



永冠能源科技集團有限公司
2015年股東常會議事錄

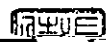


開會時間：2015年6月2日（星期二）上午九時

開會地點：桃園市土庫區土庫路777號（地址位於土庫區一樓1010室）

出席：本公司發行股份總數：105,862,197股
出席股東所持股數：77,070,762股
出席股數占全部已發行股數：72.80%

參加出席董事：張賢銘、蔡樹根、張文龍、張正忠、許玉葉、陳戊己、吳丁財、獨立董事張城隆、獨立董事陳慶洪、獨立董事魏嘉民等10人



第三案

案由：本公司 2014 年度中華民國境內第一次無擔保轉換公司債發行情形報告。

說明：1、本公司為增進透明度及大密於深次人而卡，於八上社

民國境內第一次無擔保轉換公司債。

2、謹檢附本公司 2014 年度中華民國境內第一次無擔保轉換公司債辦理情形，請參閱第 7 頁(附件 3)。

第四案

案由：修訂本公司「企業社會責任實務守則」報告。

說明：1、爰依臺灣證券交易所股份有限公司 2014 年 11 月 7 日臺證治理字第 1030022825 號函及參酌國際主要企業社會責任、上掛八的等如明規條，修訂本公司「企業社會責任實務守則」部份條文。

任實務守則」部份條文。

2、謹檢附修訂條文對照表，請參閱第 8~19 頁(附件 4)。

竣並出具審計委員查核報告書存案。

2、謹檢附本公司 2014 年度營業報告書、會計師查核報告書及

△ 營業報告書、會計師查核報告書、及 2014 年度營業報告書

件 6)。

決議：本案經主席徵詢全體出席股東，無異議照案通過。

第二案

董事會提

案由：本公司 2014 年度盈餘分配承認案，提請承認。

說明：1、擬修改本公司之公司章程大綱，將本公司之授權資本總額由新台幣 1,200,000,000 元，股份總數為 120,000,000 股、每股面額新台幣 10 元，修正為新台幣 1,500,000,000

元，股份總數為 150,000,000 股、每股面額新台幣 10 元。
2、授權本公司董事長張賢銘先生或董事張文龍先生為所有

3、授權本公司之註冊代理人向開曼群島公司登記處為必要之申報。

決議：本案經主席徵詢全體出席股東，無異議昭案通過。

附件 1：本公司 2014 年度營業報告書

營業報告書

2014 年度營業報告書

永冠集團 2014 年合併營收為新台幣 72.06 億元，較去年同期成長 22.2%，出貨量達 134,471 噸，較去年同期成長 19.7%，各產品應用中，能源類、注塑機、產業機械與醫

噸，成長 15%之目標；獲利方面，毛利率與營益率各別為 31.3%與 18.7%，分別較去年
同期之 28.6%與 14.6%增加 2.7%與 4.1%，而淨利率為 10.7%，亦較去年同期 5.2%

附件 2：本公司 2014 年度審計委員查核報告書

永冠能源科技集團有限公司

審計委員查核報告書

董事會造具本公司 2014 年度營業報告書、合併財務報
表及盈餘分配議案等。上述營業報告書、合併財務報表及盈

法令之規定報告如上，敬請 鑒核。

此致

本公司 2015 年股東常會

附件 3：本公司 2014 年度中華民國境內第一次無擔保轉換公司債辦理情形

公司債辦理情形

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附件 4：「企業社會責任實務守則」修訂條文對照表

修正條文	現行條文	說明
第一條	第一條	參考國際組織對企業社會責

修正條文	現行條文	說明
所屬集團企業整體營運活動 對利害關係人→影響等，訂	契約及相關規範，並宜考慮 因下列各款所列各款之項目	「遵守法令及章程之規 則」

修正條文	現行條文	說明
		第一款文字酌予修正。
第六條	第九條	一、上市上櫃公司誠信經營

修正條文	現行條文	說明
		否任命經營管理階層自書

修正條文	現行條文	說明
<u>度。</u>		四、另考量規範內容之相似性，爰將現行條文第十條

修正條文	現行條文	說明
境負荷衝擊低之再生物料， 使地球資源能永續利用。	境負荷衝擊低之再生物料， 使地球資源能永續利用。	

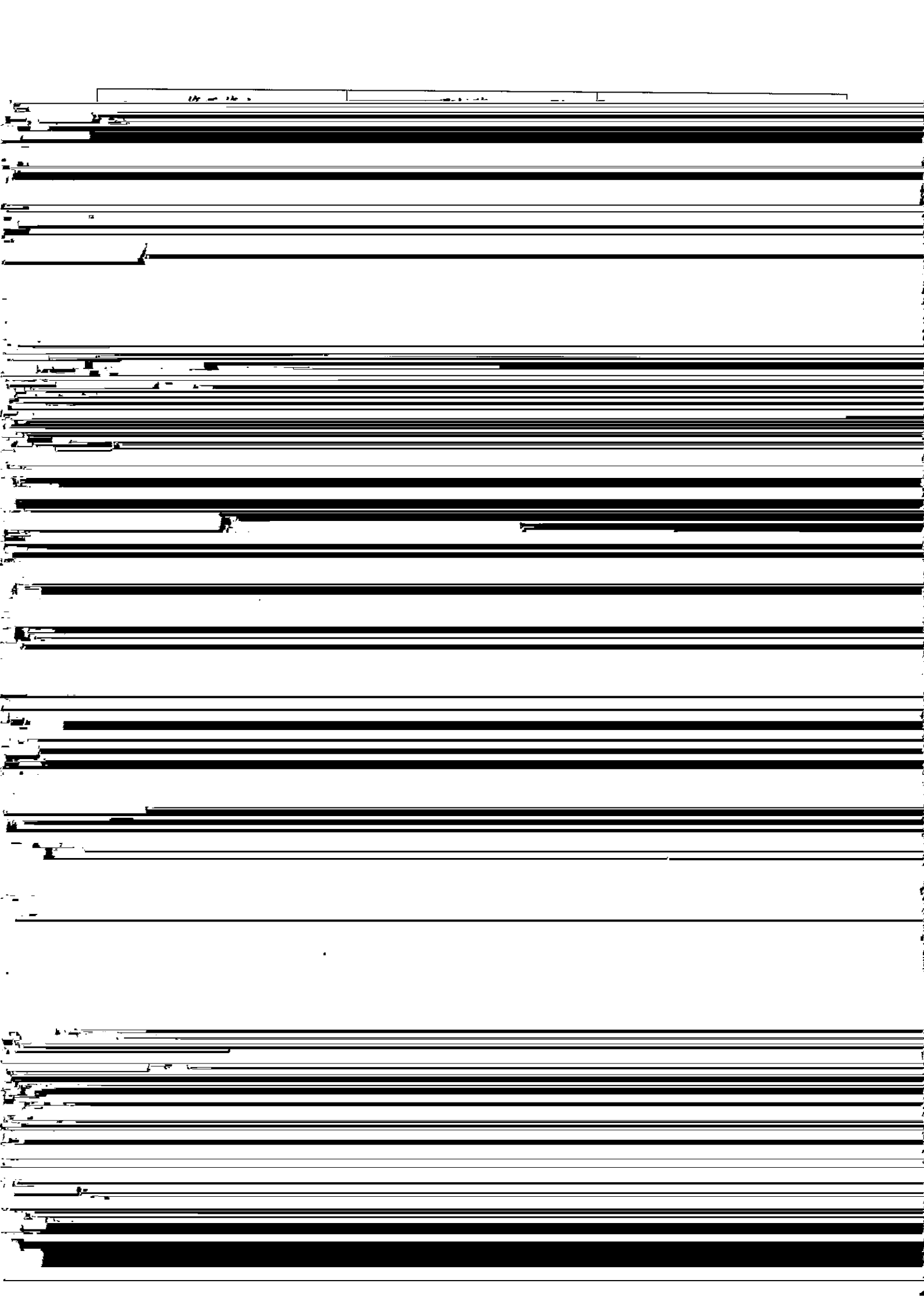
修正條文

現行條文

說明



修正條文	現行條文	說明
成營運中斷之各種風險，降低對於消費者與社會造成之衝擊。	供透明且有效之客戶申訴程序，公平、即時處理客戶之申訴，並應遵守相關法規確	交通業等)之可能，且影響層面極廣，有需要額外投入資源管理。並新增管



修正條文	現行條文	說明
括如下： 一、廢止《社會責任法》	廢止《社會責任法》	訂現行條文第一項文 六、以法人為限

附件 5:「誠信經營守則」及「誠信經營守則作業程序及行為指南」修訂條文對照表

「誠信經營守則」修訂條文對照表

Table area containing multiple rows of text, heavily obscured by black redaction bars. The content is illegible due to the redaction.

修正條文

現行條文

說明

修正條文	現行條文	說明
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特種空勤

十、產品及服務於研發、採

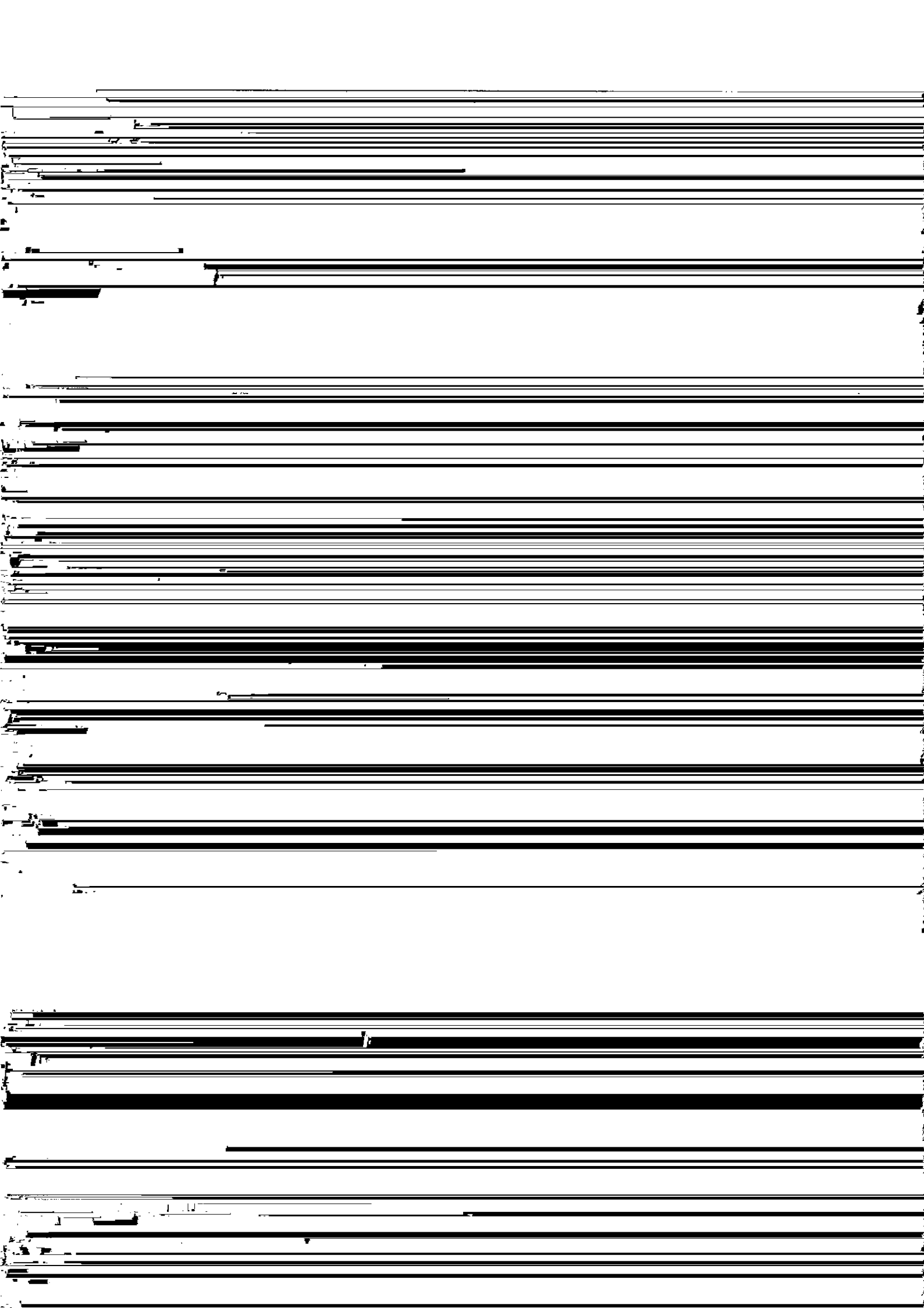
修正條文	現行條文	說明
	在地法律者，不在此限。	之防範措施；第六條業 規定：「上市上櫃公司訂 定防範方案，應符合公 司及其實業公司之

修正條文	現行條文	說明
其他侵害智慧財產權之行		

修正條文	現行條文	說明
<p><u>融入公司經營策略，並配合法令制度訂定確保誠信經營之相關防弊措施。</u></p> <p><u>二、訂定防範不誠信行為方案，並於各方案內訂定作業業務相關標準作業程序及行為指南。</u></p> <p><u>三、規劃內部組織、編制與職掌，對營業範圍內較高不誠信行為風險之營業活動，安置相互監督制衡機制。</u></p> <p><u>四、誠信政策宣導訓練之推動及協調。</u></p> <p><u>五、規劃檢舉制度，確保執行之有效性。</u></p> <p><u>六、協助董事會及管理階層查核及評估落實誠信經營所建立之防範措施是否有效運作，並定期就相關業務流程進行評估遵循情形，作成報告。</u></p>		
<p>第 11 條 誠信政策之訂定</p>	<p>第 11 條 誠信政策之訂定</p>	<p>訂入第一條條 不適用「財</p>



修正條文	現行條文	說明
本公司應依本守則第六條規	本公司訂定防範不誠信行為	條文字及條次變更。



修正條文	現行條文	說明
		司內部或公司委託之外 部獨立機構，或向主管 機關、證券交易所等單 位申報。

修正條文

現行條文

說明

「誠信為空則在學程序及行為此土 彼和彼子此四去」

修正條文	現行條文	說明
<p>一、提供或承諾之人與其無職務上利害關係者，應於收受之日起三日內，陳報其直屬主管，必要時並知會本公司專責單位。</p> <p>二、提供或承諾之人與其職務有利害關係者，應予退還或拒絕，並陳報其直屬主管及知會本公司專責單位；無法</p>	<p>一、提供或承諾之人與其無職務上利害關係者，應於收受之日起三日內，陳報其直屬主管，必要時並知會本公司專責單位。</p> <p>二、提供或承諾之人與其職務有利害關係者，應予退還或拒絕，並陳報其直屬主管及知會本公司專責單位；無法</p>	<p>修正本條文字。</p>

修正條文	現行條文	說明
四、因贊助所能獲得的回饋與個人	四、因贊助所能獲得之回饋與個人	

[REDACTED]

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修正條文	現行條文	說明
求、提供或收受賄賂。 本公司進行前項評估時，可採行適當查 訪程序，就下列事項檢視高階管理人員	求、提供或收受賄賂。 本公司進行前項評估時，可實行適當查 訪程序，就下列事項檢視高階管理人員	

修正條文	現行條文	說明
法規等。	法規等。	

附件 6：會計師查核報告及合併財務報表

勤業信託聯合會計師事務所

Taipei 10596, Taiwan, R.O.C.

Tel : +886 (2) 2545-9988

Fax: +886 (2) 4051-6888

www.deloitte.com.tw

Yeong Guan Energy Technology Corp., Ltd.及子公司

民國 103 年 12 月 31 日



單位：新台幣仟元

代 碼	資 產	103年12月31日		102年12月31日	
		金 額	%	金 額	%
	流動資產				
1100	現金及約當現金 (附註四及六)	\$ 2,942,384	25	\$ 1,556,711	16
1110	透過損益按公允價值衡量之金融資產—流動 (附註四、五及十)	1,279	-	1,043	-
1147	無活絡市場之債券投資—流動 (附註四及八)	-	-	24,480	-
1150	應收票據 (附註四及六)	183,066	2	1,177,730	12
1170	應收帳款淨額 (附註四、五、九及二六)	1,810,772	16	1,790,079	19
130X	存貨淨額 (附註四、五及十)	1,411,235	12	1,106,212	12
1419	預付款項	135,208	1	133,540	1
1470	其他流動資產 (附註四、五及十)	212,552	2	222,124	2
11XX	流動資產總計	6,726,616	58	4,971,886	52

Yeong Guan Energy Technology Group Co., Ltd. 及子公司

單位：新台幣仟元，惟
每股盈餘為元

代 碼		103年度		102年度	
		金 額	%	金 額	%
4000	營業收入 (附註四及二六)	\$7,206,294	100	\$5,899,431	100
5000	營業成本 (附註四、十、二 十及二六)	<u>4,948,583</u>	<u>69</u>	<u>4,212,042</u>	<u>72</u>
5900	營業毛利	<u>2,257,711</u>	<u>31</u>	<u>1,687,389</u>	<u>28</u>

(承前頁)

代 碼		103年度		102年度	
		金 額	%	金 額	%
7900	稅前淨利	\$ 1,321,077	18	\$ 729,576	12
7950	所得稅 (附註四及二一)	210,260	4	188,457	2
8200	本期淨利	1,001,817	14	541,119	9
8310	其他綜合損益 國外營運機構財務報表 換算之兌換差額	<u>455,109</u>	<u>6</u>	<u>286,228</u>	<u>5</u>
8500	本期綜合損益總額	<u>\$ 1,456,926</u>	<u>20</u>	<u>\$ 827,347</u>	<u>14</u>
	淨利歸屬於：				
8610	本公司業主	<u>890,167</u>	<u>14</u>	<u>541,119</u>	<u>9</u>
8620	非控制權益	<u>(347)</u>	<u>-</u>	<u>-</u>	<u>-</u>
8600		<u>\$ 1,001,817</u>	<u>14</u>	<u>\$ 541,119</u>	<u>9</u>
	綜合損益總額歸屬於：				
8710	本公司業主	\$ 1,453,033	20	\$ 827,347	14
8720	非控制權益	<u>3,893</u>	<u>-</u>	<u>-</u>	<u>-</u>
8700		<u>\$ 1,456,926</u>	<u>20</u>	<u>\$ 827,347</u>	<u>14</u>
	每股盈餘 (附註二二)				
9750	基 本	<u>\$ 9.78</u>		<u>\$ 5.36</u>	
9850	稀 釋	<u>\$ 9.62</u>		<u>\$ 5.35</u>	

後附之附註係本合併財務報告之一部分。

肆行元

總額

1,212

7,311

2,311

2,577

2,119

1,228

1,347

1,430

-

1,112

1,112

1,817

1,102

1,926

1,854

1,829

1,125

1,052

Yeong Guan Energy Technology Group Co., Ltd.及子公司

合併現金流量表

民國 103 年及 102 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

代 碼		103年度	102年度
	營業活動之現金流量		
A10000	稅前淨利	\$ 1,321,077	\$ 729,576
A20010	不影響現金流量之收益費損項目		
A20100	折舊費用	428,078	408,888
A20200	攤銷費用	2,298	2,147
A20300	呆帳費用提列(回轉)	(66,501)	62,094

A20400 透過損益按公允價值衡量金融

	商品之淨益	(329)	(1,902)
A20900	利息費用	54,848	71,270

A22500	處分及報廢不動產、廠房及設備淨損	261	1,978
A23500	金融資產減損損失	-	76,403

A23800	存貨跌價及呆滯損失(回升利益)	5,717	(16,508)
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A24100	未實現外幣兌換淨益	(16,670)	(8,229)
A29900	預付租賃款攤銷	6,869	7,025

A30000	營業資產及負債淨變動數	(25,622)	(6,222)
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(承前頁)

代 碼		103年度	102年度
	投資活動之現金流量		
B00600	取得無活絡市場之債券投資		
B00700	處分無活絡市場之債券投資價款	24,671	-
B02700	取得不動產、廠房及設備	(268,270)	(97,166)
B02800	處分不動產、廠房及設備價款	868	19,286
B04500	取得無形資產	(1,009)	(3,170)
B06700	其他非流動資產增加	(6,601)	(1,590)
B07100	預付設備款增加	(341,440)	(106,129)
B07300	巨額預付和保林		10,100
B07500	收取之利息	43,763	14,507
PPPP	投資活動之淨現金流出	(548,049)	(183,082)

附件 7：本公司 2014 年度盈餘分配表

永冠能源科技集團有限公司



2014 年度盈餘分配表

單位：新台幣元

項 目	金額
期初未分配盈餘	1,180,502,262

附件 8：本公司修訂後「公司章程大綱」、「公司章程」及修訂條文對照表

本公司「公司章程大綱」修訂條文對照表

現行條文	修正條文	修正說明
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本公司修訂後「公司章程大綱」

EXEMPTED COMPANY LIMITED BY SHARES

SECOND AMENDED AND RESTATED

MEMORANDUM OF ASSOCIATION

OF

Yeong Guan Energy Technology Group Company Limited

永冠能源科技集團有限公司

1. The name of the Company is Yeong Guan Energy Technology Group Company Limited 永冠能源科技集團有限公司.
2. The Registered Office of the Company shall be at the offices of Codan Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box. 2681,

3. Subject to the following provisions of this Memorandum, the objects for which

開曼群島公司法

股份有限公司

第二次修訂及重述章程大綱

Yeong Guan Energy Technology Group Company Limited

永冠能源科技集團有限公司

(經 2015 年[-]月[-]日特別決議通過，並於特別決議通過時立即生效)

1. 本公司之總名為 Yeong Guan Energy Technology Group Company Limited 中文

能源科技集團有限公司。

2. 本公司註冊所在地為 Codan Trust Company (Cayman) Limited 之所在地，即

開曼群島 Cricket Square, Hutchins Drive, P.O. Box 2681, George Town

現行條文	修正條文	修正說明
2.2. Where the Company has...	2.2. Where the Company has...	2.2.1

現行條文	修正條文	修正說明
(the “Threshold”), unless with prior approval by the <u>TSE</u> . Where any person among the persons elected for appointment as	(the “Threshold”), unless with prior approval by the <u>ROC competent authority</u> . Where any person among the persons elected	Shareholders' Rights Protection Checklist

現行條文	修正條文	修正說明
之關係人全體間，所得照申選要	投票制選出之關係人全體間，所	

現行條文	修正條文	修正說明
(新增)	33.5 除音程只右相定外，右明甚重、	和人五滋

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現行條文	修正條文	修正說明
	<p><u>during the term of office as a Director, transferred more than one half of the Company's shares being held by him/her at the time he/she is elected, he/she shall, ipso facto, be removed automatically from the position of Director with immediate effect and no shareholders' approval shall be required.</u></p> <p>36.3 <u>If any Director has, after having been elected and before his/her inauguration of the office of Director, transferred more than one half of the Company's shares being held by him/her at the time of his/her election as a Director, then he/she shall immediately cease to be a</u></p>	

現行條文	修正條文	修正說明
(e) 經相關管轄法院或官員裁決其無行為能力，或依適用法律，其行為能力受有限制；	(e) 經相關管轄法院或官員裁決其無行為能力，或依適用法律，其行為能力受有限制；	

本公司修訂後「公司章程」

**EIGHTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF
Yeong Guan Energy Technology Group Company Limited
永冠能源科技集團有限公司**

(Adopted by a special resolution passed by the members of the company on [-])

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<p>Table A INTERPRETATION</p>	<p>22. Quorum and Proceedings at General Meetings</p>	<p>MEETINGS OF THE BOARD OF DIRECTORS</p>
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**EIGHTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF**

Yeong Guan Energy Technology Group Company Limited

永冠能源科技集团有限公司

(Adopted by a special resolution passed by the members of the company on [-])

Table A

The regulations in Table A in the First Schedule to the Law (as defined below) do not apply to the Company.

INTERPRETATION

1. Definitions

1.1 In these eighth Amended and Restated Articles, the following words and expressions shall

where not inconsistent with the context, have the following meanings, respectively:

Applicable Law

the Applicable Public Company Rules, the Law or

Capital Reserve

for the purpose of these Articles only comprises of

of such business venture in accordance with the terms of such contract;

Law

The Companies Law of the Cayman Islands and every modification, reenactment or revision thereof for the time being in force;

Lease Contract

a contract or arrangement between the Company and any other person(s) pursuant to which such person(s) lease or rent from the Company the necessary means and assets to operate the whole business of the Company in the name of such person, and as consideration, the Company receives a pre-determined compensation from such person;

Management Contract

a contract or arrangement between the Company and any other person(s) pursuant to which such person(s) manage and operate the business of the Company in the name of the Company and for the benefits of the Company, and as consideration, such person(s) receive a pre-determined compensation while the Company continues to be entitled to the profits (or losses) of such business;

Market Observation Post System

the public company reporting system maintained by the Taiwan Stock Exchange Corporation, via <http://mops.twse.com.tw/>;

Member

the person registered in the Register of Members as the holder of shares in the Company and, when two or more persons are so registered as joint holders of

shares, means the person whose name stands first in the Register of Members as one of such joint holders or all of such persons as the context so

case the consideration for the transaction being the shares of the surviving or new company or any other company, cash or other assets; or

fall within the definition of "merger and/or

proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;

Subsidiary

with respect to any company, (1) the entity, one half or more of whose total number of the issued

capital 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 shareholders involved in management or board of directors are concurrently acting as the shareholders involved in management or board of directors of such company; and (4) the entity, one half or more of whose total number of the issued voting shares or the total amount of the share capital are held by the same shareholder(s) of

supermajority resolution

such company;

a resolution passed by Members (present in person, by proxy or corporate representative) who

Treasury Shares

Corporation;

has the meaning given thereto in Article 3.11;

Threshold

means the amount defined in Article 3.11.

Relationship within Second Degree of Kinship
threshold for members of the Board as defined in
Article 33.2;

TSE

The Taiwan Stock Exchange Corporation; and

Year

calendar year.

1.2 In these Articles, where not inconsistent with the context:

- (a) words denoting the plural number include the singular number and vice versa;
- (b) words denoting the masculine gender include the feminine and neuter genders;
- (c) words importing persons include companies, associations or bodies of persons whether corporate or not;
- (d) the words:
 - (i) "may" shall be construed as permissive; and

(i) "shall" shall be construed as imperative; and

otherwise as the Company may by resolution of the Members prescribe, provided that no share shall be issued at a discount except in accordance with the Law.

2.6 The Public Offering Portion and the Employee Subscription Portion under Article 2.3 and the preemptive right of Members under Article 2.4 shall not apply in the event that new

shares are issued due to the following reasons or for the following purposes:

- (a) in connection with a Merger, spin-off, or pursuant to any reorganization of the Company;
- (b) in connection with meeting the Company's obligations under share subscription

shares) on such terms and in such manner as the Directors may determine and hold them as treasury shares of the Company in accordance with the Law (“**Treasury Shares**”). If any purchase of the Company’s own shares involves any immediate cancellation of shares of the Company, such repurchase of shares is subject to approval by the Members by way of an ordinary resolution and the number of shares of the Company to be cancelled shall be allocated among all the Members as of the date of such cancellation on a pro rata basis (as rounded up or down to the nearest whole number as determined by the Directors) based on the then prevailing percentage of shareholding of the Members, unless otherwise provided for in the Law or the Applicable Public Company Rules.

Upon approval by Members by way of an ordinary resolution to repurchase and cancel shares of the Company, the repurchase price may be paid in cash or in kind, provided that

payment in kind shall be (a) assessed by an ROC certified public accountant before being submitted by the Board to the Members for approval as part of the ordinary resolution authorising the repurchase and cancellation of shares of the Company; and (b) agreed to

Shares provided that:

- (a) the Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;
- (b) a Treasury Share shall not be voted directly or indirectly at any meeting of the

Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Law.

3.15 After the Company purchases its shares listed on the TSE, any proposal to transfer the Treasury Shares to the employees of the Company and its Subsidiaries at a price below the average actual repurchase price must be approved by special resolution in the next general

meeting and the items required by the Applicable Public Company Rules shall be specified in the notice of the general meeting and may not be proposed as an extemporary motion. The aggregate number of Treasury Shares reserved at all general meetings and

held by such Member. The Board may by resolution determine, either generally or in a particular case, that any or all certificates shall be issued by the Board.

by mechanical means.

5.2 If any certificate shall be issued by the Board, the Board may, by resolution, determine that any or all certificates shall be issued by the Board.

- (b) In the event that the Company has shares that are not listed on the TSE, the Company shall also cause to be kept a register of such shares in accordance with Section 40 of the Law.

- (a) no person shall be recognised by the Company as holding any share on any trust; and
(b) no person other than the Member shall be recognised by the Company as having any right in a share.

9. Transfer of Registered Shares

9.1 Title to shares listed on the TSE may be evidenced and transferred in a manner consistent with the Applicable Public Company Rules (including through the book-entry system of the TDCC) that are applicable to shares listed on the TSE.

9.2 All transfers of shares which are in certificated form may be effected by an instrument of transfer in writing in any usual form or in any other form which the Board may approve and shall be executed by or on behalf of the transferor and, if the Board so requires, by or on behalf of the transferee. Without prejudice to the foregoing, the Board may also resolve either generally or in any particular case upon request by either the transferor or

respect of any share which had been jointly held by such deceased Member with other persons. Subject to the provisions of Section 39 of the Law, for the purpose of this Article, ~~legal personal representative means the executor or administrator of a deceased Member~~

Law.

11.3 Subject to the Law and the Articles, the Company may from time to time by special resolution:

- (a) change its name;
- (b) alter or add to the Articles;
- (c) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein; or
- (d) ~~reduce its share capital and any capital redemption reserve fund in any manner~~

authorised by the Law and the Applicable Public Company Rules.

11.4 Subject to the Law and Article 11.5, the following actions by the Company shall require the approval of the Members by a supermajority resolution:

- (a) effecting any capitalization of distributable dividends and/or bonuses and/or any

12. Variation of Rights Attaching to Shares

If at any time the share capital is divided into different classes of shares, the rights attached to

[REDACTED]

In determining the amount, if any, of the dividend or other distribution it recommends to

- (a) may take into consideration the earnings of the Company, overall development, financial planning, capital needs, industry outlook and future prospects of the

meeting the deficiencies for implementing dividend distribution plans or for any other purpose to which those funds may be properly applied. Pending application, such sums may be in the absolute discretion of the Directors either be employed in the business of the

meeting (including but not limited to the handling of the voting of proxies submitted by Members).

18. Extraordinary General Meetings

18.1 [Redacted]

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meetings.

18.2 [Redacted]

[Redacted]

[Redacted]

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[Redacted]

[Redacted]

materials relating to the matters to be reported and discussed in the general meetings,
including but not limited to election or discharge of Directors, and the appointment of Auditors.

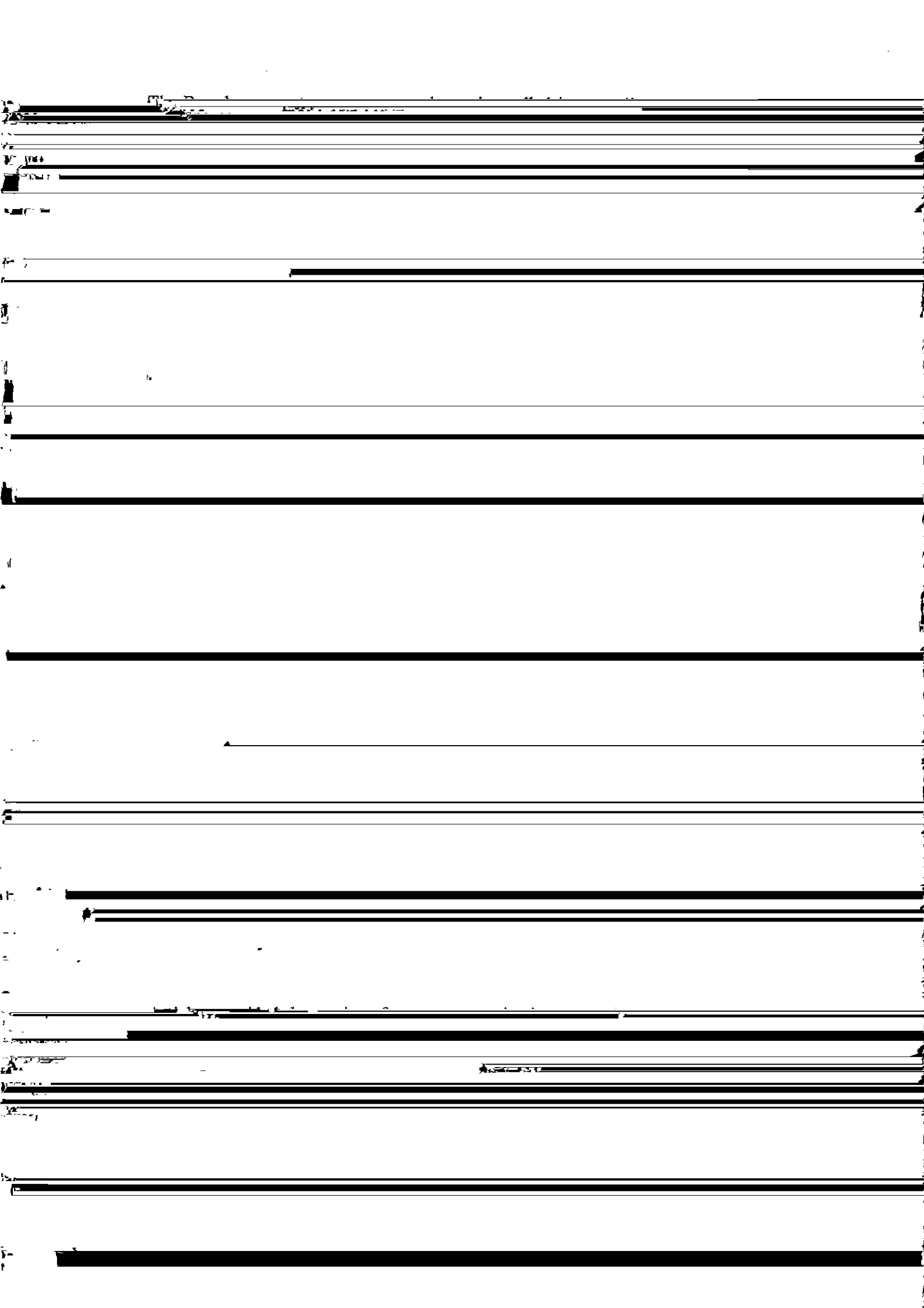
19.1 and 19.2 hereof. If the voting power of a Member at a general meeting shall be exercised by way of a written instrument, the Company shall also send the written

accountants for the purpose of such inspection and review.

20. Giving Notice

20.1 Any Notice or document, whether or not to be given or issued under these Articles from the Company to a Member, shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication, and any such Notice

personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register of Members or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission



the date fixed and announced by the Company for accepting Member(s)' proposal(s).

23. Chairman to Preside

Unless otherwise agreed by a majority of those attending and entitled to vote thereat, the Chairman, shall act as chairman at all meetings of the Members at which such person is present.

Company Rules.

24. Voting on Resolutions

instrument in the later-received voting instrument. For the avoidance of doubt, those Members voted in the manner mentioned in the foregoing shall, for purposes of these Articles and the Law, be deemed to have appointed the chairman of the general meeting as their proxy to vote their shares at the general meeting.

written instrument or electronic document. The chairman as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not

his/her/its proxy pursuant to Article 24.4, and has also validly authorised another proxy to attend a general meeting by completing and returning the requisite proxy form, then the voting power exercised by the proxy (other than the chairman of the meeting) shall be

including but not limited to "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies."

27. Dissenting Member's Appraisal Right

27.1 Subject to compliance with the Law, in the event any of the following conditions _____

[REDACTED]

28.3 For so long as the shares are listed on the TSE, in the event that a Director creates or has created security, charge, encumbrance, mortgage or lien over any shares held by him, then he shall notify the Company of such security, charge, encumbrance, mortgage or lien

at any time the security, charge, encumbrance, mortgage or lien created by a Director is in respect of more than half of the shares held by him at the time of his appointment, then the voting rights attaching to the shares held by such Director at such time shall be reduced, such that the shares over which security, charge, encumbrance, mortgage or lien has been

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 under the Applicable Law are met. The Directors shall elect a vice chairman ("Vice Chairman") amongst all the Directors. In case the Chairman is on leave

or absent or can not exercise his/her power and authority for any cause, the Vice Chairman shall act on his/her behalf

33.2 .A spousal relationship and/or a Family Relationship within the Second Degree of Kinship

for any general meeting to elect one or more Directors.

34.2 The Director(s) shall be elected by Members upon a poll vote by way of cumulative voting (the manner of voting described in this Article to be referred to as "Cumulative Voting")

the following manner:

(i) on an election of Directors the numbers of votes attached to each voting share held

general meeting elect or re-elect all Directors, which vote shall be calculated in accordance with Article 34.2 above. If no resolution is passed to approve that the existing Director(s) who is/are not re-elected at the general meeting that such Director(s)

~~shall remain in office until the next general meeting.~~

Directors shall vacate their office with effect from the 31st day of December 2013.

disqualified from being elected as a Director.

36.2 In case a Director that has, during the term of office as a Director, transferred more than one half of the Company's shares being held by him/her at the time he/she is elected, he/she shall, ipso facto, be removed automatically from the position of Director with immediate effect and no shareholders' approval shall be required.

36.3 If any Director has, after having been elected and before his/her inauguration of the office of Director, transferred more than one half of the Company's shares being held by him/her at the time of his/her election as a Director, he/she shall, ipso facto, be removed automatically from the position of Director with immediate effect and no shareholders' approval shall be required.

Director and no shareholders' approval shall be required. If any Director has, after having been elected as a Director, transferred more than one half of the Company's shares being held by him/her at the time of his/her election as a Director, he/she shall, ipso facto, be removed automatically from the position of Director with immediate effect and no shareholders' approval shall be required.

business of the Company, the Board may exercise all such powers of the Company as are not, by the Law or by these Articles, required to be exercised by the Company in general meeting subject, nevertheless, to these Articles, the provisions of the Law, and to such directions as may be prescribed by the Company in general meeting.

40. Powers of the Board of Directors

[REDACTED]

(a) [REDACTED] appoint suspend or remove any manager secretary clerk agent or employee of the [REDACTED]

[REDACTED]

permitted by law; and

- (k) authorise any company, firm, person or body of persons to act on behalf of the Company for any specific purpose and in connection therewith to execute any agreement, document or instrument on behalf of the Company.

41. Register of Directors and Officers

41.1 The Board shall cause to be kept in one or more books at the Registered Office a Register of Directors and Officers in accordance with the Law and shall enter therein the following

particulars with respect to each Director and Officer:

- (a) first name and surname; and
- (b) address.

41.2 The Board shall, within the period of thirty days from the occurrence of:-

- (a) any change among its Directors and Officers; or
- (b) any change in the particulars contained in the Register of Directors and Officers,

cause to be entered on the Register of Directors and Officers the particulars of such change and the date on which such change occurred, and shall notify the Registrar of Companies in accordance with the Law.

42. Officers

The Officers shall consist of a Secretary and such additional Officers as the Board may determine all of whom shall be deemed to be Officers for the purposes of these Articles.

43. Appointment of Officers

The Secretary (and additional Officers, if any) shall be appointed by the Board from time to time.

44. Duties of Officers

Notwithstanding anything to the contrary contained in this Act, 1960, the [redacted]

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[redacted]

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[redacted]

personal interest in the matter under discussion at a meeting of the [redacted]

[redacted]

[redacted]

[redacted]

[redacted]

by such Director.

47.2 The Officers in the course of performing their duties shall not be liable to the Company for any loss incurred or suffered by the Company

The Chairman may, and the Secretary on the requisition of the Chairman shall, at any time summon a meeting of the Board. To convene a meeting of the Board, a notice setting forth therein the matters to be considered and if appropriate, approved at the meeting shall be given to each Director no later than seven (7) days prior to the scheduled meeting date. However, in the case of emergency as agreed by a majority of the Directors, the meeting may be convened with a shorter notice period in a manner consistent with the Applicable Public Company Rules. Notice of a meeting of the Board shall be deemed to be duly given to a Director if, to the extent permitted by

Applicable Law, it is given to such Director verbally (in person or by telephone) or otherwise communicated or sent to such Director by post, cable, telex, telecopier, facsimile, electronic mail or other mode of representing words in a legible form at such Director's last known address or any other address given by such Director to the Company for this purpose.

50. Participation in Meetings by Video Conference

Directors may participate in any meeting of the Board by means of video conference or other communication facilities, as permitted by the Applicable Law, where all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

51. Quorum at Board Meetings

The quorum for a meeting of the Board shall be more than one-half of the total number of the Directors.

52. Board to Continue in the Event of Vacancy

56. Register of Mortgages and Charges

56.1 The Directors shall cause to be kept the Register of Mortgages and Charges required by the Law.

56.2 The Register of Mortgages and Charges shall be open to inspection by Members and creditors in accordance with the Law, at the Registered Office on every business day in the Cayman Islands, subject to such reasonable restrictions as the Board may impose, so that

57. Form and Use of Seal

57.1 The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf; and, until otherwise determined by the

59.1 The Board shall cause to be kept proper records of account with respect to all transactions of the Company and in particular with respect to:-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure relates;
- (b) all sales and purchases of goods by the Company; and
- (c) all assets and liabilities of the Company.

Such books of account shall be kept for at least five (5) years from the date they are prepared.

59.2 Such records of account shall be kept and proper books of account shall not be deemed to be kept with respect to the matters aforesaid if there are not kept, at such place as the Board thinks fit, such books as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

59.3 The instruments of company documents, financial statements and information in electronic form shall be kept in accordance with the provisions of the Companies Act, 2013.

extension of monetary loans to others, or endorsements or guarantees for others;

(d) any matter relating to the personal interest of the Directors;

(e) a material asset or derivatives transaction;

(f) a material monetary loan, endorsement, or provision of guarantee;

(g) the offering, issuance, or Private Placement of any equity-related securities;

(h) the hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;

(i) the appointment or discharge of a financial, accounting, or internal auditing officer;

(j) approval of annual and semi-annual financial reports; and

(k) any other matter so determined by the Company from time to time or required by any competent authority overseeing the Company.

With the exception of item (i), any other matter that has not been approved with the consent of

(中譯文)

第八次修訂及重述公司章程

Yeong Guan Energy Technology Group Company Limited.

永冠能源科技集團有限公司

(經 2015 年[-]月[-]日股東會以特別決議通過)

目錄

表格 A 釋義 1. 定義 股份	27. 異議股東股份收買請求 權 28. 無表決權股份 29. 共同持股人之表決	57. 格式和印章之使用 公開收購及帳戶 58. 公開收購 59 帳簿
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第八次修訂及重述章程大綱

永冠能源科技集團有限公司

(經 2015 年[-]月[-]日股東會以特別決議通過)

法律(如后定義)附件一表格 A 中之法令不適用於本公司。

經義

1 定義

1.1 本第八次修訂及重述章程中，下列文字及用語於與前後文內容不牴觸之情況下，應定義如下：

- “**適用法律**” 指公開發行公司規則、法律或其他適用於公司之規則或法令。
- “**公開發行公司規則**” 指相關主管機關隨時針對公開發行公司或任何在臺灣之證券交易所或證券市場上市或上櫃公司訂定之中華民國法律、規則和規章(包括但不限於公司法、證券交易法、金管會(定義如后)發布之法令規章，或證交所(定義如后)發布之規章制度，及其日後之修訂版本)，而經相關主管機關要求應適用公司者。
- “**章程**” 指不時變更之本章程。
- “**審計委員會**” 指董事會轄下之審計委員會，由公司之獨立董事組成。

“金管會”

指中華民國行政院金融監督管理委員會。

“獨立董事”

指依公開發行公司規則之規定選出之獨立董事。

“共同經營契約”

指公司與他人，或其他機構所訂立之契約，契約各當事人同意，將按契約條款共同經營某一事業，並共擔虧損、共享獲利者。

《法律》

此明與形台公司此說能十則相行此一修一在新則此修

“中華民國”

指臺灣，中華民國。

“印章”

指八司活田回章卡丁卡卡活制之印章。

“秘書”

經指派執行所有公司秘書職務之人，包括任何代理或助理秘書，
及任何依其重命指派執行該職務之人。

“股份”

指每股面額新臺幣10元之公司股份，包括畸零股。

“特別決議”

指於公司股東會中，經有權參與表決之股東親自出席、或加傳滴

- (e) “書面”和“以書面形式”包括所有以可視形式呈現的重述或複製之文字模式，包括電子記錄；

除另有規定，法律定義之文字或意義於本章程應有相同解釋；且

- (g) 除另有規定，法律定義之文字或意義於本章程應有相同解釋；且

- (h) 除本章程明定者外，電子交易法第八條所規定的各項義務及要求均不適用。

除另有規定，法律定義之文字或意義於本章程應有相同解釋；且

- (d) 公司為履行可轉換公司債或附認股權公司債下之義務；
- (e) 公司為履行附認股權特別股下之義務；或
- (f) 公司進行私募有價證券時。

2.7 公司不得發行任何未繳納股款或繳納部分股款之股份。

2.8 縱有本章程第2.5條規定，公司得經董事會三分之二以上董事出席及出席董事超過二

證或其他類似之工具予公司及其附屬公司之員工；為免疑義，前開事項毋需另經股東會決議通過。

3.10 於不違反前述及本章程第3.5條規定下，有關股份贖回應實行或可實行之方式，而可能產生之一切問題，董事得自為適當決定。

3.11 除股款已全數繳清，不得贖回該股份。

3.12 於不違反本章程第3.5條規定下，公司買回、贖回或取得（經十六位或廿位董事）之

股份應立即註銷或作為庫藏股由公司持有。

3.13 對於庫藏股，不得配發或支付股利予公司，亦不得就公司之資產為任何其他分配（無論係以現金或其他方式）予公司（包括公司清算時對於股東的任何資產分配）。

(d) 依法律及公開發行公司規則允許之方式減少資本及資本贖回準備金。

11.4 於不違反法律和章程第11.5條之情形下，公司之下列行為應取得股東會決議之許可

(a) 將得分派之股利及/或紅利及/或其他第16條所定款項撥充資本；

(b) 發行（除依法律規定之「儲蓄」外）之新股，其價格低於每股之帳面價值。

(c) 發行、續發或上列之其他新股，其價格低於每股之帳面價值。

名冊所載第一列名持有人指定帳戶，或以支票或匯票郵寄至股東名冊所載第一列名

之人登記為股份共同持有人，任一人皆有權於收訖該股份之股利後，由該股份之收

據。

16 撥充資本

在不違反章程第 11.4(a)條之情形下，董事會得以公司之資本公積、其他準備金帳戶或撥充

19.5 股份於證交所上市期間，公司應依本章程第19.1及19.2條的規定，將股東會開會通知書、委託書、送件、及開會地點（含公司不在此限）通知其書、

投郵，即屬充分證明。經公司秘書、其他高階職員或董事會指定之人簽署之書面聲明，聲明該通知或文件所裝入之信封或封套，已確實書寫地址並且付郵者

(b) 投遞了通知或文件所裝入之信封或封套，已確實書寫地址並且付郵者

之勞工，相安無事。

出席，應依公開發行公司規則指派或選舉出會議主席。

24.1 在不影響其股份所附有之任何權利或限制下，每一親自出席或委託代理人出席之自然人股東，或經由其合法授權之代表親自出席或委託代理人出席之公司或非自然人股東，就其所持有的每一股份均有一表決權。除公開發行公司規則已定外，持

股超過一股之股東就股東會同一議案不得分別行使表決權。而分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其他相關事項，應遵循公開發行公司規則、公司章程及法律之規定。

24.2 除於相關股東會或特定類別股份股東會基準日已登記為該股份之股東者外，任何人

24.3 股東得親自或透過代理人行使表決權。股東得以公司進備之委託書，載明委託範圍

委託代理人之姓名或名稱及住址，並得指定代理人行使表決權。代理人應向公司提出委託書，並向代理人提出委託書。

25.3 倘股東擬以書面或電子方式行使表決權，且依本章程第24.4條之規定視為已委託會議主席為其代理人後，又填具並擲回委託書表格有效授權其他代理人出席股東會，則以該代理人（而非會議主席）行使之表決權為準。倘股東授權代理人出席股東會（

- (b) 直接或間接被持有已發行有表決權之股份總數或資本總額超過半數之附屬公司，所持有之公司股份；或
- (c) 公司、附屬公司、公司之控股公司及該控股公司之附屬公司直接或間接持有他公司已發行有表決權之股份總數或資本總額超過半數之公司，所持有之公司股

份。

282 股東對該股東合社之事項，在自負其責後，該股東對公司利益之處理，不得以、

現任董事或與其他被選為董事者具有配偶或二親等以內之親屬關係（以下合稱為「

，應符合公開發行公司規則之規定。於薪資報酬委員會設立時，董事會應以此議決

過薪資報酬委員會之組織章程，且該組織章程應符合公開發行公司規則之規定。

- (j) 於發行股份時，支付法律允許相關之佣金及經紀費；及
- (k) 授權任何公司、行號、個人及團體為特定目的代理公司，並以公司名義簽署任何如

明之功能，此外尚包括

41 董事及經理人登記

41.1 董事及經理人登記

下列事項：

- (a) 姓名；及
- (b) 地址。

其應盡之職責、或於其職務上或信託中，因其作為、同時發生之作為、或其不作為所衍生或遭受之求償、成本、費用、損失、損害及支出，公司應以其資產補償之，且被補償人對其他被補償人之行為、所收款項、過失或違約，或為一致性需求所參與之收取，或就公司應或得存放保管金錢或財產之銀行或他人，或對公司因擔保而

其他損失、災禍或損害，概不負責；惟如係因上述人員之違反義務、詐欺或不誠實所致者，不在此限。

47. 於不違后太八司業重對士八司及士八司肌由伊並通計西則五明恩計律能名之 如禁

日七日前，將載明擬討論事項及承認事項（如屬適當）之開會通知寄發各董事。但遇有過半數董事同意之緊急情況時，得依符合公開發行公司規則之方式，於較短之期間內通知各董事召集之。於適用法律許可範圍內，會議通知於口頭告知董事（當面或透過電話），或用郵件、電報、電傳、傳真、電子郵件或其他可閱讀之文字，寄送至董事最近已知之地址或

其他由該董事担任子公司之聯絡地址時，視為口頭通知。

董事得以視訊會議，或於適用法律許可範圍內，以其他通訊器材參與董事會，使所有與會者同時並即時參與討論，並視為親自出席。

51 董事會之法定出席數

董事會會議所需之法定出席人數，應為過半數之董事。

52 董事會之運作

董事會如有缺席仍得運作。

53 董事會主席

除另經出席董事多數同意者外，董事長（如有）如出席董事會，應為董事會議主席。董事

章表面加上其將使用之城市、領土、地區或地點的名稱。

公開收購及帳戶

58 公開收購

董事會於公司或公司依公開發行公司規則之規定指派之訴訟及非訴訟代理人（依中華民國法律解釋）接獲公開收購由起算日起及相關事件後 7 日內，應對建議收購人提出書面反對。

合之一以同音，並坦甚重命此樣。

(a) 訂定或修正公司內部控制制度；

(b) 內部控制制度有效性之考估；

(c) 訂定或修正重要財務或業務行為之處理程序，例如取得或處分資產、衍生性商品交易、資金貸與他人，或為他人背書或保證；

(d) 涉及甚重自負利率關係之事項；

(f) 重大之資金貸與、背書或提供保證；

(h) 簽證會計師之委任、解任或報酬；

