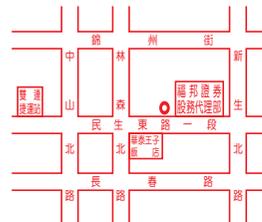


(限向郵局窗口交寄)



台北郵局許可證  
台北字第557號  
未書寫正確郵遞區號者  
應按信函交付郵資



104年股東常會  
開會通知書請即拆閱

服務代理部營業時間：  
週一至週五上午8:30至下午4:30  
從雙連捷運站轉乘公車路線：  
46, 226, 518, 811, 公車站名：中山里

10451  
台北市中山區民生東路一段51號3樓  
客服專線：(02)2562-1658 [公司代號:5243]  
乙盛精密工業股份有限公司 服務代理人  
福邦證券股份有限公司 服務代理部  
網址：http://www.gfortune.com.tw/

請沿虛線先摺再撕

請沿虛線先摺再撕

# 股東台啓

\*\*\*\*\*  
\* 本次股東常會 \*  
\* 恕不發放紀念品 \*  
\*\*\*\*\*

第一聯

104

## 出席通知書

本股東決定親自出席一〇四年六月二十五日舉行之本公司股東常會，即請查照。

此致  
乙盛精密工業股份有限公司

股東戶號  
股東戶名

親自出席簽章處

年 月 日

編號：

本簽到卡未經本公司服務代理人加蓋登記章者無效。

乙盛精密工業股份有限公司一〇四年股東常會

104

親自  
 委託

## 出席簽到卡

時間：一〇四年六月二十五日(星期四)上午九時整  
地點：新北市土城區三民路4號3樓(土城工業區服務中心)

股東戶號：  
持有股數：

股東戶名：  
股東通訊地址：  
代理人姓名：  
代理人通訊地址：

2W 乙盛精密工業 出席證編號：

核權

第二聯：出席通知書(貴股東如欲親自出席請併同第三聯至會場報到)

第三聯：出席簽到卡

第四聯

Eson Precision Ind. Co., Ltd.  
乙盛精密工業股份有限公司  
第五次修訂及重述章程  
修正前後條文對照表

Original Article	Proposal for the Amendment	Reason for Amendments
13.5 Subject to compliance with the Law and after setting aside such amounts as the Board deems fit in accordance with the distribution policy set out in Article 13-4, the Board shall recommend to Members for approval in any financial year the amount of the Dividend or other distribution to be allocated in the following manner and order and the allocation will be made upon approval by the Members: (a) eight per cent (8%) of the earnings generated from the immediately preceding financial year (exclusive of those accumulated from previous years) out of the distributable amount as bonus to employees, including employees of the Company's Subsidiaries ("Employees' Bonus"); (b) no more than zero point five per cent (0.5%) of the earnings generated from the immediately preceding financial year (exclusive of those accumulated from previous years) out of the distributable amount as remuneration to the Directors ("Directors' Remuneration"); and (c) no less than ten per cent (10%) of the earnings generated from the immediately preceding financial year (exclusive of those accumulated from previous years) out of the distributable amount as Dividend to the Members. The Board shall determine how much of the amount shall be allocated to the Employees' Bonus, Directors' Remuneration and Dividend, provided that the Board shall comply with the principles set out in (a) to (c) above and such allocation shall be recommended to the Members for approval. Dividends to the Members and the Employees' Bonus may be distributed, in the discretion of the Board, by way of cash or by way of applying such sum in paying up in full unissued shares or a combination of both for allocation and distribution to employees or the Members, provided that, in the case of a distribution to Members, no less than fifty per cent (50%) of the total amount of such Dividend shall be paid in cash. No unpaid Dividend and bonus shall bear interest as against the Company.	13.5 Subject to compliance with the Law and after setting aside such amounts as the Board deems fit in accordance with the distribution policy set out in Article 13-4, the Board shall recommend to Members for approval in any financial year the amount of the Dividend or other distribution to be allocated in the following manner and order and the allocation will be made upon approval by the Members: (a) between two per cent (2%) and eight per cent (8%) of the earnings generated from the immediately preceding financial year (exclusive of those accumulated from previous years) out of the distributable amount as bonus to employees, including employees of the Company's Subsidiaries ("Employees' Bonus"); (b) no more than zero point five per cent (0.5%) of the earnings generated from the immediately preceding financial year (exclusive of those accumulated from previous years) out of the distributable amount as remuneration to the Directors ("Directors' Remuneration"); and (c) no less than ten per cent (10%) of the earnings generated from the immediately preceding financial year (exclusive of those accumulated from previous years) out of the distributable amount as Dividend to the Members. The Board shall determine how much of the amount shall be allocated to the Employees' Bonus, Directors' Remuneration and Dividend, provided that the Board shall comply with the principles set out in (a) to (c) above and such allocation shall be recommended to the Members for approval. Dividends to the Members and the Employees' Bonus may be distributed, in the discretion of the Board, by way of cash or by way of applying such sum in paying up in full unissued shares or a combination of both for allocation and distribution to employees or the Members, provided that, in the case of a distribution to Members, no less than fifty per cent (50%) of the total amount of such Dividend shall be paid in cash. No unpaid Dividend and bonus shall bear interest as against the Company.	In order to meet the operation needs of the company, it is decided to change the prescribed manner for allocation of employees' bonus from fixed ratio to interval range.
19.5 For so long as the shares are listed on the TSE, the Company shall announce to the public the notice of a general meeting, the proxy instrument, agendas and materials relating to the matters to be reported and discussed in the general meetings, including but not limited to, election or discharge of Directors, in accordance with Articles 19.1 and Article 19.2 hereof, and shall transmit the same via the Market Observation Post System in accordance with Applicable Public Company Rules. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with Articles 19.1 and 19.2. The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System in a manner consistent with the Applicable Public Company Rules twenty-one (21) days prior to the general meetings or, in the case of extraordinary general meetings, fifteen (15) days prior to such meeting.	19.5 For so long as the shares are listed on the TSE, the Company shall announce to the public the notice of a general meeting, the proxy instrument, agendas and materials relating to the matters to be reported and discussed in the general meetings, including but not limited to, election or discharge of Directors, in accordance with Articles 19.1 and 19.2 hereof, and shall transmit the same via the Market Observation Post System in accordance with Applicable Public Company Rules. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with Articles 19.1 and 19.2. The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System in a manner consistent with the Applicable Public Company Rules twenty-one (21) days prior to the general meetings or, in the case of extraordinary general meetings, fifteen (15) days prior to such meeting.	Wording Adjustments.
25.3 Subject to the Applicable Public Company Rules, except for an ROC trust enterprise or stock affairs agent approved pursuant to Applicable Public Company Rules, save with respect to the Chairman being deemed appointed as proxy under Article 24.4, in the event a person acts as the proxy for two or more Members, the total number of issued and voting shares entitled to be voted as represented by such proxy shall be no more than three per cent (3%) of the total number of issued and voting shares of the Company immediately prior to the relevant book closed period, during which the Company close its Register of Member; any vote in respect of the portion in excess of such three per cent (3%) threshold shall not be counted.	25.3 Subject to the Applicable Public Company Rules, except for an ROC trust enterprise or stock affairs agent approved pursuant to Applicable Public Company Rules, save with respect to the Chairman being deemed appointed as proxy under Article 24.4, in the event a person acts as the proxy for two or more Members, the total number of issued and voting shares entitled to be voted as represented by such proxy shall be no more than three per cent (3%) of the total number of issued and voting shares of the Company immediately prior to the relevant book closed period, during which the Company close its Register of Member; any vote in respect of the portion in excess of such three per cent (3%) threshold shall not be counted.	Wording Adjustments.
33.2 Unless otherwise approved by the TSE, the number of Directors having a spousal relationship or family relationship within the second degree of kinship with any other Directors shall be less than half of the total number of Directors.	33.2 Unless otherwise approved by the ROC competent authority, the number of Directors having a spousal relationship or family relationship within the second degree of kinship with any other Directors shall be less than half of the total number of Directors.	This Article was amended pursuant to the revised Shareholders' Rights Protection Checklist published by the Taiwan Stock Exchange Corporation ("Revised Checklist").

中華民國郵政特准掛號認爲新聞紙類  
郵政特准掛號認爲新聞紙類  
中華郵政股份有限公司許可證掛號字第0001號

M174-Z02W-5101

Original Article	Proposal for the Amendment	Reason for Amendments
33.4 Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least one of the Independent Directors shall be domiciled in the ROC and at least one of them shall have accounting or financial expertise.	33.4 Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors and the number of Independent Directors 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 them shall have accounting or financial expertise.	This Article was amended pursuant to the Revised Checklist.
36. Vacancy in the Office of Director The office of Director shall be vacated if: (a) the Director is removed from office pursuant to Article 35.1; (b) the corporation (or other legal entity) which appointed an Appointed Representative, serves notice on the Company giving notice to remove such Appointed Representative from the office of Director; such removal shall take effect from the date specified in the notice or in the absence of such date, from the date on which the notice was served on the Company; (c) the Director dies; (d) the Director is automatically discharged from his office in accordance with Article 33.3; (e) the Director resigns his office by notice in writing to the Company; (f) if the Director is the subject of a court order for his removal in accordance with Article 35.2; or (g) with immediate effect without any action required on behalf of the Company if: (i) the Director has been adjudicated bankrupt, and has not been reinstated to his rights and privileges; (ii) an order is made by any competent court or official on the grounds that the Director has no legal capacity, or his legal capacity is restricted according to Applicable Law; (iii) the Director has committed an offence as specified in the ROC statute of prevention of organizational crimes and subsequently has been adjudicated guilty by a final judgment, and the time elapsed after he has served the full term of the sentence is less than five years; (iv) the Director has committed an offence in terms of fraud, breach of trust or misappropriation and subsequently has been punished with imprisonment for a term of more than one year, and the time elapsed after he has served the full term of such sentence is less than two years; (v) the Director has been adjudicated guilty by a final judgment for misappropriating public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence is less than two years; or (vi) the Director has been dishonored for use of credit instruments, and the term of such sanction has not expired yet. In the event that any of the foregoing events specified in Article 36(g) has occurred in relation to a candidate for election of Director, such person shall be disqualified from being elected as a Director.	33.6 Unless provided otherwise in these Articles, the qualifications, composition, appointment, removal, exercise of power in performing duties, and other matters with respect to the Directors, Independent Directors, Compensation Committee and Audit Committee, shall comply with the provisions under ROC Securities and Exchange Act and the regulations issued pursuant to the ROC Securities and Exchange Act applicable to the Company.  36. Vacancy in the Office of Director 36.1 The office of Director shall be vacated if: (a) the Director is removed from office pursuant to Article 35.1; (b) the corporation (or other legal entity) which appointed an Appointed Representative, serves notice on the Company giving notice to remove such Appointed Representative from the office of Director; such removal shall take effect from the date specified in the notice or in the absence of such date, from the date on which the notice was served on the Company; (c) the Director dies; (d) the Director is automatically discharged from his office in accordance with Article 33.3; (e) the Director resigns his office by notice in writing to the Company; (f) if the Director is the subject of a court order for his removal in accordance with Article 35.2; (g) the Director is automatically removed in accordance with Article 36.2; or (h) the Director ceases to be a Director in accordance with Article 36.3; or (i) with immediate effect without any action required on behalf of the Company if: (i) the Director has been adjudicated bankrupt, and has not been reinstated to his rights and privileges; (ii) an order is made by any competent court or official on the grounds that the Director has no legal capacity, or his legal capacity is restricted according to Applicable Law; (iii) the Director has committed an offence as specified in the ROC statute of prevention of organizational crimes and subsequently has been adjudicated guilty by a final judgment, and the time elapsed after he has served the full term of the sentence is less than five years; (iv) the Director has committed an offence in terms of fraud, breach of trust or misappropriation and subsequently has been punished with imprisonment for a term of more than one year, and the time elapsed after he has served the full term of such sentence is less than two years; (v) the Director has been adjudicated guilty by a final judgment for misappropriating public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence is less than two years; or (vi) the Director has been dishonored for use of credit instruments, and the term of such sanction has not expired yet. In the event that any of the foregoing events specified in Article 36(i) has occurred in relation to a candidate for election of Director, such person shall be disqualified from being elected as a Director.  36.2 In case a Director that has, during the term of office as a Director, transferred more than one half of the Company's shares being held by him at the time he is elected, he shall, upon election, be removed automatically from the position of Director with immediate effect and no shareholders' approval shall be required.  36.3 If any Director has, after having been elected and before his inauguration of the office of Director, transferred more than one half of the Company's shares being held by him at the time of his election as a Director, then he shall immediately cease to be a Director and no shareholders' approval shall be required. If any Director has, after having been elected as a Director, transferred more than one half of the Company's shares being held by him within the share transfer prohibition period prior to a shareholders' meeting according to the Applicable Public Company Rules, then he shall immediately cease to be a Director and no shareholders' approval shall be required.	This Article was added pursuant to the Revised Checklist.  This Article was amended pursuant to the Revised Checklist.

### 委託書使用須知

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

委託書		委託人 (股東)		編號		
<p>一、茲委託 君 (須由委託人親自填寫，不得以蓋章方式代替) 為本股東代理人，出席本公司104年6月25日舉行之股東常會，代理人並依下列授權行使股東權利：(全權委託)</p> <p><input type="checkbox"/> (一)代理本股東就下列各項議案行使本股東所持有之權利與意見，下列議案未勾選者，視為對該議案表示承認或贊成。</p> <p>1. 承認103年度營業報告書及合併財務報表案。  <input type="checkbox"/> 承認 <input type="checkbox"/> 反對 <input type="checkbox"/> 棄權</p> <p>2. 承認103年度盈餘分派案。  <input type="checkbox"/> 承認 <input type="checkbox"/> 反對 <input type="checkbox"/> 棄權</p> <p>3. 討論修訂本公司章程大綱及章程 (「現行章程」) 部分條文並以修訂後之章程大綱及章程 (「修訂後章程」) 全文取代現行章程案。(以特別決議通過)  <input type="checkbox"/> 贊成 <input type="checkbox"/> 反對 <input type="checkbox"/> 棄權</p> <p>4. 全面提前改選本公司董事案。  <input type="checkbox"/> 贊成 <input type="checkbox"/> 反對 <input type="checkbox"/> 棄權</p> <p>5. 討論修訂本公司「取得或處分資產之處理程序」案。  <input type="checkbox"/> 贊成 <input type="checkbox"/> 反對 <input type="checkbox"/> 棄權</p> <p>6. 討論修訂本公司「資金貸與他人作業程序」案。  <input type="checkbox"/> 贊成 <input type="checkbox"/> 反對 <input type="checkbox"/> 棄權</p> <p>7. 討論修訂本公司「背書保證作業程序」案。  <input type="checkbox"/> 贊成 <input type="checkbox"/> 反對 <input type="checkbox"/> 棄權</p> <p>8. 討論修訂本公司「股東會議事規則」案。  <input type="checkbox"/> 贊成 <input type="checkbox"/> 反對 <input type="checkbox"/> 棄權</p> <p>9. 討論修訂本公司「董事選舉辦法」案。  <input type="checkbox"/> 贊成 <input type="checkbox"/> 反對 <input type="checkbox"/> 棄權</p> <p>10. 討論解除本公司新任董事及其代表人競業禁止案。  <input type="checkbox"/> 贊成 <input type="checkbox"/> 反對 <input type="checkbox"/> 棄權</p> <p>(二)之授權內容行使股東權利。</p> <p>二、本股東未於前項 <input type="checkbox"/> 內勾選授權範圍或同時勾選者，視為全權委託，但服務代理機構擔任受託代理人者，不得接受全權委託，代理人應依前項(二)之授權內容行使股東權利。</p> <p>三、本股東代理人得對會議臨時事宜全權處理之。</p> <p>四、請將出席證 (或出席簽到卡) 寄交代理人收執，如因故改期開會，本委託書仍屬有效 (限此一會期)。</p> <p>此致 乙盛精密工業股份有限公司 授權日期 年 月 日</p>		<p>一、二、三、四、五、六、七、八、九、十、十一、十二、十三、十四、十五、十六、十七、十八、十九、二十、二十一、二十二、二十三、二十四、二十五、二十六、二十七、二十八、二十九、三十、三十一、三十二、三十三、三十四、三十五、三十六、三十七、三十八、三十九、四十、四十一、四十二、四十三、四十四、四十五、四十六、四十七、四十八、四十九、五十、五十一、五十二、五十三、五十四、五十五、五十六、五十七、五十八、五十九、六十、六十一、六十二、六十三、六十四、六十五、六十六、六十七、六十八、六十九、七十、七十一、七十二、七十三、七十四、七十五、七十六、七十七、七十八、七十九、八十、八十一、八十二、八十三、八十四、八十五、八十六、八十七、八十八、八十九、九十、九十一、九十二、九十三、九十四、九十五、九十六、九十七、九十八、九十九、一百、一百零一、一百零二、一百零三、一百零四、一百零五、一百零六、一百零七、一百零八、一百零九、一百一十、一百一十一、一百一十二、一百一十三、一百一十四、一百一十五、一百一十六、一百一十七、一百一十八、一百一十九、一百二十、一百二十一、一百二十二、一百二十三、一百二十四、一百二十五、一百二十六、一百二十七、一百二十八、一百二十九、一百三十、一百三十一、一百三十二、一百三十三、一百三十四、一百三十五、一百三十六、一百三十七、一百三十八、一百三十九、一百四十、一百四十一、一百四十二、一百四十三、一百四十四、一百四十五、一百四十六、一百四十七、一百四十八、一百四十九、一百五十、一百五十一、一百五十二、一百五十三、一百五十四、一百五十五、一百五十六、一百五十七、一百五十八、一百五十九、一百六十、一百六十一、一百六十二、一百六十三、一百六十四、一百六十五、一百六十六、一百六十七、一百六十八、一百六十九、一百七十、一百七十一、一百七十二、一百七十三、一百七十四、一百七十五、一百七十六、一百七十七、一百七十八、一百七十九、一百八十、一百八十一、一百八十二、一百八十三、一百八十四、一百八十五、一百八十六、一百八十七、一百八十八、一百八十九、一百九十、一百九十一、一百九十二、一百九十三、一百九十四、一百九十五、一百九十六、一百九十七、一百九十八、一百九十九、二百、二百零一、二百零二、二百零三、二百零四、二百零五、二百零六、二百零七、二百零八、二百零九、二百一十、二百一十一、二百一十二、二百一十三、二百一十四、二百一十五、二百一十六、二百一十七、二百一十八、二百一十九、二百二十、二百二十一、二百二十二、二百二十三、二百二十四、二百二十五、二百二十六、二百二十七、二百二十八、二百二十九、二百三十、二百三十一、二百三十二、二百三十三、二百三十四、二百三十五、二百三十六、二百三十七、二百三十八、二百三十九、二百四十、二百四十一、二百四十二、二百四十三、二百四十四、二百四十五、二百四十六、二百四十七、二百四十八、二百四十九、二百五十、二百五十一、二百五十二、二百五十三、二百五十四、二百五十五、二百五十六、二百五十七、二百五十八、二百五十九、二百六十、二百六十一、二百六十二、二百六十三、二百六十四、二百六十五、二百六十六、二百六十七、二百六十八、二百六十九、二百七十、二百七十一、二百七十二、二百七十三、二百七十四、二百七十五、二百七十六、二百七十七、二百七十八、二百七十九、二百八十、二百八十一、二百八十二、二百八十三、二百八十四、二百八十五、二百八十六、二百八十七、二百八十八、二百八十九、二百九十、二百九十一、二百九十二、二百九十三、二百九十四、二百九十五、二百九十六、二百九十七、二百九十八、二百九十九、三百、三百零一、三百零二、三百零三、三百零四、三百零五、三百零六、三百零七、三百零八、三百零九、三百一十、三百一十一、三百一十二、三百一十三、三百一十四、三百一十五、三百一十六、三百一十七、三百一十八、三百一十九、三百二十、三百二十一、三百二十二、三百二十三、三百二十四、三百二十五、三百二十六、三百二十七、三百二十八、三百二十九、三百三十、三百三十一、三百三十二、三百三十三、三百三十四、三百三十五、三百三十六、三百三十七、三百三十八、三百三十九、三百四十、三百四十一、三百四十二、三百四十三、三百四十四、三百四十五、三百四十六、三百四十七、三百四十八、三百四十九、三百五十、三百五十一、三百五十二、三百五十三、三百五十四、三百五十五、三百五十六、三百五十七、三百五十八、三百五十九、三百六十、三百六十一、三百六十二、三百六十三、三百六十四、三百六十五、三百六十六、三百六十七、三百六十八、三百六十九、三百七十、三百七十一、三百七十二、三百七十三、三百七十四、三百七十五、三百七十六、三百七十七、三百七十八、三百七十九、三百八十、三百八十一、三百八十二、三百八十三、三百八十四、三百八十五、三百八十六、三百八十七、三百八十八、三百八十九、三百九十、三百九十一、三百九十二、三百九十三、三百九十四、三百九十五、三百九十六、三百九十七、三百九十八、三百九十九、四百、四百零一、四百零二、四百零三、四百零四、四百零五、四百零六、四百零七、四百零八、四百零九、四百一十、四百一十一、四百一十二、四百一十三、四百一十四、四百一十五、四百一十六、四百一十七、四百一十八、四百一十九、四百二十、四百二十一、四百二十二、四百二十三、四百二十四、四百二十五、四百二十六、四百二十七、四百二十八、四百二十九、四百三十、四百三十一、四百三十二、四百三十三、四百三十四、四百三十五、四百三十六、四百三十七、四百三十八、四百三十九、四百四十、四百四十一、四百四十二、四百四十三、四百四十四、四百四十五、四百四十六、四百四十七、四百四十八、四百四十九、四百五十、四百五十一、四百五十二、四百五十三、四百五十四、四百五十五、四百五十六、四百五十七、四百五十八、四百五十九、四百六十、四百六十一、四百六十二、四百六十三、四百六十四、四百六十五、四百六十六、四百六十七、四百六十八、四百六十九、四百七十、四百七十一、四百七十二、四百七十三、四百七十四、四百七十五、四百七十六、四百七十七、四百七十八、四百七十九、四百八十、四百八十一、四百八十二、四百八十三、四百八十四、四百八十五、四百八十六、四百八十七、四百八十八、四百八十九、四百九十、四百九十一、四百九十二、四百九十三、四百九十四、四百九十五、四百九十六、四百九十七、四百九十八、四百九十九、五百、五百零一、五百零二、五百零三、五百零四、五百零五、五百零六、五百零七、五百零八、五百零九、五百一十、五百一十一、五百一十二、五百一十三、五百一十四、五百一十五、五百一十六、五百一十七、五百一十八、五百一十九、五百二十、五百二十一、五百二十二、五百二十三、五百二十四、五百二十五、五百二十六、五百二十七、五百二十八、五百二十九、五百三十、五百三十一、五百三十二、五百三十三、五百三十四、五百三十五、五百三十六、五百三十七、五百三十八、五百三十九、五百四十、五百四十一、五百四十二、五百四十三、五百四十四、五百四十五、五百四十六、五百四十七、五百四十八、五百四十九、五百五十、五百五十一、五百五十二、五百五十三、五百五十四、五百五十五、五百五十六、五百五十七、五百五十八、五百五十九、五百六十、五百六十一、五百六十二、五百六十三、五百六十四、五百六十五、五百六十六、五百六十七、五百六十八、五百六十九、五百七十、五百七十一、五百七十二、五百七十三、五百七十四、五百七十五、五百七十六、五百七十七、五百七十八、五百七十九、五百八十、五百八十一、五百八十二、五百八十三、五百八十四、五百八十五、五百八十六、五百八十七、五百八十八、五百八十九、五百九十、五百九十一、五百九十二、五百九十三、五百九十四、五百九十五、五百九十六、五百九十七、五百九十八、五百九十九、六百、六百零一、六百零二、六百零三、六百零四、六百零五、六百零六、六百零七、六百零八、六百零九、六百一十、六百一十一、六百一十二、六百一十三、六百一十四、六百一十五、六百一十六、六百一十七、六百一十八、六百一十九、六百二十、六百二十一、六百二十二、六百二十三、六百二十四、六百二十五、六百二十六、六百二十七、六百二十八、六百二十九、六百三十、六百三十一、六百三十二、六百三十三、六百三十四、六百三十五、六百三十六、六百三十七、六百三十八、六百三十九、六百四十、六百四十一、六百四十二、六百四十三、六百四十四、六百四十五、六百四十六、六百四十七、六百四十八、六百四十九、六百五十、六百五十一、六百五十二、六百五十三、六百五十四、六百五十五、六百五十六、六百五十七、六百五十八、六百五十九、六百六十、六百六十一、六百六十二、六百六十三、六百六十四、六百六十五、六百六十六、六百六十七、六百六十八、六百六十九、六百七十、六百七十一、六百七十二、六百七十三、六百七十四、六百七十五、六百七十六、六百七十七、六百七十八、六百七十九、六百八十、六百八十一、六百八十二、六百八十三、六百八十四、六百八十五、六百八十六、六百八十七、六百八十八、六百八十九、六百九十、六百九十一、六百九十二、六百九十三、六百九十四、六百九十五、六百九十六、六百九十七、六百九十八、六百九十九、七百、七百零一、七百零二、七百零三、七百零四、七百零五、七百零六、七百零七、七百零八、七百零九、七百一十、七百一十一、七百一十二、七百一十三、七百一十四、七百一十五、七百一十六、七百一十七、七百一十八、七百一十九、七百二十、七百二十一、七百二十二、七百二十三、七百二十四、七百二十五、七百二十六、七百二十七、七百二十八、七百二十九、七百三十、七百三十一、七百三十二、七百三十三、七百三十四、七百三十五、七百三十六、七百三十七、七百三十八、七百三十九、七百四十、七百四十一、七百四十二、七百四十三、七百四十四、七百四十五、七百四十六、七百四十七、七百四十八、七百四十九、七百五十、七百五十一、七百五十二、七百五十三、七百五十四、七百五十五、七百五十六、七百五十七、七百五十八、七百五十九、七百六十、七百六十一、七百六十二、七百六十三、七百六十四、七百六十五、七百六十六、七百六十七、七百六十八、七百六十九、七百七十、七百七十一、七百七十二、七百七十三、七百七十四、七百七十五、七百七十六、七百七十七、七百七十八、七百七十九、七百八十、七百八十一、七百八十二、七百八十三、七百八十四、七百八十五、七百八十六、七百八十七、七百八十八、七百八十九、七百九十、七百九十一、七百九十二、七百九十三、七百九十四、七百九十五、七百九十六、七百九十七、七百九十八、七百九十九、八百、八百零一、八百零二、八百零三、八百零四、八百零五、八百零六、八百零七、八百零八、八百零九、八百一十、八百一十一、八百一十二、八百一十三、八百一十四、八百一十五、八百一十六、八百一十七、八百一十八、八百一十九、八百二十、八百二十一、八百二十二、八百二十三、八百二十四、八百二十五、八百二十六、八百二十七、八百二十八、八百二十九、八百三十、八百三十一、八百三十二、八百三十三、八百三十四、八百三十五、八百三十六、八百三十七、八百三十八、八百三十九、八百四十、八百四十一、八百四十二、八百四十三、八百四十四、八百四十五、八百四十六、八百四十七、八百四十八、八百四十九、八百五十、八百五十一、八百五十二、八百五十三、八百五十四、八百五十五、八百五十六、八百五十七、八百五十八、八百五十九、八百六十、八百六十一、八百六十二、八百六十三、八百六十四、八百六十五、八百六十六、八百六十七、八百六十八、八百六十九、八百七十、八百七十一、八百七十二、八百七十三、八百七十四、八百七十五、八百七十六、八百七十七、八百七十八、八百七十九、八百八十、八百八十一、八百八十二、八百八十三、八百八十四、八百八十五、八百八十六、八百八十七、八百八十八、八百八十九、八百九十、八百九十一、八百九十二、八百九十三、八百九十四、八百九十五、八百九十六、八百九十七、八百九十八、八百九十九、九百、九百零一、九百零二、九百零三、九百零四、九百零五、九百零六、九百零七、九百零八、九百零九、九百一十、九百一十一、九百一十二、九百一十三、九百一十四、九百一十五、九百一十六、九百一十七、九百一十八、九百一十九、九百二十、九百二十一、九百二十二、九百二十三、九百二十四、九百二十五、九百二十六、九百二十七、九百二十八、九百二十九、九百三十、九百三十一、九百三十二、九百三十三、九百三十四、九百三十五、九百三十六、九百三十七、九百三十八、九百三十九、九百四十、九百四十一、九百四十二、九百四十三、九百四十四、九百四十五、九百四十六、九百四十七、九百四十八、九百四十九、九百五十、九百五十一、九百五十二、九百五十三、九百五十四、九百五十五、九百五十六、九百五十七、九百五十八、九百五十九、九百六十、九百六十一、九百六十二、九百六十三、九百六十四、九百六十五、九百六十六、九百六十七、九百六十八、九百六十九、九百七十、九百七十一、九百七十二、九百七十三、九百七十四、九百七十五、九百七十六、九百七十七、九百七十八、九百七十九、九百八十、九百八十一、九百八十二、九百八十三、九百八十四、九百八十五、九百八十六、九百八十七、九百八十八、九百八十九、九百九十、九百九十一、九百九十二、九百九十三、九百九十四、九百九十五、九百九十六、九百九十七、九百九十八、九百九十九、一千、一千零一、一千零二、一千零三、一千零四、一千零五、一千零六、一千零七、一千零八、一千零九、一千一十、一千一十一、一千一十二、一千一十三、一千一十四、一千一十五、一千一十六、一千一十七、一千一十八、一千一十九、一千二十、一千二十一、一千二十二、一千二十三、一千二十四、一千二十五、一千二十六、一千二十七、一千二十八、一千二十九、一千三十、一千三十一、一千三十二、一千三十三、一千三十四、一千三十五、一千三十六、一千三十七、一千三十八、一千三十九、一千四十、一千四十一、一千四十二、一千四十三、一千四十四、一千四十五、一千四十六、一千四十七、一千四十八、一千四十九、一千五十、一千五十一、一千五十二、一千五十三、一千五十四、一千五十五、一千五十六、一千五十七、一千五十八、一千五十九、一千六十、一千六十一、一千六十二、一千六十三、一千六十四、一千六十五、一千六十六、一千六十七、一千六十八、一千六十九、一千七十、一千七十一、一千七十二、一千七十三、一千七十四、一千七十五、一千七十六、一千七十七、一千七十八、一千七十九、一千八十、一千八十一、一千八十二、一千八十三、一千八十四、一千八十五、一千八十六、一千八十七、一千八十八、一千八十九、一千九十、一千九十一、一千九十二、一千九十三、一千九十四、一千九十五、一千九十六、一千九十七、一千九十八、一千九十九、二千、二千零一、二千零二、二千零三、二千零四、二千零五、二千零六、二千零七、二千零八、二千零九、二千一十、二千一十一、二千一十二、二千一十三、二千一十四、二千一十五、二千一十六、二千一十七、二千一十八、二千一十九、二千二十、二千二十一、二千二十二、二千二十三、二千二十四、二千二十五、二千二十六、二千二十七、二千二十八、二千二十九、二千三十、二千三十一、二千三十二、二千三十三、二千三十四、二千三十五、二千三十六、二千三十七、二千三十八、二千三十九、二千四十、二千四十一、二千四十二、二千四十三、二千四十四、二千四十五、二千四十六、二千四十七、二千四十八、二千四十九、二千五十、二千五十一、二千五十二、二千五十三、二千五十四、二千五十五、二千五十六、二千五十七、二千五十八、二千五十九、二千六十、二千六十一、二千六十二、二千六十三、二千六十四、二千六十五、二千六十六、二千六十七、二千六十八、二千六十九、二千七十、二千七十一、二千七十二、二千七十三、二千七十四、二千七十五、二千七十六、二千七十七、二千七十八、二千七十九、二千八十、二千八十一、二千八十二、二千八十三、二千八十四、二千八十五、二千八十六、二千八十七、二千八十八、二千八十九、二千九十、二千九十一、二千九十二、二千九十三、二千九十四、二千九十五、二千九十六、二千九十七、二千九十八、二千九十九、三千、三千零一、三千零二、三千零三、三千零四、三千零五、三千零六、三千零七、三千零八、三千零九、三千一十、三千一十一、三千一十二、三千一十三、三千一十四、三千一十五、三千一十六、三千一十七、三千一十八、三千一十九、三千二十、三千二十一、三千二十二、三千二十三、三千二十四、三千二十五、三千二十六、三千二十七、三千二十八、三千二十九、三千三十、三千三十一、三千三十二、三千三十三、三千三十四、三千三十五、三千三十六、三千三十七、三千三十八、三千三十九、三千四十、三千四十一、三千四十二、三千四十三、三千四十四、三千四十五、三千四十六、三千四十七、三千四十八、三千四十九、三千五十、三千五十一、三千五十二、三千五十三、三千五十四、三千五十五、三千五十六、三千五十七、三千五十八、三千五十九、三千六十、三千六十一、三千六十二、三千六十三、三千六十四、三千六十五、三千六十六、三千六十七、三千六十八、三千六十九、三千七十、三千七十一、三千七十二、三千七十三、三千七十四、三千七十五、三千七十六、三千七十七、三千七十八、三千七十九、三千八十、三千八十一、三千八十二、三千八十三、三千八十四、三千八十五、三千八十六、三千八十七、三千八十八、三千八十九、三千九十、三千九十一、三千九十二、三千九十三、三千九十四、三千九十五、三千九十六、三千九十七、三千九十八、三千九十九、四千、四千零一、四千零二、四千零三、四千零四、四千零五、四千零六、四千零七、四千零八、四千零九、四千一十、四千一十一、四千一十二、四千一十三、四千一十四、四千一十五、四千一十六、四千一十七、四千一十八、四千一十九、四千二十、四千二十一、四千二十二、四千二十三、四千二十四、四千二十五、四千二十六、四千二十七、四千二十八、四千二十九、四千三十、四千三十一、四千三十二、四千三十三、四千三十四、四千三十五、四千三十六、四千三十七、四千三十八、四千三十九、四千四十、四千四十一、四千四十二、四千四十三、四千四十四、四千四十五、四千四十六、四千四十七、四千四十八、四千四十九、四千五十、四千五十一、四千五十二、四千五十三、四千五十四、四千五十五、四千五十六、四千五十七、四千五十八、四千五十九、四千六十、四千六十一、四千六十二、四千六十三、四千六十四、四千六十五、四千六十六、四千六十七、四千六十八、四千六十九、四千七十、四千七十一、四千七十二、四千七十三、四千七十四、四千七十五、四千七十六、四千七十七、四千七十八、四千七十九、四千八十、四千八十一、四千八十二、四千八十三、四千八十四、四千八十五、四千八十六、四千八十七、四千八十八、四千八十九、四千九十、四千九十一、四千九十二、四千九十三、四千九十四、四千九十五、四千九十六、四千九十七、四千九十八、四千九十九、五千、五千零一、五千零二、五千零三、五千零四、五千零五、五千零六、五千零七、五千零八、五千零九、五千一十、五千一十一、五千一十二、五千一十三、五千一十四、五千一十五、五千一十六、五千一十七、五千一十八、五千一十九、五千二十、五千二十一、五千二十二、五千二十三、五千二十四、五千二十五、五千二十六、五千二十七、五千二十八、五千二十九、五千三十、五千三十一、五千三十二、五千三十三、五千三十四、五千三十五、五千三十六、五千三十七、五千三十八、五千三十九、五千四十、五千四十一、五千四十二、五千四十三、五千四十四、五千四十五、五千四十六、五千四十七、五千四十八、五千四十九、五千五十、五千五十一、五千五十二、五千五十三、五千五十四、五千五十五、五千五十六、五千五十七、五千五十八、五千五十九、五千六十、五千六十一、五千六十二、五千六十三、五千六十四、五千六十五、五千六十六、五千六十七、五千六十八、五千六十九、五千七十、五千七十一、五千七十二、五千七十三、五千七十四、五千七十五、五千七十六、五千七十七、五千七十八、五千七十九、五千八十、五千八十一、五千八十二、五千八十三、五千八十四、五千八十五、五千八十六、五千八十七、五千八十八、五千八十九、五千九十、五千九十一、五千九十二、五千九十三、五千九十四、五千九十五、五千九十六、五千九十七、五千九十八、五千九十九、六千、六千零一、六千零二、六千零三、六千零四、六千零五、六千零六、六千零七、六千零八、六千零九、六千一十、六千一十一、六千一十二、六千一十三、六千一十四、六千一十五、六千一十六、六千一十七、六千一十八、六千一十九、六千二十、六千二十一、六千二十二、六千二十三、六千二十四、六千二十五、六千二十六、六千二十七、六千二十八、六千二十九、六千三十、六千三十一、六千三十二、六千三十三、六千三十四、六千三十五、六千三十六、六千三十七、六千三十八、六千三十九、六千四十、六千四十一、六千四十二、六千四十三、六千四十四、六千四十五、六千四十六、六千四十七、六千四十八、六千四十九、六千五十、六千五十一、六千五十二、六千五十三、六千五十四、六千五十五、六千五十六、六千五十七、六千五十八、六千五十九、六千六十、六千六十一、六千六十二、六千六十三、六千六十四、六千六十五、六千六十六、六千六十七、六千六十八、六千六十九、六千七十、六千七十一、六千七十二、六千七十三、六千七十四、六千七十五、六千七十六、六千七十七、六千七十八、六千七十九、六千八十、六千八十一、六千八十二、六千八十三、六千八十四、六千八十五、六千八十六、六千八十七、六千八十八、六千八十九、六千九十、六千九十一、六千九十二、六千九十三、六千九十四、六千九十五、六千九十六、六千九十七、六千九十八、六千九十九、七千、七千零一、七千零二、七千零三、七千零四、七千零五、七千零六、七千零七、七千零八、七千零九、七千一十、七千一十一、七千一十二、七千一十三、七千一十四、七千一十五、七千一十六、七千一十七、七千一十八、七千一十九、七千二十、七千二十一、七千二十二、七千二十三、七千二十四、七千二十五、七千二十六、七千二十七、七千二十八、七千二十九、七千三十、七千三十一、七千三十二、七千三十三、七千三十四、七千三十五、七千三十六、七千三十七、七千三十八、七千三十九、七千四十、七千四十一、七千四十二、七千四十三、七千四十四、七千四十五、七千四十六、七千四十七、七千四十八、七千四十九、七千五十、七千五十一、七千五十二、七千五十三、七千五十四、七千五十五、七千五十六、七千五十七、七千五十八、七千五十九、七千六十、七千六十一、七千六十二、七千六十三、七千六十四、七千六十五、七千六十六、七千六十七、七千六十八、七千六十九、七千七十、七千七十一、七千七十二、七千七十三、七千七十四、七千七十五、七千七十六、七千七十七、七千七十八、七千七十九、七千八十、七千八十一、七千八十二、七千八十三、七千八十四、七千八十五、七千八十六、七千八十七、七千八十八、七千八十九、七千九十、七千九十一、七千九十二、七千九十三、七千九十四、七千九十五、七千九十六、七千九十七、七千九十八、七千九十九、八千、八千零一、八千零二、八千零三、八千零四、八千零五、八千零六、八千零七、八千零八、八千零九、八千一十、八千一十一、八千一十二、八千一十三、八千一十四、八千一十五、八千一十六、八千一十七、八千一十八、八千一十九、八千二十、八千二十一、八千二十二、八千二十三、八千二十四、八千二十五、八千二十六、八千二十七、八千二十八、八千二十九、八千三十、八千三十一、八千三十二、八千三十三、八千三十四、八千三十五、八千三十六、八千三十七、八千三十八、八千三十九、八千四十、八千四十一、八千四十二、八千四十三、八千四十四、八千四十五、八千四十六、八千四十七、八千四十八、八千四十九、八千五十、八千五十一、八千五十二、八千五十三、八千五十四、八千五十五、八千五十六、八千五十七、八千五十八、八千五十九、八千六十、八千六十一、八千六十二、八千六十三、八千六十四、八千六十五、八千六十六、八千六十七、八千六十八、八千六十九、八千七十、八千七十一、八千七十二、八千七十三、八千七十四、八千七十五、八千七十六、八千七十七、八千七十八、八千七十九、八千八十、八千八十一、八千八十二、八千八十三、八千八十四、八千八十五、八千八十六、八千八十七、八千八十八、八千八十九、八千九十、八千九十一、八千九十二、八千九十三、八千九十四、八千九十五、八千九十六、八千九十七、八千九十八、八千九十九、九千、九千零一、九千零二、九千零三、九千零四、九千零五、九千零六、九千零七、九千零八、九千零九、九千一十、九千一十一、九千一十二、九千一十三、九千一十四、九千一十五、九千一十六、九千一十七、九千一十八、九千一十九、九千二十、九千二十一、九千二十二、九千二十三、九千二十四、九千二十五、九千二十六、九千二十七、九千二十八、九千二十九、九千三十、九千三十一、九千三十二、九千三十三、九千三十四、九千三十五、九千三十六、九千三十七、九千三十八、九千三十九、九千四十、九千四十一、九千四十二、九千四十三、九千四十四、九千四十五、九千四十六、九千四十七、九千四十八、九千四十九、九千五十、九千五十一、九千五十二、九千五十三、九千五十四、九千五十五、九千五十六、九千五十七、九千五十八、九千五十九、九千六十、九千六十一、九千六十二、九千六十三、九千六十四、九千六十五、九千六十六、九千六十七、九千六十八、九千六十九、九千七十、九千七十一、九千七十二、九千七十三、九千七十四、九千七十五、九千七十六、九千七十七、九千七十八、九千七十九、九千八十、九千八十一、九千八十二、九千八十三、九千八十四、九千八十五、九千八十六、九千八十七、九千八十八、九千八十九、九千九十、九千九十一、九千九十二、九千九十三、九千九十四、九千九十五、九千九十六、九千九十七、九千九十八、九千九十九、</p>		<p>持 有 股 數</p>	<p>簽名或蓋章</p>	<p>第五聯：委託書貴股東如委託代理人出席請填妥此聯寄回。</p>
<p>徵求場所及人員簽署處：</p>		<p>徵求人</p>	<p>簽名或蓋章</p>			
<p>受託代理人</p>		<p>簽名或蓋章</p>	<p>簽名或蓋章</p>			

### 開會通知書

- 一、茲訂於一〇四年六月二十五日(星期四)上午九時整(受理股東報到時間於會議開始前三十分鐘辦理之)，假新北市土城區三民路4號3樓(土城工業區服務中心)，召開一〇四年股東常會。會議主要內容：(一)報告事項：1. 103年度營業報告。2. 103年度審計委員會審查報告書。3. 訂定「誠信經營作業程序及行為指南」案。4. 修訂「道德行為準則」案。(二)承認事項：1. 承認103年度營業報告書及合併財務報表案。2. 承認103年度盈餘分派案。(三)討論暨選舉事項：1. 討論修訂本公司章程大綱及章程 (「現行章程」) 部分條文並以修訂後之章程大綱及章程 (「修訂後章程」) 全文取代現行章程案。(以特別決議通過)。2. 全面提前改選本公司董事案。3. 討論修訂本公司「取得或處分資產之處理程序」案。4. 討論修訂本公司「資金貸與他人作業程序」案。5. 討論修訂本公司「背書保證作業程序」案。6. 討論修訂本公司「股東會議事規則」案。7. 討論修訂本公司「董事選舉辦法」案。8. 討論解除本公司新任董事及其代表人競業禁止案。(四)臨時動議。
  - 二、本公司一〇三年盈餘分配案業經董事會決議擬分配如下：
    1. 現金股利：擬提撥新台幣451,322,288元，每股擬分配2.5元。
    2. 配發員工紅利新台幣40,920,468元及董事酬勞2,352,927元。
    3. 現金股利俟本次股東常會通過後，授權董事會訂定配息基準日等事宜，現金股利按分配比例計算至元為止，元以下捨去，分配未滿一元之畸零款合計數，列入公司之其他收入。
    4. 嗣後如因買回本公司股份等因素影響流通在外股份數量，致使股東配息比率發生變動而需修正時，授權董事會全權處理之。
  - 三、擬依公司法第209條規定，提請股東會同意解除本公司新任董事及其代表人競業禁止之限制。
  - 四、依公司法第165條規定，自104年4月27日至104年6月25日止停止股票過戶。
  - 五、除於公開資訊觀測站公告外，特函奉達，並隨附股東會出席通知書及委託書各乙份，至希 查照撥冗出席， 貴股東如親自出席時，請填具第二聯出席通知書暨第三聯出席簽到卡(無須寄回)，於開會當日攜往會場報到出席。若委託代理人出席時，請填具第五聯委託書後全聯折疊寄回，並請於開會五日前送達本公司服務代理人福邦證券股份有限公司服務代理部，俟經該部於出席簽到卡內加蓋登記章，仍寄交 貴股東或 貴股東代理人收執，以憑出席股東會，如 貴股東或 貴股東代理人於開會前一天仍未收到出席簽到卡，請於開會當天攜帶身分證正本及印鑑至會場辦理出席。
  - 六、本次股東會若有委託書徵求人，本公司依規定擬將委託書徵求書面資料彙總於104年5月25日前上傳財團法人中華民國證券暨期貨市場發展基金會(證基會網址：<http://free.sfi.org.tw>)。投資人進入該網址後，請點選「查詢委託書公告開會資料由此進入」項目查詢相關資料。
  - 七、本次股東會委託書統計驗證機構為福邦證券股份有限公司服務代理部。
  - 八、敬請 查照辦理為荷。
- 此致  
貴股東

乙盛精密工業股份有限公司 董事會 敬啟



FIFTH AMENDED AND RESTATED MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

Eson Precision Ind. Co., Ltd.

益盛精密工業股份有限公司

(Adopted by Special Resolution passed by Members on [...], 2015)

Incorporated on the 17th day of June, 2008

INCORPORATED IN THE CAYMAN ISLANDS

THE COMPANIES LAW (as amended)

Company Limited by Shares

FIFTH AMENDED AND RESTATED

MEMORANDUM OF ASSOCIATION

OF

Eson Precision Ind. Co., Ltd.

益盛精密工業股份有限公司

(Adopted by Special Resolution passed by Members on [...], 2015)

- 1. The name of the Company is Eson Precision Ind. Co., Ltd. 益盛精密工業股份有限公司.
2. The registered office of the Company shall be at the offices of Offshore Incorporations (Cayman) Limited, Scotia Centre, 4th Floor, P.O. Box, 2004, George Town, Grand Cayman KY11122, Cayman Islands or at such other place as the Directors may from time to time decide.
3. The objects for which the Company is established are unrestricted and shall include, but without limitation, the following:
(a) To carry on the business of an investment company and to act as promoters and entrepreneurs and to carry on business as financiers, capitalists, concessionaires, merchants, bankers, traders, dealers, agents, importers and exporters and to undertake and carry on and execute all kinds of investment, financial, commercial, mercantile, trading and other operations.
(b) To carry on as principals, agents or otherwise howsoever the business of realtors, developers, consultants, estate agents or managers, builders, contractors, engineers, manufacturers, dealers in or vendors of all types of property including services.
(c) To purchase or otherwise acquire, to sell, to exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of, deal with and real and personal property and rights of all kinds and, in particular, mortgages, debentures, produce, concessions, options, contracts, patents, annuities, leases, stocks, shares, bonds, policies, book debts, business concerns, undertakings, claims, privileges and choses in action of all kinds.
(d) To subscribe for, conditionally or unconditionally, to underwrite, issue on commission or otherwise, take, hold, deal in, sell, dispose of, or otherwise acquire or be affiliated to or enter into partnership or into any arrangement for sharing profits, reciprocal concessions or cooperation with any person or company and to promote and aid in promoting, to constitute, form or organize any company, syndicate or partnership of any kind, for the purpose of acquiring, holding, managing, disposing of, or otherwise dealing with any property, advancing, directly or indirectly, the objects of the Company or for any other purpose which the Company may think expedient.
(e) 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 affiliated to or connected with the Company in any manner and whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by any such method and whether or not the Company shall receive valuable consideration therefor.
(f) To engage in or carry on any other lawful trade, business or enterprise which may at any time appear to the Directors of the Company capable of being conveniently carried on in conjunction with any of the aforementioned businesses or activities or which may appear to the Directors of the Company likely to be profitable to the Company.
In the interpretation of this Memorandum of Association in general and of this Clause 2 in particular no office, business or power specified or mentioned shall be limited or restricted by reference to or inference from any other office, business or power, or the name of the Company, or by the juxtaposition of two or more offices, businesses or powers and that, in the event of any ambiguity in this clause or elsewhere in this Memorandum of Association, the same shall be resolved by such interpretation and construction as will best enlarge and not restrict the objects, businesses and powers of and exercisable by the Company.
4. Except as prohibited or limited by the Companies Law (as amended), the Company shall have full power and authority to carry out any business and to be capable of all kinds and to do and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereto, including but without in any way restricting the generality of the foregoing, the power to make any alterations or amendments to this Memorandum of Association and the Articles of Association of the Company considered necessary or convenient in the manner set out in the Articles of Association of the Company, and the power to do to any of the following acts or things, viz. to pay all expenses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any other jurisdiction; to sell, lease or dispose of any property of the Company; to draw, make, accept, endorse, discount, execute and issue promissory notes, debentures, bills of exchange, all kinds of shares, warrants, coupons or certificates.
5. The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.
6. The share capital of the Company is NTD2,000,000,000 divided into 200,000,000 ordinary shares of a par value of NTD10 each with power for the Company to subject to the provisions of the Companies Law (as amended) and the Articles of Association, to redeem or purchase any of its shares and to sub-divide, increase or reduce its capital and to issue any part of its capital, whether original, redeemed, increased or reduced, with or without any preference, priority or special privilege or subject to any postponement of rights, or to any conditions or restrictions and to issue or destroy the certificate of any such altered shares or to issue new certificates in lieu of any certificates so destroyed or otherwise, whether declared to be ordinary, preference or otherwise, shall be subject to the powers herebefore contained PROVIDED ALWAYS that, notwithstanding any provision to the contrary contained in this Memorandum of Association, the Company shall have no power to issue bearer shares, warrants, coupons or certificates.
7. If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Law (as amended) and, subject to other provisions of the Companies Law (as amended) and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be de-registered in the Cayman Islands.

FIFTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

Eson Precision Ind. Co., Ltd.

益盛精密工業股份有限公司

(Adopted by Special Resolution passed by Members on [...], 2015)

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FIFTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION

OF

Eson Precision Ind. Co., Ltd.

益盛精密工業股份有限公司

(Adopted by Special Resolution passed by Members on [...], 2015)

TABLE A

Table with 2 columns: Term and Definition. Includes sections for Interpretation, Definitions, Applicable Law, Applicable Company Rules, Appointed Representative, Audit Committee, Board, Capital Reserve, Chairman, Company, Composition Committee, Cumulative Voting, Directors, Dividend, Electronic Record, Electronic Transactions Law, FSC, Independent Directors, Joint Operation Contract, Law.

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exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with Article 15.1 and 15.2. The Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to Market (Observation Post System in a manner consistent with the Applicable Public Company Rules twenty-one (21) days prior to the general meetings or, in the case of extraordinary general meetings, fifteen (15) days prior to such meeting.

- 19.6 The following matters shall be stated in the notice of a general meeting, with a summary of the major content to be discussed, and shall not be proposed as an extraordinary motion:
- election or discharge of Directors,
  - alteration of the Memorandum or Articles,
  - (i) dissolution, merger or spin-off, (ii) entering into, amending, or terminating any Lease Contract, Management Contract or Joint Operation Contract, (iii) transfer of the whole or any essential part of the business or assets of the Company, and (iv) acquisition or assumption of the whole of the business or assets of another person, which has a material effect on the operations of the Company,
  - ratification of an action by Director(s) who engaged in a business for himself or on behalf of another person that is within the scope of the Company's business,
  - distribution of the whole or part of the surplus profit of the Company in the form of new shares, capitalization of Capital Reserve and any other amount in accordance with Article 16, and
  - Private Placement of any equity-related securities to be issued by the Company.

19.7 The Board shall keep the Memorandum and Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoils of any corporate bonds issued by the Company at the Registered Office (if applicable) and the Company's stock affairs agent located in the ROC. Members may request, from time to time, by submitting documents (including evidence, his interests involved and indicating the designated scope of the inspection, access to inspect, review or make copies of the foregoing documents).

19.8 The Company shall make available all the statements and records prepared by the Board and the report prepared by the Audit Committee which will be submitted to the Members at the annual general meeting at the Registered Office (if applicable) and its stock affairs agent located in the ROC Ten (10) days prior to such annual general meeting in accordance with the Applicable Public Company Rules. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such inspection and review.

**20. Giving Notice**

20.1 Any Notice or document, whether or not to be given or issued under these Articles from the Company to a Member, shall be in writing or by cable, telex or facsimile transmission, message or other form of electronic transmission or communication, and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through an agent or a postman to the address set out in its registered address as appearing in the Register of Members or at any other address supplied by him to the Company for the purpose of, or as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the Notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or to the extent permitted by Applicable Law, may also be served by advertisement in appropriate newspapers. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the Register of Members and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

20.2 Any Notice or other document:

- if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post, in proving such service, or delivery is such as shall be sufficient to place the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent;
- if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery, or as the case may be, at the time of the relevant dispatch or transmission; and in proving such service or delivery a certificate in writing signed by the secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, dispatch or transmission shall be conclusive evidence thereof;
- may be given to a Member either in the English language or the Chinese language, subject to due compliance with all Applicable Law, rules and regulations.

This Article shall apply mutatis mutandis to the service of any document by a Member on the Company under any Articles.

**21. Postponement of General Meeting**

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

**22. Quorum and Proceedings at General Meetings**

22.1 No resolutions shall be adopted unless a quorum is present. Unless otherwise provided for in the Articles, Member present in person or by proxy or in the case of a corporate Member, by corporate representative, representing more than one-half of the total issued shares of the Company entitled to vote, shall constitute a quorum for any general meeting.

22.2 The Board shall submit business reports, financial statements and proposals for distribution of profits or allocation of reserves prepared by it for the purposes of annual general meetings of the Company for ratification by the Members in a manner consistent with the Applicable Public Company Rules. After ratification by the Members at the general meeting, the Board shall distribute copies of or announce to the public the ratified financial statements and the Company's resolutions on distribution of profits or allocation of losses to each Member or otherwise make the same available to the Members in accordance with the Applicable Public Company Rules.

22.3 Unless otherwise provided in the Articles, a resolution put to the vote of the meeting shall be decided on a poll, provided that the resolution shall be unanimously adopted and to have the same effect as a resolution received on a poll after the chairman of the meeting invites all attending Members' opinion and receives no objections. No resolution put to the vote at the meeting shall be decided by a show of hands.

22.4 Nothing in these Articles shall prevent any Member from initiating proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the convening of a general meeting or the passing of any resolution in violation of applicable laws or regulations or the Articles within 30 days after passing of such resolution. The Taiwan Taipei District Court, ROC, may be the court of the first instance for adjudicating any disputes arising out of the foregoing.

22.5 Unless otherwise expressly provided by the Law, the Memorandum or the Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.

22.6 Member(s) holding one per cent (1%) or more of the Company's total issued shares immediately prior to the relevant basic date period, during which the Company closed its Register of Members, may propose to the Company in writing one matter for discussion at an annual general meeting. The Company shall give a public notice in such manner and at such time as permitted by Applicable Law specifying the place and a period of not less than ten (10) days for Members to submit proposals. Proposals submitted for discussion at an annual general meeting shall not be included in the agenda of the annual general meeting where (a) the proposing Member(s) holds less than one per cent (1%) of the Company's total issued shares, (b) the matter of such proposal may not be resolved by a general meeting, (c) the proposing Member(s) has proposed more than one proposal, or (d) the proposal is submitted to the Company after the date fixed and announced by the Company for accepting Member(s) proposal(s).

**23. Chairman to Preside**

Unless otherwise agreed by a majority of the Members attending and entitled to vote thereat, the Chairman shall act as chairman at all meetings of the Members at which such person is present. In his absence a chairman shall be appointed or elected in accordance with the Applicable Public Company Rules.

**24. Voting on Resolutions**

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

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

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

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

24.5 In the event any Member who intended to exercise his voting power by way of a written ballot or electronic transmission and has served his voting decision on the Company pursuant to Article 24.4 hereof fails to appear at the general meetings in person, he shall, at least two (2) days prior to the date of such general meeting, serve the Company with a separate notice revoking his previous voting decision. Such separate notice shall be sent to the Company in the same manner as the notice mentioned in Article 24.4 hereof and, if received, is applicable as the previous voting decision under Article 24.4 was given to the Company. Votes by way of a written ballot or electronic transmission shall remain valid if the relevant Member fails to revoke his voting decision before the prescribed time.

24.6 A Member who has served the Company with his voting decision in accordance with Article 24.4 for the purpose of exercising his voting power by way of a written ballot or by way of electronic transmission may appoint a person as his proxy to attend the meeting in accordance with these Articles, in which case the vote cast by such proxy shall be deemed to have revoked his previous voting decision served on the Company and the Company shall only count the vote(s) cast by such expressly appointed proxy at the meeting.

**25. Proxies**

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

25.2 An instrument of proxy shall be in writing, be executed under the hand of the appointor or of his attorney duly authorized in writing or otherwise, the Company shall hold an election of Independent Directors at the next following general meeting. If all of the Independent Directors are resigned or removed, the Board shall hold, within sixty (60) days from the date of resignation or removal of last Independent Director, a general meeting to elect succeeding Independent Directors to fill the vacancies.

25.3 Subject to the Applicable Public Company Rules, except for an ROC trust enterprise or stock affairs agent approval pursuant to Applicable Public Company Rules, with respect to the Chairman being deemed appointed as proxy under Article 24.4, in the event a person acts as the proxy for two or more Members, the total number of issued and voting shares entitled to be voted as represented by such proxy shall be no more than three per cent (3%) of the total number of issued and voting shares of the Company immediately prior to the relevant book closed period, during which the Company closes its Register of Member; any vote in respect of the portion in excess of such three per cent (3%) threshold shall not be counted.

25.4 In the event that a Member exercises his voting power by way of a written ballot or electronic transmission and has also authorized a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any Member who has authorized a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, such Member's (i) vote cast in person or by way of such general meeting, serve the Company with a separate written notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of the proxy before the prescribed time.

25.5 The instrument of proxy shall be deposited at the Registered Office or the office of the Company's stock affairs agent in the ROC or at such other place as is specified for that purpose in the notice convening the meeting, or in any instrument of proxy sent out by the Company not less than five (5) days before the time for holding the meeting or adjourned meeting at which the proxy is to be used, and the Company shall not be bound to register the proxy if the proxy is not received at the office of the Company before the time for holding the meeting or adjourned meeting at which the proxy is to be used, and the proxy is not received at the office of the Company before the time for holding the meeting or adjourned meeting.

25.6 Where the Appointed Representative has been elected as a Director of the Company, the corporation (or other legal entity) which is a Member which has appointed the Appointed Representative to be elected as a Director, may at any time, serve notice on the Company

34.1 The Company may at a general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 34.2 below. Members present in person or by proxy, representing more than one-half of the total issued shares shall constitute a quorum for any general meeting to elect one or more Directors.

34.2 The election of Independent Directors and non-independent Directors shall be held together and the Director(s) shall be elected by Members upon a poll vote by way of cumulative voting (the manner of voting described in this Article to be referred to as "Cumulative Voting") in the following manner:

- the number of votes attached to each voting share held by a Member shall be cumulative and correspond to the number of Directors (including the Independent Directors and non-independent Directors) nominated for appointment at the general meeting;
- the Member(s) may vote all or part of their cumulated votes in respect of one or more Independent Director or non-independent Director candidates;
- such number of Director candidates receiving the highest number of votes in the same category of Directors to be elected shall be appointed; and
- where two or more Director candidates receive the same number of votes and as a result the total number of valid Directors intended to be appointed is exceeded, there shall be a run-off vote between the next greater candidates receiving the same number of votes to determine who shall be appointed; the chairman of the meeting shall draw for a Director nominated for appointment who is not present at the general meeting.

34.3 If the number of Independent Directors is less than three (3) persons due to the resignation or removal of such Independent Directors for any reason, the Company shall hold an election of Independent Directors at the next following general meeting. If all of the Independent Directors are resigned or removed, the Board shall hold, within sixty (60) days from the date of resignation or removal of last Independent Director, a general meeting to elect succeeding Independent Directors to fill the vacancies.

34.4 If the number of Directors is less than five (5) persons due to the vacancy of Director(s) for any reason, the Company shall call an election of Director(s) at the next following general meeting to fill the vacancies. When the number of vacancies in the Board of the Company equals to one-third of the total number of Directors elected, the Board shall hold, within sixty (60) days from the date of the occurrence of vacancies, a general meeting to elect succeeding Independent Directors to fill the vacancies.

34.5 Any corporation (or other legal entity) which is a Member shall be entitled to appoint such person or persons as its representative to be elected as a Director (the "Appointed Representative"). The election of an Appointed Representative as a Director is subject to the approval of Members in accordance with the provisions of this Article 34.

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

giving notice to replace the Appointed Representative with another person. Such notice shall be in writing, be executed under the hand of the Appointed Representative and take effect from the date specified in the notice or in the absence of such date, from the date on which the notice was served on the Company, and will not require any shareholders' approval. Accordingly, Articles 34.1, 34.2 and 34.3 do not apply in respect of the Replacement.

**35. Removal of Directors**

35.1 The Company may from time to time by Supermajority Resolution remove any Director from office, whether or not appointing another in his stead. Prior to the commencement of the term of office of the current Directors, the Members may at a general meeting re-elect all Directors, whose vote shall be calculated in accordance with Article 34.2 above. If no resolution is passed to approve that the existing Director(s) who is/are not re-elected at the general meeting shall remain in office until expiry of his/her original term of office, such non-re-elected Director(s) shall vacate their office with effect from the date the other Directors elected or re-elected at the same general meeting commence their office. Members present in person or by proxy, representing more than one-half of the total issued shares shall constitute a quorum for any general meeting to re-elect all Directors. If the term of office of all Directors expires at the same time and no general meeting was held before such expiry for re-election, the term of office shall continue and be extended to such time when new Directors are elected or re-elected in accordance with the provisions of these Articles.

35.2 In case a Director has, in the course of performing his duties, committed any act resulting in material damages to the Company or is in serious violation of applicable laws, regulations and/or these Articles, but has not been removed by a Supermajority Resolution, the Member(s) holding three per cent (3%) or more of the total number of issued shares of the Company may, within thirty (30) days after such general meeting, to the extent permissible under Applicable Law, institute a lawsuit to remove such Director. The Taiwan Taipei District Court, ROC, may be the court of the first instance for this matter.

**36. Vacation of Office of Director**

36.1 The office of Director shall be vacated if:

- the Director is removed from office pursuant to Article 35.1;
- the corporation (or other legal entity) which appointed an Appointed Representative, serves notice on the Company giving notice to remove such Appointed Representative from the office of Director, such removal shall take effect from the date specified in the notice or in the absence of such date, from the date on which the notice was served on the Company;
- the Director dies;
- the Director is automatically discharged from his office in accordance with Article 33.3;
- the Director resigns his office by notice to the Company;
- if the Director is the subject of a court order for his removal in accordance with Article 35.2;
- the Director is automatically removed in accordance with Article 36.2;
- the Director ceases to be a Director in accordance with Article 36.3; or
- with immediate effect without any action required on behalf of the Company if

- the Director has been adjudicated bankrupt, and has not been reinstated to his rights and privileges;
- an order is made by any competent court or official on the grounds that the Director has no legal capacity, or his legal capacity is restricted according to Applicable Law;
- the Director has committed an offence as specified in the ROC statute of offenses and/or regulations which is a criminal offence and he has been found guilty by a final judgment, and the time elapsed after he has served the full term of such sentence is less than five years;
- the Director has committed an offence in terms of fraud, breach of trust or misappropriation and subsequently has been punished with imprisonment for a term of more than one year, and the time elapsed after he has served the full term of such sentence is less than two years;
- the Director has been adjudicated guilty by a final judgment for misappropriating public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence is less than two years; or
- the Director has been disbarred for use of credit instruments, and the term of such sanction has not expired yet.

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

36.2 In case a Director has, during the term of office as a Director, transferred more than one-half of the Company's shares being held by him at the time he is elected, he shall, upon being removed automatically from the position of Director with immediate effect and no shareholders' approval shall be required.

36.3 If any Director has, after having been elected and before his inauguration of the office of Director, transferred more than one-half of the Company's shares being held by him at the time of his election as a Director, he shall, upon being removed automatically from the position of Director with immediate effect and no shareholders' approval shall be required. If any Director has, after having been elected as a Director, transferred more than one-half of the Company's shares being held by him within the share transfer prohibition period given to a shareholders' meeting according to the Applicable Public Company Rules, then he shall immediately cease to be a Director and no shareholders' approval shall be required.

**37. Compensation of Directors**

37.1 The Board shall, in accordance with the Applicable Public Company Rules, establish a Compensation Committee comprised of at least three members, one of whom shall be an Independent Director. The professional qualifications of the members of the Compensation Committee, the responsibilities, powers and other related matters of the Compensation Committee shall comply with the Applicable Public Company Rules. Upon the establishment of the Compensation Committee, the Board shall, by a resolution, adopt a charter for the Compensation Committee the provisions of which shall be consistent with the Applicable Public Company Rules.

37.2 The compensation referred in the preceding Article shall include the compensation, stock option and other incentive payments of Directors and managers of the Company.

37.3 The compensation of the Directors may be decided by the Board by reference to the compensation made by the Compensation Committee of a publicly listed company, generally adopted by other enterprises in the same industry, and shall be paid in cash only. The Directors may be paid all travel, hotel and other expenses properly incurred by them in attending and returning from the meetings of the Board, any committee appointed by the Board, general meetings of the Company, or in connection with the business of the Company or their duties as Directors generally. A Director is also entitled to distribution of profits of the Company if permitted by the Law, the Applicable Public Company Rules, the service agreement or other similar contract that he/she has entered into with the Company.

**38. Defect in Election of Director**

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

**39. Directors to Manage Business**

The business of the Company shall be managed and conducted by the Board. In managing the business of the Company, the Board may exercise all such powers of the Company as are not, by the Law or by these Articles, required to be exercised by the Company in general meeting subject, nevertheless, to the Articles, the provisions of the Law, and to such directions as may be prescribed by the Company in general meeting.

**40. Powers of the Board of Directors**

Without limiting the generality of Article 39, the Board may subject to Article 14.4:

- appoint, suspend, or remove any manager, secretary, clerk, agent or employee of the Company and may fix their compensation and determine their duties;
- exercise all the powers of the Company to borrow money and to mortgage or charge or otherwise grant a security interest in its undertaking, property and uncalled capital, or any part thereof, and may issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party;
- appoint one or more Directors to act as the office of the managing director, executive officer of the Company, who shall, subject to the control of the Board, supervise and administer all of the general business and affairs of the Company;

(d) appoint a person to act as manager of the Company's day-to-day business and may entrust to and confer upon such manager such powers and duties as it deems appropriate for the transaction or conduct of such business;

(e) by power of attorney, appoint any Company, firm, person or body of persons, whether nominated directly or indirectly by the Board, to be an attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) and for such period and subject to such conditions as it may think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any attorney as the Board may think fit and may also authorize any attorney to sub-delegate all or any of the powers, authorities and discretions so vested in the attorney thereunder, may, if so authorized, execute any deed or instrument in the manner permitted by the Law;

(f) procure that the Company pays all expenses incurred in promoting and incorporating the Company;

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

(h) delegate any of its powers (including the power to sub-delegate) to any person on such terms and in such manner as the Board sees fit;

(i) present any petition and make any application in connection with the liquidation or reorganization of the Company;

(j) in connection with the issue of any share, pay such commission and brokerage as may be permitted by law; and

(k) authorize any Company, firm, person or body of persons to act on behalf of the Company for any specific purpose and in connection therewith to execute any agreement, document or instrument on behalf of the Company.

**41. Register of Directors and Officers**

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

- first name and surname; and
- address.

41.2 The Board shall, within the period of thirty days from the occurrence of:-

- any change among its Directors and Officers; or
- any change in the particulars contained in the Register of Directors and Officers,

cause to be entered on the Register of Directors and Officers the particulars of such change and the date on which such change occurred, and shall notify the Register of Companies in accordance with the Law.

**42. Officers**

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

**43. Appointment of Officers**

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

**44. Duties of Officers**

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

**45. Compensation of Officers**

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

**46. Conflicts of Interest**

46.1 Any Director, or any Director's firm, partner or any company with whom any Director is associated, may act in any capacity for, be employed by or render services to the Company and such Director or such Director's firm, partner or company shall be entitled to compensation as if such Director were not a Director; provided that this Article 46.1 shall not apply to Independent Directors.

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

46.3 Notwithstanding anything to the contrary contained in this Article 46, a Director who has a personal interest in the matter under discussion at a meeting of the Directors, which may conflict with or impair the interests of the Company, shall not vote or exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting.

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

46.5 Notwithstanding anything to the contrary contained in this Article 46, a Director who has a personal interest in the matter under discussion at a meeting of the Directors shall declare the nature of the interest and the essential contents of his interest at the relevant meeting of the Directors.

**47. Identification and Exculpation of Directors and Officers**

47.1 The Directors and Officers of the Company and any trustee for the time being acting in relation to any of the affairs of the Company and every former director, officer or trustee and their respective heirs, executors, administrators, and personal representatives (each of which persons being referred to in this Article as an "indemnified party") shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act or omission of the Company, shall not vote or exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting.

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

47.3 Notwithstanding anything to the contrary contained in this Article 46, a Director who has a personal interest in the matter under discussion at a meeting of the Directors shall declare the nature of the interest and the essential contents of his interest at the relevant meeting of the Directors.

**48. Board Meetings**

Subject to the Applicable Public Company Rules, the Chairmanship call a meeting of the Board and the Board may meet for the transaction of business, ad hoc and otherwise in regular meetings as set forth in the Charter of the Company. The Board shall meet at such time and place as may be determined by the Board.

48.1 The Board shall meet at such time and place as may be determined by the Board.

48.2 The Board may meet by any means of communication, including by electronic means, provided that each Director participating in such meeting shall be able to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

48.3 The quorum for a meeting of the Board shall be more than one-half of the total number of the Directors.

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**49. Notice of Board Meetings**

The Chairman may, and the Secretary on the requisition of the Chairman shall, at any time summon a meeting of the Board. To convene a meeting of the Board, a notice setting forth therein the matters to be considered and if appropriate, approved at the meeting shall be given to each Director no later than seven (7) days prior to the scheduled meeting date. However, in the case of emergency as agreed by a majority of the Directors, the meeting may be convened with a shorter notice period in a manner consistent with the Applicable Public Company Rules. Notice of a meeting of the Board shall be deemed to be duly given to the extent that the notice has been given to such Director verbally (in person or by telephone) or otherwise communicated or sent to such Director by post, cable, telex, facsimile, electronic mail or other mode of representing words in a legible form at such Director's last known address or any other address given by such Director to the Company for this purpose.

49.1 The Board may meet by any means of communication, including by electronic means, provided that each Director participating in such meeting shall be able to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

49.2 The quorum for a meeting of the Board shall be more than one-half of the total number of the Directors.

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**50. Board to Continue in the Event of Vacancy**

The Board may act notwithstanding any vacancy in its membership.

**CORPORATE RECORDS**

**55. Minutes**

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

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

**56. Register of Mortgages and Charges**

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

56.2 The Register of Mortgages and Charges shall be open to inspection by Members and creditors in accordance with the Law. The Register Office on every business day in the Cayman Islands, subject to such reasonable restrictions as the Board may impose, so that not less than two (2) hours in each such business day be allowed for inspection.