

特昇國際股份有限公司  
Techcent International Ltd  
2017 年度臨時股東會議事錄 (節錄版)

時間：2017 年 8 月 16 日 上午 11.00 時

地點：Techcent Sdn. Bhd. 會議室 (PTD 4093 Kaw Perindustrian Parit Jamil, 84150 Parit Jawa, Muar, Johor, Malaysia.)

出席股數：本公司發行股份總數為 21,000,000 股，親自出席及受託代理股數為 21,000,000 股，佔已發行股份總數 100.00%。

出席董事：黃世高、黃凱斌

主席：黃世高



紀錄：余麗群

一、宣布開會：略。

貳、開會議程

壹、討論事項

第一案 (董事會提)

案由：修訂本公司章程

說明：(一) 本公司考量股東權益之保障，擬修訂部分股利政策文字說明。修訂之條文對照表請參閱附件一。

(二) 本案於股東會決議通過後立即生效。

(三) 敬請 公決。

決議：經股東以特別決議通過如下：

1. 通過上述修改之章程，並於通過後立即生效；及
2. 授權本公司之註冊代理人向開曼群島公司登記處為必要之申報。

表決結果如下：

出席表決權數	贊成	反對	棄權
21,000,000 權	21,000,000 權	0 權	0 權
100.00%	100.00%	0.00%	0.00%

第二案：略。

參、其他議案：-

肆、臨時動議：-

伍、散會

因無其他議案，主席宣布散會。

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第一案 Exhibits 1

公司章程 條文修訂之前後對照表

Comparison table of Before and After amendment of  
Company M&A

條文	修訂後條文	修訂前條文	說明
14.5	<p>本公司係特定市場客製化產品之業者，處於成長階段，由董事會視本公司各該會計年度之盈餘、整體發展、財務規劃、資本需求、產業展望及本公司未來前景等，並由董事會擬具股東股利分派議案，提請股東會決議分派之。股份登錄興櫃買賣或上市櫃期間，董事會於盈餘分派提案時，應於每會計年度盈餘中先提列：(i) 支付相關會計年度稅款之準備金；(ii) 彌補過去虧損之數額；及(iii) 中華民國證券主管機關依公開發行公司規則要求之特別盈餘公積。如尚有盈餘，董事會得決議是否合併經迴轉之特別盈餘公積併同以往年度累積之未分配盈餘之全部或一部份，作為股東股利，依股東持股比例進行分派，依開曼公司法及公開發行公司規則，在考量財務、業務及經營因素後，股利發放不低於當年度稅後盈餘之百分之十(10%)。<u>惟年度決算虧損或累積可供分配盈餘低於實收資本百分之二十(20%)時，得不予分配。</u>股東股利得以現金、股票或兩者互相配合方式分派，惟其中現金股利不得低於百分之十(10%)。</p>	<p>本公司係特定市場客製化產品之業者，處於成長階段，由董事會視本公司各該會計年度之盈餘、整體發展、財務規劃、資本需求、產業展望及本公司未來前景等，並由董事會擬具股東股利分派議案，提請股東會決議分派之。股份登錄興櫃買賣或上市櫃期間，董事會於盈餘分派提案時，應於每會計年度盈餘中先提列：(i) 支付相關會計年度稅款之準備金；(ii) 彌補過去虧損之數額；及(iii) 中華民國證券主管機關依公開發行公司規則要求之特別盈餘公積。如尚有盈餘，董事會得決議是否合併經迴轉之特別盈餘公積併同以往年度累積之未分配盈餘之全部或一部，作為股東股利，依股東持股比例進行分派，依開曼公司法及公開發行公司規則，<del>除董事會及股東會另行決議外</del>，在考量財務、業務及經營因素後，股利以不低於當年度稅後盈餘之百分之十(10%)為原則。股東股利得以現金、股票或兩者互相配合方式分派，惟其中現金股利不得低於百分之十(10%)。</p>	<p>考量股東權益之保障，擬修訂部分文字說明</p>

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Article	Content - After amendment	Content - Before amendment	Reasons for Amendment
14.5	<p>The Company is in the business of supplying customized products in a specific market and is in the growth stage. The Board shall prepare the dividend proposal by taking into account the profit of the year, overall development, financial plans, capital need, projection of the industry and the Company's prospects and so on and submit the proposal for the Members' approval. For so long as the shares are traded on the ESM or listed on the TPEX or TSE, if there are profits, in making the profits distribution recommendation, the Board shall set aside out of the profits of the Company for each financial year: (i) a reserve for payment of tax for the relevant financial year; (ii) an amount to offset losses incurred in previous years; and (iii) a special surplus reserve as required by the applicable securities authority of the ROC under the Applicable Public Company Rules. If</p>	<p>The Company is in the business of supplying customized products in a specific market and is in the growth stage. The Board shall prepare the dividend proposal by taking into account the profit of the year, overall development, financial plans, capital need, projection of the industry and the Company's prospects and so on and submit the proposal for the Members' approval. For so long as the shares are traded on the ESM or listed on the TPEX or TSE, if there are profits, in making the profits distribution recommendation, the Board shall set aside out of the profits of the Company for each financial year: (i) a reserve for payment of tax for the relevant financial year; (ii) an amount to offset losses incurred in previous years; and (iii) a special surplus reserve as required by the applicable securities authority of the ROC under the Applicable Public Company Rules. If</p>	<p>To uphold the shareholders' equity</p>

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<p>there should be any remaining profits, subject to the discretion of the Directors, after combining all or part of the accumulated undistributed profits in the previous years and the reversed special surplus reserve, the combined amount shall be allocated as dividends to the Members in proportion to their shareholdings. Subject to the Law and the Applicable Public Company Rules, and after having considered the financial, business and operational factors of the Company, the dividends shall not be less than ten per cent (10%) of profit after tax of the relevant year, <u>provided that if in any year, the Company has net loss or the amount of the accumulated undistributed profits is less than twenty per cent (20%) of the paid-in capital of the Company, the Company may not distribute any dividend to the Members.</u> The distribution may be made by way of cash dividends or by way of stock dividends or a combination thereof,</p>	<p>there should be any remaining profits, subject to the discretion of the Directors, after combining all or part of the accumulated undistributed profits in the previous years and the reversed special surplus reserve, the combined amount shall be allocated as dividends to the Members in proportion to their shareholdings. Subject to the Law and the Applicable Public Company Rules <del>and unless otherwise resolved by the Board and the Members,</del> and after having considered the financial, business and operational factors of the Company, the dividends shall not be less than ten per cent (10%) of profit after tax of the relevant year. The distribution may be made by way of cash dividends or by way of stock dividends or a combination thereof, provided that, the cash dividends shall not be less than ten per cent (10%) of the total amount of dividends payable.</p>	
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	provided that, the cash dividends shall not be less than ten per cent (10%) of the total amount of dividends payable.		
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