

公開資訊觀測站精華版

本資料由 (上市公司) 2428 興勤 公司提供

序號	1	發言日期	112/04/11	發言時間	17:58:51
發言人	鐘世英	發言人職稱	總經理	發言人電話	07-5577660
主旨	代子公司東莞為勤電子有限公司公告董事會通過與廣東為勤興景電子有限公司合併案				
符合條款	第 11 款	事實發生日	112/04/11		
說明	<p>1. 併購種類(如合併、分割、收購或股份受讓): 合併</p> <p>2. 事實發生日:112/4/11</p> <p>3. 參與併購公司名稱(如合併另一方公司、分割新設公司、收購或受讓股份標的公司之名稱): 東莞為勤電子有限公司(存續公司)</p> <p>4. 交易相對人(如合併另一方公司、分割讓與他公司、收購或受讓股份之交易對象): 廣東為勤興景電子有限公司(消滅公司)</p> <p>5. 交易相對人為關係人:是</p> <p>6. 交易相對人與公司之關係(本公司轉投資持股達XX%之被投資公司),並說明選定收購、受讓他公司股份之對象為關係企業或關係人之原因及是否不影響股東權益: 東莞為勤電子有限公司及廣東為勤興景電子有限公司皆為本公司間接轉投資100%持有之大陸子公司,係為組織架構調整,對股東權益並無影響。</p> <p>7. 併購目的及條件,包括併購理由、對價條件及支付時點: 集團內組織優化及調整。</p> <p>8. 併購後預計產生之效益: 簡化組織架構,整合集團資源。</p> <p>9. 併購對每股淨值及每股盈餘之影響: 無</p> <p>10. 併購之對價種類及資金來源: 不適用</p> <p>11. 換股比例及其計算依據: 不適用</p> <p>12. 本次交易會計師、律師或證券承銷商出具非合理性意見:不適用</p> <p>13. 會計師或律師事務所名稱或證券承銷商公司名稱: 不適用</p> <p>14. 會計師或律師姓名: 不適用</p> <p>15. 會計師或律師開業證書字號: 不適用</p> <p>16. 獨立專家就本次併購換股比例、配發股東之現金或其他財產之合理性意見書內容(一、包含公開收購價格訂定所採用之方法、原則或計算方式及與國際慣用之市價法、成本法及現金流量折現法之比較。二、被收購公司與已上市櫃同業之財務狀況、獲利情形及本益比之比較情形。三、公開收購價格若參考鑑價機構之鑑價報告者,應說明該鑑價報告內容及結論。四、收購人融資償還計畫若係以被收購公司或合併後存續公司之資產或股份為擔保者,應說明對被收購公司或合併後存續公司財務業務健全性之影響評估): 不適用</p> <p>17. 預定完成日程: 預計112年底前完成</p>				

18. 既存或新設公司承受消滅(或分割)公司權利義務相關事項(註二):

自合併基準日起, 東莞為勤電子有限公司概括承受廣東為勤興景電子有限公司之帳列資產、負債及截至合併基準日止仍為有效之一切權利及義務。

19. 參與合併公司之基本資料(註三):

東莞為勤電子有限公司: 熱敏及壓敏電阻、傳感器、機器設備等製造及買賣。

廣東為勤興景電子有限公司: 熱敏及壓敏電阻、傳感器、機器設備等批發業務。

20. 分割之相關事項(含預定讓與既存公司或新設公司之營業、資產之評價價值; 被分割公司或其股東所取得股份之總數、種類及數量; 被分割公司資本減少時, 其資本減少有關事項)(註: 若非分割公告時, 則不適用):

不適用

21. 併購股份未來移轉之條件及限制:

不適用

22. 併購完成後之計畫(包含一、繼續經營公司業務之意願及計畫內容。二、是否發生解散、下市(櫃)、重大變更組織、資本、業務計畫、財務及生產、對公司重要人員、資產之安排或運用, 或其他任何影響公司股東權益之重大事項):

不適用

23. 其他重要約定事項:

無

24. 其他與併購相關之重大事項:

無

25. 本次交易, 董事有無異議: 否

26. 併購交易中涉及利害關係董事資訊(自然人董事姓名或法人董事名稱暨其代表人姓名、其自身或其代表之法人有利害關係之重要內容(包括但不限於實際或預計投資其他參加併購公司之方式、持股比率、交易價格、是否參與併購公司之經營及其他投資條件等情形)、其應迴避或不迴避理由、迴避情形、贊成或反對併購決議之理由):

不適用

27. 是否涉及營運模式變更: 否

28. 營運模式變更說明(註四):

不適用

29. 過去一年及預計未來一年內與交易相對人交易情形(註五):

不適用

30. 資金來源(註五):

不適用

31. 其他敘明事項(註六):

無

註二、既存或新設公司承受消滅公司權利義務相關事項, 包括庫藏股及已發行具有股權性質有價證券之處理原則。

註三: 參與合併公司之基本資料包括公司名稱及所營業務之主要內容。

註四: 倘涉營運模式變更, 請於欄位敘明包括營業範圍變更、產品線擴充/縮減、製程調整、產業水平/垂直整合, 或其他涉及營運架構調整事項。

註五: 非屬私募資金用以併購案件者, 得填寫不適用。

註六: 若本案成就前, 尚需經國內、外主管機關(如: 投審會、公平交易委員會、反壟斷局或其他單位)核准或許可者, 應予敘明相關事項。

以上資料均由各公司依發言當時所屬市場別之規定申報後, 由本系統對外公佈, 資料如有虛偽不實, 均由該公司負責。

Historical Information

Provided by: THINKING ELECTRONIC INDUSTRIAL CO., LTD

SEQ_NO	1	Date of announcement	2023/04/11	Time of announcement	18:07:11
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Subject	Announcement on Board of Directors of Dong Guan Welkin Electronic Co., Ltd. approves its merge with Guangdong Welkin Thinking Electronic Co., Ltd.
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Date of events	2023/04/11	To which item it meets	paragraph 11
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Statement	<p>1.Type of merger and acquisition (e.g.merger, spin-off, acquisition, or share transfer):merger</p> <p>2.Date of occurrence of the event:2023/04/11</p> <p>3.Names of companies participating in the merger and acquisition (e.g., name of the other company participating in the merger, newly established company in a spin-off, acquired company, or company whose shares are transferred): Dong Guan Welkin Electronic Co., Ltd. (Surviving company)</p> <p>4.Trading counterparty (e.g., name of the other company participating in the merger, company spinning off, or trading counterparty to the acquisition or share transfer): Guangdong Welkin Thinking Electronic Co., Ltd. (Dissolved company)</p> <p>5.Whether the counterparty of the current transaction is a related party:Yes.</p> <p>6.Relationship between the trading counterparty and the Company (investee company in which the Company has re-invested and has shareholding of XX%), explanation of the reasons for the decision to acquire from or transfer shares to an affiliated enterprise or related party, and whether it will affect shareholders' equity:Two subsidiaries are 100% owned by the Company, there is no impact on shareholders'equity</p> <p>7.Purpose and conditions of the merger and acquisition, including the reason, consideration conditions and payment schedule of the merger and acquisition:Organization optimization of the Group</p> <p>8.Anticipated benefits of the merger and acquisition: Organization structure of the Group will be streamlined, and its resources will also be integrated</p> <p>9.Effect of the merger and acquisition on net worth per share and earnings per share:NA</p> <p>10.Types of consideration for mergers and acquisitions and sources of funds:NA</p> <p>11.Share exchange ratio and calculation assumptions:NA</p> <p>12.Whether the CPA, lawyer or securities underwriter issued an unreasonable opinion regarding the transaction:NA</p> <p>13.Name of accounting, law or securities firm:NA</p> <p>14.Name of CPA or lawyer:NA</p> <p>15.Practice certificate number of the CPA:NA</p> <p>16.The content of the independent expert opinion on the reasonableness of the share exchange ratio, cash or other assets allotted to shareholders in this merger and acquisition:NA</p> <p>17.Estimated date of completion: It is expected to be completed by the end of 2023</p> <p>18.Matters related to the assumption of corporate rights and obligations of the dissolving company (or spin-off) by the existing or newly-established company:From the merge entitlement date, Dong Guan Welkin Electronic Co., Ltd. will assume not only the recognized assets and liabilities but also all of the rights and obligations remained effective by the entitlement date.</p> <p>19.Basic information of companies participating in the merger: (1)Dong Guan Welkin Electronic Co., Ltd.: Manufacturing and selling thermistors, varistors, sensors and equipment (2)Guangdong Welkin Thinking Electronic Co., Ltd.: Wholesale of thermistors, varistors, sensors and equipment</p> <p>20.Matters related to the spin-off (including estimated value of the business and assets planned to be transferred to the existing company or new company.The total number of shares to be acquired by the spun-off company or its shareholders, and their respective types and no.Matters related to the reduction, if any, in capital of the spun-off company)(note: not applicable for announcements unrelated to spin-offs):NA</p> <p>21.Conditions and restrictions for future transfer of shares resulting from the merger and acquisition:NA</p> <p>22.Post-merger and acquisition plan: (1) Willingness to continue operating the business of the company, and the contents of plans to that effect (2) Dissolution; delisting from an exchange (or OTC market); material changes in organization, capital, business plan, financial operations and production; accommodation or utilization of staff and assets critical to the Company; or any other matter of material significance that would affect the company's shareholder equity:NA</p> <p>23.Other important terms and conditions:None</p> <p>24.Other major matters related to the mergers and acquisitions:None</p> <p>25.Any objections from directors to the transaction:No</p> <p>26.Information on interested directors involved in the mergers and acquisitions:NA</p> <p>27.Whether the transaction involved in change of business model:No</p> <p>28.Details on change of business model:NA</p> <p>29.Details on transactions with the counterparty for the past year and the expected coming year:NA</p> <p>30.Source of funds:NA</p> <p>31.Any other matters that need to be specified:None</p>
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