

10366

台北市大同區承德路三段210號地下一樓
中美冠科生物技術股份有限公司 服務代理人
元大證券股份有限公司 服務代理部
電話：(02)2586-5859 (服務專線)
網址：http://www.yuanta.com.tw

10366 B1F.,No.210,Sec.3,Chengde Rd., Taipei City 103,Taiwan
Transfer Agency of Crown Bioscience International
Transfer Agency Department of Yuanta Securities Co., Ltd.
TEL No.:+886-2-2586-5859
http://www.yuanta.com.tw



國內
郵資已付

台北郵局許可證
台北字第999號

混合交寄

平	信
限	時
掛	號

開會通知請即拆閱

股東 台啓

證券代號：6554 (796)
Company Code:6554

請沿此虛線先摺再撕

請沿此虛線先摺再撕

元大證券股份有限公司 承印 國曆中華民國107年1月24日

出席證號碼：
Attendance Card No.:

(796) 出席通知書
Notice of Attendance

本股東決定親自出席西元2018年2月8日舉行之2018年第一次股東臨時會，請 查照。
Please be informed that I / we will attend in person the 2018 First Extraordinary General Meeting on February 8, 2018.

此 致
中美冠科生物技術股份有限公司
To Crown Bioscience International

(簽名或蓋章)
Shareholder Signature

股東戶號：
Shareholder No.:

股東姓名：
Shareholder Name:

※出席通知書及委託書兩者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。

出席證號碼：
Attendance Card No.:

(796) 中美冠科生物技術股份有限公司2018年第1次股東臨時會
2018 First Extraordinary General Meeting of Crown Bioscience International

時間：西元2018年2月8日上午10時整
Time: 10:00am Taiwan Time on February 8, 2018
地點：台北市信義區信義路五段1號(台北國際會議中心105會議室)
Location: Room 105 No. 1, Sec. 5, Xinyi Rd., Xinyi Dist., Taipei, Taiwan, ROC (Taipei International Convention Center)

本簽到卡未加蓋元大登記章者無效，股東請勿於此欄蓋章。
This column is reserved for reception desk.
元大證券蓋章處
Sealed by Yuanta Securities

親自出席簽到卡
Attendance Card

委託

※請攜帶附有照片之身分證明文件以備核驗※ ※Please prepare a photo ID for verification※

股東戶號：
Shareholder No.

股東或代理人姓名：
Shareholder or Proxy Agent Name:

持有股數：
Shareholding:

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(796) 中美冠科生物技術股份有限公司
Crown Bioscience International
股東印鑑卡
Signature card

戶號 No.:

股東戶名 Name	印 鑑 Sign or Seal
身分證編號 ID No.	
戶籍地 Residence address	
通訊地 Mailing address	電話 Phone No.
出生日期 Date of birth	電話 Phone No.
戶籍地 Residence address	電話 Phone No.
通訊地 Mailing address	電話 Phone No.
其他事項 Other	

依(八九)台財證(三)第五四一六號函規定未成年股東印鑑卡須加蓋父母雙方印鑑。
According to regulation, underage shareholders' signature card requires both parent's seal.

受託代理人須知
Proxy Agent Reminder

- 股東如欲委託受託代理人康和綜合證券股份有限公司服務代理部代理出席者，請憑委託書簽名或蓋章於107年1月24日至107年2月1日止(例假日除外)上午9時至下午4時30分至下列地點，其餘時間恕不受理。
台北市信義區基隆路1段176號B1樓(康和綜合證券服務代理部)
1. Shareholder may give a proxy to our proxy agent, Concord Securities Co., Ltd. Please send your signed or stamped POA to the address below from 2018/1/24 to 2018/2/1 during office hours: 09:00am to 04:30pm except for holidays. Sorry for closed during non-office hours.
Registrar & Transfer Agency Department of Concord Securities Corp., td.
Address:
B1, No.176, Sec.1, Keelung Rd., Taipei, Taiwan, R.O.C.
- 本次股東臨時會恕不發放紀念品。
2.No Souvenir in this meeting.

【印鑑卡填寫注意事項】【Precautions for Signature Card】

- 服務代理部所蒐集之個人資料，僅會在辦理服務業務之目的範圍內為處理或利用，相關資料將依法令或契約之保存期限保存，股東如欲行使相關權利，請逕洽服務代理部。
1.The information Shareholder Agency collected will only be used on stock related matters and the data will be preserved in a period as regulation or contract stated. If a shareholder wishes to exercise his or her right, please contact the Shareholder Agency.
- 請附上身分證正反面影印本乙份，以免影響 貴股東權益。
2. Please attach a photocopy of both sides of your ID.
- 未付身分證影本者印鑑卡無效，且印鑑卡恕不退還。
3. A signature card is invalid and will not be returned if a shareholder failed to provide a photocopy of his or her ID.

恆業承印 (02) 2601-4648 D122-Z796-8201



本服務代理部所蒐集之個人資料，僅會在辦理服務業務之目的範圍內為處理或利用，相關資料將依法令或契約之保存期限保存，貴股東如欲行使相關權利，請逕洽本服務代理部。The information Shareholder Agency collected will only be used on stock related matters and the data will be preserved in a period as regulation or contract stated. If a shareholder wishes to exercise his or her right, please contact the Shareholder Agency.

委託書填表須知 INSTRUCTIONS

- 委託書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一百七十七條規定辦理。
The format and content of the proxy statement shall be prepared and conducted in accordance with the Regulations of Governing the Use of Proxies for Attendance at Shareholder Meeting of Public Companies (the "Regulations") and Article 177 of the ROC Company Act.
- 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。
Please make a request for the provision of contents of proxy solicitation letters and printing materials, or reference solicitors' proxy statements and printing materials compiled by the Company before issuing your proxy in order to figure out the backgrounds of both the solicitor and the director candidate and the solicitors' opinions to the items of Meeting accurately.
- 股東應使用本公司印發之委託書用紙，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。
Please use the Proxy Statement printed by the Company. In case the Company receives both signed or sealed Proxy Statement and Notice of Attendance from a shareholder, such shareholder will be deemed attending the Meeting in person unless the Proxy Statement is delivered to the solicitor or the proxy agent.
- 委託書應由委託人親自簽名或蓋章，並應由委託人親自填具徵求人或受託代理人姓名。但信託事業或服務代理機構受委託擔任徵求人，及服務代理機構受委任擔任委託書之受託代理人者，得以當場蓋章方式代之。
The shareholder shall fill out the name of the solicitor or the proxy agent in the Proxy Statement and sign or affix seals on the proxies in person; however, in the situation where a trust enterprise or stock affairs agent acts as the solicitor and a stock affairs agent mandated to act as the proxy agent, seals be affixed on the proxies in substitution shall be permitted.
- 徵求人或受託代理人應於委託書上簽名或蓋章，並詳填戶號、姓名或名稱、身分證字號或統一編號、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；徵求人如為信託事業、服務代理機構，請於股東戶號欄內填寫統一編號。
Solicitor or proxy agent shall sign or seal in the Proxy Statement and fill out the number of the shareholder, name, identification number and address. The proxy agent who is not the shareholder of the Company shall fill the identification number or unified business number in the column of Shareholder Number; on the other hand, in the situation where a trust enterprise or stock affairs agent acts as the solicitor, the proxy agent shall fill its unified business number in the column of Shareholder Number.
- 委託書應於開會五日前送達本公司服務代理人元大證券股份有限公司代理部；委託書送達服務代理人後，股東欲親自出席股東會或欲以書面或電子方式行使表決權者，應於股東會開會二日前，以書面向服務代理人為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。
The Proxy Statement shall be deposited at the Company's stock agent, Transfer Agency Department of Yuanta Securities Co., Ltd., at least five (5) days prior to the Meeting date. In the event that any shareholder who has appointed a proxy to attend a general meeting later intends to attend the meeting in person or to exercise his voting power by way of a written ballot or through electronic transmission, he shall, at least two (2) days prior to the date of such general meeting, serve the Company's stock agent with a separate written notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant shareholder fails to revoke his appointment of such proxy before the prescribed time.
- 本公司委任康和綜合證券股份有限公司服務代理部擔任本次股東臨時會受託代理人。
The Company appoints the Registrar & Transfer Agency Department of Concord Securities Corp., Ltd. as proxy agent of 2018 The First Extraordinary General Meeting of Members.

796 中美冠科生物技術股份有限公司2018年第1次股東臨時會
2018 First Extraordinary General Meeting of Crown Bioscience International

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，出席本公司西元2018年2月8日舉行之2018年第1次股東臨時會，代理人並依下列授權行使股東權利： I hereby appoint (please fill out) as my proxy agent, with authorization to vote and act on my behalf at the 2018 First Extraordinary General Meeting of Crown Bioscience International on February 8, 2018 pursuant to the scope of authorization described below: <input type="checkbox"/> (1)代理本股東會議事項行使股東權利。(全權委託) With full authorization to vote and act on my behalf at the Meeting and may also have the authorization to act for extemporaneous motions during the Meeting. (Authorization granted in full scope) <input type="checkbox"/> (2)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，視為對該議案表示承認或贊成。 With authorization to vote and act on my behalf at the Meeting pursuant to authorization methods of exercise described below: (If neither box is ticked, it will be deemed as "vote-for") 1.本公司擬與JSR Corporation及Gallo Merger Sub Corp.簽署Agreement and Plan of Merger以進行反三角合併，本公司與Gallo Merger Sub Corp.合併，本公司為存續公司，Gallo Merger Sub Corp.為消滅公司，本公司將成為JSR Corporation百分之百持股之子公司。本合併案須經股東會決議並取得相關主管機關之核准後，終止本公司股份於中華民國證券櫃檯買賣中心上櫃。 1.The Company has entered into the Agreement and Plan of Merger with JSR Corporation ("JSR") and Gallo Merger Sub Corp to proceed with a reverse triangular merger where the Company is the surviving company and Gallo Merger Sub Corp is the dissolved company. The Company will be a wholly owned subsidiary of JSR Corporation ("JSR"). Subject to the approvals of the general meeting of the Company and the relevant regulators for the proposed merger, the Company will be delisted from Taipei Exchange. (1) <input type="checkbox"/> 贊成Agree(2) <input type="checkbox"/> 反對Object(3) <input type="checkbox"/> 棄權Waive 2.本公司於股東會決議通過本合併案後之適當時機，擬向金融監督管理委員會申請停止公開發行。 2.After the approval of the shareholders meeting of the Company for the proposed merger, the Company contemplates applying to the Financial Supervisory Commission for revocation of the public issuing company status. (1) <input type="checkbox"/> 贊成Agree(2) <input type="checkbox"/> 反對Object(3) <input type="checkbox"/> 棄權Waive 3.解除董事競業禁止之限制案。 3.Proposal of release the Directors from non-competing restrictions. (1) <input type="checkbox"/> 贊成Agree(2) <input type="checkbox"/> 反對Object(3) <input type="checkbox"/> 棄權Waive 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。 If neither authorization scope box is ticked in the former item, it will be deemed as "authorization granted in full scope". However, whenever a stock affairs agent mandated to act as the proxy agent, no authorization granted in full scope shall be permitted. The proxy agent shall vote and act on behalf of the Member pursuant to authorization methods of exercise described as item 1. (2). 三、本股東代理人得對會議臨時事宜全權處理之。 The proxy agent may have the authorization to act on the Member's behalf for extemporaneous motions during the Meeting. 四、請將出席票(或出席簽到卡)帶至代理人收執，如因故延期開會，本委託書仍屬有效(限此一會期)。 Please deliver the Attendance Card to proxy agent. This Proxy will remain effective at any adjournment or postponement of the Meeting. 此致 中美冠科生物技術股份有限公司 授權日期 年 月 日 To Crown Bioscience International Date of Authorization:	股東戶號 NO.	持有股數 Shareholding	簽名或蓋章 Sign or Seal	
	二、禁止交付現金或其他利益之價購委託書行為。 The act of purchasing proxy statement by cash or other interests is prohibited.	姓名 或名稱 Name	徵求人 Solicitor	簽名或蓋章 Sign or Seal
	二、發現違法取得及使用委託書，可檢附具體事證向集保結算所檢舉，經查證屬實者，最高給予檢舉獎金五萬元，檢舉電話：(0二)二五四七三七三三。 Where a proxy statement is found to be illegally acquired and used, specific evidence shall be collected for reporting to TDCC. When it is verified, the reporter shall be rewarded not more than NT\$50,000. Phone number for reporting: 886(02)25473733.	戶號 NO.	姓名 或名稱 Name	簽名或蓋章 Sign or Seal
	受託代理人 Proxy Agent	戶號 NO.	姓名 或名稱 Name	簽名或蓋章 Sign or Seal
	身分證字號 或統一編號 ID NO.	住址 Address		

徵求場所及人員簽章處：
Signature by the place of solicitation and personnel:

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中美冠科生物技術股份有限公司2018年第1次股東臨時會開會通知書
Notice for the Convention of 2018 First Extraordinary General Meeting of Crown Bioscience International

- 茲訂於西元2018年2月8日上午10時，假台北市信義區信義路五段1號(台北國際會議中心105會議室)舉行本公司2018年第1次股東臨時會。會議召集事由：
(一)報告事項：1.本公司審計委員會就JSR Corporation及Gallo Merger Sub Corp.與本公司擬進行反三角合併之審議結果報告。2.修正2017年度第1次及2017年度第2次員工認股權憑證發行及認股辦法報告。(二)討論事項：1.本公司擬與JSR Corporation及Gallo Merger Sub Corp.簽署Agreement and Plan of Merger以進行反三角合併，本公司與Gallo Merger Sub Corp.合併，本公司為存續公司，Gallo Merger Sub Corp.為消滅公司，本公司將成為JSR Corporation百分之百持股之子公司。本合併案須經股東會決議並取得相關主管機關之核准後，終止本公司股份於中華民國證券櫃檯買賣中心上櫃。2.本公司於股東會決議通過本合併案後之適當時機，擬向金融監督管理委員會申請停止公開發行。3.解除董事競業禁止之限制案。(三)臨時動議。
2018 First Extraordinary General Meeting of Crown Bioscience International (the "meeting") will be held on February 8, 2018 at 10:00 am Taiwan time, at Room 105 No. 1, Sec. 5, Xinyi Rd., Xinyi Dist., Taipei, Taiwan, ROC (Taipei International Convention Center).
Meeting Agenda:
(1)Reporting Matters:1.The report of the Audit Committee regarding its review results of the reverse triangular merger among JSR Corporation, Gallo Merger Sub Corp, and the Company.2.Report on the amendment of 2017-1 and 2017-2 Employee Stock Option Plan. (2)Discussion Matters: 1.The Company has entered into the Agreement and Plan of Merger with JSR Corporation ("JSR") and Gallo Merger Sub Corp to proceed with a reverse triangular merger where the Company is the surviving company and Gallo Merger Sub Corp is the dissolved company. The Company will be a wholly owned subsidiary of JSR Corporation ("JSR"). Subject to the approvals of the general meeting of the Company and the relevant regulators for the proposed merger, the Company will be delisted from Taipei Exchange.2.After the approval of the shareholders meeting of the Company for the proposed merger, the Company contemplates applying to the Financial Supervisory Commission for revocation of the public issuing company status.3.Proposal of release the Directors from non-competing restrictions.(3) Special Motions
二、依公司法第209條之規定，擬請本次股東臨時會解除現任董事：馬海怡獨立董事競業禁止行為，其詳細內容請參閱議事手冊。
Pursuant to Article 209 of the Company Law, it is proposed to release the Independent Director, Josephine Hai-I Shen, from non-competing restriction. Please refer to meeting agenda.
三、本公司與JSR Corporation中之英文合併契約內容，請參閱隨函附件。
Please refer to attachment for Agreement and Plan of Merger among Crown Bioscience International and JSR Corporation in Chinese and in English version.
四、檢奉出席通知書及委託書各一份，貴股東如決定親自出席者，請於「出席通知書」上簽名或蓋章後(無須寄回)，於開會當日攜往會場報到出席；如委託代理人出席時，請於「委託書」上簽名或蓋章，並親自填妥代理人姓名及地址後，於開會五日前送達本公司服務代理人元大證券股份有限公司服務代理部，以憑寄發出席簽到卡予受託代理人。
Please see the "Notice of Attendance" and "Proxy Statement", sign or seal the "Notice of Attendance" and bring it with you when you attend the Meeting in person on the Meeting date (Do NOT return by mail). Shareholders may appoint a proxy to attend the Meeting on his or her behalf by signing or sealing this "Proxy Statement". Please mail the original signed or sealed "Proxy Statement" to the Company's securities' agency, the Yuanta Securities, 5 days before the Meeting date and Yuanta Securities will mail the "Attendance Card" to the proxy holder.
五、本次委託書統計驗證機構為元大證券股份有限公司服務代理部。
The proxies shall be tallied and verified by the Transfer Agency Department of Yuanta Securities Co., Ltd.
六、如有股東徵求委託書，本公司將於西元2018年1月23日製作徵求人徵求資料彙總表冊揭露於證基會網站，股東如欲查詢，可直鍵入(<http://free.sf.org.tw>)至「委託書公告相關資料免費查詢系統」，點選「查詢委託書公告開會資料由此進入」後，輸入查詢條件即可。
If shareholders solicit proxies for the Meeting, the Company will compile a summary statement of proxy solicitation and disclose the content on the website of Securities & Futures Institute (SFI) on January 23, 2018. Shareholders can visit SFI's website (<http://free.sf.org.tw>) for related information.
七、本次股東常會得以電子方式行使表決權，行使期間為：2018年01月24日起至2018年2月05日止，請逕登入臺灣集中保管結算所股份有限公司「股東會電子投票平台」(<https://www.stockvote.com.tw>)，依相關說明操作之。
Shareholder can exercise his or her vote at the Annual Shareholders Meeting via electronic voting system from January 24, 2018 to February 05, 2018. Please access through TDCC's website (<https://www.stockvote.com.tw>) for relevant information and instruction.
此致 貴股東
To Shareholder

中美冠科生物技術股份有限公司董事會 敬啟
Board of Directors of Crown Bioscience International

