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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

1 0 4 5 1

台北市中山區民生東路一段51號3樓 客服專線: (02) 2562-1658【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

從雙連捷運站轉乘公車路線:

46, 226, 518, 811, 公車站名:中山里

104年股東 會 常

開會通知書請即拆閱

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

(限向郵局窗口交寄)

內郵 國 簡 未書寫正確郵遞區號者 ,應按信函交付郵資

股東 台啓

※本次股東常會※

🥋 恕 不 發 放 紀 念 品 🧍 *********

出席通知書 (104)

本股東決定親自出席一○四年六月 二十五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

年 月 本簽到卡未經本公司股務代理 人加蓋登記章者無效。

乙盛精密工業股份有限公司一○四年股東常會

□親自 (104)□委託

出席簽到卡

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山席簽到

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時間:一○四年六月二十五日(星期四)上午九時整 地點:新北市土城區三民路4號3樓(土城工業區服務中心)

股東户號: 持有股數:

股東户名: 股東通訊地址:

代理人姓名: 代理人通訊地址:

編號:

(2W) 乙盛精密工業 出席證編號:

核權

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Eson Precision Ind. Co., Ltd. 7. 成結察工業股份有限公司

公益相当 土 系成切 升 化公司 第五 大 修 可 東 近 本 章 程 修 正 前後條 文 對照表									
	Original Article		Proposal for the Amendment	Reason for Amendments					
13.5	Subject to compliance with the Law and after setting aside such amounts as the Board deems fit in accordance with the distribution policy set out in Article 13.4, the Board shall recommend to Members for approval in any financial year the amount of the Dividend or other distribution to be allocated in the following manner and order and the allocation will be made upon approval by the Members: (See The Company of the Members: (See The Company of the Members: ("Employees" Boards"); (Description of the Company's Subsidiaries amount as bonus to employees, including employees of the Company's Subsidiaries ("Employees" Boards"); (Description of the Company's Subsidiaries ("Employees" Boards"); (Employees" Boards and Subsidiaries ("Employees"); (Employees"); (Employees	13.5	Subject to compliance with the Law and after setting aside such amounts as the Board deems fit in accordance with the distribution policy set out in Article 13.4, the Board shall recommend to Members for approval in any financial year the amount of the Dividend or other distribution to be allocated in the following manner and order and the allocation will be made upon approval by the Members: (a) Interest the property of the distribution of the carmings generated from the company's Subsidiaries ("Employees Bonus"). (b) Interest the preceding financial year (exclusive of those accumulated from previous years) out of the distributable amount as bonus to employees, including employees of the Company's Subsidiaries ("Employees Bonus"). (c) In one of the distributable amount as brous to employees, including employees of the Company's Subsidiaries ("Employees Bonus"). Remuneration"), and the subsidiaries of the carmings generated from the immediately preceding financial year (exclusive of those accumulated from previous Remuneration"), and the distributable amount as Dividend to the Members of the distributable amount as Dividend to the Members. The Board shall determine how much of the amount shall be allocated to the shall comply with the principles set out in (a) to (c) above and such allocation shall be recommended to the Members for approval. Dividends to the Members and the Employees Bonus may be distributed, in the discretion of the Board, by way of cash or by way of applying such sum in paying up in full unissued shares or a combination of both for allocation and distribution to employees or the Members, provided that, in amount of such Dividend shall be paid in eash. No unpaid Dividend and bonus shall be allocated that, in amount of such Dividend shall be paid in eash. No unpaid Dividend and bonus shall be amount of such Dividend shall be paid in eash. No unpaid Dividend and bonus shall be amount of such Dividend shall be paid in eash. No unpaid Dividend and bonus shall be amount of such Dividend shall b	needs of the company, it it decided to change the prescribed manner for allocation of employees'					
	For so long as the shares are listed on the TSE, the Company shall announce to the public the notice of a general meeting, the proxy instrument, 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 191 and <u>Articles 192</u> hereof, election or discharge of Directors, in accordance with Articles 191 and <u>Articles 192</u> hereof, Applicable Public Company Rules. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with Articles 191, and 192. The Directors shall prepare a meeting for made available to all Members and shall be transmitted to the Market Observation Post System in a manner consistent with the Applicable Public Company Rules twenty-one (21) days prior to the general meetings or, in the case of extraordinary general meetings, fifteen (15) days prior to such meeting.		the notice of a general meeting, the proxy instrument, agenda's 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 transmit the same via 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 exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System in a manner consistent with the Applicable Public Company Rules twenty-one (21) days prior to the general meetings or, in the case of extraordinary general meetings, fifteen (15) days prior to such meeting.						
25.3	Subject to the Applicable Public Company Rules, except for an ROC trust enterprise or stock affair agents approved pursuant to Applicable Public Company Rules, save with respect to the Chairman being deemed appointed as proxy under Article 24.4, in the event person acts as the proxy for two or more Members, the total number of issued and voting (35%) of the total number of issued and voting state of the Company immediately prior to the relevant book closed period, during which the Company close its Register of Member; any vote in respect of the portion in excess of such three per cent (33%) threshold shall not be counted.		Subject to the Applicable Public Company Rules, except for an ROC trust enterprise or stock affairs agent approved pursuant to Applicable Public Company Rules, save with respect to the Chairman being deemed appointed as proxy under Article 24.4, in the event appears acts as the proxy for two or more Members, the total number of issued and voting (3%) of the total number of issued and voting shares of the Company immediately prior to the relevant book closed period, during which the Company close its Register of Member, any vote in respect of the portion in excess of such three per cent (3%) threshold shall not be counted.	Wording Adjustments.					
33.2	Unless otherwise approved by the TSE, the number of Directors having a spousal relationship within the second degree of kinship with any other Directors shall be less than half of the total number of Directors.	33.2	Unless otherwise approved by the <u>ROC competent authority</u> , the number of Directors having a spousal relationship or familial relationship within the second degree of kinship with any other Directors shall be less than half of the total number of Directors.	This Article was amended pursuant to the revised Shareholders' Rights Protection Checklist published by the					

in the Office of Director
e of Director shall be vacated if:
Director is removed from office pursuant to Article 35.1;
Director is removed from office pursuant to Article 35.1;
Director is removed from office pursuant to Article 35.1;
es notice on the Company giving notice to remove such Appointed In the office of Director, such removal shall take effect from the date see or in the absence of such date, from the date on which the notice dies; r is automatically discharged from his office in accordance with Director dies; Director is automatically discharged from his office in accordance Director resigns his office by notice in writing to the Company; e Director is the subject of a court order for his removal in accordance was a contract or the subject of a court order. the Director has been adjudicated bankrupt, and has not been reinstated to his rights and privileges; an order is made by any competent court or official on the grounds that the Director has no legal capacity, or his legal capacity is restricted according to the Director has no legal capacity, or his legal capacity is restricted according to the Director has committed an offence as specified in the ROC statute of prevention of organizational crimes and subsequently has been adjudicated guilty by a final judgment, and the time clapsed after he has served the full term of the sentence is less than five years of finence in terms of fraud, breach of trust 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 such sentence is less than two years; the Director has been adjudicated guilty by service, and the time clapsed after he has served the full term of such sentence is less than two years; or the Director has been dishonored for use of credit instruments, and the term of such sanction has not expired yet.

In the event has been dishonored for use of credit instruments, and the term of such sanction has not expired yet.

In the event that any of the foregoing events specified in Article 36(g) has expected the full term of such sentence is less than two years; or the Director of such sanction has not expired yet. (ii) to Applicable Law;

(iii) the Director has committed an offence as specified in the ROC statute prevention of organizational crimes and subsequently has been adjudicate term of the sentence is less than five year.

(iv) the Director has committed an offence as specified in the ROC statute prevention of organizational crimes and subsequently has been adjudicate term of the sentence is less than five year.

(iv) the sentence is less than five years of fraud, breach of trust imisappropriation and subsequently has been punished with imprisonme for a term of more than one year, and the time elapsed after he has serve the full term of such sentence is less than two years.

(v) the Director has been adjudicated guilty by a first proportion of the two years; or

(vi) the Director has been dishonored for use of credit instruments, and the term
of such sanction has not expired yet. the event that any of the foregoing events specified in Article 36(i) has occurred in lation to a candidate for election of Director, such person shall be disqualified from

委託書使用須知

- 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
- 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内容資料,或參 考公司彙總公告之徵求人書面及廣告資料 切實瞭解徵求人與擬支持被選舉人之背景資 料及徵求人對股東會各項議案之意見。
- 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,至遲應於股 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	書		1 -	委	託人
一、茲委託 式代替)為本股東代	理人,出席本公司104	託人親自填寫,不得以 1年6月25日舉行之股東	· 歩 ム 、 ILL 功	者 第	Ž Ž	
	會議事項行使股東權	利。(全權委託) 股東所委託表示之權利	・・・・・・・・・・・・・・・・・・・・・・・・・・・・・・・・・・・・	最高	ŧ	
, 下列議案未	勾選者,視為對各該 度營業報告書及合併則	議案表示承認或贊成。 務報表案。	金得或及	給予	5	
		1)○承認(2)○反對(3] 1)○承認(2)○反對(3] ٤ (「現行章程」) 部	○※準 他月	 	3	
並以修訂後	之章程大網及章程(。(以特別決議通過	(「修訂後章程」) 全	益詞	獎 金 五	徴	
	選本公司董事案。公司「取得或處分資	產之處理程序」案。	僧 ,	亀.	ò	
6. 討論修訂本	公司「資金貨與他人	 1)○贊成(2)○反對(3) 作業程序」業。 1)○替成(2)○反對(3) 	○ 棄權 委 檢	檢├─	克或	
	公司「背書保證作業	程序」案。 1)○贊成(2)○反對(3)	○ 本概	畫.	名	
8. 討論修訂本	公司「股東會議事規!	則」業。	△★☆ 為事	話名		

此 致

乙盛精密工業股份有限公司 授權日期 年 月

徵求場所及人員簽章處:

答名或蓋章 (託書(貴股 簽名或蓋章 40 委 理 簽名或蓋章 出 塡妥 此 聯寄回

(股東)

經辦:

開 誦 知

- 一、茲訂於一○四年六月二十五日(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3樓(土城工業區服務中心),召開一○四年股東常會。會議主要內容:(一)報告事項:1.103年度營業報告。2.103年度審計委員會審查報告書。3. 訂定「誠信經營作業程序及行為指南」案。4.修訂「道德行為準則」案。(二)承認事項:1. 承認103年度營業報告書及合併財務報表案。2. 承認103年度盈餘分派案。(三)討論暨選舉事項:1. 討論修訂本公司章程大綱及章程(「現行章程」)部分條文並以修訂後之章程大綱及章程(「修訂後章程」)全文取代現行章程案。(以特別決議通過)。2.全面提前改選本公司董事案。3. 討論修訂本公司「取得或處分資產之處理程序」案。4. 討論修訂本公司「資金資與他人作業程序」案。5. 討論修訂本公司「背書保證作業程序」案。6. 討論修訂本公司「股東會議事規則」案。7. 討論修訂本公司「董事選舉辦法」案。8. 討論解除本公司新任董事及其代表人競業禁止業。(四)臨時動議。
- 二、本公司一○三年盈餘分配案業經董事會決議擬分配如下 1. 現金股利:擬提撥新台幣451, 322, 288元, 每股擬分配2. 5元。2. 配發員工紅利新台幣40, 920, 468元及董事酬勞2, 352, 927元。3. 現金股利 俟本次股東常會通過後,授權董事會訂定配息基準日等事宜,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 数,列入公司之其他收入。4.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,授權董事會
- 三、擬依公司法第209條規定,提請股東會同意解除本公司新任董事及其代表人競業禁止之限制。
- 四、依公司法第165條規定,自104年4月27日至104年6月25日止停止股票過户。
- 五、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(無須客回),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 貴股東代理人於開會前一天仍未收到出席簽到卡內加蓋登記章,仍寄交 貴股東 及印鑑至會場辦理出席。
- 六、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104年5月25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。 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。 致

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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; FIFTH AMENDED AND RESTATED MEMORANDUM a contract or arrangement between the Company and any other person(s) pursuant to which such person(s) pursuant to which such Company in the name of and for the benefit of the Company in the name of and for the benefit of the Company, and as consideration, such person(s) receive a pre-determined compensation from the Company while the Company continues to be entitled to the profits (or losses) of such business; ARTICLES OF ASSOCIATION FIFTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF the public company reporting system maintained by the TSE; Eson Precision Ind. Co., Ltd. Eson Precision Ind. Co., Ltd. 乙蠱精密工業股份有限公司 乙基糖密工業股份有限公司 a transaction whereby:
(a) (a) all of the companies participating in such transaction are combined into a new company, which new company generally assume all rights and obligations of the combined compunies, or (i)) are transaction are merged into see of such companies as the surviving company, and the surviving company generally assumes all rights and obligations of the merged companies, and in each companies of the surviving or new company of the surviving or the surviving or the surviving or the surviving or the company of the surviving or new company or any other company, cant other assets, or Incorporated on the 17th day of June, 2008 PORATED IN THE CAYMAN ISLAND (b) other forms of mergers and acquisitions which fall within the definition of "merger and/or THE COMPANIES LAW (as amended TABLE OF CONTENT IAMLE OF CONTENTS
19 Notice
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28 Shares that May Not be Voted
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30 Representation of Corporate
Member
Meeting
20 Directors Attendance at
Meeting
20 Directors Attendance at
Concernal Meeting 47. Indemnification and Exculpation of Directors and Officers MEETINGS OF THE BOARD OF DIRECTORS 48. Board Meetings 49. Notice of Board Meetings by Video Conference 10. Quotum at Board Meetings. Company Limited by Shares written notice as further provided in these Articles unless otherwise specifically stated; FIFTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION any person appointed by the Board to hold an office in the Company; a resolution passed at a general meeting (or, if so opecified, a meeting of Members holding a class of hares) of the Company by not less than a simple najority of the votes cast; by Video Conference
by Video Conference
Conference
by Conference
C Eson Precision Ind. Co., Ltd 乙盛精密工業股份有限公司 means, after the shares are listed on the TSE, the private placement by the Company of shares or The name of the Company is Eson Precision Ind. Co., Ltd. 乙基精密工業股份有限公司. The Registered Office of the Company shall be at the offices of Offices of the Company shall be at the offices of Offices of the Company shall be at the offices of Offices of Offices of Company (Copman) Limited, Scotia Centre, 4th Floor, P.O. Box 2804, George Town, Grand Cayman KY1-1112, Cayman Islands or at sudo offen place as the Directs may from time to time decide. The objects for which the Company is established are unrestricted and shall include, but without limitation, the following 10. Transmission of Registered Shares ALTERATION OF SHARE CAPITAL 11. Power to Alter Capital 12. Variation of Rights Alter Capital Reserve and Power to Set Aside Profits 15. Method of Payment 16. Capitalisation MELTINGS OF MELTINGS OF AUGUST AND AUGUST CAPITAL C the register of members of the Company maintained in accordance with the Law and (as long as the Company is listed on the TSE,) the Applicable Public Company Rules; (a) (i) To carry on the business of an investment company and to act as promoters and enterpreneurs and to carry on business as financiers, capitalists, concessionaires, merchants, brokers, traders, delens, agents, imports and exportes and or undertake and carry on and execute all kinds of investment, financial, commercial, mercuntile, trading and other operations. 36. Vacation of Office of Directs
37. Compensation of Directors
38. Defect in Election of Directors
38. Defect in Southern of Directors
40. Powers of the Board of Directors
41. Register of Directors and Officers
42. Officers
43. Appointment of Officers
44. Duties of Officers
45. Compensation of Officers
46. Conflicts of Interest Registered Office the registered office for the time being of the Company; has the meaning given thereto in Article 34.6; (ii) To carry on whether as principals, agents or otherwise howsoever the business of realists, developers, consultants, estate agents or managers, builders, contractors, engineers, manufacturers, dealers in or vendors of all types of property including services. Restricted Share has the meaning given thereto in Article 2.5; Taiwan, the Republic of China; services.

To exercise and enforce all rights and powersconferred by or incidental to the ownership of any shares, suck, obligations or other securities including without projudice to the generality of the foregoing all such powers of veto or control as may be conferred by witne of the holding by the Company of some special proportion of the issued or nominal amount thereof, to provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Company is intensed upon such CONSTITUTION
64. Changes to Articles
REDUCTION OF SHAI
CAPITAL
65. Reduction of Share
Capital
66. Discontinuance 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; anties of the Secretary; share(s) of par value NT\$10 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 (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, annutires, licences, stocks, shares, bonds, policies, book debts, business concerns, undertakings, claims, privileges and choose in action of all kinds. To subscribe fice, conditionally or underother, issue on commission or otherwise, take, hold, deal in and convert stocks, shares and securities of all kinds and to meter into patternelar pior into any arrangement for sharing profiles, receptored concessions or cooperation with any person or company and to promote and aid in promoting, to constitute, form or organize any company, syndicate or patternisp of any kind, for the purpose of acquiring and undertaking any property and liabilities of the Company organizes and company, syndicate or patternisp or for any other purpose which the Company may think expedient.

To stand surety for or to guarantee, support or secure the performance of all or any or the obligations of any person, firm or company whether or not related or affiliated to the Company in a manner and whether by personal covenant to by mortgage, charge or lieu upon the whole or any part of the undertaking property and assets of the Company, both present and filture, including its suncided capital or by any such method and whether or not the Company and all receiver valuable consideration thereof.

To orgage in or currol any any both lawfuld race, business occurrently which may at any 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, by their duly authorised representatives by computing the number of votes to which each Member is entitled; FIFTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION Eson Precision Ind. Co., Ltd 乙基精密工業股份有限公司 (adopted by Special Resolution passed by members on [-], 2015) Table A The regulations in Table A in the First Schedule to the Law (as defined below) do not apply to the INTERPRETATION not the Company shall receive valuable consideration thereof.

To engage in ore cury on any other based latted, housiness or enterprise which may at any time appear to the Directors of the Company capable of being conveniently carried on in conjunction with any of the adformentationed businesses or activation of which may appear to the Directors or the Company likely to be profitable to the Company. the interpretation of his Memoradum of Association in general and of this Clause 3 in titular no object, business or power specified or mentioned shall be limited or restricted by rerecte to or inference from any other object, business or power, for the name of the Company, by the juxtaposition of two or more objects, businesses or powers and that, in the event of any purposition of two or more objects, businesses or powers and that, in the event of any purposition of two or more objects, businesses to power and that, in the event of any about the confidence of the company of the confidence of the con Definitions

1.1 In these Fifth Amended and Restated Articles, the following words and expressions shall where not inconsistent with the context, have the following meanings, respectively: such company;
a resolution passed by a majority vote of the
Members present at a general meeting attended to
Members who represent who-sinds or more of the
total issued shares or, if the total number of shares
registered by the Members present at the general
meeting is less than two-durful or the real issued
shares, manimistered, a resolution gussed by twothirds or more of votes cast by the Members
present at such general meeting.
has the meaning given thereto in Article 3.12;
means the Talward Deconster & Clearing Company:

the ROC laws, rules and regulations (including, without limitation, the Company Law, the Securities and Exchange Law, the rules and regulations promulgated by the ISC and the rules and an expension of the rules and regulations promulgated by the ISC and the rules an ameaded from time to itime of sticking public reporting companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as applicable to the Company; objects, businesses and powers of and exercisable by the Company.

Except as problated or limited by the Companies Law (so amesded), the Company shall have full power and authority to curry out any object and shall have and be capable of from time to full new form the companies of the companies of the capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it as incidental or conductive theretor or consequential thereon, including, but without in an way are stricting the generality of the foregoing, the power to make any alterations or amendments to this Memorandum of the Groups considered necessary or convenient in the manner set out in the Articles of Association of the Company considered necessary or convenient in the manner set out in the Articles of Association of the Company, and the power to do any of the following acts or things, vize to pay all expenses of an incidental to the promotion, formation and incorporation of the Company, to of the Summary of the Company to do business in any other jurisdiction; to sell, lease or dispose of any property of the Company to do from, make, accept, endorse, discount, execute and issue promisory notes, debentures, bills of exchange, means the Taiwan Depository & Clearing tent with the context: the audit committee of the Board, which shall comprise solely of Independent Directors of the Company; (a) words denoting the plural number include the singular number and vice versa (b) words denoting the masculine gender include the feminine and neuter genders (c) words importing persons include companies, associations or bodies of person bills of lading, warrants and other negotiable or transferable instruments, to lend money or other assets and to act as guaranters, to berow or raise money on the security of the undertaking or on all or any of the assets of the Company including mancially capital or without security; to invest mostics of the Company in such names as the Drectors determine; to promite other companies, and the companies of the Company in such names as the Drectors determine; to promite other companies, accepted to Members of the Company in canada charatible to benevolend donations; to pay pressions or grantities or provide other benefits in each orbat to Drectors, officers, employees, past or greatest and their families, to purchase Decretors and officers, labelly immurane and to carry or any trade or business and generally to do all acts and things which, in the opinion of the Company or the Directors, may be coverenisted or profitable yor underly acquired and dealt with. to these Articles and acting at a meeting of directors at which there is a quorum in accordance 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; (e) "written" and "in writing" include all modes of representing or reproducing words in visible form, including the form of an Electronic Record; Company under the Law; the Director elected amongst all the Directors as the chairman of the Board; a reference to statutory provision shall be deemed to include any amendment or re-enactment thereof; Chairman Company or the Directors, may be conveniently or protitably or usefully acquired and useful varieties on, executed or done by the Company in connection with the business afore ROVIDED THAT the Company shall only carry on the businesses for which a licencequired under the laws of the Cayman Islands when so licensed under the terms of such laws (g) unless otherwise provided herein, words or expressions defined in the Law shall bear the same meaning in these Articles; and Eson Precision Ind. Co., Ltd. 乙盛精密工業股份有限公司; 39 (N.20 o); 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; (b) Section 8 of the Electronic Transactions Law shall not apply to the extent that it imposes obligations or requirements in addition to hose set out in these Articles.
1.3 In these Articles expressions refriring to writing or its cognates shall, unless the contary intention appears, include faciantle, printing, lithography, photography, electronic mail and other modes of representing words in wishle form. The liability of each Member is limited to the amount from time to time unpaid on such Members shares.

The share capital of the Company is NTD2000,000,000 divided into 200,000,000 ordinary shares of a par value of NTD10 each with power for the Company, subject to the provisions of the Companies. Low cas amended and the Articles of Association, to redeem or prevalue any of its shares and to sub-divide, increase or reduce the said capital and to issue any part of its capital, whether original, redeemed, increased or reduced, white or whost any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issues all oftensives expressly deductar, every some of shares, whether declared to be ordinary, preference or otherwise, shall be subject to the power shereinforce continued PROVIDED AINAYS this, increditabilinating any provision to the excellence continued PROVIDED AINAYS this, reductionaling and provision to the size of the power is to the power of the provision of th the voting mechanism for an election of Directors as described in Article 34.2; 1.4 Headings used in these Articles are for convenience only and are not to be used or relied the directors for the time being of the Company and shall include any and all Independent SHARES Director(s); means any dividend resolved to be paid on the shares of the Company pursuant to the Articles; has the same meaning as in the Electronic Transactions Law; 21. Subject to these Articles and any resolution of the Members to the contrary, and without prejudice to any special rights perviously conferradon the holders of any existing shares or class of shares, the Board shall have the power to issue any unusued abares of the Company on such terms and conditions as it may determine and any shares or class of shares (including the issue or grant of options, warrants and other rights, renounceable or otherwise in respect of shares) may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to obtained, voting return of capital, or otherwise as the Company may by resolution of the Members percentle, provided that no share shall be issued as a discount except in accordance with the Law. rouse rotates states, warrants, coupons or certificates.

If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Law (as amended) and, subject to other provisions of the Companies Law (as amended) and the Articles of Association; it shall have the power (or register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands and to be drog-gistered in the Cayman Islands of the Cayman Islands of the deregister of the Cayman Islands of the office of the Cayman Islands of the deregister of the Cayman Islands of the deregister of the Cayman Islands of the Cayman Islands of the deregister of the Cayman Islands of the Cayman the Electronic Transactions Law (2003 Revision) of the Cayman Islands; Electronic Transac

the Financial Supervisory Commission of the ROC

Independent Directors

the Directors who are elected as "Independent Directors" in accordance with the Applicable Public Company Rules;

Resolution to be offered, the percentage determined by such resolution shall prevail shares corresponding to such percentage shall be reserved as Public Offering Portion. T Company shall also reserve 10% to 15% of such new shares for subscription by the employees of the Company and 1st Absidiatives (the Temployee Subscription Portion). Company shall also reserve (10% to 15% of such new shares for subcription by the employees of the Company and its Substancies (the Tamplayee schueription Pertina"). Unless otherwise resolved by the Members in general meeting by Ordinary Recolution, where the Company microscues in issued state equital by similar new shares for each consideration, after allocation of the Public Offering Pertina and the Employee Subscription Portion pursuants or Article 23 hersoft, the Company shall make a public amountement and notify each Member than he is untiled to creative a per-emptive right to purchase his pro rula portion of the remaining new shares, to be issued in the capital increase for each consideration. The Company shall state in such amountement and notices to the Members the procedures for exercising such pre-emptive rights and that if any Member fails to purchase his pro rula portion of such treatming newly-issued shares within the prescribed privat, and Member shall be deemed in the first high pre-emptive right to purchase such supervised, and the member shall be deemed in the first high pre-emptive right to purchase such surfaces of a single Member, subject to compliance with such directions and terms and when the common such contained to picture and the Applicable Public Company Rules. If the total number of the new shares to be issued has not been fully subscribed for by the Members with the Prescribed protice, the Company may issue new shares with explicit office may are subscribed protice of the Company Rules of the surface of Sustained Shares's) to employees of the Company may issue shares with explicable fully (Members of Shares's) to employees of the Company may issue and as Subsidiaries with the Applicable Public Company Rules and the Subsidiaries with the sanction of a Supermajority Resolution provided that Article 2.3 hereful and an apply in the event that new with the Applicable Public Company Rules. 2.6 The pre-empirie right of Membres under Article 2.4 shall not apply in the event that new shares are issued due to the following reasons or for the following purposes:

(a) in connection with a Merger, spin-off, or pursuant to any reorganization of the Company; (c) in connection with the issue of Restricted Shares in accordance with Article 2.5 hererof; (d) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire shares;
 (e) in connection with meeting the Company's obligations under Preferred Shares vested in connection with Private Placement of the securities issued by the Company
The Company shall not issue any unpaid shares or partly paid-up shares.

2.8 Notwithstanding Article 2.5 hereof, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt one or more employee incentive programmes and may issue shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries, and for the avoidance of odods, resolution of the Members is not required.

2.9 Options, warrants 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/or the employees of its Subsidiaties in relation to the incentive programme approved pursuant to Article 28 above, whereby employees muy subscribe for, within a specific period, a specific number of the shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive.

Redemption and Purchase of Shares

3.1 Subject to the Law, the Company is authorised to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or a Member.

3.2 The Company is authorised to make payments in respect of the redemption of its shares out of capital or out of any other account or fund authorised for this purpose in accordance with the Law. 3.3 The redemption price of a redeemable share, or the method of calculation thereof, shall be fixed by the Board at or before the time of issue.

3.4 Every share certificate relating to redeemable share shall indicate that the share is redeemable

3.5 Subject to the provisions of the Law and these Articles, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, purchase its own shares (including any redeemable shares) on such terms and in such manner as the Directors may determine.

In State Instance as the INVENCENT INTO SECURITION.

In the event that the Company propose to purchases any share listed on the TSE pursuant to the preceding Article, the resolution of the Board approving such proposal and the implementation thereof should be reported to the Members in the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall also apply even if the Company does not implement the proposal to purchase its shares listed on the TSE for any reason.

3.8 A delay in payment of the redemption price shall not affect the redemption but, in the case of a delay of more than thirty days, interest shall be paid for the period from the due date until actual payment at a rate which the Directors, after due enquiry, estimate to be representative

of the rates being offered by banks holding "A" licenses (as defined in the Banks and Trust Companies Law (Revised) of the Cayman Islands) in the Cayman Islands for thirty day deposits in the same currency.

The Directors may exercise as they think fit the powers conferred on the Company by Section 37(5) of the Law (payment out of capital) but only if and to the extent that the redemption could not ofherwise be made (or not without making a fresh issue of shares for fits purpose).

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.

discretion of the Directors.

3.18 No Dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up of the Company) may be made to the Company in respect of a Treasury Share.

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

(a) the Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;

(b) a Tossury Share shall not be treated as a Member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;

(b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares a any given time, whether for the purposes of these Articles or the Law.

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

3.15 Any proposal to transfer the Treasury States to the employees of the Company and its Sibindiaries at a price below the average actual repurchase price must be approved by Sibindiaries at a price below the average actual repurchase price must be approved by Parkis Company Rules do the proposed and an extemporary motion. The aggregate muster of the general meeting and raws not be proposed an an extemporary motion. The aggregate muster of Treasury States revolved at all general meetings and transferred to the employees of the Company and its Schnikairus shall not exceed 55% of the total issued stars, and each employee may not obscribe for more than 0.5% of the total issued shares in aggregate. The Company may probabile such employees from transfering such Treasury Shares within a certain period, provided, however, that such a period cannot be more than two years.

Rights Attaching to Shares

Subject to Article 2.1, the Memorandum and these Articles, other contractual obligations 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 share capital of the Company shall be divided into shares of a single class the holders of which shall, shapet to the provisions of these Articles:

(a) be entitled to one vote per share;
(b) be entitled to such Dividends as recommended by the Board and approved by the Members at general meeting;

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 supplex assets of the Company; and generally be entitled to enjoy all of the rights attaching to shares.

Share Certificates

Share Certificates
5.1 Shares of the Company shall be issued in uncertificated scriptess form unless the issuance of share certificates is required by the provisions of the Applicable Public Company Rules. Where share certificates is need, every Member shall be entitled to a criticate issued under the Seal (or a facinitel thereof), which shall be affitted or impritted with the authority of the Board, specifying the number and, where appropriate, the class of shares beld by such Member. The Board may by resolution determine, other generally or in a particular case, that any or all signatures on certificates may be printed thereous or affixed by mechanical means.
5.2 If any share certificate shall be proved to the astifaction of the Board to have been worn out, lost, mittall, or destroyed the Board may cause a new certificate to be issued and request an indeemity for the lost certificate if it sees fit.

5.3 Share may not be issued in bearer form.

5.4 When the Company shall issue share certificates pursuant to Article 5.1 hereof, the Company shall deliver the share certificates to the subscribers within thirty (30) days from the date such share certificates may be issued persuant to the Law, the Amenandam, the Articles, and the Applicable Public Company Rules, and shall make a public amouncement prior to the delivery of such share certificates pursuant to the Applicable Public Company Rules.

Where the Company shall issue the shares in uncertificated origines from, the Coshall upon the issue of such shares cause the name of the subscriber and other particular be entered onto the Register of Members in accordance with the Law and the Appl Public Company Rules.

at a discount except in accordance with the Law.

22. Unless otherwise provided in these Articles, the issue of new shares of the Company shall be approved by the Board. The issue of new shares shall at all times be subject to the sufficiency of the authorized ordance of the Company.

23. Where the Company increases its issued share capital by issuing new shares for cash consideration in the ROC, the Company shall allocate 10% of the total amount of the new shares to be issued, for offering in the ROC to the public C** Public Offering Porticle** unless it is not necessary or appropriate, as determined by the SEG or TSE for the Company is called the affectionation plants directly. Brovers, if a presenting inligher than the contraction of the Company is the contraction of the Company is considerable with the company in the Company is considerable and the affection of the Company is considerable and the company in the Company is considerable and the affection of the Company is considerable and the company in the Company is considerable and the Company is considerable and the Company in the Company is considerable and the Company is considerabl

6.1 Notivithstanding any provisions of these Articles, the Company may by Special Resolution designate one or more classes of shares with preferred or other special rights as the Company, by Special Resolution, may determine (shares with such preferred or other special rights, the "Preferred Shares"), and cause the rights and obligations of Preferred Shares to be set forth.

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

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

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

(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

Register of Members

(a) For so long as shares are listed on the TSE, the Board shall cause to be kept a Register of Members which may be kept outside the Cayman Islands at such place as the Directors shall appoint and which shall be minimated in accordance with the Law and the Applicable Public Company Radies.

Registered Holder Absolute Owner

except as required by taw:

a) no person shall be recognised by the Company as holding any share on any trust; and
b) no person other than the Member shall be recognised by the Company as having any right in
a share. Transfer of Registered Shares

9.1 Tile to shares 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).

TDCC). All transfers of shares which are in certificated form may be effected by an instrument of transfer in writing in any unand form or in any other form which the Board may approve and shall be executed by or on behalf of the transferor and, if the Board so requires, by or on behalf of the transferor and, if the Board so requires, by or on behalf of the transferor. Without projudice to the freegoing, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferor, to accept mechanically executed transfer.

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 transferro to make the transfer.

The joint holders of any share may transfer such share to one or more of such joint holders and the surviving holder or holders of any share previously held by them jointly with a deceased Member may transfer any such share to the executors or administrators of such deceased Member.

deceased Member.

5. The Board may in its absolute discretion and without assigning any reason therefor refuse register the transfer of a share in certificated form in the event such registration of transfers would (i) couldn't with the Afrontischel Law, or (ii) couldn't with the Afrontischel Law or (iii) couldn't with the Afrontischel and or (iii) the Afrontische Africkel. If the Board refuses to register a transfer of any share, the Secretary shall, within three months after the date on which the transfer was lodged with the Company, send to the transfers and transferer notice of the refusal.

nission of Registered Shares

Transmission of Registered Shares

10.1 In the case of the death of a Member, the survivor or survivors where the deceased Member
was a joint holder, and the legal personal representatives of the deceased Member where the
deceased Member was a sole holder, shall be the only person recognised by the Coupnay as
having any life to the deceased Member's interest in the shares. Nothing herein contained
shall release the extract of a deceased of pinn holder from my hislabily in respect of any share
which had been jointly held by such deceased Member with other persons. Subject to the
provisions of Section 39 of the Law, for the purpose of this Article, legal personal
representative means the executor or administrator of a deceased Member or such other
person as the Board may, in its shoulst discretion, decide as being properly authorised to
deal with the shares of a deceased Member.

deal with the shares of a deceased Member.

Alway person becoming entitled to a share in consequence of the death or haskruptsy of any Member may be registered as a Member upon such evidence as the Board may deem sufficient or may jet extension to be registered as a transferce of such share, and in such case the person becoming entitled to a share shall execute in flowor of such nomineea ninstrument of transfer in writing in the form, or as near thereto as circumstances admit, of the following:

Transfer by a Person Becoming Intitled on Death Bunkruptsy of a Member the Company?)

1We, having become entitled in consequence of the (death/bunkruptcy) of [rame and address of deceased Member] to [muther] share(s) standing in the Register of Members of the Company in the arms of the said [atmost of deceased Member] that of the Company in the arms of the said [atmost of deceased/bunkruptch Member] instead of being registered myself/ourselves, elect to have [name of transferes] (the "Transferes") registered as a transferer os bash share(s), and 10% of be breely secondingly transfer the said share(s) to the Transferes to hold the same unto the Transfere, his or her executors, administrators and assignees, subject to the conditions on which the same were held at the time of the execution heroof, and the Transfere does hereby agree to take the said share(s) subject to the same conditions.

DATED this [] day of [], 201[]

Transfere Wines

3.3 On the presentation of the foregoing naturities to the Board, accompanied by such evidence

1s.3 on the Board may require to prove the title of the transferor, the transferor shall be registered

as a Membra Noverchanding the foregoing, the Board shall, in any case, there the same
right to decline or suspend registration or reflere registration as stipulated in Article 9.5 ns it
would have that in the case of a ransfer of the share by that Member before such Member's

death or hashruptcy, as the case may be.

10.4 Where two or more persons are registered as joint holders of a share or shares, then in the event of the death of any joint holder or holders the remaining joint holder or holders the remaining joint holder or holders the remaining joint holder or holders shall be absolutely exhibited to the said share or shares and the Company shall recognise no claim in respect of the estate of any joint holder except in the case of the last survivor of such join holders.

Power to Alter Capital

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 existing shares in such manner as permitted by Applicable Law; or

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

shares of any denomination; or (c) subdivide its existing shares, or any of them into shares of a smaller amount provided that in the subdivision the proportion between the amount paid and the amount, if any unpaid or each reduced share that but he the same as it was in case of the share from which the reduced share is derived; or

(d) cancel 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 cancelled in such manner as permitted by Applicable Law.

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

(b) alter or add to the Articles;

 (c) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein; or (d) reduce its share capital and any capital redemption reserve fund

11.4 Subject to the Law and Article 11.5, the following actions by the Company shall require the approval of the Members by a Supermajority Resolution:

(a) effecting any capitalization of distributable Dividends and/or bonuses and/or any other amount prescribed under Article 16 hereof,
(b) effecting any Merger (except for say Merger which falls within the definition of "merger" and/or "consolidation" under the Law, which requires the approval of the Company by Special Recultion only or spin-off of the Company.

 entering into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract; (d) the transferring of the whole or any essential part of the business or assets of the Company; or

 (e) acquiring or assuming the whole business or assets of another person, which has a material effect on the Company's operation. 11.5 Subject to the Law, the Company may be wound up voluntarily

11.5 Subject to the Law, the Company may be wound up voluntarily;
(a) if the Company resolves by Ondirary Resolution that it be wound up voluntarily because the Company is unable to pay its debts as they fall due; or
(b) if the Company resolves by Special Resolution that it be wound up voluntarily for reasons other than set out in Article 1.1(a) above.
11.6 Subject to the Law, the Company may, by Special Resolution, issue securities by way of Private Placement within the territory of the ROC in accordance with Applicable Public Company Rules; provided that, for issuance of straight corporate bonds by way of Private Placement within the territory of the ROC in the Company may do so by resolution of the Board in accordance with Applicable Public Company Rules.

DIVIDENDS AND CAPITALISATION

Dividends

13.1 The Board may, subject to approval by the Members by way of Ordinary Resolution or, in the case of Article 11.4(a), Supermajority Resolution and subject to these Articles and any direction of the Company in general meeting, declare a Dividend to be paid to the Members in proportion to the number of shares held by them, and such Dividending by gual in cash, and the state of the Company and Dividend shall be paid in cash, and the company of the Company

13.3 Subject to the Jaw. Article 11 day 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 profit distribution argument by the Bord and sunctioned by the Members by an appeals of profit distribution argument by the Bord and sunctioned by the Members by an except out of profits of the Company, realised as areas and a superior of the Company, realised as areas and the present an account or any reserve, find or account as otherwise permitted by the Law. Except as otherwise provided by the rights attached to any shares, all Dividends and other distributions shall be paid according to the number of the abares that a Member bolds. If may share is issued on terms providing that it shall rank for Dividend as from a particular date, that share shall rank for Dividend as coordingly.

13.4 In determining the Company's dividend policy, the Board recognises that the Compan operates in a mature industry, and has stable profit streams and a sound financial structure. In determining the amount, if any, of the Dividend or other distribution it recommends to Members for approval in any financial year, the Board:

may take into consideration the earnings of the Company, overall developmen financial planning, capital needs, industry outlook and future prospects of the Company in the relevant financial year, so as to ensure the protection of Members rights and interests; and

shall set aside out of the profits of the Company for each financial year: (i) a reserve for payment of tax for the relevant financial year; (ii) an amount to offset losse incurred in previous years; (iii) ten per cent (10%) as a general reserve, and (iv) a

special surplus reserve as required by the applicable securities authority under the Applicable Public Company Rules or a reserve as determined by the Board pursuant to Article 14.1.

Subject to compliance with the Law and after setting aside such amounts as the Board deems fit in accordance with the distribution policy set out in Article 13.4, the Board shall recommend to Meehens for approach in any financial year for amount of the Dividend or other distribution to be allocated in the following manner and order and the allocation will be made upon approach by the Members:

between two per cent (2%) and eight per cut (8%) of the earnings generated from the immediately preceding financial year (exclusive of those accumulated from previous years) out of the distributable amount as homs to employees, including employees of the Company's Subsidiaries ("Employees Bonus").

no more than zero point five per cent (0.5%) of the earnings generated from the immediately preceding financial year (exclusive of those accumulated from previous years) out of the distributable amount as remuneration to the Directors (Directors' Remuneration'); and

no less than ten per cent (10%) of the earnings generated from the immediately preceding financial year (exclusive of those accumulated from previous years) out of the distributable amount as Dividend to the Members.

The Board shall determent how much of the amount shall be allocated to the Employee' Bonus, Director's Remmention and Dividend, provided that the Board shall comply with the principles set out in (a) to (c) above and abus alto altouchist that be recommended to the Members for approval. Divideods to the Members and the Employeee' Bonus may be dividentibuted, in the direction of the Board, by way of each of by you of pulping such sum in advantable, the providence of the Board by way of each of by you of pulping when sum in a sum of the providence of the Board by way of each of the you of pulping such sum in a sum of the pulping of the Board by the providence of the Board by the provident of the Board by the provident of the Board by the provident of such Divideod shall be paid in each. No sumpial Dividend and bosons shall be arist to the Company.

The Board shall fire may then we have been a sum of the Board by the B

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

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

the Applicable Public Company Rules subject to compliance with the Law.

Ital Reserve and Power to Set Aside Froftis

The Board may, before declaring a Dividend, set aside out of the surplus or profits of the
Company, such sum as it thinks proper as a recent to be send to more contingencies of for
meeting the deficiencies for implementary Dividend distribution plans or for any other
purpose to which those funds may be properly applied. Pending applications, such sum may
be in the absolute discretion of the Distorce of their becamped in the business of the

Company or invested in such investment as Directors may from time to time think fit, and need not be kept separate from other assets of the Company. The Directors may also, without placing the same to reserve, care private any profit which they decide not to distribute. Subject to any direction from the Company in general meeting, the Directors may on behalf of the Company exercise all the powers and options confirred on the Company by the Law in pragrad to the Capital Receive. Subject to compliance with the Law, the Directors may not behalf of the Company set off accumulated losses against credits standing in the Capital Receive and Amel destinations out of the Capital Receiver.

15. Method of Payment

15.4. Any Dividend, interest, or other monies payable in cash in respect of the shares may be paid by wire transfer to the Member's designated account or by cheque or draft sent through the post directed to the Member at such Member's address in the Register of Members, or to such person and to such address as the holder may in writing direct.

15.2 In the case of joint holders of shares, any Dividend, Interest or other monies payable in cash in respect of shares may be paid by chaque or draft sent through the post directed to the address of the holder first named in the Register of Members, or to such person and to such address as the holder may in writing direct. If two or more persons are registered as joint holders of a shares any one can give an effectual receipt for any Dividend paid in respect of such shares.

16. Capitalisation

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

MEETINGS OF MEMBERS

Annual General Meetings

17.1 The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year. The Board shall call all annual general meetings.

following the end of each fiscal year. The Board shall call all annual general meetings.

12. The general meetings (including manual general meetings) and extraordinary general meetings) shall be held at such time and place as the Chairman or any two Directors or any Director and the Secretary or the Board shall appear provided that unitse otherwise provided by the Law, the general meetings shall be held in the ROC. If the Board resolves to hold a general meeting stable the ROC, the Company shall apply for the approval of the TSI: thereoff within two days after the Board adopts such resolution. Where a general meeting is to be ROC to handle the administration of such general meeting (including but not limited to the handling of the votting of proxies submitted by Members).

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

18.2 The Board may convene an extraordinary general meeting of the Company whenever in their judgment such a meeting is necessary or is desirable, and the Board shall on a Member's requisition as defined in Article 18.3 forthwithproceed to convene an extraordinary general meeting of the Company.

18.3 A Member's requisition set forth in Article 18.2 is a requisition of one or more Members of the Company holding in the aggregate at the date of deposit of the requisition not less than three per cent (33) of the total number of issued shares of the Company which as at that date have been held by such Member(s) for at least one year.

18.4 The Membert's requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requisitionists and deposted at the Registered Office and the Company's Sect. Affairs agent located in the ROC, and may consist of several documents in like form each signed by one or more requisitionists.

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

19.1 At least thirty days' notice of an annual general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of business to be conducted at the meeting.

19.2 At least fifteen days' notice of an extraordinary general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of the business to be considered at the meeting. 19.3 The Board shall fix a record date for determining the Members entitled to receive notice of and to vote at any general meeting of the Company in accordance with Applicable Public Company Rules and close its Register of Members accordingly in accordance with Applicable Public Company Rules

Applicable Public Compuny Rules

19.4 Subject to Arriote 22.4, the accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

19.5 For so long as the shares are listed on the TSE, the Compuny shall amounce to the public the notice of a general meeting, the proxy instrument, aspends and materials relating to the matters to be reported and discussed in the general meeting, including but not finnied to, election of edicatings of Directors, in accordance with Article 19 Jun 1912 Purcel, and shall be a support of the public the control of the public the notice of a general meeting, the control of the middle of the public that the

exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with Articles 19 1 and 19.2. The Directors shall prepare a meeting handbook of the relevant general meeting and supplies the volume from the control of the contro

- (a) election or discharge of Directors
- (b) alteration of the Memorandum or Articles,
- ancesanous to the returnations of Nations.

 (i) dissolution, Meeger or spin-off, (ii) entering into, amending, or terminating any bases Centract, Management Contract or Joint Operation Contract (cit) transfer of the whole or any essential part of the business or assets of the Company, and (iv) acquisition or assumption of the whole of the shesiness or assets of another person which has a mattered leffect on the operations of the Company and the contract of the contract of the Company and the contract of the contract of the company and t
- (d) ratification of an action by Director(s) who engage(s) in business for himself or on behalf of another person that is within the scope of the Company's business,

 (d) distribution of the whole or part of the supulse profit of the Company in the form of new shares, capitalization of Capital Reserve and any other amount in accordance with Arricle (f), and
- Private Placement of any equity-related securities to be issued by the Company
- 19.7 The Board sall keep the Memorandum and Articles, minutes of general memorings, financial statements, the Register of Members, and the counterful of any corporate bonds issued by the Company as the Registered (froct (af pulphched) and the Company's stock affisies agent located in the ROC. Members may request, from time to time, by submitting document(s) evidencing his interests involved and indicating the designated scope of the inspection, access to inspect, review or make copies of the foregoing documents.
- access to mspect, review or make copies of the foregoing documents.

 18.7 The Company whall make available all the statements and crooks prepared by the Board and
 the report prepared by the Audit Committee which will be submitted to the Members at the
 annual general meeting at the Registered Office (if applicabel) and its stock affins agent
 located in the ROC ten (10) days prior to such annual general meeting in accordance with
 Applicable Philic Company Bales. Members may impact and nerview the foregoing
 documents from time to time and may be accompanied by their lawyers or certified public
 accountances for the removes of ours inspection and reviews.

20.1 Any Notice or document, whether or not to begiven or issued under these Articles from the Company to a Member, shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication, and any such Notice and

message or once some of executive transmission of communication, and any such concess and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed in such Member at his registered address as appearing in the Register of Members or at my other address any other address and any other address and any other address and any other address and any other addressing the registered addresses as a superior of the person transmiting in the superior transmission member or electronic number or address or website supplied by him to the Company for the giving of the private at the relevant time will result in the Notice being odly received by the Member or to the extent permitted by Applicable Lear, may also be served by advertisement in appropriate newspapers. In the case of joint holders to a share, all notices shall be given to that one of the joint holders whom ammentand first in the Register of Members and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

20.2 Any Notice or other document:

- Any Notice or other document:

 (i) if severed or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the emelope containing the same, properly prepaid and adversed, is pat into the post in proving such service, or delivery in shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and pat into the post and a certificate in writing signed by the secretary or other offices of the Company or other person appointed by the Board that the envelope or wrapper containing the notice of the properly and the properly and the containing the state of the properly and the properly and the containing the properly and the containing the properly and the containing the properly and the prop
- if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent;
- is nummitted from the server of the Company or is agent;

 (i) 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 on as the case may be, at the time of the relevant despition for transmission and in proving such service or delivery a certificate in writing signed by the secretary or other officer of the Company or other person appointed by the Board 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.

 Postponement of General Meeting

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

22 Quorum and Proceedings at General Meetings

- 22.1. No resolutions shall be adopted unless a quorum is present. Unless otherwise provided for in the Articles, Members present in person or by proxy or in the case of a corporate Member, by corporate representative, representing more than on-half of the total issued shares of the Company entitled to vote, shall constitute a quorum for any general meeting.
- 22.2 The Board stall solution brows, stal consumine a quorent near memoring.
 22.2 The Board stall solution bismost propers, financial statements and proposals for distribution of profits or allocation of losses prepared by it for the purposes of annual general meetings of the Company for artification by the Members in a manner consistent with the Applicable Public Company Rules. After ratification by the Members at the general meeting, the Board shall distribute oepies of or annuance to the public the mittelf financial statements and the Company's resolutions on distribution of profits or allocation of losses, to each Member or otherwise make the same available to the Members in accordance with the Applicable Public Company Rules.
- Company Rules.

 Littless otherwise provided in the Articles, a resolution put to the vote of the meeting shall be decided on a poll; provided that the resolution shall be deemed to be unanimously adopted and to have the same effect as a resolution received on a poll after the chairman dark to have the same effects as a resolution received on a poll after the chairman of the meeting, inquires all attending Members' opinion and receives no objections thereto. No resolution put to the vote at the meeting palls the decided by a show of hands.

 Nothing in these Articles shall prevent any Member from initiating proceedings in a court or competent jurisdiction for an apoptopiest remedy in connection with the convenience of any general meeting or the passage of any resolution in violation of applicable have or regulations or the Articles within 30 days after passing of such resolution. The Taiwan Taippe of Court ROC, may be the court of the first instance for adjudicating any disputes arising out of the foregoing.
- 22.5 Unless otherwise expressly required by the Law, the Memorandum or the Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.
- Members at any general meeting may be passed by an Ordinary Resolution.

 22.6 Members), bolding one per cent (1%) or more of the Company's total issued shares immediately prior to the relevant book close period, during which the Company closed its Register of Members, may propose to the Company is using one matter for discussion at an annual general meeting. The Company shall give a public notice in such manner and at such time as permitted by Applicable Law specifying the place and a period of not less than ton (10) days for Members to submit proposals. Proposals submitted for discussion at an annual general meeting shall not be included in the agent of the annual general meeting where (a) the proposing Memberls) holds less than one cent (1%) of the Company's total issued shares, of his few mere or dust proposal member of the through the control of the company's total towards the share of the through the control of the company's total towards the share of the through the control of the company's total towards the control of the company's total towards the control of the control of the company's total towards the control of the company's total towards the control of the company's total towards the control of the cont

Chairman, shall act as chairman at all meetings of the Members at which such person is present. In his absence a chairman shall be appointed or elected in accordance with the Applicable Public Jompany Rules.

- Company Rules.

 Voting on Resolutions

 24.1 Subject to any rights, privileges or restrictions attached to any share, every Member who (heing an individually is persent in person or by proxy or (in the case of a corporation or other non-natural person) by duly antherzical corporate representatively of hyp tony shall have one vote for every share of which he is the holder. A Member who holds shares for henefit of others, need not use all his votes or cast all the votes he holds in the same way as he uses his votes in respect of shares he holds for himself. The qualifications, scope, methods of exercise, operating procedures and other matters for compliance with respect to exercising voting power separately shall comply with the Applicable Public Company Rules.

 25. Non-new-shall be nestled to vote at any exercent meeting or at any separate meeting of the
- 24.2 No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of shares unless he is registered as a Member on the record date for such meeting.
- necuing.

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

 2.4.4 The Board may determine that the voting power of a Member at a general meeting may be exercised by way of a written ballot or by way of electronic transmission; provided, however, if a general meeting is to be held outside the ROC or pursuant to the Applicable Public Company Roles, the Company is obligated to provide the Members with a method for exercising their voting power by way of a written hallot or electronic transmission. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by vay of a written hallot or be electronic transmission. Any Members who intends to exercise the witing power by way of a written hallot or by only of electronic transmission and the exercise that the exercise that we will be a voting power and the exercise that the exercise the voting power by way of a written hallot or by only of electronic transmission and the exercise that the exercise that the exercise that we will be exercised to the exercise that the exercise the voting register to the exercise the voting register to the exercise that the exercise the voting register to the exercise that the exercise the voting register to the propose of charification, such Members with respect to any nutters or exclusion(s) proposed at the said general meeting. For the purpose of charification, such Members with respect to any extemporary matters or amendment to resolution(s) proposed at the said general meeting of the two the way of the exercise general meeting as the exercise that the exercise t

- 24.5 In the event any Member who intended to exercise his voting power by way of a written ballot or electronic transmission and has served his voting decision on the Company pursuant to Article 24 heroel faster intends to startle de general meneting in sprons, he shall at least two (2) days prior to the date of such general meeting, sorve the Company with a separate notice revoking his pervious voting decision. Such sprante notices that he select to the Company in the same namer (e.g., by courier, registered mail or electronic transmission, as Votes by way of a written hallor or electronic transmission shall remain valid if the relevant Member fails to revoke his voting decision before the prescribed time.
- 24.6 A Member who has served the Company withhis voting decision in accordance with Article 24.4 for the purpose of exercising his voting power by way of a written ballot or by way of electronic transmission may appoint a person as his prowy to stand the meeting in accordance with these Articles, in which case the vote cast by such proxy shall be deemed to have revoked his previous voting decisions served on the Company and the Company shall only count the vote(s) cast by such expressly appointed proxy at the meeting.

- The instrument of proxy shall be in the form approved by the Board from time to time and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the natures to be voted upon pursuant to such proxy, and (c) besis identification information relating to the relevant Member, proxy and the solicitor (of any). The form of proxy shall be provided to the embrets toggether with the relevant notice of the relevant person indenting, and such notice and proxy materials shall be distributed to all Members on the same day.

 An instrument of groxy shall be accessed.
- and proxy materials shall be distributed to all Members on the same day.

 25.2. An instrument of proxy shall be witting, be exceeded under the hand of the appointer or of his attency duly authorised in writing, or, if the appointer is a corporation or other non-natural person, under the hand of an officer or ratterney, duly authorised for that purpose. A proxy need not be a Members of the Company, 1841.

 25. Subject to the Applicable Phable Company Relans, except for an ROC trust enterprise or stock affeas agard approved pursuant to Applicable Phable Company Rules, save with respect to the Chairman being downed appointed as proxy under Article 24.4, in the event parson axis as the proxy for two or more Members, the total number of issued and voting shares entitled to be voted as represented by such proxy shall be non more than three per cut (%) of the total number of issued and voting shares of the Company immediately prior to the relevant book cloud period, during which the Company close in Regulater of Members, any vote in respect of the portion in excess of such three per cent (1%) threshold shall not be counted.

 25.4 In the event has a Member exercises his voting power by way of a writen halls or
- respect of the portion in access of such three per cent (17%) threshold stati not to ecounted.

 In the event that a Member exercise his voting power by way of a writen balled or electronic transmission and has also authorised a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any Member who has authorised a proxy to attend a general meeting later intends to attend the general meeting person or to exercise his voting move by way of a written balled or electronic transmission, he shall, at tend two (2) days prior to the date of such general meeting, sever the Company with a separate written notice revoking his previous response.
 - appointment of the proxy. Votes by way of proxyshall remain valid if the relevant Membe fails to revoke his appointment of such proxy before the prescribed time.
- fails to revoke his appointment of such proxy before the prescribed time.

 25. The instrument of proxy shall be deposited at the Registered Office or the office of the Company's stock affiris agent in the ROC or at such other place as is specified for that purpose in the nextice convening the meeting, or in any instrument of proxy sent out by the Company not less than five (5) days before the time for holding the meeting or adjourned meeting at which the presson named in the instrument proposes to soot, save with respect to the Chairmann being deemed appointed as proxy under Article 24.4 Where more than one instrument to vote are received from the same Member by the Company, the first instrument received high presult, unless an explicit written statements in saide by the relevant Member to

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".

- Governing the Use of Proxess for Attendance at Shardcolder Meetings of Pohic Companies".

 Doscenting Members' Appraisal Right
 27.1. Sobject to compliance with the Law, in the event any of the following resolutions is passed at
 general meetings, any Member who has notified the Company in writing of his objection to
 such matter prior to the meeting and has raised again his objection at the meeting, may
 request the Company to purchase and first shares at the then prevailing fair prior
 (a) the Company proposes to enter into, amend, or terminate any Lease Contract,
 Management Contract or Joint Operation Contracts.
- (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
- 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 any part of the Company's businesses is spun off or involved in any Merger, any Member, who has abstained from voting in respect of such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the general meeting approving such spin off or Merger, may request the Company to purchase all of his shares at the them recording for the record.

28. Shares that May Not be Voted 28.1 Shares held:

- (a) by the Company itself
- (b) by any entity in which the Company owns, legally or beneficially, more than fifty per cent (50%) of its total issued and voting share or share capital; or
- (c) by any entity in which the Company, together with (i) the holding company of the Company and/or (ii) any Subsidiary of (a) the holding company of the Company or (b)
- the Company owns, legally or beneficially, drectly or indirectly, more than fifty per cent (50%) of its issued and voting share or share capital; shall not carry any voting rights nor be counted in the total number of issued shares at any nison time.
- given time.

 22. A Member who has a personal interest in any motion discussed at a general meeting, which interest may be in conflict with and impair those of the Company, shall abstain from voting such Member's shares in regard to such motion and used shares shall not be counted in determining the number of votes of the Members present at the said meeting. However, such shares may be counted in determining the unsuber of shares of the Members present at such general meeting for the purposes of determining the quotum. The aforementioned Member shall also not vote one behalf also not one Member shall also not vote one behalf also not post Members.
- 28.3 If the number of shares pledged by a Director at any time amounts to more than fifty per cent (50%) of the total shares ledd by such Director at the time of his latest appointment, such pledged shares exceeding fifty per cent (50%) of the total shares ledd by such Director at the time of his latest appointment, shall not carry any voting rights and such above-threshold shares shall not be counted in determining the number of votes of the Member spreased at a general meeting but shall be counted towards the quorum of the general meeting.

Voting by Joint Holders of Shares

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

entation of Corporate Member

- Representation of Corporate Member

 30.1 A corporation or non-natural person which is a Member may, by written inst
 authorise such person or persons as it thinks fit to act as its representative at any me authorises such person or persons as it limits it to out as its representative at any meeting of the Members and any person so authorised shall be entitled to exercise the same powers on behalf of the corporation or such mon-natural person which such person represents as that corporation or non-natural person could exercise if it were an individual Member, and that Member shall be deemed to be present in person at any such meeting attended by its authorised representative or representative or
- 30.2 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 special meeting may, with the consent of a majority in number of the Members present at any general meeting may, with the consent of a majority in number of the Members present at any general meeting at which a quorum is present, and shall if so directed, adjourn the meeting. Includes the meeting is adjourned to a specific date, place and time mounteed at the meeting being adjourned, a notice stating the date, place and time for the resumption of the meeting being adjourned, and sold the given to each dember entitled to attend and vote therear in accordance to the contract of the con

32. Directors Attendance at General Meetings

ctors of the Company shall be entitled to receive notice of, attend and be heard at any

DIRECTORS AND OFFICERS

- Number and Term of Office of Directors Nameer and 1 erm of Office of Directors

 3.1. There shall be Bound consisting of no less than seven (7) and no more than nine (9) persons.

 The term of office for each Director shall are exceed a period of three (3) years provided that in the even the expiration of the term of office of such Directors would otherwise leave the Company with no Directors, the term of office of such Directors shall be extended automatically to the date of the general moeting next following the expiration of such term, at which new Directors will be elected to assume office. Directors may be eligible for re-election. The Company may from time to time by Special Resolution increase or reduce the number of Directors, subject to the foregoing and the Applicable Law.
- 33.2 Unless otherwise approved by the ROC competent authority, the number of Directors having a spousal relationship or familial relationship within the second degree of kinship with an other Directors shall be less than half of the total number of Directors.
- other Directors shall be less than half of the total number of Directors.

 3.3 In the event that the Company converse a general meeting for the election of Directors and
 any of the Directors elected does not meet the requirements provided in Article 33.2 heroof,
 the non-qualifying Director(s) who was elected with the fewest number of votes shall be
 deemed not to have been elected, to the extent necessary to meet the requirements provided
 for in Article 33.2 heroof. Any person who has already served as a Director but is in
 violation of the aforementioned requirements shall be automatically discharged from his
 office effective from souls violation.
- office effective from such violation.

 3.14. Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (5) Independent Directors and the number of Independent Directors shall not be less than one-fifth of the local number of Directors. To the extern required by the Applicable Public Company Rules, at least one of the Independent Directors shall be domicided in the RCO and at least one of them shall have accomating or financial expertise.

 3.35. The Independent Directors shall be nominated by adopting the candidate nomination system specified in the Applicable Public Company Rules. Independent Directors shall have applicable to the Applicable Public Company Rules. Independent Directors shall have adopted to the Applicable Public Company Rules in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and suscenant of independence with respect to Independent Directors shall be consistent with the Applicable Public Company Rules.
- 33.6 Unless provided otherwise in these Articles, the qualifications, composition, appoint removal, exercise of power in performing dates and other natters with respect to Directors, Independent Directors, Compensation Committee and Audit Committee, sha comply with the provisions under ROC Securities and Exchange Act and the regulation issued persuant to the ROC Securities and Exchange Act applicable to the Company.

- 34.2 The election of Independent Directors and non-independent Directors shall be held together and the Director(s) shall be elected by Members upon a poll vote by way of cumulative voting (the manner of voting described in this Article to be referred to as "Cumulative Voting") in the following manner:
- the numbers of votes attached to each voting share held by a Member shall be cumulative and correspond to the number of Directors (including the Independen Directors and non-independent Directors) nominated for appointment at the genera
- (iii) such number of Director candidates receiving the highest number of votes in the same category of Directors to be elected shall be appointed; and
- category of Directors to be elected shall be appointed; and
 (iv) where two or more Director candidates receive the same number of twotes and as a
 result the total number of new Directors intended to be appointed is exceeded, there
 shall be a darw by such Director candidates receive the same number of twose to
 determine who shall be appointed; the chairman of the meeting shall draw for a
 Director nominated for appointment who is not present at the general meeting.

 3. If the number of Independent Directors is less than three (3) persons due to the resignation or
 removal of such Independent Directors for any reason, the Company shall bold an election of
 independent Directors at the next following general meeting. If all of the Independent
 of resignation or removal of the Independent Directors of
 or esignation or removal of the Independent Directors, a general meeting to elect succeeding
 independent Directors is fill the vacancies.
- All 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 general meeting to fill the vacancies. When the number of vacancies in the Bund of the Company equals to one third of the total number of Directors elected, the Bund shall hold, within sixty (60) days from the date of the occurrence of vacancies, a general meeting to elect succeeding Directors to fill the vacancies.
- 34.5 Any compensation (or other legal entity) which is a Member shall be entitled to appoint such person or persons as its representative to be elected as a Director (the "Appointed Representative"). The election of a Appointed Representative as a Director is subject to the approval of Members in accordance with the provisions of this Article 34.

 34.6 Where the Appointed Representative has been elected as a Director of the Company, the corporation (or other legal entity) which is a Member which has appointed the Appointed Representative to be elected as a Director, may also up time, sever notice on the Company

giving notice to replace the Appointed Representative with another person, replacement of the Appointed Representative as a Director (the "Replacement") shall effect from the data specified in the notice or in the absence of such date, from the d which the notice was served on the Company, and will not require any shareholders' and Accordingly, Nariches 341, 342 and 345 do not apply in report of the Replacement.

35. Removal of Directors

- Removal of Directors

 35.1 The Company may from time to time by Supermajority Resolution remove any Director from
 office, whether or not appointing another in his stead. Prior to the expiration of the term of
 office of the current Directors, the Members may at a general meeting re-olect all Directors,
 whose vote shall be calculated in accordance with Article 34.2 above. If no resolution is
 passed to approve that the existing Directority hos sizen not re-olected at the general
 meeting shall remain in office until captive of his/her original term of office, such non-reelected Directors shall vacate their office with effect from the date the other Directors elected
 or re-elected at the same general meeting commence their office. Members present in person
 quotum for any general meeting commence their office. Members present in person
 quotum for any general meeting to re-olect all Directors. If the term of office of all Directors
 expires at the same time and no general meeting was held before such expiry for re-election,
 their term of office shall continue and be extended to such time when new Directors are
 elected or re-elected in the next general meeting and they commence their office.
- 35.2 In case a Director has, in the course of performing his disce, committed any set resulting in material damages to the Company or is in serious violation of applicable laws, regulations and/or these Articles, but has not been removed by a Supermajority, Resolution, the Member(s) holding there per cent (3%) or more of the total number of issued shares of the Company may, within thirty (30) days after such general meeting, but the extent permissible under Applicable Law, institute a lowest to remove such Director. The Taiwan Taipei Direct Cours, RDC, may be the cour of the first instance for this matter.

Vacation of Office of Director

- 36.1 The office of Director shall be vacated if: (a) the Director is removed from office pursuant to Article 35.1;

 - we execute is removed from office pursuant to Article 35.1; the corporation (or other legal entity) which appointed an Appointed Representation servers entice on the Company prings under to remove such Appointed Representation from the office of Director, such removal shall take effect from the date specified in the notice or in the absence of such date, from the date on which the notice was served on the Company; the Director dies
- (d) the Director is automatically discharged from his office in accordance with Article
- 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 36.2; 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

 (i) the Director has been adjudicated bankrupt, and has not been reinstated to his
 rights and privileges;
- (ii) an order is made by any competent court or official on the grounds that the Director has no legal capacity, or his legal capacity is restricted according to Annicable Law:
- Applicable Law;

 (iii) the Director has committed an offence as specified in the ROC statute of prevention of organizational crimes and subsequently has been adjudicated guilty by a final judgment, and the time clapsed after he has served the full term of the sentence is less than five years;
- (v) the Director has committed an offence in terms of fraud, breach of trust or misappropriation and subsequently has been punished with imprisonment for a term of more than one year, and the time clapsed after he has served the full term of such semitonce 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 clapsord after he has served the full term of such sentence is less than two years; or
 (vi) the Director has been dishonered for use of credit instruments, and the term of such such sanctions has not expired yet.
- In the event that any of the foregoing events specified in Article 36(i) has occurred in relation to a candidate for election of Director, such person shall be disqualified from being elected as
- a Director.

 3.6.2 In case a Director that has, during the term of office as a Director, transferred more than one half of the Company's shares being held by him at the time he is edeced, be shall, into facts, be removed automatically from the position of Director with immediate effect and no sharedolder's propored hall be received.

 3.6.3 If any Director has, after having been elected and before his imaguration of the office of Director, transferred more than one half of the Company's share being held by him at the time of his election as a Director, then he shall immediately cease to be a Director and no sharedolders' approved shall be required. If any Director has, after having been elected as a threat time of his election as a Director, then he shall immediately cease to be a Director and no sharedolders' approved shall be required.

37.1 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, the responsibilities, powers and other related matters of the Compensation Committee that Lonomly with the Applicable Public Company Rules. Upon the establishme of the Compensation Committee, the Board shall, by a resolution, adopt a charter for the Compensation Committee the provisions of which shall be consistent with the Applicable Public Company Rules.

- 37.2 The compensation referred in the preceding Article shall include the compensation, stock option and other incentive payments of Directors and managers of the Company.
- 373. The compensation of the Directors may be decided by the Board by reference to recommendation made by the Compensation Committee (if established), the standard generally adopted by other enterprises in the same industry, and shall be paid in each only. The Directors may also be paid all travel, hotel and other expenses properly incurred by them in attending and returning from the meetings of the Board, any committee opposited by the Board, general meetings of the Company or in commercion with the business of the Company the Company if permitted by the Law, the Applicable Public Company Board, the Company of the Company of

38. Defect in Election of Director

All acts done in good faith by the Board or by a committee of the Board or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the election of any Director, or that they or any of them were disqualified, be as valid as if every such person had been duly elected and was qualified to be a Director. Directors to Manage Business

39. Directors to Manage Insuness
The business of the Company shall be managed and conducted by the Board. In managing the business of the Company, the Board may exercise all such powers of the Company as are not, by the Law or by these Articles, expert to be exercised by the Company in general meeting subject, nevertheless, to these Articles, the provisions of the Law, and to such directions as may be prescribed by the Company in general meeting.
40. Powers of the Board of Directors
Without limiting the generality of Article 39, the Board may subject to Article 11.4:

- or a specific page of the company of the company of the company and may fact the company and may fix their compensation and determine their duties;

 of exercise all the powers of the Company to hornow money and to mortgage or charge or otherwise grant a security interest in its undertaking, property and uncalled capital, or any part thereof, and may issue deberrase, deberture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party;
- appoint one or more Directors to the office of managing director or chief executive officer of the Company, who shall, subject to the control of the Board, supervise and administer all of the general business and affairs of the Company:

- appoint a person to act as manager of the Company's day-to-day business and may entrust to and confer upon such manager such powers and duties as it deems appropriate for the
- transaction or conduct of such business; by power of studies of such business; by power of studies, appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Board, to be an atomory of the Company for such purposes and with used powers, substricts and discretions four exceeding those vested in o exercisable by the Board) and for such period and subject to such conditions as it may think fit and may such power of attencery more contain such provincies for the protection and convenience of persons dealing with my such attency as the Board may think fit and my also authoristic my south attencery to sub-delegate all or any of the powers, authorities and discretions so vested in the attempts. Such attencery and may all on authorities, discrete any deed or instrument in any names permitted by the Law.
- (f) procure that the Company pays all expenses incurred in promoting and incorporating the
- Company;

 (g) delegate any of its powers (including the power to sub-delegate) to a committee of one or more persons appointed by the Board and every such committee shall conform to such directions as the Board shall impose on them. Subject to any directions or regulations made by the Directions for this purpose, the meetings and proceedings of any such committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board.
- (h) delegate any of its powers (including the power to sub-delegate) to any person on such terms and in such manner as the Board sees fit;

 (i) present any petition and make any application in connection with the liquidation or reorganisation of the Company; in connection with the issue of any share, pay such commission and brokerage as may be permitted by law; and
- authorise any company, firm, person or body of persons to act on behalf of the Company for any specific purpose and in connection therewith to execute any agreement, document or instrument on behalf of the Company.

- Register of Directors and Officers

 4.1 The Board shall cause to be kept in one or more books at the Registered Office a Register of Directors and Officers in accordance with the Law and shall enter therein the following particulars with repect to each Director and Officer.
- (a) first name and surname; and
- (a) aurress.

 41.2 The Board shall, within the period of thirty days from the occurrence of(a) any change among its Directors and Officers; or
 (b) any change in the particulars contained in the Register of Directors

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.

46. Conflicts of Interest

- The Officers shall consist of a Secretary and such additional Officers as the Board may determine all of whom shall be deemed to be Officers for the purposes of these Articles.

 43. Appointment of Officers
- The Secretary (and additional Officers, if any) shall be appointed by the Board from time to tim
- 44. Duties of Officers The Officers shall have such powers and perform such duties in the management, business and affairs of the Company as may be delegated to them by the Board from time to time.
- 45. Compensation of Officers

The Officers shall receive such compensation as the Board may determine

- Continct on Interest
 Act. Amy Director, or any Director's firm, partner or any company with whom any Director is
 associated, may act in any capacity for, be employed by or render services to the Company
 and such Director or such Director's firm, partner or company shall be entitled to
 compensation as if such Director were not a Director; provided that this Article 46.1 shall not
 apply to Independent Directors.
- 46.2 A Director who is directly or indirectly interested in a contract or proposed contract or arrangement with the Company shall declare the nature of such interest as required by the Applicable Law.
- Applicable Law.

 Notwithstanding anything to the contrary contained in this Article 46, a Director who has a personal interest in the matter under discussion at a meeting of the Directors, which may conflict with and impair the interest of the Corepany, shall not vote nor exercise voting right on behalf of another Director, the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting.
- present at the boars meeting.

 44. Novivithsanding anything to the contrary contained in this Article 46, a Director who is engaged in anything on his own account or no behalf of another preson, 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.
- 46.5 Notwithstanding anything to the contrary contained in this Article 46, a Director who has a personal interest in the matter under discussion at a meeting of the Directors shall declare the nature of and the essential contents of his interest at the relevant meeting of the Directors.

nature of and the essential contents of an interest at the relevant meeting of the Directors. Indemnification and Exculpation of Directors and Officers 47.1 The Directors and Officers of the Company and any trustee for the time being acting in relation to any of the affairs of the Company and every former director, officer or trustee and

- their respective heirs, executors, administrators, and personal representatives (each of which persons being referred to in this Article as an "indemnified party") shall be indemnified and secured harmless can of the assess of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur of their days, losses, damages and expenses which they or any of them shall or may incur of other dress, or suspice of the contract of their days, or supposed duty, or a supposed duty, or a supposed duty, or a supposed duty or in their respective offices or trusts, and so indemnified party and the amount of the days of the days of the other of them or for jointing in any recepts for the sake of conformity, or for any bankers or other persons with whom any moneys or offices thelonging to the Company shall or the Company and the may be lodged or deposited whom any moneys which may be appear to the contract of the contract of
- 47.2 The Company may purchase and maintain insurance for the benefit of any Director or Officer of the Company against any liability incurred by him in his capacity as a Director or Officer of the Company or indemnifying such Director or Officer in respect of any loss arising or liability attaching to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which the Director or Officer may be guilty in relation to the Company or any Subsidiary thereof.
- 47.3 To the extent permitted under the laws of the Cayman Islands, Members continuously holding three per cent (3%) or more of the total issued shares of the Company for a year or longer may:
- blotting time pix can (1879) a mean war.

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

 (b) request in writing any Independent Director of the Audit Committee to file a petition with the Taiwan Tapiet District Court, ROC for and on behalf of the Company against
- with the US Directions,
 within thirty (30) days after the Membert(s) having made the request under the preceding
 clause (a) or (b). If (s) in the case of clause (a), the Board fails to make such autherstation or
 the bladgement Director of the Audit Committee having been authorised by the Board fails
 to file sust presention, or (ii) in the case of clause (b), the independent Director of the Audit
 to file sust presention, or (iii) in the case of clause (b), the independent Director of the Audit
 to file sust presention, or (iii) in the case of clause (b), the independent Director of the Audit
 to file sust present to the Audit to the file sustained to the file sustained to the file and the file of the Audit to file sustained to the Audit to file sustained to the file sustained to the file of the Company and the file of the Company and the Company Audit of the Company and adopted to the Law, a Director to the Company and open of the Company and Audit of the Audit
 - in violation of the provisions above, the Company may, with the sanction of an Ordnary Recolution, demand the Director to diagonge and pay to the Company any profit so realized by the Director as consequence of his treatments the discertled in the preceding the process of the Company and the control of the Company has, in the course of conducting the business operations, or officer of the Company has, in the course of conducting the business operations, or considered any provision of the applicable these and/or regulations and thus caused durings to any other person, he shall be liable, jointly and severally with the Company, for the damag to such other person.

MEETINGS OF THE BOARD OF DIRECTORS 48. Board Meetings

Board Meetings

Subject to the Applicable Public Company Roles, the Chairmannay call a meeting of the Board and
the Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it
expected by the adversarial transaction of business, adjourn and otherwise regulate its meetings as it
expected by the adversarial transaction of the adversar

Notice of Board Meetings

Notice of Board Meetings
The Clairman shall, at any time summon a meeting of the Board, a notice setting forth theerin the ratters to be considered and if appropriate, approved at the meeting hall be given to each Director no later than seven (7) days prior to the scheduled meeting date. However, in the case of emergency as agreed by a support, of the Director, he meeting may be convend with a absert note period in a manner consistent with the Applicable Public Company Rules. Notice of a meeting of the Board all the deemed to be duly given to a Director if, to the extern permitted by Applicable Law, it given to such Director verbally (in person or by telephone) or otherwise communicated or sent to such Director by post, called, teles, teleogene, Essential exception and the control of the Board of the Board Company and the Company and

50. Participation in Meetings by Video Conference

Transparent in Arcetings by Arme Counterface treates may participate in any meeting of the Board by means of video conference or other minunication facilities, as permitted by the Applicable Law, where all persons participating in the cting to communicate with each other simultaneously and instantaneously, and participation in h a meeting shall constitute presence in person at such meeting. Ouorum at Board Meetings The quorum for a meeting of the Board shall be more than one-half of the total number of the

52. Board to Continue in the Event of Vacancy

Unless otherwise agreed by a majority of the Directors attending, the Chairman, if there be one shall act as chairman at all meetings of the Board at which such person is present. In his absence the property of the propert

Validity of Prior Acts of the Board

No regulation or alteration to these Articles made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation or alteration had not been made.

CORPORATE RECORDS

The Board shall cause minutes to be duly entered in books provided for the purpose

- (a) of all elections and appointments of Officers;
 (b) of the names of the Directors present at each meeting of the Board and of any committee appointed by the Board; and
- (c) of all resolutions and proceedings of general meetings of the Members, meetings of the Board, meetings of managers and meetings of committees appointed by the Board.

56. Register of Mortgages and Charges

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

 56.2 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 Cayman Islands, subject to such reascenable restrictions as the Board may impose, so that not less than two (2) hours in each sub-business day be allowed for impection.

less than two (2) h Form and Use of Seal

- 57.1 The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and, until otherwise determined by the Directors, the Seal shall be afficient the presence of a Director or the Secretary or an assistant secretary or some other person authorised for this purpose by the Directors or the committee of Directors.
- committee of Directors.

 Notwithstanding the foregoing, the Seal may without further authority be affixed by way or authoritise that the property of the first property of the Copyman Islands, and may be so affixed by any Director, Secretary or assistant secretary of the Company or any other person or institution having authority to file the document as aforesaid.
- 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

58. Tender Offer

Within seven (7) 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 pursuant to the Applicable Public Company Rels, the Board shall reselve to recommend to the Members whether to accept or object to the tender offer and make a public amouncement of the following:

- (b) recommendations to the Members on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefor.
- (c) whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any.

 (d) they type, numbers and amount of the shares of the tender offeror or its affitiates held by the Directors and the Members holding more than ten per cent (10%) of the total number of issued shares beld in their own names or in the name of other persons.
- 59. Books of Account
- 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:-
- the Company and in particular with respect to:

 all stum of money received and expended by the Company and the matters in respect
 of which the receipt and expenditure relates;
 (b) all sales and purchases of goods by the Company; and
 (c) all assets and inhabities of the Company.
 Such books of account shall be kept for at least five (5) years from the date they are prepared. 59.2 Such records of account shall be kept and proper boosts of account shall not be deemed to be 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.
- 9.3 The instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with the Articles and replation shall be kept for at least one (1) year. However, if a Member institutes a lawaris with respect to such instruments of proxy, documents, forms/statements and/or information mentioned berein they shall be kept until the conclusion of the litigation of four litigation of the litigation of the

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

AUDIT COMMITTEE

- The Board shall see up an Addit Committee. The Andrit Committee shall comprise solely of Independent Directors and the number of committee members shall not be less than three (3). One of the Andrit Committee members shall be appointed as the converse to convene meetings of the Andrit Committee from time to time and at least one of the Andrit Committee members shall have accounting of financial expertise. A valid resolution of the Andrit Committee requires approval of one-half or more of all its members. Powers of 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 one-half or more of all Audit Committee members and be submitted to the Board for resolution:
- one-half or more of all Audit Committee members and be submitted to the Board for resolution:

 (a) adoption of or amendment to an internal control system;

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

 (c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assex, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others;
- (d) any matter relating to the personal interest of the Directors (e) a material asset or derivatives transaction; (f) a material monetary loan endorsement or provision of eur
- a materias monetary toan, endorsement, or provision of guarantee;
 the offering, issuance, or Private Placement of any equity-related securitie
 the hiring or dismissal of an attesting certified public accountant, or the thereto:
- (i) the appointment or discharge of a financial, accounting, or internal auditing office
- (t) the appointment or discharge of a financial, accounting, or internal auditing officer; () appreved of smanl and semi-annial financial apports, and (3) any other matter so determined by the Company from time to time or required by any competent authority oversecting the Company. With the exception of stem (1), any other matter that has not been approved with the consent of ona half or more of all Aud Committee members may be understant upon the consent of two-bards or more of the members of the Board, and the resolution of the Audit Committee shall be recorded in the minutes of the Dendr, and the resolution of the Audit Committee shall be recorded in

VOLUNTARY WINDING-UP AND DISSOLUTION

Winding-Up

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 specia or in kind the whole or any part of the assests of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to the divided as aforesaid and may determine how such division shall be entered out as between the Members or different classes of Members. The liquidatormay, with the like sanction, vest the whole or any part of such assests in the transets open such trusts for the benefit of the Members as the liquidator shall finish fit, but so that no Member shall be compelled to accept any shares or other recurring or an architecture from a my light of the compelled to accept any shares or other recurring or an architecture.

Subject to the Law and to the conditions contained in its Memorandum, the Company may, by Special Resolution, after or add to its Articles.

REDUCTION OF SHARE CAPITAL Reduction of Share Capital

The Company may by Special Resolution reduce its share capital and any capital redemption reserve in any manner authorised by the Law and the Applicable Public Company Rules. Any such reduction of share capital stall be effected based on the pre-cartage of shareholding of the Members pero rata, unless otherwise provided for in the Law or the Applicable Public Company Rules.