



英屬開曼群島商康而富控股股份有限公司

民國 101 年第一次股東臨時會議事錄

- 一、時間：中華民國 101 年 1 月 16 日星期一(上午十時)
- 二、地點：新北市土城區忠承路 32 號 7 樓(本公司會議室)
- 三、出席：出席股權數：參仟貳佰壹拾萬玖仟股
估已發行股份總數肆仟參百伍拾柒萬捌仟股的百分之柒拾參點陸捌
列席：資誠聯合會計師事務所 張友明
- 四、主席宣佈英屬開曼群島商康而富控股股份有限公司 101 年第一次股東臨時會開始並致詞：(略)
- 五、討論事項：
 - 第一案(董事會提)
案由：通過辦理初次上市掛牌前之現金增資提撥新股承銷案，提請 決議。
說明：本公司於民國 100 年 12 月 6 日向臺灣證券交易所股份有限公司申請第一上市，擬於股票初次申請上市案經主管機關審查通過後辦理現金增資 4,336 仟股，預計股票上市掛牌時股本為實收資本額為新臺幣 479,140 仟元。
決議：經主席徵詢全體出席股東無異議照案通過。
 - 第二案(董事會提)
案由：通過上市掛牌前之現金增資原股東放棄認購案，提請 決議。
說明：本公司為因應上市掛牌前新股承銷案，原股東須放棄認購以達上市法令規定股權分散之標準，提請 決議。
決議：經主席徵詢全體出席股東無異議照案通過。
 - 第三案(董事會提)
案由：通過修訂「公司章程」部分條文案，提請 決議。
說明：為配合法令規定，擬修訂公司章程。公司章程修訂對照表(請參閱附件一)。
決議：經主席徵詢全體出席股東無異議照案通過。
- 六、臨時動議：無。
- 七、散 會：上午十時五分。

主席：呂朝勝



紀錄：林美華



CONCRAFT HOLDING CO., LTD

附件一

Comparison Table for MEMORANDUM AND ARTICLES OF ASSOCIATION

公司章程修正對照表

Article No. 條次	Memorandum and Articles of Association (adopted by June 17 th , 2011 EGM) 修正前 (於 2011 年 6 月 17 日股東臨時會通過)	Memorandum and Articles of Association (to be adopted by January 16 th , 2012 EGM) 修正後 (於 2012 年 1 月 16 日股東臨時會通過)	Explanations 新增/修正理由
ARTICLE 17 B 第 17 B 條	NONE	Shares 股份 <u>17B. The Company may, with the authority of either a Supermajority Resolution Type A or a Supermajority Resolution Type B, issue restricted shares for employees. In respect of the issuance of restricted shares for employees in the preceding paragraph, the number of shares to be issued, issue price, issue conditions and other matters shall be subject to the Applicable Listing Rules.</u> <u>17B. 本公司得以 A 型特別決議或 B 型特別決議通過發行限制員工權利新股。關於前述發行限制員工權利新股，其發行數量、發行價格、發行條件及其他事項應遵守上市法令規定。</u>	Increases this item according to the revision to Checklist of Shareholder Rights Protection. 配合股東權益保護事項檢查表之修訂新增本項條文
ARTICLE 38 第 38 條	Redemption And Purchase Of Shares 股份之贖回與買回 38. Subject to the Applicable Listing Rules, and with the sanction of an Ordinary Resolution authorising the manner and terms of purchase, the Directors may on behalf of the Company purchase any share in the Company (including a redeemable share) by agreement with the Shareholder or pursuant to the terms of the issue of the share and may make payments in respect of such purchase in accordance with the Applicable Listing Rules and the Ordinary Resolution authorizing the manner and terms of purchase. 38. 除上市法令另有規定外，經普通決議通過並授權買回之方式與條件，董事會得代表本公司按照與股東的合意或股份發行的條款買回公司的任何股份(包括可贖回股份)，並依照	Redemption And Purchase Of Shares 股份之贖回與買回 38. Subject to the Applicable Listing Rules <u>and Articles 38B and 39B</u> , and with the sanction of an Ordinary Resolution authorising the manner and terms of purchase, the Directors may on behalf of the Company purchase any share in the Company (including a redeemable share) by agreement with the Shareholder or pursuant to the terms of the issue of the share and may make payments in respect of such purchase in accordance with the Applicable Listing Rules and the Ordinary Resolution authorizing the manner and terms of purchase. 38. 除上市法令、 <u>第 38B 條與第 39B 條</u> 另有規定外，經普通決議通過並授權買回之方式與條件，董事會得代表本公司按照與股東的合意或股份發行的條款買回公司的任何股份(包括可贖回股份)，並依照上市法令及普通決議授權之買回方式	Revises this item according to the revision to Checklist of Shareholder Rights Protection. 配合股東權益保護事項檢查表之修訂修正本項條文

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	上市法令及普通決議授權之買回方式與條件支付買回價款。	與條件支付買回價款。	
ARTICLE 38 B 第 38 B 條	NONE	<p style="text-align: center;">Redemption And Purchase Of Shares 股份之贖回與買回</p> <p><u>38B. Subject to the Applicable Listing Rules, upon approval of a majority of Directors present at a Board meeting attended by two-thirds (2/3) of all Directors or more, the Company may repurchase its outstanding Shares listed on the GreTai Securities Market or TSE. The resolutions of Board of Directors in the preceding paragraph and how such resolutions are implemented shall be reported to the Shareholders at the next general meeting. If the Company fails to accomplish the repurchase of its outstanding Shares listed on the GreTai Securities Market or TSE as approved and anticipated by the resolutions of the Board of Directors, it shall be reported to the Shareholders at the next general meeting.</u></p> <p>38B.根據上市法令，本公司得經董事會三分之二以上董事之出席及出席董事超過二分之一同意，買回在證券櫃檯買賣中心或證交所上市之本公司股份。前述董事會之決議及該決議之執行情形，應於最近一次之股東會向股東報告。如本公司未能依據前述董事會決議完成買回在證券櫃檯買賣中心或證交所上市之本公司股份，應於最近一次之股東會向股東報告。</p>	<p>Increases this item according to the revision to Checklist of Shareholder Rights Protection.</p> <p>配合股東權益保護事項檢查表之修訂 新增本項條文</p>

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<p>ARTICLE 39 B</p> <p>第 39B 條</p>	<p>NONE</p>	<p style="text-align: center;">Redemption And Purchase Of Shares 股份之贖回與買回</p> <p><u>39 B. The Shares may only be cancelled in connection with a repurchase of Shares out of the share capital of the Company or any account or funds legally available therefor with the sanction of either the Supermajority Resolution Type A or the Supermajority Resolution Type B. The number of Shares to be repurchased and cancelled pursuant to a repurchase of Shares described in the preceding paragraph shall be pro rata among the Shareholders in proportion to the number of Shares held by each such Shareholder. The amount payable to the Shareholders in connection with a repurchase of Shares out of the share capital of the Company or any account or funds legally available therefor may be paid in cash or by way of delivery of assets in specie (i.e., non-cash). The assets to be delivered and the amount of such substitutive share capital in connection with a repurchase of Shares out of the share capital of the Company or any account or funds legally available therefor shall be approved by either the Supermajority Resolution Type A or the Supermajority Resolution Type B and shall be subject to consent by the Shareholder receiving such assets. Prior to such general meeting, the Board of Directors shall have the value of assets to be delivered and the amount of such substitutive share capital in respect of repurchase of the Shares (as described in the preceding paragraph) be audited and certified by a certified public accountant in Taiwan.</u></p> <p><u>39B. 本公司得以 A 型特別決議或 B 型特別決議通過以本公司股本或其他合法帳戶或資金進行股份之買回並銷除該等買回之股份。依據前述規定買回並銷除之股份數量，應依據</u></p>	<p>Increases this item according to the revision to Checklist of Shareholder Rights Protection.</p> <p>配合股東權益保護事項檢查表之修訂新增本項條文</p>

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		<p><u>股東各自之持股比例為之。</u></p> <p><u>本公司以其股本或其他合法帳戶或資金進行股份之買回時，得以支付現金或交付資產(即非現金)予股東。該等交付之資產與抵充之資本數額，應經 A 型特別決議或 B 型特別決議通過與收受該等資產之股東的同意。董事會應於股東會前將該等資產之價值與抵充之資本數額，送交中華民國會計師查核簽證。</u></p>	
<p>ARTICLE 40 第 40 條</p>	<p style="text-align: center;">TREASURY SHARES 庫藏股</p> <p>40.No share may be redeemed unless it is fully paid-up. Shares that the Company purchases, redeems or acquires (by way of surrender or otherwise) may, at the option of the Company, be immediately cancelled or held as Treasury Shares in accordance with the Law and Applicable Listing Rules. If the event that the Board of Directors do not specify that the relevant Shares are to be held as Treasury Shares, such Shares shall be cancelled.</p> <p>40.股份非經繳足股款不得為贖回。本公司買回、贖回或取得(透過返還或其他方式)之股份得經本公司選擇依據公司法或上市法令規定立即註銷或以庫藏股方式持有。若董事會未指明相關股份應以庫藏股方式持有，該等股份應予以註銷。</p>	<p style="text-align: center;">TREASURY SHARES 庫藏股</p> <p>40.No share may be redeemed unless it is fully paid-up. Shares that the Company purchases, redeems or acquires (by way of surrender or otherwise) may, at the option of the Company, be immediately cancelled or held as Treasury Shares in accordance with the Law and Applicable Listing Rules. If the Board of Directors <u>does</u> not specify that the relevant Shares are to be held as Treasury Shares, such Shares shall be cancelled.</p> <p>40.股份非經繳足股款不得為贖回。本公司買回、贖回或取得(透過返還或其他方式)之股份得經本公司選擇依據公司法或上市法令規定立即註銷或以庫藏股方式持有。若董事會未指明相關股份應以庫藏股方式持有，該等股份應予以註銷。</p>	<p>Revises words of this item</p> <p>本項條文文字修正</p>

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ARTICLE 40 D 第 40 D 條	<p style="text-align: center;">TREASURY SHARES 庫藏股</p> <p>40D. Subject to Article 40E and the Applicable Listing Rules, the Treasury Shares may be disposed of by the Company on such terms and conditions as determined by the Board of Directors.</p> <p>40D.除本章程第 40E 條與上市法令另有規定外，庫藏股得經本公司以董事會決定之條款與條件予以處分。</p>	<p style="text-align: center;">TREASURY SHARES 庫藏股</p> <p>40D. Subject to Article 40E and the Applicable Listing Rules, the Treasury Shares may be disposed of by the Company on such terms and conditions as determined by the Board of Directors. <u>If the Treasury Shares having been repurchased by the Company is for the purpose of the transfer to employees under the Applicable Listing Rules, the Company may impose transfer restrictions that the employees refrain from transferring such Shares during certain period with a maximum of two (2) years.</u></p> <p>40D.除本章程第 40E 條與上市法令另有規定外，庫藏股得經本公司以董事會決定之條款與條件予以處分。<u>如庫藏股之買回係依據上市法令為轉讓予員工，本公司得限制員工在一定期間內不得轉讓，惟限制期間最長為二年。</u></p>	<p>Revises this item according to the revision to Checklist of Shareholder Rights Protection.</p> <p>配合股東權益保護事項檢查表之修訂修正本項條文</p>

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<p>ARTICLE 48 B</p> <p>第 48 B 條</p>	<p>NONE</p>	<p style="text-align: center;">Notice Of General Meetings 股東會通知</p> <p><u>48B. The Company shall make public announcements with regard to notice of general meeting, proxy form, and summary information and details about issues for recognition, discussion, election or dismissal of Directors at least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any extraordinary general meeting.</u></p> <p><u>If the Company allows the Shareholders to exercise the votes and cast the votes in writing or by way of electronic transmission in accordance with Article 67, the Company shall also send to the Shareholders the information and documents as described in the preceding paragraph, together with the voting right exercise forms.</u></p> <p><u>48B. 本公司應於股東常會開會至少 30 日前或臨時股東會開會至少 15 日前，公告股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料。</u></p> <p><u>如本公司同意股東依據第 67 條規定得以書面或電子方式行使表決權時，本公司應將前述資料及書面行使表決權用紙，併同寄送給股東。</u></p>	<p>Increases this item according to the revision to Checklist of Shareholder Rights Protection.</p> <p>配合股東權益保護事項檢查表之修訂新增本項條文</p>

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ARTICLE 62 B 第 62 B 條	NONE	Votes Of shareholders 股東投票 <u>62B. After a proxy is delivered to the Company, if the Shareholder issuing the proxy intends to attend the general meeting in person or exercise the voting rights in writing or by way of electronic transmission, the Shareholder shall issue a written notice to the Company to revoke the proxy at least two (2) days prior to the general meeting. If the revocation is not made during the prescribed period, the votes casted by the person as proxy shall prevail.</u> 62B. 委託書送達本公司後，如股東欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會至少 2 日前，以書面向公司為撤銷委託之通知。如逾前述期間為撤銷者，應以委託代理人出席行使之表決權為準。	Increases this item according to the revision to Checklist of Shareholder Rights Protection. 配合股東權益保護事項檢查表之修訂新增本項條文
ARTICLE 69 第 69 條	Votes Of shareholders 股東投票 69.A Shareholder shall submit his or her vote by way of written ballot or electronic transmission pursuant to Article 67 to the Company no later than the fifth (5th) day prior to the scheduled meeting date of the general meeting; whereas if two (2) or more such written ballot or electronic transmission are submitted to the Company, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68 by the first written ballot or transmission shall prevail unless it is expressly included in the subsequent vote by written ballot or electronic transmission that the original vote submitted by written ballot or electronic transmission be revoked.	Votes Of shareholders 股東投票 69.A Shareholder shall submit his or her vote by way of written ballot or electronic transmission pursuant to Article 67 to the Company at least <u>two (2) days</u> prior to the scheduled meeting date of the general meeting; whereas if two (2) or more such written ballot or electronic transmission are submitted to the Company, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68 by the first written ballot or transmission shall prevail unless it is expressly included in the subsequent vote by written ballot or electronic transmission that the original vote submitted by written ballot or electronic transmission be revoked.	Revises this item according to the revision to Checklist of Shareholder Rights Protection. 配合股東權益保護事項檢查表之修訂修正本項條文

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	69.股東應於股東會召集至少 5 日前依據第 67 條規定向本公司以書面或電子方式提出表決。若股東向本公司提出 2 份以上之書面或電子表決，應以依據第 68 條規定以第一份書面或電子表決提出於股東會主席之委託為準，但之後提出之書面或電子表決明示撤銷先前書面或電子表決者，不在此限。	69.股東應於股東會召集至少 2 日前依據第 67 條規定向本公司以書面或電子方式提出表決。若股東向本公司提出 2 份以上之書面或電子表決，應以依據第 68 條規定以第一份書面或電子表決提出於股東會主席之委託為準，但之後提出之書面或電子表決明示撤銷先前書面或電子表決者，不在此限。	
ARTICLE 70 第 70 條	Votes Of shareholders 股東投票 70. In case a Shareholder who has submitted his votes by written ballot or electronic transmission intends to attend the general meeting in person, he shall, at least one (1) day prior to the date of the meeting revoke such vote by written ballot or electronic transmission and such revocation shall constitute a revocation of the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68. If a Shareholder who has submitted his or her vote in writing or by way of electronic transmission pursuant to Article 67 does not submit such a revocation before the prescribed time, his or her vote by written ballot or electronic transmission and the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68 shall prevail. 70. 如股東已以書面或電子方式提出表決後，欲親自出席股東會者，至遲應於股東會開會前一日，以書面或電子方式撤銷其表決，其表決之撤銷應構成第 68 條規定所稱委託股東會主席之撤銷。如股東已依據第 67 條規定提出書面或電子表決超過前述期限撤銷其表決者，應以其書面或電子表決及第 68 條規定所稱委託股東會主席為準。	Votes Of shareholders 股東投票 70. In case a Shareholder who has submitted his votes by written ballot or electronic transmission intends to attend the general meeting in person, he shall, at least <u>two (2)</u> days prior to the date of the meeting revoke such vote by written ballot or electronic transmission and such revocation shall constitute a revocation of the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68. If a Shareholder who has submitted his or her vote in writing or by way of electronic transmission pursuant to Article 67 does not submit such a revocation before the prescribed time, his or her vote by written ballot or electronic transmission and the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68 shall prevail. 70. 如股東已以書面或電子方式提出表決後，欲親自出席股東會者，至遲應於股東會開會前 2 日，以書面或電子方式撤銷其表決，其表決之撤銷應構成第 68 條規定所稱委託股東會主席之撤銷。如股東已依據第 67 條規定提出書面或電子表決超過前述期限撤銷其表決者，應以其書面或電子表決及第 68 條規定所稱委託股東會主席為準。	Revises this item according to the revision to Checklist of Shareholder Rights Protection. 配合股東權益保護事項檢查表之修訂修正本項條文

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附件一

Comparison Table for MEMORANDUM AND ARTICLES OF ASSOCIATION
公司章程修正對照表

Article No. 條次	Memorandum and Articles of Association (adopted by June 17 th , 2011 EGM) 修正前 (於 2011 年 6 月 17 日股東臨時會通過)	Memorandum and Articles of Association (to be adopted by January 16 th , 2012 EGM) 修正後 (於 2012 年 1 月 16 日股東臨時會通過)	Explanations 新增/修正理由
ARTICLE 76 第 76 條	Directors 董事 76. Unless otherwise permitted by Gre-Tai Securities Market or TSE and under the Applicable Listing Rules, a spousal relationship and/or a Family Relationship within the Second Degree of Kinship shall not exist among more than half (1/2) of the Directors (the "Threshold"). 76. 除經證券櫃檯買賣中心或證交所許可且符合上市法令外，董事間應有超過半數之席次不得具有配偶關係或二親等以內之親屬關係(下稱「門檻」)。	Directors 董事 76. Unless otherwise permitted by <u>GreTai</u> Securities Market or TSE and under the Applicable Listing Rules, a spousal relationship and/or a Family Relationship within the Second Degree of Kinship shall not exist among more than half (1/2) of the Directors (the "Threshold"). 76. 除經證券櫃檯買賣中心或證交所許可且符合上市法令外，董事間應有超過半數之席次不得具有配偶關係或二親等以內之親屬關係(下稱「門檻」)。	Revises words of this item 本項條文文字修正
ARTICLE 84 B 第 84 B 條	NONE	Directors 董事 <u>84B. Where any Director, who is also a Shareholder of the Company, creates or has created a pledge on the Shares held by such Director (the "Pledged Shares") exceeding fifty percent (50%) of total Shares held by such Director at the time of his/her appointment as Director, such Director shall refrain from exercising its voting rights on the Shares representing the difference between the Pledged Shares and fifty percent (50%) of total Shares held by such Director at the time of his/her appointment as Director, and such Shares shall not be counted toward the number of votes represented by the Shareholders present at a general meeting.</u> 84B. 本公司董事亦持有本公司股份時，如該董事以股份設定質權(下稱「設質股份」)超過選任當時所持有之本公司股份數額二分之一時，其超過之股份(即設質股份超過選任當時所持有股份數額二分之一的部分)不得行使表決權，不算入已出	Increased item according to the revision to Checklist of Shareholder Rights Protection. 配合股東權益保護事項檢查表之修訂新增本項條文

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Comparison Table for MEMORANDUM AND ARTICLES OF ASSOCIATION

公司章程修正對照表

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		<u>席股東之表決權數。</u>	
ARTICLE 86 B 第 86 B 條	NONE	<p style="text-align: center;">Directors' Fees And Expenses 董事之酬金及費用</p> <p><u>86B. The Company shall establish a salaries and remuneration committee, and the professional qualifications of members, how such committee functions and exercises its power and other relevant matters shall be subject to Applicable Listing Rules. The salaries and remunerations in the preceding paragraph include the salaries and remunerations and stock options and other measures providing substantial incentives for Directors and managers.</u></p> <p><u>86B. 本公司應設置薪資報酬委員會，其成員專業資格、所定職權之行使及相關事項，應遵守上市法令之規定。前述薪資與報酬應包括董事及經理人之薪資、股票選擇權與其他具有實質獎勵之措施。</u></p>	<p>Increased item according to the revision to Checklist of Shareholder Rights Protection.</p> <p>配合股東權益保護事項檢查表之修訂新增本項條文</p>

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<p>ARTICLE 129</p> <p>第 129 條</p>	<p style="text-align: center;">Dividends 股息</p> <p>129. Subject to the Applicable Listing Rules, out of the net profit of the Company for each financial year, after having provided for income tax, and covered the losses of the previous years, there shall first be set aside ten percent (10%) as Legal Reserve from the net profit (after tax and covering accumulated losses) until the accumulated amount of such reserve equals the total authorized capital and there shall also be set aside a certain amount as Special Reserve in accordance with the Applicable Listing Rules or as requested by the regulatory authority.</p> <p>129.除上市法令另有規定外，本公司年度總決算如有盈餘時，應先提撥應繳納之所得稅款及彌補以前年度之虧損，然後以其餘額提撥百分之十(10%)為法定盈餘公積(但法定公積已達本公司資本總額時，不在此限)，並依據上市法令規定或依據主管機關要求提撥特別盈餘公積。 (後略)</p>	<p style="text-align: center;">Dividends 股息</p> <p>129. Subject to the Applicable Listing Rules, out of the net profit of the Company for each financial year, after having provided for income tax, and covered the losses of the previous years, there shall first be set aside ten percent (10%) as Legal Reserve from the net profit (after tax and covering accumulated losses) until the accumulated amount of such reserve equals the total authorized capital and there shall also be set aside a certain amount as Special Reserve in accordance with the Applicable Listing Rules or as requested by the regulatory authority. <u>As the Company continues to grow, the need for capital expenditure, business expansion and a sound financial planning for sustainable development, it is the Company's dividends policy that the dividends may be allocated to the Shareholders in the form of cash dividends and/or stock dividends according to the Company's future expenditure budgets and funding needs.</u></p> <p>129.除上市法令另有規定外，本公司年度總決算如有盈餘時，應先提撥應繳納之所得稅款及彌補以前年度之虧損，然後以其餘額提撥百分之十(10%)為法定盈餘公積(但法定公積已達本公司資本總額時，不在此限)，並依據上市法令規定或依據主管機關要求提撥特別盈餘公積。 <u>本公司處於成長階段，基於資本支出、業務擴充及健全財務規劃以求永續發展等需求，本公司之股利政策將依據本公司未來資金支出預算及資金需求情形，以現金股利及/或股票股利方式配發予本公司股東。</u> (後略)</p>	<p>Revises this item according to the revision to Checklist of Shareholder Rights Protection.</p> <p>配合股東權益保護事項檢查表之修訂修正本項條文</p>