公司法中英文對照

民國 98 年 05 月 27 日修正

Company Act

(2009.05.27 Amended)

本表中英條文資料來源：法務部全國法規資料庫 http://mojlaw.moj.gov.tw/

聲明：本中英對照表係黃裕凱老師編輯，供輔大法律學生法學英文初階學習參考之用，不得作為其他用途

注意一：本表內容如與各法規主管機關之公布文字有所不同，以各主管機關公布為準

注意二：英譯文部分，全國法規資料庫有若干缺漏或錯誤之處，本表不擔保其正確性

本表編輯基準日：2010.11.15

目 次

第一章 總則

CHAPTER I General Provisions

第 1 條

本法所稱公司，謂以營利為目的，依照本法組織、登記、成立之社團法人。

Article 1

The term "company" as used in this Act denotes a corporate juristic person organized and incorporated in accordance with this Act for the purpose of profit making.

第 2 條

公司分為左列四種：

一、無限公司：指二人以上股東所組織，對公司債務負連帶無限清償責任之公司。

二、有限公司：由一人以上股東所組織，就其出資額為限，對公司負其責任之公司。

三、兩合公司：指一人以上無限責任股東，與一人以上有限責任股東所組織，其無限責任股東對公司債務負連帶無限清償責任；有限責任股東就其出資額為限，對公司負其責任之公司。

四、股份有限公司：指二人以上股東或政府、法人股東一人所組織，全部資本分為股份；股東就其所認股份，對公司負其責任之公司。

公司名稱，應標明公司之種類。

Article 2

Companies are of four classes as set forth in the following:

1.Unlimited Company: which term denotes a company organized by two or more shareholders who bear unlimited joint and several liabilities for discharge of the obligations of the company.

2.Limited Company: which term denotes a company organized by one or more shareholders, with each shareholder being liable for the company in an amount limited to the amount contributed by him.

3.Unlimited Company with Limited Liability Shareholders: which term denotes a company organized by one or more shareholders of unlimited liability and one or more shareholders of limited liability; among them the shareholder(s) with unlimited liability shall bear unlimited joint liability for the obligations of the company, while each of the shareholders with limited liability shall be held liable for the obligations of the company only in respect of the amount of capital contributed by him.

4.Company Limited by Shares: which term denotes a company organized by two or more or one government or corporate shareholder, with the total capital of the company being divided into shares and each shareholder being liable for the company in an amount equal to the total value of shares subscribed by him.

The name of a company shall indicate the class to which it belongs.

第 3 條

公司以其本公司所在地為住所。

本法所稱本公司，為公司依法首先設立，以管轄全部組織之總機構；所稱分公司，為受本公司管轄之分支機構。

Article 3

The domicile of a company is the location of its head office.

The term "head office" as used in this Act denotes the principal office first established according to law to take charge of affairs of the entire organization; the term "branch office" denotes branch unit subject to the control of the head office.

第 4 條

本法所稱外國公司，謂以營利為目的，依照外國法律組織登記，並經中華民國政府認許，在中華民國境內營業之公司。

Article 4

The term "foreign company" as used in this Act denotes a company, for the purpose of profit making, organized and incorporated in accordance with the laws of a foreign country, and authorized by the R.O.C. Government to transact business within the territory of the Republic of China.

第 5 條

本法所稱主管機關：在中央為經濟部；在直轄市為直轄市政

Article 5

The term "Competent authority" as used in this Act shall denote the Ministry of Economics Affairs where the central government is

府。

concerned; or the Bureau of Reconstruction where a municipal government under the jurisdiction of the Executive Yuan is concerned.

中央主管機關得委任所屬機關、委託或委辦其他機關辦理本法所規定之事項。

The central competent authority may authorize its subordinate authority (authorities) or mandate or appoint other government authority (authorities) to handle the matter(s) set forth in this Act.

第 6 條

公司非在中央主管機關登記後，不得成立。

Article 6

No company may be incorporated unless it has registered with the central competent authority.

第 7 條

公司申請設立、變更登記之資本額，應先經會計師查核簽證；其辦法，由中央主管機關定之。

Article 7

Before applying for company incorporation, or for alteration of the registered amount of capital of the company, the company shall first obtain an auditing certificate from an independent certified public accountant. Regulations governing the foregoing process shall be prescribed by the central competent authority.

第 8 條

本法所稱公司負責人：在無限公司、兩合公司為執行業務或代表公司之股東；在有限公司、股份有限公司為董事。

公司之經理人或清算人，股份有限公司之發起人、監察人、檢查人、重整人或重整監督人，在執行職務範圍內，亦為公司負責人。

Article 8

The term "responsible persons" of a company as used in this Act denotes shareholders conducting the business or representing the company in case of an unlimited company or unlimited company with limited liability shareholders; directors of the company in case of a limited company or a company limited by shares.

The managerial officer or liquidator of a company, the promoter, supervisor, inspector, reorganizer or reorganization supervisor of a company limited by shares acting within the scope of their duties, are also responsible persons of a company.

第 9 條

公司應收之股款，股東並未實際繳納，而以申請文件表明收足，或股東雖已繳納而於登記後將股款發還股東，或任由股東收回者，公司負責人各處五年以下有期徒刑、拘役或科或併科新臺幣五十萬元以上二百五十萬元以下罰金。

Article 9

Where the share prices (or the capital stock) receivable by a company have not been actually paid up by its shareholders, but are declared as having paid up in its incorporation application, or where the share prices have been paid up by its shareholders but are subsequently refunded to its shareholders or withdrawn by such shareholders with the permission of the company after having completed the procedures for company incorporation, the responsible persons shall each be punished with imprisonment for a term of not more than five years, detention, or in lieu thereof or in addition thereto a fine in AN amount of not less than New Taiwan Dollar Five Hundred Thousand (NT$ 500,000) but not more than New Taiwan Dollar Two Million and Five Hundred Thousand (NT$ 2,500,0000).

有前項情事時，公司負責人應與各該股東連帶賠償公司或第三人因此所受之損害。

Under any of the circumstances set forth in the preceding Paragraph, the responsible persons shall be liable, jointly and severally with such shareholders, for the damages to be sustained by the company or the third party or parties there-from.

第一項裁判確定後，由檢察機關通知中央主管機關撤銷或廢

Upon rendition of the final judgment for the punishment set out in Paragraph I hereinabove, the Procuratorate concerned shall notify

止其登記。但裁判確定前，已為補正或經主管機關限期補正已補正者，不在此限。

the central competent authority to cancel or to nullify the original registration of that company provided, however, that the provision set out in this Paragraph shall not apply in case the unlawful act has been rectified by the company, either initiatively or within a time limit given by the competent authority, before the judgment becomes final.

公司之設立或其他登記事項有偽造、變造文書，經裁判確定後，由檢察機關通知中央主管機關撤銷或廢止其登記。

After a company has been adjudicated, by a final judgment, to have submitted any forged or altered documents in filing an application for registration of its company incorporation or other company alterations, the Procuratorate concerned shall notify the central competent authority to cancel or to nullify such registration of the said company.

第 10 條

公司有左列情事之一者，主管機關得依職權或利害關係人之申請，命令解散之：
一、公司設立登記後六個月尚未開始營業者。但已辦妥延展登記者，不在此限。
二、開始營業後自行停止營業六個月以上者。但已辦妥停業登記者，不在此限。

Article 10

Under either of the following circumstances, the competent authority may, ex officio or upon an application filed by an interested party, order the dissolution of a company:
1.Where the company fails to commence its business operation after elapse of six months from the date of its company incorporation registration, unless it has made an extension registration; or
2.Where, after commencing its business operation, the company has discontinued, at its own discretion, its business operation for a period over six months, unless it has made the business discontinuation registration.

第 11 條

公司之經營，有顯著困難或重大損害時，法院得據股東之聲請，於徵詢主管機關及目的事業中央主管機關意見，並通知公司提出答辯後，裁定解散。

前項聲請，在股份有限公司，應有繼續六個月以上持有已發行股份總數百分之十以上股份之股東提出之。

Article 11

In the event of an apparent difficulty in the operation of a company or serious damage thereto, the court may, upon an application from its shareholders and after having solicited the opinions of the competent authority and the central authority in charge of the relevant end enterprises and having received a defence from the company, make a ruling for the dissolution of the company.
The dissolution application to be filed by the company under the preceding Paragraph shall be filed by shareholders who have been continuously holding more than 10% of the total number of outstanding shares issued by the company for a period over six months.

第 12 條

公司設立登記後，有應登記之事項而不登記，或已登記之事項有變更而不為變更之登記者，不得以其事項對抗第三人。

Article 12

In a company, after its incorporation, fails to register any particular that should have been registered or fails to register any changes in particulars already registered, such particulars or changes in particulars cannot be set up as a defence against any third party.

第 13 條

公司不得為他公司無限責任股東或合夥事業之合夥人；如為他公司有限責任股東時，其所有投資總額，除以投資為專業

Article 13

A company shall not be a shareholder of unlimited liability in another company or a partner of a partnership enterprise. When a company becomes a shareholder of limited liability in other companies, the total amount of its investments in such other

或公司章程另有規定或經依左列各款規定，取得股東同意或股東會決議者外，不得超過本公司實收股本百分之四十：

companies shall not exceed forty percent of the amount of its own paid-up capital unless it is a professional investment company, or otherwise provided for in its Article of Incorporation, or has obtained the consent of its shareholders or a resolution adopted by its shareholders' meeting in accordance with any of the following provisions:

一、無限公司、兩合公司經全體無限責任股東同意。

1.In the case of an unlimited company or an unlimited company with limited liability shareholders: the unanimous consent of the unlimited liability shareholders;

二、有限公司經全體股東同意。

2.In the case of a limited company: the unanimous consent of its shareholders; or

三、股份有限公司經代表已發行股份總數三分之二以上股東出席，以出席股東表決權過半數同意之股東會決議。

3.In the case of a company limited by shares: a resolution adopted, at a shareholders' meeting, by a majority of the shareholders present who represent two-thirds or more of the total number of its outstanding shares:

公開發行股票之公司，出席股東之股份總數不足前項第三款定額者，得以有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意行之。

In the event the total number of shares represented by the shareholders present at a shareholders' meeting of a company whose shares have been issued in public is less than the percentage of the total shareholdings required in the Item 3 of the preceding Paragraph, the resolution may be adopted by two-third of the voting rights exercised by the shareholders present at the shareholders' meeting who represent a majority of the outstanding shares of the company.

第一項第三款及第二項出席股東股份總數及表決權數，章程有較高之規定者，從其規定。

Where there is any higher percentage of the total number of shares represented by the shareholders present and/or the total number of the voting rights is required in the Articles of Incorporation, such higher percentage shall prevail.

公司因接受被投資公司以盈餘或公積增資配股所得之股份，不計入第一項投資總額。

Shares received by a company as a result of distribution of surplus earnings or capitalization of legal reserves by its invested company shall not be included in the total amount of investments set forth in Paragraph One of this Article.

公司負責人違反第一項規定時，應賠償公司因此所受之損害。

The responsible person of a company who has violated the provisions of Paragraph One of this Article shall be liable for the damages incurred by the company there-from.

第 14 條

(刪除)

Article 14

(Deleted)

第 15 條

公司之資金，除有左列各款情形外，不得貸與股東或任何他人：

Article 15

Unless otherwise under any of the following circumstances, the capital of a company shall not be lend to any shareholder of the company or any other person:

一、公司間或與行號間有業務往來者。

1.Where an inter-company or inter-firm business transaction calls for such lending arrangement; or

二、公司間或與行號間有短期融通資金之必要者。融資金額不得超過貸與企業淨值的百分之四十。

2.Where an inter-company or inter-firm short-term financing facility is necessary provided that the amount of such financing facility shall not exceed forty percent of the amount of the net value of the lending enterprise.

公司負責人違反前項規定時，

The responsible person of a company who has violated the

應與借用人連帶負返還責任；如公司受有損害者，亦應由其負損害賠償責任。

provisions of the preceding Paragraph shall be liable, jointly and severally with the borrower, for the repayment of the loan at issue and for the damages, if any, to company resulted there-from.

第 16 條

公司除依其他法律或公司章程規定得為保證者外，不得為任何保證人。

公司負責人違反前項規定時，應自負保證責任，如公司受有損害時，亦應負賠償責任。

Article 16

A company shall not act as a guarantor of any nature, unless otherwise permitted by any other law or by the Articles of Incorporation of the company.

The responsible person who has violated the provision set out in the preceding Paragraph shall take up the surety-ship on his own and shall be liable for the damages, if any, to the company resulted there-from.

第 17 條

公司業務，依法律或基於法律授權所定之命令，須經政府許可者，於領得許可文件後，方得申請公司登記。

前項業務之許可，經目的事業主管機關撤銷或廢止確定者，應由各該目的事業主管機關，通知中央主管機關，撤銷或廢止其公司登記或部分登記事項。

Article 17

If the business of a company should require special permission of the government in accordance with the law or an order given by a competent authority duly authorized by the law, such company may apply for company registration only after having received the foregoing government permission document.

Where revocation or rescission of a business permit granted under the preceding Paragraph becomes final, the government authority in charge of the relevant end-enterprise shall advise, by a notice, the central competent authority to cancel or to nullify the company registrations, in whole or in part, previously made by the said company.

第 17-1 條

公司之經營有違反法令受勒令歇業處分確定者，應由處分機關通知中央主管機關，廢止其公司登記或部分登記事項。

Article 17- 1

Where a company was operated in a manner in violation of the governing laws and/or regulations and is ordered, by a conclusive injunction, to closedown, the authority giving such injunction shall notify the central authority to cancel the company registrations, in whole or in part, previously made by the said company.

第 18 條

公司名稱，不得與他公司名稱相同。二公司名稱中標明不同業務種類或可資區別之文字者，視為不相同。

公司所營事業除許可業務應載明於章程外，其餘不受限制。

公司所營事業應依中央主管機關所定營業項目代碼表登記。已設立登記之公司，其所營事業為文字敘述者，應於變更所營事業時，依代碼表規定辦理。

Article 18

No company may use a corporate name which is identical with that of another company. Where the corporate names of two companies contain any marks or identifying words respectively that may distinguish the different categories of business of the two companies, such corporate names shall not be considered identical with each other.

A company may conduct any business that is not prohibited or restricted by the laws and regulations, except for those requiring special approvals which shall be explicitly described in the Articles of Incorporation of the company.

Any category of business to be conducted by a company shall, when making the registration thereof, be identified with the Category Code applicable to the said business category as assigned in the Table of Categories of Businesses by the central competent authority. For a company which has already been registered, and the

公司不得使用易於使人誤認其與政府機關、公益團體有關或妨害公共秩序或善良風俗之名稱。

公司名稱及業務，於公司登記前應先申請核准，並保留一定期間；其審核準則，由中央主管機關定之。

category of business conducted by it is registered with descriptive words, then, such descriptive words shall be replaced with the applicable Category Code as assigned in the foregoing Table, while applying for alteration of the entries of existing company registration record.
A company shall not use a name which tends to mislead the public to associate it with the name of a government agency or a public welfare organization, or has an implication of offending against public order or good customs.
Before proceeding to the company incorporation registration procedure, a company shall first apply for approval and reservation, for a specific period of time, of its corporate name and the scope of its business. Rules for examination and approval of such application shall be prescribed by the central competent authority.

第 19 條

未經設立登記，不得以公司名義經營業務或為其他法律行為。
違反前項規定者，行為人處一年以下有期徒刑、拘役或科或併科新臺幣十五萬元以下罰金，並自負民事責任；行為人有二人以上者，連帶負民事責任，並由主管機關禁止其使用公司名稱。

Article 19

A company may not conduct its business operations or commit any juristic act in the name of its company, unless it has completed the procedure for company incorporation registration.
The person who has violated the provision set out in the preceding Paragraph shall be punished with imprisonment for a period of not more than one year, detention, or in lieu thereof or in addition thereto a fine of not more than NT$ 150,000 and shall assume on his own the civil liabilities arising there-from, or shall be jointly and severally liable therefore, in case there are two or more violators. In addition, the company shall be enjoined from using its corporate name for doing its business.

第 20 條

公司每屆會計年度終了，應將營業報告書、財務報表及盈餘分派或虧損撥補之議案，提請股東同意或股東常會承認。
公司資本額達中央主管機關所定一定數額以上者，其財務報表，應先經會計師查核簽證；其簽證規則，由中央主管機關定之。但公開發行股票之公司，證券管理機關另有規定者，不適用之。

前項會計師之委任、解任及報酬，準用第二十九條第一項規定。

第一項書表，主管機關得隨時派員查核或令其限期申報；其辦法，由中央主管機關定之。

Article 20

A company shall, at the end of each fiscal year, submit to its shareholders for their approval or to the shareholders' meeting for ratification the annual business report, the financial statements, and the surplus earnings distribution or loss make-up proposal.
Where the amount of equity capital of a company exceeds a certain amount as specified by the central competent authority, the company shall first have its financial statements audited and certified by a certified public accountant pursuant to the auditing and certification rules as prescribed by the central competent authority. The provision set out in this Paragraph shall not apply to the companies whose stocks are offered in public and which are subject to the provisions otherwise stipulated by the securities and exchange control authority.
The provisions of Paragraph One, Article 29 of this Act shall apply, mutatis mutandis, to the appointment, discharge and remuneration of the certified public accountant set forth in the preceding Paragraph.
The competent authority may, at any time or from time to time, send its officer(s) to examine or may require, by an order, a company to submit, within a given time limit, the documents and statements set

公司負責人違反第一項或第二項規定時，各處新臺幣一萬元以上五萬元以下罰鍰。妨礙、拒絕或規避前項查核或屆期不申報時，各處新臺幣二萬元以上十萬元以下罰鍰。

forth in Paragraph I under this Article in accordance with the regulations to be prescribed by the central competent authority.
Upon violation the provisions set out respectively in the preceding Paragraphs I or II, the responsible person of the violating company shall be imposed with a fine of not less than NT$ 10,000 but not more than NT$ 50,000; or shall be imposed with a fine of not less than NT$ 20,000 but not more than NT$ 100,000 if the company impedes, refuses or evades the foregoing examination or fails to make the submission thereof after expiry of the deadline date.

第 21 條

主管機關得會同目的事業主管機關，隨時派員檢查公司業務及財務狀況，公司負責人不得妨礙、拒絕或規避。

公司負責人妨礙、拒絕或規避前項檢查者，各處新臺幣二萬元以上十萬元以下罰鍰。連續妨礙、拒絕或規避者，並按次連續各處新臺幣四萬元以上二十萬元以下罰鍰。

主管機關依第一項規定派員檢查時，得視需要選任會計師或律師或其他專業人員協助辦理。

Article 21

The competent authority may, in conjunction with the authority in charge of the end enterprise concerned, at any time or from time to time, send their respective officials to inspect the operation and financial conditions of a company, to which the responsible person of the company shall not impede, refuse or evade.
The responsible person of a company who impedes, refuses or evades the inspection set forth in the preceding Paragraph shall be imposed with a fine of not less than NT$ 20,000 but not more than NT$ 100,000. For successive acts in terms of impeding, refusing or evading such inspection, the responsible person of a company shall be imposed successively in each case a fine of not less than NT$ 40,000 but not more than NT$ 200,000.
When sending its official to conduct the inspection as set forth in Paragraph I of this Article, the competent authority may, depending on actual requirement, appoint a certified public accountant, a lawyer or any other professional personnel to assist in carrying out such inspection.

第 22 條

主管機關查核第二十條所定各項書表，或依前條檢查公司業務及財務狀況時，得令公司提出證明文件、單據、表冊及有關資料，除法律另有規定外，應保守秘密，並於收受後十五日內，查閱發還。

公司負責人違反前項規定，拒絕提出時，各處新臺幣二萬元以上十萬元以下罰鍰。連續拒絕者，並按次連續各處新臺幣四萬元以上二十萬元以下罰鍰。

Article 22

In examining the documents and statements submitted by a company under Article 20 or in inspecting the operation and financial conditions of a company under the preceding Article, the competent authority may order the company to present evidential documents, vouchers, books and statements and other relevant information, but shall, unless otherwise provided for by law, keep the same as confidential information; and shall complete the examination and return the same to the company within fifteen days after its receipt thereof.
The responsible person of a company who has violated the provisions of the preceding Paragraph by refusing to provide such information shall be imposed with a fine of not less than NT$ 20,000 but not more than NT$ 100,000. For successive act in terms of refusing to provide the information required, the responsible person of a company shall be imposed in each case a fine of not less than NT$ 40,000 but not more than NT$ 200,000.

第 23 條

公司負責人應忠實執行業務並

Article 23

The responsible person of a company shall have the loyalty and

盡善良管理人之注意義務，如有違反致公司受有損害者，負損害賠償責任。

shall exercise the due care of a good administrator in conducting the business operation of the company; and if he/she has acted contrary to this provision, shall be liable for the damages to be sustained by the company there-from.

公司負責人對於公司業務之執行，如有違反法令致他人受有損害時，對他人應與公司負連帶賠償之責。

If the responsible person of a company has, in the course of conducting the business operations, violated any provision of the applicable laws and/or regulations and thus caused damage to any other person, he/she shall be liable, jointly and severally, for the damage to such other person.

第 24 條

解散之公司除因合併、分割或破產而解散外，應行清算。

Article 24

A dissolved company shall be liquidated, unless such dissolution is caused by consolidation or merger, split-up, or bankruptcy.

第 25 條

解散之公司，於清算範圍內，視為尚未解散。

Article 25

A dissolved company in the process of liquidation shall be deemed as not yet dissolved.

第 26 條

前條解散之公司，在清算時期中，得為了結現務及便利清算之目的，暫時經營業務。

Article 26

A dissolved company as referred to in the preceding article may, during the period of liquidation, temporarily transact its business for the purpose of settling pending affairs and facilitating the liquidation.

第 26-1 條

公司經中央主管機關撤銷或廢止登記者，準用前三條之規定。

Article 26- 1

Where the official registrations of a company are cancelled or invalidated by the central competent authority, the provisions set out in the preceding three Articles shall apply mutatis mutandis.

第 27 條

政府或法人為股東時，得當選為董事或監察人。但須指定自然人代表行使職務。

Article 27

Where a government agency or a juristic person acts as a shareholder of a company, it may be elected as a director or supervisor of the company provided that it shall designate a natural person as its proxy to exercise, in its behalf, the duties of a shareholder.

政府或法人為股東時，亦得由其代表人當選為董事或監察人，代表人有數人時，得分別當選。

Where a government agency or a juristic person acts as a shareholder of a company, its authorized representative may also be elected as a director or supervisor of the company; and if there is a plural number of such authorized representatives, each of them may be so elected.

第一項及第二項之代表人，得依其職務關係，隨時改派補足原任期。

Any of the authorized representatives of a company referred to in Paragraphs I and II of this Article may, owing to the change of his/her functional duties, be replaced by a person to be authorized by the company so as to fulfill the unexposed term of office of the predecessor.

對於第一項、第二項代表權所加之限制，不得對抗善意第三人。

Any restriction placed upon the power or authority of the authorized representatives set forth in Paragraph I and Paragraph II of this Article shall not be set up as a defence against any bona fide third party.

第 28 條

公司之公告應登載於本公司所在之直轄市或縣(市)日報之顯著部分。但公開發行股票之公司，證券管理機關另有規定者，不在此限。

Article 28

Any and all public announcements to be made by a company shall be published in a conspicuous place on a daily newspaper circulating in the municipality or county (city) wherein the company is located, except for the public offering companies subject to the provisions otherwise stipulated by the securities and exchange control authority.

第 28-1 條

主管機關依法應送達於公司之公文書無從送達者，改向代表公司之負責人送達之；仍無從送達者，得以公告代之。

Article 28- 1

Where service of any official document which should be served to a company can not be executed for any reason, such official document may be served on the responsible person of the said company. If the service still can not be executed, a public notice of such official document may be made instead.

第 29 條

公司得依章程規定置經理人，其委任、解任及報酬，依下列規定定之。但公司章程有較高規定者，從其規定：

一、無限公司、兩合公司須有全體無限責任股東過半數同意。

二、有限公司須有全體股東過半數同意。

三、股份有限公司應由董事會以董事過半數之出席，及出席董事過半數同意之決議行之。

公司有第一百五十六條第七項之情形者，專案核定之主管機關應要求參與政府專案紓困方案之公司提具自救計畫，並得限制其發給經理人報酬或為其他必要之處置或限制；其辦法，由中央主管機關定之。

經理人應在國內有住所或居所。

Article 29

A company may have one or more managerial personnel in accordance with its Articles of Incorporation. Appointment and discharge and the remuneration of the managerial personnel shall be decided in accordance with the following provisions provided, however, that if there are higher standards specified in the Articles of Incorporation, such higher standards shall prevail:

1. In the case of an unlimited company or an unlimited company with limited liability shareholders, it shall be decided by a majority of all shareholders with unlimited liability;

2. In the case of a limited company, it shall be decided by a majority of all shareholders;

3. In the case of a company limited by shares, it shall be decided by a resolution to be adopted by a majority vote of the directors at a meeting of the board of directors attended by at least a majority of the entire directors of the company.

Under the circumstance of Article 156, Paragraph 7, the competent authority of special approval shall require the company participating in the governmental special bailout program to provide with a self-help plan and may restrict the remuneration of the managerial personnel of such company or impose other necessary restrictions or disposal on such company in accordance with the regulations to be prescribed by the central competent authority.

Managerial personnel shall have a residence or domicile within the territory of the Republic of China.

第 30 條

有左列情事之一者，不得充經理人，其已充任者，當然解任：

一、曾犯組織犯罪防制條例規定之罪，經有罪判決確定，服刑期滿尚未逾五年者。

Article 30

A person who is under any of the following circumstances shall not act as a managerial personnel of a company. If he has been appointed as such, he shall certainly be discharged:

1.Having committed an offence as specified in the Statute for Prevention of Organizational Crimes and subsequently adjudicated guilty by a final judgment, and the time elapsed after he has served

the full term of the sentence is less than five years;

二、曾犯詐欺、背信、侵占罪經受有期徒刑一年以上宣告，服刑期滿尚未逾二年者。

2.Having committed the offence in terms of fraud, breach of trust or misappropriation and subsequently punished with imprisonment for a term of more than one year, and the time elapsed after he has served the full term of such sentence is less than two years;

三、曾服公務虧空公款，經判決確定，服刑期滿尚未逾二年者。

3.Having been adjudicated guilty by a final judgment for misappropriating public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence is less than two years;

四、受破產之宣告，尚未復權者。

4.Having been adjudicated bankrupt, and having not been reinstated to his rights and privileges;

五、使用票據經拒絕往來尚未期滿者。

5.Having been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet; or

六、無行為能力或限制行為能力者。

6.Having no or only limited disposing capacity.

第 31 條

經理人之職權，除章程規定外，並得依契約之訂定。

經理人在公司章程或契約規定授權範圍內，有為公司管理事務及簽名之權。

Article 31

The scope of duties and power of managerial personnel of a company may, in addition to what are specified in the Articles of Incorporation, also be defined in the employment contract.

A managerial personnel shall be empowered to manage the operation of the company and to sign relevant business documents for the company, subject to the scope of his/her duties and power as specified in the Articles of Incorporation or his/her employment contract.

第 32 條

經理人不得兼任其他營利事業之經理人，並不得自營或為他人經營同類之業務。但經依第二十九條第一項規定之方式同意者，不在此限。

Article 32

A managerial personnel of a company shall not concurrently act as a managerial personnel of another company, nor shall he/she operate, for the benefit of his/her own or others, any business which is the same as that of the company employs him/her, unless otherwise concurred in by the company pursuant to the provisions of Paragraph One, Article 29 hereof.

第 33 條

經理人不得變更董事或執行業務股東之決定，或股東會或董事會之決議，或逾越其規定之權限。

Article 33

A managerial personnel shall not make any change or alteration in any decision made by the directors or the executive shareholder(s), or any resolution adopted by the shareholders' meeting or the board of directors, or go beyond the scope of his/her duties and power when exercising his/her functional duties.

第 34 條

經理人因違反法令、章程或前條之規定，致公司受損害時，對於公司負賠償之責。

Article 34

A managerial officer who violates any provision of laws or ordinances, or of Articles of Incorporation, or of the preceding article, thereby causing loss or damage to the company, shall be liable to compensate the company.

第 35 條

(刪除)

Article 35

(deleted)

第 36 條
公司不得以其所加於經理人職權之限制，對抗善意第三人。

Article 36
Any restriction imposed by a company on the duty and power of managerial officers is not valid as defence against a bona fide third person.

第 37 條
(刪除)

Article 37
(Deleted)

第 38 條
(刪除)

Article 38
(Deleted)

第 39 條
(刪除)

Article 39
(Deleted)

第二章 無限公司

CHAPTER IIUnlimited Company

第一節 設立

Section 1.Formation

第 40 條
無限公司之股東，應有二人以上，其中半數，應在國內有住所。
股東應以全體之同意，訂立章程，簽名或蓋章，置於本公司，並每人各執一份。

Article 40
An unlimited company shall have two or more shareholders, and at least one half of them shall each have a domicile within the territory of the Republic of China.
The shareholders of a company shall, by unanimous agreement, draw up the articles of incorporation for the company and shall affix their respective signatures or personal seals thereon. The Articles of Incorporation shall be kept by the company, and one duplicate thereof shall be held by each shareholder respectively.

第 41 條
無限公司章程應載明左列事項：
一、公司名稱。
二、所營事業。
三、股東姓名、住所或居所。
四、資本總額及各股東出資額。
五、各股東有以現金以外財產為出資者，其種類、數量、價格或估價之標準。
六、盈餘及虧損分派比例或標準。
七、本公司所在地；設有分公司者，其所在地。
八、定有代表公司之股東者，其姓名。
九、定有執行業務之股東者，其姓名。
一○、定有解散事由者，其事由。
一一、訂立章程之年、月、日。

Article 41
The Articles of Incorporation of an unlimited company shall contain the following particulars:
1.The name of the company;
2.The scope of business to be conducted;
3.The name, domicile or residence of each shareholder;
4.The total amount of capital stock and the equity capital contributed by each shareholder;
5.The form, quantity, value or appraisal standards of the value of the property other than cash contributed as equity capital by shareholders, if any;
6.The ratio or standards for profit distribution and loss apportionment among shareholders;
7.The location of the head office and the branch office(s), if any;
8.The name of the shareholder designated to represent the company, if any;
9.The name of the shareholder(s) who is (are) designated to conduct the business operations of the company, if any;
10.The cause of dissolution of the company, if defined; and
11.The date of execution of the Articles of Incorporation.
In case the Articles of Incorporation is not made available at the

代表公司之股東，不備置前項章程於本公司者，處新臺幣一萬元以上五萬元以下罰鍰。連續拒不備置者，並按次連續處新臺幣二萬元以上十萬元以下罰鍰。

head office of a company, the shareholder who is designated to represent the company shall be imposed with a fine in an amount not less than NT$ 10,000 but not more than NT$ 50,000. For consecutive refusals to prepare and made available of the Articles of Incorporation, a fine in an amount not less than NT$ 20,000 but not more than NT$ 100,000 shall be imposed each time of such consecutive violation.

第二節 公司之內部關係

Section 2.Internal Relations of a Company

第 42 條

公司之內部關係，除法律有規定者外，得以章程定之。

Article 42

The internal relations of a company, unless otherwise provided by law, may be prescribed in the Articles of Incorporation.

第 43 條

股東得以信用、勞務或其他權利為出資。但須依照第四十一條第一項第五款之規定辦理。

Article 43

A shareholder may contribute his capital in the form of goodwill, service or other rights, provided that provisions in Article 41, paragraph 1, item 5, be fulfilled.

第 44 條

股東以債權抵作股本，而其債權到期不得受清償者，應由該股東補繳；如公司因之受有損害，並應負賠償之責。

Article 44

A shareholder who contributes capital by assigning a monetary claim which is not satisfied upon maturity, shall make good the loss and be liable to compensate the company for any damage or loss in consequence thereof.

第 45 條

各股東均有執行業務之權利，而負其義務。但章程中訂定由股東中之一人或數人執行業務者，從其訂定。

前項執行業務之股東須半數以上在國內有住所。

Article 45

Each shareholder shall have the right to conduct the business of the company and be responsible thereof, but in case the Articles of Incorporation provide for one of several of the shareholders to conduct the business, then that provision shall prevail.

More than one-half of the shareholders who conduct the business as mentioned in the preceding paragraph shall have domiciles within the territory of the Republic of China.

第 46 條

股東之數人或全體執行業務時，關於業務之執行，取決於過半數之同意。

執行業務之股東，關於通常事務，各得單獨執行。但其餘執行業務之股東，有一人提出異議時，應即停止執行。

Article 46

When several or the whole body of shareholders are conducting the business a company, then decisions shall be carried out by a majority vote.

Each shareholder who conducts the business of a company may act independently in all ordinary affairs, provided that in any matter in which any one of the other shareholders who also conducts company business objects, such objection shall be followed immediately by stopping any further proceeding in the matter.

第 47 條

公司變更章程，應得全體股東之同意。

Article 47

Any modification or alteration in the Articles of Incorporation of a company shall be agreed upon by all of the shareholders.

第 48 條
不執行業務之股東，得隨時向執行業務之股東質詢公司營業情形，查閱財產文件、帳簿、表冊。

Article 48
Shareholders who do not conduct business may, at any time, require shareholders who conduct business to furnish information on the business condition of the company and examine its assets, documents, books and statement.

第 49 條
執行業務之股東，非有特約，不得向公司請求報酬。

Article 49
A shareholder who conducts business shall not claim remuneration from the company unless there is special agreement to that effect.

第 50 條
股東因執行業務所代墊之款項，得向公司請求償還，並支付墊款之利息；如係負擔債務，而其債務尚未到期者，得請求提供相當之擔保。
股東因執行業務，受有損害，而自己無過失者，得向公司請求賠償。

Article 50
Shareholder who advance money while conducting the business of the company may demand from the company reimbursement and payment of interest on the sum or sums thus advanced; where a debt is incurred and such debt has not yet matured, he may request the company to furnish appropriate security.
A shareholder who suffers loss or damage through no fault of his own in the course of conducting business may claim compensation from the company.

第 51 條
公司章程訂明專由股東中之一人或數人執行業務時，該股東不得無故辭職，他股東亦不得無故使其退職。

Article 51
When the Articles of Incorporation provide for one or several of the shareholders to conduct business, such shareholder or shareholders shall not resign without cause nor can other shareholders cause him or them to retire without cause.

第 52 條
股東執行業務，應依照法令、章程及股東之決定。

違反前項規定，致公司受有損害者，對於公司應負賠償之責。

Article 52
A shareholder shall conduct business in accordance with laws and ordinances, Articles of Incorporation, and decisions of the shareholders.
A shareholder who acts in violation of the aforesaid provision thereby causing loss or damage to the company, shall be liable to compensate the company.

第 53 條
股東代收公司款項，不於相當期間照繳或挪用公司款項者，應加算利息，一併償還；如公司受有損害，並應賠償。

Article 53
A shareholder who receives money on behalf of the company and does not turn in the said sum within a reasonable period of time, or appropriates the sum for his own use, shall repay the said money with interest and compensate the company for any loss or damage sustained thereby.

第 54 條
股東非經其他股東全體之同意，不得為他公司之無限責任股東或合夥事業之合夥人。
執行業務之股東，不得為自己或他人為與公司同類營業之行為。
執行業務之股東違反前項規定

Article 54
A shareholder, without the unanimous consent of all other shareholders, shall not be a shareholder of unlimited liability of another company or a partner in a partnership business.
A shareholder who conducts business of the company, shall not, on his own account or on behalf of another, engage in the same business as that of the company.
In case a shareholder who conducts business of the company

時，其他股東得以過半數之決議，將其為自己或他人所為行為之所得，作為公司之所得。但自所得產生後逾一年者，不在此限。

violates the provisions of the preceding paragraph, all other shareholders may, by a majority of vote, consider the earnings in such an act as earnings of the company unless one year has lapsed since the realization of such earnings.

第 55 條

股東非經其他股東全體之同意，不得以自己出資之全部或一部，轉讓於他人。

Article 55

A shareholder, without the unanimous consent of all other shareholders, shall not transfer to another person all or a part of his contribution to the capital of the company.

第三節 公司之對外關係

Section 3.External Relations of a Company

第 56 條

公司得以章程特定代表公司之股東；其未經特定者，各股東均得代表公司。

第四十五條第二項之規定，於代表公司之股東準用之。

Article 56

A company may, by its Articles of Incorporation, designate one or more shareholders to represent the company, and in the absence of such a provision each shareholder may represent the company.

The provision of Article 45, Paragraph 2, shall apply mutatis mutandis to the shareholder or shareholders who represent the company.

第 57 條

代表公司之股東，關於公司營業上一切事務，有辦理之權。

Article 57

A shareholder who represent the company shall have power to conduct all affairs pertaining to the business of the company.

第 58 條

公司對於股東代表權所加之限制，不得對抗善意第三人。

Article 58

Any restriction imposed by the company power of representation of a shareholder cannot be set up as a defence against a bona fide third person.

第 59 條

代表公司之股東，如為自己或他人與公司為買賣、借貸或其他法律行為時，不得同時為公司之代表。但向公司清償債務時，不在此限。

Article 59

When a shareholder who represents the company buys or sells, lends or leases, or does any juristic act vis-a-vis the company on his own account or on behalf of another, he shall not at the same time represent the company; however, the repayment of debt to the company shall be excepted.

第 60 條

公司資產不足清償債務時，由股東負連帶清償之責。

Article 60

When the assets of the company are not sufficient to meet its liabilities, the shareholders shall be jointly liable.

第 61 條

加入公司為股東者，對於未加入前公司已發生之債務，亦應負責。

Article 61

Any one who becomes a shareholder of a company shall also be liable for the liabilities of the company contracted prior to his being shareholder.

第 62 條

非股東而有可以令人信其為股

Article 62

Any one who is not a shareholder, but leads other to believe that he

東之行為者，對於善意第三人，應負與股東同一之責任。

is a shareholder, shall have the liabilities vis-a-vis a bona fide third person as though he were a shareholder.

第 63 條

公司非彌補虧損後，不得分派盈餘。

公司負責人違反前項規定時，各處一年以下有期徒刑、拘役或科或併科新臺幣六萬元以下罰金。

Article 63

A company, unless losses have been covered, shall not make distribution of surplus profit.

Responsible persons of the company, acting in violation of the aforesaid provision, shall be severally subject to imprisonment not exceeding one year, detention, or singularly or in addition thereto a fine not exceeding NT$60,000.

第 64 條

公司之債務人，不得以其債務與其對於股東之債權抵銷。

Article 64

A debtor of a company cannot set off his debt to the company against his claim vis-a-vis a shareholder.

第四節 退股

Section 4.Withdrawal of Shares

第 65 條

章程未定公司存續期限者，除關於退股另有訂定外，股東得於每會計年度終了退股。但應於六個月前，以書面向公司聲明。

股東有非可歸責於自己之重大事由時，不問公司定有存續期限與否，均得隨時退股。

Article 65

In case the continuance of existence of a company is not specified in its Articles of Incorporation, and except that the rules for withdrawal of share capital are otherwise established, any shareholder of the company may withdraw his/her share capital upon close of each fiscal year, provided that a six-month prior notice of such intent in writing shall be given to the company.

A shareholder may, upon occurrence of a significant cause not attributable to him/her, withdraw his/her share capital at any time, regardless whether or not the continuance of existence of the company has been specified in its Articles of Incorporation.

第 66 條

除前條規定外，股東有下列各款情事之一者退股：

一、章程所定退股事由。

二、死亡。
三、破產。
四、受監護或輔助宣告。
五、除名。
六、股東之出資，經法院強制執行者。

依前項第六款規定退股時，執行法院應於二個月前通知公司及其他股東。

Article 66

In addition to the cases mentioned in the preceding article, every shareholder shall cease to be one under any of the following circumstances:

1. The occurrence of a condition for withdrawal of shares stipulated in the Articles of Incorporation;
2. Death;
3. Bankruptcy;
4. Adjudication of the commencement of guardianship or assistantship;
5. Expulsion; and
6. Compulsory execution of the shareholder's contribution to the capital by the court.

Where a shareholder shall cease to be one under item 6 of the preceding Paragraph, the execution court shall notify the company and other shareholders two months in advance of the compulsory execution.

第 67 條

Article 67

股東有左列各款情事之一者，得經其他股東全體之同意議決除名。但非通知後不得對抗該股東：
一、應出之資本不能照繳或屢催不繳者。
二、違反第五十四條第一項之規定者。
三、有不正當行為妨害公司之利益者。
四、對於公司不盡重要之義務者。

A shareholder may, by unanimous agreement of all other shareholders, be expelled under any of the following circumstances:
1.Inability to contribute the capital which should have been contributed or failure to do so despite repeated demand;
2.Violation of the provisions of Article 54 Paragraph 1;
3.Improper conduct detrimental to the interest of the company; and
4.Failure to attend to important duties of the company; however, such expulsion shall not be valid in respect of such a shareholder until after due notice has been given.

第 68 條
公司名稱中列有股東之姓或姓名者，該股東退股時，得請求停止使用。

Article 68
If the name of a company contains the surname or a full name of a shareholder, such shareholder may, upon withdrawal of his shares, request the company to discontinue the use of his name.

第 69 條
退股之股東與公司之結算，應以退股時公司財產之狀況為準。
退股股東之出資，不問其種類，均得以現金抵還。
股東退股時，公司事務有未了結者，於了結後計算其損益，分派其盈虧。

Article 69
The settlement of account of a retiring shareholder shall be based on the financial condition of the company at the time of his withdrawal.
The contribution of the retiring shareholder shall, whatever the nature of his contribution, be repaid in cash.
If, at the time of withdrawal, certain affairs of the company have not yet been concluded, then allocation of a retiring shareholder's share of profit and loss shall only be made after the due conclusion of such affairs.

第 70 條
退股股東應向主管機關申請登記，對於登記前公司之債務，於登記後二年內，仍負連帶無限責任。
股東轉讓其出資者，準用前項之規定。

Article 70
For withdrawal of share capital, a shareholder of a company shall file an application for share capital withdrawal with the competent authority for registration thereof, and shall, within two years after such withdrawal registration, stay liable, jointly and severally and without limitation, for the liabilities incurred by the company.
The provisions set out in the preceding Paragraph shall apply mutatis mutandis, to the shareholder of a company transferring his/her capital contribution.

第五節解散、合併及變更組織

Section 5.Dissolution, Consolidation or Merger and Reincorporation

第 71 條
公司有左列各款情事之一者解散：
一、章程所定解散事由。
二、公司所營事業已成就或不

Article 71
A company shall be dissolved under any of the following circumstances:
1.The occurrence of the conditions for dissolution stipulated in the Articles of Incorporation;
2.The accomplishment or impossibility of accomplish- ment of the

能成就。
三、股東全體之同意。
四、股東經變動而不足本法所定之最低人數。
五、與他公司合併。
六、破產。
七、解散之命令或裁判。
前項第一款、第二款得經全體或一部股東之同意繼續經營，其不同意者視為退股。

第一項第四款得加入新股東繼續經營。
因前二項情形而繼續經營時，應變更章程。

purpose for which the company has been formed;
3.Unanimous agreement of all shareholders;
4.The reduction of the number of shareholders to a number below the minimum required by this Act;
5.Consolidation or merger with another company;
6.Bankruptcy; or
7.Order or judgment for dissolution.
In such cases as specified in items 1 and 2 of the aforesaid paragraph, if all or a part of the shareholders agree to continue the business, they may so continue, and those disagreed are deemed to be retired.
In the case specified in Item 4 of Paragraph 1, new shareholders may join the company to continue the business.
In case of continuation of the business under the circumstances specified in the two preceding paragraphs, the Articles of Incorporation shall be modified.

第 72 條
公司得以全體股東之同意，與他公司合併。

Article 72
A company may, with the unanimous agreement of all shareholders, consolidate or merge with another company.

第 73 條
公司決議合併時，應即編造資產負債表及財產目錄。

公司為合併之決議後，應即向各債權人分別通知及公告，並指定三十日以上期限，聲明債權人得於期限內提出異議。

Article 73
A company shall, upon adoption of a resolution to enter into the process of company merger or consolidation, prepare a balance sheet and an inventory of property.
A company shall, after having resolved to enter into the process of company merger or consolidation, give a notice to each creditor of the company as well as a public notice of such resolution, and shall fix a time limit of not less than thirty (30) days within which the creditors may raise their objections, if any, to such resolution.

第 74 條
公司不為前條之通知及公告，或對於在指定期限內提出異議之債權人不為清償，或不提供相當擔保者，不得以其合併對抗債權人。

Article 74
A company which fails to give the individual notice or the public notice or to settle its liabilities with or to provide an appropriate security for the claims of the creditors who have made objections within the time limit fixed under the preceding Paragraph shall not set up the company merger or consolidation resolution as a defence against such creditors.

第 75 條
因合併而消滅之公司，其權利義務，應由合併後存續或另立之公司承受。

Article 75
Rights and obligations of a company ceasing to exist after consolidation or merger shall be assumed by the surviving or new company.

第 76 條
公司得經全體股東之同意，以一部股東改為有限責任或另加入有限責任股東，變更其組織為兩合公司。

Article 76
A company may, with unanimous agreement of all shareholders, change a part of its shareholders to shareholders with limited liability or admit shareholders of limited liability and reincorporate it into an unlimited company with limited liability shareholders.

前項規定，於第七十一條第三項所規定繼續經營之公司準用之。

The provisions of the aforesaid paragraph shall mutatis mutandis apply to a company continuing business in accordance with the provisions of Article 71, Paragraph 3.

第 77 條

公司依前條變更組織時，準用第七十三條至第七十五條之規定。

Article 77

The provisions of Article 73 to 75 shall mutatis mutandis apply to the reincorporation of a company under the preceding article.

第 78 條

股東依第七十六條第一項之規定，改為有限責任時，其在公司變更組織前，公司之債務，於公司變更登記後二年內，仍負連帶無限責任。

Article 78

The shareholders who become shareholders of limited liability under Article 76, Paragraph 1, shall still bear joint and unlimited responsibility for the obligations which the company acquired prior to its reincorporation, for a period of two years following registration of such reincorporation.

第六節 清算 Section 6.Liquidation

第 79 條

公司之清算，以全體股東為清算人。但本法或章程另有規定或經股東決議，另選清算人者，不在此限。

Article 79

Unless otherwise provided in this Act or in the Articles of Incorporation or unless liquidators are otherwise appointed by a resolution adopted by the shareholders, liquidation of a company shall be undertaken by all of its shareholders.

第 80 條

由股東全體清算時，股東中有死亡者，清算事務由其繼承人行之；繼承人有數人時，應由繼承人互推一人行之。

Article 80

In the event of death of a member of the shareholders during a time of liquidation undertaken by all of them, participation of the deceased in the liquidation shall be undertaken by his successor. If there are several successors one of them shall be nominated from among themselves.

第 81 條

不能依第七十九條規定定其清算人時，法院得因利害關係人之聲請，選派清算人。

Article 81

In case a liquidator or liquidators cannot be determined in accordance with the provisions of Article 79, the court may, upon application by a concerned party, appoint a liquidator or liquidators.

第 82 條

法院因利害關係人之聲請，認為必要時，得將清算人解任。但股東選任之清算人，亦得由股東過半數之同意，將其解任。

Article 82

The court may, if it deems it necessary, upon the application of a concerned party, remove the liquidator; however, a liquidator chosen by shareholders may also be removed by a majority vote of the shareholders.

第 83 條

清算人應於就任後十五日內，將其姓名、住所或居所及就任日期，向法院聲報。

清算人之解任，應由股東於十五日內，向法院聲報。

Article 83

A liquidator shall, within fifteen days after having assumed office, file a report to the court, setting forth his name, domicile or residence, and the date on which he assumed office.

The removal of a liquidator shall be reported to the court by the shareholders within fifteen days.

清算人由法院選派時，應公告之；解任時亦同。

When a liquidator is appointed by the court, public announcement shall be made, and the same procedure shall be followed when a liquidator is removed.

違反第一項或第二項聲報期限之規定者，各處新臺幣三千元以上一萬五千元以下罰鍰。

A person who fails to comply with the time-limit for filing a report as provided for in Paragraph 1 or Paragraph 2 shall be subject to a fine of not less than NT$3,000, but no more than NT$15,000.

第 84 條

清算人之職務如左：
一、了結現務。
二、收取債權、清償債務。
三、分派盈餘或虧損。
四、分派賸餘財產。
清算人執行前項職務，有代表公司為訴訟上或訴訟外一切行為之權。但將公司營業包括資產負債轉讓於他人時，應得全體股東之同意。

Article 84

The duties of a liquidator are as follows:
1.To wind up all pending business;
2.To collect all outstanding debts and to pay off all claims;
3.To allocate surplus or loss; and
4.To allocate the residual assets.
The liquidator in performing the aforesaid duties shall have the power to act on behalf of the company in all litigation matters; however, the transfer of the business including assets and liabilities to others shall be effected only if all shareholders so concur.

第 85 條

清算人有數人時，得推定一人或數人代表公司，如未推定時，各有對於第三人代表公司之權。關於清算事務之執行，取決於過半數之同意。
推定代表公司之清算人，應準用第八十三條第一項之規定向法院聲報。

Article 85

In case of more than one liquidator, one or more may be selected to represent the company. If no one is so selected, each shall have the power to represent the company toward a third person. The execution of liquidated affairs shall be decided by a majority of liquidators.
Liquidators selected to represent the company shall, by mutatis mutandis application of the provision of Article 83, paragraph 1, file a report to the court.

第 86 條

對於清算人代表權所加之限制，不得對抗善意第三人。

Article 86

Any restriction imposed upon the power of representation of a liquidator shall not be asserted as a defense against a bona fide third person.

第 87 條

清算人就任後，應即檢查公司財產情形，造具資產負債表及財產目錄，送交各股東查閱。

Article 87

The liquidators shall, forthwith upon assuming the office, examine the financial condition of the company and prepare a balance and an inventory of property, and shall deliver the same to all shareholders for their review.

對前項所為檢查有妨礙、拒絕或規避行為者，各處新臺幣二萬元以上十萬元以下罰鍰。

Any person who impedes, refuses or evades the examination to be conducted under the provisions of the preceding Paragraph shall be imposed with a fine in an amount not less than NT$ 20,000 but not more than NT$ 100,000.

清算人應於六個月內完結清算；不能於六個月內完結清算時，清算人得申敘理由，向法院聲請展期。

The liquidators shall complete the examination within a period of six months; and if the examination can not be completed within the foregoing six month, an application, with good cause shown therein, for extension of the deadline date may be filed with the competent court by the liquidators.

清算人不於前項規定期限內清

The liquidators who failed to complete the examination within the

算完結者，各處新臺幣一萬元以上五萬元以下罰鍰。

清算人遇有股東詢問時，應將清算情形隨時答覆。

清算人違反前項規定者，各處新臺幣一萬元以上五萬元以下罰鍰。

time limit fixed in the preceding Paragraph shall each be imposed with a fine in an amount not less than NT$ 10,000 but not more than NT$ 50,000.
The liquidators shall, upon request made by any shareholder at any time or from time to time, provide the current status of progress of the liquidation process.
The liquidators who failed to comply with the provision set out in the preceding Paragraph shall be imposed with a fine in an amount not less than NT$ 10,000 but not more than NT$ 50,000.

第 88 條

清算人就任後，應以公告方法，催告債權人報明債權，對於明知之債權人，並應分別通知。

Article 88

The liquidators shall by public announcement, after having assumed office, call the creditors to make statements of claims and send notice to known creditors.

第 89 條

公司財產不足清償其債務時，清算人應即聲請宣告破產。

清算人移交其事務於破產管理人時，職務即為終了。
清算人違反第一項規定，不即聲請宣告破產者，各處新臺幣二萬元以上十萬元以下罰鍰。

Article 89

Where the aggregate of the assets of a company is insufficient to satisfy its liabilities, the liquidators shall file an application for declaration of bankruptcy.
The functional duties of liquidators shall terminate upon transfer of the matters transacted by them to the receiver in bankruptcy.
The liquidators who violated the provision set out in Paragraph One of this Article by failing to apply for declaration of bankruptcy shall each be imposed with a fine in an amount not less than NT$ 20,000 but not more than NT$ 100,000.

第 90 條

清算人非清償公司債務後，不得將公司財產分派於各股東。

清算人違反前項規定，分派公司財產時，各處一年以下有期徒刑、拘役或科或併科新臺幣六萬元以下罰金。

Article 90

The liquidators shall not allocate the assets of the company to the shareholders until all liabilities of the company have been discharged.
The liquidators who allocate assets of the company in violation of the aforesaid provision shall be severally subject to imprisonment for a period not exceeding one year, detention or, singularly or in addition thereto, a fine not exceeding NT$60,000.

第 91 條

賸餘財產之分派，除章程另有訂定外，依各股東分派盈餘或虧損後淨餘出資之比例定之。

Article 91

The distribution of residual assets, unless otherwise provided for in the Articles of Incorporation, shall be based on the ratio of net contribution of such shareholder after allocation of profit or loss.

第 92 條

清算人應於清算完結後十五日內，造具結算表冊，送交各股東，請求其承認，如股東不於一個月內提出異議，即視為承認。但清算人有不法行為時，不在此限。

Article 92

The liquidators shall, within fifteen days after winding up the company, draw up a final statement to be submitted to shareholders for approval. The shareholders shall be deemed to have given approval, if no objection is raised within one month after having received the said statement; however, unlawful conduct on the part of the liquidators shall be excepted.

第 93 條
清算人應於清算完結，經送請股東承認後十五日內，向法院聲報。
清算人違反前項聲報期限之規定時，各處新臺幣三千元以上一萬五千元以下罰鍰。

Article 93
The liquidators shall, within fifteen days after completing of the liquidation and presentation of a report to shareholders for approval, file a report with the court.
Liquidators who violate the aforesaid time-limit for filing a report, shall be severally subject to a fine of not less than NT$3,000, but not more than NT$15,000.

第 94 條
公司之帳簿、表冊及關於營業與清算事務之文件，應自清算完結向法院聲報之日起，保存十年，其保存人，以股東過半數之同意定之。

Article 94
The account books, statements and documents relating to business and liquidation affairs of the company shall be kept for a period of ten years from the date of filing a report to the court after completion of liquidation, and the custodian of the aforesaid materials shall be appointed by a majority of the shareholders.

第 95 條
清算人應以善良管理人之注意處理職務，倘有怠忽而致公司發生損害時，應對公司負連帶賠償之責任；其有故意或重大過失時，並應對第三人負連帶賠償責任。

Article 95
The liquidators shall perform their duties with care of a good administrator. In case of any loss or damage to the company in consequence of their lack of care, they shall be jointly liable to make good such loss or damage to the company; and if due to any intentional act or gross negligence, they shall in addition be jointly liable to make good such loss or damage to any third person.

第 96 條
股東之連帶無限責任，自解散登記後滿五年而消滅。

Article 96
The joint and unlimited liability of the shareholders shall terminate five years after filing articles of dissolution.

第 97 條
清算人與公司之關係，除本法規定外，依民法關於委任之規定。

Article 97
The relation between liquidators and a company shall, unless otherwise provided in this Act, be determined in accordance with the provision contained in the Civil Code pertaining to mandate.

第三章 有限公司

CHAPTER III Limited Company

第 98 條
有限公司由一人以上股東所組成。
股東應以全體之同意訂立章程，簽名或蓋章，置於本公司，每人各執一份。

Article 98
A limited company shall be organized by one or more shareholders.
The shareholders of a company shall, with an unanimous agreement, draw up the Articles of Incorporation and shall affix their respective signatures or personal seals thereon. The articles of incorporation shall be kept at the head office of the company, and a duplicate thereof shall be held by each shareholder of the company.

第 99 條
各股東對於公司之責任，以其出資額為限。

Article 99
The liability of shareholders to the company shall be limited to the extent of the capital contributed by each of them.

第 100 條
公司資本總額，應由各股東全

Article 100
The capital stock of a limited company shall be paid up in full by all

部繳足，不得分期繳款或向外招募。

its shareholders, and shall not be paid in installments nor be raised from external sources.

第 101 條

公司章程應載明左列事項：
一、公司名稱。
二、所營事業。
三、股東姓名或名稱、住所或居所。
四、資本總額及各股東出資額。
五、盈餘及虧損分派比例或標準。
六、本公司所在地；設有分公司者，其所在地。
七、董事人數。
八、定有解散事由者，其事由。
九、訂立章程之年、月、日。
代表公司之董事不備置前項章程於本公司者，處新臺幣一萬元以上五萬元以下罰鍰。連續拒不備置者，並按次連續處新臺幣二萬元以上十萬元以下罰鍰。

Article 101

The Articles of Incorporation of a limited company shall contain the following particulars:
1.The name of the company;
2.The scope of business to be operated by the company;
3.The name, domicile or residence of each shareholder;
4.The aggregate of capital stock and the capital contribution made by each shareholder;
5.The ration or standards for profit distribution and loss apportionment among all shareholders;
6.The location of the head office and the branch office(s), if any;
7.The number of directors;
8.The causes of dissolution of the company, if any; and
9.The date of establishment of the articles of incorporation.
The director who is authorized to represent a limited company and failed to make the articles of incorporation available at the head office of the company shall be imposed with a fine in an amount not less than NT$ 10,000 but not more than NT$ 50,000. For successive refusals to make available the articles of incorporation as required, the amount of fine shall be increased to an amount not less than NT$ 20,000 but not more than NT$ 100,000 upon each successive refusal.

第 102 條

每一股東不問出資多寡，均有一表決權。但得以章程訂定按出資多寡比例分配表決權。

政府或法人為股東時，準用第一百八十一條之規定。

Article 102

Each shareholder shall have one vote irrespective of the amount of his contribution to capital; however, the Articles of Incorporation may prescribe that votes shall be allocated to the shareholders in proportion to their responsible contributions to capital.
In case the government or a juristic person becomes a shareholder, the provisions in Article 181 shall mutatis mutandis apply.

第 103 條

公司應在本公司備置股東名簿，記載左列事項：
一、各股東出資額及股單號數。
二、各股東姓名或名稱、住所或居所。
三、繳納股款之年、月、日。
代表公司之董事，不備置前項股東名簿於本公司者，處新臺幣一萬元以上五萬元以下罰鍰。連續拒不備置者，並按次連續處新臺幣二萬元以上十萬元以下罰鍰。

Article 103

A limited company shall keep at its head office a shareholders roster, which shall contain the following particulars:
1.The amount of capital contribution made by each shareholder, and the serial number of the share certificate issued to him/her;
2.The name or title, domicile or residence of each shareholder; and
3.The date of payment of share equity by each shareholder.
The director who is authorized to represent the company and failed to make the shareholders roster available at the company shall be imposed with a fine not less than NT$ 10,000 but not more than NT$ 50,000. For successive refusals to make the shareholders roster available at the company, the amount of the fine shall be increased to not less than NT$ 20,000 but not more than NT$ 100,000 for each successive refusal.

第 104 條

公司設立登記後，應發給股單，載明左列各款事項：
一、公司名稱。
二、設立登記之年、月、日。
三、股東姓名或名稱及其出資額。
四、發給股單之年、月、日。
第一百六十二條第二項、第一百六十三條第一項但書、第一百六十五條之規定，於前項股單準用之。

Article 104

A company shall, after having been incorporated, issue certificates of amounts contributed setting forth the following particular:
1.The name of the company;
2.The date of incorporation;
3.The full name or title of the shareholder and the amount of his contribution to capital; and
4.The date of issue of the certificate of amount contributed.
The provisions of Article 162, Paragraph 2, proviso to Article 163, Paragraph 1 and Article 165 shall mutatis mutandis apply to certificates of amounts contributed.

第 105 條

公司股單，由全體董事簽名或蓋章。

Article 105

The certificate of capital contributions to be issued by the company shall be affixed with the signatures or personal seals of all shareholders.

第 106 條

公司增資，應經股東過半數之同意。但股東雖同意增資，仍無按原出資數比例出資之義務。

前項不同意增資之股東，對章程因增資修正部分，視為同意。有第一項但書情形時，得經全體股東同意，由新股東參加。

公司得經全體股東同意減資或變更其組織為股份有限公司。

Article 106

Increase of the amount of capital stock of a limited company shall be concurred in by a majority of all shareholders. However, even if a shareholder has agreed to the capital increase plan of the company, he/she has no obligation to contribute for the increased portion of the capital stock proportionally to the percentage of his/her original shareholding in effect prior to the capital increase.
The shareholders of a limited company who disagree with the capital increase proposal set forth in the preceding Paragraph shall be deemed to be in agreement with the portion of amendment made in the Articles of Incorporation in respect to such capital increase.
Under the circumstance set forth in the proviso of Paragraph One of this Article, new shareholders may be allowed to join the company with an unanimous agreement of all existing shareholders.
Subject to an unanimous agreement of all shareholders, a limited company may effect a capital reduction project or convert its organization into a company limited by shares.

第 107 條

公司為變更組織之決議後，應即向各債權人分別通知及公告。
變更組織後之公司，應承擔變更組織前公司之債務。

Article 107

After the company has adopted a resolution for the change of organization, it shall immediately notify each of its creditors and make a public announcement.
A company, after the change of organization, shall accept the debt owned by it prior to its change of organization.

第 108 條

公司應至少置董事一人執行業務並代表公司，最多置董事三人，應經三分之二以上股東之同意，就有行為能力之股東中選任之。董事有數人時，得以

Article 108

A limited company shall have at least one but not more than three directors to execute the business operation and to represent the company who shall be elected from among the shareholders with disposing capacity and shall be approved by two thirds or more of all the shareholders. When there are several directors, one of them

章程特定一人為董事長，對外代表公司。
執行業務之董事請假或因故不能行使職權時，指定股東一人代理之；未指定代理人者，由股東間互推一人代理之。

shall be designated, in the Articles of Incorporation, to act as the chairman of directors and to represent the company externally.
In case the or an executive director is on leave or unable to exercise his/her functional duties for any reason, a shareholder shall be designated to act in his/her behalf; and if no representative is so designated, the representative shall be elected by the shareholders from among themselves.

董事為自己或他人為與公司同類業務之行為，應對全體股東說明其行為之重要內容，並經三分之二以上股東同意。

Where a director intends to conduct, for the benefit of his/her own or others, a business of the same kind as that of the company, he/she shall make an explanation to all shareholders about the important contents of such act and shall obtain a prior consent of a majority (two thirds or more) of all shareholders.

第三十條、第四十六條、第四十九條至第五十三條、第五十四條第三項、第五十七條至第五十九條、第二百零八條第三項、第二百零八條之一及第二百十一條之規定，於董事準用之。

The provisions set out in Article 30, Article 46, Articles 49 through 53, Paragraph Three of Article 54, Articles 57 through 59, Paragraph Three of Article 208, Article 208-1, and Article 211 of this Act shall apply mutatis mutandis to the directors of a limited company.

第 109 條

不執行業務之股東，均得行使監察權；其監察權之行使，準用第四十八條之規定。

Article 109

Shareholders who do not conduct business may, from time to time, exercise power of audit, and the provisions in Article 48 shall mutatis mutandis apply to such power of audit.

第 110 條

每屆會計年度終了，董事應依第二百二十八條之規定，造具各項表冊，分送各股東，請其承認。
前項表冊送達後逾一個月未提出異議者，視為承認。
第二百三十一條至第二百三十三條、第二百三十五條及第二百四十五條第一項之規定，於有限公司準用之。

Article 110

Upon close of each fiscal year, the directors shall prepare various reports and financial statements in accordance with the provisions of Article 228 of this Act and shall send the same to each of the shareholder for their approval.
If no objection is raised by any shareholder over a period one month after the annual reports and financial statements referred to in the preceding Paragraph have been duly served to the shareholders, they shall be deemed to have been approved by all shareholders.
The provisions set out in Articles 231 through 233, Article 235, and Paragraph One of Article 245 of this Act shall apply mutatis mutandis to a limited company.

第 111 條

股東非得其他全體股東過半數之同意，不得以其出資之全部或一部，轉讓於他人。
前項轉讓，不同意之股東有優先受讓權；如不承受，視為同意轉讓，並同意修改章程有關股東及其出資額事項。

Article 111

A shareholder shall not, without the consent of a majority of all other shareholders, transfer all or part of his contribution to the capital of the company to another person or persons.
The shareholders who disagree with the transfer as mentioned in the preceding paragraph, shall have priority to accept such transfer. If they do not accept the transfer, it shall be deemed that their consent has been given for the transfer and to amend the Articles of Incorporation in regard to matters relating to the shareholders and the amount of their contribution to the capital of the company.

公司董事非得其他全體股東同

The directors shall not, without the unanimous consent of all other

意，不得以其出資之全部或一部，轉讓於他人。
法院依強制執行程序，將股東之出資轉讓於他人時，應通知公司及其他全體股東，於二十日內，依第一項或第三項之方式，指定受讓人；逾期未指定或指定之受讓人不依同一條件受讓時，視為同意轉讓，並同意修改章程有關股東及其出資額事項。

shareholders, transfer all or part of their contribution to the capital of the company to another person or persons.
The court shall, in transferring a shareholder's contribution to the capital of a company to another person or persons through the proceedings of compulsory execution, order the company and all other shareholders to designate, within twenty days the transferee or transferees in accordance with the manner set forth in Paragraph 1 or Paragraph 3. In case the transferee or transferees are not designated within the prescribed time limit or the transferee or transferees designated do not accept the terms and conditions set forth for the transfer, it shall be deemed that consent has been given for the transfer and for the modification or alteration of the Articles of Incorporation in regard to matters relating to the shareholders and the amount of their contribution to the capital of the company.

第 112 條
公司於彌補虧損完納一切稅捐後，分派盈餘時，應先提出百分之十為法定盈餘公積。但法定盈餘公積已達資本總額時，不在此限。
除前項法定盈餘公積外，公司得以章程訂定，或股東全體之同意，另提特別盈餘公積。

公司負責人違反第一項規定，不提出法定盈餘公積時，各科新臺幣六萬元以下罰金。

Article 112
A company shall, after its losses have been covered and all taxes and dues have been paid and at the time of allocating surplus profits, first set aside ten percent of such profits as a legal reserve. However when the legal reserve amounts to the authorized capital, this shall not apply.
Aside from the aforesaid legal reserve, a company may, by the provisions of its Articles of Incorporation or with the unanimous agreement of all shareholders, appropriate another sum as a special reserve.
Responsible persons of a company who fail to set aside a legal reserve in violation of the provisions in Paragraph 1, shall be severally subject to a fine not exceeding NT$60,000.

第 113 條
公司變更章程、合併、解散及清算，準用無限公司有關之規定。

Article 113
For modification of Articles of Incorporation, consolidation or merger, dissolution and liquidation of a company, the relevant provisions of the unlimited company shall apply mutatis mutandis.

第四章 兩合公司

CHAPTER IV Unlimited Company with Limited Liability Shareholders

第 114 條
兩合公司以無限責任股東與有限責任股東組織之。

無限責任股東，對公司債務負連帶無限清償責任；有限責任股東，以出資額為限，對於公司負其責任。

Article 114
An unlimited company with limited liability shareholders shall be organized by shareholders of unlimited liability and shareholders limited liability.
Shareholders of unlimited liability shall bear joint unlimited liability for obligations of the company, and shareholders of limited liability shall be liable to the company only to the extent of the capital contributed by them.

第 115 條
兩合公司除本章規定外，準用

Article 115
The provisions of Chapter II shall mutatis mutandis apply to an

第二章之規定。

unlimited company with limited liability shareholders unless otherwise provided for in this chapter.

第 116 條

兩合公司之章程，除記載第四十一條所列各款事項外，並應記明各股東之責任為無限或有限。

Article 116

The Articles of Incorporation of an unlimited liability with limited liability shareholders shall, in addition to particulars set forth in Article 41, state the liability of each shareholder whether unlimited or limited.

第 117 條

有限責任股東，不得以信用或勞務為出資。

Article 117

A shareholder of limited liability cannot contribute his capital in the form of goodwill or service.

第 118 條

有限責任股東，得於每會計年度終了時，查閱公司帳目、業務及財產情形；必要時，法院得因有限責任股東之聲請，許其隨時檢查公司帳目、業務及財產之情形。

對於前項之檢查，有妨礙、拒絕或規避行為者，各處新臺幣二萬元以上十萬元以下罰鍰。連續妨礙、拒絕或規避者，並按次連續各處新臺幣四萬元以上二十萬元以下罰鍰。

Article 118

Any shareholder with limited liability may, upon close of each fiscal year, examine the accounting books and records, the current condition of the business operations and the property of a limited company; and when it is deemed necessary, the court may, at the request of the shareholders with limited liability, allow them to examine at any time the accounting books and records, and the conditions of the business operations and the property of the company.

Any person who impedes, refuses or evades the examination set forth in the preceding Paragraph shall be imposed with a fine in an amount not less than HT$ 20,000 but not more than NT$ 100,000. For successive impeding, refusing or evading acts, if any, the amount of fine shall be increased for each successive impeding, refusing or evading act to not less than NT$ 40,000 but not more than NT$ 200,000.

第 119 條

有限責任股東，非得無限責任股東過半數之同意，不得以其出資全部或一部，轉讓於他人。

第一百十一條第二項及第四項之規定，於前項準用之。

Article 119

A shareholder of limited liability shall not, without the consent of a majority of shareholders of unlimited liability, transfer all or part of his contribution to the capital of the company to an other person or persons.

The provisions of Article 111, Paragraph 2 and 4, shall mutatis mutandis apply to the transfer of contribution specified in the preceding paragraph.

第 120 條

有限責任股東，得為自己或他人，為與本公司同類營業之行為；亦得為他公司之無限責任股東，或合夥事業之合夥人。

Article 120

A shareholder of limited liability may engage in the same business as that of the company either on his own account or on behalf of another and may also become a shareholder of unlimited liability in another company or a partner in partnership business.

第 121 條

(表見無限責任股東之責任)
有限責任股東，如有可以令人信其為無限責任股東之行為

Article 121

A shareholder of limited liability who leads others to believe that he is a shareholder of unlimited liability, shall be liable to bona fide third person as though he were a shareholder of unlimited liability.

者，對於善意第三人，負無限責任股東之責任。

第 122 條
有限責任股東，不得執行公司業務及對外代表公司。

Article 122
A shareholder of limited liability can neither conduct the business of the company nor represent the company in its external affairs.

第 123 條
有限責任股東，不因受監護或輔助宣告而退股。

有限責任股東死亡時，其出資歸其繼承人。

Article 123
A shareholder of limited liability may not withdraw his contribution to the capital by reason of an adjudication of the commencement of guardianship or assistantship.
Upon the death of a shareholder of limited liability, his contribution to the capital shall devolve upon his successors.

第 124 條
有限責任股東遇有非可歸責於自己之重大事由時，得經無限責任股東過半數之同意退股，或聲請法院准其退股。

Article 124
A shareholder of limited liability may withdraw his shares due to some serious cause for which he is not personally responsible with the consent of a majority of the shareholders of unlimited liability, or he may apply to the court for sanction to withdraw.

第 125 條
有限責任股東有左列各款情事之一者，得經全體無限責任股東之同意，將其除名：
一、不履行出資義務者。
二、有不正當行為，妨害公司利益者。
前項除名，非通知該股東後，不得對抗之。

Article 125
A shareholder of limited liability may, with the unanimous agreement of all shareholders of unlimited liability, be expelled under any of the following circumstances:
1.Non-performance of his obligation to contribute his capital share; or
2.Improper conduct detrimental to the interest of the company.
The aforesaid expulsion shall not be valid in respect to such shareholder until after due notice shall have been given to him.

第 126 條
公司因無限責任股東或有限責任股東全體之退股而解散。但其餘股東得以一致之同意，加入無限責任股東或有限責任股東，繼續經營。
前項有限責任股東全體退股時，無限責任股東在二人以上者，得以一致之同意變更其組織為無限公司。
無限責任股東與有限責任股東，以全體之同意，變更其組織為無限公司時，依前項規定行之。

Article 126
A company shall be dissolved upon the withdrawal of all shareholders of unlimited liability or of limited liability; however, the remaining shareholders may, with unanimous agreement, join with either shareholders of unlimited liability or shareholders of limited liability to continue the business.
When all shareholders of limited liability withdraw as aforesaid, two or more shareholders of unlimited liability may, with unanimous agreement, reincorporate the company into an unlimited company.
When shareholders of unlimited liability and shareholders of limited liability unanimously agree to reincorporate the company into an unlimited company, it shall be done in accordance with the provisions of the preceding paragraph.

第 127 條
清算由全體無限責任股東任之。但無限責任股東得以過半數之同意另行選任清算人；其

Article 127
Liquidation shall be undertaken by all shareholders of unlimited liability, provided that liquidators may be otherwise appointed by a resolution adopted by a majority of the shareholders of unlimited

解任時亦同。

liability; the same shall apply to the discharge of such liquidators.

第五章 股份有限公司 CHAPTER V Company Limited by Shares

第一節 設立 Section 1.Incorporation

第 128 條

股份有限公司應有二人以上為發起人。

無行為能力人或限制行為能力人，不得為發起人。

政府或法人均得為發起人。但法人為發起人者，以左列情形為限：

一、公司。

二、以其自行研發之專門技術或智慧財產權作價投資之法人。

三、經目的事業主管機關認屬與其創設目的相關而予核准之法人。

Article 128

A company limited by shares shall have two or more promoters.

Any person without disposing capacity or with limited disposing capacity is not qualified as a promoter.

Any government agency or any juristic person may become a promoter, provided, however, that the juristic person eligible to act as a promoter shall be limited to that conforming to any of the following requirements:

1.a company;

2.a juristic person which contributes any proprietary technology or intellectual property right created on its own through research and development as its investment capital contribution; or

3.a juristic person which is operating a category of business that has been recognized and approved to be in conformity with the objective of its incorporation by the central authority in charge of the end enterprise involved.

第 128-1 條

政府或法人股東一人所組織之股份有限公司，不受前條第一項之限制。該公司之股東會職權由董事會行使，不適用本法有關股東會之規定。

前項公司之董事、監察人，由政府或法人股東指派。

Article 128- 1

A company limited by shares which is organized by a single government shareholder or a single juristic person shareholder shall be free from restrictive requirement set out in Paragraph One of the preceding Article. The functional duties and power of the shareholders' meeting of such company shall be exercised by its board of directors, to which the provisions governing the shareholders' meeting as set out in this Act shall not apply.

The directors and supervisors of the company referred to in the preceding Paragraph shall be appointed by such government shareholder or juristic person shareholder.

第 129 條

發起人應以全體之同意訂立章程，載明左列各款事項，並簽名或蓋章：

一、公司名稱。

二、所營事業。

三、股份總數及每股金額。

四、本公司所在地。

五、董事及監察人之人數及任期。

六、訂立章程之年、月、日。

Article 129

The promoters of a company limited by shares shall draw up the Articles of Incorporation containing the following particulars and shall affix thereon their respective signatures or personal seals:

1.The name of the company;

2.The scope of business to be operated by the company;

3.The total number of shares and the par value of each share certificate;

4.The location of the company;

5.The number of directors and supervisors, and the term of their respective offices; and

6.The date of establishment of the Articles of Incorporation.

第 130 條

左列各款事項，非經載明於章程者，不生效力：

一、分公司之設立。

二、分次發行股份者，定於公司設立時之發行數額。

三、解散之事由。

四、特別股之種類及其權利義務。

五、發起人所得受之特別利益及受益者之姓名。

前項第五款發起人所得受之特別利益，股東會得修改或撤銷之。但不得侵及發起人既得之利益。

Article 130

The following matters shall not take effect, unless they are stipulated in the Articles of Incorporation:

1.Establishment of branch office;

2.The number of shares to be issued upon incorporation of the company, if the total authorized number of shares are to be issued in installments;

3.The cause(s) for dissolution of the company, if any:

4.The kind of special shares and the rights and obligations covered by such shares; and

5.Special benefits to be accorded to promoters, and the name of such beneficiaries.

The shareholders' meeting may make change of the special benefits accordable to promoters under the provision set out in Item 5 of the preceding Paragraph provided that such change shall not result in any prejudice to the benefits already accrued to the promoters.

第 131 條

發起人認足第一次應發行之股份時，應即按股繳足股款並選任董事及監察人。

前項選任方法，準用第一百九十八條之規定。

第一項之股款，得以公司事業所需之財產抵繳之。

Article 131

The promoters, after having subscribed in the first issue to the total number of shares, shall make full payment for the numbers of shares respectively subscribed to, and elect directors and supervisors.

The provisions of Article 198 shall apply mutatis mutandis to the aforesaid election.

The payment for shares as mentioned in the first paragraph may be made in assets required in the business of the company.

第 132 條

發起人不認足第一次發行之股份時，應募足之。

前項股份招募時，得依第一百五十七條之規定發行特別股。

Article 132

In case the promoters have not subscribed to the total number of shares in the first issue, the remainder shares shall be subscribed to by solicitation.

When the aforesaid subscription to shares is to be solicited, special shares may be issued in accordance with the provisions of Article 157.

第 133 條

發起人公開招募股份時，應先具備左列事項，申請證券管理機關審核：

一、營業計畫書。

二、發起人姓名、經歷、認股數目及出資種類。

三、招股章程。

四、代收股款之銀行或郵局名稱及地址。

五、有承銷或代銷機構者，其名稱及約定事項。

六、證券管理機關規定之其他事項。

Article 133

The promoters, when publicly soliciting subscriptions to shares, shall first have the following documents and information prepared, and then file the same along with an application to the authority in charge of securities exchange for examination and approval:

1.Business plan;

2.Full names and resumes of the promoters, and the number of shares subscribed, and the kind of contribution;

3.Prospectus;

4.Names and locations of banks or post offices authorized to collect payment for shares subscribed;

5.Names of underwriters or agents, if any, and the covenants between the promoters and such underwriters or agents; and

6.Other matters as may be prescribed by the authority in charge of securities exchange.

前項發起人所認股份，不得少於第一次發行股份四分之一。

The total number of shares subscribed by the aforesaid promoters shall not be less than one-fourth of the total number of shares in the first issue.

第一項各款，應於證券管理機關通知到達之日起三十日內，加記核准文號及年、月、日公告招募之。但第五款約定事項，得免予公告。

Within thirty days after receiving a notice from the authority in charge of securities exchange, all documents and information specified in various items of Paragraph 1 of this Article shall be annotated with the reference number and date of the approval letter and publicly announced provided, however, that the covenants referred to in Item 5 of the Paragraph 1 may be exempt from public announcement.

第 134 條

代收股款之銀行或郵局，對於代收之股款，有證明其已收金額之義務，其證明之已收金額，即認為已收股款之金額。

Article 134

Banks or post offices authorized to collect payments for shares subscribed to shall have the obligation to certify the amount of money received, and the amount so certified shall be deemed as the capital money already received.

第 135 條

申請公開招募股份有左列情形之一者，證券管理機關得不予核准或撤銷核准：

一、申請事項有違反法令或虛偽者。

二、申請事項有變更，經限期補正而未補正者。

發起人有前項第二款情事時，由證券管理機關各處新臺幣二萬元以上十萬元以下罰鍰。

Article 135

Upon finding either of the following discrepancies in an application for public offering of shares, the authority in charge of securities may disapprove the application or may revoke its approval previously granted to the applicant:

1 Where any statement made in the application is found to be contrary to the applicable laws and/or regulations or to be false; or

2.Where there is any change in the matters described in the application; and no correction thereto has been made within a given time limit after having been required to do so.

Under the circumstance set forth in Item 2 of the preceding Paragraph, the authority in charge of securities may impose on each of the promoters a fine in an amount not less than NT$ 20,000 but not more than NT$ 100,000.

第 136 條

前條撤銷核准，未招募者，停止招募；已招募者，應募人得依股份原發行金額，加算法定利息，請求返還。

Article 136

In case of annulment of approval in accordance with the preceding articles, the solicitation shall be cancelled if not yet in progress.

If solicitation is already in progress, persons so drafted may demand a refund of the original issuing value of shares plus interests thereon to be calculated at the legal rate.

第 137 條

招股章程，應載明左列各款事項：

一、第一百二十九條及第一百三十條所列各款事項。

二、各發起人所認之股數。

三、股票超過票面金額發行者，其金額。

四、招募股份總數募足之期限，及逾期未募足時，得由認

Article 137

The prospectus shall state the following particulars:

1.Particulars set forth in Article 129 and Article 130;

2.Number of shares subscribed to by each of the promoters;

3.If share certificates are issued above par value, the issuing value;

4.The time-limit for full subscription by solicitation and the statement that if the shares are not subscribed in full within such

股人撤回所認股份之聲明。
五、發行特別股者，其總額及第一百五十七條各款之規定。
六、發行無記名股者，其總額。

time-limit, the subscribers may rescind their subscription;
5.In case special shares are issued, the total amount of such shares and the matters specified in various items of Article 157; and
6.In case bearer shares are issued, the total number of such shares.

第 138 條

發起人應備認股書，載明第一百三十三條第一項各款事項，並加記證券管理機關核准文號及年、月、日，由認股人填寫所認股數、金額及其住所或居所，簽名或蓋章。

以超過票面金額發行股票者，認股人應於認股書註明認繳之金額。
發起人違反第一項規定，不備認股書者，由證券管理機關各處新臺幣一萬元以上五萬元以下罰鍰。

Article 138

The promoters shall prepare a share subscription form indicating therein the matters required in Paragraph One, Article 133 and the reference number and the date of the approval letter given by the authority in charge of securities, and shall make such form available to the subscribers for them to fill in the number and amount of the shares to be subscribed and their respective domiciles or residences, and to affix thereon their respective signatures or personal seals.
In case the share certificates are issued at a premium, the subscribers shall indicate in the share subscription form the amount of share price they agree to pay.
In the event the promoters violate the provisions of Paragraph One of this Article by failing to prepare and make available the share subscription forms, the authority in charge of securities shall impose on them a fine in an amount not less than NT$ 10,000 but not more than NT$ 50,000.

第 139 條

認股人有照所填認股書繳納股款之義務。

Article 139

Subscribers shall have the obligation to pay for the shares they have subscribed to in the subscription form.

第 140 條

股票之發行價格，不得低於票面金額。但公開發行股票之公司，證券管理機關另有規定者，不在此限。

Article 140

The issue price of share certificates shall not be less than the par value thereof, unless otherwise provided for by the authority in charge of securities for the companies offering their respective share certificates to the public.

第 141 條

第一次發行股份總數募足時，發起人應即向各認股人催繳股款，以超過票面金額發行股票時，其溢額應與股款同時繳納。

Article 141

When the total number of shares in the first issue has been subscribed to in full, the promoters shall immediately press each of the subscribers for payment. Where share certificates are issued above the par value thereof, the amount in excess of such value shall be collected at the same time with the payment for shares.

第 142 條

認股人延欠前條應繳之股款時，發起人應定一個月以上之期限催告該認股人照繳，並聲明逾期不繳失其權利。

發起人已為前項之催告，認股人不照繳者，即失其權利，所認股份另行募集。

Article 142

Where subscriber delays payment for shares as provided in the preceding article, the promoters shall fix a period of not less than one month and call upon each subscriber to pay up, declaring that in case of default of payment within the stipulated period their right shall be forfeited.
After the promoters have made the aforesaid call, the subscribers who fail to pay accordingly shall forfeit their rights and the shares subscribed to by them shall be otherwise sold.
Under the aforesaid circumstances, compensation for loss or

前項情形，如有損害，仍得向認股人請求賠償。

damage, if any, may still be claimed against such defaulting subscribers.

第 143 條

前條股款繳足後，發起人應於二個月內召開創立會。

Article 143

After the share price payable by all subscribers under the preceding Article has been fully paid up, the inaugural meeting of the company shall be convened by the promoters within two months.

第 144 條

創立會之程序及決議，準用第一百七十二條第一項、第三項、第六項，第一百七十四條至第一百七十九條、第一百八十一條及第一百八十三條之規定。但關於董事及監察人之選任，準用第一百九十八條之規定。

Article 144

The provisions of Article 172, Paragraphs 1, 3 and 6, Article 174 to 179, Article 181, and Article 183 shall apply mutatis mutandis to the procedure and resolutions of the inaugural meeting; however, in the election of directors and supervisors, the provisions of Article 198 shall apply mutatis mutandis.

第 145 條

發起人應就左列各款事項報告於創立會：

一、公司章程。

二、股東名簿。

三、已發行之股份總數。

四、以現金以外之財產抵繳股款者，其姓名及其財產之種類、數量、價格或估價之標準及公司核給之股數。

五、應歸公司負擔之設立費用，及發起人得受報酬。

六、發行特別股者，其股份總數。

七、董事、監察人名單，並註明其住所或居所、國民身分證統一編號或其他經政府核發之身分證明文件字號。

發起人對於前項報告有虛偽情事時，各科新臺幣六萬元以下罰金。

Article 145

At the inaugural meeting of the company, the following matters shall be reported by the promoters:

1.The Articles of Incorporation;

2.The roster of shareholders;

3.The total number of shares issued;

4.The name of subscribers and the kinds, quantities, values or appraisal standards of the property other than cash provided by subscribers as their capital contributions, if any;

5.The incorporation costs to be borne by the company, and the remuneration payable to promoters;

6.The total number of special shares, if any, to be issued; and

7.The roster of directors and supervisors of the company, which roster shall indicate the domiciles or residences, the serial number of ID Cards or the reference number of the status certificates issued by the government of them.

Upon finding of any false statements in the report made under the preceding Paragraph, the promoters shall each be imposed with a fine in an amount not more than NT$ 60,000.

第 146 條

創立會應選任董事、監察人。董事、監察人經選任後，應即就前條所列事項，為確實之調查並向創立會報告。

董事、監察人如有由發起人當選，且與自身有利害關係者，前項調查，創立會得另選檢查人為之。

Article 146

At the inaugural meeting of a company, election of the directors and supervisors shall be effected. The directors and supervisors elect shall, upon election, immediately investigate the accuracy of the matters reported by promoters under the preceding Article, and shall report to the inaugural meeting of the investigation results.

Where any promoter is elected a director or a supervisor who has a personal interests in the matters subject to investigation, then the inaugural meeting shall elect another person as the substitute of said

promoter to perform the investigation.

前二項所定調查，如有冒濫或虛偽者，由創立會裁減之。

If anything contained in the promoters report is found excessive or false in the course of investigation conducted under the preceding two Paragraphs, appropriate cut-off or reduction shall be made by the inaugural meeting;

發起人如有妨礙調查之行為或董事、監察人、檢查人報告有虛偽者，各科新臺幣六萬元以下罰金。

If any promoter impedes the investigation, or if any director, supervisor or investigator makes false report, he/she shall be imposed with a fine in an amount not more than NT$ 60,000;

第一項、第二項之調查報告，經董事、監察人或檢查人之請求延期提出時，創立會應準用第一百八十二條之規定，延期或續行集會。

Upon request of the directors, supervisors or investigators for extension of the deadline date for submission of the investigation report under either of the provisions of the preceding two Paragraphs, the inaugural meeting may decide, by applying the provisions of Article 182 of this Act mutatis mutandis, to postpone or to reconvene the inaugural meeting.

第 147 條

發起人所得受之報酬或特別利益及公司所負擔之設立費用有冒濫者，創立會均得裁減之，用以抵作股款之財產，如估價過高者，創立會得減少其所給股數或責令補足。

Article 147

The inaugural meeting may curtail the remuneration given or special privileges accorded to the promoters and expense incurred in the incorporation of the company, if any is found excessive. If the payment on shares other than in cash is overestimated in value, the inaugural meeting may reduce the number of shares to be given or order the subscriber to make up for the deficiency.

第 148 條

未認足之第一次發行股份，及已認而未繳股款者，應由發起人連帶認繳；其已認而經撤回者亦同。

Article 148

All shares in the first issue, which have not been subscribed to and those which, though subscribed, have not been paid for, shall be subscribed and paid for the promoters jointly and severally. The same shall apply to those shares which have been subscribed but eventually rescinded.

第 149 條

因第一百四十七條及第一百四十八條情形，公司受有損害時，得向發起人請求賠償。

Article 149

In the circumstances specified in Article 147 and Article 148, the company may claim against the promoters for compensation for loss or damage, if any.

第 150 條

公司不能成立時，發起人關於公司設立所為之行為，及設立所需之費用，均應負連帶責任，其因冒濫經裁減者亦同。

Article 150

In the event that a company not be formed, the promoter shall be jointly and severally responsible for the consequence of their acts in forming the company and all expenses incurred. The same shall apply to that portion of the expenses which were curtailed on account of being excessive

第 151 條

創立會得修改章程或為公司不設立之決議。

第二百七十七條第二項至第四項之規定，於前項修改章程準用之；第三百十六條之規定，於前項公司不設立之決議準用

Article 151

The inauguration meeting may amend the Articles of Incorporation or resolve not to incorporate the company.

The provisions of Article 277, Paragraphs 2 through 4 shall apply, mutatis mutandis, to the aforesaid amendment of Articles of Incorporation; and the provisions of Article 316 shall apply, mutatis mutandis, to the aforesaid resolution not to incorporate the

之。

company.

第 152 條

第一次發行股份募足後，逾三個月而股款尚未繳足，或已繳納而發起人不於二個月內召集創立會者，認股人得撤回其所認之股。

Article 152

Where three months have elapsed after the total number of shares in the first issue has been contributed but the payment for which has not been fully met, or, where the payment has been fully met but the promoters have not called the inaugural meeting within two months, the subscribers may rescind their subscription.

第 153 條

創立會結束後，認股人不得將股份撤回。

Article 153

After the conclusion of the inaugural meeting, no subscriber may rescind his subscription.

第 154 條

股東對於公司之責任，以繳清其股份之金額為限。

Article 154

The liability of shareholders to the company shall be limited to payment in full of the shares they have subscribed.

第 155 條

發起人對於公司設立事項，如有怠忽其任務致公司受損害時，應對公司負連帶賠償責任。

發起人對於公司在設立登記前所負債務，在登記後亦負連帶責任。

Article 155

The promoters shall be jointly and severally liable to the company for compensation for loss or damage in consequence of an neglect on their part in the performance of their duties connected with the formation of the company.

The promoters shall, even after incorporation, be jointly and severally liable for debts of the company incurred prior to incorporation.

第二節 股份

Section 2.Shares

第 156 條

股份有限公司之資本，應分為股份，每股金額應歸一律，一部分得為特別股；其種類，由章程定之。

前項股份總數，得分次發行。

公司得依董事會之決議，向證券管理機關申請辦理公開發行程序。但公營事業之公開發行，應由該公營事業之主管機關專案核定之。

股東之出資除現金外，得以對公司所有之貨幣債權，或公司所需之技術、商譽抵充之；其抵充之數額需經董事會通過，不受第二百七十二條之限制。

公司設立後得發行新股作為受讓他公司股份之對價，需經董

Article 156

The capital of a company limited by shares shall be divided into shares, and each share shall have the same par value. A portion of the shares may be designated as special shares, with the kind of such special shares to be specified in the Articles of Incorporation.

The total number of shares as classified under the preceding Paragraph may be issued in installments.

A company may, in pursuance of the resolution adopted by its board of directors, apply to the authority in charge of securities for an approval of public issuance of its shares. However, in the case of a government owned company, the public issuance of its shares shall require a special approval of the authority in charge of such enterprise.

Equity capital to be contributed other than cash by shareholders may be in the form of monetary credit extended to the company, or the technical know-how or good-will required by the company, provided, however, that the amount of such substitutive capital contribution shall require a prior approval of the board of directors, without being subject to the restriction set out in Article 272 hereof.

After its incorporation, the company may, pursuant to a resolution

事會三分之二以上董事出席，以出席董事過半數決議行之，不受第二百六十七條第一項至第三項之限制。

adopted by a majority vote of a meeting of the board of directors attended by two-thirds or more of all the directors, issue new shares as the consideration payable by the company for its acquisition of the shares of another company, without being subject to the restrictions set out respectively in Paragraphs One through Three, Article 267 of this Act.

公司設立後，為改善財務結構或回復正常營運，而參與政府專案核定之紓困方案時，得發行新股轉讓於政府，作為接受政府財務上協助之對價；其發行程序不受本法有關發行新股規定之限制，其相關辦法由中央主管機關定之。

前項紓困方案達新臺幣十億元以上者，應由專案核定之主管機關會同受紓困之公司，向立法院報告其自救計畫。

同次發行之股份，其發行條件相同者，價格應歸一律。但公開發行股票之公司，證券管理機關另有規定者，不在此限。

After its incorporation, for improving its financial structure or resuming its normal operation, the company participating in the special approval of the governmental bailout program may issue and transfer new shares to the government as the consideration for receiving governmental financial help. Such issuing procedure shall not be subject to the restrictions regarding issuance of new shares set forth in this Act and the regulations thereof shall be prescribed by the central competent authority.

In the case that the bailout program under the preceding paragraph reaches NTD 1 billion, the competent authority of the special approval and the company receiving such bailout shall report its self-help plan to the Legislative Yuan.

For shares to be issued at the same time and under the same conditions of issuance, the issuance price thereof shall be the same, unless otherwise provided for by the authority in charge of securities in respect of the shares to be issued by companies offering the shares to be public.

第 157 條

公司發行特別股時，應就左列各款於章程中定之：

一、特別股分派股息及紅利之順序、定額或定率。

二、特別股分派公司賸餘財產之順序、定額或定率。

三、特別股之股東行使表決權之順序、限制或無表決權。

四、特別股權利、義務之其他事項。

Article 157

Where a company is to issue special shares, it shall include in its Articles of Incorporation provisions concerning:

1.Order, fixed amount or fixed ratio of allocation of dividends and bonus on special shares;

2.Order, fixed amount or fixed ratio of allocation of surplus assets of the company;

3.Order of or restriction on or no voting right on the exercise of voting power by special shareholders; and

4.Other matters concerning rights and obligations incidental to special shares.

第 158 條

公司發行之特別股，得以盈餘或發行新股所得之股款收回之。但不得損害特別股股東按照章程應有之權利。

Article 158

All special shares issued by a company shall be redeemable out of surplus profits or proceeds realized from issue of new shares, provided that the privileges accorded to special shareholders by the Articles of Incorporation shall not be impaired.

第 159 條

公司已發行特別股者，其章程之變更如有損害特別股股東之權利時，除應有代表已發行股份總數三分之二以上股東出席之股東會，以出席股東表決權過半數之決議為之外，並應經

Article 159

In case a company has issued special shares, any modification or alteration in the Articles of Incorporation prejudicial to the privileges of special shareholders shall be adopted in a resolution by a majority of the shareholders present who represent two-thirds or more of the total number of its outstanding shares and shall also be adopted by a meeting of special shareholders.

特別股股東會之決議。
公開發行股票之公司，出席股東之股份總數不足前項定額者，得以有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意行之，並應經特別股股東會之決議。

前二項出席股東股份總數及表決權數，章程有較高之規定者，從其規定。

特別股股東會準用關於股東會之規定。

For a company whose share certificates have been publicly issued, if the total number of shares represented by shareholders attending a shareholders' meeting is not sufficient to meet the criteria as specified in the preceding paragraph, the said resolution may be adopted by a large majority representing two thirds of the votes at a shareholders' meeting attended by shareholders representing a majority of the total number of issued shares, and a favorable resolution to be adopted by a meeting of special shareholders shall be also be required.
In case stricter criteria for the total number of shares represented by the attending shareholders and the number of votes at the shareholders' meetings referred to in the preceding two paragraph are specified in the Articles of Incorporation of a company, such stricter criteria shall govern.
The provisions governing shareholders' meetings shall apply.

第 160 條
股份為數人共有者，其共有人應推定一人行使股東之權利。

股份共有人，對於公司負連帶繳納股款之義務。

Article 160
Where there are several persons owning the same share or shares, such co-owners shall select one of them for the exercise of their shareholders rights.
The co-owners of a share shall be jointly and severally liable to the company to pay for the share so owned.

第 161 條
公司非經設立登記或發行新股變更登記後，不得發行股票。但公開發行股票之公司，證券管理機關另有規定者，不在此限。

違反前項規定發行股票者，其股票無效。但持有人得向發行股票人請求損害賠償。

Article 161
A company shall not issue share certificates, unless it has completed the procedure for incorporation registration or for company alteration registration as required for issuance of new shares. However, this clause shall not apply to the companies whose share certificates are to be issued under the provisions otherwise provided for by the authority in charge of securities.
Share certificate issued in violation of the provisions set out in the preceding Paragraph shall be null and void. However, holders of such share certificates may claim for damages against the issuers of such share certificates.

第 161-1 條
公司資本額達中央主管機關所定一定數額以上者，應於設立登記或發行新股變更登記後三個月內發行股票；其未達中央主管機關所定一定數額者，除章程另有規定者外，得不發行股票。

公司負責人違反前項規定，不發行股票者，除由主管機關責令限期發行外，各處新臺幣一萬元以上五萬元以下罰鍰；期

Article 161- 1
When the total amount of capital stock of a company aggregates or exceeds the amount specifically fixed by the central competent authority, the company shall, within three months after having completed the procedures for company incorporation registration or for company alteration registration as required for issuance of new shares, issue its capital shares. Any company with a total amount of capital stock of less than the amount specifically fixed by the central competent authority shall not issue any share certificate, unless otherwise provided for in its Articles of Incorporation.
The responsible persons of a company who violate the provisions set out in the preceding Paragraph for failing to issue share certificates shall be ordered by the competent authority to effect the issuance of share certificate within a given time limit, and each of

滿仍未發行者，得繼續責令限期發行，並按次連續各處新臺幣二萬元以上十萬元以下罰鍰，至發行股票為止。

them shall further be subject to a fine in an amount not less than NT$ 10,000 but not more than NT$ 50,000; and upon failure to comply with the said order, they shall be ordered again to issue the share certificates within another given time limit and in addition thereto, each of them shall be subject to a fine in an amount not less than NT$ 20,000 but not more than NT$ 100,000. The foregoing penal clause for the second violation may be enforced successively each time against any further violation thereafter until the time the issuance of share certificates is effected as required.

第 162 條

股票應編號，載明左列事項，由董事三人以上簽名或蓋章，並經主管機關或其核定之發行登記機構簽證後發行之：

一、公司名稱。
二、設立登記或發行新股變更登記之年、月、日。
三、發行股份總數及每股金額。
四、本次發行股數。
五、發起人股票應標明發起人股票之字樣。
六、特別股票應標明其特別種類之字樣。
七、股票發行之年、月、日。

記名股票應用股東姓名，其為同一人所有者，應記載同一姓名；股票為政府或法人所有者，應記載政府或法人之名稱，不得另立戶名或僅載代表人姓名。

第一項股票之簽證規則，由中央主管機關定之。但公開發行股票之公司，證券管理機關另有規定者，不適用之。

Article 162

Share certificates shall be assigned with serial numbers, shall indicate thereon the following particulars, shall be affixed with the signatures or personal seals of three or more directors of the issuing company, and shall be duly certified or authenticated by the competent authority or a certifying institution appointed by the competent authority before issuance thereof:

1.The name of the company;
2.The date of incorporation registration, or the date of company alteration registration for issuance of new shares;
3.The total number of shares issued and the par value per share;
4.The number of shares issued this time;
5.The words "share certificates of promoters" shall be marked on the share certificates to be issued to promoters;
6.In the case of special share certificates, the words describing the class of such special shares shall be marked thereon; and
7.The date of issue of the share certificate.

A registered share certificate shall bear the true name of the shareholder thereof. Where a plural number of share certificates are held by a same person, his/her name shall be indicated on all such share certificates. For share certificate(s) to be held by a government agency or a corporate shareholder, the name of such government agency or such corporate shareholder shall be indicated thereon, and no other shareholder's name nor only the name of the representative of such government shareholder or corporate shareholder may be indicated thereof.

The rules governing certification or authentication of share certificates to be issued under Paragraph One of this Article shall be prescribed by the central competent authority. However, the provision set out in this Paragraph shall not apply to the companies offering their respective share certificates to the public in accordance with the rules otherwise prescribed by the authority in charge of securities.

第 162-1 條

公開發行股票之公司發行新股時，其股票得就該次發行總數合併印製。

Article 162- 1

For the new shares to be issued by a company offering its shares to the public, the issuing company may print a consolidated share certificate representing the total number of the new shares to be issued at the same time of issue.

依前項規定發行之股票，應洽證券集中保管事業機構保管。
依第一項規定發行新股時，不適用前條第一項股票應編號及第一百六十四條背書轉讓之規定。

The share certificate to be issued under the provision of the preceding Paragraph shall be placed under the custody of a centralized securities custody enterprise.
The provision requiring assignment of serial numbers to share certificates as set out in Paragraph One of Article 162, and the provision governing share assignment by endorsement as set out in Article 164 of this Act shall not apply to the new shares to be issued under the provision set out in Paragraph I of this Article.

第 162-2 條

公開發行股票之公司，其發行之股份得免印製股票。

依前項規定發行之股份，應洽證券集中保管事業機構登錄。

Article 162- 2

For the shares to be issued to the public by a company, the issuing company may be exempted from printing any share certificate for the shares issued.
For the shares to be issued in accordance with the provision of the preceding Paragraph, the issuing company shall appoint a centralized securities custody enterprise/ institution to make recordation of the issue of such shares.

第 163 條

公司股份之轉讓，不得以章程禁止或限制之。但非於公司設立登記後，不得轉讓。

發起人之股份非於公司設立登記一年後，不得轉讓。但公司因合併或分割後，新設公司發起人之股份得轉讓。

Article 163

Assignment/transfer of shares of a company shall not be prohibited or restricted by any provision in the Articles of Incorporation of the issuing company, but shall not be effected until the incorporation registration of the company.
Assignment/transfer of the shares owned by promoters of the issuing company shall not be effected until the elapse of one year after the incorporation registration of the issuing company; except for the shares owned by the promoters of a company newly incorporated after the completion of a company merger or splitting process.

第 164 條

記名股票，由股票持有人以背書轉讓之，並應將受讓人之姓名或名稱記載於股票。無記名股票，得以交付轉讓之。

Article 164

Registered share certificate shall be assigned only by the holder thereof by way of endorsement, and the name or title of the assignee shall be indicated on the share certificate. Bearer share certificate may be assigned by way of delivery of the share certificate.

第 165 條

股份之轉讓，非將受讓人之姓名或名稱及住所或居所，記載於公司股東名簿，不得以其轉讓對抗公司。
前項股東名簿記載之變更，於股東常會開會前三十日內，股東臨時會開會前十五日內，或公司決定分派股息及紅利或其他利益之基準日前五日內，不得為之。
公開發行股票之公司辦理第一項股東名簿記載之變更，於股

Article 165

Assignment/transfer of shares shall not be set up as a defence against the issuing company, unless name/title and residence/domicile of the assignee/transferee have been recorded in the shareholders' roster.
The entries in the shareholders' roster referred to in the preceding Paragraph shall not be altered within 30 days prior to the convening date of a regular shareholders' meeting, or within 15 days prior to the convening date of a special shareholders' meeting, or within 5 days prior to the target date fixed by the issuing company for distribution of dividends, bonus or other benefits.
In the case of a company whose shares are issued to the public, the entries in its shareholders' roster shall not be altered within 60 days

東常會開會前六十日內，股東臨時會開會前三十日內，不得為之。
前二項期間，自開會日或基準日起算。

prior to the convening date of a regular shareholders' meeting, or within 30 days prior to the convening date of a special shareholders' meeting.
The periods specified in the preceding two Paragraphs shall commence from the applicable convening date of shareholders' meeting or from the applicable target date, as the case may be.

第 166 條

公司得以章程規定發行無記名股票。但其股數不得超過已發行股份總數二分之一。
公司得因股東之請求，發給無記名股票或將無記名股票改為記名式。

Article 166

A company may, by its Articles of Incorporation, issue bearer share certificates, provided that such issue shall not be more than one half of the total number of shares already issued.
A company may, upon request of its shareholders, issue bearer share certificates or change the bearer share certificates to registered share certificates.

第 167 條

公司除依第一百五十八條、第一百六十七條之一、第一百八十六條及第三百十七條規定外，不得自將股份收回、收買或收為質物。但於股東清算或受破產之宣告時，得按市價收回其股份，抵償其於清算或破產宣告前結欠公司之債務。

公司依前項但書、第一百八十六條規定，收回或收買之股份，應於六個月內，按市價將其出售，屆期未經出售者，視為公司未發行股份，並為變更登記。

被持有已發行有表決權之股份總數或資本總額超過半數之從屬公司，不得將控制公司之股份收買或收為質物。

前項控制公司及其從屬公司直接或間接持有他公司已發行有表決權之股份總數或資本總額合計超過半數者，他公司亦不得將控制公司及其從屬公司之股份收買或收為質物。

公司負責人違反前四項規定，

Article 167

Subject to the provisions otherwise set out in Article 158, Article 167-1, Article 186 and Article 317 of this Act, a company may not, at its own discretion, redeem or buy back any of its outstanding shares, nor may it accept any of its outstanding shares as a security in pledge, unless a shareholder is in liquidation or adjudged bankrupt, in which case, the shares being held by the said shareholder may be bought back by the issuing company at the market price, with the buy-back price payable to the said shareholder to be withheld for off-setting the debt owed to the company by said shareholder prior to the process of the foregoing liquidation or bankruptcy pronouncement.
The shares redeemed or bought back by the issuing company in accordance with the proviso of the preceding Paragraph or the provisions of Article 186 hereof shall be sold at the then current market price within six months. If the shares so redeemed or bought back remain unsold after expiry of the foregoing time limit, such shares shall be deemed as the shares which have never been issued by the company; and under such circumstance, the company shall apply for an alteration of the entries of the then existing corporate registration in respect of such shares accordingly.
Where a majority of the total number of outstanding voting shares or of the total amount of the capital stock of a subordinate company are held by its holding company, the shares of the holding company shall not be purchased nor be accepted as a security in pledge by the said subordinate company.
Where the holding company and its subordinate company as referred to in the preceding Paragraph jointly hold or possess a majority of the total number of outstanding shares or of the total amount of the capital stock of another company, the shares of the said holding company and its subordinate company shall also not be purchased nor be accepted as a security in pledge by the said another company.
Where the responsible person of a company has acted contrary to

將股份收回、收買或收為質物，或抬高價格抵償債務或抑低價格出售時,應負賠償責任。

any provisions set out in the preceding four Paragraphs by redeeming or buy back its outstanding shares, or accepting such shares as the security in pledge, or raising the share price for offsetting its outstanding debt, or reducing the selling price of such shares, he/she shall be liable for the damage to the company.

第 167-1 條

公司除法律另有規定者外，得經董事會以董事三分之二以上之出席及出席董事過半數同意之決議，於不超過該公司已發行股份總數百分之五之範圍內，收買其股份；收買股份之總金額，不得逾保留盈餘加已實現之資本公積之金額。

前項公司收買之股份，應於三年內轉讓於員工，屆期未轉讓者，視為公司未發行股份，並為變更登記。

公司依第一項規定收買之股份，不得享有股東權利。

Article 167- 1

Unless as otherwise provided for in the law, a company may, upon adoption of a resolution by a majority voting of the directors present at a meeting of its board of directors attended by two-thirds of the directors of the company, buy back its shares in a number not exceeding 5% of the total number of its outstanding shares provided, however, that the total amount of the price for buying back such shares shall not exceed the sum of the amount of its reserved surplus earnings plus the amount of the realized capital reserve.

The shares bought back by the issuing company under the preceding Paragraph shall be assigned or transferred to its employees within three years. If such shares have not been transferred as required after expiry of the foregoing time limit, such shares shall be deemed as the shares which have never been issued; and under this circumstance, the company shall apply for a necessary alteration registration in respect of such shares accordingly.

The issuing company of the shares bought back under Paragraph I of this Article shall not be entitled to exercise the rights of a shareholder in respect of such shares.

第 167-2 條

公司除法律或章程另有規定者外，得經董事會以董事三分之二以上之出席及出席董事過半數同意之決議，與員工簽訂認股權契約，約定於一定期間內，員工得依約定價格認購特定數量之公司股份，訂約後由公司發給員工認股權憑證。

員工取得認股權憑證，不得轉讓。但因繼承者，不在此限。

Article 167- 2

Unless as otherwise provided for in the law or in the Articles of Incorporation, a company may, upon adoption of a resolution by a majority of the directors present at a meeting of the board of directors attended by two-thirds of more of the total number of directors of the company, enter into a share subscription right agreement with its employees whereby the employees may subscribe, within a specific period of time, a specific number of shares of the company. Upon execution of the said agreement, the company shall issue to each employee a share subscription warrant.

The share subscription warrant obtained by any employee of the issuing company shall be non-assignment, except to the heir(s) of the said employee.

第 168 條

公司非依股東會決議減少資本，不得銷除其股份；減少資本，應依股東所持股份比例減少之。但本法或其他法律另有規定者，不在此限。

公司負責人違反前項規定銷除股份者，各處新臺幣二萬元以

Article 168

A company shall not cancel its shares, unless a resolution on capital reduction has been adopted by its shareholders' meeting; and capital reduction shall be effected based on the percentage of shareholding of the shareholders pro rata, unless otherwise provided for in this Act or any other governing laws.

Where a company cancels its shares in a manner in violation to the provisions set out in the preceding paragraph, the responsible

上十萬元以下罰鍰。

person(s) of the company shall (each) be imposed with a fine in an amount not less than NT$ 20,000 but not more than NT$ 100,000.

第 168-1 條

公司為彌補虧損，於會計年度終了前，有減少資本及增加資本之必要者，董事會應將財務報表及虧損撥補之議案，於股東會開會三十日前交監察人查核後，提請股東會決議。

第二百二十九條至第二百三十一條之規定，於依前項規定提請股東臨時會決議時，準用之。

Article 168- 1

Where a company has a need to reduce and to increase it capital stock before the end of any fiscal year in order to offset its loss, the board of directors shall, at least 30 days prior to the convening date of the shareholders' meeting, forward the financial statements and a loss offsetting proposal to the supervisors for their auditing before submitting the audited version thereof to the shareholders' meeting for review and approval by a resolution.

In case the audited financial statements and the loss offsetting proposal are submitted to a special shareholders' meeting under the provisions of the preceding Paragraph, the provisions of Articles 229 through 231 of this Act shall apply mutatis mutandis.

第 169 條

股東名簿應編號記載左列事項：

一、各股東之姓名或名稱、住所或居所。

二、各股東之股數；發行股票者，其股票號數。

三、發給股票之年、月、日。

四、發行無記名股票者，應記載其股數、號數及發行之年、月、日。

五、發行特別股者，並應註明特別種類字樣。

採電腦作業或機器處理者，前項資料得以附表補充之。

代表公司之董事，應將股東名簿備置於本公司或其指定之股務代理機構；違反者，處新臺幣一萬元以上五萬元以下罰鍰。連續拒不備置者，並按次連續處新臺幣二萬元以上十萬元以下罰鍰。

Article 169

The shareholders' roster of a company shall be assigned with serial numbers and shall contain the following particulars:

1.The name or title and the domicile or residence of the shareholders;

2.The number of shares held by each shareholder; and the serial number(s) of share certificate(s), if issued, by that shareholder;

3.The date of issuance of the share certificates;

4.The number of shares, the serial number of share certificate(s), and the date of issuance of the bearer share certificate(s), if bearer stocks are issued; and

5.The words describing the type of special shares, if special shares are issued.

Where computerized operation or machine processing operation is used in the company, then the information as required in the preceding Paragraph may be annexed to the shareholders' roster with relevant supplemental tables.

The director who is authorized to represent the company shall make the shareholders' roster(s) available at the head office of the company or the business place of the agency appointed by the company to handle the share-related affairs for the company. Violation of this clause shall be subject to a fine in an amount not less than NT$ 10,000 but not more than NT$ 50,000. Successive violations of this clause shall be subject to a fine to be imposed at the rate of not less than NT$ 20,000 but not more than NT$ 100,000 for each successive violation.

第三節 股東會

Section 3.Shareholders' Meeting

第 170 條

股東會分左列二種：

一、股東常會，每年至少召集

Article 170

Shareholders' meeting shall be of the following two kinds:

1.Regular meeting of shareholders: to be held at least once every

一次。
二、股東臨時會，於必要時召集之。
前項股東常會應於每會計年度終了後六個月內召開。但有正當事由經報請主管機關核准者，不在此限。
代表公司之董事違反前項召開期限之規定者，處新臺幣一萬元以上五萬元以下罰鍰。

year.
2.Special meeting of shareholders: to be held when necessary.
The regular meeting of shareholders referred to in the preceding Paragraph shall be convened within six months after close of each fiscal year, unless otherwise approved by the competent authority for good cause shown.
The director who is authorized to represent the company and fails to call a regular shareholders' meeting within the time limit specified in the preceding Paragraph shall be imposed with a fine in an amount not less than NT$ 10,000 but not more than NT$ 50,000.

第 171 條
股東會除本法另有規定外，由董事會召集之。

Article 171
A shareholders meeting shall, unless otherwise provided for in this Act, be convened by the Board of Directors.

第 172 條
股東常會之召集，應於二十日前通知各股東，對於持有無記名股票者，應於三十日前公告之。

股東臨時會之召集，應於十日前通知各股東，對於持有無記名股票者，應於十五日前公告之。

公開發行股票之公司股東常會之召集，應於三十日前通知各股東，對於持有無記名股票者，應於四十五日前公告之；公開發行股票之公司股東臨時會之召集，應於十五日前通知各股東，對於持有無記名股票者，應於三十日前公告之。
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、公司解散、合併、分割或第一百八十五條第一項各款之事項，應在召集事由中列舉，不得以臨時動議提出。
代表公司之董事，違反第一項、第二項或第三項通知期限之規定者，處新臺幣一萬元以上五萬元以下罰鍰。

Article 172
A notice to convene a regular meeting of shareholders shall be given to each shareholder no later than 20 days prior to the scheduled meeting date; while a public notice shall be given to holders of bearer share certificates no later than 30 days prior to the scheduled meeting date.
A notice to convene a special meeting of shareholders shall be given to each shareholder no later than 10 days prior to the scheduled meeting date; while a public notice shall be given to holders of bearer share certificates no later than 15 days prior to the scheduled meeting date.
For a company offering its shares to the public, a notice to convene a regular meeting of shareholders shall be given to each shareholder no later than 30 days prior to the scheduled meeting date, and to the holders of bearer share certificates no later than 45 days prior to the scheduled meeting date. In case a company offering its shares to the public intends to convene a special meeting of shareholders, a meeting notice shall be given to each shareholders no later than 15 days prior to the scheduled meeting date, and to the holders of bearer share certificates no later than 30 days prior to the scheduled meeting date.

The cause(s) or subject(s) of a meeting of shareholders to be convened shall be indicated in the individual notice and the public notice to be given to shareholders; and the notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior consent from the recipient(s) thereof.
Matters pertaining to election or discharge of directors and supervisors, alteration of the Articles of Incorporation, and dissolution, merger, spin-off, or any matters as set forth in Paragraph I, Article 185 hereof shall be itemized in the causes or subjects to be described in the notice to convene a meeting of shareholders, and shall not be brought up as extemporary motions.
The director who is authorized to represent the company and fails to

convene the shareholders' meeting as required in Paragraph I, Paragraph II or Paragraph III under this Article shall be imposed with a fine in an amount not less than NT$ 10,000 but not more than NT$ 50,000.

第 172-1 條

持有已發行股份總數百分之一以上股份之股東，得以書面向公司提出股東常會議案。但以一項為限，提案超過一項者，均不列入議案。

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、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，該提案不予列入議案；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。

有左列情事之一，股東所提議案，董事會得不列為議案：

一、該議案非股東會所得決議者。

二、提案股東於公司依第一百六十五條第二項或第三項停止股票過戶時，持股未達百分之一者。

三、該議案於公告受理期間外提出者。

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。

Article 172- 1

Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of a company may propose to the company a proposal for discussion at a regular shareholders' meeting, provided that only one matter shall be allowed in each single proposal, and in case a proposal contains more than one matter, such proposal shall not be included in the agenda.

Prior to the date on which share transfer registration is suspended before the convention of a regular shareholders' meeting, the company shall give a public notice announcing the place and the period for shareholders to submit proposals to be discussed at the meeting; and the period for accepting such proposals shall not be less than ten (10) days. The number of words of a proposal to be submitted by a shareholder shall be limited to not more than three hundred (300) words, and any proposal containing more than 300 words shall not be included in the agenda of the shareholders' meeting. The shareholder who has submitted a proposal shall attend, in person or by a proxy, the regular shareholders' meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal.

Under any of the following circumstances, the board of directors of the company may exclude the proposal submitted by a shareholder from the list of proposals to be discussed at a regular meeting of shareholders:

1.Where the subject (the issue) of the said proposal cannot be settled or resolved by a resolution to be adopted at a meeting of shareholders;

2.Where the number of shares of the company in the possession of the shareholder making the said proposal is less than one percent (1%) of the total number of outstanding shares at the time when the share transfer registration is suspended by the company in accordance with the provisions set out in Paragraph II or Paragraph III, Article 165 of this Act,; and

3.Where the said proposal is submitted on a day beyond the deadline fixed and announced by the company for accepting shareholders' proposals.

The company shall, prior to preparing and delivering the shareholders' meeting notice, inform, by a notice, all the proposal submitting shareholders of the proposal screening results, and shall list in the shareholders' meeting notice the proposals conforming to the requirements set out in this Article. With regard to the proposals submitted by shareholders but not included in the agenda of the meeting, the cause of exclusion of such proposals and explanation shall be made by the board of directors at the shareholders' meeting

to be convened.

公司負責人違反第二項或前項規定者，處新臺幣一萬元以上五萬元以下罰鍰。

The responsible person of a company who violates the provisions set out in Paragraph II or the preceding Paragraph shall be imposed with a fine in an amount not less than New Taiwan Dollar Ten Thousand (NT$10,000) but not more than New Taiwan Dollar Fifty Thousand (NT$50,000).

第 173 條

繼續一年以上，持有已發行股份總數百分之三以上股份之股東，得以書面記明提議事項及理由，請求董事會召集股東臨時會。

前項請求提出後十五日內，董事會不為召集之通知時，股東得報經主管機關許可，自行召集。

依前二項規定召集之股東臨時會，為調查公司業務及財產狀況，得選任檢查人。

董事因股份轉讓或其他理由，致董事會不為召集或不能召集股東會時，得由持有已發行股份總數百分之三以上股份之股東，報經主管機關許可，自行召集。

Article 173

Any or a plural number of shareholder(s) of a company who has (have) continuously held 3% or more of the total number of outstanding shares for a period of one year or a longer time may, by filing a written proposal setting forth therein the subjects for discussion and the reasons, request the board of directors to call a special meeting of shareholders.

If the board of directors fails to give a notice for convening a special meeting of shareholders within 15 days after the filing of the request under the preceding Paragraph, the proposing shareholder(s) may, after obtaining an approval from the competent authority, convene a special meeting of shareholders on his/their own.

A special meeting of shareholders convened in accordance with the provisions set out in the preceding two Paragraphs may appoint an inspector to examine the business and financial condition of the company.

When the board of directors fails or can not convene a shareholders' meeting on account of share transfer or any other causes, the shareholder(s) holding 3% or more of the totle number of outstanding shares of the company may, after obtaining an approval from the competent authority, convene a shareholders' meeting.

第 174 條

股東會之決議，除本法另有規定外，應有代表已發行股份總數過半數股東之出席，以出席股東表決權過半數之同意行之。

Article 174

Resolutions at a shareholders' meeting shall, unless otherwise provided for in this Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.

第 175 條

出席股東不足前條定額，而有代表已發行股份總數三分之一以上股東出席時，得以出席股東表決權過半數之同意，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，其發有無記名股票者，並應將假決議公告之。

前項股東會，對於假決議，如仍有已發行股份總數三分之一以上股東出席，並經出席股東

Article 175

When the number of shareholders present does not constitute the quorum prescribed in the preceding article, but those present represent one-third or more of the total number of issued shares, a tentative resolution may be passed by a majority of those present. A notice of such tentative resolution shall be given to each of the shareholders, and reconvene a Shareholders' meeting within one month. If bearer share certificates have been issued, such tentative resolution shall also be publicly announced.

In the aforesaid meeting of shareholders, if the tentative resolution is again adopted by a majority of those present who represent one-third or more of the total number of issued shares, such

表決權過半數之同意，視同前條之決議。

tentative resolution shall be deemed to be a resolution under the preceding article.

第 176 條

無記名股票之股東，非於股東會開會五日前，將其股票交存公司，不得出席。

Article 176

A holder of bearer share certificates shall not attend a meeting of shareholders unless he shall have deposited his share certificates with the company five days before the meeting.

第 177 條

股東得於每次股東會，出具公司印發之委託書，載明授權範圍，委託代理人，出席股東會。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。

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。

委託書送達公司後，股東欲親自出席股東會者，至遲應於股東會開會前一日，以書面向公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。

Article 177

A shareholder may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney printed by the company stating therein the scope of power authorized to the proxy.

Except for trust enterprises or stock agencies approved by the competent authority, when a person who acts as the proxy for two or more shareholders, the number of voting power represented by him/her shall not exceed 3% of the total number of voting shares of the company, otherwise, the portion of excessive voting power shall not be counted.

A shareholder may only execute one power of attorney and appoint one proxy only, and shall serve such written proxy to the company no later than 5 days prior to the meeting date of the shareholders' meeting. In case two or more written proxies are received from one shareholder, the first one received by the company shall prevail; unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.

After the service of the power of attorney of a proxy to the company, in case the shareholder issuing the said proxy intends to attend the shareholders' meeting in person, a proxy rescission notice shall be filed with the company at least one day prior to the date of the shareholders' meeting as scheduled in the shareholders' meeting notice so as to rescind the proxy at issue, otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.

第 177-1 條

公司召開股東會時，得採行以書面或電子方式行使其表決權；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。

前項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。

Article 177- 1

The voting power at a shareholders' meeting may be exercised in writing or by way of electronic transmission, provided, however, that the method for exercising the voting power shall be described in the shareholders' meeting notice to be given to the shareholders if the voting power will be exercised in writing or by way of electronic transmission.

A shareholder who exercises his/her/its voting power at a shareholders meeting in writing or by way of electronic transmission as set forth in the preceding Paragraph shall be deemed to have attended the said shareholders' meeting in person, but shall be deemed to have waived his/her/its voting power in respective of any extemporary motion(s) and/or the amendment(s) to the contents of the original proposal(s) at the said shareholders' meeting.

第 177-2 條

股東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五日前送達公司，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，欲親自出席股東會者，至遲應於股東會開會前一日，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。

股東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。

Article 177- 2

In case a shareholder elects to exercise his/her/its voting power in writing or by way of electronic transmission, his/her/its declaration of intention shall be served to the company no later than the fifth day prior to the scheduled meeting date of the shareholders' meeting, whereas if two or more declarations of the same intention are served to the company, the first declaration of such intention received shall prevail; unless an explicit statement to revoke the previous declaration is made in the declaration which comes later.

In case a shareholder who has exercised his/her/its voting power in writing or by way of electronic transmission intends to attend the shareholders' meeting in person, he/she/it shall, at least one day prior to the meeting date of the scheduled shareholders' meeting and in the same manner previously used in exercising his/her/its voting power, serve a separate declaration of intention to rescind his/her/its previous declaration of intention made in exercising the voting power under the preceding Paragraph II. In the absence of a timely rescission of the previous declaration of intention, the voting power exercised in writing or by way of electronic transmission shall prevail.

In case a shareholder has exercised his/her/its voting power in writing or by way of electronic transmission, and has also authorized a proxy to attend the shareholders' meeting in his/her/its behalf, then the voting power exercised by the authorized proxy for the said shareholder shall prevail.

第 177-3 條

公開發行股票之公司召開股東會，應編製股東會議事手冊，並應於股東會開會前，將議事手冊及其他會議相關資料公告。

前項公告之時間、方式、議事手冊應記載之主要事項及其他應遵行事項之辦法，由證券管理機關定之。

Article 177- 3

Where a company offering its shares to be public convenes a shareholders' meeting, the company shall prepare a manual for shareholders' meeting proceedings and shall disclose such manual together with other information related to the said shareholders' meeting in a public notice to be published prior to the scheduled meeting date of that shareholders' meeting.

Regulations governing the time and manner for publishing the public notice as required in the preceding Paragraph, the particulars to be contained in the manual for shareholders' meeting, and other governing rules shall be prescribed by the government authority in charge of securities affairs.

第 178 條

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

Article 178

A shareholder who has a personal interest in the matter under discussion at a meeting, which may impair the interest of the company, shall not vote nor exercise the voting right on behalf of another shareholder.

第 179 條

公司各股東，除有第一百五十七條第三款情形外，每股有一

Article 179

Except in the circumstances set forth in Item 3, Article 157 hereof, a shareholder shall have one voting power in respect of each share in

表決權。
有左列情形之一者，其股份無表決權：
一、公司依法持有自己之股份。
二、被持有已發行有表決權之股份總數或資本總額超過半數之從屬公司，所持有控制公司之股份。
三、控制公司及其從屬公司直接或間接持有他公司已發行有表決權之股份總數或資本總額合計超過半數之他公司，所持有控制公司及其從屬公司之股份。

his/her/its possession. The shares shall have no voting power under any of the following circumstances:
1.the share(s) of a company that are held by the issuing company itself in accordance with the laws;
2.the shares of a holding company that are held by its subordinate company, where the total number of voting shares or total shares equity held by the holding company in such a subordinate company represents more than one half of the total number of voting shares or the total shares equity of such a subordinate company; or
3.the shares of a holding company and its subordinate company(ies) that are held by another company, where the total number of the shares or total shares equity of that company held by the holding company and its subordinate company(ies) directly or indirectly represents more than one half of the total number of voting shares or the total share equity of such a company.

第 180 條

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。
股東會之決議，對依第一百七十八條規定不得行使表決權之股份數，不算入已出席股東之表決權數。

Article 180

The shares held by shareholders having no voting right shall not be counted in the total number of issued shares while adopting a resolution at a meeting of shareholders.
In passing a resolution at a shareholders' meeting, shares for which voting right cannot be exercised as provided in Article 178 shall not be counted in the number of votes of shareholders present at the meeting.

第 181 條

政府或法人為股東時，其代表人不限於一人。但其表決權之行使，仍以其所持有之股份綜合計算。
前項之代表人有二人以上時，其代表人行使表決權應共同為之。

Article 181

When the government or a juristic person is a shareholder, its proxy shall not be limited to one person, provided that the voting right that may be exercised shall be calculated on the basis of the total number of voting shares it holds.
In case the aforesaid proxies are two persons or more, they shall exercise their voting right jointly.

第 182 條

股東會決議在五日內延期或續行集會，不適用第一百七十二條之規定。

Article 182

The provisions of Article 172 shall not apply where a meeting of shareholders resolves to postpone the meeting for not more than, or to reconvene the meeting within, five days.

第 182-1 條

股東會由董事會召集者，其主席依第二百零八條第三項規定辦理；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。

公司應訂定議事規則。股東會

Article 182- 1

For a shareholders' meeting convened by the board of directors, the chairman of the meeting shall be appointed in accordance with the provisions of Paragraph Three, Article 208 of this Act; where as for a shareholders' meeting convened by any other person having the convening right, he/she shall act as the chairman of that meeting provided, however, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.
A company shall establish the rules governing the proceedings of

開會時，主席違反議事規則，宣布散會者，得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。

meetings. During the session of a shareholders' meeting, if the chairman declares the adjournment of the meeting in a manner in violation of such rules governing the proceedings of meetings, a new chairman of the meeting may be elected by a resolution to be adopted by a majority of the voting rights represented by the shareholders attending the said meeting to continue the proceedings of the meeting.

第 183 條

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。

前項議事錄之製作及分發，得以電子方式為之。

公開發行股票之公司對於持有記名股票未滿一千股之股東，第一項議事錄之分發，得以公告方式為之。

議事錄應記載會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及其結果，在公司存續期間，應永久保存。

出席股東之簽名簿及代理出席之委託書，其保存期限至少為一年。但經股東依第一百八十九條提起訴訟者，應保存至訴訟終結為止。

代表公司之董事，違反第一項、第四項或前項規定者，處新臺幣一萬元以上五萬元以下罰鍰。

Article 183

Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the company within twenty (20) days after the close of the meeting.

The preparation and distribution of the minutes of shareholders' meeting as required in the preceding Paragraph may be effected by means of electronic transmission.

With regard to a company offering its shares to the public, the distribution of the minutes of shareholders' meeting as required in the preceding Paragraph to the registered stock shareholders whose shareholding is less than one thousand shares may be effected by means of a public notice.

The minutes of shareholders' meeting shall record the date and place of the meeting, the name of the chairman, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. The minutes shall be kept persistently throughout the life of the company.

The attendance list bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies shall be kept by the company for a minimum period of at least one year. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 hereof, the minutes of the shareholders' meeting involved shall be kept by the company until the legal proceedings of the foregoing lawsuit have been concluded.

The director authorized to represent the company who violates the provisions of Paragraph I, Paragraph IV or the preceding Paragraph of this Article shall be imposed with a fine of not less than NT$ 10,000 but not more than NT$ 50,000.

第 184 條

股東會得查核董事會造具之表冊、監察人之報告，並決議盈餘分派或虧損撥補。

執行前項查核時，股東會得選任檢查人。

對於前二項查核有妨礙、拒絕

Article 184

The shareholders' meeting may examine the statements and books prepared and submitted by the board of directors and the auditing reports submitted by the supervisors, and may decide, by resolution, the surplus earning distribution and deficit off-setting plan.

In order to conduct the examination set forth in the preceding Paragraph, the shareholders' meeting may select and appoint inspectors as required.

Any person who commits any act of impeding, refusing or evading

或規避之行為者，各處新臺幣二萬元以上十萬元以下罰鍰。

the examination set forth in the preceding two Paragraphs shall be imposed with a fine of not less than NT$ 20,000 but not more than NT$ 100.000.

第 185 條

公司為左列行為，應有代表已發行股份總數三分之二以上股東出席之股東會，以出席股東表決權過半數之同意行之：
一、締結、變更或終止關於出租全部營業，委託經營或與或他人經常共同經營之契約。
二、讓與全部或主要部分之營業或財產。
三、受讓他人全部營業或財產,對公司營運有重大影響者。
公開發行股票之公司，出席股東之股份總數不足前項定額者，得以有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意行之。
前二項出席股東股份總數及表決權數，章程有較高之規定者，從其規定。

第一項行為之要領，應記載於第一百七十二條所定之通知及公告。
第一項之議案，應由有三分之二以上董事出席之董事會，以出席董事過半數之決議提出之。

Article 185

A company shall not do any of the following acts without a resolution adopted by a majority of the shareholders present who represent two-thirds or more of the total number of its outstanding shares:
1.Enter into, amend, or terminate any contract for lease of the company's business in whole, or for entrusted business, or for regular joint operation with others;
2.Transfer the whole or any essential part of its business or assets; or
3.Accept the transfer of another's whole business or assets, which has great bearing on the business operation of the company.
For a company which has had its share certificates publicly issued, if the total number of shares represented by the shareholders present at shareholders' meeting is not sufficient to meet the criteria specified in the preceding paragraph, the resolution to be made thereto may be adopted by two-thirds or more of the attending shareholders who represent a majority of the total number of its outstanding shares.
Where stricter criteria for the total number of attending shareholders and for the number of votes required to adopt a resolution at a shareholders' meeting referred to in the preceding two paragraphs are specified in the Articles of Incorporation of the company, such stricter criteria shall govern.
Essential facts of the acts referred to in Paragraph 1 shall be stated in the notice or public announcement to be given under Article 172 hereof.
A proposal for doing any of the acts specified in Paragraph 1 shall be submitted by the Board of Directors by a resolution adopted by a majority vote at a meeting of the Board of Directors attended by over two-thirds of the directors.

第 186 條

股東於股東會為前條決議前，已以書面通知公司反對該項行為之意思表示，並於股東會已為反對者，得請求公司以當時公平價格，收買其所有之股份。但股東會為前條第一項第二款之決議，同時決議解散時，不在此限。

Article 186

A shareholder, who has served a notice in writing to the company expressing his intention to object to such an act prior to the adoption of a resolution at a shareholders' meeting in accordance with the provisions of the preceding article, and also has raised his objection at the shareholders' meeting, may request the company to buy back all of his shares at the then prevailing fair price, provided, however, that this shall not apply if, at the time of adopting a resolution under Item 2, Paragraph 1 of the preceding article, the shareholders' meeting also adopts a resolution for dissolution.

第 187 條

前條之請求，應自第一百八十五條決議日起二十日內，提出

Article 187

The request mentioned in the preceding article shall be brought forth in writing within twenty days after the adoption of resolution under

記載股份種類及數額之書面為之。

Article 185, stating therein the kinds and number of shares.

股東與公司間協議決定股份價格者，公司應自決議日起九十日內支付價款，自第一百八十五條決議日起六十日內未達協議者，股東應於此期間經過後三十日內，聲請法院為價格之裁定。

公司對法院裁定之價格，自第二項之期間屆滿日起，應支付法定利息，股份價款之支付，應與股票之交付同時為之，股份之移轉於價款支付時生效。

In case an agreement on the price of shares is reached between the shareholder and the company, the company shall pay for the shares within ninety days from the date on which the resolution was adopted. In case no agreement is reached within sixty days of the date on which the resolution was adopted in accordance with Article 185, the shareholder may, within thirty days from the date on which the sixty-day period expired, apply to court for a ruling on the price.

The company shall pay legal interest on the price ruled by the court from the date of expiration of the period referred to in Paragraph 2.

The payment of price shall be made at the same time against the delivery of share certificates, and the transfer of such shares shall be effective at the time when payment is made.

第 188 條

第一百八十六條股東之請求，於公司取銷第一百八十五條第一項所列之行為時，失其效力。

股東於前條第一項及第二項之期間內，不為同項之請求時亦同。

Article 188

The request of a shareholder as provided in Article 186 shall lose its effect at the time when the company calls off its act as specified in Article 185, paragraph 1.

The same shall apply where a shareholder fails to make request within the period prescribed in Paragraphs 1 and 2 of the preceding article.

第 189 條

股東會之召集程序或其決議方法，違反法令或章程時，股東得自決議之日起三十日內，訴請法院撤銷其決議。

Article 189

In case the procedure for convening a shareholders' meeting or the method of adopting resolutions thereat is in contrary to any law, ordinance or the company's Articles of Incorporation, a shareholder may, within 30 days from the date of adoption of the said resolution, enter a petition in the court for annulment of such resolution.

第 189-1 條

法院對於前條撤銷決議之訴，認為其違反之事實非屬重大且於決議無影響者，得駁回其請求。

Article 189- 1

Upon receipt of the petition for annulment of a resolution filed under the preceding Article, if the court considers that the fact of violation described in the said petition is insignificant and will do nothing to the prejudice of the resolution, the court may dismiss such petition.

第 190 條

決議事項已為登記者，經法院為撤銷決議之判決確定後，主管機關經法院之通知或利害關係人之申請時，應撤銷其登記。

Article 190

In case a resolution already registered is annulled by an irrevocable judgment of a court, the authority shall annul the registration upon notice by the court or application of an interested party.

第 191 條

股東會決議之內容，違反法令或章程者無效。

Article 191

In case the substance of a resolution adopted at a meeting of shareholders is contrary to law or ordinance or the company's Articles of Incorporation, the resolution shall be null and void.

第四節 董事及董事會 Section 4.Directors and Board of Directors

第 192 條 **Article 192**

公司董事會，設置董事不得少於三人，由股東會就有行為能力之人選任之。

The board of directors of a company shall have at least three directors who shall be elected by the shareholders' meeting from among the persons with disposing capacity.

公開發行股票之公司依前項選任之董事，其全體董事合計持股比例，證券管理機關另有規定者，從其規定。

For a company whose shares are issued to the public, if the percentage of shareholdings of all the directors selected in accordance with the preceding Paragraph is subject to the provisions separately prescribed by the competent authority in charge of securities affairs, such provisions shall prevail.

民法第八十五條之規定，對於前項行為能力不適用之。

The provisions set out in Article 85 of The Civil Code shall not apply to the disposing capacity set forth in Paragraph I of this Article.

公司與董事間之關係，除本法另有規定外，依民法關於委任之規定。

Unless otherwise provided for in this Act, the relations between the company and its directors shall be governed by the provisions of the Civil Code pertaining to the mandate.

第三十條之規定，對董事準用之。

The provisions set out in Article 30 hereof shall apply mutatis mutandis to the directors of a company.

第 192-1 條 **Article 192- 1**

公開發行股票之公司董事選舉，採候選人提名制度者，應載明於章程，股東應就董事候選人名單中選任之。

In case a candidates nomination system is adopted by a company offering its shares to the public for election of the directors of the company, the adoption of such system shall be expressly stipulated in the Articles of Incorporation of the company; and the shareholders shall elect the directors from among the nominees listed in the roster of director candidates.

公司應於股東會召開前之停止股票過戶日前，公告受理董事候選人提名之期間、董事應選名額、其受理處所及其他必要事項，受理期間不得少於十日。

The company shall, prior to the share transfer suspension date dedicated before the meeting date of a shareholders' meeting, announce in a public notice, the period for accepting the nomination of director candidates, the quota of directors to be elected, the place designated for accepting the roster of director candidates nominated, and other necessary matters. The length of the period for accepting the nomination of director candidates shall not be shorter than ten (10) days.

持有已發行股份總數百分之一以上股份之股東，得以書面向公司提出董事候選人名單，提名人數不得超過董事應選名額；董事會提名董事候選人之人數，亦同。

Any shareholder holding 1% or more of the total number of outstanding shares issued by the company may submit to the company in writing a roster of director candidates, provided that the total number of director candidates so nominated shall not exceed the quota of the directors to be elected. This restrictive condition shall also be applicable to the roster of director candidates nominated by the board of directors of the company.

前項提名股東應檢附被提名人姓名、學歷、經歷、當選後願任董事之承諾書、無第三十條規定情事之聲明書及其他相關證明文件；被提名人為法人股東或其代表人者，並應檢附該法人股東登記基本資料及持有

The roster of director candidates submitted by a shareholder as prescribed in the preceding Paragraph shall be annexed with the name, education background and past work experience of the director candidates, the letter of understanding issued by each director candidate to consent to act as director after he/she/it has been elected as such, a written statement issued by each director candidate assuring that he/she/it is not under any of the

之股份數額證明文件。

circumstances set forth in Article 30 of this Act, and other evidential documents executed and provided by each director candidate. If a director candidate is a juristic person shareholder or its representative, additional information and documents reflecting the basic registration information of the said juristic person shareholder and the document certifying the number of shares of the company in its possession.

董事會或其他召集權人召集股東會者，對董事被提名人應予審查，除有左列情事之一者外，應將其列入董事候選人名單：

The board of directors or other authorized conveners of shareholders' meetings shall examine and/or screen the data and information of each director candidate nominated; and shall, unless under any of the following circumstances, include all qualified director candidates in the final roster of director candidates accordingly:

一、提名股東於公告受理期間外提出。

1.Where the roster of director candidates is submitted by the nominating shareholder beyond the deadline fixed for accepting such candidates roster;

二、提名股東於公司依第一百六十五條第二項或第三項停止股票過戶時，持股未達百分之一。

2.Where the number of shares of the company being held by the nominating shareholder is less than 1% of the total number of outstanding shares of the company at the time when the share transfer registration is suspended by the company in accordance with the provisions set out in Paragraph II or Paragraph III, Article 165 of this Act;

三、提名人數超過董事應選名額。

3.Where the number of director candidates nominated exceeds the quota of the directors to be elected; or

四、未檢附第四項規定之相關證明文件。

4.Where the relevant evidential documents required in Paragraph IV of this Article are not submitted along with the roster of director candidates.

前項審查董事被提名人之作業過程應作成紀錄，其保存期限至少為一年。但經股東對董事選舉提起訴訟者，應保存至訴訟終結為止。

The processes of the operation for examining and/or screening the director candidates nominated shall be recorded in writing and such records shall be retained in the file for a period of at least one year, provided, however, that if any shareholder has instituted a lawsuit against the result of directors election, the foregoing records shall be retained in the file until the legal proceedings of the foregoing lawsuit have been concluded.

公司應於股東常會開會四十日前或股東臨時會開會二十五日前，將董事候選人名單及其學歷、經歷、持有股份數額與所代表之政府、法人名稱及其他相關資料公告，並將審查結果通知提名股東，對於提名人選未列入董事候選人名單者，並應敘明未列入之理由。

The company shall, no later than 40 days prior to the scheduled meeting date of a regular shareholders' meeting or no later than 25 days prior to the scheduled meeting date of a special shareholders' meeting, have the roster of director candidates and their education background and past work experience, the number of shares of the company held by them, the name(s) of the government agency or the juristic person shareholder represented by them, and other relevant and essential information published in a public notice; and shall inform the nominating shareholders of the examination /screening results. With regards to the director candidates not included in the list of qualified director candidates, if any, the cause thereof shall also be made known to the nominating shareholders of such disqualified director candidates.

公司負責人違反第二項或前二項規定者，處新臺幣一萬元以

The responsible person of a company who violates the provisions set out in Paragraph II or the preceding two Paragraphs of this

上五萬元以下罰鍰。

Article shall be imposed with a fine of not less than NT$10,000, but not more than NT$50,000.

第 193 條

董事會執行業務，應依照法令章程及股東會之決議。

董事會之決議，違反前項規定，致公司受損害時，參與決議之董事，對於公司負賠償之責；但經表示異議之董事，有紀錄或書面聲明可證者，免其責任。

Article 193

The Board of Directors, in conducting business, shall act in accordance with laws and ordinances, the Articles of Incorporation, and the resolutions adopted at the meetings of shareholders.

Where any resolution adopted by the Board of Directors contravenes the preceding Paragraph, thereby causing loss or damage to the company, all directors taking part in the adoption of such resolution shall be liable to compensate the company for such loss or damage; however, those directors whose disagreement appears on record or is expressed in writing shall be exempted from liability.

第 194 條

董事會決議，為違反法令或章程之行為時，繼續一年以上持有股份之股東，得請求董事會停止其行為。

Article 194

In case the board of directors decide, by resolution, to commit any act in violation of any law, ordinance or the company's Articles of Incorporation, any shareholder who has continuously held the shares of the company for a period of one year or longer may request the board of directors to discontinue such act.

第 195 條

董事任期不得逾三年。但得連選連任。

董事任期屆滿而不及改選時，延長其執行職務至改選董事就任時為止。但主管機關得依職權限期令公司改選；屆期仍不改選者，自限期屆滿時，當然解任。

Article 195

The term of office of a director shall not exceed three years; but he/she may be eligible for re-election.

In case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office. However, the competent authority may, ex officio, order the company to elect new directors within a given time limit; and if no re-election is effected after expiry of the given time limit, the out-going directors shall be discharged ipso facto from such expiration date.

第 196 條

董事之報酬，未經章程訂明者，應由股東會議定，不得事後追認。

第二十九條第二項之規定，對董事準用之。

Article 196

The remuneration of directors, if not prescribed in the Articles of Incorporation, shall be determined by a meeting of shareholders and cannot be ratified by a meeting of shareholders.

The provision set forth in Article 29, Paragraph 2 hereof shall apply mutatis mutandis to the directors of a company.

第 197 條

董事經選任後，應向主管機關申報，其選任當時所持有之公司股份數額；公開發行股票之公司董事在任期中轉讓超過選任當時所持有之公司股份數額二分之一時，其董事當然解任。

Article 197

Each director shall, after having been elected, declare to the competent authority the number and amount of the shares of the company being held by him/her at the time when he/she is elected. In case a director of a company whose shares are issued to the public that has transferred, during the term of office as a director, more than one half of the company's shares being held by him/her at the time he/she is elected, he/she shall, ipso facto, be discharged

from the office of director.

董事在任期中其股份有增減時，應向主管機關申報並公告之。

If the number of company's shares held by a director is increased or reduced during his/her term of office as a director, he/she shall declare such change to the competent authority and shall place a public notice of such fact.

董事任期未屆滿提前改選者，當選之董事，於就任前轉讓超過選任當時所持有之公司股份數額二分之一時，或於股東會召開前之停止股票過戶期間內，轉讓持股超過二分之一時，其當選失其效力。

After re-election of directors effected prior to the expiration date of the term of office of existing directors, if any new director elect has, before his/her inauguration of the office of director, assigned more than one half of the total number of shares of the company he/she holds at the time of his/her election as such; or had transferred more than one half of the total number of shares he/she held within the share transfer prohibition period fixed prior to the convention of a shareholders' meeting, then his/her election as a director shall become invalid.

第 197-1 條

董事之股份設定或解除質權者，應即通知公司，公司應於質權設定或解除後十五日內，將其質權變動情形，向主管機關申報並公告之。但公開發行股票之公司，證券管理機關另有規定者，不在此限。

Article 197- 1

Upon creation or cancellation of a pledge on the company's shares held by a shareholder, a notice of such action shall be given to the company, and the company shall, in turn and within 15 days after such pledge creation/ cancellation date, have the change of pledge over such shares reported to the competent authority and declared in a public notice; unless otherwise provided for in any rules or regulations separately prescribed by the authority in charge of securities affairs.

第 198 條

股東會選任董事時，除公司章程另有規定外，每一股份有與應選出董事人數相同之選舉權，得集中選舉一人，或分配選舉數人，由所得選票代表選舉權較多者，當選為董事。

Article 198

Subject to the provisions otherwise provided for in the Articles of Incorporation, in the process of electing directors at a shareholders' meeting, the number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a director elect.

第一百七十八條之規定，對於前項選舉權，不適用之。

The provision of Article 178 hereof shall not apply to the voting power referred to in the preceding Paragraph.

第 199 條

董事得由股東會之決議，隨時解任；如於任期中無正當理由將其解任時，董事得向公司請求賠償因此所受之損害。

Article 199

A director may be discharged at any time by a resolution adopted at a shareholders' meeting provided, however, that if a director is discharged during the term of his/her office as a director without good cause shown, the said director may make a claim against the company for any and all damages sustained by him/her as a result of such discharge.

股東會為前項解任之決議，應有代表已發行股份總數三分之二以上股東之出席，以出席股東表決權過半數之同意行之。公開發行股票之公司，出席股

A resolution required for discharging a director under the preceding Paragraph may be adopted only by a majority of the shareholders present who represent two-thirds or more of the total number of its outstanding shares by the company.

For a company whose shares are issued to the public, if the total

東之股份總數不足前項定額者，得以有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意行之。

number of shares represented by the shareholders present at a shareholders' meeting is less than the quorum set forth in the preceding Paragraph, the resolution required for discharging a director may be adopted by two-thirds (2/3) of the total votes of the shareholders present at the shareholders' meeting attended by the shareholders representing a majority of the total number of outstanding shares issued by the company.

前二項出席股東股份總數及表決權數，章程有較高之規定者，從其規定。

Where higher requirements of the quorum of a shareholders' meeting and the number of votes are specified in the Articles of Incorporation of a company, such higher requirements shall prevail.

第 199-1 條

股東會於董事任期未屆滿前，經決議改選全體董事者，如未決議董事於任期屆滿始為解任，視為提前解任。

Article 199- 1

Where re-election of all directors is effected, by a resolution adopted by a shareholders' meeting, prior to the expiration of the term of office of existing directors, and in the absence of a resolution that existing directors will not be discharged until the expiry of their present term of office, all existing directors shall be deemed discharged in advance.

第 200 條

董事執行業務，有重大損害公司之行為或違反法令或章程之重大事項，股東會未為決議將其解任時，得由持有已發行股份總數百分之三以上股份之股東，於股東會後三十日內，訴請法院裁判之。

Article 200

In case a director has, in the course of performing his/her duties, committed any act resulting in material damages to the company or in serious violation of applicable laws and/or regulations, but not discharged by a resolution of the shareholders' meeting, the shareholder(s) holding 3% or more of the total number of outstanding shares of the company may, within 30 days after that shareholders' meeting, institute a lawsuit in the court for a judgment in respect of such matter.

第 201 條

董事缺額達三分之一時，董事會應於三十日內召開股東臨時會補選之。但公開發行股票之公司，董事會應於六十日內召開股東臨時會補選之。

Article 201

When the number of vacancies in the board of directors of a company equals to one third of the total number of directors, the board of directors shall call, within 30 days, a special meeting of shareholders to elect succeeding directors to fill the vacancies. However, in the case of a company whose shares are issued to the public, the special meeting of shareholders for electing succeeding directors shall be convened by the board of directors within 60 days.

第 202 條

公司業務之執行，除本法或章程規定應由股東會決議之事項外，均應由董事會決議行之。

Article 202

Business operations of a company shall be executed pursuant to the resolutions to be adopted by the board of directors, except for the matters the execution of which shall be effected pursuant the resolutions of the shareholders' meeting as required by this Act or the Articles of Incorporation of the company.

第 203 條

董事會由董事長召集之。但每屆第一次董事會，由所得選票代表選舉權最多之董事召集

Article 203

Meetings of the board of directors shall be convened by the chairman of the board of directors, except for the first meeting of each term of the board of directors which shall be convened by the

之。

director who received a ballot representing the largest number of votes at the election of directors.

每屆第一次董事會應於改選後十五日內召開之。但董事係於上屆董事任滿前改選，並決議自任期屆滿時解任者，應於上屆董事任滿後十五日內召開之。

The first meeting of each term of the board of directors shall be convened within 15 days after the re-election. However, in case the re-election of directors was conducted prior to the expiration of the term of office of the directors of the preceding term, and a resolution was adopted not to discharge the directors of the preceding term until the expiration of the term of their offices as directors, the first meeting of the newly elected directors shall be convened within 15 days after expiration of the term of office of the directors of the preceding term.

董事係於上屆董事任期屆滿前改選，並經決議自任期屆滿時解任者，其董事長、副董事長、常務董事之改選得於任期屆滿前為之，不受前項之限制。

Where directors are elected prior to the expiration of the term of office of the directors of the preceding term, and a resolution is adopted not to discharge the directors of the preceding term until the expiration of the term of office of the preceding term, the chairman, the vice chairman and the managing directors of the newly elected board of directors may be carried out prior to the expiration of the term of office of the directors of the preceding term, free from the binding of the provisions of the preceding Paragraph.

第一次董事會之召集，出席之董事未達選舉常務董事或董事長之最低出席人數時，原召集人應於十五日內繼續召集，並得適用第二百零六條之決議方法選舉之。

Where the number of directors attending the first meeting of the newly elected board of directors is less than the minimum quorum of the meeting of the board of directors convened for election of the chairman and the managing directors of the board of directors, then the original convener shall resume the meeting within 15 days to conduct the election, and may apply the resolution adopting method set forth in Article 206 of this Act.

得選票代表選舉權最多之董事，未在第二項或前項限期內召集董事會時，得由五分之一以上當選之董事報經主管機關許可，自行召集之。

In case the director elect receiving the a ballot representing the largest number of votes fails to convene the meeting of the board of directors within the time limit set out in Paragraph II or the preceding Paragraph of this Article, then one-fifth (1/5) or more of the directors elect may convene the meeting on their own, with a prior permission of the competent authority.

第 204 條

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

Article 204

In calling a meeting of the board of directors, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each director and supervisor no later than 7 days prior to the scheduled meeting date. However, in the case of emergency, the meeting may be convened at any time.

第 205 條

董事會開會時，董事應親自出席。但公司章程訂定得由其他董事代理者，不在此限。

董事會開會時，如以視訊會議為之，其董事以視訊參與會議者，視為親自出席。

Article 205

Each director shall attend the meeting of the board of directors in person, unless as otherwise provided for in the Articles of Incorporation that a director may be represented by another director.

In case a meeting of the board of directors is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

董事委託其他董事代理出席董

In case a director appoints another director to attend a meeting of

事會時，應於每次出具委託書，並列舉召集事由之授權範圍。

the board of directors in his/her behalf, he/she shall, in each time, issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting.

前項代理人，以受一人之委託為限。

A director may accept the appointment to act as the proxy referred to in the preceding Paragraph of one other director only.

董事居住國外者，得以書面委託居住國內之其他股東，經常代理出席董事會。

A director residing in a foreign country may appoint in writing a shareholder residing in the national territory as his/her proxy to attend the meetings of the board of directors on a regular basis.

前項代理，應向主管機關申請登記，變更時，亦同。

Appointment of the proxy in accordance with the provisions of the preceding Paragraph shall be registered with the competent authority; and this requirement shall also apply to the change of the proxy.

第 206 條

Article 206

董事會之決議，除本法另有規定外，應有過半數董事之出席，出席董事過半數之同意行之。

Unless otherwise provided for in this Act, resolutions of the Board of Directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors.

第一百七十八條、第一百八十條第二項之規定，於前項之決議準用之。

The provisions of Article 178 and Article 180, paragraph 2 shall apply mutatis mutandis to the aforesaid resolutions.

第 207 條

Article 207

董事會之議事,應作成議事錄。

Minutes shall be taken of the proceedings of the meeting of the board of directors.

前項議事錄準用第一百八十三條之規定。

The provisions of Article 183 shall apply mutatis mutandis to the aforesaid minutes.

第 208 條

Article 208

董事會未設常務董事者，應由三分之二以上董事之出席，及出席董事過半數之同意，互選一人為董事長，並得依章程規定，以同一方式互選一人為副董事長。

In case a company has no managing directors, the board of directors shall elect a chairman of the board directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors, and may also elect in the same manner a vice chairman of the board in accordance with the provisions of the Articles of Incorporation.

董事會設有常務董事者，其常務董事依前項選舉方式互選之，名額至少三人，最多不得超過董事人數三分之一。董事長或副董事長由常務董事依前項選舉方式互選之。

In case a company has managing directors, the managing directors shall be elected from among the directors in accordance with the manner set forth in the preceding Paragraph provided that the number of managing directors shall not be less than three persons but not more than one-third of the total number of directors. The chairman or the vice chairman of the board shall be elected from the managing directors in accordance with the same manner set forth in the preceding Paragraph.

董事長對內為股東會、董事會及常務董事會主席，對外代表公司。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，

The chairman of the board of directors shall internally preside the shareholders' meeting, the meeting of the board of directors, and the meeting of the managing directors; and shall externally represent the company. In case the chairman of the board of directors is on leave or absent or can not exercise his power and authority for any cause, the vice chairman shall act on his behalf. In case there is no vice

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。

chairman, or the vice chairman is also on leave or absent or unable to exercise his power and authority for any cause, the chairman of the board of directors shall designate one of the managing directors, or where there is no managing directors, one of the directors to act on his behalf. In the absence of such a designation, the managing directors or the directors shall elect from among themselves an acting chairman of the board of directors.

常務董事於董事會休會時，依法令、章程、股東會決議及董事會決議，以集會方式經常執行董事會職權，由董事長隨時召集，以半數以上常務董事之出席，及出席過半數之決議行之。

During the recess of the board of directors, the managing directors shall regularly exercise the power and authority of the board of directors in accordance with the provisions of laws and regulations and the Articles of Incorporations of the company, and the resolutions adopted by the shareholders' meetings and the meetings of the board of directors by conferences to be called from time to time by the chairman of the board of directors; with the resolutions to be adopted by a majority of managing directors present at such conferences attended by a majority of managing directors.

第五十七條及第五十八條對於代表公司之董事準用之。

The provisions set out in Article 57 and Article 58 hereof shall apply mutatis mutandis to directors representing the company.

第 208-1 條

董事會不為或不能行使職權，致公司有受損害之虞時，法院因利害關係人或檢察官之聲請，得選任一人以上之臨時管理人，代行董事長及董事會之職權。但不得為不利於公司之行為。

前項臨時管理人，法院應囑託主管機關為之登記。

臨時管理人解任時，法院應囑託主管機關註銷登記。

Article 208- 1

In case the board of directors fails or is unable to exercise its power and authority to the extent which is likely to cause damage to the company, the court may, at the petition of interested party or parties or a public prosecutor, appoint one or more temporary manager to exercise the power and authority of the chairman of the board of directors and the board of directors instead provided, however, that he/she shall not commit any act unfavorable to the company.

Upon appointment of the temporary manager under the preceding Paragraph, the court shall request the competent authority to make appropriate registration of such appointment.

Upon discharge of the temporary manager appointed hereunder, the court shall request the competent authority to cancel the registration of his appointment.

第 209 條

董事為自己或他人為屬於公司營業範圍內之行為，應對股東會說明其行為之重要內容並取得其許可。

股東會為前項許可之決議，應有代表已發行股份總數三分之二以上股東之出席，以出席股東表決權過半數之同意行之。

公開發行股票之公司，出席股東之股份總數不足前項定額者，得以有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意行之。

Article 209

A director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.

The aforesaid approval shall be given upon a resolution adopted by a majority of the shareholders present who represent two-thirds or more of the total number of its outstanding shares.

For a company whose share certificates have been publicly issued, if the total number of shares represented by shareholders present at a shareholders' meeting is not sufficient to meet the criteria specified in the preceding paragraph, the resolution may be adopted by a large majority of two thirds of the voting powers of the shareholders present at a shareholders' meeting who present a majority of the

total number of issued shares.

前二項出席股東股份總數及表決權數，章程有較高之規定者，從其規定。

Where stricter criteria for the total number of shares represented by the attending shareholders and the required number of votes at the shareholders' meeting set forth in the preceding two paragraphs are specified in the Articles of Incorporation, such stricter criteria shall govern.

董事違反第一項之規定，為自己或他人為該行為時，股東會得以決議，將該行為之所得視為公司之所得。但自所得產生後逾一年者，不在此限。

In case a director does anything for himself or on behalf of another person in violation of the provisions of Paragraph 1, the meeting of shareholders may, by a resolution, consider the earnings in such an act as earnings of the company unless one year has lapsed since the realization of such earnings.

第 210 條

Article 210

除證券主管機關另有規定外，董事會應將章程及歷屆股東會議事錄、財務報表備置於本公司，並將股東名簿及公司債存根簿備置於本公司或股務代理機構。

Subject to the provisions otherwise provided for by the authority in charge of securities affairs, the board of directors shall keep at the head office of the company copies of the Articles of Incorporation, the minutes of every meeting of the shareholders and the financial statements, and shall keep at the head office of the company or the business office of its securities agent the shareholders roster and the counterfoil of corporate bonds issued by the company.

前項章程及簿冊，股東及公司之債權人得檢具利害關係證明文件，指定範圍，隨時請求查閱或抄錄。

Any shareholder and any creditor of a company may request at any time, by submitting evidentiary document(s) to show his/her interests involved and indicating the scope of interested matters, an access to inspect and to make copies of the Articles of Incorporation and accounting books and records.

代表公司之董事，違反第一項規定，不備置章程、簿冊，或違反前項規定無正當理由而拒絕查閱或抄錄者，處新臺幣一萬元以上五萬元以下罰鍰。

The director(s) authorized to represent the company who has(have) violated the provisions set out in Paragraph I hereinabove by not making the financial statements and the Articles of Incorporation available at the office of the company, or has(have) violated the provisions of the preceding Paragraph by refusing the examination or copying of relevant information without good cause shown shall be imposed with a fine not less than NT$ 10,000 but not more than NT$ 50,000.

第 211 條

Article 211

公司虧損達實收資本額二分之一時，董事會應即召集股東會報告。

In case the loss incurred by a company aggregates to one half of its paid-in capital, the board of directors shall convene and make a report to a meeting of shareholders.

公司資產顯有不足抵償其所負債務時，除得依第二百八十二條辦理者外，董事會應即聲請宣告破產。

Subject to the provisions set out in Article 282 of this Act, in case the assets of a company is insufficient to set off its liabilities, the board of directors shall apply to the court for pronouncement of its bankruptcy.

代表公司之董事，違反前二項規定者，處新臺幣二萬元以上十萬元以下罰鍰。

The director(s) authorized to represent the company who has (have) violated the provisions of the preceding two Paragraphs shall be imposed with a fine of not less than NT$ 20,000 but not more than NT$ 100,000.

第 212 條

Article 212

股東會決議對於董事提起訴訟

In case the shareholders' meeting of a company resolves to institute

時，公司應自決議之日起三十日內提起之。

an action against a director, the company shall, within 30 days from the date of such resolution, institute the action.

第 213 條

公司與董事間訴訟，除法律另有規定外，由監察人代表公司，股東會亦得另選代表公司為訴訟之人。

Article 213

In case of a lawsuit between the company and a director, the supervisor shall act on behalf of the company, unless otherwise provided by law; and the meeting of shareholders may also appoint some other person to act on behalf of the company in a lawsuit.

第 214 條

繼續一年以上，持有已發行股份總數百分之三以上之股東，得以書面請求監察人為公司對董事提起訴訟。

監察人自有前項之請求日起，三十日內不提起訴訟時，前項之股東，得為公司提起訴訟；股東提起訴訟時，法院因被告之申請，得命起訴之股東，提供相當之擔保；如因敗訴，致公司受有損害，起訴之股東，對於公司負賠償之責。

Article 214

Shareholder(s) who has/have been continuously holding 3% or more of the total number of the outstanding shares of the company over one year may request in writing the supervisors of the company to institute, for the company, an action against a director of the company.

In case the supervisors fails to institute an action within 30 days after having received the request made under the preceding Paragraph, then the shareholders filing such request under the preceding Paragraph may institute the action for the company; and under such circumstance, the court may, at the petition of the defendant, order the suing shareholders to furnish an appropriate security. In case the suing shareholders become the loser in that lawsuit and thus causing any damage to the company, the suing shareholders shall be liable for indemnifying the company for such damage.

第 215 條

提起前條第二項訴訟所依據之事實，顯屬虛構，經終局判決確定時，提起此項訴訟之股東，對於被訴之董事，因此訴訟所受之損害，負賠償責任。

提起前條第二項訴訟所依據之事實，顯屬實在，經終局判決確定時，被訴之董事，對於起訴之股東，因此訴訟所受之損害，負賠償責任。

Article 215

Where a lawsuit instituted under paragraph 2 of the preceding article is found by a final judgment to be based on facts apparently untrue, the shareholders who instituted the action shall be liable to compensate the defendant director for loss or damage resulting from such an action.

Where a lawsuit instituted under paragraph 2 of the preceding article is found by a final judgment to be based on facts apparently true, the defendant director shall be liable to compensate the shareholders who instituted the action for loss or damage resulting from such an action.

第五節 監察人

Section 5.Supervisors

第 216 條

公司監察人，由股東會選任之，監察人中至少須有一人在國內有住所。

公開發行股票之公司依前項選任之監察人須有二人以上，其全體監察人合計持股比例，證券管理機關另有規定者，從其

Article 216

Supervisors of a company shall be elected by the meeting of shareholders, among them at least one supervisor shall have a domicile within the territory of the Republic of China.

For a company whose shares are issued to the public, there must be two or more supervisors to be elected in accordance with the provision of the preceding Paragraph, and the total shareholdings of all supervisors shall meet the requirement as separately specified by

規定。
公司與監察人間之關係，從民法關於委任之規定。

the authority in charge of securities affairs, if any.
The relation between the company and its supervisors shall be subject to the provisions governing the mandate as stipulated in the Civil Code.

第三十條之規定及第一百九十二條第一項、第三項關於行為能力之規定,對監察人準用之。

The provisions set out in Article 30, and Paragraph I and Paragraph III regarding the disposing capacity, Article 192 of this Act shall apply mutatis mutandis to the supervisors.

第 216-1 條

公開發行股票之公司監察人選舉，依章程規定採候選人提名制度者，準用第一百九十二條之一規定。

Article 216- 1

Where the candidates nomination system is adopted by a company which has issued shares to the public in its Articles of Incorporation for election of supervisors, the provisions set out in Article 192-1 of this Act shall apply mutatis mutandis.

第 217 條

監察人任期不得逾三年。但得連選連任。
監察人任期屆滿而不及改選時，延長其執行職務至改選監察人就任時為止。但主管機關得依職權，限期令公司改選；屆期仍不改選者，自限期屆滿時，當然解任。

Article 217

The term of office of a supervisor shall not exceed three years, but he may be eligible for re-election.
In case election of new supervisors can not be effected in time after expiration of the term of office of existing supervisors, the existing supervisor shall continue to perform their duties until the new supervisors elect has assumed their office as supervisors. However, the competent authority may order, ex officio, the company to conduct the re-election of supervisors within a given time limit. If election of new supervisors is still not effected, the existing supervisors shall be discharged, ipso facto, upon expiry of the time limit hereinabove fixed by the competent authority.

第 217-1 條

監察人全體均解任時，董事會應於三十日內召開股東臨時會選任之。但公開發行股票之公司，董事會應於六十日內召開股東臨時會選任之。

Article 217- 1

In case all supervisors of a company are discharged, the board of directors shall, within 30 days, convene a special meeting of shareholders to elect new supervisors. However, for a company whose shares are issued to the public, the special meeting of shareholders for election of supervisors shall be convened by the board of directors within 60 day.

第 218 條

監察人應監督公司業務之執行，並得隨時調查公司業務及財務狀況，查核簿冊文件，並得請求董事會或經理人提出報告。
監察人辦理前項事務，得代表公司委託律師、會計師審核之。
違反第一項規定，妨礙、拒絕或規避監察人檢查行為者，各處新臺幣二萬元以上十萬元以下罰鍰。

Article 218

Supervisors shall supervise the execution of business operations of the company, and may at any time or from time to time investigate the business and financial conditions of the company, examine the accounting books and documents, and request the board of directors or managerial personnel to make reports thereon.
In performing their functional duties under the preceding Paragraph, the supervisors may appoint, on behalf of the company, a practicing lawyer and a certified public accountant to conduct the examination.
Any person who violated Paragraph I by hindering, refusing or evading the examination to be conducted by supervisors shall be imposed with a fine of not less than NT$ 20,000 but not more than NT$ 100,000.

第 218-1 條
董事發現公司有受重大損害之虞時，應立即向監察人報告。

Article 218- 1
When a director discovers the possibility that the company will suffer substantial damage, he shall report to the supervisor immediately.

第 218-2 條
監察人得列席董事會陳述意見。
董事會或董事執行業務有違反法令、章程或股東會決議之行為者，監察人應即通知董事會或董事停止其行為。

Article 218- 2
Supervisors of a company may attend the meeting of the board of directors to their opinions.
In case the board of directors or any director commits any act, in carrying out the business operations of the company, in a manner in violation of the laws, regulations, the Articles of Incorporation or the resolutions of the shareholders' meeting, the supervisors shall forthwith advise, by a notice, to the board of directors or the director, as the case may be, to cease such act.

第 219 條
監察人對於董事會編造提出股東會之各種表冊，應予查核，並報告意見於股東會。

監察人辦理前項事務，得委託會計師審核之。

監察人違反第一項規定而為虛偽之報告者，各科新臺幣六萬元以下罰金。

Article 219
Supervisors shall audit the various statements and records prepared for submission to the shareholders' meeting by the board of directors, and shall make a report of their findings and opinions at the meeting of shareholders.
In performing their functional duties under the preceding Paragraph, the supervisors may appoint a certified public accountant to conduct the auditing in their behalf.
Supervisors who violated the preceding Paragraph by making false report shall each be imposed with a fine in an amount not more than NT$ 60,000.

第 220 條
監察人除董事會不為召集或不能召集股東會外，得為公司利益，於必要時，召集股東會。

Article 220
Subject to the condition that the board of directors does not or is unable to convene a meeting of shareholders, the supervisors may, for the benefit of the company, call a meeting of shareholders when it is deemed necessary.

第 221 條
監察人各得單獨行使監察權。

Article 221
Supervisor may each exercise the supervision power individually.

第 222 條
監察人不得兼任公司董事、經理人或其他職員。

Article 222
A supervisor shall not be concurrently a director, a managerial officer or other staff/employee of the company.

第 223 條
董事為自己或他人與公司為買賣、借貸或其他法律行為時，由監察人為公司之代表。

Article 223
In case a director of a company transacts a sales with, or borrows money from or conducts any legal act with the company on his own account or for any other person, the supervisor shall act as the representative of the company.

第 224 條
監察人執行職務違反法令、章程或怠忽職務，致公司受有損

Article 224
In case a supervisor has, in performing his functional duties, violated the provisions of any law, regulations, or the Articles of

害者，對公司負賠償責任。

Incorporation of the company, or was negligent of his duties and thus causing any damage to the company, he shall be liable for indemnifying the company for such damage.

第 225 條

股東會決議，對於監察人提起訴訟時，公司應自決議之日起三十日內提起之。

前項起訴之代表，股東會得於董事外另行選任。

Article 225

When a meeting of shareholders resolves to institute an action against a supervisor, the company shall institute such action within 30 days from the date of adoption of such resolution.

The person who represents the company in the action instituted under the preceding Paragraph may be appointed by the shareholders' meeting from the persons other than the directors of the company.

第 226 條

監察人對公司或第三人負損害賠償責任，而董事亦負其責任時，該監察人及董事為連帶債務人。

Article 226

In case supervisor is liable to compensate the company or a third party and a director is also liable, such supervisor and director shall be joint debtors.

第 227 條

第一百九十六條至第二百條、第二百零八條之一、第二百十四條及第二百十五條之規定，於監察人準用之。但第二百十四條對監察人之請求，應向董事會為之。

Article 227

The provisions set out in Article 196 to 200, Article 208-1, Article 214 and Article 215 hereof shall apply mutatis mutandis, to the supervisors provided, however, that the request to be submitted to supervisors under Article 214 hereof shall be submitted to the board of director.

第六節 會計

Section 6.Accounting

第 228 條

每會計年度終了，董事會應編造左列表冊，於股東常會開會三十日前交監察人查核：

一、營業報告書。
二、財務報表。
三、盈餘分派或虧損撥補之議案。

前項表冊，應依中央主管機關規定之規章編造。

第一項表冊，監察人得請求董事會提前交付查核。

Article 228

At the close of each fiscal year, the board of directors shall prepare the following statements and records and shall forward the same to supervisors for their auditing not later than the 30th day prior to the meeting date of a general meeting of shareholders:

1.the business report;
2.the financial statements; and
3.the surplus earning distribution or loss off-setting proposals.

The financial statements and records as required in the preceding Paragraph shall be prepared in accordance with the rules prescribed by the central competent authority.

Supervisors may request the board of directors to provide in advance the financial statements and records for auditing as required in Paragraph I hereinabove.

第 229 條

董事會所造具之各項表冊與監察人之報告書，應於股東常會開會十日前，備置於本公司，

Article 229

The statements and records of accounts prepared by the Board of Directors and the report made by the supervisors shall be made available at the head office for inspection at any time by the

股東得隨時查閱，並得偕同其所委託之律師或會計師查閱。

shareholders, ten days prior to the regular meeting of shareholders. The shareholders may bring their lawyers or certified public accountants for such an inspection.

第 230 條

董事會應將其所造具之各項表冊，提出於股東常會請求承認，經股東常會承認後，董事會應將財務報表及盈餘分派或虧損撥補之決議，分發各股東。

公開發行股票之公司對於持有記名股票未滿一千股之股東，前項財務報表及盈餘分派或虧損撥補決議之分發各股東，得以公告方式為之。

第一項表冊及決議，公司債權人得要求給予或抄錄。

代表公司之董事，違反第一項規定不為分發者，處新臺幣一萬元以上五萬元以下罰鍰。

Article 230

The board of directors shall submit the various financial statements and records prepared by it to the general meeting of shareholders for its ratification; and after the ratification thereof by the general meeting of shareholders, shall distribute to each shareholder the copies of ratified financial statements and the resolutions on the surplus earning distribution and/or loss offsetting.

For a company whose shares are issued to the public, the distribution of the ratified financial statements and the resolutions on the surplus earning distribution and/or the loss offsetting to its shareholders holding the registered share certificates in a number less than 1,000 shares may be effected by way of a public notice.

Any creditor of the company may request the company to provide him the financial statements and records and the resolutions set forth in Paragraph I hereinabove or to allow him to make copies thereof.

The director authorized to represent the company who has violated the provisions of Paragraph I of this Article by failing to distribute the financial statement and records and the resolutions shall be imposed with a fine of not less than NT$ 10,000 but not more than NT$ 50,000.

第 231 條

各項表冊經股東會決議承認後，視為公司已解除董事及監察人之責任。但董事或監察人有不法行為者，不在此限。

Article 231

Only after all the statements and records of accounts have been approved by the meeting of shareholders shall directors and supervisors be deemed to have been discharged from their liabilities, except in the event of any unlawful conduct on the part of directors or supervisors.

第 232 條

公司非彌補虧損及依本法規定提出法定盈餘公積後，不得分派股息及紅利。

公司無盈餘時，不得分派股息及紅利。但法定盈餘公積已超過實收資本額百分之五十時，得以其超過部分派充股息及紅利。

公司負責人違反第一項或前項規定分派股息及紅利時，各處一年以下有期徒刑、拘役或科或併科新臺幣六萬元以下罰金。

Article 232

A company shall not pay dividends or bonuses, unless its losses shall have been covered and a legal reserve shall have been set aside in accordance with the provisions of this Act.

A company shall not pay dividends or bonuses, if there is no surplus earnings provided, however, that the aggregate of its legal reserve exceeds fifty per cent (50%) of its paid-in capital.

The responsible person(s) of a company who violates the provisions of the preceding two Paragraphs by making distribution of dividends and bonuses shall (each) be punished with imprisonment of not more than one year, detention, and a fine in lieu thereof or in addition thereto in an amount of not more than NT$ 60,000.

第 233 條

公司違反前條規定分派股息及

Article 233

If a company pays dividends and bonuses in violation of the

紅利時，公司之債權人，得請求退還，並得請求賠償因此所受之損害。

provisions of the preceding article, creditors of the company may request rescission and may also claim for compensation for loss or damage resulted there-from.

第 234 條

公司依其業務之性質，自設立登記後，如需二年以上之準備，始能開始營業者，經主管機關之許可，得依章程之規定，於開始營業前分派股息。
前項分派股息之金額，應以預付股息列入資產負債表之股東權益項下，公司開始營業後，每屆分派股息及紅利超過實收資本額百分之六時，應以其超過之金額扣抵沖銷之。

Article 234

A company which according to he nature of its business requires more than two years of preparation from the date of its incorporation before it can commence business, may, with the approval of the competent authority, make distribution of dividends in accordance with the provisions of its Articles of Incorporation.
The amount of the aforesaid dividends for distribution may be included as pre-paid dividends under the account of shareholder's equity to be shown in the balance sheet of the company. After commencing its business operation, whenever the total amount of dividends and bonuses to be distributed each time exceeds six per cent (6%) of its paid-in capital, then the amount of such excessive distribution shall be offset against the aforesaid pre-paid dividends.

第 235 條

股息及紅利之分派，除章程另有規定外，以各股東持有股份之比例為準。

章程應訂明員工分配紅利之成數。但經目的事業中央主管機關專案核定者，不在此限。

公營事業除經該公營事業之主管機關專案核定，並於章程訂明員工分配紅利之成數外，不適用前項本文之規定。

章程得訂明員工分配股票紅利之對象，包括符合一定條件之從屬公司員工。

Article 235

Unless otherwise provided for in the Articles of Incorporation, distribution of the dividends and bonuses shall be effected in proportion to the number of shares held by each shareholder accordingly.
The percentage of surplus profit distributable as employees' bonus shall be definitely specified in the Articles of Incorporation, unless otherwise approved specifically by the central authority in charge of the end-enterprise concerned.
The provisions set out in the preceding Paragraph shall not be applicable to the government operated enterprises, except in the case where special approval has been granted by the authority in charge of the government operated enterprise concerned, and the percentage of surplus profit distributable as employees' bonus has been specifically fixed in the Articles of Incorporation.
Qualification requirements of employees, including the employees of subsidiaries of the company meeting certain specific requirements, entitled to receive share bonus may be specified in the Articles of Incorporation.

第 236 條

(刪除)

Article 236

(Deleted)

第 237 條

公司於完納一切稅捐後，分派盈餘時，應先提出百分之十為法定盈餘公積。但法定盈餘公積，已達資本總額時，不在此限。
除前項法定盈餘公積外，公司得以章程訂定或股東會議決，

Article 237

A company, when allocating its surplus profits after having paid all taxes and dues, shall first set aside ten percent of said profits as legal reserve.

Where such legal reserve amounts to the total authorized capital, this provision shall not apply. Aside from the aforesaid legal reserve, the company may, under its Articles of Incorporation or by

另提特別盈餘公積。
公司負責人違反第一項規定，不提法定盈餘公積時，各科新臺幣六萬元以下罰金。

resolution of the meeting of shareholders, set aside another sum as special reserve. Responsible persons of the company who fail to set aside legal reserve, in violation of the provisions of Paragraph 1, shall be severally subject to a fine not exceeding NT$60,000.

第 238 條
(刪除)

Article 238
(Deleted)

第 239 條
法定盈餘公積及資本公積，除填補公司虧損外，不得使用之。但第二百四十一條規定之情形，或法律另有規定者，不在此限。
公司非於盈餘公積填補資本虧損，仍有不足時，不得以資本公積補充之。

Article 239
The legal reserve and the capital reserve shall not be used except for making good the deficit (or loss) of the company; however, this clause shall not apply to the case set forth in Article 241 hereof or as otherwise provided for in the law.

A company shall not use the capital reserve to make good its capital loss, unless the surplus reserve is insufficient to make good such loss.

第 240 條
公司得由有代表已發行股份總數三分之二以上股東出席之股東會，以出席股東表決權過半數之決議，將應分派股息及紅利之全部或一部，以發行新股方式為之；不滿一股之金額，以現金分派之。

公開發行股票之公司，出席股東之股份總數不足前項定額者，得以有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意行之。

前二項出席股東股份總數及表決權數，章程有較高規定者，從其規定。

依前三項決議以紅利轉作資本時，依章程員工應分配之紅利，得發給新股或以現金支付之。
依本條發行新股，除公開發行股票之公司，應依證券管理機關之規定辦理者外，於決議之股東會終結時，即生效力，董事會應即分別通知各股東，或記載於股東名簿之質權人；其

Article 240
A company may, by a resolution adopted by a majority of the shareholders present who represent two-thirds or more of the total number of its outstanding shares of the company, have the whole or a part of the surplus profit distributable as dividends and bonuses distributed in the form of new shares to be issued by the company for such purpose. In case the amount of balance of such distributable surplus profit is less the par value (or a fraction) of one share, it shall be paid in cash.
For a company whose shares are issued to the public, if the total number of shares represented by the shareholders present at a meeting of shareholders is less than the threshold specified in the preceding Paragraph, the resolution may be adopted by a large majority (2/3 or more) vote of the shareholders present at that meeting of shareholders attended by the shareholders representing a majority of the total number of the outstanding shares of the company.
Where a higher threshold of the number of shareholders to be present and the total number of shares the represent is required by the Articles of Incorporation of the company, such higher threshold shall prevail.
Where the distributable bonus is to be capitalized in accordance with the preceding three Paragraphs, the bonus distributable to the employees under the Articles of Incorporation may be paid either in the form of shares newly issued for such purpose or in cash.
Except for a company whose shares are issued to the public and which is subject to the provisions otherwise stipulated by the authority in charge of securities affairs, the resolution to issue new shares under this Article shall take effect upon close of the shareholders' meeting whereat the resolution is adopted, and the board of directors shall forthwith notify each shareholder or cause

發行無記名股票者，並應公告之。

the number of new shares distributable to the shareholder to be recorded under the name of the pledgee(s) of the said shareholder as registered in the shareholders roster, and shall make a public notice of the distribution, if the shares newly issued are of bearer share certificates,

公開發行股票之公司，其股息及紅利之分派，章程訂明定額或比率並授權董事會決議辦理者，得以董事會三分之二以上董事之出席，及出席董事過半數之決議，依第一項及第四項規定，將應分派股息及紅利之全部或一部，以發行新股之方式為之，並報告股東會。

For the distribution of dividends and bonuses in an amount or ratio explicitly specified in the Articles of Incorporation and to be effected by a resolution to be adopted by the board of directors as authorized (by a shareholders' meeting), the whole or a part of the distributable dividends and bonuses may be paid in accordance with the provisions set out in Paragraph I and Paragraph IV of this Article in the form of shares newly issued for such purpose after a resolution has been adopted by a majority of shareholders present at a meeting of the board of directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

第 241 條

公司無虧損者，得依前條規定股東會決議之方法，將法定盈餘公積及左列資本公積之全部或一部撥充資本，按股東原有股份之比例發給新股：

一、超過票面金額發行股票所得之溢額。
二、受領贈與之所得。
前條第五項、第六項之規定，於前項準用之。

以法定盈餘公積撥充資本者，以該項公積已達實收資本百分之五十，並以撥充其半數為限。

Article 241

Where a company incurs no loss, it may, pursuant to a resolution to be adopted by a shareholders' meeting as required in the preceding Article, capitalize its legal reserve and the following capital reserve, in whole or in part, by issuing new shares which shall be distributable as dividend shares to its original shareholders in proportion to the number of shares being held by each of them:

1.the income derived from the issuance of new shares at a premium;
2.the income from endowments received by the company.

The provisions set out in Paragraph V and Paragraph VI of the preceding Article shall be applicable mutatis mutandis to the capitalization of reserves to be effected under the preceding Paragraph.

Where legal reserve is capitalized, the amount of the legal reserve shall have aggregated up to fifty per cent of the paid-in capital, and only one half of the amount of such legal reserve may be capitalized.

第 242 條

(刪除)

Article 242

(Deleted)

第 243 條

(刪除)

Article 243

(Deleted)

第 244 條

(刪除)

Article 244

(Deleted)

第 245 條

繼續一年以上，持有已發行股份總數百分之三以上之股東，得聲請法院選派檢查人，檢查公司業務帳目及財產情形。

法院對於檢查人之報告認為必

Article 245

Shareholders who have been continuously holding three per cent of total number of the outstanding shares of a company for a period of one year or longer may apply to the court for appointment of inspector to inspect the current status business operations, the financial accounts and the property of the company.

The court may, when it deems necessary based on the report made

要時,得命監察人召集股東會。

對於檢查人之檢查有妨礙、拒絕或規避行為者，或監察人不遵法院命令召集股東會者，處新臺幣二萬元以上十萬元以下罰鍰。

by the inspector, order the supervisor(s) of the company to convene a meeting of shareholders.

Any person who impedes, refuses or evades the inspection to be conducted by the inspector, or the supervisor(s) who fails to convene a meeting of shareholders as ordered by the court shall be imposed with a fine of not less than NT$ 20,000 but not more than NT$ 100,000.

第七節 公司債

Section 7.Corporate Bonds

第 246 條

公司經董事會決議後，得募集公司債。但須將募集公司債之原因及有關事項報告股東會。

前項決議，應由三分之二以上董事之出席，及出席董事過半數之同意行之。

Article 246

A company may, by a resolution adopted by the Board of Directors, invite subscription for corporate bonds, provided that the reasons for the said action as well as other relevant matters shall be reported to the meeting of shareholders.

The aforesaid resolution shall be adopted by a majority of directors at a meeting attended by two-thirds or more of the total number of directors.

第 246-1 條

公司於發行公司債時，得約定其受償順序次於公司其他債權。

Article 246- 1

When a company issues corporate bonds, the company may covenant that the preferential order of the corporate bonds to receive indemnification shall be lower than that of other claims of the company.

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。

無擔保公司債之總額，不得逾前項餘額二分之一。

Article 247

The total amount of corporate bonds shall not exceed the net remainder of all assets in hands of the company after deducing all liabilities and intangible assets.

The total amount of unsecured corporate bonds shall not exceed one-half of the aforesaid net remainder.

第 248 條

公司發行公司債時，應載明左列事項，向證券管理機關辦理之：

一、公司名稱。

二、公司債總額及債券每張之金額。

三、公司債之利率。

四、公司債償還方法及期限。

五、償還公司債款之籌集計畫及保管方法。

六、公司債募得價款之用途及運用計畫。

七、前已募集公司債者，其未償還之數額。

Article 248

When a company plans to issue corporate bonds, an application setting forth therein the following particulars shall be filed with the authority in charge of securities affairs:

1.The name of the company;

2.The total amount of corporate bonds to be issued and the value of each bond;

3.The interest rate payable on the corporate bonds;

4.The method and deadline date for redemption of the corporate bonds;

5.The plan for raising and the method for custody of the funds raised;

6.The purpose for which the funds raised by issuing corporate bonds are to be used, and the plan for using such funds;

7.If corporate bonds have been issued in the past, the amount of such bonds remains unredeemed;

八、公司債發行價格或最低價格。
8.The value or the minimum value at which corporate bonds are to be issued;

九、公司股份總數與已發行股份總數及其金額。
9.The total number of authorized shares of the company and the total number and the amount of shares actually issued;

一○、公司現有全部資產，減去全部負債及無形資產後之餘額。
10.The amount of balance of all existing assets of the company after deducting all liabilities and intangible assets;

一一、證券管理機關規定之財務報表。
11.The financial statements which should be prepared and submitted pursuant to the requirements of the authority in charge of securities affairs;

一二、公司債權人之受託人名稱及其約定事項。
12.The name or title of the trustees of all holders of the corporate bonds, and the covenants made in the mandates;

一三、代收款項之銀行或郵局名稱及地址。
13.The name or title and the address of the bank or the post office to collect payments on behalf of the company;

一四、有承銷或代銷機構者，其名稱及約定事項。
14.The name or title of the underwriter or the distributing agent(s), if any, and the covenants contained in the mandate;

一五、有發行擔保者，其種類、名稱及證明文件。
15.The type, name and evidential documents of the security or collateral, if any, provided for issuing the corporate bonds;

一六、有發行保證人者，其名稱及證明文件。
16.The name or title and the evidential documents of the guarantor(s), if any, for the issuance of the corporate bonds;

一七、對於前已發行之公司債或其他債務，曾有違約或遲延支付本息之事實或現況。
17.The facts or the current status of previous contract violating act or delay in payment of principal and interest of indebtedness of the company in respect of the corporate bonds previously issued or other liabilities incurred by the company, if any;

一八、可轉換股份者，其轉換辦法。
18.If the corporate bonds to be issued are convertible into shares, the method of such conversion;

一九、附認股權者，其認購辦法。
19.If share subscription warrants is associated with the corporate bonds to be issued, the method for exercising such option;

二○、董事會之議事錄。
20.The minutes of the meeting of the board of directors involved;

二一、公司債其他發行事項，或證券管理機關規定之其他事項。
21.Other matters pertaining to the issuance of the corporate bonds, or other requirements stipulated by the authority in charge of securities affairs.

公司債之私募不受第二百四十九條第二款及第二百五十條第二款之限制，並於發行後十五日內檢附發行相關資料，向證券管理機關報備；私募之發行公司不以上市、上櫃、公開發行股票之公司為限。
Issue of corporate bonds to specific creditors shall be free from the restrictions set out in Item 2, Article 249 and Item 2, Article 250 hereof provided, however, that the company shall, within 15 days after the issuance thereof, submit to the authority in charge of securities affairs for its records a report on the issuance thereof accompanied with relevant supporting information. Companies eligible for issuing corporate bonds to specific creditors shall not be limited to the companies listed on centralized trading floor or over the counter trading places, and the companies whose shares are issued to the public.

前項私募人數不得超過三十五人。但金融機構應募者，不在此限。
The number of creditors to whom the corporate bonds are to be issued shall not exceed 35 persons, but this limitation shall not apply, if the subscribers are of financial institutions.

公司就第一項各款事項有變更時，應即向證券管理機關申請更正；公司負責人不為申請更正時，由證券管理機關各處新臺幣一萬元以上五萬元以下罰
In the event of any change in any of the particulars declared under the preceding Paragraph, the company shall file to the authority in charge of securities affairs an application for correction. The responsible person(s) who fail(s) to apply for such correction shall be subject to a fine of not less than NT$ 10,000 but not more than

鍰。

NT$ 50,000 to be imposed by the authority in charge of securities affairs.

第一項第七款、第九款至第十一款、第十七款，應由會計師查核簽證；第十二款至第十六款，應由律師查核簽證。

The information as required in Item 7; Items 9 through 11; and Item 17 of Paragraph I under this Article shall be audited and certified by a certified public accountant; while the information as required in Items 12 through 16 shall be verified and certified by a practicing lawyer.

第一項第十二款之受託人，以金融或信託事業為限，由公司於申請發行時約定之，並負擔其報酬。

The trustees as required in Item 12, Paragraph I under this Article shall be limited to banking and trust enterprises, and shall be appointed at the time when applying for issue of corporate bonds and shall be paid by the company for their services.

第一項第十八款之可轉換股份數額或第十九款之可認購股份數額加計已發行股份總數、已發行轉換公司債可轉換股份總數、已發行附認股權公司債可認購股份總數、已發行附認股權特別股可認購股份總數及已發行認股權憑證可認購股份總數，如超過公司章程所定股份總數時，應先完成變更章程增加資本額後，始得為之。

In the event the aggregate number and value of the corporate bonds convertible into shares as set forth in Item 18 or of the aggregate number and value of the shares subscribable under Item 19 of Paragraph I of this Article plus the total number of outstanding shares, the total number of shares convertible from the corporate bonds previously issued, the total number of shares subscribable by holders of the share subscription warrants associated to the special shares previously issued, and the total number of shares subscribable by holders of share subscription warrants previously issued exceeds the total number of shares specified in the articles of incorporation, the issue of convertible corporate bonds may be effected only after a change or alteration of the Articles of Incorporation for increasing the amount of capital stock has been made.

第 249 條

公司有左列情形之一者，不得發行無擔保公司債：

一、對於前已發行之公司債或其他債務，曾有違約或遲延支付本息之事實已了結者。

二、最近三年或開業不及三年之開業年度課稅後之平均淨利，未達原定發行之公司債，應負擔年息總額之百分之一百五十者。

Article 249

Under any of the following circumstances, a company shall not issue unsecured corporate bonds;

1.Where the company has done any act in breach of contract, or has been in default of payment of principal and interest, in respect of previously issued corporate bonds or other debts, although the debt is now settled; or

2.Where the company's average annual net profit, after paying tax, of the most recent three years or, in case the company has been in operation for less than three years, of the years the company is in operation, does not reach one hundred fifty per cent of the total amount of interest payable on corporate bonds intended to be issued.

第 250 條

公司有左列情形之一者，不得發行公司債：

一、對於前已發行之公司債或其他債務有違約或遲延支付本息之事實，尚在繼續中者。

二、最近三年或開業不及三年之開業年度課稅後之平均淨利，未達原定發行之公司債應

Article 250

Under any of the following circumstances, a company shall not issue corporate bonds:

1.Where the company has done any act in breach of contract, or has been in default of payment of principal and interest, in respect of previously issued corporate bonds or other debts, and such state of thing still exist; or

2.Where the company's average annual net profit, after paying tax, most recent three years or, in case the company has been in operation for less than three years, of the years the company is in

負擔年息總額之百分之一百者。但經銀行保證發行之公司債不受限制。

operation, does not reach one hundred per cent of the total amount of interest payable on corporate bonds intended to be issued, provided, however, that corporate bonds that are issued under bank guarantee shall not be restrained.

第 251 條

公司發行公司債經核准後，如發現其申請事項，有違反法令或虛偽情形時，證券管理機關得撤銷核准。

為前項撤銷核准時，未發行者，停止募集；已發行者，即時清償。其因此所發生之損害，公司負責人對公司及應募人負連帶賠償責任。

第一百三十五條第二項規定，於本條第一項準用之。

Article 251

After approval to issue corporate bonds is granted to a company, if any of the particulars in the application shall be found contrary to law or ordinance, or fraudulent, the authority in charge of securities affairs may annul the approval.

In the event of the aforesaid annulment of approval, the invitation to subscriptions in respect to unissued bonds shall be called off, and all issued bonds shall be redeemed immediately. The responsible persons of the company shall be jointly liable to compensate the company and the subscribers for loss or damage resulting there-from.

The provisions of Article 135, Paragraph 2, shall apply, mutatis mutandis, to the circumstances specified in this article, Paragraph 1.

第 252 條

公司發行公司債之申請經核准後，董事會應於核准通知到達之日起三十日內，備就公司債應募書，附載第二百四十八條第一項各款事項，加記核准之證券管理機關與年、月、日、文號，並同時將其公告，開始募集。但第二百四十八條第一項第十一款之財務報表，第十二款及第十四款之約定事項，第十五款及第十六款之證明文件，第二十款之議事錄等事項，得免予公告。

超過前項期限未開始募集而仍須募集者，應重行申請。

代表公司之董事，違反第一項規定，不備應募書者，由證券管理機關處新臺幣一萬元以上五萬元以下罰鍰。

Article 252

After approval of the application for issuing corporate bonds, the board of directors shall, within thirty days after receipt of the notice of such approval, start inviting subscriptions by preparing forms of subscription, setting forth therein all the particulars enumerated in Paragraph I, Article 248, and the title of the authority in charge of securities affairs granting the approval, together with the date and the reference number of the approval letter, and by making a public announcement thereof. But the financial statements as required in Item 11, the covenants set out in the mandate as required in Items 12 and 14, the evidentiary documents as required in Items 15 and 16, and the minutes of the meeting as required in Item 20 under Paragraph I, Article 248 of this Act need not be declared in the public announcement.

Where the company has failed to begin inviting subscriptions during the aforesaid time limit but still desires to invite subscriptions, a new application shall be filed therefore.

If the director designated to represent the company fails to prepare the forms of subscription in accordance with the provisions of Paragraph I, such director shall be subject to a fine of not less than NT$ 10,000 but not more than NT$ 50,000 to be imposed by the authority in charge of securities affairs.

第 253 條

應募人應在應募書上填寫所認金額及其住所或居所，簽名或蓋章，並照所填應募書負繳款之義務。

應募人以現金當場購買無記名

Article 253

Subscribers shall fill in the forms of subscription by indicating therein the amount of subscription and their domiciles or residences, affixing their respective signatures or seals thereon, and assume the obligation to pay the amount they have filled in the forms of subscription.

Subscribers who buy bearer corporate bonds with cash on the spot

公司債券者,免填前項應募書。

of subscription need not fill in the aforesaid forms of subscriptions.

第 254 條

公司債經應募人認定後，董事會應向未交款之各應募人請求繳足其所認金額。

Article 254

The Board of Directors shall after subscriptions have been made by subscribers, request such subscribers to pay in full the amounts they have subscribed.

第 255 條

董事會在實行前條請求前，應將全體記名債券應募人之姓名、住所或居所暨其所認金額，及已發行之無記名債券張數、號碼暨金額，開列清冊，連同第二百四十八條第一項各款所定之文件，送交公司債債權人之受託人。

前項受託人，為應募人之利益，有查核及監督公司履行公司債發行事項之權。

Article 255

Before making the request provided for in the preceding article, the Board of Directors shall prepare a complete list, setting forth therein the name and domiciles or residences of and the amount subscribed by, all subscribers or registered corporate bonds and also the number, serial numbers and amount of money of all bearer corporate bonds already issued, and send the list together with the documents set forth in Article 248, Paragraph 1, to trustees of corporate bondholders.

The aforesaid trustees shall, for the interest of subscribers, have the right to check and supervise the performance by the company of the obligation arising from the issue of corporate bonds.

第 256 條

公司為發行公司債所設定之抵押權或質權，得由受託人為債權人取得，並得於公司債發行前先行設定。

受託人對於前項之抵押權或質權或其擔保品，應負責實行或保管之。

Article 256

Mortgages or pledges established by the company for the purpose of issuing corporate bonds may be taken over by the trustees for the bondholders and may be established prior to the issue of corporate bonds.

The trustees shall be responsible for the enforcement and safe-keep of the aforesaid mortgages or pledges or the securities furnished under the mortgages or pledges.

第 257 條

公司債之債券應編號載明發行之年、月、日及第二百四十八條第一項第一款至第四款、第十八款及第十九款之事項，有擔保、轉換或可認購股份者，載明擔保、轉換或可認購字樣，由董事三人以上簽名或蓋章，並經證券管理機關或其核定之發行登記機構簽證後發行之。

有擔保之公司債除前項應記載事項外，應於公司債正面列示保證人名稱，並由其簽名或蓋章。

Article 257

Certificates of corporate bonds shall, prior to their issuance, bear serial numbers, issuing dates and all the particulars as required Items 1 to 4, and Item 18 and Item 19 under Paragraph I of Article 248 of this Act. If the corporate bonds to be issued are issued under guarantee, or are convertible to shares, or may be used for subscribing shares, they shall be marked with the words of "Guaranteed", "Convertible" and/or "share subscription allowed", and shall be affixed with signature or seal of three or more directors, and they shall be certified by the authority in charge of securities affairs or by the securities issuance and registration agencies authorized by such authority.

In addition to the particulars to be indicated on the certificates of corporate bonds as required by the preceding Paragraph, the name or title and the signature or seal of the guarantor(s) shall also be indicated and affixed on the face of the secured corporate bond certificates.

第 257-1 條

公司發行公司債時，其債券就

Article 257- 1

In issuing corporate bonds, the company may print a single

該次發行總額得合併印製。
依前項規定發行之公司債，應洽證券集中保管事業機構保管。
依第一項規定發行公司債時，不適用第二百四十八條第一項第二款、第二百五十七條、第二百五十八條及第二百六十條有關債券每張金額、編號及背書轉讓之規定。

consolidated corporate bond certificate to cover the total amount of the corporate bonds to be issued at each time.
The corporate bond certificate to be issued under the preceding Paragraph shall be placed under the custody of a centralized securities custody institution.
The provisions set out in Item 2, Paragraph I of Article 248; Article 257; Article 258, and Article 260 of this Act regarding the value, the serial number, and the endorsement for assignment shall not apply to the issuance of corporate bonds to be effected in accordance with the provisions of Paragraph I of this Article.

第 257-2 條
公司發行之公司債，得免印製債券，並應洽證券集中保管事業機構登錄。

Article 257- 2
The company issuing corporate bonds may be exempted from printing the certificate(s) in respect of the corporate bonds issued by it, but shall register with a centralized securities custody the corporate bonds issued by it.

第 258 條
公司債存根簿，應將所有債券依次編號，並載明左列事項：
一、公司債債權人之姓名或名稱及住所或居所。
二、第二百四十八條第一項第二款至第四款之事項，第十二款受託人之名稱，第十五款、第十六款之發行擔保及保證、第十八款之轉換及第十九款之可認購事項。
三、公司債發行之年、月、日。
四、各債券持有人取得債券之年、月、日。
無記名債券，應以載明無記名字樣，替代前項第一款之記載。

Article 258
The counterfoil of corporate bonds shall bear the serial numbers of all such bonds and set forth the following particulars:
1.The names or titles and domiciles or residences of corporate bondholders;
2.Particulars as required in Items 2 to 4, the names of trustees as required in Item 12, the security/ collaterals and guarantors as required in Items 15 and 16, the particulars concerning conversion as required in Item 18; and the subscription as required in Item19 of Paragraph I, Article 248 of this Act.
3.The date of issue of the corporate bonds; and
4.The date on which each corporate bond is procured by a corporate bondholder.
Bearer corporate bond certificates shall be marked with the word "bearer" in lieu of the statement required under Item 1 of the preceding paragraph.

第 259 條
公司募集公司債款後，未經申請核准變更，而用於規定事項以外者，處公司負責人一年以下有期徒刑、拘役或科或併科新臺幣六萬元以下罰金，如公司因此受有損害時，對於公司並負賠償責任。

Article 259
If the proceeds realized from the issue of corporate bonds are applied for usage other than that stipulated without first applying for approval of such change, the responsible persons of the company shall be subject to imprisonment for a period not exceeding one year, detention and/or a fine not exceeding NT$60,000, and shall be liable to compensate the company for any loss or damage resulting there-from.

第 260 條
記名式之公司債券，得由持有人以背書轉讓之。但非將受讓人之姓名或名稱，記載於債券，並將受讓人之姓名或名稱

Article 260
Registered corporate bond certificates may be transferred with endorsement thereon by the holders; unless the name or title of the transferee is recorded in the bond certificate, and the name or title and domicile or residence of the transferee are recorded in the

及住所或居所記載於公司債存根簿，不得以其轉讓對抗公司。

counterfoil of the corporate bonds, such transfer shall not be set up as a defense against the company.

第 261 條

債券為無記名式者，債權人得隨時請求改為記名式。

Article 261

Holders of bearer bonds may at any time request to have them converted into registered bonds.

第 262 條

公司債約定得轉換股份者，公司有依其轉換辦法核給股份之義務。但公司債債權人有選擇權。

公司債附認股權者，公司有依其認購辦法核給股份之義務。但認股權憑證持有人有選擇權。

Article 262

Where it is prescribed that corporate bonds may be converted into shares, the company shall have the obligation to allot shares in accordance with the prescribed method of conversion; however, the corporate bondholders shall have the right to choose.

Where the corporate bond is vested with share subscription right, the issuing company shall have the obligation to allot, in accordance with the subscription regulations, the shares for the holder of corporate bond to exercise the subscription right provided, however that the holder of the share subscription warrant shall have the option whether to exercise such right or not.

第 263 條

發行公司債之公司，公司債債權人之受託人，或有同次公司債總數百分之五以上之公司債債權人，得為公司債債權人之共同利害關係事項，召集同次公司債債權人會議。

前項會議之決議，應有代表公司債債權總額四分之三以上債權人之出席，以出席債權人表決權三分之二以上之同意行之，並按每一公司債券最低票面金額有一表決權。

無記名公司債債權人，出席第一項會議者，準用股份有限公司無記名股票之股東出席股東會之規定。

Article 263

The company, which issues corporate bonds, or the trustees of corporate bondholders, or the bondholders holding more than five per cent of the total corporate bonds in the same issue, may, for matters concerning the common interest of corporate bondholders convene meetings of corporate bondholders in the same issue.

Resolutions at the aforesaid meeting shall be adopted by two-thirds or more of the votes of bondholders present who hold bonds representing over three-fourths of the total number of corporate bonds and each bondholder shall have one vote for each minimum par value of the bonds.

The provisions governing the attendance at the meetings of shareholders by shareholders of bearer share certificates of a company limited by shares shall apply mutatis mutandis to holders of bearer corporate bond certificates in attending the meetings referred to in Paragraph 1.

第 264 條

前條債權人會議之決議，應製成議事錄，由主席簽名，經申報公司所在地之法院認可並公告後，對全體公司債債權人發生效力，由公司債債權人之受託人執行之。但債權人會議另有指定者，從其指定。

Article 264

The resolutions adopted at the meeting of corporate bondholders as provided in the preceding article shall be recorded in the minutes of meeting, signed by the chairman, and reported to the local court for approval and publication, after which such resolutions shall then bind of all corporate bondholders and shall be executed by trustees of corporate bondholders, unless otherwise designated by the meeting of corporate bondholders.

第 265 條

公司債債權人會議之決議，有左列情事之一者，法院不予認

Article 265

The court shall not approve the resolutions of a meeting of corporate bondholders under any of the following certificates:

可：
一、召集公司債債權人會議之手續或其決議方法，違反法令或應募書之記載者。
二、決議不依正當方法達成者。
三、決議顯失公正者。
四、決議違反債權人一般利益者。

1.The procedure in convening a meeting of corporate bondholders or the method of adopting resolutions at the meeting is in violation of law or ordinance or statement contained in the subscription forms;
2.The resolution is not led to adoption in a proper way;
3.The resolution is apparently unjust and unfair; or
4.The resolution is contrary to the general interest of corporate bondholders.

第八節 發行新股

Section 8.Issue of New Shares

第 266 條

公司依第一百五十六條第二項分次發行新股，或依第二百七十八條第二項發行增資後之新股，均依本節之規定。
公司發行新股時，應由董事會以董事三分之二以上之出席，及出席董事過半數同意之決議行之。
第一百四十一條、第一百四十二條之規定，於發行新股準用之。

Article 266

The provisions contained in this section shall govern the issue of new shares by installments under Article 156, Paragraph 2 and the issue of new shares after increase of capital under Article 278, Paragraph 2.
The issue of new shares of a company shall be determined by the Board of Directors by a resolution adopted by a majority vote at a meeting attended by over two-thirds of the directors.
The provisions of Article 141 and Article 142 shall apply mutatis mutandis to the issue of new shares.

第 267 條

公司發行新股時，除經目的事業中央主管機關專案核定者外，應保留發行新股總數百分之十至十五之股份由公司員工承購。
公營事業經該公營事業之主管機關專案核定者，得保留發行新股由員工承購；其保留股份，不得超過發行新股總數百分之十。
公司發行新股時，除依前二項保留者外，應公告及通知原有股東，按照原有股份比例儘先分認，並聲明逾期不認購者，喪失其權利；原有股東持有股份按比例不足分認一新股者，得合併共同認購或歸併一人認購；原有股東未認購者，得公開發行或洽由特定人認購。

Article 267

Unless otherwise approved specifically by the central authority in charge of the object enterprise, when a company issues new shares, there shall be ten to fifteen per cent of such new shares reserved for subscription by employees of the company.

When a government operated enterprise issues new shares, it may, after obtaining the special approval from the competent authority in charge of the said enterprise, reserve no more than ten per cent of such new shares for subscription by its employees.

In issuing new shares, a company shall make public announcement and advise, by notice, its original shareholders to subscribe for, with preemptive right, the new shares, except those reserved under either of the preceding two paragraphs, in proportion respectively to their original shareholding and shall state in the notice that if any shareholder fails to subscribe for new shares, his right shall be forfeited. Where a fractional percentage of the original shares being held by a shareholder is insufficient to subscribe for one new share, the fractional percentages of the original shares being held by several shareholders may be combined for joint subscription of one or more integral new shares or for subscription of new shares in the name of a single shareholder. New shares left unsubscribed by original shareholders may be open for public issuance or for

subscription by specific person or persons through negotiation.

前三項新股認購權利，除保留由員工承購者外，得與原有股份分離而獨立轉讓。

The right to subscription of new shares as provided for in the preceding three paragraphs, except those reserved for subscription by employees, may be separated from the rights in original shares and transferable independently.

第一項、第二項所定保留員工承購股份之規定，於以公積或資產增值抵充，核發新股予原有股東者，不適用之。

The provisions provided in Paragraphs One and Two under this Article for reserving the right of subscribing new shares by employees shall not apply to the case where the new shares are distributed to original shareholders as dividend shares capitalized with the reserve fund or the value increments of assets.

公司對員工依第一項、第二項承購之股份，得限制在一定期間內不得轉讓。但其期間最長不得超過二年。

A company may restrain the shares subscribed by its employees under Paragraph One or Paragraph Two of the article from being transferred or assigned to others within a specific period of time which shall in no case be longer than two years.

本條規定，對因合併他公司、分割、公司重整或依第一百六十七條之二、第二百六十二條、第二百六十八條之一第一項而增發新股者，不適用之。

The provisions set out in this Article shall not apply to the company which is merged by or with another company, or is split up, or is under reorganization, or is issuing new shares in accordance with the provisions set out in Article 167-2, Article 262, or Paragraph I, Article 268-1 of this Act.

公司負責人違反第一項規定者，各處新臺幣二萬元以上十萬元以下罰鍰。

The responsible person of a company violating the provisions of Paragraph I under this Article shall be subject to a fine of not less than NT$ 20,000 but not more than NT$ 100,000.

第 268 條

公司發行新股時，除由原有股東及員工全部認足或由特定人協議認購而不公開發行者外，應將左列事項，申請證券管理機關核准，公開發行：

一、公司名稱。

二、原定股份總數、已發行數額及金額。

三、發行新股總數、每股金額及其他發行條件。

四、證券管理機關規定之財務報表。

五、增資計畫。

六、發行特別股者，其種類、股數、每股金額及第一百五十七條各款事項。

七、發行認股權憑證或附認股權特別股者，其可認購股份數額及其認股辦法。

八、代收股款之銀行或郵局名稱及地址。

九、有承銷或代銷機構者，其名稱及約定事項。

Article 268

For issue of new shares, a company shall, unless such new shares are fully subscribed by its original shareholders and employees or by specific persons by agreement without any new share being open for public issuance, file an application, setting forth therein the following particulars, with the authority in charge of securities affairs for approval of public issuance:

1.The name of the company;

2.The originally authorized total number of shares, number of shares issued, and the value thereof;

3.The total number of new shares to be issued, par value of each share and other terms of issue;

4.The financial statements as required by the authority in charge of securities affairs;

5.The capital increase plan;

6.Where special (preference) shares are to be issued, the kinds and number of such shares, and the par value of each share, together with the matters specified in various Items of Article 157;

7.The number and amount of shares can be subscribed by each holder of a share subscription warrant or the person entitled to subscribe preferred shares;

8.The name and address of bank or post office to collect payment on shares on behalf of the company;

9.The name of the underwriter or distribution agency, if any, and matters agreed upon between the company and the underwriter or distributing agency;

一○、發行新股決議之議事錄。

10.The minutes indicating the resolution for the issue of new shares; and

一一、證券管理機關規定之其他事項。

11.Other matters as may be required by the authority in charge of securities affairs.

公司就前項各款事項有變更時，應即向證券管理機關申請更正；公司負責人不為申請更正者，由證券管理機關各處新臺幣一萬元以上五萬元以下罰鍰。

In the event of any change in any of the particulars required under the preceding paragraph, the company shall apply to the authority in charge of securities affairs for correction. The responsible person of the company who fails to apply for such correction shall be subject to a fine of not less than NT$ 10,000 but not more than NT$ 50,000.

第一項第二款至第四款及第六款，由會計師查核簽證；第八款、第九款，由律師查核簽證。

All matters specified in Items 2 to 4 and 6 of Paragraph I shall be examined and certified by a certified public accountant, and those in Items 8 and 9, Paragraph I under this Article shall be examined and certified by a practicing lawyer.

第一項、第二項規定，對於第二百六十七條第五項之發行新股，不適用之。

The provisions of Paragraphs I and II under this Article shall not apply to the issue of new shares as referred to in Paragraph V of Article 267 of this Act.

前項發行新股之股數、認股權憑證或附認股權特別股可認購股份數額加計已發行股份總數、已發行轉換公司債可轉換股份總數、已發行附認股權公司債可認購股份總數、已發行附認股權特別股可認購股份總數及已發行認股權憑證可認購股份總數，如超過公司章程所定股份總數時，應先完成變更章程增加資本額後，始得為之。

In case the aggregate of the number of new shares to be issued under the preceding Paragraph and the number and amount of share subscription warrants or the shares subscribable under the ancillary special share subscription rights plus the total number of outstanding shares, the total number of shares which can be acquired under outstanding convertible corporate bonds, the total number of shares subscribable under outstanding corporate bonds vested with share subscription rights, the total number of special shares subscribable under outstanding ancillary special share subscription warrants, and the total number of shares subscribable under outstanding share subscription warrants exceeds the total number of shares authorized by the Articles of Incorporation, such excessive number of shares may be issued only after completing the procedure for capital increase by making necessary changes or alterations in the Articles of Incorporation.

第 268-1 條

公司發行認股權憑證或附認股權特別股者，有依其認股辦法核給股份之義務，不受第二百六十九條及第二百七十條規定之限制。但認股權憑證持有人有選擇權。

第二百六十六條第二項、第二百七十一條第一項、第二項、第二百七十二條及第二百七十三條第二項、第三項之規定，於公司發行認股權憑證時，準用之。

Article 268- 1

The company issuing share subscription warrants or special shares under ancillary share subscription rights shall have the obligation to allot the shares in accordance with the share subscription regulations, without being bond by the provisions set out in Article 269 and Article 270 of this Act provided, however, that the holders of such share subscription rights shall have the option whether to exercise such subscription rights or not.

The provisions set out in Paragraph II, Article 266; Paragraphs I and II, Article 271; Article 272; and Paragraphs II and III, Article 273 hereof shall apply, mutatis mutandis, to company issuing share subscription warrants.

第 269 條

公司有左列情形之一者，不得

Article 269

Under any of the following circumstances a company shall not

公開發行具有優先權利之特別股：
一、最近三年或開業不及三年之開業年度課稅後之平均淨利，不足支付已發行及擬發行之特別股股息者。
二、對於已發行之特別股約定股息，未能按期支付者。

publicly issue special shares with preference;
1.Where its average net profit of the most recent three years or, in case the company has commenced its business for less than three years, of the years the company is in operation, after paying taxes, is not sufficient to pay dividends on special shares already issued and intended to be issued;
2.Where it has been in default in making regular payment of dividends on special shares already issued.

第 270 條

公司有左列情形之一者，不得公開發行新股：
一、最近連續二年有虧損者。但依其事業性質，須有較長準備期間或具有健全之營業計畫，確能改善營利能力者，不在此限。
二、資產不足抵償債務者。

Article 270

Under any of the following circumstances a company shall not publicly issue new shares:
1.Where it has incurred losses in the most recent two consecutive years; this, however, shall not apply where the nature of business requires a longer period for preparation or it has a sound business plan under which its profit-making capability will be improved; or
2.Where its assets are not sufficient to meet liabilities.

第 271 條

公司公開發行新股經核准後，如發現其申請事項，有違反法令或虛偽情形時，證券管理機關得撤銷其核准。
為前項撤銷核准時：未發行者，停止發行；已發行者，股份持有人，得於撤銷時起，向公司依股票原定發行金額加算法定利息，請求返還；因此所發生之損害，並得請求賠償。
第一百三十五條第二項之規定，於本條準用之。

Article 271

After approval to issue new shares publicly is granted to a company, if any of the particulars in the application shall be found contrary to law or ordinance or to be fraudulent, the authority in charge of securities affairs may annul the approval.
In case of the annulment in accordance with the preceding paragraph, all unissued shares shall be withheld from issuing and holders of issued shares may, from the time of annulment, demand repayment at the original fixed value of the shares together with legal interest and may claim compensation for loss or damage resulting there-from.
The provisions of Article 135, Paragraph 2 shall apply, mutatis mutandis, to this article.

第 272 條

公司公開發行新股時，應以現金為股款。但由原有股東認購或由特定人協議認購，而不公開發行者，得以公司事業所需之財產為出資。

Article 272

When a company publicly issues new shares, the payment on such shares shall be in cash; where such shares are not issued to the public; however, but rather subscribed to by shareholders or by particular persons by agreement, any property necessary to the business of the company may be in lieu thereof

第 273 條

公司公開發行新股時，董事會應備置認股書，載明左列事項，由認股人填寫所認股數、種類、金額及其住所或居所，簽名或蓋章：
一、第一百二十九條第一項第一款至第六款及第一百三十條之事項。

Article 273

When a company publicly issues new shares, the Board of Directors shall prepare forms of subscription, setting forth therein the following particulars, to be filled by each subscriber with the number of shares subscribed, the kind and value thereof, and his domicile or residence, and to be signed and sealed by the subscriber:
1.Particulars specified in Article 129, Paragraph 1, Items 1 to 6 and Article 130;
2.The total number of shares originally authorized or the number of

二、原定股份總數，或增加資本後股份總數中已發行之數額及其金額。
三、第二百六十八條第一項第三款至第十一款之事項。
四、股款繳納日期。
公司公開發行新股時，除在前項認股書加記證券管理機關核准文號及年、月、日外，並應將前項各款事項，於證券管理機關核准通知到達後三十日內，加記核准文號及年、月、日，公告並發行之。但營業報告、財產目錄、議事錄、承銷或代銷機構約定事項，得免予公告。
超過前項期限仍須公開發行時，應重行申請。

認股人以現金當場購買無記名股票者，免填第一項之認股書。
代表公司之董事，違反第一項規定，不備置認股書者，由證券管理機關處新臺幣一萬元以上五萬元以下罰鍰。

shares already issued out of the total number of authorized shares after increase of capital and the value thereof;
3.Particulars specified in Article 268, Paragraph 1, Items 3 to 11; and
4.The time of payment for shares subscribed.

When a company publicly issues new shares, the company shall insert in the aforesaid forms of subscription the serial number of the document of approval and the date of approval by the authority in charge of securities affairs and shall, within thirty days after receipt of the notice of approval from such authority, publicly announce the particulars specified in the preceding paragraph together with the serial number of the document of approval and the date of approval and issuance of such shares. The business report, inventory, meeting minutes and the matters agreed upon with underwriter or distributing agency need not be publicly announced.
After the expiration of the time-limit set forth in the preceding paragraph, if a company still desires to invite public subscriptions, a new application shall be filed.
Subscribers who buy bearer share certificates with cash on the spot need not fill in the forms of subscription required by Paragraph 1.
If the director designated to represent the company fails to prepare the forms of subscription in accordance with the provisions of Paragraph I under this Article, such director shall be subject to a fine of not less than NT$ 10,000 but not more than NT$ 50,000 to be imposed by the authority in charge of securities affairs.

第 274 條
公司發行新股，而依第二百七十二條但書不公開發行時，仍應依前條第一項之規定，備置認股書；如以現金以外之財產抵繳股款者，並於認股書加載其姓名或名稱及其財產之種類、數量、價格或估價之標準及公司核給之股數。

前項財產出資實行後，董事會應送請監察人查核加具意見，報請主管機關核定之。

Article 274
Where a company issues new shares other than to the public, under the proviso to Article 272, it shall still be required to make the forms of subscription available as required by Paragraph I of the preceding Article. If property other than cash is paid by subscribers, additional particulars such as the name/title of the subscriber, the type, the quantity and the value of or the standards for evaluation of the value of the property furnished by the subscriber, and the number of shares allotted to the subscriber by the company shall also be stated in the form of subscription.
After accepting property other than cash payment, the Board of Directors shall pass it on to the supervisor for inspection and comment, and shall report to the authority for approval.

第 275 條
(刪除)

Article 275
(Deleted)

第 276 條
發行新股超過股款繳納期限，而仍有未經認購或已認購而撤回或未繳股款者，其已認購繳款之股東，得定一個月以上之

Article 276
Upon expiration of the time limit set forth for payment on new shares, if there are still some not subscribed or some subscribed but withdrawn or not yet paid for, the shareholders who subscribed the new shares and paid for them may set a time limit of over one

期限，催告公司使認購足額並繳足股款；逾期不能完成時，得撤回認股，由公司返回其股款，並加給法定利息。
有行為之董事，對於因前項情事所致公司之損害，應負連帶賠償責任。

month to press the company for full subscription and full payment on shares, failing which the shareholders may withdraw their subscriptions and the company shall refund the money paid on shares together with legal interest.
Directors whose acts are responsible for loss or damage to the company under the aforesaid circumstance shall be jointly liable for compensation.

第九節 變更章程

Section 9.Modification or Alteration of the Articles of Incorporation

第 277 條

公司非經股東會決議，不得變更章程。
前項股東會之決議，應有代表已發行股份總數三分之二以上之股東出席，以出席股東表決權過半數之同意行之。
公開發行股票之公司，出席股東之股份總數不足前項定額者，得以有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意行之。
前二項出席股東股份總數及表決權數，章程有較高之規定者，從其規定。

Article 277

A company shall not modify or alter its Articles of Incorporation without a resolution adopted at a meeting of shareholders.
The aforesaid resolution at the meeting of shareholders shall be adopted by a majority of the shareholders present who represent two-thirds or more of the total number of its outstanding shares.
For a company that has had its share certificates publicly issued, if the total number of shares represented by shareholders present at a shareholders' meeting is not sufficient to meet the criteria specified in the preceding paragraph, the resolution may be adopted by two-thirds of the votes of the shareholders present at a shareholders' meeting who represent a majority of the total number of issued shares.
Where stricter criteria for the total number of shares represented by shareholders present at a shareholders' meeting and the number of votes required to pass a resolution as referred to in the preceding two paragraphs are specified in the Articles of Incorporation, such stricter criteria shall govern.

第 278 條

公司非將已規定之股份總數，全數發行後，不得增加資本。
增加資本後之股份總數，得分次發行。

Article 278

A company shall not increase the amount of its capital until the total number of its authorized shares has been fully issued.
After increase of the amount of capital, the number of new shares to be issued may be issued in installments.

第 279 條

因減少資本換發新股票時，公司應於減資登記後，定六個月以上之期限，通知各股東換取，並聲明逾期不換取者，喪失其股東之權利；發行無記名股票者，並應公告之。

股東於前項期限內不換取者，

Article 279

In case of replacement of old share certificates by new ones as a result of a reduction in capital, the company shall, after the registration of such reduction in capital, serve a notice upon each shareholder and require all shareholders to exchange their share certificates for new ones within a period of not less than six months, and shall make it known to all shareholders that any person who fails to effect such exchange within the time limit may forfeit all rights he shall otherwise enjoy as a shareholder. In case bearer share certificates have been issued, the foregoing information shall also be publicly announced.
Any shareholder who fails to make the exchange within the

即喪失其股東之權利，公司得將其股份拍賣，以賣得之金額，給付該股東。

公司負責人違反本條通知或公告期限之規定時，各處新臺幣三千元以上一萬五千元以下罰鍰。

aforesaid time-limit shall forfeit all rights and privileges he shall otherwise enjoy as a shareholder, and the company may dispose of his shares by auction and pay the proceeds realized there-from to such shareholder.

Responsible persons of the company who violate the provision of this article pertaining to the time limit for notice or public announcement shall be severally subject to a fine of not less than NT$3,000 but not more than NT$15,000.

第 280 條

因減少資本而合併股份時，其不適於合併之股份之處理，準用前條第二項之規定。

Article 280

In the event of a consolidation of shares as a result of reduction in capital, the provisions of Paragraph 2 of the preceding article shall apply mutatis mutandis to the disposition of shares which cannot be consolidated.

第 281 條

第七十三條及第七十四條之規定，於減少資本準用之。

Article 281

The provisions of Article 73 and Article 74 shall apply mutatis mutandis to reduction of capital.

第一○節 公司重整

Section 10.Reorganization of a Company

第 282 條

公開發行股票或公司債之公司，因財務困難，暫停營業或有停業之虞，而有重建更生之可能者，得由公司或左列利害關係人之一向法院聲請重整：

一、繼續六個月以上持有已發行股份總數百分之十以上股份之股東。

二、相當於公司已發行股份總數金額百分之十以上之公司債權人。

公司為前項聲請，應經董事會以董事三分之二以上之出席及出席董事過半數同意之決議行之。

Article 282

Where a company which publicly issues shares or corporate bonds suspends its business due to financial difficulty or there is an apprehension of suspension of business thereof, but there is a possibility for the company to be constructed or rehabilitated, the company or any of the following interested parties may apply to the court for reorganization:

1.Shareholders who have been continuously holding shares representing ten per cent or more of the total number of issued shares for a period of six months or longer; or

2.Creditors of the company who have claims equivalent to ten per cent or more of the capital from the total number of issued shares.

For filing the reorganization application by a company under the preceding Paragraph, the Board of Directors of the company shall adopt a resolution by a majority vote of the directors present at a meeting of the Board of Directors attended by over two-thirds of all directors.

第 283 條

公司重整之聲請，應由聲請人以書狀連同副本五份，載明左列事項，向法院為之：

一、聲請人之姓名及住所或居所；聲請人為法人、其他團體或機關者，其名稱及公務所、事務所或營業所。

二、有法定代理人、代理人者，

Article 283

The application for reorganization of a company shall be filed to the court in writing in five copies by the applicant(s) and shall state therein the following particulars:

1.The name and domicile or residence of the applicant and a statement on the status of the petitioner as such; in case the applicant is a juristic person, or an organization or agency, the title, the business place of office of the applicant;

2.The name or title and the location of the statutory representative or

其姓名、住所或居所，及法定代理人與聲請人之關係。
三、公司名稱、所在地、事務所或營業所及代表公司之負責人姓名、住所或居所。
四、聲請之原因及事實。
五、公司所營事業及業務狀況。
六、公司最近一年度依第二百二十八條規定所編造之表冊；聲請日期已逾年度開始六個月者，應另送上半年之資產負債表。

七、對於公司重整之具體意見。
前項第五款至第七款之事項，得以附件補充之。
公司為聲請時，應提出重整之具體方案。
股東或債權人為聲請時，應檢同釋明其資格之文件，對第一項第五款及第六款之事項，得免予記載。

the agent, if any, and the relationship between the statutory representative and the applicant;
3.The name, location, office, business place, and the name, domicile or residence of the responsible person representing the company;
4.The cause and the fact of the application;
5.The business undertaken by the company and the condition of such business;
6.The reports, financial statements, records and books prepared by the company for the most recent year in accordance with the provisions set out in Article 282 hereof. If the application date falls beyond the sixth month after commencement of a year, a separate semi-annual balance sheet for the first half of the current year shall also be submitted; and
7.Opinions on the reorganization of the company.
The matters as required in Items 5 through7 of the preceding Paragraph may be supplemented by attachments.
In case the application is filed by the company, a substantial reorganization proposal shall be submitted.
In case the application is filed by shareholders or creditors, the documents identifying the qualification of the applicants shall be filed along with the application, but particulars as required in Items 5 and 6 of Paragraph I under this Article need not be stated.

第 283-1 條

重整之聲請，有左列情形之一者，法院應裁定駁回：
一、聲請程序不合者。但可以補正者，應限期命其補正。

二、公司未依本法公開發行股票或公司債者。
三、公司經宣告破產已確定者。
四、公司依破產法所為之和解決議已確定者。
五、公司已解散者。

六、公司被勒令停業限期清理者。

Article 283- 1

Under any of the following circumstances, an application for reorganization shall be dismissed by the court:
1.Where the application is not filed in accordance with the proper procedure provided, however, that if the improper filing procedure can be rectified, the applicant shall be ordered to take corrective action;
2.Where the company has not made public issuance of shares or corporate bonds;
3.Where the company has been adjudicated bankrupt by a final ruling;
4.Where the settlement resolution made by the company in accordance with the Bankruptcy Law has become final;
5.Where the company has been dissolved; or
6.Where the company has been ordered to wind up and to liquidate within a given time limit.

第 284 條

法院對於重整之聲請，除依前條之規定裁定駁回者外，應即將聲請書狀副本，檢送主管機關、目的事業中央主管機關、中央金融主管機關及證券管理機關，並徵詢其關於應否重整之具體意見。
法院對於重整之聲請，並得徵

Article 284

Subject to the dismissal of the application as provided for in the preceding Article, the court shall, when it receives an application for reorganization, forthwith send copies of such application to the competent authority, the central authority in charge of end-enterprise concerned, and the authority in charge of securities affairs, and shall solicit their substantial opinions as to whether the reorganization shall be effected or not.
The court may also solicit the opinions on the proposed

詢本公司所在地之稅捐稽徵機關及其他有關機關、團體之意見。
前二項被徵詢意見之機關，應於三十日內提出意見。
聲請人為股東或債權人時，法院應檢同聲請書狀副本，通知該公司。

reorganization from the taxation authority and other relevant authorities at the locality of the company.
The authorities whose opinions are solicited by the court in accordance with the provisions of the preceding two Paragraph shall give their opinions within 30 days.
In case the applicants are shareholders or creditors of a company, the court shall send a notice with a copy of the application to the company.

第 285 條

法院除為前條徵詢外，並得就對公司業務具有專門學識、經營經驗而非利害關係人者，選任為檢查人，就左列事項於選任後三十日內調查完畢報告法院：
一、公司業務、財務狀況及資產估價。
二、依公司業務、財務、資產及生產設備之分析，是否尚有重建更生之可能。
三、公司以往業務經營之得失及公司負責人執行業務有無怠忽或不當情形。
四、聲請書狀所記載事項有無虛偽不實情形。
五、聲請人為公司者，其所提重整方案之可行性。
六、其他有關重整之方案。
檢查人對於公司業務或財務有關之一切簿冊、文件及財產，得加以檢查。
公司之董事、監察人、經理人或其他職員，對於檢查人關於業務財務之詢問，有答覆之義務。
公司之董事、監察人、經理人或其他職員，拒絕前項檢查，或對前項詢問無正當理由不為答覆，或為虛偽陳述者，處新臺幣二萬元以上十萬元以下罰鍰。

Article 285

In addition to the requests for opinions as provided in the preceding article, the court may also select and appoint a person with specialized knowledge or experience in the operation of the business of the company but without any interest therein as the inspector who shall, within thirty days after appointment, complete the following examinations and submit a report accordingly:
1.The actual business, financial condition, and evaluation of the assets of the company;
2.To examine in the light of the analysis of the business and financial conditions, the assets and production equipment of the company to see whether the reconstruction or rehabilitation of the company is possible or not;
3.To examine the merits and demerits of the previous business operation of the company and the records of management of the operation by the responsible person of the company to see whether there was any neglect or improper practices;
4.To examine whether there is any fraudulent or false statement in the application;
5.To examine the feasibility of the reorganization proposal, if the applicant is the company; and
6.To examine other relevant reorganization proposals.
The inspector may inspect all books, records of accounts, documents and property relating to the business or finance of the company.
The directors, supervisors, managerial personnel, or other staff personnel shall have the obligation to answer the enquiries made by the inspector regarding the operation and financial activities.
Directors, supervisors, managerial officers and other employees of the company who refuse the aforesaid examination or refuse to answer the aforesaid questions without reason or make false statements shall be severally subject to a fine not less than NT$ 20,000 but not more than NT$ 100,000.

第 285-1 條

法院依檢查人之報告，並參考目的事業中央主管機關、證券管理機關、中央金融主管機關

Article 285- 1

Based on the report made by the inspector and by making reference to the opinions provided by the central authority in charge of the end enterprise concerned, the authority in charge of securities affairs, the

及其他有關機關、團體之意見，應於收受重整聲請後一百二十日內，為准許或駁回重整之裁定，並通知各有關機關。
前項一百二十日之期間，法院得以裁定延長之，每次延長不得超過三十日。但以二次為限。
有左列情形之一者，法院應裁定駁回重整之聲請：

一、聲請書狀所記載事項有虛偽不實者。
二、依公司業務及財務狀況無重建更生之可能者。

法院依前項第二款於裁定駁回時，其合於破產規定者，法院得依職權宣告破產。

central authority in charge of financial affairs, and other relevant authorities and organizations, the court shall, within 120 days after its receipt of a reorganization application filed by a company, render a ruling to approve or to dismiss the said re-organization application and shall notify all authorities concerned of such ruling accordingly.
The 120-day reviewing period fixed in the preceding Paragraph may be extended by a ruling to be made by the court for an additional 30 days provided that no more than two extensions may be made.
Under either of the following circumstances, the court may dismiss a company re-organization application:
1.Where any statement or information contained in the written application documents is found false or untrue; or
2.Where reconstruction and/or rehabilitation as proposed by the applicant is deemed unfeasible after considering the business and financial conditions of the company.
When dismissing a company reorganization application by a ruling to be rendered in accordance with the provisions set out in the preceding Paragraph, the court may, ex officio, make a bankruptcy pronouncement, if the conditions for bankruptcy are met.

第 286 條

法院於裁定重整前，得命公司負責人，於七日內就公司債權人及股東，依其權利之性質，分別造報名冊，並註明住所或居所及債權或股份總金額。

Article 286

Prior to a ruling for reorganizers of a company, the court may order responsible persons of the company to prepare and submit lists of creditors and shareholders of the company within seven days according to the nature of their rights respectively, stating therein also their domiciles or residences and the total amount of credits or the total amount of money in shares.

第 287 條

法院為公司重整之裁定前，得因公司或利害關係人之聲請或依職權，以裁定為左列各款處分：
一、公司財產之保全處分。
二、公司業務之限制。
三、公司履行債務及對公司行使債權之限制。
四、公司破產、和解或強制執行等程序之停止。
五、公司記名式股票轉讓之禁止。
六、公司負責人，對於公司損害賠償責任之查定及其財產之保全處分。
前項處分，除法院准予重整外，其期間不得超過九十日；必要時，法院得由公司或利害關係人之聲請或依職權以裁定延長之；其延長期間不得超過

Article 287

Prior to rendition of a ruling for reorganization of a company, the court may, at the request of the company or an interested party or ex officio, render a ruling for the following disposal:
1.Disposal for preservation of the company's property;
2.Restriction on the business of the company;
3.Restriction on performance of obligation of the company and exercise of claim against the company;
4.Suspension of proceedings for bankruptcy, com- position, or compulsory execution and others;
5.Prohibition of transfer of registered share certificates; and
6.Assessment of the liabilities of responsible persons of the company to compensate the company for loss or damage and preservation of their property.
The term of validity of the ruling to be made under the preceding Paragraph shall not exceed 90 days, unless otherwise fixed by the court; and may be extended when necessary by the court at the request of the company or an interest party provided that the duration of each extension shall not exceed 90 days.
In case the ruling for dismissing a company reorganization application becomes final prior to the expiry of the term of validity

九十日。
前項期間屆滿前，重整之聲請駁回確定者，第一項之裁定失其效力。
法院為第一項之裁定時，應將裁定通知證券管理機關及相關之目的事業中央主管機關。

referred to in the preceding Paragraph, then the ruling rendered under Paragraph I under this Article shall become null and void.
In rendering a ruling under the provisions of Paragraph I of this Article, the court shall inform, by a notice, the authority in charge of securities affairs and the central authority in charge of the relevant end enterprise.

第 288 條
(刪除)

Article 288
(Deleted)

第 289 條
法院為重整裁定時，應就對公司業務，具有專門學識及經營經驗者或金融機構，選任為重整監督人，並決定下列事項：
一、債權及股東權之申報期日及場所，其期間應在裁定之日起十日以上，三十日以下。
二、所申報之債權及股東權之審查期日及場所，其期間應在前款申報期間屆滿後十日以內。
三、第一次關係人會議期日及場所，其期日應在第一款申報期間屆滿後三十日以內。
前項重整監督人，應受法院監督，並得由法院隨時改選。
重整監督人有數人時，關於重整事務之監督執行，以其過半數之同意行之。

Article 289
At the time of ruling for reorganizers, the court shall select and appoint a person with specialized knowledge and experience in the operation of the business of such company or a banking institution as reorganization supervisor and decide on the following matters:
1.The period and place for declaring rights of creditors and shareholders, and the period shall not be less than ten days nor more than thirty days from the date of ruling;
2.The date and place to examine rights of creditors and shareholders thus declared, and the date shall be within ten days of the date of expiration of the aforesaid period for declaration; and
3.The date and place of the first meeting of parties concerned, and the date shall be within 30 days of the date after expiration of the period for declaration mentioned in Item 1.
The aforesaid reorganization supervisor shall act under the supervision of the court and may be discharged by the court at any time.
In case there is a plural number of reorganization supervisors, supervision on the execution of all matters relating to reorganization shall be effected by a majority vote of them.

第 290 條
公司重整人由法院就債權人、股東、董事、目的事業中央主管機關或證券管理機關推薦之專家中選派之。
第三十條之規定，於前項公司重整人準用之。
關係人會議，依第三百零二條分組行使表決權之結果，有二組以上主張另行選定重整人時，得提出候選人名單，聲請法院選派之。
重整人有數人時，關於重整事務之執行，以其過半數之同意行之。
重整人執行職務應受重整監督人之監督，其有違法或不當情

Article 290
The reorganizers of the company shall be selected and appointed by the court from among the relevant experts recommended by creditors, shareholders, directors, the central authority in charge of the relevant end enterprise, and/or the authority in charge of securities affairs.
The provisions set out in Article 30 hereof shall apply mutatis mutandis to reorganizers.
In the meeting of interested parties, if the result of the voting conducted in groups under Article 302 shows that two or more groups prefer a change of reorganizers, a list of candidates may be submitted to the court along with an application for such change.
In case there is a plural number of reorganizers, execution of all matters relating to reorganization shall be effected by a majority vote of them.
In the execution of duties, the reorganizers shall act under the supervision of the reorganization supervisors. In case a reorganizer

事者，重整監督人得聲請法院解除其職務，另行選派之。

Acts in violation of the laws or improperly, the reorganization supervisors may apply to the count for discharging his/her office and selecting a new one

重整人為下列行為時，應於事前徵得重整監督人之許可：
一、營業行為以外之公司財產之處分。
二、公司業務或經營方法之變更。
三、借款。
四、重要或長期性契約之訂立或解除，其範圍由重整監督人定之。
五、訴訟或仲裁之進行。
六、公司權利之拋棄或讓與。
七、他人行使取回權、解除權或抵銷權事件之處理。
八、公司重要人事之任免。
九、其他經法院限制之行為。

In the execution of duties, the reorganizers shall secure the prior consent of the reorganization supervisor:
1.Disposal of property of the company outside the scope of its business;
2.Change of the business of the company or in the ways of operation;
3.Contract of loans;
4.Conclusion or rescission of important or long term contracts, the scope of which shall be determined by the reorganization supervisor;
5.Proceeding in litigation or arbitration;
6.Waiver or assignment of rights of the company;
7.Dealing in cases where others exercise rights of retrieval, rescission or set-off;
8.Appointment and removal of important officers of the company; and
9.Other acts restricted by the court.

第 291 條

法院為重整裁定後，應即公告左列事項：
一、重整裁定之主文及其年、月、日。
二、重整監督人、重整人之姓名或名稱、住址或處所。
三、第二百八十九條第一項所定期間、期日及場所。
四、公司債權人及持有無記名股票之股東怠於申報權利時，其法律效果。
法院對於重整監督人、重整人、公司、已知之公司債權人及股東，仍應將前項裁定及所列各事項，以書面送達之。
法院於前項裁定送達公司時，應派書記官於公司帳簿，記明截止意旨，簽名或蓋章，並作成節略，載明帳簿狀況。

Article 291

After rendering a ruling of company reorganization, the court shall publish the following particulars by means of a public notice:
1.The text and the date of the ruling of company reorganization;
2.The name or title and the domicile or address of the reorganization supervisor and the reorganizers;
3.The period, date and place as fixed in accordance with the provisions of Paragraph I, Article 289 hereof; and
4. The legal consequences which may result from the negligence of the creditors and shareholders of bearer share certificates of the company to declare their claims and rights.
The court shall still be obligated to serve notice in writing of the ruling and the particulars contained therein to the reorganization supervisor, the reorganizers, the company and the known creditors and the shareholders.
At the time the court sends the aforesaid notice of ruling to the company, the court shall send a court clerk to write down in the accounting books the account-closing decision, to affix thereon his signature or seal, and to write down a brief statement describing the condition of such accounting books.

第 292 條

法院為重整裁定後，應檢同裁定書，通知主管機關，為重整開始之登記，並由公司將裁定書影本黏貼於該公司所在地公告處。

Article 292

The court shall, after rendering ruling for reorganization, notify the competent authority with a copy of such ruling for registration of the institution of reorganization; the company shall post the copy of the aforesaid ruling on the notice board of the its registered office.

第 293 條

重整裁定送達公司後，公司業務之經營及財產之管理處分權移屬於重整人，由重整監督人監督交接，並聲報法院，公司股東會、董事及監察人之職權，應予停止。

前項交接時，公司董事及經理人，應將有關公司業務及財務之一切帳冊、文件與公司之一切財產，移交重整人。

公司之董事、監察人、經理人或其他職員，對於重整監督人或重整人所為關於業務或財務狀況之詢問，有答覆之義務。

公司之董事、監察人、經理人或其他職員，有左列行為之一者，各處一年以下有期徒刑、拘役或科或併科新臺幣六萬元以下罰金：

一、拒絕移交。

二、隱匿或毀損有關公司業務或財務狀況之帳冊文件。

三、隱匿或毀棄公司財產或為其他不利於債權人之處分。

四、無故對前項詢問不為答覆。

五、捏造債務或承認不真實之債務。

Article 293

After delivery of the ruling for reorganization of the company, the operation of the business of the company and the power of controlling and disposing of the property thereof shall be transferred to reorganizers, and the reorganization supervisor shall supervise such transfer, which shall then be reported to the court.Upon such transfer, the shareholders' meeting, directors and supervisors shall cease to perform their duties and to exercise their powers.

At the time of the aforesaid transfer, the directors and managerial officers of the company shall hand over to the reorganizers all statements and records of accounts and documents relating to the business and finance of the company and all property thereof.

The directors, supervisors, managerial personnel, or other staff personnel shall have the obligation to answer the enquiries made by the reorganization supervisors or reorganizers regarding the operation and financial activities.

Directors, supervisors, managerial officers or other members of the staff of the company, for any of the following acts, shall be severally subject to imprisonment for a period not exceeding one year, detention and/or a fine not exceeding NT$60,000:

1.Refusal to transfer;

2.Concealment, destruction or damage of statements, records of accounts or documents relating to the business or financial condition of the company;

3.Concealment, destruction, or removal of property of the company, or the disposal of such property a manner prejudicial to creditors;

4.Refusal to answer questions mentioned in the aforesaid paragraph without reason; and

5.Fabrication of debts or acknowledgement of untrue debts.

第 294 條

裁定重整後，公司之破產、和解、強制執行及因財產關係所生之訴訟等程序，當然停止。

Article 294

After a ruling for reorganization is rendered, all procedures of bankruptcy, composition, compulsory execution and other litigation involving property shall be suspended in due course.

第 295 條

法院依第二百八十七條第一項第一、第二、第五及第六各款所為之處分，不因裁定重整失其效力，其未為各該款處分者，於裁定重整後，仍得依利害關係人或重整監督人之聲請，或依職權裁定之。

Article 295

The disposition made by the court in accordance with the provisions of Article 287, Paragraph 1, Items 1, 2, 5 and 6 shall remain in effect regardless of the ruling for reorganization, and in the absence of such disposition, the court may still render such rulings on the application of an interested party or the reorganization supervisor or ex officio after having rendered the ruling for reorganization.

第 296 條

對公司之債權，在重整裁定前成立者，為重整債權；其依法享有優先受償權者，為優先重整債權；其有抵押權、質權或

Article 296

All rights of creditors of the company established prior to the ruling for reorganization shall be rights of creditors in reorganization; all rights with preference for repayment according to law shall be preferred rights of creditors in reorganization; all rights secured by

留置權為擔保者，為有擔保重整債權；無此項擔保者，為無擔保重整債權；各該債權，非依重整程序,均不得行使權利。

破產法破產債權節之規定，於前項債權準用之。但其中有關別除權及優先權之規定，不在此限。
取回權、解除權或抵銷權之行使，應向重整人為之。

mortgages, pledges or rights of retention shall be secured rights of creditors in reorganization; and all rights without such security shall be rights of creditors without security. All such rights of creditors shall not be exercised unless in a accordance with reorganization procedures.
The provisions of the Bankruptcy Law relating to the rights of creditors in bankruptcy, with the exception of provisions governing right of discriminative, and preferential rights shall apply mutatis mutandis to the aforesaid rights of creditors.
Rights of retrieval, rescission or set off shall be exercised against the reorganizers.

第 297 條

重整債權人，應提出足資證明其權利存在之文件，向重整監督人申報，經申報者，其時效中斷；未經申報者，不得依重整程序受清償。
公司記名股東之權利，依股東名簿之記載；無記名股東之權利，應準用前項規定申報，未經申報者，不得依重整程序，行使其權利。

前二項應為申報之人，因不可歸責於自己之事由，致未依限申報者，得於事由終止後十五日內補報之。但重整計劃已經關係人會議可決時,不得補報。

Article 297

All creditors in reorganization shall produce documents to sufficiently prove the existence of their rights for declaring their rights to the reorganization supervisor and, if so declared, the prescription is interrupted and, if not declared, no repayment shall be made according to the reorganization procedures.
Rights of registered shareholders of the company shall be based on records in the shareholders' roster. The provision of the preceding paragraph governing declaration shall apply mutatis mutandis to rights of unregistered shareholders and, if not declared, no such right shall be exercised according to the procedures of reorganization.
In case of failure to declare as provided in the two preceding paragraphs for causes not attributable to the persons of whom declaration is required, such persons may make good the declaration within fifteen days after extinction of the cause; however, no declaration shall be accepted after the reorganization plan has been adopted at a meeting of the concerned parties.

第 298 條

重整監督人，於權利申報期間屆滿後，應依其初步審查之結果，分別製作優先重整債權人、有擔保重整債權人、無擔保重整債權人及股東清冊，載明權利之性質、金額及表決權數額，於第二百八十九條第一項第二款期日之三日前，聲報法院及備置於適當處所，並公告其開始備置日期及處所，以供重整債權人、股東及其他利害關係人查閱。
重整債權人之表決權，以其債權之金額比例定之；股東表決權，依公司章程之規定。

Article 298

The reorganization supervisor shall, after the expiration of the period for declaring rights, in accordance with findings in the preliminary examination, prepare lists of preferred creditors in reorganization secured creditors in reorganization, unsecured creditors in reorganization and shareholders respectively, stating therein the nature of their rights, sums of money and number of votes, and shall submit a report to the court, keep all of the above at a suitable place, and publicly announce the date and place of such keeping so that the creditors in reorganization, shareholders and other interested persons may inspect, all to be done three days before the date mentioned in Article 289, Paragraph 1, Item 2.
The number of votes of creditors in reorganization shall be determined in proportion to the amounts of money involved in their credits. The number of votes of shareholders shall be provided in the Articles of Incorporation.

第 299 條

Article 299

法院審查重整債權及股東權之期日，重整監督人、重整人及公司負責人，應到場備詢，重整債權人、股東及其他利害關係人，得到場陳述意見。

有異議之債權或股東權，由法院裁定之。
就債權或股東權有實體上之爭執者，應由爭執之利害關係人，於前項裁定送達後二十日內提起確認之訴，並應向法院為起訴之證明；經起訴後在判決確定前，仍依前項裁定之內容及數額行使其權利。但依重整計劃受清償時，應予提存。
重整債權或股東權，在法院宣告審查終結前，未經異議者，視為確定；對公司及全體股東、債權人有確定判決同一之效力。

In the court's session of hearing rights of creditors in reorganization and rights of shareholders, the reorganization supervisor, reorganizers, and responsible persons of the company shall be present to answer inquiries, and the creditors in reorganization, shareholders and other interested persons may be present to express their opinions.
In the event of any objection to the right of creditor or the right of shareholder, the court shall render a ruling on such right.
Any interested person who substantially contests the right of creditor or the right of shareholder shall institute an action for determination within twenty days after the service of the ruling referred to in the preceding paragraph, and prove to the ruling court that such action has been instituted. After instituting such action and before a judgment thereto becomes irrevocable, the right concerned shall be exercised according to the contents of, and in the amount allowed by the ruling referred to in the preceding paragraph; however, in receiving the repayment in accordance with the plan of reorganization, the amount received shall be deposited with a court.
A right of creditor or a right of shareholder shall be deemed final and shall have the same effect as an irrevocable judgment against the company and all the shareholders and creditors of the company if prior to the end of hearing in court no objection was raised against such right.

第 300 條

重整債權人及股東，為公司重整之關係人，出席關係人會議，因故不能出席時，得委託他人代理出席。
關係人會議由重整監督人為主席，並召集除第一次以外之關係人會議。
重整監督人，依前項規定召集會議時，於五日前訂明會議事由，以通知及公告為之。一次集會未能結束，經重整監督人當場宣告連續或展期舉行者，得免為通知及公告。

關係人會議開會時，重整人及公司負責人應列席備詢。

公司負責人無正當理由對前項詢問不為答覆或為虛偽之答覆者，各處一年以下有期徒刑、拘役或科或併科新臺幣六萬元以下罰金。

Article 300

All creditors in reorganization and shareholders shall be concerned persons in the reorganization of the company and shall attend meetings of concerned persons. They may appoint a proxy to attend such meetings if they are unable to do so in person for any cause.
The reorganization supervisor shall be the chairman of all meetings of concerned persons and shall convene all such meetings with the exception of the first meeting.
The reorganization supervisor, in calling meetings as provided in the preceding paragraph, shall serve notice and public announcement five days prior to the meeting, stating therein the purpose of the meeting. In the event that no conclusion can be reached at one meeting, and announcement to adjourn or postpone the meeting is made on the spot by the reorganization supervisor, then no service of notice or public announcement is required.
At the meeting of concerned persons, the reorganizers and responsible persons of the company shall be present to answer inquiries.
Responsible persons of the company who refuse to answer inquiries as aforesaid without reason or make false statement in their replies shall be severally subject to imprisonment for a period not exceeding one year, detention and/or a fine not exceeding NT$60,000.

第 301 條

Article 301

關係人會議之任務如左：
一、聽取關於公司業務與財務狀況之報告及對於公司重整之意見。
二、審議及表決重整計劃。
三、決議其他有關重整之事項。

The functions of the meeting of concerned persons are as follows:
1.To hear reports on business and financial conditions of the company and opinions on reorganizers of the company;
2.To deliberate and vote on the reorganization plan; and
3.To resolve other matters relating to reorganization.

第 302 條

關係人會議，應分別按第二百九十八條第一項規定之權利人，分組行使其表決權，其決議以經各組表決權總額二分之一以上之同意行之。
公司無資本淨值時，股東組不得行使表決權。

Article 302

At the meeting of concerned persons, the voting right shall be exercised in groups of claimants as provided in Article 298, Paragraph 1, and resolutions shall be adopted by a majority vote of over one-half of the aggregate votes of different groups.
In the event that there is no net value of capital of the company, the shareholders group shall not exercise voting right.

第 303 條

重整人應擬訂重整計劃，連同公司業務及財務報表，提請第一次關係人會議審查。

重整人經依第二百九十條之規定另選者，重整計畫，應由新任重整人於一個月內提出之。

Article 303

The reorganizers shall draw up a plan of reorganization and submit same together with reports and statements of business and finance of he company to the first meeting of concerned persons for examination.
In the event of a change of reorganizers as provided in Article 290, the reorganization plan shall be submitted by newly appointed reorganizers within one month.

第 304 條

公司重整如有左列事項，應訂明於重整計畫：
一、全部或一部重整債權人或股東權利之變更。
二、全部或一部營業之變更。
三、財產之處分。
四、債務清償方法及其資金來源。
五、公司資產之估價標準及方法。
六、章程之變更。
七、員工之調整或裁減。
八、新股或公司債之發行。
九、其他必要事項。
前項重整計畫之執行，除債務清償期限外，自法院裁定認可確定之日起算不得超過一年；其有正當理由，不能於一年內完成時，得經重整監督人許可，聲請法院裁定延展期限；期限屆滿仍未完成者，法院得依職權或依關係人之聲請裁定終止重整。

Article 304

The following particulars, if any, in the reorganization of a company, shall be stated clearly in the reorganization plan:
1.Changes in rights of any or all creditors in reorganization or shareholders;
2.Changes in part or all of the business;
3.Disposal of property;
4.Ways and means of paying debts and the financial source thereof;
5.Standards and methods of valuation of assets of the company;
6.Alteration of the Articles of Incorporation of the company;
7.Readjustment or reduction of employees;
8.Issue of new shares or corporate bonds; and
9.Other necessary matters.
Subject to the deadline date for discharge of all liabilities otherwise fixed, the duration for execution of the company reorganization plan shall not exceed one year as calculated from the date on which the court ruling of approval of the reorganization plan becomes final. In case the reorganization plan can not be completed as scheduled with good cause shown, an application for extension may be filed, with prior consent of the reorganization supervisors, with the court for a court ruling of extension provided, however, that if the reorganization plan is still not completed upon expiry of the extended period, then the court may, ex officio or at the petition of interested party or parties, render a ruling of termination of the

company reorganization plan.

第 305 條

重整計畫經關係人會議可決者，重整人應聲請法院裁定認可後執行之，並報主管機關備查。

前項法院認可之重整計畫，對於公司及關係人均有拘束力，其所載之給付義務，適於為強制執行之標的者，並得逕予強制執行。

Article 305

In case the reorganization plan is adopted at the meeting of interested parties, the reorganizers shall apply to the court for a ruling of approval and thereupon execute it, and shall also report such court ruling of approval to the competent authority for its record.

The company reorganization plan approved by the court shall bind on the company and the interested parties, and if the obligation to perform as specified in such plan can be set up as the object of compulsory execution, the reorganization plan may be subject to compulsory execution accordingly.

第 306 條

重整計畫未得關係人會議有表決權各組之可決時，重整監督人應即報告法院，法院得依公正合理之原則，指示變更方針，命關係人會議在一個月內再予審查。

前項重整計畫，經指示變更再予審查，仍未獲關係人會議可決時，應裁定終止重整。但公司確有重整之價值者，法院就其不同意之組，得以下列方法之一，修正重整計畫裁定認可之：

一、有擔保重整債權人之擔保財產，隨同債權移轉於重整後之公司，其權利仍存續不變。

二、有擔保重整債權人，對於擔保之財產；無擔保重整債權人，對於可充清償其債權之財產；股東對於可充分派之賸餘財產；均得分別依公正交易價額，各按應得之份，處分清償或分派承受或提存之。

三、其他有利於公司業務維持及債權人權利保障之公正合理方法。

前條第一項或前項重整計畫，因情事變遷或有正當理由致不能或無須執行時，法院得因重整監督人、重整人或關係人之聲請，以裁定命關係人會議重行審查，其顯無重整之可能或必要者，得裁定終止重整。

Article 306

In case the plan of reorganization is not adopted by the groups with voting right at the meeting of persons concerned, the reorganization supervisor shall forthwith report to the court and the court may direct modification or alteration on fair and reasonable principle and order the meeting of persons concerned to reconsider the plan within one month.

In case the aforesaid plan of reorganization remains not adopted upon reconsideration at the meeting of persons concerned, the court shall render a ruling to terminate the reorganization; however, if the company is really worthy of reorganization the court may, as against the dissenting group, amend the plan of reorganization in any one of the following ways and render a ruling to approve it:

1.That the property held as security by secured creditors in reorganization together with the right of claim is to be transferred to the company after reorganization, and such right is to remain in existence without any change;

2.That the property held as security by secured creditors in reorganization, the property that can be appropriated to meet repayments to unsecured creditors in reorganization and the residual property that can be distributed to shareholders may, on the basis of its price if fair deals and in proportion to the sharing parts to which such creditors and shareholders are entitled, be disposed of for repayment, distributed to those entitled to receive it, or deposited with a court; or

3.Other fair and reasonable ways beneficial to maintaining the business of the company and protecting the right creditors.

In case the plan of reorganization mentioned in the first paragraph of the preceding article or in the preceding paragraph cannot or need not be executed on account of change in circumstances or for a good cause, the court may, on application of the reorganization supervisor, reorganizers, or persons concerned, render a ruling to order the meeting of persons concerned to reconsider. In case there is obviously no possibility of or necessity for reorganization, the court may render a ruling for termination of reorganization.

前項重行審查可決之重整計畫，仍應聲請法院裁定認可。

關係人會議，未能於重整裁定送達公司後一年內可決重整計畫者，法院得依聲請或依職權裁定終止重整；其經法院依第三項裁定命重行審查，而未能於裁定送達後一年內可決重整計畫者，亦同。

The aforesaid plan of reorganization adopted on reconsideration shall be submitted in an application to the court for a ruling of approval.

In case the reorganization plan is not resolved by the meeting of the interested parties within one year after the ruling served to the company, the court may, ex officio or at the petition of interested party of parties, render a ruling of termination of the reorganization; the same procedure shall be followed if the reorganization plan is not resolved within one year after the ruling of reconsideration served to the company by the court according to the third paragraph.

第 307 條

法院為前二條處理時，應徵詢主管機關、目的事業中央主管機關及證券管理機關之意見。

法院為終止重整之裁定，應檢同裁定書通知主管機關；裁定確定時，主管機關應即為終止重整之登記；其合於破產規定者，法院得依職權宣告其破產。

Article 307

In taking the measures as set forth in the two preceding Articles, the court shall seek the opinions of the central competent authority, the central authority in charge of the relevant end enterprise, and also the authority in charge of securities affairs.

Where the court renders a ruling for termination of reorganization, it shall notify the competent authority and provide it with a copy of such ruling; and the competent authority shall, when the said court ruling becomes final, forthwith make a registration of termination of the reorganization plan, and if the conditions for bankruptcy are met, the court may, ex officio, render a ruling to pronounce the company bankrupt.

第 308 條

法院裁定終止重整，除依職權宣告公司破產者，依破產法之規定外，有左列效力：

一、依第二百八十七條、第二百九十四條、第二百九十五條或第二百九十六條所為之處分或所生之效力，均失效力。

二、因怠於申報權利，而不能行使權利者，恢復其權利。

三、因裁定重整而停止之股東會、董事及監察人之職權，應即恢復。

Article 308

Except when the provisions of the Bankruptcy Law shall govern in the case that a court has ex officio, rendered a judgment to adjudge a company bankrupt, a ruling for termination of reorganizers rendered by a court shall have the following effects:

1.Any disposition or effect thereof under Article 287, Article 294, Article 295 or Article 296 shall be null and void;

2.A person who has been barred from exercising his right for neglect in declaring the right shall have such right restored; and

3. The shareholders' meeting, directors and supervisors whose powers and functions have been suspended on account of reorganization shall have such powers and functions restored forthwith.

第 309 條

公司重整中，左列各款規定，如與事實確有扞格時，經重整人聲請法院，得裁定另作適當之處理：

一、第二百七十七條變更章程之規定。

二、第二百七十八條增資之規定。

三、第二百七十九條及第二百八十一條減資之通知公告期間

Article 309

During the process of reorganization of a company, if any of the following provisions conflict with the fact, the court may, at the request of the reorganizers, render a ruling of other appropriate disposition:

1.The provisions of Article 277 governing amendment or alteration of the Articles of Incorporation;

2.The provisions of Article 278 governing increase of capital;

3.The provisions of Article 279 and 281 governing the period of time for serving notice and making public announcement of and restrictions on the reduction of capital;

及限制之規定。
四、第二百六十八條至第二百七十條及第二百七十六條發行新股之規定。
五、第二百四十八條至第二百五十條，發行公司債之規定。
六、第一百二十八條、第一百三十三條、第一百四十八條至第一百五十條及第一百五十五條設立公司之規定。
七、第二百七十二條出資種類之規定。

4.The provisions of Article 268 to 270 and Article1 276 governing issue of new shares;
5.The provisions of Article 248 to 250 governing issue of corporate bonds;
6.The provisions of Article 128, Article 133, Article 148 through 150, and Article 155 governing incorporation of companies; or
7.The provisions of Article 272 governing the categories of capital contribution.

第 310 條

公司重整人，應於重整計畫所定期限內完成重整工作；重整完成時，應聲請法院為重整完成之裁定，並於裁定確定後，召集重整後之股東會選任董事、監察人。
前項董事、監察人於就任後，應會同重整人向主管機關申請登記或變更登記。

Article 310

Reorganizers of a company shall complete the reorganization plan within the implementation schedule specified therein; and upon completion of the reorganization plan, shall apply to the court for a court ruling of recognition of the completion of the reorganization, and shall, after such court ruling became final, convene a meeting of shareholders for election of directors and supervisors.
After assuming their offices as directors and supervisors, the directors and supervisors shall, in conjunction with the reorganizers, file an application with the competent authority for registration or for company alteration registration.

第 311 條

公司重整完成後，有左列效力：

一、已申報之債權未受清償部分，除依重整計畫處理，移轉重整後之公司承受者外，其請求權消滅；未申報之債權亦同。
二、股東股權經重整而變更或減除之部分，其權利消滅；未申報之無記名股票之權利亦同。
三、重整裁定前，公司之破產、和解、強制執行及因財產關係所生之訴訟等程序，即行失其效力。
公司債權人對公司債務之保證人及其他共同債務人之權利，不因公司重整而受影響。

Article 311

Upon completion, the reorganization of a company shall have the following effects:
1.The rights of claims on the unpaid parts of obligatory rights already declared shall expire except such parts as assigned to and assumed by the company after reorganization according to the plan of reorganization; the same shall apply to obligatory right not declared;
2.The changed, decreased or cancelled part of the right of shareholders in consequence of the reorganization shall expire; the same shall apply to the right of bearer share certificates not declared; and
3.Procedure of bankruptcy, composition, compulsory execution and other litigations involving property of the company prior to the ruling for reorganizers shall be ineffective.
The rights of creditors of a company against securities and other common debtors of the obligations of the company shall not be affected by the reorganization of the company.

第 312 條

左列各款，為公司之重整債務，優先於重整債權而為清償：
一、維持公司業務繼續營運所發生之債務。

Article 312

The following debts incurred during the reorganization of the company shall have preference for repayment over the rights of creditors in reorganization:
1.Debts incurred for continued operation of the business of the

二、進行重整程序所發生之費用。
前項優先受償權之效力，不因裁定終止重整而受影響。

company; and
2.Expenses incurred in the process of reorganization.
The aforesaid right of preference for repayment shall not be prejudiced on account of a ruling for termination of reorganization.

第 313 條
檢查人、重整監督人或重整人，應以善良管理人之注意，執行其職務，其報酬由法院依其職務之繁簡定之。
檢查人、重整監督人或重整人，執行職務違反法令，致公司受有損害時，對於公司應負賠償責任。
檢查人、重整監督人或重整人，對於職務上之行為，有虛偽陳述時，各處一年以下有期徒刑、拘役或科或併科新臺幣六萬元以下罰金。

Article 313
Inspectors, reorganization supervisors and reorganizers shall perform their duties with the care of good administrators. Their remuneration shall be determined by the court in consideration of the nature of their duties.
An inspector, reorganization supervisor or reorganizer who violates law or ordinance in the performance of his duties, thereby causing loss or damage to the company, shall compensate the company.

Inspectors, reorganization supervisors or reorganizers who make a false statement or record of their acts within the scope of duties shall be severally subject to imprisonment for a period not exceeding one year, detention and/or a fine not exceeding NT$60,000.

第 314 條
關於本節之管轄及聲請通知送達公告裁定或抗告等，應履行之程序，準用民事訴訟法之規定。

Article 314
The provisions of the Code of Civil Procedure shall apply mutatis mutandis to jurisdiction, application, notification process service, public announcement, ruling interlocutory appeal, and other proceedings in this section.

第一一節 解散、合併及分割

Section 11.Dissolution, Consolidation or Merger and Split-up

第 315 條
股份有限公司，有左列情事之一者，應予解散：
一、章程所定解散事由。
二、公司所營事業已成就或不能成就。
三、股東會為解散之決議。
四、有記名股票之股東不滿二人。但政府或法人股東一人者，不在此限。
五、與他公司合併。
六、分割。
七、破產。
八、解散之命令或裁判。
前項第一款得經股東會議變更章程後，繼續經營；第四款本文得增加有記名股東繼續經

Article 315
A company limited by shares shall be dissolved under any of the following circumstances:
1.Upon occurrence of the cause of dissolution as specified in the Articles of Incorporation;
2.Upon achievement or non-achievement of the objective of the business undertaken by the company;
3.Upon adoption of a resolution to dissolve the company at a meeting of shareholders;
4.Where the number of shareholders of registered share certificates is less than two persons; except that the only one shareholder is a government agency or a juristic person;
5.Upon consolidation or merger with another company;
6.Upon split-up of the company;
7.Upon bankruptcy of the company; and
8.Upon rendition of a dissolution order or judgment.
Under the circumstance specified in Item 1 of the preceding paragraph, the company may continue its business operations after amendment or alteration of the Articles of Incorporation is approved

營。

by a meeting of shareholders; and under the circumstance set forth in Item 4, the company may continue its business operations by increasing the number of shareholders of registered share certificates.

第 316 條

股東會對於公司解散、合併或分割之決議，應有代表已發行股份總數三分之二以上股東之出席，以出席股東表決權過半數之同意行之。

公開發行股票之公司，出席股東之股份總數不足前項定額者，得以有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意行之。

前二項出席股東股份總數及表決權數，章程有較高之規定者，從其規定。

公司解散時，除破產外，董事會應即將解散之要旨，通知各股東，其有發行無記名股票者，並應公告之。

Article 316

A resolution for dissolution, consolidation or merger, or split-up of a company shall be adopted by a majority vote at a meeting of shareholders attended by shareholders representing two-thirds or more of the total number of the outstanding shares of the company.

For a company that has its share certificates publicly issued, if the total number of shares represented by shareholders present at a shareholders' meeting is not sufficient to meet the criteria specified in the preceding paragraph, the resolution may be adopted by two-thirds of the votes of the shareholders present at a shareholders' meeting attended by shareholders representing a majority of the total number of the outstanding shares of the company.

Where a higher criteria for the total number of shares represented by the shareholders present at a meeting of shareholders and the total number of votes required to adopt a resolution thereat are specified in the Articles of Incorporation of the company, such higher criteria shall prevail.

When a company is to be dissolved for any cause other than bankruptcy, the board of directors shall forthwith notify each of the shareholders of the essentials of such dissolution plan and make a public announcement if bearer share certificates have been issued.

第 316-1 條

股份有限公司相互間合併，或股份有限公司與有限公司合併者，其存續或新設公司以股份有限公司為限。

股份有限公司分割者，其存續公司或新設公司以股份有限公司為限。

Article 316- 1

In the case of merger/consolidation between two independent companies limited by shares or between a company limited by shares and a limited company, the surviving company or the newly incorporated company under the merger/consolidation project shall be limited to a company organized in the form of a company limited by shares.

In the case of split-up of a company limited by shares, the surviving company or the newly incorporated company shall be limited to a company organized in the form of a company limited by shares.

第 316-2 條

控制公司持有從屬公司百分之九十以上已發行股份者，得經控制公司及從屬公司之董事會以董事三分之二以上出席，及出席董事過半數之決議，與其從屬公司合併。其合併之決議，不適用第三百十六條第一項至第三項有關股東會決議之規定。

Article 316- 2

Where 90% or more of the outstanding shares of a subsidiary company is held by its controlling company, the controlling company may merge/consolidate with the said subsidiary company upon a resolution to be adopted separately at a meeting of the board of directors of both the controlling company and the subsidiary company by a majority vote of the directors present at the meeting of board of directors attended by directors representing two-thirds of the directors of the respective companies; and the resolutions of merger/consolidation so adopted shall be exempt from the application of the provisions set out in Paragraphs I through III,

Article 216 of this Act governing the resolutions of Shareholders' meeting.

從屬公司董事會為前項決議後，應即通知其股東，並指定三十日以上期限，聲明其股東得於期限內提出書面異議，請求從屬公司按當時公平價格，收買其持有之股份。

After adoption of the resolution by the board of directors of the subsidiary company under the preceding Paragraph, a notice shall be given to each of its shareholders and shall state therein that any shareholder who has an objection against that resolution may, within 30 days or a longer period, submit a written objection requesting the subsidiary company to redeem, at a fair price, the shares of the subsidiary company he holds.

從屬公司股東與從屬公司間依前項規定協議決定股份價格者，公司應自董事會決議日起九十日內支付價款；其自董事會決議日起六十日內未達協議者，股東應於此期間經過後三十日內，聲請法院為價格之裁定。

Where the share redemption price is to be decided by an agreement to be reached through negotiation between the subsidiary company and its shareholders under the preceding Paragraph, the subsidiary company shall, within 90 days from the date of adoption of the resolution by the board of directors, effect the payment of the redemption price; whereas, if no agreement on the redemption price is adopted in the foregoing negotiation within 60 days from the date of adoption of the said resolution by the board of directors, the shareholders shall, within 30 days after such 60-day period, apply to the court for its decision on the redemption price by a court ruling.

第二項從屬公司股東收買股份之請求，於公司取銷合併之決議時，失其效力。股東於第二項及第三項規定期間內不為請求或聲請時，亦同。

The request of a shareholder for redemption of shares by the subsidiary company shall become mull and void, if the merger/consolidation resolution is cancelled by the subsidiary company. This clause shall also apply to the case where the shareholder fails to make the requests within the time limit set out in Paragraphs II and III under this Article.

第三百十七條有關收買異議股東所持股份之規定，於控制公司不適用之。

The provisions of Article 317 governing redemption shares held by an objecting shareholder shall not apply the controlling company.

控制公司因合併而修正其公司章程者，仍應依第二百七十七條規定辦理。

Where the Articles of Incorporation of the controlling company need to be amended after completion of the merger/consolidation project, the provisions of Article 277 hereof shall govern.

第 317 條

Article 317

公司分割或與他公司合併時，董事會應就分割、合併有關事項，作成分割計畫、合併契約，提出於股東會；股東在集會前或集會中，以書面表示異議，或以口頭表示異議經紀錄者，得放棄表決權，而請求公司按當時公平價格，收買其持有之股份。

When a company is split up or to be consolidated or merged with another company, the Board of Directors shall draft a split-up plan or a contract of consolidation or merger in respect of the matters related to such company split-up plan or the consolidation or merger contract and shall submit the same to a meeting of shareholders. Any shareholder who has expressed his dissension, in writing or verbally with a record before or during the meeting, may waive his voting right and request the company to buy back, shares of the split and consolidated or merged company he holds at the prevailing fair price.

他公司為新設公司者，被分割公司之股東會視為他公司之發起人會議，得同時選舉新設公司之董事及監察人。

In case the another company referred to in the preceding Paragraph is a newly incorporated company, then the meeting of shareholders of the split company shall be regarded as the promoters meeting of the said another company, and election of the directors and supervisors of such new company may be conducted at that meeting.

第一百八十七條及第一百八十

The provisions of Article 187 and Article 188 of this Act shall apply,

八條之規定，於前項準用之。

mutatis mutandis, to the circumstance specified in the preceding Paragraph.

第 317-1 條

前條第一項所指之合併契約，應以書面為之，並記載左列事項：

一、合併之公司名稱，合併後存續公司之名稱或新設公司之名稱。

二、存續公司或新設公司因合併發行股份之總數、種類及數量。

三、存續公司或新設公司因合併對於消滅公司股東配發新股之總數、種類及數量與配發之方法及其他有關事項。

四、對於合併後消滅之公司，其股東配發之股份不滿一股應支付現金者，其有關規定。

五、存續公司之章程需變更者或新設公司依第一百二十九條應訂立之章程。

前項之合併契約書，應於發送合併承認決議股東會之召集通知時，一併發送於股東。

Article 317- 1

The contract of consolidation or merger, as mentioned in Paragraph 1 of the preceding article, shall be made in writing setting forth the following particular:

1.The name of the consolidated or merged company and, after the consolidation or merger, the name of the surviving company or the newly incorporated company;

2.Total number of shares, kinds of shares and amounts of each kind issued by the surviving company or newly incorporated company as a result of the consolidation or merger;

3.Where shares are to be issued to shareholders of the dissolved company by the surviving company or newly incorporated company as a result of consolidation or merger, the total number of new shares, kinds of shares and amount of each kind, method of distribution, together with other relevant matters;

4.The relevant provision applicable if the amount of shares to be issued to shareholders of the dissolved company after consolidation or merger is less than the value of one share and payable in cash;

5.The Articles of Incorporation of a surviving company must be modified or altered, or that of a newly incorporated company to be executed, in accordance with Article 129.

The aforesaid contract of consolidation or merger shall be sent to shareholders together with the notice to convene a meeting of shareholders for approval of the resolution to be adopted for consolidation or merger.

第 317-2 條

第三百十七條第一項之分割計畫，應以書面為之，並記載左列事項：

一、承受營業之既存公司章程需變更事項或新設公司章程。

二、被分割公司讓與既存公司或新設公司之營業價值、資產、負債、換股比例及計算依據。

三、承受營業之既存公司發行新股或新設公司發行股份之總數、種類及數量。

四、被分割公司或其股東所取得股份之總數、種類及數量。

五、對被分割公司或其股東配發之股份不滿一股應支付現金者，其有關規定。

六、既存公司或新設公司承受被分割公司權利義務及其相關

Article 317- 2

The company split-up plan according to Paragraph I, Article 317 shall be reduced to writing and contain the following particulars:

1.The changes/alterations need to be made in the Articles of Incorporation of the existing company succeeding the business of the split company, or the full text of the Articles of Incorporation;

2.The value of the business, the assets and the liabilities of the split company, and the share swap ratio and calculation basis;

3.The total number, categories, and the number in each category of the new shares to be issued by the existing company succeeding the business of the split company or to be issued by the new company to be incorporated;

4.The total number, categories, and the number of share in each category of the shares to be acquired by the split company or its shareholders;

5.Where the fractional share to be distributed to the split company or its shareholder is to be paid in cash, the relevant provisions governing the process thereof;

6.The rights and obligations of the split company to be succeeded by the existing company or by the new company to be incorporated,

事項。
七、被分割公司之資本減少時，其資本減少有關事項。
八、被分割公司之股份銷除所需辦理事項。
九、與他公司共同為公司分割者，分割決議應記載其共同為公司分割有關事項。

前項分割計畫書，應於發送分割承認決議股東會之召集通知時，一併發送於股東。

and the mattes in connection therewith;
7.Where the capital stock of the split company is reduced, the matters in connection with such capital reduction;
8.The matters which shall be settled in the cancellation of the shares of the split company; and
9.Where the company split-up plan is to be carried out jointly by a company and another company, the resolutions of company split-up to be adopted by both companies shall contain the matters pertaining to such joint splitting arrangement.
The company split-up plan as required in the preceding Paragraph shall be disseminated to all shareholders along with the notice of meeting of shareholders which is convened for a resolution on the approval of the company split-up plan.

第 317-3 條
(刪除)

Article 317- 3
(Deleted)

第 318 條
公司合併後，存續公司之董事會，或新設公司之發起人，於完成催告債權人程序後，其因合併而有股份合併者，應於股份合併生效後；其不適於合併者，應於該股份為處分後，分別循左列程序行之：

一、存續公司，應即召集合併後之股東會，為合併事項之報告，其有變更章程必要者，並為變更章程。

二、新設公司，應即召開發起人會議，訂立章程。
前項章程，不得違反合併契約之規定。

Article 318
After consolidation or merger of a company, the Board of Directors of the surviving company or promoters of the new company shall, after having completed the procedure of serving follow-up notice to creditors and, in case there are shares consolidated as a result of the consolidation or merger transaction, after such consolidation becomes effective or, in the case where shares are not suitable for consolidation, after such shares are disposed of, take the following appropriate procedures respectively as the case may be:
1.The surviving company shall at once convene a meeting of the shareholders after consolidation or merger and report on matters of consolidation or merger and, in case of any necessity to modify or alter the Articles of Incorporation, shall also modify or alter the Articles of Incorporation;
2.The newly incorporated company shall at once convene a meeting of promoters and draw up the Articles of Incorporation.
The provisions set out in the Articles of Incorporation drawn up under the preceding Paragraph shall not contravene any of the provisions set out in the contract of consolidation or merger.

第 319 條
第七十三條至第七十五條之規定，於股份有限公司之合併或分割準用之。

Article 319
The provisions of Article 73 to 75 shall apply, mutatis mutandis, to the merger/consolidation or split-up of a company limited by shares.

第 319-1 條
分割後受讓營業之既存公司或新設公司，應就分割前公司所負債務於其受讓營業之出資範圍負連帶清償責任。但債權人之連帶清償責任請求權，自分割基準日起二年內不行使而消

Article 319- 1
The surviving company or the new company to be incorporated and succeeding the business of the split company after the company split-up transaction shall, to the extent not exceeding the capital fund contributed by it in respect of the business succeeded by it, assume the joint and several responsibility of discharging the liabilities incurred by the split company prior to the split-up

滅。

transaction. However, the creditors' right to claim for the performance of the joint and several responsibility of discharging the foregoing liabilities shall become extinguished, if not exercised by the creditors within two year from the date of reference day of the company split-up transaction.

第 320 條
(刪除)

Article 320
(Deleted)

第 321 條
(刪除)

Article 321
(Deleted)

第一二節 清算

Section 12.Liquidation

第一目 普通清算

Subsection 1.Ordinary Liquidation

第 322 條
公司之清算，以董事為清算人。但本法或章程另有規定或股東會另選清算人時，不在此限。
不能依前項之規定定清算人時，法院得因利害關係人之聲請，選派清算人。

Article 322
In case of liquidation of a company, the directors shall become its liquidators, unless otherwise provided for in this Act or in the Articles of Incorporation or where other persons are appointed by a meeting of shareholders.
If no liquidator can be determined pursuant to the aforesaid provisions, the court may appoint a liquidator upon the application of any interested person.

第 323 條
清算人除由法院選派者外，得由股東會決議解任。

法院因監察人或繼續一年以上持有已發行股份總數百分之三以上股份股東之聲請，得將清算人解任。

Article 323
A liquidator, with the exception of one appointed by the court, may be removed from office by a resolution adopted at a meeting of shareholders.
The court may remove the liquidator upon the application of a supervisor or of shareholders who have been continuously holding more than three percent of the total number of issued shares for a period of one year or more.

第 324 條
清算人於執行清算事務之範圍內，除本節有規定外，其權利義務與董事同。

Article 324
A liquidator, within the scope of his functions in liquidation, shall have the same rights and obligations as the directors, unless otherwise provided for in this section.

第 325 條
清算人之報酬，非由法院選派者，由股東會議定；其由法院選派者，由法院決定之。
清算費用及清算人之報酬，由公司現存財產中儘先給付。

Article 325
The remuneration of a liquidator not appointed by the court shall be determined by a meeting of shareholders, and the remuneration of a liquidator appointed by the court shall be decided by the court.
Liquidation expenses and the remuneration of liquidators shall be immediately paid for from the available assets of the company.

第 326 條
清算人就任後，應即檢查公司財產情形，造具財務報表及財

Article 326
The liquidator shall, after having assumed office, examine the financial condition of the company, prepare the financial statements

產目錄，送經監察人審查，提請股東會承認後，並即報法院。

inventory of property, send them to the supervisors for examination, and shall, after such reports, financial statements and inventory of property have been ratified by the meeting of shareholders, submit the same to the court.

前項表冊送交監察人審查，應於股東會集會十日前為之。

The aforesaid statements and records of accounts shall be sent to the supervisors for examination no later than ten days before the date of the meeting of shareholders.

對於第一項之檢查有妨礙、拒絕或規避之行為者，各處新臺幣二萬元以上十萬元以下罰鍰。

Persons who hinder, refuse or evade the examination conducted by the liquidators under the provisions of Paragraph I of this Article shall be severally subject to a fine not less than NT$ 20,000 but not more than NT$ 100,000.

第 327 條

清算人於就任後，應即以三次以上之公告，催告債權人於三個月內申報其債權，並應聲明逾期不申報者，不列入清算之內。但為清算人所明知者，不在此限。其債權人為清算人所明知者，並應分別通知之。

Article 327

The liquidator after having assumed office, by means of public notice shall, at least three times, urge the creditors to declare their rights of claims within a period of three months, stating also that any creditor failing to declare his rights of claims within the period will not be included in the liquidation, unless the creditor is known to the liquidator, to each known creditor the liquidator shall notify respectively.

第 328 條

清算人不得於前條所定之申報期限內，對債權人為清償。但對於有擔保之債權，經法院許可者，不在此限。

公司對前項未為清償之債權，仍應負遲延給付之損害賠償責任。

公司之資產顯足抵償其負債者，對於足致前項損害賠償責任之債權，得經法院許可後先行清償。

Article 328

The liquidator shall not effect performance in favor of any of the creditors during the period fixed for declaring their rights of claims as provided in the preceding article, unless the obligation is a secured one and approval has been obtained from the court for repayment.

To the aforesaid unpaid creditors, the company shall, notwithstanding the provisions of the preceding paragraph1, be liable in damages as may be caused by delay.

In case the assets of the company are apparently sufficient to pay its debts, the aforesaid creditors who may hold the company liable in damage may be first paid with the approval of the court.

第 329 條

不列入清算內之債權人，就公司未分派之賸餘財產，有清償請求權。但賸餘財產已依第三百三十條分派，且其中全部或一部已經領取者，不在此限。

Article 329

Creditors who have been excluded from the liquidation may demand performance out of the undivided residual assets of the company; however, this shall not apply where such residual assets have been distributed in accordance with Article 330 and a part of them or the whole has been taken.

第 330 條

清償債務後，賸餘之財產應按各股東股份比例分派。但公司發行特別股，而章程中另有訂定者，從其訂定。

Article 330

After the payment of debts, the residual assets shall be distributed among the shareholders in proportion to the number of their shares; however1, in the event that the company has issued special shares and it is otherwise provided for in the Articles of Incorporation, such provisions shall be followed.

第 331 條

清算完結時，清算人應於十五日內，造具清算期內收支表、損益表、連同各項簿冊，送經監察人審查，並提請股東會承認。

股東會得另選檢查人，檢查前項簿冊是否確當。

簿冊經股東會承認後，視為公司已解除清算人之責任。但清算人有不法行為者，不在此限。

第一項清算期內之收支表及損益表，應於股東會承認後十五日內，向法院聲報。

清算人違反前項聲報期限之規定時，各處新臺幣一萬元以上五萬元以下罰鍰。

對於第二項之檢查有妨礙、拒絕或規避行為者，各處新臺幣二萬元以上十萬元以下罰鍰。

Article 331

The liquidator shall, within fifteen days after completion of liquidation, prepare an income and expenditure statement, and a statement of profit and loss, and shall forward the same together with all statements and records of accounts to the supervisors for examination and subsequently submit them to the meeting of shareholders for its ratification.

The meeting of shareholders may appoint another inspector to examine whether the aforesaid statements and records of accounts are in order.

After the statements and records of accounts have been ratified by the meeting of shareholders, they shall be deemed that the company has released the liquidators of their responsibility, except for the responsibility for any unlawful act which has done by the liquidators.

The income and expenditure statement and the statement of profit and loss referred to in Paragraph 1 shall be filed with the court within fifteen days after the approval thereof at the shareholders' meeting.

A liquidator who fails to complete the filing within the given time limit as set forth in the proceeding Paragraph shall be liable for a fine of not less than NT$ 10,000 but not more than NT$ 50,000.

Any person who hinders, refuses or evades the examination referred to in Paragraph II above shall be liable for a fine of not less than NT$ 20,000 but not more than NT$ 100,000.

第 332 條

公司應自清算完結聲報法院之日起，將各項簿冊及文件，保存十年。其保存人，由清算人及其利害關係人聲請法院指定之。

Article 332

The company shall keep all statements, records of account and documents for a period of ten years from the date of filing a record with the court after the completion of liquidation, and the custodian thereof shall be appointed by the court upon application of the liquidator and other interested persons.

第 333 條

清算完結後，如有可以分派之財產，法院因利害關係人之聲請，得選派清算人重行分派。

Article 333

If there are assets to be distributed after the completion of liquidation the court may, upon application of interested persons, appoint a liquidator to redistribute such assets.

第 334 條

第八十三條至第八十六條、第八十七條第三項、第四項、第八十九條及第九十條之規定，於股份有限公司之清算準用之。

Article 334

The provisions of Article 83 to 86, Article 87, Paragraph 3 and 4, Article 89 and Article 90 shall apply mutatis mutandis to liquidation of a company limited by shares.

第二目 特別清算

Subsection 2.Special Liquidation

第 335 條

清算之實行發生顯著障礙時，

Article 335

Where circumstances exist which apparently impede the execution

法院依債權人或清算人或股東之聲請或依職權，得命令公司開始特別清算；公司負債超過資產有不實之嫌疑者亦同。但其聲請，以清算人為限。

第二百九十四條關於破產、和解及強制執行程序當然停止之規定，於特別清算準用之。

of liquidation, the court may, upon the application of any creditor or liquidator or shareholder or ex officio, order the company to institute a process of special liquidation. The same shall apply where there is suspicion that the liabilities of the company exceed assets; but in such a case, only the liquidators may file an application.

Provisions concerning the suspension of procedures of bankruptcy, composition and compulsory execution as specified in Article 294 shall apply mutatis mutandis to the special liquidation.

第 336 條

法院依前條聲請人之聲請，或依職權於命令開始特別清算前，得提前為第三百三十九條之處分。

Article 336

The court may, prior to the order to institute a process of special liquidation upon the application of any of the persons specified in the preceding article or ex officio, first effect any of the dispositions mentioned in Article 339.

第 337 條

有重要事由時，法院得解任清算人。

清算人缺額或有增加人數之必要時，由法院選派之。

Article 337

Whenever any important reason exists, the court may remove a liquidator.

In case of any vacancy among the liquidators or necessity to increase the number of liquidators, the court shall appoint a liquidator.

第 338 條

法院得隨時命令清算人，為清算事務及財產狀況之報告，並得為其他清算監督上必要之調查。

Article 338

The court may, at any time, order liquidators to report on the business of liquidation and on the state of the property, and may also make any investigation necessary for the supervision of the liquidation.

第 339 條

法院認為對清算監督上有必要時，得為第三百五十四條第一項第一款、第二款或第六款處分。

Article 339

Whenever the court deems necessary for the supervision of the liquidation, it may effect any of the dispositions mentioned in Article 354, Paragraph 1, Item 1, 2 or 6.

第 340 條

公司對於其債務之清償，應依其債權額比例為之。但依法得行使優先受償權或別除權之債權，不在此限。

Article 340

The company shall discharge its obligations in proportion to the amount of creditors; however, this shall not apply to credits with preferential right of performance or right of exclusion in accordance with law.

第 341 條

清算人於清算中，認為有必要時，得召集債權人會議。

占有公司明知之債權總額百分之十以上之債權人，得以書面載明事由，請求清算人召集債權人會議。

Article 341

Whenever it is deemed necessary, the liquidators may, during the process of liquidation, convene a meeting of creditors.

Creditors having rights of claim representing not less than ten percent of the total amount of credits known to the company may request the liquidators to convene a meeting of creditors by filing a written application, stating therein the reasons for convening such a meeting.

第一百七十三條第二項於前項準用之。
前條但書所定之債權，不列入第二項之債權總額。

The provisions of Article 173, Paragraph 2 shall apply mutatis mutandis to the circumstance specified in the aforesaid paragraph.
The rights of claim of creditors mentioned in the proviso to the preceding article shall not be included in the total amount of credits mentioned in Paragraph 2 hereof.

第 342 條

債權人會議之召集人，對前條第四項債權之債權人，得通知其列席債權人會議徵詢意見，無表決權。

Article 342

The convener of the meeting of creditors may invite creditors with rights of claims mentioned in the preceding article, paragraph 4, to be present at the meeting of creditors to express opinions with no right to vote.

第 343 條

第一百七十二條第二項、第三項、第六項、第一百七十六條、第一百八十三條、第二百九十八條第二項及破產法第一百二十三條之規定，於特別清算準用之。

Article 343

The provisions of Article 172, Paragraph 2, 3 and 6; Article 176; Article 183; Article 298, Paragraph 2; and Article 123 of the Bankruptcy Law shall apply mutatis mutandis to special liquidation.

第 344 條

清算人應造具公司業務及財產狀況之調查書、資產負債表及財產目錄，提交債權人會議，並就清算實行之方針與預定事項，陳述其意見。

Article 344

The liquidators shall draw up a report on their investigation in the state of the company's business and property, a balance sheet and an inventory of the company, and bring up at the meeting of creditors and shall also state their opinion on the policy for carrying out the liquidation and pre-determined matters.

第 345 條

債權人會議，得經決議選任監理人，並得隨時解任之。
前項決議應得法院之認可。

Article 345

The meeting of creditors may, by resolution, appoint a liquidation inspector and may remove him at any time.
The aforesaid resolution shall have the approval of the court.

第 346 條

清算人為左列各款行為之一者，應得監理人之同意，不同意時，應召集債權人會議決議之。但其標的在資產總值千分之一以下者，不在此限：

一、公司財產之處分。
二、借款。
三、訴之提起。
四、成立和解或仲裁契約。
五、權利之拋棄。
應由債權人會議決議之事項，如迫不及待時，清算人經法院之許可，得為前項所列之行為。

清算人違反前兩項規定時，應

Article 346

In doing any of the following acts, the liquidators shall obtain the consent of the liquidation inspector and, if the liquidation inspector does not give consent, they shall convene a meeting of creditors to resolve on the matters; however, this shall not apply if the value involved is not more than one-tenth of one per cent of the total value of assets:
1.Disposal of any property of the company;
2.Borrowing of money;
3.Bringing of an action;
4.Agreement to compromise or seek arbitration; or
5.Relinquishment of any right.
If, in a case where a resolution of a meeting of creditors is required, there exist urgent circumstances, the liquidators may, with the permission of the court, do any of the acts mentioned in the preceding paragraph.
A liquidator who acts in contravention of the provisions of the

與公司對於善意第三人連帶負其責任。
第八十四條第二項但書之規定，於特別清算不適用之。

preceding two paragraphs shall be jointly liable with the company to a bona fide third party.
The provisions of the proviso to Article 84 paragraph 2 shall not apply to special liquidation.

第 347 條
清算人得徵詢監理人之意見，對於債權人會議提出協定之建議。

Article 347
The liquidators may consult the opinion of the liquidation inspector and make a proposal for an agreement of settlement to the meeting of creditors.

第 348 條
協定之條件，在各債權人間應屬平等。但第三百四十條但書所定之債權，不在此限。

Article 348
The terms of an agreement of settlement shall be equal among the creditors; however, this shall not apply to the rights of claim of creditors mentioned in the proviso to Article 340.

第 349 條
清算人認為作成協定有必要時，得請求第三百四十條但書所定之債權人參加。

Article 349
When it is deemed necessary for the preparation of a draft for an agreement of settlement, the liquidators may request the creditors mentioned in the proviso to Article 340 to participate.

第 350 條
協定之可決，應有得行使表決權之債權人過半數之出席，及得行使表決權之債權總額四分之三以上之同意行之。
前項決議，應得法院之認可。
破產法第一百三十六條之規定，於第一項協定準用之。

Article 350
An agreement of settlement shall be adopted by the concurrence of the creditors holding three-fourths or more of the total amount of claims with rights to vote at a meeting attended by over one half of the creditors entitled to vote.
The aforesaid resolution shall be approved by the court.
The provisions of Article 136 of the Bankruptcy Law shall apply mutatis mutandis to the agreement of settlement mentioned in Paragraph 1.

第 351 條
協定在實行上遇有必要時，得變更其條件，其變更準用前四條之規定。

Article 351
When it is necessary for carrying out an agreement of settlement, the terms of such agreement may be modified or altered, in which case, the provisions of the preceding four articles shall apply mutatis mutandis.

第 352 條
依公司財產之狀況有必要時，法院得據清算人或監理人，或繼續六個月以上持有已發行股份總數百分之三以上之股東，或曾為特別清算聲請之債權人，或占有公司明知之債權總額百分之十以上債權人之聲請，或依職權命令檢查公司之業務及財產。
第二百八十五條之規定，於前項準用之。

Article 352
When it is deemed necessary in view of the state of the company's property, the court may order inspection of the company's business and property upon the application of liquidators, the liquidation inspector, shareholders who have been holding three per cent or more of the total number of issued shares continuously for a period of six months or more, creditors who have filed an application for special liquidation, or creditors who have rights of claim representing not less than ten per cent of the total a mount of credits known to the company or of its own motion.
The provisions of Articles 285 shall apply mutatis mutandis to the circumstance mentioned in the preceding paragraph.

第 353 條

檢查人應將左列檢查結果之事項，報告於法院：
一、發起人、董事、監察人、經理人或清算人依第三十四條、第一百四十八條、第一百五十五條、第一百九十三條及第二百二十四條應負責任與否之事實。
二、有無為公司財產保全處分之必要。
三、為行使公司之損害賠償請求權，對於發起人、董事、監察人、經理人或清算人之財產，有無為保全處分之必要。

Article 353

The inspector shall report to the court the following matters in consequence of the inspection:
1.Whether there have been any incidents for which any promoter, director, supervisor, managerial officer or liquidator should be responsible under Article 34, Article 148, Article 155, Article 193 or Article 224;
2.Whether a measure to preserve the property of the company is necessary; and
3.Whether it is necessary to employ a measure of preservation on the property of any promoter, director, supervisor, managerial officer or liquidator, for the exercise of any claim for damage by the company.

第 354 條

法院據前條之報告，認為必要時，得為左列之處分：
一、公司財產之保全處分。
二、記名式股份轉讓之禁止。
三、發起人、董事、監察人、經理人或清算人責任解除之禁止。
四、發起人、董事、監察人、經理人或清算人責任解除之撤銷；但於特別清算開始起一年前已為解除，而非出於不法之目的者，不在此限。
五、基於發起人、董事、監察人、經理人、或清算人責任所生之損害賠償請求權之查定。
六、因前款之損害賠償請求權，對於發起人、董事、監察人、經理人或清算人之財產為保全處分。

Article 354

When it is deemed necessary, the court may, on the basis of the report mentioned in the preceding article, effect any of the following dispositions:
1.Measures of preservation on the property of the company;
2.Prohibition against transfer of registered shares;
3.Prohibition against release of the responsibilities of any of the promoters, directors, supervisors, managerial officers or liquidators;
4.Annulment of the release of the responsibilities of any of the Promoters, directors, supervisors, managerial officers or liquidators; this, however, shall not apply to any release effected one year prior to the institution of the special liquidation other than for any illegal purpose;
5.Assessment of any claim for damages arising from the responsibilities of any of the promoters, directors, supervisors, managerial officers or liquidators; and
6.Measures of preservation on the property of any of the promoters, directors, managerial officers or liquidators on account of any claim for damages mentioned in the preceding item.

第 355 條

法院於命令特別清算開始後，而協定不可能時，應依職權依破產法為破產之宣告，協定實行上不可能時亦同。

Article 355

If, in cases where an order for the institution of a process of special liquidation has been made, there is no prospect of reaching an agreement of settlement, the court shall ex officio make an adjudication of bankruptcy in accordance with the Bankruptcy Law. The same shall apply where there is no prospect of an agreement of settlement being duly carried out.

第 356 條

特別清算事項，本目未規定者，準用普通清算之規定。

Article 356

The provisions pertaining to ordinary liquidation shall apply mutatis mutandis to matters in special liquidation if not provided for in this sub-section.

第六章(刪除) **CHAPTER VI(Deleted)**

第 357 條
(刪除)
Article 357
(Deleted)

第 358 條
(刪除)
Article 358
(Deleted)

第 359 條
(刪除)
Article 359
(Deleted)

第 360 條
(刪除)
Article 360
(Deleted)

第 361 條
(刪除)
Article 361
(Deleted)

第 362 條
(刪除)
Article 362
(Deleted)

第 363 條
(刪除)
Article 363
(Deleted)

第 364 條
(刪除)
Article 364
(Deleted)

第 365 條
(刪除)
Article 365
(Deleted)

第 366 條
(刪除)
Article 366
(Deleted)

第 367 條
(刪除)
Article 367
(Deleted)

第 368 條
(刪除)
Article 368
(Deleted)

第 369 條
(刪除)
Article 369
(Deleted)

第六章之一 關係企業 **CHAPTER VI-I Affiliated Enterprises**

第 369-1 條
本法所稱關係企業，指獨立存在而相互間具有下列關係之企業：
一、有控制與從屬關係之公司。
二、相互投資之公司。

Article 369- 1
The term "affiliated enterprises" as used in this Act shall refer to enterprises which are independent in existence but are interrelated in either of the following relations:
1.Companies having controlling and subordinate relation between them; or
2.Companies having made investment in each other.

第 369-2 條
公司持有他公司有表決權之股份或出資額，超過他公司已發行有表決權之股份總數或資本總額半數者為控制公司，該他公司為從屬公司。
除前項外，公司直接或間接控

Article 369- 2
A company which holds a majority of the total number of the outstanding voting shares or the total amount of the capital stock of another company is considered the controlling company, while the said another company is considered the subordinate company.
In addition to the relation set forth in the preceding Paragraph, if a company has a direct or indirect control over the management of the

制他公司之人事、財務或業務經營者亦為控制公司，該他公司為從屬公司。

personnel, financial or business operation of another company, it is also considered the controlling company, and the said another company is considered the subordinate company.

第 369-3 條

有左列情形之一者，推定為有控制與從屬關係：

一、公司與他公司之執行業務股東或董事有半數以上相同者。

二、公司與他公司之已發行有表決權之股份總數或資本總額有半數以上為相同之股東持有或出資者。

Article 369- 3

Under any of the following circumstances, it shall be concluded as the existence of the controlling and subordinate relation:

1.Where a majority of executive shareholders or directors in a company are contemporarily acting as executive shareholders or directors in another company; or

2.Where a majority of the total number of outstanding voting shares or the total amount of the capital stock of a company and another company are held by the same shareholders.

第 369-4 條

控制公司直接或間接使從屬公司為不合營業常規或其他不利益之經營，而未於會計年度終了時為適當補償，致從屬公司受有損害者，應負賠償責任。

控制公司負責人使從屬公司為前項之經營者，應與控制公司就前項損害負連帶賠償責任。

控制公司未為第一項之賠償，從屬公司之債權人或繼續一年以上持有從屬公司已發行有表決權股份總數或資本總額百分之一以上之股東，得以自己名義行使前二項從屬公司之權利，請求對從屬公司為給付。

前項權利之行使，不因從屬公司就該請求賠償權利所為之和解或拋棄而受影響。

Article 369- 4

In case a controlling company has caused its subsidiary company to conduct any business which is contrary to normal business practice or not profitable, but fails to pay an appropriate compensation upon the end of the fiscal year involved, and thus causing the subsidiary company to suffer damages, the controlling company shall be liable for such damages.

If the responsible person of the controlling company has caused the subsidiary company to conduct the business described in the preceding Paragraph, he/she shall be liable, jointly and severally, with the controlling company for such damages.

In the event the controlling company fails to make the indemnification as required in the preceding Paragraph, the subsidiary company's creditor, or the shareholder(s) who hold(s) one per cent(1%) or more of the total number of the outstanding voting shares or of the total amount of the capital stock of the subsidiary company may exercise, in its (or his/their) own name, the rights of the subsidiary company as set forth in the preceding two Paragraphs to claim for the payment of the indemnity from the controlling company to the subsidiary company.

The right to exercise the claim under the preceding Paragraph shall not be prejudiced by a settlement entered into or a waiver made by the subsidiary company, if any, in respect of such right to claim for damages.

第 369-5 條

控制公司使從屬公司為前條第一項之經營，致他從屬公司受有利益，受有利益之該他從屬公司於其所受利益限度內，就控制公司依前條規定應負之賠償，負連帶責任。

Article 369- 5

In the event the business operation conducted by a subordinate company of a controlling company under the provisions of Paragraph I of the preceding Article has caused another subordinate company of the same controlling company to gain profit, then the benefited subordinate company shall, within the limit of the profit it has gained, be liable, jointly and severally with the controlling company, for the indemnification obligation set out in the preceding Paragraph.

第 369-6 條

前二條所規定之損害賠償請求權，自請求權人知控制公司有賠償責任及知有賠償義務人時起，二年間不行使而消滅。自控制公司賠償責任發生時起，逾五年者亦同。

Article 369- 6

The right to claim for damages set out in the preceding two Articles shall be extinguished if not exercised within two years from the date when the claimant is aware of the existence of the indemnification obligation of the controlling company and the existence of indemnifier, or within five years from the date of occurrence of the indemnification liability of the controlling company.

第 369-7 條

控制公司直接或間接使從屬公司為不合營業常規或其他不利益之經營者，如控制公司對從屬公司有債權，在控制公司對從屬公司應負擔之損害賠償限度內，不得主張抵銷。

前項債權無論有無別除權或優先權，於從屬公司依破產法之規定為破產或和解，或依本法之規定為重整或特別清算時，應次於從屬公司之其他債權受清償。

Article 369- 7

In case a controlling company has caused, directly or indirectly, its subordinate company to conduct any business which is contrary to normal business practice or not profitable, and if the controlling company has a claim upon said subordinate company, then the controlling company shall not claim for offsetting such claim against its indemnification liability, if any, to the subordinate company.

In case the subordinate company enters into bankruptcy or composition procedures in accordance with the provisions of the Bankruptcy Law, or enters into the process of reorganization or special liquidation of its company in accordance with the provisions of this Act, the claim set forth in the preceding Paragraph, with or without the right to exclusion or priority, shall be satisfied in the order second to all other obligatory claims of the subordinate company.

第 369-8 條

公司持有他公司有表決權之股份或出資額，超過該他公司已發行有表決權之股份總數或資本總額三分之一者，應於事實發生之日起一個月內以書面通知該他公司。

公司為前項通知後，有左列變動之一者，應於事實發生之日起五日內以書面再為通知：

一、有表決權之股份或出資額低於他公司已發行有表決權之股份總數或資本總額三分之一時。

二、有表決權之股份或出資額超過他公司已發行有表決權之股份總數或資本總額二分之一時。

三、前款之有表決權之股份或出資額再低於他公司已發行有表決權之股份總數或資本總額二分之一時。

Article 369- 8

In case a company holds one third or more of the total number of the voting shares or of the total amount of the capital stock of another company, a notice in writing shall be given to such another company within one month from the date of occurrence of such event.

In case any of the following changes is made afterwards in the particulars contained in the notice given by a company in accordance with the provisions of the preceding Paragraph, a further notice shall be given within five days from the date of occurrence of such change:

1.Where its holdings in the voting shares or in the equity capital of another company becomes less than one third of the total number of the voting shares or the total amount of the capital stock of the said another company;

2.Where its holdings in the voting shares or in the equity capital of another company exceeds one half (1/2) of the total number of the voting shares of the total amount or the capital stock of the said another company; or

3.Where its holdings in the voting shares or in the equity capital of another company as described in the preceding Item has reduced again to a level below the total number of the voting shares or the total amount of the capital stock of the said another company.

The notified company shall, within five days after its receipt of the

受通知之公司，應於收到前二項通知五日內公告之，公告中應載明通知公司名稱及其持有股份或出資額之額度。
公司負責人違反前三項通知或公告之規定者，各處新臺幣六千元以上三萬元以下罰鍰。主管機關並應責令限期辦理；期滿仍未辦理者，得責令限期辦理，並按次連續各處新臺幣九千元以上六萬元以下罰鍰至辦理為止。

notice given under either of the preceding two Paragraphs, make a public notice stating therein the name of the notifying company and the number of shares held and the amount of capital contribution made by the notifying Company.
In case the responsible person of a company failed to give a notice or to make a public notice as required in any of the three preceding Paragraphs, he/she shall be imposed with a fine in an amount of not less than NT$6,000 but not more than NT$30,000. In addition, the competent authority shall order the violator to give the notice or to make the public notice within a given time limit. If the violator further fails to do so after expiry of the given time limit, the competent authority may fix another time limit for the violator to complete the notification procedure, and may impose successively upon the violator a fine in an amount of not less than NT$9,000 but not more than NT$60,000 for each time of noncompliance by the violator until the notification requirement is duly complied with by the violator.

第 369-9 條

公司與他公司相互投資各達對方有表決權之股份總數或資本總額三分之一以上者，為相互投資公司。

相互投資公司各持有對方已發行有表決權之股份總數或資本總額超過半數者，或互可直接或間接控制對方之人事、財務或業務經營者，互為控制公司與從屬公司。

Article 369- 9

Where a company and another company have made investment in each other's company to the extent that one third or more of the total number of the voting shares or the total amount of the capital stock of both companies are held or contributed by each other, these two companies are defined as mutual investment companies.
Where both mutual companies are holding one half or more of the total number of the voting shares or of the total amount of the equity capital of each other's company, or having direct or indirect control over the management of the personnel, financial of business operations of each other's company, they shall have the status of the controlling company as well as the subordinate company to each other's company.

第 369-10 條

相互投資公司知有相互投資之事實者，其得行使之表決權，不得超過被投資公司已發行有表決權股份總數或資本總額之三分之一。但以盈餘或公積增資配股所得之股份，仍得行使表決權。

公司依第三百六十九條之八規定通知他公司後，於未獲他公司相同之通知，亦未知有相互投資之事實者，其股權之行使不受前項限制。

Article 369-10

Subject to the condition that the fact of mutual investment is known to both mutual investment companies, the number of voting power exercisable by either investing company in the invested company shall not exceed one third of the total number of the outstanding voting shares or one third of the total amount of the equity capital of the invested company provided, however, that the voting power associated with the dividend shares distributed from capitalization of surplus earnings or excess legal reserve shall still be exercisable.
In case a company has not received a similar notice from another company after having given a notice such another company in accordance with the provisions of Article 369-8 of this Act nor does it know the existence of mutual investment relation between them, then its right to exercise the voting power in the capacity of a shareholder of such another company shall be free from the restriction set forth in the preceding Paragraph.

第 369-11 條

計算本章公司所持有他公司之股份或出資額，應連同左列各款之股份或出資額一併計入：

一、公司之從屬公司所持有他公司之股份或出資額。

二、第三人為該公司而持有之股份或出資額。

三、第三人為該公司之從屬公司而持有之股份或出資額。

Article 369-11

In calculating the number of shares or the amount of equity capital of another company being held by a company under this Chapter, the following shares or equity capital shall also be included into the calculation:

1.The shares or equity capital of another company being held by the subordinate company of companies of the investing company;

2.The shares or equity capital (of such another company) being held by a third party for the investing company; and

3.The shares or equity capital (of such another company) being held by a third party for any subordinate company of the investing company.

第 369-12 條

公開發行股票公司之從屬公司應於每會計年度終了，造具其與控制公司間之關係報告書，載明相互間之法律行為、資金往來及損益情形。

公開發行股票公司之控制公司應於每會計年度終了，編製關係企業合併營業報告書及合併財務報表。

前二項書表之編製準則，由證券管理機關定之。

Article 369-12

A subsidiary company which publicly issues shares shall, at the end of each fiscal year, prepare and submit a report regarding the relationship between itself and its controlling company indicating therein the legal acts, funds flow and loss and profit status between the two companies.

The controlling company which publicly issues shares shall, at the end of each fiscal year, prepare for submission a consolidated business report and consolidated financial statements of the affiliated enterprises involved.

The rules for preparation of the reports and statements as required in the preceding two Paragraphs shall be prescribed by the authority in charge of securities affairs.

第七章 外國公司

CHAPTER VII Foreign Company

第 370 條

外國公司之名稱，應譯成中文，除標明其種類外，並應標明其國籍。

Article 370

The name of a foreign company shall be translated into Chinese and, in addition to the class to which it belongs, also indicate its nationality.

第 371 條

外國公司非在其本國設立登記營業者，不得申請認許。

非經認許，並辦理分公司登記者，不得在中華民國境內營業。

Article 371

A foreign company may not apply for recognition without making incorporation registration in its own country and conducting its business operation therein.

A foreign company may not transact business within the territory of the Republic of China without obtaining a certificate of recognition from the government of the Republic of China and completing the procedure for branch office registration.

第 372 條

外國公司應專撥其在中華民國境內營業所用之資金，並應受主管機關對其所營事業最低資本額規定之限制。

Article 372

A foreign company that shall appropriate funds exclusively for its operation of business in the Republic of China shall be subject to the minimum requirement as may be specified by the authority of its capital in respect of its business.

外國公司應在中華民國境內指定其訴訟及非訴訟之代理人，並以之為在中華民國境內之公司負責人。

A foreign company shall designate representative within the territory of the Republic of China to represent the company in all litigious and non-litigious matters and to serve as its responsible persons in the Republic of China.

第 373 條

外國公司有左列情事之一者，不予認許：
一、其目的或業務，違反中華民國法律、公共秩序或善良風俗者。
二、公司之認許事項或文件，有虛偽情事者。

Article 373

A foreign company shall not be recognized under any of the following circumstances:
1.If its objective or business is in contrary to the law, public order or good custom of the Republic of China; or
2.If any information or statement contained in the application documents filed by it is found false.

第 374 條

外國公司應於認許後，將章程備置於中華民國境內指定之訴訟及非訴訟代理人處所，或其分公司，如有無限責任股東者，並備置其名冊。
公司負責人違反前項規定，不備置章程或無限責任股東名冊者，各處新臺幣一萬元以上五萬元以下罰鍰。連續拒不備置者，並按次連續各處新臺幣二萬元以上十萬元以下罰鍰。

Article 374

A foreign company shall, after its recognition, keep a copy of its Articles of Incorporation in the office of its representative for litigious and non-litigious matters or branch office within the territory of the Republic of China. In case there are shareholders of unlimited liability, a roster of such shareholders shall also be kept.
Responsible persons of the company who fail to keep a copy of its Articles of Incorporation or the roster of shareholders of unlimited liability in violation of the aforesaid provision shall be severally subject to a fine of not less than NT$ 10,000 but not more than NT$ 50,000. Any further failure of the same nature shall be imposed with a fine of not less than NT$ 20,000 but not more than NT$ 100,000 for each successive failure.

第 375 條

外國公司經認許後，其法律上權利義務及主管機關之管轄，除法律另有規定外，與中華民國公司同。

Article 375

A foreign company, after having been given certificate of recognition, shall have the same rights and obligations and shall be subject to the same jurisdiction of the authority as a domestic company, unless otherwise provided by law.

第 376 條

(刪除)

Article 376

(Deleted)

第 377 條

第九條、第十條、第十二條至第二十五條，於外國公司準用之。

Article 377

The provisions of Article 9, Article 10 and Article 12 to 25 shall apply mutatis mutandis to a foreign company.

第 378 條

外國公司經認許後，無意在中華民國境內繼續營業者，應向主管機關申請撤回認許。但不得免除申請撤回以前所負之責任或債務。

Article 378

A foreign company which has received a certificate of recognition to transact business in the Republic of China and which desires to cease doing so, shall apply to the competent authority for withdrawal of the recognition; however it may not be exempted from any obligation and debt incurred by it prior to the filing of such application.

第 379 條

外國公司有左列情事之一者，主管機關應撤銷或廢止其認許：

一、申請認許時所報事項或所繳文件，經查明有虛偽情事者。

二、公司已解散者。

三、公司已受破產之宣告者。

前項撤銷或廢止認許，不得影響債權人之權利及公司之義務。

Article 379

In any of the following events, the authority shall revoke or nullify the certificate of recognition granted to a foreign company:

1.Any of the particulars set forth in filing an application for recognition or any of the documents attached thereto have been proved to be false;

2.The company has been dissolved;

3.The company has been declared bankrupt.

The aforesaid revocation or nullification of a certificate of company recognition under the preceding Paragraph shall in no way impair the rights of creditors and the obligations of the company.

第 380 條

撤回、撤銷或廢止認許之外國公司，應就其在中華民國境內營業，或分公司所生之債權債務清算了結，所有清算未了之債務，仍由該外國公司清償之。

前項清算，以外國公司在中華民國境內之負責人或分公司經理人為清算人，並依外國公司性質，準用本法有關各種公司之清算程序。

Article 380

A foreign company which surrenders its certificate of recognition or has its certificate of recognition revoked or nullified, shall complete liquidation of its business within the territory of the Republic of China or right and obligation incurred by its branch office. Any outstanding obligation shall still be discharged by such foreign company.

The aforesaid liquidation shall be undertaken by the responsible person of the foreign company within the territory of the Republic of China or the managerial officer of its branch office. The provisions of this Act pertaining to the process of liquidation applicable to different classes of companies shall apply mutatis mutandis to such foreign companies according to their respective nature.

第 381 條

外國公司在中華民國境內之財產，在清算時期中，不得移出中華民國國境，除清算人為執行清算外，並不得處分。

Article 381

The property of a foreign company within the territory of the Republic of China shall not be moved out of the territory of the Republic of China during the time of liquidation and shall not be disposed of except by the liquidator in the execution of the liquidation.

第 382 條

外國公司在中華民國境內之負責人或分公司經理人，違反前二條規定時，對於外國公司在中華民國境內營業，或分公司所生之債務，應與該外國公司負連帶責任。

Article 382

The responsible person or managerial officer of a foreign company within the territory of the Republic of China who acts in contravention of the provisions of the two preceding articles shall be jointly liable with such foreign company in respect of the transactions done within the territory of the Republic of China or obligation contracted by its branch office.

第 383 條

(刪除)

Article 383

(Deleted)

第 384 條

外國公司經認許後，主管機關於必要時，得查閱其有關營業

Article 384

A foreign company, after having received its certificate of recognition, may be subject, whenever necessary, to examination of

之簿冊文件。

its books, records and documents relating to its business by the Authority.

第 385 條

第三百七十二條第二項規定之代理人，在更換或離境前，外國公司應另指定代理人，並將其姓名、國籍、住所或居所申請主管機關登記。

Article 385

Prior to any replacement or departure of its representative as provided in Article 372, Paragraph 2, a foreign company shall designate another representative and file a report stating the name, nationality and domicile or residence of such representative with the authority for registration

第 386 條

外國公司因無意在中華民國境內設立分公司營業，未經申請認許而派其代表人在中華民國境內為業務上之法律行為時，應報明左列各款事項，申請主管機關備案：

一、公司名稱、種類、國籍及所在地。

二、公司股本總額及在本國設立登記之年、月、日。

三、公司所營之事業及其代表人在中華民國境內所為業務上之法律行為。

四、在中華民國境內指定之訴訟及非訴訟代理人之姓名、國籍、住所或居所。

前項代表人須經常留駐中華民國境內者，應設置代表人辦事處，並報明辦事處所在地，依前項規定辦理。

前二項申請備案文件，應由其本國主管機關或其代表人業務上法律行為行為地或其代表人辦事處所在地之中華民國使領館、代表處、辦事處或其他外交部授權機構驗證。

外國公司非經申請指派代表人報備者，不得在中華民國境內設立代表人辦事處。

Article 386

A foreign company which, having no intention to sep up a branch office to transact business within the territory of the Republic of China, has not applied for recognition in the Republic of China, but designates a representative for the performance of juristic acts relating to its business in the territory of the Republic of China, shall file an application for recordation with the competent authority setting forth therein the following particulars:

1.The name, class of company, nationality and location of the company;

2.Its authorized capital and the date of its incorporation;

3. The business of the company and the juristic acts relating to its business to be done by its representative in the territory of the Republic of China; and

4.The name, nationality and domicile or residence of its designated litigious and non-litigious representative in the territory of the Republic of China.

If the aforesaid representative shall, from time to time, be required to reside in the territory of the Republic of China, the company shall establish a representative's office and report its location in accordance with the aforesaid provisions.

The documents filed for recordation under the preceding two Paragraph shall be certified by the embassy/consulate, the representative office, business office of or any other institute authorized by the Ministry of Foreign Affairs and stationed at the locality where the competent authority of its own country or its representative conducts its/his business or legal acts or at the place where its representative's office is located.

A foreign company may not set up a representative's office within the territory of the Republic of China unless an application is filed for designation of the representative for record.

第八章 公司之登記及認許

CHAPTER VIII Registration and Recognition of Companies

第一節申請

Section 1.Application

第 387 條

Article 387

公司之登記或認許，應由代表公司之負責人備具申請書，連同應備之文件一份，向中央主管機關申請；由代理人申請時，應加具委託書。

In applying for company registration or recognition, an application together with a complete set of the documents as required shall be filed with the central competent authority by the responsible person who represents the company for its approval. In the case the application is filed by an agent, a power of attorney shall be attached thereto.

前項代表公司之負責人有數人時，得由一人申辦之。

Where there is a plural number of responsible person designated to represent the company, one of them may be authorized to file the application.

第一項代理人，以會計師、律師為限。

The agent referred to in Paragraph I shall be limited to a certified public accountant or a lawyer.

公司之登記或認許事項及其變更，其辦法，由中央主管機關定之。

Regulations governing company registration and recognition procedure and the alteration thereof shall be prescribed by the central competent authority.

前項辦法，包括申請人、申請書表、申請方式、申請期限及其他相關事項。

The regulations to be prescribed under the preceding Paragraph include applicant, application documents, application procedure, deadline dates for filing the application, and other relevant matters.

代表公司之負責人違反依第四項所定辦法規定之申請期限者，處新臺幣一萬元以上五萬元以下罰鍰。

The responsible person of a company who fails to file the application beyond the appropriate deadline date specified in the regulations to be prescribed under Paragraph IV hereinabove shall be imposed with a fine of not less than NT$ 10,000 but not more than NT$ 50,000.

代表公司之負責人不依第四項所定辦法規定之申請期限辦理登記者，除由主管機關責令限期改正外，處新臺幣一萬元以上五萬元以下罰鍰；期滿未改正者，繼續責令限期改正，並按次連續處新臺幣二萬元以上十萬元以下罰鍰,至改正為止。

Subject to the provisions set out in Paragraph IV hereinabove, the competent authority shall further order the responsible person to rectify his law violating act within a given time limit; and if he fails to take corrective action beyond the given time limit, he shall be imposed with a fine of not less than NT$ 20,000 but not more than NT$ 100,000 consecutively for each time of incompliance until the law violating act is rectified.

第 388 條

主管機關對於公司登記之申請，認為有違反本法或不合法定程式者，應令其改正，非俟改正合法後，不予登記。

Article 388

In case any company registration application filed is held by the competent authority to be contrary to this Act or not in conformity with legal procedure, correction of errors shall be ordered, and the registration will not be made until such errors shall have been corrected.

第 389 條

(刪除)

Article 389

(Deleted)

第 390 條

(刪除)

Article 390

(Deleted)

第 391 條

公司登記，申請人於登記後，確知其登記事項有錯誤或遺漏時，得申請更正。

Article 391

An applicant who is convinced after filing that there are errors or omissions in matters stated, may apply for rectification of the same.

第 392 條
請求證明登記事項，主管機關得核給證明書。

Article 392
Upon an application by a company for certification of matters contained in its company registration file being kept by the competent authority, the competent authority may issue the certificate as requested.

第 393 條
公司登記文件，公司負責人或利害關係人，得聲敘理由請求查閱或抄錄。但主管機關認為必要時，得拒絕抄閱或限制其抄閱範圍。

公司左列登記事項，主管機關應予公開，任何人得向主管機關申請查閱或抄錄：
一、公司名稱。
二、所營事業。
三、公司所在地。
四、執行業務或代表公司之股東。
五、董事、監察人姓名及持股。
六、經理人姓名。
七、資本總額或實收資本額。
八、公司章程。

前項第一款至第七款，任何人得至主管機關之資訊網站查閱。

Article 393
The responsible person of a company or any interested person may, with reasons stated, apply for an access to examine or for making copy of the contents of such company registration records or documents in file provided, however, that the authority may repudiate such application or may set up a limitation of the information or data to be copied by the applicant.
The following particulars of company registration shall be made open to the public by the competent authority, and any person may apply to the competent authority for an access thereto or for making copy thereof:
1.The name of the company;
2.The scope of business of the company;
3.The location of the company;
4.The shareholder(s) executing the business operations or representing the company;
5.The name of directors and supervisors and their respective shareholdings in the company;
6.The name of the manager;
7.The amount of authorized capital stock or of the paid-in capital; and
8.The Articles of Incorporation of the company.
Any person may have the access to the information web site of the competent authority to examine the information enumerated in Items 1 through 7 of the preceding Paragraph.

第 394 條
(刪除)

Article 394
(Deleted)

第 395 條
(刪除)

Article 395
(Deleted)

第 396 條
(刪除)

Article 396
(Deleted)

第 397 條
公司之解散，不向主管機關申請解散登記者，主管機關得依職權或據利害關係人申請，廢止其登記。
主管機關對於前項之廢止，除命令解散或裁定解散外，應定三十日之期間，催告公司負責

Article 397
In case a company fails to file application for dissolution with the authority after it has been dissolved, the authority may, ex officio or at the request of any interested party, rescind its registration.
When executing the rescission of company registration under the preceding Paragraph, the competent authority shall, in addition to requiring, by an order or a ruling, the dissolution of the company, instruct the responsible person of the company to file a statement of

人聲明異議；逾期不為聲明或聲明理由不充分者，即廢止其登記。

objection, if may, within a period of thirty days. If no objection has been filed upon the lapse of the prescribed period or if the objection is found not well grounded, its registration shall be rescinded,

第 398 條
(刪除)

Article 398
(Deleted)

第 399 條
(刪除)

Article 399
(Deleted)

第 400 條
(刪除)

Article 400
(Deleted)

第 401 條
(刪除)

Article 401
(Deleted)

第 402 條
(刪除)

Article 402
(Deleted)

第 402-1 條
(刪除)

Article 402- 1
(Deleted)

第 403 條
(刪除)

Article 403
(Deleted)

第 404 條
(刪除)

Article 404
(Deleted)

第 405 條
(刪除)

Article 405
(Deleted)

第 406 條
(刪除)

Article 406
(Deleted)

第 407 條
(刪除)

Article 407
(Deleted)

第 408 條
(刪除)

Article 408
(Deleted)

第 409 條
(刪除)

Article 409
(Deleted)

第 410 條
(刪除)

Article 410
(Deleted)

第 411 條
(刪除)

Article 411
(Deleted)

第 412 條
(刪除)

Article 412
(Deleted)

第 413 條
(刪除)

Article 413
(Deleted)

第 414 條
(刪除)

Article 414
(Deleted)

第 415 條
(刪除)

Article 415
(Deleted)

第 416 條
(刪除)

Article 416
(Deleted)

第 417 條
(刪除)

Article 417
(Deleted)

第 418 條
(刪除)

Article 418
(Deleted)

第 419 條

Article 419

(刪除)
(Deleted)

第 420 條
(刪除)
Article 420
(Deleted)

第 421 條
(刪除)
Article 421
(Deleted)

第 422 條
(刪除)
Article 422
(Deleted)

第 423 條
(刪除)
Article 423
(Deleted)

第 424 條
(刪除)
Article 424
(Deleted)

第 425 條
(刪除)
Article 425
(Deleted)

第 426 條
(刪除)
Article 426
(Deleted)

第 427 條
(刪除)
Article 427
(Deleted)

第 428 條
(刪除)
Article 428
(Deleted)

第 429 條
(刪除)
Article 429
(Deleted)

第 430 條
(刪除)
Article 430
(Deleted)

第 431 條
(刪除)
Article 431
(Deleted)

第 432 條
(刪除)
Article 432
(Deleted)

第 433 條
(刪除)
Article 433
(Deleted)

第 434 條
(刪除)
Article 434
(Deleted)

第 435 條
(刪除)
Article 435
(Deleted)

第 436 條
(刪除)
Article 436
(Deleted)

第 437 條
(刪除)
Article 437
(Deleted)

第二節 規費

Section 2.Fees

第 438 條
依本法受理公司名稱及所營事業預查、登記、查閱、抄錄及各種證明書等，應收取審查費、登記費、查閱費、抄錄費及證照費；其費額，由中央主管機關定之。

Article 438
Upon approving the application filed by any person in accordance with this Act for pre-registration enquiry, registration, examination, or making copy of company name and scope of business, or requesting for certification of the company information registered, the competent authorities concerned shall charge the applicant an examination fee, registration fee, checking fee, copy fee, and/or certification fee in accordance with the appropriate charging rates to be fixed by the central competent authority.

第 439 條
(刪除)
Article 439
(Deleted)

第 440 條
(刪除)
Article 440
(Deleted)

第 441 條
(刪除)
Article 441
(Deleted)

第 442 條
(刪除)
Article 442
(Deleted)

第 443 條
(刪除)
Article 443
(Deleted)

第 444 條
(刪除)
Article 444
(Deleted)

第 445 條
(刪除)
Article 445
(Deleted)

第 446 條
(刪除)
Article 446
(Deleted)

第九章 附則
CHAPTER IX Supplemental Provisions

第 447 條
(刪除)
Article 447
(Deleted)

第 448 條
本法所定之罰鍰，拒不繳納者，依法移送強制執行。
Article 448
In case of any refusal to pay the fines specified in this Act, the case shall be referred to compulsory execution in accordance with the law.

第 449 條
本法除中華民國八十六年六月二十五日修正公布之第三百七十三條、第三百八十三條之施行日期由行政院定之，及九十八年五月五日修正之條文自九十八年十一月二十三日施行外，自公布日施行。
Article 449
This Act shall take effect from the date of promulgation thereof, except for the effect date of the Article 373 and Article 383 amended on June 25, 1997 to be decided by the Executive Yuan, and the articles amended on May 5, 2009 to be in force on November 23, 2009.