Insyde Software Corp.

2021Annual General Shareholders Meeting Minutes

(This document is prepared in accordance with the Chinese version and is for reference only. In the event of any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.)

Meeting Time: 9:30 a.m. on July 22, 2021

Place: 16F., No.120, Sec. 2, Jianguo N. Rd. Taipei, 104, Taiwan, R.O.C.

Attendants: Total outstanding shares: 38,043,488 shares, total shares represented by shareholders present in person or by proxy: 20,012,000 shares (votes casted electronically 13,693,507 shares). Percentage of shares held by shareholders present in person or by proxy:52.60%. The aggregate shareholding of the shareholders present constituted a quorum.

Board members and Supervisors attendance list:

Independent Directors: Yeh Shun Fa

Directors: Wang Chih Kao, Fu Chiang-Sung, Huang, Mei Chin, Wang Chien Chih

Supervisors: Shao Chien Hua

The Chairman called the meeting to order.

I. Chairman's Address (omitted).

II. Report Items

- 1. 2020 Business Report (Appendix 1)
- 2. Supervisor's Review Report of the 2020 Financial Statements. (Appendix 2 > 3)
- 3. 2020 Employee and Directors and Supervisors' remunerations Report.
- 4. 2020 The 1st Domestic Private Placement of Convertible Bonds Report.
- 5. Amendment to the Operational for Rules of Procedure for Board of Directors Meetings report. (Appendix $4 \cdot 5$)
- 6. Amendment to the Operational for Codes of Ethical Conduct report. (Appendix 6 \ 7)

III. Ratification Items

1. (Proposed by the Board)

Proposal: Adoption of the 2020 Annual Business Report and Financial Statements.

Explanation:

- 1. Insyde Software' Financial Statements, including the balance sheet, income statement, statement of changes in shareholders' equity, and statement of cash flows, were audited by independent auditors, Melody Chen and Jeff Chen of KPMG Certified Public Accountants. Also The Business Report and Financial Statements have been approved by the Board and examined by the Supervisors of the Company.
- 2. The 2020 Business Report, independent auditors' audit report, and the above-mentioned Financial Statements are attached to the Meeting Agenda as Appendix 1 and 2

Voting Results: Shares represented at the time of voting: 20,012,000

Voting Results	% of the total represented share present
Votes in favor: 18,798,188 votes (include votes casted electronically:12,479,695 votes)	93.93%

Votes against: 10,556 votes (include votes casted electronically: 10,556 votes)	0.06%
Votes invalid: None	0%
Votes abstained: 1,203,256 votes (include votes casted electronically: 1,203,256 votes)	6.01%

^{*}including votes casted electronically(numbers in brackets)
RESOLVED, that the above proposal be and hereby was approved as proposed.

2. (Proposed by the Board)

Proposal: Adoption of the Proposal for Distribution of 2020 Profits.

Explanation:

- 1. The Board has adopted a Proposal for Distribution of 2020 Profits in accordance with the Corporate Charter.
- 2. Proposed dividend to shareholders is NT\$ 133,152,208. The 2020 Profit Allocation Proposal as the following.

Insyde Software Corp. PROFIT DISTRIBUTION TABLE Year 2020

Unit: NTD \$

	Amount
Retained earnings of prior years	\$ 30,317,141
Less: adjustments	(1,870,101)
A fter adjustments retained earnings	28, 447, 040
Add: 2020 Net profit for this yea	154, 102, 702
Less: Legal reserve	(15, 410, 270)
Less: Special reserves	(10, 640, 816)
Distributable net profit	156, 498, 656
Distributable items:	
Cash dividend (\$3.50/Share)	(133, 152, 208)
Unappropriated retained earnings	\$ 23, 346, 448

Responsible person: Manager: Chief Accountment:

- 3. The cash dividend distribution will be calculated to the nearest NT dollar, the remainder will be transferred into the shareholders equity account.
- 4. Subject to the approval of the regular shareholders' meeting, the ex-dividend date for the cash dividend distributions would be decided by the Board.
 - If the number of total shares outstanding, prior to the ex-dividend date for the distribution, has changed due to the repurchasing of shares by the Company, or the transfer of treasury shares to employees, or the conversion of shares from domestic convertible bonds, etc., such that the ratios of the stock dividends and cash dividends are affected and must be adjusted, the Board is authorized to make such adjustments.
- 5. The Board is authorized to make any necessary amendments to the due to the needs of actual practices or by the instructions of the competent authority.

Voting Results: Shares represented at the time of voting: 20,012,000

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Voting Results	% of the total represented share present
Votes in favor: 18,948,194 votes	
(include votes casted electronically: 12,629,701	94.68%
votes)	
Votes against: 10,555 votes	
(include votes casted electronically : 10,555	0.06%
votes)	
Votes invalid: None	0%
Votes abstained: 1,053,251 votes	
nclude votes casted electronically: 1,053,251	5.26%
votes)	

^{*}including votes casted electronically(numbers in brackets)

RESOLVED, that the above proposal be and hereby was approved as proposed.

IV. Discussion Item

1. Proposal: (Proposed by the Board of Directors)

Proposal to Issue a new Private Placement of Convertible Bonds. (The new Private Placement of Convertible Bonds is attached as Appendix 8 and Appendix 9.)

Voting Results: Shares represented at the time of voting: 20,012,000

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Voting Results	% of the total represented share present
Votes in favor: 18,747,167 votes	
(include votes casted electronically: 12,428,674	93.67%
votes)	
Votes against: 217,574 votes	
(include votes casted electronically : 217,574	1.09%
votes)	
Votes invalid: None	0%
Votes against: 1,047,259 votes	
(include votes casted electronically: 1,047,259	5.24%
votes)	

^{*}including votes casted electronically(numbers in brackets)
RESOLVED, that the above proposal be and hereby was approved as proposed.

2. Proposal: (Proposed by the Board of Directors)

Amendment to the Operational Procedures for Shareholder Meeting. Please proceed to discuss. (In order to conform to the needs of commercial practice, the company hereby proposes to amend the Operational Procedure for Shareholder Meeting. Please refer to Appendix 10 and Appendix 11.)

Voting Results: Shares represented at the time of voting: 20,012,000

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Voting Results	% of the total represented share present
Votes in favor: 18,951,171 votes	
(include votes casted electronically: 12,632,678	94.69%
votes)	
Votes against: 10,574 votes	
(include votes casted electronically : 10,574	0.06%
votes)	
Votes invalid: None	0%
Votes against: 1,050,255 votes	
(include votes casted electronically: 1,050,255	5.25%
votes)	

^{*}including votes casted electronically(numbers in brackets)

RESOLVED, that the above proposal be and hereby was approved as proposed.

3. Proposal: (Proposed by the Board of Directors)

Amendment to the Operational Procedures for Election of Directors and Supervisors. (Change the rule name to Procedures for Election of Directors. Please proceed to discuss.

(In order to conform to the needs of commercial practice, the company hereby proposes to amend the Operational Procedures for Election of Directors and Supervisors. (Change the rule name to Procedures for Election of Directors. Please refer to Appendix 12 and Appendix 13.)

Voting Results: Shares represented at the time of voting: 20,012,000

Voting Results	% of the total represented share present
Votes in favor: 18,951,152 votes (include votes casted electronically: 12,632,659 votes)	94.69%
Votes against: 10,592 votes (include votes casted electronically: 10,592 votes)	0.06%
Votes invalid: None	0%
Votes against: 1,050,256 votes (include votes casted electronically: 1,050,256 votes)	5.25%

^{*}including votes casted electronically(numbers in brackets)

RESOLVED, that the above proposal be and hereby was approved as proposed.

V.Questions and Motions: None.

VI. Adjournment: 9:51am.

Chairman: Wang Chih Kao

Recorder: Lee Pei Yen

壹、 致股東報告書 Appendix 1

系微除持續穩定既有 InsydeH2O 於筆電產品的市佔外,深耕少數仍不是本公司客戶的國際筆電大廠多年後已漸有較大量的營收斬獲,疫情影響下雲端經濟模式相關產業之綜效,帶動於伺服器產品之營收,在全體同仁努力下,營運結果為每股盈餘 4.05 元,此份成績單與各位股東分享

未來系微仍將努力固守既有 InsydeH2O 於各產品領域的業務外,旗下伺服器 Supervyse 系統管理平台解決方案、提供雲端伺服器穩固的系統管理基礎,可實現外部遠端平台管 理。系微 Supervyse 的加入,提升了系微在伺服器解決方案的完整性,將有助於此領域市佔 率穩定成長。同時本公司亦開始提供原有企業客戶使用 InsydeH2O 相關的雲端服務!

有鑒於產業發展瞬息萬變,產品與技術日新月異,系微除不遺餘力從內部發展新事業、新技術與強化組織能力外,也不排除透過購併與結盟等方式,以更快速進入市場滿足客戶需求,故公司在股東會提出私募可轉換公司債的議案,以保留尋找購併、結盟及技術性策略伙伴的可能性與契機。

展望今(2021)年,本公司將持續努力在各項產品如筆記型、桌上型電腦、伺服器、工業電腦及嵌入式裝置提高 BIOS/UEFI 市佔率之外。系微旗艦產品 InsydeH2O 及 Surpervyse 可望迎接物聯網(Internet of Things, IoT)、5G 產業、人工智慧及深度學習的龐大商機。最後,感謝各位股東對系微公司的厚愛與支持,全體同仁將更加努力以厚植實力,來創造最大利潤與全體股東分享,敬祝各位股東身體健康 萬事如意。

董事長:王志高

一〇九年度(前一年度)營業結果

一、營業計劃實施成果

單位:新台幣仟元

項目	108 年實際	109 年實際	增 (減) %
營業收入	959,482	1,130,536	17.83
營業成本	148,539	208,455	40.34
營業毛利	810,943	922,081	13.70
營業費用	697,106	716,874	2.84
營業利益	113,837	205,207	80.26
營業外收入(支出)	3,353	(6,020)	(179.54)
稅前淨利	117,190	199,187	69.97
稅後淨利	88,336	154,103	74.45

本期營業結果為稅後淨利 154,103 仟元,本期因耕耘國際筆電大廠多年,己漸進入量產,且亦受惠疫情影響經濟模式,伺服器產品項目業績亦表現亮眼,致營業額較上期增加17.83%,業外收入因受匯率變化影響較上期減少約 9,373 仟元,本公司行業特性,營收為營運結果之重要關鍵影響,在營收成長帶動下,營運結果最終以每股盈餘 4.05 元與全體股東分享之。

二、預算執行情形:本公司民國一〇九年度營業結果於內部經營團隊與全體同仁共同努力下,營業額成長,並達成原擬定之預算目標。

三、財務收支及獲利能力分析

單位:新台幣仟元

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	項目	108 年度	109 年度
財務收支	利息收入	6,527	4,217
別務収又	利息支出	1,894	2,856
	資產報酬率(%)	8.84	13.93
	股東權益報酬率(%)	12.95	21.21
獲利能力	稅前純益佔實收資本額比率(%)	30.80	52.36
	純益率 (%)	9.21	13.63
	每股盈餘(元)	2.32	4.05

四、研究發展狀況

本公司產品 InsydeH2O 的開發,與 Intel、AMD 及 Microsoft 等 PC 大廠有著密切的關係,持續搭配硬體及作業系統開發時間表推出新產品,研發計畫亦因應 PC 大廠產品規劃而隨時調整,彈性化的 InsydeH2O 設計架構,也是業界首創、支援跨平台的第一個量產的UEFI BIOS產品,可同時支援 Windows 及 Linux 等作業系統,目前 InsydeH2O 已經成為 PC市場中,主要搭載於筆記型電腦、2 合 1 筆電及平板電腦的 UEFI BIOS,本公司今年亦持續投入資源在伺服器及嵌入式系統 UEFI BIOS的開發,並掌握初期開發的時機與微處理器及晶片組公司合作,以爭取時效來獲得客戶的支持及更多業績成長空間,進而擴充營運規模。

本公司持續與 Intel 及 Microsoft 緊密合作,針對新平台及新作業系統開發對應的 InsydeH20 UEFI BIOS,包括支援 Intel Thunderbolt 4、Wi-Fi 6、Xe Graphics、Modern Standby 等新技術及 UEFI 新規格,InsydeH20 已經搭載於多款採用 Intel 第 11 代 Core i 處理器的筆記型電腦及 2 合 1 筆電出貨,包含各大 PC 品牌的電競筆電、輕簿筆電,例如通過 Intel 「Project Athena」雅典娜創新計畫第二版規範驗證的 Intel Evo 高階筆記型電腦產品;本公司也與 AMD 共同合作開發支援最新 Ryzen 4000/5000 Zen3 架構系列處理器的 InsydeH20 UEFI BIOS,陸續於 2020/2021 年搭載於 PC 品牌的 DT/AIO/NB 及遊戲桌機等產品出貨;同時,本公司與代工廠合作開發搭載 Qualcomm 處理器的筆記型電腦產品已於 2020 年量產出貨,預期搭載 Intel、AMD、Qualcomm 及 Microsoft 最新科技的個人電腦產

品將能為公司帶來新的業績成長動能。

隨著 5G 時代即將來臨及雲端服務應用的普及,終端與雲端、核心網互聯,在 5G 與物聯網時代,計算能力進一步前移,雲與終端之間產生了邊緣層,提供邊緣計算的能力,數據中心和運營商目前正積極關注邊緣計算技術,同時帶動邊緣計算伺服器需求興起,根據B2B 分析師 MarketsandMarkets 的數據,到 2022 年,邊緣計算市場的價值將達到 67.2 億美元,年複合增長率 35.4%,各家伺服器廠商正積極的布局邊緣伺服器。

本公司的伺服器機房設備管理系統 Supervyse,亦配合市場的需求及新的規範,包含了新一代的業界標準 Redfish 持續更新,今年我們將更專注於安全性相關開發來因應終端客戶對於安全層級的重要指標需求,此外我們持續和更多的第三方硬體原件的支援,如磁碟陣列卡,新型的固態硬碟,PCIe 交換器等,以提供客戶更完善的產品服務。

在中美貿易戰的局勢下,中國加速中國自有 CPU 的發展也將快速的推進,我們亦投入 研發能量在布局這個新的市場與機會,在公司多年的專業技術研究上深得中國客戶與廠商 的高度讚賞,因此獲得主要中國 CPU 供應商的合作機會,一同迎向雙贏的成果。

一一○年度(本年度)營業計劃概要

一、經營方針

- (一) 持續優化源始碼架構及開發 UEFI BIOS 客製化軟體,協助 ODM 有效率的開發系統 BIOS,以確保 ODM 和 OEM 筆記型電腦製造商能持續採用 InsydeH2O。
- (二) 開發 BIOS 自動測試系統,進一步提高經營效率及產品品質,使客戶滿意且認同 InsydeH2O 所帶給雙方之利益,橫向擴展於各大廠產品線的廣度,持續擴大市場 佔有率。
- (三) 全力支援伺服器及嵌入式系統 BIOS 及 BIOS 外其他相關軟體,提供最完整且全面的服務。

經過過去多年的努力,UEFI 架構於筆記型電腦之領域已取代傳統 Legacy BIOS,在全球各大知名筆電公司合作並導入量產,伴隨著本公司將有更完備的產品技術規劃,InsydeH2O韌體技術擴大運用至支援伺服器、工業電腦及嵌入式系統,以因應更廣大客戶的需求。

二、預期銷售數量及其依據

本公司提供客戶專用母版及授權標籤,依量計費外,尚有一次收取專用母版之授權 費,由客戶於一定期間內,自行複製使用之數量,除此型態之銷貨收入外,尚有提供原始 程式碼及專業技術服務之業務收入,故本公司提供預期銷售數量較不具意義。

三、重要之產銷政策

(一)銷售政策

- 1. 進行新產品研發並強化自我品牌形象,以擴大市場規模及佔有率。
- 2. 積極擴充行銷通路,並先後透過經銷商將產品打入日本、中國大陸、歐洲等地市場,未來將持續導入新產品,以建立完整行銷通路之運籌。

(二)產品研發策略

- 1. 未來將持續掌握新一代的晶片組和微處理器及新一代的作業系統之發展方向為 藍圖,以發展出符合主流產業標準之產品與技術。
- 2. BIOS 延伸產品之開發。

未來公司發展策略

本公司產品 InsydeH2O 經過過去數年的努力,已逐漸導入主要筆記型電腦品牌大廠之產品,於筆記型電腦之產業地位已與其他同業不分軒輊。

目前本公司正努力穩固於 BIOS 產業在筆記型電腦之全球市佔率外,並積極切入伺服器 及嵌入式系統 BIOS 及 BIOS 外其他相關軟體開發領域,期望自身未來目標成為提供軟韌體 完整解決方案之國際級軟體公司。

受到外部競爭環境、法規環境及總體經營環境之影響

目前各國政府無不致力於科技創新政策的制定,協助中小企業的技術發展與存續。軟體研究開發因為需投入大量金錢及人力,人才培養與智財權保護的不易,屬於一種高難度與高風險之高科技產業,因此軟體開發產業公司普遍面臨擴展營運資金短缺,以及研究人才招募不易之問題。以本公司所從事 BIOS 業為例,目前 BIOS 研發人才培養不易,相關產業更是求才若渴,因此本公司將以自行培養及尋找外部人才雙軌並行,以解決目前研發人才短缺的困境。

董事長:王志高 經理人:莊鈴文 會計主管:徐心吾



安侯建業群合會計師重務的 KPMG

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會計師查核報告

系微股份有限公司董事會 公鑒:

查核意見

系微股份有限公司及其子公司(系微集團)民國一○九年及一○八年十二月三十一日之合併 資產負債表,暨民國一○九年及一○八年一月一日至十二月三十一日之合併綜合損益表、合併 權益變動表及合併現金流量表,以及合併財務報告附註(包括重大會計政策彙總),業經本會計 師查核竣事。

依本會計師之意見,上開合併財務報告在所有重大方面係依照證券發行人財務報告編製準則暨經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製,足以允當表達系微股份有限公司及其子公司民國一〇九年及一〇八年十二月三十一日之合併財務狀況,暨民國一〇九年及一〇八年一月一日至十二月三十一日之合併財務績效與合併現金流量。

查核意見之基礎

本會計師民國一〇九年度合併財務報告係依照會計師查核簽證財務報表規則及一般公認審計準則執行查核工作;民國一〇八年度合併財務報告係依照會計師查核簽證財務報表規則、金管證審字第1090360805號函及一般公認審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核合併財務報告之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依會計師職業道德規範,與系微股份有限公司及其子公司保持超然獨立,並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據,以作為表示查核意見之基礎。

關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷,對系微股份有限公司及其子公司民國一〇九年 度合併財務報告之查核最為重要之事項。該等事項已於查核合併財務報告整體及形成查核意見 之過程中予以因應,本會計師並不對該等事項單獨表示意見。本會計師判斷應溝通在查核報告 上之關鍵查核事項如下:

一、收入認列

有關收入認列之會計政策及揭露資訊,請詳合併財務報告附註四(十三)及六(十一)。 關鍵查核事項之說明:

系微股份有限公司及其子公司銷貨收入組合以軟、韌體授權、銷售原始程式及提供 軟、韌體技術服務為主,銷貨收入為決定財務報表績效最關鍵之因素,且受報表使用者高 度關注,因此將銷貨收入認列為關鍵查核事項。



因應之查核程序:

- 評估並測試銷貨收入認列有關內部控制設計及執行之有效性。
- 針對銷售合約選取樣本,執行交易詳細測試並檢查合約中重大條款,核對內、外部資料,佐證交易之真實性。
- 檢查合約負債餘額,測試攤銷期間係屬適當,並核對轉列銷貨收入之金額計算。
- 針對期末應收帳款金額執行函證與期後收款等餘額證實測試程序,評估應收帳款及銷貨收入記錄在正確之期間。

其他事項

系微股份有限公司已編製民國一○九年及一○八年度之個體財務報告,並經本會計師出具 無保留意見之查核報告在案,備供參考。

管理階層與治理單位對合併財務報告之責任

管理階層之責任係依照證券發行人財務報告編製準則暨經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、解釋及解釋公告編製允當表達之合併財務報告,且維持與合併財務報告編製有關之必要內部控制,以確保合併財務報告未存有導因於舞弊或錯誤之重大不實表達。

於編製合併財務報告時,管理階層之責任包括評估系微股份有限公司及其子公司繼續經營之能力、相關事項之揭露,以及繼續經營會計基礎之採用,除非管理階層意圖清算系微股份有限公司及其子公司或停止營業,或除清算或停業外別無實際可行之其他方案。

系微股份有限公司及其子公司之治理單位(含獨立董事及監察人)負有監督財務報導流程之 責任。

會計師查核合併財務報告之責任

本會計師查核合併財務報告之目的,係對合併財務報告整體是否存有導因於舞弊或錯誤之重大不實表達取得合理確信,並出具查核報告。合理確信係高度確信,惟依照一般公認審計準則執行之查核工作無法保證必能偵出合併財務報告存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數可合理預期將影響合併財務報告使用者所作之經濟決策,則被認為具有重大性。

本會計師依照一般公認審計準則查核時,運用專業判斷並保持專業上之懷疑。本會計師亦 執行下列工作:

- 1.辨認並評估合併財務報告導因於舞弊或錯誤之重大不實表達風險;對所評估之風險設計及執 行適當之因應對策;並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及 共謀、偽造、故意遺漏、不實聲明或踰越內部控制,故未偵出導因於舞弊之重大不實表達之 風險高於導因於錯誤者。
- 2.對與查核攸關之內部控制取得必要之瞭解,以設計當時情況下適當之查核程序,惟其目的非 對系微股份有限公司及其子公司內部控制之有效性表示意見。
- 3.評估管理階層所採用會計政策之適當性,及其所作會計估計與相關揭露之合理性。



- 4.依據所取得之查核證據,對管理階層採用繼續經營會計基礎之適當性,以及使系微股份有限公司及其子公司繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性,作出結論。本會計師若認為該等事件或情況存在重大不確定性,則須於查核報告中提醒合併財務報告使用者注意合併財務報告之相關揭露,或於該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情況可能導致系微股份有限公司及其子公司不再具有繼續經營之能力。
- 5.評估合併財務報告(包括相關附註)之整體表達、結構及內容,以及合併財務報告是否允當表達相關交易及事件。
- 6.對於集團內組成個體之財務資訊取得足夠及適切之查核證據,以對合併財務報告表示意見。 本會計師負責集團查核案件之指導、監督及執行,並負責形成集團查核意見。

本會計師與治理單位溝通之事項,包括所規劃之查核範圍及時間,以及重大查核發現(包括於查核過程中所辨認之內部控制顯著缺失)。

本會計師亦向治理單位提供本會計師所隸屬事務所受獨立性規範之人員已遵循會計師職業 道德規範中有關獨立性之聲明,並與治理單位溝通所有可能被認為會影響會計師獨立性之關係 及其他事項(包括相關防護措施)。

本會計師從與治理單位溝通之事項中,決定對系微股份有限公司及其子公司民國一〇九年 度合併財務報告查核之關鍵查核事項。本會計師於查核報告中敘明該等事項,除非法令不允許 公開揭露特定事項,或在極罕見情況下,本會計師決定不於查核報告中溝通特定事項,因可合 理預期此溝通所產生之負面影響大於所增進之公眾利益。

安侯建業聯合會計師事務所

證券主管機關 . (88)台財證(六)第18311號 核准簽證文號 · 金管證審字第1020000737號 民 國 一一○ 年 二 月 二十五 日

(English Translation of the Financial Statement Originally Issued in Chinese) Insyde Software Corp. Consolidated Balance Shoot

Consolidated Balance Sheet December 31, 2020 and 2019

(Expressed in thousands of New Taiwan Dollars)

		2020.12.	31	2019.12.3	1
	Assets	Amount	%	Amount	%
	Current assets				
1100	Cash and cash equivalents	\$ 817,57	1 71	\$ 728,118	67
1170	Accounts receivable, net	96,84		73,903	7
1410	Prepayments	45,449		38,161	3
1470	Other current assets	11,925		10,029	1
	Total current assets	971,789	84	850,211	78
1600	Non-current assets: Property, plant and equipment, net	20,55	7 2	18,628	2
1755	Right of use asset	79,392		104,900	9
1780	Intangible income asset	54,298		94,232	9
1840	Deferred tax assets	12,500	2 1	16,097	1
1920	Refundable deposits	11,865		10,551	1
	Total non-current assets	178,614		244,408	22
	Total assets	\$ 1,150,403	100	\$ 1,094,619	100
	Liabilities and Equity				
	Current liabilities:				
2130	Current contract liabilities	\$ 57,769	5	\$ 68,119	6
2200	Other payables	220,298		193,557	18
2355	Current lease obligations	38,118		40,363	4
2399	Other current liabilities	89		1,158	-
2377	Total current liabilities	316,274		303,197	28
	Non-current liabilities:	310,27		303,177	
2527	Non-current contract liabilities	922) _	1,574	_
2551	Non-current provisions for employee benefits	18,810		17,375	2
2570	Deferred income tax liabilities	12,923		12,923	1
2613	Non-current lease obligations	42,893		64,811	6
2013	Total non-current liabilities	75,554		96,683	9
					37
	Total liabilities	391,828	34	399,880	3/
2110	Share Capital	200 424	- 22	200 425	25
3110	Common stock	380,433	5 33	380,435	35
3211	Capital surplus Capital surplus, additional paid-in capital arising from ordinary share	10 760	9 4	48,769	4
3211	Capital surplus, additional pand-in capital arising from ordinary share Capital surplus, changes in equity of associates and joint ventures	48,769	7 4	46,709	4
3260	accounted for using equity method	28	1 -	281	-
3280	Capital surplus, others	18,42	7 2	18,427	2
3200	Capital surplus, others	67,47		67,477	$\frac{2}{6}$
	Retained earnings:	07,47		07,477	
3310	Legal reserve	138,75	5 12	129,921	12
3320	Special reserve	10,53		10,537	1
3351	Undistributed earnings	182,550		115,238	10
		331,842		255,696	23
	Other equity:				
3490	Other equity—Other	(21,179		(8,869)	(1)
	Total equity attributable to owners of parent	758,575		694,739	63
	Total equity	758,575		694,739	63
	Total liabilities and equity	\$ 1,150,403	100	\$ 1,094,619	100

Chairman: Jeremy Wang President: Aven Chuang Accounting Manager: Melody Hsu

(English Translation of the Financial Statement Originally Issued in Chinese) Insyde Software Corp. Consolidated Balance Sheet



Consolidated Balance Sheet December 31, 2020 and 2019

(Expressed in thousands of New Taiwan Dollars)

		2020.12.31		2019.12.31	
	<u> </u>	Amount	%	Amount	%
4110	Sales revenue	\$ 1,130,536	100	\$ 959,482	100
5000	Operating costs	208,455	18	148,539	15
	Gross profit	922,081	82	810,943	85
	Operating expenses				
6100	Selling expenses	101,720	9	88,568	9
6200	Administrative expenses	186,037	16	177,273	19
6300	Research and development expenses	429,117	38	431,265	45
		716,874	63	697,106	73
	Operating income	205,207	19	113,837	12
	Non-operating income and expenses				
7010	Interest income	4,217	-	6,527	-
7020	Other gains and losses	(7,381)	(1)	(1,280)	-
7050	Finance costs	(2,856)	-	(1,894)	-
	Total non-operating income and expenses	(6,020)	(1)	3,353	-
7900	Profit from continuing operations before tax	199,187	18	117,190	12
7951	Less: Income tax expense	45,084	4	28,854	3
	Net profit for this year	154,103	14	88,336	9
8300	Other comprehensive income (loss):				
8310	Items that will not be reclassified subsequently to profit or loss				
8311	Remeasurement of defined benefit plans	(1,870)	-	(963)	-
8349	Income tax relating to items that will not be reclassified subsequently to profit or loss	-	-	-	-
	Total items that will not be reclassified subsequently to profit or loss	(1,870)	_	(963)	-
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translating foreign operations	(12,310)	(1)	(4,847)	(1)
8399	Income tax relating to the items that may be reclassified subsequently to profit or loss	-	-	-	-
	Total items that may be reclassified subsequently to profit or loss	(12,310)	(1)	(4,847)	(1)
8300	Other comprehensive income (loss) for the year, net of income tax	(14,180)	(1)	(5,810)	(1)
8500	Total comprehensive income for the year	139,923	13	82,526	8
0000	Net profit attributable to:				
8610	Owners of the Company	154,103	14	88,336	9
8620	Non-controlling interests		-	-	_
0020	Ton contoning increase	154,103	14	88,336	9
	Total comprehensive income attributable to :	134,103			
8710	Owners of Company	139,923	13	82,526	8
8720	Non-controlling interests	-		-	
3.20	Total comprehensive income	139,923	13	82,526	8
	Earnings per share (NTD)	107,720		02,020	
9750	Basic Earnings Per Share		4.05		2.32
			4.02		2.29
9850	Diluted Earnings Per Share		7.02		2.27

Chairman: Jeremy Wang President: Aven Chuang Accounting Manager: Melody Hsu

(English Translation of the Financial Statement Originally Issued in Chinese) Insyde Software Corp. Consolidated Statement of Stockholders' Equity

@insyde

Consolidated Statement of Stockholders' Equity For the years ended December 31, 2020 and 2019 (Expressed in thousands of New Taiwan Dollars)

Total equity attributable to shareholders of parent

				Reta	ined earnings		Exchange difference on	
	Common Stock	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total retained earnings	translation of foreign operations	Total
Balance-January 1, 2019	\$380,435	67,477	123,289	10,537	91,562	225,388	(4,022)	669,278
Net profit for the year ended December 31,2019	-	-	-	-	88,336	88,336	-	88,336
Other comprehensive income (loss) for the year ended December 31, 2019	-	-	-	-	(963)	(963)	(4,847)	(5,810)
Total comprehensive income	-	-	-	-	87,373	87,373	(4,847)	82,526
Appropriation and distribution of 2018 earnings:								
Legal reserve	-	-	6,632	-	(6,632)	-	-	-
Cash dividends to shareholders	-	-	-	-	(57,065)	(57,065)	-	(57,065)
Balance-December 31, 2019	\$380,435	67,477	129,921	10,537	115,238	255,696	(8,869)	694,739
Net profit for the year ended December 31,2020	-	-	-	-	154,103	154,103	-	154,103
Other comprehensive income (loss) for the year ended December 31,2020	-	-	-	-	(1,870)	(1,870)	(12,310)	(14,180)
Total comprehensive income	-	-	-	-	152,233	152,233	(12,310)	139,923
Appropriation and distribution of 2019 earnings:								
Legal reserve	-	-	8,834	-	(8,834)	-	-	-
Cash dividends to shareholders	-	-	-	-	(76,087)	(76,087)	-	(76,087)
Balance-December 31, 2020	\$380,435	67,477	138,755	10,537	182,550	331,842	(21,179)	758,575

Accounting Manager: Meoldy Hsu
Chairman: Jeremy Wang
President: Aven Chuang

(English Translation of the Financial Statement Originally Issued in Chinese) Insyde Software Corp. Consolidated Statements of Cook Flows

Consolidated Statements of Cash Flows For the years ended December 31, 2020 and 2019 (Expressed in thousands of New Taiwan Dollars)

	2020	2019
Cash flows from operating activities:		
Profit before income tax	\$ 199,187	\$ 117,190
Adjustments for :		
Depreciation expense	50,308	41,817
Amortization expense	41,197	39,611
Interest expense	2,856	1,894
Interest income	(4,217)	(6,527)
Loss (gain) on disposal of property, plant and equipment	14	(80)
Gain on modified the lease agreement	<u> </u>	(144)
Total adjustments to reconcile profit (loss) before income tax	90,158	76,571
Changes in operating assets and liabilities:		
Accounts receivable	(22,941)	16,906
Prepayments	(7,302)	(2,253)
Other current assets	(1,907)	295
Contract liability	(11,002)	(5,852)
Other payable	33,332	21,116
Other current liabilities	(1,069)	(2,733)
Accrued pension liabilities	(429)	(376)
Total changes in operating assets and liabilities	78,840	103,674
Cash generated from operations	278,027	220,864
Interest received	4,228	6,538
Income taxes paid	(48,424)	(18,123)
Net cash generated from operating activities	233,831	209,279
Cash flows from investing activities:		
Acquisition of property, plant and equipment	(10,551)	(15,746)
Proceeds from disposal of property, plant and equipment	-	126
Refundable deposits paid	(1,314)	(1,311)
Acquisition of intangible assets	(946)	(91)
Net cash used in investing activities	(12,811)	(17,022)
Lease payment paid	(40,372)	(37,052)
Cash dividends paid	(76,087)	(57,065)
Interest paid	(2,856)	(1,894)
Net cash flows used in financing activities	(119,315)	(96,011)
Effect of exchange rate changes on cash and cash equivalents	(12,252)	(4,677)
Net increase in cash and cash equivalents	89,453	91,569
Cash and cash equivalents, beginning of the year	728,118	636,549
Cash and cash equivalents, end of the year	<u>\$ 817,571</u>	\$ 728,118



安侯建業群合會計師重務的 KPMG

台北市110615信義路5段7號68樓(台北101大樓) 68F., TAIPEI 101 TOWER, No. 7, Sec. 5, Xinyi Road, Taipei City 110615, Taiwan (R.O.C.)

會計師查核報告

系微股份有限公司董事會 公鑒:

查核意見

系微股份有限公司民國一○九年及一○八年十二月三十一日之資產負債表,暨民國一○九年及一○八年一月一日至十二月三十一日之綜合損益表、權益變動表及現金流量表,以及個體財務報告附註(包括重大會計政策彙總),業經本會計師查核竣事。

依本會計師之意見,上開個體財務報告在所有重大方面係依照證券發行人財務報告編製準則編製,足以允當表達系微股份有限公司民國一〇九年及一〇八年十二月三十一日之財務狀況,暨民國一〇九年及一〇八年一月一日至十二月三十一日之財務績效與現金流量。

查核意見之基礎

本會計師民國一〇九年度個體財務報告係依照會計師查核簽證財務報表規則及一般公認審計準則執行查核工作;民國一〇八年度個體財務報告係依照會計師查核簽證財務報表規則、金管證審字第1090360805號函及一般公認審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核個體財務報告之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依會計師職業道德規範,與系微股份有限公司保持超然獨立,並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據,以作為表示查核意見之基礎。

關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷,對系微股份有限公司民國一〇九年度個體財務報告之查核最為重要之事項。該等事項已於查核個體財務報告整體及形成查核意見之過程中予以因應,本會計師並不對該等事項單獨表示意見。本會計師判斷應溝通在查核報告上之關鍵查核事項如下:

一、收入認列

有關收入認列之會計政策及揭露資訊,請詳個體財務報告附註四(十三)及六(十二)。 關鍵查核事項之說明:

系微股份有限公司銷貨收入組合以軟、韌體授權、銷售原始程式及提供軟、韌體技術 服務為主,銷貨收入為決定財務報表績效最關鍵之因素,且受報表使用者高度關注,因此 將銷貨收入認列為關鍵查核事項。



因應之查核程序:

- 評估並測試銷貨收入認列有關內部控制設計及執行之有效性。
- 針對銷售合約選取樣本,執行交易詳細測試並檢查合約中重大條款,核對內、外部資料,佐證交易之真實性。
- 檢查合約負債餘額,測試攤銷期間係屬適當,並核對轉列銷貨收入之金額計算。
- 針對期末應收帳款金額執行函證與期後收款等餘額證實測試程序,評估應收帳款及銷貨收入記錄在正確之期間。

管理階層與治理單位對個體財務報告之責任

管理階層之責任係依照證券發行人財務報告編製準則編製允當表達之個體財務報告,且維持與個體財務報告編製有關之必要內部控制,以確保個體財務報告未存有導因於舞弊或錯誤之重大不實表達。

於編製個體財務報告時,管理階層之責任包括評估系微股份有限公司繼續經營之能力、相關事項之揭露,以及繼續經營會計基礎之採用,除非管理階層意圖清算系微股份有限公司或停止營業,或除清算或停業外別無實際可行之其他方案。

系微股份有限公司之治理單位(含獨立董事及監察人)負有監督財務報導流程之責任。

會計師查核個體財務報告之責任

本會計師查核個體財務報告之目的,係對個體財務報告整體是否存有導因於舞弊或錯誤之重大不實表達取得合理確信,並出具查核報告。合理確信係高度確信,惟依照一般公認審計準則執行之查核工作無法保證必能偵出個體財務報告存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數可合理預期將影響個體財務報告使用者所作之經濟決策,則被認為具有重大性。

本會計師依照一般公認審計準則查核時,運用專業判斷並保持專業上之懷疑。本會計師亦執行下列工作:

- 1.辨認並評估個體財務報告導因於舞弊或錯誤之重大不實表達風險;對所評估之風險設計及執 行適當之因應對策;並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及 共謀、偽造、故意遺漏、不實聲明或踰越內部控制,故未偵出導因於舞弊之重大不實表達之 風險高於導因於錯誤者。
- 2.對與查核攸關之內部控制取得必要之瞭解,以設計當時情況下適當之查核程序,惟其目的非 對系微股份有限公司內部控制之有效性表示意見。
- 3.評估管理階層所採用會計政策之適當性,及其所作會計估計與相關揭露之合理性。
- 4.依據所取得之查核證據,對管理階層採用繼續經營會計基礎之適當性,以及使系微股份有限公司繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性,作出結論。本會計師若認為該等事件或情況存在重大不確定性,則須於查核報告中提醒個體財務報告使用者注意個體財務報告之相關揭露,或於該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情況可能導致系微股份有限公司不再具有繼續經營之能力。



- 5.評估個體財務報告(包括相關附註)之整體表達、結構及內容,以及個體財務報告是否允當表達相關交易及事件。
- 6.對於採用權益法之被投資公司之財務資訊取得足夠及適切之查核證據,以對個體財務報告表示意見。本會計師負責對該等被投資公司查核案件之指導、監督及執行,並負責形成個體查核意見。

本會計師與治理單位溝通之事項,包括所規劃之查核範圍及時間,以及重大查核發現(包括於查核過程中所辨認之內部控制顯著缺失)。

本會計師亦向治理單位提供本會計師所隸屬事務所受獨立性規範之人員已遵循會計師職業 道德規範中有關獨立性之聲明,並與治理單位溝通所有可能被認為會影響會計師獨立性之關係 及其他事項(包括相關防護措施)。

本會計師從與治理單位溝通之事項中,決定對系微股份有限公司民國一〇九年度個體財務報告查核之關鍵查核事項。本會計師於查核報告中敘明該等事項,除非法令不允許公開揭露特定事項,或在極罕見情況下,本會計師決定不於查核報告中溝通特定事項,因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

安侯建業聯合會計師事務所

牌目号

會計師:

李俊光

證券主管機關 (88)台財證(六)第18311號 核准簽證文號 金管證審字第1020000737號 民 國 一一〇 年 二 月 二十五 日

(English Translation of the Financial Statement Originally Issued in Chinese) Insyde Software Corp. **Cinsyde**

Balance Sheet

December 31, 2020 and 2019

(Expressed in thousands of New Taiwan Dollars)

		2020.12.31			2019.12.31		
	Assets	A	Amount	%	A	mount	%
	Current assets:						
1100	Cash and cash equivalents	\$	598,915	54	\$	495,192	47
1170	Accounts receivable, net		78,871	7		59,550	6
1210	Other receivables - related parties		248	_		17,410	2
1410	Prepayments		31,704	3		27,740	3
1470	Other current assets		11,700	1		9,895	1
	Total current assets		721,438	65		609,787	59
	Non-current assets:					<u> </u>	
1551	Equity investments under equity method		221,157	20		200,807	19
1600	Property, plant and equipment, net		19,721	2		17,578	2
1755	Right of use asset		61,930	6		97,783	9
1780	Intangible income asset		53,520	5		85,265	8
1840	Deferred tax assets		12,502	1		16,097	2
1920	Refundable deposits		10,833	1		9,790	1
	Total non-current assets		379,663	35		427,320	41
	Total assets	\$	1,101,101	100	\$	1,037,107	100
	Liabilities and Equity						
	Current liabilities:						
2130	Current contract liability	\$	35,688	3	\$	48,074	5
2200	Other payables	Ψ	211,136	19	Ψ	163,162	16
2355	Current lease obligations		34,980	3		34,977	3
2399	Other current liabilities		89	-		1,331	-
2077	Total current liabilities		281,893	25		247,544	24
	Non-current liabilities:		, , , , ,			. ,-	
2527	Non-current contract liability		922	_		1,574	_
2551	Non-current provisions for employee benefits		18,816	2		17,375	2
2570	Deferred income tax liabilities		12,923	1		12,923	1
2613	Non-current lease obligations		27,972	3		62,952	6
	Total non-current liabilities		60,633	6		94,824	9
	Total liabilities		342,526	31		342,368	33
3110	Common stock		380,435	35	-	380,435	37
	Capital surplus:						
3211	Capital surplus, additional paid-in capital arising from ordinary share		48,769	4		48,769	5
3260	Capital surplus, changes in equity of associates and joint ventures accounted for using equity method		281	-		281	-
3280	Capital surplus, others		18,427	2		18,427	2
0200	Cup		67,477	6		67,477	7
	Retained earnings:						
3310	Legal reserve		138,755	13		129,921	13
3320	Special reserve		10,537	1		10,537	1
3351	Undistributed earnings		182,550	16		115,238	11
	041		331,842	30		255,696	<u>25</u>
3490	Other equity: Other equity—Other		(21,179)	(2)		(8,869)	(1)
シサクロ	Total equity		758,575	69		694,739	67
	Total liabilities and equity		1,101,101	100	\$	1,037,107	
	Lotal nationes and equity	Ψ	1,101,101	100	Ψ	1,001,101	100

Accounting Manager: Melody Hsu Chairman: Jeremy Wang President: Aven Chuang

(English Translation of the Financial Statement Originally Issued in Chinese) Insyde Software Corp. **Ginsyde**

Comprehensive Income Statement

For the years ended December 31, 2020 and 2019 (Expressed in thousands of New Taiwan Dollars)

2020

2019

		I	Amount	%	Amount	%
4110	Sales revenue	\$	945,666	100	\$ 749,11	14 100
5000	Operating costs		183,358	19	128,73	34 17
	Gross profit		762,308	81	620,38	83
	Operating expenses:					
6100	Selling expenses		71,815	8	61,67	76 8
6200	Administrative expenses		154,132	16	145,08	33 19
6300	Research and development expenses		371,236	39	369,77	70 50
			597,183	63	576,52	29 77
	Operating income		165,125	18	43,85	51 6
	Non-operating income and expenses:					
7010	Interest income		3,399	-	3,93	36 -
7020	Other gains and losses		(7,380)	(1)	(1,63	9) -
7050	Finance costs		(2,553)	-	(1,62	1) -
7070	Share of profit of subsidiaries, associates and joint venture accounted for using equity method		32,658	3	53,19	90 7
	Total non-operating income and expenses	-	26,124	2	53,86	56 7
7900	Profit from continuing operations before tax		191,249	20	97,71	17 13
7951	Less: Income tax expense		37,146	4	9,38	31 1
	Net profit for this year		154,103	16	88,33	36 12
8300	Other comprehensive income (loss):					
8310	Items that will not be reclassified subsequently to profit or loss					
8311	Remeasurement of defined benefit plans		(1,870)	-	(96	3) -
8360	Items that may be reclassified subsequently to profit or loss					
8361	Exchange differences on translating foreign operation		(12,310)	(1)	(4,84	7) (1)
8300	Other comprehensive income (loss)for the year, net of income tax		(14,180)	(1)	(5,81	0) (1)
8500	Total comprehensive income for the year	\$	139,923	15	\$ 82,52	26 11
	Earnings per share(NTD)	-				
9750	Basic Earnings Per Share			4.05		2.32
9850	Diluted Earnings Per Share			4.02		2.29

Chairman: Jeremy Wang President: Aven Chuang Accounting Manager: Melody Hsu

(English Translation of the Financial Statement Originally Issued in Chinese) Insyde Software Corp.

Statement of Stockholders' Equity For the years ended December 31, 2020 and 2019 (Experssed in thousands of New Taiwan Dollars)



Retained earnings Other equity Exchange Unapprop Total difference on Common Capital Special Legal riated retained translation of Total Stock surplus reserve reserve earnings earnings foreign equity operations \$380,435 67,477 123,289 10,537 91,562 225,388 669,278 Balance - January 1,2019 (4.022) Net profit for the year ended December 31,2019 88,336 88,336 88,336 Other comprehensive income (loss) for the year ended December 31,2019 (963) (963) (5,810)87,373 87,373 82,526 Total comprehensive income (loss) (4,847)Appropriation and distribution of 2018 earnings: Legal reserve 6,632 (6,632)Cash dividends to shareholders (57,065)(57,065)(57,065)\$380,435 Balance - December 31, 2019 67,477 129,921 10,537 115,238 255,696 (8,869) 694,739 Net profit for the year ended December 31,2020 154,103 154,103 154,103 (1,870) (14,180)Other comprehensive income (loss) for the year ended December 31,2020 (1.870)(12.310)

\$380,435

Total comprehensive income (loss)

Cash dividends to shareholders

Balance - December 31, 2020

Legal reserve

Appropriation and distribution of 2019 earnings:

152,233

(8,834)

(76,087)

182,550

10,537

8,834

138,755

67,477

152,233

(76,087)

331,842

(12,310)

(21,179)

139,923

(76,087)

758,575

Chairman: Jeremy Wang President: Aven Chuang Accounting Manager: Melody Hsu

(English Translation of the Financial Statement Originally Issued in Chinese) Locate Software Corp

Insyde Software Corp.

Statements of Cash Flows

For the years ended December 31, 2020 and 2019 (Expressed in thousands of New Taiwan Dollars)

Profit before income tax		2020	2019	
Adjustments for : 43,983 36,747 Amortization expense 43,983 34,038 Interest expense 2,553 1,621 Interest income (3,399) (3,936) Share of profit of subsidiaries, associates and joint ventures accounted for using equity method (32,658) (53,190) Loss (gain) on disposal of property, plant and equipment 11 (80) Gain on modified the lease agreement - (144) - (144) Total adjustments to reconcile profit before income tax 43,531 15,056 Changes in operating assets and liabilities: - (19,321) (5,594) Other receivables - related parties 17,162 (1,526) Prepayments (4,322) (2,178) Other receivables - related parties (1,818) 35 Total changes in operating assets (1,818) 35 Total changes in operating assets (8,299) (9,263) Changes in operating liabilities: (13,3038) (10,826) Other payable 33,511 22,720 Other payable 33,511 22,720 Other pa	Cash flows from operating activities:			
Depreciation expense 43,983 36,747 Amortization expense 33,041 34,038 Interest expense 2,553 1,621 Interest income (3,399) (3,936) Share of profit of subsidiaries, associates and joint ventures (32,658) (53,190) accounted for using equity method 11 (80) Gain on modified the lease agreement - (144) Total adjustments to reconcile profit before income tax 43,531 15,056 Changes in operating assets - - (144) Total adjustments to reconcile profit before income tax 43,531 15,056 Changes in operating assets and liabilities: - - (144) Other receivable (19,321) (5,594) Other receivables - related parties 17,162 (1,526) Prepayments (4,322) (2,178) Other current assets (1,818) 33 Total changes in operating assets (1,3038) (10,826) Other payable 33,511 22,720 Other current liabilities <td< th=""><th>Profit before income tax</th><th>\$ 191,249</th><th>\$ 97,717</th></td<>	Profit before income tax	\$ 191,249	\$ 97,717	
Amortization expense 33,041 34,038 Interest expense 2,553 1,621 Interest income (3,399) (3,936) Share of profit of subsidiaries, associates and joint ventures accounted for using equity method (32,658) (53,190) Loss (gain) on disposal of property, plant and equipment 11 (80) Gain on modified the lease agreement - (144) Total adjustments to reconcile profit before income tax 43,531 15,056 Changes in operating assets and liabilities: - (142) Changes in operating assets and liabilities: - (1,526) Other receivables - related parties 17,162 (1,526) Prepayments (4,322) (2,178) Other current assets (1,818) 35 Total changes in operating assets (8,299) (9,263) Changes in operating liabilities: (13,038) (10,826) Other payable 33,511 22,720 Other current liabilities (1,242) (2,603) Accrued pension liabilities (1,242) (376) Total cha	Adjustments for :			
Interest expense 2,553 1,621 Interest income (3,399) (3,936) Share of profit of subsidiaries, associates and joint ventures accounted for using equity method (32,658) (53,190) Loss (gain) on disposal of property, plant and equipment 11 (80) Gain on modified the lease agreement - (144) - (144) Total adjustments to reconcile profit before income tax 43,531 15,056 Changes in operating assets and liabilities: - (19,321) (5,594) Other receivables - related parties 17,162 (1,526) Prepayments (4,322) (2,178) Other current assets (1,818) 35 Total changes in operating assets (8,299) (9,263) Changes in operating liabilities: (13,038) (10,826) Other current liabilities (13,038) (10,826) Other payable 33,511 22,720 Other current liabilities (1,242) (2,603) Accrued pension liabilities (1,242) (2,603) Accrued pension injabilities in operating assets and liabilities 10,503 <t< td=""><td>Depreciation expense</td><td>43,983</td><td>36,747</td></t<>	Depreciation expense	43,983	36,747	
Interest income (3,399) (3,936) Share of profit of subsidiaries, associates and joint ventures accounted for using equity method (32,658) (53,190) Loss (gain) on disposal of property, plant and equipment 11 (80) Gain on modified the lease agreement — (144) — (144) Total adjustments to reconcile profit before income tax 43,531 15,056 Changes in operating assets and liabilities: — (19,321) (5,594) Changes in operating assets and liabilities: — (19,321) (5,594) Other receivables - related parties 17,162 (1,526) Prepayments (4,322) (2,178) Other current assets (1,818) 35 Total changes in operating assets (8,299) (9,263) Changes in operating liabilities: — (1,242) (2,603) Other current liabilities (13,038) (10,826) Other payable 33,511 22,720 Other current liabilities (1,242) (2,603) Accrued pension liabilities (1,242) (3,603) Total changes in operating assets and liabilities 10	Amortization expense	33,041	34,038	
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method (32,658) (53,190) Loss (gain) on disposal of property, plant and equipment 11 (80) Gain on modified the lease agreement - (144) Total adjustments to reconcile profit before income tax 43,531 15,056 Changes in operating assets and liabilities: - - Changes in operating assets and liabilities: - - Accounts receivable (19,321) (5,594) Other receivables - related parties 17,162 (1,526) Prepayments (4,322) (2,178) Other current assets (1,818) 35 Total changes in operating assets (8,299) (9,263) Changes in operating liabilities: - (1,242) (2,603) Other current liabilities (1,242) (2,603) Accrued pension liabilities (1,242) (2,603) Accrued pension liabilities (4,29) (376) Total changes in operating assets and liabilities 10,503 (348) Cash generated from operating assets and liabilities<	Interest expense	2,553	1,621	
accounted for using equity method (32,658) (53,190) Loss (gain) on disposal of property, plant and equipment 11 (80) Gain on modiffed the lease agreement - (144) Total adjustments to reconcile profit before income tax 43,531 15,056 Changes in operating assets and liabilities: - (19,321) (5,594) Other seceivable (19,321) (5,594) (19,321) (5,594) Other receivables - related parties 17,162 (1,526) (1,	Interest income	(3,399)	(3,936)	
Loss (gain) on disposal of property, plant and equipment 1 (80)	Share of profit of subsidiaries, associates and joint ventures	(22.659)	(52 100)	
Gain on modified the lease agreement (144) Total adjustments to reconcile profit before income tax 43,531 15,056 Changes in operating assets sud liabilities: Secondary assets sud liabilities: 15,094 Changes in operating assets sud liabilities: 17,162 (1,526) Other receivables - related parties 17,162 (1,526) Prepayments (4,322) (2,178) Other current assets (1,818) 35 Total changes in operating liabilities: (8,299) (9,263) Changes in operating liabilities (13,038) (10,826) Other payable 33,511 22,720 Other payable 33,511 22,720 Other current liabilities (1,242) (2,603) Accrued pension liabilities (429) (376) Total changes in operating liabilities 429 (376) Total changes in operating sasets and liabilities 10,503 348 Cash generated from operating assets and liabilities 10,503 348 Cash generated from operating activities 245,283 112,425 Inte	accounted for using equity method	(32,038)	(33,190)	
Total adjustments to reconcile profit before income tax 43,531 15,056 Changes in operating assets and liabilities: Changes in operating assets: Accounts receivable (19,321) (5,594) Other receivables - related parties 17,162 (1,526) Prepayments (4,322) (2,178) Other current assets (1,818) 35 Total changes in operating assets (8,299) (9,263) Changes in operating liabilities: (8,299) (9,263) Changes in operating liabilities: (10,826) (10,826) Other payable 33,511 22,720 Other current liabilities (1,242) (2,603) Accrued pension liabilities (429) (376) Total changes in operating liabilities 18,802 8,915 Total changes in operating liabilities 18,802 8,915 Total changes in operating assets and liabilities 10,503 (348) Cash generated from operating assets and liabilities 10,503 (348) Cash generated from operating activities 229,605 102,804	Loss (gain) on disposal of property, plant and equipment	11	(80)	
Changes in operating assets and liabilities: Changes in operating assets: (19,321) (5,594) Accounts receivable (19,321) (5,594) Other receivables - related parties 17,162 (1,526) Prepayments (4,322) (2,178) Other current assets (1,818) 35 Total changes in operating assets (8,299) (9,263) Changes in operating liabilities: (8,299) (9,263) Other payable 33,511 22,720 Other current liabilities (1,242) (2,603) Accrued pension liabilities (429) (376) Total changes in operating liabilities 18,802 8,915 Total changes in operating assets and liabilities 10,503 (348) Cash generated from operating assets and liabilities 10,503 (348) Cash generated from operating assets and liabilities 10,503 (348) Cash generated from operating activities 229,605 102,804 Net cash generated from operating activities 229,605 102,804 Cash flows from disposal of property, pla	Gain on modified the lease agreement	<u>-</u> _	(144)	
Changes in operating assets : (19,321) (5,594) Other receivables - related parties 17,162 (1,526) Prepayments (4,322) (2,178) Other current assets (1,818) 35 Total changes in operating lassetts (8,299) (9,263) Changes in operating liabilities : (8,299) (9,263) Contract liability (13,038) (10,826) Other payable 33,511 22,720 Other current liabilities (1,242) (2,603) Accrued pension liabilities (12,429) (376) Total changes in operating liabilities 18,802 8,915 Total changes in operating assets and liabilities 10,503 (348) Cash generated from operations 245,283 112,425 Increst received 3,410 3,947 Income taxes paid (19,088) (13,568) Net cash generated from operating activities 229,605 102,804 Cash flows from investing activities 229,605 102,804 Refundable deposits paid (1,043) (1,186)	Total adjustments to reconcile profit before income tax	43,531	15,056	
Accounts receivable (19,321) (5,594) Other receivables - related parties 17,162 (1,526) Prepayments (4,322) (2,178) Other current assets (1,818) 35 Total changes in operating assets (8,299) (9,263) Changes in operating liabilities: Contract liability (13,038) (10,826) Other payable 33,511 22,720 Other current liabilities (429) (376) Accrued pension liabilities (429) (376) Total changes in operating liabilities 18,802 8,915 Total changes in operating assets and liabilities 10,503 (348) Cash generated from operations 245,283 112,425 Interest received 3,410 3,947 Income taxes paid (19,088) (13,568) Net cash generated from operating activities 229,605 102,804 Cash flows from investing activities (10,284) (15,176) Proceeds from disposal of property, plant and equipment (10,284) (15,176	Changes in operating assets and liabilities:			
Other receivables - related parties 17,162 (1,526) Prepayments (4,322) (2,178) Other current assets (1,818) 35 Total changes in operating assets (8,299) (9,263) Changes in operating liabilities: Contract liability (13,038) (10,826) Other payable 33,511 22,720 Other current liabilities (429) (376) Accrued pension liabilities (429) (376) Total changes in operating liabilities 18,802 8,915 Total changes in operating assets and liabilities 10,503 (348) Cash generated from operating assets and liabilities 10,503 (348) Interest received 3,410 3,947 Income taxes paid (19,088) (13,568) Net cash generated from operating activities 229,605 102,804 Cash flows from investing activities: 229,605 102,804 Proceeds from disposal of property, plant and equipment - 16 Refundable deposits paid (1,043) <	Changes in operating assets:			
Prepayments (4,322) (2,178) Other current assets (1,818) 35 Total changes in operating assets (8,299) (9,263) Changes in operating liabilities: (13,038) (10,826) Other payable 33,511 22,720 Other current liabilities (1,242) (2,603) Accrued pension liabilities (429) (376) Total changes in operating liabilities 18,802 8,915 Total changes in operating assets and liabilities 10,503 (348) Cash generated from operatings 245,283 112,425 Interest received 3,410 3,947 Income taxes paid (19,088) (13,568) Net cash generated from operating activities 229,605 102,804 Cash flows from investing activities: 10,804 Proceeds from disposal of property, plant and equipment (10,284) (15,176) Refundable deposits paid (1,043) (1,186) Acquisition of intangible assets (938) (4) Net cash used in investing activities:	Accounts receivable	(19,321)	(5,594)	
Other current assets (1,818) 35 Total changes in operating assets (8,299) (9,263) Changes in operating liabilities:	Other receivables - related parties	17,162	(1,526)	
Total changes in operating assets (8,299) (9,263) Changes in operating liabilities: (10,826) Contract liability (13,038) (10,826) Other payable 33,511 22,720 Other current liabilities (1,242) (2,603) Accrued pension liabilities (429) (376) Total changes in operating liabilities 18,802 8,915 Total changes in operating assets and liabilities 10,503 (348) Cash generated from operations 245,283 112,425 Interest received 3,410 3,947 Income taxes paid (19,088) (13,568) Net cash generated from operating activities 229,605 102,804 Cash flows from investing activities 229,605 102,804 Cash flows from investing activities (10,284) (15,176) Proceeds from disposal of property, plant and equipment - 126 Refundable deposits paid (1,043) (1,186) Acquisition of intangible assets (938) (4) Net cash used in investing activities (12,265) (16	Prepayments	(4,322)	(2,178)	
Changes in operating liabilities : (13,038) (10,826) Other payable 33,511 22,720 Other current liabilities (1,242) (2,603) Accrued pension liabilities (429) (376) Total changes in operating liabilities 18,802 8,915 Total changes in operating assets and liabilities 10,503 (348) Cash generated from operations 245,283 112,425 Interest received 3,410 3,947 Income taxes paid (19,088) (13,568) Net cash generated from operating activities 229,605 102,804 Cash flows from investing activities: 229,605 102,804 Cash flows from investing activities: - 126 Refundable deposits paid (10,284) (15,176) Proceeds from disposal of property, plant and equipment - 126 Refundable deposits paid (1,043) (1,186) Acquisition of intangible assets (938) (4) Net cash used in investing activities (12,265) (16,240) Cash flows from financing activities </td <td>Other current assets</td> <td>(1,818)</td> <td>35</td>	Other current assets	(1,818)	35	
Contract liability (13,038) (10,826) Other payable 33,511 22,720 Other current liabilities (1,242) (2,603) Accrued pension liabilities (429) (376) Total changes in operating liabilities 18,802 8,915 Total changes in operating assets and liabilities 10,503 (348) Cash generated from operations 245,283 112,425 Income taxes paid (19,088) (13,568) Net cash generated from operating activities 229,605 102,804 Cash flows from investing activities: - 126 Refundable deposits paid (10,284) (15,176) Proceeds from disposal of property, plant and equipment - 126 Refundable deposits paid (1,043) (1,186) Acquisition of intangible assets (938) (4) Net cash used in investing activities (12,265) (16,240) Cash flows from financing activities (2,553) (1,621) Cash dividends paid (76,087) (57,065) Interest paid (2,553)	Total changes in operating assets	(8,299)	(9,263)	
Other payable 33,511 22,720 Other current liabilities (1,242) (2,603) Accrued pension liabilities (429) (376) Total changes in operating liabilities 18,802 8,915 Total changes in operating assets and liabilities 10,503 (348) Cash generated from operations 245,283 112,425 Interest received 3,410 3,947 Income taxes paid (19,088) (13,568) Net cash generated from operating activities 229,605 102,804 Cash flows from investing activities: - 126 Acquisition of property, plant and equipment (10,284) (15,176) Proceeds from disposal of property, plant and equipment - 126 Refundable deposits paid (1,043) (1,186) Acquisition of intangible assets (938) (4) Net cash used in investing activities (12,265) (16,240) Cash flows from financing activities (34,977) (32,541) Cash dividends paid (76,087) (57,065) Interest paid (Changes in operating liabilities:			
Other current liabilities (1,242) (2,603) Accrued pension liabilities (429) (376) Total changes in operating liabilities 18,802 8,915 Total changes in operating assets and liabilities 10,503 (348) Cash generated from operations 245,283 112,425 Interest received 3,410 3,947 Income taxes paid (19,088) (13,568) Net cash generated from operating activities 229,605 102,804 Cash flows from investing activities: - 126 Refundable deposits paid and equipment (10,284) (15,176) Proceeds from disposal of property, plant and equipment - 126 Refundable deposits paid (1,043) (1,186) Acquisition of intangible assets (938) (4) Net cash used in investing activities: (12,265) (16,240) Cash flows from financing activities: (2,553) (16,240) Cash quividends paid (76,087) (57,065) Interest paid (2,553) (1,621) Net cash used in financing activit	Contract liability	(13,038)	(10,826)	
Accrued pension liabilities (429) (376) Total changes in operating liabilities 18,802 8,915 Total changes in operating assets and liabilities 10,503 (348) Cash generated from operations 245,283 112,425 Interest received 3,410 3,947 Income taxes paid (19,088) (13,568) Net cash generated from operating activities 229,605 102,804 Cash flows from investing activities: - 126 Refundable deposits paid disposal of property, plant and equipment - 126 Refundable deposits paid disposal of intengible assets (938) (4) Net cash used in investing activities (12,265) (16,240) Cash flows from financing activities (12,265) (16,240) Cash quividends paid (76,087) (57,065) Interest paid (2,553) (1,621) Net cash used in financing activities (113,617) (91,227) Net increase (decrease) in cash and cash equivalents 103,723 (4,663)	Other payable	33,511	22,720	
Total changes in operating liabilities 18,802 8,915 Total changes in operating assets and liabilities 10,503 (348) Cash generated from operations 245,283 112,425 Interest received 3,410 3,947 Income taxes paid (19,088) (13,568) Net cash generated from operating activities 229,605 102,804 Cash flows from investing activities: - 126 Acquisition of property, plant and equipment (10,284) (15,176) Proceeds from disposal of property, plant and equipment - 126 Refundable deposits paid (1,043) (1,186) Acquisition of intangible assets (938) (4) Net cash used in investing activities (12,265) (16,240) Cash flows from financing activities: - - Lease payment paid (34,977) (32,541) Cash dividends paid (76,087) (57,065) Interest paid (2,553) (1,621) Net cash used in financing activities (113,617) (91,227) Net increase (decrease) in cash	Other current liabilities	(1,242)	(2,603)	
Total changes in operating assets and liabilities 10,503 (348) Cash generated from operations 245,283 112,425 Interest received 3,410 3,947 Income taxes paid (19,088) (13,568) Net cash generated from operating activities 229,605 102,804 Cash flows from investing activities: - 126 Acquisition of property, plant and equipment - 126 Refundable deposits paid (1,043) (1,186) Acquisition of intangible assets (938) (4) Net cash used in investing activities (12,265) (16,240) Cash flows from financing activities: - (34,977) (32,541) Cash dividends paid (76,087) (57,065) Interest paid (2,553) (1,621) Net cash used in financing activities (113,617) (91,227) Net increase (decrease) in cash and cash equivalents 103,723 (4,663)	Accrued pension liabilities	(429)	(376)	
Cash generated from operations 245,283 112,425 Interest received 3,410 3,947 Income taxes paid (19,088) (13,568) Net cash generated from operating activities 229,605 102,804 Cash flows from investing activities: - - Acquisition of property, plant and equipment - 126 Refundable deposits paid (1,043) (1,186) Acquisition of intangible assets (938) (4) Net cash used in investing activities (12,265) (16,240) Cash flows from financing activities: (34,977) (32,541) Cash dividends paid (76,087) (57,065) Interest paid (2,553) (1,621) Net cash used in financing activities (113,617) (91,227) Net increase (decrease) in cash and cash equivalents 103,723 (4,663)	Total changes in operating liabilities	18,802	8,915	
Interest received 3,410 3,947 Income taxes paid (19,088) (13,568) Net cash generated from operating activities 229,605 102,804 Cash flows from investing activities: - - Acquisition of property, plant and equipment (10,284) (15,176) Proceeds from disposal of property, plant and equipment - 126 Refundable deposits paid (1,043) (1,186) Acquisition of intangible assets (938) (4) Net cash used in investing activities (12,265) (16,240) Cash flows from financing activities: (34,977) (32,541) Cash dividends paid (76,087) (57,065) Interest paid (2,553) (1,621) Net cash used in financing activities (113,617) (91,227) Net increase (decrease) in cash and cash equivalents 103,723 (4,663)	Total changes in operating assets and liabilities	10,503	(348)	
Income taxes paid (19,088) (13,568) Net cash generated from operating activities 229,605 102,804 Cash flows from investing activities: 300	Cash generated from operations	245,283	112,425	
Net cash generated from operating activities 229,605 102,804 Cash flows from investing activities: Acquisition of property, plant and equipment (10,284) (15,176) Proceeds from disposal of property, plant and equipment - 126 Refundable deposits paid (1,043) (1,186) Acquisition of intangible assets (938) (4) Net cash used in investing activities (12,265) (16,240) Cash flows from financing activities: Lease payment paid (34,977) (32,541) Cash dividends paid (76,087) (57,065) Interest paid (2,553) (1,621) Net cash used in financing activities (113,617) (91,227) Net increase (decrease) in cash and cash equivalents 103,723 (4,663)	Interest received	3,410	3,947	
Cash flows from investing activities: Acquisition of property, plant and equipment (10,284) (15,176) Proceeds from disposal of property, plant and equipment - 126 Refundable deposits paid (1,043) (1,186) Acquisition of intangible assets (938) (4) Net cash used in investing activities (12,265) (16,240) Cash flows from financing activities: - (34,977) (32,541) Cash dividends paid (76,087) (57,065) Interest paid (2,553) (1,621) Net cash used in financing activities (113,617) (91,227) Net increase (decrease) in cash and cash equivalents 103,723 (4,663)	Income taxes paid	(19,088)	(13,568)	
Acquisition of property, plant and equipment (10,284) (15,176) Proceeds from disposal of property, plant and equipment - 126 Refundable deposits paid (1,043) (1,186) Acquisition of intangible assets (938) (4) Net cash used in investing activities (12,265) (16,240) Cash flows from financing activities: (34,977) (32,541) Cash dividends paid (76,087) (57,065) Interest paid (2,553) (1,621) Net cash used in financing activities (113,617) (91,227) Net increase (decrease) in cash and cash equivalents 103,723 (4,663)	Net cash generated from operating activities	229,605	102,804	
Proceeds from disposal of property, plant and equipment - 126 Refundable deposits paid (1,043) (1,186) Acquisition of intangible assets (938) (4) Net cash used in investing activities (12,265) (16,240) Cash flows from financing activities: (34,977) (32,541) Cash dividends paid (76,087) (57,065) Interest paid (2,553) (1,621) Net cash used in financing activities (113,617) (91,227) Net increase (decrease) in cash and cash equivalents 103,723 (4,663)	Cash flows from investing activities:			
Refundable deposits paid (1,043) (1,186) Acquisition of intangible assets (938) (4) Net cash used in investing activities (12,265) (16,240) Cash flows from financing activities: (34,977) (32,541) Cash dividends paid (76,087) (57,065) Interest paid (2,553) (1,621) Net cash used in financing activities (113,617) (91,227) Net increase (decrease) in cash and cash equivalents 103,723 (4,663)	Acquisition of property, plant and equipment	(10,284)	(15,176)	
Acquisition of intangible assets (938) (4) Net cash used in investing activities (12,265) (16,240) Cash flows from financing activities: (34,977) (32,541) Lease payment paid (76,087) (57,065) Interest paid (2,553) (1,621) Net cash used in financing activities (113,617) (91,227) Net increase (decrease) in cash and cash equivalents 103,723 (4,663)	Proceeds from disposal of property, plant and equipment	-	126	
Net cash used in investing activities (12,265) (16,240) Cash flows from financing activities: (34,977) (32,541) Lease payment paid (76,087) (57,065) Interest paid (2,553) (1,621) Net cash used in financing activities (113,617) (91,227) Net increase (decrease) in cash and cash equivalents 103,723 (4,663)	Refundable deposits paid	(1,043)	(1,186)	
Cash flows from financing activities: Lease payment paid (34,977) (32,541) Cash dividends paid (76,087) (57,065) Interest paid (2,553) (1,621) Net cash used in financing activities (113,617) (91,227) Net increase (decrease) in cash and cash equivalents 103,723 (4,663)	Acquisition of intangible assets	(938)	(4)	
Lease payment paid (34,977) (32,541) Cash dividends paid (76,087) (57,065) Interest paid (2,553) (1,621) Net cash used in financing activities (113,617) (91,227) Net increase (decrease) in cash and cash equivalents 103,723 (4,663)	Net cash used in investing activities	(12,265)	(16,240)	
Cash dividends paid (76,087) (57,065) Interest paid (2,553) (1,621) Net cash used in financing activities (113,617) (91,227) Net increase (decrease) in cash and cash equivalents 103,723 (4,663)	Cash flows from financing activities:			
Interest paid (2,553) (1,621) Net cash used in financing activities (113,617) (91,227) Net increase (decrease) in cash and cash equivalents 103,723 (4,663)	Lease payment paid	(34,977)	(32,541)	
Net cash used in financing activities(113,617)(91,227)Net increase (decrease) in cash and cash equivalents103,723(4,663)	Cash dividends paid	(76,087)	(57,065)	
Net increase (decrease) in cash and cash equivalents 103,723 (4,663)	Interest paid	(2,553)	(1,621)	
Net increase (decrease) in cash and cash equivalents 103,723 (4,663)	Net cash used in financing activities	(113,617)	(91,227)	
Cash and cash equivalents, beginning of the year 495,192 499,855	Net increase (decrease) in cash and cash equivalents	103,723	(4,663)	
	Cash and cash equivalents, beginning of the year	495,192	499,855	

Chairman: Jeremy Wang President: Aven Chuang Accounting Manager: Melody Hsu

Supervisors Review Report

The Board of Directors has prepared the Company's Financial Statements. Insyde Financial Statements have been audited and certified by Charles Chen, CPA, and Jeff Chen, CPA, of KPMG and an audit report relating to the Financial Statements has been issued. The Business Report, Financial Statements and Earnings Distribution Proposal have been reviewed and considered to be complied with relevant rules by the undersigned, the supervisor of Insyde. According to Article 219 of the Company act, I hereby submit this report.

To

The Company's 2021 annual Shareholders' Meeting

Insyde Software Corporation

Supervisor

Shao Chien-Hua

Dai May Hong

Ming Liang Investment Co., Ltd.

Representative: Wang Yen Chi

民國 106 年 11 月 02 日董事會通過 民國 107 年 05 月 29 日股東會報告

第一條 (本規則訂定依據)

為建立本公司良好董事會治理制度、健全監督功能及強化管理機能,爰依「公開發行公司董事會議事辦法」第二條訂定本規則,以資遵循。

第二條 (本規則規範之範圍)

本公司董事會之議事規則,其主要議事內容、作業程序、議 事錄應載明事項、公告及其他應遵循事項,應依本規則之規 定辦理。

第三條 (董事會召集及會議通知)

本公司董事會每季召集一次。

董事會之召集,應載明召集事由,於七日前通知各董事及監察人,但遇有緊急情事時,得隨時召集之。

前項召集之通知,經相對人同意者,得以電子方式為之。 本規則第七條第一項各款之事項,除有突發緊急情事或正當 理由外,應於召集事由中列舉,不得以臨時動議提出。

第四條 (董事會開會地點及時間之原則)

本公司董事會召開之地點與時間,應於本公司所在地及辦公時間或便於董事出席且適合董事會召開之地點及時間為之。

第五條 (會議通知及會議資料)

本公司董事會指定之議事單位為總經理室。

議事單位應擬訂董事會議事內容,並提供足夠之會議資料, 於召集通知時一併寄送。

董事如認為會議資料不充足,得向議事單位請求補足。董事如認為議案資料不充足,得經董事會決議後延期審議之。

第六條 (議事內容)

本公司定期性董事會之議事內容,至少包括下列各事項:

一、報告事項:

- (一)上次會議紀錄及執行情形。
- (二)重要財務業務報告。
- (三)內部稽核業務報告。
- (四)其他重要報告事項。
- 二、討論事項:
- (一)上次會議保留之討論事項。
- (二) 本次會議預定討論事項。
- 三、臨時動議。
- 第七條 (應經董事會討論事項)

下列事項應提本公司董事會討論:

一、本公司之營運計畫。

二、年度財務報告及半年度財務報告。但半年度財務報告依 法令規定無須經會計師查核簽證者,不在此限。

三、依證券交易法(下稱證交法)第十四條之一規定訂定或 修訂內部控制制度,及內部控制制度有效性之考核。

四、依證交法第三十六條之一規定訂定或修正取得或處分資 產、從事衍生性商品交易、資金貸與他人、為他人背書或提 供保證之重大財務業務行為之處理程序。

五、募集、發行或私募具有股權性質之有價證券。

六、財務、會計或內部稽核主管之任免。

七、對關係人之捐贈或對非關係人之重大捐贈。但因重大天 然災害所為急難救助之公益性質捐贈,得提下次董事會追認。 八、依證交法第十四條之三、其他依法令或章程規定應由股 東會決議或提董事會決議之事項或主管機關規定之重大事 項。

前項第七款所稱關係人,指證券發行人財務報告編製準則所 規範之關係人;所稱對非關係人之重大捐贈,指每筆捐贈金 額或一年內累積對同一對象捐贈金額達新臺幣一億元以上, 或達最近年度經會計師簽證之財務報告營業收入淨額百分之 一或實收資本額百分之五以上者。

前項所稱一年內,係以本次董事會召開日期為基準,往前追 溯推算一年,已提董事會決議通過部分免再計入。

外國公司股票無面額或每股面額非屬新臺幣十元者,第二項 有關實收資本額百分之五之金額,以股東權益百分之二點五 計算之。

應至少一席獨立董事親自出席董事會;對於第一項應提董事 會決議之事項,應有全體獨立董事出席董事會,獨立董事如 無法親自出席,應委由其他獨立董事代理出席。獨立董事如 有反對或保留意見,應於董事會議事錄載明;如獨立董事不 能親自出席董事會表達反對或保留意見者,除有正當理由 外,應事先出具書面意見,並載明於董事會議事錄。

第八條 (董事會之授權原則)

> 除第七條第一項應提本公司董事會討論事項外,董事會依法令或本公 司章程規定,授權執行之層級、內容或事項應具體明確,且涉及公司 重大利益事項,仍應經由董事會之決議。

第九條 (簽名簿等文件備置及董事之委託出席)

> 召開本公司董事會時,應設簽名簿供出席董事簽到,以供查 考。

> 董事應親自出席董事會,如不能親自出席,得依本公司章程 規定委託其他董事代理出席;如以視訊參與會議者,視為親 自出席。

董事委託其他董事代理出席董事會時,應於每次出具委託 書,並列舉召集事由之授權範圍。

前二項代理人,以受一人之委託為限。

第十條 (董事會主席及代理人)

本公司董事會應由董事長召集並擔任主席。但每屆第一次董事會,由股東會所得選票代表選舉權最多之董事召集,會議主席由該召集權人擔任之,召集權人有二人以上時,應互推一人擔任之。

董事長請假或因故不能行使職權時,由副董事長代理之,無 副董事長或副董事長亦請假或因故不能行使職權時,由董事 長指定常務董事一人代理之;其未設常務董事者,指定董事 一人代理之,董事長未指定代理人者,由常務董事或董事互 推一人代理之。

第十一條 本公司董事會召開時,經理部門(或董事會指定之議事單位) 應備妥相關資料供與會董事隨時查考。

召開董事會,得視議案內容通知相關部門或子公司之人員列席。

必要時,亦得邀請會計師、律師或其他專業人士列席會議及 說明。但討論及表決時應離席。

第十二條 董事會之主席於已屆開會時間並有過半數之董事出席時,應 即宣布開會。已屆開會時間,如全體董事有半數未出席時, 主席得宣布延後開會,其延後次數以二次為限。延後二次仍 不足額者,主席得依第三條第二項規定之程序重新召集。 前項及第十七條第二項第二款所稱全體董事,以實際在任者 計算之。

第十三條 (議案討論)

本公司董事會應依會議通知所排定之議事內容進行。但經出席董事過半數同意者,得變更之。

前項排定之議事內容及臨時動議,非經出席董事過半數同意者,主席不得逕行宣布散會。

董事會議事進行中,若在席董事未達出席董事過半數者,經在席董事提議,主席應宣布暫停開會,並準用第十二條第一項規定。

第十四條 (表決《一》)

主席對於議案之討論,認為已達可付表決之程度時,得宣布停止討論,提付表決。

本公司董事會議案表決時,經主席徵詢出席董事全體無異議者,視為通過,其效力與表決通過同。除徵詢出席董事全體 無異議通過者外,即應提付表決。

表決方式由主席就下列各款規定擇一行之,但出席者有異議時,應徵求多數之意見決定之:

- 一、舉手表決或投票器表決。
- 二、唱名表決。
- 三、投票表決。

四、公司自行選用之表決。

前兩項所稱出席董事全體不包括第十六條第一項不得行使表決權之董事。

第十五條 (表決《二》及監票、計票方式)

本公司董事會議案之決議,除證交法及公司法另有規定外,應有過半數董事之出席,出席董事過半數之同意行之。

同一議案有修正案或替代案時,由主席併同原案定其表決之順序。但如其中一案已獲通過時,其他議案即視為否決,無 須再行表決。

議案之表決如有設置監票及計票人員之必要者,由主席指定之,但監票人員應具董事身分。

表決之結果,應當場報告,並做成紀錄。

第十六條 (董事之利益迴避制度)

董事對於會議事項,與其自身或其代表之法人有利害關係者,應於當次董事會說明其利害關係之重要內容,如有害於公司利益之虞時,不得加入討論及表決,且討論及表決時應予迴避,並不得代理其他董事行使其表決權。

本公司董事會之決議,對依前項規定不得行使表決權之董事,依公司法第二百零六條第三項準用第一百八十條第二項規定辦理。

第十七條 (會議紀錄及簽署事項)

本公司董事會之議事,應作成議事錄,議事錄應詳實記載下列事項:

- 一、會議屆次(或年次)及時間地點。
- 二、主席之姓名。

三、董事出席狀況,包括出席、請假及缺席者之姓名與人數。四、列席者之姓名及職稱。

五、記錄之姓名。

六、報告事項。

七、討論事項:各議案之決議方法與結果、董事、監察人、專家及其他人員發言摘要、依前條第一項規定涉及利害關係人之董事姓名、利害關係人重要內容之說明、其應迴避或不迴避理由、迴避情形、反對或保留意見且有紀錄或書面聲明暨獨立董事依第七條第五項規定出具之書面意見。

八、臨時動議:提案人姓名、議案之決議方法與結果、董事、 監察人、專家及其他人員發言摘要、依前條第一項規定涉及 利害關係之董事姓名、利害關係重要內容之說明、其應迴避 或不迴避理由、迴避情形及反對或保留意見且有紀錄或書面 聲明。

九、其他應記載事項。

董事會議決事項,如有下列情事之一者,除應於議事錄載明外,並應於董事會之日起二日內於行政院金融監督管理委員會指定之公開資訊觀測站辦理公告申報:

一、獨立董事有反對或保留意見且有紀錄或書面聲明。董事會簽到簿為議事錄之一部分,應於公司存續期間妥善保存。

議事錄須由會議主席及記錄人員簽名或蓋章,於會後二十日內分送各董事及監察人。並應列入本公司重要檔案,於本公司存續期間妥善保存。

第一項議事錄之製作及分發得以電子方式為之。

第十八條 (董事會開會過程錄音或錄影之存證)

本公司董事會之開會過程,應全程錄音或錄影存證,並至少保存五年,其保存得以電子方式為之。

前項保存期限未屆滿前,發生關於董事會相關議決事項之訴訟時,相關錄音或錄影存證資料應續予保存至訴訟終結止。 以視訊會議召開者,其會議錄音、錄影資料為會議紀錄之一 部分,應於公司存續期間妥善保存。

第十九條 董事會設有常務董事者,其常務董事會議事準用第二條、第 三條第二項、第四條至第六條、第九條及第十一條至第十八 條規定。但常務董事會屬七日內定期召集者,得於二日前通 知各常務董事。

第二十條 (附則)

本議事規則之訂定及修正應經本公司董事會同意,並提股東會報告。

董事會議事規則修正條文對照表 民國109年11月05日董事會版 修正條文 現行條文 修正理由 第七條 (應經董事會討論事項) 第七條 (應經董事會討論事項) 配合證櫃監字 第 10900582662 下列事項應提本公司董事會討論: 下列事項應提本公司董事會討論: 號修正。 一、本公司之營運計畫。 一、本公司之營運計畫。 二、年度財務報告及須經會計師查 二、年度財務報告及半年度財務報 核簽證之第二季半年度財務報告。 告。但半年度財務報告依法令規定 但半年度財務報告依法令規定無須 無須經會計師查核簽證者,不在此 經會計師查核簽證者,不在此限。 限。 ...以下略。 ...以下略。 應有至少一席獨立董事親自出席董 應至少一席獨立董事親自出席董 事會; ...以下略 事會; 第十條 (董事會主席及代理人) 第十條 (董事會主席及代理人) 配合證櫃監字 第 10900582662 本公司董事會無由董事長召集 本公司董事會應由董事長召集並 者,由董事長並擔任主席。但每屆 擔任主席。但每屆第一次董事 號修正。 第一次董事會,由股東會所得選票 會,由股東會所得選票代表選舉 代表選舉權最多之董事召集者,會 權最多之董事召集,會議主席由 議主席由該召集權人擔任之,召集 該召集權人擔任之,召集權人有 權人有二人以上時,應互推一人擔 二人以上時,應互推一人擔任之。 董事長請假或因故不能行使職權 任之。 依公司法第二百零三條第四項或 時,由副董事長代理之,無副董事 第二百零三條之一第三項規定董 長或副董事長亦請假或因故不能 事會由過半數之董事自行召集 行使職權時,由董事長指定常務董 者,由董事互推一人擔任主席。 事一人代理之;其未設常務董事 董事長請假或因故不能行使職權 者,指定董事一人代理之,董事長 時,由副董事長代理之,無副董事 未指定代理人者,由常務董事或董 長或副董事長亦請假或因故不能行 事互推一人代理之。 使職權時,由董事長指定常務董事 一人代理之;其未設常務董事者, 指定董事一人代理之,董事長未指 定代理人者,由常務董事或董事互 推一人代理之。 第十三條(議案討論) 本公司董 第十三條(議案討論) 本公司 配合證櫃監字 董事會應依會議通知所排定之議 第 10900582662 事會應依會議通知所排定之議事程 事內容進行。但經出席董事過半數 號修正。 序內容進行。但經出席董事過半數 同意者,得變更之。 同意者,得變更之。 前項排定之議事內容及臨時動 前項排定之議事內容及臨時動 議·非經出席董事過半數同意者, 議,非經出席董事過半數同意 主席不得逕行宣布散會。 者,主席不得逕行宣布散會。 董事會議事進行中,若在席董事未 董事會議事進行中,若在席董事未

達出席董事過半數者,經在席董事

達出席董事過半數者,經在席董事

修正條文	現行條文	修正理由
提議,主席應宣布暫停開會,並準	提議,主席應宣布暫停開會,並準	
用第十二條第一項規定。	用第十二條第一項規定。	
第十六條 (董事之利益迴避制度)	第十六條 (董事之利益迴避制度)	配合證櫃監字
董事對於會議事項,與其自身或其	董事對於會議事項,與其自身或其	第 10900582662
代表之法人有利害關係者,應於當	代表之法人有利害關係者,應於當	號修正。
次董事會說明其利害關係之重要內	次董事會說明其利害關係之重要	
容,如有害於公司利益之虞時,不	內容,如有害於公司利益之虞時,	
得加入討論及表決,且討論及表決	不得加入討論及表決,且討論及表	
時應予迴避,並不得代理其他董事	決時應予迴避,並不得代理其他董	
行使其表決權。	事行使其表決權。	
董事之配偶、二親等內血親,或與	本公司董事會之決議,對依前項規	
董事具有控制從屬關係之公司,就	定不得行使表決權之董事,依公司	
會議之事項有利害關係者,視為董	法第二百零六條第三項準用第一	
事就該事項有自身利害關係。	百八十條第二項規定辦理。	
本公司董事會之決議,對依前項規		
定不得行使表決權之董事,依公司		
法第二百零六條第 <u>四</u> 三 項準用第一		
百八十條第二項規定辦理。		

民國 104年5月15日股東會報告

一、 訂定目的及依據

為建立本公司董事、監察人及經理人對道德標準有所共識,於執行職務時,秉持誠實信用之原則及遵守專業標準之行為,並使公司之利害關係人更加瞭解公司道德標準,爰參考主管機關頒布之「上市上櫃公司訂定道德行為準則參考範例」訂定本準則,以資遵循。

二、 適用範圍

本公司之董事、監察人及經理人(包括總經理及相當等級者、副總經理及相當等級者、協理及相當等級者、財務部門主管、會計部門主管、以及其他有為公司管理事務及簽名權力之人)。

三、 內容

(一) 防止利益衝突:

個人利益介入或可能介入公司整體利益時即產生利害衝突;本公司董事、監察人或經理人應以客觀及有效率的方式處理公務,避免個人或其配偶、父母、子女或二親等以內之親屬利益介入或可能介入公司整體利益,以致產生利害衝突或獲取不當利益。本公司董事、監察人或經理人對於公司經營、業務、財務等事項有潛在利益衝突時,應主動告知董事會,並經董事會充分討論認無害於公司利益之虞後,始得參與該事項之作成與討論。

(二) 避免圖私利之機會:

本公司董事、監察人或經理人應避免為下列事項:(1)透過使用公司財產、資訊或藉由職務之便而有圖私利之機會;(2)透過使用公司財產、資訊或藉由職務之便以獲取私利;(3)與公司競爭。當公司有獲利機會時,董事、監察人或經理人有責任增加公司所能獲取之正當合法利益。

(三) 保密責任:

本公司董事、監察人或經理人對於公司本身業務機密、技術資料、智慧財產權等資訊, 除經授權或法律規定公開外,應負有保密義務。應保密的資訊包括所有可能被競爭對 手利用或洩漏之後對公司或客戶有損害之未公開資訊。

(四) 公平交易:

本公司董事、監察人或經理人應公平對待公司進(銷)貨客戶、競爭對手及員工,不 得透過操縱、隱匿、濫用其基於職務所獲悉之資訊、對重要事項做不實陳述或其他不 公平之交易方式而獲取不當利益。

(五) 保護並適當使用公司資產:

本公司董事、監察人或經理人均有責任保護公司資產,並確保其能有效合法地使用於公務上,若被偷竊、疏忽或浪費均會直接影響到公司之獲利能力。

(六) 遵循法令規章:

本公司董事、監察人及經理人應遵循公司法、證券交易法及其他法令規章之規定。

(七) 鼓勵呈報任何非法或違反道德行為準則之行為:

加強宣導道德觀念,鼓勵員工於懷疑或發現有違反法令規章或道德行為準則之行為時,應檢具足夠資訊向監察人、經理人、內部稽核主管或其他適當人員呈報,檢舉案

經查明確認後,依公司「服務紀律與獎懲辦法」酌情獎勵呈報人員。

本公司應以保密負責之方式適當處理上述檢舉呈報資料,及時向其上級或經理人呈報,並將盡全力保護本著善意檢舉者之安全,使其免受任何形式之威脅或報復。對惡意不實檢舉者,公司應以疏導,必要時立即適當之酌以懲處以端正風氣。

(八) 懲戒措施:

本公司董事、監察人或經理人有違反道德行為準則之情形時,由董事會討論懲戒措施處理之,涉違反道德行為準則者得於董事會議中陳述其理由,再由董事會以多數決定 (涉違反者應採迴避原則)其違反與否。

涉及違反相關法令情節重大者,本公司應追究其民事及刑事法律責任,以保障本公司及股東權益。

前項違反本準則之行為由懲戒措施處理,即應依法令規定即時於公開資訊觀測站揭露 違反本準則人員之違反日期、違反事由、違反準則及處理情形等資訊。

四、 豁免適用之程序

豁免董事、監察人或經理人適用遵循公司之道德行為準則,必須經由董事會決議通過, 且即時於公開資訊觀測站揭露董事會通過豁免之日期、獨立董事之反對或保留意見、豁 免適用之期間、豁免適用之原因及豁免適用之準則等資訊,俾利股東評估董事會所為之 決議是否適當,以抑制任意或可疑的豁免遵循準則之情形發生,並確保任何豁免遵循準 則之情形均有適當的控管機制,以維護公司權益。

五、 揭露方式

本公司應於公司網站、年報、公開說明書及公開資訊觀測站揭露其所訂定之道德行為準則,修正時亦同。

六、 施行

本公司之道德行為準則經董事會通過後施行,並送各監察人及提報股東會,修正時亦同。 七、 制訂及修訂日期:

本準則於中華民國一○三年三月二十日制訂。

修訂於中華民國一〇四年五月十五日

修訂於中華民國一〇九年十一月五日

道德行為準則修正條文對照表

民國 109年11月05日董事會版

修正條文	現行條文	修正理由
三、內容	三、內容	配合證櫃監字第
(一)防止利益衝突:個人利益介入或	(一)防止利益衝突:個人利益介入或可	10900582662號修
可能介入公司整體利益時即產生利	能介入公司整體利益時即產生利害衝	正。
害衝突; 本公司董事、監察人或經理	突;本公司董事、監察人或經理人應	
人應以客觀及有效率的方式處理公	以客觀及有效率的方式處理公務,避	
務,避免個人或其配偶 、父母、子女	免個人或其配偶、父母、子女或二親	
或二親等以內之親屬利益介入或可	等以內之親屬利益介入或可能介入公	
能介入公司整體利益,以致產生利害	司整體利益,以致產生利害衝突或獲	
衝突或獲取不當利益。	取不當利益。	
本公司董事、監察人或經理人對於公	本公司董事、監察人或經理人對於公	
司經營、業務、財務等事項有潛在利	司經營、業務、財務等事項有潛在利	
益衝突時,應主動告知董事會,並經	益衝突時,應主動告知董事會,並經	
董事會充分討論認無害於公司利益	董事會充分討論認無害於公司利益之	
之虞後,始得參與該事項之作成與討	虞後,始得參與該事項之作成與討論。	
論。	(二)至(八) 略	
(二)至(八) 略		
七、制定及修訂日期:	七、制定及修訂日期:	
本準則於中華民國一○三年三月二	本準則於中華民國一○三年三月二十	
十日制定。	日制定。	
修訂於中華民國一〇四年五月十五日	修訂於中華民國一〇四年五月十五日	
修訂於中華民國一〇九年十一月五		
且		

系微股份有限公司 私募無擔保可轉換公司債提案說明

- 1. 董事會決議日期:110/02/25
- 2.公司債名稱:系微股份有限公司一○年度第一次國內私募無擔保可轉換公司債
- 3.發行總額:於新台幣陸仟萬元(含)內之額度,於股東常會決議之日起一年內一次辦理。
- 4. 每張面額: 新台幣壹拾萬元。
- 5.發行價格:面額發行。
- 6.發行期間:預計發行期間5年。
- 7.發行利率:票面年利率 0%。
- 8.擔保品之種類、名稱、金額及約定事項:無。
- 9. 募得價款之用途及運用計畫:

充實營運資金,於資訊產業日新月異的變遷時代下,為因應長期策略發展,預計 將拓展研發實力,本著軟體開發不斷研究創新的精神,預計將與策略性投資人共 同合作,開發電腦資訊業界新世代之產品與技術。

- 10.公司債受託人:不適用。
- 11.發行保證人:不適用。
- 12.代理還本付息機構:本公司。
- 13.能轉換股份者,其轉換價格及轉換辦法:詳後發行辦法(暫定)。
- 14.賣回條件: 詳後發行辦法(暫定)。
- 15. 買回條件: 詳後發行辦法(暫定)。
- 16. 附有轉換、交換或認股者,其換股基準日:詳後發行辦法(暫定)。
- 17. 附有轉換、交換或認股者,對股權可能稀釋情形: 詳其他應敘明事項。
- 18.其他應敘明事項:
 - (1) 私募價格訂定之依據及合理性:

本私募轉換公司債轉換價格之訂定應以(1)定價日前一、三或五個營業日擇一計算本公司普通股收盤價簡單算數平均數扣除無償配股除權及配息,並加回減資反除權後之股價。或(2)定價日前三十個營業日本公司普通股收盤價簡單算數平均數扣除無償配股除權及配息,並加回減資反除權後之股價孰高為基準計算價格,乘以前述基準計算價格之折價 10%與溢價 10%之間轉換率,為計算轉換價格(計算至新台幣角為止,以下四捨五入)之依據。本次私募國內無擔保可轉換公司債之發行價格不低於理論價格之八成訂定,委請股東常會於不低於股東常會所決議訂價依據與成數範圍內授權董事會訂定之。

實際發行價格及定價日擬請股東常會授權董事會視日後洽策略性投資人情形決定之。

上述轉換價格訂定之依據均依主管機關之法令規範,並配合當時市場狀況且不低於參考價格及理論價格之八成,其定價方式應屬合理。

本次私募可轉債總額上限為陸仟萬元,若依 110 年 02 月 05 日收盤價試算新台幣 89.10 元並乘上折價 10%與溢價 10%之間(本次私募可轉債暫定之辦法)轉換率計算後轉換價格區間為新台幣 98.01~80.19 元,若應募人於未來可轉換期間全數轉換為普通股,依上述假設之轉換價格計算可轉換之股數約為612,182~748,222 股,約佔轉換後發行總股數之 1.58%~1.93%,對本公司經營權無重大影響。

(2) 特定人選擇方式:

本次私募國內無擔保可轉換公司債以策略性投資人為限。

- A.應募人之選擇方式與目的:本次私募有價證券之對象以符合證券交易法第 43 條之 6 規定及財政部證券暨期貨管理委員會 91 年 6 月 13 日台財證(一)字第 0910003455 號函規定之特定人為限,於符合前述特定人中以可和本公司長期合作,且可藉由策略性投資人之技術或行銷推廣等以為強化本公司未來的營運為目的,符合上述策略性投資人為主要選擇方式。
- B.必要性:有鑑於近來 PC 產業產品多樣性發展,為提升本公司之產品競爭優勢,提昇技術開發與創新能力,引進可強化本公司現有技術及市場之策略性投資人為本公司長期發展之必要策略。
- C.預計效益:藉由應募人之加入可加強本公司產品之研發技術,強化本公司未來的營運,以達到長期經營發展之績效。此外,應募人之加入亦可凸顯台灣軟體實力已逐漸受到國際之重視與肯定,對於擴展台灣國際聲望亦有正面之助益。

(3) 辦理私募之必要理由:

- A.不採用公開募集之理由:本公司近年來營運結果為獲利且無累積虧損,但因應長期策略發展所需,故擬引進策略性投資夥伴,而私募有價證券受限於三年內不得自由轉讓之規定,將可更確保公司與策略性投資夥伴間的長期合作關係,故依「公開發行公司辦理私募有價證券應注意事項」規定,本公司得採私募方式辦理。
- B.得私募額度:依據公司法第 247條,公司債之總額不得逾公司現有全部資產 減去全部負債及無形資產後之餘額,依最近期經會計師查核後之民國一○ 九年財務報告數據計算為 705,055仟元,本次董事會提案私募發行上限金 額為陸仟萬元,該金額於得私募額度之範圍內。
- C.資金用途及預計達成效益:
- ●資金用途:充實營運資金,於資訊產業日新月異的變遷時代下,為因應長期策略發展,預計將拓展研發實力,本著軟體開發不斷研究創新的精神,預計將與策略性投資人共同合作,開發電腦資訊業界新世代之產品與技術。
- ●預計達成效益:在不斷積極開發新技術之下,期以強化公司之競爭力、提升營運效能,另因行業特性本公司握有之資產多屬無形智慧財,與其他行業相較,無具體之資產如存貨、機器設備及廠房等,可向銀行融資之機會較低且融資額度亦不高,資金之注入對新研發長期之投資尚未量產前,於整體財務結構及股東權益將有正面助益。
- (4) 本次私募標的之權利義務:本次私募國內無擔保可轉換公司債及其嗣後轉換之普通股,依證券交易法第 43 條之 8 規定,除符合該條文規定之轉讓對象及條件外,於本次私募標的交付日或劃撥日起滿三年始得自由轉讓。另本次私募標的嗣後所轉換之普通股,依相關法令規定,自該私募轉換公司債交付日或劃撥日起滿三年後,應取具中華民國證券櫃檯買賣中心或本公司當時所掛牌交易之其他證券交易所核發符合上市櫃標準之同意函,並向金管會申報補辦公開發行及申請上市櫃交易。
- (5) 本次私募國內無擔保可轉換公司債得於股東常會決議之日起一年內一次辦理, 擬提請股東常會授權董事會全權處理。

- (6) 本次私募國內無擔保可轉換公司債之發行條件、實際募集金額、計劃項目、資金運用進度、預計可能產生效益及其他未盡事宜,未來如經主管機關修正或因客觀環境變更而有所修正時,委請股東常會授權董事會依規定辦理。
- (7) 擬提請股東常會通過本私募案,並授權董事長或其指定之人代表本公司簽署一切有關發行本次私募國內無擔保可轉換公司債之契約或文件、辦理一切有關發行本次私募國內無擔保可轉換公司債所需事宜。
- (8) 本公司私募有價證券議案,依證券交易法第四十三條之六規定,應說明事項請 詳公開資訊觀測站(網址:http//:mopes.twse.com.tw)點選「投資專區」之「私募 專區」。
- (9) 發行辦法(暫定)如附件所示

Rules Governing Issue and Conversion of Unsecured Convertible Bonds by Private Placement
(Provisional)

1. Name of Bonds

The Year 2021 Fist Issue of Domestic Unsecured Convertible Bonds of Insyde Software Corp. ("Company") by private placement (the "Bonds").

2. Issue Date

2021 3rd Quarter 4th Quarter preparatory

3. Issue Size

The aggregate principal amount of the Bonds shall be up to NT\$ 60,000,000. The Bonds are issued at par value in denominations of NT\$100,000.

4. Term of Bond

The Term of Bond is five years from the Issue Date.

5. Coupon Rate

The coupon rate will be 0% per annum.

6. Redemption at Maturity

Unless previously converted pursuant to Article 11 or redeemed pursuant to Article 20 by Bondholders, or redeemed and cancelled by the Company pursuant to Article 19, the Bonds will be redeemed by the Company upon the Maturity Date at 100% of their principal amount plus accrued interest.

7. Availability of collateral

The convertible bonds will be in registered form and unsecured. However, if the Company issues other secured bonds with warrants or secured convertible bonds after this issue, the Bonds shall be secured with equivalent collaterals at the same priority with those bonds.

8. Transfer

The Bonds may be transferred in accordance with laws following the third anniversary of the Issue Date.

9. Type of Converted Stock

The Bonds will be convertible into the Company's Common Shares, which conversion obligation shall be fulfilled by the Company by the issuance of new shares or transfer of treasury shares of the Company.

10. Conversion Period

Bondholders may submit its application for conversion of any or all of the Bonds into Common Shares to the Company in accordance with the procedures under Articles 11, 12, 13 and 15 of these Rules at any time after six month from the Issue Date until the tenth day prior to the Maturity Date except for the period in which the share recordation is prohibited by law, the period which commences from the fifteenth business day before the promulgated dates for suspension of the share recordation due to distribution of stock dividends, cash dividends or the capital increase and ends on the respective record date, and the period which commences from the capital reduction date and ends on the day before the date of the shares issuable upon capital reduction starts trading.

11. Conversion Procedure

11.1 Bondholders shall fill out the application form for conversion and deliver such forms to the securities agent of the Company. Conversion shall take effect upon delivery and shall be

irrevocable. The conversion procedure will be completed within 5 business days after such delivery, and the Company's Common Shares will be delivered by entry into Bondholder's account at Taiwan Depository and Clearing Corporation ("TDCC").

11.2 Conversion by Bondholders who are foreigners or Overseas Chinese shall be processed by TDCC through book entry system.

12. Conversion price and its adjustment

12.1 Conversion Price

The Conversion Price shall be the higher of the following (i) and (ii) multiplying a discounted conversion rate of 81% (by rounding the calculation to NT\$0.1):

The simple average closing price of the Common Shares of the Company for any of the one, three, or five business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction; or

The simple average closing price of the Common Shares of the Company for the thirty business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction;

12.2 Adjustments of Conversion Price

The Conversion Price shall be subject to adjustments as follows:

A. After the issuance of the Bonds, whenever the number of Issuer's Common Shares increases, including but not limited to capital increase funded by cash (through public offering or private placement), by retained earnings or by capital reserves stock dividends, employee bonus shares, , shares issued for consideration of merger and acquisition, stock split, and capital increase for participation in overseas ADRs other than the new shares issued upon exercise of the conversion or of the securities convertible into or entitled to subscribe Common Shares, the Conversion Price shall be adjusted in accordance with the following formula by rounding the calculation to the nearest NT\$0.1 (and only a downward adjustment would be allowed) on the record date of new shares issuance (Note 1) and adjusted Conversion Price will be disclosed on the Market Observation Post System ("MOPS"); provided that adjustment shall be made on the payment date of the subscription price for new shares if there is an actual payment process. If the Company adjusts the new share issue price after the record date of the new share issue funded by cash, the Conversion Price shall be further adjusted based on the adjusted new share issue price according to the said formula; provided that the further adjusted Conversion Price is lower than the adjusted Conversion Price published prior to the original record date, the adjusted Conversion Price shall be re-published.

ENS = Number of outstanding shares before issue of new shares (including privately-placed shares) (Note 2)

NNS = Number of new shares (including private-placed shares)

PNI = Offering price of new shares (Note3)

Note 1: Since there is no record date for the capital increase funded by cash or capital increase for participation in overseas ADR by means of the book building method, the adjustment shall be

made upon the date that the share subscription price is paid in full. The record date of the adjustment will be the merger or acquisition date for capital increase due to merger or acquisition. The record date of the adjustment will be the stock split date for the stock split. The record date of the adjustment will be the delivery date of the privately-placed shares if the capital increase is made through private placement.

- Note 2: The ENS shall be the number of outstanding shares (including privately-placed shares), but deduct treasury shares purchased by the Company and not yet cancelled or transferred.
- Note 3: The PNI shall be zero if the shares are issued without consideration or as a result of stock split. In the event of capital increase due to merger, then the PNI shall be the net book value per share reflected in the most recent financial statement of the disappearing company certified or reviewed by a certified public accountant immediately prior to the merger multiplying the stock exchange ratio. In the event of capital increase due to acquisition of the shares of other company, PNI shall be the net book value per share reflected in the most recent financial statement of the acquired company certified or reviewed by a certified public accountant immediately prior to the merger multiplying the stock exchange ratio. In the event of capital increase due to issuance of employee bonus shares, the PNI shall be the closing price on the first day before the shareholder's meeting by taking into account the impact of ex-rights and ex-dividends.
- B. After issuance of the Bonds, in the event of the cash dividends distributed by the Company exceeds 15% of the share capital, the Conversion Price will be reduced by the same percentage as such excess portion on the ex-dividend date and the adjusted Conversion Price will be published on the MOPS. This Conversion Price reduction clause shall not apply to the requests for conversion submitted before the ex-dividend date.

Adjusted Conversion Price = Unadjusted Conversion Price x (PCD-15%)x10

PCD= Percentage of the distributed cash dividends on the share capital

C. In the even that the Company issues any kind of securities (including privately-placed securities) (i) convertible into Common Shares or (ii) with warrants to subscribe for Common Shares at a conversion price or exercise price lower than the current Market Price per Share (Note 4), the Conversion Price shall be adjusted in accordance with the following formula by rounding the calculation to the nearest NT\$0.1 (and only a downward adjustment would be allowed), effective as of the issue date of the securities or warrants or delivery date of privately-placed securities and the adjusted Conversion Price shall be published on the MOPS:

ENS = Number of outstanding shares before issue (including private-placed shares) (Note 5)

NNC = Number of new shares which will be converted or exercised from the newly issued securities (including privately-placed securities) (i) convertible into Common Shares or (ii) with warrants to subscribe for Common Shares

PNC = Conversion price or exercise price of the newly issued securities (including privately-placed securities) (i) convertible into Common Shares or (ii) with warrants to subscribe for Common Shares

Note 4: The Market Price per Share shall be either of the following average closing prices of Company's Common Shares for one, three or five business days prior to the pricing date for the

issue of securities (i) convertible into Common Shares or (ii) with warrant(s) to subscribe for common stock or the delivery date of privately-placed securities.

- Note 5: The ENS shall be the number of outstanding shares (including privately-placed shares). In the event that the treasury shares will be transferred upon conversion or exercise of the newly issued securities convertible into Common Shares or with warrants to subscribe for Common Shares, the NNC will be deducted from the ENS.
- D. In the event that the Company's Common Shares are reduced due to capital reduction, which is not resulted from the treasury stocks cancellation, the conversion price shall be adjusted in accordance with the following formula, effective as of the capital reduction date.

Adjusted
Conversion Price = Unadjusted
Conversion Price = Unadjusted
(Note 6)

Shares outstanding before capital reduction
(Note 6))

Note 6: The number of outstanding shares shall mean the number of Common Shares issued (including privately-placed shares), but deduct treasury shares purchased by the Company and not yet cancelled or transferred.

13. Disposition of conversion shares less than one while processing a conversion

For those Conversion Shares to be distributed that are less than one share, the holders will be not entitled to have them combined into one share and the Company will not pay for them in cash.

14. Listing and Delisting of the Bonds

After the third anniversary of the delivery date of the Bonds, [the Company] may apply with Financial Supervisory Commission ("FSC") for public offering and apply for listing and trading of the Bonds on TSE or GTSM. The Bonds will be delisted at the time that the Bonds are fully converted into Common Shares, redeemed or repaid.

15. Conversion Shares Listing

When the Bonds are eligible for public offering under applicable laws, with respect to the Conversion Shares converted from the Bonds, the Company shall, after three years following the delivery of the Bonds to the Bondholders, make filing with the TSE or GTSM, as the case may be, for the approval of qualification for listing requirement for the Common Shares converted from the Bonds within 45 days, proceed with the procedure for a public offering with the Competent Authority, and the listing with the TSE or GTSM. The Company will obtain approval from the TSE or GTSM in connection with the aforementioned matter and cause the Conversion Shares to be listed on TSE or GTSM and make public notice.

16. Register the change in its capital

The Company shall publish the number of Conversion Shares issued in the prior quarter after the end of each quarter, and shall submit a registration with the Competent Authority for registration of the capital amount change at least once per quarter.

17. Rights and obligations after conversion

The holders of Conversion Shares are entitled to the same rights and the obligations as the holders of the existing outstanding Common Shares. Article 15 of these Rules shall apply to the Common Shares issued upon conversion.

18. The disposition of interests and dividends in the year of conversion

- 18.1 If the Bondholder exercises the Conversion Right in the period commencing from January 1 of each year to the fifteenth business day (excluded) before the promulgated dates for suspension of the share recordation due to distribution of cash dividends, such holder of the Conversion Shares upon conversion will be entitled to receive the cash dividends (stock dividends)as the general shareholders' meeting may resolve to distribute for the preceding year.
- 18.2 The conversion of Bonds will not be processed in the period commencing the fifteenth business day before the date for suspension of the share recordation due to distribution of cash or stock dividends and ending on the ex-dividend or ex-right date.
- 18.3 If the Bondholder exercises the Conversion Rights in the period commencing after such ex-dividend or ex-right date to December 31, such Bondholders shall not be entitled to receive the cash dividends (stock dividends) as the general shareholders' meeting may resolve to distribute for the preceding year, but, instead, entitled to receive the cash dividends (stock dividends) of that year as the general shareholders' meeting in the following year may resolve to distribute.

19. Redemption at the option of the Company

- 19.1 After the third anniversary from the Issue Date of the Bonds, if the closing prices of the Company's Common Shares listed on the GTSM reaches 150% of the then Conversion Price for 30 consecutive business days, the Company may, within 30 business days thereafter, send a 30-day Compulsory Redemption Notice to the Bondholders by registered mail (such period will commence from the date of sending out Compulsory Redemption Notice and its end date will be the Redemption Date provided that such period will not include the period in which conversion will not be processed as set forth in Article 10). The Company shall promptly redeem the Bonds at the price of 100% of the principal amount of the Bonds plus accrued and unpaid interest after the Redemption Date.
- 19.2 After the third anniversary from the Issue Date of the Bonds, if the outstanding principal amount of the Bonds in issue is less than NT\$6,000,000 (provisional amount, i.e. 10% of the aggregate principal amount of the Bonds originally issued), the Company may, within 30 business days thereafter, send a 60-day Compulsory Redemption Notice to the Bondholders by registered mail (such period will commence from the date of sending out Compulsory Redemption Notice and its end date will be the Redemption Date provided that such period will not include the period in which conversion will not be processed as set forth in Article 10). The Company shall promptly redeem the Bonds at the price of 100% of the principal amount of the Bonds plus accrued and unpaid interest after the Redemption Date.

After the third anniversary from the Issue Date of the Bonds, upon receipt of redemption by the Company, the Bondholders may also request to convert the Bonds into Common Shares at any time up to the redemption date

20. Redemption by Bondholders

- 20.1 Unless the Bonds have been redeemed or deemed redeemed due to conversion, buy back or cancellation, any Bondholder may make redemption of the Bonds from time to time within sixty days after the third anniversary from the Issue Date by written notice to the Company's Securities Agent (effective upon delivery, stamp governs if sent by mail) to request the Company to redeem the Bonds owned by such Bondholders by cash at the price of 100% of their principal amount plus accrued interest due (calculated per days) deducting the applicable withholding tax payable by the Bondholders. After the third anniversary of the Issue Date, the Company shall send a notice to the Bondholders by registered mail that the Bondholders are entitled to exercise the redemption right hereunder.
- 20.2 In the event that the Company's Common Shares are delisted from the GTSM or stop trading traded, any Bondholder may make redemption of the Bonds by written notice to the Company's Securities Agent (effective upon delivery, stamp governs if sent by mail) to request the Company to redeem the Bonds owned by such Bondholders by cash at the price of 100% of their principal amount plus accrued interest due (calculated per days) deducting the applicable withholding tax payable by the Bondholders. In the occurrence of the above mentioned circumstances, the Company shall send a notice to the Bondholders by registered mail that the Bondholders are entitled to exercise the redemption right hereunder.
- **21.** The Bonds which are redeemed, repaid or converted by the Bondholders will forthwith be cancelled and not be reissued, and the associated conversion rights will be extinguished accordingly.
- 22. The Bonds and their Conversion Shares thereafter are in registered forms and the relevant transfer, registration change, pledge or loss will follow all requirements of "Regulations governing handling of stock

affairs by public companies" and "Company Act". The tax issues will follow relevant tax law.

- 23. The repayment and payment of interest of the Bonds will be administered by the Company.
- **24.** According to Article 8 of Securities and Exchange Act, the Bonds will be offered without printing physical securities and delivered by book-entry transfer.
- **25.** These Rules shall not be amended by either party unless otherwise agreed by the Company and the Bondholders (approval by the Bondholders holding two-thirds voting rights on as-if-converted basis at a Bondholders' meeting attended by three-fourths of the Bondholders) in writing in advance.
- **26.** The Trustee of the Bonds shall not be the determined, which shall audit and supervise the Company's performance of its obligations under the Bonds in the interest of the Bondholders. No mater whether the Bonds are subscribed at the time of Issue or acquired afterwards by Bondholders, Bondholders shall agree to the terms and conditions of the Trust Agreement between the Company and the Trustee ("Trust Agreement") and the Trustee's rights and obligations, and these Rules Bondholders shall be entitled to review the Trust Agreement at the premises of Company or Trustee during business hours.
- **27.** The issue and exercise of the Bonds shall be governed by the laws of the Republic of China and any matters not provided herein shall be handled by relevant laws.

系 微 股 份 有 限 公 司 股東會議事規則

- 第一條 為建立本公司良好股東會治理制度、健全監督功能及強化管理機能,爰依上市上櫃 公司治理實務守則第五條規定訂定本規則,以資遵循。
- 第二條 本公司股東會之議事規則,除法令或章程另有規定者外,應依本規則之規定。

第三條 (股東會召集及開會通知)

本公司股東會除法令另有規定外,由董事會召集之。

本公司應於股東常會開會三十日前或股東臨時會開會十五日前,將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事、監察人等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。並於股東常會開會二十一日或股東臨時會開會十五日前,將股東會議事手冊及會議補充資料,製作成電子檔案傳送至公開資訊觀測站。股東會開會十五日前,備妥當次股東會議事手冊及會議補充資料,供股東隨時索閱,並陳列於本公司及本公司所委任之專業股務代理機構,且應於股東會現場發放。

通知及公告應載明召集事由;其通知經相對人同意者,得以電子方式為之。

選任或解任董事、監察人、變更章程、減資、申請停止公開發行、董事競業禁止、盈餘轉增資、公積轉增資、公司解散、合併、分割或公司法第一百八十五第一項各款之事項,應在召集事由中列舉並說明其主要內容,不得以臨時動議提出;其主要內容得至於證券主管機關或公司指定之網站,並應將其網址載明於通知。

股東會召集事由已載明全面改選董事、監察人,並載明就任日期,該次股東會改選 完成後,同次會議不得再以臨時動議或其他方式變更其就任日期。

持有已發行股份總數百分之一以上股份之股東,得向本公司提出股東常會議案,以 一項為限,提案超過一項者,均不列入議案。但股東提案係為督促公司增進公共利 益或善盡社會責任之建議,董事會仍得列入議案。

另股東所提議案有公司法第 172 條之 1 第 4 項各款情形之一,董事會得不列為議案。

本公司應於股東常會召開前之停止股票過戶日前,公告受理股東之提案、書面或電子受理方式、受理處所及受理期間;其受理期間不得少於十日。

股東所提議案以三百字為限,超過三百字者,不予列入議案;提案股東應親自或委託他人出席股東常會,並參與該項議案討論。

本公司應於股東會召集通知日前,將處理結果通知提案股東,並將合於本條規定之議案列於開會通知。對於未列入議案之股東提案,董事會應於股東會說明未列入之理由。

第四條 (委託出席股東會及授權) 股東得於每次股東會,出具本公司印發之委託書,載明授權範圍,委託代理人,出席股東會。

一股東以出具一委託書,並以委託一人為限,應於股東會開會五日前送達本公司, 委託書有重複時,以最先送達者為準。但聲明撤銷前委託者,不在此限。

委託書送達本公司後,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,以書面向本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。

- 第五條 (召開股東會地點及時間之原則) 股東會召開之地點,應於本公司所在地或便利 股東出席且適合股東會召開之地點為之,會議開始時間不得早於上午九時或晚於下 午三時,召開之地點及時間,應充分考量獨立董事之意見。
- 第六條 (簽名簿等文件之備置) 本公司應於開會通知書載明受理股東報到時間、報到地 點,及其他應注意事項。

前項受理股東報到時間至少應於會議開始前三十分鐘辦理之;報到處應有明確標示,並派適足適任人員辦理之。

股東本人或股東所委託之代理人(以下稱股東)應憑出席證、出席簽到卡或其他出席 證件出席股東會,本公司對股東出席所憑依之證明文件不得任意增列要求提供其他 證明文件;屬徵求委託書之徵求人並應攜帶身分證明文件,以備核對。

本公司應設簽名簿供出席股東簽到,或由出席股東繳交簽到卡以代簽到。

本公司應將議事手冊、年報、出席證、發言條、表決票及其他會議資料,交付予出 席股東會之股東;有選舉董事、監察人者,應另附選舉票。

政府或法人為股東時,出席股東會之代表人不限於一人。法人受託出席股東會時, 僅得指派一人代表出席。

第七條 (股東會主席、列席人員) 股東會如由董事會召集者,其主席由董事長擔任之, 董事長請假或因故不能行使職權時,由副董事長代理之,無副董事長或副董事長亦 請假或因故不能行使職權時,由董事長指定常務董事一人代理之;其未設常務董事 者,指定董事一人代理之,董事長未指定代理人者,由常務董事或董事互推一人代 理之。

> 前項主席係由常務董事或董事代理者,以任職六個月以上,並瞭解公司財務業務狀 況之常務董事或董事擔任之。主席如為法人董事之代表人者,亦同。

> 董事會所召集之股東會,董事長宜親自主持,且宜有董事會過半數之董事、至少一席監察人親自出席,及各類功能性委員會成員至少一人代表出席,並將出席情形記載於股東會議事錄。

股東會如由董事會以外之其他召集權人召集者,主席由該召集權人擔任之,召集權 人有二人以上時,應互推一人擔任之。

本公司得指派所委任之律師、會計師或相關人員列席股東會。

第八條 (股東會開會過程錄音或錄影之存證) 本公司於受理股東報到時起將股東報到過程、會議進行過程、投票計票過程全程連續不間斷錄音及錄影。

前項影音資料應至少保存一年。但經股東依公司法第一百八十九條提起訴訟者,應保存至訴訟終結為止。

第九條 (股東會出席股數之計算與開會) 股東會之出席,應以股份為計算基準。出席股數依簽名簿或繳交之簽到卡,加計以書面或電子方式行使表決權之股數計算之。 已屆開會時間,主席應即宣布開會,惟未有代表已發行股份總數過半數之股東出席時,主席得宣布延後開會,其延後次數以二次為限,延後時間合計不得超過一小時。 延後二次仍不足有代表已發行股份總數三分之一以上股東出席時,由主席宣布流會。

前項延後二次仍不足額而有代表已發行股份總數三分之一以上股東出席時,得依公司法第一百七十五條第一項規定為假決議,並將假決議通知各股東於一個月內再行召集股東會。

於當次會議未結束前,如出席股東所代表股數達已發行股份總數過半數時,主席得

將作成之假決議,依公司法第一百七十四條規定重新提請股東會表決。

第十條 (議案討論) 股東會如由董事會召集者,其議程由董事會訂定之,相關議案(包括 臨時動議及原議案修正)均應採逐案票決,會議應依排定之議程進行,非經股東會 決議不得變更之。

股東會如由董事會以外之其他有召集權人召集者,準用前項之規定。

前二項排定之議程於議事(含臨時動議)未終結前,非經決議,主席不得逕行宣布 散會;主席違反議事規則,宣布散會者,董事會其他成員應迅速協助出席股東依法 定程序,以出席股東表決權過半數之同意推選一人擔任主席,繼續開會。

主席對於議案及股東所提之修正案或臨時動議,應給予充分說明及討論之機會,認為已達可付表決之程度時,得宣布停止討論,提付表決,並安排適足之投票時間。會議散會後,股東不得另推選主席於原址或另覓場所續行開會。

第十一條 (股東發言)

出席股東發言前,須先填具發言條載明發言要旨、股東戶號(或出席證編號)及戶名,由主席定其發言順序。

出席股東僅提發言條而未發言者,視為未發言。發言內容與發言條記載不符者,以發言內容為準。

同一議案每一股東發言,非經主席之同意不得超過兩次,每次不得超過五分鐘,惟 股東發言違反規定或超出議題範圍者,主席得制止其發言。

出席股東發言時,其他股東除經徵得主席及發言股東同意外,不得發言干擾,違反者主席應予制止。

法人股東指派二人以上之代表出席股東會時,同一議案僅得推由一人發言。 出席股東發言後,主席得親自或指定相關人員答覆。

第十二條 (表決股數之計算、迴避制度)

股東會之表決,應以股份為計算基準。

股東會之決議,對無表決權股東之股份數,不算入已發行股份之總數。

股東對於會議之事項,有自身利害關係致有害於本公司利益之虞時,不得加入表決,並不得代理他股東行使其表決權。

前項不得行使表決權之股份數,不算入已出席股東之表決權數。

除信託事業或經證券主管機關核准之股務代理機構外,一人同時受二人以上股東委託時,其代理之表決權不得超過已發行股份總數表決權之百分之三,超過時其超過 之表決權,不予計算。

第十三條 (議案表決、監票及計票方式)

股東每股有一表決權;但受限制或依公司法第一百七十九條第二項所列無表決權者,不在此限。

本公司召開股東會時,應採行以電子方式並得採行以書面方式行使其表決權;其以 書面或電子方式行使表決權時,其行使方法應載明於股東會召集通知。以書面或電 子方式行使表決權之股東,視為親自出席股東會。但就該次股東會之臨時動議及原 議案之修正,視為棄權,故本公司宜避免提出臨時動議及原議案之修正。

前項以書面或電子方式行使表決權者,其意思表示應於股東會開會二日前送達公司,意思表示有重複時,以最先送達者為準。但聲明撤銷前意思表示者,不在此限。 股東以書面或電子方式行使表決權後,如欲親自出席股東會者,應於股東會開會二 日前以與行使表決權相同之方式撤銷前項行使表決權之意思表示;逾期撤銷者,以 書面或電子方式行使之表決權為準。如以書面或電子方式行使表決權並以委託書委託代理人出席股東會者,以委託代理人出席行使之表決權為準。

議案之表決,除公司法及本公司章程另有規定外,以出席股東表決權過半數之同意 通過之。表決時,應逐案由主席或其指定人員宣佈出席股東之表決權總數後,由股 東逐案進行投票表決,並於股東會召開後當日,將股東同意、反對及棄權之結果輸 入公開資訊觀測站。

議案經主席徵詢全體出席股東無異議者,視為通過,其效力與投票表決同;有異議者,應依前項規定採取投票方式表決。 除議程所列議案外,股東提出之其他議案或原議案之修正案或替代案,應有其他股東附議,提案人連同附議人代表之股權,應達已發行股份表決權總數百分之一。

同一議案有修正案或替代案時,由主席併同原案定其表決之順序。如其中一案已獲 通過時,其他議案即視為否決,勿庸再行表決。

議案表決之監票及計票人員,由主席指定之,但監票人員應具有股東身分。

股東會表決或選舉議案之計票作業應於股東會場內公開為之,且應於計票完成後, 當場宣布表決之結果,包含統計之權數,並作成紀錄。

第十四條 (選舉事項)

股東會有選舉董事、監察人時,應依本公司所訂相關選任規範辦理,並應當場宣布 選舉結果,包含當選董事、監察人之名單與其當選權數。

前項選舉事項之選舉票,應由監票員密封簽字後,妥善保管,並至少保存一年。但經股東依公司法第一百八十九條提起訴訟者,應保存至訴訟終結為止。

第十五條 (會議紀錄及簽署事項)

股東會之議決事項,應作成議事錄,由主席簽名或蓋章,並於會後二十日內,將議 事錄分發各股東。議事錄之製作及分發,得以電子方式為之。前項議事錄之分發, 得以輸入公開資訊觀測站之公告方式為之。

議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及表決結果(包含統計之權數)記載之,有選舉董事、監察人時,應揭露每位候選人之得票權數。在本公司存續期間,應永久保存。

第十六條 (對外公告)

徵求人徵得之股數及受託代理人代理之股數,本公司應於股東會開會當日,依規定 格式編造之統計表,於股東會場內為明確之揭示。

股東會決議事項,如有屬法令規定、臺灣證券交易所股份有限公司(財團法人中華民國證券櫃檯買賣中心)規定之重大訊息者,本公司應於規定時間內,將內容傳輸至公開資訊觀測站。

第十七條 (會場秩序之維護)

辦理股東會之會務人員應佩帶識別證或臂章。

主席得指揮糾察員或保全人員協助維持會場秩序。糾察員或保全人員在場協助維持秩序時,應佩戴「糾察員」字樣臂章或識別證。

會場備有擴音設備者,股東非以本公司配置之設備發言時,主席得制止之。

股東違反議事規則不服從主席糾正,妨礙會議之進行經制止不從者,得由主席指揮糾察員或保全人員請其離開會場。

第十八條 (休息、續行集會)

會議進行時,主席得酌定時間宣布休息,發生不可抗拒之情事時,主席得裁定暫時停止會議,並視情況宣布續行開會之時間。

股東會排定之議程於議事(含臨時動議)未終結前,開會之場地屆時未能繼續使用,得由股東會決議另覓場地繼續開會。

股東會得依公司法第一百八十二條之規定,決議在五日內延期或續行集會。

第十九條 本規則經股東會通過後施行,修正時亦同。

第二十條 本辦法訂立於民國八十九年六月二十九日。

第一次修訂於民國九十一年六月二十八日。

第二次修訂於民國九十六年六月十五日。

第三次修訂於民國九十七年六月二十五日。

第四次修訂於民國一○一年六月二十一日。

第五次修訂於民國一○二年六月十七日。

第五次修訂於民國一○四年五月十五日。

第六次修訂於民國一○九年五月二十八日。

民國110年02月25日董事會版 民國109年11月05日董事會版

修正條文

第三條

第一、二、三項略。

選任或解任董事、監察人、變更章程、減資、申請停止公開發行、董事競業許可、盈餘轉增資、公積轉增資、公司解散、合併、分割或公司法第一百八十五第一項各款之事項、證券交易法第二十六條之一、第四十三條之六、發行人募集與發行有價證券處理準則第五十六條之一及第六十條之二之事項,應在召集事由中列舉並說明其主要內容,不得以臨時動議提出;其主要內容得置於證券主管機關或公司指定之網站,並應將其網址數明於通知。

第五項略。

持有已發行股份總數百分之一以上 股份之股東,得向本公司提出股東常 會議案,以一項為限,提案超過一項 者,均不列入議案。但股東提案係為 教保公司增進公司利益或善盡社會 責任之建議,董事會仍得列入議案。 另股東所提議案有公司法第 172 條 之 1 第 4 項各款情形之一,董事會 得不列為議案。股東得提出為敦促公司增進公共利益或善盡社會責任之 建議性提案,程序上應該公司法第 172條之1之相關規定以1項為限,提 案超過1項者,均不列入議案。 以下略。

第九條 (股東會出席股數之計算與 開會) 股東會之出席,應以股份為 計算基準。出席股數依簽名簿或繳 交之簽到卡,加計以書面或電子 式行使表決權之股數計算之。 已屆開會時間,主席應即宣布開 會,並同時公布無表決權數及出席 股份數等相關資訊。惟未有代表已 現行條文

第三條

第一、二、三項略。

選任或解任董事、監察人、變更章程、減資、申請停止公開發行、董事競業許可、盈餘轉增資、公積轉增資、公司法第一百八十五第一項各款之事項,應在召集事由中列舉並說明其主要內容,不得以臨時動議提出;其主要內容得置於證券主管機關或公司指定之網站,並應將其網址載明於通知。

第五項略。

持有已發行股份總數百分之一以上股份之股東,得向本公司提出股東常會議案,以一項為限,提案超過一項者,均不列入議案。但股東提案係為敦促公司增進公司利益或善盡社會責任之建議,董事會仍得列入議案。 另股東所提議案有公司法第 172 條之 1 第 4 項各款情形之一,董事會得不列為議案。

以下略。

配合證櫃監字第 10900582662號修

修正理由

正。

第九條 (股東會出席股數之計算與開會) 股東會之出席,應以股份為計算基準。出席股數依簽名簿或繳交之簽到卡,加計以書面或電子方式行使表決權之股數計算之。

已屆開會時間,主席應即宣布開會, 惟未有代表已發行股份總數過半數之 股東出席時,主席得宣布延後開會, 配合證櫃監字第 11000519042 號修 正。

(為提升公司治理 並維護股東之權 益,修正第二項)

修正條文	現行條文	修正理由
發行股份總數過半數之股東出席	其延後次數以二次為限,延後時間合	
時,主席得宣布延後開會,其延後	計不得超過一小時。延後二次仍不足	
次數以二次為限,延後時間合計不	有代表已發行股份總數三分之一以上	
得超過一小時。延後二次仍不足有	股東出席時,由主席宣布流會。	
代表已發行股份總數三分之一以		
上股東出席時,由主席宣布流會。	以下略	
以下略		
第十四條 (選舉事項)	第十四條 (選舉事項)	配合證櫃監字第
股東會有選舉董事、監察人時,	股東會有選舉董事、監察人時,應	11000519042 號修
應依本公司所訂相關選任規範辦	依本公司所訂相關選任規範辦理,並	正。
理,並應當場宣布選舉結果,包含	應當場宣布選舉結果,包含當選董	(為提升公司治理
當選董事、監察人之名單與其當選	事、監察人之名單與其當選權數。	並維護股東之權
權數及落選董監事名單及其獲得	前項選舉事項之選舉票,應由監票員	益,修正第一項)
之選舉權數。	密封簽字後,妥善保管,並至少保存	
前項選舉事項之選舉票,應由監票	一年。但經股東依公司法第一百八十	
員密封簽字後,妥善保管,並至少	九條提起訴訟者,應保存至訴訟終結	
保存一年。但經股東依公司法第一	為止。	
百八十九條提起訴訟者,應保存至		
訴訟終結為止。		
第二十條	第二十條	
本辦法訂立於民國八十九年六月二	本辦法訂立於民國八十九年六月二十	
十九日。	九日。	
第一次修訂於民國九十一年六月二	第一次修訂於民國九十一年六月二十	
十八日。	八日。	
第二次修訂於民國九十六年六月十	第二次修訂於民國九十六年六月十五	
五日。	日。	
第三次修訂於民國九十七年六月二	第三次修訂於民國九十七年六月二十	
十五日。	五日。	
第四次修訂於民國一○一年六月二	第四次修訂於民國一○一年六月二十	
十一日。	一日。	
第五次修訂於民國一○二年六月十	第五次修訂於民國一○二年六月十七	
七日。	日。	
第 <u>六</u> 垂次修訂於民國一○四年五月	第五次修訂於民國一○四年五月十五	
十五日。	日。	
第 <u>七</u> 亲次修訂於民國一○九年五月	第六次修訂於民國一○九年五月二十	
二十八日。	八日。	
第八次修訂於民國一一○年七月二	1	ı
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系微股份有限公司 董事及監察人選舉程序

- 第一條 為公平、公正、公開選任董事、監察人,爰依「上市上櫃公司治理實務守 則」第二十一條及第四十一條規定訂定本程序。
- 第二條 本公司董事之選任,除法令或章程另有規定者外,應依本程序辦理。
- 第三條 本公司董事及監察人之選任,應考量董事會之整體配置。董事會成員組成 應考量多元化,並就本身運作、營運型態及發展需求以擬訂定適當之多元 化方針,官包括但不限於以下二大面向之標準:
 - 一、基本條件與價值:性別、年齡、國籍及文化等。
 - 二、專業知識技能:專業背景(如法律、會計、產業、財務、行銷或科技)、 專業技能及產業經驗等。

董事會成員應普遍具備執行職務所必須之知識、技能及素養,其整體應具備之能力如下:

- 一、營運判斷能力。
- 二、會計及財務分析能力。
- 三、經營管理能力。
- 四、危機處理能力。
- 五、產業知識。
- 六、國際市場觀。
- 七、領導能力。
- 八、決策能力。

董事間應有超過半數之席次,不得具有配偶或二親等以內之親屬關係。

第四條 本公司監察人應具備左列之條件:

- 一、誠信踏實。
- 二、公正判斷。
- 三、專業知識。
- 四、豐富之經驗。
- 五、閱讀財務報表之能力。

本公司監察人除需具備前項之要件外,全體監察人中應至少一人須為會計或財務專業人士。

監察人之設置應參考公開發行公司獨立董事設置及應遵循事項辦法有關獨立性之規定,選任適當之監察人,以強化公司風險管理及財務、營運之控制。

監察人間或監察人與董事間,應至少一席以上,不得具有配偶或二親等以內之親屬關係。

監察人不得兼任公司董事、經理人或其他職員,且監察人中至少須有一人 在國內有住所,以即時發揮監察功能。 第五條 本公司獨立董事之資格,應符合「公開發行公司獨立董事設置及應遵循事項程序」第二條、第三條以及第四條之規定。

本公司獨立董事之選任,應符合「公開發行公司獨立董事設置及應遵循事項程序」第五條、第六條、第七條、第八條以及第九條之規定,並應依據「上市上櫃公司治理實務守則」第二十四條規定辦理。

第六條 本公司董事、監察人之選舉,均應依照公司法第一百九十二條之一所規定 之候選人提名制度程序為之,為審查董事、監察人候選人之資格條件、學 經歷背景及有無公司法第三十條所列各款情事等事項,不得任意增列其他 資格條件之證明文件,並應將審查結果提供股東參考,俾選出適任之董事、 監察人。

> 董事因故解任,致不足五人者,公司應於最近一次股東會補選之。但董事 缺額達章程定席次三分之一者,公司應自事實發生之日起六十日內,召開 股東股東臨時會補選之。

> 獨立董事之人數不足證券交易法第十四條之二第一項但書、台灣證券交易所上市審查準則相關規定或中華民國證券櫃檯買賣中心「證券商營業處所買賣有價證券審查準則第10條第1項各款不宜上櫃規定之具體認定標準」第8款規定者,應於最近一次股東會補選之;獨立董事均解任時,應自事實發生之日起六十日內,召開股東臨時會補選之。

監察人因故解任,致人數不足公司章程規定者,宜於最近一次股東會補選之。但監察人全體均解任時,應自事實發生之日起六十日內,召開股東臨時會補選之。

- 第七條 本公司董事及監察人之選舉應採用累積投票制,每一股份有與應選出董事 或監察人人數相同之選舉權,得集中選舉一人,或分配選舉數人。
- 第八條 董事會應製備與應選出董事及監察人數相同之選舉票,並加填其權數,分 發出席股東會之股東,選舉人之記名,得以在選舉票上所印出席證號碼代 之。
- 第九條 本公司董事及監察人依公司章程所定之名額,分別計算獨立董事、非獨立 董事之選舉權,由所得選舉票代表選舉權數較多者分別依次當選,如有二 人以上得權數相同而超過規定名額時,由得權數相同者抽籤決定,未出席 者由主席代為抽籤。
- 第十條 選舉開始前,應由主席指定具有股東身分之監票員、計票員各若干人,執 行各項有關職務。投票箱由董事會製備之,於投票前由監票員當眾開驗。
- 第十一條 被選舉人如為股東身分者,選舉人須在選舉票被選舉人欄填明被選舉人戶 名及股東戶號;如非股東身分者,應填明被選舉人姓名及身分證明文件編 號。惟政府或法人股東為被選舉人時,選舉票之被選舉人戶名欄應填列該 政府或法人名稱,亦得填列該政府或法人名稱及其代表人姓名;代表人有 數人時,應分別加填代表人姓名。

- 第十二條 選舉票有左列情事之一者無效:
 - 一、不用董事會製備之選票者。
 - 二、以空白之選票投入投票箱者。
 - 三、字跡模糊無法辨認或經塗改者。

四、所填被選舉人如為股東身分者,其戶名、股東戶號與股東名簿不符者; 所填被選舉人如非股東身分者,其姓名、身分證明文件編號經核對不符者。 五、除填被選舉人之戶名(姓名)或股東戶號(身分證明文件編號)及分 配選舉權數外,夾寫其他文字者。

六、所填被選舉人之姓名與其他股東相同而未填股東戶號或身分證明文件 編號可資識別者。

第十三條 投票完畢後當場開票,開票結果應由主席當場宣布,包含董事及監察人當 選名單與其當選權數。

前項選舉事項之選舉票,應由監票員密封簽字後,妥善保管,並至少保存一年。但經股東依公司法第一百八十九條提起訴訟者,應保存至訴訟終結為止。

- 第十四條 當選之董事及監察人由本公司董事會發給當選通知書。
- 第十五條 本程序由股東會通過後施行,修正時亦同。
- 第十六條 本辦法訂立於民國八十九年六月二十九日。

第一次修訂民國九十一年六月二十八日。

第二次修訂民國九十七年六月二十五日。

第三次修訂民國一○二年六月十七日。

第四次修訂民國一○四年五月十五日。

董事及監察人選任舉程序修正條文對照表 民國 109年11月05日董事會版

重 争 考	& 監察人選任舉 程序修正條文對照表	民國 109 年 11 月 05 日董事會版
修正條文	現行條文	修正理由
董事及監察人選任舉程序	董事及監察人選舉程序	配合證櫃監字第
<u> </u>		10900582662 號修正。
第一條 為公平、公正、公開選任董	第一條 為公平、公正、公開選任	配合證櫃監字第
事、監察人,爰依「上市上櫃公司治	董事、監察人,爰依「上市上櫃	10900582662 號修正。
理實務守則」第二十一條及第四十一	公司治理實務守則」第二十一條	
條規定訂定本程序。	及第四十一條規定訂定本程序。	
第二條 本公司董事 及監察人 之選	第二條 本公司董事及監察人之	配合證櫃監字第
任,除法令或章程另有規定者外,應	選任,除法令或章程另有規定者	10900582662 號修正。
依本程序辦理。	外,應依本程序辦理。	
第四條本公司監察人應具備左列之條	第四條本公司監察人應具備左列	配合證櫃監字第
44 :	之條件:	10900582662 號修正。
一、誠信踏實。	一、誠信踏實。	
二、公正判斷。	二、公正判斷。	
二、專業知識。	三、專業知識。	
四、豐富之經驗。	四、豐富之經驗。	
五、閱讀財務報表之能力。	五、閱讀財務報表之能力。	
本公司監察人除需具備前項之要件	本公司監察人除需具備前項之要	
外,全體監察人中應至少一人須為會	件外,全體監察人中應至少一人	
計或財務專業人上。	須為會計或財務專業人士。	
監察人之設置應參考公開發行公司獨	監察人之設置應參考公開發行公	
立董事設置及應遵循事項辦法有關獨	司獨立董事設置及應遵循事項辦	
立性之規定,選任適當之監察人,以	法有關獨立性之規定,選任適當	
強化公司風險管理及財務、營運之控	之監察人,以強化公司風險管理	
* •	及財務、營運之控制。	
監察人間或監察人與董事間,應至少	監察人間或監察人與董事間,應	
一席以上,不得具有配偶或二親等以	至少一席以上,不得具有配偶或	
內之親屬關係。	二親等以內之親屬關係。	
監察人不得兼任公司董事、經理人或	監察人不得兼任公司董事、經理	
其他職員,且監察人中至少須有一人	人或其他職員,且監察人中至少	
在國內有住所,以即時發揮監察功能。	須有一人在國內有住所,以即時	
	發揮監察功能。	
第 <u>四</u> 垂條 略	第五條 略	
第 <u>五</u> 余條 本公司董事 、監察人 之選	第六條 本公司董事、監察人之選	配合證櫃監字第
舉, 均 應依照公司法第一百九十二條	舉,均應依照公司法第一百九十	10900582662 號修正。
之一所規定之候選人提名制度程序為	二條之一所規定之候選人提名制	
之 ,為審查董事、監察人候選人之資	度程序為之,為審查董事、監察	
格條件、學經歷背景及有無公司法第	人候選人之資格條件、學經歷背	
三十條所列各款情事等事項,不得任	景及有無公司法第三十條所列各	

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意增列其他資格條件之證明文件,並	款情事等事項,不得任意增列其	
應將審查結果提供股東參考, 傳選出	他資格條件之證明文件,並應將	
適任之董事、監察人。	審查結果提供股東參考,俾選出	
董事因故解任,致不足五人者,公司	適任之董事、監察人。	
應於最近一次股東會補選之。但董事	董事因故解任,致不足五人者,	
缺額達章程定席次三分之一者,公司	公司應於最近一次股東會補選	
應自事實發生之日起六十日內,召開	之。但董事缺額達章程定席次三	
股東股東臨時會補選之。	分之一者,公司應自事實發生之	
獨立董事之人數不足證券交易法第十	日起六十日內,召開股東股東臨	
四條之二第一項但書 、台灣證券交易	時會補選之。	
所上市審查準則相關規定或中華民國	獨立董事之人數不足證券交易法	
證券櫃檯買賣中心「證券商營業處所	第十四條之二第一項但書、台灣	
買賣有價證券審查準則第10條第1	證券交易所上市審查準則相關規	
項各款不宜上櫃規定之具體認定標	定或中華民國證券櫃檯買賣中心	
準」第8款 規定者,應於最近一次股	「證券商營業處所買賣有價證券	
東會補選之;獨立董事均解任時,應	審查準則第10條第1項各款不宜	
自事實發生之日起六十日內,召開股	上櫃規定之具體認定標準」第8	
東臨時會補選之。	款規定者,應於最近一次股東會	
監察人因故解任,致人數不足公司章	補選之;獨立董事均解任時,應	
程規定者,宜於最近一次股東會補選	自事實發生之日起六十日內,召	
之。但監察人全體均解任時,應自事	開股東臨時會補選之。	
實發生之日起六十日內,召開股東臨	監察人因故解任,致人數不足公	
時會補選之。	司章程規定者,宜於最近一次股	
	東會補選之。但監察人全體均解	
	任時,應自事實發生之日起六十	
	日內,召開股東臨時會補選之。	
第六七條 本公司董事及監察人之選	第七條 本公司董事及監察人之	配合證櫃監字第
舉應採用累積投票制,每一股份有與	選舉應採用累積投票制,每一股	10900582662 號修正。
應選出董事或監察人人數相同之選舉	份有與應選出董事或監察人人數	
權,得集中選舉一人,或分配選舉數	相同之選舉權,得集中選舉一	
人。	人,或分配選舉數人。	
第七→條 董事會應製備與應選出董	第八條 董事會應製備與應選出	配合證櫃監字第
事 及監察人 人數相同之選舉票,並加	董事及監察人人數相同之選舉	10900582662 號修正。
填其權數,分發出席股東會之股東,	票,並加填其權數,分發出席股	
選舉人之記名,得以在選舉票上所印	東會之股東,選舉人之記名,得	
出席證號碼代之。	以在選舉票上所印出席證號碼代	
	之。	
第 <u>八</u> 舟條 本公司董事 及監察人 依公	第九條 本公司董事及監察人依	配合證櫃監字第
司章程所定之名額,分別計算獨立董	公司章程所定之名額,分別計算	10900582662 號修正。
事、非獨立董事之選舉權,由所得選	獨立董事、非獨立董事之選舉	
舉票代表選舉權數較多者分別依次當	權,由所得選舉票代表選舉權數	

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選,如有二人以上得權數相同而超過規定名額時,由得權數相同者抽籤決	較多者分別依次當選,如有二人 以上得權數相同而超過規定名額	
定,未出席者由主席代為抽籤。	時,由得權數相同者抽籤決定,	
炼 L 1 /5 mb	未出席者由主席代為抽籤。	
第九十條略	第十條略	配合證櫃監字第
第十一條 被選舉人知為股東身分	第十一條 被選舉人如為股東身	10900582662 號修正。
者, 選舉人須在選舉票被選舉人欄填	分者,選舉人須在選舉票被選舉	10700302002 號厚亚。
明被選舉人戶名及股東戶號;如非股	人欄填明被選舉人戶名及股東戶	
東身分者・應填明被選舉人姓名及身	號;如非股東身分者,應填明被	
分證明文件編號。惟政府或法人股東	選舉人姓名及身分證明文件編	
為被選舉人時,選舉票之被選舉人戶	號。惟政府或法人股東為被選舉	
名欄應填列該政府或法人名稱・亦得	人時,選舉票之被選舉人戶名欄	
填列該政府或法人名稱及其代表人姓	應填列該政府或法人名稱,亦得	
名:代表人有數人時,應分別加填代	填列該政府或法人名稱及其代表	
表人姓名。	人姓名;代表人有數人時,應分	
ht 1 16 312 (h) Ta 1 - 1 + 1+ h	別加填代表人姓名。	五人战师叱己怂
第十二條 選舉票有左列情事之一者	第十二條 選舉票有左列情事之	配合證櫃監字第
無效:	一者無效:	10900582662 號修正。
一、不用 <u>有召集權人董事會</u> 製備之選	一、不用董事會製備之選票者。	
票者。	二、以空白之選票投入投票箱者。	
二、以空白之選票投入投票箱者。	三、字跡模糊無法辨認或經塗改	
三、字跡模糊無法辨認或經塗改者。	者。	
四、所填被選舉人與董事候選人名單	四、所填被選舉人如為股東身分	
如為股東身分者,其戶名、股東戶號	者,其戶名、股東戶號與股東名	
與股東名簿不符者;所填被選舉人如	簿不符者;所填被選舉人如非股	
非股東身分者,其姓名、身分證明文	東身分者,其姓名、身分證明文	
件編號 經核對不符者。	件編號經核對不符者。	
五、除填被選舉人之戶名(姓名)或	五、除填被選舉人之戶名(姓名)	
股東戶號 (身分證明文件編號) 及分	或股東戶號(身分證明文件編	
配選舉權數外,夾寫其他文字者。	號)及分配選舉權數外,夾寫其	
六、所填被選舉人之姓名與其他股東	他文字者。	
相同而未填股東戶號或身分證明文件	六、所填被選舉人之姓名與其他	
編號可資識別者。	股東相同而未填股東戶號或身分	
the land of the second of the	證明文件編號可資識別者。	- A say les -1 3- bb
第十一三條 投票完畢後當場開票,開	第十三條 投票完畢後當場開	配合證櫃監字第
票結果應由主席當場宣布,包含董事	票,開票結果應由主席當場宣	10900582662 號修正。
及監察人 當選名單與其當選權數。	布,包含董事及監察人當選名單	
前項選舉事項之選舉票,應由監票員	與其當選權數。	
密封簽字後,妥善保管,並至少保存	前項選舉事項之選舉票,應由監	
一年。但經股東依公司法第一百八十	票員密封簽字後,妥善保管,並	
九條提起訴訟者,應保存至訴訟終結	至少保存一年。但經股東依公司	

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為止。	法第一百八十九條提起訴訟者,	
	應保存至訴訟終結為止。	
第十 <u>二</u> 母條 當選之董事 及監察人 由	第十四條 當選之董事及監察人	配合證櫃監字第
本公司董事會發給當選通知書。	由本公司董事會發給當選通知	10900582662 號修正。
	書。	
第十 <u>三</u> 垂條 略	第十五條 略	
第十四六條 本辦法訂立於民國八十	第十六條 本辦法訂立於民國八	
九年六月二十九日。	十九年六月二十九日。	
第一次修訂民國九十一年六月二十八	第一次修訂民國九十一年六月二	
日。	十八日。	
第二次修訂民國九十七年六月二十五	第二次修訂民國九十七年六月二	
日。	十五日。	
第三次修訂民國一○二年六月十七	第三次修訂民國一○二年六月十	
日。	七日。	
第四次修訂民國一○四年五月十五	第四次修訂民國一○四年五月十	
日。	五日。	
第五次修訂於中華民國一一○年七月		
二十二日。		

Insyde Software Corp.

Articles of Incorporation

CHAPTER 1: General Provisions

- Article 1: The Company is incorporated under those provisions of the Company Law relating to companies limited by shares, and is named as "Insyde Software Corporation".
- Article 2: The business engaged in by the Company shall be as follows:
 - \cdot F118010 Wholesale of Computer Software
 - 二、F119010 Wholesale of Electronic Materials
 - 三、I301010 Software Design Services
 - 四、I301020 Data Processing Services
 - 五、I301030 Digital Information Supply Services
 - ☆ 、F113050 Wholesale of Computing and Business Machinery Equipment
 - 七、F113030 Wholesale of Precision Instruments
 - へ、F401010 International Trade
 - 九、ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special.
- Article 3: The Company may provide endorsement and guarantee for the outside parties due to business or investment needs. The total reinvestment of the Company shall not be limited to less than 40%.
- Article 4: The Company's principal executive offices shall be located in Taipei City. The Company may, upon approval of the board of directors, establish and revocation branch offices in Taiwan or abroad.
- Article 5: The Company's processing rules of announcement affairs shall fully comply with Company Act Art

CHAPTER 2: Shares

- Article 6: The total authorized capital of the Company shall be NT\$600,000,000, divided into 60,000,000 shares with a par value of NT\$10 each. The board of directors is authorized to issue the aforesaid shares in several tranches, and may issue employee stock options within the scope of unissued shares in the previous item.
 - Of the aforesaid capital stock, NT\$75,000,000 is reserved for stock options of employees with the issue of 750,000 shares with a par value of NT\$10 each in the form of stock options and issued in several tranches in accordance with the resolution adopted by the board of directors.
- Article 6-1: If the price of transfer to employees is lower than average price actually bought back by the company, such transfer shall be adopted at the most recent Shareholders' Meeting with consents of more than two-thirds of votes of attending shareholders who represent a majority of the total issued shares.
- Article 6-2: If the subscription price of issue of the Company is lower than the price of employees' warrants certificates which is equal to the close price of ordinary shares at the date of issue, such issue shall be adopted at a Shareholders' Meeting with consents of more than two-thirds votes of attending shareholder who represent a majority of the total issued shares.
- Article 7: Delete.
- Article 8: The share certificate of the Company shall be hereof, the registered ones, shall be duly signed and sealed by not less three directors and endors the competent authority or its authorized issuing registration agency relevant to the purpose b 47 issuance.
 - When the Company issues shares, the share ceruncates may be exempted from printing; however, Centralized Securities Depository Enterprises Organizations should be contacted for their entries.
- Article 9: Transfer of shares shall be suspended within sixty (60) days before any general shareholders' meeting, within thirty (30) days before any special shareholders' meeting, and within five days before the base date on which dividends, bonuses or other interest are scheduled to be paid by the Company.

CHAPTER 3: Shareholder meeting

Article 10: The shareholders' meetings of the Company shall be classified as either general meetings or special

meetings. General meetings shall be called by the board of directors according to law once a year within six months after the end of the fiscal year. Special meetings shall be called as necessary in accordance with the law.

- Article 11: In case a shareholder is unable to attend a shareholders' meeting, he/she may appoint someone to attend the meeting on his/her behalf with a written proxy prepared by the Company with his/her signature or seal and stating therein the scope of authorization with reference to the subjects to be discussed at the meeting. The appointment of proxy to attend a shareholders' meeting shall follow the Rules for Attending Shareholders' Meeting of a Public Company by Proxy promulgated by the competent authority except Article 177 of the Company Act.
- Article 12: Shareholders of the Company shall be entitled with one vote for each share of capital stock held, except for situations of no voting right in the Company Act.
- Article 13: Except as otherwise provided by Company Act or relevant regulations, no resolution shall be adopted at a shareholders' meeting unless it is attended by shareholders holding and representing over one-half of all issued and outstanding shares and at which meeting over one-half of the votes held by shareholders present cast in favor of such resolution.
- Article 14: The shareholders' meetings shall be convened by the Board of Directors and presided over by the Chairman of the Board. The Chairman of the Board shall appoint a director to act as his or her proxy if the Chairman is unable to attend such meeting. If the Chairman does not appoint a proxy, the directors shall appoint one from among them. If a meeting is convened by a person entitled to convene other than the Board of Directors, such person shall act as the chairman for the meeting; provided, however, if there are more than one person entitled to convene, the chairman for the meeting shall be appointed from among them.
- Article 15: The resolution adopted by the shareholders meeting shall be recorded in writing; the meeting minutes must be signed by or imprinted with the seal of the chairperson and distributed to shareholders within twenty (20) days after the meetings. Proceedings of the distribution in the preceding paragraph, to enter the announcement MOPS whom the way.

Chapter 4 – Directors, Supervisors and Functional committee

- Article 16: The Company shall have seven to eleven directors and three supervisors the actual quota of their seats of each session elected by the shareholders' meeting was authorized to be decided by the board meeting. They shall be elected by the shareholders' meeting from among the persons with disposing capacity. The term of office of directors shall be three years; re-election shall be permissible. The Company's shares are issued to the public, the percentage of shareholdings of all the directors selected shall follow the regulation of the competent authority in charge of securities affairs.
- Article 17: The previous said directors quota, the independent directors shall not be fewer than two persons in number and not be fewer than 1/5 directors, The candidates nomination system is adopted and the shareholders shall elect from among the nominees listed in the roster of directors (independent director) and supervisors candidates. Their professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination, and other matters for compliance with respect to independent directors shall follow the regulation of the competent authority in charge of securities affairs.
- Article 18: When the posts of 1/3of the directors have been vacated or all of the supervisors have been discharged, a special meeting of shareholders shall be convened to elect directors or supervisors to fill the vacancies within sixty (60) days date of occurrence. The term of office of the new members shall be the same as the original.
- Article 19: The board of directors shall be organized by directors, among them the Chairman of the Board shall be elected by more than half of directors present at a meeting attended by more than 2/3of directors. The Chairman of the meetings externally represent the Company.
- Article 20: Unless otherwise provided by the Company Act, the meetings of the Board of Directors shall be convened by the Chairman of the Board with written notice sent to each director by mail, email, or fax. Except as otherwise provided by the Company Act, the resolutions of the Board of Directors shall be adopted by at least a majority of the directors present at a meeting attended by at least a majority of the directors holding office. A director who has a personal interest in any of the items on the meeting agenda shall disclose the details of the conflict at such meeting. Directors should attend board meetings in person. The director who is unable to attend board meeting sin person may authorize another director to attend a board meeting on his or her behalf. Nonetheless, a director may accept the appointment to

act as the proxy of one other director only

The board of directors' meetings may be held by video conference. Directors who attend meetings by video conference are deemed as attend the meetings in person.

- Article 21: In case the Chairman of the Board of Directors is on leave or cannot exercise his powers, he may designate in accordance with Article 208 of the Company Law.
 - Directors should attend board meetings in person. The director who is unable to attend board meetings in person may authorize another director to attend a board meeting on his or her behalf. Nonetheless, a director may accept the appointment to act as the proxy of one other director only.
 - The board of directors' meetings may be held by video conference. Directors who attend meetings by video conference are deemed as attend the meetings in person.
- Article 22: The Board of Directors shall set up functional committees. The Committee members' qualifications, duties and related matters shall be defined by the Board of Directors in accordance with the related laws and regulations.
 - Before the company legally orders the audit committee to replace the supervisor, the board of directors may decide to set up an audit committee or supervisor. However, during the period of setting up the audit committee, the provisions of the supervisors of the Articles of Association cease to apply. The audit committee is subject to the Securities Exchange Act. Article 4 of 4 and related laws and regulations provide for the exercise of powers.
- Article 23: The compensation or transportation allowance paid to the Directors shall be determined by the Board of Directors' resolution according to the industry standard. The chairman's payment is given by according to the wage of the company employment.
- Article 24: Delete.
- Article 25: The Company may purchase liability insurance for Directors to protect them against potential liabilities arising from the exercise of their duties.

Chapter 5 – Managers

Article 26: The Company shall have one president. The appointment, removal and payment shall be handled in accordance with Article 29 of Company Act.

Chapter 6 – Accounting

- Article 27: The Company shall in accordance with have the following various documents and books prepared by the Board of Directors at the end of the fiscal year to the supervisors thirty day prior to the shareholder's meeting, for auditing and endorsement by the supervisor(s) and the supervisors shall submit the reports to the shareholders' annual meeting for ratification. (1)Business Report (2)Financial Statement (3)Proposals of profit allocation and loss coverage.
- Article 28: After paying taxes, covering losses for the previous year and setting aside legal and special reserve sf. The Company is profitable, it shall set aside 10-15% as employee compensation and less than 3% as Director compensation.
- Article 28-1: Any earnings after the Company's fiscal year final settlement shall be allotted to each item in the following order: 1. Payment of taxes and duties. 2. Offsetting previous periods' deficits and losses. 3. Setting aside 10% for the statutory surplus reserve, unless the statutory surplus reserve has reached the amount of the total capital. 4. Setting aside or funding special reserves. 5. Any further remaining amount shall be added to the unallocated surplus from the prior year as shareholder dividend and bonus. The Board of Directors shall draft a proposal to distribute the surplus, which shall be approved at a shareholders' meeting.

Chapter 7 - Supplemental Provisions

- Article 29: For items not provided in the rules, Articles of Incorporation, the Company Act and other relevant laws and regulations shall govern.
- Article 30: For dividend distribution, the surplus dividend policy will be adopted based on the future operational planning, business development, capital expenditure budget and requirement of capital fund. Distribution of dividend may be made by cash dividend or by stock dividend, provided that the percentage of cash dividend shall exceed 10% of total distributed dividend, and the plan of distribution shall be proposed by the Board of Directors and shall be implemented after the distribution plan is approved by the Shareholder' Meetings .Shareholders of the company dividend

distribution, of which cash dividends shall not be lower than ten percent of the total shareholders' dividends distributed for the same year.

Article 31: These Article were formulated on September 15, 1998; 1st amendment on November 20, 1998; 2nd amendment on July 20, 1999; 3rd amendment on December 10, 1999; 4th amendment on June 29, 2000; 5th amendment on June 10, 2001; 6th amendment on June 18, 2001; 7th amendment on June 28, 2002; 8th amendment on June 20, 2003; 9th amendment on June 17, 2005; 10th amendment on June 14, 2006; 11th amendment on June 25, 2008; 12th amendment on June 26, 2009; 13th amendment on June 15, 2010; 14th amendment on July 21, 2012; 15th amendment on June 17, 2013; 16th amendment on June 14, 2016,17th amendment on June 12, 2019

Insyde Software Corp.

Chairman: Chih Kao Wang

Directions: The company's total outstanding shares: 38,043,488

1. Total shareholding of all Directors required by law: 3,600,000 Total Shareholding of all Supervisors required by law: 360,000

2. As of March 30th , 2021, the cut-off date of this Shareholders' Meeting, the individual Directors and Supervisors their aggregate shareholdings are listed below:

Title	Name	Current Shareholding (Shares)	Current Shareholding (%)
Chairman	Chih Kao Wang	2,065,145	5.43%
Director	Jonathan Joseph	1,038,172	2.73%
Director	Fu Chiang Sung	600,389	1.58%
Director	Wang Chien Chih	219,015	0.58%
Independent Director	Chen Chi HSun	0	0.00%
Independent Director	Yeh Shun Fa	0	0.00%
Director	Representative of PCT Limited. Huang, Mei Chin	4,920,111	12.93%
Holdings	of all Directors	8,842,832	23.24%

Title	Name	Current Shareholding (Shares)	Current Shareholding (%)
Supervisors	Representative of Ming Liang Investment Co., Ltd Wang Yen Chi	1,037,558	2.73%
Supervisors	Dai May Hong	0	0.00%
Supervisors	Shao Chien-Hua	0	0.00%
Holdings	of all Supervisors	1,037,558	2.73%

Holdings of all Directors and Supervisors	9,880,390	25.97%
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Other information: Appendix 16

1. According to article 172-1 of the Company Law, shareholders with over 1% holding of total shares issued can submit only one written proposal, containing up to 300 words, to shareholders' meeting.

- 1.1 Shareholders can put forth proposals to the shareholders' meeting during March 22-31, 2021, which had been posted on the Market Observation Post System of the Taiwan Stock Exchange, according to law.
- 1.2 The company didn't receive any proposal from shareholders during the period.
- 2.The Remuneration to Employees, Directors and Supervisors:
 - As the amount of remuneration to Employees, Directors and Supervisors is different from the estimated number, the difference, resons and measures should be disclosed as follows:
 - There is no difference between the above the estimated number resolution and the ratified cost for 2020.
- 3.The Impact of Stock Dividend Issuance on Business Performance, EPS, and Shareholders Return on Investment: Not applicable.