

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

(下稱“本公司”)
(the “Company”)

2020年度股東常會 會議記錄
Minutes for 2020 Annual General Meeting

時間：2020年6月18日 上午9.00時
Date: 9:00am, 18 June 2020

地點：犇亞商務會議中心-EE會議室(台北市松山區復興北路99號15樓)
Venue: Primasia Conference & Business Center - EE 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20,296,321股，佔已發行股份總數85.91%。

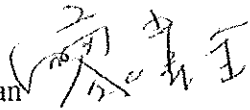
Shares Present: The Company has issued 23,625,000 shares. 20,296,321 shares representing 85.91% of votes of the Company's shares entitled to vote on resolutions are present at the meeting.

出席董事：張明煌、廖偉全

Director Present: Zhang Ming Huang, Liao Wei Chuan

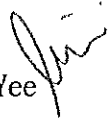
主席：廖偉全

Chairman: Liao Wei Chuan



紀錄：余麗群

Recorder: Linc Yee



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2020年度股東常會。

Chairman's Address: Thank you for your participation in the 2020 Annual General Meeting.

壹、報告事項 Report Items

第一案：2019年度營業報告書

說明：2019年度營業報告書，請參閱本手冊附件一（第15 - 19頁）。

(1) Business Report of 2019.

Explanatory Notes: Please refer to Exhibits 1 (pages 15-19) for Business Report of 2019.

第二案：審計委員會審查2019年度決算表冊報告

說明：審計委員會審查2019年度決算表冊報告，請參閱本手冊附件二（第20-21頁）。

(2) Audit Committee Report for the year of 2019

Explanatory Notes: Please refer to Exhibits 2 (pages 20-21) for Audit Committee Report for the year of 2019.

第三案：2019年度員工酬勞及董事酬勞分配情形報告

說明：2019年度員工酬勞及董事酬勞分配表，請參閱本手冊附件三（第22頁）。

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

Explanatory Notes: Please refer to Exhibits 3 (page 22) for the Distribution of 2019 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2019年度實際合併財務報告及營業報告書案

說明：（一）本公司2019年度合併財務報表及營業報告書業經2020年3月20日董事會決議通過，其中財務報表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15-19頁），會計師查核報告書及上述財務報表，請參閱本手冊附件四（第23-38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	20,263,298 權	99.83%
(含電子方式行使表決權	20,155,298 權)	
反對權數	29,020 權	0.14%
(含電子方式行使表決權	29,020 權)	
無效與棄權及未投票權數	4,003 權	0.01%
(含電子方式行使表決權	4,003 權)	

(1) Consolidated Financial Statements and Business Report for the year of 2019.
(Proposed by the Board of Directors)

Explanatory Notes:

(a) The Consolidated Financial Statements for the year 2019 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 2019 Business Report is attached here to as Exhibit 1 (page 15-19). The independent auditor's report and the above-mentioned Consolidated Financial Statements are attached here to as Exhibit 4 (page 23-38).

(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	20,263,298 (include E-voting exercise 20,155,298)	29,020 (include E-voting exercise 29,020)	4,003 (include E-voting exercise 4,003)
%	99.83%	0.14%	0.01%

第二案（董事會提）

案由：承認本公司2019年度盈餘分配案

說明：（一）本公司2019年度盈餘分配表業經 2020年3月20日董事會決議通過，並俟提報股東會決議後，授權董事長另訂現金股利分派基準日及其他相關事宜。分配情形請參閱本手冊附件五(第39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)	20,263,298 權 20,155,298 權	99.83%
反對權數 (含電子方式行使表決權)	29,020 權 29,020 權	0.14%
無效與棄權及未投票權數 (含電子方式行使表決權)	4,003 權 4,003 權	0.01%

本案經表決後照案通過。

(2) Annual Earnings Distributions for the year 2019

Explanatory Notes:

The Company's 2019 Annual Earnings Distributions Table was approved by the Board of Directors on March 20, 2020. Please refer to Exhibits 5 (page 39) for above-mentioned table.

Resolution was adopted unanimously by the vote.

The voting result is as follows:

	In Favor of	Against	Abstention
Shares	20,263,298 (include E-voting exercise 20,155,298)	29,020 (include E-voting exercise 29,020)	4,003 (include E-voting exercise 4,003)
%	99.83%	0.14%	0.01%

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 2019 年 1 月 8 日證櫃監字第 10800681281 號、2020 年 2 月 19 日證櫃監字第 10900521401 號辦理，配合民國 109 年 01 月 08 日外國發行人註冊地國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 40-49 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 20,263,298 權 (含電子方式行使表決權 20,155,298 權)	99.83%
反對權數 29,020 權 (含電子方式行使表決權 29,020 權)	0.14%
無效與棄權及未投票權數 4,003 權 (含電子方式行使表決權 4,003 權)	0.01%

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 8 January 2019, ref No. 10800681281, 19 February 2020, ref No. 10900521401 and in accordance with AOA checklist published by Taiwan Stock Exchange on 8 January, 2020, 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 40-49).

Resolutions of amendments to the M&A and adoption of the 5th amended and restated M&A were adopted unanimously by the vote.

The voting result is as follows:

	In Favor of	Against	Abstention
Shares	20,263,298 (include E-voting exercise 20,155,298)	29,020 (include E-voting exercise 29,020)	4,003 (include E-voting exercise 4,003)
%	99.83%	0.14%	0.01%

第二案（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）因應本公司實際營運及發展所需，修正「資金貸與作業程序」部分條文。

（二）修訂之條文對照表，請參閱附件七（第 50-54 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 (含電子方式行使表決權)	20,263,298 權 20,155,298 權	99.83%
反對權數 (含電子方式行使表決權)	29,020 權 29,020 權	0.14%
無效與棄權及未投票權數 (含電子方式行使表決權)	4,003 權 4,003 權	0.01%

本案經表決後照案通過。

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

Explanatory Notes:

(a) In order to better conform to the actual operation situation, 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 7 (page 50-54).

Resolution was adopted unanimously by the vote.

The voting result is as follows:

	In Favor of	Against	Abstention
Shares	20,263,298 (include E-voting exercise 20,155,298)	29,020 (include E-voting exercise 29,020)	4,003 (include E-voting exercise 4,003)
%	99.83%	0.14%	0.01%

第三案（董事會提）

案由：修訂本公司「股東會議事規則」部份條文案。

說明：（一）依據中華民國 109 年 1 月 13 日財團法人中華民國證券櫃檯買賣中心證櫃監字第 10900500261 號辦理，修正「股東會議事規則」部分條文。
（二）修訂之條文對照表，請參閱附件八（第 55-68 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 (含電子方式行使表決權	20,263,298 權 20,155,298 權)	99.83%
反對權數 (含電子方式行使表決權	29,020 權 29,020 權)	0.14%
無效與棄權及未投票權數 (含電子方式行使表決權	4,003 權 4,003 權)	0.01%

本案經表決後照案通過。

(3) To amend the Rules and Procedures of Shareholders' Meetings

Explanatory Notes:

(a) In order to conform the regulations of TPEx, on January 13, 2020, ref No. 10900500261, the company hereby proposes to amend the Rules and Procedures of Shareholders' Meetings.

(b) For comparison table of before and after amendment, please refer to Exhibits 8 (page 55-68).

Resolution was adopted unanimously by the vote.

The voting result is as follows:

	In Favor of	Against	Abstention
Shares	20,263,298 (include E-voting exercise 20,155,298)	29,020 (include E-voting exercise 29,020)	4,003 (include E-voting exercise 4,003)
%	99.83%	0.14%	0.01%

第四案（董事會提）

案由：修訂本公司「從事衍生性商品交易處理程序」部份條文案。

說明：（一）為更符合實際作業情形且將權限清楚列式，擬修訂「從事衍生性商品交易處理程序」部分條文。

（二）修訂之條文對照表，請參閱附件九(第 69 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 (含電子方式行使表決權)	20,263,298 權 20,155,298 權	99.83%
反對權數 (含電子方式行使表決權)	29,020 權 29,020 權	0.14%
無效與棄權及未投票權數 (含電子方式行使表決權)	4,003 權 4,003 權	0.01%

本案經表決後照案通過。

(4) To amend the Procedures for Financial Derivative Transaction

Explanatory Notes:

(a) In order to better conform to the actual operation situation and clearly define the authority regulations, it is proposed to amend the "Procedures for Financial Derivative Transaction".

(b) For comparison table of before and after amendment, please refer to Exhibits 9 (page 69).

Resolution was adopted unanimously by the vote.

The voting result is as follows:

	In Favor of	Against	Abstention
Shares	20,263,298 (include E-voting exercise 20,155,298)	29,020 (include E-voting exercise 29,020)	4,003 (include E-voting exercise 4,003)
%	99.83%	0.14%	0.01%

四、其他議案 Others Motions: -

五、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.