## 會 通 知 書

Meeting Notice for the 2022 Annual General Meeting of GCS Holdings, Inc.

一、茲訂於民國111年5月20日上午9時整假台灣新北市中和區中正路736發B2(该東世紀廣場A捷第一期管理委員會會議室)舉行本公司111年股東常會,會議召集事由: (一)報告事項:1.民國110年度營業報告書。2.審計委員會審查民國110年度決算表册報告。3.民國110年度員工酬勞及董事酬勞分派情形報告。4.民國110年股東常會 及股東臨時會通過之私募有價證券辦理情形報告。(二)承認事項:1.民國110年度營業報告書及財務報表。2.民國110年度盈餘分配案。(三)討論及選舉事項:1.修訂公司章程案。2.修訂取得或處分資產處理程序案。3.通過發行限制員工權利新股案。4.通過辦理私募有價證券案。5.補選一席董事。6.討論解除新任董事競業禁止之 限制案。(四)臨時動議。

The 2022 Annual General Meeting of GCS Holdings, Inc., (the "Company") will be held at 9:00 am, May 20, 2022 (Taiwan Time) (the "Meeting") at B2F, No. 736, Jhongiheng Rd., Zhonghe Dist., New Taipei City, Taiwan (Far East Century Plaza). Agenda of the Meeting: 1.Report Items: (1) Business Report of 2021.(2) Audit Committee Report of 2021. 2021. (3) Report on 2021 Employees' and Directors' Remuneration. (4) Report on Implementation Status for Resolutions adopted by 2021 Annual General Meeting and 2021 Extraordinary General Meeting pertaining to Issuing Securities by way of Private Placement. 2.Proposed Resolutions: (1) 2021 Business Report and Financial Statements. (2) 2021 Earnings Distribution. 3. Discussion and Election Items: (1) Adoption and Approval of Twelfth Amended and Restated Articles of Association. (2) Revision of Rules for the Acquisition or Disposal of Assets. (3) Adoption and Approval of Issuance of 2022 Employee Restricted Shares and the Plan. (4) Adoption and Approval of Issuing Securities by way of Private Placement. (5) By-Election of One (1) Director. (6) Granting Waiver to Director's Engagement in any Business within the Scope of the Company's Business. 4.Questions and Extemporary Motions.

二、依中華民國公開發行公司相關規定應說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 the ROC, the Main Points of certain Discussion Items shall be placed on the website of Market Observation Post System, available at http://mops.twse.com.tw.

三、發行限制員工權利新股案主要内容,請詳閱背面附件一説明。

Please see [Exhibit 1] on the reverse side for the Main Points of Issue of Employee Restricted Shares.

四、辦理私募有價證券案主要内容,請詳閱背面附件二說明。

Please see [Exhibit 2] on the reverse side for the Main Points of Issuing Securities by way of Private Placement.

五、1.本次股東會董事應選人數:董事1人。

2.採提名制之候選人名單:董事:【李秉傑】。

3.候選人之學經歷等相關資料之查詢網址爲:【http://mops.twse.com.tw】

1. Number of Director(s) to be Elected: 1 Director

2. Candidate(s) of Director(s) Nominated: [Lee, Biing Jye]

3. Education, working experience and other relevant information of the candidate(s), please refer to the website: http://mops.twse.com.tw

六、檢奉出席通知書及委託書各一份, 貴股東如決定親自出席者,請於「出席通知書」上簽名或蓋章後(無須寄回),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,並親填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予受託

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.
※七、如有股東徵求委託書,本公司將於111年4月19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 Securities & Futures

Institute ("SFI") on April 19, 2022. Investors can link with SFIs web address (https://nee.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111年4月20日起至111年5月17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 April 20, 2022 to May 17, 2022. Please log in and vote in accordance with the

委託書填表須知

INSTRUCTIONS

一、要配書應款公開發行公司百烯版末實代用要配書規則及公司法券一七七餘稅之時程。 The format and content of proxy shall be prepared and conducted in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meeting of Public Companies (the "Regulations") and Article 177 of the ROC Company Act.

二、股東接受他人徵求委託書前,應請徵求人提供徵求委託書之書面及廣告內容資料,或參考公司彙總之徵求人書面及廣告資料,切實瞭解徵求人與擬支持被選舉人之背景

資料及徵本人對股東會各項議案之意見。
Please make a request for the provision of contents of proxy solicitation letters and printing materials, or reference solicitors' proxy statements and printing materials compiled by the Company before issuing your proxy in order to figure out the backgrounds of both the solicitor and the director candidate and the solicitors' opinions to the items of Meeting accurately.

三、股東應使用本公司印發之委託書用紙、委託書與親自出席通知書均簽名或蓋章者,視爲親自出席:但委託書由股東交付徵求人或受託代理人者視爲委託出席。 Please use the Proxy Statement printed by the Company. In case the Company receives both signed or sealed Proxy Statement and Notice of Attendance from a shareholder, such shareholder will be deemed attending the Meeting in person unless the Proxy Statement is delivered to the

solicitor or the proxy agent.

四、委託書應由委託人親自簽名或蓋章,並應由委託人親自填具微求人或受託代理人姓名。但信託事業或股務代理機構受委託擔任徵求人,及股務代理機構受委任擔任委託

書之受託代理人者,得以當場蓋章方式代替之。 The shareholder shall fill out the name of the solicitor or the proxy agent in the Proxy Statement and sign or affix seals on the proxies in person;

九、本次股東會委託書之統計驗證機構爲「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

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。

資料及徵求人對股東會各項議案之意見。

十、敬請 察照辦理爲荷。

Please fill out the documents as described in the information contained herein 此致貴股東 To Member of GCS Holdings, Inc.

相關事實或法律關係存續之期間,就直接或間接(例如 透過集保) 蒐集與股務相關之您的個人資料,將以書面 及/或電子等形式處理、利用及/或國際傳輸,例如揭 露予公務機關或協助處理股務之第三人。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服務,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 stock matters

domestically and internationally during the service period stipulated by laws and regulations or the duration of related facts or legal relationship, CTBC will process, use and/or internationally transmit, in the form of writing and/or electronic files and others, such as disclosure to government agencies or a third party assisting the stock matters, your personal information regarding stock matters which has been directly or indirectly collected by CTBC (for example, from TDCC). 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. Nevertheless, CTBC may therefore be unable to provide you with the requested services. In addition, CTBC may decline to follow your aforementioned request pursuant to relevant laws or its risk management policy, etc.

## 中信銀爲境內外處理股務業務之目的,在法令規定、 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
- 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。

100003 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) 100003 5th Floor, NO. 83, Sec. 1, Chongqing S. Rd., Taipei, RO 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)

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開會通知請速詳閱 親白出席無須寄回

(限向郵局窗口交寄) 型

資 已 付

台北郵局許可證

## 台啓

Member

本公司開始採用股利e通知服務,中信銀網銀客户即日 起掃描右列之QR Code 登入即可申辦,約定成功後,後 續股利發放通知畫將以電子郵件傳送;另登入還可查詢 本人有無未領的股利,請股東多加利用

※本次股東常會恕不發放紀念品※

調節層敬啓 Board of Directors of GCS Holdings, Inc.

環宇通訊半導體控股股份有限公司董事會



Meeting on May 20, 2022.

致 環宇通訊半導體控股股份有限公司

To GCS Holdings, Inc.

會 股東 戸號

理

tion

Member No.

Member

股東 戸名 Name of Signature

親自出席簽章處

This column is reserved for reception desk 中國信託蓋章處 Sealed by CTBC

本簽到卡未加蓋中國信託登記章者 環宇通訊半導體控股股份有限公司111年股東常會無效,股東請勿於此欄蓋章 環宇通訊半導體控股股份有限公司111年股東常會 The 2022Annual General Meeting of the Members of GCS Holdings, Inc

出席簽到卡 (111) **Attendance Card** 

時間:111年5月20日上午9時整 Time: 9:00 am, May 20, 2022 (Taiwan Time) 地點: 台灣新北市中和區中正路736號B2 (達東世紀廣場A棟第一期管理委員會會議室) Venue: B2F, No. 736, Jhongjiheng Rd., Zhonghe Dist., New Taipei City, Taiwan(Far East Century Plaza)

股東戶號:

Member No.

持有股數:

Shares:

環宇-KY GCS Holdings, Inc.

音之文記代理人者,内以高物直至タス代管之。
The shareholder shall fill out the name of the solicitor or the proxy agent in the Proxy Statement and sign or affix seals on the proxies in person; however, in the situation where a trust enterprise or stock affairs agent acts as the solicitor and a stock affairs agent mandated to act as the proxy agent, seals be affixed on the proxies in substitution shall be permitted.

五、後來人或受託代理人應於季託書上答名或蓋章,並拌填户號、姓名或名籍、身分證字號或統一編號、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號:微求人如烏信託事業、股務代理機構,請於股東户號欄內填寫統一編號。
Solicitor or proxy agent shall sign or seal in the Proxy Statement and fill out the number of the shareholder, name, identification number and address. The proxy agent who is not the shareholder of the Company shall fill the identification number or unified business number in the column of Shareholder Number; on the other hand, in the situation where a trust enterprise or stock affairs agent acts as the solicitor, the proxy agent shall fill its unified business number in the column of Shareholder Number.

六 委託書應於開會五日前送本公司服務代理人傳屬統治素能入理人會服務者,以委託各理人後,股東欲親自出席股東會或欲以書面或電子方式行使表決權者,應於股東會開會二日前,以書面向股務代理人為撤銷委託之通知;逾期撤銷者,以委託各理人出席行使之表決權為準。
The Proxy Statement shall be deposited at the Company's stock agent, Transfer Agency Department of CTBC Bank, at least five (5) days prior to the Meeting date. In the event that any shareholder who has appointed a proxy to attend a general meeting later intends to attend the meeting in person or to exercise his voting power by way of a written ballot or through electronic transmission, he shall, at least two (2) days prior to the date of such general meeting, serve the Company's stock agent with a separate written notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant shareholder who has appointment of such proxy before the prescribed time.

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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, etc., his/her rights to unvested RS awards will resume from the date of return to the position. However, the vesting schedule will be suspended to calculate based on the period of approved temporary leave

robever, the vesting schedule will be suspended to calculate based on the period or approved temporary leave without pay.

4. 他我心:未读真既得條件之限制 其工權利針散。於死亡會日即我為未祥既得條件,本必引務依法會徵以非長的登劃所以下 The Company shall forfeit and cancel all 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. Such unvested RS awards will be deemed not meeting vesting schedule as of the date of the employee's death.

划令職業実等原成表死亡者; losabilly or Death Caused by Work Injury; 1)即今職業災害致者難疫疾病無法難續任職者,未達成既得條件之限制員工權利新股,於韓職日起視爲全數達成 販売條件。 In the event that the employee is physically disabled and cannot continue his/her employment due to work njury, all of the RS awards will be deemed vested as of the effective date of such employment remination. 2)即令職業災害致死亡者,服承人所服系未達成既得條件之限制員工權利新股,於被服承員工死亡當日起視爲全 報達或與保條件。

載達成民務條件。 In the event of the employee's death due to work injury, all of the RS awards inherited by the heir(s) will be deemed vested as of the date of the employee's death. 環境成項某他可能會非永分之子可以共生人勞發與物合。因連本公司資達或因某他可能會於本公司之事由政終上 勞動契約時,未達成民務條餘大民國國工程制的股份。實達或終止勞勞契約生效自然可能為未得死係條件,本公 勞務政務所以其後國工程的資金的企業。

分别投资时,未且成此符替外工限制具工模样构成,目实理点所上分别投资与发现与发现的工程。 Severance or termination of employment contract due to causes attributable to the Company: The Company shall forfest and cancel all unvested RS awards without the payment of any consideration pursuant to laws in the event that the employee is laid off by the Company. Such unvested RS awards will be deemed not meeting vesting stated as of the efficience due to such laid off a such employment termination where the efficience due to such laid off a such employment termination where the efficience of such laid off a such employment termination where the efficience of such laid off a such employment termination where the efficience of such laid of the efficience due to such laid off a such employee where the efficience of the efficienc

of all unvested no Sawards shall not be allected; in employee is transterred to the company which does not have the controlling or subordinate relationship with the Company, the unvested RS awards shall apply to F of Paragraph (4) of the Ardice.

8.米色赤色十列之原因者,依使董事天核文果这成既得接件比例及时限,並維持董事查进场。
For the reasons not mentioned above, the Chairman is authorized to approve vested percentage and vesting schedule, and shall be further submit to the Board for ratification.

9.本种成剂异之旁面具为之废之,其之疾依其工之旁质皮织用选用之非维法解释。
The cause of termination prescribed in this Plan shall be defined in accordance with the application law of the

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and 369-11 of the ROC Company Act pursuant to Jing Shang Tzu No. 10702427750 promulgated by f Economic Affairs, the ROC are eligible participants of the Plan. For the purpose of this Plan, full-time

ทบ purrume empiroyees are defined as follows: 全職員工:受本公司表本公司國內外社副及從屬公司條用,並依聘條合約執行交付之工作,定期支領薪資者。 Full-time ampliage mages a person amplitude by the Company of a forest for the company of the company of

Full-lime employee means a person employed by the Company or a domestic or foreign company which has the controlling or subordinate relationship with the Company, who undertakes the assignment and gets paid regularly according to hisher employment contract.
基础真工:资本公司成本公司国内外控制或定路公司国内外控制或定路公司国内设计的设计。
基础真工:资本公司成本公司国内外控制或定路公司国内设计的设计。
Part-lime employee means a person employed by the Company or a domestic or foreign company which has the controlling or subordinate relationship with the Company or an bourly basis, short-term basis (works lewer than the standard working hours per week) or for a specific project and get paid on a daily, hourly or project rate according to hisher liked term employment contract.

東軍用度・提起資工及其符模配限的數量文字的指表中で:
The Chairman shall nominate and determine the employees who are entitled to the RS and the number of the RS to be granted after taking into consideration of 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 sense as a member of the Board and/or amanagerial officer, however, requires a prior approval from the Compensation Committee before submitting to the Board for approval. The nomination and grant of the number of the RS shall be subject to the satisfaction of the following performance criteria that such employee: \$\frac{1}{2}\text{L}\_2\text{L}\_3\text{L}\_4\text{L}

Scores above the average during annual performance review. 2.因專案工作表現優良,或對公司具有重大貢獻。

2.周辛業工作表观僚史,或料必周某有重大方案。 Has outstanding lob performance in assigned projects or makes significant contribution to the Company. 3.维纳月主管技能运荡有利於公司管理成本。 Has been recommended by the heads of his/her department for contributing to the operation and future

development of the Company.

alized working skills, know-how and knowledge requires by the Company. russesses spec 5.年度績優員工。

他方式之最多 The employee shall not, with the exception of inheritance, sell, hypothecate, assign, give to others as a present, piedge or disposed in other way until such RS have vested. 股東含之出声、投資、最多、投資、保管、投資等等合格。 特別數、於支達既得條件與之某他權利。包括但不限計、股急、卡利及資本企業之金配權、非企增資之經經程 技權等,與本分司已修行之等的提股份的同。但由於他配便持之即可,以完全包裹停止进口留有一工品销管目起来。 支權利分基基單目止,此期間如遇有依本辦法本企司得無價收回某股份並經理並絕之情形者。其未達或既得條件之 即至工業者的股份組織

with non-ROC citizenships. 即沒接近夢會之今之一以上夢由席及出房麥夢遜牛載同意,並超經主管機關結准復生故,限制員工能利納股份 計雪如南勢攻時亦同。若於近得客植過程中,因主管機關客積之要求而預微修正時,投權董事長修可本附法,兩程 原長臺夢會並逐級股份優份。

委託人(股東) 編 環宇-KY

Proxy Statement		ᆫ	Member	Ño.	GCS Holdings, I
<ol> <li>1. 該委託</li> <li>本股東代理人・出席本公司111年5月20日単行之股東常會・代理人並依下別投權行役股東権利:</li> <li>1.1 hereby appoint (please fill out) as my proxy, with authorization to vote and act on my behalf at the 2022 Annual General Meeting of the Members of GCS Holdings, Inc. on May 20, 2022 (the "Meeting") pursuant to authorization scope described below:</li> <li>□(1)代理本股東就會議事項行使股東權利。(全權委託)</li> <li>With full authorization to vote and act on my behalf at the Meeting and may also have the authorization to act for</li> </ol>	തി <sup>ം</sup> Offering cash or non-cash considerati	股東户號Member No. 姓名		簽名或蓋章	
extemporary motions during the Meeting. (Authorization granted in full scope)  [2)代理本股東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,視局對各議議業表示承認及贊成。 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".)	exchange for proxies is	名或名稱 Name		Sign or	
a.民國110年度學業報告審及財務報表: 2021 Business Report and Financial Statements. (1)	proxy solicitation. 二、發現違法取 及使用委託 書,可檢附具	持有股數 Share		r Seal	
(1)○永哉 (2)○反射 (3)○秦棣 (1)○For (2)○Against (3)○Abstain c.∱화女司章程業: Adoption and Approval of Twelfth Amended and Restated	體事證向集保 結算所檢舉, 經 查 證 屬 實		徴 求 人 Solicitor		簽名或蓋章 Sign or Seal
Articles of Association. (1) 专成(2) 反转 (3)) 全權 (1) For (2) Against (3) △Abstain d. 修守取得英處今資產處理程序業: Revision of Rules for the Acquisition or Disposal of Assets. (1) 章成 (2) 反转 (3) 全權 (1) For (2) △Against (3) △Abstain e.通過發行限制員工權利新政業: Adoption and Approval of Issuance of 2022 Employee Restricted Shares and the Plan. (1) 令节成 (2) ○反转 (3) 令權 (1) ○For (2) ○Against (3) △Abstain f.通過神理私事有價證券業: Adoption and Approval of Issuing Securities by way of Private Placement. (1) ○等成 (2) ○反转 (3) ○条權	Taiwan Depository & Clearing	户 號 Member No. 姓名或名稱 N			
(1)○For (2)○Against (3)○Abstain g. 構選一席董事。 B.y-Election of One (1) Director. h. 討論解除新任董事裁業禁止之限制案:	ing with specific information	Name			
Granting Waiver to Director's Engagement in any Business within the Scope of the Company's Business. (1)○黄点 (2)○反射 (3)○秦娘 (1)○For (2)○Against (3)○Abstain	when discovering any		受託代理人 Proxy Holder		簽名或蓋章 Sign or Seal
i. Euri Marking in Constant in Constant in Euri Marking in Euri Marking in Constant in Euri Marking in E	suspicious illegal obtaining or use of proxies. Once verified by TDCC, the person making the report will be granted a reward up to NT\$ 100,000.	户 號 Member No. 姓名或名稱Name 或統一編號ID No.			
此 致 環字通訊半導體控股股份有限公司 技權日期 年 月 日 To GCS Holdings, Inc. Date of Authorization:	Report Phone number: <u>+886</u> 225473733	住址Address			

【附件二】Exhibit 2 通過辦理私募有價證券案主要内容:

Main Points of Issuing Securities by way of Private Placement: 為因應本公司未來長期發展之營運資金無求,以強化本公司競争力及拓展營運規模,本公司級視當時命融市場 狀況,於適當時機在極線行動勢不超過20.000仟股普通股立頭膜内,排一项搭配之方式。一次或分次以私募方 式說理與金增資設計會過股或發行新股參與另外存託憑證或發行國內或海外轉換公司債。若以私募方式辦理國 內或彈外轉換公司條制。可轉換公司債得轉換之普通股股數則在總發行設數不超過削速20.000仟股之額度內依 其到價當時之轉換頭信計算之。

kai jina尚可之時來興作品訂興之。 o meet the operating capital requirements of long-term development, strengthen corporate nd expand operation scale of the Company, the Company proposes to issue up to 20. and expand operation scale of the Company, the Company proposes to issue up to 20,000,000 ordinary shares under then-current financial market conditions when appropriate and select one or combined fund raising plans (the "Proposed Private Placement"), in one or more installments, by way of private placement, sing ordinary shares for cash consideration and/or for participating in issuance of global depositary eceipts and/or issuing domestic or overseas convertible bonds. When issuing domestic or overseas convertible bonds in the course of private placement, the total shares upon conversion shall not exceet 20,000,000 ordinary shares at then-current conversion price calculated at the pricing date.

私募價格訂定之依據及合理性:

· 私募普通股之每股價格不得低於參考價格之八成。參考價格以下列二基準計算價格較高者定之

The price for issuing ordinary shares in the Proposed Private Placement shall not be lower than reference price. Reference price is set to be the price determined by the following calculation, in

higher: A 定價日前一、三或五個營業日擇一計算普通股收盤價簡單算術平均數扣除無價配股除權及配息,並加回減 實反除權後之股價。 資政院權後之股價。
The simple arithmetical average closing price of the ordinary shares of the Company on any of the first, third or fifth trading day prior to the pricing date, after deducting the value of bonus shares issued as stock dividends and cash dividends, and adding back the value of the shares cancelled in connection

stock dividends and cash dividends, and adoing back the value of the shares cancelled in connection with capital reduction.

B.定價日前三十點釋用普通設收盤價簡單算將平均數打除無價配股熱權及配息,並加回蒸資反除權後之股價。
The simple arithmetical average closing price of the ordinary shares of the Company for thirty trading days prior to the pricing date, after deducting the value of bonus shares issued as stock dividends and cash dividends, and adding back the value of shares cancelled in connection with capital reduction.

2. 起騁國內或淨外可轉換公司資之對行價格不得低於理論價格之八成。予理論情格影以涵蓋並同時考量發行條件中所包含之負價權利而揮定之計價模型定之。轉換價格以依於下列三基準計算價格較高者之八成定之:
The price for issuing domestic or overseas convertible bonds by way of private placement shall not be lower than 80% of the theoretical price. Theoretical price is set by the valuation model covering and simultaneously considering all the rights within the terms and conditions of the issuance. Conversion price shall not be lower than 80% of the price determined by the following calculation, whichever is higher:

A.定價日前一、三或五面數養工月潭一計算普通股收盤價簡單算將平均數扣除無價配股終權及配應,並加回減資反除權後之股價。
The simple arithmetical average closing price of the ordinary shares of the Company on any of the first.

舅反新權後之設實。
The simple arithmetical average closing price of the ordinary shares of the Company on any of the first, third or fifth trading day prior to the pricing date, after deducting the value of bonus shares issued as stock dividends and cash dividends, and adding back the value of the shares cancelled in connection with periled to the shares.

特定人選擇之方式:

參考價格之八成訂定之。 三、本次私募案之必要性及合理性評估

特定人選任,將依證券交易法第43條之6等相關法令規定及主管機關相關函釋令辦理。

in the subscriber is a strategic investion. A環釋方式與目的: 應募人之選擇以能協助本公司開發市場、拓展營運規模及對公司未來之營運能產生直接 或關礎助益者之策略性投資人為限。 Selecting Methods and Purpose: The subscriber selected should be a strategic investor who will be able to assist the Company to develop new markets, expand operation scale and strengthen future operations

必要性・総元貨高速算型・選出や公司の大手機会 人・故有其必要性。 Necessity: The Proposed Private Placement should be able to enrich operating funds, strengthen the competitive advantages of the Company, and introduce strategic investors who can boost future product changes.

/ 除上速或依法合規定之授權範圍外,擬授權董事長或其指定之人,代表本公司辦理一切有關本交發行所需事宜
並簽署相關契約及文件,並為本公司辦理一切有關發行普通股所需事宜。
In addition to the scope of authorization above or as required by laws, it is proposed that the Chairman of the Company or his designated person be authorized with full power to handle related matters pertaining to the Proposed Private Placement, sign all necessary agreements and/or legal instruments and handle all necessary matters pertaining to the issuance of new ordinary shares.

查詢諾理私募有實證券相關訊息,義幹公開資訊觀測的(賴如: https://mops.twse.com.tw/mops/web/t116sb01) sales or enhance product research and development cooperation in the future. 預計效益:藉由策略性投資人的加入,可協助拓展公司營運規模、開發新市場,對本公司長期發展產生助

益。
Anticipated Benefits: Strategic investors can not only help the Company to expand operating scale and develop new markets, but create long-term benefits to the development of the Company.

2. 應募人若為內部人或關係人:
If the subscriber is an insider or related party of the Company:
選擇方式與目的:對本公司營運或產業發展有相當瞭解,並對本公司未來營運有直接或閱接助益者。

項字通訊半導體控股股份有限公司辦理私募案之證券承銷商評估意見書 項字通訊半導體控股股份有限公司的理理私募案之證券承銷商評估意見書 項字通訊半導體控股股份有限公司(2)下間稱項字公司或訴公司)預計於民國(2)下同)111年4月6日董事會決議通 通新權公11年3月11日董事會通過之以私募方式前理現金增資發行過過愈吸受行新股參與海外存在感趣或辦理國內 或海外轉換公司債(以下随時本文地募案)20m應勝人名誉,並附回11年7月11日董事會支援之私募案、授權111年 5月20日股東常會決議通過後,始得正式前或辦理人專引達成投資(後,而投稅營營營全建之私募案、授權111年 5月20日股東常會決議通過後,始得正式前或辦理人專引達成投資(後,而投稅營營營全建之教夢。是權11年 未銷商出具辦理私募必要任與合理性之評估意見。環字公司因董事與動而於110年7月2日股東常會補週四原董事,其 中一院法人董事復於111年7月21日新任,因前述董事成員變動達三分之一以上,故族公司委任本證券事銷商就本次 私募案出具必要性及合理性异估意見。

解案出具必要性及合理性評估意見。 公司關介 该字通訊半導體控設(設)公司係來台第一上櫃之控設公司,英屬蓋曼群島為該公司之註冊地,主要營運據點位 於美國加州之(10ba) Communication Semiconductors, LLC (以)下面稱6CS。USA):更營業項目為高階的別級 於電元件化合物半導體圖數型或代工及相關智慧所產便情。以及自有品度光電元件產品之研發。與因及開 」以初了製程為主,其中高關對新元件之主要產品為功率放大器(PA),主要最終應用為基地台及基礎設備,光 電元件之展用則以因む在 Center・光經到乃及基地台等。 受惠於衛星系統;行動通訊及無線區域網路運動發展,特別是與對元件中的功率放大器(PA)與夠期開開器代 於計估的的需求随之大量物」。為灾生產成本的降低,使起產業走向與矽半轉體產業同學懷的歷程進行分量上產, 形式化計的需求随之大量物」。為灾生產成本的降低,使起產業走向與矽半轉體產業同學懷的歷程進行分量上產, 而使既有整合元件製造商用往步高脂的製程並活而變改度無常實避投入生產樣參量少的高毛利產品:重要的是 也因牛毒來源的多樣化,生產技術不再由1DM所掌握繼斷,也思數更多的元件設計業者(Fables)相繼投入化合

而世就有验白工作被返職時代更為兩個的發性強工何與領域是的資源校工生產等多重少的尚毛利益的:重要的是, 也因生產來源的多樣化、生產技術不再且的例所享襲奮的一起影動更多的工作設計業者(市局)已認利職投入化合 物半導體元件的設計開發。進而促成化合物半導體温層代工產業的運動發展。長期而言。對於化合物半導體溫 關代工產業,於了強過騰是及長的客戶總是之外,也致力於自當出無偏成本僅勢的製程候前,使得近年化合 物半導體品圖代工產業有著高度的成長空間。由於化合物半導體之應用日撥擴大,且投入技術及進入障礙門框 日益提高,性得運用在無線發射用的射頻元件或光纖透明用的光電元件。在未來都有上旬兩線分工的產 數,如元件製造大個仍直能擴充不易,或新興設計公司之增加,均會加速要外代工市場之成長,將使該公司在 坪本赛的的學科其鄉的。

勢,仍元件製造大廠因產能擴充不易,或新興設計公司之增加,均會加速要外代工市場之成長,將使該公司在 此產業的發展利基增加。 本次和與案計畫內容 環字公司為因應公司本工具,在總發行設數不超過20,000仟股普通股之額度所,依相關法令擇一或以搭配之方 式一次或分次辦理私募包括普通股或發行新飲參與海外存託憑證或發行國內或海外轉換公司債之有價證券籌實 方式,如斯理國內或海外轉換公司債的,轉換公司債得轉換之普通股股更則在總發行設數不超過20,000仟 股之額度內依私募當前之轉換價格訂算之。該私募業並消計於股東會共變最份多不超過二定分次辦理。本次私 募室實度以行合證券交易法第43條之6等相關法令規定及主管機關相關函釋令辦理,另,本次私募業認購價格訂 定之依據。係依據「定價日前1、3%以醫學至月擇一計實普通股收罄價簡單其數平均數扣除無價配股除權及 危。並加回減資反除權後之股價」及「定價日前30個營業日普過股收留價簡單與數平均數扣除無價配股除權及 愈配。並加回減資反除權後之股價」一者取其孰高者,作為本次私募案之參考價格,實際認購價格並以不低於 參考網格之八成訂定之。

理 7
3. 私募預計產生之效益合理性
環字公司以私募方式辦理購資,除可減少取得之資金成本或節省利息支出外,並可藉由引進策略性投資
人,協助拓展擴展代工業務產品或開發新市場,以提升公司價值與獲利,強化公司競爭力,對該公司未 來聲遷及獲利具有正面之效益,且因私募有價證券有三年內限制轉讓之規定,將更可確保該公司與應募 人關之長期合作關係,對該公司之營運及股東權益應有正面助益,其效益尚屬合理。

(三)應募人之選擇及其可行性與必要性評估

1.應募人之選擇及其可行性與必要性評估

1.應募人之選擇及其可行性與必要性評估

1.應募人之選擇

經檢視環字公司的於111年3月11日召開董事會及111年4月6日擬召開董事會之提案資料,該公司本次私募之
應募人將以而合主管機關及證券交易法第四十一條之六規定之各資特定人中選定之,同時並符合「公開
發行公司辦理私募有價證券應注意事頂」之規定、除下表所列之應募人外,目前內無其他已治定之應募人,實際應募人之選擇新於治定後依相關規定辦理之。
自前應募人包建與於公司之關除如下:

應募人姓名

與理字公司董事民黃大倫之配偶

沒去者

理字公司董事民黃大倫之配偶

沒去者

理字公司董事是黃太衛

理字公司董事楊榮恭之配偶

2.應募人 7四代後日新規

調翰站(網址: http://gcsincorp.com)。
utifies about the relative information of the Proposed Private Placement, please refer to the website of Observation Post System (website: https://mops.twse.com.tw/mops/web/t16sb01) and website of the ny (website: http://gcsincorp.com).

Selecting Methods and Purpose: The subscriber selected should be quite familiar with the operation of the Company or industry development and be able to assist the Company to strengthen future operations

Relationship with the Company, Huang Ta-Lun

| 内部人(本公司董事安寶信之配傳) 内部人(本公司董事安寶信之配傳) Insider (the spouse of the Director of the Company, Ann Bau Hsing)

Insider (the spouse of the Director of the Company, Amir Dad Holling)

內部人(本公司獨立董事楊榮恭之配偶)
Insider (the spouse of the Independent Director of the Company, Yang Jung-Kung)

|間島身人可能名単尺共映や公司と開始地 I アババ・ lential subscribers and their relationships with the Company are presented as follows: 應募人可能名單 Potential subscribers Relationship with the Company

| Inside (lie spose of the independent blead of the company, rang along 4 目前除上表所列之應募人外,其餘應募人首定詢中,實際應募人之選擇將於洽定後依相關規定辦理 Meanwhile, the Company is seeking out additional potential subscribers apart from subscribers per as above and will operate pursuant to relative regulations and rulings after qualified subscribers.

ecossity and Amilicipated Benetits of Private Placement: 不採用公開募某之理由:本公司為確保辦實資金之時效性及可行性,並有效降低資金成本,故擬透過私募方 式同特定投資人募集資金,以提高募資之效率及機動性。另私募有價證券三年内限制轉讓之規定,可確保公 可與特定投資人之長期合作關係。

司與特定投資人之長期合作關係。 The reasons for not adopting a public offering: To ensure a timely and feasible fund raising while reducing the cost of capital effectively, it is proposed that the Company raises the fund from specific investors by way of private placement to increase the flexibility and efficiency of fund raising, in addition, the securities issued in the Proposed Private Placement are subject to free share transfer restriction for a period of three (3) vears so that a long term partnership between the Company and selected investors can be secured.

years, so that a long term partnership between the Company and selected investors can be secured.
2.私募之關策:擬於經過行股數不超過20,000仟股普遍股之關策內以私募方式辦理現金資資發行普遍股。若為私募可轉換之司債,可轉換之司債不轉換之司債相換之管施股股數則在總發行股數不超過前述20,000仟股之额度內依其訂實當時之轉換價格計算之。
The issue amount of the proposed private placement: The Company proposes to issue up to 20,000,000 ordinary shares for cash consideration by way of a private placement. If convertible bonds are to be issued by way of a private placement, the amount of the convertible ordinary shares shall be calculated by the

conversion price at the pricing date within the amount of abovementioned 20,000,000 ordinary shares. 3.本公司附視市場及治特定人之狀況,預計於股東會決議日起一年內分次(最多不起過三次)耕理。 The Company proposes to carry out the Proposed Private Placement within one (1) year in several pr

ted Benefits:

The Company proposes to carry out the Proposed Private Pracement within one (1) year in several phases (no more than 3 times) starting from the date of approval by the Members in the General Meeting based on the market conditions and the selected investors qualifications.

4.本文專實之資金用途及預計達成來益:
The Lies of Found Paised and Assistanced Reposite:

各次私募資金用途係為充實營運資金、轉投資、償還借款等一項或多項用途,各次計畫預計達成效益為擴展 營運規模、強化公司競爭力及強化公司財務結構。

營運規模,強化公司競爭力及強化公司財務結構。
The fund raised from the Proposed Private Placement will be used to fund the Company's working capital, and'or reinvestment, and/or repay loans. The anticipated benefits include expansion of operational scale, strengthening the Company's competitiveness and enhancing financial structure.

公司董事学大震游课起身的一年内区与之一以上董事给生姜勒,依法令规定證券承銷商已出具游理私募必要性與合理性之群后是用書,內容詳辨件三
For more than one third of the directors had changed within one (1) year prior to the Board of Directors resolved to carry out the Proposed Private Placement, the securities underwriter has issued an evaluation opinion on the necessity and reasonableness of drivate nlacement which is reveasented as Evhilin's

For more than one third of the directors had changed within one (1) year prior to the Board of Directors resolved to carry out the Proposed Private Placement, the securities underwriter has issued an evaluation opinion on the necessity and reasonableness of private placement which is presented as Exhibit 3. \*\* 本來科島等行普通股政私最强行新股金制资外存托严温的政策理图内实现分辨例及公司债务投入可能,并不是不是一个企业,以下,不是一个企业,不是一个一个企业,不是一个企业,

directly or indirectly. 3.目前應募人可能名單及其與本公司之關係如下所示:

魏詩郁 WEI, SHI-YU

皮孟梅 ANN MON-MEI

潘芳玲 PAN FANG LING

就理私募之必要理由及預期效益:

港方沒 博子公司獨立董事楊榮恭之此偶

2.應募人已可行在及數雙性
理字公司因應未來長期發展之營運資金需求,以強化公司競爭力及拓展營運規模,並擬於111年5月20日
設東會檢測起身普通股,目前除上表所列之可能應勢人外,尚未確定應募,且經濟人不以策結役 資人海檢,如為該公司內部人或關係人,主係對該公司營運或產業發展有相應解解,並對該公司未來營 運有直接或開接即結者;如為策略性投資人,將以對該公司未來營運能直接或開接產生助益、或能協助 該公司開發市場、托限營運規模,認問政公司之經營理愈者,如此能能提升公司營運域機及無利能力, 並果持穩健及所實之經營原則,有效提升該公司股東權益。因私募有價證勞有三年內限制轉讓之規定, 將可確保該公司與應募人關之長期合作關係,對公司之經營權穩定及未來營運應有助益,故本次私募案 之應募,是有其可行性及必要任。 (四)期理由募案對該公司業務、財務及股東權益之影響 1.對公司票案の影響

课私募棄到終公司東那》 N5奶及以來地區之中 對公司業務之影響 環子公司因應所屬產業需求成長,藉由以私募方式辦理資金募集,除可因應資金之需求,終公司亦可藉 由本文私募奪引進對公司未來之營運能產生直接或關接節益之投資人,可確保公司與投資夥伴關之長期 合作關係,協助提升營運效能或開發新市場,以強化整體競爭力,故對終公司在業務發展上應具正面之

結論 環字公司擬於111年5月20日之股東常會提案在總验行股數20,000仟股之額度內、每股價格不低於參考價格之 八成前理私募普通股,國內或海外轉換公司價之發行價格不得低於理論價格之八成。理論價格將以湖蓋並同時 考置發行條件中所包含之各項權利前規定之計價模型定之並用於方實營重資金、轉投資、係選借等一項或多 周用途。經營整該公司目的之經對狀乃最等資金之可行任等因素,該公司與以私募方式辦理現金增資發行 通股或發行新股參與海外存託憑證或辦理國內或海外轉換公司價之計畫,實有其必要性及合理性。另經本證券 系創商檢視該公司訂11年3月11日董事會理養資料,與發行計畫仍存及程序始無是法國反規定或顯不合理情事, 及認公司據於111年4月6日包門董事會前增私募案可能之應募人,均業依「公開發行公司辦理私募有價證券應注 惠事頃」之規定,本證券承詢商認為環守公司本次辦理私募案應有其必要性及合理性。



募案推戰11年5月20日股東會決議通過,始得正式辦理。本公司受託就壞字公司辦理本次私募案有關辦理性與合理性,提出新任息具書。
本公司為執行上開業務,特聲明並無下列情事:

、本公司非實報字公司採權益法評價之被投資公司。

、本公司非對報字公司採權益法評價之被投資省。

三、本公司非對報字公司採權益法評價之投資者。

三、本公司並非要字公司支權者法評價之投資者。

三、本公司並非要字公司之董事及監察人。

五、讓字公司並非至今公司董事及監察人。

五、讓字公司並非本公司之董事及監察人。

五、讓字公司與非子公司與於上述情事外,並無財務會計準則第六號公報所訂關係人之關係。

理字公司與漢字公司關於上述情事外,並無財務會計準則第六號公報所訂關係人之關係。

理字公司關係子公司關於上述情事外,並無財務會計準則第六號公報所訂關係人之關係。

海外可轉換公司債,轉換槽的均為普通股。係市場普遍有價證券發行之種類。故本次辦理私募有價證券 採用之種類應有其合理性。

1000 (1100 年) 資料顯示,截至110年/月,全球商用56的電信商達177家,較109年同 期增加32家,儘管全球與受稅情數。電信商仍接續商用56,截至110年第2季,全球6用戶數達4.29 億,較前一季期加1.24億,包依據約1 Research 之預估。58周戶在110年度2到5.07億,被剩一年度成 長近一倍,目未來5~6年將是56行動通訊高度成長的時代,而高效能少率之化合物半導體在50投稿相關 終議產品發展中,將別濟量要角色。環字公司次辦理私斯房募上沒是前用以充實整理資金,轉投資 或償還值款等一項或多項用途,若未讓理情資,而以銀行借款方式取得所需資金,相對借款之利息支出 將增加公司制務與量、使脫公司獲利。為維持利務網度彈性及減少利息支出對該公司獲利益而發起,且 降低對銀行體資依存度,該公司以私募棄取得資金。以因應所屬產業原用需求擴增、拓展公司變遷規模 及強化財務結構,對未來營運及獲利應有正面之效益,故該公司本次採私募方式募集資金之用途應屬合 理。

環宇公司辦理本次私募案,本公司提出之評估意見書均維持超然獨立之精神 評估承銷商:兆豐證券股份有限公司 負責人:陳佩君 中華民國 111 年 3 月 31 日

徵求場所及人員簽章處: