

亞洲塑膠再生資源控股有限公司
Asia Plastic Recycling Holding Limited

2019 年股東常會各項議案參考資料

股東常會開會時間：2019 年 6 月 14 日（星期五）上午九時整

股東常會開會地點：高雄市左營區崇德路 801 號

（高雄蓮潭國際會館 R103 教室）

承認事項

第一案：〔董事會提〕

案由：

本公司 2018 年度營業報告書、合併財務報表案，謹提請 承認。

說明：

本公司 2018 年度營業報告書、合併財務報表，請參閱 2019 年股東常會議事手冊。

議決：

第二案：〔董事會提〕

案由：

本公司 2018 年度盈虧撥補案，謹提請承認。

說明：

- 一、 本公司 2018 年度稅後虧損，擬依本公司章程第 105 條進行撥補(請參閱 2019 年股東常會議事手冊)。
- 二、 依公司章程第 105 條第(3)項之規定「本公司亦得於股東常會經普通決議以先前年度未分配盈餘派付股息及紅利」，惟現階段集團本業尚未見明顯復甦轉機，產業景氣亦尚未明朗，故擬不以先前年度未分配盈餘派付股息及紅利，保留現金儲備實力作為因應以期創造未來效益回饋股東。

議決：

選舉事項

案由：〔董事會提〕

本公司董事(含獨立董事)全面改選案，提請 選舉。

說明：

- 一、 本公司董事(含獨立董事)任期將於 2019 年 6 月 14 日屆滿，擬於本次股東常會改選董事(含獨立董事)。

二、為落實公司治理精神，依本公司章程第 59 條之規定，擬於本次股東常會選任董事 7 席(含獨立董事 3 席，依本公司章程第 60 條之規定，獨立董事選舉採候選人提名制度)。

三、為配合此次股東常會改選日期，新選任之董事(含獨立董事)自本次股東常會後即行就任，任期三年，自 2019 年 6 月 14 日起至 2022 年 6 月 13 日止，連選得連任。

四、本公司獨立董事選舉採候選人提名制度，候選人名單業經本公司 2019 年 4 月 26 日董事會審查通過，相關資料載明如下：

候選人姓名	學歷	經歷	現職	持有股數
李俊德	東吳大學企業管理學士 政治大學企業管理碩士 福建師範大學經濟學 博士	行政院金融監督管理委員會綜合規劃處處長 行政院金融監督管理委員會 參事 財團法人汽車交通事故特別補償基金 副總經理	華義國際數位娛樂股份有限公司 財務長 慶豐富實業股份有限公司 獨立董事	0股
李璠	東海大學會計系	勤業眾信聯合會計師事務所領組 富邦綜合證券股份有限公司 承銷部副理	濱川企業股份有限公司 財務副總	0股
廖正品	成都大學物理系	中國輕工總會塑料辦公室副主任 中國塑料加工協會副理事長兼秘書長 中國塑料加工協會 會長 中國國家科學技術獎勵辦公室 評委	佛山佛塑科技集團股份有限公司 獨立董事 長虹集團英派瑞股份有限公司 獨立董事	0股

五、 提請 選舉。

選舉結果：

討論事項

第一案：〔董事會提〕

案由：

解除新任董事及其代表人之競業禁止限制案，謹提請 公決。

說明：

- 一、 依本公司現行章程第 29 條及第 38 條規定，解除董事競業禁止之義務應經股東會特別決議且在股東會召集事由中列舉並說明其主要內容。
- 二、 本公司董事因應公司業務需求，經常性受派代表擔任與本公司營業項目相符或類似之關係企業及他公司之董事一職，擬提請解除本公司新任董事競業禁止之限制。
- 三、 本案依法提請股東常會決議，並於討論該案前，當場補充說明其競業內容。

議決：

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」案，謹提請 公決。

說明：

- 一、 此次修訂主係配合法令修正，修訂本公司「取得或處分資產處理程序」。
- 二、 「取得或處分資產處理程序」修正條文對照表請參閱 2019 年股東常會議事手冊。

議決：

第三案：〔董事會提〕

案由：

修訂本公司「資金貸與及背書保證施行辦法」案，謹提請 公決。

說明：

- 一、 此次修訂主係配合法令修正，修訂本公司「資金貸與及背書保證施行辦法」。
- 二、 「資金貸與及背書保證施行辦法」修正條文對照表請參閱 2019 年股東常會議事手冊。

議決：

第四案：〔董事會提〕

案由：

修訂本公司「公司章程」案，謹提請 公決。

說明：

- 一、 此次修訂主係配合「外國發行人註冊地國股東權益保護事項檢查表」之修正，修訂本公司「公司章程」之部分條文。
- 二、 「公司章程」修正條文對照表請參閱附件。

附件

亞洲塑膠再生資源控股有限公司

公司組織備忘錄及章程修正條文對照表

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
第 7 條	本條新增。	<p><u>When conducting business, the Company shall comply with the laws and regulations as well as business ethics, and may take actions that will promote public interests in order to fulfil its social responsibilities.</u></p> <p><u>本公司經營業務，應遵守法令及商業倫理規範，得採行增進公共利益之行為，以善盡社會責任。</u></p>	為配合證券交易所於 2018 年 11 月 30 日以臺證上二字第 1071703794 號公告修正「外國發行人註冊地國股東權益保護事項檢查表」，增訂本公司組織備忘錄第 7 條之規定，後續條文條號並依次遞延。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
第 7 條	新增第 3 項。	<p><u>(3) The Company shall neither issue Shares without par value nor convert its Shares from Shares with par value to Shares without par value.</u></p> <p><u>(3) 本公司不得發行無面額股份，或將票面金額股份轉換為無面額股份。</u></p>	<p>參酌證券交易所於 2018 年 11 月 30 日以臺證上二字第 1071703794 號公告修正「外國發行人註冊地國股東權益保護事項檢查表」(下稱「2018 年 11 月 30 日股東權益保護事項檢查表」)，增訂第 7 條第 3 項之規定。</p>

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第 8 條	<p>(2) where the Company issues new Shares for cash consideration, the Company shall allocate ten percent (10%) (or such greater percentage as may be determined by an Ordinary Resolution) of the total number of the new Shares to be issued for offering in the R.O.C. to the public unless the Commission, the Emerging Market, the TPEX and/or the TWSE (where applicable) considers such public offering unnecessary or inappropriate.</p> <p>(2) 本公司於中華民國境內辦理現金增資發行新股時，除金管會、櫃買中心及（或）證交所（如</p>	<p>(2) where the Company issues new Shares for cash consideration, <u>after the Board reserving certain percentage of the new Shares for subscription by the employees of the Company and/or its Subordinate Companies pursuant to subsection (1) of this Article,</u> the Company shall allocate ten percent (10%) (or such greater percentage as may be determined by an Ordinary Resolution) of the total number of the new Shares to be issued for offering in the R.O.C. to the public unless <u>(i) the Commission, the Emerging Market, the TPEX and/or the TWSE (where applicable) considers such public offering unnecessary or inappropriate or (ii) the Applicable Listing Rules provide otherwise .</u></p> <p>(2) 本公司於中華民國境內辦理現金增資發行新股時，<u>董事會依前項保留股份予員工優先承購</u></p>	<p>為杜疑義，爰參照台灣法令規定，明定本公司辦理現金增資發行新股時，除依照上市櫃規範或主管機關認無須或不適宜對外公開發行時，本公司應先按本條第 1 項規定保留新股之一部予員工認購，並提撥發行新股總額之 10% 對外公開發行。</p>

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	有適用)認為無須或不適宜對外公開發行者外，應提撥發行新股總額之 10%(或經股東會普通決議之較高比例)，在中華民國境內對外公開發行。	<u>後，除(i)金管會、櫃買中心及(或)證交所(如有適用)認為無須或不適宜對外公開發行，或(ii)上市(櫃)規範另有規定者外，本公司</u> 應提撥發行新股總額之 10%(或經股東會普通決議之較高比例)，在中華民國境內對外公開發行。	

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第 16 條	<p>(1) The Board shall cause to be kept the Register at such place within or outside the Cayman Islands as it deems fit. During the Relevant Period, the Register shall be entered therein the particulars required under the Law and the Applicable Listing Rules, and shall be made available at its Shareholders' Service Agent's office in the R.O.C.</p> <p>董事會應於開曼群島境內或境外之適當處所備置股東名簿。於掛牌期間，股東名簿應具備開曼法令及上市（櫃）規範所定應記載事項，並應備置於中華民國境內之股務代理機構。</p>	<p>(1) The Board shall cause to be kept the Register at such place within or outside the Cayman Islands as it deems fit. During the Relevant Period, the Register shall be entered therein the particulars required under the Law and the Applicable Listing Rules, and shall be made available at its Shareholders' Service Agent's office in the R.O.C. <u>The Board or any other authorized conveners of general meetings of the Company may request that the Company or the Company's Shareholders' Service Agent provide a copy of the Register for inspection.</u></p> <p>董事會應於開曼群島境內或境外之適當處所備置股東名簿。於掛牌期間，股東名簿應具備開曼法令及上市（櫃）規範所定應記載事項，並應備置於中華民國境內之股務代理機構。<u>董事會或其他召集權人召集股東會者，得請求本公司或本公司之股務代理機構提供股東名簿。</u></p>	<p>為配合 2018 年 11 月 30 日股東權益保護事項檢查表，增訂第 16 條第 1 項後段之規定。</p>

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第 22 條	<p>(2) During the Relevant Period, the Register shall be closed for transfers at least for a period of sixty (60) days before the date of each annual general meeting, thirty (30) days before the date of each extraordinary general meeting and five (5) days before the target date for a dividend, bonus or other distribution. For the purpose of calculating the <u>abovementioned period</u>, the respective convening date of the general meeting or the relevant target date shall be included.</p> <p>(2) 於掛牌期間，股東名簿有關股份轉讓所為之變更登記，於股東常會開會前六十日內，股東臨時會開會前三十日內，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。<u>前述期間</u>，應自開會日或基準日起算。</p>	<p>(2) During the Relevant Period, the Register shall be closed for transfers <u>(the “Book Closure Period”)</u> at least for a period of sixty (60) days before the date of each annual general meeting, thirty (30) days before the date of each extraordinary general meeting and five (5) days before the target date for a dividend, bonus or other distribution. For the purpose of calculating the <u>Book Closure Period</u>, the respective convening date of the general meeting or the relevant target date shall be included.</p> <p>(2) 於掛牌期間，股東名簿有關股份轉讓所為之變更登記，於股東常會開會前六十日內，股東臨時會開會前三十日內，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。<u>(下稱「股票停止過戶期間」)</u>。<u>股票停止過戶期間</u>，應自開會日或基準日起算。</p>	<p>為統一用語，酌作用語調整。</p>

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第 26 條	Any one or more Member(s) holding at least three percent (3%) of the issued <u>and outstanding</u> Shares of the Company for a period of one year or a longer time may, by depositing the requisition notice specifying the proposals to be resolved and the reasons, request the Board to convene an extraordinary general meeting. If the Board does not give notice to Members to convene such meeting within fifteen (15) days after the date of the requisition notice, the proposing Member(s) may convene a general meeting.	<p><u>(1)</u> Any one or more Member(s) holding at least three percent (3%) of the <u>total</u> issued Shares of the Company for a period of one <u>(1)</u> year or a longer time may, by depositing the requisition notice specifying the proposals to be resolved and the reasons, request the Board to convene an extraordinary general meeting. If the Board does not give notice to Members to convene such meeting within fifteen (15) days after the date of the requisition notice, the proposing Member(s) may convene a general meeting.</p> <p><u>(2) Any one or more Member(s) continuously holding more than half of the total issued Shares of the Company for a period of no less than three</u></p> <p><u>(3) months may convene an extraordinary general meeting. The number of Shares held by such Member or Members and the holding period of which such Member or Members hold</u></p>	為配合 2018 年 11 月 30 日股東權益保護事項檢查表，增訂第 26 條第 2 項及第 3 項之規定，原第 26 條本文亦配合調整項次為第 26 條第 1 項。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	<p>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。董事會收受該請求後十五日內不為股東會召集之通知時，該請求之股東得自行召集股東會。</p>	<p><u>such Shares shall be calculated and determined based on the Register as of the first day of the Book Closure Period.</u></p> <p><u>(3) In addition to the circumstance where the Board should have convened a general meeting but does not or is unable to convene a general meeting pursuant to the Law, the Applicable Listing Rules or these Articles, an Independent Director from the audit committee of the Company may also, for the benefit of the Company, call a general meeting when it is deemed necessary.</u></p> <p><u>(1)</u> 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。董事會收受該請求後十五日內不為股東會召集之通知時，該請求之股東得自行召集股東會。</p>	

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		<p><u>(2) 繼續三個月以上，持有已發行股份總數過半數股份之股東，得自行召集股東臨時會。股東持股期間及持股數之計算，以股票停止過戶期間起始日當時之持股為準。</u></p> <p><u>(3)除董事會依開曼法令、上市（櫃）規範或本章程之規定應召集而不為召集或不能召集股東會外，審計委員會之任一獨立董事亦得為本公司利益，於必要時，召集股東會。</u></p>	
第 28 條	At any time other than during the Relevant Period, at least seven (7) days notice in writing prior to the scheduled date of any annual general meetings and five (5) days notice in writing prior to the scheduled date of any extraordinary general meeting shall be given to each Member. During the Relevant Period, at least thirty (30) days notice in writing prior to the scheduled date of any annual general meetings and fifteen (15) days notice in writing prior to the scheduled date of any extraordinary general meeting	At any time other than during the Relevant Period, at least seven (7) days notice in writing prior to the scheduled date of any annual general meetings and five (5) days notice in writing prior to the scheduled date of any extraordinary general meeting shall be given to each Member. During the Relevant Period, at least thirty (30) days notice in writing prior to the scheduled date of any annual general meetings and fifteen (15) days notice in writing prior to the scheduled date of any extraordinary general meeting	參照台灣證券法令規定，明定本公司股東會之召集通知，對於持股未滿 1,000 股之股東得以公告方式為之。

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	<p>shall be given to each Member. The period of notice shall be exclusive of the day on which it is served and of the day on which the general meeting is to be held. Such notice shall specify the place, the day and the time of meeting and the agenda and the proposals to be resolved at the general meeting. The notice for a general meeting may be given by means of electronic communication if the Company obtains prior consent from the Members or as permitted by the Law and the Applicable Listing Rules.</p> <p>於非掛牌期間，股東常會應於七日前以書面通知各股東；股東臨時會之召集，應於五日前以書面</p>	<p>shall be given to each Member, <u>and subject to the Law and the Applicable Listing Rules, the Company may make a public announcement of a notice of general meeting to Members holding less than 1,000 Shares instead of delivering the same to each Member.</u> The period of notice shall be exclusive of the day on which it is served and of the day on which the general meeting is to be held. Such notice shall specify the place, the day and the time of meeting and the agenda and the proposals to be resolved at the general meeting. The notice for a general meeting may be given by means of electronic communication if the Company obtains prior consent from the Members or as permitted by the Law and the Applicable Listing Rules.</p> <p>於非掛牌期間，股東常會應於七日前以書面通知各股東；股東臨時會之召集，應於五日前以書面</p>	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	通知各股東。但於掛牌期間，股東常會之召集，應於三十日前以書面通知各股東；股東臨時會之召集，應於十五日前以書面通知各股東。每一通知之寄發日及股東會開會日均不計入前述期間。該通知應載明開會之地點、日期、時間、程序與召集事由。倘本公司取得股東之事前同意或開曼法令及上市（櫃）規範許可時，股東會之通知得以電子通訊方式為之。	通知各股東。但於掛牌期間，股東常會之召集，應於三十日前以書面通知各股東；股東臨時會之召集，應於十五日前以書面通知各股東。 <u>對於持股未滿 1,000 股之股東，公司得依據開曼法令及上市（櫃）規範之規定以公告方式通知之。</u> 每一通知之寄發日及股東會開會日均不計入前述期間。該通知應載明開會之地點、日期、時間、程序與召集事由。倘本公司取得股東之事前同意或開曼法令及上市（櫃）規範許可時，股東會之通知得以電子通訊方式為之。	
第 29 條	For the purpose of these Articles, the following matters shall be regarded as special business and be specified in the notice of general meeting with the description of their major contents, and shall not be proposed as ad hoc motions: (a) election or discharge of Directors or Supervisors (if any); (b) amendments to the Memorandum of Association	For the purpose of these Articles, the following matters shall be regarded as special business and be specified in the notice of general meeting with the description of their major contents, and shall not be proposed as ad hoc motions; <u>the major contents may be posted on the website designated by the R.O.C. competent authorities or the Company, and such website shall be indicated in the notice:</u>	為配合 2018 年 11 月 30 日股東權益保護事項檢查表，增訂第 29 條後段及該條第（c）款及第（d）款之規定。後續各款條文並依次遞延。另並於調整項次後之第（1）款

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	<p>and/or these Articles;.....</p> <p>(l) capitalisation of the Statutory Reserve of the Company, the Share Premium Account of the Company and/or the <u>income from</u> endowments received by <u>of</u> the Company by issuing new Shares to its existing Member in proportion to the number of Shares being held by each of them.</p> <p>為本章程之目的，下列事項應認定為特別事項，</p>	<p>(a) election or discharge of Directors or Supervisors (if any);</p> <p>(b) amendments to the Memorandum of Association and/or these Articles;</p> <p><u>(c) any capital reduction or compulsory purchase and cancellation of Shares pursuant to Paragraph (1) of Article 18-1;</u></p> <p><u>(d) applying for the approval of ceasing the status as a public company;.....</u></p> <p><u>(l)</u> capitalisation of the Statutory Reserve of the Company, the Share Premium Account of the Company and/or the endowments received by of the Company <u>in the Capital Reserve</u>, by issuing new Shares <u>and/or cash</u> to its existing Member in proportion to the number of Shares being held by each of them._</p> <p>為本章程之目的，下列事項應認定為特別事項，</p>	<p>明定公司得以現金發放股利。</p>

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	<p>非在股東會召集事由中列舉並說明其主要內容，不得在股東會中討論或提付表決，亦不得以臨時動議提出：</p> <p>(a)選任或解任董事及監察人（如有）；</p> <p>(b)變更公司組織備忘錄及/或本章程；.....</p> <p>(l)將本公司之法定盈餘公積、股份溢價帳及本公司受領贈與所得之<u>收入</u>，以發行新股方式，依持股比例分配予原股東者。</p>	<p>非在股東會召集事由中列舉並說明其主要內容，不得在股東會中討論或提付表決，亦不得以臨時動議提出；<u>其主要內容得置於中華民國證券主管機關或本公司指定之網站，並應將其網址載明於召集通知：</u></p> <p>(a)選任或解任董事及監察人（如有）；</p> <p>(b)變更公司組織備忘錄及/或本章程；</p> <p><u>(c)減資或依本章程第 18-1 條第 1 項規定強制買回本公司股份並予銷除；</u></p> <p><u>(d)申請停止公開發行；.....</u></p> <p>(l) 將本公司之法定盈餘公積、股份溢價帳<u>戶</u>及本公司受領贈與所得之<u>資本公積</u>，以發行新股<u>及/或現金</u>方式，依持股比例分配予原股東者。</p>	

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第 32 條	<p>(1)One or more Member(s) holding one percent (1%) or more of the total issued <u>and outstanding</u> Shares of the Company may submit to the Company not more than one proposal in writing <u>for resolution at an annual general meeting; provided that only one matter shall be allowed in a single proposal, the number of words therein contained shall not be more than three hundred (300), and the matter of such proposal may be resolved by a general meeting, or otherwise such proposal shall not be included in the agenda.</u></p> <p>(4) The Board <u>may exclude</u> a proposal submitted by Member(s) <u>if</u>:</p> <p>(a) the proposal involves matters which cannot be settled or resolved at a general meeting under the Law, the Applicable Listing Rules and these Articles;</p> <p>(b) the number of Shares held by the proposing</p>	<p>(1) One or more Member(s) holding one percent (1%) or more of the total issued and outstanding Shares of the Company may submit to the Company not more than one proposal in writing <u>or by way of electronic transmission for resolution at an annual general meeting.</u></p> <p>(4) The Board <u>shall include</u> a proposal submitted by Member(s) <u>unless</u>:</p> <p>(a)the proposal involves matters which cannot be settled or resolved at a general meeting under the Law, the Applicable Listing Rules and these Articles;</p> <p>(b)the number of Shares held by the proposing Member(s) is less than one percent (1%) of the total issued Shares in the Register upon commencement of the period in which the Register is closed for transfers before the relevant annual general meeting of the</p>	<p>為配合 2018 年 11 月 30 日股東權益保護事項檢查表，修訂第 32 條第 1 項及第 4 項之規定，並增訂第 32 條第 5 項，原第 32 條第 5 項之項次亦配合調整項次為第 6 項。</p>

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	<p>Member(s) is less than one percent (1%) of the total issued <u>and outstanding</u> Shares in the Register upon commencement of the period in which the Register is closed for transfers before the relevant annual general meeting of the Company; or</p> <p><u>(c)</u> the proposal is submitted after the expiration of the specified period announced by the Company for submitting proposals.</p> <p>(1) 持有已發行股份總數 1% 以上股份之股東，得以書面向本公司提出股東常會議案；<u>但以一項為限，不得超過三百字，且該提案須為股東會得決議之事項。提案超過一項或超過三百字者，均不</u></p>	<p>Company;</p> <p><u>(c) the proposal contains more than one matter;</u></p> <p><u>(d)the proposal contains more than three hundred (300) words; or</u></p> <p><u>(e)the proposal is submitted after the expiration of the specified period announced by the Company for submitting proposals.</u></p> <p><u>(5) If a proposal submitted by Member(s) is intended to urge the Company to promote public interests or fulfil its social responsibilities, the Board may include the proposal notwithstanding that one of the circumstances set forth in the preceding Paragraph (4) of this Article applies.</u></p> <p>(1) 持有已發行股份總數 1% 以上股份之股東，得以書面<u>或電子受理方式</u>向本公司提出股東常會議案。</p> <p>(4) <u>除</u>有下列情事之一者<u>外</u>，股東所提議案，董事</p>	

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	<p><u>列入議案。</u></p> <p>(4) 有下列情事之一者，股東所提議案，董事會<u>得不予列入</u>：</p> <p>(a)該議案依開曼法令、上市（櫃）規範或本章程之規定，非股東會所得決議者；</p> <p>(b)提案股東於本公司股票停止過戶期間開始時，持股未達 1%者；或</p> <p>(c)該議案於本公司公告受理期間外提出者。</p>	<p>會<u>應</u>予列入：</p> <p>(a)該議案依開曼法令、上市（櫃）規範或本章程之規定，非股東會所得決議者；</p> <p>(b)提案股東於本公司股票停止過戶期間開始時，持股未達 1%者；</p> <p><u>(c)提案超過一項者；</u></p> <p><u>(d)提案超過三百字者；或</u></p> <p>(e)該議案於本公司公告受理期間外提出者。</p> <p><u>(5) 如股東提案係為敦促本公司增進公共利益或善盡社會責任之建議，縱有前項各款所定情形者，董事會仍得列入議案。</u></p>	
第 38 條	新增第（s）款。	<p>Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution: ...</p> <p><u>(s) apply for the approval of ceasing the status as a public company.</u></p> <p>(1) 除開曼法令或上市（櫃）規範另有規定外，下列事項應經股東會之特別決議為之：...</p>	參照台灣公司法之規定，增訂第 38 條第（s）款之規定。

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		(t) <u>申請停止公開發行。</u>	
第 40 條	<p>(2) In the event any part of the Company's business is involved in any Spin-Off or Merger/Consolidation, a Member, who has forfeited his right to vote on such matter and expressed his dissent therefor, in writing before the relevant vote, may request the Company to purchase all of his Shares at the then prevailing fair price in accordance with the Law.</p> <p>(3) Without prejudice to the Law, in the event the Company and a Member making a request pursuant to Paragraphs (1) or (2) of this Article fail to reach agreement on the purchase price within sixty (60) days following the date of the resolution, the Member may, within thirty (30) days after such sixty <u>day (60)</u> period, file a petition to the Taiwan Taipei District Court for a ruling on the appraisal price.</p>	<p>(2)In the event any part of the Company's business is involved in any Spin-Off or Merger/Consolidation, a Member, who has forfeited his right to vote on such matter and expressed his dissent therefor, in writing <u>or orally with an entry to that effect in the minutes of the meeting</u> before the relevant vote, may request the Company to purchase all of his Shares at the then prevailing fair price in accordance with the Law.</p> <p>(3)Without prejudice to the Law, in the event the Company and a Member making a request pursuant to Paragraphs (1) or (2) of this Article fail to reach agreement on the purchase price within sixty (60) days following the date of the resolution, the Member may, within thirty (30) days after such sixty (60) <u>days</u> period, file a petition to the Taiwan Taipei District Court for a ruling on the appraisal price.</p>	<p>參照台灣法令之規定，酌作用語調整並增訂第40條第3項後段規定，俾使本公司得參照台灣法令之規定踐行相關程序，以保障股東權益。</p>

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	<p>(2) 股東會決議本公司分割或與他公司新設合併/吸收合併時，股東在該議案表決前以書面表示異議，並就該議案放棄其表決權者，得請求本公司依開曼法令按當時公平價格收買其持有之股份。</p> <p>(3) 在不違反開曼法令規定之情形下，依前二項行使股份收買請求權之股東，與公司在股東會決議日起六十日內未達成協議者，得在此期間經過後三十日內，向台灣台北地方法院聲請為價格之裁定。</p>	<p><u>However, for the purpose of protecting rights of the dissenting Member, the Company may elect to act in accordance with the laws of place where the securities of the Company are registered or listed.</u></p> <p>(2)股東會決議本公司分割或與他公司新設合併/吸收合併時，股東在該議案表決前以書面表示異議，<u>或以口頭表示異議經紀錄</u>，並就該議案放棄其表決權者，得請求本公司依開曼法令按當時公平價格收買其持有之股份。</p> <p>(3) 在不違反開曼法令規定之情形下，依前二項行使股份收買請求權之股東，與公司在股東會決議日起六十日內未達成協議者，得在此期間經過後三十日內，向台灣台北地方法院聲請為價格之裁定。<u>惟本公司亦得為保障異議股東之權益而依據掛牌地國法令辦理。</u></p>	
第 60 條	The Company may, whenever it thinks fit, adopt and	The Company may, whenever it thinks fit, adopt and	為強化公司治理，本

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	<p>apply a candidate nomination mechanism for election of all the Directors. Notwithstanding the foregoing, during the Relevant Period, a candidate nomination mechanism shall be adopted for election of <u>Independent</u> Directors. Subject to the Applicable Listing Rules, the Board may establish detailed rules and procedures for such candidate nomination.</p> <p>本公司得斟酌具體情事採行候選人提名制度選任董事。惟本公司於掛牌期間，<u>獨立</u>董事之選任應採用候選人提名制度。董事會得依據上市（櫃）規範制定該候選人提名制度之相關規定及程序。</p>	<p>apply a candidate nomination mechanism for election of all the Directors. Notwithstanding the foregoing, during the Relevant Period, a candidate nomination mechanism shall be adopted for election of <u>all</u> Directors. <u>Upon adoption of candidate nomination mechanism, the Directors and Independent Directors shall be elected by the Members at a general meeting from among the nominees listed in the respective rosters of director candidates and independent director candidates</u> Subject to the Applicable Listing Rules, the Board may establish detailed rules and procedures for such candidate nomination.</p> <p>本公司得斟酌具體情事採行候選人提名制度選任董事。惟本公司於掛牌期間，<u>任何</u>董事之選任<u>均</u>應採用候選人提名制度。<u>在採用候選人提名制度之情形下，董事及獨立董事應由股東分別自董事</u></p>	<p>公司於掛牌期間所有董事（包括獨立董事）之選舉擬全面採行候選人提名制度，爰修正本條規定。</p>

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		及獨立董事候選人名單中選任之。董事會得依據上市（櫃）規範制定該候選人提名制度之相關規定及程序。	
第 62 條	(2) Without prejudice to other provisions of these Articles, the <u>Company</u> may <u>by an Ordinary Resolution</u> put <u>all Directors</u> for re-election before the expiration of the term of office of such Directors. In <u>this</u> event, <u>if it is not specified in such resolution that the existing Directors will not retire until</u> the expiration <u>date</u> of <u>their terms</u> of office <u>or other specified date, they shall be deemed to have retired on the date of such resolution</u> , subject to the successful election of the new Directors at the same meeting.	(2) Without prejudice to other provisions of these Articles, the <u>Directors</u> may <u>be</u> put <u>up</u> for re-election <u>at any time</u> before the expiration of the term of office of such Directors. In <u>the</u> event <u>where all Directors are subject for re-election at a general meeting before</u> the expiration of <u>the term</u> of office <u>of such Directors</u> , subject to the successful election of the new Directors at the same meeting, <u>the term of office of all current Directors is deemed to have expired on the date of the re-election if the Members do not resolve that all current Directors will only retire at the expiration of their present term of office or any other date as otherwise resolved by the Members at the general meeting.</u>	為配合 2018 年 11 月 30 日股東權益保護事項檢查表，修訂第 62 條第 2 項之規定，並酌予調整條文之用語。

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	(2) 董事任期屆滿前得經股東會之 <u>普通決議</u> 改選全部董事。於此情形，如股東會未同時決議現任董事於任期屆滿或其他特定日期始為解任，且新董事已於同次會議中選出者，現任董事應視為於該股東會決議日提前解任。	(2) <u>除本章程另有規定外</u> ，董事任期屆滿前得經股東會改選全部董事。於此情形，如股東會未同時決議現任董事於任期屆滿或其他特定日期始為解任，且新董事已於同次會議中選出者，現任董事應視為於該股東會決議日提前解任。	
第 72 條	(1) The office of Director shall be vacated, if such Director: (a) commits a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, and <u>the time elapsed after he has served the full term of the sentence</u> is less than five (5) years; (b) has been <u>sentenced to</u> imprisonment for a term of more than one year for commitment of fraud, breach of trust or misappropriation, and the time elapsed after <u>he has served the full term</u> of <u>such</u> sentence is less than two (2) years;	(1) The office of Director shall be vacated, if such Director: (a) commits a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, and <u>has not started serving the sentence, has not completed serving the sentence, or the time elapsed after completion of serving the sentence, expiration of the probation, or pardon</u> is less than five (5) years; (b) has been <u>imposed a final sentence involving</u> imprisonment for a term of more than one <u>(1)</u>	為配合 2018 年 11 月 30 日股東權益保護事項檢查表，修訂第 72 條第 1 項第 (a)、(b)、(c)、(d)、(f) 款之規定，以及刪除第 72 條第 1 項第 (j) 款之規定並增訂同條第 2 項，原第 2 項之規定亦配合遞延至第 3 項。另為統一用語，酌作文字調整。

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	<p>(c)has been <u>convicted</u> of <u>misappropriating public funds during</u> the <u>time of his public service</u>, and the time elapsed after <u>he has served the full term</u> of <u>such sentence</u> is less than two (2) years;</p> <p>(d)becomes bankrupt under the laws of any jurisdiction and has not been reinstated to his rights and privileges;</p> <p>(e)has allowed cheques and other negotiable instruments to be dishonoured and the records thereof have not been cancelled or expunged by the relevant regulatory authorities;</p> <p>(f)dies or <u>is found to be or becomes of unsound mind</u> ;</p> <p>(g)ceases to be a Director by virtue of, or becomes prohibited from being a Director by reason of, an order made under any provisions of the Law or Applicable Listing Rules;</p>	<p>year for commitment of fraud, breach of trust or misappropriation, <u>and has not started serving the sentence, has not completed serving the sentence, or</u> the time elapsed after <u>completion of serving the</u> sentence, <u>expiration of the probation, or pardon</u> is less than two (2) years;</p> <p>(c) has been <u>imposed a final sentence due to violation</u> of the <u>Anti-corruption Act</u>, and <u>has not started serving the sentence, has not completed serving the sentence, or</u> the time elapsed after <u>completion of serving the sentence, expiration of the probation, or pardon</u> is less than two (2) years;</p> <p>(d)becomes bankrupt <u>or is adjudicated of commencement of liquidation proceeding by a court</u> under the laws of any jurisdiction, and has not been reinstated to his rights and privileges;</p>	

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	<p>(h)ceases to be a Director by virtue of Article 73;</p> <p>(i) resigns his office by notice in writing to the Company;</p> <p><u>(j) has transferred some or all his Shares, during the term of office as a Director, such that the remaining Shares are less than one half of the Shares being held by him at the time he is elected;</u></p> <p><u>(k)</u>is removed from office pursuant to these Articles; or</p> <p><u>(l)</u> has been ordered to be discharged by the R.O.C. Courts on the grounds that such Director, in the course of performing his duties, committed serious violations of the Law, Applicable Listing Rules or these Articles, or acts resulting in material damage to the Company, upon a petition by the Company or Member(s) to the R.O.C. Courts.</p>	<p>(e)has allowed cheques and other negotiable instruments to be dishonoured and the records thereof have not been cancelled or expunged by the relevant regulatory authorities;</p> <p>(f)dies or <u>an order has been made by any competent court or authority on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs and such order has not been revoked, or his legal capacity is restricted according to the applicable laws;</u></p> <p>(g)ceases to be a Director by virtue of, or becomes prohibited from being a Director by reason of, an order made under any provisions of the Law or Applicable Listing Rules;</p> <p>(h)ceases to be a Director by virtue of Article 73;</p> <p>(i) resigns his office by notice in writing to the Company;</p>	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	<p><u>(2)if</u> a Director, after having been elected and before his inauguration of the office of a Director, has transferred some or all his Shares such that the remaining Shares are less than one half of the Shares be held by such Director at the time of his election or, within the <u>closing period</u> fixed <u>by the Board in accordance with Article 22(2)</u> prior to the general meeting, has transferred some or all his Shares such that the remaining Shares are less than one half of the Shares be held at the commencement of the <u>closing period</u>, his election as a Director shall be deemed invalid and void.</p>	<p><u>(j)</u>is removed from office pursuant to these Articles; or</p> <p><u>(k)</u> has been ordered to be discharged by the R.O.C. Courts on the grounds that such Director, in the course of performing his duties, committed serious violations of the Law, Applicable Listing Rules or these Articles, or acts resulting in material damage to the Company, upon a petition by the Company or Member(s) to the R.O.C. Courts.</p> <p><u>(2) During the Relevant Period, in case a Director (other than Independent Director) has transferred some or all his Shares during the term of his office as a Director, such that the remaining Shares held by him are less than one half of the Shares being held by him at the time he was elected, he shall, ipso facto, cease to act as a Director and be removed from the position of</u></p>	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	<p>(1)有下列情事之一者不得擔任董事，其已擔任者，當然解任：</p> <p>(a)曾犯重罪(包括但不限於中華民國組織犯罪防</p>	<p><u>Director automatically.</u></p> <p><u>(3) If a Director (other than Independent Director),</u> after having been elected and before his inauguration of the office of a Director, has transferred some or all his Shares such that the remaining Shares are less than one half of the Shares be held by such Director at the time of his election or, within the <u>Book Closure Period</u> fixed prior to the general meeting <u>for the election of such Director,</u> has transferred some or all his Shares such that the remaining Shares are less than one half of the Shares be held at the commencement of the <u>Book Closure Period,</u> his election as a Director shall be deemed invalid and void.</p> <p>(1)有下列情事之一者不得擔任董事，其已擔任者，當然解任：</p> <p>(a)曾犯重罪(包括但不限於中華民國組織犯罪防</p>	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	<p>制條例之罪)，經有罪判決確定，<u>服刑期滿尚未逾五年者</u>；</p> <p>(b)曾犯詐欺、背信、侵占罪經<u>受</u>有期徒刑一年以上<u>宣告，服刑期滿尚未逾兩年者</u>；</p> <p>(c)曾<u>服公務虧空公款</u>，經判決確定，<u>服刑期滿尚未逾兩年者</u>；</p> <p>(d)受破產之宣告，尚未復權者；</p> <p>(e)使用票據經拒絕往來尚未期滿者；</p> <p>(f)死亡或<u>心神喪失、精神耗弱者</u>；</p> <p>(g)<u>基於</u>開曼法令、中華民國法令或上市（櫃）規範，<u>不能擔任董事或不能執行董事職務者</u>；</p> <p>(h)依第 73 條當選無效或當然解任者；</p> <p>(i) 以書面向本公司辭職者；</p> <p><u>(j)在董事任期中轉讓全部或部份股份致該董事剩餘股份少於選任當時所持有公司股份數額之二分之一</u>；</p> <p>(k)本公司依本章程規定決議解任者；或</p> <p>(l) 董事執行業務，有重大損害本公司之行為或違</p>	<p>制條例之罪)，經有罪判決確定，<u>尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾五年者</u>；</p> <p>(b)曾犯詐欺、背信、侵占罪經<u>宣告</u>有期徒刑一年以上<u>之刑確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾二年者</u>；</p> <p>(c)曾<u>犯貪污治罪條例之罪</u>，經判決<u>有罪</u>確定，<u>尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾二年者</u>；</p> <p>(d)受破產之宣告<u>或經法院裁定開始清算程序</u>，尚未復權者；</p> <p>(e)使用票據經拒絕往來尚未期滿者；</p> <p>(f)死亡或<u>被有管轄權法院或主管機關以其為或將為心智缺陷，或因其他原因而無法處理自己事務為由作出裁決而尚未撤銷，或其行為能力依其應適用之法律受有限制者</u>；</p> <p>(g)<u>依據</u>開曼法令、中華民國法令或上市（櫃）規範<u>作成之裁決，解任其董事職務或禁止其擔任</u></p>	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	<p>反開曼法令、上市（櫃）規範或本章程之重大事項，由本公司或股東提起訴訟，經中華民國法院命令解任者。</p> <p>(2)如董事當選後，於就任前轉讓全部或部份股份致其剩餘股份少於選任當時所持有公司股份數額之二分之一，或於董事依照本章程第 22 條第 2 項所訂股東會召開前之閉鎖期間內，轉讓全部或部份股份致其剩餘股份少於其於閉鎖期間起始日當時所持有公司股份之二分之一時，該董事之當選應失其效力。</p>	<p><u>董事者</u>；</p> <p>(h)依第 73 條當選無效或當然解任者；</p> <p>(i) 以書面向本公司辭職者；</p> <p><u>(j)</u>本公司依本章程規定決議解任者；或</p> <p><u>(k)</u> 董事執行業務，有重大損害本公司之行為或違反開曼法令、上市（櫃）規範或本章程之重大事項，由本公司或股東提起訴訟，經中華民國法院命令解任者。</p> <p><u>(2)於掛牌期間，如董事（不含獨立董事）在其任期中轉讓全部或部份股份致其剩餘股份少於選任當時所持有公司股份數額之二分之一時，該董事應當然解任。</u></p> <p><u>(3)如董事（不含獨立董事）</u>當選後，於就任前轉讓全部或部份股份致其剩餘股份少於選任當時所持有公司股份數額之二分之一，或於股東會召開前之股票停止過戶期間內，轉讓全部或部份股份致其剩餘股份少於其於股票停止過戶期間起始日當時所持有公司股份之二分之一時，該董事之當</p>	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
		選應失其效力。	
第 74 條	<p>In case a Director has, in the course of performing his duties, committed any act resulting in material damages to the Company or in serious violation of the Law or these Articles, but has not been discharged by a resolution in a general meeting, one or more Members holding three percent (3%) or more of the total number of issued <u>and outstanding</u> Shares of the Company may, within thirty (30) days after that general meeting, submit a petition to a court having proper jurisdiction, including the Taipei District Court of the R.O.C., if and to the extent permitted under the Law, for removing the Director.</p> <p>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，持有公司已發行股份總數 3% 以上之股東，得</p>	<p>In case a Director has, in the course of performing his duties, committed any act resulting in material damages to the Company or in serious violation of the Law or these Articles, but has not been discharged by a resolution in a general meeting, one or more Members holding three percent (3%) or more of the total number of issued Shares of the Company may, within thirty (30) days after that general meeting, submit a petition to a court having proper jurisdiction, including the Taipei District Court of the R.O.C., if and to the extent permitted under the Law, for removing the Director.</p> <p>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，持有公司已發行股份總數 3% 以上之股東，得</p>	參照台灣公司法之規定，酌作文字調整。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	於股東會後三十日內訴請法院裁判解任之，並得以臺灣臺北地方法院為第一審管轄法院。	於股東會後三十日內訴請法院裁判解任之，並得以臺灣臺北地方法院為第一審管轄法院。	
第 75 條	<p>One or more Members holding <u>three</u> percent (<u>3%</u>) or more of the total number of the issued <u>and outstanding</u> Shares continuously for a period of <u>more than one year</u> may request in writing any Supervisor or any Independent Director of the audit committee of the Company to file, on behalf of the Company, an action against a Director with a court having proper jurisdiction, including the ROC Taipei District Court. In case such Supervisor or Independent Director fails to file such action within thirty (30) days after receipt of the request aforesaid, the Members making such request may file the action for the Company.</p> <p>繼續<u>一年</u>以上持有已發行股份總數 <u>3%</u>以上之股東，得以書面請求監察人或審計委員會之獨立董</p>	<p>One or more Members holding <u>one</u> percent (<u>1%</u>) or more of the total number of the issued Shares continuously for a period of <u>six (6) months or a longer time</u> may request in writing any Supervisor or any Independent Director of the audit committee of the Company to file, on behalf of the Company, an action against a Director with a court having proper jurisdiction, including the ROC Taipei District Court. In case such Supervisor or Independent Director fails to file such action within thirty (30) days after receipt of the request aforesaid, the Members making such request may file the action for the Company.</p> <p>繼續<u>六個月</u>以上持有已發行股份總數<u>百分之一</u>以上之股東，得以書面請求監察人或審計委員會之</p>	為配合 2018 年 11 月 30 日股東權益保護事項檢查表，修訂第 75 條之規定。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	事為公司對董事提起訴訟，並得以臺灣臺北地方法院為第一審管轄法院。監察人或獨立董事自收受前述請求日起，三十日內不提起訴訟時，該請求之股東得為公司提起訴訟。	獨立董事為公司對董事提起訴訟，並得以臺灣臺北地方法院為第一審管轄法院。監察人或獨立董事自收受前述請求日起，三十日內不提起訴訟時，該請求之股東得為公司提起訴訟。	
第 81 條	A Director who is in any way, whether directly or indirectly, interested in a matter discussed, considered or proposed in a meeting of the Board shall declare the nature of his interest and its essential contents at the relevant meeting. Any Director who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a meeting of Board shall abstain from voting, on his own behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Director(s) shall not be counted in determining the number of votes for or against such matter.	A Director who is in any way, whether directly or indirectly, interested in a matter discussed, considered or proposed in a meeting of the Board shall declare the nature of his interest and its essential contents at the relevant meeting. <u>Where the spouse, a blood relative within the second degree of kinship of a Director as defined under the Civil Code of Taiwan, or any company which has a controlling or subordinate relation with a Director bear any interest in the matter under discussion at a Board meeting, such Director shall be deemed to bear a personal interest in the matter.</u> Any Director who bears a personal interest that may conflict with and impair the interest of the	為配合 2018 年 11 月 30 日股東權益保護事項檢查表，修訂第 81 條之規定。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	<p>董事就本公司締結或可能締結之契約，具有直接或間接利害關係時，應於董事會中揭露其自身利害關係之重要內容。如該董事向其他董事以通知表明其為該締約公司之成員之一，而對該等契約具有自身利害關係時，應可認為該董事已充分揭露其利害關係。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，不得加入表決，並不得代理他董事行使其表決權。該不得行使表決權之董事，其表決權不算入已出席董事之表決權數。</p>	<p>Company in respect of any matter proposed for consideration and approval at a meeting of Board shall abstain from voting, on his own behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Director(s) shall not be counted in determining the number of votes for or against such matter.</p> <p>董事就本公司締結或可能締結之契約，具有直接或間接利害關係時，應於董事會中揭露其自身利害關係之重要內容。<u>董事之配偶、依中華民國民法定義之二親等內血親，或與董事具有控制從屬關係之公司，就董事會議之事項有利害關係者，視為董事就該事項有自身利害關係。</u>如該董事向其他董事以通知表明其為該締約公司之成員之一，而對該等契約具有自身利害關係時，應可認為該董事已充分揭露其利害關係。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</p>	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
		虞時，不得加入表決，並不得代理他董事行使其表決權。該不得行使表決權之董事，其表決權不算入已出席董事之表決權數。	
第 98 條	<p>One or more Members holding <u>three</u> percent (<u>3%</u>) or more of the total number of the issued <u>and outstanding</u> Shares continuously for a period of <u>more than one year</u> may request in writing the Board to file, for the Company, an action against a Supervisor with a court having proper jurisdiction, including the Taiwan Taipei District Court. In case the Board fails to file an action within thirty (30) days after receipt of the request aforesaid, then the Member(s) making such request may file the action for the Company.</p> <p>繼續<u>一年</u>以上持有已發行股份總數 <u>3%</u> 以上之股東，得以書面請求董事會為公司對監察人提起訴訟，並得以臺灣臺北地方法院為第一審管轄法</p>	<p>One or more Members holding <u>one</u> percent (<u>1%</u>) or more of the total number of the total issued Shares continuously for a period of <u>six (6) months or a longer time</u> may request in writing the Board to file, for the Company, an action against a Supervisor with a court having proper jurisdiction, including the Taiwan Taipei District Court. In case the Board fails to file an action within thirty (30) days after receipt of the request aforesaid, then the Member(s) making such request may file the action for the Company.</p> <p>繼續<u>六</u>個月以上持有已發行股份總數 <u>1%</u> 以上之股東，得以書面請求董事會為公司對監察人提起訴訟，並得以臺灣臺北地方法院為第一審管轄法</p>	為配合 2018 年 11 月 30 日股東權益保護事項檢查表，修訂第 98 條之規定。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	院。董事會自收受前述請求日起，三十日內不提起訴訟時，該請求之股東得為公司提起訴訟。	院。董事會自收受前述請求日起，三十日內不提起訴訟時，該請求之股東得為公司提起訴訟。	
第 105 條	(2) Subject to the Law, the Applicable Listing Rules and these Articles, where the Company still has earnings, the Company, after paying all relevant taxes, offsetting losses (including losses of previous years) and setting aside the Statutory Reserve of the remaining profits in accordance with the Applicable Listing Rules (provided that the setting aside of the Statutory Reserve does not apply if the aggregate amount of the Statutory Reserve amounts to the Company's total issued capital) and the Special Reserve (if any), may, by an Ordinary Resolution of the annual general meeting, declare and distribute no less than ten percent (10%) of the remaining amount of the annual profits for each financial year to the Members as dividends or bonuses in proportion to the number of Shares held by them respectively,	(2) Subject to the Law, the Applicable Listing Rules and these Articles, where the Company still has earnings, the Company, after paying all relevant taxes, offsetting losses (including losses of previous years) and setting aside the Statutory Reserve of the remaining profits in accordance with the Applicable Listing Rules (provided that the setting aside of the Statutory Reserve does not apply if the aggregate amount of the Statutory Reserve amounts to the Company's total paid-in capital) and the Special Reserve (if any), may, by an Ordinary Resolution of the annual general meeting, declare and distribute no less than ten percent (10%) of the remaining amount of the annual profits for each financial year to the Members as dividends or bonuses in proportion to the number of Shares held by them respectively,	為杜疑義，酌予調整條文用語。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	<p>provided that, no less than ten percent (10%) of such amount of dividends and bonuses allocated to Members shall be paid in cash.</p> <p>(2)除開曼法令、上市（櫃）規範或本章程另有規定外，凡本公司於一會計年度終了時如有盈餘，於提繳所有相關稅款、彌補虧損（包括先前年度之虧損），且按照上市（櫃）規範提撥法定盈餘公積（但若法定盈餘公積合計已達本公司<u>已發行</u>資本總額者不適用之）及特別盈餘公積（如有）後，得經股東常會普通決議，以不低於剩餘之當年度盈餘之百分之十，依股東持股比例，派付股息或紅利予股東，其中現金股利之數額不得低於該次派付股息及紅利合計數之百分之十。</p>	<p>provided that, no less than ten percent (10%) of such amount of dividends and bonuses allocated to Members shall be paid in cash.</p> <p>(2)除開曼法令、上市（櫃）規範或本章程另有規定外，凡本公司於一會計年度終了時如有盈餘，於提繳所有相關稅款、彌補虧損（包括先前年度之虧損），且按照上市（櫃）規範提撥法定盈餘公積（但若法定盈餘公積合計已達本公司<u>實收</u>資本總額者不適用之）及特別盈餘公積（如有）後，得經股東常會普通決議，以不低於剩餘之當年度盈餘之百分之十，依股東持股比例，派付股息或紅利予股東，其中現金股利之數額不得低於該次派付股息及紅利合計數之百分之十。</p>	
第 111 條	<u>The</u> Board shall keep copies of the Memorandum of Association, these Articles, the minutes of every general meeting, the Financial Statements, the Register and the counterfoil of corporate bonds	<u>During the Relevant Period, the</u> Board shall keep copies of the Memorandum of Association, these Articles, the minutes of every general meeting, the Financial Statements, the Register and the	為配合 2018 年 11 月 30 日股東權益保護事項檢查表，修訂第 111 條之規定。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	<p>issued by the Company at its Shareholders' Service Agent's office in the R.O.C. Any Member may request at any time, by submitting evidentiary document(s) to show his interests involved and indicating the scope of requested matters, access to <u>inspect and to make copies of</u> the above documents.</p> <p>董事會應將組織備忘錄、章程、及歷屆股東會議事錄、財務報表、股東名簿及公司債存根簿備置於中華民國境內之股務代理機構，股東得檢具利害關係證明文件，指定範圍，隨時請求查閱<u>或</u>抄錄。</p>	<p>counterfoil of corporate bonds issued by the Company at its Shareholders' Service Agent's office in the R.O.C. Any Member may request at any time, by submitting evidentiary document(s) to show his interests involved and indicating the scope of requested matters, access to <u>inspecting, transcribing and making copies of the above documents; the Company shall make Shareholder' Service Agent provide</u> the above documents.</p> <p><u>於掛牌期間</u>，董事會應將組織備忘錄、章程、及歷屆股東會議事錄、財務報表、股東名簿及公司債存根簿備置於中華民國境內之股務代理機構，股東得檢具利害關係證明文件，指定範圍，隨時請求查閱、抄錄<u>或複製</u>；<u>本公司並應令該等股務代理機構提供</u>。</p>	

*本公司修訂後之組織備忘錄及章程應以英文版本為準；如僅為公司組織備忘錄及章程中譯文之文字調整，不予臚列。