

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

2020 年股東常會各項議案參考資料

股東常會開會時間：2020 年 6 月 15 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 2019 年度營業報告書、合併財務報表案，謹提請 承認。

說明：

本公司 2019 年度營業報告書、合併財務報表，請參閱 2020 年股東常會議事手冊。

議決：

第二案：〔董事會提〕

案由：

本公司 2019 年度盈虧撥補案，謹提請承認。

說明：

- 一、 本公司 2019 年度稅後虧損，擬依本公司章程第 105 條進行撥補(請參閱 2020 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：

## 討論事項

第一案：〔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 2020 年股東常會議事手冊。

議決：

第二案：〔董事會提〕

案由：

修訂本公司「股東會議事規則」案，謹提請 公決。

說明：

- 一、 此次修訂主係配合公司法、經濟部函釋及國際相關規範與實務。
- 二、 「股東會議事規則修正條文對照表請參閱 2020 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「董事及監察人選舉辦法」案，謹提請 公決。

說明：

- 一、 此次修訂主係配合公司章程及法令之修正，修訂本公司之辦法。
- 二、 「董事及監察人選舉辦法」修正條文對照表請參閱 2020 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 2 條	<p>(1)In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires: 除本章程內容另有規定者外，本章程之用辭應定義如下：</p> <p>Applicable Listing Rules 上市（櫃）規範</p> <p>the relevant laws, regulations, rules and codes as amended, from time to time, applicable as a result of the original and continued trading or listing of any Shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of the Securities</p>	<p>(1)In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires: 除本章程內容另有規定者外，本章程之用辭應定義如下：</p> <p>Applicable Listing Rules 上市（櫃）規範</p> <p>the relevant laws, regulations, rules and codes as amended, from time to time, applicable as a result of the original and continued trading or listing of any Shares on any Taiwan stock exchange or securities market, including, without limitation the relevant provisions of the Securities</p>	<p>為配合證券交易所於 2019 年 12 月 25 日以臺證上二字第 1080023568 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「2019 年 12 月 25 日股東權益保護事項檢查表」）明確納入我國企業併購法相關</p>

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	<p>and Exchange Act of the R.O.C., the Company Act of the R.O.C., the Act Governing Relations Between Peoples of the Taiwan Area and the Mainland Area of the R.O.C., or any similar statute and the rules and regulations of the R.O.C. authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission, the TPEX (including the Emerging Market) and the TWSE (where applicable);</p> <p>股票在中華民國任何股票交易市場交易或上市，而應適用之相關法令規範，包括但不限於中華民國證券交易法、公司法、臺灣地區與大陸地區人</p>	<p>and Exchange Act of the R.O.C., the Company Act of the R.O.C., <b><u>the Business Mergers And Acquisitions Act of the R.O.C.</u></b>, the Act Governing Relations Between Peoples of the Taiwan Area and the Mainland Area of the R.O.C., or any similar <b><u>laws</u></b>, <b><u>statutes</u></b> and the rules and regulations of the R.O.C. authorities thereunder, and the rules and regulations promulgated by the Financial Supervisory Commission, the TPEX (including the Emerging Market) and the TWSE (where applicable);</p> <p>股票在中華民國任何股票交易市場交易或上市，而應適用之相關法令規範，包括但不限於中華民國證券交易法、公司法、<b><u>企業併購法</u></b>、臺灣地區</p>	<p>規定，修改第2條「上市（櫃）規範」之範圍，並酌予調整其他定義文字，以杜疑義。</p>

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	<p>民關係條例，或其他相關法律及中華民國主管機關制定之法令，以及中華民國行政院金融監督管理委員會、櫃買中心（包含興櫃市場）及證交所頒布之規範（如有適用）；</p> <p>Law 開曼法令</p> <p>the Companies Law (<b>As Revised</b>) of the Cayman Islands and any amendment or other statutory modification thereof and every other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or these Articles, and where in these Articles any provision of the Law is referred to, the reference is to that provision as</p>	<p>與大陸地區人民關係條例，或其他相關法律及中華民國主管機關制定之法令，以及中華民國行政院金融監督管理委員會、櫃買中心（包含興櫃市場）及證交所頒布之規範（如有適用）；</p> <p>Law 開曼法令</p> <p>the Companies Law (<b>2020 Revision</b>) of the Cayman Islands and any amendment or other statutory modification thereof and every other act, order, regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or these Articles, and where in these Articles any provision of the Law is referred to, the reference is to that provision as</p>	

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	<p>modified by any law for the time being in force;</p> <p>現行有效且適用於本公司之開曼群島公司法（修訂）及其他應適用於本公司之開曼群島法律、命令、規範或其他有法令效果之文書（暨其修訂）、本公司組織備忘錄與（或）本章程，以及本章程所引用之開曼群島法令（暨其修訂）；</p> <p>Spin-off 分割</p> <p>an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to</p>	<p>modified by any law for the time being in force;</p> <p>現行有效且適用於本公司之開曼群島公司法（<b>2020年修訂版</b>）及其他應適用於本公司之開曼群島法律、命令、規範或其他有法令效果之文書（暨其修訂）、本公司組織備忘錄與（或）本章程，以及本章程所引用之開曼群島法令（暨其修訂）；</p> <p>Spin-off 分割</p> <p>an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to</p>	

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	<p><u>issue new shares</u> to the transferor company or to shareholders of the transferor company;</p> <p>公司將其全部或一部獨立營運之業務讓與一現存或新設公司，該受讓之既存或新設公司<u>發行新股</u>給該讓與公司或其股東之行為；</p>	<p><u>give shares, cash or other assets</u> to the transferor company or to shareholders of the transferor company;</p> <p>公司將其全部或一部獨立營運之業務讓與一現存或新設公司，該受讓之既存或新設公司<u>交付股份、現金或其他財產</u>給該讓與公司或其股東之行為；</p>	
第 7 條	<p>(2) During the Relevant Period, the Company shall deliver, or <b>shall</b> cause its Shareholders' Service Agent to deliver Shares by book-entry transfer to the subscribers within thirty (30) days from the date <u>such Shares may be delivered pursuant to the Law</u>. The Company shall make a public announcement in accordance with Applicable Listing Rules prior to the delivery of such Shares.</p>	<p>(2) During the Relevant Period, the Company shall <b><u>in compliance with the Law and the Applicable Listing Rules and subject to receipt of the subscription price from each subscriber</u></b>, deliver, or cause its Shareholders' Service Agent to deliver Shares by book-entry transfer to the subscribers within thirty (30) days from the date <b><u>the Board resolves to issue Shares</u></b>. The Company shall make a public announcement in accordance with Applicable Listing Rules prior to the delivery of such Shares.</p>	<p>為配合 2019 年 12 月 25 日股東權益保護事項檢查表，增訂第 7 條第 3 項發行股份之股款催告期限規定，後續各項條文依次遞延。另配合第 7 條第 3 項之增訂，就本條第 2 項條文酌作文</p>

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	<p>在掛牌期間，本公司應於開曼法令規定<u>得交付</u>股份之日起三十日內，自行或由股務代理機構將股份以帳簿劃撥方式交付予認股人。本公司並應於交付前依上市（櫃）規範公告之。</p>	<p>在掛牌期間，本公司應於開曼法令規定<u>及上市（櫃）規範，在收訖認股人繳納股款之情形下，於董事會決議發行</u>股份之日起三十日內，自行或由股務代理機構將股份以帳簿劃撥方式交付予認股人。本公司並應於交付前依上市（櫃）規範公告之。</p> <p>(3) <u>When the total number of Shares in every issuance has been subscribed to in full, the Company shall immediately request each of the subscribers for payment. Where the Company issues Shares at a premium, the amount in excess of par value shall be collected at the same time with the payment for Shares. Where a subscriber delays payment for Shares as mentioned above, the Company shall prescribe a period of not less than one (1) month and call upon each subscriber to pay up, declaring that in case of default of payment within that prescribed period the subscriber's right shall be forfeited. After the Company have made the</u></p>	<p>字調整，並增訂本條第 4 項規定。</p>

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		<p><u>aforesaid call, the subscribers who fail to pay accordingly shall forfeit their rights and the Shares subscribed to by them shall be otherwise sold. Under such circumstances, the Company may hold the subscriber liable for compensating the damage, if any, resulting from such default in payment.</u></p> <p><u>本公司於每次發行股份總數募足時，應即向各認股人催繳股款，以超過票面金額發行股票時，其溢額應與股款同時繳納。認股人延欠上開應繳之股款，經本公司定一個月以上之期限催告照繳，並聲明逾期不繳失其權利者，若認股人仍不照繳，即失其權利，其所認股份另行募集，且本公司如受有損害時，仍得向該認股人請求賠償。</u></p> <p>(4) <u>For the avoidance of doubt, a subscriber who fails to pay up the Shares pursuant to Paragraph (3) of this Article will not be considered a Member until the Shares to be subscribed are paid in full, and only if the Shares the subscriber subscribed have been paid</u></p>	

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	<p>(3) The Company shall neither issue Shares without par value nor convert its Shares from Shares with par value to Shares without par value.</p> <p>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。</p>	<p><b><u>in full may the subscriber's name be entered in the Register.</u></b></p> <p><u>為避免疑義，未依前項規定繳納股款之認股人，在未繳足其所認購股份之股款以前，不具有股東之身分，且唯有在認股人就其所認購之股份繳足股款後，其姓名始得被登記於股東名簿。</u></p> <p>(5) The Company shall neither issue Shares without par value nor convert its Shares from Shares with par value to Shares without par value.</p> <p>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。</p>	
第 8 條	<p><b><u>(1) upon each issuance of new Shares (other than resulting from or in connection with any Merger or Consolidation of the Company, Spin-off of the Company's business, any reorganisation of the Company, asset acquisition, share swap, exercise of</u></b></p>	<p><b><u>(a) upon each issuance of new Shares, the Board may reserve not more than fifteen percent (15%) of the new Shares for subscription by the employees of the Company and/or its Subordinate Companies, as determined by the Board in its reasonable discretion</u></b></p>	<p>為配合第 10 條之修訂內容，酌予調整第 8 條第 (a) 款 (原第 8 條第 (1) 款) 之規定。</p>

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	<p><b><u>share options or warrants granted to the employees, conversion of convertible securities or debt instruments, exercise of subscription warrants or rights to acquire Shares vested with preferential or special rights, where the Company issues new Shares to the existing Members by capitalisation of its reserves in accordance with these Articles, Private Placement or other issuance of Shares for consideration other than cash</u></b>), the Board may reserve not more than fifteen percent (15%) of the new Shares for subscription by the employees of the Company and/or its Subordinate Companies, as determined by the Board in its reasonable discretion pursuant to the Law and the Applicable Listing Rules; and</p> <p>發行新股時（關於合併、分割、重整、資產收購、股份互易、員工股份選擇權或認股權之行使、可轉換有價證券或公司債之轉換、具優先或特別取得股份權利之認購權或其他權利之行使或依本章程進行</p>	<p>pursuant to the Law and the Applicable Listing Rules; and</p> <p>發行新股時，董事會得依照開曼法令及上市（櫃）規範保留發行新股總數不超過 15%之股份由本公司及（或）本公司之從屬公司員工優先承購。得承購新股之員工資格，由董事會定之；且</p>	

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	<p><u>公積轉增資而發行新股予原股東、私募或其他以現金以外方式增資發行新股者除外</u>），董事會得依照開曼法令及上市（櫃）規範保留發行新股總數不超過 15%之股份由本公司及（或）本公司之從屬公司員工優先承購。得承購新股之員工資格，由董事會定之；且</p>		
第 10 條	<p><b><u>The preceding Article</u></b> shall not apply whenever the new Shares are issued <b><u>for</u></b> the following <b><u>purpose</u></b>:</p> <p><u>前條</u>規定於因下列情形發行新股者，不適用之：</p> <p>(a) in connection with a Merger or a Consolidation of the Company or the Spin-off of the Company’s business, or pursuant to any reorganization of the Company;</p>	<p>(1) <b><u>Subparagraph (a) of Article 8 and Article 9</u></b> shall not apply whenever the new Shares are issued <b><u>due to</u></b> the following <b><u>reasons</u></b>:</p> <p><b><u>第 8 條第(a)款及第 9 條</u></b>規定於因下列情形發行新股者，不適用之：</p> <p>(a) in connection with a Merger or a Consolidation of the Company or the Spin-off of the Company’s business, or pursuant to any reorganization of the Company <b><u>save as otherwise provided by these Articles</u></b>;</p>	<p>為配合 2019 年 12 月 25 日股東權益保護事項檢查表，增訂第 10 條第 2 項及第 3 項之規定，原第 10 條本文則配合調整項次為第 10 條第 1 項，並參照台灣公司法之規定，修正各款條文之內容。</p>

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	<p>與<u>他公司合併</u>、<u>本公司</u>分割或重整有關者；</p> <p>(b) in connection with meeting the Company's obligation under Share subscription warrants and/or options granted to the employees <b><u>of the Company and/or its Subordinate Companies;</u></b></p> <p>與<u>本公司</u>履行<u>本公司及（或）從屬公司</u>員工認股權憑證或選擇權之義務有關者；</p>	<p><u>除本章程另有規定外，與因合併他公司</u>、分割或重整有關者；</p> <p>(b) in connection with meeting the Company's obligation under Share subscription warrants and/or options granted to the employees;</p> <p>與履行員工認股權憑證或選擇權之義務有關者；</p> <p>(c) <b><u>in connection with distribution of the employees' compensation;</u></b></p> <p>與分派員工酬勞有關者；</p> <p>(f) <b><u>in connection with issuance of new Shares to the existing Members by capitalisation of the Company's reserves in accordance with these Articles.</u></b></p>	

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		<p data-bbox="1205 395 1872 480"><u>依本章程進行公積轉增資而發行新股予原股東者。</u></p> <p data-bbox="1111 544 1872 624">(2) <u>Article 8 and Article 9 shall not apply to any of the following circumstances:</u></p> <p data-bbox="1160 683 1872 767"><u>第 8 條及第 9 條規定於本公司有下列情形之一者，不適用之：</u></p> <p data-bbox="1160 831 1872 1007"><u>(a) the Company, as the surviving company, issues new Shares for a Merger, or the Company issues new shares for the Merger between its subsidiary and other companies;</u></p> <p data-bbox="1205 1070 1872 1150"><u>存續公司為合併而發行新股，或本公司為子公司與他公司之合併而發行新股者；</u></p> <p data-bbox="1160 1214 1872 1294"><u>(b) all new Shares are issued as consideration for being acquired by the other company with the</u></p>	

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	<p>(e) <u>in connection with any share swap arrangement</u> entered into by the Company,</p> <p><u>與換股有關者</u></p>	<p><u>intention of takeover;</u></p> <p><u>為利進行併購之意願，發行新股全數用於被收購者；</u></p> <p><u>(c) all new Shares are issued as consideration for the acquisition of issued shares, business, or assets of other companies;</u></p> <p><u>發行新股全數用於收購他公司已發行之股份、營業或財產者；</u></p> <p><u>(d) new Shares are issued for the share exchange</u> entered into by the Company;</p> <p><u>因進行股份轉換而發行新股者；</u></p> <p><u>(e) new Shares are issued for a Spin-off effected by the transferor company;</u></p>	

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	<p>(f) in connection with any Private Placement conducted pursuant to Article 11-2; or</p> <p>依第 11-2 條<u>進行</u>私募；或</p> <p>(g) in connection with any other event otherwise prohibited, limited, restricted or exempted to so apply pursuant to the Law and/or the Applicable Listing Rules.</p> <p>與開曼法令及（或）上市（櫃）規範所定之其他禁止、限制或除外之情事有關者。</p>	<p><u>因受讓分割而發行新股者；</u></p> <p><b><u>(f) new Shares are issued</u></b> in connection with any Private Placement conducted pursuant to Article 11-2; or</p> <p>依<u>本章程</u>第 11-2 條<u>規定之</u>私募而發行新股者；或</p> <p><b><u>(g) new Shares are issued</u></b> in connection with any other event otherwise prohibited, limited, restricted or exempted to so apply pursuant to the Law and/or the Applicable Listing Rules.</p> <p>與開曼法令及（或）上市（櫃）規範所定之其他禁止、限制或除外之情事有關者。</p> <p>(3) <b><u>New Shares issued for any of the circumstances in the preceding Paragraph may be paid up in cash or assets as required for the business of the Company.</u></b></p>	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
		<u>本公司因前項所列事由而發行之新股，得以現金或公司事業所需之財產為出資。</u>	
第 11-1 條	<p>The Company may, with the authority of a Special Resolution, issue new Shares to employees of the Company and/or its Subordinate Companies subject to any restrictions and conditions as approved by such Special Resolution. In respect of the issuance of Shares to employees in the preceding sentence, the number of Shares to be issued, issue price, issue conditions, restrictions and other matters shall be subject to the Applicable Listing Rules and the Law.</p> <p>本公司得以特別決議通過發行限制員工權利新股予本公司及/或從屬公司之員工。關於前述發行限制員工權利新股，其發行數量、發行價格、發行條件、限制及其他事項應遵守上市（櫃）規範及開曼法令之規定。</p>	<p>The Company may, with the authority of a Special Resolution, issue new Shares to employees of the Company and/or its Subordinate Companies subject to any restrictions and conditions as approved by such Special Resolution, <b><u>provided that Articles 8 and 9 shall not apply.</u></b> In respect of the issuance of Shares to employees in the preceding sentence, the number of Shares to be issued, issue price, issue conditions, restrictions and other matters shall be subject to the Applicable Listing Rules and the Law.</p> <p>本公司得以特別決議通過發行限制員工權利新股予本公司及/或從屬公司之員工，<u>不適用本章程第 8 條及第 9 條之規定</u>。關於前述發行限制員工權利新股，其發行數量、發行價格、發行條件、限制及其他事項應遵守上市（櫃）規範及開曼法令之規定。</p>	<p>參照台灣公司法之規定，明確規定本公司發行限制員工權利新股時，亦排除適用本章程第 8 條及第 9 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
第 29 條	<p>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; 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:</p> <p>為本章程之目的，下列事項應認定為特別事項，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；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：</p> <p>(e) winding-up, Merger/Consolidation, share <b>swap</b> or Spin-off of the Company;</p> <p>本公司之解散、合併、股份轉換或分割；</p>	<p>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; 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:</p> <p>為本章程之目的，下列事項應認定為特別事項，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；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：</p> <p>(e) winding-up, Merger/Consolidation, share <b>exchange</b> or Spin-off of the Company;</p> <p>本公司之解散、合併、股份轉換或分割；</p>	酌作文字修正，以杜爭議。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
第 32 條	<p>(4) The Board shall include a proposal submitted by Member(s) unless:</p> <p>除有下列情事之一者外，股東所提議案，董事會應予列入：</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 <b>period in which the Register is closed for transfers</b> before the relevant annual general meeting of the Company;</p> <p>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>(5) The Board shall include a proposal submitted by Member(s) unless:</p> <p>除有下列情事之一者外，股東所提議案，董事會應予列入：</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 <b>Book Closure Period</b> before the relevant annual general meeting of the Company;</p> <p>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>由於第 22 條第 2 項對於「股票停止過戶期間」( the Book Closure Period) 已有定義，故酌作文字調整，以使條文用語一致。</p>
第 38 條	<p>Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution:</p> <p>依據開曼法令及上市（櫃）規範，下列事項應經本公司</p>	<p>Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution:</p> <p>依據開曼法令及上市（櫃）規範，下列事項應經本公司</p>	<p>為配合 2019 年 12 月 25 日股東權益保護事項檢查表，增訂第 38 條第 (f) 款</p>

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	股東會之特別決議：	股東會之特別決議：  (f) <b><u>enter into any share exchange;</u></b>  <u>股份轉換；</u>	之規定，後續各款條文並依次遞延。
第 39 條	Notwithstanding anything contained in these Articles, unless otherwise provided by the Law and the Applicable Listing Rules, in case the Company is dissolved after participating in the merger/consolidation or the Company is delisted from the TPEX or TWSE due to the general transfer (or the assignment of all rights and delegation of all duties of the Company), the transfer of business or assets of the Company, any share <b><u>swap arrangement</u></b> or any Spin-off entered into or carried out by the Company while the surviving, transferee, existing or newly incorporated company is not a listed company (including TWSE/TPEX listed company), any such action aforementioned shall be approved by the affirmative vote of at least two-thirds (2/3) of the total votes cast by the	Notwithstanding anything contained in these Articles, unless otherwise provided by the Law and the Applicable Listing Rules, in case the Company is dissolved after participating in the merger/consolidation or the Company is delisted from the TPEX or TWSE due to the general transfer (or the assignment of all rights and delegation of all duties of the Company), the transfer of business or assets of the Company, any share <b><u>exchange</u></b> or any Spin-off entered into or carried out by the Company while the surviving, transferee, existing or newly incorporated company is not a listed company (including TWSE/TPEX listed company), any such action aforementioned shall be approved by the affirmative vote of at least two-thirds (2/3) of the total votes cast by the Members of the Company.	酌作文字修正，以杜爭議。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	<p>Members of the Company.</p> <p>儘管本章程有所規範，除開曼法令或上市（櫃）規範另有規定外，本公司參與合併後消滅，或本公司概括讓與（或轉讓本公司所有權利與義務）、讓與本公司之營業或財產、股份轉換或分割而致終止上市（櫃），且存續、既存、新設或受讓之公司為非上市（櫃）公司（包括證交所/櫃買中心之上市（櫃）公司）者，應經本公司全部已發行股份總數三分之二以上股東之同意行之。</p>	<p>儘管本章程有所規範，除開曼法令或上市（櫃）規範另有規定外，本公司參與合併後消滅，或本公司概括讓與（或轉讓本公司所有權利與義務）、讓與本公司之營業或財產、股份轉換或分割而致終止上市（櫃），且存續、既存、新設或受讓之公司為非上市（櫃）公司（包括證交所/櫃買中心之上市（櫃）公司）者，應經本公司全部已發行股份總數三分之二以上股東之同意行之。</p>	
第 40 條	<p>(1) In the event any of the resolutions with respect to the matter(s) as set out in <b>Paragraphs</b> (a), (b) or (c) of Article 38 is adopted at a general meeting, a Member who has notified the Company in writing of his objection to such proposal prior to that meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair price; provided, however, that no</p>	<p>(1) In the event any of the resolutions with respect to the matter(s) as set out in <b>Subparagraphs</b> (a), (b) or (c) of Article 38 is adopted at a general meeting, a Member who has notified the Company in writing of his objection to such proposal prior to that meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair price; provided, however, that no</p>	<p>為配合 2019 年 12 月 25 日股東權益保護事項檢查表，修訂第 40 條第 2 項及第 3 項，並增訂第 40 條第 4 項。另為配合本條增訂，並依據英屬開曼群島</p>

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文案	Explanations 修正理由
	<p>Member shall have the abovementioned appraisal right if the resolution to be adopted is in relation to the matter(s) set out in Paragraph (b) of Article 38 and at the same meeting the resolution for the winding up of the Company is also adopted.</p> <p>股東在股東會通過關於第 38 條(a)、(b)或(c)款所定事項之決議前，已以書面通知本公司反對該項行為之意思表示，並於股東會已為反對者，得請求本公司以當時公平價格收買其所有之股份；但股東會為第 38 條(b)款之決議，同時決議解散時，不在此限。</p> <p>(2) In the event any part of the Company's business is involved in any Spin-Off <b><u>or Merger/Consolidation</u></b>, a Member, <b><u>who has forfeited his right to vote on such matter and expressed his dissent therefor, in writing or orally with an entry to that effect in the minutes of the meeting before the relevant vote</u></b>, may request the Company to purchase all of his Shares at the then prevailing fair price in accordance with the Law.</p>	<p>Member shall have the abovementioned appraisal right if the resolution to be adopted is in relation to the matter(s) set out in Paragraph (b) of Article 38 and at the same meeting the resolution for the winding up of the Company is also adopted.</p> <p>股東在股東會通過關於第 38 條(a)、(b)或(c)款所定事項之決議前，已以書面通知本公司反對該項行為之意思表示，並於股東會已為反對者，得請求本公司以當時公平價格收買其所有之股份；但股東會為第 38 條(b)款之決議，同時決議解散時，不在此限。</p> <p>(2) In the event <b><u>that the Company resolves to carry out</u></b> any part of the Company's business is involved in any Spin-Off, Consolidation, <b><u>Merger, acquisition or share exchange (collectively, the "Merger and Acquisition")</u></b>, a Member <b><u>expressing his dissent in accordance with the Applicable Listing Rules</u></b> may request the Company to purchase all of his Shares at the then prevailing fair price in accordance with the Law.</p>	<p>公司法規定，增訂第 40 條第 5 項，以明確載示股東依本公司註冊地國公司法令規定下之異議股東股份收買請求權，不受本條規定之限制或禁止，俾保障股東權益。</p>

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文案	Explanations 修正理由
	<p>股東會決議本公司分割<u>或與他公司</u>新設合併/吸收合併時，<u>股東在該議案表決前以書面表示異議，或以口頭表示異議經紀錄，並就該議案放棄其表決權者</u>，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) Without prejudice to the Law, in the event the Company and a Member making a request pursuant to Paragraphs <b><u>(1) or (2)</u></b> of this Article fail to reach agreement on the purchase price within sixty (60) days following the date of the resolution, the <b><u>Member may</u></b>, within thirty (30) days after such sixty (60) days period, file a petition <b><u>to the Taiwan Taipei District Court</u></b> for a ruling on the appraisal price. <b><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></b></p>	<p>股東會決議本公司<u>進行分割、新設合併/吸收合併、收購或股份轉換(下合稱「併購事項」)</u>時依上市(櫃)規範之規定表示異議之股東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) Without prejudice to the Law, in the event the Company and a Member making a 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 <b><u>Company shall</u></b>, within thirty (30) days after such sixty (60) days period, file a petition <b><u>against all Members who fail to reach such an agreement (collectively, the "Dissenting Members") with the R.O.C. Court</u></b> for a ruling on the appraisal price, <b><u>and may designate Taiwan Taipei District Court of the R.O.C. as the court of first instance.</u></b></p>	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文案	Explanations 修正理由
	<p>於不違反開曼法令之情形，依<u>前二項</u>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，<u>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。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>	<p>於不違反開曼法令之情形，依<u>本條第 2 項</u>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，<u>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。</u></p> <p>(4) <u>Without prejudice to the Law, a Member making a request pursuant to Paragraphs (1) or (2) of this Article shall make such request in writing within twenty (20) days after the date of the general meeting adopting resolutions with respect to the matter(s) as set out in Subparagraph (a), (b) or (c) of Article 38 or the Merger and Acquisition, and specify the repurchase price. If the Member and the Company reach an agreement on the repurchase price, the Company shall pay for the Shares to be repurchased within ninety (90) days after the date of the general meeting adopting such resolutions. In case no agreement is reached, the Company shall</u></p>	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文案	Explanations 修正理由
		<p><u>pay the fair repurchase price determined at its discretion to the Dissenting Members with whom the Company fail to reach an agreement within ninety (90) days after the date of the general meeting adopting such resolutions. If the Company fails to pay the price, it shall be considered to have accepted the repurchase price proposed by such Dissenting Members.</u></p> <p>在不違反開曼法令規定之情形下，依本條第 1 項及第 2 項行使股份收買請求權之股東，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。股東與本公司就收買價格達成協議者，本公司應自股東會決議日起九十日內支付價款。若股東與本公司未達成協議者，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。</p> <p>(5) <u>Notwithstanding Paragraphs (2), (3) and (4) of this Article, nothing under this Article shall restrict or</u></p>	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文案	Explanations 修正理由
		<p><b><u>prohibit a Member from exercising his right under section 238 of the Companies Law (2020 Revision) of the Cayman Islands and any amendment or other statutory modification thereof to payment of the fair value of his shares upon dissenting from a Consolidation or Merger.</u></b></p> <p>儘管有本條第 2 項至第 4 項之規定，就本公司進行新設合併/吸收合併表示異議之股東，仍得依照開曼群島公司法（2020 年修訂版）（暨其修訂或其他變更）第 238 條行使請求本公司按公平價格收買其持有股份之權利，不受本條規定之限制或禁止。</p>	
第 66-1 條	(1) Without prejudice to the duties owed by a Director to the Company under common law of the Cayman Islands and subject to the Law, the Directors shall assume fiduciary duties to the Company and without limitation duty of care, <b>and</b> exercise due care and skill in conducting the business operation of the Company. A Director may be liable to the Company if he acts	(1) Without prejudice to the duties owed by a Director to the Company under common law of the Cayman Islands and subject to the Law, the Directors shall assume fiduciary duties to the Company and without limitation duty of care, exercise due care and skill <b>and act in the best interest of the Company</b> in conducting the business operation of the Company, <b>including</b>	為配合 2019 年 12 月 25 日股東權益保護事項檢查表，修訂第 66-1 條第 1 項。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文案草	Explanations 修正理由
	<p>contrary to his duties. In circumstances where a Director breaches any of such duties and acts for his/her or other Person's interest, the Company may, with the sanction of an Ordinary Resolution, require the disgorgement of any and all earnings derived from such act.</p> <p>(1) 在不影響董事依據英屬開曼群島普通法對本公司所負義務之情況下，除開曼法令另有規定外，董事應對本公司負忠實義務，且不限於善良管理人之注意義務，並應以合理之注意及技能執行本公司業務。董事如有違反其義務者，應對本公司負擔賠償責任；若該董事違反其義務且係為自己或他人利益為行為時，經股東會普通決議，得將該行為之所得歸為本公司之所得。</p>	<p><b><u>matters in connection with Spin-off, Consolidation, Merger, or acquisition of the Company.</u></b> A Director may be liable to the Company if he acts contrary to his duties. In circumstances where a Director breaches any of such duties and acts for his/her or other Person's interest, the Company may, with the sanction of an Ordinary Resolution, require the disgorgement of any and all earnings derived from such act.</p> <p>(1) 在不影響董事依據開曼群島普通法對本公司所負義務之情況下，除開曼法令另有規定外，董事應對本公司負忠實義務，且不限於注意義務，並應以合理之注意、技能，及為公司之最大利益執行本公司業務（包括處理本公司進行分割、新設合併/吸收合併、收購等事宜）。董事如有違反其義務者，應對本公司負擔賠償責任；若該董事係為自己或他人利益為行為時，經股東會普通決議，得將該行為之所得歸為本公司之所得。</p>	
第 69 條	新增第 2 項。	<b><u>(2) If the Board fails to comply with the Applicable Listing Rules, these Articles and any resolutions</u></b>	為配合 2019 年 12 月 25 日股東權益保護事項

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文案	Explanations 修正理由
		<p><b><u>passed in a general meeting in dealing with matters in connection with Spin-off, Consolidation, Merger, or acquisition of the Company, as a result of which the Company suffers damages, any Director involved in decision-making related thereto shall be liable to the Company in respect of the damages suffered by the Company. However, a Director may be exempted from the liability if the minutes of the Board meeting or written statement demonstrates such Director's dissent.</u></b></p> <p><b><u>(2) 董事會違反上市（櫃）規範、本章程或股東會決議進行分割、新設合併/吸收合併、收購等事宜，致本公司受有損害時，參與決議之董事，對本公司應負賠償之責。但經表示異議之董事，有紀錄或書面聲明可證者，免其責任。</u></b></p>	<p>檢查表，增訂第69條第2項。</p>
第 72 條	<p>(1) The office of Director shall be vacated, if such Director:</p> <p>(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</p>	<p>(1) The office of Director shall be vacated, if such Director:</p> <p>(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</p>	<p>為杜疑義，酌予調整條文用語。</p>

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	<p>convicted thereof, and 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 is less than five (5) years;</p> <p>(b) has been imposed a final sentence involving imprisonment for a term of more than one (1) year for commitment of fraud, breach of trust or misappropriation, and 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 is less than two (2) years;</p> <p>(c) has been imposed a final sentence due to violation of the Anti-corruption Act, and 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</p>	<p>convicted thereof, and <b><u>either (i) he</u></b> has not started serving the sentence, <b><u>(ii) he</u></b> has not completed serving the sentence, or <b><u>(iii)</u></b> the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than five (5) years;</p> <p>(b) has been imposed a final sentence involving imprisonment for a term of more than one (1) year for commitment of fraud, breach of trust or misappropriation, and <b><u>either (i) he</u></b> has not started serving the sentence, <b><u>(ii) he</u></b> has not completed serving the sentence, or <b><u>(iii)</u></b> the time elapsed after completion of serving the sentence, expiration of the probation, or pardon is less than two (2) years;</p> <p>(c) has been imposed a final sentence due to violation of the Anti-corruption Act, and <b><u>either (i) he</u></b> has not started serving the sentence, <b><u>(ii) he</u></b> has not completed serving the sentence, or <b><u>(iii)</u></b> the time elapsed after completion of serving the sentence,</p>	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文案	Explanations 修正理由
	<p>pardon is less than two (2) years; ... (Omitted)</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制條例之罪），經有罪判決確定，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五年者；</p> <p>(b) 曾犯詐欺、背信、侵佔罪經宣告有期徒刑一年以上之刑確定，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兩年者；</p> <p>(c) 曾犯貪污治罪條例之罪，經判決有罪確定，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兩年者；...（略）</p>	<p>expiration of the probation, or pardon is less than two (2) years;... (Omitted)</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制條例之罪），經有罪判決確定，<u>且(i)</u>尚未執行、<u>(ii)</u>尚未執行完畢，或<u>(iii)</u>執行完畢、緩刑期滿或赦免後未逾五年者；</p> <p>(b) 曾犯詐欺、背信、侵佔罪經宣告有期徒刑一年以上之刑確定，<u>且(i)</u>尚未執行、<u>(ii)</u>尚未執行完畢，或<u>(iii)</u>執行完畢、緩刑期滿或赦免後未逾兩年者；</p> <p>(c) 曾犯貪污治罪條例之罪，經判決有罪確定，<u>且(i)</u>尚未執行、<u>(ii)</u>尚未執行完畢，或<u>(iii)</u>執行完畢、緩刑期滿或赦免後未逾兩年者；...（略）</p>	
第 81 條	A Director who is in any way, whether directly or indirectly, interested in a matter discussed, considered or	A Director who is in any way, whether directly or indirectly, interested in a matter discussed, considered or	為配合 2019 年 12 月 25 日股東權益保護事項

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文案	Explanations 修正理由
	<p>proposed in a meeting of the Board shall declare the nature of his interest and its essential contents at the relevant meeting. 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....(Omitted)</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。董事之配偶、依中華民國法定義之二親等內血</p>	<p>proposed in a meeting of the Board shall declare the nature of his interest and its essential contents at the relevant meeting. <b><u>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></b> 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....(Omitted)</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>於本公司進行分割、新設合併/吸收合併、收購時，</u></p>	<p>檢查表，修訂第81條。</p>

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	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。... (略)	<u>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。... (略)</u>	
第 86B 條	本條新增。	<p><u>(1) During the Relevant Period, prior to any resolution of the Merger and Acquisition by the Board, the audit committee of the Company shall review the fairness and reasonableness of the plan and transaction of the Merger and Acquisition, and then submit review results to the Board and the general meeting of the Company. However, the audit committee of the Company may elect not to submit the aforesaid review results to the Members at a general meeting if the Law provides that the Merger and Acquisition to be resolved requires no approval by the Members.</u></p> <p>(1) 於掛牌期間，本公司董事會決議併購事項前，應由審計委員會就併購事項計畫與交易之公平性、合理性進行審議，並將審議結果提報董事會及股東會。</p>	為配合 2019 年 12 月 25 日股東權益保護事項檢查表，增訂第 86B 條。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
		<p><u>但依開曼法令規定無須召開股東會決議者，得不提報股東會。</u></p> <p><b><u>(2) When reviewing the abovementioned matters, the audit committee of the Company shall seek opinions from an independent expert on the reasonableness of the share exchange ratio or the distribution of cash or other assets.</u></b></p> <p><b><u>(2) 審計委員會進行前項之審議時，應委請獨立專家就換股比例或配發股東之現金或其他財產之合理性提供意見。</u></b></p> <p><b><u>(3) The Company shall send the review results of the audit committee of the Company and opinions of independent experts to all Members together with the notice of general meeting in which the Merger and Acquisition is to be resolved. However, the Company shall report the Merger and Acquisition to the Members at the most recent general meeting if the Law provides that the Merger and Acquisition</u></b></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>to be resolved requires no approval by the Members.</u></p> <p>(3) <u>審計委員會之審議結果及獨立專家之意見，應於發送決議併購事項之股東會召集通知時，一併發送予股東；但依開曼法令規定無須召開股東會決議者，應於最近一次股東會就併購事項提出報告。</u></p> <p>(4) <u>If the Company posted the aforesaid review results and opinions of independent experts on a website designated by the R.O.C. competent authorities and arranged for the same documents to be made available at the venue of the general meeting of the Company for inspection by Members, those documents shall be deemed as having been sent to all Members.</u></p> <p>(4) <u>前項審議結果及獨立專家之意見，經本公司於中華民國證券主管機關指定之網站公告同一內容，且備置於股東會會場供股東查閱者，對於股東視為已發送。</u></p>	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
第 108 條	新增第 2 項。	<p><b><u>(2) If the Company keeps its accounting records and books of account at any place outside the Cayman Islands in accordance with the preceding paragraph, it shall, upon service of an order or notice pursuant to the Tax Information Authority Law and any amendment or other statutory modification thereof, make available, in electronic form or any other medium at its Registered Office copies of its books of account, or any part or parts thereof, as are specified in such order or notice.</u></b></p> <p>(2) 本公司依前項規定將會計紀錄與帳冊備置於英屬開曼群島境外者，應於收受依據英屬開曼群島稅務資訊機關法暨其修訂或其他變更所發布之命令或通知後，按該命令或通知所記載，以電子或其他方式備置帳冊或其中之任何部份於本公司註冊營業所供查閱。</p>	為配合英屬開曼群島公司法 2019 年之修訂，增訂第 108 條第 2 項。
第 117 條	Subject to the Law, if the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Law, divide	Subject to the Law, if the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Law, divide <b><u>and</u></b>	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>amongst the Members <b>in specie or kind</b> the whole or any part of the <b>assets</b> of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different Classes. ...(Omitted)</p> <p>在符合開曼法令下，本公司清算時，清算人得經本公司股東會特別決議同意並根據依開曼法令之授權，依股東所持股份比例，將公司全部或部分財產之實物（無論是否為同樣性質的資產）分配予股東。清算人並得決定所分派財產之合理價值，並決定股東間或不同股份類別間之分派方式。（略）</p>	<p><b>distribute</b> amongst the Members the whole or any part of the <b>property</b> of the Company (whether they shall consist of property of the same kind or not) <b>in cash or asset</b> and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different Classes....(Omitted)</p> <p>在符合開曼法令下，本公司清算時，清算人得經本公司股東會特別決議同意並根據依開曼法令之授權，依股東所持股份比例，將公司全部或部分財產以現金或實物（無論是否為同樣性質的資產）分配予股東。清算人並得決定所分派財產之合理價值，並決定股東間或不同股份類別間之分派方式。...（略）</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、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。