

寶綠特資源再生工程股份有限公司

中華民國一一三年第一次股東臨時會議事錄

時 間：中華民國 113 年 10 月 30 日（星期三）下午二時整

地 點：台南市柳營區工六路 2 號

本公司已發行股數：65,199,512 股

出席股數：出席股東及股東代理人所代表之股數共計 58,903,532 股

出席股數占已發行股數：90.34 %

出席董事：歐哲文、GUANG SHUN PETTECHS FIBRE INDUSTRY L.L.C. (代表人：歐柏豪)共二人。

列席：財務長林昱君、財務經理羅亞琦、台新證券張淑芬共三人。

主 席：董事長 歐哲文



記 錄：余雅君



一、宣佈開會（出席股數已達法定數額，主席依法宣佈開會。）

二、主席致詞（略）

三、討論事項

第一案(董事會提)

案由：修訂本公司『組織備忘錄及章程』案，提請 討論。

說明：一、本公司為配合實際營運需求，擬依中華民國相關法令規定修訂本公司章程，本公司章程修訂前後條文對照表，請參閱「附件一」。

二、修訂後公司章程於股東會決議通過後立即生效，並全部取代本公司現行公司章程。

三、茲指示並授權本公司之註冊辦事處提供者，於股東會經股東特別決議通過修訂公司章程後，向開曼群島公司註冊處（Registrar of Companies）申辦必要之文件備案工作。

決議：本議案投票表決結果如下：

表決時出席股東表決權數：58,903,532 權

表決結果		占出席股東表決權數%
贊成權數	58,903,532 權	100.00%
反對權數	0 權	0.00%
無效權數	0 權	0.00%
棄權與未投票權數	0 權	0.00%

本案照原案表決通過。

四、臨時動議：經主席徵詢全體出席股東，無臨時動議提出。

五、散 會

本次股東臨時會無股東提問

寶綠特資源再生工程股份有限公司

113年第二次股東臨時會

議案表決報告

出席股東表決權數: 58,903.532 權

議案	投票方式	親自出席+委託出席	百分比(%)	表決結果
修訂本公司『組織備忘錄及章程』案	贊成權數	58,903.532	100%	通過
	反對權數	0	0%	
	無效權數	0	0%	
	棄權/未投票權數	0	0%	

監票員:

余雅君

計票員:

沈婉梅

附件一：本公司『組織備忘錄及章程』修訂前後條文對照表

No. 條次	Current Provisions 現行條文	Proposed Amendments 修正條文	Explanations 修正理由
第 12 條	<p>During the Relevant Period, the Company may, subject to approval of Shareholders <u>by way of Special Resolution, issue new Shares with restricted rights as approved by such Special Resolution to Employees of the Company and/or its Subordinate Companies</u>, provided that Articles 8 and 9 shall not apply. In respect of the issuance of Shares to Employees in the preceding sentence, the number of Shares to be issued, issue price, issue conditions, restrictions and other matters shall be subject to the Applicable Listing Rules and the Law.</p> <p>於掛牌期間，本公司<u>得以股東會特別決議通過</u>發行限制員工權利新股予本公司及/或從屬公司之員工，不適用本章程第 8 條及第 9 條之規定。關於前述發行限制員工權利新股，其發行數量、發行價格、發行條件、限制及其他事項應遵守上市（櫃）規範及開曼法令之規定。</p>	<p>During the Relevant Period, the Company may <u>issue new Shares with restricted rights to Employees of the Company and/or its Subordinate Companies</u>, subject to approval of Shareholders <u>at a general meeting by a majority of the Shareholders present who represent two-thirds or more of the total issued and outstanding Shares, and in the event the total number of shares represented by the Shareholders present at a general meeting is less than the percentage of the total issued and outstanding Shares required in the preceding sentence, a resolution related thereto may be adopted by two-thirds of the voting rights exercised by the Shareholders present at the general meeting who represent a majority of the total issued and outstanding Shares</u>, provided that Articles 8 and 9 shall not apply. In respect of the issuance of Shares to Employees in the preceding sentence, the number of Shares to be issued, issue price, issue conditions, restrictions and other matters shall be subject to the Applicable Listing Rules and the Law.</p> <p>於掛牌期間，本公司發行限制員工權利新股予本公司及/或從屬公司之員工，應有代表已發行股份總數三分之二以上股東出席之股東會，以出席股東表決權過半數之同意行之，如出席股東之股份總數不足上述定額者，得以有代表已發行股份總數過半數股東之出席，出席股東表決權三分之二以上之同意行之，不適用本章程第 8 條及第 9 條之規定。關於前述發行限制員工權利新股，其發行數量、發行價格、發行條件、限制及其他事項應</p>	<p>為配合公司營運需求修訂本條之規定。</p>

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		遵守上市（櫃）規範及開曼法令之規定	
第 24 條	<p><u>(2) For the avoidance of doubt, where the proposed purchase and cancellation of Shares is not on a pro rata basis, subject to the Law and the Applicable Listing Rules, the Board is empowered to authorize and carry out such repurchase without approval by Special Resolution in accordance with the preceding paragraph.</u></p> <p>(2) 為避免疑義，擬買回及銷除股份非依股東持股比例為之者，除開曼法令及上市（櫃）規範另有規定外，本公司董事會有權決定之，無須依前項規定經股東會特別決議為之。</p>	刪除第 2 項。	為配合公司營運需求刪除第 2 項之規定。
第 37 條	<p>During the Relevant Period, the Company shall prepare a manual for each general meeting, and such manual and relevant materials shall be published on the website designated by the Commission, the TPEx or the TWSE (where applicable) twenty-one (21) days prior to the scheduled date of the relevant annual general meeting and fifteen (15) days prior to the scheduled date of the relevant extraordinary general meeting pursuant to the Applicable Listing Rules. However, in the event the Company's total paid-in capital as of the close of the most recent financial year reaches <u>NT\$10 billion</u> or more, or when the aggregate number of Shares held by the foreign investors and Mainland Chinese investors reached thirty percent (30%) or more as recorded in the Register at the time of holding of the general meeting in the most recent financial year, the Company shall upload the electronic files of the abovementioned manual and relevant materials thirty (30) days prior to the</p>	<p>During the Relevant Period, the Company shall prepare a manual for each general meeting, and such manual and relevant materials shall be published on the website designated by the Commission, the TPEx or the TWSE (where applicable) twenty-one (21) days prior to the scheduled date of the relevant annual general meeting and fifteen (15) days prior to the scheduled date of the relevant extraordinary general meeting pursuant to the Applicable Listing Rules. However, in the event the Company's total paid-in capital as of the close of the most recent financial year reaches <u>NT\$2 billion</u> or more, or when the aggregate number of Shares held by the foreign investors and Mainland Chinese investors reached thirty percent (30%) or more as recorded in the Register at the time of holding of the general meeting in the most recent financial year, the Company shall upload the electronic files of the abovementioned manual and relevant materials thirty (30) days prior to the scheduled date of the relevant annual</p>	為配合臺灣證券交易所於 2024 年 5 月 2 日以臺證上二字第 1131701804 號公告修正「外國發行人註冊地國股東權益保護事項表」（下稱「股東權益保護事項檢查表」）之要求，修訂第 37 條之規定。

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	<p>scheduled date of the relevant annual general meeting.</p> <p>於掛牌期間，本公司召開股東會應編製股東會議事手冊，並應依上市（櫃）規範之規定，於股東常會開會前二十一日或股東臨時會開會前十五日，將議事手冊及其他會議相關資料公告於金管會、櫃買中心或證交所（如適用）指定之網站上。但本公司於最近會計年度終了當日實收資本額達<u>新台幣 100 億元</u>以上或最近會計年度召開股東常會時股東名簿記載之僑外投資人及大陸地區投資人持股比率合計達百分之三十以上者，應於股東常會開會三十日前完成前開電子檔案之傳送。</p>	<p>general meeting.</p> <p>於掛牌期間，本公司召開股東會應編製股東會議事手冊，並應依上市（櫃）規範之規定，於股東常會開會前二十一日或股東臨時會開會前十五日，將議事手冊及其他會議相關資料公告於金管會、櫃買中心或證交所（如適用）指定之網站上。但本公司於最近會計年度終了當日實收資本額達<u>新台幣 20 億元</u>以上或最近會計年度召開股東常會時股東名簿記載之僑外投資人及大陸地區投資人持股比率合計達百分之三十以上者，應於股東常會開會三十日前完成前開電子檔案之傳送。</p>	
第 46 條	<p>(1) Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution:</p> <p>(t) <u>issue new Shares to Employees of the Company and/or its Subordinate Companies subject to any restrictions and conditions in accordance with Article 12</u>; and</p> <p>(1) 除開曼法令或上市（櫃）規範另有規定外，下列事項應經股東會之特別決議為之：</p> <p>(t) <u>依據本章程第 12 條之規定發行限制員工權利新股予本公司及/或其從屬公司之員工；以及</u></p>	<p>(1) Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution:</p> <p>(t) <u>[Intentionally Deleted]</u>; and</p> <p>(1) 除開曼法令或上市（櫃）規範另有規定外，下列事項應經股東會之特別決議為之：</p> <p>(t) <u>[刪除條款]</u>；以及</p>	為配合公司營運需求刪除第 46 條第 1 項第 t 款規定。
第 77 條	<p>(1) During the Relevant Period, the number of Independent Directors of the Company shall not be less than three (3) or <u>one-fifth</u> of the total number of Directors at any time, whichever is greater. Two (2) of the Independent Directors shall have resident status of the R.O.C. (such resident status being</p>	<p>(1) During the Relevant Period, the number of Independent Directors of the Company shall not be less than three (3) or <u>one-third</u> of the total number of Directors at any time, whichever is greater. Two (2) of the Independent Directors shall have resident status of the R.O.C. (such resident status being</p>	參照臺灣證券交易所股份有限公司有價證券上市審查準則第 28 條之 4，明確訂定本公司設置獨立董事人數不得少

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	<p>registered with local government authorities) PROVIDED HOWEVER that the number of Independent Directors of the Company shall not be less than four (4) when the Chairman is also the general manager or holds an office equivalent to the general manager or when a spousal relationship or a familial relationship within the first degree of kinship as defined under the Civil Code of Taiwan exists between the Chairman and the general manager of the Company or between the Chairman and an officer equivalent to the general manager of the Company.</p> <p>(1) 於掛牌期間，本公司獨立董事席次不得少於三席且不得少於董事席次<u>五分之一</u>，其中至少二人必須在中華民國設有戶籍。每一屆董事會之獨立董事席次，應於選舉該屆獨立董事之股東會召集通知中載明。獨立董事因故解任，致人數不足上述最低人數時，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六十日內，召開股東臨時會補選之。</p>	<p>registered with local government authorities) PROVIDED HOWEVER that the number of Independent Directors of the Company shall not be less than four (4) when the Chairman is also the general manager or holds an office equivalent to the general manager or when a spousal relationship or a familial relationship within the first degree of kinship as defined under the Civil Code of Taiwan exists between the Chairman and the general manager of the Company or between the Chairman and an officer equivalent to the general manager of the Company.</p> <p>(1) 於掛牌期間，本公司獨立董事席次不得少於三席且不得少於董事席次<u>三分之一</u>，其中至少二人必須在中華民國設有戶籍。每一屆董事會之獨立董事席次，應於選舉該屆獨立董事之股東會召集通知中載明。獨立董事因故解任，致人數不足上述最低人數時，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六十日內，召開股東臨時會補選之。</p>	<p>於董事席次三分之一。</p>
第 86 條	<p>Subject to the Law, one or more Members holding one percent (1%) or more of the total number of the issued Shares continuously for a period of six months or a longer time may request in writing any Independent Director of the audit committee to file, on behalf of the Company, an action against a Director who has, in the course of performing his/her duties, committed any act resulting in damage to the Company or in violation of the Law, the Applicable Listing Rules or these Articles, with the Taiwan Taipei District Court of the R.O.C. or a competent court. In case the</p>	<p>Subject to the Law, one or more Members holding one percent (1%) or more of the total number of the issued Shares continuously for a period of six months or a longer time may request in writing the audit committee to file, on behalf of the Company, an action against a Director who has, in the course of performing his/her duties, committed any act resulting in damage to the Company or in violation of the Law, the Applicable Listing Rules or these Articles, with the Taiwan Taipei District Court of the R.O.C. or a competent court. In case the audit committee fails to file such action</p>	<p>為配合股東權益保護事項檢查表之要求，修訂第 86 條之規定。</p>

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	<p><u>Independent Director</u> fails to file such action within thirty (30) days after receipt of such request, to the extent permitted under the laws of the Cayman Islands, the Members making such request may file the action for the Company.</p> <p>除開曼法令另有規定外，繼續六個月以上持有已發行股份總數百分之一以上之股東，得以書面請求審計委員會之任一獨立董事為本公司，向臺灣臺北地方法院等有管轄權之法院，對執行職務損害本公司或違反開曼法令、上市（櫃）規範或本章程之董事提起訴訟。該獨立董事自收受前述請求日起三十日內不提起訴訟時，於開曼法令允許之範圍內，該請求之股東得為本公司提起訴訟。</p>	<p>within thirty (30) days after receipt of such request, to the extent permitted under the laws of the Cayman Islands, the Members making such request may file the action for the Company.</p> <p>除開曼法令另有規定外，繼續六個月以上持有已發行股份總數百分之一以上之股東，得以書面請求審計委員會為本公司，向臺灣臺北地方法院等有管轄權之法院，對執行職務損害本公司或違反開曼法令、上市（櫃）規範或本章程之董事提起訴訟。審計委員會自收受前述請求日起三十日內不提起訴訟時，於開曼法令允許之範圍內，該請求之股東得為本公司提起訴訟。</p>	