

100003
 台北市中正區重慶南路1段83號5樓
百和興業股份有限公司 服務代理人
中國信託商業銀行 代理部
<https://ecorp.ctbcbank.com/cts/index.jsp>
 客服語音專線：(02)6636-5566(股票代號：8404)

535

(限向郵局窗口交寄)
 中信銀為境內外處理股務業務之目的，在法令規定、相關事實或法律關係存續之期間，就直接或間接(例如透過集保)蒐集與股務相關之個人資料，將以書面及/或電子等 forme 處理、利用及/或國際傳輸，例如揭露予公務機關或協助處理股務之第三人。您得要求查詢、閱覽、駁回標本、補充或更正、停止蒐集、處理、利用及/或國際傳輸或刪除您的個人資料，但中信銀可能因此無法提供您所需服務，亦可能依法或基於風險管理等因素而不依您的請求為之。

國內
 郵資已付
 台北郵局許可證
 台北字第1333號
 國內郵簡
 未書寫正確郵遞區號者，應按信函交付郵資



股東 台啟

本次股東常會恕不發放紀念品

COVID-19(新冠肺炎)疫情期間
 1.請股東多加利用「股東e票通」(www.stockvote.com.tw)電子投票行使表決權。
 2.股東欲出席股東會現場，請自備口罩並全程佩戴，且配合量測體溫。倘股東未佩戴口罩或經連續量測二次體溫有發燒達額溫攝氏37.5度或耳溫攝氏38度者，禁止股東進入股東會會場。
 3.本公司如因疫情影響，而須變更股東會開會地點，屆時將另行公告。

本公司開始實施股利發放通知書e化服務，貴股東自即日起掃描右列之QR Code登入即可設定，約定成功後，後續股利發放通知書將以電子郵件加密檔案方式傳送。



開會通知書

- 茲訂於民國111年6月22日上午9時整假本公司台灣辦事處(彰化縣和美鎮和港路575號)舉行本公司111年股東常會，會議召集事由：(一)報告事項：1. 110年度營業狀況報告。2. 審計委員會查核110年度決算表冊報告。3. 110年度員工及董事酬勞分派情形報告。4. 110年度盈餘分配現金股利報告。5. 本公司及子公司背書保證總額達淨值50%以上報告。(二)承認事項：1. 本公司110年度決算表冊案。2. 本公司110年度盈餘分配案。(三)選舉事項：選舉本公司第6屆董事案。(四)討論事項：1. 修訂本公司章程案(本案擬以特別決議通過)。2. 修訂【取得或處分資產處理程序】案。3. 修訂【資金貸與他人作業管理辦法】案。4. 修訂【背書保證作業管理辦法】案。5. 修訂【股東會議事規則】案。6. 解除本公司新任董事及其代表人競業行為之限制案。(五)臨時動議。
- 董事會決議通過110年度盈餘分配現金股利新台幣787,945,315元，每股配發新台幣2.5元。
1. 本次股東會董事應選人數：董事10人(含獨立董事4人)。
 2. 採提名制之候選人名單：【董事：鄭國烟、百和國際有限公司代表人黃士釗、柯世昌、蔡連發、林誠助、曹永仁】、【獨立董事：吳永富、蔡育菁、王凱立、陳文昌】。
 3. 各候選人之學歷等相關資料之查詢網址為：【http://mops.twse.com.tw】。
- 依本公司章程第44條規定應說明其主要內容置於公開資訊觀測站，查詢網址為：【http://mops.twse.com.tw】。
- 檢奉出席通知書及委託書各一份，貴股東如決定親自出席者，請於「出席通知書」上簽名或蓋章後(無須寄回)，於開會當日攜往會場報到出席；如委託代理人出席時，請於「委託書」上簽名或蓋章，並親填委託代理人姓名及地址後，於開會五日前送達本公司服務代理人中國信託商業銀行代理部，以憑寄發出席簽到卡予受託代理人。
- 如有股東徵求委託書，本公司將於111年5月20日製作徵求人徵求資料彙總表冊揭露於證基會網站，投資人如欲查詢，可直接鍵入(https://free.sfi.org.tw)至「委託書免費查詢系統」，輸入查詢條件即可。
- 本次股東會得以電子方式行使表決權，行使期間為：自111年5月23日起至111年6月19日止，請逕登入臺灣集中保管結算所股份有限公司「股東會電子投票平台」【https://www.stockvote.com.tw】，依相關說明操作之。
- 本次股東會委託書之統計驗證機構為「中國信託商業銀行代理部」。
- 敬請 察照辦理為荷。

貴股東

百和興業股份有限公司 董事會 敬啟



111 出席通知書

本股東決定親自出席本公司111年6月22日舉行之股東常會，請 察照。
 此 致
 百和興業股份有限公司

股東：
 戶號：
 股東：
 戶名：

親自出席簽章處

本簽到卡未加蓋中國信託登記章者無效，股東請勿於此欄蓋章 中國信託蓋章處	百和興業股份有限公司股東常會 111 出席簽到卡 時間：111年6月22日上午9時整 地點：本公司台灣辦事處 (彰化縣和美鎮和港路575號) 股東戶號： 持有股數：
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第1聯

第2聯

第3聯：親至股東會現場辦理簽章後

郵簡內裝有附件，應作信函貼付郵資
 中華郵政(股)公司許可號碼閩字第0038號
 信風公司印製，服務專線：(02)2225-1430

請貼郵票

市縣

區鎮鄉

村

街

巷弄號

寄件人：..

號

(樓) (之)

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百和興業股份有限公司 中國信託商業銀行代理部

收

第1聯

1000-0003

台北市重慶南路1段83號5樓(中國信託重慶大樓)

現金股利匯撥申請書

戶名	統一編號 (身分證字號)	戶號	535
說明事項	一、採用匯款者(限本人帳號)；匯款處理費10元由股利款中扣除。	原登記匯款帳號	百和興業-KY
	二、未採用匯款者，本行將以掛號郵寄支票方式給付(郵資及作業處理費合計31元，由股東自行負擔)。	同意依原登記帳號匯款者請勿寄回	
印鑑	銀行名稱	銀行代號	銀行存款帳號(分行別、科目、帳號、檢查號碼)
	郵局	存簿(冊)	700 局號

※貴股東如新增或變更匯款帳號時，請於右列「現金股利匯撥申請書」內填妥本人存款帳號並加蓋印鑑後，於股東常會前寄回。

第2聯

委託書填表須知

- 委託書應依公開發行公司出席股東會使用委託書規則及公司法第七條規定辦理。
- 委託書應由委託人親自填寫，不得以蓋章方式代替。委託人應依下列授權範圍行使股東權利：(一)代理本股東就下列各項議案行使本股東所委託表示之權利與意見，下列議案本勾選者，視為對該議案表示承認或贊成。1. 本公司110年度決算表冊案：(1)○贊成(2)○反對(3)○棄權 2. 本公司110年度盈餘分配案：(1)○贊成(2)○反對(3)○棄權 3. 選舉本公司第6屆董董事案：(1)○贊成(2)○反對(3)○棄權 4. 修訂本公司章程案(本案擬以特別決議通過)：(1)○贊成(2)○反對(3)○棄權 5. 修訂【取得或處分資產處理程序】案：(1)○贊成(2)○反對(3)○棄權 6. 修訂【資金管與他人作業管理辦法】案：(1)○贊成(2)○反對(3)○棄權 7. 修訂【背書保證作業管理辦法】案：(1)○贊成(2)○反對(3)○棄權 8. 修訂【股東會議事規則】案：(1)○贊成(2)○反對(3)○棄權 9. 解除本公司前任董事及其代表人競業行為之限制案：(1)○贊成(2)○反對(3)○棄權 10. 臨時動議。
- 委託書應由委託人親自填寫，不得以蓋章方式代替。委託人應依下列授權範圍行使股東權利：(一)代理本股東就下列各項議案行使本股東所委託表示之權利與意見，下列議案本勾選者，視為對該議案表示承認或贊成。1. 本公司110年度決算表冊案：(1)○贊成(2)○反對(3)○棄權 2. 本公司110年度盈餘分配案：(1)○贊成(2)○反對(3)○棄權 3. 選舉本公司第6屆董董事案：(1)○贊成(2)○反對(3)○棄權 4. 修訂本公司章程案(本案擬以特別決議通過)：(1)○贊成(2)○反對(3)○棄權 5. 修訂【取得或處分資產處理程序】案：(1)○贊成(2)○反對(3)○棄權 6. 修訂【資金管與他人作業管理辦法】案：(1)○贊成(2)○反對(3)○棄權 7. 修訂【背書保證作業管理辦法】案：(1)○贊成(2)○反對(3)○棄權 8. 修訂【股東會議事規則】案：(1)○贊成(2)○反對(3)○棄權 9. 解除本公司前任董事及其代表人競業行為之限制案：(1)○贊成(2)○反對(3)○棄權 10. 臨時動議。
- 委託書應由委託人親自填寫，不得以蓋章方式代替。委託人應依下列授權範圍行使股東權利：(一)代理本股東就下列各項議案行使本股東所委託表示之權利與意見，下列議案本勾選者，視為對該議案表示承認或贊成。1. 本公司110年度決算表冊案：(1)○贊成(2)○反對(3)○棄權 2. 本公司110年度盈餘分配案：(1)○贊成(2)○反對(3)○棄權 3. 選舉本公司第6屆董董事案：(1)○贊成(2)○反對(3)○棄權 4. 修訂本公司章程案(本案擬以特別決議通過)：(1)○贊成(2)○反對(3)○棄權 5. 修訂【取得或處分資產處理程序】案：(1)○贊成(2)○反對(3)○棄權 6. 修訂【資金管與他人作業管理辦法】案：(1)○贊成(2)○反對(3)○棄權 7. 修訂【背書保證作業管理辦法】案：(1)○贊成(2)○反對(3)○棄權 8. 修訂【股東會議事規則】案：(1)○贊成(2)○反對(3)○棄權 9. 解除本公司前任董事及其代表人競業行為之限制案：(1)○贊成(2)○反對(3)○棄權 10. 臨時動議。

第3聯

委託書		委託人(股東)	編號
一、茲委託 君(須由委託人親自填寫，不得以蓋章方式代替)為本股東代理人，出席本公司111年6月22日舉行之股東常會，代理人並依下列授權範圍行使股東權利。(全權委託) <input type="checkbox"/> (一)代理本股東就下列各項議案行使本股東所委託表示之權利與意見，下列議案本勾選者，視為對該議案表示承認或贊成。 1. 本公司110年度決算表冊案： (1)○贊成(2)○反對(3)○棄權 2. 本公司110年度盈餘分配案： (1)○贊成(2)○反對(3)○棄權 3. 選舉本公司第6屆董董事案： (1)○贊成(2)○反對(3)○棄權 4. 修訂本公司章程案(本案擬以特別決議通過)： (1)○贊成(2)○反對(3)○棄權 5. 修訂【取得或處分資產處理程序】案： (1)○贊成(2)○反對(3)○棄權 6. 修訂【資金管與他人作業管理辦法】案： (1)○贊成(2)○反對(3)○棄權 7. 修訂【背書保證作業管理辦法】案： (1)○贊成(2)○反對(3)○棄權 8. 修訂【股東會議事規則】案： (1)○贊成(2)○反對(3)○棄權 9. 解除本公司前任董事及其代表人競業行為之限制案： (1)○贊成(2)○反對(3)○棄權 10. 臨時動議。 二、本股東未於前項 <input type="checkbox"/> 內勾選授權範圍或同時勾選者，視為全權委託。但服務代理機構擔任受託代理人者，不得接受安全權委託，代理人應依前項(二)之授權內容行使股東權利。 三、本股東代理人得對會議臨時事宜全權處理之。 四、請將出席證(或出席簽到卡)寄交代理人收執，如因故改期開會，本委託書仍屬有效(限此一會期)。 此致 百和興業股份有限公司 授權日期 年 月 日		股東戶號 姓名或名稱 持有股數 徵求人 姓名或名稱 受託代理人 姓名或名稱 戶號 姓名或名稱 身分證字號 住址	535 百和興業-KY 簽名或蓋章 簽名或蓋章 簽名或蓋章

徵求場所及人員簽章處：

百和興業股份有限公司(開曼)章程修訂條文對照表
PAIHO SHIH HOLDINGS CORPORATION
Revision Comparison Chart of Memorandum and Articles of Association

條號	修訂條文	原條文	說明
章程 2(a) (xii)	電子 依行為當時有效之開曼群島電子交易法(最新修訂版2003年修正案)及其子法,包括其他納入或替代該法之法律之定義; electronic shall have the meaning given to it in the Electronic Transactions Law (2003 Revision) (as amended) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;	電子 依行為當時有效之開曼群島電子交易法(2003年版修正案)及其子法,包括其他納入或替代該法之法律之定義; electronic shall have the meaning given to it in the Electronic Transactions Law (2003 Revision) (as amended) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;	調整文字以配合章程須一再配合法令調整。
2(a) (xviii)	開曼法令 行為當時有效且適用於本公司之開曼群島公司法(最新修訂版2018年版)及其配合或替代法律,和本章程所引用之開曼群島法令(暨其修訂); Law The Companies Act (as amended 2018 Revision) of the Cayman Islands and any amendment or other statutory modification thereof for the time being in force in the Cayman Islands and includes every other law incorporated therewith or substituted therefor, and where in these Articles a provision of the Law is referred to, the reference is to that provision as modified by any law for the time being in force;	開曼法令 行為當時有效且適用於本公司之開曼群島公司法(2018年版)及其配合或替代法律,和本章程所引用之開曼群島法令(暨其修訂); Law The Companies Act (2018 Revision) of the Cayman Islands and any amendment or other statutory modification thereof for the time being in force in the Cayman Islands and includes every other law incorporated therewith or substituted therefor, and where in these Articles any provision of the Law is referred to, the reference is to that provision as modified by any law for the time being in force;	調整文字以避免章程須一再配合法令調整。
2(a) (ix-a)	視訊通訊設備 指視頻、視聽會議、互聯網或在線會議應用程序、電話或電話會議和/或任何其他使得所有參加會議的人都能看到和聽到彼此的应用程序或電信設施。 Communication Facilities shall mean video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all Persons participating in a meeting are capable of seeing and hearing and be seen and heard by each other;	(本款新增)	增加視訊通訊設備之定義。
2(a) (xlviii)	股東會議識會議 指股東(以及該會議的任何其他獲准參加者)獲得透過視訊通訊設備出席或參加之股東會,或透過視訊通訊設備或實體方式出席或參加之股東會。 Virtual Meeting shall mean any general meeting of the Members at which the Members (and	(本款新增)	增加視訊股東會議之定義。

3)

條號	修訂條文	原條文	說明
	(such as voting). (B) General meetings may be held by Virtual Meeting or other methods promulgated by the competent authority for the company law in R.O.C., pursuant to the Applicable Listing Rules. In case where any general meeting at which Communication Facilities are permitted in accordance with these Articles, including any Virtual Meeting, any shareholder who attending and participating by means of use of such Communication Facilities in such a meeting shall be deemed to have attended such meeting in person. The qualifications, scope, methods of exercise, operating procedures and other matters with respect to General meetings held by Virtual Meeting shall be compliant with R.O.C. Laws.	administration of shareholder services of such general meeting (such as voting).	
43	(A) 年度股東常會之召集,至少應於30天前以書面通知,對於持有記名股票未滿1,000股股東,得於30日前以輸入公開資訊觀測站公告方式為之;股東臨時會之召集至少應於15天前以書面通知,對於持有記名股票未滿1,000股股東,得於15日前以輸入公開資訊觀測站公告方式為之。 該通知應載明開會之地點、日期、時間與召集事由。每一通知之發出日或視為發出日及送達日均不予計入。該通知應載明開會之地點、日期、時間與召集事由。倘本公司取得股東之事前同意或於開曼法令及中華民國法令許可時,股東會之通知得以電子通訊方式為之。 (B) 股東召集應載明開會之地點、日期、時間與召集事由。公司召開股東會議識會議時,尚應載明股東參與及行使權利方法,因不可控力情事致視會議平台或以視訊方式參與發生障礙時之處理方式,如須延期或續行集會時之日期,及對於以視訊方式參與股東會有困難之股東所提供之適當替代措施。 (C) 本公司應於股東常會開會30日前或股東臨時會開會15日前,公告股東會議通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料。 (D) 本公司股東會採行書面行使表決權者,並應將前項資料及書面行使表決權用紙,併同寄送給股東。 (A) At least thirty (30) and fifteen (15)	(A) 年度股東常會之召集,至少應於30天前以書面通知,對於持有記名股票未滿1,000股股東,得於30日前以輸入公開資訊觀測站公告方式為之;股東臨時會之召集至少應於15天前以書面通知,對於持有記名股票未滿1,000股股東,得於15日前以輸入公開資訊觀測站公告方式為之。該通知應載明開會之地點、日期、時間與召集事由。每一通知之發出日或視為發出日及送達日均不予計入。該通知應載明開會之地點、日期、時間與召集事由。倘本公司取得股東之事前同意或於開曼法令及中華民國法令許可時,股東會之通知得以電子通訊方式為之。 (B) 本公司應於股東常會開會30日前或股東臨時會開會15日前,公告股	配合「公開發行股票公司服務處理準則部分條文修正案」,增訂股東會議識會議之召集通知規定,並調整項次,另配合「外國發行人註冊地區股東權益保護事項檢查表」,刪除本條書面方式行使表決權相關規定。

2)

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	any other permitted participants of such meeting) are solely permitted to attend and participate by means of Communication Facilities, or simultaneously permitted to attend and participate by means of Communication Facilities and in physical meeting.		
41	(A) 董事會應於股東會提出報告,除(1)因規定之情形外,於本公司股票在中華民國境內公開發行情期間,本公司所有實體股東均應於中華民國境內召開,如本公司股票已在證券櫃檯買賣中心或臺灣證券交易所掛牌,董事會決議在中華民國境內召開股東會時,本公司應於中華民國境內委託專業服務代理機構受理該股東會之服務業務(如受理股東投票事宜)。 (B) 股東會之召開得依上市規範以股東會議識會議或其他經中華民國公司法主管機關公告之方式為之,以股東會議識會議方式召開股東會者,股東以視訊通訊設備參與會議,視為親自出席。有關於股東會以股東會議識會議為之,本公司應符合之條件、作業程序及其他應遵行事項,應遵循中華民國證券法令規定。 (A) At these meetings the report of the Directors (if any) shall be presented. Subject to Article 41(B), during the period of publicly offering new Shares in the R.O.C., all physically general meetings shall be held in the R.O.C. For so long as the Shares are registered in the Emerging Market or listed on the "TPEX" or Taipei Exchange or TWSE, if the Board resolves to hold a physically general meeting outside the R.O.C., the Company shall apply for the approval of the "TPEX" or Taipei Exchange (or the TWSE, if applicable) thereof within two (2) days after the Board adopts such resolution. Where a general meeting is to be held outside the R.O.C., the Company shall engage a duly licensed stock service agent within R.O.C. to handle the administration of shareholder services of such general meeting	董事會應於股東會提出報告,於本公司股票在中華民國境內公開發行情期間,本公司所有股東均應於中華民國境內召開,如本公司股票已在證券櫃檯買賣中心或臺灣證券交易所掛牌,董事會決議在中華民國境內召開股東會時,本公司應於中華民國境內委託專業服務代理機構受理該股東會之服務業務(如受理股東投票事宜)。 (B) 股東會議識會議之召開得依上市規範以股東會議識會議或其他經中華民國公司法主管機關公告之方式為之,以股東會議識會議方式召開股東會者,股東以視訊通訊設備參與會議,視為親自出席。有關於股東會以股東會議識會議為之,本公司應符合之條件、作業程序及其他應遵行事項,應遵循中華民國證券法令規定。 (A) At these meetings the report of the Directors (if any) shall be presented. During the period of publicly offering new Shares in the R.O.C., all general meetings shall be held in the R.O.C. For so long as the Shares are registered in the Emerging Market or listed on the "TPEX" or Taipei Exchange or TWSE, if the Board resolves to hold a general meeting outside the R.O.C., the Company shall apply for the approval of the "TPEX" or Taipei Exchange (or the TWSE, if applicable) thereof within two (2) days after the Board adopts such resolution. Where a general meeting is to be held outside the R.O.C., the Company shall engage a duly licensed stock service agent within R.O.C. to handle the	配合「公開發行股票公司服務處理準則部分條文」及「外國發行人註冊地區股東權益保護事項檢查表」之修訂,增訂公司以視訊會議召開股東會之規定,並調整項次。

4)

條號	修訂條文	原條文	說明
	days' notices in writing, specifying the place, the day and the time of meeting and, in the case of special business, the general nature of that business, shall be given in manner hereinafter provided, or in such other manner (if any) as may be prescribed by the Company in general meetings, and shall be given to such persons as are entitled to vote or may otherwise be entitled under these Articles of the Company to receive such notices from the Company for any annual and extraordinary general meetings, respectively; provided that, in the case of a shareholder holding less than one thousand (1,000) registered Shares, the aforesaid notices may be given by posting on the MOPS. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting and the general nature of the business. The notice for a general meeting may be given by means of electronic communication if the Company obtains prior consent from the Shareholders or as permitted by the Law and R.O.C. Laws.	股東會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料。 (C) 本公司股東會採行書面行使表決權者,並應將前項資料及書面行使表決權用紙,併同寄送給股東。 (A) At least thirty (30) and fifteen (15) days' notices in writing, specifying the place, the day and the time of meeting and, in the case of special business, the general nature of that business shall be given in manner hereinafter provided, or in such other manner (if any) as may be prescribed by the Company in general meetings, shall be given to such persons as are entitled to vote or may otherwise be entitled under these Articles of the Company to receive such notices from the Company for any annual and extraordinary general meetings, respectively; provided that, in the case of a shareholder holding less than one thousand (1,000) registered Shares, the aforesaid notices may be given by posting on the MOPS. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting and the general nature of the business. The notice for a general meeting may be given by means of electronic communication if the Company obtains prior consent from the Shareholders or as permitted by the Law and R.O.C. Laws.	
	(B) A notice of general meeting shall specify the place, date and time of the meeting and the reasons for which the meeting is to be held through Communication Facilities, the notice of meeting shall further include (a) instructions on how shareholders can attend the meeting and exercise their rights, (b) countermeasures against Communication Facilities failures caused by force majeure events, (c) the date of the postponed or adjourned meeting in case that the meeting is required to be postponed or adjourned, and (d) appropriate alternative measures for shareholders who have difficulties attending the meeting via Communication Facilities. (C) The Company shall publish all		

(接下頁)

5)

條號	修訂條文	原條文	說明
	related information including the written notice for convening the general meetings, the proxy form, all proposals to be approved and discussed at the meetings, proposals to elect or discharge Directors and all other reasons and explanations for proposals to be discussed at the meetings at least 30 or 15 days prior to any annual or extraordinary general meetings, respectively. (C) Where voting powers of Shareholders at a general meeting are to be exercised in writing, the materials prescribed under Article 43(B) as well as the ballot shall be mailed to the Shareholders by post.		
		(B) The Company shall publish all related information including the written notice for convening the general meetings, the proxy form, all proposals to be approved and discussed at the meetings, proposals to elect or discharge Directors and all other reasons and explanations for proposals to be discussed at the meetings at least 30 or 15 days prior to any annual or extraordinary general meetings, respectively. (C) Where voting powers of Shareholders at a general meeting are to be exercised in writing, the materials prescribed under Article 43(B) as well as the ballot shall be mailed to the Shareholders by post.	
45	於本公司股票在中華民國境內公開發行期間，本公司召開股東會應編製股東會議事手冊並準備相關資料，且應依中華民國上市規範及其他應適用之中華民國法令，於股東常會開會21日前或股東臨時會開會15日前，公告於金管會及證券櫃檯買賣中心或臺灣證券交易所指定之網站上。但本公司於最近會計年度終了日實收資本額達新臺幣一百億元以上或最近會計年度召開股東常會其股東出席或委託出席之股數達該公司總發行額百分之三十三以上者，應於股東常會開會三十日前或前開電子檔案之傳送，所稱之外資及陸資應以中華民國公司法認定之。	於本公司股票在中華民國境內公開發行期間，本公司召開股東會應編製股東會議事手冊並準備相關資料，且應依中華民國上市規範及其他應適用之中華民國法令，於股東常會開會21日前或股東臨時會開會15日前，公告於金管會及證券櫃檯買賣中心或臺灣證券交易所指定之網站上。	配合「外國發行人註冊地國股東權益保護事項檢查表」之修訂，刪除本條規定。

6)

條號	修訂條文	原條文	說明
	During the period of publicly offering new Shares in the R.O.C., the Company shall prepare a manual for each general meeting and the relevant materials, and shall be published on the website designated by the Commission and the "TPEX" or Taipei Exchange or TWSE twenty-one (21) days prior to the meeting date of the annual general meeting, or fifteen (15) days prior to the meeting date of the extraordinary general meeting, pursuant to the Applicable Listing Rules and other applicable R.O.C. Laws; provided that, if the paid-in capital of the Company is or more than NTD ten billion or the Shareholders of the Company from foreign investment or China investment provided in the Register in the latest annual general meeting is or more than 30%, the Company shall publish a manual for each general meeting and the relevant materials on the website designated by the Commission and the "TPEX" or Taipei Exchange or TWSE thirty (30) days prior to the meeting date of the annual general meeting. The aforementioned foreign investment and China investment shall be identified pursuant to R.O.C. Laws.		
60	股東以書面或電子方式行使表決權，又以委託書或代理人出席股東會者，以該行為為準。委託書送達本公司後，股東親自出席股東會者，應以股東親自行使之表決權為準。 In case a Shareholder has exercised his voting power in writing or by way of electronic transmission, and has also authorised a proxy to attend the Shareholders' meeting on his behalf, then the one whichever is later shall prevail. After the service of the power of attorney or a proxy to the Company, in case the shareholder issuing the said proxy attends the shareholders' meeting in person, the voting power exercised by the shareholder in person at the meeting shall prevail.	股東以書面或電子方式行使表決權，又以委託書或代理人出席股東會者，以該行為為準。委託書送達本公司後，股東親自出席股東會者，應以股東親自行使之表決權為準。 In case a Shareholder has exercised his voting power in writing or by way of electronic transmission, and has also authorised a proxy to attend the Shareholders' meeting on his behalf, then the one whichever is later shall prevail. After the service of the power of attorney or a proxy to the Company, in case the shareholder issuing the said proxy attends the shareholders' meeting in person, the voting power exercised by the shareholder in person at the meeting shall prevail.	配合「外國發行人註冊地國股東權益保護事項檢查表」之修訂，刪除本條與書面方式行使表決權相關規定。
66	在符合開會法令下，本公司召開股東會時，應採行以書面或電子方式行使表決權，惟須於股東會召集通知內載明其行使方式後始可為之。在符合開會法令下，本公司除採行以書面或電子方式行使表決權外，並得採行以書面或電子方式行使表決權。其行使方式應載明於股東會召集通知。	在符合開會法令下，本公司召開股東會時，得採行以書面或電子方式行使表決權，惟須於股東會召集通知內載明其行使方式後始可為之。在符合開會法令下，本公司除採行以書面或電子方式行使表決權外，並得採行以書面或電子方式行使表決權。其行使方式應載明於股東會召集通知。	配合「外國發行人註冊地國股東權益保護事項檢查表」之修訂，將電子方式規定為表決權行使方式之一，並刪除本條與書面方式行使表決權相關規定。

7)

條號	修訂條文	原條文	說明
	Subject to the Law, the Company shall adopt electronic means of exercising voting rights. The votes may be exercised in writing or by way of electronic transmission, provided that, if the method for exercising the votes has been described in the notice of the general meeting subject to the Law, the Company shall facilitate and allow Shareholders to exercise the votes in writing or by way of electronic transmission if the general meeting is held outside of the R.O.C. and shall specify the method of such exercising of votes in the meeting notice subject to the Law.	The votes may be exercised in writing or by way of electronic transmission if the method for exercising the votes has been described in the notice of the general meeting subject to the Law. The Company shall facilitate and allow Shareholders to exercise the votes in writing or by way of electronic transmission if the general meeting is held outside of the R.O.C. and shall specify the method of such exercising of votes in the meeting notice, subject to the Law.	
67	在符合開會法令下，如股東係依上述第66條所述方式，透過書面或電子方式行使表決權時，其表決應算入表決權數，但該項次股東會之臨時動議及原議案之修正，視為棄權。 A Shareholder who exercises his votes in writing or by way of electronic transmission as set forth in the preceding Article 66 shall be counted towards the quorum, but shall be deemed to have waived his votes in respect of any ad hoc motions and the amendments to the contents of the original proposals at such general meeting, subject to the Law.	在符合開會法令下，如股東係依上述第66條所述方式，透過書面或電子方式行使表決權時，其表決應算入表決權數，但該項次股東會之臨時動議及原議案之修正，視為棄權。 A Shareholder who exercises his votes in writing or by way of electronic transmission as set forth in the preceding Article 66 shall be counted towards the quorum, but shall be deemed to have waived his votes in respect of any ad hoc motions and the amendments to the contents of the original proposals at such general meeting, subject to the Law.	
68	股東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2日前送達本公司；在符合開會法令下，送達本公司之意思表示有兩次以上時，以最先送達者為準，但後送達之意思表示聲明撤銷前次意思表示者，不在此限。 A Shareholder shall deliver his declaration about the votes in writing or by way of electronic transmission to the Company no later than the second day prior to the scheduled meeting date of the general meeting, whereas if two (2) or more declarations are delivered to the Company, the first declaration shall prevail unless an explicit statement to revoke the previous declaration is made in the declaration which comes later, subject to the Law.	股東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2日前送達本公司；在符合開會法令下，送達本公司之意思表示有兩次以上時，以最先送達者為準，但後送達之意思表示聲明撤銷前次意思表示者，不在此限。 A Shareholder shall deliver his declaration about the votes in writing or by way of electronic transmission to the Company no later than the second day prior to the scheduled meeting date of the general meeting, whereas if two (2) or more declarations are delivered to the Company, the first declaration shall prevail unless an explicit statement to revoke the previous declaration is made in the declaration which comes later, subject to the Law.	配合「外國發行人註冊地國股東權益保護事項檢查表」之修訂，將電子方式規定為表決權行使方式之一，並刪除本條與書面方式行使表決權相關規定。
69	股東以書面或電子方式行使表決權後，親自出席股東會者，應以股東親自行使之表決權為準。 In case a Shareholder who has exercised his/her votes in writing or by way of electronic transmission in person, the voting power exercised by the shareholder in person at the meeting shall prevail.	股東以書面或電子方式行使表決權後，親自出席股東會者，應以股東親自行使之表決權為準。 In case a Shareholder who has exercised his/her votes in writing or by way of electronic transmission in person, the voting power exercised by the shareholder in person at the meeting shall prevail.	配合「外國發行人註冊地國股東權益保護事項檢查表」之修訂，將電子方式規定為表決權行使方式之一，並刪除本條與書面方式行使表決權相關規定。

8)

條號	修訂條文	原條文	說明
72	除股東會另有決議外，本公司董事會設置之董事人數不得少於5人或多於10人，實際選任董事人數應不時由股東會以普通決議定之。最初之董事人選由本公司組織章程大綱上所載發起人選定或指派。於本公司股票在中華民國境內公開發行期間，董事會應採行下列比例之獨立董事，獨立董事中至少一人必須在中華民國設有戶籍，獨立董事之資格應符合相關法令、上市規範或其他中華民國法令對外國發行人之要求。 Unless otherwise determined by the Company in general meeting, the number of Directors shall be no less than five (5) Directors and no more than ten (10) Directors, the exact number of Directors to be determined from time to time solely by an Ordinary Resolution of the general meeting. The Directors shall be elected or appointed in the first place by the subscribers to the Memorandum of Association. During the period in which the Company is listed on TWSE or TPEX of publicly offering new Shares in the R.O.C., Directors with registered residence address in the R.O.C. shall constitute more than half of the members of the Board, and the qualifications of such Independent Directors shall be in compliance with applicable law, rules or regulators or the Applicable Listing Rules or other applicable R.O.C. Laws required for a foreign issuer.	除股東會另有決議外，本公司董事會設置之董事人數不得少於5人或多於10人，實際選任董事人數應不時由股東會以普通決議定之。最初之董事人選由本公司組織章程大綱上所載發起人選定或指派。於本公司股票在中華民國境內公開發行期間，董事會應採行下列比例之獨立董事，獨立董事中至少一人必須在中華民國設有戶籍，獨立董事之資格應符合相關法令、上市規範或其他中華民國法令對外國發行人之要求。 Unless otherwise determined by the Company in general meeting, the number of Directors shall be no less than five (5) Directors and no more than ten (10) Directors, the exact number of Directors to be determined from time to time solely by an Ordinary Resolution of the general meeting. The Directors shall be elected or appointed in the first place by the subscribers to the Memorandum of Association. During the period in which the Company is listed on TWSE or TPEX of publicly offering new Shares in the R.O.C., Directors with registered residence address in the R.O.C. shall constitute more than half of the members of the Board, and the qualifications of such Independent Directors shall be in compliance with applicable law, rules or regulators or the Applicable Listing Rules or other applicable R.O.C. Laws required for a foreign issuer.	配合「臺灣證券交易所股份有限公司等審判」之修訂，調整本條關於董事之規定。
83	本公司設置獨立董事人數不得少於三人且獨立董事應佔全體董事席次三分之一以上，獨立董事因故辭任，缺額不足最低人數規定之三人時，應於最近一次股東會補選之。獨立董事均解任時，本公司應自事實發生之日起60日內，召開股東臨時會補選之。 The number of Independent Directors of the Company shall not be less than three (3) and not less than one-third of the total number of Directors. When an Independent Director ceases to act, resulting in a number of Directors lower than that minimum number required three (3) Persons, an election for Independent Director shall be held at the next following general meeting. When all Independent Directors cease	本公司設置獨立董事人數不得少於三人且獨立董事應佔全體董事席次三分之一以上，獨立董事因故辭任，缺額不足最低人數規定之三人時，應於最近一次股東會補選之。獨立董事均解任時，本公司應自事實發生之日起60日內，召開股東臨時會補選之。 The number of Independent Directors of the Company shall not be less than three (3) and not less than one-third of the total number of Directors. When an Independent Director ceases to act, resulting in a number of Directors lower than that minimum number required three (3) Persons, an election for Independent Director shall be held at the next following general meeting. When all Independent Directors cease	配合「上市上櫃公司治理實務守則」之指引，調整本條關於獨立董事席次比例之規定。

9)

條號	修訂條文	原條文	說明
	all Independent Directors cease to act, the Company shall convene an extraordinary general meeting to hold an election within sixty (60) days from the date on which the situation arose.	to act, the Company shall convene an extraordinary general meeting to hold an election within sixty (60) days from the date on which the situation arose.	
86B (本條刪除)		審計委員會之獨立董事除於董事會不為召集或不能召集股東會外，得為本公司副召集人，於有必要時，召集股東會。Other than when the board of Directors is unwilling or unable to convene a general meeting that an Independent Director of the Audit Committee may convene a general meeting, an Independent Director of the Audit Committee may convene an extraordinary general meeting for the interest of the Company if necessary.	配合「外國發行人註冊地國股東權益保護事項檢查表」之修訂，刪除本條規定。

新任董事及其代表人候選人解除競業行為之限制一覽表

職稱	姓名	擔任其他公司名稱及職務
董事	鄭國樞	1. 香港安達有限公司董事
		2. 江蘇百宏複合材料科技股份有限公司董事長兼總經理
		3. 東莞百宏實業有限公司董事長兼總經理
		4. 無錫百宏實業有限公司董事長
		5. 上海百期紡織貿易有限公司董事
		6. 香港百期國際貿易有限公司董事
		7. 宏興有限公司董事
		8. 越南百宏責任有限公司董事長
		9. 東莞百和商務服務有限公司董事長
董事	百和國際有限公司 代表人：黃士釗	1. 北京元茂商貿有限公司董事長
		2. 山東華華經貿有限公司董事長
董事	曹永仁	總大地產開發股份有限公司獨立董事及薪酬委員
獨立董事	陳文昂	1. 利保國際股份有限公司董事
		2. 東益利豐商標製造有限公司董事長
		3. 高傑發展有限公司董事長
		4. 無錫利得服裝輔料製造有限公司董事長
		5. 越南利保國際有限公司董事
		6. 平陽利保國際有限公司董事長