

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

2023 年股東常會各項議案參考資料

股東常會開會時間：2023 年 6 月 15 日（星期四）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 R106 教室）

承認事項

第一案：〔董事會提〕

案由：

本公司 2022 年度營業報告書及合併財務報表案，謹提請 承認。

說明：

本公司 2022 年度營業報告書、合併財務報表，請參閱 2023 年股東常會議事手冊。

議決：

第二案：〔董事會提〕

案由：

本公司 2022 年度虧損撥補案，謹提請承認。

說明：

一、 本公司 2022 年度稅後虧損，擬依本公司章程第 103 條及第 105 條規定進行撥補(請參閱 2023 年股東常會議事手冊)。

議決：

討論事項

〔董事會提〕

案由：

修訂本公司「公司章程」案，謹提請 公決。

說明：

- 一、 此次修訂主係配合法令「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 2023 年股東常會議事手冊。

議決：

亞洲塑膠再生資源控股有限公司

公司章程修正條文對照表

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文案	Explanations 修正理由
第 40 條	<p>(3) Without prejudice to the Law, <u>in the event the Company and</u> a Member <u>making a</u> request pursuant to Paragraph (2) of this Article fail to reach agreement on the purchase price within sixty (60) days following the date of the resolution, the Company shall, within thirty (30) days after such sixty (60) days period, file a petition against all Members who fail to reach such an agreement (collectively, the "Dissenting Members") with the R.O.C. Court for a ruling on the appraisal price, and may designate Taiwan Taipei District Court of the R.O.C. as the court of first instance.</p>	<p>(3) Without prejudice to the Law, a Member <u>who votes against or waives his voting right at the meeting may</u> request <u>the Company to repurchase all of his Shares</u> pursuant to Paragraph (2) of this Article. <u>In the event the Company and such Member</u> fail to reach <u>an</u> agreement on the purchase price within sixty (60) days following the date of the resolution, the Company shall, within thirty (30) days after such sixty (60) days period, file a petition against all Members who fail to reach such an agreement (collectively, the "Dissenting Members") with the R.O.C. Court for a ruling on the appraisal price, and may designate Taiwan Taipei District Court of the R.O.C. as the court of first instance. <u>Any and all votes waived by a Member referred to in this Paragraph shall not be counted toward the number of votes represented by the Members present at a general meeting.</u></p>	<p>為配合臺灣證券交易所於 2023 年 1 月 9 日以臺證上二字 第 1111704301 號公告修正「外國發行人註冊地國股東權益保護事項表」（下稱「股東權益保護事項檢查表」），修訂第 40 條第 (3) 項之規定。</p>
	<p>(3) 於不違反開曼法令之情形，依本條第 2 項行使股份</p>	<p>(3) 於不違反開曼法令之情形，<u>於股東會投票反對或放棄</u></p>	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文案	Explanations 修正理由
	<p>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，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，向中華民國法院聲請為價格之裁定，並得以臺灣臺北地方法院為第一審管轄法院。</p>	<p><u>表決權之股東，得依本條第 2 項行使股份收買請求權，如股東與公司在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，向中華民國法院聲請為價格之裁定，並得以臺灣臺北地方法院為第一審管轄法院。本項放棄表決權之股份數，不算入已出席股東之表決權數。</u></p>	
第 67 條	<p>During the Relevant Period, the number of Independent Directors of the Company shall not be less than two (2) or one-fifth of the total number of Directors at any time, whichever is greater. <u>Upon establishment of an audit committee, the number of Independent Directors shall not be less than three (3) or one-fifth of the total number of Directors at any time, whichever is greater.</u> Two (2) of the Independent Directors shall be domiciled in the R.O.C. (such domicile being registered with local government authorities). Subject to the foregoing, the number of Independent Directors to be elected and hold the office shall be stated in the notice of the general meeting in which an election of Independent Directors will be held. When an Independent Director ceases to act, resulting in a number of Independent Directors then in office lower than</p>	<p><u>(1) During the Relevant Period, upon establishment of an audit committee by the Company, the number of Independent Directors of the Company shall not be less than three (3) or one-fifth of the total number of Directors at any time, whichever is greater. Two (2) of the Independent Directors shall be domiciled in the R.O.C. (such domicile being registered with local government authorities) PROVIDED HOWEVER that the number of Independent Directors of the Company shall not be less than four (4) when the Chairman is also the general manager or holds an office equivalent to the general manager or when a spousal relationship or a familial relationship within the first degree of kinship as defined under the Civil Code of Taiwan exists between the Chairman and the</u></p>	<p>為配合「臺灣證券交易所股份有限公司上市公司董事會設置及行使職權應遵循事項要點」第 4 條第 2 項之規定，明定董事長與總經理或相當職務者為同一人或互為配偶或一親等親屬者，設置獨立董事人數</p>

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	<p>the prescribed minimum number, an election for an Independent Director shall be held at the next general meeting. When all Independent Directors cease to act, the Company shall convene an extraordinary general meeting to hold an election of Independent Directors within sixty (60) days from the date on which the situation arose.</p> <p>於掛牌期間，本公司<u>設置獨立董事</u>人數不得少於<u>二人</u>且不得少於董事席次五分之一，其中至少二人必須在中華民國設有戶籍。<u>本公司設置審計委員會者，本公司獨立董事席次應不得少於三席且不得少於董事席次五分之</u></p>	<p><u>general manager of the Company or between the Chairman and an officer equivalent to the general manager of the Company.</u></p> <p>(2) Subject to the foregoing, the number of Independent Directors to be elected and hold the office shall be stated in the notice of the general meeting in which an election of Independent Directors will be held. When an Independent Director ceases to act, resulting in a number of Independent Directors then in office lower than the prescribed minimum number, an election for an Independent Director shall be held at the next general meeting. When all Independent Directors cease to act, the Company shall convene an extraordinary general meeting to hold an election of Independent Directors within sixty (60) days from the date on which the situation arose.</p> <p>(1) 於掛牌期間，<u>本公司設置審計委員會者</u>，本公司獨立董事人數不得少於<u>三席</u>且不得少於董事席次五分之一，其中至少二人必須在中華民國設有戶籍。<u>但本公司董事長與總經理或相當職務者為同一人或互為配</u></p>	<p>不得少於四人，並將原第67條前、後段內容分別調整為第67條第(1)項及第(2)項規定。</p>

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文案	Explanations 修正理由
	<p>一。每一任期應選任之獨立董事人數，應於選舉獨立董事之股東會召集通知中載明。獨立董事因故解任，致人數不足上述最低人數時，應於最近一次股東會補選之。獨立董事均解任時，本公司應自事實發生之日起六十日內，召開股東臨時會補選之。</p>	<p><u>偶或依中華民國法定義之一親等親屬者，本公司獨立董事席次不得少於四席。</u></p> <p>(2) 每一任期應選任之獨立董事人數，應於選舉獨立董事之股東會召集通知中載明。獨立董事因故解任，致人數不足上述最低人數時，應於最近一次股東會補選之。獨立董事均解任時，本公司應自事實發生之日起六十日內，召開股東臨時會補選之。</p>	
第 81 條	<p>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. When the Company conducts any Spin-Off, Consolidation, Merger, or acquisition, a Director who bears any interest in the transaction shall explain the essential contents of such personal interest and the reason of approval or disapproval of the resolution in connection with the transaction in a meeting of the Board and the general meeting of the Company. 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</p>	<p>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. When the Company conducts any Spin-Off, Consolidation, Merger, or acquisition, a Director who bears any interest in the transaction shall explain the essential contents of such personal interest and the reason of approval or disapproval of the resolution in connection with the transaction in a meeting of the Board and the general meeting of the Company. <u>The Company shall specify in the notice of general meeting with descriptions of the essential contents of a Director's personal interest and the reason of approval or disapproval of the resolution in</u></p>	<p>為配合股東權益保護事項檢查表之要求，修訂第 81 條之規定。</p>

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文案	Explanations 修正理由
	<p>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. 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.</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；於本公司進行分割、新設合併/吸收合併、收購時，</p>	<p><u>connection with the transaction. The essential 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 above notice.</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. 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.</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；於本公司進行分割、新設合併/吸收合併、收購時，</p>	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文案	Explanations 修正理由
	<p>董事應於董事會及股東會說明其與該交易自身利害關係之重要內容及贊成或反對該交易決議之理由。董事之配偶、依中華民國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。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>董事應於董事會及股東會說明其與該交易自身利害關係之重要內容及贊成或反對該交易決議之理由，<u>本公司並應於股東會召集事由中敘明董事利害關係之重要內容及贊成或反對該交易決議之理由，其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>。董事之配偶、依中華民國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。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>	

*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之勘誤、所援引之英屬開曼群島公司法版本更新、編碼更正而不涉及實質內容變動，或僅為中譯文之文字調整，不予臚列。