一、茲訂於民國110年6月25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110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. 西元2020年度營業報告。2. 審計委員會西元2020年查校報告。3. 西元2020年第1次 庫藏股計畫及買回情形報告。4. 西元2020年度員工酬勞及董事酬勞分派情形報告。5. 西元2020年度盈餘分派現金股利情形報告。 (二)承 認事項:1. 承認西元2020年度營業報告書案。2. 承認西元2020年度合併財務報表案。3. 承認西元2020年度盈餘分派案。(三)討論事項: ┌── 1. 核准發行西元2021年限制員工權利新股計畫案。(四)臨時動議。

2021 Annual General Meeting of Members ("AGM") will be held on June 25, 2021 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 2021 AGM: I.Report Items: 1.To report the 2020 business. 2.To report the 2020 review report by the Audit Committee. 3.To report the implementation of the 2020 Share Repurchase and Incentive Plan. 4.To report the allocation of 2020 employees' cash bonuses and the Directors' remuneration, 5.To report the distribution of 2020 profit and cash dividend, II. Proposals: 1. To ratify the 2020 business report. 2.To adopt the Company's 2020 audited consolidated financial statements. 3.To approve the 2020 profit distribution plan. III. Discussions: 1.To approve 2021 Employee Restricted Stock Awards Plan. IV. Questions and Motions.

- 二、發行西元2021年限制員工權利新股計畫案主要內容:請參閱附件一。
- The 2021 Employee Restricted Stock Awards Plan (the "2021 RSA Plan"): Please see the attachment I.
- 三、檢奉出席通知書及委託書各一份, 貴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 "Attendance Notice" and "Proxy Page", please sign or seal in the "Attendance Notice" 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 (5)th day prior to the meeting date for processing the "Attendance

※四、如有股東徵求委託書,本公司將於民國110年5月25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)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 25, 2021. Investors can link with SFI's web address (https://free.sfi.org.tw) of relevant information.

五、本次股東會得以電子方式行使表決權,行使期間為:自民國110年5月26日起至民國110年6月22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 26, 2021 to June 22, 2021. Please log in and vote in accordance with the instructions.

六、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.

七、敬請 察照辦理爲荷。

To Shareholder

Please execute as above-mentioned

此致 贵股束

譜瑞科技股份有限公司董事會



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 i
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 in Taiwan

in. I have a brokerage and a bank account in Taiwar

·	T ₄		編號 No.								户号 hareho No.	虎 older							60)2
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事項	二、未採用值款及品匯故帳號者將於現金股 利發放日以掛號郵寄支票寄發。(其中 掛號郵費及支票處理費合計31元由股東 自行負擔)		同	意	依															
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※個人資料運用告知條款(Notice on the Use of Personal Information)

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 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 而得不依您的請求爲之。

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

COVID-19(新冠肺炎)疫情期間

- 1.請股東多加利用「股東e票通」(www.stockvote.com.tw)電子投票行 使表決權。
- 2.股東欲出席股東會現場,請自備口罩並全程佩戴,且配合量測體溫。 倘股東未佩戴口罩或經連續量測二次體溫有發燒達額溫攝氏37.5度或 耳温攝氏38度者,禁止股東進入股東會會場
 - 3.本公司如因疫情影響,而須變更股東會開會地點,屆時將另行公告。

During COVID-19 outbreak:

- 1. Shareholders are encouraged to exercise voting by using the electronic voting platform "Shareholder e-ticket" www.stockvote.com.tw
- 2. Shareholders who would like to attend 2021 Annual General meeting, please prepare their own masks and wear them throughout the meeting, and cooperate by measuring body temperature. Shareholders are prohibited to join the meeting if they don't wear masks or have a fever of 37.5 degrees Celsius or 38 degrees Celsius ear temperature after two consecutive measurements.
- 3. The Company will make a separate announcement if the Company needs to change the meeting venue of 2021 Annual General meeting due to the impact of the COVID-19.

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※本次股東常會※

※恕不發放紀念品※

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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)

100003 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)

聯

骨會通知請速詳歷 親自出席無須寄回

(限向郵局窗口交寄) 資 已 付

台北郵局許可證

集保結算所「股東e票通」電子投票 www.stockvote.com.tw

(110) 出席通知書 **Attendance Notice** 本股東決定親自出席本公司民

國110年6月25日舉行之股東 常會,請 察照。 Please be informed that I/We

will attend the 2021 Annual **General Meeting of Members**

on June 25, 2021

譜瑞科技股份有限公司

見自出席簽章處

Signature

To Parade Technologies, Ltd.

股東户號

Name of

This column is reserved for reception desk

^{卡未加蓋中國信託登記章者}|譜瑞科技股份有限公司民國110年股東常會 股東請勿於此欄蓋章|譜瑞科技股份有限公司民國110年股東常會 2021 Annual General Meeting of Members of Parade Technologies, Ltd.

中國信託蓋章處

出席簽到卡 Sealed by CTBC (110) **Attendance Card**

時間:民國110年6月25日上午9時整 time: June 25, 2021, 9:00 a.m., Taipei Local Time 地點:台北市信義路4段236號7樓 Location: 7F., No. 236, Section 4, Xinyi Rd., Xinyi District, Taipe City 110, Taiwan

股東戶號:

Shareholder No.

持有股數:

Shareholding

譜瑞-KY 602 Parade



委託書填表須知 **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.

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

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

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.

-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

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.

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,請於股東户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,請於股東户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

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.

本公司委任中國信託商業銀行代理部擔任本次股東會股東之受託代理人。

The Company appoints the Transfer Agency Department of CTBC Bank as proxy agent of 2021 Annual General Meeting of Members.

委託人(股東)

委託 書			委託人(股東)	続號	<u>€00</u> 譜瑞-KY
Proxy Statement			Proxy by (shareholder)	<u>N</u>	Parade
The second secon	ー、禁止交付現金 或其他利益之 價調委託書行 為。 Offering cash or non-cash considerat- ion in exchange for proxies is prohibited during proxy solicitation.	股東戸號 No. 姓名或名稱Name 持有股數Sha	Proxy by (shareholder)	號No. 簽名或蓋章 Sign or Seal	602 Parade
ticked, it will be deemed as "vote-for".)	二、發現違法取得 及 使 用 委 託	Shareholdi		_	
1.承認西元2020年度營業報告書業: To ratify the 2020 business report.	書,可檢附具 體事證向集保	į			簽名或蓋章
(1)○承認(2)○反對(3)○棄權 (1)○For (2)○Against(3)○Abstain	結算所檢舉, 經 查 證 屬 實		微 求 人 Solicitor		会石 以
2.承認而元2020年度合併財務報表案: To adopt the Company's 2020 audited consolidated financial statements. (1) (一來總(2) (反對(3) (一來權(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	指, 一 一 一 一 一 一 一 一 一 一 一 一 一 一 一 一 一 一 一	户號			
3.承認西元2020年度盈餘分派案: To approve the 2020 profit distribution plan.	Please report to	2 0			
(1)○承認(2)○反對(3)○棄權 (1)○For (2)○Against(3)○Abstain	Taiwan Depository & Clearing	姓			
4. 核准保行西元2021 年限制員工權利新股計畫業: To approve 2021 Employee Restricted Stock Awards Plan. (1) ○ 貴成(2) ○ 反射(3) ○ 未様 (1) ○ For (2) ○ Against(3) ○ Abstain	Corp (TDCC) supplement-	姓名或名稱 Name			
5.臨時動議。 Questions and Motions.	ing with specific	₩			
2.本股東未於前項□內勾選投權範圍或同時勾選者,稅為全權委託,但股務代理 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(2)之投權內容 行使股東權利。	information when discovering any		受託代理人 Proxy Agent		簽名或蓋章 Sign or Seal
If 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 shall vote and act on behalf the Member pursuant to authorization methods of exercise	suspicious illegal obtaining or use of	户號 No.			
described as item 1.(2). 3. 未取食代理人得好會議臨時事宜全權處理之。 The proxy agent may have the authorization to act on the Member's behalf for extemporary motions during the Meeting.	proxies. Once verified by TDCC, the person	姓名或名稱Name			
4.销等出席遂(友出席美)十)等交代理人状故,如因故戏期閒會,本委託書仍高 有故(限此一會期)。 Please deliver the Attendance Card to proxy agent. This Proxy Card will remain effective at any adjournment or postponement of the Meeting.	making the report will be granted a reward	ame 身分證字號			
此致	up to NTD 100,000.	DNo			
譜瑞科技股份有限公司	Report	住			<u> </u>
投權日期 年 月 日 To Parade Technologies, Ltd.	phone number: +886 2	址 Address			
Date of Authorization:	25473733	SS			

徵求場所及人員簽章處

附件一:發行西元2021年限制員工權利新股計畫案主要內容: (一)發行總額:共計700,000股,每股面額新台幣10元,共計新 台幣7,000仟元。

(二)發行價格:每股無償發行。

- (三)發行條件: 1. 既得條件: 依本辦法所授予之員工權利新股, 在公司達成營運目標下,於權利既得起算日起四年間每年 平均既得25%。於公司達成營運目標且權利既得起算日起 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,且得異於授予日、董 事會決議日或員工到職日。營運目標指既得日前一年度公 司毛利率或營業利益率不低於同業公司祥碩科技股份有限 公司、敦泰電子股份有限公司、奇景光電股份有限公司 聯詠科技股份有限公司及瑞昱半導體股份有限公司同年度 之平均水準。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 得條件未成就者,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 股授予日前已到職之本公司或本公司之全資子公司之全職 正式員工爲限。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、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 與發展策略等因素,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。
- (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。
- (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爲新台幣 854,000,000元。2. 每股盈餘稀釋情形約新台幣0.378元,本 次預計發行股數佔公司已發行股份總數(截至西元2021年3 月底爲80,812,510股)比率約爲0.87%
- (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.各批之尚 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」)。爲免疑義,本辦法中所稱之未既得 之限制員工權利新股,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
- (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,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 之各限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,則以委任保管銀行方式保管之

Attachment I: The 2021 Employee Restricted Stock Awards Plan (the "2021 RSA Plan"):

I.Expected total number of the RSA issuance: 700,000 shares, with par value NT\$10 per share, total amount is NT\$7,000,000

II.Issue price: Each RSA will be issued without

consideration. III.Regulations for setting the terms and conditions of restricted stocks for employees: (1) Vesting conditions: When the Company has achieved its business objectives. 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 the Company has achieved its business objectives and 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 the date when the RSA is granted, the date when the Board of Directors approves such grant, or the date when the grantee employee was on board. The Company business objectives shall be that either the gross margin ratio or the operating margin ratio of the Company for the year before the vesting date do not fall below the average of those of ASMedia Technology Inc., Focaltech Systems, Co. Ltd., HIMAX Technologies, Inc., Novatek Microelectronics Corp., and Realtek Semiconductor Corp. for the same

year. (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 ordinary share.

IV.Qualifications and conditions for employees and the numbers of shares distributable or subscribable: The eligible employees are limited to the employees of the Company or of the subsidiary wholly owned by the Company who serve as the full-time employees before the RSA are granted. The Chairman shall propose and submit the list of grantee employees and the number of RSAs to be granted to the Board of Directors of the Company for the approval, in the case of granting the RSA to an employee who serves as directors and/or officers, to the compensation committee of the Company for review and recommendation and then to the Board of Directors of the Company for final approval. The actual employees and the number of RSA to be granted will be decided according to relevant laws and regulations and within the limitation of amount thereof, considering seniority, job level, work performance, overall contribution, special achievement, and other factors necessary for management, etc., and considering the Company's operational needs and development strategy.

V.The reason why it is necessary to issue restricted stocks for employees: To attract and retain professional personnel needed by the Company, to motivate employees and enhance their centripetal force so as to jointly create the Company's and shareholders' interests.

VI.Calculated expense amount and the dilution of the company's earnings per share and other factors affecting shareholder's equity: (1) Approximately NT\$854,000,000 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 share is approximately NT\$0.378. The total numbers to be issued under this plan is approximately 0.87% of the Company's total issued and outstanding shares of 80,812,510 (as of March 31, 2021).

VII.Employee's restricted rights before reaching the vesting conditions: (1) The grantee employee shall not sell, transfer, make gift of, create other rights or encumbrances on the RSAs, or otherwise dispose of the RSAs in any other manner. (2) All the proposal rights, motion rights, speech rights, voting rights and any other shareholder rights shall be exercised by the trustee or the custodian (as applicable). (3) The restrictions (including but not limited to transfer restrictions and vesting conditions) applicable to any and all unvested RSAs (and any share derived from such RSAs for whatever reason, including share dividend, retained 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 outstanding ordinary shares of the Company.

VIII.Other important stipulations: In the case that the grantee employee is 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 RSA with a custodian bank for custody.