



Fulgent Sun International (Holding) Co., Ltd.

2024 ANNUAL SHAREHOLDERS' MEETING

Meeting Agenda

Time: May 27, 2024 (Monday) at 9:00 A.M.

**Location: No. 76, Sec. 3, Yunke Rd., Douliu City, Yunlin County
(Fulgent Sun International (Holding) Co., Ltd. Meeting
Room)**

Type of Convening: Physical Meeting

Table of Contents

<u>Item</u>	<u>Page</u>
I. Meeting Procedure	1
II. Meeting Agenda	2
1. Report Items	3
2. Proposed Items	4
3. Discussion Items	5
4. Special Motions	5
III. Attachments	
1. Business Report of 2023	6-8
2. Audit Committee’s Review Report	9
3. Information on Remuneration for Employees and Directors	10-11
4. Independent Auditors’ Report and 2023 Consolidated Financial Statements	12-22
5. 2023 Earnings Distribution Table	23
6. Comparison of Provisions Before and After Amendments to the Rules of Procedure for Shareholders Meetings	24-25
7. Articles of Association (adopted by a special resolution passed on May 27, 2024)	26-66
8. Comparison Table for the Amendments to the “Memorandum and Articles of Association”	67
IV. Appendix	
1. Rules of Procedure for Shareholders Meetings	68-80
2. Articles of Association (adopted by a special resolution passed on May 30, 2023)	81-118
3. Shareholdings of All Directors	119

Fulgent Sun International (Holding) Co., Ltd.

2024 Annual Shareholders' Meeting Procedure

I. Call the Meeting to Order

II. Report Items

III. Proposed Items

IV. Discussion Items

V. Special Motions

VI. Adjournment

Fulgent Sun International (Holding) Co., Ltd.
2024 Annual Shareholders' Meeting Agenda

Time: May 27, 2024(Monday) at 9:00 A.M.

Location: No. 76, Sec. 3, Yunke Rd., Douliu City, Yunlin County

(Fulgent Sun International (Holding) Co., Ltd. Meeting Room)

- I. Chairman calls the meeting to order
- II. Report Items
 - (1) The Company's Business Report of 2023.
 - (2) The Audit Committee's Review Report of 2023.
 - (3) Distribution of 2023 remuneration for employees and directors.
 - (4) Distribution of 2023 earnings in the form of cash dividends.
- III. Proposed Items
 - (1) To adopt 2023 Consolidated Financial Statements and Business Report
 - (2) To adopt 2023 Earnings Distribution
- IV. Discussion Items
 - (1) Amendment to the "Rules of Procedure for Shareholders Meetings".
 - (2) Amendment to the "Articles of Association".
- V. Special Motions
- VI. Adjournment

Report Items:

1. Please review the Company's Business Report of 2023.

Description: Please refer to Attachment 1 (Pages 6-8). for the Business Report of 2023 ◦

2. Please review the Audit Committee's Review Report of 2023.

Description: Please refer to Attachment 2 (Page 9) for the Audit Committee's Review Report of 2023 ◦

3. Please review the distribution of 2023 remuneration for employees and directors.

Description: The Board of Directors resolved on February 26, 2024, to pass the distribution of 2023 remuneration for employees (NT\$20,000,000) and remuneration for directors (NT\$20,000,000). Please refer to Attachment 3 (Page 10-11).

4. Please review the distribution of 2023 earnings in the form of cash dividends.

Description: (1) According to Article 34 of the Articles of Association, the Board of Directors is authorized to resolve to distribute dividends and bonuses, in all or part, in the form of cash, and shall report the same to the annual shareholders' meeting.

(2) Cash dividends on common shares for the first half of 2023 at the total amount of NT\$380,659,744 (NT\$2.0 per share) were distributed on April 18, 2024; cash dividends on common shares for the second half of 2023 at the total amount of NT\$570,989,616 (NT\$3.0 per share) will be distributed separately with the Chairman of the Board of Directors authorized to set the ex-dividend date and the distribution date.

Proposed Items:

1. Please adopt the 2023 Consolidated Financial Statements and Business Report (proposed by the Board of Directors).

Description:(1) The 2023 Consolidated Financial Statements of the Company has been audited by CPAs LIANG, HUA-LING and LIU, MEI-LAN of PwC. The 2023 Consolidated Financial Statements and Business Report have been reviewed by the Audit Committee with a review report presented.

- (2) Please refer to Attachment 1 (Pages 6-8) and Attachment 4 (Pages 12-22) for the 2023 Business Report and the 2023 Consolidated Financial Statements and Independent Auditors' Report, respectively.

- (3) Please adopt the above.

Resolution:

2. Please adopt the distribution of 2023 earnings (proposed by the Board of Directors).

Description: (1) The distributable earnings for 2023 amounts to NT\$3,948,243,141, which constitutes undistributed earnings in previous years, NT\$2,862,242,680, plus the retrospectively applicable retained earnings adjustment of IAS12 of NT\$32,216,117 and net income after tax, NT\$1,496,977,996, net of legal surplus reserve, NT\$152,919,411 and reversed in special surplus reserve, NT\$290,274,241.

- (2) Please refer to Attachment 5 (page 23) for the distribution of 2023 earnings.

- (3) Please adopt the above.

Resolution:

Discussion Items:

1. Please discuss the amendment to the “Rules of Procedure for Shareholders Meetings” (proposed by the board of directors).

Description: (1) The company amended in accordance with order Tai-Zhen-Chi-Li-Zi No. 1120004167 of the TWSE

(2) For a comparison table of the provisions before and after the amendments, please refer to Attachment 6 (pages 24-25) of this manual.

(3) Please adopt the above.

Resolution:

2. Please discuss the amendments to the "Memorandum and Articles of Association". (proposed by the board of directors).

Description: (1) The Company’s Memorandum and Articles of Association currently in effect is amended and restated by the deletion in their entirety and the substitution in their place of the Amended and Restated Memorandum and Articles of Association annexed hereto as Attachment 7 (pages 26-66).

(2) For a comparison table of the provisions before and after the amendments, please refer to Attachment 8 (pages 67) of this manual.

(3) Please adopt the above.

Resolution:

Special Motions

Adjournment

Fulgent Sun International (Holding) Co., Ltd.

2023 Business Report

I. Preface

In retrospect of the Group's operating performance in 2023, the consolidated income amounted to NT\$16.893 billion in 2023, representing a decrease of 30.14%. Examining the annual profit further, the gross profit amounted to NT\$3.195 billion (a yearly decrease of 42.81%), operating profit amounted to NT\$1.806 billion (a yearly decrease of 53.09%), net income before tax amounted to NT\$2.041 billion (a yearly decrease of 53.39%), net income attributable to the parent company amounted to NT\$1.497 billion (a yearly decrease of 55.92%), and net earnings per share amounted to NT\$7.87 (a yearly decrease of 56.52%). The company, despite the impact of many negative factors and multiple challenges worldwide, still accomplished the second-best financial performance in recent years. Reviewing and analyzing the operating information in detail further indicates that the gross profit margin, operating profit rate, and net income rate attributable to the parent company for the year of 2023 were 18.91%, 10.69%, and 8.86%, respectively; also, in terms of the 2023 output value ratios of each country, Vietnam, Cambodia, and China were 49.87%, 25.38%, and 24.75%, respectively; in terms of the income ratio from the sales generated in the following regions (brand customer designated destinations), Greater Europe was 48.27% and Greater America was 36.59%; also, Europe and America remained the main markets for outdoor sports and leisure products. In addition, regarding information related to OEM brands, there are more than 50 OEM customers on the list currently, of which the top 3 customers account for more than 30% of the sales, the top 10 customers account for nearly 80% of the sales, and the top 20 customers account for more than 90% of the sales.

In summary, Fulgent Sun's management team will adopt material business strategies continuously such as "stable expansion of production capacity," "flexible decentralization of production bases," "diversification of brand production," and "pursuing innovation and sustainable growth." The rapid global changes occurred in the recent years have made people realize the importance of having economic development and healthy life balanced out. Therefore, the management team has been optimistic about the mid-term and long-term growth trend of the outdoor leisure sports industry continuously and will continue to enhance the deployment of various software and hardware actively; also, will strive to enhance the cooperative partnership with various well-known international brand customers. The Group aims to have the mass production capabilities and production and sales operation scale further improved through the collective efforts of the management team, furthermore, and to exercise multiple competitive advantages substantively in receiving orders and allocating production capacity flexibly.

II. Results of the 2023 Business Plan

1. Results of Business Operations in 2023

Unit: 1,000 NTD

Item/Year	Consolidated financial statements			
	2023	2022 (Note)	Amount of Increase/ Decrease	Percentage of Increase/ Decrease (%)
Operating net income	16,893,226	24,181,233	(7,288,007)	(30.14)
Operating cost	(13,698,439)	(18,595,052)	(4,896,613)	(26.33)
Gross profit	3,194,787	5,586,181	(2,391,394)	(42.81)
Operating expenses	1,388,991	1,736,956	(347,965)	(20.03)
Operating profit	1,805,796	3,849,225	(2,043,429)	(53.09)
Non-operating income and expenses	234,857	529,142	(294,285)	(55.62)
Income before income tax	2,040,653	4,378,367	(2,337,714)	(53.39)
Income tax expenses	(543,675)	(982,624)	(438,949)	(44.67)
Net income	1,496,978	3,395,743	(1,898,765)	(55.92)

Note: Due to the amendment to International Accounting Standards No. 12, which will take effect from January 1, 2023, the company applies this accounting standard retrospectively and adjusts previous period financial information.

2. Results of the 2023 Business Plan and Budget

The Company did not disclose its financial forecast in 2023.

3. Analysis of Financial Income and Expenditures and Profitability

Unit: 1,000 NTD

Item/Year		Consolidated financial statements		
		2023	2022 (Note)	
Income and expenditures	Operating net income	16,893,226	24,181,233	
	Gross profit	3,194,787	5,586,181	
	Income after tax	1,496,978	3,395,743	
Profitability	ROA (%)	7.47	16.99	
	ROE (%)	11.96	31.25	
	Percentage of paid-in capital (%)	Operating profit	94.55	201.82
		Profit before tax	106.85	229.57
	Profit margin (%)	8.86	14.04	
	EPS (NTD)	7.87	18.10	

Note: Due to the amendment to International Accounting Standards No. 12, which will take effect from January 1, 2023, the company applies this accounting standard retrospectively and adjusts previous period financial information.

III. Conclusion

In retrospect since the incorporation of the Group in 1995, after experiencing many times of international financial system risks, such as: the Asian financial crisis in 1998, the global financial crisis in 2008, the European debt crisis in 2012, the Sino-US trade war in 2018, the outbreak of the new coronavirus pneumonia (COVID-19) pandemic in early 2020; also, many geopolitical impacts since the year of 2022, added with sharp rising inflation pressures that have affected consumption power, the company has been able to respond pragmatically and precisely to each external change and challenge every time, and has managed to turn crises around through the joint efforts of the management team and the employees taking as a whole. The Group's operating income has officially reached the mark of NT\$10 billion since the year of 2017; also, the operating profit had hit a record high in 2022. Although the Group has faced a big challenge in 2023 due to the impact of the global economy; however, in terms of operating profits, the Group has successfully presented the second-best financial performance results in recent years. Earnings per share (EPS) has also exceeded NT\$5 for eight consecutive years, indicating that the Group's operating situation has become more stable.

In prospect, the management team will adhere to the core values of "sincerity, speed, quality, and innovation," uphold the spiritual essence of "morality, wisdom, diligence, and long-term cultivation," pursue "excellent leadership, high quality and efficiency," focus on developing the industry in-depth continuously, and actively invest in the development of new technologies and new shoes. In addition to accelerating the construction of a new factory in Vietnam, the construction of a new factory in Indonesia will also be started. The Group aims to further enhance competitive advantages based on the existing operating foundation, various capital investments, and soft power, thereby increasing added value, fulfilling corporate social responsibilities, pursuing sustainable operations, enhancing the operational functions of the board of directors, reinforcing and improving compliance with various laws and regulations, comprehensively improving the efficiency of corporate governance, striving to treat shareholders' equity equally, committing to safeguarding the equity of all the company's stakeholders, striving to create corporate value and protect the rights of all stakeholders, and sharing the company's operating results with all shareholders and all employees. The Group in line with the spiritual principles of the United Nations "Sustainable Development Goals (SDGs)" strives to fulfill the responsibility and make an effort for the realization of sustainable development and common prosperity.

Audit Committee's Review Report

In the Company's Business Report, Consolidated Financial Statements, and Proposal for Distribution of Earnings for 2023, the Consolidated Financial Statements have been audited by CPAs Hua-Ling ,Liang, and Mei-Lan Liu of PwC Taiwan, and issue an audit report with unqualified opinions and emphasis of matter paragraph.

The aforesaid Business Report, Consolidated Financial Statements, and Proposal for Distribution of Earnings have been reviewed by the Audit Committee with no discrepancy found. A review report is presented herein.

For the 2024 Annual Shareholders' Meeting

Convener of the Audit Committee: LI, CHUN-AN

February 26, 2024

Fulgent Sun International (Holding) Co., Ltd.**Information on Remuneration for Employees and Directors**

1. Information on remuneration for employees and directors under the Association:

Based on its Articles of Association, the Company shall allocate up to 3% of the pre-tax profits as directors' remuneration and at least 0.1% (and up to 3%) as of such profit as employees' remuneration for employees of the Company and its subsidiaries. However, such profits shall be first utilized to cover the accumulated loss of the Company (if any). The Company may submit the profit distribution proposal in accordance with the resolution of the meeting of the board of directors, and based on the resolution of the shareholders' meeting, at the end of the fiscal year, the board of directors shall formulate the profit distribution proposal in the following manner: After using the net profit to cover the accumulative loss, the Company may allocate 10% of the remaining profit as the legal reserve, and then based on the regulations of the public companies or the requirements of the competent authority allocate such profit as a special reserve.

2. The estimated basis of the amounts of remuneration for employees and directors, the basis for calculating the number of shares for the distribution of stock dividends, and accounting treatment in case of a difference between the actual amounts of distribution and estimates:

(1) If there is any major change in the distribution amount resolved by the board of directors at the end of any specific year, the change shall be adjusted to the original annual expense. If on the date of resolution by the shareholders' meeting there is still any change in the amount, it shall be regarded as a change in accounting estimate, and it will be adjusted and recorded in the year of the resolution of the shareholders' meeting.

(2) If the resolution of shareholders' meeting determines that employees remuneration shall be issued in stocks, the number of dividends shall be determined by dividing the amount of the determined amount of remuneration by the stock market value. Such stock market value shall be determined based on the closing price of the day before the resolution of the shareholders' meeting (and the impact of ex-rights and ex-dividends shall be considered).

3. Information on the proposed distribution of remuneration for employees and directors upon approval of the Board of Directors:

The Board of Directors resolved on February 26, 2024.

(1) The distribution of remuneration for employees and directors at the amount of NT\$20,000,000 respectively.

(2) There is no discrepancy between the above amounts and the expenses on remuneration for employees and the directors, which are NT\$20,000,000 each.

Independent Auditor's Report

To the Board of Directors and Shareholders Fulgent Sun International (Holding) Co., Ltd.:

Opinion

We have audited the consolidated balance sheets of Fulgent Sun International (Holding) Co., Ltd. and its subsidiaries (collectively, the "Group") as of December 31, 2023 and 2022, and the related consolidated statements of comprehensive income, as well as the consolidated statements of changes in equity and cash flows for the years then ended, and the related notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of the year ended December 31, 2023, and 2022, and its consolidated financial performance and consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis of Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Norms of Professional Ethics for Certified Public Accountants in the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter paragraph

As stated in the consolidated financial statements (Note 3(1)), the Group cause of Amendments to IAS 12, 'Deferred tax related to assets and liabilities arising from a single transaction' effective from January 1, 2023, therefore, apply the accounting standards retroactively and adjust the affected items in the previous financial statements. We did not revise the audit opinion because of this.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2023. These matters were addressed in the content of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon. We do not provide a separate opinion on those matters.

Key audit matters for the Group's consolidated financial statements for the year ended December 31, 2023, are stated as follows:

Sales Revenue Recognition

Description

Please refer to the consolidated financial statements (Note 4 (28) and Note 6 (16)) for the accounting policy on sales revenue. The Group is engaged in the production and sale of sports and leisure outdoor shoes. The exporting business is 94% of the consolidated sales revenue of the Group for the year ended December 31, 2023. In terms of the trading conditions of sales revenue, control over the goods is transferred when the exported goods are delivered to the forwarders designated by the customers. The sales revenue recognition date for exporting business will impact the financial statements significantly and involves manual control; therefore, we believe that the correctness of income recognition is one of this year's key audit matters.

Corresponding Audit Procedures

Our audit procedures for the specific aspects described in the key audit matter above are summarized as follows:

1. We understood and evaluated the operating procedures and internal controls for the sale of goods, so as to evaluate the effectiveness of management's control over the recognition of sales revenue.
2. We examined the income recognition of the export business and checked the supporting documents and invoices to ensure the correctness of the sales.
3. We examined the significant export sales returns and checked the sales return documents (credit memos) to confirm the accuracy of income recognition of export business.

Allowance for Inventory Valuation Losses

Description

Please refer to the consolidated financial statements for the accounting policy on inventory evaluation (Note 4(12)), the uncertainty of accounting estimates and assumptions on inventory evaluation (Note 5(2)), and the description of the allowance for inventory valuation losses (Note 6(4)).

The Group measures inventories that are aged over a certain period of time and individually identified with impairment at the lower of cost or net realizable value. The net realizable value used in the evaluation of such inventories often involves subjective judgment. Considering that the Group's allowance for inventory valuation losses has a significant impact on the financial statements, we classify the allowance for inventory valuation losses as one of this year's key audit matters.

Corresponding Audit Procedures

Our audit procedures for the specific aspects described in the key audit matter above are summarized as follows:

1. We understood and evaluated the reasonableness of the Group's subsequent inventory evaluation and provision of obsolescence losses.
2. We reviewed the Group's annual inventory plans and participated in the annual inventory checks to assess the effectiveness of management's differentiation and control over obsolete inventory.
3. We obtained the inventory aging report and checked it against the relevant supporting documents of the inventory change date, and verified whether the aging range of the inventory was correctly classified.
4. We obtained the net realizable value report of various inventories to verify whether the calculation logic was used consistently; we also tested the reference data of the estimated net realizable value of the inventory, including checking the supporting documents such as sales prices and purchase prices, and recalculated and evaluated the rationality of the allowance for inventory valuation losses.

Responsibilities of the Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and applicable IFRS, IAS, IFRIC, and SIC that came into effect as endorsed by the Financial Supervisory Commission of the Republic of China, and for such internal control as management deems necessary to enable the preparation of the consolidated financial statements to be free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the Audit Committee) are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report. Reasonable assurance means a high degree of assurance, but it is not a guarantee that an audit conducted in accordance with the auditing standards accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatements of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis of our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings (including any significant deficiencies in internal control that we identify during our audit).

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended 2023, and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Hua-Ling, Liang and Mei-Lan, Liu.

PricewaterhouseCoopers

Taipei, Taiwan
Republic of China

February 26, 2024

Notes to Readers

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

Fulgent Sun International (Holding) Co., Ltd. and Subsidiaries

Consolidated Balance Sheets

December 31, 2023 and 2022, and January 01, 2022

(Expressed in Thousands of New Taiwan Dollars)

Assets	Notes	December 31, 2023		(adjusted) December 31, 2022		(adjusted) January 1, 2022		
		Amount	%	Amount	%	Amount	%	
Current assets								
1100	Cash and cash equivalents	6(1)	\$ 2,609,321	14	\$ 2,195,379	10	\$ 1,114,952	6
1110	Current financial assets at fair value through profit or loss	6(2)	-	-	27	-	-	-
1170	Accounts receivable, net	6(3)	2,706,739	15	4,229,321	18	3,335,859	19
1200	Other receivables		501,640	3	433,399	2	212,600	1
130X	Inventories	6(4)	2,139,472	11	4,985,071	22	3,897,515	22
1410	Prepayments		65,688	-	83,047	-	181,074	1
1470	Other current assets	6(7) and 8	272,862	1	211,448	1	153,917	1
11XX	Total current assets		<u>8,295,722</u>	<u>44</u>	<u>12,137,692</u>	<u>53</u>	<u>8,895,917</u>	<u>50</u>
Non-current assets								
1510	Non-current financial assets at fair value through profit or loss	6(2)	-	-	5,938	-	7,607	-
1600	Property, plant and equipment	6(5) and 8	8,285,905	45	8,748,836	38	7,320,208	41
1755	Right-of-use assets	6(6)	1,792,630	10	1,800,651	8	1,168,839	7
1780	Intangible assets		12,593	-	16,132	-	11,468	-
1840	Deferred tax assets	6(22)	236,493	1	245,894	1	157,878	1
1900	Other non-current assets	6(7) and 8	58,494	-	111,898	-	138,249	1
15XX	Total non-current assets		<u>10,386,115</u>	<u>56</u>	<u>10,929,349</u>	<u>47</u>	<u>8,804,249</u>	<u>50</u>
1XXX	Total assets		<u>\$ 18,681,837</u>	<u>100</u>	<u>\$ 23,067,041</u>	<u>100</u>	<u>\$ 17,700,166</u>	<u>100</u>

(Continued)

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
 Fulgent Sun International (Holding) Co., Ltd. and Subsidiaries
 Consolidated Balance Sheets
 December 31, 2023 and 2022, and January 01, 2022
 (Expressed in Thousands of New Taiwan Dollars)

Liabilities and Equity	附註	December 31, 2023		(adjusted) December 31, 2022		(adjusted) January 1, 2022		
		Amount	%	Amount	%	Amount	%	
Current liabilities								
2100	Short-term borrowings	6 (8) and 8	\$ 1,685,000	9	\$ 3,476,180	15	\$ 3,122,600	18
2130	Current contract liabilities	6 (16)	36,938	-	76,777	-	76,092	-
2170	Accounts payable		1,301,804	7	2,942,863	13	2,512,476	14
2200	Other payables	6 (9)	1,244,333	7	1,906,178	8	1,374,273	8
2230	Current tax liabilities		516,676	3	602,312	3	158,029	1
2280	Current lease liabilities		41,098	-	19,614	-	14,704	-
2320	Current portion of other long-term liabilities	6 (10)	-	-	26,992	-	489,956	3
2399	Other current liabilities, others		58,135	-	43,752	-	21,358	-
21XX	Total current liabilities		<u>4,883,984</u>	<u>26</u>	<u>9,094,668</u>	<u>39</u>	<u>7,769,488</u>	<u>44</u>
Non-Current liabilities:								
2500	Non-current financial liabilities at fair value through profit or loss		-	-	-	-	700	-
2540	Long-term borrowings		-	-	-	-	100,000	1
2560	Non-current tax liabilities		212,199	1	-	-	-	-
2570	Deferred tax liabilities	6 (22)	151,954	1	159,180	1	69,072	-
2580	Non-current lease liabilities		861,220	5	944,426	4	477,801	3
2600	Other non-current liabilities	6 (11)	200,887	1	209,974	1	208,606	1
25XX	Total non-current liabilities		<u>1,426,260</u>	<u>8</u>	<u>1,313,580</u>	<u>6</u>	<u>856,179</u>	<u>5</u>
2XXX	Total liabilities		<u>6,310,244</u>	<u>34</u>	<u>10,408,248</u>	<u>45</u>	<u>8,625,667</u>	<u>49</u>
Equity attributable to owners of the parent company								
	Share capital	6 (13)						
3110	Ordinary share		1,909,899	10	1,907,235	8	1,861,950	11
	Capital surplus	6 (14)						
3200	Capital surplus		5,701,867	31	5,677,352	25	5,256,344	29
	Retained earnings	6 (15)						
3310	Legal reserve		1,209,683	6	907,119	4	684,352	4
3320	Special reserve		474,813	3	554,857	2	975,266	5
3350	Unappropriated retained earnings		3,826,489	20	4,073,113	18	1,264,003	7
	Other equity							
3400	Other equity interest		(693,575)	(4)	(403,300)	(2)	(927,442)	(5)
3500	Treasury shares	6 (13)	(57,583)	-	(57,583)	-	(57,583)	-
31XX	Total equity attributable to owners of the parent company		<u>12,371,593</u>	<u>66</u>	<u>12,658,793</u>	<u>55</u>	<u>9,056,890</u>	<u>51</u>
36XX	Non-controlling interests		<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>17,609</u>	<u>-</u>
3XXX	Total Equity		<u>12,371,593</u>	<u>66</u>	<u>12,658,793</u>	<u>55</u>	<u>9,074,499</u>	<u>51</u>
	Significant Contingent Liabilities and Unrecognized Contract Commitments	9						
	Significant Events after the End of the Reporting Period	11						
3X2X	Liabilities and total equity		<u>\$ 18,681,837</u>	<u>100</u>	<u>\$ 23,067,041</u>	<u>100</u>	<u>\$ 17,700,166</u>	<u>100</u>

The attached annex to the consolidated financial statements is part of this consolidated financial report. Please refer to it.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
 Fulgent Sun International (Holding) Co., Ltd. and Subsidiaries
 Consolidated Statements of Comprehensive Income
 For the Years ended December 31, 2023 and 2022
 (Expressed in Thousands of New Taiwan Dollars, except for Earnings Per Common Share)

Item	Notes	2023		(adjusted) 2022	
		Amount	%	Amount	%
4000 Operating revenue	6(16)	\$ 16,893,226	100	\$ 24,181,233	100
5000 Operating costs	6(4)	(13,698,439)	(81)	(18,595,052)	(77)
5950 Gross profit from operations		<u>3,194,787</u>	<u>19</u>	<u>5,586,181</u>	<u>23</u>
Operating expenses	6(21)				
6100 Selling expenses		(269,330)	(2)	(434,078)	(2)
6200 Administrative expenses		(941,012)	(5)	(1,086,916)	(4)
6300 Research and development expenses		(180,326)	(1)	(229,542)	(1)
6450 Expected credit Impairment gain	12(2)	<u>1,677</u>	<u>-</u>	<u>13,580</u>	<u>-</u>
6000 Total operating expenses		(1,388,991)	(8)	(1,736,956)	(7)
6900 Net operating income		<u>1,805,796</u>	<u>11</u>	<u>3,849,225</u>	<u>16</u>
Non-operating income and expenses					
7100 Interest income	6(17)	58,388	-	12,012	-
7010 Other income	6(18)	121,875	1	92,247	-
7020 Other gains and losses	6(19)	132,687	1	510,378	2
7050 Finance costs	6(20)	(78,093)	(1)	(85,495)	-
7000 Total non-operating income and expenses		<u>234,857</u>	<u>1</u>	<u>529,142</u>	<u>2</u>
7900 Profit before tax		<u>2,040,653</u>	<u>12</u>	<u>4,378,367</u>	<u>18</u>
7950 Income tax expenses	6(22)	(543,675)	(3)	(982,624)	(4)
8200 Profit		<u>\$ 1,496,978</u>	<u>9</u>	<u>\$ 3,395,743</u>	<u>14</u>
Other comprehensive income, net					
Items that may be subsequently reclassified to profit or loss					
8361 Exchange differences on translation		(\$ 290,275)	(2)	\$ 524,233	2
8300 Other comprehensive income, net		<u>(\$ 290,275)</u>	<u>(2)</u>	<u>\$ 524,233</u>	<u>2</u>
8500 Total comprehensive income		<u>\$ 1,206,703</u>	<u>7</u>	<u>\$ 3,919,976</u>	<u>16</u>
Profit attributable to:					
8610 Owners of the parent company		<u>\$ 1,496,978</u>	<u>9</u>	<u>\$ 3,395,778</u>	<u>14</u>
8620 Non-controlling interests		<u>\$ -</u>	<u>-</u>	<u>(\$ 35)</u>	<u>-</u>
Comprehensive income attributable to:					
8710 Owners of the parent		<u>\$ 1,206,703</u>	<u>7</u>	<u>\$ 3,919,920</u>	<u>16</u>
8720 Non-controlling interests		<u>\$ -</u>	<u>-</u>	<u>\$ 56</u>	<u>-</u>
Basic earnings per share	6(23)				
9750 Total basic earnings per share		<u>\$</u>	<u>7.87</u>	<u>\$</u>	<u>18.10</u>
Diluted earnings per share					
9850 Total diluted earnings per share		<u>\$</u>	<u>7.86</u>	<u>\$</u>	<u>17.85</u>

The attached annex to the consolidated financial statements is part of this consolidated financial report. Please refer to it.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
 Fulgent Sun International (Holding) Co., Ltd. and Subsidiaries
 Consolidated Statements of Changes in Equity
 For the Years ended December 31, 2023 and 2022
 (Expressed in Thousands of New Taiwan Dollars)

	Notes	Equity Attributed to Owners of Parent							Non-controlling Interests	Total Equity	
		Ordinary share	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Retained Earnings	Exchange Differences on Translation of Foreign Financial Statements	Treasury shares			Total
Balance at January 1, 2022 (adjusted)		\$ 1,861,950	\$ 5,256,344	\$ 684,352	\$ 975,266	\$ 1,231,980	(\$ 927,442)	(\$ 57,583)	\$ 9,024,867	\$ 17,609	\$ 9,042,476
Effects of retrospective application to IAS 12	3(1)	-	-	-	-	32,023	-	-	32,023	-	32,023
Equity at beginning of period after adjustments		1,861,950	5,256,344	684,352	975,266	1,264,003	(927,442)	(57,583)	9,056,890	17,609	9,074,499
Profit for the period		-	-	-	-	3,395,778	-	-	3,395,778	(35)	3,395,743
Other comprehensive income		-	-	-	-	-	524,142	-	524,142	91	524,233
Total comprehensive income		-	-	-	-	3,395,778	524,142	-	3,919,920	56	3,919,976
Distribution of earnings for the second half year of 2021	6(15)										
Legal reserve appropriated		-	-	72,997	-	(72,997)	-	-	-	-	-
Reversal of special reserve		-	-	-	(47,824)	47,824	-	-	-	-	-
Cash dividends of ordinary shares		-	-	-	-	(556,605)	-	-	(556,605)	-	(556,605)
Distribution of earnings for the first half year of 2022	6(15)										
Legal reserve appropriated		-	-	149,770	-	(149,770)	-	-	-	-	-
Reversal of special reserve		-	-	-	(372,585)	372,585	-	-	-	-	-
Cash dividends of ordinary shares		-	-	-	-	(227,705)	-	-	(227,705)	-	(227,705)
Conversion of convertible bonds	6(10)(13)(14)(24)	45,285	421,008	-	-	-	-	-	466,293	-	466,293
Changes in non-controlling interests		-	-	-	-	-	-	-	-	(17,665)	(17,665)
Balance at December 31, 2022		\$ 1,907,235	\$ 5,677,352	\$ 907,119	\$ 554,857	\$ 4,073,113	(\$ 403,300)	(\$ 57,583)	\$ 12,658,793	\$ -	\$ 12,658,793
Balance at January 1, 2023 (adjusted)		\$ 1,907,235	\$ 5,677,352	\$ 907,119	\$ 554,857	\$ 4,073,113	(\$ 403,300)	(\$ 57,583)	\$ 12,658,793	\$ -	\$ 12,658,793
Profit for the period		-	-	-	-	1,496,978	-	-	1,496,978	-	1,496,978
Other comprehensive loss		-	-	-	-	-	(290,275)	-	(290,275)	-	(290,275)
Total comprehensive income (loss)		-	-	-	-	1,496,978	(290,275)	-	1,206,703	-	1,206,703
Distribution of earnings for the second half year of 2022	6(15)										
Legal reserve appropriated		-	-	189,788	-	(189,788)	-	-	-	-	-
Reversal of special reserve		-	-	-	(151,556)	151,556	-	-	-	-	-
Cash dividends of ordinary shares		-	-	-	-	(1,140,422)	-	-	(1,140,422)	-	(1,140,422)
Distribution of earnings for the first half year of 2023	6(15)										
Legal reserve appropriated		-	-	112,776	-	(112,776)	-	-	-	-	-
Special reserve appropriated		-	-	-	71,512	(71,512)	-	-	-	-	-
Cash dividends of ordinary shares		-	-	-	-	(380,660)	-	-	(380,660)	-	(380,660)
Conversion of convertible bonds	6(10)(13)(14)(24)	2,664	24,515	-	-	-	-	-	27,179	-	27,179
Balance at December 31, 2023		\$ 1,909,899	\$ 5,701,867	\$ 1,209,683	\$ 474,813	\$ 3,826,489	(\$ 693,575)	(\$ 57,583)	\$ 12,371,593	\$ -	\$ 12,371,593

The attached annex to the consolidated financial statements is part of this consolidated financial report. Please refer to it.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
Fulgent Sun International (Holding) Co., Ltd. and Subsidiaries
Consolidated Statement of Cash Flows
For the Year ended December 31, 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars)

	Notes	2023	2022
<u>Cash flows from operating activities</u>			
Profit before tax		\$ 2,040,653	\$ 4,378,367
Adjustments			
Adjustments to reconcile profit or loss			
Depreciation expense	6(5) (6) (21)	1,045,811	948,611
Amortization expense	6(21)	21,046	17,307
Expected credit (gain) loss	12(2)	(1,677)	(13,580)
Net loss on financial assets or liabilities at fair value through profit or loss	6(2) (19)	(8,376)	591
Interest expense	6(20)	78,093	85,495
Interest income	6(17)	(58,388)	(12,012)
(Gain) loss on disposal of property, plant, and equipment	6(19)	(3,820)	1,892
Changes in operating assets and liabilities			
Net changes in operating assets			
Accounts receivable		1,465,430	(606,804)
Other receivables		(69,834)	(201,298)
Inventories		2,861,740	(729,575)
Prepayments		16,662	107,091
Other current assets		13,115	(2,116)
Changes in operating liabilities			
Contract liabilities		35,400	71,871
Accounts payable		(1,629,629)	257,853
Other payables		(434,049)	284,590
Other current liabilities		15,000	20,308
Other non-current liabilities		(3,104)	(3,142)
Cash flows generated from operating		5,384,073	4,605,449
Interest received		57,973	11,682
Interest paid		(73,168)	(69,622)
Income tax paid		(420,469)	(551,172)
Net cash flows generated from operating activities		4,948,409	3,996,337

(Continuing)

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
Fulgent Sun International (Holding) Co., Ltd. and Subsidiaries
Consolidated Statement of Cash Flows
For the Year ended December 31, 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars)

	Notes	2023	2022
<u>Cash flows from investing activities</u>			
Acquisition of financial assets at amortized cost		(\$ 87,012)	(\$ 59,466)
Proceeds from disposal of financial assets at fair value through profit or loss		14,341	-
Acquisition of property, plant and equipment	6(24)	(955,924)	(1,552,405)
Proceeds from disposal of property, plant and equipment		18,307	11,526
Increase in refundable deposits		(12,026)	(18,613)
Acquisition of intangible assets		(479)	(7,133)
Acquisition of use-of-right assets	6(6)	(98,357)	(66,806)
Decrease in other non-current assets		439	21,189
Net cash flows used in investing activities		(1,120,711)	(1,671,708)
<u>Cash flows from financing activities</u>			
Increase in short -term borrowings	6(25)	19,267,429	30,749,362
Decrease in short -term borrowings	6(25)	(21,085,586)	(30,737,928)
Repayments of long-term borrowings	6(25)	-	(107,836)
Payments of lease liabilities	6(6)(25)	(64,452)	(19,713)
Cash dividends paid	6(15)(25)	(1,368,127)	(784,813)
Changes in non-controlling interests		-	(17,665)
Net cash flows used in financing activities		(3,250,736)	(918,593)
Effects of exchange rate changes		(163,020)	(325,609)
Net increase in cash and cash equivalents		413,942	1,080,427
Cash and cash equivalents at beginning of the year		2,195,379	1,114,952
Cash and cash equivalents at end of the year		\$ 2,609,321	\$ 2,195,379

The attached annex to the consolidated financial statements is part of this consolidated financial report. Please refer to it.

Fulgent Sun International (Holding) Co., Ltd.
2023 Earnings Distribution Table

Unit: NTD

Item	Amount	
Undistributed earnings at the beginning of the period		2,862,242,680
Add: Net income for 2023		1,496,977,996
Add: Retrospective application of IAS 12 retained earnings adjustments		32,216,117
Subtotal		4,391,436,793
Less: 10% as legal surplus reserve		(152,919,411)
Set aside in the first half of 2023	(112,775,930)	
Set aside in the second half of 2023	(40,143,481)	
Less: Special surplus reserve		(290,274,241)
Set aside in the first half of 2023	(71,512,894)	
Set aside in the second half of 2023	(218,761,347)	
Distributable earnings		3,948,243,141
In the form of:		
Cash dividends on common shares in the first half of 2023 (NT\$2.0 per share)	(380,659,744)	
Cash dividends on common shares in the second half of 2023 (NT\$3.0 per share)	(570,989,616)	
Total distributed earnings		(951,649,360)
Undistributed earnings at the end of the period		2,996,593,781

Note 1: Cash dividends are distributed upon resolution of the Board of Directors and reported in the annual shareholders' meeting.

Note 2: For the cash dividends on common shares in the above table, dividends per share are calculated based on a total of 190,329,872 shares from the current paid-in capital of 190,989,872 common shares net of 660,000 treasury shares. In case of a change in the dividend yield caused by other laws and regulations, the Chairman is authorized to resolve at his discretion.

Chairman: Wen-Chih, Lin President: Fang-Chu, Liao Principal Accounting Officer: Chien-Chao, Hung

Fulgent Sun International (Holding) Co., Ltd.
 Comparison of Provisions Before and After Amendments to the Rules of Procedure for
 Shareholders Meetings

Current Articles	Amended Articles	Explanations
<p>Article 2</p> <p>Paragraph 1 omitted</p> <p>Unless otherwise provided by the company’s article of incorporation or law and regulation, the company’s shareholders meetings shall be convened by the board of directors.</p> <p>Omitted hereinafter.</p>	<p>Article 2</p> <p>Paragraph 1 omitted</p> <p>Unless otherwise provided by the company’s article of incorporation or law and regulation, the company’s shareholders meetings shall be convened by the board of directors.</p> <p><u>When a virtual-only shareholders meeting is held by the company, unless otherwise specified in the “Regulations Governing the Administration of Shareholder Services of Public Companies,” it should be stated in the articles of Association and resolved by the board of directors; also, the virtual-only shareholders meeting should be resolved with the consent of the majority directors present in the meeting that is attended by more than two-thirds of the directors.</u></p> <p>Omitted hereinafter.</p>	<p>Amendments to the provisions were made in accordance with the “Comparison of Provisions before and After Amendments” of Taiwan Stock Exchange Corporation (TWSE) with the Tai-Jen-Tzi-Li-Zi No. 1120004167 Letter issued on March 17, 2023.</p>

Current Articles	Amended Articles	Explanations
<p>Article 5-1</p> <p>When a virtual-only shareholders meeting is convened by the company, the following matters should be stated in the notice of shareholders meeting:</p> <p>Paragraph 1 and 2 omitted</p> <p>3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online shall be specified.</p>	<p>Article 5-1</p> <p>When a virtual-only shareholders meeting is convened by the company, the following matters should be stated in the notice of shareholders meeting:</p> <p>Paragraph 1 and 2 omitted</p> <p>3. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online shall be specified. <u>Except for the circumstances set out in Article 44-9, paragraph 6 of the “Regulations Governing the Administration of Shareholder Services of Public Companies,” the shareholders should be at least provided with connection facilities and necessary assistance, and should specify the period during which shareholders may apply to the company and other related matters requiring attention.</u></p>	<p>Amendments to the provisions were made in accordance with the “Comparison of Provisions before and After Amendments” of Taiwan Stock Exchange Corporation (TWSE) with the Tai-Jen-Tzi-Li-Zi No. 1120004167 Letter issued on March 17, 2023.</p>
<p>Article 21</p> <p>When the company convenes a virtual-only shareholders meeting, it furthermore shall specify appropriate alternative measures available to shareholders who have difficulty taking part in a virtual shareholders' meeting.</p>	<p>Article 21</p> <p>When the company convenes a virtual-only shareholders meeting, it furthermore shall specify appropriate alternative measures available to shareholders who have difficulty taking part in a virtual shareholders' meeting. <u>Except for the circumstances set out in Article 44-9, paragraph 6 of the “Regulations Governing the Administration of Shareholder Services of Public Companies,” the shareholders should be at least provided with connection facilities and necessary assistance, and should specify the period during which shareholders may apply to the company and other related matters requiring attention.</u></p>	<p>Amendments to the provisions were made in accordance with the “Comparison of Provisions before and After Amendments” of Taiwan Stock Exchange Corporation (TWSE) with the Tai-Jen-Tzi-Li-Zi No. 1120004167 Letter issued on March 17, 2023.</p>

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

AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

FULGENT SUN INTERNATIONAL (HOLDING) CO., LTD.
(adopted by a special resolution passed on May 27, 2024)

**THE COMPANIES ACT (AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION
OF
FULGENT SUN INTERNATIONAL (HOLDING) CO., LTD.**

(adopted by a special resolution passed on May 27, 2024)

1. The name of the Company is **Fulgent Sun International (Holding) Co., Ltd.**
2. The registered office of the Company shall be at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, or at such other place as the Board may from time to time decide.
3. The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Act (As Revised) or as the same may be revised from time to time, or any other law of the Cayman Islands.
4. The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.
5. The share capital of the Company is New Taiwan Dollars 3,000,000,000 divided into 300,000,000 shares of a par value of New Taiwan Dollars 10.00 each.
6. The Company has power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.
7. 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.

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

AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF
FULGENT SUN INTERNATIONAL (HOLDING) CO., LTD.
(adopted by a special resolution passed on May 27, 2024)

1 Interpretation

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

"Applicable Public Company Rules" means the ROC laws, rules and regulations (including, without limitation, the Company Act, the Securities and Exchange Act, the rules and regulations promulgated by the FSC, and the rules and regulations promulgated by the TSE, as amended from time to time) affecting public companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as applicable to the Company.

"Articles" means these articles of association of the Company.

"Audit Committee" means the audit committee under the Board, which shall comprise solely of Independent Directors of the Company.

"Board" means the board of directors appointed or elected pursuant to the Articles and acting at a meeting of directors at which there is a quorum in accordance with the Articles.

"Book Closure Period" means a certain period of time that the Board closes the Register of Members for transfers as prescribed by the Applicable Public Company Rules for the purpose of (i) determining the Members entitled to receive notice(s) of, to attend at and to vote at any general meeting; (ii) determining the Members entitled to receive payment of any Dividend or other distribution; (iii) determining the Members for any other purpose.

"Capital Redemption Reserve" means a reserve established by the Company for the purpose of section 37(4) of the Statute which shall comprise of, inter alia, (i) where Shares of the Company are redeemed or purchased wholly out of the Company's profits, amounts by which the Company's issued share capital is diminished in accordance with section 37(3)(g) of the Statute on cancellation of the Shares redeemed or purchased; (ii) where Shares of the Company are redeemed or purchased wholly or partly out of the proceeds of a fresh issue and the aggregate amount of those proceeds is

less than the aggregate nominal value of the Shares redeemed or purchased, the amount of such difference, unless section 37(4)(c) of the Statute applies; (iii) where Shares of the Company are redeemed or purchased out of capital and the capital payment for Shares redeemed or purchased and cancelled is less than their nominal amount, the amount of such difference, subject to section 37(5)(f) of the Statute; subject to any reduction in accordance with section 37(5)(e) of the Statute and other provisions of the Statute.

"Capital Reserve"	means the premium paid on the issuance of any Share and income from endowments received by the Company.
"Cayman Merger"	means the merger or consolidation as defined in the Statute.
"Chairman"	means the Director elected amongst all the Directors as the chairman of the Board.
"Company"	means the above named company.
"Compensation Committee"	means the compensation committee to be established by the Board, which shall comprise of professional individuals and have the functions prescribed by the Applicable Public Company Rules.
"Directors"	means the directors for the time being of the Company and shall include any and all Independent Director(s).
"Dividend"	means any dividend (whether interim or final) resolved to be paid on Shares pursuant to the Articles.
"Electronic Record"	has the same meaning as in the Electronic Transactions Act.
"Electronic Transactions Act"	means the Electronic Transactions Act (As Revised) of the Cayman Islands.
"FSC"	means the Financial Supervisory Commission of the ROC.
"Independent Directors"	means the Directors who are elected as "Independent Directors" for the purpose of the Applicable Public Company Rules.
"Listed Company"	means the public company whose shares are listed on TSE for trading.
"Member"	has the same meaning as in the Statute.
"Memorandum"	means the memorandum of association of the Company.
"Market Observation Post System"	means the public company reporting system maintained by the TSE.
"Ordinary Resolution"	means a resolution passed by a simple majority of the Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting. In computing the majority when a poll is demanded regard shall be had to the number of votes to which each Member is entitled by the Articles.
"OTC Company"	means the public company whose shares are listed on TPEx for trading.
"Register of Members"	means the register of members maintained in accordance with the Statute and includes (except where otherwise stated) any duplicate

	Register of Members.
"Registered Office"	means the registered office for the time being of the Company.
"ROC"	means Taiwan, the Republic of China.
"Seal"	means the common seal of the Company and includes every duplicate seal.
"Share" and "Shares"	means a share or shares in the Company.
"Special Resolution"	has the same meaning as in the Statute.
"Statute"	means the Companies Act (As Revised) of the Cayman Islands and every modification, re-enactment or revision thereof for the time being in force.
"Subsidiary"	means, with respect to any company, (i) the entity, more than one half of whose total number of the outstanding voting shares or the total amount of the capital stock are directly or indirectly held by such company; (ii) the entity that such company has a direct or indirect control over its personnel, financial or business operation; (iii) the entity, one half or more of whose executive shareholders or board directors are concurrently acting as the executive shareholders or board directors of such company; and (iv) the entity, one half or more of whose total number of outstanding voting shares or the total amount of the capital stock are held by the same shareholder(s) of such company.
"Supermajority Resolution"	means a resolution passed by a majority vote of the Members at a general meeting attended by Members who represent two-thirds or more of the total outstanding Shares or, if the total number of Shares represented by the Members present at the general meeting is less than two-thirds of the total outstanding Shares, but more than one half of the total outstanding Shares, means instead, a resolution passed by two-thirds or more of votes cast by the Members present at such general meeting.
"TDCC"	means the Taiwan Depository & Clearing Corporation.
"TPEX"	means the Taipei Exchange.
"Treasury Shares"	means a Share held in the name of the Company as a treasury share in accordance with the Statute.
"TSE"	means the Taiwan Stock Exchange.

1.2 In these Articles:

- (a) words importing the singular number include the plural number and vice versa;
- (b) words importing the masculine gender include the feminine gender;
- (c) words importing persons include corporations;
- (d) "written" and "in writing" include all modes of representing or reproducing words in visible form, including in the form of an Electronic Record;

- (e) references to provisions of any law or regulation shall be construed as references to those provisions as amended, modified, re-enacted or replaced from time to time;
- (f) any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;
- (g) headings are inserted for reference only and shall be ignored in construing these Articles; and
- (h) Section 8 of the Electronic Transactions Act shall not apply.

2 Commencement of Business

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

3 Issue of Shares

- 3.1 Subject to the provisions, if any, in the Memorandum (and to any direction that may be given by the Company in general meeting) and these Articles, and without prejudice to any rights attached to any existing Shares, the Board may allot, issue, grant options over or otherwise dispose of Shares with or without preferred, deferred or other rights or restrictions, whether in regard to Dividend or other distribution, voting, return of capital or otherwise and to such persons, at such times and on such other terms as they think proper, and may also (subject to the Statute and the Articles) vary such rights; provided that no Share shall be issued at a discount except in accordance with the Statute.
- 3.2 The issue of new Shares shall be approved by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors and shall at all times be subject to the sufficiency of the authorized share capital of the Company.
- 3.3 Where the Company increases its issued share capital by issuing new Shares for cash consideration in the ROC, the Company shall allocate 10% of the total amount of the new Shares to be issued, for public offering in the ROC, unless it is deemed as either unnecessary or inappropriate by the FSC or TSE for the Company to conduct the aforementioned public offering. Any percentage higher than the aforementioned 10% as resolved by a general meeting for public offering in the ROC shall prevail. The Company may also reserve up to 15% of the total amount of such newly issued Shares for subscription by the employees of the Company and its Subsidiaries.
- 3.4 Unless otherwise resolved by the Members at a general meeting by Ordinary Resolution, where the Company increases its issued share capital by issuing new Shares for cash consideration, the Company shall make a public announcement and notify each Member that he/she/it is entitled to exercise a pre-emptive right to purchase his/her/its pro rata

portion of the remaining new Shares (after allocation of the public offering portion and the employee subscription portion in Article 3.3) issued in the capital increase for cash consideration. The Company shall state in such announcement and notices to the Members that if any Member fails to subscribe his/her/its pro rata portion of such remaining newly-issued Shares within the prescribed period, such Member shall be deemed to forfeit his/her/its pre-emptive right to subscribe such newly-issued Shares. In the event that the number of Shares held by a Member is insufficient for such Member to exercise the pre-emptive right to subscribe one newly-issued Share, Shares held by several Members may be calculated together for joint subscription of newly-issued Shares or for subscription of newly-issued Shares in the name of a single Member pursuant to the Applicable Public Company Rules. If the total number of the new Shares to be issued has not been fully subscribed by the Members within the prescribed period, the Company may consolidate such Shares into the public offering tranche or offer any un-subscribed new Shares to a specific person or persons according to the Applicable Public Company Rules.

3.5 The Company may issue new Shares with restricted rights ("Restricted Shares") solely to employees of the Company and its Subsidiaries by Supermajority Resolution provided that Article 3.3 and Article 3.4 hereof shall not apply. For so long as the Shares are listed on the TSE, the terms of issue of Restricted Shares, including but not limited to the number, issue price, issue conditions and other related matters, shall comply with the Applicable Public Company Rules.

3.6 The pre-emptive right of Members under Article 3.4 shall not apply in the event that new Shares are issued:

- (a) in connection with any reorganization of the Company;
- (b) in connection with meeting the Company's obligations under share subscription warrants and/or options, including those issued under in Article 3.8 and Article 3.10 hereof;
- (c) in connection with the issue of Restricted Shares in accordance with Article 3.5 hereof;
- (d) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to subscribe for Shares;
- (e) in connection with meeting the Company's obligations under preferred shares vested with rights to subscribe for Shares; or
- (f) in connection with private placement of the securities issued by the Company.

3.6.1 The pre-emptive right of the employees of the Company under Article 3.3 and the pre-emptive right of Members under Article 3.4 shall not apply in the event that new Shares are issued:

- (a) in connection with a merger with another company, or for the merger between the Subsidiary of the Company and other companies, or the Spin-off of the Company;
- (b) in connection with the Shares issued for being acquired;

- (c) in connection with acquisition of issued Shares, business, or assets of another company; or
- (d) in connection with share swap.

Any new Shares issued under this Article may be paid up in cash or assets required in the business of the Company.

- 3.7 The Company shall not issue any unpaid Shares or partly paid-up shares. When the total number of Shares in the issuance of new Shares has been subscribed to in full, the Company shall immediately press each of the subscribers for payment. Where share certificates are issued above the par value thereof, the amount in excess of such value shall be collected at the same time with the payment for Shares. Where subscriber delays payment for Shares as provided in this Article, the Company shall fix a period of not less than one month and call upon each subscriber to pay up, declaring that in case of default of payment within the stipulated period their right shall be forfeited. After the Company has made the aforesaid call, the subscribers who fail to pay accordingly shall forfeit their rights and the Shares subscribed to by them shall be otherwise sold. Under the aforesaid circumstances, compensation for loss or damage, if any, may still be claimed against such defaulting subscribers.
- 3.8 Notwithstanding Article 3.5 hereof, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt one or more incentive programmes and may issue Shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries.
- 3.9 Options, warrants or other similar instruments issued in accordance with Article 3.8 above are not transferable save by inheritance.
- 3.10 The Company may enter into agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 3.8 above, whereby employees may subscribe, within a specific period, a specific number of the Shares. The terms and conditions of such agreements shall be no less restrictive on relevant employee than the terms specified in the applicable incentive programme.
- 3.11 The Company shall not issue Shares to bearer.
- 3.12 The Company may issue Shares with rights which are preferential to those of ordinary Shares issued by the Company ("**Preferred Shares**") with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of Directors and with the approval of a Special Resolution. Prior to the issuance of any Preferred Shares approved pursuant to this Article, the Articles shall be amended to set forth the rights and obligations of the Preferred Shares, including but not limited to the following terms and provided that such rights and obligations of the Preferred Shares shall not contradict the mandatory provisions of the Applicable Public Company Rules regarding the rights and obligations of such Preferred Shares, and the same shall apply to any variation of rights of Preferred Shares:

- (a) order, fixed amount or fixed ratio of allocation of dividends and bonus on Preferred Shares;
- (b) order, fixed amount or fixed ratio of allocation of surplus assets of the Company;
- (c) order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of the holders of Preferred Shares;
- (d) the method by which the Company is authorized or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply; and
- (e) other matters concerning rights and obligations incidental to Preferred Shares.

3.13 Subject to the Statute and Applicable Public Company Rules, any proposal to issue employee stock options to any employee of the Company and its Subsidiaries by the Company, with the exercise price lower than the closing price of the Shares listed on the TSE as of the issuing date of such options, shall be approved by a resolution passed by two-thirds or more of the Members present at the general meeting who represent a majority of the total outstanding Shares as at the date of such general meeting, which may be offered in different tranches within one year of the date of the general meeting approving such issuance. The handbook of the general meeting shall specify the following matters, which may not be made by an ad hoc motion:

- (a) the total number of employee stock options to be issued, the number of Shares subscribable per stock option, and the number of new Shares to be issued to cover exercise of the options or the number of the Treasury Shares to be repurchased in accordance with the provisions of the Applicable Public Company Rules;
- (b) the basis and reasonableness of the determined exercise price;
- (c) the number, purpose and reasonableness of the share transfer;
- (d) conditions for and number of Shares to be subscribed by relevant employees; and
- (e) any effect on the Members' rights, including:
 - (i) the amount which may be recorded as expenses and any dilution on retained earnings per Share; and
 - (ii) any financial burden on the Company where issued Shares will be used to cover the exercise of employee stock options.

4 Register of Members

4.1 The Directors shall keep, or cause to be kept, the Register of Members at such place as the Directors may from time to time determine and, in the absence of any such determination, the Register of Members shall be kept at the Registered Office.

4.2 If the Directors consider it necessary or appropriate, the Company may establish and maintain a branch register or registers of members at such location or locations within or outside the Cayman Islands as the Directors think fit. The principal register and the branch register(s) shall together be treated as the Register of Members for the purposes of the Articles.

4.3 For so long as any Shares are listed on the TSE, title to such listed Shares may be evidenced and transferred in accordance with the laws applicable to and the rules and

regulations of the TSE that are or shall be applicable to such listed Shares and the Register of Members maintained by the Company in respect of such listed Shares may be kept by recording the particulars required by section 40 of the Statute in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the TSE that are or shall be applicable to such listed Shares.

5 Closing Register of Members or Fixing Record Date

5.1 For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend or other distribution, or in order to make a determination of Members for any other purpose, the Board may provide that the Register of Members shall be closed for transfers for a stated period as prescribed by the Applicable Public Company Rules.

5.2 In lieu of, or apart from, closing the Register of Members, the Board may fix in advance or arrears a date as the record date for any such determination of Members entitled to notice of, or to vote at any meeting of the Members or any adjournment thereof, or for the purpose of determining the Members entitled to receive payment of any Dividend or other distribution, or in order to make a determination of Members for any other purpose.

5.3 If the Register of Members is not so closed and no record date is fixed for the determination of Members entitled to notice of, or to vote at, a meeting of Members or Members entitled to receive payment of a Dividend or other distribution, the date on which notice of the meeting is sent or the date on which the resolution of the Board resolving to pay such Dividend or other distribution is passed, as the case may be, shall be the record date for such determination of Members. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this Article, such determination shall apply to any adjournment thereof.

6 Certificates for Shares

6.1 Subject to the provisions of the Statute, the Company shall issue shares without printing share certificates for the Shares issued. So long as the Shares are listed on the TSE, notwithstanding anything contained in these Articles and subject always to the law of the Cayman Islands, the details regarding such issue of shares shall be recorded by TDCC in accordance with the Applicable Public Company Rules, and the Company shall recognize as a Member each person identified as a holder of a Share in the records provided by the TDCC to the Company and such records shall form part of the Register of Members. A Member shall only be entitled to a share certificate if the Board resolves that share certificates shall be issued. Share certificates representing Shares, if any, shall be in such form as the Board may determine. Share certificates shall be signed by one or more Directors or other person authorised by the Board. The Board may authorise certificates to be issued with the authorised signature(s) affixed by mechanical process. All certificates for Shares shall be consecutively numbered or otherwise identified and shall specify the

Shares to which they relate. All certificates surrendered to the Company for transfer shall be cancelled and subject to these Articles no new certificate shall be issued until the former certificate representing a like number of relevant Shares shall have been surrendered and cancelled.

- 6.2 The Company shall not be bound to issue more than one certificate for Shares held jointly by more than one person and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.
- 6.3 If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and on the payment of such expenses reasonably incurred by the Company in investigating evidence, as the Board may prescribe, and (in the case of defacement or wearing out) upon delivery of the old certificate.
- 6.4 Every share certificate sent in accordance with the Articles will be sent at the risk of the Member or other person entitled to the certificate. The Company will not be responsible for any share certificate lost or delayed in the course of delivery.
- 1.2 6.5 In the event that the Board resolves share certificate shall be issued, the Company shall deliver the share certificates to the subscribers within thirty days from the date such Shares may be issued pursuant to the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such share certificate pursuant to the Applicable Public Company Rules.

7 Transfer of Shares

- 7.1 Subject to Article 3.1, Shares are transferable.
- 7.2 The instrument of transfer of any Share shall be in writing and shall be executed by or on behalf of the transferor (and if the Board so requires, signed by or on behalf of the transferee). The transferor shall be deemed to remain the holder of a Share until the name of the transferee is entered in the Register of Members.
- 7.3 Notwithstanding the foregoing, transfers of Shares which are listed on the TSE may be effected by any method of transferring or dealing securities permitted by the TSE which is in accordance with the Applicable Public Company Rules and which has been approved by the Board for such purpose.

8 Redemption and Repurchase of Shares

- 8.1 Subject to the provisions of the Statute, the Company may issue Shares that are to be redeemed or are liable to be redeemed at the option of the Member or the Company. The redemption of such Shares shall be effected in such manner as the Company may, by Special Resolution, determine before the issue of the Shares.
- 8.2 Subject to the provisions of the Statute, these Articles and the Applicable Public Company Rules, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, purchase its own Shares (including any redeemable Shares) provided that the Members shall have approved the manner of purchase by Ordinary Resolution or the manner of purchase shall be in

accordance with Article 8.4 hereof.

- 8.3 In the event that the Company proposes to purchase any Share listed on the TSE pursuant to the preceding Article, the approval of the Board and the implementation thereof should be reported to the Members at the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall also apply even if the Company does not implement the proposal to purchase its Shares listed on the TSE for any reason.
- 8.4 For so long as the Shares are listed on the TSE, the Company is authorised to purchase any Share listed on the TSE in accordance with the following manner of purchase:
- (a) the total price of the Shares purchased by the Company shall not exceed the sum of retained earnings minus earnings distribution resolved by the Board or the general meeting, plus the following realized capital reserve:
 - (i) the premium received from the disposal of assets that has not been booked as retained earnings;
 - (ii) the premium received from the issuance of any Share and income from endowments received by the Company;
 - (b) the maximum number of Shares purchased by the Company shall not exceed ten percent of the total number of issued and outstanding Shares of the Company; and
 - (c) the purchase shall be at such time, at such price and on such other terms as determined and agreed by the Board in its sole discretion provided however that:
 - (i) such purchase transactions shall be in accordance with the Applicable Public Company Rules; and
 - (ii) such purchase transactions shall be in accordance with the Statute.
- 8.5 The Company may make a payment in respect of the redemption or purchase of its own Shares in any manner permitted by the Statute, including out of capital.
- 8.6 Subject to the Statute and Applicable Public Company Rules, the Company may by Ordinary Resolution redeem or purchase its own Shares by reducing and making payment out of its share capital. Any such redemption or purchase and the payment out of share capital must be made to all Members pro rata based on the percentage of shareholdings of the Members, unless otherwise provided for in the Statute or the Applicable Public Company Rules. Prior to the passing of the Ordinary Resolution in accordance with this Article 8.6, the Company shall (i) prepare a balance sheet and an inventory of its property; (ii) give notice of the proposed resolution to each creditor of the Company and make a public announcement in respect of the proposed resolution; and (iii) fix a period of not less than thirty days within which the creditors of the Company may raise their objections, if any, to such resolution. Upon approval by Ordinary Resolution, the Company may make payments to any Member in proportion to their respective shareholdings in the Company either by cash or by distribution of specific assets of the Company, provided however, that where assets other than cash are distributed to the Members, the type of assets, the value of the assets and the corresponding amount of such substitutive distribution shall be (a) assessed by an ROC certified public accountant before being submitted to the Members for approval; (b) approved by the Members by Ordinary Resolution and (c) agreed to by

the Member who will receive such assets.

- 8.7 The Company may accept the surrender for no consideration of any fully paid Share.
- 8.8 The Board may, prior to the purchase, redemption or surrender of any Share, determine that such Share shall be held as a Treasury Share.
- 8.9 Subject to the provisions of the Statute, these Articles and the Applicable Public Company Rules, the Board may determine to cancel a Treasury Share or transfer a Treasury Share on such terms as the Board think proper (including, without limitation, for nil consideration).
- 8.10 After the Company purchases the Shares listed on the TSE, any proposal to transfer Treasury Shares to any employee of the Company and its Subsidiaries by the Company at a price below the average repurchase price paid by the Company shall be approved by a resolution passed by two-thirds or more of the Members present at the general meeting who represent a majority of the total outstanding Shares at the most recent general meeting. The handbook of the general meeting shall specify the following matters, which may not be made by an ad hoc motion:
- (a) the basis and reasonableness of the determined transfer price, discount ratio and calculation;
 - (b) the number, purpose and reasonableness of the share transfer;
 - (c) conditions for and volume of share to be purchased by relevant employees; and
 - (d) any effect on the shareholders' rights, including:
 - (i) the amount which may be recorded as expenses and any dilution on retained earnings per Share; and
 - (ii) any financial burden on the Company caused by such transfer of Treasury Shares to relevant employees at a price lower than the average repurchase price paid by the Company.
- 8.11 The aggregate number of Treasury Shares that may be transferred to relevant employees as approved by the Members at various general meetings shall not exceed five percent of the total outstanding Shares, and the aggregate number of Treasury Shares that may be purchased by each employee shall not exceed 0.5 percent of the total outstanding Shares. The Company may impose restrictions on the transfer of such Shares by the employees for a period of no more than two years.

9 Variation of Rights of Shares

- 9.1 If at any time the share capital of the Company is divided into different classes of Shares, all or any of the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, whether or not the Company is being wound up, be varied with the sanction of a Special Resolution passed at a general meeting of the holders of the Shares of that class. Notwithstanding the foregoing, if any modification or alteration in the Articles is prejudicial to the preferential rights of any class of Shares, such modification or alteration shall be passed by a Special Resolution and shall also be passed by a Special Resolution passed at a separate meeting of Members of that class of Shares.

To any such meeting all the provisions of these Articles relating to general meetings shall apply mutatis mutandis.

- 9.2 The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking pari passu therewith.

10 Non Recognition of Trusts

The Company shall not be bound by or compelled to recognise in any way (even when notified) any equitable, contingent, future or partial interest in any Share, or (except only as is otherwise provided by these Articles or the Statute) any other rights in respect of any Share other than an absolute right to the entirety thereof in the registered holder.

11 Transmission of Shares

- 11.1 If a Member dies the survivor or survivors where he was a joint holder or his legal personal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his Shares. The estate of a deceased Member is not thereby released from any liability in respect of any Share, which had been jointly held by him.
- 11.2 Any person becoming entitled to a Share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any other way than by transfer) may, upon such evidence being produced as may from time to time be required by the Board, elect, by a notice in writing sent by him, either to become the holder of such Share or to have some person nominated by him become the holder of such Share but the Board shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by the relevant Member before his death or bankruptcy or liquidation or dissolution, as the case may be.
- 11.3 A person becoming entitled to a Share by reason of the death or bankruptcy or liquidation or dissolution of a Member (or in any other case than by transfer) shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of such Share. However, he shall not, before becoming a Member in respect of a Share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company and the Board may at any time give notice requiring any such person to elect either to be registered himself or to have some person nominated by him become the holder of the Share (but the Board shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by the relevant Member before his death or bankruptcy or liquidation or dissolution or any other case than by transfer, as the case may be). If the notice is not complied with within ninety days the Board may thereafter withhold payment of all Dividends, bonuses or other monies payable in respect of the Share until the

requirements of the notice have been complied with.

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

12.1 The Company may by Ordinary Resolution:

- (a) increase the share capital by such sum as the Ordinary Resolution shall prescribe and with such rights, priorities and privileges annexed thereto, as the Company in general meeting may determine;
- (b) consolidate and divide all or any of its share capital into Shares of larger amount than its existing Shares;
- (c) convert all or any of its paid-up Shares into stock, and reconvert that stock into paid-up Shares of any denomination; and
- (d) cancel any Shares that at the date of the passing of the Ordinary Resolution have not been taken or agreed to be taken by any person and diminish the amount of its authorized share capital by the amount of the Shares so cancelled.

12.2 All new Shares created in accordance with the provisions of the preceding Article shall be subject to the same provisions of the Articles with reference to transfer, transmission and otherwise as the Shares in the original share capital.

12.3 Subject to the provisions of the Statute and the provisions of these Articles as regards the matters to be dealt with by Ordinary Resolution, the Company may by Special Resolution:

- (a) change its name; and
- (b) reduce its share capital and any Capital Redemption Reserve.

12.4 (A) Subject to the Statute, the Company may from time to time by Supermajority Resolution:

- (a) alter or add to these Articles;
- (b) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein;
- (c) effect any capitalization of distributable dividends and/or bonuses and/or any other amount prescribed under Article 35 hereof;
- (d) effect any dissolution, merger (other than a Cayman Merger), share swap or spin-off of the Company;
- (e) enter into, amend, or terminate any contract for lease of the Company's business in whole, or for delegation of management of the Company's business to others, or for frequent joint operation with others;
- (f) transfer its business or assets, in whole or in any essential part;
- (g) acquire or assume the whole business or assets of another person, which has a material effect on the Company's operation; or
- (h) ratify an action by Director(s) who engage(s) in business for him/herself or on behalf of another person that is within the scope of the Company's business.

(B) In case the Company has issued Preferred Shares, any modification or alteration in these Articles prejudicial to the privileges of the holders of Preferred Shares shall also

be adopted by a meeting of the holders of Preferred Shares.

- 12.4.1 Subject to the Statute, the resolution of the general meeting shall be adopted by two-thirds or more of the votes of the shareholders who represent the total number of issued shares of the Company:
- (a) if the Company participates in the merger/consolidation and is dissolved thereafter while the surviving company is not a listed or OTC company;
 - (b) if the trading of shares on TSE market is terminated because the Company carries on the general transfer so that the transferee company is not a listed or OTC company anymore;
 - (c) if the trading of shares on TSE market is terminated because the Company is acquired by any other surviving or newly incorporated company as a 100% held subsidiary company by means of share exchange while the surviving or newly incorporated company is not a listed or OTC company; or
 - (d) if the company carries on a division and the trading of the shares then traded on TSE market shall be terminated while the surviving or newly incorporated transferee company after the division is not a listed or OTC company.
- 12.5 Subject to the Statute, the Company may, with the approval of Members at a general meeting who represent two-thirds or more of the total number of Shares entitled to vote thereat, issue equity-linked securities, including options, warrants and convertible bonds to the following qualified specific persons by way of private placement in the ROC, in accordance with Applicable Public Company Rules:
- (a) banks, bills finance enterprises, trust enterprises, insurance enterprises, securities enterprises, or other legal entities or institutions approved by the competent securities authority in the ROC;
 - (b) natural person, legal entities or funds meeting the qualifications set forth by the competent securities authority in the ROC; and
 - (c) directors, supervisors or managers of the Company or its Subsidiaries;
- provided that the total number of the qualified subscribers under paragraphs (b) and (c) shall not exceed 35 persons provided further that the Company shall provide its financial, business or other information in connection with the private placement upon the reasonable request made by the qualified persons under paragraph (b) before the completion of such private placement.
- 12.6 The resolution to approve the issue of equity-linked securities through a private placement in accordance with Article 12.5 shall not be proposed as an ad hoc motion, and the notice of the general meeting where such a resolution is proposed shall contain the following information:
- (a) the basis and the reasonableness of the pricing of the equity-linked securities to be issued;
 - (b) the manner of selection of qualified specific persons. If such specific persons have

been selected by the Company, the Company shall also specify the relationships between such specific persons and the Company; and

(c) the necessity and the reasons for the proposed private placement.

12.7 The equity-linked securities to be issued through private placement by the Company in accordance with the Articles and the Applicable Public Company Rules may be offered in different tranches within one year of the date of the general meeting approving such private placement.

13 Offices and Places of Business

Subject to the provisions of the Statute, the Company may by resolution of the Board change the location of its Registered Office. The Company may, in addition to its Registered Office, maintain such offices or places of business as the Board may determine.

14 General Meetings

14.1 The Company shall hold a general meeting as its annual general meeting within six months following the end of each financial year.

1.3 14.2 The Company shall hold an annual general meeting every year.

1.4 14.3 All general meetings other than annual general meetings shall be called extraordinary general meetings.

14.4 For so long as the Shares are listed on the TSE, unless otherwise provided by the Statute, the physical general meetings shall be held in the ROC. If the Board resolves to hold a physical general meeting outside the ROC, the Company shall seek approval from the TSE within two days after the Board adopts such resolution. Where a general meeting is to be held outside the ROC, the Company shall engage a professional stock affairs agent in the ROC to handle the administration matters of such general meeting (including but not limited to the handling of the voting of proxies submitted by any Members).

14.5 The Board may convene general meetings.

14.6 Any Member(s) holding three percent (3%) or more of the total number of the issued Shares of the Company for one (1) consecutive year or longer may request the Board to convene an extraordinary general meeting, and the Board shall forthwith proceed to convene the meeting after receiving such request.

14.7 The Member's request must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requestor(s) and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more requestors.

14.8 If the Board does not within fifteen days from the date of the deposit of the Member's request dispatch the notice of an extraordinary general meeting, the requestor(s) may himself/herself/itself convene an extraordinary general meeting.

14.9 Any Member(s) holding one half or more of the total number of the issued Shares of the Company for three (3) consecutive months or longer may himself/herself/itself convene an extraordinary general meeting. The calculation of the holding period and holding number

of Shares shall be based on the holding at the time of share transfer suspension date.

- 14.10 A general meetings convened as aforesaid by shareholder shall be convened in the same manner as nearly as possible as that in which general meetings are to be convened by the Board.
- 14.11 The shareholders' meeting may be held by means of visual communication facilities or other methods promulgated by the competent authorities of The Company Law of the R.O.C..

15 Notice of General Meetings

- 15.1 At least thirty days' notice of an annual general meeting shall be given to each Member entitled to attend and vote thereat. The notice shall specify the place, the day and the hour of the meeting and the general nature of the business to be conducted at such meeting.
- 15.2 At least fifteen days' notice of an extraordinary general meeting shall be given to each Member entitled to attend and vote thereat. The notice shall specify the place, the day and the hour of the meeting and the general nature of the business to be conducted at such meeting.
- 15.3 The Board may fix any date as the record date for determining the Members entitled to receive notice of and to vote at any general meeting of the Company in accordance with Applicable Public Company Rules and close its Register of Members accordingly but, unless so fixed, as regards the entitlement to receive notice of a meeting or notice of any other matter, the record date shall be the date of despatch of the notice and, as regards the entitlement to vote at a meeting, and any adjournment thereof, the record date shall be the date of the original meeting.
- 15.4 A general meeting of the Company shall, notwithstanding that it is called on shorter notice than that specified in the Articles, be deemed to have been properly called if it is so agreed by all the Members entitled to attend an annual general meeting or an extraordinary general meeting (as the case may be).
- 15.5 The accidental omission to give notice of a general meeting to, or the non receipt of notice of a general meeting by, any person entitled to receive such notice shall not invalidate the proceedings of that general meeting.
- 15.6 For so long as the Shares are listed on the TSE, the Company shall, at least thirty days prior to an annual general meeting or fifteen days prior to an extraordinary general meeting, make a public announcement publishing the notice of the general meeting, the proxy instrument, agendas and materials relating to matters for approval, matters for discussion, and election or discharge of Directors to be discussed in the general meeting via the Market Observation Post System. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document used for the exercise of voting power together with the above mentioned materials. The Board shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and

shall be transmitted to the Market Observation Post System in accordance with Applicable Public Company Rules twenty-one days prior to the annual general meetings or, in the case of extraordinary general meetings, fifteen days prior to such meeting. However, in the case that the Company's has a paid-in capital reaching NT\$10 billion or more as of the last day of the most recent fiscal year, or in which the aggregate shareholding percentage of foreign investors and Mainland Chinese investors reached 30% or more as recorded in the shareholders' register at the time of holding of the general shareholders' meeting in the most recent fiscal year, it shall upload the aforesaid electronic file by 30 days prior to the day on which the general shareholders' meeting is to be held.

15.7 The following matters shall be stated in the notice of a general meeting, with a summary of the material content to be discussed, and shall not be proposed as an ad hoc motion; the material content shall be posted on the website designated by the FSC, the TPEX, the TSE or the Company, and such website shall be indicated in the above notice.

- (a) election or discharge of Directors;
- (b) alteration of the Articles;
- (c) (i) dissolution, merger, share swap or spin-off, (ii) entering into, amending, or terminating any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others, (iii) transfer of the Company's business or assets, in whole or in any essential part, (iv) acquisition or assumption of the whole business or assets of another person, which has a material effect on the Company's operation;
- (d) ratification of an action by Director(s) who engage(s) in business for him/herself or on behalf of another person that is within the scope of the Company's business;
- (e) distribution of the whole or part of the surplus profit of the Company in the form of new Shares;
- (f) capitalization of statutory reserve, Capital Reserve and any other amount in accordance with Article 35 by issuing new Shares or cash to its then Members in proportion to the number of the Shares being held by them;
- (g) private placement of any equity-type securities issued by the Company;
- (h) reduction of capital; and
- (i) application for the approval of ceasing the Company's status as a public company.

15.8 The Board shall keep the Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's registrar (if applicable) and the Company's stock affairs agent located in the ROC. Members may request, from time to time, by submitting document(s) evidencing his/her interests involved and indicating the designated scope of the inspection, access to inspect, review, transcribe or make copies of the foregoing documents, the Company shall make its stock affairs agent to provide with the access.

- 15.9 The Company shall make available all statements and records prepared by the Board and the report prepared by the Audit Committee, which will be submitted to the Members at the annual general meeting, at the office of its registrar (if applicable) and its stock affairs agent located in the ROC ten days prior to such annual general meeting in accordance with Applicable Public Company Rules. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such inspection and review.
- 15.10 The Board or other authorized conveners of general meetings may require the Company or its stock affairs agent to provide with the Register of Members.
- 15.11 The Board may postpone any general meeting called in accordance with the Articles and a notice of postponement shall be given to each Member before the time scheduled for such meeting. A notice of the adjourned meeting shall be given as in the case of an original meeting.
- 15.12 The Directors of the Company shall be entitled to receive notice of, attend and be heard at the general meeting.

16 Proceedings at General Meetings

- 16.1 No resolution shall be made at any general meeting unless a quorum is present. In case the general meeting proceeds via video conference, the shareholders taking part in such a meeting shall be deemed to have attended the meeting in person. Unless otherwise provided for in the Articles, Members present in person or by proxy, representing more than one-half of the total outstanding Shares, shall constitute a quorum for any general meeting.
- 16.2 The Board shall submit business reports, financial statements and proposals for distribution of profits or allocation of losses prepared by it for the purposes of annual general meetings of the Company for ratification by the Members as required by the Applicable Public Company Rules. After ratification by the Members at the general meeting, the Board shall distribute copies or make a public announcement of the ratified financial statements and the Company's resolutions on the allocation and distribution of profits or allocation of losses, to each Member.
- 16.3 Unless otherwise provided in the Articles, a resolution put to the vote of the meeting shall be decided on a poll. No resolution put to the vote shall be decided by a show of hands.
- 16.4 Nothing in the Articles shall prevent any Member from initiating proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the improper convening of any general meeting or the improper passage of any resolution within 30 days after passing of such resolution. The Taiwan Taipei District Court, ROC, may be the court of first instance for adjudicating any disputes arising out of the foregoing. Any Member(s) holding one percent (1%) or more of the total number of the issued Shares of the Company for six (6) consecutive months or longer may request in writing any Independent Director of the Audit Committee to initiate proceedings against any Director

or Directors on behalf of the Company with a competent court having proper jurisdiction, including the Taiwan Taipei District Court, ROC. If Independent Directors of the Audit Committee fail to initiate such proceedings within thirty (30) days after receiving the request by such Member(s), subject to Cayman Islands law, such Member(s) may initiate such proceedings on behalf of the Company with a competent court having proper jurisdiction, including the Taiwan Taipei District Court, ROC.

16.5 Unless otherwise expressly required by the Statute, the Memorandum or the Articles, any matter which has been presented for resolutions, approval, confirmation or adoption by the Members at any general meeting may be passed by Ordinary Resolution.

16.6 Member(s) holding 1% or more of the total outstanding Shares immediately prior to the relevant Book Closure Period, during which the Company closed its Register of Members, may propose to the Company a proposal for discussion at a general meeting in writing or by way of electronic transmission. Unless any of the following circumstances is satisfied, the Board shall include the proposal in the agenda of the general meeting where (a) the proposing Member(s) holds less than 1% of the total number of outstanding Shares, (b) the matter of such proposal may not be resolved by a general meeting; (c) the proposing Member(s) has proposed more than one proposal; (d) the proposal is submitted to the Company after the date fixed and announced by the Company for accepting Member(s)' proposal(s); or (e) the proposal contains more than three hundred words. Provided that if the proposing Member(s) propose a proposal for urging the Company to promote public interests or fulfill its social responsibilities, the proposal may still be included in the agenda of the general meeting by the Board.

16.7 Unless otherwise agreed by a majority of those attending and entitled to vote thereat, the Chairman shall act as chairman at all general meetings at which such person is present. In his absence a chairman shall be appointed or elected by the Members present at the meeting and entitled to vote.

16.8 The rules and procedures of general meetings shall be established by the Board and approved by an Ordinary Resolution, and such rules and procedures shall be in accordance with the Articles and the Applicable Public Company Rules.

17 Votes of Members

17.1 Subject to any rights or restrictions attached to any Shares, every Member who (being an individual) is present in person or by proxy or, if a corporation or other non-natural person is present by its duly authorized representative or by proxy, each Member present in any such manner shall have one vote for every Share of which he is the holder. A Member holding more than one Share is required to cast the votes in respect of his Shares in the same way on any resolution at a general meeting unless otherwise provided by the Applicable Public Company Rules, in which case the casting of votes shall comply with the Applicable Public Company Rules.

17.2 No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of Shares unless he is registered as a Member on the record date for such meeting nor unless all monies then payable by him in respect of Shares have been paid.

- 17.3 Votes may be cast either in person or by proxy. A Member may appoint another person as his proxy by specifying the scope of appointment in the proxy instrument prepared by the Company to attend and vote at a general meeting, provided that a Member may appoint only one proxy under one instrument to attend and vote at such meeting.
- 17.4 When a company holds a shareholders' meeting, electronic means should be listed as one of the channels for exercising voting rights. The Board may determine that the voting power of a Member at a general meeting may be exercised by way of a written ballot or by way of electronic transmission provided that the Board shall allow the voting power of a Member at a general meeting to be exercised by way of a written ballot or by way of electronic transmission if the size of the Company, number and types of Members or other matters comply with the requirements set forth in the Applicable Public Company Rules. 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. A Member who exercises his/her/its 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 exercise his/her/its voting right at such general meeting in accordance with the instructions stipulated in the written ballot or electronic transmission; provided, however that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Public Company Rules. The chairman, acting as proxy of a Member, shall not exercise the voting right of such Member in any way not stipulated in the written ballot or electronic transmission, nor exercise any voting right in respect of any ad hoc motion or amendment to the original agenda items to be resolved at the said general meeting. For the purposes of clarification, such Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc motion or amendment to the original agenda items to be resolved at the said general meeting. Should the chairman not observe the instructions of a Member in exercising such Member's voting right in respect of any resolution, the Shares held by such Member shall not be included in the calculation of votes in respect of such resolution but shall nevertheless be included in the calculation of quorum for the meeting.
- 17.5 Any Member intending to exercise his/her/its voting power by way of a written ballot or electronic transmission shall serve the Company with his declaration of intention to do so at least two days prior to the general meeting. If a Member serves the Company with more than one declaration of intention to exercise his/her/its voting power by way of a written ballot or electronic transmission, the first declaration shall prevail, unless an explicit written statement is made thereafter by such Member to revoke the previous declaration of intention in the same manner as previously used in exercising his/her/its voting power.
- 17.6 In the event any Member who has served the Company with his declaration of intention to exercise his voting power by way of a written ballot or electronic transmission pursuant to

Article 17.5 hereof later intends to attend the general meetings in person, he shall, at least two days prior to the date of such general meeting, serve a separate declaration of intention to revoke his/her/its previous declaration of intention in the same manner as previously used in exercising his voting power. Votes by way of a written ballot or electronic transmission shall remain valid if the relevant Member fails to revoke the declaration of intention before the prescribed time.

18 Proxies

- 18.1 The instrument of proxy shall be in the form approved by the Board from time to time and be expressed to be for a particular meeting only. An instrument of proxy shall be in writing, be executed under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, under the hand of an officer or attorney duly authorised for that purpose. A proxy need not be a Member of the Company.
- 18.2 Subject to the Applicable Public Company Rules, except where a Member is appointing the chairman of a general meeting as his proxy through written ballot or electronic transmission pursuant to Article 17.4 or for trust enterprises organized under the laws of the ROC or a stock affairs agent approved pursuant to Applicable Public Company Rules, in the event a person acts as the proxy for two or more Members, the sum of Shares entitled to be voted as represented by such proxy shall be no more than 3% of the total outstanding voting Shares immediately prior to the relevant Book Closure Period, during which the Company closes its register of Members; any vote in respect of the portion in excess of such 3% threshold shall not be counted.
- 18.3 In the event that a Member exercises his/her/its voting power by way of a written ballot or electronic transmission and has also authorized a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any Member who has authorised a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at least two days prior to such general meeting, serve the Company with a separate notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.
- 18.4 The instrument of proxy shall be deposited at the Registered Office or the office of the Company's stock affairs agent in the ROC or at such other place as is specified for that purpose in the notice convening the meeting, or in any instrument of proxy sent out by the Company no less than five days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. Where more than one instrument to vote are received from the same Member by the Company, the first instrument received shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous proxy in the later-received instrument.

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

19 Corporate Members

Any corporation or other non-natural person which is a Member may in accordance with its constitutional documents, or in the absence of such provision by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as the corporation could exercise if it were an individual Member. In case of a corporate Member, its authorised representative may also be elected as Director of the Company in accordance with these Articles. If there are more than one authorized representatives, each of them may be so elected.

20 Dissenting Member's Appraisal Right

20.1 In the event any of the following resolutions is adopted at a general meeting, any Member who has notified the Company in writing of his/her/its objection to such matter prior to the meeting and has raised again his/her/its objection at the meeting, may request the Company to purchase all of his/her/its shares at the then prevailing fair price:

- (a) the Company enters into, amends, or terminates any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others;
- (b) the Company transfers its business or assets, in whole or in any essential part; provided that the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or
- (c) the Company acquires or assumes the transfer of the whole business or assets of another person, which has a material effect on the Company's operations.

20.2 In the event any part of the Company's business is spun off or the Company is involved in any merger, acquisition or share swap, the Member, who has voted against or forfeited his/her/its right to vote on such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the general meeting, may request the Company to purchase all of his/her/its shares at the then prevailing fair price.

20.3 The Member filing a request under the Article 20.1 and Article 20.2 shall make it in writing within 20 days since the resolution of the general meeting was made and specify the price for the Company to purchase back his/her/its Shares. If the Company and the Member reach an agreement about the price of purchasing back his/her/its Shares, the Company shall pay for the Shares within 90 days since the resolution of the general meeting was made. In case no agreement is reached, the Company shall pay the fair price it has recognized to the Member who asks for a higher price within 90 days since the

resolution of the general meeting was made. If the Company did not pay, the Company shall be deemed to be agreeable to the price requested by the Member.

20.4 In the event that the Member who voted against or waived his/her/its voting right during the meeting may file a request under the Article 20.2 and in case no agreement is reached about the price of purchasing back his/her/its Shares within 60 days since the resolution of the general meeting was made, the Company shall apply to the court for a ruling on the fair price against all the dissenting Members as the opposing party within 30 days after that duration. The Taiwan Taipei District Court, ROC, may be the court of first instance for this matter.

20.5 Shares for which voting right has be waived in the preceding Paragraph shall not be counted in the number of votes of shareholders present at the meeting.

21 Shares that May Not be Voted

21.1 Shares held as set out below shall not carry any voting rights and be counted in the total number of outstanding Shares at any given time:

- (a) beneficially owned by the Company itself;
- (b) by any entity in which the Company owns, legally or beneficially, more than 50% of its issued and voting share capital or equity capital; or
- (c) by an entity in which the Company, together with (i) the holding company of the Company and/or (ii) any subsidiary of (a) the holding company of the Company or (b) the Company owns, legally or beneficially, directly or indirectly, more than 50% of its issued and voting share capital or equity capital.

21.2 For so long as the shares are listed on the TSE, in the event that a Director creates or has created security over any Shares held by him, then he shall notify the Company of such security. If at any time the security created by a Director is in respect of more than half of the Shares held by him at the time of his appointment, then the voting rights attaching to the Shares held by such Director at such time shall be reduced, such that the Shares over which security has been created which are in excess of half of the Shares held by the Director at the date of his appointment shall not carry voting rights and shall not be counted in the number of votes casted by the Members at a general meeting.

21.3 A Member who has a personal interest in any motion discussed at a general meeting, which interest may be in conflict with and impair those of the Company, shall abstain from voting such Member's Shares in regard to such motion and such Shares shall not be counted in determining the number of votes of the Members present at the said meeting. However, such Shares may be counted in determining the number of Shares of the Members present at such general meeting for the purposes of determining the quorum. The aforementioned Member shall also not vote on behalf of any other Member.

22 Directors

- 22.1 There shall be a Board consisting of five to nine persons, each of whom shall serve for a three-year term of office, provided that in the event the expiration of the term of office of such Directors would otherwise leave the Company with no Directors, the term of office of such Directors shall be extended automatically to the date of the general meeting next following the expiration of such term, at which new Directors will be elected to assume office. Directors may be eligible for re-election. The Company may from time to time by Special Resolution increase or reduce the limits in the number of Directors set forth in this Article, provided that the requirements by relevant laws and regulations (including but not limited to any listing requirements) are met.
- 22.2 Unless otherwise approved by the TSE, the number of Directors having a spousal relationship or familial relationship within the second degree of kinship with any other Directors shall be less than half of the total number of Directors.
- 22.3 In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 22.2 hereof, the non-qualifying Director(s) who was elected with the fewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided for in Article 22.2 hereof. Any person who has already served as a Director but is in violation of the aforementioned requirements shall vacate his/her/its position of Director automatically.
- 22.4 Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three Independent Directors. To the extent required by the Applicable Public Company Rules, at least one of the Independent Directors shall be domiciled in the ROC and at least one of the same shall have accounting or financial expertise.
- 22.5 Independent Directors shall have professional knowledge and shall maintain independence within the scope of their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be governed by the Applicable Public Company Rules.

23 Powers of Directors

- 23.1 Subject to the provisions of the Statute, the Memorandum and the Articles and to any directions given by a resolution of Members adopted in accordance with the Articles, the business of the Company shall be managed by the Board who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. A duly convened meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
- 23.2 Subject to the Articles, the Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part

thereof and to issue debentures, debenture stock, mortgages, bonds and other such securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

24 Appointment and Removal of Directors

- 24.1 The Company may at a general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 24.2 below. Members present in person or by proxy, representing more than one-half of the total outstanding Shares shall constitute a quorum for any general meeting to elect one or more Directors.
- 24.2 Directors shall be elected pursuant to a cumulative voting mechanism pursuant to a poll vote, where the number of votes exercisable by any Member shall be the same as the product of the number of Shares held by such Member and the number of Directors to be elected (“Special Ballot Votes”), and the total number of Special Ballot Votes cast by any Member may be consolidated for election of one Director candidate or may be split for election amongst multiple Director candidates, as specified by the Member pursuant to the poll vote ballot. The top candidates in the number equal to the number of the Directors to be elected, to whom the votes cast represent a prevailing number of votes relative to the other candidates, shall be deemed Directors elected. For so long as the Shares are listed on the TSE, (a) the Company shall adopt a candidate nomination mechanism for the election of the Directors which is in compliance with the Applicable Public Company Rules; and (b) such candidate nomination mechanism in compliance with the Applicable Public Company Rules shall also be used for the election of Independent Directors. The rules and procedures for the candidate nomination shall be in accordance with policies established by the Board and by an Ordinary Resolution from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 24.3 If the number of Independent Directors is less than three persons due to the resignation or removal of any of the Independent Directors for any reason, the Company shall hold an election of Independent Directors at the next following general meeting. If all of the Independent Directors are resigned or removed, the Board shall hold, within sixty days, an extraordinary general meeting to elect succeeding Independent Directors to fill the vacancies.
- 24.4 If the number of Directors is less than five persons due to the vacancy of Director(s) for any reason, the Company shall hold an election of Director(s) at the next following general meeting. When the number of vacancies in the Board of the Company equals to one third of the total number of Directors elected, the Board shall hold, within sixty days, an extraordinary general meeting to elect succeeding Directors to fill in the vacancies.
- 24.5 The Company may from time to time by Supermajority Resolution remove any Director from office before the expiration of his/her/its period of office notwithstanding anything in these Articles, and may elect another person to fill in the vacancy in accordance with

Article 24.2; provided that the Company may remove all Directors and elect new Directors to fill the vacancies at the same time in accordance with this Article and Article 24.2 without having to pass a prior resolution regarding the re-election of all Directors by a general meeting and unless the resolution approving such removal and election provides otherwise, the existing Directors' office shall be deemed discharged upon the passing of such resolution prior to the expiration of such Directors' applicable period of office.

24.6 Where a Director has, in the course of performing his duties, committed any act resulting in material damages to the Company or in significant violation of applicable laws, regulations or/and the Articles, but not removed by Supermajority Resolution, the Member(s) holding 3% or more of the total outstanding Shares may, within thirty days after that general meeting, institute a lawsuit in the competent court for a judgment to remove such Director from office. The Taiwan Taipei District Court, ROC, may be the court of first instance for this matter.

25 **Vacation of Office of Director**

The office of a Director shall be vacated if the Director:

- (a) is removed from office pursuant to the Articles;
- (b) gives notice in writing to the Company that he/she/it resigns the office of Director;
- (c) dies, becomes bankrupt, has been adjudicated of the commencement of liquidation process by the competent court or makes any arrangement or composition with his creditors generally;
- (d) is found to be or becomes of unsound mind;
- (e) an order is made by any competent court or official on the grounds that he/she is or will be suffering from mental disorder or is otherwise incapable of managing his/her affairs, or his/her legal capacity is restricted according to the applicable laws;
- (f) an order is made by any competent court or official on the grounds that he/she has been adjudicated of the commencement of assistantship and such assistantship has not been revoked yet;
- (g) having committed an offence as specified in the ROC statute of prevention of organizational crimes and subsequently adjudicated guilty by a final judgment, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than five years;
- (h) having committed an offence involving fraud, breach of trust or misappropriation and subsequently punished with imprisonment of a term of more than one year, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two years;
- (i) having committed an offence as specified in the Anti-corruption Act and subsequently adjudicated guilty by a final judgment, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after

completion of serving the sentence, expiration of the probation, or pardon is less than two years; or

- (j) having been dishonored for unlawful use of credit instruments, and the term of such sanction has not yet expired.

In the event that any of the foregoing events described in clauses (c), (d), (e), (f), (g), (h), (i) and (j) has occurred to a candidate election of Director, such person shall be disqualified from being elected as a Director.

In the event that any Director, during the term of office as a Director, transfers more than one half of the total number of the Shares of the Company being held by him/her/it at the time he/she/it was elected, he/she/it shall, ipso facto, be discharged from his/her/its office of Director automatically; unless otherwise, he/she/it is the Independent Director.

In the event that any Director, after being elected and before his/her/its inauguration of the office of Director, transfers more than one half of the total number of Shares of the Company held by him/her/it at the time he/she/it was elected; or transfers more than one half of the total number of Shares of the Company held by him/her/it within the Book Closure Period prior to the convention of the general meeting, then his/her/its election as a Director shall be deemed invalid; unless otherwise, he/she/it is the Independent Director.

26 Proceedings of the Board

- 26.1 The Board may meet (either within or outside of the Cayman Islands) for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit before the Shares are listed on the TSE. For so long as the Shares are listed on the TSE, at least seven days' prior notice shall be given for any meeting of the Board provided that in the case of urgent circumstances as agreed by a majority of the Directors, a meeting of the Board may be convened on short notice, or be held any time after notice have been given to every directors or be convened without prior notice if all directors agree. A resolution put to the vote at a meeting of the Board shall be carried by the affirmative votes of a majority of the votes cast and no resolution shall be passed in the case of an equality of votes.
- 26.2 The quorum for the transaction of the business of the Board may be fixed by the Board, and unless so fixed at any other number, shall be a majority of the Board. A person who holds office as an alternate Director shall, if his appointor is not present, be counted in the quorum. A Director who also acts as an alternate Director shall, if his appointor is not present, count twice towards the quorum.
- 26.3 A Director may participate in a meeting of the Board or committee of Directors by video conference or other communications facilities by means of which all the persons participating in the meeting can see and communicate with each other at the same time. Participation by a Director in a meeting in this manner is treated as presence in person at that meeting.
- 26.4 The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles and the Applicable Public Company Rules as the necessary quorum of Directors the

continuing Directors may act for the purpose of increasing the number of Directors to be equal to such fixed number, or of summoning a general meeting of the Company, but for no other purpose.

26.5 The rules and procedures of the meeting of the Board shall be established by the Board in accordance with the Articles and the Applicable Public Company Rules.

26.6 All acts done by any meeting of the Board or of a committee of the Directors (including any person acting as an alternate Director) shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Director or alternate Director, or that they or any of them were disqualified, and/or had vacated their office and/or were not entitled to vote, be as valid as if every such person had been duly appointed and/or not qualified to be a Director or alternate Director and/or had not vacated their office and/or had been entitled to vote, as the case may be.

26.7 A Director but not an alternate Director may be represented at any meetings of the Board by a proxy appointed in writing by him. The proxy shall count towards the quorum and the vote of the proxy shall for all purposes be deemed to be that of the appointing Director.

27 Directors Interests

27.1 A Director or alternate Director may hold any other office or place of profit under the Company in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Board may determine.

27.2 A Director or alternate Director may act by himself or by, through or on behalf of his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director or alternate Director.

27.3 Unless otherwise provided in the Articles, a Director or alternate Director may be or become a director or other officer of or otherwise interested in any company promoted by the Company or in which the Company may be interested as a shareholder, a contacting party, or otherwise, and no such Director or alternate Director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company.

27.4 Without prejudice to the duties owed by a Director to the Company under common law of the Cayman Islands and subject to the Statute, a Director shall assume a duty to act honestly and loyally to the Company and exercise the care as a good administration when performing his duties. A Director shall be liable to the Company if he breaches the above duties. If a Director's breach of duties is for the benefit of the Director or third party, the Company may, with the sanction of an Ordinary Resolution, demand the Director to disgorge any profit so realized by the Director as if such misconduct is done for the benefit of the Company within one year of the Director's breach of duties. A Director shall be liable jointly with the Company for any loss or damage incurred by any third party if such loss or damage is incurred as a result of a Directors' breach of laws or regulations in the course of performing his duties.

27.5 A Director or alternate Director who is a shareholder, director, officer or employee of any specified firm or company and is to be regarded as interested in any transaction with such firm or company shall declare the nature of such interest to the Company as required by relevant laws and regulations.

27.6 Notwithstanding anything to the contrary contained in this Article 27, a Director who has a personal interest in the matter under discussion at a meeting of the Board shall disclose the material information regarding such conflict of interests at such meeting of the Board. If the Company participates in the merger/consolidation and acquisition, a Director who has a personal interest in the transaction of such merger/consolidation and acquisition shall disclose the material information regarding such conflict of interests and the cause of approval or dissent to the resolution of merger /consolidation or acquisition at the Board and the general meeting, and the Company shall itemize the essential contents of a Director's personal interest and the cause of approval or dissent to the resolution of merger/consolidation or acquisition in the notice to convene a meeting of shareholders; the essential contents may be posted on the website designated by the competent securities authority in the ROC or the Company, and the address of such website shall be indicated in the above notice. A Director who has a personal interest in the matter under discussion at a meeting of the Board, which may conflict with and impair the interest of the Company, shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the meeting of the Board.

27.7 Where the spouse, a blood relative within the second degree of kinship of a Director, or any company which has a controlling or subordinate relation with a Director has an interest in the matter under discussion at a meeting of Article 27.6, such Director shall be deemed to have a personal interest in the matter.

28 Minutes

The Board shall cause minutes to be made in books kept for the purpose of:

- (a) all appointments of officers made by the Board; and
- (b) all proceedings and resolutions at meetings of the Members or the holders of any class of Shares and of the Board, and of committees of the Directors including the names of the Directors or alternate Directors present at each meeting.

29 Delegation of Directors' Powers

29.1 The Board may delegate any of its powers, authorities and discretions, including the power to sub-delegate, to any committee consisting of one or more Directors. They may also delegate to any managing director or any Director holding any other executive office such of their powers, authorities and discretions as they consider desirable to be exercised by him provided that an alternate Director may not act as managing director and the appointment of a managing director shall be revoked forthwith if he ceases to be a Director. Any such delegation may be made subject to any conditions the Board may

impose, and either collaterally with or to the exclusion of their own powers and any such delegation and may be revoked or altered by the Board. Subject to any such conditions, the proceedings of a committee of Directors shall be governed by the Articles regulating the proceedings of the Board, so far as they are capable of applying.

- 29.2 The Board may establish any committees or appoint any person to be a manager or agent for managing the affairs of the Company. Any such appointment may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of their own powers and any such appointment and may be revoked or altered by the Board. Subject to any such conditions, the proceedings of any such committee shall be governed by the Articles regulating the proceedings of the Board, so far as they are capable of applying.
- 29.3 The Board may by power of attorney or otherwise appoint any person to be the agent of the Company on such conditions as the Board may determine, provided that the delegation is not to the exclusion of their own powers and may be revoked by the Board at any time.
- 29.4 The Board may by power of attorney or otherwise appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or authorized signatory of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney or other appointment may contain such provisions for the protection and convenience of persons dealing with any such attorneys or authorised signatories as the Board may think fit and may also authorise any such attorney or authorised signatory to delegate all or any of the powers, authorities and discretions vested in him.
- 29.5 The Board may appoint such officers of the Company (including, for the avoidance of doubt and without limitation, any secretary) as they consider necessary on such terms, at such remuneration and to perform such duties, and subject to such provisions as to disqualification and removal as the Board may think fit. Unless otherwise specified in the terms of his appointment an officer of the Company may be removed by resolution of the Board or Members. An officer of the Company may vacate this office at any time if he gives notice in writing to the Company that he resigns his office. The officers, in the course of performing their duties to the Company, shall assume responsibilities identical to that of the Directors.
- 29.6 For so long as the Shares are listed on the TSE, the Board shall, in accordance with the Applicable Public Company Rules, establish a Compensation Committee comprised of at least three members, one of which shall be the Independent Director. The professional qualifications of the members of the Compensation Committee, the responsibilities, powers and other related matters of the Compensation Committee shall comply with the Applicable Public Company Rules. Upon the establishment of the Compensation

Committee, the Board shall, by a resolution, adopt a charter for the Compensation Committee in accordance with these Articles and the Applicable Public Company Rules.

- 29.7 The compensation to be proposed by the Compensation Committee referred in the preceding Article shall include the compensation, stock options and other incentive payments payable to Directors and managers of the Company.

30 Alternate Directors

- 30.1 Any Director (but not an alternate Director) may by writing appoint any other Director, or any other person willing to act, to be an alternate Director and by writing may remove from office an alternate Director so appointed by him.
- 30.2 An alternate Director shall be entitled to receive notice of all meetings of the Board and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at every such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence, save that he may not himself appoint an alternate director or proxy.
- 30.3 An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.
- 30.4 Any appointment or removal of an alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Board.
- 30.5 An alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and shall not be deemed to be the agent of the Director appointing him.

31 Tender Offer

- 31.1 Within seven days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its litigation or non-litigation agent appointed pursuant to the Applicable Public Company Rules, the Board shall resolve to recommend to the Members whether to accept or object to the tender offer and make a public announcement of the following:
- (a) the types and number of the Shares held by the Directors and the Members holding more than 10% of the outstanding Shares in their own names or in the names of other persons.
 - (b) recommendations to the Members on the tender offer with respect to the status of verification of the identity and financial condition of the Offeror, fairness of the tender offer conditions, and reasonableness of the sources of the tender offer funds and the specific assenting and dissenting opinions of the directors and the reason(s) therefor.
 - (c) whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any.

(d) the types, numbers and amount of the Shares of the tender offeror or its affiliates held by the Directors and the Members holding more than 10% of the outstanding Shares held in their own names or in the name of other persons.

31.2 The Board must fully disclose the verification measures adopted and the related procedures with respect to the verification conducted under Article 31.1(b) and if an expert is engaged to issue a written opinion, it shall be made public along with the disclosure.

32 Remuneration of Directors

The remuneration of the Directors may only be paid in cash. The remuneration of the Directors shall be decided by the Board by reference to the standard generally adopted by other enterprises in the same industry, and shall be paid regardless whether the Company has profits or suffers losses. The Directors may also be paid all travel, hotel and other expenses properly incurred by them in attending and returning from the meetings of the Board, any committee appointed by the Board, general meetings of the Company, or in connection with the business of the Company or their duties as Directors generally. A Director is also entitled to distribution of profits of the Company in accordance with the Statute, the Applicable Public Company Rules, the service agreement or other similar contract that he/she has entered into with the Company.

33 Seal

33.1 The Company may, if the Board so determine, have a Seal. The Seal shall only be used by the authority of the Board or of a committee of the Directors authorised by the Board. Every instrument to which the Seal has been affixed shall be signed by at least one person who shall be either a Director or some officer of the Company or other person appointed by the Board for the purpose.

33.2 The Company may have for use in any place or places outside the Cayman Islands a duplicate Seal or Seals each of which shall be a facsimile of the common Seal of the Company and, if the Board so determine, with the addition on its face of the name of every place where it is to be used.

33.3 A Director or officer, representative or attorney of the Company may without further authority of the Board affix the Seal over his signature alone to any document of the Company required to be authenticated by him under seal or to be filed with the Registrar of Companies in the Cayman Islands or elsewhere wheresoever.

34 Dividends, Distributions and Reserve

34.1 Subject to the Statute and this Article and except as otherwise provided by the rights attached to any Shares, the Company may declare dividends following the Board's recommendation in a distribution plan approved by the Board, with the sanction of Ordinary Resolution, resolve to pay Dividends and other distributions on Shares in issue and authorise payment of the Dividends or other distributions out of the funds of the

Company lawfully available therefor. The company may appropriate up to 3% of the Earnings before taxes as compensation to the Directors and additional, 0.1% to 3% of the remaining profits as employee compensation to the employees of the Company and Subsidiaries. However, the company's accumulated losses, it shall have been covered. Considering that the Company is in an industry greatly affected by consumer market and business circle and cannot identify its development circle, after the close of a fiscal year, the Board shall provide the distribution plan according to the following requirements: the Company (i) after its losses have been offset and at the time of allocating surplus profits, may first set aside 10% of such profits as statutory reserve until the statutory reserve amounts to the authorized capital, (ii) may appropriate a portion of such profits as special reserve required by Applicable Public Company Rules or government authorities, and (iii) having considered the financial, business and operational factors, any remaining profits which may be distributed as Dividends by cash or by applying such sum in paying up in full unissued Shares for allotment and distribution credited as fully paid-up pro rata to the Members or any combination of both, or bonuses according to the Statute and Applicable Public Company Rules; provided, however, that the Dividends payable to the Members hereunder shall not be less than 20% of the balance of the profits after deduction of the amount set out in sub-clauses (i) and (ii), among which, cash dividends shall not be less than 20% of the total Dividends declared. The distribution of Dividends by cash will be rounded down to New Taiwan dollars. The sum of aforesaid rounded-down amounts which are less than one New Taiwan dollars (NT\$1.00) will be recognized as other non-operational income of the Company. In the event that the Company distributes its profits pursuant to this Article in the form of new Shares to be issued by the Company, it shall be approved by the Supermajority Resolution; if such profits are distributed in the form of cash, it shall be approved by the Board.

- 34.1.1 Subject to the Statute and this Article, the Company may declare dividends at the end of each half fiscal year. The business reports, the financial statements and the proposal for distribution of profits for the half fiscal year shall be submitted to the Board for a resolution after being audited by the Audit Committee. When distributing profits pursuant to this Article, the Company shall pay all relevant taxes, offset losses and set aside the statutory reserve; if such statutory reserve reaches the Company's paid-in capital, this provision shall not apply. In the event that the Company distributes its profits pursuant to this Article in the form of new Shares to be issued by the Company, it shall be approved by the Supermajority Resolution; if such profits are distributed in the form of cash, it shall be approved by the Board. When the Company distributes its profits pursuant to this Article, such profit distribution shall be based on financial statements audited or reviewed by the certified public accountant.
- 34.2 No Dividend or other distribution shall be paid except out of the realised or unrealised profits of the Company, out of the share premium account or any reserve, fund, or account

as otherwise permitted by the Statute, provided, however, that such distribution shall only be paid out of the statutory reserve if the amount of the statutory reserve exceeds 25% of the Company's paid-in capital and that the maximum amount to be paid out of the statutory reserve is limited to the amount by which the statutory reserve exceeds 25% of the Company's paid-in capital. Except as otherwise provided by the rights attached to any Shares, all Dividends and other distributions shall be paid according to the number of the Shares that a Member holds. If any Share is issued on terms providing that it shall rank for Dividend as from a particular date, that Share shall rank for Dividend accordingly.

- 34.3 The Board may deduct from any Dividend or other distribution payable to any Member all sums of money (if any) then payable by him to the Company for any reason.
- 34.4 The Board may resolve that any Dividend or other distribution be paid wholly or partly by the distribution of specific assets and in particular (but without limitation) by the distribution of shares, debentures, or securities of any other company or in any one or more of such ways and where any difficulty arises in regard to such distribution, the Board may settle the same as they think expedient and in particular may fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the basis of the value so fixed in order to adjust the rights of all Members and may vest any such specific assets in trustees in such manner as may seem expedient to the Board.
- 34.5 The Board may, before resolving to pay any Dividend or other distribution, set aside such sums as they think proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose of the Company and pending such application may, at the discretion of the Directors, be employed in the business of the Company.
- 34.6 Any Dividend, other distribution, interest or other monies payable in cash in respect of Shares may be paid by wire transfer to the holder or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of the holder who is first named on the Register of Members or to such person and to such address as such holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any Dividends, other distributions, bonuses, or other monies payable in respect of the Share held by them as joint holders.
- 34.7 No Dividend or other distribution shall bear interest against the Company.
- 34.8 The Board shall fix any date as the record date for determining the Members entitled to receive any Dividend or other distribution. The Register of Members shall be closed for a period of five days before the relevant fixed record date or such other period as may be required by the Applicable Public Company Rules or the Statute.
- 34.9 Any Dividend or other distribution which cannot be paid to a Member and/or which remains unclaimed after six months from the date on which such Dividend or other distribution becomes payable may, in the discretion of the Directors, be paid into a

separate account in the Company's name, provided that the Company shall not be constituted as a trustee in respect of that account and the Dividend or other distribution shall remain as a debt due to the Member. Any Dividend or other distribution which remains unclaimed after a period of six years from the date on which such Dividend or other distribution becomes payable shall be forfeited and shall revert to the Company.

35 Capitalisation

Unless otherwise provided for in the Articles, subject to the Statute, the Board may, with the authority of a Supermajority Resolution, at any time capitalise any sum standing to the credit of any of the Company's reserve accounts of funds (including the share premium account and Capital Redemption Reserve) or any sum standing to the credit of profit and loss account or otherwise available for distribution and to appropriate such sum to Members in the proportions in which such sum would have been divisible amongst such Members had the same been a distribution of profits by way of Dividend or other distributions and apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid. In such event the Directors shall do all acts and things required to give effect to such capitalisation, with full power given to the Directors to make such provisions as they think fit for the case of Shares becoming distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all of the Members interested into an agreement with the Company providing for such capitalisation and matters incidental or relating thereto and any agreement made under such authority shall be effective and binding on all such Members and the Company.

36 Books of Account

- 36.1 The Board shall cause proper books of account to be kept with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt or expenditure takes place, all sales and purchases of goods by the Company and the assets and liabilities of the Company. Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
- 36.2 The instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with the Articles and relevant laws and regulations shall be kept for at least one year; provided, however, that if a Member institutes a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information, they shall be kept until the conclusion of the lawsuit if the lawsuit period is longer than one year.

37 **Audit Committee**

37.1 The Company shall establish an Audit Committee. The Audit Committee shall comprise solely of Independent Directors and the number of committee members shall not be less than three. One of the Audit Committee members shall be appointed as the convener to convene meetings of the Audit Committee from time to time and at least one of the Audit Committee members shall have accounting or financial expertise. A valid resolution of the Audit Committee requires approval of one-half or more of all its members. The rules and procedures of meeting of the Audit Committee shall be adopted by the Board in accordance with the Articles and the Applicable Public Company Rules.

37.2 Any of the following matters of the Company shall require the consent of one-half or more of all Audit Committee members and be submitted to the Board for resolution:

- (a) adoption of or amendment to an internal control system;
- (b) assessment of the effectiveness of the internal control system;
- (c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others;
- (d) any matter relating to the personal interest of the Directors;
- (e) a material asset or derivatives transaction;
- (f) a material monetary loan, endorsement, or provision of guarantee;
- (g) the offering, issuance, or private placement of any equity-type securities;
- (h) the hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
- (i) the appointment or discharge of a financial, accounting, or internal auditing officer;
- (j) approval of annual and semi-annual financial reports; and
- (k) any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.

With the exception of item (j), any other matter that has not been approved with the consent of one-half or more of all Audit Committee members may be undertaken upon the consent of two-thirds or more of the members of the Board, and the resolution of the Audit Committee shall be recorded in the minutes of the Directors meeting.

37.3 Independent Director of the Audit Committee shall supervise the execution of business operations of the Company, and may at any time or from time to time investigate the business and financial conditions of the Company, inspect, transcribe or make copies of the accounting books and documents, and request the Board or manager of the Company to make reports thereon.

37.4 Before the Board is held to resolve matters of merger/consolidation and acquisition, the Audit Committee shall review the fairness and reasonableness of the plan and transaction of the merger/consolidation or acquisition and report the review results to the Board and the general meeting. When the Audit Committee reviews the fairness and reasonableness

of the plan and transaction of the merger/consolidation or acquisition, the Audit Committee shall seek opinions from an independent expert on the reasonableness of the share swap ratio or distribution of cash or other assets. The review results of the Audit Committees and opinions of independent experts shall be delivered to the Members together with the notice of a general meeting for the merger/consolidation or acquisition. If the Company has made a public announcement publishing the same content as in the aforementioned documents which shall be delivered to the Members on the website designated by the competent securities authority in the ROC and the aforementioned documents are prepared at the venue of the general meeting, those documents shall be deemed as having been sent to the Members.

38 Notices

- 38.1 Notices shall be in writing and may be given by the Company to any Member either personally or by sending it by courier, post, cable, telex, fax or e-mail to him or to his address as shown in the Register of Members or to such other address given for such purpose or by means of public announcement.
- 38.2 Where a notice is sent by courier, service of the notice shall be deemed to be effected by delivery of the notice to a courier company, and shall be deemed to have been received on the third day (not including Saturdays or Sundays or public holidays in the Cayman Islands) following the day on which the notice was delivered to the courier. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre paying and posting a letter containing the notice, and shall be deemed to have been received on the fifth day (not including Saturdays or Sundays or public holidays) following the day on which the notice was posted. Where a notice is sent by cable, telex or fax, service of the notice shall be deemed to be effected by properly addressing and sending such notice and shall be deemed to have been received on the same day that it was transmitted. Where a notice is given by e-mail service shall be deemed to be effected by transmitting the e-mail to the e-mail address provided by the intended recipient and shall be deemed to have been received on the same day that it was sent, and it shall not be necessary for the receipt of the e-mail to be acknowledged by the recipient.
- 38.3 A notice may be given by the Company to the person or persons which the Company has been advised are entitled to a Share or Shares in consequence of the death or bankruptcy of a Member in the same manner as other notices which are required to be given under these Articles and shall be addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description at the address supplied for that purpose by the persons claiming to be so entitled, or at the option of the Company by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
- 38.4 Notice of every general meeting shall be given in any manner authorised by the Articles to every holder of Shares carrying an entitlement to receive such notice on the record date for such meeting except that in the case of joint holders the notice shall be sufficient if given

to the joint holder first named in the Register of Members and every person upon whom the ownership of a Share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the meeting, and no other person shall be entitled to receive notices of general meetings.

39 Winding Up

39.1 If the Company shall be wound up, and the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the number of the Shares held by them at the commencement of the winding up This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

39.2 If the Company shall be wound up the liquidator may, subject to the rights attached to any Shares and with the sanction of a Special Resolution of the Company and any other sanction required by the Statute, divide amongst the Members in proportion to the number of the Shares held by them in kind the whole or any part of the assets of the Company (whether such assets shall consist of property of the same kind or not) and may for that purpose value any assets and determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any asset upon which there is a liability.

40 Indemnity and Insurance

40.1 Unless otherwise provided in these Articles, every Director and officer of the Company, together with every former Director and former officer of the Company (each an "Indemnified Person") shall be indemnified out of the assets of the Company against any liability, action, proceeding, claim, demand, costs, damages or expenses, including legal expenses, whatsoever which they or any of them may incur as a result of any act or failure to act in carrying out their functions other than such liability (if any) that they may incur by reason of their own actual fraud or wilful default or breach of their duties as referred to in Article 27.4 or 29.5. No Indemnified Person shall be liable to the Company for any loss or damage incurred by the Company as a result (whether direct or indirect) of the carrying out of their functions unless that liability arises through the actual fraud or wilful default or breach of their duties as referred to in Article 27.4 or 29.5 of such Indemnified Person. No person shall be found to have committed actual fraud or wilful default or breach of

their duties as referred to in Article 27.4 or 29.5 under this Article unless or until a court of competent jurisdiction shall have made a finding to that effect.

40.2 The Company shall advance to each Indemnified Person reasonable attorneys' fees and other costs and expenses incurred in connection with the defence of any action, suit, proceeding or investigation involving such Indemnified Person for which indemnity will or could be sought. In connection with any advance of any expenses hereunder, the Indemnified Person shall execute an undertaking to repay the advanced amount to the Company if it shall be determined by final judgment or other final adjudication that such Indemnified Person was not entitled to indemnification pursuant to this Article. If it shall be determined by a final judgment or other final adjudication that such Indemnified Person was not entitled to indemnification with respect to such judgment, costs or expenses, then such party shall not be indemnified with respect to such judgment, costs or expenses and any advancement shall be returned to the Company (without interest) by the Indemnified Person.

40.3 The Board, on behalf of the Company, may purchase and maintain insurance for the benefit of any Director or other officer of the Company against any liability which, by virtue of any rule of law, would otherwise attach to such person in respect of any negligence, default, breach of duty or breach of trust of which such person may be guilty in relation to the Company.

41 Financial Year

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

42 Transfer by Way of Continuation

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

43 Appointment of Litigious and Non-litigious Agent

So long as the Shares are listed on the TSE, the Company shall, by a resolution of the Directors, appoint or remove a litigious and non-litigious agent pursuant to the Applicable Public Company Rules to act as the Company's responsible person in the ROC to handle matters stipulated in the ROC Securities and Exchange Act and the relevant rules and regulations thereto.

44 Corporate Social Responsibility

The Company shall comply with the laws and regulations as well as business ethics and may take actions which will promote public interests in order to fulfill its social responsibilities when conducting its business.

Fulgent Sun International (Holding) Co., Ltd.

Comparison Table for the Amendmens to the “Memorandum and Articles of Association”

Current Articles	Amended Articles	Explanations
THE COMPANIES ACT (AS AMENDED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES	THE COMPANIES ACT (AS AMENDED REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES	According to the latest version of the Companies Act (As Revised) of the Cayman Islands, the revised wording
3. The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Act (as amended) or as the same may be revised from time to time or any other law of the Cayman Islands.	3. The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Act (as amended As Revised) or as the same may be revised from time to time or any other law of the Cayman Islands.	According to the latest version of the Companies Act (As Revised) of the Cayman Islands, the revised wording
<p>"Applicable Public Company Rules" means the ROC laws, rules and regulations (including, without limitation, the Company Law, the Securities and Exchange Law, the rules and regulations promulgated by the FSC, and the rules and regulations promulgated by the TSE, as amended from time to time) affecting public companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as applicable to the Company.</p>	<p>"Applicable Public Company Rules" means the ROC laws, rules and regulations (including, without limitation, the Company Law Act, the Securities and Exchange Law Act, the rules and regulations promulgated by the FSC, and the rules and regulations promulgated by the TSE, as amended from time to time) affecting public companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as applicable to the Company.</p>	According to the latest version of the Companies Act (As Revised) of the Cayman Islands, the revised wording
<p>"Electronic Transactions Act" means the Electronic Transactions Act (2003 Revision) of the Cayman Islands.</p>	<p>"Electronic Transactions Act" means the Electronic Transactions Law (2003-Revision Act (As Revised) of the Cayman Islands.</p>	According to the latest version of the Companies Act (As Revised) of the Cayman Islands, the revised wording
<p>"Statute" means the Companies Act (as amended) of the Cayman Islands and every modification, re-enactment or revision thereof for the time being in force.</p>	<p>"Statute" means the Companies Act (as amended As Revised) of the Cayman Islands and every modification, re-enactment or revision thereof for the time being in force.</p>	According to the latest version of the Companies Act (As Revised) of the Cayman Islands, the revised wording

Fulgent Sun International (Holding) Co., Ltd (the "Company")
Rules of Procedure for Shareholders Meetings (the "Rules")

(adopted by a special resolution passed on May 30, 2023)

Article 1 In order to establish a good governance system for the Company, improve the supervision function and strengthen the management function, the Company has set out these Rules and Procedures based on the regulations of Article 5 of the Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies of the Republic of China.

Article 2 The Rules of Procedures of the shareholders' meeting of the Company shall, except as otherwise provided in the Act or the Articles of Association, be conducted in accordance with these Rules.

The Shareholders' Meeting of the Company shall be convened by the Board of Directors besides there are regulations from the Articles of Association of the Company or other Acts.

Changes to how the Company convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.

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) before 30 days before the date of a regular shareholders meeting or before 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 before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 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.

If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting

In addition, before 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.

The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:

1. For physical shareholders meetings, to be distributed on-site at the meeting.
2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
3. For virtual shareholders meetings, electronic files shall be shared on the virtual meeting platform.

The notice and the announcement shall contain the reasons for the convening; the notice may be made into electronic format by the consent of the relative person.

The following matters shall be enumerated in the convening of the matter and shall not be raised by special motion:

1. Election or dismissal of directors.
2. Amend the Articles of Association.
3. (i) the dismissal, mergers and acquisitions or termination of the Company, (ii) conduct, amend or terminate the lease contract, the entrustment of the operating contract or the joint contract of operation, (iii) the granting of all or part of the business or property of the Company, (iv) transfer or obtain all of the business or property of the Company that has significant impact on the operation, (v) capital decrease, and (vi) application for cancellation of public offering.

4. Authorize a director to act for itself or any other person within the business scope of the Company.
5. All or part of the surplus disbursed by the issuing new shares or allocating of APIC or other amount.
6. The Company issues the securities with the nature of equity privately.
7. Issuance of an employee stock option certificate whose subscription price shall not be lower than the closing price of the underlying stock on the date of issuance.
8. The issuer declares for the issuance of new shares that restrict the rights of employees.

Reasons for convening a shareholders' meeting has been enshrined in a comprehensive re-election of directors, and shall state the date of taking office, the shareholders' meeting after the election is completed, the same meeting, not be permitted to temporarily move or otherwise change the date of their taking office.

Shareholders who hold more than one percent of the total number of issued shares will be able to submit a written notice to the Company to initiate the shareholders' meeting. But it shall be limited to one proposal, and those more than one will are not included in the motion. The Board of Directors shall not be listed as one of the following cases in which the following shareholders are not included in the proposal as follows:

1. The shareholders of the Proposal have less than one percent of the total issued shares.
2. The proposal is not the conclusion of the shareholders' meeting
3. The shareholders propose more than one proposal.
4. The proposal is made after the deadline for the acceptance of the notice.

The Company shall notify the acceptance of the proposal of shareholders made before the termination date of shares transferring of the shareholders' meeting, as well as the acceptance location and the period; the acceptance period shall not be less than ten days.

The proposals of the shareholders shall be written within 300 words and those exceeding 300 words shall not be included; the shareholders of the proposal should be present at the shareholders' meeting and participate in the discussion of the motion.

The Company shall notify the shareholders of the proposal the results of the processing before the notice of convening the Shareholders' Meeting and set out the notice of meeting in the meeting. In the case of a shareholder proposal not included in the proposal, the Board of Directors shall state the reasons for not being included in the shareholders' meeting.

Article 3 Shareholders are required by each attending of shareholders 'meeting, to present the power of attorney issued by the Company that set out the scope of authorization, entrusted agents to attend the shareholders' meeting.

A shareholder shall present one power of attorney, and shall entrust one person only, and deliver to the Company 5 days before the shareholders meeting, if the power of attorney is repeated in the contents, the first delivered shall be the effective subject. But the statements to revoke the former expression are not restricted by this regulation

Upon the delivery of the power of attorney to the Company, the shareholders who intend to attend the shareholders 'meeting in person shall, at least 2 days before the shareholders' meeting, notify the Company in writing of the cancellation of the entrustment; the overdue revocation shall entitle the entrusted agent to attend the exercise of the voting right quasi.

If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to the Company two 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.

Article 4 The location where the shareholders 'meeting is convened shall be at the place where the Company is located or the Convenience Shareholder attends and is suitable for the convening of the shareholders' meeting. The meeting shall not be held earlier than 9:00 am or later than 3:00 pm, Should take full account of the views of independent directors.

The restrictions on the place of the meeting shall not apply when the Company convenes a virtual shareholders meeting.

Article 5 The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

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. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attending the shareholders meeting in person. The Company shall set up a signature list for the attendance of the agents or shareholders entrusted by other shareholders or by submission of the attendance certificate to the proxies.

The Company shall deliver the proceedings manual, annual report, attendance certificate, statement of speech, vote and other meeting information to the shareholders present at the shareholders' meeting.

The shareholders shall attend the shareholders' meeting by attending the card, attend the attendance card or other attendance documents, and shall solicit the solicitor of the power of attorney and carry the ID documents for verification.

For the government or legal person is the shareholder, the representative of the shareholders' meeting is not limited to one person. When a legal person is entrusted to attend the shareholders' meeting, only one representative is present.

In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.

In the event of a virtual shareholders meeting, the Company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

Article 5-1 To convene a virtual shareholders meeting, the Company shall include the following particulars in the shareholders meeting notice:

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - A. To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.

- B. Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
 - C. In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
 - D. Actions to be taken if the outcome of all proposals has been announced and extraordinary motion has not been carried out.
3. To convene a virtual shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.

Article 6 If the meeting of the Board of Directors is convened by the convenor of the other convenees, the chairman of the meeting shall be held by the convenor, and if the convenor has more than two persons, one of them shall be recommended to be the Convenor.

The Company may appoint the appointed lawyer, accountant or related person to attend the shareholders' meeting.

Article 7 The Company shall record the video and audio of the whole process of the shareholders' meeting and reserve the recorded files for at least one year. But the shareholders of the Company, in accordance with the provisions of the Articles of Association, and conduct the proceeding of revoke of the resolution of the meeting, shall be reserved until the end of the proceedings.

Where a shareholders meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

Article 8 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, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

If the chairman of the meeting has not been represented by a majority of the total number of shares to be issued, the chairman may announce a postponement of the meeting. The delay shall be limited to two times, and the delay shall not exceed 1 hour. In the event that shareholders with less than one third of the total number of issued shares are presented, the cancellation of the shareholders' meeting shall be announced by the Chairman. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

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 one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 6.

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

Article 9 If the shareholders' meeting is convened by the board of directors, the agenda shall be determined by the board of directors. The meeting shall be conducted on the basis of the scheduled agenda and shall not be changed without the resolution of the shareholders' meeting.

If the shareholders are convened by the convenor other than the board of directors, the provisions of the preceding paragraph shall be applied.

The Chairman shall not adjudicate the adjournment without the resolution or before the discussion of the aforesaid 2 paragraphs (including extraordinary motions) are satisfied; for the Chairman that violating the Rules and Procedures, the members of the Board and other members shall promptly assist the shareholders in the proceedings in accordance with legal regulations, so that the Chairman of the Board of Directors may be elected via the method that a total of more than half of the shareholders voted to vote for one person to chair and continue the process of the meeting.

The Chairman shall give a full explanation and discussion of the proposed amendment or provisional motion in respect of the motion and the shareholders, and it shall declare that the discussion shall be adjourned and put to the vote when he reaches the point of voting.

Article 10 Before making statements by the attended shareholders, the applicant shall first fill in the application of statement to indicate the purpose of the statement, the number of shareholders (or attendance card number) and the name, by the chairman to speak the order.

Attended shareholders that only submit the application of statement but do not conduct one shall be viewed as not making statement. If the content of the statement and the application of the statement are inconsistency, the content of statement shall prevail.

Each shareholder of the same motion shall not make statement more than twice except being approved the Chairman and shall not exceed five minutes per once, but the Chairman shall cease the statement if the shareholder speaks violates the requirement or moves beyond the scope of the question.

At the time of the statement of the shareholders, the other shareholders shall not speak in any way except with the consent of the Chairman and the shareholders that makes the statement, otherwise the Chairman shall restrain such violation.

Where a legal person shareholder appoints two or more representatives to attend the shareholders' meeting, the same motion shall only be made by one agent. After the statement of the shareholders, the Chairman may personally or designated the relevant personnel to reply.

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

Article 11 The vote of the shareholders' meeting shall be based on the shares.

The resolution of the shareholders' meeting shall not be the total number of shares of the non - voting shareholders.

Shareholders are not allowed to vote for the matters of the meeting and have their own interests that are harmful to the interests of the Company and shall not act on behalf of his shareholders to exercise their voting rights.

The number of shares not allowed to be exercised in the preceding paragraph shall not be counted as the number of voting rights of the attended shareholders.

In the event that the shareholders of the shareholders' meeting are appointed by other shareholders in writing or in electronic form and the chairman of the shareholders' meeting is entrusted by the shareholders of the shareholders' meeting, the trust business or the stock agency approved by the securities authority, the voting rights of the agent shall not exceed The total number of issued shares is 3% of the total number of shares, and the voting rights exceeding the voting amount shall not be calculated.

Article 12 Shareholders have a voting right per share, but are limited or are not limited to those who have no voting rights under Article 179 (2) of the Company Act of the Republic of China.

During the shareholders' meeting, it may exercise its written or electronic approach to practice its voting rights. When exercising its voting rights in writing or electronically, the method of exercise shall be set out in the notice of the shareholders' meeting. Shareholders who exercise their voting rights in writing or electronically shall be deemed to have appointed the Chairman of the Shareholders' Meeting to act as their agent at the Shareholders' Meeting in accordance with their instructions in writing or electronic documents, provided that such assignments shall not constitute a agency for the rules of the Companies agent. The Chairman of the Shareholders' Meeting shall not be entitled to exercise the voting rights of the Shareholders on the basis of the status of the Agent and the matters not stated in the written or electronic document and the amendments or interim motions of the original motion proposed by the Shareholders' Meeting. For the avoidance of doubt, the exercise by the Shareholders in writing or electronically shall be deemed to have waived the exercise of the voting rights in respect of the provisional motion and the original motion of the Shareholders' Meeting. If the chairman of the shareholders' meeting does not exercise the voting right on behalf of such shareholders, the number of shares shall not be counted as the number of voting rights in the shareholders who are present, but shall be counted as the number of shares at the minimum number of attendees.

Any person who practices the right to vote in writing or electronically in the aforesaid Paragraph shall express the intention to the Company 5 days before the the shareholders' meeting, and the means shall be repeated, whichever is first served. But the statements to revoke the former expression are not restricted by this regulation.

In the event of shareholders practice the voting right in written or electronic approach, any person who intends to attend the meeting in person or via videoconference shall, at least 2 days prior to the meeting of the shareholders, revoke the exercise of the voting rights in the same manner as the exercise of the voting rights; The voting rights of electronic means shall prevail. In the event that the voting rights are exercised in writing or electronically and the proxy is entrusted by the proxy to attend the shareholders' meeting, the voting rights entrusted to the agent shall prevail.

The voting result of the proposal shall be subject to the approval of the majority of the shareholders' voting rights, except as otherwise provided in the Company Act of the ROC and the Articles of Association of the Company. , The shareholders shall vote on a case-by-case basis on a case-by-case basis by the chairman or his designated person, and the shareholders' consent, objection or abstention shall be entered into MOPs of the ROC on the day after the shareholders' meeting.

In the case of an amendment or an alternative to the same motion, the chairman shall, in the same order as the original decision. If the other case has been passed, the other motions shall be deemed to have been vetoed.

The bill of directors of the motion and the counting of votes shall be designated by the Chairman, but the supervisors should have the identity as shareholders.

The counting of votes shall be made open to the shareholders' meeting and the result of the voting shall be reported and recorded.

When the Company convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

When the Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 5 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

Article 13 For the shareholders' meeting electing the directors, the Company's relevant selection rules shall be applied, and shall adequately announce the results of the election.

The electoral votes for the preceding election shall be sealed and signed by the supervisors and reserved for at least one year. But the shareholders of the Company in accordance with the provisions of the Articles of Association to revoke the shareholders of the resolution, should be saved until the end of the proceedings.

Article 14 The resolution of the shareholders' meeting shall be made into proceeding, and signed or sealed by the Chairman and distributed to the shareholders within 20 days after the meeting. The production and distribution of proceedings may electronically made.

The distribution of the former Proceedings shall be made by way of announcement.

The proceedings shall, in accordance with the terms, accurately record the year, the month, the date, the location, the name of the Chairman, the method of resolution, the merits of the proceedings and the results of the proceedings, and reserved permanently during the existence of the Company.

Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of a disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a virtual shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending virtual shareholders meeting online

Article 15 Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event of a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During the Company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

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 Market) regulations, the Company shall upload the content of such resolution to the MOPS of the ROC within the prescribed time period.

Article 16 The staff member of the shareholders' meeting shall wear a certificate or armband.

The chairman has commanded the captain or security officer to assist in maintaining the order of the venue. When the captain or the security officer is present to assist in maintaining the order, an armband titled "SECURITY" or identification should be worn.

Shareholders who violate these Rules are not subject to the Chairman's correction and prevent the conduct of the meeting from being stopped. The Chairman shall direct the the security officer to drive them out of the meeting venue.

Article 17 At the time of the meeting, the Chairman may, at its discretion, declare a rest, temporarily postpone the meeting due to the occurrence of force majeure, then announce the time for the further meeting agenda.

The agenda of the shareholders' meeting before the meeting (including the provisional motion) is not terminated, the venue of the meeting will not be able to continue to use, and the shareholders' meeting will continue to meet.

Shareholders will be in accordance with the provisions of the Articles of Association of the Company, to conduct the resolution of the extension or renewal of the meeting.

Article 18 In the event of a virtual shareholders meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

Article 19 When the Company convenes a virtual shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.

Article 20 In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the first paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders meeting held under the first paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.

When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in first paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the first paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.

- Article 21 When convening a virtual shareholders meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending virtual shareholders meeting online.
- Article 22 These Rules and Procedures shall be implemented after the approval of the shareholders' meeting and shall be identical when being amended.

**THE COMPANIES ACT (AS AMENDED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION
OF
FULGENT SUN INTERNATIONAL (HOLDING) CO., LTD.
(adopted by a special resolution passed on May 30, 2023)**

1. The name of the Company is Fulgent Sun International (Holding) Co., Ltd..
2. The registered office of the Company shall be at the offices of Maples Corporate Services Limited, PO Box 309, Uglund House, Grand Cayman, KY1-1104, Cayman Islands, or at such other place as the Board may from time to time decide.
3. The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Act (as amended) or as the same may be revised from time to time, or any other law of the Cayman Islands.
4. The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.
5. The share capital of the Company is New Taiwan Dollars 3,000,000,000 divided into 300,000,000 shares of a par value of New Taiwan Dollars 10.00 each.
6. The Company has power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.
7. 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.

THE COMPANIES ACT (AS AMENDED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF
FULGENT SUN INTERNATIONAL (HOLDING) CO., LTD.
(adopted by a special resolution passed on May 30, 2023)

1 Interpretation

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

"Applicable Public Company Rules" means the ROC laws, rules and regulations (including, without limitation, the Company Law, the Securities and Exchange Law, the rules and regulations promulgated by the FSC, and the rules and regulations promulgated by the TSE, as amended from time to time) affecting public companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as applicable to the Company.

"Articles" means these articles of association of the Company.

"Audit Committee" means the audit committee under the Board, which shall comprise solely of Independent Directors of the Company.

"Board" means the board of directors appointed or elected pursuant to the Articles and acting at a meeting of directors at which there is a quorum in accordance with the Articles.

"Book Closure Period" means a certain period of time that the Board closes the Register of Members for transfers as prescribed by the Applicable Public Company Rules for the purpose of (i) determining the Members entitled to receive notice(s) of, to attend at and to vote at any general meeting; (ii) determining the Members entitled to receive payment of any Dividend or other distribution; (iii) determining the Members for any other purpose.

"Capital Redemption Reserve" means a reserve established by the Company for the purpose of section 37(4) of the Statute which shall comprise of, inter alia, (i) where Shares of the Company are redeemed or purchased wholly out of the Company's profits, amounts by which the Company's issued share capital is diminished in accordance with section 37(3)(g) of the Statute on cancellation of the Shares redeemed or purchased; (ii) where Shares of the

Company are redeemed or purchased wholly or partly out of the proceeds of a fresh issue and the aggregate amount of those proceeds is less than the aggregate nominal value of the Shares redeemed or purchased, the amount of such difference, unless section 37(4)(c) of the Statute applies; (iii) where Shares of the Company are redeemed or purchased out of capital and the capital payment for Shares redeemed or purchased and cancelled is less than their nominal amount, the amount of such difference, subject to section 37(5)(f) of the Statute; subject to any reduction in accordance with section 37(5)(e) of the Statute and other provisions of the Statute.

"Capital Reserve"	means the premium paid on the issuance of any Share and income from endowments received by the Company.
"Cayman Merger"	means the merger or consolidation as defined in the Statute.
"Chairman"	means the Director elected amongst all the Directors as the chairman of the Board.
"Company"	means the above named company.
"Compensation Committee"	means the compensation committee to be established by the Board, which shall comprise of professional individuals and have the functions prescribed by the Applicable Public Company Rules.
"Directors"	means the directors for the time being of the Company and shall include any and all Independent Director(s).
"Dividend"	means any dividend (whether interim or final) resolved to be paid on Shares pursuant to the Articles.
"Electronic Record"	has the same meaning as in the Electronic Transactions Law.
"Electronic Transactions Act"	means the Electronic Transactions Law (2003 Revision) of the Cayman Islands.
"FSC"	means the Financial Supervisory Commission of the ROC.
"Independent Directors"	means the Directors who are elected as "Independent Directors" for the purpose of the Applicable Public Company Rules.
"Listed Company"	means the public company whose shares are listed on TSE for trading.
"Member"	has the same meaning as in the Statute.
"Memorandum"	means the memorandum of association of the Company.
"Market Observation Post System"	means the public company reporting system maintained by the TSE.
"Ordinary Resolution"	means a resolution passed by a simple majority of the Members as, being entitled to do so, vote in person or, where

proxies are allowed, by proxy at a general meeting. In computing the majority when a poll is demanded regard shall be had to the number of votes to which each Member is entitled by the Articles.

- "OTC Company"** means the public company whose shares are listed on TPEX for trading.
- "Register of Members"** means the register of members maintained in accordance with the Statute and includes (except where otherwise stated) any duplicate Register of Members.
- "Registered Office"** means the registered office for the time being of the Company.
- "ROC"** means Taiwan, the Republic of China.
- "Seal"** means the common seal of the Company and includes every duplicate seal.
- "Share" and "Shares"** means a share or shares in the Company.
- "Special Resolution"** has the same meaning as in the Statute.
- "Statute"** means the Companies Act (as amended) of the Cayman Islands and every modification, re-enactment or revision thereof for the time being in force.
- "Subsidiary"** means, with respect to any company, (i) the entity, more than one half of whose total number of the outstanding voting shares or the total amount of the capital stock are directly or indirectly held by such company; (ii) the entity that such company has a direct or indirect control over its personnel, financial or business operation; (iii) the entity, one half or more of whose executive shareholders or board directors are concurrently acting as the executive shareholders or board directors of such company; and (iv) the entity, one half or more of whose total number of outstanding voting shares or the total amount of the capital stock are held by the same shareholder(s) of such company.
- "Supermajority Resolution"** means a resolution passed by a majority vote of the Members at a general meeting attended by Members who represent two-thirds or more of the total outstanding Shares or, if the total number of Shares represented by the Members present at the general meeting is less than two-thirds of the total outstanding Shares, but more than one half of the total outstanding Shares, means instead, a resolution passed by two-thirds or more of votes cast by the Members present at such general meeting.
- "TDCC"** means the Taiwan Depository & Clearing Corporation.

- "TPEx" means the Taipei Exchange.
- "Treasury Shares" means a Share held in the name of the Company as a treasury share in accordance with the Statute.
- "TSE" means the Taiwan Stock Exchange.

1.2 In these Articles:

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

2 Commencement of Business

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

3 Issue of Shares

- 3.11 Subject to the provisions, if any, in the Memorandum (and to any direction that may be given by the Company in general meeting) and these Articles, and without prejudice to any rights attached to any existing Shares, the Board may allot, issue, grant options over or otherwise dispose of Shares with or without preferred, deferred or other rights or restrictions, whether in regard to Dividend or other distribution, voting, return of capital or otherwise and to such persons, at such times and on such other terms as they think proper, and may also (subject to the Statute and the Articles) vary such rights; provided that no Share shall be issued at a discount except in accordance with the Statute.
- 3.12 The issue of new Shares shall be approved by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors and shall at all times be subject to the sufficiency of the authorized share capital of the Company.
- 3.13 Where the Company increases its issued share capital by issuing new Shares for cash consideration in the ROC, the Company shall allocate 10% of the total amount of the new Shares to be issued, for public offering in the ROC, unless it is deemed as either unnecessary or inappropriate by the FSC or TSE for the Company to conduct the aforementioned public offering. Any percentage higher than the aforementioned 10% as resolved by a general meeting for public offering in the ROC shall prevail. The Company

may also reserve up to 15% of the total amount of such newly issued Shares for subscription by the employees of the Company and its Subsidiaries.

- 3.14 Unless otherwise resolved by the Members at a general meeting by Ordinary Resolution, where the Company increases its issued share capital by issuing new Shares for cash consideration, the Company shall make a public announcement and notify each Member that he/she/it is entitled to exercise a pre-emptive right to purchase his/her/its pro rata portion of the remaining new Shares (after allocation of the public offering portion and the employee subscription portion in Article 3.3) issued in the capital increase for cash consideration. The Company shall state in such announcement and notices to the Members that if any Member fails to subscribe his/her/its pro rata portion of such remaining newly-issued Shares within the prescribed period, such Member shall be deemed to forfeit his/her/its pre-emptive right to subscribe such newly-issued Shares. In the event that the number of Shares held by a Member is insufficient for such Member to exercise the pre-emptive right to subscribe one newly-issued Share, Shares held by several Members may be calculated together for joint subscription of newly-issued Shares or for subscription of newly-issued Shares in the name of a single Member pursuant to the Applicable Public Company Rules. If the total number of the new Shares to be issued has not been fully subscribed by the Members within the prescribed period, the Company may consolidate such Shares into the public offering tranche or offer any un-subscribed new Shares to a specific person or persons according to the Applicable Public Company Rules.
- 3.15 The Company may issue new Shares with restricted rights ("Restricted Shares") solely to employees of the Company and its Subsidiaries by Supermajority Resolution provided that Article 3.3 and Article 3.4 hereof shall not apply. For so long as the Shares are listed on the TSE, the terms of issue of Restricted Shares, including but not limited to the number, issue price, issue conditions and other related matters, shall comply with the Applicable Public Company Rules.
- 3.16 The pre-emptive right of Members under Article 3.4 shall not apply in the event that new Shares are issued:
- (a) in connection with any reorganization of the Company;
 - (b) in connection with meeting the Company's obligations under share subscription warrants and/or options, including those issued under in Article 3.8 and Article 3.10 hereof;
 - (c) in connection with the issue of Restricted Shares in accordance with Article 3.5 hereof;
 - (d) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to subscribe for Shares;
 - (e) in connection with meeting the Company's obligations under preferred shares vested with rights to subscribe for Shares; or
 - (f) in connection with private placement of the securities issued by the Company.

- 3.6.1 The pre-emptive right of the employees of the Company under Article 3.3 and the pre-emptive right of Members under Article 3.4 shall not apply in the event that new Shares are issued:
- (a) in connection with a merger with another company, or for the merger between the Subsidiary of the Company and other companies, or the Spin-off of the Company;
 - (b) in connection with the Shares issued for being acquired;
 - (c) in connection with acquisition of issued Shares, business, or assets of another company; or
 - (d) in connection with share swap.
- Any new Shares issued under this Article may be paid up in cash or assets required in the business of the Company.
- 3.17 The Company shall not issue any unpaid Shares or partly paid-up shares. When the total number of Shares in the issuance of new Shares has been subscribed to in full, the Company shall immediately press each of the subscribers for payment. Where share certificates are issued above the par value thereof, the amount in excess of such value shall be collected at the same time with the payment for Shares. Where subscriber delays payment for Shares as provided in this Article, the Company shall fix a period of not less than one month and call upon each subscriber to pay up, declaring that in case of default of payment within the stipulated period their right shall be forfeited. After the Company has made the aforesaid call, the subscribers who fail to pay accordingly shall forfeit their rights and the Shares subscribed to by them shall be otherwise sold. Under the aforesaid circumstances, compensation for loss or damage, if any, may still be claimed against such defaulting subscribers.
- 3.18 Notwithstanding Article 3.5 hereof, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt one or more incentive programmes and may issue Shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries.
- 3.19 Options, warrants or other similar instruments issued in accordance with Article 3.8 above are not transferable save by inheritance.
- 3.20 The Company may enter into agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 3.8 above, whereby employees may subscribe, within a specific period, a specific number of the Shares. The terms and conditions of such agreements shall be no less restrictive on relevant employee than the terms specified in the applicable incentive programme.
- 3.11 The Company shall not issue Shares to bearer.
- 3.12 The Company may issue Shares with rights which are preferential to those of ordinary Shares issued by the Company ("Preferred Shares") with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of Directors and with the approval of a Special Resolution. Prior to the issuance of any Preferred Shares approved pursuant to this Article, the Articles shall be amended to set forth the rights and obligations of the Preferred Shares, including but not limited to the following terms and provided that such rights and obligations of the Preferred Shares shall

not contradict the mandatory provisions of the Applicable Public Company Rules regarding the rights and obligations of such Preferred Shares, and the same shall apply to any variation of rights of Preferred Shares:

- (a) order, fixed amount or fixed ratio of allocation of dividends and bonus on Preferred Shares;
- (b) order, fixed amount or fixed ratio of allocation of surplus assets of the Company;
- (c) order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of the holders of Preferred Shares;
- (d) the method by which the Company is authorized or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply; and
- (e) other matters concerning rights and obligations incidental to Preferred Shares.

3.13 Subject to the Statute and Applicable Public Company Rules, any proposal to issue employee stock options to any employee of the Company and its Subsidiaries by the Company, with the exercise price lower than the closing price of the Shares listed on the TSE as of the issuing date of such options, shall be approved by a resolution passed by two-thirds or more of the Members present at the general meeting who represent a majority of the total outstanding Shares as at the date of such general meeting, which may be offered in different tranches within one year of the date of the general meeting approving such issuance. The handbook of the general meeting shall specify the following matters, which may not be made by an ad hoc motion:

- (a) the total number of employee stock options to be issued, the number of Shares subscribable per stock option, and the number of new Shares to be issued to cover exercise of the options or the number of the Treasury Shares to be repurchased in accordance with the provisions of the Applicable Public Company Rules;
- (b) the basis and reasonableness of the determined exercise price;
- (c) the number, purpose and reasonableness of the share transfer;
- (d) conditions for and number of Shares to be subscribed by relevant employees; and
- (e) any effect on the Members' rights, including:
 - (i) the amount which may be recorded as expenses and any dilution on retained earnings per Share; and
 - (iii) any financial burden on the Company where issued Shares will be used to cover the exercise of employee stock options.

4 Register of Members

4.1 The Directors shall keep, or cause to be kept, the Register of Members at such place as the Directors may from time to time determine and, in the absence of any such determination, the Register of Members shall be kept at the Registered Office.

4.2 If the Directors consider it necessary or appropriate, the Company may establish and maintain a branch register or registers of members at such location or locations within or outside the Cayman Islands as the Directors think fit. The principal register and the branch register(s) shall together be treated as the Register of Members for the purposes of the Articles.

4.3 For so long as any Shares are listed on the TSE, title to such listed Shares may be evidenced and transferred in accordance with the laws applicable to and the rules and

regulations of the TSE that are or shall be applicable to such listed Shares and the Register of Members maintained by the Company in respect of such listed Shares may be kept by recording the particulars required by section 40 of the Statute in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the TSE that are or shall be applicable to such listed Shares.

5 Closing Register of Members or Fixing Record Date

5.1 For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend or other distribution, or in order to make a determination of Members for any other purpose, the Board may provide that the Register of Members shall be closed for transfers for a stated period as prescribed by the Applicable Public Company Rules.

5.2 In lieu of, or apart from, closing the Register of Members, the Board may fix in advance or arrears a date as the record date for any such determination of Members entitled to notice of, or to vote at any meeting of the Members or any adjournment thereof, or for the purpose of determining the Members entitled to receive payment of any Dividend or other distribution, or in order to make a determination of Members for any other purpose.

5.3 If the Register of Members is not so closed and no record date is fixed for the determination of Members entitled to notice of, or to vote at, a meeting of Members or Members entitled to receive payment of a Dividend or other distribution, the date on which notice of the meeting is sent or the date on which the resolution of the Board resolving to pay such Dividend or other distribution is passed, as the case may be, shall be the record date for such determination of Members. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this Article, such determination shall apply to any adjournment thereof.

6 Certificates for Shares

6.1 Subject to the provisions of the Statute, the Company shall issue shares without printing share certificates for the Shares issued. So long as the Shares are listed on the TSE, notwithstanding anything contained in these Articles and subject always to the law of the Cayman Islands, the details regarding such issue of shares shall be recorded by TDCC in accordance with the Applicable Public Company Rules, and the Company shall recognize as a Member each person identified as a holder of a Share in the records provided by the TDCC to the Company and such records shall form part of the Register of Members. A Member shall only be entitled to a share certificate if the Board resolves that share certificates shall be issued. Share certificates representing Shares, if any, shall be in such form as the Board may determine. Share certificates shall be signed by one or more Directors or other person authorised by the Board. The Board may authorise certificates to be issued with the authorised signature(s) affixed by mechanical process. All certificates for Shares shall be consecutively numbered or otherwise identified and shall specify the Shares to which they relate. All certificates surrendered to the Company for transfer shall be cancelled and subject to these Articles no new certificate shall be issued until the former certificate representing a like number of relevant Shares shall have been surrendered and cancelled.

- 6.2 The Company shall not be bound to issue more than one certificate for Shares held jointly by more than one person and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.
- 6.3 If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and on the payment of such expenses reasonably incurred by the Company in investigating evidence, as the Board may prescribe, and (in the case of defacement or wearing out) upon delivery of the old certificate.
- 6.4 Every share certificate sent in accordance with the Articles will be sent at the risk of the Member or other person entitled to the certificate. The Company will not be responsible for any share certificate lost or delayed in the course of delivery.
- 6.5 In the event that the Board resolves share certificate shall be issued, the Company shall deliver the share certificates to the subscribers within thirty days from the date such Shares may be issued pursuant to the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such share certificate pursuant to the Applicable Public Company Rules.

7 Transfer of Shares

- 7.1 Subject to Article 3.1, Shares are transferable.
- 7.2 The instrument of transfer of any Share shall be in writing and shall be executed by or on behalf of the transferor (and if the Board so requires, signed by or on behalf of the transferee). The transferor shall be deemed to remain the holder of a Share until the name of the transferee is entered in the Register of Members.
- 7.3 Notwithstanding the foregoing, transfers of Shares which are listed on the TSE may be effected by any method of transferring or dealing securities permitted by the TSE which is in accordance with the Applicable Public Company Rules and which has been approved by the Board for such purpose.

8 Redemption and Repurchase of Shares

- 8.1 Subject to the provisions of the Statute, the Company may issue Shares that are to be redeemed or are liable to be redeemed at the option of the Member or the Company. The redemption of such Shares shall be effected in such manner as the Company may, by Special Resolution, determine before the issue of the Shares.
- 8.2 Subject to the provisions of the Statute, these Articles and the Applicable Public Company Rules, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, purchase its own Shares (including any redeemable Shares) provided that the Members shall have approved the manner of purchase by Ordinary Resolution or the manner of purchase shall be in accordance with Article 8.4 hereof.
- 8.3 In the event that the Company proposes to purchase any Share listed on the TSE pursuant to the preceding Article, the approval of the Board and the implementation thereof should be reported to the Members at the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall also apply even if the Company does not implement the proposal to purchase its Shares listed on the TSE for any reason.
- 8.4 For so long as the Shares are listed on the TSE, the Company is authorised to purchase any Share listed on the TSE in accordance with the following manner of purchase:

- (a) the total price of the Shares purchased by the Company shall not exceed the sum of retained earnings minus earnings distribution resolved by the Board or the general meeting, plus the following realized capital reserve:
 - (i) the premium received from the disposal of assets that has not been booked as retained earnings;
 - (ii) the premium received from the issuance of any Share and income from endowments received by the Company;
- (b) the maximum number of Shares purchased by the Company shall not exceed ten percent of the total number of issued and outstanding Shares of the Company; and
- (c) the purchase shall be at such time, at such price and on such other terms as determined and agreed by the Board in its sole discretion provided however that:
 - (i) such purchase transactions shall be in accordance with the Applicable Public Company Rules; and
 - (ii) such purchase transactions shall be in accordance with the Statute.

8.5 The Company may make a payment in respect of the redemption or purchase of its own Shares in any manner permitted by the Statute, including out of capital.

8.6 Subject to the Statute and Applicable Public Company Rules, the Company may by Ordinary Resolution redeem or purchase its own Shares by reducing and making payment out of its share capital. Any such redemption or purchase and the payment out of share capital must be made to all Members pro rata based on the percentage of shareholdings of the Members, unless otherwise provided for in the Statute or the Applicable Public Company Rules. Prior to the passing of the Ordinary Resolution in accordance with this Article 8.6, the Company shall (i) prepare a balance sheet and an inventory of its property; (ii) give notice of the proposed resolution to each creditor of the Company and make a public announcement in respect of the proposed resolution; and (iii) fix a period of not less than thirty days within which the creditors of the Company may raise their objections, if any, to such resolution. Upon approval by Ordinary Resolution, the Company may make payments to any Member in proportion to their respective shareholdings in the Company either by cash or by distribution of specific assets of the Company, provided however, that where assets other than cash are distributed to the Members, the type of assets, the value of the assets and the corresponding amount of such substitutive distribution shall be (a) assessed by an ROC certified public accountant before being submitted to the Members for approval; (b) approved by the Members by Ordinary Resolution and (c) agreed to by the Member who will receive such assets.

8.7 The Company may accept the surrender for no consideration of any fully paid Share.

8.8 The Board may, prior to the purchase, redemption or surrender of any Share, determine that such Share shall be held as a Treasury Share.

8.9 Subject to the provisions of the Statute, these Articles and the Applicable Public Company Rules, the Board may determine to cancel a Treasury Share or transfer a Treasury Share on such terms as the Board think proper (including, without limitation, for nil consideration).

8.10 After the Company purchases the Shares listed on the TSE, any proposal to transfer Treasury Shares to any employee of the Company and its Subsidiaries by the Company at

a price below the average repurchase price paid by the Company shall be approved by a resolution passed by two-thirds or more of the Members present at the general meeting who represent a majority of the total outstanding Shares at the most recent general meeting. The handbook of the general meeting shall specify the following matters, which may not be made by an ad hoc motion:

- (a) the basis and reasonableness of the determined transfer price, discount ratio and calculation;
- (b) the number, purpose and reasonableness of the share transfer;
- (c) conditions for and volume of share to be purchased by relevant employees; and
- (d) any effect on the shareholders' rights, including:
 - (i) the amount which may be recorded as expenses and any dilution on retained earnings per Share; and
 - (ii) any financial burden on the Company caused by such transfer of Treasury Shares to relevant employees at a price lower than the average repurchase price paid by the Company.

8.11 The aggregate number of Treasury Shares that may be transferred to relevant employees as approved by the Members at various general meetings shall not exceed five percent of the total outstanding Shares, and the aggregate number of Treasury Shares that may be purchased by each employee shall not exceed 0.5 percent of the total outstanding Shares. The Company may impose restrictions on the transfer of such Shares by the employees for a period of no more than two years.

9 Variation of Rights of Shares

9.1 If at any time the share capital of the Company is divided into different classes of Shares, all or any of the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, whether or not the Company is being wound up, be varied with the sanction of a Special Resolution passed at a general meeting of the holders of the Shares of that class. Notwithstanding the foregoing, if any modification or alteration in the Articles is prejudicial to the preferential rights of any class of Shares, such modification or alteration shall be passed by a Special Resolution and shall also be passed by a Special Resolution passed at a separate meeting of Members of that class of Shares. To any such meeting all the provisions of these Articles relating to general meetings shall apply mutatis mutandis.

9.2 The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking pari passu therewith.

10 Non Recognition of Trusts

The Company shall not be bound by or compelled to recognise in any way (even when notified) any equitable, contingent, future or partial interest in any Share, or (except only as is otherwise provided by these Articles or the Statute) any other rights in respect of any Share other than an absolute right to the entirety thereof in the registered holder.

11 Transmission of Shares

- 11.1 If a Member dies the survivor or survivors where he was a joint holder or his legal personal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his Shares. The estate of a deceased Member is not thereby released from any liability in respect of any Share, which had been jointly held by him.
- 11.2 Any person becoming entitled to a Share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any other way than by transfer) may, upon such evidence being produced as may from time to time be required by the Board, elect, by a notice in writing sent by him, either to become the holder of such Share or to have some person nominated by him become the holder of such Share but the Board shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by the relevant Member before his death or bankruptcy or liquidation or dissolution, as the case may be.
- 11.3 A person becoming entitled to a Share by reason of the death or bankruptcy or liquidation or dissolution of a Member (or in any other case than by transfer) shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of such Share. However, he shall not, before becoming a Member in respect of a Share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company and the Board may at any time give notice requiring any such person to elect either to be registered himself or to have some person nominated by him become the holder of the Share (but the Board shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by the relevant Member before his death or bankruptcy or liquidation or dissolution or any other case than by transfer, as the case may be). If the notice is not complied with within ninety days the Board may thereafter withhold payment of all Dividends, bonuses or other monies payable in respect of the Share until the requirements of the notice have been complied with.

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

- 12.1 The Company may by Ordinary Resolution:
- (a) increase the share capital by such sum as the Ordinary Resolution shall prescribe and with such rights, priorities and privileges annexed thereto, as the Company in general meeting may determine;
 - (b) consolidate and divide all or any of its share capital into Shares of larger amount than its existing Shares;
 - (c) convert all or any of its paid-up Shares into stock, and reconvert that stock into paid-up Shares of any denomination; and
 - (d) cancel any Shares that at the date of the passing of the Ordinary Resolution have not been taken or agreed to be taken by any person and diminish the amount of its authorized share capital by the amount of the Shares so cancelled.
- 12.2 All new Shares created in accordance with the provisions of the preceding Article shall be subject to the same provisions of the Articles with reference to transfer, transmission and otherwise as the Shares in the original share capital.

- 12.3 Subject to the provisions of the Statute and the provisions of these Articles as regards the matters to be dealt with by Ordinary Resolution, the Company may by Special Resolution:
- (a) change its name; and
 - (b) reduce its share capital and any Capital Redemption Reserve.
- 12.4 (A) Subject to the Statute, the Company may from time to time by Supermajority Resolution:
- (a) alter or add to these Articles;
 - (b) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein;
 - (c) effect any capitalization of distributable dividends and/or bonuses and/or any other amount prescribed under Article 35 hereof;
 - (d) effect any dissolution, merger (other than a Cayman Merger), share swap or spin-off of the Company;
 - (e) enter into, amend, or terminate any contract for lease of the Company's business in whole, or for delegation of management of the Company's business to others, or for frequent joint operation with others;
 - (f) transfer its business or assets, in whole or in any essential part;
 - (g) acquire or assume the whole business or assets of another person, which has a material effect on the Company's operation; or
 - (h) ratify an action by Director(s) who engage(s) in business for him/herself or on behalf of another person that is within the scope of the Company's business.
- (B) In case the Company has issued Preferred Shares, any modification or alteration in these Articles prejudicial to the privileges of the holders of Preferred Shares shall also be adopted by a meeting of the holders of Preferred Shares.
- 12.4.1 Subject to the Statute, the resolution of the general meeting shall be adopted by two-thirds or more of the votes of the shareholders who represent the total number of issued shares of the Company:
- (a) if the Company participates in the merger/consolidation and is dissolved thereafter while the surviving company is not a listed or OTC company;
 - (b) if the trading of shares on TSE market is terminated because the Company carries on the general transfer so that the transferee company is not a listed or OTC company anymore;
 - (c) if the trading of shares on TSE market is terminated because the Company is acquired by any other surviving or newly incorporated company as a 100% held subsidiary company by means of share exchange while the surviving or newly incorporated company is not a listed or OTC company; or
 - (d) if the company carries on a division and the trading of the shares then traded on TSE market shall be terminated while the surviving or newly incorporated transferee company after the division is not a listed or OTC company.

- 12.5 Subject to the Statute, the Company may, with the approval of Members at a general meeting who represent two-thirds or more of the total number of Shares entitled to vote thereat, issue equity-linked securities, including options, warrants and convertible bonds to the following qualified specific persons by way of private placement in the ROC, in accordance with Applicable Public Company Rules:
- (a) banks, bills finance enterprises, trust enterprises, insurance enterprises, securities enterprises, or other legal entities or institutions approved by the competent securities authority in the ROC;
 - (b) natural person, legal entities or funds meeting the qualifications set forth by the competent securities authority in the ROC; and
 - (c) directors, supervisors or managers of the Company or its Subsidiaries;
- provided that the total number of the qualified subscribers under paragraphs (b) and (c) shall not exceed 35 persons provided further that the Company shall provide its financial, business or other information in connection with the private placement upon the reasonable request made by the qualified persons under paragraph (b) before the completion of such private placement.
- 12.6 The resolution to approve the issue of equity-linked securities through a private placement in accordance with Article 12.5 shall not be proposed as an ad hoc motion, and the notice of the general meeting where such a resolution is proposed shall contain the following information:
- (a) the basis and the reasonableness of the pricing of the equity-linked securities to be issued;
 - (b) the manner of selection of qualified specific persons. If such specific persons have been selected by the Company, the Company shall also specify the relationships between such specific persons and the Company; and
 - (c) the necessity and the reasons for the proposed private placement.
- 12.7 The equity-linked securities to be issued through private placement by the Company in accordance with the Articles and the Applicable Public Company Rules may be offered in different tranches within one year of the date of the general meeting approving such private placement.

13 Offices and Places of Business

Subject to the provisions of the Statute, the Company may by resolution of the Board change the location of its Registered Office. The Company may, in addition to its Registered Office, maintain such offices or places of business as the Board may determine.

14 General Meetings

- 14.1 The Company shall hold a general meeting as its annual general meeting within six months following the end of each financial year.
- 14.2 The Company shall hold an annual general meeting every year.
- 14.3 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 14.4 For so long as the Shares are listed on the TSE, unless otherwise provided by the Statute, the physical general meetings shall be held in the ROC. If the Board resolves to hold a physical general meeting outside the ROC, the Company shall seek approval from the TSE

within two days after the Board adopts such resolution. Where a general meeting is to be held outside the ROC, the Company shall engage a professional stock affairs agent in the ROC to handle the administration matters of such general meeting (including but not limited to the handling of the voting of proxies submitted by any Members).

- 14.5 The Board may convene general meetings.
- 14.6 Any Member(s) holding three percent (3%) or more of the total number of the issued Shares of the Company for one (1) consecutive year or longer may request the Board to convene an extraordinary general meeting, and the Board shall forthwith proceed to convene the meeting after receiving such request.
- 14.7 The Member's request must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requestor(s) and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more requestors.
- 14.8 If the Board does not within fifteen days from the date of the deposit of the Member's request dispatch the notice of an extraordinary general meeting, the requestor(s) may himself/herself/itself convene an extraordinary general meeting.
- 14.9 Any Member(s) holding one half or more of the total number of the issued Shares of the Company for three (3) consecutive months or longer may himself/herself/itself convene an extraordinary general meeting. The calculation of the holding period and holding number of Shares shall be based on the holding at the time of share transfer suspension date.
- 14.10 A general meetings convened as aforesaid by shareholder shall be convened in the same manner as nearly as possible as that in which general meetings are to be convened by the Board.
- 14.11 The shareholders' meeting may be held by means of visual communication facilities or other methods promulgated by the competent authorities of The Company Law of the R.O.C.

15 Notice of General Meetings

- 15.1 At least thirty days' notice of an annual general meeting shall be given to each Member entitled to attend and vote thereat. The notice shall specify the place, the day and the hour of the meeting and the general nature of the business to be conducted at such meeting.
- 15.2 At least fifteen days' notice of an extraordinary general meeting shall be given to each Member entitled to attend and vote thereat. The notice shall specify the place, the day and the hour of the meeting and the general nature of the business to be conducted at such meeting.
- 15.3 The Board may fix any date as the record date for determining the Members entitled to receive notice of and to vote at any general meeting of the Company in accordance with Applicable Public Company Rules and close its Register of Members accordingly but, unless so fixed, as regards the entitlement to receive notice of a meeting or notice of any other matter, the record date shall be the date of despatch of the notice and, as regards the entitlement to vote at a meeting, and any adjournment thereof, the record date shall be the date of the original meeting.

- 15.4 A general meeting of the Company shall, notwithstanding that it is called on shorter notice than that specified in the Articles, be deemed to have been properly called if it is so agreed by all the Members entitled to attend an annual general meeting or an extraordinary general meeting (as the case may be).
- 15.5 The accidental omission to give notice of a general meeting to, or the non receipt of notice of a general meeting by, any person entitled to receive such notice shall not invalidate the proceedings of that general meeting.
- 15.6 For so long as the Shares are listed on the TSE, the Company shall, at least thirty days prior to an annual general meeting or fifteen days prior to an extraordinary general meeting, make a public announcement publishing the notice of the general meeting, the proxy instrument, agendas and materials relating to matters for approval, matters for discussion, and election or discharge of Directors to be discussed in the general meeting via the Market Observation Post System. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document used for the exercise of voting power together with the above mentioned materials. The Board shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System in accordance with Applicable Public Company Rules twenty-one days prior to the annual general meetings or, in the case of extraordinary general meetings, fifteen days prior to such meeting. However, in the case that the Company's has a paid-in capital reaching NT\$10 billion or more as of the last day of the most recent fiscal year, or in which the aggregate shareholding percentage of foreign investors and Mainland Chinese investors reached 30% or more as recorded in the shareholders' register at the time of holding of the general shareholders' meeting in the most recent fiscal year, it shall upload the aforesaid electronic file by 30 days prior to the day on which the general shareholders' meeting is to be held.
- 15.7 The following matters shall be stated in the notice of a general meeting, with a summary of the material content to be discussed, and shall not be proposed as an ad hoc motion; the material content shall be posted on the website designated by the FSC, the TPEX, the TSE or the Company, and such website shall be indicated in the above notice.
- (a) election or discharge of Directors;
 - (b) alteration of the Articles;
 - (c) (i) dissolution, merger, share swap or spin-off, (ii) entering into, amending, or terminating any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others, (iii) transfer of the Company's business or assets, in whole or in any essential part, (iv) acquisition or assumption of the whole business or assets of another person, which has a material effect on the Company's operation;
 - (d) ratification of an action by Director(s) who engage(s) in business for him/herself or on behalf of another person that is within the scope of the Company's business;
 - (e) distribution of the whole or part of the surplus profit of the Company in the form of new Shares;

- (f) capitalization of statutory reserve, Capital Reserve and any other amount in accordance with Article 35 by issuing new Shares or cash to its then Members in proportion to the number of the Shares being held by them;
 - (g) private placement of any equity-type securities issued by the Company;
 - (h) reduction of capital; and
 - (i) application for the approval of ceasing the Company's status as a public company.
- 15.8 The Board shall keep the Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's registrar (if applicable) and the Company's stock affairs agent located in the ROC. Members may request, from time to time, by submitting document(s) evidencing his/her interests involved and indicating the designated scope of the inspection, access to inspect, review, transcribe or make copies of the foregoing documents, the Company shall make its stock affairs agent to provide with the access.
- 15.9 The Company shall make available all statements and records prepared by the Board and the report prepared by the Audit Committee, which will be submitted to the Members at the annual general meeting, at the office of its registrar (if applicable) and its stock affairs agent located in the ROC ten days prior to such annual general meeting in accordance with Applicable Public Company Rules. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such inspection and review.
- 15.10 The Board or other authorized conveners of general meetings may require the Company or its stock affairs agent to provide with the Register of Members.
- 15.11 The Board may postpone any general meeting called in accordance with the Articles and a notice of postponement shall be given to each Member before the time scheduled for such meeting. A notice of the adjourned meeting shall be given as in the case of an original meeting.
- 15.12 The Directors of the Company shall be entitled to receive notice of, attend and be heard at the general meeting.
- 16 Proceedings at General Meetings**
- 16.1 No resolution shall be made at any general meeting unless a quorum is present. In case the general meeting proceeds via video conference, the shareholders taking part in such a meeting shall be deemed to have attended the meeting in person. Unless otherwise provided for in the Articles, Members present in person or by proxy, representing more than one-half of the total outstanding Shares, shall constitute a quorum for any general meeting.
- 16.2 The Board shall submit business reports, financial statements and proposals for distribution of profits or allocation of losses prepared by it for the purposes of annual general meetings of the Company for ratification by the Members as required by the Applicable Public Company Rules. After ratification by the Members at the general meeting, the Board shall distribute copies or make a public announcement of the ratified financial statements and the Company's resolutions on the allocation and distribution of profits or allocation of losses, to each Member.

- 16.3 Unless otherwise provided in the Articles, a resolution put to the vote of the meeting shall be decided on a poll. No resolution put to the vote shall be decided by a show of hands.
- 16.4 Nothing in the Articles shall prevent any Member from initiating proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the improper convening of any general meeting or the improper passage of any resolution within 30 days after passing of such resolution. The Taiwan Taipei District Court, ROC, may be the court of first instance for adjudicating any disputes arising out of the foregoing. Any Member(s) holding one percent (1%) or more of the total number of the issued Shares of the Company for six (6) consecutive months or longer may request in writing any Independent Director of the Audit Committee to initiate proceedings against any Director or Directors on behalf of the Company with a competent court having proper jurisdiction, including the Taiwan Taipei District Court, ROC. If Independent Directors of the Audit Committee fail to initiate such proceedings within thirty (30) days after receiving the request by such Member(s), subject to Cayman Islands law, such Member(s) may initiate such proceedings on behalf of the Company with a competent court having proper jurisdiction, including the Taiwan Taipei District Court, ROC.
- 16.5 Unless otherwise expressly required by the Statute, the Memorandum or the Articles, any matter which has been presented for resolutions, approval, confirmation or adoption by the Members at any general meeting may be passed by Ordinary Resolution.
- 16.6 Member(s) holding 1% or more of the total outstanding Shares immediately prior to the relevant Book Closure Period, during which the Company closed its Register of Members, may propose to the Company a proposal for discussion at a general meeting in writing or by way of electronic transmission. Unless any of the following circumstances is satisfied, the Board shall include the proposal in the agenda of the general meeting where (a) the proposing Member(s) holds less than 1% of the total number of outstanding Shares, (b) the matter of such proposal may not be resolved by a general meeting; (c) the proposing Member(s) has proposed more than one proposal; (d) the proposal is submitted to the Company after the date fixed and announced by the Company for accepting Member(s)' proposal(s); or (e) the proposal contains more than three hundred words. Provided that if the proposing Member(s) propose a proposal for urging the Company to promote public interests or fulfill its social responsibilities, the proposal may still be included in the agenda of the general meeting by the Board.
- 16.7 Unless otherwise agreed by a majority of those attending and entitled to vote thereat, the Chairman shall act as chairman at all general meetings at which such person is present. In his absence a chairman shall be appointed or elected by the Members present at the meeting and entitled to vote.
- 16.8 The rules and procedures of general meetings shall be established by the Board and approved by an Ordinary Resolution, and such rules and procedures shall be in accordance with the Articles and the Applicable Public Company Rules.

17 Votes of Members

- 17.1 Subject to any rights or restrictions attached to any Shares, every Member who (being an individual) is present in person or by proxy or, if a corporation or other non-natural person is present by its duly authorized representative or by proxy, each Member present in any

such manner shall have one vote for every Share of which he is the holder. A Member holding more than one Share is required to cast the votes in respect of his Shares in the same way on any resolution at a general meeting unless otherwise provided by the Applicable Public Company Rules, in which case the casting of votes shall comply with the Applicable Public Company Rules.

17.2 No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of Shares unless he is registered as a Member on the record date for such meeting nor unless all monies then payable by him in respect of Shares have been paid.

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

17.4 When a company holds a shareholders' meeting, electronic means should be listed as one of the channels for exercising voting rights. The Board may determine that the voting power of a Member at a general meeting may be exercised by way of a written ballot or by way of electronic transmission provided that the Board shall allow the voting power of a Member at a general meeting to be exercised by way of a written ballot or by way of electronic transmission if the size of the Company, number and types of Members or other matters comply with the requirements set forth in the Applicable Public Company Rules. 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. A Member who exercises his/her/its 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 exercise his/her/its voting right at such general meeting in accordance with the instructions stipulated in the written ballot or electronic transmission; provided, however that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Public Company Rules. The chairman, acting as proxy of a Member, shall not exercise the voting right of such Member in any way not stipulated in the written ballot or electronic transmission, nor exercise any voting right in respect of any ad hoc motion or amendment to the original agenda items to be resolved at the said general meeting. For the purposes of clarification, such Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc motion or amendment to the original agenda items to be resolved at the said general meeting. Should the chairman not observe the instructions of a Member in exercising such Member's voting right in respect of any resolution, the Shares held by such Member shall not be included in the calculation of votes in respect of such resolution but shall nevertheless be included in the calculation of quorum for the meeting.

17.5 Any Member intending to exercise his/her/its voting power by way of a written ballot or electronic transmission shall serve the Company with his declaration of intention to do so at least two days prior to the general meeting. If a Member serves the Company with more than one declaration of intention to exercise his/her/its voting power by way of a written ballot or electronic transmission, the first declaration shall prevail, unless an

explicit written statement is made thereafter by such Member to revoke the previous declaration of intention in the same manner as previously used in exercising his/her/its voting power.

- 17.6 In the event any Member who has served the Company with his declaration of intention to exercise his voting power by way of a written ballot or electronic transmission pursuant to Article 17.5 hereof later intends to attend the general meetings in person, he shall, at least two days prior to the date of such general meeting, serve a separate declaration of intention to revoke his/her/its previous declaration of intention in the same manner as previously used in exercising his voting power. Votes by way of a written ballot or electronic transmission shall remain valid if the relevant Member fails to revoke the declaration of intention before the prescribed time.

18 Proxies

- 18.1 The instrument of proxy shall be in the form approved by the Board from time to time and be expressed to be for a particular meeting only. An instrument of proxy shall be in writing, be executed under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, under the hand of an officer or attorney duly authorised for that purpose. A proxy need not be a Member of the Company.
- 18.2 Subject to the Applicable Public Company Rules, except where a Member is appointing the chairman of a general meeting as his proxy through written ballot or electronic transmission pursuant to Article 17.4 or for trust enterprises organized under the laws of the ROC or a stock affairs agent approved pursuant to Applicable Public Company Rules, in the event a person acts as the proxy for two or more Members, the sum of Shares entitled to be voted as represented by such proxy shall be no more than 3% of the total outstanding voting Shares immediately prior to the relevant Book Closure Period, during which the Company closes its register of Members; any vote in respect of the portion in excess of such 3% threshold shall not be counted.
- 18.3 In the event that a Member exercises his/her/its voting power by way of a written ballot or electronic transmission and has also authorized a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any Member who has authorised a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at least two days prior to such general meeting, serve the Company with a separate notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.
- 18.4 The instrument of proxy shall be deposited at the Registered Office or the office of the Company's stock affairs agent in the ROC or at such other place as is specified for that purpose in the notice convening the meeting, or in any instrument of proxy sent out by the Company no less than five days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. Where more than one instrument to vote are received from the same Member by the Company, the first instrument received shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous proxy in the later-received instrument.

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

19 Corporate Members

Any corporation or other non-natural person which is a Member may in accordance with its constitutional documents, or in the absence of such provision by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as the corporation could exercise if it were an individual Member. In case of a corporate Member, its authorised representative may also be elected as Director of the Company in accordance with these Articles. If there are more than one authorized representatives, each of them may be so elected.

20 Dissenting Member's Appraisal Right

20.1 In the event any of the following resolutions is adopted at a general meeting, any Member who has notified the Company in writing of his/her/its objection to such matter prior to the meeting and has raised again his/her/its objection at the meeting, may request the Company to purchase all of his/her/its shares at the then prevailing fair price:

- (a) the Company enters into, amends, or terminates any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others;
- (b) the Company transfers its business or assets, in whole or in any essential part; provided that the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or
- (c) the Company acquires or assumes the transfer of the whole business or assets of another person, which has a material effect on the Company's operations.

20.2 In the event any part of the Company's business is spun off or the Company is involved in any merger, acquisition or share swap, the Member, who has voted against or forfeited his/her/its right to vote on such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the general meeting, may request the Company to purchase all of his/her/its shares at the then prevailing fair price.

20.3 The Member filing a request under the Article 20.1 and Article 20.2 shall make it in writing within 20 days since the resolution of the general meeting was made and specify the price for the Company to purchase back his/her/its Shares. If the Company and the Member reach an agreement about the price of purchasing back his/her/its Shares, the Company shall pay for the Shares within 90 days since the resolution of the general meeting was made. In case no agreement is reached, the Company shall pay the fair price it has recognized to the Member who asks for a higher price within 90 days since the resolution of the general meeting was made. If the Company did not pay, the Company shall be deemed to be agreeable to the price requested by the Member.

- 20.4 In the event that the Member who voted against or waived his/her/its voting right during the meeting may file a request under the Article 20.2 and in case no agreement is reached about the price of purchasing back his/her/its Shares within 60 days since the resolution of the general meeting was made, the Company shall apply to the court for a ruling on the fair price against all the dissenting Members as the opposing party within 30 days after that duration. The Taiwan Taipei District Court, ROC, may be the court of first instance for this matter.
- 20.5 Shares for which voting right has be waived in the preceding Paragraph shall not be counted in the number of votes of shareholders present at the meeting.

21 Shares that May Not be Voted

- 21.1 Shares held as set out below shall not carry any voting rights and be counted in the total number of outstanding Shares at any given time:
- (a) beneficially owned by the Company itself;
 - (b) by any entity in which the Company owns, legally or beneficially, more than 50% of its issued and voting share capital or equity capital; or
 - (c) by an entity in which the Company, together with (i) the holding company of the Company and/or (ii) any subsidiary of (a) the holding company of the Company or (b) the Company owns, legally or beneficially, directly or indirectly, more than 50% of its issued and voting share capital or equity capital.
- 21.2 For so long as the shares are listed on the TSE, in the event that a Director creates or has created security over any Shares held by him, then he shall notify the Company of such security. If at any time the security created by a Director is in respect of more than half of the Shares held by him at the time of his appointment, then the voting rights attaching to the Shares held by such Director at such time shall be reduced, such that the Shares over which security has been created which are in excess of half of the Shares held by the Director at the date of his appointment shall not carry voting rights and shall not be counted in the number of votes casted by the Members at a general meeting.
- 21.3 A Member who has a personal interest in any motion discussed at a general meeting, which interest may be in conflict with and impair those of the Company, shall abstain from voting such Member's Shares in regard to such motion and such Shares shall not be counted in determining the number of votes of the Members present at the said meeting. However, such Shares may be counted in determining the number of Shares of the Members present at such general meeting for the purposes of determining the quorum. The aforementioned Member shall also not vote on behalf of any other Member.

22 Directors

- 22.1 There shall be a Board consisting of five to nine persons, each of whom shall serve for a three-year term of office, provided that in the event the expiration of the term of office of such Directors would otherwise leave the Company with no Directors, the term of office of such Directors shall be extended automatically to the date of the general meeting next following the expiration of such term, at which new Directors will be elected to assume office. Directors may be eligible for re-election. The Company may from time to time by Special Resolution increase or reduce the limits in the number of Directors set forth in

this Article, provided that the requirements by relevant laws and regulations (including but not limited to any listing requirements) are met.

22.2 Unless otherwise approved by the TSE, the number of Directors having a spousal relationship or familial relationship within the second degree of kinship with any other Directors shall be less than half of the total number of Directors.

22.3 In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 22.2 hereof, the non-qualifying Director(s) who was elected with the fewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided for in Article 22.2 hereof. Any person who has already served as a Director but is in violation of the aforementioned requirements shall vacate his/her/its position of Director automatically.

22.4 Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three Independent Directors. To the extent required by the Applicable Public Company Rules, at least one of the Independent Directors shall be domiciled in the ROC and at least one of the same shall have accounting or financial expertise.

22.5 Independent Directors shall have professional knowledge and shall maintain independence within the scope of their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be governed by the Applicable Public Company Rules.

23 Powers of Directors

23.1 Subject to the provisions of the Statute, the Memorandum and the Articles and to any directions given by a resolution of Members adopted in accordance with the Articles, the business of the Company shall be managed by the Board who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. A duly convened meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

23.2 Subject to the Articles, the Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock, mortgages, bonds and other such securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

24 Appointment and Removal of Directors

24.1 The Company may at a general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 24.2 below. Members present in person or by proxy, representing more than one-half of the total outstanding Shares shall constitute a quorum for any general meeting to elect one or more Directors.

24.2 Directors shall be elected pursuant to a cumulative voting mechanism pursuant to a poll vote, where the number of votes exercisable by any Member shall be the same as the product of the number of Shares held by such Member and the number of Directors to be elected (“Special Ballot Votes”), and the total number of Special Ballot Votes cast by any

Member may be consolidated for election of one Director candidate or may be split for election amongst multiple Director candidates, as specified by the Member pursuant to the poll vote ballot. The top candidates in the number equal to the number of the Directors to be elected, to whom the votes cast represent a prevailing number of votes relative to the other candidates, shall be deemed Directors elected. For so long as the Shares are listed on the TSE, (a) the Company shall adopt a candidate nomination mechanism for the election of the Directors which is in compliance with the Applicable Public Company Rules; and (b) such candidate nomination mechanism in compliance with the Applicable Public Company Rules shall also be used for the election of Independent Directors. The rules and procedures for the candidate nomination shall be in accordance with policies established by the Board and by an Ordinary Resolution from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

- 24.3 If the number of Independent Directors is less than three persons due to the resignation or removal of any of the Independent Directors for any reason, the Company shall hold an election of Independent Directors at the next following general meeting. If all of the Independent Directors are resigned or removed, the Board shall hold, within sixty days, an extraordinary general meeting to elect succeeding Independent Directors to fill the vacancies.
- 24.4 If the number of Directors is less than five persons due to the vacancy of Director(s) for any reason, the Company shall hold an election of Director(s) at the next following general meeting. When the number of vacancies in the Board of the Company equals to one third of the total number of Directors elected, the Board shall hold, within sixty days, an extraordinary general meeting to elect succeeding Directors to fill in the vacancies.
- 24.5 The Company may from time to time by Supermajority Resolution remove any Director from office before the expiration of his/her/its period of office notwithstanding anything in these Articles, and may elect another person to fill in the vacancy in accordance with Article 24.2; provided that the Company may remove all Directors and elect new Directors to fill the vacancies at the same time in accordance with this Article and Article 24.2 without having to pass a prior resolution regarding the re-election of all Directors by a general meeting and unless the resolution approving such removal and election provides otherwise, the existing Directors' office shall be deemed discharged upon the passing of such resolution prior to the expiration of such Directors' applicable period of office.
- 24.6 Where a Director has, in the course of performing his duties, committed any act resulting in material damages to the Company or in significant violation of applicable laws, regulations or/and the Articles, but not removed by Supermajority Resolution, the Member(s) holding 3% or more of the total outstanding Shares may, within thirty days after that general meeting, institute a lawsuit in the competent court for a judgment to remove such Director from office. The Taiwan Taipei District Court, ROC, may be the court of first instance for this matter.

25 Vacation of Office of Director

The office of a Director shall be vacated if the Director:

- (a) is removed from office pursuant to the Articles;

- (b) gives notice in writing to the Company that he/she/it resigns the office of Director;
- (c) dies, becomes bankrupt, has been adjudicated of the commencement of liquidation process by the competent court or makes any arrangement or composition with his creditors generally;
- (d) is found to be or becomes of unsound mind;
- (e) an order is made by any competent court or official on the grounds that he/she is or will be suffering from mental disorder or is otherwise incapable of managing his/her affairs, or his/her legal capacity is restricted according to the applicable laws;
- (f) an order is made by any competent court or official on the grounds that he/she has been adjudicated of the commencement of assistantship and such assistantship has not been revoked yet;
- (g) having committed an offence as specified in the ROC statute of prevention of organizational crimes and subsequently adjudicated guilty by a final judgment, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than five years;
- (h) having committed an offence involving fraud, breach of trust or misappropriation and subsequently punished with imprisonment of a term of more than one year, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two years;
- (i) having committed an offence as specified in the Anti-corruption Act and subsequently adjudicated guilty by a final judgment, and has not started serving the sentence, has not completed serving the sentence, or the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two years; or
- (j) having been dishonored for unlawful use of credit instruments, and the term of such sanction has not yet expired.

In the event that any of the foregoing events described in clauses (c), (d), (e), (f), (g), (h), (i) and (j) has occurred to a candidate election of Director, such person shall be disqualified from being elected as a Director.

In the event that any Director, during the term of office as a Director, transfers more than one half of the total number of the Shares of the Company being held by him/her/it at the time he/she/it was elected, he/she/it shall, ipso facto, be discharged from his/her/its office of Director automatically; unless otherwise, he/she/it is the Independent Director.

In the event that any Director, after being elected and before his/her/its inauguration of the office of Director, transfers more than one half of the total number of Shares of the Company held by him/her/it at the time he/she/it was elected; or transfers more than one half of the total number of Shares of the Company held by him/her/it within the Book Closure Period prior to the convention of the general meeting, then his/her/its election as a Director shall be deemed invalid; unless otherwise, he/she/it is the Independent Director.

26 Proceedings of the Board

- 26.1 The Board may meet (either within or outside of the Cayman Islands) for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit before the Shares are listed on the TSE. For so long as the Shares are listed on the TSE, at least seven days' prior notice shall be given for any meeting of the Board provided that in the case of urgent circumstances as agreed by a majority of the Directors, a meeting of the Board may be convened on short notice, or be held any time after notice have been given to every directors or be convened without prior notice if all directors agree. A resolution put to the vote at a meeting of the Board shall be carried by the affirmative votes of a majority of the votes cast and no resolution shall be passed in the case of an equality of votes.
- 26.2 The quorum for the transaction of the business of the Board may be fixed by the Board, and unless so fixed at any other number, shall be a majority of the Board. A person who holds office as an alternate Director shall, if his appointor is not present, be counted in the quorum. A Director who also acts as an alternate Director shall, if his appointor is not present, count twice towards the quorum.
- 26.3 A Director may participate in a meeting of the Board or committee of Directors by video conference or other communications facilities by means of which all the persons participating in the meeting can see and communicate with each other at the same time. Participation by a Director in a meeting in this manner is treated as presence in person at that meeting.
- 26.4 The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles and the Applicable Public Company Rules as the necessary quorum of Directors the continuing Directors may act for the purpose of increasing the number of Directors to be equal to such fixed number, or of summoning a general meeting of the Company, but for no other purpose.
- 26.5 The rules and procedures of the meeting of the Board shall be established by the Board in accordance with the Articles and the Applicable Public Company Rules.
- 26.6 All acts done by any meeting of the Board or of a committee of the Directors (including any person acting as an alternate Director) shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Director or alternate Director, or that they or any of them were disqualified, and/or had vacated their office and/or were not entitled to vote, be as valid as if every such person had been duly appointed and/or not qualified to be a Director or alternate Director and/or had not vacated their office and/or had been entitled to vote, as the case may be.
- 26.7 A Director but not an alternate Director may be represented at any meetings of the Board by a proxy appointed in writing by him. The proxy shall count towards the quorum and the vote of the proxy shall for all purposes be deemed to be that of the appointing Director.

27 Directors Interests

- 27.1 A Director or alternate Director may hold any other office or place of profit under the Company in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Board may determine.

- 27.2 A Director or alternate Director may act by himself or by, through or on behalf of his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director or alternate Director.
- 27.3 Unless otherwise provided in the Articles, a Director or alternate Director may be or become a director or other officer of or otherwise interested in any company promoted by the Company or in which the Company may be interested as a shareholder, a contacting party, or otherwise, and no such Director or alternate Director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company.
- 27.4 Without prejudice to the duties owed by a Director to the Company under common law of the Cayman Islands and subject to the Statute, a Director shall assume a duty to act honestly and loyally to the Company and exercise the care as a good administration when performing his duties. A Director shall be liable to the Company if he breaches the above duties. If a Director's breach of duties is for the benefit of the Director or third party, the Company may, with the sanction of an Ordinary Resolution, demand the Director to disgorge any profit so realized by the Director as if such misconduct is done for the benefit of the Company within one year of the Director's breach of duties. A Director shall be liable jointly with the Company for any loss or damage incurred by any third party if such loss or damage is incurred as a result of a Directors' breach of laws or regulations in the course of performing his duties.
- 27.5 A Director or alternate Director who is a shareholder, director, officer or employee of any specified firm or company and is to be regarded as interested in any transaction with such firm or company shall declare the nature of such interest to the Company as required by relevant laws and regulations.
- 27.6 Notwithstanding anything to the contrary contained in this Article 27, a Director who has a personal interest in the matter under discussion at a meeting of the Board shall disclose the material information regarding such conflict of interests at such meeting of the Board. If the Company participates in the merger/consolidation and acquisition, a Director who has a personal interest in the transaction of such merger/consolidation and acquisition shall disclose the material information regarding such conflict of interests and the cause of approval or dissent to the resolution of merger /consolidation or acquisition at the Board and the general meeting, and the Company shall itemize the essential contents of a Director's personal interest and the cause of approval or dissent to the resolution of merger/consolidation or acquisition in the notice to convene a meeting of shareholders; the essential contents may be posted on the website designated by the competent securities authority in the ROC or the Company, and the address of such website shall be indicated in the above notice. A Director who has a personal interest in the matter under discussion at a meeting of the Board, which may conflict with and impair the interest of the Company, shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the meeting of the Board.

27.7 Where the spouse, a blood relative within the second degree of kinship of a Director, or any company which has a controlling or subordinate relation with a Director has an interest in the matter under discussion at a meeting of Article 27.6, such Director shall be deemed to have a personal interest in the matter.

28 Minutes

The Board shall cause minutes to be made in books kept for the purpose of:

- (c) all appointments of officers made by the Board; and
- (d) all proceedings and resolutions at meetings of the Members or the holders of any class of Shares and of the Board, and of committees of the Directors including the names of the Directors or alternate Directors present at each meeting.

29 Delegation of Directors' Powers

29.1 The Board may delegate any of its powers, authorities and discretions, including the power to sub-delegate, to any committee consisting of one or more Directors. They may also delegate to any managing director or any Director holding any other executive office such of their powers, authorities and discretions as they consider desirable to be exercised by him provided that an alternate Director may not act as managing director and the appointment of a managing director shall be revoked forthwith if he ceases to be a Director. Any such delegation may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of their own powers and any such delegation and may be revoked or altered by the Board. Subject to any such conditions, the proceedings of a committee of Directors shall be governed by the Articles regulating the proceedings of the Board, so far as they are capable of applying.

29.2 The Board may establish any committees or appoint any person to be a manager or agent for managing the affairs of the Company. Any such appointment may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of their own powers and any such appointment and may be revoked or altered by the Board. Subject to any such conditions, the proceedings of any such committee shall be governed by the Articles regulating the proceedings of the Board, so far as they are capable of applying.

29.3 The Board may by power of attorney or otherwise appoint any person to be the agent of the Company on such conditions as the Board may determine, provided that the delegation is not to the exclusion of their own powers and may be revoked by the Board at any time.

29.4 The Board may by power of attorney or otherwise appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or authorized signatory of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney or other appointment may contain such provisions for the protection and convenience of persons dealing with any such attorneys or authorised signatories as the Board may think fit and may also authorise any such attorney or authorised signatory to delegate all or any of the powers, authorities and discretions vested in him.

- 29.5 The Board may appoint such officers of the Company (including, for the avoidance of doubt and without limitation, any secretary) as they consider necessary on such terms, at such remuneration and to perform such duties, and subject to such provisions as to disqualification and removal as the Board may think fit. Unless otherwise specified in the terms of his appointment an officer of the Company may be removed by resolution of the Board or Members. An officer of the Company may vacate this office at any time if he gives notice in writing to the Company that he resigns his office. The officers, in the course of performing their duties to the Company, shall assume responsibilities identical to that of the Directors.
- 29.6 For so long as the Shares are listed on the TSE, the Board shall, in accordance with the Applicable Public Company Rules, establish a Compensation Committee comprised of at least three members, one of which shall be the Independent Director. The professional qualifications of the members of the Compensation Committee, the responsibilities, powers and other related matters of the Compensation Committee shall comply with the Applicable Public Company Rules. Upon the establishment of the Compensation Committee, the Board shall, by a resolution, adopt a charter for the Compensation Committee in accordance with these Articles and the Applicable Public Company Rules.
- 29.7 The compensation to be proposed by the Compensation Committee referred in the preceding Article shall include the compensation, stock options and other incentive payments payable to Directors and managers of the Company.

30 Alternate Directors

- 30.1 Any Director (but not an alternate Director) may by writing appoint any other Director, or any other person willing to act, to be an alternate Director and by writing may remove from office an alternate Director so appointed by him.
- 30.2 An alternate Director shall be entitled to receive notice of all meetings of the Board and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at every such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence, save that he may not himself appoint an alternate director or proxy.
- 30.3 An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.
- 30.4 Any appointment or removal of an alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Board.
- 30.5 An alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and shall not be deemed to be the agent of the Director appointing him.

31 Tender Offer

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

- (a) the types and number of the Shares held by the Directors and the Members holding more than 10% of the outstanding Shares in their own names or in the names of other persons.
- (b) recommendations to the Members on the tender offer with respect to the status of verification of the identity and financial condition of the Offeror, fairness of the tender offer conditions, and reasonableness of the sources of the tender offer funds and the specific assenting and dissenting opinions of the directors and the reason(s) therefor.
- (c) whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any.
- (d) the types, numbers and amount of the Shares of the tender offeror or its affiliates held by the Directors and the Members holding more than 10% of the outstanding Shares held in their own names or in the name of other persons.

31.2 The Board must fully disclose the verification measures adopted and the related procedures with respect to the verification conducted under Article 31.1(b) and if an expert is engaged to issue a written opinion, it shall be made public along with the disclosure.

32 Remuneration of Directors

The remuneration of the Directors may only be paid in cash. The remuneration of the Directors shall be decided by the Board by reference to the standard generally adopted by other enterprises in the same industry, and shall be paid regardless whether the Company has profits or suffers losses. The Directors may also be paid all travel, hotel and other expenses properly incurred by them in attending and returning from the meetings of the Board, any committee appointed by the Board, general meetings of the Company, or in connection with the business of the Company or their duties as Directors generally. A Director is also entitled to distribution of profits of the Company in accordance with the Statute, the Applicable Public Company Rules, the service agreement or other similar contract that he/she has entered into with the Company.

33 Seal

33.1 The Company may, if the Board so determine, have a Seal. The Seal shall only be used by the authority of the Board or of a committee of the Directors authorised by the Board. Every instrument to which the Seal has been affixed shall be signed by at least one person who shall be either a Director or some officer of the Company or other person appointed by the Board for the purpose.

33.2 The Company may have for use in any place or places outside the Cayman Islands a duplicate Seal or Seals each of which shall be a facsimile of the common Seal of the Company and, if the Board so determine, with the addition on its face of the name of every place where it is to be used.

33.3 A Director or officer, representative or attorney of the Company may without further authority of the Board affix the Seal over his signature alone to any document of the Company required to be authenticated by him under seal or to be filed with the Registrar of Companies in the Cayman Islands or elsewhere wheresoever.

34 Dividends, Distributions and Reserve

34.1 Subject to the Statute and this Article and except as otherwise provided by the rights attached to any Shares, the Company may declare dividends following the Board's recommendation in a distribution plan approved by the Board, with the sanction of Ordinary Resolution, resolve to pay Dividends and other distributions on Shares in issue and authorise payment of the Dividends or other distributions out of the funds of the Company lawfully available therefor. The company may appropriate up to 3% of the Earnings before taxes as compensation to the Directors and additional, 0.1% to 3% of the remaining profits as employee compensation to the employees of the Company and Subsidiaries. However, the company's accumulated losses, it shall have been covered. Considering that the Company is in an industry greatly affected by consumer market and business circle and cannot identify its development circle, after the close of a fiscal year, the Board shall provide the distribution plan according to the following requirements: the Company (i) after its losses have been offset and at the time of allocating surplus profits, may first set aside 10% of such profits as statutory reserve until the statutory reserve amounts to the authorized capital, (ii) may appropriate a portion of such profits as special reserve required by Applicable Public Company Rules or government authorities, and (iii) having considered the financial, business and operational factors, any remaining profits which may be distributed as Dividends by cash or by applying such sum in paying up in full unissued Shares for allotment and distribution credited as fully paid-up pro rata to the Members or any combination of both, or bonuses according to the Statute and Applicable Public Company Rules; provided, however, that the Dividends payable to the Members hereunder shall not be less than 20% of the balance of the profits after deduction of the amount set out in sub-clauses (i) and (ii), among which, cash dividends shall not be less than 20% of the total Dividends declared. The distribution of Dividends by cash will be rounded down to New Taiwan dollars. The sum of aforesaid rounded-down amounts which are less than one New Taiwan dollars (NT\$1.00) will be recognized as other non-operational income of the Company. In the event that the Company distributes its profits pursuant to this Article in the form of new Shares to be issued by the Company, it shall be approved by the Supermajority Resolution; if such profits are distributed in the form of cash, it shall be approved by the Board.

34.1.1 Subject to the Statute and this Article, the Company may declare dividends at the end of each half fiscal year. The business reports, the financial statements and the proposal for distribution of profits for the half fiscal year shall be submitted to the Board for a resolution after being audited by the Audit Committee. When distributing profits pursuant to this Article, the Company shall pay all relevant taxes, offset losses and set aside the statutory reserve; if such statutory reserve reaches the Company's paid-in capital, this provision shall not apply. In the event that the Company distributes its profits pursuant to this Article in the form of new Shares to be issued by the Company, it shall be approved by the Supermajority Resolution; if such profits are distributed in the form of cash, it shall be approved by the Board. When the Company distributes its profits pursuant to this Article, such profit distribution shall be based on financial statements audited or reviewed by the certified public accountant.

- 34.2 No Dividend or other distribution shall be paid except out of the realised or unrealised profits of the Company, out of the share premium account or any reserve, fund, or account as otherwise permitted by the Statute, provided, however, that such distribution shall only be paid out of the statutory reserve if the amount of the statutory reserve exceeds 25% of the Company's paid-in capital and that the maximum amount to be paid out of the statutory reserve is limited to the amount by which the statutory reserve exceeds 25% of the Company's paid-in capital. Except as otherwise provided by the rights attached to any Shares, all Dividends and other distributions shall be paid according to the number of the Shares that a Member holds. If any Share is issued on terms providing that it shall rank for Dividend as from a particular date, that Share shall rank for Dividend accordingly.
- 34.3 The Board may deduct from any Dividend or other distribution payable to any Member all sums of money (if any) then payable by him to the Company for any reason.
- 34.4 The Board may resolve that any Dividend or other distribution be paid wholly or partly by the distribution of specific assets and in particular (but without limitation) by the distribution of shares, debentures, or securities of any other company or in any one or more of such ways and where any difficulty arises in regard to such distribution, the Board may settle the same as they think expedient and in particular may fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the basis of the value so fixed in order to adjust the rights of all Members and may vest any such specific assets in trustees in such manner as may seem expedient to the Board.
- 34.5 The Board may, before resolving to pay any Dividend or other distribution, set aside such sums as they think proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose of the Company and pending such application may, at the discretion of the Directors, be employed in the business of the Company.
- 34.6 Any Dividend, other distribution, interest or other monies payable in cash in respect of Shares may be paid by wire transfer to the holder or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of the holder who is first named on the Register of Members or to such person and to such address as such holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any Dividends, other distributions, bonuses, or other monies payable in respect of the Share held by them as joint holders.
- 34.7 No Dividend or other distribution shall bear interest against the Company.
- 34.8 The Board shall fix any date as the record date for determining the Members entitled to receive any Dividend or other distribution. The Register of Members shall be closed for a period of five days before the relevant fixed record date or such other period as may be required by the Applicable Public Company Rules or the Statute.
- 34.9 Any Dividend or other distribution which cannot be paid to a Member and/or which remains unclaimed after six months from the date on which such Dividend or other distribution becomes payable may, in the discretion of the Directors, be paid into a separate account in the Company's name, provided that the Company shall not be

constituted as a trustee in respect of that account and the Dividend or other distribution shall remain as a debt due to the Member. Any Dividend or other distribution which remains unclaimed after a period of six years from the date on which such Dividend or other distribution becomes payable shall be forfeited and shall revert to the Company.

35 Capitalisation

Unless otherwise provided for in the Articles, subject to the Statute, the Board may, with the authority of a Supermajority Resolution, at any time capitalise any sum standing to the credit of any of the Company's reserve accounts of funds (including the share premium account and Capital Redemption Reserve) or any sum standing to the credit of profit and loss account or otherwise available for distribution and to appropriate such sum to Members in the proportions in which such sum would have been divisible amongst such Members had the same been a distribution of profits by way of Dividend or other distributions and apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid. In such event the Directors shall do all acts and things required to give effect to such capitalisation, with full power given to the Directors to make such provisions as they think fit for the case of Shares becoming distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all of the Members interested into an agreement with the Company providing for such capitalisation and matters incidental or relating thereto and any agreement made under such authority shall be effective and binding on all such Members and the Company.

36 Books of Account

36.1 The Board shall cause proper books of account to be kept with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt or expenditure takes place, all sales and purchases of goods by the Company and the assets and liabilities of the Company. Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

36.2 The instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with the Articles and relevant laws and regulations shall be kept for at least one year; provided, however, that if a Member institutes a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information, they shall be kept until the conclusion of the lawsuit if the lawsuit period is longer than one year.

37 Audit Committee

37.1 The Company shall establish an Audit Committee. The Audit Committee shall comprise solely of Independent Directors and the number of committee members shall not be less than three. One of the Audit Committee members shall be appointed as the convener to convene meetings of the Audit Committee from time to time and at least one of the Audit Committee members shall have accounting or financial expertise. A valid resolution of the Audit Committee requires approval of one-half or more of all its members. The rules

and procedures of meeting of the Audit Committee shall be adopted by the Board in accordance with the Articles and the Applicable Public Company Rules.

37.2 Any of the following matters of the Company shall require the consent of one-half or more of all Audit Committee members and be submitted to the Board for resolution:

- (a) adoption of or amendment to an internal control system;
- (b) assessment of the effectiveness of the internal control system;
- (c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others;
- (d) any matter relating to the personal interest of the Directors;
- (e) a material asset or derivatives transaction;
- (f) a material monetary loan, endorsement, or provision of guarantee;
- (g) the offering, issuance, or private placement of any equity-type securities;
- (h) the hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
- (i) the appointment or discharge of a financial, accounting, or internal auditing officer;
- (j) approval of annual and semi-annual financial reports; and
- (k) any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.

With the exception of item (j), any other matter that has not been approved with the consent of one-half or more of all Audit Committee members may be undertaken upon the consent of two-thirds or more of the members of the Board, and the resolution of the Audit Committee shall be recorded in the minutes of the Directors meeting.

37.3 Independent Director of the Audit Committee shall supervise the execution of business operations of the Company, and may at any time or from time to time investigate the business and financial conditions of the Company, inspect, transcribe or make copies of the accounting books and documents, and request the Board or manager of the Company to make reports thereon.

37.4 Before the Board is held to resolve matters of merger/consolidation and acquisition, the Audit Committee shall review the fairness and reasonableness of the plan and transaction of the merger/consolidation or acquisition and report the review results to the Board and the general meeting. When the Audit Committee reviews the fairness and reasonableness of the plan and transaction of the merger/consolidation or acquisition, the Audit Committee shall seek opinions from an independent expert on the reasonableness of the share swap ratio or distribution of cash or other assets. The review results of the Audit Committees and opinions of independent experts shall be delivered to the Members together with the notice of a general meeting for the merger/consolidation or acquisition. If the Company has made a public announcement publishing the same content as in the aforementioned documents which shall be delivered to the Members on the website designated by the competent securities authority in the ROC and the aforementioned documents are prepared at the venue of the general meeting, those documents shall be deemed as having been sent to the Members.

38 Notices

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

39 Winding Up

39.1 If the Company shall be wound up, and the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the number of the Shares held by them at the commencement of the winding up This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

39.2 If the Company shall be wound up the liquidator may, subject to the rights attached to any Shares and with the sanction of a Special Resolution of the Company and any other sanction required by the Statute, divide amongst the Members in proportion to the number of the Shares held by them in kind the whole or any part of the assets of the Company (whether such assets shall consist of property of the same kind or not) and may for that purpose value any assets and determine how the division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any asset upon which there is a liability.

40 Indemnity and Insurance

40.1 Unless otherwise provided in these Articles, every Director and officer of the Company, together with every former Director and former officer of the Company (each an "Indemnified Person") shall be indemnified out of the assets of the Company against any liability, action, proceeding, claim, demand, costs, damages or expenses, including legal expenses, whatsoever which they or any of them may incur as a result of any act or failure to act in carrying out their functions other than such liability (if any) that they may incur by reason of their own actual fraud or wilful default or breach of their duties as referred to in Article 27.4 or 29.5. No Indemnified Person shall be liable to the Company for any loss or damage incurred by the Company as a result (whether direct or indirect) of the carrying out of their functions unless that liability arises through the actual fraud or wilful default or breach of their duties as referred to in Article 27.4 or 29.5 of such Indemnified Person. No person shall be found to have committed actual fraud or wilful default or breach of their duties as referred to in Article 27.4 or 29.5 under this Article unless or until a court of competent jurisdiction shall have made a finding to that effect.

40.2 The Company shall advance to each Indemnified Person reasonable attorneys' fees and other costs and expenses incurred in connection with the defence of any action, suit, proceeding or investigation involving such Indemnified Person for which indemnity will or could be sought. In connection with any advance of any expenses hereunder, the Indemnified Person shall execute an undertaking to repay the advanced amount to the Company if it shall be determined by final judgment or other final adjudication that such Indemnified Person was not entitled to indemnification pursuant to this Article. If it shall be determined by a final judgment or other final adjudication that such Indemnified Person

was not entitled to indemnification with respect to such judgment, costs or expenses, then such party shall not be indemnified with respect to such judgment, costs or expenses and any advancement shall be returned to the Company (without interest) by the Indemnified Person.

40.3 The Board, on behalf of the Company, may purchase and maintain insurance for the benefit of any Director or other officer of the Company against any liability which, by virtue of any rule of law, would otherwise attach to such person in respect of any negligence, default, breach of duty or breach of trust of which such person may be guilty in relation to the Company.

41 Financial Year

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

42 Transfer by Way of Continuation

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

43 Appointment of Litigious and Non-litigious Agent

So long as the Shares are listed on the TSE, the Company shall, by a resolution of the Directors, appoint or remove a litigious and non-litigious agent pursuant to the Applicable Public Company Rules to act as the Company's responsible person in the ROC to handle matters stipulated in the ROC Securities and Exchange Act and the relevant rules and regulations thereto.

44 Corporate Social Responsibility

The Company shall comply with the laws and regulations as well as business ethics and may take actions which will promote public interests in order to fulfill its social responsibilities when conducting its business.

Fulgent Sun International (Holding) Co., Ltd

Shareholdings of All Directors

Date of Termination of Stocks Transfer: March 29th, 2024

Positions	Names	Shares held	Percentage
Chairman	Wen-Chih, Lin (Note3)	28,461,192	14.90%
Director	Fang-Chu, Liao (Note4)	23,510,801	12.31%
Director	Chih-Cheng, Liao	326,185	0.17%
Independent director	Jing-Huang, Huang	-	-
Independent director	Chun-An, Li	-	-
Independent director	Jun-Ming, Wu	-	-
Independent director	Hui-Ying, Wang	-	-
Independent director	Shu Ching, Chou	-	-
Total shares held by the Directors		52,298,178	27.38%

The Company has issued 190,989,872 shares as in March 29th, 2024.

Note :

1. No regulations of Article 26 of Securities and Exchange Act are applied to the Company.
2. The audit committee is set for the Company, so there is no held amount of shares of supervisors.
3. Including the 24,120,151 shares Chairman Wen-Chih, Lin indirectly holds from LASPORTIVA INT'L CO., LTD
4. Including the 21,712,465 shares Director Fang-Chu, Liao indirectly holds from MEINDL INT'L CO., LTD.