

特昇國際股份有限公司  
Techcential International Ltd.

(下稱“本公司”  
(the “Company”)

2019年度股東常會會議記錄  
Minutes for 2019 Annual General Meeting

時間：2019年6月27日 上午9.00時

Date: 9:00am, 27 June 2019

地點：犇亞商務會議中心-HH會議室(台北市松山區復興北路99號15樓)

Venue: Primasia Conference & Business Center - HH Conference Room (15F, No 99, Fuxing North Road, Taipei Songshan District)

出席股數：本公司發行股份總數為23,625,000股，親自出席及受託代理股數為21,109,981股，佔已發行股份總數89.35%。

Shares Present: The Company has issued 23,625,000 shares. 21,109,981 shares representing 89.35% of votes of the Company's shares entitled to vote on resolutions are present at the meeting.

出席董事：黃世高、黃凱斌(法人代表：Eng Synergy Management Sdn Bhd)、Surging Success Sdn Bhd(代表人：傅慶玲)、溫立璋、鄭貝川、廖璋全

Director Present: Eng Say Kaw, Eng Kai Pin (Represent of Eng Synergy Management Sdn Bhd), Surging Success Sdn Bhd (Representative: Poa Keng Ling), Oun Lek Wee, Tay Puay Chuan, Liao Wei Chuan

主席：黃世高

Chairman: Eng Say Kaw



紀錄：蔡曉玲

Recorder: Chua Siow Ling

宣布開會：出席股份總數已達法定股數，主席宣布開會。

The Chairman calls the meeting to order.

主席致詞：感謝各位股東能撥冗參加本公司2019年度股東常會。

Chairman's Address: Thank you for your participation in the 2019 Annual General Meeting.

## 壹、報告事項 Report Items

### 第一案：2018年度營業報告書

說明：2018年度營業報告書，請參閱本手冊附件一（第18 - 19頁）。

#### (1) Business Report of 2018.

Explanatory Notes: Please refer to Exhibits 1 (pages 18-19) for Business Report of 2018.

### 第二案：審計委員會審查2018年度決算表冊報告

說明：審計委員會審查2018年度決算表冊報告，請參閱本手冊附件二（第22頁）。

#### (2) Audit Committee Report for the year of 2018

Explanatory Notes: Please refer to Exhibits 2 (pages 22) for Audit Committee Report for the year of 2018.

### 第三案：2018年度員工酬勞及董事酬勞分配情形報告

說明：2018年度員工酬勞及董事酬勞分配表，請參閱本手冊附件三（第24頁）。

#### (3) The Distribution of 2018 Employee and Director remuneration.

Explanatory Notes: Please refer to Exhibits 3 (page 24) for the Distribution of 2018 Employee and Director remuneration.

## 貳、承認事項 Proposed Resolutions

### 第一案（董事會提）

案由：承認本公司2018年度實際合併財務報告及營業報告書案

- 說明：（一）本公司2018年度合併財務報告及營業報告書業經2019年3月20日董事會決議通過，其中財務報告並經安侯建業聯合會計師事務所趙敏如會計師及關春修會計師查核完竣，上述各項決算表冊亦送請審計委員會查核完竣，並出具審計委員會查核報告書在案。
- （二）前述營業報告書請參閱本手冊附件一（第18-21頁），會計師查核報告書及上述財務報告，請參閱本手冊附件四（第25-32頁）。
- （三）謹 提請承認。

決議：本議案經表決照案通過。

表決結果如下：

表決結果		佔出席股東表決權數(%)
贊成權數	20,873,978 權	99.99%
(含電子方式行使表決權	1,966,978 權)	
反對權數	0 權	0.00%
(含電子方式行使表決權	0 權)	
無效與棄權及未投票權數	3 權	0.00%
(含電子方式行使表決權	3 權)	

本案經表決後照案通過。

(1) Consolidated Financial Statements and Business Report for the year of 2018.  
(Proposed by the Board of Directors)

Explanatory Notes:

- (a) The Consolidated Financial Statements for the year 2018 has been completed by the Company and were audited by independent auditors, Ms. Charlotte Chao and Ms. Lisa Kuang of KPMG. Above reports have been reviewed and adopted by the Audit Committee and the Audit Committee has accordingly issued Audit Committee' s Report.
- (b) The 2018 Business Report is attached here to as Exhibit 1 (page 18-21). The independent auditor' s report and the above-mentioned Consolidated Financial Statements are attached here to as Exhibit 4 (page 25-32).

(c)The above Resolution be and is hereby recommended for the shareholder' s approval.

Resolution was adopted unanimously by the vote.

The voting result is as follows:

	In Favor of	Against	Abstention
Shares	20,873,978 (include E-voting exercise 1,966,978)	0 (include E-voting exercise 0)	3 (include E-voting exercise 3)
%	99.99%	0.00%	0.00%

第二案（董事會提）

案由：承認本公司2018年度盈餘分配案

說明：（一）本公司2018年度盈餘分配表業經 2019年3月20日董事會決議通過，分配情形請參閱本手冊附件五(第33頁)。

（二）謹 提請承認。

決議：本議案經表決照案通過。

表決結果如下：

表決結果		佔出席股東表決權數(%)
贊成權數 (含電子方式行使表決權)	20,873,978 權 1,966,978 權	99.99%
反對權數 (含電子方式行使表決權)	0 權 0 權	0.00%
無效與棄權及未投票權數 (含電子方式行使表決權)	3 權 3 權	0.00%

本案經表決後照案通過。

(2) Annual Earnings Distributions for the year 2018

Explanatory Notes:

The Company's 2018 Annual Earnings Distributions Table was approved by the Board of Directors on March 20, 2019. Please refer to Exhibits 5 (page 33) for above-mentioned table.

Resolution was adopted unanimously by the vote.

The voting result is as follows:

	In Favor of	Against	Abstention
Shares	20,873,978 (include E-voting exercise 1,966,978)	0 (include E-voting exercise 0)	3 (include E-voting exercise 3)
%	99.99%	0.00%	0.00%

三、討論事項 Discussion Item:

第一案（董事會提）

案由：修訂本公司章程部份條文案。

說明：（一）依中華民國財團法人證券櫃檯買賣中心 2018 年 12 月 7 日證櫃審字第 10701102992 號函、配合民國 107 年 11 月 30 日外國發行人註冊地股東權益保護事項檢查表修訂，擬於公司章程增訂條文。

（二）修訂之條文對照表，請參閱附件六（第 34 頁）。

（三）敬請 公決。

決議：經股東以普通決議照案通過。

表決結果如下：

表決結果	佔出席股東表決權數(%)
贊成權數 20,873,978 權 (含電子方式行使表決權 1,966,978 權)	98.88%
反對權數 0 權 (含電子方式行使表決權 0 權)	0.00%
無效與棄權及未投票權數 236,003 權 (含電子方式行使表決權 3 權)	1.11%

本案經表決後照案通過。

(1) To amend and adopt the Company' s M&A

IT WAS PROPOSED THAT:

(a) In order to conform the mail sent by Taipei Exchange on 7 December 2018, ref No. 10701102992 and in accordance with AOA checklist published by Taiwan Stock Exchange on Nov 30, 2018, the company hereby proposes to amend the Company M&A.

(b) For comparison table of before and after amendment, please refer to Exhibits 6 (page 34).

Resolutions of amendments to the M&A and adoption of the 4<sup>th</sup> amended and restated M&A were adopted unanimously by the vote.

The voting result is as follows:

	In Favor of	Against	Abstention
Shares	20,873,978 (include E-voting exercise 1,966,978)	0 (include E-voting exercise 0)	236,003 (include E-voting exercise 3)
%	98.88%	0.00%	1.11%

第二案（董事會提）

案由：修訂本公司「取得或處分資產處理程序」部份條文案。

說明：（一）依中華民國財團法人證券櫃檯買賣中心 2018 年 12 月 3 日證櫃審字第 1070053145 號函辦理，修正「公開發行公司取得或處分資產處理準則」部分條文。  
（二）修訂之條文對照表，請參閱附件七(第 51 頁)。  
（三）敬請 公決。

決議：經股東以普通決議照案通過。

表決結果如下：

表決結果	佔出席股東表決權數(%)
贊成權數 20,873,978 權 (含電子方式行使表決權 1,966,978 權)	98.88%
反對權數 0 權 (含電子方式行使表決權 0 權)	0.00%
無效與棄權及未投票權數 236,003 權 (含電子方式行使表決權 3 權)	1.11%

本案經表決後照案通過。

(2) To amend the Management Procedures for Asset Acquisition and Disposition

Explanatory Notes:

(a) In order to conform the mail sent by Taipei Exchange on 3 Dec 2018, ref No. 1070053145, the company hereby proposes to amend the Management Procedures for Asset Acquisition and Disposition.

(b) For comparison table of before and after amendment, please refer to Exhibits 7 (page 51).

Resolution was adopted unanimously by the vote.

The voting result is as follows:

	In Favor of	Against	Abstention
Shares	20,873,978 (include E-voting exercise 1,966,978)	0 (include E-voting exercise 0)	236,003 (include E-voting exercise 3)
%	98.88%	0.00%	1.11%



第三案（董事會提）

案由：修訂本公司「資金貸與作業程序」部份條文案。

- 說明：（一）依據金融監督管理委員會 108 年 3 月 7 日金管證發字第 1080304826 號函辦理，修正「資金貸與作業程序」部分條文。  
（二）修訂之條文對照表，請參閱附件八（第 90 頁）。  
（三）敬請 公決。

決議：經股東以普通決議照案通過。

表決結果如下：

表決結果	佔出席股東表決權數(%)
贊成權數 20,873,978 權 (含電子方式行使表決權 1,966,978 權)	98.88%
反對權數 0 權 (含電子方式行使表決權 0 權)	0.00%
無效與棄權及未投票權數 236,003 權 (含電子方式行使表決權 3 權)	1.11%

本案經表決後照案通過。

(3) To amend the Procedure for Lending Funds to Other Parties

Explanatory Notes:

(a) In order to conform the regulations of Financial Supervisory Commission R.O.C (Taiwan), on March 7, 2019, ref No. 1080304826, the company hereby proposes to amend the "Procedure for Lending Funds to Other Parties".

(b) For comparison table of before and after amendment, please refer to Exhibits 8 (page 90).

Resolution was adopted unanimously by the vote.

The voting result is as follows:

	In Favor of	Against	Abstention
Shares	20,873,978 (include E-voting exercise 1,966,978)	0 (include E-voting exercise 0)	236,003 (include E-voting exercise 3)
%	98.88%	0.00%	1.11%

#### 第四案（董事會提）

案由：修訂本公司「背書保證作業程序」部份條文案。

- 說明：（一）依據金融監督管理委員會 108 年 3 月 7 日金管證發字第 1080304826 號函辦理，修正「背書保證作業程序」部分條文。  
（二）修訂之條文對照表，請參閱附件九（第 97 頁）。  
（三）敬請 公決。

決議：經股東以普通決議照案通過。

表決結果如下：

表決結果		佔出席股東表決權數(%)
贊成權數	20,873,978 權	98.88%
(含電子方式行使表決權	1,966,978 權)	
反對權數	0 權	0.00%
(含電子方式行使表決權	0 權)	
無效與棄權及未投票權數	236,003 權	1.11%
(含電子方式行使表決權	3 權)	

本案經表決後照案通過。

#### (4) To amend the Endorsement/ Guarantee Operation Procedure

Explanatory Notes:

(a) In order to conform the regulations of Financial Supervisory Commission R.O.C (Taiwan), on March 7, 2019, ref No. 1080304826, the company hereby proposes to amend the "Endorsement/ Guarantee Operation Procedure".

(b) For comparison table of before and after amendment, please refer to Exhibits 9 (page 97).

Resolution was adopted unanimously by the vote.

The voting result is as follows:

	In Favor of	Against	Abstention
Shares	20,873,978 (include E-voting exercise 1,966,978)	0 (include E-voting exercise 0)	236,003 (include E-voting exercise 4,001)
%	98.88%	0.00%	1.11%

#### 四、選舉事項 Election Motions

##### 第一案（董事會提）

案由：選舉第三屆董事及獨立董事案

- 說明：（一）本公司現任董事任期至 2019 年 12 月 4 日止，今為配合股東會召開，及公司經營管理需求及強化公司治理，擬提前辦理董事全面改選。
- （二）擬於本次股東常會全面改選董事，現任董事(含獨立董事)將於下屆董事選任完成及本次股東常會結束後解任。
- （三）本屆應選任董事七席，應包含三席獨立董事，任期三年，自 2019 年 6 月 27 日至 2022 年 6 月 26 日止。
- （四）本公司董事及獨立董事候選人名單，請參閱本手冊附件十(第 103 頁)。

##### 選舉結果

職稱	姓名	當選權數
董事	黃世高	30,534,140
法人董事	Eng Synergy Management Sdn. Bhd. 代表人：黃凱斌	24,084,070
法人董事	Surging Success Sdn. Bhd. 代表人：傅慶玲	20,859,070
董事	張明煌	17,634,070
獨立董事	鄭貝川	17,634,070
獨立董事	溫立璋	17,634,070
獨立董事	廖偉全	17,634,070

#### (1) Election of the 3<sup>rd</sup> Board of Directors and Independent Director

##### Explanatory Notes:

(a) The current director of the company is appointed until December 4, 2019. In order to cooperate with the shareholders meeting, and the company's operational management needs and strengthen corporate governance, it is proposed to handle the full re-election of directors in advance.

(b) It is proposed to re-elect the directors at this General Meeting of shareholders. The current directors (including independent directors) will be dismissed after the new Board of Directors is elected and the end of this General Meeting.

(c) The current election of seven directors shall consist of three independent directors for a term of three years, effective from June 27, 2019 to June 26, 2022.

(d) For the list of candidates, please refer to Exhibits 10 (page 103).

The voting result is as follows:

Position	Name	Number of votes cast
Director	Eng Say Kaw	30,534,140
Director	Eng Synergy Management Sdn. Bhd. Representative: Eng Kai Pin	24,084,070
Director	Surging Success Sdn. Bhd. Representative: Poa Keng Ling	20,859,070
Director	Chang Ming-Huang	17,634,070
Independent Director	Tay Puay Chuan	17,634,070
Independent Director	Oun Lek Wee	17,634,070
Independent Director	Liao Wei Chuan	17,634,070

## 五、其他議案 Others Motions：

### 第一案（董事會提）

案由：解除新任董事之競業禁止限制案

說明：（一）以股東會決議選任董事為前提，本公司新任董事因其個人業務需要，可能同時擔任與本公司營業範圍相符或類似他公司董事及經理人一職，故提請解除本公司新任董事競業禁止之限制。

（二）本公司董事及獨立董事兼任其他公司職務內容，請參閱本手冊附件十一（第 108 頁）。

決議：經股東以普通決議照案通過。

表決結果如下：

表決結果	佔出席股東表決權數(%)
贊成權數 21,030,978 權 (含電子方式行使表決權 1,964,978 權)	99.62%
反對權數 2,001 權 (含電子方式行使表決權 2,001 權)	0.00%
無效與棄權及未投票權數 77,002 權 (含電子方式行使表決權 2 權)	0.36%

本案經表決後照案通過。

### (1) Release of the Directors' Participation in Competing Businesses.

#### Explanatory Notes:

- (a) subject to the election of the New Directors, as the New Directors may serve as directors/managers of other companies engaged in competing industries which are the same as or similar to the business of the Company, the Board shall approval to release the subject to the election of the New Directors, as the New Directors may serve as directors/managers of other companies engaged in competing industries which are the same as or similar to the business of the Company, the Board shall approval to release the New Directors from any restrictions on their participation in serving as directors/managers of these companies with respect to matters (the "Release").
- (b) the list of companies that New Directors engage in competing industries which are the same as or similar to the business of the Company is attached as Exhibit 11 (page 108).

Resolution was adopted unanimously by the vote.

The voting result is as follows:

	In Favor of	Against	Abstention
Shares	21,030,978 (include E-voting exercise 1,964,978)	2,001 (include E-voting exercise 2,001)	77,002 (include E-voting exercise 2)
%	99.62%	0.00%	0.36%

六、臨時動議 Extraordinary Motions: -

七、散會 Adjournment

因無其他議案，主席宣布散會

As there was no further business the chairman closed the meeting.