	田 人 3 4 本				
	開會通知書 Notice for the Convention of 2019 Annual General Meeting of Members of Parade Technologies, Ltd.				
	一、茲訂於民國108年6月18日上午9時整假台北市信義路4段236號7棲舉行本公司民國108年股東常會(受理股東報到時間:上午8:30起,報到處地點同開會地點),會議召集事由:(一)報告事項:1.面元2018年度營業報告。2.審計委員會西元2018年查核報告。3.西元2018年第2次庫藏股計畫及買回情形報告。4.西元2018年度員工酬券及董事酬勞分派情形報告。5.西元2012年度員工級股權憑證發行及認股辦法修訂報告。(二)承認事項:1.承認西元2018年度營業報告書案。2.來認西元2018年度合財務報表案。3.承認西元2018年度合併財務報表案。3.承認西元2018年度合併財務報表案。3.承認西元2018年度盈餘分派案。(三)計論事項:1.核准發行西元2019年限制員工權利新股計畫案。2.核准修				
	訂本公司章程案(本案須以特別決議通過)。3.核准修訂本公司取得或處分資產處理程序案。4.核准修訂本公司資金貸與作業程序案。5.核准修訂本公司背書保證作業程序案。(四)選舉事項:改選董事(含獨立董事)案。(五)臨時動議。				
	2019 Annual General Meeting of Members ("AGM") will be held on June 18, 2019 at 9:00 a.m. Taipei Local Time at 7F., No. 236, Section 4, Xinyi Rd., Xinyi District, Taipei City 110, Taiwan. (Shareholder registration: 8:30 a.m., and the location is the same as the above.) Meeting Agenda of 2019 AGM: I.Report Items: 1.To report the 2018 business. 2.To report the 2018 review report by the Audit Committee. 3.To report the implementation of the 2018-2 Share Repurchase and Incentive Plan. 4.To report the allocation of 2018 employees' cash bonuses and the Directors' remuneration. 5.To report the amendment of the Company's 2012 Employee Stock Option Plan. II.Proposals: 1.To ratify the 2018 business report. 2.To adopt the Company's 2018 audited consolidated financial reports. 3.To approve the 2018 profit distribution plan. III. Discussions: 1.To approve 2019 Employee Restricted Stock Awards Plan. 2.To approve the amendment of the Company's Amended and Restated Articles of Association (need to pass as special resolution). 3.To approve the amendment of the Company's procedures of acquisition or disposal of assets. 4.To approve the amendment of the Company's procedures for lending funds to other parties.				
	5. To approve the amendment of the Company's procedures for endorsement and guarantee. IV. Election Items: To re-elect the Directors (Independent Directors inclusive) of the Company's Board of Directors. V.Questions and Motions.				
	こ、核准修寸本公司章程案之主要内容: 因應最新中華民國公司法之修正,以及中華民國證券櫃檯買賣中心依據稼修正而修改之「外國發行人註冊地股東權益 保護事項檢查表」規定,修訂本公司章程第2・28-1、28-2、34、35、46、81、107、108-1、108-2、113-1條。請參閱附件一。 The content of approval the amendment of the Company's Amended and Restated Articles of Association: Amendments of Article 2, 28-1, 28-2, 34, 35, 46, 81, 107, 108-1、108-2 and 113-1 made in response to the latest amendment of the ROC Company Act, which has been incorporated into the Checklist for Protecting Shareholders of Foreign Issuer, and the requirement of Taipei Exchange. Please see the attachment I.				
	2.採提名制之候選人名單:【獨立董事:Dennis Lynn Segers、沈楨林、Charlie Xiaoli Huang】。 3.各候選人之學經歷等相關資料之查詢網址爲:[http://mops.twse.com.tw]。				
$\Box$	I. This Annual General meeting shall elect nine (9) Directors (including three (3) Independent Directors).  II. Names of nominated candidates: Dennis Lynn Segers, Jen-Lin (Norman) Shen, and Charlie Xiaoli Huang.				
	III. Please refer to http://mops.twse.com.tw for all candidates' detailed education background, experiences and related information. 四、本公司盈餘分永議案,業經董事會擬訂,其主要內容如下:現金股利每股配發新台幣12.41元,總計新台幣980,750,859元。 The profit distribution plan is proposed by the Board of Directors as following: Total cash dividends of NT\$980,750,859 (NT\$12.41 per share). 五、發行西元2019年限制員工權利新股計畫案主要內容:請參閱附件二。 The 2019 Employee Restricted Stock Awards Plan (the "2019 RSA Plan"): Please see the attachment II.				
	六、檢奉出席通知書及委託書各一份, 實股東如決定親自出席者,請於「出席通知書」上簽名或蓋章後(無須寄回),於開會當日攜往會場報到出席;如委託代理人出席時,請於「委託書」上簽名或蓋章,並親填受託代理人姓名及地址後,於開會五日前送達本公司股務代理人中國信託商業銀行代理部,以憑寄發出席簽到卡予受託代理人。				
	Enclosed please find the "Notice of Attendance" and "Proxy Page", please sign or seal in the "Notice of Attendance" while you want to attend the meeting in person. Shareholder may sign or seal in the "Proxy Statement" to appoint a proxy in writing to attend the meeting on his or her behalf by executing a power of attorney. Please send out such written "Proxy Statement" to the Company's stock agency the Transfer Agency Department of CTBC Bank no later than fifth				
1 1	(5)th day prior to the meeting date for processing the "Attendance Card" to the proxy recipient. ※七、如有股東徵求委託書,本公司將於民國108年5月17日製作徵求人徵求資料彙總表冊揭露於證基會網站,投資人如欲查詢,可直接鍵入(https://free.sfi.org.tw)	1 1			
	至『委託書免費查詢系統』、輸入查詢條件即可。 The company will compile a summary statement of the relevant information solicited by shareholders through solicitation for the proxy and disclose the content in the website of Securities & Futures Institute (SFI) on May 17, 2019. Investors can link with SFI's web address (https://free.sfi.org.tw) of relevant information.				
	八、本次股東會得以電子方式行使表決權,行使期間為:自民國108年5月18日起至民國108年6月15日止,請逕登入臺灣集中保管結算所股份有限公司「股東會電子投票平台」【https://www.stockvote.com.tw】,依相關說明操作之。				
	The meeting will adopt electronic voting as one of the methods for members to vote for resolutions. For voting on line, the electronic voting platform of Taiwan Depositary and Clearing Corporation will be available at https://www.stockvote.com.tw beginning from May 18, 2019 to June 15, 2019. Please log in and vote				
	in accordance with the instructions.  九、本次股東會委託書之統計驗證機構爲「中國信託商業銀行代理部」。 The proxies shall be tallied and verified by the Transfer Agency Department of CTBC Bank.  十、敬请 察照辦理爲荷。 Please execute as above-mentioned.				
	此致 貴股東 To Shareholder				
	譜瑞科技股份有限公司董事會 <mark>氫觸透氫</mark> 敬啓 Parade Technologies, Ltd.				
	Second copy: Application for Cash Dividend Remittance				
	1.If you have a brokerage and a bank account in Taiwan and agree to use the existing banking account registered with the Share Registrar, cash dividend will be remitted to your existing account. There will a NT\$10 processing fee which will be deducted from your dividend payment.  2.If you have a brokerage and a bank account 2.If you have 3.If				
	in Taiwan and prefer to receive a check, it will be mailed out to you as a registered mail on the day of Dividend Payment Date. A mailing & handling fee of NT\$31 will be deducted from the dividend payment. Please note that checks can only be mailed to addresses in the dividend payment. Please note that checks can only be mailed to addresses in the dividend payment. Please note that checks can only be mailed to addresses in the dividend payment. Please note that checks can only be mailed to addresses in the dividend payment. Please note that checks can only be mailed to addresses in the dividend payment. Please note that checks can only be mailed to addresses in the dividend payment. Please note that checks can only be mailed to addresses in the dividend payment. Please note that checks can only be mailed to addresses in the dividend payment. Please note that checks can only be mailed to addresses in the dividend payment. Please note that checks can only be mailed to addresses in the dividend payment. Please note that checks can only be mailed to addresses in the dividend payment. Please note that checks can only be mailed to addresses in the dividend payment. Please note that checks can only be mailed to addresses in the dividend payment. Please note that checks can only be mailed to addresses in the dividend payment. Please note that checks can only be mailed to addresses in the dividend payment. Please note that checks can only be mailed to addresses in the dividend payment. Please note that checks can only be mailed to addresses in the dividend payment. Please note that checks can only be mailed to addresses in the dividend payment. Please note that checks can only be mailed to addresses in the dividend payment. Please note that checks can only be mailed to addresses in the dividend payment. Please note that checks can only be mailed to addresses in the dividend payment. Please note that checks can only be mailed to addresses in the dividend payment. Please note that checks can only be mailed to addresses				
	from the dividend payment. Please note that checks can only be mailed to addresses in lawan.  4 行名稱 銀行代號 銀行存款帳號(分行列、科目、帳號、檢查號碼) 計畫 自 Bank Account Bank Bank Bank Bank Bank Bank Bank Bank				
$\Box$	in Taiwan and prefer a different account for this particular dividend payment or make the second sec				
	### Change permanentry, Dieses inform of 180 class information of affixed with your personal stamp/seal on the class information of affixed with your personal stamp/seal on the class information of the class information				
		, ,			
	※個人資料運用告知條款(Notice on the Use of Personal Information)	1 1			
Ш	中信銀基於爲您於中華民國境內外處理本書件事項之目的,在本書件事項之目的存續期間、或依相關法令所定或因執行業務所必須之保存期間或依個別契約就資料之保存所定之保存年限(以孰後屆至者	Ш			
	法令所定或因執行棄務所必須之保存期間或依個別契約就負料之保存所定之保存平限 (以孰後屆至者 爲準),就直接或間接蒐集之您的個人資料,將以書面、音軌及/或電子等形式處理、利用及/或國際				
	傳輸,包括但不限於揭露予公務機關或協助處理本事項之第三人。您得要求查詢、閱覽、製給複本、				
	補充或更正、停止蒐集、處理、利用及/或國際傳輸或刪除您的個人資料,但中信銀可能因此無法提供您所需金融商品或服務及提前終止與您之契約及相關服務,中信銀亦可能依法或基於風險管理等因素				

In order for CTBC Bank Co., Ltd. (CTBC) to handle the matters hereon for you, during the continuance period of the matters heron, the safekeeping period as stipulated by relevant laws and regulations or required for exercising

business, or safekeeping period as demonstrated in each contract, whichever later shall prevail, CTBC will process, use and/or internationally transmit, in the form of writing, audio recording and/or electronic files and others, including

but not limited to disclosure to government agencies or a third party assisting the said matters, your personal

information which has been directly or indirectly collected by CTBC. You may request for inquiry, review, duplicates, supplement, correction and deletion of your personal information or for cease of collection, process, use and/or

international transmission of the same. Nevertheless, CTBC may therefore discontinue its financial products and

services and terminate relevant services and contracts with you. In addition, CTBC may decline to follow your

aforementioned request pursuant to relevant laws or factors such as risk management policy.

100-08 台北市中正區重慶南路1段83號5樓 譜 瑞 科 技 股 份 有 限 公 司股務代理人 中 國 信 託 商 業 銀 行 代 理 部 https://ecorp.ctbcbank.com/cts/index.jsp 客服語音專線:(02)6636-5566(股票代號:4966)

100-08 5th Floor, NO. 83, Sec. 1, Chongqing S. Rd., Taipei, ROC Transfer Agency of Parade Technologies, Ltd.
Transfer Agency Department of CTBC Bank Co., Ltd.
https://ecorp.ctbcbank.com/cts/index.jsp
TEL No.:+886-2-6636-5566 (Stock code:4966)

第1聯 (First co

Name of

Shareholde

(602)

開會通知請速詳閱 親自出席無須寄回

國 内 野 设 已 付

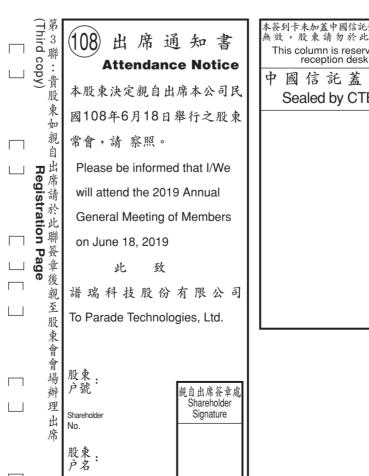
(限向郵局窗口交寄)

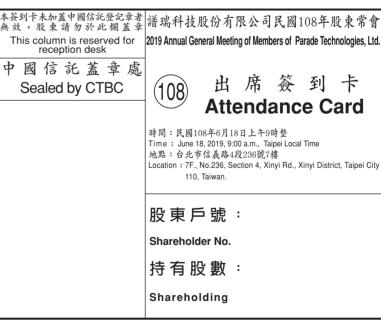
台北郵局許可證台北字第1333號

## 股東 台啓 Shareholder

集保結算所「股東e票通」電子投票www.stockvote.com.tw

 $\Box$ 





602 譜瑞-KY Parade

## 委託書塡表須知 INSTRUCTIONS

- 一、委託書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一百七十七條規定辦理。
  - The format and content of proxy shall be prepared and conducted in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meeting of Public Companies (the "Regulations") and Article 177 of the Taiwan Company Act.
- 二、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 目。

Please make a request for the provision of contents of proxy solicitation letters and printing materials, or reference solicitors' proxy statements and printing materials compiled by the Company before issuing your proxy in order to figure out the backgrounds of both the solicitor and the director candidate and the solicitors' opinions to the items of Meeting accurately.

- 三、股東應使用本公司印發之委託書用紙,委託書與親自出席通知書均簽名或蓋章者,視爲親自出席;但委託書由股東交付徵求人或受託代理人者視爲委託出席。
  - Please use the Proxy Statement printed by the Company. In case the Company receives both signed or sealed Proxy Statement and Notice of Attendance from a shareholder, such shareholder will be deemed attending the Meeting in person unless the Proxy Statement is delivered to the solicitor or the proxy agent.
- 四、委託書應由委託人親自簽名或蓋章,並應由委託人親自塡具徵求人或受託代理人姓名。但信託事業或股 務代理機構受委託擔任徵求人,及股務代理機構受委任擔任委託書之受託代理人者,得以當場蓋章方式 代替之。

The shareholder shall fill out the name of the solicitor or the proxy agent in the Proxy Statement and sign or affix seals on the proxies in person; however, in the situation where a trust enterprise or stock affairs agent acts as the solicitor and a stock affairs agent mandated to act as the proxy agent, seals be affixed on the proxies in substitution shall be permitted.

- 五、徵求人或受託代理人應於委託書上簽名或蓋章,並詳填户號、姓名或名稱、身分證字號或統一編號、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;徵求人如爲信託事業、股務 代理機構,請於股東戶號欄內填寫統一編號。
  - Solicitor or proxy agent shall sign or seal in the Proxy Statement and fill out the number of the shareholder, name, identification number and address. The proxy agent who is not the shareholder of the Company shall fill the identification number or unified business number in the column of Shareholder Number; on the other hand, in the situation where a trust enterprise or stock affairs agent acts as the solicitor, the proxy agent shall fill its unified business number in the column of Shareholder Number.
- 六、委託書應於開會五日前送達本公司股務代理人中國信託商業銀行代理部;委託書送達公司後,股東欲親 自出席股東會或欲以書面或電子方式行使表決權者,應於股東會開會二日前,以書面向公司爲撤銷委託 之通知;逾期撤銷者,以委託代理人出席行使之表決權爲準。

The Proxy Statement shall be deposited at the Company's stock agent, Transfer Agency Department of CTBC Bank, at least five (5) days prior to the Meeting date. In the event that any shareholder who has appointed a proxy to attend a general meeting later intends to attend the meeting in person or to exercise his voting power by way of a written ballot or through electronic transmission, he shall, at least two (2) days prior to the date 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 shareholder fails to revoke his appointment of such proxy before the prescribed time.

安 元 青 Proxy Statement		Proxy by (shareholder)	就 602 a Farade
1. 族表地	原際 のffering cash or non-cash considerat- ion in exchange for proxies is prohibited during proxy solicitation. 二、發現違法要託	户號 No. 姓名成名稱 Name 持有	簽名或蓋章 Sign or Seal
2. 「不適切 たい で 皮 の	書,可檢附具 體事證向集保 結算所檢舉, 經 查 證 屬 實	後 求 人 Solicitor	簽名或蓋章 Sign or Seal
(1) 「For (2) ○ Against(3) ○ Abstain	Please report to Taiwan Depository & Clearing Corp (TDCC) supplement- ing with specific	户號 NO. 蛙名或名稱 Name	
To approve the amendment of the Company's procedures for endorsement and quarantee.  (1)○青点(2)○反射(3)○秦棣 (1)○For (2)○Against(3)○Abstain 9. 戊亞豪子合詞之妻子梁。	when discovering any	受託代理人 Proxy Agent	簽名或蓋章 Sign or Seal
To re-elect the Directors (Independent Directors inclusive) of the Company's Board of Directors.  10. 臨時動義。 Questions and Motions.  2. 本股東未於前項目內均還按模範固或同時均遷者,視為全樓季託,但服務代理機構接任受托便业者,不得接受全樓委託,代理人應依新項(2)之技模内容,指 neither authorization scope box is ticked in the former item, it will be deemed as "authorization granted in full scope". However, whenever a stock affairs agent mandated to act as the proxy agent, no authorization granted in full scope shall be permitted. The proxy agent, no authorization granted in full scope shall be permitted. The proxy agent shall vote and act on behalf the Member pursuant to authorization methods of exercise described as item 1(2).  3. 和度來代理人得對音減臨時事宜全樓處理之。 The proxy agent may have the authorization to act on the Member's behalf for extemporary motions during the Meeting.  4. 汤普出係遊伐出席來到十等文代理人被换,如因致政期简章,本委託書仍易有效很比一會期)。 Please deliver the Attendance Card to proxy agent. This Proxy Card will	suspicious illegal obtaining or use of proxies. Once verified by TDCC, the person making the report will be granted a reward	户 號 No. 姓名或名稱Name 寿舟避手魄 DNo.	
remain effective at any adjournment or postponement of the Meeting. 此 致 緒瑞科技股份有限公司 技權日期 年 月 日 TO Parade Technologies, Ltd. Date of Authorization:	Report phone number: +886 2 25473733	住 址Address	

徵求場所及人員簽章處:

附件一: 核准修訂本公司章程案之主要內容 擬修訂條文 Proposed Amendme mendment of the Company's Amended and Restated Articles of Association e the term of sentence, (ii) has commenced to serve the term of sentence but not served the full term, or (iii) the time elapsed after he has served the full term of such sentence less than five (5) years have elapsed from the date of Proposed Amendments (Omit.) In the course of conducting its business, the Company shall comply with the Applicable Public Company Rules and business ethics and may take corporate actions to 公司經營業務,應遵守法令及商業 (f) 曾犯詐欺、背信、侵占罪經受有 completion of the full sentence, the date of expiry of the probation period or the date on 採行增進公共利益之行 為,以善盡其社會責任。 promote public interests in order to fulfill its social responsibilities which he has been pardoned; 未執行,(ii) 尚未執行完畢,或 (f) has committed an offence involving fraud, breach of trust or misappropriation 28-1. 於公開發行公司規則及關曼公司法允 28-1. To the extent permitted under and subject to the Applicable Public Company Rules and 執行 (W) 同不報刊 元辛 (X(III) 執行完畢、緩刑期滿或赦免後服 刑期滿尚未逾二年者; subsequently sentenced to imprisonment of a term of more than one (1) year by a final 許之前提下,繼續三個月以上持有已 發行股份總數過半數股份之股東,得 the Statute, any one or more Members holding in aggregate more than fifty percentage (50%) of the total number of the issued Shares of the Company for at least three (3) judgment, and (i) has not commenced to serve the term of sentence judgment, and (1) has no conflicted to serve the term of sentence, (10) has commenced to serve the term of sentence but not served the full term, or (iii) the time elapsed after he has served the full term of such sentence is less than two (2) years have elapsed from the date of completion of the full sentence, the date of expiry of the probation period or the date on which he has been pardoned; (g) 曾犯貪污治罪條例之罪,曾服公 consecutive months may convene an extraordinary general meeting. The period during 及持股數之計算,以停止股票過戶時 which a Member holds the Shares and the number of Shares held by a Member shall be 務虧空公款、經判決有罪確定 determined based on the Register of Members as of the book close date of the relevant (i) 尚未執行,(ii) 尚未執行完 畢,或(iii)執行完畢、緩刑期滿或 extraordinary general meeting. 赦免後服刑期滿尚未逾二年者 (g) having been adjudicated guilty by a final judgment for misappro-28-2. 審計委員會之獨立董事除董事會不為 28-2. If the board of Directors does not or is unable or if it is in the interest of the Company to during the time of his public service, committed an offense as specified in the convene a general meeting, the Independent Director of the Audit Committee may convene a general meeting when necessary. 召集或不能召集股東會外,得為公司 Anti-Corruption Act and subsequently adjudicated guilty by a final judgment, and (i) h commenced to serve the term of sentence, (ii) has commenced to serve the term of sentence, (ii) has commenced to serve the term of sentence but not served the full term, or (iii) the time elapsed after he has served the full term, or (iii) the time elapsed after he has served the full term of such sentence is to the full term of such sentence 利益,於必要時,召集股東會。 (i) 受輔助宣告(定義依中華民國民法 規定)尚未撤銷。 如董事當選人有前項第(c)、(d) 下列事項應於股東會召集通知中載明 34. The following matters shall be stated in the notice of general meetings, with a summary of 並說明其主要內容,不得以臨時動議提 the material content to be discussed, and shall not be brought up as an ad hoc motion. The (e)、(f)、(g)、(h)與(j)赦任一款情事 之一者,該董事當選人應被取消董事 出;其主要內容得置於金管會或公司指 Company may post such material contents on the website designated by FSC or the letion of the full sentence, the date of expiry of the probation period or the date on 定之網站,並應將其網址載明於通知 Company and state the website address in the notice of general meeting: 當選人之資格 (h) (Omit); or (h) 減資。 (h) reduction of capital; and (i) has been adjudicated of the commencement of assistantship (as defined in the Civil (i) 申請停止公開發行 Code of the ROC) and such assistantship or similar declaration having not bee (i) application for de-registration as a public company in ROC. (略),隨時請求查閱<u></u>抄錄或複製;公 司並應令股務代理機構提供。董事會或 其他召集權人召集股東會者,得請求公 司或股務代理機構提供股東名簿。 5. (Omit.) The Company shall procure such agent to furnish the documents as requested. The or any person who is entitled to convene the general meeting in accordance with these A may require the Company or its stock affairs agent to furnish the Register of Members. In the event that any of the foregoing events described in clauses (c), (d), (e), (f), (g), (h) and (f) has occurred to a candidate for Directorship, such person shall be disqualified from being elected as a Director. 108-1 (Omit), the Member(s) who has been individually, or have been collectively, continuously holding
13% or more of the total number of the issued shares of the Company over six (6) months eve 可或被例(全級格底成本石母一 特有百分之一以上流通在外股份之股 東、於相關修止通戶期間(內面一 起東名等變更之期間內)前,得以書 面或電子受理方式,向本公司提出年度 股東常會議案,除有下列情事之一,董 事會應應服息所提議。對局股東會 域象,除(4) 链接率距車技术,即(4) 6. Member(s) holding 1% or more of the total outstanding Shares immediately prior to the relevant book close period, during which the Company closed its Register of Members, may propose to the Company a proposal for discussion at an annual general meeting in writing or way of electroic transmission, Proposals shall be included in the aqued for the annual general meeting unless (a) the proposing Member(s) holds less than 1% of the total number of outstanding 已發行股份總數百分之<u>一</u>三以上之 股東,得對董事提起訴訟,(略) year may, in his/her/its name, launch a litigation against such Director (omit.) 08-2. (咯),董事<u>(不含獨立董事)</u>於任期 108-2 (Omit), any Director <u>(excluding Independent Director)</u> who, during his/her term and in 中累積轉讓超過其於股東會選任為 one or more transactions, accumulatively transfers more than fifty percent (50%) of the total Shares held by such Director at the time he/she is elected at a general meeting (the Shares, (b) (omit); (c) (omit); (d) the Board does not receive the proposal during the proposal 董事當時(「選任當時」)所持有之公司股份數 50%時,不符股東會決 之議案,除(a)該議案股東持有之股份 數未達本公司流通在外股份總數百分 period announced by the Company; or (e) the proposal contains more than three hundred "Election Time"), shall be discharged or vacated from the office of Director automatically 議,其董事當然解任。(略),當選董 事<u>(不含獨立董事)</u>之人於(i)其 選任當時後至就任日之期間或(ii) (300) words. For any shareholder proposal which purpose is to urge the Company to promote public interests or to fulfill its social responsibility, the Board may, at its discretion, and no shareholders' approval shall be required. (Omit), if any person transfers, in one or more transactions, more than fifty percent (50%) of the Shares held by him/her at the ·(b)(略)·(c)(略)·(d) 董事會未 or more transactions, more than fifty pericent (20%) or the shared with the Election Time either (i) during the period from the Election Time to the commencement date of his/her office as Director, or (ii) during the period when the Register of Member 於公告受理期間內收受該提事 accept such proposal to be included in the agenda to be discussed at a general m 其當憑董事之當次股東會召開前之 date of instructions a protection, (ii) quinting the periods which its elegated in reference is closed for transfer of Shares prior to the general meeting at which such person is elected as a Director (excluding Independent Director), his/her appointment or election as Director shall be null and void. (Omit.) \$1.股票過戶期間,累積轉讓報過其 . (喀,)董孝之彪傳、二越草內益龍、或 廣葉華具有控制從屬關係之公司·克董 事會會議之事項有利害關係者·現為董 華並該事項有自身利害關係者·現為董 事就該事項有自身利害關係。(喀)

81. (Omit.) <u>Where the spouse</u>, a blood relative within the second degree of kinship of a director or any company which controls or is under control by a director shall be deemed to have a personal interest in the matter. (Omit.) 於每會計年度前三華各華終了時, 董會等排議分派盈飲或撥補虧 損,惟盈餘分派係以發行動股方式 為之時,應經股東會重度決議通 過,前這提案應先進用營業報告畫 及經會計節查核或推同之則務構表 推安宣社委員会春被務,通規方當 or any company which controls or is under control by a director has interests in the matters under discussion at the meeting of the Board, such director shall be deemed to have a present discussion at the meeting of the Board, such director shall be deemed to have a present discussion at the meeting of the Board, such director shall be deemed to have a At the close of each of the first three (3) fiscal quarters, the Board may resolve t as the close of calcular losses; provided, however, that any distribution of profits by way of capitalization of distributable dividends shall be subject to the Supermajority Resolution. The foregoing proposal, together with the business report and the financial 107. 董事如有下列情形之一者,應予解任: 107. The office of a Director shall be vacated if the Director statements, which shall be audited or reviewed by the certified public accountant, shall (a)~(b) (Omit.) be submitted to the Audit Committee for audit first and afterwards be submitted to the (c) 死亡,破產,或經法院裁定開始 清算程序,尚未復權,或與全體 債權人為協議或和解; (c) dies, becomes bankrupt or under the liquidation process as adjudicated by a court an 提交審計委員會查核後,再提交董 Board for approval. In the case of profits distribution under this Article 113-1, th 事會決議之。依本第 113-1 條分派 盈餘時,本公司應先預估並保留應 Company shall estimate and reserve the taxes and dues to be paid, the losses to be covered and the statutory reserve to be set aside; provided, however, that if the statutory 內稅捐、依法彌補虧損及提列治 reserve has amounted to the total paid-in capitals, this requirement does not apply (e) has committed an offence as specified in the ROC statute of prevention 盈餘公積。但法定盈餘公積已達實 收資本額時,不在此限。 organizational crimes and subsequently adjudicated guilty by a final judgment, and (i) 罪,經有罪判決確定,(i)尚未執 附件二:發行而元2019年限制員工權利新股計書客主要内交: IV Qualifications and conditions for employees and the numbers of shares (一)發行總額:共計750,000股,每股面額新台幣10元,共計新台幣7,500仟元。 distributable or subscribable: The eligible employees are limited to the (二)發行價格:每股無價發行。(三)發行條件:1.既得條件:依本辦法所授予之員工權利新股,於權利既得起 employees of the Company or of the subsidiary wholly owned by the Company who serve as the full-time employees before the RSA are 算日起四年間每年平均既得25%。於權利既得起算日起持續在本公司或本公司之全資子公司任職屆滿各週年時之員工,可分批既得25%。各員工權 granted. The Chairman shall propose and submit the list of grantee employees and the number of RSAs to be granted to the board of 利新股之權利既得起算日由董事長提案後提報董事會同意,且得異於授予 directors of the Company for the approval, in the case of granting the 日、董事會決議日或員工到職日。2.被授予員工未符既得條件、離職或發生繼承等情事時之處理方式:被授予之限制員工權利新股遇有既得條件未 RSA to an employee who serves as directors and/or officers, to the 九歲者,或因故離職或發生繼承等情事時,其未既得之限制員工權利新股於被授與員工離職或發生繼承日起喪失一切權利,由本公司全數無償收 compensation committee of the Company for review and recommendation and then to the board of directors of the Company for 回,並予以註銷。3.股份種類:本公司普通股。 (四)員工資格條件及得獲配或認購之股數:以限制員工權利新股授予日前已到 final approval. The actual employees and the number of RSA to be granted will be decided according to relevant laws and regulations and 職之本公司或本公司之全資子公司之全職正式員工為限。實際得被授予之 員工及可獲配之數量,將依相關法令於參酌服務年資、職等、工作績效、 within the limitation of amount thereof, considering seniority, job level, work performance, overall contribution, special achievement, and other 整體貢獻、特殊功績或其它管理上需參考之條件與公司營運需求與發展策 factors necessary for management, etc., and considering the 客等因素,由董事長提案後提報董事會同意。如被授予員工亦爲本公司之 Company's operational needs and development strategy. 董事或經理人,由董事長提案經薪酬委員會覆核後提報董事會同意。 V.The reason why it is necessary to issue restricted stocks for employees: (五)辦理本次限制員工權利新股之必要理由:本公司爲吸引及留任本公司所需 人才,並激勵員工及提升員工向心力,以期共同創造公司及股東之利益。 To attract and retain professional personnel needed by the Company, to (六)可能費用化之金額、對公司每股盈餘稀釋情形及其他對股東權益影響: 1.概估4年可能費用化之金額為新台幣397,500,000元。2.每股盈餘稀釋 motivate employees and enhance their centripetal force so as to jointly create the Company's and shareholders' interests. 情形約新台幣0.236元,本次預計發行股數佔公司已發行股份總數(截至西 VI.Calculated expense amount and the dilution of the company's earnings 元2019年3月底爲79,129,936股)比率約爲0.948% per share and other factors affecting shareholder's equity: (1) (七)員工獲配或認購新股後未達既得條件前受限制之權利:1.員工不得將該限制員工權利新股出售、轉讓、贈與他人、設定他項權利或負擔,或爲其他方式之處分。2.本公司股東會之提案、發言、表決權及其他有關股東權 Approximately NT\$397,500,000 over four years. (2) The dilution effect on the Company's earnings per share and any other impact on shareholders' equity: the dilution effect on the Company's earnings per 益事項皆委託信託或保管機構(以孰適用者爲準)代爲行使之。3.各批之 share is approximately NT\$0.236. The total numbers to be issued under 未既得之限制員工權利新股因任何原因所衍生之配股(含盈餘轉增資股利 this plan is approximately 0.948% of the Company's total issued and 及公積轉增資)及配息(含現金股利及以現金配發公積),以及該部分之 outstanding shares of 79.129.936 (as of March 31, 2019). 配股與配息再衍生之配股及利息,與該批之尚未既得之限制員工權利新 股,受相同之限制(包括但不限於轉讓以及既得條件計算)(以下合稱「限制配股及配息」)。為免疑義,本辦法中所稱之未既得之限制員工權利 VII.Employee's restricted rights before reaching the vesting conditions: (1) The grantee employee shall not sell, transfer, make gift of, create other 新股,均含同受限制而尚未既得之限制配股及配息。4.限制員工權利新股 之其他權利義務與本公司已發行之普通股相同。 rights or encumbrances on the RSAs, or otherwise dispose of the RSAs in any other manner. (2) All the proposal rights, motion rights, speech (八)其他重要約定事項(含股票信託保管等):本公司發行之限制員工權利新股, rights, voting rights and any other shareholder rights shall be exercised 被授予員工屬中華民國籍者,員工應於被授予後立即交付本公司指定之信 by the trustee or the custodian (as applicable). (3) The restrictions 託機構以爲信託保管,且除本辦法另有規定者外,於既得條件成就前,應 (including but not limited to transfer restrictions and vesting conditions) 持續交付信託保管。未達既得條件前因持有限制員工權利新股而得 applicable to any and all unvested RSAs (and any share derived from 制配股及配息亦需一併交付信託保管。被授予員工爲其他國籍者,則以委 such RSAs for whatever reason, including share dividend, retained 任保管銀行方式保管之

Attachment II: The 2019 Employee Restricted Stock Awards Plan (the "2019

I.Expected total number of the RSA issuance: 750,000 shares, with par

III. Regulations for setting the terms and conditions of restricted stocks for

employees: (1) Vesting conditions: The RSAs granted hereunder will be

vested at the equal rate of 25% per year over four (4) years from the

RSA vesting commencement date. Each 25% will be vested on the

anniversary of the RSA vesting commencement date provided that such

grantee employee continuously serves the Company or the subsidiary

wholly owned by the Company to each corresponding anniversary. The

chairman shall propose and submit the respective RSA vesting commencement date to the board of directors of the Company for the

approval. The RSA vesting commencement date is not required to be

approves such grant, or the date when the grantee employee was on board. (2) Effect in the event of any non-satisfaction of vesting

conditions, early termination of the employment, or inheritance, etc.; If

the vesting conditions are not fully satisfied, or in the event the

employee's employment is terminated or inheritance occurs etc., all the

rights attached to the unvested RSAs will be forfeited on the date when the termination of employment or inheritance takes effect, and the

Company may redeem such RSAs at no consideration, and then shall

cancel such RSAs. (3) The class of shares to be issued: the Company's

value NT\$10 per share, total amount is NT\$7,500,000

II.Issue price: Each RSA will be issued without consideration

RSA Plan"):

ordinary share.

earning capitalization, recapitalization, reserve capitalization and any

cash distributed based on such RSAs for whatever reason, including

cash dividend and distribution of capital reserve in the form of cash

shall equally apply to any share derived, directly or indirectly, from and

cash distributed based on such unvested RSAs for whatever reason.

including share dividend, retained earning capitalization

recapitalization, reserve capitalization, cash dividend and distribution of

capital reserve in the form of cash, and any interests (collectively, the

"Restricted Share and Cash Distribution"). For the avoidance of doubt,

for the purpose of this Plan, the unvested RSAs shall include all the

corresponding Restricted Share and Cash Distribution, which are

subject to the same restrictions and thus unvested. (4) The other rights

and obligations of the RSAs shall be the same as the issued and

an ROC citizen, such employee shall, immediately after the Company issues the RSAs to such employee, trust such RSAs to the trustee

designated by the Company in accordance with the Company's

instruction and, unless otherwise provided hereunder, shall be

continuously trusted till the full satisfaction of the vesting conditions

Any and all the Restricted Share and Cash Distribution derived from the unvested RSAs shall also be put in the trust. In the case that the

grantee employee is non-ROC citizen, such employee shall put the

outstanding ordinary shares of the Company.

RSA with a custodian bank for custody.

the date when the RSA is granted, the date when the board of directors VIII.Other important stipulations: In the case that the grantee employee is