

紅木集團有限公司
一百零一年股東常會議事錄



時間：民國一〇一年六月十八日星期一上午九時

地點：新北產業園區服務中心三樓會議室(新北市新莊區五工路 95 號)

出席：本公司發行股份總數為 40,000,000 股，出席及代理出席股東代表股數共計 34,721,681 股，佔總發行股數百分之 86.8%

主席：蘇聰明

記錄：王慧鈴

一、宣佈開會：出席及代理出席股東代表股數已達法定額，主席依法宣佈開會。

二、主席致詞：(略)

三、報告事項

(一) 案由：2011 年度營業報告書，報請 鑑核。 (董事會提)

說明：請詳附件一。

(二) 案由：2011 年度審計委員會查核報告，報請 鑑核。 (董事會提)

說明：請詳附件二。

四、承認事項

(一) 案由：承認 2011 年度決算表冊案，提請 承認。 (董事會提)

說明：本公司 2011 年度決算表冊包含資產負債表、損益表、股東權益變動表及現金流量表，業經勤業眾信聯合會計師事務所李麗鳳及陳慧銘會計師查核簽證完竣並經董事會決議通過，相關表冊並呈送審計委員會委員審查竣事，且出具審查報告書在案，詳如附件三。

決議：本案經主席裁示就原議案進行表決，經投票表決結果，贊成權數 34,213,681 權，反對權數 0 權，贊成權數佔總權數 98.53%，由主席宣佈本議案以普通決議照案通過。

(二) 案由：承認 2011 年度盈餘分配案，提請 承認。 (董事會提)

說明：1. 本公司 2011 年度合併稅後純益經會計師查核簽證為新台幣 153,009,381 元，經提列 5% 盈餘公積為新台幣 7,650,469 元後，可供分配盈餘為新台幣 145,358,912 元，盈餘分配表詳如附件四。

2. 本次盈餘分配案如因公司普通股股權發生變動，股東配息比例因而發生變動需修正時，擬請股東會授權董事會全權處理。

3. 現金股利之配息基準日等相關事宜，俟本案經股東常會通過後，擬授權董事會訂定之。

決議：本案經主席裁示就原議案進行表決，經投票表決結果，贊成權數 34,213,681

權，反對權數 0 權，贊成權數佔總權數 98.53%，由主席宣佈本議案以普通決議照案通過。

五、討論事項

(一) 案由：盈餘轉增資發行新股案，提請 公決。 (董事會提)

說明：1. 本公司為充實營運資金之所需，擬將 2011 年度盈餘中提撥股東股利計新台幣 20,000 仟元轉增資發行新股，每股面額 10 元，共計發行新股 2,000,000 股。

2. 本次盈餘轉增資發行新股，由原股東按配股基準日股東名冊所載股東持有股份比例分配之，每壹仟股中無償配發 50 股，配發不足壹股之畸零股，得由股東自除權基準日起 5 日內至本公司股務代理機構辦理併湊，逾期未併湊或併湊不足壹股之畸零股改發現金（計算至元，元以下捨去），累積畸零股數授權董事長洽特定人按面額認購。

3. 以上轉增資發行新股，每股面額 10 元，均為普通股，其權利義務與原有普通股相同並採無實體發行。

4. 本次盈餘轉增資發行之普通股，擬請股東會授權董事會另訂增資配股基準日。

5. 以上增資相關事宜，因客觀環境之營運需要而須予變更時，擬請股東會授權董事會全權處理。

決議：本案經主席裁示就原議案進行表決，經投票表決結果，贊成權數 34,213,681 權，反對權數 0 權，贊成權數佔總權數 98.53%，由主席宣佈本議案以重度決議照案通過。

(二) 案由：解除本公司董事競業禁止案，提請 公決。 (董事會提)

說明：鑑於本公司董事可能發生同時擔任與本公司營業範圍相同或類似之公司董事之行為，在無損及公司利益前提下，擬依相關法令規定，提請股東會解除董事競業禁止之限制，董事解除競業禁止項目詳如附件五。

決議：因為董事競業行為於董事會後還有變動，所以解除董事競業禁止項目做更新。本案經主席裁示就原議案進行表決，經投票表決結果，贊成權數 34,063,681 權，反對權數 0 權，贊成權數佔總權數 98.1%，由主席宣佈本議案以重度決議照案通過。

(三) 案由：修訂本公司「公司章程」案，提請 公決。 (董事會提)

說明：證券櫃檯買賣中心於 2012 年 3 月 14 日公告證櫃審字第 1010100302 號函，修正「外國發行人註冊地股東權益保護事項檢查表」，為配合本公司向櫃檯買賣中心提出上櫃申請時之承諾事項，擬修訂本公司章程，修訂對照表詳如附件六。

決議：本案經主席裁示就原議案進行表決，經投票表決結果，贊成權數 34,213,681

權，反對權數 0 權，贊成權數佔總權數 98.53%，由主席宣佈本議案以特別決議照案通過。

- (四) 案由：修訂本公司「取得或處分資產處理程序」案，提請 公決。 (董事會提)
說明：配合法令之修改，擬修訂本公司「取得或處分資產處理程序」，修訂對照表詳如附件七。

決議：本案經主席裁示就原議案進行表決，經投票表決結果，贊成權數 34,213,681 權，反對權數 0 權，贊成權數佔總權數 98.53%，由主席宣佈本議案以普通決議照案通過。

- (五) 修訂本公司「董事選舉辦法」案，提請 公決。 (董事會提)
說明：為配合本公司章程修正及台灣法令規定，擬修訂本公司「董事選舉辦法」，修訂對照表詳如附件八。

決議：本案經主席裁示就原議案進行表決，經投票表決結果，贊成權數 34,063,681 權，反對權數 0 權，贊成權數佔總權數 98.1%，由主席宣佈本議案以普通決議照案通過。

- (六) 修訂本公司「股東會議事規則」案，提請 公決。 (董事會提)
說明：為配合本公司章程修正及台灣法令規定，擬修訂本公司「股東會議事規則」，修訂對照表詳如附件九。

決議：本案經主席裁示就原議案進行表決，經投票表決結果，贊成權數 34,213,681 權，反對權數 0 權，贊成權數佔總權數 98.53%，由主席宣佈本議案以普通決議照案通過。

六、臨時動議：無。

七、宣佈散會：民國一〇一年六月十八日星期一上午九時三十六分。

附件一：2011 年度營業報告書



回顧過去這一年，世界高級精品市場呈現高度成長，紅木集團在開發新客戶並維持良好的客戶關係、提升內部營運效率、與拓展海外營運據點等多項努力之下，結合每一位員工的向心力，成功創下合併營業收入及稅後淨利之歷史新高，其中 2011 年度之合併營業收入為新臺幣(以下同)14.12 億元，較 2010 年成長 22.38%，稅後淨利為 1.53 億元，亦較上一年度成長 21.03%，充分展現本集團持續成長的力道及良好的營運績效。

今年，本集團以全球高級精品產業及消費市場持續增長為目標導向，利用先進的生產設備，透過經驗豐富的優秀人才與客戶溝通設計概念，並提供客戶一站式的生產供應服務，在提升製造力策略見效及良好的財務狀況下，我們相信這將為紅木集團締造另一個精彩的表現。本集團目前外銷至歐洲、中東、美國、澳洲及亞洲等地，客戶遍及二十多個國家，在全球化精品名牌店裝潢市場佔有一席之地，未來會持續深耕於本業發展，隨著精品業者銷售地區的拓展及銷售據點的增加，並針對報酬率較高的地區將強化本集團的競爭優勢，使紅木集團能更迅速、更集中去把握商機和鎖定目標，此為精品名牌店裝潢市場之趨勢。

展望未來，致力於提升全球市場佔有率將是本集團未來不可或缺的營運目標。紅木集團大部分營業收入來自於國際市場，顯見公司已成為全球高級精品名牌裝潢的領導者。我們將繼續朝向這個方向尋找更長久和穩定的發展。此外，為了落實公司的營運目標，目前已經在台灣、中國大陸-上海、香港以及英國設立了營運據點，並且在美國設立業務發展與銷售相關部門以擴展公司的市場佔有率，同時也能在這些國家以及區域提供更完善和優良的服務。

我們衷心感謝股東在 2011 年度的支持，我們有信心公司未來將會交出更出色的營運成績來回報並感謝股東。此外，我們也由衷感謝紅木集團這個大家庭裡的所有成員的用心及努力，這也是公司邁向成功的關鍵因素之一。最後，我們對本集團的未來充滿信心與期待。未來在全球經濟環境條件正常的情況下，我們預計 2012 年的收入和盈利會有良好和穩健的增長。

一、2011 年度營業計畫實施成果

(一)營業計畫實施成果

單位：新台幣仟元

項目	2011 年度	
	金額	百分比%
營業收入	1,412,021	100.00
營業成本	966,907	68.48
營業毛利	445,114	31.52
營業淨利	181,448	12.85
稅前淨利	182,002	12.89

(二)預算執行情形：本公司因無須對外公開財務預測，故不適用。

(三)財務收支及獲利能力分析

單位：新台幣仟元

項目		2011 年度	
財務收支	營業收入	1,412,021	
	營業毛利	445,114	
	稅前淨利	182,002	
獲利能力	資產報酬率(%)	15.91	
	股東權益報酬率(%)	29.76	
	估實收 資本比 率(%)	營業淨利	45.36
		稅前淨利	45.50
	純益率(%)	10.84	
	每股盈餘(元)	4.38	

(四)究發展狀況：

由於產業特性的關係，以致沒有具體地涉及研究或開發的產品或技術。然而，公司依然著重於質量和生產效率方面的精進，以進一步改善整個生產流程並加強專案的解決能力。另外，公司與國外的機械設備供應商合作，以我們的專業及生產所需來發展公司適用的機械設備，並改良自動化生產流程，其中兩大新設備：「自動化噴漆」和「物理氣象沉積金屬塗層」(PVD) 將大大提高生產率並改善金屬完成品的品質。新設備除了在成本的降低和品質的提升上有明顯的幫助外，對環境的保護也多有效益。再者，公司目前正處於實驗自動化機械人生產技術的階段，將來透過機器人焊接技術，不但更可提高產品的品質，長期而言對成本的降低及管控上亦有相當的優勢。

二、2012 年度營業計劃概要

(一)經營方針

1. 專注於提供高級精品名牌高品質的產品及優良的服務
2. 進一步提升公司的解決方案能力以提供客戶更完善的“一站式”服務
3. 通過培訓發掘及發展內部人才
4. 增加新客戶和擴展現有客戶的服務範圍以提高市場佔有率

(二)預期市場狀況及依據

根據美國的一個市場調查報告顯示：全球精品市場在未來3年內將呈現持續成長的趨勢，相較於去年5月和10月的數據，已重新上調全球精品市場的成長預計增長從5-6%調至6-7%。除此之外，在未來3年內，亞太地區的經濟成長將達到雙位數，其中預計以中國大陸20%以上的增長率為最高；其他地區如歐洲和美國市場則預計增長4-5%；印度、中東、拉丁美洲等新興市場的增長則在6-7%之間。

(三)重要之產銷政策

根據專業機構對全球精品市場的成長預測，公司計畫在精品市場高度增長的區域中積極擴展業務。公司目前已經在台灣、中國(上海、香港)、英國和美國設立了營運據點，目的除服務現有的客戶外並能擴展新客戶。而且為了應付預期中擴大的服務範圍，公司計畫藉由生產流程的自動化和生產兩班制的實施來提高產量及品質。

三、公司未來發展策略

- (一)持續改善生產流程，同時提高生產力和生產率。
- (二)持續提升及改善員工項目管理的能力和生產技術，致力提供客戶完美無瑕的產品和工藝。
- (三)開發新客戶、拓展營運據點，以提高公司市場佔有率及現有客戶的服務範圍。

四、受到外部競爭環境、法規環境及總體經營環境之影響

短期內因為歐債危機，確實使得全球精品市場稍受影響。但檢視本公司 2011 年度財務業務，相較於 2010 年度反呈成長之姿，主要是因為本公司的客戶均為全球性知名的精品業者，在總體經濟環境不佳時，高端的精品消費者不受影響，故知名的精品品牌業績亦不受影響。更甚者，某些品牌反而趁不景氣時大舉擴點或展店，因為在這時可用較平時更合理的租金承租更好地段的店面。因此，在客戶大舉展店的同時，也帶來公司業績成長的利基。

隨著精品名牌市場的增長，可以預期可能會吸引更多的競爭者進入這個行業。惟本公司會特別著重公司各方面的運作，進一步提高和改善產品的質量、服務素質、技術和成本控制政策，以加強競爭優勢使公司可以持續領先其他的競爭者。

目前許多知名的精品名牌業者非常關注環保的問題，特別是在歐、美國家。因此，本公司也了解到這個受關注的議題，因此已開始檢討和評估公司現有的原、物料供應商，期待公司獲利之外也能為環境保護貢獻一份心意。



董事長：蘇聰明



總經理：李聖強



會計主管：蕭愛愛

紅木集團有限公司

審計委員會查核報告書

董事會造具本公司民國一〇〇年度營業報告書、合併財務報表及盈餘分派議案等，其中合併財務報表業經委託勤業眾信聯合會計師事務所查核完竣，並出具查核報告。上述營業報告書、合併財務報表及盈餘分派議案經本審計委員會委員查核，認為尚無不合，爰依證券交易法第十四條之四及公司法第二百一十九條之規定報告如上，敬請 鑒核。

紅木集團有限公司

審計委員會委員

簡敏秋

郭進發

羅嘉希



中 華 民 國 一 〇 一 年 三 月 二 十 九 日

會計師查核報告

REDWOOD GROUP LTD 公鑒：

REDWOOD GROUP LTD 及其子公司民國一〇〇年及九十九年十二月三十一日之合併資產負債表，暨民國一〇〇年一月一日至十二月三十一日及九十九年八月二十日（設立日）至十二月三十一日之合併損益表、合併股東權益變動表及合併現金流量表，業經本會計師查核竣事。上開合併財務報表之編製係管理階層之責任，本會計師之責任則為根據查核結果對上開合併財務報表表示意見。

本會計師係依照會計師查核簽證財務報表規則及一般公認審計準則規劃並執行查核工作，以合理確信合併財務報表有無重大不實表達。此項查核工作包括以抽查方式獲取合併財務報表所列金額及所揭露事項之查核證據、評估管理階層編製合併財務報表所採用之會計原則及所作之重大會計估計，暨評估合併財務報表整體之表達。本會計師相信此項查核工作可對所表示之意見提供合理之依據。

依本會計師之意見，第一段所述合併財務報表在所有重大方面係依照證券發行人財務報告編製準則及一般公認會計原則編製，足以允當表達 REDWOOD GROUP LTD 及其子公司民國一〇〇年及九十九年十二月三十一日之合併財務狀況，暨民國一〇〇年一月一日至十二月三十一日及九十九年八月二十日（設立日）至十二月三十一日之合併經營成果與現金流量。

勤業眾信聯合會計師事務所
會計師 李麗鳳





會計師 陳慧銘





財政部證券暨期貨管理委員會核准文號
台財證六字第 0930128050 號

財政部證券暨期貨管理委員會核准文號
台財證六字第 0920123784 號

中 華 民 國 一 〇 一 年 三 月 二 十 日

REDWOOD GROUP LTD 及其子公司



民國一〇〇年一月一日至十二月三十一日及
九十九年八月二十日(設立日)至十二月三十一日

單位：新台幣仟元，惟
每股盈餘為元

代碼		一〇〇年 度		九十九年八月二十日(設 立日)至十二月三十一日	
		金 額	%	金 額	%
4000	營業收入(附註二及十八)	\$1,412,021	100	\$ 156,516	100
5000	營業成本(附註二、十五及 十八)	(966,907)	(68)	(90,845)	(58)
5910	營業毛利	<u>445,114</u>	<u>32</u>	<u>65,671</u>	<u>42</u>
	營業費用(附註十五)				
6100	推銷費用	(18,023)	(1)	(2,399)	(2)
6200	管理及總務費用	(245,643)	(18)	(29,451)	(19)
6000	營業費用合計	(263,666)	(19)	(31,850)	(21)
6900	營業利益	<u>181,448</u>	<u>13</u>	<u>33,821</u>	<u>21</u>
	營業外收入及利益				
7110	利息收入	165	-	16	-
7130	處分固定資產利益	45	-	-	-
7160	兌換利益	2,703	-	-	-
7250	壞帳轉回利益(附註三)	4,623	-	-	-
7480	什項收入	<u>5,280</u>	<u>1</u>	<u>-</u>	<u>-</u>
7100	營業外收入及利益 合計	<u>12,816</u>	<u>1</u>	<u>16</u>	<u>-</u>
	營業外費用及損失				
7510	利息費用	(9,159)	(1)	(57)	-
7530	處分固定資產損失	(36)	-	(1)	-
7560	兌換損失	-	-	(264)	-
7880	什項支出	(3,067)	-	(1,577)	(1)
7500	營業外費用及損失 合計	(12,262)	(1)	(1,899)	(1)

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代碼	一〇〇年度			九十九年八月二十日(設立日)至十二月三十一日		
	金	額	%	金	額	%
7900 稅前淨利	\$	182,002	13	\$	31,938	20
8110 所得稅費用(附註二及十四)	(28,993)	(2)	(5,516)	(3)
9600 合併淨利	\$	153,009	11	\$	26,422	17

代碼	稅前		稅後	
	稅	前	稅	後
9750 基本每股盈餘(附註十六)	\$	5.21	\$	4.38
9850 稀釋每股盈餘(附註十六)	\$	5.20	\$	4.38

後附之附註係本合併財務報表之一部分。

董事長：蘇聰明

經理人：李聖強

會計主管：蕭愛愛

REDWOOD GROUP LTD 及其子公司

合併股東權益變動表

民國一〇〇年一月一日至十二月三十一日及
九十九年八月二十日（設立日）至十二月三十一日

單位：新台幣仟元

	普通股股本	資本公積	保留盈餘	累積換算 調整數	股東權益合計
九十九年八月二十日（設立日）餘額	\$ 500	\$ -	\$ -	\$ -	\$ 500
組織架構重組—基準日九十九年十二月十日	295,000	1,457	-	-	296,457
九十九年八月二十日（設立日）至十二月三十一日合併淨利	-	-	26,422	-	26,422
匯率影響數	-	-	-	(5,396)	(5,396)
九十九年十二月三十一日餘額	295,500	1,457	26,422	(5,396)	317,983
九十九年度盈餘分配 股票股利	22,482	-	(22,482)	-	-
現金增資	82,018	154,000	-	-	236,018
一〇〇年度合併淨利	-	-	153,009	-	153,009
匯率影響數	-	-	-	3,340	3,340
一〇〇年十二月三十一日餘額	<u>\$ 400,000</u>	<u>\$ 155,457</u>	<u>\$ 156,949</u>	<u>(\$ 2,056)</u>	<u>\$ 710,350</u>

後附之附註係本合併財務報表之一部分。

董事長：蘇聰明

經理人：李聖強

會計主管：蕭愛愛





REDWOOD GROUP LTD 及其子公司

現金流量表

民國一〇〇年一月一日至十二月三十一日及
九十九年八月二十日（設立日）至十二月三十一日

單位：新台幣仟元

	一〇〇年度	九十九年八月 二十日（設立 日）至十二月 三十一日
營業活動之現金流量		
合併淨利	\$ 153,009	\$ 26,422
調整項目：		
折舊費用	33,876	6,103
存貨跌價呆滯損失	3,715	1,147
呆帳回升利益	(4,623)	-
處分固定資產（利益）損失	(9)	1
遞延所得稅	2,620	491
營業資產及負債之淨變動		
應收帳款	(137,309)	23,691
存 貨	(16,485)	(15,426)
在建工程淨額	(19,170)	(7,002)
預付款項	(22,821)	-
其他流動資產	(2,156)	10,812
應付帳款	20,456	(57,761)
應付帳款－關係人	(1,329)	1,329
應付所得稅	11,951	3,127
應付費用	32,392	23,113
其他應付款	(1,859)	4,046
預收工程款淨額	10,962	13,149
其他流動負債	287	5,387
營業活動之淨現金流入	<u>63,507</u>	<u>38,629</u>
投資活動之現金流量		
購買固定資產價款	(193,874)	(26,779)
其他應收款－關係人減少（增加）	15,550	(15,550)
處分固定資產價款	151	-
存出保證金增加	(4,963)	(2,449)
組織架構重組取得現金數	-	69,769
投資活動之淨現金流（出）入	<u>(183,136)</u>	<u>24,991</u>

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	<u>一〇〇年度</u>	<u>九十九年八月 二十日(設立 日)至十二月 三十一日</u>
融資活動之現金流量		
設立股本	\$ -	\$ 500
短期借款增加	7,290	3,761
長期借款增加(減少)	79,208	(1,226)
長期應付款增加(減少)	21,009	(53)
現金增資	<u>236,018</u>	<u>-</u>
融資活動之淨現金流入	<u>343,525</u>	<u>2,982</u>
本期現金及約當現金增加數	223,896	66,602
匯率影響數	2,317	(2,504)
期初現金及約當現金餘額	<u>64,098</u>	<u>-</u>
期末現金及約當現金餘額	<u>\$ 290,311</u>	<u>\$ 64,098</u>
現金流量資訊之補充揭露		
支付利息	<u>\$ 9,159</u>	<u>\$ 6,815</u>
支付所得稅	<u>\$ 17,042</u>	<u>\$ 22,873</u>
不影響現金流量之融資活動		
一年內到期之長期借款	<u>\$ 41,013</u>	<u>\$ 26,159</u>
一年內到期之長期應付款	<u>\$ 5,798</u>	<u>\$ -</u>
同時影響現金流量及非現金項目之投資活動		
固定資產增加數	\$ 194,994	\$ 26,779
應付設備款增加數	(1,120)	<u>-</u>
支付現金數	<u>\$ 193,874</u>	<u>\$ 26,779</u>

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換股取得股權之補充揭露資訊：

Redwood Group Ltd.於九十九年十二月十日以 34.46:1 之換股比例取得 Redwood Interior Ptd. Ltd. 100%股權，換股取得股權時之相關資產與負債之公平價值表列如下：

	金 額
現金及約當現金餘額	\$ 69,769
應收帳款—淨額	224,409
存 貨	59,695
其他流動資產	27,411
固定資產—淨額	322,415
遞延所得稅資產—非流動	1,052
受限制資產—非流動	476
存出保證金	610
短期借款	(3,626)
應付帳款	(149,417)
應付費用	(52,455)
應付所得稅	(19,288)
長期借款	(113,699)
預收工程款	(60,001)
遞延所得稅負債—非流動	(<u>10,894</u>)
淨 資 產	296,457
取得對該公司長期股權投資	(<u>296,457</u>)
換股取得股權現金支付數	<u>\$ -</u>
換股取得股權之股東權益	
普通股股本	\$295,000
資本公積	<u>1,457</u>
	<u>\$296,457</u>

後附之附註係本合併財務報表之一部分。

董事長：蘇聰明



經理人：李聖強



會計主管：蕭愛愛



附件四：2011 年度盈餘分配表



2011 年度

單位：新台幣元

項 目	金 額	
	小 計	合 計
期初未分配盈餘		\$3,939,877
加：本年度稅後淨利	153,009,381	
減：提列 5%特別盈餘公積(其中含累積換算影響數負數 2,056,212 元)	(7,650,469)	145,358,912
可供分配盈餘		\$149,298,789
分配項目：		
股東紅利-現金 3(元/股)	(120,000,000)	
股東紅利-股票 0.5(元/股)	(20,000,000)	(140,000,000)
期末未分配盈餘		\$9,298,789

註：本期配發員工現金紅利新台幣 304,357 元及董事酬勞現金新台幣 2,670,416 元。

董事長：蘇聰明

經理人：李聖強

主辦會計：蕭愛愛

附件五：董事解除競業禁止項目

職稱	姓名	從事競業行為項目		從事競業行為之期間
		公司名稱	職稱	
董事長	蘇聰明	1.Redwood Interior Pte Ltd 2.Redwood Furniture Sdn.Bhd. 3.宏木貿易(上海)有限公司 4.Redwood Europe Ltd 5.Redwood (HK) Ltd 6.Bagus (S) Pte Ltd 7.Bagus Food Sdn Bhd 8.DDG Glass Pte.Ltd. 9.DDG Glass Mfg Sdn Bhd	董事長 董事長 董事長 董事長 董事長 董事長 董事長 董事長 董事 董事	2012.06.18~2013.12.30
董事	鄭莉梅	1.Redwood Interior Pte Ltd 董事 2.Redwood Furniture Sdn.Bhd. 董事 3.Bagus Food Sdn Bhd 4.DDG Glass Pte.Ltd. 5.DDG Glass Mfg Sdn Bhd	董事 董事 董事 董事 董事	2012.06.18~2013.12.30
董事	林福勤	1.詩肯(股)公司 2.Hawaii Furnishing Pte Ltd 3.新加坡夏威夷傢俱集團董事長 4.日月光國際傢俱展覽館會長	董事長 董事長 董事長 會長	2012.06.18~2013.12.30
董事	梁啟斌	1.詩肯(股)公司 2.宏木貿易(上海)有限公司	董事 監事	2012.06.18~2013.12.30
獨立董事	郭進發	1.Campbelltown Investment Holdings Pte Ltd 2.Campbelltown Asia Pte Ltd 3.Star health Pte Ltd 4.Zion Investment Holdings 5.Phoenix Investment Holdings, LLC 6.Bukit Sembawang Estates Limited 7.Global Palm Resources Holdings Limited	董事 董事 董事長 董事 董事 獨立董事兼董事會主席 獨立董事	2012.06.18~2013.12.30
獨立董事	簡敏秋	1.尚賀得投資(股)公司 2.勤敏企業管理顧問有限公司	監察人 董事	2012.06.18~2013.12.30
獨立董事	羅嘉希	1.德鑫聯合(股)公司	董事	2012.06.18~2013.12.30

附件六：「公司章程」修訂對照表

紅木集團有限公司
 公司章程第四次修訂條文對照表（英文原文）

Proposal for the Amendment	Original Article	Reason for Amendments
<p>1.1 In the Articles Table A in the First Schedule to the Statute does not apply and, unless there is something in the subject or context inconsistent therewith:</p> <p><u>“Private Placement”</u> has the meaning given thereto in Article 12.6;</p>	<p>[New Article]</p>	<p>The definition of "Private Placement" was added to reflect the requirements regarding the private placement set forth in the revised Shareholders' Rights Protection Checklist published by the GreTai Securities Market on March 14, 2012 ("Revised Checklist").</p>
<p>1.1 In the Articles Table A in the First Schedule to the Statute does not apply and, unless there is something in the subject or context inconsistent therewith:</p> <p><u>“Restricted Shares”</u> has the meaning given thereto in Article 2.5;</p>	<p>[New Article]</p>	<p>The definition of "Restricted Shares" was added to reflect the requirements regarding the restricted shares set forth in the Revised Checklist.</p>
<p>2.5 <u>Subject to the provisions of the Statute, the Company may issue new Shares with restricted rights (“Restricted Shares”) to employees of the Company and its Subsidiaries with the sanction of a</u></p>	<p>[New Article]</p>	<p>This Article was added pursuant to the Revised Checklist.</p>

<p><u>Supermajority Resolution; provided that Article 2.3 hereof shall not apply in respect of the issue of such Shares. For so long as the Shares are listed on the GTSM, the terms of issue of Restricted Shares, including but not limited to the number of Restricted Shares so issued, issue price of Restricted Shares and other related matters shall be in accordance with the Applicable Public Company Rules.</u></p>		
<p><u>2.6</u> The pre-emptive right of Members under Article 2.4 shall not apply in the event that new Shares are issued due to the following reasons or for the following purposes:</p> <p>(a) in connection with a Merger, or pursuant to any reorganization of the Company;</p> <p>(b) in connection with meeting the Company's obligations under share subscription warrants and/or options, including those rendered in Articles <u>2.8</u> and <u>2.10</u> hereof;</p> <p>(c) in connection with the issue of</p>	<p><u>2.5</u> The pre-emptive right of Members under Article 2.4 shall not apply in the event that new Shares are issued due to the following reasons or for the following purposes:</p> <p>(a) in connection with a Merger, or pursuant to any reorganization of the Company;</p> <p>(b) in connection with meeting the Company's obligations under share subscription warrants and/or options, including those rendered in Articles <u>2.7</u> and <u>2.9</u> hereof;</p> <p>(c) in connection with meeting the Company's obligations under</p>	<p>1. Sequence number was changed because of the addition of Article 2.5.</p> <p>2. The reference sequence number in Paragraph (b) was changed because of the addition of Article 2.5.</p> <p>3. Paragraph (c) was added to provide that the pre-emptive right of Members shall not apply in the event that Restricted Shares are issued.</p> <p>4. The sequence number of Paragraphs (c), (d) and (e) was changed because of the addition of Paragraph (c).</p> <p>5. As the term "private placement" has</p>

<p><u>Restricted Shares in accordance with Article 2.5 hererof:</u></p> <p>(d) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire Shares;</p> <p>(e) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire Shares; or</p> <p>(f) in connection with Private Placement.</p>	<p>convertible bonds or corporate bonds vested with rights to acquire Shares;</p> <p>(d) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire Shares; or</p> <p>(e) in connection with private placement.</p>	<p>been defined in Article 1, such term shall be shown as a capitalized term.</p>
<p><u>2.7</u> The Company shall not issue any unpaid Shares or partly paid-up Shares.</p> <p><u>2.8</u> <u>Notwithstanding Article 2.5 hereof</u>, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt one or more incentive programmes and may issue Shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries.</p>	<p><u>2.6</u> The Company shall not issue any unpaid Shares or partly paid-up Shares.</p> <p><u>2.7</u> The Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt one or more incentive programmes and may issue Shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries.</p>	<p>Sequence number was changed because of addition of Article 2.5.</p> <p>1. Sequence number was changed because of the addition of Article 2.5.</p> <p>2. This Article was revised to reflect the addition of Article 2.5.</p>

<p><u>2.9</u> Options, warrants or other similar instruments issued in accordance with Article <u>2.8</u> above are not transferable save by inheritance.</p>	<p><u>2.8</u> Options, warrants or other similar instruments issued in accordance with Article <u>2.7</u> above are not transferable save by inheritance.</p>	<p>1. Sequence number was changed because of the addition of Article 2.5. 2. The reference sequence number in this Article was changed because of the addition of Article 2.5.</p>
<p><u>2.10</u> The Company may enter into agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article <u>2.8</u> above, whereby employees may subscribe for, within a specific period, a specific number of the Shares. The terms and conditions of such agreements shall be no less restrictive on relevant employee than the terms specified in the applicable incentive programme.</p>	<p><u>2.9</u> The Company may enter into agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article <u>2.7</u> above, whereby employees may subscribe for, within a specific period, a specific number of the Shares. The terms and conditions of such agreements shall be no less restrictive on relevant employee than the terms specified in the applicable incentive programme.</p>	<p>1. Sequence number was changed because of the addition of Article 2.5. 2. The reference sequence number in this Article was changed because of the addition of Article 2.5.</p>
<p><u>2.11</u> Shares may not be issued in bearer form.</p>	<p><u>2.10</u> Shares may not be issued in bearer form.</p>	<p>Sequence number was changed because of the addition of Article 2.5.</p>
<p>8.2 Subject to the provisions of the Statute and these Articles, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of</p>	<p>8.2 Subject to the provisions of the Statute and these Articles, the Company may purchase its own Shares (including any redeemable Shares) on such terms and in such manner as the Directors may</p>	<p>This Article was revised pursuant to the Revised Checklist.</p>

<p><u>the Directors, purchase its own Shares (including any redeemable Shares and the Shares listed on the GTSM) on such terms and in such manner as the Directors may determine.</u></p>	<p>determine.</p>	
<p><u>8.3 In the event that the Company proposes to purchase Shares listed on the GTSM pursuant to Article 8.2, the resolution of the Board approving such proposal and the implementation thereof should be reported to the Members in the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall also apply even if the Company does not implement the proposal to purchase the Shares listed on the GTSM for any reason.</u></p>	<p>[New Article]</p>	<p>This Article was added pursuant to the Revised Checklist.</p>
<p><u>8.4 The Company may make a payment in respect of the redemption or purchase of its own Shares in any manner permitted by the Statute, including out of capital.</u></p>	<p><u>8.3</u> The Company may make a payment in respect of the redemption or purchase of its own Shares in any manner permitted by the Statute, including out of capital.</p>	<p>Sequence number was changed because of the addition of Article 8.3.</p>
<p><u>12.4 Subject to the Statute and Article 12.5,</u></p>	<p><u>12.4</u> Subject to the Statute and Article 12.5,</p>	<p>Pursuant to Article 43-6 of the Taiwan</p>

<p>the Company may from time to time by Supermajority Resolution:</p> <p>(b) effect any Merger (except for any Merger which falls within the definition of "merger and/or consolidation" under the Statute, which requires the approval of the Company by Special Resolution only) or spin-off of the Company;</p>	<p>the Company may from time to time by Supermajority Resolution:</p> <p>(b) effect any Merger (except for any Merger which falls within the definition of "merger and/or consolidation" under the Statute, which requires the approval of the Company by Special Resolution only), spin-off or private placement of the Company;</p>	<p>Securities and Exchange Act, as the private placement shall be approved by a Special Resolution, Paragraph (b) was revised to comply with such provision and the Revised Checklist.</p>
<p>12.6 <u>Subject to the Statute and in addition to approval by the Board in accordance with Article 2.2, the Company may, by Special Resolution, issue securities to the following persons by way of private placement within the territory of the ROC in accordance with Applicable Public Company Rules ("Private Placement"):</u></p> <p>(a) <u>banks, bills finance enterprises, trust enterprises, insurance enterprises, securities enterprises, or other legal entities or institutions approved by the FSC;</u></p> <p>(b) <u>natural person, legal entities or</u></p>	<p>[New Article]</p>	<p>This Article was added pursuant to the Revised Checklist.</p>

<p><u>funds meeting the qualifications set forth by the FSC; and</u> <u>(c) directors, supervisors (if any) or managers of the Company or its Subsidiaries.</u></p>		
<p><u>12.7 The Company may by Special Resolution reduce its share capital and any Capital Redemption Reserve in any manner authorised by the Statute and the Applicable Public Company Rules. Any such reduction of share capital shall be effected based on the percentage of shareholding of the Members pro rata, unless otherwise provided for in the Statute or the Applicable Public Company Rules.</u></p>	<p>[New Article]</p>	<p>This Article was added pursuant to the Revised Checklist.</p>
<p><u>12.8 Subject to the Statute, the Company may by Supermajority Resolution, distribute its Capital Reserve, in whole or in part, by issuing new Shares which shall be distributed as bonus shares to its original Members in proportion to the number of Shares being held by each of them or by cash.</u></p>	<p>[New Article]</p>	<p>This Article was added to reflect the amendment to Paragraph (f), Article 16.6.</p>

<p>16.5 For so long as the Shares are listed on the GTSM, the Company shall <u>announce to the public the notice of a general meeting, the proxy instrument, agendas and materials</u> relating to the matters to be <u>reported and discussed</u> in the meetings, <u>including but not limited to, election or discharge of Directors</u>, in accordance with Article 16.1 hereof, and shall transmit the same via the Market Observation Post System <u>in accordance with Applicable Public Company Rules.</u></p> <p>If the voting power of a Member at a <u>general meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with Article 16.1.</u> The Board shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be</p>	<p>16.5 For so long as the Shares are listed on the GTSM, the Company shall <u>send</u> materials relating to the matters to be discussed in the meetings <u>together with the notice</u>, in accordance with Article 16.1 hereof, and shall transmit the same via the Market Observation Post System.</p> <p>The Board shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System in a <u>manner consistent</u> with the Applicable Public Company Rules.</p>	<p>This Article was revised pursuant to the Revised Checklist.</p>
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<p>transmitted to the Market Observation Post System in accordance with the Applicable Public Company Rules.</p>	<p>16.6 The following matters shall be stated in the notice of a general meeting, with a summary of the major content to be discussed, and shall not be proposed as an extraordinary motion:</p> <p>(a) election or discharge of Directors;</p> <p>(b) alteration of the Articles;</p> <p>(c) dissolution, Merger or spin-off, (ii) entering into, amending, or terminating any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others, (iii) transfer of the Company's business or assets, in whole or in any essential part or (iv) acquisition or assumption of the whole business or assets of another person, which has a</p>	<p>1. This Article was revised pursuant to the Revised Checklist.</p> <p>2. The sequence number of Paragraph (f) was changed because of the addition of Paragraph (f).</p> <p>3. As the term "private placement" has been defined in Article 1, such term shall be shown as a capitalized term.</p>
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<p>material effect on the Company's operation;</p> <p>(d) approval of an action by Director(s) who engage(s) in business for himself/herself or on behalf of another person that is within the scope of the Company's business;</p> <p>(e) distribution of the whole or part of the surplus profit of the Company in the form of new Shares;</p> <p>(f) <u>distribution of Capital Reserve in the form of new Shares or cash; and</u></p> <p>(g) <u>Private Placement</u> of any equity-type securities issued by the Company.</p>	<p>material effect on the Company's operation;</p> <p>(d) approval of an action by Director(s) who engage(s) in business for himself/herself or on behalf of another person that is within the scope of the Company's business;</p> <p>(e) distribution of the whole or part of the surplus profit of the Company in the form of new Shares, <u>capitalization of statutory reserve, Capital Reserve and any other amount in accordance with Article 35, and</u></p> <p>(f) <u>private placement</u> of any equity-type securities issued by the Company.</p>	
<p>17.4 Nothing in the Articles shall prevent any Member from initiating proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the improper convening of any general meeting or the improper passage of any</p>	<p>17.4 Nothing in the Articles shall prevent any Member from initiating proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the improper convening of any general meeting or the improper passage of any</p>	<p>This Article was revised pursuant to the Revised Checklist.</p>

<p>resolution within 30 days after passing of such resolution. The Taiwan Taipei District Court, ROC, may be the court for adjudicating any disputes arising out of the foregoing.</p>	<p>resolution within 30 days after passing of such resolution. The Taiwan Taipei District Court, ROC, may be the court of <u>first instance</u> for adjudicating any disputes arising out of the foregoing.</p>	
<p>18.1 Subject to any rights or restrictions attached to any Shares, every Member who (being an individual) is present in person or by proxy or, if a corporation or other non-natural person is present by its duly authorised representative or by proxy, shall have one vote for every Share of which he is the holder. <u>If a Member holds Shares for others, such Member may exercise his voting power separately. The qualifications, scope, methods of exercise, operating procedures and other matters for compliance with respect to exercising voting power separately shall comply with the Applicable Public Company Rules.</u></p>	<p>18.1 Subject to any rights or restrictions attached to any Shares, every Member who (being an individual) is present in person or by proxy or, if a corporation or other non-natural person is present by its duly authorised representative or by proxy, shall have one vote for every Share of which he is the holder._</p>	<p>This Article was revised pursuant to the Revised Checklist.</p>
<p>18.4 The Board may determine that the voting power of a Member at a general</p>	<p>18.4 The Board may determine that the voting power of a Member at a general</p>	<p>This Article was revised pursuant to the Revised Checklist.</p>

<p>meeting may be exercised by way of a written ballot or by way of electronic transmission; provided, however, that if a general meeting is to be held outside the ROC or pursuant to the <u>Applicable Public Company Rules</u>, the Company shall provide the Members with a method for exercising their voting power by way of a written ballot or electronic transmission. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or electronic transmission. Any Member who intends to exercise his voting power by way of a written ballot or by way of electronic transmission shall serve the Company with his voting decision at least <u>two</u> days prior to the date of such general meeting. <u>Where more than one voting decision are received from the same Member by the Company, the first voting decision shall</u></p>	<p>meeting may be exercised by way of a written ballot or by way of electronic transmission; provided, however, that if a general meeting is to be held outside the ROC, the Company shall provide the Members with a method for exercising their voting power by way of a written ballot or electronic transmission. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or electronic transmission. Any Member who intends to exercise his voting power by way of a written ballot or by way of electronic transmission shall serve the Company with his voting decision at least <u>five</u> days prior to the date of such general meeting. A Member who exercises his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the</p>
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prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the later-received voting decision. A Member who exercises his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to vote his shares at the general meeting only in the manner directed by his written instrument or electronic document. The chairman as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to resolution(s) proposed at the said general meeting. For the purpose of clarification, such Members voting in such manner shall be deemed to have waived their voting rights with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to resolution(s) proposed at the said general meeting. For the purpose of clarification, such Members voting in such manner shall be deemed to have waived their voting rights with respect to any extemporary matters or

general meeting as his proxy to vote his shares at the general meeting only in the manner directed by his written instrument or electronic document. The chairman as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to resolution(s) proposed at the said general meeting. For the purpose of clarification, such Members voting in such manner shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.

<p>amendment to resolution(s) proposed at the general meeting.</p>	<p>18.5 In the event any Member who <u>intended</u> to exercise his voting power by way of a written ballot or electronic transmission and has served his voting decision on the Company pursuant to Article 18.4 hereof later intends to attend the general meetings in person, he shall, at least <u>two days</u> prior to the date of such general meeting, serve the Company with a separate notice revoking his previous voting decision. Such separate notice shall be sent to the Company in the same manner (e.g., by courier, registered mail or electronic transmission, as applicable) as the previous voting decision under Article 18.4 was given to the Company. Votes by way of a written ballot or electronic transmission shall remain valid if the relevant Member fails to revoke his voting decision before the prescribed time.</p>	
<p>18.5 In the event any Member who <u>intends</u> to exercise his voting power by way of a written ballot or electronic transmission and has served his voting decision on the Company pursuant to Article 18.4 hereof later intends to attend the general meetings in person, he shall, at least <u>one day</u> prior to the date of such general meeting, serve the Company with a separate notice revoking his previous voting decision. Such separate notice shall be sent to the Company in the same manner (e.g., by courier, registered mail or electronic transmission, as applicable) as the previous voting decision under Article 18.4 was given to the Company . Votes by way of a written ballot or electronic transmission shall remain valid if the relevant Member fails to revoke his voting decision before the prescribed time.</p>	<p>18.5 In the event any Member who <u>intends</u> to exercise his voting power by way of a written ballot or electronic transmission and has served his voting decision on the Company pursuant to Article 18.4 hereof later intends to attend the general meetings in person, he shall, at least <u>one day</u> prior to the date of such general meeting, serve the Company with a separate notice revoking his previous voting decision. Such separate notice shall be sent to the Company in the same manner (e.g., by courier, registered mail or electronic transmission, as applicable) as the previous voting decision under Article 18.4 was given to the Company . Votes by way of a written ballot or electronic transmission shall remain valid if the relevant Member fails to revoke his voting decision before the prescribed time.</p>	<p>This Article was revised pursuant to the Revised Checklist.</p>
<p>19.3 In the event that a Member exercises his</p>	<p>19.3 In the event that a Member exercises his</p>	<p>This Article was revised pursuant to the</p>

<p>voting power by way of a written ballot or electronic transmission and has also authorised a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. <u>In the event that any Member who has authorised a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at least two days prior to the date of such general meeting, serve the Company with a separate written notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.</u></p> <p>22.3 <u>If the number of Shares pledged by a Director at any time amounts to more than fifty per cent of the total Shares held by such Director at the time of his</u></p>	<p>voting power by way of a written ballot or electronic transmission and has also authorised a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail.</p>	<p>Revised Checklist.</p>
<p>[New Article]</p>	<p>This Article was added pursuant to the Revised Checklist.</p>	<p>This Article was added pursuant to the Revised Checklist.</p>

<p><u>latest appointment, such pledged Shares exceeding fifty per cent of the total Shares held by such Director at the time of his latest appointment, shall not carry any voting rights and such above-threshold Shares shall not be counted in determining the number of votes of the Members present at a general meeting but shall be counted towards the quorum of the general meeting.</u></p>		
<p>25.2 <u>The election of Independent Directors and non-independent directors shall be held together and shall be elected pursuant to a cumulative voting mechanism pursuant to a poll vote, where the number of votes exercisable by any Member shall be the same as the product of the number of Shares held by such Member and the number of Independent Directors (including the Independent Directors and non-independent directors) to be elected (“Special Ballot Votes”), and the total number of Special Ballot</u></p>	<p>25.2 Directors shall be elected pursuant to a cumulative voting mechanism pursuant to a poll vote, where the number of votes exercisable by any Member shall be the same as the product of the number of Shares held by such Member and the number of Directors to be elected (“Special Ballot Votes”), and the total number of Special Ballot Votes cast by any Member may be consolidated for election of one Director candidate or may be split for election amongst multiple Director candidates, as</p>	<p>Pursuant to Article 14-2 of the Taiwan Securities and Exchange Act and the relevant regulations, public companies shall adopt a candidate nomination mechanism for the election of independent directors. This Article was revised to reflect such provision.</p>

<p>Votes cast by any Member may be consolidated for election of one Director/<u>Independent Director</u> candidate or may be split for election amongst multiple Director/<u>Independent Director</u> candidates, as specified by the Member pursuant to the poll vote ballot. The top candidates in the number equal to the respective number of the Directors/<u>Independent Directors</u> to be elected, to whom the votes cast represent a prevailing number of votes relative to the other candidates, shall be deemed Directors/<u>Independent Directors</u> elected.</p> <p><u>The Company shall adopt a candidate nomination mechanism for the election of Independent Directors. Subject to the Statute, the nomination of Independent Directors and related announcement shall comply with the Applicable Public Company Rules.</u></p>	<p>specified by the Member pursuant to the poll vote ballot. The top candidates in the number equal to the number of the Directors to be elected, to whom the votes cast represent a prevailing number of votes relative to the other candidates, shall be deemed Directors elected.</p>	
<p><u>25.5 Where a legal entity is a Member, its authorized representative may also be elected as Director of the Company in</u></p>	<p>[New Article]</p>	<p>This Article was added pursuant to the Revised Checklist.</p>

<p><u>accordance with these Articles. If there are more than one authorized representatives, each of them may be so elected.</u></p>		
<p><u>25.6</u> The Company may from time to time by Supermajority Resolution remove any Director from office, whether or not appointing another person to fill the vacancy. <u>Prior to the expiration of the term of office of the current Directors, the Members may at a general meeting re-elect all Directors, whose vote shall be calculated in accordance with Article 25.2 above. The term of office of all current Directors is deemed to have expired on the date of the re-election or any other date as otherwise resolved by the Members at the general meeting if the Members do not resolve that all current Directors will only retire at the expiration of their term of office. Members present in person or by proxy representing more than one-half of the total issued shares shall constitute a</u></p>	<p><u>25.5</u> The Company may from time to time by Supermajority Resolution remove any Director from office, whether or not appointing another person to fill the vacancy.</p>	<p>1. Sequence number was changed because of the addition of Article 25.5. 2. This Article was revised pursuant to the Revised Checklist.</p>

<p><u>quorum for any general meeting to re-elect all Directors.</u></p>	<p>25.6 Where a Director has, in the course of performing his duties, committed any act resulting in material damages to the Company or in significant violation of applicable laws, regulations or the Articles, but has not been removed by Supermajority Resolution at any given general meeting, the Member(s) holding 3% or more of the total outstanding Shares may, within thirty days after that general meeting, institute a lawsuit in the competent court for a judgment to remove such Director from office. The Taiwan Taipei District Court, ROC, may be the court of <u>first instance</u> for this matter.</p>	<p>1. Sequence number was changed because of the addition of Article 25.5. 2. This Article was revised pursuant to the Revised Checklist.</p>
<p><u>28.7 Notwithstanding anything to the contrary contained in this Article 28, a Director who has a personal interest in the matter under discussion at a meeting of the Board shall declare the nature of and the essential contents of his interest</u></p>	<p>[New Article]</p>	<p>This Article was added pursuant to the Revised Checklist.</p>

<p><u>at the relevant meeting of the Board.</u></p> <p><u>28.8</u> Notwithstanding anything to the contrary contained in this Article 28, a Director who has a personal interest in the matter under discussion at a meeting of the Board, which may conflict with and impair the interest of the Company, shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the meeting of the Board.</p>	<p><u>28.7</u> Notwithstanding anything to the contrary contained in this Article 28, a Director who has a personal interest in the matter under discussion at a meeting of the Board, which may conflict with and impair the interest of the Company, shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the meeting of the Board.</p>	<p>Sequence number was changed because of the addition of Article 28.7.</p>
<p>32 Remuneration of Directors</p> <p>The remuneration of the Directors shall be decided by the Board by reference to <u>the suggestion made by the compensation committee (applicable only after the establishment of such compensation committee)</u>, the standard generally adopted by other enterprises in the same industry, and shall be paid regardless whether the Company has</p>	<p>32 Remuneration of Directors</p> <p>The remuneration of the Directors shall be decided by the Board by reference to the standard generally adopted by other enterprises in the same industry, and shall be paid regardless whether the Company has profits or suffers losses. The Directors may also be entitled to be paid all travel, hotel and other expenses properly incurred by them in attending</p>	<p>This Article was added with reference to the Revised Checklist.</p>

<p>profits or suffers losses. The Directors may also be entitled to be paid all travel, hotel and other expenses properly incurred by them in attending and returning from the meetings of the Board, any committee appointed by the Board, or general meetings of the Company, or in connection with the business of the Company or their duties as Directors generally. A Director is also entitled to distribution of profits of the Company in accordance with the Articles, the Statute, the Applicable Public Company Rules, the service agreement or other similar contract that he has entered into with the Company.</p>	<p>and returning from the meetings of the Board, any committee appointed by the Board, or general meetings of the Company, or in connection with the business of the Company or their duties as Directors generally. A Director is also entitled to distribution of profits of the Company in accordance with the Articles, the Statute, the Applicable Public Company Rules, the service agreement or other similar contract that he has entered into with the Company.</p>	
<p>34. Dividends, Distributions and Reserve 34.1 The Company is in an industry of high-quality interior fittings for luxury brands and its life cycle is in the phase of business expansion and steady growth. Considering that the Company's overall developments,</p>	<p>34. Dividends, Distributions and Reserve 34.1 The Company is in an industry of high-quality interior fittings for luxury brands and its life cycle is in the phase of business expansion and steady growth. Considering that the Company's overall developments,</p>	<p>Based on its actual needs, the Company revised this Article to let the Company be able to distribute cash bonus to the employees of its Subsidiaries.</p>

<p>financial planning, fund needs and prosperity and prospects of the industry and ensuring the protection of shareholders' interests, the Company shall adopt a conservative and sound dividend policy for dividend distribution. Subject to the Statute, Article 12.4(a) and this Article and except as otherwise provided by the rights attached to any Shares, the Company may distribute profits in accordance with a proposal for profits distribution approved by the Board and sanctioned by the Members by an Ordinary Resolution, in annual general meetings. If there are profits, in making the profits distribution recommendation, the Board shall set aside out of the profits of the Company for each financial year: (i) a reserve for payment of tax for the relevant financial year; (ii) an amount to offset losses incurred in previous years; and (iii) a special surplus reserve as required by the</p>	<p>financial planning, fund needs and prosperity and prospects of the industry and ensuring the protection of shareholders' interests, the Company shall adopt a conservative and sound dividend policy for dividend distribution. Subject to the Statute, Article 12.4(a) and this Article and except as otherwise provided by the rights attached to any Shares, the Company may distribute profits in accordance with a proposal for profits distribution approved by the Board and sanctioned by the Members by an Ordinary Resolution, in annual general meetings. If there are profits, in making the profits distribution recommendation, the Board shall set aside out of the profits of the Company for each financial year: (i) a reserve for payment of tax for the relevant financial year; (ii) an amount to offset losses incurred in previous years; and (iii) a special surplus reserve as required by the</p>
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<p>applicable securities authority under the Applicable Public Company Rules. After combining accumulated undistributed earnings in the previous years and setting aside a certain amount of remaining profits of such financial year as a reserve or reserves for development purposes as the Board may from time to time think fit pursuant to Article 34.5, subject to the compliance with the Statute, the remaining amount shall be distributed in the following sequence and manner upon approval by the Members:</p> <p>(a) no less than 0.2% as employees' bonus;</p> <p>(b) no more than 5% as directors' bonus; and</p> <p>(c) no less than 50% to the Members as Dividends, provided that, cash Dividends shall not be less than 10% of the total amount of Dividends.</p> <p>Dividends to the Members and the</p>	<p>applicable securities authority under the Applicable Public Company Rules. After combining accumulated undistributed earnings in the previous years and setting aside a certain amount of remaining profits of such financial year as a reserve or reserves for development purposes as the Board may from time to time think fit pursuant to Article 34.5, subject to the compliance with the Statute, the remaining amount shall be distributed in the following sequence and manner upon approval by the Members:</p> <p>(a) no less than 0.2% as employees' bonus;</p> <p>(b) no more than 5% as directors' bonus; and</p> <p>(c) no less than 50% to the Members as Dividends, provided that, cash Dividends shall not be less than 10% of the total amount of Dividends.</p> <p>Dividends to the Members and the</p>
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<p>employees' bonus may be distributed, in the discretion of the Board, by way of cash or by way of applying such sum in paying up in full unissued shares or a combination of both for allocation and distribution to employees or the Members. The Board may adjust the cash Dividends payout ratio in any given year based on the Company's net income and business operations for the respective financial year. When the employees' bonus is distributed by way of an issue of fully paid shares or cash, the recipients may include qualified employees of the Company's Subsidiaries. No unpaid dividend and bonus shall bear interest as against the Company.</p>	<p>employees' bonus may be distributed, in the discretion of the Board, by way of cash or by way of applying such sum in paying up in full unissued shares or a combination of both for allocation and distribution to employees or the Members. The Board may adjust the cash Dividends payout ratio in any given year based on the Company's net income and business operations for the respective financial year. When the employees' bonus is distributed by way of an issue of fully paid shares, the recipients may include qualified employees of the Company's Subsidiaries. No unpaid dividend and bonus shall bear interest as against the Company.</p>	
<p>34.4 <u>Subject to Article 34.1 and the Statute,</u> the Board may resolve that any Dividend or other distribution be paid wholly or partly by the distribution of specific assets and in particular (but without limitation) by the distribution of shares,</p>	<p>34.4 The Board may resolve that any Dividend or other distribution be paid wholly or partly by the distribution of specific assets and in particular (but without limitation) by the distribution of shares, debentures, or securities of any</p>	<p>This Article was revised pursuant to the Revised Checklist.</p>

debentures, or securities of any other company or in any one or more of such ways subject, however (a) the obtaining of (i) the approval in a general meeting of the type of specific assets and the corresponding amount of such substitutive distribution; and (ii) the consent from the Member who will receive such assets; and (b) the value of specific assets and the corresponding amount of such substitutive distribution shall be assessed by an ROC certified public accountant before the Board submit the same to a general meeting for approval. Where any difficulty arises in regard to such distribution, the Board may settle the same as it thinks expedient and in particular may determine that cash payments shall be made to any Members upon the basis of the value so fixed in order to adjust the rights of all Members and may vest any such specific assets in trustees in such manner as may seem expedient to the

other company or in any one or more of such ways and where any difficulty arises in regard to such distribution, the Board may settle the same as it thinks expedient and in particular may determine that cash payments shall be made to any Members upon the basis of the value so fixed in order to adjust the rights of all Members and may vest any such specific assets in trustees in such manner as may seem expedient to the Board.

<p>Board.</p>	<p>36.4 A proposal to transfer the Treasury Shares to the employees of the Company and/or its Subsidiaries at a price below the average actual repurchase price shall be approved by Special Resolution in the next general meeting and the items required by the Applicable Public Company Rules shall be specified in the notice of the general meeting and may not be proposed as an extemporary motion. The aggregate number of Treasury Shares resolved at the general meetings for transfer to the employees of the Company and its Subsidiaries shall not exceed 5% of the total issued and outstanding Shares, and each employee may not subscribe for more than 0.5% of the total issued and outstanding Shares in aggregate. <u>The Company may prohibit such employees from transferring such Treasury Shares within a certain period; provided, however, that such a period cannot be more than two</u></p>	<p>36.4 A proposal to transfer the Treasury Shares to the employees of the Company and/or its Subsidiaries at a price below the average actual repurchase price shall be approved by Special Resolution in the next general meeting and the items required by the Applicable Public Company Rules shall be specified in the notice of the general meeting and may not be proposed as an extemporary motion. The aggregate number of Treasury Shares resolved at the general meetings for transfer to the employees of the Company and its Subsidiaries shall not exceed 5% of the total issued and outstanding Shares, and each employee may not subscribe for more than 0.5% of the total issued and outstanding Shares in aggregate.</p>	<p>This Article was revised pursuant to the Revised Checklist.</p>
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<p>years.</p>		
<p>38.2 Any of the following matters of the Company shall require the consent of one-half or more of all Audit Committee members and be submitted to the Board for resolution:</p> <p>(a) adoption of or amendment to an internal control system;</p> <p>(b) assessment of the effectiveness of the internal control system;</p> <p>(c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others;</p> <p>(d) any matter relating to the personal interest of the Directors;</p> <p>(e) a material asset or derivatives transaction;</p> <p>(f) a material monetary loan, endorsement, or provision of</p>	<p>38.2 Any of the following matters of the Company shall require the consent of one-half or more of all Audit Committee members and be submitted to the Board for resolution:</p> <p>(a) adoption of or amendment to an internal control system;</p> <p>(b) assessment of the effectiveness of the internal control system;</p> <p>(c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others;</p> <p>(d) any matter relating to the personal interest of the Directors;</p> <p>(e) a material asset or derivatives transaction;</p> <p>(f) a material monetary loan, endorsement, or provision of</p>	<p>As the term "private placement" has been defined in Article 1, such term shall be shown as a capitalized term.</p>

<p>guaranteee;</p> <p>(g) the offering, issuance, or <u>Private Placement</u> of any equity-type securities;</p> <p>(h) the hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;</p> <p>(i) the appointment or discharge of a financial, accounting, or internal auditing officer;</p> <p>(j) approval of annual and semi-annual financial reports; and</p> <p>(k) any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.</p> <p>With the exception of item (j), any other matter that has not been approved with the consent of one-half or more of all Audit Committee members may be undertaken upon the consent of two-thirds or more of the members of the Board, and the resolution of the Audit Committee shall be recorded in the minutes of the Board</p>	<p>guaranteee;</p> <p>(g) the offering, issuance, or <u>private placement</u> of any equity-type securities;</p> <p>(h) the hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;</p> <p>(i) the appointment or discharge of a financial, accounting, or internal auditing officer;</p> <p>(j) approval of annual and semi-annual financial reports; and</p> <p>(k) any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.</p> <p>With the exception of item (j), any other matter that has not been approved with the consent of one-half or more of all Audit Committee members may be undertaken upon the consent of two-thirds or more of the members of the Board, and the resolution of the Audit Committee shall be recorded in</p>
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<p>meeting.</p>	<p>the minutes of the Board meeting.</p>	<p>This Article was revised pursuant to the Revised Checklist.</p>
<p><u>39.1</u> The Company shall, in accordance with the Applicable Public Company Rules, by resolution of the Board establish a compensation committee comprised of at least three members, one of whom shall be an Independent Director. The professional qualifications of the members of the compensation committee, the responsibilities, powers and other related matters of the compensation committee shall comply with the Applicable Public Company Rules. Upon the establishment of the compensation committee, the Board shall, by a resolution, adopt a charter for the compensation committee the provisions of which are consistent with the Applicable Public Company Rules.</p>	<p><u>39</u> The Company shall by resolution of the Board establish a compensation committee comprised of at least three members, one of whom shall be an Independent Director. Upon the establishment of the compensation committee, the Board shall, by a resolution, adopt a charter for the compensation committee the provisions of which are consistent with the Applicable Public Company Rules.</p>	<p>This Article was added pursuant to the Revised Checklist.</p>
<p><u>39.2</u> The compensation referred in Article 39.1 shall include the compensation, stock option and other incentive payments of Directors and managers of the Company.</p>	<p>[New Article]</p>	<p>This Article was added pursuant to the Revised Checklist.</p>

<p>42.1 Every Director of the Company (each an "Indemnified Person") shall be indemnified out of the assets of the Company against any liability, action, proceeding, claim, demand, costs, damages or expenses, including legal expenses, whatsoever which they or any of them may incur as a result of any act or failure to act in carrying out their functions other than such liability (if any) that they may incur by reason of their own actual fraud or wilful default.</p> <p>No Indemnified Person shall be liable to the Company for any loss or damage incurred by the Company as a result (whether direct or indirect) of the carrying out of their functions unless that liability arises through the actual fraud, Gross Negligence or wilful default of such Indemnified Person or <u>in violation of his/her/its duties provided under Article 42.3.</u> No person shall be found to have committed actual fraud, Gross Negligence or wilful default under</p>	<p>42.1 Every Director of the Company (each an "Indemnified Person") shall be indemnified out of the assets of the Company against any liability, action, proceeding, claim, demand, costs, damages or expenses, including legal expenses, whatsoever which they or any of them may incur as a result of any act or failure to act in carrying out their functions other than such liability (if any) that they may incur by reason of their own actual fraud or wilful default.</p> <p>No Indemnified Person shall be liable to the Company for any loss or damage incurred by the Company as a result (whether direct or indirect) of the carrying out of their functions unless that liability arises through the actual fraud, Gross Negligence or wilful default of such Indemnified Person.</p> <p>No person shall be found to have committed actual fraud, Gross Negligence or wilful default under this Article unless or until a court of</p>	<p>This Article was revised to reflect the addition of Article 42.3.</p>
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<p>this Article unless or until a court of competent jurisdiction shall have made a finding to that effect.</p>	<p>competent jurisdiction shall have made a finding to that effect.</p>	
<p>42.3 <u>Without prejudice to the duties owed by a Director to the Company under common law of the Cayman Islands and subject to the Statute, a Director shall assume fiduciary duty to the Company and without limitation, shall exercise due care of a good administrator in conducting the business operation of the Company. A Director shall be liable to the Company if he/she/it has acted contrary to the above. In case such action is made for himself/herself/itself or on behalf of another person in violation of the provisions above, the Company may, with the sanction of an Ordinary Resolution, demand the Director to disgorge any profit so realized by the Director as if such misconduct is done for the benefit of the Company. If a Director of the Company has, in the course of</u></p>	<p>[New Article]</p>	<p>This Article was added pursuant to the Revised Checklist.</p>

<p><u>conducting the business operations, violated any provision of the applicable laws and/or regulations and thus caused damage to any other person, he/she/it shall be liable, jointly and severally with the Company, for the damage to such other person.</u></p>		
<p>42.4 <u>The officers or managers of the Company, who are authorised to act on its behalf in a management capacity, in the course of performing their respective duties to the Company, shall assume such duties and obligations to indemnify the Company or any other person in the same manner as if they are Directors.</u></p>	<p>[New Article]</p>	<p>This Article was added pursuant to the Revised Checklist.</p> <p>Please note that the Cayman Islands' counsel has advised the following on Articles 42.3 and 42.4: <i>"Please note this is very generic and we doubt it is enforceable because there are need to be conclusively determined by a court without appeal and how is profit determined (which time period etc.) Please also note this article does not limit the directors duty, they are still subject to various statutory, common law and fiduciary duties. We recommend deleting this article.</i></p> <p><i>Please also note the duties of a director owed under Cayman Islands law to his company can be conveniently divided into duties at common law, being those of skill, care and diligence, on the one hand, and fiduciary</i></p>

duties, on the other. However, directors also owe statutory duties under various statutes, and, in certain circumstances, may owe duties to third parties such as creditors. Once a company is insolvent or is "doubtfully solvent" the directors must consider the creditors' interests when discharging their duties.

Any right to damages sought against the director in relation to the breach of his liability should however be included in his service contract as the memorandum and articles of association is a contract between the company and shareholders of which the director is not a party.]

Under Cayman Islands law, managerial officer or supervisor generally do not owe the same duty to the company and shareholders as owed by the directors. However if the managerial officer and supervisor are authorised to act on its behalf in a senior management capacity, they would be subject to the same duties as those imposed on a director. For the avoidance of doubt, generally the employment agreement between the Cayman company and the managerial officer and supervisor should set out his duties to the Company and shareholders and his liabilities.

Again right to damages sought against the managerial officer or supervisor in relation to

		<p><i>the breach of his liability should however be included in his employment contract as the memorandum and articles of association is a contract between the company and shareholders of which neither the managerial officer nor the supervisor is a party."</i></p>
<p><u>42.5</u> The Board, on behalf of the Company, may purchase and maintain insurance for the benefit of any Director or other officer of the Company against any liability which, by virtue of any rule of law, would otherwise attach to such person in respect of any negligence, default, breach of duty or breach of trust of which such person may be guilty in relation to the Company.</p>	<p><u>42.3</u> The Board, on behalf of the Company, may purchase and maintain insurance for the benefit of any Director or other officer of the Company against any liability which, by virtue of any rule of law, would otherwise attach to such person in respect of any negligence, default, breach of duty or breach of trust of which such person may be guilty in relation to the Company.</p>	<p>Sequence number was changed because of the addition of Articles 42.3 and 42.4.</p>
<p><u>46</u> <u>Litigious and Non-litigious Agent</u> <u>So long as the Shares are listed on the GTSM, the Company shall appoint a litigious and non-litigious agent pursuant to the Applicable Public Company Rules to act as the Company's responsible person in the ROC under the ROC Securities and Exchange Act. The</u></p>	<p>[New Article]</p>	<p>This Article was added pursuant to the Revised Checklist.</p>

<p><u>Company's litigious and non-litigious agent shall be a natural person and have a residence or domicile in the ROC.</u></p>		
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公司章程修訂條文對照表（中文翻譯）
（本中譯文僅供參考之用，正確內容應以英文版為準）

修訂後條文	原條文	修訂說明
<p>1.1 本章程不適用開曼公司法之附件一表格 A，且除與本文有不符之處： "私募" 定義於本章程第 12.6 條。</p>	<p>本條新增。</p>	<p>為反映財團法人中華民國證券櫃檯買賣中心於 2012 年 3 月 14 日公布之修正後「外國發行人註冊地國股東權益保護事項檢查表」（以下簡稱「修正後檢查表」）中所訂有關私募之規定，新增「私募」之定義。</p>
<p>1.1 本章程不適用開曼公司法之附件一表格 A，且除與本文有不符之處： "限制型股票" 定義於本章程第 2.5 條。</p>	<p>本條新增。</p>	<p>為反映修正後檢查表中所訂有關限制型股票之規定，新增「限制型股票」之定義。</p>
<p>2.5 於不違反開曼公司法之前提下，公司得經股東會重度決議發行附有限制權利之新股（以下稱「限制型股票」）予公司及從屬公司之員工，惟於發行該等股份時，不適用本章程第 2.3 條之規定。公司股份於櫃檯中心上櫃期間，限制型股票之發行條件，包括但不限於限制型股票之發行數量、發行價格及其他相關事項，應符合公開發行公司規則之規定。</p>	<p>本條新增。</p>	<p>依據修正後檢查表，新增本條。</p>

<p><u>2.6</u> 第 2.4 條規定之股東優先認股權於公司因以下原因或基於以下目的發行新股時，不適用之：</p> <p>(a) 公司與他公司合併，或為組織重組；</p> <p>(b) 公司為履行認股權憑證及/或選擇權下之義務，包括本章程第 2.8 條及第 2.10 條所規定者；</p> <p>(c) 公司依本章程第 2.5 條規定發行<u>限制型股票</u>；</p> <p>(d) 公司為履行可轉換公司債或附認股權公司債下之義務；</p> <p>(e) 公司為履行附認股權特別股下之義務；或</p> <p>(f) 公司進行私募時。</p>	<p><u>2.5</u> 第 2.4 條規定之股東優先認股權於公司因以下原因或基於以下目的發行新股時，不適用之：</p> <p>(a) 公司與他公司合併，或為組織重組；</p> <p>(b) 公司為履行認股權憑證及/或選擇權下之義務，包括本章程第 2.7 條及第 2.9 條所規定者；</p> <p>(c) 公司為履行可轉換公司債或附認股權公司債下之義務；</p> <p>(d) 公司為履行附認股權特別股下之義務；或</p> <p>(e) 公司進行私募時。</p>	<ol style="list-style-type: none"> 1. 因新增第 2.5 條，調整本條條次。 2. 因新增第 2.5 條，調整第(b)項所引用條文之條號。 3. 新增第(c)項，規定股東優先認股權於發行限制型股票時，不適用之。 4. 因新增第(c)項，調整原第(c)項、第(d)項及第(e)項之條次。 5. 因「私募」一詞已於第 1 條中定義，故該名詞之英文應以大寫顯示。
<p><u>2.7</u> 公司不得發行任何未繳納股款或繳納部分股款之股份。</p>	<p><u>2.6</u> 公司不得發行任何未繳納股款或繳納部分股款之股份。</p>	<p>因新增第 2.5 條，調整本條條次。</p>
<p><u>2.8</u> 縱有本章程第 2.5 條之規定，公司得經董事會三分之二以上董事出席及出席董事超過二分之一之同意，通過一個以上之激勵措施並得發行股份或選擇權、認股權憑證或其他類似之證券予</p>	<p><u>2.7</u> 公司得經董事會三分之二以上董事出席及出席董事超過二分之一之同意，通過一個以上之激勵措施並得發行股份或選擇權、認股權憑證或其他類似之證券予公司及其從屬公司之員工。</p>	<ol style="list-style-type: none"> 1. 因新增第 2.5 條，調整本條條次。 2. 為反映新增第 2.5 條，修正本條規定。

<p>公司及其從屬公司之員工。</p> <p><u>2.9</u> 依前述第<u>2.8</u>條發行之選擇權、認股權憑證或其他類似之證券不得轉讓，但因繼承者不在此限。</p> <p><u>2.10</u> 公司得與其員工及其從屬公司之員工依前述第<u>2.8</u>條所定之激勵措施簽訂契約，約定於一定期間內，員工得認購特定數量之公司股份。此等契約之條款對相關員工之限制不得低於其所適用之激勵措施所載條件。</p> <p><u>2.11</u> 公司不得發行無記名股票。</p>	<p><u>2.8</u> 依前述第<u>2.7</u>條發行之選擇權、認股權憑證或其他類似之證券不得轉讓，但因繼承者不在此限。</p> <p><u>2.9</u> 公司得與其員工及其從屬公司之員工依前述第<u>2.7</u>條所定之激勵措施簽訂契約，約定於一定期間內，員工得認購特定數量之公司股份。此等契約之條款對相關員工之限制不得低於其所適用之激勵措施所載條件。</p> <p><u>2.10</u> 公司不得發行無記名股票。</p>	<p>1. 因新增第<u>2.5</u>條，調整本條條次。</p> <p>2. 因新增第<u>2.5</u>條，調整本條所引用條文之條號。</p> <p>1. 因新增第<u>2.5</u>條，調整本條條次。</p> <p>2. 因新增第<u>2.5</u>條，調整本條所引用條文之條號。</p>
<p><u>8.2</u> 於不違反開曼公司法及本章程之情形下，公司得依經三分之二以上董事出席及出席董事過半數同意之董事會所決定之條件及方式買回其股份（包括可贖回股份及於櫃買中心掛牌之股份）。</p>	<p><u>8.2</u> 於不違反開曼公司法及本章程之情形下，公司得依董事會決定之條件及方式買回其股份（包括可贖回股份）。</p>	<p>因新增第<u>2.5</u>條，調整本條條次。</p> <p>依據修正後檢查表，修訂本條之規定。</p>
<p><u>8.3</u> 公司如依本章程第<u>8.2</u>條規定買回於櫃買中心掛牌之股份者，應依公開發行公司規則之規定，將董事會同意之決議及執行情形，於最近一次之股東會報告。縱因故未執行買回於櫃買中心掛牌之股份之提案者，亦同。</p>	<p>本條新增。</p>	<p>依據修正後檢查表，新增本條。</p>
<p><u>8.4</u> 公司得以依開曼公司法允許之任何方</p>	<p><u>8.3</u> 公司得以依開曼公司法允許之任何方</p>	<p>因新增第<u>8.3</u>條，調整本條條次。</p>

<p>式，支付贖回或買回股份之股款（包括自資本中撥款支付）。</p>	<p>式，支付贖回或買回股份之股款（包括自資本中撥款支付）。</p>	<p>依據中華民國證券交易法第 43 條之 6 的規定，因私募應經股東會特別決議通過，修訂第(c)項，以符合上開規定及修正後檢查表之要求。</p>
<p>12.4 在不違反開曼公司法和本章程第 12.5 條規定之情形下，公司得隨時經重度決議：</p> <p>(a) 將可分派股息及/或紅利及/或其他本章程第 35 條所定款項撥充資本；</p> <p>(b) 合併（除符合開曼公司法定義之合併僅需經公司特別決議同意外）或分割；</p> <p>(c) 締結、變更或終止關於公司出租全部營業、委託經營或與他人經常共同經營之協議；</p> <p>(d) 讓與全部或主要部分之營業或財產；或</p> <p>(e) 取得或受讓他人的全部營業或財產而對公司營運有重大影響者。</p>	<p>12.4 在不違反開曼公司法和本章程第 12.5 條規定之情形下，公司得隨時經重度決議：</p> <p>(a) 將可分派股息及/或紅利及/或其他本章程第 35 條所定款項撥充資本；</p> <p>(b) 合併（除符合開曼公司法定義之合併僅需經公司特別決議同意外）、<u>分割或私募</u>；</p> <p>(c) 締結、變更或終止關於公司出租全部營業、委託經營或與他人經常共同經營之協議；</p> <p>(d) 讓與全部或主要部分之營業或財產；或</p> <p>(e) 取得或受讓他人的全部營業或財產而對公司營運有重大影響者。</p>	<p>依據修正後檢查表，新增本條。</p>
<p>12.6 在不違反開曼公司法之情形，且除依本章程第 2.2 條規定取得董事會同意外，公司得以特別決議，依公開發行公司規則之規定，在中華民國境內對下列之人進行有價證券之<u>私募</u>（以下</p>	<p>本條新增。</p>	<p>依據修正後檢查表，新增本條。</p>

<p>稱「私募」)：</p> <p>(a) <u>銀行業、票券業、信託業、保險業、證券業或其他經金管會核准之法人或機構。</u></p> <p>(b) <u>符合金管會所定條件之自然人、法人或基金。</u></p> <p>(c) <u>公司或其從屬公司之董事、監察人(如有)及經理人。</u></p>		
<p><u>12.7 公司得以任何開曼公司法或公開發行公司規則授權之方式以特別決議減少其資本及資本贖回準備金。除開曼公司法或公開發行公司規則另有規定者外，減少資本，應依股東所持股份比例減少之。</u></p>	<p>本條新增。</p>	<p>依據修正後檢查表，新增本條。</p>
<p><u>12.8 在不違反開曼公司法之情形下，公司得以重度決議，將其資本公積之一部或全部，按股東所持股份比例，以發行新股(作為紅利股份)或現金之形式，分配予股東。</u></p>	<p>本條新增。</p>	<p>為反映第 16.6 條第(f)項之新增，新增本條。</p>
<p><u>16.5 股份於櫃買中心上櫃期間內，公司應依本章程第 16.1 條之規定公告股東會開會通知書、委託書用紙、議程及有關承認案與討論案(包括但不限於選</u></p>	<p>16.5 股份於櫃買中心上櫃期間內，公司應依本章程第 16.1 條之規定與通知一併發出與會議討論事宜有關之資料，並傳輸至公開資訊觀測站。董事會並應</p>	<p>依據修正後檢查表，修訂本條之規定。</p>

<p><u>任或解任董事之議案</u>）等各項議案之資料，並依<u>公開發行公司規則</u>傳輸至公開資訊觀測站。如股東於股東會之表決權以書面行使者，公司亦應將前述資料及書面行使表決權用紙，依<u>本章程第 16.1 條</u>之規定併同寄送給股東。董事會並應依<u>公開發行公司規則</u>準備股東會議事手冊和補充資料，寄發予股東或以其他方式供所有股東取得，並傳輸至公開資訊觀測站。</p>	<p>依<u>公開發行公司規則</u>準備股東會議事手冊和補充資料，寄發予股東或以其他方式供所有股東取得，並傳輸至公開資訊觀測站。</p>	
<p>16.6 下列事項，應載明於股東會召集通知並說明其主要內容，不得以臨時動議提出：</p> <p>(a) 選任或解任董事；</p> <p>(b) 變更章程；</p> <p>(c) (i)公司解散、合併或分割；(ii) 締結、變更或終止關於公司出租全部營業、委託經營或與他人經常共同經營之協議；(iii)讓與公司全部或主要部分營業或財產；(iv)取得或受讓他人全部營業或財產而對公司營運有重大影響者；</p> <p>(d) 解除董事所為之與公司業務範圍相同行為之競業禁止；</p>	<p>16.6 下列事項，應載明於股東會召集通知並說明其主要內容，不得以臨時動議提出：</p> <p>(a) 選任或解任董事；</p> <p>(b) 變更章程；</p> <p>(c) (i)公司解散、合併或分割；(ii) 締結、變更或終止關於公司出租全部營業、委託經營或與他人經常共同經營之協議；(iii)讓與公司全部或主要部分營業或財產；(iv)取得或受讓他人全部營業或財產而對公司營運有重大影響者；</p> <p>(d) 解除董事所為之與公司業務範圍相同行為之競業禁止；</p>	<p>1. 依據修正後檢查表，修訂本條之規定。</p> <p>2. 因新增第(f)項，調整原第(f)項之條次。</p> <p>3. 因「私募」一詞已於第 1 條中定義，故該名詞之英文應以大寫顯示。</p>

<p>(e) <u>以發行新股之方式分派公司全部或部分盈餘</u></p> <p>(f) <u>以發行新股或現金之方式，分派資本公積；及</u></p> <p>(g) <u>公司私募發行具股權性質之有價證券。</u></p>	<p>(e) <u>依本章程第 35 條規定，以發行新股或以法定公積、資本公積或其他金額撥充資本之方式分派全部或部分盈餘；及</u></p> <p>(f) <u>公司私募發行具股權性質之有價證券。</u></p>	
<p>17.4 <u>章程之內容不得妨礙任何股東於決議之日起三十日內向有管轄權之法院提起訴訟，就股東會召集程序有瑕疵或決議方式有瑕疵之決議尋求適當救濟。因前述事項所生之爭議並得以臺灣北地方法院為管轄法院。</u></p>	<p>17.4 <u>章程之內容不得妨礙任何股東於決議之日起三十日內向有管轄權之法院提起訴訟，就股東會召集程序有瑕疵或決議方式有瑕疵之決議尋求適當救濟。因前述事項所生之爭議並得以臺灣北地方法院為第一審管轄法院。</u></p>	<p>依據修正後檢查表，修訂本條之規定。</p>
<p>18.1 <u>在不影響其股份所附有任何權利或限制下，每一親自出席或委託代理人出席之自然人股東，或經由其合法授權之代表人親自出席或委託代理人出席之法人或其他非自然人股東，就其所持有的每一股份均有一表決權。股東係為他人持有股份時，該股東得分別行使表決權。其分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其他事項應遵循<u>公開發行公司規則</u>之規定。</u></p>	<p>18.1 <u>在不影響其股份所附有任何權利或限制下，每一親自出席或委託代理人出席之自然人股東，或經由其合法授權之代表人親自出席或委託代理人出席之法人或其他非自然人股東，就其所持有的每一股份均有一表決權。</u></p>	<p>依據修正後檢查表，修訂本條之規定。</p>

<p>18.4 董事會得決定股東於股東會之表決權得以書面投票或電子方式行使之，惟股東會於中華民國境外召開者，或依<u>公開發行公司規則</u>之要求，公司應使股東得以書面投票或電子方式行使表決權。如表決權得以書面投票或電子方式行使時，行使表決權之方式應載明於寄發予股東之股東會通知。股東擬以書面投票或電子方式行使其表決權者，應於股東會開會二日前將其投票指示送達於公司。<u>投票指示有重複時，以最先送達者為準，但股東於後送達之投票指示中以書面聲明撤銷先前投票指示者，不在此限。</u>股東依前開規定以書面投票或電子方式行使其於股東會之表決權時，視為委託主席為其代理人依其書面或電子文件指示之方式行使表決權。作為代理人之主席就未記載於書面或電子文件之事項及／或對原議案之修正，於該次股東會不得行使該股東之表決權。就該次股東會之臨時動議及／或原議案之修正，此等股東視為放棄行使表決權。</p>	<p>18.4 董事會得決定股東於股東會之表決權得以書面投票或電子方式行使之，惟股東會於中華民國境外召開者，公司應使股東得以書面投票或電子方式行使表決權。如表決權得以書面投票或電子方式行使時，行使表決權之方式應載明於寄發予股東之股東會通知。股東擬以書面投票或電子方式行使其表決權者，應於股東會開會五日前將其投票指示送達於公司。股東依前開規定以書面投票或電子方式行使其於股東會之表決權時，視為委託主席為其代理人依其書面或電子文件指示之方式行使表決權。作為代理人之主席就未記載於書面或電子文件之事項及／或對原議案之修正，於該次股東會不得行使該股東之表決權。就該次股東會之臨時動議及／或原議案之修正，此等股東視為放棄行使表決權。</p>	<p>依據修正後檢查表，修訂本條之規定。</p>
<p>18.5 倘股東擬以書面投票或電子方式行使</p>	<p>18.5 倘股東擬以書面投票或電子方式行使</p>	<p>依據修正後檢查表，修訂本條之規定。</p>

<p>表決權並已依第 18.4 條之規定向公司送達其投票指示後，欲親自出席股東會者，至遲應於股東會開會前二日，以與先前投票指示依第 18.4 條送達公司相同之方式（如快遞、掛號郵件或電子方式，依其適用情形），另向公司送達其欲撤銷先前投票指示之個別通知。倘股東逾期撤銷者，仍以書面或電子方式行使之表決權為準。</p>	<p>表決權並已依本章程第 18.4 條之規定向公司送達其投票指示後，欲親自出席股東會者，至遲應於股東會開會前二日，以與先前投票指示依本章程第 18.4 條送達公司相同之方式（如快遞、掛號郵件或電子方式，依其適用情形），另向公司送達其欲撤銷先前投票指示之個別通知。倘股東逾期撤銷其投票決定者，仍以書面或電子方式行使之表決權為準。</p>	
<p>19.3 倘股東以書面或電子方式行使表決權，並以委託書委託代理人出席股東會，以受託代理人出席行使之表決權為準。股東已以委託書委託代理人出席股東會後，如欲親自出席股東會或以書面或電子方式行使表決權者，應至遲於股東會二日前以書面向公司為撤銷委託書委託代理人之通知。如股東未於所定期間前撤銷其委託者，以委託書委託代理人出席行使之表決權為準。</p>	<p>19.3 倘股東以書面或電子方式行使表決權，並以委託書委託代理人出席股東會，以受託代理人出席行使之表決權為準。</p>	<p>依據修正後檢查表，修訂本條之規定。</p>
<p>22.3 <u>董事以股份設定質權超過最近一次選任當時所持有之公司股份數額二分之一時，其超過部分無表決權，亦不計</u></p>	<p>本條新增。</p>	<p>依據修正後檢查表，新增本條。</p>

<p>入股股東已出席股東之表決權數，惟應計入計算股東出席人數時之股份數。</p>		
<p>25.2 <u>獨立董事與非獨立董事應一併進行選舉，且該選舉應依投票制度採用累積投票制，每一股東得行使之投票權數為其所持之股份乘以應選出董事人數（包含獨立董事及非獨立董事）之數目（以下稱「特別投票權」），任一股東行使之特別投票權總數得由該股東依其選票所載，集中選舉一名董事/獨立董事候選人，或分配選舉數名董事/獨立董事候選人。與董事應選人數相當獲得最多選票之候選人，當選為董事。</u></p>	<p>25.2 董事之選舉應依投票制度採用累積投票制，每一股東得行使之投票權數為其所持之股份乘以應選出董事人數之數目（以下稱「特別投票權」），任一股東行使之特別投票權總數得由該股東依其選票所載，集中選舉一名董事候選人，或分配選舉數名董事候選人。與董事應選人數相當獲得最多選票之候選人，當選為董事。</p>	<p>依據中華民國證券交易法第14條之2及相關辦法的規定，公開發行公司就獨立董事之選舉，應採行候選人提名制度。為反映該等規定，修訂本條之規定。</p>
<p>25.5 <u>法人為股東時，得由其代表人依據本章程之規定當選為公司之董事。代表人有數人時，得分別當選。</u></p>	<p>本條新增。</p>	<p>依據修正後檢査表，新增本條。</p>
<p>25.6 <u>公司得隨時以重慶決議解除任何董事，不論有無指派另一董事取代之。</u></p>	<p>25.5 董事執行業務，有重大損害公司之行為或違反法令或章程之重大事項，股</p>	<p>1. 因新增第25.5條，調整本條條次。 2. 依據修正後檢査表，修訂本條之規定。</p>

<p><u>於原董事任期尚未屆滿前，股東得於股東會依據本章程第 25.2 條所定之方式全面改選董事。如股東會未決議原董事於任期屆滿始為解任者，全體原董事之任期應視為於改選之日或任何其他經股東會決議之日屆滿。前述改選應有代表已發行股份總數過半數之股東親自出席或委託他人出席。</u></p>	<p>東會未為重度決議將其解任者，得由持有公司已發行股份總數百分之三以上股份之股東，於股東會後三十日內訴請法院裁判解任之，並得以臺灣臺北地方法院為第一審管轄法院。</p>	
<p><u>25.7 董事執行業務，有重大損害公司之行為或違反法令或章程之重大事項，股東會未為重度決議將其解任者，得由持有公司已發行股份總數百分之三以上股份之股東，於股東會後三十日內訴請法院裁判解任之，並得以臺灣臺北地方法院為管轄法院。</u></p>	<p><u>25.6 董事執行業務，有重大損害公司之行為或違反法令或章程之重大事項，股東會未為重度決議將其解任者，得由持有公司已發行股份總數百分之三以上股份之股東，於股東會後三十日內訴請法院裁判解任之，並得以臺灣臺北地方法院為第一審管轄法院。</u></p>	<p>1. 因新增第 25.5 條，調整本條條次。 2. 依據修正後檢査表，修訂本條之規定。</p>
<p><u>28.7 縱本章程第 28 條有相反規定，董事如對董事會議討論之事項，有自身利害關係者，該董事應於相關董事會說明其自身利害關係之性質及重要內容。</u></p>	<p>本條新增。</p>	<p>依據修正後檢査表，新增本條。</p>
<p><u>28.8 縱本章程第 28 條有相反規定，董事就其有利害關係之董事會議案，如該利害關係與公司利益相衝突致有害於公司利益之虞者，不得行使表決權或代理其他董事行使表決權。前述不得行</u></p>	<p><u>28.7 縱本章程第 28 條有相反規定，董事就其有利害關係之董事會議案，如該利害關係與公司利益相衝突致有害於公司利益之虞者，不得行使表決權或代理其他董事行使表決權。前述不得行</u></p>	<p>因新增第 28.7 條，調整本條條次。</p>

<p>使投票權之董事，不算入已出出席董事之表決權數。</p>	<p>使投票權之董事，不算入已出出席董事之表決權數。</p>
<p>32 董事報酬 董事報酬由董事會參考薪資報酬委員會之建議（僅適用於薪資報酬委員會設置後）、其他同業水準決定，且不論公司盈虧均應支付。因往返董事會、董事會下之委員會或與董事會相關或為董事一般職務而適當支出之差旅費、住宿費及其他費用，董事得請求支付。董事有權依本章程、公開發行公司規則、服務協議或其他與公司簽訂之相似契約，享有公司之盈餘分派。</p>	<p>32 董事報酬 董事報酬由董事會參考其他同業水準決定，且不論公司盈虧均應支付。因往返董事會、董事會下之委員會、公司股東會或與公司業務相關或為董事一般職務而適當支出之差旅費、住宿費及其他費用，董事得請求支付。董事有權依本章程、開曼公司法、公開發行公司規則、服務協議或其他與公司簽訂之相似契約，享有公司之盈餘分派。</p>
<p>34.1 本公司屬精品裝潢業，企業生命週期正值業務擴充追求穩定成長階段，考量公司整體發展、財務規劃、資金需求及產業景氣及前景等相關因素，並確保維護股東權益，本公司未來股利之發放應採取保守穩健之股利發放政策。於不違反開曼公司法、本章程第12.4(a)條及本章程規定，且除任一份所附之權利另有規定外，公司得依董事會決議通過，並經股東常會普通</p>	<p>34.1 本公司屬精品裝潢業，企業生命週期正值業務擴充追求穩定成長階段，考量公司整體發展、財務規劃、資金需求及產業景氣及前景等相關因素，並確保維護股東權益，本公司未來股利之發放應採取保守穩健之股利發放政策。於不違反開曼公司法、本章程第12.4(a)條及本章程規定，且除任一份所附之權利另有規定外，公司得依董事會決議通過，並經股東常會普通</p>

基於公司實際需要，公司修訂本條文，以使公司得配發現金紅利予從屬公司員工。

決議通過之盈餘分派議案分派盈餘。如有盈餘，於擬訂該盈餘分派議案時，董事會應就每會計年度提撥盈餘作為：(i) 支付相關會計年度之稅捐；(ii) 彌補歷年虧損；(iii) 主管機關依公開發行公司規則要求提撥之特別盈餘公積。在不違反開曼公司法之情形下，於合併歷年累積未分配盈餘，且由董事會依本章程第 34.5 條規定，於每會計年度為發展目的而提撥適宜之特定數額作為準備金後，剩餘數額經股東同意後依下列次序及方式分派之：

- (a) 員工紅利不低於 0.2%；
- (b) 董事酬勞不低於 5%；且
- (c) 股東股利不低於 50%，且現金股利不低於股利總額之 10%。

股東股利及員工紅利之分配依董事會決定得以現金或股票方式或現金搭配股票方式分配。董事會得視當年度實際獲利及營運狀況調整現金股利之發放比例。員工紅利以股票方式分配時，符合一定條件之從屬公司員工得受股票紅利及現金紅利之分配。公司就未分派之股息及紅利概不支付利息。

決議通過之盈餘分派議案分派盈餘。如有盈餘，於擬訂該盈餘分派議案時，董事會應就每會計年度提撥盈餘作為：(i) 支付相關會計年度之稅捐；(ii) 彌補歷年虧損；(iii) 主管機關依公開發行公司規則要求提撥之特別盈餘公積。在不違反開曼公司法之情形下，於合併歷年累積未分配盈餘，且由董事會依本章程第 34.5 條規定，於每會計年度為發展目的而提撥適宜之特定數額作為準備金後，剩餘數額經股東同意後依下列次序及方式分派之：

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<p>34.4 在不違反<u>本章程第 34.1 條及開曼公司法</u>之情形下，董事會得決定全部或部分之股利或其他分派以特定資產為之（得為他公司之股份、債券或有價證券），或以其中一種或多種方式支付，惟 (a) (i) 其分派之財產及抵充之數額應經股東會議，且 (ii) 應取得收受財產股東之同意，以及 (b) 分派財產之價值及抵充之數額，應於董事會提呈股東會議前經<u>中華民國會計師</u>查核簽證。倘此一分派方式有所困難，董事會得以其認為便捷之方式解決，並得依其所確定之價值向股東支付現金，以調整所有股東的權利，並得就特定資產設立信託。</p>	<p>34.4 董事會得決定全部或部分之股利或其他分派以特定資產為之（得為他公司之股份、債券或有價證券），或以其中一種或多種方式支付；倘此一分派方式有所困難，董事會得以其認為便捷之方式解決，並得依其所確定之價值向股東支付現金，以調整所有股東的權利，並得就特定資產設立信託。</p>	<p>依據修正後檢查表，修訂本條之規定。</p>
<p>36.4 以低於實際買回股份之平均價格轉讓庫藏股予公司及／或從屬公司員工之議案，應經最近一次股東會特別決議通過，並於股東會之開會通知中載明公開發行公司規則所要求之事項，不得以臨時動議提出。歷次股東會通過且已轉讓予公司及從屬公司員工之庫藏股數，累計不得超過已發行並流</p>	<p>36.4 以低於實際買回股份之平均價格轉讓庫藏股予公司及／或從屬公司員工之議案，應經最近一次股東會特別決議通過，並於股東會之開會通知中載明公開發行公司規則所要求之事項，不得以臨時動議提出。歷次股東會通過且已轉讓予公司及從屬公司員工之庫藏股數，累計不得超過已發行並流</p>	<p>依據修正後檢查表，修訂本條之規定。</p>

<p>通在外股份總數之 5%，且單一員工之認購股數累計不得超過已發行並流通在外股份總數之 0.5%。<u>公司得禁止該等員工於一定期間內轉讓該等庫藏股，惟該等禁止轉讓之期間不得超過兩年。</u></p>	<p>通在外股份總數之 5%，且單一員工之認購股數累計不得超過已發行並流通在外股份總數之 0.5%。</p>	
<p>39.1 <u>公司應依公開發行公司規則之規定，經董事會決議設置至少由三名成員組成之薪資報酬委員會，且成員中之一人須為獨立董事。薪資報酬委員會成員須為獨立董事。薪資報酬委員會成員之專業資格、薪資報酬委員會之職權及其他相關事項，應符合公開發行公司規則之規定。</u>於設置薪資報酬委員會時，董事會應以決議通過符合公開發行公司規則之薪資報酬委員會組織規程。</p>	<p>39.1 公司應經董事會決議設置至少由三名成員組成之薪資報酬委員會，且成員中之一人須為獨立董事。於設置薪資報酬委員會時，董事會應以決議通過符合公開發行公司規則之薪資報酬委員會組織規程。</p>	<p>依據修正後檢查表，修訂本條之規定。</p>
<p>39.2 <u>本章程第 39.1 條所稱之薪資報酬應包括公司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>本條新增。</p>	<p>依據修正後檢查表，新增本條之規定。</p>
<p>42.1 除因其自身之詐欺、故意行為所致者（如有）外，公司應以公司資產賠償公司董事（下稱「被補償人」），因執行或不執行其職務所生之責任、訴訟、程序、主張、請求、成本、損害</p>	<p>42.1 除因其自身之詐欺、故意行為所致者（如有）外，公司應以公司資產賠償公司董事（下稱「被補償人」），因執行或不執行其職務所生之責任、訴訟、程序、主張、請求、成本、損害</p>	<p>依據修正後檢查表，修訂本條之規定。</p>

<p>賠償或費用（包括律師費）。除因其自身之詐欺、重大過失或故意行為或違反本章程第 42.3 條所定之義務所致者外，被補償人就其執行職務直接或間接導致公司所受之損失或損害，被補償人毋須負責。本章程所述詐欺、重大過失或故意行為須以有管轄權法院所為裁決為準。</p>	<p>賠償或費用（包括律師費）。除因其自身之詐欺、重大過失或故意行為所致者外，被補償人就其執行職務直接或間接導致公司所受之損失或損害，被補償人毋須負責。本章程所述詐欺、重大過失或故意行為須以有管轄權法院所為裁決為準。</p>	
<p>42.3 <u>於不影響公司董事依開曼群島普通法及開曼公司法對公司所負義務之情形下，董事於執行公司之業務經營時，應對公司負忠實義務並(但不限於)盡善良管理人之注意義務，如有違反致公司受有損害者，應負損害賠償責任。該等違反上開規定之行為若係為自己或他人所為時，股東會得以普通決議，將董事因該行為之所得視為公司之所得。公司之董事於其執行業務經營時，如有違反適用法律及/或命令致他人受有損害時，對他人應與公司負連帶賠償之責。</u></p>	<p>本條新增。</p>	<p>依據修正後檢查表，新增本條之規定。</p>
<p>42.4 <u>經授權以經理人身份代表公司之公司經理人，於執行公司職務時，應對公司及他人負與公司董事相同之損害賠償</u></p>	<p>本條新增。</p>	<p>依據修正後檢查表，新增本條之規定。 有關新增之第 42.3 及 42.4 條規定，開曼律師提請公司注意以下事項：</p>

償責任。

「請注意該等條文係相當概括性之規定，因為一些不確定因素，我們無法肯定這些條文得否執行。例如違反該等條文之情況，是否須由法院為終局確認？以及如何認定行為之所得（及其期間等）？亦請注意該等條文並未限縮董事之義務，董事仍受其他許多法規、普通法及忠實義務之規範，我們建議刪除該等條文。」

亦請注意董事於開曼群島法律下所負對於其公司之義務，得劃分為普通法下之義務，一方面即專業義務、注意義務與勤勉義務，另一方面即為忠實義務。然而董事亦負有其他許多法定義務，在特定情形下，董事可能對第三人（例如債權人）負有義務，一旦公司無清償能力或有「無清償能力之虞」，董事須於履行其義務時，考量債權人之利益。

然而，因為公司章程僅係公司與股東之間的協議，董事並非公司章程之當事人，故任何因董事違反其義務而對董事主張損害賠償之權利，須於公司與董事之間的服務合約中規定之。

在開曼群島法律下，一般而言，經理人或監察人並未對公司或股東負有與公司董事相同之義務，但倘經理人或監察人經授權以高階主管身分代表公司而行為時，則可能須負與公司董事相同之義務。為杜疑義，開曼公司一般均於其與經理人或監察人之聘僱合

		<p>約中規範其對公司及股東應負之義務及其責任。</p> <p>再次重申，因為公司章程僅係公司與股東之間的協議，經理人或監察人並非公司章程之當事人，故任何因經理人或監察人違反其義務而對經理人或監察人主張損害賠償之權利，須於公司與經理人及公司與監察人之間的聘僱合約中，分別規定之。」</p>
<p><u>42.5</u> 董事會得代表公司為其董事或經理人就與本公司有關之董事或經理人行為所生之過失、違約、違反職責或背信等責任購買保險或續保。</p>	<p><u>42.3</u> 董事會得代表公司為其董事或經理人就與本公司有關之董事或經理人行為所生之過失、違約、違反職責或背信等責任購買保險或續保。</p>	<p>因新增第 42.3 條及 42.4 條，調整本條條次。</p>
<p>46 <u>訟及非訴訟代理人</u> <u>於股份於櫃買中心上櫃期間，公司應依公開發行公司規則指派訴訟及非訴訟代理人，使其擔任公司在中華民國境內之中華民國證券交易法下的公司負責人。公司之訴訟及非訴訟代理人應為自然人，且於中華民國境內應有居所或住所。</u></p>	<p>本條新增。</p>	<p>依據修正後檢査表，新增本條之規定。</p>

附件七：「取得或處分資產處理程序」修訂對照表

Redwood Group Ltd
取得或處分資產處理程序
修訂對照表

修正後	修正前	修正原因
<p>第四條：法令依據 (刪除本項)</p> <p>(刪除本項)</p> <p>七、所稱「最近期財務報表」係指公司於取得或處分資產前依法公開經會計師查核簽證或核閱之財務報表。</p>	<p>第四條：名詞定義</p> <p>七、大陸地區投資：指依經濟部投資審議委員會在大陸地區從事投資或技術合作許可辦法規定從事之大陸投資。</p> <p>八、所稱「一年內」係以本次取得或處分資產之日為基準，往前追溯推算一年，已公告部份免再計入。</p> <p>九、所稱「最近期財務報表」係指公司於取得或處分資產前依法公開經會計師查核簽證或核閱之財務報表。</p>	<p>配合法令修改。</p>
<p>第七條：取得或處分不動產或固定資產之處理程序</p> <p>四、不動產或其他固定資產估價報告</p> <p>本公司取得或處分不動產或其他固定資產，除與政府機構交易、自地委建、租地委建，或取得、處分供營業使用之機器設備外，交易金額達公司實收資本額百分之二十或新台幣三億元以上者，應於事實發生日前<u>先取得專業估價者</u>出具之估價報告，並符合下列規定：</p>	<p>第七條：取得或處分不動產或固定資產之處理程序</p> <p>四、不動產或其他固定資產估價報告</p> <p>本公司取得或處分不動產或其他固定資產，除與政府機構交易、自地委建、租地委建，或取得、處分供營業使用之機器設備外，交易金額達公司實收資本額百分之二十或新台幣三億元以上者，應先取得專業估價者出具之估價報告，並符合下列規定：</p>	<p>配合法令修改。</p>

修正後	修正前	修正原因
<p>(三)專業估價者之估價結果有下列情形之一，<u>除取得資產之估價結果均高於交易金額，或處分資產之估價結果均低於交易金額外</u>，應洽請會計師依會計研究發展基金會所發布之審計準則公報第二十號規定辦理，並對差異原因及交易價格之允當性表示具體意見：</p> <p>(四)專業估價者出具報告日期與契約成立日期不得逾三個月。但如其適用同一期公告現值且未逾六個月，得由原專業估價者出具意見書。</p> <p>(六)<u>前述交易金額之計算，應依第十四條第一項第五款規定辦理，且所稱一年內係以本次取得或處分資產之事實發生日為基準，往前追溯推算一年，已取得專業估價者出具之估價報告或會計師意見部份免再計入。</u></p>	<p>(三)專業估價者之估價結果有下列情形之一者，應洽請會計師依會計研究發展基金會所發布之審計準則公報第二十號規定辦理，並對差異原因及交易價格之允當性表示具體意見：</p> <p>(四)契約成立日前估價者，出具報告日期與契約成立日期不得逾三個月。但如其適用同一期公告現值且未逾六個月者，得由原專業估價者出具意見書。</p>	

修正後	修正前	修正原因
<p>第八條：取得或處分有價證券投資處理程序</p> <p>二、交易條件及授權額度之決定程序</p> <p>(一)於集中交易市場或證券商營業處所為之有價證券買賣，應於事實發生日前<u>先取具標的公司最近期經會計師查核簽證或核閱之財務報表作為評估交易價格之參考</u>，並由負責單位依市場行情研判決定之，其金額在新台幣伍仟萬元(含)以下者，依核決權限表呈至董事長核准；金額超過新台幣伍仟萬元者，須提經董事會通過後始得為之。</p> <p>(二)非於集中交易市場或證券商營業處所為之有價證券買賣，應於事實發生日前<u>先取具標的公司最近期經會計師查核簽證或核閱之財務報表作為評估交易價格之參考</u>，考量其每股淨值、獲利能力及未來發展潛力等，其金額在新台幣伍仟萬元(含)以下者，依核決權限表呈至董事長核准；金額超過新台幣伍仟萬元者，須提經董事會通過後始得為之。</p> <p>四、取得專家意見</p> <p>(一)本公司取得或處分有價證券交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應於事實發生日前洽請會計師就交易價格之合理性表示意見，<u>會計師若需採用專家報告者，應依會計研究發展基金會所發布之審計準則公報第二十號規定辦理</u>。但該有價證券具活絡</p>	<p>第八條：取得或處分有價證券投資處理程序</p> <p>二、交易條件及授權額度之決定程序</p> <p>(一)於集中交易市場或證券商營業處所為之有價證券買賣，應由負責單位依市場行情研判決定之，其金額在新台幣伍仟萬元(含)以下者，依核決權限表呈至董事長核准；金額超過新台幣伍仟萬元者，須提經董事會通過後始得為之。</p> <p>(二)非於集中交易市場或證券商營業處所為之有價證券買賣，應先取具標的公司最近期經會計師查核簽證或核閱之財務報表作為評估交易價格之參考，考量其每股淨值、獲利能力及未來發展潛力等，其金額在新台幣伍仟萬元(含)以下者，依核決權限表呈至董事長核准；金額超過新台幣伍仟萬元者，須提經董事會通過後始得為之。</p> <p>四、取得專家意見</p> <p>(一)本公司取得或處分有價證券交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應洽請會計師就交易價格之合理性表示意見。但該有價證券具活絡市場之公開報價或行政院金融監督管理委員會另有規定者，不在此限。</p>	<p>配合法令修改。</p>

修正後	修正前	修正原因
<p>市場之公開報價或行政院金融監督管理委員會(以下簡稱金管會)另有規定者，不在此限。</p> <p><u>(三)前述交易金額之計算，應依第十四條第一項第五款規定辦理，且所稱一年內係以本次取得或處分資產之事實發生日為基準，往前追溯推算一年，已取得專業估價者出具之估價報告或會計師意見部份免再計入。</u></p> <p>五、<u>本公司不得放棄對 Redwood Interior Pte Ltd 未來各年度之增資，Redwood Interior Pte Ltd 亦不得放棄對 Redwood Furniture Sdn. Bhd. 未來各年度之增資。</u></p> <p>六、<u>未來若本公司因策略聯盟考量或其他經財團法人中華民國證券櫃檯買賣中心同意者，而須放棄對 Redwood Interior Pte Ltd 及 Redwood Furniture Sdn. Bhd.之增資或處分，須經本公司董事會特別決議通過。</u></p>	<p>五、本公司不得放棄對子公司未來各年度之增資。</p> <p>六、未來若有處分子公司，需經本公司董事會特別決議通過。</p>	
<p>第九條：關係人交易之處理程序</p> <p>一、<u>評估及作業程序</u></p> <p>(一)本公司與關係人取得或處分資產，除應依第七條、第八條及第十條處理程序辦理外，尚應依本條規定辦理相關決議程序及評估交易條件合理性等事項。若交易金額達公司總資產百分之十以上者，亦應依前述第七條及第八條規定取得專業估價者出具之估價報告或會計師意見。</p> <p>(二)本公司向關係人取得或處</p>	<p>第九條：向關係人取得不動產之處理程序</p> <p>一、本公司向關係人購買或交換而取得不動產，除依第七條取得不動產處理程序辦理外，尚應依以下規定辦理相關決議程序及評估交易條件合理性等事項。</p> <p>二、<u>評估及作業程序</u></p>	<p>配合法令修改。</p>

修正後	修正前	修正原因
<p><u>分不動產，或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者，應將下列資料，提交董事會通過後，始得簽訂交易契約及支付款項：</u></p> <ol style="list-style-type: none"> 1.取得或處分資產之目的、必要性及預計效益。 2.選定關係人為交易對象之原因。 3.向關係人取得不動產，依本條第二項第(一)款及(四)款規定評估預定交易條件合理性之相關資料。 4.關係人原取得日期及價格、交易對象及其與公司和關係人之關係等事項。 5.預計訂約月份開始之未來一年各月份現金收支預測表，並評估交易之必要性及資金運用之合理性。 6.依前條規定取得之專業估價者出具之估價報告，或會計師意見。 7.本次交易之限制條件及其他重要約定事項。 <p><u>前述交易金額之計算，應依第十四條第一項第五款規定辦理，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依規定提交董事會通過部份免再計入。</u></p> <p><u>本公司與子公司間，取得或處分供營業使用之機器設備，董事會得授權董</u></p>	<p>本公司向關係人取得不動產，應將下列資料，提交董事會通過後，始得為之：</p> <ol style="list-style-type: none"> (一)取得不動產之目的、必要性及預計效益。 (二)選定關係人為交易對象之原因。 (三)依本條第三項第(一)款及(四)款規定評估預定交易條件合理性之相關資料。 (四)關係人原取得日期及價格、交易對象及其與公司和關係人之關係等事項。 (五)預計訂約月份開始之未來一年各月份現金收支預測表，並評估交易之必要性及資金運用之合理性。 (六)本次交易之限制條件及其他重要約定事項。 	

修正後	修正前	修正原因
<p><u>事長在一定額度內先行決行，事後再提報最近期之董事會追認。</u></p> <p>二、交易成本之合理性評估</p> <p>(三)本公司向關係人取得不動產，依本條第二項第(一)款及第(二)款規定評估不動產成本，並應洽請會計師複核及表示具體意見。</p> <p>(四)本公司向關係人取得不動產依本條第二項第(一)、(二)款規定評估結果均較交易價格為低時，應依本條第二項第(五)款規定辦理。但如因下列情形，並提出客觀證據及取具不動產專業估價者與會計師之具體合理性意見者，不在此限：</p> <p>(五)本公司向關係人取得不動產，如經按本條第二項第(一)、(二)款規定評估結果均較交易價格為低者，應辦理下列事項：</p> <p>3.應將本條第二項第(五)款第1點及第2點處理情形提報股東會，並將交易詳細內容揭露於年報及公開說明書。</p> <p>(六)本公司向關係人取得不動產，有下列情形之一者，應依本條第一項及第二項有關評估及作業程序規定辦理即可，不適用本條第二項(一)、(二)、(三)款有關交易成本合理性之評估規定：</p> <p>(七)本公司向關係人取得不動產，若有其他證據顯示交易有不合營業常規之情事者，亦應依本條第二</p>	<p>三、交易成本之合理性評估</p> <p>(三)本公司向關係人取得不動產，依本條第三項第(一)款及第(二)款規定評估不動產成本，並應洽請會計師複核及表示具體意見。</p> <p>(四)本公司向關係人取得不動產依本條第三項第(一)、(二)款規定評估結果均較交易價格為低時，應依本條第三項第(五)款規定辦理。但如因下列情形，並提出客觀證據及取具不動產專業估價者與會計師之具體合理性意見者，不在此限：</p> <p>(五)本公司向關係人取得不動產，如經按本條第三項第(一)、(二)款規定評估結果均較交易價格為低者，應辦理下列事項：</p> <p>3.應將本條第三項第(五)款第1點及第2點處理情形提報股東會，並將交易詳細內容揭露於年報及公開說明書。</p> <p>(六)本公司向關係人取得不動產，有下列情形之一者，應依本條第一項及第二項有關評估及作業程序規定辦理即可，不適用本條第三項(一)、(二)、(三)款有關交易成本合理性之評估規定：</p> <p>(七)本公司向關係人取得不動產，若有其他證據顯示交易有不合營業常規之情事者，亦應依本條第三項第</p>	

修正後	修正前	修正原因
<p>項第(五)款規定辦理。</p> <p>第十條：取得或處分會員證或無形資產之處理程序</p> <p>三、會員證或無形資產之專家評估意見報告</p> <p>(三)本公司取得或處分會員證或無形資產之交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師並應依會計研究發展基金會所發布之審計準則公報第二十號規定辦理。</p> <p>(四)前述交易金額之計算，應依第十四條第一項第五款規定辦理，且所稱一年內係以本次取得或處分資產之事實發生日為基準，往前追溯推算一年，已取得專業估價者出具之估價報告或會計師意見部份免再計入。</p>	<p>(五)款規定辦理。</p> <p>第十條：取得或處分會員證或無形資產之處理程序</p> <p>三、會員證或無形資產之專家評估意見報告</p> <p>(三)本公司取得或處分會員證或無形資產之交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應洽請會計師就交易價格之合理性表示意見，會計師並應依會計研究發展基金會所發布之審計準則公報第二十號規定辦理。</p>	<p>配合法令修改。</p>
<p>第十三條：辦理合併、分割、收購或股份受讓之處理程序</p> <p>二、其他應行注意事項</p> <p>(一)董事會日期：</p> <p>3.重要書件及議事錄：包括合併、分割、收購或股份受讓計畫，意向書或備忘錄、重要契約及董事會議事錄等書件。參與合併、分割、收購或股份受讓之上市或股票在證券商營業處所買賣之公司，應於董事會決議通過之即日起算二日內，將前項第一款及第二款資料，依規定格式以網際網路資訊系統申報主管機關或其指定機構</p>	<p>第十三條：辦理合併、分割、收購或股份受讓之處理程序</p> <p>二、其他應行注意事項</p> <p>(一)董事會日期：</p> <p>3.重要書件及議事錄：包括合併、分割、收購或股份受讓計畫，意向書或備忘錄、重要契約及董事會議事錄等書件。參與合併、分割、收購或股份受讓之上市或股票在證券商營業處所買賣之公司，應於董事會決議通過之日起二日內，將前項第一款及第二款資料，依規定格式以網際網路資訊系統申報主管機關或其指定機構備查。</p>	<p>配合法令修改。</p>

修正後	修正前	修正原因
備查。		
<p>第十四條：資訊公開揭露程序</p> <p>一、<u>本公司取得或處分資產，有下列情形者，應按性質依規定格式，於事實發生之日起算二日內將相關資訊於金管會指定網站辦理公告申報：</u></p> <p>(一)<u>向關係人取得或處分不動產，或與關係人為取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上。但買賣公債或附買回、賣回條件之債券，不在此限。</u></p> <p>(本款刪除)</p> <p>(二)進行合併、分割、收購或股份受讓。</p> <p>(三)從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。</p> <p>(四)除前三款以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新台幣三億元以上者。但下列情形不在此限：</p> <p>6.以自地委建、<u>租地委建、合建分屋、合建分成、合建分售</u>方式取得不動產，公司預計投入之交易金額未達新台幣五億元以上。</p> <p>(五)前述第四款交易金額之計算方式如下，且所稱一</p>	<p>第十四條：資訊公開揭露程序</p> <p>一、應公告申報項目及公告申報標準</p> <p>(一)向關係人取得不動產。</p> <p>(二)從事大陸地區投資。</p> <p>(三)進行合併、分割、收購或股份受讓。</p> <p>(四)從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。</p> <p>(五)除前四款以外之資產交易或金融機構處分債權，其交易金額達公司實收資本額百分之二十或新台幣三億元以上者。但下列情形不在此限：</p> <p>6.以自地委建、合建分屋、合建分成、合建分售方式取得不動產，公司預計投入之交易金額未達新台幣五億元以上。</p> <p>(六)前述第五款交易金額之計算方式如下，且所稱</p>	<p>配合法令修改。</p>

修正後	修正前	修正原因
<p>年內係以本次取得或處分資產之事實發生為基準，往前追溯推算一年，已依規定公告部分免再計入。</p> <p>二、辦理公告及申報之時限 本公司取得或處分資產，具有本條第一項應公告項目且交易金額達本條應公告申報標準者，應於事實發生之<u>即日起算二日</u>內辦理公告申報。</p> <p>三、公告申報程序 (五)本公司依前條規定公告申報之交易後，有下列情形之一者，應於事實發生之<u>即日起算二日</u>內將相關資訊於本會指定網站辦理公告申報： 1.原交易簽訂之相關契約有變更、終止或解除情事。 2.合併、分割、收購或股份受讓未依契約預定日程完成。 3.原公告申報內容有變更。</p>	<p>一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依規定公告部分免再計入。</p> <p>二、辦理公告及申報之時限 本公司取得或處分資產，具有本條第一項應公告項目且交易金額達本條應公告申報標準者，應於事實發生之日起二日內辦理公告申報。</p> <p>三、公告申報程序 (五)本公司依前條規定公告申報之交易後，有下列情形之一者，應於事實發生之日起二日內將相關資訊於本會指定網站辦理公告申報： 1.原交易簽訂之相關契約有變更、終止或解除情事。 2.合併、分割、收購或股份受讓未依契約預定日程完成。</p>	
<p>第十五條：本公司之子公司應依下列規定辦理： 四、子公司之公告申報標準中，所稱「<u>達公司實收資本額百分之二十或總資產百分之十</u>」係以本公司之實收資本額或總資產為準。</p>	<p>第十五條：本公司之子公司應依下列規定辦理： 四、子公司之公告申報標準中，所稱「<u>達公司實收資本額百分之二十</u>」係以本公司之實收資本額為準。</p>	配合法令修改。
(本條刪除)	<p>第十六條：若本公司將來設置審計委員會者，第八條、第九條及第十七條對於審計委員會之獨立董事成員準用之。</p>	本公司已設立審計委員會，相關規定已訂入各條款中，故將本條刪除。
<p>第十六條：實施與修訂</p>	<p>第十七條：實施與修訂</p>	條次變更。

修正後	修正前	修正原因
第十七條：罰則	第十八條：罰則	條次變更。
第十八條：附則	第十九條：附則	條次變更。
第三次修訂日期：2012.06.18		新增修訂日期。

附件八：「董事選舉辦法」修訂對照表

Redwood Group Ltd

董事選舉辦法
修訂對照表

修正後	修正前	修正原因
<p>第 1 條： 為公平、公正、公開選任董事，爰依本公司章程及相關法令規定訂定本辦法。</p>	<p>第 1 條： 為公平、公正、公開選任董事，爰依本公司章程及相關法令規定訂定本程序。</p>	略作文字修訂。
<p>第 2 條： 本公司董事/<u>獨立董事</u>之選任，除法令或章程另有規定者外，應依本辦法辦理。</p>	<p>第 3 條： 本公司董事之選任，除法令或章程另有規定者外，應依本程序辦理。</p>	略作文字修訂。
<p>第 3 條： 本公司董事/<u>獨立董事</u>之選任，應考量董事會之整體配置。董事會成員應普遍具備執行職務所必須之知識、技能及素養，其整體應具備之能力如下： 一、營運判斷能力。 二、會計及財務分析能力。 三、經營管理能力。 四、危機處理能力。 五、產業知識。 六、國際市場觀。 七、領導能力。 八、決策能力。</p>	<p>第 3 條： 本公司董事之選任，應考量董事會之整體配置。董事會成員應普遍具備執行職務所必須之知識、技能及素養，其整體應具備之能力如下： 一、營運判斷能力。 二、會計及財務分析能力。 三、經營管理能力。 四、危機處理能力。 五、產業知識。 六、國際市場觀。 七、領導能力。 八、決策能力。</p>	略作文字修訂。
<p>第 5 條： 本公司董事/<u>獨立董事</u>之選舉採用單記名累積選舉法，每一股份有與應選出董事人數（<u>包含獨立董事和非獨立董事</u>）相同之選舉權，得集中選舉一人，或分開選舉數人。</p>	<p>第 5 條： 本公司董事之選舉採用單記名累積選舉法，每一股份有與應選出董事人數相同之選舉權，得集中選舉一人，或分開選舉數人。</p>	略作文字修訂。
<p>第 6 條： 董事會應製備與應選出董事人數（<u>包含獨立董事和非獨立董事</u>）相同之選舉票，並加填其權數，分發出席股東會之股東，選舉人之記名，得以在選舉票上所印出席證號碼代之。</p>	<p>第 6 條： 董事會應製備與應選出董事人數相同之選舉票，並加填其權數，分發出席股東會之股東，選舉人之記名，得以在選舉票上所印出席證號碼代之。</p>	略作文字修訂。

修正後	修正前	修正原因
第 11 條： 投票完畢後當場開票，開票結果由主席當場宣布董事/ <u>獨立董事</u> 當選名單。	第 11 條： 投票完畢後當場開票，開票結果由主席當場宣布董事當選名單。	略作文字修訂。
第 12 條： 當選之董事/ <u>獨立董事</u> 由本公司董事會發給當選通知書。	第 12 條： 當選之董事由本公司董事會發給當選通知書。	略作文字修訂。
<u>本辦法制訂日期：2010.12.30</u> <u>第二次修訂日期：2012.06.18</u>	辦法制訂日期：2010.12.30	略作文字修訂及增加修訂日期

附件九：「股東會議事規則」修訂對照表

Redwood Group Ltd

股東會議事規則

修訂對照表

修正後	修正前	修正原因
<p>第3條： 本公司股東會除法令另有規定外，由董事會召集之。 股東常會之召集，應編製議事手冊，並於三十日前通知各股東；股東臨時會之召集，應於十五日前通知各股東。</p> <p><u>股份於櫃買中心上櫃期間內，本公司應依章程第16.1條之規定一併公告股東會開會通知書、委託書用紙、議程及有關承認案與討論案(包括但不限於選任或解任董事之議案)等各項議案之資料，並依公開發行公司規則傳輸至公開資訊觀測站。如股東以書面行使表決權者，本公司亦應將前述資料及書面行使表決權用紙，依章程第16.1條之規定併同寄送給股東。董事會並應依公開發行公司規則準備股東會議事手冊和補充資料，寄發予股東或以其他方式供所有股東取得，並傳輸至公開資訊觀測站。</u></p> <p>通知及公告應載明召集事由；其通知經相對人同意者，得以電子方式為之。</p> <p>選任或解任董事、獨立董事、變更章程、公司解散、合併、分割或本公司章程所定之其他不得以臨時動議提出之事項應在召集事由中列舉，不得以臨時動議提出。</p>	<p>第3條： 本公司股東會除法令另有規定外，由董事會召集之。 股東常會之召集，應編製議事手冊，並於三十日前通知各股東，<u>對於持有記名股票未滿一千股股東，得於三十日前以輸入公開資訊觀測站公告方式為之；股東臨時會之召集，應於十五日前通知各股東，對於持有記名股票未滿一千股股東，得於十五日前以輸入公開資訊觀測站公告方式為之。</u></p> <p>(新增本項)</p> <p>通知及公告應載明召集事由；其通知經相對人同意者，得以電子方式為之。</p> <p>選任或解任董事、獨立董事、變更章程、公司解散、合併、分割或本公司章程所定之其他不得以臨時動議提出之事項應在召集事由中列舉，不得以臨時動議提出。</p>	<p>配合公司章程修改。</p>

修正後	修正前	修正原因
<p>持有已發行股份總數百分之一以上股份之股東，得以書面向本公司提出股東常會議案。但以一項為限，提案超過一項者，均不列入議案。<u>另股東所提議案非為股東會所得決議者、提案股東於停止股票過戶時持股未達百分之一、或該議案於公告受理期間外提出者，董事會得不列為議案。</u></p> <p>本公司應於股東常會召開前之停止股票過戶日前公告受理股東之提案、受理處所及受理期間；其受理期間不得少於十日。</p> <p>股東所提議案以三百字為限，超過三百字者，不予列入議案；提案股東應親自或委託他人出席股東常會，並參與該項議案討論。</p> <p>本公司應於股東會召集通知日前，將處理結果通知提案股東，並將合於本條規定之議案列於開會通知。對於未列入議案之股東提案，董事會應於股東會說明未列入之理由。</p>	<p>持有已發行股份總數百分之一以上股份之股東，得以書面向本公司提出股東常會議案。但以一項為限，提案超過一項者，均不列入議案。另股東所提議案有中華民國公司法第 172 條之 1 第 4 項各款情形之一，董事會得不列為議案。</p> <p>本公司應於股東常會召開前之停止股票過戶日前公告受理股東之提案、受理處所及受理期間；其受理期間不得少於十日。</p> <p>股東所提議案以三百字為限，超過三百字者，不予列入議案；提案股東應親自或委託他人出席股東常會，並參與該項議案討論。</p> <p>本公司應於股東會召集通知日前，將處理結果通知提案股東，並將合於本條規定之議案列於開會通知。對於未列入議案之股東提案，董事會應於股東會說明未列入之理由。</p>	
<p>第 4 條： 股東得於每次股東會，出具本公司印發之委託書，載明授權範圍，委託代理人，出席股東會。 一股東以出具一委託書，並以委託一人為限，應於股東會開會五日前送達本公司，委託書有重複時，以最先送達者為準。但聲明撤銷前委託者，不在此限。 委託書送達本公司後，股東欲親自出席股東會者，至遲應於股東會開會二日前，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。</p>	<p>第4條： 股東得於每次股東會，出具本公司印發之委託書，載明授權範圍，委託代理人，出席股東會。 一股東以出具一委託書，並以委託一人為限，應於股東會開會五日前送達本公司，委託書有重複時，以最先送達者為準。但聲明撤銷前委託者，不在此限。 委託書送達本公司後，股東欲親自出席股東會者，至遲應於股東會開會前一日，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。</p>	配合法令修改。
<p>第 6 條： 本公司應設簽名簿供出席股東本人或股東所委託之代理人 (以下稱股東) 簽到，或由出席股東繳交簽到卡</p>	<p>第6條： 本公司應設簽名簿供出席股東本人或股東所委託之代理人 (以下稱股東) 簽到，或由出席股東繳交簽到卡</p>	略作文字修訂。

修正後	修正前	修正原因
以代簽到，並辦理報到手續。	以代簽到。	
<p>第 8 條： 本公司應將股東會之開會過程全程錄音或錄影，並至少保存一年。<u>遇有與股東會召集程序不當或不當通過決議有關之訴訟情事時</u>，應保存至訴訟終結為止。</p>	<p>第8條： 本公司應將股東會之開會過程全程錄音或錄影，並至少保存一年。但經股東依中華民國公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。</p>	略作文字修訂。
<p>第 13 條： 除本公司章程另有規定者外，股東每股有一表決權。 本公司召開股東會時，得採行以書面或電子方式行使其表決權；其以書面或電子方式行使表決權時，其行使方法應載明於股東會召集通知。以書面或電子方式行使表決權之股東，視為<u>委託主席為其代理人依其書面或電子文件指示之方式行使表決權</u>。但就該次股東會之臨時動議及原議案之修正，視為棄權。前項以書面或電子方式行使表決權者，其意思表示應於股東會開會二日前送達公司，意思表示有重複時，以最先送達者為準。但聲明撤銷前意思表示者，不在此限。 股東以書面或電子方式行使表決權後，如欲親自出席股東會者，至遲應於股東會開會二日前以與行使表決權相同之方式撤銷前項行使表決權之意思表示；逾期撤銷者，以書面或電子方式行使之表決權為準。如以書面或電子方式行使表決權並以委託書委託代理人出席股東會者，以委託代理人出席行使之表決權為準。 議案之表決，除本公司章程另有規定外，以出席股東表決權過半數之同意通過之。<u>表決時，應逐案由主席或其指定人員宣佈出席股東之表</u></p>	<p>第 13 條： <u>股</u>除本公司章程另有規定者外，股東每股有一表決權。 本公司召開股東會時，得採行以書面或電子方式行使其表決權；其以書面或電子方式行使表決權時，其行使方法應載明於股東會召集通知。以書面或電子方式行使表決權之股東，視為<u>指派主席代為行使表決權</u>。但就該次股東會之臨時動議及原議案之修正，視為棄權。前項以書面或電子方式行使表決權者，其意思表示應於股東會開會五日前送達公司，意思表示有重複時，以最先送達者為準。但聲明撤銷前意思表示者，不在此限。 股東以書面或電子方式行使表決權後，如欲親自出席股東會者，至遲應於股東會開會前一日以與行使表決權相同之方式撤銷前項行使表決權之意思表示；逾期撤銷者，以書面或電子方式行使之表決權為準。如以書面或電子方式行使表決權並以委託書委託代理人出席股東會者，以委託代理人出席行使之表決權為準。 議案之表決，除本公司章程另有規定外，以出席股東表決權過半數之同意通過之。<u>表決時，應逐案由主席或其指定人員宣佈出席股東之表</u></p>	配合法令及公司章程修改，以及略作文字修訂。

修正後	修正前	修正原因
<p>決權總數後，由股東逐案進行投票表決，並於股東會召開後當日，將股東同意、反對或棄權之結果輸入公開資訊觀測站。</p> <p>(刪除本項)</p> <p>同一議案有修正案或替代案時，由主席併同原案定其表決之順序。如其中一案已獲通過時，其他議案即視為否決，勿庸再行表決。</p> <p>議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。</p> <p>計票應於股東會場內公開為之，表決之結果，應當場報告，並作成紀錄。</p>	<p>決權總數。</p> <p>議案經主席徵詢全體出席股東無異議者，視為通過，其效力與投票表決同；有異議者，應依前項規定採取投票方式表決。</p> <p>除議程所列議案外，股東提出之其他議案或原議案之修正案或替代案，應有其他股東附議。</p> <p>同一議案有修正案或替代案時，由主席併同原案定其表決之順序。如其中一案已獲通過時，其他議案即視為否決，勿庸再行表決。</p> <p>議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。</p> <p>計票應於股東會場內公開為之，表決之結果，應當場報告，並作成紀錄。</p>	
<p>第 14 條： 股東會有選舉董事時，應依<u>相關法令及本公司所訂相關選任規範辦理</u>，並應當場宣布選舉結果。 前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。<u>但遇有與股東會召集程序不當或不當通過決議有關之訴訟情事時</u>，應保存至訴訟終結為止。</p>	<p>第14條： 股東會有選舉董事時，應依本公司所訂相關選任規範辦理，並應當場宣布選舉結果。 前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依中華民國公司法第一百八十九條提起訴訟者，應保存至訴訟終結為止。</p>	略作文字修訂
<p>第 16 條： 徵求人徵得之股數及受託代理人代理之股數，本公司應於股東會開會當日，依規定格式編造之統計表，於股東會場內為明確之揭示。 股東會決議事項，如有屬法令規定或財團法人中華民國證券櫃檯買賣中心規定之重大訊息者，本公司應於規定時間內，將內容傳輸至公開資訊觀測站。</p>	<p>第16條： 徵求人徵得之股數及受託代理人代理之股數，本公司應於股東會開會當日，依規定格式編造之統計表，於股東會場內為明確之揭示。 股東會決議事項，如有屬法令規定之重大訊息者，本公司應於規定時間內，將內容傳輸至公開資訊觀測站。</p>	略作文字修訂
<p>第 18 條： 會議進行時，主席得酌定時間宣布</p>	<p>第18條： 會議進行時，主席得酌定時間宣布</p>	略作文字修訂

修正後	修正前	修正原因
<p>休息，發生不可抗拒之情事時，主席得裁定暫時停止會議，並視情況宣布續行開會之時間，<u>股東會得決議在五日以內延期或續行集會，不適用本公司章程第 16.1 條之規定。</u></p> <p>股東會排定之議程於議事（含臨時動議）未終結前，開會之場地屆時未能繼續使用，得由股東會決議另覓場地繼續開會。</p>	<p>休息，發生不可抗拒之情事時，主席得裁定暫時停止會議，並視情況宣布續行開會之時間。</p> <p>股東會排定之議程於議事（含臨時動議）未終結前，開會之場地屆時未能繼續使用，得由股東會決議另覓場地繼續開會。</p>	
<p><u>第二次修訂日期：2012.06.18</u></p>		<p>增加修訂日期</p>