聯

M174-Z04D-0106

台北市中正區忠孝西路一段6號6樓 客服專線: (02)2371-1658【公司代號:6451】 訊芯科技控股股份有限公司 股務代理人 福邦證券股份有限公司股務代理部 網址:http://www.gfortune.com.tw/

股務代理部營業時間:

週一至週五上午8:30至下午4:30

2020年股東常會 開會通知書請即拆閱



集保結算所「股東e票通」 www.stockvote.com.tw



(限向郵局窗口交寄)

股東 台啓

図感UVIVI-13(利電研究)技(目形)同・ 1. 請肢東多加利用「股東・票通」電子投票行使表決権。 2. 股東如紋出席股東會現場,應全程佩戴口罩,並配合量測體温。倘股東未佩戴口罩,或經連續量測 二次體溫有發燒達額温攝氏37.5度或耳溫攝氏38度者,禁止股東進入股東會會場。 3. 本公司如因疫情影響,而須變更股東會開會地點,屆時將於「公開資訊觀測站」之重大訊息公告。

***** ※本次股東常會※ ※恕不發放紀念品※ *****

※銀行名稱及代號(請填寫正確)

台灣銀行004 台北市五信 104 土 地 銀 行 005 遠 東 國 際 805 基隆一信114 合作金庫 006 元 大 銀 行 806 永豐銀行807 玉 山 銀 行 808 凱基銀行809 宜蘭信合社 124 上海銀行 011 星展(台灣)銀行 810 桃園信合社 127 台 新 國 際 812 新 竹 一 信 130 國泰世華銀行 013 日盛國際銀行 815 新 竹 三 信 132 高雄銀行016 安泰銀行816 台中二信146 **兆豐國際商銀 017** 中國信託 822 全國農業金庫 018 彰化市一信 158 日 商 瑞 穂 020 彰化市五信 161 美國銀行台北 022 澳盛(台灣) 039 彰 化 六 信 162 泰 國 盤 谷 023 台灣工業銀行 048 彰 化 十 億 163 菲律賓首都 025 鹿港信合社 165 美國紐約 028 嘉 義 三 信 178 新加坡商大華 029 台南市三信 188 德商德意志 072 京城商銀 054 高 雄 三 信 204 香港商東亞 075 匯豐(台灣) 081 美商摩根大通 076 花蓮一信215 瑞 興 商 銀 101 法 商 巴 黎 082 花蓮二信216 澎湖 - 信 222 法商東方匯理 086 臺灣新光商銀 103 陽信銀行 108 瑞商瑞士 092 澎湖二信 223 日商三菱東京日聯 098 金門縣信合社 224

個人資料權益告知

本公司基於辦理股務事務之目的,在相關事實、法律關係存續或法令規定 之期間,就直接或間接蒐集您的個人資料,將以書面或電子等方式處理、 利用;您得請求查詢、閱覽、補充、更正或刪除您的個人資料,如您不願 意提供資料,本公司可能因此無法提供您所需之相關服務;亦可能依法或 基於風險管理等因素而拒絕您的請求。

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户	名										j	3 號	È							4	D
注意事	辦理 無 二、欲 辨 網 後	東如欲繼續沿用原登記帳戶 匯報, 敬請核對原登記帳戶 職務, 敬議後本單免寄回。 發送更匯款帳號者, 請原留 理堡填入新帳號及加蓋原留印 等回。		記匯款帕			號	銀	行存	款帕	長號((分往	- 分別	· 7	4目	` ф	長號	、栊	食查:	訊號碼	_
項原		款帳號者將於現金股利發放 掛號郵寄支票方式寄發。																			
小留印			郵代局號	700	局號	(含檢號)				Τ	T	T	帳號	(含檢號)							
鑑			茲同意	太人每年	_	_	_	- 股末	依	上列産	各請書	[方主	_			持不	成功	即指	销部	1 帳別	

向獎 集金

委託人 (股東)

[6] (4D) -109 簽名或蓋章

簽名或蓋章

簽名或蓋章

(4D) 訊芯科技控股股份有限公司
2020年股東常會出席簽到卡
4D 訊芯科技控股股份有限公司 2020年股東常會出席簽到卡 時間: 2020年6月15日(星期一)上午九時整
時間:2020年6月15日(星期一)上午九時整
山町·人山土佑 即山切00味()

三 信 商 銀 147 日商三井住友 321 中華郵政公司 700

股東户號:

持有股數:

出席證編號:

股東戸名:

本簽到卡未經本公司股務代 親 自 出 席 簽名或蓋章 理部加蓋登記章者無效。

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2020年6月15日舉行之股東 股東户號 常會,代理人並依下列授權行使股東權利: 1. 本公司2019年度營業報告書及合併財務報表案。 及合併財務報表案。 (1)○承認(2)○反對(3)○棄權 **金得舉舉** 或及,電 2. 本公司2019年度盈餘分配表案。 (1)○承認(2)○反對(3)○棄權 其使經話 3. 修訂本公司「公司章程」案。(以股東會特別決議通過) t。(以股東會特別決議通過) 他用查: (1)○贊成(2)○反對(3)○棄權 利委證(4. 修訂本公司「股東會議事規則」案。 (1)○赞成(2)○反射(3)○兼權 | 益託屬○ | 名 5. 改選董事案。 6. 解除本公司新選任董事競業禁止之限制案。 (1)○對成(2)○反對(3)○表權 輔可,五 本股東未於前項□內勾選授權範圍或同時勾選者,視為全權委託,但 委檢最四 受託代理人 股務代理機構擔任受託代理人者,不得接受全權委託,代理人應依前託附高七

項(二)之授權内容行使股東權利 、本股東代理人得對會議臨時事宜全權處理之。 、今成果代理人作可謂複略的爭且至極处理之。 、請將出席證(或出席簽列卡)等交代理人收執,如因故改期開會,本 奏託書仍屬有效(限此一會期)。 此 致

訊芯科技控股股份有限公司 授權日期 年 月 日

徵求場所及

人員簽章處

机芯科技控股股份有限公司

公司章程部分條文修正對照表

	修正條文 (中譯文僅供參考)		現行條文 (中譯文僅供參考)	修正説明	
	開豐鄉島公司法(2020年修訂版) 股份有限公司 第七次修订金組大綱和章程 Shure Standard Halding Limited		第 <u>六</u> 次修訂及查述章程大綱和章程 ShunSin Technology Holdings Limited	1. 因應開受群島作 登記實務要求 2020 年 3 月 1	
	ShunSin Technology Holdings Limited 概芯軒故检股股份有限公司 THE COMPANIES LAW (2020 Revision)		和芯料技控股股份有限公司	起,章程修訂》 Companies Lav amended) 改 Companies I	
1	Company Limited by Shares SEVENTH SIXTH AMENDED AND RESTATED MEMORANDUM AND		SIXTH AMENDED AND RESTATED MEMORANDUM AND	(2020 Revision) 下簡稱「開曼 實務」),遊	
	ARTICLES OF ASSOCIATION OF ShunSin Technology Holdings Limited 概念針粒粒质股份有限公司		ARTICLES OF ASSOCIATION OF ShunSin Technology Holdings Limited 概念針被控股股份有限公司	登記上的問題。 2. 變更章程修言 數。	
	開曼鄉島公司法(2020 <u>年春町底</u>) 股份市限公司 第七女春町及臺城幸報大綱 Shusin Technology Holdings Limited 概念科技控股股份有限公司		開曼鄉島公司法(<u>是</u> 是修正) 服份者限公司 第 <u>六</u> 文卷订及臺灣奉北,桐 Shusin Technology Holdings Limited 概芯件被控股股份有限公司	1. 因應開受登記等 修正。 2. 變更章程修訂 數。	
	THE COMPANIES LAW (2020 Revision) Company Limited by Shares SEVENTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF ShunSin Technology Holdings Limited united u		THE COMPANIES LAW (as amended) Company Limited by Shares SIXTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF ShunSin Technology Holdings Limited under the Company of		
4.	除公司法 (<u>2020 年修訂版</u>) 禁止或限制者外, (以下省略顯示。)	4.		因應開曼登記實利 正。	
4.	Except as prohibited or limited by the Companies Law (2020 Revision),(The following content omitted.)	4.	Except as prohibited or limited by the Companies Law (as amended),(The following content omitted.)		
	本公司資本額為新台幣 2,000,000,000 元,今成 200,000,000 量數。每款金額壽新台幣 100 元本 公司有依公司法 (2020 年修打版) 及公司章程規 定贖四或員回股份之權利,分割資本、增資或減 互權利、與務行本公司原本,股續四、所對或 或減少之資本之權利,本協有無侵先權、或特殊 權利、或附有監視者,民格代表則,且於 條件所有整明者計,每次之股份發行,不論 支援,各項素等過數、特別股及其非事項,均應 受窮關各條所規定之權限所約束。	6.	本公司資本額為新台幣 [.440,000,000 元,今成 14400,000 章 建股、非在前衛新台幣 10 元,本 公司有依公司法 (及其修正) 及公司章程規定請 回或頁四股份之權計、今前資本、增資及減資之 權利、與股份公司第首,經濟可 域別有進程制,不如有無優先體、或特殊觀利、 政府有進規組度是化條件及原則、且此非優於條 件另有變明原件、每次之股份發行、不如是否表 明其為普通股、特別股及狀化率項,均應受前 各條所規定之權限所的來。	 修訂章程投權〕 額。 因應開受登記引 修正。 	
6.	The authorised share capital of the Company is NTD2_000_000_000 divided imto 200_000_000 ordinary shares of a par value of NTD10 each with power for the Company, subject to the provisions of the Companies Law (2020 Revision) and the Articles of Association, to redeem or purchase any of its shares and to shared with experiment of the state capital and to issue any part of its capital, whether original, redeemed, increased or reduced, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be ordinary, preference or otherwise, shall be subject to the powers hereinbefore contained.	6.	The authorised share capital of the Company is NTD1_440,000,000 divided into 144,000,000 ordinary shares of a par value of NTD10 each with power for the Company, subject to the provisions of the Companies Law (as amended) and the Articles of Association, to redeem or purchase any of its shares and to sub-divide, increase or reduce, which or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be ordinary, preference or otherwise, shall be subject to the powers hereinbefore contained.		
7.	若本公司登記為豁免公司者,其營運辦受公司法 (2020年修訂版)第174條所執表,且除公司法 (2020年修訂版)第代條次及公司章程另有規定 者外,本公司有權依嗣雙母縣於之其他單據法 記為股份有限公司而繼續存績,並並錦在閱變群	7.	若本公司登記為豁免公司者,其營運辦受公司法 (<u>及莫修</u> 正)第 174 條所約束,且除公司法(<u>及</u> <u>黑修正</u>)其他條文及公司章程另有規定者外,本 公司有權依開受解為外之其從率據法登記為股份 有限公司而繼續存績,並並銷在開受群島之登記。	因應開曼登記實利正。	
7.	男之祭記。 If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Law (2020 Revision) and, subject to other provisions of the Companies Law (2020 Revision) and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.	7.	If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Law (as amended) and, subject to other provisions of the Companies Law (as amended) and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.		

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	·正條文 文僅供參考)	3 (中課	修正統明		
第主文等行及查達本施 ShunSin Technology Holdings Limited ux分析性取取合序系公司 SEVENTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF ShunSin Technology Holdings Limited		第 <u>六</u> 次例 ShunSin Techno 佩芯科技艺	變更章程修訂次數。		
		SIXTH AMENI ARTICLES (ShunSin Techno			
机芯科技技	股股份有限公司	机芯料技艺	建股股份有限公司		
ShunSin Techno	可及重返章權 logy Holdings Limited 定股股份有限公司	ShunSin Techno	F可及重進章權 ology Holdings Limited 由政政份有限公司	變更章程修訂次數。	
	NDED AND RESTATED OF ASSOCIATION OF		DED AND RESTATED DF ASSOCIATION OF		
	logy Holdings Limited 建股股份有限公司		logy Holdings Limited 建股股份有限公司		
與前後文內容不抵用	送章程中,下列文字及用語於 胃之情況下,應定義如下:	與前後文內容不能	進章程中,下列文字及用語於 胃之情況下,應定義如下:	1. 變更章程修訂次數。	
(省略) "審計委員會"	指董事會轄下之審計 委員會,由公司全體之 獨立董事組成。	(省略) "審計委員會"	指董事會轄下之審計 委員會,由公司之獨立 董事組成。	 略微調整審計委員會定義。 配合臺灣證券交易所股份有限公司中 	
(省略) "異職股東"	定義如本章程第 27.2 條所示。	(省略)	(新増定義)	華民國 108 年 12 月 25 日臺證上二 字第 1080023568	
(省略) "法律"	指開曼群島之公司法 (2020年修訂版)及所 有對現行法之修正、重	(省略) " 法律 "	指開曼群島之公司法 及所有對現行法之修 正、重新制定或修訂。	號修訂之「外國發 行人註冊地國股東 權益保護事項檢查 表」,新增「異議	
(省略)	新制定或修訂。	(省略)	(Arma M)	股東」、「股份轉 換」及「分割」定	
<u>"股份轉換"</u>	如中華民國企業併購 法所定義的百分之百 股份轉換,由公司(下 穩「取得公司」,取得 他公司全部已發行股 份,而以取得公司之股 份,現金或其他財產作 取得。		(新増定義)	義。 4. 因應開受登記實務 修正。	
(名略) "分制"	為對價。 如中華民國企業併購 法所定義的分割,指公司辦具伴獨立管理之 一類或全部之營業讓 與既作或新設之他公司(下編「取得人」), 並以取得人之營分,股 会或其他財產作為對	(省略)	(新增定義)		

		條文 置供参考)		現 (中課:x	修正説明	
follov	ese <u>Seventh</u> Amend wing words and e	led and Restated Articles, the expressions shall, where not context, have the following	1.1	In these <u>Sixth</u> Amend following words and	ded and Restated Articles, the expressions shall, where not context, have the following	
	itted) it Committee	the audit committee of the Board, which shall comprise solely of <u>all</u> the Independent Directors of the		(Omitted) Audit Committee	the audit committee of the Board, which shall comprise solely of Independent Directors	
	itted) enting Member	Company; has the meaning given		(Omitted)	of the Company; (Newly added)	
(Om Law	itted)	thereto in Article 27.2; The Companies Law (2020 Revision) of the Cayman Islands and every modification, reenactment or revision thereof for the time being in force;		(Omitted) Law	The Companies Law of the Cayman Islands and every modification, reenactment or revision thereof for the time being in force;	
	itted)			(Omitted)		
Siia	r <u>e Swap</u>	a 100% share swap as defined in the ROC Business Mergers and Acquisitions Act whereby a company (the "Acquiring Company") acquires all the issued and outstanding shares of another company with the consideration being the shares of the Acquiring Company acan or other assets;			(Newly added)	
(Om <u>Spir</u>	itted) <u>-off</u>	a spin-off as defined in the ROC Business Mergers and Acquisitions Act whereby a company transfers a part or all of its business that may be operated independently to an existing company or a newly incorporated company (The Acquirer') with the consideration being the shares of the		(Omitted)	(Newly added)	
(Om	nitted)	Acquirer, cash or other assets:		(Omitted)		
本公原餘股一司購者則倘認股一期限有上無章開有新權新規一,之認購款個不不上者須	在一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个	環衛等所決議外, 外 企增資資行新設時, 外 股票有股份比例便先認購起 服需有股份比例便先認購起 起有股份比例便先認購 此有股份的使任此尾及份 此有股份按比例在外 是有股份按比例在外 是有股份按比例不 是有股份的 完分。 完全。 是有股份 是有股份 是有股份 是有股份 是有股份 是有股份 是有股份 是有股份 是有股份 是有股份 是的 是有股份 是的 是有 是的 是有 是的 是有 是的 是有 是的 是有 是的 是有 是的 是有 是的 是有 是的 是有 是的 是有 是的 是有 是的 是有 是的 是有 是的 是有 是的 是有 是的 是有 是的 是有 是的 是有 是的 是有 是的 是的 是 是 是 是 是 是 是 是 是 是 是 是 是	2.4	本章程第 2.3 條辦理: 公原有股東、其一人 原有股東。公司, 及原有股東。 大型權力, 及至 大型權力, 及原在 大型權力, 等 大型權力, 等 大型權力, 等 大型, 大型, 大型, 大型, 大型, 大型, 大型, 大型,	洪議為不同決議外,公司很 觀之增富於行動股時,於是提納 如照原有股份比例是是認識的 如照原有股份比例是是認識的 同何股景建聯不認識者。現為 有例及東建聯不認識者。 東為有股份接比例不及 所之一樣 一般東京 在 一般東京 一般 一般 一般 一般 一般 一般 一般 一般 一般 一般 一般 一般 一般	配合金灣球系中 股份有限公司月2 曼 鄉 上 二 二 三 曼 鄉 上 二 二 三 一 三 一 三 一 三 一 三 一 三 一 三 一 三 一 三 一

則之方式另行募集

6 本章程第 23 條規定之員工優先認稅權及本章程 配合查灣證券交易, 第 24 條規定之股東數是認股權於公司因以下 因或基於以下自的條行新設時,不適用之: (a) 公司合併,分割,或為公司重整; (a) 公司合併、分割<u>、股份轉換</u>,或為公司重整; (a) 公司合併、分割,或為公司重整; (b) 公司為獲行認能權憑證及/或選擇權下之裁 務,包括本章程第2.8%及第2.06兩所度查 (c) 公司依第2.5條應交發行限制型股票; (d) 公司為獲行可轉換公司債表附認股權公司債 通期於股份轉換。 (b) 公司為履行認股權憑證及/或選擇權下之義 務,包括本章程第2.8條及第2.10條所規定者; (c) 公司依第2.5條規定發行限制型股票; (d) 公司為履行可轉換公司債或附認股權公司債

(e) 公司為履行附認股權特別股下之義務;

(e) 公司為履行附認股權特別股下之義務; (f) 本公司依本章程第13.7條規定發行股票;或 (f) 本公司依本章程第13.7條規定發行股票;或 (g) 公司進行私募有價證券時 (g) 公司進行私募有價證券時。

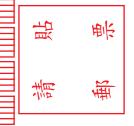
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停正條文 (中譯文僅供參考)	現行條文 (中譯文僅供參考)	修正統明		修正條文 (中譯文僅供參考)	現行條文 (中郷文僅供参考)	修正説明
2.4 shall not apply in the event that new shares are issued due to the following reasons or for the following numbers:	2.4 shall not apply in the event that new shares are issued due to the following reasons or for the following purposes:			異議股東間未就收買價格達成協議者,公司應 自股東會決議日起九十日內,依其所認為之公		國股東權益保護事項 檢查表」,修改有關
following purposes: (a) in connection with a Merger, Spin-off, Share Swap, or pursuant to any reorganization of	following purposes: (a) in connection with a Merger, spin-off, or pursuant to any reorganization of the			平價格支付價款予未達成協議之異議股東;公司未於前述九十日期間內支付其所認為之公平		異議股東收買請求権 之規定。
the Company; (b) in connection with meeting the Company's	Company; (b) in connection with meeting the Company's			價格者,視為同意異議股東請求收買之價格。	27.2 In the event any part of the Company's business is	
obligations under share subscription warrants and/or options, including those rendered in	obligations under share subscription warrants and/or options, including those rendered in		27.2	Without prejudice to the Law, any Member exercising his rights in accordance with Article	spun off or involved in any Merger, any Member, who has abstained from voting in respect of such	
Articles 2.8 and 2.10 hereof; (c) in connection with the issue of Restricted	Articles 2.8 and 2.10 hereof; (c) in connection with the issue of Restricted			27.1 (the "Dissenting Member") shall, within twenty (20) days from the date of the resolution	matter and expressed his dissent therefor, in writing or verbally (with a record) before or	
Shares in accordance with Article 2.5 hereof; (d) in connection with meeting the Company's	Shares in accordance with Article 2.5 hereof; (d) in connection with meeting the Company's			passed at the general meeting, give his written notice of objection with the repurchase price	during the general meeting approving such spin off or Merger, may request the Company to	
obligations under convertible bonds or corporate bonds vested with rights to acquire	obligations under convertible bonds or corporate bonds vested with rights to acquire			proposed by him. If the Company and the Dissenting Member agree on a price at which the	purchase all of his shares at the then prevailing fair price.	
shares; (e) in connection with meeting the Company's obligations under Preferred Shares vested	shares; (e) in connection with meeting the Company's obligations under Preferred Shares vested			Company will purchase the Dissenting Member's shares, the Company shall make the payment		
with rights to acquire shares; (f) in connection with the issue of shares in	with rights to acquire shares; (f) in connection with the issue of shares in			within ninety (90) days from the date of the resolution passed at the general meeting. If,		
accordance with Article 13.7; or (g) in connection with Private Placement of the	accordance with Article 13.7; or (g) in connection with Private Placement of the			within ninety (90) days from the date of the resolution passed at the general meeting, the		
securities issued by the Company.	securities issued by the Company.			Company and the Dissenting Member fail to agree on a price at which the Company will purchase		
4於不違反法律和章程第11.5條及第11.6條之情形下,公司之下列行為應取得股東重度決議之許可:	11.4於不違反法律和章程第11.5條及第11.6條之情形下,公司之下列行為應取得股東重度決議之許可;	配合臺灣證券交易所 股份有限公司中華民		the Dissenting Member's shares, the Company shall pay the fair price it deems fit to the		
(a) 將得分派之股利及/或紅利及/或其他第16條	(a) 將得分派之股利及/或紅利及/或其他第16條	國 108 年 12 月 25 日 臺 證 上 二 字 第		Dissenting Member within ninety (90) days from the date of the resolution passed at the general		
所定款項撥充資本; (b) 合併(除符合法律所定義之「吸收合併」及	所定款項撥充資本; (b) 合併(除符合法律所定義之「吸收合併」及	1080023568 號修訂之 「外國發行人註冊地		meeting. If the Company fails to pay the fair price it deems fit to the Dissenting Member within the ninety (90)-day period, the Company shall be		
/或「新設合併」僅須特別決議即可) <u>、股</u>	/或「新設合併」僅須特別決議即可) 或分	國股東權益保護事項 檢查表」,約定股份		deemed to agree on the repurchase price proposed by such Dissenting Member.		
<u>份轉換</u> 或分割;	(1);	轉換需經股東會之重	27.3		(新增條文)	配合臺灣證券交易戶
(c) 締結、變更或終止營業出租契約、委託經營 契約或共同經營契約;	(c) 締結、變更或終止營業出租契約、委託經營 契約或共同經營契約;	度決議。		異議股東持有股份之收買價格自股東會決議日 起六十日內未達成協議者,公司應於此期間經		股份有限公司中華B 國 108 年 12 月 25 E
(d) 讓與其全部或主要部分之營業或財產;或	(d) 讓與其全部或主要部分之營業或財產;或			過後三十日內,以全體未達成協議之異議股東		臺 證 上 二 字 第 1080023568 號修訂
(e) 取得或受讓他人的全部營業或財產而對公司 營運有重大影響者。	(e) 取得或受讓他人的全部營業或財產而對公司 營運有重大影響者。			為相對人,聲請法院就異議股東持有之全數股份為公平價格之裁定,並得以臺灣臺北地方法		「外國發行人註冊」
				院為第一審管轄法院。		國股東權益保護事項 檢查表」,增訂有[
the following actions by the Company shall require	11.4Subject to the Law, Article 11.5 and Article 11.6, the following actions by the Company shall require the			縱有前述本章程第27條之規定,本條之規定未 限制或禁止股東依法律第238條之規定,於其	(Newly added)	異議股東收買請求相 之規定。
the approval of the Members by a Supermajority Resolution:	approval of the Members by a Supermajority Resolution:			對合併表示異議時,請求支付其股份公平價格之權利。		Share .
 effecting any capitalization of distributable Dividends and/or bonuses and/or any other 	(a) effecting any capitalization of distributable Dividends and/or bonuses and/or any other		27.2			
amount prescribed under Article 16 hereof; (b) effecting any Merger (except for any Merger	amount prescribed under Article 16 hereof; (b) effecting any Merger (except for any Merger		21.3	Without prejudice to the Law, if, within sixty (60) days from the date of the resolution of the general meeting, the Company and the Discepting		
which falls within the definition of "merger" and/or "consolidation" under the Law, which	which falls within the definition of "merger" and/or "consolidation" under the Law, which			Member fail to agree on a price at which the		
requires the approval of the Company by Special Resolution only), <u>Share Swap</u> , or Spin off of the Company	requires the approval of the Company by Special Resolution only) or spin-off of the			Company will purchase such Dissenting Member's shares, then, within thirty (30) days immediately following the date of the expiry of		
Spin-off of the Company; (c) entering into, amend, or terminate any Lease Contract Management Contract or Joint	Company; (c) entering into, amend, or terminate any Lease Contract Management Contract or Joint			immediately following the date of the expiry of such sixty (60)-day period, the Company shall file a petition with the court against all the Dissenting		
Contract, Management Contract or Joint Operation Contract; (d) the transferring of the whole or any essential	Contract, Management Contract or Joint Operation Contract; (d) the transferring of the whole or any essential			a petition with the court against all the Dissenting Members for a determination of the fair price of the shares held by all the Dissenting Members.		
(d) the transferring of the whole or any essential part of the business or assets of the Company; or	(d) the transferring of the whole or any essential part of the business or assets of the Company; or			The Taiwan Taipei District Court, ROC, may be the court of the first instance for this matter.		
acquiring or assuming the whole business or assets of another person, which has a material	(e) acquiring or assuming the whole business or assets of another person, which has a material			Notwithstanding the above provisions under this		
effect on the Company's operation.	effect on the Company's operation.			Article 27, nothing under this Article shall restrict or prohibit a Member from exercising his right		
	11.6本條中譯文未變動。	將本條 demerger 一詞 修改為 Spin-off, 中譯		under section 238 of the Law to payment of the fair value of his shares upon dissenting from a		
the Company proposes to undertake:	11.6For so long as the shares are listed on the TSE, if the Company proposes to undertake:	文未變動。		merger or consolidation.		
 a merger or consolidation which will result in the Company being dissolved; 	 a merger or consolidation which will result in the Company being dissolved; 		46.5	縱本章程第46條有相反規定,董事如對於董事 會議討論之事項涉有個人利益者,該董事應對	46.5 縱本章程第46條有相反規定,董事如對於董事 會議討論之事項涉有個人利益者,該董事應對	
(b) a sale, transfer or assignment of all of the Company's businesses and assets;	 (b) a sale, transfer or assignment of all of the Company's businesses and assets; 			相關之董事會說明其自身利害關係之性質及重要內容;公司擬進行本章程第27.1條所定交易	相關之董事會說明其自身利害關係之性質及重要內容。	
(c) a <u>Share Swap</u> ; or (d) a <u>Spin-off</u> ,	(c) a <u>share swap;</u> or (d) a <u>demerger (spin off)</u> ,			或依適用法律進行其他併購,董事就該等交易	女門を『	1080023568 號修訂=
which would result in the termination of the Company's listing on the TSE, and where (in the case	which would result in the termination of the Company's listing on the TSE, and where (in the case			有自身利客關係時,應依適用法律於相關之董 事會及股東會說明其自身利客關係之重要內容		「外國發行人註冊」 國股東權益保護事工
of (a) above) the surviving entity, (in the case of (b) above) the transferee, (in the case of (c) above) the	of (a) above) the surviving entity, (in the case of (b) above) the transferee, (in the case of (c) above) the			及贊成或反對該等交易之理由。	wa w	檢查表」,新增併則 時發生利客關係之處
entity whose shares has been allotted or who pays cash or uses its assets as the consideration in	entity whose shares has been allotted or who pays cash or uses its assets as the consideration in		46.5	Notwithstanding anything to the contrary contained in this Article 46, a Director who has a	46.5 Notwithstanding anything to the contrary contained in this Article 46, a Director who has a	理程序。
exchange for the Company's shares and, (in the case of (d) above) the existing or newly incorporated spun-off company is not a listed company on the	exchange for the Company's shares and, (in the case of (d) above) the existing or newly incorporated spun-off company is not a listed company on the			personal interest in the matter under discussion at a meeting of the Directors shall declare the nature	personal interest in the matter under discussion at a meeting of the Directors shall declare the nature	
TSE or Taipei Exchange, then in addition to any requirements to be satisfied under the Law, such	TSE or Taipei Exchange, then in addition to any requirements to be satisfied under the Law, such			of and the essential contents of his interest at the relevant meeting of the Directors. If the	of and the essential contents of his interest at the relevant meeting of the Directors.	
action shall be first approved by a resolution passed by Members holding two-thirds or more of the votes	action shall be first approved by a resolution passed by Members holding two-thirds or more of the votes			Company proposes to enter into any transaction specified in Article 27.1 or effect other forms of	, and the second	
of the total number of issued shares of the Company.	of the total number of issued shares of the Company.	-		mergers and acquisitions in accordance with Applicable Law, a Director who has a personal		
9.6 本條中譯文未變動。	19.6 本條中彈文未變動。	將本條 share swap 及 spin-off改為大寫名詞		interest in such transaction shall declare the essential contents of such personal interest and the		
of a general meeting, with a summary of the major	19.6 The following matters shall be stated in the notice of a general meeting, with a summary of the major	定義 Share Swap 及 Spin-off,中譯文未變		reason why he believes that the transaction is advisable or not advisable at the relevant meeting		
content to be discussed, and shall not be proposed as an extemporary motion:	content to be discussed, and shall not be proposed as an extemporary motion:	動。		of the Directors and the general meeting as required by the Applicable Law.		
(omitted) (e) (i) dissolution, Merger, Share Swap or Spin-off, (ii) entering into, amending, or	(omitted) (e) (i) dissolution, Merger, share swap or spin-off, (ii) entering into, amending, or			\$計委員會應依公開發行公司規則之規定行使職		修改條號。
terminating any Lease Contract, Management Contract or Joint Operation Contract, (iii)	terminating any Lease Contract, Management Contract or Joint Operation Contract, (iii)		1	董。下列事項應經審計委員會全體成員二分之一 以上同意,並提董事會決議;(以下省略顯	下列事項應經審計委員會全體成員二分之一以上同意,並提董事會決議:(以下省略顯示。)	
transfer of the whole or any essential part of the business or assets of the Company, and	transfer of the whole or any essential part of the business or assets of the Company, and			ř•)	The Audit Committee shall have the responsibilities and	
(iv) acquisition or assumption of the whole of the business or assets of another person,	(iv) acquisition or assumption of the whole of the business or assets of another person,		a	The Audit Committee shall have the responsibilities and powers as specified under the Applicable Public	powers as specified under the Applicable Public Company Rules. Any of the following matters of the	
which has a material effect on the operations of the Company,	which has a material effect on the operations of the Company,		C	Company Rules. Any of the following matters of the Company shall require the consent of one-half or		
(omitted)	(omitted)	±2 人 き 2単2か ヴ → **・	S	nore of all Audit Committee members and be ubmitted to the Board for resolution:(The	Board for resolution:(The following content omitted.)	
項時,於會議前或會議中,已以書面或口頭表	27.1 於不違反法律規範下,股東會決議下列任一事項時,於會議前已以書面通知公司其反對該事	股份有限公司中華民	_	ollowing content omitted.) 於不違反法律情形下,董事會決議本章程第 27.1	(乾燥珠子)	副人泰雅协业六日 4
示異議(經紀錄),並放棄表決權的股東,得 請求公司以當時公平價格收買其所有之股份:	項之意思表示,並於股東會上提出反對意見的 股東,得請求公司以當時公平價格收買其所有	臺證上二字第	<u>f</u>	条所定事項或依適用法律進行其他併購前,應由	(新增條文)	配合臺灣證券交易戶股份有限公司中華1
(a) 公司擬締結、變更或終止任何營業出租契約、委託經營契約或共同經營契約;	之股份: (a) 公司擬締結、變更或終止任何營業出租契	1080023568 號修訂之 「外國發行人註冊地	2	\$計委員會就併購計畫與交易之公平性、合理性 進行審議,並將審議結果提報董事會及股東會;		國 108 年 12 月 25 日 臺 證 上 二 字 3
(b) 公司轉讓其全部或主要部分的營業或財 產,但公司依解散所為之轉讓,不在此限;	約、委託經營契約或共同經營契約;	國股東權益保護事項 檢查表」,修改有關	1	旦依適用法律規定如無須股東會決議者,得不提 吸股東會。審計委員會進行審議時,應委請獨立		1080023568 號修訂: 「外國發行人註冊!
度, 但公司依解放用為之轉繳, 不在肌肤, (c) 公司取得或受讓他人全部營業或財產,對公司營運產生重大影響者;	(b)公司轉讓其全部或主要部分的營業或財產,但公司依解散所為之轉讓,不在此限;	极重报」, 珍以有期 異議股東收買請求權 之規定。	1	專家就換股比例或配發股東之現金或其他財產之 今理性提供意見。審計委員會之審議結果及獨立		國股東權益保護事 檢查表」,新增併
(d) 公司擬進行分割、合併、股份轉換;或	<u>或</u> (c) 公司取得或受讓他人全部營業或財產,對	errors.	1	5 年住後內房兄。每日安員曾之番城場不及須上 專家之合理性意見,應於發送股東會召集通知 等,一併發送股東;但依適用法律規定併購免經		概並表」、利益研究 時審計委員會之處E 程序。
(e) 公司概括承受他人全部財產和負債,或概括 讓與其全部財產和負債。	(c)公司取得或受課他人全部營業或財產,對公司營運產生重大影響者。		A	及東會決議者,應於最近一次股東會就併購事項		as/tr v
.1 Subject to compliance with the Law, in the event	27.1 Subject to compliance with the Law, in the event		4	是出報告。前述應發送股東之文件,經公司於證 終主管機關指定之網站公告同一內容,且備置於		
any of the following resolutions is passed at general meetings, any Member who has <u>abstained</u> from voting in respect of such matter and	any of the following resolutions is passed at general meetings, any Member who has <u>notified</u> the Company in writing of his objection to such			及東會會場供股東查閱,對於股東視為已發送。		
from voting in respect of such matter and expressed his dissent therefor, in writing or verbally (with a record) before or during the	the Company in writing of his objection to such matter prior to the meeting and has raised again his objection at the meeting, may request the Company		<u>n</u>	subject to compliance with the Law, before the neeting of the Directors resolves any matter	(Newly added)	
meeting, may request the Company to purchase all of his shares at the then prevailing fair price:	<u>objection at the meeting, may request the Company</u> to purchase all of his shares at the then prevailing fair price:		<u>s</u>	pecified in Article 27.1 or other mergers and equisitions in accordance with the Applicable Law,		
(a) the Company proposes to enter into, amend, or terminate any Lease Contract,	(a) the Company proposes to enter into, amend, or terminate any Lease Contract,		<u>ti</u>	he Audit Committee shall review the fairness and easonableness of the relevant merger and acquisition		
Management Contract or Joint Operation Contract;	Management Contract or Joint Operation Contract;		<u>p</u> tl	lan and transaction, and report its review results to he meeting of the Directors and the general meeting;		
(b) the Company transfers the whole or an essential part of its business or assets,	(b) the Company transfers the whole or an essential part of its business or assets,		<u>p</u> <u>b</u>	rovided, however, that such review results need not e submitted to the general meeting if the approval of		
provided that, the foregoing does not apply where such transfer is pursuant to the	provided that, the foregoing does not apply where such transfer is pursuant to the		<u>ti</u> <u>L</u>	he Members is not required under the Applicable aw. When the Audit Committee conducts the		
dissolution of the Company; (c) the Company acquires or assumes the	dissolution of the Company; or (c) acquires or assumes the whole business or		<u>n</u> a	eview, it shall engage an independent expert to issue n opinion on the fairness of the share exchange		
whole business or assets of another person, which has a material effect on the	assets of another person, which has a material effect on the operation of the		<u>n</u>	atio, cash consideration or other assets to be offered to the Members. The review results of the Audit		
operation of the Company: (d) the Company proposes to undertake a	Company.		<u>C</u>	Committee and the fairness opinion issued by the independent expert shall be distributed to the		
Spin-off, Merger or Share Swap; or (e) the Company generally assumes all the			<u>N</u>	Members, along with the notice of the general neeting; provided, however, that the Company can		
assets and liabilities of another person or generally assigns all its assets and			<u>o</u> <u>a</u>	nly report matters relating to such merger and equisition at the next following general meeting if		
liabilities to another person.	27.2 - 从八寸放発はハがよせんとが、はーー・・・・	五0人 名3年20年 モロハ	<u>ti</u>	he approval of the Members is not required under the Applicable Law. Such review results and		
求之股東(下稱「異職股東」),應於股東會	27.2 於公司營業被分割或進行合併之情况下,於作 成分割或合併決議之股東會前或股東會中,以	股份有限公司中華民	<u>fi</u>	airness opinion shall be deemed to have been listributed to the Members if the same have been		
	書面表示異議、或以口頭表示異議經紀錄,且	國 108 年 12 月 25 日		ploaded onto the website designated by Taiwan		
決議日起二十日內以書面提出,並列明請求收 買價格。公司與異議股東間就收買價格達成協 議者,公司應自股東會決議日起九十日內支付	已放棄表決權之股東,得要求公司按當時公平 價格收買其持有之股份。	臺 證 上 二 字 第 1080023568 號修訂之		ecurities authority and made available to the		

台北市中正區忠孝西路一段ら號ら僕



訊芯科技控股股份有限公司 股務代理人 福邦證券股份有限公司股務代理部





通

- 一、茲訂於2020年6月15日(星期一)上午九時整(受理股東報到時間於會議開始前三十分鐘辦理之),假台北市復興北路99號6樓,召開2020年股東 常會。會議主要內容:(一)報告事項:1. 本公司2019年度營業報告。2. 本公司2019年度審計委員會查核報告。3. 本公司2019年度與金股利分配情形報告。4. 本公司2019年度員工及董事酬勞分派情形報告。5. 修訂本公司「誠信經營守則」案。6. 修訂本公司「誠信經營作業程序及行為指南」案。7. 修訂本公司「企業社會責任實務守則」案。8. 修訂本公司「董事會議事規範」案。(二)承認事項:1. 本公司2019年度營業報告書及合併財務報表案。2. 本公司2019年度盈餘分配表案。(三)討論營選舉事項:1. 修訂本公司「公司章程」案。(以股東會特別決議通過)
- 言言及合作对榜報及来。2. 本公司2019年度盈縣方配及来。(三)到爾宣達學事項、1. 修引本公司、公司单程」来。(八版來曾行列決議通過) 2. 修訂本公司「股東會議事規則」業。3. 改選董事業。4. 解除本公司新選任董事競業禁止之限制業。(四)臨時動議。 二、董事會決議分派: 現金股利每股配發3. 7元。 三、本次選任董事7人(含獨立董事3人),採候選人提名制,董事候選人名單為FOXCONN (FAR EAST) LIMITED 代表人 徐文一、FOXCONN (FAR EAST) LIMITED 代表人 游哲宏、FOXCONN (FAR EAST) LIMITED 代表人 院慶羽、牟忠信;獨立董事候選人名單為邱晃泉、丁鴻勳、林盈杉;查詢其學經歷等相關資料,請至公開資訊觀測站公告查詢(網址:http://mops. twse. com. tw/mops/web/t146sb10) ,「公告種類」請點
- 四、本次股東會若有公司法第172條規定之召集事由,其主要內容,請逕至公開資訊觀測站(http://mops. twse. com. tw)點選『基本資料』項下『電子書』之『年報及股東會相關資料(含存託憑證資料)』,輸入公司代號(或簡稱)及年度,點選『議事手冊及會議補充資料』或『股東會 各項議案參考資料』查詢。
- 石·保險米》与 1947 直 1940 五、依公司法第165條規定,自2020年4月17日至2020年6月15日止停止股票過户。 六、除於公開資訊觀測站公告外,特函奉達,並隨附股東會出席簽到卡及委託書各乙份,至希 查照撥冗出席, 貴股東如親自出席時,請填具 第三聯出席簽到卡(無須寄回),於開會當日攜往會場報到出席。若奏託代理人出席時,請填具第四聯委託書後全聯折疊寄回,並請於開會五日前送達本公司股務代理人福邦證券股份有限公司股務代理部,俟經該部於出席簽到卡內加蓋登記章,仍寄交 貴股東或 貴股東代理人收執,以憑出席股東會,如 貴股東或 貴股東代理人於開會前一天仍未收到出席簽到卡,請於開會當天攜帶身分證正本及印鑑至會場辦理出
- 七、本次股東會若有委託書徵求人,本公司依規定擬將委託書徵求書面資料彙總於2020年5月15日前上傳財團法人中華民國證券暨期貨市場發展基金會(證基會網址:http://free.sfi.org.tw)。投資人進入該網址後,請於「委託書免費查詢系統」輸入證券代號/公司查詢。 八、本次股東會股東得以電子方式行使表決權,行使期間為:自2020年05月16日至2020年06月12日止,請逕登入臺灣集中保管結算所股份有限公司「股東e票通」網頁,依相關說明投票【網址:https://www.stockvote.com.tw】。 九、本次股東會委託書統計驗證機構為福邦證券股份有限公司股務代理部。 十、散號、本紹撰理及為意。
- 十、敬請 查照辦理為荷。

此 致 貴股東

訊芯科技控股股份有限公司 董事會



委託書使用須知

- 一、股東親自出席者,不得以另一部份股權委託他人代理,委託書與出席簽到卡均簽名或蓋章者,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。
- 二、委託書之委託人、徵求人及受託代理人,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。
- 三、應使用本公司印發之委託書用紙,且一股東以出具一委託書,並以委託一人為限。
- 四、委託出席者請詳填受託代理人或徵求人戶號、姓名、身分證字號、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, 簽名或蓋章欄內簽名或蓋章即可。
- 五、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,或參考公司彙總公告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。
- 六、委託書送達公司後,股東敬親自出席股東會或欲以電子方式行使表決權者,至遲應於股東會開會二日前,以書面向公司為撤銷委託之通知;逾期 撤銷者,以委託代理人出席行使之表決權為準。
- 七、委託書最遲應於開會五日前送達本公司股務代理人福邦證券股份有限公司股務代理部。