但本公司直接及間接持有表決權股份百分之百之公司間之背書保證，本公司及其子公司整體得為背書保證之總額及對單一企業背書保證之額度，均不得超過本公司淨值250%。當本公司及其子公司整體得為背書保證之總額已達本公司淨值百分之五十以上者，並應於股東會說明其必要性及合理性。</p> <p>二、本公司辦理背書保證因業務需要而有超過前項所訂額度之必要時，應經董事會決議並由半數以上之董事對公司超限可能產生之損失具名聯保，始得為之，並修正本程序，報經股東會追認之；股東會不同意時，應提報董事會訂定計畫於一定期限內銷除超限部分。</p> | <p>配合金融監督管理委員會2019年3月7日金管證審字第1080304826號令修正「公開發行公司資金貸與及背書保證處理準則」修正本條項。</p> |

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| Article 4     | <p>三、與本公司因業務往來關係而從事背書保證者，除上述限額規定外，其個別背書保證金額以不超過雙方間業務往來金額為限。所稱業務往來金額係指雙方間進貨或銷貨金額孰高者。</p> <p>本公司已設置獨立董事者，於前述事項在董事會討論時，應充分考量各獨立董事之意見，<u>獨立董事如有反對意見或保留意見，應於董事會議事錄載明。</u></p> <p>The amount of endorsement/guarantee provided by the Company is subject to the following limits:</p> <p>1. The total amount of endorsement / guarantee provided by the Company or for any one endorsee / guarantee company, or the total amount of endorsement / guarantee provided by the Company and its subsidiaries or the amount of endorsement/guarantee for any one endorsee / guarantee company provided by the Company and its subsidiaries totally shall not exceed 10% of the Company's net worth, nor the net worth of the endorsee/guarantee company, whichever is lower. ; provided, however, that when it comes to endorsement / guarantee provided by and for between the subsidiaries whose voting</p> | <p>三、與本公司因業務往來關係而從事背書保證者，除上述限額規定外，其個別背書保證金額以不超過雙方間業務往來金額為限。所稱業務往來金額係指雙方間進貨或銷貨金額孰高者。</p> <p>本公司已設置獨立董事者，於前述事項在董事會討論時，應充分考量各獨立董事之意見，<u>並將其同意或反對之明確意見及反對之理由列入董事會紀錄。</u></p> <p>The amount of endorsement/guarantee provided by the Company is subject to the following limits:</p> <p>1. The total amount of endorsement / guarantee provided by the Company or for any one endorsee / guarantee company, or the total amount of endorsement / guarantee provided by the Company and its subsidiaries or the amount of endorsement/guarantee for any one endorsee / guarantee company provided by the Company and its subsidiaries totally shall not exceed 10% of the Company's net worth, nor the net worth of the endorsee/guarantee company, whichever is lower. ; provided, however, that when it comes to endorsement / guarantee provided by and for between the subsidiaries whose voting</p> |                    |

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|               | <p>shares are directly or indirectly 100% held by the Company, neither the total amount of endorsement / guarantee provided by the Company and its subsidiaries nor the amount of endorsement / guarantee for any one endorsee / guarantee company may exceed 250% of the Company's net worth.</p> <p>While the total amount of endorsement / guarantee have exceeded more than 50% of the Company's net worth, an explanation shall be made in the shareholders' meeting.</p> <p>2. In case the above limits have to be exceeded to accommodate business needs, a resolution of the Board of Directors should be obtained and over half of all the directors should jointly endorse the potential loss that may be brought about by the excess of limits. The Board of Directors should also revise the Procedures and has it ratified at the Shareholders' Meeting. If the revised Procedures are not ratified at the Shareholders' Meeting, the Board of Directors should furnish a plan containing a timetable to withdraw the excess portion.</p> <p>3. Where endorsements/ guarantees are provided for an entity due to the business relationship of the Company, in addition to the requirements of the above paragraph, the amount of the individual endorsement/guarantee in respect of the business or company cannot exceed the business transaction amount between the parties. "Business transaction amount"</p> | <p>shares are directly or indirectly 100% held by the Company, neither the total amount of endorsement / guarantee provided by the Company and its subsidiaries nor the amount of endorsement / guarantee for any one endorsee / guarantee company may exceed 250% of the Company's net worth.</p> <p>While the total amount of endorsement / guarantee have exceeded more than 50% of the Company's net worth, an explanation shall be made in the shareholders' meeting.</p> <p>2. In case the above limits have to be exceeded to accommodate business needs, a resolution of the Board of Directors should be obtained and over half of all the directors should jointly endorse the potential loss that may be brought about by the excess of limits. The Board of Directors should also revise the Procedures and has it ratified at the Shareholders' Meeting. If the revised Procedures are not ratified at the Shareholders' Meeting, the Board of Directors should furnish a plan containing a timetable to withdraw the excess portion.</p> <p>3. Where endorsements/ guarantees are provided for an entity due to the business relationship of the Company, in addition to the requirements of the above paragraph, the amount of the individual endorsement/guarantee in respect of the business or company cannot exceed the business transaction amount between the parties. "Business transaction amount"</p> |                    |

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|               | <p>refers the amount of purchases or sales between the parties, whichever is greater.</p> <p>Where the Company has established the position of independent director, when it makes endorsements / guarantees for others, it shall take into full consideration the opinions of each independent director; <b><u>if an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting.</u></b></p> | <p>refers the amount of purchases or sales between the parties, whichever is greater.</p> <p>Where the Company has established the position of independent director, when it makes endorsements / guarantees for others, it shall take into full consideration the opinions of each independent director; <b><u>independent directors' opinions specifically expressing assent or dissent and the reasons for dissent shall be included in the minutes of the Board of Directors' meeting.</u></b></p> |                    |
| 第 6 條         | <p>本公司辦理背書保證事項，財務部門應將第五條第二項所為之評估結果，會同相關部門之意見，提經本公司董事會決議後辦理。但為配合時效需要，在符合本程序第四條規定之對外背書保證額度內，由董事會授權董事長先行執行，事後再報經最近期之董事會追認之。</p> <p>惟本公司直接及間接持有表決權股份達百分之九十以上之子公司依本程序第二條為背書保證前，應提報本公司董事會決議後始得辦理，但本公司直接及間接持有表決權股份百分之百之公司間背書保證，不在此限。</p> <p>在本公司為他人背書或提供保證，應充分考量各獨立董事之</p>  | <p>本公司辦理背書保證事項，財務部門應將第五條第二項所為之評估結果，會同相關部門之意見，提經本公司董事會決議後辦理。但為配合時效需要，在符合本程序第四條規定之對外背書保證額度內，由董事會授權董事長先行執行，事後再報經最近期之董事會追認之。</p> <p>惟本公司直接及間接持有表決權股份達百分之九十以上之子公司依本程序第二條為背書保證前，應提報本公司董事會決議後始得辦理，但本公司直接及間接持有表決權股份百分之百之公司間背書保證，不在此限。</p> <p>在本公司為他人背書或提供保證，應充分考量各獨立董事之</p>  | 同上                 |

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| Article 6     | <p>意見，<u>獨立董事</u>如有反對意見或保留意見，應於董事會議事錄載明。</p> <p>When the Company makes any endorsement and/or guarantee, the Finance Department shall submit the evaluation results made in accordance with Paragraph 2, Article 5, along with comments and opinions provided by other related departments, to the Board of Directors for approval. A pre-determined limit may be delegated to the Chairman by the Board of Directors to facilitate execution and such endorsement/guarantee shall be reported to the most coming Board of Directors' Meeting for ratification. The limit shall not exceed the amount that set forth in Article 4 of endorsement/guarantee provided by the Company.</p> <p>A resolution of the Board of Directors' meeting of the Company should be obtained before the making of endorsements/guarantee between such companies of which the Company directly or indirectly holds 90% or more of voting shares pursuant to set forth in Article 2 except for endorsements/guarantees between such companies of which the Company directly or indirectly hold 100% of voting shares.</p> | <p>意見，<u>並將其同意或反對之明確意見及反對之理由列入董事會紀錄</u>。</p> <p>When the Company makes any endorsement and/or guarantee, the Finance Department shall submit the evaluation results made in accordance with Paragraph 2, Article 5, along with comments and opinions provided by other related departments, to the Board of Directors for approval. A pre-determined limit may be delegated to the Chairman by the Board of Directors to facilitate execution and such endorsement/guarantee shall be reported to the most coming Board of Directors' Meeting for ratification. The limit shall not exceed the amount that set forth in Article 4 of endorsement/guarantee provided by the Company.</p> <p>A resolution of the Board of Directors' meeting of the Company should be obtained before the making of endorsements/guarantee between such companies of which the Company directly or indirectly holds 90% or more of voting shares pursuant to set forth in Article 2 except for endorsements/guarantees between such companies of which the Company directly or indirectly hold 100% of voting shares.</p> |                    |



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| 第 10 條        | <p>When the Company makes endorsements and/or guarantees for others, it shall take into full consideration each Independent Director's opinions; <u>if an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting.</u></p> <p>本公司應於每月十日前公告申報本公司及子公司上月份背書保證餘額。</p> <p>本公司背書保證達下列標準之一者，應於事實發生日之即日起算二日內公告申報：</p> <p>一、本公司及子公司背書保證餘額達本公司最近期財務報表淨值百分之五十以上。</p> <p>二、本公司及子公司對單一企業背書保證餘額達本公司最近期財務報表淨值百分之二十以上。</p> <p>三、本公司及子公司對單一企業背書保證餘額達新臺幣一千萬元以上且對其背書保證、<u>採用權益法之投資帳面金額</u>及資金貸與餘額合計數達本公司最近期財務報表淨值百分之三十以上。</p> <p>四、本公司或子公司新增背書保證達新臺幣三千萬元以上且達本公司最近期財務報表淨值百分之五以上。</p> <p>有關背書保證事項，凡依規定應向主管機關申報或公告者，</p> | <p>When the Company makes endorsements and/or guarantees for others, it shall take into full consideration each Independent Director's opinions; <u>Independent Directors' opinions specifically expressing assent or dissent and their reasons for dissent shall be included in the minutes of the Board of Directors' meeting.</u></p> <p>本公司應於每月十日前公告申報本公司及子公司上月份背書保證餘額。</p> <p>本公司背書保證達下列標準之一者，應於事實發生日之即日起算二日內公告申報：</p> <p>一、本公司及子公司背書保證餘額達本公司最近期財務報表淨值百分之五十以上。</p> <p>二、本公司及子公司對單一企業背書保證餘額達本公司最近期財務報表淨值百分之二十以上。</p> <p>三、本公司及子公司對單一企業背書保證餘額達新臺幣一千萬元以上且對其背書保證、<u>長期性質</u>之投資及資金貸與餘額合計數達本公司最近期財務報表淨值百分之三十以上。</p> <p>四、本公司或子公司新增背書保證達新臺幣三千萬元以上且達本公司最近期財務報表淨值百分之五以上。</p> <p>有關背書保證事項，凡依規定應向主管機關申報或公告者，</p> | 同上。                |

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| Article 10    | <p>本公司均應依相關規定辦理之，本公司之子公司非屬台灣公開發行公司者，依規定有應公告申報之事項，由本公司代為公告申報之。</p> <p>本程序所稱之公告申報，係指輸入中華民國金融監督管理委員會指定之資訊申報網站。</p> <p>本程序所稱事實發生日，係指交易簽約日、付款日、董事會決議日或其他足資確定<u>實書保證</u>對象及金額之日等日期執前者。</p> <p>The Company shall announce and report the previous month's balance of endorsements / guarantees of itself and its subsidiaries by the 10th day of each month.</p> <p>The Company whose balance of endorsements / guarantees reaches one of the following levels shall announce and report such event within two days commencing immediately from the date of occurrence of the fact:</p> <ol style="list-style-type: none"> <li>1. The aggregate balance of endorsements / guarantees by the Company and its subsidiaries reaches 50% or more of the</li> </ol> | <p>本公司均應依相關規定辦理之，本公司之子公司非屬台灣公開發行公司者，依規定有應公告申報之事項，由本公司代為公告申報之。</p> <p>本程序所稱之公告申報，係指輸入中華民國金融監督管理委員會指定之資訊申報網站。</p> <p>本程序所稱事實發生日，係指交易簽約日、付款日、董事會決議日或其他足資確定<u>交易</u>對象及<u>交易</u>金額之日等日期執前者。</p> <p>The Company shall announce and report the previous month's balance of endorsements / guarantees of itself and its subsidiaries by the 10th day of each month.</p> <p>The Company whose balance of endorsements / guarantees reaches one of the following levels shall announce and report such event within two days commencing immediately from the date of occurrence of the fact:</p> <ol style="list-style-type: none"> <li>1. The aggregate balance of endorsements / guarantees by the Company and its subsidiaries reaches 50% or more of the</li> </ol> |                    |

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|               | <p>Company's net worth as stated in its latest financial statement.</p> <p>2. The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise reaches 20% or more of the Company's net worth as stated in its latest financial statement.</p> <p>3. The balance of endorsements / guarantees by the Company and its subsidiaries for a single enterprise reaches NT\$10 million or more and the aggregate amount of all endorsements / guarantees for, <b>the carrying amount of investment in <u>using equity method</u></b>, and balance of loans to, such enterprise reaches 30% or more of Company's net worth as stated in its latest financial statement.</p> <p>4. The amount of new endorsements/guarantees made by the Company or its subsidiaries reaches NT\$30 million or more, and reaches 5% or more of the Company's net worth as stated in its latest financial statement.</p> <p>Should there be any endorsement / guarantee which is required to be reported to the governmental authority-in-charge or to be publicly announced, such report or public announcement shall</p> | <p>Company's net worth as stated in its latest financial statement.</p> <p>2. The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise reaches 20% or more of the Company's net worth as stated in its latest financial statement.</p> <p>3. The balance of endorsements / guarantees by the Company and its subsidiaries for a single enterprise reaches NT\$10 million or more and the aggregate amount of all endorsements / guarantees for, <b>long-term</b> investment in, and balance of loans to, such enterprise reaches 30% or more of Company's net worth as stated in its latest financial statement.</p> <p>4. The amount of new endorsements/guarantees made by the Company or its subsidiaries reaches NT\$30 million or more, and reaches 5% or more of the Company's net worth as stated in its latest financial statement.</p> <p>Should there be any endorsement / guarantee which is required to be reported to the governmental authority-in-charge or to be publicly announced, such report or public announcement shall</p> |                    |

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|               | <p>be made by the Company in accordance with the relevant laws, rules and regulations. If there is any reporting and announcement required for the Company's Subsidiary which is not a Taiwan public company, the Company will follow the requirement on behalf of its Subsidiary.</p> <p>The term "announce and report" as used in the Procedures means the process of entering data to the information reporting website designated by the Financial Supervisory Commission of the ROC.</p> <p>The term "date of occurrence of the fact" as used in the Procedures refers to the date of contract signing, date of payment, dates of Board of Directors' resolutions, or other date that can confirm the counterpart and monetary amount of the <b>endorsement / guarantee</b>, whichever date is earlier.</p> | <p>be made by the Company in accordance with the relevant laws, rules and regulations. If there is any reporting and announcement required for the Company's Subsidiary which is not a Taiwan public company, the Company will follow the requirement on behalf of its Subsidiary.</p> <p>The term "announce and report" as used in the Procedures means the process of entering data to the information reporting website designated by the Financial Supervisory Commission of the ROC.</p> <p>The term "date of occurrence of the fact" as used in the Procedures refers to the date of contract signing, date of payment, dates of Board of Directors' resolutions, or other date that can confirm the counterpart and monetary amount of the <b>transaction</b>, whichever date is earlier.</p> |                    |
| 第十三條          | <p>本程序訂定或修正，應經審計委員會全體成員二分之一以上同意，並提董事會通過後提報股東會同意。如有董事表示異議且有紀錄或書面聲明者，本公司應將董事異議資料送審計委員會及提報股東會討論。</p> <p>前項如未經審計委員會全體成員二分之一以上同意者，得由</p>  | <p>本程序訂定或修正，應經審計委員會全體成員二分之一以上同意，並提董事會通過後提報股東會同意。如有董事表示異議且有紀錄或書面聲明者，本公司應將董事異議資料送審計委員會及提報股東會討論。</p> <p>前項如未經審計委員會全體成員二分之一以上同意者，得由</p>  | 同上。                |

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| Article 13    | <p>全體董事三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議。</p> <p>本程序所稱審計委員會全體成員及全體董事，均以實際在任者計算之。</p> <p>本公司如已設置獨立董事者，依前項規定將本程序提報董事會討論時，應充分考量各獨立董事之意見，<b>獨立董事如有反對意見或保留意見，應於董事會議事錄載明。</b></p> <p>Any amendment shall be subject to the approval by the majority of all of the members of the Audit Committee and shall be approved by the Board of Directors and be submitted to the Shareholders' Meeting for approval. Where any Director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the documents related to the dissent to the Audit Committee and the Shareholders' meeting for discussion.</p> <p>If the matter under the preceding paragraph has not been approved by the majority of all of the members of the Audit Committee, it may be approved by two-thirds or more of all of the Directors of the Board and the meeting minutes of the Board</p> | <p>全體董事三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議。</p> <p>本程序所稱審計委員會全體成員及全體董事，均以實際在任者計算之。</p> <p>本公司如已設置獨立董事者，依前項規定將本程序提報董事會討論時，應充分考量各獨立董事之意見，<b>並將其同意或反對之明確意見及反對之理由列入董事會紀錄。</b></p> <p>Any amendment shall be subject to the approval by the majority of all of the members of the Audit Committee and shall be approved by the Board of Directors and be submitted to the Shareholders' Meeting for approval. Where any Director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the documents related to the dissent to the Audit Committee and the Shareholders' meeting for discussion.</p> <p>If the matter under the preceding paragraph has not been approved by the majority of all of the members of the Audit Committee, it may be approved by two-thirds or more of all of the Directors of the Board and the meeting minutes of the Board</p> |                    |

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|               | <p>shall state the resolution of the Audit Committee.</p> <p>That "all of the members of the Audit Committee" and "all of the Directors of the Board" as used herein shall refer to the number of members/Directors actually in office.</p> <p>Where the office of Independent Director has been established, the comments of the Independent Directors shall be fully considered by the Board of Directors during deliberations pursuant to the preceding subparagraph and <u>if an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors meeting.</u></p> | <p>shall state the resolution of the Audit Committee.</p> <p>That "all of the members of the Audit Committee" and "all of the Directors of the Board" as used herein shall refer to the number of members/Directors actually in office.</p> <p>Where the office of Independent Director has been established, the comments of the Independent Directors shall be fully considered by the Board of Directors during deliberations pursuant to the preceding subparagraph and <u>the concurring or objecting position of the Independent Directors and any objection reasons shall be clearly recorded in the minutes of the meeting of the Board of Directors.</u></p> |                    |

**Rules and Procedures of Shareholders' Meetings**  
OF  
**TAIGEN BIOPHARMACEUTICALS HOLDINGS LIMITED**  
Comparison Table  
**太景醫藥研發控股股份有限公司**  
**股東會議事規則**  
**修訂對照表**

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| 第二條之一<br>Article 2-1 | <p>於符合本章程規定之前提下，下列議案應在股東會召集事由中列舉並說明其主要內容，不得以臨時動議提出；<u>其主要內容得置於證券櫃檯買賣中心或證交所或公司指定之網站，並應將其網址載明於召集通知內：</u></p> <ol style="list-style-type: none"> <li>1.選任或解任董事；</li> <li>2.修訂或變更組織大綱或本章程，包括變更本公司名稱；</li> <li>3.<u>減資</u>；</li> <li>4.<u>申請停止公開發行</u>；</li> <li>5.公司之解散、自願結束營業、合併或分割；</li> <li>6.締結、變更或終止關於出租全部營業，委託經營或與他人經常共同經營之契約；</li> <li>7.讓與全部或主要部分之營業或財產；</li> <li>8.受讓他人全部營業或財產，對本公司之營運有重大影響者；</li> <li>9.私募發行具股權性質之本公司有價證券；</li> <li>10.董事從事競業禁止行為之許可；</li> </ol> | <p>於符合本章程規定之前提下，下列議案應在股東會召集事由中列舉並說明其主要內容，不得以臨時動議提出：</p> <ol style="list-style-type: none"> <li>1.選任或解任董事；</li> <li>2.修訂或變更組織大綱或本章程，包括變更本公司名稱；</li> <li>3.公司之解散、自願結束營業、合併或分割；</li> <li>4.締結、變更或終止關於出租全部營業，委託經營或與他人經常共同經營之契約；</li> <li>5.讓與全部或主要部分之營業或財產；</li> <li>6.受讓他人全部營業或財產，對本公司之營運有重大影響者；</li> <li>7.私募發行具股權性質之本公司有價證券；</li> <li>8.董事從事競業禁止行為之許可；</li> <li>9.經董事會建議以發行新股方式，分派股息及紅利之全部或一部分；</li> </ol> | <p>配合財團法人中華民國證券櫃檯買賣中心2018年12月07日證櫃審字第10701102991號函公告修正。</p> |

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|               | <p>11.經董事會建議以發行新股方式，分派股息及紅利之全部或一部分；</p> <p>12.經董事會建議以發行新股或現金分配盈餘公積或因發行股票溢價列於股本溢價科目之餘額或受領贈與所得之資本公積之全部或一部分，按持股比例分配與原股東者；</p> <p>13.以低於實際買回庫藏股之平均價格轉讓庫藏股予本公司或從屬公司之員工；</p> <p>14.依中華民國外國發行人募集與發行有價證券處理準則準用中華民國發行人募集與發行有價證券處理準則第56條之1發行人認股權；</p> <p>15.依中華民國外國發行人募集與發行有價證券處理準則準用中華民國發行人募集與發行有價證券處理準則第60條之2發行人認股權；<u>及</u></p> <p>16.<u>終止上市(權)。</u></p> <p>Subject to these Articles, the following matters may not be considered, discussed or proposed for approval at a general meeting unless they have been included in the notice of general meeting with reasonable amount of explanation; <b>material contents of such matters may be uploaded onto the website designated by the TWSE, TPEx or the Company with the address of website indicated in the notice:</b></p> <p>1. any election or removal of Directors;</p> | <p>10.經董事會建議以發行新股或現金分配盈餘公積或因發行股票溢價列於股本溢價科目之餘額或受領贈與所得之資本公積之全部或一部分，按持股比例分配與原股東者；</p> <p>11.以低於實際買回庫藏股之平均價格轉讓庫藏股予本公司或從屬公司之員工；</p> <p>12.依中華民國外國發行人募集與發行有價證券處理準則準用中華民國發行人募集與發行有價證券處理準則第56條之1發行人認股權；<u>及</u></p> <p>13.依中華民國外國發行人募集與發行有價證券處理準則準用中華民國發行人募集與發行有價證券處理準則第60條之2發行人認股權。<u>及</u></p> <p>Subject to these Articles, the following matters may not be considered, discussed or proposed for approval at a general meeting unless they have been included in the notice of general meeting with reasonable amount of explanation:</p> <p>1. any election or removal of Directors;</p> |                    |



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|               | <p>2. any amendment or modification to the Memorandum of Association or these Articles, including any change of the Company name;</p> <p>3. <u>any reduction in share capital of the Company;</u></p> <p>4. <u>application for de-registration as a public company;</u></p> <p>5. any dissolution, voluntary winding-up, Merger, or split-up of the Company;</p> <p>6. any proposal for the Company to enter into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;</p> <p>7. transfer whole or any substantial part of the Company's business or assets;</p> <p>8. acquisition of whole of the business or assets of a third-party, which materially affects the operation of the Company;</p> <p>9. any issuance of equity-linked securities of the Company by way of private placement;</p> <p>10. to the extent permitted by Applicable Law, any proposal to approve a Director to engage in competitive activities with the Company;</p> <p>11. upon recommendation of the Board, any proposal to distribute part or all of its Dividends or bonus by way of issuance of new Shares;</p> <p>12. upon recommendation of the Board, any proposal to distribute</p> | <p>2. any amendment or modification to the Memorandum of Association or these Articles, including any change of the Company name;</p> <p>3. any dissolution, voluntary winding-up, Merger, or split-up of the Company;</p> <p>4. any proposal for the Company to enter into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract;</p> <p>5. transfer whole or any substantial part of the Company's business or assets;</p> <p>6. acquisition of whole of the business or assets of a third-party, which materially affects the operation of the Company;</p> <p>7. any issuance of equity-linked securities of the Company by way of private placement;</p> <p>8. to the extent permitted by Applicable Law, any proposal to approve a Director to engage in competitive activities with the Company;</p> <p>9. upon recommendation of the Board, any proposal to distribute part or all of its Dividends or bonus by way of issuance of new Shares;</p> <p>10. upon recommendation of the Board, any proposal to distribute the Capital Reserves arising from the profits, the income derived from the issuance of new Shares at a premium and</p> |                    |

| <p>條次<br/>Item No</p> | <p>提議股東常會修訂版本<br/>New version proposed to Members</p>  | <p>現行版本<br/>Current version</p>   | <p>說明<br/>Explanations</p> |
|-----------------------|--|---|----------------------------|
|                       | <p>the Capital Reserves arising from the profits, the income derived from the issuance of new Shares at a premium and standing to the credit of the Share Premium Account or the income from endowments received by the Company, in whole or in part by way of issuance of new Shares of the Company or by cash, to the then Members in proportion to the number of Shares being held by each of them;</p> <p>13. transfer of Treasury Shares to the employees of the Company and/or of the Company's Subsidiary(ies) for a consideration that is less than the consideration paid by the Company in accordance with Article 13(g);</p> <p>14. any issuance of employee stock options pursuant to ROC Regulations Governing the Offering and Issuance of Securities by Foreign Securities Issuer referring to Article 56-1 of ROC Regulations Governing the Offering and Issuance of Securities by Securities Issuer;</p> <p>15. any issuance of Restricted Shares pursuant to ROC Regulations Governing the Offering and Issuance of Securities by Foreign Securities Issuer referring to Article 60-2 of ROC Regulations Governing the Offering and Issuance of Securities by Securities Issuer; <b><u>and</u></b></p> <p>16. <b><u>the Delisting.</u></b></p> | <p>standing to the credit of the Share Premium Account or the income from endowments received by the Company, in whole or in part by way of issuance of new Shares of the Company or by cash, to the then Members in proportion to the number of Shares being held by each of them;</p> <p>11. transfer of Treasury Shares to the employees of the Company and/or of the Company's Subsidiary(ies) for a consideration that is less than the consideration paid by the Company in accordance with Article 13(g);</p> <p>12. any issuance of employee stock options pursuant to ROC Regulations Governing the Offering and Issuance of Securities by Foreign Securities Issuer referring to Article 56-1 of ROC Regulations Governing the Offering and Issuance of Securities by Securities Issuer; <b><u>and</u></b></p> <p>13. any issuance of Restricted Shares pursuant to ROC Regulations Governing the Offering and Issuance of Securities by Foreign Securities Issuer referring to Article 60-2 of ROC Regulations Governing the Offering and Issuance of Securities by Securities Issuer.</p> |                            |

# 附錄

(附錄一)

CAP.22 (LAW 3 OF 1961, AS CONSOLIDATED AND REVISED)

第 22 章《公司法》 (1961 年第三法，經修訂及整合)

股份有限公司

組織大綱修訂及重編文本

太景醫藥研發控股股份有限公司

(依 2018 年 6 月 12 日之本公司股東會特別決議通過)

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1. 本公司名稱為太景醫藥研發控股股份有限公司。
  2. 本公司登記辦公室為境外(開曼)有限公司之辦公室，開曼群島大開曼島 KY1-1112 喬治城板球廣場楊柳樓 4 樓郵政信箱 2804 號，或董事會隨時指定之其他地點。
  3. 本公司設立之營業項目係不受限制的，且包括但不限於下列項目：
    - (a) (i)經營投資公司，擔任公司發起人及創辦人，並以融資者、募資者、特許經銷商、零售商、經紀商、貿易商，交易商、代理商、進口商和出口商之角色經營業務，及從事和經營和進行各種投資、金融、商業、零售、貿易和其他交易。  
(ii)以委託人、代理人或其他以房地產經紀人、開發商、顧問、房地產代理人或管理人、建築商、承包商、工程商、製造商、交易商或供應商之角色經營各種類型之房地產業務，包括服務。
    - (b) 執行和行使所有因擁有股份、股票、證券或其他有價證券之所有權所授與或附帶之權利及權力，在不妨礙前述有價證券一般權力之前提下，包括本公司藉由持有已發行或少量數額有價證券之特殊比例所授與否決權或支配權；依該等得被認為適當之條件，提供管理及其他執行、監督和顧問服務予本公司之任何關係公司。
    - (c) 購買或以其他方式取得、出售、交換、讓渡、出租、抵押、設質、轉換、讓與、處分及處理不動產和動產和所有各種(特別是)關於抵押、公司債券、產品、特許權、選擇權、合約、專利、年金投資、授權、股票、股份、債券、保險、借款、業務關係、事業、索賠、優先權和所有類型選擇行為之權利。
    - (d) 有條件或無條件地認購、承購、發行或以其他方式取得、持有、處理和轉換各種股票、股份及有價證券，以合夥、利潤分享、相互授權或合作之方式與任何人或公司，並以取得本公司之事業、資產及債務或本公司認為有利或直接或間接發展本公司之目的，設立、參與設立、籌設、成立或組織任何型態之公司或合夥團體。
    - (e) 就本公司全部或任何一部、現在或未來之事業、資產或財產(包括本公司未實現股本)，以個人承諾、抵押、設定質權或留置權或任何該等型態為任何個人、商號或公司(無論其是否以任何形式屬於本公司之從屬公司)，提供保證或擔保、支持或確保其所有或任何義務之實現，且無論本公司是否為此取得相當之報酬。
    - (f) 從事或進行任何其他合法的貿易、業務或商業活動，該等活動隨時得由本公司董事會認為適於與前述之營業或活動同時採行，或本公司董事會認為有利於本公司而進行。

解釋本組織大綱及第 3 條特別指定或提及之宗旨、業務或權力，不應藉由參酌或推斷本公司之任何宗旨、業務、或權力或名稱而受限或受制，或不應藉由兩種以上宗旨、業務或權力之並列解釋而受限制；本條或本組織大綱其餘條文如有未明確之處，應作擴張及廣義之闡釋及解讀，不應限制本公司可得運作之宗旨、業務和權力。

4. 除開曼群島公司法另有禁止或限制外，本公司有權執行任何營業項目，且有能力隨時行使自然人或法人任何時候或隨時於世上各地方得行使之任何或所有權力，無論係以委託人、代理人、承包商或其為達營業項目所認必要之其他方式，及其認為附隨或有益之其他項目，於不影響前述一般事項之前提下，包括認為有必要時訂定或修改本公司之組織大綱或公司章程，或使本公司章程所述方式合於時宜之權力，及實行下列行為或事項之權力：即是，支付所有及附屬於本公司創立、組成及設立之費用；為營運於任何其他司法管轄區為本公司之登記；出售、出租或處分本公司任何財產；提領、製作、接受、背書、貼現、行使及發行本票、債券、匯票、提單、認股權證及其他可流通或可轉讓票據；出借金錢或其他資產及擔任保證人；為確保事業而以本公司之全部或部分資產為擔保或無擔保地借貸金錢或增加金錢借貸；依董事會決議之該等方式為金錢投資；創立其他公司；出售本公司之事業以換取金錢或報酬；分派某類資產予公司股東；進行慈善或人道捐助；以現金或其他支付酬金或退休金或提供其他利益予過去或目前之董事、經理人及員工；購買董事及經理人責任保險，及履行本公司或董事會認為合宜或有益或有用的交易或業務及一般所有的行為或事項，並由本公司處理、實行、行使或進行關於前述業務之事項；但開曼群島法令規定應有執照始得營運者，本公司僅得依該等法令於取得執照後，始得營業。
5. 任一股東對公司之責任，限於繳清其未繳納之股款。
6. 本公司資本總額為 US\$1,122,514.160，分為 1,122,514,160 股，每股面值或票面額為美金 0.001 元，於法令許可之範圍內，本公司有權贖回或買回其股份，且有權依公司法(2010 年修訂版)及公司章程之規定增加或減少資本總額，並就其優先或非優先之原始、贖回或增加之部分資本，發行任何特別股或特別權利股，或任何附遞延權或條件之股份，且除該發行條件業經明確記載外，該等發行(不論是否為優先股)均應遵守前述權力之限制；但儘管本組織大綱另有不同規定，本公司無權發行無記名之股份、認股權證、息票或證書。
7. 本公司如係登記為豁免公司，其執行業務將受開曼群島公司法第 174 條，和開曼群島公司法之規定及本公司章程所規範，本公司有權於開曼群島以外之司法管轄區依該地之法令登記為股份有限公司之型態，及於開曼群島註銷登記。

CAP.22 (LAW 3 OF 1961, AS CONSOLIDATED AND REVISED)

第 22 章《公司法》（1961 年第三法，經修訂及整合）

股份有限公司

公司章程修訂及重編文本

太景醫藥研發控股股份有限公司

（依 2018 年 6 月 12 日之本公司股東會特別決議通過）

1. 本章程中，公司法附錄中之表 A 並不適用，且除非其主旨或內容有不一致處，

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| 關係企業       | 指依據中華民國公司法所定義之關係企業。  |
| 適用法令       | 指中華民國法律、指定證券交易所之規則、公司法或本公司適用之其他規則或規定。  |
| 核可證券交易所    | 指公司法附錄四所載之證券交易所。   |
| 章程         | 指原始制訂或隨時經特別決議而修訂之公司章程。   |
| 審計委員會      | 指依據中華民國證券法令所組成之審計委員會。  |
| 董事會或董事(複數) | 指本公司當時之董事，或是根據具體情況組成董事會之本公司董事(包括獨立董事)。   |
| 金管會        | 指中華民國金融監督管理委員會或其他目前執行中華民國證券交易法之主管機關。   |
| 公司章        | 意指經本公司採用之普通印章，包括其一個或多個摹本，於開曼群島境內外使用。   |
| 本公司        | 指頁首所稱之公司。  |
| 開曼群島公司法    | 指開曼群島第 22 章《公司法》（1961 年第三法，經修訂及整合）。  |
| 薪資報酬委員會    | 指董事會按照中華民國證券法令組成之薪資報酬委員會。  |
| 資本公積       | 指股本溢價科目、本公司收到之贈與所得、資本贖回準備、損益表以及其他按一般公認會計原則所產生之準備。  |
| 累積投票制      | 指本章程第 67 條所述之董事選舉表決制度。   |
| 公司債券       | 指本公司之債券股、抵押、債券或其他該等有價證券，無論其是否於本公司資產設定質押權利。   |
| 終止上市(櫃)    | 係指(a)本公司於任何指定證券交易所登錄或上市(櫃)之股份因本公司參與合併後消滅、概括讓與(依適用法令定義)、股份轉換(依適用法令定義)或分割(依適用法令定義)而致終止上市(櫃)，且(b)存續、受讓、既存或新設之公司之股份未於任何指定證券交易所登錄或上市。 |
| 指定證券交易所    | 指臺灣證券交易所股份有限公司或中華民國證券櫃檯買賣中心。   |
| 董事(單數)     | 指本公司當時董事會之任一成員(包括獨立董事)。  |
| 股利         | 包括紅利。  |
| 二親等以內之親屬關係 | 就個人而言，係指因血緣或姻親而與該個人有所關係，且屬第二親等以內親屬之其他人，包括但不限於該個人之父母、兄弟   |

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|           | 姊妹、祖父母、子女和孫子女，以及配偶之父母、兄弟姊妹和祖父母。   |
| 獨立董事      | 如中華民國證交法，以及依據該法所頒佈之規則和辦法所定義者。   |
| 共同經營合約    | 本公司與單一或多位個人或實體間之合約，合約當事人同意共同經營事業並依據該合約約定共同承擔損失，且共同享有因該等事業活動所生之利益。   |
| 出租合約      | 指本公司與任何其他人間之合約或協議，依其規定該等人員自本公司承租必要工具與資產，以該人員之名義並以該人員之利益營運本公司之重要或大部分業務，且本公司自該人員收受事先決定之報酬作為對價。  |
| 訴訟及非訴訟代理人 | 指本公司按照適用法令指定，於相關司法管轄區為收受文書之本公司送達代收人之人員。   |
| 委託經營合約    | 指本公司與任何其他人間之合約或協議，依其規定該等人員以本公司之名義並以本公司之利益管理和營運本公司之業務，且該等人員自本公司收受事先決定之報酬作為對價，而本公司持續擁有或負擔此事業之獲利或損失。   |
| 常務董事      | 係指基於與公司間之合約、股東會或董事會決議或組織大綱或章程之規定而被授與實質經營權力之董事(除此之外該董事無法行使此等權力)，包括以任何名義擔任常務董事職位之董事。  |
| 股東        | 應與公司法所描述之定義相同。  |
| 備忘錄       | 意指本公司之備忘錄，及其不時修改之版本；  |
| 合併        | 係指下列交易： <ul style="list-style-type: none"> <li>(a) (i)參與該交易之公司均為解散，而新設公司概括承受解散公司之一切權利及義務，或(ii)僅有一家參與該交易之公司解散，且存續公司概括承受該解散公司之一切權利及義務，且於上述任何一種情形，其對價為存續公司或新設公司或其他公司之股份、現金或其他資產；或</li> <li>(b) 其他符合公司法或適用法令定義之「合併」類型。</li> </ul> |
| 月         | 指曆月。  |
| 普通決議      | 指於本公司之股東會(或者若有特別指明時，即指持有某一股份類型之股東會)以具表決權之該等股東親自表決；或如為法人股東時經其正式授權代表人表決；或如許可代理人時由代理人表決，而在達第 35 條規定之出席人數之股東會中以過半數通過之決議。  |
| 已繳足       | 指資本已繳足或會計上記載為已繳足。。  |
| 登記辦公室     | 指本公司目前之登記辦公室。   |

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| 股東名簿      | 意指依開曼群島公司法及適用法令所備置之本公司股東名簿。   |
| 限制員工權利新股  | 具有本章程第 7 條所賦予的涵義。   |
| 中華民國      | 指中華民國。  |
| 中華民國公司法   | 指經修訂之中華民國公司法，其為當時有效之法律修訂或重新施行者。   |
| 中華民國證交法   | 指經修訂之中華民國證券交易法，其為當時有效之法律修訂或重新施行者。   |
| 中華民國證券法令  | 指中華民國證券交易法及依據該法所頒佈之規則和辦法。   |
| 審計委員會組織規程 | 指本公司審計委員會組織規程及依據適用法令規定不時修改或替換後之版本。  |
| 鋼印        | 指本公司之公章，且包括任一複製的鋼印。   |
| 秘書        | 包括助理秘書，及被指定執行本公司秘書職務之任何人。   |
| 股份        | 包括股份之一部。  |
| 股本溢價科目    | 指按照章程及公司法所立之股本溢價科目。   |
| 徵求人       | 係指依據適用法令，向其他股東徵求委任其擔任出席股東會代理人之委託書之任何股東、或由股東委任之信託事業或股務代理機構。  |
| 特別決議      | 於本公司之股東會（或者若特別指明時，即指持有某一股份類型之股東會）以具表決權之該等股東親自表決（或如為法人股東時經其正式授權代表人表決；或如許可代理人時由代理人表決），而在達第 35 條規定之出席人數之股東會中以至少出席股東三分之二表決權之多數決通過之決議，並載明（但不妨礙本章程所載修訂本章程之權力）將該決議列為特別決議之意向。 |
| 公司法       | 指已修正及修改任一規定或重新制訂之現時有效之開曼群島公司法。  |
| 從屬公司      | 透過單一或多個中間人而直接或間接被本公司控制或受本公司共同控制之任何其他人或實體。就本項定義而言，「控制」（包括「控制中」、「被控制」或「受共同控制」），應指直接或間接擁有權力，可指揮本公司或使他人指揮本公司之管理政策，無論係透過擁有具表決權之證券、藉由契約、代理或其他方式。                            |
| 重度決議      | 係指由代表本公司已發行股份總數三分之二或以上之股東出席股東會，親自或以委託書出席之股東表決權過半數同意通過的決議，或，若出席股東會的股東代表股份總數雖未達公司已發行股份總數三分之二，但超過公司已發行股份總數之半數時，則由該股東會親自或以委託書之出席股東表決權三分之二以上之同意通過的決議。                      |



庫藏股 指已發行之本公司股份，由本公司買回、贖回或以其他方式取得且未辦理註銷者。

書面或以書面為之 包括所有以有形方式表示或呈現之文字。

單數型態之字詞應包括複數意義，反之亦然。

陽性型態之字詞應包括陰性意義，反之亦然。

個人型態之字詞應包括公司意義。

2. 本公司之業務於公司設立後，於董事會應認為適當時，即得儘速開始營運，縱使僅部分股份已核發。
3. 董事會得以資本或本公司之任何其他款項，支付因本公司之籌組及設置所生或相關之費用，包括登記規費。

### 股票

4. 本公司股份得以無證書/無實體形式發行。如股份經印製為股票而發行，股票表彰本公司股份之形式應由董事會決定之。該等股票得加蓋鋼印。所有股票應有連續序號或其他得辨識之方法，且應載明其表彰之股份。已發行股份之所有人姓名及地址，含股數及發行日期，應記載於本公司之股東名簿。為轉讓目的而交付予本公司之所有股票應予以註銷，且於表彰一定數量股份之舊股票已轉讓且註銷前，不得發行新股票。董事會得授權股票之發行，並於股票上以印製方式註記鋼印及經授權之簽章。
  - 4A. 如董事會決議應依章程第 4 條發行股票時，本公司應於依公司法、組織大綱、章程及指定證券交易所之規則得發行股票之日起 30 日內，對認股人交付股票，並依指定證券交易所之規則於交付前公告之。
5. 儘管第 4 條有所規定，如股票污損、遺失或銷毀，得按董事會決定，以美金 1 元以下費用及依該等條件(如有)，證明和賠償和支付公司調查證據之支出，以便更新股票。
6. 公司不得發行無記名之股票。

### 股份之發行

7.
  - (a) 符合本章程及適用法令規定前提下，發行股份及有價證券應由董事會決定之，但是該發行應經全體董事三分之二以上人數出席，出席董事過半數表決之同意，且具遞延、附加或特別權利之股份之預定發行，應依據第 7(b)條規定之股東會之同意。於符合前述規定之前提下，董事會得全權決定發行之條款和條件向該等人員提供、配發、授予選擇權，或以其他方式處分股份，但不應以折價發行任何股份，除非係按照公司法所為者。

- (b) 於符合本章程、股東會任何不同之決議、指定證券交易所之規則及在不抵觸現有股份或該種類股份所有人已被授與之特別權利之前提下，董事會計畫發行附有遞延或其他特別權利之股份(包括發行或授予選擇權、認股權證和其他權利、拋棄權或其他關於該等股份之權利)，該發行應經股東會之事前特別決議，且股東會得以特別決議，核准發行任何附有優先、遞延或其他特別權利或無論是否關於股利、表決權、資本返還或其他方面該等限制之股份，但不應以折價發行任何股份，除非係依據公司法所為者，且於特別決議核准發行該等關於權利、利益或限制之優先股或遞延股時，組織大綱及本章程應併予修改，以明定該優先股或遞延股之權利、利益或限制(變更此等優先股或遞延股之權利、利益或限制時亦同)，包括但不限於下列事項：
- (i) 本公司已發行之優先股或遞延股總數，及本公司授權發行之優先股或遞延股總數；
  - (ii) 優先股或遞延股分派股息及紅利之順序、定額或定率；
  - (iii) 優先股或遞延股分派本公司賸餘財產之順序、定額或定率；
  - (iv) 優先股或遞延股股東行使表決權之順序或限制(包括無表決權等)；
  - (v) 與優先股或遞延股權利、利益或限制有關的其他事項；以及
  - (vi) 本公司被授權或被強制要購回優先股或遞延股時，其贖回之方法，或當贖回權不適用時，其聲明。
- (c) 本公司得經股東會重度決議發行限制轉讓或其他權利新股(以下稱「限制員工權利新股」)予員工。發行限制員工權利新股者，其發行數量、發行價格、發行條件及其他應遵行事項，應符合適用法令之規定。

8.

- (a) 本公司應備置股東名簿，該股東名簿得經董事會同意存放於開曼群島以外之地方。除非本公司之股份係以無實體形式發行，任一股東自其取得股份而姓名被登載於股東名簿之日後，即有權而無需支付任何費用取得本公司之股票，其上記載該股東持有之股份及其支付之款項，本公司應於股東自其取得股份而姓名被登載於股東名簿之日起 30 日內按照本章程規定核發股票且向該股東交付股票。有關數人共同持有之股份，本公司應無義務核發一張以上股票，且向數共同持有人其中之一交付股票，應視為向全體持有人完全交付。
- (b) 如股份以無實體方式發行，本公司應於任一股東自其取得股份而姓名被登載於股東名簿之日起 30 日內，依據適用法令要求及指示相關存託機構或結算所登錄相關股東之權利。本公司並將依適用法令許可之方式公告股東得領取股份之時間及程序。於符合適用法令之前提下，本公司股份於指定證券交易所交易或掛牌期間，本公司發行之股份應以無實體方式發行，並應洽臺灣之證券集中保管事業機構登錄。
- (c) 董事會得酌情決定於任何國家或地區就各類別之股東，備置一份或多份之股東名簿複本，各該複本均應視為本公司股東名簿之一部分。
- (d) 本公司就已於核可證券交易所交易或掛牌之股份所備置之股東名簿，得依公司法第 40 條規定(隨時修訂)，以符合核可證券交易所適用之法令及規則所定之格式，登載相關事項。倘本公司已就於核可證券交易所交易或掛牌之股份備置股東名簿，亦應就未於核可證券交易所交易或掛牌之股份，依公司法第 40 條(隨時修訂)之規定，備置單獨之股東名簿。

9. 儘管本章程任何其他條文有所規定，本公司所有股份於發行時，股款應全數繳納或於會計上登載已繳納。

### 股份之轉讓

10. 股份之轉讓，得以任何一般書面格式或以董事會核可之任何其他格式，並經讓與人和受讓人或其各自代理人簽署（但股款應已繳足）而完成。在不抵觸前述條款之情形下，經讓與人或受讓人請求，董事會亦得概括或針對任何個案決議接受非個別執行之移轉。
11. 本公司股份於核可證券交易所交易或掛牌者，就該等於核可證券交易所交易或掛牌之本公司股份，其轉讓得依照相關法令及核可證券交易所之規則辦理之。
12. 於第 22 條所定期間，或董事會依據本章程或適用法令隨時決定之其他該等期間，暫停股份轉讓之登記。

### 可贖回之股份及股份之買回

13. 在符合適用法令之情形下：
- (a) 於符合公司法及組織大綱規定之前提下，股份均得經特別決議而以未來將贖回（由本公司決定是否收回，或因可歸責於持有人之事由而贖回）之條件而發行。
  - (b) 於符合公司法、本公司組織大綱及本章程(如有適用)，指定證券交易所及/或其他主管機關規則之前提下，本公司應有權買回或以其他方式取得自有股份，包括依據第 62 條規定買回股份及受讓股份，且該等權力應由董事會依其認為適當之條件及情況而行使之，另董事會通過買回股份之決定應被視為經本章程之授權而符合公司法之目的。於股份在指定證券交易所交易或掛牌之期間，本公司買回股份之相關事項應遵循中華民國證券法令之規定。本公司就有關購買其股份之款項，得以資本或按公司法規定合法可取得之任何其他帳戶或資金支付之。
  - (c) [刪除]
  - (d) 經本公司買回、贖回或取得（以繳回或以其他方式）之股份，得依據公司法規定由董事會決定立即註銷或收為庫藏股。若董事會並未決議將相關股份收為庫藏股者，則該等股份即應註銷。
  - (e) [刪除]
  - (f) 股東名簿應記載本公司為庫藏股持有人，但：
    - (i) 本公司於任何情形下不得被視為股東，亦不得行使庫藏股之任何權利，且任何試圖行使該等權利應視為無效。

- (ii) 無論係基於本章程或公司法之目的，任何庫藏股於本公司任何股東會不具備直接或間接表決權，亦任何時候不得計入已發行股份總數。
  - (iii) 於符合本章程其他規定之前提下，庫藏股得由本公司依董事會決議之條件和條款處分、轉讓或註銷之。
- (g) 於不抵觸第 13(f)(iii) 款之一般規定，且符合公司法規定之前提下，本公司得轉讓庫藏股予本公司及從屬公司之員工，且董事會得限制依本 13(g)項受讓庫藏股之員工在一定期間內不得轉讓所受讓之股份，該期間最長不得超過二年。
- (h) [刪除]
- (i) 於符合前述條款之情形下，董事會得以其認為適當之方式，決定有關執行股份贖回之方式問題。
- (j) 於符合適用法令及本章程規定之情形下，本公司得經全體董事三分之二以上董事出席及出席董事過半數表決之同意，決定授予員工認股權之數量，該等認股權連同所有已發行之員工認股權，以決議日之本公司已發行股份之百分之十五為上限，及制訂員工認股權發行及行使條款及條件的計畫。員工認股權不得轉讓，但因繼承或無遺囑死亡所為之移轉，不在此限。

#### 股份權利之變更

14.

- (a) 若於任何時候資本區分為不同類別之股份時，任何類別所附帶之權利(除該類別股份之發行條款另有規定外)，無論本公司是否結束營業，得經該類別之股份持有人於股東會以特別決議之授權而變更。
- (b) 本章程有關股東會之規定，於各該類別股份持有人之股東會，應有適用。

15. 附優先權或其他權利之任何類別股份之持有人之權利，除該類別股份之發行條款另有規定外，不應因創設或發行與之並列同等級之其他股份而變更。

#### 經登記之持有者即為絕對的擁有人

16. 本公司得有權把任何經註冊登記為任何股份持有者視為該股份的絕對擁有人。因此本公司不須承認任何人以任何信託方式持有任何股份，且本公司亦應不受任何方式約束或被迫承認(甚至於其接獲通知時)任何人就股份所主張之具有衡平、附帶、未來或部分性質之利益，或存於股份之任何部分利益，或(除本章程或公司法另有規定外)與任何股份有關之任何其他權利。

#### 授權指示之登記

17. 本公司應有權於不超過美金 1 元之範圍，依登記收取遺囑認證、行政信函、身故或婚姻證書、授權書、財產留置通知或其他指示之費用。

## 股份之移轉

18. 假使股東身故，身故者為股份數共同持有人之一者，則其他生存之人，及身故者為股份單一持有人者，則其法定自然人代表，為本公司所承認享有該等股份利益之唯一個人，但本章程的任何規定未免除任何該等身故持有人之遺產，其針對該等身故持有人所單獨或與他人共同持有的股份之任何責任。
- 19.
- (a) 任何人因股東死亡、破產、清算或解散(或其他非因轉讓之方式)而取得股份之權利，按照董事會隨時提出之要求檢附相關證明，在符合後述規定的情形下，得選擇登記自己為享有該股份權利之股東，或將該股份移轉予其指定之人，被指定人為身故或破產股東原本可為並將之登記為股份受讓人之人。但董事會於前述任一情況，有權拒絕或暫停該等登記，如同該股東死亡或破產之前董事會得拒絕或暫停其移轉登記之情況。
- (b) 假使任何人選擇登記自己為股份持有人，其應書面通知本公司，該書面通知由該人簽署並載明該等選擇。
20. 任何人因股東身故、破產、清算或解散(或其他非因轉讓之方式)而取得股票之權利，應有權取得如同其為股份登記持有人而享有之相同股利和其他利益，但其於登記為相關股份之股東前，就該股份，不應行使本公司的股東對本公司的會議所享有的權利。但董事會得隨時通知任何該等人，其得選擇登記自己為股東或移轉該股份，如該通知未於九十天內接獲回覆，董事會其後得保留關於該股份得享有之股利、紅利或其他金錢款項，直至該通知之規定已被遵守。

## 組織大綱之修訂、登記辦公室之變更及資本異動

- 21.
- (a) 於符合公司法規定及在公司法目前許可範圍之前提下，本公司得隨時經特別決議，為下列事由變更或修改其組織大綱：
- (i) 本公司股東會得以決議決定，增加資本的特定金額，將資本總額分割成特定數量之股份或無面額或無票面值的股份，及附於該股份之權利、優先權或特許權。
- (ii) 將其資本之任何部分合併為較其現有股份更大數額之股份；
- (iii) 將其現有股份或其中任何部分再分割成比組織大綱所規定之更少數額，或再分割成無面額或無票面值的股份；或
- (iv) 註銷通過決議之日尚未由任何人取得或同意取得之任何股份。
- (b) 新發行之股份，應適用增資前原資本之股份所適用之同等規定。
- (c) 於符合公司法規定之前提下，本公司得經特別決議變更其名稱或修改其營業項目。

- (d) 於符合公司法規定之前提下，本公司得經特別決議以法律許可之任何方式，減少資本額或資本贖回準備金。
- (e) 於符合公司法規定之前提下，本公司得經董事會決議變更其登記辦公室之所在地。

#### 21A.

- (a) 本公司非依股東會特別決議減少資本，不得銷除因減少資本而應減少之股份；減少資本，應依股東所持股份比例減少之。
- (b) 於經開曼群島大法院之批准及符合適用法令之前提下，本公司減少資本，得以現金以外財產退還股款；其退還之財產及抵充之數額，應經股東會特別決議，並經該收受財產股東之同意。
- (c) 前項財產之價值及抵充之數額，董事會應於股東會前，送交中華民國會計師查核簽證。

### 股東名簿停止過戶期間

- 22. 股東名簿記載之變更，於股東常會預定召開前六十日內及股東臨時會預定召開前三十日內，不得為之。本公司之董事會得依前述股東常會或股東臨時會之停止過戶日，決定一基準日俾以確定於該股東常會、股東臨時會或股東會之任何延期會議中有權受領會議通知及參與表決之股東名單。
- 23. 股東名簿記載之變更，於依據第 111 條決定該等股利或紅利分派之基準日前五日內，不得為之。按照本章程之規定，其姓名於前述停止過戶期間內登載於股東名簿之股東，應有權依各該情形受領任何股利或紅利分派之款項。

### 股東之優先認購權

- 24. 本公司發行新股時（除因合併、結合、分割、資產取得、組織重整、股份轉換、股份分割、行使股份選擇權、認股權證或員工獎勵股份、可轉換證券或借貸工具之轉換、私募，或根據本章程生效日前依據有條件或無條件通過之董事會決議而發行新股之情形以外），於不牴觸員工優先認購權(如有)之前提下，除非經股東以普通決議放棄股東按本章程規定原享有之優先認購權，應授與股東優先認購權（下稱「**股東優先認購權**」），以其當時持股之比例認購本公司之新股，且以適用法令許可之方式發出公告而通知股東，告知股東其優先認購權。如經董事會決議通過，本公司得授與本公司及(或)本公司從屬公司之員工優先認購權(下稱「**員工優先認購權**」)，可認購數量為前述發行新股中新股份總額之 10%至 15%，且股東優先認購權之行使不應牴觸員工優先認購權。但董事會得依據本條之規定，限制員工在一定期間內不得轉讓其所認購之股份，惟該期間最長不得超過二年。

25. 本公司應於對股東之通知中說明股份發行及應如何行使其優先認購權之程序，且應載明股東得行使其優先認購權之條款和條件(由董事會全權決定)。本公司亦應於通知中載明，股東未依所載方式行使其優先認購權(包括未於截止日前行使優先認購權)應視為放棄該等權利。如因行使優先認購權而可能產生畸零股時，二位以上股東之畸零股得合併為共同認購以單一股東名義持有之一股以上完整新股，但應符合董事會決定之指示與條款及條件。認購不足之部分，得由本公司向大眾或由特定人邀約認購。
26. 本公司於中華民國境內依中華民國證交法及中華民國外國發行人募集與發行有價證券處理準則之規定，進行因任何合併、結合、分割、資產取得、組織重整、股份轉換、股份分割、行使股份選擇權、認股權證或員工獎勵股份、可轉換證券或借貸工具之轉換或私募所為或與其相關而發行股份以外之任何新股發行，除非中華民國主管機關認為新股之公開發行不必要或不適當，否則新股總數百分之十(10%)或股東於股東會中決議之任何較高比率(若有)，應按適用法令之規定，於中華民國境內以公開發行方式提供大眾投資人認購。

26A. [刪除]

### 股東會

- 27.
- (a) 本公司應每年召開一次股東常會，於每會計年度終了後六個月內召開。股東常會以外之股東會應稱為股東臨時會。
  - (b) 本公司之股東會應由董事會召集，且於董事會決定之時間與地點舉行。該等會議應於中華民國境內召開，如於中華民國境外召開，應於董事會決議召集該等會議之日後二日內向指定證券交易所申請同意，且取得該等同意。
  - (c) 於中華民國境外召集股東會時，本公司應於中華民國境內指定股務代理機構，以管理和處理與股東於該等股東會中表決之相關事宜。
  - (d) 於開曼群島法令最大範圍之許可下，股東得經普通決議通過或修訂任何規則和程序，包括適用於股東會之股東會議事規則。如本章程與股東會議事規則有任何歧異處，於適用法令許可範圍內，應以章程之規定為準。
28. 一位或多位股東繼續一年以上持有本公司已發行具表決權股份總數百分之三以上者，得向本公司以書面記明供討論、考慮與同意之提議事項及理由，請求董事會召集股東臨時會。
29. 董事會於接獲召集股東臨時會之請求後十五日內，不為召集之通知時，提議股東得依據第30條規定寄發股東會通知以召集股東臨時會。如股東會係股東依本條規定召集時，董事會毋須準備第32條所載之手冊。該等會議應於中華民國境內召開，如於中華民國境外召開，應向指定證券交易所申請同意，且取得該等同意。於符合前述條文之前提下，股東會係由提出召集請求之人自行召集時，應以盡可能與董事會召集之相同方式為之。

## 股東會通知

30. 股東常會應至少於三十天前通知，股東臨時會應至少於十五天前通知（不含通知送達或視為送達當日，但應包括發出通知當日）有權出席及投票之各股東。通知應載明會議舉行之日期、地點與時間，及如可行，載明在該會議中擬討論之其他事項。
- 31.
- (a) 任何通知或文件，無論係依據本章程規定由本公司提供或發出予股東，均應以書面為之，或透過寬頻、電傳或傳真傳輸訊息或其他電子傳輸或通訊方式為之，且任何此等通知或文件均得以專人親送或以郵寄方式置於預付郵資且收件人為該股東之信封而向股東名簿所載地址寄送，或寄送至由其為此等目的向本公司提供之其他地址，或（視實際情況）傳輸至任何其他地址或傳輸至其為向其提供通知而向本公司提供之任何電傳或傳真號碼或電子號碼或地址或網站，或是傳輸通知之人員合理善意認為股東於相關時間可能確實收到通知的號碼或地址或網站，視為已送達或交付，或亦得按指定證券交易所之規定在適當報紙刊登公告方式送達，或於適用法令許可範圍內，在本公司網站或指定證券交易所指定之網站通知。如為股份共同持有人時，所有通知均應向股東名簿中排列於最前之持有人為之，如此給予之通知應視為對全部共同持有人之充分送達或交付。
  - (b) 任何通知應於經通常傳遞時間即視為已送達，且如為郵寄方式，以適當填寫地址及預付郵資，並以郵寄或交付予遞送者或以電傳、傳真、電子郵件或該等其他方法為之時，其應視為充分證明已送達。
  - (c) 儘管有相反之規定，本公司股份於指定證券交易所掛牌期間，任何關於通知之規定，包括方式及發出通知之方法，應符合適用法令及指定證券交易所之規則。
  - (d) 有權受領通知之股東因意外地被遺漏給予股東會通知，或未收受股東會通知，不因此使股東會召集程序無效。
  - (e) 本公司得對個人，或本公司已被通知個人對股份有權或個人因股東身故或破產而對股份有權之人，以前述之郵寄方式將通知置於預付郵資信封，收件人記載為個人，或身故之人之代表人，或破產管理人，或任何為此目的宣稱其有權之人給予之地址，或本公司選擇以如同身故或破產情事未發生時之任何方式給予通知。
  - (f) 每一股東會通知應以前文許可之方式發出予下列之人：
    - (i) 每一位在股東會通知所載日期，於股東名簿被載為股東之人。但於共同持有人之情形，給予通知予其名稱為股東名簿第一順位記載之人，通知即視為已生效；
    - (ii) 每一位受讓股份所有權因其為法定個人代表或登記為股東之破產管理人之人，但該個人並未死亡或破產，有權受領股東會通知；及
  - (g) 其他人並無權受領股東會通知。



## 議事手冊及討論提案

32.

- (a) 董事會應編製股東會議事手冊，說明股東會議程如何進行(包括全部會議議題和應決議事項)，於本公司股份於指定證券交易所掛牌期間，並應於股東常會二十一日前或股東臨時會十五日前，以適用法令准許方式公告以揭露該手冊內容和會議相關之其他訊息。不論是否為於指定證券交易所掛牌期間，該手冊應向親自與會、透過代理人或由法人代表(如股東為企業法人時)參與股東會之股東分發。
- (b) 本公司股份於指定證券交易所掛牌期間，於股東常會三十日前或股東臨時會十五日前，董事會應準備電子形式之股東會通知、委託書、承認事項、討論事項、及(如有適用)選任或解任董事有關資料，應上傳至指定證券交易所指定之電子資料庫。本公司股東會採行書面或電子方式行使表決權者，並應將前項資料及書面行使表決權用紙，併同寄送給股東。

33. 持有本公司已發行股份總數百分之一以上的任何股東得以書面向本公司提出股東常會議案。本公司股份於指定證券交易所掛牌期間，應於董事會認為適當時候，以適用法令許可之方式公告，載明地點並提供不少於十天期間由股東提出議案。不論是否為於指定證券交易所掛牌期間，倘提案股東持股未達本公司已發行股份總數百分之一、或提案包括事項根據適用法令規定不應透過股東會決議方式決議、或提案超過一項者、或於董事會決定之指定期間到期後提出之議案，該等提案均不得列入議案。於符合第 34 條及公司法許可之前提下，股東若經股東會主席之同意，得於股東會中以臨時動議提出任何事項於股東會中考慮、討論或議決，惟該等事項應與股東會通知中所列議案直接相關。

34. 於符合本章程規定之前提下，下列議案應在股東會召集事由中列舉並說明其主要內容，不得以臨時動議提出：

- (a) 選任或解任董事；
- (b) 修訂或變更組織大綱或本章程，包括變更本公司名稱；
- (c) 公司之解散、自願結束營業、合併或分割；
- (d) 締結、變更或終止關於出租全部營業，委託經營或與他人經常共同經營之契約；
- (e) 讓與全部或主要部分之營業或財產；
- (f) 受讓他人全部營業或財產，對本公司之營運有重大影響者；
- (g) 私募發行具股權性質之本公司有價證券；
- (h) 董事從事競業禁止行為之許可；
- (i) 經董事會建議以發行新股方式，分派股息及紅利之全部或一部分；
- (j) 經董事會建議以發行新股或現金分配盈餘公積或因發行股票溢價列於股本溢價科目之餘額或受領贈與所得之資本公積之全部或一部分，按持股比例分配與原股東者；
- (k) 依第 13(g)項規定，以低於實際買回庫藏股之平均價格轉讓庫藏股予本公司或從屬公司之員工；

- (l) 依中華民國外國發行人募集與發行有價證券處理準則準用中華民國發行人募集與發行有價證券處理準則第 56 條之 1 發行員工認股權；
- (m) 依中華民國外國發行人募集與發行有價證券處理準則準用中華民國發行人募集與發行有價證券處理準則第 60 條之 2 發行限制員工權利新股；及
- (n) 終止上市(櫃)。

### 股東會之程序

35.

- (a) 除本章程另有規定外，且於符合本章程任何其他規定之前提下，一位或多位持有總數超過本公司已發行股份總數超過半數並有表決權之股東親自或由代理人出席時，應構成召開股東會之法定出席人數。如本公司於任何時候只有一位股東時，則一位股東親自或由代理人出席即構成法定出席人數。
- (b) 任何股東會開始進行時在席股東須達法定出席人數，否則會議中不應處理任何事項。如股東會開始時在席股東未達法定出席人數，則會議主席得延後會議開始時間，但延後不超過二次，且總延長時間不應超過原本開始時間一小時。如於二次延後之後出席股東代表之股份總數仍未超過全部已發行股份之半數，主席應宣佈股東會流會。

36.

- (a) 董事長 (如有) 應擔任本公司歷次股東會之主席。如無董事長，或如董事長未出席，出席董事應相互選任其中一人擔任股東會主席。
- (b) 如歷次股東會無董事願意擔任主席，或如無董事出席，出席股東應相互選任其中一人擔任股東會主席。

37. 股東會得依中華民國公司法第 182 條之規定，決議在五日内延期或續行集會。

38. 股東會如由董事會召集者，其議程由董事會訂定之，會議應依排定之議程進行，非經股東會決議不得變更之。除依股東會決議或因不可抗拒之事由而由主席裁定停止會議並視情況宣布續行開會外，排定之議程於議事未終結前，非經決議，主席不得逕行宣布散會；主席違反議事規則，宣布散會者，董事會其他成員應迅速協助出席股東依法定程序，以出席股東表決權過半數之同意推選一人擔任主席，繼續開會。

39. 股東會之議決事項，應作成議事錄，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各股東。議事錄之製作及分發，得以電子方式為之。當本公司股份於指定證券交易所掛牌時，議事錄得依第 31(a)條之規定以公告方式分發予股東。

## 股東表決權

40. 任何股東會之決議均應以投票方式表決。於符合公司法及本章程規定之前提下，於任何股東會中提案考慮之任何問題，均應以普通決議決之，除非該提案問題按本章程或公司法規定須經特別決議或重度決議決之。
41. 股東會之表決，應以已發行且為股東所持有之股份為計算基準。投票時，每位親自出席或委託代理人出席且有表決權之股東，就其所持有之每一股份均應有一表決權。
42. 如為共同持有人時，其中之資深股東無論本人親自或委託代理人所為之投票均應被接受，但其他共同持有人之投票則應排除；且就此目的而言，資深股東應按其姓名於股東名簿中登記順序而定。
43. 心智不健全之股東，或具司法管轄權之任何法院已對其人發出命令之股東，得由其受任人、接管人、監護人或該法院指定具受任人、接管人或監護人身份之其他人代為投票，且任何該等受任人、接管人、監護人或其他人均委由代理人投票。
44. 僅於股東會基準日當日於本公司股東名簿被載為股東之人，或已繳納應繳股款之人，始有權於股東會中參與表決。
45. 於適用法令規定之範圍內，有關股東會中提案討論同意之任何事項，如股東有自身利害關係而有與本公司利益衝突或有害公司利益之虞時，就該股東原本親自行使表決權、代理其他股東行使其表決權，或以法人代表行使表決權之股份，即應迴避表決，但所有此等股份均應計入按第 35(a)條規定召集股東會之法定出席人數；但該等股東不應列為有權就該等事項行使表決權者，其不得行使表決權之股份數，不算入相關議案之已出席股東之表決權數。於本公司知悉之前提下，該股東違反前述規定而親自投票或委託代理人投票，本公司均不應計為有效投票。
46. 以下人員持有之本公司股份及其他持有本公司限制性股份或其他不具表決權的股份不應具任何表決權，且於依第 35(a)條規定召集股東會時，亦不應計入本公司已發行有表決權之股份總數：
  - (1) 本公司；或
  - (2) 任何本公司直接或間接持有已發行有表決權之股份總數或資本總額超過半數之公司；或
  - (3) 任何本公司及(i)本公司之控股公司、(ii)本公司之子公司或(iii)本公司控制公司之子公司直接或間接持有已發行有表決權之股份總數或資本總額超過半數之公司。

47. 於符合公司法任何其他額外適用規定之前提下，下列議案須經股東重度決議之同意：
- (4) 公司締結、變更或終止關於出租全部營業，委託經營或與或他人經常共同經營之契約；
  - (5) 讓與全部或主要部分之營業或財產；
  - (6) 受讓他人全部營業或財產而對公司營運有重大影響者；
  - (7) 以發行新股方式，分派股利或全部或部分之其他分配；為避免疑義，關於依據第112條分派員工酬勞及董事酬勞所發行之新股無須經股東重度決議之同意；
  - (8) 本公司合併或分割；惟符合公司法定義之「合併」時，除本章程規定外，亦須符合公司法之要求；
  - (9) 發行限制員工權利新股者；及
  - (10) 本公司停止公開發行。
- 為免疑義，如合併同時將終止上市(櫃)，第48條應適用之。

48. 就本公司之終止上市(櫃)，應依據適用法令經重度特別決議通過。

49. 本公司之登記股東為任何公司者，得依據其公司章程，或其章程無該等規定時依據其董事會決議，或其所屬主管機關認為適當之被授權人，代表該公司出席本公司之股東會或任何種類之股東會，且被授權人為該公司有權行使之股東權利，如同股東為自然人時得行使之權利。

49A.

- (a) 本公司股份於指定證券交易所掛牌之期間，如股東係清算所、存託機構、保管機構及/或受託人（或其指定之人，且為法人，以下稱「第三方持有人」），其可授權其認為適當之人擔任其代表參加本公司之會議或任何類別之股東會，惟該授權應明訂各代表獲授權之股份總數及類別。本條下各被授權之人得如同其為登記持有股份之人代表第三方持有人，就經授權明訂之股份總數及類別行使各權利及權力。
- (b) 於開曼法令允許之範圍內，前述分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其他應遵行事項，應遵循適用法令之規定。

### 代理人

50. 有權參與本公司會議並於會議中表決之任何股東，應有權指定其他人為其代理人代表出席會議並參與表決；但股東（無論其持有多少股份）僅得指定一位代理人代表其於本公司之股東會中投票。代理人不須為本公司之股東。

51. 指定代理人之委託書應以書面為之，且應由股東或其正式授權之法定代理人親自簽名之，或者於股東為法人時，由其經理人或正式授權之法定代理人簽名之。儘管當事人已身故或心智喪失，或委託書賦予之授權被廢止，倘若本公司未於該股東會或延期會議開會二

日前，於委託書上載明之地址接獲載明該等身故、心智喪失或廢止之書面通知，則依據委託書條款而為之投票仍應具效力。

52. 指定代理人之委託書應於委託書中所列人員預定表決或缺席之會議指定召開時間或延期會議時間至少五日前送達通知上所載之地址。但有關按照第 55 條規定視為指定主席為代理人時，須滿足以下條件該委託書方可視為有效：會議主席得決定接受以電傳或傳真寄送之委託書，而於收到電傳或傳真確認回條時其簽名正本已寄出。
53. 當公司收到同一股東之多份委託書時，應以本公司收到之第一份經正式簽署之書面且有效之指定代理人委託書為準，除非本公司之後收到經正式簽署之書面且有效之指定代理人委託書，係聲明撤銷之前的委託書。遇有爭議時，董事會有最終決定權決定應以哪一份指定代理人委託書為準。委託書送達本公司後，股東欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會二日前，以書面向本公司送達至委託書上所載之地址為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。股東以書面或電子方式行使表決權，並以委託書委託代理人出席股東會者，以委託代理人出席行使之表決權為準。
54. 除本章程另有規定外，委託書應被視為授權代理人於其認為適當情況下，參與會議中決議案之任何修正案之表決。除本章程另有不同規定外，委託書對於會議之任何延期會議亦應有適用。
55. 於適用法令許可之範圍內，且儘管本章程有任何規定，董事會均得決議准許股東於股東會開始二日前，不親自、委託代理人或由法人代表（如股東為法人時）參加股東會和行使表決權，而以董事會同意之書面方式或電子傳送方式（如中華民國電子簽章法規定）行使其表決權並投票；或若本公司符合金管會頒布之「公司應採電子投票之適用範圍」者，應將電子方式列為表決權行使管道之一。但如於中華民國境外召開股東會時，於適用法令許可範圍內，本公司必須准許股東得以董事會同意之書面方式或以前文中所載方式以電子方式行使表決權並投票。本公司以書面或電子方式行使表決權時，其行使方法應載明於股東會召集通知。就本章程與公司法而言，以前述書面或電子方式行使表決權的股東應被視為已任命股東會主席為其代理人，以書面文件或電子文件中指示方式在股東會中行使其股份之表決權。擔任代理人之主席無權就書面或電子文件中未提及或載明之任何事項而行使該等股東之表決權，且（或）亦不應就股東會中提案之任何原議案之修訂行使表決權，且股東就股東會中任何臨時動議或原議案之修訂，應視為棄權。股東以書面或電子方式行使表決權者，其意思表示應於股東會開會二日前送達公司，意思表示有重複時，以最先送達者為準。但聲明撤銷前意思表示者，不在此限。
56. 如股東行使其表決權，並已透過書面或電子傳送方式投票，而有意親自出席會議時，該股東應於股東會開會二日前，以其先前行使投票之方式，以書面或電子傳送方式另外向本公司發出意向聲明書撤銷並廢止其先前已為之投票，否則股東應被視為已放棄親自參加相關股東會並投票之權利，而視為股東將主席任命為代理人之任命仍維持有效，且本公司不應將該股東於相關股東會中之實際投票列入計算。

57. 以透過董事會核准書面方式或利用電子傳送方式投票，被視為已按第 55 條任命主席為代理人之股東，應有權任命其他人為其代理人出席會議，此時其他代理人之明示任命應視為已廢止按第 55 條而視為將主席任命為代理人之任命，且本公司僅應將該明示任命代理人於會議中之投票列入計算。
58. 除中華民國信託事業或中華民國主管機關核准之股務代理機構外，除按第 55 條而視為受任命為代理人之主席外，如一人同時受二人以上股東委託時，其代理之表決權總數不應超過本公司具表決權股份總數之百分之三；否則，超過前述門檻之具表決權股份不應計為贊成或反對相關決議而投出之票數，亦不應計入有權對該等決議投票之具表決權股數，但應計入法定出席人數。有此排除情事時，經排除且計為由同一代理人代表之各股東之具表決權股份應以經排除之具表決權股份和該等股東已任命代理人表決之具表決權股數為基準，按比例決定。
59. 本公司股份於指定證券交易所掛牌期間，於適用法令許可之範圍內且符合本章程和公司法規定之前提下，一切關於委託書及/或由徵求人徵求關於本公司股份之委託書之事項，應適用中華民國公開發行公司出席股東會使用委託書規則之相關規定及其它所有應適用之法令規定，無論本章程中是否另有明文規定。

#### 決議之撤銷

60. 於適用法令許可之範圍內，如股東會之召集程序或股東會議事違反任何適用法律、規定、法令、適用法令或本章程，任何股東均得於該股東會日期起三十天內向具適當司法管轄權之管轄法院（包括中華民國臺灣臺北地方法院）聲請撤銷該等決議。

#### 異議股東之股份收買請求權

- 61.
- (a) 在依據公司法之前提下，若股東會決議通過上述第 47 條第(a)、(b) 或(c)款規定之事項，任何於該股東會前以書面通知本公司表示反對該議案並嗣後在該股東會上表示反對之股東，得於該決議日後二十日內請求本公司以當時公平定價收買其全部之股份。
- (b) 在依據公司法之前提下，如本公司依上述第 47 條第(e)款規定決議進行合併或分割，就此事項放棄表決權並以書面或言詞(經書面記錄者)在股東會前或股東會進行中表示異議之股東，得於該決議日後二十日內要求本公司以當時公平定價購買其全部之股份。

62. 於不牴觸前條之前提下，股東應發出書面要求本公司最晚應於在相關股東會中通過同意前述任何事項之附條件或無條件決議後二十天內收購或收買其股份，且應於該書面中載明該股東要求公司買回之股份種類及數額。
63. 股東與公司間協議決定股份價格者，則本公司應在符合本章程及公司法之前提下，於通過附條件或無條件決議當日起九十天內買回股份並支付價款。如未於決議通過日期起六十天內達成協議，則股東得於六十天期間結束當日起三十天內，聲請任何中華民國管轄法院為價格之裁定。對於中華民國管轄法院裁定之價格，本公司應支付利息，於前述期間結束當日開始計息。
64. 股份價款之支付應與股票及其轉讓文書之交付同時為之(股份經印製股票時)。但該股東應正式簽署該等買回轉讓文書(股份經印製股票時)予本公司，且該等股票之轉讓日期應為本公司向股東付款當日，且本公司之股東名簿應循此更新。
65. 如本公司於依照第 63 條完成買賣前即宣布本公司不會執行股東按第 61 條表示異議之事項，或相關法律規定禁止本公司買回相關股份時，則該股東按前文第 62 條提出之請求即失去效力。若股東未於前文第 62 條和 63 條規定期間內提出請求，則該股東應視為正式放棄其按第 61 條規定得享有之權利。

## 董事

66. 董事會應由五至十一名董事組成。其中至少有三名董事依第 70 條規定應為獨立董事，且獨立董事應達全體董事席次五分之一以上。董事之任期不應超過三年，任期屆滿時董事得連選連任。法人為股東時，得由其代表人當選為董事。  
董事任期屆滿而不及改選時，延長其執行職務至改選董事就任時為止。但台灣主管機關得依職權限期令公司改選；屆期仍未改選者，自限期屆滿時，當然解任。
67. 董事會應由股東按以下方式以累積投票制方式投票（本條規定中所述之投票方式稱為「累積投票制」）選出或任命：
- (a) 股東所持有每一具表決權股份得投票之票數應為累積，且應與提名於股東會中任命之董事人數相符；
  - (b) 股東得將其全部或部分所累積的票數投給一位或多位獨立董事或非獨立董事；
  - (c) 同一類別董事中獲得應選最高票數的幾位董事應獲得任命；及
  - (d) 如二位以上被提名董事獲得同樣票數，且該票數超過欲任命新董事之票數，則應由獲得同樣票數之董事抽籤以決定誰應獲得任命；主席應為未出席股東會之被提名董事抽籤。
68. [刪除]

69. 董事缺額達本章程所定最低席次三分之一者，應自事實發生之日起六十日內，召開股東臨時會補選之。
70. 本公司應有至少三名獨立董事，且至少應有一名獨立董事設籍於中華民國。
71. 本公司於經指定證券交易所同意上市或上櫃買賣後，獨立董事之選舉應採中華民國公司法第 192-1 條及中華民國證券法令所訂之候選人提名制，由股東就獨立董事候選人名單中選任之。
72. [刪除]
- 73.
- (a) 有關董事之持股比例，並無限制。倘欲有任何限制，應經本公司股東會決議通過。如任何董事同時為本公司之股東，而該董事以其股份設定質權(以下稱「設質股份」)超過選任當時所持有之本公司股份數額二分之一時，其超過之股份不得行使表決權，不算入已出席股東之表決權數。
  - (b) 本公司股份於指定證券交易所掛牌期間，除適用法令另有規定外，公司董事在任期中一次或多次轉讓持股超過其經股東會選出或任命為董事當時(下稱「當選時」)所持有本公司股份數額二分之一時，該董事職位應即解任。
  - (c) 本公司股份於指定證券交易所掛牌期間，除適用法令另有規定外，如任何人被選出或任命為公司董事，在下述任一期間內一次或多次轉讓超過其在當選時所持有本公司股份數額二分之一時，該選任或任命應失去效力：
    - (i) 在當選時到其就任董事前的期間；或
    - (ii) 在召開提議選任或任命其為董事之股東會前之停止過戶期間。
74. 本公司之董事得為其他本公司發起之公司，或本公司為該公司之股東或其他關係人之公司之董事、經理人或與該公司有利害關係之其他人等，董事不應因擔任該公司之董事、經理人或有利害關係之其他人而對本公司受有任何報酬或其他利益。
75. 任何人不因其以本公司之廠商、買主或其他角色與本公司締約而喪失董事職位或其職務之資格；但於適用法令許可之範圍內，董事就有自身利害關係而可能與本公司之利益衝突或抵觸之相關事項，包括本公司之任何契約或待議契約或安排或預定交易，無論係為自身或為其他董事之代理人，應無表決權，其僅得陳述意見及答詢，並於討論及表決時予以迴避，但該董事之出席應列入法定出席人數，惟其表決權於不違反開曼法令之最大範圍內，應依中華民國公司法第 206 條第 3 項準用第 180 條第 2 項規定辦理。董事於與本公司之契約、待議契約、安排有直接或間接利害關係者，應向董事會及審計委員會依法揭露該等利害關係之性質。董事對於董事會議之事項，有自身利害關係(無論係直接或間接)時，應於當次董事會說明其自身利害關係之重要內容。



76.

- (b) 於未違反並符合普通法原則及開曼法令下董事對公司及/或股東之責任之情況下，董事應負忠實義務及注意義務；且於法令允許最大範圍內，如有違反忠實義務致本公司受有損害者，該董事應負損害賠償責任。如任何董事有違反上述忠實義務之情況而為自己或第三人之利益獲得任何所得，本公司得經股東會以普通決議採取任何適當之行動及行為，且於法令允許最大範圍內，要求該董事返還該違反行為之所得予本公司。
- (c) 任何董事對於本公司業務之執行，如有違反法令致公司應負責補償他人或就他人所受損害負責時，則該董事應與公司就第三人所應受之補償及所受之損害負連帶賠償之責；如因任何原因該董事未與公司負連帶賠償之責時，則該董事應賠償公司因補償他人或負責他人所受之損害所產生或所受任何之損失。
- (d) 於符合開曼群島法令之情況下，本公司之經理人在執行職務範圍內，應負與本公司董事相同之損害賠償責任。

77. 董事之報酬應由董事會考量市場同業標準以及指定證券交易所之其他上市櫃公司之標準決定之。董事會得視情況決定，公司應給付董事於前往、出席及自董事會會議、由董事會指派之委員會、股東會或其他與公司業務相關之會議返回所支出之交通、住宿及其他合理費用，或就該等費用給付董事定額之車馬費，或結合前開兩種方式而為給付。董事於符合其擔任本公司董事職務目的之範圍內，得擔任任何其他職務或職位，該等期間及報酬條件由董事會決定之。

78. 除董事之一般報酬外，股東得於股東會時通過普通決議以給予為公司執行特殊業務或服務、或代表公司執行特殊任務之董事特別之報酬。

79. [刪除]

### 董事之權責

80. 本公司之業務應由董事會管理，董事會並得行使依照公司法或本章程之隨時規定或其他不牴觸公司法或本章程之該等規則無須由本公司於股東會中行使之權力；但本公司於股東會中制訂之規則不應使於該等規則尚未訂定前董事會之任何先前行為無效。

81. 董事會得隨時且於任何時候以書面委任指定由董事會直接或間接委任之任何公司、行號或個人或人民團體擔任本公司之代理人，以達成董事會認為適當之目的並擁有其認為適當之權力、權利或決定權（不超過董事會按本章程被賦予或可得行使之範圍），及董事會認為適當之期間和應遵守之條款，且任何該等代理權得包含董事會認為適當可保障及便利任何該等代理人處理事務之條款，亦得授權任何該等代理人將其被賦予之全部或任何權力、授權或決定權進行複委任。

82. 全部支票、本票、票據、匯票和其他流通票據，以及向本公司支付款項之所有收據，均應以董事會隨時經決議所定之簽署、付款、承兌、背書或其他方式履行之（視實際情況而定）。
83. 董事會為下列事項之目的應備置會議之書面紀錄：
- (e) 董事會對經理人之任命；
  - (f) 出席各董事會會議和董事會任何委員會會議之董事(包含由代理人出席)姓名；
  - (g) 本公司全部股東會和董事會或董事會委員會會議之全部決議與議事。
84. [刪除]
85. 於符合本章程及適用法令之前提下，董事會得行使本公司之全部權力，以借款及將其事業、財產或其任何部分抵押或設質，且直接發行債券、債券股和其他有價證券，或將之作為本公司或任何第三人任何借款、責任或義務之擔保。
86. [刪除]
87. 除上述者外，董事會應將本章程、歷屆股東會議事錄、財務報告、股東名簿及公司債存根簿之副本及審計委員會之報告書，備置於中華民國境內之本公司股務代理機構，股東得隨時檢具其就本公司有利害關係之證明文件，指定範圍請求查閱或抄錄。
88. 董事參與之任何活動、締結之任何契約或交易，與本公司之營業有競爭關係或涉及本公司之營業項目時，應於股東會中揭露該等活動、契約或交易之性質、內容和主要條款，且應經股東會以重度決議同意時，始得進行該等活動、契約和交易。

## 管理

- 89.
- (c) 董事會得隨時以其應認為適當方式管理本公司之事務，且該等依下列三項所為之管理，不應牴觸本項之一般授權。
  - (d) 董事會隨時且於任何時候得為本公司事務之管理，設置任何委員會或代理機構，且得指定任何人為該等委員會、管理人或代理人之成員，並決定其酬勞，惟就董事擔任此等委員會成員之報酬應準用第 77 條至第 78 條之規定。
  - (e) 董事會隨時且於任何時候，於董事會目前被授權之範圍得委託任何該等委員會、管理人或代理人行使任何權力、授權或決定權，並得授權任何該等委員會、管理人或代理人之成員填補該等職務之空缺及代理空缺之職務；儘管遞補職缺或該等指定或任命得依據董事會認為適當之條件為之，但不影響所有基於善意且未獲該等職務撤銷或變更之書面通知者所為行為之效力。

- (f) 任何前述之該等委託得經董事會之授權，將其目前被賦予之全部或部分權力、授權或決定權，複委任之。
- (g) 委員會得依其認為適當者而集會和延期會議。除本章程另有規定，會議中提出之問題應以出席委員之過半數而定之。
- (h) [刪除]
- (i) 董事會指定之任何委員會成員，得以視訊方式參與該等委員會，以本條所述方式參與會議應視為親自出席該等會議。

### 常務董事

- 90. 董事會得隨時以其認為適當之任期，指定其成員之一位以上擔任常務董事，但倘該常務董事因任何原因而不再擔任董事，其指定應依董事實際在職情形為之。第 77 條至第 78 條規定應準用於常務董事之報酬分派。
- 91. 董事得以其認為適當之條件和條款和限制，信託或委託常務董事任何其可得行使之權力，且附隨或排除其擁有之權力，並得隨時撤銷、撤回、修改或變更所有或部分該等權力。

### 董事會之程序

- 92.
  - (a) 除本章程另有規定，董事應可以其認為適當之方式集會以處理事務、延會和以其他方式規範其會議與議事。
  - (b) 董事於董事會議處理事務之法定出席人數，應以董事會成員之過半數為準。就本條之目的而言，董事指定代理人而未出席會議，指定之代理人應列入法定出席人數計算。
- 93.
  - (c) 董事會應至少每季召開一次。董事會由董事長召集之。但每屆董事選舉後第一次董事會，由所得選票代表選舉權最多之董事召集之，會議主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。
  - (d) 董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定常務董事一人代理之；其未設常務董事者，指定董事一人代理之，董事長未指定代理人者，由常務董事或董事互推一人代理之。
- 94. 董事長得隨時於至少七日前，以書面載明召集事由，通知董事召集董事會，且該等通知經個別董事之同意時，得以電子方式為之。儘管有前述規定，遇有董事長認為緊急之情事時，得隨時召集董事會，但應有第 92(b)條之法定出席人數出席。

95. 董事得指定另一董事擔任其代理人參加董事會議或董事會之任何委員會，並代表其投票。董事委託其他董事代理出席董事會時，應於每次出具委託書，並列舉召集事由之授權範圍。該等指定須由指定人就每次會議親自以書面為之，且得隨時以同樣方式撤銷，且得為概括指定(即就特定會議為空白授權)或特別指定，且指定人如於其出席會議時被授權擔任主席者，得授權和指示被指定人為主席。代理人之指定書得包含代理人依據董事給予之指示而為之表決，或如無該等指示，代理人依其判斷所為之表決。任一該等指定或撤銷通知，應於使用或首度使用代理人之董事會開始前，向董事會遞交。代理人應於指定其為代理人之董事因任何原因而不在職時解除職務，但代理人或任何其他董事得再被董事指定為代理人。代理人以受一人之委託為限。
96. 董事得以視訊方式參與任何董事會，以視訊方式參與會議應視為親自出席該等會議。
97. 董事會之主席於已屆開會時間並有法定出席人數之董事出席時，應即宣布開會。已屆開會時間，如未達法定出席人數時，主席得宣布延後開會，其延後次數以二次為限，延後二次仍不足額者，主席應重新召集董事會。
98. 儘管其後被發現任何董事或董事代理人之指定有瑕疵，或該等人或其中部分資格不符，任何董事會或董事會之委員會(包括任何人以代理人身份出席)採行之任何行為應屬有效，如同任一該等人於個案情形已被正式指定或有資格擔任董事或董事之代理人。
99. 下列事項應提董事會討論(如適當應經決議)，且除有突發緊急情事或正當理由外，應在召集事由中列舉，且不得以臨時動議提出。
- (a) 本公司之營運計畫。
  - (b) 年度財務報告及半年度財務報告。
  - (c) 依中華民國證交法第 14 條之一規定訂定或修訂內部控制制度。
  - (d) 依中華民國證交法第 36 條之一規定訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序。
  - (e) 募集、發行或私募具有股權性質之有價證券。
  - (f) 財務、會計或內部稽核主管之任免。
  - (g) 涉及董事自身利害關係之事項。
  - (h) 簽證會計師之委任。
  - (i) 依證交法第 14 條之三、其他依法令或章程規定應由股東會決議或董事會決議之事項或主管機關規定之重大事項。

獨立董事對於證交法第 14 條之 3 應經董事會決議事項，獨立董事應親自出席或委由其他獨立董事代理出席。獨立董事如有反對或保留意見，應於董事會議事錄載明；如獨立董事不能親自出席董事會表達反對或保留意見者，除有正當理由外，應事先出具書面意見，並載明於董事會議事錄。

100. 本公司董事會應依會議通知所排定之議事程序進行。但經出席董事過半數同意者，得變更之。

非經出席董事過半數同意者，主席不得逕行宣布散會。

董事會議事進行中，若在席董事未達法定出席人數者，經在席董事提議，主席應宣布暫停開會，並準用第 97 條之規定。

101. 本公司董事會議案表決時，經主席徵詢出席董事全體無異議者，視為通過。如經主席徵詢而有異議者，即應提付表決。前述出席董事全體不包括依第 75 條不得行使表決權之董事。

表決時應就董事會議案內容所載之事由為之。

表決方式由主席就下列各款規定擇一行之，但出席者有異議時，應徵求多數之意見決定之：

- (a)、舉手表決或投票器表決。
- (b)、唱名表決。
- (c)、投票表決。
- (d)、董事會自行選用之表決方式。

102. 本公司董事會議案之決議，除證交法及中華民國公司法另有規定外，應有過半數董事之出席，出席董事過半數之同意行之。

同一議案有修正案或替代案時，由主席併同原案定其表決之順序。但如其中一案已獲通過時，其他議案即視為否決，無須再行表決。

表決之結果，應當場報告，並做成紀錄。

103. 董事會議事錄須由會議主席及記錄人員簽名或蓋章，於會後二十日內分送各董事，並應列入本公司重要檔案，於本公司存續期間妥善保存。議事錄之製作及分發得以電子方式為之。

104. 於開曼群島法令最大範圍之許可下，股東得經普通決議接受或修訂任何規定和程序，包括適用於董事會議之董事會議事規則；假使本章程主要內容與董事會議事規則有任何歧異時，於適用法令許可之範圍內，應以章程之規定為準。

### 董事職務之出缺

105. 董事職務有下列情況時應為出缺：

- (1) 按照本章程規定解任(包含因違反第 107 條自動解除董事職務)；
- (2) 身故或破產，或與其債權人概括地進行任何債務協議或和解；
- (3) 確定或成為心智不健全；或按照開曼群島之關於心智健康適用法令或於開曼群島以外司法管轄區為之類似規定對其延滯履行職務所為之命令，或身故；
- (4) 以書面通知本公司其辭任董事職務；或
- (5) 按照第 108 條規定解除其職務之法院命令。

## 董事之解任

106. 儘管本章程有任何不同規定或本公司與該等董事間有任何協議（但不妨礙依據任何該等協議所得提起之損害賠償請求），董事得於其任期屆滿前之任何時候，經股東會之重度決議解任之；股東會於董事任期未屆滿前，經決議改選全體董事者（以下稱「董事改選」），如未決議董事於任期屆滿始為解任，原董事之任期視為提前解任且全體董事應依第 66 條及第 67 條重新改選。前項董事改選，應依第 66 條及第 67 條進行並有本公司代表已發行股份總數過半數股東之出席。
107. 有下列任一情事之任何人不應被指定為本公司之董事。若其因任何理由成為董事，經本公司實際通知其已違反本條之規定後即應解任，本公司無庸採取任何進一步行動，或討論中之董事：
- (1) 任何人曾犯中華民國組織犯罪防制條例規定之罪，經有罪判決確定，服刑期滿尚未逾五年；或
  - (2) 任何人曾犯詐欺、背信或侵占罪，受有期徒刑一年以上宣告，服刑期滿尚未逾二年；或
  - (3) 任何人曾服公務虧空公款，經有罪判決確定，服刑期滿尚未逾二年；或
  - (4) 任何人曾受破產之宣告，尚未復權；或
  - (5) 任何人使用票據經拒絕往來尚未期滿；或
  - (6) 任何人為無行為能力或限制行為能力。
108. 如董事執行業務造成本公司之重大損害或重大違反適用法令及/或法規、本章程者，但未經股東於股東會決議解任，持有本公司已發行股份總數百分之三以上之股東，得於該股東會後三十日內，向法院提起訴訟，請求法院以判決解任該董事。該訴訟得向有管轄權之法院提起，包括以臺灣臺北地方法院為第一審管轄法院。

## 鋼印

- 109.
- (a) 如經董事會決定，本公司得有鋼印，則其使用應按照本條(c)，依據董事會之授權，或董事會授權之委員會，加蓋鋼印之文件或指示應由董事或秘書或董事會為該等目的指定之人，任一人簽署之。
  - (b) 本公司得為使用之目的在任何地方或開曼群島以外之地方，擁有複製鋼印或鋼印原件，其中任一應為本公司公司章之複本，且如經董事會決定，得於其上增加其使用地點之名稱。
  - (c) 在符合本章程及適用法令之前提下，董事、秘書或其他經理人或代表人或代理人，得加蓋本公司鋼印，於經其單獨簽署以認證之本公司文件，或歸檔於開曼群島註冊總局或其他地方之本公司文件。

## 經理人

110. 本公司設經理人一人及董事會認為有必要時隨時指定之其他經理人，其任用之條件、酬勞和職務內容及喪失資格和解任之條件，以董事會決定者為準。經理人應秉承股東會或董事會之決議履行其職務。

### 股利、盈餘分派、準備金及提撥盈餘

111. 在符合第 46 條及章程之前提下，本公司得經普通決議(或於本章程第 47 條第(4)款之情形，經股東會重度決議)宣布發放股利。本公司分派年度盈餘時，除繳納稅捐及彌補歷年之虧損外，公司得提撥盈餘公積，再就其餘額作為可供分配之盈餘，盈餘分派案由董事會擬定分配，提請股東會通過後分配之，其分派比例如下：

(1) [刪除]

(2) [刪除]

(3) 由於本公司正處營業成長期，本公司股利政策應參酌目前及未來行業景氣之狀況，考量資金之需求及財務結構，再加計以前年度累積未分配盈餘，除酌予保留外，以不低於當年度可供分配之盈餘之百分之十為發放原則。股利之分派得以現金及/或股份方式發放。為達平衡穩定之股利政策，本公司股利分派時，其中現金股利以不低於股利總數百分之十為原則，惟考量公司現金流量、盈餘狀況、公司未來擴展營運規模之需求得斟酌調整之。

112.

(a) 除適用法令另有規定外，本公司年度如有稅前獲利，本公司應在稅前獲利中提撥：(1) 不少於百分之一（1%）作為員工酬勞（包含本公司員工及/或關係企業員工）（下稱「員工酬勞」）；及(2) 不高於百分之二（2%）作為董事酬勞（下稱「董事酬勞」）。無論前述內容為何，如本公司年度仍有以前年度之累積虧損，本公司應在提撥員工酬勞及董事酬勞前預先保留彌補數額。

(b) 依據開曼群島法律規定及不論第 116 條規定，員工酬勞及董事酬勞須經董事會以董事三分之二以上之出席及出席董事過半數同意之決議，並得以現金及/或股票方式發放。前述關於發放員工酬勞及董事酬勞之董事會決議，應於董事會決議通過後在股東會中向股東報告。

113. 股利可由本公司已實現或未實現之盈餘，或董事會認為不再需要之盈餘準備金中宣派。於符合本章程規定之前提下，股利亦得以符合公司法授權目的之股本溢價科目或基金或帳戶宣派。

114. 於符合本章程規定之前提下，董事會得以本公司合法之資產向股東為其他盈餘分派(不論係以現金或其他種類方式)。

115.

- (a) 就未付之股利或盈餘分派，本公司不予支付利息。
- (b) 董事會應設置股本溢價科目並應隨時將本公司發行股份之溢價計入該帳戶。除非本章程另有規定，董事會得於公司法許可之前提下以任何方式使用該股本溢價科目。本公司應於所有時點遵守與股本溢價科目相關之公司法規定。

### 公積資本化

116.

- (a) 本公司得以股東會重度決議，將撥付至本公司任何股本溢價科目及其他準備金帳戶（包括資本公積）中貸項之任何款項、或撥付為損益表中貸項或以其他方式可供分配之任何款項撥充資本，並運用該等款項支付未發行股份，按股東原有股份之比例發給新股（即按該等款項以如透過股利方式分配盈餘時原本應分配之比例，將該等款項向股東撥付，並自行將該等款項應用於全額繳足未發行股份，以前述之比例於其間以記為全額繳足股款貸項而配股和分配）。
- (b) 本公司得以股東會重度決議，將撥付至本公司任何準備金帳戶中貸項之任何款項、或以其他方式可供分配之任何款項撥充資本，並以按該等款項如透過股利方式分配盈餘時原本應分配之金額，將該等款項向股東撥付，並自行將該等款項應用於繳足全額、部分或無償發行之股份。

116A. 為避免疑義，關於依據第 112 條提撥員工酬勞及董事酬勞所發行之新股不需要取得股東核准。

### 會計帳簿

117. 董事會應備置下列事項之會計帳簿：

- (a) 本公司所為收受與支出金錢之所有總數及涉及收入與支出發生之事項；
- (b) 本公司所為產品之所有購買與出售；
- (c) 本公司之資產與負債。

帳簿應真實且公正地記載本公司之業務及交易明細，始被視為已備置。

118. 每一會計年度之終了，董事會應編造營業報告書、財務報告及盈餘分派或虧損撥補之議案，提請股東常會承認，並應於股東常會前將該等報告書、報表及議案提交審計委員會查核。董事會應於股東常會承認後，按照本章程及適用法令之規定，將被承認之財務報告及盈餘分派及/或虧損撥補之決議，分發各股東，且當本公司股份於指定證券交易所掛牌時，該等分發得依第 31(a)條之規定以公告方式為之。

118A 儘管本章程第 118 條及任何條文有不同之規定，本公司得隨時且於任何時候以股東會普通決議彌補虧損。



119. 董事會提出於股東會承認之各項表冊及審計委員會之報告書，應於股東常會至少十日前，備置於本公司於中華民國境內之股務代理機構，供股東檢閱。

### 審計委員會

120. 本公司應設置審計委員會，其成員專業資格、組成、選任、解任、所定職權之行使及相關事項，應遵守適用法令之規定。審計委員會應由全體獨立董事組成且其委員不得少於3人，其中1人應為審計委員會會議召集人，得隨時召集會議，且其中至少1人應具有會計或財務專長。審計委員會之決議應經全體委員過半數之同意方為有效。

121. 不論本章程是否有相反之規定，下列事項須經審計委員會全體委員過半數之同意，並經董事會核准：

- (a) 訂定或修正內部控制制度；
- (b) 內部控制制度有效性之考核；
- (c) 訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序；
- (d) 涉及董事自身利害關係之事項；
- (e) 重大之資產或衍生性商品交易；
- (f) 重大之資金貸與、背書或提供保證；
- (g) 募集、發行或私募股份或具有股權性質之有價證券；
- (h) 簽證會計師之委任、解任或報酬；
- (i) 財務、會計或內部稽核主管之任免；
- (j) 核准年度財務報告及半年度財務報告；及
- (k) 其他經董事會認定或任何主管機關或適用法令規定之重大事項。

除適用法令另有規定外，上述各款事項如未經審計委員會全體委員過半數之同意者，得由全體董事三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議，但不適用於上述第(j)款事項。

除適用法令另有規定外，如有正當理由致審計委員會無法召開時，得由全體董事三分之二以上同意行之，但上述第(j)款之事項仍應由獨立董事委員出具是否同意之意見。

122. 審計委員會應每年至少查核本公司帳簿一次。

123. 審計委員會有權於任何合理的時間審閱本公司之所有帳簿以及帳目以及相關的付款憑單。審計委員會得約訪本公司董事及經理人詢問任何其所持有與本公司帳簿或事務有關之資訊。

124. 按本章程備置之損益表及資產負債表應由審計委員會查核並與本公司帳簿、帳目及有關付款憑單核對。審計委員會應就此製作書面報告，說明是否該報表和資產負債表確實反映本公司在此審查期間之財務與營運狀況，如曾向本公司董事及經理人詢問資訊，該等資訊是否已提供並符合要求。審計委員會得為本公司委任執業律師和註冊會計師以進行查核。本公司財務報告應經董事會任命之審計人員依據公認之審計準則查核。該審計人員應按公認之審計準則製作書面報告並於股東會交付股東。所稱「公認之審計準則」得為開曼群島以外的國家或司法管轄區的標準，於此情形，財務報告和審計人員之報告應揭露此一事實及該國家或司法管轄區之名稱。

125.

- (a) 在符合開曼群島法律之情形下，繼續一年以上持有本公司已發行股份總數百分之三(3%)以上之股東，得以書面請求審計委員會之任一獨立董事成員為本公司對董事提起訴訟，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。
- (b) 於收到股東依前項規定提出之請求後 30 日內，受該股東請求之該審計委員會獨立董事成員不提起或拒絕提起訴訟時，除開曼群島法律另有規定外，股東得為本公司提起訴訟，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。

126. 除本章程或適用法令另有規定外，本公司應另遵守審計委員會組織規程之規定。

### 結束營業

127. 有關本公司之結束營業，應依公司法之規定以特別決議為之。假使本公司應結束營業，清算人經本公司特別決議和公司法規定之授權，得將本公司資產之全部或任何部分，按種類或型態向股東劃分(無論資產是否由同類財產組成)，並得就該等目的對前述劃分之任何財產訂定其認為公平之價值，且得決定股東之間或不同類別股東之間應如何進行該等劃分。清算人得藉由類似之許可，將此等資產之全部或任何部分以清算人得到類似許可且認為適當者，為連帶償還責任人之利益而託付予受託人，但股東不應被迫接受附帶任何義務之任何股份或其他證券。

128. 假使本公司應結束營業，而可用於向股東分派之資產不足以償付全部已繳資本，則該等資產之分派應儘可能按照開始結束營業時，各股東依據其持有股份之已繳資本或已繳資本與應負擔損失之比例為之。且如結束營業，可用於向股東分派之資產足以償付開始結束營業時全部已繳資本，則剩餘部分之分派應按照開始結束營業時，各股東持有股份之已繳資本比例為之。本條不應妨礙以特殊條件和條款之特別股份持有人之權利。

## 賠償

129. 本公司目前之董事及經理人或與本公司任何事務相關之任何受託人，及其各自繼承人、遺囑執行人、遺產管理人和個人代表，如非其蓄意過失或違約，本公司應向其賠償其因履行其職務或信託而處理本公司資產所致之所有行為、程序、成本、費用、損失、損害或支出，惟該等情事(如有)不得因其蓄意過失或違約所致；且該等董事、經理人或受託人無須就任何其他董事、經理人或受託人之行為、收受款項、過失或違約負責，亦無須負責就出於服從而參與收受款項，或為安全保管而寄存或放置本公司之金錢或財產之銀行或其他人之清償能力或誠信，或本公司金錢投資之任何擔保之不充足，或因履行其職務或信託所生或有關之任何其他損失或損害，除非該等情事係出於該等董事、經理人或受託人之蓄意過失或違約所致。

## 會計年

130. 除董事會另有指定，本公司之會計年度以每年 12 月 31 日為末日，次一會計年度自每年 1 月 1 日開始。

## 章程之修改

131. 於符合公司法之前提下，本公司得隨時經特別決議修正或修改本章程之全部或一部。

## 存續之轉變

132. 如本公司為公司法定義之豁免公司，於符合公司法之規定及經特別決議同意之情形下，本公司有權於開曼群島以外之司法管轄區依該地法登記為法人，及於開曼群島註銷登記。

## 中華民國法令

133. 儘管本章程另有不同規定，任何適用法令(不含開曼群島法令)於開曼群島法令及公司法最大範圍之許可下，應有適用。董事、獨立董事、薪資報酬委員會及審計委員會之資格條件、組成、選任、解任、職權行使及其他應遵行事項，應遵循中華民國證券法令規定。

## 訴訟及非訴訟代理人

134. 於本公司股份已登錄興櫃或在指定證券交易所掛牌之期間，根據適用法令規定，本公司應在臺灣指定訴訟及非訴訟代理人。訴訟及非訴訟代理人應為本公司在臺灣之負責人，並應在臺灣有住所或居所。本公司應將訴訟及非訴訟代理人之姓名、住所或居所及授權文件向金管會申報。如訴訟及非訴訟代理人之姓名、住所或居所及授權文件有變更之情形，本公司應將該等變更向金管會申報。

(附錄二)

## TaiGen Biopharmaceuticals Holdings Limited

太景醫藥研發控股股份有限公司

### Rules and Procedures of Shareholders' Meetings

#### 股東會議事規則

Article 1  
第一條

To the extent that permitted under the laws of the Cayman Islands and unless otherwise provided for in the ROC laws and regulations or the applicable laws and regulations in the country where the Company carries out its business, the Company's general meeting of the Members shall be held in accordance with these Rules.

於開曼群島法令許可之範圍內，且除中華民國法令或本公司營業所在地之適用法令另有規定，本公司股東會應遵循本規則之規定。

Unless otherwise defined in these Rules, any capital terms as used in these Rules shall have the same meanings as defined in the Articles of Association of the Company (as amended or substituted from time to time; hereinafter "Articles").

除本規則另有定義外，本規則所使用任何英文字首大寫之詞彙，其意義應與本公司公司章程(包括其隨時修改或被取代之版本；下稱「本章程」)中之定義相同。

Article 2  
第二條

1. Unless otherwise provided by the laws of the Cayman Islands and the Articles, the general meeting of the Members should be convened by the Board of Directors.

本公司股東會除開曼群島法令及本章程另有規定外，由董事會召集之。

2. The Company shall prepare the notice of meeting, the proxy form, and the information about the subject and description of proposals for recognition and for discussion, election and/or dismissal of Directors in the form of electronic file to be uploaded to the Market Observation Post System ("MOPS") thirty (30) days before an annual general meeting of Members or fifteen (15) days before an extraordinary general meeting of the Members.

本公司應於股東常會開會 30 日前或股東臨時會開會 15 日前，將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。

3. The meeting agenda for general meetings and supplemental meeting information shall be prepared in the form of electronic file to be uploaded to the MOPS twenty-one (21) days before an annual general meeting of Members or fifteen (15) days before

an extraordinary general meeting of the Members. The meeting agenda and supplemental meeting information shall be ready for Members' review at all times by fifteen (15) days before the meeting of Members, and such information shall be available at the office of Company and the professional stock agent engaged by the Company and be distributed at the meeting.

並於股東常會開會 21 日前或股東臨時會開會 15 日前，將股東會議事手冊及會議補充資料，製作電子檔案傳送至公開資訊觀測站。股東會開會 15 日前，備妥當次股東會議事手冊及會議補充資料，供股東隨時索閱，並陳列於本公司辦公室及本公司所委任之專業股務代理機構，且應於股東會現場發放。

4. The cause(s) or subject(s) of a general meeting to be convened shall be indicated in the individual notice and the public notice to be given to Members; and the notice may, as an alternative, be given by means of electronic transmission, after obtaining the prior consent of the recipient(s) thereof.

通知及公告應載明召集事由；其通知經相對人同意者，得以電子方式為之。

5. In accordance with the ROC Company Law and subject to compliance with Article 33 of the Articles of the Company and the applicable laws of the Cayman Islands, Member(s) who individually or collectively hold one percent (1%) or more of the total number of issued shares of the Company may propose in writing to the Company a proposal for discussion at an annual general meeting of the Members, provided that only one matter shall be allowed in each single proposal. If a proposal contains more than one matter, such proposal shall not be included in the agenda. Under any of the circumstances listed in Paragraph 3, Article 172-1 of the ROC Company Law, the board of directors of the Company may exclude the proposal submitted by a Member from the list of proposals to be discussed at a general meeting.

依據中華民國公司法及符合本章程第 33 條和開曼群島適用法令之前提下，單獨或共同持有已發行股份總數百分之一以上股份之股東，得以書面向本公司提出股東常會議案。但以一項為限，提案超過一項者，均不列入議案。另股東所提議案有中華民國公司法第 172 條之 1 第 4 項各款情形之一，董事會得不列為議案。

6. The number of words of a proposal to be submitted by a Member shall be limited to not more than three hundred (300) words, and any proposal containing more than 300 words shall not be included in the agenda of the annual general meeting of the Members. The Member who has submitted a proposal shall attend, in person or by proxy, the annual general meeting

of the Members whereat his proposal is to be discussed and shall take part in the discussion of such proposal.

股東所提議案以 300 字為限，超過 300 字者，不予列入議案；提案股東應親自或委託他人出席股東常會，並參與該項議案討論。

7. The Company shall, prior to preparing and delivering the general meeting notice, inform, by a notice, the entire the proposal submitting Members of the proposal screening results, and shall list in the general meeting notice the proposals conforming to the requirements set out in this Article. With regard to the proposals submitted by Members but not included in the agenda of the meeting, the cause of exclusion of such proposals and explanation shall be made by the Board of Directors at the general meeting to be convened.

本公司應於股東會召集通知日前，將處理結果通知提案股東，並將合於本條規定之議案列於開會通知。對於未列入議案之股東提案，董事會應於股東會說明未列入之理由。

8. Subject to Article 34 of the Articles and the applicable laws of the Cayman Islands, a Member may, if so approved by the chairman of the relevant general meeting and to the extent permitted under the laws of the Cayman Islands, bring forward any matter(s) during a general meeting for the consideration, discussion or approval by the Members at such general meeting, provided such matter(s) fall(s) within the scope and directly relates to a matter included in the notice of general meeting.

於符合本章程第 34 條及開曼法令許可之前提下，股東若經股東會主席之同意，得於股東會中提出任何事項於股東會中考慮、討論或議決，惟該等事項應與股東會通知中所列議案直接相關。

Article 2-1  
第二條  
之一

Subject to the Articles of Association of the Company, the following matters may not be considered, discussed or proposed for approval at a general meeting unless they have been included in the notice of general meeting with reasonable amount of explanation:

1. any election or removal of Directors;
2. any amendment or modification to the Memorandum of Association or the Articles of Association of the Company, including any change of the Company name;
3. any dissolution, voluntary winding-up, merger, or split-up of the Company;
4. any proposal for the Company to enter into, amend, or terminate any lease contract, management contract or joint operation contract;
5. transfer whole or any substantial part of the Company's business or assets;

6. acquisition of whole of the business or assets of a third-party, which materially affects the operation of the Company;
7. any issuance of equity-linked securities of the Company by way of private placement;
8. to the extent permitted by applicable law, any proposal to approve a Director to engage in competitive activities with the Company;
9. upon recommendation of the Board, any proposal to distribute part or all of its dividends or bonus by way of issuance of new shares;
10. upon recommendation of the Board, any proposal to distribute the capital reserves arising from the profits, the income derived from the issuance of new shares at a premium and standing to the credit of the share premium account or the income from endowments received by the Company, in whole or in part by way of issuance of new shares of the Company or by cash, to the then Members in proportion to the number of shares being held by each of them;
11. transfer of treasury shares to the employees of the Company and/or of the Company's subsidiary(ies) for a consideration that is less than the consideration paid by the Company in accordance with Article 13(g);
12. any issuance of employee stock options pursuant to ROC Regulations Governing the Offering and Issuance of Securities by Foreign Securities Issuer referring to Article 56-1 of ROC Regulations Governing the Offering and Issuance of Securities by Securities Issuer; and
13. any issuance of restricted shares pursuant to ROC Regulations Governing the Offering and Issuance of Securities by Foreign Securities Issuer referring to Article 60-2 of ROC Regulations Governing the Offering and Issuance of Securities by Securities Issuer.

於符合本公司章程規定之前提下，下列議案應在股東會召集事由中列舉並說明其主要內容，不得以臨時動議提出：

1. 選任或解任董事；

2. 修訂或變更本公司組織大綱或章程，包括變更本公司名稱；
3. 公司之解散、自願結束營業、合併或分割；
4. 締結、變更或終止關於出租全部營業，委託經營或與他人經常共同經營之契約；
5. 讓與全部或主要部分之營業或財產；
6. 受讓他人全部營業或財產，對本公司之營運有重大影響者；
7. 私募發行具股權性質之本公司有價證券；
8. 董事從事競業禁止行為之許可；
9. 經董事會建議以發行新股方式，分派股息及紅利之全部或一部分；
10. 經董事會建議以發行新股或現金分配盈餘公積或因發行股票溢價列於股本溢價科目之餘額或受領贈與所得之資本公積之全部或一部分，按持股比例分配與原股東者；
11. 以低於實際買回庫藏股之平均價格轉讓庫藏股予本公司或從屬公司之員工；
12. 依中華民國外國發行人募集與發行有價證券處理準則準用中華民國發行人募集與發行有價證券處理準則第56條之1發行員工認股權；及
13. 依中華民國外國發行人募集與發行有價證券處理準則準用中華民國發行人募集與發行有價證券處理準則第60條之2發行限制員工權利新股。

Article 3  
第三條

1. Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote on behalf of him at a general meeting of the Company. The instrument appointing a proxy shall be in writing, which instrument of proxy shall be in a form determined by the Board shall include such proxy voting instruction.  
股東得於每次股東會，出具本公司印發之委託書，載明授權範圍，委託代理人出席股東會。
2. A Member may only appoint one proxy to represent him and vote on his behalf. The instrument appointing a proxy shall be delivered to the place as is specified in the notice of the meeting not less than five (5) days before the time appointed for holding the meeting. Where multiple instruments of proxy are received by the Company from the same Member, the first written duly executed and valid instrument of proxy received by the Company shall prevail, unless an explicit written statement revoking the previous instrument(s) appointing a proxy is made



in the subsequent duly executed and valid instrument of proxy received by the Company.

一股東以出具一委託書，並以委託一人為限，應於股東會開會五日前送達開會通知上所載之地址，委託書有重複時，以最先送達者為準。但聲明撤銷前委託者，不在此限。

3. After a proxy form has been delivered to the Company, if the Member intends to attend the meeting in person or exercise his voting power and cast his votes in writing or by way of electronic transmission, a written notice of proxy cancellation shall be submitted to the Company at least two (2) days prior to the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

委託書送達本公司後，股東欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會二日前，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。

#### Article 4 第四條

The place for convening a general meeting of the Members of the Company shall be the premises of the Company, or any other place convenient for the presence of Members, and suitable for holding the said meeting. The time for commencing the said meeting shall not be earlier than 9 o'clock in the morning or later than 3 o'clock in the afternoon and the opinions of the Independent Directors shall be taken into consideration.

股東會召開之地點，應於本公司所在地或便利股東出席且適合股東會召開之地點為之。會議開始時間不得早於上午九時或晚於下午三時，召開之地點及時間，應充分考量獨立董事之意見。

#### Article 5 第五條

1. The Company shall specify the time and place for the Members to sign up and other matters which should be noticed in the notice of meeting.

本公司應於開會通知書載明受理股東報到時間、報到處地點，及其他應注意事項。

2. The time for the Members to sign up in the above provision shall be at least thirty minutes prior to the beginning of the meeting; the sign up place shall be clearly marked, and sufficient personnel shall be arranged for the sign up.

前項受理股東報到時間至少應於會議開始前三十分鐘辦理之；報到處應有明確標示，並派適足適任人員辦理之。

3. The Members or the proxies the Members appoint ("Members") shall present the attendance pass, attendance cards or other certificate to attend the general meeting and the Company shall not ask for evidentiary documents other than the aforesaid. A solicitor of the proxies shall bring his/her personal ID for verification.

股東本人或股東所委託之代理人（以下稱「股東」）應憑出席證、出席簽到卡或其他出席證件出席股東會，本公司對股東出席所憑依之證明文件不得任意增列要求提供其他證明文件；屬徵求委託書之徵求人並應攜帶身分證明文件，以備核對。

4. The Company shall provide an attendance book allowing attending Members to sign in or require attending Members to submit attendance cards in lieu of signing in.

本公司應設簽名簿供出席股東簽到，或由出席股東繳交簽到卡以代簽到。

5. The Company shall furnish attending Members 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.

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

6. When the government or a juristic person is a Member, it may be represented by more than one representative at a general meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

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

#### Article 6 第六條

1. If a general meeting of the Members is called by the Board of Directors, the Chairman of the Board of Directors shall preside at the said general meeting of the Members. In case the Chairman is on leave of absence, or cannot exercise his powers and authority, the Vice Chairman shall act in lieu of him. If there is no Vice Chairman, or the Vice Chairman is also on leave of absence, or cannot exercise his powers and authority, the Chairman shall designate a Managing Director to act in lieu of him; if there is no Managing Director, the Chairman shall designate a Director to act in lieu of him. If the Chairman does not designate a Director, the Managing Directors or Directors shall elect one from among themselves to act in lieu of the Chairman.

股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定常務董事一人代理之；其未設常務董事者，指定董事一人代理之，董事長未指定代理人者，由常務董事或董事互推一人代理之。

2. If a Managing Director or a Director acts as the chairman in the above provision, he/she must have served the position for more than six months and understand the financial and operational condition of the Company. This also applies if the chairman is the representative of a juristic person Director.  
前項主席係由常務董事或董事代理者，以任職六個月以上，並瞭解公司財務業務狀況之常務董事或董事擔任之。主席如為法人董事之代表人者，亦同。
3. For the general meetings of the Members that are convened by the Board of Directors, it would be advisable that the Chairperson presides over the meetings and a majority of the Directors and at least one representative of each functional committees attend the meeting in person, and the attendance shall be recorded in the meeting minutes.  
董事會所召集之股東會，董事長宜親自主持，且宜有董事會過半數之董事親自出席，及各類功能性委員會成員至少一人代表參與出席，並將出席情形記載於股東會議事錄。
4. As for a general meeting of the Members convened by any other person having the convening right, he/she shall act as the chairman of that meeting provided, however, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.  
股東會如由董事會以外之其他召集權人召集者，主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。
5. The Company may designate its lawyer, certified public accountant or other relevant persons to attend the general meeting of the Members.  
本公司得指派所委任之律師、會計師或相關人員列席股東會。

Article 7  
第七條

1. Since the Members sign up, the Company shall audio record and video record the process of the Members' sign up, the meeting procedure, and the counting of the votes in its entirety without any interval.  
本公司應於受理股東報到時起將股東報到過程、會議進行過程、投票計票過程全程連續不間斷錄音及錄影。
2. These audio and video records in the above provision shall be kept for at least one year. However, the said tapes shall be kept until the conclusion of legal proceedings if a Member initiates proceedings.  
前項影音資料應至少保存一年。但經股東提起訴訟者，應保存至訴訟終結為止。

Article 8  
第八條

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 attendance cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.  
股東會之出席，應以股份為計算基準。出席股數依簽名簿或繳交之簽到卡，加計以書面或電子方式行使表決權之股數計算之。
2. The Chairman shall call the general meeting to order at the time scheduled. If the number of shares represented by the attending Members has not yet constituted the quorum (more than one-half of total issued shares) at the time scheduled for the Meeting, the Chairman may postpone the time for the Meeting. The postponements shall be limited to two times at most, and the Meeting shall not be postponed for more than one hour in total. If after two postponements the number of shares represented by the attending Members has not yet constituted more than one-half of the total issued shares, the Chairman shall announce the dissolution of the Meeting.  
已屆開會時間，主席應即宣布開會，惟未有代表已發行股份總數過半數之股東出席時，主席得宣布延後開會，其延後次數以二次為限，延後時間合計不得超過一小時。延後二次仍不足有代表已發行股份總數之過半數股東出席時，由主席宣布流會。

Article 9  
第九條

1. The agenda of the general meeting shall be set by the Board of Directors if it is convened by the Board of Directors. Unless otherwise approved by the Members in the general meeting, a general meeting shall proceed in accordance with the agenda.  
股東會如由董事會召集者，其議程由董事會訂定之，會議應依排定之議程進行，非經股東會決議不得變更之。
2. The above provision applies to cases where the general meeting is convened by any person, other than the Board of Directors, entitled to convene such meeting.  
股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。
3. Unless otherwise resolved at the general meeting or in accordance with Article 18 of these Rules, the Chairman cannot announce adjournment of the meeting before all items listed in the agenda are resolved. In case that the Chairman adjourns the general meeting in violation of these Rules, other members of the Board of Directors shall promptly assist the attending Members to elect, by a majority of votes represented by attending Members present in the Meeting, another person to serve as the Chairman to continue the meeting in accordance with due procedures.

除已於股東會決議或依本規則第 18 條處理者外，前二項排定之議程於議事未終結前，非經決議，主席不得逕行宣布散會；主席違反議事規則，宣布散會者，董事會其他成員應迅速協助出席股東依法定程序，以出席股東表決權過半數之同意推選一人擔任主席，繼續開會。

4. The Chairman shall provide sufficient time for the explanation and discussion of all items listed in the agenda and amendments submitted by the Members. The Chairman may announce an end of discussion and submit an item for a vote if the Chairman deems that the agenda item is ready for voting and the discussion and amendments proposed complied with the Articles and Applicable Law.

主席對於議案及股東所提之修正案，應給予充分說明及討論之機會，如主席認為議案認為已達可付表決之程度及討論與修正案符合本章程和適用法令時，得宣布停止討論，提付表決。

Article 10  
第十條

1. When a Member attending the meeting wishes to speak, a speech note should be filled out with summary of the speech, the Member's account number (or the number of attendance card) and the account name of the Member. The sequence of speeches shall be determined by the Chairman.

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

2. If any attending Member at the meeting submits a speech note but does not speak, no speech shall be deemed to have been made by such Member. In case contents of the speech of a Member are inconsistent with the contents of the speech note, the content of actual speech shall prevail.

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

3. The same Member may not speak more than twice concerning the same item without the Chairman's consent, and each speech time may not exceed five minutes. In case the speech of any Member violates the above provision or is outside the scope of the agenda item, the Chairman may stop the speech of such Member.

同一議案每一股東發言，非經主席之同意不得超過兩次，每次不得超過五分鐘，惟股東發言違反規定或超出議題範圍者，主席得制止其發言。

4. Unless otherwise permitted by the Chairman and the speaking Member, no Member shall interrupt the speech of the other Member. The Chairman shall stop such interruption.

出席股東發言時，其他股東除經徵得主席及發言股東同意外，不得發言干擾，違反者主席應予制止。

5. If a corporate Member/ legal entity has appointed two or more representatives to attend the general meeting, only one representative can speak for each agenda item.  
法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。
6. After the speech of a Member, the Chairman may make responses by himself/ herself or appoint an appropriate person to respond.  
出席股東發言後，主席得親自或指定相關人員答覆。

Article 11  
第十一條

1. Presenting and voting at a general meeting shall be based on the number of shares.  
股東會之出席與表決，應以股份為計算基準。
2. The shares of Members with no voting rights shall not be included in the total number of issued shares while voting on resolutions.  
股東會之決議，對無表決權股東之股份數，不算入已發行股份之總數。
3. To the extent permissible under the Statute, if there is concern that a Member's interest may conflict with and adversely affect the Company's interests with regard to any matters discussed at the meeting, that Member shall not participate in voting, and may not represent another Member to exercise his or her voting rights.  
於公司法規定允許之範圍內，股東對於會議之事項，有自身利害關係致有害於本公司利益之虞時，不得加入表決，並不得代理他股東行使其表決權。
4. The number of shares of those Members not permitted to exercise their voting rights in the foregoing paragraph shall not be included in counting the total number of voting shares for attending Members.  
前項不得行使表決權之股份數，不算入已出席股東之表決權數。
5. Except in the case of a trust enterprise or securities proxy organization approved by the competent securities authority, the proxy voting rights of a person serving as a proxy for two or more Members may not exceed three percent (3%) of total issued shares voting rights. If it does exceed three percent (3%), the excess portion shall not be counted.  
除信託事業或經證券主管機關核准之股務代理機構外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三，超過時其超過之表決權，不予計算。

Article 12  
第十二條

Each Member is entitled to one vote for each share held. The above provision shall not apply to those persons whose voting rights are restricted or who have no voting rights according to Article 46 of the Articles.

股東每股有一表決權；但受限制或本章程 46 條規定所列無表決權者，不在此限。

Article 13  
第十三條

1. In voting, the Chairman or its designated person shall announce the total number of votes by the attending Members for each proposal, and the voting for each proposal shall be made on a poll. The Company shall publish the voting results (including the consent votes, the objection votes and those who waive their voting rights) to the MOPS on the same day of the meeting.

表決時，應逐案由主席或其指定人員宣佈出席股東之表決權總數後，由股東逐案進行投票表決，並於股東會召開後當日，將股東同意、反對及棄權之結果輸入公開資訊觀測站。

2. Should there be an amendment or alternative to one motion, the Chairman may combine the amendment or alternative into the original motion, and determine their order for resolution. If any one of the above shall be resolved, the others shall be considered as rejected, upon which no further resolution shall be required.

同一議案有修正案或替代案時，由主席併同原案定其表決之順序。如其中一案已獲通過時，其他議案即視為否決，勿庸再行表決。

Article 14  
第十四條

The Chairman shall appoint persons responsible for checking and counting ballots during votes on agenda items. However, the persons responsible for checking ballots must be Members. The ballots shall be publicly counted at the Meeting venue and the result of voting, including the total number of the votes, shall be announced at the Meeting and placed on record after counting of the votes is finished.

議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。股東會表決或選舉議案之計票作業應於股東會場內公開處為之，且應於計票完成後，當場宣布表決結果，包含統計之權數，並作成紀錄。

Article 15  
第十五條

1. If the election of Directors is held at a general meeting, such an election shall be held in accordance with the Company's relevant election rules and procedures and the Articles. The result of the election must be announced at the meeting, including the list of the elected Directors and the number of their votes.

股東會有選舉董事時，應依本公司所訂相關選任規則及本章程辦理，並應當場宣布選舉結果，包含當選董事之名單與其當選權數。

2. The ballots cast in the election in the foregoing paragraph must be given proper safekeeping and kept for at least one year upon sealed by and with signatures of the persons responsible for checking. If a Member initiates proceedings, ballots shall be kept until the end of the proceedings.

前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東提起訴訟者，應保存至訴訟終結為止。

Article 16  
第十六條

1. Resolutions made at a general meeting shall be compiled in the form of minutes. The Chairman shall affix his/her signature or seal to the minutes, which shall be issued to Members within twenty (20) days after the end of the meeting. Minutes may be produced and issued to Members in electronic form. For as long as the Company's shares are listed on the Designated Stock Market, the minutes may be issued to Members by means of a public notice in accordance with the Articles.

股東會之議決事項，應作成議事錄，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各股東。議事錄之製作及分發，得以電子方式為之。於本公司股份於指定證券交易所掛牌期間，議事錄之分發得依公司章程規定以公告方式為之。

2. The minutes must faithfully record the meeting's date (year, month, day), place, Chairman's name, resolution method, summary of proceedings, and results of resolutions. Meeting minutes shall be kept for as long as the Company exists.

議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及其結果記載之，在本公司存續期間，應永久保存。

3. The number of votes casted for or against a resolution and the total number of votes cast shall be recorded in the minutes.

贊成或反對議案之股數，及股份總數應記載於議事錄。

4. On the day of the 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.

徵求人徵得之股數及受託代理人代理之股數，本公司應於股東會開會當日，依規定格式編造之統計表，於股東會場內為明確之揭示。



5. If any matter put to resolution at the shareholders meeting constitutes material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or GreTai Securities Market) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

股東會決議事項，如有屬法令規定、臺灣證券交易所股份有限公司（財團法人中華民國證券櫃檯買賣中心）規定之重大訊息者，本公司應於規定時間內，將內容傳輸至公開資訊觀測站。

Article 17  
第十七條

1. The persons who handle the business of a general meeting of the Members shall wear an identification card or a badge.

辦理股東會之會務人員應佩帶識別證或臂章。

2. The Chairman may direct disciplinary personnel or security personnel to maintain the order of the meeting. For doing so they shall wear an identification badge.

主席得指揮糾察員或保全人員協助維持會場秩序。糾察員或保全人員在場協助維持秩序時，應佩戴識別證。

3. If there is any speaker device at the meeting venue, the Chairman of the meeting may prevent Members from delivering a speech using the device not provided by the Company.

會場備有擴音設備者，股東非以本公司配置之設備發言時，主席得制止之。

4. The Chairman may direct the disciplinary personnel or security personnel to ask the Member who refuses to obey these Rules or the orders of the Chairman and disturbs the proceedings of the meeting to leave the meeting premises.

股東違反議事規則不服從主席糾正，妨礙會議之進行經制止不從者，得由主席指揮糾察員或保全人員請其離開會場。

Article 18  
第十八條

1. During the meeting, the Chairman may, at his or her discretion, set time for intermission. In exceptional cases, when there are incidents that temporarily prevent the normal progress of the general meeting, the Chairman may decide to temporarily suspend the meeting and announce, depending on the situation, the time that the Meeting will resume.

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

2. Before the agenda set for the general meeting are completed, if the meeting venue cannot continue to be used for the meeting, the Members may resolve to find another location to continue the meeting.

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

3. The Members may resolve to adjourn the meeting within five (5) days in accordance with Article 182 of the ROC Company Law.

股東會得依中華民國公司法第 182 條之規定，決議在五日内延期或續行集會。

Article 19  
第十九條

Notwithstanding any provision to the contrary herein, any laws and regulations of any jurisdiction other than the laws of the Cayman Islands and any procedural rule set out herein shall only apply to the maximum extent permitted under the laws of the Cayman Islands and the Statute.

儘管本規則有任何相反之規定或任何開曼群島以外司法管轄區為之法令或規定，及本規則中之任何議事程序規範，均於開曼群島法令及公司法最大範圍之許可下，方得適用。

Article 20  
第二十條

Establishment and amendment to these Rules shall take effect upon adoption by the Members at a general meeting.

本規則之制訂及修正應經股東會通過，始生效力。

(附錄三)

**TaiGen Biopharmaceuticals Holdings Limited**  
**太景醫藥研發控股股份有限公司**  
**Guidelines Governing Election of Directors**  
**董事選舉規範**

Article 1  
第一條 To establish a well-functioning election system for the Directors of the Company, these Guidelines are established in accordance with the applicable laws, rules, and regulations for compliance.

為建立本公司良好董事選舉制度，爰依相關法令訂定本規範，以資遵循。

Unless otherwise defined in these Guidelines, any capital letters as used in these Guidelines shall have the same meanings as defined in the Articles of Association of the Company (as amended or substituted from time to time; hereinafter "**Articles**").

除本規範另有定義外，本規範所使用任何英文字首大寫之詞彙，其意義應與本公司公司章程(包括其隨時修改或被取代之版本；下稱「**本章程**」)中之定義相同。

Article 2  
第二條 The election of the Directors of the Company shall take the overall deployment of the Board of the Directors into consideration. Diversification in the background of the Directors shall be considered and an appropriate principle of diversification shall be set forth by taking into consideration the operation, type of business and developmental needs of the Company, which is advisable to include but not limited to the following two aspect of standards:

1. Fundamental qualifications and values: gender, age, nationality and culture.
2. Professional knowledge and skills: professional background, such as legal, accounting, industry, finance, marketing or technology.

本公司董事之選任，應考量董事會之整體配置。董事會成員組成應考量多元化，並就本身運作、營運型態及發展需求以擬訂適當之多元化方針，宜包括但不限於以下二大面向之標準：

- 一、基本條件與價值：性別、年齡、國籍及文化等。
- 二、專業知識技能：專業背景（如法律、會計、產業、財務、行銷或科技）、專業技能及產業經驗等。

The members of the Board of the Directors shall in general have the following knowledge, skill and attainment necessary for performing the duties:

1. Ability to make operational judgment;
2. Ability to make accounting and financial analysis;
3. Operating and management ability;
4. Crisis management ability;
5. Industrial knowledge;
6. Outlook to the international market;
7. Leadership; and
8. Decision-making capacity.

董事會成員應普遍具備執行職務所必須之知識、技能及素養，其整體應具備之能力如下：

- 一、營運判斷能力。
- 二、會計及財務分析能力。

- 三、經營管理能力。
- 四、危機處理能力。
- 五、產業知識。
- 六、國際市場觀。
- 七、領導能力。
- 八、決策能力。

More than half of the Directors shall not have spousal relationship or familial relationship within the second degree of kinship.

董事間應有超過半數之席次，不得具有配偶或二親等以內之親屬關係。

The qualifications of the Independent Director of the Company shall comply with Articles 2, 3 and 4 of the “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies” of Taiwan.

本公司獨立董事之資格，應符合台灣「公開發行公司獨立董事設置及應遵循事項辦法」第 2 條、第 3 條以及第 4 條之規定。

The election of the Independent Director of the Company shall comply with Articles 5, 6, 8 and 9 of the “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies” of Taiwan and conduct in accordance with Article 24 of the “Guidelines Governing the Corporate Governance of A Company Listed on the Taiwan Stock Exchange or GreTai Securities Markets” of Taiwan.

本公司獨立董事之選任，應符合台灣「公開發行公司獨立董事設置及應遵循事項辦法」第 5 條、第 6 條、第 8 條及第 9 條之規定，並應依據台灣「上市上櫃公司治理實務守則」第 24 條規定辦理。

Article 3 [Deleted]  
第三條 [刪除]

Article 4 In the election of Directors of the Company, except as otherwise specified in the Articles, the number of votes exercisable in respect of one Share shall be the same as the number of Directors to be elected, and the total number of votes per Share may be consolidated for election of one candidate or may be split for election of two or more candidates.  
第四條

本公司董事之選舉，除本章程另有規定外，每一股份有與應選出董事人數相同之選舉權，得集中選舉一人，或分配選舉數人。

If the Company adopts the candidate nomination mechanism pursuant to the Articles and the Applicable Law, Independent Directors and non-Independent Directors shall be elected in the same election, but the respective votes shall be separately calculated to determine the elected Independent Directors and non-Independent Directors.

如本公司依據本章程及適用法令採取候選人提名制度，董事之選票依獨立董事與非獨立董事一併選舉分別計票分別當選。

As to the evaluation of the qualification requirements and education and business background of the candidates and whether any of the subparagraphs of Article 30 of the ROC Companies Law is identified, no evidentiary documents regarding the qualification requirements other than the aforesaid shall be asked for and the evaluation results shall be disclosed to the Members for them to elect qualified candidates.

為審查候選人之資格條件、學經歷背景及有無中華民國公司法第三十條所列各款情事等事項，不得任意增列其他資格條件之證明文件，並應將審查結果提供股東參考，俾選出適任之人選。

Article 5  
第五條 The Board of Directors shall prepare the number of ballots equal to the number of Directors to be elected and shall fill in the number of votes to be distributed to the attending Members in a general meeting.

董事會應製備與應選出董事人數相同之選舉票，並加填其權數，分發出席股東會之股東。

Article 6  
第六條 Prior to the commencement of an election, the chairman shall appoint several ballot examiners, who are also Members of the Company, and ballot counters to perform related duties. The Board of Directors shall set up a ballot box for the election of Directors to be inspected by the ballot examiners prior to the casting of ballots.

選舉開始前，應由主席指定監票員、計票員各若干人，執行各項有關職務，但監票人員應具有股東身分。董事之選舉，由董事會設置投票箱，於投票前由監票員當眾開驗。

Article 7  
第七條 Where a candidate is also a Member, the person casting the vote shall specify the account name and the Member number on the ballot in the column entitled "Candidate". If the candidate is not a Member, the person casting the vote shall specify the name and identification number of the candidate in the said column. Provided, however, if the candidate is a Member and a government entity or a juristic person, the person casting the vote shall specify the name of the government entity or jurisdiction person and may in addition specify the name of the representative of the government entity or juristic person. Where there are multiple representatives, the name of each representative shall be indicated.

被選舉人如為股東身分者，選舉人須在選舉票「被選舉人」欄填明被選舉人戶名及股東戶號；如非股東身分者，應填明被選舉人姓名及身分證明文件編號。惟政府或法人股東為被選舉人時，選舉票之被選舉人戶名欄應填列該政府或法人名稱，亦得填列該政府或法人名稱及其代表人姓名；代表人有數人時，應分別加填代表人姓名。

Article 8  
第八條 When the number of Directors falls below five (5) due to the dismissal of a Director or any Director ceases to be a Director of the Company for any reason, the Company shall hold an election to elect new Director(s) at the next following general meeting. When the number of Directors falls short by one-third (1/3) of the number prescribed by the Articles, an extraordinary general meeting shall be convened within sixty (60) days of the occurrence of the fact to hold a by-election of Directors. 董事因故解任，致不足五人者，公司應於最近一次股東會補選之。但董事缺額達章程所定席次三分之一者，公司應自事實發生之日起六十日內，召開股東臨時會補選之。

When the number of Independent Directors falls below two (2), the vacancy of such Independent Director shall be filled and elected at the next following general meeting. When all of the Independent Directors have been dismissed or cease to be Directors, an extraordinary general meeting shall be convened within sixty (60) days of the occurrence of that fact to hold a by-election of Independent Directors.

獨立董事之人數不足二人時，應於最近一次股東會補選之；獨立董事均解任時，應自事實發生之日起六十日內，召開股東臨時會補選之。

Article 9 The ballot shall be null and invalid upon occurrence of one of the following:  
第九條 選舉票有下列情事之一者無效：

1. Ballots which are not in compliance with these Guidelines.  
不用本規範規定之選票。
2. Blank ballots which are cast into the ballot box;  
以空白之選舉票投入投票箱者。
3. Scribbled and unidentifiable writing or writing which has been altered;  
字跡模糊無法辨認或經塗改者。
4. A candidate who is also a Member whose account name and Member number are inconsistent with the information recorded in the Register of Members; where a candidate who is not a Member, the name and identification number provided are inconsistent upon further verification.  
所填被選舉人如為股東身分者，其戶名、股東戶號與股東名簿不符者；所填被選舉人如非股東身分者，其姓名、身份證明文件編號經核對不符者。
5. Writing other than the name of the candidate or Member number (identification number) and the number of votes entitled.  
除填被選舉人之戶名(姓名)或股東戶號(身份證明文件編號)及分配選舉權數外，夾寫其它文字者。
6. The name of the candidate is the same with other Member but no Member number or identification number is provided for identification.  
所填被選舉人之姓名與其他股東相同而未填股東戶號或身分證明文件編號可資識別者。

Article 10 The Directors of the Company shall be persons of legal ability elected in the general meeting. The number of Directors will be as specified in the Articles, with voting rights separately calculated for independent and non-independent Director positions. If two or more candidates receive an equal number of votes, a draw shall take place between these candidates to determine who shall be elected. Where a candidate is not present, the chairman shall draw on behalf of the candidate.

第十條

本公司董事由股東會就有行為能力之人選任之。本公司董事依本章程所定之名額，分別計算獨立董事、非獨立董事之選舉權，由所得選舉票代表選舉權數較多者分別依次當選，如有二人或二人以上所得權數相同而超過規定名額時，由得權數相同者抽籤決定，未到場者由主席代為抽籤。

- Article 11  
第十一條 Ballots shall be counted upon completion of the voting procedures and the result of the ballot counting shall be announced by the chairman, including the names of the Directors-elect and the votes for their election.  
The ballots for the said election shall be sealed with the signatures of the ballot examiners and well kept for at least one year after the election; provided, however that in case any Member files any lawsuit under the applicable law, the ballots shall be kept to until the litigation process is closed.  
投票完畢後當場開票，開票結果應由主席當場宣佈，包含董事當選名單與其當選權數。前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依中華民國公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。
- Article 12  
第十二條 When the Company convenes a shareholders meeting for the election of Directors and the Directors-elect do not meet the condition set forth in Paragraph 3, Article 2, and if there are some among the Directors-elect who do not meet that condition, the election of the Director-elect who receives the lowest number of votes among those not meeting the condition shall be deemed invalid.  
本公司股東會選任董事，如當選人不符第2條第3項規定時，如董事間不符規定者，不符規定之當選人中所得選票代表選舉權較低者，其當選失其效力。  
When a person serving as a Director is in violation of Paragraph 3, Article 2, that person shall be subject to ipso facto dismissal through the mutatis mutandis application of the provisions of the preceding paragraph.  
已充任董事違反第2條第3項規定者，準用前項規定當然解任。
- Article 13  
第十三條 The Board of Directors shall send each elected Director a notice of appointment.  
當選之董事由本公司董事會分別發給當選通知書。
- Article 14  
第十四條 Establishment and amendment to these Guidelines shall be subject to approval of the Board of Directors, which shall be further approved by Ordinary Resolution at a general meeting. The same applied in case of revision.  
本規範之訂定及修正應經本公司董事會同意，並經股東會之普通決議通過。修正時亦同。

(附錄四)

太景醫藥研發控股股份有限公司

董事持股合計表

基準日：2019年4月14日(停止過戶開始日)

| 職稱     | 姓名                           | 持有股份<br>(股) | 持股比例<br>(%) |
|--------|------------------------------|-------------|-------------|
| 董事長    | 永豐餘投資控股股份有限公司<br>代表人：黃國龍(註3) | 84,509,502  | 11.79%      |
| 董事     | 永豐創業投資股份有限公司<br>代表人：何壽川      | 31,405,156  | 4.38%       |
| 董事     | 高祥投資股份有限公司<br>代表人：張鴻仁        | 65,000      | 0.01%       |
| 董事     | 行政院國家發展基金管理會<br>代表人：黃彥華      | 86,039,267  | 12.00%      |
| 董事     | 台灣糖業股份有限公司<br>代表人：王國禧        | 60,883,058  | 8.49%       |
| 董事     | 許明珠(註4)                      | 16,624,325  | 2.32%       |
| 獨立董事   | 朱博湧                          | 0           | 0           |
| 獨立董事   | 黃文鴻                          | 0           | 0           |
| 全體董事合計 |                              | 279,526,308 | 38.99%      |

註1：本公司已發行股份總數為716,797,925股，每股面額0.001美元。

註2：本公司獨立董事高小英於2019年1月2日辭任獨立董事。

註3：永豐餘投資控股股份有限公司於2018年12月17日改派代表人黃國龍；並於2019年1月2日擔任董事長。

註4：本公司董事許明珠於2019年1月2日辭任董事長。



**(附錄五)**

本年度股東常會之股東提案權受理情形說明

- 一、依本公司章程第33條規定，持有已發行股份總數百分之一以上股份之股東，得以書面向公司提出股東常會議案，但以一項為限，且所提議案以三百字為限。
- 二、本公司今年股東常會受理股東提案申請，期間自2019年4月8日至2019年4月18日止，並已依法公告於公開資訊觀測站。
- 三、公司並無接獲任何股東提案。

