

股票代碼： 2724



富驛酒店集團有限公司
FX HOTELS GROUP INC.

二〇一二年股東常會
議事手冊

開會日期：西元二〇一二年六月二十九日

開會地點：台北市南京東路三段 131 號地下一樓

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富驛酒店集團有限公司

二〇一二年股東常會

壹、開會程序

一、宣佈開會

二、主席就位

三、主席致詞

四、報告事項

五、承認事項

六、討論暨選舉事項

七、臨時動議

八、散 會

富驛酒店集團有限公司

二〇一二年股東常會

貳、會議議程

開會時間：西元二〇一二年六月二十九日（星期五）上午九時。

開會地點：台北市南京東路三段 131 號地下一樓

一、宣佈開會

二、主席就位

三、主席致詞

四、報告事項

第一案：2011 年度營業報告。

第二案：監察人審查 2011 年度決算表冊報告。

五、承認事項

第一案：承認 2011 年度決算表冊案。

第二案：承認 2011 年度盈餘分配案。

六、討論暨選舉事項

第一案：盈餘轉增資發行新股案。

第二案：修訂「公司章程」部份條文案。

第三案：修訂「取得或處分資產處理作業程序」及「資金貸與他人作業程序」部份條文案。

第四案：修訂「股東會議事規則」部份條文案。

第五案：全面改選董事及監察人案。

第六案：解除新任董事競業禁止限制案。

七、臨時動議

八、散會

一、報告事項

第一案

案由：2011 年度營業報告，報請 公鑒。

說明：

各位股東女士、先生大家好：

2011 年中國大陸旅遊業發展良好，個人出遊、商旅旅行及會議展覽活動的逐漸增多。國家旅遊局預計 2011 年旅遊人數達 26.4 億人次，比上年增長 13.2%；旅遊收入人民幣 1.93 兆元，增長 23.6%；入境旅遊人數 1.35 億人次，增長 1%；入境過夜旅遊人數 5730 萬人次，增長 2.9%；旅遊外匯收入 470 億美元，增長 2.5%；出境旅遊人數 6900 萬人次，增長 20%；全中國旅遊業總收入人民幣 2.25 兆元，增長 20.8%。中國旅遊研究院發佈的《2011 年中國旅遊經濟運行分析與 2012 年發展預測(中國旅遊經濟藍皮書 No. 4)》預測，2012 年中國旅遊經濟運行將維持“兩高一平”的較快增長格局。預計 2012 年旅遊總收入人民幣 2.4 兆元，同比增長 9%。旅遊人數 28.6 億人次，同比增長 10%；旅遊收入人民幣 2.1 兆元，同比增長 11%。入境旅遊人數 1.36 億人次，同比增長 1.2%；旅遊外匯收入 470 億美元，同比增長 1.3%。出境旅遊人數 7840 萬人次，同比增長 12%；出境旅遊花費 800 億美元，同比增長 16%。旅遊服務貿易逆差繼續擴大至 330 億美元。根據北京市統計局資料顯示，北京 2011 年全年酒店行業平均房價為人民幣 481.7 元，同比去年增長 7%，全年平均入住率 59.9%，同比去年增長 3.5%。而根據上海市統計局資料顯示，上海 2011 年全年平均房價為人民幣 627.3 元，同比去年下降了 8.12%，而全年平均入住率 55.26%，同比去年下降了 10.44%。

面對良好的市場環境，本公司加速全面發展，去年新增直營店 2 家，加盟店 28 店。最終全年營收新台幣 521,050 仟元，較 2010 年成長 26.76%，合併稅後總淨利新台幣 27,078 仟元，稅後 EPS1.01 元，2011 年稅後總淨利較 2010 年下降 30.76%，2011 年 EPS 較 2010 年下降 38.04%，主要係隨直營酒店及特許酒店加速拓展，聘僱管理人員數大為增加，另深圳店因屬開業初期，尚未能貢獻獲利，且富驛時尚臺北店、天津店及上海通北路店尚處於籌備開業階段，相關費用較高，及因應來臺第一上櫃之相關券商、律師及會計師費用增加，導致稅後總淨利及 EPS 較去年同期下降。主營業務酒店客房部分 2011 年全年度住房率為 65%，客房平均房價為 NT\$1,335 元。

預料 2012 年中國的經濟將保持平穩的發展。預估未來五年內中國市場上，中端價位的設計型時尚精品酒店的客房量將每年以 30% 以上的速度持續增長，目前此部分市場飽和度低，國內外連鎖品牌數量 20 餘家，現有客房量

8萬間左右，存在良性發展空間。目前中檔酒店已經出現幾個較大的品牌，這些品牌將像經濟型酒店一樣，逐步完成市場佈局，最終形成幾家較大品牌領先的格局。

今年為確保富驛品牌在市場的領先，本公司制定了新的快速發展計畫，主要經營策略如下：

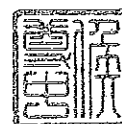
- 1)首先在集團方面，將制定全面發展的計畫，加速集團的進一步擴張，並展開全面推廣，並且將於今年正式在臺灣上櫃。
- 2)為配合酒店的快速擴張，集團自主開發的酒店管理系統已經全面升級，以確保各店標準的統一化並便於集團監管。
- 3)在運營方面，在與原有合作夥伴和協議公司保持良好關係的基礎上，將繼續拓展新客戶並大力推廣會員計畫。推出全新的人才培養計畫和員工培訓計畫，在人力成本不斷上升的情況下，更合理的配置人員，控制各項成本。
- 4)在專案發展方面，繼續穩步擴展。不同於經濟型酒店，商務酒店更注重品質和位置，因此我們的目標仍定位於大陸的一、二線城市，如北京、上海、深圳、青島等地區，預計增加7家直營酒店，以及43家加盟酒店。
- 5)市場部會配合集團的全面發展計畫和新店的開業計畫，多管道全面宣傳推廣，並加大與新興的網路媒體的合作，制定更多的網路推廣和促銷宣傳計畫。

2012年將是集團全面發展的時期，我們將進一步提升現有酒店的盈利，同時加速發展品牌建設並開發新店，預計今年增加7家直營酒店，以及43家加盟酒店。相信在公司全體同仁的努力下，必能達成目標，再次感謝各位股東長期的支持與指教。

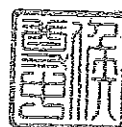
此致

富驛酒店集團有限公司 2012年股東常會

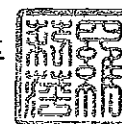
董事長：侯尊中



總經理：侯尊中



會計主管：羅莉萍



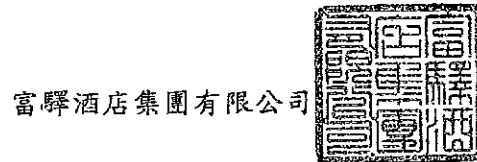
第二案


案由：監察人審查 2011 年度決算表冊報告，報請 公鑒。


說明：一、本公司 2011 年度決算表冊，業經會計師查核竣事，並經監察人審查完竣後，繕具審查報告書。
二、敦請監察人宣讀審查報告書。

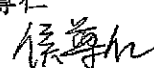


董事會造送本公司民國一〇〇年度合併財務報表，業經本監察人審查完竣，認為尚無不符，爰依公司法第 219 條之規定備具報告書如上，敬請 鑒察。



監察人：康榮寶 

監察人：侯翠杏 

監察人：侯尊仁


中 華 民 國 一 〇 一 年 四 月 八 日

二、承認事項

第一案：董事會提

案由：本公司 2011 年度決算表冊案，提請 承認。

說明：1. 本公司 2011 年度營業報告書及經資誠聯合會計師事務所林鈞堯及杜佩玲會計師查核簽證之 2011 年度合併財務報表，已送請監察人查核完竣，並出具監察人審查報告書在案。
2. 本案財務報表、會計師查核報告，請詳見附件一，營業報告書，如報告事項所述。
3. 謹提請 承認。

決議：

第二案：董事會提

案由：本公司 2011 年度盈餘分配案，提請 承認。

說明：1. 2010 年度盈餘分配表請詳見附件二。
2. 本次盈餘分配案，於提報股東會通過後，如因買回本公司股份、將股份註銷、或因員工行使員工認股權憑證及其他等因素，影響本公司流通在外股數，致使股東配股比率發生變動而須修正時，擬提請股東會授權董事會調整並辦理相關事宜。
3. 股東會決議之盈餘分配案，若員工紅利及董監酬勞金額有變動，其差異金額將依會計估計變動處理，列為 2012 年度損益。
4. 謹提請 承認。

決議：

三、討論暨選舉事項

第一案：董事會提

案由：盈餘轉增資發行新股案，提請 討論。

說明：1. 本公司為考量未來業務發展需要，擬自 2011 年度可分配盈餘中提撥股東股票股利新台幣 21,554,400 元，轉增資發行新股 2,155,440 股，每股面額新台幣 10 元，按配股基準日股東名簿記載之股東及持股比率，每仟股無償配發 80 股。配股不足一股者，得由股東自行在停止過戶日起五日內向本公司股務代理人辦理併湊整股之登記，未併湊或併湊後仍不足一股之畸零股依公司法

第二四〇條規定，按面額折發現金至元止，其股份授權董事長洽特定人按面額認購。本次盈餘轉增資案俟提請股東會通過並奉主管機關核准後，擬提請股東會授權董事會另訂配股基準日。

2. 前述發行新股之權利義務與原有已發行股份相同。
3. 嗣後如因買回本公司股份、將股份註銷、或因員工行使員工認股權憑證及其他等因素，影響本公司流通在外股數，致使股東配股比率發生變動而須修正時，擬提請股東會授權董事會全權處理。
4. 本次增資相關事宜，如因法令變更、主管機關核示、客觀環境影響或其他原因須變更時，擬提請股東會授權董事會辦理。
5. 謹提請 討論。

決 議：

第二案：董事會提

案 由：修訂「公司章程」部份條文案，提請 討論，並依開曼公司法規定之特別決議方式予以表決。

說 明：1. 為配合營運所需及法令規定，擬修訂本公司「公司章程」部分條文

- a. 依據證券交易法第165條之3規定，來臺登錄興櫃及第一上櫃之外國發行人應在我國境內指定其依證券交易法之訴訟及非訴訟代理人，並以之為證券交易法在我國境內之負責人。依據財團法人中華民國證券櫃檯買賣中心來函要求，前述訴訟及非訴訟代理人在我國證券交易法上之法律定位，應於外國發行人章程及授權文件中予以明定，是以須修正公司章程及授權文件內容。
- b. 因開曼群島公司法於2011年修正，以及財團法人中華民國證券櫃檯買賣中心於今年3月14日公布修正「外國發行人註冊地股東權益保護事項檢查表」，故依據修正後之開曼群島公司法及「外國發行人註冊地股東權益保護事項檢查表」內容修正本公司章程部份條文。

2. 上述修訂條文對照表請詳見附件三。
3. 謹提請 討論。

決 議：

第三案：董事會提

案 由：修訂本公司「取得或處分資產處理作業程序」及「資金貸與他人作業程序」部份條文案，提請 討論。

- 說 明：1. 依據 2012 年 1 月 10 日財團法人中華民國櫃檯買賣中心、證櫃審字第 10101000129 函，及 2012 年 2 月 13 日行政院金融監督管理委員會、金管證發字第 1010004588 號法令函釋，修訂本公司「取得或處分資產處理作業程序」部分條文，修訂條文前後對照表，詳參閱附件四。
2. 依據「公開發行公司資金貸與及背書保證處理準則」第九條第一項第三款規定訂定資金貸與個別對象之限額，詳參閱附件五。
3. 謹提請 討論。

決 議：

第四案：董事會提

案 由：修訂「股東會議事規則」部份條文案，提請 討論。

- 說 明：1. 配合法令之修改，修訂本公司議事規則部份條文，相關修正條文對照表，詳參閱附件六。
2. 謹提請 討論。

決 議：

第五案：董事會提

案 由：全面改選董事及監察人案，提請 選舉。

- 說 明：1. 本公司第一屆董事與監察人之任期至 2012 年 12 月 20 日止，擬於 2012 年股東常會時舉行全面改選。第一屆董事與監察人將於第二屆董事與監察人選任完成後解任。
2. 第二屆應選任董事七席，監察人三席，任期三年，自 2012 年 6 月 29 日至 2015 年 6 月 28 日。
3. 第二屆董事席次應含三名獨立董事，並採候選人提名制度，獨立候選人提名名單經董事會對被提名人資格予以審查後，資格

符合者列入獨立董事候選人名單，由股東常會就資格符合者選
任之，三席獨立董事被提名人簡介如下：

姓名	主要學歷（經）歷	持有股數
劉祖德	美國哥倫比亞大學企業管理碩士 Credit Suisse Firstboston analyst Morgan Stanley associate Citigroup senior associate AXIAL GROUP 董事	0
楊政憲	德國法蘭克福學法律與金融研究所法學碩士 恆業法律事務所資深律師 仁頌律師事務所 合夥律師 高雄第一科技大學金融營運系兼任講師 中原大學財經法律學系兼任講師 遠東集團太平洋崇光百貨股份有限公司法律顧問	0
薛彬彬	淡江大學財金所碩士 新加坡商匯亞資金管理公司經理 勤業國際財務顧問股份有限公司協理 怡和創業投資集團副總經理 大京管理顧問(股)公司總經理、新普科技(股)公司獨立董事、 亞矽科技(股)公司獨立董事、友旺科技(股)公司董事、互德科 技(股)公司董事、中磊電子(股)公司監察人、新應材(股)公司 監察人	0

4. 謹提請 選舉。

選舉結果：

第六案：董事會提

案由：解除新任董事競業禁止限制案，提請 討論。

說明：1. 為避免第二屆新選任之董事因協助公司而違反修正後公司章程
第 68 條規定，擬提請股東會同意新選任之董事及其代表人，得
為自己或他人為屬於公司營業範圍內之行為。

2. 謹提請 討論。

決議：

四、臨時動議

五、散會



會計師查核報告

(101)財審報字第 11002677 號

富驛酒店集團有限公司 公鑒：

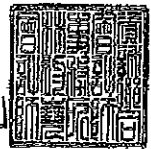
富驛酒店集團有限公司(英文名稱 FX Hotels Group Inc.)及子公司民國 100 年及 99 年 12 月 31 日之合併資產負債表，暨民國 100 年及 99 年 1 月 1 日至 12 月 31 日之合併損益表、合併股東權益變動表及合併現金流量表，業經本會計師查核竣事。上開財務報表之編製係管理階層之責任，本會計師之責任則為根據查核結果對上開財務報表表示意見。

本會計師係依照「會計師查核簽證財務報表規則」及中華民國一般公認審計準則規劃並執行查核工作，以合理確信合併財務報表有無重大不實表達。此項查核工作包括以抽查方式獲取合併財務報表所列金額及所揭露事項之查核證據、評估管理階層編製合併財務報表所採用之會計原則及所作之重大會計估計，暨評估合併財務報表整體之表達。本會計師相信此項查核工作可對所表示之意見提供合理之依據。

依本會計師之意見，第一段所述合併財務報表在所有重大方面係依照「證券發行人財務報告編製準則」及中華民國一般公認會計原則編製，足以允當表達富驛酒店集團有限公司及子公司民國 100 年及 99 年 12 月 31 日之合併財務狀況，暨民國 100 年及 99 年 1 月 1 日至 12 月 31 日之合併經營成果與現金流量。

資誠聯合會計師事務所

林鈞堯



會計師

杜佩玲



前財政部證券管理委員會

核准簽證文號：(85)台財證(六)第 68702 號

(84)台財證(六)第 13377 號

中華民國 101 年 4 月 9 日


 富驛酒店集團有限公司 (FX Hotels Group Limited) 子公司
 (FX Hotels Group Subsidiaries)
 合併資產負債表
 民國100年12月31日

單位：新台幣仟元

資	產	附註	100年12月31日		99年12月31日	
			金額	%	金額	%
流動資產						
1100	現金及約當現金	四(一)	\$ 42,400	4	\$ 234,075	35
1140	應收帳款淨額	四(二)	46,859	5	16,140	2
1150	應收帳款－關係人淨額	五	1,366	-	3,572	1
1178	其他應收款		2,835	-	2,036	-
1190	其他金融資產－流動	六	61,853	7	30,943	5
120X	存貨		35	-	45	-
1260	預付款項	四(三)	46,949	5	24,199	4
1280	其他流動資產		7,724	1	3,051	-
11XX	流動資產合計		<u>210,021</u>	<u>22</u>	<u>314,061</u>	<u>47</u>
基金及投資						
1421	採權益法之長期股權投資	四(四)	9,830	1	-	-
1425	預付長期投資款	四(五)	-	-	15,472	2
14XX	基金及投資合計		<u>9,830</u>	<u>1</u>	<u>15,472</u>	<u>2</u>
固定資產						
		四(六)				
1551	運輸設備		4,860	-	3,404	-
1561	辦公設備		8,883	1	5,145	1
1571	營業器具		102,408	11	71,478	11
1631	租賃改良		580,942	61	277,781	42
15XY	成本及重估增值		697,093	73	357,808	54
15X9	減：累計折舊		(204,066)	(21)	(116,327)	(18)
1670	未完工程及預付設備款		124,279	13	26,497	4
15XX	固定資產淨額		<u>617,306</u>	<u>65</u>	<u>267,978</u>	<u>40</u>
無形資產						
1750	電腦軟體成本		2,620	-	2,264	1
其他資產						
1810	閒置資產		5	-	9	-
1820	存出保證金		72,292	8	55,035	8
1888	其他資產－其他	四(七)	38,722	4	10,283	2
18XX	其他資產合計		<u>111,019</u>	<u>12</u>	<u>65,327</u>	<u>10</u>
1XXX	資產總計		<u>\$ 950,796</u>	<u>100</u>	<u>\$ 665,102</u>	<u>100</u>

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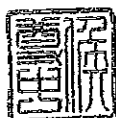
富驛酒店集團(中國)有限公司
(FX Hotels Group (China) Limited Subsidiaries)
合併資產負債表
民國100年12月31日

單位：新台幣仟元

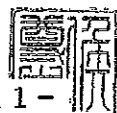
負債及股東權益		附註	100年12月31日			99年12月31日		
			金	額	%	金	額	%
流動負債								
2100	短期借款	四(八)、五及六	\$	140,660	15	\$	35,596	5
2120	應付票據	五		3,879	-		16,889	3
2140	應付帳款			1,496	-		1,606	-
2160	應付所得稅	四(十六)		19,558	2		13,469	2
2170	應付費用	四(九)及五		17,594	2		17,202	3
2190	其他應付款項 - 關係人	五		172	-		20,457	3
2210	其他應付款項	四(十)		32,537	4		16,477	2
2260	預收款項			3,968	-		3,656	1
2270	一年或一營業週期內到期長期負債	四(十一)及五		13,566	2		-	-
2280	其他流動負債			498	-		-	-
21XX	流動負債合計			233,928	25		125,352	19
長期負債								
2420	長期借款	四(十一)及五		102,891	11		-	-
其他負債								
2820	存入保證金			2,215	-		-	-
2XXX	負債總計			339,034	36		125,352	19
股東權益								
股本								
3110	普通股股本	四(十三)		269,430	28		256,600	39
資本公積								
3211	普通股溢價	四(十四)		258,469	27		258,469	39
保留盈餘								
3310	法定盈餘公積	四(十五)		5,703	1		1,792	-
3350	未分配盈餘			58,973	6		48,636	7
股東權益其他調整項目								
3420	累積換算調整數			19,187	2	(	25,747)	(4)
3XXX	股東權益總計			611,762	64		539,750	81
重大承諾事項及或有事項		四(六)及七						
重大之期後事項		四(十五)及九						
負債及股東權益總計			\$	950,796	100	\$	665,102	100

後附合併財務報表附註為本合併財務報表之一部分，請併同參閱。

董事長：侯尊中



經理人：侯尊中



會計主管：羅莉萍



富驛酒店集團有限公司
(FX Hotels Group Limited Subsidiaries)
民國100年12月31日

單位：新台幣仟元
(除每股盈餘為新台幣元外)

附註	100 年 度			99 年 度		
	金	額	%	金	額	%
營業收入	五					
4410 餐旅服務收入	\$	414,056	79	\$	360,670	88
4800 其他營業收入		106,994	21		50,390	12
4000 營業收入合計		<u>521,050</u>	<u>100</u>		<u>411,060</u>	<u>100</u>
營業成本	四(十八)及五					
5410 餐旅服務成本	(	323,722)	(62)	(	265,821)	(64)
5800 其他營業成本	(	39,729)	(8)	(	32,058)	(8)
5000 營業成本合計	(	<u>363,451</u>)	<u>(70)</u>	(	<u>297,879</u>)	<u>(72)</u>
5910 營業毛利		<u>157,599</u>	<u>30</u>		<u>113,181</u>	<u>28</u>
營業費用	四(十八)及五					
6100 推銷費用	(	11,963)	(2)	(	8,999)	(2)
6200 管理及總務費用	(	97,946)	(19)	(	55,580)	(14)
6000 營業費用合計	(	<u>109,909</u>)	<u>(21)</u>	(	<u>64,579</u>)	<u>(16)</u>
6900 營業淨利		<u>47,690</u>	<u>9</u>		<u>48,602</u>	<u>12</u>
營業外收入及利益						
7110 利息收入		813	-		185	-
7130 處分固定資產利益		545	-		-	-
7160 兌換利益		-	-		4,430	1
7480 什項收入		4,524	1		803	-
7100 營業外收入及利益合計		<u>5,882</u>	<u>1</u>		<u>5,418</u>	<u>1</u>
營業外費用及損失						
7510 利息費用	(	3,804)	(1)	(	101)	-
7521 採權益法認列之投資損失	(	170)	-	(-	-
7530 處分固定資產損失		-	-	(	64)	-
7560 兌換損失	(	3,456)	-	(-	-
7880 什項支出	(	32)	-	(	32)	-
7500 營業外費用及損失合計	(	<u>7,462</u>)	<u>(1)</u>	(	<u>197</u>)	-
7900 繼續營業單位稅前淨利		46,110	9		53,823	13
8110 所得稅費用	(	19,032)	(4)	(	14,714)	(3)
9600XX 合併總損益	\$	<u>27,078</u>	<u>5</u>	\$	<u>39,109</u>	<u>10</u>
歸屬於：						
9601 合併淨損益	\$	<u>27,078</u>	<u>5</u>	\$	<u>39,109</u>	<u>10</u>
基本每股盈餘	四(十七)			稅 前 稅 後		
9750 本期淨利	\$	1.71	\$ 1.01	\$	2.25	\$ 1.63
稀釋每股盈餘	四(十七)			稅 前 稅 後		
9850 本期淨利	\$	1.71	\$ 1.00	\$	2.25	\$ 1.63

後附合併財務報表附註為本合併財務報表之一部分，請併同參閱。

董事長：侯尊中

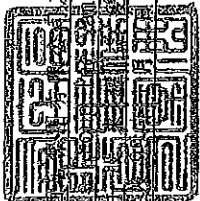


經理人：侯尊中



會計主管：羅莉萍




 富祥酒店及子公司
 (原名(FX Hotels and subsidiaries))
 合併資產負債表
 民國100年12月31日

單位：新台幣仟元

普通股本	資本公積	保留盈餘	未分配盈餘	累積換算調整數	合計
\$ 220,000	\$ 93,469	\$ -	\$ 17,919	\$ 2,378	\$ 329,010
30,000	165,000	-	-	-	195,000
-	-	1,792	(1,792)	-	-
6,600	-	-	(6,600)	-	-
-	-	-	-	(23,369)	(23,369)
<u>\$ 256,600</u>	<u>\$ 258,469</u>	<u>\$ 1,792</u>	<u>\$ 48,636</u>	<u>\$ 25,747</u>	<u>\$ 539,750</u>
\$ 256,600	\$ 258,469	\$ 1,792	\$ 48,636	\$ 25,747	\$ 539,750
-	-	3,911	(3,911)	-	-
12,830	-	-	(12,830)	-	-
-	-	-	-	44,934	44,934
<u>\$ 269,430</u>	<u>\$ 258,469</u>	<u>\$ 5,703</u>	<u>\$ 27,078</u>	<u>\$ 19,187</u>	<u>\$ 611,762</u>
\$ 269,430	\$ 258,469	\$ 5,703	\$ 27,078	\$ 19,187	\$ 611,762

99 年 度

99年1月1日餘額

現金增資

98年度盈餘指撥及分配：

法定盈餘公積

股票股利

累積換算調整數之變動

99年度合併總損益

100年12月31日餘額

100 年 度

100年1月1日餘額

99年度盈餘指撥及分配：

法定盈餘公積

股票股利

累積換算調整數之變動

100年度合併總損益

100年12月31日餘額

後附合併財務報表附註為本合併財務報表之一部分，請併同參閱。



董事長：侯尊中



經理人：侯尊中



會計主管：羅霜萍

富釋酒店集團有限公司
(FX Hotels Group Limited Subsidiaries)
合併財務報表
民國 100 年及 99 年 12 月 31 日

單位：新台幣仟元

	100	年	度	99	年	度
營業活動之現金流量						
合併總損益	\$		27,078	\$		39,109
調整項目						
呆帳費用			342			178
折舊費用			48,476			37,956
各項攤提			770			678
閒置資產折舊費用			5			19
採權益法認列之投資損失			170			-
處分固定資產(利益)損失	(		545)			64
應付款項轉列其他收入數	(		2,442)			-
借款利息攤提數			1,257			-
資產及負債科目之變動						
應收帳款(含關係人)	(		25,587)	(		4,459)
其他應收款(含關係人)	(		587)			833
存貨			20			103
預付款項	(		13,143)	(		7,575)
其他流動資產	(		4,128)	(		44)
應付票據	(		1,889)			1,889
應付帳款	(		244)	(		942)
應付所得稅			4,439			7,877
應付費用	(		3,855)			3,529
其他應付款(含關係人)			49	(		6,097)
預收款項	(		10)	(		1,014)
營業活動之淨現金流入			30,176			72,104
投資活動之現金流量						
應收資金融通及代墊款項減少			-			40,747
其他金融資產-流動增加	(		26,643)	(		30,944)
取得採權益法之長期股權投資	(		10,000)			-
收購子公司現金支付數	(		50,950)			-
預付長期投資款增加			-	(		15,472)
購置固定資產	(		327,473)	(		74,142)
出售固定資產價款			827			-
無形資產增加	(874)	(676)
存出保證金增加	(11,720)	(26,881)
其他資產增加	(711)	(336)
投資活動之淨現金流出	(427,544)	(107,704)

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 富驛酒店集團有限公司子公司
 (FX Hotels Group Limited Subsidiaries)
 合併現金流量表
 民國100年12月31日

單位：新台幣仟元

	100 年 度	99 年 度
融資活動之現金流量		
短期借款增加	\$ 101,058	\$ 35,596
應付資金融通及代墊款項減少	(20,881)	(5,827)
長期借款本期舉借數	115,800	-
存入保證金增加	2,093	-
現金增資	-	195,000
融資活動之淨現金流入	<u>198,070</u>	<u>224,769</u>
匯率影響數	7,623	(8,813)
本期現金及約當現金(減少)增加	(191,675)	180,356
期初現金及約當現金餘額	234,075	53,719
期末現金及約當現金餘額	<u>\$ 42,400</u>	<u>\$ 234,075</u>
現金流量資訊之補充揭露		
本期支付利息(不含資本化利息，其金額分別為\$1,572及\$0)	<u>\$ 2,344</u>	<u>\$ 102</u>
本期支付所得稅	<u>\$ 12,942</u>	<u>\$ 6,440</u>
支付現金購入固定資產：		
固定資產本期增加數	\$ 329,988	\$ 85,912
加：期初應付款	28,423	16,653
減：期末應付款	(28,625)	(28,423)
應付款轉列其他收入數	(2,313)	-
支付現金數	<u>\$ 327,473</u>	<u>\$ 74,142</u>
收購子公司相關資訊如下：		
現金及約當現金	\$ 1,099	\$ -
除現金及約當現金以外之淨資產	<u>66,422</u>	<u>-</u>
取得子公司之淨值	67,521	-
減：子公司之現金餘額	(1,099)	-
期初預付長期投資款	(15,472)	-
收購子公司之淨現金支付數	<u>\$ 50,950</u>	<u>\$ -</u>

後附合併財務報表附註為本合併財務報表之一部分，請併同參閱。

董事長：侯尊中



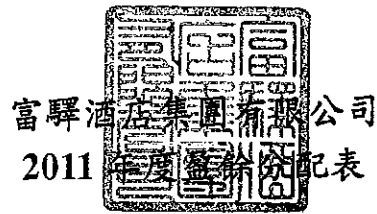
經理人：侯尊中



會計主管：羅莉萍



附件(二)2011 年度盈餘分配表



單位：新台幣元

期初未分配盈餘	\$ 31,894,974
加： 2011 年度稅後淨利	27,078,325
減： 提列法定盈餘公積(10%)	(2,707,833)
截至本年度可分配淨利	<u>56,265,466</u>
減： 分配項目	
股東紅利-發放股票(每股暫定 0.8 元)	(21,554,400)
期末未分配盈餘	<u>\$ 34,711,066</u>

附註：配發員工現金紅利 348,808 元（公司章程規定不低於 1%）

 配發董監酬勞 0 元（公司章程規定不超過 3%）

董事長：



經理人：



會計主管：



附件(三)『公司章程』修正條文對照表

富驛酒店公司章程修正內容 (英文版)	富驛酒店公司章程修正內容 (中譯本)	修正內容說明	律師覆核意見
<p>1.</p> <p><u>“Remuneration Committee” means the remuneration committee of the Board, established pursuant to these Articles;</u></p> <p><u>“Special Resolution for Mergers or Consolidations” means a resolution of the Company passed in accordance with section 233 (6) of the Statute for the purpose of approving and/or authorizing a plan of merger or consolidation, and being a resolution:—</u></p> <p><u>passed as a Special Resolution: (a) by majority in number representing seventy-five per cent in value of the Shareholders voting together as one Class; and—</u></p> <p><u>(b) if the shares to be issued to each Shareholder in the consolidated or surviving company are to have the same rights and economic value as the Shares held in the Company, a Special Resolution of the Shareholders voting together as one Class;—</u></p> <p><u>and in either case a Shareholder shall have the right to vote regardless of whether the Shares that he holds otherwise give him voting rights;</u></p> <p><u>“Taiwan Clearing House” means the Taiwan Clearing House established by the Taiwan Payments Clearing System Development Foundation to process check clearing and settlement services; and</u></p> <p><u>A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles or the Statute.</u></p> <p><u>Words importing persons only include natural persons, companies or associations or bodies of persons whether incorporated or not.</u></p> <p><u>References to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time</u></p>	<p>1.</p> <p><u>薪酬委員會係指依據本章程所設立之董事會薪資報酬委員會；</u></p> <p><u>合併特別決議係指本公司為同意或授權合併計畫，依開曼公司法第 233 條 (6) 所通過之下列特別決議：—</u></p> <p><u>(a) 經由持有全部實收股本百分之七十五股東同意之決議；及</u></p> <p><u>(b) 若合併後新設公司或存續公司發給本公司股東之股份，其權利與價值與該股東原持有股份相同者，由股東以「特別決議」之規定辦理，且在上述任一種情形中，每一股東均有表決權，不論其所持有之股份是否賦予表決權；</u></p> <p><u>臺灣票據交換所係指由財團法人臺灣票據交換業務發展基金會所設立，以辦理票據交換及清算業務的臺灣票據交換所；以及</u></p> <p><u>在任何本章程或開曼公司法明文要求須經普通決議之情形，以特別決議行之均屬有效。</u></p> <p><u>人僅包括自然人、公司、社團或團體，無論該團體是否成立法人。</u></p> <p><u>對本章程中所提及所有法律條款的解釋，應依據當時有效的修正條款或重新頒布的條款為之。</u></p> <p><u>經簽署之文件包括透過親簽、印鑑、電子簽名或其他方式所簽署之文件。</u></p> <p><u>通知及文件包括記錄或儲存於任何數位、電力、電子、磁性或其他可存取的形式或媒介之通知及文件，以及以可見形式表達的資訊，無論其是否有實體。</u></p>	<p>富驛酒店公司章程(Amended and Restated Articles of Association) 第 1 條為相關名詞定義。</p> <p>為因應臺灣相關法規修正，第 1 條新增「薪酬委員會」及「臺灣票據交換所」之定義。此外，為因應開曼公司法於 2011 年之修正，「合併特別決議」定義隨之修正，係指為同意或授權合併計畫，依開曼公司法第 233 條(6)所通過之特別決議。</p>	<p>對股東權益並無重大不利影響。</p>

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<p><u>being in force.</u> <u>References to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method.</u> <u>References to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.</u></p>			
<p>6. <u>(b) Subject to the Statute, so long as the Shares are listed on any ROC Securities Exchange, the Company may allot and issue new Shares being subject to such restrictions as the Board may from time to time determine, to the employees of the Company and/or its Subsidiaries as approved by the Members by way of a Supermajority Resolution, and the number of the Shares to be issued, the issuance price, and the terms and conditions of such issuance shall comply with the Applicable Public Company Rules.</u></p>	<p>6. <u>(b) 於不違反開曼公司法之前提下，只要本公司之股份在中華民國證券交易市場掛牌交易，本公司得經股東以重 度決議同意，分配或發行新股予本公司及／或其從屬公司之員工，董事會並得隨時決議就該等股份加以限制，且該等股份之發行數量、發行價格與發行之條款及條件均應遵守公開發行公司適用法令。</u></p>	<p>參照財團法人中華民國證券櫃檯買賣中心於2012年3月14日公布修正之股東權益保護事項檢查表（下稱「股東權益檢查表」）納入之我國公司法第267條第8項至第10項規定而訂定。</p>	<p>與股東權益檢查表相符。</p>
<p>8. <u>(b) The pre-emptive right of the Members under Article 8 (a) shall not apply if new Shares are issued in connection with:</u> <u>(i) a Merger or Consolidation with another company, or pursuant to any Spin-off or reorganization of the Company;</u> <u>(ii) fulfilling the Company's obligations under warrants and/or options issued by the Company, including those issued in accordance with the employee incentive programs under Article 10 (a);</u> <u>(iii) fulfilling the Company's obligations under convertible bonds or corporate bonds issued by the Company which are convertible into Shares or which entitle its holders to</u></p>	<p>8. <u>(b) 本章程第8條(a)所規定的股東優先認股權，在新股係為下列目的所發行時不適用之：</u> <u>(i) 與他公司合併，或進行公司分割或組織重整；</u> <u>(ii) 履行公司根據其所發行的認股權憑證或選擇權所應負之義務，該認股權憑證或選擇權包括依據本章程第10條之員工獎勵計劃所發行者；</u> <u>(iii) 履行公司根據其所發行可轉換為股份或可取得股份的公司債所應負之義務；</u> <u>(iv) 公司依據公開發行公司適用法令進行私募所發行的股份；</u></p>	<p>為免疑義，新增本項以說明股東優先認股權不適用之情形，與我國公司法相關規定符合。</p>	<p>對股東權益並無重大不利影響。</p>

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<p><u>acquire Shares:</u></p> <p><u>(iv) Shares issued pursuant to a statutory private placement in accordance with Applicable Public Company Rules; and</u></p> <p><u>(v) new fully-paid Shares issued to the Members as bonus shares issued pursuant to Article 108, and/or as effecting any capitalisation of any other amount pursuant to Article 109</u></p>	<p><u>(v) 公司為依據本章程第 108 條發放股息或本章程第 109 條實行任何其他數額之轉增資所發行繳足股款之新股。</u></p>		
<p>10. The Company may, upon approval by the Board, adopt one or more incentive programmes and may issue Shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries. The Company may enter into agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to this Article, whereby employees may subscribe, within a specific period of time, a specific number of the Shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programme. However, options, warrants or other similar instruments issued pursuant to this Article are not transferable save by <u>inheritance transmission upon the death of the holder thereof, and so long as the Shares are listed on any ROC Securities Exchange, the terms and conditions of such options, warrants or other similar instruments shall comply with the Applicable Public Company Rules.</u></p>	<p>10. 本公司得經董事會之決議，通過一項以上之員工獎勵計劃，並依該計劃發行股份、認股權憑證或其他相似之權利予本公司及其從屬公司之員工。本公司得與本公司或其從屬公司之員工簽訂依本章程所訂獎勵計劃之相關契約，該員工得於一定期間內認購一定數量之股份。該契約關於相關員工之限制，不得低於其所適用獎勵計劃所載之條件。但該獎勵計劃下之選擇權、認股權憑證或其他相似之權利，除因繼承股份所有人死亡而移轉者外，不得轉讓，且當本公司之股份在<u>中華民國證券交易市場掛牌交易時，上開選擇權、認股權憑證或其他類似之有價證券之發行條件及辦法應符合公開發行公司適用法令。</u></p>	<p>參照股東權益檢查表 納入之我國公司法第 167 條之 2 規定而訂定。</p>	<p>與股東權益檢查表相符。</p>
<p>15. (b) Subject to the provisions of the Statute and the Memorandum, the Company may purchase its own Shares (including fractions of a Share), including any redeemable Shares, provided that the manner and terms of purchase have first been authorised by the Company in general meeting by an Ordinary Resolution and may make payment therefor in any manner authorised by the Statute, including out of capital. <u>Notwithstanding the foregoing and subject to the provisions of the Statute, so long as the Shares are listed on any ROC Securities Exchange, the Company may purchase its Shares listed and traded on such ROC Securities</u></p>	<p>15. (b) 於不違反開曼公司法與本公司發起備忘錄之規定，若買回之方式及條款已先經過本公司股東會以普通決議授權，本公司得買回其股份（含畸零股），包括任何可贖回股份，並得依發起備忘錄規定所授權任何方式支付，包括從自有資本中支付。<u>惟不論上述規定，於不違反開曼公司法及上開規範之情形下，若本公司股份在中華民國證券交易市場掛牌交易時，如經過董事會在依據法定程序召開之會議中以全體董事之三分之二以上出席，出席董事過半數表決通過時，本公司得依據公開發行公司適用法令買回其在中華民國證券交易市場掛牌及</u></p>	<p>第(b)項係參照股東權益檢查表納入之我國證券交易法第 28 條之 2 第 1 項及第 7 項規定而訂定。</p> <p>第(c)項至第(f)項係因應開曼公司法 2011 年之修正，允許開曼公司持有庫藏股之規定而新增。</p>	<p>與股東權益檢查表相符。</p>

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<p><u>Exchange in accordance with the Applicable Public Company Rules if such purchase is authorised by the Board by way of a resolution passed by a simple majority of the Directors at a duly convened meeting of the Board except that the quorum necessary for a Board meeting considering such on-market repurchases shall be more than two-thirds of the total number of Directors, and the Board shall report the execution of such repurchase to the Members at the next general meeting.</u></p> <p><u>(c) No Share may be redeemed or purchased unless it is fully paid-up.</u></p> <p><u>(d) The Company may accept the surrender for no consideration of any fully paid Share (including a redeemable Share) unless, as a result of the surrender, there would no longer be any issued Shares of the Company other than shares held as treasury shares.</u></p> <p><u>(e) The Company is authorised to hold treasury Shares in accordance with the Statute.</u></p> <p><u>(f) The Board may designate as treasury shares any of the Shares that it purchases or redeems, or any shares surrendered to it, in accordance with the Statute.</u></p> <p><u>(g) Shares held by the Company as treasury shares shall continue to be classified as treasury shares until such Shares are either cancelled or transferred in accordance with the Statute or these Articles.</u></p>	<p><u>交易的股份，且董事會應於最近一次股東會報告買回之情形。</u></p> <p><u>(c) 股份於繳足股款前不得贖回或買回。</u></p> <p><u>(d) 本公司得接受股東將任何已繳足股款之股份 (包括可贖回之股份) 無償繳回予本公司，但繳回股份將導致本公司除庫藏股外無其他已發行之股份者，不在此限。</u></p> <p><u>(e) 本公司有權依據開曼公司法持有庫藏股。</u></p> <p><u>(f) 董事會得依據開曼公司法之規定，將任何本公司買回、贖回或股東向本公司繳回的股份指定為庫藏股。</u></p> <p><u>(g) 本公司持有之庫藏股應持續列為庫藏股，除非本公司依據開曼公司法將該等股份註銷或轉讓。</u></p>		
<p><u>15A.</u></p> <p><u>(a) So long as the Shares are listed on any ROC Securities Exchange, the Company's transfer of any treasury share designated in accordance with Article 15 (e) to any employee of the Company and/or its Subsidiaries for less than the average actual purchase or redemption price, shall be authorised by the Members at the most recent general meeting by ways of a Special Resolution. A summary of the following matters relating to the Company's transfer of Shares designated as treasury shares to employees of the Company and/or its</u></p>	<p><u>15A.</u></p> <p><u>(a) 如本公司之股份於中華民國證券交易市場掛牌交易，於本公司以低於平均實際買回或贖回價格轉讓其依據第 15 條(e)指定的庫藏股予本公司及/或其從屬公司員工時，須於最近一次股東會經股東以特別決議授權。於提交股東會授權時，下列與本公司轉讓經指定為庫藏股之股份予本公司及/或其從屬公司員工相關事項之摘要，應於股東會的召集通知中載明：</u></p> <p style="padding-left: 40px;"><u>1.1</u></p> <p style="padding-left: 40px;"><u>1.2 (i) 擬議之轉讓價格、折價率、計算基礎及其合理性；</u></p> <p style="padding-left: 40px;"><u>(ii) 擬轉讓的庫藏股數量及轉讓之目</u></p>	<p>本條新增，係參照股東權益檢查表納入我國之上市上櫃公司買回本公司股份辦法第 10 條之 1 而訂定。</p>	<p>與股東權益檢查表相符。</p>

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<p><u>Subsidiaries must be specified in the notice of the general meeting where such authorisation is sought:</u></p> <p><u>(i) the proposed transfer price, the discount rate, the bases of calculations and the reasonableness thereof;</u></p> <p><u>(ii) the number of treasury shares to be transferred, and the purpose and the reasonableness of the proposed transfer;</u></p> <p><u>(iii) qualifications of the employees, and the number of treasury shares they may purchase; and</u></p> <p><u>(iv) impacts on shareholders' equity, such as additional expenses incurred, reduction of the Company's earnings per share, and the financial burdens on the Company resulting from transferring treasury shares to employees at less than the average actual purchase or redemption price.</u></p> <p><u>(b) So long as the Shares are listed on any ROC Securities Exchange, the aggregate number of treasury shares transferred to employees in accordance with this Article 16 (a) may not exceed five (5) per cent of the total issued shares of the Company, and the aggregate number of shares to any single employee may not exceed 0.5 per cent of the total issued shares of the Company, subject to the Applicable Public Company Rules (including Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies promulgated by FSC).</u></p> <p><u>(c) So long as the Shares are listed on any ROC Securities Exchange, when the Company transfers its treasury shares designated in accordance with Article 15 (e) or Article 15 (f) to any employee of the Company and/or its Subsidiaries, the Company may impose such restrictions on the transfer that such employee shall not subsequently transfer his/her Shares so obtained from the</u></p>	<p><u>的與合理性；</u></p> <p><u>(iii) 受讓員工之資格及員工得認購庫藏股之數量；</u></p> <p><u>(iv) 對股東權益之影響，例如：額外費用之支出，公司每股盈餘之減少，以及本公司因以低於平均實際買回或贖回價格將庫藏股轉讓予員工所生之財務負擔。</u></p> <p><u>(b) 如本公司之股份於中華民國證券交易市場掛牌交易，本公司依據第 16 條</u> <u>(a) 轉讓予員工之庫藏股總數不得超過本公司已發行股份總數的百分之五，且轉讓予任一員工之庫藏股總數不得超過本公司已發行股份總數的百分之零點五，同時上開轉讓不得違反公開發行公司適用法令（包括金管會頒布的「上市上櫃公司買回本公司股份辦法」）。</u></p> <p><u>(c) 如本公司之股份於中華民國證券交易市場掛牌交易，於本公司轉讓其依據第 15 條(e)或第 15 條(f)指定的庫藏股予本公司及／或其從屬公司員工時，本公司得限制其員工在不超過二年之一定期間內，不得將其因此自本公司獲得的股份轉讓予他人。</u></p>		

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<p><u>Company for a period of no more than two (2) years.</u></p>			
<p>22.</p> <p>(a)</p> <p><u>PROVIDED THAT notwithstanding the foregoing, for so long as the Shares are listed on any ROC Securities Exchange, the currency of denomination of the share capital of the Company shall be New Taiwan Dollar (NTD) and the par value of each Share shall be NTD10.</u></p> <p>(c) <u>The Company may from time to time, by Special Resolution and subject to compliance with the provisions of the Statute, reduce its share capital or capital redemption reserve in any manner permitted by law.</u></p>	<p>22.</p> <p>(a)</p> <p><u>儘管有上開規定，如本公司之股份於中華民國證券交易市場掛牌交易，本公司股本之貨幣單位應為新臺幣 (NTD)，且每股面額應為新臺幣十元。</u></p> <p>(b) <u>於不違反開曼公司法之前提下，本公司得由董事會決議變更本公司之登記營業處所。</u></p> <p>(c) <u>於不違反開曼公司法之前提下，本公司得隨時經特別決議以法令允許之方式減少其股本或資本贖回準備金。</u></p>	<p>本條第(a)項新增之但書，旨在確保富驛酒店公司之股份面額均為新臺幣10元。本條第(c)項係依開曼公司法之規定訂定。</p>	<p>對股東權益並無重大不利影響。</p>
<p>31.</p> <p>(Aa) Subject to the Statute and without prejudice to other provisions of these Articles as regards the matters to be dealt with by Special Resolution, the Company may from time to time by Special Resolution:</p> <p>(a) change its name;</p> <p>(bii) alter or add to these Articles;</p> <p>(eiii) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein; <u>or</u></p> <p>(d) <u>reduce its share capital and any capital redemption reserve fund; or</u></p>	<p>31.</p> <p>(Aa) 於不違反開曼公司法，及不影響本章程其他條文中有關需特別決議之議案之情形下，本公司得隨時經特別決議：</p> <p>(ai) 變更其名稱；</p> <p>(bii) 修訂或增補章程；</p> <p>(eiii) 修訂或增補本公司發起備忘錄有關任何宗旨，權力或其他特別載明之事項；或</p> <p>1.3 (d) <u>減資及減少任何資本贖回準備金</u></p>	<p>刪除部份係移至章程草案第23條。</p>	<p>對股東權益並無重大不利影響。</p>
<p>32.</p> <p>Subject to the Statute and <u>these Articles 31 (B)</u>, the Company may from time to time by Supermajority Resolution:</p> <p>(a) <u>effect any capitalization of distributable dividends and/or bonuses and/or any other amount prescribed under reserve in accordance with Article 106 hereof;</u></p> <p>.....</p> <p>(f) issue securities, including options, warrants and convertible bonds, pursuant to a statutory</p>	<p>32.</p> <p>於不違反開曼公司法和本章程第31(B)之情形下，公司得隨時經重度決議：</p> <p>2.</p> <p>3. (a) <u>將任何可供分派之股息及/或紅利，及/或資本準備金依據本章程第106條所定之其他數額轉增資；</u></p> <p>4. (b) 進行本公司之任何分割；</p> <p>5. (c) 締結、變更或終止關於出租全部營業，委託經營或與他人經常共同經營之契約；</p> <p>6. (d) 讓與全部或主要部份之營業或財產；</p> <p>7. (e) 受讓他人全部營業或財產，</p>	<p>本條第(a)項係規定資本準備金(資本公積)轉增資之程序，第(f)項係參照股東權益檢查表之納入證券交易法第43條之6及第165條之1(外國發行人準用)之規定。</p>	<p>對股東權益並無重大不利影響。</p>

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private placement to qualified investors in Taiwan in accordance with Applicable Public Company Rules.	對公司營運有重大影響者； 8. (f)依據公開發行公司適用法令以私募方式發行有價證券予臺灣境內之合格投資者，包括選擇權、認購權與可轉換公司債。		
37. The Company shall send materials as required by the Applicable Public Company Rules (including written ballots if the Members may exercise their votes by means of written ballots at general meetings) relating to the matters to be discussed in the meetings together with the notice, in accordance with Article 34—hereof, and shall transmit the same via the Market Observation Post System. The Board of Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System in accordance with Applicable Public Company Rules fifteen at least twenty-one (21) days prior to the date of the annual general meetings, and at least fifteen (15) days prior to the date of an extraordinary general meeting.	37. 本公司應依本章程第 34 條之規定，一併發出公開發行公司適用法令要求與會議討論事宜有關之資料(如股東於股東會中得以書面投票之方式進行表決時，應包括書面選票)與股東會開會召集通知，並上傳至公開資訊觀測站。董事會應備妥當次股東會議事手冊及會議補充資料，寄送予股東或供股東隨時索閱，並應依公開發行公司適用法令，於股東常會召開至少二十一日前，及於股東臨時會召開至少十五日前，將股東會議事手冊及前項會議補充資料，傳送至公開資訊觀測站。	本條規定係參照股東權益檢查表之納入公開發行公司股東會議事手冊應行記載及遵行事項辦法之規定。	與股東權益檢查表相符。
42. The Board shall submit table business reports, financial statements and proposals for distribution of profits or losses prepared by it for the purposes of annual general meetings of the Company for ratification by the Members as required by the Applicable Public Company Rules. After ratification by the Members at the general meeting, the Board shall distribute copies of the ratified financial statements and the Company's resolutions on the allocation and distribution of profits or loss, shall be distributed to each Member and/or publicly announced by the Board for and on behalf of the Company in accordance with the Applicable Public Company Rules.	42. 於每會計年度終了時董事會應依公開發行公司適用法令之要求，提出營業報告書、財務報表與盈餘分派或虧損撥補之議案，提出於年度股東常會請求承認。經年度股東常會承認後，董事會應依據公開發行公司適用法令，代表公司將經承認之財務報表及盈餘分派或虧損撥補之決議副本，分發予各股東及/或公告之。	本條規定係參照股東權益檢查表之納入公司法第 230 條第 1 項之規定。	與股東權益檢查表相符。
50. (b) So long as the Shares are listed on any ROC Securities Exchange, if a Member holding more than one share attempts to separately exercise his votes in favour of or against the relevant resolution, such Member must do so in accordance with the Applicable Public Company	50. (b) 當本公司之股份在中華民國任一證券交易市場掛牌交易時，若持有超過一股之股東欲分離行使其表決權以對相關議案表示支持或反對時，該股東應依據公開發行公司適用法令為之。	本條規定係參照股東權益檢查表之納入公司法第 181 條第 3 項及第 4 項之規定，惟開曼律師 Walkers 指出，依據開曼法令，開曼公司之股東原即得分離行	與股東權益檢查表相符。

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<p><u>Rules.</u></p>		<p>使表決權，不以為他人持有股份為前提，故本條文字係考量開曼法令規定及我國證券主管機關未來之規範而調整。</p>	
<p>52.</p> <p><u>The So long as the Shares are listed on any ROC Securities Exchange, the Board may determine that Members may exercise their voting power at a general meeting either by means of a written ballot or by means of electronic transmission in accordance with the Applicable Public Company Rules; provided, however, that so long as the Shares are listed on any ROC Securities Exchange, if a general meeting is to be held outside of Taiwan or if FSC otherwise require, the Company shall provide the Members with a method for exercising their voting power by means of a written ballot and/or electronic transmission in accordance with Applicable Public Company Rules. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or by way of electronic transmission. A Member who exercises his/her/its voting power at a general meeting by means of a written ballot or of electronic transmission shall be deemed present in person at such general meeting, but any Member voting in such manner shall not be entitled to notice of, and the right to vote in regard to, any ad hoc motion or amendment to the original agenda items to be resolved at the said general meeting. For the purposes of clarification, such Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc motion or amendment to the original agenda items to be resolved at the said general meeting.</u></p>	<p>52.</p> <p><u>當本公司之股份在中華民國任一證券交易市場掛牌交易時，董事會得決定於公司召集股東會時，股東得依據公開發行公司適用法令採行以書面或電子方式行使其表決權，但當本公司之股份在中華民國任一證券交易市場掛牌交易時，如董事會於臺灣境外召集股東會或經金管會另有要求者，本公司則應依據公開發行公司適用法令，提供股東以書面及/或電子方式行使其表決權，並且以書面或電子方式行使表決權時，行使方法應載明於依本章程發送之股東會開會通知。以書面或電子方式行使表決權之股東，視為親自出席股東會。但就該次股東會之臨時動議及載明於開會通知之原議案之修訂，視為無權獲得通知。為免疑惑，所有以此種方式行使表決權之股東，就臨時動議及任何載明於開會通知原議案之修訂案內容，應視為已放棄通知及表決權。</u></p>	<p>本條規定係參照股東權益檢查表之納入公司法第177條之1規定。</p>	<p>與股東權益檢查表相符。</p>
<p>53.</p> <p><u>In the event any Member who has served the Company with his/her/its declaration of intention to exercise his/her/its voting power by means of a written ballot or by means of electronic transmission pursuant to Article 52 hereof later intends to attend general meetings in person, he/she/it shall, at least one two days</u></p>	<p>53.</p> <p><u>若任何股東已向本公司表示欲依照本章程第52條以書面或電子方式行使其表決權，而後欲親自出席股東會，或該股東為法人時，以該股東之合法授權代表出席股東會者，該股東至遲應於股東開會前一二日，以前開相同之書面或電子方式撤銷行使表決權之意思表示。若該股東未於前述</u></p>	<p>本條規定係參照股東權益檢查表之納入我國公司法修正後第178條規定。</p>	<p>與股東權益檢查表相符。</p>

富群酒店公司章程修正內容 (英文版)	富群酒店公司章程修正內容 (中文譯本)	修正內容說明	律師覆核意見
<p>prior to the date of the general meeting, serve a separate declaration of intention to revoke his/her/its previous declaration of intention in the same manner previously used in exercising his/her/its voting power. Votes by means of written ballot or electronic transmission shall be valid if the relevant Member fails to revoke the declaration of intention before the prescribed time.</p>	<p>期限內撤銷，則以書面或電子方式行使之表決權為準。</p>		
<p>54. In the case of joint holders of Shares, <u>such joint holders shall appoint a representative among them to exercise the votes of their Shares and shall notify the Company such appointment. If no such representative is appointed by such joint holders of record, then</u> the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the rRegister of Members.</p>	<p>54. 共同持有股份之股東，<u>應指派代表就渠等共同持有之股份行使表決權，並應將指派代表之情事通知本公司。共同持有股份之股東如未指派代表，不論親自或以委託書之方式出席，應以股東名簿上之記載姓名順位較前者所行使之表決權為準，而排除其他共同持有人所行使之表決權。</u></p>	<p>本條新增部份係參照我國公司法第 160 條而訂。</p>	<p>對股東權益並無重大不利影響。</p>
<p>55. <u>(b) Subject to the Statutes, so long as the Shares are listed in any ROC Securities Exchange, when a Director pledges more than one-half of the Shares he/she/it held at the moment when he/she/it was elected as a Director, such Director may not exercise the votes with respect to the Shares pledged exceeding the one-half threshold, and the votes of the Shares pledged by such Director exceeding the one-half threshold shall not be counted in the total number of votes of Members present at the meeting and such Shares may not be counted in determining the quorum of the general meeting.</u></p>	<p>55. <u>(b) 於不違反開曼公司法規定之前提下，如本公司股份於中華民國任一證券交易市場掛牌交易，而本公司董事以股份設定質權超過選任當時所持有之本公司股份數額二分之一時，其超過之股份不得行使表決權，亦不算入已出席股東之表決權數及股東會之最低出席股數。</u></p>	<p>本條規定係參照股東權益檢查表之納入我國公司法修正後第 197 條之 1 規定。</p>	<p>與股東權益檢查表相符。</p>
<p>60. The instrument appointing a proxy shall be in writing and shall be executed under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation under the hand of an officer or attorney duly authorised in that behalf. <u>A Member shall serve such instrument of proxy to the Company no later than five (5) days prior to the date of the general meeting. In case two or more instruments of proxy are received from one Member, the first one</u></p>	<p>60. 委託代理人應以書面為之並應由委託人或其經合法授權之代理人以書面方式為之。如委託人為公司，應加蓋公司印章或經合法授權之經理人或代理人簽署之。<u>股東應於股東會召開至少五日前將委託書送達本公司。如同一股東將二份以上之委託書送達本公司，應以本公司所收受之第一份為準；但該股東在其後送達的委託書中明示撤銷先前的委託書者，不在此限。受託人不需具有股東身份。委託書應依照股東會召集通知所載，準時送達本公司註</u></p>	<p>本條規定係參照股東權益檢查表之納入我國公司法第 177 條之規定。</p>	<p>與股東權益檢查表相符。</p>

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<p><u>received by the Company shall prevail; unless such Member explicitly revoke the previous instrument of proxy in the subsequent instrument of proxy. A proxy need not be a Member of the Company. The instrument appointing a proxy shall be deposited at the Registered Office, at the securities agent in the ROC mandated by the Company, or at such other place, in a timely fashion as is specified for that purpose in the notice convening the meeting.</u></p>	<p>冊處所、本公司在中華民國之股務代理機構或其他指定地點。</p>		
<p><u>60A.</u> <u>(a) Subject to the Applicable Public Company Rules, except for trust enterprises organized under the laws of the ROC or a shareholders' service agent (as the term is defined under the Applicable Public Company Rules) recognized by the FSC, in the event a person acts as the proxy for two or more Members, the sum of Shares entitled to vote as represented by such proxy shall be no more than 3% of the total outstanding voting shares immediately prior to the relevant date of closure of the Register of Members for purposes of determining Members entitled to vote at the general meeting; any vote in respect of the portion in excess of such 3% threshold shall not be counted.</u> <u>(b) The instrument of proxy shall be in the form approved by the Board and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (i) instructions on how to complete the form, (ii) the matters to be voted upon by the proxy, and (iii) basic identification information relating to the relevant Member appointing the proxy, his/her/its proxy and the Solicitor (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy form shall be distributed on the same day by mail or via electronic transmission to all Members.</u> <u>(c) In the event any Member who has served the Company with his/her/its declaration of intention to exercise his/her/its voting power by means of a proxy</u></p>	<p><u>60A.</u> <u>(a) 在不違反公開發行公司適用法令之前提下,除依據中華民國法令設立的信託事業或金管會所核准之股務代理機構外,如一人同時擔任兩名以上股東之代理人,其代理股數於本公司為決定股東會中有權表決之股東所定之停止股票過戶日前,不得超過已發行股份總數百分之三;代理股數超過百分之三部份,其代理之表決權不予計算。</u> <u>(b) 委託書應採用公司指定之格式,且其內容應表明限於當次股東會使用。委託書之格式內容至少應包含以下資訊:(i)有關如何填寫表格之指示;(ii)委託代理人行使表決權之事項;(iii)有關委託代理人之股東、受託代理人及徵求人(如有徵求人)之基本資料。本公司應將委託書之格式併同當次股東會之召集通知提供予股東,且應於同一日將召集通知及委託書相關資料以郵件或電子傳輸之方式分發予股東。</u> <u>(c) 若任何股東已向本公司表示欲以委託書方式行使其表決權,而後欲親自出席股東會,或欲以書面或電子方式行使其表決權者,該股東至遲應於股東開會前二日向本公司為撤銷委託書之表示。若該股東未於公開發行公司適用法令所規定之期限內撤銷委託書,則以委託書方式行使之表決權為準。</u></p>	<p>本條規定係參照股東權益檢查表之納入我國公司法第177條之規定。</p>	<p>與股東權益檢查表相符。</p>

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<p><u>instrument intends to attend general meetings in person or to exercise his/her/its voting power by means of written ballots or electronic transmissions, he/she/it shall, at least two days prior to the date of the general meeting, serve a separate declaration of intention to revoke his/her/its instrument of proxy. Votes by proxy shall be valid if the relevant Member fails to revoke the instrument of proxy before the time prescribed by the Applicable Public Company Rules.</u></p>			
<p>62. (b) <u>If it is resolved at a general meeting held prior to the expiration of the term of the current Directors that all Directors shall be re-elected with effect immediately after the adoption of such resolution (the "Re-Election"), unless otherwise resolved at such general meeting, the term of the existing Directors shall be deemed to have expired immediately prior to the Re-Election.</u></p>	<p>62. (b) <u>如股東決議在董事本屆任期屆滿前於股東會中改選所有董事者，所有董事均應於改選完成時即刻解任，除非股東會經普通決議決定所有董事均繼續任職至本屆任期屆滿為止。</u></p>	<p>本條規定係參照股東權益檢查表之納入我國公司法第199條之1之規定。</p>	<p>與股東權益檢查表相符。</p>
<p>67. The Board of Directors is authorised to determine the remuneration (including the bonuses) paid to the Directors (including Independent Directors), upon the recommendation by the Remuneration Committee so long as the Shares are listed on any ROC Securities Exchange, taking into account the extent and value of the services provided for the management of the Company and the industry-wide compensation levels and practices.</p>	<p>67. <u>董事 (包括獨立董事) 之報酬 (包括紅利)，授權董事會依據同業水準與作法，以及參與公司營運活動之範圍與貢獻程度而決定之。如本公司之股份於中華民國證券交易市場掛牌交易，董事會尚應根據薪酬委員會之建議決定之。</u></p>	<p>本條規定係參照股東權益檢查表之納入我國證券交易法第14條之6之規定而設。</p>	<p>與股東權益檢查表相符。</p>
<p>68. (a) <u>A Director (other than an Independent Director) may hold any other office or place of profit under the Company (other than the office of Supervisor) in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Board of Directors may determine.</u> (b) <u>However, if a Director (including an Independent Director) holds any office or place of profit outside the Company, such Director is required to disclose and explain his appointment to such other office or place of profit, and the nature and extent</u></p>	<p>68. (a) <u>董事 (不包括獨立董事) 一得於任職董事期間內同時兼任公司內其他經理人或任何有給職務 (不包括監察人)，其任職期間、條件及報酬由董事會決定。</u> (b) <u>然若任何董事 (包括獨立董事) 擔任本公司以外之其他職務或有給職務時，應就其兼任之有給職務及其所受利益之性質與程度，於股東會中向股東說明，且應獲得股東經股東會重度決議所作成之同意。</u></p>	<p>本條規定係參照我國公司法第209條規定之董事競業禁止之義務及解除程序而設。</p>	<p>對股東權益並無重大不利影響。</p>

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<p><u>of his interests to the Members at a general meeting, and is required to obtain approval from the Members by a Supermajority Resolution at the general meeting.</u></p>			
<p>69.</p> <p>(a) <u>When a government agency or a juridical person corporation is a Member, and such government agency or juridical person may be corporation has been elected as a Director or a Supervisor, provided that such government agency or juridical corporation shall designate an individual as its duly authorised representative to exercise the powers and duties of a Director or a Supervisor. Such representative may be replaced at any time and from time to time by the said government agency or juridical person may also appoint one or more individual representatives to be elected as Directors or Supervisors corporation at its sole discretion. Any of the individual representatives referred above may, because of the change of his/her functional duties, be replaced by another individual designated by such government agency or juridical person to fulfill the remaining term of office of that directorship.</u></p> <p>(b) <u>Notwithstanding anything to the contrary, where a government agency or a corporation is also a Member, such government agency or corporation (an "Appointor") is entitled to nominate one (1) or more individual representatives to be elected as Directors or Supervisors (for the purpose of these Articles, "Appointee Directors/Supervisors") in accordance with Article 70, provided that the same government agency or corporation may not appoint Appointee Directors and Appointee Supervisors at the same time.</u></p> <p>(c) <u>The Appointor may, by prior written notice to the Company, remove the Appointee Directors/Supervisors nominated by it and appoint another individual as an Appointee Director/Supervisor for the remaining term of office. This</u></p>	<p>69.</p> <p>(a) <u>政府或法人為股東時，政府或法人股東得且當選為董事或監察人時，但須指定自然人為其依法授權之代表其，為該政府或法人董事/監察人行使職務，並得由該政府或法人自行決定隨時改派。</u></p> <p>(b) <u>不論上述規定為何，政府或法人亦得為股東時，該政府或法人股東（以下簡稱「指派人」）亦得提名一人或數代表人，依據本章程第 70 條之規定當選為董事或監察人（以下簡稱「法人代表董事/監察人」）。任何上述但同一政府或法人股東不得同時指派法人代表董事及法人代表監察人。</u></p> <p>(c) <u>指派人得事前以書面通知本公司撤換指派人原本提名之法人代表董事/監察人，得依其職務關係，隨時並改派其他自然人補足原任期。但於法人代表董事依據本章程第 74 條之規定經股東會重度決議解任時，第 69 條(c) 不適用之。</u></p>	<p>本條規定係參照我國公司法第 27 條關於法人董事/監察人，及法人代表董事/監察人之規定而定，此處修正係文字調整以求明確，並參照股東權益檢查表納入公司法第 27 條第 2 項同一法人指派之數名代表不得同時擔任董事及監察人之規定。</p>	<p>對股東權益並無重大不利影響。</p>

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<p><u>Article 69(c) will not apply if the Appointee Director is removed by a Supermajority Resolution pursuant to Article 74.</u></p>			
<p>70. The Subject to Article 69 (c), the Company may by a general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 71 below. Members present in person or by proxy, representing more than one-half of the total issued Shares shall constitute a quorum for any general meeting to elect one or more Directors.</p>	<p>70. 於不違反本章程第 69 條(c)之前提下，本公司得於任何股東會上，依據本章程第 71 條之規定，選舉任何人為董事。代表超過已發行股份總數過半數之股東親自或以委託書出席，即構成任何股東會選舉董事之最低出席數。</p>	<p>本條規定係參照我國公司法第 27 條關於法人董事/監察人，及法人代表董事/監察人之規定而定，此處修正係文字調整以求明確。</p>	<p>對股東權益並無重大不利影響。</p>
<p>71. Subject to Article 69 (c), Directors shall be elected pursuant to a cumulative voting mechanism pursuant to a poll vote, where the number of votes exercisable by any Member shall be the same as the product of the number of Shares held by such Member and the number of Directors to be elected ("Special Ballot Votes"), and the total number of Special Ballot Votes cast by any Member may be consolidated for election of one Director candidate or may be split for election amongst multiple Director candidates, as specified by the Member pursuant to the poll vote ballot. The top candidates in the number equal to the number of the Directors to be elected, to whom the votes cast represent a prevailing number of votes relative to the other candidates, shall be deemed Directors elected.</p>	<p>71. 於不違反本章程第 69 條(c)之前提下，董事之選舉應依投票制度採行累積投票制，每一股東得行使之投票權數為其所持之股份乘以應選出董事人數之數目(以下稱「特別投票權」)，任一股東行使之特別投票權總數得由該股東依選票所指集中選舉一名董事候選人，或分配選舉數董事候選人。與董事應選人數相當獲得最多選票之候選人，當選為董事。</p>	<p>本條規定係參照我國公司法第 27 條關於法人董事/監察人，及法人代表董事/監察人之規定而定，此處修正係文字調整以求明確。</p>	<p>對股東權益並無重大不利影響。</p>
<p>72. The list of Candidates of Independent Directors shall be nominated by the current Board of Directors and such list shall be distributed to the Members at or prior to any general meeting convened for the purposes of electing Directors, PROVIDED that the first list of Candidates of Independent Directors shall be nominated by the Directors or the sole Director of the Company prior to the adoption of these Amended and Restated Articles at any general meeting convened for the purposes of adopting these Articles and of electing Directors pursuant to these Articles, and such list shall be distributed to the Members at or prior to any such general meeting. Subject to the Statute, the Memorandum and these Articles, the Company may also</p>	<p>72. 獨立董事候選人名單應由現任董事會提名，該份名單應於任何選舉董事之股東會召集前或開會時分送各股東，但第一屆獨立董事候選人名單得由本公司之董事於通過本修訂重述之公司章程之前，於通過本章程之股東會召集前或開會時分送各股東。於不違反開曼公司法、本公司發起備忘錄與本章程之前提下，本公司亦得於股東會以普通決議採用符合公開發行公司適用法令之候選人提名制度。獨立董事因故辭職或解任，致人數不足三人時，公司應於最近一次股東會選舉新任之獨立董事。所有獨立董事均辭職或解任時，董事會應於事實發生日起六十日內，召開股東臨時會補選新任獨立董事以填補缺額。</p>	<p>本條修正僅係文字調整以求明確。</p>	<p>對股東權益並無重大不利影響。</p>

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<p>adopt a candidate nomination mechanism which is in compliance with the Applicable Public Company Rules by an Ordinary Resolution passed at any general meeting. If the number of Independent Directors is less than three (3) persons due to the resignation or removal of such Independent Directors for any reason, the Company shall hold<u>convene</u> an election of Independent Directors at the next following general meeting. If all of the Independent Directors are resigned or removed, the Board of Directors shall hold, within sixty days, an extraordinary<u>general</u> meeting to elect succeeding Independent Directors to fill the vacancies.</p>			
<p>73. If the number of Directors is less than seven (7) persons due to the vacancy of Director(s) for any reason, the Company shall hold an election of Director(s) at the next following general meeting. When the number of vacancies in the Board of Directors of the Company equals to one third of the total number of Directors elected, the Board of Directors shall hold<u>convene</u>, within sixty days, a general meeting of Members to elect succeeding Directors to fill in the vacancies.</p>	<p>73. 董事因故解任，致不足七人者，本公司應於最近一次股東會補選新任董事之。但本公司董事會之董事缺額達在任席次三分之一者，公司應自事實發生之日起六十日內，召開股東臨時會補選之。</p>	<p>本條修正僅係文字調整以求明確。</p>	<p>對股東權益並無重大不利影響。</p>
<p>74. The Company may from time to time by Supermajority Resolution remove any Director from office, whether or not appointing another in his stead. <u>For the avoidance of doubt, the provisions of this Article 74 also applies to a Director who is an Appointee Director.</u></p>	<p>74. 本公司得隨時以股東會重度決議解任董事，不論有無指派另一董事取代之。<u>為免存疑，本條之規定亦適用於法人代表董事。</u></p>	<p>本條規定係參照我國公司法第 27 條關於法人董事/監察人，及法人代表董事/監察人之規定而定，此處修正係文字調整以求明確。</p>	<p>對股東權益並無重大不利影響。</p>
<p>78. <u>(b) 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. Subject to Cayman Islands laws, the Members may by way of an Ordinary Resolution request a</u></p>	<p>78. <u>(b) 於不違反開曼法令之前提下，任何董事均對本公司負善良管理人義務，且該善良管理人義務包括（但不限於）遵守忠實義務、誠信義務等一般準則，及避免責任衝突及自利行為。若任何董事違反上開善良管理人義務時，於不違反開曼法令之前提下，該董事應就因此所生之損害負賠償責任。於不違反開曼法令之前提下，股東會得以普通決議要求董事應將其因違反忠實義務及善良管理人義務所得之利益退還予本公司。</u></p> <p>8.1 (c) 若董事於執行本公司業務時，因違反相關法令造成他人損</p>	<p>本條規定係參照股東權益檢查表之納入我國公司法關於董事義務之規定。</p>	<p>與股東權益檢查表相符。</p>

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<p><u>Director to disgorge the gains from his breach of the duty of loyalty and the duty to exercise fiduciary cares.</u></p> <p>(c) <u>If a Director, during his conduct of the business of the Company, caused damages to other third parties by violating applicable laws, such Director shall be jointly liable to such damaged third parties.</u></p>	<p><u>害，該董事應該損害與本公司共同負責。</u></p>		
<p><u>94A.</u></p> <p><u>The Board shall establish a Remuneration Committee in accordance with the Applicable Public Company Rules, including the Regulations Governing Establishment and Operation of Remuneration Committees of Companies Listed in Taiwan Stock Exchange and the GreTai Securities Market. Subject to the Statute and the Applicable Public Company Rules, the Board shall adopt regulations governing the operation of the Remuneration Committee, and such regulations shall at least specify the following: (a) the composition, the number and the term of the Remuneration Committee members; (b) duties and functions of the Remuneration Committee; (c) regulations governing the meetings of the Remuneration Committee; and (d) resources which the Company shall provide when the Remuneration Committee exercises its duties and functions.</u></p>	<p><u>94A</u></p> <p><u>董事會應依據公開發行公司適用法令(包括「股票上市或於證券商營業處所買賣公司薪資報酬委員會設置及行使職權辦法」)設立薪酬委員會。在不違反開曼公司法及公開發行公司適用法令的前提下，董事會應訂定有關薪酬委員會運作之規範，且該規範至少應就下列內容予以明定：(a) 薪酬委員會之成員組成、人數及任期；(b) 薪酬委員會之職權；(c) 薪酬委員會之議事規則；(d) 薪酬委員會行使職權時，公司應提供之資源。</u></p>	<p>本條規定係參照股東權益檢查表之納入我國證券交易法第14條之6設置薪資報酬委員會之規定。</p>	<p>與股東權益檢查表相符。</p>
<p>96.</p> <p>The office of a Director shall be vacated:</p> <p>....</p> <p>(e) <u>having committed an offence as specified in the ROC statute of prevention of organizational crimes or similar legislations in other jurisdictions, and subsequently adjudicated guilty by a final judgment, and the time elapsed after he has served the full term of the sentence is less than five years;</u></p> <p>....</p> <p>(h) <u>having been dishonored— for unlawful use of credit—blacklisted by the Taiwan Clearing House due to default on negotiable instruments, and the term of such sanction has not expired yet.</u></p>	<p>96.</p> <p>董事如有下列情事應被當然解任：</p> <p>(e) <u>曾違反中華民國組織犯罪防治之相關適用法令或其他國家或地區之類似法令，經有罪判決確定，且服刑期滿尚未逾五年；</u></p> <p>....</p> <p>(h) <u>曾因使用信用工具可轉讓票據違約而遭臺灣票據交換所拒絕往來，處分尚未期滿者。</u></p>	<p>本條規定原已參照股東權益檢查表之納入我國公司法第192條第4項之規定，此處僅係文字調整。</p>	<p>與股東權益檢查表相符。</p>

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<p>99.</p> <p>(b) <u>So long as the Shares are listed on any ROC Securities Exchange, the Company shall maintain a litigation and non-litigation agent appointed by the Board by way of a resolution passed by a simple majority of the Directors at a duly convened meeting of the Board with the necessary quorum, and shall report the appointment of the litigation and non-litigation agent or any change thereof to the FSC in accordance with the Applicable Public Company Rules. The litigation and non-litigation agent shall have residence within the ROC.</u></p>	<p>99.</p> <p><u>(b) 如本公司之股份於中華民國證券交易市場掛牌交易，本公司應設置訴訟及非訴訟代理人。該訴訟及非訴訟代理人應由董事於合法召集且達最低出席人數之董事會，經以簡單多數決通過之決議指派，本公司並應依據公開發行公司適用法令，將指派之情形及其變更向金管會申報。該訴訟及非訴訟代理人應於中華民國境內有住所或居所。</u></p>	<p>本條規定係參照股東權益檢查表之納入我國證券交易法第 165 條之 3 之規定。</p>	<p>與股東權益檢查表相符。</p>
<p>102.</p> <p>No dividend or distribution shall be payable except out of the profits of the Company, realised or unrealised, or out of the share premium account or as otherwise permitted by the Statute. However, when the legal reserve as provided in Article 101-reaches more than 5025% of the paid-in capital of the Company, the fund in the mandated reserve account in excess of 5025% of the paid-in capital of the Company may be used to pay dividends or distributions.</p>	<p>102.</p> <p>除非本章程另有規定，非自本公司之利潤、股份溢價帳戶，或其他開曼公司法所允許之來源，不得發放股息或其他資本分派。但是，當本公司股份於任一中華民國證券交易市場上交易時，如本章程第 101 條所規定之法定盈餘公積已超過實收資本額百分之五二十五時，得以其超過部分發放股息及資本分派。</p>	<p>本條規定係參照我國公司法修正後第 241 條之規定。</p>	<p>對股東權益並無重大不利影響。</p>
<p>103.</p> <p>The Board of Directors may declare that any dividend or distribution be paid wholly or partly by the distribution of specific assets (including shares, or other securities of any other company), or in any one or more of such ways and where any difficulty arises in regard to such distribution, the Board of Directors may settle all questions as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all Members and may vest any such specific assets in trustees as may seem expedient to the Board of Directors. <u>However, subject to the Statute and so long as the Shares are listed on any ROC Securities Exchange, before the Company makes distributions in kind, the Board shall request certified public</u></p>	<p>103.</p> <p>董事會得決定任何股息或資本分派之全部或一部，其分派得以特定資產為之（包括其他公司之已繳足股款之股份或其他有價證券）或以其他一種或多種方式為之；任何與股息或資本分派相關之問題，董事會得以其認為迅速之方式解決，特別包括得發行畸零股、得自行決定用以分派股息或紅利之特定資產之價值，並得在該特定資產之價值確定後，決定對任一股東發放現金股利，以確保分派之公平性，並得以董事會認為便捷之方式將該特定資產交付信託管理人。<u>但於不違反開曼公司法之前提下，當本公司之股份於任一中華民國證券交易市場掛牌交易時，於本公司以其他資產進行分配前，董事會應要求合格會計師就該資產價值進行查核，且以現金以外其他資產進行分配時，該分配方式及資產價值應由股東會特別決議通過。</u></p>	<p>本條規定係參照股東權益檢查表之納入我國公司法第 168 條之規定。惟開曼律師 Walkers 指出，開曼公司法並無類似我國公司法第 168 條所述之「減資」及「退還股款」之程序，開曼公司於不影響其償債能力之前提下，可將資本依股東持股比例退還股東，且無須以現金為之，故於考量我國公司法第 168 條規定之意旨及開曼公司法之規定後予以修正。</p>	<p>與股東權益檢查表相符。</p>

富驛酒店公司章程修正內容 (英文版)	富驛酒店公司章程修正內容 (中文譯本)	修正內容說明	律師覆核意見
<p><u>accountants to audit the value of such assets, and any distribution of assets other than cash and the value thereof shall be approved by the Members by way of a Special Resolution at general meetings.</u></p>			
<p>105.</p> <p>When there is profit in the final account of the current year of the Company, such profit is distributable only after covering accumulated losses, paying applicable taxes, and setting aside the 10% legal reserve pursuant to these Articles (hereinafter "Distributable Net Profit of the Current Year"). Distributions of cash and/or stock dividends<u>bonus shares</u> (together "Distributions") may be declared from Distributable Net Profit of the Current Year and any undistributed retained earnings accrued from prior years (together "Accumulated Distributable Net Profit"). When the Board of Directors elects to declare Distributions from the Accumulated Distributable Net Profit, the Board of Directors shall prepare the plan of declaration of Distributions in accordance with the following guidelines, and submit such plan for approval of the Members at general meetings:</p> <p>(a) Collectively, Directors and Supervisors are entitled to an annual Distribution<u>receive year-end bonuses</u> of no more than three percent (3%) of the Accumulated Distributable Net Profit, and such Distribution<u>bonus payment</u> shall only be paid in cash.</p> <p>(b) Employees of the Company and the Subsidiaries of the Company collectively are entitled to an annual Distribution<u>receive year-end bonus</u> of no less than one percent (1%) of the Accumulated Distributable Net Profit, which may be payable in cash, fully paid-up Shares, or any combination of both.</p> <p>(c) The remaining Accumulated Distributable Net Profit after Distributions to Directors and Supervisors and to employees pursuant to the deduction of the <u>amount set out in this Article 105 (a) and (b) above</u> is available for cash and/or stock dividends<u>distribution</u> to the Members as cash dividend and/or</p>	<p>105.</p> <p>當本公司於當前會計年度終了之決算有盈餘時，該盈餘須先彌補累積虧損、完納一切稅捐及依本章程提撥百分之十之法定盈餘公積之後，始得分配（以下稱「當期可分配盈餘」）。當期可分配盈餘及前期未分配之保留盈餘（以下合稱「累積可分配盈餘」）均可供發放現金股利及/或股票股利（以下合稱「股息紅利分配」）。董事會如欲從「累積可分配盈餘」中發放股息紅利分配時，應依照下列準則製作股息紅利分配計劃並提報股東會同意：</p> <p>(a) 全體董事及監察人每年有權取得之股息年終紅利分配不得超過「累積可分配盈餘」之百分之三，且僅得以現金發放；</p> <p>(b) 本公司及從屬公司之全體員工每年有權取得之股息年終紅利分配不低於「累積可分配盈餘」之百分之一，且得以現金、股票或二者之任何組合發放之。</p> <p>(c) 依據本章程第 105 條第一項(a)、(b)二款分派股息紅利分配予董事、監察人及員工後一剩餘之「累積可分配盈餘」得以現金股利及/或股票股利方式發放股利予股東，但股息紅利分配計劃中，發放予股東之股利不得低於「當期可分配盈餘」之百分之十，其中現金股利所占比例不得超過股東所得該次全部所獲分配股利之百分之五十。</p> <p>所有股息或紅利之分派均不得對本公司累計利息。</p>	<p>本條規定係參照股東權益檢查表納入之股利政策相關函釋，發放予股東之股利不得低於「當期可分配盈餘」之百分之十。</p>	<p>與股東權益檢查表相符。</p>

富驛酒店公司章程修正內容 (英文版)	富驛酒店公司章程修正內容 (中文譯本)	修正內容說明	律師覆核意見
<p><u>bonus shares to the Members. The dividends as proposed in the plan of declaration of Distribution may not be less than ten percent (10%) of the Distributable Net Profit of the Current Year.</u> In respect of the cash and/or stock dividends declared <u>and/or bonus shares issued</u> to the Members, cash dividends shall be no more than fifty percent (50%) of such dividends declared.</p> <p>No dividend or distribution shall bear interest against the Company.</p>			

附件(四)『取得或處分資產處理作業程序』修正條文對照表

富驛酒店集團有限公司
取得或處分資產處理程序
修正對照表

修正條文	現行條文	說明
取得或處分資產處理程序	取得或處分資產處理作業程序	程序名稱之修訂
第一章 總則		新增章次
<p>第二條 法令依據</p> <p>本處理程序係依中華民國證券交易法第三十六條之一及中華民國證券主管機關所訂之「公開發行公司取得或處分資產處理準則」有關規定訂定之，<u>本公司取得或處分資產應依本處理程序規定辦理，但其他法令另有規定者，從其規定。</u></p>	<p>第二條 法令依據</p> <p>本作業程序係依中華民國證券交易法第三十六條之一及中華民國證券主管機關所訂之「公開發行公司取得或處分資產處理準則」有關規定訂定。</p>	酌依中華民國 101 年 2 月 13 日金管證發字第 1010004588 號令修改
<p>第四條 <u>本處理程序之名詞定義如下，若有未定義之用詞，悉依中華民國證券主管機關所定之「公開發行公司取得或處分資產處理準則」之規定：</u></p>	<p>第四條 名詞定義。</p>	現行條文第四條第二項合併至第四條第一項。
<p>第五條 <u>本公司及本公司轉投資之子公司取得非供營業使用之不動產或有價證券之總額，及個別有價證券之限額如下：</u></p> <p>一、有價證券投資及非供營業使用之不動產持有總額，以各該公司之淨值為限。</p> <p>二、投資非供營業使用之不動產，以各該公司淨值之百分之二十為限。</p>	<p>第五條 <u>投資非供營業使用之不動產或有價證券額度：</u></p> <p><u>本公司及各子公司個別取得上述資產之額度訂定如下：</u></p> <p>一、有價證券投資及非供營業使用之不動產持有總額，以各該公司之淨值為限。</p> <p>二、投資非供營業使用之不動產，以各該公司淨值之百分之二十為限。</p>	<p>一、酌依法令作文字修正。</p> <p>二、現行條文第三款與第一款內容重複，故刪除現行條文第三款。</p>

修正條文	現行條文	說明
<p>三、投資個別有價證券之限額，除採權益法之長期股權投資以各該公司之淨值為限外，其餘之有價證券投資，則以各該公司淨值百分之三十為限。</p> <p>所稱「淨值」，以最近期之財務報表所載為準。</p>	<p>三、<u>投資有價證券之總額，以各該公司之淨值為限。</u></p> <p>四、投資個別有價證券之限額，除採權益法之長期股權投資以各該公司之淨值為限外，其餘之有價證券投資，則以各該公司淨值百分之三十為限。</p> <p>所稱「淨值」，以最近期之財務報表所載為準。</p>	
<p>第二章 處理程序</p>		<p>新增章次</p>
<p>第一節 處理程序之訂定</p>		<p>新增節次</p>
<p>第七條 處理程序之訂定：</p> <p>一、<u>本公司依規定訂定取得或處分資產處理程序，經董事會通過後，送各監察人並提報股東會同意，修正時亦同。如有董事表示異議且有紀錄或書面聲明者，公司並應將董事異議資料送各監察人。</u></p> <p>二、<u>另外本公司依規定將取得或處分資產交易提報董事會討論時，應充分考量各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄載明。</u></p> <p>三、<u>本公司若設置審計委員會者，訂定或修正取得或處分資產處理程序，應經審計委員會全體成員二分之一以上同意，並提董事會決議。</u></p> <p>四、<u>第三款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</u></p>		<p>一、 本條依法令增訂。</p> <p>二、 現行條文第七條條次變更。</p>

修正條文	現行條文	說明
<p>之，並應於董事會議事錄載明審計委員會之決議。所稱審計委員會全體成員及前項所稱全體董事，以實際在任者計算之。</p>		
<p><u>第二節 資產之取得或處分</u></p>		<p>新增節次</p>
<p><u>第七八條</u> 取得或處分不動產或其他固定資產之作業程序： 本公司取得或處分不動產或其他固定資產，悉依本公司內部控制制度之固定資產循環作業辦理。</p> <p>一、價格決定方式及參考依據： （一）取得或處分不動產應參考公告現值、評定價值或鄰近不動產實際交易價格及議價情形等，決議交易條件及交易價格，針對取得或處分之目的及動機、價格、效益分析等，進行可行性分析研究，作成分析報告呈核權責主管。 （二）其他固定資產之取得、處分、使用、保管與記錄等各項處理程序，應依本公司內部控制制度—固定資產循環辦理。</p> <p>二、委請專家出具估價報告： 本公司取得或處分不動產或其他固定資產，除與政府機構交易、自地委建、租地委建，或取得、處分供營業使用之機器設備外，交易金額達公司實收</p>	<p>第七條 取得或處分不動產或其他固定資產之處理程序： 本公司取得或處分不動產或其他固定資產，悉依本公司內部控制制度之固定資產循環作業辦理。</p> <p>一、價格決定方式及參考依據： （一）取得或處分不動產應參考公告現值、評定價值或鄰近不動產實際交易價格及議價情形等，決議交易條件及交易價格，針對取得或處分之目的及動機、價格、效益分析等，進行可行性分析研究，作成分析報告呈核權責主管。 （二）其他固定資產之取得、處分、使用、保管與記錄等各項作業程序，應依本公司內部控制制度—固定資產循環辦理。</p> <p>二、委請專家出具估價報告： 本公司取得或處分不動產或其他固定資產，除與政府機構交易、自地委建、租地委建，</p>	<p>一、條次變更。 二、依中華民國 101 年 2 月 13 日金管證發字第 1010004588 號令修改： 1. 將取具專家意見報告的時間點明確規範。 2. 公司實際取得或處分資產交易金額，相較於專業估價報告結果有利於公司時，免洽會計師表示意見之除外規定。 三、調整對於大陸與臺灣取得或處分不動產董事會之授權額度。</p>

修正條文	現行條文	說明
<p>資本額百分之二十或新臺幣三億元以上者，應於<u>事實發生日</u>前取得專業估價者出具之估價報告，並符合下列規定：</p> <p>(一) 因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時，該項交易應先提經董事會決議通過，未來交易條件變更者，亦應比照上開程序辦理。</p> <p>(二) 交易金額達新臺幣十億元以上，應請二家以上之專業估價者估價。</p> <p>(三) 專業估價者之估價結果有下列情形之一，<u>除取得資產之估價結果均高於交易金額，或處分資產之估價結果均低於交易金額外</u>，應洽請會計師依中華民國會計研究發展基金會所發布之審計準則公報第二十號規定辦理，並對差異原因及交易價格之允當性表示具體意見：</p> <ol style="list-style-type: none"> 1. 估價結果與交易金額差距達交易金額之百分之二十以上。 2. 二家以上專業估價者之估價結果差距 	<p>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臺幣三億元以上者，應<u>先</u>取得專業估價者出具之估價報告，並符合下列規定：</p> <p>(一) 因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時，該項交易應先提經董事會決議通過，未來交易條件變更者，亦應比照上開程序辦理。</p> <p>(二) 交易金額達新臺幣十億元以上者，應請二家以上之專業估價者估價。</p> <p>(三) 專業估價者之估價結果有下列情形之一者，應洽請會計師依中華民國會計研究發展基金會所發布之審計準則公報第二十號規定辦理，並對差異原因及交易價格之允當性表示具體意見：</p> <ol style="list-style-type: none"> 1. 估價結果與交易金額差距達交易金額之百分之二十以上者。 2. 二家以上專業估價 	

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<p>達交易金額百分之十以上。</p> <p>(四) <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。</p> <p>(五) 經法院拍賣程序取得或處分資產者，得以法院所出具之證明文件替代估價報告或會計師意見。</p> <p>三、授權額度及層級： 取得或處分不動產，其在大陸每一投資案金額在<u>新臺幣八仟萬元</u>（含）以下者，在臺灣每一投資案金額在<u>新臺幣一億元</u>（含）以下者，依本公司「核決權限表」規定<u>逐級核准</u>後，並提報最近期董事會追認，超過上述金額者，另須提經董事會通過後始得為之。</p> <p>四、執行單位： 本公司取得或處分不動產或其他固定資產時，應依前述核決權限呈核後，由董事會或董事長指定之執行單位或使用部門負責執行。</p>	<p>者之估價結果差距達交易金額百分之十以上者。</p> <p>(四) <u>契約成立日前估價者</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者，得由原專業估價者出具意見書。</p> <p>經法院拍賣程序取得或處分資產者，得以法院所出具之證明文件替代估價報告或會計師意見。</p> <p>三、授權額度及層級： 取得或處分不動產，其在大陸每一投資案金額在<u>新臺幣伍仟萬元</u>（含）以下者，在臺灣每一投資案金額在<u>新臺幣捌仟萬元</u>（含）以下者，依本公司「核決權限表」規定，逐級核准後，並提報最近期董事會追認，超過上述金額者，另須提經董事會通過後始得為之。</p> <p>四、執行單位： 本公司取得或處分不動產或其他固定資產時，應依前述核決權限呈核後，由董事會或董事長指定之執行單位或使用部門負責執行。</p>	

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<p><u>第六九條</u> 取得或處分有價證券之評估及作業程序：</p> <p>本公司有價證券之取得或處分，悉依本公司內部控制制度之投資循環作業辦理。</p> <p>一、價格決定方式及參考依據：</p> <p>取得或處分有價證券，應於<u>事實發生日前</u>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，並依下列方式決定之。</p> <p>(一) 取得或處分已於集中交易市場或證券商營業處所買賣之有價證券，依當時之市場價格決定之。</p> <p>(二) 取得或處分非於集中交易市場或證券商營業處所買賣之有價證券，應考慮其每股淨值、獲利能力、未來發展潛力、市場利率、債券票面利率、債務人債信及參考當時交易價格議定之。</p> <p>二、取得專家意見：</p> <p>本公司取得或處分有價證券交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應於<u>事實發生日前</u>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，應依會計研究發展基金</p>	<p><u>第八條</u> 取得或處分有價證券之評估及作業程序：</p> <p>本公司有價證券之取得或處分，悉依本公司內部控制制度之投資循環作業辦理。</p> <p>一、價格決定方式及參考依據：</p> <p>取得或處分有價證券，應<u>先</u>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，並依下列方式決定之。</p> <p>(一) 取得或處分已於集中交易市場或證券商營業處所買賣之有價證券，依當時之市場價格決定之。</p> <p>(二) 取得或處分非於集中交易市場或證券商營業處所買賣之有價證券，應考慮其每股淨值、獲利能力、未來發展潛力、市場利率、債券票面利率、債務人債信及參考當時交易價格議定之。</p> <p>二、取得專家意見：</p> <p>本公司取得或處分有價證券交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應洽請會計師就交易價格之合理性表示意見。但該有價證券具活絡市場之公開</p>	<p>說明</p> <p>一、條次變更。</p> <p>二、依中華民國 101 年 2 月 13 日金管證發字第 1010004588 號令修改：將取具專家意見報告的時間點明確規範。</p> <p>三、依中華民國 101 年 1 月 10 日證櫃審字第 1010100029 號函，財團法人中華民國櫃檯買賣中心回覆公司申請股票櫃檯買賣案，增訂第九條第五款至第九款。</p>

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<p><u>會所發布之審計準則公報第二十號規定辦理。但該有價證券具活絡市場之公開報價或中華民國證券主管機關另有規定者，不在此限。</u></p> <p>三、授權額度及層級： <u>取得或處分有價證券投資、債券型基金、定存、票券、債券等固定收益型之有價證券及其他經董事會通過之特定有價證券時，其金額在新臺幣三仟萬元（含）以下者，授權董事長核准，並提報最近董事會追認，超過新臺幣三仟萬元者，則應先經董事會決議通過後始得為之。</u></p> <p>四、執行單位： 本公司進行有價證券投資時，應依前述核決權限規定呈核後，由董事會或董事長指定之執行單位主辦，財會相關單位配合協辦。</p> <p>五、<u>本公司不得放棄對FX HOTELS MANAGEMENT INTERNATIONAL LIMITED（以下簡稱富驛HK）、富驛酒店管理發展（上海）有限公司及台灣富驛酒店股份有限公司未來各年度之增資。</u></p> <p>六、<u>富驛HK不得放棄對富驛時尚酒店管理發展（北京）有限公司（以下簡稱富驛時尚）及中聯時代酒</u></p>	<p>報價或中華民國證券主管機關另有規定者，不在此限。</p> <p>三、授權額度及層級： <u>取得或處分有價證券投資，須報經董事會核定通過後始得辦理；但投資債券型基金、定存、票券、債券等固定收益型之有價證券及其他經董事會通過之特定有價證券時，其金額在新臺幣三仟萬元（含）以下者，授權董事長核准，並提報最近董事會追認，超過新臺幣三仟萬元者，則應先經董事會決議通過後始得為之。</u></p> <p>四、執行單位： 本公司進行有價證券投資時，應依前述核決權限規定呈核後，由董事會或董事長指定之執行單位主辦，財會相關單位配合協辦。</p>	

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<p><u>店管理發展(北京)有限公司未來各年度之增資。</u></p> <p><u>七、富驛時尚不得放棄對北京富尚酒店管理發展有限公司、富驛亮莎酒店管理發展(北京)有限公司、富驛空港酒店管理發展(北京)有限公司、蘇州富驛酒店管理有限公司、深圳富驛時尚酒店管理有限公司及杭州米蘭風尚酒店有限公司未來各年度之增資。</u></p> <p><u>八、未來若本公司因策略聯盟考量或其他經證券櫃檯買賣中心同意者，而須放棄對上開公司之增資或處分上開公司股權，須經FX Hotels Group Inc. (F-富驛)董事會特別決議通過。</u></p> <p><u>九、本處理程序爾後如有修訂應依第三十二條作業程序提報，應輸入公開資訊觀測站重大訊息揭露，並函報證券櫃檯買賣中心備查。</u></p>		
<p>第十條 取得或處分會員證或無形資產之評估及作業程序： 本公司取得或處分會員證或無形資產，應依如下作業辦理：</p> <p>一、價格決定方式及參考依據： 取得或處分會員證或無形資產，應考慮該項資產未來可能產生效益、市場公平價值，必要時並參考專家意見，與交易相對人議定之。</p> <p>二、委請專家出具意見： 本公司取得或處分會員證或無</p>	<p>第十條 取得或處分會員證或無形資產之評估及作業程序： 本公司取得或處分會員證或無形資產，應依如下作業辦理：</p> <p>一、價格決定方式及參考依據： 取得或處分會員證或無形資產，應考慮該項資產未來可能產生效益、市場公平價值，必要時並參考專家意見，與交易相對人議定之。</p> <p>二、委請專家出具意見： 本公司取得或處分會員證或無</p>	<p>依中華民國 101 年 2 月 13 日金管證發字第 1010004588 號令修改，將取具專家意見報告的時間點明確規範。</p>

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<p>形資產之交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應於事實發生日前洽請會計師就交易價格之合理性表示意見，會計師並應依會計研究發展基金會所發布之審計準則公報第二十號規定辦理。</p>	<p>形資產之交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應洽請會計師就交易價格之合理性表示意見，會計師並應依會計研究發展基金會所發佈之審計準則公報第二十號規定辦理。</p>	
<p><u>第十一條 前三條交易金額之計算，應依第二十七條第二項規定辦理，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，已依本處理程序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。</u></p>		<p>一、本條新增。 二、依中華民國 101 年 2 月 13 日金管證發字第 1010004588 號令增訂，重大資產交易之計算方式。</p>
<p><u>第三節 關係人交易</u></p>		<p>新增節次</p>
<p><u>第十二條 關係人之價格決定方式及參考依據：</u> 本公司與關係人取得或處分資產，除應依第八條至第十二條規定辦理相關決議程序及評估交易條件合理性等事項外，交易金額達公司總資產百分之十以上者，亦應依第八條至第十一條規定取得專業估價者出具之估價報告或會計師意見。前述交易金額之計算，應依第十一條規定辦理。在判斷交易對象是否為關係人時，除注意其法律形式外，並應考慮實質關係。</p>	<p><u>第九條 向關係人取得不動產之評估及作業程序：</u> 一、本公司向關係人購買或交換而取得不動產，除依第七條取得不動產處理程序辦理外，尚應依以下規定辦理相關決議程序及評估交易條件合理性等事項。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，並應考慮實質關係。 二、評估及作業程序： 本公司向關係人取得不動產，應將下列資料，提交董事</p>	<p>一、依中華民國 101 年 2 月 13 日金管證發字第 1010004588 號令修改： 1. 增訂與關係人交易金額達公司總資產百分之十以上者，亦需取得外部專家意見。 2. 增訂取得或處分供營業使用之機器設備，其金額在新臺幣伍仟萬元(含)</p>

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<p>第十三條 評估及作業程序：</p> <p>本公司向關係人取得或處分不動產，或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者，應將下列資料提交董事會通過及監察人承認後，始得簽訂交易契約及支付款項：</p> <p>一、取得或處分資產之目的、必要性及預計效益。</p> <p>二、選定關係人為交易對象之原因。</p> <p>三、向關係人取得不動產依第十四條及第十五條規定評估預定交易條件合理性之相關資料。</p> <p>四、關係人原取得日期及價格、交易對象及其與公司和關係人之關係等事項。</p> <p>五、預計訂約月份開始之未來一年各月份現金收支預測表，並評估交易之必要性及資金運用之合理性。</p> <p>六、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。</p> <p>七、本次交易之限制條件及其他重要約定事項。</p> <p>前項交易金額計算應依第二十七條第二項規定辦理，且所稱一年內係以本次交易發生之日為基準往前追</p>	<p>會通過及監察人承認後，始得為之：</p> <p>(一) 取得不動產之目的、必要性及預計效益。</p> <p>(二) 選定關係人為交易對象之原因。</p> <p>(三) 依本條第三項第(一)款及(四)款規定評估預定交易條件合理性之相關資料。</p> <p>(四) 關係人原取得日期及價格、交易對象及其與公司和關係人之關係等事項。</p> <p>(五) 預計訂約月份開始之未來一年各月份現金收支預測表，並評估交易之必要性及資金運用之合理性。</p> <p>(六) 本次交易之限制條件及其他重要約定事項。</p> <p>三、交易成本之合理性評估：</p> <p>(一) 本公司向關係人取得不動產，應按下列方法評估交易成本之合理性：</p> <p>1. 按關係人交易價格加計必要資金利息及買方依法應負擔之成本。所稱必要資金利息成本，以公司購入資產年度所借款項之加權平均利率為準設</p>	<p>以下者，依本公司核決權限逐級核准後，事後再提報最近期之董事會追認，超過新臺幣伍仟萬元者，則應先經董事會決議通過後始得為之。</p> <p>3. 增訂與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者，應將相關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之規範。</p> <p>4. 公告申報。</p> <p>二、條次、款次變更。</p> <p>三、依法令作文字修正。</p>

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<p><u>溯推算一年已依本法處理程序提交董事會通過及監察人承認部份免再計入</u></p> <p><u>本公司與子公司間，取得或處分供營業使用之機器設備，其金額在新臺幣伍仟萬元（含）以下者，依本公司核決權限逐級核准後，事後再提報最近期之董事會追認，超過新臺幣伍仟萬元者，則應先經董事會決議通過後始得為之。</u></p> <p><u>第十四條 交易成本之合理性評估：</u> 本公司向關係人取得不動產，應按下列方法評估交易成本之合理性： 一、按關係人交易價格加計必要資金利息及買方依法應負擔之成本。所稱必要資金利息成本，以公司購入資產年度所借款項之加權平均利率為準設算之，惟其不得高於<u>中華民國財政部公布之非金融業最高借款利率</u>。 二、關係人如曾以該標的物向金融機構設定抵押借款者，金融機構對該標的物之貸放評估總值，惟金融機構對該標的物之實際貸放累計值應達貸放評估總值之七成以上及貸放期間已逾一年以上。但金融機構與交易之一方互為關係人者，不適用之。 合併購買同一標的之土地及房屋</p>	<p>算之，惟其不得高於<u>中華民國主管機關公佈之非金融業最高借款利率</u>。</p> <p>2. 關係人如曾以該標的物向金融機構設定抵押借款者，金融機構對該標的物之貸放評估總值，惟金融機構對該標的物之實際貸放累計值應達貸放評估總值之七成以上及貸放期間已逾一年以上。但金融機構與交易之一方互為關係人者，不適用之。</p> <p><u>(二)</u> 合併購買同一標的之土地及房屋者，得就土地及房屋分別按前款所列任一方法評估交易成本。</p> <p><u>(三)</u> 本公司向關係人取得不動產，依本條<u>第三項第(一)款及第(二)款</u>規定評估不動產成本，並應洽請會計師複核及表示具體意見。</p> <p><u>(四)</u> 本公司向關係人取得不動產依本條<u>第三項第(一)、(二)款</u>規定評估結果均較交易價格為低時，應依本條<u>第三</u></p>	

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<p>者，得就土地及房屋分別按前項所列任一方法評估交易成本。</p> <p>本公司向關係人取得不動產，依本條第一項及第二項規定評估不動產成本，並應洽請會計師複核及表示具體意見。</p> <p>本公司向關係人取得不動產有下列情形之一者應依第十三條規定辦理，不適用前三項規定：</p> <p>一、關係人係依繼承或贈與而取得不動產。</p> <p>二、關係人訂約取得不動產時間距本交易訂約日已逾五年。</p> <p>三、與關係人簽訂合建契約而取得不動產。</p> <p><u>第十五條</u> 本公司依前條第一項及第二項規定評估結果均較交易價格為低時，應依第十六條規定辦理。但如因下列情形，並提出客觀證據及取具不動產專業估價者與會計師之具體合理性意見者，不在此限：</p> <p>一、關係人係取得素地或租地再行興建者，得舉證符合下列條件之一者：</p> <p>(一)素地依前條規定之方法評估，房屋則按關係人之營建成本加計合理營建利潤，其合計數逾實際交易價格者。所稱合理營建利潤，應以最近三年度關係人營建部門之平均營業毛利率或</p>	<p><u>項第(五)款</u>規定辦理。</p> <p>但如因下列情形，並提出客觀證據及取具不動產專業估價者與會計師之具體合理性意見者，不在此限：</p> <p>1. 關係人係取得素地或租地再行興建者，得舉證符合下列條件之一者：</p> <p>1.1 素地依前條規定之方法評估，房屋則按關係人之營建成本加計合理營建利潤，其合計數逾實際交易價格者。所稱合理營建利潤，應以最近三年度關係人營建部門之平均營業毛利率或財政部公佈之最近期建設業毛利率孰低者為準。</p> <p>1.2 同一標的房地之其他樓層或鄰近地區一年內之其他非關係人成交案例，其面積相近，且交易條件經按不動產買賣</p>	

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<p>財政部公佈之最近期建設業毛利率孰低者為準。</p> <p>(二)同一標的房地之其他樓層或鄰近地區一年內之其他非關係人成交案例，其面積相近，且交易條件經按不動產買賣慣例應有之合理樓層或地區價差評估後條件相當者。</p> <p>(三)同一標的房地之其他樓層一年內之其他非關係人租賃案例，經按不動產租賃慣例應有合理之樓層價差推估其交易條件相當者。</p> <p>二、本公司舉證向關係人購入之不動產，其交易條件與鄰近地區一年內之其他非關係人成交案例相當且面積相近者。</p> <p>前項第二款所稱鄰近地區成交案例，以同一或相鄰街廓且距離交易標的物方圓未逾五百公尺或其公告現值相近者為原則；所稱面積相近，則以其他非關係人成交案例之面積不低於交易標的物面積百分之五十為原則；所稱一年內係以本次取得不動產事實發生之日為基準，往前追溯推算一年。</p> <p><u>第十六條 向關係人取得不動產評估結果均較交易價格為低時應辦理事項</u></p> <p>本公司向關係人取得不動產，如經按</p>	<p>慣例應有之合理樓層或地區價差評估後條件相當者。</p> <p>1.3 同一標的房地之其他樓層一年內之其他非關係人租賃案例，經按不動產租賃慣例應有合理之樓層價差推估其交易條件相當者。</p> <p>本公司舉證向關係人購入之不動產，其交易條件與鄰近地區一年內之其他非關係人成交案例相當且面積相近者。</p> <p>前述所稱鄰近地區成交案例，以同一或相鄰街廓且距離交易標的物方圓未逾五百公尺或其公告現值相近者為原則；所稱面積相近，則以其他非關係人成交案例之面積不低於交易標的物面積百分之五十為原則；所稱一年內係以本次取得不動產事實發生之日為基準，往前追溯推算一年。</p> <p>(五) 本公司向關係人取得不</p>	

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<p>第十四條及第十五條規定評估結果均較交易價格為低者，應辦理下列事項：</p> <p>一、本公司應就不動產交易價格與評估成本間之差額，依<u>中華民國證券交易法第四十一條第一項</u>規定提列特別盈餘公積，不得予以分派或轉增資配股。對本公司之投資採權益法評價之投資者如為公開發行公司，亦應就該提列數額按持股比例依<u>中華民國證券交易法第四十一條第一項</u>規定提列特別盈餘公積。</p> <p>二、本公司監察人應依<u>公司法第二百十八條</u>規定辦理。</p> <p>三、<u>本公司</u>應將本條第一款及第二款處理情形提報股東會，並將交易詳細內容揭露於年報及公開說明書。</p> <p><u>本公司</u>經前述規定提列特別盈餘公積者，應俟高價購入之資產已認列跌價損失或處分或為適當補償或恢復原狀，或有其他證據確定無不合理者，並經<u>行政院金融監督管理委員會</u>同意後，始得動用該特別盈餘公積。</p> <p>本公司向關係人取得不動產，若有其他證據顯示交易有不合營業常規之情事者，亦應依前二項規定辦理。</p>	<p>動產，如經按本條<u>第三項第（一）、（四）款</u>規定評估結果均較交易價格為低者，應辦理下列事項。<u>且本公司及對本公司之投資採權益法評價之公開發行公司</u>經前述規定提列特別盈餘公積者，應俟高價購入之資產已認列跌價損失或處分或為適當補償或恢復原狀，或有其他證據確定無不合理者，並經<u>相關主管機關</u>同意後，始得動用該特別盈餘公積。</p> <p>1. 本公司應就不動產交易價格與評估成本間之差額，依<u>中華民國相關法令</u>規定提列特別盈餘公積，不得予以分派或轉增資配股。對本公司之投資採權益法評價之投資者如為公開發行公司，亦應就該提列數額按持股比例依<u>中華民國證券交易法第四十一條第一項</u>規定提列特別盈餘公積。</p> <p>2. 本公司監察人應依<u>公司法第二百十八條</u>規</p>	

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	<p>定辦理。</p> <p>3. 應將前 2 點處理情形提報股東會，並將交易詳細內容揭露於年報及公開說明書。</p> <p><u>(六)</u> 本公司向關係人取得不動產，有下列情形之一者，應依本條第一項及第二項有關評估及作業程序規定辦理即可，不適用本條第三項<u>(一)、(二)、(三)</u>款有關交易成本合理性之評估規定：</p> <p>1. 關係人係因繼承或贈與而取得不動產。</p> <p>2. 關係人訂約取得不動產時間距本交易訂約日已逾五年。</p> <p>3. 與關係人簽訂合建契約而取得不動產。</p> <p><u>(七)</u> 本公司向關係人取得不動產，若有其他證據顯示交易有不合營業常規之情事者，亦應本條第三項第<u>(五)</u>款規定辦理。</p>	
<p><u>第四節 從事金融機構之債權及衍生性商品</u></p>		<p>新增節次</p>
<p><u>第十七條</u> 取得或處分金融機構之債權之評估及作業程序： 本公司原則上不從事取得或處分金</p>	<p><u>第十一條</u> 取得或處分金融機構之債權之評估及作業程序： 本公司原則上不從事取得或處分</p>	<p>條次變更</p>

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<p>融機構債權之交易，嗣後若欲從事此項交易，將提報董事會核准後再訂定其評估及作業程序。</p>	<p>金融機構債權之交易，嗣後若欲從事此項交易，將提報董事會核准後再訂定其評估及作業程序。</p>	
<p><u>第十八條</u> 取得或處分衍生性商品之評估及作業程序： 本公司原則上不從事取得或處分衍生性商品之交易，嗣後若欲從事此項交易，將提報董事會核准後再訂定其評估及作業程序。</p>	<p><u>第十二條</u> 取得或處分衍生性商品之評估及作業程序： 本公司原則上不從事取得或處分衍生性商品之交易，嗣後若欲從事此項交易，將提報董事會核准後再訂定其評估及作業程序。</p>	條次變更
<p><u>第五節 企業、合併、分割、收購及股份受讓</u></p>		新增節次
<p><u>第十九條</u> 委請專家出具意見： 本公司辦理合併、分割、收購或股份受讓，應於召開董事會決議前，委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性表示意見，提報董事會討論通過。</p> <p><u>第二十條</u> 相關資料之提交暨無法經股東會通過時資訊之公開： 本公司辦理合併、分割或收購，應將合併、分割或收購重要約定內容及相關事項，於股東會開會前製作致股東之公開文件，併同第十九條之專家意見及股東會之開會通知一併交付股東，以作為是否同意該合併、分割或收購案之參考。但依其他法律規定得免召開股東會決議合併、分割或收購事項者，不在此限。</p>	<p><u>第十三條</u> <u>辦理合併、分割、收購或股份受讓之評估及作業程序</u></p> <p>一、交易對價之決定方式及參考依據</p> <p>本公司辦理合併、分割、收購或股份受讓，應綜合考慮參與公司之過去及未來財務與業務狀況、預計未來可能產生效益、市場決定交易價格之公平方式，並參考會計師、律師或證券承銷商之專業意見，與參與合併、分割、收購或股份受讓之對方議定價格。</p> <p>二、委請專家出具意見</p> <p>本公司辦理合併、分割、收購或股份受讓，應於召開董事會決議前，委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性表示意見，提報董事會討論通過。</p> <p>三、決策層級</p>	<p>一、依中華民國 101 年 2 月 13 日金管證發字第 1010004588 號令修改。</p> <p>二、條次、款次變更。</p> <p>三、酌作文字修正。</p>

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<p>參與合併、分割或收購之公司，任何一方之股東會，因出席人數、表決權不足或其他法律限制，致無法召開、決議，或議案遭股東會否決，參與合併、分割或收購之公司應立即對外公開說明發生原因、後續處理作業及預計召開股東會之日期。</p> <p>第二十一條 董事會及股東會召開日期：</p> <p>本公司參與合併、分割或收購，除其他法律另有規定或有特殊因素事先報經中華民國證期局同意者外，應與參與合併、分割或收購之公司於同一天召開董事會及股東會，決議合併、分割或收購相關事項。</p> <p>本公司參與股份受讓，除其他法律另有規定或有特殊因素事先報經中華民國證期局同意者外，應與參與股份受讓之公司於同一天召開董事會。</p> <p>本公司參與合併、分割、收購或股份受讓，應將下列資料作成完整書面紀錄，並保存五年，備供查核。</p> <p><u>一、人員基本資料</u>：包括消息公開前所有參與合併、分割、收購或股份受讓計畫或計畫執行之人，其職稱、姓名、身分證字號（如為外國人則為護照號碼）。</p> <p><u>二、重要事項日期</u>：包括簽訂意向書或備忘錄、委託財務或法律顧問、簽訂契約及董事會等日期。</p> <p><u>三、重要書件及議事錄</u>：包括合併、分割、收購或股份受讓計畫，意向書或備忘錄、重</p>	<p>本公司辦理合併、分割、收購或股份受讓，其決議悉依公司法及相關法令之規定辦理。</p> <p>四、相關資料之提交暨無法經股東會通過時資訊之公開</p> <p>(一)本公司辦理合併、分割或收購，應將合併、分割或收購重要約定內容及相關事項，於股東會開會前製作致股東之公開文件，併同本條第二項之專家意見及股東會之開會通知一併交付股東，以作為是否同意該合併、分割或收購案之參考。但依其他法律規定得免召開股東會決議合併、分割或收購事項者，不在此限。</p> <p>(二)參與合併、分割或收購之公司，任何一方之股東會，因出席人數、表決權不足或其他法律限制，致無法召開、決議，或議案遭股東會否決，參與合併、分割或收購之公司應立即對外公開說明發生原因、後續處理作業及預計召開股東會之日期。</p> <p>五、董事會及股東會召開日期</p> <p>(一)本公司辦理合併、分割或收購，除其他法律另有規定或有特殊因素事先報經中華民國證期局同意者外，應與參與合併、分割或收購之公司於同一天召開董事會及股東會，決議合併、分割或收購相關事項。</p> <p>(二)本公司辦理股份受讓，除其他法律另有規定或有特殊因素事先報經</p>	

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<p>要契約及董事會議事錄等書件。</p> <p>本公司參與合併、分割、收購或股份受讓，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行政院金融監督管理委員會備查。</p> <p>第二十二條 保密義務及內線交易之規避：</p> <p>所有參與或知悉公司合併、分割、收購或股份受讓計畫之人，應出具書面保密承諾，在訊息公開前，不得將計畫之內容對外洩露，亦不得自行或利用他人名義買賣與合併、分割、收購或股份受讓案相關之所有公司之股票及其他具有股權性質之有價證券。</p> <p>第二十三條 換股比例或收購價格之變更原則：</p> <p>本公司參與合併、分割、收購或股份受讓，換股比例或收購價格除下列情形外，不得任意變更，且應於合併、分割、收購或股份受讓契約中訂定得變更之情況：</p> <p>一、辦理現金增資、發行轉換公司債、無償配股、發行附認股權公司債、附認股權特別股、認股權憑證及其他具有股權性質之有價證券。</p> <p>二、處分公司重大資產等影響公司財務業務之行為。</p> <p>三、發生重大災害、技術重大變革等影響公司股東權益或證券價格情事。</p> <p>四、參與合併、分割、收購或股份受讓之公司任一方依法買回庫藏股之調整。</p> <p>五、參與合併、分割、收購或股份受讓之主體或家數發生增減變動。</p>	<p>中華民國證期局同意者外，應與參與股份受讓之公司於同一天召開董事會。</p> <p>六、保密義務及內線交易之規避</p> <p>所有參與或知悉公司合併、分割、收購或股份受讓計畫之人，應出具書面保密承諾，在訊息公開前，不得將計畫之內容對外洩露，亦不得自行或利用他人名義買賣與合併、分割、收購或股份受讓案相關之所有公司之股票及其他具有股權性質之有價證券。</p> <p>七、換股比例或收購價格之變更原則</p> <p>本公司參與合併、分割、收購或股份受讓，換股比例或收購價格除下列情形外，不得任意變更，且應於合併、分割、收購或股份受讓契約中訂定得變更之情況：</p> <p>(一)辦理現金增資、發行轉換公司債、無償配股、發行附認股權公司債、附認股權特別股、認股權憑證及其他具有股權性質之有價證券。</p> <p>(二)處分公司重大資產等影響公司財務業務之行為。</p> <p>(三)發生重大災害、技術重大變革等影響公司股東權益或證券價格情事。</p> <p>(四)參與合併、分割、收購或股份受讓之公司任一方依法買回庫藏股之調整。</p> <p>(五)參與合併、分割、收購或股份受讓之主體或家數發生增減變動。</p> <p>(六)已於契約中訂定得變更之其他條件，並已對外公開揭露者。</p>	

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<p>六、已於契約中訂定得變更之其他條件，並已對外公開揭露者。</p> <p>第二十四條 契約應載明事項：</p> <p>本公司參與合併、分割、收購或股份受讓，契約應載明參與合併、分割、收購或股份受讓公司之權利義務，並應載明下列事項：</p> <p>一、違約之處理。</p> <p>二、因合併而消滅或被分割之公司前已發行具有股權性質有價證券或已買回之庫藏股之處理原則。</p> <p>三、參與公司於計算換股比例基準日後，得依法買回庫藏股之數量及其處理原則。</p> <p>四、參與主體或家數發生增減變動之處理方式。</p> <p>五、預計計畫執行進度、預計完成日程。</p> <p>六、計畫逾期未完成時，依法令應召開股東會之預定召開日期等相關處理程序。</p> <p>第二十五條 參與合併、分割、收購或股份受讓之公司任何一方於資訊對外公開後，如擬再與其他公司進行合併、分割、收購或股份受讓，除參與家數減少，且股東會已決議並授權董事會得變更權限者，參與公司得免召開股東會重行決議外，原合併、分割、收購或股份受讓案中，已進行完成之程序或法律行為，應由所有參與公司重行為之。</p> <p>第二十六條 參與合併、分割、收購或股份受讓之公司有非屬公開發行公司者，本公司應與其簽訂協議，並依第二十一條、第二十二條及第二十五條規定辦理。</p>	<p>八、契約應載明事項</p> <p>本公司參與合併、分割、收購或股份受讓，契約應載明參與合併、分割、收購或股份受讓公司之權利義務，並應載明下列事項：</p> <p>(一)違約之處理。</p> <p>(二)因合併而消滅或被分割之公司前已發行具有股權性質有價證券或已買回之庫藏股之處理原則。</p> <p>(三)參與公司於計算換股比例基準日後，得依法買回庫藏股之數量及其處理原則。</p> <p>(四)參與主體或家數發生增減變動之處理方式。</p> <p>(五)預計計畫執行進度、預計完成日程。</p> <p>(六)計畫逾期未完成時，依法令應召開股東會之預定召開日期等相關處理程序。</p> <p>九、參與合併、分割、收購或股份受讓之公司任何一方於資訊對外公開後，如擬再與其他公司進行合併、分割、收購或股份受讓，除參與家數減少，且股東會已決議並授權董事會得變更權限者，參與公司得免召開股東會重行決議外，原合併、分割、收購或股份受讓案中，已進行完成之程序或法律行為，應由所有參與公司重行為之。</p> <p>十、參與合併、分割、收購或股份受讓之公司有非屬公開發行公司者，本公司應與其簽訂協定，並依本條第五項、第六項及第九項之規定辦理。</p>	

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	<p>十一、本公司參與合併、分割、收購或股份受讓，應將下列資料作成完整書面紀錄，並保存五年，備供查核。</p> <p>(一)人員基本資料：包括消息公開前所有參與合併、分割、收購或股份受讓計畫或計畫執行之人，其職稱、姓名、身分證字號（如為外國人則為護照號碼）。</p> <p>(二)重要事項日期：包括簽訂意向書或備忘錄、委託財務或法律顧問、簽訂契約及董事會等日期。</p> <p>(三)重要書件及議事錄：包括合併、分割、收購或股份受讓計畫，意向書或備忘錄、重要契約及董事會議事錄等書件。</p> <p>十二、本公司股票上市或上櫃後參與合併、分割、收購或股份受讓，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中華民國證券主管機關備查。</p> <p>十三、本公司參與合併、分割、收購或股份受讓之公司有非屬上市或上櫃之公司者，本公司應與其簽訂協定，並依第十一項及第十二項規定辦理。</p>	
<p><u>第三章 資訊公開</u></p>		<p>新增章次</p>
<p><u>第二十七條 資訊公開揭露程序：</u></p> <p>本公司或取得或處分資產有下列情形者應按性質依規定格式，於事實發生之即日起算二日內將相關資訊於行政院金融監督管理委員會指定網</p>	<p><u>第十四條 資訊公開揭露程序：</u></p> <p>一、應公告申報項目及公告申報標準：</p> <p><u>(一) 向關係人取得不動產。</u></p> <p><u>(二) 從事大陸地區投資。</u></p>	<p>一、依中華民國 101 年 2 月 13 日金管證發字第 1010004588 號令修改。</p> <p>二、條次、款次變更。</p>

修正條文	現行條文	說明
<p>站辦理公告申報：</p> <p><u>一、向關係人取得或處分不動產，或與關係人為取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上。但買賣公債或附買回、賣回條件之債券，不在此限。</u></p> <p><u>二、進行合併、分割、收購或股份受讓。</u></p> <p><u>三、從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。</u></p> <p><u>四、除前三款以外之資產交易、金融機構處分債權或從事大陸地區投資，其交易金額達公司實收資本額百分之二十或新臺幣三億元以上。但下列情形不在此限：</u></p> <p><u>(一)買賣公債。</u></p> <p><u>(二)以投資為專業，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。</u></p> <p><u>(三)買賣附買回、賣回條件之債券。</u></p> <p><u>(四)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，交易金額未達新臺幣五億元以上。</u></p>	<p><u>(三)進行合併、分割、收購或股份受讓。</u></p> <p><u>(四)從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。</u></p> <p><u>(五)除前四款以外之資產交易或金融機構處分債權，其交易金額達公司實收資本額百分之二十或新臺幣三億元以上者。但下列情形不在此限：</u></p> <p><u>1. 買賣公債。</u></p> <p><u>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為之有價證券買賣。</u></p> <p><u>3. 買賣附買回、賣回條件之債券。</u></p> <p><u>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，交易金額未達新臺幣五億元以上。</u></p> <p><u>5. 經營營建業務之公開發行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易</u></p>	<p>三、其餘酌依法令作文字修正。</p>

修正條文	現行條文	說明
<p>(五)經營營建業務之公開發行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易金額未達新臺幣五億元以上。</p> <p>(六)以自地委建、租地委建、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臺幣五億元以上。</p> <p>前述交易金額依下列方式計算之：</p> <p>一、每筆交易金額。</p> <p>二、一年內累積與同一相對人取得或處分同一性質標的交易之金額。</p> <p>三、一年內累積取得或處分（取得、處分分別累積）同一開發計畫不動產之金額。</p> <p>四、一年內累積取得或處分（取得、處分分別累積）同一有價證券之金額。</p> <p>前項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，已依本準則規定公告部份免再計入。</p> <p>本公司應按月將本公司及其非屬中華民國公開發行公司之子公司截至上月底止從事衍生性商品交易之情形依規定格式，於每月十日前輸入指定之資訊申報網站。</p> <p>本公司若依規定應公告項目於公告時有錯誤或缺漏而應予補正時，應將全部項目重行公告申報。</p>	<p>金額未達新臺幣五億元以上。</p> <p>6. 以自地委建、合建分屋、合建分成、合建分售方式取得不動產，公司預計投入之交易金額未達新臺幣五億元以上。</p> <p>(六) 上述交易金額之計算方式如下，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依規定公告部分免再計入。</p> <p>1. 每筆交易金額。</p> <p>2. 一年內累積與同一相對人取得或處分同一性質標的交易之金額。</p> <p>3. 一年內累積取得或處分（取得、處分分別累積）同一開發計畫不動產之金額。</p> <p>4. 一年內累積取得或處分（取得、處分分別累積）同一有價證券之金額。</p> <p>二、辦理公告及申報之時限：</p> <p>本公司及非屬公開發行之子公司，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，</p>	

修正條文	現行條文	說明
<p>取得或處分資產，應將相關契約、議事錄、備查簿、估價報告、會計師、律師或證券承銷商之意見書備置於本公司，除其他法律另有規定者外，至少保存五年。</p> <p><u>第二十八條</u> 本公司依本條第一款規定公告申報之交易後，有下列情形之一者，應於事實發生之<u>即日起算二日</u>內辦理公告申報：</p> <p>一、原交易簽訂之相關契約有變更、終止或解除情事。</p> <p>二、合併、分割、收購或股份受讓未依契約預定日程完成。</p> <p><u>三、原公告申報內容有變更。</u></p> <p><u>第二十九條</u> 公開發行公司之子公司非屬國內公開發行公司者規定如下：</p> <p>一、公開發行公司之子公司非屬國內公開發行公司，取得或處分資產有第三章規定應公告申報情事者，由本公司為之。</p> <p>二、前項子公司適用第二十七條第一項應公告申報標準，有關實收資本額百分之二十或總資產<u>百分之十</u>規定，以本公司之實收資本額或總資產為準。</p>	<p>應於事實發生之日起二日內辦理公告申報。子公司之公告申報標準中，所稱「<u>達公司實收資本額百分之二十</u>」係以本公司之實收資本額為準。</p> <p>三、公告申報程序：</p> <p>(一) 本公司應將相關資訊於中華民國證券主管機關指定網站辦理公告申報。</p> <p>(二) 本公司應按月將本公司及非屬中華民國公開發行公司之子公司截至上月底止從事衍生性商品交易之情形依規定格式，於每月十日前輸入指定之資訊申報網站。</p> <p>(三) 本公司依規定應公告項目如於公告時有錯誤或缺漏而應予補正時，應將全部項目重行公告申報。</p> <p>(四) 本公司取得或處分資產，應將相關契約、議事錄、備查簿、估價報告、會計師、律師或證券承銷商之意見書備置於本公司，除其他法律另有規定者外，至少保存五年。</p> <p>(五) 本公司依本條規定公告申報之交易後，有下列</p>	

修正條文	現行條文	說明
	<p>情形之一者，應於事實發生日起二日內辦理公告申報：</p> <ol style="list-style-type: none"> 1. 原交易簽訂之相關契約有變更、終止或解除情事。 2. 合併、分割、收購或股份受讓未依契約預定日程完成。 	
第四章 附則		新增章次
<p>第三十條 本公司應命子公司依「<u>公開發行公司取得或處分資產處理準則</u>」有關規定訂定「<u>取得或處分資產處理程序</u>」，子公司於取得或處分資產時，應依所訂處理程序辦理並執行。</p>	<p>第十五條 本公司應命子公司依「<u>公開發行公司取得或處分資產處理準則</u>」有關規定訂定「<u>取得或處分資產處理程序</u>」，子公司於取得或處分資產時，應依所訂作業程序辦理。</p>	<p>一、條次變更。 二、本條依中華民國101年2月13日金管證發字第1010004588號令，強化公司內部控制及對子公司之督導。</p>
<p>第三十一條 罰則： 本公司員工承辦取得或處分資產違反本處理程序規定者，依照本公司人事管理規章提報考核，依其情節輕重處罰。</p>	<p>第十六條 罰則： 本公司員工承辦取得或處分資產違反本作業程序規定者，依照本公司人事管理規章提報考核，依其情節輕重處罰。</p>	<p>一、條次變更。 二、酌作文字性修正</p>
<p>第三十二條 實施與修訂： 本處理程序應經董事會通過後，送各監察人並提報股東會同意，修正時亦同。如有董事表示異議且有紀錄或書面聲明者，公司並應將董事異議資料送各監察人。本公司已設置獨立董事，將依本處理程序規定將「<u>取得或處分資產處理程序</u>」提報董事會討論時，應充分考慮各獨立董事之意見，</p>	<p>第十七條 實施與修訂： 本作業程序應經董事會通過後，送各監察人並提報股東會同意，修正時亦同。如有董事表示異議且有紀錄或書面聲明者，公司並應將董事異議資料送各監察人。另外若本公司已設置獨立董事者，將本作業程序提報董事會討論或依第八條至第十三條規定將取得或處分資產交易提</p>	<p>一、條次變更。 二、酌作文字性修正</p>

修正條文	現行條文	說明
<p>獨立董事如有反對意見或保留意見，應於董事會議事錄載明。</p>	<p>報董事會討論時，應充分考慮各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄載明。</p>	
<p><u>第三十三條</u> <u>本處理程序</u>制定於西元二〇〇九年十二月十一日。 <u>本處理程序</u>第一次修正於西元二〇一一年六月二十七日。 <u>本處理程序</u>第二次修正於西元二〇一二年六月二十九日。</p>	<p><u>第十九條</u> <u>本作業程序</u>制定於西元二〇〇九年十二月十一日。 <u>本處理程序</u>第一次修正於西元二〇一一年六月二十七日。</p>	<p>增列修訂日期</p>

附件(五)『資金貸與他人作業程序』修正條文對照表

富驛酒店集團有限公司

資金貸與他人作業程序

修正對照表

修正條文	現行條文	說明
<p>第四條、資金貸與限制</p> <p>一、資金貸與總額： 本公司資金貸與他人之總額，以不超過本公司淨值之百分之四十為限。</p> <p>二、對個別對象之貸與限額： (一)其與本公司及子公司有業務往來者，不得超過申貸資金公司或行號與本公司及子公司最近年度業務往來金額為限，且不得超過本公司淨值之百分之<u>十四</u>。 (二)其因董事會認有短期融通資金之必要者，不得超過本公司淨值之<u>十四</u>。 所謂短期係指一年。 本公司及子公司直接及間接持有表決權股份百分之<u>百者之國外公司間</u>，從事資金貸與，不受一、二及期限一年之限制。 所稱「淨值」，以最近期之</p>	<p>第四條、資金貸與限制</p> <p>一、資金貸與總額： 本公司資金貸與他人之總額，以不超過本公司淨值之百分之四十為限。</p> <p>二、對個別對象之貸與限額： (一)其與本公司及子公司有業務往來者，不得超過申貸資金公司或行號與本公司及子公司最近年度業務往來金額為限，且不得超過本公司淨值之百分之<u>十</u>。 (二)其因董事會認有短期融通資金之必要者，不得超過本公司淨值之百分之<u>十</u>。 本公司及子公司直接及間接持有表決權股份百分之<u>百者</u>之間，從事資金貸與，不受一、二及期限一年之限制。 所稱「淨值」，以最近期之財務報表所載為準。</p>	<p>依據「公開發行公司資金貸與及背書保證處理準則」第九條第一項第三款規定訂定資金貸與個別對象之限額。</p>

<p>財務報表所載為準。</p>		
<p>第十條、已貸與金額之後續控管措施、逾期債權處理作業程序</p> <p>一、貸款撥放後，應經常注意借款人及保證人之財務、業務以及相關信用狀況等，如有提供擔保品者，並應注意其擔保價值有無變動情形，遇有重大變化時，應立刻通報董事長，並依指示為適當之處理。</p> <p>二、借款人於貸款到期或到期前償還借款時，應先計算應付之利息，連同本金一併清償後，方可將本票、借據等償債憑證註銷歸還借款人或辦理抵押權塗銷。</p> <p>三、借款人於貸款到期時，應即還清本息，違者本公司得就其所提供之擔保品或保證人，依法逕行處分及追償。</p>	<p>第十條、已貸與金額之後續控管措施、逾期債權作業程序</p> <p>一、貸款撥放後，應經常注意借款人及保證人之財務、業務以及相關信用狀況等，如有提供擔保品者，並應注意其擔保價值有無變動情形，遇有重大變化時，應立刻通報董事長，並依指示為適當之處理。</p> <p>二、借款人於貸款到期或到期前償還借款時，應先計算應付之利息，連同本金一併清償後，方可將本票、借據等償債憑證註銷歸還借款人或辦理抵押權塗銷。</p> <p>三、借款人於貸款到期時，應即還清本息，違者本公司得就其所提供之擔保品或保證人，依法逕行處分及追償。</p>	<p>文字性修改</p>
<p>第十一條、罰則</p> <p>本公司經理人及主辦人員承辦資金貸與他人作業違</p>	<p>第十一條、罰則</p> <p>本公司經理人及主辦人員承辦資金貸與他人作業違反本作業</p>	<p>文字性修改</p>

<p>反本處理作業程序規定者，依照本公司人事管理規章提報考核，依其情節輕重處罰。</p>	<p>程序規定者，依照本公司人事管理規章提報考核，依其情節輕重處罰。</p>	
<p>第十四條、實施與修訂</p> <p>本處理作業程序經董事會通過後，送各監察人並提報股東會同意，如有董事表示異議且有紀錄或書面聲明者，並應將董事異議資料併送各監察人及提報股東會討論，修正時亦同。另外若本公司已設置獨立董事者，將本程序提報董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之意見與理由列入會議紀錄。</p>	<p>第十四條、實施與修訂</p> <p>本作業程序經董事會通過後，送各監察人並提報股東會同意，如有董事表示異議且有紀錄或書面聲明者，並應將董事異議資料併送各監察人及提報股東會討論，修正時亦同。另外若本公司已設置獨立董事者，將本程序提報董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之意見與理由列入會議紀錄。</p>	<p>文字性修改</p>
<p>第十五條、附則</p> <p>本作業程序制定於西元二零零九年十二月廿一日。</p> <p>第一次修正於西元二零一零年六月二十四日。</p> <p>第二次修正於西元二零一一年六月二十七日。</p> <p><u>第三次修正於西元二零一二年六月二十九日。</u></p>	<p>第十五條、附則</p> <p>本作業程序制定於西元二零零九年十二月廿一日。</p> <p>第一次修正於西元二零一零年六月二十四日。</p> <p>第二次修正於西元二零一一年六月二十七日。</p>	<p>增列修訂日期</p>

附件(六)『股東會議事規則』修正條文對照表

富驛酒店集團有限公司

股東會議事規則修正條文對照表

修正條文	現行條文	說明
<p>第四條 委託書送達本公司後，股東欲親自出席股東會者，至遲應於股東會開會前一二日，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。</p>	<p>第四條 委託書送達本公司後，股東欲親自出席股東會者，至遲應於股東會開會前一日，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。</p>	<p>配合公司法修訂</p>
<p>第十三條 股東以書面或電子方式行使表決權後，如欲親自出席股東會者，至遲應於股東會開會前一二日以與行使表決權相同之方式撤銷前項行使表決權之意思表示；逾期撤銷者，以書面或電子方式行使之表決權為準。如以書面或電子方式行使表決權並以委託書委託代理人出席股東會者，以委託代理人出席行使之表決權為準。股東會之議決事項，應作成議事錄，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各股東。議事錄之製作及分發，得以電子方式為之。前項議事錄之分發，本公司得以輸入公開資訊觀測站公告方式為之。</p>	<p>第十三條 股東以書面或電子方式行使表決權後，如欲親自出席股東會者，至遲應於股東會開會前一日以與行使表決權相同之方式撤銷前項行使表決權之意思表示；逾期撤銷者，以書面或電子方式行使之表決權為準。如以書面或電子方式行使表決權並以委託書委託代理人出席股東會者，以委託代理人出席行使之表決權為準。 股東會之議決事項，應作成議事錄，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各股東。議事錄之製作及分發，得以電子方式為之。<u>本公司對於持有記名股票未滿一千股之股東，前項議事錄之分發，得以輸入公開資訊觀測站之公告方式為之。</u></p>	<p>配合公司法修訂</p>
<p>第十九條 本規則制定於二零零九年六月三十日。 第一次修正於二零零九年十二月二十一日股東會通過。 <u>第二次修正於二零一二年六月二十九日股東會通過。</u></p>	<p>第十九條 本規則制定於二零零九年六月三十日。 本規則於二零零九年十二月二十一日股東會通過。</p>	

富驛酒店集團有限公司

股東會議事規則

- 第一條 為建立本公司良好股東會治理制度、健全監督功能及強化管理機能，訂定本規則，以資遵循。
- 第二條 本公司股東會之議事規則，除法令或章程另有規定者外，應依本規則之規定。
- 第三條 本公司股東會除法令另有規定外，由董事會召集之。
股東常會之召集，應編製議事手冊，並於三十日前通知各股東，對於持有記名股票未滿一千股股東，得於三十日前以輸入公開資訊觀測站公告方式為之；股東臨時會之召集，應於十五日前通知各股東，對於持有記名股票未滿一千股股東，得於十五日前以輸入公開資訊觀測站公告方式為之。
通知及公告應載明召集事由；其通知經相對人同意者，得以電子方式為之。
選任或解任董事、監察人、變更章程、公司解散、合併、分割或公司法第一百八十五條第一項各款、證券交易法第二十六條之一、第四十三條之六之事項應在召集事由中列舉，不得以臨時動議提出。
持有已發行股份總數百分之一以上股份之股東，得以書面向本公司提出股東常會議案。但以一項為限，提案超過一項者，均不列入議案。另股東所提議案有公司法第一百七十二條之一第四項各款情形之一，董事會得不列為議案。
本公司應於股東常會召開前之停止股票過戶日前公告受理股東之提案、受理處所及受理期間；其受理期間不得少於十日。
股東所提議案以三百字為限，超過三百字者，不予列入議案；提案股東應親自或委託他人出席股東常會，並參與該項議案討論。
本公司應於股東會召集通知日前，將處理結果通知提案股東，並將合於本條規定之議案列於開會通知。對於未列入議案之股東提案，董事會應於股東會說明未列入之理由。
- 第四條 股東得於每次股東會，出具本公司印發之委託書，載明授權範圍，委託代理人，出席股東會。
一股東以出具一委託書，並以委託一人為限，應於股東會開會五日前送達本公司，委託書有重複時，以最先送達者為準。但聲明撤銷前委託者，不在此限。
委託書送達本公司後，股東欲親自出席股東會者，至遲應於股東會開會前一日，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。
- 第五條 (召開股東會地點及時間之原則)
股東會應於董事會指定之時間及地點召開，惟除法令另有規定外，股東會

應於中華民國境內召開。

如董事會決議在中華民國境外召開股東會，本公司應於董事會決議後或股東取得主管機關召集許可後二日內申報中華民國財團法人證券櫃檯買賣中心（或台灣證券交易所，若適用）同意。於中華民國境外召開股東會時，本公司應於中華民國境內委託經中華民國證券主管機關及中華民國財團法人證券櫃檯買賣中心櫃買中心（或臺灣證券交易所，若適用）核准之指定機構，受理該等股東會行政事務（包括但不限於受理股東委託投票事宜）。

第六條（簽名簿等文件之備置）

本公司應設簽名簿供出席股東本人或股東所委託之代理人（以下稱股東）簽到，或由出席股東繳交簽到卡以代簽到。

本公司應將議事手冊、年報、出席證、發言條、表決票及其他會議資料，交付予出席股東會之股東；有選舉董事、監察人者，應另附選舉票。

股東應憑出席證、出席簽到卡或其他出席證件出席股東會；屬徵求委託書之徵求人並應乃帶身分證明文件，以備核對。

政府或法人為股東時，出席股東會之代表人不限於一人。法人受託出席股東會時，僅得指派一人代表出席。

第七條（股東會主席、列席人員）

股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定常務董事一人代理之；其未設常務董事者，指定董事一人代理之，董事長未指定代理人者，由常務董事或董事互推一人代理之。

董事會所召集之股東會，宜有董事會過半數之董事參與出席。

股東會如由董事會以外之其他召集權人召集者，主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。

本公司得指派所委任之律師、會計師或相關人員列席股東會。

第八條（股東會開會過程錄音或錄影之存證）

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。但經股東依本公司章程及相關法令提起訴訟者，應保存至訴訟終結為止。

第九條（股東會法定出席股份數）

股東會之出席，應以股份為計算基準。出席股數依簽名簿或繳交之簽到卡，加計以書面或電子方式行使表決權之股數計算之。

已屆開會時間，主席應即宣布開會，惟未有代表已發行股份總數過半數之股東出席時，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。延後二次仍不足有代表已發行股份總數過半數以上股東出席時，由主席宣布流會。

第十條 (議案討論)

股東會如由董事會召集者，其議程由董事會訂定之，會議應依排定之議程進行，非經股東會決議不得變更之。

股東會如由董事會以外之其他有召集權人召集者，準用前項之規定。

前二項排定之議程於議事(含臨時動議)未終結前，非經決議，主席不得逕行宣布散會；主席違反議事規則，宣布散會者，董事會其他成員應迅速協助出席股東依法定程序，以出席股東表決權過半數之同意推選一人擔任主席，繼續開會。

主席對於議案及股東所提之修正案或臨時動議，應給予充分說明及討論之機會，認為已達可付表決之程度時，得宣布停止討論，提付表決。

第十一條 (股東發言)

出席股東發言前，須先填具發言條載明發言要旨、股東戶號(或出席證編號)及戶名，由主席定其發言順序。

出席股東僅提發言條而未發言者，視為未發言。發言內容與發言條記載不符者，以發言內容為準。

同一議案每一股東發言，非經主席之同意不得超過兩次，每次不得超過五分鐘，惟股東發言違反規定或超出議題範圍者，主席得制止其發言。

出席股東發言時，其他股東除經徵得主席及發言股東同意外，不得發言干擾，違反者主席應予制止。

法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。出席股東發言後，主席得親自或指定相關人員答覆。

第十二條 (股東會之表決，應以股份為計算基準)

股東會之決議，對無表決權股東之股份數，不算入已發行股份之總數。

股東對於會議之事項，有自身利害關係致有害於本公司利益之虞時，不得加入表決，並不得代理他股東行使其表決權。

前項不得行使表決權之股份數，不算入已出席股東之表決權數。

除信託事業或經中華民國證券主管機關核准之股務代理機構外，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，超過時其超過之表決權，不予計算。

第十三條 (行使表決權及決議之方式)

股東每股有一表決權；但受限制或依據本公司章程及相關法令規定無表決權者，不在此限。

本公司召開股東會時，得採行以書面或電子方式行使其表決權；其以書面或電子方式行使表決權時，其行使方法應載明於股東會召集通知。以書面或電子方式行使表決權之股東，視為親自出席股東會。但就該次股東會之臨時動議及原議案之修正，視為棄權。

前項以書面或電子方式行使表決權者，其意思表示應於股東會開會五日前送達公司，意思表示有重複時，以最先送達者為準。但聲明撤銷前意思表示者，不在此限。

股東以書面或電子方式行使表決權後，如欲親自出席股東會者，至遲應於

股東會開會前一日以與行使表決權相同之方式撤銷前項行使表決權之意思表示；逾期撤銷者，以書面或電子方式行使之表決權為準。如以書面或電子方式行使表決權並以委託書委託代理人出席股東會者，以委託代理人出席行使之表決權為準。

議案之表決，除公司法及本公司章程另有規定外，以出席股東表決權過半數之同意通過之。表決時，應逐案由主席或其指定人員宣佈出席股東之表決權總數。

議案經主席徵詢全體出席股東無異議者，視為通過，其效力與投票表決同；有異議者，應依前項規定採取投票方式表決。

同一議案有修正案或替代案時，由主席併同原案定其表決之順序。如其中一案已獲通過時，其他議案即視為否決，勿庸再行表決。

議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。計票應於股東會場內公開為之，表決之結果，應當場報告，並作成紀錄。

第十四條 （選舉事項）

股東會有選舉董事、監察人時，應依本公司所訂相關選任規範辦理，並應當場宣布選舉結果。

前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依本公司章程及相關法令提起訴訟者，應保存至訴訟終結為止。

第十五條 （股東會議事錄）

股東會之議決事項，應作成議事錄，由主席簽名或蓋章，並於會後二十日內，將議事錄分發各股東。議事錄之製作及分發，得以電子方式為之。

本公司對於持有記名股票未滿一千股之股東，前項議事錄之分發，得以輸入公開資訊觀測站之公告方式為之。

議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及其結果記載之，在本公司存續期間，應永久保存。

前項決議方法，係經主席徵詢股東意見，股東對議案無異議者，應記載「經主席徵詢全體出席股東無異議通過」；惟股東對議案有異議時，應載明採票決方式及通過表決權數與權數比例。

第十六條 （對外公告）

徵求人徵得之股數及受託代理人代理之股數，本公司應於股東會開會當日，依規定格式編造之統計表，於股東會場內為明確之揭示。

股東會決議事項，如有屬法令規定、臺灣證券交易所股份有限公司（或財團法人中華民國證券櫃檯買賣中心）規定之重大訊息者，本公司應於規定時間內，將內容傳輸至公開資訊觀測站。

第十七條 （會場秩序之維護）

辦理股東會之會務人員應佩帶識別證或臂章。

主席得指揮糾察員或保全人員協助維持會場秩序。糾察員或保全人員在場協助維持秩序時，應佩戴「糾察員」字樣臂章或識別證。

會場備有擴音設備者，股東非以本公司配置之設備發言時，主席得制止之。股東違反議事規則不服從主席糾正，妨礙會議之進行經制止不從者，得由主席指揮糾察員或保全人員請其離開會場。

第十八條 (休息、續行集會)

會議進行時，主席得酌定時間宣布休息，發生不可抗拒之情事時，主席得裁定暫時停止會議，並視情況宣布續行開會之時間。

股東會排定之議程於議事(含臨時動議)未終結前，開會之場地屆時未能繼續使用，得由股東會決議另覓場地繼續開會。

股東會得本公司章程或相關法令規定，決議在五日內延期或續行集會。

第十九條 本規則由股東會通過後自西元貳零壹零年一月一日正式實施。

附錄(二)原公司章程2012.04.30修訂

THE COMPANIES LAW (AS AMENDED)

Company Limited by Shares

AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION

OF

FX HOTELS GROUP INC.

富驛酒店集團有限公司

1. The name of the Company is FX HOTELS GROUP INC. 富驛酒店集團有限公司。
2. The Registered Office of the Company shall be at the offices of Offshore Incorporations (Cayman) Limited, Scotia Centre, P.O.Box 268, George Town, Grand Cayman KY1-1104, Cayman Islands or at such other place as the Board of Directors may from time to time decide.
3. The objects for which the Company is established are unrestricted and shall include, but without limitation, the following:
 - (i) (a) To carry on the business of an investment company and to act as promoters and entrepreneurs and to carry on business as financiers, capitalists, concessionaires, merchants, brokers, traders, dealers, agents, importers, and exporters and to undertake and carry on and execute all kinds of investment, financial, commercial, mercantile, trading and other operations.
 - (b) To carry on whether as principals, agents or otherwise howsoever the business of realtors, developers, consultants, estate agents or managers, builders, contractors, engineers, manufacturers, dealers in or vendors of all types of property including services.
 - (ii) To exercise and enforce all rights and powers conferred by or incidental to the ownership of any shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof, to provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.
 - (iii) To purchase or otherwise acquire, to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of and deal with real and personal property and rights of all kinds and, in particular, mortgage, debentures, produce, concessions, options, contracts, patents, annuities, licenses, stocks, shares, bonds, policies, book debts, business concerns, undertakings, claims, privileges and choses in action of all kinds.
 - (iv) To subscribe for, conditionally or unconditionally, to underwrite, issue on commission or otherwise, take, hold, deal in and convert stocks, shares, and securities of all kinds and to enter into partnership or into any arrangement for sharing profits, reciprocal concessions or cooperation with any person or company and to promote and aid in promoting, to constitute, form or organise any company, syndicate or partnership of any kind, for the purpose of acquiring and undertaking any property and liabilities of the Company or of advancing, directly or indirectly, the objects of the Company or for any other purpose which the Company may think expedient.
 - (v) To stand surety for or to guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether or not related or affiliated to the Company in any manner and whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by any such method and whether or not the Company shall receive valuable consideration thereof.
 - (vi) To engage in or carry on any other lawful trade, business or enterprise which may at

any time appear to the Board of Directors of the Company capable of being conveniently carried on in conjunction with any of the aforementioned businesses or activities or which may appear to the Board of Directors or the Company likely to be profitable to the Company.

In the interpretation of this Memorandum of Association in general and of this Clause 3 in particular no object, business or power specified or mentioned shall be limited or restricted by reference to or inference from any other object, business or power, or the name of the Company, or by the juxtaposition of two or more objects, businesses or powers and that, in the event of any ambiguity in this clause or elsewhere in this Memorandum of Association, the same shall be resolved by such interpretation and construction as will widen and enlarge and not restrict the objects, businesses and powers of and exercisable by the Company.

4. Except as prohibited or limited by the Companies Law (as amended), the Company shall have full power and authority to carry out any object and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to make any alterations or amendments to this Memorandum of Association and the Articles of Association of the Company considered necessary or convenient in the manner set out in the Articles of Association of the Company, and the power to do any of the following acts or things, viz: to pay all expenses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any other jurisdiction; to sell, lease or dispose of any property of the Company; to draw, make, accept, endorse discount, execute and issue promissory notes, debentures, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security; to invest monies of the Company in such manner as the Board of Directors determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to Members of the Company; to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to Directors, officers, employees, past or present and their families; to purchase Directors and officers liability insurance and to carry on any trade or business and generally to do all acts and things which, in the opinion of the Company or the Board of Directors, may be conveniently or profitably or usefully acquired and dealt with, carried on, executed or done by the Company in connection with the business aforesaid PROVIDED THAT the Company shall only carry on the businesses for which a licence is required under the laws of the Cayman Islands when so licensed under the terms of such laws.
5. The liability of each Member is limited to the amount from time to time unpaid on such Member's Shares.
6. The share capital of the Company is NT\$600,000,000.00 (Six Hundred Million New Taiwan Dollars) divided into 60,000,000 common shares of a nominal or par value of NT\$10.00 (Ten New Taiwan Dollars) each with power for the Company insofar as is permitted by law, to redeem or purchase any of its Shares and to increase or reduce the said capital subject to the provisions of the Companies Law (as amended) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any

preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of Shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained PROVIDED ALWAYS that, notwithstanding any provision to the contrary contained in this Memorandum of Association, the Company shall have no power to issue bearer shares, warrants, coupons or certificates.

7. If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Law (as amended) and, subject to the provisions of the Companies Law (as amended) and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

We, the undersigned, are desirous of being formed into a Company pursuant to this Memorandum of Association and the Companies Law (as amended), and we hereby agree to take the numbers of shares set opposite our name below.

THE COMPANIES LAW (AS AMENDED)

SECOND AMENDED AND RESTATED
ARTICLES OF ASSOCIATION

OF

FX HOTELS GROUP INC.

富驛酒店集團有限公司

1. In these Articles Table A in the Schedule to the Statute does not apply and, unless there be something in the subject or context inconsistent therewith,

“Articles”	means the Articles as originally framed or as from time to time altered by Special Resolution;
“Applicable Public Company Rules”	means the ROC laws, rules and regulations (including, without limitation, the Company Law, the Securities and Exchange Law, the rules and regulations promulgated by the FSC and the rules and regulations promulgated by any of the ROC Securities Exchanges, as amended from time to time) affecting public reporting companies or companies listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as applicable to the Company;
“Board”	means the board of directors appointed or elected pursuant to these Articles or, as the case may be, the directors assembled as a board or as a board or as a committee thereof;
“Book-Entry Form”	means a method whereby the delivery of Shares is effected electronically by debit and credit to accounts opened with securities firms by Shareholders, without delivering physical share certificates. If the Shareholder has not opened an account with a securities firm, the Shares delivered by Book-Entry Form shall be recorded in the entry sub-account under the Company’s account with the securities central depository in Taiwan;
“Class” or “Classes”	means any Class or Classes of Shares as may from time to time be issued by the Company;
“Consolidated Company”	means the new company that results from the consolidation of two or more Constituent Companies;
“Consolidation”	means the combination of two or more Constituent Companies into a Consolidated Company and the vesting of the undertaking, property and liabilities of such companies in the Consolidated Company within the meaning of the Statute;
“Company”	means the above named company;
“Constituent Company”	means an existing company that is participating in a Merger or a Consolidation with one of more other existing companies within the meaning of the Statute;
“Directors”	means the directors for the time being of the Company;
“dividend”	includes bonus;
“FSC”	means the Financial Supervisory Commission of the ROC;

“Independent Directors”	means the Directors who are elected as "Independent Directors" for the purpose of Applicable Public Company Rules;
“Market Observation Post System”	means the public company reporting system maintained by the Taiwan Stock Exchange Corporation, via http://newmops.tse.com.tw/ ;
“Member” or “Shareholder”	means a person who is registered as the holder of Shares in the Register of Members and includes each subscriber to the Memorandum of Association pending entry in the Register of such subscriber;
“Memorandum”	means the memorandum of association of the Company as amended or substituted from time to time;
“Merger”	means the merging of two or more Constituent Companies and the vesting of their undertaking, property and liabilities in one of such company as the Surviving Company within the meaning of the Statute;
“month”	means a calendar month;
“notice”	means written notice as further provided in these Articles unless otherwise specifically stated;
“Officer”	means any person appointed by the Board to hold an office in the Company;
“Ordinary Resolution”	means a resolution: <ul style="list-style-type: none"> (a) passed by a simple majority of such Shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of the Company and where a poll is taken regard shall be had in computing a majority to the number of votes to which each Shareholder is entitled; or (b) approved in writing by all of the Shareholders entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of the Shareholders and the effective date of the resolution so adopted shall be the date on which the instrument, or the last of such instruments, if more than one, is executed;
“Register of Members”	means the register of Members required to be kept pursuant to the Statute;
“Registered Office”	means the registered office as required by the Statute;
“Remuneration Committee”	means the remuneration committee of the Board, established pursuant to these Articles;
“ROC” or “Taiwan”	means Taiwan, the Republic of China;
“ROC Securities Exchanges”	means GreTai Securities Market (including the Emerging Stock Market) and the Taiwan Stock Exchange of the ROC;
“Seal”	means the common seal of the Company and includes every duplicate seal;

“Secretary”	includes an Assistant Secretary and any person appointed to perform the duties of Secretary of the Company;
“Share”	means a share in the capital of the Company. All references to “Shares” herein shall be deemed to be Shares of any or all Classes as the context may require. For the avoidance of doubt in these Articles the expression “Share” shall include a fraction of a Share;
“Solicitor”	means any Member, a trust enterprise or a securities agent mandated by Member(s), who solicits an instrument of proxy from any other Member to appoint him/it as a proxy to attend and vote at a general meeting, pursuant to the Applicable Public Company Rules;
“Special Resolution”	has the same meaning as in the Statute and includes a resolution approved in writing as described therein;
“Special Resolution for Mergers or Consolidations”	means a resolution of the Company passed in accordance with section 233 (6) of the Statute for the purpose of approving and/or authorizing a plan of merger or consolidation, and being a resolution passed as a Special Resolution;
“Spin-off”	refers to an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to issue new shares to the transferor company or to shareholders of the transferor company;
“Statute”	means the Companies Law of the Cayman Islands (as amended) and every statutory modification or re-enactment thereof for the time being in force;
“Subsidiary”	means, with respect to any company, (1) the entity, one half or more of whose total number of the issued voting shares or the total amount of the capital stock are directly or indirectly held by such company; (2) the entity that such company has a direct or indirect control over its personnel, financial or business operation; (3) the entity, one half or more of whose executive shareholders or board directors are concurrently acting as the executive shareholders or board directors of such company; and (4) the entity, one half or more of whose total number of issued voting shares or the total amount of the capital stock are held by the same shareholder(s) of such company;
“Supermajority Resolution”	means a resolution adopted by a majority vote cast by the Members, as being entitled to do so, vote in person or where proxies are allowed, by proxy, at a general meeting attended by Members who represent two-thirds or more of the total issued shares of the Company or, if the total number of shares represented by the Members present at the general meeting is less than two-thirds of the total outstanding shares of the Company, but more than one half of the total issued shares of the Company, means instead, a resolution adopted at such general meeting by two-thirds or more of the Members, as being entitled to do so, vote in person or where proxies are allowed, by

	proxy, at such general meeting;
“Supervisor”	means a supervisor of the Company, elected pursuant to these Articles;
“Surviving Company”	means the sole remaining Constituent Company into which one or more other Constituent Companies are merged within the meaning of the Statute;
“Taiwan Clearing House”	means the Taiwan Clearing House established by the Taiwan Payments Clearing System Development Foundation to process check clearing and settlement services; and
“written” and “in writing”	include all modes of representing or reproducing words in visible form.

Words importing the singular number only include the plural number and vice versa.

Words importing the masculine gender include the feminine gender, and vice versa.

A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles or the Statute.

Words importing persons only include natural persons, companies or associations or bodies of persons whether incorporated or not.

References to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.

References to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method.

References to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.

2. The business of the Company may be commenced as soon after incorporation as the Board of Directors shall see fit, notwithstanding that part only of the Shares may have been allotted.
3. The Board of Directors may pay, out of the capital or any other monies of the Company, all expenses incurred in or about the formation and establishment of the Company including the expenses of registration.

CERTIFICATES FOR SHARES

4. Certificates representing Shares of the Company shall be in such form as shall be determined by the Board of Directors. Such certificates may be under Seal. All certificates for Shares shall be consecutively numbered or otherwise identified and shall specify the Shares to which they relate. The name and address of the person to whom the Shares represented thereby are issued, with the number of Shares and date of issue, shall be entered in the register of Members of the Company. All certificates surrendered to the Company for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of Shares shall have been surrendered and cancelled. The Board of Directors may authorise certificates to be issued with the seal and authorised signature(s) affixed by some method or system of mechanical process. In addition, the Board of Directors may also issue shares in Book-Entry Form without any tangible certificate of shares in accordance with these Articles.
5. Notwithstanding Article 4 of these Articles, if a Share certificate be defaced, lost or destroyed, it may be renewed on payment of a reasonable fee of and on such terms (if any) as to evidence and indemnity and the payment of the expenses incurred by the Company in investigation evidence, as the Board of Directors may prescribe.

ISSUE OF SHARES

6. (a) Subject to the provisions, if any, in that behalf in the Memorandum and to any resolution of Members of the Company in general meeting and without prejudice to any special rights previously conferred on the holders of existing Shares, the Board of Directors may allot, issue, grant options over or otherwise dispose of Shares of the Company (including fractions of a Share) with or without preferred, deferred or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise and to such persons, at such times and on such other terms as they think proper, provided that no Share shall be issued at a discount except in accordance with the Statute, and PROVIDED ALWAYS that, notwithstanding any provision to the contrary contained in these Articles, the Company shall be precluded from issuing bearer Shares, warrants, coupons or certificates. The Shares issued by the Company may be in physical form or in Book-Entry Form. The issue of new Shares shall at all times be subject to the sufficiency of the authorised capital of the Company.
- (b) Subject to the Statute, so long as the Shares are listed on any ROC Securities Exchange, the Company may allot and issue new Shares being subject to such restrictions as the Board may from time to time determine, to the employees of the Company and/or its Subsidiaries as approved by the Members by way of a Supermajority Resolution, and the number of the Shares to be issued, the issuance price, and the terms and conditions of such issuance shall comply with the Applicable Public Company Rules.
7. Where the Company increases its issued Share capital by issuing new Shares for cash consideration in Taiwan, the Company shall allocate 10% of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not necessary or appropriate, as determined by the FSC or other Taiwan authorities, for the Company to conduct the aforementioned public offering. However, if a percentage higher than the aforementioned 10% is resolved by a general meeting to be offered, the percentage determined by such resolution shall prevail. The Company may also reserve certain percentage of the total amount of such newly issued Shares for subscription by its employees.
8. (a) Unless otherwise resolved by the Members in a general meeting by Ordinary Resolution, where the Company increases its issued share capital by issuing new Shares for cash consideration, the Company shall make a public announcement and notify each Member that he/she/it is entitled to exercise a pre-emptive right to purchase his/her/its pro rata portion of the remaining new Shares (after allocation of the public offering portion and the employee subscription portion in the immediately preceding Article) issued in the capital increase for cash consideration. The Company shall state in such announcement and notices to the Members that if any Member fails to purchase his/her/its pro rata portion of such remaining newly-issued Shares within the prescribed period, such Member shall be deemed to forfeit his/her/its pre-emptive right to purchase such newly-issued Shares. In the event that Shares held by a Member are insufficient for such Member to exercise the pre-emptive right to purchase one newly-issued Share, Shares held by several Members may be calculated together for joint purchase of newly-issued shares or for purchase of newly-issued Shares in the name of a single Member pursuant to the Applicable Public Company Rules. If the total number of the new Shares to be issued has not been fully subscribed by the Members within the prescribed period, the Company may consolidate such Shares into a public offering tranche or offer any unsubscribed new Shares to a specific person or persons in accordance with the Applicable Public Company Rules.
- (b) The pre-emptive right of the Members under Article 8 (a) shall not apply if new Shares are issued in connection with:
- (i) a Merger or Consolidation with another company, or pursuant to any Spin-off or reorganization of the Company;
 - (ii) fulfilling the Company's obligations under warrants and/or options issued by the Company, including those issued in accordance with the employee incentive programs under Article 10 (a);
 - (iii) fulfilling the Company's obligations under convertible bonds or corporate bonds issued by the Company which are convertible into Shares or which entitle its holders to acquire Shares;
 - (iv) Shares issued pursuant to a statutory private placement in accordance with Applicable Public Company Rules; and
 - (v) new fully-paid Shares issued to the Members as bonus shares issued pursuant to Article 105, and/or as effecting any capitalisation of any other amount pursuant to Article 106.
9. The Company shall only issue fully paid-up Shares.
10. The Company may, upon approval by the Board, adopt one or more incentive programmes and may issue Shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries. The Company may enter into agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to this Article, whereby employees may subscribe,

within a specific period of time, a specific number of the Shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programme. However, options, warrants or other similar instruments issued pursuant to this Article are not transferable save by transmission upon the death of the holder thereof, and so long as the Shares are listed on any ROC Securities Exchange, the terms and conditions of such options, warrants or other similar instruments shall comply with the Applicable Public Company Rules.

11. The Company shall maintain a Register of Members, and every person whose name is entered as a Member in the Register of Members shall be entitled without payment to receive one certificate for all his Shares or several certificates each for one or more of his Shares. The Company shall deliver the Share certificates in physical form or in Book-Entry Form to the subscribers within thirty days from the date such Share certificates may be issued pursuant the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such Share certificates pursuant to the Applicable Public Company Rules.

TRANSFER OF SHARES

12. The instrument of transfer of any Share shall be in any usual or common form or such other form as the Directors may, in their absolute discretion, approve and be executed by or on behalf of the transferor and if so required by the Directors, shall also be executed on behalf of the transferee and shall be accompanied by the certificates (if any) of the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain a Shareholder until the name of the transferee is entered in the Register of Members in respect of the relevant Shares.
13. The registration of transfers may be suspended when the Register of Members is closed in accordance with Article 23.
14. Notwithstanding the above, in the event that the Company's Shares are listed on any of the ROC Securities Exchanges, the transfer of Shares of the Company may be effected through the book-entry system of the Taiwan Depository & Clearing Corporation.

REDEMPTION, PURCHASE, SURRENDER AND TREASURY SHARES

15. (a) Subject to the provisions of the Statute and the Memorandum, Shares may be issued on the terms that they are, or at the option of the Company or the holder are, to be redeemed on such terms and in such manner as the Company, before the issue of the Shares, may by Special Resolution determine.
- (b) Subject to the provisions of the Statute and the Memorandum, the Company may purchase its own Shares (including fractions of a Share), including any redeemable Shares, provided that the manner and terms of purchase have first been authorised by the Company in general meeting by an Ordinary Resolution and may make payment therefor in any manner authorised by the Statute, including out of capital. Notwithstanding the foregoing and subject to the provisions of the Statute, so long as the Shares are listed on any ROC Securities Exchange, the Company may purchase its Shares listed and traded on such ROC Securities Exchange in accordance with the Applicable Public Company Rules if such purchase is authorised by the Board by way of a resolution passed by a simple majority of the Directors at a duly convened meeting of the Board except that the quorum necessary for a Board meeting considering such on-market repurchases shall be more than two-thirds of the total number of Directors, and the Board shall report the execution of such repurchase to the Members at the next general meeting.

- (c) No Share may be redeemed or purchased unless it is fully paid-up.
 - (d) The Company may accept the surrender for no consideration of any fully paid Share (including a redeemable Share) unless, as a result of the surrender, there would no longer be any issued Shares of the Company other than shares held as treasury shares.
 - (e) The Company is authorised to hold treasury Shares in accordance with the Statute.
 - (f) The Board may designate as treasury shares any of the Shares that it purchases or redeems, or any shares surrendered to it, in accordance with the Statute.
 - (g) Shares held by the Company as treasury shares shall continue to be classified as treasury shares until such Shares are either cancelled or transferred in accordance with the Statute or these Articles.
- 15A. (a) So long as the Shares are listed on any ROC Securities Exchange, the Company's transfer of any treasury share designated in accordance with Article 15 (e) to any employee of the Company and/or its Subsidiaries for less than the average actual purchase or redemption price, shall be authorised by the Members at the most recent general meeting by way of a Special Resolution. A summary of the following matters relating to the Company's transfer of Shares designated as treasury shares to employees of the Company and/or its Subsidiaries must be specified in the notice of the general meeting where such authorisation is sought:
- (i) the proposed transfer price, the discount rate, the bases of calculations and the reasonableness thereof;
 - (ii) the number of treasury shares to be transferred, and the purpose and the reasonableness of the proposed transfer;
 - (iii) qualifications of the employees, and the number of treasury shares they may purchase; and
 - (iv) impacts on shareholders' equity, such as additional expenses incurred, reduction of the Company's earnings per share, and the financial burdens on the Company resulting from transferring treasury shares to employees at less than the average actual purchase or redemption price.
- (b) So long as the Shares are listed on any ROC Securities Exchange, the aggregate number of treasury shares transferred to employees in accordance with this Article 15A (a) may not exceed five (5) per cent of the total issued shares of the Company, and the aggregate number of shares to any single employee may not exceed 0.5 per cent of the total issued shares of the Company, subject to the Applicable Public Company Rules (including *Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies* promulgated by FSC).
- (c) So long as the Shares are listed on any ROC Securities Exchange, when the Company transfers its treasury shares designated in accordance with Article 15 (e) or Article 15 (f) to any employee of the Company and/or its Subsidiaries, the Company may impose such restrictions on the transfer that such employee shall not subsequently transfer his/her Shares so obtained from the Company for a period of no more than two (2) years.

VARIATION OF RIGHTS OF SHARES

16. If at any time the Share capital of the Company is divided into different Classes of Shares, the rights attached to any Class (unless otherwise provided by the terms of issue of the Shares of that Class) may, whether or not the Company is being wound up, be varied with the sanction of a Special Resolution passed at a general meeting of the holders of that Class. The provisions of these Articles relating to general meetings shall apply to every such general meeting of the holders of one Class of Shares.
17. The rights conferred upon the holders of the Shares of any Class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that Class, be deemed to be varied by the creation, allotment or issue of further Shares ranking pari passu therewith or subsequent to them, the redemption or purchase of Shares of any Class by the Company.

TRANSMISSION OF SHARES

18. In case of the death of a Member, his/her shares shall be handled in accordance with applicable inheritance laws, but nothing herein contained shall release the estate of any such deceased holder from any liability in respect of any Shares which had been held by him solely or jointly with other persons.
19. (a) Any person becoming entitled to a Share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any other way than by transfer) may, upon such evidence being produced as may from time to time be required by the Board of Directors and subject as hereinafter provided, elect either to be registered himself as holder of the Share or to make such transfer of the Share to such other person nominated by him as the deceased or bankrupt person could have made and to have such person registered as the transferee thereof, but the Board of Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by that Member before his death or bankruptcy as the case may be.

(b) If the person so becoming entitled shall elect to be registered himself as holder he shall deliver or send the Company a notice in writing signed by him stating that he so elects.
20. A person becoming entitled to a Share by reason of the death or bankruptcy or liquidation or dissolution of the holder (or in any other case than by transfer) shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the Share, except that he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company PROVIDED HOWEVER that the Board of Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the Share and if the notice is not complied with within ninety days the Board of Directors may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Share until the requirements of the notice have been complied with.
21. Notwithstanding the above, in the event that the Company's Shares are listed on any of the ROC Securities Exchanges, the transmission of Shares of the Company may be effected through the book-entry system of the Taiwan Depository & Clearing Corporation and pursuant to the Applicable Public Company Rules.

ALTERATION OF CAPITAL & CHANGE OF LOCATION OF REGISTERED OFFICE

22. (a) Subject to and in so far as permitted by the provisions of the Statute, the Company may from time to time by Special Resolution alter or amend its Memorandum and may, without restricting the generality of the foregoing:

(i) increase the share capital by such sum to be divided into shares of such amount or without nominal or par value as the resolution shall prescribe and with such rights, priorities and privileges annexed thereto, as the Company in general meeting may determine.

(ii) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(iii) by subdivision of its existing shares or any of them divide the whole or any part of its share capital into shares of smaller amount than is fixed by the Memorandum;

(iv) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person.

PROVIDED THAT notwithstanding the foregoing, for so long as the Shares are listed on any ROC Securities Exchange, the currency of denomination of the share capital of the Company shall be New Taiwan Dollar (NTD) and the par value of each Share shall be NTD10.

(b) Subject to the provisions of the Statute, the Company may by resolution of the Board of Directors change the location of its registered office.

(c) The Company may from time to time, by Special Resolution and subject to compliance with the provisions of the Statute, reduce its share capital or capital redemption reserve in any manner permitted by law.

CLOSING REGISTER OF MEMBER OR FIXING RECORD DATE

23. For purpose of determining Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any dividend, or in order to make a determination of Members for any other proper purpose, the Board of Directors of the Company shall provide that the Register of Members shall be closed for transfers for a certain period in accordance with Applicable Public Company Rules.

24. In accordance with Applicable Public Company Rules, and in lieu of or apart from closing the register of Members, the Board of Directors may fix in advance a date as the record date for any such determination of Members entitled to notice of or to vote at a meeting of the Members and for the purpose of determining the Members entitled to receive payment of any dividend the Board of Directors may, prior to the date of declaration of such dividend, fix a subsequent date as the record date for such determination.

GENERAL MEETING

25. An annual general meeting shall be held within six months following the end of each fiscal year and shall specify the meeting as such in the notices calling it. Unless otherwise

provided in these Articles, any general meeting shall be convened by the Board of Directors.

26. The general meetings shall be held at such time and place as the Board of Directors shall determine provided that unless otherwise provided by the Statute, the general meetings shall be held in Taiwan. If the Board resolves to hold a general meeting outside Taiwan, the Company shall apply for the approval of the applicable ROC Securities Exchange thereof within two days after the Board adopts such resolution. Where a general meeting is to be held outside Taiwan, the Company shall engage a professional securities agent in Taiwan to handle the administration of such general meeting, including without limitation, the handling of the voting of proxies submitted by Members.
27. General meetings other than annual general meetings shall be called extraordinary general meetings. The Board may convene an extraordinary general meeting of the Company whenever in their judgment such a meeting is necessary.
28. The Board shall, on a Members requisition, forthwith proceed to convene an extraordinary general meeting of the Company. For the purpose of this Article, a "Members requisition" is a requisition of Member(s) of the Company holding at the date of deposit of the requisition not less than 3% of the total number of the issued Shares at the time of requisition and whose Shares shall have been held by such Member(s) for at least one year.
29. The requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more requisitionists.
30. If the Board of Directors does not within 15 days from the date of deposit of the requisition dispatch the notice of holding an extraordinary general meeting to convene a general meeting, the requisitionists may themselves convene a general meeting. A general meeting convened as aforesaid by requisitionists shall be convened in the same manner as nearly as possible as that in which general meetings are to be convened by the Board of Directors.
31. (a) Subject to the Statute and without prejudice to other provisions of these Articles as regards the matters to be dealt with by Special Resolution, the Company may from time to time by Special Resolution:
 - (i) change its name;
 - (ii) alter or add to these Articles;
 - (iii) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein; or(b) The Company may, by a Special Resolution for Mergers or Consolidation, effect a Merger or a Consolidation of the Company in accordance with the Statute.
32. Subject to the Statute and these Articles, the Company may from time to time by Supermajority Resolution:
 - (a) effect any capitalization of distributable reserve in accordance with Article 106 hereof;
 - (b) effect any Spin-off of the Company;

- (c) enter into, amend, or terminate any agreement for lease of the Company's whole business, or for entrusted business, or for frequent joint operation with others;
 - (d) transfer its business or assets, in whole or in any essential part; or
 - (e) acquire or assume the whole business or assets of another person, which will have a material effect on the Company's business operation.
 - (f) issue securities, including options, warrants and convertible bonds, pursuant to a statutory private placement to qualified investors in Taiwan in accordance with Applicable Public Company Rules.
33. Subject to the Statute, with regard to the dissolution procedures of the Company, the Company shall pass:
- (a) an 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
 - (b) a Special Resolution, if the Company resolves that it be wound up voluntarily other than the reason stated in Article 33 (a) above.

NOTICE OF GENERAL MEETINGS

34. At least thirty days' notice of an annual general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of business to be conducted at the meeting. At least fifteen days' notice of an extraordinary general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of the business to be considered at the meeting.
35. A general meeting of the Company shall, notwithstanding that it is called on shorter notice than that specified in these Articles, be deemed to have been properly called if it is so agreed by all the Members entitled to attend an annual general meeting or an extraordinary general meeting (as the case may be).
36. The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings of that meeting.
37. The Company shall send materials as required by the Applicable Public Company Rules (including written ballots if the Members may exercise their votes by means of written ballots at general meetings) relating to the matters to be discussed in the meetings together with the notice, in accordance with Article 34 hereof, and shall transmit the same via the Market Observation Post System. The Board of Directors shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System in accordance with Applicable Public Company Rules at least twenty-one (21) days prior to the date of the annual general meeting, and at least fifteen (15) days prior to the date of an extraordinary general meeting.
38. The following matters shall be indicated in the notice of general meeting, with a summary of

the material content to be discussed, and shall not be brought up as an ad hoc motion:

- (a) election or discharge of Directors and/or Supervisors,
 - (b) alteration of the Memorandum and these Articles, and
 - (c) (i) dissolution, Merger, Consolidation or Spin-off, (ii) entering into, amending, or terminating any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others, (iii) transfer of the whole or any material part of the business or assets of the Company, (iv) acceptance of the transfer of the whole business or assets of another person, which will have a material effect on the business operation of the Company, and
 - (d) ratification of an action by Director(s) who engage(s) in business for him/herself or on behalf of another person that is within the scope of the Company's business,
 - (e) distribution of dividends and bonus in whole or in part by way of issuance of new Shares from the profits,
 - (f) proportionate distribution based on the respective shareholding of each Member from the legal reserve (as provided by Articles 101 and 102 herein) and the capital surplus reserve of the Company which arises out of (i) the share premium, (ii) gains derived from the Company's acceptance of donated assets, and
 - (g) the private placement of any equity-type securities issued by the Company.
39. The Board shall keep the Memorandum, these Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's registrar (if applicable) and the Company's securities agent located in Taiwan. The Members may request, from time to time, by submitting document(s) evidencing his/her interests involved and indicating the designated scope of the inspection, access to inspect, review or make copies of the aforementioned documents.
40. The Company shall make all statements and records prepared by the Board and the report prepared by the Supervisors available at the office of its registrar (if applicable) and its securities agent located in Taiwan in accordance with Applicable Public Company Rules. Members may inspect and review the aforementioned documents from time to time and may be accompanied by their advisors, attorneys, or certified public accountants for the purpose of such inspection and review.

PROCEEDINGS AT GENERAL MEETINGS

41. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Unless otherwise provided for in these Articles, Members present in person or by proxy, representing more than one-half of the total issued Shares, shall constitute a quorum for any general meeting.
42. The Board shall table business reports, financial statements and proposals for distribution of profits or losses prepared by it for the purposes of annual general meetings of the Company for ratification by the Members as required by the Applicable Public Company Rules.

After ratification by the Members at the general meeting, the copies of the ratified financial statements and the Company's resolutions on the allocation and distribution of profits or loss, shall be distributed to each Member and/or publicly announced by the Board for and on behalf of the Company in accordance with the Applicable Public Company Rules.

43. A resolution put to the vote of the meeting shall be decided on a poll. No resolution put to the vote of the meeting shall be decided by a show of hands.
44. Nothing in these Articles shall prevent any Member from initiating proceedings in a court of competent jurisdiction for an appropriate remedy in connection with improper convention of any general meeting or improper passage of any resolution. The Taipei District Court, ROC, may be the court of the first instance for adjudicating any disputes arising out of the foregoing.
45. Unless otherwise expressly required by the Statute, the Memorandum or these Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.
46. A resolution (including a Special Resolution) in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. HOWEVER, so long as the Shares are listed in any ROC Securities Exchange, the rule in this Article 46 regarding written resolutions signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall NOT apply.
47. Member(s) holding 1% or more of the total number of issued Shares immediately prior to the relevant book close period, during which the Company closes its Register of Members, may propose to the Company a proposal for discussion at an annual general meeting in writing. Proposals shall not be included in the agenda where (a) the proposing Member(s) holds less than 1% of the total number of issued Shares, (b) where the matter of such proposal may not be resolved by a general meeting, or (c) the proposing Member has proposed more than one proposal.
48. The Chairman, if any, of the Board of Directors shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for he holding of the meeting, or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the general meeting. If at any general meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the general meeting.
49. (a) Unless otherwise expressly provided herein, if a quorum is not present at the time appointed for the general meeting or if during such a general meeting a quorum ceases to be present, the Chairman may postpone the general meeting to a later time, provided, however, that the maximum number of times a general meeting may be postponed shall be two and the total time postponed shall not exceed one hour. If the general meeting has been postponed for two times, but at the postponed general meeting a quorum is still not present, the Chairman shall declare the general meeting is dissolved, and if it is still necessary to convene a general meeting, it shall be reconvened as a new general meeting in accordance with these Articles.

(b) The Chairman may, with the consent of any general meeting duly constituted hereunder, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a general meeting is adjourned for 5 days or more after the adjournment, notice of the adjourned meeting shall be given as in the case of an original meeting; save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned general meeting.

VOTES OF MEMBERS

50. (a) Subject to the Statute and any rights or restrictions for the time being attached to any Class or Classes of Shares, every Member who is present at a general meeting, either in person or by proxy, shall have one vote for every Share of which he or the person represented by proxy is the holder.
- (b) So long as the Shares are listed on any ROC Securities Exchange, if a Member holding more than one share attempts to separately exercise his votes in favour of or against the relevant resolution, such Member must do so in accordance with the Applicable Public Company Rules.
51. Votes may be cast either personally or by proxy. A Member may appoint only one proxy under one instrument to attend and vote at a meeting.
52. So long as the Shares are listed on any ROC Securities Exchange, the Board may determine that Members may exercise their voting power at a general meeting either by means of a written ballot or by means of electronic transmission in accordance with the Applicable Public Company Rules; provided, however, that so long as the Shares are listed on any ROC Securities Exchange, if a general meeting is to be held outside of Taiwan or if FSC otherwise require, the Company shall provide the Members with a method for exercising their voting power by means of a written ballot and/or electronic transmission in accordance with Applicable Public Company Rules. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or by way of electronic transmission. A Member who exercises his/her/its voting power at a general meeting by means of a written ballot or of electronic transmission shall be deemed present in person at such general meeting, but any Member voting in such manner shall not be entitled to notice of, and the right to vote in regard to, any ad hoc motion or amendment to the original agenda items to be resolved at the said general meeting. For the purposes of clarification, such Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc motion or amendment to the original agenda items to be resolved at the said general meeting.
53. In the event any Member who has served the Company with his/her/its declaration of intention to exercise his/her/its voting power by means of a written ballot or by means of electronic transmission pursuant to Article 52 hereof later intends to attend general meetings in person, he/she/it shall, at least two days prior to the date of the general meeting, serve a separate declaration of intention to revoke his/her/its previous declaration of intention in the same manner previously used in exercising his/her/its voting power. Votes by means of written ballot or electronic transmission shall be valid if the relevant Member fails to revoke the declaration of intention before the prescribed time.

54. In the case of joint holders of Shares, such joint holders shall appoint a representative among them to exercise the votes of their Shares and shall notify the Company such appointment. If no such representative is appointed by such joint holders of record, then the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.
55. (a) No Member shall be entitled to vote at any general meeting unless he is registered as a Member of the Company on the record date for such general meeting. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee receiver, curator bonis or other persons may vote by proxy
- (b) Subject to the Statutes, so long as the Shares are listed in any ROC Securities Exchange, when a Director pledges more than one-half of the Shares he/she/it held at the moment when he/she/it was elected as a Director, such Director may not exercise the votes with respect to the Shares pledged exceeding the one-half threshold, and the votes of the Shares pledged by such Director exceeding the one-half threshold shall not be counted in the total number of votes of Members present at the meeting and such Shares may not be counted in determining the quorum of the general meeting.

SHARES WHICH MAY NOT BE ENTITLED TO VOTE

56. The Shares in the Company as set out below shall not be voted at any general meeting and shall not be counted in determining the total number of issued Shares at any given time:
- (a) Shares in the Company that are owned by the Company;
- (b) Shares in the Company that are owned by its Subsidiary, one-half or more of whose total number of issued voting Shares or paid-in capital are directly or indirectly owned by the Company; and
- (c) Shares in the Company that are owned by a company, one-half or more of whose total number of issued voting Shares or paid-in capital are directly or indirectly owned by the Company, its Subsidiaries and the holding companies to which the Company is a Subsidiary.
57. A Member who has a personal interest in any motion discussed at a general meeting, and such interest is in conflict with and may harm the interests of the Company, shall abstain from voting such Member's Shares in regard to such motion but such Shares may be counted in determining the number of Shares of the Members present at the such general meeting for the purposes of determining the quorum. The aforementioned Member shall also not vote on behalf of any other Member.

DISSENTING MEMBERS' APPRAISAL RIGHT

58. In the event any of the following resolutions is adopted at general meetings, any Member who has notified the Company in writing of his objection to such a resolution prior to the meeting and has raised again his/her/its objection at the meeting, may request the Company to buy back all of his/her/its Shares at the then prevailing fair price:

- (a) The Company enters into, amends, or terminates any agreement for any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to other person or the regular joint operation of the Company with others;
 - (b) The Company transfers the whole or a material part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or
 - (c) The Company accepts the transfer of the whole business or assets of another person, which will have a material effect on the Company's business operations.
59. In the event any part of the Company's business is spun off or involved in any Merger or Consolidation with any other company, the Member, who has forfeited his/her/its right to vote on such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the general meeting, may request the Company to buy back all of his/her/its Shares at the then prevailing fair price.

PROXIES

60. The instrument appointing a proxy shall be in writing and shall be executed under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation under the hand of an officer or attorney duly authorised in that behalf. A Member shall serve such instrument of proxy to the Company no later than five (5) days prior to the date of the general meeting. In case two or more instruments of proxy are received from one Member, the first one received by the Company shall prevail; unless such Member explicitly revoke the previous instrument of proxy in the subsequent instrument of proxy. A proxy need not be a Member of the Company. The instrument appointing a proxy shall be deposited at the Registered Office, at the securities agent in the ROC mandated by the Company, or at such other place, in a timely fashion as is specified for that purpose in the notice convening the meeting.
- 60A. (a) Subject to the Applicable Public Company Rules, except for trust enterprises organized under the laws of the ROC or a shareholders' service agent (as the term is defined under the Applicable Public Company Rules) recognized by the FSC, in the event a person acts as the proxy for two or more Members, the sum of Shares entitled to vote as represented by such proxy shall be no more than 3% of the total outstanding voting shares immediately prior to the relevant date of closure of the Register of Members for purposes of determining Members entitled to vote at the general meeting; any vote in respect of the portion in excess of such 3% threshold shall not be counted.
- (b) The instrument of proxy shall be in the form approved by the Board and be expressed to be for a particular meeting only. The form of proxy shall include at least the following information: (i) instructions on how to complete the form, (ii) the matters to be voted upon by the proxy, and (iii) basic identification information relating to the relevant Member appointing the proxy, his/her/its proxy and the Solicitor (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy form shall be distributed on the same day by mail or via electronic transmission to all Members.
- (c) In the event any Member who has served the Company with his/her/its declaration of

intention to exercise his/her/its voting power by means of a proxy instrument intends to attend general meetings in person or to exercise his/her/its voting power by means of written ballots or electronic transmissions, he/she/it shall, at least two days prior to the date of the general meeting, serve a separate declaration of intention to revoke his/her/its instrument of proxy. Votes by proxy shall be valid if the relevant Member fails to revoke the instrument of proxy before the time prescribed by the Applicable Public Company Rules.

SOLICITATION OF PROXIES

61. So long as the Shares are listed on an ROC Securities Exchange, all matters concerning proxies and/or the solicitation of proxies by a Solicitor relating to the Shares of the Company shall comply with ROC's *Rules Governing the Use of Proxies for Attendance at Member Meetings of Public Companies* and all other applicable laws and regulations, whether or not expressly provided for in these Articles.

DIRECTORS

62. (a) There shall be a Board of Directors consisting of not less than seven (7) persons, each of whom shall be appointed to a term of office of three (3) years. Directors may be eligible for re-election. The Company may from time to time by Special Resolution increase or reduce the number of Directors subject to the above number limitation provided that the requirements by relevant laws and regulations (including without limitation, Applicable Public Company Rules) are met. The first Directors of the Company shall be determined in writing by, or appointed by a resolution of, the subscribers of the Memorandum or a majority of them.

(b) If it is resolved at a general meeting held prior to the expiration of the term of the current Directors that all Directors shall be re-elected with effect immediately after the adoption of such resolution (the "Re-Election"), unless otherwise resolved at such general meeting, the term of the existing Directors shall be deemed to have expired immediately prior to the Re-Election.
63. Unless otherwise approved by one of the ROC Securities Exchanges in which the Company's Shares are traded, no more than half of the total number of Directors can have a spousal relationship or familial relationship within the second degree of kinship with any other Director.
64. In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 63 hereof, the non-qualifying Director(s) who was elected with fewer number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided for in Article 63 hereof. Any person who has already served as a Director but is in violation of the aforementioned requirements in Article 63 shall automatically be vacated from his/her/its position of Director.
65. Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least one of the Independent Directors shall be domiciled in the ROC and at least one of the same shall have accounting or financial expertise.

66. Independent Directors shall have professional knowledge and shall maintain independence within the scope of their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be governed by the Applicable Public Company Rules.
67. The Board of Directors is authorized to determine the remuneration (including the bonuses) paid to the Directors (including Independent Directors), upon the recommendation by the Remuneration Committee so long as the Shares are listed on any ROC Securities Exchange, taking into account the extent and value of the services provided for the management of the Company and the industry-wide compensation levels and practices.
68. (a) A Director (other than an Independent Director) may hold any other office or place of profit under the Company (other than the office of Supervisor) in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Board of Directors may determine.
- (b) However, if a Director (including an Independent Director) holds any office or place of profit outside the Company, such Director is required to disclose and explain his appointment to such other office or place of profit, and the nature and extent of his interests to the Members at a general meeting, and is required to obtain approval from the Members by a Supermajority Resolution at the general meeting.
69. (a) When a government agency or a corporation is a Member, and such government agency or corporation has been elected as a Director or a Supervisor, such government agency or corporation shall designate an individual as its duly authorized representative to exercise the powers and duties of a Director or a Supervisor. Such representative may be replaced at any time and from time to time by the said government agency or corporation at its sole discretion.
- (b) Notwithstanding anything to the contrary, where a government agency or a corporation is also a Member, such government agency or corporation (an "Appointor") is entitled to nominate one (1) or more individual representatives to be elected as Directors or Supervisors (for the purpose of these Articles, "Appointee Directors/Supervisors") in accordance with Article 70, provided that the same government agency or corporation may not appoint Appointee Directors and Appointee Supervisors at the same time.
- (c) The Appointor may, by prior written notice to the Company, remove the Appointee Directors/Supervisors nominated by it and appoint another individual as an Appointee Director/Supervisor for the remaining term of office. This Article 69(c) will not apply if the Appointee Director is removed by a Supermajority Resolution pursuant to Article 74.
- (d) Subject to the Applicable Public Company Rules, a shareholding qualification for each of the Directors may be fixed by the Company in general meeting, but unless and until so fixed no qualification shall be required.

ELECTION AND REMOVAL OF DIRECTORS

70. Subject to Article 69 (c), the Company may by a general meeting elect any person to be a Director, which vote shall be calculated in accordance with Article 71 below. Members

present in person or by proxy, representing more than one-half of the total issued Shares shall constitute a quorum for any general meeting to elect one or more Directors.

71. Subject to Article 69 (c), Directors shall be elected pursuant to a cumulative voting mechanism pursuant to a poll vote, where the number of votes exercisable by any Member shall be the same as the product of the number of Shares held by such Member and the number of Directors to be elected (“Special Ballot Votes”), and the total number of Special Ballot Votes cast by any Member may be consolidated for election of one Director candidate or may be split for election amongst multiple Director candidates, as specified by the Member pursuant to the poll vote ballot. The top candidates in the number equal to the number of the Directors to be elected, to whom the votes cast represent a prevailing number of votes relative to the other candidates, shall be deemed Directors elected.
72. The list of Candidates of Independent Directors shall be nominated by the current Board of Directors and such list shall be distributed to the Members at or prior to any general meeting convened for the purposes of electing Directors, PROVIDED that the first list of Candidates of Independent Directors shall be nominated by the Directors or the sole Director of the Company prior to the adoption of these Amended and Restated Articles at any general meeting convened for the purposes of adopting these Articles and of electing Directors pursuant to these Articles, and such list shall be distributed to the Members at or prior to any such general meeting. Subject to the Statute, the Memorandum and these Articles, the Company may also adopt a candidate nomination mechanism which is in compliance with the Applicable Public Company Rules by an Ordinary Resolution passed at any general meeting. If the number of Independent Directors is less than three (3) persons due to the resignation or removal of such Independent Directors for any reason, the Company shall convene an election of Independent Directors at the next following general meeting. If all of the Independent Directors are resigned or removed, the Board of Directors shall hold, within sixty days, a general meeting to elect succeeding Independent Directors to fill the vacancies.
73. If the number of Directors is less than seven (7) persons due to the vacancy of Director(s) for any reason, the Company shall hold an election of Director(s) at the next following general meeting. When the number of vacancies in the Board of Directors of the Company equals to one third of the total number of Directors elected, the Board of Directors shall convene, within sixty days, a general meeting of Members to elect succeeding Directors to fill in the vacancies.
74. The Company may from time to time by Supermajority Resolution remove any Director from office, whether or not appointing another in his stead. For the avoidance of doubt, the provisions of this Article 74 also applies to a Director who is an Appointee Director.
75. In case a Director has, in the course of performing his/her duties, committed any act resulting in material damages to the Company or in serious violation of applicable laws, regulations, and/or these Articles, but not been removed by a resolution of a general meeting, the Member(s) holding 3% or more of the total number of issued Shares of the Company may, within 30 days after that general meeting, institute a lawsuit in a court with competent jurisdiction for a judgment to remove such Director. The Taipei District Court, ROC, may be the court of the first instance for this matter.

DIRECTOR’S PROXY

76. If a Director is unable to attend a meeting of the Board of Directors because of absence, illness or otherwise, such Director may appoint another Director to attend that meeting on his/her behalf. The appointing Director shall, in each instance, issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at that meeting. A Director may only accept the appointment to act as the proxy of one other Director.
77. A Director residing in a foreign country other than ROC may appoint in writing a Member residing in ROC as his/her proxy to attend the meetings of the Board of Directors on a regular basis, provided that the relevant Taiwan authority is notified of and approves such appointment of the proxy (or the change thereof).

POWERS AND DUTIES OF DIRECTORS

78. (a) Subject to the Statute, Applicable Public Company Rules, and these Articles, the Board of Directors shall manage and conduct the business of the Company by passing resolutions at meetings of the Board of Directors. The Board of Directors (or a sole Director if only one is appointed) who may pay all expenses incurred in promoting, registering and setting up the Company, and may exercise all such powers of the Company as are not, from time to time by the Statute, or by these Articles, or such regulations, being not inconsistent with the aforesaid, as may be prescribed by the Company in general meeting required to be exercised by the Company in general meeting.
- (b) 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. Subject to Cayman Islands laws, the Members may by way of an Ordinary Resolution request a Director to disgorge the gains from his breach of the duty of loyalty and the duty to exercise fiduciary cares.
- (c) If a Director, during his conduct of the business of the Company, caused damages to other third parties by violating applicable laws, such Director shall be jointly liable to such damaged third parties.
79. The Board of Directors may from time to time and at any time by powers of attorney appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Board of Directors, to be the attorney or attorneys of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board of Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorneys as the Board of Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
80. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Board of Directors shall from time to time by resolution determine.

81. The Board of Directors shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of officers made by the Board of Directors;
 - (b) of the names of the Directors (including those represented thereat by proxy) present at each meeting of the Board of Directors and of any committee of the Board of Directors;
 - (c) of all resolutions and proceedings at all meetings of the Company and of the Board of Directors and of committees of the Board of Directors.
82. The Board of Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.
83. The Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

MANAGEMENT

84. (a) The Board of Directors may from time to time provide for the management of the affairs of the Company in such manner as they shall think fit and the provisions contained in the three next following paragraphs shall be without prejudice to the general powers conferred by this paragraph.
- (b) The Board of Directors from time to time and at any time may establish any committees, local boards or agencies for managing any of the affairs of the Company and may appoint any persons to be members of such committees or local boards or any managers or agents and may fix their remuneration.
- (c) The Board of Directors from time to time and at any time may delegate to any such committee, local board, manager or agent any of the powers, authorities and discretions for the time being vested in the Board of Directors and may authorise the members for the time being of any such local board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and subject to such conditions as the Board of Directors may think fit and the Board of Directors may at any time remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
- (d) Any such delegates as aforesaid may be authorised by the Board of Directors to sub-delegate all or any of the powers, authorities, and discretions for the time being vested in them.

PROCEEDINGS OF DIRECTORS

85. Except as otherwise provided by these Articles, the Board of Directors shall meet together for the despatch of business, convening, adjourning and otherwise regulating their meetings as they think fit. Any resolution put to the vote at any meeting shall be decided by a

majority of votes of the Board of Directors present at a meeting at which there is a quorum. In case of an equality of votes, the resolution shall fail.

86. (a) All meetings of the Board of Directors shall be summoned by the Chairman of the Board of Directors, at the time and the location designated by the Chairman of the Board of Directors, except that the first meeting of the Board of Directors of each term of office shall be summoned by the Director who received the most votes in the election of Directors within 15 days after the election is completed.
- (b) A meeting of the Board of Directors shall be summoned by at least seven days notice in writing to all Directors and Supervisors, and the notice shall set forth the general nature of the business to be considered, or may be summoned from time to time if there is any emergency, provided that notice may be waived by all the Directors either at, before or after the meeting is held and PROVIDED FURTHER if notice is given in person, by cable, telex or telecopy the same shall be deemed to have been given on the day it is delivered to the Board of Directors or transmitting organisation as the case may be.
87. (a) A Director shall attend meetings of the Board of Directors by person or by proxy in accordance with these Articles.
- (b) Unless otherwise provided in these Articles, the quorum necessary for the transaction of the business of the Board of Directors shall be more than one-half of the number of the Directors, PROVIDED ALWAYS that if there shall at any time be only a sole Director the quorum shall be one. For the purposes of this Article, proxy appointed by a Director shall be counted in a quorum at a meeting at which the Director appointing him is not present.
- (c) When the following resolutions put to the vote at any meeting of the Board of Directors, the quorum required shall be more than two-thirds of the number of Directors: (i) matters described in Article 38 (c) herein; (ii) any issuance, allotment, or placement of new Shares; (iii) any issuance of debenture, bonds, or any other type of debt securities; (iv) any plan of declaration of dividends and/or bonus; and (v) election and removal of the Chairman of the Board of Directors described in Article 89 herein.
88. The Board of Directors may act notwithstanding any vacancy in its number.
89. The Board of Directors shall elect a Chairman of the Board of Directors and determine the period for which he is to hold office. The Chairman of the Board of Directors shall be elected by and among the Directors by a majority vote at a meeting in which a quorum provided in Article 87(c) (v) is present; but if no such Chairman is elected, or if at any meeting the Chairman is not present, the Directors present may choose one of their number to be Chairman of the meeting. The Chairman of the Board of Directors may be removed by a majority vote of more than two-thirds of the attending Directors at a meeting of the Board of Directors in which a quorum provided in Article 87 (c) (v) is present, PROVIDED that the Chairman being so removed by the Board of Directors shall remain as a Director of the Company.
90. A Director who is directly or indirectly interested in a contract or proposed contract or arrangement with the Company shall declare the nature of such interest as required by law. A Director who has a personal interest in the matter under discussion at a meeting of the Board of Directors, which conflicts with and may harm the interests of the Company, shall neither vote nor exercise voting rights on behalf of another Director; the voting right of such

Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at that meeting of the Board.

91. The Board of Directors may delegate any of their powers to committees consisting of such member or members of the Board of Directors as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board of Directors.
92. A committee may meet and adjourn as it thinks proper. Any resolution put to the vote at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the resolution shall fail.
93. All acts done by any meeting of the Board of Directors or of a committee of Board of Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and qualified to be a Director as the case may be.
94. Members of the Board of Directors or of any committee thereof may participate in a meeting of the Board or of such committee by means of videoconference or similar communications equipment by means of which all persons participating in the meeting can see and hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

REMUNERATION COMMITTEE

- 94A. The Board shall establish a Remuneration Committee in accordance with the Applicable Public Company Rules, including the *Regulations Governing Establishment and Operation of Remuneration Committees of Companies Listed in Taiwan Stock Exchange and the GreTai Securities Market*. Subject to the Statute and the Applicable Public Company Rules, the Board shall adopt regulations governing the operation of the Remuneration Committee, and such regulations shall at least specify the following: (a) the composition, the number and the term of the Remuneration Committee members; (b) duties and functions of the Remuneration Committee; (c) regulations governing the meetings of the Remuneration Committee; and (d) resources which the Company shall provide when the Remuneration Committee exercises its duties and functions.

DUTY OF THE BOARD TO ADVISE IN A TENDER OFFER

95. Within seven days after the Company or its litigation or non-litigation agent appointed pursuant to the Applicable Public Company Rules receives the copy of a tender offer application form and relevant documents, the Board shall resolve to recommend to the Members whether to accept or to reject the tender offer and make a public announcement of the following:
 - (a) The types and number of the Shares held by the Directors and the Members holding more than 10% of the issued Shares in their own names or in the names of other persons;
 - (b) Recommendations to the Members on the tender offer, which shall set forth the names of the Directors who abstain or object to the tender offer and the reason(s) therefore;

- (c) Whether or not there is any material change in the financial condition of the Company after the submission of the latest financial report, and an explanation of the change (if any); and
- (d) The types, numbers and amount of the Shares of the tender offeror or its affiliates held by the Directors and the Members holding more than 10% of the issued Shares held in their own names or in the name of other persons.

VACATION OF OFFICE OF DIRECTOR

96. The office of a Director shall be vacated:

- (a) if he gives notice in writing to the Company that he resigns the office of Director;
- (b) if he is removed from office pursuant to these Articles;
- (c) if he dies, becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (d) if an order is made by any competent court or official on the grounds that he is or will be suffering from lunacy, mental disorder, or is otherwise incapable of managing his affairs, or his/her legal capacity is restricted according to the applicable laws;
- (e) having committed an offence as specified in the ROC statute of prevention of organizational crimes or similar legislations in other jurisdictions, and subsequently adjudicated guilty by a final judgment, and the time elapsed after he has served the full term of the sentence is less than five years;
- (f) having committed an offence involving fraud, breach of trust or misappropriation and subsequently punished with imprisonment for a term of more than one year, and the time elapsed after he has served the full term of such sentence is less than two years;
- (g) having been adjudicated guilty by a final judgment for misappropriating public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence is less than two years; or
- (h) having been blacklisted by the Taiwan Clearing House due to default on negotiable instruments, and the term of such sanction has not expired yet.

In the event that the foregoing events described in clauses (c), (d), (e), (f), (g), and (h) has occurred in relation to a Director elect, such Director elect shall be disqualified *ab initio* from being elected as a Director.

In the event that a Director who simultaneously holds the office of the Chairman of the Board of Directors is removed or vacated pursuant to this Article 96, the office of the Chairman of the Board of Directors shall also be automatically vacated.

PRESUMPTION OF ASSENT

97. A Director of the Company who is present at a meeting of the Board of Directors at which action on any Company matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the Minutes of the meeting or unless he shall file

his written dissent from such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to such person immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favour of such action.

SEAL

98. (a) The Company may, if the Board of Directors so determine, have a Seal which shall, subject to paragraph (c) hereof, only be used by the authority of the Board of Directors or of a committee of the Board of Directors authorised by the Board of Directors in that behalf and every instrument to which the Seal has been affixed shall be signed by one person who shall be either a Director or the Secretary or Secretary Treasurer or some person appointed by the Board of Directors for the purpose.
- (b) The Company may have for use in any place or places outside the Cayman Islands a duplicate Seal or Seals each of which shall be a facsimile of the Common Seal of the Company and, if the Board of Directors so determine, with the addition on its face of the name of every place where it is to be used.
- (c) A Director, Secretary or other officer or representative or attorney may without further authority of the Board of Directors affix the Seal of the Company over his signature alone to any document of the Company required to be authenticated by him under Seal or to be filed with the Registrar of Companies in the Cayman Islands or elsewhere wheresoever.

OFFICERS

99. (a) The Company may have a Chief Executive Officer appointed by the Board of Directors with resolutions passed by a majority of the Directors at meetings of the Board of Directors in which a quorum of more than one-half of the total number of Directors are present. The Board of Directors may also from time to time appoint other officers and/or managers as the Board of Directors considers necessary, all for such terms, at such remuneration and to perform such duties, and subject to such provisions as to disqualification and removal as the Board of Directors from time to time prescribe.
- (b) So long as the Shares are listed on any ROC Securities Exchange, the Company shall maintain a litigation and non-litigation agent appointed by the Board by way of a resolution passed by a simple majority of the Directors at a duly convened meeting of the Board with the necessary quorum, and shall report the appointment of the litigation and non-litigation agent or any change thereof to the FSC in accordance with the Applicable Public Company Rules. The litigation and non-litigation agent shall have residence within the ROC.

DIVIDENDS, DISTRIBUTIONS AND RESERVE

100. Subject to the Statute, and subject to these Articles and any direction of the Company in general meetings, the Board of Directors, after obtaining Ordinary Resolution or in the case of Article 32 (a), Supermajority Resolution, may from time to time declare dividends and distributions on Shares of the Company issued and authorise payment of the same out of the funds of the Company lawfully available therefor. Subject to the rights of persons, if any, entitled to Shares with special rights as to dividends or distributions, if dividends or distributions are to be declared on a Class of Shares they shall be declared and paid

according to the amounts paid or credited as paid on the Shares of such Class issued on the record date for such dividend or distribution as determined in accordance with these Articles.

101. Out of the net profit of the Company for each fiscal year, after having provided for income tax, and covered the losses of the previous years, there shall be first set aside a mandated legal capital reserve of ten percent (10%) from the net profit after tax. The Board of Directors may, before declaring any dividends or distributions, set aside such sums as they think proper as a reserve or reserves which shall at the discretion of the Board of Directors, be applicable for any purpose of the Company and pending such application may, at the like discretion, be employed in the business of the Company.
102. No dividend or distribution shall be payable ~~except out of the profits of the Company,~~ realised or unrealised, or out of the share premium account or as otherwise permitted by the Statute. However, when the legal reserve as provided in Article 101 reaches more than 25% of the paid-in capital of the Company, the fund in the mandated reserve account in excess of 25% of the paid-in capital of the Company may be used to pay dividends or distributions.
103. The Board of Directors may declare that any dividend or distribution be paid wholly or partly by the distribution of specific assets (including shares, or other securities of any other company), or in any one or more of such ways and where any difficulty arises in regard to such distribution, the Board of Directors may settle all questions as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all Members and may vest any such specific assets in trustees as may seem expedient to the Board of Directors. However, subject to the Statute and so long as the Shares are listed on any ROC Securities Exchange, before the Company makes distributions in kind, the Board shall request certified public accountants to audit the value of such assets, and any distribution of assets other than cash and the value thereof shall be approved by the Members by way of a Special Resolution at general meetings.
104. Any dividend, distribution, interest or other monies payable in cash in respect of Shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the holder who is first named on the register of Members or to such person and to such address as such holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Anyone of two or more joint holders may give effectual receipts for any dividends, bonuses, or other monies payable in respect of the Share held by them as joint holders.
105. When there is profit in the final account of the current year of the Company, such profit is distributable only after covering accumulated losses, paying applicable taxes, and setting aside the 10% legal reserve pursuant to these Articles (hereinafter "Distributable Net Profit of the Current Year"). Distributions of cash and/or bonus shares (together "Distributions") may be declared from Distributable Net Profit of the Current Year and any undistributed retained earnings accrued from prior years (together "Accumulated Distributable Net Profit"). When the Board of Directors elects to declare Distributions from the Accumulated Distributable Net Profit, the Board of Directors shall prepare the plan of declaration of

Distributions in accordance with the following guidelines, and submit such plan for approval of the Members at general meetings:

- (a) Collectively, Directors and Supervisors are entitled to receive year-end bonuses of no more than three percent (3%) of the Accumulated Distributable Net Profit, and such bonus payment shall only be paid in cash.
- (b) Employees of the Company and the Subsidiaries of the Company collectively are entitled to receive year-end bonus of no less than one percent (1%) of the Accumulated Distributable Net Profit, which may be payable in cash, fully paid-up Shares, or any combination of both.

(c) ~~The remaining Accumulated Distributable Net Profit after Distributions to Directors and Supervisors and to employees pursuant to the deduction of the amount set out in this Article 105 (a) and (b) above is available for cash and/or stock dividends to the Members. The dividends as proposed in the plan of declaration of Distribution may not be less than ten percent (10%) of the Distributable Net Profit of the Current Year. In respect of the cash and/or stock dividends declared dividend declared and/or bonus shares issued to the Members, cash dividends shall be no more than fifty percent (50%) of such dividends declared.~~

No dividend or distribution shall bear interest against the Company.

CAPITALISATION

106. Subject to the Statute, Applicable Public Company Rules, and these Articles, the Company may upon the recommendation of the Board of Directors by a resolution in a general meeting authorise the Board of Directors to capitalise any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum standing to the credit of profit and loss account or otherwise available for distribution and to appropriate such sum to Members in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid up to and amongst them in the proportion aforesaid. In such event the Board of Directors shall do all acts and things required to give effect to such capitalisation, with full power to the Board of Directors to make such provisions as they think fit for the case of Shares becoming distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the Members concerned).

BOOKS OF ACCOUNT

107. The Board of Directors shall cause proper books of account to be kept with respect to:
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt or expenditure takes place;
 - (b) all sales and purchases of goods by the Company;
 - (c) the assets and liabilities of the Company.

108. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions. The instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with the Articles and relevant rules and regulations shall be kept for at least one year. However, if a Member institutes a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information mentioned herein, they shall be kept until the conclusion of the litigation if longer than one year.

SUPERVISORS

109. There shall be no less than three (3) Supervisors, each of whom shall be appointed to a term of office of three (3) years. Supervisors shall be elected by Members at general meetings. ~~To the extent required by the Applicable Public Company Rules, at least one of the Supervisors shall be domiciled in the ROC. The quorum and the cumulative voting mechanism of Board of Directors, as prescribed in Article 71, shall be applied mutatis mutandis to the election of Supervisors.~~
110. The Board of Directors is authorised to determine the remuneration paid to the Supervisors, taking into account the extent and value of the services provided for the Company and the industry-wide compensation levels and practices.
111. If all of the Supervisors are resigned or removed, the Board of Directors shall hold, within sixty days, an extraordinary general meeting to elect succeeding Supervisors to fill the vacancies.
112. Supervisors shall supervise the execution of business operations of the Company, and may from time to time inspect the business and financial conditions of the Company, examine the books and documents, and request the Board of Directors or any Officer to make reports thereon.
113. Supervisors shall audit various financial statements and corporate records prepared for the submission to all Members at general meetings by the Board of Directors, and shall make a report of their findings and opinions at general meetings. When performing their aforementioned duties, the Supervisors may appoint an attorney or a certified public accountant to conduct the auditing on their behalf.
114. Supervisors are entitled to attend meetings of the Board of Directors and to state their opinions therein. In case the Board of Directors or any director commits any act, when carrying out the business operations of the Company, in a manner violating the applicable laws and/or regulations, these Articles, or any resolution passed at a general meeting, the supervisors shall immediately notify the Board of Directors or the violating director, as the case may be, to cease such act.
115. Each Supervisor may separately exercise his/her/its authority prescribed in these Articles.
116. No Supervisor may concurrently serve in the office of a Director, other officers, or as an employee of the Company.
117. Member(s) holding 3% or more of the total number of issued Shares of the Company may request in writing the Supervisors to initiate, on behalf of the Company, an action against a Director of the Company. In case the Supervisors fail to initiate such action within 30 days after having received the aforementioned request, then subject to Cayman Islands law, the

Members filing that request in accordance with this Article, may initiate the action on behalf the Company in any court with competent jurisdiction, and the Taipei District Court, ROC may be the court of the first instance for this action.

NOTICES

118. Notices shall be in writing and may be given by the Company to any Member either personally or by sending it by post, cable, telex or telecopy to him or to his address as shown in the register of Members, such notice, if mailed, to be forwarded airmail if the address be outside the Cayman Islands.
119. (a) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected at the expiration of 60 hours after the letter containing the same is posted as aforesaid.
- (b) Where a notice is sent by cable, telex, telecopy or electronic message, service of the notice shall be deemed to be effected by properly addressing, and sending such notice through a transmitting organisation and to have been effected on the day the same is sent as aforesaid.
120. A notice may be given by the Company to the joint holders of record of a Share by giving the notice to the joint holder first named on the register of Members in respect of the Share.
121. A notice may be given by the Company to the person or persons which the Company has been advised are entitled to a Share or Shares in consequence of the death or bankruptcy of a Member by sending it through the post as aforesaid in a pre-paid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description at the address supplied for that purpose by the persons claiming to be so entitled, or at the option of the Company by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
122. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every person shown as a Member in the register of Members as of the record date for such meeting except that in the case of joint holders the notice shall be sufficient if given to the joint holder first named in the register of Members.
- (b) every person upon whom the ownership of a Share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member of record where the Member of record but for his death or bankruptcy would be entitled to receive notice of the meeting; and

No other person shall be entitled to receive notices of general meetings.

WINDING UP

123. If the Company shall be wound up the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Statute, divide amongst the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how

such division shall be carried out as between the Members or different Classes of Members. The liquidator may with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any Shares or other securities whereon there is any liability.

124. If the Company shall be wound up, and the assets available for distribution amongst the Members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the Shares held by them respectively. And if in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the Members in proportion to the capital paid up at the commencement of the winding up on the Shares held by them respectively. This Article is to be without prejudice to the rights of the holders of Shares issued upon special terms and conditions.

INDEMNITY

125. The Directors and officers for the time being of the Company and any trustee for the time being acting in relation to any of the affairs of the Company and their heirs, executors, administrators and personal representatives respectively shall be indemnified out of the assets of the Company from and against all actions, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective offices or trusts, except such (if any) as they shall incur or sustain by or through their own willful neglect or default respectively and no such Director, officer or trustee shall be answerable for the acts, receipts, neglects or defaults of any other Director, officer or trustee or for joining in any receipt for the sake of conformity or for the solvency or honesty of any banker or other persons with whom any monies or effects belonging to the Company may be lodged or deposited for safe custody or for any insufficiency of any security upon which any monies of the Company may be invested or for any other loss or damage due to any such cause as aforesaid or which may happen in or about the execution of his office or trust unless the same shall happen in or about the execution of his office or trust unless the same shall happen through the willful neglect or default of such Director, Officer or trustee.

FINANCIAL YEAR

126. Unless the Board of Directors otherwise prescribe, the financial year of the Company shall end on 31st December in each year and, following the year of incorporation, shall begin on 1st January in each year.

TRANSFER BY WAY OF CONTINUATION

127. If the Company is exempted as defined in the Statute, it shall, subject to the provisions of the Statute and with the approval of the Special Resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

富驛酒店集團有限公司

取得或處分資產處理作業程序

第一條、目的

為保障資產，落實資訊公開，凡本公司及子公司取得或處分資產，均應依本程序之規定辦理。

第二條、法令依據

本作業程序係依中華民國證券交易法第三十六條之一及中華民國證券主管機關所訂之「公開發行公司取得或處分資產處理準則」有關規定訂定。

第三條、資產範圍

- 一、有價證券：包括股票、公債、公司債、金融債券、表彰基金之有價證券、存託憑證、認購(售)權證、受益證券及資產基礎證券等投資。
- 二、不動產及其他固定資產。
- 三、會員證。
- 四、專利權、著作權、商標權、特許權等無形資產。
- 五、金融機構之債權(含應收款項、買匯貼現及放款、催收款項)。
- 六、衍生性商品。
- 七、依法律合併、分割、收購或股份受讓而取得或處分之資產。
- 八、其他重要資產。

第四條、名詞定義

- 一、衍生性商品：指其價值由資產、利率、匯率、指數或其他利益等商品所衍生之遠期契約、選擇權契約、期貨契約、槓桿保證金契約、交換契約，及上述商品組合而成之複合式契約等。所稱之遠期契約，不含保險契約、履約契約、售後服務契約、長期租賃契約及長期進(銷)貨合約。
- 二、依法律合併、分割、收購或股份受讓而取得或處分之資產：指依企業併購法、金融控股公司法、金融機構合併法或其他法律進行合併、分割或收購而取得或處分之資產，或依中華民國公司法第一百五十六條第六項規定發行新股受讓他公司股份(以下簡稱股份受讓)者。
- 三、關係人：指依財團法人中華民國會計研究發展基金會(以下簡稱會計研究發展基金會)所發佈之財務會計準則公報第六號所規定者。

四、子公司：指依中華民國會計研究發展基金會發佈之財務會計準則公報第五號及第七號所規定者。

五、專業估價者：指不動產估價師或其他依法律得從事不動產、其他固定資產估價業務者。

六、事實發生日：指交易簽約日、付款日、委託成交日、過戶日、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。但屬需經主管機關核准之投資者，以上開日期或接獲主管機關核准之日孰前者為準。

七、大陸地區投資：指依中華民國經濟部投資審議委員會在大陸地區從事投資或技術合作許可辦法規定從事之大陸投資。

本程序未定義之用詞，悉依中華民國證券主管機關所定「公開發行公司取得或處分資產處理準則」之規定。

第五條、投資非供營業使用之不動產或有價證券額度

本公司及各子公司個別取得上述資產之額度訂定如下：

一、有價證券投資及非供營業使用之不動產持有總額，以各該公司之淨值為限。

二、投資非供營業使用之不動產，以各該公司淨值之百分之二十為限。

三、投資有價證券之總額，以各該公司之淨值為限。

四、投資個別有價證券之限額，除採權益法之長期股權投資以各該公司之淨值為限外，其餘之有價證券投資，則以各該公司淨值百分之三十為限。

所稱「淨值」，以最近期之財務報表所載為準。

第六條、本公司取得之估價報告或會計師、律師或證券承銷商之意見書，該專業估價者及其估價人員、會計師、律師或證券承銷商與交易當事人不得為關係人。

第七條、取得或處分不動產或其他固定資產之處理程序

本公司取得或處分不動產或其他固定資產，悉依本公司內部控制制度之固定資產循環作業辦理。

一、價格決定方式及參考依據

(一)取得或處分不動產應參考公告現值、評定價值或鄰近不動產實際交易價格及議價情形等，決議交易條件及交易價格，針對取得或處分之目的及動機、價格、效益分析等，進行可行性分析研究，作成分析報告呈核權責主管。

(二)其他固定資產之取得、處分、使用、保管與記錄等各項作業程序，

應依本公司內部控制制度—固定資產循環辦理。

二、委請專家出具估價報告

本公司取得或處分不動產或其他固定資產，除與政府機構交易、自地委建、租地委建，或取得、處分供營業使用之機器設備外，交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應先取得專業估價者出具之估價報告，並符合下列規定：

(一)因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時，該項交易應先提經董事會決議通過，未來交易條件變更者，亦應比照上開程序辦理。

(二)交易金額達新臺幣十億元以上者，應請二家以上之專業估價者估價。

(三)專業估價者之估價結果有下列情形之一者，應洽請會計師依中華民國會計研究發展基金會所發佈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：

1.估價結果與交易金額差距達交易金額之百分之二十以上者。

2.二家以上專業估價者之估價結果差距達交易金額百分之十以上

者。

(四)契約成立日前估價者，出具報告日期與契約成立日期不得逾三個月。但如其適用同一期公告現值且未逾六個月者，得由原專業估價者出具意見書。

經法院拍賣程序取得或處分資產者，得以法院所出具之證明文件替代估價報告或會計師意見。

三、授權額度及層級

取得或處分不動產，其在大陸每一投資案金額在新臺幣伍仟萬元(含)以下者，在臺灣每一投資案金額在新臺幣捌仟萬元(含)以下者，依本公司「核決權限表」規定，逐級核准後，並提報最近董事會追認，超過上述金額者，另須提經董事會通過後始得為之。

四、執行單位

本公司取得或處分不動產或其他固定資產時，應依前項核決權限呈核後，由董事會或董事長指定之執行單位或使用部門負責執行。

第八條、取得或處分有價證券之評估及作業程序

本公司有價證券之取得或處分，悉依本公司內部控制制度之投資循環作業辦理。

一、價格決定方式及參考依據

取得或處分有價證券，應先取其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，並依下列方式決定之：

(一)取得或處分已於集中交易市場或證券商營業處所買賣之有價證券，依當時之市場價格決定之。

(二)取得或處分非於集中交易市場或證券商營業處所買賣之有價證券，應考慮其每股淨值、獲利能力、未來發展潛力、市場利率、債券票面利率、債務人債信及參考當時交易價格議定之。

二、取得專家意見

本公司取得或處分有價證券交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應洽請會計師就交易價格之合理性表示意見。但該有價證券具活絡市場之公開報價或中華民國證券主管機關另有規定者，不在此限。

三、授權額度及層級

取得或處分有價證券投資，須報經董事會核定通過後始得辦理；但投資債券型基金、定存、票券、債券等固定收益型之有價證券及其他經董事會通過之特定有價證券時，其金額在新臺幣叁仟萬元(含)以下者，授權董事長核准，並提報最近董事會追認，超過新臺幣叁仟萬元者，則應先經董事會決議通過後始得為之。

四、執行單位

本公司進行有價證券投資時，應依前項核決權限規定呈核後，由董事會或董事長指定之執行單位主辦，財會相關單位配合協辦。

第九條、向關係人取得不動產之評估及作業程序

一、本公司向關係人購買或交換而取得不動產，除依第七條取得不動產處理程序辦理外，尚應依以下規定辦理相關決議程序及評估交易條件合理性等事項。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，並應考慮實質關係。

二、評估及作業程序

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，始得為之：

(一)取得不動產之目的、必要性及預計效益。

(二)選定關係人為交易對象之原因。

(三)依本條第三項第(一)款及(四)款規定評估預定交易條件合理性之相關資料。

(四)關係人原取得日期及價格、交易對象及其與公司和關係人之關係等事項。

(五)預計訂約月份開始之未來一年各月份現金收支預測表，並評估交易之必要性及資金運用之合理性。

(六)本次交易之限制條件及其他重要約定事項。

三、交易成本之合理性評估

(一)本公司向關係人取得不動產，應按下列方法評估交易成本之合理性：

1.按關係人交易價格加計必要資金利息及買方依法應負擔之成本。所稱必要資金利息成本，以公司購入資產年度所借款項之加權平均利率為準設算之，惟其不得高於中華民國相關主管機關公佈之非金融業最高借款利率。

2.關係人如曾以該標的物向金融機構設定抵押借款者，金融機構對該標的物之貸放評估總值，惟金融機構對該標的物之實際貸放累計值應達貸放評估總值之七成以上及貸放期間已逾一年以上。但金融機構與交易之一方互為關係人者，不適用之。

(二)合併購買同一標的之土地及房屋者，得就土地及房屋分別按前款所列任一方法評估交易成本。

(三)本公司向關係人取得不動產，依本條第三項第(一)款及第(二)款規定評估不動產成本，並應洽請會計師覆核及表示具體意見。

(四)本公司向關係人取得不動產依本條第三項第(一)、(二)款規定評估結果均較交易價格為低時，應依本條第三項第(五)款規定辦理。但如因下列情形，並提出客觀證據及取具不動產專業估價者與會計師之具體合理性意見者，不在此限：

1.關係人係取得素地或租地再行興建者，得舉證符合下列條件之一者：

(1)素地依前條規定之方法評估，房屋則按關係人之營建成本加計合理營建利潤，其合計數逾實際交易價格者。所稱合理營建利潤，應以最近三年度關係人營建部門之平均營業毛利率或財政部公佈

之最近期建設業毛利率孰低者為準。

(2)同一標的房地之其他樓層或鄰近地區一年內之其他非關係人成交案例，其面積相近，且交易條件經按不動產買賣慣例應有之合理樓層或地區價差評估後條件相當者。

(3)同一標的房地之其他樓層一年內之其他非關係人租賃案例，經按不動產租賃慣例應有合理之樓層價差推估其交易條件相當者。

2.本公司舉證向關係人購入之不動產，其交易條件與鄰近地區一年內之其他非關係人成交案例相當且面積相近者。

前述所稱鄰近地區成交案例，以同一或相鄰街廓且距離交易標的物方圓未逾五百公尺或其公告現值相近者為原則；所稱面積相近，則以其他非關係人成交案例之面積不低於交易標的物面積百分之五十為原則；前述所稱一年內係以本次取得不動產事實發生之日為基準，往前追溯推算一年。

(五)本公司向關係人取得不動產，如經按本條第三項第(一)、(四)款規定評估結果均較交易價格為低者，應辦理下列事項。且本公司及對本公司之投資採權益法評價之公開發行公司經前述規定提列特別盈餘公積者，應俟高價購入之資產已認列跌價損失或處分或為適當補償或恢復原狀，或有其他證據確定無不合理者，並經相關主管機關同意後，始得動用該特別盈餘公積。

1.本公司應就不動產交易價格與評估成本間之差額，依中華民國相關法令規定提列特別盈餘公積，不得予以分派或轉增資配股。對本公司之投資採權益法評價之投資者如為公開發行公司，亦應就該提列數額按持股比例依中華民國證券交易法第四十一條第一項規定提列特別盈餘公積。

2.監察人應依公司法第二百十八條規定辦理。

3.應將前2點處理情形提報股東會，並將交易詳細內容揭露於年報及公開說明書。

(六)本公司向關係人取得不動產，有下列情形之一者，應依本條第一項及第二項有關評估及作業程序規定辦理即可，不適用本條第三項

(一)、(二)、(三)款有關交易成本合理性之評估規定：

1.關係人係因繼承或贈與而取得不動產。

2.關係人訂約取得不動產時間距本交易訂約日已逾五年。

3.與關係人簽訂合建契約而取得不動產。

(七)本公司向關係人取得不動產，若有其他證據顯示交易有不合營業常規之情事者，亦應本條第三項第(五)款規定辦理。

第十條、取得或處分會員證或無形資產之評估及作業程序

本公司取得或處分會員證或無形資產，應依如下作業辦理。

一、價格決定方式及參考依據

取得或處分會員證或無形資產，應考慮該項資產未來可能產生效益、市場公平價值，必要時並參考專家意見，與交易相對人議定之。

二、委請專家出具意見

本公司取得或處分會員證或無形資產之交易金額達公司實收資本額百分之二十或新臺幣三億元以上者，應洽請會計師就交易價格之合理性表示意見，會計師並應依會計研究發展基金會所發佈之審計準則公報第二十號規定辦理。

三、授權額度及層級

本公司取得或處分會員證或無形資產，其金額在新臺幣伍仟萬元(含)以下者，授權董事長核准，並提報最近董事會追認，超過新臺幣伍仟萬元者，則應先經董事會決議通過後始得為之。

四、執行單位

本公司取得或處分會員證或無形資產時，應依前項核決權限規定呈核後，由董事會或董事長指定之執行單位或使用部門負責執行。

第十一條、取得或處分金融機構之債權之評估及作業程序

本公司原則上不從事取得或處分金融機構債權之交易，嗣後若欲從事此項交易，將提報董事會核准後再訂定其評估及作業程序。

第十二條、取得或處分衍生性商品之評估及作業程序

本公司原則上不從事取得或處分衍生性商品之交易，嗣後若欲從事此項交易，將提報董事會核准後再訂定其評估及作業程序。

第十三條、辦理合併、分割、收購或股份受讓之評估及作業程序

一、交易對價之決定方式及參考依據

本公司辦理合併、分割、收購或股份受讓，應綜合考慮參與公司之過去及未來財務與業務狀況、預計未來可能產生效益、市場決定交易價格之公平方式，並參考會計師、律師或證券承銷商之專業意見，與參與合併、分割、收購或股份受讓之對方議定價格。

二、委請專家出具意見

本公司辦理合併、分割、收購或股份受讓，應於召開董事會決議前，委請會計師、律師或證券承銷商就換股比例、收購價格或配發股東之現金或其他財產之合理性表示意見，提報董事會討論通過。

三、決策層級

本公司辦理合併、分割、收購或股份受讓，其決議悉依公司法及相關法令之規定辦理。

四、相關資料之提交暨無法經股東會通過時資訊之公開

(一)本公司辦理合併、分割或收購，應將合併、分割或收購重要約定內容及相關事項，於股東會開會前製作致股東之公開文件，併同本條第二項之專家意見及股東會之開會通知一併交付股東，以作為是否同意該合併、分割或收購案之參考。但依其他法律規定得免召開股東會決議合併、分割或收購事項者，不在此限。

(二)參與合併、分割或收購之公司，任一方之股東會，因出席人數、表決權不足或其他法律限制，致無法召開、決議，或議案遭股東會否決，參與合併、分割或收購之公司應立即對外公開說明發生原因、後續處理作業及預計召開股東會之日期。

五、董事會及股東會召開日期

(一)本公司辦理合併、分割或收購，除其他法律另有規定或有特殊因素事先報經中華民國證期局同意者外，應與參與合併、分割或收購之公司於同一天召開董事會及股東會，決議合併、分割或收購相關事項。

(二)本公司辦理股份受讓，除其他法律另有規定或有特殊因素事先報經中華民國證期局同意者外，應與參與股份受讓之公司於同一天召開董事會。

六、保密義務及內線交易之規避

所有參與或知悉公司合併、分割、收購或股份受讓計畫之人，應出具書面保密承諾，在訊息公開前，不得將計畫之內容對外洩露，亦不得自行或利用他人名義買賣與合併、分割、收購或股份受讓案相關之所有公司之股票及其他具有股權性質之有價證券。

七、換股比例或收購價格之變更原則

本公司參與合併、分割、收購或股份受讓，換股比例或收購價格除下

列情形外，不得任意變更，且應於合併、分割、收購或股份受讓契約中訂定得變更之情況：

- (一)辦理現金增資、發行轉換公司債、無償配股、發行附認股權公司債、附認股權特別股、認股權憑證及其他具有股權性質之有價證券。
- (二)處分公司重大資產等影響公司財務業務之行為。
- (三)發生重大災害、技術重大變革等影響公司股東權益或證券價格情事。
- (四)參與合併、分割、收購或股份受讓之公司任一方依法買回庫藏股之調整。
- (五)參與合併、分割、收購或股份受讓之主體或家數發生增減變動。
- (六)已於契約中訂定得變更之其他條件，並已對外公開揭露者。

八、契約應載明事項

本公司參與合併、分割、收購或股份受讓，契約應載明參與合併、分割、收購或股份受讓公司之權利義務，並應載明下列事項：

- (一)違約之處理。
- (二)因合併而消滅或被分割之公司前已發行具有股權性質有價證券或已買回之庫藏股之處理原則。
- (三)參與公司於計算換股比例基準日後，得依法買回庫藏股之數量及其處理原則。
- (四)參與主體或家數發生增減變動之處理方式。
- (五)預計計畫執行進度、預計完成日程。
- (六)計畫逾期未完成時，依法令應召開股東會之預定召開日期等相關處理程序。

九、參與合併、分割、收購或股份受讓之公司任何一方於資訊對外公開

後，如擬再與其他公司進行合併、分割、收購或股份受讓，除參與家數減少，且股東會已決議並授權董事會得變更權限者，參與公司得免召開股東會重行決議外，原合併、分割、收購或股份受讓案中，已進行完成之程序或法律行為，應由所有參與公司重行為之。

十、參與合併、分割、收購或股份受讓之公司有非屬公開發行公司者，本公司應與其簽訂協定，並依本條第五項、第六項及第九項之規定辦理。

十一、本公司參與合併、分割、收購或股份受讓，應將下列資料作成完整書面紀錄，並保存五年，備供查核。

(一)人員基本資料：包括消息公開前所有參與合併、分割、收購或股份受讓計畫或計畫執行之人，其職稱、姓名、身分證字號(如為外國人則為護照號碼)。

(二)重要事項日期：包括簽訂意向書或備忘錄、委託財務或法律顧問、簽訂契約及董事會等日期。

(三)重要書件及議事錄：包括合併、分割、收購或股份受讓計畫，意向書或備忘錄、重要契約及董事會議事錄等書件。

十二、本公司股票上市或上櫃後參與合併、分割、收購或股份受讓，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中華民國證券主管機關備查。

十三、本公司參與合併、分割、收購或股份受讓之公司有非屬上市或上櫃之公司者，本公司應與其簽訂協定，並依第十一項及第十二項規定辦理。

第十四條、資訊公開揭露程序

一、應公告申報項目及公告申報標準

(一)向關係人取得不動產。

(二)從事大陸地區投資。

(三)進行合併、分割、收購或股份受讓。

(四)從事衍生性商品交易損失達所訂處理程序規定之全部或個別契約損失上限金額。

(五)除前四款以外之資產交易或金融機構處分債權，其交易金額達公司實收資本額百分之二十或新臺幣三億元以上者。但下列情形不在此限：

1.買賣公債。

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。

3.買賣附買回、賣回條件之債券。

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，交易金額未達新臺幣五億元以上。

5.經營營建業務之公開發行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易金額未達新臺幣五億元以上。

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臺幣五億元以上。

(六)前述交易金額之計算方式如下，且所稱一年內係以本次交易事實發生之日為基準，往前追溯推算一年，已依規定公告部分免再計入。

1.每筆交易金額。

2.一年內累積與同一相對人取得或處分同一性質標的交易之金額。

3.一年內累積取得或處分(取得、處分分別累積)同一開發計畫不動產之金額。

4.一年內累積取得或處分(取得、處分分別累積)同一有價證券之金額。

二、辦理公告及申報之時限

本公司及非屬公開發行之子公司取得或處分資產，具有本條第一項應公告項目且交易金額達本條應公告申報標準者，應於事實發生之日起二日內辦理公告申報。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。

三、公告申報程序

(一)本公司應將相關資訊於中華民國證券主管機關指定網站辦理公告申報。

(二)本公司應按月將本公司及非屬中華民國公開發行公司之子公司截至上月底止從事衍生性商品交易之情形依規定格式，於每月十日前輸入申報網站。

(三)本公司依規定應公告項目如於公告時有錯誤或缺漏而應予補正時，應將全部項目重行公告申報。

(四)本公司取得或處分資產，應將相關契約、議事錄、備查簿、估價報告、會計師、律師或證券承銷商之意見書備置於本公司，除其他法律另有規定者外，至少保存五年。

(五)本公司依本條規定公告申報之交易後，有下列情形之一者，應於事實發生之日起二日內辦理公告申報：

1.原交易簽訂之相關契約有變更、終止或解除情事。

2.合併、分割、收購或股份受讓未依契約預定日程完成。

第十五條、本公司應命子公司依「公開發行公司取得或處份資產處理準則」有關規定訂定「取得或處份資產處理程序」，子公司於取得或處份資產時，應依所訂作業程序辦理。

第十六條、罰則

本公司員工承辦取得或處分資產違反本作業程序規定者，依照本公司人事

管理規章提報考核，依其情節輕重處罰。

第十七條、實施與修訂

本作業程序經董事會通過後，送各監察人並提報股東會同意，修正時亦同。如有董事表示異議且有紀錄或書面聲明者，公司並應將董事異議資料送各監察人。另外若本公司已設置獨立董事者，將本作業程序提報董事會討論或依第八條至第十三條規定將取得或處分資產交易提報董事會討論時，應充分考慮各獨立董事之意見，獨立董事如有反對意見或保留意見，應於董事會議事錄載明。

第十八條、本作業程序如有未盡事宜，悉依有關法令辦理。

第十九條、本作業程序制定於西元二零零九年十二月十一日。

本處理程序第一次修正於西元二零一一年六月二十七日。

富驛酒店集團有限公司

資金貸與他人作業程序

第一條、目的

為使本公司及子公司資金貸與他人作業程序有所遵循，特訂定本作業程序。本公司及子公司有關資金貸與他人事項，除法令另有規定者外，應依本作業程序規定辦理。

第二條、法令依據

本作業程序係依中華民國證券交易法第三十六條之一及中華民國證券主管機關所訂之「公開發行公司資金貸與及背書保證處理準則」有關規定訂定。

第三條、資金貸與他人對象之評估標準

一、本公司及子公司與他公司或行號間因業務往來關係從事資金貸與者，應依第四條之規定辦理。

二、與本公司屬母子公司關係，因業務需要而有短期融通資金之必要者。

三、本公司採權益法投資之公司或行號，因購料或營運週轉需要而有短期融通資金之必要者。

所稱子公司及母公司，應依中華民國會計研究發展基金會發布之財務會計準則公報第五號及第七號之規定認定之。

第四條、資金貸與限制

一、資金貸與總額：

本公司資金貸與他人之總額，以不超過本公司淨值之百分之四十為限。

二、對個別對象之貸與限額：

(一)其與本公司及子公司有業務往來者，不得超過申貸資金公司或行號與本公司及子公司最近年度業務往來金額為限，且不得超過本公司淨值之百分之十。

(二)其因董事會認有短期融通資金之必要者，不得超過本公司淨值之百分之十。

本公司及子公司直接及間接持有表決權股份百分之百者之間，從事資金貸與，不受一、二及期限一年之限制。

所稱「淨值」，以最近期之財務報表所載為準。

第五條、資金貸與條件

一、資金貸與期限：資金貸與期限自放款日起，以不超過一年為原則。

- 二、計息方式：本公司及子公司直接及間接持有表決權股份百分之百者之間，將不予計息，餘則參酌市場利率或資金取得成本機動調整。
- 三、擔保品：必要時本公司得要求申貸公司提供擔保品或保證人。

第六條、資金貸與辦理程序

- 一、申貸資金公司應填具申請書，由經辦部門提出徵信審查，並載明資金貸與他人之原因及必要性，經董事會決議通過後，始得為之。
- 二、本公司資金貸與他人前，應審慎評估是否符合本程序之規定，由經辦單位審查，並將評估結果提董事會決議後辦理，不得授權其他人決定。本公司與其子公司間之資金貸與，應依前項規定提董事會決議，並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。本公司若已設置獨立董事者，於資金貸與他人前，應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會紀錄。

第七條、資金貸與之審查

資金貸與審查重點如下：

- 一、資金貸與他人之必要性及合理性。
- 二、貸與對象之徵信及風險評估。
- 三、對公司之營運風險、財務狀況及股東權益之影響。
- 四、應否取得擔保品及擔保品之評估價值。

第八條、備查簿之建立與內部稽核

- 一、本公司辦理資金貸與事項，應建立備查簿，就資金貸與之對象、金額、董事會通過日期、資金貸放日期及依前條規定應審慎評估之事項詳予登載備查。
- 二、本公司內部稽核人員應至少每季稽核資金貸與他人作業程序及其執行情形，並作成書面紀錄，如發現重大違規情事，應即以書面通知各監察人。

第九條、公告申報程序

一、公告申報之標準：

- (一)本公司及子公司資金貸與他人之餘額達本公司最近期財務報表淨值百分之二十以上。
- (二)本公司及子公司對單一企業資金貸與餘額達本公司最近期財務報表淨值百分之十以上。
- (三)本公司或其子公司新增資金貸與金額新台幣一千萬元以上且達本公司最近財務報表淨值百分之二以上。

二、辦理公告申報之時限與程序：

(一)本公司之資金貸與，具有本條第一項各款應公告申報之標準者，應於事實發生之日起二日內辦理公告申報。

(二)本公司應於每月十日前公告申報本公司及子公司上月份資金貸與餘額。

三、本公司之子公司非屬國內公開發行公司者，該子公司有本條第一項各款應公告申報之事項，應由本公司為之。

四、本公司之子公司若擬將資金貸與他人者，應依本作業程序辦理；惟淨值係以本公司最近期之財務報表所載為準。

第十條、已貸與金額之後續控管措施、逾期債權處理程序

一、貸款撥放後，應經常注意借款人及保證人之財務、業務以及相關信用狀況等，如有提供擔保品者，並應注意其擔保價值有無變動情形，遇有重大變化時，應立刻通報董事長，並依指示為適當之處理。

二、借款人於貸款到期或到期前償還借款時，應先計算應付之利息，連同本金一併清償後，方可將本票、借據等償債憑證註銷歸還借款人或辦理抵押權塗銷。

三、借款人於貸款到期時，應即還清本息，違者本公司得就其所提供之擔保品或保證人，依法逕行處分及追償。

第十一條、罰則

本公司經理人及主辦人員承辦資金貸與他人作業違反本處理程序規定者，依照本公司人事管理規章提報考核，依其情節輕重處罰。

第十二條、對子公司資金貸與他人之控管程序

一、本公司之子公司非屬國內公開發行公司者，該子公司有第九條應申報之事項，應由本公司為之。

二、本公司之子公司將資金貸與他人者，本公司應命該子公司依「公開發行公司資金貸與及背書保證處理準則」規定訂定資金貸與他人作業程序，並應依所定之作業程序辦理。

三、子公司應於每月10日(不含)以前編製上月份「資金貸與他人明細表」，並呈閱本公司，惟如達本辦法第九條第一項第一款所訂之金額標準時，則應立即通知本公司，俾便辦理公告申報。

四、子公司內部稽核人員亦應至少每季稽核資金貸與他人作業程序及其執行情形，並作成書面紀錄，如發現重大違規情事，應立即以書面通知本公司稽核單位，本公司稽核單位應將書面資料送交各監察人。

五、本公司稽核人員依年度稽核計劃至子公司進行查核時，應一併了解子公司資金貸與他人作業程序執行情形，若發現有缺失事項應持續追蹤其改善情形，並作成追蹤報告呈報董事長。

第十三條 其他事項

- 一、本公司因情事變更，致貸與對象不符本作業程序規定或餘額超限時，應訂定改善計畫，將相關改善計畫送各監察人，並依計畫時程完成改善。
- 二、本公司應依一般公認會計原則規定，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。
- 三、本作業程序如有未盡事宜，除非英屬開曼群島相關法令另有強制規定，悉依中華民國相關法令辦理。

第十四條、實施與修訂

本處理程序經董事會通過後，送各監察人並提報股東會同意，如有董事表示異議且有紀錄或書面聲明者，並應將董事異議資料併送各監察人及提報股東會討論，修正時亦同。另外若本公司已設置獨立董事者，將本程序提報董事會討論時，應充分考量各獨立董事之意見，並將其同意或反對之意見與理由列入會議紀錄。

第十五條、附則

本作業程序制定於西元二零零九年十二月廿一日。

第一次修正於西元二零一零年六月二十四日。

第二次修正於西元二零一一年六月二十七日。

附錄(五)董事及監察人選任程序

富驛酒店集團有限公司 董事及監察人選任程序

第一條、為公平、公正、公開選任董事、監察人，爰訂定本程序。

第二條、本公司董事及監察人之選任，除相關適用法令或本公司章程另有規定者外，應依本程序辦理。

第三條、本公司董事之選任，應考量董事會之整體配置。董事會成員應普遍具具備執行職務所必須之知識、技能及素養，其整體應具備之能力如下：

- 一、營運判斷能力。
- 二、會計及財務分析能力。
- 三、經營管理能力。
- 四、危機處理能力。
- 五、產業知識。
- 六、國際市場觀。
- 七、領導能力。
- 八、決策能力。

第四條、本公司監察人應具備下列之條件：

- 一、誠信踏實。
- 二、公正判斷。
- 三、專業知識。
- 四、豐富之經驗。
- 五、閱讀財務報表之能力。

本公司監察人除需具備前項之要件外，全體監察人中應至少一人須為會計或財務專業人士。

第五條、依據本公司章程之規定，本公司應設置獨立董事。本公司獨立董事之資格，應符合台灣「公開發行公司獨立董事設置及應遵循事項辦法」第二條及第四條之規定。

第六條、本公司董事(含獨立董事)、監察人之選舉採累積投票制，每一股份有與應選出董事或監察人數相同之選舉權，得集中選舉一人，或分開選舉數人。

第七條、董事會應製備與應選出董事及監察人人數相同之選舉票，並加填其權數，分發出席

股東會之股東，選舉人之記名，得以在選舉票上所印出席證號碼代之。

第八條、本公司董事及監察人依公司章程所定之名額，分別計算獨立董事、非獨立董事之選舉權，由所得選舉票代表選舉權數較多者分別依次當選，如有二人以上得權數相同而超過規定名額時，由得權數相同者抽籤決定，未出席者由主席代為抽籤。

第九條、選舉開始前，應由主席指定具有股東身分之監票員，計票員各若干人，執行各項有關職務。投票箱由董事會製備之，於投票前由監票員當眾開驗。

第十條、被選舉人如為股東身分者，選舉人須在選舉票被選舉人欄填明被選舉人戶名及股東戶號；如非股東身分者，應填明被選舉人姓名及身分證明文件編號。惟政府或法人股東為被選舉人時，選舉票之被選舉人戶名欄應填列該政府或法人名稱，亦得填列該政府或法人名稱及其代表人姓名；代表人有數人時，應分別加填代表人姓名。

第十一條、選舉票有下列情事之一者無效：

- 一、不用董事會製備之選票者。
- 二、以空白之選票投入投票箱者。
- 三、字跡模糊無法辨認或經塗改者。
- 四、所填被選舉人如為股東身分者，其戶名、股東戶號與股東名簿不符者；所填被選舉人如非股東身分者，其姓名、身分證明文件編號經核對不符者。
- 五、除填被選舉人之戶名（姓名）或股東戶號（身分證明文件編號）及分配選舉權數外，夾寫其他文字者。
- 六、所填被選舉人之姓名與其他股東相同而未填股東戶號或身分證明文件編號可資識別者。

第十二條、投票完畢後當場開票，開票結果由主席當場宣布董事及監察人當選名單。

第十三條、當選之董事及監察人由本公司董事會發給當選通知書。

第十四條、本程序之規定與本公司之章程之規定相抵觸時，則以本公司之章程之規定為準。
本程序如與相關適用法令相抵觸時，僅該抵觸之部份失效，該部份並悉依相關
適用法令辦理

第十五條、本規則制定於二零零九年六月三十日。

本規則於二零零九年十二月二十一日股東會通過。

附錄(六)全體董事及監察人持股情形

1、依證券交易法第二十六條及公開發行公司董事監察人股權成數及查核實施規則之規定：

(1)本公司全體董事持股總額不得少於本公司已發行股份總額(註一)百分之 15，即不得少於 3,233,160 股。

(2)本公司全體監察人持股總額不得少於本公司已發行股份總額(註一)百分之 1.5，即不得少於 323,316 股

2、本公司董事、監察人截至本次股東會停止過戶日(2012 年 4 月 30 日)股東名簿記載股數如下：

職稱	姓名	目前持有股數	
		股數	持股比率%
董事長	侯尊中	-	-
董事	FURAMA HOTELS INTERNATIONAL MANAGEMENT INC. 代表人:吳盈良	8,092,253	30.03%
董事	LUXURY DYNASTY COMPANY LIMITED 代表人:郭明松	3,497,571	12.98%
董事	FURAMA HOTELS INTERNATIONAL MANAGEMENT INC. 代表人:黃杰偉	-	-
獨立董事	薛彬彬	-	-
獨立董事	劉祖德	-	-
獨立董事	莊杰友	-	-
監察人	楊國隆	339,140	1.26%
監察人	侯翠杏	-	-
監察人	康榮寶	-	-

註一：本公司截至本次股東會停止過戶日已發行股份總額為 26,943,000 股。