

開會通知書

Notice for the Convention of 2024 Annual General Meeting of BizLink Holding Inc.

- 一、茲訂於民國113年5月30日上午9時整假新北市中和區建一路186號8樓會議室(受理股東報到時間：上午8:30起，報到處地點同開會地點)舉行本公司113年股東常會，會議召集事由：(一)報告事項：1.112年度營運狀況報告。2.審計委員會審查112年度決算表冊報告。3.本公司及子公司112年度資金貸與及背書保證辦理情形。4.募集與發行海外第四次及第五次無擔保轉換公司債相關情形報告。5.112年度員工及董事酬勞分派情形報告。6.112年度現金股利發放情形報告。(二)決議事項：1.承認112年度決算表冊案。2.承認112年度盈餘分配案。(三)討論事項：1.修改本公司章程大綱和章程部份修文案。(本案應以特別決議通過)2.訂定本公司董事選任程序案。3.修訂本公司「取得或處分資產處理程序」部分修文案。4.本公司擬發行低於市價之員工認股權證案。(四)選舉事項：本公司全面改選董事案。(五)其他議案：討論解除新任董事及其代表人競業禁止之限制案。(六)臨時動議。
- BizLink Holding Inc. will hold the 2024 Annual General Meeting (the "meeting") on May 30, 2024 at 9:00 am Taiwan time in the Meeting Room at 8F., No. 186, Jian 1st Rd., Zhonghe Dist., New Taipei City (Registration at the meeting location begins at 8:30 am).Meeting Agenda:I. Announcements: 1) Report on 2023 business and operations; 2) Audit Committee's review of 2023 financial statements; 3) Report on the endorsements and guarantees provided by the Company and its subsidiaries in 2023; 4) Report on the status of the 4th and 5th Unsecured Convertible Corporate Bonds; 5) Report on 2023 employees' profit-sharing bonus and directors' compensation; 6) Report on the proposed appropriation of 2023 earnings to pay cash dividends. II. Resolutions: 1) Adoption of 2023 CPA audited financial statements; and 2) Adoption of the proposed for distribution of 2023 profits. III. Discussion Items: 1) Amendments to the Company's "Memorandum and Articles of Association" (The item should be adopted by a Special Resolution); and 2) Establishing procedures for the selection and appointment Board Directors; 3) Amendments to the Company's "Procedures for Acquiring or Disposing of Assets"; and 4) Proposal to issue employee stock option certificates below the market price. VI. Election Items: Re-election of the Company's entire Board of Directors. V. Other Items: Discussion of the lifting of non-compete restrictions on new Directors and their representatives. VI. Ad Hoc Motions.
- 二、本公司於113年3月8日董事會決議本公司112年度盈餘分派如下：
(一)依本公司113年3月6日之流通在外股數163,309,091股計算：現金股利每股分派美金0.28512593元(約新台幣9元)，美金換算成新台幣匯率係依113年3月5日臺灣銀行之即期買入及賣出之均價估算，實際金額應以股務代理機構收到現金股利後，依當時匯率兌換成新台幣之金額為準。
(二)本公司於分配股息紅利基準日前，如因員工認股權證溢證、限制員工權利新股及可轉換公司債執行轉換成普通股，致本公司分配股息紅利基準日之流通在外股數有所異動者，授權董事長依本次盈餘分配之股利金額，按分配股息紅利基準日實際流通在外股數，調整股東配息率。
- The Company's Board of Directors resolved to distribute 2023 profits as per below:
I. Distribution to be based on the actual number of shares outstanding, 163,309,091, on the record date, March 6th, 2024; (1) Cash dividend of USD 0.28512593 per share (or NTDS 9); and NOTE: The USD/NTD conversion rate is based on the average spot buying and selling prices from the Bank of Taiwan on March 5th, 2024. The actual amount converted into NTD to be used is based on the prevailing exchange rate when the cash dividend is received by the stock agency.
II. Before the record date for the distribution of dividends, if the number of shares outstanding on the record date of the Company changes due to the exercise of employee stock options, restricted employee rights, and convertible corporate bonds into common stock, the Chairman is authorized to adjust the dividend rate for shareholders according to the actual number of shares outstanding on the record date of the distribution of earnings.
- 三、修改本公司章程大綱和章程部份修文案主要內容：依「外國發行人註冊地圖股東權益保護事項檢查表」及相關法令規定修訂本公司「公司章程」部份條文(本案應以特別決議通過)。修訂條文對照表請參閱本次股東會議事手冊【置於公開資訊觀測站，查詢網址為：https://mops.twse.com.tw】。
The main amendments of the Company's "Memorandum and Articles of Association": The amendments are in accordance with the 「Checklist Regarding the Protection of the Rights and Interests of Investors in the Place of Registration of a Foreign Issuer」 and related regulations (The item should be adopted by a Special Resolution). Please find the comparison table of the amended articles in attachment the meeting handbook. The electronic file of this is also posted on the Market Observation Post System at https://emops.twse.com.tw.
- 四、本公司擬發行低於市價之員工認股權證證券案主要內容請詳附件。
The main details of the Company's plan to issue employee stock options at below-market prices are provided in Attachment 1.
- 五、1.本次股東會董事應選人數：董事7人(含獨立董事3人)。
2.採提名制之候選人名單：【董事：梁華哲、郭殷如、郭劍華、禧芬投資股份有限公司代表人：李聖珉】、【獨立董事：程嘉君、林健正、林嘉勳】。
3.各候選人之學歷應審相關資料之查詢網址為：【https://mops.twse.com.tw】。
1. Number of directors to be elected at this shareholders' meeting: 7 directors (including 3 independent directors).
2. List of candidates under the nomination system: {Directors: Hwa Tse Liang, Inru Kuo, Chien-Hua Teng, Representative of Yifen Investment Co., Ltd.: Sherman Lee} , {Independent Directors: Chia Jiun Cheng, Chien Cheng Lin, Lin, Chia Shin} .
3. For information on the academic and professional backgrounds of the candidates, please visit https://mops.twse.com.tw.
- 六、依本公司章程第30.4條規定「董事如在公司業務範圍內為自己或他人從事行為，應在從事該行為之前，於股東會上向股東揭露該等利益的主要內容，並在股東會上取得特別(重度)決議取得許可。」有關董事兼任內容，請參閱本次股東會議事手冊【置於公開資訊觀測站，查詢網址為：https://mops.twse.com.tw】。
According to Article 30.4 of the Company's Articles of Association, "Directors must disclose the main content of such interests at the shareholders' meeting before engaging in any business within the scope of the Company's operations for themselves or others, and obtain permission through a special (major) resolution at the shareholders' meeting." Please refer to the shareholder meeting manual available on the Public Information Observation Station at https://mops.twse.com.tw for details on directorships held concurrently.
- 七、檢奉出席通知書及委託書各一份，**貴股東如決定親自出席者，請於「出席通知書」上簽名或蓋章後(無須寄回)，於開會當日攜往會場報到出席；如委託代理人出席時，請於「委託書」上簽名或蓋章，並親將受託代理人姓名及地址後，於開會五日前送達本公司股務代理人中國信託商業銀行代理部，以憑寄發出席票卡予受託代理人。**
Enclosed please find the "Notice of Attendance" and "Proxy Page". If you want to attend the Annual General Meeting in person, please sign or seal in the "Notice of Attendance" and take it with you when you check in the meeting. Shareholder may sign or seal in the "Proxy Statement" to appoint a proxy in writing to attend the meeting on his or her behalf by executing a power of attorney. Please send out such written "Proxy Statement" to the Company's stock agency, the Transfer Agency Department of CTBC Bank at least five (5) days prior to the meeting date for processing the "Attendance Card" to the proxy agent.
- ※八、如有股東徵求委託書，本公司將於113年4月29日製作徵求大股東資料彙總表揭掛於證基資訊網站，投資人如欲查詢，可直接鍵入(https://free.sfi.org.tw)至「委託書公告資料免費查詢」系統，輸入查詢條件即可。
If there is a proxy solicitation from shareholders, the company will prepare a summary form of solicitation information for solicitors on April 29, 2020 and publish it on the Securities and Futures Commission website. If investors want to inquire about this, they can visit https://free.sfi.org.tw and go to the "Power of Attorney Announcement Free Data Query" system to enter the desired query conditions.
- 九、本次股東會得以電子方式行使表決權，行使期間為：自113年4月30日起至113年5月27日止，請逕登入臺灣集中保管結算所股份有限公司「股東會電子投票平台」【https://stockservices.tdccc.com.tw】，依相關說明操作之。
This (2024) Annual General Meeting will adopt electronic voting as one of the methods for shareholders to vote for resolutions. For voting on-line, the electronic voting platform of Taiwan Depository and Clearing Corporation will be available at https://stockservices.tdccc.com.tw from April 30, 2024 to May 27, 2024. Please log in and vote in accordance with the instructions.
- 十、新開戶股東如擬繳交股東印鑑卡，可至本公司股務代理人中信銀法人信託網站下載印鑑卡使用。
New shareholder who intends to submit shareholder seal card can download the seal card for use from the website of the Company's stock agency, CTBC Bank Corporate Trust.
- 十一、本次股東會委託書之統計驗證機構為「中國信託商業銀行代理部」。
The proxies of the Annual General Meeting shall be tallied and verified by the Transfer Agency Department of CTBC Bank.
- 十二、敬請察照辦理為荷。
Please execute as above-mentioned.
此致 貴股東
To Shareholder

BizLink Holding Inc.董事會

敬啟

本次股東常會
恕不發放紀念品

No Souvenir in this Meeting

100003

台北市中正區重慶南路1段83號5樓

BizLink Holding Inc.(貿聯-KY)股務代理人

中國信託商業銀行代理部

客服語音專線：(02)6636-5566(股票代號：3665)

100003 5th Floor, NO. 83, Sec. 1, Chongqing S. Rd., Taipei, ROC

Transfer Agency of BizLink Holding Inc.

Transfer Agency Department of CTBC Bank Co., Ltd.

TEL No.:+886-2-6636-5566 (Stock code:3665)

(限向郵局窗口交寄)

899

開會通知請速詳閱
親自出席無須寄回



國內
郵資已付

台北郵局許可證
台北字第1333號

股東 台啟

Shareholder



(02)6636-5566

開通股務e通知

股利發放訊息，以電子mail通知您！



※貴股東如新增或變更匯款帳號時，請於右列「現金股利匯撥申請書」內填妥本人存款帳號並加蓋印章後，於股東常會前寄回。
Please mail back "Application for Cash Dividend Remittance" on the right hand side by filling out new bank account number with your personal seal affixed, if you wish to add or change the existing bank account registered with CTBC Bank.

Explanations:
1.The remittance fee NTD 10 will be deducted from the dividends if the Members choose to receive the dividends by wire transfer (Members' personal bank account only).
2.CTBC Bank will deliver a check by registered mail to the Members who choose not to receive the dividends by wire transfer (postage and handling charge totaling NTD 31 are to be borne by the Members

戶名 Name of Member	統一編號 ID No.	戶號 Member No.	899
說明事項	原登記匯款帳號 Existing banking account registered	貿聯-KY	
蓋章欄 Crop Stamp	同意依原登記帳號匯款者請勿寄回		
銀行名稱 Bank Name	銀行代號 Bank Code	銀行存款帳號(分行別、科目、帳號、檢查號碼) Bank Account	
郵局	存簿(H)	700	局號
			帳號

現金股利匯撥申請書
Application for Cash Dividend Remittance

第3聯：貴股東如親自出席請於此聯簽章後親至股東會會場辦理出席

Registration Page

113 出席通知書
Attendance Notice

本股東決定親自出席本公司

113年5月30日舉行之股東常會，

請察照。

Please be informed that I/We

will attend 2024 Annual General

Meeting on May 30, 2024.

此致

BizLink Holding Inc.

To BizLink Holding Inc.

股東：戶號

Shareholder No.

股東：戶名

Name of Shareholder

親自出席簽章處
Shareholder Signature

本簽到卡未加蓋中國信託登記章者無效，股東請勿於此欄蓋章

This column is reserved for reception desk

中國信託蓋章處

Sealed by CTBC

BizLink Holding Inc.113年股東常會

2024 Annual General Meeting of BizLink Holding Inc.

113 出席簽到卡

Attendance Card

時間：113年5月30日上午9時整

Time：9:00 a.m. Taiwan time, May 30, 2024

地點：新北市中和區建一路186號8樓會議室

Venue：Meeting Room at 8F., No. 186, Jian 1st Rd., Zhonghe Dist., New Taipei City

股東戶號：

Shareholder No.

持有股數：

Shareholding

899 貿聯-KY

委託書填表須知
INSTRUCTIONS

- 一、委託書應依公開發行公司出席股東會使用委託書規則及公司法第一七七條規定辦理。
The format and content of proxy shall be prepared and conducted in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meeting of Public Companies (the "Regulations") and Article 177 of the ROC Company Act.
- 二、股東接受他人徵求委託書前，應請徵求人提供徵求委託書之書面及廣告內容資料，或參考公司彙總之徵求人書面及廣告資料，切實瞭解徵求人與擬支持被選舉人之背景資料及徵求人對股東會各項議案之意見。
Please make a request for the provision of contents of proxy solicitation letters and printing materials, or reference solicitors' proxy statements and printing materials compiled by the Company before issuing your proxy in order to figure out the backgrounds of both the solicitor and the director candidate and the solicitors' opinions to the items of Meeting accurately.
- 三、股東應使用本公司印發之委託書用紙，委託書與親自出席均簽名或蓋章者，視為親自出席；但委託書由股東交付徵求人或受託代理人者視為委託出席。
Please use the Proxy Statement printed by the Company. In case the Company receives both signed or sealed Proxy Statement and Notice of Attendance from a shareholder, such shareholder will be deemed attending the Meeting in person unless the Proxy Statement is delivered to the solicitor or the proxy agent.
- 四、委託書應由委託人親自簽名或蓋章，並應由委託人親自填具徵求人或受託代理人姓名。但信託事業或股務代理機構受委託擔任徵求人，及股務代理機構受委任擔任委託書之受託代理人者，得以當場蓋章方式代之。
The shareholder shall fill out the name of the solicitor or the proxy agent in the Proxy Statement and sign or affix seals on the proxies in person; however, in the situation where a trust enterprise or stock affairs agent acts as the solicitor and a stock affairs agent mandated to act as the proxy agent, seals be affixed on the proxies in substitution shall be permitted.
- 五、徵求人或受託代理人應於委託書上簽名或蓋章，並詳填戶號、姓名或名稱、身分證字號或統一編號、住址。受託代理人如非股東，請於股東戶號欄內填寫身分證字號或統一編號；徵求人如為信託事業、股務代理機構，請於股東戶號欄內填寫統一編號。
Solicitor or proxy agent shall sign or seal in the Proxy Statement and fill out the number of the shareholder, name, identification number and address. The proxy agent who is not the shareholder of the Company shall fill the identification number or unified business number in the column of Shareholder Number; on the other hand, in the situation where a trust enterprise or stock affairs agent acts as the solicitor, the proxy agent shall fill its unified business number in the column of Shareholder Number.
- 六、委託書應於開會五日前送達本公司股務代理人中國信託商業銀行代理部；委託書送達股務代理人後，股東欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會二日前，以書面向股務代理人為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。
The Proxy Statement shall be deposited at the Company's stock agent, Transfer Agency Department of CTBC Bank, at least five (5) days prior to the Meeting date. In the event that any shareholder who has appointed a proxy to attend a general meeting later intends to attend the meeting in person or to exercise his voting power by way of a written ballot or through electronic transmission, he shall, at least two (2) days prior to the date of such general meeting, serve the Company's stock agent with a separate written notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant shareholder fails to revoke his appointment of such proxy before the prescribed time.

Proxy Page

委 託 書 Proxy Statement		委託人(股東) Member		編號 No.	899 質聯-KY	
一、茲委託 君(須由委託人親自填寫，不得以蓋章方式代替)為本股東代理人，出席本公司113年5月30日舉行之股東常會，代理人並依下列授權行使股東權利： I hereby appoint (please fill out) as my proxy agent, with authorization to vote and act on my behalf at the Annual General Meeting of the Members of BizLink Holding Inc. on May 30, 2024 pursuant to authorization scope described below: □(一)代理本股東會議事項行使股東權利。(全權委託) With full authorization to vote and act on my behalf at the Meeting and may also have the authorization to act for extemporary motions during the Meeting. (Authorization granted in full scope) □(二)代理本股東就下列各項議案行使本股東所委託表示之權利與意見，下列議案未勾選者，視為對各該議案表示承認或贊成。 With authorization to vote and act on my behalf at the Meeting pursuant to authorization methods of exercise described below: (If neither box is ticked, it will be deemed as "vote-for.") 1. 承認112年度決算案。 Adoption of 2023 CPA audited financial statements. (1) <input type="radio"/> 承認(2) <input type="radio"/> 反對(3) <input type="radio"/> 棄權 (1) <input type="radio"/> For (2) <input type="radio"/> Against(3) <input type="radio"/> Abstain 2. 承認112年度盈餘分配案。 Adoption of the proposal for distribution of 2023 profits. (1) <input type="radio"/> 承認(2) <input type="radio"/> 反對(3) <input type="radio"/> 棄權 (1) <input type="radio"/> For (2) <input type="radio"/> Against(3) <input type="radio"/> Abstain 3. 修改本公司章程大綱和章程部份條文案(本處應以特別決議通過)： Amendments to the Company's "Memorandum and Articles of Association" (The item should be adopted by a Special Resolution) (1) <input type="radio"/> 贊成(2) <input type="radio"/> 反對(3) <input type="radio"/> 棄權 (1) <input type="radio"/> For (2) <input type="radio"/> Against(3) <input type="radio"/> Abstain 4. 訂定本公司董事選任程序案。 Establishing procedures for the selection and appointment Board Directors. (1) <input type="radio"/> 贊成(2) <input type="radio"/> 反對(3) <input type="radio"/> 棄權 (1) <input type="radio"/> For (2) <input type="radio"/> Against(3) <input type="radio"/> Abstain 5. 修改本公司「取得或處分資產處理程序」部分條文案： Amendments to the Company's "Procedures for Acquiring or Disposing of Assets". (1) <input type="radio"/> 贊成(2) <input type="radio"/> 反對(3) <input type="radio"/> 棄權 (1) <input type="radio"/> For (2) <input type="radio"/> Against(3) <input type="radio"/> Abstain 6. 本公司擬發行低於市價之員工認股權憑證案： Proposal to issue employee stock option certificates below the market price. (1) <input type="radio"/> 贊成(2) <input type="radio"/> 反對(3) <input type="radio"/> 棄權 (1) <input type="radio"/> For (2) <input type="radio"/> Against(3) <input type="radio"/> Abstain 7. 本公司全面改選董事案。 Re-election of the Company's entire Board of Directors. 8. 討論解除新任董事及其代表人競業禁止之限制案： Discussion of the lifting of non-compete restrictions on new Directors and their representatives. (1) <input type="radio"/> 贊成(2) <input type="radio"/> 反對(3) <input type="radio"/> 棄權 (1) <input type="radio"/> For (2) <input type="radio"/> Against(3) <input type="radio"/> Abstain 9. 臨時動議。 Ad Hoc Motions. 二、本股東未於前項一內勾選授權範圍或同時勾選者，視為全權委託，但股務代理機構擔任受託代理人者，不得接受全權委託，代理人應依前項(二)之授權內容行使股東權利。 If neither authorization scope box is ticked in the former item, it will be deemed as "authorization granted in full scope". However, whenever a stock affairs agent mandated to act as the proxy agent, no authorization granted in full scope shall be permitted. The proxy agent shall vote and act on behalf the Member pursuant to authorization methods of exercise described as item 1.(2). 三、本股東代理人得對會議臨時事宜全權處理之。 The proxy agent may have the authorization to act on the Member's behalf for extemporary motions during the Meeting. 四、請將出席證(或出席簽到卡)寄交代理人收執，如因故延期開會，本委託書仍屬有效(限此一會期)。 Please deliver the Attendance Card to proxy agent. This Proxy will remain effective at any adjournment or postponement of the Meeting. 此 致 BizLink Holding Inc. 授權日期 年 月 日 To BizLink Holding Inc. Date of Authorization:	一、禁止交付現金或其他利益之價額委託書行為。 Offering Cash or non-cash consideration in exchange for proxies is prohibited during proxy solicitation. 二、發現違法取得及使用委託書，可檢附具體事證向集保結算所檢舉，經查證屬實者，最高給予二十萬元，檢舉電話：(02)2547-3733。 Please report to Taiwan Depository & Clearing Corp (TDCC) supplementing with specific information when discovering any suspicious illegal obtaining or use of proxies. Once verified by TDCC, the person making the report will be granted a reward up to NTD 200,000. Report phone number: +886 2 25473733	股東戶號 Member No.	姓名或名稱 Name	持有股數 Holding		
		徵 求 人 Solicitor		簽名或蓋章 Sign or Seal		
		戶 號 No.				
		姓名或名稱 Name				
受 託 代 理 人 Proxy Holder		簽名或蓋章 Sign or Seal				
戶 號 No.						
姓名或名稱 Name						
身分證統一證號 ID No.						
住 址 Address						

徵求場所及人員簽章處：
Signature by the place of solicitation and personnel:

【附件一】

- 本公司擬發行低於市價之員工認股權憑證案主要內容說明如下：
- 一、擬依據證券交易法第二十八條之三及金融監督管理委員會證券期貨局發佈之「發行人募集與發行有價證券處理準則」等相關規定，發行低於市價之員工認股權憑證。
- 二、謹依據「發行人募集與發行有價證券處理準則」第56-1條之規定說明如下：
- (一)員工認股權憑證之發行單位總數、每單位認股數得認購之股數及因認股權行使而須發行之新股總數：
本次發行員工認股權憑證之單位為1,500,000單位，每單位認股權憑證得認購股數為1股。因認股權行使而需發行之普通股新股總數為1,500,000股。
- (二)認股價格訂定之依據及合理性：
認股價格以發行當日本公司普通股收盤價格之75%為認股價格，考量公司選任、留才與激勵效果，並兼顧股東權益，及員工認股權憑證自發行日起屆滿二年後方得按權利期間所定之比率分期執行，故認股價格以低於市價訂定，應屬合理。
- (三)認股權人資格條件及得認購股數：
以特定職等或對公司有特殊貢獻之本公司及國內外由本公司直接(間接)轉投資事業持股超過100%(含)之子公司全職員工為限。認股資格基準日由董事長決定，實際得為認股權人之員工及其所得認股之數量，將參酌工作績效、整體貢獻或特殊功績等，經由董事長核定後，並經董事會同意後認定之。惟具經理人身分之員工或具員工身分之董事者，應提報薪資報酬委員會討論，再提報董事會同意；非經理人身分之員工先提報審計委員會討論，再提報董事會同意。
公司依發行募集與發行有價證券處理準則第五十六條之一第一項規定發行員工認股權憑證累計給予單一認股權人得認購股數，加計認股權人累計取得限制員工權利新股之合計數，不得超過已發行股份總數之千分之三，且加計發行人依第五十六條第一項規定發行員工認股權憑證累計給予單一認股權人得認購股數，不得超過已發行股份總數之百分之一。
- (四)辦理本次員工認股權憑證之必要理由：
本公司為吸引及留任公司所需之優秀人才，並激勵員工及提昇員工向心力，以期共同創造公司及股東之利益。
- (五)對股東權益影響事項：
1.可能費用化之金額：
於113年度至118年度每年分攤之費用化金額：22,168仟元、44,337仟元、35,406仟元、20,700仟元、10,723仟元及3,260仟元，合計新台幣136,594仟元。
2.對公司每股盈餘稀釋情形：
以普通股股票收盤價及考量精算假設預估等因素，執行員工認股權每年對每股盈餘稀釋於115年至119年度為0.001元、0.003元、0.005元、0.007元及0.008元。
3.以已發行股份為履約方式者，應說明對公司造成之財務負擔：不適用。

【Attachment 1】

- The main contents of the Company's proposed plans to issue employee stock option certificates at a price below the market price are as follows:
- I. It is proposed to issue employee stock options below market price in accordance with Article 28-3 of the Securities Exchange Act and the "Regulations on the Offering and Issuance of Securities by Issuers" issued by the Securities and Futures Bureau of the Financial Supervisory Commission and other relevant provisions.
- II. In accordance with the provisions of Article 56-1 of the " Regulations Governing the Offering and Issuance of Securities by Securities Issuers ", the explanation is as follows:
1. The total number of units issued for employee stock options, the number of shares that can be subscribed per unit, and the total number of new common shares to be issued due to the exercise of subscription rights are as follows:
The issuance of employee stock options this time is 1,500,000 units, with each unit entitling the holder to subscribe for 1 share. The total number of new common shares to be issued due to the exercise of subscription rights is 1,500,000 shares.
2. Basis and rationality for setting the subscription price:
The subscription price is set at 75% of the closing price of the Company's common stock on the day of issuance. This pricing considers the Company's objectives of selection, retention, and motivation of personnel while also taking into account the interests of shareholders. Additionally, the employee stock options can only be exercised in phases according to the set ratio after two years from the issuance date. Therefore, setting the subscription price below the market price is considered reasonable.
3. Eligibility and Number of Shares for Subscription:
Eligibility is limited to full-time employees of the Company and its domestic and international subsidiaries, which are directly (or indirectly) invested by the Company with a stake exceeding 100% (inclusive), and who are of a specific job grade or have made special contributions to the Company. The benchmark date for eligibility will be determined by the Chairman. The actual employees eligible as subscribers and the number of shares they can subscribe will be considered based on work performance, overall contribution, or special achievements, and will be approved by the Chairman and then ratified by the Board of Directors. However, employees who are managers or directors with employee status must first submit their case to the Compensation Committee for discussion, then to the Board of Directors for approval; non-managerial staff should first submit their case to the Audit Committee for discussion, then to the Board of Directors for approval.
According to the provisions of Article 56-1, Paragraph 1 of the "Regulations on the Offering and Issuance of Securities by Issuers," the total number of shares that can be subscribed by a single subscriber of employee stock options, plus the total number of restricted shares acquired by the subscriber, must not exceed three per thousand of the total number of issued shares, and together with the total number of shares that can be subscribed by a single subscriber under Article 56, Paragraph 1, must not exceed one percent of the total number of issued shares.
4. Reasons for implementing this employee stock option plan:
The company aims to attract and retain the outstanding talent necessary for its operations, and to motivate employees and enhance their loyalty, with the goal of jointly creating benefits for the company and its shareholders.
5. Impact on Shareholder Equity:
1) Potential Expensing Amount:
The amount of expenses allocated annually from the fiscal year 113 to 118 are as follows: NT\$22,168 thousand, NT\$44,337 thousand, NT\$35,406 thousand, NT\$20,700 thousand, NT\$10,723 thousand, and NT\$3,260 thousand, totaling NT\$136,594 thousand;
2) Dilution of Earnings Per Share for the Company:
Considering the closing stock price of common shares and factors such as actuarial assumptions, the dilution of earnings per share each year from fiscal year 115 to 119 is NT\$0.001, NT\$0.003, NT\$0.005, NT\$0.007, and NT\$0.008 respectively; and
3) Financial Burden Caused to the Company by Fulfillment with Issued Shares: Not applicable.