

特昇國際股份有限公司  
Techcentral International Ltd

2021 年度股東常會議程 Meeting Agenda of 2021 Annual General Meeting

時間：2021 年 8 月 13 日 星期五 上午 9:00 時

Time: 9:00am, 13 August 2021, Friday

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 19,513,291 股，佔已發行股份總數 82.60%。

Shares Present: The Company has issued 23,625,000 shares. 19,513,291 shares representing 82.60% of votes of the Company's shares entitled to vote on resolutions are present at the meeting.

出席董事：廖偉全

Director Present: 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 2021 年度股東常會。

Chairman's Address: Thank you for your participation in the 2021 Annual General Meeting.

## 一、報告事項 Report Items

(一)：2020年度營業報告書，報請 公鑒。

說明：2020 年度營業報告書，請參閱本手冊附件一（第 13-19 頁）。

(1) Business Report of 2020.

Explanatory Notes: Please refer to Exhibits 1 (pages 13-19) for Business Report of 2020.

(二)：審計委員會審查2020年度決算表冊報告，報請 公鑒。

說明：審計委員會審查2020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 2020.

Explanatory Notes: Please refer to Exhibits 2 (page 20-21) for Audit Committee Report for the year of 2020.

(三)：2020年度員工酬勞及董事酬勞分配情形報告，報請 公鑒。

說明：2020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 2020 Employee and Director remuneration.

Explanatory Notes: Please refer to Exhibits 3 (page 22) for the Distribution of 2020 Employee and Director remuneration.

(四)本公司「董事會議事規範」修訂報告，報請 公鑒。

說明：本公司「董事會議事規範」修訂報告，請參閱本手冊附件四（第23-30頁）。

(4) The amendment of “Rules and Procedures of Board Meetings” .

Explanatory Notes: Please refer to Exhibits 4 (page 23-30) for the Distribution of 2020 Employee and Director remuneration.

(五) 本公司「上市上櫃公司訂定道德行為準則」修訂報告，報請 公鑒。

說明：本公司「上市上櫃公司訂定道德行為準則」修訂報告，請參閱本手冊附件五(第 31-33頁)。

(5) The amendment of “Ethical Code of Conduct” .

Explanatory Notes: Please refer to Exhibits 5 (page 31-33) for the amendment of “Ethical Code of Conduct” .

## 二、承認事項 Proposed Resolutions

### 第一案（董事會提）

案由：承認本公司2020年度營業報告書及財務報表案

說明：（一）本公司2020年度合併財務報表及營業報告書業經2021年3月22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13-19頁），會計師查核報告書及上述財務報表，請參閱本手冊附件六（第34-49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 19,513,257 權 (含電子方式行使表決權 19,513,257 權)	99.99%
反對權數 20 權 (含電子方式行使表決權 20 權)	0.00%
無效與棄權及未投票權數 14 權 (含電子方式行使表決權 14 權)	0.00%

(1) Consolidated Financial Statements and Business Report for the year of 2020.

Explanatory Notes:

(a) The Consolidated Financial Statements for the year 2020 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 2020 Business Report is attached here to as Exhibit 1 (page 13-19). The independent auditor' s report and the above-mentioned Consolidated Financial Statements are attached here to as Exhibit 6 (page 34-49).

(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	19,513,257 (include E-voting exercise 19,513,257)	20 (include E-voting exercise 20)	14 (include E-voting exercise 14)
%	99.99%	0.00%	0.00%

第二案（董事會提）

案由：承認本公司2020年度盈餘分配案

說明：（一）本公司2020年度盈餘分配表業經 2021年3月22日董事會決議通過，分配情形請參閱本手冊附件七(第50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 19,512,257 權 (含電子方式行使表決權 19,512,257 權)	99.99%
反對權數 1,020 權 (含電子方式行使表決權 1,020 權)	0.00%
無效與棄權及未投票權數 14 權 (含電子方式行使表決權 14 權)	0.00%

(2) Annual Earnings Distributions for the year 2020.

Explanatory Notes:

The Company's 2020 Annual Earnings Distributions Table was approved by the Board of Directors on March 22, 2021. Please refer to Exhibits 7 (page 50) for above-mentioned table.

Resolution was adopted unanimously by the vote.

The voting result is as follows:

	In Favor of	Against	Abstention
Shares	19,512,257 (include E-voting exercise 19,512,257)	1,020 (include E-voting exercise 1,020)	14 (include E-voting exercise 14)
%	99.99%	0.00%	0.00%

三、討論事項 Discussion Items:

因應主管機關延期召開股東會，討論事項之修正後條文生效日期，調整為股東會實際召開日期：中華民國110年8月13日。

In response to the postponement of the shareholder meeting by the competent authority, the effective date of the revised provisions of the matters discussed was adjusted to the actual date of the shareholders meeting: August 13, 2021.

第一案（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，請參閱附件八(第 51-55 頁)。

（三）敬請 公決。

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 19,508,239 權 (含電子方式行使表決權 19,508,239 權)	99.97%
反對權數 5,020 權 (含電子方式行使表決權 5,020 權)	0.02%
無效與棄權及未投票權數 32 權 (含電子方式行使表決權 32 權)	0.00%

(1) 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 8 (page 51-55).

Resolution was adopted unanimously by the vote.

The voting result is as follows:

	In Favor of	Against	Abstention
Shares	19,508,239 (include E-voting exercise 19,508,239)	5,020 (include E-voting exercise 5,020)	32 (include E-voting exercise 32)
%	99.97%	0.02%	0.00%

## 第二案（董事會提）

案由：修訂本公司「董事選舉辦法」部份條文案。

說明：（一）依據中華民國財團法人證券櫃檯買賣中心 2020 年 6 月 12 日證櫃監字第 10900582662 號函辦理，擬修正「董事選舉辦法」部分條文。

（二）修訂之條文對照表，請參閱附件九(第 56-65 頁)。

（三）敬請 公決。

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 19,513,239 權 (含電子方式行使表決權 19,513,239 權)	99.99%
反對權數 20 權 (含電子方式行使表決權 20 權)	0.00%
無效與棄權及未投票權數 32 權 (含電子方式行使表決權 32 權)	0.00%

(2) To amend “Procedures for Election of Director” .

IT WAS PROPOSED THAT:

(a) In order to conform the regulations of Financial Supervisory Commission R.O.C (Taiwan), on June 12, 2020, ref No. 10900582662, the company hereby proposes to amend the “Procedures for Election of Director” .

(b) For comparison table of before and after amendment, please refer to Exhibits 9 (page 56-65).

Resolution was adopted unanimously by the vote.

The voting result is as follows:

	In Favor of	Against	Abstention
Shares	19,513,239 (include E-voting exercise 19,508,239)	20 (include E-voting exercise 20)	32 (include E-voting exercise 32)
%	99.99%	0.00%	0.00%



### 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）依據中華民國財團法人證券櫃檯買賣中心 2020 年 6 月 12 日證櫃監字第 10900582662 號函辦理，擬修正「股東會議事規則」部分條文。

（二）修訂之條文對照表，請參閱附件十(第 66-71 頁)。

（三）敬請 公決。

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 19,513,239 權 (含電子方式行使表決權 19,513,239 權)	99.99%
反對權數 20 權 (含電子方式行使表決權 20 權)	0.00%
無效與棄權及未投票權數 32 權 (含電子方式行使表決權 32 權)	0.00%

(3) To amend “Rules and Procedures of Shareholders’ Meeting” .

IT WAS PROPOSED THAT:

(a) In order to conform the regulations of Financial Supervisory Commission R.O.C (Taiwan), on June 12, 2020, ref No. 10900582662, the company hereby proposes to amend the “Rules and Procedures of Shareholders’ Meeting” .

(b) For comparison table of before and after amendment, please refer to Exhibits 10 (page 66-71).

Resolution was adopted unanimously by the vote.

The voting result is as follows:

	In Favor of	Against	Abstention
Shares	19,513,239 (include E-voting exercise 19,508,239)	20 (include E-voting exercise 20)	32 (include E-voting exercise 32)
%	99.99%	0.00%	0.00%

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.