公司內部人預定轉讓持股申報書【特定人、贈與或信託】

Registration Form for Expected Transfer of Shares Held by a Company Insider 【Specific Person, Gift, or Trust】

(格式二十二之二~二）

(Form:22-2~2)

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| **受文者**  **To** | | | **股份有限公司Co., Ltd.**  **□臺灣證券交易所股份有限公司(上市公司、公開發行公司)Taiwan Stock Exchange Corporation（TWSE listed or Public company）**  **□財團法人中華民國證券櫃檯買賣中心(上櫃、興櫃公司) GreTai Securities Market（GTSM listed, or Emerging stock company）** | | | | | | | | | | | |
| **申報日期**  **Registration Date** | | | | | 年 　月 日  yyyy mm dd | | | | | 股票代號  Stock Code | | 上市TWSE listed:  上櫃GTSM listed：  興櫃Emerging stock：  公開發行公司 Public company： | | |
| **輸入電腦系統申報日期**  **System Input Date** | | | | | 年 　月 日  yyyy mm dd | | | | |
| **主旨**  Subject | | | 茲依證券交易法第二十二條之二第一項第三款之規定，申報本人預定**轉讓所持有之** **股份有限公司股票**之情形，請　查照。  Report to register an expected transfer of **stock I hold in**  **Co, Ltd.** pursuant to Article 22-2, paragraph 1, subparagraph 3 of the Securities and Exchange Act. | | | | | | | | | | | |
| **申報人及預定轉讓持股相關資料**  **Information about the Reporting Person and the expected stock transfer** | | | | | | | | | | | | | **受讓人資料及聲明**  **Transferee information and statement** | |
| 姓名  或  公司名稱  Name or company name |  | | | | | 轉讓對象  Trans-  feree | □特定人  Specific person | **上市、上櫃、興櫃公司之申報人，其轉讓對象除應符合主管機關規定者外，並應檢附相關證明資料。**  **In the case of a Reporting Person of a TWSE listed, GTSM listed, or emerging stock company, the Transferee must comply with the requirements set by the competent authority, and related certifying documents must be attached.**  《填表須知五、六》《Guidelines for Completing the Form 5, 6》 | | | | | **受讓人姓名**  **Full name of Transferee** |  |
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| 統一  編號  Uniform ID number |  | | | | | □受贈人 《填表須知七》  Donee 《Guidelines for Completing Form 7》  □**受託人** 《填表須知七》  **Trustee** 《Guidelines for Completing Form 7》 | | | | | | 統一  編號  Uniform ID number |  |
| 身分  及  關係  Identity and relation-  ship | □董事  Director  □監察人  Supervisor  □大股東  Major shareholder  □經理人  Managerial officer  □法人董事  代表人  Representative of juristic person director  □法人監察人  代表人  Representative of juristic person supervisor  □金控子公司  內部人  Insider of financial holding company subsidiary  □特定人  Specific person | | | □本人  Self  □配偶  Spouse  □未成年子女  Minor child  □利用他人  名義持有者  Nominee shareholder  □**由受託人持**  **有者**  **(保留運用決定權之信託**)  **Shares held by a trustee**  **(under trust with discretion reserved**) | | **預定**  **轉讓日期**  **Expected transfer date** | | | **年　 月　 日**  **yyyy mm　 dd**  （由公司輸入系統之日起，三日內完成轉讓）  (The transfer should be completed within 3 days from the System Input Date.) | | | | 本人已知悉證券交易法第二十二條之二第二項規定。  特此聲明  I know and acknowledge the provisions of Article 22-2, paragraph 2 of the Securities and Exchange Act.  受讓人**(簽名或蓋章)**  **Transferee(Signature or seal)** | |
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| **預定**  **轉讓股數**  **No. of shares expected to be transferred** | | | **自有持股**  **Proprietary shareholding** | |  | |
| **保留運用決定權信託股數**  **No. of shares under trust with discretion reserved** | |  | |
| 目前  持有股數  No. of shares currently held | | | **自有持股**  **Proprietary shareholding** | |  | |
|
| **保留運用決定權信託股數**  **No. of shares under trust with discretion reserved** | |  | |
| **申報人為內部人之關係人或金控子公司內部人者**，請說明內部人之姓名或金控之子公司名稱：  **If the Reporting Person is a related person of the insider or an insider of a financial holding company subsidiary**, specify the name of the insider or the subsidiary: | | | | |
| 轉讓後  持有股數  No. of shares that will be held after the transfer | | | **自有持股**  **Proprietary shareholding** | |  | |
| **就任日期**  **Date assumed position** | |  | | | |
| 選任當時  持有股數  No. of shares held when appointed | | （關係人免填）  (Not required to be filled in for a Related person) | | | | **保留運用決定權信託股數**  **No. of shares under trust with discretion reserved** | |  | |
| 說明Instructions:   1. 本申報書請依背面**『填表須知』**之說明並參考**填表範例**詳細填寫。   Please fully and carefully complete this form in accordance with the **Guidelines for Completing the Form** on the back side of the form, and refer to the **Sample**.   1. 本申報書依證券交易法第二十二條之二第一項第三款規定，由公司輸入系統之日起，三日內完成轉讓。   This form is subject to the provisions of Article 22-2, paragraph 1, subparagraph 3 of the Securities and Exchange Act. The transfer should be completed within 3 days from the System Input Date.   1. **上市、上櫃、興櫃公司之申報人，其轉讓對象除應符合主管機關規定者外，並應檢附相關證明資料。**   **The transferee of the TWSE-listed, GTSM-listed, or emerging stock** **company's Reporting Person must comply with the requirements set by the competent authority, and related certifying documents must be attached.**  四、金融控股公司之子公司內部人（董事、監察人、經理人之本人及其配偶、未成年子女或利用他人名義）所持有之金融控股公司股份，轉讓前亦須依規定輸入申報。  An insider (a director, supervisor, or managerial officer, or a spouse, minor child, or nominee shareholder thereof) of a subsidiary of a financial holding company is also required to file this form and report online before transferring any stock of the financial holding company.  五、**申報人將本表填妥後併同相關資料，應於十七時三十分前送交公司及證交所**〔FAX：02-81013038〕**或櫃買中心**〔FAX：02-23692586〕**。**  **After filling out this form, the Reporting Person should submit it to the Company and the TWSE** (Fax: 02-81013038) **or GTSM** (Fax: 02-23692586) **along with the relevant supporting materials before 5:30 p.m.**  六、公司依據本表，於申報當日十七時三十分前(臺灣當地時間)，將資料輸入「公開資訊觀測站」。  Based on this form, the Company should enter the information into the Market Observation Post System before 5:30 p.m.  (Taiwan local time) on the filing date. | | | | | | | | | | | | | | |
| **申 報 人**(簽名或蓋章)  **Reporting Person**(signature or seal)  聯絡地址Contact address: 聯絡電話Contact telephone | | | | | | | | | | | | | | |

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| **公司內部人預定轉讓持股申報書【特定人、贈與或信託】**  **Registration Form for Expected Transfer of Shares Held by a Company Insider【Specific Person, Gift, or Trust】**  **填表須知** (格式二十二之二~二）  **Guidelines for Completing the Form** (Form:22-2~2)  一、申報人申報轉讓股票之名稱，請填註於『受文者』及『主旨』欄內所預留之空白處，並請於股票代號欄填註股票代號。  The name of the stock of which the Reporting Person is reporting the transfer should be filled in the blank spaces provided in the "To:" and "Re:" fields, and the stock code should be filled in the "Stock Code" field.  二、**申報人將本表填妥後併同相關資料，應於申報當日十七時三十分前(臺灣當地時間)送交公司及證交所**〔FAX：02-81013038〕**或櫃買中心**〔FAX：02-23692586〕**。**  **After filling out this form, the Reporting Person should submit it to the Company and the TWSE (Fax: 02-81013038) or GTSM (Fax: 02-23692586) along with relevant supporting materials before 5:30 p.m. (Taiwan time) on the filing date.**  三、**公司依據本表，於申報當日十七時三十分前(臺灣當地時間)，將資料輸入「公開資訊觀測站」。**  **Based on this form, the Company should enter the information into the Market Observation Post System before 5:30 p.m. (Taiwan local time) on the filing date.**  四、**『申報人資料』"Information about the Reporting Person":**   1. 申報人為個人者，請填姓名及身分證字號；申報人為法人者，請填公司名稱及營利事業統一編號。   If the Reporting Person is an individual, please fill in the person's full name and ID number. If the Reporting person is a juristic person, please fill in the company name and the profit-seeking enterprise uniform ID number.   1. 本申報書『身分及關係』欄所稱內部人，包括發行公司之董事、監察人、經理人及持股超過股份總額10%之股東（大股東）及金融控股公司之子公司內部人；內部人之關係人包括（１）內部人之配偶、未成年子女及利用他人名義持有者及（２）法人董事（監察人）代表人、代表人之配偶、未成年子女及利用他人名義持有者。   For purposes of the "Identity and relationship" field in this Form, "insider" includes any director, supervisor, managerial officer, 10 percent or greater shareholder (major shareholder) of an issuer, or insider of a subsidiary of a financial holding company. "Related person" includes any (1) spouse, minor child, or nominee shareholder, of an insider or (2) representative of a juristic person director (or supervisor), or spouse, minor child, or nominee shareholder of such a representative.   1. 申報人請於『身分及關係』欄之上下欄位分別明確勾註；申報人為內部人之關係人者，並應填明內部人之姓名或名稱（例如監察人林大同，請於『身分及關係』欄勾註🗹監察人╱🗹本人；監察人林大同之配偶吳小玲，請於『身分及關係』欄勾註🗹監察人╱🗹配偶，並填明內部人姓名林大同）。   The Reporting Person should clearly tick the appropriate boxes in the left and right "Identity and relationship" fields. If the Reporting Person is a related person of an insider, the personal or company name of the insider should also be filled in. (For example, a company supervisor named Lin Datong should tick, in the "Identity and relationship" fields, 🗹Supervisor╱🗹Self. Company supervisor Lin Datong's wife Wu Xiaoling should tick, in the "identity and relationship" fields, 🗹Supervisor╱🗹Spouse, and fill in the insider's name: Lin Datong.)   1. **本申報書『就任日期』欄；申報人若為內部人之配偶、未成年子女及利用他人名義持有者，請填寫內部人就任日期；申報人若為「大股東」者，請填寫取得大股東之身份日期**。   **In the "Date assumed position" field of this Registration Form, if the Reporting Person is a spouse, minor child, or nominee shareholder, of an insider, please fill in the date the insider assumed their position; if the Reporting Person is a "major shareholder," please fill in the date that the major shareholder status was obtained.**   1. 申報人如為內部人或法人代表人之關係人時，其『選任當時持有股數』欄可免填。   If the Reporting Person is a related person of an insider or of a juristic person representative, it is not necessary to fill in the field "No. of shares held when appointed."   1. **內部人「保留運用決定權之交付信託股份」轉讓前之申報，申報人除依前述（三）於『身分及關係』欄之上下欄位分別明確勾註外，請於『身分及關係』欄再勾註🗹由受託人持有者(保留運用決定權之信託)。**   **For a report prior to transfer by an insider of "shares placed in trust with discretion reserved," the Reporting Person, in addition to clearly ticking the appropriate boxes in the left and right "Identity and relationship" fields as specified in (3) hereinabove, should also tick "🗹Shares held by a trustee (under trust with discretion reserved)"in the "Identity and relationship field."**  五、證券交易法第二十二條之二第一項第三款所指之『**特定人**』包括左列各款**（上市、上櫃、興櫃公司之申報人，並應檢附相關證明資料）**：**"Specific person"** in Article 22-2, paragraph 1, subparagraph 3 of the Securities and Exchange Act includes those specified in each of the subparagraphs below **(and the TWSE-listed, GTSM-listed, or emerging stock company's Reporting Person should attach related certifying documents):**  （一）公開發行公司之股票未在證券交易所上市且未於證券商營業處所買賣者，其受讓特定人限定為對公司財務、業務有充分了解，具有資力，且非應公開招募而認購者。  In the case of stock of a public company that is not listed on the Taiwan Stock Exchange Market nor traded on the GreTai Securities Market, the specific person to whom the stock is transferred must meet the requirements of fully understanding the company's finances and business, possessing financial strength, and purchasing the securities otherwise than in response to a public offer.  （二）上櫃、興櫃公司，其受讓特定人限定為證券自營商及以同一價格受讓之該公司全體員工。  In the case of stock of a GTSM listed or emerging stock company, the specific person to whom the stock is transferred must be a securities dealer or be all of the issuing company's employees, to whom the stock is transferred at the same price.  （三）上市公司，其受讓特定人限定為以同一價格受讓之該公司全體員工。  In the case of stock of a TWSE listed company, the specific person to whom the stock is transferred must be all of the issuing company's employee's, to whom the stock is transferred at the same price.  （四）依公營事業移轉民營條例規定移轉股權者，其受讓特定人除適用前三款外，並包括該條例第六條及其施行細則第八條所訂之特定對象。  In the case of shareholding transferred under the Act for Privatization of Government-Owned Enterprises, the specific persons to whom the stock is transferred may include, in addition to those in the preceding three subparagraphs, the specific counterparties specified in Article 6 of that Act and Article 8 of its Enforcement Rules.  （五）華僑或外國人依華僑回國投資條例或外國人投資條例報經經濟部或所授權或委託之機關、機構核准轉讓予其他華僑或外國人者。  Overseas Chinese or foreign nationals to whom shareholding is transferred by other overseas Chinese or foreign nationals subject to application to and approval by the Ministry of Economic Affairs or its authorized or delegated agencies or institutions pursuant to the Act for Investment by Overseas Chinese or Act for Investment by Foreign Nationals.  （六）依證券交易法第四十三條之一第二項至第四項進行公開收購之公開收購人。  An offeror conducting a public tender offer under Article 43-1, paragraphs 2 to 4 of the Securities and Exchange Act.   1. 股票認售權證及股票選擇權，因履約轉讓所屬公司發行之股票，其受讓特定人在認售權證為該商品之發行人、在股票選擇權為台灣期貨交易所股份有限公司所指定取得標的證券之人。   In the case of stock of the issuer of stock put warrants or single-stock options, where the transfer is for purposes of exercise of the warrants or options, the specific person to whom the stock is transferred must be, for put warrants, the issuer of the warrants, or, for single-stock options, the person designated by the Taiwan Futures Exchange Corporation as the recipient of the underlying securities.  （八）轉讓對象報經行政院核准且轉讓所得捐贈國庫者。  A Transferee reported to and approved by the Executive Yuan, and the proceeds of the transfer to which will be donated to the National Treasury.  （九）依公司法第一百三十一條規定以股票抵繳股款轉讓予發起設立之公司。  Stock transferred by the promoters, as payment for shares, to the company established by them, pursuant to Article 131 of the Company Act.  六、**上市(櫃)**公司內部人轉讓所持有限制上市（櫃）買賣之增資新股予特定人時，其「轉讓對象」除適用前述第三款（第二款）規定外，亦可適用前述第一款之特定人範圍。  When a TWSE-listed or GTSM-listed company insider transfers new capital increase shares that are restricted from TWSE (or GTSM) listed trading, the provisions of the above subparagraph (3) (or (2)) shall apply, and additionally the scope of specific persons under the above subparagraph (1) may also be applied.  七、股票轉讓係屬『**贈與**』或『**信託移轉**』者，請依本申報書格式辦理申報，「轉讓對象」並勾註於**『□受贈人』**或**『□受託人』**欄內。  If a stock transfer is a **"Gift"** or a "**Transfer in trust,"** please file the report in the format of this Registration Form, and tick the appropriate box "**□Donee" or "□Trustee"** in the Transferee field**.**  八、本申報書需申報人及受讓人簽名或蓋章。  This Registration Form must signed or sealed by the Reporting Person and the Transferee.  九、應於公司輸入系統之日起，三日內完成轉讓。  The transfer must be completed within 3 days from the System Input Date.  十、如所屬公司於執行庫藏股期間，董事、監察人、經理人之本人及其配偶、未成年子女或利用他人名義所持有之股份，於該公司買回期間內不得賣出。  Shares held by a company director, supervisor, managerial officer, or a spouse, minor child, or nominee shareholder thereof, may not be sold during a period in which the company is buying back its own shares.  十一、相關申報表格，請於證期局網站（http://www.sfb.gov.tw）上擷取。  Related registration forms can be downloaded from the Securities and Futures Bureau website (<http://www.sfb.gov.tw>).  十二、申報人每日十八時(臺灣當地時間)後，可於「公開資訊觀測站」中查詢當日申報資料（輸入電腦系統日期即申報日期）。  After 6 p.m. (Taiwan local time) each day, the Reporting person can query on the Market Observation Post System the information reported on the current day (the System Input Date, i.e. the Registration Date). |

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