

委託書使用須知
INSTRUCTION OF THE USE OF PROXIES

- 一、股東親自出席者，不得以另一部份股票委託他人代理...
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中華民國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...
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...
六、委託書送達公司後，股東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...
七、委託書最遲應於開會五日前送達本公司服務代理人...

附件：私募普通股說明
Attachment: The private placement:
1. 為擴大公司經營規模，引進策略性股東，擬辦理現金增資私募普通股案，相關原則及詳細說明，請參閱下列：
1. To expand the business scale and engage with strategic investors, the Company proposed to issue new common stock through private placement under the principles and details stated as follows:
一、私募價格訂定之依據及合理性：
本公司私募價格訂定：應以不低於本公司定價日前下列二基準計算較高者之八成為依據...
二、辦理私募之必要理由：
(1) 應擴大經營規模之必要理由：考慮本公司係為引進策略性投資者，並擬開拓產品市場，以增進營運績效...
(2) 私募辦理、私募資金用途及預計達成效益：以不超過壹仟萬股私募普通股為限...

在股東會決議之日起一年內辦理，股票如因實際籌資有分次辦理之必要，擬請股東會授權董事會自股東會決議本私募案之日起一年內分次辦理之，分次辦理之私募案每股價格不得低於前次私募案每股價格...
III. The necessity of private placement:
(1) Reasons for conducting non-public offerings: Considering the Company's purposes to solicit strategic investors, strengthen and broaden product market for increased competitiveness...
(2) The amount of shares issued and the capital usage plan and projected benefits of private placement: The issuance shall be within the limit of 10,000,000 common shares and conducted within a year starting from the date of the shareholder's meeting resolution...
2. 本次私募新股之權利義務：本次私募之普通股，權利義務原則上與本公司已發行之普通股相同...
3. 有關本次私募有關證券相關事宜，除私募定價函外，包括實際私募股數、實際私募價格、應募人之選擇、審定日、發行條件、計劃期間、資金用途等事項，預計效益等一切有關私募發行計劃之事項，擬請股東會授權董事會全權處理...
4. It is proposed to authorize Chairman to represent the Company to sign, negotiate and modify any contract and document with regard to this private placement plan and handle any issues regarding this matter.

委託書 Proxy Statement
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106年6月15日舉行之股東常會，代理人並依下列授權行使股東權利：
I appoint (fill in name of person) with the ticketed authorization (option 1 or 2) to proceed in 2017 Annual General Meeting of Members of BizLink Holding Inc. on June 15, 2017:
(一)代理本股東就會議事項行使股東權利。(全權委託/Option 1: Full authority to vote and act for the undersigned.
(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，下列議案如有未選者，視為對該議案表示承認或贊成。Option 2: Full authority, to vote and act for the undersigned on the topics designated below. The acts will be considered recognized or agreed if the below boxes are left unchecked.
1. 承認105年度決算表冊案。Adoption of the 2016 CPA Audited Financial Statements
(1)承認For (2)反對Against (3)棄權 Abstain
2. 承認105年度盈餘分配案。Adoption of the 2016 Earnings Distribution Proposal
(1)承認For (2)反對Against (3)棄權 Abstain
3. 「取得或處份資產處理程序」修訂案。Approval of the amendments to the "Procedures Governing the Acquisition and Disposal of Assets"
(1)贊成For (2)反對Against (3)棄權 Abstain
4. 本公司擬辦理國內現金增資發行普通股及/或現金增資發行普通股與發行海外存託憑證案。Issuance of new common shares for cash and/or issue new common shares for cash to sponsor the GDRs Offering
(1)贊成For (2)反對Against (3)棄權 Abstain
5. 本公司擬辦理現金增資私募普通股案。Issuance of new common shares for cash through private placement
(1)贊成For (2)反對Against (3)棄權 Abstain
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，但服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。
In the case that both options in the prior section are checked, or none checked, the proxy agents, except institutional proxy agents, are considered fully authorized to vote and act in the meeting. Institutional stock agents are restricted to voting, and only on items listed in the prior section.
三、本股東代理人得對會議臨時事宜全權處理之。The proxy agent will be fully authorized for the questions and actions.
四、請將出席證(或出席簽到卡)寄交代理人收執，如屆時改期開會，本委託書仍屬有效(限此一會期)。Please submit the Attendance Card to the proxy agent; this Proxy statement remains effective if the meeting is postponed.
此致
BIZLINK HOLDING INC.
To Bizlink Holding Inc.
授權日期 年 月 日
Date of Authorization:
徵求場所及人員簽章處：

一、委託人(股東) Proxy by (Shareholder)
股東戶號 No.
姓名 Name
徵求人 Solicitor
姓名 Name
受託代理人 Proxy agent
姓名 Name
地址 Address
二、實得票數、最高給檢舉獎金五萬元，檢舉電話：02-2547-3737
三、禁止交付現金或他利之委託書，可檢附具體證據，經查證屬實者，最高給檢舉獎金五萬元，檢舉電話：02-2547-3737

第五聯：委託書貴股東如委託代理人出席請填妥此聯寄回。
簽名或蓋章 Sign or Seal
簽名或蓋章 Sign or Seal
簽名或蓋章 Sign or Seal

BIZLINK HOLDING INC. 一〇六年股東常會
Notice of the 2017 Annual General Meeting of BizLink Holding Inc.
一、茲訂於一〇六年六月十五日(星期四)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)，假新北市中和區中正路726號A棟B2會議室，召開一〇六年股東常會。會議主要內容：(一)報告事項：1. 105年度營運狀況報告。2. 審計委員會審查105年度決算表冊報告。3. 本公司及子公司105年度資金貸與及背書保證辦理情形。4. 募集與發行海外第一次無擔保轉機公司債相關情形報告。5. 105年度員工及董監酬勞分派情形報告。(二)承認事項：1. 承認105年度決算表冊案。2. 承認105年度盈餘分配案。(三)討論事項：1. 「取得或處份資產處理程序」修訂案。2. 本公司擬辦理國內現金增資發行普通股及/或現金增資發行普通股與發行海外存託憑證案。3. 本公司擬辦理現金增資私募普通股案(詳第五聯上方說明)。(四)臨時動議。
The 2017 Annual General Meeting of BizLink Holding Inc. (the "meeting") will be held on June 15th, 2017 at 9:00 am Taiwan time, B2 Meeting Room, No. 726 Zhongzheng Rd., Zhonghe Dist., New Taipei City, Agenda of the meeting: I. Announcements: (1) Business review of 2016, (2) Audit committee's review report on 2016 Consolidated Financial Statements. (3) Status report for loaning of company funds and endorsements and guarantees. (4) Status report for the First Unsecured Overseas Convertible Bonds Issuance. (5) Status report for 2016 Employee Bonus and Directors Remuneration. II. Resolutions: (1) Adoption of 2016 CPA Audited Financial Statements. (2) 2016 Earnings Distribution Proposal. III. Discussion Items: (1) Amendments to "Procedures Governing the Acquisition and Disposal of Assets" (2) Issuance of new common shares for cash and/or issue new common shares for cash to sponsor the GDRs Offering. (3) Issuance of new common shares for cash through private placement. IV. Extempore Motion.
二、一〇五年度盈餘分配案，業經本公司董事會通過，本次盈餘分配案擬分配普通股現金股利總數為美金22,337,444.56元(折合約新台幣720,715,415元)，依105年12月31日之流通在外股數計算，現金股利每股約分派美金0.216954元(約新台幣7元)。
The earning appropriation is approved by the Board of Directors based on the total outstanding shares as of 12/31/2016 and includes a cash dividend of US\$0.216954 (or NTS 7).
三、依公司法第165條規定，自106年4月17日至106年6月15日止停止股票過戶。
Pursuant to Article 165 of the Company Law, the shareholder register will be closed from April 17 to June 15, 2017.
四、除於公開資訊觀測站公告外，特函奉達，並隨附股東會出席通知書及委託書各乙份，至希 查照撥冗出席， 貴股東如親自出席時，請填具第二聯出席通知書暨第三聯出席簽到卡(無須寄回)，於開會當日攜往會場報到出席。若委託他人出席時，請填具第五聯委託書後全聯寄回，並請於開會五日前送達本公司服務代理人福邦證券股份有限公司服務代理部，俟經該部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。
Please find enclosed the "Notice of Attendance" and "Proxy Statement." If you intend to personally attend the meeting, please sign or place your seal in the "Notice of Attendance" column. Shareholders may sign or place their seal in the "Proxy Statement" column to appoint a proxy to attend the meeting on his or her behalf and execute power of attorney in writing. Please fill in the "Proxy Statement" and deliver to the Company's stock agency, Grand Fortune Securities Co., Ltd. Transfer Agent (6F, No. 6, Sec. 1, Zhongxiao W. Rd., Zhongzheng Dist., Taipei City 100, Taiwan (R.O.C.)), no later than, June 9, 2017, 5 days prior to the meeting date.
五、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編於106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，請點選「查詢委託書公告開會資料由此進入」項目查詢相關資料。
The company will compile a summary statement of the relevant information provided by shareholders through solicitation of the proxy and disclose the content in the website of Securities & Futures Institute (SFI) on May 15 2017. Shareholders can navigate to SFI's web page (http://free.sfi.org.tw) to view relevant information. (TWSE code: 3665)
六、本次股東會股東得以電子方式行使表決權，行使期間為：自106年5月16日至106年6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：www.stockvote.com.tw】。
Shareholders may exercise their voting rights through the STOCKVOTE platform of Taiwan Depository & Clearing Corporation (http://www.stockvote.com.tw) during the period from May 16 to June 12, 2017.
七、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服務代理部。
The proxies shall be tallied and verified by the Grand Fortune Securities Co., Ltd. Transfer Agent.
八、敬請 查照辦理為荷。Please note and act accordingly.

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