10041

台北市中正區忠孝西路一段6號6樓 客服專線: (02) 2371-1658【公司代號: 5243】 乙盛精密工業股份有限公司 股務代理人 福邦證券股份有限公司股務代理部 網址:http://www.gfortune.com.tw/

股務代理部營業時間:

週一至週五上午8:30至下午4:30

106年股東常 開會通知書請即拆閱

集保結算所「股東e票通」 www.stockvote.com.tw

台北車站 南 凱撒 飯店

內

郵資已付 台北郵局許可證 台北字第557號 請沿虛線先摺再撕

國 內 郵

未書寫正確郵遞區號者 ,應按信函交付郵資

三聯:出席簽到卡

四

股東 台啓

- ※本次股東常會※
- ※恕不發放紀念品※ *****

聯 出席通知書(貴股東如欲親自出席請併同第三聯至會場報到 户名

出席通知書 (106)

本股東決定親自出席一○六年六月 二十二日舉行之本公司股東常會, 即請查照。

此 致

乙盛精密工業股份有限公司

股東. 户號 股東. 親自出席簽章處

月

編號:

※銀行名稱及代號(請填寫正確)

銀行 名稱	銀行 代號	銀行 名稱	銀行 代號	銀行 名稱	銀行 代號
台灣銀行	004	聯邦銀行	803	台北市五信	104
土地銀行	005	遠 東 國 際	805	基隆一信	114
合作金庫	006	元大銀行	806	基隆市二信	115
第一銀行	007	永豐 銀行	807	淡水一信	119
華南銀行	800	玉山銀行	808	淡水信合社	120
彰化銀行	009	凱基銀行	809	官蘭信合計	124
上海銀行	011	星展(台灣)銀行	810	桃園信合計	127
台北富邦銀行	012	台新國際	812	新竹一信	130
國泰世華銀行	013	大眾銀行	814		132
高雄銀行	016	日盛國際銀行	815	新竹三信	
兆豐國際商銀	017	安泰銀行	816	台中二信	146
全國農業金庫	018	中國信託	822	彰化市一信	158
花旗(台灣)	021	日商瑞穂	020	彰化市五信	161
澳盛(台灣)	039	美國銀行台北	022	彰化六信	162
台灣工業銀行	048	泰國盤谷	023	彰化十信	163
台灣企銀	050	菲律賓首都	025	鹿港信合社	165
渣 打 商 銀	052	美國紐約	028	嘉義三信	178
台中商銀	053	新加坡商大華	029	台南市三信	188
京城商銀	054	德商德意志	072	高雄三信	204
匯豐(台灣)	081	香港商東亞	075	花蓮一信	215
瑞興商銀	101	美商摩根大通	076	花蓮二信	216
華泰銀行	102	法商巴黎	082		222
臺灣新光商銀	103	法商東方匯理	086	127 126 126	
陽信銀行	108	瑞商瑞士	092	澎湖二信	223
板信銀行	118	日商三菱東京日聯	098	金門縣信合社	224
二 /= 本 	1 / 7		221	山莊和西八司	700

人加 並立 电十名 無以	106 □親自 □ 出席簽到卡 □ 表託 出席簽到卡 □ 表託 出席簽到卡 申間: -○六年六月二十二日(星期四)上午九時整 地點:新北市土城區三民路4號2樓(土城工業區服務中心) 股東户號: 持有股數:
股東戸名:股東通訊地址:株代理人姓名:人代理人通訊地址:	

本簽到卡未經本公司股務代理 乙盛精密工業股份有限公司一○六年股東常會

(2W) 乙盛精密工業 出席證編號:

人加芙及記音女無故。

核權

個人資料權益告知

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

户。	名						户	號						2V	
注意事項	一 青股東如歐繼續沿用原登記帳戶 神理區提,嚴請核對原登記帳戶 , 經確認無護後本學者回。 二 、	原登記匯款 「 銀行名稱		包銀	行存	款帳	· 號(分	介 行》	引、科	目、	帳號	、檢	:查号	乙。	
原留印鑑		郵代 局號 700 茲同意本人每年	號	 全股	利依_	上列聲	*請書え	- 1	帳 (含檢號) 理,若		不成巧	力即撤	《銷蒻	: 帳號	1115 1111

28 台北市中正區忠孝西路一段 6號 6樓



福邦 證券 限 份 有 限 公 司 服務代理部乙盛精密工業股份有限公司 服務代理人

事 再

等件人: 庙 區 里 路 段 巷 弄 號之 (樓)縣 鎮 村 街 街

委託書使用須知

- 一、股東親自出席者,不得以另一部份股權委託 他人代理,委託書與親自出席通知書均簽名 或蓋章者,視為親自出席;但委託書由股東 交付徵求人或受託代理人者,視為委託出 府。
- 二、委託書之委託人、徵求人及受託代理人,應 依公開發行公司出席股東會使用委託書規則 及公司法第一七七條規定辦理。
- 三、應使用本公司印發之委託書用紙,且一股東 以出具一委託書,並以委託一人為限。
- 四、委託出席者請詳填受託代理人或徵求人戶號 、姓名、身分證字號、住址,受託代理人如 非股東,請於股東戶號欄內填寫身分證字號 或統一編號,簽名或蓋章欄內簽名或蓋章即 可。
- 五、股東接受他人徵求委託書前,應請徵求人提 供徵求委託書之書面及廣告內容資料,或參 考公司彙總公告之徵來人書面及廣告資料, 切實瞭解徵求人與擬支持被選舉人之資料 料及徵求人對股東會各項議業之意見。
- 六、委託書送達公司後,股東欲親自出席股東會 或欲以電子方式行使表決權者,至遵應於股 東會開會二日前,以書面向公司為撤銷委託 之通知;逾期撤銷者,以委託代理人出席行 使之表決權為準。
- 七、委託書最遲應於開會五日前送達本公司股務 代理人福邦證券股份有限公司股務代理部。

	委	託		1	- -	
. ,	茲委託	君	(須由	委託人親自填寫	,不得以蓋章:	方
	式代替)為本股東	.代理人,出席	本公司]	06年6月22日舉	1.行之股東常會	,
	代理人並依下列授	權行使股東權	利:			
	□(一)代理本股東	就會議事項行	使股東	灌利。(全權委:		
	□(二)代理本股東	就下列各項註	案行使	本股東所委託表	示之權利與意	Į
	, 下列議安	- 土力源业,前	1 五柱 女	仿禄安丰二品为	1出結出。	

- 代理各股果就下列各項職案行便各股果所安託表示之權利與惡兇 ,下列議業未勾選者,視為對各該議業表示承認或贊成。 1. 承認105年度營業報告書及合併財務報表業。
- (1)○承認(2)○反對(3)○棄權 2.承認105年度盈餘分派業。 (1)○承認(2)○反對(3)○棄權 3.修訂「公司章程」部分條文業(以特別決議通過)。
 - (1)○贊成(2)○反對(3)○棄權
- 4. 修訂本公司「取得或處分資產之處理程序」案。
 - (1)○贊成(2)○反對(3)○棄權
- 二、本股東未於前項□内勾選授權範圍或同時勾選者,視為全權委託,但股 務代理機構擔任受託代理人者,不得接受全權委託,代理人應依前項 (二)之授權內容行使股東權利。
- 三、本股東代理人得對會議臨時事宜全權處理之。
- 四、請將出席證(或出席簽到卡)等交代理人收執,如因故改期關會,本委 託書仍屬有效(限此一會期)。
 - 此 致
- 乙盛精密工業股份有限公司 授權日期 年 月 日

徵求場所及人員簽章處:

委託人(股東) 禁發者 簽名或蓋章 父付現金或其此 建活取得及使用 聯 (託書(名 貴股 簽名或蓋章 40 號 委 理 簽名或蓋章 人出席 請塡妥此 五 姓 或 名 稱 名 稱 聯寄回

經辦:

開會通知書

- 一、茲訂於一○六年六月二十二日(星期四)上午九時整(受理股東報到時間於會議開始前三十分鐘辦理之),假新北市土城區三民路4號2樓(土城工業區服務中心),召開一○六年股東常會。會議主要內容:(一)報告事項:1.105年度營業報告。2.105年度審計委員會同意報告書。(二)承認事項:1.承認105年度營業報告書及合併財務報表案。2.承認105年度盈餘分派案。(三)討論事項:1.修訂「公司章程」部分條文案(以特別決議通過)。2.修訂本公司「取得或處分資產之處理程序」案。(四)臨時動議。
- 二、本公司一〇五年度盈餘分派案業經董事會決議擬訂如下:
 - (一)本公司擬發放每股新台幣1.5元之現金股利共新台幣260,293,373元,現金股利按分配比例計算至元為止,元以下捨去,分配未滿一元之 畸零款合計數,列入公司之其他收入。嗣後如因買回本公司股份等因素影響流通在外股份數量,致使股東配息比率發生變動而需修正時 ,授權董事長全權處理。
 - (二)配發員工現金紅利新台幣13,582,475元 及董事酬勞新台幣1,629,883元
- 三、依公司法第165條規定,自106年4月24日至106年6月22日止停止股票過户。
- 四、除於公開資訊觀測站公告外,特函奉達,並隨附股東會出席通知書及委託書各乙份,至希 查照撥冗出席, 貴股東如親自出席時,請填具 第二聯出席通知書暨第三聯出席簽到卡(無須寄回),於開會當日攜往會場報到出席。若委託代理人出席時,請填具第五聯委託書後全聯折疊 寄回,並請於開會五日前送達本公司股務代理人福邦證券股份有限公司股務代理部,俟經該部於出席簽到卡內加蓋登記章,仍寄交 貴股東 或 貴股東代理人收執,以憑出席股東會,如 貴股東或 貴股東代理人於開會前一天仍未收到出席簽到卡,請於開會當天攜帶身分證正本 及印鑑至會場辦理出席。
- 五、本次股東會若有委託書徵求人,本公司依規定擬將委託書徵求書面資料彙總於106年5月22日前上傳財團法人中華民國證券暨期貨市場發展基金會(證基會網址:http://free.sfi.org.tw)。投資人進入該網址後,請點選「查詢委託書公告開會資料由此進入」項目查詢相關資料。
- 六、本次股東會股東得以電子方式行使表決權,行使期間為:自106年5月23日至106年6月19日止,請逕登入臺灣集中保管結算所股份有限公司「股東e票通」網頁,依相關說明投票【網址:www.stockvote.com.tw】。
- 七、本次股東會委託書統計驗證機構為福邦證券股份有限公司股務代理部。
- 八、敬請 查照辦理為荷。

此 致 貴股東



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ecision Ind. Co., Ltd. 乙蟲精會工業股份有限公司 第六大修訂及宣述章報大綱亦章報 在日前結集中發明点

•	多正有被係文對照表	
Memorandum of Association of E	on Precision Ind. Co., Ltd. 乙盛精密工業形	是份有限公司
Proposal for the Amendment	Original Article	Reason for Amendments
Memoraudum 2. The Registered Office of th Company shall be at the office of Vistra (Cayman) Limited P.O. Box 31.119 Grand Pavilior Hibiscus Way, 802 West Ba Road Grand Cayman KYI 1205 Cayman Islands or at suc other place as the Directors ma from time to time decide.	Company shall be at the offices of Offshore Incorporations (Cayman) Limited, 4th Floor, P.O. Box 2804, George Town, Grand Cayman KY1-1112, Cayman Islands or at such other	To reflect the changes of name and registered address of the Company's registered agent.
		Reason for
Proposal for the Amendment	Original Article	Amendments
1.1 In these <u>Sixth</u> Amended and Restated Articles, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively:	1.1 In these Fifth Sixth Amended and Restated Articles, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively:	To amend the number of times.
1.1 Littious and Non-Littious Agent a person appointed by the Commany nursuant to the Applicable Law as the Commany's process agent for purposes of service of documents in the relevant jurisdiction and the Commany's responsible person in the ROC under the Securities and Exchange Law of the ROC;		This Article is amended according to the Taiwan laws and regulations.
24.4 Subject to the Law, for so long as the shares are listed on the TSE in the ROC, the Company shall provide the Members with a method for exercising their voting power by way of electronic transmission:	24.4 The Board may determine that the voting power of a Member at a general meeting may be exercised by way of a written ballot or by way of electronic transmission; provided, however, if a general meeting is	This Article is amended according to the Taiwan laws and regulations.

provided, however, if a general meeting is to be held outside the ROC or pursuant to the	to be held outside the ROC or pursuant to the Applicable Public Company Rules, the	
Applicable Public Company Rules, the Company is obligated	Company is obligated to provide the Members with a method for	
to provide the Members with a method for exercising their voting power by way of a	exercising their voting power by way of a written ballot or electronic transmission. The	
written ballot or electronic transmission. The method for	method for exercising such voting power shall be described	
exercising such voting power shall be described in the general meeting notice to be given to the	in the general meeting notice to be given to the Members if the voting power may be exercised	
Members if the voting power may be exercised by way of a	by way of a written ballot or electronic transmission. Any	
written ballot or electronic transmission. Any Member who intends to exercise his voting	Member who intends to exercise his voting power by way of a written ballot or by way of	
power by way of a written ballot or by way of electronic	electronic transmission shall serve the Company with his	
transmission shall serve the Company with his voting	voting decision at least two (2) days prior to the date of such	
decision at least two (2) days prior to the date of such general meeting. Where more than one	general meeting. Where more than one voting decision are received from the same Member	
voting decision are received from the same Member by the	by the Company, the first voting decision shall prevail, unless an	
Company, the first voting decision shall prevail, unless an explicit written statement is	explicit written statement is made by the relevant Member to revoke the previous voting	
made by the relevant Member to revoke the previous voting	decision in the later-received voting decision. A Member	
decision in the later-received voting decision. A Member who exercises his voting power	who exercises his voting power at a general meeting by way of a written ballot or by electronic	
at a general meeting by way of a written ballot or by electronic	transmission shall be deemed to have appointed the chairman of	
transmission shall be deemed to have appointed the chairman of	the general meeting as his proxy to vote his shares at the general	
the general meeting as his proxy to vote his shares at the general meeting only in the manner	meeting only in the manner directed by his written instrument or electronic	
directed by his written instrument or electronic	document. The chairman of the general meeting as proxy shall	
document. The chairman of the general meeting as proxy shall	not have the power to exercise the voting rights of such	
not have the power to exercise	Members with respect to any	

25.2	the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to resolution(s) meeting. For the purpose of clarification, such Members voting in such manner shall be deemed to have waived their voting rights with respect to any extemporary matters or or proposed of the purpose of the purpose of clarification, such Members voting rights with respect to any extemporary matters or or proposed at the general meeting. An instrument of proxy shall be	25.2	matters not referred to or indicated in the written or electronic document and/or any amendment to resolution(s) proposed at the said general meeting. For the purpose of t	This Article is
25.2	An instrument of proxy shall be in writing, be executed under the hand of the uppointor, or, if the appointor is a corporation or other non-natural person, under attorney duly authorised for that purpose. A proxy need not be a Member of the Company.	25.2	An instrument of proxy shall be in writing, be executed under the hand of the appointor or of his attorney. duly authorised in writing, or, if the appointor is a version, and of the control of the opension, more than and off an officer or attorney duly authorised for that purpose. A proxy need not be a Member of the Company.	Inis Article is amended according to the Taiwan laws and regulations.
33.1	There shall be a Board consisting of no less than fixe consisting of no less than fixe persons. The term of office for each Director shall not exceed a provided that in the event the expiration of the term of office expiration of the term of office with no Directors, the term of other wise leave the Company with no Directors, the term of expiration of the expiration of	33.1	There shall be a Board consisting of no less than accura- cy or the person of the person. The term of office for each Director shall not exceed a provided that in the event the expiration of the term of office of the provided that in the event the expiration of the term of office with a provided that in the event the company with no Directors, the term of other with no Directors, the term of a date of the general meeting next that the person of t	To meet the operation needs.

33.5	nominated by adopting the	33.5	Resolution increase or reduce the number of Directors, subject to the foregoing and the Applicable Law. The Independent Directors shall be nominated by adopting the	This Article is amended
	candidate nomination system specified in the Applicable specified in the Applicable specified in the Applicable specified in the Applicable specified specified in the Applicable specified specifie		candidate nomination system specified in the Applicable specified in the Applicable properties of the properties of the landependent Directors shall have professional knowledge and shall maintain independence within the scope of their within the scope of their interests in the Company. The have any direct or indirect interests in the Company of professional qualifications, and concurrent positions, and assessment of independence with respect to Independence to Independence with respect to Independence with the Applicable Public Company Rolles I	according to the Taiwan laws and regulations.
58.	Tender Offer Within Iffication 120 days, filer Within Iffication 120 days for tender offer application form and relevant documents by the Company of its Limited and by the Company per state of the Company to the Comp	58.	Tender Offer Within account Livy of the role offer application form and relevant documents by the Company or at <u>Binisters</u> and the property of the role of the r	This Article is amended according to the Taiwan laws and regulations.

		the names of other persons.		the names of other persons.	
1	(b)	the result of the	(b)	recommendations to the	
1	(0)	verification on the	()	Members on the tender	
1		identity and the financial		offer, which shall set	
1		conditions of the offeror.		forth the names of the	
		the fairness of the tender		Directors who abstain or	
1		offer conditions and the		object to the tender offer	
1		reasonableness of the		and the reason(s)	
		offeror's fund source.		therefor.	
1		and recommendations to	(c)	whether there is any	
1		the Members on the		material change in the	
1		tender offer, which shall		financial condition of	
		set forth the Directors'		the Company after the	
		specific consenting or		submission of the latest	
1		dissenting opinions on		financial report and an	
1		the tender offer and the		explanation of the	
1		reason(s) therefor.		change, if any.	
1	(c)	whether there is any	(d)	the types, numbers and	
1		material change in the		amount of the shares of	
1		financial condition of		the tender offeror or its	
1		the Company after the submission of the latest		affiliates held by the	
1		financial report and an		Directors and the Members holding more	
		explanation of the		than ten per cent (10%)	
1		change, if any,		of the total number of	
1	(d)	the types, numbers and		issued shares held in	
1	(u)	amount of the shares of		their own names or in	
		the tender offeror or its		the name of other	
1		affiliates held by the		persons.	
1		Directors and the		persons.	
1		Members holding more			
1		than ten per cent (10%)			
		of the total number of			
		issued shares held in			
1		their own names or in			
1		the name of other			
		persons.			
1	(c)	other relevant important			
		information.			
67.		intment of Litigious and	l		This Article is
1		Litigious Agent	l		amended
1		o long as the shares are	l		according to
1		on the TSE, the Company	l		the Taiwan
1		appoint a Litigious and	l		laws and
1		Litigious Agent pursuant to	l		regulations.
	ine A	pplicable Law to act as the			

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

	(中华文值供参考	之用	,正確內容應以英文服為學)	
	Eson Precision Ind. Co.,	Ltd. Z	盛精密工業股份有限公司章程大	49
	修订值		停町前	修訂原開
	本公司丝册所在地為 Vistra	2.	本公司註册所在地為 Offshore	本公司註冊代
	(Cayman) Limited 之所在地・		Incorporations (Cayman)	理人變更名稱
	即開曼群島 P.O. Box 31119		Limited 之所在地,即開竟群島	及註册地址。
	Grand Pavilion, Hibiscus Way,		Scotia Centre, 4th Floor, P.O. Box 2804, George Town, Grand	爰配合修正。
	802 West Bay Road, Grand		Box 2804, George Town, Grand Cayman KY1-1112 · 点 等 事 日	
	Cayman, KY1-1205, 或董事日		接法議其他挑點。	
	後決議其他地點。			
		, Ltd	.乙盛精密工業股份有限公司章程	
	修訂後		停订前	修訂原則
.1	本第 <u>六</u> 次修訂及重返章程中,	1.1		修改修訂次數
	下列文字及用语於與前後文內		下列文字及用語於與前後文內	*
	容不絕觸之情況下,應定義如		容不愁觸之情況下,應定義如	
	T:		F:	
.1	"舒告及非告代理人"			配合臺灣法規
	指本公司為在相關司法管轄地			修訂。
	收受文書,而依適用法律所指			
	定之送達代收人並為本公司依			
	中華民國證券交易法在中華民			
	因境內之負責人。			
4.4	除開曼公司法另有規定外、股	24.4	董事會得決定股東於股東會之	配合查灣法規
	份於證交所上市期間·本公司		表決權得以書面投票或電子方	修訂。
	應提供股東以電子方式行便表		式行使之, 惟股東會於中華民	
	<u>決權</u> ,惟股東會於中華民國境		國境外召開者,或依公開發行	
	外召開者,或依公開發行公司		公司規則之規定,公司有義務	1
	規則之規定,公司有義務提供		提供股東得以書面投票或電子	
	股東得以書面投票或電子方式		方式行使表決權。如表決權得	

_	行传表法權、如表法權得以書	以書面投票直弯干方式行停時	
	面投票或電子方式行使時,該	· 該等行便表決權之方式應數	
	(本) 有)	明於容易子將東之聯東會通知	
	寄發予股東之股東會通知。股	· 股東擬以書面投票或電子方	
	東擬以書面投票或電子方式行	式行使其表決權者,至遲應於	
	使其表決權者,至遲應於股東	股東會開會兩日前將其投票指	
	會開會兩日前將其投票指示送	示送達於公司,投票指示有重	
	達於公司、投票指示有重複時	獲時,以最先送達者為準,但	
	,以最先送達者為準,但股東	股東於後送達之投票指示中以	
	於後送達之投票指示中以書面	書面聲明微銷先前投票指示者	
	聲明撤銷先前投票指示者,不	不在此限。股東依前開規定	
	在此限。股東依前開規定以書	以書面投票或電子方式行使其	
	面投票或電子方式行使其於股	於股東會之表決權時、視為委	
	東會之表決權時,視為委託會	託會議主席為其代理人,於股	
	議主席為其代理人、於股東會	東會上依其書面在電子文件指	
	上依其書面或電子文件指示之	示之方式行使表決權。會議主	
	方式行传表治程。会議主席基	席基於代理人之地位、致書面	
	於代理人之地位,就書面或章	成電子文件中未提及成本數明	
	子文件中未提及在未前明之事	之事項、及/或該股東會上所	
	項、及/直接股東會上所提出	提出對原議案之修正、皆無確	
	對原議案之修正、皆無權行使	行使該股東之表治權、為禁清	
	該股東之表決權。為釐清疑義	疑義,該股東以該等方式行使	
	· 請股東以該等方式行传表法	表決權、即應提為其效請收驗	
	權,即應視為其就該次股東會	東會中所提之臨時動議及/成	
	中所提之臨時動議及/成原議	原議常之修正、常己放棄表法	
	案之修正,業已放棄表決權之	權之行使。	
	行使。		
25.2	委託書應為書面,並經委託人	25.2 委託書應為書面,並經委託人	配合臺灣法具
	親自簽署。如委託人為公司或	成其以書面合法授權之代理人	作 訂。
	非自然人股東時,由其合法授	簽署 · 如委託人為公司或非自	
	權之職員或代理人簽署。受託	然人股東時,由其合法授權之	
	代理人毋庸為公司之股東。	職員或代理人簽署。受託代理	
		人母庸為公司之股東。	
33.1	公司董事會、設置董事人數不	33.1 公司董事會,設置董事人數不	配合公司營運
	得少於五人,且不得多於九人	得少於七人,且不得多於九人	需要 .
	每一董事任期不得逾三年。	每一董事任期不得逾三年。	
	惟如該等董事任期倡滿解致公	惟如該等董事任期名滿將致公	
	司無董事,該任期得延長至任	司無董事,該任期得延長至任	
	期名满後次一選任新董事之股	期名满後次一選任新董事之股	
	東會召開之日止。董事得連選	東會召開之日止。董事得連選	
	連任 - 於符合適用法律規範及	連任 - 於符合適用法律規範及	

	前述董事人教範圍之前提下。			事人教範圍之前提下,	
	公司得隨時以特別決議增加成			随将以特別決議増加成	
	減少董事人數。			事人數。	
33.5		33.5		事之提名應依公開發行	
	規則採候還人提名制度。獨立			.则採供選人提名制度。	修訂。
	董事應其備專案知識,且於執			事應其備專案知識,且	
	行董事業務範圍內應保持獨立			董事業務範圍內應保持	
	性,不得與公司有直接或問接			不得與公司有直接或	
	之利害關係。獨立董事之專案			利害關係 - 獨立董事之	
	資格、持股與兼職限制、獨立			格、持股與兼職限制、	
	性之認定,應符合公開發行公			之認定。應符合公開發	
	可规则之规定。			規則之規定。	
58	会開收職	58	公開報		配合臺灣法規
	董事會於公司或公司依公開發			會於公司或公司依公開	修訂。
	行公司規則之規定指派之訴訟			公司規則之規定指派之	
	及非訟代理人接獲公開收購申			及非公代理人接獲公開	
	报書副本及相關書件後 15 日內			申报書副本及相關書件	
	應對建議股東接受或反對本			_日內,應對建議股東接	
	次公開收購作成決議,並公告			及對本次公開收購作成	
	下列事項:			並公告下列事項:	
	(a) 董事及持有公司已發行		(a)	董事及持有公司已發	
	股份超過百分之十之股東			行股份超過百分之十	
	自己及以他人名義目前将 有之股份締額、數量。			之股東自己及以他人 名義目前排有之股份	
				名 权 目 刑 行 引 之 NC TV	
	(b) 就本次公開收購 <u>人身分</u> 與財務批況、收購條件公		(h)	種類、數重。 就本次公開收購供將	
	平性,及收購資金東源合		(0)	抗本次公開股聯對股 東之建議,該應數明	
	理性之直證情形,對股東			不之处域, 血胞數明 對本次公開收購棄權	
	之建議、核原數明普賽回			投票或持及對意見之	
	意成及對之明確意見及其			董事姓名及其所持理	
	所持理由。			49 -	
	(c) 公司財務款況於最近期		(c)	公司財務批決於最近	
	財務報告提出後有無事大		(-)	期財務報告提出後有	
	學化及其學化說明(如有			無事大學化及其學化	
) -			認明(物准)。	
	(d) 董事及持有公司已發行		(d)		
	股份部過百分之十之股東			行股份超過百分之十	
	自己及以他人名盖格有公			之股東自己及以他人	
	開收購人或其關係企業之			名義持有公開稅職人	
	股份種類、數量及其金額			成其關係企業之股份	1

	(c) 其他相關重大訊息。	*	
67	基份的基本企業是 股份的指交換上車與同一本企 均無依據可止率在的如及 如代理人、接往本公司依中等 民國經濟之身於在中華民國經 布之自會人、或理中華民國經 有之自會人、或理中華民國經 基於國國之規則及提至所文章 著。所述部及其物於民國 為在中華民國境內有在所或差 所之自修人。		配合臺灣 (

SIXTH AMENDED AND RESTATED MEMORANDUM

AND ARTICLES OF ASSOCIATION

OF

Eson Precision Ind. Co., Ltd. 乙基糖胺工業設份有限公司

THE COMPANIES LAW (as amended) Company Limited by Shares SIXTH AMENDED AND RESTATED

MEMORANDUM OF ASSOCIATION OF

乙基精密工業股份有限公司

ame of the Company is Eson Precision Ind. Co., Ltd. 乙盛精密工業股份有限公司

The name of the Company is Boso Precision Ind. Co., Ld. Ca. B 查求是免费第分号。

The Registered Office of the Company all be at the offices of Virtual (Cayman Limited, P.C.
Box 31119 Grand Pavilion, Hidness Way, 802 West Bay Road, Grand Cayman, KV1-1205
Cayman Blands or dash other place are de Princeton may from tome to time decide.

The objects for which the company is established are unsersited and shall include, but without a company of the company of the inserting of an investment company and no art as promoters and enterpreneurs and to carry on business as financiers, expitabilist, concessionaires, merchants, brokers, Trades, decisies, against, imports and exporters and to undertake and carry on and execute all kinds of investment, financial, commercial, mercantile, trading and other operations.

(c) To purchase or otherwise acquire, to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of and deal with real and personal property and rights of

all kinds and, in particular, mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licences, stocks, shares, bonds, policies, book debts, business concerns, undertakings, claims, privileges and choses in action of all kinds.

Directors

Dividend Electronic Record

Electronic Transactio

Independent Directors

Ordinary Resolutio

Registered Office

Restricted Shares ROC Seal

Transactions Law, the Electronic Transactions Law (2003 Revision) of the Cayman Islands; the Financial Supervisory Commission of the ROC;

the Financial Supervisory Commission of the ROC, the Directors who are elected as "independent Directors" in accordance with the Applicable Public Company Buller; a contrast between the Company and one or more person(s) or entirely where the pursues thereto pointly bear losses and epily profits arting out of such basiness venue in accordance with the erms thereof? The Companies Law of the Cayman Islands and every modification, remactioned or revision thereof for the time being in force,

a contract or arrangement between the Company and any other person(s) pursuant to which such person(s) lease or rent from the Company the necessary means and assets to operate the whole business of the Company in the name of such person, and as consideration, the Company receives a pre-determined compensation from such person;

a pre-determined conspensation from such person, a pre-determined conspensation from such person, a personal appointable Law as the Company's process agent for purposes of service of decuments in the relevant jurisdiction and the Company's responsible person in the ROC under the Securities and Executive and Executive Company in the pre-provide personation to company of the pre-provide personation which such persons(s) manage and operate the business of the Company in the name of and for the benefit of the Company, and as consideration, such persons(s) personate to the section of the Company, and a consideration, such persons(s) the company is the name of and for the benefit of the Company, and a consideration, such persons(s) the company is the name of and for the benefit of the Company in the name of and for the benefit of the profits (or losses) of such business; the person of the public company reporting system multitationed

the public company reporting system maintained by the TSE; by the TSIE; the person registered in the Register of Members as the holder of shares in the Company and, when two or more persons are so registered as joint holders of shares, means the person whose name stands first in the Register of Members as one of such joint holders or all of such persons, as the context so requires.

a transaction whereby:

(a) (i) all of the companies participating in such transaction are combined into a new company, which new company generally assumes all rights and obligations of the combined companies; or (ii) all of the companies participating in such transaction are merged into one of such companies as the surviving company, and the surviving company generally assumes all rights and

obligations of the merged companies, and in each case the consideration for the transaction being the abures of the surviving or new company or any other company, cash or other assets; or 10, other forms of mergers and equipations which fall within the definition of "merger and consolidation" under the Applicable Public Company Intelligent Comp

any person appointed by the Board to hold an office in the Company;

has the meaning given thereto in Article 6; means, after the shares are listed on the TSE, the private placement by the Company of shares or other securities of the Company as permitted by the Applicable Public Company Rules; the register of directors and officers referred to in these Articles;

these Articles;
the register of members of the Company maintained in accordance with the Law and (as long as the Company is listed on the TSE), the Applicable Public Company Rule;
the registered office for the time being of the Company;
has the meaning given thereto in Article 34.6;

has the meaning given thereto in Article 2.6; Taiwan, the Republic of China; the common seal or any official or duplicate seal of the Company;

the person appointed to perform any or all of the duties of secretary of the Company and includes any deputy or assistant secretary and any person appointed by the Board to perform any of the duties of the Secretary;

duties of the Secretary;
share(s) of par value NTS10 each in the Company;
Subject to the Law, means a resolution passed at a
general meeting of the Company by a majority of
at least two-thirds of the votes cast by such
Members who, being entitled to do so, vote in
person or by their proxies, or, in the case of
Members that are corporations or other non-natural

person or by their proxices, or, in the case of Members that are computations of other non-attual Members that are computations of other non-attual Members is entitled, and the control of the con-computing the number of votes to which each Member is entitled, with respect to any company, (1) the entity, more than one half of whose total number of the issued capital are directly or indirectly held by such company; (2) the entity that such company has a direct or indirect control over its personneys has a direct or indirect control over its personneys has a direct or indirect control over its personneys has a direct or indirect control over its personneys has a direct or indirect control over its personneys has a direct or indirect control over its personneys has a direct or indirect control over its personneys has a direct or indirect control over its personneys to have a fine over its personneys to the control of the state of the control of the control of the control of the share coupital see held by the sames shareholder(s) of the a resolution passage by a material view of if the

static capital are near by the same statements of the same statement of the same stateme

has the meaning given thereto in Article 3.12;

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

whether corporate or not.

(1) the works:

(2) the works:

(3) the works:

(4) "may shall be construed an permissive, and

(1) "shall' shall be construed as imperative;

(5) "written" and "in writteng include all modes of representing or reproducing words in visible forms, including the firm of an Electronic Record;

(1) an erference to statutory provision shall be deemed to include any amendment or reeast-term thereof;

(2) unless otherwise provided lereits, words or expressions defined in the Law shall bear

unless otherwise provided lereits, words or expressions defined in the Law shall bear

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

1.3 In these Articles expressions referring to writing or its cognates shall, unless the contrary intention appears, include facsimile, printing, lithography, photography, electronic mail and other modes of representing words in visible form.

means the Taiwan Depository & Clearing Corporation;

all kinds and, in particular, mortgages, debentures, produce, concessions, options, cocurrates, patteris, animules, literoes, stocks, share, bondis, policies, boddests, business cocurrates, patterns, animules, literoes, stocks, share, bondis, policies, boddests, business or conjectively, and an order stocks, business or comparation for otherwise, take hold, deal in and convert stocks, bases and accurate ord fill kinds and to enter into partnership or into any arrangement for sharing profile, reciprocal concessions or cooperation with any present or comparation to promote and and in prosenting, to the purpose of acquiring and understaining any property and liabilities of the Company or of a sharing indicated profile and the company of the system of the company of the company of the system of the company of the c

bills of lading, warrants and other negotiable or transferable instruments, to lead money or other assets and to act as guarantors; to berow or raise money on the security of the undertaking or all or any of the assets of the Company including uncaded copied or without security; to invest monics of the Company in the Company including uncaded copied or without security; to invest monics of the Company in make humaner as the Direction determine; to promote other companies, respect to Members of the Company in cambo that allow the proceeded motion to pay pensions or grantities or provide other benefits in each or laid to Direction, officers, employees, past or generate and their finallies, to purchase Protects and officers, building insurance and a locarry on research and their finallies, to purchase Protects and officers hability insurance and a locarry on Company or the Directors, may be conveniently or profitably or uncfully sequired and dealt with, carried on, executed of other by the Company in connection with the business directed PROVIDIDI THAT the Company shall only carry on the businesses for which a facence is a company to the Protection of the Company in connection with the business forward PROVIDIDI THAT the Company shall only carry on the businesses for which a facence is the protection of the control of the Company in connection of the Company in connection with the businesses for which a facence is the control of the Company in the connection of the Company in the Comp

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

The liability of each Member is limited to the amount from time to time impaid on such. The share equils of the Company is NYID20000000000 violetila and 200000000 outlinary shares of a par value of NYID10 each with prover for the Company, subject to the provisions of the Companies Low sameodies) and the Articles of Association, to redeem on principate any of whether original, redeemed, increased or reduced, with or without any perference, priority or whether original, redeemed, increased or reduced, with or without any perference, priority or special privilege or analyset can any postponement or rights or any conditions or restrictions and so that mises the conditions of since shall influence expressly declaire, every insecretion of the privilege of the condition of the second of the contraction of the contraction of the condition of the condition of the companies and privilege and the contraction of the contract contained in this Memorandum of Association, the Company shall have no power to the Companies is registered as exceeding only the carried on subject to other provisions of the Companies Low (as associated and the Articles of Association, at hall have the power to particulation ocuside the Cayman Islands and to be deregistered in the Cayman Islands and to the designate that the contraction ocuside the Cayman Islands and to be deregistered in the Cayman Islands.

SIXTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION

Eson Precision Ind. Co., Ltd.

乙基精密工業股份有限公司

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	Registered Shares	32.	Directors Attendance at		Financial Year End
AL.	TERATION OF		General Meetings		UDIT COMMITTEE
SH	ARE CAPITAL		ECTORS AND OFFICERS	61.	Number of Committee
11.	Power to Alter Capital	33.	Number and Term of Office of		Members
12.	Variation of Rights		Directors	62.	Power of Audit
	Attaching to Shares		Election of Directors		Committee
	VIDENDS AND		Removal of Directors		INTARY WINDING-UP
CA	PITALISATION		Vacation of Office of Director		ND DISSOLUTION
13.	Dividends		Compensation of Directors	63.	Winding-Up
14.	Capital Reserve and		Defect in Election of Director		CHANGES TO

14. Clypidal Reserve and Power to Set And 29 Defects in Election of Discours Power to Set And 29 Defects in Election of Discours Power to Set And 29 Defects in Election of Discours Power to Set And 20 Defects in Election of Discours Power to Set And 20 Defects of Discours and Dis Officers

MEETINGS OF THE BOARD
OF DIRECTORS

Board Meetings
49. Notice of Board Meetings

OF

乙基精密工業股份有限公司

Table A

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

INTERPRETATION

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

where not inconsistent with the context, have the following meanings, respectively:

Applicable Law

the Applicable Public Company Rules with the ROC laws, rules and regulations (including Law to regulations) and the Company Law, the regulations promulgated by the 19 Can differ and the rules and regulations promulgated by the 19 Can differ and and regulations promulgated by the 19 Can differ and and regulations promulgated by the 19 Can differ and and regulations promulgated by the 19 Can differ and proposed to the company Law the Company L

Committee
VOLUNTARY WINDING-UI
AND DISSOLUTION
63. Winding-Up
CHANGES TO
CONSTITUTION

CHANGES IO
CONSTITUTION
CONSTITUTION OF SHARE
CAPITAL
65. Reduction of Share
Capital
66. Induction of Share
Capital
67. Appointment of Litigious
and Non-Litigious Agen
67. Appointment of Litigious
Agen
68. Appointment of Litigious Agen
69. Appointment of Litigious Agen
69. Appointment of Litigious Agen
69. Appointment of Litigious Agen

SILARES

1 Subject to these Articles and any resolution of the Members to the contrary, and without projectic to the special rights previously conferred on the holders of any existing shares or class of shares, the Hourid shall have the power to issue any unissued abuses of the Company that the contrary is the shares of the Company that the classes of gain and of perights, terminal and other rights, terminaceable or otherwise in respect of shares; may be issued with such preferred, deferred or other special rights or such contrary to the contrary of th the audit committee of the Board, which shall comprise solely of Independent Directors of the

to these Articles and acting at a meeting of directors at which there is a quorum in accordance with these Articles;

2.3 Where the Company increases its issued dues capital by issuing new shares for eath consideration in the EOC, the Company shall allocate 10% of the total amount of the new shares to be issued, for offering in the EOC to the public (Public Offering Purisar) unless it is not increasing or appropriate, as determined by the EOC of TSI for the Company is a forementationed 10% is resolved by the Members in a general meeting by Ordinary Resolution to be offered, the precenting determined by such resolution shall prevail and Company shall after reserve 10% to 13% of such new shares for subscription by the employees of the Company and its bisublisatives (the Timplayee shaber-pline Purisar).

2.4 Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increases its issued datae capital by issuing new shares for subscription by the employees of the Company and its bisublisatives (the Timplayee shaber-pline Purisar).

2.4 Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increases its issued datae capital by issuing new shares for subscription Purisary. The Company shall make a public amounterent and mority each Member that he is entitled to exercise a persual by issuing the values has journed a consideration. The Company shall make a public amounterent and consideration. The Company shall make a public amounterent and consideration. The Company shall state in such amountement and restricts to the Members the proceedance for exercisions used pre-emptive right on symmethes that to purchase his jour rata portion of such remaining newly-issued shares. Where are acressed of the pre-emptive right on symmethes the proceedance of a Member, the estitiments (suchading fractional entitlements) of two or more thanks of the company and the publicable Public Company Rules. If the total number of the new that are acressed on the pre-emptive right of Members and accordance with such directions and terms and conditions as determined by the with these Articles;
for the purpose of these Articles only, comprises of
the premium paid on the issuance of any share and
income from endowments received by the
Company under the Law;
the Director elected amongst all the Directors as
the chairman of the Board;
Eson Precision Ind. Co., Ltd. 乙亚特雷工業股份
有限公司; 有限公司; a committee of the Board, which shall be comprised of professional individuals and having the functions, in each case, prescribed by the Applicable Public Company Rules; the voting mechanism for an election of Directors as described in Article 34.2; the directors for the time being of the Company and shall include any and all Independent means any dividend resolved to be paid on the

chares of the Company pursuant to the Articles; has the same meaning as in the Electronic Transactions Law;

(g) in connection with the issue of Restricted Shares in accordance with Article 2.5 hererof.
(h) in connection with meeting the Company's obligations under convertible bonds or composate bonds vested with rights to acquire shares;
(i) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire shares;
(i) in connection with Prévaler Placement of the recurrities issued by the Company.
The Company shall not issue any unpuds dhares or partly paid-up shares.

with rights to acquire shares, or

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

2.7 The Company shall not issue any unquid athere or partly paid-up shares.

2.8 Novimbarandage Article 2.5 bearon, the Company may upon approval by a majority of the Directors at a meeting attended by two-shalls or more of the total number of the Directors, or other statistics are shall be a considered or of the Company and its Substaintes, and for the avoidance of doubt, resolution of the Members is not required.

2.9 Options, variants or other similar instruments issued in accordance with Article 2.8 above are not transferable save by inheritance.

2.10 The Company may enter into agreements with employees of the Company and doubt and Article 2.5 above, whereby employees may subscirbe for within a specific proof, a specific number of the shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms applicable incentive programment.

Redomption and Purchase of Shares

3.1 Subject to the Law, the Company is authorized to insue shares which are to be redeemed or of capital or out of any other account of final authorized for the company is authorized to make psychological or of its placement of or operation or out of any other account of final authorized for the purpose in accordance with Law.

of capital or out of any other account or find authorised for this purpose in accordance with
of capital or out of any other account or find authorised for this purpose in accordance with
III and the purpose of the first of th

the TSE for any reason.

The redemption price may be paid in any manner authorised by Article 15.1.

A delay in payment of the redemption price shall not affect the redemption but, in the case of a delay of more than thirty days, interest shall be paid for the period from the date date until only of the redemption of

this purpose).

3.10 Subject as aforesaid, the Directors may determine, as they think fit all questions that may arise concerning the manner in which the redemption of the shares shall or may be effected.

3.11 No share may be redeemed unless it is fully paid-up.

3.12 Shares that the Company purchases, redeems or acquires (by way of surrender or otherwise) shall be cancelled immediately or held as treasury shares ("Treasury Shares") at the discretion of the Directors.

3.13 No Divident may be declared rapid, and no other distribution (whether in eath or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up of the Company's assets (including any distribution of assets to Members on a winding up of the Company) are passed to the Company in tempor of a Treasury Share.

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

any given time, whether for the purposes of these Articles or the Law.

1.15 Any proposal to transfer the Treasury Shares to the employees of the Company and its Subsidiaries at a price below the average actual repurchase price must be approved by Special Resolution in the next general meeting and the times required by the Applicable Public Company Rules shall be specified in the notice of the general meeting and may not be proposed as an extemporary uniform. The aggregate member of Treasury Shares reviowed as all the proposed as an extemporary uniform. The aggregate member of Treasury Shares reviowed as all the contract of the co

3.16 Subject to Article 3.15, Treasury Shares may be disposed of by the Company on such terms and conditions as determined by the Directors.
Rights Attaching to Shares
Subject to Article 2.1, the Memorandum and these Articles, other contractual obligations or restrictions that the Company is bound by and any resolution of the Members to the contrary and without prejudice to any special rights conferred thereby on the holders of any other shares or class of shares, the haste capital of the Company is that provided into shares of a single class the holders of which shall, subject to the provisions of these Articles.
(a) be entitled to one votyee per share.

general meeting;
in the event of a winding-up or dissolution of the Company, whether voluntary or involuntary or for the purpose of a reorganization or otherwise or upon any distribution of capital, be entitled to the surplus assets of the Company; and generally be entitled to enjoy all of the rights attaching to shares.

entitled to the surphus assets of the Company, and
(d) generally be entitled to onjoy of the rights attenting to shares.

Share Certificates

5.1 Shares of the Company shall be issued in uncertificated-origites form unless the issuance of
share certificates is required by the provisions of the Applicable Public Company Rules.

Where share certificates are issued, veryy Member shall be entitled to a certificate issued or of the Blood, specifying the multier and, where appropriate, the class of shares held by such
Member. The Blood may by reachion determine, either generally or in a particular uses, that
yor all signatures on certificates may be printed thereon or affixed by mechanical nearms.

5.2 If any share certificates that the proved to the satisfaction of the Blood has been been won out,
indemity for the lost certificate is the second on the state of the second contributes of the second in the second or the state of the second in the second or the second or the state of the second in the second or the se

in these Articles.

4.2 The rights and obligations of Preferred Shares may include (but not limited to) the following terms and shall be consistent with the Applicable Public Company Rules:

(a) the other of pristry and Resed amount of Freed mate or allocation of Dividends and the control of the Company of the Company;

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

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

voting rights whatsoever) of the Members holding the Preferred Shares;

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

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

REGISTRATION OF SHARES

Registered Holder Absolute Owner

REGISTRATION OF SHARES

(a) For so long as shares are listed on the TSE, the Board shall cause to be kept a Register of Members

(b) For so long as shares are listed on the TSE, the Board shall cause to be kept a Register of Members which may be kept outside the Caymus Blanks at such place as the Directors shall appoint and which shall be maintained in accordance with the Law and the Applicable Public Company Rather (a) the Company has shares that are not listed on the TSE, the Company land also cause to be pair agrister of what have in accordance with Section 40 of the Law.

ept as required by law: no person shall be recognised by the Company as holding any share on any tr no person other than the Member shall be recognised by the Company as has as bate: mafer of Registered Shares

Transfer of Registered Shares

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

9.2 All transfers of shares which are in certificate, form may be effected by an incurrence of the state of the control of the state of the control of the state of the state

to accept mechanically executed transfers.

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

these Articles. If the loand refuses to register a transfer of any share, the Secretary shall, to the transferor and transferoe notice of the refusal.

Remainder of Registered Shares

In the case of the death of a Member, the survivor or survivors where the deceased Member was a sole holder, and the legal personal representatives of the deceased Member was a sole holder, and the legal personal representatives of the deceased Member was a sole holder, and the legal personal representatives of the deceased Member was a sole holder, and the legal personal representatives of the deceased Member was a sole holder, and the legal personal representatives recognised by the Company as shall release the eatist of a deceased John broader from any liability in respect of any share which had been jointly held by such deceased Member with other persons subject to the representative means the executor or administration of a deceased Member or such other persons as the Board may, in its absolute discretion, decide as bring properly subtrained to deal with the shares of a deceased Member.

Any person becoming entitled to a share in consequence of the deals or barriagney of my sufficient or may elect to nominate some person to be registered as a transfere of such share, and in such case the person becoming entitled to a barriaght case of any share and in such case the person becoming entitled to a barriaght which even of such administration of the following.

**Transfer by a Person Hecoming Intention to a barriagneys of a Member (the "Company")

**IVEN, having become entitled in consequence of the [death baskrapteys] of Junes and address

I/We, having become cuttiful in consequence of the [death/bankruptey] of [name and address of deceased Member] to [number] share(s) standing in the Register of Members of the Company in the name of the said [name of deceased/bankrupt Member] instead of being registered myself/ourselves, else to have [name of transfered [the "Tinasferee") registered as a transferee of the shahes(s), and I/We ob berely accordingly transfer the said sharingth and the other shape accordingly transfer the said sharingth and the said to the firm feet for the calculation of the transferee is hold the same unto the Transferee, has of the caesation, administrators and according to the caesation of the same transfer of a the time for the execution according to the caesation of the caesation and the same were believed at the time of the execution.

hereof, and the Transferee does hereby agree to take the said share(s) subject to the same conditions. DATED this [] day of [], 201[]

Transfers: Wisses
On the presentation of the foregoing materials to the Board, accompanied by such evidence
as the Board may require to prove the title of the transferor, the transferee shall be registered
as a Member. Notwithstanding the foregoing, the Board shall, in any case, have the same
apilt to decline or support registration or reline registration as subgulated in Arrice 9.5 as it
would have had in the case of a numetre of the share by that Member before such Member's
death or bankrupes, as the case may be

amount as it thinks expedient.

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

(a) consolidate and divide all or any of its share capital into shares of larger amount than its estiming shares in such manner as permitted by Applicable Law, or

shales of any denomination, or
or shall-risk its existing shares, or any of them into shares of a smaller amount provided
that in the subdivision the proportion between the amount paid and the amount, if any,
unpaid on each reduced share hall be the same as it was in ease of the share from
which the reduced share is derived, or

(d) camed shares which at the date of the passing of the resolution have not been taken or
agreed to be taken by any person and diminish the amount of its share capital by the
amount of the shares so uncertified in such manner as permitted by Applicable Law.

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

term is the Directive think fit and may issue Tructional shares.
Subject to the Law, Article 114(a) and this Article and except as otherwise provided by the
rights attached to any shares, the Company may distribute profits in accordance with a
proposal for profits distribution approved by the Board and anctioned by the Members by an
Ordinary Resolution, in general meetings. No Dividends or other distribution shall be paid
any receive, faint of a caccurat as otherwise permitted by the Law. Except as otherwise
provided by the rights attached to any shares, all Dividends and other distributions shall be
any receive, faint of a caccurat as otherwise permitted by the Law. Except as issued on
any receive, that the state of the st

rights and interests; and shall set aside out of the profits of the Company for each flusness year: (i) a reserve shall set aside out of the profits of the Company for each flusness year; (ii) ten per cost (10%) as a general reserve, and (iv) a special surplus reserve as required by the applicable securities authority under the Applicable Padric Company Tatles or a reserve as determined by the fload pursuant of Article 41.

Capital Reserve and Power to Set Aside Profits

14.1 The Board may, before declaring a Dividend, set aside out of the surplus or profits of the

(b) convert all or any of its paid up shares into stock, and reconvert that stock into paid-up shares of any denomination; or

Reconstitute and and not extracte, the Company may from time to time by special Reconstitute (a) change for mane;

(b) aller or add to the Articles;

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

(d) reduce its basic empiral and any capital redemption reserve fund.

A Subject to the Law and Article 11.5, the following actions by the Company shall require the expect of the company and require the expect of the company and proper effecting and one of the company and the expect effecting and ore plantaged for the company and the proper effecting and proper funds for any Meager except for any Meager which fulls within the definition of "meager" and/or "consolidation" under the Law, which requires the approval of the contract of the company of the contract of the company of t

(a) the transferring of the whole or any essential pair of the business or assets of the (c) exacting of essuring the whole business or assets of another person, which has a naterial effect on the Company's operation.
11.5 Subject to the Law, the Company may be wound up voluntarily.
(a) if the Company resolves by Ordinary Resolution that it be wound up voluntarily because the Company is unable to pay in debet as they full due; or
(b) if the Company resolves by Special Resolution that it be wound up voluntarily for if the Company resolves by Special Resolution that it be wound up voluntarily for the full part of the company resolves by Special Resolution that it be wound up voluntarily for if the Company Resolution (a) and Resolution (a) are currently for a private Placement within the territory of the ROC in accordance with Applicable Public Company Roles.
10. The Company Role of the Company Roles of the ROC in accordance with Applicable Public Company Roles.

Variation of Rights Attaching to Shares
If, at any time, the share capital is divided into different clauses of clauses, the rights attached to any
If, at any time, the share capital is divided into different clauses of the clause and man claus many, whethere or
ten the Company is desired with the sustained of a Special Recolution passed at a
general meeting of the holders of the shares of the claus. Notwithstanding the foregoing, if may
modification or alteraction in the Articles is propulated in the preferential rights of may claus of shares,

such modification or alteration shall be adopted by a Special Resolution and shall also be adopted by a Special Resolution passed at a separate meeting of Members of flast class of shares. The right and the state of the state

DIVIDENDS AND CAPITALISATION

Intends.

The Board may, subject to approval by the Members by may of Ordinary Resolution or, in the case of Article 13-(40), Supermajority Resolution and subject to these Articles and any intercision of the Company in general meeting, declare a Divided to be paid to the Members in proportion to the number of shares held by them, and touch Dividend may be paid in each, interest as against the Company.

Subject to the provisions of Article 13.1 hereof, the Divictors may determine that a Dividend half be paid wholly or partly by neglect assets (which may cousin of the data the paid wholly or partly by the divinition of appetic assets (which may cousin of the data the paid wholly or partly by the divinition of appetic assets (which may cousin of the data the paid wholly or partly by the divinition of appetic assets (which may cousin of the data the paid wholly or partly by the divinition of a partly and the paid wholl as a divinition of a paid to the country of the analysis of the paid of the state of the data the paid wholl as a divinition in species and an assurance on the valuation of the ansets for off the assets for distribution. The Directors may make each payments to some Members on of the assets for distribution. The Directors may make each payments to some Members on the footing of the values to fixed in order to adjust the nights of Members. Wholl inting terms at the Directors think fixed alway issue Practicual shares.

Subject to the Law, Article 11-(4) and this Article and except as otherwise provided by the

special supplies reserve as required by the applicable securities authority under the Applicable Public Company Rules or a receive a determined by the fload pursuant Papel Company Rules or a receive a determined by the fload pursuant 13.5. Subject to compliance with the Law and after setting nide such amounts as the Board deems fit in accordance with the distribution policy set on in Article 13.4, the Board shall recommend to Members for approval in any financial year the amount of the Dividend of members of the property of the Members.

(a) between two per cent (2%) and eight per cent (2%) of the earning generated from the immediately preceding fluxestical year (sechative of floors excuminated from previous year) out of the distributable amount as bounts to enhance the second previous year) out of the distributable amount as bounts to employee, including employees of the immediately preceding fluxestical year (sechative of those accumulated from previous years) out of the distributable amount are memoration to the Divictors (Threeters' Kemateurstein'), and control (17%) of the cartings generated from the immediately preceding fluxestical year (sechative of those accumulated from previous years) out of the distributable amount are accumulated from previous years) out of the distributable amount are accumulated from previous years of the distributable amount are accumulated from previous years out of the distributable amount are accumulated from previous years) out of the distributable amount are such previous that the adjustment of the distributable amount are such previous of the distributable amount are such previous that the such previous years out of the distributable amount as Dividend to the Members.

The Board shall determine how much of the amount shall be allocated to the Employee's House, Director's Remuneration and Dividend, provided that the Board shall comply with the distributable amount are considered to the Members. In the same that the summary of the previous accumulated to the Members of the B

Company, such sum as it thinks proper as a reserve to be used to meet contingencies meeting the deficiencies for implementing Dividend distribution plans or for any purpose to which those funds may be properly applied. Penting application, such sum particles to which those funds may be properly applied. Penting application, such sum particles are supported to the properly applied. Penting applied the such reserved to the properly applied. Penting applied the such form the funds of the properly applied to the properly applied ton

14.2 Subject to any direction from the Company in general meeting, the Directors may on behalf of the Company excess and options conferred on the Company the Law in regard to the Capital Reserve. Subject to compliance with the Law, the Directors may on behalf or the Capital Reserve Subject to compliance with the Law, the Directors may on behalf of the Company set off accumulated losses against credits standing in the Capital Reserve and make distributions on of the Capital Reserve.

- person and to such auteres as the biodier may in writing direct.

 15. In the case of join biodies of shares, any Dividend, interest or other monies payable in cash in respect of shures may be paid by cheque or dard sent through the post directed to the address of the biodier first atmend in the Register of Hordene, or to such prevent and to such holders of any thurse any one can give an effectual receipt for any Dividend paid in respect of such thards.

Subject to the Law and Article 11.4(a), the Board may capitalise any sum for the time being standing to the credit of the Capital Reserve or other reserve accounts or to the credit of the profit and loss account or otherwise available for distribution by applying such sum in paying up unissued shares to be allotted as fully paid bonus shares pro rata to the Members.

MEETINGS OF MEMBERS

METINGS OF MEMBERS

utal General Meetings

The Company shall hold a general meeting as its annual general meeting within six months following the end of each fixed year. The Board shall call all annual general meetings. The general meetings (including annual general meetings) and extraordinary agencial meetings) while held at such time and place as the chairman or any two Directions or any Directions or any Direction of Direction or any Direction or any Direction of Direction or any Direction o

ROC to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).

Extraordiary Ceneral Meetings

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

- IR.2 The Board may convene an extraordinary general meeting of the Company whenever in their judgment such a meeting is necessary or is desirable, and the Board shall on a Member's requisition as defined in Article 18.3 forthwin proceed to convene an extraordinary general 18.
 IR.3 A Member's requisition set forth in Article 18.2 is requisition of one or more Members of the Company bolding in the aggregate at the date of deposit of the requisition not less than three per cent (3%) of the total number of issued shares of the Company which as at that date have been facel by such Member(s) for at least one yeal; mattern in the discussed at the value of the contract of the contrac
- more requisitionists.

 15 If the Board does not within fifteen (15) days from the date of the deposit of the Member's requisition dispatch the notice of an extanordinary general meeting, the requisitionists may themselves converse an extraordinary general enerting, provided that if the extraordinary general meeting, with the held outside the RDC, an application shall be submitted by such requisitionists to the TSIE for a prior approval.

- Notice

 19.1 the best thirty days fusice of an annual general meeting shall be given to each Member until and to attend and when there at annual general meeting, the law, place and time at which the meeting is to be held and the general nature of bestieses to be conducted at the meeting.

 19.2 At least fifteen days notice of an extraordinary general meeting shall be given to each Member cuttiled to attend and word thereat, stating the date, place and time at which the meeting is to be held and the general nature of the business to be considered at the meeting.
- meeting is to be held and the general nature of the business to be considered at the meeting.

 19.3 The Board shall fix a record date for determing the Members entitled to review notice of
 and to vote at any general meeting of the Company in accordance with Applicable Public
 Company Rules and close its Register of Members accordingly in accordance with Applicable Public Company Rules

 19.4 Subjects to Article 22.4, the accadedatal omission to give notice of a general meeting to, or the
 non-receipt of a notice of a general meeting by, any person entitled to receive notice shall not
 invalidant the proceedings at the mote entity.

 19.5 For a long as the faster are listed on the TSE, the Company shall amounte to the public the
 notice of a general meeting, they of intrinsural, agendas and materials relating to the

matters to be reported and discussed in the general meetings, including but not limited to, election or discharge of Directors, in accordance with Articles 19.1 and 19.2 hereof, and shall immunif the same with the Market Observation Post System in accordance with Applicable Public Company Rules. If the voting power of a Member at a general meeting shall be exceived by way of a written buller, the Company shall also send the written document for accordance with Articles 19.1 and 19.2. The Directors shall prepare a meeting shandbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Fost System in a deep continuous or in the case of extraordinary general meetings, fifteen (15) days prior to such meeting.

- to such meeting.

 The following nutres shall be stated in the notice of a general meeting, with a summary of the major content to be discussed, and shall not be proposed as an extemporary motion:

 (a) election of the helmogra of Directors,

 (b) alteration of the Memorandam or Articles,

 (c) (d) identification, Merger or spin-ori, (d) entering into, amending, or terminating any least contents. Management Contract or Joint Operation Contract, (iii) transfer of the whole or any exception part of the business or assets of another person, which has a marrial effect on the operations of the Company, on the whole of the business or assets of another person, which has a marrial effect on the operations of the Company or which has a marrial effect on the operations of the Company or the spin of the contract of the spin of the contract of the c
- ratification of an action by Director(s) who engage(s) in business for himself or or behalf of another person that is within the scope of the Company's business,
- teenan to another person man is written me scope to the company's observable of distribution of the whole or part of the surplus profit of the Company in the form of new shares, capitalization of Capital Reserve and any other amount in accordance with Article 16, and

 Private Placement of any equity-related securities to be issued by the Company.
- (f) Private Placement of any equity-related ecurities to be issued by the Company. The Board shall keep the Memoratum and Articles, immuses of general mectings, financial statements, the Register of Members, and the counterfail of any corporate bonds issued by the Company as the Registered of the Graphicals based to Company's stock affairs agent located in the RCE. Members may request, from time to time by submitting documents of the Company's total control of the Register of Direct of the Register of Company and Company to the Company shall make available all the statements and records prepared by the Board and the report prepared by the Asalt Commanter which will be submitted to the Members at the report prepared by the Asalt Commanter which will be absoluted to the Members at the report prepared by the Asalt Commanter which will be submitted to the Members at the school of the Register of th

Giving Notice

20.1 Any Notice or document, whether or not to be given or issued under these Articles from the Company to a Member, shall be in writing or by cable, telex or finestimite transmission message or other form of electronic transmission or communication, and any such Notice and document may be seved or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member there personally or by sending it through the post in a prepaid envelope addressed to such Member supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any such address or transmitting it to any telex or facinities transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the Notice reasonably and boan falle believes extent permitted by Applicable Law, may also be severed by advertisement in appropriate newspapers. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands from in the Reguler of Members and notice so given shall be deemed a sufficient service on or delivery in all the joint holders.

- Any Notice or other document.

 (a) If accord or deliver by post, shall when appropriate be over by simual and shall be fracted or the lower by the shall be a shall be excelpted on the ship following that on which the excelpted containing the same reported proposal and addressed, by particular to proving such service, or delivery it shall be sufficient to prove that the envelope or warpper containing the notice or document was properly addressed and part into the post and a certificate in writing signed by the secretary or other offseer of the post and a certificate in writing signed by the secretary or other offseer of the containing the notice or other document was so addressed and pair into the post shall be conclusive evidence thereof;

 (b) If sently declerative communication, shall be deemed to be shown on the datum and addressed.
- be conclusive evidence thereof;

 If sent by electronic communication, shall be deemed to be given on the day on which
 it transmitted from the server of the Company or it a gent;
 If served or delivered in any other manner contemplated by these Articles, shall be
 deemed to have been served or delivered at the time of personal service or delivery or,
 defended to have been served or delivered at the time of personal service or delivery or,
 proving such service or delivery a certificate in writing signed by the secretary or
 other officer of the Company or of the person appointed by the Bond as to the act and
 time of such service, delivery, despatch or transmission shall be conclusive evidence
 thereof; and
- (d) may be given to a Member either in the English language or the Chinese language subject to due compliance with all Applicable Law, rules and regulations. This Article shall apply mutatis mutandis to the service of any document by a Member on the Company under these Articles.

- The Board may postpone any general meeting called in accordance with the provisions of these Articles provided that notice of postponement is given to each Member before the time for such neering. A notice stating the date, time and place for the postponed meeting shall be given to each Member in accordance with the provisions of these Articles.

 Quarma and Proceedings at General Meetings

 22.1 No resolutions shall be adopted unless a agount to present. Unless otherwise provided for in the continue of the proceedings of the proceedings of the continue of the processor of the company entitled to vote, shall constitute a quorum for any general meeting.

 22.2 The Board shall sabults basiness reports, financial statements and proposals for distribution of profits or allocation of losses prepared by it for the purposes of annual general meetings of Parlist Company States. After statistication by the Members at the general meeting, of Parlist Company States. After statistication by the Members at the general meeting, the Board shall distribute copies of or announce to the public the ratified financial statements and the Company Teachest. One and the statement of profits or allocation of boards and the company Rules.
- Company Rules.

 22.1 Ulates offerwise provided in the Articles, a resolution put to the vote of the meeting shall be decided on a poil; provided that the resolution shall be deemed to be inautimosaly adopted meeting insigners all attending Member's opinion and receives no objections thereto. No resolution put to the vote at the meeting shall be decided by a show of hands.

 22.4 Nothings in these Articles shall preven any Member from ministing proceedings in a court of control of the vote and the provided prevention of the provided prevention of the provided prevention of the Articles within 50 days after passing of such resolution. The Taiwars Thap's District Court. ROCC, may be the court of the first instance for adjudicating any disputes arising out of the Articles. May be approved the prevention of the Articles and the Articles, and the Articl
- Courf, ROCE, may be the court of the first instance for adjudicating any disputes arising out of Courf, ROCE, may be the court of the first instance for adjudicating any disputes arising out of 22.5 biless otherwise expressly required by the Law, the Memoratand on the Articles, may matter which has been presented for resolution, approval, confirmation or adoption by the Member(s) holding may be passed by an Ordinary Resolution 2.2.2.6 Member(s) holding may be passed by an Ordinary Resolution issued shares immediately prior to the relevant book close period, during which the Company closed in an annual general meeting. The Company shall give a public notice in such manner and at such time as permuted by Applicable. Law specifying the place and a period of not less than ten as period of the proposing Member(s) holds less than one cert (1%) of the Company storal such such proposing Member(s) holds less than one cert (1%) of the Company storal sushcating to the Statement of the such proposing Member(s) holds less than one cert (1%) of the Company is total sussed thares.

- orting on Recolutions

 1. Subject to my rights, privileges or restrictions attached to any share, every Member who (being an individual) is present in person or by proxy or (in the case of a corporation or other meas-maning records) by day admiractly colesporate representatively of by pussy datafla have one consumerable entirely only the properties of the conference of shares he holds for himself. The qualifications, seeper, methods of exercise, operating procedures and other matters for compliance with respect to exercising of the conference of

- company to attend and vote at a general meeting, provided that a Member may appoint only one provy and developed the activation of the control of the contro

Members with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to resolution(s) proposed at the said general meeting. For the purpose of clairfuction, such hombers voting in such manner shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.

- resolution(s) proposed at the general meeting.

 24.5 In the event may Member who intended to exercise his voting power by way of a written ballot or efectionine transmission and has served his voting decision on the Company pursuant to the contract of th
- Member than the revoke may owing decision before the presented time.

 A further who has served the Company with his voting decision in men halter to be may or
 electronic transmission may appoint a person as his proxy to attend the meeting in
 exceedance with these Artificis, in which case the vote early such proxy halt high deemed to
 have revoked his previous voting decision served on the Company and the Company shall
 only count the voticy cast by such expressly purposed proxy at the meeting.

- ties
 The instrument of proxy shall be in the form approved by the Board from time to time and be expressed to be for a particular meeting only. The form of proxy shall include at least the collowing information (a) instructions on how to complete such proxy, o) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the voted upon pursuant to such proxy, and (c) basic identification information relating to the voted upon pursuant to such proxy, and (c) basic identification information relating to the voted upon pursuant to such proxy, and (c) basic identification information relating to the voted upon pursuant to such proxy, and (c) basic identification of proxy shall be provided to the control of the proxy of th
- and proxy materials shall be distributed to all Members on the same day.

 22. An instrument of proxy shall be a writing, be executed under the hand of the appointer, or, if
 the appointer is a corporation or other non-stantial person, under the hand of an officer or
 attuney shall sundersel of the large purpose. A printy read no be a Member of the Company
 22.5. Shapes to the Applicable Public Company Paties, except for an EVCF runt energyine or stock
 the Chairman being deemed appointed as proxy under Artice 24.4, in the event a person acts
 as the proxy for two or more Members, the total number of issued and voting share entirely
 total number of issued and voting abuses of the Company
 immediately prior the relevant
 book closed period, during which the Company close its Register of Member, any vote in
 respect of the portion recessor of such three per cent (15% inherhold shall not be counted.)
- 25.4 In the event that a Member exercises his voting power by way of a written ballot or electronic transmission and has also authorised a proxy to attend a general meeting, then the

voting power exercised by the greaty of the general meeting shall preced. In the even that any Member who has authorised a proxy to intend a general meeting later intends to attend the general meeting in person of to exercise his voting power by way of a written halst or electronic transmission, he shall, at least two CJ days prior to the date of such general meeting, exerce the Company with a separate written stocker evoluting his previous fails to revoke his appointment of nuch proxy before the prescribed time. The instruments of proxy shall be deposited at the Registered Office or the office of the Company with the possibility of the Company was to the consistent of the Company was to the consistent of the Company's stock affairs agent in the ROC or a such other place as is specified for that Company was the hand five CJ days before the time for thollough the meeting or adjourned meeting at which the person named in the instrument proposes to vote, save with respect to the Chairman being deemed appointed as proxy under Article 244. Where more than one creative that prevail, unless an explicit written statement is made by the relevant Member to revoke the previous proxy in the Later-necessived Member to prove the the previous proxy in the Later-necessity proxy in the Later-necessity proxy in the Later-necessity and expect with the continuent of made by the relevant Member to revoke the previous proxy in the Later-necessity and proxy in the Later-necessity and

Proxy Solicitation
For so long as the shares are listed on the TSE, the use and solicitation of proxies shall be in compliance with the Applicable Public Company Rules, including but not limited to "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies",
Discenting Member's Appraisal Right

- Dissecting Stember's Apprisant logit.

 21. Sadepen comprisince with the Law in the event any of the following conditions is passed at 12. Sadepen comprises were supported to the sade of the sade of
- (b) the Company transfers the whole or an essential part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company, or
- the Company; or

 (c) acquires or assumes the whole business or assets of another person, which has a
 material effect on the operation of the Company.
- 27.2 In the event way part of the Company's business is gun off or involved in any Merger, any Member, who has abstained from voting in respect of such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the general meeting approving such spin off or Merger, may request the Company to purchase all of his shares at the then presuming fair price.

 Shares that May Not be Voted
 28.1. Shares that:

- (a) by the Company itself,

 (b) by any entry in which the Company own, legally or beneficially, more than fifty percent (50%) of its total issued and voting share or share capital, or

 (c) by any entry in which the Company, together with (i) the holding company of the Company ander (ii) any Staking's of (a) the holding company of the Company owns, legally or beneficially, directly or indirectly, more than fifty percent (50%) of its issued and voting that or other english company of the Company of the Order of the Company owns, legally or beneficially, directly or indirectly, more than fifty percent (50%) of its issued and voting that or other english company of the Company
- shall not carry any voting rights nor ne counted in use unan insumes or some area proper to time.

 2. In the counter of the

- Voting by Joint Holders of Shares

 In the case of joint holders, the vote of the sensor who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose emionity shall be determined by the order in which the names stand in the Register of Members.

 Representation of Corporate Member

 30.1. A corporation or non-stantagl person which is a Member may, by written instrument, authorise such person or persons as it thinks fit to set as its representative at any meeting of the Members and any persons on authorised shall be estilled to exercise the same powers on behalf of the ecoporation or such non-stantagl person which such person represents as that Member shall be deemed to the greened may be an authorised shall be deemed to the greened in the such person in the Member shall be deemed to the greened in person at any such meeting uttended by its authorised representative or representatives.

 3. **Vorvitablishadium the forecome, the chairman of the meeting may accept such assurances as
- authorised representative or representatives.

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

Adjournment of General Meeting The chairman of a general meeting may, with the consent of a n

present at any general meeting at which a quorum is present, and shall if so directed, adjourn the meeting being adjourned, a notice sainty is adjourned to a specific date, place and time amounced at the meeting being adjourned, a notice sainty for the first present time for the remained or directly adjusted as the state of the control of the contro

DIRECTORS AND OFFICERS

- Number and Term of Office of Directors

 3.1. There shall be a Board constitute of no less than five (5) and no more than sine (9) persons. The term of office for each Director shall not exceed a period of three (7) years provided that contained to the control of the control o
- other Directors shall be less than half of the total number of Directors.

 3.3. In the event that the Company convenes a general needing for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 3.3. hereof, the non-qualifying Directority of how how selected with the flewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided violation of the afforcementary moved of violation of the afforcementary necessary to the extensive provided violation of the afforcementary requirements shall be automatically dicharged from his office effective from such violation.

 3.1.4 Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors and the number of Independent Directors lath into the less than one-fift of the total number of Directors. To the extent required by the Applicable Loss than one-fifth of the total number of Directors. To the extent required by the Applicable and the Section of the shall be a consuming or financial expertise.

 8.7. The Directors shall be noninstant by adont the examination of reserving the experiment of the shall have accounting or financial expertise.

- Unless provided otherwise in these Articles, the qualifications, composition, appointment, removal, exercise of power in performing duties and other matters with respect the Directors, Independent Directors, Compensation Committee and Audit Committee, shall comply with the provisions under ROC Securities and Exchange Act and the regulations issued pursuant to the ROC Securities and Exchange Act applicable to the Company.

- tion of Directors

 The Company may a general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 342 below. Members present in person of by proxy, the property of the proper
- the Member(s) may vote all or part of their cumulated votes in respect of one or more Independent Director or non-independent Director candidates;
- Independent Director or non-independent Directors and Section of the Conference of t
- If the number of Directors is less than free (5) persons due to the vacancy of Director(s) for any reason, the Company shall call an election of Director(s) at the next following mercal expension of the control of th
- person or persons as its representative to be elected as a Director for Appainted Representative*). The election of an Appointed Representative as a Director for a subject to the approval of Members in accondance with the provisions of finis Article 34.

 Where the Appointed Representative has been elected as a Director of the Company, the composition (or other legal entity) which is a Member which has appointed the Appointed Representative with another person. Such pixing notice to replace the Appointed Representative with another person. Such pixing notice to replace the Appointed Representative as a Director (the *Teglacements') shall take effect from the date specified in the notice or in the absence of such date, from the date of the Appointed Representative as a Director (the *Teglacements') shall take effect from the date specified in the notice or in the absence of such date, from the date of the Appointed Representative as a Director (the *Teglacements') shall take effect from the date specified in the notice or in the absence of such date, from the date or continued to the Appointed Representative as a Director (the *Teglacement*) shall take effect from the date specified in the notice or in the absence of such date, from the date or continued to the appoint of the Appointed Representative as a Director of the Replacement.

 **The Appointed Representative as a Director of the Replacement and the Appointed Representative as a Director of the Replacement.

 **The Appointed Representative as a Director of the Replacement and the Appointed Representative as a Director of the Replacement.

 **The Appointed Representative as Director of the Replacement and the Appointed Representative as a Director of the Replacement.

 **The Appointed Representative as Director of the Replacement and the Appointed Representative as Director of the Replacement and the Appointed Representative as Director of the Replacement and the Appointed Representative as Director of the Replacement and the Appointed Representative as Directo
- award of Directors

 The Company may from time to time by Supermajority Resolution remove any Director from office, whether or not appointing another in his stead. Prior to the expiration of the term of office of the current Directors, the Mondress may at a general needing selected all Directors, whose wise shall be calculated in accordance with Article 3-2 along. If it is readmin more and the calculated in accordance with Article 3-2 along. If it is readmin on-recting shall remains in office and captury of his-ther originate mor office, such one-needing shall remains in office and captury of his-ther originate mor office, such one-needing shall remains in office and capture of the process. The contribute a quorum for any general meeting to re-elect all Directors. If the term of office of all Directors expire at the same time and no general meeting was held before such expiry for re-election, their term of office shall continue and be extended to such time when new Directors are the contribute of the contr
- cleated or selected in the next general necessing and they commone their office.

 55. In case a Director has, in the course of performing his duties, committed my set resulting in material diamages to the Company or is in serious violation of applicable lows, regulations adolf rules of Article, but has not been removed by a Supermingirity Resolution, the Company may, within thirty (30) days after such general meeting, to the extent permissible under Applicable Law, material a lowest to remove such Director. The Talvan Tapes Understand of Office of Directors

 56.1 The office of Directors all the vasced if
 (a) the Director is removed from office permissible understanding the company of the

- (c) the Director dies;
 (d) the Director is automatically discharged from his office in accordance with Article 33.3;
 (e) the Director resigns his office by notice in writing to the Company;
 (if the Director is the subject of a court order for his removal in accordance with Article 35.2;
 (g) the Director is automatically removed in accordance with Article 56.2;
 (h) the Director ceases to be a Director in accordance with Article 36.3; or

- the Director ceases to be a Director in accordance with Article 36.3; or with immediate effect without any action required on behalf of the Company if () the Director has been adjudiced burkupt, and has not been reinstanted to his rights and privileges; (i) an order is made by any competent court or official on the grounds that the Director has no legal capacity, or his legal capacity is restricted according to Applicable Law;
- Applicable Law;

 (iii) the Director has committed an offence as specified in the ROC stantate of prevention of organizational crimes and subsequently has been adjudicated gardly by a flam judgment, and the time clapsed after he has severed the full term (iv) the Director has committed an offence in terms of fraud, breach of rust or misappropriation and subsequently has been punished with imprisonment for a term of more than one year, and the time clapsed after he has served the full term of nucle memories its set than two years;
- of such sentence is less than two years;

 (v) the Director has been adjudicated guilty by a final judgment for misappropriating public funds during the time of his public service, and the time clayed after he has served the full term of such sentence is less than two years.

 (vi) the Director has been dishonered for use of credit instruments, and the term of such sentence is less than two years, but have been dishonered for use of credit instruments, and the term of such sanction has not expired yet.

 be event that any of the foregoing events specified in Article 36(t) has occurred in relation candidate for election of Director, such person shall be disqualified from being elected as revects.
- a Director.

 In case a Director that has, during the term of office as a Director, transferred more than one half of the Company's shares being held by him at the time he is elected, he shall, jino faud no be removed automatically from the position of Director with immediate effects and not described effects approach shall be required.

 The control of the company of the company
- Director, transferred more than one half of the Company's shares being held by him within the share transfer prohibition peried prior to a shareholder's meeting according to the share transfer prohibition peried prior to a shareholder's meeting according to the shareholder's approval shall be required.

 Compensation of Directors
 3.71. The Board Shall, in accordance with the Applicable Public Company Rules, establish a Compensation Committee comprised of at least three members, one of whom shall be an Independent Director. The professional qualifications of the members of the Compensation Committee comprised of at least three members, one of whom shall be an Independent Director. The professional qualifications of the members of the Compensation Committee shall company Rules. Upon the establishment of the Compensation Committee, the Board shall, by a resolution, deplet a charter for the compensation Committee, the Board shall, by a resolution, deeple a charter for the Company Rules.

 7.2. The Compensation referred in the preceding Articles shall include the compensation referred in the preceding Article shall include the compensation committee in the preceding Article shall include the compensation committee.
- composition Commission and the preventions of which shall be constituted with the Application Commission of the Commissi

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

- exercise all the powers of the Company to borrow money and to mortgage or charge or observive grant a security interest in its undertaking, properly and uncalled capital, or any otherwise grant a security from the control of the Company or any third party; or as escently for any deft, lability or obligation of the Company or any third party; appoint one or more Directions to derifice of meaning director or chefer centures officer of the Company, who shall, subject to the countrol of the Isaard, supervise and administer all of the general business and arthirs of the Company; deep-to-dup business and many central company; appoint a person to set as manager of the Company; deep-to-dup business and many central transaction or concluded of such business.

- and a neck management of the company Register of Directors and Officers

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

- (a) first name and surname; and
 (b) address.

 41.2 The Board shall, within the period of thirty days from the occurrence of
- (a) my change among its Directors and Officers; or
 (b) my change among its Directors and Officers; or
 (c) my change in the particulars contained in the Register of Directors and Officers, cause to be entered on the Register of Directors and Officers the particulars of such change and the date on which such change occurred, and shall notify the Registrar of Companies in accordance with the Law.

- of whom shall be deemed to be Officers for the purposes of these Articles.

 Appointment of Officers

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

 Duties of Officers

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

 Compensation of Officers

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

- Conflicts of Interest
- Conflicts of Interest

 4.1. App Director, or any Director's, firm, partner or any company with whom any Director is
 associated, may set in any capacity for, be employed by or reader services to the Company
 and such Director or such Director's firm, partner or company shall be entitled to
 apply to Independent Directors.

 All the Director's firm partner or company shall be entitled to
 apply to Independent Directors.

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

 Notwithstanding anything to the contrary contained in this Article 46, a Director who has a pressoal interest in the matter under discussion at a meeting off the Director, which may conflict with and major the interest of the Company, shill and who are accessive voting rights as prescribed above shall not be counted in the number of votes of Directors present at the board meeting.
- present at the board meeting.

 Notwithstanding anything to the contrary contained in this Article 46, a Director who is engaged in anything on his own account or on behalf of another person, which is within the scope of the Company's business, shall explain to the Members in a general meeting the essential contents of such conduct and seek their approval by Supermajority Resolution.
- scope of the Company's business, shall explain to the Members in a general meeting the essential contents of such conduct and seek their approach by Supermajority Resolution.

 44.5. Novordentanting asynthing to the contenty contained in this Article 46, a Universe who has a personal interest in the uniter under discussion and senting of the Directors shall desire the present and the essential contents of his interest at the relevant meeting of the Directors.

 14.7. The Directors and Officers of the Company and early trustee for the time being acting in relation to any of the affairs of Directors and Officers

 47.1 The Directors and Officers of the Company and early trustee for the time being acting in relation to any of the affairs of the Company and early refused to the entire persons being referred to in this Article as an "indemnified party" shall be indemnified and secured lamnelss out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or their department of the company and the state of the company that the analysis of the others of them or for the company of the company of the company had to the present of the company shall be answerable for the east, recepts, neglects or defaults of the others of them or for affects of the company of the company had been present to the company that of the others of them or for affects of the company of the company had been present to the company of the company had been present to the company of the company of the company had been present to the company of the company of the company had been present to the company of the company of the company which may attach to on reversels, of the any other loss, or in relation thereto, PROVIDID THAT this indemnity shall not extend to any matter in respect of any finand or dishotery which may attach to any of the sall persons and shall not respect of any finand or dishotery which may attach to any of the sall persons and shall not recept to

- Islands, such Member(s) may file a petition with the Taiwan Taipei District Court, ROC for
- and on behalf of the Company against any of the Directors.

 47. Without projude to the duties on only a Director to the Company under common law of the Company that of the Company and without finations, and subject to the Law, a Director shall assume fiducing the business of the Company and without finations, and all excessive due case and shift in conducting the business of the company to the choice. In one would action is made for himself or on behalf of another person is volation of the provision solve, the Company any, with the sanction of an Ordinary Resolution, demand the Director to diagone and pay to the Company any profit so realized by the Director as a consequence of the treatment that distinct described in the preceding and/or an office of the Company has, in the course of conducting the business operations, volated any provision of the applicable laws andor explanations and thus caused damage to any other person, he shall be ladde, jointly and severally with the Company, for the damage to said other person.

Board Meeting

Subject to the Applicable Public Company Rales, the Chairman may call a meeting of the Board and
the Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it
eses fit. The Company shall bold, or easies to be held, regain meetings of the Board as I least on a
sees fit. The Company shall bold, or easies to be held, regain meetings of the Board as I least on a
deaded on matters customarily requiring approval of the Board as simplated herein. A resolution put
to the evide at an energing of the Board aball be carried by the affirmative votes of a majority of the
votes cust and in the case of an equility of votes the resolution shall fail.

Notice of Board Meetings

- Notice of Board Meetings
 The Chairman was and the Secretary on the requisition of the Chairman shall, at any time summon a meeting of the Board. To convoice a meeting of the Board, a notice setting from therein the many on the considerad and of appropriate, approach at the meeting shall be given to use of Director no later to economic and of a proportiate, approach at the meeting shall be given to use of Director no later agreed by a majority of the Directors, the meeting may be convened with a shorter notice period in a manner consistent with the Applicable Police Company Roles. Notice of a meeting of the Board shall be deemed to be daily given to a Director if; to the exent permitted by Applicable Law, it is to the Director by post, cable, teles, telescopies, floatingle, deferencies and or other mode of representing woods in a legable form at such Director by post, cable, teles, telescopies, floatingle, deferencies and or other mode of representing woods in a legable form at such Director's last known address or any other address given by such Directors to the Company for this purpose.

 Participation in Meetings by Yulioc Conference

 The Director was postationally the such proposition of the Board any week and proven propositions in the meeting of the Board any week and proven participation in meeting to communicate with each other simultaneously and instantaneously, and participation in
- such a meeting shall constitute presence in person at such meeting.

 Quorum at Board Meetings

 The quorum for a meeting of the Board shall be more than one-half of the total number of the
- mourd to Continue in the Event of Viscancy.

 The Board may are nonvisitateding any vacancy in its number.

 Chairman in Predict

 Understand in Understand i Board to Continue in the Event of Vacancy
- No regulation or alteration to these Articles made by the Company in general meeting shall invalidate any pitor act of the Board which would have been valid if that regulation or alteration had not been made.

- Minutes

 The Board shall cause minutes to be duly entered in books provided for the purpose:
 (a) of all elections and appointments of Officers;
 (b) of the numes of the Directors present at each meeting of the Board and of any committee appointed by the Board, and
 (c) of all resolutions and proceedings of general meetings of the Members, meetings of the Board, meetings of ommittees appointed by the Board.

 Register of Mortgages and Charges

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

 5.6.2 The Register of Mortgages and Charges shall be open to inspection by Members and creditors in accordance with the Law, at the Registered Office on every business day in the Cayama Islands, subject to such resonable restrictions as the Found may impose, such and the season of the Cayama Islands are such to the season of the Cayama Islands are proposed to the Cayama Islands of Soule.

 Form and Use of Soule

 5.7.1 The Soal shall only by the athority of the Directors or of a committee of the Directors, the Soal shall soal by the athority of the Directors or the Society of the Directors of the Soal shall be attituded in the presence of a Director or the Society or on assistant secretary or some other person authorised for this purpose by the Directors or the committee of Directors.
- 57.2 Notwithstanding the foregoing, the Seal may without further authority be affixed by way of authoritication to any document required to be filled with the Registrar of Companies in the Cayama Islands, and may be an offixed by any Director, Secretary or assistant secretary of the Company or any other person or institution having authority to file the document as aforestad.
- 57.3 The Company may have one or more duplicate Seals, as permitted by the Law; and, if the Directors think fit, a duplicate Seal may bear on its face of the name of the country, territory district or place where it is to be used.

TENDER OFFER AND ACCOUNTS

- Tender Offer
 Within fiftee (15) days after the receipt of the copy of a tender offer application form and relevant
 documents by the Company or its Litigious and Non-Litigious Agent appointed by the Company
 of the Company of the Company of the Company fulles, the Hond shaft resolve to recommend to the
 company of the Company fulles, the Hond shaft resolve to recommend to the
 following:
- persons. The result of the verification on the identity and the financial conditions of the offeror, the fairness of the tender offer conditions and the reason/discuss of the ender of rised source, and expert of the conditions of the reason(of) therefore, whether there is any material change in the financial condition of the Company after the submission of the financial report and necessarily and explanation of the Company after the submissions of the Strate financial report and necessarily and explanation of the Company. If any
- submission of the latest financial report and an explanation of the change, it any, the types, numbers and amount of the shares of the tender offeror or its affiliates held by the Directors and the Members holding more than ten per cent (10%) of the total number of issued shares held in their own names or in the name of other persons. other relevant important information. 59.1 The Board shall cause to be kept proper records of account with respect to all transactions of the Company and in particular with respect to:-
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure relates;
- (which the recorpt and expenditure relates);

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

 (c) all assets and liabilities of the Company;

 Such books of account shall be kept for at least. five (5) years from the date they are prepared.

 Such records of account shall not be deemed to be

9.3 The instruments of proxy, documents, formistatements and information in electron at least one (1) year. However, if a Member institutes a lawarit with reper instruments of proxy, documents, formistatements and/or information mentioned feel plant he kept until the conclusion of the lifegation if longer than one (1) year. Francial Veer Red.

AUDIT COMMITTEE

The Audit Committee shall have the responsibilities and powers as specified under the Applicable Public Company Rules. Any of the following matters of the Company shall require the consent of one-half or more of all Audit Committee members and be submitted to the Board for resolution:

- (g) the offering, issuance, or Private Placement of any equity-related securities
 (h) the hiring or dismissal of an attesting certified public accountant, or the orthereto;

- (i) the appointment or discharge of a financial, excounting, or internal anditing officer; (i) approved for annual and emi-amazin financial reports, and (i) any other mutter so determined by the Company from time to time or required by any competent authority oversecting the Company.
 With the exception of item (i), any other matter that has not been approved with the context of on-half or more of all Audt Committee members may be understant sup on the constent of rosh-dinks or more of the members of the Bond, and the resolution of the Audit Committee shall be recorded in the minutes of the Directors meeting.

VOLUNTARY WINDING-UP AND DISSOLUTION

- 6.3.1 The Company may be voluntarily wound-up in accordance with Article 11.5.
 6.3.2 If the Company shall be wound up the liquidator may, with the sanction of a Special Resolution, divide amongst the Members in specie or in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and affected and may determine how such divisions shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in the trusted rosts for the benefit of the Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any shares or other securities or assets whereon there is any liabilities.
- CHANGES TO CONSTITUTION

REDUCTION OF SHARE CAPITAL

- Reduction of Share Capital
 The Company may by Special Resolution reduce its share capital and any capital redereption reserve
 The Company may by Special Resolution reduce its share capital and any capital redereption reserve
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 - LITIGIOUS AND NON-LITIGIOUS AGENT
- For so long as the shares are listed on the TSE, the Company shall appoint a Litigious and Nor Litigious Agent pursuant to the Applicable Law to act as the Company's responsible person in ROC under the Securities and Exchange Law of the ROC to handle matters stipulated in the Securities and Exchange Law of the ROC and the relevant rules and regulations thereto. The Litigious and Non-Litigious Agent shall be an individual who has a residence or domicile in it

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

- Number of Committee Members
 The Board shall set up an Audit Committee. The Audit Committee shall comprise solely of
 Independent Directors and the number of committee members shall not be less than three (3). One
 of the Audit Committee members shall be appointed as the convoner to convone meetings of the
 Audit Committee of into inte to time and a less ofton of the Audit Committee members shall have
 accounting or financial experience. A valid resolution of the Audit Committee requires approval of
 one-half or more cital in members.

- one-half or more of all Audit Committee members and be submitted to the Box

 (a) adoption of a mendment to an internal counted system;

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

 (a) adoption of a mendment to the Mandling procedures for financial or

 material significance, such as acquisition or disposal of assets, derivati

 of monetary boasts to others, or endorments or guarantees for others;

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

 or a material and end or derivatives transaction;

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

- - Subject to the Law and to the conditions contained in its Memorar Special Resolution, alter or add to its Articles.
- The Board may exercise all the powers of the Company to transfer by way of continuation the Company to a named country or jurisdiction outside the Cayman Islands pursuant to the Law.