

客思達股份有限公司
Coaster International Co., Ltd.

2021 年股東常會議案參考資料
Agenda of 2021 Annual General Meeting

時間 2021 年 6 月 23 日上午 9 時
Time 09:00 a.m. on Wednesday, June 23, 2021

地點 台中市西屯區台灣大道四段 610 號 4 樓 (台中裕元花園酒店)
Venue 4F., No. 610, Sec. 4, Taiwan Blvd., Xitun Dist., Taichung City
(WINDSOR HOTEL TAICHUNG)

承認事項 Ratification Items

第一案：2020 年度營業報告書及財務報表案

(董事會提)

- 說明：1.本公司 2020 年度營業報告書及合併財務報表業經編製完竣，其中財務報表經資誠聯合會計師事務所潘慧玲會計師、鄧聖偉會計師查核竣事，並出具無保留意見，併同營業報告書經審計委員會審查竣事並出具查核報告在案。
- 2.營業報告書，請參閱議事手冊第 8 頁至第 9 頁，會計師查核報告暨合併財務報表，請參閱議事手冊第 16 頁至第 24 頁。
- 3.敬請 承認。

決議：

Proposal No.1：Ratification the 2020 Business Report and Financial Statements

(Proposed by the Board of Directors)

- Explanation：1. The preparation of the Company's 2020 business report and consolidated financial statements were completed. Among them, the financial statements have been audited by the Company's auditing CPAs, Penny Pen and David Teng of PwC Taiwan, the CPAs issued an audit report with an unqualified opinion. The above-mentioned financial statements together with the business report were reviewed by the Audit Committee, which the Audit Committee's review report is presented.
2. Please refer to Attachment 1 (Page 9-13 of HandBook-English Version) for the business report, and Attachment 4 (Page 20-30 of HandBook- English Version) for accountant's audit report and consolidated financial statements.

3. Please ratify.

Resolutions：

第二案：2020 年度盈虧撥補案

(董事會提)

說明：1.本公司 2020 年度盈餘分配，業經 2021 年 3 月 23 日董事會決議通過在案，並依本公司章程規定編製盈餘分派如下表：

COASTER INTERNATIONAL CO., LTD.		
客思達股份有限公司		
西元 2020 年度盈虧撥補表		
項目	美元金額	新台幣金額
期初未分配盈餘	2,812,132	109,521,078
本期變動項目		
加：本年度稅後淨利	8,362,491	246,332,224
減：提列 10% 法定盈餘公積	(57,221)	(1,606,764)
減：確定福利計畫再衡量數	(830,527)	(24,472,546)
減：提列特別盈餘公積	173,428	(309,363,662)
本期可供分配盈餘總額	10,460,303	20,410,330
減：股東紅利-現金	0	0
期末未分配盈餘	10,460,303	20,410,330

依美元 1 元=新台幣 29.4568 匯率設算

董事長： 經理人： 會計主管：

2.本公司 2020 年度稅後淨利為美元 8,362,491 元(約新台幣 246,332,224 元)，本期可供分配盈餘為美元 10,460,303 元(約新台幣 20,410,330 元)，為保留營運資金需求，本年度擬不發放股利。

3.敬請 承認。




決議：

Proposal No.2 : Ratification the Profit and loss appropriation of 2020 earnings

(Proposed by the Board of Directors)

Explanation : 1. The profit and loss appropriation of 2020 earnings has been approved by the Board of Directors on March 23, 2021, and has been prepared in accordance with the Articles of Incorporation, as follows :

COASTER INTERNATIONAL CO., LTD.			
Profit and Loss Appropriation Table for Year 2020 unit : dollar			
項目	USD	NTD	
Beginning retained earnings	2,812,132	109,521,078	
Add : Net income after tax	8,362,491	246,332,224	
Less : 10% Legal Reserve	(57,221)	(1,606,764)	
Less : Remeasurements of the net defined benefit liability	(830,527)	(24,472,546)	
Less : Special Reserve	173,428	(309,363,662)	
Distributable Net Income	10,460,303	20,410,330	
Less : Cash Dividend to Shareholders	0	0	
2020 Unappropriated retained earnings	10,460,303	20,410,330	
Exchange Rate : 1USD = 29.4568NTD			

Chairperson	President	Accounting Manager
		

2. 2020 net income after tax of the Company is US\$8,362,491 (about NT\$ 246,332,224), distributable Net Income amounts to US\$10,460,303 (NT\$ 20,410,330). It is proposed to reserve all appropriable earnings to meet future needs and not to allocate dividends. °

3. Please ratify.

Resolutions :

討論事項 Discussion Items

第一案：修訂「公司章程」部分條文案(本案須以特別決議通過)

(董事會提)

說明：1.依本公司營運需求修訂公司章程。

2.修訂對照表請參閱議事手冊第 25 頁至第 31 頁。

3.敬請 討論。

決議：

Proposal No. 1 : Amendment to the “Article of Incorporation”

(Proposed by the Board of Directors)

Explanation : 1. For business needs the Company proposes to amend its “Article of Incorporation”.

2. Please refer to Attachment 5 (pages 31-37 of HandBook-English Version) for the Comparison Table.

3. Please approve.

Resolutions :

第二案：修訂「董事選舉規範」部分條文案

(董事會提)

說明：1.依本公司實務運作需求及配合臺證治理字第 1090009468 號、11000014461 號函規定，擬修訂本公司「董事選舉規範」。

2.修訂對照表請參閱議事手冊第 32 頁至第 34 頁。

3.敬請 討論。

決議：

Proposal No. 2 : Amendment to the “GUIDELINES GOVERNING ELECTION”

(Proposed by the Board of Directors)

Explanation : 1. For actual operation needs and according to the official letters (Ref. No.: Tai-Zheng-Zhi-Li Zi-1090009468, Tai-Zheng-Zhi-Li Zi-11000014461), it is proposed to amend the “GUIDELINES GOVERNING ELECTION” of the Company.

2. Please refer to Attachment 6 (Page 38-40 of HandBook-English Version) for the comparison table. °

3 Please approve.

Resolutions :

第三案：修訂「股東會議事規則」部分條文案

(董事會提)

- 說明：1.依本公司實務運作需求及配合臺證治理字第 11000014461 號函規定，擬修訂本公司「股東會議事規則」。
- 2.修訂對照表請參閱議事手冊第 35 頁至第 39 頁。
- 3.敬請 討論。

決議：

Proposal No. 3 : Amendment to the “PROCEDURAL RULES OF GENERAL MEETINGS”
(Proposed by the Board of Directors)

- Explanation : 1. For actual operation needs and according to the official letters (Ref. No.: Tai-Zheng-Zhi-Li Zi-11000014461), it is proposed to amend the “PROCEDURAL RULES OF GENERAL MEETINGS” of the Company.
2. Please refer to Attachment 7 (Page 41-45 of HandBook-English Version) for the comparison table.
3. Please approve.

Resolutions :

選舉事項 Elections Items

改選本公司第 3 屆董事案

(董事會提)

- 說明：1. 本公司第 2 屆董事任期於 2021 年 6 月 11 日屆滿，為配合股東會之召開辦理選舉，依公司章程 80 條，因董事或監察人(如有)任期屆滿尚未新選任者，任期應予延長至新董事或監察人(如有)選出並開始任職為止。
2. 依公司章程 74 條，設置董事不得少於五人，最多為九人。本次應選任董事 7 人(含獨立董事 3 人)，採候選人提名制度，任期為 3 年，自 2021 年 6 月 23 日起至 2024 年 6 月 22 日止。
3. 董事候選人名單業經 2021 年 03 月 23 日董事會審查，候選人名單及相關資料請參閱議事手冊第 40 頁。
4. 敬請 選舉。

選舉結果：

To elect directors to the Board of Directors for the 3rd Term (7 seat Directors include 3 seat Independent Directors) (Proposed by the Board of Directors)

- Explanation：1. The terms of the second-term Board of Directors will expire on June 11, 2021. For the Company set to hold a shareholders' meeting to elect new Directors, according to article 80 of the Articles of Incorporation, in case no election of new Directors or supervisors (if any) is effected after expiration of the term of office of the existing Directors or supervisors (if any), the term of office shall be extended until the time new Directors or supervisors (if any) are elected and assume their office.
2. According to article 74 of the Articles of Incorporation, the number of Directors shall be no less than five (5) Directors with a maximum of nine (9) Directors. 9 directors (including 3 independent directors) must be elected, via the candidates-nomination system, with three-year term starts from June 23, 2021 and conclude on June 22, 2024.
3. The candidates list of Directors was reviewed by the Board of Directors on March 23, 2021, please refer to Attachment 8 (Page 46-47 of HandBook-English Version) for the candidate list and reference information.

4. Please proceed to vote.

Resolutions：

其他議案 Other Items

解除新任董事及其代表人競業禁止限制案

(董事會提)

- 說明：1.依上市公司董事會設置及行使職權遵循事項要點準用公司法第 209 條，董事為自己或他人為屬於公司營業範圍內之行為，應對股東會說明其行為之重要內容，並取得許可。
- 2.本公司董事或有參與其他與本公司營業範圍相同或相似之公司經營之行為，應依公司法第 209 條規定提請股東會同意，解除本公司董事競業禁止之限制。
- 3.解除第 3 屆董事候選人競業禁止限制業經本公司 2021 年 3 月 23 日董事會決議，董事候選人兼任其他公司名稱及職務，請參閱議事手冊第 41 頁。
- 4.敬請 討論。

決議：

To approve the removal of non-competition restrictions on Board of Directors elected in the shareholders' meeting

- Explanation：1. According to Article 209 of the Company Act, as applied mutatis mutandis under “The Operation Directions for Compliance with the Establishment of Board of Directors by TWSE Listed Companies and the Board's Exercise of Powers”, apply to Director conducting business for himself/herself or on another's behalf, and the scope of which coincides with the Company's business scope, shall explain at the Shareholders' Meeting the essential contents of such conduct and obtain approval from shareholders in the Meeting. °
2. The condition that Directors hold current positions in enterprises whose business is partly the same or similar with the Company, shall be submitted to shareholders' meeting for approval according to the foregoing stipulation of Article 209 of the Company Act, to grant a waiver to the director's obligation of non-competition. °
3. The proposal to release non-competition restrictions on the third-term director candidates was approved by the Board of Directors on March 23, 2021, please refer to Attachment 9 (Page 48 of HandBook-English Version) for a list of proposed release of prohibition on Directors from participation in competing business. °
4. Please approve.

Resolutions：