



Announcement

The Board of D-Link has resolved the spin-off of the Company's OEM/ODM Business Units into a 100% owned subsidiary on Mar 26, 2003

Taipei, March 28, 2003

Distinguish the "D-Link" brand and OEM/ODM business of D-Link Corporation (hereinafter, the "Company" or "D-Link") via carving out the OEM/ODM business to a subsidiary of the Company to enhance the business focus and competitiveness.

Name, business items, and asset valuation of the business intended to be transferred to the existing or the newly incorporated company and the name of such company:

1) Company name (tentative): Ming Tai Technology Inc. ("Ming Tai").

2) Business scope:(a) manufacturing of telecommunications radio frequency equipment, (b)import of telecommunications radio frequency equipment, (c)research, development, manufacturing, import and export, and sales of computer network systems equipment and parts, routers wireless LAN cards, wireless access points, wireless routers etc, and (d) other businesses not restricted or prohibited by law or regulation.

Evaluation of the carved-out business: The evaluation of the business to be carved out is based on the amount of the assets to be carved out minus the amount of liabilities to be carved out, which is NTD 2,354,773,000 The amount of carved-out assets is NTD2, 455,621,000. The amount of the liabilities to be carved out is NTD100, 848,000.

Share exchange ratio and basis for its computation:

1) Stock exchange ratio: Based on each NTD10 of the OEM/ODM business value in exchange for one share of common stock of Ming Tai, par value NTD10 per share, D-Link expects to receive nearly 200,000,000 newly issued shares of Ming Tai.

2) Calculation basis: The above stock exchange ratio is based on the independent expert's evaluation report.

Total number of shares, classes of shares, and amount of each class, acquired by the divided company or its shareholders:

D-Link expects to receive newly issued shares of common stock of Ming Tai in the amount of nearly NTD2, 00,000,000 par value NTD10 per share, divided into 200,000,000 shares.

Rights and obligations of the divided company assumed by the existing or newly incorporated recipient company and related matters:

1) On the record date of carve out (the "Record Date"), the carved out business and its related rights and obligations will be assumed by Ming Tai.

2) Except for the liabilities which may be separated from those of the Company prior to the carve out, Ming Tai shall be jointly liable with the Company for the liabilities associated with the carved-out business within the limit set forth in Article 32.6 of the Enterprise Merger and Acquisition Law.

Matters related to capital reduction, if any, of the divided company: Not applicable.

Anticipated benefits of the spin-off:

Enhance the operation efficiency and competitiveness by establishing expertise and focus on business.

The record date for share conversion, if conversion, exchange, or subscription rights are attached:

After the shareholders' meeting and the relevant governing authorities approve the carve-out plan, the board of directors of both companies shall jointly set the Record Date.

Possible dilution of equity, if conversion, exchange, or subscription rights are attached: None.

Any other matters that need to be specified:

The carve-out plan shall be submitted to the annual shareholders' meeting for approval, the time and place for the shareholders' meeting will be notified and published by the Company. The tentative meeting date is scheduled on May 8, 2003.

IR Contact:

Yvonne Yan
Senior Director
Investor Relations

2F, No. 233-2, Pao-Chiao Rd., Hsin-Tien
Taipei, Taiwan, R.O.C.

Tel: +886-2-2916-1600, ext. 2200

Fax: +886-2-2914-6299

E-mail: yvonne_yan@dlink.com.tw

For more information, please visit <http://www.dlink.com.tw/ir>

發佈單位:友訊科技股份有限公司

發佈日期:92年3月28日

友訊科技(股)公司於3月26日經董事會決議通過因業務要將修正代客研製(OEM/ODM)事業門分割為單獨成立子公司

分割目的:

為組織重整與調整經營模式，以強化體質與專業分工，確立自有品牌經營與代客研製(OEM/ODM)分開。

預定讓與既存公司或新設公司之名稱、營業項目、資產評價價值:

1.公司名稱：暫定為明泰科技股份有限公司（以下簡稱「明泰公司」）。

2.營業項目：(1)電信管制射頻器材製造業(2)電信管制射頻器材輸入業及(3)研究、開發、生產、製造及銷售電腦網路系統設備，及其零組件、無線網路卡、無線集線器、無線交換器及無線路由器及前述有關產品之進出口貿易業務等產品(4)除許可業務外之其他非法今限制或禁止之業務。

3.資產評價價值：

本公司預定讓與網源公司之營業價值，以分割讓與之資產減負債計算之，預計為新台幣二十三億五千四百七十七萬三千元，分割讓與之資產預計為新台幣二十四億五千五百六十二萬一千元、分割讓與之負債預計為新台幣一億零八十四萬八千元。

換股比例及計算依據:

1.換股比例：按代客研製(OEM/ODM)事業部門營業價值每壹拾元，換取明泰公司普通股壹股，本公司預定取得明泰公司擬發行之普通股約二億股。

2.計算依據：前項換股比例係參酌獨立專家之評估意見訂定之。

被分割公司或其股東所取得股份之總數、種類及數量:

本公司預定取明泰公司普通股股份約新台幣二十億元，每股面額壹拾元，分為二億股。

既存公司或新設公司承受被分割公司權利義務相關事項:

1.在分割基準日時，分割標的及分割標的相關之權利義務，均由明泰公司依法承受、受讓或承擔。

2.除分割標的所生之負債與分割前本公司債務係可分者外，明泰公司應就分割前本公司所負債務，在企業併購法第32條第6項規定之範圍內與本公司負連帶清償責任。

被分割公司資本減少時，其資本減少有關事項:不適用。

預計分割效益:以專業分工提昇企業經營效率及產業競爭力。

附有轉換、交換或認股者，其換股基準日：

分割基準日於本分割案獲本公司股東會決議通過及相關之主管機關許可獲核准後，由雙方董事會共同訂定之。

附有轉換、交換或認股者，對股權可能稀釋情形：無

其他應敘明事項：

本分割案將提報本公司九十二年度股東常會討論決議之，股東常會開會時間及地點請另詳本公司之公告，目前暫定為民國九十二年五月八日。

※如需其他資訊，請至本公司網站瀏覽 <http://www.dlink.com.tw/lr>

法人關係室：顏 玉 資深處長
電話：(02)2916-1600#2200

法人關係室：賴怡曉 經理
電話：(02)2916-1600#2507

新聞聯絡人：王淑文 小姐 (代)
電話：(02)2916-1600#2506

E-mail：ir@dlink.com.tw