

Coaster International Co., Ltd.

2020 Annual General Shareholders' Meeting Minutes

Time : 9:00 a.m. on Tuesday, June 23, 2020

Place : 4F., No. 610, Sec. 4, Taiwan Blvd., Xitun Dist., Taichung City (Windsor Hotel Taichung)


Total number of outstanding Company shares amounts : 76,055,696 shares(deducting nonvoting stock 500,000 shares)

Total number of shares attended in person or by proxy : 68,236,626 shares.


Percentage of shareholding of the shareholders present in person or by proxy: 89.71%.

Attending directors: Hui-Erh Yuan, Alexander Pan(via Video Conference), total of 2 directors were in attendance.

Attending independent director: Hui-Erh Yuan

Chairperson: Hui-Erh Yuan 

(The Chairman of the Board, Ms. Lisa Kao, has appointed the director, Hui-Erh Yuan, to chair the Meeting.)

Recorder: Ya-Wen Chiu 

I. Meeting Commencement Announced: The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum. The Chairman called the meeting to order.

II. Chairperson's Address: (Omitted)

III. Report Items :

1. 2019 Business Overview, please refer to Appendix 1.
2. Audit Committee's Review Report of 2019 Audited Financial Statements, please refer to Appendix 2.
3. Amendment to "Rules of Procedure for Board of Directors Meetings"

Explanation:

- (1) According to the official letter from Financial Supervisory Commission (FSC),

Ref. No. Jin-Guan-Zheng-Fa-Zi-1080361934, the company hereby processes to amend the “Rules of Procedure for Board of Directors Meetings”.

(2) Main point: To amend article 6 of “Rules of Procedure for Board of Directors Meetings”.

(3) Please refer to Appendix 3 for the Comparison Table.

4. Amendment to “Procedures for Ethical Management”

Explanation:

(1) According to the official letter from TWSE on May 23, 2019, Ref. No. Tai-Zheng-Zhi-Li-Zi-1080008378 and in order to conform to the needs of commercial practice, the company hereby processes to amend the “Procedures for Ethical Management”.

(2) Please refer to Appendix 4 for the Comparison Table.

IV. Ratification Items

1. Proposed by the Board of Directors

Proposal: Ratification of the 2019 Business Report and Consolidated Financial Statements

Explanation :

(1) The Company’s 2019 Consolidated Financial Statements were audited by Penny Pan, CPA and Audrey Tseng, CPA from PricewaterhouseCoopers Taiwan, and the CPAs issued an audit report with an unqualified opinion.

(2) Please see the attachments:

A. Please refer to Appendix 1 for the Business Report.

B. Please refer to Appendix 5 for the Consolidated Financial Statements and Report of Independent Accountants.

(3) The above-mentioned report and financial statements have been examined by the Audit Committee of the Company.

Resolution: Voting results for this proposal was as follows:

Shares present at the time of voting: 68,236,626 shares

Voting Results(Including electronic voting rights)	Proportion of shareholder voting rights presented during vote (%)
Voting rights in favor: 68,188,554 shares	99.92
Voting rights not in favor: 10,000 shares	0.01
Invalid rights: 0 shares	0.00
Waived/non-voted voting rights: 38,072 shares	0.05

The proposal was approved as proposed.

2. Proposed by the Board of Directors

Proposal: Adoption of the Surplus Earning Distribution and/or the Loss Offsetting
Proposals of 2019

Explanation:

- (1) The consolidated net loss after tax for 2019 was NT\$72,226,272, and the Company decides not to distribute dividends, additional directors and employees compensation.
- (2) Please refer to below for the Profit and Loss Appropriation Table which has been approved by the Audit Committee:

Coaster International Co., Ltd.
Profit and Loss Appropriation Table

Unit: NT\$

Items	Amount
Beginning retained earnings	260,690,764
Less: Net loss after tax	72,226,272
Legal reserve	0
Less: Other adjustment	78,943,414
Distributable net income	109,521,078
Less: Distributable items	
Cash dividend to shareholders	0
Unappropriated retained earnings	109,521,078

Resolution: Voting results for this proposal was as follows:

Shares present at the time of voting: 68,236,626 shares

Voting Results(Including electronic voting rights)	Proportion of shareholder voting rights presented during vote (%)
Voting rights in favor: 68,195,553 shares	99.93
Voting rights not in favor: 10,001 shares	0.01
Invalid rights: 0 shares	0.00
Waived/non-voted voting rights: 31,072 shares	0.04

The proposal was approved as proposed.

V. Deliberation Items

1. Proposed by the Board of Directors

Proposal: Amendment to the 'Articles of Incorporation'.

Explanation:

- (1) According to the official letter from TWSE on December 25, 2019, Ref. No. Tai-Zheng-Shang-Er-Zi 10800235681, the company hereby proposes to amend the 'Article of Incorporation'. The official English version of the 'Article of Incorporation' shall govern.
- (2) Please refer to Appendix 6 for the comparison table.

Resolution: This proposal shall be resolved by a Special Resolution. Voting results for this proposal was as follows:

Shares present at the time of voting: 68,236,626 shares

Voting Results(Including electronic voting rights)	Proportion of shareholder voting rights presented during vote (%)
Voting rights in favor: 68,195,554 shares	99.93
Voting rights not in favor: 10,000 shares	0.01
Invalid rights: 0 shares	0.00
Waived/non-voted voting rights: 31,072 shares	0.04

The proposal was approved as proposed.

2. Proposed by the Board of Directors

Proposal: Amendment to the "Procedural Rules of General Meetings".

Explanation:

- (1) According to the official letter from TWSE on January 2, 2020, Ref. No. Tai-Zheng-Zhi-Li-Zi-1080024221, the company hereby processes to amend the "Procedural Rules of General Meetings".
- (2) Please refer to Appendix 7 for the comparison table.

Resolution: Voting results for this proposal was as follows:

Shares present at the time of voting: 68,236,626 shares

Voting Results(Including electronic voting rights)	Proportion of shareholder voting rights presented during vote (%)
Voting rights in favor: 68,195,554 shares	99.93

Voting rights not in favor: 10,000 shares	0.01
Invalid rights: 0 shares	0.00
Waived/non-voted voting rights: 31,072 shares	0.04

The proposal was approved as proposed.

VI. Extraordinary and Motions: None.

There being no other special motion, upon a motion duly made and seconded, the meeting was adjourned.

VII. Meeting Adjourned: 09 : 28 AM, June 23, 2020

(Only a summary is recorded in these Minutes for the Annual Shareholders' Meeting. For details, please refer to the audio and video recordings of the meeting.)

< Attachment >

Attachment 1

客思達股份有限公司

Coaster International Co., Ltd.

營業報告書

Business Report

一、經營方針

1. The operational guidelines

受中美貿易摩擦以及各項國際經濟不確定性因素，加上電子商務之持續擴張，壓縮美國家具供應鏈之獲利空間。2020 年第一季全球各地陸續出現冠狀病毒引發之肺炎疫情，民眾減少外出購物，對實體零售店形成更加嚴峻的競爭壓力。

U.S. furniture retailers were facing various challenges in 2019. Addition to the rapidly expansion of ecommerce retailers taking larger piece of traditional furniture stores' market, the U.S.-China trade war disrupted the global supply chain and the tariff cost of importing China made goods. These factors challenge the operations of U.S Brick and Mortar furniture stores. The COVID-19 pandemic outbreak in 1st quarter of 2020, further constrains U.S. consumers from shopping at brick and mortar furniture retail stores.

客思達耕耘美國家具市場三十餘年，主要營業項目為室內家具的開發、採購進口以及供應鏈配銷。客思達並無實體零售店面之設置，故面對快速變化的市場及各種挑戰，客思達得以步步為營，將精神集中於配銷通路之管理及調控。客思達之家具配銷通路以中小型實體通路業者為主，並有一部分之電商通路以及 Top 100 連鎖實體家具業者。客思達面對各通路採取不同之經營策略因應，以達成各配銷通路之平衡、降低對單一銷售渠道過度依賴之風險。

As a furniture product developer and an import wholesale distributor, Coaster has been servicing U.S. furniture market for more than three decades. Coaster offers a full line of indoor furniture products with over 4,000 SKU of inventory stored at the warehouses of nine U.S. branches and distribution centers. In responding to the rapidly changing market and challenges, Coaster continues enhancing its core competency by focusing on inventory distribution and sales channels management. Coaster sales are mainly derived from thousands of small & medium sized U.S. furniture stores and dozens of major Ecommerce retailers. Coaster adopts various strategies to differentiate these sales channels. Coaster

mitigates concentration risk by balancing the volume between brick & mortar and ecommerce fulfillment channels and closely monitoring the performance of its major dealer accounts.

客思達於 2019 年啟動轉型，推出 Coaster 自有系列商品，經由 CoasterFurniture.com 官方網頁之全面設計改版，同時增強社群媒體互動之經營，強化消費者的可識別度。展望 2020 年，客思達將繼續投注心力及資源於管理數據、資訊決策系統之優化，希望結合客思達之供貨能力以及遍及全美之中小型實體通路業者之實體服務，建立自有電子商務銷售平台，朝向 O2O 線上到線下的銷售模式邁進。

The company launched Coaster brands in 2019, to strengthen Coaster brands recognition, the company renewed the official website and enhanced its connection with consumers via online communities. For year 2020, Coaster will go on investigate its data-processing and decision-making system. Coaster plan to gradually step into Online-to-Offline business, by establishing ecommerce platform which connects Coaster's supply chain to physical services provided by small and medium furniture stores.

二、營運概況

2. An overview of enterprise operations

受到中美貿易摩擦增加關稅影響實際銷售成績，客思達 2019 年全年合併營收新台幣 11,737,383 仟元，較前一年度減少 2.30%。此外，隨著聯名品牌之合作告一段落，2019 年第四季因促銷去化舊品庫存，全年毛利率自 2019 年前三季之 29.22% 下滑至 28.65%，惟仍較前一年度之毛利率 27.62% 增加。2019 年全年營業毛利新台幣 3,363,336 仟元，較前一年度增加 1.35%。

The company's 2019 sales results were negatively impacted by the increase of tariff cost of China imported goods. The operating revenue of 2019 reached NT\$ 11.74 billion, down by 2.3% year-over-year. The gross margin in the first 3 quarters of 2019 reached to 29.22%, In connection with the phased out of co-branding project, in 4th quarter of 2019, Coaster disposed the co-brand inventory with substantial discounts. Nevertheless, Coaster reported 2019 annual gross margin of 28.65%, representing an increased gross margin from that of prior year of 27.62%. The gross profit of 2019 comes to NT\$3.36 billion, slightly increased 1.35% than that of the previous year.

2019 年全合併營業費用新台幣 3,360,756 仟元，較前一年度之新台幣 3,321,003 仟元增加 1.20%，主要因推動 Coaster 自有系列商品進行網頁之改版設計及投入社群經營所增加之行銷費用。2019 年合併營業外收支為淨支出新台幣 122,188 仟元，較前一年度增加 159.03%，主要因 2019 年初次試用國際財務報導準則第 16 號，認列租賃負債之利息新台幣 81,289 仟元，致財務成本大幅提升。

The 2019 operating expense was NT\$ 3.36 billion, slightly increased by 1.20% from that of the previous year's NT\$ 3.32 billion. The increased selling expenses were partially contributed by investing on new web design and online social media advertisement. Comparing to that of prior year, the 2019 non-operating net expenses increased by 159.03% to NT\$122.19 million. This is mainly attributable to the adoption of new accounting rule, IFRS 16, which requires the company recognized interest expense on lease liabilities of NT\$ 81.29 million, that reflects on the increase of finance cost.

The company's loss before income tax of 2019 came to NT\$119.61 million, added the income tax benefit of NT\$47.38 million, loss for year 2019 amounts to NT\$72.23 million, EPS -0.95.

三、營業計劃實施成果

3. The implementation of business plan

客思達 2019 年推出 Coaster 系列商品：CoasterEveryday、CoasterEssence、CoasterElevations 以及 CoasterSleep，於官方網站、平面及電子媒體進行曝光，對於品牌識別度之推廣已達初步成效。客思達將持續精進供應鏈管理效率及產品開發設計能力、並結合中小實體通路、將觸角延伸至客戶服務，同時維持最適存貨規模、強化管理的競爭力、維持穩健財務結構規模、強化管理的競爭力、維持穩健財務結構、提升獲利能力，期能以實質的成績回饋給股東。

In 2019, the company launched Coaster brands：CoasterEveryday、CoasterEssence、CoasterElevations and CoasterSleep. To build up Coaster brands recognition, the company renewed the official website, advertised on printed media and electronic media, and had achieved a primary good result. Coaster will continuously improve its efficiency of supply chain management and lift the capability on product design. With the collaboration to small and medium furniture stores, Coaster could extend its services further to consumers. Meanwhile, Coaster will keep an adequate inventory level, strengthen its competitiveness through well-organized management, maintain a sound financial structure, to improve its profitability then reward its profit to Coaster's shareholders.

四、營業收支執行情形

4. The execution of the budget derivative of operating revenue and expenditure

1. 營業收入部分

(1) Revenue

2019 年度合併營收新台幣 11,737,383 仟元，較 2018 年之新台幣 12,013,456 仟元減少新台幣 276,073 仟元，主要受到中美貿易摩擦加關稅之影響，致營業收入略有下滑。以功

能性貨幣表示，2019 年度合併營業收入美金 379,698 仟元，較 2018 年度之美金 398,755 仟元 減少美金 19,057 仟元。

Influenced by U.S.-China trade conflict and the raised tariff cost, the consolidated net revenue of 2019 was NT\$11.74 billion, decreased NT\$276 million compared to that of the prior year (2018) of NT\$12.01 billion. In term of US dollar (the functional currency), the consolidated net revenue of 2019 was US\$379.70 million, decreased US\$19.06 million compared to that of the prior year (2018) of US\$398.76 million.

2. 營業支出部分

(2) Operating expense

2019 年度營業費用新台幣 3,360,756 仟元，較 2018 年之新台幣 3,321,003 仟元增加 39,752 仟元，主要因推動 Coaster 自有系列商品進行網頁之改版設計及投入社群經營所增加之行銷費用。

The 2019 consolidated operation expense of NT\$3.361 billion, compared with that of prior year (2018) of NT\$3.321 billion, represents an increase of NT\$39.75 million, mainly incurred by the marketing activity such as the web design and building up online communities.

五、獲利能力分析

5. Profitability analysis

2019 年度之本期稅後淨損 72,226 仟元，年度稅後每股虧損 0.95 元。

The consolidated net loss after tax for 2019 was NT\$72.23 million, the loss per share for 2019 was NT\$0.95.

六、研究發展狀況 (本公司於行銷層面之研究與新科技應用之發展狀況)

6. Research and development (The development of applied technology on the company's marketing strategy)

延續上一個年度客思達與消費者互動行銷以及 Coaster 自有系列商品之開發與投入，客思達將繼續投注心力及資源於管理數據、資訊決策系統之優化，希望結合客思達之供貨能力以及遍及全美之中小型實體通路業者之實體服務，建立自有電子商務銷售平台，進行轉型並朝向 O2O 線上到線下的銷售模式發展，為集團的未來保持良好的營運動能。

In 2019, Coaster focused on investing on brand recognition. This year the company will go on investigate its data-processing and decision-making system. Coaster plan to gradually step into Online-to-Offline

business, by establishing ecommerce platform which connects Coaster's supply chain to physical services provided by small and medium furniture stores. Through these ways, Coaster has confidence to keep a sustainable and profitable operation for the future.

董事長：

總經理：

會計主管：

Attachment 2

審計委員會審查報告書 Audit Committee's Review Report

董事會造具本公司 2019 年度營業報告書、合併財務報表及盈虧撥補議案，其中合併財務報表業經資誠聯合會計師事務所潘慧玲會計師及曾惠瑾會計師查核完竣，並出具查核報告。上述營業報告書、合併財務報表及盈虧撥補議案，經本審計委員會查核，認為尚無不合，爰依證券交易法第 14 之 4 及公司法第 219 條規定報告，敬請 鑒核。

The Board of Directors has prepared the Company's Financial Statements, 2018 Business Report and proposal for profit and loss appropriation of 2018 earnings. Of which, the Financial Statements have been audited by PricewaterhouseCoopers Taiwan. The Financial Statements, 2018 Business Report and proposal for profit and loss appropriation of 2018 earnings have been audited by us as Audit Committee of the Company. We deem no inappropriateness on these documents. Pursuant to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report. Please review.

客思達股份有限公司
COASTER INTERNATIONAL CO., LTD.

審計委員會召集人：
Chairperson of the Audit Committee

袁惠兒

日期：西 元 2020 年 3 月 27 日

On the date of March 27, 2020

Attachment 3

COASTER INTERNATIONAL CO., LTD.

客思達股份有限公司 董事會議事規範 修訂對照表

修正條文	現行條文	說明
<p>Article 6 第六條 Chairman of Board Meetings and Agent 董事長及代理人</p> <p>Except as otherwise provided in the Articles, <u>the Board meeting convened by the chairman, he/she shall act as chairman of that meeting provided.</u> However, the first Board meeting of a new term shall be convened by the Director who has received the ballots representing most voting rights at a general meeting with the Director with power to convene the Board meeting to act as chairman of the Board meeting. In case there are two Directors having the power to convene such Board meeting, the chairman of the Board meeting shall be elected from among the two Directors by themselves.</p> <p>除本章程另有規定外，<u>董事會由董事長召集者，由董事長擔任主席。</u>但每屆第一次董事會，由股東會所得選票代表選舉權最多之董事召集，會議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。</p> <p><u>In accordance with the provisions of Paragraph Four, Article 203 or Paragraph Three, Article 203-1 of Taiwan's Company Act, for a board meeting convened by the</u></p>	<p>Article 6 第六條 Chairman of Board Meetings and Agent 董事長及代理人</p> <p>Except as otherwise provided in the Articles, <u>the Board meeting shall be convened by the chairman who shall act as chairman of Board meetings.</u> However, the first Board meeting of a new term shall be convened by the Director who has received the ballots representing most voting rights at a general meeting with the Director with power to convene the Board meeting to act as chairman of the Board meeting. In case there are two Directors having the power to convene such Board meeting, the chairman of the Board meeting shall be elected from among the two Directors by themselves.</p> <p>除本章程另有規定外，<u>董事會應由董事長召集並擔任主席。</u>但每屆第一次董事會，由股東會所得選票代表選舉權最多之董事召集，會議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。</p>	<ol style="list-style-type: none"> 1. 配合公開發行公司董事會議事辦法第 10 條，本條第一項酌作文字修正。 2. 本條增訂第二項，明定董事會由過半數之董事自行召集時，由董事互推一人擔任主席。本項增訂為配合 2018 年 8 月 1 日公司法之修訂， <ol style="list-style-type: none"> 1) 公司法第 203 條第四項之規定，每屆第一次董事會得由過半數當選之董事自行召集。 2) 公司法第 203-1 條第三項之規定，董事會得由過半數董事自行召集。

修正條文	現行條文	說明
<p><u>majority or more of the directors, the chairman of the meeting shall be elected from among themselves.</u></p> <p><u>依公司法第二百零三條第四項或第二百零三條之一第三項規定董事會由過半數之董事自行召集者，由董事互推一人擔任主席。</u></p> <p>In case the Chairman is unable to exercise his or her duties during his or her absence or for cause, the vice Chairman shall act as his or her agent. In the absence of the vice Chairman or if the vice Chairman is unable to exercise his or her duties during his or her absence or for cause, the chairman shall appoint a managing director to act as his or her agent. If the Company has no managing Directors, a Director shall be appointed as agent. In the absence of such appointment, the agent shall be elected from among the managing Directors or Directors by themselves.</p> <p>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。</p>	<p>In case the Chairman is unable to exercise his or her duties during his or her absence or for cause, the vice Chairman shall act as his or her agent. In the absence of the vice Chairman or if the vice Chairman is unable to exercise his or her duties during his or her absence or for cause, the chairman shall appoint a managing director to act as his or her agent. If the Company has no managing Directors, a Director shall be appointed as agent. In the absence of such appointment, the agent shall be elected from among the managing Directors or Directors by themselves.</p> <p>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。</p>	
<p>Article 17 Supplementary Provisions 附則</p> <p>第十七條</p> <p>The amendment to the Rules shall be subject to approval of the Board of</p>	<p>Article 17 Supplementary Provisions 附則</p> <p>第十七條</p> <p><u>The establishment to the Rules shall be subject to approval of the Board of Directors, which shall be further</u></p>	<p>擬調整本議事規範之修訂程序。</p>

修正條文	現行條文	說明
<p>Directors.</p> <p>本規範之修訂應經本公司董事會決議通過。</p>	<p><u>approved by an Ordinary Resolution at a general meeting. The amendment to the Rules shall be subject to approval of the Board of Directors.</u></p> <p><u>本規範之訂定應經本公司董事會決議通過，並經股東會之普通決議通過。</u></p> <p><u>本規範之修訂應經本公司董事會決議通過。</u></p>	

Attachment 4

COASTER INTERNATIONAL CO., LTD.

客思達股份有限公司 公司誠信經營作業程序

Procedures for Ethical Management and Guidelines for Conduct

修訂對照表

修正條文 Proposed Amendments	現行條文 Current Provisions	說明 Description
<p>第十一條（利益迴避）</p> <p>本公司董事應秉持高度自律，對董事會會議事項，與其自身或其代表之法人有利害關係，致有害於公司利益之虞者，得陳述意見及答詢，不得加入討論及表決，且討論及表決時應予迴避，並不得代理其他董事行使其表決權。董事間亦應自律，不得不當相互支援。</p> <p><u>董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就前項會議之事項有利害關係者，視為董事就該事項有自身利害關係。</u></p> <p>本公司人員於執行公司業務時，發現與其自身或其所代表之法人有利害衝突之情形，或可能使其自身、配偶、父母、子女或與其有利害關係人獲得不正當利益之情形，應將相關情事同時陳報直屬主管及本公司專責單位，直屬主管應提供適當指導。</p> <p>本公司人員不得將公司資源使用於公司以外之商業活動，且不得因參與公司以外之商業活動而影響其工作表現。</p>	<p>第十一條（利益迴避）</p> <p>本公司董事應秉持高度自律，對董事會<u>所列議案</u>，與其自身或其代表之法人有利害關係，致有害於公司利益之虞者，得陳述意見及答詢，不得加入討論及表決，且討論及表決時應予迴避，並不得代理其他董事行使其表決權。董事間亦應自律，不得不當相互支援。</p> <p>本公司人員於執行公司業務時，發現與其自身或其所代表之法人有利害衝突之情形，或可能使其自身、配偶、父母、子女或與其有利害關係人獲得不正當利益之情形，應將相關情事同時陳報直屬主管及本公司專責單位，直屬主管應提供適當指導。</p> <p>本公司人員不得將公司資源使用於公司以外之商業活動，且不得因參與公司以外之商業活動而影響其工作表現。</p>	<ol style="list-style-type: none"> 1. 配合董事會議事規範之內容，酌修第一項文字。 2. 配合公司法第 206 條第三項之修訂，增訂本條第二項。

修正條文 Proposed Amendments	現行條文 Current Provisions	說明 Description
<p><u>第十四條（防範產品或服務損害利益關係人）</u></p> <p><u>本公司對於所提供之產品與服務所應遵循之相關法規與國際準則，應進行蒐集與瞭解，並彙總應注意之事項予以公告，促使本公司人員於產品與服務之研發、採購、製造、提供或銷售過程，確保產品及服務之資訊透明性及安全性。</u></p>	<p><u>第十四條（禁止內線交易）</u></p> <p><u>本公司人員應遵守證券交易法之規定，不得利用所知悉之未公開資訊從事內線交易，亦不得洩露予他人，以防止他人利用該未公開資訊從事內線交易。</u></p>	<p>參酌主管機關制定之「上市上櫃公司誠信經營守則」第16條有關防範產品或服務損害利益關係人之內容訂定之，原第14條之內容併入第15條。</p>
<p><u>第十五條（禁止內線交易及保密協定）</u></p> <p><u>本公司人員應遵守證券交易法之規定，不得利用所知悉之未公開資訊從事內線交易，亦不得洩露予他人，以防止他人利用該未公開資訊從事內線交易。</u></p> <p>參與本公司合併、分割、收購及股份受讓、重要備忘錄、策略聯盟、其他業務合作計畫或重要契約之其他機構或人員，應與本公司簽署保密協定，承諾不洩露其所知悉之本公司商業機密或其他重大資訊予他人，且非經本公司同意不得使用該資訊。</p>	<p>第十五條（保密協定）</p> <p>參與本公司合併、分割、收購及股份受讓、重要備忘錄、策略聯盟、其他業務合作計畫或重要契約之其他機構或人員，應與本公司簽署保密協定，承諾不洩露其所知悉之本公司商業機密或其他重大資訊予他人，且非經本公司同意不得使用該資訊。</p>	<p>原第14條禁止內線交易之內容併入本條。</p>
<p><u>第十六條（對外宣示誠信經營政策）</u></p> <p><u>本公司應要求董事與高階管理階層遵循誠信經營政策，並於僱用條件要求受僱人遵守誠信經營政策。</u></p> <p>本公司應於內部規章、年報、公司網站或其他文宣上揭露其誠信經營政策，並適時於產品發表會、法人說明會等對外活動上宣示，使其供應商、客戶或其他業務相關機構與人員均能清楚瞭解其誠信經營理念與規範。</p>	<p><u>第十六條（對外宣示誠信經營政策）</u></p> <p>本公司應於內部規章、年報、公司網站或其他文宣上揭露其誠信經營政策，並適時於產品發表會、法人說明會等對外活動上宣示，使其供應商、客戶或其他業務相關機構與人員均能清楚瞭解其誠信經營理念與規範。</p>	<p>參酌主管機關制定之「上市上櫃公司誠信經營守則」第8條，要求董事與高階管理階層及受僱人應遵守誠信經營政策。</p>

修正條文 Proposed Amendments	現行條文 Current Provisions	說明 Description
<p>第 二十四 條（施行）</p> <p>本作業程序及行為指南經董事會決議通過實施，並應送審計委員會報告；修正時亦同。</p>	<p>第 二十四 條（施行）</p> <p>本作業程序及行為指南經董事會決議通過實施，並應送審計委員會<u>及提報股東會報告</u>；修正時亦同。</p>	<p>為加速股東會議事之效率並使本公司股東會議事之運作更為流暢，擬調整本條關於作業程序施行之內容。</p>

Attachment 5

REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors and Stockholders of COASTER INTERNATIONAL CO., LTD.

Opinion

We have audited the accompanying consolidated balance sheets of COASTER INTERNATIONAL CO., LTD. and its subsidiaries (the “Group”) as at December 31, 2019 and 2018, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2019 and 2018, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Issuers” and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the “Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants” and generally accepted auditing standards in the Republic of China (ROC GAAS). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Professional Ethics for Certified Public Accountants in the Republic of China (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Group's consolidated financial statements in the current period are stated as follows:

Assessment of allowance for inventory valuation losses

Description

Refer to Note 4(10) for accounting policies on inventory assessment, Note 5(2) for accounting estimates and assumptions applied on inventory assessment, and Note 6(4) for details of allowance for inventory valuation losses. As of December 31, 2019, the balance of inventory amounted to NT\$ 2,483,028 thousand, constituting 41% of consolidated total assets.

The Group is primarily engaged in the sales, import and wholesale of furniture. The Group mainly purchases merchandise from Asian suppliers and sells to American small and medium local retail stores, online shops and large chain stores. The Group has many warehouses in the United States and acts as a logistics center for the sellers to ensure instant and sufficient merchandise supply. As such, the balance of inventory accounts for a significant part of the consolidated assets. The Group measures inventories at the lower of cost and net realisable value. For inventories aged over a certain period and for items individually identified as obsolete inventories, the net realisable value is calculated based on historical data of the degree of discounts required for inventory clearance. As the changes in net realisable value of inventory would have an impact on inventory value, and the net realisable value which was used in obsolete inventory valuation involves significant judgment, and considering that the inventory is material, we identified the allowance for inventory valuation losses a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

- A. We assessed the reasonableness of policies on loss for market value decline and obsolete and slow-moving inventories, including the determination basis of net realisable value, the source of

historical data of discounts, and the reasonableness of the basis of individually identified obsolete inventories.

- B. We obtained an understanding of the inventory management process and observed the annual stock take to assess the effectiveness of management's classification and controls over obsolete and slow-moving inventory.
- C. We obtained an understanding of the appropriateness of the logic of the inventory aging statements, and randomly checked the accuracy of inventory aging statements to confirm that the information on the statements is consistent with its policies.
- D. We had discussions with management to assess the reasonableness of expected sales in the future, and verified a sample of separately numbered inventory against the historical data of discounts, compared the sample to prior allowance for inventory valuation losses and referred to subsequent transactions to assess the reasonableness of allowance for inventory valuation losses.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the "Regulations Governing the Preparation of Financial Reports by Securities Issuers" and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including audit committee, are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ROC GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ROC GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- A. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- B. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control;
- C. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- D. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;
- E. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
- F. Obtain sufficient appropriate audit evidence regarding the financial information of the entities

or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Penny Pan

Audrey Tseng

For and on behalf of PricewaterhouseCoopers, Taiwan

March 27, 2020

The accompanying financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than

the Republic of China. Accordingly, the accompanying financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

COASTER INTERNATIONAL CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSANDS OF DOLLARS)

		New Taiwan Dollars	
ASSETS	Notes	December 31, 2019	December 31, 2018
Current assets			
Cash and cash equivalents	6(1)	\$ 447,213	\$ 462,555
Accounts receivable, net	6(2)	670,796	602,142
Other receivables	6(3)	135,923	223,675
Current tax assets		25,662	25,829
Inventories, net	6(4)	2,483,028	3,003,494
Prepayments		<u>96,344</u>	<u>119,634</u>
Total current assets		<u>3,858,966</u>	<u>4,437,329</u>
Non-current assets			
Property, plant and equipment, net	6(5)	104,505	98,284
Right-of-use assets	6(6)	1,708,453	-
Intangible assets		37,298	43,206
Deferred tax assets	6(20)	370,106	296,503
Refundable deposits		<u>44,054</u>	<u>44,555</u>
Total non-current assets		<u>2,264,416</u>	<u>482,548</u>
TOTAL ASSETS		<u>\$ 6,123,382</u>	<u>\$ 4,919,877</u>

(Continued)

COASTER INTERNATIONAL CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSANDS OF DOLLARS)

<u>LIABILITIES AND EQUITY</u>	<u>Notes</u>	<u>New Taiwan Dollars</u>	
		<u>December 31, 2018</u>	<u>December 31, 2017</u>
Current liabilities			
Short-term borrowings	6(7)	\$ 910,743	\$ 844,107
Contract liabilities-current		56,374	50,905
Notes payable		6,505	1,491
Accounts payable		227,051	662,237
Other payables	6(8)	289,596	328,546
Other payables-related parties	7	-	1,734
Current tax liabilities		4,235	2,587
Provisions-current		61,254	63,159
Lease liabilities-current	7	541,195	-
Refund liabilities-current	6(9)	75,895	71,739
Other current liabilities		1,615	1,219
Total current liabilities		<u>2,174,463</u>	<u>2,027,724</u>
Non-current liabilities			
Deferred tax liabilities	6(20)	4,234	182
Lease liabilities-non-current	7	1,334,690	-
Net defined benefit liability, non-current	6(10)	26,243	25,044
Other non-current liabilities		8,164	104,203
Total non-current liabilities		<u>1,373,331</u>	<u>129,429</u>
Total liabilities		<u>3,547,794</u>	<u>2,157,153</u>
Equity			
Ordinary shares	6(12)	765,557	765,557
Capital surplus		1,791,308	1,789,584
Retained earnings	6(13)		
Legal reserve		55,493	55,493
Unappropriated retained earnings		109,520	260,690
Other equity interest		(133,442)	(95,752)
Treasury shares	6(12)	(12,848)	(12,848)
Total equity		<u>2,575,588</u>	<u>2,762,724</u>
Significant events after the balance sheet date	11		
TOTAL LIABILITIES AND EQUITY		<u>\$ 6,123,382</u>	<u>\$ 4,919,877</u>

The accompanying notes are an integral part of these consolidated financial statements.

COASTER INTERNATIONAL CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2019 AND 2018

(EXPRESSED IN THOUSANDS OF DOLLARS, EXCEPT EARNINGS (LOSSES) PER SHARE DATA)

Items	Notes	New Taiwan Dollars	
		2019	2018
Operating revenue	6(14)	\$ 11,737,383	\$ 12,013,456
Operating cost	6(4)(10)(18)(19)	(8,374,047)	(8,694,921)
Gross profit		<u>3,363,336</u>	<u>3,318,535</u>
Operating expenses	6(10)(18)(19) and 7		
Selling expenses		(2,322,701)	(2,291,918)
General and administrative expenses		(1,037,748)	(1,021,999)
Expected credit losses	12(2)	(307)	(7,086)
Total operating expenses		(3,360,756)	(3,321,003)
Gain (loss) from operations		<u>2,580</u>	<u>(2,468)</u>
Non-operating income and expenses			
Other income	6(15)	24,425	6,190
Other gains and losses	6(16)	(9,201)	(2,246)
Finance cost	6(17) and 7	(137,412)	(51,115)
Total non-operating income and expenses		(122,188)	(47,171)
Loss before income tax		(119,608)	(49,639)
Income tax benefit	6(20)	<u>47,382</u>	<u>27,689</u>
Loss for the year		<u>(\$ 72,226)</u>	<u>(\$ 21,950)</u>
Other comprehensive income (loss)			
Components of other comprehensive income that will not be reclassified to profit or loss			
Gain (losses) on remeasurements of defined benefit plans	6(10)	(\$ 952)	\$ 1,830
Income tax related to components of other comprehensive income that will not be reclassified to profit or loss		190	(366)
Components of other comprehensive income that will be reclassified to profit or loss			
Exchange differences on translation of foreign financial statements		(37,690)	78,789
Other comprehensive income (loss), net for tax		<u>(\$ 38,452)</u>	<u>\$ 80,253</u>
Total comprehensive income (loss)		<u>(\$ 110,678)</u>	<u>\$ 58,303</u>
Loss attributable to:			
Owners of parent		<u>(\$ 72,226)</u>	<u>(\$ 21,950)</u>
Comprehensive income (loss) attributable to:			
Owners of the parent		<u>(\$ 110,678)</u>	<u>\$ 58,303</u>
Basic loss per share	6(21)	<u>(\$ 0.95)</u>	<u>(\$ 0.29)</u>
Diluted loss per share	6(21)	<u>(\$ 0.95)</u>	<u>(\$ 0.29)</u>

The accompanying notes are an integral part of these consolidated financial statements.

COASTER INTERNATIONAL CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSAND OF NEW TAIWAN DOLLARS)

		Equity attributable to owners of the parent							
		Capital Surplus		Retained Earnings		Exchange differences on translation of foreign financial statements	Treasury stock	Total equity	
Notes	Ordinary shares	Issued at a premium	Employee share options	Legal reserve	Unappropriated retained earnings				
<u>2018</u>									
		\$ 765,557	\$ 1,764,524	\$ 21,546	\$ 52,640	\$ 306,996	(\$ 174,541)	\$ -	\$ 2,736,722
		-	-	-	-	(21,950)	-	-	(21,950)
		-	-	-	-	1,464	78,789	-	80,253
		-	-	-	-	(20,486)	78,789	-	58,303
Appropriation and distribution of retained earnings:	6(13)								
Legal reserve		-	-	-	2,853	(2,853)	-	-	-
Cash dividends		-	-	-	-	(22,967)	-	-	(22,967)
Compensation cost of employee stock options	6(11)	-	-	3,514	-	-	-	-	3,514
Purchase of treasury shares	6(12)	-	-	-	-	-	-	(12,848)	(12,848)
Balance at December 31, 2018		<u>\$ 765,557</u>	<u>\$ 1,764,524</u>	<u>\$ 25,060</u>	<u>\$ 55,493</u>	<u>\$ 260,690</u>	<u>(\$ 95,752)</u>	<u>(\$ 12,848)</u>	<u>\$ 2,762,724</u>
<u>2019</u>									
		\$ 765,557	\$ 1,764,524	\$ 25,060	\$ 55,493	\$ 260,690	(\$ 95,752)	(\$ 12,848)	\$ 2,762,724
Retrospective application impact		-	-	-	-	(78,182)	-	-	(78,182)
Balance at January 1, 2019 adjusted		<u>\$ 765,557</u>	<u>\$ 1,764,524</u>	<u>\$ 25,060</u>	<u>\$ 55,493</u>	<u>182,508</u>	<u>(\$ 95,752)</u>	<u>(12,848)</u>	<u>2,684,542</u>
Loss for the year		-	-	-	-	(72,226)	-	-	(72,226)
Other comprehensive loss for the year:		-	-	-	-	(762)	(37,690)	-	(38,452)
Total comprehensive income (loss) for the year		-	-	-	-	(72,988)	(37,690)	-	(110,678)
Compensation cost of employee stock options	6(11)	-	-	1,724	-	-	-	-	1,724
Balance at December 31, 2019		<u>\$ 765,557</u>	<u>\$ 1,764,524</u>	<u>\$ 26,784</u>	<u>\$ 55,493</u>	<u>\$ 109,520</u>	<u>(\$ 133,442)</u>	<u>(\$ 12,848)</u>	<u>\$ 2,575,588</u>

The accompanying notes are an integral part of these consolidated financial statements.

COASTER INTERNATIONAL CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	Notes	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES			
Consolidated loss before income tax for the year		(\$ 119,608)	(\$ 49,639)
Adjustments to reconcile consolidated loss before tax to net cash provided by (used in) operating activities			
Income and expenses having no effect on cash flows			
Expected credit losses	12(2)	307	7,086
Provision for bad debts	6(15)	(15,631)	-
Depreciation	6(18)	583,170	36,046
Amortization	6(18)	11,478	9,800
Gains on disposals of property, plant and equipment	6(16)	(352)	(205)
Interest expense	6(17)	120,276	30,589
Interest income	6(15)	(1,606)	(1,284)
Compensation cost of employee stock options	6(11)	1,724	3,514
Changes in assets/liabilities relating to operating activities			
Net changes in assets relating to operating activities			
Accounts receivable		(68,961)	(71,322)
Other receivables		87,752	57,725
Prepayments		23,290	(28,585)
Inventories		520,466	687,255
Net changes in liabilities relating to operating activities			
Contract liabilities-current		5,469	2,241
Notes payable		5,014	(6,005)
Accounts payable		(435,186)	57,169
Other payables		(41,284)	(1,532)
Other payables-related parties		(1,734)	(15)
Provisions-current		(981)	(426)
Refund liabilities-current		5,379	(20,497)
Other current liabilities		396	(2,819)
Net defined benefit liability, non-current		247	(2,641)
Other non-current liabilities		(18,183)	(3,656)
Cash generated from operations		661,442	702,799
Interest received		1,606	1,284
Interest paid		(120,276)	(30,589)
Income tax paid		(27,149)	(15,659)
Net cash flows provided by operating activities		<u>515,623</u>	<u>657,835</u>

(Continued)

COASTER INTERNATIONAL CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2019 AND 2018
(EXPRESSED IN THOUSANDS OF NEW TAIWAN DOLLARS)

	<u>Notes</u>	<u>2019</u>	<u>2018</u>
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Proceeds from disposal of property, plant and equipment		\$ 544	\$ 336
Acquisition of property, plant and equipment	6(5)	(48,953)	(25,549)
Acquisition of intangible assets		(6,182)	(7,207)
Decrease (increase) in refundable deposits		<u>501</u>	<u>(1,437)</u>
Net cash used in investing activities		<u>(54,090)</u>	<u>(33,857)</u>
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase in short-term borrowings		788,266	1,129,777
Decrease in short-term borrowings		(737,903)	(1,675,910)
Lease payments		(526,080)	-
Cash dividends paid	6(13)	-	(22,967)
Purchase of treasury shares	6(12)	<u>-</u>	<u>(12,848)</u>
Net cash used in financing activities		<u>(475,717)</u>	<u>(581,948)</u>
Effect of exchange rate changes on cash and cash equivalents		<u>(30,899)</u>	<u>103,835</u>
Net (decrease) increase in cash and cash equivalents		(45,083)	145,865
Cash and cash equivalents at beginning of year		<u>423,913</u>	<u>278,048</u>
Cash and cash equivalents at end of year		<u><u>\$ 378,830</u></u>	<u><u>\$ 423,913</u></u>
Components of cash and cash equivalents:			
Cash and cash equivalents in balance sheet	6(1)	\$ 447,213	\$ 462,555
Items defined as cash and cash equivalents under IAS No. 7	6(7)	(68,383)	(38,642)
Cash and cash equivalents at end of year		<u><u>\$ 378,830</u></u>	<u><u>\$ 423,913</u></u>

The accompanying notes are an integral part of these consolidated financial statements.

Attachment 6

COASTER INTERNATIONAL CO., LTD.

客思達股份有限公司

公司章程修訂對照表

No.條次	Current Articles (English)現行條文-中文	Amendments (English)修正條文-中文	Explanation 修正理由
特別決議日期	<p>THE COMPANIES LAW (AS AMENDED)</p> <p>COMPANY LIMITED BY SHARES</p> <p>AMENDED AND RESTATED ARTICLES OF ASSOCIATION</p> <p>OF</p> <p>COASTER INTERNATIONAL CO., LTD.</p> <p>客思達股份有限公司</p> <p>(Adopted by Special Resolution passed on <u>June 25, 2019</u>) 股份有限公司 公司法(如修訂版) COASTER INTERNATIONAL CO., LTD. 客思達股份有限公司 之 公司章程 修訂和重述版 (於 2019 年 6 月 <u>25</u> 日以特別決議通過)</p>	<p>THE COMPANIES LAW (AS AMENDED)</p> <p>COMPANY LIMITED BY SHARES</p> <p>AMENDED AND RESTATED ARTICLES OF ASSOCIATION</p> <p>OF</p> <p>COASTER INTERNATIONAL CO., LTD.</p> <p>客思達股份有限公司</p> <p>(Adopted by Special Resolution passed on <u>June 23, 2020</u>) 股份有限公司 公司法(如修訂版) COASTER INTERNATIONAL CO., LTD. 客思達股份有限公司 之 公司章程 修訂和重述版 (於 2020 年 6 月 <u>23</u> 日以特別決議通過)</p>	<p>To update the date of special resolution adopted by the shareholders at the annual general meeting. 於股東會以特別決議通過此次修正章程之日期。</p>
Interpretation 定義	[New definition]	<u>"Acquisition" refers to an act wherein a company acquiring shares, business or assets of another company in exchange for shares, cash or other assets;</u>	<p>Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No1080023568) dated December 25, 2019.</p> <p>New definition.</p>

No.條次	Current Articles (English)現行條文-中文	Amendments (English)修正條文-中文	Explanation 修正理由
	[本款新增]	<u>「收購」意指一公司取得他公司之股份、營業或財產，並以股份、現金或其他財產作為對價之行為。</u>	配合臺灣證券交易所股份有限公司 2019 年 12 月 25 日臺證上二字第 1080023568 號公告要求依據修正後之「外國發行人註冊地國股東權益保護事項檢查表」修正本公司章程條文。 本款新增。
12	<u>The Company shall not issue any unpaid Shares or partly paid-up Shares. The Company shall not issue shares in bearer form.</u> 本公司不得發行任何未繳足或部分繳足股款之股份，亦不得發行無記名股份。	<u>Subject to Article 12A, the Company shall not issue any unpaid Shares or partly paid-up Shares. The Company shall not issue shares in bearer form.</u> <u>除本章程第 12A 條另有規定外</u> ，本公司不得發行任何未繳足或部分繳足股款之股份，亦不得發行無記名股份。	Revised to accommodate the amendment of Article 12A. 因應第 12A 條之修正。
12A	[New article] [本條新增]	<u>If a subscriber fails to pay any call or instalment of call with respect of any Shares on the day fixed for payment, the Directors may, at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued, within a period of not less than 1 month from the date of the notice given by the Directors. The notice shall name a further day (not earlier than the expiration of aforesaid one month or longer period from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time fixed the Shares in respect of which the call was made will be liable to be forfeited. If the requirements of any such notice as aforesaid are not complied with, any Share in respect of which the notice has been given may at any time thereafter, before the payment required by notice has been made, be forfeited by a determination of the Directors to that effect. A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Directors</u>	Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No1080023568) dated December 25, 2019. New article.

No.條次	Current Articles (English)現行條文-中文	Amendments (English)修正條文-中文	Explanation 修正理由
		<p><u>think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit. A Person whose Shares have been forfeited shall cease to be a Shareholder in respect of the forfeited Shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of forfeiture were payable by him to the Company in respect of the Shares forfeited, but his liability shall cease if and when the Company receives payment in full of the amount unpaid on the Shares forfeited. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a Share becomes due and payable, whether on account of the amount of the Share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified. Under the aforesaid circumstances, compensation for loss or damage, if any, may still be claimed against such defaulting Shareholder.</u></p> <p>若認股人未能在約定的付款日就任何股份繳足任何股款或分期款項，則董事會得於其後的任何時間，於該股款或分期款項的任何部分仍未繳足的情況下，通知該認股人自董事會所訂不少於通知之日起1個月之期限內繳納未繳足的股款或分期款項以及可能產生的任何利息。該通知應明訂到期日(不早於前述通知之日起一個月以上期限之末日)，指明該通知所要求的款項應在該日或之前支付，該通知並應指明，若未於指定時間或之前付款，則就該催繳股款的股份將失其權利。倘不遵守此等通知之規定，得由董事會於發出通知之日後、繳納該通知要求之股款前的任何時間，認定就該通知的股份失其權利。該喪失權利的股份得以董事會認為合適的條件及方式出售或以其他方式處分，並得在出售或處分前的任何時間，以董事會認為合適的條款取消該失權。持有失權股份的人將不再是該失權股份的股東，然而，儘管如此，他仍應</p>	<p>配合臺灣證券交易所股份有限公司2019年12月25日臺證上二字第1080023568號公告要求依據修正後之「外國發行人註冊地國股東權益保護事項檢查表」修正本公司章程條文。</p> <p>本條新增。</p>

No.條次	Current Articles (English)現行條文-中文	Amendments (English)修正條文-中文	Explanation 修正理由
		<u>支付其在失權之日應向本公司支付該失權股份的全部款項予本公司，惟當本公司收到該失權股份的全部未付款項時，其責任應即告終止。本章程關於失權之規定，應適用於任何依股份發行條件為到期且應付的總額(不論是按股份金額或是溢價)為未付的情況，如同該金額已經催繳及通知而應付。在上述情形下，仍得向該違約股東要求賠償損失或損害(如有)。</u>	
32	<p>The Company may also by either a Supermajority Resolution Type A or the Supermajority Resolution Type B:</p> <p>(a) enter into, amend, or terminate any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;</p> <p>(b) transfer the whole or any material part of its business or assets;</p> <p>(c) take over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company;</p> <p>(d) effect any Spin-off of the Company in accordance with the Applicable Listing Rules;</p> <p>(e) grant waiver to the Director's engaging in any business within the scope of the Company's business;</p> <p>(f) issue restricted shares for employees pursuant to Article 17B; and</p> <p>(g) distribute part or all of its dividends or bonus by way of issuance of new Shares, for the avoidance of doubts, the allotment of bonus shares in connection with the Employees' Remunerations and Directors' Remunerations pursuant to Article 129 shall not require the approval of a Supermajority Resolution Type A or a Supermajority Resolution Type B.</p>	<p>The Company may also by either a Supermajority Resolution Type A or the Supermajority Resolution Type B:</p> <p>(a) enter into, amend, or terminate any contract for lease of its business in whole, or for entrusting business, or for regular joint operation with others;</p> <p>(b) transfer the whole or any material part of its business or assets;</p> <p>(c) take over the transfer of another's whole business or assets, which will have a material effect on the business operation of the Company;</p> <p>(d) effect any Spin-off of the Company in accordance with the Applicable Listing Rules;</p> <p>(e) grant waiver to the Director's engaging in any business within the scope of the Company's business;</p> <p>(f) issue restricted shares for employees pursuant to Article 17B;</p> <p>(g) distribute part or all of its dividends or bonus by way of issuance of new Shares, for the avoidance of doubts, the allotment of bonus shares in connection with the Employees' Remunerations and Directors' Remunerations pursuant to Article 129 shall not require the approval of a Supermajority Resolution Type A or a Supermajority Resolution Type B; and</p>	<p>Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No1080023568) dated December 25, 2019.</p>

No.條次	Current Articles (English)現行條文-中文	Amendments (English)修正條文-中文	Explanation 修正理由
	<p>本公司亦得以 A 型特別決議或 B 型特別決議：</p> <p>(a) 締結、變更或終止關於出租其全部營業、委託經營或與他人經常共同經營之協議；</p> <p>(b) 轉讓其全部或任何主要部分之營業或財產；</p> <p>(c) 受讓他人的全部營業或財產而對公司營運有重大影響者；</p> <p>(d) 按上市櫃法令進行本公司之分割；</p> <p>(e) 董事從事競業禁止行為之許可；</p> <p>(f) 依據第 17B 條規定發行限制員工權利新股；<u>以及</u></p> <p>(g) 以發行新股的方式分派部分或全部的股息或紅利；為避免爭議，關於依據第 129 條提撥員工酬勞及董事酬勞所發行之新股不需要取得 A 型特別決議或 B 型特別決議。</p>	<p><u>(h) share swap.</u></p> <p>本公司亦得以 A 型特別決議或 B 型特別決議：</p> <p>(a) 締結、變更或終止關於出租其全部營業、委託經營或與他人經常共同經營之協議；</p> <p>(b) 轉讓其全部或任何主要部分之營業或財產；</p> <p>(c) 受讓他人的全部營業或財產而對公司營運有重大影響者；</p> <p>(d) 按上市櫃法令進行本公司之分割；</p> <p>(e) 董事從事競業禁止行為之許可；</p> <p>(f) 依據第 17B 條規定發行限制員工權利新股；</p> <p>(g) 以發行新股的方式分派部分或全部的股息或紅利；為避免爭議，關於依據第 129 條提撥員工酬勞及董事酬勞所發行之新股不需要取得 A 型特別決議或 B 型特別決議；<u>以及</u></p> <p><u>(h) 股份轉換。</u></p>	<p>配合臺灣證券交易所股份有限公司 2019 年 12 月 25 日臺證上二字第 1080023568 號公告要求依據修正後之「外國發行人註冊地國股東權益保護事項檢查表」修正本公司章程條文。</p>
34	<p>Subject to the Law, in the event any of the resolutions with respect to the paragraph (a), (b), or (c) of Article 32 is adopted by general meeting, any Shareholder who has notified the Company in writing of his objection to such proposal prior to such meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair price within twenty (20) days after the date of the resolution. In the event the Company fails to reach such agreement with the Shareholder within sixty (60) days after the date of the resolution, the Shareholder may, within thirty (30) days after such sixty (60)-day period, file a petition to any competent</p>	<p>Subject to the Law, in the event any of the resolutions with respect to the paragraph (a), (b), or (c) of Article 32 is adopted by general meeting, any Shareholder who has notified the Company in writing of his objection to such proposal prior to such meeting and subsequently raised his objection at the meeting may request the Company to purchase all of his Shares at the then prevailing fair price within twenty (20) days after the date of the resolution. In the event the Company fails to reach such agreement with the Shareholder within sixty (60) days after the date of the resolution, the Shareholder may, within thirty (30) days after such sixty (60)-day period, file a petition to any competent</p>	<p>Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No1080023568) dated December 25, 2019.</p>

No.條次	Current Articles (English)現行條文-中文	Amendments (English)修正條文-中文	Explanation 修正理由
	<p>court of Taiwan for a ruling on the appraisal price, and, to the extent that the ruling is capable of enforcement and recognition outside Taiwan, such ruling by such Taiwan court shall be binding and conclusive as between the Company and requested Shareholder solely with respect to the appraisal price.</p> <p>Subject to the Law, in the event any part of the Company's business is Spun Off or involved in any Merger with any other company, the Shareholder, who has forfeited his 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 purchase all of his Shares at the then prevailing fair price within twenty (20) days after the date of the resolution. In the event the Company fails to reach such agreement with the Shareholder within sixty (60) days after the date <u>of the resolution, the</u> Shareholder may, within thirty (30) days after such sixty (60)- day period, file a petition to any competent court of Taiwan for a ruling on the appraisal price, and, to the extent that the ruling is capable of enforcement and recognition outside Taiwan, such ruling by such Taiwan court shall be binding and conclusive as between the Company and requested Shareholder solely with respect to the appraisal price.</p>	<p>court of Taiwan for a ruling on the appraisal price, and, to the extent that the ruling is capable of enforcement and recognition outside Taiwan, such ruling by such Taiwan court shall be binding and conclusive as between the Company and requested Shareholder solely with respect to the appraisal price.</p> <p>Subject to the Law, in the event any part of the Company's business is Spun Off or involved in any Merger, <u>Acquisition or share swap</u> with any other company, the Shareholder, who has forfeited his 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 purchase all of his Shares <u>in writing</u> at the then prevailing fair price within twenty (20) days after the date of the resolution <u>and specifies the price of the Shares to be repurchased.</u></p> <p><u>For the purpose of this Article 34, if the Company and any Shareholder reach an agreement about the price of the Shares to be repurchased by the Company, the Company shall pay for such agreed purchase price of Shares to be repurchased within ninety (90) days from the date of passing of the resolution by general meeting. In case no agreement as to the purchase price is reached, the Company shall pay the fair price as determined by the Company to such Shareholder within ninety (90) days from the date on which the resolution was adopted. If the Company fails to pay the agreed</u></p>	

No.條次	Current Articles (English)現行條文-中文	Amendments (English)修正條文-中文	Explanation 修正理由
	<p>在依據公司法之前提下，若股東會決議通過上述第 32 條之第(a)、(b) 或(c)款之事項，任何於該股東會前以書面通知本公司表示反對該議案並嗣後在該股東會上表示反對之股東，得於該決議日<u>後</u> 20 日內請求本公司以當時公平價格收買其全部之股份。若本公司未能與該股東於該決議日<u>後</u> 60 日內達成收買協議，該股東得於此 60 日期間經過後之 30 日內聲請任何臺灣管轄法院為價格之裁定，此裁定於其得於台灣以外被承認並執行之限度內，於本公司及提出請求之股東間僅就裁定之價格有確定之拘束力。</p> <p>在依據公司法之前提下，如本公司的任何營業經決議進行分割或參與與其他公司之合併，就此事項放棄表決權並以書面或言詞(經記錄者)在股東會前或股東會進行中表示異議之股東，得於該決議日<u>後</u> 20 日內要求本公司以當時公平</p>	<p><u>purchase price, the Company shall be deemed to agree to the price as requested by the Shareholder.</u></p> <p><u>For the Shareholder who requests the Company to purchase all of his Shares in accordance with the second paragraph,</u> in the event the Company fails to reach such agreement with the Shareholder within sixty (60) days after the date <u>on which</u> the resolution <u>was adopted, the Company shall apply to the court for a ruling on the fair price against all the dissenting shareholders as the opposing party within thirty (30) days after such sixty-day period, and Taiwan Taipei District Court has the jurisdiction.</u></p> <p>在依據公司法之前提下，若股東會決議通過上述第 32 條之第(a)、(b) 或(c)款之事項，任何於該股東會前以書面通知本公司表示反對該議案並嗣後在該股東會上表示反對之股東，得於該決議日<u>起</u> 20 日內請求本公司以當時公平價格收買其全部之股份。若本公司未能與該股東於該決議日<u>起</u> 60 日內達成收買協議，該股東得於此 60 日期間經過後之 30 日內聲請任何臺灣管轄法院為價格之裁定，此裁定於其得於台灣以外被承認並執行之限度內，於本公司及提出請求之股東間僅就裁定之價格有確定之拘束力。</p> <p>在依據公司法之前提下，如本公司的任何營業經決議進行分割或參與與其他公司之合併、<u>收購或股份轉換</u>，就此事項放棄表決權並以書面或言詞(經記錄者)在股東會前或股東會進行中表示異議之股東，得於該決議日<u>起</u> 20 日內以</p>	<p>配合臺灣證券交易所股份有限公司 2019 年 12 月 25 日臺證上二字第 1080023568 號公告要求依據修正後之「外國發行人註冊地國股東權益保護事項檢查表」修正本公司章程條文。</p>

No.條次	Current Articles (English)現行條文-中文	Amendments (English)修正條文-中文	Explanation 修正理由
	<p>價格購買其全部之股份。若本公司未能與該股東於該決議日<u>後</u> 60 日內達成收買協議，<u>該股東得於此 60 日期間經過後之 30 日內聲請任何臺灣管轄法院為價格之裁定，此裁定於其得於台灣以外被承認並執行之限度內，於本公司及提出請求之股東間僅就裁定之價格有確定之拘束力。</u></p>	<p><u>書面提出，並列明請求收買價格</u>，要求本公司以當時公平價格購買其全部之股份。</p> <p><u>就本第 34 條之目的，任何股東與公司間就收買價格達成協議者，公司應自股東會決議日起 90 日內支付價款。未達成協議者，公司應自決議日起 90 日內，依其所認為之公平價格支付價款予未達成協議之股東；公司未支付者，視為同意股東請求收買之價格。</u></p> <p><u>股東依第 2 項向本公司請求收買其所有之股份者，若本公司未能與該股東於該決議日起 60 日內達成收買協議，本公司應於此 60 日期間經過後 30 日內，以全體未達成協議之股東為相對人，聲請法院為價格之裁定，並得以臺灣臺北地方法院為訴訟管轄法院。</u></p>	
50	<p>The following matters shall be specified in the notice of a general meeting, and shall not be proposed as ad hoc motions; material contents of such matters may be uploaded onto the website designated by the TWSE, TPEX or the Company with the address of website indicated in the notice:</p> <p>(a) election or discharge of Directors or supervisors (if any);</p> <p>(b) amendments to the Memorandum of Association and/or these Articles;</p> <p>(c) reduction in share capital of the Company;</p> <p>(d) application for de-registration as a public company;</p> <p>(e) dissolution, share swap (as defined in the Applicable Listing Rules), Merger or Spin- off of the Company;</p> <p>(f) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusting</p>	<p>The following matters <u>and their respective material contents</u> shall be specified in the notice of a general meeting, and shall not be proposed as ad hoc motions; material contents of such matters may be uploaded onto the website designated by the TWSE, TPEX or the Company with the address of website indicated in the notice:</p> <p>(a) election or discharge of Directors or supervisors (if any);</p> <p>(b) amendments to the Memorandum of Association and/or these Articles;</p> <p>(c) reduction in share capital of the Company;</p> <p>(d) application for de-registration as a public company;</p> <p>(e) dissolution, share swap (as defined in the Applicable Listing Rules), Merger or Spin- off of the Company;</p> <p>(f) entering into, amendment to, or termination of any contract for lease of its business in whole, or for entrusting</p>	<p>Pursuant to the amendment of the Sample Template for XXX Co., Ltd. Rules of Procedure for Shareholders Meetings announced by the Taiwan Stock Exchange (Tai-Jeng-Jili - No1080024221) dated January 2, 2020.</p>

No.條次	Current Articles (English)現行條文-中文	Amendments (English)修正條文-中文	Explanation 修正理由
	<p>business, or for regular joint operation with others;</p> <p>(g) the transfer of the whole or any material part of its business or assets;</p> <p>(h) the takeover of another's whole business or assets, which will have a material effect on the business operation of the Company;</p> <p>(i) the private placement of equity-linked securities;</p> <p>(j) granting waiver to the Director's engaging in any business within the scope of business of the Company;</p> <p>(k) distribution of part or all of its dividends or bonus by way of issuance of new Shares;</p> <p>(l) capitalization of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by issuing new Shares which shall be distributable as dividend shares to the then Shareholders in proportion to the number of Shares being held by each of them;</p> <p>(m) subject to the Law, distribution of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by paying cash to the then Shareholders in proportion to the number of Shares being held by each of them;</p> <p>(n) the transfer of Treasury Shares to its employees by the Company; and</p> <p>(o) the Delisting.</p> <p>Subject to the Law and these Articles, the Shareholders may propose matters in a general meeting to the extent of matters as described in the agenda of such</p>	<p>business, or for regular joint operation with others;</p> <p>(g) the transfer of the whole or any material part of its business or assets;</p> <p>(h) the takeover of another's whole business or assets, which will have a material effect on the business operation of the Company;</p> <p>(i) the private placement of equity-linked securities;</p> <p>(j) granting waiver to the Director's engaging in any business within the scope of business of the Company;</p> <p>(k) distribution of part or all of its dividends or bonus by way of issuance of new Shares;</p> <p>(l) capitalization of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by issuing new Shares which shall be distributable as dividend shares to the then Shareholders in proportion to the number of Shares being held by each of them;</p> <p>(m) subject to the Law, distribution of the Legal Reserves and Capital Reserves arising from the share premium account or endowment income, in whole or in part, by paying cash to the then Shareholders in proportion to the number of Shares being held by each of them;</p> <p>(n) the transfer of Treasury Shares to its employees by the Company; and</p> <p>(o) the Delisting.</p> <p>Subject to the Law and these Articles, the Shareholders may propose matters in a general meeting to the extent of matters as described in the agenda of such</p>	

No.條次	Current Articles (English)現行條文-中文	Amendments (English)修正條文-中文	Explanation 修正理由
	<p>meeting.</p> <p>下列事項應於股東會召集通知中列舉，不得以臨時動議提出；其主要內容得置於證券櫃檯買賣中心或證交所或公司指定之網站，並應將其網址載明於召集通知內：</p> <p>(a) 選任或解任董事或監察人(如有)；</p> <p>(b) 變更備忘錄及/或本章程；</p> <p>(c) 減資；</p> <p>(d) 申請停止公開發行；</p> <p>(e) 本公司之解散、股份轉換(依據上市櫃法令定義)、合併或分割；</p> <p>(f) 締結、變更或終止關於出租本公司全部營業、委託經營或與他人經常共同經營之契約；</p> <p>(g) 讓與本公司全部或任何主要部分營業或財產；</p> <p>(h) 受讓他人全部營業或財產而對公司營運有重大影響者；</p> <p>(i) 私募發行具股權性質之有價證券；</p> <p>(j) 董事從事競業禁止行為之許可；</p> <p>(k) 以發行新股方式分派股息及紅利之全部或一部分；</p> <p>(l) 將法定盈餘公積及因發行股票溢價或受領贈與所得之資本公積之全部或一部分，以發行新股方式，按持股比例分配與原股東者；</p> <p>(m) 根據公司法規定，將法定盈餘公積及因發行股票溢價所得或受領贈與所得之資本公積之全部或一部分，以發放現金方式，按持股比例分配與原股東；</p> <p>(n) 本公司將庫藏股移轉予員工；以及</p> <p>(o) 終止上市。</p> <p>除公司法或本章程另有規定外，股東得於股東會提案，惟僅以原議案內容範圍</p>	<p>meeting.</p> <p>下列事項應於股東會召集通知中列舉並說明其主要內容，不得以臨時動議提出；其主要內容得置於證券櫃檯買賣中心或證交所或公司指定之網站，並應將其網址載明於召集通知內：</p> <p>(a) 選任或解任董事或監察人(如有)；</p> <p>(b) 變更備忘錄及/或本章程；</p> <p>(c) 減資；</p> <p>(d) 申請停止公開發行；</p> <p>(e) 本公司之解散、股份轉換(依據上市櫃法令定義)、合併或分割；</p> <p>(f) 締結、變更或終止關於出租本公司全部營業、委託經營或與他人經常共同經營之契約；</p> <p>(g) 讓與本公司全部或任何主要部分營業或財產；</p> <p>(h) 受讓他人全部營業或財產而對公司營運有重大影響者；</p> <p>(i) 私募發行具股權性質之有價證券；</p> <p>(j) 董事從事競業禁止行為之許可；</p> <p>(k) 以發行新股方式分派股息及紅利之全部或一部分；</p> <p>(l) 將法定盈餘公積及因發行股票溢價或受領贈與所得之資本公積之全部或一部分，以發行新股方式，按持股比例分配與原股東者；</p> <p>(m) 根據公司法規定，將法定盈餘公積及因發行股票溢價所得或受領贈與所得之資本公積之全部或一部分，以發放現金方式，按持股比例分配與原股東；</p> <p>(n) 本公司將庫藏股移轉予員工；以及</p> <p>(o) 終止上市。</p> <p>除公司法或本章程另有規定外，股東得於股東會提案，惟僅以原議案內容範圍</p>	<p>配合臺灣證券交易所股份有限公司 2020 年 1 月 2 日臺證治理字第 1080024221 號公告修正「○○股份有限公司股東會議事規則」參考範例修正本條。</p>

No.條次	Current Articles (English)現行條文-中文	Amendments (English)修正條文-中文	Explanation 修正理由
	者為限。	者為限。	
74	<p>Unless otherwise determined by the Company in general meeting, the number of Directors shall be no less than five (5) Directors with a maximum of nine (9) Directors. Amongst the Board of Directors, the Company shall have at least <u>three</u> (3) Independent Directors, and the Independent Directors shall account for at least one-fifth (1/5) of the total number of Directors. At least one (1) of the Independent Directors must be domiciled in Taiwan. For so long as the Shares are listed on the Taipei Exchange or the TSE, the Directors shall include such number of Independent Directors as applicable law, rules or regulations or the Applicable Listing Rules require for a foreign issuer. The qualification, formation, appointment, discharge, exercise of authority and other compliance of Directors and Independent Directors shall be subject to and governed by the Applicable Listing Rules.</p> <p>除股東會另有決議外，本公司董事會，設置董事不得少於五人，最多為九人，其中獨立董事人數不得少於<u>三人</u>且獨立董事應達全體董事席次五分之一以上，其中至少一人應在中華民國設有戶籍。於本公司股份於證券櫃檯買賣中心或證交所上市之期間，董事會之獨立董事席次應符合相關法令或上市櫃法令關於外國發行人之規定。董事及獨立董事之資格條件、組成、選任、解任、職權行使及其他應遵循事項，應遵循上市櫃法令規定。</p>	<p>Unless otherwise determined by the Company in general meeting, the number of Directors shall be no less than five (5) Directors with a maximum of nine (9) Directors. Amongst the Board of Directors, the Company shall have at least <u>four</u> (4) Independent Directors, and the Independent Directors shall account for at least one-fifth (1/5) of the total number of Directors. At least one (1) of the Independent Directors must be domiciled in Taiwan. For so long as the Shares are listed on the Taipei Exchange or the TSE, the Directors shall include such number of Independent Directors as applicable law, rules or regulations or the Applicable Listing Rules require for a foreign issuer. The qualification, formation, appointment, discharge, exercise of authority and other compliance of Directors and Independent Directors shall be subject to and governed by the Applicable Listing Rules.</p> <p>除股東會另有決議外，本公司董事會，設置董事不得少於五人，最多為九人，其中獨立董事人數不得少於<u>四人</u>且獨立董事應達全體董事席次五分之一以上，其中至少一人應在中華民國設有戶籍。於本公司股份於證券櫃檯買賣中心或證交所上市之期間，董事會之獨立董事席次應符合相關法令或上市櫃法令關於外國發行人之規定。董事及獨立董事之資格條件、組成、選任、解任、職權行使及其他應遵循事項，應遵循上市櫃法令規定。</p>	<p>Pursuant to the amendment of the Taiwan Stock Exchange Corporation Operation Directions for Compliance with the Establishment of Board of Directors by TWSE Listed Companies and the Board's Exercise of Powers announced by the Taiwan Stock Exchange (Tai-Jeng-Jili - No1080024221) dated January 2, 2020.</p> <p>配合臺灣證券交易所股份有限公司上市公司董事會設置及行使職權應遵循事項要點第4條第2項規定修正本條。</p>

No.條次	Current Articles (English)現行條文-中文	Amendments (English)修正條文-中文	Explanation 修正理由
	如股東係法人時，得由其代表人當選為董事或監察人(如有)。如法人股東之代表人有數人時，該等代表人得分別當選董事或監察人(如有)，但不得同時當選董事及監察人(如有)。	如股東係法人時，得由其代表人當選為董事或監察人(如有)。如法人股東之代表人有數人時，該等代表人得分別當選董事或監察人(如有)，但不得同時當選董事及監察人(如有)。	
107	<p>A Director who directly or indirectly has personal interest in the matter proposed at the meeting of the Board, including but not limited to a contract or proposed contract or arrangement with the Company shall disclose the nature of his or her personal interest at the meeting of the Board, if he or she knows his or her personal interest then exists, or in any other case at the first meeting of the Board after he or she knows that he or she is or has become so interested. For the purposes of this Article, a general notice to the Board by a Director to the effect that:</p> <p>(a) he is a member or officer of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm; or</p> <p>(b) he is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him;</p> <p>shall be deemed to be a sufficient disclosure of personal interest under this Article in relation to any such contract or arrangement, provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board</p>	<p>A Director who directly or indirectly has personal interest in the matter proposed at the meeting of the Board, including but not limited to a contract or proposed contract or arrangement with the Company shall disclose the nature of his or her personal interest at the meeting of the Board, if he or she knows his or her personal interest then exists, or in any other case at the first meeting of the Board after he or she knows that he or she is or has become so interested. For the purposes of this Article, a general notice to the Board by a Director to the effect that:</p> <p>(a) he is a member or officer of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm; or</p> <p>(b) he is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him;</p> <p>shall be deemed to be a sufficient disclosure of personal interest under this Article in relation to any such contract or arrangement, provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board</p>	Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No1080023568) dated December 25, 2019.

No.條次	Current Articles (English)現行條文-中文	Amendments (English)修正條文-中文	Explanation 修正理由
	<p>meeting after it is given.</p> <p>To the extent required by Applicable Listing Rules, a Director may not vote for himself or on behalf of other Director in respect to any matter, including but not limited to any contract or proposed contract or arrangement or contemplated transaction of the Company, in which such Director bears a personal interest (whether directly or indirectly) which may conflict with and impair the interest of the Company. Any votes cast by or on behalf of such Director in contravention of the foregoing shall not be counted by the Company, but such Director shall be counted in the quorum for purposes of convening such meeting.</p> <p>Notwithstanding the first paragraph of this Article, if any Director has personal interest (whether directly or indirectly) in matters on agenda for the Board meeting, such Director shall disclose and explain the material information or contents on such personal interest at the same Board meeting.</p> <p>In the case that a Director's spouse, a blood relative within second degree of kinship or a company which has parent-subsidiary relationship with the Director has personal interest in a matter on agenda for the Board meeting, such Director shall be deemed to have personal interest in that matter.</p>	<p>meeting after it is given.</p> <p>To the extent required by Applicable Listing Rules, a Director may not vote for himself or on behalf of other Director in respect to any matter, including but not limited to any contract or proposed contract or arrangement or contemplated transaction of the Company, in which such Director bears a personal interest (whether directly or indirectly) which may conflict with and impair the interest of the Company. Any votes cast by or on behalf of such Director in contravention of the foregoing shall not be counted by the Company, but such Director shall be counted in the quorum for purposes of convening such meeting.</p> <p>Notwithstanding the first paragraph of this Article, if any Director has personal interest (whether directly or indirectly) in matters on agenda for the Board meeting, such Director shall disclose and explain the material information or contents on such personal interest at the same Board meeting; <u>before the Company adopts any resolution of Merger, Acquisition, Spin-off or share swap, a Director who has a personal interest in the transaction of Merger, Acquisition, Spin-off or share swap shall declare such interest to the Board at the Board meeting and to the shareholders at the general meeting the essential contents of such personal interest and the reasons that the relevant resolution shall be approved or dissented.</u></p>	

No.條次	Current Articles (English)現行條文-中文	Amendments (English)修正條文-中文	Explanation 修正理由
	<p>董事對於董事會會議相關事項(包括但 不限於契約或預計與公司進行之契約 或安排)有直接或間接自身利害關係 者，如其知悉該利害關係當時已存在， 則應於董事會會議中揭露該自身利害 關係之性質，或於任何其他情況於其知 悉有此自身利害關係後之首次董事會 會議中為之。為本條之目的，董事對董 事會關於以下之一般性通知：</p> <p>(a) 其為特定公司或商號之股東或 高級職員且就該通知發送後可能與該 公司或商號簽署之契約或協議應認為 有利害關係；或</p> <p>(b) 其就該通知發送後可能和與其 具有關係之特定人簽署之契約或協議 應認為有利害關係；</p> <p>應視為已依本條關於該等契約或協議 之自身利害關係為適當之揭露，但此等 通知僅有於董事會會議中為之或該董 事採取合理步驟以確保該通知能於其 發送後之董事會會議中被提出並審閱。 如上市櫃法令有所要求，董事對於董事 會議之事項，包括但不限於契約或契約 之提案或協議或本公司擬進行之交 易，有自身利害關係(無論直接或間接) 致有害於本公司利益之虞時，不得加入 表決，並不得代理他董事行使表決權。 董事違反前述規定親自或由代理人行 使之表決權，本公司應不予計算，但該 董事仍應計入該次會議之法定出席數。 不論本條第一項內容如何，如任何董事</p>	<p>In the case that a Director's spouse, a blood relative within second degree of kinship or a company which has parent-subsidiary relationship with the Director has personal interest in a matter on agenda for the Board meeting, such Director shall be deemed to have personal interest in that matter.</p> <p>董事對於董事會會議相關事項(包括但 不限於契約或預計與公司進行之契約 或安排)有直接或間接自身利害關係 者，如其知悉該利害關係當時已存在， 則應於董事會會議中揭露該自身利害 關係之性質，或於任何其他情況於其知 悉有此自身利害關係後之首次董事會 會議中為之。為本條之目的，董事對董 事會關於以下之一般性通知：</p> <p>(a) 其為特定公司或商號之股東或 高級職員且就該通知發送後可能與該 公司或商號簽署之契約或協議應認為 有利害關係；或</p> <p>(b) 其就該通知發送後可能和與其 具有關係之特定人簽署之契約或協議 應認為有利害關係；</p> <p>應視為已依本條關於該等契約或協議 之自身利害關係為適當之揭露，但此等 通知僅有於董事會會議中為之或該董 事採取合理步驟以確保該通知能於其 發送後之董事會會議中被提出並審閱。 如上市櫃法令有所要求，董事對於董事 會議之事項，包括但不限於契約或契約 之提案或協議或本公司擬進行之交 易，有自身利害關係(無論直接或間接) 致有害於本公司利益之虞時，不得加入 表決，並不得代理他董事行使表決權。 董事違反前述規定親自或由代理人行 使之表決權，本公司應不予計算，但該 董事仍應計入該次會議之法定出席數。 不論本條第一項內容如何，如任何董事</p>	<p>配合臺灣證券交易所 股份有限公司 2019 年 12 月 25 日臺證上二字 第 1080023568 號公告 要求依據修正後之 「外國發行人註冊地 國股東權益保護事項 檢查表」修正本公司 章程條文。</p>

No.條次	Current Articles (English)現行條文-中文	Amendments (English)修正條文-中文	Explanation 修正理由
	<p>對於董事會議之事項，有自身利害關係(不論直接或間接)時，該董事應於當次董事會揭露並說明其自身利害關係之重要內容。</p> <p>董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就董事會之會議事項有利害關係者，視為董事就該事項有自身利害關係。</p>	<p>對於董事會議之事項，有自身利害關係(不論直接或間接)時，該董事應於當次董事會揭露並說明其自身利害關係之重要內容；<u>於公司決議進行合併、收購、分割或股份轉換時，董事應向董事會及股東會說明其與合併、收購、分割或股份轉換交易自身利害關係之重要內容及贊成或反對有關決議之理由。</u></p> <p>董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就董事會之會議事項有利害關係者，視為董事就該事項有自身利害關係。</p>	
119A	<p>[New article]</p> <p>[本條新增]</p>	<p><u>Before the Company holds a meeting of the Board of Directors to adopt any resolution of Merger, Acquisition, Spin-off or share swap, the Audit Committee shall seek opinion from an independent expert in order to review the fairness and reasonableness of the plan and transaction of the Merger, Acquisition, Spin-off or share swap, including but not limited to the justification of share swap ratio or a distribution by cash or otherwise, and the review result shall be submitted to the Board of Directors and Shareholders in the general meeting (provided, however, that if the Law does not require the Shareholders' approval on the said transactions, the expert opinion and review result do not have to be submitted to the general meeting); and the review result and the expert opinion shall be provided to the Shareholders together with the notice of general meeting. If the Law does not require the Shareholders' approval on the said transactions, the Board of Directors shall report the transactions in the next general meeting.</u></p>	<p>Pursuant to the requirement of amended Articles of Association Checklist announced by the Taiwan Stock Exchange (Tai-Jeng-Shang II - No1080023568) dated December 25, 2019.</p> <p>New article.</p>

No.條次	Current Articles (English)現行條文-中文	Amendments (English)修正條文-中文	Explanation 修正理由
		<p><u>following the transactions.</u> <u>For the documents required to be given to the Shareholders in the preceding paragraph, if the Company announces the same content as in those documents on a website designated by the Taiwan competent authorities and those documents are available at the venue of the general meeting for Shareholders' inspection, those documents shall be deemed as having been given to Shareholders.</u></p> <p><u>公司於召開董事會決議合併、收購、分割或股份轉換事項前，應由審計委員會委請獨立專家就包括但不限於換股比例或配發股東之現金或其他財產之合理性提供意見，以便就合併、收購、分割或股份轉換計畫與交易之公平性、合理性進行審議，並將審議結果提報董事會及股東會(但依公司法規定如無須召開股東會決議前述交易者，得不提報股東會)，且審議結果及獨立專家意見應於發送股東會召集通知時一併發送股東。但依公司法規定前述交易免經股東會決議者，應於最近一次股東會就併購事項提出報告。</u> <u>前項應發送股東之文件，經公司於中華民國證券主管機關指定之網站公告同一內容，且備置於股東會會場供股東查閱，對於股東視為已發送。</u></p>	<p>配合臺灣證券交易所股份有限公司 2019 年 12 月 25 日臺證上二字第 1080023568 號公告要求依據修正後之「外國發行人註冊地國股東權益保護事項檢查表」修正本公司章程條文。</p> <p>本條新增。</p>

Attachment 7

COASTER INTERNATIONAL CO., LTD.

客思達股份有限公司

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>Article 9第九條 Proposal Discussion 議案討論</p> <p>(第一項略)</p> <p>The agenda of general meeting shall be set by the Board of Directors if the meeting is convened by the Board of Directors. <u>Related proposals (including extemporary motions and amendments to the original proposals) should be voted by shareholders separately.</u> Unless otherwise approved in the general meeting, the general meeting shall proceed in accordance with the agenda.</p> <p>股東會如由董事會召集者，其議程由董事會訂定之，<u>相關議案(包括臨時動議及原議案修正)</u>均應採逐案表決，會議應依排定之議程進行，非經股東會決議通過不得變更之。</p> <p>(第三項至第四項略)</p> <p>The chairman shall provide sufficient time for the explanation and discussion of all items listed in the agenda and amendments submitted by Shareholders. The chairman may announce an end of discussion and submit an item for a</p>	<p>Article 9第九條 Proposal Discussion 議案討論</p> <p>(第一項略)</p> <p>The agenda of general meeting shall be set by the Board of Directors if the meeting is convened by the Board of Directors. Unless otherwise approved in the general meeting, the general meeting shall proceed in accordance with the agenda.</p> <p>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，非經股東會決議通過不得變更之。</p> <p>(第三項至第四項略)</p> <p>The chairman shall provide sufficient time for the explanation and discussion of all items listed in the agenda and amendments submitted by Shareholders. The chairman may announce an end of discussion and submit an item for a</p>	<ol style="list-style-type: none"> 1. 配合 2018 年起上市上櫃公司全面採行電子投票並落實逐案表決精神，修訂第二項。 2. 為避免股東因來不及投票而影響其投票權利之行使，修訂第五項。

修正條文	現行條文	說明
<p>vote if the chairman deems that the agenda item is ready for voting and the discussion and amendments proposed complied with the Applicable Listing Rules and the Articles. <u>The chairman shall provide sufficient time for voting.</u></p> <p>主席對於議案及股東所提之修正案，應給予充分說明及討論之機會，若認為該等議案及修正案均已符合本章程及上市(櫃)法令之規定且達可付表決之程度時，得宣布停止討論，提付表決，<u>並安排適足之投票時間。</u></p>	<p>vote if the chairman deems that the agenda item is ready for voting and the discussion and amendments proposed complied with the Applicable Listing Rules and the Articles.</p> <p>主席對於議案及股東所提之修正案，應給予充分說明及討論之機會，若認為該等議案及修正案均已符合本章程及上市(櫃)法令之規定且達可付表決之程度時，得宣布停止討論，提付表決。</p>	
<p>Article 16第十六條 Meeting Minutes 議事錄</p> <p>(第一項至第二項略)</p> <p>The meeting minutes must faithfully record the meeting's date (year, month, day), place, Chairman's name, resolution method, summary of proceedings, and results of <u>voting resolutions (including the numbers of shares voted). In case of election of director(s) and/or supervisor(s), the number of votes of each candidate should be disclosed.</u> Meeting minutes shall be kept during the existence of the Company.</p> <p>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<u>表決結果(包含統計之權數)</u>記載之，<u>有選舉董事、監察人時，應揭露每位候選人之得票權數。</u>在本公司存續期間，應永久保存。</p> <p>(第四項至第五項略)</p>	<p>Article 16第十六條 Meeting Minutes 議事錄</p> <p>(第一項至第二項略)</p> <p>The meeting minutes must faithfully record the meeting's date (year, month, day), place, Chairman's name, resolution method, summary of proceedings, and results of resolutions. Meeting minutes shall be kept during the existence of the Company.</p> <p>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。</p> <p>(第四項至第五項略)</p>	<p>參考亞洲公司治理協會建議，修訂第三項，以落實逐案票決精神。</p>