

特昇國際股份有限公司  
Techcentral International Ltd.  
(下稱「本公司」)  
(The Company)

2022年度股東常會會議記錄  
Minutes for 2022 Annual General Meeting

時間：2022年6月29日 上午9.00時  
Date: 9:00am, 29 June 2022

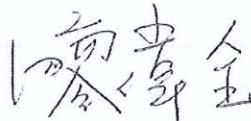
地點：犇亞商務會議中心-CC會議室(台北市松山區復興北路99號15樓)  
Venue: Primasia Conference & Business Center - CC Conference Room (15F, No 99, Fuxing North Road, Taipei Songshan District)

出席股數：本公司發行股份總數為28,625,000股，採電子方式行使股數為21,186,177股，佔已發行股份總數74.01%。

Shares Present: The total number of issued shares of the company is 28,625,000 shares. The number of shares exercised E-voting is 21,186,177 shares, 74.01% of the total issued shares.

出席董事：廖偉全  
Director Present: Liao Wei Chuan

主席：廖偉全  
Chairman: Liao Wei Chuan



紀錄：李祉暄  
Recorder: Lee Zhi Xuan

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2022年度股東常會。  
Chairman's Address: Thank you for your participation in the 2022 Annual General Meeting.

## 壹、報告事項 Report Items

(一)：2021年度營業報告書，報請 公鑒。

說明：2021 年度營業報告書，請參閱本手冊附件一（第 15-21 頁）。

(1) Business Report of 2021.

Explanatory Notes: Please refer to Exhibits 1 (pages 15-21) for Business Report of 2021.

(二)：審計委員會審查2021年度決算表冊報告，報請 公鑒。

說明：審計委員會審查2021年度決算表冊報告，請參閱本手冊附件二（第22-23頁）。

(2) Audit Committee Report for the year of 2021.

Explanatory Notes: Please refer to Exhibits 2 (page 22-23) for Audit Committee Report for the year of 2021.

(三)：2021年度員工酬勞及董事酬勞分配情形報告，報請 公鑒。

說明：依本公司董事會通過「公司章程」第14條，本公司年度如有稅前獲利，應提撥員工酬勞至少3%、董事酬勞不高於5%。但公司尚有累積虧損時，應預先保留彌補數額，再提撥員工酬勞及董監酬勞。本公司2021年度為本期虧損，將不分派員工及董事酬勞。

(3) The Distribution of 2021 Employee and Director remuneration.

Explanatory Notes: Compliance with Company Regulation 14.4, if there is profit for the year, the Company shall set aside no less than three per cent (3%) of the profit as employee compensation and no more than 5 per cent (5%) of the profit as compensation for the Directors. However, if the company has accumulated losses in previous years, it shall reserve an amount of the pre-tax profit for offsetting the accumulated losses. The Company has a loss in 2021 for the current period, and will not distribute remuneration to employees and directors.

(四)：2019年度中華民國境內第一次無擔保轉換公司債原預估效益調整報告，報請 公鑒。

說明：原預估效益調整報告請參閱本手冊附件三（第24-29頁）。

(4) Report on Adjustment of the Original Estimated Benefit of the 1st Non-Guaranteed Convertible Corporate Bond 2019 in Taiwan R.O.C.

Explanatory Notes: Please refer to Exhibits 3 (page 24-29) for the Adjustment of the Original Estimated Benefit of the 1st Non-Guaranteed Convertible Corporate Bond in Taiwan R.O.C.

(五)：募集中華民國境內第二次無擔保轉換公司債報告，報請 公鑒。

說明：本公司為償還中華民國境內第一次無擔保轉換公司債持有人執行賣回權之本金（含利息補償金）及充實營運資金，發行中華民國境內第二次無擔保轉換公司債總額計 120,000 仟元，茲依公司法第 246 條規定，將於最近期股東常會報告募集公司債之原因及有關事項。中華民國境內第二次無擔保轉換公司債報告請參閱本手冊附件四（第 30-32 頁）。

(5) Raising the 2nd Non-Guaranteed convertible corporate bond report in Taiwan R.O.C.

Explanatory Notes: To repay the principal (including interest compensation) due for the 1st Non-Guaranteed Convertible Corporate Bond in the Taiwan R.O.C. and to enrich the working capital, the board of directors approved the issuance of 2nd Non-Guaranteed convertible corporate bond amounted to NT\$120,000 thousand. Please refer to Exhibits 4 (page 30-32) for the 2nd Non-Guaranteed convertible corporate bond report in Taiwan R.O.C.

## 貳、承認事項 Proposed Resolutions

### 第一案（董事會提）

案由：承認本公司2021年度營業報告書及財務報表案

說明：（一）本公司 2021 年度合併財務報表及營業報告書業經 2022 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 15-21 頁），會計師查核報告書及上述財務報表，請參閱本手冊附件五（第 33-49 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 21,186,135 權 (含電子方式行使表決權 21,186,135 權)	99.99%
反對權數 30 權 (含電子方式行使表決權 30 權)	0.00%
無效與棄權及未投票權數 12 權 (含電子方式行使表決權 12 權)	0.00%

(1) Consolidated Financial Statements and Business Report for the year of 2021.

Explanatory Notes:

(a)The Consolidated Financial Statements for the year 2021 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 2021 Business Report is attached here to as Exhibit 1 (page 15-21). The independent auditor' s report and the above-mentioned Consolidated Financial Statements are attached here to as Exhibit 5 (page 33-49).

(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	21,186,135 (include E-voting exercise 21,186,135)	30 (include E-voting exercise 30)	12 (include E-voting exercise 12)
%	99.99%	0.00%	0.00%

第二案（董事會提）

案由：承認2021年度盈虧撥補案

說明：（一）本公司2021年度盈虧撥補表業經 2022年3月22日董事會決議通過，請參閱本手冊附件六（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 21,186,135 權 (含電子方式行使表決權 21,186,135 權)	99.99%
反對權數 30 權 (含電子方式行使表決權 30 權)	0.00%
無效與棄權及未投票權數 12 權 (含電子方式行使表決權 12 權)	0.00%

本案經表決後照案通過。

(2) The appropriation of profit or loss for the year 2021.

Explanatory Notes:

(a) The Company's 2021 appropriation of profit or loss Table was approved by the Board of Directors on March 22, 2022. Please refer to Exhibits 6 (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	21,186,135 (include E-voting exercise 21,186,135)	30 (include E-voting exercise 30)	12 (include E-voting exercise 12)
%	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「股東會議事規則」部份條文案。

說明：（一）依據中華民國 110 年 12 月 20 日、111 年 3 月 7 日及 111 年 3 月 11 日財團法人中華民國證券櫃檯買賣中心證櫃監字第 1100072195、1110054143 及 11100543772 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，請參閱附件七（第 51-74 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 21,186,135 權 (含電子方式行使表決權 21,186,135 權)	99.99%
反對權數 30 權 (含電子方式行使表決權 30 權)	0.00%
無效與棄權及未投票權數 12 權 (含電子方式行使表決權 12 權)	0.00%

本案經表決後照案通過。

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

IT WAS PROPOSED THAT:

(a) In order to conform the regulations of TPEX, on December 20, 2021, ref No. 1100072195 and March 7, 2022, ref No. 1110054143 and March 11, 2022, ref No. 11100543772, 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 7 (page 51-74).

Resolutions of amendments to the M&A and adoption of the 5<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	21,186,135 (include E-voting exercise 21,186,135)	30 (include E-voting exercise 30)	12 (include E-voting exercise 12)
%	99.99%	0.00%	0.00%



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）依據金融監督管理委員會證券期貨局 111 年 1 月 28 日證期發字第 11103804655 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，請參閱附件八（第 75-90 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 (含電子方式行使表決權)	21,186,135 權 21,186,135 權	99.99%
反對權數 (含電子方式行使表決權)	30 權 30 權	0.00%
無效與棄權及未投票權數 (含電子方式行使表決權)	12 權 12 權	0.00%

本案經表決後照案通過。

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

IT WAS PROPOSED THAT:

(a) In order to conform the regulations of Financial Supervisory Commission R.O.C (Taiwan), on January 28, 2022, ref No. 11103804655, 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 8 (page 75-90).

Resolutions of amendments to the M&A and adoption of the 5<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	21,186,135	30	12

	(include E-voting exercise 21,186,135)	(include E-voting exercise 30)	(include E-voting exercise 12)
%	99.99%	0.00%	0.00%

#### 四、選舉事項 Election Motions

##### 第一案（董事會提）

案由：選舉第四屆董事及獨立董事案

說明：（一）本公司現任董事任期至 2022 年 6 月 26 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 2022 年 6 月 29 日至 2025 年 6 月 28 日止。

（四）本公司董事及獨立董事候選人名單，請參閱本手冊附件九（第 91 頁）。

##### 選舉結果

職稱	姓名	當選權數
法人董事	Eng Synergy Management Sdn. Bhd. 代表人：黃凱斌	24,166,650 權
法人董事	Surging Success Sdn. Bhd. 代表人：黃凱傑	20,666,212 權
董事	廖偉全	20,666,124 權
董事	張明煌	20,666,156 權
獨立董事	周志遠	20,666,211 權
獨立董事	黃啟瑞	20,682,521 權
獨立董事	鄭貝川	20,666,403 權

(1) Election of the 4<sup>th</sup> Board of Directors and Independent Director.

Explanatory Notes:

(a) The term of current directors is until 29 June, 2022. In order to cooperate with the company's operation and strengthen corporate governance, it is proposed to conduct full re-election of directors.

(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 29, 2022 to June 28, 2025.

(d) For the list of candidates, please refer to Exhibits 9 (page 91).

The voting result is as follows:

Position	Name	Number of votes cast
Director	Eng Synergy Management Sdn. Bhd. Representative: Eng Kai Pin	24,166,650
Director	Surging Success Sdn. Bhd. Representative: Eng Kai Jie	20,666,212
Director	Liao Wei Chuan	20,666,124
Director	Chang Ming-Huang	20,666,156
Independent Director	Chou Chih Yuan	20,666,211
Independent Director	Huang Chi Jui	20,682,521
Independent Director	Tay Puay Chuan	20,666,403

## 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相同職務之行為，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（第 96 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 21,180,136 權 (含電子方式行使表決權 21,180,136 權)	99.97%
反對權數 2,030 權 (含電子方式行使表決權 2,030 權)	0.00%
無效與棄權及未投票權數 4,011 權 (含電子方式行使表決權 4,011 權)	0.01%

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 Director, as the New Director may serve as director/manager 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 Director from any restrictions on their participation in serving as director/manager 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 10 (page 96).

Resolution was adopted unanimously by the vote.

The voting result is as follows:

	In Favor of	Against	Abstention
Shares	21,180,136 (include E-voting exercise 21,180,136)	2,030 (include E-voting exercise 2,030)	4,011 (include E-voting exercise 4,011)
%	99.97%	0.00%	0.01%

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.