

10044

威馳克媒體集團股份有限公司 服務代理人 上櫃代號：4803  
永豐金證券股份有限公司 服務代理部  
服務辦理地址：台北市中正區博愛路17號3樓  
服務代理專線：(02)2381-6288 傳真專線：(02)2382-6568  
股東查詢語音專線：(02)2361-1818按1(股票代號：4803)  
Transfer Agency of VHQ MEDIA HOLDINGS Co., LTD  
Transfer Agency Department of Sinopac Securities Co., Ltd.  
10044 3th Floor, NO.17, BoAi. Rd., Taipei, ROC  
TEL No.:+886-2-2361-1818按1 (Stock code:4803)

2017年股東常會通知請先拆閱

※服務營業時間：週一至週五上午九點至下午四點  
The 2017annual general shareholders meeting information  
Business hours:9:00am-4:00pm Mon-Fri

本公司基於法令及為辦理服務所產生的特定目的關係，就所蒐集您的個人資料及該資料的利用處理，本公司謹依個資法第八條規定，向您提供告知事項說明，內容請詳閱連結網址：  
<http://www.sinotrade.com.tw/ec/PIP.pdf>



國內郵資已付

台北郵局許可證  
台北字第1135號  
國內郵簡

(未書寫正確郵遞區號者，應按信函交付郵資)

請沿虛線先摺再撕

請沿虛線先摺再撕

查件：(02)2225-1430  
國內郵簡公司許可證號碼：002430  
內裝有附件，應作信鴻處理  
郵局郵票公司印製，服務專線：(02)2225-1430

股東 台啓  
Shareholder

※ 注意事項 ※  
本次股東常會恕不發放紀念品  
No Souvenir in this Meeting

貴股東如欲查詢股東會相關事宜，歡迎使用永豐金證券服務代理部語音查詢系統，請撥：

☎ (02)2361-1818按1

(輸入股票代碼：4803)

Please contact Transfer Agency Department of Sinopac Securities Co for further information  
tel (02)23611818#1 Stock code 4803

第一聯：2017年現金股利匯款申請書  
First copy: Application for Cash Dividend Remittance

戶名 Name of shareholder	身分證統一編號 ID No.	戶號 Shareholder No.	4803
說明事項 一、採用匯款者(限本人帳號)，匯款處理費10元由股東現金股利中扣除，欲變更或新登記匯款帳號者，請於右下方欄位由左方依次填寫後寄回。 二、未採用匯款及無匯款帳號者請於現金股利發放日以掛號郵寄支票寄發。(其中掛號郵費24元由股東自行負擔)	原登記匯款帳號 Existing banking account registered	VHQ-KY	
簽名或蓋章 Signature or Chop Stamp	現金股利不同意匯入原登記匯款帳號者請於2017年除息基準日前填妥新銀行帳號簽名或蓋章寄回永豐金證券更正，同意依原登記帳號匯款者免寄回。		
	銀行名稱 Bank Name	銀行代號 Bank Code	銀行存款帳號(分行別、科目、帳號、檢查號碼) Bank Account
	聯絡電話 TEL No		

威馳克媒體集團股份有限公司股東印鑑卡  
Specimen chop card

戶名 Name of shareholder	身分證統一編號 ID No.	戶號 Shareholder No.	印鑑 Specimen chop
戶籍地 The address shown on the household registry			
通訊處 Contact address			
出生日期 Date of birth	電話 TEL No	( )	
電子郵件信箱 e-mail address	內部代號：4803 No. 4803		

※本股東凡領取股利、轉帳過戶及質權設定等事宜，即日起概以上列印鑑為憑。※請另檢附身分證影本一份。  
Where a shareholder of a company processes shareholder services or exercise other related rights in writing, such writing shall be signed or chopped with the specimen chop

034145

第二聯：貴股東如親自出席或不出席本聯請勿寄回  
Second copy: Please do not send it back either the shareholder attend or you do not attend

2017  
威馳克媒體集團股份有限公司  
股東常會出席通知書  
Attendance Notice

股東：  
戶號  
Shareholder No.

股東：  
戶名  
Name of Shareholder

(委託出席者請填寫背面委託書)  
(Delegate attendees fill in the proxies of the back)

2017年6月28日

親自出席股東簽章處  
Shareholder Signature

威馳克媒體集團股份有限公司2017年股東常會  
2017 Annual General Meeting of VHQ MEDIA HOLDINGS Co., LTD

2017  
 親自出席簽到卡  
 委託 Attendance Card

時間：2017年6月28日(星期三)上午九時整  
Time: 09:00a.m on Wednesday, June 28, 2017 (Taiwan time)  
地點：台北市中山北路2段41號(晶華酒店4樓第一貴賓室)  
Venue: No.41 Sec.2, Zhong Shang North Rd., Taipei (VIP Room 1 4F, Regent Hotel)

股東戶號：  
Shareholder No.

(委託出席者請蓋背面委託書)  
(Delegate attendees fill in the proxies of the back)

持有股數：  
Shareholding

代理人姓名：  
Name of Proxy Holder

代理人通訊地址：  
Address

股東戶名：  
Name of Shareholder

股東通訊地址：  
Address

編號： 4803 VHQ-KY

# 開 會 通 知 書

## Notice for the Convention of 2017 Annual General Meeting

- 一、茲訂於二〇一七年六月二十八日(星期三)上午九時整，假台北市中山北路2段41號(晶華酒店4樓第一貴賓室)召開2017年股東常會，會議主要內容：  
The 2017 Annual General Meeting of the Members of VHQ Media Holdings Ltd will be held at 9:00 am, June 28, 2017 (Taiwan Time) (the "Meeting") at No.41 Sec.2, Zhong Shang North Rd., Taipei (VIP Room 4F, Regent Hotel) Agenda of the Meeting:
- (一)報告事項：1.本公司2016年度營業報告。2.會計委員會審查2016年度財務決算表冊報告。3.本公司發行國內第一次無擔保轉換公司債情形報告。4.其他報告事項。
- (1)Reporting Matters:  
1.The Business Report of 2016.  
2. Audit Committee's Review Report on 2016 Consolidated Financial Statements.  
3.Report on the issuance of the Company's unsecured Convertible Bonds.  
4.Other reporting matter.  
(二)承認事項：1.本公司2016年度決算表冊案。2.本公司2016年度盈餘分配案。  
(2)Proposed Resolutions:  
1.2016 Consolidated Financial Statements for the year ended December.  
2.2016 Annual Earnings Distributions.  
(三)討論事項與選舉事項：1.修訂本公司「取得處分管理辦法」案。2.修訂本公司「背書保證管理辦法」案。3.全面改選董事案。4.解除新任董事競業限制案。  
(3)Discussions and Elections:  
1.Amendments to the Procedure for Acquisitions or Disposals Assets.  
2.Amendments to the Procedure for Endorsement and Guarantee to other Parties.  
3.Election of Directors to the Board.  
4.Release the Prohibition on Directors from Participation in Competitive Business.  
(四)臨時動議。  
(4)Ad Hoc Motion.
- 二、本公司2016年度盈餘分配案，業經董事會議決通過如下：  
The main content of the 2016 Surplus Distribution Proposal:  
現金股利：擬提撥新台幣64,554,002元，每股派發2元，俟股東會通過後授權董事長訂定股息基準日配發之。  
The Board of Company has resolved to issue to shareholders a dividend of NTS 2 per share. Once it has approved by the Annual General Meeting, it will authorize Chairman to set the ex-dividend date.
- 三、解除本公司新任董事有關公司法第209條董事競業禁止之限制；因事實需要，擬解除本公司新任董事競業禁止之限制。  
Release the Prohibition on New Directors from Participation in Competitive Business, in pursuant to the provisions of Article 209 of the Company Act. The lifting of the ban on new directors to participate in competitive business due to the actual needs.
- 四、依公司法第165條規定，自2017年4月30日起至2017年6月28日止股票過戶登記。  
In accordance with the provision of Article 165 of the Company Act, the stock record ate of stop transferring is from April 30, 2017 - June 28, 2017.
- 五、受理股東開始報到時間：8時30分，報到處地點：台北市中山北路2段41號(晶華酒店4樓第一貴賓室)。  
Registration of Shareholder attendance will be accepted at 8:30am, Venue of AGM: No.41 Sec.2, Zhong Shang North Rd., Taipei (VIP Room 4F, Regent Hotel)
- 六、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「出席簽到卡」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，並親臨委託代理人姓名及相關資料，交由委託代理人於「委託書」委託代理人處簽章後，於開會五日前送達本公司服務代理機構永豐金證券服務代理部，以憑寄發出席簽到卡予委託代理人。  
Enclosed please find the "Notice of Attendance" and "Proxy Page", please sign or seal in the "Notice of Attendance" while you want to attend the meeting in person. Shareholder may sign or seal in the "Proxy Statement" to appoint a proxy in writing to attend the meeting on his or her behalf by executing a power of attorney. Please send out such written "Proxy Statement" to the Company's stock agency the Transfer Agency Department of Sinopac Securities no later than fifth (5)th day prior to the meeting date for processing the "Attendance Card" to the proxy recipient.
- 七、股東、徵求人及委託代理人應於出席股東會時，攜帶身份證明文件，以備核對。  
Shareholders, solicitors and solicitors should bring their identification documents at the time of attending the shareholders' meetings.
- 八、如有股東徵求委託書，本公司將於2017年5月26日前製作徵求人徵求資料彙總表揭露於證基會網站，股東如欲查詢，可直接鍵入(網址：<http://free.sfi.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 Annual General Meeting, the Company will compile a summary statement of proxy solicitation and disclose the content in the website of Securities & Futures Institute (SFI) on May 26th, 2017. Shareholders can link with SFI's web address (<http://free.sfi.org.tw>) for relevant information.
- 九、本次股東會董事應選人數：董事7人(含獨立董事3人)。  
Number of Directors to be Elected: 7 Directors (including 3 Independent Directors)
- 十、採提名制之候選人名單：【董事：劉國華、何梅瑰、Kingsway DMR Holdings Ltd代表人：王冠中、劉國林】、【獨立董事：熊卓華、王德民、蘇孝龍】。  
Candidates of Directors Nominated: [Directors: 劉國華、何梅瑰、Kingsway DMR Holdings Ltd代表人：王冠中、劉國林]、[Independent Directors: 熊卓華、王德民、蘇孝龍]。
- 十一、各候選人之學歷等相關資料之查詢網址為：<http://mops.twse.com.tw>。  
Education, working experience and other relevant information of the candidates, please refer to the website: <http://mops.twse.com.tw>。
- 十二、本次股東會委託書統計驗證機構為永豐金證券股份有限公司服務代理部。  
The proxies of the Annual General Meeting shall be tallied and verified by the Transfer Agency Department of Sinopac Securities.
- 十三、敬請 查照辦理為荷。  
Please execute as above-mentioned.

此 致 貴 股 東  
To Shareholder

威 馳 克 媒 體 集 團 股 份 有 限 公 司 董 事 會  
Board of Directors of VHQ MEDIA HOLDINGS LTD.



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## 委 託 書 填 表 須 知

### INSTRUCTIONS

- 一、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一七七條規定辦理。  
The format and content of proxy shall be prepared and conducted in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meeting of Public Companies (the "Regulations") and Article 177 of the ROC Company Act.
- 二、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.
- 三、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委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.
- 四、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委託代理人姓名。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委託代理人者，得以當場蓋章方式代替之。  
The Mandator 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.
- 五、徵求人或委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.
- 六、委託書應於開會五日前送達本公司服務代理人永豐金證券服務代理部；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 Sinopac Securities, 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 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.

第三聯

Third copy

第四聯

Fourth copy

第五聯：貴股東如委託代理人出席請填妥此聯寄回。  
Fifth copy: If a Shareholders has also authorized an agent to attend the shareholders' meetings, please fill in this, sent back.

委 託 書 Proxy Statement		委託人(股東) Mandator(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2017年6月28日舉行之股東常會，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 2017 Annual General Meeting of the Mandator of VHQ MEDIA HOLDINGS LTD on June 28th, 2017 pursuant to authorization scope described below. <input type="checkbox"/> (一)代理本股東就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 extemporary motions during the Meeting. (Authorization granted in full scope) <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。 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2016年度決算表冊案： (1) <input type="radio"/> 承認 (2) <input type="radio"/> 反對 (3) <input type="radio"/> 棄權 2016 Consolidated Financial Statements for the year ended December: (1) <input type="radio"/> For (2) <input type="radio"/> Against (3) <input type="radio"/> Abstain 2. 本公司2016年度盈餘分配案： (1) <input type="radio"/> 承認 (2) <input type="radio"/> 反對 (3) <input type="radio"/> 棄權 2016 Annual Earnings Distributions: (1) <input type="radio"/> For (2) <input type="radio"/> Against (3) <input type="radio"/> Abstain 3. 修訂本公司「取得處分管理辦法」案： (1) <input type="radio"/> 贊成 (2) <input type="radio"/> 反對 (3) <input type="radio"/> 棄權 Amendments to the Procedure for Acquisitions or Disposals Assets: (1) <input type="radio"/> For (2) <input type="radio"/> Against (3) <input type="radio"/> Abstain 4. 修訂本公司「背書保證管理辦法」案： (1) <input type="radio"/> 贊成 (2) <input type="radio"/> 反對 (3) <input type="radio"/> 棄權 Amendments to the Procedure for Endorsement and Guarantee to other Parties: (1) <input type="radio"/> For (2) <input type="radio"/> Against (3) <input type="radio"/> Abstain 5. 全面改選董事案。 Election of Directors to the Board. (1) <input type="radio"/> 贊成 (2) <input type="radio"/> 反對 (3) <input type="radio"/> 棄權 6. 解除新任董事競業限制案： (1) <input type="radio"/> 贊成 (2) <input type="radio"/> 反對 (3) <input type="radio"/> 棄權 Release the Prohibition on Directors from Participation in Competitive Business: (1) <input type="radio"/> For (2) <input type="radio"/> Against (3) <input type="radio"/> 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，但服務代理機構擔任委託代理人者，不得接受全權委託。代理人應依前項 (一)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 shareholder 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 Mandator's behalf for extemporary motions during the Meeting. 四、請將出席證(或出席簽到卡)寄交代理人收執，如因故改期開會，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 威 馳 克 媒 體 集 團 股 份 有 限 公 司 To VHQ MEDIA HOLDINGS LTD 授 權 日 期 年 月 日 Date of Authorization:		股東戶號 Name 姓名或名稱 Name 持有股數 Number of Shares 徵 求 人 Solicitor 簽 名 或 蓋 章 Sign or Seal 戶 號 Name 姓名或名稱 Name 受 託 代 理 人 Proxy Holder 簽 名 或 蓋 章 Sign or Seal 戶 號 Name 姓名或名稱 Name 一或戶號 或身分證字號 或統一編號 或住址 Address 電話 Phone 住址 Address	(4803) VHQ-KY 簽 名 或 蓋 章 Sign or Seal 簽 名 或 蓋 章 Sign or Seal
		一、禁止交付現金或其他利益之偶購委託書行為。 Offering cash or non-cash consideration in exchange for proxies is prohibited during proxy solicitation. 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，最高可予檢舉獎金五萬元，檢舉電話：(02)二五四七三三三。 Please report to Taiwan Depository & Clearing Corp (TDCC) supplementing with specific information when discovering any suspicious illegal obtaining or use of proxies. Once verified by TDCC, the person making the report will be granted a reward up to NTD50,000. Report phone number: +886 225473733 住址	

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