

時間:民國 108 年 6 月 11 日 (星期二) 上午 9 時 30 分

地點:台北市中正區中山南路11號8樓(張榮發國際會議中心)

出席:親自出席暨委託出席股份總額計157,901,068股,佔本公司已發行股份

292,901,396 股之 53.90%, 已逾法定開會股數。

主席:連華榮 董事長



記錄: 黃藍瑩



出席之一般董事:連華榮 (Generations Technology Corporation 代表人)、陳鴻文 (正文投資公司代表人)、麥修瑋 (Moral Star International Ltd. 代表人)

出席之獨立董事(審計委員會委員、薪資報酬委員會委員):黃媺芸

列席:資誠聯合會計師事務所 梁嬋女會計師、常在國際法律事務所 林嘉慧律師

壹、宣佈開會: 出席股東代表出席股數已達開會法定成數,主席宣佈本會議開始

貳、主席致詞:略

參、報告事項:

第一案:2018年度營業及財務報告。

說 明:2018 年度營業及財務報告,請參閱議事手冊附件一頁次第 8~14 頁。

第二案:2018年度審計委員會查核報告。

說 明:2018年度審計委員會審查報告書,請參閱議事手冊附件二頁次第15頁。

第三案:健全營運計畫書執行情形報告。

說 明:依財團法人中華民國證券櫃檯買賣中心 105 年 1 月 19 日證櫃審字第 1040037369 號函說明五「將健全營運計畫執行情形,按季提報董事會控 管,及提報股東會報告」辦理。

本公司新藥產品尚在研發階段,致未產生營業收入並呈現虧損情形。本公司為健全營運、改善虧損狀況,首要目標為在最短時間內取得全球之

新藥藥證。首先規劃最快可取得藥證為肺間皮癌及肝癌之臨床試驗,美國 FDA 及歐盟 EMA 已核定 ADI-PEG 20 為治療肺間皮癌及肝癌的孤兒藥資格。

肺間皮癌方面,ADI-PEG 20 單一用藥二期臨床試驗已於 2013 年完成,療效佳,副作用輕微,試驗結果在 2014 年 ASCO(美國臨床腫瘤醫學會)以口頭報告方式發表。除了單一用藥外,自 2014 年第四季啟動 ADI-PEG20 聯合化療藥 Pemetrexed 及 Cisplatin 治療肺間皮癌、非小細胞肺癌及其他數種癌症之一/一 B 期臨床試驗,在肺間皮癌方面觀察到較一線用藥(Pemetrexed + Cisplatin)幾乎加倍的療效。單一用藥的試驗數據已呈現明顯有效的治療結果,聯合用藥的療效更佳,因此啟動以聯合用藥方式治療末期肺間皮癌病人的多國多中心臨床試驗。規劃收錄 176 位病人。截至 2018 年底已有 34 個臨床試驗醫院參與,美國 10 家,英國 13 家,台灣6家,義大利1家,澳洲4家,已收錄 81 位病患。

肝癌方面,已完成 4 個單一藥物治療的一/二期臨床試驗及單一藥物治療的三期臨床試驗並提交 FDA。接著 2015 年啟動 ADI-PEG 20 聯合 FOLFOX治療肝癌的一期臨床試驗,收錄的 22 位病人,結果顯示病患病患腫瘤反應率(Overall Response Rate, ORR)大幅優於標準一線療法雷沙瓦。2017年9月 FDA 同意本公司依據以上數據,設計單臂、無對照組、以腫瘤反應率為主要之療效評估指標的臨床試驗設計方案,本方案直接將進行中的一期臨床試驗延伸為關鍵性全球臨床試驗。此關鍵性全球臨床試驗規劃收錄 225 位病人,完成後如達到預定療效,即可 以 加 速 批 准 (Accelerated Approval) 方式直接向 FDA 申請藥證。截至 2018年底共啟動 17 家醫院,已收錄 38 位病患。2019 年將在韓國、義大利及中國等國家啟動其它癌症中心參加本試驗。

在預算數與實際數的差異方面,2018 年稅後虧損美金 33,608,542 元較營運計劃書編列之虧損預算數美金 30,804,946 元,增加了 2,803,596 美元,主要係因 2018 年進行了多項聯合用藥的臨床試驗,包括 ADI-PEG 20 聯合免疫療法新藥 Keytruda 的臨床試驗,導致臨床費用增加。

在實際執行進度方面,二項臨床試驗已正式啟動多國多中心臨床試驗,並持續收錄病患,惟肺間皮癌因試驗可收錄的病人類型,並非所有肺間

皮癌的病人皆可進入本試驗,因此收錄速度較預期慢。

單位:美元

|          |              |              | 1 12:7(70   |
|----------|--------------|--------------|-------------|
| 項目       |              | 2018年        |             |
| 7, 0     | 改善計畫預算數      | 實際數          | 差異數         |
| 營業費用     | 30,118,805   | 33,003,907   | 2,885,102   |
| 營業(損)益   | (30,118,805) | (33,003,907) | (2,885,102) |
| 營業外收入及支出 | (686,141)    | (602,605)    | 83,536      |
| 稅前(損)益   | (30,804,946) | (33,606,512) | (2,801,566) |
| 本期(損)益   | (30,804,946) | (33,608,542) | (2,803,596) |

第四案:私募案報告。

說 明:本公司於2018年6月26日股東常會決議通過發行總股數以不超過 80,000,000股額度內辦理私募普通股,執行及資金運用情形如下:

### 1. 執行情形:

於 2019 年 3 月 7 日發行 7,065,000 股,已洽定之應募人共繳新台幣 154,228,950 元。

### 2. 資金運用情形:

(1) 累計實際執行進度:100.00% 用途說明:充實營運資金。

- (2) 計畫執行進度:私募資金運用各於 2019 年第一季,已按計畫執 行完成。
- (3) 計畫效益顯現情形:充實營運資金以支應本公司及旗下各子公司營運所需、各項資金需求、支應新藥各項適應症臨床試驗,有利取得藥證並改善財務結構,提供未來長期業務發展之需求及改善財務比率,提升整體股東權益,對公司之財務與股東權益有正面影響。

#### 肆、承認事項

第一案: (董事會提)

案 由: 2018年度營業報告書及財務報表案,提請承認。

說 明: 1. 本公司 2018 年度營業報告書及財務報表經董事會通過,財務報表 業經資誠聯合會計師事務所梁嬋女、鄧聖偉會計師查核簽證完竣, 連同營業報告書,送經審計委員會查核完成。

- 2. 上述營業報告書、會計師查核報告及財務報表,請參閱議事手冊附件一頁次第8~14頁及附件三頁次第16~23頁。
- 3. 謹提請 承認。

決 議:本議案之投票表決結果-投票時出席股東表決權數 157,367,616 權,贊成權數 152,392,154 權,反對權數 0 權,棄權權數 4,975,462 權,贊成權數 佔出席股東表決權數 96.83%,本案經投票表決後照原案通過。

第二案: (董事會提)

案 由: 2018年度虧損撥補案,提請承認。

說 明: 1.2018 年 度稅後淨損新台幣 1,032,271 仟元,加計累計前期虧損新台幣 6,159,622 仟元,累計待彌補虧損金額為新台幣 7,191,893 仟元, 本公司虧損金額超過實收資本額二分之一。

2. 虧損撥補表,如下:

北極星藥 東東國級公布服公司 斯斯爾補製 1018年第1

單位:新台幣仟元

| 項目           | 金額          |
|--------------|-------------|
| 期初待彌補虧損      | (6,159,622) |
| 加:2018年度稅後淨損 | (1,032,271) |
| 期末待彌補虧損      | (7,191,893) |

董事長:連華榮



總經理:陳紹琛





3. 謹提請 承認。

決 議:本議案之投票表決結果-投票時出席股東表決權數 157,367,616 權,贊成 權數 151,973,064 權,反對權數 367,652 權,棄權權數 5,026,900 權,贊成 權數佔出席股東表決權數 96.57%,本案經投票表決後照原案通過。

伍、討論事項

第一案: (董事會提)

案 由: 修訂取得或處分資產處理程序案,提請 討論。

說 明: 1. 為配合台灣主管機關「公開發行公司取得或處分資產處理準則」部 分條文修改,擬修訂本公司取得或處分資產處理程序辦法,如附件 四頁次第 8~14 頁。 2. 謹提請 討論。

決 議: 本議案之投票表決結果-投票時出席股東表決權數 157,434,252 權,贊 成權數 132,261,056 權,反對權數 0權,棄權權數 25,173,196 權,贊成 權數佔出席股東表決權數 84.01%,本案經投票表決後照原案通過。

第二案: (董事會提)

案 由: 辦理私募發行普通股案,提請討論。

說明: 1. 擬以私募方式辦理現金增資發行新股,發行總股數以不超過 60,000,000 股,每股面額 10 元,私募總金額得視實際發行價格及實 際股數而定。擬提請股東會授權董事會全權處理之,並於股東會決 議之日起一年內分次辦理。

- 2. 依證券交易法第 43 條之 6 及公開發行公司辦理私募有價證券應注意 事項之規定及相關事宜,說明如下。
  - (1) 價格訂定之依據及合理性:

以定價日前三十個營業日興櫃股票電腦議價點選系統內該興櫃股票普通股之每一營業日成交金額之總和除以每一營業日成交股數之總和計算,並扣除無償配股除權及配息,暨加回減資反除權後之股價,或定價日前最近期經會計師查核簽證或核閱之財務報告顯示之每股淨值,以上列二基準計算價格較高者為參考價格,以不低於參考價格之八成訂定之。惟實際定價日及實際私募價格, 擬提請股東會於不低於股東會決議成數之範圍內,授權董事會視日後市場狀況與洽特定人情況訂定之。

私募價格之訂定將依據主管機關法令,參酌上述參考價格,及考 量證券交易法對於私募有價證券有三年轉讓限制而定,應屬合 理。

- (2) 特定人選擇之方式與目的、必要性及預計效益:
  - A. 本次私募普通股之對象,以符合證券交易法第 43 條之 6 規定及金融監督管理委員會 91 年 6 月 13 日 (91) 台財證一字第 0910003455 號令規定之特定人為限。因應公司長期規劃,本次私募之應募人規劃為內部人或關係人或前述之特定人。
  - B. 新藥研發投入時間長、臨床試驗資金花費高,須充實營運資金以因應資本支出,應募人之選擇將以對本公司能直接或間接助益為考量,可提供本公司營運或發展所需之各項支援, 且因私募有價證券有三年內不得自由轉讓之規定,可確保公司與應募人間之長期合作關係及公司長期穩定發展。

- C. 目前暫定之內部人或關係人應募名單如附件五頁次第 8~14 頁。
- (3) 辦理私募之必要理由:
  - A. 不採用公開募集之理由:為支應各項臨床試驗及營運資金之需求,如透過募集發行有價證券之方式募資,恐不易於短期間順利取得所需資金,並考量私募方式於籌集資本方面相對具時效性、便利性及股權穩定性,故擬以私募方式向特定人籌集資金。
  - B. 得私募之額度、辦理私募之資金用途及預計達成效益:本次預計私募普通股額度為不超過 60,000,000 股,預計分三次辦理,資金用途及預計達成效益如下:

| 預計辦理次數 | 資金用途      | 預計達成效益  |
|--------|-----------|---------|
| 第一、二、三 | 因應公司營運所需, | 預計支應新藥各 |
| 次      | 支應新藥各項適應症 | 項臨床試驗之進 |
|        | 臨床試驗及未來長期 | 行,以利取得藥 |
|        | 營運發展之需求。  | 證並改善財務結 |
|        |           | 構。      |

- (4) 本次私募新股之權利義務:本次私募之普通股,權利義務原則上 與本公司已發行之普通股相同,惟依證券交易法第 43 條之 8 規 定,除符合該條文規定之轉讓對象及條件外,自交付日起 3 年 內,不得再行賣出,自交付日起滿 3 年後依相關規定,應先取具 主管機關符合興櫃或上市(櫃)標準之同意函,並向金融監督管理 委員會申報補辦公開發行程序後,申請興櫃或上市(櫃)交易。
- 3. 本次私募計畫之主要內容,除私募訂價成數外,包括實際發行股數、發行價格、發行條件、計劃項目、發行次數及預計達成效益等相關事項及其它未盡事宜,擬提請股東會授權董事會視市場狀況調整,訂定與辦理,未來如遇法令變更、經主管機關指示修正或因應市場客觀環境而須訂定或修正時,亦擬請股東會授權董事會全權處理之。
- 4. 謹提請 討論。

股東發言 摘要: 股東戶號 3865 提出公司長期以來一直處於資金不夠充足的狀況,每年都辦理增資,導致管理階層無法專注於研發與臨床試驗,外界投資人也普遍認為公司財務不健全,對於公司中長期的發展存有疑慮,若能取得策略性投資人較大筆的資金挹注,相信是所有股東所樂見的。因此建議將私募額度上限調整至 300,000,000 股,得分多次發行,讓公司經營團隊在未來一年的籌資活動與引進策略性股東上,保有更多協商的彈性。

股東戶號 822 詢問私募額度如何考量與決定。經主席自行說明及指定陳鴻文董事答覆股東戶號 822 之問題後,裁示本案依股東戶號 3865 所提之修正案,修正私募發行總股數以不超過 300,000,000 股,其餘維持原董事會提案內容,進行表決投票。

決 議: 本議案之投票表決結果-投票時出席股東表決權數 157,901,068 權, 贊成權數 149,281,839 權, 反對權數 540,469 權, 棄權權數 8,078,760 權, 贊成權數佔出席股東表決權數 94.54%, 本案經投票表決後照股東戶號 3865 所提之修正案通過。

第三案: (董事會提)

案 由: 以股東會特別決議本公司章程修訂案,提請討論。

說 明: 1. 依證券櫃檯買賣中心於民國 107年 12月 7日修訂「外國發行人註冊 地股東權益保護事項檢查表」要求,擬修訂本公司組織大綱及公司 章程條文,以第六次修訂後公司組織大綱及公司章程條文全部取代 之。本公司章程修正對照表及第六次修訂後公司組織大綱及公司章 程條文,如附件六頁次第 8~14 頁及附件七頁次第 8~14 頁。

- 提請股東常會討論並按特別決議通過本公司第六次修訂後公司組織 大綱及公司章程條文,以取代本公司第五次修訂後公司組織大綱及 公司章程條文。
- 3. 本案經股東會通過後,預計將第六次修訂後公司組織大綱及公司章 程條文擬提請股東會以特別決議同意通過送交註冊地英屬開曼群島 註冊。
- 4. 謹提請 討論。

股東戶號 3865 提出為因應私募額度上限的提高,配合公司整體財務規摘要: 劃,建議提高公司的授權資本額,由新台幣 4,200,000,000 元增加至7,200,000,000 元,分為 720,000,000 股。股東戶號 7765 詢問股權稀釋的可能性及股東戶號 822 詢問相關問題。經主席自行說明及指定相關人員說明後,裁示本案依股東戶號 3865 所提之修正案,修正公司授權資本額,由新台幣 4,200,000,000 元增加至 7,200,000,000 元,分為720,000,000 股,其餘維持原董事會提案內容,進行表決投票。

決 議: 本議案之投票表決結果-投票時出席股東表決權數 157,901,068 權,贊成權數 122,052,711 權,反對權數 0權,棄權權數 35,848,357 權,贊成權數佔出席股東表決權數 77.29%,本案經投票表決後照股東戶號 3865 所提之修正案通過。

### 陸、其他議案及臨時動議

經詢無其他臨時動議,主席宣佈議畢散會。

柒、散會:上午十一時三十分

(本股東常會議事錄依公司法 183 條第 4 項規定記載議事經過之要領及其結果, 會議進行內容、程序及股東發言仍以會議影音記錄為準。)

### 附件一、2018年度營業報告書

### 北極星藥業集團股份有限公司

### 2018年度營業報告書

本集團研發中的蛋白質新藥 ADI-PEG 20 自 2001 年在美國 MD Anderson Cancer Center 展開第一個臨床試驗以來,由於創新獨特的作用機制,ADI-PEG 20 的療效不斷在許多不同腫瘤的先期臨床試驗中得到令人鼓舞的初步結果,因而得以向前延續。以下是我們 2018 年研發進展及成果的報告:

### 一、2018年度營運結果產品及研發

### (一) 臨床試驗

2018 年進行中的臨床試驗如下表,均以聯合用藥方式進行。

| 癌症類別                           | 臨床期別        | 領導之癌症中心               | 治療內容                                       |
|--------------------------------|-------------|-----------------------|--|
| 肝細胞癌                           | =           | 美國史隆凱特林紀念<br>癌症中心     | ADI-PEG 20<br>+ FOLFOX                     |
| 胰臟癌                            | -/- B       | 美國史隆凱特林紀念<br>癌症中心     | ADI-PEG 20 + nab-paclitaxel + Gemcitabine  |
| 肺間皮癌<br>非小細胞肺癌<br>眼睛黑色素癌<br>腦癌 | -/- B       | 英國倫敦巴爾茲醫院             | ADI-PEG 20 + Pemetrexed + Cisplatin        |
| 肺間皮癌                           | <b>二/</b> 三 | 英國倫敦巴爾茲醫院             | ADI-PEG 20 + Pemetrexed + Cisplatin        |
| 血癌                             | -/- B       | 台灣成功大學                | ADI-PEG 20<br>+Cytarabine                  |
| 多種癌症                           | -/- B       | 台灣成功大學                | ADI-PEG 20<br>+Pembrolizumab<br>(Keytruda) |
| 軟組織肉瘤                          | =           | Washington University | ADI-PEG 20<br>+ Gemcitabine<br>+ Docetexal |

### (二) 2018 年國際年會論文發表

### AACR(美國癌症學會年會)

於 2018 年 AACR 以壁報方式發表兩篇研究報告,其中一篇論文是與免疫療法有關,係研究ADI-PEG 20對免疫療法抑制劑檢查點的配體,即腫瘤細胞上PD-L1表達強度的影響。現今黑色素皮膚癌的治療方式有BRAF抑制劑、MEK抑制劑和免疫療法檢查點(如PD-1、PD-L1)抑制劑等方式,雖然這些治療方法的反應率高,但因腫瘤細胞遲早會產生抗藥性而易於復發並且也不適合病況嚴重的病人的治療。美國邁阿密大學及德州MD安德森癌症中心合作研究北極星的 ADI-PEG 20,其於先前的研究,已發現對BRAF抑制劑或BRAF結合MEK抑制劑產生抗藥性的黑色素皮膚癌病人,其腫瘤細胞通常會有缺乏ASS的基因突變而無法自己合成精胺酸,因此,以ADI-PEG 20將外來食物來源的精胺酸分解後,由於精胺酸被剝奪,因而抑制腫瘤生長和腫瘤細胞死亡。本研究進一步發現剝奪精胺酸可能影響腫瘤細胞PD-L1表達強度,ADI-PEG 20可增加對黑色素皮膚癌BRAF抑制劑和MEK抑制劑產生抗藥性的腫瘤細胞的PD-L1的表達強度,因而,推論ADI-PEG 20聯合PD-L1抑制劑,可為對BRAF抑制劑和BRAF結合MEK抑制劑有抗藥性的黑色素皮膚癌新的改善治療方法。

另一篇論文是發表一個自行研發創新的生物蛋白ADI-TRAIL。由腫瘤壞死因子族群分子引起細胞的凋亡作用是國際上研究治療癌症領域之一,TNF是指腫瘤細胞壞死因子,而TRAIL是TNF相關凋亡誘導配體,TRAIL藉由與死亡受體的結合誘導腫瘤細的凋亡,而對正常細胞無明顯影響。ADI將精胺酸分解為瓜胺酸,進而抑制在精胺酸代謝有缺陷的腫瘤生長,但正常細胞可以不受影響。北極星新設計了ADI加上TRAIL的一個融合蛋白ADI-TRAIL,以ADI-TRAIL的實驗中,觀察到在許多癌細胞株,包括對rhTRAIL(重組人類TRAIL)具有抗性的腫瘤細胞株皆發生了誘導細胞凋亡的綜效。並且,顯示ADI-TRAIL融合蛋白可使ADI的活性更強,且比ADI與TRAIL聯合用藥更有效的誘導癌細胞死亡。小鼠實驗中,ADI-TRAIL融合蛋白延長了半衰期,且在HCT116結直腸癌的異種移植模型中較rhTRAIL更有效。

### ASCO年會(美國臨床腫瘤醫學會年會)

於2018年ASCO年會以海報方式發表三篇臨床試驗數據:

(1) ADI-PEG 20聯合FOLFOX治療肝癌的一期臨床試驗數據

本臨床試驗數據顯示至少做過一線以上系統性治療的38位肝癌病患中,8位病患腫瘤縮小達一半以上,屬於部分腫瘤反應(Partial Response, PR),腫瘤反應率(Overall Response Rate, ORR)為21.0%(8/38)。而此38位病患中,有21位做過二線以上治療,其中5位病患達到部分腫瘤反應,包括兩位是台灣收錄的病人,腫瘤反應率達23.8%(5/21)。目前,此第三線或三線以上的5個PR患者仍然全部存活,4位病患仍在接受治療,有2名患者迄今已維持兩年以上的PR。

在副作用方面,本試驗呈現ADI-PEG 20聯合FOLFOX的安全性,除了ADI-PEG 20以肌肉注射方式的部位反應外,聯合用藥後的副作用僅為FOLFOX本身預期的副作用。

(2) ADI-PEG 20聯合免疫療法Keytruda用於治療晚期實體腫瘤的一期臨床試驗 數據

本臨床試驗顯示 ADI-PEG 20 可以與全劑量(200mg)的 pembrolizumab(藥物商品名為Keytruda)安全地聯合用於治療晚期實體腫瘤 病患,主要副作用是暫時性且可控制的白血球降低。

在確認安全劑量組中,有兩名患者腫瘤縮小達一半以上,屬於部分腫瘤反應 (Partial Response, PR),分別為胸腺癌和鼻咽癌且為做過第四線系統性治療的病患。在完成確認安全劑量組別後,本試驗進入二個新的組別,一個為PD-L1表達低的晚期癌症組,另一個為頭頸癌組。總體而言,此次試驗目前可評估病患的腫瘤反應率(Overall Response Rate, ORR)為27.8% (5/18)。

在PD-L1表達低的晚期癌症組,病人腫瘤PD-L1的表達需低於50%才符合進入本試驗的條件。此類病人在使用免疫療法新藥治療時,一般療效比較不明確。而本試驗的目的就是探討此類病人在先使用ADI-PEG 20之後,是否可以提升免疫療法新藥的療效。在本組目前可評估的八名病患中,已在三位罹患不同晚期癌症的病患身上看到部分腫瘤反應,腫瘤反應率為37.5%(3/8),這三位病患均已接受過多種系統性藥物治療,分別為第三線治療的粘膜黑色素瘤、第五線治療的膽管癌和第四線治療的食道癌。

試驗初步的結果顯示ADI-PEG 20可能與免疫療法檢查點抑制劑有協同作用,未來公司將進一步探索ADI-PEG 20和其他免疫療法,在多種癌症類型中的各種組合效果。

(3) ADI-PEG 20聯合pemetrexed及 cisplatin用於缺乏ASS (argininosuccinate synthetase)的眼睛黑色素癌的一期臨床試驗數據

ASS是人體尿素循環中合成精胺酸的重要項目,缺乏ASS的腫瘤無法合成精胺酸,而ADI-PEG 20將體內經由食物攝取的精胺酸分解,腫瘤無法從外部取得精胺酸,沒有精胺酸的腫瘤因而凋零。本臨床試驗收錄10位病患,病患最好的反應是病情達到穩定控制,疾病控制率 (Disease Control Rate)為70%(7/10)。另外,12個月的生存率為50%,中位總生存期為11.5個月,1位患者存活期達27.1個月。

目前已核准用於眼睛黑色素癌的系統性治療,具抗藥性、腫瘤反應率低、生存期也低的結果,顯示此類癌症有未被滿足的醫療需求(Unmet Medical Need),需要 新的有效、安全的治療藥物。

### (三) 財務表現

本集團於 2018年度各類產品尚在研發階段,故無營業收入,研發資源及臨床試驗持續進行,2018 年度稅後淨損(歸屬母公司業主)新台幣 1,032,271 仟元, 較前一年度增加 133,818 仟元。

單位:新台幣仟元

| 項目         | 2018 年度      | 2017 年度   |
|------------|--------------|-----------|
| 營業收入       | -            | -         |
| 營業損失       | (1,013,715)  | (843,737) |
| 營業外收入及支出   | (18,509)     | (53,633)  |
| 本期淨損       | (1, 032,271) | (898,453) |
| 每股虧損(新台幣元) | (3.81)       | (3.92)    |

### 二、2019 營運計畫概要

本公司在 2019 年之發展目標有下列四大項:

- (一) 盡快取得全球藥證, 嘉惠全球的癌症病人, 並大幅提升公司的價值。
- (二) 暫停所有新的產品研發和早期的臨床試驗,以集中資源加速進行主要的臨床試驗; 調整組織人事,按計畫需求配置適當人力,並重新檢討工廠管理與生產策略,積 極活化運用資產。
- (三) 積極尋找策略聯盟伙伴,以共同開發或區域授權方式合作,充裕營運資金,分攤 開發風險。
- (四) 持續與世界一流癌症中心及專家合作,維持公司在這個領域領先地位。

### 三、未來公司發展策略

#### (一) 申請藥證臨床試驗

未來發展策略首要目標為在最短時間內取得更明確的臨床療效數據,以提升公司價值。本集團目前有二項為申請藥證準備之關鍵(pivotal)臨床試驗,分別為肺間皮癌及肝癌的臨床試驗,分述如下:

### 1. 肺間皮癌

2013 年完成的二期臨床試驗結果顯示,ADI-PEG 20 以單一用藥方式治療肺間皮癌 的病人,其不復發存活期 (Progression Free Survival, PFS) 較對照組延長 60% (P = 0.03)。之後自 2014 年第四季啟動 ADI-PEG 20 聯合化療藥 Pemetrexed 及 Cisplatin 治療肺間皮癌、非小細胞肺癌及其他數種癌症之一/一 B 期臨床試驗,在肺間皮癌方面觀察到較一線用藥(Pemetrexed + Cisplatin)幾乎加倍的療效。單一用藥的試驗數據已呈現明顯有效的治療結果,聯合用藥的療效更佳,因此於 2016

年 2 月呈交關鍵性二/三期臨床試驗方案給美國 FDA,正式啟動以聯合 用藥方式治療末期肺間皮癌病人的多國多中心臨床試驗,規劃收錄 176 位病人。截至 2018 年底已有 34 個臨床試驗醫院參與,美國 10 家, 英國 13 家,台灣 6 家,義大利 1 家,澳洲 4 家,已收錄 81 位病患。

本試驗二期部分以腫瘤反應率(Response Rate, RR)為主要之療效評估指標,如果達到預定療效,FDA 同意以加速批准方式(Accelerated Approval)暫時先核准藥證(隨後再補繳存活期效果)。如果二期部分之反應率療效無法達到統計上顯著性,則試驗進入三期,並改以存活期(Overall Survive, OS)為主要之療效評估標準,如果 OS 達到預定目標也可以申請藥證(RR 不顯著,而以 OS 批准的癌症藥物是常見的現象)。

#### 2. 肝癌

本公司已完成 4 個單一藥物治療的一/二期臨床試驗及單一藥物治療的三期臨床試驗,它們的報告並已提交 主管單位。這些試驗的結果提示 ADI-PEG 20 聯合其他化療一起用藥效果比較顯著。 所以我們在 2015 年啟動 ADI-PEG 20 加 FOLFOX治療肝癌的一期臨床試驗,其中收錄的 22 位病人顯示病患腫瘤反應率 (Overall Response Rate, ORR)大幅優於標準一線療法雷沙瓦。2017 年 9 月 FDA 同意本公司依據以上數據,設計單組、無對照控制、以腫瘤反應率為主要療效評估指標的臨床試驗設計方案,本方案直接將進行中的一期臨床試驗延伸為關鍵性全球臨床試驗。此試驗規劃收錄 225 位病人,完成後如達到預定療效,即可 以 加 速 批 准 (Accelerated Approval)方式直接向FDA 申請藥證。截至 2018 年底共啟動 17 家醫院,已收錄 38 位病患。2019 年將在韓國、義大利及中國等國家啟動其它癌症中心參加本試驗。

### (二) 軟組織肉瘤 (soft tissue sarcoma) 臨床試驗

ADI-PEG 20 是一個廣效性的創新生物藥,由於作用機制不同於其他癌症用藥療效佳而且副作用輕微,與其他癌症用藥聯合使用可提升各別單獨用藥的效果。本公司多年來經常收到歐美頂尖的癌症醫院的要求啟動一系列聯合用藥的臨床試驗,在多種目前東手無策的癌症上測試。2019 年本公司仍將持續進行以 ADI-PEG 20 + Gemcitabine + Docetexal 治療軟組織肉瘤 (soft tissue sarcoma)的臨床試驗。本臨床試驗係由美國 Washington University 主導,計劃收錄 75 位軟組織肉瘤 (soft tissue sarcoma)的癌症病患之多臨床中心的單組試驗,已於 2018 年開始收錄病患。對此計畫本公司僅需免費提供ADI-PEG 20,不需其他財務支援。

### (三) 以ADI-PEG 20增強放射線治療的試驗

英國的動物實驗證明 ADI-PEG 20 能夠增強放射線治療腦瘤的效果。倫敦帝國學院(Imperial College London)的 Matthew Williams 教授已提出READER-1 臨床試驗的計畫,準備測試 ADI-PEG 20 是否能夠增加膠質母細胞瘤(Glioblastoma,GBM)對放射線治療的敏感度。這項試驗如果成功,不僅對 GBM 這種極為惡性的腫瘤提供更有效的治療,這個放射線治療加 ADI合併使用的關念也可以應用到其他依賴放射線治療的腫瘤上。

這個計畫也是由英國的研究團隊自行籌資推動,本公司僅需免費提供 ADI-PEG 20,沒有其他財務支出。

### (四) 免疫療法臨床試驗

目前腫瘤免疫治療藥物開發的主要方向之一就是尋找與其他藥物聯合使用的可能性,經由多種靶向或途徑來加強免疫系統對腫瘤細胞的監控,以及加強免疫系統的活化。並且,研發藥物阻斷免疫檢查點的活動,增強免疫系統破壞腫瘤細胞的能力。在多項細胞試驗及動物模型試驗發現 ADI-PEG 20 可以大幅度的抑制免疫系統檢查點的表達,激活免疫系統,而且可以讓免疫系統 T 細胞浸潤到腫瘤內。動物模型試驗進一步發現,ADI-PEG 20 與 PD-1 單抗合併使用後有顯著的加成作用,動物在第 90 天時腫瘤的成長幾乎完全被抑制。因此,本公司啟動與免疫療法聯合用藥之臨床試驗。

本公司將與羅氏藥廠合作,由北極星提供 ADI-PEG 20,羅氏藥廠提供免疫療法藥物 PD-L1 抑制劑 Tecentriq,於英國啟動以 ADI-PEG 20 聯合 Tecentriq 及一線化療藥物 Pemetrexed+ Cisplatin 在非小細胞肺癌的臨床試驗,預計於2019 年開始收錄病患。

#### 四、受外部競爭環境、法規環境及總體經營環境之影響

癌症新藥的開發是全球所有生技及製藥公司的重心,可預期未來將持續不斷地會有癌症新藥取得藥證進入市場,北極星藥業集團屬於全面垂直整合之新藥開發公司,擁有全方位的新藥研發能力。ADI-PEG 20 由於作用機制獨特,已在多種癌症之試驗上看到初步療效及安全性,再加上 ADI-PEG 20 本身又適合與多種其他治療方式合併使用,在未來的癌症市場上預期會有相當強的競爭力,本公司預期 ADI-PEG 20 在取得藥證後,短時間內不會有同質的藥來競爭市場;法規方面,本公司擁有該領域之專才,了解各個國家對於藥物的管理制度,並隨時注意更新法令訊息,力求與國際法規接軌,確保公司的營運環境穩定。本公司之管理階層具備多年新藥研發及公司營運經驗,隨時蒐集市場資訊及分市場動向,使公司營運能在景氣變化時有立即因應措施,將景氣變化對公司營運的風

險降至最低,以保持高度競爭優勢,為全體員工、股東及投資大眾共創最大價值。

現任的經營團隊,包括代理執行長及營運長等,於2019年2月22日經董事會決議聘用,因此簽署本文件的代理執行長無法對本報告所述過去一年的營運及財務狀況負責,新團隊只能闡述未來營運方針。

董事長:連華榮



執行長:陳紹琛



會計主管:黃藍瑩



### 附件二、2018年度審計委員會查核報告書

### 北極星藥業集團股份有限公司

### 審計委員會審查報告

董事會造具本公司 2018 年度營業報告書、合併財務報表、虧損撥補表等,其中合併財務報表嗣經董事會委任資誠會計師事務所梁嬋女會計師及鄧聖偉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、虧損撥補表,經本審計委員會查核後,認為尚無不合,爰依證券交易法第十四條之四規定,謹具報告書,敬請 鑑核。

此 致

北極星藥業集團股份有限公司 2019 年股東常會

北極星藥業集團股份有限公司

西元 2 0 1 9 年 4 月 1 日



# 資誠

(19)財審報字第 18003814 號

北極星藥業集團股份有限公司 公鑒:

### 查核意見

北極星藥業集團股份有限公司及子公司(以下簡稱「北極星藥業集團」)西元 2018 年 及 2017 年 12 月 31 日之合併資產負債表,暨西元 2018 年及 2017 年 1 月 1 日至 12 月 31 日之合併綜合損益表、合併權益變動表、合併現金流量表,以及合併財務報表附註(包括 重大會計政策彙總),業經本會計師查核竣事。

依本會計師之意見,上開合併財務報表在所有重大方面係依照「證券發行人財務報 告編製準則」暨金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及 解釋公告編製,足以允當表達北極星藥業集團西元 2018 年及 2017 年 12 月 31 日之合併 財務狀況,暨西元 2018 年及 2017 年 1 月 1 日至 12 月 31 日之合併財務績效及合併現金 流量。

### 查核意見之基礎

本會計師係依照「會計師查核簽證財務報表規則」及中華民國一般公認審計準則執行 查核工作。本會計師於該等準則下之責任將於會計師查核合併財務報表之責任段進一步 說明。本會計師所隸屬事務所受獨立性規範之人員已依會計師執業道德規範,與北極星 藥業集團保持超然獨立,並履行該規範之其他責任。本會計師相信已取得足夠及適切之 查核證據,已做為表示查核意見之基礎。

### 關鍵查核事項

關鍵查核事項係指本會計師之專業判斷,對北極星藥業集團西元 2018 年度合併財 務報表之查核最為重要之事項。該等事項已於查核合併財務報表整體及形成查核意見之 過程中予以因應,本會計師並不對該等事項單獨表示意見。

### 關鍵查核事項1-不動產、廠房及設備減損之評估

#### 事項說明

北極星藥業集團為新藥研發公司,目前所購置之不動產、廠房及設備主要均做為研 發或未來生產用途,其運用情形與公司新藥研發之成果有相當程度之關聯,截至西元 2018 年 12 月 31 日之不動產、廠房及設備為新台幣 1,476,175 仟元,佔合併資產總額 75%,請參閱合併財務報表附註六(二),北極星藥業集團管理階層依照國際會計準則公 報第 36 號「資產減損」之規定,於不動產、廠房及設備具有減損跡象時估計其可回收 金額,作為減損評估之依據,由於計算可回收金額屬於重大會計估計事項,涉及管理階 層主觀判斷及具不確定性。綜上評估,故本會計師將不動產、廠房及設備減損評估,列 為本年度關鍵查核事項之一。



### 因應之查核程序

本會計師對上開關鍵查核事項已執行之主要查核程序彙總說明如下:

- 1. 瞭解及評估集團針對不動產、廠房及設備減損評估之相關政策及處理程序。
- 2. 取得集團委任外部專家出具之資產鑑價報告並執行以下程序:
  - (1) 瞭解並評估外部專家之獨立性、客觀性和適任性。
  - (2) 瞭解並評估鑑價報告中所採用評價方法之合理性。
  - (3) 瞭解並評估鑑價報告中所採用主要評價關鍵假設之合理性,並重新計算以確認計算之正確性。

### 關鍵查核事項2-繼續經營假設之評估

### 事項說明

北極星藥業集團西元 2018 年 1 月 1 日至 12 月 31 日之淨損失為新台幣 1,032,271 仟元,截至西元 2018 年 12 月 31 日累積虧損達新台幣 7,191,893 仟元已超過實收資本額,且西元 2018 年 12 月 31 日流動負債超過流動資產計新台幣 658,530 仟元。北極星藥業集團管理階層積極改善營運狀況,並於合併財務報表附註十二(四)健全財務計劃說明其欲採行之因應措施,以確保北極星藥業集團未來能繼續營運。

因前揭措施對北極星藥業集團未來一年內財務狀況有重大影響,故本會計師將繼續 經營假設之評估,列為本年度關鍵查核事項之一。

#### 因應之查核程序

本會計師對上開關鍵查核事項已執行之主要查核程序彙總說明如下:

- 1. 與管理當局討論影響繼續經營假設之事件或情況暨其因應計劃。
- 評估管理當局因應計畫之可行性及改善財務狀況之效果。主要為評估管理當局編製 之未來現金收支預測表,並取得佐證文件核對,測試現金收支預測表各項數字計算 之正確性。
- 3. 取得並覆核管理當局對因應計畫及其可行性出具之聲明書。
- 4. 評估管理當局於財務報表附註揭露之適當性。



### 管理階層與治理單位對合併財務報表之責任

管理階層之責任係依照「證券發行人財務報告編製準則」暨金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告編製允當表達之合併財務報表, 且維持與合併財務報表編製有關之必要內部控制,以確保合併財務報表未存有導因於舞 弊或錯誤之重大不實表達。

於編製合併財務報表時,管理階層之責任亦包括評估北極星藥業集團繼續經營之能力、相關事項之揭露,以及繼續經營會計基礎之採用,除非管理階層意圖清算北極星藥業集團或停止營業,或除清算或停業外別無實際可行之其他方案。

北極星藥業集團之治理單位(含審計委員會)負有監督財務報導流程之責任。

### 會計師查核合併財務報表之責任

本會計師查核合併財務報表之目的,係對合併財務報表整體是否存有導因於舞弊或 錯誤之重大不實表達取得合理確信,並出具查核報告。合理確信係高度確信,惟依照中 華民國一般公認審計準則執行之查核工作無法保證必能偵出合併財務報表存有之重大 不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數可合理預 期將影響合併財務報表使用者所作之經濟決策,則被認為具有重大性。

本會計師依照中華民國一般公認審計準則查核時,運用專業判斷並保持專業上之懷 疑。本會計師亦執行下列工作:

- 辨認並評估合併財務報表導因於舞弊或錯誤之重大不實表達風險;對所評估之風險 設計及執行適當之因應對策;並取得足夠及適切之查核證據以作為查核意見之基礎。 因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制,故未偵出導因 於舞弊之重大不實表達之風險高於導因於錯誤者。
- 2. 對與查核攸關之內部控制取得必要之瞭解,以設計當時情況下適當之查核程序,惟 其目的非對北極星藥業集團內部控制之有效性表示意見。
- 3. 評估管理階層所採用會計政策之適當性,及其所作會計估計與相關揭露之合理性。
- 4. 依據所取得之查核證據,對管理階層採用繼續經營會計基礎之適當性,以及使北極星藥業集團繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性,作出結論。本會計師若認為該等事件或情況存在重大不確定性,則須於查核報告中提醒合併財務報表使用者注意合併財務報表之相關揭露,或於該等揭露係屬不適當時修正查核意見。本會計師之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情況可能導致北極星藥業集團不再具有繼續經營之能力。
- 5. 評估合併財務報表(包括相關附註)之整體表達、結構及內容,以及合併財務報表 是否允當表達相關交易及事件。

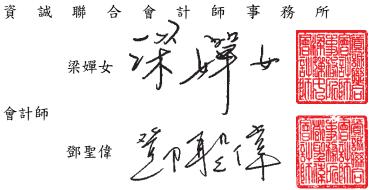


6. 對於集團內組成個體之財務資訊取得足夠及適切之查核證據,以對合併財務報表表示意見。本會計師負責集團查核案件之指導、監督及執行,並負責形成集團查核意見。

本會計師與治理單位溝通之事項,包括所規劃之查核範圍及時間,以及重大查核發現(包括於查核過程中所辨認之內部控制顯著缺失)。

本會計師亦向治理單位提供本會計師所隸屬事務所受獨立性規範之人員已遵循中華民國會計師職業道德規範中有關獨立性之聲明,並與治理單位溝通所有可能被認為會影響會計師獨立性之關係及其他事項(包括相關防護措施)。

本會計師從與治理單位溝通之事項中,決定對北極星藥業集團西元 2018 年度合併 財務報表查核之關鍵查核事項。本會計師於查核報告中敘明該等事項,除非法令不允許 公開揭露特定事項,或在極罕見情況下,本會計師決定不於查核報告中溝通特定事項, 因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。



前行政院金融監督管理委員會

核准簽證文號:金管證審字第 0990001654 號

金融監督管理委員會

核准簽證文號:金管證審字第1020013788號

西元 2 0 1 9 年 4 月 1 日



單位:新台幣仟元

|              |                   |            | 2018 | 年 12 月           | 31 日               | 2017         | 年 12 月 31     | 日               |
|--------------|-------------------|------------|------|------------------|--------------------|--------------|---------------|-----------------|
|              | 資 產               | <u></u> 附註 | 金    | 寄                |                    | 金            | 額             | %               |
|              | 流動資產              |            |      |                  |                    |              |               |                 |
| 1100         | 現金及約當現金           | 六(一)       | \$   | 392,276          | 5 20               | \$           | 591,686       | 27              |
| 1200         | 其他應收款             |            |      | 14               |                    |              | 2             | -               |
| 1410         | 預付款項              |            |      | 15,766           |                    |              | 14,505        | 1               |
| 1476         | 其他金融資產一流動         | 六(一)(八)及八  |      | 17,966           |                    |              | 115,132       | 5               |
| 1479         | 其他流動資產—其他         |            |      | 2,012            |                    |              | 9,927         |                 |
| 11XX         | 流動資產合計            |            |      | 428,034          | 4 22               |              | 731,252       | 33              |
|              | 非流動資產             |            |      |                  |                    |              |               |                 |
| 1600         | 不動產、廠房及設備         | 六(二)       |      | 1,476,175        | 5 75               |              | 1,446,866     | 65              |
| 1780         | 無形資產              | 六(三)       |      |                  |                    |              | 5,778         | -               |
| 1920         | 存出保證金             |            |      | 2,18             |                    |              | 2,173         | -               |
| 1980         | 其他金融資產—非流動        | 六(一)及八     |      | 1,910            |                    |              | 1,847         | -               |
| 1990         | 其他非流動資產—其他        | 六(四)及八     |      | 67,420           |                    |              | 33,921        | 2               |
| 15XX         | 非流動資產合計           |            |      | 1,547,686        |                    |              | 1,490,585     | 67              |
| 1XXX         | 資產總計              |            | \$   | 1,975,720        | 0 100              | \$           | 2,221,837     | 100             |
|              | 負債及權益             | =          |      |                  |                    |              |               |                 |
|              | 流動負債              |            |      |                  |                    |              |               |                 |
| 2100         | 短期借款              | 六(五)及八     | \$   | 430,920          | 22                 | \$           | 297,600       | 14              |
| 2120         | 透過損益按公允價值衡量之金     | 六(七)及十二(三) |      |                  |                    |              |               |                 |
| 0.4.         | 融負債一流動            |            |      |                  |                    |              | 7,970         | -               |
| 2150         | 應付票據              |            |      | 389              |                    |              | 132           | -               |
| 2200         | 其他應付款             | 六(六)(十一)   |      | 214,238          | 8 11               |              | 160,223       | 7               |
| 2321         | 一年或一營業週期內到期長期     | 六(七)       |      | 441 017          | 7 00               |              |               |                 |
| 01 VV        | 負債 一應付公司債         |            |      | 441,01           |                    |              |               | -               |
| 21XX         | 流動負債合計            |            |      | 1,086,564        | <u>4</u> <u>55</u> |              | 465,925       | 21              |
| 0500         | 非流動負債             | . ( . )    |      |                  |                    |              | 405 471       | 10              |
| 2530         | 應付公司債             | 六(七)       |      | 210 100          |                    |              | 405,471       | 18              |
| 2540         | 長期借款              | 六(八)及八     |      | 210,189          |                    |              | 302,487       | 14              |
| 2670         | 其他非流動負債—其他        | 六(九)       |      | 38,418           |                    |              | 39,756        | 24              |
| 25XX<br>2XXX | 非流動負債合計           |            |      | 248,60           |                    | -            | 747,714       | <u>34</u><br>55 |
| ΖΛΛΛ         | 負債總計              |            |      | 1,335,17         | 1 68               | -            | 1,213,639     | 33              |
|              | 歸屬於母公司業主之權益<br>股本 | 六(十二)      |      |                  |                    |              |               |                 |
| 3110         | 普通股股本             | ハ(イー)      |      | 2,858,364        | 4 145              |              | 2,656,126     | 119             |
| 3110         | 資本公積              | 六(十三)      |      | 2,030,30         | + 143              |              | 2,030,120     | 119             |
| 3200         | 資本公積              | ハ(1 ニ)     |      | 5,049,09         | 1 255              |              | 4,553,629     | 205             |
| 5200         | 保留盈餘              | 六(十四)      |      | 3,049,09         | 1 233              |              | 4,333,029     | 203             |
| 3350         | 累積虧損              | 7(14)      | (    | 7 101 80         | 3) ( 364)          | (            | 6,159,622) (  | 277)            |
| 0000         | 其他權益              |            | (    | 7,171,07.        | J) ( JUT)          | (            | 0,137,022)(   | 211)            |
| 3400         | 其他權益              |            | (    | 75.013           | 3) (4)             | (            | 41,935) (     | 2)              |
| 3XXX         | 權益總計              |            | `    | 640,549          |                    | \            | 1,008,198     | 45              |
| Onni         | 重大或有負債及未認列之合約承    | 九          |      | 010,57           |                    |              | 1,000,170     | 13              |
|              | <b>苦</b>          | ,,         |      |                  |                    |              |               |                 |
|              | 重大之期後事項           | +-         |      |                  |                    |              |               |                 |
| 3X2X         | 負債及權益總計           |            | \$   | 1,975,720        | 0 100              | \$           | 2,221,837     | 100             |
|              |                   |            |      | - , , , <b>-</b> |                    | <del>-</del> | _ , , _ , _ , |                 |

後附合併財務報表附註為本合併財務報告之一部分,請併同參閱。

董事長:連華榮



經理人: 陳紹琛







單位:新台幣仟元 (除每股盈餘為新台幣元外)

|      | 項目            | 附註           | <u>2018</u><br>金 | <br>年<br>額  | <u>度</u> <u>2017</u><br>% 金 | 年<br>額    | <u>度</u><br>% |
|------|---------------|--------------|------------------|-------------|-----------------------------|-----------|---------------|
|      | <b>營業費用</b>   | <br>六(十七)(十/ |                  | <u> </u>    | <u>, 10</u> <u>ar</u>       | <u> </u>  |               |
| 6200 | 管理費用          |              | (\$              | 222,037)(   | 21)(\$                      | 210,539)( | 23)           |
| 6300 | 研究發展費用        |              | (                | 791,678)(   | 77) (                       | 633,198)( | 71)           |
| 6000 | 營業費用合計        |              | (                | 1,013,715)( | 98)(                        | 843,737)( | 94)           |
| 6900 | 營業損失          |              | (                | 1,013,715)( | 98)(                        | 843,737)( | 94)           |
|      | 營業外收入及支出      |              |                  |             |                             |           |               |
| 7010 | 其他收入          |              |                  | 3,227       | -                           | 438       | -             |
| 7020 | 其他利益及損失       | 六(十五)        |                  | 13,268      | 1 (                         | 9,059)(   | 1)            |
| 7050 | 財務成本          | 六(十六)        | (                | 35,004)(    | 3)(                         | 45,012)(  | 5)            |
| 7000 | 營業外收入及支出合計    |              | (                | 18,509)(    | 2)(                         | 53,633)(  | 6)            |
| 7900 | 稅前淨損          |              | (                | 1,032,224)( | 100)(                       | 897,370)( | 100)          |
| 7950 | 所得稅費用         | 六(十九)        | (                | 47)         | - (                         | 1,083)    |               |
| 8200 | 本期淨損          |              | (\$              | 1,032,271)( | 100)(\$                     | 898,453)( | 100)          |
|      | 其他綜合損益(淨額)後續不 |              |                  |             | <u> </u>                    |           |               |
|      | 能重分類至損益之項目    |              |                  |             |                             |           |               |
| 8361 | 國外營運機構財務報表換   |              |                  |             |                             |           |               |
|      | 算之兌換差額        |              | \$               | 13,654      | 1 (\$                       | 27,682)(  | 3)            |
|      | 其他綜合損益(淨額)後續可 |              |                  |             |                             |           |               |
|      | 能重分類至損益之項目    |              |                  |             |                             |           |               |
| 8361 | 國外營運機構財務報表換   |              |                  |             |                             |           |               |
|      | 算之兌換差額        |              | (                | 46,732)(    | 4)                          | 56,439    | 7             |
| 8300 | 其他綜合損益淨額      |              | (                | 33,078)(    | 3)                          | 28,757    | 4             |
| 8500 | 本期綜合損益總額      |              | (\$              | 1,065,349)( | 103)(\$                     | 869,696)( | 96)           |
|      |               |              |                  |             |                             |           |               |
|      | 毎股虧損          |              |                  |             |                             |           |               |
| 9750 | 基本及稀釋每股虧損     | 六(二十)        | (\$              |             | 3.81)(\$                    |           | 3.92)         |

後附合併財務報表附註為本合併財務報告之一部分,請併同參閱。

董事長:連華榮



經理人: 陳紹琛





會計主管:黃藍譽

修理人:陳紹琛 **深近日** 

|               | <del>∽</del> | 2,066,306 | ∻ | 3,480,496 | \$              | 5,261,169) (\$ | 70,692) \$ | 214,941    |
|---------------|--------------|-----------|---|-----------|-----------------|----------------|------------|------------|
|               |              | 1         |   | 1         | $\smile$        | 898,453)       | _          | 898,453)   |
|               |              | '         |   | '         |                 | '              | 28,757     | 28,757     |
|               |              | '         |   | '         |                 | 898,453)       | 28,757 (   | 869,696)   |
| 六(十二)(十三)     |              | 582,500   |   | 1,022,650 |                 | •              | 1          | 1,605,150  |
| 六(十一)(十二)(十三) |              | 7,320     |   | 13,902    |                 | •              | ı          | 21,222     |
| ナ(ナー)(ナニ)     |              | 1         |   | 36,581    |                 |                |            | 36,581     |
|               | S            | 2,656,126 | S | 4,553,629 | <del>\$</del> ) | 6,159,622) (\$ | 41,935) \$ | 1,008,198  |
|               | ↔            | 2,656,126 | ÷ | 4,553,629 | \$)             | 6,159,622) (\$ | 41,935) \$ | 1,008,198  |
|               |              | •         |   | 1         |                 | 1,032,271)     |            | 1,032,271) |
|               |              | •         |   | •         |                 | ) -            | 33,078) (  | 33,078)    |
|               |              | '         |   | '         |                 | 1,032,271)     | 33,078)    | 1,065,349) |
| 六(十二)(十三)     |              | 200,000   |   | 400,000   |                 | •              | ı          | 600,000    |
| 六(十一)(十二)(十三) |              | 2,238     |   | 4,517     |                 | •              | ı          | 6,755      |
| ナ(ナー)(ナ三)     |              | 1         |   | 90,945    |                 | '  <br>        | <br>       | 90,945     |
|               | S            | 2,858,364 | S | 5,049,091 | \$)             | 7,191,893) (\$ | 75,013) \$ | 640,549    |

2017年12月31日餘額

員工認股權酬券成本

股份基礎給付交易

現金增資

2018年1月1日餘額

2018年

本期綜合損失總額

本期其他綜合損失

本期淨損

單位:新台幣仟元

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2017年1月1日餘額

2017年

本期綜合損失總額

本期其他綜合利益

本期淨損

子公

司及

至 12 月 31

合作 西元 2018 年 [201]

北極星藥

後附合併財務報表附註為本合併財務報告之一部分,請併同參閱。



董事長:連華榮

2018年12月31日餘額

員工認股權酬勞成本

股份基礎給付交易

現金增資



單位:新台幣仟元

|  | <u></u> 附註                              |            | 年 1 月 1 日<br>2 月 31 日 | 2017年<br>至 12 ) |                     |
|--|---|------------|-----------------------|-----------------|---------------------|
| 營業活動之現金流量                                  |   |            |                       |                 |                     |
| 本期稅前淨損                                     |   | (\$        | 1,032,224)            | (\$             | 897,370)            |
| 調整項目                                       |   | ( +        | 1,002,22.,            | ( 4             | 03.,0.0,            |
| 收益費損項目                                     |   |            |                       |                 |                     |
| 折舊費用                                       | 六(二)(十七)                                |            | 104,733               |                 | 96,407              |
| <b>攤銷費用</b>                                | 六(三)(十七)                                |            | 5,778                 |                 | 17,383              |
| 利息費用<br>員工認股權酬勞成本                          | 六(十六)<br>六(十一)(十八)                      |            | 35,004                |                 | 45,012              |
| 貝上級放推酬方成平<br>處分不動產、廠房及設備損失                 | 六(十一)(十八)<br>六(二)                       |            | 66,534<br>1,130       |                 | 48,467<br>1,706     |
| 透過損益按公允價值衡量金融負債(利益)                        | 六(一)<br>六(十五)及十二                        |            | 1,130                 |                 | 1,700               |
| 損失   | $(\Xi)$                                 | (          | 8,061)                |                 | 5,853               |
| 利息收入                                       | ` /                                     | Ì          | 3,227)                | (               | 438 )               |
| 與營業活動相關之資產/負債變動數                           |   |            |                       |                 |                     |
| 與營業活動相關之資產之淨變動                             |   |            |                       |                 |                     |
| 其他應收款                                      |   | (          | 12)                   |                 | 34                  |
| 預付款項 # # # # # # # # # # # # # # # # # # # |   | (          | 1,261)                |                 | 1,861)              |
| 其他流動資產—其他<br>其他非流動資產—其他                    | 六(四)                                    | (          | 7,915<br>29,614)      | (               | 6,427)              |
| 與營業活動相關之負債之淨變動                             | 7(4)                                    | (          | 29,014)               |                 | -                   |
| 應付票據                                       |   |            | 257                   | (               | 194)                |
| 其他應付款                                      |   |            | 84,293                |                 | 4,975               |
| 其他非流動負債-其他                                 |   | (          | 1,338)                | (               | 626)                |
| 營運產生之現金流出                                  |   | (          | 770,093)              | (               | 687,079)            |
| 支付之所得稅                                     | 六(十九)                                   | (          | 47)                   | (               | 1,083)              |
| 支付之利息                                      |   | (          | 11,508)               | (               | 20,589)             |
| 收取之利息<br>營業活動之淨現金流出                        |   |            | 3,227<br>778,421)     |                 | 438                 |
|  |   | (          | 778,421               | (               | 708,313)            |
| 投資活動之現金流量<br>取得不動產、廠房及設備                   | 六(二)(二十二)                               | (          | 43,227)               | ,               | 20,598)             |
| 存出保證金增加                                    | ハ(ーハー1ー)                                | (          | 43,227)               |                 | 109)                |
| 其他金融資產和負債一流動                               | 六(一)及八                                  | (          | 15,359)               | (               | 9,675               |
| 其他非流動資產一其他                                 | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, |            | -                     |                 | 1,366               |
| 其他金融資產一非流動(增加)減少                           | 六(一)及八                                  | (          | 63)                   |                 | 150                 |
| 投資活動之淨現金流出                                 |   | (          | 58,657)               | (               | 9,516)              |
| 籌資活動之現金流量                                  |   |            |                       |                 |                     |
| 現金增資                                       | 六(十二)                                   |            | 600,000               | 1               | ,605,150            |
| 員工執行認股權                                    | 六(十一)(十                                 |            | ć 555                 |                 | 21 222              |
| 左 Hn /H th 1分 L .                          | 二)(十三)                                  |            | 6,755                 |                 | 21,222              |
| 短期借款增加<br>償還短期借款                           | 六(五)(八)<br>六(五)                         | (          | 382,156<br>346,312)   | (               | 353,951<br>804,754) |
| 長期借款增加                                     | 六(五)<br>六(八)                            | (          | 340,312)              | (               | 14,880              |
| <sup>[ [ ]</sup>                           | / ( <del>-</del> )                      |            | 642,599               | 1               | ,190,449            |
| 匯率變動對現金及約當現金之影響                            |   | (          | 4,931)                | (               | 12,689)             |
| 本期現金及約當現金(減少)增加數                           |   | ì          | 199,410)              | `               | 459,931             |
| 期初現金及約當現金餘額                                |   | ` <u> </u> | 591,686               |                 | 131,755             |
| 期末現金及約當現金餘額                                |   | \$         | 392,276               | \$              | 591,686             |

後附合併財務報表附註為本合併財務報告之一部分,請併同參閱。

董事長:連華榮



經理人:陳紹琛





### 附件四、取得或處分資產處理程序修訂條文對照表

### 北極星藥業集團股份有限公司

### 「取得或處分資產處理程序」修訂條文對照表

### 原條文

### 第2條 資產之適用範圍

- 股票、公債、公司債、金融債券、表彰基金之 有價證券、存託憑證、認購(售)權證、受益證 券及資產基礎證券等投資。
- 2. 不動產及設備。
- 3. 專利權、著作權、商標權、特許權等無形資產。
- 金融機構之債權(含應收款項、買匯貼現及放款、催收款項)。
- 5. 衍生性商品。
- 6. 依法律合併、分割、收購或股份受讓而取得或 處分之資產。

#### Article 2

- Investments in stocks, government bonds, corporate bonds, financial papers, securities representing interest in a fund, depositary receipts, warrants, beneficial interest securities, and asset-backed securities.
- 2. Real property and equipment.
- 3. Patents, copyrights, trademarks, franchise rights, and other intangible assets.
- 4. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
- 5. Derivatives.
- Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with laws.

### 修訂後條文

### 第2條 資產之適用範圍

- 股票、公債、公司債、金融債券、表彰基金之 有價證券、存託憑證、認購(售)權證、受益證 券及資產基礎證券等投資。
- 2. 不動產及設備。
- 3. 專利權、著作權、商標權、特許權等無形資產。
- 4. 金融機構之債權(含應收款項、買匯貼現及放款、催收款項)。
- 5. 衍生性商品。
- 6. 依法律合併、分割、收購或股份受讓而取得或 處分之資產。
- 7. 使用權資產。

### Article 2

- Investments in stocks, government bonds, corporate bonds, financial papers, securities representing interest in a fund, depositary receipts, warrants, beneficial interest securities, and asset-backed securities.
- 2. Real property and equipment.
- 3. Patents, copyrights, trademarks, franchise rights, and other intangible assets.
- 4. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
- 5. Derivatives.
- Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with laws.
- 7. Right-of-use assets.

### 第3條 用詞定義

1.衍生性商品:係指其價值由資產、利率、匯率、 指數或其他利益等商品所衍生之遠期契約、選擇 權契約、期貨契約、槓桿保證金契約、交換契約, 及上述商品組合而成之複合式契約等。...

### 第3條 用詞定義

1.衍生性商品:係指其價值由特定利率、金融工具 價格、商品價格、匯率、價格或費率指數、信用評 等或信用指數、或其他變數所衍生之遠期契約、選 擇權契約、期貨契約、槓桿保證金契約、交換契約, 上述契約之組合,或嵌入衍生性商品之組合式契約 或結構型商品等。

#### 原條文

#### Article3.

1. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, swap contracts, and compound contracts combining the above products, whose values are derived from assets, interest rates, foreign exchange rates, indexes or other interests.

. . .

#### Article3.

1. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives.

修訂後條文

#### 第 5 條

本公司取得或處分不動產或其他固定資產,除與 政府機關交易、自地委建、租地委建,或取得、 處分供營業使用之機器設備外,交易金額達實收 資本額百分之二十或新台幣 3 億元以上者,應於 事實發生日前取得專業估價者出具之估價報告, 並符合下列規定:

...

### Article 5.

In acquiring or disposing of real property or other fixed assets where the transaction amount is equal to or greater than the lesser of (i) 20 percent of the company's paid-in capital or (ii) NT\$300 million, the Company, unless transacting with a government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of machinery and equipment for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:

• • •

#### 第7條

本公司取得或處分無形資產交易金額達實收資本 額百分之二十或新台幣 3 億元以上者,應於事實 發生日前洽請會計師就交易價格之合理性表示意 見。

#### Article 7.

Where the Company acquires or disposes of intangible assets and the transaction amount is equal to or greater than the lesser of (i) 20 percent or more of paid-in capital or (ii) NT\$ 300 million, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction

#### 第5條

本公司取得或處分不動產、設備或其他使用權資產,除與國內政府機關交易、自地委建、租地委建,或取得、處分供營業使用之設備或其使用權資產外,交易金額達實收資本額百分之二十或新台幣3億元以上者,應於事實發生日前取得專業估價者出具之估價報告,並符合下列規定:

...

#### Article 5.

In acquiring or disposing of real property, equipment, or right-of-use assets where the transaction amount is equal to or greater than the lesser of (i) 20 percent of the company's paid-in capital or (ii) NT\$300 million, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:

• • •

#### 第7條

本公司取得或處分無形資產<u>或其使用權資產或會</u> <u>員證</u>交易金額達實收資本額百分之二十或新台幣 3億元以上者,應於事實發生日前洽請會計師就交 易價格之合理性表示意見。

#### Article 7.

Where the Company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount is equal to or greater than the lesser of (i) 20 percent or more of paid-in capital or (ii) NT\$ 300 million, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion

| 原條文   | 修訂後條文  |
|---|--|
| price.  | on the reasonableness of the transaction price.  |
| 第11條本公司向關係人取得或處分不動產,或與關係人取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之一十、總資產百分之一十、總資產百分之一十、總資產百分之二十、總資產至,除實力之債。以上者,除買國內證券投資人工,與其是交貨幣市場基金外,經濟學,與其一一一一一一一一一一一一一一一一一一一一一一一一一一一一一一一一一一一一  | 第11條本公司向關係人取得或處分不動產或其使用權資產,或與關係人取得或處分不動產或其使用權資產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣3億元以上者,除買賣國內公債、附買回、壽工養務行之貨幣市場基金外,應將下列資料提交董事會通過承認後,始得簽訂交易契約及支付款項:  3. 向關係人取得不動產或其使用權資產,依下列第十二條及第十三條規定評估預定交易條件合理性之相關資料。  公開發行公司與其母公司、子公司間,或其直接或司後出間從事下列交易,董事會得授權董事長在司後出間從事下列交易,董事得授權董事長在司後出間從事下列交易,董事是報最近期之董事會追認:   |
| Article 11.   | (2) 取得或處分供營業使用之不動產使用權資產。<br>Article 11.  |
| When the Company intends to acquire or dispose of real property from or to a related party, or when it intends to acquire or dispose of assets other than real property from or to a related party and the transaction amount is equal to or greater than the lesser of (i) 20 percent of paid-in capital, (ii) 10 percent of the company's total assets, or (iii) NT\$ 300 million, except in trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of domestic money market funds issued by securities investment trusts, the Company may not enter into a transaction contract or make payment until the following matters have been approved by the board of | When the Company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount is equal to or greater than the lesser of (i) 20 percent of paid-in capital, (ii) 10 percent of the company's total assets, or (iii) NT\$ 300 million, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of domestic money market funds issued by securities investment trusts, the Company may not enter into a |

following matters have been approved by the board

3. With respect to the acquisition of real property or

of directors:

directors:

3. With respect to the acquisition of real property

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from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 12 and Article 13.

. . .

With respect to the acquisition or disposal of business-use machinery and equipment between a public company and its parent or subsidiaries, the company's board of directors may delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting.

第12條

本公司向關係人取得不動產,應按下列方法評估 交易成本之合理性:

. . .

合併購買同一標的之土地及房屋者,得就土地及 房屋分別按前項任一方法評估交易成本。

公開發行公司向關係人取得不動產,依前二項規 定評估不動產成本,並應洽請會計師複核及表示 具體意見。

本公司向關係人取得不動產,有下列情形之一 者,應依第十一條決議程序之規定辦理,不適用 前三項規定:

- 1. 關係人係因繼承或贈與而取得不動產。
- 關係人訂約取得不動產時間距本交易訂約日 已逾五年。
- 3. 與關係人簽訂合建契約而取得不動產。

Article 12.

When acquiring real property from a related party, the Company shall evaluate the reasonableness of the transaction costs by the following means: 修訂後條文

<u>right-of-use assets thereof</u> from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 12 and Article 13.

. . .

With respect to the types of transactions listed below, when to be conducted between a public company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the company's board of directors may delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting:

- (1) Acquisition or disposal of equipment or right-of-use assets thereof held for business use.
- (2) Acquisition or disposal of real property right-of-use assets held for business use.

第12條

本公司向關係人取得不動產<u>或其使用權資產</u>,應按 下列方法評估交易成本之合理性:

. . .

合併購買或租賃同一標的之土地及房屋者,得就土地及房屋分別按前項任一方法評估交易成本。公開發行公司向關係人取得不動產或其使用權資產,依前二項規定評估不動產或其使用權資產成本,並應洽請會計師複核及表示具體意見。本公司向關係人取得不動產或其使用權資產,有下列情形之一者,應依第十一條決議程序之規定辦理,不適用前三項規定:

- 1. 關係人係因繼承或贈與而取得不動產<u>或其使用</u> 權資產。
- 2. 關係人訂約取得不動產<u>或其使用權資產</u>時間距 本交易訂約日已逾五年。
- 3. 與關係人簽訂合建契約而取得不動產。
- 4. 公開發行公司與其母公司、子公司,或其直接或 間接持有百分之百已發行股份或資本總額之子 公司彼此間,取得供營業使用之不動產使用權資 產。

Article 12.

When acquiring real property from a related party or right-of-use assets thereof, the Company shall evaluate the reasonableness of the transaction costs

原條文

. . .

Where land and buildings are combined as a single property purchased in one transaction, the transaction costs for the land and the buildings may be separately appraised in accordance with either of the means listed in the preceding paragraph.

When acquiring real property from a related party, the Company shall appraise the cost of the real property in accordance with paragraph 1 and paragraph 2. It shall also engage a CPA to review the appraisal and express a specific opinion.

Where the Company acquires real property from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with Article 11 and the preceding three paragraphs do not apply:

- 1. The related party acquired the real property through inheritance or as a gift.
- 2. More than 5 years have elapsed from the time the related party signed the contract to obtain the real property to the signing date for the current transaction.
- 3. The real property is acquired through signing of a joint development contract with the related party.

修訂後條文

. . .

by the following means:

Where land and buildings are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the buildings may be separately appraised in accordance with either of the means listed in the preceding paragraph. When acquiring real property from a related party or right-of-use assets thereof, the Company shall appraise the cost of the real property or right-of-use assets thereof in accordance with paragraph 1 and paragraph 2. It shall also engage a CPA to review the appraisal and express a specific opinion. Where the Company acquires real property or right-of-use assets thereof from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with Article 11 and the preceding three paragraphs do not apply:

- 1. The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift.
- 2. More than 5 years have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction.
- The real property is acquired through signing of a joint development contract with the related party.
- 4. The real property right-of-use assets for business use are acquired by the public company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital.

第 13 條

• • •

本公司舉證向關係人購入之不動產其交易條件與 鄰近地區一年內之其他非關係人成交案例相當且 面積相近者。

前項所稱鄰近地區成交案例,以同一或相鄰街廓 且距離交易標的物方圓未逾五百公尺或其公告現 值相近者為原則;所稱面積相近,則以其他非關 係人成交案例之面積不低於交易標的物面積百分 之五十為原則;所稱一年內係以本次取得不動產 第13條

..

本公司舉證向關係人購入之不動產<u>或租賃取得不動產使用權資產</u>,其交易條件與鄰近地區一年內之其他非關係人成交案例相當且面積相近者。前項所稱鄰近地區成交案例,以同一或相鄰街廓且距離交易標的物方圓未逾五百公尺或其公告現值相近者為原則;所稱面積相近,則以其他非關係人成交案例之面積不低於交易標的物面積百分之五十為原則;所稱一年內係以本次取得不動產或其使

| 原條文  | 修訂後條文   |
|--|---|
| 事實發生之日為基準,往前追溯推算一年。  | 用權資產事實發生之日為基準,往前追溯推算一<br>年。   |
| Article 13.  | Article 13.   |
|  |   |
| Where the Company acquiring real property from a   | Where the Company acquiring real property, or   |
| related party provides evidence that the terms of the  | obtaining real property right-of-use assets through   |
| transaction are similar to the terms of transactions   | leasing from a related party provides evidence that   |
| completed for the acquisition of neighboring land of   | the terms of the transaction are similar to the terms of  |
| a similar size by unrelated parties within the   | transactions completed for the acquisition of   |
| preceding year.  | neighboring land of a similar size by unrelated parties   |
| Completed transactions for neighboring land in the   | within the preceding year. Completed transactions for   |
| preceding paragraph in principle refers to parcels on  | neighboring land in the preceding paragraph in  |
| the same or an adjacent block and within a distance  | principle refers to parcels on the same or an adjacent block and within a distance of no more than 500  |
| of no more than 500 meters or parcels close in   |   |
| publicly announced current value; transaction for similarly sized parcels in principle refers to | meters or parcels close in publicly announced current value; transaction for similarly sized parcels in |
| transactions completed by unrelated parties for  | principle refers to transactions completed by   |
| parcels with a land area of no less than 50 percent of   | unrelated parties for parcels with a land area of no  |
| the property in the planned transaction; within the  | less than 50 percent of the property in the planned   |
| preceding year refers to the year preceding the date   | transaction; within the preceding year refers to the  |
| of occurrence of the acquisition of the real property.   | year preceding the date of occurrence of the  |
| are the state of the sequential of the real property.  | acquisition of the real property or obtainment of the   |
|  | right-of-use assets thereof.  |
| 第 14 條   | 第 14 條  |
| 本公司向關係人取得不動產,如經按第十二條及  | 本公司向關係人取得不動產或其使用權資產,如經  |
| 第十三條規定評估結果均較交易價格為低時,應  | 按第十二條及第十三條規定評估結果均較交易價   |
| 辦理下列事項:  | 格為低時,應辦理下列事項:   |

1. 應就不動產交易價格與評估成本間之差額,依 證券交易法第四十一條第一項規定提列特別 盈餘公積,不得予以分派或轉增資配股。本公 司採權益法評價之投資如為公開發行公司,亦 應就該提列數額按持股比例依證券交易法第 四十一條第一項規定提列特別盈餘公積。

本公司經依前項規定提列特別盈餘公積者,應俟 高價購入之資產已認列跌價損失或處分或為適當 補償或恢復原狀,或有其他證據確定無不合理 者,並經金管會同意後,始得動用該特別盈餘公 積。

本公司向關係人取得不動產,若有其他證據顯示 交易有不合營業常規之情事者,亦應依前二項規 定辦理。

#### Article 14

Where the Company acquires real property from a

1. 應就不動產或其使用權資產交易價格與評估 成本間之差額,依證券交易法第四十一條第一 項規定提列特別盈餘公積,不得予以分派或轉 增資配股。本公司採權益法評價之投資如為公 開發行公司,亦應就該提列數額按持股比例依 證券交易法第四十一條第一項規定提列特別 盈餘公積。

本公司經依前項規定提列特別盈餘公積者,應俟高 價購入或承租之資產已認列跌價損失或處分或終 止租約或為適當補償或恢復原狀,或有其他證據確 定無不合理者,並經金管會同意後,始得動用該特 別盈餘公積。

本公司向關係人取得不動產或其使用權資產,若有 其他證據顯示交易有不合營業常規之情事者,亦應 依前二項規定辦理。

#### Article 14

Where the Company acquires real property or

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related party and the results of appraisals conducted in accordance with Article 12 and Article 13 are uniformly lower than the transaction price, the following steps shall be taken:

. . .

The Company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased at a premium, or they have been disposed of, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.

When the Company obtains real property from a related party, it shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arms-length transaction.

#### 第 34 條

本公司取得或處分資產,有下列情形者,應按性 質依規定格式,於事實發生之即日起算二日內將 相關資訊於金管會指定網站辦理公告申報:

向關係人取得或處分不動產,或與關係人為取得或處分不動產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣3億元以上。但買賣公債、附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金,不在此限。

. . .

- 4. 取得或處分之資產種類屬供營業使用之設備 或其使用權資產,且其交易對象非為關係人,交 易金額並達下列規定之一:
- 5. 經營營建業務之公開發行公司取得或處分供營 建使用之不動產且其交易對象非為關係人,交易 金額達新臺幣 5 億元以上。
- 6. 以自地委建、租地委建、合建分屋、合建分成、 合建分售方式取得不動產,公司預計投入之交易 金額達新臺幣5億元以上。
- 7. 除前六款以外之資產交易、金融機構處分債權 或從事大陸地區投資,其交易金額達公司實收資 本額百分之二十或新臺幣 3 億元以上。但下列情 形不在此限:

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<u>right-of-use assets thereof</u> from a related party and the results of appraisals conducted in accordance with Article 12 and Article 13 are uniformly lower than the transaction price, the following steps shall be taken:

...

The Company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium, or they have been disposed of, or the leasing contract has been terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.

When the Company obtains real property or right-of-use assets thereof from a related party, it shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arms-length transaction.

第34條

本公司取得或處分資產,有下列情形者,應按性質 依規定格式,於事實發生之即日起算二日內將相關 資訊於金管會指定網站辦理公告申報:

1. 向關係人取得或處分不動產或其使用權資產,或與關係人為取得或處分不動產或其使用權資產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣3億元以上。但買賣國內公債、附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金,不在此限。

- 4. 取得或處分之資產種類屬供營業使用之設備<u>或</u> 其使用權資產,且其交易對象非為關係人,交易金 額並達下列規定之一:...
- 5. 經營營建業務之公開發行公司取得或處分供營建使用之不動產或其使用權資產且其交易對象非為關係人,交易金額達新臺幣 5 億元以上。
- 6. 以自地委建、租地委建、合建分屋、合建分成、 合建分售方式取得不動產,<u>且其交易對象非為關係</u> 人,公司預計投入之交易金額達新臺幣 5 億元以 上。
- 7. 除前六款以外之資產交易、金融機構處分債權 或從事大陸地區投資,其交易金額達公司實收資本

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#### (1)買賣公債。

(2)以投資為專業者,於海內外證券交易所或證券 商營業處所所為之有價證券買賣,或於國內初級 市場認購募集發行之普通公司債及未涉及股權之 一般金融債券,或證券商因承銷業務需要、擔任 興櫃公司輔導推薦證券商依財團法人中華民國證 券櫃檯買賣中心規定認購之有價證券。

. . .

前項交易金額依下列方式計算之:

...

3. 一年內累積取得或處分(取得、處分分別累積) 同一開發計畫不動產之金額。

. . .

Article 34

Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 business days following the date of occurrence of the event:

1. Acquisition or disposal of real property from or to a related party, or acquisition or disposal of assets other than real property from or to a related party where the transaction amount is equal to or greater than the lesser of (i) 20 percent of paid-in capital, (ii) 10 percent of the Company's total assets, or (iii) NT\$ 300 million; provided, this shall not apply to trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of domestic money market funds issued by securities investment trusts.

. .

- 4. Where the type of asset acquired or disposed is equipment for business use, the trading counterparty is not a related party, and where any one of the following circumstances applies with respect to the transaction amount: ...
- 5. Acquisition or disposal by a public company in the construction business of real property for

修訂後條文

額百分之二十或新臺幣 3 億元以上。但下列情形不 在此限:

(1)買賣國內公債。

(2)以投資為專業者,於海內外證券交易所或證券商營業處所所為之有價證券買賣,或於國內初級市場認購募集發行之普通公司債及未涉及股權之一般金融債券(不含次順位債券),或申購或買回證券投資信託基金或期貨信託基金,或證券商因承銷業務需要、擔任興櫃公司輔導推薦證券商依財團法人中華民國證券櫃檯買賣中心規定認購之有價證券。

. . .

前項交易金額依下列方式計算之:

•••

3. 一年內累積取得或處分(取得、處分分別累積) 同一開發計畫不動產或其使用權資產之金額。

. . .

Article 34

Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 business days following the date of occurrence of the event:

2. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount is equal to or greater than the lesser of (i) 20 percent of paid-in capital, (ii) 10 percent of the Company's total assets, or (iii) NT\$ 300 million; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of domestic money market funds issued by securities investment trusts.

- 4. Where equipment or right-of-use assets thereof for business use, the trading counterparty is not a related party, and where any one of the following circumstances applies with respect to the transaction amount:...
- 5. Acquisition or disposal by a public company in the

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construction use, where the trading counterparty is not a related party, and the transaction amount is greater than NT\$ 500 million.

- 6. Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the amount the company expects to invest in the transaction is greater than NT\$ 500 million.
- 7. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area is equal to or greater than the lesser of (i) 20 percent of paid-in capital or (ii) NT\$ 300 million; provided, this shall not apply to the following circumstances:
- (1) Trading of government bonds.
- (2) Where done by professional investors—securities trading on securities exchanges or OTC markets, or subscription of ordinary corporate bonds or general bank debentures without equity characteristics that are offered and issued in the primary market, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.

. . .

The amount of transactions above shall be calculated as follows:

. . .

3. The cumulative transaction amount of real property acquisitions and disposals (acquisitions and disposals are accumulated respectively) within the same development project within the preceding year.

construction business of real property <u>or right-of-use</u> <u>assets thereof</u> for construction use, where the trading counterparty is not a related party, and the transaction amount is greater than NT\$ 500 million.

- 6. Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction is greater than NT\$ 500 million.
- 7. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area is equal to or greater than the lesser of (i) 20 percent of paid-in capital or (ii) NT\$ 300 million; provided, this shall not apply to the following circumstances:
- (1) Trading of <u>domestic</u> government bonds.
- (2) Where done by professional investors—securities trading on securities exchanges or OTC markets, or subscription of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.

. . .

The amount of transactions above shall be calculated as follows:

. . .

3. The cumulative transaction amount of real property or right-of-use assets thereof acquisitions and disposals (acquisitions and disposals are accumulated respectively) within the same development project within the preceding year.

### 2019 年私募案目前暫定之內部人或關係人應募名單如下:

| 可能之應募人                         | 與本公司之關係  | 選擇方式與目的   |
|--------------------------------|----------|-----------|
| 正文投資股份有限公司                     | 為本公司法人董事 | 對本公司能直接或問 |
| G-TECHNOLOGY INVESTMENT CO.,   | 關係人      | 接助益,可提供本公 |
| LTD.                           |          | 司營運或發展所需之 |
| GRAND TIGER INTERNATIONAL LTD. | 關係人      | 各項支援      |
| 林貞月                            |          |           |
| 連偉廷                            |          |           |
| 連華榮                            |          |           |
| 連瑩                             |          |           |

### 應募人如屬法人,應揭露事項:

| 法人應募人                               | 其前十名股東名稱及其持股比例  | 與本公司之關係 |
|-------------------------------------|-----------------|---------|
| 正文投資股份有限公司                          | 正文科技股份有限公司 100% | 關係人     |
| G-TECHNOLOGY                        | 正文科技股份有限公司 100% | 關係人     |
| INVESTMENT CO., LTD.                |                 |         |
| GRAND TIGER                         | 連華榮 10%         | 關係人     |
| II (I EIG (I II I G) (I I E E I E I | 連偉廷 20%         |         |
|                                     | 連 瑩 20%         |         |
|                                     | 連可潔 20%         |         |
|                                     | 連 莊 30%         |         |

## 附件六、『公司組織大綱及公司章程』修訂條文對照表 北極星藥業集團股份有限公司

## 公司「組織大綱」及「公司章程」修訂條文對照表(英文版)

| 原條文  |  | 修訂後條文   |   |
|--|--|---|---|
| FIFTH AMENDED AND RESTATED   |  | FIFTH SIXTH AMENDED AND RESTATED  |   |
| MEMORANDUM OF ASSOCIATION  |  | MEMORANDUM OF ASSOCIATION   |   |
| OF POLARIS GROUP   |  | OF POLARIS GROUP  |   |
| 北極星藥業集團股份有限公司  |  | 北極星藥業集團股份有限公司   |   |
| 2 (A) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires: (1) Affiliated Company |  | <ul> <li>2.</li> <li>(A) In these Articles the following terms shall have the meanings set opposite unless the context otherwise requires:</li> <li>(1) Affiliated Company</li> <li></li> </ul> |   |
| (25) Law   | The Companies Law (2013 Revision) of the Cayman Islands;   | (25) Law  | The Companies Law (20138 Revision) of the Cayman Islands;   |
|  |  | (49)Share<br>Swap   | means a share swap as defined under Article 4 of R.O.C. Enterprise Mergers and Acquisitions Law.  |
| (49)signed   | bearing a signature or representation of a signature affixed by mechanical means or an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a Person with the intent to sign the electronic communication;   | (49) (50) signed  | bearing a signature or representation of a signature affixed by mechanical means or an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a Person with the intent to sign the electronic communication;  |
| (50)Special<br>Resolution  | means a special resolution of the Company passed in accordance with the Law, being a resolution passed by a majority of at least two-thirds of such Shareholders as, being entitled to do so, vote in Person or, where proxies are allowed, by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of the Company of which notice, specifying (without prejudice to the power contained in the Articles to amend the same) the intention to propose the resolution | (50) (51)<br>Special<br>Resolution  | means a special resolution of the Company passed in accordance with the Law, being a resolution passed by a majority of at least two-thirds of such Shareholders as, being entitled to do so, vote in Person or, where proxies are allowed, by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of the Company of which notice, specifying (without prejudice to the power contained in the Articles to amend the same) the intention to propose the |

|   |  |  | 修訂後條文  |
|---|--|--|--|
|   | as a Special Resolution, has been duly given; A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles;  |  | resolution as a Special Resolution, has been duly given; A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles;   |
| (51)Special<br>Shares                         | has the meaning given thereto in Article 4;  | (51) (52)<br>Special Shares                        | has the meaning given thereto in Article 4;  |
| (52)Stock<br>Market                           | the Emerging Market, TPEx or TWSE;   | (52) (53) Stock<br>Market                          | the Emerging Market, TPEx or TWSE;   |
| (53)Spin-off                                  | an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to issue new shares to the transferor company or to shareholders of the transferor company; | (53)<br>Spin-off                                   | an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to issue new shares to the transferor company or to shareholders of the transferor company; |
| (54)<br>Subsidiary                            | has the definition given under Taiwan Laws;  | (54) (55)<br>subsidiary                            | has the definition given under<br>Taiwan Laws;   |
| (55)Superma<br>jority<br>Resolution<br>Type A | a resolution passed by a majority<br>vote of the Shareholders at a<br>general meeting attended by the<br>Shareholders who represent not<br>less than two-thirds of all issued<br>and outstanding Shares entitled to<br>vote, and vote in person or, where<br>proxies are allowed, by proxy;  | (55) (56)<br>Supermajority<br>Resolution<br>Type A | a resolution passed by a majority vote of the Shareholders at a general meeting attended by the Shareholders who represent not less than two-thirds of all issued and outstanding Shares entitled to vote, and vote in person or, where proxies are allowed, by proxy;   |
| (56)Superma<br>jority<br>Resolution<br>Type B | a resolution passed by two-thirds<br>majority of the Shareholders at a<br>general meeting attended by the<br>Shareholders who represent at least<br>a majority of all issued and<br>outstanding Shares entitled to vote,<br>and vote in person or, where<br>proxies are allowed, by proxy;   | (56) (57)<br>Supermajority<br>Resolution<br>Type B | a resolution passed by<br>two-thirds majority of the<br>Shareholders at a general<br>meeting attended by the<br>Shareholders who represent at<br>least a majority of all issued and<br>outstanding Shares entitled to<br>vote, and vote in person or,<br>where proxies are allowed, by<br>proxy;   |
| (57)<br>Surviving<br>Company                  | means the sole remaining<br>Constituent Company into which<br>one or more other Constituent<br>Companies are merged within the<br>meaning of the Law and the<br>Taiwan Laws;   | (57) (58)<br>Surviving<br>Company                  | means the sole remaining<br>Constituent Company into<br>which one or more other<br>Constituent Companies are<br>merged within the meaning of<br>the Law and the Taiwan Laws;   |

|  | 原條文  |  | 修訂後條文   |
|--|--|--|---|
| (58)Taiwan<br>Laws   | the laws and regulations of Taiwan, including without limitation the Applicable Listing Rules; | <del>(58)</del> (59)<br>Taiwan Laws  | the laws and regulations of Taiwan, including without limitation the Applicable Listing Rules;  |
| (59)TWSE<br>(60)Treasury<br>Shares   | the Taiwan Stock Exchange; has the meaning given thereto in Article 34.                        | (59) (60)<br>TWSE<br>(60) (61)<br>Treasury<br>Shares   | the Taiwan Stock Exchange; has the meaning given thereto in Article 34.   |
|  | owing matters shall require the e Shareholders by a Supermajority e A:                         | 31.  (A) The follow approval of the Second to the Second t | he Law and the Taiwan Laws, najority resolution passed by the ding two-thirds or more of the outstanding Shares at a general din person or by proxy by present two-thirds or more of the outstanding Shares, the Company by Merger where the Company is all transfer of all assets and Company, Share Swap or Spin-off transaction will cause the Shares der the Applicable Listing Rules   |
| Any Shareholder or Shareholders entitled to attend general meetings of the Company holding in aggregate at least three percent (3%) of the paid up share capital of the Company for a period of one year or longer may, by depositing a requisition notice at the Registration Office or the Shareholders' Service Agent specifying the objects of the meeting, request the Board to convene an extraordinary general meeting. If the Board does not convene such meeting within 15 days after the date of the requisition notice, the Shareholders that submitted the requisition may convene the general meeting. For so long as the Shares are listed on a Stock Market, such general meetings shall be held in Taiwan. |  | Any Shareholder general meetings aggregate at least share capital of the year or longer in notice at the Shareholders' Ser of the meeting, rextraordinary generate of the requisit submitted the requisit subm | or Shareholders entitled to attend so of the Company holding in three percent (3%) of the paid up he Company for a period of one may, by depositing a requisition Registration Office or the rvice Agent specifying the objects request the Board to convene an iteral meeting. If the Board does meeting within 15 days after the ition notice, the Shareholders that uisition may convene the general long as the Shares are listed on a ch general meetings shall be held where the Board is unwilling or nvene a general meeting, that an Director of the Audit Committee me a general meeting, an Director of the Audit Committee me a general meeting for the |

|           | 原條文  | 修訂後條文  |
|-----------|--|--|
|           |  | interest of the Company if necessary.  42.2 Any one or more Shareholders holding in aggregate more than half of the total number of the issued Shares of the Company as at the period which the Register of Shareholders is closed for transfers of Shares, for at least three |
|           |  | (3) consecutive months may convene an extraordinary general meeting.  42.1 42.3 The Board or any person who is entitled  |
|           |  | to convene a general meeting under these Articles may demand the Company or the Shareholders' Service Agent to provide the Register.   |
| 44.       |  | 44.  |
| notice of | following matters shall be specified in the a general meeting with the description of or content, and shall not be proposed as adons:  | (A) The following matters shall be specified in the notice of a general meeting with the description of their major content, and shall not be proposed as ad hoc motions. The major contents   |
|           | election or removal of Directors;  | may be uploaded onto the website designated by   |
|           | amendments to the Memorandum of Association and/or these Articles;   | the Commission or the Company, and such website shall be indicated in the notice of general  |
| (c)       | winding-up, Merger or Spin-off of the Company;   | meeting. (a) election or removal of Directors;   |
| (d)       | entering into, amendment to, or  | (b) amendments to the Memorandum of  |
|           | termination of any contract for lease of   | Association and/or these Articles;   |
|           | the Company's business in whole, or for  | (c) reduction of share capital:  |
|           | entrusting business, or for regular joint  | (d) application for de-registration as a public  |
| (a)       | operation with others;   | company;   |
| (e)       | the transfer of the whole or any material part of the Company's business or assets;  | (e) winding-up, Merger or Spin-off of the Company;   |
|           | and  | (d) (f) entering into, amendment to, or  |
| (f)       | taking over another Person's whole<br>business or assets, which will have a<br>material effect on the business operation<br>of the Company;  | termination of any contract for lease<br>of the Company's business in whole,<br>or for entrusting business, or for<br>regular joint operation with others;   |
| (g)       | carrying out private placement of the  | (e) (g) the transfer of the whole or any   |
| 4.        | Company's securities;  | material part of the Company's   |
| (h)       | in any business within the scope of  | business or assets; and  (f) (h) taking over another Person's whole  |
| (i)       | business of the Company;<br>distributing part or all of the Company's<br>dividends or bonus by way of issuance of<br>new Shares;   | business or assets, which will have a material effect on the business operation of the Company;  (g) (i) carrying out private placement of the   |
| (j)       | capitalization of the Legal Reserve (as defined in Article 117) and the Capital Reserve (subject to Article 135) by issuing new Shares to the Shareholders in proportion to the number of Shares being held by each of them; and | Company's securities;  (h)—(j) granting waiver to a Director for engaging in any business within the scope of business of the Company;  (i) (k) distributing part or all of the Company's dividends or bonus by  |
| (k)       | distributions out of the Legal Reserve and<br>the Capital Reserve (Subject to Article<br>118) to the Shareholders in cash in<br>proportion to the number of Shares being<br>held by each of them;                                | way of issuance of new Shares; (j)-(l) capitalization of the Legal Reserve (as defined in Article117) and the Capital Reserve (subject to Article 135) by issuing new Shares to the  |
| (1)       | other matters as stipulated in Taiwan  | Shareholders in proportion to the  |

Shareholders in proportion to the number of Shares being held by each

held by each of them;
(1) other matters as stipulated in Taiwan

Laws.

原條文 修訂後條文 of them; and (k) (m) distributions out of the Legal Reserve and the Capital Reserve (Subject to Article 118) to Shareholders in cash in proportion to the number of Shares being held by each of them; (1) (n) other matters as stipulated in Taiwan Laws. Shareholder(s) holding one percent or more of the Shareholder(s) holding one percent or more of the total number of outstanding Shares at the time when total number of outstanding Shares at the time the Register is closed for transfer prior to the date of when the Register is closed for transfer prior to the the annual general meeting may propose in writing date of the annual general meeting may propose in to the Company a proposal for discussion at an writing or by electronic transmission to the annual general meeting, provided that each qualified Company a proposal for discussion at an annual Shareholder is allowed to submit one proposal. general meeting, provided that each qualified Proposals shall not be included in the agenda of the Shareholder is allowed to submit one proposal. annual general meeting if the proposing Shareholder Proposals shall not be included in the agenda of is not qualified or has submitted more than one the annual general meeting if (a) the proposing proposal or the matter proposed may not be resolved Shareholder is not qualified, or (b) has submitted a by a general meeting under the Law or the Taiwan proposal containing more than 300 words, or more The submission and handling than one proposal, or (c) the matter proposed Shareholder proposals as provided herein shall be may not be resolved by a general meeting under subject to the Law and the Taiwan Laws and in the Law or the Taiwan Laws, or (d) such proposal is submitted in a day beyond the deadline accordance with the rules and procedures of announced by the Company for accepting the Shareholders' meeting of the Company from time to Shareholders' proposal; provided however, if any of proposal from such Shareholder(s) is to urge the Company to promote public interests or fulfill its social responsibilities, the Board may accept such proposal to be discussed at a general meeting. The submission and handling of Shareholder proposals as provided herein shall be subject to the Law and the Taiwan Laws and in accordance with the rules and procedures of Shareholders' meeting of the Company from time to time. 75. 75. (D) Shareholder(s) continuously holding 3% or (D) Shareholder(s) continuously holding 31% or more of the issued and outstanding Shares of the more of the issued and outstanding Shares of the Company for one year or more may, subject to the Company for one year six months or more may, laws of the Cayman Islands, request an Independent subject to the laws of the Cayman Islands, request Director of the Audit Committee to file a lawsuit for an Independent Director of the Audit Committee the Company against the Director(s) in Taipei to file a lawsuit for the Company against the District Court of Taiwan. Director(s) in Taipei District Court of Taiwan. If If the Independent Director fails to file a lawsuit within 30 days after the Independent Director fails to file a lawsuit receiving such within 30 days after receiving such request, such request, such qualified Shareholder(s) may file a lawsuit for the Company qualified Shareholder(s) may file a lawsuit for the against the Director(s) in Taipei District Court of Company against the Director(s) in Taipei District Taiwan; and under such circumstances, Court of Taiwan; and under such circumstances, Company may request the suing Shareholder(s) to the Company may request the suing Shareholder(s)

to post an appropriate bond as security for the

lawsuit proceeding under the Taiwan Laws.

post an appropriate bond as security for the lawsuit

proceeding under the Taiwan Laws. In case the

| 原條文   | 修訂後條文   |
|---|---|
| suing Shareholder(s) lose in that lawsuit and thus cause any damage to the Company, the suing Shareholder(s) shall be liable for indemnifying the Company for such damage.  | case the suing Shareholder(s) lose in that lawsuit and thus cause any damage to the Company, the suing Shareholder(s) shall be liable for indemnifying the Company for such damage.   |
| 88.1 (New)  | 88.1  In the course of conducting its business, the Company shall comply with the Applicable Listing Rules and business ethics and may take corporate actions to promote public interests in order to fulfill its social responsibilities.  |
| The office of Director shall be vacated, if such Director:  (a) commits a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of Taiwan) and has been adjudicated guilty by a final judgment, and the time elapsed after he has served the full term of the sentence is five years or less;  (b) has been sentenced to imprisonment for a term of more than one year for the commission of fraud, breach of trust or misappropriation, and the time elapsed after he has served the full term of such sentence is two years or less;  (c) has been adjudicated guilty by a final judgment for misappropriating company or public funds during the time of his public service, and the time elapsed after he has served the full term of such sentence is two years or less;  (d) becomes bankrupt under the laws of any country or makes any arrangement or composition with his creditors generally;  (e) has been sanctioned for dishonouring checks or other credit instruments, and the term of such sanction has not expired yet;  (f) loses all or part of legal capacity as defined under the Taiwan Laws;  (g) dies or is found to be or becomes of unsound mind or a patient for any purpose of any statute or applicable law relating to mental health and the Directors resolve that his office be vacated;  (h) ceases to be a Director by virtue of, or becomes prohibited from being a Director by reason of, an order made under any provisions of any law or enactment;  (i) resigns his office by notice in writing to the Company;  (j) is removed from office pursuant to Article | The office of Director shall be vacated, if such Director:  (a) commits a felony (including but not limiting to an offence under Statute for Prevention of Organizational Crimes of Taiwan) and has been adjudicated guilty by a final judgment, and has not commenced to serve the time elapsed after he has term of the sentence yet, or has commenced to serve the full term of the sentence but not served the full term of the sentence but not served the full term of the sentence or less than is five years or less have elapsed from the date of completion of the full sentence, expiry of probation period or date in which he has been pardoned;  (b) has been sentenced to imprisonment for a term of more than one year for the commission of fraud, breach of trust or misappropriation, and has not commenced to serve the term of the sentence yet, or has commenced to serve the term of sentence but not time elapsed after he has served the full term of such sentence or is less than two years or less have elapsed from the date of completion of the full sentence, expiry of probation period or date in which he has been pardoned;  (c) has been adjudicated guilty by a final judgment for committing the offense as specified in the Anti-corruption Act of R.O.C., misappropriating company or public funds during the time of his public service, and has not commenced to serve the term of sentence but not time elapsed after he has commenced to serve the term of sentence but not time elapsed after he has served the full term of such sentence is—less than two years or less have elapsed from the date of completion of |
| 75 or the Taiwan Laws; and/or (k) is vacated from his office automatically in   | the full sentence, expiry of probation period or date in which he has been  |

| 原條文  | 修訂後條文   |
|--|---|
| 原條文<br>accordance with Article 101.1.  | 修訂後條文  pardoned; (d) becomes bankrupt under the laws of any country or makes any arrangement or composition with his creditors generally, or had liquidation proceeding commenced against him by a court; (e) has been sanctioned for dishonouring checks or other credit instruments, and the term of such sanction has not expired yet; (f) loses all or part of legal capacity as defined under the Taiwan Laws; (g) dies or is found to be or becomes of unsound mind or a patient for any purpose of any statute or applicable law relating to mental health and the Directors resolve that his office be vacated; (h) ceases to be a Director by virtue of, or becomes prohibited from being a Director by reason of, an order made under any provisions of any law or enactment; (i) resigns his office by notice in writing to the Company; (j) is removed from office pursuant to Article 75 or the Taiwan Laws; and/or (k) is vacated from his office automatically in accordance with Article 101.1; and/or- (l) becomes subject to the order of |
|  | commencement of assistance due to incapacity pursuant to relevant Taiwan law and the order has not yet been revoked   |
| 101.1  | 1011  |
| For so long as the Shares are listed on a Stock Market, subject to the Law and Taiwan Laws, if during the term of office of a Director, that Director transfers some or all of his Shares such that he holds less than one half of the total number of Shares held by him/her at the time of his/her election as a Director, he/she shall, ipso facto, be vacated from the office of Director automatically.   | For so long as the Shares are listed on a Stock Market, subject to the Law and Taiwan Laws, if during the term of office of a Director, that any Director (not including Independent Directors) transfers some or all of his Shares such that he holds less than one half of the total number of Shares held by him/her at the time of his/her election as a Director, he/she shall, ipso facto, be vacated from the office of Director automatically.  |
| For so long as the Shares are listed on a Stock Market, subject to the Law and Taiwan Law, if any person is proposed for appointment as a Director (each such person a "proposed director") at a general meeting (the relevant "general meeting"), such proposed director's appointment shall not become effective (regardless of whether such appointment is purportedly approved at the relevant general meeting, and any resolution which purports to approve such appointment, to the extent it relates to | For so long as the Shares are listed on a Stock Market, subject to the Law and Taiwan Law, if any person is proposed for appointment as a Director (each such person a "proposed director") (not including Independent Directors) at a general meeting (the relevant "general meeting"), such proposed director's appointment shall not become effective (regardless of whether such appointment is purportedly approved at the relevant general meeting, and any resolution which purports to  |

原條文
the proposed director's appointment, shall be invalid and ineffective):
...

108
A Director who is in any way, whether directly or in the dir

A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company or other items to be considered at a meeting of the Directors in the meeting shall declare the nature of his interest at such meeting. A general notice given to the Directors by any Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract which may thereafter be made with that company or firm shall be deemed a sufficient declaration of interest in regard to any contract so made.

A Director who has a personal interest whether directly or indirectly in a matter under discussion at a meeting of the Board, shall declare the nature of his/her/its interest and explain the material information regarding such interest at the same meeting of the Board, and if such personal interest may be adverse to the interest of the Company, such Director cannot cast its/his/her own vote or vote by proxy on behalf of another Director. Such Director shall not be counted in the number of votes of Directors present at the Board meeting (but shall still be counted in the quorum for such meeting).

150.

The Board shall keep at the office of its Shareholders' Service Agent in Taiwan copies of these Articles, the minutes of every meeting of the Shareholders and the financial statements, the Register of Shareholders and the counterfoil of corporate bonds issued by the Company. Any Shareholder of the Company may request, by submitting evidentiary document(s) to show his interests involved and indicating the scope of interested matters, access to inspect and to make copies of the above records.

A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company or other items to be considered at a meeting of the Directors in the meeting shall declare the nature of his interest at such meeting. A general notice given to the Directors by any Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract which may thereafter be made with that company or firm shall be deemed a sufficient declaration of interest in regard to any contract so made.

A Director who has a personal interest whether directly or indirectly in a matter under discussion at a meeting of the Board, shall declare the nature of his/her/its interest and explain the material information regarding such interest at the same meeting of the Board., Where the spouse, a blood relative within the second degree of kinship of a Director, or any company which has a controlling or subordinate relation with a Director, has a personal interest in the matter under discussion at a meeting of the Board, such Director shall be deemed to have a personal interest in such matter. and iIf such personal interest may be adverse to the interest of the Company, such Director cannot cast its/his/her own vote or vote by proxy on behalf of another Director. Such Director shall not be counted in the number of votes of Directors present at the Board meeting (but shall still be counted in the quorum for such meeting).

150.

The Board shall keep at the office of its Shareholders' Service Agent in Taiwan copies of these Articles, the minutes of every meeting of the Shareholders and the financial statements, the Register of Shareholders and the counterfoil of corporate bonds issued by the Company. Any Shareholder of the Company may request, by submitting evidentiary document(s) to show his interests involved and indicating the scope of interested matters, access to inspect, review, and to make copies or duplicate of the above records. The Company shall cause the Shareholder(s) with access to above documents.

# 北極星藥業集團股份有限公司

# 公司「組織大綱」及「公司章程」修訂條文對照表(中文版)

|                 | 原條文                           |                                 | 修訂後條文                                   |  |
|-----------------|-------------------------------|---------------------------------|---|--|
| 公司法             |                               | 公司法                             |   |  |
| 股份有限公司          |                               |                                 | 股份有限公司                                  |  |
| Polaris Group   | 北極星藥業集團股份有限公司                 | Polaris Group                   | 北極星藥業集團股份有限公司                           |  |
| 第五次             | 第五次修訂後公司章程條文                  |                                 | 第六五次修訂後公司章程條文                           |  |
| ·               |                               | · <u>—</u>                      |   |  |
| 第2條             |                               | 第2條                             |   |  |
|                 | 另有規定外,本章程名詞定義如                | (A) 除本章程                        | 2另有規定外,本章程名詞定義如                         |  |
| 下:              |                               | 下:                              | 7 |  |
|                 |                               | ·                               |   |  |
| (25) 開曼法        | 係指開曼群島公司法(2013年               | (25)開曼法                         | 係指開曼群島公司法(201 <del>3</del> 8            |  |
|                 | 修訂)                           | ( )                             | 年修訂)                                    |  |
|                 | •••                           | •••                             | •••                                     |  |
| (49)簽署          | 係指直接簽名或在電子通訊                  | (49)股份轉換                        | 指依中華民國企業併購法第 4                          |  |
|                 | 中,以表彰具有簽署意願且經                 |                                 | 條定義之股份轉換。                               |  |
|                 | 該個人採用作為替代直接簽                  | <del>(49)</del> (50)簽署          | 係指直接簽名或在電子通訊                            |  |
|                 | 名之機械方式、電子標誌或程                 |                                 | 中,以表彰具有簽署意願且經                           |  |
| (50) 14 71 1 14 | 序;                            |                                 | 該個人採用作為替代直接簽                            |  |
| (50)特別決議        | 係指依照開曼法規定,股東會                 |                                 | 名之機械方式、電子標誌或程                           |  |
|                 | 之召集通知上表明將進行特<br>別決議,並已依法發出通知, | (50) (51) 15                    | 序;                                      |  |
|                 | <b>經三分之二以上有權於股東</b>           | <del>(50)</del> (51)特別          | 係指依照開曼法規定,股東會                           |  |
|                 | 會行使表決權股份同意之決                  | 決議                              | 之召集通知上表明將進行特                            |  |
|                 | 議。股東得親自行使表決權或                 |                                 | 別決議,並已依法發出通知,<br>經三分之二以上有權於股東           |  |
|                 | 在允許使用委託書的情況下                  |                                 | 會行使表決權股份同意之決                            |  |
|                 | 出具委託書授權行使表決                   |                                 | 議。股東得親自行使表決權或                           |  |
|                 | 權,如股東為法人者,由其合                 |                                 | 在允許使用委託書的情況下                            |  |
|                 | 法授權代表人出席該股東會                  |                                 | 出具委託書授權行使表決                             |  |
|                 | 行使表決權;                        |                                 | 權,如股東為法人者,由其合                           |  |
|                 | 任何本章程規定以普通決議                  |                                 | 法授權代表人出席該股東會                            |  |
|                 | 所為之決議,亦得以特別決議                 |                                 | 行使表決權;                                  |  |
|                 | 為之;                           |                                 | 任何本章程規定以普通決議                            |  |
| (51)特別股         | 參見第4條規定;                      |                                 | 所為之決議,亦得以特別決議                           |  |
| (52)股票市場        | 指興櫃市場、櫃檯買賣中心或                 |                                 | 為之;                                     |  |
| (22)            | 證交所;                          | <del>(51)</del> (52)特別          | 參見第4條規定;                                |  |
| (53)分割          | 係指轉讓公司移轉其全部或                  | 股                               |   |  |
|                 | 一部獨立經營事業予現存或                  | <del>(52)</del> (53 <u>)</u> 股票 | 指興櫃市場、櫃檯買賣中心或                           |  |
|                 | 新設之受讓公司,且該受讓公司收及行前四日          | 市場                              | 證交所;                                    |  |
|                 | 司將發行新股予該轉讓公司<br>或該轉讓公司之股東;    | <del>(53)</del> (54)分割          | 係指轉讓公司移轉其全部或                            |  |
|                 | 以 吸 符 敬 公 内 人 版 本 ,           |                                 | 一部獨立經營事業予現存或                            |  |
|                 |                               |                                 | 新設之受讓公司,且該受讓公司收及行前即又立                   |  |
|                 |                               |                                 | 司將發行新股予該轉讓公司                            |  |
|                 |                               |                                 | 或該轉讓公司之股東;                              |  |

|                  |                        |  | 修訂後條文                             |  |
|------------------|------------------------|--|-----------------------------------|--|
|                  | 74.17                  |  | 12 N IX IN A                      |  |
| (54)子公司          | 依台灣法下之定義;              | <del>(54)</del> (55)子公司                                    | 依台灣法下之定義;                         |  |
| (55)A 型特別        | 係指由代表公司已發行             |  | 係指由代表公司已發行                        |  |
| (重度)決            | 股份總數三分之二以上             | (重度)決議   | 股份總數三分之二以上                        |  |
| 議                | 有權投票之股東出席股             | (2)3///  | 有權投票之股東出席股                        |  |
|                  | 東會,以出席股東(係指            |  | 東會,以出席股東(係指                       |  |
|                  | 親自出席或在允許出具             |  | 親自出席或在允許出具                        |  |
|                  | 委託書前提下出具委託             |  | 委託書前提下出具委託                        |  |
|                  | 書)表決權過半數同意通            |  | 書)表決權過半數同意通                       |  |
|                  | 過的決議;                  |  | 過的決議;                             |  |
| (56)B 型特別        | 係指由代表公司已發行             | <del>(56)</del> (57)B 型特別                                  | 係指由代表公司已發行                        |  |
| (重度)決            | 股份總數過半數之有權             | ( <del>重度</del> )決議  | 股份總數過半數之有權                        |  |
| 議                | 投票之股東出席股東              |  | 投票之股東出席股東                         |  |
|                  | 會,以出席股東(係指親            |  | 會,以出席股東(係指親                       |  |
|                  | 自出席或在准許出具委             |  | 自出席或在准許出具委                        |  |
|                  | 託書前提下出具委託書)            |  | 託書前提下出具委託書)                       |  |
|                  | 表決權三分之二以上同             |  | 表決權三分之二以上同                        |  |
|                  | 意通過的決議;                |  | 意通過的決議;                           |  |
| (57)存續公司         | 係指按開曼法或台灣法             | (57)(58)存續公司   | 係指按開曼法或台灣法                        |  |
|                  | 令規定,合併一個或多個            |  | 令規定,合併一個或多個                       |  |
|                  | 參與公司後所唯一存續             |  | 參與公司後所唯一存續                        |  |
| (50) 1 Web 1 A   | 之參與公司;                 | (50) (50) 4 484 1 4  | 之參與公司;                            |  |
| (58)台灣法令         | 係指台灣法律與行政規             | (58)(59)台灣法令   | 係指台灣法律與行政規                        |  |
|                  | 則,包括但不限於上市法            |  | 則,包括但不限於上市法<br>^                  |  |
| (50) 20 六 公      | 令;                     | (50)(60)地 六公   | 令;                                |  |
| (59)證交所          | 係指台灣證券交易所股<br>份有限公司;   | <del>(59)</del> <u>(60)</u> 證交所                            | 係指台灣證券交易所股<br>份有限公司;              |  |
| (60)庫藏股          | 历有限公司,<br>庫藏股之定義依照第 34 | <del>(60)</del> (61)庫藏股                                    | 庫藏股之定義依照第 34                      |  |
| (00)/平 舰 八又      | 华                      | <del>(00)</del> (01)/平 / / / / / / / / / / / / / / / / / / | 條規定。                              |  |
|                  | 1 m 196 X              |  | 床 % 及                             |  |
| 第 31 條           |                        | 第 31 條   |                                   |  |
|                  | 型特別(重度)決議,進行下列事項:      |  | 型特別(重度)決議,進行下列事                   |  |
|                  | [行列(里及) / 成職,進行下列事項。   | 項:   | 至付別(里及)/六战,连们下列事                  |  |
| •••              |                        | 一.   |                                   |  |
|                  |                        | <br>(D) 於不違反開曼:  | 去及台灣法令之前提下,本公司                    |  |
|                  |                        |  | 非經已發行股份總數三分之二以上股東之同意              |  |
|                  |                        |  | 不得參與合併後消滅、概括讓與、股份轉換或              |  |
|                  |                        | 分割,而致(a)終止上市櫃,且(b)存續、受讓、                                   |                                   |  |
|                  |                        |  | 公司為非上市櫃公司。                        |  |
| 第 42.1 條         |                        | 第 42.1 條   |                                   |  |
| 本條新增             |                        | 審計委員會之獨立董事除董事會不為召集或不能召                                     |                                   |  |
| (TTI)   (U)   TE |                        | <u>番司安只曾之烟立里事际里事曾不知召亲或不能召</u><br>集股東會外,得為本公司利益,於必要時,召集股    |                                   |  |
|                  |                        | 東會。  | 于4.14世 水及內 日本成                    |  |
| 第 42.2 條         |                        | 第 42.2 條   |                                   |  |
| 本條新增             |                        |  | 户時繼續三個月以上持有已發行                    |  |
| 4                |                        |  | P 时繼續三個月以上持有已發行<br>分之股東,得自行召集股東臨時 |  |
|                  |                        | <u>股份總數過干數股</u> 會。   | 四人双不,付日刊 台 未双米 區 时                |  |
|                  |                        | 買  |                                   |  |

|                             | <del>-</del>               |
|-----------------------------|----------------------------|
| 原條文                         | 修訂後條文                      |
| 第 42.3 條                    | 第 42.3 條                   |
| 本條新增                        | 董事會或其他召集權人召集股東會者,得請求本公     |
|                             | 司或股務代理機構提供股東名簿。            |
| 第 44 條                      | 第 44 條                     |
| (A) 下列事項應在股東會召集事由中列舉並説明其    | (A)下列事項應在股東會召集事由中列舉並説明其主   |
| 主要內容,不得以臨時動議提出:             | 要內容,不得以臨時動議提出。其主要內容得置      |
| (a) 選任或解任董事;                | 於中華民國證券主管機關或本公司指定之網站,      |
| (b) 變更組織大綱及/或章程;            | 並應將其網址載明於股東會通知:            |
| (c) 解散、合併或分割本公司;            | (a) 選任或解任董事;               |
| (d) 締結、變更、或終止關於出租全部營業、委     | (b) 變更組織大綱及/或章程;           |
| 託經營或與他人經常共同經營之契約;           | <u>(c) 減資;</u>             |
| (e) 讓與全部或主要部分之營業或財產;        | (b)(d) 申請停止公開發行;           |
| (f) 受讓他人全部營業或財產,且對本公司營運     | (e)(e) 解散、合併或分割本公司;        |
| 有重大影響者;                     | (d)(f) 締結、變更、或終止關於出租全部營    |
| (g) 私募發行具有股權性質之有價證券;        | 業、委託經營或與他人經常共同經營           |
| (h) 董事從事競業行為之許可;            | 之契約;                       |
| (i) 以發行新股之方式,分派股息及紅利之全部     | (e)(g) 讓與全部或主要部分之營業或財產;    |
| 或一部;及                       | (f)(h) 受讓他人全部營業或財產,且對本公    |
| (j) 將本公司之法定盈餘公積(定義如第 117 條) | 司營運有重大影響者;                 |
| 及資本公積(依第135條規定)撥充資本,依       | (g)(i) 私募發行具有股權性質之有價證券;    |
| 持股比例發行新股予股東;及               | (h)(j) 董事從事競業行為之許可;        |
| (k) 將本公司之法定盈餘公積及資本公積(依第     | (i)(k) 以發行新股之方式,分派股息及紅利    |
| 118條規定)依持股比例發給現金予股東;及       | 之全部或一部;及                   |
| (l) 台灣法令所規範之事由。             | (j)(l) 將本公司之法定盈餘公積(定義如第    |
|                             | 117 條)及資本公積(依第 135 條規定)    |
|                             | 撥充資本,依持股比例發行新股予股           |
|                             | 東;及                        |
|                             | (k)(m) 將本公司之法定盈餘公積及資本公積    |
|                             | (依第 118 條規定)依持股比例發給現       |
|                             | 金予股東;及                     |
|                             | ( <u>l)(n)</u> 台灣法令所規範之事由。 |
| 1                           | 1                          |

# 第 47 條

在股東常會召開前之停止股票過戶日前持有已發行股份總數百分之一(1%)以上股份之股東,得以書面向本公司提出一項股東常會議案。倘提案之股東不符合上述資格或提案超過一項或提案之內容依據開曼法或台灣法令之規定無法由股東會進行決議時,該等提案將不列入股東會議案。有關股東會提案之提出與處理,應依開曼法以及台灣法令之規定,以及本公司股東會議事規則規定辦理。

# 第 47 條

在股東常會召開前之停止股票過戶日前持有已發行股份總數百分之一(1%)以上股份之股東,得會議案。一個或電子受理方式。向本公司提出一項股東常會議案。倘提案之股東(a)不符合上述資格、或(b)議提與過三百字或提案超過一項、或(c)提案之內容能提案超過一項、或(c)提案之內容,或(d)議案於公告受理期間外提出,該等提案將時,或(d)議案於公告受理期間外提出,該等提案將不列入股東會議案。股東提案係為敦促本公司投東會議案。有關股東會提案之提出與處理,應依開受法以及台灣法令之規定,以及本公司股東會議事規則規定辦理。

原條文

第 75 條

- (A)董事得隨時經股東會以 A 型特別(重度)決議解任。若出席股東之股份總數不足前述 A 型特別(重度)決議規定之定額,本公司得以 B 型特別(重度) 決議隨時解任之。
- (B)股東會於公司董事任期未屆滿前,經決議改選全體董事者,除非決議載明原任董事於任期屆滿始解任,否則一經改選即視為解任。前述改選,應有代表已發行股份總數過半數股東之出席。
- (C)董事執行業務,有重大損害本公司之行為或嚴重違反本章程、開曼法、上市法令規定,而未能依本章程第 75(A)條經股東會決議將其解任時,持有本公司已發行股份總數百分之三以上之股東,在符合開曼相關法令及台灣法令情形下,得於股東會後三十日內,向台灣台北地方法院或其他就該事件具管轄權之法院訴請裁判解任該董事。該董事於本公司接獲該終局不可上訴之解任判決時應視為被解任。
- (D)在開曼群島法允許之範圍內,繼續一年以上,持有公司已發行股份總數百分之三以上之股東,得以書面請求審計委員會之獨立董事成員為公司對董事提起訴訟,並得以臺灣臺北地方法院為第一審管轄法院。股東提出請求後三十日內,審計委員會之獨立董事成員不提起訴訟時,股東得為公司提起訴訟,並得以臺灣臺北地方法院為第一審管轄法院。

股東在台灣提起前項訴訟時,公司得要求該股東 依台灣民事訴訟法之規定提供相當之訴訟擔 保,如因敗訴致公司受有損害,起訴之股東,對 於公司負賠償之責。

第 88.1 條

本條新增

修訂後條文

第75條

- (A)董事得隨時經股東會以 A 型特別(重度)決議解任。若出席股東之股份總數不足前述 A 型特別 (重度)決議規定之定額,本公司得以B型特別(重度)決議隨時解任之。
- (B)股東會於公司董事任期未屆滿前,經決議改選全體董事者,除非決議載明原任董事於任期屆滿始解任,否則一經改選即視為解任。前述改選,應有代表已發行股份總數過半數股東之出席。
- (C)董事執行業務,有重大損害本公司之行為或嚴重違反本章程、開曼法、上市法令規定,而未能依本章程第75(A)條經股東會決議將其解任時,持有本公司已發行股份總數百分之三以上之股東,在符合開曼相關法令及台灣法令情形下,得於股東會後三十日內,向台灣台北地方法院或其他就該事件具管轄權之法院訴請裁判解任該董事。該董事於本公司接獲該終局不可上訴之解任判決時應視為被解任。
- (D)在開曼群島法允許之範圍內,繼續一年六個月以上,持有公司已發行股份總數百分之三一以上之股東,得以書面請求審計委員會之獨立董事成員為公司對董事提起訴訟,並得以臺灣臺北地方法院為第一審訴訟管轄法院。股東提出請求後三十日內,審計委員會之獨立董事成員不提起訴訟時,股東得為公司提起訴訟,並得以臺灣臺北地方法院為第一審訴訟管轄法院。

股東在台灣提起前項訴訟時,公司得要求該股東 依台灣民事訴訟法之規定提供相當之訴訟擔 保,如因敗訴致公司受有損害,起訴之股東,對 於公司負賠償之責。

第 88.1 條

本公司經營業務,應遵守公開發行公司法令及商業 倫理規範,得採行增進公共利益之行為,以善盡其 社會責任。 原條文

#### 修訂後條文

#### 第 101 條

- (a)曾犯重罪(包括但不限於台灣組織犯罪防治條例 所列之罪),經有罪判決確定,服刑期滿尚未逾五 年者:
- (b) 曾犯詐欺、背信、侵占罪經受有期徒刑一年以上 宣告,服刑期滿尚未逾兩年者;
- (c) 曾侵占公司資產或服公務虧空公款,經判決確定,服刑期滿尚未逾兩年者;
- (d)依任何國家法令受破產之宣告或與其債權人進行 全面性債務安排或和解;
- (e)使用票據經拒絕往來尚未期滿者;
- (f) 依台灣法令規定為無行為能力或限制行為能力 者;
- (g)死亡或有心智缺陷或依精神健康相關法令規定患 有精神疾病且經董事會決議解除職務者;
- (h)依法律規定所作成之命令被停止董事職務,或被禁止擔任董事職務;
- (i) 以書面通知公司請辭董事職務者;
- (j) 依第75條規定或台灣法令遭解任者;及/或
- (k) 依第 101.1 條規定遭解任者。

## 第 101 條

有下列情事之一者,不得擔任董事,其已擔任者, 當然解任:

- (a)曾犯重罪(包括但不限於台灣組織犯罪防治條例 所列之罪),經有罪判決確定,尚未執行、尚未執 行完畢,或執行完畢、緩刑期滿或赦免後服刑期 滿尚未逾五年者;
- (b)曾犯詐欺、背信、侵占罪經受有期徒刑一年以上 宣告之刑確定,尚未執行、尚未執行完畢,或執 行完畢、緩刑期滿或赦免後,服刑期滿尚未逾兩 年者;
- (c)曾<u>犯貪污治罪條例之罪或</u>侵占公司資產或服公務 虧空公款,經有罪判決確定,尚未執行、尚未執 行完畢,或執行完畢、緩刑期滿或赦免後未服刑 期滿尚未逾兩年者;
- (d)依任何國家法令受破產之宣告或與其債權人進行 全面性債務安排或和解<u>或經法院裁定開始清算程</u> 序;
- (e)使用票據經拒絕往來尚未期滿者;
- (f)依台灣法令規定為無行為能力或限制行為能力者;
- (g)死亡或有心智缺陷或依精神健康相關法令規定患 有精神疾病且經董事會決議解除職務者;
- (h)依法律規定所作成之命令被停止董事職務,或被禁止擔任董事職務;
- (i)以書面通知公司請辭董事職務者;
- (j)依第75條規定或台灣法令遭解任者;
- (k)依第 101.1 條規定遭解任者;及/或
- (1) 受輔助宣告尚未撤銷。

#### 第 101.1 條

在不違反開曼法及台灣法令之前提下,於本公司股份 已於股票市場掛牌之期間,若本公司董事,在任期中 轉讓部分或全部持股致持有股份低於選任當時所持 有公司股份數額二分之一時,當然解任。

#### 第 101.1 條

在不違反開曼法及台灣法令之前提下,於本公司股份已於股票市場掛牌之期間,若本公司董事(不含獨立董事),在任期中轉讓部分或全部持股致持有股份低於選任當時所持有公司股份數額二分之一時,當然解任。

# 第 101.2 條

在不違反開曼法及台灣法令之前提下,於本公司股份已於股票市場掛牌之期間,任何於相關股東會("選任股東會")被選任董事之人("董事當選人"),如有以下情事,該董事當選人之選任不生效力(即便該董事當選人之選任已經選任股東會同意,且該同意對該董事應不生當選之效力):

## 第 101.2 條

在不違反開曼法及台灣法令之前提下,於本公司股份已於股票市場掛牌之期間,任何於相關股東會("選任股東會")被選任董事之人("董事當選人")<u>(不含獨立董事)</u>,如有以下情事,該董事當選人之選任不生效力(即便該董事當選人之選任已經選任股東會同意,且該同意對該董事應不生當選之效力):

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原條文

### 第 108 條

公司董事對於與公司簽訂之契約或擬簽訂之契約或 其他董事會議事項有直接或間接之利害關係時,應於 董事會議中表明利害關係。董事已將其本身為某特定 公司或組織成員且對於將與該公司或組織簽訂之契 約具有利害關係通知董事會者,應認為已充分揭露對 於該契約簽訂之利害關係。

公司董事對於董事會議之事項,有自身利害關係時,應於當次董事會說明其自身利害關係之重要內容。董事對於董事會之事項,有自身利害關係致有害於公司利益之虞時,不得加入表決,並不得代理他董事行使其表決權。董事會之決議,依前述規定不得行使表決權之董事,不算入已出席董事之表決權數(但仍應計入法定出席人數)。

# 第 108 條

公司董事對於與公司簽訂之契約或擬簽訂之契約或 其他董事會議事項有直接或間接之利害關係時,應 於董事會議中表明利害關係。董事已將其本身為某 特定公司或組織成員且對於將與該公司或組織簽訂 之契約具有利害關係通知董事會者,應認為已充分 揭露對於該契約簽訂之利害關係。

修訂後條文

公司董事對於董事會議之事項,有自身利害關係時,應於當次董事會說明其自身利害關係之重事之配偶、二親等內血親,或與董事具有控制從屬關係之公司,就董事會議之事項有個人利害關係,視為董事就該事項有自身利害關係致有害於公司,有自身利害關係致有害於公司,於董事會之事項,有自身利害關係致有害於公司利益之處時,不得加入表決,並不得代理他董事行使表決權。董事會之決議,依前述規定不得行使表決權之董事,不算入已出席董事之表決權數(但仍應計入法定出席人數)。

## 第 117 條

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完成以上分派或提撥後,再就其餘額,加計以前年度 累積未分配盈餘數為累計可分配盈餘("可分配盈 餘"),董事會得經股東會同意後依下列原則分派: 本公司所營產業屬資本密集行業,,且本公司目前處 於成長階段,未來數年皆有資本支出之計畫暨資金之 需求,董事會得考量本公司財務、業務及經營因素 後,依開曼法及上市法令,擬具股息及紅利分派案。 股東股利發放總額不得少於當年度可分配盈餘之 10%,且現金股利分派之比例不得少於當年度股東股 利總額之10%。

#### 第 150 條

董事會應將本公司章程、歷次股東會之會議紀錄及財務報表、股東名簿及公司發行公司債之存根文件,備置於股務代理機構。股東得提出利害關係證明文件,並表明請求之範圍後,隨時請求查閱並複印上開資料。

# 第 117 條

#### . . .

完成以上分派或提撥後,再就其餘額,加計以前年度累積未分配盈餘數為累計可分配盈餘("可分配盈餘"),董事會得經股東會同意後依下列原則分派:本公司所營產業屬資本密集行業士,且本公司目營產之需求,董事會得考量本公司財務人工計畫暨經之需求,董事會得考量本公司財務及紅利資資金之需求,董學法及上市法令,擬具股息及紅利分派案。股東股利發放總額不得少於當年度的大學,且現金股利分派之比例不得少於當年度股東股利總額之10%。

#### 第 150 條

董事會應將本公司章程、歷次股東會之會議紀錄及 財務報表、股東名簿及公司發行公司債之存根文 件,備置於股務代理機構。股東得提出利害關係證 明文件,並表明請求之範圍後,隨時請求查閱<u>或抄</u> 錄或複製<del>並複印</del>上開資料<u>,本公司並應令股務代理</u> 機構提供。