

股票代號：6617

共信醫藥科技控股 股份有限公司



二〇一七年股東常會

議事手冊

股東會時間：西元二〇一七年六月十九日（星期一）下午二點整

股東會地點：台北市中正區徐州路2號 台大醫院國際會議中心402AB廳

共信醫藥科技控股股份有限公司
二〇一七年股東常會議事手冊

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【開會程序】

【Procedures for 2017 Annual Shareholders' General Meeting】

一、宣佈開會 The Meeting is called to order

二、主席就位 Chairman in position

三、主席致詞 Chairman's speech

四、報告事項 Matters to report

五、承認事項 Matters to recognize

六、討論事項 Matters to discuss

七、臨時動議 Incidental motions

八、散 會 Meeting adjourned

【會議議程】

【Meeting Agenda of 2017 Annual Shareholders' General Meeting】

一、時間：2017年6月19日（星期一）下午2點整

I. Time: 14:00 (Monday) June 19, 2017

二、地點：台北市中正區徐州路2號 台大醫院國際會議中心 402AB 廳

II. Place: 402AB Meeting Hall, NTUH International Convention Center, No.2

Xuzhou Road., Zhong-Zheng District, Taipei City

三、出席：全體股東及股權代表人

III. Attendance: All shareholders and shareholding representatives

四、主席：董事長 Lester John Wu

IV. Chairman: Lester John Wu

五、主席致詞

V. Chairman's speech

六、報告事項

VI. Matters to report

(一) 本公司 2016 年度營業報告，敬請 公鑒。

(二) 審計委員會審查 2016 年度決算表冊之報告書，敬請 鑒察。

(三) 本公司健全營運計劃書執行情形，敬請 公鑒。

(四) 股東提案未列入議案之理由，敬請 公鑒。

(五) 本公司董事會議事規範，敬請 公鑒。

(I) The Company's 2016 Annual Business Report is reported for your review.

(II) The audit report on the 2016 Annual Final Accounts by Auditing Committee is reported for your review.

(III) The implementation status of the Company's Sound Operation Plan is reported for your review.

(IV) The reasons for not listing shareholders' proposals as the meeting motions are reported for your review.

(V) The Company's Procedure Rules of the Board of Directors Meetings are reported for your review.

七、承認事項

- (一) 承認本公司 2016 年度營業報告書及財務報表案，提請 承認。
- (二) 承認 2016 年度虧損撥補表案，提請 承認。

VII. Matters to recognize

- (I) The case to recognize the Company's 2016 Annual Business Report and Financial Statements is proposed for recognition.
- (II) The case to recognize 2016 Annual Deficit Compensation Statement is proposed for recognition.

八、討論事項

- (一) 增訂本公司「董事選任程序」案，提請 討論。
- (二) 修訂本公司「取得與處分資產準則」、「資金貸與處理準則」及「背書保證處理準則」案，提請 討論。
- (三) 解除本公司第一屆董事競業禁止案，提請 討論。
- (四) 申請股票上市、櫃案，提請 討論。
- (五) 初次申請上市、櫃掛牌前之現金增資提撥公開承銷案，提請 討論

VIII. Matter to discuss

- (I) The case to update the Company's "Procedures for the Election of Directors" is proposed for discussion.
- (II) The case to amend the Company's "Regulations Governing Acquisition and Disposal of Assets", "Capital Loaned to Others Management Operations" and "Endorsements and Guarantees Management Operations" is proposed for discussion.
- (III) The case to release the prohibition on the Company's 1st term of Directors from participation in competitive business is proposed for discussion.

(IV) The case to apply for stock listing on TWSE or TPEX is proposed for discussion.

(V) The case of cash capital increase and allocation of shares to a public offering before the application for initial stock listing on TWSE or TPEX is proposed for discussion.

九、臨時動議

IV. Incidental motions

十、散 會

X. Meeting adjourned

【報告事項 Matters to Report】

第一案 Case 1

案由：本公司二〇一六年度營業報告，敬請 公鑒。

Summary: The Company's 2016 Annual Business Report is presented for your review.

說明：本公司二〇一六年度營業報告書，請參閱本手冊第 16 頁至第 20 頁【附件一】。

Description: For the Company's 2016 Annual Business Report, please refer to page 16 to Page 20 of this handbook (Appendix I).

第二案 Case 2

案由：審計委員會審查 2016 年度決算表冊之報告書，敬請 公鑒。

Summary: The Company's 2016 Audit Report by Auditing Committee is presented for your review.

說明：本公司二〇一六年度決算表冊之審計委員會審查報告書，請參閱本手冊第 21 頁【附件二】。

Description: For the Company's Audit Report on 2016 Annual Final Accounts by Auditing Committee, please refer to page 21 of this handbook (Appendix II).

第三案 Case 3

案由：本公司健全營運計畫執行情形，敬請 公鑒。

Summary: The implementation status of the Company's Sound Operation Plan is presented for your review.

說明：二〇一六年度健全營運計畫執行情形，請參閱本手冊第 22 頁【附件三】。

Description: For the implementation status of the Company's 2016 Sound Operation Plan, please refer to page 22 of this handbook (Appendix III).

第四案 Case 4

案由：股東提案未列入議案之理由，敬請 公鑒。

Summary: The reasons for which the shareholder's proposals which are accepted by the Company but not included in the motions are presented for your review.

說明：本公司本次股東會受理股東提案申請，期間 2017 年 04 月 14 日起至 2017 年 04 月 24 日止，並未接獲任何股東提案。

Description: During the period to accept shareholder's proposals for this Shareholders' Meeting, April 14, 2017 to April 24, 2017, no shareholder's proposal was accepted.

第五案 Case 5

案由：本公司董事會議事規範，敬請 公鑒。

Summary: The Company's Rules of Procedures for Board of Directors Meetings are presented for your review.

說明：依台灣證券相關法令規定，向股東會報告本公司董事會議事規範，本公司之董事會議事辦法請參閱本手冊第 23 頁至第 28 頁【附件四】。

Description: Pursuant to requirements of Taiwan Securities & Exchange related laws and regulations, the Company's Rules of Procedures for Board of Directors Meetings are reported to the Shareholders' Meeting. Please refer to page 23 to Page 28 of this handbook (Appendix IV).

【承認事項 Matters to Recognize】

第一案 Case 1 (董事會提 Proposed by Board of Directors)

案由：承認本公司 2016 年度營業報告書及財務報表案，提請 承認。

Summary: The case of 2016 Business Report and Financial Statements is proposed for recognition.

說明：一、本公司二〇一六年度財務報表已提請第一屆第十一次董事會決議通過，業經勤業眾信聯合會計師事務所吳世宗會計師、邱政俊會計師查核完竣，並出具無保留意見之查核報告，檢同二〇一六年度營業報告書在案。

Description: 1. The Company's 2016 Annual Financial Statements were already proposed and passed by the resolution of 1st term 11th session of Board of Directors Meeting, and the audit by CPA Wu Shi-Zong and CPA Chiu Zheng-Jun of Deloitte & Touche was completed, and an audit report with Unqualified Opinion was issued and attached to 2016 Annual Business Report on file.

二、二〇一六年度營業報告書、二〇一六年度會計師查核報告書及財務報表，請參閱本手冊第 29 頁至第 35 頁【附件五】。

2. For 2016 Annual Business Report and 2016 Accountant's Annual Audit Report and Financial Statements, please refer to page 29 to Page 35 of this handbook (Appendix V).

三、提請 承認。

3. It is proposed for recognition.

決議：

Resolution:

第二案 Case 2 (董事會提 Propose by Board of Directors)

案由：承認二〇一六年度虧損撥補表案，提請 承認。

Summary: The case to recognize the Company's 2016 Annual Deficit Compensation

Statement is proposed for recognition.

說明：一、二〇一六年度本期稅後淨損為新台幣 101,918 仟元，截至二〇一六年底累積虧損為新台幣 534,304 仟元。

Description: 1. The Company's 2016 current period after-tax net loss is NT\$ 101,918 thousand dollars, and as of the end of 2016 the accumulated loss is NT\$534,304 thousand dollars.

二、二〇一六年度虧損撥補表已提請第一屆第十一次董事會決議通過，請參閱本手冊第 36 頁【附件六】。

2. 2016 Annual Deficit Compensation Statement was passed by resolution of 1st term 11th session of Board of Directors Meeting. please refer to page 36 of this handbook (Appendix VI).

三、提請 承認。

3. It's propose for recognition.

決議：

Resolution:

【討論事項Matters to Discuss】

第一案 Case 1 (董事會提 Proposed by Board of Directors)

案由：增訂本公司「董事選任程序」案，謹請 討論。

Summary: To case to add and amend The Company's "Procedures for the Election of Directors" is presented for discussion.

說明：一、依本公司章程規定訂定本公司「董事選任程序」，請參閱本手冊第 37 頁至第 38 頁【附件七】。

Description: 1. The Company's "Procedures for the Election of Directors" is formulated in accordance with the Company's Articles of Association. Please refer to page 37 to Page 38 of this handbook (Appendix VII).

二、本案於 2017 年 3 月 23 日經董事會決議通過，於本次股東常會提案討論。

2. This case was passed by the resolution of Board of Directors on March 23, 2017, and is proposed at this Shareholders' General Meeting for discussion.

三、謹請 討論。

3. Please discuss.

決議：

Resolution:

第二案 Case 2 (董事會提 Propose by Board of Directors)

案由：修訂本公司「取得與處分資產準則」、「資金貸與處理準則」及「背書保證處理準則」案，提請 討論。

Summary: The case to amend the Company's "Regulations Governing Acquisition and Disposal of Assets", Capital Loaned to Others Management Operations" and "Endorsements and Guarantees Management Operations" is proposed for discussion.

說明：一、依金管證發字第 1060004523 號函規定修訂本公司「取得與處分資產準則」，修正條文對照請參閱本手冊第 39 頁至第 46 頁【附件八】。

Description: 1. The Company's "Regulations Governing Acquisition and Disposal of Assets" are amended pursuant to the FSC Letter No. Financial-Supervisory-Securities-Corporate-1060004523. For amended article cross-reference please refer to page 39 to page 46 of this handbook (Appendix VIII).

二、依公司現行作業修訂本公司「資金貸與處理準則」及「背書保證處理準則」，修正條文對照請參閱本手冊第 47 頁至第 48 頁【附件九】及第 49 頁至第 50 頁【附件十】。

2. The Company's "Capital Loaned to Others Management Operations" and "Endorsements and Guarantees Management Operations" are amended in accordance with the Company's current operations. For amended article cross-reference please refer to page 47 to page 48 (Appendix IX) and page 49 to page 50 (Appendix X) of this handbook.

三、本案於 2017 年 3 月 23 日經董事會決議通過，於本次股東常會提案討論。

3. This case was passed by the resolution of Board of Directors on March 23, 2017, and is proposed for discussion at this Shareholders' General Meeting.

四、謹請 討論。

4. Please discuss.

決 議：

Resolution:

第三案 Case 3 (董事會提 Proposed by the Board of Directors)

案 由：解除本公司第一屆董事競業禁止案，提請 討論。

Summary: The case to release the prohibition on the Company's 1st term of Directors from participation in competitive business is proposed for discussion.

說 明：一、本公司董事或有投資或有經營其他與本公司營業範圍相同或類似之業務，在無損及本公司利益之前提下，爰依台灣公司法 209 條規定，擬請股東會解除董事之競業禁止限制。

Description: 1. With respect to the fact that the Company's Directors might have invested in or operated in other businesses which may have the same or similar business scope as the Company, under the premise that it does not prejudice the Company's interests, it is proposed for the shareholders to agree to release the prohibition on the Directors from participation in competitive business, pursuant to provisions in Article 209 of Taiwan Company Act.

二、提請解除競業禁止董事名單參閱本手冊第 51 頁【附件十一】

2. Please refer to Page 51 of this handbook (Appendix XI) for the list of Directors proposed for release of prohibition from participation in competitive business.

三、本案於2017年3月23日經董事會決議通過，於本次股東常會提案討論。

3. This case was passed by the resolution of Board of Directors on March 23, 2017, and is proposed for discussion at this Shareholders' General Meeting.

四、謹請 討論。

4. Please discuss.

決 議：

Resolution:

第四案 Case 4 (董事會提 Proposed by the Board of Directors)

案 由：申請股票上市、櫃案，提請 討論。

Summary: The case of application for stock listing on TWSE or TPEX is proposed for discussion.

說 明：一、本公司自 2017 年 1 月 18 日獲金融監督管理委員會核准公開發行，為吸引優秀人才並提高市場競爭力，以因應未來公司業務成長之需要，擬申請股票上市、櫃。

Description: 1. Since January 18, 2017, the Financial Supervisory Commission has approved the Company's public offering, in order to attract excellent talents, enhance market competitiveness and to cope with the

company's needs for future business development, the Company intends to apply for stock listing on TWSE or TPEX.

二、申請股票上市、櫃之送件時間，擬視公司營運狀況及資本市場變動情形，擬提請 2017 年度股東常會授權本公司董事會全權辦理。

2. The application submission time for stock listing on TWSE or TPEX shall depend on the Company's operational status and the capital market fluctuations. It is proposed to authorize the Company's Board of Directors with full discretion to handle stock listing application related matters at the 2017 Annual Shareholders' General Meeting.

三、本案於 2017 年 3 月 23 日經董事會決議通過，於本次股東常會提案討論。

3. This case was passed by the resolution of Board of Directors on March 23, 2017, and is proposed for discussion at this Shareholders' General Meeting.

四、謹請 討論。

4. Please discuss.

決 議：

Resolution:

第五案 Case 5 (董事會提 Proposed by Board of Directors)

案 由：初次申請上市、櫃掛牌前之現金增資提撥公開承銷案，提請 討論

Summary: To case to carry out a cash capital increase to create the source for a public offering before the initial stock listing on TWSE or TPEX is proposed for discussion.

說 明：一、為配合本公司申請股票上市、櫃案，依相關法令之規定，擬以辦理現金增資做初次上市、櫃前公開承銷之來源。

Description : 1. To coordinate the Company's application for stock listing on TWSE or TPEX, in accordance with provisions of related laws and regulations, it is proposed to carry out a cash capital increase to create the source for a public offering before the initial stock listing on TWSE or TPEX.

二、本次發行之現金增資除依台灣公司法第 267 條規定，保留 10%~15% 股份由員工認購，其餘 85%~90% 股份擬依台灣證券交易法第 28 條之 1 及相關股票上市、櫃之法令規定，由原股東放棄優先認購權，全數提撥供辦理上市、櫃前公開承銷，員工放棄或認購不足部份擬授權董事長洽特定人按發行價格認購之。

2. This cash capital shall be carried out complying with provisions in Article 267 of Taiwan Company Act by reserving 10-15% shares for employees' subscription; the original shareholder shall be asked to abandon their priority subscription rights to the remaining 85-90% shares, pursuant to provisions in Article 28-1 of Taiwan Securities and Exchange Act and related TWSE or TPEX stock listing regulations, by allocating all shares for public offering before TWSE or TPEX stock listing. For the portion of shares abandoned by employees or not fully subscribed, the Chairman of Board shall contact specific parties to subscribe at the public offering prices.

三、本次現金增資發行之新股，其權利義務與已發行普通股相同，並採無實體發行。

3. The rights and responsibilities of the new shares through public offering of this cash capital increase are identical to the existing ordinary shares outstanding, and the shares are issued in the form of book-entry securities.

四、本次現金增資發行新股、發行時間、發行價格、資金運用計劃及預計產生效益，擬採用之承銷方式及其他未盡事宜，如因法令規定或主管機關核定及基於營運評估或因客觀環境須予以修正變更時，擬提請 2017 年度股東常會授權本公司董事會全權辦理。

4. Shall the offering time, offering prices, capital operating plans and expected benefits, underwriting methods and other unsettled matter of the new shares issued for cash capital increase be subject to corrections or changes, as result of laws and regulations or approval of competent authorities or other objective environmental conditions, it is proposed to authorize the Company's Board of Directors to handle

with full discretion.

五、本案於2017年3月23日經董事會決議通過，於本次股東常會提案討論。

5. This case was passed by the resolution of Board of Directors on March 23, 2017, and is proposed for discussion at this Shareholders' General Meeting.

六、謹請 討論。

6. Please discuss.

決 議：

Resolution:

【臨時動議】

【散 會】

共信醫藥科技控股股份有限公司- Gongwin Biopharm Holdings (KY)
2016 年營業報告書
2016 Annual Business Report

一、2016 年營業結果

回顧 2016 年度，為因應新政府推動的各項生技政策，整合新興製藥產業所需之各項措施，並將生技產業列入五大創新產業之一的決心，本公司決定在上半年擴大營運，因而將營運地點搬到現址，同時不斷招募人力以加速各項營運觸角，順利的整理出子公司 PTS International Inc. 在中國大陸完成之肝癌臨床試驗結果，向台灣 TFDA 提出以 PTS100 治療肝癌的二期臨床試驗申請；同時也向美國 FDA 提出 PTS-02 符合孤兒藥認定的申請；2016 年 6 月，中國 CFDA 第 113 號公告：「總局關於藥物臨床試驗資料自查核查撤回品種重新申報有關事宜的公告」說明了撤回品種重新申報的有關事宜，本公司的 PTS302 得以依據這份公告的規定補充完善臨床試驗，重新提出申請。並預計在 2017 年第 2 季左右送件。

I. 2016 Annual Business Results

Looking back in 2016, to respond to new government's promotion of various biotechnology policies, various measures required to integrate the emerging pharmaceutical industry, and determination to categorize the biotechnology industry as one of the major five innovative industries, the Company has decided to expand its operations in the first half of 2016 by relocating the location of operations to the current address. Meanwhile, the Company has continued to recruit talents to speed up the development of its operational fields., The liver cancer clinical trial results conducted in Mainland China by the subsidiary PTS International Inc. were successfully organized, and Phase II clinical trial application to treat liver cancer with PTS100 was submitted to Taiwan FDA; at the meantime, the application of orphan drug identification for PTS-02 to USA was also submitted. In June 2016, No. 113 announcement by China FDA, the "Announcement regarding relevant matters of self-audit, verification and re-submission of drug clinical trial data concerning rejected items by China FDA" described relevant matters concerning the re-submission of rejected items, so the Company's may supplement and improve the clinical trials of PTS302 in accordance with the regulations in this announcement and resubmit the application. The submission is expected to take place during the second quarter of 2017.

研發方面，本公司已經進駐國內大專院校的育成中心，展開一系列與 PTS 新藥相關的研究計畫。除了自行開發的項目之外，與大專院校、財團法人、CRO 的研發計畫也已經陸續展開。部分成果也已經成為全球專利佈局的材料，包含子公司天津紅日健達康在內，總計在 2016 年本公司共提出 4 項專利申請，預計在 2017 年可以獲得 1~2 項專利核准。此一研發成果可為未來的國際授權建立穩固的基礎。在市場方面，本公司在 2016 年年底已經與澳洲一家醫藥公司達成包括：澳洲、紐西蘭的市場銷售協議。未來將依據此一區域合約為範例，開拓全球的市場授權活動。

In the aspect of R & D, the Company has stationed in the incubation centers inside domestic

colleges and universities, and launched research programs for a series of PTS related new drugs. In addition to self-developed projects, the research programs with colleges and universities, Foundations, CRO have also been launched one after another. Part of the results have also become the basis for global patent deployment, and there were a total of four items of patent applications submitted by the Company in 2016, including the application by subsidiary Tianjin Chase Sun Jiandakang Pharmaceutical Technology Co., Ltd.; approximately 1-2 patent approvals are expected to be obtained in 2017. The R & D results shall lay concrete foundation for international licensing in the future. In the aspect of markets, the Company has signed a marketing and sales agreement with an Australian pharmaceutical company, including the markets in Australia and New Zealand. In the future, the Company shall develop the global-wise market licensing activities basing on this regional contract as an example.

二、財務收支及獲利能力分析

II. Analysis of Financial Receipts and Expenditures, and Profitability

單位：新台幣仟元：%
Unit: NT\$ in 1,000's: %

分析項目 Item Analyzed		年度 Year	2015年 Year 2015	2016年 Year 2016	增(減)比(%) Increase (Decrease) Ratio (%)
		損益	營業收入 Operating Income	0	93
分析 Profit and Loss Analysis	營業毛利 Operating Margin	0	93	100.00	
	營業淨利 Operating Net Profit	(50,363)	(106,937)	(112.33)	
獲利	資產報酬率(%) Return on Assets (%)	(14.83%)	(15.25%)	(2.83)	
	權益報酬率(%) Return on Equity (%)	(18.85%)	(17.34%)	8.01	
能力 Profitability	占實收資本比率 Ratio to Paid-In Capital	營業利益 Operational Profit	(5.37)	(11.00)	(104.84)
	(%)	稅前純益 Pre-Tax Net Profit	(5.33)	(10.73)	(101.31)
	純益率(%) Net Profit Rate *%)	0	(112,212.9)	(100.00)	
	每股盈餘(元) Earnings per Share (Dollars)	(0.54)	(1.08)	(100.00)	

三、研究發展狀況

III. Research & Development Status

本公司現階段的研究發展方向，主要以 PTS 的抗癌特性為開發主軸，除了建立自主細胞活性分析系統與腫瘤動物模式外，也針對 PTS 有效的抗癌分子機制進行研討，同時導入先進的劑型技術，以因應市場的需求發展趨勢。以上的研究工作除了自行研發之外，分別委請台灣大學、工研院、生物技術開發中心及台北醫學大學等學術研究機構參與研發，以期建立更具有市場競爭性的新產品。

The Company's R & D direction in the current stage is mainly focused on the anti-cancer properties of PTS. In addition to establishing autonomous cell activity analysis system and tumor animal model, research on PTS's effective anti-cancer molecular mechanism is also conducted. At the meantime, the advanced formulation technology is also implemented in response to the development trends required by the market. In addition to our own R & D, we also invited National Taiwan University, ITRI, Development Center for Biotechnology, Taipei Medical University for collaborations, and ect. to create new products with market competitiveness.

因應 CFDA 在 2016 年 113 號公告，本公司於 2016 年 7 月至 2017 年 2 月展開對參與中國三期肺癌試驗的 17 家醫院進行了 100% 數據核查，發現數據真實可靠，惟有不完整及不規範的問題，但結果並不影響療效/安全性的結論，研判符合 2016 年第 113 號公告的要求，預計可於 2017 年第二季重新向 CFDA 遞交藥證申請。其次，本公司於 2016 年 6 月與台灣醫藥品查驗中心完成二期肝癌臨床試驗諮詢，9 月向 TFDA 及台大醫院遞交試驗申請。於 11 月 4 日取得台大醫院核准。TFDA 於 2016 年 10 月 17 日要求補件，本公司於 2017 年 1 月 13 日完成補件。第三，本公司於 2016 年 9 月向美國 FDA 提出氣管腺樣囊性癌(TACC)的孤兒藥認證申請，並於 2017 年 1 月取得認證，將為全世界第二家獲得此認證之藥廠。此認證對產品在全球的能見度將有明顯的幫助。

In response to the announcement by CFDA, during the period of July 2016 and February 2017 the Company conducted 100% data audit on 17 hospital which participate in China Phase III lung cancer trials, and the data was found to be true and reliable. Even though there were issues of incompleteness and non-standardization, the efficacy safety conclusion was not affected; the drug permit license application is expected to be re-submitted to CFDA on April 2017. Secondly, the Company has completed consultation with Center for Drug Evaluation concerning Phase II liver cancer clinical trial in June 2016, and the trial application was submitted to TFDA and National Taiwan University in Sept. The approval from National Taiwan University was obtained on Nov. 4. TFDA requested supplementary documents on Oct. 17, 2016, and the Company completed the submission of supplementary documents on Jan. 13, 2017. The Company submitted the application of orphan drug designation for tracheal adenoid cystic carcinoma (TACC) to US FDA in Sept. 2016, and obtained the designation, becoming the second pharmaceutical company to have acquired this designation in the world. This designation shall help significantly in terms of this product's global visibility.

四、2017 年營業計畫概要

IV. Summary of 2017 Annual Business Plan

在研究發展方面，2017 年會陸續完成 PTS 的 GLP 藥毒理實驗，並將製程技術優質化，

以完成相關臨床用藥的 CMC 及臨床藥品製備。臨床試驗方面，在 2017 年第二季將完成中國肺癌藥證的重新送件，預計於 2017 年底取得 CFDA 核准。其次，若取得 TFDA 核准亦將於 2017~2018 年在台大醫院啟動二期肝癌臨床試驗，以評估後續的臨床策略。第三，將進行新適應症(惡性肋膜積液及腺樣囊性癌)全球試驗申請的可行性評估，並於 2017~2018 年完成美國及澳洲的新適應症臨床試驗申請遞件。

In the aspect of R & D, the GLP toxicology experiment of PTS shall be successively completed in 2017, and the manufacturing process technology shall be optimized, in order to complete the CMC of related clinical drugs and preparation of clinical drugs. In the aspect of clinical trials, the re-submission of China lung cancer drug permit license shall be completed in the second quarter of 2017, and the CFDA approval is expected to be obtained at the end of 2017; and the audit approach of this case shall be the demonstration reference for official guidance to other companies making re-submission. Secondly, Phase II liver cancer clinical trial is expected to start at National Taiwan University in 2017 in order to assess subsequent clinical strategies. Thirdly, the feasibility assessment of new indication (malignant pleural effusion and adenoid cystic carcinoma) global trial application shall be conducted i, and the new indication clinical trial application shall be submitted in USA and Australia during the term of 2017 and 2018.

2016 年 12 月已與澳洲合作夥伴完成合約簽署。按照目前規劃，在完成臨床前相關試驗之後，將於 2017 年安排進行與澳洲法規單位 TGA 的諮詢會議，針對未來澳洲之臨床試驗設計、上市前規劃等議題進行意見交換與討論，預計於年底向台灣/澳洲提出臨床試驗申請，目前規劃是以 PTS 針對惡性胸腔積液的臨床試驗，執行時間約 2-3 年。

In Dec. 2016, the Company has signed the contract with the Australian cooperation partner Phentac. According to the current plan, after the related pre-clinical trials are completed, a consultation meeting with the Australian regulatory unit (TGA) shall be arranged and conducted in 2017 to exchange opinions and discuss concerning issues, including future clinical trial design and pre-market planning, etc. for Australia. The clinical trial application is expected to be submitted in Taiwan/Australia by the end of the year, and the current plan is to conduct clinical trial of PTS on malignant pleural effusion, and the execution time is approximately 2-3 years.

近年來，中國全面實施藥品醫療器械審評審批制度改革，審評審批速度加快，進一步調動了醫藥創新的積極性。隨著“十三五”《醫藥工業發展規劃指南》的實施，更多臨床急需的創新藥物有望加速獲批，讓更多患者儘快獲益。同時，中國的醫藥行銷已經進入專業化時代，醫藥企業之間的競爭也是專業化的競爭。所謂專業化，是指產品的專業化、行銷的專業化和管理的專業。順應市場趨勢，共信-KY 將依照循證醫學的證據，讓臨床醫師充分瞭解藥品最優勢患者族群以及安全注意事項，規畫在呼吸介入相關醫學會議平台中，藉由中國呼吸介入領域主要領先專家共同探討 PTS 的臨床使用經驗分享與交流，來推廣 PTS 的知名度與臨床治療成果，同時與專精於呼吸介入治療的大型三甲醫院合作推動 PTS 呼吸內鏡教育訓練中心，提供廣泛臨床醫師專業的用藥方式與安全教育，廣大 PTS302 上市前的學術醫學教育與產品品牌的知名度，為 PTS302 成功上市前做系統性的市場銷售做前期鋪墊工作。

In the recent years, China has fully implemented the reform of drug and medical instrument review and approval system, with review and approval process accelerated, to further trigger the enthusiasm for drug innovation. Following the actual implementation of "Pharmaceutical Industry Development Planning Guide", it is expected that the approval of innovative drugs urgently needed for clinical trials could be accelerated, so more patients can benefit as soon as possible. In the meantime, pharmaceutical marketing in China has entered into an era of specialization, so the competitions among pharmaceutical companies are also competitions of specialization. The so-called specialization refers to the specialization of products, marketing and management. Conforming to the market trends, Gongwin shall follow the evidences of PTS evidence-based medicine to let clinical doctors fully understand the drug's most advantageous patient groups as well as safety precautions. The Company plans to promote the popularity of PTS and clinical

treatment results on the respiratory intervention related medical conference platform for major leading experts from the China respiratory intervention field to jointly discuss PTS's clinical uses, experience sharing and exchange. In the meantime, the Company will cooperate with large scale triple A hospitals specialized in respiratory intervention treatment to promote PTS respiratory endoscopy education and training center, providing extensive clinical doctors with professional routes of administration and safety education, thereby enhancing PTS302's pre-listing and pre-market academic and medical education and product brand awareness, paving the way for PTS302's successfully listing with systematic marketing and sales efforts.

董事長 Lester John Wu
Chairman Lester John Wu



總經理 林懋元
GM: Morrice Lin



財務長 黃鈞彥
CFO : Henry Huang



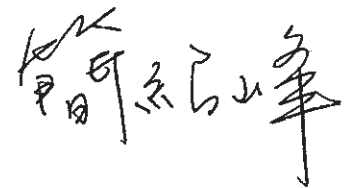
共信醫藥科技控股股份有限公司

審計委員會審查報告書

董事會造具本公司 2016 年度營業報告書、合併財務報表及虧損撥補表議案，其中財務報表業經勤業眾信聯合會計師事務所吳世宗及邱政俊師查核完竣，並出具查核報告，上述營業報告書、財務報表及虧損撥補表議案經本審計委員會查核，認為尚無不符，爰依台灣證券交易法第十四條之四及台灣公司法第二百一十九條之規定報告如上，敬請 鑒核。

共信醫藥科技控股股份有限公司

審計委員會召集人：簡紹峰



日 期：西元 2017 年 04 月 20 日

共信醫藥科技控股股份有限公司
健全營運計畫書執行情形-2017 年度第一季

單位：新台幣仟元

年度 期間	2017 年		
	第一季 1 月-2 月 預算數	第一季 1 月-2 月 實際數	差異數
營業收入	0	177	177
國際授權	0	177	177
中國授權	0	0	0
製劑銷售	0	0	0
營業成本	0	0	0
營業毛利	0	177	177
毛利率	0%	100%	
營業費用			
推銷費用	0	0	0
管理費用	11,433	15,238	3,805
研究發展費用	15,205	6,020	(9,185)
營業費用合計	26,638	21,258	(5,380)
營業損益	(26,638)	(21,081)	5,557
營業外收入及支出	(55)	(169)	(114)
本期稅前損益	(26,693)	(21,250)	5,443

差異說明：

一、營業收入實際數較預算數增加 177 仟元，主要係共信醫藥控股權利金增加 177 仟元 (USD5,769.24 元)所致。

二、管理費用實際數較預算數增加 3,805 仟元：

其中

1.薪資費用增加 5,950 仟元，主要係共信醫藥控股公司增加員工認股權薪資費用所致。

2.勞務費用增加 2,010 仟元，主要係共信醫藥控股增加 Deloitte 二期查核款 930 仟元及台新興櫃送件費 500 仟元所致。

3.其他費用減少 3,938 仟元，主要係天津紅日實際減少申報註冊費、檢驗費、資料裝訂費共計 3,938 仟元所致。

三、研究發展費用實際數較預算數減少 9,185 仟元：

其中

1.薪資費用減少 1,760 仟元，主要係台灣共信薪資費用減少 1,760 仟元所致。

2.委託研究費用減少 6,291 仟元，主要係台灣共信臨床處減少 3,149 仟元及製技處減少 2,021 仟元所致。

共信醫藥科技控股股份有限公司

董事會議事辦法

第一條、訂定依據

為建立本公司良好董事會治理制度、健全監督功能及強化管理機能，爰依「公開發行公司董事會議事辦法」訂定本辦法，以資遵循。

第二條、議事規範

本公司董事會之議事規範，其主要議事內容、作業程序、議事錄應載明事項、公告及其他應遵循事項，應依本規範之規定辦理。

第三條、董事會召集及會議通知

1. 董事會應至少每季召開一次，並於議事規範明定之。
2. 董事會之召集，應載明召集事由，於七日前通知各董事及監察人。但有緊急情事時，得隨時召集之。
3. 前項召集之通知，得以書面、電子郵件(email)或傳真方式為之。
4. 第七條第一項各款之事項，除有突發緊急情事或正當理由外，應在召集事由中列舉，不得以臨時動議提出。

第四條、董事會開會地點及時間

董事會之召開，應於本公司所在地及辦公時間內為之。但為業務需要，得於其他便利董事出席且適合董事會召開之地點及時間為之。

第五條、會議通知及會議資料

1. 本公司董事會指定之議事事務單位為財務單位。
2. 議事事務單位應擬訂董事會議事內容，並提供充分之會議資料，於召集通知時一併寄送。
3. 董事如認為會議資料不足，得向議事事務單位請求補足。
4. 董事如認為議案資料不充足，得經董事會決議後延期審議之。

第六條、議事內容

定期性董事會之議事內容，至少包括下列各事項：

1. 報告事項：
 - (1) 上次會議紀錄及執行情形。
 - (2) 重要財務業務報告。
 - (3) 內部稽核業務報告。
 - (4) 其他重要報告事項。
2. 討論事項：
 - (1) 上次會議保留之討論事項。
 - (2) 本次會議預定討論事項。
3. 臨時動議。

第七條、應經董事會討論事項

下列事項應提董事會討論：

1. 公司之營運計畫。
2. 年度財務報告及半年度財務報告。但半年度財務報告依法令規定無須經會計師查核簽證者，不在此限。
3. 依證券交易法（下稱證交法）第十四條之一規定訂定或修正內部控制制度。
4. 依證交法第三十六條之一規定訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序。
5. 募集、發行或私募具有股權性質之有價證券。
6. 財務、會計或內部稽核主管之任免。
7. 對關係人之捐贈或對非關係人之重大捐贈。但因重大天然災害所為急難救助之公益性質捐贈，得提下次董事會追認。
8. 依證交法第十四條之三、其他依法令或章程規定應由股東會決議或董事會決議事項或主管機關規定之重大事項。

前項第七款所稱關係人指證券發行人財務報告編製準則所規範之關係人；所稱對非關係人之重大捐贈，指每筆捐贈金額或一年內累積對同一對象捐贈金額達新臺幣一億元以上，或達最近年度經會計師簽證之財務報告營業收入淨額百分之一或實收資本額百分之五以上者。

前項所稱一年內係以本次董事會召開日期為基準，往前追溯推算一年，已提董事會決議通過部分免再計入。

公司設有獨立董事者，對於證交法第十四條之三應經董事會決議

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

第八條、董事會之授權原則

除第七條第一項應提董事會討論事項外，董事會依法令或公司章程規定，授權執行之層級、內容等事項，應具體明確。

第九條、簽名簿等文件備置及董事之委託出席

1. 召開董事會時，應設簽名簿供出席董事簽到以供查考。
2. 董事應親自出席董事會，如不能親自出席，得依公司章程規定委託其他董事代理出席；如以視訊參與會議者，視為親自出席。
董事委託其他董事代理出席董事會時，應於每次出具委託書，並列舉召集事由之授權範圍。前項代理人，以受一人之委託為限。

第十條、董事會主席及代理

董事會應由董事長召集並擔任主席。但每屆第一次董事會，由股東會所得選票代表選舉權最多之董事召集，會議主席由該召集權人擔任之，召集權人有二人以上者，應互推一人擔任之。
董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定常務董事一人代理之；其未設常務董事者，指定董事一人代理之，董事長未指定代理人者，由常務董事或董事互推一人代理之。

第十一條、董事會參考資料、列席人員

董事會召開時，董事會指定之議事單位應備妥相關資料供與會董事隨時查考。召開董事會，得視議案內容通知相關部門或子公司之人員列席。
必要時，亦得邀請會計師、律師或其他專業人士列席會議及說明。但討論及表決時應離席。

第十二條、董事會議遲延

董事會之主席於已屆開會時間並有過半數之董事出席時，應即宣布開會。已屆開會時間，如全體董事有半數未出席時，主席得宣布延後開會，其延後次數以二次為限。延後二次仍不足額者，主席得依第三條第二項規定之程序重新召集。

前項及第十七條第二項第二款所稱全體董事，以實際在任者計算之。

第十三條、會議進行方式

董事會應依會議通知所排定之議程進行，但經出席董事過半數同意者，得變更之。

前項排定之議程於議事（含臨時動議）終結前，非經決議，主席不得逕行宣布散會。

董事會議事進行中，若在席董事未達出席董事過半數者，經在席議，主議，主席應宣布暫停開會，並準用第十二條第一項規定。

此外，會議進行中，主席得酌定時間宣布休息或協商。

第十四條、表決方式

主席對於議案之討論，認為已達可付表決之程度時，得宣布停止討論，提付表決。

議案表決時，經主席徵詢出席董事全體無異議者，視為通過。如經主席徵詢而有異議者，即應提付表決。表決方式由主席就下列各款規定擇一行之，但出席者有異議時，應徵求多數之意見決定之：

1. 舉手表決。
2. 唱名表決。
3. 投票表決。
4. 公司自行選用之表決。

第二項所稱出席董事全體不包括依第十六條第一項規定不得行使表決權之董事。

第十五條、董事會之決議

董事會議案之決議，除證交法及公司法另有規定外，應有過半數董事之出席，出席董事過半數之同意行之。

議案之表決如有設置監票及計票人員之必要者，由主席指定之，

但監票人員應具董事身分。

表決之結果，應當場報告，並做成紀錄。

第十六條、 董事之利益迴避

董事對於會議事項，與其自身或其代表之法人有利害關係者，應於當次董事會說明其利害關係之重要內容，如有害於公司利益之虞時，不得加入討論及表決，且討論及表決時應予以迴避，並不得代理其他董事行使其表決權。

董事會之決議，對依前項規定不得行使表決權之董事，依公司法第二百零六條第三項準用第一百八十條第二項規定辦理。

第十七條、 議事錄作成及保存

董事會之議事，應作成議事錄，議事錄應詳實記載下列事項：

1. 會議屆次（或年次）及時間地點。
2. 主席之姓名。
3. 董事出席狀況，包括出席、請假及缺席者之姓名與人數。
4. 列席者之姓名及職稱。
5. 紀錄之姓名。
6. 報告事項。
7. 討論事項：各議案之決議方法與結果、董事、監察人、專家及其他人員發言摘要、依前條第一項規定涉及利害關係之董事姓名、利害關係重要內容之說明、其應迴避或不迴避理由、迴避情形、反對或保留意見且有紀錄或書面聲明及獨立董事依第七條第四項規定出具之書面意見。
8. 臨時動議：提案人姓名、議案之決議方法與結果、董事、監察人、專家及其他人員發言摘要、依前條第一項規定涉及利害關係之董事姓名、利害關係重要內容之說明、其應迴避或不迴避理由、迴避情形、反對或保留意見且有紀錄或書面聲明及獨立董事依第七條第四項規定出具之書面意見。
9. 其他應記載事項。

董事會之議決事項，如有下列情事之一者，除應於議事錄載明外，並應於董事會之日起二日內於主管機關指定之資訊申報網站辦理公告申報：

1. 獨立董事有反對或保留意見且有紀錄或書面聲明。

2. 設置審計委員會之公司，未經審計委員會通過，而經全體董事三分之二以上同意通過。

董事會簽到簿為議事錄之一部分，應於公司存續期間妥善保存。議事錄須由會議主席及紀錄人員簽名或蓋章，於會後二十日內分送各董事及監察人，並應列入公司重要檔案，於公司存續期間妥善保存。

第一項議事錄之製作及分發，得以電子方式為之。

第十八條、會議全程錄音或錄影與檔案保存

本公司應將董事會之開會過程全程錄音或錄影存證，並至少保存五年，其保存得以電子方式為之。

前項保存期限未屆滿前，發生關於董事會相關議決事項之訴訟時，相關錄音或錄影存證資料應續予保存至訴訟終結止。

以視訊會議召開董事會者，其視訊影音資料為議事錄之一部分，應於公司存續期間妥善保存。

第十九條、附則

本議事辦法經董事會決議通過後施行，修正時亦同。

會計師查核報告

共信醫藥科技控股股份有限公司

(Gongwin Biopharm Holdings Company Limited) 公鑒：

共信醫藥科技控股股份有限公司 (Gongwin Biopharm Holdings Company Limited) 及其子公司西元 2016 年及 2015 年 12 月 31 日之合併資產負債表，暨西元 2016 年及 2015 年 1 月 1 日至 12 月 31 日之合併綜合損益表、合併權益變動表及合併現金流量表，業經本會計師查核竣事。上開合併財務報告之編製係管理階層之責任，本會計師之責任則為根據查核結果對上開合併財務報告表示意見。

本會計師係依照會計師查核簽證財務報表規則及一般公認審計準則規劃並執行查核工作，以合理確信合併財務報告有無重大不實表達。此項查核工作包括以抽查方式獲取合併財務報告所列金額及所揭露事項之查核證據、評估管理階層編製合併財務報告所採用之會計原則及所作之重大會計估計，暨評估合併財務報告整體之表達。本會計師相信此項查核工作可對所表示之意見提供合理之依據。

依本會計師之意見，第一段所述合併財務報告在所有重大方面係依照證券發行人財務報告編製準則、經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達共信醫藥科技控股股份有限公司 (Gongwin Biopharm Holdings Company Limited) 及其子公司西元 2016 年及 2015 年 12 月 31 日之合併財務狀況，暨西元 2016 年及 2015 年 1 月 1 日至 12 月 31 日之合併財務績效與合併現金流量。

勤業眾信聯合會計師事務所
會計師 吳世宗

吳世宗



會計師 邱政俊

邱政俊



金融監督管理委員會核准文號
金管證審字第 1010028123 號

金融監督管理委員會核准文號
金管證六字第 0930160267 號

西 元 2017 年 4 月 20 日

共信醫藥科技控股股份有限公司
(Gongwin Biopharm Holdings Company Limited) 及子公司

合併資產負債表

西元 2016 年及 2015 年 12 月 31 日

單位：新台幣仟元

代 碼	資 產	2016年12月31日		2015年12月31日	
		金 額	%	金 額	%
	流動資產				
1100	現金及約當現金(附註四及六)	\$ 667,229	85	\$ 237,335	41
1147	無活絡市場之債務工具投資-流動(附註四及七)	-	-	199,546	34
1200	其他應收款(附註四)	118	-	689	-
1210	其他應收款-關係人(附註四及二三)	-	-	88	-
1220	本期所得稅資產(附註四、五及十七)	24	-	20	-
1410	預付款項	2,384	-	617	-
1470	受限制資產-流動(附註四、十五及二四)	58,275	7	84,431	15
11XX	流動資產總計	<u>728,030</u>	<u>92</u>	<u>522,726</u>	<u>90</u>
	非流動資產				
1600	不動產、廠房及設備(附註四、五及九)	58,362	8	50,049	9
1780	無形資產(附註四、五及十)	641	-	880	-
1915	預付設備款	1,884	-	4,806	1
1920	存出保證金	1,304	-	388	-
15XX	非流動資產總計	<u>62,191</u>	<u>8</u>	<u>56,123</u>	<u>10</u>
1XXX	資 產 總 計	<u>\$ 790,221</u>	<u>100</u>	<u>\$ 578,849</u>	<u>100</u>
	負 債 及 權 益				
	流動負債				
2100	短期借款(附註四、十一及二四)	\$ 24,744	3	\$ -	-
2170	應付帳款	426	-	1,966	-
2219	其他應付款(附註十二)	24,053	3	18,830	3
2220	其他應付款-關係人(附註二三)	8,692	1	15,661	3
2310	預收款項(附註二六)	9,582	2	-	-
2320	一年或一營業週期內到期長期負債(附註十一及二四)	-	-	5,852	1
2399	其他流動負債	-	-	35	-
21XX	流動負債合計	<u>67,497</u>	<u>9</u>	<u>42,344</u>	<u>7</u>
	非流動負債				
2540	長期借款(附註十一及二四)	-	-	3,039	1
2670	遞延收入(附註四及十五)	24,230	3	28,083	5
25XX	非流動負債合計	<u>24,230</u>	<u>3</u>	<u>31,122</u>	<u>6</u>
2XXX	負債合計	<u>91,727</u>	<u>12</u>	<u>73,466</u>	<u>13</u>
	歸屬於本公司業主之權益(附註四、十四及十九)				
3110	普通股股本	972,211	123	938,611	162
3200	資本公積	260,979	33	-	-
3350	待彌補虧損	(534,304)	(68)	(432,386)	(75)
3400	其他權益	(16,461)	(2)	(19,783)	(3)
31XX	本公司業主之權益合計	<u>682,425</u>	<u>86</u>	<u>486,442</u>	<u>84</u>
36XX	非控制權益	<u>16,069</u>	<u>2</u>	<u>18,941</u>	<u>3</u>
3XXX	權益合計	<u>698,494</u>	<u>88</u>	<u>505,383</u>	<u>87</u>
	負債及權益總計	<u>\$ 790,221</u>	<u>100</u>	<u>\$ 578,849</u>	<u>100</u>

後附之附註係本合併財務報告之一部分。

董事長：吳崇漢

Lester John Wu



經理人：林懋元



會計主管：黃鈞彥



共信醫藥科技控股股份有限公司
(Gongwin Biopharm Holdings Company Limited) 及子公司

合併綜合損益表

西元 2016 年及 2015 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元，惟
每股損失為元

代碼		2016年度		2015年度	
		金額	%	金額	%
4100	營業收入 (附註四及二六)	\$ 93	100	\$ -	-
	營業費用 (附註四、十三及十六)				
6100	推銷費用	-	-	506	-
6200	管理費用	64,208	69,041	38,702	-
6300	研究發展費用	42,822	46,045	11,155	-
6000	營業費用合計	107,030	115,086	50,363	-
6900	營業淨損	(106,937)	(114,986)	(50,363)	-
	營業外收入及支出 (附註四、十一、十五及十六)				
7010	政府補助收入	1,744	1,875	1,896	-
7020	其他利益及損失	(55)	(59)	(1,986)	-
7100	利息收入	1,704	1,832	445	-
7510	利息費用	(814)	(875)	(14)	-
7000	營業外收入及支出合計	2,579	2,773	341	-
7900	稅前淨損	(104,358)	(112,213)	(50,022)	-
7950	所得稅費用 (附註四及十七)	-	-	-	-
8200	本年度淨損	(104,358)	(112,213)	(50,022)	-

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代碼		2016年度		2015年度	
		金	額 %	金	額 %
	其他綜合損益				
8310	不重分類至損益之項目				
8341	換算表達貨幣之兌換差額	(\$ 1,709)	(1,837)	(\$ 3,752)	-
8360	後續可能重分類至損益之項目				
8310	國外營運機構財務報表換算之兌換差額	<u>4,599</u>	<u>4,945</u>	(<u>15,920</u>)	-
8300	本年度其他綜合損益	<u>2,890</u>	<u>3,108</u>	(<u>19,672</u>)	-
8500	本年度綜合損益總額	<u>(\$ 101,468)</u>	<u>(109,105)</u>	<u>(\$ 69,694)</u>	<u>-</u>
	淨損歸屬於：				
8610	本公司業主	(\$ 101,918)	(109,589)	(\$ 31,528)	-
8615	共同控制下前手權益	-	-	(15,861)	-
8620	非控制權益	(<u>2,440</u>)	(<u>2,624</u>)	(<u>2,633</u>)	-
8600		<u>(\$ 104,358)</u>	<u>(112,213)</u>	<u>(\$ 50,022)</u>	<u>-</u>
	綜合損益總額歸屬於：				
8710	本公司業主	(\$ 98,596)	(106,017)	(\$ 50,839)	-
8715	共同控制下前手權益	-	-	(16,665)	-
8720	非控制權益	(<u>2,872</u>)	(<u>3,088</u>)	(<u>2,190</u>)	-
8700		<u>(\$ 101,468)</u>	<u>(109,105)</u>	<u>(\$ 69,694)</u>	<u>-</u>
	每股虧損 (附註十八)				
9710	基 本	<u>(\$ 1.08)</u>		<u>(\$ 0.54)</u>	

後附之附註係本合併財務報告之一部分。

董事長：吳崇漢



Lester John Wu

經理人：林懋元



會計主管：黃鈞彥



共信醫藥科技控股股份有限公司
(Gongwin Biopharm Holdings Company Limited) 及子公司

合併權益變動表

西元 2016 年及 2015 年 1 月 1 日至 12 月 31 日

單位：新台幣千元

歸屬於本公司業主之權益 (附註四、十四及十九)

代碼	股本		其他權益項目		合計	共同控制下 前手權益 (附註四)	非控制權益 (附註四)	權益總計
	金額	\$	金額	\$				
A1	2015 年 1 月 1 日餘額	-	-	(\$ 4,282)	(\$ 503)	\$ 4,785	\$ 21,131	\$ 25,325
D1	2015 年度淨損	-	-	(31,528)	-	(31,528)	(2,633)	(50,022)
D3	2015 年度稅後其他綜合損益	-	-	-	(19,311)	(19,311)	443	(19,672)
D5	2015 年度綜合損益總額	-	-	(31,528)	(19,311)	(50,839)	(2,190)	(69,694)
N1	組織重組	871,721	(482,862)	(396,576)	31	(7,686)	-	-
E1	現金增資	6,689	482,862	-	-	549,752	-	549,752
Z1	2015 年 12 月 31 日餘額	93,861	-	(432,386)	(19,783)	486,442	18,941	505,383
D1	2016 年度淨損	-	-	(101,918)	-	(101,918)	(2,440)	(104,358)
D3	2016 年度稅後其他綜合損益	-	-	-	3,322	3,322	(432)	2,890
D5	2016 年度綜合損益總額	-	-	(101,918)	3,322	(98,596)	(2,872)	(101,468)
E1	現金增資	3,360	257,968	-	-	291,568	-	291,568
N1	股份基礎給付	-	3,011	-	-	3,011	-	3,011
Z1	2016 年 12 月 31 日餘額	97,221	\$ 260,979	(\$ 534,304)	(\$ 16,461)	\$ 682,425	\$ 16,069	\$ 698,494

後附之附註係本合併財務報告之一部分。

董事長：吳崇漢
Lester John Wu



經理人：林懋元



會計主管：黃鈞彥



共信醫藥科技控股股份有限公司
 (Gongwin Biopharm Holdings Company Limited) 及子公司
 合併現金流量表

西元 2016 年及 2015 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

代 碼	2016年度	2015年度
營業活動之現金流量		
A10000	(\$ 104,358)	(\$ 50,022)
A20000	調整項目：	
A20100	4,120	2,856
A20200	246	150
A20900	814	14
A21200	(1,704)	(445)
A21900	3,011	-
A22500	處分及報廢不動產、廠房及設備損失	
	168	7
A29900	(1,737)	(1,896)
A30000	營業資產及負債之變動數	
A31180	646	(252)
A31230	(1,772)	1,148
A31240	(3)	-
A32150	(1,507)	(1,008)
A32180	(1,148)	(3,578)
A32210	9,551	-
A33000	(93,673)	(53,026)
A33300	(814)	(14)
A33100	1,704	445
A33500	(3)	(20)
AAAA	(92,786)	(52,615)
投資活動之現金流量		
B00600	-	(192,973)
B00700	處分無活絡市場之債務工具投資價	
	200,000	-
B02700	(13,856)	(1,946)
B06700	287	(1,706)
B04500	(5)	(995)

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代 碼		2016年度	2015年度
B03700	存出保證金增加	(\$ 922)	(\$ 314)
B09900	受限制資產減少(增加)	24,678	(68,953)
BBBB	投資活動之淨現金流入(出)	<u>210,182</u>	<u>(266,887)</u>
	籌資活動之現金流量		
C04600	現金增資	291,568	549,752
C00100	短期借款增加	24,754	-
C01600	舉借銀行長期借款	-	8,963
C01700	償還銀行長期借款	(8,739)	-
CCCC	籌資活動之淨現金流入	<u>307,583</u>	<u>558,715</u>
DDDD	匯率變動對現金及約當現金之影響	<u>4,915</u>	<u>(31,819)</u>
EEEE	淨現金及約當現金增加金額	429,894	207,394
E00100	年初現金餘額	<u>237,335</u>	<u>29,941</u>
E00200	年底現金及約當現金餘額	<u>\$ 667,229</u>	<u>\$ 237,335</u>

後附之附註係本合併財務報告之一部分。

董事長：吳崇漢




Lester John Wu

經理人：林懋元



會計主管：黃鈞彥




 共信醫藥科技股份有限公司
 二〇一六年虧損補表

單位：新臺幣仟元

項 目	金 額		備 註
	小 計	合 計	
期初餘額		(432,386)	
加：			
本年度稅後淨損	(101,918)		
可供分配盈餘		(534,304)	
期末待彌補虧損		(534,304)	

董事長：吳崇漢

Lester John Wu



經理人：林懋元



會計主管：黃鈞彥



共信醫藥科技控股股份有限公司

董事選任程序

第一條 為公平、公正、公開選任董事，爰依台灣證券相關法及本公司章程令訂定本規範，以資遵循。

第二條 本公司董事之選任，除法令或章程另有規定者外，應依本程序辦理。

第三條 本公司董事之選任，應考量董事會之整體配置。董事會成員組成應考量多元化，並就本身運作、營運型態及發展需求以擬訂適當之多元方針，宜包括但不限於以下二大面向之標準：

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

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

- 一、營運判斷能力。
- 二、會計及財務分析能力。
- 三、經營管理能力。
- 四、危機處理能力。
- 五、產業知識。
- 六、國際市場觀。
- 七、領導能力。
- 八、決策能力。

董事間應有超過半數之席次，不得具有配偶或二親等以內之親屬關係。本公司董事會應依據績效評估之結果，考量調整董事會成員組成。

第四條 本公司獨立董事之資格，應符合台灣「公開發行公司獨立董事設置及應遵循事項辦法」第二條、第三條以及第四條之規定。

本公司獨立董事之選任，應符合台灣「公開發行公司獨立董事設置及應遵循事項辦法」第五條、第六條、第七條、第八條以及第九條之規定，並應依據台灣「上市上櫃公司治理實務守則」第二十四條規定辦理。

第五條 本公司董事之選舉，均應依照台灣公司法第一百九十二條之一所規定之候選人提名制度程序為之，為審查董事候選人之資格條件、學經歷背景及有無台灣公司法第三十條所列各款情事等事項，不得任意增列其他資格條件之證明文件，並應將審查結果提供股東參考，俾選出適任之董事。

董事因故解任，致不足五人者，公司應於最近一次股東會補選之。但董事缺額達章程所定席次三分之一者，公司應自事實發生之日起六十日內，召開股東臨時會補選之。

獨立董事之人數不足台灣證券交易法第十四條之二第一項但書、臺灣證券交易所上市審查準則相關規定或中華民國證券櫃檯買賣中心「證券商營業處所買賣有價證券審查準則第 10 條第 1 項各款不宜上櫃規定之具體認定標準」第 8 款

規定者，應於最近一次股東會補選之；獨立董事均解任時，應自事實發生之日起六十日內，召開股東臨時會補選之。

第六條 本公司董事之選舉應採用累積投票制，每一股份有與應選出董事人數相同之選舉權，得集中選舉一人，或分配選舉數人。

第七條 董事會應製備與應選出董事人數相同之選舉票，並加填其權數，分發出席股東會之股東，選舉人之記名，得以在選舉票上所印出席證號碼代之。

第八條 本公司董事依公司章程所定之名額，分別計算獨立董事、非獨立董事之選舉權，由所得選舉票代表選舉權數較多者分別依次當選，如有二人以上得權數相同而超過規定名額時，由得權數相同者抽籤決定，未出席者由主席代為抽籤。

第九條 選舉開始前，應由主席指定具有股東身分之監票員、計票員各若干人，執行各項有關職務。投票箱由董事會製備之，於投票前由監票員當眾開驗。

第十條 被選舉人如為股東身分者，選舉人須在選舉票被選舉人欄填明被選舉人戶名及股東戶號；如非股東身分者，應填明被選舉人姓名及身分證明文件編號。惟政府或法人股東為被選舉人時，選舉票之被選舉人戶名欄應填列該政府或法人名稱，亦得填列該政府或法人名稱及其代表人姓名；代表人有數人時，應分別加填代表人姓名。

第十一條 選舉票有左列情事之一者無效：

- 一、不用董事會製備之選票者。
- 二、以空白之選票投入投票箱者。
- 三、字跡模糊無法辨認或經塗改者。
- 四、所填被選舉人如為股東身分者，其戶名、股東戶號與股東名簿不符者；所填被選舉人如非股東身分者，其姓名、身分證明文件編號經核對不符者。
- 五、除填被選舉人之戶名（姓名）或股東戶號（身分證明文件編號）及分配選舉權數外，夾寫其他文字者。
- 六、所填被選舉人之姓名與其他股東相同而未填股東戶號或身分證明文件編號可資識別者。

第十二條 投票完畢後當場開票，開票結果應由主席當場宣布，包含董事當選名單與其當選權數。

前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依台灣公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。

第十三條 當選之董事由本公司董事會發給當選通知書。

第十四條 本程序由股東會通過後施行，修正時亦同。

共信醫藥科技控股股份有限公司
取得與處分資產準則部分條文修正對照表

修正後	修正前	修正說明
<p>第七條：取得或處分資產之作業程序</p> <p>……………2. 取得或處分不動產或其他資產</p> <p>(1) 承辦單位應將擬取得或處分之緣由、標的物、交易相對人、移轉價格、收付款條件、價格參考依據等事項依本公司「核決權限表」之權責辦理，並呈請權責單位裁決。每筆交易金額超過新台幣一千萬以上者，需提報董事會同意後由承辦單位及管理部門負責執行。</p> <p>(2) 取得或處分會員證或無形資產交易金額達公司實收資本額百分之二十或新台幣三億元以上者，除與政府機關交易外，應於事實發生日前洽請會計師就交易價格之合理性表示意見。會計師應依會計研究發展基金會所發佈之審計準則公報第二十號規定辦理。</p> <p>3. 本公司取得或處分資產依本準則規定經董事會通過者，如有董事表示異議且有紀錄或書面聲明者，本公司並將董事異議資料送各監察人。已設置獨立董事者，依規定將取得或處分資產交易提報董事會討論時，應充分考量各獨立董事之意見，獨立董事</p>	<p>第七條：取得或處分資產之作業程序</p> <p>……………2. 取得或處分不動產或其他資產</p> <p>(1) 承辦單位應將擬取得或處分之緣由、標的物、交易相對人、移轉價格、收付款條件、價格參考依據等事項依本公司「核決權限表」之權責辦理，並呈請權責單位裁決。每筆交易金額超過新台幣一千萬以上者，需提報董事會同意後由承辦單位及管理部門負責執行。</p> <p>(2) 取得或處分會員證或無形資產交易金額達公司實收資本額百分之二十或新台幣三億元以上者，除與政府機構交易外，應於事實發生日前洽請會計師就交易價格之合理性表示意見。會計師應依會計研究發展基金會所發佈之審計準則公報第二十號規定辦理。</p> <p>3. 本公司取得或處分資產處理準則，經董事會通過後，送各監察人並提報股東會同意，修正時亦同。如有董事表示異議且有紀錄或書面聲明者，本公司並將董事異議資料送各監察人。已設置獨立董事者，依規定將取得或處分資產處理程序提報董事會討論</p>	<p>配合公開發行公司取得或處分資產處理準則修訂。</p>

修正後	修正前	修正說明
<p>如有反對意見 或保留意見，應於董事會議事錄載明。</p> <p><u>本公司如設置審計委員會時，重大之資產或衍生性商品交易，應經審計委員會全體成員二分之一以上同意，並提董事會決議。</u></p> <p><u>如未經審計委員會全體成員二分之一以上同意，得由全體董事三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議。</u></p>	<p>時，應充分考量各獨立董事之意見，獨立董事如有反對意見 或保留意見，應於董事會議事錄載明。</p>	
<p>第九條：取得或處分資產或其他固定資產之估價報告</p> <p>取得或處分不動產或設備，除與政府機關交易、自地委建、租地委建，或取得、處分供營業使用之設備者外，交易金額達公司實收資本額百分之二十或新臺幣三億元以上者應於事實發生日前取得專業估價者出具之估價報告，並符合下列規定：……</p>	<p>第九條：取得或處分資產或其他固定資產之估價報告</p> <p>取得或處分不動產或設備，除與政府機構交易、自地委建、租地委建，或取得、處分供營業使用之設備者外，交易金額達公司實收資本額百分之二十或新臺幣三億元以上者應於事實發生日前取得專業估價者出具之估價報告，並符合下列規定：……</p>	<p>配合公開發行公司取得或處分資產處理準則修訂。</p>
<p>第十一條：關係人交易</p> <p>……………2. 向關係人取得或處分不動產，或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者，除買賣公債、附買回、賣回條件之債券、申購或贖回國內貨幣市場基金外，應將下列資料，提交董事會通過及監察人承認後，始得簽訂交易契約及支付款項，並應提報下次股東會報告：</p>	<p>第十一條：關係人交易</p> <p>……………2. 向關係人取得或處分不動產，或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者，除買賣公債、附買回、賣回條件之債券、申購或贖回國內貨幣市場基金外，應將下列資料，提交董事會通過及監察人承認後，始得簽訂交易契約及支付款項，並應提報下次股東會報告：</p>	<p>配合公開發行公司取得或處分資產處理準則修訂。</p>

修正後	修正前	修正說明
<p>(1)取得或處分資產之目的、必要性及預計效益。</p> <p>(2)選定關係人為交易對象之原因。</p> <p>(3)向關係人取得不動產，依本條第三項至第六項規定評估預定交易條件合理性之相關資料。</p> <p>(4)關係人原取得日期及價格、交易對象及其與公司及關係人之關係等事項。</p> <p>(5)預計訂約月份開始之未來一年各月份現金收支預測表，並評估交易之必要性及資金運用之合理性。</p> <p>(6)依前條規定取得之專業估價者出具之估價報告，或會計師意見。</p> <p>(7)本次交易之限制條件及其他重要約定事項。……</p> <p>……7. 向關係人取得不動產，如經本條第三項至第六項規定評估其結果均較交易價格為低者，應辦理下列事項：</p> <p>(1)應就不動產交易價格與評估成本間之差額，依證券交易法第四十一條第一項規定提列特別盈餘公積，不得予以分派或轉增資配股。且對公司之投資採權益法評價之投資者如為公開發行公司，亦應就該提列數額按持股比例依證券交易</p>	<p>(1)取得或處分資產之目的、必要性及預計效益。</p> <p>(2)選定關係人為交易對象之原因。</p> <p>(3)向關係人取得不動產，依本條第三項至第六項規定評估預定交易條件合理性之相關資料。</p> <p>(4)關係人原取得日期及價格、交易對象及其與公司及關係人之關係等事項。</p> <p>(5)預計訂約月份開始之未來一年各月份現金收支預測表，並評估交易之必要性及資金運用之合理性。</p> <p>(6)依前條規定取得之專業估價者出具之估價報告，或會計師意見。</p> <p>(7)本次交易之限制條件及其他重要約定事項。……</p> <p>……7. 向關係人取得不動產，如經本條第三項至第六項規定評估其結果均較交易價格為低者，應辦理下列事項：</p> <p>(1)應就不動產交易價格與評估成本間之差額，依證券交易法第四十一條第一項規定提列特別盈餘公積，不得予以分派或轉增資配股。且對公司之投資採權益法評價之投資者如為公開發行公司，亦應就該提列數額按持股比例依證券交易</p>	

修正後	修正前	修正說明
<p>法第四十一條第一項規定提列特別盈餘公積。依前述規定提列之特別盈餘公積，應俟高價購入之資產已認列跌價損失或處分或為適當補償或恢復原狀，或有其他證據確定無不合理者，並經行政院金融監督管理委員會同意後，始得動用該特別盈餘公積。</p> <p>(2) <u>審計委員會之獨立董事成員</u>應依公司法第二百十八條規定辦理。</p> <p>(3)應將本款(1)、(2)處理情形提報股東會，並將交易詳細內容揭露於年報及公開說明書。</p> <p>(4)若有證據顯示交易有不合營業常規之情事者，亦應依本款(1)~(3)規定辦理。</p>	<p>法第四十一條第一項規定提列特別盈餘公積。依前述規定提列之特別盈餘公積，應俟高價購入之資產已認列跌價損失或處分或為適當補償或恢復原狀，或有其他證據確定無不合理者，並經行政院金融監督管理委員會同意後，始得動用該特別盈餘公積。</p> <p>(2)<u>監察人</u>應依公司法第二百十八條規定辦理。</p> <p>(3)應將本款(1)、(2)處理情形提報股東會，並將交易詳細內容揭露於年報及公開說明書。</p> <p>(4)若有證據顯示交易有不合營業常規之情事者，亦應依本款(1)~(3)規定辦理。</p>	
<p>第十三條：合併、分割、收購及股份受讓</p> <p>1. 本公司辦理合併、分割、收購或股份受讓，應於召開董事會決議前，委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性表示意見，提報董事會討論通過。<u>但公開發行公司合併其直接或間接持有百分之百已發行股份或資本總額之子公司，或其直接或間接持有百分之百已發</u></p>	<p>第十三條：合併、分割、收購及股份受讓</p> <p>1. 本公司辦理合併、分割、收購或股份受讓，應於召開董事會決議前，委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性表示意見，提報董事會討論通過。……</p>	<p>配合公開發行公司取得或處分資產處理準則修訂。</p>

修正後	修正前	修正說明
<p><u>行股份或資本總額之子公司間之合併，得免取得前開專家出具之合理性意見。……</u></p>		
<p>第十四條：資訊公開揭露程序</p> <p>1. 本公司取得或處分資產，有下列情形者，應按性質依規定格式，於事實發生之即日起算二日內將相關資訊於主關機關指定之資訊申報網站辦理公告申報：</p> <p>(1) 向關係人取得或處分不動產，或與關係人為取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上。但買賣公債、附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金，不在此限。</p> <p>(2) 進行合併、分割、收購或股份受讓。</p> <p>(3) 從事衍生性商品交易損失達本處理準則規定之全部或個別契約損失上限金額。</p> <p>(4) 取得或處分之資產種類屬供營業使用之機器設備，且其交易對象非為關係人，<u>交易金額並達下列規定之一：</u></p> <p>A. <u>實收資本額未達新臺幣一百億元之公開發行司，交易金額達新臺幣五億元以上。</u></p> <p>B. <u>實收資本額達新臺幣一百億元以上之公開發行司，交易金額達</u></p>	<p>第十四條：資訊公開揭露程序</p> <p>1. 本公司取得或處分資產，有下列情形者，應按性質依規定格式，於事實發生之即日起算二日內將相關資訊於主關機關指定之資訊申報網站辦理公告申報：</p> <p>(1) 向關係人取得或處分不動產，或與關係人為取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上。但買賣公債、附買回、賣回條件之債券、申購或贖回國內貨幣市場基金，不在此限。</p> <p>(2) 進行合併、分割、收購或股份受讓。</p> <p>(3) 從事衍生性商品交易損失達本處理準則規定之全部或個別契約損失上限金額。</p> <p>(4) 除第一款(1)~(3)以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達本公司實收資本額百分之二十或新臺幣三億元以上者。但下列情形不在此限：</p> <p>A. 買賣公債。</p> <p>B. 買賣附買回、賣回條件之債券、申購或贖回國內貨幣市場基金。</p>	<p>配合公開發行公司取得或處分資產處理準則修訂。</p>

修正後	修正前	修正說明
<p><u>新臺幣十億元以上。</u></p> <p>(5)以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，公司預計投入之交易金額達新臺幣伍億元以上。</p> <p>(6)除第一款(1)~(5)以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達本公司實收資本額百分之二十或新臺幣三億元以上者。但下列情形不在此限：</p> <p>A. 買賣公債。</p> <p>B. 買賣附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金。</p> <p>2. 前項交易金額依下列方式計算之：</p> <p>(1)每筆交易金額。</p> <p>(2)一年內累積與同一相對人取得或處分同一性質標的交易之金額。</p> <p>(3)一年內累積取得或處分(取得、處分分別累積)同一開發計畫不動產之金額。</p> <p>(4)一年內累積取得或處分(取得、處分分別累積)同一有價證券之金額。</p> <p>3. 第二項所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本準則規定公告部分免再計入。</p> <p>4. 公開發行公司應按月將本公司</p>	<p>C. 取得或處分之資產種類屬供營業使用之機器設備且其交易對象非為關係人，交易金額未達新臺幣五億元以上。</p> <p>D. 以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，公司預計投入之交易金額未達新臺幣伍億元以上。</p> <p>2. 前項交易金額依下列方式計算之：</p> <p>(1)每筆交易金額。</p> <p>(2)一年內累積與同一相對人取得或處分同一性質標的交易之金額。</p> <p>(3)一年內累積取得或處分(取得、處分分別累積)同一開發計畫不動產之金額。</p> <p>(4)一年內累積取得或處分(取得、處分分別累積)同一有價證券之金額。</p> <p>3. 第二項所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依本準則規定公告部分免再計入。</p> <p>4. 公開發行公司應按月將本公司及其非屬國內公開發行公司之子公司截至上月底止從事衍生性商品交易之情形依規定格式，於每月十日前輸入本會指定之資訊申報網站。</p> <p>5. 本公司依規定應公告項目如於公告時有錯誤或缺漏而應予補正時，應將全部項目重行公告申</p>	

修正後	修正前	修正說明
<p>及其非屬國內公開發行公司之子公司截至上月底止從事衍生性商品交易之情形依規定格式，於每月十日前輸入本會指定之資訊申報網站。</p> <p>5. 本公司依規定應公告項目如於公告時有錯誤或缺漏而應予補正時，應於<u>知悉之即日起算二日內</u>將全部項目重行公告申報。</p> <p>6. 本公司取得或處分資產應將相關契約、議事錄、備查簿、估價報告、會計師、律師或證券承銷商之意見書備置於本公司，除其他法律另有規定者外，至少保存五年。</p>	<p>報。</p> <p>6. 本公司取得或處分資產應將相關契約、議事錄、備查簿、估價報告、會計師、律師或證券承銷商之意見書備置於本公司，除其他法律另有規定者外，至少保存五年。</p>	
<p>第十七條：附則</p> <p>本準則有關總資產百分之十之規定，以證券發行人財務報告編製準則規定之最近期個體或個別財務報告中之總資產金額計算。本程序未盡事宜部份，依有關法令及本公司相關規章辦理。若主管機關對「公開發行公司取得或處分資產處理準則」有所修正或另發佈函令時，本公司應從其新函令之規定。</p> <p><u>本準則第七條、第十一條及第十八條對於監察人之規定，於審計委員會準用之。</u></p>	<p>第十七條：附則</p> <p>本準則有關總資產百分之十之規定，以證券發行人財務報告編製準則規定之最近期個體或個別財務報告中之總資產金額計算。</p> <p>本程序未盡事宜部份，依有關法令及本公司相關規章辦理。若主管機關對「公開發行公司取得或處分資產處理準則」有所修正或另發佈函令時，本公司應從其新函令之規定。</p>	<p>配合本公司設置審計委員會替代監察人修訂。</p>
<p>第十八條：生效及修訂</p> <p>本準則經董事會通過後，送各監察人後並提報股東會同意後實施，如有董事表示異議且有紀錄</p>	<p>第十八條：生效及修訂</p> <p>本準則經董事會通過後，送各監察人後並提報股東會同意後實施，如有董事表示異議且有紀錄</p>	<p>配合本公司設置審計委員會替代監察人修訂。</p>

修正後	修正前	修正說明
<p>或書面聲明者，公司並應將其異議併送各監察人及提報股東會討論，修正時亦同。另本公司已設置獨立董事時，依前項規定將本準則提報董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之明確意見與理由列入董事會紀錄。</p> <p><u>本公司如設置審計委員會時，訂定或修正取得或處分資產處理程序，應經審計委員會全體成員二分之一以上同意，並提董事會決議。如未經審計委員會全體成員二分之一以上同意，得由全體董事三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議。</u></p>	<p>或書面聲明者，公司並應將其異議併送各監察人及提報股東會討論，修正時亦同。另本公司已設置獨立董事時，依前項規定將本準則提報董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之明確意見與理由列入董事會紀錄。</p>	

共信醫藥科技控股股份有限公司
資金貸與他人處理準則部分條文修正對照表

修正後	修正前	修正說明
<p>第七條：內部控制：</p> <p>1. 本公司辦理資金貸與事項，應建立備查簿，就資金貸與之對象、金額、董事會通過日期、資金貸放日期、抵押或擔保品及依第四條第二款規定應審慎評估之事項詳予登載備查並經權責主管核准。</p> <p>2. 本公司內部稽核人員應至少每季稽核資金貸與他人作業程序、資金貸與他人金額是否超限和對象是否符合主管機關規定及其執行情形，並作成書面紀錄，如發現重大違規情事，應即以書面通知<u>審計委員會</u>，並視違反情況予以處分經理人及主辦人員。</p> <p>3. 本公司因情事變更，致貸與對象不符本程序規定或餘額超限時，應訂定改善計畫，並將相關改善計畫送<u>審計委員會</u>，並依計畫時程完成改善。</p>	<p>第七條：內部控制：</p> <p>1. 本公司辦理資金貸與事項，應建立備查簿，就資金貸與之對象、金額、董事會通過日期、資金貸放日期、抵押或擔保品及依第四條第二款規定應審慎評估之事項詳予登載備查並經權責主管核准。</p> <p>2. 本公司內部稽核人員應至少每季稽核資金貸與他人作業程序、資金貸與他人金額是否超限和對象是否符合主管機關規定及其執行情形，並作成書面紀錄，如發現重大違規情事，應即以書面通知<u>各監察人</u>，並視違反情況予以處分經理人及主辦人員。</p> <p>3. 本公司因情事變更，致貸與對象不符本程序規定或餘額超限時，應訂定改善計畫，並將相關改善計畫送<u>各監察人</u>，並依計畫時程完成改善。</p>	<p>配合本公司設置審計委員會替代監察人修訂。</p>
<p>第十條：生效及修訂：</p> <p>本處理準則經<u>審計委員會</u>同意後，再由<u>董事會</u>通過並提報股東會同意，如有董事表示異議且有紀錄或書面聲明者，公司應將其異議提報股東會討論，修正時亦同。</p> <p>如本公司已設置獨立董事時，</p>	<p>第十條：生效及修訂：</p> <p>本處理準則經<u>董事會</u>通過後，送<u>各監察人</u>並提報股東會同意，如有董事表示異議且有紀錄或書面聲明者，公司應將其異議併送<u>各監察人</u>及提報股東會討論，修正時亦同。</p>	<p>配合本公司設置審計委員會替代監察人修訂。</p>

修正後	修正前	修正說明
<p>依前項規定將本處理準則提報董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會紀錄。</p>	<p>如本公司已設置獨立董事時，依前項規定將本處理準則提報董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會紀錄。</p>	

共信醫藥科技控股股份有限公司
背書保證處理準則部分條文修正對照表

修正後	修正前	修正說明
<p>第四條：背書保證之額度：</p> <p>本公司及子公司對外背書保證之額度</p> <p>(1)本公司背書保證之總額以不得超過本公司淨值百分之<u>四十</u>為限。</p> <p>(2)本公司對單一企業背書保證之金額，以不超過本公司淨值百分之<u>三十</u>為限。</p> <p>(3)本公司及子公司整體得為背書保證之總額以不得超過本公司淨值百分之四十為限。淨值以最近期經會計師查核簽證或核閱之財務報表所載為準。</p> <p>(4)本公司及子公司整體對單一企業背書保證之金額，以不超過本公司淨值百分之<u>三十</u>為限。但本公司直接及間接持有表決權股份百分之百之公司間背書保證，其保證額度不受此限制。</p> <p>(5)本公司為有業務往來關係之單一企業從事背書保證時，其背書保證限額應以被背書保證企業最近十二個月與本公司交易之進貨或銷貨金額孰高者為之。</p> <p>前項所述之淨值以最近期經會計師查核簽證或核閱之財務報表所載為準。</p>	<p>第四條：背書保證之額度：</p> <p>本公司及子公司對外背書保證之額度</p> <p>(1)本公司背書保證之總額以不得超過本公司淨值百分之<u>三十</u>為限。</p> <p>(2)本公司對單一企業背書保證之金額，以不超過本公司淨值百分之<u>十</u>為限。</p> <p>(3)本公司及子公司整體得為背書保證之總額以不得超過本公司淨值百分之四十為限。淨值以最近期經會計師查核簽證或核閱之財務報表所載為準。</p> <p>(4)本公司及子公司整體對單一企業背書保證之金額，以不超過本公司淨值百分之<u>十</u>為限。但本公司直接及間接持有表決權股份百分之百之公司間背書保證，其保證額度不受此限制。</p> <p>(5)本公司為有業務往來關係之單一企業從事背書保證時，其背書保證限額應以被背書保證企業最近十二個月與本公司交易之進貨或銷貨金額孰高者為之。</p> <p>前項所述之淨值以最近期經會計師查核簽證或核閱之財務報表所載為準。</p>	<p>因應本公司未來營運需求。</p>

<p>第六條：背書保證及審查辦理程序 ……………9. 本公司如因情事變更，致背書保證對象原符合本處理準則規定而嗣後不符合規定，或背書保證金額因據以計算限額之基礎變動致超過本處理準則所訂額度時，應訂定改善計畫，並將該改善計畫送<u>審計委員會</u>，並依計畫時程完成改善。</p>	<p>第六條：背書保證及審查辦理程序 ……………9. 本公司如因情事變更，致背書保證對象原符合本處理準則規定而嗣後不符合規定，或背書保證金額因據以計算限額之基礎變動致超過本處理準則所訂額度時，應訂定改善計畫，並將該改善計畫送<u>各監察人</u>，並依計畫時程完成改善。</p>	<p>配合本公司設置審計委員會替代監察人修訂。</p>
<p>第八條：內部控制 本公司之內部稽核人員應至少每季稽核背書保證處理準則及其執行情形，並作成書面紀錄，如發現重大違規情事，應即以書面通知<u>審計委員會</u>。</p>	<p>第八條：內部控制 本公司之內部稽核人員應至少每季稽核背書保證處理準則及其執行情形，並作成書面紀錄，如發現重大違規情事，應即以書面通知<u>各監察人</u>。</p>	<p>配合本公司設置審計委員會替代監察人修訂。</p>
<p>第十五條：生效及修訂 本處理準則經<u>審計委員會</u>同意後，再由<u>董事會</u>通過並提報股東會同意，如有董事表示異議且有紀錄或書面聲明者，公司應將其異議提報股東會討論，修正時亦同。 如本公司已設置獨立董事時，依前項規定將本處理準則提報董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會紀錄。</p>	<p>第十五條：生效及修訂 本處理準則經<u>董事會</u>通過後，送<u>各監察人</u>並提報股東會同意，如有董事表示異議且有紀錄或書面聲明者，公司應將其異議<u>併送各監察人及</u>提報股東會討論，修正時亦同。 如本公司已設置獨立董事時，依前項規定將本處理準則提報董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會紀錄。</p>	<p>配合本公司設置審計委員會替代監察人修訂。</p>

共信醫藥科技控股股份有限公司
董事兼任競業明細表

NO	董事姓名	職稱	兼任競業職務
1	Lester John Wu	董事長	天津紅日健達醫藥科技有限公司 董事
2	石家舜	董事	天津紅日健達醫藥科技有限公司 董事長
3	林懋元	董事	天津紅日健達醫藥科技有限公司 監察人

依英屬開曼群島公司法（修訂）所設立
GONGWIN BIOPHARM HOLDINGS CO., LTD

共信醫藥科技控股股份有限公司

修訂組織備忘錄

（於 2016 年 1 月 28 日經股東會特別決議通過）

1. 本公司名稱為 GONGWIN BIOPHARM HOLDINGS CO., LTD. (共信醫藥科技控股股份有限公司)。
2. 本公司註冊辦公處設於 Portcullis TrustNet (Cayman) Ltd., The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands 之辦公室，或其他隨時經由董事會決議通過，位於英屬開曼群島作為本公司註冊辦公處之處所。
3. 在符合本備忘錄下列條款之情形下，本公司成立之目的不受限制，且本公司依英屬開曼群島公司法（修訂）第 7(4) 條之規定，應有完整權力及授權實行任何未受法令禁止之目的。
4. 在符合本備忘錄下列條款之情形下，不論所為行為是否對本公司有利，本公司具備如同自然人之完全行為能力，而與英屬開曼群島公司法（修訂）第 27(2) 條規定之公司利益問題無涉。
5. 本備忘錄未允許本公司在尚未取得英屬開曼群島銀行及信託公司法（修訂）所定許可之情形下，經營銀行或信託公司業務，或於未取得英屬開曼群島保險法（修訂）所定許可之情形下，於英屬開曼群島經營保險業務或保險經理人、代理人、複代理人或經紀人之業務，或於未取得英屬開曼群島公司管理法（修訂）所定許可之情形下，經營公司管理業務。
6. 除為推展於英屬開曼群島境外經營之業務者外，本公司不得在英屬開曼群島境內與任何個人、商號或公司進行商業交易，但本條規定不妨礙本公司在英屬開曼群島境內成立或締結契約，以及為經營境外業務所需，而在英屬開曼群島境內行使權力。

7. 股東僅就其所認購之股份數，負擔繳納股款之義務。
8. 本公司資本總額為新台幣 1,500,000,000.00 元，分為普通股 150,000,000 股，每股面額新台幣 10.00 元，本公司得基於英屬開曼群島公司法（修訂）及本章程之規定，贖回或買回任何股份，以及分拆、增加或減少資本額，並得於資本額內發行附有或未附有任何優先權或其他特別權利，或權利劣後、附條件或限制之普通股股份、可贖回股份、增資或減資股份。除發行條件經明確規定者外，不論發行普通股、優先股或其他類型之股份，均應依據前述規定之權限內為之。
9. 本備忘錄未定義之大寫詞彙與本公司章程中使用者具有相同意義，本公司章程規定之用辭解釋章節亦適用於本備忘錄。

依英屬開曼群島公司法（修訂）成立之股份有限公司
GONGWIN BIOPHARM HOLDINGS CO., LTD

共信醫藥科技控股股份有限公司

修訂章程

（於 2016 年 1 月 28 日經股東會特別決議通過）

用辭定義

1. 英屬開曼群島公司法第一個附件中 A 表（包括其修訂、補充或修正）記載之規範內容不適用於本公司。

2. (1) 除另有規範者外，本章程之用辭定義如下：

上市（櫃）規範 股票在中華民國任何股票交易所或證券市場交易或掛牌而應適用之相關法律、條例、規則及準則暨其修訂版本，包括但不限於中華民國證券交易法、公司法、臺灣地區與大陸地區人民關係條例與其他類似法律、由中華民國主管機關依法制定之規章、規則及條例，以及中華民國金融監督管理委員會、櫃買中心與證交所頒布之規範（如適用）；

本章程 股東會特別決議所修改、增補或取代之本公司現行章程；

會計師 公司所聘任，依據本公司之委任或指示，審查公司帳務、查核及/或簽證公司財務報表或執行其他類似職務之註冊會計師（如有）；

董事會 本公司全體董事組成之董事會；

資本公積 指(1)股份溢價帳戶、(2)受領贈與之所得，以及(3)其他依上市（櫃）規範或一般公認會計準則認定之資本公積項目；

董事長 依本章程第 69 條之定義；

股份類別 本公司依據本章程所發行不同類別之股份；

金管會	中華民國金融監督管理委員會或中華民國證券交易法之其他主管機關；
本公司	GONGWIN BIOPHARM HOLDINGS CO., LTD.(共信醫藥科技控股股份有限公司)；
新設合併	在開曼法令及上市（櫃）規範定義下，由兩個以上參與合併之公司將其營業、財產及責任移轉並整併於其共同設立之新公司；
董事	本公司組成董事會之董事或獨立董事（如有）；
折價轉讓	依本章程第 23 條第(4)項之定義；
電子	其定義應依據英屬開曼群島電子交易法（修訂）暨其修訂或重新制定之法規，包括該法所援引或取代之其他法律；
興櫃市場	櫃買中心在中華民國建置之興櫃股票市場；
員工	本公司及/或任一從屬公司之員工，其範圍由董事會決定之；
財務報告	依本章程第 104 條之定義；
獨立董事	為符合本章程目的以及上市（櫃）規範之要求，經股東會選任並指派為獨立董事之董事；
法人	依據英屬開曼群島法令及上市（櫃）規範，得作為法律主體之商號、公司或其他組織；
開曼法令	現行有效且適用於本公司之英屬開曼群島公司法暨其修訂或其他變更，與其他適用或影響於本公司、組織備忘錄及/或本章程法律、命令、法令或其他在英屬開曼群島具有法效性之文書（暨其修訂）；當本章程援引開曼法令之任何條文時，應為法律所修訂之現行條文；
股東	股東名簿上依法登記之股份持有人，包括登記為共同持有人者；

組織備忘錄	本公司現行有效之組織備忘錄；
吸收合併	在開曼法令及上市（櫃）規範定義下，由兩個以上參與合併之公司將其營業、財產及責任移轉於其中一存續公司；
月	日曆月；
新台幣	新台幣；
普通決議	指下列決議： (a)於依本章程召集之股東會，由股東親自出席，如為法人股東則由其合法授權代表出席，或以委託書方式出席之股東表決權過半數通過者； (b)於非掛牌期間，由當時有權出席股東會並行使表決權之股東（如為法人股東則為其合法授權代表）全體以書面（乙份或數份副本）經簽認通過者；與 (c)當本公司僅有一名股東時，由該股東以書面經簽認通過者；該決議有效日應以簽認之日為準；
人	包括自然人、商號、公司、合資企業、合夥、法人、協會或其他組織（不論是否具有獨立之法人格）；
特別股	依本章程第 4 條之定義；
私募	依據上市（櫃）規範對特定人招募本公司股份、債券或其他經金管會核定之有價證券之行為；
股東名簿	依據開曼法令在英屬開曼群島境內或境外所備置之本公司股東名簿；
註冊辦公處	本公司依據開曼法令註冊登記之辦公處；
掛牌期間	自本公司有價證券於首次公開發行或興櫃市場、櫃買中心、證交所或其他臺灣股票交易所或證券市場交易或掛牌日之前一日起算之掛牌交易期間（該有價證券因任何理由被暫停交易之期間，為本定義之目的，仍應算入）；

中華民國或臺灣	包括中華民國之領土、屬地及其司法管轄權所及之地區；
中華民國法院	臺灣臺北地方法院或其他在中華民國境內有管轄權之法院；
公司印鑑	本公司一般印鑑；
公司秘書	經董事會委任執行本公司秘書職責之人，包括任何助理秘書、代理秘書、執行秘書或臨時秘書；
股份	由本公司資本分成之股份，包括任何或所有類別之股份；為杜疑義，本章程所稱股份應包括畸零股；
股份溢價帳戶	依本章程及開曼法令設置之本公司股份溢價帳戶；
股務代理機構	經中華民國主管機關許可，在中華民國境內設有辦公室，依據上市（櫃）規範及中華民國公開發行股票公司股務處理準則（暨其修訂），為本公司提供股東服務之代理機構；
經簽認	經簽名或以機械方式固著而表現其簽名，或由有意在電子通訊上簽章之人所為附於或邏輯關聯於該電子通訊之電子符號或程式；
特別盈餘公積	依本章程第 95 條之定義；
特別決議	指本公司依據開曼法令通過之下列特別決議： <ul style="list-style-type: none"> (a) 於依本章程召集之股東會，由股東親自出席，如為法人股東則由其合法授權代表出席，或以委託書方式出席之股東表決權三分之二以上通過，且記載擬以特別決議通過有關議案事項之召集通知已合法送達者； (b) 於非掛牌期間，由當時有權出席股東會並行使表決權之股東（如為法人股東則為其合法授權代表）全體以書面（乙份或數份副本）經簽認通過者；與 (c) 當本公司僅有一名股東時，由該股東以書面經簽認通過者；該決議有效日應以簽認之日為準。 <p>本章程規定應以普通決議通過之事項而以特別決議為之</p>

者，亦為有效；

分割 讓與公司將其全部或一部獨立營運之業務讓與一既存公司或新設公司，而受讓之既存或新設公司交付股份、現金或其他財產予讓與公司或其股東之行為；

法定盈餘公積 依據上市（櫃）規範自本公司當年度盈餘提撥百分之十之盈餘公積；

從屬公司 指(i)公司已發行有表決權之股份總數或資本總額過半數為本公司所持有之該公司；(ii)其人事、財務或業務經營受本公司直接或間接控制之公司；(iii)其董事與本公司之董事有半數以上相同之公司；或(iv)公司已發行有表決權之股份總數或資本總額與本公司已發行有表決權之股份總數有半數以上為相同之股東持有或出資之該公司；

集保結算所 臺灣集中保管結算所股份有限公司；

櫃買中心 財團法人中華民國證券櫃檯買賣中心；

庫藏股 依開曼法令經本公司買回而未予銷除且繼續持有之本公司股份；以及

證交所 臺灣證券交易所股份有限公司。

(2) 除另有規定者外，業經開曼法令定義並使用於本章程之用辭，應依開曼法令定義之。

(3) 本章程中，除另有規定者外：

(a) 單數用語應包含複數用語，反之亦然；

(b) 男性用語應包含女性及中性用語；

(c) 本章程所定之通知，除另有規定外，應以書面為之；本章程所稱「書面」，應包括印刷、平版印刷、攝相片及其他得以永久可見形式表現或複製文字之方式；以及

(d) 「得」應解釋為任意規定；「應」應解釋為強制規定。

(4) 本章程使用之標題僅為便宜之目的，不應影響本章程之解釋。

股份

3. 除本章程另有規定或股東會另有決議外，對於所有本公司尚未發行之股份，董事會得：
 - (a) 依其認為適當之方式、時間、權利或限制，提供、發行及分配該等股份予他人認購；但除依據開曼法令及於掛牌期間依上市（櫃）規範所為者外，本公司股份不得折價發行；且
 - (b) 依據開曼法令及於掛牌期間依上市（櫃）規範，授與股份選擇權、發行認股權憑證或類似憑證；且為前述目的，董事會得保留適當數量之未發行股份。
4. 在不違反本章程第 5 條規定且於本公司授權資本額之範圍內，本公司得經董事會三分之二以上董事之出席及出席董事過半數之同意，發行不同股份類別之股份（下稱「特別股」），其權利得優先或劣後於本公司所發行之普通股。
5. (1) 本公司發行特別股時，下列事項應明定於本章程：
 - (a) 授權發行及已發行之特別股總數；
 - (b) 特別股分派股息、紅利或其他利益之順序、定額或定率；
 - (c) 特別股分派公司賸餘財產之順序、定額或定率；
 - (d) 特別股股東行使表決權之順序或限制（包括無表決權等）；
 - (e) 與特別股權利及義務有關之其他事項；及
 - (f) 本公司被授權或強制贖回特別股時，其贖回之方法，或表示公司無強制贖回該特別股權利之聲明。(2) 除開曼法令另有規定外，組織備忘錄及本章程所規範特別股之權利、利益及限制，以及得發行之股數，應以特別決議修訂之。
6. 於掛牌期間，在授權資本額之範圍內，且符合本章程規定之情形下，本公司發行新的普通股，應經董事會三分之二以上董事之出席及出席董事過半數之同意。
7. (1) 本公司發行股份時得不印製股票，惟股東名簿之記載應為任何人對於股份權利之絕對證據。在掛牌期間，本公司發行股份時，應於開曼法令規定得交付股份之日起三十日內，自行或促使股務代理機構將股份以通知集保結算所登記之方式交付予認股人。本

公司並應於股份交付前依上市（櫃）規範公告之。

(2) 本公司不得發行無記名之股份。

(3) 本公司不得發行任何未繳納股款或僅繳納部分股款之股份。

8. 於掛牌期間：

(a) 發行新股時（關於合併、分割、重整、資產收購、股份互易、員工股份選擇權或認股權之行使、可轉換有價證券或公司債之轉換、具優先或特別取得股份權利之認購權或其他權利之行使或依本章程進行公積轉增資而發行新股予原股東、私募或非以現金增資發行新股者除外），董事會得依照開曼法令及上市（櫃）規範保留發行新股總數不超過百分之十五之股份由員工優先承購。

(b) 以現金增資發行新股時，董事會依前項保留股份予員工優先承購後，除金管會、興櫃市場、櫃買中心及（或）證交所（如適用）認為無須或不適宜對外公開發行者外，本公司應提撥發行新股總額百分之十（或依股東會普通決議決定之較高比例），在中華民國境內對外公開發行。

9. 於掛牌期間，除股東會依普通決議另有決定外，本公司現金增資發行新股時，於依前條規定保留予員工優先承購及在中華民國境內對外公開發行之股份後，應公告並分別通知原股東，得按原有股份比例儘先分認剩餘股份，並聲明未於指定期間內認購者喪失其權利。但：

(a) 原股東持有股份按比例不足分認一新股者，得合併共同認購或歸併一人認購之；

(b) 原股東新股認購權利，得與原有股份分離而獨立讓與；且

(c) 原股東未認購之新股，得公開發行或洽由特定人認購。

10. 前條規定於本公司因下列情形發行新股者，不適用之：

(a) 與合併、分割或重整有關者；

(b) 與履行員工認股權憑證或選擇權之義務有關者；

(c) 與履行可轉換公司債或附認股權公司債之義務有關者；

(d) 與履行認股權憑證或附認股權特別股之義務有關者；

(e) 與股份互易有關者；

(f) 與第 13 條私募規定有關者；或

(g) 與開曼法令及(或)上市(櫃)規範所定之其他禁止、限制或除外情事有關者。

11. 於掛牌期間，除上市(櫃)規範另有規定者外，本公司得經董事會以三分之二以上董事之出席及出席董事過半數同意之決議，與員工簽訂認股權契約，約定於一定期間內，員工得依約定價格認購特定數量之股份。訂約後由公司發給員工認股權憑證。員工認股權憑證，除因繼承者外，不得轉讓。
12. 於掛牌期間，本公司得以特別決議通過發行限制員工權利新股予本公司及/或從屬公司之員工，不適用本章程第8條及第9條之規定。關於前述發行限制員工權利新股，其發行數量、發行價格、發行條件、限制及其他事項應遵守上市(櫃)規範及開曼法令之規定。
13. (1) 於掛牌期間，在符合上市(櫃)規範之情況下，本公司得依股東會之特別決議，於中華民國境內對下列之人進行有價證券之私募：
 - (a) 銀行業、票券業、信託業、保險業、證券業或其他經金管會核准之法人或機構；
 - (b) 符合金管會所定條件之自然人、法人或基金；或
 - (c) 本公司或關係企業之董事、監察人及經理人。(2) 依據前項規定，本公司普通公司債之私募，得經董事會三分之二以上董事之出席及出席董事過半數之同意，於董事會決議之日起一年內分次辦理。
14. 本公司得經股東會特別決議，依開曼法令及上市(櫃)規範所定之程序及條件減少資本。
15. 於掛牌期間，本公司股份或其他具有股權性質之有價證券(包括但不限於認股權憑證、選擇權或公司債)之發行、轉換或銷除，以及轉增資、股務等，應遵守開曼法令、上市(櫃)規範及公開發行股票公司股務處理準則(暨其修訂)之規定。

權利變更

16. 本公司資本分為不同股份類別時，包括有特別股發行之情形，任一股份類別所附特別權利之變更或廢止，除應符合第46條並經股東會特別決議通過外，應經該股份類別股東會之特別決議通過之。各股份類別股東會之召集與延期，應準用本章程關於股東會程序之規定。
17. 除該股份類別之股份發行辦法另有規定者外，任何類別股份附具之優先權或其他權利，均不因本公司其後創設、分配或發行同等或劣後於該等股份之股份，或本公司贖回或買回任

何股份類別之股份，而受重大不利之變更或廢止。

股東名簿

18. 董事會應依開曼法令於英屬開曼群島境內或境外之適當處所備置股東名簿。於掛牌期間，股東名簿應具備開曼法令及上市（櫃）規範所定應記載事項，並應備置於中華民國境內之股務代理機構。
19. 不論本章程其他條款之規定，在不違反開曼法令之情形下，於掛牌期間，股東相關資訊應由集保結算所紀錄之，且本公司股東之認定，應以集保結算所提供予本公司之紀錄為依據。本公司於收到該等紀錄之日時，該等紀錄應構成本公司股東名簿之一部。

股份之贖回及買回

20. (1) 依據開曼法令及本章程之規定，本公司得於股份發行前，以股東會特別決議決定該等股份得基於本公司或持有人之選擇，按特定期間及方式贖回該股份。
(2) 本公司發行之特別股，得依開曼法令贖回之，但開曼法令及上市（櫃）規範下特別股股東依本章程取得之權利應不受影響。
21. (1) 在不違反開曼法令、上市（櫃）規範及本章程規定之情形下，本公司得經三分之二以上董事出席之董事會及出席董事過半數之同意，買回自己股份。
(2) 於掛牌期間：
 - (a) 本公司買回股份之數量比例，不得超過買回時本公司已發行股份總數百分之十，且收買股份之總金額，不得逾保留盈餘加計發行股份溢價及已實現之資本公積之金額。
 - (b) 董事會買回股份之決議及執行情形（包括因故未能依據前述董事會決議買回者（如有）），應於最近一次之股東會向股東報告。
22. (1) 本公司買回、贖回或取得（因股份拋棄或其他情形）之股份，應依董事會認為適當之期間、方式及條件立即辦理註銷或以庫藏股持有之。
(2) 於掛牌期間，所有有關本公司買回及贖回股份之事項均應遵循開曼法令及上市（櫃）規範。
23. (1) 本公司應登記於股東名簿為庫藏股之持有人，但除開曼法令另有規定外，凡於本公司

持有庫藏股之期間：

- (a) 不論為何種目的，本公司不得被以股東身分對待之，且不得行使關於庫藏股之任何權利，任何行使該等權利之行為均屬無效；
 - (b) 庫藏股不得以任何方式質押或設定擔保；
 - (c) 無論係為本章程或開曼法令之目的，庫藏股不得直接或間接於本公司任何會議行使表決權，且不算入本公司已發行股份總數；且
 - (d) 庫藏股不得受股息/紅利之分派或支付，或其他本公司資產(包括解散時分配予股東之剩餘資產)之分配(無論係現金或其他)。
- (2) 除開曼法令及本章程另有規定者外，庫藏股之全部或一部得隨時依董事會認為適當之期間、方式及條件辦理銷除或轉讓予任何人(包括員工；在不違反本條第(5)項之規定下，該等員工之資格應由董事會定之)。董事會得決定本項轉讓之期限及條件(包括限制員工依本項規定取得之庫藏股在最長不超過二年之期間內不得轉讓)。
- (3) 本公司因轉讓庫藏股所取得之對價(如有)，其金額應依據開曼法令記入帳戶。
- (4) 在不違反本條第(5)項及開曼法令之情形下，本公司得經最近一次股東會之特別決議，以低於實際買回股份之平均價格轉讓庫藏股予員工(下稱「折價轉讓」)，但該次股東會召集通知中應已有下列事項主要內容之說明，不得為臨時動議：
- (a) 董事會所定折價轉讓之轉讓價格、折價比率、計算依據及合理性；
 - (b) 折價轉讓之轉讓股數、目的及合理性；
 - (c) 認股員工之資格條件及得認購之股數；以及
 - (d) 董事會認為可能影響股東權益影響之事項：
 - (i) 依據上市(櫃)規範，折價轉讓可能費用化之金額及對公司每股盈餘稀釋情形；
 - 及
 - (ii) 依據上市(櫃)規範，說明折價轉讓對公司造成之財務負擔。
- (5) 本公司依前項規定通過且已折價轉讓予員工之庫藏股股數，累計不得超過已發行股份總數之百分之五，且單一認股員工之認購股數累計不得超過已發行股份總數之百分之零點五。

24. (1) 儘管本章程另有相反之規定，在不違反開曼法令之情形下，本公司得依股東會特別決

議，依各該股東持股比例（小數點後四捨五入），強制買回本公司股份並予銷除。依前段規定買回股份時應給付予股東之對價，得為現金或現金以外之財產；以現金以外之財產為對價者，其財產類型及相應抵充之數額應經股東會特別決議，並經該收受財產股東之同意。董事會並應於股東會前將該財產之價值與抵充之資本數額，送交中華民國會計師查核簽證。

- (2) 為避免疑義，擬買回及銷除股份非依股東持股比例為之者，除開曼法令及上市（櫃）規範另有規定外，本公司董事會有權決定之，無須依前項規定經股東會特別決議為之。

股份之轉讓

25. 除開曼法令或上市（櫃）規範另有規定外，本公司股份得自由轉讓。但本章程另有規定者不在此限。
26. 股份之轉讓，非將讓與人及受讓人之姓名/名稱及其住所/居所記載於股東名簿，不得以其轉讓對抗本公司。於第 28 條之股票停止過戶期間，應暫停股東名簿之轉讓登記。

不承認信託

27. 除開曼法令或上市（櫃）規範另有規定者外，任何人不得以其基於信託持有股份之事由對抗本公司，且除開曼法令或上市（櫃）規範另有規定者外，任何衡平的、可能的、將來的或實際的股份利益（僅本章程、開曼法令或上市（櫃）規範規定，或基於有管轄權法院之命令者除外），或除登記持有者所取得對股份之絕對權利外之其他與股份有關之權利，對於本公司（即使已受通知）不生拘束效力。

基準日與停止過戶期間

28. (1) 董事會得預先就下列事項決定基準日：(a)確定有權收受股息/紅利、財產分配或其他收益之股東；(b)確定有權收受股東會召集通知、有權親自或以委託書、書面方式或電子方式出席股東會或其延會或參與表決之股東；及(c)董事會決定之其他目的。董事會依本條規定指定(b)款之基準日時，該基準日應在股東會召集日前。
- (2) 於掛牌期間，除開曼法令另有規定者外，為(a)確定有權收受股息/紅利、財產分配或其他收益之股東；與(b)確定有權收受股東會召集通知、有權於股東會或延會出席或

參與表決之股東，董事會應決定股東名簿之過戶登記，於股東常會開會前六十日內，股東臨時會開會前三十日內，或公司決定分派股息、紅利或其他分配之基準日前五日內，不得為之。前述期間，應自各股東會之召集日或相關基準日起算。

股東會

29. 本公司應於每年會計年度終了後六個月或其他經興櫃市場、櫃買中心或證交所（如適用）核准之期間內，召集股東常會。股東常會應由董事會召集之。
30. 凡非屬股東常會之股東會均被稱為股東臨時會。董事會得於其認為適當時召集本公司之股東臨時會。
31. 於掛牌期間，本公司股東會均應於中華民國境內召開。於非掛牌期間，董事會得於其認為適當之地點召集股東會。
32. 繼續一年以上，持有已發行股份總數百分之三以上股份之股東，得以書面載明召集事由及其理由，請求董事會召集股東臨時會。董事會收受該請求後十五日內不為股東會召集之通知時，該請求之股東得自行召集股東會。
33. 於掛牌期間，本公司應委託中華民國之股務代理機構處理股東會相關事宜，包括但不限於投票事務。

股東會召集通知

34. (1) 於掛牌期間，股東常會之召集，應於三十日前通知各股東；股東臨時會之召集，應於十五日前通知各股東。對於持股未滿 1,000 股之股東，公司得以公告方式通知之。通知之寄發日及召集日均不計入前述期間。前述通知應以書面為之，並載明開會之地點、日期、時間、議程與召集事由，並依本章程之規定送達，或於取得股東事前同意且不違反開曼法令及上市（櫃）規範之情形下，以電子通訊方式為之。
(2) 於非掛牌期間，股東會之召集，應於五日前以書面通知各股東，但該通知得經全體股東於會議前或會議中之同意免除之，且該通知或同意得以電子郵件、電報或傳真方式送達之。於非掛牌期間，股東會之召集，得經有權出席並參與表決之股東半數以上且代表已發行股份總數百分之九十五以上之同意，以較短期間通知各股東。
35. (1) 於掛牌期間，本公司應於股東常會開會至少三十日前或股東臨時會開會至少十五日

前，公告股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料。

(2) 於掛牌期間，股東依據第 57 條採行書面或電子方式行使表決權時，本公司應將前項資料及行使表決權格式，併同寄送給股東。

36. 下列事項，非在股東會召集事由中列舉，並說明其主要內容，不得在股東會中審議、討論或提付表決：

(a) 選任或解任董事；

(b) 變更公司組織備忘錄及/或本章程；

(c) 解散、自願清算、合併、股份轉換或分割；

(d) 締結、變更、或終止關於出租全部營業、委託經營或與他人經常共同經營之契約；

(e) 讓與全部或主要部分之營業或財產；

(f) 受讓他人全部營業或財產，對本公司營運有重大影響者；

(g) 私募具有股權性質之有價證券；

(h) 解除董事競業禁止之義務或許可董事從事競業行為；

(i) 以發行新股之方式，分派股息、紅利或其他與股份相關分配之全部或一部；以及

(j) 將法定盈餘公積、股份溢價帳戶及/或本公司受領贈與之所得，以發行新股或現金方式，依持股比例分配予原股東。

37. 於掛牌期間，本公司召開股東會應編製股東會議事手冊，並應依上市（櫃）規範之規定，於股東常會開會前二十一日或股東臨時會開會前十五日，將議事手冊及其他會議相關資料公告於金管會、興櫃市場、櫃買中心或證交所（如適用）指定之網站上。

38. 股東會召集通知偶發之遺漏寄送或股東未收受召集通知，不影響該次股東會已進程序之效力。

股東會程序

39. 除已達章定出席數者外，股東會不得進行任何事項之討論或表決，但為選任股東會主席者不在此限。除本章程另有規定外，股東會應有代表已發行有表決權股份總數過半數之兩名

以上股東親自、委託代理人或由其合法授權代表（如為法人股東）出席。

40.(1) 於掛牌期間，持有已發行股份總數百分之一以上股份之一位或數位股東，得以書面向本公司提出股東常會議案；但以一項為限，不得超過三百字，且該提案須為股東會得決議之事項。提案超過一項或超過三百字或提案非股東會得決議者，均不列入議案。

(2) 於掛牌期間，本公司應於股東常會召開前之股票停止過戶日前，公告受理股東提案之受理處所及受理期間；該受理期間不得少於十日。

(3) 提案股東應親自或委託他人出席股東常會，並參與該項議案討論。

(4) 有下列情事之一者，股東所提議案，董事會得不予列入：

(a) 該議案依開曼法令、上市（櫃）規範或本章程之規定，非股東會所得決議者；

(b) 提案股東於本公司股票停止過戶期間開始時，持股未達百分之一者；或

(c) 該議案於本公司公告受理期間經過後始提出者。

(5) 本公司應於寄發股東常會召集通知前，將處理結果通知提案股東，並將合於本條規定之議案列於召集通知。對於未列入議案之股東提案，董事會應於股東會說明未列入之理由。

41. 由董事會召集之股東會，應由董事長擔任會議主席；由董事會以外之人召集者，主席由該召集人擔任之，召集人有二人以上時，應互推一人擔任之。

42. 本公司召開股東會時，如董事長未能出席股東會或不願擔任主席，其應指定董事一人代理之；未指定代理人者，由出席董事互推一人擔任主席。

43. 股東會得依普通決議休會，並定五日內於其他地點續行，但續行之股東會僅得處理休會前未完成之事項。如休會超過五日，其後之股東會，應如同一般股東會，送達載明集會時間及地點之召集通知。

44. 股東會中提付議決之事項，均應以投票方式表決。

45. 除開曼法令、上市（櫃）規範或本章程另有規定者外，任何提付股東會決議之事項，應以普通決議為之。

46. 除開曼法令或上市（櫃）規範另有規定外，下列事項應經股東會之特別決議為之：

(a) 締結、變更、終止關於出租其全部營業、委託經營或與他人經常共同經營之契約；

- (b) 讓與全部或主要部分之營業或財產；
- (c) 受讓他人全部營業或財產而對公司之營運有重大影響者；
- (d) 以發行新股方式分派股息、紅利或其他利益之全部或一部；
- (e) 分割；
- (f) 授權由本公司參與之新設合併或吸收合併計劃；
- (g) 自願清算；
- (h) 私募；
- (i) 解除董事競業禁止之義務或許可董事從事競業行為；
- (j) 變更公司名稱；
- (k) 變更資本幣別；
- (l) 增加資本，分為不同股份類別及面額之股份；
- (m) 將全部或一部股份合併再分割為面額大於已發行股份面額之股份；
- (n) 將全部或一部股份分割為面額小於已發行股份面額之股份；
- (o) 銷除在有關決議通過日仍未被認購或同意認購之股份，並據以減少資本額；
- (p) 依本章程(包括但不限於第 16 條及第 17 條)之規定，變更或修改組織備忘錄或本章程之全部或一部；
- (q) 依開曼法令及上市(櫃)規範所允許之方式減少資本額及資本贖回準備金；
- (r) 依開曼法令規定，指派檢查人檢查公司事務；以及
- (s) 依據本章程第 12 條之規定發行限制員工權利新股予本公司及/或其從屬公司之員工。

47. 除開曼法令或上市(櫃)規範另有規定者外，本公司得於不能清償到期債務時，經股東會特別決議自願清算。

48. (1) 除開曼法令另有規定者外，股東在股東會通過關於第 46 條第(a)、(b)或(c)款所定事項之決議前，已以書面通知本公司反對該項行為之意思表示，並於股東會已為反對者，得請求本公司以當時公平價格收買其所有之股份；但股東會為第 46 條(b)款之決議，同時決議解散時，不在此限。

(2) 股東會決議本公司分割或與他公司新設合併/吸收合併時，股東在該議案表決前以書

面表示異議，並就該議案放棄其表決權者，得請求本公司依開曼法令按當時公平價格收買其持有之股份。

(3) 在不違反開曼法令規定之情形下，依前二項行使股份收買請求權之股東，與公司在股東會決議日起六十日內未達成協議者，得在此期間經過後三十日內，在開曼法令允許之範圍內，向中華民國法院聲請為價格之裁定。

49. 股東會之召集程序或其決議方法，違反開曼法令、上市（櫃）規範或本章程時，在開曼法令允許之範圍內，股東得自決議之日起三十日內，向臺灣臺北地方法院訴請適當救濟，包括但不限於訴請法院確認該決議無效或撤銷該決議。

50. 儘管本章程另有相反之規定，於非掛牌期間，經有權受領通知並出席股東會行使表決權之全體股東簽章之（一份或數份）書面決議（包括特別決議），應與經股東會合法通過之決議具有相同效力。

51. 股東會程序或表決方法，本章程未規定者，應以股東會依普通決議通過制訂或修正之內部規章為據，該等內部規章應符合開曼法令及上市（櫃）規範（特別是中華民國公開發行公司股東會議事規範）。

股東表決權

52. 除依本章程就股份之表決權附有任何權利或限制者外，每一親自出席股東會之股東（如為法人股東時，由其合法授權代表出席），或以委託書委託出席之股東，就登記於其名下之每一股份有一表決權。

53. 股份為數人共有者，其共有人應推舉一人為代表人行使表決權，該代表人親自或委託代理人行使之表決權，應視為全體共有人之一致表決。

54. 股東係為他人持有股份時，其表決權無須與為其自己所持有股份之表決權為同一之行使。關於分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其他應遵行事項，應遵循上市（櫃）規範。

55. 股東為法人時，得經其董事會或其他管理單位之決議，授權其認為適合之自然人為其代表人，代表出席任何股東會或本公司股份類別之股東會。

56. (1) 除開曼法令或上市（櫃）規範另有規定者外，有下列情形之一者，其股份無表決權，

於計算股東會是否已達章定出席數時，不算入已發行股份總數：

(a) 本公司所持有之自己股份（若該持有為開曼法令所允許）；

(b) 被本公司持有已發行有表決權之股份總數或資本總額超過半數之從屬公司，所持有之本公司股份；或

(c) 本公司及本公司之控制或從屬公司直接或間接持有他公司已發行有表決權之股份總數或資本總額合計超過半數之他公司，所持有之本公司股份。

(2) 股東對於提請股東會討論及表決之事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，亦不得代理其他股東或擔任法人之代表人行使表決權。不得行使表決權之股份數，不算入出席股東之表決權數。

(3) 當本公司董事亦為本公司股東時，如以其所持有之股份設定質權（下稱「**設質股份**」）超過其最近一次選任時所持有之股份數額二分之一時，其超過之股份不得行使表決權，且不算入已出席股東之表決權數，但仍應計入股東會出席股數。

57. 在開曼法令允許之範圍內，董事會得決議股東於股東會行使表決權，得以書面或電子方式為之。股東得以書面或電子方式行使表決權時，其行使方式應載明於股東會召集通知。惟於掛牌期間，除上市（櫃）規範另有規定者外，本公司應將電子方式作為股東表決權行使方式之一。股東擬以書面或電子方式行使表決權者，應於股東會召集二日前，依召集通知所載方式為之；有重複時，應以最先送達者為準，但於後送達者中已明示撤銷先送達者，不在此限。股東以書面或電子方式行使表決權者，應視為委託股東會主席為代理人依該書面或電子文件所載內容行使表決權，但股東會主席就該等內容未論及或表明之事項、臨時動議或原議案之修正案，並無表決權。為免疑義，股東以上開方式行使投票權時，就該次股東會之臨時動議及原議案之修正案，視為棄權。

58. 股東以書面或電子方式行使表決權後，擬親自出席股東會者，至遲應於股東會開會二日前，以與行使表決權相同之方式，撤銷先前行使表決權之意思表示。逾期撤銷者，以書面或電子方式行使之表決權為準。惟該股東雖未按照本條規定為撤銷之通知，而仍親自出席股東會並行使表決權者，該股東親自出席並行使表決權之行為，應視為其業依本條規定撤銷其先前以書面或電子方式行使表決權之意思表示。

委託書

59. (1) 股東得於每次股東會，出具本公司印發之委託書，載明授權範圍，委託代理人出席之。受託人不須為股東。
- (2) 除開曼法令或本章程另有規定外，委託書格式應由本公司印發，載明下列事項：(a) 填表須知，(b) 簽署要件及(c) 股東委託行使表決權事項與股東、受託代理人和徵求人（如有）基本身分資料，併同股東會召集通知於同一日送達全體股東。
60. 一股東以出具一委託書委託一人為限，並應於股東會開會 5 日前依前條規定送達本公司或股務代理機構。委託書有重複時，以最先送達者為準，但後送達之委託書亦於股東會開會 5 日前送達且聲明撤銷前委託書者，不在此限。
61. 委託書送達後，股東欲親自出席股東會或欲以書面或電子方式行使表決權者，至遲應於股東會開會二日前，以書面向公司或股務代理機構為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。惟該股東雖未按照本條規定為撤銷之通知，而仍親自出席股東會並行使表決權者，該股東親自出席並行使表決權之行為，應視為其業依本條規定撤銷其先前委託之意思表示。
62. 股東依第 57 條之規定以書面或電子方式行使表決權者，得依本章程規定委託代理人出席股東會，於上開情形，代理人所行使之表決權應視為股東撤回其先前向公司行使之表決權，且公司應僅得計算該受委託代理人出席股東會行使之表決權。
63. 於掛牌期間，除依中華民國法律設立之信託事業或經中華民國證券主管機關核准之股務代理機構或依本章程第 57 條規定被視為代理人之股東會主席外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三；超過時，其超過之表決權，不應算入贊成或反對相關決議而投出之票數，亦不應算入該次決議投票之具表決權股數，但應算入股東會之出席人數。有上述排除表決權之情形時，應以經排除之具表決權股份與代理人所代理各股東具有表決權之股數，按比例排除之。
64. 關於委託書之使用或徵求，本章程未規定者，應以董事會制訂或修正之內部規章為據，該等內部規章應符合開曼法令及上市（櫃）規範（特別是中華民國公開發行公司出席股東會使用委託書規則（暨其修訂、補充或修改））。

董事及董事會

65. (1) 本公司董事（包括獨立董事）應不少於五名。每一屆董事會之董事席次，應於選舉該屆董事之股東會召集通知中載明。
- (2) 董事得為自然人或法人。法人為董事時，應指定自然人代表行使職務；該自然人得依其職務關係，隨時改派補足原任期。董事不須為本公司股東。
- (3) 董事應由股東會選任之。法人為股東時，得指派一名或數名自然人為其代表人，依本章程之規定分別被提名並當選為董事。
- (4) 依本章程之規定選舉董事時，應採用累積投票制。各股東於該董事選舉時，應有(i)與其持有股份數相應之投票權數，乘以(ii)股東會應選出董事人數相同數量之選舉權。各股東得將其選舉權分配予多數董事候選人或集中選舉單一董事候選人。於該次選舉中，由所得選票代表選舉權較多者，當選為董事。儘管於本項有相反之規定，於非掛牌期間，本公司得以普通決議指派任何人擔任董事或解任任何董事。
- (5) 選舉董事之程序及表決方式，本章程未規定者，應以股東會普通決議制訂或修正之內部規章為據，該等內部規章應符合開曼法令及上市（櫃）規範，特別是中華民國公開發行公司董監事選舉辦法。
66. 本公司得於適當時採用上市（櫃）規範所訂定之候選人提名制度選舉董事。惟本公司於掛牌期間，任何董事之選任均應採用候選人提名制度。在採用候選人提名制度之情形下，董事及獨立董事應由股東分別自董事及獨立董事候選人名單中選任之。候選人提名制度之相關規則及程序，得由董事會依開曼法令及上市（櫃）規範訂定之。
67. 除本章程另有規定外，每一董事任期三年，得連選連任。若董事任期屆滿而不及改選時，應延長其任期至原董事經連選連任或新董事經合法選任並就任時為止。在董事有缺額時，經股東會補選之新任董事任期應補足原董事之任期。
68. (1) 除本章程另有規定者外，董事得依股東會之特別決議，隨時解任之。
- (2) 除本章程另有規定外，董事任期屆滿前得經股東會之普通決議改選全部董事。於此情形，如股東會未同時決議現任董事於任期屆滿或其他特定日期始為解任，且新董事已於同次會議中選出者，現任董事應視為於該股東會決議日提前解任。
69. 董事會應由三分之二以上董事之出席，出席董事過半數之同意，互選一名為董事長。董事長對外代表公司，對內應為董事會主席及由董事會召集之股東會主席。如董事長未能出席

董事會或不能行使其職權，應指定董事一人代理之；董事長未指定代理人者，由董事互推一人代理之。

70. 董事之報酬得有所不同，不論本公司盈虧，每年得由董事會依下列因素酌給之：(a)其對本公司營運參與之程度；(b)其對本公司貢獻之價值；(c)參酌同業通常水準；及(d)其他相關因素。
71. 董事因故解任致不足五人時，本公司應於最近一次股東會補選之，以補足原董事之任期。但董事缺額達該屆董事席次三分之一者，本公司應自事實發生之日起六十日內，召開股東臨時會補選之。
72. 除本章程另有規定外，非獨立董事於其擔任董事期間，得同時擔任本公司其他有給職（會計師除外），任職期間與條件（關於薪資報酬及其他）由董事會決定之。董事或願任董事不因擔任本公司其他職務，而喪失其董事資格；董事亦不因擔任本公司其他職務或因而受有利益，而須將因擔任該職務或因而建立忠實關係之獲利歸入本公司。
73. (1) 在不影響董事依據英屬開曼群島普通法對本公司所負義務之情況下，除開曼法令另有規定外，董事應對本公司負忠實義務，且不限於善良管理人之注意義務，並應以合理之注意及技能執行本公司業務。董事如有違反其義務者，應對本公司負擔賠償責任；若該董事違反其義務且係為自己或他人利益為行為時，經股東會普通決議，本公司得在法律允許之最大範圍內，為一切適當行為，以將該行為之所得歸為本公司之所得。
- (2) 董事對於本公司業務之執行，如有違反法令致他人受有損害時，對他人應與本公司負連帶賠償之責。
- (3) 前二項規定，於本公司之經理人在被授權執行經營階層之職務範圍內，準用之。
74. 除本章程另有規定外，非獨立董事得為自己或其事業向本公司提供專業服務（會計師除外），且得享有相當的報酬，如同其非為本公司董事。
75. 在開曼法令允許之範圍內，除因過失或違背誠信行為所生之責任外，本公司得為本公司、本公司之子公司以及本公司對其有直接或間接利益之公司之現任或前任董事（包含代理董事）、秘書、經理人或會計師，按董事會決定之責任保險範圍，依契約支付保險金或同意支付保險金。

76. 於掛牌期間，本公司董事（包括獨立董事）之資格條件、選任、解任、職權行使及其他應遵行事項，本章程未規範者，應遵循上市（櫃）規範。

獨立董事

77. 於掛牌期間，本公司獨立董事席次不得少於三席且不得少於董事席次五分之一，其中至少一人必須在中華民國設有戶籍。每一屆董事會之獨立董事席次，應於選舉該屆獨立董事之股東會召集通知中載明。獨立董事因故解任，致人數不足上述最低人數時，應於最近一次股東會補選之。獨立董事均解任時，本公司應自事實發生之日起六十日內，召開股東臨時會補選之。

78. 獨立董事應具備專業知識，於執行董事業務範圍內應保持獨立性，不得與本公司有任何直接或間接之利害關係。獨立董事之專業資格、持股與兼職限制、獨立性之認定應遵守上市（櫃）規範之規定。董事會或其他召集選舉該屆獨立董事之股東會之人，應確保獨立董事候選人符合本條之要求。

董事會之權限及責任

79. 除開曼法令、本章程、上市（櫃）規範另有規定或股東會另有決議外，董事會應以其認為合適之方式，負責本公司業務之執行。董事會得支付所有與執行業務有關之合理費用（包括但不限於因本公司設立及登記所需費用），並得行使本公司之一切權力。除本章程另有規定外，應支付予董事之酬勞應由董事會依據同業基準，並參考薪資報酬委員會之建議（如有設置）訂定之。該酬勞應逐日累計，且董事亦得請求本公司支付旅費、住宿費及其他因往返及參加本公司董事會、委員會（依第 82 條設置）、股東會或其他與本公司營運相關事項所生之費用或由董事會決定之定額補貼，或前述支付方式之合併適用。

80. 為管理本公司所需，董事會得於其認為必要時任命公司經理人，並決定其合適之任職期間、酬勞，亦得將其解任。

81. 董事會得委任公司秘書（如有需要亦可委任助理秘書），並決定其合適之任期、酬勞及工作條件。董事會得隨時解任公司秘書或助理秘書。公司秘書應出席股東會並正確製作議事錄。除上市（櫃）規範另有規定外，公司秘書應依開曼法令或董事會決議執行職務。

委員會

82. 除開曼法令或上市（櫃）規範另有規定外，董事會得自行或經股東會普通決議，設立並將董事會部分權限委由其認為適當之人組成之委員會（包括但不限於審計委員會、薪資報酬委員會）行使。委員會之職權行使與程序，應符合董事會依據上市（櫃）規範制定之規則，無相關規定時，成員達二人以上之委員會，應準用本章程關於董事會之規定（如適用）。

82.1 (1) 於掛牌期間，除開曼法令或上市（櫃）規範另有規定外，本公司應設置審計委員會；其成員專業資格、所定職權之行使及相關事項之辦法，應授權董事會依上市（櫃）規範定之。

(2) 審計委員會應由全體獨立董事組成，其人數不得少於三人，其中一人為召集人，且至少一人應具備會計或財務專長。審計委員會之決議，應有審計委員會全體成員二分之一以上之同意。

(3) 除開曼法令或上市（櫃）規範另有規定外，下列事項應經審計委員會全體成員二分之一以上同意，並提董事會決議：

(a) 訂定或修正內部控制制度。

(b) 內部控制制度有效性之考核。

(c) 訂定或修正取得或處分資產、從事衍生性商品交易、資金貸與他人、為他人背書或提供保證之重大財務業務行為之處理程序。

(d) 涉及董事自身利害關係之事項。

(e) 重大之資產或衍生性商品交易。

(f) 重大之資金貸與、背書或提供保證。

(g) 募集、發行或私募具有股權性質之有價證券。

(h) 簽證會計師之委任、解任或報酬。

(i) 財務、會計或內部稽核主管之任免。

(j) 年度財務報告及半年度財務報告。

(k) 其他本公司或主管機關規定之重大事項。

(3) 前項各款事項除第（j）款外，如未經審計委員會全體成員二分之一以上同意者，得由全體董事三分之二以上同意行之，不受前項規定之限制，並應於董事會議事錄載

明審計委員會之決議。

82.2 (1) 於掛牌期間，除開曼法令或上市（櫃）規範另有規定外，本公司應設置設置薪資報酬委員會；其成員專業資格、所定職權之行使及相關事項之辦法，應授權董事會依上市（櫃）規範定之。本項所稱薪資報酬應包括董事及經理人之薪資、股票選擇權與其他依開曼法令或上市（櫃）規範具有實質獎勵之措施。

(2) 薪資報酬委員會成員由董事會決議委任之，其人數不得少於三人，其中一人為召集人。

(3) 薪資報酬委員會應以善良管理人之注意，忠實履行下列職權，並將所提建議提交董事會討論：

(a) 訂定並定期檢討董事及經理人績效評估與薪資報酬之政策、制度、標準與結構。

(b) 定期評估並訂定董事及經理人之薪資報酬。

(c) 其他本公司或主管機關規定之事項。

董事消極資格和解任

83. (1) 於掛牌期間，有下列情事之一者不得擔任董事，其已擔任者，當然解任：

(a) 曾犯重罪（包括但不限於中華民國組織犯罪防制條例之罪），經有罪判決確定，服刑期滿尚未逾五年者；

(b) 曾犯詐欺、背信、侵占罪經受有期徒刑一年以上宣告，服刑期滿尚未逾兩年者；

(c) 曾服公務虧空公款，經判決確定，服刑期滿尚未逾兩年者；

(d) 受破產之宣告，尚未復權者；

(e) 使用票據經拒絕往來尚未期滿者；

(f) 死亡或依據開曼法令及/或上市（櫃）規範為無行為能力或限制行為能力者；

(g) 依據開曼法令及/或上市（櫃）規範作成之裁決，解任其董事職務或禁止其擔任董事者；

(h) 依第 84 條當選無效或當然解任者；

(i) 以書面向本公司辭職者；

(j) 依本章程規定解任者；或

(k) 董事執行業務，有重大損害本公司之行為或違反開曼法令、上市（櫃）規範或本章程之重大事項，由本公司或股東向中華民國法院提起訴訟，經中華民國法院命令解任者。

(2) 於掛牌期間，如董事（不含獨立董事）在其任期中轉讓全部或部份股份致其剩餘股份少於選任當時所持有公司股份數額之二分之一時，該董事應當然解任。

(3) 於掛牌期間，如董事（不含獨立董事）(i)於當選後、就任前轉讓全部或部份股份致其剩餘股份少於選任當時所持有公司股份數額之二分之一，或(ii)於董事會依照本章程第 28 條第 2 項所訂股東會召開前之股票停止過戶期間內，轉讓全部或部份股份致其剩餘股份少於其於股票停止過戶期間起始日當時所持有公司股份之二分之一時，該董事之當選應失其效力。

84. 除經興櫃市場、櫃買中心、證交所或金管會（如適用）核准外，董事間應有超過半數之席次，不得具有下列關係之一：(1)配偶，或(2)依中華民國法定義之二親等以內親屬。董事間不符規定者，不符規定之董事中所得選票代表選舉權較低者，其當選失其效力，已充任者，當然解任，直至符合前段規定為止。

85. 董事執行業務，有重大損害公司之行為或違反開曼法令、上市（櫃）規範或本章程之重大事項，股東會未為決議將其解任時，持有公司已發行股份總數百分之三以上之股東，得於股東會後三十日內，在開曼法令與上市（櫃）規範允許之範圍內，訴請有管轄權之法院（包括臺灣臺北地方法院），裁判解任之。

86. 除開曼法令另有規定外，繼續一年以上持有已發行股份總數百分之三以上之股東，得以書面請求審計委員會之任一獨立董事為本公司，向有管轄權之法院（包括臺灣臺北地方法院），對執行職務損害本公司或違反開曼法令、上市（櫃）規範或本章程之董事提起訴訟。該獨立董事自收受前述請求日起三十日內不提起訴訟時，於開曼法令允許之範圍內，該請求之股東得為本公司提起訴訟。

董事會程序

87. 董事會得為執行職務而召集或休會，或以其他適當之方式規範其集會；且應依開曼法令與上市（櫃）規範訂立相關內部規章。於掛牌期間，董事會應每季或於其他上市（櫃）規範

規定之期間，至少召集一次。董事會應有過半數董事之出席，始得開會。除開曼法令、上市（櫃）規範或本章程另有規定外，董事會之決議，應以出席董事過半數之同意行之。

88. 董事會之召集，應以書面載明召集事由，掛牌期間於七日前，非掛牌期間則於四十八小時前，通知各董事。但有緊急情事者，得依過半數董事之同意，以書面隨時召集之。儘管有前段規定，於非掛牌期間，董事會召集通知得由全體董事於事前、事中或事後之同意免除之。任何通知或同意均得以電子郵件、電報或傳真方式送達之。
89. 董事得以視訊參與董事會或其為成員之一之委員會之會議。董事以視訊參與前述會議者，視為親自出席。
90. 董事得每次出具委託書，載明授權範圍，委託其他董事代理出席董事會，該委託董事應視為親自出席及表決。代理之董事，以受一人之委託為限。除本章程另有規定外，董事代理其他董事出席會議時，其得同時行使該委託董事及其本身之表決權。
91. 董事就董事會議之事項，具有直接或間接利害關係時，應於董事會中揭露其自身利害關係之重要內容。董事對於董事會之事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，並不得代理他董事行使其表決權。該不得行使表決權之董事，其表決權不算入已出席董事之表決權數。
92. 除本章程另有規定外，董事會缺額不影響在職董事繼續執行其職務。
93. 儘管本章程另有相反規定，於非掛牌期間，經全體在職董事或全體委員會成員簽章的一份或數份書面決議（包括於複本簽署或以電子郵件、電報或傳真方式簽署），應與董事會會議或委員會會議合法通過之決議具有相同效力。
94. 關於董事會之程序，本章程未規定者，應依董事會制訂或修正並報告股東會之內部規章為據，該等內部規章應符合開曼法令及上市（櫃）規範，特別是中華民國公開發行公司董事會議事規範。

公積與轉增資

95. 於掛牌期間，本公司應於每會計年度之盈餘中提撥一定金額用於下列目的：(i) 繳納該會計年度之應納稅捐；(ii) 彌補以往年度之虧損；(iii) 依據上市（櫃）規範提撥法定盈餘公積；於提撥該等金額後分派股息或紅利前，董事會得將剩餘部分提為特別盈餘公積，用於

任何得以盈餘支應之目的（下稱「特別盈餘公積」）。

96. 除開曼法令、上市（櫃）規範或本章程另有規定外，法定盈餘公積及資本公積除填補虧損外，不得使用之；非於法定盈餘公積及以填補虧損目的提撥之特別盈餘公積填補虧損仍有不足時，不得以資本公積填補之。
97. (1) 於掛牌期間，本公司無虧損時，除開曼法令另有規定外，得經股東會特別決議，將全部或一部之法定盈餘公積或資本公積中之股份溢價帳戶或受領贈與之所得撥充資本，發行新股或支付現金予股東。
- (2) 於非掛牌期間，除開曼法令另有規定外，董事會得將全部或一部之股份溢價帳戶、其他準備金帳戶或盈餘帳戶之餘額，或其他得分配之利益，撥充資本，依股東持股比例發給新股。
98. 當股東因持有畸零股致依本章程規定分派股份股息、股份紅利或其他類似分配有困難時，董事會得為權宜之處理，而以現金代替股息、紅利或其他利益之全部或一部給付予該股東。該等董事會之決定應有效力且對於股東具有拘束力。

酬勞、股息及紅利

99. 於非掛牌期間，除開曼法令或本章程另有規定或附於股份之權利另有規範外，董事會得隨時按股東各別持股比例，以發行新股及/或現金之方式分派股息/紅利（包括期中股息/紅利）或其他分配予本公司股東，並授權以本公司依法可動用之資金支付之。董事會得自行裁量於股息、紅利或分配分派前，提撥適當數額之公積金，以供本公司任何目的使用，或保留作為本公司業務或投資運用。
100. (1) 本公司現處於成長階段，本公司之股息/紅利得以現金或/及股份方式配發予本公司股東，且本公司股息/紅利之配發應考量本公司資本支出、未來業務擴充計畫、財務規劃及其他為求永續發展需求之計畫。
- (2) 於掛牌期間，除開曼法令、上市（櫃）規範或本章程另有規定外，本公司當年度如有獲利，應經董事會三分之二以上董事之出席及出席董事過半數之決議，提撥百分之一至百分之三/不超過百分之三為員工酬勞，以股份及/或現金方式分派予員工；並得經董事會三分之二以上董事之出席及出席董事過半數之決議提撥不高於百分之二

作為董事酬勞分派予董事。但本公司尚有累積虧損（包括調整未分配盈餘金額）時，應預先保留彌補數額，再就其剩餘數額依前述比例提撥員工及董事酬勞。員工及董事酬勞分配案應提股東會報告。除上市（櫃）規範另有規定外，董事酬勞不應以發行新股之方式為之。本項所稱「獲利」，係指尚未扣除分派員工酬勞及董事酬勞之稅前利益

- (3) 於掛牌期間，除開曼法令、上市（櫃）規範或本章程另有規定，或附於股份之權利另有規範外，凡本公司於一會計年度終了時如有盈餘，於依法提繳所有相關稅款、彌補虧損（包括先前年度之虧損及調整未分配盈餘金額，如有）、按照上市（櫃）規範提撥法定盈餘公積（但若法定盈餘公積合計已達本公司已發行資本總額者不適用之），次提特別盈餘公積（如有）後，剩餘之可分配盈餘（包括經迴轉之特別盈餘公積）得由股東常會以普通決議，以不低於可分配盈餘之百分之二十，加計經本公司股東常會以普通決議所定以前年度未分配盈餘之全部或一部（包括調整未分配盈餘金額），依股東持股比例，派付股息/紅利予股東，其中現金股息/紅利之數額，不得低於該次派付股息/紅利總額之百分之二十。
- (4) 於掛牌期間，除股東會另有決議外，分派員工及董事酬勞，以及股息、紅利或其他利益予股東，均應以新台幣為計算基準。
- (5) 董事會得自任何股息、紅利或其他與股份有關之應付款中，抵扣股東當時到期應給付予本公司之任何款項（如有）。
- (6) 任何股息、紅利或其他與股份有關之應付款均得以電匯至股東指定之銀行帳戶，或直接將支票或匯票郵寄至股東登記地址，或至持有人以書面指定之人或地址之方式給付之。在共同持股之情形下，任一持有人均得有效收受股息、紅利或其他與股份有關之應付款。
- (7) 除開曼法令、上市（櫃）規範另有規定者外，任何特別盈餘公積得迴轉為本公司之未分配盈餘。

101. 於掛牌期間，除開曼法令、上市（櫃）規範或本章程另有規定外，依本章程應分派予股東之股息、紅利，得經股東會特別決議將其全部或一部，以發行新股方式為之。

102. 股息、紅利或其他利益分派，僅得自盈餘或其他依開曼法令得用於股息、紅利或其他利

益分配之金錢支付之。本公司對於股息、紅利或其他利益分派，或其他與股份有關之應給付款項，均不負擔利息。

公司會計

103. 董事應使會計紀錄與帳冊足以適當表達本公司之狀況、足以說明本公司之交易行為，且符合開曼法令之要求；並依其認為適當之方式，將之備置於本公司之註冊主營業所或其他其認為適當之處所；且應開放供董事隨時查閱。
104. 於掛牌期間，每年會計年度終了時，董事會應造具下列表冊：(1)營業報告書，(2)財務報告及其他依開曼法令及上市（櫃）規範所要求提出之文件及資訊（下稱「**財務報告**」），及(3)依本章程規定之盈餘分派或虧損撥補議案，提出於股東常會請求承認。其後，董事會應將股東常會承認之財務報告及盈餘分派或虧損撥補之決議，分發給各股東，於掛牌期間亦得以公告方式代之。
105. 於掛牌期間，董事會依前條所造具提出於股東會之各項表冊，應於股東常會開會十日前，備置於中華民國境內之股務代理機構，供股東於正常營業時間內查閱。
106. 除開曼法令或上市（櫃）規範另有規定外，董事會得決定（或撤銷、變更其決定）本公司會計帳目應經查核，並委聘會計師。
107. 董事會應將組織備忘錄、本章程、歷次股東會議事錄、財務報告、股東名簿及公司債存根簿備置於中華民國境內之股務代理機構，股東得檢具利害關係證明文件，指定範圍，隨時請求查閱或抄錄。
108. 董事會每年應依開曼法令編製年度申報書，並提交英屬開曼群島公司註冊處。

公開收購

109. 除開曼法令或上市（櫃）規範另有規定外，於掛牌期間，董事會於本公司或本公司之訴訟及非訟代理人，接獲依上市（櫃）規範作成之公開收購申報書副本及相關書件後七日內，應對建議股東接受或反對本次收購做成決議，並公告下列事項：
 - (a) 董事及持有公司已發行股份超過百分之十之股東自己或以他人名義，所持有之股份種類及數量；
 - (b) 就本次收購對股東之建議，並應載明持棄權或反對意見之董事姓名及其所持理

由；

(c)公司財務狀況於最近期財務報告提出後，有無重大變化及其變化之說明；及

(d) 董事或持股超過百分之十之股東自己及他人名義持有公開收購人或其關係企業之股份種類及數量。

清算

110. 在符合開曼法令之情形下，本公司得依股東會特別決議進行清算程序。本公司進入清算程序，可供分派予股東之剩餘財產不足清償全部股份資本時，該剩餘資產分配後，股東應依其持股比例承擔損失。如在清算過程中，可供分派予股東之剩餘財產足以清償清算開始時之全部股份資本，剩餘財產應按清算開始時股東所持股份之比例，在股東間進行分派。本條規定不影響特別股股東之權利。

111. 在符合開曼法令之情形下，本公司清算時，清算人得經本公司股東會特別決議同意並根據依開曼法令之授權，依股東所持股份比例，將公司全部或部分財產之實物（無論是否為同樣性質的資產）分配予股東。清算人並得決定所分派財產之合理價值，並決定股東間或不同股份類別間之分派方式。經前述決議且合於開曼法令之授權下，如清算人認為適當時，得為股東之利益將此等財產之全部或一部交付信託，惟不應迫使股東接受負有債務之任何財產。

112. 本公司所有報表、會計紀錄和文件，應自清算完成之日起保存十年。保管人應由清算人或本公司普通決議指定之。

通知

113. 除開曼法令或本章程另有規定外，任何通知或文件得由本公司，以當面送交、傳真、預付郵資郵件或預付費用之知名快遞服務等方式，送達至股東於股東名簿所登記之位址，或在開曼法令及上市（櫃）規範允許之範圍內，公告於金管會、興櫃市場、櫃買中心或證交所（如適用）指定之網站或本公司網站，或以電子方式傳送至股東曾以書面確認得作為送達之電子郵件帳號或地址。對共同持股股東之送達，應送達於股東名簿所記載該股份之代表股東。

114. 股東已親自或委託他人出席股東會者，應被視為已收到該股東會之召集通知。

115. 通知或文件以下列方式送達時：

- (a) 以郵遞者，應於其付郵或交付運送人之次日，發生送達效力；
- (b) 以傳真者，應於傳真機報告確認已傳真全部資料至收件人號碼時，發生送達效力；
- (c) 以快遞服務者，應於交付快遞服務後四十八小時後，發生送達效力；或
- (d) 以電子郵件者，除開曼法令另有規定外，於傳送電子郵件時，發生送達效力。

116. 通知或文件已依本章程送達至股東於股東名簿登記之地址者，即使該股東當時已死亡或破產，且無論本公司是否已知悉其死亡或破產，應視為已合法送達於持有該股份之股東。

本公司註冊辦公處

117. 本公司於英屬開曼群島之註冊辦公處應由董事會決定。

會計年度

118. 除董事會另有決議外，本公司會計年度自每年一月一日至每年十二月三十一日止。

公司印鑑

119. 本公司應依董事會決議使用印鑑，且本公司依據開曼法令亦得有數個相同印鑑，並於開曼群島以外之處所使用之。董事會得隨時按本公司根據上市（櫃）規範制定之印鑑使用管理辦法之規定，決議使用本公司之印鑑（或數相同印鑑）。

中華民國境內之訴訟及非訟代理人

120. (1) 依據上市（櫃）規範，本公司應經董事會決議委任或解任一自然人為其訴訟及非訟代理人，且該代理人應被視為本公司依照上市（櫃）規範在中華民國境內之負責人。
- (2) 前述代理人應於中華民國境內有住所或居所。
- (3) 本公司應將前述代理人之姓名、住所或居所及授權文件向中華民國主管機關申報；變更時，亦同。

組織文件之修訂

121. 在不違反開曼法令與上市（櫃）規範之情況下，本公司得以特別決議修改或增補本章程之全部或一部。

- 以下空白 -

Company Number: 286262

THE CAYMAN ISLANDS
THE COMPANIES LAW (AS REVISED)
AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION
OF
GONGWIN BIOPHARM HOLDINGS CO., LTD
共信醫藥科技控股股份有限公司

Incorporated on the 18th day of March, 2014

(as adopted by a Special Resolution passed on 28th day of January, 2016)

THE CAYMAN ISLANDS
THE COMPANIES LAW (AS REVISED)
COMPANY LIMITED BY SHARES

AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION

OF

GONGWIN BIOPHARM HOLDINGS CO., LTD.

共信醫藥科技控股股份有限公司

(as adopted by a Special Resolution passed on on 28th day of January,2016)

1. The name of the Company is GONGWIN BIOPHARM HOLDINGS CO., LTD. 共信醫藥科技控股股份有限公司
2. The Registered Office of the Company shall be situated at the offices of Portcullis TrustNet (Cayman) Ltd., The Grand Pavilion Commercial Centre, Oleander Way, 802 West Bay Road, P.O. Box 32052, Grand Cayman KY1-1208, Cayman Islands or such other place within the Cayman Islands as the Board may from time to time decide, being the registered office of the Company.
3. Subject to the following provisions of this Memorandum of Association, the objects for which the Company is established are unrestricted, and the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Law (as revised).
4. Subject to the following provisions of this Memorandum of Association, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the Companies Law (as revised).
5. Nothing in this Memorandum of Association shall permit the Company to carry on a business of a bank or trust company without being licensed in that behalf under the Banks and Trust Companies Law (as revised) or to carry on insurance business from within the Cayman Islands or the business of an insurance manager, agent, sub-agent or broker without being licensed in that behalf under the Insurance Law (as revised) or to carry on the business of company management without being licensed in that behalf under the Companies Management Law (as revised).
6. The Company shall not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this clause shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.
7. The liability of each member is limited to the amount from time to time unpaid on such member's shares.

8. The share capital of the Company is NT\$1,500,000,000.00 divided into 150,000,000 of a nominal or par value of NT\$10 each with power for the Company, subject to the provisions of the Companies Law (as revised) and the Articles of Association, to redeem or purchase any of its shares and to sub-divide, increase or reduce the said capital and to issue any part of its capital, original, redeemed, increased or reduced, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be ordinary, preference or otherwise, shall be subject to the power hereinbefore contained.
9. Capitalised terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company and the interpretations section of the Articles of Association of the Company shall apply to this Memorandum of Association.

THE CAYMAN ISLANDS
THE COMPANIES LAW (AS REVISED)
COMPANY LIMITED BY SHARES

AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

GONGWIN BIOPHARM HOLDINGS CO., LTD.
共信醫藥科技控股股份有限公司

(as adopted by a Special Resolution passed on on 28th day of January,2016)

INTERPRETATION

1. The Regulations contained or incorporated in Table A of the First Schedule of the Companies Law of the Cayman Islands (as amended, supplemented or otherwise modified from time to time) shall not apply to this Company.
2. (1) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires:

Applicable Listing Rules	the relevant laws, regulations, rules and codes as amended, from time to time, applicable as a result of the original and continued trading or listing of any shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of the Securities and Exchange Act of the R.O.C., the Company Act of the R.O.C., the Act Governing Relations Between Peoples of the Taiwan Area and the Mainland Area, and any similar laws, statutes and the rules and regulations of the R.O.C. authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission, the TPEx and the TWSE (where applicable);
Articles	these Articles of Association of the Company in their present form, as amended, substituted or supplemented from time to time by a Special Resolution;
Auditors	the certified public accountant (if any) retained by the Company to audit the accounts of the Company, to audit and/or certify the financial statements of the Company or to perform other similar duties as assigned or requested by the Company for the time being;
Board	the board of Directors of the Company comprising all the Directors;

Capital Reserve	means (1) the Share Premium Account, (2) income from endowments received by the Company and (3) other items generated and treated as capital reserve pursuant to the Applicable Listing Rules or generally accepted accounting principles;
Chairman	has the meaning given thereto in Article 69;
Class or Classes	any class or classes of Shares as may from time to time be issued by the Company in accordance with these Articles;
Commission	the Financial Supervisory Commission of the R.O.C. or any other authority for the time being administering the Securities and Exchange Act of the R.O.C.;
Company	GONGWIN BIOPHARM HOLDINGS CO., LTD. (共信醫藥科技控股股份有限公司);
Consolidation	the combination of two or more constituent companies into a consolidated company and the vesting of the undertaking, property and liabilities of such companies in the consolidated company within the meaning of the Law and the Applicable Listing Rules;
Director	a director of the Company or an Independent Director (if any) for the time being who collectively form the Board, and “Directors” means 2 or more of them (including any and all Independent Director(s));
Discount Transfer	has the meaning set out in Article 23(4);
Electronic	shall have the meaning given to it in the Electronic Transactions Law (as revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force including every other law incorporated therewith or substituted therefore;
Emerging Market	the emerging market board of the TPEx in Taiwan;
Employees	employees of the Company and/or any of the Subordinate Companies of the Company, as determined by the Board from time to time in its sole discretion, and “Employee” shall mean any one of them;
Financial Statements	has the meaning set out in Article 104;

Independent Directors	those Directors designated as "Independent Directors" who are elected by the Members at a general meeting and appointed as "Independent Directors" for the purpose of these Articles and the requirements of the Applicable Listing Rules, and "Independent Director" means any one of them;
Juristic Person	a firm, corporation or other organization which is recognised by the Law and the Applicable Listing Rules as a legal entity;
Law	the Companies Law of the Cayman Islands and any amendment or other statutory modification thereof and every other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum and/or these Articles, and where in these Articles any provision of the Law is referred to, the reference is to that provision as modified by any law for the time being in force;
Member or Shareholder	a Person who is duly registered as the holder of any Share or Shares in the Register for the time being, including persons who are jointly so registered and "Members" or "Shareholders" means 2 or more of them;
Memorandum	the memorandum of association of the Company, as amended or substituted from time to time;
Merger	the merging of two or more constituent companies and the vesting of their undertaking, property and liabilities in one of such companies as the surviving company within the meaning of the Law and the Applicable Listing Rules;
Month	a calendar month;
NTD	New Taiwan Dollars;
Ordinary Resolution	a resolution:- (a) passed by a simple majority of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Members being Juristic Persons, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting

of the Company held in accordance with these Articles; and

(b) at any time other than during the Relevant Period, approved in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being Juristic Persons by their duly authorized representatives); and

(c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the resolution so adopted shall be the date on which the instrument is executed;

Person	any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires;
Preferred Shares	has the meaning given thereto in Article 4;
Private Placement	an offer by the Company of its Shares, bonds and other securities approved by the Commission to specific persons pursuant to the Applicable Listing Rules;
Register	the register of Members of the Company maintained in accordance with the Law at such place within or outside the Cayman Islands;
Registered Office	the registered office of the Company for the time being as required under the Law;
Relevant Period	the period commencing from the date on which any of the securities of the Company first become public offering or registered or listed on the Emerging Market, the TPEX, the TWSE or any Taiwan stock exchange or securities market to and including the date immediately before the day on which none of such securities are so registered or listed (and so that if at any time registration or listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as registered or listed);
R.O.C. or Taiwan	the Republic of China, its territories, its possessions and all areas subject to its jurisdiction;

R.O.C. Courts	the Taiwan Taipei District Court or any other competent courts in the R.O.C.;
Seal	the common seal of the Company;
Secretary	any Person for the time being appointed by the Directors to perform any of the duties of the secretary of the Company and including any assistant, deputy, acting or temporary secretary;
Share	any share in the capital of the Company. All references to "Shares" herein shall be deemed to be Shares of any or all Classes as the context may require. For the avoidance of doubt in these Articles the expression "Share" shall include a fraction of a Share;
Share Premium Account	the share premium account of the Company established in accordance with these Articles and the Law;
Shareholder Service Agent	the agent licensed by the R.O.C. authorities and having its offices in the R.O.C. to provide shareholder services, in accordance with the Applicable Listing Rules and the Regulations Governing the Administration of Shareholder Services of Public Companies of the R.O.C. (as revised), to the Company;
signed	bearing a signature or representation of a signature affixed by mechanical means or an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a Person with the intent to sign the electronic communication;
Special Reserve	has the meaning set out in Article 95;
Special Resolution	a special resolution of the Company passed in accordance with the Law, being a resolution: <ul style="list-style-type: none"> (a) passed by a majority of at least two-thirds of votes cast by such Members as, being entitled to do so, vote in person or, in the case of any Members being Juristic Persons, by their respective duly authorised representatives or, where proxies are allowed, by proxy, present at a general meeting of the Company held in accordance with these Articles, of which notice, specifying (without prejudice to the power contained in these Articles to amend the same)

the intention to propose the resolution as a Special Resolution, has been duly given; and

- (b) at any time other than during the Relevant Period, approved in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being Juristic Persons by their duly authorized representatives); and
- (c) where the Company has only one Member, approved in writing by such Member signed by such Member and the effective date of the special resolution so adopted shall be the date on which the instrument is executed.

A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles;

Spin-off	an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to give shares, cash or other assets to the transferor company or to shareholders of the transferor company;
Statutory Reserve	a reserve set aside in an amount equal to ten percent (10%) of the annual profits of the Company under the Applicable Listing Rules;
Subordinate Company	any company (i) of which a majority of the total outstanding voting shares or the total amount of the capital stock is held by the Company; (ii) in which the Company has a direct or indirect control over the management of the personnel, financial or business operation of that company; (iii) of which a majority of directors in such company are contemporarily acting as directors in the Company; or (iv) of which a majority of the total outstanding voting shares or the total amount of the capital stock of such companies and that of the Company are held by the same Members;
TDCC	the Taiwan Depository & Clearing Corporation;
TPEX	the Taipei Exchange in Taiwan;

Treasury Shares

Shares that have been purchased by the Company and have not been cancelled but have been held continuously by the Company since they were purchased in accordance with the Law; and

TWSE

the Taiwan Stock Exchange Corporation.

- (2) Unless the context otherwise requires, expressions defined in the Law and used herein shall have the meanings so defined.
- (3) In these Articles unless the context otherwise requires:
 - (i) words importing the singular number shall include the plural number and vice-versa;
 - (ii) words importing the masculine gender shall include the feminine gender and neuter genders;
 - (iii) a notice provided for herein shall be in writing unless otherwise specified and all reference herein to "in writing" and "written" shall include printing, lithography, photography and other modes of representing or reproducing words in permanent visible form; and
 - (iv) "may" shall be construed as permissive and "shall" shall be construed as imperative.
- (4) Headings used herein are intended for convenience only and shall not affect the construction of these Articles.

SHARES

3. Subject to these Articles and any resolution of the Members to the contrary, the Board may, in respect of all Shares for the time being unissued:
 - (a) offer, issue and allot of such Shares to such Persons, in such manner, on such terms and having such rights and being subject to such restrictions as they may from time to time determine, but so that no Share shall be issued at a discount, except in accordance with the provisions of the Law and, if during the Relevant Period, the Applicable Listing Rules; and
 - (b) grant options with respect to such Shares and issue warrants or similar instruments with respect thereto, in accordance with the provisions of the Law and, if during the Relevant Period, the Applicable Listing Rules; and, for such purposes, the Board may reserve an appropriate number of Shares for the time being unissued.
4. Subject to Article 5 and the sufficiency of the authorised share capital of the Company, the Company may issue Shares of different Classes with rights which are preferential or inferior to those of ordinary Shares issued by the Company ("**Preferred Shares**") with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors.
5. (1) Where the Company is to issue Preferred Shares, the following shall be expressly set

out in these Articles:

- (a) the total number of Preferred Shares that have been authorised to be issued and the numbers of the Preferred Shares already issued;
- (b) the order, fixed amount or fixed ratio of allocation of dividends, bonuses and other distributions on such Preferred Shares;
- (c) the order, fixed amount or fixed ratio of allocation of surplus assets of the Company, upon its liquidation, to the holders of the Preferred Shares;
- (d) the order of or restrictions on the voting right(s) (including, where applicable, a statement that such Preferred Shares have no voting rights whatsoever) of the holders of such Preferred Shares;
- (e) other matters concerning rights and obligations incidental to the Preferred Shares; and
- (f) the method by which the Company is authorised or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply.

- (2) Subject to the Law, the Memorandum and these Articles shall be amended with the sanction of a Special Resolution to stipulate the rights, benefits and restrictions of such Preferred Shares and the number of the Preferred Shares the Company is authorised to issue.

6. During the Relevant Period, subject to the sufficiency of the authorised share capital of the Company and these Articles, the issue of new ordinary Shares in the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors.

7. (1) The Company shall issue Shares without printing share certificates, provided that the Register shall be conclusive evidence of the entitlement of a Person to Shares recorded against his/her/its name. During the Relevant Period, whenever the Company issues Shares, the Company shall deliver or cause the Shareholder Service Agent to deliver Shares by advising TDCC to record the number of Shares against the name of each subscriber within thirty (30) days from the date such Shares may be delivered, pursuant to the Law. The Company shall make a public announcement in accordance with the Applicable Listing Rules prior to the delivery of such Shares.

(2) The Company shall not issue bearer Shares.

(3) The Company shall not issue any unpaid Shares or partial paid-up Shares to any Person.

8. During the Relevant Period:

- (a) upon each issuance of new Shares (other than resulting from or in connection with any Merger or Consolidation of the Company, Spin-off of the Company's business, any reorganisation of the Company, asset acquisition, share swap, exercise of share options or warrants granted to the Employees, conversion of convertible securities or debt instruments, exercise of subscription warrants or rights to acquire Shares vested with

preferential or special rights, where the Company issues new Shares to the existing Members by capitalisation of its reserves in accordance with these Articles, Private Placement or other issuance of Shares for consideration other than cash), the Board may reserve not more than fifteen percent (15%) of the new Shares for subscription by the Employees pursuant to the Law and the Applicable Listing Rules; and

- (b) where the Company issues new Shares for cash consideration, after the Board reserving certain percentage of the new Shares for subscription by the Employees pursuant to subsection (a) of this Article, the Company shall allocate ten percent (10%) (or such greater percentage as the Company by an Ordinary Resolution determines) of the total number of the new Shares to be issued for offering in the R.O.C. to the public unless the Commission, the Emerging Market, the TPEX and/or the TWSE (where applicable) considers such public offering unnecessary or inappropriate.

9. During the Relevant Period, subject to an Ordinary Resolution, upon each issuance of new Shares for cash consideration, the Company shall, after reserving the portion of new Shares for subscription by the Employees and public offering in the R.O.C. pursuant to Article 8, first offer such remaining new Shares, by a public announcement and a written notice to each existing Member respectively, stating that in case any such existing Member fails to confirm his/her/its subscription within the prescribed period his/her/its subscription right shall be forfeited, for the subscription of each such existing Member in proportion to the number of Share(s) held by him/her/it, provided that:

- (a) where any fractional Share held by a Member is insufficient to subscribe for one new Share, the fractional Shares being held by several Members may be combined for joint subscription of one or more integral new Shares or for subscription of new Shares in the name of a single Member;
- (b) the existing Member(s) may assign and transfer his subscription right to other Persons independently of his original Shares; and
- (c) new Shares left unsubscribed may be offered to the public or to specific Persons through negotiation.

10. The preceding Article shall not apply whenever the new Shares are issued for the following purpose:

- (a) in connection with a Merger or a Consolidation of the Company or a Spin-off of the Company's business, or pursuant to any reorganisation of the Company;
- (b) in connection with meeting the Company's obligation under Share subscription warrants and/or options granted to the Employees;
- (c) in connection with meeting the Company's obligation under corporate bonds which are convertible bonds or vested with rights to acquire Shares;
- (d) in connection with meeting the Company's obligation under share subscription warrant or Preferred Shares vested with rights to acquire Shares;
- (e) in connection with any share swap arrangement entered into by the Company, or

- (f) in connection with any Private Placement conducted pursuant to Article 13; or
 - (g) in connection with any other event otherwise prohibited, limited, restricted or exempted to so apply pursuant to the Law and/or the Applicable Listing Rules.
11. During the Relevant Period, subject to the Applicable Listing Rules, the Company may, upon adoption of a resolution passed by a majority of the Directors present at a meeting of the Board attended by two-thirds or more of the total number of Directors, enter into a share subscription right agreement with the Employees whereby such Employees may subscribe, within a specific period of time, for a specific number of Shares of the Company at an agreed subscription price. Upon execution of the said agreement, the Company shall issue to each of such Employees a share subscription warrant. Such issued share subscription warrant shall be non-assignable, except for transfer by inheritance or intestacy.
12. During the Relevant Period, the Company may, subject to approval of Shareholders by way of Special Resolution, issue new Shares with restricted rights as approved by such Special Resolution to Employees of the Company and/or its Subordinate Companies, provided that Articles 8 and 9 shall not apply. In respect of the issuance of Shares to Employees in the preceding sentence, the number of Shares to be issued, issue price, issue conditions, restrictions and other matters shall be subject to the Applicable Listing Rules and the Law.
13. (1) During the Relevant Period and subject to the Applicable Listing Rules, the Company may, with the sanction of a Special Resolution, conduct a Private Placement with any of the following Persons in the R.O.C.:
- (a) banks, bills finance enterprises, trust enterprises, insurance enterprises, securities enterprises, or other Juristic Persons or institutions approved by the Commission;
 - (b) natural persons, Juristic Persons, or funds meeting the conditions prescribed by the Commission; or
 - (c) directors, supervisors, officers and managers of the Company or its affiliated enterprises.
- (2) Subject to the preceding Paragraph, the Board may resolve by a majority of the Directors presents at a meeting attended by two-thirds or more of the total numbers of the Directors that a Private Placement of ordinary corporate bonds be carried out by installments within one year of the date of such resolution.
14. The Company may by a Special Resolution reduce its share capital in the manner authorised, and subject to any conditions prescribed, by the Law and the Applicable Listing Rules.
15. During the Relevant Period, any issuance, conversion or cancellation of the Shares or any other equity securities (including but not limited to warrants, options or bonds), capitalisation and shareholder services, shall comply with the Law, the Applicable Listing Rules and the Regulations Governing the Administration of Shareholder Services of Public Companies of the R.O.C. (as revised).

MODIFICATION OF RIGHTS

16. Whenever the share capital of the Company is divided into different Classes of Shares,

including where Preferred Shares are issued, subject to Article 46 and in addition to a Special Resolution, the special rights attached to any Class shall be varied or abrogated with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of such Class. To every such separate general meeting and all adjournments thereof, all the provisions of these Articles relating to general meetings of the Company and to the proceedings thereat shall *mutatis mutandis* apply.

17. The rights conferred upon the holders of the Shares of any Class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that Class, be deemed to be materially adversely varied or abrogated by, *inter alia*, the creation, allotment or issue of further Shares ranking *pari passu* with or subsequent to them or the redemption or purchase of Shares of any Class by the Company.

REGISTER

18. Subject to the Law, the Board shall cause to be kept the Register at such place within or outside the Cayman Islands as it deems fit. During the Relevant Period, the Register shall be entered therein the particulars required under the Law and the Applicable Listing Rules, and shall be made available at its Shareholder Service Agent's office in the R.O.C.
19. Notwithstanding anything contained in these Articles and subject to the Law, during the Relevant Period, the relevant information of the Members shall be recorded by TDCC, and the Company shall recognize each person identified in the records provided by TDCC to the Company as a Member and such records shall form part of the Register as at the date of receipt of such records by the Company.

REDEMPTION AND REPURCHASE OF SHARES

20. (1) Subject to the Law and these Articles, Shares may be issued on the terms that they are, or at the option of the Company or the holder are, to be redeemed on such terms and in such manner as the Company, before the issue of the shares, may by Special Resolution determine.
- (2) All Preferred Shares may be redeemed in accordance with the provisions of the Law, provided that the privileges accorded to holders of the Preferred Shares by these Articles shall not be impaired under the Law and the Applicable Listing Rules.
21. (1) Subject to the Law, the Applicable Listing Rules and these Articles, upon the approval of a majority of the Directors present at a Board meeting attended by two-thirds or more of Directors, the Company may purchase its own Shares.
- (2) During the Relevant Period:
 - (a) The number of Shares to be purchased by the Company from time to time shall not exceed ten percent (10%) of the total number of issued and outstanding Shares and the total amount of the Shares to be purchased by the Company shall not exceed the aggregate amount of retained profits, premium on capital stock, and realized Capital Reserve.
 - (b) Such resolutions of the Board approving purchases of Shares and the implementation thereof (including the failure of any purchase of Shares as

approved by such resolutions, if any) shall be reported to the Shareholders at the next general meeting of the Company.

22. (1) Shares repurchased, redeemed or acquired (by way of surrender or otherwise) by the Company shall be cancelled immediately or held as Treasury Shares, upon such terms and manner and subject to such conditions as the Board thinks fit.
- (2) During the Relevant Period, all matters relating to the Company's redemption and repurchase of Shares shall be subject to the Law and the Applicable Listing Rules.
23. (1) Subject to the Law, for so long as the Company holds Treasury Shares, the Company shall be entered in the Register 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) the Treasury Shares shall not be pledged or encumbered in any manner whatsoever;
 - (c) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued Shares at any given time, whether for the purposes of these Articles or the Law; and
 - (d) no dividend/bonus 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) may be made to the Company, in respect of a Treasury Share.
- (2) Subject to the Law and these Articles, any or all Treasury Shares may at any time be canceled or transferred to any person (including the Employees; the qualifications of such employees shall be determined by the Board, subject to Paragraph (5) of this Article) upon such terms and manner and subject to such conditions as the Board thinks fit. The Board may determine, at its discretion, the terms and conditions (including a lock-up period restricting the transfer of any Treasury Shares transferred to the Employees pursuant to this Paragraph (2) for a term of up to two (2) years) of such transfer.
- (3) A sum equal to the consideration (if any) received by the Company pursuant to the transfer of Treasury Share(s) shall be credited in accordance with the Law.
- (4) Subject to Paragraph (5) of this Article and the Law, the Company may, by way of a Special Resolution passed at the next general meeting of the Company, transfer the Treasury Shares to the Employees for a price that is below the average price that the Company has paid to purchase such Treasury Shares (the "**Discount Transfer**"), provided that the following matters shall be specified in the notice of such general meeting with the description of their major contents, and shall not be proposed as ad hoc motions:
 - (a) the transfer price of the Treasury Shares as determined by the Board, the

discount rate used for the Discount Transfer, and the calculation basis of the Discount Transfer, and the basis of such determination;

- (b) the amount of the Treasury Shares to be transferred pursuant to, and the purpose of, the Discount Transfer, and the basis of such determination;
- (c) the qualification and terms of the Employees to whom the Treasury Shares are transferred and the amount of Treasury Shares for which such Employees may subscribe pursuant to the Discount Transfer;
- (d) matters that the Board is of the opinion that may affect Shareholders' equity, including:
 - (i) any expenses that may be incurred and dilution of per share profit, if any, due to the Discount Transfer in accordance with the Applicable Listing Rules; and
 - (ii) any burden on the Company caused by the Discount Transfer in accordance with the Applicable Listing Rules.

- (5) The total aggregate amount of the Treasury Shares to be transferred to the Employees pursuant to the Discount Transfer in accordance with Paragraph (4) of this Article shall not exceed five percent (5%) of the total number of issued and outstanding Shares of the Company, and each Employee shall not subscribe for more than point five percent (0.5%) of the total issued and outstanding Shares of the Company in aggregate.

24. (1) Notwithstanding anything to the contrary contained in these Articles but subject to the Law, the Company may carry out a compulsory purchase and cancellation of its Shares on a pro rata basis (rounded up or down to the nearest whole number) among the Shareholders in proportion to the number of Shares held by each such Shareholder subject to approval by a Special Resolution. The purchase price payable to the Shareholders in connection with a purchase of Shares described in the preceding sentence may be paid in cash or in kind. Where any purchase price is paid in kind, the type of such payment in kind and the corresponding amount of such substitutive distribution shall be subject to approval by a Special Resolution as well as individual consent by the Shareholder(s) receiving such payment in kind. Prior to convening the general meeting for approving such purchase of Shares, the Board shall determine the monetary equivalent value of any purchase price to be paid in kind and have such value audited and certified by a certified public accountant in the R.O.C.

- (2) For the avoidance of doubt, where the proposed purchase and cancellation of Shares is not on a pro rata basis, subject to the Law and the Applicable Listing Rules, the Board is empowered to authorize and carry out such repurchase without approval by Special Resolution in accordance with the preceding Paragraph.

TRANSFER AND TRANSMISSION OF SHARES

25. Subject to the Law and the Applicable Listing Rules and unless otherwise provided by these Articles, the Shares shall be freely transferable.

26. The Company shall not be obligated to recognize any transfer or assignment of Shares unless the name/title and residence/domicile of the transferor and transferee have been recorded in the Register. The registration of transfers may be suspended when the Register is closed in accordance with Article 28.

NON-RECOGNITION OF TRUSTS

27. Except as required by Law or the Applicable Listing Rules, no person shall be recognised by the Company as holding any Share upon any trust, and the Company shall not, unless required by Law or the Applicable Listing Rule, be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or actual interest in any Share (except only as otherwise provided by these Articles, the Law or the Applicable Listing Rule otherwise requires or under an order of a court of competent jurisdiction) or any other rights in respect of any Share except an absolute right to the entirety thereof in the registered holder.

CLOSING REGISTER OR FIXING RECORD DATE

28. (1) The Board may fix in advance the record date(s) for (a) determining the Members entitled to receive any dividend/bonus, distribution or issue; (b) determining the Members entitled to receive notices of, attend or vote at any general meeting or any adjournment thereof in person, by proxy, way of a written ballot or by way of electronic transmission; and (c) any other purposes as determined by the Board. In the event the Board designates the record date(s) for (b) in accordance with this Article, such record date(s) shall be date(s) prior to the general meeting.
- (2) During the Relevant Period, subject to the Law, for the purposes of (a) determining the Members entitled to receive any dividend/bonus, distribution or issue; and (b) determining the Members entitled to receive notices of, attend or vote at any general meeting or any adjournment thereof, the Board shall fix the period that the Register shall be closed for transfers at least for a period of sixty (60) days before the date of each annual general meeting, thirty (30) days before the date of each extraordinary general meeting and five (5) days before the target date for a dividend, bonus or other distribution. For the purpose of calculating the abovementioned period, the respective convening date of the general meeting or the relevant target date shall be included.

GENERAL MEETINGS

29. The Company shall in each year hold a general meeting as its annual general meeting within six months after close of each financial year or such other period as may be permitted by the Emerging Market, the TPEX or the TWSE (where applicable). The annual general meeting shall be convened by the Board.
30. All general meetings other than annual general meetings shall be called extraordinary general meetings. The Board may, whenever they think fit, convene an extraordinary general meeting of the Company.
31. During the Relevant Period, all general meetings shall be held in the R.O.C. At any time other than during the Relevant Period, the Board may convene any general meeting at such place as it deems fit.

32. Any one or more Member(s) holding at least three percent (3%) of the issued and outstanding Shares of the Company for a period of one year or a longer time may, by depositing the requisition notice specifying the proposals to be resolved and the reasons, request the Board to convene an extraordinary general meeting. If the Board does not give notice to Members to convene such meeting within fifteen (15) days after the date of the requisition notice, the proposing Member(s) may convene a general meeting.
33. During the Relevant Period, the Company shall engage a Shareholder Service Agent within the R.O.C. to handle the administration of general meetings, including but not limited to, the voting matters.

NOTICE OF GENERAL MEETING

34. (1) During the Relevant Period, at least thirty (30) days notice of an annual general meeting and fifteen (15) days' notice of an extraordinary general meeting shall be given to each Member, and the Company may make a public announcement of a notice of general meeting to Members holding less than 1,000 Shares instead of delivering the same to each Member. The period of notice shall be exclusive of the day on which it is served and of the day on which the general meeting is to be held. Such notice shall be in writing, shall specify the place, the day and the time of meeting and the agenda and the proposals to be resolved at the general meeting and shall be given in the manner hereinafter described or be given via electronic communications if previously consented by the Members and permitted by the Law and the Applicable Listing Rules.
 - (2) At any time other than the Relevant Period, at least five (5) days' notice in writing shall be given of an annual general meeting or any other general meeting PROVIDED HOWEVER that notice may be waived by all the Member either at or before the meeting is held PROVIDED FURTHER that notice or waiver thereof may be given by email, telex or telefax. At any time other than the Relevant Period, a general meeting may be convened by such shorter notice with the consent of a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five percent (95%) in nominal value of the Shares giving that right.
35. (1) During the Relevant Period, the Company shall make public announcements with regard to notice of general meeting, proxy form, summary information and details about items to be proposed at the meeting for approval, discussion, election or dismissal of Directors at least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any extraordinary general meeting.
 - (2) During the Relevant Period, if the Company allows the Shareholders to exercise the votes and cast the votes in writing or by way of electronic transmission in accordance with Article 57, the Company shall also send to the Shareholders the information and documents as described in the preceding Paragraph, together with the voting right exercise forms.
36. The following matters shall not be considered, discussed or proposed for approval at a general meeting unless they are specified in the notice of general meeting with the description of their major contents:
 - (i) any election or removal of Director(s);

- (ii) any alteration of the Memorandum and/or these Articles;
 - (iii) any dissolution, voluntary winding-up, Merger, share swap, Consolidation or Spin-off of the Company;
 - (iv) entering into, amending, or terminating any contract for lease, management or regular joint operation of the Company's whole business;
 - (v) the transfer of the whole or any material part of the Company's business or assets;
 - (vi) the acquisition of the whole business or assets of a Person, which has a material effect on the operation of the Company;
 - (vii) carrying out a Private Placement of any equity-type securities issued by the Company;
 - (viii) granting a waiver to a Director's non-competition obligation or approving a Director to engage in activities in competition with the Company;
 - (ix) distributing dividends, bonuses or other distributions payable on or in respect of the Share in whole or in part by way of issuance of new Shares; and
 - (x) capitalisation of the Company's Statutory Reserve, the Share Premium Account and/or the income from endowments received by the Company in the Capital Reserve, by issuing new Shares and/or cash to its existing Members.
37. During the Relevant Period, the Company shall prepare a manual for each general meeting, and such manual and relevant materials shall be published on the website designated by the Commission and the Emerging Market, the TPEX or the TWSE (where applicable) twenty-one (21) days prior to the scheduled date of the relevant annual general meeting and fifteen (15) days prior to the scheduled date of the relevant extraordinary general meeting pursuant to the Applicable Listing Rules.
38. The accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any Member entitled to receive notice shall not invalidate the proceedings of that general meeting.

PROCEEDINGS AT GENERAL MEETINGS

39. No business, other than the appointment of a chairman of the meeting, shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as otherwise provided by these Articles, at least two Members present in person or by proxy or (in the case of a Member being a corporation) by its duly authorised representative representing more than one-half of the total issued and outstanding Shares with voting rights shall be a quorum of Members for all purposes.
40. (1) During the Relevant Period, one or more Member(s) holding one percent (1%) or more of the total issued and outstanding Shares of the Company may submit to the Company not more than one proposal in writing for resolution at an annual general meeting; provided that only one matter shall be allowed in a single proposal, the number of words therein contained shall

not be more than three hundred (300), and the matter of such proposal may be resolved by a general meeting, or otherwise such proposal shall not be included in the agenda.

(2) During the Relevant Period, prior to the commencement of the period in which the Register is closed for transfers before an annual general meeting, the Company shall make a public announcement of the place and the period for Members to submit proposals; provided that the period for submitting such proposals shall not be less than ten (10) days.

(3) The Member who has submitted a proposal shall attend, in person or by a proxy, such general meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal.

(4) The Board may exclude a proposal submitted by Member(s) if:

(a) the proposal involves matters which cannot be settled or resolved at a general meeting under the Law, the Applicable Listing Rules and these Articles;

(b) the number of Shares held by the proposing Member(s) is less than one percent (1%) of the total issued and outstanding Shares in the Register upon commencement of the period in which the Register is closed for transfers before the relevant annual general meeting of the Company; or

(c) the proposal is submitted after the expiration of the specified period announced by the Company for submitting proposals.

(5) The Company shall, prior to the despatch of a notice of the relevant annual general meeting, inform all the proposing Members of whether their proposals are accepted or not, and shall list in the notice of the relevant annual general meeting all the accepted proposals. The Board shall explain at the relevant annual general meeting the reasons for excluding any proposal submitted by Members.

41. The Chairman shall preside as chairman at every general meeting of the Company convened by the Board. For a general meeting convened by any Person other than the Board, such Person shall act as the chairman of that meeting; provided that if there are two or more Persons jointly convening such meeting, the chairman of the meeting shall be elected from those Persons.

42. If at any general meeting the Chairman is not present or is unwilling to act as chairman, he shall appoint one of the Directors to act on his behalf. In the absence of such appointment, the Directors present may choose one of them to be the chairman of that general meeting.

43. A general meeting may be adjourned by the Company by an Ordinary Resolution from place to place within five (5) days, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a general meeting is adjourned for more than five (5) days, notice of the time and location of the adjourned meeting shall be given as in the case of an original meeting.

44. At any general meeting, a resolution put to the vote of the meeting shall be decided on a poll.

45. Unless otherwise expressly required by the Law, the Applicable Listing Rules or these Articles, any matter proposed for approval by the Members at a general meeting shall be passed by an Ordinary Resolution.

46. Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution:
- (i) enter into, amend, or terminate any contract for lease, management or regular joint operation of its whole business;
 - (ii) transfer the whole or any material part of its business or assets;
 - (iii) acquire the whole business or assets of a Person, which has a material effect on the operation of the Company;
 - (iv) distribute dividends, bonuses or other distributions in whole or in part by way of issuance of new Shares;
 - (v) effect any Spin-off of the Company;
 - (vi) authorise a plan of Merger or Consolidation involving the Company;
 - (vii) resolve that the Company be wound up voluntarily;
 - (viii) carry out a Private Placement;
 - (ix) grant a waiver to a Director's non-competition obligation, or approve a Director to engage in activities in competition with the Company;
 - (x) change its name;
 - (xi) change the currency denomination of its share capital;
 - (xii) increase the share capital by such sum, to be divided into new Shares of such Classes of such par value, as the resolution shall prescribe;
 - (xiii) consolidate and divide all or any of its share capital into Shares of a larger par value than its existing Shares;
 - (xiv) subdivide its existing Shares, or any of them, into Shares of a smaller par value than is fixed by the Memorandum;
 - (xv) cancel any Shares that, at the date 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;
 - (xvi) subject to these Articles (including without limitation Articles 16 and 17), alter or amend the Memorandum or these Articles, in whole or in part;
 - (xvii) reduce its share capital and any fund of the capital redemption reserve in any manner authorised by the Law and the Applicable Listing Rules; and
 - (xviii) appoint an inspector to examine the affairs of the Company under the Law; and
 - (xix) issue new Shares to Employees of the Company and/or its Subordinate Companies subject

to any restrictions and conditions in accordance with Article 12.

47. Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution resolve that the Company be wound up voluntarily if the Company is unable to pay its debts as they fall due.
48. (1) Subject to the Law, in the event any of the resolutions with respect to the matter(s) as set out in Paragraphs (a), (b) or (c) of Article 46 is adopted at a general meeting, a Member who has notified the Company in writing of his objection to such proposal prior to that meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair price; provided, however, that no Member shall have the abovementioned appraisal right if the resolution to be adopted is in relation to the matter(s) set out in Paragraph (b) of Article 46 and at the same meeting the resolution for the winding up of the Company is also adopted.
- (2) In the event any part of the Company's business is involved in any Spin-Off, Merger or Consolidation, a Member, who has forfeited his right to vote on such matter and expressed his dissent therefor, in writing before the relevant vote, may request the Company to purchase all of his Shares at the then prevailing fair price in accordance with the Law.
- (3) Without prejudice to the Law, in the event the Company and a Member making a request pursuant to Paragraphs (1) or (2) of this Article fail to reach agreement on the purchase price within sixty (60) days following the date of the resolution, the Member may, within thirty (30) days after such sixty (60) days period, file a petition to the R.O.C. Courts if and to the extent permitted under the Law, for a ruling on the appraisal price.
49. In case the procedure for convening a general meeting in which a resolution is adopted or the method of adopting a resolution is in violation of the Law, the Applicable Listing Rules or these Articles, a Member may, if and to the extent permitted under the Law, within thirty (30) days from the date of the resolution, submit a petition to the Taiwan Taipei District Court of the R.O.C., as applicable, for an appropriate remedy, including but not limited to, requesting the court to invalidate and cancel the resolution adopted therein.
50. Notwithstanding anything to the contrary provided for in these Articles, at any time other than during the Relevant Period, a resolution (including a Special Resolution) in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being Juristic Persons by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.
51. The proceedings regarding general meetings and the voting in general meetings not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by the Company by an Ordinary Resolution from time to time, which shall be in compliance with the Law and the Applicable Listing Rules (in particular the Rules Governing the Conduct of Shareholders Meetings of R.O.C. Public Companies).

VOTES OF MEMBERS

52. Subject to any rights and restrictions as to voting for the time being attached to any Share by or in accordance with these Articles, at any general meeting, every Member present in person (or in

the case of a Member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each Share registered in his/her/its name in the Register.

53. In the case of joint Members, the joint Members shall select a representative among them to exercise their voting powers and the vote cast by such representative, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Members.
 54. A Shareholder who holds Shares for the benefit 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 Share he holds for himself. The qualifications, scope, methods of exercise, operating procedures and other requirements for separate votes shall be in compliance with the Applicable Listing Rules.
 55. Any corporation which is a Member of the Company may, by resolution of its board or other governing body, authorise such natural person as it thinks fit to act as its representative at any general meeting or at any meeting of a Class of Members of the Company.
 56. (1) Subject to the Law and the Applicable Listing Rules, Shares held by the following persons shall not be counted in the total number of issued Shares of the Company which are entitled to vote for when calculating the quorum at a general meeting and Members belonging to the following persons shall abstain from voting in respect of all Shares held by them:
 - (a) the Company itself (if such holding is permitted by the Law);
 - (b) any entity in which the Company is legally or beneficially interested in more than fifty percent (50%) of its issued and voting share capital or equity capital; or
 - (c) any entity in which the Company and (i) its holding company, and (ii) its Subordinate Company are legally or beneficially, directly or indirectly, interested in more than fifty percent (50%) of its issued and voting share capital or equity capital.
 - (2) Any Member who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a general meeting shall abstain from voting in respect of all the Shares that such Member should otherwise be entitled to vote, on his behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Member(s) shall not be counted in determining the number of votes for or against such matter.
 - (3) Where any Director, who is also a Shareholder of the Company, creates or has created any charge, mortgage, encumbrance or lien in respect of Shares held by such Director (the "**Charged Shares**") exceeding fifty percent (50%) of total Shares held by such Director at the time of his/her latest appointment as Director, such Director shall refrain from exercising its voting rights on the Shares representing the difference between the Charged Shares and fifty percent (50%) of total Shares held by such Director at the time of his/her latest appointment as Director, and such Shares shall not carry the voting rights and shall not be counted toward the number of votes represented by the Shareholders present at a general meeting but shall be included in the quorum.
57. To the extent permitted by the Law, the Board may resolve 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. 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 way of a

written ballot or electronic transmission. Notwithstanding the foregoing, during the Relevant Period, subject to the Applicable Listing Rules, the Company shall adopt the electronic transmission as one of the methods for exercising the voting power of a Member. Any Member who intends to exercise his voting power by way of a written ballot or by way of electronic transmission shall serve the Company with his voting decision at least two (2) days prior to the date of such general meeting. Where more than one voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the later-received voting decision. A Member who exercises his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to vote his Shares at the general meeting only in the manner directed by his written instrument or electronic document. The chairman of the general meeting as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document, impromptu proposal and/or any amendment to resolution(s) proposed at the said general meeting. For the purpose of clarification, such Members voting in such manner shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.

58. In case a Member who has cast his votes by a written instrument or by way of electronic transmission intends to attend the relevant general meeting in person, he shall, at least two (2) day prior to the date of the general meeting, revoke such votes by serving a notice in the same manner as he cast such votes. In the absence of a timely revocation of such votes, such votes shall remain valid. Nonetheless, such Member who attends and votes at a general meeting in person would be deemed to have revoked his prior voting instructions by a written instrument or by way of electronic transmission, notwithstanding that such Member has not submitted a revocation notice in accordance with this Article 58.

PROXY

59. (1) A Member may appoint a proxy to attend a general meeting on his behalf by executing a proxy form produced by the Company stating therein the scope of power authorized to the proxy. A proxy need not be a Member.
- (2) Subject to the Law and unless otherwise provided in these Articles, forms of instrument of proxy for use at a general meeting shall be produced by the Company specifying therein (a) the instructions for filling out the form, (b) the signature requirements, (c) the matters to be voted upon pursuant to such proxy and basic identification information of the Member as appointor, the proxy solicitor (if any) and the proxy, and shall be sent out together with the notice of general meeting to all Members on the same day.
60. A Member may only appoint one proxy for each general meeting irrespective of how many Shares he holds and shall serve an executed proxy in compliance with the preceding Article to the Company or its Shareholder Service Agent as the case may be no later than five (5) days prior to the date of the general meeting. In case the Company receives two or more proxies from one Member, the one received first by the Company shall prevail unless an explicit statement by the Member to revoke such proxy is made in the subsequent proxy, provided this subsequent proxy is received no later than five (5) days prior to the date of the general meeting.
61. In case a Member who has served a proxy intends to attend the relevant general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at

least two (2) days prior to the date of the general meeting, revoke such proxy by serving a separate written notice to the Company or Shareholder Service Agent. Otherwise, the votes cast by the proxy at the general meeting shall prevail. Nonetheless, such Member who attends and votes at a general meeting in person would be deemed to have revoked his proxy appointment, notwithstanding that such Member has not submitted a revocation notice in accordance with this Article 61.

62. A Member who has served the Company with his voting decision in accordance with Article 57 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 proxy to attend 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 decision served on the Company and the Company shall only count the vote(s) cast by such expressly appointed proxy at the meeting.
63. During the Relevant Period, except for trust enterprises or shareholder service agencies duly licensed under the R.O.C. competent authorities or the chairman of a general meeting who is deemed appointed as proxy pursuant to Article 57, where a Person acts as a proxy for two or more Members, the number of voting Shares that the proxy may vote in respect thereof shall not exceed three percent (3%) of the total number of issued and outstanding voting Shares; otherwise, such number of voting Shares in excess of the aforesaid threshold shall not be counted towards the number of votes cast for or against the relevant resolution or the number of voting Shares present at the relevant general meeting but shall be included in the quorum. Upon such exclusion, the number of voting Shares being excluded and attributed to each Member represented by the same proxy shall be determined on a pro-rata basis based on the total number of voting Shares being excluded and the number of voting Shares that such Members have appointed the proxy to vote for.
64. The use and solicitation of proxies not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by the Board from time to time, which shall be in compliance with the Law and the Applicable Listing Rules (in particular, the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of R.O.C. Public Companies (as amended, supplemented or otherwise modified from time to time)).

DIRECTORS AND THE BOARD

65. (1) The Board shall consist of not less than five (5) Directors (including Independent Directors). Subject to the foregoing, the number of Directors to be elected and hold the office shall be stated in the notice of the general meeting in which an election of Directors will be held.
- (2) A Director can be a natural person or a Juristic Person. Where a Director is a Juristic Person, it shall designate a natural person as its authorized representative to exercise, on its behalf, the powers of a Director and may replace such representative from time to time so as to fulfil its remaining term of the office. A Director shall not be required to hold any Shares in the Company.
- (3) Directors shall be elected by Members at general meetings. Any Juristic Person which is a Member shall be entitled to appoint a natural person or natural persons as its representative(s) to be nominated for election as Director in accordance with these Articles.
- (4) The principle of cumulative voting shall apply in any election of Directors pursuant to this Article. Each Member entitled to vote in such election shall have a number of votes equal to

the product of (i) the number of votes conferred by such Member's Shares and (ii) the number of Directors to be elected at the general meeting. Each Member may divide and distribute such Member's votes, as so calculated, among any one or more candidates for the directorships to be filled, or such Member may cast such Member's votes for a single candidate. At such election, the candidates receiving the highest number of votes, up to the number of Directors to be elected, shall be elected. Notwithstanding anything to the contrary in this Paragraph (4) of this Article, at any time other than the Relevant Period, the Company may by Ordinary Resolution appoint any Person to be a Director or remove any Director from office.

(5) The proceedings and the voting regarding the election of Directors not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by an Ordinary Resolution from time to time, which shall be in compliance with the Law and the Applicable Listing Rules (in particular, the Methods of Election of Directors and Supervisors of R.O.C. Public Companies).

66. The Company may, whenever it thinks fit, adopt and apply a candidate nomination mechanism for election of any of the Directors in accordance with the Applicable Listing Rules. Notwithstanding the foregoing, during the Relevant Period, a candidate nomination mechanism shall be adopted for election of all Directors. Upon adoption of candidate nomination mechanism, the Directors and Independent Directors shall be elected by the Members at a general meeting from among the nominees listed in the respective rosters of director candidates and independent director candidates. Subject to the Law and the Applicable Listing Rules, the Board may establish detailed rules and procedures for such candidate nomination.

67. Subject to these Articles, each Director shall be appointed to a term of office of three (3) years and is eligible for re-election. In case no election of new Directors is effected prior to the expiration of the term of office of existing Directors, the term of office of such existing Directors shall be extended until the time such Directors are re-elected or new Directors are duly elected and assume their office subject to these Articles. In the event of any vacancy in the Board, the new Director elected in the general meeting shall fill the vacancy for the residual term of office.

68. (1) Unless otherwise provided by these Articles, a Director may be removed from office at any time by a Special Resolution adopted at a general meeting.

(2) Without prejudice to other provisions of these Articles, the Company may by an Ordinary Resolution put all Directors for re-election before the expiration of the term of office of such Directors. In this event, if it is not specified in such resolution that the existing Directors will not retire until the expiration date of their terms of office or other specified date, they shall be deemed to have retired on the date of such resolution, subject to the successful election of the new Directors at the same meeting.

69. A chairman of the Board (the “**Chairman**”) shall be elected from among the Directors and appointed in term by a majority of the Directors present at a Board meeting attended by at least two-thirds of all of the Directors then in office. The Chairman shall externally represent the Company and internally preside as the chairman at every Board meeting and at every general meeting convened by the Board. In the event the Chairman is not present at a meeting or cannot or will not exercise his power and authority for any cause, he shall designate one of the Directors to act on his behalf. In the absence of such designation, the Directors present at the meeting shall elect from among themselves an acting chairman.

70. The remuneration of a Director may differ from other Directors, and shall be determined by the Board, regardless of the Company profits or losses of respective years, based on (i) the extent of a Director's involvement with the operations of the Company, (ii) the contribution of a Director to the Company, (iii) the prevailing industry standard and (iv) such other relevant factors.
71. When the number of Directors then in office falls below five (5) due to any Director(s) vacating his office for any reason, the Company shall hold an election for such number of Directors at the next general meeting to fill the vacancy for the remainder of the term of such outgoing Director(s). When the number of Directors then in office falls short by one-third of the total number of Directors initially constituting the existing Board, the Company shall convene an extraordinary general meeting within sixty (60) days of the occurrence of that fact for the purposes of electing such number of Directors to fill the casual vacancy.
72. Subject to these Articles, a Director other than an Independent Director may hold any other office (except that of Auditor) or place of profit under the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Board may determine, and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.
73. (1) Without prejudice to the duties owed by a Director to the Company under common law of the Cayman Islands and subject to the Law, the Directors shall assume fiduciary duties to the Company and without limitation, the due care of a good administrator, and exercise due care and skill in conducting the business operation of the Company. A Director may be liable to the Company if he acts contrary to his duties. In circumstances where a Director breaches any of such duties and acts for his/her or other Person's interest, the Company may, with the sanction of an Ordinary Resolution, take all such actions and steps as may be appropriate and to the maximum extent legally permissible to seek to recover any and all earnings derived from such act as if such misconduct is done for the benefit of the Company.
- (2) If a Director violates any law in the course of conducting the business of the Company, he shall be jointly and severally liable with the Company for the damages resulting from such violation.
- (3) The preceding two Paragraphs of this Article shall apply, mutatis mutandis, to the officers of the Company who are authorised to act on its behalf in a senior management capacity.
74. Subject to these Articles, a Director other than an Independent Director may act by himself or his firm in a professional capacity for the Company (except that of Auditor), and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.
75. To the extent permitted by the Law, the Company may pay, or agree to pay, a premium in respect of a contract insuring each of the following persons against risks determined by the directors, other than liability arising out of that person's negligence and/or dishonestly: an existing or former director (including alternate director), secretary or officer or Auditor of: the Company; a company which is a subsidiary of the Company; and a company in which the Company has or had an interest (whether direct or indirect).

76. During the Relevant Period, the qualifications, election ,removal, power, authority and other requirements for Directors (including Independent Directors), which are not covered by these Articles, shall be in compliance with the Applicable Listing Rules.

INDEPENDENT DIRECTORS

77. During the Relevant Period, the number of Independent Directors of the Company shall not be less than three (3) or one-fifth of the total number of Directors at any time, whichever is greater. One (1) of the Independent Directors shall have resident status of the R.O.C. (such resident status being registered with local government authorities). Subject to the foregoing, the number of Independent Directors to be elected and hold the office shall be stated in the notice of the general meeting in which an election of Independent Directors will be held. When an Independent Director ceases to act, resulting in a number of Independent Directors then in office lower than the prescribed minimum number, an election for an Independent Director shall be held at the next general meeting. When all Independent Directors cease to act, the Company shall convene an extraordinary general meeting to hold an election of Independent Directors within sixty (60) days from the date on which the situation arose.
78. Independent Directors shall possess professional knowledge and shall maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions held by the Independent Directors shall be as prescribed by the Applicable Listing Rules, and the assessment of independence of such Independent Directors shall be in compliance with the Applicable Listing Rules. The Board or other Persons calling a general meeting at which an election for Independent Directors is proposed shall ensure that the requirements of this Article have been satisfied and complied with in relation to any candidate for Independent Director.

POWERS AND DUTIES OF THE BOARD

79. Subject to the Law, these Articles, the Applicable Listing Rules and any resolutions passed in a general meeting, the business of the Company shall be managed by the Board in such manner as it shall think fit, which may pay all reasonable expenses in connection with business management, including but not limited to expenses incurred in forming and registering the Company and may exercise all powers of the Company. Except as otherwise provided by these Articles, the compensation to be paid to the Directors shall be determined by the Board in accordance with the standard prevalent in the industry by reference to recommendation made by the remuneration committee (if established). Such compensation shall be deemed to accrue from day to day, and the Directors shall also be entitled to be paid their travelling, hotel and other expenses properly incurred by them in going to, attending and returning from Board meetings of the Directors, or any committee established under Article 82, or general meetings of the Company, or otherwise in connection with the business of the Company, or to receive a fixed allowance in respect thereof as may be determined by the Board from time to time, or a combination partly of one such method and partly the other.
80. The Board may from time to time appoint any Person to hold such office in the Company as the Board may think necessary for the management of the Company, including but not limited to officers and managers, and for such term and at such remuneration as the Board may think fit. Any Person so appointed by the Board may be removed by the Board.
81. The Board may appoint a Secretary (and if need be an assistant Secretary or assistant Secretaries) who shall hold office for such term, at such remuneration and upon such conditions and with

such powers as the Board thinks fit. Any Secretary or assistant Secretary so appointed by the Board may be removed by the Board. The Secretary shall attend all general meetings and shall keep correct minutes of such meetings. Subject to the Applicable Listing Rules, the Secretary shall also perform such other duties as are prescribed by the Law or as may be prescribed by the Board.

COMMITTEES

82. Subject to the Law and the Applicable Listing Rules, the Board may, or the Company may by an Ordinary Resolution, establish any committee(s) and delegate any of their powers, authorities and discretions to such committee(s) (including but not limited to an audit committee and a remuneration committee) consisting of such member or members of their body or any other Persons as the Board thinks fit. Any committee(s) so formed shall, in the exercise of the powers, authorities and discretions so delegated, and in conducting its proceedings, conform to any regulations that may be imposed on it by the Board pursuant to the Applicable Listing Rules. If no regulations are imposed by the Board, the proceedings of a committee with two (2) or more members shall be, as far as is practicable, governed by these Articles regulating the proceedings of the Board.
- 82.1(1) During the Relevant Period, unless otherwise provided by the Law and the Applicable Listing Rules, the Company shall establish an audit committee; regulations governing the professional qualifications for its members, the exercise of their powers of office, and related matters shall be prescribed and amended from time to time by the Board in accordance with the Applicable Listing Rules.
- (2) The audit committee of the Company shall be composed of all the Independent Directors. The audit committee shall not be fewer than three Persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise. A resolution of the audit committee shall have the concurrence of one-half or more of the members of the audit committee.
- (3) The following matters shall be subject to the consent of one-half or more of all members of the audit committee of the Company and shall be thereafter submitted to the Board for a resolution:
- (a) Adoption or amendment of an internal control system.
 - (b) Assessment of the effectiveness of the internal control system.
 - (c) Adoption or amendment of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others.
 - (d) A matter bearing on the personal interest of a Director.
 - (e) A material asset or derivatives transaction.
 - (f) A material monetary loan, endorsement, or provision of guarantee.
 - (g) The offering, issuance, or Private Placement of any equity-type securities.
 - (h) The hiring or dismissal of an Auditor, or the compensation given thereto.

- (i) The appointment or discharge of a financial, accounting, or internal auditing officer.
 - (j) Annual and semi-annual financial reports.
 - (k) Any other material matter so required by the Company or the competent authority.
- (3) With the exception of Subparagraph (j) above, any matter under a subparagraph of the preceding Paragraph that has not been approved with the consent of one-half or more of all members of the audit committee of the Company may be undertaken upon the approval of two-thirds or more of the Directors, without regard to the restrictions of the preceding Paragraph, and such resolution of the audit committee of the Company shall be recorded in the minutes of the Board meeting.

- 82.2(1) During the Relevant Period, unless otherwise provided by the Law and the Applicable Listing Rules, the Company shall establish a remuneration committee; regulations governing the professional qualifications for its members, the exercise of their powers of office, and related matters shall be prescribed and amended from time to time by the Board in accordance with the Applicable Listing Rules. Remuneration referred to in this Paragraph shall include salary, stock options, and any other substantive incentive measures for Directors and managerial officers under the Law or the Applicable Listing Rules.
- (2) The members of the remuneration committee of the Company shall be appointed by the Board and shall not be fewer than three members, one of whom shall be the convener.
 - (3) The remuneration committee of the Company shall exercise the care of a good administrator and in good faith when performing the official powers listed below, and shall submit its recommendations for deliberation by the Board:
 - (a) Prescribe and periodically review the performance review and remuneration policy, system, standards, and structure for Directors and officers.
 - (b) Periodically evaluate and prescribe the remuneration of Directors and officers.
 - (c) Any other material matter so required by the Company or the competent authority.

DISQUALIFICATION AND VACATION OF OFFICE OF DIRECTORS

83. (1) During the Relevant Period, a person who is under any of the following circumstances shall not act as a Director of the Company; if he has already held office of a Director, he shall cease to act as a Director and be removed from the position of Director automatically:
- (a) commits a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, and the time elapsed after he has served the full term of the sentence is less than five (5) years;
 - (b) has been sentenced to imprisonment for a term of more than one year for commitment of fraud, breach of trust or misappropriation, and the time elapsed after he has served the full term of such sentence is less than two (2) years;

- (c) has been convicted of misappropriating public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence is less than two (2) years;
- (d) becomes bankrupt under the laws of any jurisdiction and has not been reinstated to his rights and privileges;
- (e) has allowed cheques and other negotiable instruments to be dishonoured and the records thereof have not been cancelled or expunged by the relevant regulatory authorities;
- (f) dies or has no or is limited in legal capacity according to the Law and/or Applicable Listing Rules;
- (g) ceases to be a Director by virtue of, or becomes prohibited from being a Director by reason of, an order made under any provisions of the Law and/or Applicable Listing Rules;
- (h) ceases to be a Director by virtue of Article 84;
- (i) resigns his office by notice in writing to the Company;
- (j) is removed from office pursuant to these Articles; or
- (k) has been ordered to be removed from office by the R.O.C. Courts on the grounds that such Director, in the course of performing his duties, committed serious violations of the Law, Applicable Listing Rules or these Articles, or acts resulting in material damage to the Company, upon a petition by the Company or Member(s) to the R.O.C. Courts.

(2) During the Relevant Period, in case a Director (other than Independent Director) has transferred some or all his Shares during the term of his office as a Director, such that the remaining Shares held by him are less than one half of the Shares being held by him at the time he was elected, he shall, ipso facto, cease to act as a Director and be removed from the position of Director automatically.

(3) During the Relevant Period, if a Director (other than Independent Director), (i) after having been elected and before his inauguration of the office of a Director, has transferred some or all his Shares held by him such that the remaining Shares are less than one half of the Shares held by such Director at the time of his election or, (ii) within the closing period fixed by the Board in accordance with Article 28(2) prior to the general meeting for the election of such Director, has transferred some or all his Shares held by him such that the remaining Shares are less than one half of the Shares held at the commencement of the closing period, his election as a Director shall be deemed invalid and void.

84. Except as approved by the Emerging Market, the TPEX, the TWSE or the Commission (where applicable), the following relationships shall not exist among half or the majority of the Directors: (1) a spousal relationship; or (2) a familial relationship within the second degree of kinship as defined under the Civil Code of Taiwan. If any of the foregoing relationships exists among half or the majority of the elected Directors, the election with respect to the one who received the lowest number of votes among those related Directors shall be deemed invalid and void; and if

he has already held office of a Director, he shall cease to act as a Director and be removed from the position of Director automatically. For the remaining Directors, if the foregoing requirements are still not satisfied, the same procedure set out above shall be applied again to the remaining related Directors, until such time as the foregoing requirements can be complied with.

85. In case a Director has, in the course of performing his/her/its duties, committed any act resulting in material damage to the Company or in serious violation of the Law, the Applicable Listing Rules or these Articles, but has not been removed from office by a resolution in a general meeting, one or more Members holding three percent (3%) or more of the total number of issued and outstanding Shares of the Company may, within thirty (30) days after that general meeting, submit a petition to a competent court, including the Taiwan Taipei District Court of the R.O.C., but only if and to the extent permitted under the Law and the Applicable Listing Rules, for removing such Director from office.
86. Subject to the Law, one or more Members holding three percent (3%) or more of the total number of the outstanding Shares continuously for a period of more than one year may request in writing any Independent Director of the Audit Committee to file, on behalf of the Company, an action against a Director who has, in the course of performing his/her duties, committed any act resulting in damage to the Company or in violation of the Law, the Applicable Listing Rules or these Articles, with a competent court, including the Taiwan Taipei District Court of the R.O.C. In case the Independent Director fails to file such action within thirty (30) days after receipt of such request, to the extent permitted under the laws of the Cayman Islands, the Members making such request may file the action for the Company.

PROCEEDINGS OF THE BOARD

87. The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it considers appropriate and shall from time to time establish internal rules in this regard, which shall be in compliance with the Law and the Applicable Listing Rules. During the Relevant Period, the Board meetings shall be held at least once in each quarter or within such period and frequency as may be prescribed by the Applicable Listing Rules. The quorum necessary for the transaction of the business of the Board shall be a majority of the Directors. Subject to the Law, the Applicable Listing Rules and these Articles, any matter proposed for consideration and approval at a Board meeting shall be decided by a majority of votes entitled so to do.
88. A Director may, and the Secretary on the requisition of a Director shall, summon a Board meeting by, during the Relevant Period, at least seven (7) days' notice in writing, or at any time other than during the Relevant Period, at least forty eight hours' notice in writing, to every Director which notice shall set forth the general nature of the business to be considered PROVIDED HOWEVER, without prejudice to the prescribed notice, in the event of emergency, as determined by the Board in its sole discretion, a Board meeting may be called at any time if this has been agreed to by a majority of the Directors at such meeting. Notwithstanding the foregoing, at any time other than during the Relevant Period, a notice of Board meeting may be waived by all the Directors at, before or retrospectively after the relevant Board meeting is held. Any notice or waiver thereof may be given by email, telex or telefax.
89. A Director may participate in a meeting of Board, or of any committee appointed by the Board of which such Director is a member, by means of visual communication facilities which permit all Persons participating in the meeting to see and communicate with each other simultaneously and instantaneously, and such participation shall be deemed to constitute presence in person at the meeting.

90. A Director may appoint another Director as his proxy to attend a meeting of the Board in writing with regard to a particular meeting, and state therein the scope of authority with reference to the subjects to be discussed at such meeting, in which event the presence and vote of the proxy shall be deemed to be that of the Director appointer. No Director may act as proxy for two (2) or more other Directors. Subject to these Articles, if a Director attends a Board meeting on his behalf and as the proxy of another Director, he is entitled to vote both as a proxy and for his own.
91. A Director who is in any way, whether directly or indirectly, interested in a matter discussed, considered or proposed in a meeting of the Board shall declare the nature of his interest and its essential contents at such relevant meeting. Any Director who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a meeting of Board shall abstain from voting, on his own behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Director(s) shall not be counted in determining the number of votes for or against such matter.
92. Subject to these Articles, the continuing Directors may act notwithstanding any vacancy in their body.
93. Notwithstanding anything to the contrary provided for in these Articles, at any time other than during the Relevant Period, a resolution in writing signed by all of the Directors then in office or all of the members of a committee of Directors, including a resolution signed in counterpart or by way of signed email, telex or telefax transmission, shall be as valid and effectual as if it had been passed at a Board meeting or of a committee of Directors duly called and constituted.
94. The proceedings regarding Board meetings not provided for in these Articles shall be governed by the internal rules of the Company, as adopted and amended by the Board and reported to the Members at a general meeting from time to time, which shall be in compliance with the Law and the Applicable Listing Rules (in particular, the Regulations Governing Procedure for Board of Directors Meetings of R.O.C. Public Companies).

RESERVES AND CAPITALISATION

95. During the Relevant Period, the Company 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; and (ii) an amount to offset losses incurred in previous year(s); and (iii) a Statutory Reserve in accordance with the Applicable Listing Rules, and after the aforesaid sums as set aside from the profits for such relevant financial year, the Board may, before recommending any dividend or bonuses, set aside the remaining profits of the Company for the relevant financial year as a reserve or reserves (the "**Special Reserve**") which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied.
96. Unless otherwise provided in the Law, the Applicable Listing Rules and these Articles, neither the Statutory Reserve nor the Capital Reserve shall be used except for offsetting the losses of the Company. The Company shall not use the Capital Reserve to offset its capital losses unless the Statutory Reserve and Special Reserve set aside for purposes of loss offset is insufficient to offset such losses.
97. (1) During the Relevant Period, subject to the Law, where the Company incurs no loss, it

may, by a Special Resolution, distribute its Statutory Reserve, the Share Premium Account and/or the income from endowments received by the Company, which are in the Capital Reserve which are available for distribution, in whole or in part, by issuing new, fully paid Shares and/or by cash to its Members.

- (2) At any time other than during the Relevant Period, subject to the Law, the Board may capitalise any sum for the time being standing to the credit of the Share Premium Account or any of the other Company's reserve accounts which are available for distribution or any sum standing to the credit of the profit and loss account or otherwise available for distribution and to appropriate such sums to Members in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend//bonus and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid.

98. Where any difficulty arises in regard to any declaration of share dividends or share bonuses or other similar distributions under these Articles due to any fraction held by Member(s), the Board may determine that cash payments should be made to any Members in full, or part thereof, as may seem expedient to the Board. Such decision of the Board shall be effective and binding upon the Members.

COMPENSATION, DIVIDENDS AND BONUSES

99. At any time other than during the Relevant Period, subject to the Law and these Articles and except as otherwise provided by the rights attaching to any Shares, the Board may from time to time declare dividends/bonuses (including interim dividends/bonuses), and other distributions to the Members by issuing new, fully paid Shares and/or by cash in proportion to the number of Shares held by them respectively and authorise payment of the same out of the funds of the Company lawfully available therefore. The Directors may, before declaring any dividends, bonuses or distributions, set aside such sums as they think proper as a reserve or reserves which shall at the discretion of the Directors, be applicable for any purpose of the Company and pending such application may, at the like discretion, be employed in the business or investments of the Company.
- 100.(1) As the Company is in the growing stage, the dividend/bonuses of the Company may be distributed in the form of cash dividends/bonuses and/or stock dividends/bonuses. The Company shall take into consideration the Company's capital expenditures, future expansion plans, and financial structure, funds requirement and other plans for sustainable development needs in assessing the amount of dividends/bonuses the Company wish to distribute.
- (2) During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles, where the Company has annual profits at the end of a financial year, upon the approval of a majority of the Directors present at a meeting attended by at least two-thirds or more of the total number of the Directors, the Company may distribute not less than one percent (1%) and not more than three percent (3%)/not more than three percent (1%) of the profits for such year to the Employees as the Employees' compensation in the form of shares and/or in cash and may distribute not more than two percent (2%) hereof to the Directors as the Directors' compensation, provided, however, that the total amount of accumulated losses of the Company (including adjusted undistributed profits) shall be reserved from the said profits in advance, and the Company shall distribute the remaining

balance thereof to the Employees and Directors in the proportion set out above. A report of such distribution of Employee and Directors' compensation shall be submitted to the general meeting of the Company. Except otherwise set forth by the Applicable Listing Rules, any Directors' compensation shall not be paid in the form of shares. The term "annual profits" as used herein shall mean the annual profits for such year before tax without deducting the amount of compensation distributed to the Employees and Directors as prescribed in this Paragraph (2) of this Article.

- (3) During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles and except as otherwise provided by the rights attaching to any Shares, where the Company still has annual net profit for the year, after paying all relevant taxes, offsetting losses (including losses of previous years and adjusted undistributed profits, if any), setting aside the Statutory Reserve of the remaining profits in accordance with the Applicable Listing Rules (provided that the setting aside of the Statutory Reserve does not apply if the aggregate amount of the Statutory Reserve amounts to the Company's total issued capital), and setting aside the Special Reserve (if any), the Company may distribute not less than twenty percent (20%) of the remaining balance (including the amounts reversed from the Special Reserve), plus undistributed profits of previous years (including adjusted undistributed profits) in part or in whole as determined by an Ordinary Resolution passed at an annual general meeting of the Company duly convened and held in accordance with these Articles to the Members as dividends/bonuses in proportion to the number of Shares held by them respectively pursuant to these Articles, provided that, cash dividends/bonuses shall not be less than twenty percent (20%) of the total amount of dividends/bonuses to Members.
 - (4) During the Relevant Period, unless otherwise resolved by the general meeting of the Company, the Employees and Directors' compensations and dividends, bonuses or other forms of distributions payable to the Members shall be declared in NTD.
 - (5) The Board may deduct from the dividends, bonuses or any other amount payable to the Member in respect of the Share any amount (if any) due by such Member to the Company on account of calls or otherwise in relation to the Share.
 - (6) Any dividend, bonus or other monies payable on or in respect of the Share may be paid by wire transfer to the bank account nominated by the Member or by cheque or warrant sent through a post to the registered address of the Member, or to such Person and to such address as the holder may nominate in writing. In the case of joint Members, any of them may give a valid receipt for the dividend, bonus or other monies payable on or in respect of the Share.
 - (7) Subject to the Law and the Applicable Listing Rules, any Special Reserve may be reversed to undistributed profits of the Company.
101. During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles, the Company may by a Special Resolution distribute any part or all of the dividends or bonuses to the Members declared in accordance with the preceding Article by way of applying such sum in paying up in full unissued Shares for allocation and distribution to the Members.
102. No dividend, bonus or other distribution shall be paid otherwise than out of profits or out of monies otherwise available for dividend, bonus or other distribution in accordance with the Law. No dividend, bonus or other distribution or other money payable by the Company on or in respect of any Share shall bear interest against the Company.

ACCOUNTS, AUDIT, AND ANNUAL RETURN AND DECLARATION

103. The Directors shall cause to be kept accounting records and books of account sufficient to give a true and fair view of the state of the Company's affairs and to show and explain the transactions of the Company and otherwise in accordance with the Law, at the Registered Office or at such other place(s) in such manner as may be determined from time to time by the Board and shall always be open to the inspection by the Directors.
104. During the Relevant Period, at the end of each financial year, the Board shall prepare: (1) the business report; (2) the financial statements which include all the documents and information as required by the Law and the Applicable Listing Rules (the "**Financial Statements**"); and (3) any proposal relating to the distribution of net profit and/or loss offsetting in accordance with these Articles, for adoption by the annual general meeting of the Company. Upon adoption at the annual general meeting of the Company, the Board shall distribute to each Member copies of the Financial Statements and the resolutions relating to profit distribution and/or loss offsetting. However, during the Relevant Period, the Company may make a public announcement of the abovementioned statements and resolutions instead of distributing those to each Member.
105. During the Relevant Period, the documents prepared by the Board in accordance with the preceding Article shall be made available at the Shareholder Service Agent's office in the R.O.C. for inspection during normal business hours by the Members, ten (10) days prior to the annual general meeting.
106. Subject to the Law and the Applicable Listing Rules, the Board may determine (or revoke, alter or amend any such determination) that the accounts of the Company be audited and the appointment of the Auditors.
107. The Board shall keep copies of the Memorandum, these Articles, the minutes of every general meeting, the Financial Statements, the Register and the counterfoil of corporate bonds issued by the Company at its Shareholder Service Agent's office in the R.O.C. Any Member may request at any time, by submitting evidentiary document(s) to show his interests involved and indicating the scope of requested matters, access to inspect and to make copies of the above documents.
108. The Board in each year shall prepare, or cause to be prepared, an annual return and declaration setting forth the particulars required by the Law and deliver a copy thereof to the Registrar of Companies in the Cayman Islands.

TENDER OFFER

109. Subject to the Law and the Applicable Listing Rules, during the Relevant Period, within seven (7) days after the receipt of the notice of a public tender offer to purchase the Shares by the Company or the designated representative for litigious and non-litigious matters of the Company in the R.O.C. appointed pursuant to the Applicable Listing Rules, the Board shall resolve to recommend the Members to either accept or object to the tender offer and make a public announcement of the following:
 - (a) the types, number and amount of the Shares held by the Directors and the Members holding more than ten percent (10%) of the total issued and outstanding Shares in its own

name or in the name of other Persons;

- (b) the 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) therefore;
- (c) whether there is any material change in the financial condition of the Company after the delivery of its most recent financial report and an explanation of the change, if any; and
- (d) the types, number and amount of the shares of the tender offer or its affiliates held by the Directors and the Members holding more than ten percent (10%) of the total issued and outstanding Shares held in its own name or in the name of other Persons.

WINDING UP

110. Subject to the Law, the Company may be wound up by a Special Resolution passed by the Members. If the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the number of the Shares held by them at the commencement of the winding up. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.
111. Subject to the Law, if the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Law, divide amongst the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different Classes. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any asset whereon there is any liability.
112. The Company shall keep all statements, records of account and documents for a period of ten (10) years from the date of the completion of liquidation, and the custodian thereof shall be appointed by the liquidator or the Company by an Ordinary Resolution.

NOTICES

113. Subject to the Law and except as otherwise provided in these Articles, any notice or document may be served by the Company to any Member either personally, or by facsimile, or by sending it through the post in a prepaid letter or via a recognised courier service, fees prepaid, addressed to such Member at his address as appearing in the Register, or, to the extent permitted by the Law and the Applicable Listing Rules, by posting it on a website designated by the Commission, the Emerging Market, the TPEX or the TWSE (where applicable) and/or the Company's website, or by electronic means by transmitting it to any electronic mail number or address such Member may have positively confirmed in writing for the purpose of such service of notices. In the case of joint Members, all notices shall be given to that one of the Members whose name stands as their representative in the Register in respect of the joint holding.

114. Any Member present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting including the purpose for which such meeting was convened.
115. Any notice or other document, if served by:
- (a) post, shall be deemed to have been served on the day following that on which the letter containing the same is posted or delivered to the courier;
 - (b) facsimile, shall be deemed to have been served upon production by the transmitting facsimile machine of a report confirming transmission of the facsimile in full to the facsimile number of the recipient;
 - (c) courier service, shall be deemed to have been served forty-eight (48) hours after the time when the letter containing the same is delivered to the courier service; or
 - (d) electronic mail, shall be deemed to have been served immediately upon the time of the transmission by electronic mail, subject to the Law.
116. Any notice or document served to the registered address of any Member in accordance with these Articles shall notwithstanding that such Member be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any Share registered in the name of such Member as sole or joint Member.

REGISTERED OFFICE OF THE COMPANY

117. The Registered Office of the Company shall be at such address in the Cayman Islands as the Board shall from time to time determine.

FINANCIAL YEAR

118. Unless the Board otherwise prescribes, the financial year of the Company shall end on December 31st in each year and shall begin on January 1st in each year.

SEAL

119. The Company shall adopt a Seal by resolution of the Board and, subject to the Law, the Company may also have a duplicate Seal or Seals for use in any place or places outside of the Cayman Islands. The use and management of the Seal (or duplicate Seals) may be determined by the Board from time to time pursuant to the adoption of any regulation governing the use and management of seals of the Company in accordance with the Applicable Listing Rules.

LITIGATION AND NON-LITIGATION AGENT IN THE R.O.C.

- 120.(1) Subject to the provisions of the Applicable Listing Rules, the Company shall, by a resolution of the Directors, appoint or remove a person as its litigation and non-litigation agent and such agent will be deemed as the responsible person of the Company in the R.O.C. under the Applicable Listing Rules.
- (2) The preceding agent shall have residence or domicile in the R.O.C.
 - (3) The Company shall report the name, residence/domicile of the preceding agent and power

of attorney to the competent authority in the R.O.C. This reporting requirement shall also apply if there is any change.

CHANGES TO CONSTITUTION

121. Subject to the Law and the Applicable Listing Rules, the Company may, by Special Resolution, alter or amend the Memorandum or these Articles, in whole or in part.

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共信醫藥科技控股股份有限公司
Gongwin Biopharm Holdings Co., Ltd.

股東會議事規則

Rules of Procedure for Shareholders Meetings

第一條 為建立本公司良好股東會治理制度、健全監督功能及強化管理機能，爰依
Article 1 上市上櫃公司治理實務守則第五條規定訂定本規則，以資遵循。

To establish a strong governance system and sound supervisory capabilities for the Company's Shareholders' meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.

第二條 本公司股東會之議事規則，除法令或章程另有規定者外，應依本規則之規
Article 2 定。

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

第三條 本公司股東會除法令另有規定外，由董事會召集之。

Article 3 Unless otherwise provided by law or regulation, the Company's Shareholders' meetings shall be convened by the Board of Directors.

本公司公開發行後，應於股東常會開會三十日前或股東臨時會開會十五日前，將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事、監察人事項等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。並於股東常會開會二十一日前或股東臨時會開會十五日前，將股東會議事手冊及會議補充資料，製作電子檔案傳送至公開資訊觀測站。股東會開會十五日前，備妥當次股東會議事手冊及會議補充資料，供股東隨時索閱，並陳列於本公司及本公司所委任之專業股務代理機構，且應於股東會現場發放。

The Company shall prepare electronic versions of the Shareholders' meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of Directors or Supervisors, and upload them to the Market

Observation Post System (MOPS) at least 30 days before the date of a regular Shareholders' meeting or at least 15 days before the date of a special Shareholders' meeting. The Company shall prepare electronic versions of the Shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS at least 21 days before the date of the regular Shareholders' meeting or at least 15 days before the date of the special Shareholders' meeting. In addition, at least 15 days before the date of the Shareholders' meeting, the Company shall also have prepared the Shareholders' meeting agenda and supplemental meeting materials and made them available for review by Shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional Shareholder services agent designated thereby as well as being distributed on-site at the meeting place.

通知及公告應載明召集事由；其通知經相對人同意者，得以電子方式為之。The reasons for convening a Shareholders' meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

選任或解任董事、監察人、變更章程、公司解散、合併、分割或公司法第一百八十五第一項各款、證券交易法第二十六條之一、第四十三條之六、發行人募集與發行有價證券處理準則第五十六條之一及第六十條之二之事項應在召集事由中列舉，不得以臨時動議提出。

Election or dismissal of Directors or Supervisors, amendments to the articles of incorporation, the dissolution, merger, or demerger of the company, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out in the notice of the reasons for convening the Shareholders' meeting. None of the above matters may be raised by an extraordinary motion.

本公司公開發行後，持有已發行股份總數百分之一以上股份之股東，得以書面向本公司提出股東常會議案。但以一項為限，提案超過一項者，均不列入議案。另股東所提議案有公司法第 172 條之 1 第 4 項各款情形之一，董事會得不列為議案。

A Shareholder holding 1 percent or more of the total number of issued shares may submit to the Company a written proposal for discussion at a regular Shareholders' meeting. Such proposals, however, are limited to one item only,

and no proposal containing more than one item will be included in the meeting agenda. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a Shareholder, the Board of Directors may exclude it from the agenda.

本公司公開發行後，本公司應於股東常會召開前之停止股票過戶日前公告受理股東之提案、受理處所及受理期間；其受理期間不得少於十日。股東所提議案以三百字為限，超過三百字者，不予列入議案；提案股東應親自或委託他人出席股東常會，並參與該項議案討論。

After the Company's public offering and prior to the book closure date before a regular Shareholders' meeting is held, the Company shall publicly announce that it will receive Shareholder proposals, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days. Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The Shareholder making the proposal shall be present in person or by proxy at the regular Shareholders' meeting and take part in discussion of the proposal.

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

After the Company's public offering and prior to the date for issuance of notice of a Shareholders' meeting, the Company shall inform the Shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the Shareholders' meeting the Board of Directors shall explain the reasons for exclusion of any Shareholder proposals not included in the agenda.

第四條 股東得於每次股東會，出具本公司印發之委託書，載明授權範圍，委託代理人，出席股東會。
Article 4

For each Shareholders' meeting, a Shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

一股東以出具一委託書，並以委託一人為限，應於股東會開會**五日前**送達本公司，委託書有重複時，以最先送達者為準。但聲明撤銷前委託者，不在此限。

A Shareholder may issue only one proxy form and appoint only one proxy for any given Shareholders meeting, and shall deliver the proxy form to the Company at least 5 days before the date of the Shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

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

After a proxy form has been delivered to the Company, if the Shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company at least 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

第五條 Article 5 股東會召開之地點，應於本公司所在地或便利股東出席且適合股東會召開之地點為之，會議開始時間不得早於上午九時或晚於下午三時，召開之地點及時間，應充分考量獨立董事之意見。

The venue for a Shareholders' meeting shall be the premises of the Company, or a place easily accessible to Shareholders and suitable for a Shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the Independent Directors with respect to the place and time of the meeting.

第六條 Article 6 本公司應於開會通知書載明受理股東報到時間、報到處地點，及其他應注意事項。

The Company shall specify in its Shareholders' meeting notices the time during which Shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.

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

The time during which Shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.

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

Shareholders and their proxies (hereinafter referred to as "Shareholders") shall attend Shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by Shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

本公司應設簽名簿供出席股東簽到，或由出席股東繳交簽到卡以代簽到。The Company shall furnish the attending Shareholders with an attendance book to sign, or attending Shareholders may hand in a sign-in card in lieu of signing in. 本公司應將議事手冊、年報、出席證、發言條、表決票及其他會議資料，交付予出席股東會之股東；有選舉董事、監察人者，應另附選舉票。

The Company shall furnish attending Shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of Directors or Supervisors, pre-printed ballots shall also be furnished.

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

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

第七條 股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定常務董事一人代理之；其未設常務董事者，指定董事一人代理之，董事長未指定代理人者，由常務董事或董事互推一人代理之。

Article 7 When the Shareholders' meeting is called by the Board of Directors, it shall be chaired by the Chairman of Board; when the Chairman of the Board is on leave or for any reason is unable to exercise the powers of the Chairman, the Vice Chairperson shall do so in place of the Chairman, or, if there is no Vice

Chairperson or the Vice Chairperson also is on leave or for any reason is unable to act, by a Managing Director designated by the Chairman, or, if there is no Managing Director, by a Director designated thereby, or, if the Chairman does not make such a designation, by a Managing Director or Director elected by and from among themselves.

前項主席係由常務董事或董事代理者，以任職六個月以上，並瞭解公司財務業務狀況之常務董事或董事擔任之。主席如為法人董事之代表人者，亦同。

When a Managing Director or a Director serves as Chairperson, as referred to in the preceding paragraph, the Managing Director or Director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person Director that serves as Chairperson.

董事會所召集之股東會，董事長宜親自主持，且宜有董事會過半數之董事、至少一席監察人親自出席，及各類功能性委員會成員至少一人代表出席，並將出席情形記載於股東會議事錄。

It is advisable that Shareholders' meetings convened by the Board of Directors be chaired by the Chairman of the board in person and attended by a majority of the Directors, at least one Supervisor in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

股東會如由董事會以外之其他召集權人召集者，主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。

If a Shareholders meeting is convened by a party with power to convene but other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

本公司得指派所委任之律師、會計師或相關人員列席股東會。

The Company may appoint its attorneys, certified public accountants, or related persons to attend a Shareholders meeting in a non-voting capacity.

第八條
Article 8

本公司應於受理股東報到時起將股東報到過程、會議進行過程、投票計票過程全程連續不間斷錄音及錄影。

The Company, beginning from the time it accepts Shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the Shareholders meeting, and

the voting and vote counting procedures.

前項影音資料應至少保存一年。但經股東依公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。

The recorded materials of the preceding paragraph shall be retained for at least 1 year. If, however, a Shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

第九條
Article 9

股東會之出席，應以股份為計算基準。出席股數依簽名簿或繳交之簽到卡，加計以書面或電子方式行使表決權之股數計算之。

Attendance at Shareholders' meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronic means.

已屆開會時間，主席應即宣布開會，惟未有代表已發行股份總數過半數之股東出席時，主席得宣布延後開會，其延後次數以二次為限，延後時間合計不得超過一小時。延後二次仍不足有代表已發行股份總數三分之一以上股東出席時，由主席宣布流會。

The Chairperson shall call the meeting to order at the appointed meeting time. However, when the attending Shareholders do not represent a majority of the total number of issued shares, the Chairperson may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the Chairperson shall declare the meeting adjourned.

前項延後二次仍不足額而有代表已發行股份總數三分之一以上股東出席時，得依公司法第一百七十五條第一項規定為假決議，並將假決議通知各股東於一個月內再行召集股東會。

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending Shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all Shareholders shall be notified of the tentative resolution and another Shareholders meeting shall be convened within 1 month.

於當次會議未結束前，如出席股東所代表股數達已發行股份總數過半數時，主席得將作成之假決議，依公司法第一百七十四條規定重新提請股東會表決。

When, prior to conclusion of the meeting, the attending Shareholders represent a majority of the total number of issued shares, the Chairperson may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

第十條 股東會如由董事會召集者，其議程由董事會訂定之，會議應依排定之議程
Article 10 進行，非經股東會決議不得變更之。

If a Shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the Shareholders' meeting.

股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。

The provisions of the preceding paragraph apply mutatis mutandis to a Shareholders' meeting convened by a party with the power to convene that is not the board of directors.

前二項排定之議程於議事(含臨時動議)未終結前，非經決議，主席不得逕行宣布散會；主席違反議事規則，宣布散會者，董事會其他成員應迅速協助出席股東依法定程序，以出席股東表決權過半數之同意推選一人擔任主席，繼續開會。

主席對於議案及股東所提之修正案或臨時動議，應給予充分說明及討論之機會，認為已達可付表決之程度時，得宣布停止討論，提付表決。

The Chairperson may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the Shareholders' meeting. If the Chairperson declares the meeting adjourned in violation of the rules of procedure, the other members of the Board of Directors shall promptly assist the attending Shareholders in electing a new Chairperson in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending Shareholders, and then continue the meeting.

The Chairperson shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or

extraordinary motions put forward by the s=Shareholders; when the Chairperson is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the Chairman may announce the discussion closed and call for a vote.

第十一條 出席股東發言前，須先填具發言條載明發言要旨、股東戶號（或出席證編號）及戶名，由主席定其發言順序。

Article 11

Before speaking, an attending Shareholder must specify on a speaker's slip the subject of the speech, his/her Shareholder account number (or attendance card number), and account name. The order in which Shareholders speak will be set by the Chairperson.

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

A Shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

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

Except with the consent of the Chairperson, a Shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the Shareholder's speech violates the rules or exceeds the scope of the agenda item, the Chairperson may terminate the speech.

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

When an attending Shareholder is speaking, other Shareholders may not speak or interrupt unless they have sought and obtained the consent of the Chairperson and the Shareholder that has the floor; the Chairperson shall stop any violation.

法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。

When a juristic person Shareholder appoints two or more representatives to attend a Shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

出席股東發言後，主席得親自或指定相關人員答覆。

After an attending Shareholder has spoken, the Chairperson may respond

in person or direct relevant personnel to respond.

第十二條 股東會之表決，應以股份為計算基準。

Article 12 Voting at a Shareholders' meeting shall be calculated based the number of shares.

股東會之決議，對無表決權股東之股份數，不算入已發行股份之總數。

With respect to resolutions of Shareholders' meetings, the number of shares held by a Shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

股東對於會議之事項，有自身利害關係致有害於本公司利益之虞時，不得加入表決，並不得代理他股東行使其表決權。

When a Shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that Shareholder may not vote on that item, and may not exercise voting rights as proxy for any other Shareholder.

前項不得行使表決權之股份數，不算入已出席股東之表決權數。

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending Shareholders.

除信託事業或經證券主管機關核准之股務代理機構外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三，超過時其超過之表決權，不予計算。

With the exception of a trust enterprise or a Shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more Shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

第十三條 股東每股有一表決權；但受限制或公司法第一百七十九條第二項所列無表決權者，不在此限。

Article 13

本公司召開股東會時，得採行以書面或電子方式行使其表決權（依公司法第一百七十七條之一第一項但書應採行電子投票之公司：本公司召開股東會時，應採行以電子方式並得採行以書面方式行使其表決權）；其以書面或

電子方式行使表決權時，其行使方法應載明於股東會召集通知。以書面或電子方式行使表決權之股東，視為親自出席股東會。但就該次股東會之臨時動議及原議案之修正，視為棄權，故本公司宜避免提出臨時動議及原議案之修正。

A Shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When the Company holds a Shareholders meeting, it may allow the Shareholders to exercise voting rights by correspondence or electronic means (in accordance with the proviso of Article 177-1 Paragraph 1 of the Company Act regarding companies that shall adopt electronic voting: When the Company holds a Shareholders' meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence). When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the Shareholders' meeting notice. A Shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.

前項以書面或電子方式行使表決權者，其意思表示應於股東會開會二日前送達公司，意思表示有重複時，以最先送達者為準。但聲明撤銷前意思表示者，不在此限。

A Shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company at least 2 days before the date of the Shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

股東以書面或電子方式行使表決權後，如欲親自出席股東會者，應於股東會開會二日前以與行使表決權相同之方式撤銷前項行使表決權之意思表示；逾期撤銷者，以書面或電子方式行使之表決權為準。如以書面或電子方式行使表決權並以委託書委託代理人出席股東會者，以委託代理人出席行使之表決權為準。

After a Shareholder has exercised voting rights by correspondence or electronic

means, in the event the shareholder intends to attend the Shareholders' meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, at least 2 business days before the date of the Shareholders' meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a Shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a Shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.

本公司公開發行後，議案之表決，除公司法及本公司章程另有規定外，以出席股東表決權過半數之同意通過之。表決時，應逐案由主席或其指定人員宣佈出席股東之表決權總數後，由股東逐案進行投票表決，並於股東會召開後當日，將股東同意、反對及棄權之結果輸入公開資訊觀測站。

Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the Chairperson or a person designated by the Chairperson shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the Shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

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

When there is an amendment or an alternative to a proposal, the Chairperson shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the Chairperson, provided that all monitoring personnel shall be Shareholders of the Company.

股東會表決或選舉議案之計票作業應於股東會場內公開處為之，且應於計

票完成後，當場宣布表決結果，包含統計之權數，並作成紀錄。

Vote counting for Shareholders' meeting proposals or elections shall be conducted in public at the place of the Shareholders' meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

第十四條 股東會有選舉董事、監察人時，應依本公司所訂相關選任規範辦理，並應當場宣布選舉結果，包含當選董事、監察人之名單與其當選權數。

Article 14

The election of Directors or Supervisors at a Shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as Directors and Supervisors and the numbers of votes with which they were elected.

前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a Shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

第十五條 股東會之議決事項，應作成議事錄，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各股東。議事錄之製作及分發，得以電子方式為之。

Article 15

Matters relating to the resolutions of a Shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the Chairperson of the meeting and a copy distributed to each Shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

前項議事錄之分發，本公司得以輸入公開資訊觀測站之公告方式為之。

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

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

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the Chairperson's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results, and shall be retained for the duration of the existence of the Company.

第十六條 徵求人徵得之股數及受託代理人代理之股數，本公司應於股東會開會當日，依規定格式編造之統計表，於股東會場內為明確之揭示。

Article 16

On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the Shareholders' meeting.

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

If matters put to a resolution at a Shareholders' meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

第十七條 辦理股東會之會務人員應佩帶識別證或臂章。

Article 17 Staff handling administrative affairs of a Shareholders' meeting shall wear identification cards or arm bands.

主席得指揮糾察員或保全人員協助維持會場秩序。糾察員或保全人員在場協助維持秩序時，應佩戴「糾察員」字樣臂章或識別證。

The Chairperson may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

會場備有擴音設備者，股東非以本公司配置之設備發言時，主席得制止之。

At the place of a Shareholders' meeting, if a Shareholder attempts to speak through any device other than the public equipment set up by the Company, the Chairperson may prevent the Shareholder from so doing.

股東違反議事規則不服從主席糾正，妨礙會議之進行經制止不從者，得由

主席指揮糾察員或保全人員請其離開會場。

When a Shareholder violates the rules of procedure and defies the Chairperson's correction, obstructing the proceedings and refusing to heed calls to stop, the Chairperson may direct the proctors or security personnel to escort the Shareholder from the meeting.

第十八條 會議進行時，主席得酌定時間宣布休息，發生不可抗拒之情事時，主席得
Article 18 裁定暫時停止會議，並視情況宣布續行開會之時間。

When a meeting is in progress, the Chairperson may announce a break based on time considerations. If a force majeure event occurs, the Chairperson may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

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

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the Shareholders' meeting may adopt a resolution to resume the meeting at another venue.

股東會得依公司法第一百八十二條之規定，決議在五日內延期或續行集會。

A resolution may be adopted at a Shareholders' meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

第十九條 本規則經股東會通過後施行，修正時亦同。

Article 19 These Rules, and any amendments hereto, shall be implemented after adoption by Shareholders' meetings.

董事及監察人持股情形

- 一、截至本次股東常會停止過戶日 2017 年 4 月 21 日止，本公司實收資本額為新台幣 972,211,000 元，已發行股份總數為 97,221,100 股。
- 二、依證券交易法第 26 條及「公開發行公司股東會議事手冊應行記載及遵行事項辦法」第三條之規定辦理。全體董事法定最低應持有股數 7,777,688 股。
- 三、股東名簿記載個別及全體董事持有股數，已符合法定成數標準。
- 四、董事持有股數如下：

職稱	戶名	持有股數	持股比例
董事長	Lester John Wu	14,720,000	15.14%
董事	石家舜	7,025,000	7.23%
董事	郭紹文	938,100	0.96%
董事	張金鈺	600,000	0.62%
董事	林懋元	1,700,000	1.75%
董事	JUMP START MANAGEMENT LTD 代表人 蕭斯欣	1,700,000	1.75%
獨立董事	鄭煒達	51,000	0.05%
獨立董事	楊志東	0	0
獨立董事	簡紹峰	0	0
全體董事合計		26,734,100 股	27.50%