

Meeting Notice(Correction of meeting content)
For
Annual shareholders' Meeting
(Summary Translation)

The 2025 Annual Shareholders' Meeting (the "Meeting") of Global View Co., Ltd. (the "Company") will be convened at 9:00 a.m., Wednesday, Jun 11, 2025 at Pan Chiao Farmers' Association, Second Building 13th floor conference room (located at 13F., No. 29-1, Fuzhong Rd., Banqiao Dist., New Taipei City 220, Taiwan).

1. The agenda for the Meeting is as follows:

I .Report Items

- (1) 2024 Business Report.
- (2) Audit Committee's Review Report on the Financial Statements.
- (3) Execution of the 2024 Employee and Directors Compensation Plan.
- (4) Plan to purchase a logistics storage center

II .Proposed Resolutions

- (1) Adoption of the 2024 Business Report and Financial Statements.
- (2) Adoption of the Proposal for Distribution of 2024 Profits.

III .Discussion items

- (1) Private placement of securities.
- (2) Amendment to "Articles of Incorporation".

IV .Questions and motions

2. The major items of the proposal for distribution of 2024 profits adopted at Board Of Directors meeting are as follows:

I .Cash dividends to common share holders: Totaling NT\$63,000,000. Each common share holder will be entitled to receive a cash dividend for NT1 per

share .

II. According to Article 209 of the Company Law, to draw shareholders agreed with the lifting of the prohibition of business strife limitation.

3. Private placement of marketable securities, submitted for resolution. Detail please see the attachment.

Board of Directors
Global View Co., Ltd.

【Attachment】

Private placement of marketable securities, submitted for resolution. Detail described as follows :

1. In order to increase the scale of operations, enrich working capital, introduce strategic investors, or institutions and industrial funds familiar with the management, construction, or operation and development of intelligent warehousing and logistics at home and abroad, so as to enhance the company's operation, research and development, and strengthen the company's competitiveness, it is proposed to apply for private placement of ordinary shares within the quota of no more than 37,500 ordinary shares, with a par value of NT\$10 per share.

2. In accordance with Article 43-6 of the Securities and Exchange Act, the matters to be explained in the handling of a private placement are as follows:

(1) Basis and reasonableness of price setting:

1. The private placement price shall not be less than 8% of the higher price calculated according to the following two benchmarks before the pricing date of the pricing basis authorized by the board of directors of the Company in accordance with the resolution of the shareholders' meeting.

(1) The simple arithmetic average of the closing price of ordinary shares calculated 1, 3 and 5 business days prior to the fixing date after deducting the free allotment ex-rights and dividends, and adding back the capital reduction and anti-ex-dividend rights.

(2) The simple arithmetic average of the closing price of ordinary shares 30 business days prior to the fixing date after deducting the ex-rights and dividends of the free allotment shares, and adding back the anti-ex-rights of capital reduction.

2. The actual issue price of the private placement ordinary shares shall not be less than the number of resolutions of the shareholders' meeting, and the board of directors is authorized to negotiate with specific persons and market conditions in the future, but shall not be lower than the par value of the shares.

Cf. The pricing method of the private placement price is based on the provisions of the "Matters to Note for Public Placement of Securities by Public Offering Companies", and considering that the company's future outlook and the transfer time, object and quantity of private placement securities are strictly restricted, and the listing cannot be negotiated within three years, and the liquidity is poor, so the setting of the private placement price should be reasonable and will not have a significant impact on the rights and interests of shareholders.

(2) Methods of selection of specific persons:

Specified persons specified in Article 43-6 of the Securities and Exchange Act and the Notes on Matters Needing Attention for Public Companies in Handling Private

Placement of Securities, and limited to strategic investors. Due to the long-term operation and business development needs of the Company, priority will be given to the selection of strategic investors who can directly or indirectly benefit the Company's future operations, and can help the Company expand its business market, strengthen customer relationships, or enhance the efficiency of business development and integration, or can improve technology, and can agree with the Company's business philosophy. At present, the Company has not yet negotiated a specific applicant, and intends to request the Board of Directors to authorize the Chairman of the Board to consider those who can directly or indirectly benefit from the Company's future operations, and to select the specific persons who meet the requirements of the competent authority.

(3) The purpose of the selection of specific persons:

It is necessary to introduce strategic investors and enhance long-term cooperative relationships with strategic partners, so that the long-term competitiveness and operational efficiency of the Company can be enhanced through strategic investors. Leveraging the experience, technology, knowledge, brand reputation and market access of strategic investors, it is expected that the Company will reduce operating costs and expand its business footprint through strategic cooperation, joint business development or market consolidation, so as to improve the Company's future operating performance.

(4) Necessary reasons for handling a private placement:

I. Reasons for not adopting public offerings: The Company intends to issue new shares in cash by way of private placement instead of public offering in consideration of factors such as the state of the capital market, the cost of issuance, the timeliness and feasibility of private placement financing, and the restriction that private placement shares are not free to be transferred within three years, so it is better to ensure and strengthen a closer long-term cooperative relationship with strategic partners.

II. Private placement quota: The total amount of ordinary shares in the private placement shall not exceed 37,500 thousand shares, which will be handled once or three times within one year from the date of resolution of the shareholders' meeting, and the total amount of private placement shall be authorized by the board of directors according to the actual private placement situation.

III. Participation in the use of private placement funds and expected benefits:

Number of transactions	Use of Funds	Expected to achieve benefits
It will be handled in	In order to expand the scale of operation, enrich working capital, introduce strategic	It will effectively reduce the cost of capital and ensure the efficiency of

one installment	investors, or institutions and industrial funds familiar with the management, construction, or operation development of intelligent warehousing and logistics at home and abroad, so as to enhance the company's operation, research and development and strengthen the company's competitiveness.	financing, reduce the company's operating risks, strengthen the financial structure, and improve the efficiency of the company's future operating performance.
It will be handled in two phases	The second is to expand the scale of operation, enrich working capital, introduce strategic investors, or institutions and industrial funds familiar with the management, construction, or operation development of intelligent warehousing and logistics at home and abroad, so as to enhance the company's operation, research and development, and strengthen the company's competitiveness.	Both are to effectively reduce the cost of capital and ensure the efficiency of financing, reduce the company's operating risks, strengthen the financial structure, and improve the efficiency of the company's future operating performance.
It will be handled in three phases	The three are to expand the scale of operation, enrich working capital, introduce strategic investors, or institutions and industrial funds familiar with the management, construction, or operation development of intelligent warehousing and logistics at home and abroad, so as to enhance the company's operation, research and development, and strengthen the company's competitiveness.	All three of them are to effectively reduce the cost of capital and ensure the efficiency of financing, reduce the company's operating risks, strengthen the financial structure, and improve the efficiency of the company's future operating performance.

3. The rights and obligations of the new shares issued in this private placement ordinary shares are the same as those of the original shares; However, in accordance with Article 43-8 of the Securities and Exchange Act, the private placement of ordinary shares shall not be freely transferred for three years after delivery, except in accordance with specific circumstances stipulated by laws and regulations; The Company also intends to apply to the competent authorities for a retroactive public offering and listing transaction in accordance with the relevant laws and regulations three years after the delivery of the private ordinary shares.

4. In this private placement of ordinary shares, it is proposed that the shareholders' meeting authorize the board of directors to handle the private placement once or

three times within one year from the date of the adoption of the resolution of the shareholders' meeting, and if it is not possible to complete the private placement within the one-year period, the board of directors shall be convened before the expiration of the period to discuss whether to continue the private placement, and go to the public information observatory to handle the information disclosure according to the material information.

5. If the issuance conditions, planned items, progress of the use of funds, expected benefits and other unfinished matters of the Private Placement Ordinary Shares are necessary to be amended due to changes in laws and regulations, opinions of the competent authorities, or changes in the operational evaluation or objective environment, it is proposed that the shareholders' meeting authorize the board of directors to handle them at its sole discretion.

6. In order to cooperate with the Private Placement of Ordinary Shares, it is proposed to authorize the Chairman of the Board of Directors of the Company or his designee to sign and negotiate all deeds and documents relating to the Private Placement of Ordinary Shares, and to sign all matters required for the Private Placement of Ordinary Shares on behalf of the Company.

For information about the private placement of securities, please refer to the "Private Placement Section" on the Market Observation Post System (Link: <https://mops.twse.com.tw/mops/web/t116sb01>). Select "Listed" in the "Market Category" and "Company Code or Abbreviation" and type in "3040" to query) and the company's website (website: <https://www.tmcnet.com.tw>).

Annex1.

遠見科技股份有限公司

114年度辦理私募現金增資發行普通股 必要性與合理性之證券承銷商評估意見書

一、前言

遠見科技股份有限公司(以下簡稱遠見科技或該公司)依「證券交易法」第43條之6規定辦理 114 年度現金增資私募普通股案(以下簡稱本私募案)，該公司已於 114 年 3 月 7 日召開董事會決議辦理私募有價證券。依據該次董事會之議案內容：決議於不超過37,500仟股普通股之額度內辦理私募普通股，私募普通股價格之訂定，以不低於參考價格之八成訂定之，特定人選擇方式則以符合「證券交易法」第43條之6及行政院金融監督管理委員會 99 年 9 月 1 日金管證發字第 0990046878 號函規定之特定人為限。本次私募案預計自 114 年 6 月 11 日股東常會決議通過之日起一年內一次至三次辦理。

依據「公開發行公司辦理私募有價證券應注意事項」之規定，董事會決議辦理私募有價證券前一年內至該私募有價證券交付日起一年內，經營權發生重大變動者應洽請證券承銷商出具辦理私募必要性與合理性之評估意見，並載明於股東會開會通知，以作為股東是否同意之參考。因遠見科技於 114 年 2 月 24 日召開股東臨時會全面改選董事，且董事席次變動已達三分之一以上，另該公司目前已發行股數為 63,000,000 股，加計本次擬私募股數上限 37,500,000 股(以全數發行計算)，預計股數增加至 100,500,000 股，故本次私募總股數占私募後股本比例約為 37.31%，考量應募人因參與本私募案所持有一定股權比例下，未來不排除董事會成員因股東結構改變而有所變動，而有經營權發生重大變動之可能性，故遠見科技委任本證券承銷商出具本次私募案必要性與合理性之評估意見。

本意見書之內容僅作為遠見科技 114 年 3 月 7 日董事會辦理私募有價證券之補充依據及 114 年 6 月 11 日股東常會決議本次辦理私募有價證券之用，不得作為其它用途使用。本意見書係依據遠見科技所提供之財務資料及其在公開資訊觀測站之公告資訊所出具，對未來該公司因本次私募案計畫變更或其它情事可能導致本意見書內容變動之影響，本證券承銷商均不負任何法律責任，特此聲明。

二、承銷商評估意見

(一)適法性評估

該公司最近年度為稅後純益且無累積虧損，然因本次私募資金之應募人係以符合「證券交易法」第43條之6及「公開發行公司辦理私募有價證券應注意事項」第三條所規定之特定人為限，得辦理私募有價證券；另該公司已於114年3月7日董事會決議本次私募增資普通股之每股實際發行價格以不低於參考價格之八成為訂定私募價格之依據，並將於股東常會召集事由中列舉相關事項，經評估本次私募案之辦理程序應屬適法。

(二)公司簡介

遠見科技設立於民國75年5月15日，過去為電子字典哈電族的製造商，但隨著智慧型手機和行動裝置的普及，電子字典的取代性高，已退出哈電族的製造生產。目前主要營業項目為房屋租賃業務及消費性電子產品及零組件。2024年產品營收結構中，物業租賃收入佔75%、其他營業收入佔25%。截至本評估意見書出具日止，該公司實收資本額為630,000,000元。

(三)本次辦理私募案之必要性及合理性評估

1.必要性之評估

隨著新冠疫情改變民眾生活型態，加速品牌轉型，社群電商大幅崛起，帶動冷鏈物流實質需求增加，且傳統物流模式面臨變革。因此，該公司將積極投入智能倉儲與物流設施。為擴大營運規模、充實營運資金、引進策略投資人或可強化財務結構或其他因應未來發展之資金需求，以提升公司營運及強化公司競爭力，故本次辦理私募增資用以擴大營運規模及充實營運資金，藉由應募人之資源協助，可有效提升整體股東權益，應有其必要性。另考量實際籌資市場狀況掌握不易及確保籌資成本之時效性及可行性，並有效降低資金成本，擬採私募方式辦理現金增資發行私募普通股。另透過授權董事會視市場狀況且配合公司實際需求辦理私募，將可提高公司籌資之機動性及效率。故本次採私募方式辦理現金增資發行新股應有其必要性。

另依現行公司法及證券交易法等規定，公開募集需視發行方式，以原股東、員工或不特定投資人為募集對象，公司尚無法透過現金增資引入對其未來營運發展有益之特定投資人，故該公司為企業繼續經營及中長期營運規劃發展，擬辦理私募增資發行普通股，以私募洽詢特定人方式，引進對公司未來之營運能產生直接或間接助益之投資人，應有其必要性。

整體而言，該公司本次辦理私募增資擬用以擴大營運規模、充實營運資金，除可擴大本公司未來營運規模，本計畫之執行預計將可強化公司競爭力並提升營運效能，股東權益具有正面效益，故應有其必要性。

2. 合理性之評估

經查閱該公司 114 年 3 月 7 日經董事會通過之本次私募議案，其提案討論內容、定價方式、私募特定人之選擇方式等尚符合證券交易法及相關法令規定，經評估該公司本次私募案發行程序應無重大異常之情事。

該公司本次辦理私募現金增資發行有價證券之種類為普通股，係市場普遍有價證券發行之種類，投資人接受程度高，故本次擬辦理私募有價證券之種類應有其合理性。另本次私募有價證券有三年內不得自由轉讓之限制，將更可確保該公司與應募人間之長期合作關係。

另該公司本次私募之資金用途為擴大營運規模、充實營運資金，可滿足該公司資金需求，有助於公司健全營運發展及兼顧股東權益，故本次私募之效益應可合理顯現。

整體而言，經評估該公司私募案之發行程序、有價證券種類、資金用途及效益，本次私募案應具合理性。

3. 應募人之選擇及其可行性與必要性評估

(1) 應募人之選擇

該公司本次私募之應募人以符合「證券交易法」第43條之6及「公開發行公司辦理私募有價證券應注意事項」所規定之特定人為限，且對公司未來之營運能產生直接或間接之助益者，該公司目前尚未洽定應募人，實際應募人之選擇於洽定後依相關規定辦理之，故其應募人之選擇方式應屬適切。

(2) 其可行性及必要性

該公司考量目前營運狀況及產業前景，本次私募案將引進對公司未來之營運能產生直接或間接助益之應募人，以提升公司營運規模及獲利能力，並秉持穩健及務實之經營原則，有效提升該公司股東權益，故本次私募案應募人之洽詢，應有其可行性及必要性。

4. 對公司業務、財務及股東權益等之影響

該公司本次 114 年 3 月 7 日董事會最近一年內(113 年 3 月 7 日起，截至 114 年 3 月 7 日止)，因該公司於 114 年 2 月 24 日召開股東臨時會全面改選董事，董事席次變動已達三分之一以上，符合「公開發行公司辦理私募有價證券應注意事項」第四條第三項有關董事會決議辦理私募前一年內經營權發生重大變動之情事。另該公司辦理私募之時間點將落於 114 年 6 月 11 日股東會之後，該公司目前尚未洽定應募人，故未來辦理私募普通股所引進之特定投資人是否取得一定數量董事席次參與公司經營，因而造成

經營權發生重大變動，尚無定論。惟考量該公司目前已發行股本為63,000仟股，114年3月7日經董事會決議在37,500仟股內辦理私募普通股，以全數發行計算，約佔該公司私募後股本110,500仟股之37.94%，故本次私募後不排除有董事席次或經營權發生變動之可能性，未來該公司若有發生董事席次變動或經營權變動之情事，亦將依相關規定辦理資訊揭露，以確保股東權益。綜上，本承銷商對該公司業務、財務及股東權益等之影響說明如下：

A.對公司業務之影響

該公司目前主要營業項目為房屋租賃及消費性電子產品及零組件等業務。該公司考量公司目前營運狀況及產業前景，為使公司永續經營，期以藉由本次私募案引進對公司未來之營運能產生直接或間接助益之應募人，可確保公司與投資夥伴間之長期合作關係，並透過應募人資源拓展該公司業務並提升獲利，且在私募資金即時有效挹注下，可增加長期穩定資金，支應未來營運發展所需，故在業務上具有正面之效益，該公司未來仍將致力於資產活化，持續拓展大型商用不動產投資與租賃業務，並跨足特殊用途之智能物流倉儲，加深租賃事業之廣度為營運成長增添動能。

B.對公司財務之影響

該公司本次擬於37,500仟股額度內辦理私募增資發行普通股，如全數發行，以定價日前一、三或五個營業日擇一之普通股收盤價簡單算數平均數平均股價(扣除無償配股除權及配息，並加回減資反除權之股價)及定價日前三十個營業日普通股收盤價簡單算數平均數(扣除無償配股除權及配息，並加回減資反除權之股價)，選以其中較高者為參考價格，並以不低於參考價格之八成為訂定私募價格之依據，本次私募案募集之資金將作為充實營運資金之用，應可有效節省利息支出及提升營運效能，故該公司在私募資金即時有效挹注下，尚可健全財務結構，強化經營體質，進而提高營運競爭力，有助公司未來中長期發展，對公司財務上應具有正面之效益。

C.對公司股東權益之影響

在股東權益方面，短期雖可能對公司每股盈餘造成稀釋，惟長期而言，該公司考量目前營運狀況及產業前景，為使公司擴大營運規模、充實營運資金，以公司未來營運能產生直接或間接助益者為首要考量，提升公司營運規模及獲利能力，並秉持穩健及務實之經營原則，有效提升該公司股東權益，故該公司辦理本次私募案對公司之股東權益，應具正面提升之效益。

5.評估意見總結

綜上評估，該公司本次私募案之資金將用以擴大營運規模、充實營運資金，除可強化公司提升資金運用調度之彈性以外，並可滿足其資金需求，有助於公司健全營運發展及兼顧股東權益，經考量公司目前之經營狀況及募集

資金之可行性等因素，該公司本次私募方式辦理現金增資發行新股計畫，實有其必要性及合理性；另經本證券承銷商檢視該公司董事會議案資料，其發行計畫內容及程序尚無重大違反規定或顯不合理情事，且私募預計產生之效益、應募人之選擇及對公司業務、財務及股東權益影響等各項因素綜合考量下，該公司本次辦理私募增資發行普通股應有其必要性及合理性。

三、其他聲明

- (一)本意見書之內容僅作為遠見科技 114 年 6 月 11 日股東常會決議本次辦理私募增資發行普通股之參考依據，不作為其他用途使用。
- (二)本意見書內容係參酌遠見科技所提供之 114 年 3 月 7 日董事會議案，以及該公司之財務資料暨其經由「公開資訊觀測站」之公告資訊等進行評估，對未來該公司因本次私募案計畫變更或其他情事可能導致本意見書內容變動之影響，本意見書均不負任何法律責任，特此聲明。
- (三)本承銷商非為遠見科技或其內部人之關係人，特此聲明。

評估人：

統一綜合證券股份有限公司



代表人：林寬成



中 華 民 國 一 一 四 年 三 月 五 日

**Meeting Notice
For
Annual shareholders' Meeting
(Summary Translation)**

The 2025 Annual Shareholders' Meeting (the "Meeting") of Global View Co., Ltd. (the "Company") will be convened at 9:00 a.m., Wednesday, Jun 11, 2025 at Pan Chiao Farmers' Association, Second Building 13th floor conference room (located at 13F., No. 29-1, Fuzhong Rd., Banqiao Dist., New Taipei City 220, Taiwan).

1. The agenda for the Meeting is as follows:

I .Report Items

- (1) 2024 Business Report.
- (2) Audit Committee's Review Report on the Financial Statements.
- (3) Execution of the 2024 Employee and Directors Compensation Plan.

II .Proposed Resolutions

- (1) Adoption of the 2024 Business Report and Financial Statements.
- (2) Adoption of the Proposal for Distribution of 2024 Profits.

III .Discussion items

- (1) Private placement of securities.
- (2) Amendment to "Articles of Incorporation".
- (3) Plan to purchase a logistics storage center

IV .Questions and motions

2. The major items of the proposal for distribution of 2024 profits adopted at Board Of Directors meeting are as follows:

I .Cash dividends to common share holders: Totaling NT\$63,000,000. Each common share holder will be entitled to receive a cash dividend for NT1 per share .

II. According to Article 209 of the Company Law, to draw shareholders agreed with the lifting of the prohibition of business strife limitation.

3. Private placement of marketable securities, submitted for resolution. Detail please see the attachment.

Board of Directors
Global View Co., Ltd.

【Attachment】

Private placement of marketable securities, submitted for resolution. Detail described as follows :

1. In order to increase the scale of operations, enrich working capital, introduce strategic investors, or institutions and industrial funds familiar with the management, construction, or operation and development of intelligent warehousing and logistics at home and abroad, so as to enhance the company's operation, research and development, and strengthen the company's competitiveness, it is proposed to apply for private placement of ordinary shares within the quota of no more than 37,500 ordinary shares, with a par value of NT\$10 per share.

2. In accordance with Article 43-6 of the Securities and Exchange Act, the matters to be explained in the handling of a private placement are as follows:

(1) Basis and reasonableness of price setting:

1. The private placement price shall not be less than 8% of the higher price calculated according to the following two benchmarks before the pricing date of the pricing basis authorized by the board of directors of the Company in accordance with the resolution of the shareholders' meeting.

(1) The simple arithmetic average of the closing price of ordinary shares calculated 1, 3 and 5 business days prior to the fixing date after deducting the free allotment ex-rights and dividends, and adding back the capital reduction and anti-ex-dividend rights.

(2) The simple arithmetic average of the closing price of ordinary shares 30 business days prior to the fixing date after deducting the ex-rights and dividends of the free allotment shares, and adding back the anti-ex-rights of capital reduction.

2. The actual issue price of the private placement ordinary shares shall not be less than the number of resolutions of the shareholders' meeting, and the board of directors is authorized to negotiate with specific persons and market conditions in the future, but shall not be lower than the par value of the shares.

Cf. The pricing method of the private placement price is based on the provisions of the "Matters to Note for Public Placement of Securities by Public Offering Companies", and considering that the company's future outlook and the transfer time, object and quantity of private placement securities are strictly restricted, and the listing cannot be negotiated within three years, and the liquidity is poor, so the setting of the private placement price should be reasonable and will not have a significant impact on the rights and interests of shareholders.

(2) Methods of selection of specific persons:

Specified persons specified in Article 43-6 of the Securities and Exchange Act and the Notes on Matters Needing Attention for Public Companies in Handling Private

Placement of Securities, and limited to strategic investors. Due to the long-term operation and business development needs of the Company, priority will be given to the selection of strategic investors who can directly or indirectly benefit the Company's future operations, and can help the Company expand its business market, strengthen customer relationships, or enhance the efficiency of business development and integration, or can improve technology, and can agree with the Company's business philosophy. At present, the Company has not yet negotiated a specific applicant, and intends to request the Board of Directors to authorize the Chairman of the Board to consider those who can directly or indirectly benefit from the Company's future operations, and to select the specific persons who meet the requirements of the competent authority.

(3) The purpose of the selection of specific persons:

It is necessary to introduce strategic investors and enhance long-term cooperative relationships with strategic partners, so that the long-term competitiveness and operational efficiency of the Company can be enhanced through strategic investors. Leveraging the experience, technology, knowledge, brand reputation and market access of strategic investors, it is expected that the Company will reduce operating costs and expand its business footprint through strategic cooperation, joint business development or market consolidation, so as to improve the Company's future operating performance.

(4) Necessary reasons for handling a private placement:

I. Reasons for not adopting public offerings: The Company intends to issue new shares in cash by way of private placement instead of public offering in consideration of factors such as the state of the capital market, the cost of issuance, the timeliness and feasibility of private placement financing, and the restriction that private placement shares are not free to be transferred within three years, so it is better to ensure and strengthen a closer long-term cooperative relationship with strategic partners.

II. Private placement quota: The total amount of ordinary shares in the private placement shall not exceed 37,500 thousand shares, which will be handled once or three times within one year from the date of resolution of the shareholders' meeting, and the total amount of private placement shall be authorized by the board of directors according to the actual private placement situation.

III. Participation in the use of private placement funds and expected benefits:

Number of transactions	Use of Funds	Expected to achieve benefits
It will be handled in one installment	In order to expand the scale of operation, enrich working capital, introduce strategic investors, or institutions and industrial funds familiar with the management, construction, or operation development of intelligent warehousing and logistics at home and abroad, so as to enhance the company's operation, research and development and strengthen the company's competitiveness.	It will effectively reduce the cost of capital and ensure the efficiency of financing, reduce the company's operating risks, strengthen the financial structure, and improve the efficiency of the company's future operating performance.
It will be handled in two phases	The second is to expand the scale of operation, enrich working capital, introduce strategic investors, or institutions and industrial funds familiar with the management, construction, or operation development of intelligent warehousing and logistics at home and abroad, so as to enhance the company's operation, research and development, and strengthen the company's competitiveness.	Both are to effectively reduce the cost of capital and ensure the efficiency of financing, reduce the company's operating risks, strengthen the financial structure, and improve the efficiency of the company's future operating performance.
It will be handled in three phases	The three are to expand the scale of operation, enrich working capital, introduce strategic investors, or institutions and industrial funds familiar with the management, construction, or operation development of intelligent warehousing and logistics at home and abroad, so as to enhance the company's operation, research and development, and strengthen the company's competitiveness.	All three of them are to effectively reduce the cost of capital and ensure the efficiency of financing, reduce the company's operating risks, strengthen the financial structure, and improve the efficiency of the company's future operating performance.

3. The rights and obligations of the new shares issued in this private placement ordinary shares are the same as those of the original shares; However, in accordance with Article 43-8 of the Securities and Exchange Act, the private placement of ordinary shares shall not be freely transferred for three years after delivery, except in accordance with specific circumstances stipulated by laws and regulations; The

Company also intends to apply to the competent authorities for a retroactive public offering and listing transaction in accordance with the relevant laws and regulations three years after the delivery of the private ordinary shares.

4. In this private placement of ordinary shares, it is proposed that the shareholders' meeting authorize the board of directors to handle the private placement once or three times within one year from the date of the adoption of the resolution of the shareholders' meeting, and if it is not possible to complete the private placement within the one-year period, the board of directors shall be convened before the expiration of the period to discuss whether to continue the private placement, and go to the public information observatory to handle the information disclosure according to the material information.

5. If the issuance conditions, planned items, progress of the use of funds, expected benefits and other unfinished matters of the Private Placement Ordinary Shares are necessary to be amended due to changes in laws and regulations, opinions of the competent authorities, or changes in the operational evaluation or objective environment, it is proposed that the shareholders' meeting authorize the board of directors to handle them at its sole discretion.

6. In order to cooperate with the Private Placement of Ordinary Shares, it is proposed to authorize the Chairman of the Board of Directors of the Company or his designee to sign and negotiate all deeds and documents relating to the Private Placement of Ordinary Shares, and to sign all matters required for the Private Placement of Ordinary Shares on behalf of the Company.

For information about the private placement of securities, please refer to the "Private Placement Section" on the Market Observation Post System (Link: <https://mops.twse.com.tw/mops/web/t116sb01>). Select "Listed" in the "Market Category" and "Company Code or Abbreviation" and type in "3040" to query) and the company's website (website: <https://www.tmcnet.com.tw>).

Annex1.

遠見科技股份有限公司

114年度辦理私募現金增資發行普通股 必要性與合理性之證券承銷商評估意見書

一、前言

遠見科技股份有限公司(以下簡稱遠見科技或該公司)依「證券交易法」第43條之6規定辦理 114 年度現金增資私募普通股案(以下簡稱本私募案)，該公司已於 114 年 3 月 7 日召開董事會決議辦理私募有價證券。依據該次董事會之議案內容：決議於不超過37,500仟股普通股之額度內辦理私募普通股，私募普通股價格之訂定，以不低於參考價格之八成訂定之，特定人選擇方式則以符合「證券交易法」第43條之6及行政院金融監督管理委員會 99 年 9 月 1 日金管證發字第 0990046878 號函規定之特定人為限。本次私募案預計自 114 年 6 月 11 日股東常會決議通過之日起一年內一次至三次辦理。

依據「公開發行公司辦理私募有價證券應注意事項」之規定，董事會決議辦理私募有價證券前一年內至該私募有價證券交付日起一年內，經營權發生重大變動者應洽請證券承銷商出具辦理私募必要性與合理性之評估意見，並載明於股東會開會通知，以作為股東是否同意之參考。因遠見科技於 114 年 2 月 24 日召開股東臨時會全面改選董事，且董事席次變動已達三分之一以上，另該公司目前已發行股數為 63,000,000 股，加計本次擬私募股數上限 37,500,000 股(以全數發行計算)，預計股數增加至 100,500,000 股，故本次私募總股數占私募後股本比例約為 37.31%，考量應募人因參與本私募案所持有一定股權比例下，未來不排除董事會成員因股東結構改變而有所變動，而有經營權發生重大變動之可能性，故遠見科技委任本證券承銷商出具本次私募案必要性與合理性之評估意見。

本意見書之內容僅作為遠見科技 114 年 3 月 7 日董事會辦理私募有價證券之補充依據及 114 年 6 月 11 日股東常會決議本次辦理私募有價證券之用，不得作為其它用途使用。本意見書係依據遠見科技所提供之財務資料及其在公開資訊觀測站之公告資訊所出具，對未來該公司因本次私募案計畫變更或其它情事可能導致本意見書內容變動之影響，本證券承銷商均不負任何法律責任，特此聲明。

二、承銷商評估意見

(一)適法性評估

該公司最近年度為稅後純益且無累積虧損，然因本次私募資金之應募人係以符合「證券交易法」第43條之6及「公開發行公司辦理私募有價證券應注意事項」第三條所規定之特定人為限，得辦理私募有價證券；另該公司已於114年3月7日董事會決議本次私募增資普通股之每股實際發行價格以不低於參考價格之八成為訂定私募價格之依據，並將於股東常會召集事由中列舉相關事項，經評估本次私募案之辦理程序應屬適法。

(二)公司簡介

遠見科技設立於民國75年5月15日，過去為電子字典哈電族的製造商，但隨著智慧型手機和行動裝置的普及，電子字典的取代性高，已退出哈電族的製造生產。目前主要營業項目為房屋租賃業務及消費性電子產品及零組件。2024年產品營收結構中，物業租賃收入佔75%、其他營業收入佔25%。截至本評估意見書出具日止，該公司實收資本額為630,000,000元。

(三)本次辦理私募案之必要性及合理性評估

1.必要性之評估

隨著新冠疫情改變民眾生活型態，加速品牌轉型，社群電商大幅崛起，帶動冷鏈物流實質需求增加，且傳統物流模式面臨變革。因此，該公司將積極投入智能倉儲與物流設施。為擴大營運規模、充實營運資金、引進策略投資人或可強化財務結構或其他因應未來發展之資金需求，以提升公司營運及強化公司競爭力，故本次辦理私募增資用以擴大營運規模及充實營運資金，藉由應募人之資源協助，可有效提升整體股東權益，應有其必要性。另考量實際籌資市場狀況掌握不易及確保籌資成本之時效性及可行性，並有效降低資金成本，擬採私募方式辦理現金增資發行私募普通股。另透過授權董事會視市場狀況且配合公司實際需求辦理私募，將可提高公司籌資之機動性及效率。故本次採私募方式辦理現金增資發行新股應有其必要性。

另依現行公司法及證券交易法等規定，公開募集需視發行方式，以原股東、員工或不特定投資人為募集對象，公司尚無法透過現金增資引入對其未來營運發展有益之特定投資人，故該公司為企業繼續經營及中長期營運規劃發展，擬辦理私募增資發行普通股，以私募洽詢特定人方式，引進對公司未來之營運能產生直接或間接助益之投資人，應有其必要性。

整體而言，該公司本次辦理私募增資擬用以擴大營運規模、充實營運資金，除可擴大本公司未來營運規模，本計畫之執行預計將可強化公司競爭力並提升營運效能，股東權益具有正面效益，故應有其必要性。

2. 合理性之評估

經查閱該公司 114 年 3 月 7 日經董事會通過之本次私募議案，其提案討論內容、定價方式、私募特定人之選擇方式等尚符合證券交易法及相關法令規定，經評估該公司本次私募案發行程序應無重大異常之情事。

該公司本次辦理私募現金增資發行有價證券之種類為普通股，係市場普遍有價證券發行之種類，投資人接受程度高，故本次擬辦理私募有價證券之種類應有其合理性。另本次私募有價證券有三年內不得自由轉讓之限制，將更可確保該公司與應募人間之長期合作關係。

另該公司本次私募之資金用途為擴大營運規模、充實營運資金，可滿足該公司資金需求，有助於公司健全營運發展及兼顧股東權益，故本次私募之效益應可合理顯現。

整體而言，經評估該公司私募案之發行程序、有價證券種類、資金用途及效益，本次私募案應具合理性。

3. 應募人之選擇及其可行性與必要性評估

(1) 應募人之選擇

該公司本次私募之應募人以符合「證券交易法」第43條之6及「公開發行公司辦理私募有價證券應注意事項」所規定之特定人為限，且對公司未來之營運能產生直接或間接之助益者，該公司目前尚未洽定應募人，實際應募人之選擇於洽定後依相關規定辦理之，故其應募人之選擇方式應屬適切。

(2) 其可行性及必要性

該公司考量目前營運狀況及產業前景，本次私募案將引進對公司未來之營運能產生直接或間接助益之應募人，以提升公司營運規模及獲利能力，並秉持穩健及務實之經營原則，有效提升該公司股東權益，故本次私募案應募人之洽詢，應有其可行性及必要性。

4. 對公司業務、財務及股東權益等之影響

該公司本次 114 年 3 月 7 日董事會最近一年內(113 年 3 月 7 日起，截至 114 年 3 月 7 日止)，因該公司於 114 年 2 月 24 日召開股東臨時會全面改選董事，董事席次變動已達三分之一以上，符合「公開發行公司辦理私募有價證券應注意事項」第四條第三項有關董事會決議辦理私募前一年內經營權發生重大變動之情事。另該公司辦理私募之時間點將落於 114 年 6 月 11 日股東會之後，該公司目前尚未洽定應募人，故未來辦理私募普通股所引進之特定投資人是否取得一定數量董事席次參與公司經營，因而造成

經營權發生重大變動，尚無定論。惟考量該公司目前已發行股本為63,000仟股，114年3月7日經董事會決議在37,500仟股內辦理私募普通股，以全數發行計算，約佔該公司私募後股本110,500仟股之37.94%，故本次私募後不排除有董事席次或經營權發生變動之可能性，未來該公司若有發生董事席次變動或經營權變動之情事，亦將依相關規定辦理資訊揭露，以確保股東權益。綜上，本承銷商對該公司業務、財務及股東權益等之影響說明如下：

A.對公司業務之影響

該公司目前主要營業項目為房屋租賃及消費性電子產品及零組件等業務。該公司考量公司目前營運狀況及產業前景，為使公司永續經營，期以藉由本次私募案引進對公司未來之營運能產生直接或間接助益之應募人，可確保公司與投資夥伴間之長期合作關係，並透過應募人資源拓展該公司業務並提升獲利，且在私募資金即時有效挹注下，可增加長期穩定資金，支應未來營運發展所需，故在業務上具有正面之效益，該公司未來仍將致力於資產活化，持續拓展大型商用不動產投資與租賃業務，並跨足特殊用途之智能物流倉儲，加深租賃事業之廣度為營運成長增添動能。

B.對公司財務之影響

該公司本次擬於37,500仟股額度內辦理私募增資發行普通股，如全數發行，以定價日前一、三或五個營業日擇一之普通股收盤價簡單算數平均數平均股價(扣除無償配股除權及配息，並加回減資反除權之股價)及定價日前三十個營業日普通股收盤價簡單算數平均數(扣除無償配股除權及配息，並加回減資反除權之股價)，選以其中較高者為參考價格，並以不低於參考價格之八成為訂定私募價格之依據，本次私募案募集之資金將作為充實營運資金之用，應可有效節省利息支出及提升營運效能，故該公司在私募資金即時有效挹注下，尚可健全財務結構，強化經營體質，進而提高營運競爭力，有助公司未來中長期發展，對公司財務上應具有正面之效益。

C.對公司股東權益之影響

在股東權益方面，短期雖可能對公司每股盈餘造成稀釋，惟長期而言，該公司考量目前營運狀況及產業前景，為使公司擴大營運規模、充實營運資金，以公司未來營運能產生直接或間接助益者為首要考量，提升公司營運規模及獲利能力，並秉持穩健及務實之經營原則，有效提升該公司股東權益，故該公司辦理本次私募案對公司之股東權益，應具正面提升之效益。

5.評估意見總結

綜上評估，該公司本次私募案之資金將用以擴大營運規模、充實營運資金，除可強化公司提升資金運用調度之彈性以外，並可滿足其資金需求，有助於公司健全營運發展及兼顧股東權益，經考量公司目前之經營狀況及募集

資金之可行性等因素，該公司本次私募方式辦理現金增資發行新股計畫，實有其必要性及合理性；另經本證券承銷商檢視該公司董事會議案資料，其發行計畫內容及程序尚無重大違反規定或顯不合理情事，且私募預計產生之效益、應募人之選擇及對公司業務、財務及股東權益影響等各項因素綜合考量下，該公司本次辦理私募增資發行普通股應有其必要性及合理性。

三、其他聲明

- (一)本意見書之內容僅作為遠見科技 114 年 6 月 11 日股東常會決議本次辦理私募增資發行普通股之參考依據，不作為其他用途使用。
- (二)本意見書內容係參酌遠見科技所提供之 114 年 3 月 7 日董事會議案，以及該公司之財務資料暨其經由「公開資訊觀測站」之公告資訊等進行評估，對未來該公司因本次私募案計畫變更或其他情事可能導致本意見書內容變動之影響，本意見書均不負任何法律責任，特此聲明。
- (三)本承銷商非為遠見科技或其內部人之關係人，特此聲明。

評估人：

統一綜合證券股份有限公司



代表人：林寬成



中 華 民 國 一 一 四 年 三 月 五 日