

東吳大學 103 學年度碩士在職專班研究生招生考試試題

第 1 頁，共 1 頁

| | | | |
|----|-----------------|------|--------|
| 系級 | 法律學系碩士在職專班財經法律組 | 考試時間 | 100 分鐘 |
| 科目 | 英文 | 本科總分 | 100 分 |

(一) 翻譯：英翻中 (每題 25 分)

1. No contract or transaction between a corporation and 1 or more of its directors or officers, or between a corporation and any other corporation, partnership, association, or other organization in which 1 or more of its directors or officers, are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee which authorizes the contract or transaction, or solely because any such director's or officer's votes are counted for such purpose, if the material facts as to the director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum.
2. A nonbank financial company supervised by the Board of Governors shall be treated as a bank holding company for purposes of the Depository Institutions Management Interlocks Act, except that the Board of Governors shall not exercise the authority provided in section 7 of that Act to permit service by a management official of a nonbank financial company supervised by the Board of Governors as a management official of any bank holding company with total consolidated assets equal to or greater than \$50,000,000,000, or other nonaffiliated nonbank financial company supervised by the Board of Governors (other than to provide a temporary exemption for interlocks resulting from a merger, acquisition, or consolidation).

(二) 翻譯：中翻英 (每題 25 分)

1. 有價證券之募集、發行、私募或買賣，不得有虛偽、詐欺或其他足致他人誤信之行為。
2. 公司分割或與他公司合併時，董事會應就分割、合併有關事項，作成分割計畫、合併契約，提出於股東會；股東在集會前或集會中，以書面表示異議，或以口頭表示異議經紀錄者，得放棄表決權，而請求公司按當時公平價格，收買其持有之股份。