

公司代號	911616
公告序號	1
事實發生日	民國 110 年 7 月 27 日
公司名稱	杜康控股有限公司
主旨	<p>應證交所要求說明有關臺灣存託憑證持有人重要權益通知信函未規劃收購相關事宜</p> <p>According to the requirements of the TWSE, the Company provides the supplement disclosure with regard to the notification letter of significant rights of TDR holders ("Notification").</p>
當日重大訊息之詳細內容	<p>符合條款-第五條第 26 款</p> <p>事實發生日:110/7/27</p> <p>發生事由:</p> <p>1. 本公司因出售（即移轉）對從屬公司 Sea Will International Limited 百分之百的股權，經台灣證券交易所 2021 年 6 月 7 日臺證上二字第 1101702008 號函認為核有未符合貴公司營業細則第 53 條之 30 所規定之繼續上市標準，而構成第 50 條之 3 第 9 項第 7 款應終止上市之事由，並經台灣證券交易所於 2021 年 7 月 21 日辦理市場公告，本公司參與發行之臺灣存託憑證（簡稱「杜康 - DR」）將自 2021 年 8 月 31 日起終止上市。據此，</p>

本公司已於同日在公開資訊觀測站公告持有人重要權益通知信函。

The Company received a letter issued by the TWSE dated 7 June 2021 stating that the requirements under Article 53.30 of the TWSE Operating Rules for the maintenance of listing status of the Company's Taiwan Depository Receipts ("TDRs") on the TWSE will not be satisfied following completion of the sale/transfer of the Company's 100% shares in its subsidiary, Sea Will International Limited (the "Proposed Transactions"). Accordingly, TWSE made a publication on 21 July 2021 that the Company's TDRs shall be delisted from the TWSE which will take effect from 31 August 2021, and the Company has duly notified the holders of the Company's TDRs via the Market Observation Post System (M.O.P.S.) on the same date of the TWSE's said publication.

2. 有關持有人重要權益通知信函第陸章「杜康控股及其董事之承諾請求收購杜康-DR」，係說明本公司及其董事基於收購行為將違反新加坡交易所《上市手冊》第 881 條及第 884 條的規定而無法收購臺灣存託憑證之情形，與本公司 2021 年 3 月 31 日發布致股東函第 9.3 重組集團的相關風險因素「(f) 與目標公司在台灣證券交易所上市相關的風險」，係揭露完成擬議交易可能導致杜康 - DR 下市風險的事實，使本公司股東得以評估是否同意本公司辦理擬議交易，兩者之目的並不相同，內容亦無抵觸。申言之，前述致股東函第 9.3 風險揭露之內容並不能視做本公司對收購的承諾或保證，本公司收購義務的履行均應以本

公司的收購行為具適法性為前提。有關市場上的不實資訊，請投資人審慎判斷，以保障自身權益。

With regard to the Section Six "the Company and its directors commit to conduct the TDR acquisition " of Notification, it states that the Company and its directors will not be able to conduct the TDR acquisition as conducting the acquisition will violate Rules 881 or 884 of the Listing Manual. However, the Section 9.3(f) entitled "Risk Factors relating to the Restructured Group – Risks relating to the Company's listing on the Taiwan Stock Exchange" in the Company's circular lodged with the Singapore Exchange Securities Trading Limited ("SGX-ST") on 31 March, 2021 ("Circular"), is to disclose the risk factors associated with the completion of the Proposed Transactions which may result in the delisting of the Company's TDR for the Company's shareholders to assess whether to vote yes in relation to the Proposed Transactions. The purposes of said Notification and Circular are different, and the descriptions thereof do not conflict with each other. Moreover, the contents of risk factors disclosed in Section 9.3(f) of the Circular cannot be considered as the Company's assurance or commitment to conduct the TDR acquisition. The performance of the TDR acquisition shall be subject to the condition that it has to be conducted without violating any laws and regulations. The TDR Holders/Investors shall make the judgment carefully on any false information in the stock market to protect your own interests.

3. 由於本公司原股於新加坡交易所（第一上市地）仍維持正常交易，故提醒杜康 - DR 持有人得於 2021 年 8 月 30 日（最後交易日）前應盡速按照信函所定相關程序辦理杜康 - DR 兌回持有或兌回出售。

The Company reminds the TDR holders that you may choose to (i) redeem the TDRs and directly hold the shares of the Company listed in the SGX or (ii) redeem the TDRs and sell the shares of the

	<p>Company in the SGX before August 30, 2021 (the latest trading day of TDRs) in accordance with the procedures disclosed in the Notification since the Company's shares are still listed and traded in the SGX.</p> <p>4. 如對於本公司於 202 年 7 月 21 日公告持有人重要權益通知信函有任何疑義，敬請電洽下列聯絡窗口：</p> <p>If there are any further questions with regard to the Notification, please see the contact information as follow.</p> <p>(1) 發行公司：杜康控股有限公司：+86-371-87518038 陳小姐</p> <p>The Company: 86-371-87518038 Ms. Chen</p> <p>(2) 存託機構：遠東國際商業銀行股份有限公司 信託部：</p> <p>(02)2312-3636 分機 88980 徐小姐</p> <p>The Depository: Far Eastern International Bank Co., Ltd., Department of trust, (02)2312-3636 #88980 Ms. Hsu</p> <p>(3) 股務代理機構：元大證券股份有限公司：02-2586-5859 分機 5924 李小姐</p> <p>The stock affairs agent: Yuanta Securities Co., Ltd., 02-2586-5859 #5924 Ms. Lee</p>
其他	