

附表 Supplemental Table

五、閉鎖性股份有限公司登記應附送書表一覽表(本附表未載明之登記事項，依附表四附送書表)

5. A general table of documents to be submitted for registrations of Close Company (For registrations not shown here, follow Supplemental Table 4 in submission of documents.)

單位：份 unit: in copy

附送書表 documents to be submitted	申請書 application form	其他機關核准函影本(無則免送) photocopy of permit from other authority (exempted if inapplicable)	公司章程影本 photocopy of Articles of Incorporation	發起人會議事錄影本 photocopy of promoters' meeting minutes	股東會議事錄影本(註6) photocopy of shareholders' meeting minutes (Note 6)	董事會議事錄(或董事同意書)影本 photocopy of board meeting minutes (or directors' written consent)	合併契約影本、分割計畫書影本或股份轉換契約或決議影本	發起人名冊影本及發起人身分證明文件影本(註3) photocopies of promoters' roster and ID certificates (Note 3)	全體股東同意書影本(註7) photocopy of all shareholders' written consent	董監事或其他負責人身分證明文件影本 Photocopies of ID certificates of directors, supervisors or other responsible persons	董監事願任同意書影本(註10) photocopies of written consent to act as a director/supervisor (Note 10)	建物所有權人同意書影本及所有權證明文件影本(註5) photocopies of building owner's written consent and documentary evidence of ownership (Note 5)	會計師資本額查核報告書(註8) capital audit report issued by certified public accountant (Note 8)	設立(變更)登記表(註9) Incorporation (alteration) registration form (Note 9)
1.發起設立 Incorporation by promoters	1	1	1	1		1		1	1	1	1	1	1	2
26.增資、發行新股 capital increase, issuance of new shares	1	1	1(不涉及修章者免附) exempted if no alteration to Articles of Incorporation		1(依公司法第266規定以現金發行新股者免附) exempted for issuance of new shares for cash capital increase pursuant to Article 266 of Company Act	1			1(以技術、勞務出資者須檢附) for Equity capital to be contributed by technical know-how or service				1	2
29.分割新設 new incorporation after split-up	1	1	1	1	1(檢附各被分割公司) covering all split companies	1(含新設及各被分割公司) (including survived and split companies)	1	1(免附發起人身分證明文件) promoters' ID copies exempted	1	1	1	1	1	2
33.合併新設 new incorporation through merger	1	1	1	1	1(檢附各消滅公司) covering all dissolved companies	1(含新設及各消滅公司) (covering shareholders of the newly incorporated and all dissolved companies)	1	1(免附發起人身分證明文件) promoters' ID copies exempted	1	1	1	1	1	2
41.股份轉換新設 share exchange for new incorporation	1	1	1	1	1(含各公司) covering all companies	1(含各公司) covering all companies	1	1(免附發起人身分證明文件) promoters' ID copies exempted	1	1	1	1	1	2
44.變更為閉鎖性 change to close company	1	1	1		1				1					2

備註：1、委託會計師或律師代理者，應另檢附委託書一份。

Note: A written proxy shall be submitted if application for registration is entrusted to an accountant or attorney.

2、申請變更之董事、監察人及經理人已曾檢送身分證明文件且身分資料無變更者，得免檢附身分證明文件。

For the directors, supervisors and managerial personnel to be changed, exempted from submitting ID certificates if such were submitted in previous application and no ID information has been altered since then.

3、發起人、法人股東為本國公司或經登記之外國公司者免附。

- Exempted for promoters or juristic person shareholders being domestic companies or registered foreign companies.
- 4、公司申請設立、合併新設、分割新設，應於申請書件上載明「公司名稱及所營事業登記預查申請表」核准文號。  
In application for registration of incorporation, new incorporation through merger, new incorporation after split-up, changes in company name and business scope, approval Ref. No. in the document of “Application for Company Name and Business Scope Reservation” shall be stated in the application form.
  - 5、公司登記所在地之建物所有權人出具之同意書，應載明同意提供使用之公司名稱；建物為公司所自有者或檢附租賃契約影本，免附同意書。  
A written consent issued by the owner of the building where the company located shall state therein the name of the company the owner consents to provide the use with; exempted from such written consent if the company owns the building or a photocopy of lease contract of the building is submitted.
  - 6、股東會議事錄文件格式為 A4。  
The shareholders’ meeting minutes shall be in the format of A4.
  - 7、閉鎖性股份有限公司股東人數不得超過五十人。  
The number of shareholders of a close company shall not exceed 50.
  - 8、公司法第七條第一項規定：「公司申請設立登記之資本額，應經會計師查核簽證；公司應於申請設立登記時或設立登記後三十日內，檢送經會計師查核簽證之文件。」於申請設立登記案件，會計師資本額查核報告書得於設立登記後三十日內補送。  
Provisions of Paragraph 1 of Article 7 of the Company Act: “The capital amount of a company applying for registration of incorporation shall be audited by an independent certified public accountant; such company shall attach an auditing certificate from an independent certified public accountant when applying for registration of incorporation or within 30 days after the registration of incorporation.” For applications for registration of incorporation, the audit report of capital amount issued by an independent certified public accountant can be submitted within 30 days after the registration of incorporation.
  - 9、設立(變更)登記表應使用主管機關所定之格式辦理。  
The Incorporation (alteration) registration form to be used shall be in the format set by the competent authority.
  - 10、政府股東指派之董事、監察人免附願任同意書。  
Submission of written consent to act as director/supervisor shall not apply to directors and supervisors appointed by government shareholders.