公司內部人預定轉讓持有「私募股票」申報書私募股票適用

Registration Form for Expected Transfer of Private Placement Stock Held by a Company Insider Private Placement Stock

(格式二十二之二~三）

(Form:22-2~3)

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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)Taiwan Stock Exchange Corporation（TWSE listed 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，申報預定**轉讓所持有 　　 　　股份有限公司**發行之**私募股票**，請　查照。  Report to register an expected transfer of **private placement stock of**  **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 | □符合證券交易法第四十三條之八之人  Person meeting the requirements of Securities and Exchange Act Article 43-8 | | □填表須知五之（一）  Guidelines for Completing Form 5-(1)  □填表須知五之（二）  Guidelines for Completing Form 5-(2)  □填表須知五之（三）  Guidelines for Completing Form 5-(3)  □填表須知五之（四）  Guidelines for Completing Form 5-(4) □填表須知五之（五）  Guidelines for Completing Form 5-(5)  □填表須知五之（六）  符合本會\_\_年\_\_月\_\_日第\_\_\_\_\_\_\_\_\_\_\_\_號函令核准\_\_\_\_\_\_\_\_\_\_\_得轉讓之情形  Guidelines for Completing Form 5-(6)  Complies with the circumstance of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ in which transfer has been approved pursuant to FSC Letter No. \_\_\_\_\_\_\_\_\_\_\_ dated \_\_\_\_\_\_\_\_\_. | | | | **受讓人**  **姓名**  **Full name of Transferee** |  |
|
| 統一  編號  Uniform ID number |  | | | | 受讓人  統一編號  Uniform ID number of Transferee |  |
| 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 must be completed within 3 days from the company's System Input Date.) | | | | | 本人已知悉在一年內欲轉讓私募股票，仍須依此方式辦理。  特此聲明  I know and acknowledge that if I wish to transfer the private placement shares within 1 year, I must follow this same procedure.  受讓人(**簽名或蓋章**)  Transferee**(Signature or seal)** | |
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| **預定轉讓**  **私募股數**  **No. of private placement 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** | |  | | |
| **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: | | | |
| 目前持有  私募股數  No. of private placement shares currently held | | **自有持股**  **Proprietary shareholding** | |  | | |
| 就任日期  Date assumed position | |  | | | **保留運用決定權信託股數**  **No. of shares under trust with discretion reserved** | |  | | |
| 轉讓後  持有  私募股數  No. of private placement shares that will be held after the transfer | | **自有持股**  **Proprietary shareholding** | |  | | |
| 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 Registration Form in accordance with the **Guidelines for Completing the Form** on the back of the form, and refer to the **Sample**.   1. 本申報書係依證券交易法第二十二條之二規定，向符合該法第四十三條之八規定轉讓所持有私募股票者填用，由公司輸入系統之日起，三日內完成轉讓。   This form should be completed for transfers, pursuant to Article 22-2 of the Securities and Exchange Act, of private placement shares to a person meeting the requirements of Article 43-8 of the Act. The transfer should be completed within 3 days from the System Input Date.   1. **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.   1. **申報人將本表填妥後，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) **before 5:30 p.m.**   1. **公司依據本表，於申報當日十七時三十分前（臺灣時間），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 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有「私募股票」申報書**  Registration Form for Expected Transfer of Private Placement Stock Held by a Company Insider  **填表須知** (格式二十二之二~三）  **Guidelines for Completing the Form** (Form:22-2~3)  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（公開發行公司代號，請上網[www.sfi.org.tw](http://www.sfi.org.tw)查詢）。  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 (the code of the public company that issued the stock, see [www.sfi.org.tw](http://www.sfi.org.tw)) should be filled in the "Stock Code" field.  二、**申報人將本表填妥後，應於申報當日十七時三十分前（臺灣時間）送交公司及證交所**〔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) **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 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.**  五、『轉讓對象』須符合證券交易法第四十三條之八第一項所定之人，請擇一勾註於『轉讓對象』欄：The "Transferee" must be a person in compliance with Article 43-8, paragraph 1, of the Securities and Exchange Act. Please select and tick the appropriate box in the "Transferee" field:  （一）第四十三條之六第一項第一款之人持有私募有價證券，該私募有價證券無同種類之有價證券於證券集中交易市場或證券商營業處所買賣，而轉讓予具相同資格者。  The privately placed securities are held by a person specified in Article 43-6, paragraph 1, subparagraph 1 and no securities of the same type as those privately placed securities are traded on the Taiwan Stock Exchange Market or the GreTai Securities Market, and the securities are transferred to a person possessing the same qualifications.  （二）自該私募有價證券交付日滿一年以上，且自交付日起第三年期間內，依主管機關所定持有期間及交易數量之限制，轉讓予符合第四十三條之六第一項第一款及第二款之人。  The privately placed securities are transferred to a person conforming to Article 43-6, paragraph 1, subparagraph 1 or 2, at least one full year after the delivery date of those privately placed securities and within three years from the delivery date, subject to the restrictions prescribed by the Competent Authority concerning holding period and trading volume.  （三）自交付日起滿三年，尚未在證券交易所上市且未於證券商營業處所買賣之「私募股票」，其受讓特定人之條件限定為對公司財務、業務有充分了解，具有資力，且非應公開招募而認購者。  The privately placed securities, three full years from the delivery date, are not yet listed on the Taiwan Stock Exchange Market and are not traded on the GreTai Securities Market, and the specific person to whom the securities are transferred meets 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.  （四）基於法律規定所生效力之移轉。  The transfer occurs by operation of law or regulation.   1. 私人間之直接讓受，其數量不超過該證券一個交易單位，前後二次之讓受行為，相隔不少於三個月。   The transfer is a direct transfer of securities between private persons, in a quantity not in excess of one trading unit of the security, and the interval between any two transfers is not less than three months.   1. 符合第四十三條之八第一項第六款經本會核准轉讓之受讓人。須填寫主管機關核准得轉讓私募有價證券之函令及情形。   The Transferee is a person approved by the FSC for transfer pursuant to Article 43-8, paragraph 1, subparagraph 6. The No. of Letter,approved by the Competent Authority for transferring privately placed securities,and the circumstances should be filled in the form.  六、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.  七、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.  八、相關申報表格，請於證期局網站（<http://www.sf>b.gov.tw）上擷取。  Related registration forms can be downloaded from the Securities and Futures Bureau website (<http://www.sfb.gov.tw>).  九、申報人每日十八時（臺灣時間）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 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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