

TOPBI INTERNATIONAL HOLDINGS LIMITED

淘帝國際控股有限公司

(the "Company")

(下稱「本公司」)

MINUTES FOR THE ANNUAL GENERAL MEETING OF YEAR 2019

2019 年股東常會議事錄

YEAR 2019 GENERAL MEETING HELD AT CONFERENCE ROOM, NO.97, SECTION 2,
DUNHUA SOUTH RD., DAAN DISTRICT, TAIPEI CITY, TAIWAN (R.O.C.) AT 9:00 AM ON
JUNE 14, 2019, FRIDAY.

2019 年 6 月 14 日 (星期五) 上午九時於台北市大安區敦化南路二段 97 號 B2 敦南會議室召開 2019
年股東常會。

Shares Present: the shares present represented 59,079,673 shares and 71.98% of total 82,068,080 issued (The number of non-voting shares stipulated in article 179 of the company law: 577,000 shares), and outstanding common shares.

出席股數：本公司已發行普通股股份共計 82,068,080 股 (已扣除公司法第 179 條規定無表決權股數：577000 股)，出席具表決權總股數為 59,079,673 股，出席比率為 71.98%。

Attendees / 列席：

Zhou, Xun Cai, Chairman / 本公司周訓財董事長

Zhou, Zhi-Hong, Chief Executive Officer / 本公司周志鴻總經理

Wang, Kuan-Hua, Chief Financial Officer / 本公司王冠華財務長

Chiang, Allen, Deloitte & Touche / 勤業眾信聯合會計師事務所江明南會計師

Lin, David, Baker & McKenzie / 國際通商法律事務所林孟衛律師

Board Members present / 董事會成員出席名單：

Zhou, Xun Cai, Chairman / 本公司周訓財董事長

Wang, Kuan-Hua, Director / 本公司王冠華董事

Chen, Hsiao-Hung, Director / 本公司陳曉虹董事

Chairman: Zhou, Xun-Cai, Chairman of the Board of Directors of the Company

主席：周訓財董事長

Recorder: Zhuang, Ling-Feng

紀錄：莊凌鋒

1. Declaration of the Start of the Meeting:

宣佈開會：

The aggregate number of shares present in person and by proxy constituted the quorum requirement of the Memorandum and Articles of Association of the Company. The Chairman called the meeting to order.

出席股東及股東代理人代表之股份總數已逾本公司章程所定出席比率，主席依本公司章程宣佈開會。

2. Chairman's Address: Omitted.

主席致詞：略。

3. Report Items:

報告事項：

The First Item

第一案

Report: The Company's Financial Year ("FY") 2018 annual business overview.

案由：本公司 2018 年度營業報告，報請 公鑒

Description: The Company's FY 2018 annual business overview, as referenced in Appendix 1.

說明：本公司 2018 年度營業報告書，如附件 1。

The Second Item

第二案

Report: Audit Committee's Review Report.

案由：審計委員會查核報告，報請 公鑒

Description: The Audit Committee's Review Report, as referenced in Appendix 2.

說明：本公司審計委員會查核報告書，如附件 2。

The Third Item

第三案

Report: FY 2018 employees' compensation and remuneration to the Board of Directors.

案由：2018 年度員工及董事酬勞分配情形報告，報請 公鑒

Description:

- (a) In accordance with Article 129 of the Articles of Association of the Company.
- (b) The Company's FY 2018 profit is NT\$ 953,625,661. The following amount, NT\$ 3,192,000 shall be distributed in cash as remuneration to the Board of Directors. Employees' compensation will not be distributed.

說明：

- (一) 依公司章程第 129 條規定。
- (二) 本公司 2018 年度獲利新台幣 953,625,661 元，擬不分配員工酬勞，及分配董事酬勞新台幣 3,192,000 元以現金方式發放。

The Fourth Item

第四案

Report: The implementation of the company's first share buyback and the amendment of "the company's first share buyback and employee transfer method" report.

案由：本公司第一次執行買回本公司股份執行情形及修訂『本公司第一次買回股份轉讓員工辦法』報告，報請 公鑒

Description:

(a) Report on the execution of the company's share buyback.

1. Originally determined ceiling on total monetary amount of the share repurchase: 3,739,104,000
2. Original scheduled period for the repurchase: 2018/11/12~2019/01/11
3. Originally determined number of shares to be repurchased: 1,100,000 shares
4. Originally determined repurchase price range: NTD 64.50~143.00 per share
5. Date of expiry of the repurchase period or completion of the repurchase: 2019/01/03
6. Number of shares repurchased: 577,000 shares
7. Total monetary amount of shares repurchased: NT\$48,058,832
8. Average repurchase price per share: NT\$83.29
9. Cumulative number of own shares held: 577,000 shares
10. Ratio of cumulative number of own shares held during the repurchase period to the total number of the Company's issued shares: 0.70%
11. Reason for non-completion of the share repurchase at expiry of the repurchase period: For market mechanism, buy back in batches according to the situation of stock price and trading volume.
12. Any other matters that need to be specified: None.

(b) The company has amended article 4 of the "the company's first share buyback and employee transfer method" to clearly define the scope of employees who may be transferred shares of the company and the agreed subscription price for each share, as referenced in Appendix 3.

說明：

(一) 報告本公司買回本公司股份執行情形案。

1. 原預定買回股份總金額上限(元): 3,739,104,000
2. 原預定買回之期間: 107/11/12~108/01/11
3. 原預定買回之數量(股): 1,100,000
4. 原預定買回區間價格(元): 64.50~143.00
5. 本次實際買回期間: 107/12/19~108/01/03
6. 本次已買回股份數量(股): 577,000
7. 本次已買回股份總金額(元): 48,058,832

8. 本次平均每股買回價格(元):83.29
9. 累積已持有自己公司股份數量(股):577,000
10. 累積已持有自己公司股份數量占公司已發行股份總數之率(%):0.70
11. 本次未執行完畢之原因: 為兼顧市場機制, 依股價及成交量狀況分批買回, 故未執行完畢。
12. 其他應敘明事項: 無。

(二) 本公司修訂「第一次買回股份轉讓員工辦法」第四條條文, 為明確定義得受讓公司股份員工之範圍及約定之每股認購價格, 參閱附件 3。

4. Recognition Items

承認事項

The First Item (Proposed by the Board of Directors)

第一案 (董事會提)

Proposal: proposed to approve the FY 2018 Business Report and Financial Statements. (**Ordinary Resolution**)

案由: 本公司 2018 年度營業報告書及財務報表案, 提請 承認。(普通決議)

Description:

- (a) The Company's FY 2018 Financial Statements were approved by the resolution of the Board of Directors, audited by Mr. Ming Nan Jiang and Mr. Jing Bin Shi, CPAs of Deloitte, and submitted together with the FY 2018 Business Report to the Audit Committee for review, who issued a written audit report.
- (b) For FY 2018 Financial Statements and Business Report, please refer to Appendix 1 and Appendix 4.

說明:

- (一) 本公司 2018 年度財務報表業經董事會決議通過, 並經勤業眾信聯合會計師事務所江明南、施景彬會計師查核竣事, 併同營業報告書送交審計委員會查核, 出具書面查核報告書在案。
- (二) 本案各項報表參閱附件 1 及附件 4。

Resolution: The voting result was described as below:

Shares represented at the time of voting: 59,079,673 votes

決議：本議案投票結果如下：

表決時出席總權數：59,079,673 權

Voting Results 表決結果(註)		% of the total represented share present 占出席股東表決權數
Votes in favor: 贊成權數：	53,268,765 votes (including 11,744,637 votes cast electronically) 53,268,765 權 (含電子投票 11,744,637 權)	90.16%
Votes against: 反對權數：	70,364 votes (including 70,364 votes cast electronically) 70,364 權 (含電子投票 70,364 權)	0.11%
Votes invalid: 無效權數：	0 votes (including 0 votes cast electronically) 0 權 (含電子投票 0 權)	0.00%
Votes abstained: 棄權與未投票權數：	5,740,544 votes (including 5,681,745 votes cast electronically) 5,740,544 權 (含電子投票 5,681,745 權)	9.71%

Note: including votes cast electronically

註：含電子投票權數

RESOLVED, that the above proposal be and hereby approved by way of Ordinary Resolution.

本案經股東以普通決議照案通過。

The Second Item (Proposed by the Board of Directors)

第二案 (董事會提)

Proposal: proposed to approve the distribution of the Company's FY 2018 earnings. (**Ordinary Resolution**)

案由：本公司 2018 年度盈餘分配案，提請 承認。(普通決議)

TOPBI INTERNATIONAL HOLDINGS LIMITED

淘帝國際控股有限公司

EARNINGS DISTRIBUTION TABLE

盈餘分配表

Financial Year 2018

2018 年

Item 項目	Total Amount 金額
	(Unit: NT\$) (單位：新台幣)
Un-appropriated earnings of January 1, 2018 期初未分配盈餘	1, 417, 178, 575
Net Income 本期淨利	953, 625, 661
Legal Reserve (10%) 提列法定盈餘公積(10%)	(95, 362, 566)
Special Reserve 提列特別盈餘公積	(95, 632, 999)
Maximum distributable dividends 本期可供分配盈餘	2, 179, 808, 671
Appropriation 分配項目	

Cash Dividends - cash NT\$ 3.15 (82,068,080*3.15) 股東股利-現金 3.15 元(82,068,080*3.15)	(258,514,452)	
Stock Dividends - stock NT\$ 1.5 (82,068,080*1.5) 股票 1.5 元(82,068,080*1.5)	(123,102,120)	(381,616,572)
Un-appropriated earnings after distribution 期末未分配盈餘		1,798,192,099

Note:

- 1: The total amount for the distribution of earnings would remain unchanged, but the cash to be distributed to each share is based on the number of actual outstanding shares on the record date for the distribution of dividends. Based on the dividend amount determined by the resolution of this earnings distribution item, the Chairman was authorized to adjust the dividends and dividend rate per share according to the number of actual outstanding shares on the record date for the distribution of dividends.
- 2: After the approval by shareholders at this annual general meeting, the Chairman was authorized to determine the record date for distribution of cash dividends payment day and other related matters.
- 3: Cash dividend distribution would be distributed until and rounding to NT dollar, with fractions of the Dollar of the cash dividend being eliminated; the odds in total should be calculated into other income of the Company

附註：

- 1、盈餘分配總金額不變，每股配發金額隨分配股利基準日流通在外股數變動，授權董事長依本次盈餘分配案決議之股利金額，按分配股利基準日實際流通在外股數，調整股東配息及配股比率。
- 2、俟本次股東常會通過後，授權董事長另訂配息基準日、發放日及其他相關事宜。
- 3、現金股利分配至元為止，元以下捨去；其畸零款合計數計入本公司之其他收入。

Chairman:  Cai Manager: Zhou,  Accounting supervisor: Wang, Kuan-Hua

董事長：周訓  經理人：周志  會計主管：王冠華 

Resolution: The voting result was described as below:

Shares represented at the time of voting: 59,079,673 votes

決議：本議案投票結果如下：

表決時出席總權數：59,079,673 權

Voting Results 表決結果(註)		% of the total represented share present 占出席股東表決權數
Votes in favor: 贊成權數 :	53,345,011 votes (including 11,820,883 votes cast electronically) 53,345,011 權 (含電子投票 11,820,883 權)	90.29%
Votes against: 反對權數 :	71,364 votes (including 71,364 votes cast electronically) 71,364 權 (含電子投票 71,364 權)	0.12%
Votes invalid: 無效權數 :	0 votes (including 0 votes cast electronically) 0 權 (含電子投票 0 權)	0.00%
Votes abstained: 棄權與未投票權數 :	5,663,298 votes (including 5,604,499 votes cast electronically) 5,663,298 權 (含電子投票 5,604,499 權)	9.58%

Note: including votes cast electronically

註:含電子投票權數

RESOLVED, that the above proposal be and hereby approved by way of Ordinary Resolution.

本案經股東以普通決議照案通過。

5. Discussion Items:

討論事項

The First Item (Proposed by the Board of Directors)

第一案（董事會提）

Proposal: Proposed to amend the Articles of Association. (Special Resolution).

案由：擬修訂本公司章程案，提請討論。（特別決議）

Description: To comply with the regulatory requirements of Taiwan, it was proposed that the Articles of Association of the Company be amended and replaced in entirety by the amended and restated Articles of Association of the Company as Appendix 5 with immediate effect.

說明：因應台灣法令要求修改公司章程，明確相關規定參閱附件 5。

Resolution: The voting result was described as below:

Shares represented at the time of voting: 59,079,673 votes

決議：本議案投票結果如下：

表決時出席總權數：59,079,673 權

Voting Results 表決結果(註)		% of the total represented share present 占出席股東表決權數
Votes in favor: 贊成權數：	53,344,986 votes (including 11,820,858 votes cast electronically) 53,344,986 權 (含電子投票 11,820,858 權)	90.29%
Votes against: 反對權數：	70,388 votes (including 70,388 votes cast electronically) 70,388 權 (含電子投票 70,388 權)	0.11%
Votes invalid: 無效權數：	0 votes (including 0 votes cast electronically) 0 權 (含電子投票 0 權)	0.00%

	5,664,299 votes	
Votes abstained:	(including 5,605,500 votes cast electronically)	
棄權與未投票權數：	5,664,299 權	9.58%
	(含電子投票 5,605,500 權)	

Note: including votes cast electronically

註：含電子投票權數

RESOLVED, that the above proposal be and hereby approved by way of Special Resolution.

本案經股東以特別決議照案通過。

The Second Item (Proposed by the Board of Directors)

第二案（董事會提）

Proposal: Proposed to issue new shares through capitalization of FY 2018 earnings. (**Supermajority Resolution**)

案由：本公司 2018 年度盈餘轉增資案，提請 討論。（**重度決議**）

Description:

- (a) For the future development of the Company's business, the Company was proposing to set aside shareholder's dividends and bonus of NT\$123,102,120 from distributable earnings in FY 2018 to increase the capital by issuing 12,310,212 shares as stock dividends.
- (b) The shareholders' rights and obligations of the new shares are the same as those of existing shares. Stock certificates will not be printed, rather issued as non-physical securities delivered by book-entry transfer. After the approval of the competent authority, the board of directors was authorized to determine the record date for capital increase and distribution of stock dividends. As according to the shareholder register on the record date, 150 shares will be issued for every thousand shares held, and the distributable shares less than one share shall be distributed in cash, which shall be subscribed by the person designated by the Chairman at the par value. For the shareholders participating in the stock distribution though book-entry transfer, the fractional stocks less than one share will be used to pay the fees for processing the book-entry transfer matters.
- (c) The total amount for the distribution of earnings would remain unchanged, but the cash to be distributed to each share is based on the number of actual outstanding shares on the record

date for the distribution of dividends. Based on the dividend amount determined by the resolution of this earnings distribution item, the Chairman was authorized to adjust the dividends and dividend rate per share according to the number of actual outstanding shares on the record date for the distribution of dividends.

說明：

- (一) 本公司為考量未來業務發展需要，擬自 2018 年度可供分配盈餘中提發股東股票股利新台幣 123,102,120 元，轉增資發行新股 12,310,212 股。
- (二) 本次增資新股之權利義務與原股份相同，且股票發行不印製實體，均採帳簿劃撥交付方式，本案奉主管機關核准後授權董事會另訂增資配股基準日，按配股基準日股東名冊之記載，盈餘增資每仟股無償配發 150 股，配發不足一股之畸零股部分改發現金，其股份由董事長洽特定人按面額認購之，凡參加帳簿劃撥配發股票之股東，其未滿一股之畸零股款，將做為處理帳簿劃撥之費用。
- (三) 盈餘分配配股總金額不變，每股配發金額隨分配股利基準日流通在外股數變動，授權董事長依本次盈餘分配案決議之股利金額，按分配股利基準日實際流動在外股數，調整股東配股比率。

Resolution: The voting result was described as below:

Shares represented at the time of voting: 59,079,673 votes

決議：本議案投票結果如下：

表決時出席總權數：59,079,673 權

Voting Results 表決結果(註)		% of the total represented share present 占出席股東表決權數
53,344,780 votes Votes in favor: (including 11,820,652 votes cast electronically) 贊成權數：53,344,780 權 (含電子投票 11,820,652 權)		90.29%
71,594 votes Votes against: (including 71,594 votes cast electronically) 反對權數：71,594 權 (含電子投票 71,594 權)		0.12%

<p>Votes invalid: 0 votes (including 0 votes cast electronically)</p> <p>無效權數：0 權 (含電子投票 0 權)</p>	0.00%
<p>Votes abstained: 5,663,299 votes (including 5,604,500 votes cast electronically)</p> <p>棄權與未投票權數：5,663,299 權 (含電子投票 5,604,500 權)</p>	9.58%

Note: including votes cast electronically

註：含電子投票權數

RESOLVED, that the above proposal be and hereby approved by way of Supermajority Resolution.

本案經股東以重慶決議照案通過。

The Third Item (Proposed by the Board of Directors)

第三案（董事會提）

Proposal: Proposed to revise to the Operational Procedures for the Acquisition or Disposal of Assets.
(**Ordinary Resolution**)

案由：修訂本公司『取得或處分資產處理程序』部分條文案，提請討論。（普通決議）

Description: In response to the amendments to the Taiwan act, the company has amended some of the provisions of the "Operational Procedures for the Acquisition or Disposal of Assets" and the comparison table of the revised provisions, please refer to Appendix 6.

說明：因應台灣法令修正，本公司修訂『取得或處分資產處理程序』部分條文，修訂條文對照表，參閱附件 6。

Resolution: The voting result was described as below:

Shares represented at the time of voting: 59,079,673 votes

決議：本議案投票結果如下：

表決時出席總權數：59,079,673 權

Voting Results 表決結果(註)		% of the total represented share present 占出席股東表決權數
Votes in favor: 贊成權數 :	53,344,781 votes (including 11,820,653 votes cast electronically) 53,344,781 權 (含電子投票 11,820,653 權)	90.29%
Votes against: 反對權數 :	70,593 votes (including 70,593 votes cast electronically) 70,593 權 (含電子投票 70,593 權)	0.11%
Votes invalid: 無效權數 :	0 votes (including 0 votes cast electronically) 0 權 (含電子投票 0 權)	0.00%
Votes abstained: 棄權與未投票權數 :	5,664,299 votes (including 5,605,500 votes cast electronically) 5,664,299 權 (含電子投票 5,605,500 權)	9.58%

Note: including votes cast electronically

註:含電子投票權數

RESOLVED, that the above proposal be and hereby approved by way of Ordinary Resolution.

本案經股東以普通決議照案通過。

The Fourth Item (Proposed by the Board of Directors)

第四案 (董事會提)

Proposal: Proposed to revise to the Operational Procedures for Lending Funds to Other Parties.
(Ordinary Resolution)

案由：修訂本公司『資金貸與他人管理辦法』部分條文案，提請討論。(普通決議)

Description: In response to the amendments to the Taiwan act, the company has amended some of the provisions of the "Operational Procedures for the Lending Funds to Other Parties" and the comparison table of the revised provisions, please refer to Appendix 7.

說明：因應台灣法令修正，本公司修訂『資金貸與他人管理辦法』部分條文，修訂條文對照表，參閱附件7。

Resolution: The voting result was described as below:

Shares represented at the time of voting: 59,079,673 votes

決議：本議案投票結果如下：

表決時出席總權數：59,079,673 權

Voting Results 表決結果(註)		% of the total represented share present 占出席股東表決權數
Votes in favor: 贊成權數：	53,344,778 votes (including 11,820,650 votes cast electronically) 53,344,778 權 (含電子投票 11,820,650 權)	90.29%
Votes against: 反對權數：	70,596 votes (including 70,596 votes cast electronically) 70,596 權 (含電子投票 70,596 權)	0.11%
Votes invalid: 無效權數：	0 votes (including 0 votes cast electronically) 0 權 (含電子投票 0 權)	0.00%

	5,664,299 votes	
Votes abstained:	(including 5,605,500 votes cast electronically)	9.58%
棄權與未投票權數：	5,664,299 權	
	(含電子投票 5,605,500 權)	

Note: including votes cast electronically

註：含電子投票權數

RESOLVED, that the above proposal be and hereby approved by way of Ordinary Resolution.

本案經股東以普通決議照案通過。

The Fifth Item (Proposed by the Board of Directors)

第五案（董事會提）

Proposal: Proposed to revise to the Operational Procedures for Endorsements and Guarantees.
(Ordinary Resolution)

案由：修訂本公司『背書保證管理辦法』部分條文案，提請討論。（普通決議）

Description: In response to the amendments to the Taiwan act, the company has amended some of the provisions of the "Operational Procedures for the Endorsements and Guarantees" and the comparison table of the revised provisions, please refer to Appendix 8.

說明：因應台灣法令修正，本公司修訂『背書保證管理辦法』部分條文，修訂條文對照表，參閱附件 8。

Resolution: The voting result was described as below:

Shares represented at the time of voting: 59,079,673 votes

決議：本議案投票結果如下：

表決時出席總權數：59,079,673 權

Voting Results	% of the total represented share present
表決結果(註)	

	占出席股東表決權數
53,344,781 votes Votes in favor: (including 11,820,653 votes cast electronically) 贊成權數：53,344,781 權 (含電子投票 11,820,653 權)	90.29%
70,593 votes Votes against: (including 70,593 votes cast electronically) 反對權數：70,593 權 (含電子投票 70,593 權)	0.11%
0 votes Votes invalid: (including 0 votes cast electronically) 無效權數：0 權 (含電子投票 0 權)	0.00%
5,664,299 votes Votes abstained: (including 5,605,500 votes cast electronically) 棄權與未投票權數：5,664,299 權 (含電子投票 5,605,500 權)	9.58%

Note: including votes cast electronically

註：含電子投票權數

RESOLVED, that the above proposal be and hereby approved by way of Ordinary Resolution.

本案經股東以普通決議照案通過。

6. Election Matters: (Proposed by the Board of Directors)

選舉事項 (董事會提)

Proposal: Election of Board members for the new term of Board membership. Please proceed to elect.

案由：本公司董事全面改選案，提請 改選。

Description:

(a) The third term of Board membership started on 17 June 2016 and expired on 16 June 2019; therefore, pursuant to the Company's Articles of Association, the selection of members to serve on the third term of Board membership is due.

(b) In accordance to the Company's Articles of Association, the fourth Board intends to appoint seven seats, of which four seats are directors and three seats are independent directors. The independent directors shall form the Audit and Supervisory Committee, in which it is responsible for ensuring the implementation of the Companies Act, Securities and Exchange Act, including similar laws and regulations.

(c) The fourth Board of the company shall have a three-year term, starting on 14 June 2019 and concluding on 13 June 2022. The fourth Board will commence its term, subsequently as the third Board is dismissed.

(d) On 30 April 2019, the Board of Directors unanimously passed the Nominee List of Independent Director, as indicated in the chart below:

Nominees	Education	Experience	Current Position	Reasons for continuing to nominate independent directors who have served three consecutive terms
Chen, Dongsheng	Ph.D., Donghua University	Dean of the Department of Garment and Art Engineering, Minjiang University Head of the Department of Garment and Art Engineering, Minjiang University	Vice President of Jiangxi Fashion College	Due to his rich experience in textile and apparel research, Chen Dongsheng can provide important advice for the company, enabling him to exercise his expertise in addition to the duties of an independent director, and provide supervision and professional advice to the board of directors.
Lin, Hong-Chang	Master of science in finance, George Washington university	CFO of Healthconn Corporation Assistant Vice President of Senao International, Co.,	Chairmann of Omni Media International Incorporation	No

		Ltd		
Chang, Chih-Peng	Master of law, National Taiwan University	Chairman of consumer protection commission, Taipei Bar Association Deputy secretary general of Taipei Bar Association	Partnership Lawyer of Tomodachi Attorneys-At-Law	No

說明：

- (一) 本公司第三屆董事自 2016 年 6 月 17 日選任，任期三年，將於 2019 年 6 月 16 日任期屆滿，謹依公司法及章程之規定，擬提請 2019 年股東常會提前全面改選之。
- (二) 依本公司章程規定，本次第四屆董事改選擬選任董事七席，其中非獨立董事四席，獨立董事三席採候選人提名制，並由全體獨立董事組成審計委員會，負責執行公司法、證券交易法暨其他相關法令規定之監察人職權。
- (三) 第四屆董事任期三年，自 2019 年 6 月 14 日起至 2022 年 6 月 13 日止，第三屆董事自第四屆董事就任時同時解任。
- (四) 經 2019 年 4 月 30 日董事會議審查通過「獨立董事候選人名單」如下，提請選舉。

被提名人 選姓名	學歷	經歷	現職	繼續提名已連續擔任三 屆獨立董事之理由
陳東生	中國紡織大 學工學博士	閩江學院服裝與藝術工 程學院院長 閩江學院紡織服裝研究 所所長	江西服裝學院副校 長	陳東生因其紡織服裝研 究及經驗極為豐富能為 本公司提供重要建言， 使其於行使獨立董事職 責外，仍可發揮其專長， 並給與董事會監督及提 供專業意見。
林鴻昌	美國喬治華 盛頓大學財 務碩士	康聯生醫公司財務長 神腦國際公司財務協理	廣豐國際媒體公司 董事長	不適用
張志明	台灣大學法 學碩士	中華民國律師公會全國 聯合會消費主保護委員 會主任委員 中華民國律師公會全國 聯合會副秘書長	恒達法律事務所合 夥律師	不適用

Election Results:

選舉結果：

Membership 身份別	Name of Elector 被選舉人戶名/姓名	Election Results 選舉權數	Note 備註
Director 董事	Zhou, Xun Cai 周訓財	36,276,012	Elected 當選
Director 董事	Wang, Kuan-Hua 王冠華	23,760,012	Elected 當選
Director 董事	Zhou, ZhiHong 周志鴻	23,760,012	Elected 當選
Director 董事	Lee, Tsung-Ju 李宗儒	23,760,012	Elected 當選
Independent Director 獨立董事	Chen, Dongsheng 陳東生	26,752,012	Elected 當選
Independent Director 獨立董事	Lin, Horng-Chang 林鴻昌	26,752,012	Elected 當選
Independent Director 獨立董事	Chang, Chih-Peng 張志朋	26,752,012	Elected 當選

7. Other Proposals

(Proposed by the Board of Directors)

其他議案 (董事會提)

Proposal: Release of the Prohibition on Directors from Participation in Competitive Business. Please proceed to discuss. **(Supermajority Resolution)**

案由：解除新任董事競業禁止之限制案，提請討論。(重慶決議)

Description:

(a) In accordance to Article 209 of Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of

shareholders the essential contents of such an act and secure its approval.

(b) The Company's newly elected directors are released from prohibition of participation in competitive business, not limited to investing or operating other companies with the same interest, without prejudice to the Company's interests.

說明：

- (一) 台灣公司法 209 條規定，董事為自己或他人為屬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，並取得其許可。
- (二) 本公司新任董事或有投資或經營其他與本公司營業範圍相同或類似之公司並擔任董事或經理人之行為，在無損及本公司利益之前提下，擬提請股東會決議解除新任董事之競業禁止。

Resolution: The voting result was described as below:

Shares represented at the time of voting: 59,079,673 votes

決議：本議案投票結果如下：

表決時出席總權數：59,079,673 權

Voting Results 表決結果(註)		% of the total represented share present 占出席股東表決權數
Votes in favor: 贊成權數：	43,190,504 votes (including 1,745,126 votes cast electronically) 43,190,504 權 (含電子投票 1,745,126 權)	73.10%
Votes against: 反對權數：	9,793,909 votes (including 9,793,909 votes cast electronically) 9,793,909 權 (含電子投票 9,793,909 權)	16.57%
Votes invalid: 無效權數：	0 votes (including 0 votes cast electronically) 0 權 (含電子投票 0 權)	0.00%

	6,095,260 votes	
Votes abstained:	(including 5,957,711 votes cast electronically)	10.31%
棄權與未投票權數：	6,095,260 權	
	(含電子投票 5,957,711 權)	

Note: including votes cast electronically

註：含電子投票權數

RESOLVED, that the above proposal be and hereby approved by way of Supermajority Resolution.

本案經股東以重慶決議照案通過。

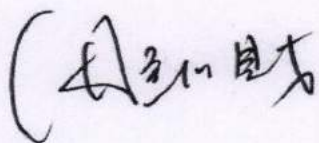
8. Special motion: None.

臨時動議：無。

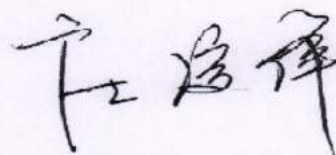
9. Adjournment

散會

****In case of any discrepancy between the English and Chinese version of those minutes of 2016 Annual General Shareholders' Meeting of Topbi International Holdings Limited, the Chinese version shall prevail.**



Chairman Zhou, Xun-Cai
董事長 周訓財



Recorder Zhuang, Ling-Feng
紀錄 莊凌鋒