





修正條文 ( <u>中文僅供參考</u> )	現行條文 ( <u>中文僅供參考</u> )	修正說明
2.4 shall not apply in the event that new shares are issued due to the following reasons or for the following purposes: (a) in connection with a Merger, Spin-off, Share Swap or pursuant to any reorganization of the Company; (b) in connection with meeting the Company's obligations under share subscription warrants and/or options, including those rendered in Articles 2.8 and 2.10 hereof; (c) in connection with the issue of Restricted Shares in accordance with Article 2.5 hereof; (d) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire shares; (e) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire shares; (f) in connection with the issue of shares in accordance with Article 13.7; or (g) in connection with Private Placement of the securities issued by the Company.	2.4 shall not apply in the event that new shares are issued due to the following reasons or for the following purposes: (a) in connection with a Merger, spin-off, or pursuant to any reorganization of the Company; (b) in connection with meeting the Company's obligations under share subscription warrants and/or options, including those rendered in Articles 2.8 and 2.10 hereof; (c) in connection with the issue of Restricted Shares in accordance with Article 2.5 hereof; (d) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire shares; (e) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire shares; (f) in connection with the issue of shares in accordance with Article 13.7; or (g) in connection with Private Placement of the securities issued by the Company.	
11.4於不違反法律及章程第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大決議之許可： (a) 辦得分派之股利及/或紅利及/或其他第16條所定款項補充資本； (b) 合併（除符合法律所定義之「吸收合併」及/或「新設合併」僅須特別決議即可）及/或股份轉換或分割； (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； (d) 讓與其全部或主要部分之營業或財產；或 (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。	11.4於不違反法律及章程第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大決議之許可： (a) 辦得分派之股利及/或紅利及/或其他第16條所定款項補充資本； (b) 合併（除符合法律所定義之「吸收合併」及/或「新設合併」僅須特別決議即可）或分割； (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； (d) 讓與其全部或主要部分之營業或財產；或 (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。	配合臺灣證券交易所股份有限公司中華民國108年12月25日臺證上二字第1080023568號修訂之「外國發行人註冊地國股東權益保護事項檢查表」，約定股份轉換應經股東大會之重大決議。
11.4 Subject to the Law, Article 11.5 and Article 11.6, the following actions by the Company shall require the approval of the Members by a Supermajority Resolution: (a) effecting any capitalization of distributable Dividends and/or bonuses and/or any other amount prescribed under Article 16 hereof; (b) effecting any Merger (except for any Merger which falls within the definition of "merger" and/or "consolidation" under the Law, which requires the approval of the Company by Special Resolution only), Share Swap, or Spin-off of the Company; (c) entering into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract; (d) the transferring of the whole or any essential part of the business or assets of the Company; or (e) acquiring or assuming the whole business or assets of another person, which has a material effect on the Company's operation.	11.4 Subject to the Law, Article 11.5 and Article 11.6, the following actions by the Company shall require the approval of the Members by a Supermajority Resolution: (a) effecting any capitalization of distributable Dividends and/or bonuses and/or any other amount prescribed under Article 16 hereof; (b) effecting any Merger (except for any Merger which falls within the definition of "merger" and/or "consolidation" under the Law, which requires the approval of the Company by Special Resolution only) or spin-off of the Company; (c) entering into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract; (d) the transferring of the whole or any essential part of the business or assets of the Company; or (e) acquiring or assuming the whole business or assets of another person, which has a material effect on the Company's operation.	
11.6本條中譯文未變動。	11.6本條中譯文未變動。	將本條 demerger 一詞修改為 Spin-off，中譯文未變動。
11.6 For so long as the shares are listed on the TSE, if the Company proposes to undertake: (a) a merger or consolidation which will result in the Company being dissolved; (b) a sale, transfer or assignment of all of the Company's businesses and assets; (c) a Share Swap; or (d) a Spin-off, which would result in the termination of the Company's listing on the TSE, and where (in the case of (a) above) the surviving entity, (in the case of (b) above) the transferee, (in the case of (c) above) the entity whose shares has been allotted or who pays cash or uses its assets as the consideration in exchange for the Company's shares and, (in the case of (d) above) the existing or newly incorporated spin-off company is not a listed company on the TSE or Taipei Exchange, then in addition to any requirements to be satisfied under the Law, such action shall be first approved by a resolution passed by Members holding two-thirds or more of the votes of the total number of issued shares of the Company.	11.6 For so long as the shares are listed on the TSE, if the Company proposes to undertake: (a) a merger or consolidation which will result in the Company being dissolved; (b) a sale, transfer or assignment of all of the Company's businesses and assets; (c) a share swap; or (d) a demerger (spin-off), which would result in the termination of the Company's listing on the TSE, and where (in the case of (a) above) the surviving entity, (in the case of (b) above) the transferee, (in the case of (c) above) the entity whose shares has been allotted or who pays cash or uses its assets as the consideration in exchange for the Company's shares and, (in the case of (d) above) the existing or newly incorporated spin-off company is not a listed company on the TSE or Taipei Exchange, then in addition to any requirements to be satisfied under the Law, such action shall be first approved by a resolution passed by Members holding two-thirds or more of the votes of the total number of issued shares of the Company.	
19.6 本條中譯文未變動。	19.6 本條中譯文未變動。	將本條 share swap 及 spin-off 改為大寫名詞定義 Share Swap 及 Spin-off，中譯文未變動。
19.6 The following matters shall be stated in the notice of a general meeting, with a summary of the major content to be discussed, and shall not be proposed as an extemporary motion: (omitted) (e) (i) dissolution, Merger, Share Swap or Spin-off, (ii) entering into, amending, or terminating any Lease Contract, Management Contract or Joint Operation Contract, (iii) transfer of the whole or any essential part of the business or assets of the Company, and (iv) acquisition or assumption of the whole of the business or assets of another person, which has a material effect on the operations of the Company. (omitted)	19.6 The following matters shall be stated in the notice of a general meeting, with a summary of the major content to be discussed, and shall not be proposed as an extemporary motion: (omitted) (e) (i) dissolution, Merger, share swap or spin-off, (ii) entering into, amending, or terminating any Lease Contract, Management Contract or Joint Operation Contract, (iii) transfer of the whole or any essential part of the business or assets of the Company, and (iv) acquisition or assumption of the whole of the business or assets of another person, which has a material effect on the operations of the Company. (omitted)	
27.1 於不違反法律規範下，股東會決議下列任一事項時，除會議前已以書面通知外，並應通知該事項之意思表示，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購其所持有之股份： (a) 公司被轉讓、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； (b) 公司轉讓其全部或主要部分的營業或財產，但公司轉讓其所為之轉讓，不在此限； (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； (d) 公司擬進行分割、合併、股份轉換或/或 (e) 公司擬將承受人全部財產和負債，或繼續讓與其全部財產和負債。	27.1 於不違反法律規範下，股東會決議下列任一事項時，除會議前已以書面通知外，並應通知該事項之意思表示，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購其所持有之股份： (a) 公司被轉讓、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； (b) 公司轉讓其全部或主要部分的營業或財產，但公司被轉讓其所為之轉讓，不在此限； (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。	配合臺灣證券交易所股份有限公司中華民國108年12月25日臺證上二字第1080023568號修訂之「外國發行人註冊地國股東權益保護事項檢查表」，修改有關異議股東收購請求權之規定。
27.1 Subject to compliance with the Law, in the event any of the following resolutions is passed at general meetings, any Member who has abstained from voting in respect of such matter and expressed his dissent therefor, in writing or verbally (with a record), before or during the meeting, may request the Company to purchase all of his shares at the then prevailing fair price: (a) the Company proposes to enter into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract; (b) the Company transfers the whole or an essential part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; (c) the Company acquires or assumes the whole business or assets of another person, which has a material effect on the operation of the Company; (d) the Company proposes to undertake a Spin-off, Merger or Share Swap; or (e) the Company generally assumes all the assets and liabilities of another person or generally assigns all its assets and liabilities to another person	27.1 Subject to compliance with the Law, in the event any of the following resolutions is passed at general meetings, any Member who has notified 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 to purchase all of his shares at the then prevailing fair price: (a) the Company proposes to enter into, amend, or terminate any Lease Contract, Management Contract or Joint Operation Contract; (b) the Company transfers the whole or an essential part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or (c) acquires or assumes the whole business or assets of another person, which has a material effect on the operation of the Company.	
27.2 在不違反法律之情形下，依本章程第27.1條規定之股東（下稱「異議股東」），應於股東會決議日起二十日內以書面提出，並列明請求收購價格，公司應自股東會決議日起九十日內支付價款，如自股東會決議日起九十日內，公司與	27.2 於公司營業被分割或進行合併之情況下，於作成分割或合併決議之股東會前或股東會中，以書面表示異議，或以口頭表示異議紀錄，且已要求收購之股東，得要求公司以當時公平價格收購其所持有之股份。	配合臺灣證券交易所股份有限公司中華民國108年12月25日臺證上二字第1080023568號修訂之「外國發行人註冊地

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異議股東未就收購價格達成協議者，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價格者，視為同意異議股東請求收購之價格。	27.2 Without prejudice to the Law, any Member exercising his rights in accordance with Article 27.1 (the "Dissenting Member") shall, within twenty (20) days from the date of the resolution passed at the general meeting, give his written notice of objection with the repurchase price proposed by him. If the Company and the Dissenting Member agree on a price at which the Company will purchase the Dissenting Member's shares, the Company shall make the payment within ninety (90) days from the date of the resolution passed at the general meeting. If, within ninety (90) days from the date of the resolution passed at the general meeting, the Company and the Dissenting Member fail to agree on a price at which the Company will purchase the Dissenting Member's shares, the Company shall pay the fair price it deems fit to the Dissenting Member within ninety (90) days from the date of the resolution passed at the general 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 deemed to agree on the repurchase price proposed by such Dissenting Member.	國股東權益保護事項檢查表」，修改有關異議股東收購請求權之規定。
27.2 在不違反法律之情形下，異議股東與公司間就異議股東持有股份之收購價格，自股東會決議日起六十日內未達成協議者，公司應於此期間經過三十日內，以全體未達成協議之異議股東為相對人，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院為第一審管轄法院。	(新增條文)	
繼有前述本章程第27條之規定，本條之規定不得創設或禁止股東依法請求第238條之規定，於裁判時應表示異議時，請求支付其股份公平價格之權利。	(Newly added)	
27.3 Without prejudice to the Law, if, within sixty (60) days from the date of the resolution of the general meeting, the Company and the Dissenting Member fail to agree on a price at which the Company will purchase such Dissenting Member's shares, then, within thirty (30) days 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 Members for a determination of the fair price of the shares held by all the Dissenting Members. The Taiwan Taipei District Court, ROC, may be the court of the first instance for this matter.		
Notwithstanding the above provisions under this Article 27, nothing under this Article shall restrict or prohibit a Member from exercising his right under section 238 of the Law to payment of the fair value of his shares upon dissenting from a merger or consolidation.		
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，該董事應對相關之董事會說明其自身利益關係之性質及重要內容；公司擬進行本章程第27.1條所定交易或依適用法律進行其他併購，董事經該董事會或自身利益關係時，應依適用法律於相關之董事會及股東會說明其自身利益關係之重要內容及併購或反對該等交易之理由。	46.5 Notwithstanding anything to the contrary contained in this Article 46, a Director who has a personal interest in the matter under discussion at a meeting of the Directors shall declare the nature of and the essential contents of his interest at the relevant meeting of the Directors. If the Company proposes to enter into any transaction specified in Article 27.1 or effect other forms of mergers and acquisitions in accordance with Applicable Law, a Director who has a personal interest in such transaction shall declare the essential contents of such personal interest and the reason why he believes that the transaction is advisable or not advisable at the relevant meeting of the Directors and the general meeting as required by the Applicable Law.	
62.1 審計委員會應依公開發行公司規則之規定行使職權，下列事項應經審計委員會全體成員二分之一以上同意，並經董事會決議：.....（以下省略顯示。）	審計委員會應依公開發行公司規則之規定行使職權，下列事項應經審計委員會全體成員二分之一以上同意，並經董事會決議：.....（以下省略顯示。）	修改條文。
62.1 The Audit Committee shall have the responsibilities and powers as specified under the Applicable Public Company Rules. Any of the following matters of the Company shall require the consent of one-half or more of all Audit Committee members and be submitted to the Board for resolution:.....(The following content omitted.)	The Audit Committee shall have the responsibilities and powers as specified under the Applicable Public Company Rules. Any of the following matters of the Company shall require the consent of one-half or more of all Audit Committee members and be submitted to the Board for resolution:.....(The following content omitted.)	
62.2 於不違反法律情形下，董事會決議本章程第27.1條所定事項或依適用法律進行其他併購前，應由審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；依適用法律規定如應經股東會決議者，不得拒絕股東會。審計委員會進行審議時，應邀請獨立專家就該比例或股份股東之現金或其他財產之合理性提供意見，審計委員會之審議結果及獨立專家之合理性意見，應於該次股東會召集通知時，一併發送股東；但依適用法律規定併購需經股東會決議者，應於最近一次股東會就併購事項提出報告，而應發送股東之文件，應公司於證券主管機關指定之網站公告同一時間，並備置於股東會場所供股東查閱，對於股東應為已發送。	(新增條文)	配合臺灣證券交易所股份有限公司中華民國108年12月25日臺證上二字第1080023568號修訂之「外國發行人註冊地國股東權益保護事項檢查表」，新增併購時發生利害關係之處理程序。
62.2 Subject to compliance with the Law, before the meeting of the Directors resolves any matter specified in Article 27.1 or other mergers and acquisitions in accordance with the Applicable Law, the Audit Committee shall review the fairness and reasonableness of the relevant merger and acquisition plan and transaction, and report its review results to the meeting of the Directors and the general meeting; provided, however, that such review results need not be submitted to the general meeting if the approval of the Members is not required under the Applicable Law. When the Audit Committee conducts the review, it shall engage an independent expert to issue an opinion on the fairness of the share exchange ratio, cash consideration or other assets to be offered to the Members. The review results of the Audit Committee and the fairness opinion issued by the independent expert shall be distributed to the Members, along with the notice of the general meeting; provided, however, that the Company can only report matters relating to such merger and acquisition at the next following general meeting if the approval of the Members is not required under the Applicable Law. Such review results and fairness opinion shall be deemed to have been uploaded onto the website designated by Taiwan securities authority and made available to the Members for their inspection and review at the venue of the general meeting.	(Newly added)	

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台北市中正區忠孝西路一段6號6樓

4D

貼票  
請郵

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 收

市縣區鄉鎮村路街段巷弄號之（樓）

寄件人： 誠

## 開會通知書

- 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年度現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年度營業報告及合併財務報表案。2. 本公司2019年度盈餘分配表案。(三)討論暨選舉事項：1. 修訂本公司「公司章程」案。(以股東會特別決議通過)2. 修訂本公司「股東會議事規則」案。3. 改選董事案。4. 解除本公司新選任董事競業禁止之限制案。(四)臨時動議。
- 董事會決議分派：現金股利每股配發3.7元。
- 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 倪慶羽、牟忠信；獨立董事候選人名單為邱晃泉、丁鴻勳、林盛杉；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」請點選「採候選人提名制選任董監事相關公告（上市櫃及興櫃公司）」。
- 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。
- 依公司法第165條規定，自2020年4月17日至2020年6月15日止停止股票過戶。
- 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。若委託代理人出席時，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席。
- 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。
- 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>】。
- 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。
- 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



敬啟

## 委託書使用須知

- 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。
- 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。
- 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。
- 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。
- 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。
- 委託書送達公司後，股東欲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。
- 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。