	開會通知書	
	Meeting Notice for the 2020 Annual General Meeting of the Members of GCS Holdings, Inc. 一、茲前於民國109年6月5日上午9時整假臺灣臺北市羅斯福路四段85號B1(集思台大會議中心洛克廳)舉行本公司109年股東常會,會議召集事由:(一)報告事項:1.民國108年度營業報告書。2.審計委員會審查民國108年度決算表册報告。3.民國108年度員工酬勞及董事酬勞分添情形報告。4.民國108年度盈餘分配以現金發放股利報告。5.買回股份轉讓員工辦法修訂報告。6.私募有價證券辦理情形報告。(二)承訟事項:1.民國108年度營業報告書及財務報表。2.民國108年度盈餘分配家。(三)對論及選舉事項:1.修訂公司組織簡章案。2.修訂公司章程案。3.修訂股東會議事規範案。4.修訂董事選舉辦法案。5.通過發行限制員工權利新股業。6.改運四席董事及三席獨立董事案。7.討論解除新任董事營獨立董事越業禁止之限制案。(四)臨時動議。 The 2020 Annual General Meeting of the Members of GCS Holdings, Inc., (the "Company") will be held at 9:00 am, June 5, 2020 (Taiwan Time) (the "Meeting") at B1F, No.85, Sec. 4, Roosevelt Rd., Taipei City, Taiwan (GIS NTU Convention Center). Agenda of the Meeting: 1. Report Items: (1) Business Report of 2019. (2) Audit Committee Report of 2019. (3) Report on 2019 Employees' and Directors' Remuneration. (4) Report on 2019 Dividends Distribution in Cash. (5) Report on Revision of Rules for Transfer of Treasury Shares to Employees. (6) Report on the Status of Cash Offering by Private Placement. 2. Proposed Resolutions: (1) 2019 Business Report and Financial Statements. (2) 2019 Earnings Distribution. 3. Discussion and Election Items: (1) Adoption and Approval of Fifth Amended and Restated Memorandum of Association. (2) Adoption and Approval of Tenth Amended	
	and Restated Articles of Association. (3) Revision of Rules and Procedures of Members' Meeting. (4) Revision of Rules for Election of Directors. (5) Adoption and Approval of Issuance of 2020 Employee Restricted Shares and the Plan. (6) Re-election Four (4) Directors and Three (3) Independent Directors. (7) Granting Waivers to Directors' Engagement in any Business within the Scope of the Company's Business. 4. Questions and Extemporary Motions.	Γ
Ш	二、本公司盈餘分配業,業經董事會決議通過,其主要內容如下:現金股利每股配發新台幣0.51元,總計新台幣45,622,817元。 The Earning Distribution Proposal approved and adopted by the Board of Directors is as following: Total cash dividends of NTD 45,622,817 (NTD 0.51 per share).	L
	per sitate). 三、依中華民國公開發行公司相關规定應就明其主要内容置於公開資訊觀測站,查詢網址爲:【http://mops.twse.com.tw】。 Pursuant to the applicable public company rules of ROC, the Main Points of certain Discussion Items shall be placed on the website of Market Observation Post System ("MOPS"), available at http://mops.twse.com.tw. 四、發行限制員工權利新股主要內容詳見背面附件說明。	
	Please see attachment on the reverse side for the Main Points of Issue of Employee Restricted Shares. 五、1.本次股東會董事惠選人教:董事7人(含獨立董事3人)。	
Ш	2. 採提名刺之候選人名單:【董事:黃大倫、安寶信、晶元光電股份有限公司、嘉和半導體股份有限公司】、【獨立董事:曾宗琳、楊榮恭、程建中】。 3.各候選人之學經歷等相關資料之查詢網址爲:【http://mops.twse.com.tw]。	L
	1.Number of Directors to be Elected: 7 Directors (including 3 Independent Directors) 2.Candidates of Directors Nominated: [Directors: Huang, Ta-Lun; Ann, Bau Hsing; Epistar Corporation; GaNrich Semiconductor Corporation]; [Independent Directors: Tseng, Tsung-Lin; Yang, Jung-Kung; Chien, Chien-Chung] 3. Education, working experience and other relevant information of the candidates, please refer to the website: http://mops.twse.com.tw 六、检奉出席通知者及委託者各金份,實股東如決定親自出席者,請於「出席通知書」上簽名或蓋章後(無須奇回),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,並親塡受託代理人姓名及地址後,於開會五日前送達本公司股務代理人中國信託商業銀行代理部,以憑寄發出席簽到卡子受託代理人。 Enclosed please find the "Notice of Attendance" and "Proxy Statement", please sign or seal in the "Notice of Attendance" if you intent to attend the Meeting in person on the Meeting date (Do NOT return by post). Member may appoint a proxy to attend the Meeting on his or her behalf by signing or	
	sealing this "Proxy Statement" with duly filled-out name and address of the proxy. Please send out such signed or sealed "Proxy Statement" to the Company's stock agency, the Transfer Agency Department of CTBC Bank five (5) days prior to the Meeting date to allow stock agency to deliver the "Attendance Card" to the proxy.	Г
	※七、如有股東徵求委託書,本公司將於109年5月5日製作徵求人徵求資料彙總表冊揭露於證基會網站,投資人如欲查詢,可直接鍵入(https://free.sfi.org.tw)至 「委託書免費查詢系統」,輸入查詢條件即可。 If Members solicit proxies for the Meeting, the Company will compile a summary statement of proxy solicitation and disclose the content in the website of	L
	Securities & Futures Institute ("SFI") on May 5, 2020. Investors can link with SFI's web address (https://free.sfi.org.tw) for relevant information. 八、本次股東會得以電子方式行使表決權,行使期間為:自109年5月6日起至109年6月2日止,請逕登入臺灣集中保管結算所股份有限公司「股東會電子投票平台」[https://www.stockvote.com.tw],依相關說明操作之。	
	This Meeting will adopt electronic voting as one of the methods for Members to vote for resolutions. For voting on line, the electronic voting platform of Taiwan Depositary and Clearing Corporation will be available at https://www.stockvote.com.tw, beginning from May 6, 2020 to June 2, 2020. Please log in and vote in accordance with the instructions.	Г
Ш	九、本次委託書統計驗證機構為中國信託商業銀行代理部。 The proxies shall be tallied and verified by the Transfer Agency Department of CTBC Bank.	L
	十、敬請 察照觯理爲荷。 Please fill out the documents as described in the information contained herein. 此致貴股東 超麗思麗	
	To Member of GCS Holdings, Inc.	
	環宇通訊半導體控股股份有限公司董事會 圖麗麗 敬啓 Board of Directors of GCS Holdings, Inc.	
	※貴股東如新增或變更匯款帳號時,	
	请於右列「現金限利護好申請書」 户名 統一編號 户號 612	
	Cash Dividend Remittance" on the 1 22 一、採用匯款者(限本人帳 - 42) 一以上)	
	bank account number with your 明 利款中和除。 和教中和除 Disting banking account registered 「大採用匪款者,本行將以	
	1. The remittance fee NTD 10 will be deducted from the dividends if the Members choose to receive the Members choose to receive Bank Name Bank Name Bank Code Bank Account	Г

Nam Mem	nber	ID	編號 No.							Mer	號 mber lo.							6	12
説明古	一、採用匯款者(限本人帳 號),匯數處理費10元由股 利款中和除。 二、未採用匯數者,本行將(計號郵寄文業房式給行(計資及一位。 31元,由股東自行負擔)。	原登: Existing ba	記匯款的 nking account n															環宇	
事項	掛號郵寄支票方式給付(郵 資及作業處理費合計 31元,由股東自行負擔)。	同	意值			登號													1
印 Chop Stamp		Ban	r名稱 k Name	Ba	nk C	ode	38.1	17.49	400.11	及號(:	F 11	Bank /	Accou	nt	150. 901	*	K SIE	900.49	与)
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※個人資料運用告知條款(Notice on the Use of Personal Information)

中信銀基於爲您於中華民國境內外處理本書件事項之目的,在本書件事項之目的存 續期間、或依相關法令所定或因執行業務所必須之保存期間或依個別契約就資料之 保存所定之保存年限 (以孰後屆至者爲準),就直接或間接蒐集之您的個人資料,將 以書面、音軌及/或電子等形式處理、利用及/或國際傳輸,包括但不限於揭露予公務機關或協助處理本事項之第三人。您得要求查詢、閱覽、製給複本、補充或更正、停止蒐集、處理、利用及/或國際傳輸或刪除您的個人資料,但中信銀可能因此無法提供您所需金融商品或服務及提前終止與您之契約及相關服務,中信銀亦可能 依法或基於風險管理等因素而得不依您的請求爲之。

In order for CTBC Bank Co., Ltd. (CTBC) to handle the matters hereon for you, during the continuance period of the matters heron, the safekeeping period as stipulated by relevant laws and regulations or required for exercising business, or safekeeping period as demonstrated in each contract, whichever later shall prevail, CTBC will process, use and/or internationally transmit, in the form of writing, audio recording and/or electronic files and others, including but not limited to disclosure to government agencies or a third party assisting the said matters, your personal information which has been directly or indirectly collected by CTBC. You may request for inquiry, review, duplicates, supplement, correction and deletion of your personal information or for cease of collection, process, use and/or international transmission of the same. or for cease of collection, process, use and/or international transmission of the same. Nevertheless, CTBC may therefore discontinue its financial products and services and terminate relevant services and contracts with you. In addition, CTBC may decline to follow your aforementioned request pursuant to relevant laws or factors such as risk management policy.

COVID-19(新冠肺炎)疫情期間

- 1.請股東多加利用「股東e票通」(www.stockvote.com.tw)電子投票行使表決權。
- 2.股東欲出席股東會現場,請自備口罩並全程佩戴,且配合量測體溫。倘股東未佩戴 口罩或經連續量測二次體溫有發燒達額溫攝氏37.5度或耳溫攝氏38度者,禁止股東 進入股東會會場。
- 3.本公司如因疫情影響,而須變更股東會開會地點,屆時將另行公告。

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台北市中正區重慶南路1段83號5樓環宇通訊半導體控股股份有限公司股務代理人 中國信託商業銀行代理部 https://ecorp.ctbcbank.com/cts/index.jsp 客服語音專線:(02)6636-5566(股票代號:4991) 100-08 5th Floor, NO. 83, Sec. 1, Chongqing S. Rd., Taipei, ROC GCS Holdings, Inc. Transfer Agency Department of CTBC Bank Co., Ltd.

https://ecorp.ctbcbank.com/cts/index.jsp TEL No.:+886-2-6636-5566 (Stock code:4991)

親自出席無須寄回

(限向郵局窗口交寄) 資 已 付

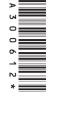
台北郵局許可證

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109)出席通知書 _ cob **Notice of Attendance** 本股東決定親自出席本公司 109年6月5日舉行之股東常 會,請察照。 Please be informed that I/We **□** ⋥ will attend 2020 Annual General Meeting on June 5, 2020. 致 環宇通訊半導體控股股份有限公司 To GCS Holdings, Inc. 親自出席簽章處 Signature Name of

·到卡未加蓋中國信託登記章者 沒,股東請勿於此欄蓋章 環宇通訊半導體控股股份有限公司109年股東常會 This column is reserved for reception desk The 2020Annual General Meeting of the Members of GCS Holdings, Inc 中國信託蓋章處 出席簽到卡 Sealed by CTBC (109) **Attendance Card** 時間:109年6月5日上午9時整 Time: 9:00 am, June 5, 2020 (Taiwan Time) 地點:臺灣臺北市羅斯福路四段85號B1 (集思台大會議中心洛克廳) Venue: B1F, No.85, Sec. 4, Roosevelt Rd., Taipei City, Taiwa (GIS NTU Convention Center) 股東戶號: Member No. 持有股數: **Shares:**

環宇-KY GCS Holdings, Inc.



 \Box

股東服務通知Members Service Notification

- 股東服務通知Members Service Notification

 、股東會紀念品-250ml 机菌洗手乳。
 1. The souvenir of the Meeting is 250 ml Antibacterial Handwash.

 、股東如敬奏託代理出席領取紀念品時,請於委託書簽名或蓋章【微求股數限壹仟股(含)以上】自109年5月6日起至5月29日止洽徽求人之徽求場所辨理限東倫學取免金品時,請於委託書簽名或蓋章【微求股數限壹仟股(含)以上】自109年5月6日起至5月29日止洽徽求人之微求場所辨理限東倫學政策會委託書及領取紀念品事宜,請依各徽求場所之營業時間內前往冷辨,例假日除外,各徽求場所得税徵求款仍提早結束徵求),恕不都等及補發。徽末場所自109年5月5日起詳見證基會網站(https://free.sfi.org.tw)、中国信託商業级行代理部網站(https://corp.ctbcbank.com/cts/index.jsp)或利用定服請青專線(02)6636-5566接股票代號:4891 查询。

 2. Member holding a minimum of 1,000 shares who is unable to attend the Meeting in person but wishes to appoint a proxy and receives the souvenir, please bring the signed or sealed Proxy Statement to the solicitor(s) at the designated locations from May 6, 2020 to May 29, 2020, each of which will close at weekends and holidays, and, subject to the solicitation progress, may end the solicitation services earlier. No souvenirs will be distributed by mail or after Meeting date. Please find the information of the solicitation locations on the website of \$71, the website of Transfer Agency Department of CTBC Bank (https://ecorp.ctbcbank.com/cts/index.jsp) or via the service tie line (TEL No.: +886-2-6636-5566, Stock code:4991) from May 5, 2020.

 、北島高級政府則:持股未満1,000股之股東、將不予發放紀念品【親自出席股東會或採電子投票之股東除外】。 (2)終電子投票合用30年5月6日至6月2日完成電子投票之股東。 B.楊帝文件:股東會出席通知書或身分證明文件。 C.領取期間及地惠:自109年6月8日至6月10日止(每日9:00至17:00)至中國信託商業銀行代理部(台北市中正區懷寧街70號)領取,東京都布與首號等 109年5月6日至6月2日完成電子投票之股東、100至17:00)至中國信託商業銀行代理部(台北市中正區懷寧街70號)領取,東京都等及補營。 3. Souvenirs Distribution Principle: No souvenirs will be distributed to the Member holding less than 1,000 shares (Except for the Member attending the Meeting in person or exercising voting rights by electronic transmission). (1) Souvenirs will be distributed before the end of the Meeting on the Meeting at the Meeting place. (2) For Members exercising voting rights by electronic transmission. B.Required Document: Please bring the "Notice of Attendance" or any identity card.

徵求場所及人員簽章處:

- by electronic transmission.

 B.Required Document: Please bring the "Notice of Attendance" or any identity card.

 C.Service Hours and Location: June 8, 2020 to June 10, 2020 (from 9:00 a.m. to 5:00 p.m.) at Transfer Agency Department of CTBC Bank (located at No.70, Huaining St., Zhongzheng Dist., Taipei City). No souvenirs will be distributed by mail or after Meeting date.

環宇通訊半導體控股股份有限公司109年股東常會委託書徵求人彙總名單 股東常會日期 109 年 6 月 5 日

		7322717119	H 7/1 105 0 / .	
徵求人	委任股東	擬支持董事	董事被選舉人	徵求場所名稱或所委託代為處理徵求事務者名稱
宏遠證	黃大倫 YAU WING 旭成投資股份有限公司 RAGGIO MARK LEWIS	被選舉人名單 董事: 黃大倫 安寶信 晶元光電股份有限公司	之經營理念 一、堅持誠信正直,適當授權經營團隊。 二、協助公司規劃未來經營 發展方向與策略,以提	地址:台北市大安區信義路四段 236 號 3 樓 電話:(02)7719-8899
券 股 份	曾宗琳	升技術發展·強化競爭 優勢。 三、審核公司營運計畫及重 大決策。	全通事務處理股份有限公司及全省處理徵求事務場所地址:台北市大安區敦化南路 2 段 11 巷 22 號電話:(02)2521-2335	
有限公司			四、監督公司營運績效及公 司獲利·為股東創造利 益。	長龍會議顧問股份有限公司及全省處理徵求事務場所地址:台北市中正區博愛路80號B1電話:(02)2388-8750
			五、健全公司治理,注意風 險管理。	【徵求股數限 1,000 股(含)以上】

註:以上資料係屬彙總資料·股東如須查詢詳細資料請參照本開會通知書上載明公告日報或證基會網站(https://free.sfi.org.tw/)查詢。

	書			委託人(股東)	編號No	環宇-KY GCS Holdings, Inc.
Proxy Statement				Member	ō.	GCS Holdings, Inc.
1. 兹美比 本原来代理人、出席本公司(99年6月5日単行文度来會會、代理人並依下 列技權行佐原来權利: 1.1 hereby appoint (please fill out) as my proxy, with authorization to vote and act on my behalf at the 2020 Annual General Meeting of the Members of GCS Holdings, Inc. on June 5, 2020 (the "Meeting") pursuant to authorization scope described below: □(1)代理本原来就會議事項行役股末權利。(全權委任)		禁止交付現金 或其他利益之 價為。 Offering cash or	股東戸號Member No.		簽名或蓋	
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) [(2)代理本版来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,稅局對各議議業表示承認或實施。 With authorization to vote and act on my behalf at the Meeting pursuant to authorization scope described below: (If neither box is ticked, it will be deemed as "vote-for".)		non-cash considerati on in exchange for proxies is prohibited	姓名或名稱 Name		章 Sign	
s ticked, it will be deemed as "vote-for".) a. 民間108年度参業報告書及財務報表: 2019 Business Report and Financial Statements . (1) 承認 (2) 反射 (3) 受権 (1) 下の (2) 人或詞動す(3) 人Abstain b. 民間108年度最終分配業: 2019 Earnings Distribution. (1) 承認 (2) 反射 (3) 受權 (1) 下の (2) 人及訓詁(3) 人名bstain c.修訂公司組織調業業:	= \	during proxy solicitation. 發現違法取得 及 使 用 委 託 書,可檢附具	持有股數 Share		or Seal	
(1) ○ (1) (1) (1) ○ (1		體事證向集保 結算所檢舉, 經 查 證 屬 實		微 求 人 Solicitor		簽名或蓋章 Sign or Seal
(1) 「For (2) ○ Against (3) ○ Abstain d. 好すかる可幸程章: Adoption and Approval of Tenth Amended and Restated Articles of Association. (1) 常点 (2) ○反转 (3) ○支椎 (1) 「下の(2) ○人哀朝(3) ○支椎 (1) 「下の(2) ○人哀自inst(3) ○ Abstain e. 好す政者會議事規範章: Revision of Rules and Procedures of Members' Meeting. (1) 「育成(2) ○反義(3) ○★權 (1) 「下の(2) ○人哀貞(3) ○入参封。 f. 扮す金手選棒制本章:	:	者,最高給予 檢學獎金五萬 元,檢學電話: (〇二)二五四七 三七三三。 Please report to Taiwan	户號 Member No.			
1. 序引室予後本所法案: Revision of Rules for Election of Directors. (1) 骨点 (2) ○反射 (3) ② 乗権 (1) ○下の (2) ○公園部は (3) △Abstain g.通過登行限制員工權利新政業: Adoption and Approval of Issuance of 2020 Employee Restricted Shares and the Plan . (1) 骨点 (2) ○反射 (3) ②素様 (1) ○下の (2) ○公園部は (3) △Abstain h. 反逐四溶量率及三溶弱立量子案。 Re-election Four (4) Directors and Three (3) Independent		Depository & Clearing Corp (TDCC) supplement ing with specific	姓名或名稱 Name			
Directors. i.討論解除新任董事暨獨立董事就業禁止之限制業: Granting Waivers to Directors' Engagement in any Rusiness		information when discovering any		受託代理人 Proxy Holder		簽名或蓋章 Sign or Seal
within the Scope of the Company's Business. (1) 学成 (2) 反表 (3) 令基键 (1) For (2) Against (3) 《Abstain]		suspicious illegal obtaining or use of proxies. Once verified by TDCC, the person making the report will be granted	户 號 Member No. 姓名或名稱Name 或統一編號ID No. 戶			
此	1	Phone number: +886 225473733	住址Address			

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【附件】 發行限制員工權利新股主要内容: The Main Points of Issue of Employee Restricted Shares (the "RS"): 一、董事會決議日期: 109/03/16 Resolved by the Meeting of the Board of Directors of the Company (the	full effective immediately one day prior to the start of the close period/record date of the consummation of a merger, spin-off or acquisition of the Company with any corporation or other entity, which results in a change of ownership or dissolution of the Company through a merger, spin-off or acquisition.
"Board") on March 16, 2020. 二 預計發行價格:每股以新台幣0元發行,即無現金對價之無價配發予員工。 Suggested Issue Price: The RS will be issued at NTD 0 per share, which means the eligible employee will receive the RS gratuitously. 三、預計發行總額(股):本公司普通股1,000,000股。	五、員工之資格條件: Eligible Employees: (一)以本公司及本公司國內外控制或從屬公司之全職或兼職員工爲限。實際得爲獲配之員工及其得獲配股份數量,將參酌其年資、職級、工作鑄效、整體貢獻或特殊功績等,由董事長核定後,提報董事會經三分之二以上董事出席及出席董事過半
Suggested Total Number of the RS: 1,000,000 common shares of the Company 四、發行條件(含既得條件、員工未有既得條件或發生繼承之處理方式等),依本公司109 年限制員工權利新股發行辦法(下籍「本辦法」)決定: Terms and Conditions of Issue of the RS (including Methods to Handle the RS under the Vesting Schedule, Unvested Employee Restricted Shares or in the	數同意,惟具董事及(或)經理人身分者應先經薪資報酬委員會同意。 Full-time or part-time employees of the Company and a domestic or foreign company which has the controlling or subordinate relationship with the Company as of the Grant Date are eligible participants of the Plan. The Chairman shall nominate and determine the employees who are entitled to the
event of inheritance) according to 2020 Employee Restricted Shares Plan (the "Plan"): (一)既得條件:員工自被給予限制員工權利新股後屆滿下述時程仍在職,可分別達成 既得條件之股份比例如下: Vesting Schedule: As long as an eligible employee being granted the RS still	RS and the number of the RS to be granted after taking into consideration factors such as work experience, seniority, job performance and overall contribution or special achievements, and then submit to the Board for approval by a majority vote at a Board meeting attended by more than two-thirds of the total number of all directors. Any grant of the RS to an employee who also
stayed employed, the percentage of the RS shall vest in accordance with the following schedule: 1.複配屆滿一年,可既得股份比例50%。 First anniversary of the Grant Date, 50% of the total number of the granted	serves as a member of the Board and/or a managerial officer, however, requires a prior approval from the Compensation Committee before submitting to the Board for approval. (二)單一員工累計取得限制員工權利新股加計其累計被給予本公司依發行人募集與發行有價證券處理準則第五十六條之一第一項規定發行之員工認股權憑證合計數,
RS. 2.獲配屆滿二年,可既得股份比例50%。 Second anniversary of the Grant Date, 50% of the total number of the granted RS. 3.員工自獲配本公司給予之限制員工權利新股後,遇有違反勞動契約或工作規則	不得超過本公司已發行股份總數之千分之三,且加計其累計被給予本公司依發行 人募集與發行有價證券處理準則第五十六條第一項規定發行之員工認股權憑證得 認購股數,不得超過本公司已發行股份總數之百分之一。 The accumulative number of the RS obtained by each employee, in combination
等情事,或違反本辦法規定者,公司有權就其尚未達成既得條件之限制員工權利新股予以無價收回並辦理註銷。本辦法所稱給予、獲配及屆滿時程起算日爲當次增資基準日。 The Company shall have the right to forfeit and cancel all or part of unvested RS awards without the payment of any consideration in the event that after	with the accumulative number of options granted to such employee under Article 56-1, paragraph 1 of the Criteria Governing the Offering and Issuance of Securities by Securities Issuers, shall not exceed 0.3% of the total issued shares of the Company. And the above in combination with the accumulative number of shares granted to each employee under Article 56, paragraph 1, shall
the Grand Date that such employee has committed acts such as breaching his/her employment contract or work rules or violating the Plan. The Grant Date and the First Day of Vesting Schedule referred to under this Plan means the record date of the capital increase. (二)員工未符既得條件或發生繼承時,應依下列方式處理:	not exceed 1% of the total issued shares of the Company. 六、辨理本次限制員工權利新股之必要理由: The Grounds and Necessity of Issue of the RS: 本公司為吸引及留任公司所需之專業人才,並激勵員工及提昇員工向心力,以共同 創造公司及股東之利益。
Methods to Handle the Unvested RS awards or in the Event of Inheritance: 1.自願趣職或因不可歸責於本公司之事由之解僱:未達成既得條件之限制員工權利新股,於生效日起即視為未符既得條件,本公司將依法無價收回其股份並辨理註銷。 Voluntary termination or discharge based on the causes not attributable to	To attract and retain professionals needed by the Company, incentivize employees and augment the employees' loyalty to jointly create the interest of the Company and its Members. 七、可能費用化之金額:可能之費用化金額為新台幣63,100,000元,發行後對109年度、110年度及111年度每年分攤之費用化金額分別爲23,727,000元、31,550,000元及
the Company: The Company shall forfeit and cancel all or part of unvested RS awards without the payment of any consideration pursuant to laws in the event that the employee has terminated his/her employment with the Company. Such unvested RS awards will be deemed not meeting vesting schedule as of the effective date of such employment termination.	7,823,000元。 The Estimated Expense: The accrued expense is likely to be NTD 63,100,000, which shall be allocated to 2020, 2021 and 2022 by the amount of NTD 23,727,000, NTD 31,550,000, and NTD 7,823,000 per preceding year. 八、對公司每股盈餘稀释情形及其他對股東權益影響事項:以所訂既得條件及以目前流
2.退休:未達成既得條件之限制員工權利新股,應自退休日起或被給予限制員工權利新股屆滿一年時起(以日期較晚者為準),視為依本辦法第五條第(二)項既得條件之時程比例達成既得條件,或得由董事長核定其自退休日起達成所有既得條件。 Retirement: All or part of the RS awards will be deemed vested according to	通在外股數計算,109年度、110年度及111年度之各年費用對每股盈餘稀釋分別約 為新台幣0.27元、0.35元及0.09元,對股東權益尚無重大影響。 The Estimated Diluted Earnings per Share of the Company and the Impacts on Members' Equity: Based on the vesting schedule and current outstanding shares, the diluted earnings per share of year 2020, 2021 and 2022 are
Article 5.(2) of the Plan as of the date of retirement or one (1) year from the Grant Date (whichever is later), or, as determined by the Chairman, will vest in full as of the retirement date. 3. 留職停薪: 依政府法令规定及遏個人重大疾病、家庭重大變故、赴國外追修等原因,經由本公司特別核准之留職停薪員工,未達成既得條件之限制員工權利	estimated to be NTD 0.27, NTD 0.35 and NTD 0.09, which should not cause tremendous impacts on Members' equity. 九、員工獲配或認購新股後未達既得條件前受限制之權利: Restricted Rights of Unvested RS Granting or Subscribing after the Grant Date: (一)員工獲配前股後未達既得條件前,除繼承外,不得將該限制員工權利新股出售、
新股,自復職日起回復其權益,惟既得期間條件應接留職停薪期間,往後遠 廷。 Temporary Leave Without Pay: For the employee who has been approved by the Company to be on temporary leave without pay pursuant to the laws and regulations, or due to critical illness, family incidents or overseas study plan,	抵押、轉讓、贈與、質押,或作其他方式之處分。 The employee shall not, with the exception of inheritance, sell, hypothecate, assign, give to others as a present, pledge or disposed in other way until such RS have vested. (二)股東會之出席、提案、發言、投票權等依信託、保管契約執行之。除前述限制
etc., his/her rights to unvested RS awards will resume from the date of return to the positions. However, the vesting schedule will be suspended to calculate based on the period of approved temporary leave without pay. 4. 一般死亡:未達成既得條件之限制員工權利新股,於死亡當日即視爲未符既得條件,本公司將依法無償收回其股份並辦理註銷。	外,員工依本辦法獲配之限制員工權利新股,於未達既得條件前之其他權利,包括但不限於:股息、紅利及資本公積之受配權、現金增資之認股權及表決權等,與本公司已發行之普通股股份和同。但自無償配股停止過戶之兩有依本辦法本公司得戶口前十五個營業已起。 至權利分派基準日止,此期問如國有依本辦法本公司得無償收回其股份並辦理註銷之情形者,其未達成既得條件之股票不享有配股配息
Death: The Company shall forfeit and cancel all or part of unvested RS awards without the payment of any consideration pursuant to laws as of the date of the employee's death. Such unvested RS awards will be deemed not meeting vesting schedule as of the date of the employee's death. 5.因受職業災害殘疾或死亡者:	權利。 The employee will have rights to attend, submit proposals, make a speech, vote at any meeting of Members according to an applicable trust or custodian agreement. Except for the above restrictions, the employee have all rights as a Member of common shares with respect to the RS, whether vested or unvested,
Disability or Death Caused by Work Injury: (1) 国受職業災害致身體疫疾而無法糧增任職者,未達成既得條件之限制員工權利新股,於離職日起或被給予限制員工權利新股屆滿一年時起(以日期較晚者為學),視係依本辦法第五條第(二)項既得條件之時程比例達成既得條件。 In the event that the employee is physically disabled and cannot continue	including but not limited to any rights to receive dividends, premiums, additional paid-in capital, and pre-emptive right to subscribe new shares issued for cash capital increase and to vote and act at any meeting of Members. However, during the period from fifteen (15) business days as announced by the Company to close Company's shareholders' registry for distribution of the
his/her employment due to work injury, all of the RS awards will be deemed vested according to Article 5.(2) of the Plan as of the date of the termination or one (1) year from of the Grant Date (whichever is later). (2)因受職案災害致死亡者,未達成既得條件之限制員工權利新股,由權承人於被繼承員工死亡當日起或被終予限制員工權利新股屆滿一年時起(以日期較	free stock dividends and distribution of cash dividends to the record date of grant of rights, if the Company forfeits and cancels all or part of unvested RS awards without the payment of any consideration based on this Plan, the unvested RS awards shall not entitled to have the right of distribution of stock dividends.
晚者為準),視為依本辦法第五條第(二)項既得條件之時程比例達成既得條件。 In the event of the employee's death due to work injury, all or parts of the RS awards inherited by the heir(s) will be deemed vested according to Article 5.(2) of the Plan as of the death of the deceased employee or one	十、其他重要約定事項(含股票信託保管等): Miscellaneous (including trust and custody): (一)本公司依本辦法所發行之限制員工權利新股,於達成既得條件前,其國籍為中華民國籍之員工以股票信託方式保管,其他國籍之員工則以委任保管銀行方式保管。
(1) year from the Grant Date (whichever is later). 6. 黃達:未達成既得條件之限制員工權利新股,自黃達生效日起即視爲未符既得條件,本公司將依法無償收回其股份並辨理註銷。 Severance: The Company shall forfeit and cancel all or part of unvested RS awards without the payment of any consideration pursuant to laws in the	The Company shall put the RS issued based on this Plan, before vesting, into a trust established for the benefit of the employees with the ROC citizenship, and into safekeeping by a custodian bank for the benefit of the employees with non-ROC citizenships. (二)本辨法經董事會三分之二以上董事出席及出席董事過半數同意,並報經主管機關
event that the employee is laid off by the Company. Such unvested RS awards will be deemed not meeting vesting schedule as of the effective date of such laid-off. 7.調職:如員工調動至關係企業或其他公司(子公司除外)時,其未達成既得條件之限制員工權利新股應比照離職人員方式處理。惟,爲應本公司之要求而調動	核准後生效,限制員工權利新股發行前如有修改時亦同。若於送件客核過程中, 因主管機關審核之要求而頻做修正時,稅權董事長修訂本辦法,嗣後再提董事會 造認後始得發行。 This Plan and any revision thereof shall take effect upon approval by a majority vote at a Board meeting attended by two-thirds of all directors and further
者,得由董事長於本辦法第五條第(二)項既得條件之時程比例範圍內核定其達 成既得條件比例及時限。 Transfer: If the employee is transferred to an affiliate or other company (with the exception of the subsidiaries), all or part of unvested RS awards will be handled in the same manner as voluntary termination of employment. If the	approval by the competent authority. The Chairman is authorized to make revisions upon receipt of any request from the competent authority during the application, then submit the revisions to the Board for approval before issuing the RS. (三)本辨法如有未畫事宜,悉依和關法令规定辨理。 Matters not provided in this Plan shall be governed by the relevant laws and
employee is transferred upon the Compány's request, the Chairman may determine the vested percentage and schedule within the scope and vesting schedule according to Article 5.(2) of the Plan. (三)員工依本辦法獲配新股後,如因併購,本公司將為被合併消滅公司、被分割公司	regulations. 十一、其他應錄明事項:本業將俟股東常會通過,並經報奉主管機關核准後,擬請股東常會授權董事會另前發行日期。 Others: Subject to the approvals by Members at the Meeting and the competent authority, it was proposed that the Board be authorized by the
The then-remaining number of unvested RS awards to the employee will vest in 委託書場 INSTRU	Members to determine the Issue Date of the RS.
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。	ordance with the Regulations Governing the Use of Proxies for Attendance at 7 of the ROC Company Act.
	ers and printing materials, or reference solicitors' proxy statements and printing ure out the backgrounds of both the solicitor and the director candidate and the 即自出席:但奉訴書由股東京付徵求人表受訴代理人者禪爲奉託出席。
Please use the Proxy Statement printed by the Company. In case the Comp from a shareholder, such shareholder will be deemed attending the Meeting agent. 四、委託書應由委託人親自簽名或蓋章,並應由委託人親自模具徵求人或受託代理人姓名。	pany receives both signed or sealed Proxy Statement and Notice of Attendance in person unless the Proxy Statement is delivered to the solicitor or the proxy
the situation where a trust enterprise or stock affairs agent acts as the so affixed on the proxies in substitution shall be permitted. 五、微求人或受託代理人應於委託書上簽名或蓋章,並詳模户號、姓名或名稱、身分證字:	he Proxy Statement and sign or affix seals on the proxies in person; however, in licitor and a stock affairs agent mandated to act as the proxy agent, seals be 能或統一編號、住址。受託代理人如非股東,請於股東户號欄內填寫身分證字號或統一編
proxy agent who is not the shareholder of the Company shall fill the identific on the other hand, in the situation where a trust enterprise or stock affairs at the column of Shareholder Number.	t the number of the shareholder, name, identification number and address. The ation number or unified business number in the column of Shareholder Number; gent acts as the solicitor, the proxy agent shall fill its unified business number in
Meeting date. In the event that any shareholder who has appointed a proxy exercise his voting power by way of a written ballot or through electronic meeting, serve the Company's stock agent with a separate written notice rev	使之表決權爲準。 ransfer Agency Department of CTBC Bank, at least five (5) days prior to the to attend a general meeting later intends to attend the meeting in person or to transmission, he shall, at least two (2) days prior to the date of such general oking 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.