

# Ventec International Group Co., Ltd.

## (騰輝電子國際集團股份有限公司)

### 2019 年股東常會各項議案參考資料

時間：2019 年 6 月 18 日(星期二)上午 9 時整

地點：台北市內湖區行善路 397 號 3 樓國際會議中心

#### 承認事項

##### 【第一案】董事會提案

案由：承認本公司 2018 年度營業報告書及合併財務報表。

說明：

1. 本公司 2018 年度決算表冊包括營業報告書、財務報表以及盈餘分配表，其中 2018 年度財務報表業經勤業眾信聯合會計師事務所陳俊宏及簡明彥會計師查核竣事並出具無保留意見之查核報告書，連同營業報告書並經本公司審計委員會查核完成。
2. 本公司 2018 年度營業報告書、會計師查核報告及財務報表，請參閱議事手冊。
3. 提請承認。

決議：

##### 【第二案】董事會提案

案由：承認本公司 2018 年度盈餘分派案。

說明：

1. 本公司 2018 年度盈餘分派表，請參閱議事手冊。
2. 上述盈餘分派依配息基準日股東名簿所載之股東持有股數計算，計算至元為止（元以下捨去）。現金股利分配未滿 1 元之畸零數額，列入權益項下。
3. 本案俟股東常會通過後，授權董事會訂定配息基準日及其他相關事宜。
4. 如嗣後因庫藏股買回、轉讓或註銷等原因，造成流通在外股份數量變動，致配息率需調整時，擬提請股東會授權董事會調整之。
5. 提請 承認。

決議：

## 討論事項

### 【第一案】董事會提案

案由：修訂本公司「組織備忘錄及章程」案。(特別決議)

說明：

1. 為配合臺灣證券交易所於2018年11月30日以臺證上二字第1071703794號公告修正「外國發行人註冊地國股東權益保護事項檢查表」，擬修訂本公司章程，章程修正前後條文對照表，請參閱附件。
2. 修訂前之「組織備忘錄及章程」，請參閱議事手冊。
3. 提請 討論。

決議：

### 【第二案】董事會提案

案由：修訂本公司「股東會議事規則」部分條文案。

說明：

1. 為配合本公司章程之修訂，擬修訂「股東會議事規則」部分條文，修正前後條文對照表，請參閱議事手冊。
2. 修訂前之「股東會議事規則」，請參閱議事手冊。
3. 提請 討論。

決議：

### 【第三案】董事會提案

案由：修訂本公司「董事選舉辦法」部分條文案。

說明：

1. 為配合本公司章程之修訂，擬修訂「董事選舉辦法」部分條文，修正前後條文對照表，請參閱議事手冊。
2. 修訂前之「董事選舉辦法」，請參閱議事手冊。
3. 提請 討論。

決議：

#### 【第四案】董事會提案

案由：修訂本公司「取得或處分資產處理程序」案。

說明：

1. 依據金融監督管理委員會 2018 年 11 月 26 日金管證發字第 1070341072 號函發布修正「公開發行公司取得或處分資產處理準則」部分條文，修訂「取得或處分資產處理程序」，修訂前後條文對照表，請參閱議事手冊。
2. 修訂前之「取得或處分資產處理程序」，請參閱議事手冊。
3. 提請 討論。

決議：

#### 【第五案】董事會提案

案由：修訂子公司「取得或處分資產處理程序」案。

說明：

1. 依據金融監督管理委員會 2018 年 11 月 26 日金管證發字第 1070341072 號函發布修正「公開發行公司取得或處分資產處理準則」部分條文，修訂「取得或處分資產處理程序」，修訂前後條文對照表，請參閱議事手冊。
2. 修訂前之「取得或處分資產處理程序」，請參閱議事手冊。
3. 提請 討論。

決議：

#### 【第六案】董事會提案

案由：修訂本公司「資金貸與他人處理準則」部分條文案。

說明：

1. 依金融監督管理委員會 2019 年 3 月 7 日發布之金管證審字 1080304826 號令之規定及為符合本公司之實際需要，擬修訂本公司「資金貸與他人處理準則」部分條文，修正前後條文對照表，請參閱議事手冊。

2. 修訂前之「資金貸與他人處理準則」，請參閱議事手冊。
3. 提請 討論。

決議：

#### 【第七案】董事會提案

案由：修訂本公司「背書保證處理準則」部分條文案。

說明：

1. 依金融監督管理委員會 2019 年 3 月 7 日發布之金管證審字 1080304826 號令之規定及為符合本公司之實際需要，擬修訂本公司「背書保證處理準則」部分條文，修正前後條文對照表，請參閱議事手冊。
2. 修訂前之「背書保證處理準則」，請參閱議事手冊。
3. 提請 討論。

決議：

**臨時動議**

**散會**

Ventec International Group Co., Ltd.  
騰輝電子國際集團股份有限公司

Comparison Table for MEMORANDUM OF ASSOCIATION

組織備忘錄修正對照表

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
第 7 條	本條新增。	<u>When conducting business, the Company shall comply with the laws and regulations as well as business ethics, and may take actions that will promote public interests in order to fulfil its social responsibilities.</u> <u>本公司經營業務，應遵守法令及商業倫理規範，得採行增進公共利益之行為，以善盡社會責任。</u>	為配合證券交易所於 2018 年 11 月 30 日以臺證上二字第 1071703794 號公告修正「外國發行人註冊地國股東權益保護事項檢查表」，增訂本公司組織備忘錄第 7 條之規定，後續條文條號並依次遞延。

## Comparison Table for ARTICLES OF ASSOCIATION

### 章程修正對照表

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
第 7 條	<p>(1) The Company shall issue Shares without printing share certificates, provided that the Register shall be conclusive evidence of the entitlement of a Person to Shares recorded against his/her/its name. During the Relevant Period, whenever the Company issues Shares, the Company shall deliver or cause the Shareholder Service Agent to deliver Shares by advising TDCC to record the number of Shares against the name of each subscriber within thirty (30) days from the date such Shares may be delivered, pursuant to the Law. The Company shall make a public announcement in accordance with the Applicable Listing Rules prior to the delivery of such Shares.</p> <p>(1) 本公司發行股份時得不印製股票，惟股東名簿之記載應為任何人對於股份權利之絕對證據。在</p>	<p>(1) The Company shall issue Shares without printing share certificates, provided that the Register shall be conclusive evidence of the entitlement of a Person to Shares recorded against his/her/its name. During the Relevant Period, whenever the Company issues Shares, the Company shall deliver or cause the Shareholder Service Agent to deliver Shares by advising TDCC to record the number of Shares against the name of each subscriber within thirty (30) days from the date such Shares may be delivered, pursuant to the Law <b><u>and the Applicable Listing Rules</u></b>. The Company shall make a public announcement in accordance with the Applicable Listing Rules prior to the delivery of such Shares.</p> <p>(1) 本公司發行股份時得不印製股票，惟股東名簿之記載應為任何人對於股份權利之絕對證據。在</p>	<p>酌作用語調整。另為配合證券交易所於 2018 年 11 月 30 日以臺證上二字第 1071703794 號公告修正「外國發行人註冊地國股東權益保護事項檢查表」(下稱「2018 年 11 月 30 日股東權益保護事項檢查表」)，增訂第 7 條第 4 項之規定。</p>

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	<p>掛牌期間，本公司發行股份時，應於開曼法令及上市（櫃）規範規定得交付股份之日起三十日內，自行或促使股務代理機構將股份以通知集保結算所登記之方式交付予認股人。本公司並應於股份交付前依上市（櫃）規範公告之。</p>	<p>掛牌期間，本公司發行股份時，應於開曼法令及上市（櫃）規範規定得交付股份之日起三十日內，自行或促使股務代理機構將股份以通知集保結算所登記之方式交付予認股人。本公司並應於股份交付前依上市（櫃）規範公告之。</p> <p><b><u>(4) The Company shall neither issue Shares without par value nor convert its Shares from Shares with par value to Shares without par value.</u></b></p> <p><b><u>(4) 本公司不得發行無面額股份，或將票面金額股份轉換為無面額股份。</u></b></p>	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
第 18 條	<p>Subject to the Law, the Board shall cause to be kept the Register at such place within or outside the Cayman Islands as it deems fit. During the Relevant Period, the Register shall be entered therein the particulars required under the Law and the Applicable Listing Rules, and shall be made available at its Shareholder Service Agent's office in the R.O.C.</p> <p>董事會應依開曼法令於英屬開曼群島境內或境外之適當處所備置股東名簿。於掛牌期間，股東名簿應具備開曼法令及上市（櫃）規範所定應記載事項，並應備置於中華民國境內之股務代理機構。</p>	<p>Subject to the Law, the Board shall cause to be kept the Register at such place within or outside the Cayman Islands as it deems fit. During the Relevant Period, the Register shall be entered therein the particulars required under the Law and the Applicable Listing Rules, and shall be made available at its Shareholder Service Agent's office in the R.O.C. <b><u>The Board or any other authorized conveners of general meetings of the Company may request that the Company or the Company's Shareholder Service Agent provide a copy of the Register for inspection.</u></b></p> <p>董事會應依開曼法令於英屬開曼群島境內或境外之適當處所備置股東名簿。於掛牌期間，股東名簿應具備開曼法令及上市（櫃）規範所定應記載事項，並應備置於中華民國境內之股務代理機構。<b><u>董事會或其他召集權人召集股東會者，得請求本公司或本公司之股務代理機構提供股東名簿。</u></b></p>	<p>為配合 2018 年 11 月 30 日股東權益保護事項檢查表，增訂第 18 條後段之規定。</p>



No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
第 28 條	<p>(2) During the Relevant Period, subject to the Law, for the purposes of (a) determining the Members entitled to receive any dividend/bonus, distribution or issue; and (b) determining the Members entitled to receive notices of, attend or vote at any general meeting or any adjournment thereof, the Board shall fix the period that the Register shall be closed for transfers at least for a period of sixty (60) days before the date of each annual general meeting, thirty (30) days before the date of each extraordinary general meeting and five (5) days before the target date for a dividend, bonus or other distribution. For the purpose of calculating the <b><u>abovementioned period</u></b>, the respective convening date of the general meeting or the relevant target date shall be included.</p> <p>(2)於掛牌期間，除開曼法令另有規定者外，為(a)確定有權收受股息/紅利、財產分配或其他收益之股東；與(b)確定有權收受股東會召集通知、有權</p>	<p>(2) During the Relevant Period, subject to the Law, for the purposes of (a) determining the Members entitled to receive any dividend/bonus, distribution or issue; and (b) determining the Members entitled to receive notices of, attend or vote at any general meeting or any adjournment thereof, the Board shall fix the period that the Register shall be closed for transfers <b><u>(the “Book Closure Period”)</u></b> at least for a period of sixty (60) days before the date of each annual general meeting, thirty (30) days before the date of each extraordinary general meeting and five (5) days before the target date for a dividend, bonus or other distribution. For the purpose of calculating the <b><u>Book Closure Period</u></b>, the respective convening date of the general meeting or the relevant target date shall be included.</p> <p>(2)於掛牌期間，除開曼法令另有規定者外，為(a)確定有權收受股息/紅利、財產分配或其他收益之股東；與(b)確定有權收受股東會召集通知、有權</p>	酌作用語調整。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	於股東會或延會出席或參與表決之股東，董事會應決定股東名簿之過戶登記，於股東常會開會前六十日內，股東臨時會開會前三十日內，或公司決定分派股息、紅利或其他分配之基準日前五日內，不得為之。 <u>前述期間</u> ，應自各股東會之召集日或相關基準日起算。	於股東會或延會出席或參與表決之股東，董事會應決定股東名簿之過戶登記，於股東常會開會前六十日內，股東臨時會開會前三十日內，或公司決定分派股息、紅利或其他分配之基準日前五日內，不得為之（ <u>下稱「股票停止過戶期間」</u> ）。 <u>股票停止過戶期間</u> 應自各股東會之召集日或相關基準日起算。	
第 32 條	Any one or more Member(s) <b><u>holding at least three percent (3%) of the issued and outstanding Shares of the Company for a period of one year or a longer time</u></b> may, by depositing the requisition notice specifying the proposals to be resolved and the reasons, request the Board to convene an extraordinary general meeting. If the Board does not give notice to Members to convene such meeting within fifteen (15) days after the date of the requisition notice, the proposing Member(s) may convene a general meeting.	<b><u>(1) Any one or more Member(s) may, by depositing the requisition notice specifying the proposals to be resolved and the reasons thereof, request the Board to convene an extraordinary general meeting, provided that such Member or Members continuously holds at least three percent (3%) of the issued and outstanding Shares of the Company as at the date of deposit of the requisition notice for a period of at least one year immediately prior to that date.</u></b> If the Board does not give notice to Members to convene such meeting within fifteen (15) days after the date of the requisition notice, the proposing Member(s) may	酌作用語調整。另為配合 2018 年 11 月 30 日股東權益保護事項檢查表，增訂第 32 條第 2 項及第 3 項之規定，原第 32 條本文亦配合調整項次為第 32 條第 1 項。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
		<p>convene a general meeting.</p> <p><u>(2) Any one or more Member(s) continuously holding more than half of the total issued and outstanding Shares of the Company for a period of no less than three months may convene an extraordinary general meeting. The number of Shares held by such Member or Members and the holding period of which such Member or Members hold such Shares shall be calculated and determined based on the Register as of the first day of the Book Closure Period.</u></p> <p><u>(3) In addition to the circumstance where the Board should have convened a general meeting but does not or is unable to convene a general meeting pursuant to the Law, the Applicable Listing Rules or these Articles, an Independent Director from the audit committee of the Company may also, for the benefit of the Company, call a general meeting when it is deemed necessary.</u></p>	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	<p>繼續一年以上，持有已發行股份總數百分之三以上股份之股東，得以書面載明召集事由及其理由，請求董事會召集股東臨時會。董事會收受該請求後十五日內不為股東會召集之通知時，該請求之股東得自行召集股東會。</p>	<p><u>(1) 繼續一年以上，持有已發行股份總數百分之三以上股份之股東，得以書面載明召集事由及其理由，請求董事會召集股東臨時會。董事會收受該請求後十五日內不為股東會召集之通知時，該請求之股東得自行召集股東會。</u></p> <p><u>(2) 繼續三個月以上，持有已發行股份總數過半數股份之股東，得自行召集股東臨時會。股東持股期間及持股數之計算，以股票停止過戶期間起始日當時之持股為準。</u></p> <p><u>(3)除董事會依開曼法令、上市（櫃）規範或本章程之規定應召集而不為召集或不能召集股東會外，審計委員會之任一獨立董事亦得為本公司利益，於必要時，召集股東會。</u></p>	
第 36 條	<p>The following matters shall not be considered, discussed or proposed for approval at a general meeting unless they are specified in the notice of general meeting with the description of their major contents:</p> <p>(a) <u>any</u> election or removal of Director(s);</p>	<p>The following matters shall not be considered, discussed or proposed for approval at a general meeting unless they are specified in the notice of general meeting with the description of their major contents; <b><u>the major contents may be posted on the website designated by the R.O.C. competent</u></b></p>	<p>為配合 2018 年 11 月 30 日股東權益保護事項檢查表，增訂第 36 條後段及該條第（c）款及第（d）款之規定。後續各款條文並</p>

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	<p>(b)any alteration of the Memorandum and/or these Articles; ...<i>(Omitted)</i></p> <p>下列事項，非在股東會召集事由中列舉，並說明其主要內容，不得在股東會中審議、討論或提付表決：</p> <p>(a)選任或解任董事；</p> <p>(b)變更公司組織備忘錄及/或本章程；...（略）</p>	<p><b><u>authorities or the Company, and such website shall be indicated in the notice:</u></b></p> <p>(a) <u>any</u> election or removal of Director(s);</p> <p>(b)any alteration of the Memorandum and/or these Articles;</p> <p><b><u>(c) any capital reduction or compulsory purchase and cancellation of Shares pursuant to Paragraph (1) of Article 24;</u></b></p> <p><b><u>(d) applying for the approval of ceasing the status as a public company; ...</u></b></p> <p>下列事項，非在股東會召集事由中列舉，並說明其主要內容，不得在股東會中審議、討論或提付表決；<b><u>其主要內容得置於中華民國證券主管機關或本公司指定之網站，並應將其網址載明於召集通知：</u></b></p> <p>(a)選任或解任董事；</p> <p>(b)變更公司組織備忘錄及/或本章程；</p> <p><b><u>(c) 減資或依本章程第 24 條第 1 項規定強制買回本公司股份並予銷除；</u></b></p>	<p>依次遞延。</p>

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
		(d) 申請停止公開發行；... (略)	
第 40 條	<p>(1) During the Relevant Period, one or more Member(s) holding one percent (1%) or more of the total issued and outstanding Shares of the Company may submit to the Company not more than one proposal in writing <b><u>for resolution at an annual general meeting; provided that only one matter shall be allowed in a single proposal, the number of words therein contained shall not be more than three hundred (300), and the matter of such proposal may be resolved by a general meeting, or otherwise such proposal shall not be included in the agenda.</u></b></p> <p>(2) The Board <b><u>may exclude</u></b> a proposal submitted by Member(s) <b><u>if</u></b>: <i>(Omitted)</i></p> <p>(1) 於掛牌期間，持有已發行股份總數百分之一以上股份之一位或數位股東，得以書面向本公司提</p>	<p>(1) During the Relevant Period, one or more Member(s) holding one percent (1%) or more of the total issued and outstanding Shares of the Company may submit to the Company not more than one proposal in writing <b><u>or by way of electronic transmission for resolution at an annual general meeting.</u></b></p> <p>(2) The Board <b><u>shall include</u></b> a proposal submitted by Member(s) <b><u>unless</u></b>: <i>(Omitted)</i></p> <p><b><u>(5) If a proposal submitted by Member(s) is intended to urge the Company to promote public interests or fulfil its social responsibilities, the Board may include the proposal notwithstanding that one of the circumstances set forth in the preceding Paragraph.</u></b></p> <p>(1) 於掛牌期間，持有已發行股份總數百分之一以上股份之一位或數位股東，得以書面<b><u>或電子受理</u></b></p>	<p>為配合 2018 年 11 月 30 日股東權益保護事項檢查表，修訂第 40 條第 1 項及第 2 項之規定，並增訂第 40 條第 5 項，原第 40 條第 5 項之項次亦配合調整項次為第 6 項。</p>

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	<p>出股東常會議案；<u>但以一項為限，不得超過三百字，且該提案須為股東會得決議之事項，否則應不列入議案。</u></p> <p>(2) 有下列情事之一者，股東所提議案，董事會得<u>不予</u>列入：(略)</p>	<p>方式向本公司提出股東常會議案。</p> <p>(2) 除有下列情事之一者<u>外</u>，股東所提議案，董事會<u>應</u>予列入：(略)</p> <p><u>(5) 如股東提案係為敦促本公司增進公共利益或善盡社會責任之建議，縱有前項各款所定情形者，董事會仍得列入議案。</u></p>	
第 46 條	<p>新增第 1 項第 (t) 款。</p>	<p>(1) Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution: ...</p> <p><u>(t) apply for the approval of ceasing the status as a public company.</u></p> <p>(1) 除開曼法令或上市(櫃)規範另有規定外，下列事項應經股東會之特別決議為之：...</p> <p><u>(t) 申請停止公開發行。</u></p>	<p>為配合 2018 年 11 月 30 日股東權益保護事項檢查表，增訂第 46 條第 1 項第 (t) 款之規定。</p>
第 48 條	<p>(1) Subject to the Law, in the event any of the resolutions with respect to the matter(s) as set out in Paragraphs (a), (b) or (c) of Article 46 is adopted at a general meeting, a Member who has notified the</p>	<p>(1) Subject to <u>the compliance with</u> the Law, in the event any of the resolutions with respect to the matter(s) as set out in Paragraphs (a), (b) or (c) of Article 46<u>(1)</u> is adopted at a general meeting, a</p>	<p>酌作用語調整，並增訂第 48 條第 3 項後段規定，俾使本公司得參照台灣法令之規定</p>

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	<p>Company in writing of his objection to such proposal prior to that meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair price; provided, however, that no Member shall have the abovementioned appraisal right if the resolution to be adopted is in relation to the matter(s) set out in Paragraph (b) of Article 46 and at the same meeting the resolution for the winding up of the Company is also adopted.</p> <p>(2) <u>In</u> the event any part of the Company's business is involved in any Spin-Off, Merger or Consolidation, a Member, who has forfeited his right to vote on such matter and expressed his dissent therefor, in writing before the relevant vote, may request the Company to purchase all of his Shares at the then prevailing fair price <u>in accordance with the Law</u>.</p> <p>(3) Without prejudice to the Law, in the event the Company and a Member making a request pursuant</p>	<p>Member who has notified the Company in writing of his objection to such proposal prior to that meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair price; provided, however, that no Member shall have the abovementioned appraisal right if the resolution to be adopted is in relation to the matter(s) set out in Paragraph (b) of Article 46<del>(1)</del> and at the same meeting the resolution for the winding up of the Company is also adopted.</p> <p>(2) <b><u>Subject to the compliance with the Law, in</u></b> the event any part of the Company's business is involved in any Spin-Off, Merger or Consolidation, a Member, who has forfeited his right to vote on such matter and expressed his dissent therefor, in writing <b><u>or orally with an entry to that effect in the minutes of the meeting</u></b> before the relevant vote, may request the Company to purchase all of his Shares at the then prevailing fair price.</p>	<p>踐行相關程序，以保障股東權益。</p>



No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	<p>to Paragraphs (1) or (2) of this Article fail to reach agreement on the purchase price within sixty (60) days following the date of the resolution, the Member may, within thirty (30) days after such sixty (60) days period, file a petition to the R.O.C. Courts <b><u>if and to the extent permitted under the Law,</u></b> for a ruling on the appraisal price.</p> <p>(1) <u>除開曼法令另有規定者外</u>，股東在股東會通過關於第 46 條第 (a)、(b) 或 (c) 款所定事項之決議前，已以書面通知本公司反對該項行為之<b>意思</b>表示，<u>並於</u>股東會已為反對者，得請求本公司<b>以</b>當時公平價格收買其所有之股份；但股東會為第 46 條第 (b) 款之決議，同時決議解散時，不在此限。</p>	<p>(3) Without prejudice to the Law, in the event the Company and a Member making a request pursuant to Paragraphs (1) or (2) of this Article fail to reach <b><u>an</u></b> agreement on the purchase price within sixty (60) days following the date of the resolution, the Member may, within thirty (30) days after such sixty (60) days period, file a petition to the R.O.C. Courts for a ruling on the appraisal price. <b><u>However, for the purpose of protecting rights of the dissenting Member, the Company may elect to act in accordance with the laws of place where the securities of the Company are registered or listed.</u></b></p> <p>(1) <u>在不違反開曼法令規定之情形下</u>，股東在股東會通過關於第 46 條<b>第 1 項</b>第 (a)、(b) 或 (c) 款所定事項之決議前，已以書面通知本公司<b>其</b>反對該項行為之表示，<u>且嗣後</u>於股東會已為反對者，得請求本公司<b>按</b>當時公平價格收買其所有之股份；但股東會為第 46 條<b>第 1 項</b>第 (b) 款之決議，同時決議解散時，不在此限。</p>	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	<p>(2) 股東會決議本公司分割或與他公司新設合併/吸收合併時，股東在該議案表決前以書面表示異議，並就該議案放棄其表決權者，得請求本公司<u>依開曼法令</u>按當時公平價格收買其持有之股份。</p> <p>(3) 在不違反開曼法令規定之情形下，依前二項行使股份收買請求權之股東，與公司在股東會決議日起六十日內未達成協議者，得在此期間經過後三十日內，<u>在開曼法令允許之範圍內</u>，向中華民國法院聲請為價格之裁定。</p>	<p>(2) <u>在不違反開曼法令規定之情形下</u>，股東會決議本公司分割或與他公司新設合併/吸收合併時，股東在該議案表決前以書面表示異議，<u>或以口頭表示異議經紀錄</u>，並就該議案放棄其表決權者，得請求本公司按當時公平價格收買其持有之股份。</p> <p>(3) 在不違反開曼法令規定之情形下，依前二項行使股份收買請求權之股東，與<u>本公司</u>在股東會決議日起六十日內未達成協議者，得在此期間經過後三十日內，向中華民國法院聲請為價格之裁定。<u>惟本公司亦得為保障異議股東之權益而依據掛牌地國法令辦理。</u></p>	
第 68 條	<p>(2) Without prejudice to other provisions of these Articles, the <u>Company</u> may <u>by an Ordinary Resolution</u> put <u>all Directors</u> for re-election before the expiration of the term of office of such Directors. In <u>this event, if it is not specified in such resolution that the existing Directors will not retire until</u> the expiration <u>date</u> of <u>their terms</u> of office <u>or other specified date, they shall be deemed to have retired on the date</u> of such</p>	<p>(2) Without prejudice to other provisions of these Articles, the <u>Directors</u> may <u>be put up</u> for re-election <u>at any time</u> before the expiration of the term of office of such Directors. In <u>the event where all Directors are subject for re-election at a general meeting before</u> the expiration of <u>the term</u> of office of such <u>Directors</u>, subject to the successful election of the new Directors at the same meeting, <u>the term of office of all current Directors is deemed to</u></p>	<p>為配合 2018 年 11 月 30 日股東權益保護事項檢查表，修訂第 68 條第 2 項之規定，並酌予調整條文之用語。</p>

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	<p><u>resolution</u>, subject to the successful election of the new Directors at the same meeting</p> <p>(2)除本章程另有規定外，董事任期屆滿前得經股東會之普通決議改選全部董事。於此情形，如股東會未同時決議現任董事於任期屆滿或其他特定日期始為解任，且新董事已於同次會議中選出者，現任董事應視為於該股東會決議日提前解任。</p>	<p><u>have expired on the date of the re-election if the Members do not resolve that all current Directors will only retire at the expiration of their present term of office or any other date as otherwise resolved by the Members at the general meeting.</u></p> <p>(2)除本章程另有規定者外，董事任期屆滿前得經股東會改選全部董事。於此情形，如未決議現任董事於任期屆滿或其他特定日期始為解任，且新董事已於同次會議中選出者，現任董事應視為於該股東會決議日提前解任。</p>	
第 82.1 條	<p><u>(3)</u> With the exception of Subparagraph (j) above, any matter under a subparagraph of the preceding Paragraph that has not been approved with the consent of one-half or more of all members of the audit committee of the Company may be undertaken upon the approval of two-thirds or more of the Directors, without regard to the restrictions of the preceding Paragraph, and such resolution of the audit committee of the Company shall be recorded</p>	<p><u>(4)</u> With the exception of Subparagraph (j) above, any matter under a subparagraph of the preceding Paragraph that has not been approved with the consent of one-half or more of all members of the audit committee of the Company may be undertaken upon the approval of two-thirds or more of the Directors, without regard to the restrictions of the preceding Paragraph, and such resolution of the audit committee of the Company shall be recorded</p>	原條文項次編碼有誤，爰予更正。

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	<p>in the minutes of the Board meeting.</p> <p><b>(3)</b> 前項各款事項除第 (j) 款外，如未經審計委員會全體成員二分之一以上同意者，得由全體董事三分之二以上同意行之，不受前項規定之限制，並應於董事會議事錄載明審計委員會之決議。</p>	<p>in the minutes of the Board meeting.</p> <p><b>(4)</b> 前項各款事項除第 (j) 款外，如未經審計委員會全體成員二分之一以上同意者，得由全體董事三分之二以上同意行之，不受前項規定之限制，並應於董事會議事錄載明審計委員會之決議。</p>	
第 83 條	<p>(1) During the Relevant Period, a person who is under any of the following circumstances shall not act as a Director of the Company; if he has already held office of a Director, he shall cease to act as a Director and be removed from the position of Director automatically:</p> <p>(a) commits a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, and <b><u>the time elapsed after he has served the full term of the sentence</u></b> is less than five (5) years;</p> <p>(b) has been <b><u>sentenced to</u></b> imprisonment for a term of more than one year for commitment of fraud,</p>	<p>(1) During the Relevant Period, a person who is under any of the following circumstances shall not act as a Director of the Company; if he has already held office of a Director, he shall cease to act as a Director and be removed from the position of Director automatically:</p> <p>(a) commits a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of the R.O.C.) and has been convicted thereof, and <b><u>has not started serving the sentence, has not completed serving the sentence, or the time elapsed after completion of serving the sentence, expiration of the probation, or pardon</u></b> is less than five (5) years;</p>	<p>為配合 2018 年 11 月 30 日股東權益保護事項檢查表，修訂第 83 條第 1 項第 (a)、(b)、(c)、(d) 及 (f) 款之規定，並酌予調整條文之用語。</p>

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	<p>breach of trust or misappropriation, and the time elapsed after <b><u>he has served the full term</u></b> of <b><u>such</u></b> sentence is less than two (2) years;</p> <p>(c) has been <b><u>convicted</u></b> of <b><u>misappropriating public funds during</u></b> the <b><u>time of his public service</u></b>, and the time elapsed after <b><u>he has served the full term</u></b> of <b><u>such sentence</u></b> is less than two (2) years;</p> <p>(d) becomes bankrupt under the laws of any jurisdiction and has not been reinstated to his rights and privileges;</p> <p>(e) has allowed cheques and other negotiable instruments to be dishonoured and the records thereof have not been cancelled or expunged by the relevant regulatory authorities;</p> <p>(f) dies or an order <b><u>is</u></b> made by any competent court or authority on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs or his legal capacity is restricted according to the applicable laws; ... (<i>Omitted</i>)</p>	<p>(b) has been <b><u>imposed a final sentence involving</u></b> imprisonment for a term of more than one year for commitment of fraud, breach of trust or misappropriation, <b><u>and has not started serving the sentence, has not completed serving the sentence,</u></b> <b><u>or</u></b> the time elapsed after <b><u>completion</u></b> of <b><u>serving the sentence, expiration of the probation, or pardon</u></b> is less than two (2) years;</p> <p>(c) has been <b><u>imposed a final sentence due to violation</u></b> of the <b><u>Anti-corruption Act</u></b>, and <b><u>has not started serving the sentence, has not completed serving the sentence, or</u></b> the time elapsed after <b><u>completion of serving the sentence, expiration of the probation, or pardon</u></b> is less than two (2) years;</p> <p>(d) becomes bankrupt <b><u>or is adjudicated of commencement of liquidation proceeding by a court</u></b> under the laws of any jurisdiction, and has not been reinstated to his rights and privileges;</p> <p>(e) has allowed cheques and other negotiable instruments to be dishonoured and the records</p>	

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	<p>(1) 於掛牌期間，有下列情事之一者不得擔任董事，其已擔任者，當然解任：</p> <p>(a) 曾犯重罪(包括但不限於中華民國組織犯罪防制條例之罪)，經有罪判決確定，<u>服刑期滿尚未逾五年者</u>；</p> <p>(b) 曾犯詐欺、背信、侵占罪經<u>受</u>有期徒刑一年以上<u>宣告，服刑期滿尚未逾兩年者</u>；</p> <p>(c) 曾<u>服公務虧空公款</u>，經判決確定，<u>服刑期滿尚未逾兩年者</u>；</p> <p>(d) 受破產之宣告，尚未復權者；</p>	<p>thereof have not been cancelled or expunged by the relevant regulatory authorities;</p> <p>(f) dies or an order <b><u>has been</u></b> made by any competent court or authority on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs <b><u>and such order has not been revoked</u></b>, or his legal capacity is restricted according to the applicable laws; ... (Omitted)</p> <p>(1) 於掛牌期間，有下列情事之一者不得擔任董事，其已擔任者，當然解任：</p> <p>(a) 曾犯重罪(包括但不限於中華民國組織犯罪防制條例之罪)，經有罪判決確定，<u>尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾五年者</u>；</p> <p>(b) 曾犯詐欺、背信、侵占罪經<u>宣告</u>有期徒刑一年以上之刑確定，<u>尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾二年者</u>；</p> <p>(c) 曾<u>犯貪污治罪條例之罪</u>，經判決<u>有罪</u>確定，<u>尚</u></p>	

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	(f) 死亡或被有管轄權法院或主管機關以其為或將為心智缺陷，或因其他原因而無法處理自己事務為由作出裁決，或其行為能力依其應適用之法律受有限制者；...(略)	<p><u>未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾二年者；</u></p> <p>(d) 受破產之宣告<u>或經法院裁定開始清算程序</u>，尚未復權者；</p> <p>(f) 死亡或被有管轄權法院或主管機關以其為或將為心智缺陷，或因其他原因而無法處理自己事務為由作出裁決而<u>尚未撤銷</u>，或其行為能力依其應適用之法律受有限制者；...(略)</p>	
第 86 條	Subject to the Law, one or more Members holding <b><u>three</u></b> percent ( <b><u>3%</u></b> ) or more of the total number of the outstanding Shares continuously for a period of <b><u>one (1) year</u></b> or more may request in writing any Independent Director of the Audit Committee to file, on behalf of the Company, an action against a Director who has, in the course of performing his/her duties, committed any act resulting in damage to the Company or in violation of the Law, the Applicable Listing Rules or these Articles, with a competent court, including the Taiwan Taipei District Court of the R.O.C. In case the Independent	Subject to the Law, one or more Members holding <b><u>one</u></b> percent ( <b><u>1%</u></b> ) or more of the total number of the outstanding Shares continuously for a period of <b><u>six (6) months</u></b> or more may request in writing any Independent Director of the Audit Committee to file, on behalf of the Company, an action against a Director who has, in the course of performing his/her duties, committed any act resulting in damage to the Company or in violation of the Law, the Applicable Listing Rules or these Articles, with a competent court, including the Taiwan Taipei District Court of the R.O.C. In case the Independent	為配合 2018 年 11 月 30 日股東權益保護事項檢查表，修訂第 86 條之規定。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	<p>Director fails to file such action within thirty (30) days after receipt of such request, to the extent permitted under the laws of the Cayman Islands, the Members making such request may file the action for the Company.</p> <p>除開曼法令另有規定外，繼續<u>一年</u>以上持有已發行股份總數百分之<u>三</u>以上之股東，得以書面請求審計委員會之任一獨立董事為本公司，向有管轄權之法院（包括臺灣臺北地方法院），對執行職務損害本公司或違反開曼法令、上市（櫃）規範或本章程之董事提起訴訟。該獨立董事自收受前述請求日起三十日內不提起訴訟時，於開曼法令允許之範圍內，該請求之股東得為本公司提起訴訟。</p>	<p>Director fails to file such action within thirty (30) days after receipt of such request, to the extent permitted under the laws of the Cayman Islands, the Members making such request may file the action for the Company.</p> <p>除開曼法令另有規定外，繼續<u>六個月</u>以上持有已發行股份總數百分之<u>一</u>以上之股東，得以書面請求審計委員會之任一獨立董事為本公司，向有管轄權之法院（包括臺灣臺北地方法院），對執行職務損害本公司或違反開曼法令、上市（櫃）規範或本章程之董事提起訴訟。該獨立董事自收受前述請求日起三十日內不提起訴訟時，於開曼法令允許之範圍內，該請求之股東得為本公司提起訴訟。</p>	
第 91 條	A Director who is in any way, whether directly or indirectly, interested in a matter discussed, considered or proposed in a meeting of the Board shall declare the nature of his interest and its essential contents at such relevant meeting. Any	A Director who is in any way, whether directly or indirectly, interested in a matter discussed, considered or proposed in a meeting of the Board shall declare the nature of his interest and its essential contents at such relevant meeting. <b><u>Where</u></b>	為配合 2018 年 11 月 30 日股東權益保護事項檢查表，修訂第 91 條之規定。



No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	<p>Director who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a meeting of Board shall abstain from voting, on his own behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Director(s) shall not be counted in determining the number of votes for or against such matter.</p> <p>董事就董事會議之事項，具有直接或間接利害關係時，應於董事會中揭露其自身利害關係之重要內容。董事對於董事會之事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，並不</p>	<p><u>the spouse, a blood relative within the second degree of kinship of a Director as defined under the Civil Code of Taiwan, or any company which has a controlling or subordinate relation with a Director bear any interest in the matter under discussion at a Board meeting, such Director shall be deemed to bear a personal interest in the matter.</u> Any Director who bears a personal interest that may conflict with and impair the interest of the Company in respect of any matter proposed for consideration and approval at a meeting of Board shall abstain from voting, on his own behalf or as a proxy or corporate representative, with respect to the said matter. Any and all votes cast by such Director(s) shall not be counted in determining the number of votes for or against such matter.</p> <p>董事就董事會議之事項，具有直接或間接利害關係時，應於董事會中揭露其自身利害關係之重要內容。<u>董事之配偶、依中華民國民法定義之二親等內血親，或與董事具有控制從屬關係之公司，</u></p>	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	得代理他董事行使其表決權。該不得行使表決權之董事，其表決權不算入已出席董事之表決權數。	<u>就董事會議之事項有利害關係者，視為董事就該事項有自身利害關係。</u> 董事對於董事會之事項，有自身利害關係致有害於公司利益之虞時，不得加入表決，並不得代理他董事行使其表決權。該不得行使表決權之董事，其表決權不算入已出席董事之表決權數。	
第 95 條	During the Relevant Period, the Company shall set aside out of the profits of the Company for each financial year: (a) a reserve for payment of tax for the relevant financial year; and (b) an amount to offset losses incurred in previous year(s); and (c) a Statutory Reserve in accordance with the Applicable Listing Rules, and after the aforesaid sums as set aside from the profits for such relevant financial year, the Board <b><u>may</u></b> , before recommending any dividend or bonuses, set aside the remaining profits of the Company for the relevant financial year as a reserve or reserves (the "Special Reserve") <b><u>which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the</u></b>	During the Relevant Period, the Company shall set aside out of the profits of the Company for each financial year: (a) a reserve for payment of tax for the relevant financial year; and (b) an amount to offset losses incurred in previous year(s); and (c) a Statutory Reserve in accordance with the Applicable Listing Rules, and after the aforesaid sums as set aside from the profits for such relevant financial year <b><u>for any purpose to which the profits of the Company may be properly applied</u></b> , the Board <b><u>shall</u></b> , before recommending any dividend or bonuses, set aside the remaining profits of the Company <b><u>in whole or in part</u></b> for the relevant financial year as a <b><u>special</u></b> reserve or reserves <b><u>in</u></b>	參照台灣公司法之規定，調整本章程第 95 條條文用語，以杜疑義。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	<p><b><u>Company may be properly applied.</u></b></p> <p>於掛牌期間，本公司應於每會計年度之盈餘中提撥一定金額用於下列目的：(a) 繳納該會計年度之應納稅捐；(b) 彌補以往年度之虧損；(c) 依據上市（櫃）規範提撥法定盈餘公積；於提撥該等金額後分派股息或紅利前，董事會<u>得</u>將剩餘部分提為特別盈餘公積，用於任何得以盈餘支應之目的（下稱「特別盈餘公積」）。</p>	<p><b><u>accordance with the order from the Commission, and the Company may also, under these Articles or by Special Resolution of the general meeting, set aside another sum as a special reserve or reserves (collectively, the "Special Reserve").</u></b></p> <p>於掛牌期間，本公司應於每會計年度之盈餘中提撥一定金額用於下列目的：(a) 繳納該會計年度之應納稅捐；(b) 彌補以往年度之虧損；(c) 依據上市（櫃）規範提撥法定盈餘公積；於提撥該等金額後分派股息或紅利前，<u>除依金管會要求，董事會應將剩餘部分之全部或一部提為特別盈餘公積外，本公司亦得以章程訂定或股東會特別決議，另提</u>特別盈餘公積，用於任何得以盈餘支應之目的（下<u>合</u>稱「特別盈餘公積」）。</p>	
第 100 條	(3) During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles and except as otherwise provided by the rights attaching to any Shares, where the Company still has annual net profit for the year, after paying all relevant taxes,	(3) During the Relevant Period, subject to the Law, the Applicable Listing Rules and these Articles and except as otherwise provided by the rights attaching to any Shares, where the Company still has annual net profit for the year, after paying all relevant taxes,	為配合營運狀況，酌予調整本公司股利政策，並調整條文用語，以杜疑義。

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	offsetting losses (including losses of previous years and adjusted undistributed profits, if any), setting aside the Statutory Reserve of the remaining profits in accordance with the Applicable Listing Rules (provided that the setting aside of the Statutory Reserve does not apply if the aggregate amount of the Statutory Reserve amounts to the Company's total <b>issued</b> capital), and setting aside the Special Reserve (if any), the Company may distribute not less than <b><u>fifty percent (50%)</u></b> of the remaining balance (including the amounts reversed from the Special Reserve), plus undistributed profits of previous years (including adjusted undistributed profits) in part or in whole as determined by an Ordinary Resolution passed at an annual general meeting of the Company duly convened and held in accordance with these Articles to the Members as dividends/bonuses in proportion to the number of Shares held by them respectively pursuant to these Articles, provided that, cash dividends/bonuses shall	offsetting losses (including losses of previous years and adjusted undistributed profits, if any), setting aside the Statutory Reserve of the remaining profits in accordance with the Applicable Listing Rules (provided that the setting aside of the Statutory Reserve does not apply if the aggregate amount of the Statutory Reserve amounts to the Company's total <b><u>paid-in</u></b> capital), and setting aside the Special Reserve (if any), the Company may distribute not less than <b><u>ten percent (10%)</u></b> of the remaining balance (including the amounts reversed from the Special Reserve), plus <b><u>accumulated</u></b> undistributed profits of previous years (including adjusted undistributed profits) in part or in whole as determined by an Ordinary Resolution passed at an annual general meeting of the Company duly convened and held in accordance with these Articles to the Members as dividends/bonuses in proportion to the number of Shares held by them respectively pursuant to these Articles, provided that, cash	

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	<p>not be less than <b><u>twenty percent (20%)</u></b> of the total amount of dividends/bonuses to Members.</p> <p>(3) 於掛牌期間，除開曼法令、上市（櫃）規範或本章程另有規定，或附於股份之權利另有規範外，凡本公司於一會計年度終了時如有盈餘，於依法提繳所有相關稅款、彌補虧損（包括先前年度之虧損及調整未分配盈餘金額，如有）、按照上市（櫃）規範提撥法定盈餘公積（但若法定盈餘公積合計已達本公司<b><u>已發行</u></b>資本總額者不適用之），次提特別盈餘公積（如有）後，剩餘之金額（包括經迴轉之特別盈餘公積）得由股東常會以普通決議，以不低於該可分配盈餘金額之百分之<b><u>五十</u></b>，加計經本公司股東常會以普通決議所定以前年度未分配盈餘之全部或一部（包括調整未分配盈餘金額），依股東持股比例，派付股息/紅利予股東，其中現金股息/紅利之數額，不得低於該次派付股息/紅利總額之百分之<b><u>二十</u></b>。</p>	<p>dividends/bonuses shall not be less than <b><u>ten percent (10%)</u></b> of the total amount of dividends/bonuses to Members.</p> <p>(3) 於掛牌期間，除開曼法令、上市（櫃）規範或本章程另有規定，或附於股份之權利另有規範外，凡本公司於<b><u>每</u></b>一會計年度終了時如有盈餘，於依法提繳所有相關稅款、彌補虧損（包括先前年度之虧損及調整未分配盈餘金額，如有）、按照上市（櫃）規範提撥法定盈餘公積（但若法定盈餘公積合計已達本公司<b><u>實收</u></b>資本總額者不適用之），次提特別盈餘公積（如有）後，剩餘之金額（包括經迴轉之特別盈餘公積）得由股東常會以普通決議，以不低於該可分配盈餘金額之百分之<b><u>十</u></b>，加計經本公司股東常會以普通決議所定以前年度<b><u>累積</u></b>未分配盈餘之全部或一部（包括調整未分配盈餘金額），依股東持股比例，派付股息/紅利予股東，其中現金股息/紅利之數額，不得低於該次派付股息/紅利總額之百分之<b><u>十</u></b>。</p>	
第 107 條	<b><u>The</u></b> Board shall keep copies of the Memorandum,	<b><u>During the Relevant Period, the</u></b> Board shall keep	為配合 2018 年 11 月

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文草案	Explanations 修正理由
	<p>these Articles, the minutes of every general meeting, the Financial Statements, the Register and the counterfoil of corporate bonds issued by the Company at its Shareholder Service Agent's office in the R.O.C. Any Member may request at any time, by submitting evidentiary document(s) to show his interests involved and indicating the scope of requested matters, access to <b><u>inspect and to make copies of</u></b> the above documents.</p> <p>董事會應將組織備忘錄、本章程、歷次股東會議事錄、財務報告、股東名簿及公司債存根簿備置於中華民國境內之股務代理機構，股東得檢具利害關係證明文件，指定範圍，隨時請求查閱或抄錄。</p>	<p>copies of the Memorandum, these Articles, the minutes of every general meeting, the Financial Statements, the Register and the counterfoil of corporate bonds issued by the Company at its Shareholder Service Agent's office in the R.O.C. Any Member may request at any time, by submitting evidentiary document(s) to show his interests involved and indicating the scope of requested matters, access to <b><u>inspecting, transcribing and making copies of the above documents; the Company shall make Shareholder Service Agent provide</u></b> the above documents.</p> <p><u>於掛牌期間</u>，董事會應將組織備忘錄、本章程、歷屆股東會議事錄、財務報告、股東名簿及公司債存根簿備置於中華民國境內之股務代理機構，股東得檢具利害關係證明文件，指定範圍，隨時請求查閱、抄錄或複製；<b><u>本公司並應令該等股務代理機構提供</u></b>。</p>	<p>30日股東權益保護事項檢查表，修訂第107條之規定。</p>

\*本公司修訂後之組織備忘錄及章程應以英文版本為準；如僅為公司組織備忘錄及章程中譯文之文字調整，不予臚列。