

Stock Code : 2726



## **Yummy Town (Cayman) Holdings Corporation**

### **2023 First Special Shareholders' Meeting Meeting Handbook**

**December 15, 2023**

**DISCLAIMER:**

**THIS ENGLISH HANDBOOK FOR 2023 FIRST SPECIAL MEETING OF  
MEMBERS IS TRANSLATED FROM THE CHINESE VERSION.**

**IT IS INTENDED FOR REFERENCE ONLY.**

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## **I . Meeting Procedures**

1. Opening announcement
2. Chairman's remarks
3. Proposals and Discussions
4. Extempore Motion
5. Adjournment

## II. Meeting Agenda

Time: 9am, December 15, 2023

Venue: 2F, No. 327, Section 1, Tiding Boulevard, Neihu District, Taipei City  
Announcement of the total number of shares held by attending shareholders or by proxy Meeting commencement

Chairman's remarks

### 1. Matters for Discussion :

- (1) Discussion dispose 70% equity of Shanghai Xian Zong Lin Food & Beverage Management CO., LTD. (adopted by a serious resolution)
- (2) Proposal for a cash offering by private placement. (adopted by a special resolution)

### 2. Questions and Motions

### 3. Adjournment

## 1. Proposals and Discussions

Proposal 1
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by the Board

Subject:

Discussion dispose 70% equity of Shanghai Xian Zong Lin Food & Beverage Management CO., LTD. (adopted by a serious resolution)

Explanations:

1. This case is based on the company's letter to TPEX on December 24, 2014. The matter has been handled and has been approved by TPEX. Please refer to Appendix 1.
2. The company's operating performance in mainland China has not improved due to market competition. After evaluation, it is planned to introduce strategic partner Shanghai Top Forward Trading Co., Ltd. to assist in improving operations and brand competitiveness; after discussion between the two parties, it is planned to handle Shanghai Xian Zong Lin Food & Beverage Management CO., LTD. 70% equity of the company, the transaction price is US\$112,000; for this transaction price, has issued a price reasonableness opinion letter by KSP CPA Limited., please refer to Appendix 2.
3. After the approval of this case, the future transformation of the mainland business will be changed to a brand licensing model. The relevant operations in the mainland market will be assisted by the strategic partner and draw on its digital marketing capabilities, tea intelligentization experience and international agents and other resources, creating new business opportunities for the "Happy Lemon" brand.
4. The company still has a loan of US\$500,000 to Shanghai Xian Zong Lin Food & Beverage Management CO., LTD. Its debt will be repaid in 5 years starting from 113. In order to protect the company's rights and interests, the chairman has issued a performance guarantee letter.
5. The Happy Lemon brand has become one of the leading brands in the American tea market. In future operations, the company will concentrate its resources on the operational development of the market, including operation management systems, supply chain systems, digital information systems and the introduction of intelligent tea equipment, etc., in order to enhance brand value and competitive advantage, and accelerate market layout; and after strategic shareholders join the transformation of the mainland business, the group's development will be lighter and will be able to effectively improve the current operating situation.
6. The chairman of the board is authorized to carry out relevant follow-up procedures regarding the base date of the disposition of this case or other matters.
7. Please kindly discuss and cast your votes.

Resolution:

**Proposal 2**

Subject:

by the Board  
Proposal for a cash offering by private placement. (adopted by a special resolution)

Explanations:

1. To meet the Company's future funding needs in long-term marketing development and increase shareholders' equity, to improve the financial structure to strengthen the competitiveness of the Company. The number of common shares to be privately placed for cash capital increase ("Privately Placed Shares") shall be up to 2,000,000 shares (par value = NT\$10). It is proposed to the shareholders' meeting to authorize the Board of Directors to conduct cash capital increase by way of private placement of common shares for cash at appropriate times depending on the then financial market conditions and the Company's capital needs.
2. In accordance with relevant laws and regulations and the following principles. Details are as follows:
  - (1) The basis and reasonableness of pricing for the private placement:
    - (A) (x) the simple arithmetical average closing price of the common shares on one, three or five trading days prior to the pricing date, after adjustment for bonus shares issued as stock dividends and cash dividends and the shares cancelled in connection with capital reduction.
    - (y) the simple arithmetical average closing price of the Company's common shares during the period of 30 consecutive trading days prior to the pricing date, after adjustment for bonus shares issued as stock dividends and cash dividends and the shares cancelled in connection with capital reduction. The price of the common shares to be privately placed should be no less than 80% of the above (x) or (y) price whichever is higher.
  - (B) It is proposed to the shareholders' meeting, to authorize the Board of Directors to determine the actual pricing date and actual price for the Privately Placed Shares in accordance with laws and regulations, and to determine the actual price which is no less than the price determined based on the above-mentioned pricing principle and within no less than the range resolved by the shareholders' meeting, depending on the then market conditions and the Company's circumstances.
- (2) The private placement Method and objectives:
  - (A) The selection of placee shall be conducted in accordance with Article 43-6 of the Securities and Exchange Act of the former Securities and Futures Commission of the Ministry of Finance. The objective of selecting the placee is to invite strategic investors and/or financial investors.
  - (B) Applicants are insiders and related persons:
    - (x) No specific candidates have been agreed upon yet.
  - (C) The specific person who has been invited:
    - (x) the invitation of such person would have positive effects on the long-term planning and development of the Company in terms of the expansion of its market.
    - (y) Necessity - The objective of selecting the placee is to invite strategic investors and/or financial investors. It is proposed to the shareholders' meeting to resolve to authorize the Board of Directors to select the placees. For selecting the placees to meet the Company's operational needs by having placees to

provide the Company with assistance in strengthening the Company's competitiveness and improving the operational efficiency and long-term development.

- (z) Anticipated benefits - The objective of selecting the placee is to invite strategic investors and/or financial investors. It is necessary to select private placement to meet the Company's operational needs by having placees to provide the Company with assistance in strengthening the Company's competitiveness and improving the operational efficiency and long term development
- (3) Necessity of conducting private placement, use of proceeds, and anticipated benefits:
- (A) Reasons for conducting non-public offering: To support the Company's future business development and the plan to invite strategic investors and/or financial investors, and in consideration of time efficiency, convenience, issue costs and stability of shareholding attributed to private placement, and that the privately placed securities are prohibited from free transfer under the Securities and Exchange Act, thus ensuring a long-term partnership between the Company and its strategic investors and/or financial investors, the Company proposes to conduct a private placement.
  - (B) Maximum amount of the private placement: The number of Privately Placed Shares shall be up to 2,000,000 shares. The shareholders' meeting may authorize the Board of Directors to issue the Privately Placed Shares one or three times within one year from the date on which the shareholders' meeting resolves to conduct this Private Placement.
  - (C) Use of proceeds and anticipated benefits: (x) Use of Proceeds - Augmenting working capital and It is anticipated to strengthen the Company's position in the industry, enhance long-term competitiveness of the Company, and/or improve the financial structure of the Company or reduce interest expense, which will have a positive impact on shareholders' interests. (y) Anticipated Benefits - Improving the financial structure, reducing interest expense, providing the funds needed for future development of the Company and enhancing market competitiveness of the Company.
3. After three years have elapsed following the delivery date of the Privately Placed Shares, the Board of Directors is authorized to apply for an approval letter issued by the Taipei Exchange ("TPEX"), which acknowledges that the common shares to be privately placed, and is 7 authorized to submit the application with the Financial Supervisory Commission for make-up public offering of such shares and the application with the TPEX for listing such shares on TPEX.
  4. It is proposed to the shareholders' meeting to authorize the Board of Directors to handle in its sole discretion if the Privately Placed plan is required to be changed or amended in accordance with changes to the laws and regulations, the instruction by the competent authorities, changes in market conditions, operational assessment or business environment assessment
  5. In order to complete subsequent procedures of this Private Placement, it

is proposed to the shareholders meeting to authorize the Chairman of the Board of Directors and his designated persons by a special resolution to execute relevant agreements and documents and handle all the relevant matters in the subsequent procedures on behalf of and for the Company.

6. In accordance with the letter Cheng Pao Fa Tzu No. 1120001199 from Securities and Futures Investors Protection Center on April 20, 2023, the company explained relevant matters in the Appendix 3.
7. Please kindly discuss and cast your votes.

Resolution:

2. Questions and Motions

3. Adjournment



### **III. Appendixes**

Appendix 1

1. Reasonable Price Opinion Letter

**( As attached )**

Appendix 2

2. Letter of consent to dispose of mainland subsidiary

**( As attached )**

## Appendix 3

### **3. Purpose of private placement, Impact on management rights and Impact on shareholders' equity**

1. The number of Privately Placed Shares shall be up to 2,000,000 shares, and account for 7.69% of the capital. The directors held 8,732,776 shares on November 16, 2023, and account for 33.59% of issued shares. There will be no major changes to operating rights.
2. The investor is including strategic investor and insider, Wu Po-Chao. The company expects to improve technology, quality, efficiency, cut cost, and stable source of key raw materials, through the investors' profession knowledge, marketing sensitive, brand awareness. The selection of private placement shall be conducted in accordance with Article 43-6 of the Securities and Exchange Act of the former Securities and Futures Commission of the Ministry of Finance.
3. Privately placed securities cannot be freely traded within three years, can ensure the long-term cooperation between the Company and strategic investors.
4. Above all the private placement will be no major changes to operating rights, therefore there is no need to ask securities underwriter to issue an opinion on the rationality and necessity of the changing of operating rights.

## IV. Annex

### Annex 1

#### 1. Rules and Procedures for Shareholders' Meeting

Article 1 In an effort to elect directors on a fair, just and open manner, these Operational Procedures are duly enacted in accordance with Article 21 & Article 41 of "Corporate Governance Best-Practice Principles for TSEC/TPEX Listed Companies" of the Republic of China.

Article 2 The Company's Procedure Rules for Shareholders' Meeting shall be duly handled in accordance with these Rules unless otherwise prescribed in laws or Articles of Incorporation.

Article 3 The Company's shareholders' meeting shall be convened by the Board of Directors unless otherwise prescribed by law.

Thirty (30) days prior to the Company convenes a regular shareholders' meeting or fifteen (15) days prior to a special shareholders meeting, the Company shall prepare electronic files of the meeting announcement, proxy form, explanatory materials relating to proposals for ratification, discussion, election or dismissal of directors or supervisors, and other matters on the shareholders' meeting agenda, and upload them to the Market Observation Post System. The Company shall further prepare and submit the Meeting Agenda Handbook and supplementary materials in electronic files to the Market Observation Post System (MOPS) twenty-one (21) days prior to a shareholders' regular meeting or fifteen (15) days prior to a shareholders' extraordinary meeting. The Company shall further produce the Meeting Agenda Handbook and supplementary data of the shareholders' meeting ready available to shareholders all the time, display them in the Company and the professional shareholder services agent commissioned by the Company fifteen (15) days in advance of the shareholders' meeting and shall place them on-the-spot at the venue of the shareholders' meeting.

The notices and public announcements shall expressly bear the subjects of convening. Subject to consent by the counterparts, the notices may be served in electronic means.

Such issues e.g., election or discharge of directors and supervisors, amendment to Articles of Incorporation, dissolution of the Company, merger, demerger or commissioned business operation, business operation in common, transfer inward or outward in business operation, issues as set forth under Article 26~1, Article 43~6 of Securities and Exchange Act of the Republic of China; Paragraph II, Article 60 of Regulations Governing Securities Issuers of the Republic of China in Offering and Issuance of Negotiable Securities and Article 56~1 & Article 60 ~2 of Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be officially enumerated under the notices of the meeting and shall not be posed by means of an extraordinary (unscheduled) motions.

A shareholder who holds over 1% of the total outstanding shares may pose proposal to the Company's shareholders' regular meeting, provided, that one shareholder may propose only one issue. The issue(s) more than one shall not be entered into the agenda. The Board of Directors may not take an issue posed by a shareholder into the agenda if such issue proves falling within those enumerated under Paragraph 4 of Article 47 of the Articles of Incorporation. The Company shall promulgate acceptance of proposals from shareholders, location of acceptance and duration of shareholders' meeting. The duration to accept proposals shall not be shorter than the minimum of ten (10) days.

A proposal posed by a shareholder shall be limited to 300 Chinese characters as the maximum limit. A proposal exceeding 300 Chinese characters shall not be counted into the agenda. A shareholder who poses a proposal shall participate in the shareholders' meeting either in person or through a proxy and shall participate in the process of discussion of that issue.

The Company shall keep the proposing shareholders informed of the outcome of processing prior to service of notices to the shareholders' meeting and shall enumerate the proposals satisfactory the requirements set forth under this Article into the notices to the shareholders' meeting. To the proposals by shareholders not covered into the agenda, the Board of Directors shall explain the reason why they are not counted.

Article 4 For each shareholders' meeting, a shareholder may issue the proxy form provided by the Company and expressly bear the scope of authorized powers to authorize a proxy to participate in the shareholders' meeting on behalf.

A shareholder may issue only one proxy form and may authorize only one proxy. The proxy form shall be served to the Company five (5) days prior to the date scheduled to convene the meeting. In case of double proxies, it shall be handled "first in, first out" basis unless the preceding proxy form is declared revoked.

A shareholder who intends to participate in a shareholders' meeting in person or to exercise the voting power in writing after the proxy form is submitted to the Company shall notify the Company to revoke the proxy notice in writing two (2) days prior to the date scheduled for the meeting. In the event that such shareholder fails to revoke within the specified time limit, the voting power exercised by the proxy shall prevail.

Article 5 The shareholders' meeting shall be convened at a venue where the Company is postponent or a venue appropriate to convening of the shareholders' meeting. The shareholders' meeting shall not start at a time earlier than 9:00 a.m. or later than 3:00 p.m. About the venue and time of a shareholders' meeting, the Company shall take the opinions of the independent directors into adequate consideration.

Article 6 The Company shall expressly provide on the notices to the shareholders' meeting the time, venue to report for participation and other key points for attention.

Enrollment by shareholders for a shareholders' meeting shall be 30 minutes prior to start of the meeting as the minimum. The spot for enrollment shall be expressly labeled and shall be staffed with adequate personnel for the process.

A shareholder himself or herself or the proxy commissioned by a shareholder (hereinafter collectively referred to as shareholder) shall participate in a shareholders' meeting based on the participation certificate, sign-in card or other participate in paper. Toward the certificates or vouchers for participation in a shareholders' meeting, the Company shall not provide any additional requirements of other supporting certificate(s). A solicitor of power of attorney (proxy) shall present his or her identity certificate paper ready for checking and verification. The Company shall prepare the sign-in book so that the participating shareholders may sign in.

Or a participating shareholder may present the sign-in card instead of the sign-in process.

The Company shall hand over the Meeting Agenda Handbooks, annual reports, participation certificates, speech (floor) slips, votes and other supporting data for the meeting to the participating shareholders, and shall further provide them with election ballots in case of election of directors and supervisors.

In case of a shareholder as the government or a juristic person, the representative participating the shareholders' meeting may not be confined to one. Where a juristic person is authority to serve as a proxy, such juristic person may appoint one representative to participate in the shareholders' meeting.

Article 7 The shareholders' meeting shall be chaired by the chairman if it is convened by the Board of Directors. In the event that the chairman is on leave or is unable to exercise the power by any reason, the chairman shall appoint one director to act on behalf. In the event that the chairman does not appoint a substitute, one director shall be elected from among themselves to act on behalf.

A special shareholders meeting convened by the Board of Directors shall be chaired by the chairman in person and shall be attended by directors representing one half majority of the aggregate total of directorship seats and a minimum of one functional Committee member. All facts of participation shall be expressly entered into the minutes of the shareholders' meeting.

Where a shareholders' meeting is convened by another authorized person beyond the Board of Directors, the shareholders' meeting shall be chaired by that convener. In case of two or more conveners, one shall be elected from among themselves to act on behalf.

The Company may appoint the retained Attorney-at-Law, Certified Public Accountant or the relevant personnel to participate in the shareholders' meeting as non-voting (guest) participants .

Article 8 Starting from the moment when the Company accepts check-in by shareholders, the Company shall conduct continual and uninterrupted audio & videotaping records for the entire process of enrollment by shareholders, progress of the meeting, balloting process.

The continual and uninterrupted audio & videotaping records mentioned in the preceding Paragraph shall be archived for a minimum of one year and, nevertheless, until the litigation is concluded in the event that a shareholder lodges litigious action in accordance with these Articles of Incorporation or laws and regulations applicable to public companies of the Republic of China.

Article 9 The participation in the shareholders' meeting shall be counted based on the number of shares. The chairperson shall calls to start the meeting when the time is up. In the event that the meeting is attended by shareholders who do not

constitute a half of the total outstanding shares, nevertheless, the chairperson may announce a postponement for the meeting. The total of the postponements shall not exceed the maximum of twice and the aggregate total of postponements shall not exceed one hour. In the event that the shareholders' meeting is attended by shareholders who represent still less than one-third of the total outstanding shares after twice postponements, the chairperson may announce that the shareholders' meeting be aborted.

Article 10 Where a shareholders' meeting is convened by the Board of Directors, the agenda shall be worked out by the Board of Directors and shall be handled based on the scheduled agenda. The agenda shall not be changed unless duly resolved by the shareholders' meeting.

The provision set forth under the preceding paragraph is equally applicable mutatis mutandis to an event where the shareholders' meeting is convened by another convener beyond the Board of Directors.

The chairperson shall not announce adjournment of the meeting unless duly resolved, before the issues on the agenda as mentioned in the two preceding paragraphs (including extraordinary motions) are concluded. Where the chairperson breaches the Procedure Rules for Shareholders' Meeting and announces adjournment of the meeting, other members of the Board of Directors shall promptly help the participating shareholders to elect one person through a majority vote of the participating shareholders to serve as the chairperson to continue the meeting.

Toward the amendments or extraordinary motions proposed by shareholders, the chairperson shall grant adequate opportunities for explanation and discussion. Where an issue is believed up to the extent for voting a decision, the chairperson may announce discontinuance from discussion and put the issue into voting process.

Article 11 Before a shareholder takes the floor, he or she shall fill up the speech slip which shall expressly bear the subject of his or her speech, shareholder account number (or participation certificate number) and name of account holder. The chairperson shall fix the subsequent order of the floor.

Where a shareholder does not speak up after having submitted a slip of the floor, he or she is deemed to have not spoken up. In case of a discrepancy between the contents actually spoken and those shown on the contents of the floor, the contents actually spoken shall prevail.

For a same issue, a shareholder shall not speak more than twice, and not over five minutes in each speech. Where a shareholder breaches the requirements or speaks beyond the specified scope, the chairperson may stop his or her speech.

Where a shareholder speaks, other shareholders shall not speak to interfere unless consented by the chairperson and the speaking shareholder. The chairperson may stop an offender, if any. Where a juristic person shareholder appoints more than two representatives to participate in the shareholders' meeting, only one among them may take the floor for a same issue.

After a shareholder completes the floor, the chairperson may reply either in person or through another designated by the chairperson.

Article 12 The voting by shareholders shall be calculated based on the number of shares.

In terms of resolution by shareholders, the number of shares without voting powers is not counted into the number of outstanding shares.

On the issues of the shareholders' meeting, a shareholder shall not join the voting process and shall not act as a proxy to vote for another shareholder on an issue which is in involvement in his or her own interests and likely to impair the Company.

The number of shares which could not be exercised for voting power as stated in the preceding paragraph is not counted into the number of voting powers of participating shareholders.

Except a trust enterprise or shareholder services agent approved by the competent authority over securities, where one is delegated by two or more shareholders simultaneously, the aggregate total of his or her voting power shall not exceed 3% of the aggregate total of outstanding shares. The voting power in excess, if any, shall be discarded.

Article 13 A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under the Articles of Incorporation.

When this Corporation holds a shareholders meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or

electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting.

A shareholder who intends to participate in the shareholders' meeting in person after exercising voting power in electronic means or in writing shall revoke the expression of intent mentioned in the preceding paragraph in a means same as exercise of voting power two (2) days prior to the date scheduled to convene the shareholders' meeting. In the event that he or she fails to revoke in time, the voting power exercised in electronic means or in writing shall prevail. In the event that a shareholder exercises voting power in electronic means or in writing and further authorizes a proxy with a proxy form to participate in the shareholders' meeting, the voting power exercised by his or her proxy shall prevail.

Unless otherwise specified in laws and ordinances governing public listed companies of the Republic of China, decisions in the shareholders' meeting shall be resolved by over one half majority vote in the meeting. During the balloting process, the chairperson or the person designated by the chairperson shall first announce the aggregate total of voting powers represented by the participating shareholders. The shareholders shall vote with ballots on a case-by-case basis. On the very day after a shareholders' meeting is convened, the outcome cast by shareholders, their objections and abstention shall be input into the Market Observation Post System (MOPS).

Where an issue has an amendment or an alternate, the chairperson shall decide the order of voting process along with the initial issue. Where one issue has been duly resolved, other issue(s) shall be deemed vetoed and shall call for no more voting process.

In the voting process, the monitors and calculators shall be designated by the chairperson. A monitor shall be designated among shareholders.

In the voting and election process in a shareholders' meeting, the ballot calculation shall be conducted in an open site of the shareholders' meeting venue. Upon completion of the calculation process, the outcome of calculation shall be announced on-the-spot, including the number of voting powers in statistics which shall be worked out into records.

Article 14 Where directors are elected in a shareholders' meeting, the election shall be duly conducted under the norms of election enacted by the Company. The outcome of the election shall be announced on-the-spot, including list of elected directors and the number of election ballots they win in the election.

The election ballots for the election mentioned in the preceding paragraph shall be signed and tightly enclosed by the monitor(s) and put into prudential custody for a minimum of one year. The same shall be archived until the litigation is concluded in the event that a shareholder lodges litigious action in accordance with these Articles of Incorporation or laws and regulations applicable to public companies of the Republic of China.

Article 15 Decisions resolved in the shareholders' meeting shall be covered in the minutes which shall be signed or affixed seals by the chairperson and served to all shareholders within twenty (20) days after the meeting. The minutes may be worked out and distributed in electronic means.

The distribution of the minutes mentioned in the preceding paragraph may be conducted by the Company by being input into the Market Observation Post System (MOPS).

The minutes of shareholders' meeting shall expressly bear the month, date, year, venue, the chairperson's name, method of voting, process and highlights of the meeting, the outcome and shall be archived permanently while the Company exists.

Article 16 For the number of shares obtained by solicitors and number of shares represented by proxies, the Company shall work out statistics list and expressly disclose within the venue of the shareholders' meeting on the day when the shareholders' meeting is convened.

Where the decisions resolved in a shareholders' meeting involve the significant messages as promulgated by law or by Taipei Exchange, the Company shall transmit such messages into the Market Observation Post System (MOPS) within the specified time limit.

Article 17 The staff members for a shareholders' meeting shall wear identity certificates or armbands. The chairperson may instruct the picketers or security guards to help maintain the order of a shareholders' meeting venue. Where the picketers or security guards help maintain the order at the venue, they shall wear the identity certificates or armbands bearing "Picketers". Where a loudspeaker is provided in the venue of shareholders' meeting and where a shareholder speaks not with the equipment provided by the Company, the chairperson stops him or her from speaking.

Where a shareholder breaches Procedure Rules for Shareholders' Meeting or defies rectification by the chairperson and thus hampers progress of the meeting against the stopping act, the chairperson may instruct the picketers or security guards to ask him or her to quit the venue.

Article 18 During the process of a shareholders' meeting, the chairperson may fix an appropriate time for recess. Upon occurrence of force majeure, the chairperson may rule to temporarily suspend the meeting and announce the time to resume the meeting as the actual situations may justify.

In the event that the venue for the shareholders' meeting could not be used continually before the scheduled agenda (including extraordinary motions) are completed, the meeting may be continued at a new venue as resolved in the shareholders' meeting.

The shareholders' meeting may postpone the shareholders' meeting or resume the meeting within five (5) days as resolved in accordance with these Articles of Incorporation or laws and regulations applicable to public companies of the Republic of China.

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

These Rules are duly enacted on July 11, 2012

Amended on March 31, 2013 as the 1<sup>st</sup> amendment

Amended on June 17, 2015 as the 2<sup>nd</sup> amendment.

Amended on May 24, 2016 as the 2<sup>nd</sup> amendment.



## 2. Articles of Incorporation and the Memorandum of Incorporation

(adopted by a special resolution dated June 12, 2023)

1. In these Articles, the regulations contained in Table A in the Schedule to the Statute shall not apply and, unless there be something in the subject or context inconsistent therewith,

“Applicable Public Company Rules”	means the ROC laws, rules and regulations governing public reporting companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as being applicable to the Company, including, without limitation, the Company Act of the ROC, the Securities and Exchange Act of the ROC, the rules and regulations promulgated by the FSC and the rules and regulations promulgated by any of the ROC Securities Exchanges, as amended from time to time;
“approved stock exchange”	has the meaning as defined in the Statute and including The Gretai Securities Market of Taiwan and the Taiwan Stock Exchange;
“Articles”	means these Articles in their present form or as supplemented, altered or substituted from time to time by Special Resolution;
“Audit Committee”	means the audit committee of the Board established pursuant to these Articles;
“Board”	means the board of Directors appointed or elected pursuant to these Articles or, as the case may be, the Directors present at a meeting of Directors at which there is a quorum;
“Class” or “Classes”	means any class or classes of Shares as may from time to time be issued by the Company;
“Company”	means Yummy Town (Cayman) Holdings Corporation (雅茗天地股份有限公司);
“Consolidated Company”	means the new company that results from the consolidation of two or more Constituent Companies;
“Consolidation”	means the combination of two or more Constituent Companies into a Consolidated Company and the vesting of the undertaking, property and liabilities of such companies in the Consolidated Company within the meaning of the Statute;
“Constituent Company”	means a company that is participating in a Merger or a Consolidation with one or more other companies within the meaning of the Statute;
“delegation of the operation”	means delegation of the operation of the business (委託經營) as defined in the Company Act of ROC, as amended from time to time;

“Directors”	means the directors for the time being of the Company;
“dividend”	means dividends, capital distributions and capitalisation issues;
“frequent joint operation”	means frequent joint operation (經常共同經營) as defined in the Company Act of ROC, as amended from time to time;
“FSC”	means the Financial Supervisory Commission of the ROC;
“Independent Directors”	means the Directors who are elected as "Independent Directors" pursuant to Applicable Public Company Rules;
“listed Shares”	means Shares which are traded or listed on an approved stock exchange;
“Market Observation Post System”	means the public company reporting system maintained by the Taiwan Stock Exchange Corporation, online via <a href="http://newmops.tse.com.tw/">http://newmops.tse.com.tw/</a> ;
“Member”	means a person who is registered as the holder of Shares in the Register of Members;
“Memorandum”	means the memorandum of association of the Company as amended or substituted from time to time;
“Merger”	means the merging of two or more Constituent Companies and the vesting of their undertaking, property and liabilities in one of such companies as the Surviving Company within the meaning of the Statute;
“month”	means a calendar month;
“notice”	means written notice as further provided in these Articles unless otherwise specifically stated;
“Officer”	means any person appointed by the Board to hold an office in the Company;
“Ordinary Resolution”	means a resolution: <ul style="list-style-type: none"> <li>(a) passed by a simple majority of votes cast by Members, being entitled to do so, voting in person or, where proxies are allowed, by proxy at a general meeting of the Company and where a poll is taken, by a simple majority of the number of votes cast by such Members; or</li> <li>(b) approved in writing by all of the Members entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of the Members and the effective date of the resolution so adopted shall be the date on which the instrument, or the last of such instruments, if more than one, is executed;</li> </ul>
“Register of Members”	means the principal register and any branch register of Members of the Company to be maintained at such place within or outside the Cayman Islands as the

	Board shall determine from time to time;
“Registered Office”	means the registered office of the Company as required by the Statute;
“Remuneration Committee”	means the remuneration committee of the Board, established pursuant to these Articles;
“ROC” or “Taiwan”	means Taiwan, the Republic of China;
“ROC Securities Exchanges”	means GreTai Securities Market (including the Emerging Stock Market) and the Taiwan Stock Exchange of the ROC;
“Seal”	means the common seal of the Company and includes every duplicate seal;
“Secretary”	includes an assistant secretary and any person, firm, or corporation appointed by the Board to perform the duties of secretary of the Company;
“Share”	means a share in the capital of the Company. All references to “Shares” herein shall be deemed to be Shares of any or all Classes as the context may require and, for the avoidance of doubt, in these Articles the expression “Share” shall include a fraction of a Share;
“Solicitor”	means any Member, a trustee business or a securities agent mandated by Member(s), who solicits an instrument of proxy from any other Member to appoint him/her/it as a proxy to attend and vote at a general meeting, pursuant to the Applicable Public Company Rules;
“Special Resolution”	means a resolution :  (a) passed by a majority of not less than two-thirds of votes cast by Members, being entitled to do so, voting in person or, where proxies are allowed, by proxy at a general meeting of the Company of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given; or  (b) approved in writing by all of the Members entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of the Members aforesaid, and the effective date of the special resolution so adopted shall be the date on which the instrument or the last of such instruments, if more than one, is executed;
“Spin-off”	refers to an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to issue new shares to the transferor company or to members of the transferor company;
“Statute”	means the Companies Act 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, (1) the entity, one half or more of whose total number of the issued voting shares or the total amount of the capital stock are directly or indirectly held by such company; (2) the entity that such company has a direct or indirect control over its personnel, financial or business operation; (3) the entity, one half or more of whose directors are concurrently acting as the directors of such company; or (4) the entity, one half or more of whose total number of issued voting shares or the total amount of the capital stock are held by the same member(s) of such company;
“Supermajority Resolution”	means a resolution passed by a majority of votes cast by the Members, as being entitled to do so, voting in person or where proxies are allowed, by proxy, at a general meeting attended by Members who represent two-thirds or more of the total issued shares of the Company. However, where the total number of shares represented by the Members present at such general meeting is less than two-thirds of the total issued shares of the Company, but is more than one half of the total issued shares of the Company, “Supermajority Resolution” shall instead mean a resolution passed by a majority of not less than two-thirds of votes cast by the Members, being entitled to do so, voting in person or, where proxies are allowed, by proxy, at such general meeting;
“Surviving Company”	means the sole remaining Constituent Company into which one or more other Constituent Companies are merged within the meaning of the Statute;
“Taiwan Clearing House”	means the Taiwan Clearing House established by the Taiwan Payments Clearing System Development Foundation to process check clearing and settlement services;
“written” and “in writing”	include all modes of representing or reproducing words in visible form.

Words importing the singular number only include the plural number and vice versa.

Words importing the masculine gender include the feminine gender, and vice versa.

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

Words importing persons only include natural persons, companies or associations or bodies of persons whether incorporated or not.

References to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.

References to a document being executed include references to it being executed under hand or under seal or by any other method.

2. The business of the Company may be commenced as soon after incorporation as the Board shall see fit.

3. Subject to all applicable laws, the Board may pay, out of monies of the Company, all expenses incurred in connection with the formation and establishment of the Company including the expenses of registering the Company as an exempted company in the Cayman Islands.

### **CERTIFICATES FOR SHARES**

4. Certificates representing Shares of the Company shall be in such form as shall be determined by the Board. Such certificates may be under Seal. All certificates for Shares shall be consecutively numbered or otherwise identified and shall specify the Shares to which they relate. The name and address of the person to whom the Shares represented thereby are issued, with the number of Shares and date of issue, shall be entered in the Register of Members. All certificates surrendered to the Company for transfer shall be cancelled and no new certificate shall be issued until the existing issued certificate(s) representing the Shares to be transferred shall have been surrendered and cancelled. The Board may authorise certificates to be issued with the seal and authorised signature(s) affixed by some method or system of mechanical process.
5. Notwithstanding Article 4 of these Articles, if a certificate for Shares is defaced, lost or destroyed, it may be replaced on payment of a reasonable fee and on such terms (if any) as to evidence, indemnity and to payment of any expenses of the Company in investigating such evidence and preparing such indemnity as the Board shall think fit.

### **ISSUE OF SHARES**

6. (a) Subject to the provisions, if any, in that connection in the Memorandum and to any resolution of Members of the Company in general meeting and without prejudice to any special rights previously conferred on the holders of existing Shares, the Board may allot, issue, grant options over or otherwise dispose of Shares of the Company (including fractions of a Share) to such persons, at such times and on such other terms as they think proper, provided that no Share shall be issued at a discount except in accordance with the Statute, and PROVIDED ALWAYS that, notwithstanding any provision to the contrary contained in these Articles, the Company shall be precluded from issuing bearer Shares, warrants, coupons or certificates.  
  
(b) Subject to the Statute, so long as the Shares are listed on any ROC Securities Exchange, the Company may allot and issue new Shares on such terms as the Board may from time to time determine, to the employees of the Company and/or its Subsidiaries as approved by the Members by way of a Supermajority Resolution, and the number of the shares to be issued, the issuance price, and the terms and conditions of such issuance shall comply with the Applicable Public Company Rules.  
  
(c) So long as the Shares are listed on any ROC Securities Exchange, when the Company issues new shares to any employee of the Company and/or its Subsidiaries in compliance with the Applicable Public Company Rules, the Company may, by a Special Resolution, impose transfer restrictions to the effect that such employee shall not subsequently transfer his/her such Shares as allotted and issued by the Company for a period of no more than two (2) years.
7. So long as the Shares are listed on any ROC Securities Exchange, where the Company increases its issued share capital by issuing new Shares for cash consideration in Taiwan, the Company shall allocate ten percent (10%) of the total number of such new Shares to be issued, for offering to the public in Taiwan unless it is not necessary or appropriate, as determined by the FSC or other Taiwan authorities, for the Company to conduct the aforementioned public offering. However, if a percentage higher than the aforementioned ten percent (10%) is resolved by an Ordinary Resolution passed at a general meeting to be offered to the public in Taiwan, the percentage determined by such resolution shall prevail. The Company shall allocate ten (10) to fifteen percent (15%) of such new Shares reserved for subscription by employees of the Company and its Subsidiaries.
8. (a) So long as the Shares are listed on any ROC Securities Exchange, unless otherwise resolved by the Members in a general meeting by Ordinary Resolution, where the Company proposes to issue new Shares for cash consideration, the Company shall make a public announcement and send notices to Members in order to 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 as set out in Article 7

above) to be issued for cash consideration. The Company shall state in such announcement and notices to the Members that if any Member fails to purchase his/her/its pro rata portion of such remaining new Shares within the prescribed period, such Member shall be deemed to have waived his/her/its pre-emptive right to purchase such new Shares. In the event that Shares held by a Member are insufficient for such Member to exercise the pre-emptive right to purchase one new Share, the entitlement of pre-emptive right of several Members may be combined together for joint purchase of new Shares or for purchase of new Shares in the name of a single Member pursuant to the Applicable Public Company Rules. If the total number of the remaining new Shares to be issued has not been fully subscribed by the Members within the prescribed period, the Company may offer the balance of such unsubscribed Shares to the public or to a specific person or persons in accordance with the Applicable Public Company Rules.

(b) The pre-emptive right of the Members under Article 8(a) shall not apply if new Shares are issued in any of the following circumstances:

- (i) in connection with a Merger or Consolidation with another company, or pursuant to any Spin-off or reorganization of the Company;
- (ii) in connection with fulfilling the Company's obligations under warrants and/or options issued by the Company and Shares issued pursuant to Article 101(a), including those issued in accordance with the employee incentive programs under Article 10(a);
- (iii) in connection with fulfilling the Company's obligations under convertible bonds or corporate bonds issued by the Company which are convertible into Shares or which entitle its holders to acquire Shares;
- (iv) in connection with Shares issued pursuant to a statutory private placement in accordance with Applicable Public Company Rules; and
- (v) in connection with new fully-paid up Shares issued to the Members as satisfaction of declared dividend pursuant to Article 103, and/or as effecting any capitalisation of any other amount pursuant to Article 105.

(c) The reservation of new Shares for subscription by employees under Article 7 and the pre-emptive right of the Members under Article 8(a) shall not apply if new Shares are issued in any of the following circumstances:

- (i) in the event where the Company is a surviving company which issues new Shares for a Merger reason, or where the Company is a parent company which issues new Shares for a Merger or Consolidation between any of its subsidiary and other companies;
- (ii) in the event where all new Shares are issued in connection with the Company being acquired by another company;
- (iii) in the event where all new Shares are issued in order to acquire shares, business, or assets of other companies;
- (iv) in circumstances where new Shares are issued as part of a share swap under Applicable Public Company Rules (which is defined as where a company transfers all its issued shares to another company in exchange for shares, cash or other assets in that company as consideration for shareholders of the transferring company; the "**Share Swap**"); or
- (v) in the event where new Shares are issued as part of a Spin-off.

9. The Company shall only issue fully paid-up Shares. Where a subscriber delays payment for Shares, the Company shall fix a period not less than one month, and shall make demand on such subscriber to pay up, and shall declare that in case of default of payment within the stipulated period the subscriber's rights shall be forfeited. After the Company has made the aforesaid call, subscribers who fail to pay accordingly shall forfeit their rights and the Shares subscribed to by them may be sold by the Company. Under the aforesaid circumstances, the Company may claim damages against the defaulting subscribers.
10. The Company may, upon recommendation by the Board by way of a resolution passed by a simple majority of the Directors present and voting at a duly convened meeting of the Board with at least two-thirds of the total number of the Directors in office, and in accordance with the Applicable Public Company Rules, adopt one or more employee incentive programs pursuant to which the Company may issue Shares, options, warrants or other similar instruments, to employees of the Company and its Subsidiaries. The Company may enter into agreements with employees of the Company and the employees of its Subsidiaries pursuant to the incentive program approved pursuant to this Article, whereby employees may subscribe, within a specific period of time, a specific number of Shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive program. However, options, warrants or other similar instruments issued pursuant to this Article are not transferable except for transmission upon the death of the holder thereof, and so long as the Shares are listed on any ROC Securities Exchange, the terms and conditions of such options, warrants or other similar instruments shall comply with the Applicable Public Company Rules and Articles 32 (a) (v) and 38(j).
11. The Company shall maintain a Register of Members, and any such register maintained in respect of listed Shares may be kept by recording the particulars as required by 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 relevant approved stock exchange. Every person whose name is entered as a Member in the Register of Members shall be entitled without payment to receive one certificate for all his/her/its Shares or several certificates for his/her/its Shares in the form as prescribed by the Board. Subject to the provisions of the Statute and Articles 14 and 39 below, if the Board considers it necessary or appropriate, the Company may establish and maintain a principal or branch Register of Members at such location as the Board thinks fit. The Company shall cause to be kept at the place where the principal register is kept a duplicate of any branch register duly entered up from time to time. In addition, so long as the Shares are listed on an ROC Securities Exchange, the Company shall, upon any issue of new Shares, cause such shares to be credited to the accounts of the subscribing Members maintained with the Taiwan Depository & Clearing Corporation pursuant to the Applicable Public Company Rules within thirty (30) days from the date of issuance of such Shares, and shall make a prior public announcement pursuant to the Applicable Public Company Rules.

#### **TRANSFER OF SHARES**

12. (a) The instrument of transfer of any Share shall be in any usual or common form or such other form as the Board may, in their absolute discretion, approve and be executed by or on behalf of the transferor and if so required by the Board, shall also be executed by or on behalf of the transferee and shall be accompanied by the certificates (if any) for the Shares to which the transfer relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain a Member until the name of the transferee is entered in the Register of Members in respect of the relevant Shares.  
  
(b) Notwithstanding anything to the contrary in these Articles, title to listed Shares may be evidenced and transferred in accordance with the laws applying to and the rules and regulations of the relevant approved stock exchange that are or shall be applicable to such listed Shares.
13. The registration of transfers may be suspended when the Register of Members is closed for transfers in accordance with Article 24.
14. For so long as the Shares are listed on one of the ROC Securities Exchanges, the Company shall keep and maintain a branch Register of Members in Taiwan.

#### **REDEMPTION, PURCHASE, SURRENDER AND TREASURY SHARES**

15. (a) Subject to the provisions of the Statute and the Memorandum, Shares may be issued on the terms that they are, or at the option of the Company or the holder are, redeemable on such terms and in such manner as the Company may by Special Resolution determine before the issue of such Shares.
- (b) Subject to the provisions of the Statute, the Memorandum and any rights conferred on the holders of any Class of Shares, the Company may purchase its own Shares (including fractions of a Share), including any redeemable Shares, provided that the manner and terms of purchase have first been authorised by the Company in general meeting by an Ordinary Resolution and may make payment therefor in any manner authorised by the Statute, including out of capital. The number of Shares to be purchased and cancelled by the Company pursuant to such Ordinary Resolution shall be pro rata among the Members in proportion to the number of Shares held by each Member.
- (c) Subject to the Statute and the Applicable Public Company Rules, the consideration payable by the Company to any Member in respect of a purchase of Shares by the Company may be paid in cash or be satisfied by the transfer of any assets. Where the consideration payable by the Company to a Member in respect of a purchase of Shares by the Company is to be satisfied by the transfer of any assets ("Non-Cash Consideration"), the Board shall, prior to the general meeting approving the purchase of Shares, (i) conduct a valuation on the said assets and such valuation must be audited and certified by an accountant admitted to practice in the ROC and (ii) seek specific consent from such Member approving the Non-Cash Consideration and must receive his/her/its written consent prior to the general meeting approving the purchase of Shares. In the event that written consent is not received from a Member in respect of Non-Cash Consideration, the Company shall pay cash consideration to such Member in respect of the purchase of Shares from such Member. The assets to be transferred to Members by the Company in respect of a purchase of Shares and the audited valuation of such assets shall be approved by an Ordinary Resolution at the same general meeting approving the purchase of Shares.
- (d) Notwithstanding the foregoing and subject to the provisions of the Statute, so long as the Shares are listed on any ROC Securities Exchange, the Company may purchase its Shares listed and traded on such ROC Securities Exchange in accordance with the Applicable Public Company Rules if such purchase is authorised by the Board by way of a resolution passed by a simple majority of the Directors at a duly convened meeting of the Board except that the quorum necessary for a Board meeting considering such on-market repurchases shall be at least two-thirds of the total number of the Directors in office, and the Board shall report the execution status of such repurchase to the Members at the next general meeting.
- (e) No Share may be redeemed or purchased unless it is fully paid-up.
- (f) The Company may accept the surrender for no consideration of any fully paid Share (including a redeemable Share) unless, as a result of the surrender, there would no longer be any issued Shares of the Company other than shares held as treasury shares.
- (g) The Company is authorised to hold treasury Shares in accordance with the Statute.
- (h) The Board may classify as treasury shares any of the Shares that it purchases or redeems, or any shares surrendered to it, in accordance with the Statute.
- (i) Shares held by the Company as treasury shares shall continue to be classified as treasury shares until such Shares are either cancelled or transferred in accordance with the Statute.
- (j) A treasury share shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Statute.
16. (a) So long as the Shares are listed on any ROC Securities Exchange, any transfer by the Company of any treasury share purchased in accordance with Article 15 (b) to any employee of the Company and/or its Subsidiaries for less than the average actual purchase or redemption price, shall require the prior approval of the Members in general meeting by way of a Special Resolution. A summary of the following matters relating to the Company's transfer of treasury shares to employees of the Company and/or its Subsidiaries must be specified in the notice of the general meeting where such authorisation is sought:



- (i) the proposed transfer price, the discount rate, the bases of calculations and the reasonableness thereof;
  - (ii) the number of treasury shares to be transferred, and the purpose and the reasonableness of the proposed transfer;
  - (iii) qualifications of the employees, and the number of treasury shares they may purchase; and
  - (iv) impact on shareholders' equity, such as additional expenses incurred, reduction of the Company's earnings per share, and the financial burdens on the Company resulting from transferring treasury shares to employees at less than the average actual purchase or redemption price.
- (b) So long as the Shares are listed on any ROC Securities Exchange, the aggregate number of treasury shares transferred to employees in accordance with Article 16 (a) may not exceed five (5) percent of the total issued Shares, and the aggregate number of shares to any single employee may not exceed 0.5 percent of the total issued Shares, subject to the Applicable Public Company Rules (including *Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies* promulgated by FSC).
- (c) So long as the Shares are listed on any ROC Securities Exchange, when the Company transfers its treasury shares purchased in accordance with Article 15 (b) to any employee of the Company and/or its Subsidiaries, the Company may enter into a contract with such employee for the purpose of restricting such employee's subsequent transfers of his/her Shares (so transferred to him/her by the Company) for a period of no more than two (2) years.

#### **VARIATION OF RIGHTS OF SHARES**

17. (a) If at any time the Share capital of the Company is divided into different Classes of Shares, 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 Shares of that Class. The provisions of these Articles relating to general meetings shall apply to every such general meeting of the holders of a Class of Shares.
- (b) Upon the creation of any new Class of Shares or alteration of the rights of existing Class of Shares (being ordinary shares), the Company shall amend the Memorandum and/or these Articles to state the rights and obligations of such Classes of Shares into these Articles.
18. 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, allotment or issue of further Shares ranking *pari passu* therewith or subsequent to them or by the redemption or purchase of Shares of any Class by the Company.

#### **TRANSMISSION OF SHARES**

19. In case of the death of a Member, the survivor or survivors where the deceased Member was a joint holder, and the legal personal representatives of the deceased Member where the deceased Member was a sole holder, shall be the only persons recognized by the Company as having any title to the deceased Member's interest in the Shares, but nothing herein contained shall release the estate of any such deceased holder from any liability in respect of any Shares which had been held by him/her solely or jointly with other persons.
20. (a) 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 other than by transfer) may, upon such evidence being produced as may from time to time be required by the Board and subject as hereinafter provided, elect either to be registered himself/herself/itself as holder of the Share or to make such transfer of

the Share to such other person nominated by him/her/it as the deceased or bankrupt person could have made and to have such person registered as the transferee thereof, but the Board shall, in either case, have the same right to decline or, in accordance with Article 24, suspend, registration of the transfer as it would have had in the case of a transfer of the Share by that Member before his/her death or bankruptcy as the case may be.

(b) If the person so becoming entitled shall elect to be registered himself/herself/itself as holder he/she/it shall deliver or send to the Company a notice in writing signed by him/her/it stating that he/she/it elects to be so registered.

21. 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/she/it would be entitled if he/she/it were the registered holder of the Share, except that he/she/it shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by the Shares in relation to meetings of the Company PROVIDED HOWEVER that the Board may at any time give notice requiring any such person to elect either to be registered himself/herself/itself or to transfer the Share and if the notice is not complied with within ninety (90) days after the notice is deemed to be received by the relevant person in accordance with these Articles 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.

22. (a) The Company shall be entitled to treat the registered holder of any Share as the absolute owner thereof and accordingly shall not be bound to recognise any equitable claim or other claim to, or interest in, such share on the part of any other person.

(b) No person shall be entitled to recognition by the Company as holding any Share upon any trust and the Company shall not be bound by, or be compelled in any way to recognise, (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any other right in respect of any share except an absolute right to the entirety of the share in the holder.

#### **ALTERATION OF CAPITAL & CHANGE OF LOCATION OF REGISTERED OFFICE**

23. (a) Subject to and in so far as permitted by the provisions of the Statute, the Company may from time to time by Ordinary Resolution:

(i) increase its share capital by the creation of new Shares of such amount, to be divided into Shares of such Class or Classes and of such amounts in such currency as the resolution shall prescribe;

(ii) consolidate and divide all or any of its share capital into Shares of larger or smaller amount than its existing Shares;

(iii) divide its unissued Shares into several Classes and (without prejudice to any special rights previously conferred on the holders of existing Shares) attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions;

(iv) sub-divide its Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association;

(v) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the Shares so cancelled;

(vi) make provision for the allotment and issue of Shares which do not carry any voting rights; and

(vii) change the currency of denomination of its share capital.

PROVIDED THAT notwithstanding the foregoing, for so long as the Shares are listed on any ROC Securities Exchange, the currency of denomination of the share capital of the Company shall be New Taiwan Dollar (NTD) and the par value of each Share shall be NTD10.

- (b) The Company may from time to time, by Special Resolution and subject to compliance with the provisions of the Statute, reduce its share capital or share premium account or capital redemption reserve or other undistributed reserve in any manner permitted by law.
- (c) On any consolidation or division of fully paid Shares into Shares under paragraph (a) of this Article, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of Shares to be consolidated determine which particular Shares are to be consolidated into a consolidated Share, and if it shall happen that any person shall become entitled to fractions of a Share or Shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed may transfer the Shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would have been entitled to the fraction or fractions of a Share or Shares ratably in accordance with their rights and interest or may be paid to the Company for the Company's benefit;
- (d) Subject to the provisions of the Statute, the Company may by resolution of the Board change the location of its registered office.

#### **CLOSURE OF REGISTER OF MEMBER AND RECORD DATE**

- 24. For purpose of determining Members entitled to receive notice of or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any dividend, or in order to make a determination as to the Members of the Company for any other proper purpose, the Board may determine that the Register of Members shall be closed for transfers for any period. So long as the Shares are listed on any ROC Securities Exchange, the Register of Members may only be closed in accordance with Applicable Public Company Rules.
- 25. To the extent required by Applicable Public Company Rules, in lieu of or apart from closing the Register of Members, the Board may fix in advance one or more dates as the record dates for determining the Members entitled to receive notice of or to vote at a meeting of the Members, or for the purpose of determining the Members entitled to receive payment of any dividend.

#### **GENERAL MEETING**

- 26. The Company may in each year hold a general meeting as its annual general meeting, PROVIDED HOWEVER THAT, for so long as the Shares are listed on any ROC Securities Exchange, an annual general meeting shall be held within six (6) months following the end of each fiscal year of the Company and it shall be specified as such meeting in the notice convening the same. Unless otherwise provided in these Articles, all general meetings shall be convened by the Board. For so long as the Shares are listed on any ROC Securities Exchange, the Board or anyone who has authority to convene a general meeting may request the Company or the professional securities agent licensed in Taiwan engaged by the Company to provide the list of Members entitled to vote at such general meeting.
- 27. (a) The general meetings shall be held at such time and place determined by the Board. The general meetings may be held by means of videoconference or other methods which are compliant with the Applicable Public Company Rules or approved by the competent authority of the Company Act of the ROC.
  - (b) When the Shares are listed on any ROC Securities Exchange, the Company shall comply with the conditions, operation procedures and other compliance requirements regarding videoconferencing required by the Applicable Public Company Rules.
  - (c) The participation by the Members in a meeting through videoconference or other method which is compliant with the preceding paragraph shall constitute presence in person at such meeting.
  - (d) Unless otherwise provided by the Statute and unless otherwise determined by the Board, all general meetings held physically shall be in Taiwan. So long as the Shares are listed on any ROC Securities Exchange, if the Board resolves to hold a physical general meeting outside Taiwan, the Company shall apply for the approval of the applicable ROC Securities Exchange within two (2) days after the Board passes such resolution. Where a general meeting is to be held outside Taiwan, so long as the Shares are listed on any ROC Securities Exchange, the Company shall engage a professional securities agent

licensed in Taiwan to be present at the such general meeting and to handle the administration of such general meeting, including without limitation, the handling of the voting of proxies submitted by Members.

28. General meetings other than annual general meetings shall be called extraordinary general meetings. The Board may convene an extraordinary general meeting of the Company whenever they determine that such a meeting is necessary in their absolute discretion.
29.
  - (a) The Board shall, upon a Members' requisition, forthwith proceed to convene an extraordinary general meeting of the Company. For the purpose of these Articles, a "Members' requisition" is a requisition of one or more Member(s) of the Company holding in the aggregate at the date of deposit of the requisition not less than three percent (3%) of the total number of issued Shares at the time of requisition and whose Shares shall have been held continuously by such Member(s) for at least one (1) year.
  - (b) One or more Member(s) of the Company holding in the aggregate more than half of the total number of issued Shares and whose Shares shall have been held continuously by such Member(s) for at least three (3) months, may convene an extraordinary general meeting of the Company. The holding period and the respective numbers of Shares held by such Members shall be determined as of the first day of the closure period of the Register of Members as required in Article 24.
  - (c) In the event the Board fails or becomes unable to convene a general meeting, the Audit Committee, acting in the best interests of the Company and based on its determination of necessity, may convene a general meeting.
30. The requisition from the Member(s) must be in writing and shall express the purpose of the extraordinary general meeting to be requisitioned and must be signed by the requisitioner(s) and deposited at the Registered Office. The requisition may consist of several documents in like form, each signed by one or more requisitionists.
31. If the Board does not within fifteen (15) days from the date of deposit of the requisition despatch the notice to convene an extraordinary general meeting, the requisitioner(s) may themselves convene the extraordinary general meeting. An extraordinary general meeting convened as aforesaid by requisitioner(s) shall be convened and held in the same manner as nearly as possible in which general meetings are convened and held by the Board.
32.
  - (a) Subject to the Statute and without prejudice to other provisions of these Articles as regards the matters to be dealt with by Special Resolution, the Company may from time to time by Special Resolution:
    - (i) change its name;
    - (ii) alter or add to these Articles;
    - (iii) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein;
    - (iv) issue securities, including options, warrants and convertible bonds, where such issuance will be pursuant to a statutory private placement to qualified investors in Taiwan in accordance with Applicable Public Company Rules; or
    - (v) issue employee stock warrants that are not subject to any exercise price restriction in accordance with Applicable Public Company Rules.
  - (b) Subject to the Statute, the Company may, by a Special Resolution, effect a Merger or a Consolidation of the Company in accordance with the Statute.
  - (c) The Company may, by a resolution passed by Members representing two-thirds or more of the total issued Shares of the Company voting as a single class at a general meeting, participate in a Spin-off, a transfer of all of the Company's assets and liabilities, or any scheme of arrangement pursuant to which all issued Shares will be exchanged or converted into shares in another company (each a "Reorganising Transaction"), resulting in the Company's mandatory de-listing from the applicable ROC Securities Exchange, and the company emerging from the completion of such Reorganising Transaction vested with all assets and liabilities of the Company, whether newly

incorporated or continually existed, is not listed in any ROC Securities Exchange.

33. Subject to the Statute and Article 32(b), the Company may from time to time by Supermajority Resolution:
- (a) resolve that any particular declared dividend be satisfied in part by the issuance of new Shares credited as fully paid to the Members pursuant to Article 103;
  - (b) effect any capitalisation of any other amount pursuant to Article 105 hereof;
  - (c) effect any Spin-off of the Company;
  - (d) enter into, amend, or terminate any agreement for lease of the Company's whole business, or for delegation of the operation, or for frequent joint operation with others;
  - (e) transfer all or a material part of its business or assets;
  - (f) acquire or assume all businesses or assets of another person which will have a material effect on the Company's business operation; or
  - (g) effect any Share Swap.
34. Subject to the Statute, the Company may by Special Resolution resolve to wind up the Company voluntarily or by Ordinary Resolution resolve to wind up the Company voluntarily because the Company is unable to pay its debt as they fall due.

#### **NOTICE OF GENERAL MEETINGS**

35. For so long as the Shares are listed on any ROC Securities Exchange, at least thirty (30) days' notice of an annual general meeting shall be given to each Member, stating the date, place and time at which the meeting is to be held and the general nature of business to be conducted at the meeting. For so long as the Shares are listed on any ROC Securities Exchange, at least fifteen (15) days' notice of an extraordinary general meeting shall be given to each Member, stating the date, place and time at which the meeting is to be held and the general nature of the business to be considered at the meeting. All notices convening general meetings of the Company shall be exclusive of the day on which it is given or deemed to be given and the day for which it is served.
36. A general meeting of the Company shall, notwithstanding that it is called on shorter notice than that specified in these Articles, be deemed to have been properly called if it is so agreed by all the Members having the right to attend and vote at an annual general meeting or an extraordinary general meeting (as the case may be).
37. So long as the Shares are listed on any ROC Securities Exchange, the Company shall send materials as required by the Applicable Public Company Rules (including written ballots if the Members may exercise their votes by means of written ballots at general meetings) relating to the matters to be discussed in each meeting together with the notice convening the general meeting in accordance with Article 35 hereof and shall transmit the same via the Market Observation Post System. The Board shall prepare a meeting handbook for the relevant general meeting and supplemental materials in accordance with the Applicable Public Company Rules, 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, at least twenty-one (21) days prior to the date of the annual general meeting, and at least fifteen (15) days prior to the date of an extraordinary general meeting. However, in the case of the paid-in capital of the Company reaching NT\$10 billion or more as of the last day of the most recent fiscal year, or the total shareholding owned by foreign investors and Mainland Chinese investors reached 30% or more as recorded in the Register of Members, at the time of holding the annual general meeting in the most recent fiscal year, the Company shall upload the aforesaid electronic file at least thirty (30) days prior to the date of annual general meeting.
38. In the event that any of the following matters is to be considered at a general meeting, the notice of the

general meeting shall contain a summary of the material issues to be discussed in respect of these matters, and for so long as the Shares are listed on any ROC Securities Exchange, the summary may be published on the website designated by FSC or the Company, and the direct web-link containing such summary shall be specified in the notice of the general meeting:

- (a) election or removal of Directors;
- (b) alteration of the Memorandum and/or these Articles; and
- (c) (i) dissolution, Merger, Consolidation, Share Swap or Spin-off, (ii) the entry into, any changes to or termination of any contract for lease of the Company's whole business, entrusted business or frequent joint venture of the Company with others, (iii) transfer of the whole or any material part of the business or assets of the Company, (iv) acceptance of the transfer of the whole business or assets from another person which will have a material effect on the business operation of the Company;
- (d) ratification of an action of Director(s) who is/ are engaged in business for him/herself or on behalf of another person, such business being within the scope of the business of the Company;
- (e) payment of dividends to Members to be satisfied in whole or in part by way of issuance of new Shares;
- (f) capitalization of the Company's share premium account and/or a distributable reserve of the Company (including any contributed surplus account which are distributable) subject to the Statute and these Articles in the form of an allotment and issue of new Shares credited as fully paid to Members on a pro-rata basis based on their respective shareholding in the Company;
- (g) private placement of any equity securities to be issued by the Company;
- (h) reduction of share capital;
- (i) application with FSC for termination of the "public company" status registration under the Applicable Public Company Rules; and
- (j) issue employee stock warrants that are not subject to any exercise price restriction under the Applicable Public Company Rules.

The matters set out in Article 38(a) to Article 38(j) (inclusive) and Article 16 (a) shall not be raised as an ad hoc motion at any general meeting of the Company.

- 39. So long as the Shares are listed on any ROC Securities Exchange, the Board shall keep printed copies of the Memorandum, these Articles, minutes of general meetings, financial statements, the branch Register of Members in Taiwan, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's branch share registrar in Taiwan and the Company's securities agent located in Taiwan unless electronic copies of the aforementioned documents may be kept pursuant to the Applicable Public Company Rules. From time to time, by submitting document(s) evidencing his/her interests involved and indicating the designated scope of the inspection, the Members may inspect, review or make copies of the aforementioned documents, and the Company shall instruct its Taiwan-licensed securities agent to provide copies of such documents.
- 40. So long as the Shares are listed on any ROC Securities Exchange, the Company shall make copies of all statements and records prepared by the Board and the report prepared by the Independent Directors available at the office of its branch share registrar and its securities agent located in Taiwan in accordance with Applicable Public Company Rules. Members may, at their own expenses, inspect, review or copy the aforementioned documents from time to time and such Members may be accompanied by their advisors, attorneys or certified public accountants for the purpose of such inspection and review.

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 41. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business and is maintained throughout the meeting. Unless

otherwise provided for in these Articles, two or more Members present in person and representing in person or by proxy, more than one-half of the total issued Shares, shall constitute a quorum for any general meeting.

42. So long as the Shares are or listed on any ROC Securities Exchange, the Company shall comply with the relevant Applicable Public Company Rules whereby following the end of each fiscal year of the Company, the Board shall table at an annual general meeting of the Company, business reports, financial statements and the Board's proposals for allocation and distribution of profits or losses for approval or ratification (as the case may be) by the Members as required by the Applicable Public Company Rules. In accordance with the Applicable Public Company Rules, the Board shall, after approval or ratification by the Members at the annual general meeting, distribute or make public announcement on the Market Observation Post System to each Member copies of the approved or ratified financial statements, reports and proposals together with the Company's resolutions which approved or ratified the allocation and distribution of profits or loss.
43. A resolution put to the vote of the meeting shall be decided on a poll. No resolution put to the vote of the meeting shall be decided by a show of hands.
44. Subject to all applicable laws, nothing in these Articles shall prevent any Member from initiating proceedings in a court of competent jurisdiction for an appropriate remedy in connection with improper convening of any general meeting or improper passing of any resolution. The Taipei District Court, ROC, may be the court of first instance for adjudicating any disputes arising out of the foregoing.
45. Unless otherwise expressly required by the Statute, the Memorandum or these Articles, any matter presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.
46. Provided that the Shares are not listed on any ROC Securities Exchange,
  - (a) a resolution (including a Special Resolution) in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held; and
  - (b) any such resolution in writing shall be deemed to have been passed at a general meeting held on the date on which it was signed by the last person to sign, and where the resolution states a date as being the date of his signature thereof by any Member the statement shall be prima facie evidence that it was signed by him on that date.
47. So long as the Shares are listed on any ROC Securities Exchange, one or more Members holding one percent (1%) or more of the total issued Shares immediately prior to the relevant period during which the Register of Members is closed for transfers, may in writing or electronically submit to the Company a resolution for consideration and, if appropriate, approval at an annual general meeting; nothing in these Articles shall be construed to compel the Board to reject any proposal relating to the improvement of the Company's corporate social responsibility or public interests. Such proposals shall not be included in the agenda if:
  - (a) the proposing Member(s) hold(s) less than one percent (1%) of the total issued Shares as at the relevant date in accordance with this Article;
  - (b) the matter proposed to be discussed may not be resolved at an annual general meeting;
  - (c) the proposing Member has made more than three hundred (300) words proposal for consideration or more than one proposal for consideration at the same annual general meeting; or
  - (d) the proposal is received by the Company after the dispatch of the notice of the annual general meeting.
48. The chairman of the Board (if any) shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he/she shall not be present within fifteen (15) minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Directors present shall elect one of their number to be chairman of the general meeting. If at any general meeting no Director is willing to act

as chairman or if no Director is present within fifteen (15) minutes after the time appointed for the holding the meeting, the Members present shall choose one of their number to be chairman of the general meeting.

49. (a) Unless otherwise expressly provided herein, if a quorum is not present by the time appointed for the general meeting, the chairman may adjourn the commencement of the general meeting to a later time, but no more than one (1) hour in all circumstances. If the commencement of the general meeting has been adjourned twice and a quorum is still not present, then the general meeting shall be adjourned to such other day and at such other time and place as the Board may determine. The Board (or the Secretary duly authorised by the Board) may adjourn any general meeting called in accordance with the provisions of these Articles (other than a meeting requisitioned under these Articles) provided that notice of adjournment is given to each Member. The Board may determine the date, time and place for the adjourned meeting as it deems appropriate and shall give fresh notice of the date, time and place for the adjourned meeting to each Member in accordance with the provisions of these Articles, PROVIDED THAT for so long as the Shares are listed on any ROC Securities Exchange, such adjournment shall also comply with the Applicable Public Company Rules.
- (b) The chairman may, with the consent of any general meeting duly constituted hereunder, and shall if so directed by the general meeting, adjourn the general meeting from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. No notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Member be entitled to any such notice.

#### **VOTES OF MEMBERS**

50. (a) Subject to the Statute, these Articles, and any rights or restrictions for the time being attached to any Class or Classes of Shares, every Member who is present at a general meeting, either in person (or in the case of a Member being a corporation, by its authorised representative) or by proxy, shall have one vote for every Share of which he/she/it is the holder.
- (b) So long as the Shares are listed on any ROC Securities Exchange, if a Member holding more than one Share does not cast all his votes in the same way, such Member must do so in accordance with the Applicable Public Company Rules.
51. Votes may be cast either personally or by proxy. A Member may appoint only one proxy and only under one instrument to attend and vote at each meeting. The instrument appointing a proxy shall be deposited at the Registered Office or the office of the Company's FSC-recognised shareholders' service agent (as the term is defined under the Applicable Public Company Rules) in the ROC or at such other place as is specified for that purpose in the notice convening the general meeting, or in any instrument appointing a proxy sent out by the Company not 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 appoint a proxy 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.
52. (a) Subject to the Statute and all applicable law, the Board may determine that Members not attending and voting at a general meeting in person or by proxy may exercise their voting right either by means of electronic transmission. For the avoidance of doubt, Members voting in the manner mentioned above shall, for purposes of these Articles and the Statute, be deemed to have appointed the FSC-recognised shareholders' service agent (as the term is defined under the Applicable Public Company Rules) which has been engaged by the Company at the date of the notice convening the general meeting, or the chairman of the general meeting if no such agent is engaged, as their proxy to vote their shares at the general meeting in the manner directed by the written ballot or electronic transmission. If the shareholders' service agent (or the chairman, as the case may be) does not vote in the manner directed by the written ballots or the electronic transmissions, then such proxy votes shall not be regarded as valid votes cast.
- (b) The shareholders' service agent (or the chairman, as the case may be), as proxy, shall not have the



power to exercise the voting rights of such Members with respect to any matters not specifically indicated in the written ballot or electronic transmission and/or with respect to any amendment to resolution(s) proposed at the general meeting. Subject to the Statute and all applicable law, a Member who exercises his/her/its voting right at a general meeting by means of a written ballot or of electronic transmission shall be deemed present by proxy at such general meeting, but any Member voting in such manner shall not be entitled to notice of, and the right to vote in regard to, any ad hoc motion or amendment to the items set out in the notice convening the general meeting to be resolved at the said general meeting. Subject to the Statute and all applicable law, for the purposes of clarification, all Members 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 items set out in the notice convening the general meeting to be resolved at the said general meeting.

(c) In the event that a Member exercises his/her/its voting power by means of a written ballot or by means of electronic transmission and has also authorised a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail.

53. Subject to the Statute and all applicable law, in the event any Member who has exercised his/her/its voting rights by means of a written ballot or by means of electronic transmission (as applicable) pursuant to Article 52 intends to attend the general meeting physically in person or by authorised representative if the Member is a corporation, he/she/it shall, at least two (2) days prior to the commencement of the general meeting, deposit at the Registered Office or at the office of the securities agent engaged by the Company in the ROC so long as the Shares are listed on any ROC Securities Exchange, or at such other place as is specified in the notice convening the meeting a separate notice to rescind and revoke his/her/its votes cast by way of such written ballot or electronic transmission (as applicable) (for the purposes of this Article only, the “**Previous Voting**”), failing which, the Member shall be deemed to have waived his/her/its right to attend and vote at the relevant general meeting in person, the deemed appointment of the shareholders’ service agent (or the chairman of the general meeting, as the case may be) by the Members as the proxy and Previous Voting shall remain valid and the Company shall not count any votes cast by such Member physically at the relevant general meeting. Subject to the Statute and all applicable law, votes by means of written ballot or electronic transmission shall be valid unless the relevant Member revokes the Previous Voting before the prescribed time.

54. In the case of joint holders of Shares, such joint holders shall appoint a representative among them to exercise the votes of their Shares and shall notify the Company of such appointment. If no such representative is appointed by such joint holders of record, then the vote of the senior who tenders a vote, whether in person (or in case of a corporation, by authorised representative) or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

55. (a) No Member shall be entitled to vote at any general meeting unless he/she/it is registered as a Member of the Company on the record date for such general meeting. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee receiver, curator bonis or other persons may, subject to all applicable laws, vote by proxy in accordance with these Articles.

(b) Subject to the Statutes, so long as the Shares are listed in any ROC Securities Exchange, when a Director pledges more than one-half of the Shares which he/she/it held at the moment when he/she/it was elected as a Director, such Director shall refrain from exercising the votes with respect to the Shares pledged exceeding the one-half threshold, and the votes of the Shares pledged exceeding the one-half threshold shall not be counted in the total number of votes of Member present at the meeting and such Shares may not be counted in determining the quorum of the general meeting.

#### **SHARES WHICH ARE NOT ENTITLED TO VOTE**

56. Shares set out below shall not be voted at any general meeting and shall not be counted into the total number of issued Shares for determining the quorum of the general meeting:

(a) Shares that are directly or indirectly owned by the Company;

(b) Shares that are owned by its Subsidiary, one-half or more of the total number of issued voting shares or paid-up capital of that Subsidiary is directly or indirectly owned by the Company; and

- (c) Shares that are owned by a company, one-half or more of the total number of issued voting shares or paid-up capital of such a company is directly or indirectly owned by the Company, its Subsidiaries or the holding company(ies) to which the Company is a Subsidiary.

57. So long as the Shares are listed on any ROC Securities Exchange, if a Member who has a personal interest in respect of any matter proposed for consideration and, if appropriate, approval at a general meeting, and such interest is in conflict with and may harm the interests of the Company, such Member shall abstain from voting in respect of all his/her/its Shares which such Member would otherwise be entitled to vote in person or by proxy (or by corporate representative, if such Member is a corporation) with respect to the said matter, and the votes cast in respect of the Shares held by such Members shall not be counted, but such Members and their Shares may be counted in determining the quorum of the general meeting. The aforementioned Member shall also not vote on behalf of any other Member with respect to that same matter.

#### **DISSENTING MEMBERS' APPRAISAL RIGHT**

58. (a) In the event any of the following resolutions is passed at a general meeting, any Member who has notified the Company in writing of his objection to such a resolution prior to the date of the relevant general meeting and has raised again his/her/its objection at the general meeting, may request the Company to buy back all of his/her/its Shares at the then prevailing fair value:

- (a) a resolution approving the Company acquiring shares, business or assets of another company in exchange for shares, cash or other assets from the Company under the Applicable Public Company Rules ("**Acquisition**"), or a resolution approving Share Swap;
- (b) a resolution approving the entry into by the Company, any amendments to or termination of any lease of all of the Company's business, delegation of the operation or frequent joint operation (which expression shall have the meaning ascribed to them in the Applicable Public Company Rules) of the Company with others;
- (c) a resolution approving the transfer by the Company of all or a material part of its business or assets, provided that this shall not apply where such transfer is to be made pursuant to the dissolution of the Company; or
- (d) a resolution approving the acquisition by the Company of all of the business or assets from another person, which will have a material effect on the Company's business operations.

59. (a) Subject to compliance with the Statute, in the event of a Spin-off of any part of the Company's business or if the Company is involved in any Merger or Consolidation with any other company, any Member who has abstained from voting on such matter (or had voted against such matter) and has expressed his/her/its dissent thereof in writing before (in the case of a Merger or Consolidation) or during the relevant general meeting at which such matter is considered and approved, may request the Company to buy back all of his/her/its Shares at the then prevailing fair value.

(b) Any Member who makes a request under Article 58 or paragraph (a) of this Article shall make it in writing within 20 days from the date the resolution of the general meeting was made and shall specify the price for buying back. If the Company and such Member reach an agreement as to the buy back price, the Company shall pay for the Shares within 90 days from the date the resolution of the general meeting was made. In the absence of agreement, the Company shall pay the fair value it has determined to the dissenting Member within 90 days since the date the resolution of the general meeting was made. If the Company does not make such payment, the Company shall be deemed to have agreed to the price proposed by such Member.

(c) In the event of paragraph (a) of Article 58 and paragraph (a) of this Article, Member who has expressed his/her/its dissent thereof in writing or verbally with a record before or during the general meeting, and thus has abstained from voting on or voted against such matter at the general meeting, may request the Company to buy back all of their Share in accordance with such paragraph. when the Members and the Company cannot reach agreements about the purchase price within 60 days since the date of the resolution of the general meeting was made, the Company shall apply to the court for a

ruling on the fair value in respect of all dissenting Members within 30 days after that 60-day duration has expired, and the Taipei District Court, ROC, may be the court of first instance for this matter.

(d) In the event Members abstained from voting according to the preceding paragraph, the shares represented by such Member shall not be counted in the number of votes of Members present at that meeting.

### PROXIES AND SOLICITATION OF PROXIES

60. Unless otherwise provided in these Articles, the instrument appointing a proxy shall be in writing and shall be executed under the hand of the appointor or of his/her attorney duly authorised in writing, or, if the appointor is a corporation under the hand of an officer or attorney duly authorised in that behalf. A Member shall serve such instrument of proxy to the Company no later than five (5) days prior to the date of the general meeting. In case two or more instruments of proxy are received from one Member, the first one received by the Company shall prevail; unless such Member explicitly revoke the previous instrument of proxy in the subsequent instrument of proxy. A proxy need not be a Member of the Company. Unless otherwise provided in these Articles, the instrument appointing a proxy shall be deposited at the Registered Office, or, at the office of the securities agent engaged by the Company in the ROC so long as the Shares are listed on any ROC Securities Exchange, or at such other place, in such manner as is specified in the notice convening the meeting.
61. (a) Subject to the Applicable Public Company Rules, except for (i) trust enterprises organized under the laws of the ROC, (ii) a shareholders' service agent (as the term is defined under the Applicable Public Company Rules) recognised by the FSC or (iii) a shareholders' service agent (or the chairman of the general meeting) who is deemed appointed as proxy under Article 52 of these Articles, in the event a person has been appointed as the proxy for two or more Members, the sum of Shares entitled to vote as represented by such proxy shall be no more than three percent (3%) of the total issued Shares immediately prior to the relevant date of closure of the Register of Members for purposes of determining Members entitled to vote at the general meeting; any vote in respect of the portion in excess of such three percent threshold shall not be counted.
- (b) Unless otherwise provided in these Articles, the instrument appointing a proxy shall be in the form approved by the Company and be expressed to be for a particular meeting and the adjourned meeting(s) thereof. The form of proxy shall include at least the following information: (a) instructions on how to complete the form, (b) the matters to be voted upon by the proxy, and (c) basic identification information relating to the relevant Member appointing the proxy, his/her/its proxy and the Solicitor (if any). The form of proxy shall be provided to the Members together with the notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.
- (c) In the event any Member who has served the Company with a proxy instrument intends to attend general meetings in person or exercise his/her/its voting power by means of written ballots or electronic transmissions, he/she/it shall, at least two days prior to the general meeting, serve a separate declaration of intention to revoke his/her/its appointment of proxy. Votes cast by proxy shall be valid if the relevant Member fails to revoke the appointment of proxy before the time prescribed by the Applicable Public Company Rules.
- (d) Unless otherwise provided in these Articles, so long as the Shares are listed on an ROC Securities Exchange, all matters concerning proxies and/or the solicitation of instruments of proxies by a Solicitor relating to the Shares shall comply with these Articles and ROC's *Rules Governing the Use of Proxies for Attendance at Member Meetings of Public Companies* and all other applicable laws and regulations, including but without limitation, the Applicable Public Company Rules, for the time being whether or not expressly provided for in these Articles.

### DIRECTORS

62. There shall be a Board consisting of not less than seven (7) Directors and no more than nine (9) Directors, each of whom shall be appointed to a term of office of three (3) years. The exact number of the Directors may be fixed from time to time by the Board within the aforementioned range. Retiring Directors may be eligible for re-election. The initial Directors of the Company shall be elected or appointed in writing by, or appointed by a resolution of, the subscribers of the Memorandum or a majority of them.

63. So long as the Shares are listed on any ROC Securities Exchange, unless otherwise approved by one of the ROC Securities Exchanges on which the Company's Shares are traded, no more than half of the total number of Directors can have a spousal relationship or family relationship within the second degree of kinship (as defined in the Applicable Public Company Rules) with any other Directors.
64. In the event that the Company convenes and holds a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 63 hereof, the non-qualifying Director(s) who was elected with the least number of votes shall be deemed to have vacated his/her/its office of Director, to the extent necessary to meet the requirements provided for in Article 63 hereof. Any person who is currently a Director but is in violation of the aforementioned requirements in Article 63 shall immediately upon being aware, or being made aware, of his violation of Article 63 vacate his/her/its office of Director.
65. So long as the Shares are listed on any ROC Securities Exchange, unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors, and the total number of Independent Directors shall not be less than one-fifth of the total number of 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.
66. Independent Directors shall have professional knowledge and shall maintain independence within the scope of their duties as Independent Directors of the Company, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings, restrictions as to concurrent positions or engagements and assessment of independence with respect to Independent Directors shall be governed by the Applicable Public Company Rules.
67. The Board may determine the remuneration (including any bonus) paid to the Directors (including the Independent Directors), upon the recommendation by the Remuneration Committee so long as the Shares are listed on any ROC Securities Exchanges. Factors which shall be considered when determining the remuneration paid to each Director shall include, without limitation, the extent and value of the services provided for the management of the Company, the operating performance of the Company, and the industry-wide compensation levels and practices. The Directors shall also be entitled to be paid their travel, hotel and other expenses properly incurred by them in going to, attending and returning from meetings of the Board, or any committee of the Board, or general meetings of the Company, or otherwise in connection with the business of the Company, or to receive a fixed allowance in respect thereof as may be determined by the Board from time to time, or a combination partly of one such method and partly the other.
68. A Director (other than an Independent Director) may hold any other office or place of profit with the Company in conjunction with his office of Director. However, such Director is required to disclose and explain his proposed appointment to such other office or place of profit, and the nature and extent of his interests to the Members at a general meeting, and is required to obtain prior approval from the Members by a Supermajority Resolution at the general meeting.
69. Where a government agency or an incorporated entity is a Member, and such government agency or entity has been elected to the Board, it shall appoint an individual as its duly authorised representative for the purpose of representing it at meetings of the Board or with respect to signing of consents or otherwise. Such representative may be replaced at any time and from time to time by the said government agency or incorporated entity at its sole discretion.

#### **ELECTION AND REMOVAL OF DIRECTORS**

70. The election of Directors (including Independent Directors) shall adopt the candidate nomination mechanism which is in compliance with the Applicable Public Company Rules. The Members shall respectively elect the Independent Directors and Directors (other than Independent Directors) from separate list of candidates.
71. (a) Directors (including Independent Directors) shall be elected pursuant to a cumulative voting mechanism pursuant to a poll vote, where the total number of votes exercisable by any Member

shall be 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, at the sole discretion of the Member, be consolidated for election of one candidate for directorship or may be split for the election of several candidates for directorship, as specified in the voting paper by the relevant Member. The candidates who receive the most votes from the Members pursuant to this Article shall be elected as Directors.

- (b) Prior to any election or appointment of a Director pursuant to these Articles, such candidate of Director shall deliver a written confirmation to the Company indicating his/her willingness to serve as a Director if he/she is elected or appointed. Within fifteen (15) days after the election of Directors, an elected Director shall execute and deliver a letter of consent to the Company, the form of which shall be prescribed by the Company, notifying his/her acceptance of serving as a Director of the Company and of observing duties which may be set forth in such letter of consent.
- (c) Directors shall hold office only until the general meeting at which such Director is required by the Applicable Public Company Rules to retire and seek re-election.

- 72. If the number of Independent Directors is less than or falls below three (3) due to vacation of office of such Independent Directors for any reason, the Company shall elect new Independent Directors at the next following general meeting. If the office of all of the Independent Directors have become vacant, the Board shall convene, within sixty (60) days of vacancy of the last Independent Director, a general meeting of Members to elect new Independent Directors to fill the vacancies.
- 73. If the number of Directors is less than or falls below seven (7) for any reason, the Company shall elect new Director(s) at the next following general meeting. When the number of vacancies in the Board is equal to or more than one third of the maximum size of the Board as set out in Article 62 above, the remaining Directors shall convene, within the next sixty (60) days therefrom, a general meeting of Members to elect new Directors to fill in the vacancies.
- 74. The Company may from time to time by Supermajority Resolution remove any Director from his/her office, whether or not appointing another in his/her stead.
- 75. Subject to all applicable laws, where a Director has, in the course of performing his/her duties, committed any act resulting in material damage to the Company or committed a violation of applicable laws, regulations, and/or these Articles, and a Supermajority Resolution at a general meeting to approve his/her removal was put forth but failed to pass, any one or more Members holding three percent (3%) or more of the total issued Shares may, within thirty (30) days after the said general meeting, institute a legal proceeding in a court of competent jurisdiction for an order to remove such Director provided that such Member(s) hold three percent (3%) or more of the total issued Shares as at the date of the institution of such legal proceedings to remove such Director. The Taipei District Court, ROC, may be the court of first instance for this matter. The office of such Director shall ipso facto be vacated with effect from the date such order of court is obtained.

#### **DIRECTOR'S PROXY**

- 76. If a Director is unable to attend a meeting of the Board because of absence from Taiwan, illness or otherwise, such Director may appoint another Director as his proxy to attend and to vote on his behalf at the meeting, in which event the presence and vote of the proxy shall be deemed to be that of the Director. The appointing Director shall, in each instance, issue a written proxy and state therein the manner in which his proxy is to vote in respect of the business to be discussed at that meeting, and such written proxy shall be lodged with the Board at the Registered Office or at such other place as is specified in the notice convening the Board meeting at any time before that meeting. A Director may only act as the proxy of one Director.
- 77. A Director residing in a foreign country other than ROC may appoint in writing a Member residing in ROC as his/her proxy to attend the meeting of the Board on a regular basis, provided that the relevant Taiwan authority is notified of and approves such appointment of the proxy (or the change thereof).

#### **POWERS AND DUTIES OF DIRECTORS**

78. (a) Subject to the Applicable Public Company Rules, the Board shall manage and conduct the business of the Company in compliance with applicable laws and generally accepted rules of commercial ethics, and may adopt any measure which may improve performance of the Company's corporate social responsibility or public interests. The Board may pay all expenses incurred in promoting, registering and setting up the Company, and may exercise all such powers of the Company as are not, for the time being, by the Statute, these Articles, any applicable regulations or by any resolutions passed by the Company in general meeting, required to be exercised by the Company in general meeting.
- (b) Subject to the Statute, any Director shall owe fiduciary duties to the Company and such fiduciary obligations shall include but not limited to the observance of general standards of loyalty, good faith and the avoidance of a conflict of duty and interest. If any Director breached the aforesaid fiduciary duties, subject to the Cayman Islands law, such Director shall be held liable for any damages therefrom. Subject to the Statute, the Members may by way of an Ordinary Resolution request a Director to disgorge the gains from his breach of the duty of loyalty and the duty to exercise fiduciary cares.
- (c) If a Director, during his conduct of the business of the Company, caused damages to other third parties by violating applicable laws, such Directors shall, subject to all applicable laws, be jointly liable to such damaged third parties.
- (d) In the event of a Merger, Consolidation, Acquisition or Spin-off (collectively, "**M&A Transaction**"), the Board of Directors shall, in the course of conducting the M&A Transaction, in the best interest of the Company, fulfill its duty of care. Subject to the Statute, any Director involved in the decision-making for an M&A Transaction shall be liable for any damage to the Company as a result of the Board's breach of the Applicable Public Company Rules, these Articles or the resolution of the general meeting approving the M&A Transaction; provided, however, that upon producing sufficient evidence of minutes or written statement concerning his/her/its disagreement, the Director may be exempted from the liability.
79. The Board may from time to time and at any time by powers of attorney appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as the Board may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorneys as the Board may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him/her.
80. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Board shall from time to time by resolution determine.
81. The Board shall cause minutes to be duly entered in books provided for the purpose of:
- (a) all appointments of officers made by the Board;
- (b) the names of the Directors (including those represented thereat by proxy) present at each meeting of the Board and of any committee of the Board;
- (c) all resolutions and proceedings at all meetings of the Company and of the Board and of committees of the Board.
82. Subject to all applicable laws, the Applicable Public Company Rules, these Articles, and any internal regulation governing the lending of capital, endorsement, guarantees, and acquisition and disposition of assets which may be adopted by the Company by an Ordinary Resolution at general meetings, the Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets (present and future) and uncalled capital or any part thereof and to issue other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party, and to stand surety for or to guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether or not related or affiliated to the Company in any manner.

## MANAGEMENT

83. Subject to all applicable laws and these Articles, the Board may from time to time manage the affairs of the Company in such manner as they shall think fit.

## PROCEEDINGS OF DIRECTORS

84. Unanimous written resolutions signed by all Directors shall have the same effect as if such resolutions were passed at duly convened meetings of the Board, and all such resolutions shall be described as "Written Directors' Resolutions" and shall be recorded in the Company's minute book. Any such resolution may consist of several documents in like form, each signed by one or more Directors. However, so long as the Shares are listed on any ROC Securities Exchanges, the Board must meet together for the despatch of business. The Board may convene, adjourn and otherwise regulate its meetings as it thinks fit. Unless otherwise provided in these Articles, a resolution put to the vote at any meeting of the Board shall be decided by a majority of votes of the Directors present at that Board meeting at which there is a quorum. In case of an equality of votes, the resolution shall fail.
85. (a) Subject to paragraph (b) of this Article, meetings of the Board may be summoned in accordance with such rules and procedures for meetings of the Board as may be adopted from time to time by the Board.
- (b) A meeting of the Board shall be summoned by at least seven (7) days' notice in writing to all Directors, and the notice shall set forth the general nature of the business to be considered. However, a meeting of the Board may be summoned at any time if there is any emergency, provided that notice is waived by all the Directors either at, before or after the meeting is held. If notice of a meeting of the Board is given in person, by cable, telex, facsimile, or electronic messages, the same shall be deemed to have been given on the day it is delivered, sent or transmitted to each of the Directors.
86. (a) A Director shall attend meetings of the Board in person or by proxy in accordance with these Articles.
- (b) Unless otherwise provided in these Articles, the quorum necessary for the transaction of the business of the Board shall be more than one-half of the number of the Directors in office as at the date of the meeting, PROVIDED ALWAYS that if there shall at any time be only a sole Director the quorum shall be one. For the purposes of this Article, a proxy appointed by a Director shall be counted in a quorum at a meeting at which the Director appointing him/her is not present.
- (c) When the following resolutions put to the vote at any meeting of the Board, the quorum required shall be more than two-thirds of the number of Directors: (i) matters described in Article 38 (c) herein; (ii) any issuance, allotment, or placement of new Shares; (iii) any issuance of debenture, bonds, or any other type of debt securities; (iv) any plan of declaration of dividends and/or bonus; and (v) election and removal of the Chairman of the Board described in Article 88 herein.
87. The Board may act and pass or adopt resolutions notwithstanding any vacancy in its number.
88. The Board shall elect a chairman of the Board and determine the period for which he/she is to hold office. The chairman of the Board shall be elected by and among the Directors by a majority vote at a meeting of the Board at which two-thirds or more of the number of Directors in office as at the date of the meeting are present. The chairman of the Board shall take the chair at meeting of the Board, however if no such chairman is elected, or if at any meeting the chairman is not present, the Directors present may choose one of their number to be chairman of the meeting. The chairman of the Board may be removed by a majority vote of more than two-thirds of the attending Directors at a meeting of the Board at which two-thirds or more of the number of Directors in office as at the date of the meeting are present, PROVIDED that the chairman being so removed by the Board shall remain as a Director of the Company notwithstanding his/her removal as chairman of the Board.
89. A Director who is directly or indirectly interested in a contract or proposed contract or arrangement with the Company shall declare the nature of such interest as required by law. In an M&A Transaction effected by the Company, a Director who has a personal interest in such transaction shall explain at the

Board meeting and the general meeting the essential contents of such personal interest and the cause of his/her/its approval or dissent to the resolution of such M&A Transaction. Under the circumstances of the preceding paragraph, the Company shall specify the essential contents of the director's personal interest and the reason of approval or dissent to the resolution of merger/consolidation or acquisition in the notice to convene a meeting of Members; the essential contents may be posted on the website designated by the competent authority of 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 conflicts with and may harm the interests of the Company, shall neither vote nor exercise voting rights on behalf of another Director at the relevant meeting; the votes cast by such Director who is prohibited from voting or exercising any voting right as prescribed above shall not be counted in the number of votes of Directors present at that meeting of the Board, but an interested Director may be counted towards the quorum of the meeting. So long as the Shares are listed on any ROC Securities Exchange, if the spouse or anyone having a family relationship within the second degree of kinship (as defined in the Applicable Public Company Rules) of a Director, or a company being controlled by or subordinate to a Director is interested in the matter under discussion at the such meeting, such relationship shall be deemed as that Director's personal interest in such matter.

90. The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations and directions that may be imposed on it by the Board.
91. A committee of the Board may meet and adjourn as it thinks proper. Any resolution put to the vote at any committee meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the resolution shall fail. The meetings and proceedings of any committee shall be governed by the provisions contained in these Articles for regulating the meetings and proceedings of the Board to the extent that the same are applicable and are not superseded by any regulations or directions imposed by the Board under the last preceding Article.
92. All acts done by any meeting of the Board or of a committee of Board shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and qualified to be a Director as the case may be.
93. Members of the Board or of any committee thereof may participate in a meeting of the Board or of such committee by means of videoconference or other electronic communication facilities whereby all persons participating in the meeting can see and hear each other simultaneously and instantaneously, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

#### **DUTY OF THE BOARD TO ADVISE IN A TENDER OFFER**

94. So long as the Shares are listed on any ROC Securities Exchange, the Board shall, within seven (7) days after receipt by the Company or by its litigation and non-litigation agent appointed pursuant to Applicable Public Company Rules of a copy of (i) a tender offer application to purchase Shares, and (ii) relevant documents, shall resolve to recommend to the Members whether to accept or to reject the tender offer and make a public announcement of the following in accordance with the Applicable Public Company Rules:
  - (a) the type and number of Shares held by the Directors and each Member holding more than ten percent (10%) of the total issued Shares in their own names or in the names of other persons;
  - (b) the recommendation made to the Members on such tender offer, setting forth the names of the Directors who abstained or objected to the tender offer and the reason(s) therefor;
  - (c) whether or not there are any material changes to the financial condition of the Company after the publication of the latest financial report and an explanation of the change(s) (if any); and
  - (d) the type, number and amount of the shares in the tender offeror (if the tender offeror is a company or corporation) or its affiliates held by the Directors and the Members holding more than ten percent (10%) of the total issued Shares in their own names or in the name of other persons.



## VACATION OF OFFICE OF DIRECTOR AND DISQUALIFICATION OF A DIRECTOR

95. The office of a Director shall be vacated:

- (a) if he/she resigns his/her office by notice in writing to the Company;
- (b) if he/she is removed from office in accordance with these Articles;
- (c) if he/she dies, becomes bankrupt, is ruled by a court with competent jurisdiction to start a liquidation proceeding, or makes any arrangement or composition with his/her creditors generally;
- (d) if an order is made by any competent court or official on the grounds that he/she is or will be suffering from lunacy, mental disorder or is otherwise incapable of, or need assistance in, managing his/her affairs; or his/her legal capacity is restricted according to the applicable laws;
- (e) if he/she has committed an offence as specified in the ROC statute of prevention of organizational crimes or similar legislations in other jurisdictions, or subsequently is adjudicated guilty by a final judgment and he/she has not started serving the sentence, has not completed serving the sentence, or five (5) years have not elapsed since his/her completion of serving the sentence, expiration of the probation, or pardon;
- (f) if he/she has committed an offence involving fraud, breach of trust or misappropriation, or subsequently sentenced to imprisonment for a term of more than one (1) year in any jurisdiction, and he/she has not started serving the sentence, has not completed serving the sentence, or two (2) years have not elapsed since his/her completion of serving the sentence, expiration of the probation, or pardon;
- (g) if he/she has been adjudicated guilty by a final judgment for an offence as specified in the ROC Anti-corruption Act, and he/she has not started serving the sentence, has not completed serving the sentence, or two (2) years have not elapsed since his/her completion of serving the sentence, expiration of the probation, or pardon;
- (h) if he/she has been blacklisted by the Taiwan Clearing House due to default on negotiable instruments, and the term of such sanction has not expired yet; or
- (i) In accordance with Articles 64 or 75;

Where any of the events described in this Article 95 (c), (d), (e), (f), (g), and (h) applies to or occurs in relation to a candidate for the office of Director, such candidate shall immediately be disqualified and ceases to be eligible to be considered for election to the office of Director. Where a Director who is also the chairman of the Board is removed from office as Director or his office as Director is vacated pursuant to this Article 95, the office of chairman of the Board shall also be automatically vacated.

95.1 (a) So long as the Shares are listed on any ROC Securities Exchange, if, during the term of office, a director transfers his shareholding such that he holds less than one half of the Shares he held as at the date of his appointment according to the Register of Members, the director shall, *ipso facto*, be automatically discharged from office.

(b) So long as the Shares are listed on any ROC Securities Exchange, a director's appointment shall not become effective in the following circumstances:

- (i) if such director transfers his Shares such that he holds less than one half of the Shares he held as at the date on which his appointment is approved according to the Register of Members, but prior to the commencement of the term of his appointment becoming effective, if applicable; or
- (ii) if such director transfers his Shares such that he holds less than one half of the Shares he held as at the date on which his appointment is approved according to the Register of Members during the transfer prohibition period of this Article 13.

Any breach of Article 95.1(b) shall cause the appointment of any proposed director to be, *ipso facto*, void.

(c) The preceding subparagraphs (a) and (b) of this Article 95.1 do not apply when the Director involved is an Independent Director.

### **SEAL AND AUTHENTICATION OF DOCUMENTS**

96. (a) The Company may, if the Board so determine, have a Seal in such form as determined by the Board, which Seal shall, subject to paragraph (c) hereof, only be used by the authority of the Board or of a committee of the Board authorised by the Board and every instrument to which the Seal has been affixed shall be signed by a person who shall be either a Director or the Secretary or such other person authorised for this purpose by the Board or a committee of the Board.
- (b) The Board may adopt 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.
- (c) Any Director or the Secretary or other person appointed by the Board for the purpose may authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Board or any committee, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and if any books, records, documents or accounts are kept elsewhere than at the Registered Office or the head office of the Company, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person so appointed by the Board. A document purporting to be a document so authenticated or a copy of a resolution, or an extract from the minutes of a meeting, of the Company or of the Board or any local board or committee, or of any books, records, documents or accounts or extracts therefrom as aforesaid, and which is certified as aforesaid, shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting or, as the case may be, that the copies of such books, records, documents or accounts were true copies of their originals or as the case may be, the extracts of such books, records, documents or accounts are true and accurate records of the books, records, documents or accounts from which they were extracted.

### **OFFICERS**

97. (a) The Board may from time to time appoint officers and/or managers as the Board considers necessary, for such term, at such remuneration, to perform such duties, subject to such other conditions or restrictions or to such provisions as to disqualification and removal as the Board from time to time prescribe. Article 78 (b) and (c) shall be applied mutatis mutandis to an officer's duties and liabilities to the Company and other third parties.
- (b) So long as the Shares are listed on any ROC Securities Exchange, the Company shall maintain a litigation and non-litigation agent appointed by the Board by way of a resolution passed by a simple majority of the Directors at a duly convened meeting of the Board with the necessary quorum, and shall report the appointment of the litigation and non-litigation agent or any change thereof to the FSC in accordance with the Applicable Public Company Rules. The litigation and non-litigation agent shall have residence within the ROC and shall be the responsible person of the Company within the ROC (as such term is defined under the Securities and Exchange Act of the ROC).

### **DIVIDENDS, DISTRIBUTIONS AND RESERVE**

98. (a) Unless otherwise provided by the Statute, these Articles, the Applicable Public Company Rules, or any direction of the Company in general meetings, the Company may by way of a resolution of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors, from time to time declare dividends and distributions to Members and authorise payment of the same out of the funds of the Company lawfully available therefor. The Directors shall report the declaration of dividends and distributions at the annual general meetings.

- (b) Subject to the rights of persons, if any, entitled to Shares with special rights as to dividends or distributions, if dividends or distributions are to be declared on a Class of Shares such dividends or distributions shall be declared and paid according to the amounts paid or credited as paid on the Shares of such Class issued on the record date for such dividend or distribution as determined in accordance with these Articles.
99. The Board may, before determining the amount of dividends or distributions, set aside such sums as it thinks 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 like discretion, be employed in the business of the Company.
100. No dividend or distribution shall be payable except out of the profits of the Company or from any reserve set aside from profits, or out of the share premium account of the Company, or as otherwise permitted by the Statute.
101. (a) The Company shall set aside no more than three percent (3%) of its annual profits (which means the pre-tax profits not including the amount of the compensation to employees and Directors) as compensation to employees of the Company, and set aside no more than three percent (3%) of its annual profits as compensation to Directors, provided however that the Company shall first offset its losses in previous years that have not been previously offset. The distribution of compensation to employees may be made by way of cash or Shares, which may be distributed under incentive programs approved pursuant to Article 10(a) above. The employees may include certain employees of the Subsidiaries who meet the conditions prescribed by the Company. The distribution of compensation to employees shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and shall be reported to the Members at the general meeting. The distribution of compensation to the Directors shall only be made by way of cash. A Director who also serves as an executive officer of the Company and/or its Subsidiaries may receive a compensation in his capacity as a Director and a compensation in his capacity as an employee.
- (b) Where based on the Company's final accounts in respect of a current year, when the Company proposes to make profit distribution, such distribution shall be calculated based on the after-tax net profit of that current fiscal year, and shall be distributable only after (i) covering accumulated losses (including any adjustment to the retained earnings), (ii) setting aside a sum for any capital reserve pursuant to these Articles, (iii) setting aside a sum ten percent (10%) for any capital reserve pursuant to the Applicable Public Company Rules (the "**APCR Reserve**"), unless and until the accumulated amount of the APCR Reserve equals to the total paid-up capital of the Company, and (iv) setting aside a sum for an additional special reserve in compliance with the requirements promulgated by applicable ROC authorities (including, but not limited to, the FSC or any applicable ROC Securities Exchange) so long as the Shares are listed on any ROC Securities Exchange. The balance of the after-tax net profit in the current fiscal year remaining after all the foregoing deduction shall hereinafter be referred to as the "**Distributable Net Profit of the Current Year**." Dividends may be declared and paid out of the Distributable Net Profit of the Current Year and any undistributed retained profit accrued from prior years (together, the "**Accumulated Distributable Net Profit**"). The Accumulated Distributable Net Profit is available for distribution to the Members as cash dividend or may be used to pay up any bonus shares to be issued to the Members. The dividends as proposed for declaration in such plan shall not be less than five (5) percent of the Distributable Net Profit of the Current Year.
- (c) No unpaid dividend, distribution or other monies payable by the Company shall bear interest against the Company.
102. Any dividend, distribution, interest or other monies payable in cash to the holder of Shares may be paid by way of telegraphic transfer or electronic transfer or remittance or direct crediting to the bank account of such holder of Shares as he/she/it may designate and notified to the Company, or cheque or warrant sent through the post addressed to the holder at his/her/its registered address, or, in the case of joint holders, to the holder who is first named in the Register of Members or to such person and to such address as such holder or joint holders may in writing direct, at the risk of the person entitled to such dividend, distribution, interest or other monies. Every such cheque or warrant shall be made payable or property distributable to the order of the person to whom it is sent. Anyone of two or more joint holders may give effectual receipts for any dividends, bonuses, or other monies payable in respect of the Share held by them as joint holders. Payment of the cheque or warrant by the bank on which it is drawn shall

constitute good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or than any endorsement thereon has been forged.

103. (a) Subject to Article 33, the Company may upon the recommendation of the Board, resolve by way of a Supermajority Resolution that such dividend be satisfied in part in the form of an allotment and issue of new Shares credited as fully paid without offering any right to Members to elect to receive such dividend in cash in lieu of such allotment. In such case, the basis of any such allotment shall be determined by the Board, and the Board shall prepare a plan of declaration of dividends and/or distribution and such plan shall be submitted to the Members for approval at a general meeting by Supermajority Resolution.
- (b) Subject to Article 33, the Company may declare and pay cash dividends from Accumulated Distributable Net Profit, or make cash distribution from the APCR Reserve, upon a resolution of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors.
- (c) The Board may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (a) of this Article with full power to the Board to make such provisions as it thinks fit in the case of Shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the Members concerned), and no Members who will be affected thereby shall be, and they shall be deemed not to be, a separate Class of Members by reason only of the exercise of this power. The Board may authorise any person to enter into on behalf of all Members interested, an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned.
- (d) The Board may on any occasion determine that the allotment of Shares under paragraph (a) of this Article shall not be made available or made to any Members with registered addresses in any territory where in the absence of a registration statement or other special formalities the allotment of Shares would or might be unlawful or impracticable or the legality or practicability of which may be time consuming or expensive to ascertain whether in absolute terms or in relation to the value of the holding of Shares of the Members concerned, and in such event the provisions aforesaid shall be read and construed subject to such determination and no Member who may be affected by any such determination shall be, and they shall be deemed not to be, a separate Class of Members for any purposes whatsoever.

#### **REMUNERATION COMMITTEE**

104. The Board shall establish a committee of the Board known as the "Remuneration Committee" in accordance with the Applicable Public Company Rules, including the *Regulations Governing Establishment and Operation of Remuneration Committees of Companies Listed in Taiwan Stock Exchange and the GreTai Securities Market*. The Board shall adopt regulations governing the operation of the Remuneration Committee in accordance with the Applicable Public Company Rules.

#### **CAPITALISATION**

105. (a) Subject to the Statute, Applicable Public Company Rules and these Articles, the Company may upon the recommendation of the Board by way of a Supermajority Resolution in a general meeting authorise the Board to capitalise any sum standing to the credit of any of the Company's reserve accounts which are available for distribution (including share premium account and capital redemption reserve defined in the Statute) or any distributable profits not required for the payment or provision of dividend on any Shares with preferential right to dividends, by appropriating such sum to Members on the Register of Members at the close of business on the date of the relevant resolution (or such other date as may be specified therein or determined as provided therein) in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution, credited as fully paid up to and amongst such Members in the proportion aforesaid.

- (b) Subject to the Statute, whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the reserves or profits resolved to be capitalised thereby, and attend to all allotments and issuance of fully paid Shares and generally shall do all acts and things required to give effect thereto. For the purpose of giving effect to any resolution under this Article, the Board may settle any difficulty which may arise in regard to any distribution under this Article as it thinks fit, and in particular may disregard fractional entitlements altogether or round the same up or down and may determine that cash payments shall be made to any Members in lieu of fractional entitlements or that fractions of such value as the Board may determine may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the Members concerned, and no Members who are affected thereby shall be deemed to be, and they shall be deemed not to be, a separate class of Members by reason only of the exercise of this power. The Board may authorise any person to enter on behalf of the persons entitled to participate in the distribution any agreement with the Company necessary or desirable for giving effect thereto and such appointment and any agreement made under such authority shall be effective and binding upon all concerned.
- (c) Without limiting the generality of the foregoing, any such agreement may provide for the acceptance by such persons of the Shares to be allotted, issued and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised. The Board may on any occasion determine that the allotment of Shares under this Article shall not be made available or made to any Members with registered addresses in any territory where in the absence of a registration statement or other special formalities the allotment of Shares would or might be unlawful or impracticable or the legality or practicability of which may be time consuming or expensive to ascertain whether in absolute terms or in relation to the value of the holding of Shares of the Member concerned, and in such event the provisions aforesaid shall be read and construed subject to such determination and no Member who may be affected by any such determination shall be, and they shall be deemed not to be, a separate class of Members for any purposes whatsoever.

#### **BOOKS OF ACCOUNT AND RECORDS OF THE COMPANY**

- 106. The Board shall cause proper books of account to be kept with respect to all transactions of the Company and in particular with respect to:
  - (i) all sums of money received and expended by the Company and the matters in respect of which the receipt or expenditure takes place;
  - (ii) all sales and purchases of goods by the Company;
  - (iii) the assets and liabilities of the Company; and
  - (iv) all other matters required by Statute and which are necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions.
- 107. (a) Proper books shall not be deemed to be kept with respect to the matters referred to in Article 106 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.
- (b) The instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with these Articles and relevant rules and regulations shall be kept for at least six (6) years. However, if a Member institutes a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information mentioned herein, they shall be kept until the conclusion of the litigation if longer than six (6) years.

#### **NOTICES**

- 108. Notices shall be in writing and may be given by the Company to any Member either personally or by sending it by post, cable, telex or facsimile or by electronic means (including electronic mail) to him/her/it or to his/her/its address as shown in the Register of Members, such notice, if mailed, to be sent by airmail if the address be outside Taiwan.

109. (a) Where a notice is sent by post or airmail, 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 effected on the expiration of sixty (60) hours after the letter containing the same is posted as aforesaid.
- (b) Where a notice is sent by cable, telex, facsimile or electronic means to such number or address supplied by the Member to the Company for giving of notice to him/her/it, service of the notice shall be deemed to be effected on the day the same is sent as aforesaid.
110. A notice may be given by the Company to the joint holders of a Share by giving the notice to the joint holder first named in the Register of Members in respect of the Share.
111. Any notice or document delivered or sent in accordance with these Articles shall, notwithstanding that such Member is then deceased, bankrupt or wound up and whether or not the Company has notice of his death, bankruptcy or winding up, be deemed to have duly served or delivered in respect of any Shares registered in the name of such Member whether held solely or jointly with other persons by such Member, (unless his name shall at the time of service or delivery of the notice or document have been removed from the Register of Members as the holder of the Shares), and such service or delivery shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons interested (whether jointly with or as claiming through or under him) in any such Shares.
112. 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 by sending it through the post as aforesaid in a pre-paid letter 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.
113. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every person shown as a Member in the Register of Members as of the record date for such general 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
- (b) every person upon whom the ownership of a Share devolves by reason of his/her/it being a legal personal representative or a trustee in bankruptcy of a Member of record where the Member of record but for his/her death or his/her/its bankruptcy would be entitled to receive notice of the meeting.

Apart from the persons contemplated by paragraphs (a) and (b) above of this Article and apart from Directors and Independent Directors, no other person shall be entitled to receive notices of general meetings unless the Board determines otherwise in its sole discretion.

## **WINDING UP**

114. If the Company shall be wound up the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Statute, divide amongst the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may for such purpose set such value as he/she deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members within the same Class 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 shall think fit, but so that no Member shall be compelled to accept any Shares or other securities whereon there is any liability.
115. Subject to any special rights, privileges or restrictions as to the distribution of available surplus assets on liquidation for the time being attached to any Class or Classes of Shares, (i) 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 paid up 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 capital paid up, or which ought to have been paid up, at the commencement of the winding up on the Shares held by them respectively, and (ii) if the Company shall be wound up and the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed *pari passu* amongst such Members in proportion to the amount paid up on the Shares held by them respectively.

#### AUDIT COMMITTEE

116. The Board shall establish a committee of Board known as the "Audit Committee". The Audit Committee shall comprise solely of Independent Directors and the number of committee members shall not be less than three (3). One of the Audit Committee members shall be appointed and designated as the convener to convene meetings of the Audit Committee from time to time and at least one (1) 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.
117. (a) Any of the following matters relating to the Company shall require the consent of one-half or more of all Audit Committee members by way of resolution and be submitted to the Board for approval:
- (i) adoption of or amendment to an internal control system;
  - (ii) assessment of the effectiveness of the internal control system;
  - (iii) 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;
  - (iv) any matter relating to the personal interest of the Directors;
  - (v) a transaction relating to a material asset of the Company or derivatives transaction;
  - (vi) a material monetary loan, endorsement, or provision of guarantee;
  - (vii) the offering, issuance, or private placement of any equity securities;
  - (viii) the hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
  - (ix) the appointment or discharge of a financial, accounting, or internal audit officer;
  - (x) approval of annual and semi-annual financial reports; and
  - (xi) 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 (x), any other matter that has not been approved by 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 by way of resolution at the Board meeting, and any resolution of the Audit Committee passed in respect of such matter shall be tabled at the Board meeting.

(b) Before any resolution of an M&A Transaction is approved by the Board, the Audit Committee shall review the fairness and reasonableness of the plan and transaction of the M&A Transaction, and then the Audit Committee shall present its findings to the Board and to the general meeting; provided that if Cayman Islands laws do not require a resolution of the M&A Transaction at the general meeting, the Company is not required to present its findings to the general meeting. When the Audit Committee reviews the matter, it shall seek opinion from an independent expert on the reasonableness of the share exchange ratio or distribution of cash or other assets. The review results by the Audit Committee and the opinion by an independent expert shall be delivered to each Shareholder along with the notice of the general meeting for the M&A Transaction, provided that if Cayman Islands laws do not require a resolution of the M&A Transaction at the general meeting, the Company shall report the M&A Transaction to the very next general meeting. If the Company announces the content of the documents,

which are to be delivered to Shareholders under this paragraph, on the website designated by FSC and those documents are prepared at the venue of the general meeting by the Company, those documents shall be deemed as having been delivered to the Shareholders.

118. the Audit Committee shall supervise the execution of business operations of the Company, and may from time to time inspect the business and financial conditions of the Company, examine, make transcript of, or copy the books and documents relating to the Company, and request the Board or any officer to make reports in respect of the Company's affairs.
119. When performing its aforementioned duties, the Audit Committee may appoint an attorney or a certified public accountant to conduct the auditing on its behalf.
120. In case the Board or any Director commits any act and any member of the Audit Committee becomes aware of such act, when carrying out the business operations of the Company, in a manner violating the applicable laws and/or regulations, these Articles, or any resolution passed at a general meeting, the Audit Committee shall immediately demand that the Board or the violating Director, as the case may be, cease such act.
121. Member(s) continuously holding one percent (1%) or more of the total issued Shares for at least six (6) months may request the Audit Committee in writing to institute, on behalf of the Company, a court action against a Director. Subject to all applicable law, in case the Audit Committee fails to institute such action within thirty (30) days after having received the aforementioned request, then the Members filing the said request in accordance with this Article may institute the action on behalf of the Company in any court with competent jurisdiction, and nothing in these Articles shall be construed to prevent these Members from filing such action in the Taipei District Court, ROC.

#### INDEMNITY

122. (a) The Directors and officers for the time being of the Company and any trustee for the time being acting in relation to any of the affairs of the Company and their executors and administrators respectively (each of which persons being referred to in this Article as an **"indemnified person"**) shall be indemnified and secured harmless out of the assets of the Company from and against all actions costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, and no such indemnified party shall be answerable for the acts, receipts, neglects or defaults of any other of them or for joining in any receipt for the sake of conformity or for the solvency or honesty of any banker or other persons with whom any monies or effects belonging to the Company may be lodged or deposited for safe custody or for any insufficiency or deficiency of any security upon which any monies of or belonging to the Company may be placed out on or invested, or for any other loss, misfortune or damage which may happen or arise in the execution of their respective offices or trust, or in or about thereto, PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud, dishonesty, recklessness, willful neglect or default which may attach to any of the said persons.
- (b) The Company may purchase and maintain insurance for the benefit of any Director or officer of the Company against any liability incurred by him/her/it in his/her/its capacity as a Director or officer of the Company or indemnifying such Director or officer in respect of any loss arising or liability attaching to him/her/it by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which the Director or officer may be guilty in relation to the Company or any subsidiary thereof.

#### FISCAL YEAR

123. Unless the Board otherwise determines, the fiscal year of the Company shall end on 31<sup>st</sup> December of each year and following the year of incorporation, the fiscal year shall begin on 1<sup>st</sup> January of each year.



## V. Holdings by Directors

As at the book close day of the Register of Members on November 16 2023, the no. of shares and percentage held by all Directors are as follows:

Title	Name	Date of Being Elected	Shareholding when Elected			Current Shareholding			Noted
			Type	Shares	%	Type	Shares	%	
Chairman	Wu, Po-Chao	2021.07.08	Common stock	5,316,930	14.56%	Common stock	3,714,473	14.29%	
Director	Chen, Yu-Chen	2021.07.08	Common stock	18,902	0.05%	Common stock	13,205	0.05%	
Director	YUMMY TOWN INTERNATIONAL LTD (Representative: Yen, Hsien-Ming)	2021.07.08	Common stock	6,878,683	18.84%	Common stock	4,805,534	19.22%	
Director	Wu, Hua-Zhao	2021.07.08	Common stock	460,659	1.26%	Common stock	199,564	0.80%	
Independent Director	Tu, Chi-Yao	2021.07.08	Common stock	0	0%	Common stock	0	0%	
Independent Director	Seetoo, Chia-Heng	2021.07.08	Common stock	0	0%	Common stock	0	0%	
Independent Director	CHEN, Cheng-Chung	2023.06.12	Common stock	0	0%	Common stock	0	0%	
Total			Common stock	12,675,174		Common stock	8,732,776		

Total no. of shares in issue till July 8, 2021: 36,505,216 shares

Total no. of shares in issue till June 12, 2023: 35,785,216 shares

Total no. of shares in issue till November 16, 2023: 26,000,000 shares

Total no. of shares that must be held by all Directors under law: 3,120,000 shares ;

Total no. of shares in issue till as the book close day of the Register of Members on November 16 2023: 8,732,776 shares

Total no. of shares that must be held by all Supervisor under law: N/A\*

\* As the Company has set up an Audit Committee, this is not applicable.

檔 號：

保存年限：

## 財團法人中華民國證券櫃檯買賣中心 函

地址：台北市中正區羅斯福路二段100號  
15樓

承辦人：陳毓容

電話：02-2366-6055

傳真：02-2369-0762

電子信箱：joeychen@tpex.org.tw

受文者：如正副本

發文日期：中華民國112年10月3日

發文字號：證櫃監字第1120202602號

速別：普通件

密等及解密條件或保密期限：

附件：

主旨：有關貴公司依上櫃承諾事項申請處分大陸地區事業體（上海仙踪林及其所有子公司）70%股權一案，同意所請，並請依說明辦理，復請查照。

說明：

一、復貴公司112年9月21日YM-EB-2309-002號函。

二、貴公司因大陸地區事業體近年受疫情及清零政策之影響且餐飲業過度競爭，已連續出現嚴重虧損，逐步將營運重心轉移到海外市場，擬藉由處分旨揭股權以降低營運虧損之影響及或有負債之風險，並將資金投入美國市場，以改善公司現金流，營運轉型有助於股東權益之提升，爰同意如主旨，並請依照下列事項辦理：

（一）請依上櫃掛牌前所出具承諾書之承諾事項及本中心證券商營業處所買賣有價證券業務規則第八條之1之規定，將處分大陸地區事業體（上海仙踪林及其所有子公司）70%股權案，提請貴公司董事會討論，並經特別決議通過後再行辦理，且獨立董事亦應出席該次董事會表示意見，並於辦理完成後檢具相關文件函報本中心。

（二）請於股東會（或股東臨時會）討論本案時，一併報告美國未來營運規劃、貴公司來函所陳分5年收回資金貸與上海仙蹤林之計畫（含債權保全措施）、以及處分股權後如何要求被授權對象上海仙踪林維護貴公司品牌形象之具體作法。

（三）於處分上海仙蹤林70%股權後，對上海仙踪林之品牌授權交易應依「關係人交易之管理」等內部控制制度辦理並注意交易條件之合理性。

三、另因上海仙踪林111年度營業收入佔集團營收45%，爰請於上海仙踪林70%股權移轉生效日30個營業日前，應依本中心證券商營業處所買賣有價證券業務規則第15-32條規定，向本中心申請繼續上櫃。貴公司完成處分上海仙踪林70%股權後，亦請依所提之未來營運發展規劃確實執行，以持續提升淨值並增進股東權益。

正本：雅茗天地股份有限公司

副本：



雅茗天地股份有限公司處分  
上海仙踪林餐飲管理有限公司出資額  
價格合理性意見書



凱博聯合會計師事務所

K S P C P A L i m i t e d

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**雅茗天地股份有限公司處分上海仙踪林餐飲管理有限公司出資額  
價格合理性意見書  
意見總結**

雅茗天地股份有限公司 董事會 公鑒：

雅茗天地股份有限公司（以下簡稱「雅茗公司」）因經營策略考量，擬以美金112仟元為對價，處分透過展欣企業控股有限公司持有之上海仙踪林餐飲管理有限公司（以下簡稱「上海仙踪林」）70%出資額（已投入資本為美金4,300,000元）。雅茗公司依公開發行公司取得或處分資產處理準則第14條規定，委託本獨立專家就處分價格合理性出具意見書。本意見書僅供雅茗公司內部決策參考，意見書之內容及結論除依相關法令規範須揭露外，非經本獨立專家書面同意，不得提供他人或作其他用途使用。

本意見書以上海仙踪林之2023年6月30日財務數據及最近期的市場資訊為計算基礎，價值前提係以上海仙踪林繼續經營為假設前提，對上海仙踪林所有者權益價值作一綜合性評價，本獨立專家將依評價結果，作成本次處分價格合理性之結論。

本意見書評價方法採市場法之可類比公司法及淨值法，分析及計算上海仙踪林具控制力之100%所有者權益公允價值約為人民幣負12,470,282元。今雅茗公司因經營策略考量，擬以美金112仟元為對價，處分上海仙踪林70%出資額，鑑於最近期財務資訊顯示權益總額及歸屬於母公司之所有者權益均為負值，此處分價格係經審慎評估且高於其比例換算之淨值，尚屬允當合理。

另，上海仙踪林近年營運受疫情與中國餐飲行業市場飽和及高度競爭嚴重影響，預計未來營運不易，管理當局預估處分時點約為年底之前，依據近二年度虧損金額比例換算，屆處分之時，上海仙踪林所有者權益負值金額不易顯著改善。據此，雅茗公司因經營策略考量，擬以美金112仟元為對價，處分上海仙踪林70%出資額，應無對雅茗公司股東權益產生重大不利之影響。

凱博聯合會計師事務所  
臺北市大安區忠孝東路四段142號5F-5

獨立專家：

唐瑞霞

2023年9月13日



## 應聲明事項

本獨立專家依據「專家出具意見書實務指引」、「公開發行公司取得或處分資產處理準則」及遵循相關法令，並參考中華民國評價準則公報或職業公會所訂相關自律規範等，出具評估意見書，茲聲明如下：

- 一、 本人所出具意見書及所使用於執行作業程序之資料來源、參數及資訊等為適當且合理，以作為出具本意見之基礎。
- 二、 承接本案前，業已確認符合「公開發行公司取得或處分資產處理準則」第5條第1項之資格條件，並依據同條文第2項第1款，審慎評估本人專業能力及實務經驗。
- 三、 承接本案並無或有酬金且無意見結論已事先設定之情事。
- 四、 執行本案時，業已妥善規劃及執行適當作業流程，以形成結論並據以出具意見書；並將所執行程序、蒐集資料及結論，詳實登載於本案工作底稿。
- 五、 本人與本案交易當事人及出具評估意見書之專業估價者或估價人員間，並無「公開發行公司取得或處分資產處理準則」第5條第1項第2款及第3款規定之互為關係人或實質關係人等情形，並聲明無下列情事：
  - (一) 本人或配偶現受本案交易當事人聘雇擔任經常工作，支領固定薪給或擔任董監事者。
  - (二) 本人或配偶曾任本案交易當事人之董監事、經理人或對本案有重大影響職務之職員，而解任或離職未滿二年者。
  - (三) 本人或配偶任職之單位與本案交易當事人互為關係人者。
  - (四) 與本案交易當事人之董監事、經理人或對本案有重大影響職務之職員，有配偶或二等親以內親屬關係者。
  - (五) 本人或配偶與本案交易當事人有重大投資或分享財務利益之關係者。

凱博聯合會計師事務所

獨立專家：

唐瑞嬪



2023年9月13日

## 1. 委任內容、基本假設與前提

### 1.1 委任機構及地址

凱博聯合會計師事務所 唐瑋嬪會計師

地址：臺北市大安區忠孝東路四段 142 號 5F-5

### 1.2 委任內容

雅茗天地股份有限公司（以下簡稱「雅茗公司」）因經營策略考量，擬以美金 112 仟元為對價，處分透過展欣企業控股有限公司持有之上海仙踪林餐飲管理有限公司（以下簡稱「上海仙踪林」）70% 出資額（已投入資本美金 4,300,000 元）。

雅茗公司依公開發行公司取得或處分資產處理準則第 14 條規定，委託本獨立專家就處分價格合理性出具意見書。本意見書僅供雅茗公司內部決策參考，意見書之內容及結論除依相關法令規範須揭露外，非經本獨立專家書面同意，不得提供他人或作其他用途使用。

### 1.3 評價基準日

本意見書以上海仙踪林之 2023 年 6 月 30 日財務數據及最近期的市場資訊為計算基礎。

### 1.4 價值前提

所謂價值前提，係指對評價標的可能被使用之情境所作之假設。不同之價值標準可能要求一種特定之價值前提或得考量多種價值前提。價值前提例如最高及最佳使用、現行使用、有序清算及被迫出售等。本意見書以市場參與者觀點下之最高及最佳使用為價值前提。

### 1.5 價值標準

以公允價值（Fair Value）為本意見書之價值標準（Standard of value）。依國際會計準則 IFRS 13 公報公允價值（Fair Value）定義為「於衡量日，市場參與者間在有秩序之交易中出售某一資產所能收取或移轉某一負債所需支付之價格」，因此公允價值亦可解釋為所計算出來的價值必須符合對於該資產有收購意願的參與者所認同的價值，亦為該價值必須排除對某市場參與者的特定效益。



## 1.6 財務資訊的假設前提

本意見書中所引用各項財務資訊，皆假設其資訊正確且能允當表達評價標的之財務及經營狀況。此外，本意見書中引用雅茗公司所提供或公開資訊觀測站及臺灣經濟新報資料庫所取得之資料，亦假設其內容完整及正確，並且能正確表達其財務狀況及營運成果。

## 1.7 主要資料來源

本次評價之主要資料來源如下所述：

- 1.7.1 上海仙踪林 2021 及 2022 年度經會計師審計調整後合併資產負債表及損益表及上海仙踪林 2023 年第二季經會計師核閱調整後合併資產負債表及損益表。
- 1.7.2 上海仙踪林公司簡介。
- 1.7.3 臺灣經濟新報資料庫。
- 1.7.4 公開資訊觀測站。

## 1.8 假設及限制條件

本次評價主要之假設及限制條件彙總說明如下，其餘各假設及限制分別於各章節說明：

- 1.8.1 由於本獨立專家並非專業於法律，故任何會影響價值之法律訴訟，本獨立專家無以專業律師之觀點來判斷。若實質上該法律事項事關重大，本意見書之閱讀者應請教適當之法律顧問。
- 1.8.2 如前述，內部及外部因素將嚴重影響價值之判斷，故於本意見書所揭露之相關資訊，與最終之價值結論，並未隱瞞任何必要資訊。
- 1.8.3 本獨立專家未對最後之交易價格提出任何保證。由於評價之專業，受限於實務上執行之限制及主觀上採用之評價方法之差異，故於不同評價人員，運用合理之評價方法所計算之標的價格，亦可能產生明顯差異。
- 1.8.4 本獨立專家僅以第三者角度評估處分價格之合理性，對於本案交易之規劃並未參與。本意見書主要依據雅茗公司所提供之資訊而出具，本獨立專家對於上開資訊並未依據一般公認審計準則查核，但已評估所使用之資訊為合理。
- 1.8.5 本意見書除前述目的外，不得移做其他用途使用或片面採用，未取得本獨立專家書面同意前不得提供予其他第三者，亦不得作為任何其他用途。

## 2. 背景及標的公司概述

上海仙踪林於 1999 年 5 月 31 日於中華人民共和國設立，統一社會信用代碼為 913100006074059790，截至目前註冊資本額為美金 4,300,000 元，公司所在地登記於中國上海市普陀區交通路 4711 號 1706 室，主要業務為於中國地區提供茶飲及餐飲服務。雅茗公司透過 100% 轉投資公司展欣企業控股有限公司持有上海仙踪林 70% 出資額。

上海仙踪林轉投資之企業如下：

企業名稱	設立日期	幣別	實收資本額 (仟元)	主要營業項目
上海快樂檸檬餐飲管理有限公司	2006/9/12	人民幣	12,750	飲品買賣、收取加盟金及特許權使用費
上海太全貿易有限公司	2008/6/13	人民幣	11,400	餐飲食品原物料買賣
上海遊香餐飲管理有限公司	2014/9/10	人民幣	20,000	餐飲店鋪
上海愛群餐飲管理有限公司	2017/5/31	人民幣	6,810	餐飲店鋪
上海囿福餐飲管理有限公司	2021/2/3	人民幣	1,300	飲品買賣、收取加盟金及特許權使用費
北京佳群餐飲管理有限公司	2008/8/6	人民幣	8,500	飲品買賣、收取加盟金及特許權使用費
廣州市展成餐飲管理有限公司	2009/3/12	人民幣	1,000	飲品買賣、收取加盟金及特許權使用費

資料來源：雅茗公司提供。

上海仙踪林及旗下事業主要經營茶飲及餐飲連鎖品牌，提供新鮮現製手搖茶、甜品、輕食、創意西班牙料理以及品牌 IP 周邊產品之銷售，並設有貿易物流公司。

目前門店及餐廳經營模式採直營、合資、代理及加盟等形式。集團共有五大餐飲品牌，分別為茶飲連鎖品牌「快樂檸檬」、「Tea Opal 茶閣里的貓眼石」、「喝嘛」、休閒輕食連鎖品牌「仙踪林」、西班牙創意料理餐廳「alma」，上海仙踪林除了開發及銷售各式休閒套餐與外帶現調式飲品提供外，更提供加盟輔導平臺，提供有意從事餐飲創業經營之夥伴各種後勤支援服務，包括：鋪位選址、業績評估、裝修設計及營運培訓等。

### 3. 財務概況

上海仙踪林最近年度之財務狀況摘述如下：

#### 合併資產負債表

單位：人民幣元

科目/日期	2020.12.31	2021.12.31	2022.12.31	2023.6.30
流動資產	168,280,666	110,835,495	39,916,480	34,377,893
非流動資產	95,860,531	64,461,889	16,224,700	17,167,336
<b>資產總計</b>	<b>264,141,198</b>	<b>175,297,384</b>	<b>56,141,180</b>	<b>51,545,230</b>
流動負債	105,604,436	83,204,572	41,046,140	42,420,525
非流動負債	35,184,672	29,591,641	15,755,064	18,834,460
<b>負債總計</b>	<b>140,789,108</b>	<b>112,796,213</b>	<b>56,801,204</b>	<b>61,254,985</b>
實收資本	24,748,690	24,748,690	24,748,690	30,529,330
資本公積		353,210		
累積盈餘(虧損)	92,530,347	34,460,608	(27,171,824)	(41,872,464)
其他權益		(97,510)	(806,824)	(1,127,148)
非控制權益	6,073,053	3,036,173	2,569,933	2,760,527
<b>權益總計</b>	<b>123,352,090</b>	<b>62,501,170</b>	<b>(660,025)</b>	<b>(9,709,755)</b>
<b>負債及權益總計</b>	<b>264,141,198</b>	<b>175,297,384</b>	<b>56,141,180</b>	<b>51,545,230</b>

資料來源：雅茗公司提供；本意見書整理。

#### 合併利潤表

單位：人民幣元

科目	2020 年度	2021 年度	2022 年度	2023 年 上半年
營業收入	311,217,517	254,716,453	84,354,199	33,675,958
營業成本	164,669,763	147,770,696	56,146,421	18,731,635
營業毛利	146,547,755	106,945,756	28,207,777	14,944,323
營業費用	144,534,268	142,645,839	72,956,837	25,776,961
營業淨利(損)	2,013,487	(35,700,083)	(44,749,060)	(10,832,638)
營業外淨收入(支出)	2,378,871	100,037	(12,689,830)	(3,153,777)
稅前淨利(損)	4,392,358	(35,600,046)	(57,438,889)	(13,986,415)
所得稅費用(利益)	3,610,819	(2,342,575)	10,345,699	523,631
稅後淨利(損)	781,540	(33,257,471)	(67,784,589)	(14,510,046)
其他綜合損益	0	(97,510)	(709,314)	(320,324)
<b>綜合損益總額</b>	<b>781,540</b>	<b>(33,354,982)</b>	<b>(68,493,902)</b>	<b>(14,830,370)</b>

資料來源：雅茗公司提供；本意見書整理。

## 4. 價值計算

本意見書依據雅茗公司提供及各項公開之財務數據，採取合理適當之評價模型及參數，對上海仙踪林所有者權益價值作綜合性之價值評價，以求得評價標的 100%所有者權益適當之價值。

### 4.1 評價方法說明

評價的目的非常多元，評價方法也因目的不同而有所差異。為求評價之結果能公正客觀，評價過程中之基本假設及方法的選取就需融入專業的分析與判斷。一般企業評價之方法大致有收益法、資產法及市場法等三種方法，茲就各評價方法簡述如下：

#### 4.1.1 收益法(Income-base approach)

收益法一般被公認為所有評價方法中最具有理論性之評價方法，該評價方法主要是根據財務學上之價值觀念，假設價值之來源是由企業所產生之未來收益流量所決定，並將未來收益以經營風險調整後之折現率（Discount rate）予以折現後，即可求得評價標的之價值，故收益法是財務學原理實際應用之代表。

另相較於市場法及資產法等評價方法，收益法注重投資所能帶來之未來收益流量，而非過去或現在之收益流量，因此該法亦被視為具前瞻性（Forward looking）之評價方法，正因該一前瞻性之特質，於收益法評價時不僅必須預測及推算未來收益流量外，於評價過程中所採用之折現率亦應進一步調整預期未來市場及企業風險，以符合該評價方法之基本精神。

目前將收益法應用至企業價值計算之方法包含：

1. 現金流量折現法(Discounted Cash Flow Method)
2. 現金流量資本化法(Capitalization of Cash Flow Method)
3. 超額現金流量法(Excess Cash Flow Method)
4. 超額盈餘合理報酬率法(Excess Earnings Reasonable Rate Method)
5. 股利發放能力法(Dividend Paying Capacity Method)

前述五種收益法之評價特定方法，前二者係收益法之直接應用，適用之評價標的包含有形、無形及企業價值之評價，第三、四項則常配合資產法(成本法)綜合運用，多適用於無形資產之評價，第五項則與市場法綜合運用於企業評價。

#### 4.1.2 資產法 (Asset-base approach)

在國際企業評價詞彙大全(International Glossary of Business Valuation Terms, 簡稱 IGBVT)中, 資產法被定義為「以淨資產為基礎, 對企業、企業所有人之權益或證券之價值進行評價之方法」。

一般而言, 資產法是依據公平市價、重置價值或清算價值, 將企業現在之所有資產與負債逐一加以調整, 再將調整後的資產總價值扣除調整後之負債總價值, 即可得到調整後之權益價值。

資產法較適用於擁有大量有形資產、營收波動相當大或將被清算之企業。惟該法必須對每一項資產及負債加以重新評價, 故該法之所需投入之時間, 成本亦相對較高。

目前資產法主要的評價特定方法可分為: 重製成本 (Reproduction Cost) 與重置成本 (Replacement Cost), 其各別項目說明如下:

1. 重製成本: 複製與評價標的完全相同所需之成本。
2. 重置成本: 創造與評價標的功能或效用相同所需之成本。

#### 4.1.3 市場法(Market-base approach)

市場法係以可類比(Comparable)標的之交易價格為依據, 考量評價標的與可類比公司(可類比標的)間之差異, 以適當之乘數估算評價標的之價值。

就股東權益或企業價值評價而言, 市場中可以參考之價格資訊, 包括上市、櫃類似可類比公司之股價、未上市、櫃企業之過去已成交之股權交易價格及評價標的本身過去已經成交之交易價格。

市場法依其所參考之價格資訊可區分為以下二種方法:

1. 可類比公司法(Guideline Public Company Method): 參考從事相同或類似營運項目之事業, 其股票於活絡市場交易之價格, 決定價值乘數, 作為評價之依據。此一評價特定方法通常適用於事業或權益之評價。
2. 可類比交易法(Guideline Transaction Method): 參考可類比標的之交易價格, 或評價標的過去之交易價格, 決定價值乘數, 作為評價之依據。此一評價特定方法通常適用於事業、權益或個別資產之評價。

## 4.2 選用之評價方法

評價方法之選取與決定，應考量評價標的之現況及評價目的，前述方法中，收益法雖為學理較為科學的方法，但實務上須依賴對未來現金流量(或利益流量)之預估，其中涉及較多的假設性項目，且目前評價標的主要營運之中國市場近年營運受疫情嚴重影響、餐飲行業市場飽和與高度競爭、經濟成長趨緩，消費者擰節開銷等因素交互影響，管理階層近年持續關閉虧損門店及縮小規模以降低虧損，因此評價標的未來營運具有較高不確定性，因此本意見書擬不採用。資產法多用於資產型公司，如鋼鐵公司、房地產公司及以投資為目的之投資公司，此類型公司特徵為帳列淨資產價值可高度表彰企業之基礎價值，上海仙踪林並非此類型公司，因此不適用以資產法衡量其價值。

上海仙踪林具公開活絡交易之可類比公司，本意見書評價方法之選用，決採市場法之可類比公司法，運用企業價值與營業收入比(EV/Sales)、企業價值與稅前息前利潤比(EV/EBIT)、股權價值與淨值比(P/B)及本益比(P/E)等價值乘數，計算上海仙踪林所有者權益價值，並參酌淨值法，據以評估本次處分價格是否合理。

## 4.3 價值計算

### 4.3.1. 可類比公司與價值乘數

上海仙踪林營運主體之主要業務為於中國地區提供茶飲及餐飲服務，由於中國主板市場過去囿於政策及其他因素，餐飲業掛牌家數極少，中國餐飲業大多選擇香港市場掛牌，因此本意見書以香港聯合交易所主版掛牌公司為基礎，選取依交易所業務類別分類歸屬於「非必需性消費」大類項下之「餐飲」類別之可類比公司共計 29 家，經篩選主要產品較為相似且主要營收來自於中國境內者(13 家)，並排除營運規模與評價標的顯不相當者(3 家)，最終選取可類比公司計 10 家，彙整如下表：

股票代號/ 簡稱	交易市場	主要產品及占比
00126 佳寧娜	香港主版	餐飲, 食品及酒店(85.36%),租金收入(13.66%),其他(.98%)
00538 味千(中國)	香港主版	餐廳營運(92.73%),拉麵(7.27%)
00573 稻香控股	香港主版	食肆及餅店營運(83.08%),食品及其他(10.62%),其他(6.30%)
01007 龍輝國際	香港主版	火鍋(100%)
01181 唐宮中國	香港主版	餐廳營運及食品生產(100%)
01314 翠華控股	香港主版	餐廳營運(96.94%),食品(3.06%)
01488 百福控股	香港主版	餐飲(59.30%),外賣(33.24%),食材(7.46%)
02150 奈雪的茶	香港主版	現製茶飲(71.99%),烘焙產品及其他產品(28.01%)
03666 上海小南國	香港主版	餐廳營運(94.47%),包裝食品(4.16%),加盟商管理(1.37%)
09922 九毛九	香港主版	餐廳營運(80.81%),外賣(18.76%),其他(.39%)

資料來源：臺灣經濟新報資料庫；本意見書自行整理。

已上市櫃可類比公司之財務狀況及獲利情形之比較資訊如下：

### 2021 年度

單位：標註\*為港幣仟元；其餘為人民幣仟元

科目	00126	00538	00573	01007	01181
	佳寧娜*	味千(中國)	稻香控股*	龍輝國際	唐宮中國
資產總額	7,081,620	4,301,217	2,750,789	90,523	1,034,005
負債總額	3,003,215	1,187,068	1,204,578	229,204	617,082
股東權益總額	4,078,405	3,114,149	1,546,211	(138,681)	416,923
營業收入	781,170	1,996,209	2,836,098	162,883	1,361,296
營業毛利	374,018	916,327	223,019	162,883	398,774
營業淨利(損)	65,780	24,030	4,204	(29,582)	86,402
稅後淨利(損)	25,111	17,961	(19,074)	(34,245)	40,023
每股盈餘(分)	0.25	2.00	(2.09)	(5.50)	3.77
科目	01314	01488	02150	03666	09922
	翠華控股*	百福控股	奈雪的茶	上海小南國	九毛九
資產總額	1,267,918	1,520,296	7,328,446	530,765	5,135,096
負債總額	760,797	1,164,885	2,385,016	495,074	1,997,500
股東權益總額	507,121	355,411	4,943,430	35,691	3,137,596
營業收入	993,324	752,959	4,296,618	691,517	4,179,704
營業毛利	377,234	464,928	2,895,944	468,815	1,585,470
營業淨利(損)	(104,289)	(619,291)	(4,438,082)	(68,373)	580,243
稅後淨利(損)	(124,049)	(651,837)	(4,525,524)	(87,778)	372,153
每股盈餘(分)	(8.58)	(40.52)	(328.00)	(3.90)	23.00

## 2022 年度

單位：標註\*為港幣仟元；其餘為人民幣仟元

科目	00126	00538	00573	01007	01181
	佳寧娜*	味千(中國)	稻香控股*	龍輝國際	唐宮中國
資產總額	6,489,071	3,868,584	2,272,978	43,902	753,105
負債總額	2,903,869	947,272	1,029,856	231,401	507,368
股東權益總額	3,585,202	2,921,312	1,243,122	(187,499)	245,737
營業收入	683,482	1,429,792	2,401,849	72,279	941,964
營業毛利(損)	298,893	262,060	10,470	72,279	155,439
營業淨利(損)	(53,096)	(114,084)	(132,844)	(35,440)	(134,938)
稅後淨利(損)	(169,733)	(156,368)	(137,019)	(62,690)	(152,317)
每股盈餘(分)	(11.18)	(13.00)	(14.11)	(77.20)	(14.04)
本益比(倍)(註)	(3.41)	10.92	(94.43)	(1.57)	(23.20)
科目	01314	01488	02150	03666	09922
	翠華控股*	百福控股	奈雪的茶	上海小南國	九毛九
資產總額	1,039,619	1,343,356	6,939,700	378,336	5,407,072
負債總額	505,459	1,132,748	2,174,116	408,476	2,207,940
股東權益總額	534,160	210,608	4,765,584	(30,140)	3,199,132
營業收入	845,797	537,510	4,291,586	325,604	4,005,722
營業毛利(損)	144,234	44,124	2,875,492	219,750	1,424,733
營業淨利(損)	67,186	(110,427)	(434,904)	(76,875)	178,705
稅後淨利(損)	55,880	(166,708)	(475,806)	(66,436)	55,610
每股盈餘(分)	4.41	(9.90)	(27.00)	(3.20)	3.00
本益比(倍)(註)	4.80	(25.68)	(52.57)	(1.57)	88.00

註：本益比=各公司 2023.9.4 最近 30 日平均市值/可取得最近四季(或 12 個月)歸屬於母公司業主之淨利。

價值乘數之計算公式為股權價值或企業價值為分子，績效衡量值為分母。當使用股權價值或企業價值時，應確保分子所使用之價值基礎與分母使用之績效衡量值之邏輯基礎具相關性及一致性。

學理上績效衡量值包括收入、盈餘及權益帳面價值等，實務上以營業收入、稅前息前利潤、稅後淨利及權益帳面淨值為主要衡量指標，再依據績效衡量值對應之價值基礎(股權價值或企業價值)，形成企業價值與營業收入比(EV/Sales)、企業價值與稅前息前折舊前利潤比(EV/EBIT)、股權價值與淨值比(P/B)及本益比(P/E)等價值乘數，由於各價值乘數分別表彰不同價值面向，本意見書悉數採用，希望藉由多元的價值面向，綜合評估評價標的合理之理論價值。

綜上，本意見採前述市場法之市場價值乘數，據以推算上海仙踪林所有者權益理論價值。經營同業價值乘數計算彙整如下：



公司	EV/Sales (ttm)	EV/EBIT (ttm)	P/B (Price/Book) (mrq)	P/E (Price/Net Income) (ttm)
00126 佳寧娜	3.25 *	(21.95)*	0.17	(3.41)*
00538 味千(中國)	(0.02)*	(0.23)*	0.35	10.92
00573 稻香控股	0.38	29.77	0.64	(94.43)*
01007 龍輝國際	1.19	(4.60)*	(0.41)*	(1.57)*
01181 唐宮中國	0.31	(36.27)*	1.93	(23.20)*
01314 翠華控股	0.37	4.10 *	0.54	4.80
01488 百福控股	4.19 *	(86.34)*	8.36 *	(25.68)*
02150 奈雪的茶	1.80	(81.01)*	1.59	(52.57)*
03666 上海小南國	0.90	(3.82)*	(3.61)*	(1.57)*
09922 九毛九	3.76 *	45.92	5.37 *	88.00 *
平均數	0.83	37.85	0.87	7.86
中位數	0.64	37.85	0.59	7.86
第一四分位數(Q1)	0.37	33.81	0.40	6.33
第三四分位數(Q3)	1.12	41.88	1.35	9.39
標準差	0.59	11.42	0.72	4.33

資料來源：臺灣經濟新報資料庫；本意見書自行整理。

註<sub>1</sub>：EV「Enterprise Value；企業價值」係代表歸屬於所有資本提供者（即股東與債權人）之權益。

註<sub>2</sub>：P「股權價值」代表所有權益請求權之公允價值；權益價值亦可表達為企業價值減除所有非權益財務請求權之公允價值。

註<sub>3</sub>：mrq：最近一季財務資料；ttm：最近四季(或12個月)財務資料。

註<sub>4</sub>：股票市值(Price；股權價值)以2023.9.4最近30日平均市值為計算基礎。

註<sub>5</sub>：\*係負值或極端值，將排除樣本之統計計算。

#### 4.3.2. 市場法價值計算及採用

上海仙踪林並未發行股票且出資額未能於公開交易市場買賣，其股份流動性較差且交易不易，故計算上海仙踪林所有者權益公允價值實應考量股票流動性不足而予以折價調整。依據 Business Valuation Resources 資料庫 Stout DLOM Calculator 對上海仙踪林與流動性折價相關之財務輸入值進行分析與計算，求得流動性折價為 29.3%，本意見書依此為流動性折價調整參數。

學理研究及實務交易上，具有控制能力之股權，因能左右公司之盈餘分配及重大營業之決策，相對於不具控制權之少數股權，其價值較高；本次雅茗公司擬出售其持有上海仙踪林 70% 出資額，其出售股權具有控制力，由於市場法計算股權價值為不具控制力之股權價值，因此須考慮控制權溢價調整。本意見書依據 FactSet Mergerstat / BVR Control Premium Study 資料庫對上海仙踪林所屬產業之統計，其控制權溢價中位數為 21.0%，本意見書依此為為控制權溢價調整參數。

本意見書依前述計算之價值乘數，推算上海仙踪林所有者權益之理論價值，由於上海仙踪林營業淨利及稅後淨利均為負值，因此與獲利為基礎之價值乘數不適用於本意見書；另企業價值與營業收入比(EV/Sales)較常被用在創業階段的公司、服務業（如廣告公司、專業服務或保險代理人等）或營收穩定的買賣業，上海仙踪林並非前述類型之企業，且依據目前的行業特性，該價值乘數應無法合理反映評價標的價值，因此本意見書不予以採用。上海仙踪林歸屬於母公司之所有者權益為負值，因此股權價值與淨值比(P/B) 之價值乘數所計算之結果，亦無法採用。

單位：人民幣元(除另有標示外)

項目	EV/Sales	EV/EBIT	P/B	P/E
上海仙踪林財務數值(註)	75,853,057	(41,951,894)	(12,470,282)	(48,237,315)
價值乘數(倍)-第一四分位數(Q1)	0.37	33.81	0.40	6.33
-第三四分位數(Q3)	1.12	41.88	1.35	9.39
企業或所有者權益理論價值- Q1	28,065,631	(1,418,393,536)	(4,988,113)	(305,342,204)
- Q3	84,955,424	(1,756,945,321)	(16,834,881)	(452,948,388)
加：現金及約當現金	14,651,699	14,651,699		
金融資產-流動	0	0		
減：付息負債	0	0		
非控制權益	2,760,527	2,760,527		
企業或所有者權益理論價值- Q1	39,956,803	(1,406,502,364)	(4,988,113)	(305,342,204)
- Q3	96,846,596	(1,745,054,149)	(16,834,881)	(452,948,388)
無公開市場可銷售性折價	29.3%	29.3%	29.3%	29.3%
控制權溢價	21.0%	21.0%	21.0%	21.0%
所有者權益公允價值-下限	34,181,846	(1,203,220,577)	(4,267,181)	(261,211,095)
所有者權益公允價值-上限	82,849,357	(1,492,841,473)	(14,401,736)	(387,483,757)
是否採用	否	否	否	否

註：財務數值之營業收入淨額、稅前息前利潤及稅後淨利係依據上海仙踪林 2023 年 1-6 月財務數值及 2022 年度財務數值比例推算，求得最近一年之財務數值；歸屬於母公司之所有者權益為 2023 年 6 月 30 日財務數值。

#### 4.4 淨值法

由於市場競爭、飽和及行業特性因素，不論上海仙踪林或亦是可類比同業，大多呈現虧損狀態，對於長期虧損或即將處分或清算之公司，淨值法亦可適用於檢視其基礎價值。

單位：人民幣元	
項目	數值
2023年6月30日歸屬於母公司之所有者權益	(12,470,282)
減：預計配發現金股息紅利所有者權益減少數	0
減：帳列資產負債調整數	0
調整後歸屬於母公司之所有者權益	(12,470,282)

#### 4.5 價值彙總與調整

本意見書評價方法採市場法之可類比公司法及淨值法，計算上海仙踪林100%所有者權益之公允價值，由於市場法評估結果無法採用，因此本意見書依據淨值法所計算之價值為價值結論。

綜上，上海仙踪林100%具控制力之所有者權益公允價值約為人民幣負12,470,282元。

## 5. 結論

評價程序之選取與決定，應考量被評價標的之現況及評價目的，而不同之評價目的及不同評價方法的選用，可能會產生不同之價值結論。

本意見書評價方法採市場法之可類比公司法及淨值法，分析及計算上海仙踪林具控制力之100%所有者權益公允價值約為人民幣負12,470,282元。今雅茗公司因經營策略考量，擬以美金112仟元為對價，處分上海仙踪林70%出資額，鑑於最近期財務資訊顯示權益總額及歸屬於母公司之所有者權益均為負值，此處分價格係經審慎評估且高於其比例換算之淨值，尚屬允當合理。

上海仙踪林近年營運受疫情與中國餐飲行業市場飽和及高度競爭嚴重影響，2021年、2022年及2023年上半年稅後虧損分別為人民幣33,257,471元、67,784,589元及14,510,046元，管理當局預計未來營運不易，因此擬處分上海仙踪林70%出資額，管理當局預估處分時點約為年底之前，依據近二年度虧損金額比例換算，屆處分之時，上海仙踪林所有者權益負值金額不易顯著改善。據此，雅茗公司因經營策略考量，擬以美金112仟元為對價，處分上海仙踪林70%出資額，應無對雅茗公司股東權益產生重大不利之影響。

## 專家簡歷表

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