

科目：民法(財產法)

系所組：財經法律學系碩士班

一、甲先後出賣上等池上白米五百公斤、A房屋一棟及B汽車一輛予乙，雙方約定，白米於民國一一〇年九月十日在C倉庫交付，惟乙未於約定期限內往C倉庫受領白米之給付。嗣甲又將A房屋出賣並移轉其所有權於丙；將其對乙之B汽車價金債權一百萬元(新台幣，以下同)讓與丁；存放於C倉庫內之上等池上白米五百公斤，於民國一一〇年九月十五日因甲欠缺善良管理人之注意義務引發火災，全部燒毀滅失。試附理由及依據分別說明下列問題：

- (一)關於上等池上白米五百公斤之買賣，甲乙間發生如何法律效果?(9分)
- (二)關於A房屋之買賣，乙得否主張甲丙之行為係詐害行為，聲請法院撤銷之?(8分)
- (三)關於B汽車之買賣，嗣發現自始無效，惟乙已對丁為一百萬元之給付，乙得向何人主張不當得利請求返還?(8分)

二、甲之A地與乙之B地相比鄰，甲誤拿丙之竹子種植在A、B之地界上做為界樹之用，致B地長出為數不少之竹筍。試問：

- (一)竹子、竹筍所有權誰屬?(13分)
- (二)何人得收取竹子、竹筍?(12分)

三、十七歲之甲得其法定代理人乙之同意在丙開設之飲料店工作，從事飲品之調製與販賣。丙見甲頭腦靈活工作賣力，遂對原料供應商丁表示，關於各類原料之訂購由甲全權處理，丙私下亦對甲為相同之表示，但限制甲僅在訂購果茶類原料有代理權。後來，因為天氣炎熱，甲遂一次性的向丁訂購店內所須各種飲品之原料。請說明當事人間之法律關係。(25分)

四、甲出賣一A機器予乙，價金600萬元。甲已將A機器交付予乙，乙亦已支付價金予甲。試附理由說明下述問題：

- (一)甲乙於訂立買賣契約時，應乙之要求，約定丙為連帶保證人，丙即與乙訂立連帶保證契約，保證該機器之履行且具備約定之品質與安全性。若該機器具有瑕疵，致乙於操作過程中右手遭夾傷而受有損害。乙基於物之瑕疵擔保之規定解除契約，並欲主張返還價金與損害賠償，惟甲遲未回應乙之主張。乙得向連帶保證人丙為如何之法律上主張?(11分)
- (二)若A機器具有瑕疵，乙於法定解除期間內解除契約；惟於解除契約前，該機器已因意外大火而燒毀，甲乙就此意外之發生均無過失。此時，當事人間之返還義務為何？若該機器係於解除契約後始因意外大火而滅失，則法律關係有無不同?(14分)

- ※ 考生注意：1.考生須在「彌封答案卷」上作答。  
2.本試題紙空白部分可當稿紙使用。  
3.考生於作答可否使用計算機、法典、字典或其他資料或工具，以簡章之規定為準。

科目： 商事法(證券交易法、公司法)

系所組： 財經法律學系碩士班

一、A 股份有限公司為經營食品業務之上市公司（以下簡稱為 A 公司），民國 108 年 10 月 22 日 A 公司於公開資訊觀測站公告調降該公司稅前淨利預測數，將由新臺幣（以下同）8 億元下降為負 3 億餘萬元，係因大陸子公司存有鉅額虧損之重大消息，另於 109 年 4 月 10 日經簽證會計師確定損失金額後，A 公司於 109 年 5 月 1 日於公開資訊觀測站公告調降該公司稅前淨損預測數與實際數差異，係因該公司增加認列 100%轉投資大陸子公司損失 4 億餘萬元之消息，甲為 A 公司之董事長，在公開資訊觀測站揭露各該消息前，於打麻將時皆已告訴乙、丙該公司之財務狀況，丙亦在公開資訊觀測站揭露各該消息前轉告其爬山之山友丁，乙、丁於 108 年 10 月 4 日各賣出持股 100 張 A 公司股票；丙於 109 年 4 月 15 日賣出持股 200 張 A 公司股票，A 公司股票價格一路由民國 108 年 10 月 22 日之 90 元跌至 109 年 5 月 2 日之收盤價 30 元。試請檢具理由說明下列問題：

(一)本案之「稅前淨利預測數」與「調降該公司稅前淨損預測數與實際數差異」是否皆為重大之內線消息，應如何認定？(25 分)

(二)本案之甲、乙、丙、丁是否構成違反內線交易禁止之規定？(25 分)

二、A 股份有限公司(以下簡稱 A)持有 B 股份有限公司(以下簡稱 B)已發行股份總數百分之五十一，而 A 經董事會決議發行新股、與他公司進行合併且做成合併契約。試問：

(一)B 得否於 A 公開募股時認購股份？若 B 依法填寫認股書並交付 A，則 AB 間之認股契約是否有效？依據？(20 分)

(二)B 得否與 A 進行合併，如得進行合併，則與一般公司間進行合併之程序及要件是否相同？依據？(15 分)

(三)若 AB 之進行合併，須分別經由其股東會特別決議，則於 B 在 A 持有 A 發行之股份者，B 得否於 A 股東會進行合併決議時行使該部分股份之表決權？依據？(15 分)

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3. 考生於作答可否使用計算機、法典、字典或其他資料或工具，以簡章之規定為準。

科目：英文

系所組：財經法律學系碩士班

1. All people are \_\_\_\_ equally free and independent, and have certain inherent rights; among these are life, liberty and the pursuit of happiness; to secure these rights, governments are instituted, deriving their just powers from the consent of the governed.  
(A) naturalized (B) domiciled (C) existed (D) born
2. There shall be neither slavery, nor involuntary servitude in this state, otherwise than for the punishment of crime, whereof the party shall have been duly \_\_\_\_.  
(A) endorsed (B) advocated (C) convicted (D) vetoed
3. Every person may freely speak, write and publish his sentiments on all subjects, being responsible for the \_\_\_\_ of that right, and no laws shall be passed to restrain or abridge the liberty of speech or of the press.  
(A) abuse (B) defamation (C) slander (D) condemn
4. In all criminal prosecutions or \_\_\_\_ for libel, the truth may be given in evidence, and if it appears to the jury that the matter charged as libelous be true, and was published with good motives and for justifiable ends, the party shall be acquitted; and the jury shall have the right to determine the law and fact.  
(A) summons (B) subpoenas (C) vouchers (D) indictments
5. In all criminal prosecutions the accused shall enjoy the right to be heard by himself and \_\_\_\_.  
(A) prosecutor (B) counsel (C) meteorologist (D) arbitrator
6. The property of no person shall be taken for public use without just \_\_\_\_ therefore.  
(A) default (B) consent (C) compensation (D) assignment
7. No distinction shall ever be made by law between resident aliens and citizens, in reference to the \_\_\_\_, enjoyment or descent of property.  
(A) offer (B) possession (C) counteroffer (D) auction
8. The people have the right to fish, hunt, trap, and take game subject only to reasonable restrictions as \_\_\_\_ by law.  
(A) prescribed (B) implied (C) modified (D) adhered
9. We granted review in this case to determine whether plaintiff has stated a cause of action against his physician and other defendants for using his cells in potentially lucrative medical research without his \_\_\_\_.  
(A) warranty (B) permission (C) remedy (D) adhesion
10. These \_\_\_\_, in our view, state a cause of action against Mr. Golde for invading a legally protected interest of his patient.  
(A) mortgages (B) restitutions (C) liabilities (D) allegations
11. A person of adult years and in \_\_\_\_ mind has the right, in the exercise of control over his own body, to determine whether or not to submit to lawful medical treatment.  
(A) sound (B) lapse (C) plain (D) irrevocable
12. In soliciting the patient's consent, a physician has a \_\_\_\_ duty to disclose all information material to the patient's decision.  
(A) recital (B) royal (C) fiduciary (D) arbitrary

科目：英文

系所組：財經法律學系碩士班

13. John Moore also attempts to characterize the invasion of his rights as a \_\_\_\_ - a tort that protects against interference with possessory and ownership interests in personal property.  
(A) infringement (B) assault (C) conversion (D) battery
14. The purposes for which personal data are collected should be specified not later than at the time of data collection and the subsequent use limited to the \_\_\_\_ of those purposes or such others as are not incompatible with those purposes and as are specified on each occasion of change of purpose.  
(A) fulfilment (B) infliction (C) invasion (D) implication
15. Personal data should be relevant to the purposes for which they are to be used, and, to the extent \_\_\_\_ for those purposes, should be accurate, complete and kept up-to-date.  
(A) felony (B) helpful (C) necessary (D) embezzlement
16. \_\_\_\_ of the data subject means any freely given, specific, informed and unambiguous indication of the data subject's wishes by which he or she, by a statement or by a clear affirmative action, signifies agreement to the processing of personal data relating to him or her .  
(A) Burglar (B) Consideration (C) Performance (D) Consent
17. " \_\_\_\_ " means honesty in fact and the observance of reasonable commercial standards of fair dealing.  
(A) Mutual assent (B) Good faith (C) Promissory estoppel (D) Sole proprietorship
18. " \_\_\_\_ proceeding " includes an assignment for the benefit of creditors or other proceeding intended to liquidate or rehabilitate the estate of the person involved.  
(A) Franchise (B) Merger (C) Insolvency (D) Acquisition
19. " \_\_\_\_ " means an individual who enters into a transaction primarily for personal, family, or household purposes.  
(A) Creditor (B) Debtor (C) Assignee (D) Consumer
20. " \_\_\_\_ " means a default, breach, or wrongful act or omission.  
(A) Offer (B) Ambiguity (C) Adequacy (D) Fault
21. " \_\_\_\_ " includes printing, typewriting, or any other intentional reduction to tangible form.  
(A) Nuisance (B) Writing (C) Malpractice (D) Negligence
22. As the Supreme Court noted in Reno v. ACLU, \_\_\_\_ is "available to anyone, anywhere in the world, with access to the Internet."  
(A) trespass (B) blockchain (C) cyberspace (D) integration
23. A corporation, by \_\_\_\_ of its board of directors, may retire any shares of its capital stock that are issued but are not outstanding.  
(A) resolution (B) proceeding (C) securities (D) subsidiary
24. No reduction of capital shall \_\_\_\_ any liability of any stockholder whose shares have not been fully paid.  
(A) rule (B) release (C) ratify (D) takeover

科目：英文

系所組：財經法律學系碩士班

25. Each director shall hold office until such director's \_\_\_\_\_ is elected and qualified or until such director's earlier resignation or removal.  
(A) predecessor (B) beneficiary (C) inside trader (D) successor
26. The list of the items discussed at a meeting is the \_\_\_\_\_.  
(A) outline (B) log (C) agenda (D) diary
27. The jury had a heated discussion \_\_\_\_\_.  
(A) in themselves (B) among themselves (C) between them (D) around them
28. The superpowers got what they wanted by \_\_\_\_\_.  
(A) coercion (B) discretion (C) formulation (D) appropriation
29. A judge should give the accused a fair and \_\_\_\_\_ hearing.  
(A) dismissal (B) impartial (C) inferior (D) inevitable
30. Specifications are \_\_\_\_\_ to change without notice.  
(A) revoked (B) imposed (C) entitled (D) subject
31. If you \_\_\_\_\_ the contract unilaterally, you have to perform your obligations stated in the contract.  
(A) destroy (B) break (C) breach (D) disbar
32. \_\_\_\_\_ is a reduction in some amount that is owed, usually granted by the person to whom the debt is owed.  
(A) An ejectment (B) An abatement (C) Negligence (D) Discretion
33. "Unliquidated" means \_\_\_\_\_.  
(A) unjust (B) unintended (C) not planned; not predicted (D) not compensated; not paid back
34. The \_\_\_\_\_ system is a procedure for trial of civil and criminal cases, and is the characteristic form of trial procedure in common countries.  
(A) adversary (B) inquisitorial (C) administrative (D) tribunal
35. \_\_\_\_\_ means imprisonment in a jail, prison, or other type of penal institution.  
(A) Arson (B) Felony (C) Incarceration (D) Misdemeanor
36. US Federal judges are appointed for life, on good behavior, by the President with the advice and \_\_\_\_\_ of the Senate.  
(A) consent (B) practice (C) pension (D) assessment
37. \_\_\_\_\_ is unauthorized assumption and exercise of rights of ownership over personal property belonging to another.  
(A) Infringement (B) Conversion (C) Scandal (D) Stricture
38. Once a statute is in force it must be \_\_\_\_\_ by the courts.  
(A) agreed (B) insulated (C) applied (D) permitted
39. The minister was found to \_\_\_\_\_ a large sum of government money.  
(A) trespass (B) subscribe (C) convict (D) appropriate

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40. The President appoints federal judges and may grant \_\_\_\_\_ from punishment for offenses against the United States.  
(A) judicial review (B) impeachment (C) approval (D) pardon
41. The senator responsible for the \_\_\_\_\_ of the bill was asked to explain it.  
(A) enactment (B) integration (C) discretion (D) revelation
42. A limited partnership consists of limited and general \_\_\_\_\_.  
(A) shareholders (B) owners (C) partners (D) members
43. A public \_\_\_\_\_ company is owned by its shareholders.  
(A) limited (B) liability (C) lawful (D) liquidated
44. Which is NOT the terms related to the IP protection of one's expressions?  
(A) copyright (B) neighboring rights (C) related rights (D) neighbor's rights
45. \_\_\_\_\_ is the amount paid by the Buyer to demonstrate commitment to carry through a transaction.  
(A) utilities (B) binder (C) compensation (D) earnest money
46. The end of a marriage during the lifetime of the spouses is called \_\_\_\_\_.  
(A) termination (B) closure (C) dissolution (D) finalization
47. \_\_\_\_\_ is a person or entity to whom services are rendered and who pays for them.  
(A) Seller (B) Client (C) Contractor (D) Provider
48. The \_\_\_\_\_ contract regulates the foreclosure process in case a loan is not repaid.  
(A) mortgages (B) mortgagor (C) mortgagee (D) mortgage
49. The application of law to factual situations is necessary when there is a \_\_\_\_\_ between two or more persons or when parties seek guidance concerning the consequences of their conduct or proposed conduct.  
(A) controversy (B) sanction (C) consensus (D) admonition
50. This reciprocal treaty will undoubtedly give a/an \_\_\_\_\_ to trade between the two countries.  
(A) barrier (B) impetus (C) obstacle (D) input