


英屬開曼群島商康而富控股股份有限公司
(Concraft Holding Co., Ltd.)

102年第一次股東臨時會議事錄

- 一、時間：中華民國 102 年 1 月 3 日星期四(上午十時)
- 二、地點：新北市土城區忠承路 32 號 7 樓(本公司會議室)
- 三、出席：出席股權數：肆仟參佰捌拾參萬肆仟壹佰陸拾參股
佔已發行股份總數肆仟柒佰玖拾參萬伍仟捌佰股的百分之玖拾壹點肆肆
- 四、主席宣佈英屬開曼群島商康而富控股股份有限公司 102 年第一次股東臨時會開始並致詞：(略)
- 五、報告事項
 - 1.本公司及其子公司背書保證情形報告。
 - 2.本公司已通過「買回股份轉讓員工辦法」。前述兩項報告詳如本公司 102 年股東臨時會議事手冊。
- 六、討論事項
 - 第一案(董事會提)

案由：本公司擬回台向財團法人中華民國證券櫃檯買賣中心申請股票第一上櫃案，提請 決議。

說明：本公司擬回台向財團法人中華民國證券櫃檯買賣中心申請辦理股票第一上櫃案，並擬授權董事長全權處理後續申請事宜，以及簽署相關合約及申請文件，提請 決議。

決議：經主席徵詢全體出席股東無異議照案通過。
 - 第二案(董事會提)

案由：原股東放棄上櫃前公開承銷之現金增資發行新股案，提請 決議。

說明：

 - (一)本公司為申請第一上櫃，擬就上櫃股份總額至少百分之十之股份，以現金增資發行新股之方式，作為初次上櫃前提出公開承銷之股份來源。
 - (二)本次新股發行，除依本公司章程規定得保留新股總額中不超過百分之十五之部份供本公司及從屬公司員工認購外，其餘原股東皆放棄優先認購權利，全數提供辦理上櫃前公開承銷。
 - (三)本公司及從屬公司員工認購不足或放棄認購部分，授權董事長洽特定人認購之。
 - (四)本次現金增資發行新股之主要內容(包括發行股數、發行價格、發行條件、募集金額、資金運用計劃項目、預計進度、預計可能產生效益、經核准發行後訂定增資基準日及股款繳納期間等相關事項)，暨其他相關事宜如經主管機關修正、或為因應客觀環境而需變更時，擬提請股東會授權董事會全權處理之。

(五) 本次發行新股之權利義務與原發行之普通股股份相同。

(六) 本次發行新股對外公開承銷認購不足部分，將依據「中華民國證券商同業公會證券商承銷或再行銷售有價證券處理辦法」相關規定辦理。每股發行價格對外公開承銷方式，擬提股東會授權董事會考量當時市場狀況與主辦承銷商共同議定之。

決議：經主席徵詢全體出席股東無異議照案通過。

第三案(董事會提)

案由：本公司之孫公司-昆山康龍擬收購昆山浩均精密電子有限公司百分之百股權，提請 決議。

說明：

(一) 為完成集團垂直整合，達成規模經濟，擬由本公司之孫公司-昆山康龍收購專業之沖壓廠-昆山浩均精密電子有限公司(以下簡稱浩均)百分之百股權。收購沖壓廠之優點為(1)收購該公司現有之沖壓機台，收購後立即可使用該機台，不需購置新機台拉長購置之作業時間，減緩規模經濟達成之時程。(2)由原作業人員操作機台，將短期訓練成本壓至最低。(3)浩均為昆山康龍長期合作之供應商，產品品質穩定且機台使用情形良好。

(二) 浩均係由 FTKT INVESTMENT(SAMOA)CO., LTD.投資興辦的外資企業，於 2006 年 12 月起投產，主要從事五金製品沖壓；截至 2012 年 6 月 30 日經會計師執行協議程序後之總資產約為人民幣壹仟貳佰萬，折合美金約壹百玖拾萬元。

(三) 擬授權董事長洽談收購事宜，惟實際收購價格應依收購日股東權益淨值為依據，取具會計師合理性意見書後，另行召開董事會決議收購金額。

決議：經主席徵詢全體出席股東無異議照案通過。

第四案(董事會提)

案由：擬依臺灣法規修正本公司「公司章程」，提請 決議。(修訂對照表請參閱附件一)

決議：經主席徵詢全體出席股東無異議照案通過。

第五案(董事會提)

案由：本公司擬修訂「董事選舉規範」及「股東會議事規則」，提請 決議。(修訂對照表請參閱附錄二)

決議：經主席徵詢全體出席股東無異議照案通過。

第六案(董事會提)

案由：本公司擬修訂「取得或處分資產處理程序」，提請 決議。(修訂對照表請參閱附錄三)

決議：經主席徵詢全體出席股東無異議照案通過。

第七案(董事會提)

案由：本公司擬修訂「資金貸與他人作業程序」，提請 決議。(修訂對照表請參閱附錄四)

決議：經主席徵詢全體出席股東無異議照案通過。

第八案(董事會提)

案由：本公司擬修訂「背書保證作業程序」，提請 決議。(修訂對照表請參閱附錄五)

決議：經主席徵詢全體出席股東無異議照案通過。

七、臨時動議：無。

八、散 會：上午十時十三分

主席：呂朝勝



紀錄：林美華



CONCRAFT HOLDING CO., LTD

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

Article No. 條次	Memorandum and Articles of Association (adopted by June 8 th , 2012 General Meeting) 修正前(於 2012 年 6 月 8 日股東會通過)	Memorandum and Articles of Association (adopted by November 16 th , 2012 Board Meeting) 修正後(預計於 2013 年 1 月 3 日股東臨時會通過)	Explanations 新增/修正理由
Article 1	<p>“Family Relationship within Second Degree of Kinship” in respect of a natural person, means another person who is related to the first person either by blood or by marriage of a member of the family and within the second degree to include but not limited to the parents, siblings, grandparents, children and grandchildren of the person as well as spouse’s parents, siblings and grandparents;</p> <p>“Guidelines Governing Election of Directors” means guidelines governing election of Directors of the Company, as amended or substituted from time to time;</p> <p>“Procedural Rules of Board Meetings” means procedural rules of the Board meetings of the Company, as amended or substituted from time to time;</p> <p>“Procedural Rules of General Meetings” means procedural rules of the general meetings of the Company, as amended or substituted from time to time;</p> <p>“Rules of Audit Committee” means rules of Audit Committee of the Company, as amended or substituted from time to time;</p> <p>「二親等以內的親屬關係」以一自然人而言，意指另一人與之有血緣或是姻親關係且在二親等內者，包括但不限於父母，兄弟姐妹及祖父母，子女與孫子女，以及配偶之父母，兄弟姐妹、祖父母、子女與孫女；</p> <p>「董事選舉規範」意指本公司之董事選舉規範及其因情況所需而修改或替換後之版本；</p> <p>「董事會議事規範」意指本公司之董事會議事規範及其因情況所需而</p>	<p>“Family Relationship within Second Degree of Kinship” in respect of a natural person, means another <u>natural</u> person who is related to the first person either by blood or by marriage of a member of the family and within the second degree to include but not limited to the parents, siblings, grandparents, children and grandchildren of the <u>first</u> person as well as <u>the first person's</u> spouse’s parents, siblings and grandparents;</p> <p>“Guidelines Governing Election of Directors” means guidelines governing election of Directors of the Company, <u>as amended or substituted from time to time as prescribed in the Applicable Listing Rules</u>;</p> <p>“Procedural Rules of Board Meetings” means procedural rules of the Board meetings of the Company, as amended or substituted from time to time <u>as prescribed in the Applicable Listing Rules</u>;</p> <p>“Procedural Rules of General Meetings” means procedural rules of the general meetings of the Company, as amended or substituted from time to time <u>as prescribed in the Applicable Listing Rules</u>;</p> <p>“Rules of Audit Committee” means rules of Audit Committee of the Company, as amended or substituted from time to time <u>as prescribed in the Applicable Listing Rules</u>;</p> <p>「二親等以內的親屬關係」以一自然人而言，意指另一<u>自然人</u>與之有血緣或是姻親關係且在二親等內者，包括但不限於<u>首揭人之</u>父母，兄弟姐妹及祖父母，子女與孫子女，以及<u>首揭人之</u>配偶之父母，兄弟姐妹與祖父母；</p>	<p>Amend the wording. 修訂文字。</p>

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附錄一

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	<p>修改或替換後之版本；</p> <p>「股東會議事規則」意指本公司之股東會議事規則及其因情況所需而修改或替換後之版本；</p> <p>「審計委員會組織規程」意指本公司之審計委員會組織規程及其因情況所需而修改或替換後之版本；</p>	<p>「董事選舉規範」意指<u>上市櫃法令規定之本公司董事選舉規範</u>及其因情況所需而修改或替換後之版本；</p> <p>「董事會議事規範」意指<u>上市櫃法令規定之本公司董事會議事規範</u>及其因情況所需而修改或替換後之版本；</p> <p>「股東會議事規則」意指<u>上市櫃法令規定之本公司股東會議事規則</u>及其因情況所需而修改或替換後之版本；</p> <p>「審計委員會組織規程」意指<u>上市櫃法令規定之本公司審計委員會組織規程</u>及其因情況所需而修改或替換後之版本；</p>	
Article 7	<p>The Directors shall keep, or cause to be kept, the Register at such place as the Directors may from time to time determine and, in the absence of any such determination, the Register shall be kept at the Office.</p> <p>董事會可不時決定股東名簿之存放處。若董事會尚未做出任何決定，則股東名簿應被保管於公司辦事處。</p>	<p>The <u>Board of Directors</u> shall keep, or cause to be kept, the Register <u>which may be kept in or outside the Cayman Islands</u> at such place as the <u>Board of Directors</u> may from time to time determine and, in the absence of any such determination, the Register shall be kept at the Office.</p> <p>董事會應自行或透過他人於<u>董事會得隨時決定之英屬開曼群島境內或境外地點</u>保存股東名簿。若董事會未做出任何決定，則股東名簿應被保管於公司辦事處。</p>	Amend the wording. 修訂文字。
Article 10	<p>(b) order, fixed amount or fixed ratio of allocation of Dividends and bonus on preferred Shares;</p> <p>(b) 特別股股東行使表決權之順序或限制(包括無表決權等)；</p>	<p>(b) order, fixed amount or fixed ratio of allocation of <u>dividends</u> and bonus on preferred Shares;</p> <p>(b) 特別股股東行使表決權之順序或限制(包括無表決權等)；</p>	Amend the wording. 修訂文字。
Article 13	<p>Subject to the Applicable Listing Rules, upon each issuance of new Shares, the Directors may reserve not more than fifteen percent (15%) of the new shares for subscription by the employees of the Company and/or any Affiliated Company who are determined by the Board in its reasonable discretion.</p>	<p><u>For so long as the Shares are registered in the Emerging Market or listed on the GreTai Securities Market or TSE</u>, upon each issuance of new Shares, the Directors may reserve not more than fifteen percent (15%) of the new shares for subscription by the employees of the Company and/or any Affiliated Company who are determined</p>	Amend the wording to accommodate the laws and regulations.

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	根據上市法令規定，發行新股時，董事會得保留不超過百分之十五(15%)之新股供予本公司及/或關係企業之員工認購，得認購新股員工之資格由董事會依其合理裁量決定之。	by the Board in its reasonable discretion. 於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，發行新股時，董事會得保留不超過百分之十五(15%)之新股供予本公司及/或關係企業之員工認購，得認購新股員工之資格由董事會依其合理裁量決定之。	配合法令規定而修訂文字。
Article 14	For so long as the Shares are registered in the Emerging Market or listed on the GreTai Securities Market or TSE, unless otherwise resolved by the Shareholders in general meeting by Ordinary Resolution, if at anytime the Board resolves to issue any new Shares, the Company shall, after reserving the portion of Shares for subscription by its employees and for public offering in Taiwan pursuant to Article 13 (if any) and Article 16 respectively, first offer such remaining new Shares by a written notice to each then Shareholder for their subscriptions in proportion to the number of Shares held by them respectively. The notice shall state that if any Shareholder fails to subscribe for new Shares, his right shall be forfeited. In no event shall the subscription right in this Article be transferred to any other third parties. Where a fractional percentage of the original Shares being held by a Shareholder is insufficient to subscribe for one new Share, the fractional percentages of the original Shares being held by several Shareholders may be combined for joint subscription of one (1) or more integral new Shares or for subscription of new Shares in the name of a single Shareholder. New Shares left unsubscribed by	For so long as the Shares are registered in the Emerging Market or listed on the GreTai Securities Market or TSE, unless otherwise resolved by the Shareholders in general meeting by Ordinary Resolution, if at anytime the Board resolves to issue any new Shares, the Company shall, after reserving the portion of Shares for subscription by its employees and for public offering in Taiwan pursuant to Article 13 (if any) and Article 16 respectively, first offer such remaining new Shares by <u>public announcement and</u> a written notice to each then Shareholder for their subscriptions in proportion to the number of Shares held by them respectively. The <u>public announcement and written</u> notice shall state that if any Shareholder fails to subscribe for new Shares, his right shall be forfeited. In no event shall the subscription right in this Article be transferred to any other third parties. Where a fractional percentage of the original Shares being held by a Shareholder is insufficient to subscribe for one new Share, the fractional percentages of the original Shares being held by several Shareholders may be combined for joint subscription of one (1) or more integral new Shares or for subscription of new Shares in the name of a single Shareholder.	Amend the wording to accommodate the laws and regulations. 配合法令規定而修訂文字。

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	<p>original Shareholders may be open for public offering or for subscription by specific person or persons through negotiation.</p> <p>於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，除另經本公司股東會普通決議外，本公司董事會發行新股時，除依本章程第 13 條保留部分比例新股供員工認購(如有)及依本章程第 16 條保留部分比例供於台灣公開發行外，其餘新股應以書面通知原有股東按其原持股比例儘先分認。該書面通知應聲明股東未認購者喪失其權利。本條之認購權在任何情況下均不得讓與他人。原有股東持有股份按比例不足分認一新股者，得合併共同認購或歸併一人認購；原有股東未認購者，得公開發行或洽由特定人認購。</p>	<p>New Shares left unsubscribed by original Shareholders may be open for public offering or for subscription by specific person or persons through negotiation.</p> <p>於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，除另經本公司股東會普通決議外，本公司董事會發行新股時，除依本章程第 13 條保留部分比例新股供員工認購(如有)及依本章程第 16 條保留部分比例供於台灣公開發行外，其餘新股應以公告及書面通知原有股東按其原持股比例儘先分認。該公告及書面通知應聲明股東未認購者喪失其權利。本條之認購權在任何情況下均不得讓與他人。原有股東持有股份按比例不足分認一新股者，得合併共同認購或歸併一人認購；原有股東未認購者，得公開發行或洽由特定人認購。</p>	
Article 16	<p>Unless otherwise provided in the Applicable Listing Rules, where the Company increases its capital by issuing new Shares in Taiwan, the Company shall allocate ten percent (10%) of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not deemed necessary or appropriate by the Commission, according to the Applicable Listing Rules, for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned ten percent (10%) is resolved by an Ordinary Resolution to be offered, the percentage determined by such resolution shall prevail. For so long as the Shares are registered in the Emerging Market or listed on the GreTai Securities Market or TSE, unless otherwise provided in the Applicable Listing Rules, the Company shall obtain a prior</p>	<p><u>For so long as the Shares are listed on the GreTai Securities Market or TSE,</u> unless otherwise provided in the Applicable Listing Rules, where the Company increases its capital by issuing new Shares in Taiwan, the Company shall allocate ten percent (10%) of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not deemed necessary or appropriate by the Commission, according to the Applicable Listing Rules, for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned ten percent (10%) is resolved by an Ordinary Resolution to be offered, the percentage determined by such resolution shall prevail. For so long as the Shares are registered in the Emerging Market or listed on the GreTai Securities Market or TSE, unless otherwise provided</p>	<p>Amend the wording to accommodate the laws and regulations. 配合法令規定而修訂文字。</p>

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公司章程修正對照表

Article No. 條次	Memorandum and Articles of Association (adopted by June 8 th , 2012 General Meeting) 修正前(於 2012 年 6 月 8 日股東會通過)	Memorandum and Articles of Association (adopted by November 16 th , 2012 Board Meeting) 修正後(預計於 2013 年 1 月 3 日股東臨時會通過)	Explanations 新增/修正理由
	<p>approval of the Commission and/or other competent authorities for any capital increase (ie., issue of new Shares) (whether inside Taiwan or outside Taiwan) in accordance with the Applicable Listing Rules.</p> <p>除上市法令另有規定外，本公司於臺灣境內辦理現金增資發行新股時，除金管會依據上市法令認為無須或不適宜對外公開發行外，應提撥發行新股總額之百分之十(10%)，在臺灣境內對外公開發行，但股東會另有較高提撥比率之普通決議者，從其決議。於本公司股份已登錄興櫃或於證券櫃檯買賣中心或證交所上市期間，除上市法令另有規定外，本公司應取得金管會及其他主管機關就其現金增資(即發行新股) (無論臺灣境內或臺灣境外)之核准。</p>	<p>in the Applicable Listing Rules, the Company shall obtain a prior approval of the Commission and/or other competent authorities for any capital increase (ie., issue of new Shares) (whether inside Taiwan or outside Taiwan) in accordance with the Applicable Listing Rules.</p> <p>於本公司股份於證券櫃檯買賣中心或證交所上市之期間，除上市櫃法令另有規定外，本公司於臺灣境內辦理現金增資發行新股時，除金管會依據上市櫃法令認為無須或不適宜對外公開發行外，應提撥發行新股總額之百分之十(10%)，在臺灣境內對外公開發行，但股東會另有較高提撥比率之普通決議者，從其決議。於本公司股份已登錄興櫃或於證券櫃檯買賣中心或證交所上市期間，除上市櫃法令另有規定外，本公司應取得金管會及其他主管機關就其現金增資(即發行新股) (無論臺灣境內或臺灣境外)之核准。</p>	
Article 17 C	<p>Subject to the Applicable Listing Rules, the Company may by either a Supermajority Resolution Type A or the Supermajority Resolution Type B carry out private placement of its securities to the following entities in Taiwan:</p> <p>(a) banking enterprises, bill enterprises, trust enterprises, insurance enterprises, securities enterprises or any other legal entities or institutions approved by the Commission;</p> <p>(b) individuals, legal entities or funds meeting the qualifications established by the Commission; and</p> <p>(c) Directors, supervisors (if any) and managers of the Company or the Affiliated Companies.</p>	<p>Subject to the Applicable Listing Rules, the Company may by either a Supermajority Resolution Type A or the Supermajority Resolution Type B carry out private placement of its securities to the following entities in Taiwan:</p> <p>(a) banking enterprises, bill enterprises, trust enterprises, insurance enterprises, securities enterprises or any other legal entities or institutions approved by the Commission;</p> <p>(b) individuals, legal entities or funds meeting the qualifications established by the Commission; and</p> <p>(c) Directors, supervisors (if any) and managers of the Company or the Affiliated Companies.</p>	<p>Amend the wording to accommodate the laws and regulations.</p> <p>配合法令規定而修訂文字。</p>

CONCRAFT HOLDING CO., LTD

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

Article No. 條次	Memorandum and Articles of Association (adopted by June 8 th , 2012 General Meeting) 修正前(於 2012 年 6 月 8 日股東會通過)	Memorandum and Articles of Association (adopted by November 16 th , 2012 Board Meeting) 修正後(預計於 2013 年 1 月 3 日股東臨時會通過)	Explanations 新增/修正理由
	<p>依據上市法令規定，本公司得以 A 型特別決議或 B 型特別決議，在台灣對下列之人進行有價證券之私募：</p> <p>(a) 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；</p> <p>(b) 符合金管會所定條件之自然人、法人或基金；及</p> <p>(c) 本公司或關係企業之董事、監察人(如有)及經理人。</p>	<p><u>Subject to the Applicable Listing Rules, a private placement of ordinary corporate bonds may be carried out in instalments within one (1) year of the date of the relevant resolution of the Board of Directors approving such private placement.</u></p> <p>依據上市櫃法令規定，本公司得以 A 型特別決議或 B 型特別決議，在台灣對下列之人進行有價證券之私募：</p> <p>(a) 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；</p> <p>(b) 符合金管會所定條件之自然人、法人或基金；及</p> <p>(c) 本公司或關係企業之董事、監察人(如有)及經理人。</p> <p><u>依據上市櫃法令規定，普通公司債之私募得於董事會決議之日起一年內分次辦理。</u></p>	
Article 22	<p>Title to Shares which are registered in the Emerging Market or listed in the GreTai Securities Market or the TSE may be evidenced and transferred in accordance with the Applicable Listing Rules. Subject to the Law and Article 40E, Shares issued by the Company shall be freely transferable, provided that any Shares reserved for issuance to the employees of the Company may be subject to transfer restrictions for a period of not more than two (2) years, or such other period as the Directors may determine in their discretion.</p> <p>凡已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之股份，其所有權得依據上市法令規定予以證明及轉讓。除公司法與本章程第 40E 條另有規定外，本公司發行的股份應可自由轉讓。但本公司保留給員工認購之股份得由董事會依其裁量限制員工在一定期間內不得轉讓，惟</p>	<p>Title to Shares which are registered in the Emerging Market or listed in the GreTai Securities Market or the TSE may be evidenced and transferred in accordance with the Applicable Listing Rules. Subject to the Law and Article 40E, Shares issued by the Company shall be freely transferable, provided that any Shares reserved for issuance to the employees of the Company may be subject to transfer restrictions for a period of not more than two (2) years, or such other period as the Directors may agree with such employees.</p> <p><u>Notwithstanding anything to the contrary in these Articles, Shares that are listed or admitted to trading on an approved stock exchange (as defined in the Law, and includes the GreTai Securities Market and the TSE) may be evidenced and transferred in accordance with</u></p>	Amend the wording. 文字修訂。

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	其限制期間最長不得超過 2 年，或是依董事會與員工另行決定之其他期限。	<u>the rules and regulations of such exchange.</u> 凡已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之股份，其所有權得依據上市櫃法令規定予以證明及轉讓。除公司法與本章程第 40E 條另有規定外，本公司發行的股份應可自由轉讓。但本公司保留給員工認購之股份得由董事會依其裁量限制員工在一定期間內不得轉讓，惟其限制期間最長不得超過 2 年，或是依董事會與員工另行決定之其他期限。 <u>本章程縱有相反規定，上市股份或准於經核可之證券交易所(按公司法所載之定義，包括證券櫃檯買賣中心及證交所)交易之股份得按該交易所之規則與規定表彰及移轉。</u>	
Article 33	Subject to the Law, these Articles and the quorum requirement under the Applicable Listing Rules, with regard to the dissolution procedures of the Company, the Company shall pass (a) a Ordinary Resolution, if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as they fall due; or 除公司法、本章程及上市法令關於法定出席數另有規定外，就本公司之解散本公司應： (a) 如本公司因無法支應到期之債務而決議自願解散者，經普通決議通過；或	Subject to the Law, these Articles and the quorum requirement under the Applicable Listing Rules, with regard to the dissolution procedures of the Company, the Company shall pass (a) <u>either a Supermajority Resolution Type A or a Supermajority Resolution Type B</u> , if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as they fall due; or 除公司法、本章程及上市櫃法令關於法定出席數另有規定外，就本公司之解散本公司應： (a) 如本公司因無法支應到期之債務而決議自願解散者，經 <u>A 型特別決議或 B 型特別決議</u> 通過；或	Amend the wording to accommodate the laws and regulations. 配合法令規定而修訂文字。
Article 40 D	Subject to Article 40E and the Applicable Listing Rules, the Treasury Shares may be disposed of by the Company on such terms and conditions as determined by the Board of Directors. If the Treasury Shares having been repurchased by the Company is for the purpose of the transfer to employees under the Applicable Listing	Subject to Article 40E and the Applicable Listing Rules, the Treasury Shares may be disposed of by the Company on such terms and conditions as determined by the Board of Directors. If the Treasury Shares having been repurchased by the Company is for the purpose of the transfer to employees under the Applicable Listing	Amend the wording. 文字修訂。

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	<p>Rules, the Company may impose transfer restrictions that the employees refrain from transferring such Shares during certain period with a maximum of two (2) years.</p> <p>除本章程第 40E 條與上市法令另有規定外，庫藏股得經本公司以董事會決定之條款與條件予以處分。如庫藏股之買回係依據上市法令為轉讓予員工，本公司得限制員工在一定期間內不得轉讓，惟限制期間最長為二年。</p>	<p>Rules, <u>such employees may undertake to the Company to</u> refrain from transferring such Shares during certain period with a maximum of two (2) years.</p> <p>除本章程第 40E 條與上市櫃法令另有規定外，庫藏股得經本公司以董事會決定之條款與條件予以處分。如庫藏股之買回係依據上市櫃法令為轉讓予員工，<u>該等員工得向本公司承諾</u>在一定期間內不得轉讓，惟限制期間最長為二年。</p>	
Article 48 B	<p>The Company shall make public announcements with regard to notice of general meeting, proxy form, and summary information and details about issues for recognition, discussion, election or dismissal of Directors or supervisors (if any) at least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any extraordinary general meeting.</p> <p>本公司應於股東常會開會至少 30 日前或臨時股東會開會至少 15 日前，公告股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事或監察人(如有)事項等各項議案之案由及說明資料。</p>	<p><u>For so long as the Shares are registered in the Emerging Market or listed on the GreTai Securities Market or TSE,</u> the Company shall make public announcements with regard to notice of general meeting, proxy form, and summary information and details about issues for recognition, discussion, election or dismissal of Directors or supervisors (if any) at least thirty (30) days prior to any annual general meeting or at least fifteen (15) days prior to any extraordinary general meeting.</p> <p><u>於本公司股份已登錄興櫃或是在證券櫃檯買賣中心或證交所上市之期間，</u>本公司應於股東常會開會至少 30 日前或臨時股東會開會至少 15 日前，公告股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事或監察人(如有)事項等各項議案之案由及說明資料。</p>	<p>Amend the wording to accommodate the laws and regulations.</p> <p>配合法令規定而修訂文字。</p>
Article 65	<p>Except for Taiwan trust enterprises or Shareholders' Service Agencies approved by Taiwan competent authorities or the chairman appointed pursuant to Article 68, when a person who acts as the proxy for two (2) or more Shareholders concurrently, the number of votes represented by him shall not exceed three percent</p>	<p>Except for Taiwan trust enterprises or Shareholders' Service Agencies approved by Taiwan competent authorities or the chairman appointed pursuant to Article 68, when a person who acts as the proxy for two (2) or more Shareholders concurrently, the number of votes represented by him shall not exceed three percent</p>	<p>Amend the wording.</p> <p>文字修訂。</p>

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	<p>(3%) of the total number of votes of the Company and the portion of excessive votes represented by such proxy shall not be counted.</p> <p>除中華民國信託事業或經中華民國證券主管機關核准的股務代理機構或依據第 68 條指派主席外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三(3%)，超過時其超過之表決權，不予計算。</p>	<p>(3%) of the total number of votes of the Company and the portion of <u>votes in excess of the said three percent (3%)</u> represented by such proxy shall not be counted.</p> <p>除中華民國信託事業或經中華民國證券主管機關核准的股務代理機構或依據第 68 條指派主席外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三(3%)，超過<u>百分之三(3%)</u>之表決權，不予計算。</p>	
Article 69	<p>A Shareholder shall submit his or her vote by way of written ballot or electronic transmission pursuant to Article 67 to the Company at least two (2) days prior to the scheduled meeting date of the general meeting; whereas if two (2) or more such written ballot or electronic transmission are submitted to the Company, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68 by the first written ballot or transmission shall prevail unless it is expressly included in the subsequent vote by written ballot or electronic transmission that the original vote submitted by written ballot or electronic transmission be revoked.</p> <p>股東應於股東會召集至少 2 日前依據第 67 條規定向本公司以書面或電子方式提出表決。若股東向本公司提出 2 份以上之書面或電子表決，應以依據第 68 條規定以第一份書面或電子表決提出於股東會主席之委託為準，但之後提出之書面或電子表決明示撤銷先前書面或電子表決者，不在此限。</p>	<p>A Shareholder shall submit his or her vote by way of written ballot or electronic transmission pursuant to Article 67 to the Company at least two (2) days prior to the scheduled meeting date of the general meeting; whereas if two (2) or more such written ballot or electronic transmission are submitted to the Company, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 68 by the first written ballot or <u>electronic</u> transmission shall prevail unless it is expressly included in the subsequent vote by written ballot or electronic transmission that the original vote submitted by written ballot or electronic transmission be revoked.</p> <p>股東應於股東會召集至少 2 日前依據第 67 條規定向本公司以書面或電子方式提出表決。若股東向本公司提出 2 份以上之書面或電子表決，應以依據第 68 條規定以第一份書面或電子表決提出於股東會主席之委託為準，但之後提出之書面或電子表決明示撤銷先前書面或電子表決者，不在此限。</p>	Amend the wording. 文字修訂。
Article 74	<p>Unless otherwise determined by the Company in general meeting, the number of Directors shall be no less than five (5) Directors.</p>	<p>Unless otherwise determined by the Company in general meeting, the number of Directors shall be no less than five (5) Directors <u>with</u></p>	Amend the wording.

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

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	<p>Amongst the Board of Directors, the Company shall have at least three (3) Independent Directors, and the Independent Directors shall account for at least one-fifth (1/5) of the total number of Directors. At least one (1) of the Independent Directors must be domiciled in Taiwan. For so long as the Shares are listed on the GreTai Securities Market or the TSE, the Directors shall include such number of Independent Directors as applicable law, rules or regulations or the Applicable Listing Rules require for a foreign issuer.</p> <p>除股東會另有決議外，本公司董事會，設置董事不得少於五人，其中獨立董事人數不得少於三人且獨立董事應達全體董事席次五分之一以上，其中至少一人應在中華民國設有戶籍。於本公司股份於證券櫃檯買賣中心或證交所上市之期間，董事會之獨立董事席次應符合相關法令或上市法令關於外國發行人之規定。</p>	<p><u>a maximum of nine (9) Directors.</u> Amongst the Board of Directors, the Company shall have at least three (3) Independent Directors, and the Independent Directors shall account for at least one-fifth (1/5) of the total number of Directors. At least one (1) of the Independent Directors must be domiciled in Taiwan. For so long as the Shares are listed on the GreTai Securities Market or the TSE, the Directors shall include such number of Independent Directors as applicable law, rules or regulations or the Applicable Listing Rules require for a foreign issuer.</p> <p>除股東會另有決議外，本公司董事會，設置董事不得少於五人，<u>最多為九人</u>，其中獨立董事人數不得少於三人且獨立董事應達全體董事席次五分之一以上，其中至少一人應在中華民國設有戶籍。於本公司股份於證券櫃檯買賣中心或證交所上市之期間，董事會之獨立董事席次應符合相關法令或上市<u>櫃</u>法令關於外國發行人之規定。</p>	<p>文字修訂。</p>
Article 77	<p>When the number of Directors falls below five (5) due to the disqualification or resignation of a Director or any Director ceases to be a Director of the Company for any reason, the Company shall hold an election to elect substitute director(s) at the next following general meeting. When the number of Directors falls short by one-third (1/3) of the minimum number prescribed by these Articles, an extraordinary general meeting shall be convened within sixty (60) days of the occurrence of that fact to hold an election of Directors.</p> <p>董事因資格不符、辭職或因故解任，致不足五人者，本公司應於最近一次股東會補選之。但董事缺額達本章程所定席次三分之一者，應於</p>	<p>When the number of Directors falls below five (5) due to the disqualification or resignation of a Director or any Director ceases to be a Director of the Company for any reason, the Company shall hold an election to elect substitute director(s) at the next following general meeting. When the number of Directors falls short by one-third (1/3) of <u>total number of Directors elected at the previous general meeting convened to elect Directors and notwithstanding the actual current number of Directors</u>, an extraordinary general meeting shall be convened within sixty (60) days of the occurrence of that fact to hold an election of Directors.</p>	<p>Amend the wording to accommodate the laws and regulations. 配合法令規定而修訂文字。</p>

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	事實發生之日起 60 日內，召開臨時股東會補選之。	董事因資格不符、辭職或因故解任，致不足五人者，本公司應於最近一次股東會補選之。 <u>但董事缺額達公司股東會選出之全體董事人數的三分之一，且不論現在實際董事人數為何，應於事實發生之日起 60 日內，召開臨時股東會補選之。</u>	
Article 79	<p>The Directors may also adopt a candidate nomination mechanism which is in compliance with Applicable Listing Rules. The rules and procedures for such candidate nomination shall be in accordance with policies established by the Directors and by an Ordinary Resolution from time to time, which policies shall be in accordance with the Law, these Articles and the Applicable Listing Rules. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Guidelines Governing Election of Directors.</p> <p>董事會得採用符合上市法令的候選人提名機制。該提名機制之規則與程序應符合不時經董事會及普通決議通過所制定的政策，該政策應符合公司法、本章程條款及上市法令。除本章程或上市法令另有規定外，本公司應另遵守董事選舉規範之規定。</p>	<p><u>For so long as the Shares are registered in Emerging Market or listed on the GreTai Securites Market or TSE, the Company may</u> also adopt a candidate nomination mechanism which is in compliance with Applicable Listing Rules. The rules and procedures for such candidate nomination shall be in accordance with policies <u>approved</u> by the Directors and by an Ordinary Resolution from time to time, which policies shall be in accordance with the Law, these Articles and the Applicable Listing Rules. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Guidelines Governing Election of Directors.</p> <p><u>於本公司股份已登錄興櫃或在證券櫃檯買賣中心或證交所上市之期間，本公司得採用符合上市櫃法令的候選人提名機制。該提名機制之規則與程序應符合不時經董事會及普通決議通過所決議通過之政策，該政策應符合公司法、本章程條款及上市櫃法令。除本章程或上市櫃法令另有規定外，本公司應另遵守董事選舉規範之規定。</u></p>	Amend the wording to accommodate the laws and regulations. 配合法令規定而修訂文字。
Article 80	Subject to these Articles, the term for which a Director and supervisor (if any) will hold office shall not exceed three (3) years; thereafter he/she may be eligible for re-election. In case no election of new Directors or supervisors (if any) is effected after expiration of the term of office of the existing Directors or supervisors (if any), the	Subject to these Articles, the term for which a Director and supervisor (if any) will hold office shall not exceed three (3) years; thereafter he/she may be eligible for re-election. In case no election of new Directors or supervisors (if any) is effected after expiration of the term of office of the existing Directors or supervisors (if any), the	

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

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	term of office of such Directors shall be extended until the time new Directors or supervisors (if any) are elected and assume their office. 除本章程另有規定外，每一董事與監察人(如有)之任期不得超過三年，但得連選連任。若董事或監察人(如有)任期屆滿而尚未選任新董事或監察人(如有)者，則該董事或監察人(如有)之任期應予延長至新董事或監察人(如有)選出並開始任職為止。	term of office of such Directors <u>or supervisors (if any)</u> shall be extended until the time new Directors or supervisors (if any) are elected and assume their office. 除本章程另有規定外，每一董事及監察人(如有)之任期不得超過三年，但得連選連任。若董事或監察人(如有)任期屆滿而尚未選任新董事或監察人(如有)者，則該董事或監察人(如有)之任期應予延長至新董事或監察人(如有)選出並開始任職為止。	
Article 91	The Directors may from time to time appoint any Person (exclusive of any Independent Directors), whether or not a Director to hold such office in the Company as the Directors may think necessary for the administration of the Company, including but not limited to, the office of the chief executive officer, president, one (1) or more vice-presidents or chief financial officer, and for such term and at such remuneration (whether by way of salary or commission or participation in profits or partly in one way and partly in another), and with such powers and duties as the Directors may think fit. Notwithstanding the foregoing, if any Directors hold either of the above positions, the relevant remuneration shall be subject to Article 85. Any Person so appointed by the Directors may be removed by the Directors. The Directors may also appoint one (1) or more of their number to the office of managing director upon like terms, but any such appointment shall ipso facto determine if any managing director ceases from any cause to be a Director, or if the Company by Ordinary Resolution resolves that his tenure of office	The Directors may from time to time appoint any Person (exclusive of any Independent Directors), whether or not a Director to hold such office in the Company as the Directors may think necessary for the administration of the Company, including but not limited to, the office of the chief executive officer, president, one (1) or more vice-presidents or chief financial officer, and for such term and at such remuneration (whether by way of salary or commission or participation in profits or partly in one way and partly in another), and with such powers and duties as the Directors may think fit. Notwithstanding the foregoing, if any Directors hold either of the above positions, the relevant remuneration shall be subject to Article 85. Any Person so appointed by the Directors may be removed by the Directors. The Directors may also appoint one (1) or more of their number to the office of managing director upon like terms, but any such appointment shall ipso facto determine if any managing director ceases from any cause to be a Director, or if the Company by Ordinary Resolution resolves that his tenure of office	Amend the wording . 文字修訂。

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

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	<p>be terminated.</p> <p>董事會得在其認為就本公司之管理有必要下隨時任命任何人(不含獨立董事在內)，無論是否為董事，依其認為合適之任期、酬勞(無論是薪資、佣金、分紅或是以上之組合)、權力和責任，出任本公司之職務，包括但不限於執行長、總經理、一名以上之副總經理或財務長，惟就董事擔任此等職務所得之酬勞應準用第 85 條規定。任何經董事會任命之人亦可由董事會解除其職務。董事會得任命一人或以上為具相同任期之常務董事，但任何任命應於任何常務董事因任何原因不再是一名董事，或是本公司經普通決議通過將其解任時依其事實終止。</p>	<p>be terminated.</p> <p>董事會得在其認為就本公司之管理有必要下隨時任命任何人(不含獨立董事在內)，無論是否為董事，依其認為合適之任期、酬勞(無論是薪資、佣金、分紅或是以上之組合)、權力和責任，出任本公司之職務，包括但不限於執行長、總經理、一名以上之副總經理或財務長，惟就董事擔任此等職務所得之酬勞應準用第 85 條規定。任何經董事會任命之人亦可由董事會解除其職務。董事會得任命一人或以上為具相同任期之常務董事，但任何任命應於任何常務董事因任何原因不再是一名董事，或是本公司經普通決議通過將其解任時依其事實終止。</p>	
Article 97 B	<p>Subject to the Cayman Islands law, any Director shall owe fiduciary duties to the Company and such fiduciary obligations shall include but not limited to the observance of general standards of loyalty, good faith and the avoidance of a conflict of duty and self-interest. If any Director breaches the aforesaid fiduciary duties, subject to the Cayman Islands law, such Director shall be held liable for any damages therefrom.</p> <p>Subject to the Cayman Islands law, if any Director violates the aforesaid fiduciary duties for him/herself or another person his/her, it may be resolved at the general meeting to deem any income from such behaviour as the Company's income.</p> <p>If any Director breaches any applicable laws or regulations in performing business for the Company, therefore causing any loss or damage to third party, subject to the Cayman Islands law, such Director shall be held jointly and severally liable for the loss or</p>	<p>Subject to the Cayman Islands law <u>and the Applicable Listing Rules</u>, any Director shall owe fiduciary duties to the Company and such fiduciary obligations shall include but not limited to the observance of general standards of loyalty, good faith and the avoidance of a conflict of duty and self-interest. If any Director breaches the aforesaid fiduciary duties, subject to the Cayman Islands law <u>and the Applicable Listing Rules</u>, such Director shall be held liable for any damages therefrom.</p> <p>Subject to the Cayman Islands law <u>and the Applicable Listing Rules</u>, if any Director violates the aforesaid fiduciary duties for him/herself or another person his/her, it may be resolved at the general meeting to deem any income from such behaviour as the Company's income.</p> <p>If any Director breaches any applicable laws or regulations in performing business for the Company, therefore causing any loss or</p>	<p>Amend the wording and paragraph. 文字及段落修訂。</p>

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

Article No. 條次	Memorandum and Articles of Association (adopted by June 8 th , 2012 General Meeting) 修正前(於 2012 年 6 月 8 日股東會通過)	Memorandum and Articles of Association (adopted by November 16 th , 2012 Board Meeting) 修正後(預計於 2013 年 1 月 3 日股東臨時會通過)	Explanations 新增/修正理由
	<p>damage to such third party with the Company. In this connection, such Director shall indemnify the Company for any loss or damage incurred by the Company to third party. Subject to the Cayman Islands law, the officers and the supervisors (if any) of the Company shall bear the aforesaid joint and several liability with the Company within the scope of their respective duties.</p> <p>依據英屬開曼群島法律，任何董事對公司均有忠實義務，且該等忠實義務應包含但不限於遵守一般忠誠與善意以及避免義務衝突與自身利益衝突等。如任何董事有違反前述忠實義務，依據英屬開曼群島法律，該董事應對因此所生之損害負責。</p> <p>依據英屬開曼群島法律，如有任何董事為自己或為他人而違反前述忠實義務，股東會得決議將該等行為之任何所得視為本公司之所得。</p> <p>如任何董事為本公司執行職務而有違反相關法令並致第三人有損害時，依據英屬開曼群島法律，該董事對該第三人應與本公司負連帶賠償責任；在此情形下，該董事應賠償本公司對第三人請求所生之損害。依據英屬開曼群島法律，本公司之經理人與監察人(如有)應在其各自職務範圍內與本公司負連帶賠償責任。</p>	<p>damage to third party, subject to the Cayman Islands law <u>and the Applicable Listing Rules</u>, such Director shall be held jointly and severally liable for the loss or damage to such third party with the Company. In this connection, such Director shall indemnify the Company for any loss or damage incurred by the Company to third party.</p> <p><u>Subject to Cayman Islands law and the Applicable Listing Rules, to the extent of the scope of their respective duties, the officers and the supervisors (if any) of the Company shall bear the liability identical to that applicable to Directors pursuant to the preceding paragraphs of this Article.</u></p> <p>依據英屬開曼群島法律及<u>上市櫃法令</u>，任何董事對公司均有忠實義務，且該等忠實義務應包含但不限於遵守一般忠誠與善意以及避免義務衝突與自身利益衝突等。如任何董事有違反前述忠實義務，依據英屬開曼群島法律及<u>上市櫃法令</u>，該董事應對因此所生之損害負責。</p> <p>依據英屬開曼群島法律及<u>上市櫃法令</u>，如有任何董事為自己或為他人而違反前述忠實義務，股東會得決議將該等行為之任何所得視為本公司之所得。</p> <p>如任何董事為本公司執行職務而有違反相關法令並致第三人有損害時，依據英屬開曼群島法律及<u>上市櫃法令</u>，該董事對該第三人應與本公司負連帶賠償責任；在此情形下，該董事應賠償本公司對第三人請求所生之損害。</p> <p>依據英屬開曼群島法律及<u>上市櫃法令</u>，在各自職務範圍內，本公司之經理人與監察人(如有)應與董事負擔本條前各項所規定之相同責任。</p>	

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

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Article 104	<p>The Directors may meet together (either within or outside the Cayman Islands) for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings as they think fit. Questions arising at any meeting shall be decided by a majority of votes present at such meeting. In case of an equality of votes the chairman shall not have a second or casting vote. The notice of the Board meeting shall state the reasons for such meeting and shall be given to each Director at least seven (7) days prior to the meeting; however the Board meeting may be convened from time to time in case of any emergency in accordance with the Applicable Listing Rules. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Procedural Rules of Board Meetings.</p> <p>董事得(於開曼群島境內或境外)集會討論事務處理、休會或是其認為適當之其他董事會會議及其程序之規範。任何於會議中提出的問題應以出席董事之多數決決定。在得票數相等的情況下，主席不得投下第二票或決定票。董事會之召集通知應載明召集事由，並於 7 日前寄發通知予各董事，但有緊急情形時得依據上市法令隨時召集。除本章程或上市法令另有規定外，本公司應另遵守董事會議事規範之規定。</p>	<p>The Directors may meet together (either within or outside the Cayman Islands) for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings as they think fit. Questions arising at any meeting shall be decided by a majority of votes present at such meeting. In case of an equality of votes the chairman shall not have a second or casting vote. The notice of the Board meeting shall state the reasons for such meeting and shall be given to each Director at least seven (7) days prior to the meeting <u>via mail or electronic transmission</u>; however the Board meeting may be convened from time to time in case of any emergency in accordance with the Applicable Listing Rules. Subject to these Articles and the Applicable Listing Rules, the Company shall additionally comply with the Procedural Rules of Board Meetings.</p> <p>董事得(於英屬開曼群島境內或境外)集會討論事務處理、休會或是其認為適當之其他董事會會議及其程序之規範。任何於會議中提出的問題應以出席董事之多數決決定。在得票數相等的情況下，主席不得投下第二票或決定票。董事會之召集通知應載明召集事由，並於 7 日前以寄發或電子方式通知予各董事，但有緊急情形時得依據上市櫃法令隨時召集。除本章程或上市櫃法令另有規定外，本公司應另遵守董事會議事規範之規定。</p>	<p>Amend the wording to accommodate the laws and regulations. 配合法令規定而修訂文字。</p>
Article 107	<p>If any Director has personal interest (whether directly or indirectly) in matters on agenda for the Board meeting, such Director shall disclose and explain the material information or contents on such</p>	<p><u>Notwithstanding the first paragraph of this Article</u>, if any Director has personal interest (whether directly or indirectly) in matters on agenda for the Board meeting, such Director shall disclose and</p>	<p>Amend the wording . 文字修訂。</p>

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	<p>personal interest at the same Board meeting.</p> <p>如任何董事對於董事會議之事項，有自身利害關係(不論直接或間接)時，該董事應於當次董事會揭露並說明其自身利害關係之重要內容。</p>	<p>explain the material information or contents on such personal interest at the same Board meeting.</p> <p><u>不論本條第一項內容如何</u>，如任何董事對於董事會議之事項，有自身利害關係(不論直接或間接)時，該董事應於當次董事會揭露並說明其自身利害關係之重要內容。</p>	
Article 119	<p>(k) any other material matter so required by Applicable Listing Rules or the competent authority.</p> <p>(k) 其他任何主管機關或上市法令規定之重大事項。</p>	<p>(k) any other material matter <u>deemed necessary by the Company or</u> so required by Applicable Listing Rules or the competent authority.</p> <p>(k) 其他經本公司認為或任何主管機關或上市<u>櫃</u>法令規定之重大事項。</p>	Amend the wording . 文字修訂。
Article 123	<p>Any Shareholder or Shareholders holding three percent (3%) or more of the total number of the issued Shares of the Company for one (1) consecutive year or longer may request in writing any Independent Director of the Audit Committee to file a litigation against any Director or Directors on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China. If Independent Directors of the Audit Committee fail to file such litigation within thirty (30) days after receiving the request by such Shareholder or Shareholders, subject to Cayman Islands law, such Shareholder or Shareholders may file such litigation on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China.</p> <p>繼續一年以上持有本公司已發行股份總數百分之三(3%)以上之股東，得以書面請求審計委員會之獨立董事為本公司對董事提起訴訟，</p>	<p>Any Shareholder<u>(s)</u> holding three percent (3%) or more of the total number of the issued Shares of the Company for one (1) consecutive year or longer may request in writing any Independent Director of the Audit Committee to file a litigation against any Director or Directors on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China.</p> <p>If <u>the</u> Independent Directors of the Audit Committee <u>who has been requested by such Shareholder(s) in accordance with the previous paragraph</u> fails to file such litigation within thirty (30) days after receiving the request by such Shareholder<u>(s)</u>, subject to Cayman Islands law, such Shareholder<u>(s)</u> may file such litigation on behalf of the Company with a competent court having proper jurisdiction, including Taipei District Court of the Republic of China.</p> <p>繼續一年以上持有本公司已發行股份總數百分之三(3%)以上之股</p>	Amend the wording and paragraph. 文字及段落修訂。

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Article No. 條次	Memorandum and Articles of Association (adopted by June 8 th , 2012 General Meeting) 修正前(於 2012 年 6 月 8 日股東會通過)	Memorandum and Articles of Association (adopted by November 16 th , 2012 Board Meeting) 修正後(預計於 2013 年 1 月 3 日股東臨時會通過)	Explanations 新增/修正理由
	並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。於收到股東之請求後 30 日內，審計委員會之獨立董事不提起訴訟時，依據英屬開曼群島法律，股東得為本公司提起訴訟，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。	東，得以書面請求審計委員會之任一獨立董事成員為本公司對董事提起訴訟，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。於收到股東依前項規定提出之請求後 30 日內，受該股東請求之該審計委員會獨立董事成員不提起訴訟時，依據英屬開曼群島法律，股東得為本公司提起訴訟，並得以具備管轄權之法院(包括臺灣台北地方法院，如適用)為管轄法院。	
Article 140	Subject to the Applicable Listing Rules, within seven (7) days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its litigation or non-litigation agent appointed pursuant to the Applicable Listing Rules, the Board of the Directors shall resolve to recommend to the Shareholders whether to accept or object to the tender offer and make a public announcement of the following: 除上市法令另有規定外，董事會於本公司或本公司依上市法令委任之訴訟或非訟代理人接獲公開收購申報書副本及相關書件後 7 日內，應對建議股東接受或反對本次收購做成決議，並公告下列事項：	<u>For so long as the Shares of the Company are registered in the Emerging Market and/or listed in the GreTai Securities Market or TSE,</u> subject to the Applicable Listing Rules, within seven (7) days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its litigation or non-litigation agent appointed pursuant to the Applicable Listing Rules, the Board of the Directors shall resolve to recommend to the Shareholders whether to accept or object to the tender offer and make a public announcement of the following: <u>於本公司股份已登錄興櫃及/或在證券櫃檯買賣中心或證交所上市之期間，</u> 除上市櫃法令另有規定外，董事會於本公司或本公司依上市櫃法令委任之訴訟或非訟代理人接獲公開收購申報書副本及相關書件後 7 日內，應對建議股東接受或反對本次收購做成決議，並公告下列事項：	Amend the wording to accommodate the laws and regulations. 配合法令規定而修訂文字。
Article 146	Any notice or document delivered or sent by post to or left at the registered address of any Shareholder in accordance with the terms of these Articles shall notwithstanding that such Shareholder be then dead or bankrupt, and whether or not the Company has notice	Any notice or document delivered or sent by post to or left at the registered address of any Shareholder in accordance with the terms of these Articles shall notwithstanding that such Shareholder be then dead or bankrupt, and whether or not the Company has notice	Amend the wording . 文字修訂。

CONCRAFT HOLDING CO., LTD

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

Article No. 條次	Memorandum and Articles of Association (adopted by June 8 th , 2012 General Meeting) 修正前(於 2012 年 6 月 8 日股東會通過)	Memorandum and Articles of Association (adopted by November 16 th , 2012 Board Meeting) 修正後(預計於 2013 年 1 月 3 日股東臨時會通過)	Explanations 新增/修正理由
	<p>of his death or bankruptcy, be deemed to have been duly served in respect of any Share registered in the name of such Shareholder as sole or joint holder, unless his name shall at the time of the service of the notice or document, have been removed from the Register as the holder of the Share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all Persons interested (whether jointly with or as claiming through or under him) in the Share.</p> <p>按本章程之規定以郵寄交付或寄送或置於股東登記簿所載之地址之任何通知或文件，即使該股東當時已過世或破產且不論本公司是否已受通知上情，就登記於該股東名下之單獨或共同持有之任何股份，除該股東於該通知或文件送達時已自股東名簿中除名外，均應視為已合法送達，且應為所有目的視為已送達所有該股份之利害關係人(無論是共同或經由請求或以其名義)。</p>	<p>of his death or bankruptcy, be deemed to have been duly served in respect of any Share registered in the name of such Shareholder as sole or joint holder, unless his name shall at the time of the service of the notice or document, have been removed from the Register as the holder of the Share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all Persons interested (whether jointly with or as claiming through or under him) in the Share.</p> <p>按本章程之規定以郵寄交付或寄送或置於股東登記簿所載之地址之任何通知或文件，即使該股東當時已過世或破產且不論本公司是否已受通知上情，就登記於該股東名下之單獨或共同持有之任何股份，除該股東於該通知或文件送達時已自股東名簿中除名外，均應視為已合法送達，且應為所有目的視為已送達所有該股份之利害關係人(無論是共同或經由請求或以其名義)。</p>	

英屬開曼群島商康而富控股股份有限公司
董事選舉規範修正對照表

附錄二

Comparison Table for Guidelines Governing Election of Directors

Article No. 條次	修正前(2011年3月25日會通過)	修正後(預計2013年1月3日會通過)	Explanations 修正理由
Article 1 第一條	To establish a well-functioning election system for the Directors of the Company, these Guidelines are established in accordance with the Applicable Listing Rules for compliance. 為建立本公司良好董事選舉制度，爰依上市法令訂定本規範，以資遵循。	(the English version omitted) 為建立本公司良好董事選舉制度，爰依上市 <u>櫃</u> 法令訂定本規範，以資遵循。	Amend the wording. 修訂文字。
Article 7 第七條	If the Company selects candidate nomination mechanism pursuant to the Articles and the Applicable Listing Rules, Independent Directors and non-Independent Directors shall be elected in the same election, but the respective votes shall be separately calculated to determine the elected Independent Directors and non-Independent Directors. 如本公司依據本章程及上市法令採取候選人提名制度，董事之選票依獨立董事與非獨立董事一併選舉分別計票分別當選。	(the English version omitted) 如本公司依據本章程及上市 <u>櫃</u> 法令採取候選人提名制度，董事之選票依獨立董事與非獨立董事一併選舉分別計票分別當選。	Amend the wording. 修訂文字。
Article 9 第九條	The Directors of the Company shall be persons of legal ability elected in the general meeting. If the Company selects candidate nomination mechanism pursuant to the Articles and the Applicable Listing Rules, based on the number of Directors required under the Articles, the candidates to whom the ballots cast represent a prevailing number of votes shall be elected based on the result of the election as Independent Directors or	(the English version omitted) 本公司董事，由股東會就有行為能力之人選任之。如本公司依據本章程及上市 <u>櫃</u> 法令採取候選人提名制度，根據本章程所定之名額，依選舉票統計結果，由所得選舉票代表選舉權數較多者，依次分別當選為獨立董事、非獨立董事。如有二人或二人以上所得權數相同而超過規定名額時，由得權數相同者抽籤決定，未到場者由主席	Amend the wording. 修訂文字。

英屬開曼群島商康而富控股股份有限公司
董事選舉規範修正對照表

附錄二

Comparison Table for Guidelines Governing Election of Directors

Article No. 條次	修正前(2011年3月25日會通過)	修正後(預計2013年1月3日會通過)	Explanations 修正理由
	<p>non-Independent Directors, respectively in descending order. If two or more candidates receive an equal number of votes, a draw shall take place between these candidates to determine who shall be elected. Where a candidate is not present, the chairman shall draw on behalf of the candidate. A Director elected pursuant to the above shall be appointed a Director of the Company; where, upon further verification, it is confirmed that the information of an elected Director is non-conforming or that the election of an elected Director shall be null pursuant to the Applicable Listing Rules, the candidate receiving the second most votes to such Director in the same general meeting shall be elected to fill the vacancy.</p> <p>本公司董事，由股東會就有行為能力之人選任之。如本公司依據本章程及上市法令採取候選人提名制度，根據本章程所定之名額，依選舉票統計結果，由所得選舉票代表選舉權數較多者，依次分別當選為獨立董事、非獨立董事。如有二人或二人以上所得權數相同而超過規定名額時，由得權數相同者抽籤決定，未到場者由主席代為抽籤。</p> <p>依第一項同時當選為董事者，應自行決定充任董事，或當選之董事經查核確認其個人資料不符或依上市法令規定當選失其效力者，其缺額由原選次多數之被選舉人於當次股東會</p>	<p>代為抽籤。</p> <p>依第一項同時當選為董事者，應自行決定充任董事，或當選之董事經查核確認其個人資料不符或依上市櫃法令規定當選失其效力者，其缺額由原選次多數之被選舉人於當次股東會中宣佈遞充。</p>	

英屬開曼群島商康而富控股股份有限公司
董事選舉規範修正對照表

附錄二

Comparison Table for Guidelines Governing Election of Directors

Article No. 條次	修正前(2011年3月25日會通過)	修正後(預計2013年1月3日會通過)	Explanations 修正理由
	中宣佈遞充。		
Article 11 第十一條	The election of candidate who is disqualified by the Applicable Listing Rules (i.e. Paragraph 3(4) of Article 26-3 of the Taiwan Securities and Exchange Act) shall be ineffective. 不符合上市法令(即台灣證券交易法第二十六條之三第三項第四項)規定者，當選失其效力。	(the English version omitted) 不符合上市櫃法令(即台灣證券交易法第二十六條之三第三項第四項)規定者，當選失其效力。	Amend the wording. 修訂文字。

英屬開曼群島商康而富控股股份有限公司
股東會議事規則修正對照表

附錄二

Comparison Table for Procedural Rules and General Meeting

Article No. 條次	修正前(2011年3月25日會通過)	修正後(預計2013年1月3日會通過)	Explanations 修正理由
Article 1 第一條	Unless otherwise provided in the Applicable Listing Rules and the Law, the general meetings of the Company shall be held in accordance with the Rules. 本公司股東會之議事規則除上市法令或法律另有規定外，應依本規則辦理。	(the English version omitted) 本公司股東會之議事規則除上市櫃法令或法律另有規定外，應依本規則辦理。	Amend the wording. 修訂文字。
Article 2 第二條	The Company shall provide a sign-in book allowing attending Shareholders or their appointed proxies to sign in or require attending Shareholders to submit attendance cards in lieu of signing in. 除上市法令或法律另有規定外，法人出席股東會部分應遵守本章程之規定。	(the English version omitted) 除上市櫃法令或法律另有規定外，法人出席股東會部分應遵守本章程之規定。	Amend the wording. 修訂文字。
Article 4 第四條	According to the Articles and the Applicable Listing Rules, all general meetings shall be convened at such venues convenient for Shareholders' attendance and suitable for convention, and shall not begin earlier than 9:00 a.m. or later than 3:00 p.m. 依據本章程及上市法令規定，股東會召開之地點，應於便利股東出席且適合股東會召開之地點為之，會議開始時間不得早於上午九時或晚於下午三時。	(the English version omitted) 依據本章程及上市櫃法令規定，股東會召開之地點，應於便利股東出席且適合股東會召開之地點為之，會議開始時間不得早於上午九時或晚於下午三時。	Amend the wording. 修訂文字。
Article 6 第六條	A general meeting shall be audio recorded or videotaped in its entirety and these tapes shall be kept for at least one year. However, the said tapes shall be kept until the conclusion of	(the English version omitted) 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。但經股東依上市櫃法令提起訴訟者，應	Amend the wording. 修訂文字。

英屬開曼群島商康而富控股股份有限公司
股東會議事規則修正對照表

附錄二

Comparison Table for Procedural Rules and General Meeting

Article No. 條次	修正前(2011年3月25日會通過)	修正後(預計2013年1月3日會通過)	Explanations 修正理由
	<p>legal proceedings if a Shareholder initiates proceedings in accordance with the Applicable Listing Rules.</p> <p>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。但經股東依上市法令提起訴訟者，應保存至訴訟終結為止。</p>	<p>保存至訴訟終結為止。</p>	
Article 7 第七條	<p>Subject to the Applicable Listing Rules, the Chairman, if any, of the Board of the Directors shall preside as chairman at every general meeting of the Company convened by the Board of the Directors. In case the Chairman is on leave or absent or can not exercise his/her power and authority for any cause, he/she shall designate one of the other Directors to act on his/her behalf. In the absence of such a designation, the Directors shall elect from among themselves an acting chairman for the meeting.</p> <p>除上市法令另有規定外，股東會如由董事會所召集，其主席應由董事長(如有)擔任之，董事長請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人者，由董事互推一人代理之。</p>	<p>(the English version omitted)</p> <p>除上市櫃法令另有規定外，股東會如由董事會所召集，其主席應由董事長(如有)擔任之，董事長請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人者，由董事互推一人代理之。</p>	<p>Amend the wording. 修訂文字。</p>
Article 8 第八條	<p>The chairman shall call the general meeting to order at the time scheduled for the general meeting. If the number of Shares represented by the attending Shareholders has not yet</p>	<p>(the English version omitted)</p> <p>已屆開會時間，主席應即宣布開會，惟未達法定出席數(即有代表已發行股份總數過半數之有表決權股東</p>	<p>Amend the wording. 修訂文字。</p>

英屬開曼群島商康而富控股股份有限公司
股東會議事規則修正對照表

附錄二

Comparison Table for Procedural Rules and General Meeting

Article No. 條次	修正前(2011年3月25日會通過)	修正後(預計2013年1月3日會通過)	Explanations 修正理由
	<p>constituted the quorum (more than an aggregate of one-half (1/2) of all Shares in issue present in person or by proxy and entitled to vote) at the time scheduled for the general meeting, the chairman may postpone the time for the meeting. The postponements shall be limited to two times at most, and the general meeting shall not be postponed for more than one hour in total. If after two postponements the number of Shares represented by the attending Shareholders has not yet constituted more than one-third (1/3) of all Shares in issue present in person or by proxy and entitled to vote, a tentative resolution may be passed in accordance with the Applicable Listing Rules. Before the end of such a meeting, if the number of Shares represented by the attending Shareholders has already constituted more than an aggregate of one-half (1/2) of all Shares in issue, the chairman may put the tentative resolution(s) already passed to the Shareholders' resolution again in accordance with the Applicable Listing Rules.</p> <p>已屆開會時間，主席應即宣布開會，惟未達法定出席數(即有代表已發行股份總數過半數之有表決權股東親自或委託代理人出席)時，主席得宣布延後開會，其延後次數以二次為限，延後時間合計不得超過一小時。延後二次仍不足額有</p>	<p>親自或委託代理人出席)時，主席得宣布延後開會，其延後次數以二次為限，延後時間合計不得超過一小時。延後二次仍不足額有代表已發行股份總數三分之一以上之有表決權股東親自或委託代理人出席時，得依據上市<u>櫃</u>法令規定為假決議。於當次會議未結束前，如出席股東所代表股數達已發行股份總數過半數時，主席得將作成之假決議，依據上市<u>櫃</u>法令規定重新提請股東會表決。</p>	

英屬開曼群島商康而富控股股份有限公司
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附錄二

Comparison Table for Procedural Rules and General Meeting

Article No. 條次	修正前(2011年3月25日會通過)	修正後(預計2013年1月3日會通過)	Explanations 修正理由
	代表已發行股份總數三分之一以上之有表決權股東親自或委託代理人出席時，得依據上市法令規定為假決議。於當次會議未結束前，如出席股東所代表股數達已發行股份總數過半數時，主席得將作成之假決議，依據上市法令規定重新提請股東會表決。		
Article 9 第九條	<p>The chairman shall provide sufficient time for the explanation and discussion of all items listed in the agenda and amendments submitted by Shareholders. The chairman may announce an end of discussion and submit an item for a vote if the chairman deems that the agenda item is ready for voting and the discussion and amendments proposed complied with the Applicable Listing Rules and the Articles.</p> <p>主席對於議案及股東所提之修正案，應給予充分說明及討論之機會，若認為該等議案及修正案均已符合本章程及上市法令之規定且達可付表決之程度時，得宣布停止討論，提付表決。</p>	<p>(the English version omitted)</p> <p>主席對於議案及股東所提之修正案，應給予充分說明及討論之機會，若認為該等議案及修正案均已符合本章程及上市櫃法令之規定且達可付表決之程度時，得宣布停止討論，提付表決。</p>	Amend the wording. 修訂文字。
Article 11 第十一條	In accordance with the Applicable Listing Rules and subject to Article 52 of the Articles, any Shareholders who individually or collectively hold one percent (1%) or more of the total number of issued Shares of the Company may submit to the Company a proposal for discussion at the annual general meeting.	<p>(the English version omitted)</p> <p>持有已發行股份總數百分之以上股份之股東，得依上市櫃法令之規定，及本章程第52條之規定，以書面向公司提出股東常會議案。</p>	Amend the wording. 修訂文字。

英屬開曼群島商康而富控股股份有限公司
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附錄二

Comparison Table for Procedural Rules and General Meeting

Article No. 條次	修正前(2011年3月25日會通過)	修正後(預計2013年1月3日會通過)	Explanations 修正理由
	持有已發行股份總數百分之一以上股份之股東，得依上市法令之規定，及本章程第52條之規定，以書面向公司提出股東常會議案。		
Article 12 第十二條	<p>To the extent required by the Applicable Listing Rules and in accordance with Article 66 of the Articles, any Shareholder who bears a personal interest that may conflict with and impair the interest of the Company in respect of any proposed matter for consideration an approval at a general meeting shall abstain from voting any of the Shares that such Shareholder should otherwise be entitled to vote in person, as a proxy or corporate representative with respect to said matter.</p> <p>於上市法令要求之範圍內，依本章程第66條之規定，股東對於提交股東會同意之提案事項有自身利害關係致有害於公司利益之虞時，就該提案事項不得親自或代理他股東或代表法人股東行使其本可行使之任何表決權。</p>	<p>(the English version omitted)</p> <p>於上市櫃法令要求之範圍內，依本章程第66條之規定，股東對於提交股東會同意之提案事項有自身利害關係致有害於公司利益之虞時，就該提案事項不得親自或代理他股東或代表法人股東行使其本可行使之任何表決權。</p>	Amend the wording. 修訂文字。
Article 14 第十四條	<p>Unless otherwise provided for under the Applicable Listing Rules or the Articles, a proposal put to a vote shall be approved by consent of a majority of Shareholders present at the meeting attended.</p> <p>議案之表決，除上市法令或本章程另有規定外，以出席股東表決權過半數之同意通過之。</p>	<p>(the English version omitted)</p> <p>議案之表決，除上市櫃法令或本章程另有規定外，以出席股東表決權過半數之同意通過之。</p>	Amend the wording. 修訂文字。

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股東會議事規則修正對照表

附錄二

Comparison Table for Procedural Rules and General Meeting

Article No. 條次	修正前(2011年3月25日會通過)	修正後(預計2013年1月3日會通過)	Explanations 修正理由
Article 17 第十七條	<p>The Shareholders may resolve to adjourn or resume the general meeting within five days in accordance with the Applicable Listing Rules and the Articles.</p> <p>股東會得依上市法令及本章程之規定，決議在五日內延期或續行集會</p>	<p>(the English version omitted)</p> <p>股東會得依上市櫃法令及本章程之規定，決議在五日內延期或續行集會</p>	<p>Amend the wording.</p> <p>修訂文字。</p>

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取得或處分資產處理程序條文修訂對照表

附錄三

條次	修正前(2009年12月28日股東會通過)	修正後(預計於2013年1月3日股東會通過)	修正理由
第七條 四、不動產或其他固定資產估價報告	(前略) 本公司取得或處分不動產或其他固定資產時，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：(後略)	(前略) 本公司取得或處分不動產或其他固定資產時，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，應於事實發生日前先取得專業估價者出具之估價報告，並符合下列規定：(後略)	依「公開發行公司取得或處分資產處理準則」修訂
第七條 四、不動產或其他固定資產估價報告	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。	專業估價者之估價結果有下列情形之一者， <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。	依「公開發行公司取得或處分資產處理準則」修訂
第七條 四、不動產或其他固定資產估價報告	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。	<u>專業估價者</u> 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。	依「公開發行公司取得或處分資產處理準則」修訂
第八條 四、取得專家意見	本公司取得或處分有價證券，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，另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。	本公司取得或處分有價證券，應先於事實發生日前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，另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，會計師若需採用專家報告者，應依	依「公開發行公司取得或處分資產處理準則」修訂

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取得或處分資產處理程序條文修訂對照表

附錄三

條次	修正前(2009年12月28日股東會通過)	修正後(預計於2013年1月3日股東會通過)	修正理由
		<u>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>	
第九條	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。另外在判斷交易對象是否為關係人時，除注意其法律形式外，並應可考慮實質關係。	本公司與關係人取得或處分資產，除依第七條取得不動產處理程序辦理外， <u>交易金額達公司總資產百分之十以上者，亦應依前節規定取得專業估價者出具之估價報告或會計師意見。</u> <u>前項交易金額之計算，應依第十一之一條規定辦理。</u> 判斷交易對象是否為關係人時，除注意其法律形式外，並應考慮實質關係。	依「公開發行公司取得或處分資產處理準則」修訂
第九條	本公司向關係人取得不動產，應將下列資料，提交董事會通過及監察人承認後，使得為之： 1、取得不動產之目的、必要性及預計效益。 2、選定關係人為交易對象之原因。 3、依本條第三項（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、本次交易之限制條件及其他重要約定事項。	本公司向關係人取得或處分不動產， <u>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</u> ，應將下列資料提交董事會通過及監察人承認後，始得簽訂交易契約及支付款項： 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、 <u>向關係人取得不動產</u> ，依本條第三項（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	依「公開發行公司取得或處分資產處理準則」修訂

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附錄三

條次	修正前(2009年12月28日股東會通過)	修正後(預計於2013年1月3日股東會通過)	修正理由
		<p>評估交易之必要性及資金運用之合理性。</p> <p><u>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。</u></p> <p><u>7、本次交易之限制條件及其他重要約定事項。</u></p> <p><u>前項交易金額之計算，應依第十四條第一項規定辦理，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，已依本準則規定提交董事會通過及監察人承認部分免再計入。</u></p> <p><u>本公司與其母公司或子公司間，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>	
第十條四、會員證或無形資產專家評估意見報告	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台幣三億元以上者，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。	本公司取得或處分會員證或無形資產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。	依「公開發行公司取得或處分資產處理準則」修訂
第十條之一	-	前三條交易金額之計算，應依第十四條第一項規定辦理，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，已依本準則規定取得專業估價者出具之估價報告或會計師意見部分免再計入。	依「公開發行公司取得或處分資產處理準則」修訂
第十三條	參與合併、分割、收購或股份受讓之上市或股票在證	參與合併、分割、收購或股份受讓之上市或股票在證券商營	依「公開發行公司

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附錄三

條次	修正前(2009年12月28日股東會通過)	修正後(預計於2013年1月3日股東會通過)	修正理由
二、(4)	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備查。	業處所買賣之公司，應於董事會決議通過之 <u>即日起算</u> 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備查。	取得或處分資產處理準則」修訂
第十四條 一、應公告 申報項目及 公告申報標 準	<p>1、向關係人取得不動產。</p> <p>2、<u>從事大陸地區投資。</u></p> <p>3、進行合併、分割、收購或股份受讓。</p> <p>4、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>5、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>5.1、買賣公債。</p> <p>5.2、以投資為專業者，於海內外證券交易所或證券商營業處所所為之有價證券買賣。</p> <p>5.3、買賣附買回、賣回條件之債券。</p> <p>5.4、取得或處分之資產種類屬供營業使用之機器設備，且其交易對象非為關係人，交易金額未達新台幣五億元以上。</p> <p>5.5、經營營建業務之本公司取得或處分供營建使用之不動產，且其交易對象非為關係人，交</p>	<p>1. 向關係人取得<u>或處分</u>不動產，或與關係人為取得或處分<u>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>2. 進行合併、分割、收購或股份受讓。</p> <p>3. 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>4. 除前<u>三款</u>以外之資產交易、<u>金融機構處分債權</u>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臺幣三億元以上，但下列情形不在此限：</p> <p>5.1、買賣公債。</p> <p>5.2、以投資為專業者，於海內外證券交易所或證券商營業處所所為之有價證券買賣。</p> <p>5.3、買賣附買回、賣回條件之債券。</p> <p>5.4、取得或處分之資產種類屬供營業使用之機器設備，且其交易對象非為關係人，交易金額未達新台幣五億元以上。</p> <p>5.5、經營營建業務之本公司取得或處分供營建使用之<u>不</u></p>	依「公開發行公司取得或處分資產處理準則」修訂

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取得或處分資產處理程序條文修訂對照表

附錄三

條次	修正前(2009年12月28日股東會通過)	修正後(預計於2013年1月3日股東會通過)	修正理由
	<p>易金額未達新台幣五億元以上者。</p> <p>5.6、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>動產，且其交易對象非為關係人，交易金額未達新台幣五億元以上者。</p> <p>5.6、以自地委建、<u>租地委建</u>、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>	
第十四條二、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，應於事實發生日起二日內辦理公告申報。	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</u> 二日內辦理公告申報。	依「公開發行公司取得或處分資產處理準則」修訂
第十四條三、5	<p>本公司依前條規定公告申報交易後，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：</p> <p>5.1、原交易簽訂之相關契約有變更、終止或解除情事。</p> <p>5.2、合併、分割、收購或股份受讓未依契約預定日程完成。</p>	<p>本公司依前條規定公告申報交易後，有下列情形之一者，應於事實發生之<u>即日起算</u>二日內將相關資訊於本會指定網站辦理公告申報：</p> <p>5.1、原交易簽訂之相關契約有變更、終止或解除情事。</p> <p>5.2、合併、分割、收購或股份受讓未依契約預定日程完成。</p> <p><u>5.3、原公告申報內容有變更。</u></p>	依「公開發行公司取得或處分資產處理準則」修訂
第十五條	四、子公司之公告申報標準中，所稱「達公司實收資本額百分之二十」係以本公司之實收資本額為準。	四、子公司之公告申報標準中，所稱「達公司實收資本額百分之二十」 <u>或總資產百分之十</u> ，係以本公司之實收資本額 <u>或總資產</u> 為準。	依「公開發行公司取得或處分資產處理準則」修訂

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資金貸與他人作業程序條文修訂對照表

附錄四

條次	修正前(2009年12月28日股東會通過)	修正後(預計於2013年1月3日股東會通過)	修正理由
第四條 第一項	資金貸與總額及個別對象之限額 資金貸與金額以不超過本公司淨值百分之四十為限，惟本公司直接及間接持有表決權股份百分之百之國外公司間，從事資金貸與金額則不受限制。對單一企業資金貸與限額不超過淨值之百分之三十為限。	資金貸與總額及個別對象之限額 資金貸與總額以不超過本公司淨值百分之四十為限，對單一企業資金貸與限額不超過淨值之百分之三十為限，惟本公司直接及間接持有表決權股份百分之百之國外公司間， <u>資金貸與限額依各子公司內控辦法辦理。</u>	依「公開發行公司資金貸與及背書保證處理準則」修正
第四條 第二項	-	<u>本辦法所稱子公司及母公司，應依證券發行人財務報告編製準則之規定認定之。本辦法所稱財務報告，係以國際財務報導準則編製者之，本辦法所稱之淨值，係指證券發行人財務報告編製準則規定之資產負債表歸屬於母公司業主之權益。</u>	依「公開發行公司資金貸與及背書保證處理準則」新增
第五條 (三)	本公司辦理資金貸與事項，經本公司財務部提出後，呈董事長核准並提報董事會決議通過後辦理，但貸與金額在新台幣一億元以內者，得經董事長核准後先行辦理貸款，再提董事會追認之。	本公司辦理資金貸與事項，經本公司財務部提出後，呈董事長核准並提報董事會決議通過後辦理， <u>或董事會得授權董事長對同一貸與對象於董事會決議之一定額度及不超過一年之期間內分次撥貸或循環動用。</u>	依「公開發行公司資金貸與及背書保證處理準則」修正
第六條	每筆資金貸與期限以一年以下為原則，並得經董事長同意後延長一年，如遇特殊情形，得經董事會同意後，依實際狀況需要延長貸與期限。	每筆資金貸與期限以一年以下為原則， 並得經董事長同意後延長一年，如遇特殊情形，得經董事會同意後， 依實際狀況需要延長貸與期限。	依「公開發行公司資金貸與及背書保證處理準則」修正
第十條 (二)	本公司資金貸與餘額達下列標準之一者，應於事實發生之日起二日內輸入主管機關指定之資訊申報網站：	本公司資金貸與餘額達下列標準之一者，應於事實發生日之 <u>即日起算</u> 二日內輸入主管機關指定之資訊申報網站：	依「公開發行公司資金貸與及背書保證處理準則」修正

英屬開曼群島商康而富控股股份有限公司
資金貸與他人作業程序條文修訂對照表

附錄四

條次	修正前(2009年12月28日股東會通過)	修正後(預計於2013年1月3日股東會通過)	修正理由
第十條 (三)	-	<u>所稱事實發生日，係指交易簽約日、付款日、董事會決議日或其他足資確定交易對象及交易金額之日等日期孰前者。</u>	依「公開發行公司資金貸與及背書保證處理準則」新增
第十二條	本公司應依 <u>一般公認會計原則</u> 規定，評估資金貸與情形並提列適足之備抵壞帳，且於財務報告中適當揭露有關資訊，並提供相關資料予簽證會計師執行必要之查核程序。	本公司應評估資金貸與情形並提列適足之備抵壞帳，且於財務報告中適當揭露有關資訊，並提供相關資料予簽證會計師執行必要之查核程序。	依「公開發行公司資金貸與及背書保證處理準則」修正

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背書保證作業程序條文修訂對照表

附錄五

條次	修正前(2009年12月28日股東會通過)	修正後(預計於2013年1月3日股東會通過)	修正理由
第三條	前述第2、3項所稱子公司及母公司，係依財務會計準則公報第五號及第七號規定認定之。	前述第2、3項所稱子公司及母公司，應依證券發行人財務報告編製準則之規定認定之。	依「公開發行公司資金貸與及背書保證處理準則」修正
第四條	-	4. 本辦法所稱子公司及母公司，應依證券發行人財務報告編製準則之規定認定之。本辦法所稱財務報告，係以國際財務報導準則編製者之，本辦法所稱之淨值，係指證券發行人財務報告編製準則規定之資產負債表歸屬於母公司業主之權益。	依「公開發行公司資金貸與及背書保證處理準則」新增
第九條	<p>二、本公司財務部門除應將背書保證餘額併同營業額按月依規定之期限及格式公告申報外，背書保證金額達下列標準之一者，應於事實發生之日起二日內，輸入主管機關指定之資訊申報網站。</p> <p>1. 本公司及子公司背書保證之餘額達本公司最近期財務報表淨值百分之五十以上。</p> <p>2. 本公司及子公司對單一企業背書保證金額達本公司最近期務報表淨值百分之二十以上。</p> <p>3. 本公司及子公司對單一企業背書保證金額達新台幣一千萬元以上且對其背書保證金額、長期投資金額及資金貸與餘額合計數達本公司最近期財務報表淨值百分之三十以上。</p>	<p>二、本公司財務部門除應將背書保證餘額併同營業額按月依規定之期限及格式公告申報外，背書保證金額達下列標準之一者，應於事實發生日之即日起算二日內，輸入主管機關指定之資訊申報網站。</p> <p>1. 本公司及子公司背書保證之餘額達本公司最近期財務報表淨值百分之五十以上。</p> <p>2. 本公司及子公司對單一企業背書保證金額達本公司最近期務報表淨值百分之二十以上。</p> <p>3. 本公司及子公司對單一企業背書保證金額達新台幣一千萬元以上且對其背書保證金額、長期性質之投資金額及資金貸與餘額合計數達本公司最近期財務報表淨值百分之三十以上。</p>	依「公開發行公司資金貸與及背書保證處理準則」修正
第九條	-	三、本準則所稱事實發生日，係指交易簽約日、付款日、董事會決議日或其他足資確定交易對象及交易金額之日等日期孰前者。	依「公開發行公司資金貸與及背書保證處理準則」新增