

時間:中華民國一○九年六月十六日(星期二)上午九時整

地點:台中市台灣大道二段 666 號(長榮桂冠酒店 B2 中港廳)

列席:王秀華董事、康連財董事、丁重誠董事、蕭庭郎獨立董事、吳金榮獨立董事、安永聯合會計

師事務所謝勝安會計師。

出席:本公司已發行股份總數為33,164,807股,出席及代理出席股東代表股份總數為19,846,559

股(其中以電子方式出席行使表決權為10,442,052股),佔發行股份總數59.84%。

主席:獨立董事 吳金縣

紀錄:謝雅樹雅如

(董事長請假,董事長指定獨立董事 吳金榮代理主持本次股東常會)

一、宣布開會:出席已達法定股數,依法宣布開會。

二、主席致詞:略。

# 三、報告事項

### 第一案

案 由:108年度營業報告,敬請 鑒察。

說 明:本公司108年度營業報告書,請參閱附件一。

#### 第二案

案 由:審計委員會審查 108 年度決算表冊報告,敬請 鑒察。

說 明:本公司審計委員會審查報告書,請參閱附件二。

#### 第三案

案 由:108年度董事酬勞及員工酬勞分派報告,敬請 鑒察。

說 明:本公司 108 年度未扣除董事及員工酬勞估計數前之稅前淨利為新台幣 17,356,985 元,擬按本公司章程第 103 條規定分派,以現金發放 108 年度董事酬勞 180,802 元及員工酬勞 542,406 元。

#### 第四案

案 由:108年盈餘分派現金股利報告,敬請 鑒察。

- 說 明:(一)依本公司章程第100(1)項及89第(j)款規定,授權董事會決議現金分派年度 股利,並向股東常會報告。
  - (二)經本公司第四屆 109 年第 2 次董事會決議通過配發現金股利新台幣 16,582,404 元,每股配發 0.5 元,現金股利發放至元為止,元以下捨去,配發不足一元之畸零款合計數擬轉入本公司之其他收入。
  - (三)本案業經董事會決議通過授權董事長另訂除息基準日、發放日及其他相關事 宜;嗣後如因本公司流通在外普通股股數發生變動,致使配息率因此發生變動 時,亦授權董事長全權調整之。

# 四、承認事項

第一案 董事會提

案 由:108年度營業報告書暨財務報表案,敬請 承認。

說 明:

- (一)本公司及子公司 108 年度之合併財務報表,業經安永聯合會計師事務所會 計師查核完竣,並出具查核報告書在案。
- (二)本公司108年度營業報告書及上述財務報表,請參閱附件一及附件三。

# 決 議:本議案投票表決結果如下:

出席股東表決權數共19,846,559權/

	表決結果	佔出席股東表決權數
贊成權數: (含電子投票	19,824,517/ 權 10,420,010/權)	99.89%~
反對權數: (含電子投票	22, 024 / 權 22, 024 / 權)	0.11%/
無效權數:	0 權	0.00%
棄權與未投票權 (含電子投票	. 数: 18 / 權 18 / 權)	0.00% -

本案經出席股東表決後照案通過。

# 第二案

董事會提

案 由:108年度盈餘分派表案,敬請 承認。

說 明:本公司為英屬開曼群島法律組織設立並存續之公司,不適用公司法第237條規定: 「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」。本公司108年稅後淨利為新台幣8,102,802元,提列特別盈餘公積為新台幣3,843,538元,108年盈餘分派表請參閱附件四。

#### 決 議:本議案投票表決結果如下:

出席股東表決權數共19,846,559權。

表	決結果	佔出席股東表決權數
贊成權數:	19,824,517,權	99.89%
(含電子投票	10,420,010,權)	00.00/07
反對權數:	22,024 / 權	0.11%
(含電子投票	22,024/權)	0.11/0/
無效權數:	0 權	0.00%
棄權與未投票權數	: 18. 權	0.00%
(含電子投票	18, 權)	0.00/0

本案經出席股東表決後照案通過。

# 五、討論事項

第一案 董事會提

案 由:修訂本公司「公司章程」部分條文案,提請 決議。

說 明:

- (一)為配合證券櫃檯買賣中心修訂「外國發行人註冊地國股東權益保護事項」,修訂 本公司「公司章程」部分條文。
- (二)檢附「公司章程」修訂前後條文對照表,請參閱附件五。
- (三)提請 決議。

#### 決 議:本議案投票表決結果如下:

出席股東表決權數共19,846,559權。

₹	<b>長決結果</b>	佔出席股東表決權數
贊成權數: (含電子投票	19, 824, 496 / 權 10, 419, 989 / 權)	99.89%,
反對權數: (含電子投票	22,045 ⁄ 權 22,045 權)	0.11%
無效權數:	0 權	0.00%
棄權與未投票權數 (含電子投票	t: 18 / 權 18 / 權)	0.00% <

本案經出席股東表決後照案通過。

第二案

董事會提

案 由:修訂本公司「取得或處分資產處理程序」部分條文案,提請 決議。

說. 明:

- (一)為配合證券櫃檯買賣中心修訂「外國發行人註冊地國股東權益保護事項」, 修訂本公司「取得或處分資產處理準則」部分條文。
- (二)檢附「取得或處分資產處理程序」修訂前後條文對照表,請參閱附件六,。
- (三)提請 決議。

#### 決 議:本議案投票表決結果如下:

出席股東表決權數共19,846,559權/

表	決結果		佔出席股東表決權數
贊成權數:	19, 824, 496	權	99. 89%
(含電子投票	10, 419, 989	權)	30.03/0 /
反對權數:	22, 045	權	0.11%
(含電子投票	22, 045	權)	0.11/0/
無效權數:	0	權	0.00%
棄權與未投票權數	: 18/	權	0.00%
(含電子投票	18	權)	0.00/0

本案經出席股東表決後照案通過。

第三案

董事會提

案 由:修訂本公司「股東會議事規範」部分條文案,提請 決議。

#### 說 明:

- (一)為配合金融監督管理委員會修訂「股東會議事規則參考範例」,修訂本公司 「股東會議事規範」部分條文。
- (二)檢附「股東會議事規範」修訂前後條文對照表,請參閱附件七。
- (三)提請 決議。

# 決 議:本議案投票表決結果如下:

出席股東表決權數共19,846,559權/

表	决結果	佔出席股東表決權數
贊成權數: (含電子投票	19,821,496 / 權 10,416,989 / 權)	99. 87%,
反對權數: (含電子投票	24,045 ⁄ 權 24,045 權)	0.12%,
無效權數:	0 權	0.00%
棄權與未投票權數: (含電子投票	1,018/ 權 1,018 權)	0.01% ~

本案經出席股東表決後照案通過。

六、臨時動議:無。

七、散會:同日上午九點二十六分

# 附件

#### 【附件一】108年度營業報告書

# 英屬開曼群島商駿吉控股股份有限公司

# 108年度營業報告書

自 107 年中美貿易戰開打,全球經貿秩序受影響,也引爆全球供應鏈重組,產業供需結構急劇動盪。過去一年因市場環境不佳,扣件業者普遍表現不好。本公司自 107 年 2 月反傾銷稅率降至 1.03%,業績大幅成長,一掃反傾銷的陰霾,將接單的動能找回來。108 年反傾銷稅率再降至 0%,原預期營運可維持此成長趨勢,營收穩定增加;尤其 107 年 9 月美國開始對 2000 億美元中國產品徵收 10%關稅,並在 108 年 5 月提高至 25%,本公司因產品包含在 2000 億產品清單內,本預期可受惠美國客戶轉單效應。不過,大部分客戶已於 107 年底與 108 年初,提前向本公司及其他供應商大量進貨,且貿易戰越演越烈,美國房市整體需求減弱,關稅的課徵亦增加美國客戶營運週轉金的壓力,造成 2019 年客戶皆以消化庫存為主。因終端消費減少,庫存去化緩慢,以致客戶拉貨力道轉弱,主要銷美產品卷釘、塑排釘訂單減少,銷售較去年同期衰退。

以下茲就108年度營運成果及109年度營業計劃簡要報告如下:

#### 一、108年度營運成果

駿吉控股 108 年度的合併營收為新台幣 597, 361 仟元,較 107 年度 840, 865 仟元大幅減少 28.96%,係因受到中美貿易戰影響,出貨量減少。由於營收下滑,產能利用率下降,造成單位固定成本增加,毛利率降低,營業毛利較去年同期減少 72,506 仟元。營業費用控制得宜,推銷及管理費用較去年同期減少共 5,341 仟元,營業利益減少 46,659 千元,係因毛利減少所致。營業外其他收入增加 28,210 千元,主要是認列反傾銷退稅收入,稅前及稅後淨利分別為 17,357 仟元及 8,103 仟元,較去年同期分別減少 36,411 仟元及 39,638 仟元,108 年每股盈餘 0.24 元。本公司 108 年度與 107 年度營運成果比較請參閱下表:

#### 108年度與107年度營業運成果比較表

單位:新台幣仟元

項目	108 年度	107 年度	增減金額	增減率
營業收入	597, 361	840, 865	-243, 504	-28. 96%
營業毛利	58, 265	130, 771	-72, 506	-55. 45%
營業利益	-9, 253	55, 912	-65, 165	-116. 55%
稅前淨利	17, 357	53, 768	-36, 411	-67. 72%
繼續營業單 位本期淨利	8, 103	47, 741	-39, 638	-83. 03%
基本每股盈餘(元)	0.24	1.44		
稀釋每股盈餘(元)	0.24	1.44		

#### 二、109 年度營業計劃

駿吉歷經三年多反傾銷高稅率的考驗,積極強化體質,在107年2月後取得極低的稅率,慢慢走出營運谷底。108年因中美貿易戰造成產業環境劇烈變動,營收與獲利雖較前一年度衰退,不過,因氣動式風槍釘為剛性耗材,有基本需求存在,且美國客戶於去年庫存大幅降低後,今年有機會回補庫存,將有助產品銷售成長。因貿易戰帶動國際供應鏈移轉,部分製造商將生產線移往東南亞,對廣泛用於棧板、木箱等產業的卷釘需求量將增加。本公司將加強客戶服務,提昇產品及公司自有價值,積極拓展客戶來源,擴大市場占有率。

全球產業快速變遷,駿吉長期深耕於槍釘產業,秉持一貫穩健、紮實的經營步伐,精益求精,並取得ISO9001及ICC的認證。為因應多變的環境,本公司將持續強化競爭優勢,提升核心研發技術,以優良穩定的產品品質,達成客戶需求。未來將購入先進自動化設備,投產高附加價值之新產品、新技術,如圓頭紙排、鐵線排、DA釘等高毛利率產品及熱鍍鋅技術,增加高毛利產品線、提升產品的質與量。本公司除落實公司治理,履行企業社會責任外,亦將持續提升核心競爭力,創造營運佳績,為股東創造最大利益。

董事長: 江文洲

國江

總經理:江文洲



會計主管:張志豪



## 【附件二】審計委員會審查報告書

# 審計委員會審查報告書

董事會造具本公司民國一百零八年年度營業報告書、財務報表及盈餘分派議案等,其中財務報表業經委託安永聯合會計師事務所查核完竣,並出具查核報告書。上述營業報告書、財務報表及盈餘分派議案經本審計委員會查核,認為尚無不合,爰依證券交易法第十四條之四及公司法第二百一十九條之規定報告如上,敬請 鑒核。此致

本公司民國一〇九年股東常會

英屬開曼群島商駿吉控股股份有限公司

審計委員會召集人: 蕭庭郎

美庭印

中華民國一〇九年五月五日

#### 【附件三】會計師查核報告書暨 108 年度合併財務報表

會計師查核報告

英屬開曼群島商駿吉控股股份有限公司及其子公司 公鑒:

### 查核意見

英屬開曼群島商駿吉控股股份有限公司及其子公司民國一〇八年十二月三十一日及民國一〇七年十二月三十一日之合併資產負債表,暨民國一〇八年一月一日至十二月三十一日及民國一〇七年一月一日至十二月三十一日之合併綜合損益表、合併權益變動表、合併現金流量表,以及合併財務報表附註(包括重大會計政策彙總),業經本會計師查核竣事。

依本會計師之意見,上開合併財務報表在所有重大方面係依照證券發行人財務報告編製準則暨經金融監督管理委員會認可並發布生效之國際財務報導準則、國際會計準則、國際財務報導解釋及解釋公告編製,足以允當表達英屬開曼群島商駿吉控股股份有限公司及其子公司民國一〇八年十二月三十一日及民國一〇七年十二月三十一日之合併財務狀況,暨民國一〇八年一月一日至十二月三十一日及民國一〇七年一月一日至十二月三十一日之合併財務績效及合併現金流量。

#### 查核意見之基礎

本會計師係依照會計師查核簽證財務報表規則及一般公認審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核合併財務報表之責任段進一步說明。 本會計師所隸屬事務所受獨立性規範之人員已依會計師職業道德規範,與英屬開曼群島商駿吉控股股份有限公司及其子公司保持超然獨立,並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據,以作為表示查核意見之基礎。

# 關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷,對英屬開受群島商駿吉控股股份有限公司及其子公司民國一〇八年度合併財務報表之查核最為重要之事項。該等事項已於查核合併財務報表整體及形成查核意見之過程中予以因應,本會計師並不對該等事項單獨表示意見。

# 存貨評價

截至民國一〇八年十二月三十一日止,英屬開曼群島商駿吉控股股份有限公司及其子公司存貨淨額為113,886千元,佔合併總資產18.35%,對於財務報表係屬重大。由於主要原物料一盤元及製成品一卷釘、塑排釘及傢俬釘等產品,對於國際金屬報價變動極為敏感,導致價格波動頻繁且幅度較大,使淨變現價值之計算複雜,本會計師認為對財務報表之查核係屬重要,因此決定存貨評價為關鍵查核事項。本會計師之查核程序包括(但不限於)以下查核程序:針對存貨餘額、存貨周轉率及產品別毛利率,執行比較及分析。評估管理階層針對存貨評價所估計之淨變現價值是否合理,包括確認於計算過程中國際金屬報價之正確性,並執行獨立驗算。本會計師亦考量合併財務報表附註六中有關存貨揭露的適當性。

# 收入

英屬開曼群島商駿吉控股股份有限公司及其子公司主要收入來源為氣動式工業用釘之製造及銷售,由於各項收入來源特性有其相異之處,需判斷履約義務及其適用之收入認列方式究屬隨時間經過或某一時點,對於收入認列之金額及其認列方式涉及判斷及分析,本會計師認為對合併財務報表之查核係屬重要,因此決定為關鍵查核事項。本會計師之查核程序包括(但不限於)瞭解管理階層對氣動式工業用釘之製造及銷售所建立之內部控制並測試內部控制之有效性;評估收入認列會計政策的適當性;評估管理階層對於收入相關之履約義務辨認及認列時點之判斷是否合理;複核重大交易合約條款並抽核已移轉商品或勞務之履約相關文件;針對毛利率及重大銷貨客戶實施分析性覆核。本會計師亦考量合併財務報表附註四及六有關收入認列會計政策及相關揭露之適當性。

# 管理階層與治理單位對合併財務報表之責任

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

於編製合併財務報表時,管理階層之責任亦包括評估英屬開曼群島商駿吉控股股份有限公司及其子公司繼續經營之能力、相關事項之揭露,以及繼續經營會計基礎之採用,除非管理階層意圖清算英屬開曼群島商駿吉控股股份有限公司及其子公司或停止營業,或除清算或停業外別無實際可行之其他方案。

英屬開曼群島商駿吉控股股份有限公司及其子公司之治理單位(含審計委員會)負有監督財務報導流程之責任。

# 會計師查核合併財務報表之責任

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

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

- 1. 辨認並評估合併財務報表導因於舞弊或錯誤之重大不實表達風險;對所評估之 風險設計及執行適當之因應對策;並取得足夠及適切之查核證據以作為查核意 見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制, 故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。
- 2. 對與查核攸關之內部控制取得必要之瞭解,以設計當時情況下適當之查核程序,惟其目的非對英屬開曼群島商駿吉控股股份有限公司及其子公司內部控制 之有效性表示意見。
- 3. 評估管理階層所採用會計政策之適當性,及其所作會計估計與相關揭露之合理性。
- 4. 依據所取得之查核證據,對管理階層採用繼續經營會計基礎之適當性,以及使 英屬開曼群島商駿吉控股股份有限公司及其子公司繼續經營之能力可能產生 重大疑慮之事件或情況是否存在重大不確定性,作出結論。本會計師若認為該 等事件或情況存在重大不確定性,則須於查核報告中提醒合併財務報表使用者 注意合併財務報表之相關揭露,或於該等揭露係屬不適當時修正查核意見。本 會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情 況可能導致英屬開曼群島商駿吉控股股份有限公司及其子公司不再具有繼續 經營之能力。
- 5. 評估合併財務報表(包括相關附註)之整體表達、結構及內容,以及合併財務報表是否允當表達相關交易及事件。
- 6. 對於集團內組成個體之財務資訊取得足夠及適切之查核證據,以對合併財務報表表示意見。本會計師負責集團查核案件之指導、監督及執行,並負責形成集團查核意見。

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

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

本會計師從與治理單位溝通之事項中,決定對英屬開曼群島商駿吉控股股份有限公司及其子公司民國一〇八年度合併財務報表查核之關鍵查核事項。本會計師於查核報告中敘明該等事項,除非法令不允許公開揭露特定事項,或在極罕見情況下,本會計師決定不於查核報告中溝通特定事項,因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

安永聯合會計師事務所

主管機關核准辦理公開發行公司財務報告

查核簽證文號: (105)金管證審字第1050043324號

(95)金管證六字第0950104133號

會計師:

王彦的 豆 贵 舒 鵬

中華民國一〇九年三月十七日

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<ul> <li>現金及動産現金</li> <li>関金及動産現金</li> <li>関金及動産現金</li> <li>財金及動産現金</li> <li>東地所得政資産</li> <li>中央人</li> <li>中の人</li> <li>中の名</li> <li>中の名</li> <li>中のの</li> <li>中のの</li></ul>	ХX	流動資產	1			l	8
藤松橋教学領	00)	一現金及約當現金	国 次 次:二	\$33.010	5.32	\$63.124	8 65
本地區收款       本資子 本資子 本資子 大地流動賣產     1,525 6,175 6,185 6,020 1,435 6,185 6,020 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,431 1,435 1,431 1,431 1,431 1,431 1,431 1,431 1,431 1,431 1,434 1,435 1,431 1,434 1,435 1,435 1,431 1,431 1,431 1,434 1,435 1,435 1,431 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435 1,435	20	處收帳款淨額	国を大い	79.642	10.74	100 002	0.5
本期所得稅實產 有預 類付款項 其他流動資產 (A) (B) (B) (B) (B) (B) (B) (B) (B) (B) (B	000	其治應收款	oorisasyysee.	**************************************	* 1	7.5.01	07:10
存貨     有貨     DB 及六.3     113,886     18.35     147,431       其他說的資產合計     6,020     0.10     27,760       非流動資產     0.10     27,760     0.97       非流動資產     0.0     37,73     364,197       市出保證金     0.03     160       其他非流動資產     1,60     1,60       其他非流動資產     1,60     1,40,54       非流動資產     1,00     8729,494     1       資產總計     1,00     8729,494     1	20	本期所得稅資產	<b>MANAGEM PROPERTY</b>	1.525	0.25	77.5	
類件軟項 赤動育產 赤動育產 赤動育產 赤動育產 赤動養、廠房及設備     0.10 6,020 97     27,760 0.01       非流動資產合計 手流動資產合計 非流動資產合計 非流動資產合計     四、六4及へ 33,633 386,332     35,24 160 159 0.03 33,633 542 14,954 62.27     350,183 160 160 160 160 160 160 160 160 160 160	X0X	体验	国女大記	13.88.	× × ×	72727	7.00
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流動資產合計     234,101     37.73     364,197       非流動資產     不動產、廠房及設備     四、六.4及へ     352,540     56.82     350,183       存出保證金     159     0.03     160       其他非流動資產合計     386,332     62.27     365,297       資產總計     \$620,433     100.00     \$729,494     1	170	其他流動資產		6.020	0.57	} ·	; ;
非流動資產     不動產、廠房及設備     四、六.4及八     352,540     56.82     350,183       存出保證金     159     0.03     160       其他非流動資產一其他     386,332     62.27     14,954       非流動資產合計     365,297     365,297       資產總計     5620,433     100.00     \$729,494     1		流動資產合計	9344- <u>1838</u>	234,101	37.73	364,197	49.93
不動產、廠房及收備     四、六.4及八     352,540     56.82     350,183       存出保證金     159     0.03     160       其他非流動資產一其他 非流動資產合計     386,332     62.27     365,297       資產總計     \$620,433     100.00     \$729,494	χχ	井流動酱產					***************************************
存出保證金     159     0.03     160       其他非流動資產一其他 非流動資產合計     33,633     62.27     365,297       資產總計     \$620,433     100.00     \$729,494     1	00	不動產、麻房及設備	国、化.4及入	352,540	26.82	340 183	70.07
其他非流動資產一其他     33.633     5.42     14,954       非流動資產合計     62.27     365,297       賣產總計     \$620,433     100.00     \$729,494	20	林子在珍令			0000	001,000	70.00
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	ХХ	賣產總計	nd Feforal de colonos		100.00	\$729,494	100,00
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经理人: 尔文洲

海學長: 万太宝

會計主管:張志豪

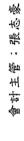
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	対策を		コークシャナーダーナーゴ	1	一一〇七年十二月	
东岛	會計項目	附計	金额	%	会 額	8
21xx	流動負債					***************************************
2100	<b>海斯</b> 借款	四及大.5	\$152,155	24.53	\$198,323	27.19
2170	應今晚款		15,080	2.43	22,165	3.04
2200	其他應付款		19,072	3.07	26,294	3.61
2230	本期所得稅負債			ĵ	1.501	0.21
2322	一一年或一卷紫週期內到期長期借款	四及六.6	13,216	2.13	19,41	2.66
2323	一年或一卷業週期內到期長期應付款	国及六.7	163	0.03	4	90'0
2335	代收款		96	0.01	96	0.0
	流動負債合計		199,775	32.20	268.231	36.78
	非流動負債		**************************************		Martin ma	
	長期借款	国及大心	6,813	01.1	20,210	2.77
2570	一處延所得稅負債	四及六.14	20,038	3.24	18,176	2.49
	長期應付款	四及大二	149	0.02	312	0.03
	一存入保證金	***************************************		0.02	112	0.05
	非流動負債合計		27,111	4.38	38,810	5.31
2xxx	負債總計		226,886	36.58	307,041	42.09
31xx	解屬於母公司禁主之權益			*		
3110	普通股股本	国及大:8	331,648	53.45	331,648	45.46
3200	資本公積	国域状,8	22,159	3.57	22,159	3.04
3300	<b>企</b> 金	四及六.8				
3310	一 法 民 國 縣 公 養	***************************************	2,116	0.34	2,116	0.29
3320	特別盈餘公養		123,534	19.91	129,349	17.73
3350	未分配超祭		41,468	6.68	60,715	8.32
3400	<b>  本念 本                                 </b>					
3411	國外營運機構財務報表換算之兌換差額		(127,378)	(20.53)	(123,534)	(16.93)
3xxx	<b>基本部</b>		393,547	63.42	422,453	57.91
2xxx-3xxx	負債及權益總計	***************************************	\$620,433	100.00	\$729,494	100.00



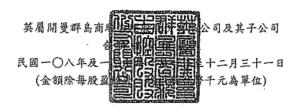
**極理人: 立文洲** 

董華根:召女宝









單位:新台幣千元

·				***************************************	Borneton and the contraction of	台幣千元
			-01	年度	-0±	年度
代碼	會計項目	州推	金額	%	金 額	%
4000		四及六.9	\$597,361	100.00	\$840,865	100.00
1	營業成本	四、六3、六11及七	(539,096)	(90.25)	(710,094)	(84.45)
I	· ************************************	W · X.J · X.IIX.C	58,265	9.75	130,771	15.55
	S 75° W. 7 5		30,200	7-13	1505/71	13.33
6000	營業費用:	六.川及七				
6100	推銷費用		(17,406)	(2.91)	(22,021)	(2.62)
6200	管理費用		(50,112)	(8.39)	(52,838)	(6.28)
	營業費用合計		(67,518)	(11.30)	(74,859)	(8.90)
6900	營業(損失)利益		(9,253)	(1.55)	55,912	6.65
7000	營業外收入及支出:	四及六.12				
7010	Į.		28,660	4.79	450	0.05
7020			6,018	1.01	8,053	0.96
7050	* *	Ť.	(8,068)	(1.35)	(10,647)	(1.27)
	<b>***                                  </b>		26,610	4,45	(2,144)	(0.25)
	and the second s		***************************************			
7900	税前净利		17,357	2.90	53,768	6.39
7950	所得稅費用	四及六.14	(9,254)	(1.55)	(6,027)	(0.72)
8000	繼續營業單位本期淨利		8,103	1.35	47,741	5.68
2200	all et ab. A. ser ve					
	其他綜合損益	四及六.13	(0.0.54)			
8361	國外營運機構財務報表換算之兌換差額		(3,844)	(0.64)	5,815	0.69
	本期其他綜合損益(稅後淨額)		(3,844)	(0.64)	5,815	0.69
8500	本期綜合損益總額	**************************************	\$4,259	0.71	\$53,556	6.37
1	净利歸屬於:	***************************************				
8610	母公司業主		\$8,103		\$47,741	
8700	綜合損益總額歸屬於:					
8710			\$4,259		\$53,556	
	,					
	每股盈餘(元)		-		***************************************	
9750	基本每股盈餘:					
9710	繼續營業單位本期淨(損)利	四及六.15	\$0.24		\$1.44	
9850	稀釋每股盈餘:				***************************************	
9810	繼續營業單位本期淨(損)利	enro 12 man 1 C	¢n n₁		Ø1 AA	I
\0.rg	四州首州一山中州河门县7年	四及六.15	\$0.24	ŀ	\$1.44	***************************************
					1	- 1

(请参阅合併財務報表附註)

董事長: 红文洲



**经理人**; 红文洲



會計主管:張志豪





		***************************************	***************************************		***************************************	***************************************	***************************************		<b>M</b>	單位:動台幣牛元
			***************************************		結構於母公司案主之權益	被益	:			
**********		MM4shi4shi	information and the second		余 留 四 杂		其化權益項目		wyster a second	
***		*ic-arreerages		¢	1		國外營定機構	***************************************		·
	W	*	資本公積	がた。国際会会	本 本 次 函 条 公 株	未分配皇龄	財務報表接集 之免換差額	***	非控制權益	W W W W W W W W W W W W W W W W W W W
**************************************		3100	3200	3310	3320	3350	3410	31XX	36XX	3XXX
2	民國107年1月1日餘額	\$331,648	\$22,159	\$2,116	\$134,579	\$7,744	\$(129,349)	\$368,897		\$368.897
	民國106年度盈餘指撥及分配:	······································			03/480	***************************************				
817	特別盈餘公積迴轉	F .	1	*	62.33	5,230	į	•	į	
ā	107年1月1日至12月31日净利	*	3-	ŧ	1	17/27	ı	47,741	1	47.741
2	107年1月1日至12月31日其他综合模益	*	,	\$	1	ŀ	5,815	5.815	. 1	V 8 8
ä	<b>本期綜合模益總額</b>	ŗ	1		*	47,741	5:815	53.556		43 446
Z	R.回107年12月31日徐颖	331,648	22,159	2,116	129,349	60,715	(123,534)	422.453		472 453
	-	*****************************							***************************************	7 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2
	民國107年度盈餘指擴及分戰;				***************************************		*			
83	普通股現金股利	r	ŧ	*	£.	(33,165)		(33,165)	3	(33.165)
817	特別盛餘公發迴轉	*	.1	ì	(5,815)	5,84,5 5,815	ř	*	<b>‡</b>	
ā	108年1月1日至12月31日净利	1	ì	ı	ı	8,18	6	8.163	f.	8,103
8	108年1月1日至12月31日其他綜合損益	ı	r.	1.		i	(3,844)	(3,844)	ı	(3 844)
S	本期综合損益總額	*	*	¥	1	8,103	(3,844)	4,259		4.259
7	<b>民國108年12月31日徐穎</b>	\$331,648	\$22,159	\$2,116	\$123,534	\$41,468	\$(127,378)	\$393,547	*	\$393,547
		*******								



会計主管:張志奏



被奉表: 穷久宝



	P	3 m					單位:新台幣千元
		10六年級	しつか年春			一ついるを放	
六島		令	4 %	A 48	and all the second seco		会箱
AAAA	<b>替案活動之現金流量;</b>			BBBB	投資活動之現金流量:		
A10000	本规统前译利	\$17,357	\$53,768	B02700	取得不動產、廠房及收備	(31,094)	(600,61)
A20000	調整風田・	•		B02800	成分不動產、廠房及設備	892	1
A20010	<b>表结整施展回:</b>	***************************************		B03700	体出除籍会減少	****	73
A20.100	<b>左右</b> 發用	24,916	24,487	B06700	其他非流動資產增加	(8,678)	(9,413)
A20900	生命發展	8,068	10,647	BBBB	投資活動之淨現金流出	(48,879)	(28,401)
A21200	<b>坐</b> 越表入	(2,315)	(410)				
A22500	處分及報際不動產、服房及設備利益	(149)	8				×
A30000	英雀紫活動柏圖之資產/負債變動數:			2222	等資活動之現金流量:		***************************************
A31150	應收依被減少(增加)	28,753	(63,807)	C00100	短期借款增加	463	43,275
A31180	<b>其仓感表核减少</b>	12,911	4,654	C00200	短期借款減少	(45,800)	**************************************
A31190	其他應收款一關係人減少	i	31,195	C01700	價選長期借款	(985,61)	(18,577)
A31200	<b>存放减少(增加)</b>	33,545	(12,316)	C03000			· 1
A31230	版在教展減少(潛也)	27,142	(25,199)	C03600	長班威什款減少	(358)	(386)
A31240	其他流動資產增加	(0,020)	£.	C04500	<b>秦枚現金股利</b>	(33,165)	*
A32150	原在散枝(減少)面右	(7,085)	12,189	220	等實活動之淨現金(流出)流入	(98,507)	24.313
A32180	其也應在款(減少)增加	(7,222)	9,074				
A32210	在衣被凝淡少	ŧ	(664)				
A32230	其他流動負債(減少)增加	9	22				***************************************
A33000	<b>卷運產生之現金流入</b>	129,895	43,633	*********		***************************************	***************************************
A33100	成成人為感	2,315	410	0000	匯率變動對現金及約當現金之影響	(646)	2,008
A33300	女在久生息	(8,068)	(10,647)	EREE	本朝號金及幻奮既全(減少)指扣欽	(30,114)	33,941
A33500	(文任)返過之所律稅	(6,224)	2,625	E00100	期初現金及約當現金繳額	63,124	29,183
AAAA	参素活動之學現金流入	117,918	36,021	E00200	E00200 期末現金及約當現金餘額	\$33,010	\$63,124



會計主管:張志奏

(请参問合併財務報表

館組入:ゴス当

董事長: 京文宣

# 【附件四】108年度盈餘分派表



單位:新台幣元

十四、州日市八
金 額
33, 364, 543
8, 102, 802
41, 467, 345
(3, 843, 538)
0
37, 623, 807
16, 582, 404
21, 041, 403

董事長:江



绚级理:江



財務長:張

條次	原條文	修正條文	說明
10(4)	For so long as the Shares are listed on the Designated Stock Exchange, whenever the Company conducts a Share Offering, the Company shall allocate ten percent (10%) (or any greater percentage as resolved by the Members at a general meeting (if any)) of the total number of new Shares to be issued, for offering in the R.O.C to the public unless the R.O.C. competent authority deems the Share Offering unnecessary or inappropriate. For the purposes of this Article 10(4), the term "Share Offering" means a share offering to the public which is not an issuance of shares resulting from or in connection with any (i) merger, (ii) consolidation, (iii) amalgamation, (iv) asset acquisition, (v) group reorganisation, (vi) share swap, (vii) share subdivision, (viii) exercise of share options, warrants or awards granted to employees, (ix) conversion of convertible securities or debt instruments within the R.O.C. in accordance with the Securities and Exchange Act of the R.O.C. and the Regulations Governing the Offering and Issuance of Securities by Foreign Securities Issuers of the R.O.C., provided that the provisions of this paragraph (4) shall not apply to any issuance of Shares pursuant to a private placement of Shares under Article 10(9) of these Articles.	For so long as the Shares are listed on the Designated Stock Exchange, whenever the Company conducts a Share Offering, the Company shall allocate ten percent (10%) (or any greater percentage as resolved by the Members at a general meeting (if any)) of the total number of new Shares to be issued, for offering in the R.O.C to the public unless the R.O.C. competent authority deems the Share Offering unnecessary or inappropriate. For the purposes of this Article 10(4), the term "Share Offering" means a share offering to the public which is not an issuance of shares resulting from or in connection with any (i) merger, (ii) consolidation, (iii) amalgamation, (iv) asset acquisition, (v) group reorganisation, (vi) share exchange, (vii) share subdivision, (viii) exercise of share options, warrants or awards granted to employees, (ix) conversion of convertible securities or debt instruments within the R.O.C. in accordance with the Securities and Exchange Act of the R.O.C. and the Regulations Governing the Offering and Issuance of Securities by Foreign Securities Issuers of the R.O.C., provided that the provisions of this paragraph (4) shall not apply to any issuance of Shares pursuant to a private placement of Shares under Article 10(9) of these Articles.	調英文整譯。
10(5)	For so long as the Shares are listed on the Designated Stock Exchange, unless otherwise resolved by the Members in general meeting by Special Resolution, if at anytime the Board resolves to issue any new Shares, the Company shall, after reserving the portion of Shares for (i) subscription by its employees and the employees of its Subordinate Companies pursuant to Article 10(3) above and (ii) for public offering in the R.O.C. pursuant to the preceding Article 10 (4), grant to the existing Members a pre-emptive right to subscribe for new shares of the Company in proportion to their then shareholdings and advise the Members, by a public announcement made in accordance with the Applicable Listing Rules and give Notice to the Members, of their pre-emptive rights. The Company shall state in such Notice that a Member is deemed to have waived his pre-emptive	For so long as the Shares are listed on the Designated Stock Exchange, unless otherwise resolved by the Members in general meeting by Special Resolution, if at anytime the Board resolves to issue any new Shares, the Company shall, after reserving the portion of Shares for (i) subscription by its employees and the employees of its Subordinate Companies pursuant to Article 10(3) above and (ii) for public offering in the R.O.C. pursuant to the preceding Article 10 (4), grant to the existing Members a pre-emptive right to subscribe for new shares of the Company in proportion to their then shareholdings and advise the Members, by a public announcement made in accordance with the Applicable Listing Rules and give Notice to the Members, of their pre-emptive rights. The Company shall state in such Notice that a Member is deemed to have waived his pre-emptive right if such Member fails to exercise his right to subscribe for his	根中民財法證櫃買中11/第三修外發人冊股權保事檢表定據華國團人券檯賣 /0

正。

right if such Member fails to exercise his right to subscribe for his portion of the new Shares within the assigned deadline. Where an exercise of the pre-emptive rights may result in fractional entitlement. the fractional entitlements of two or more Members may be combined to jointly subscribe for one or more new shares or for the subscription of whole new shares in the name of a single Member. New Shares left unsubscribed by the Members may be offered for by the Company to the public or for subscription by specific person or persons through negotiation, provided that the provisions of this paragraph (5) shall not apply to any issuance of shares made pursuant to Article 10(7) and Article 10(9) of these Articles.

本公司股份於指定交易所掛牌期間,除 發育以特別決議另有決定外,董事所 發行新股時,於保留(i)依據第 10(3)條所 規定所以 是 (ii) 依據第 10 (4)條規定公開發行 所有股份 是 (ii) 依據第 10 (4)條規定公開發 所有股份 實 10(4)條規定公開發 所有股份 與 10(4)條規定 與 10(5)條 與 10(5)條 與 10(5)條 與 10(5)條 與 10(6)條 則 10(6) portion of the new Shares and/or make payment within the assigned deadline(s), provided that if the initial assigned deadline for payment is less than one (1) month from the date of the Notice, any Member who has exercised his right to subscribe for his portion of the new Shares but fails to pay within such deadline shall be entitled to a grace period for payment of at least one (1) month from the expiry of the initial assigned deadline for payment.

Where an exercise of the pre-emptive rights may result in fractional entitlement, the fractional entitlements of two or more Members may be combined to jointly subscribe for one or more new shares or for the subscription of whole new shares in the name of a single Member. New Shares left unsubscribed by the Members may be offered for by the Company to the public or for subscription by specific person or persons through negotiation, provided that the provisions of this paragraph (5) shall not apply to any issuance of shares made pursuant to Article 10(7) and Article 10(9) of these Articles.

本公司股份於指定交易所掛牌期間,除股東會以特別決議另有決定外,董事會發行新股時,於保留(i)依據第10(3)條所規定由員工及從屬公司員工認購部分及(ii)依據第10(4)條規定公開發行部分後,應公告及第10(4)條規定公開發行部分後,應公告及通知原有股東,按照原有股份比例處儘先分繳,並於該通知中聲明逾期不起購及/或繳個月者,來公司應給予已認購但逾期繳款股東一個月以上之延長期間照繳。原有股稅按比例不足分認時間照繳。原有股稅按比例不足分認購自之經長期間照繳。原有股東,得共同認購公開發行或治由特定人認購了。

27(1)

One or more Member(s) holding one percent (1%) or more of the total number of issued Shares of the Company may submit to the Company not more than one written proposal for consideration and if appropriate, approval at the annual general meeting, provided that only one matter may be proposed in each single proposal.

持有已發行股份總數百分之一以上股

One or more Member(s) holding one percent (1%) or more of the total number of issued Shares of the Company may submit to the Company not more than one written proposal for consideration and if appropriate, approval at the annual general meeting, provided that only one matter may be proposed in each single proposal.

持有已發行股份總數百分之一以上股份之股東,得以書面(包含電子方式)向本公司提

增文語

份之股東,得以書面向本公司提出股東 常會議案。提案以一項為限。

31.

The following matters shall not be considered, discussed or proposed for approval at a general meeting unless they are included in the notice of general meeting with an explanatory note setting out a summary of the material facts, provided, however, that such explanatory note on the material facts may be displayed on the website designated by the Company or by the Financial Supervisory Commission of the R.O.C. subject to the condition that the URL (uniform resource locator) of such website is specified in the Notice of the general meeting:

下列事項,非經列舉於股東會召集事由並說明其主要內容者,不於股東會提議討論,但主要內容得置於本公司或中華民國金融監督管理委員會指定之網站,並應將其網址載明於股東會召集通知:

- (a) any election or removal of Directors; 選任或解任董事;
- (b) any change to the name of the Company;

變更公司名稱;

(c) any amendment or modification to the memorandum of association and/or these Articles:

變更公司組織大綱及/或本章程;

- (d) any dissolution, voluntary winding up, merger, consolidation, amalgamation of the Company or a spin-off of the Company's business;
- 公司清算、解散、吸收合併、新設合併、 存續合併或分割;
- (e) any proposal for the Company to enter into, amend, or terminate any contract for lease of its business, management contract or joint operation contract;
- 締結、變更或終止關於出租全部營業, 委託經營或與<del>或</del>他人經常共同經營之 契約;
- (f) the transfer of the whole or any substantial part of the Company's business or assets;

讓與全部或主要部份之營業或財產;

(g) the acquisition of the whole part of the business or assets of a third party, 出股東常會議案。提案以一項為限。

following matters shall he considered, discussed or proposed for approval at a general meeting unless they are included in the notice of general meeting with an explanatory note setting out a summary of the material facts, provided, however, that such explanatory note on the material facts may be displayed on the website designated by the Company or by the Financial Supervisory Commission of the R.O.C. subject to the condition that the URL (uniform resource locator) of such website is specified in the Notice of the general meeting:

下列事項,非經列舉於股東會召集事由並 說明其主要內容者,不於股東會提議討 論,但主要內容得置於本公司或中華民國 金融監督管理委員會指定之網站,並應將 其網址載明於股東會召集通知:

- (a) any election or removal of Directors; 選任或解任董事;
- (b) any change to the name of the Company; 變更公司名稱;
- (c) any amendment or modification to the memorandum of association and/or these Articles;

變更公司組織大綱及/或本章程;

- (d) any dissolution, voluntary winding up, merger, consolidation, amalgamation of the Company, share swap or a spin-off of the Company's business;
- 公司清算、解散、吸收合併、新設合併、 存續合併<u>、股份轉換</u>或分割;
- (e) any proposal for the Company to enter into, amend, or terminate any contract for lease of its business, management contract or joint operation contract;

締結、變更或終止關於出租全部營業,委 託經營或與他人經常共同經營之契約;

(f) the transfer of the whole or any substantial part of the Company's business or assets;

讓與全部或主要部份之營業或財產;

(g) the acquisition of the whole part of the business or assets of a third party, which has a material effect the operations of the Company;

受讓他人全部營業或財產,對公司營運有 重大影響者;

which has a material effect the operations of the Company;

受讓他人全部營業或財產,對公司營運 有重大影響者;

- (h) any issuance of securities of the Company by way of private placement; 私募發行有價證券;
- (i) to the extent permitted by the Applicable Listing Rules, any proposal to approve a Director to engage in activities in competition with the Company; and 於上市(櫃)法規允許限度內,董事從事競業行為之許可;
- (j) upon recommendation of the Board, any proposal to distribute dividends or distributions in whole or in part by way of issuance of new Shares of the Company out of any reserve set aside from profits, Capital Reserve (as defined in Article 111) or surplus as permitted by the Law 按董事會之提議,於開曼公司法允許限度內,以發行新股方式,分派股息及紅利之全部或一部,或將盈餘公積或資本公積(如第 111 條所定義)以發行新股分配與原股東者

(k)[deleted];

「刪除」

(l) reduction of the share capital of the Company; and

減資;及

44

(m) application for withdrawal of the Company's status as a public company. 申請停止公開發行。

Subject to any additional and applicable requirements under the Statutes, any matter proposed for consideration of the Members at any general meeting shall be decided by way of an Ordinary Resolution, unless such matter proposed is required to be decided by a Special Resolution or other majority pursuant to the provisions of these Articles or the Law. All resolutions put to the vote at a general meeting shall be decided poll. Subject to the provisions of Article 44A, the following matters require approval of the Members by way of a Special Resolution:

除開曼法另有規定外,股東會議案以普

- (h) any issuance of securities of the Company by way of private placement; 私募發行有價證券;
- (i) to the extent permitted by the Applicable Listing Rules, any proposal to approve a Director to engage in activities in competition with the Company; and 於上市(櫃)法規允許限度內,董事從事競業行為之許可;
- (j) upon recommendation of the Board, any proposal to distribute dividends or distributions in whole or in part by way of issuance of new Shares of the Company out of any reserve set aside from profits, Capital Reserve (as defined in Article 111) or surplus as permitted by the Law

按董事會之提議,於開曼公司法允許限度 內,以發行新股方式,分派股息及紅利之 全部或一部,或將盈餘公積或資本公積(如 第 111 條所定義)以發行新股分配與原股 東者

(k) upon recommendation of the Board, any proposal to make cash distributions out of the reserve set aside from profits or Capital Reserve (as defined in Article 111) as permitted by the Law;

按董事會之提議,於開曼公司法允許限度 內,將盈餘公積或資本公積(如第 111 條 所定義)以現金分配予股東;

(l) reduction of the share capital of the Company; and

減資;及

(m) application for withdrawal of the Company's status as a public company. 申請停止公開發行。

Subject to any additional and applicable requirements under the Statutes, any matter proposed for consideration of the Members at any general meeting shall be decided by way of an Ordinary Resolution, unless such matter proposed is required to be decided by a Special Resolution or other majority pursuant to the provisions of these Articles or the Law. All resolutions put to the vote at a general meeting shall be decided poll. Subject to the provisions of Article 44A, the following matters require approval of the Members by way of a Special Resolution:

除開曼法另有規定外,股東會議案以普通 決議定之,但依據本章程或開曼公司法應 以特別決議或其他多數決為之者不在此 根中民財法證櫃買 10/1/第三修外發人冊股據華國團人券檯賣 /08十次訂國行註地東

通決議定之,但依據本章程或開曼公司 法應以特別決議或其他多數決為之者 不在此限。股東會之決議以投票表決。 除第44A條另有規定者外,下列事項應 以特別決議方式為之:

- (a)、(b) 略
- (c) spin-off of the Company's business or a plan of merger or consolidation;

本公司營業之分割或吸收合併或新設合併之提案;

(d) any proposal for the Company to enter into, amend, or terminate any contract for lease of its business, management contract or joint operation contract;

公司締結、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—

(e) the transfer of the whole or any substantial part of the Company's business or assets;

讓與全部或主要部份之營業或財產

(f) the acquisition of the whole part of the business or assets of a third party, which has a material effect the operations of the Company;

受讓他人全部營業或財產而對公司營運有重大影響者

- (g) any issuance of securities of the Company by way of private placement; 私募有價證券
- (h) to the extent permitted by the Applicable Listing Rules, any proposal to approve a Director

to engage in activities in competition with the Company; and

許可董事為競業之行為

(i) upon recommendation of the Board, any proposal to distribute dividends or distributions in whole or in part by way of issuance of new Shares of the Company out of any reserve set aside from profits, Capital Reserve (as defined in Article 111) or surplus as permitted by the Cayman Law

按董事會提議,於開曼公司法允許限度內,以發行新股方式,分派股息及紅利之全部或一部,或將盈餘公積或資本公積(如第111條所定義)以發行新股分配與原股東者—

(j)~(l) 略

限。股東會之決議以投票表決。除第 44A 條另有規定者外,下列事項應以特別決議 方式為之:

(a)、(b) 略

(c) spin-off of the Company's business, share swap or a plan of merger or consolidation;

本公司營業之分割、<u>股份轉換</u>或吸收合併 或新設合併之提案;

(d) any proposal for the Company to enter into, amend, or terminate any contract for lease of its business, management contract or joint operation contract;

公司締結、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;

(e) the transfer of the whole or any substantial part of the Company's business or assets:

讓與全部或主要部份之營業或財產;

(f) the acquisition of the whole part of the business or assets of a third party, which has a material effect the operations of the Company;

受讓他人全部營業或財產而對公司營運有 重大影響者;

- (g) any issuance of securities of the Company by way of private placement; 私募有價證券;
- (h) to the extent permitted by the Applicable Listing Rules, any proposal to approve a Director to engage in activities in competition with the Company;

許可董事為競業之行為;

(i) upon recommendation of the Board, any proposal to distribute dividends or distributions in whole or in part by way of issuance of new Shares of the Company out of any reserve set aside from profits, Capital Reserve (as defined in Article 111) or surplus as permitted by the Cayman Law;

按董事會提議,於開曼公司法允許限度內,以發行新股方式,分派股息及紅利之全部或一部,或將盈餘公積或資本公積(如第 111 條所定義)以發行新股分配與原股東者;

(i)~(l) 略

To the extent permitted by the Law, a Member who has expressed his dissent, in writing or verbally with a record, before or during a general meeting, with respect to any resolution proposed at a general meeting in relation to the following matter(s), may abstain from exercising his voting rights in respect of such resolution(s) and request the Company to acquire or purchase his Share(s) at the

於開曼公司法允許限度內,股東對下列 議案於股東會前或會中以書面表示異 議或口頭表示異議經記錄,放棄表決權 者,得請求本公司以當時公平價格收買 其股份:

(a) [deleted]; [刪除];

then prevailing fair price:

(b) any merger, consolidation, amalgamation of the Company—or a spin-off of the Company's business;

吸收合併、新設合併、存續合併或分割;

(c) any proposal for the Company to enter into, amend, or terminate any contract for lease of its business, management contract or joint operation contract;

締結、變更或終止關於出租全部營業, 委託經營或與<del>或</del>他人經常共同經營之 契約;

(d) the transfer of the whole or any substantial part of the Company's business or assets;

讓與全部或主要部份之營業或財產;

(e) the acquisition of the whole part of the business or assets of a third party, which has a material effect the operations of the Company.

受讓他人全部營業或財產而對公司營運有重大影響。

(1)To the extent permitted by the Law, a Member who has expressed his dissent, in writing or verbally with a record, before or during a general meeting, with respect to any resolution proposed at a general meeting in relation to the following matter(s), may abstain from exercising his voting rights in respect of such resolution(s) and request the Company to acquire or purchase his Share(s) at the then prevailing fair price:

於開曼公司法允許限度內,股東對下列議 案於股東會前或會中以書面表示異議或口 頭表示異議經記錄,放棄表決權者,得請 求本公司以當時公平價格收買其股份:

- (a) [deleted]; [刪除];
- (b) any merger, consolidation, amalgamation of the Company, a spin-off of the Company's business or share swap;

吸收合併、新設合併、存續合併、分割<u>或</u> 股份轉換;

(c) any proposal for the Company to enter into, amend, or terminate any contract for lease of its business, management contract or joint operation contract;

締結、變更或終止關於出租全部營業,委 託經營或與他人經常共同經營之契約;

(d) the transfer of the whole or any substantial part of the Company's business or assets;

讓與全部或主要部份之營業或財產;

(e) the acquisition of the whole part of the business or assets of a third party, which has a material effect the operations of the Company.

受讓他人全部營業或財產而對公司營運有重大影響。

(2) In the event that the Company and the the dissenting Member(s) cannot reach an agreement on the purchase price within sixty (60) days from the date of the passing of the resolution(s) under Article 48(1) above, to the extent that the laws of R.O.C prevails, the Company shall within thirty (30) days from the expiry of the sixty (60) days apply to a competent court having proper jurisdiction, including the R.O.C Taipei District Court for a ruling on the purchase price which shall bind all the dissentingMembers.

異議股東與本公司間就收買價格自第 48(1)條股東會決議日起六十日內未達成協 議者,本公司應於此期間經過後三十日內

聲請法院為價格之裁定,並得以臺灣臺北 地方法院為訴訟管轄法院。法院裁定對全 體異議股東有拘束力。

66(1)

Without limiting the generality of Article 64, a person shall not be qualified to hold office as a Director and if in office, his position shall be vacated, if he:-

有下列情事之一者,不得擔任董事,其 已擔任者,當然解任:

(a) has committed an offence of organizational crimes(including but not limiting to an offence under the Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, provided that a Directoir shall not be disqualified nor vacate his position if in respect of such conviction five(5) years have elapsed since completion of the sentence or expiration of any probation or grant of pardon;

曾犯組織犯罪(包括但不限於犯中華民國組織犯罪防制條例之罪),經有罪判決確定,但已執行完畢、緩刑期滿或經赦免後,逾五年者,不在此限;

(b) has committed an offence involving fraud, breach of trust or misappropriation, and has been convicted thereof with an imprisonment for a term of at least one (1) year, provided that a Director shall not be disqualified nor vacate his position if in respect of such conviction two (2) years have elapsed since completion of the sentence or expiration of any probation or grant of pardon;

曾犯詐欺、背信、侵占罪經受有期徒刑 一年以上之刑確定,但已執行完畢、緩 刑期滿或經赦免後,逾二年者,不在此 限;

(c) has committed an offense of misappropriating company or public funds during the time of his public service (including but not limiting to an offence under the Anti-corruption Act of the R.O.C.) and has been convicted thereof, provided that a Director shall not be disqualified nor vacate his position if in respect of such conviction two (2) years have elapsed since completion of the sentence or expiration of any probation or grant of pardon;

曾服公務虧空公款(包括但不限於犯中

Without limiting the generality of Article 64, a person shall not be qualified to hold office as a Director and if in office, his position shall be vacated, if he:-

有下列情事之一者,不得擔任董事,其已 擔任者,當然解任:

of(a) has committed offence an organizational crimes(including but not limiting to an offence under the Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof. provided that a Directoir shall not be disqualified nor vacate his position if in respect of such conviction five(5) years have elapsed since completion of the sentence or expiration of any probation or grant of pardon:

曾犯組織犯罪(包括但不限於犯中華民國組織犯罪防制條例之罪),經有罪判決確定,但已執行完畢、緩刑期滿或經赦免後,逾五年,不在此限;

(b) has committed an offence involving fraud, breach of trust or misappropriation, and has been convicted thereof with an imprisonment for a term of at least one (1) year, provided that a Director shall not be disqualified nor vacate his position if in respect of such conviction two (2) years have elapsed since completion of the sentence or expiration of any probation or grant of pardon;

曾犯詐欺、背信、侵占罪經<u>宣告</u>有期徒刑 一年以上之刑確定,但已執行完畢、緩刑 期滿或經赦免後,逾二年,不在此限;

(c) has committed an offense of misappropriating company or public funds during the time of his public service (including but not limiting to an offence under the Anti-corruption Act of the R.O.C.) and has been convicted thereof, provided that a Director shall not be disqualified nor vacate his position if in respect of such conviction two (2) years have elapsed since completion of the sentence or expiration of any probation or grant of pardon;

曾服公務虧空公款(包括但不限於犯中華 民國貪汙治罪條例之罪),經判決有罪確 定,但已執行完畢、緩刑期滿或經赦免後, 華民國貪汙治罪條例之罪),經判決有罪確定,但已執行完畢、緩刑期滿或經赦免後,逾兩年者,不在此限;

(d) has allowed cheques and other negotiable instruments to be dishonoured and the records thereof have not been cancelled or the sanction of transaction refusal imposed by a clearing house has not been discharged;

使用票據跳票未註銷,或經拒絕往來而 尚未經票據交換所恢復往來<del>者。</del>

(e) to the extent permitted by the Statutes, has been ordered to be removed from office as a Director by the courts of the R.O.C. on the grounds that such person has, in the course of performing his duties, committed serious violations of the Statutes, R.O.C. Laws or these Articles, or committed acts resulting in material damage to the Company, upon a petition by the Company or Member(s) to the courts of the R.O.C.; or

經中華民國法院以董事執行業務有重 大損害公司之行為或重大違反中華民 國法律或章程而裁判解任者,但以不違 反開曼法為限—

(f) for so long as the Shares are listed on the Designated Stock Exchange:

本公司之股份於指定交易所掛牌期間: (i)transfers, at any time during his/her term of office, more than one half of the total number of Shares registered in his/her name as shown in the Register as at the time of his/her appointment;

於任期間轉讓其持股超過選任日股東 名簿記載持股數之二分之一;

(ii) has, before taking office, transferred more than one half of the total number of Shares registered in his/her name as shown in the Register at the time of his/her appointment; or

於當選後就任前轉讓其持股超過選任 日股東名簿記載持股數之二分之一;或

(iii) has transferred, during the period where the Register is closed prior to the convening of a general meeting for the election of Directors, more than one half of the total number of Shares registered in his/her name as shown in the Register on the date of the said closure of the Register.

逾雨年,不在此限;

(d) has allowed cheques and other negotiable instruments to be dishonoured and the records thereof have not been cancelled or the sanction of transaction refusal imposed by a clearing house has not been discharged; 使用票據跳票未註銷,或經拒絕往來而尚未經票據交換所恢復往來;

(e) to the extent permitted by the Statutes, has been ordered to be removed from office as a Director by the courts of the R.O.C. on the grounds that such person has, in the course of performing his duties, committed serious violations of the Statutes, R.O.C. Laws or these Articles, or committed acts resulting in material damage to the Company, upon a petition by the Company or Member(s) to the courts of the R.O.C.; or

經中華民國法院以董事執行業務有重大損害公司之行為或重大違反中華民國法律或章程而裁判解任,但以不違反開曼法為限; (f) for so long as the Shares are listed on the Designated Stock Exchange:

本公司之股份於指定交易所掛牌期間:

(i)transfers, at any time during his/her term of office, more than one half of the total number of Shares registered in his/her name as shown in the Register as at the time of his/her appointment;

於任期間轉讓其持股超過選任日股東名簿 記載持股數之二分之一;

(ii) has, before taking office, transferred more than one half of the total number of Shares registered in his/her name as shown in the Register at the time of his/her appointment; or

於當選後就任前轉讓其持股超過選任日股 東名簿記載持股數之二分之一;或

(iii) has transferred, during the period where the Register is closed prior to the convening of a general meeting for the election of Directors, more than one half of the total number of Shares registered in his/her name as shown in the Register on the date of the said closure of the Register.

於改選股東會召開前之停止股票過戶期間 轉讓其持股超過停止過戶日股東名簿記載 持股數之二分之一。

(g) has been adjudicated of assistantship under R.O.C. Laws and/ or its equivalent under the laws of any jurisdictions outside R.O.C. and such assistantship and/or its

	根中民財法證櫃買中10/1/第三修外發人冊股權保事檢表定正 生據華國團人券檯賣 10/8十次訂國行註地東益護項查規修。 八
	依司際運求正文公實營需修條
_	

於改選股東會召開前之停止股票過戶 期間轉讓其持股超過停止過戶日股東 名簿記載持股數之二分之一。

(g) has been adjudicated of assistantship under R.O.C. Laws and/ or its equivalent under the laws of any jurisdictions outside R.O.C. and such assistantship and/or its equivalent has not been discharged yet. 依中華民國法律授輔助宣告及/或在其他國家受相當處置,而尚未撤銷者。

equivalent has not been discharged yet. 依中華民國法律受輔助宣告及/或在其他國家受相當處置,而尚未撤銷。

A Director who has a personal interest in the matter under discussion at a meeting of the Board, which conflicts with and may harm the interests of the Company, shall nevertheless be counted in the quorum for such meeting, but shall neither vote nor exercise any voting rights on behalf of another Director. Such interested Director shall not be counted in the number of votes of Directors present at the meeting of the Board.

董事對於董事會之事項,有自身利害關係致有害於公司利益之虞時,應算入出席定足數,但不得加入表決,亦不得代其他董事行使表決權。有利害關係之董事不算入出席董事之表決權數。

A Director who has a personal interest in the matter under discussion at a meeting of the Board, which conflicts with and may harm the interests of the Company, shall nevertheless be counted in the quorum for such meeting, but shall neither vote nor exercise any voting rights on behalf of another Director. Such interested Director shall not be counted in the number of votes of Directors present at the meeting of the Board.

董事對於董事會<u>議</u>之事項,有自身利害關係致有害於公司利益之虞時,應算入出席定足數,但不得加入表決,亦不得代其他董事行使表決權。有利害關係之董事不算入出席董事之表決權數。

111(3)

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Subject to the Law and these Articles, where the Company incurs no loss, the Board may resolve to distribute to the Members the whole or part of the reserve set aside from profits or Capital Reserve in the form of cash in accordance with Article 89(k) and report to the general meeting.

於符合開曼公司法及本章程限度內,本公司無虧損時,董事會得依第 89(k) 條規定決議將盈餘公積或資本公積之 一部或全部以現金分派予股東,並向 股東會報告。

Subject to the Law and these Articles, where the Company incurs no loss, the Company may by Ordinary Resolution passed at an annual general meeting resolve to distribute to the Members the whole or part of the reserve set aside from profits or Capital Reserve in the form of cash provided that no such distribution shall exceed the amount recommended by the Directors, and provided also that the Board may resolve to carry out such distribution in accordance with Article 89(k) and report the same to the general meeting.

於符合開曼公司法及本章程限度內,本公司無虧損時,得於股東常會以普通決議將盈餘公積或資本公積之一部或全部以現金分派予股東,但不得逾董事會提議之數額,或由董事會依第89(k)條規定決議並向股東會報告。

# 【附件六】「取得或處分資產處理準則」部分條文修正對照表

原條文	修正條文	修正理由
原條文 第十二條(企業合併、分割、收購及股份受讓評估、作業程序) 本公司辦理合併、分割、收購或股份受讓,應於召開董事會決議前,委請會計師、應於召開董事會決議前,委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性表向合併直接或間接持有百分之百已發行股份或資本總額之子公司間之合併,得免即得前開專家出具之合理性意見。	第十二條(企業合併、分割、收購及股份受讓評估、作業程序) 本公司進行併購時,董事應向董事會 及股東會說明其與併購交易自身利害 關係之重要內容及贊成或反對併購決 議之理由。 公司於召開董事會決議併購事項前,應由 審計委員會就併購計畫與交易之公平性上事會及股東會。 審計委員會進行審議時,應委請獨立專財產 之合理性提供意見。但本公司合併直接或問接持有百分之百已發行股份或超接持有百分之百已發行股份或問接持有百分之百已發行股份或問接持有百分之百已發行股份或問接持有百分之百問之合併,得免取得前開專家出具之合理性意見。 審計委員會之審議結果及獨立專家意見,應於發送股東會召集通知時,一併發送股東。	修根民法櫃中10第修發冊權事表正理 中財證買 10三外人股保檢定由 華團券賣 10次國註東護查修
第十二條之二 前三項略 本公司參與合併、分割、收購或股份受讓, 應於董事會決議通過之即日起算二日內, 將前項第一款及第二款資料,依規定格式 以網際網路資訊系統申報證券主管機關備 查。 參與合併、分割、收購或股份受讓之交易 對象若有非屬上市或股票在證券商營業處 所買賣之公司者,本公司應與其簽訂協 議,並依第三項及第四項規定辦理。	第 十二 條之二 前三項 略 本公司參與合併、分割、收購或股份受讓, 應於董事會決議通過之即日起算二日內, 將前項第一款及第二款資料,依規定格式 以網際網路資訊系統申報證券主管機關備 查。 參與合併、分割、收購或股份受讓之交易 對象有非屬上市或股票在證券商營業處所 買賣之公司者,本公司應與其簽訂協議, 並依前二項規定辦理。	酌為文字 修正
新增	第 十二 條之八 股東依章程第 48 條規定請求本公司買回 股份時,股東應於股東會決議日起二十日 內以書面提出,並列明請求收買價格。股 東與本公司間就收買價格達成協議者,本	根據財 華 民

款。未達成協議者,本公司應自決議日起 九十日內,依其所認為之公平價格支付價 款予未達成協議之股東;本公司未支付 者,視為同意股東請求收買之價格。 股東與本公司間就收買價格自股東會決議 日起六十日內未達成協議者,本公司應於 此期間經過後三十日內,以全體未達成協 議之股東為相對人,聲請法院為價格之裁 定,並得以臺灣臺北地方法院為訴訟管轄 法院。 發冊權事表正 人股保檢定 人股保檢定

# 【附件七】「股東會議事規範」部分條文修正對照表

【附件七】「股東會議事規範」部分條文修正對照表				
現行條文	修正條文	修正理由		
第一條之二	第一條之二	配合相關		
選任或解任董事、變更章程、公司解	選任或解任董事、變更章程、	法規修訂		
散、合併、分割或公司法第一百八十五	滅資、申請停止公開發行、董事競業許			
第一項各款、證券交易法第二十六條之	可、盈餘轉增資、公積轉增資、公司解			
一、第四十三條之六、發行人募集與發	散、合併、股份轉讓、分割或公司法第			
行有價證券處理準則第五十六條之一	一百八十五第一項各款之事項,應在召			
及第六十條之二之事項應在召集事由	集事由中列舉並說明其主要內容,不得			
中列舉,不得以臨時動議提出。	以臨時動議提出;其主要內容得置於證			
	券主管機關或公司指定之網站,並應將	·		
	其網址載明於通知。			
	股東會召集事由已載明全面改選董事,			
	並載明就任日期,該次股東會改選完成			
	後,同次會議不得再以臨時動議或其他			
	方式變更其就任日期。			
第一條之三	第一條之三	配合相關		
持有已發行股份總數百分之一以上股	持有已發行股份總數百分之一以上股份	法規修訂		
份之股東,得以書面向本公司提出股東	之股東,得向本公司提出股東常會議			
常會議案。但以一項為限,提案超過一	常 <del>○但</del> ,以一項為限,提案超過一項者,			
項者,均不列入議案。另股東所提議案	均不列入議案。但股東提案係為敦促公			
有公司法第 172條之1第4項各款情形	司增進公共利益或善盡社會責任之建			
之一,董事會得不列為議案。	議,董事會仍得列入議案。另股東所提			
本公司應於股東常會召開前之停止股	議案有公司法第 172 條之 1 第 4 項各款			
票過戶日前公告受理股東之提案、受理	情形之一,董事會得不列為議案。			
處所及受理期間;其受理期間不得少於	本公司應於股東常會召開前之停止股票			
十日。	過戶日前,公告受理股東之提案、書面			
以下 略	或電子受理方式、受理處所及受理期			
	間;其受理期間不得少於十日。			
た 1. 1h	以下略	Ta A 1-119		
第九條  明表合人上共產人工作大、甘菜四上共	第九條	配合相關		
股東會如由董事會召集者,其議程由董事会立定之,会議應任排完立議和准	股東會如由董事會召集者,其議程由董	法規修訂		
事會訂定之,會議應依排定之議程進 行,非經股東會決議不得變更之。	事會訂定之,相關議案(包括臨時動議及			
股東會如由董事會以外之其他有召集	原議案修正)均應採逐案票決,會議應依排定之議程進行,非經股東會決議不得			
權人召集者,準用前項之規定。	桥尺之職任进门, 升經放木曾 / 職个付   變更之。			
惟八召乐者,华川則頃之枕足。 前二項排定之議程於議事(含臨時動	│ 愛又之。 │ 股東會如由董事會以外之其他有召集權			
前一項排足之職在於職事(召臨时勤 議)未終結前,非經決議,主席不得逕				
報,不於紹則,非經次職,至师不行廷 行宣布散會。	八台系有,平用朋质之观定。  前二項排定之議程於議事(含臨時動議)			
會議散會後,股東不得另推選主席於原	未終結前,非經決議,主席不得逕行宣			
业或另 <b>見場所續行開會</b> 。	布散會。			
	主席對於議案及股東所提之修正案或臨			
	時動議,應給予充分說明及討論之機			
	會,認為已達可付表決之程度時,得宣			
	布停止討論,提付表決,並安排適足之			
	投票時間。			

#### 第十二條

本公司召開股東會時,得採行以書面或電子方式行使其表決權(依公司法第一百七十七條之一第一項但書應採行電子投票之公司公開股東會時,應採行以電子方式並得採行以書面方式近便其表決權);其以書面或電子方式行使表決權時,其行使方法應載明於股東會召集通知。以書面或電子方式行使表決權之股東,視為親自出席股東會。但就該次股東會之臨時動議及原議案之修正,視為棄權。

#### 第十二條

本公司召開股東會時,應採行以電子方式並得採行以書面方式行使表決權時,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。,視書面或電子方式行使表決權之股東會召集通知東會。但就該次股東會之為親自出席股東會。但就該次股東會之臨時動議及原議案之修正。

# 配合相關法規修訂

#### 第二十條

股東會之決議事項,應作成議事錄,由主席簽名或蓋章,並於會後二十日內,將議事錄上傳至「公開資訊觀測站」公告之。

股東會決議事項,如有屬法令規定之重 大訊息者,本公司應於規定時間內,將 內容傳輸至公開資訊觀測站。

#### 第二十條

股東會之決議事項,應作成議事錄,由 主席簽名或蓋章,並於會後二十日內, 將議事錄上傳至「公開資訊觀測站」公 告之。

議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之 要領及表決結果(包含統計之權數)記 載之,有選舉董事、獨立董事時,應揭 露每位候選人之得票權數。在本公司存 續期間,應永久保存。 配合相關法規修訂