

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

- 一、股東親自出席者，不得以另一部份股權委託他人代理，委託書與親自出席通知書均簽名或蓋章者，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。
If the Company receives both signed proxy and attendance notices from the Shareholder, the company will assume the Shareholder will attend the meeting. The Proxy will only be able to attend after presentation of a proxy statement from the Shareholder.
- 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。
The format and content of proxy statements and the use of Proxies shall be conducted in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies and Article 177 of the Taiwan Company Law.
- 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。
Only Proxy forms issued by the Company will be accepted.
- 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。
The solicitor or proxy agent will be required to provide their name, identification number, and address as well as the Shareholder's account number before signing or sealing the proxy statement.
- 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。
Before accepting the proxy solicitation, the shareholder should research the proxy candidates' background, via the meeting handbook. This will provide clarity in regards to the director election and help ensure your best interests are communicated.
- 六、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。
In case a Shareholder who has submitted a proxy appointing a person as his or her proxy to attend the general meeting on his or her behalf intends to attend the general meeting in person or to submit his votes by way of a written ballot or by way of electronic transmission, he shall, at least 2 days prior to the date of the meeting, revoke such proxy. If a Shareholder who has submitted a proxy does not submit such a revocation before the prescribed time, the appointment of that person as his or her proxy and the vote casted by that person as his or her proxy shall prevail.
- 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。
The written proxy shall be submitted to the Company's stock agency, Grand Fortune Securities Co., Ltd., no later than June 6, 2019, 5 days prior to the meeting date.

委託書 Proxy Statement		委託人(股東) Proxy by (Shareholder)		編號 No.
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108年6月12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 2019 Annual General Meeting of Members of BizLink Holding Inc. on June 12, 2019: <input type="checkbox"/> (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. <input type="checkbox"/> (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。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107年度決算案。Adoption of the 2018 CPA Audited Financial Statements (1) 承認 For (2) 反對 Against (3) 棄權 Abstain 2. 承認107年度盈餘分配案。Adoption of the 2018 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。Amendments to the "Procedures Governing the Acquisition and Disposal of Assets" (1) 贊成 For (2) 反對 Against (3) 棄權 Abstain 4. 「資金貸與他人作業程序」修訂案。Amendments to the "Procedures for Lending Funds to Other Parties" (1) 贊成 For (2) 反對 Against (3) 棄權 Abstain 5. 「背書保證作業程序」修訂案。Amendments to the "Procedures for Endorsement & Guarantee" (1) 贊成 For (2) 反對 Against (3) 棄權 Abstain 6. 章程大綱和章程部份條文修訂案。Amendments to the Company's "Memorandum and Articles of Association" (1) 贊成 For (2) 反對 Against (3) 棄權 Abstain 7. 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 8. 補選一席董事(第4屆)。By-election of Directors 9. 討論解除新任董事及其代表人就業禁止之限制案。The release of the prohibition on directors or their representatives from participation in competitive businesses. (1) 贊成 For (2) 反對 Against (3) 棄權 Abstain 二、本股東未於前項 <input type="checkbox"/> 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。 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、本股務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，如因故延期開會，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:	股東戶號 No. 戶名 Name 徵求人 Solicitor 戶號 No. 姓名 Name 受託代理人 Proxy agent 戶號 No. 姓名 Name 委託書編號 ID No. 住址 Address	簽名或蓋章 Sign or Seal 簽名或蓋章 Sign or Seal 簽名或蓋章 Sign or Seal	3W 第五聯：委託書(貴股東如委託代理人出席請填妥此聯寄回)	
	一、發現違法取得或使用委託書，可檢附具體證據，向集保結算所檢舉，經查證屬實，最高給予檢舉獎金五萬元，檢舉電話：02-2547-3737。 禁止交付現金或其他利益之價額委託書行為。			
	徵求場所及人員簽章處：		經辦：	
	BizLink Holding Inc. 一〇八年股東常會 Notice of the 2019 Annual General Meeting of BizLink Holding Inc.			

徵求場所及人員簽章處： 經辦：

BizLink Holding Inc. 一〇八年股東常會
Notice of the 2019 Annual General Meeting of BizLink Holding Inc.

一、茲訂於一〇八年六月十二日(星期三)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，召開一〇八年股東常會。會議主要內容：
 (一)報告事項：1. 107年度營運狀況報告。2. 審計委員會審查107年度決算表冊報告。3. 本公司及子公司107年度資金貸與及背書保證辦理情形。4. 募集與發行海外第二次無擔保轉換公司債相關情形報告。5. 107年度員工及董事酬勞分派情形報告。(二)承認事項：1. 承認107年度決算案。2. 承認107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. 「資金貸與他人作業程序」修訂案。3. 「背書保證作業程序」修訂案。4. 章程大綱和章程部份條文修訂案。5. 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。(四)選舉事項：補選一席董事(第4屆)。(五)其他議案：討論解除新任董事及其代表人就業禁止之限制案。(六)臨時動議。
 The 2019 Annual General Meeting of BizLink Holding Inc. (the "meeting") will be held on June 12th, 2019 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 2018. (2) Audit committee's review report on 2018 Consolidated Financial Statements. (3) Status report for loaning of company funds and endorsements and guarantees. (4) Status report for the Second Unsecured Overseas Convertible Bonds Issuance. (5) Status report for 2018 Employee Bonus and Directors Remuneration. II. Resolutions: (1) Adoption of 2018 CPA Audited Financial Statements. (2) 2018 Earnings Distribution Proposal. III. Discussion Items: (1) Amendments to "Procedures Governing the Acquisition and Disposal of Assets" (2) Amendments to "Procedures for Lending Funds to Other Parties". (3) Amendments to the "Procedures for Endorsement & Guarantee". (4) Amendments to the Company's "Memorandum and Articles of Association". (5) Issuance of new common shares for cash and/or issue new common shares for cash to sponsor the GDRs Offering. IV. By-election of Director. V. The release of the prohibition on directors or their representatives from participation in competitive businesses. VI. Extempore Motion.

二、董事會擬議分派：盈餘現金股利每股配發7.5元。
 The earnings appropriation for total outstanding shares as of 12/31/2018 amounting to NTS888,880,553 has been approved by the Board of Directors, resulting in a distributed cash dividend of NTS7.5 (or US\$0.244180) per common share.

三、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，請逕向「採候選人提名制」獨立董事候選人許道德：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」獨立董事相關公告(上市櫃及興櫃公司)。
 The Company adopted the candidate nomination system for the independent director by-election. Please refer to Market Observation Post System at http://mops.twse.com.tw/mops/web/t146sb10 for information on independent director candidate Chin-Teh Hsu's educational background and professional experience.

四、擬依公司法第209條規定，提請股東會同意解除本公司新任董事及其代表人就業禁止之限制。(詳第四聯明細)
 Pursuant to Article 209 of the Company Law, the release on new directors or their representatives from participation in competitive business shall be lifted.

五、本公司股東若有公司法第172條條文之召集事由，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。
 If the Company decides to hold a meeting under Article 172 of the Company Law, electronic files will be posted to the Market Observation Post System at http://mops.twse.com.tw. Please select "Shareholders' Meetings" under the "Electronic Books" tab, enter the year, and click "GO" to find the meeting files corresponding to Company code 3665.

六、依公司法第165條規定，自108年4月14日至108年6月12日止停止股票過戶。
 Pursuant to Article 165 of the Company Law, the shareholder register will be closed from April 14 to June 12, 2019.

七、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。若委託代理人出席時，請填具第五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, no later than June 6, 2019, 5 days prior to the meeting date.

八、本公司股東若有委託書徵求人，本公司依規定擬將委託書徵求書面資料彙總於108年5月10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。
 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 10, 2019. Shareholders can navigate to SFI's web page (http://free.sfi.org.tw) to view relevant information. (TWSE code: 3665)

九、本公司股東應以電子方式行使表決權，行使期間為：自108年5月11日至108年6月9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】。
 Shareholders may exercise their voting rights through the STOCKVOTE platform of Taiwan Depository & Clearing Corporation (https://www.stockvote.com.tw) during the period from May 11 to June 9, 2019.

十、本公司股東委託書統計驗機稿為福邦證券股份有限公司股務代理部。
 The proxies shall be tallied and verified by the Grand Fortune Securities Co., Ltd. Transfer Agent.

十一、敬請 查照辦理為荷。Please note and act accordingly.
 此致
 貴股東
 To Shareholder

M174-Z03W-9102