

開 會 通 知 書

Meeting Notice for the 2024 Annual General Meeting of GCS Holdings, Inc.

- 一、茲訂於民國113年6月6日上午9時整假臺灣新北市中和區中正路736號B2(遠東世紀廣場A棟第一期管理委員會會議室)舉行本公司113年股東常會，會議召集事由：(一)報告事項：1.民國112年度營業報告書。2.審計委員會審查民國112年度決算表冊報告。3.民國112年度員工酬勞及董事酬勞分派情形報告。4.民國110年股東臨時會通過以私募方式辦理現金增資發行普通股之辦理情形報告。5.公司虧損達實收資本額二分之一報告。(二)承認事項：1.民國112年度營業報告書及財務報表。2.民國112年度虧損撥補案。(三)討論事項：1.通過修訂資金貸與他人作業程序案。2.討論解除董事競業禁止之限制案。3.通過出售本公司持有之晶成半導體股份有限公司股權予晶元光電股份有限公司案。4.通過美國環宇通訊半導體有限公司向晶成半導體股份有限公司購買機器設備案。(四)臨時動議。

The 2024 Annual General Meeting of GCS Holdings, Inc., (the "Company") will be held at 9:00 a.m., June 6, 2024 (Taiwan Time) (the "Meeting") at B2F, No. 736, Zhongheng Rd., Zhonghe Dist., New Taipei City, Taiwan (Far East Century Plaza). Agenda of the Meeting: 1.Report Items: (1) Business Report of 2023.

(2) Audit Committee Report of 2023. (3) Report on 2023 Employees' and Directors' Compensation. (4) Report on the Implementation Status for Resolution adopted by 2021 Extraordinary General Meeting pertaining to Issuing Ordinary Shares for Cash Consideration by way of Private Placement. (5) Report on Accumulated Losses Reaching One-half of the Paid-In Capital. 2.Proposed Resolutions: (1) 2023 Business Report and Financial Statements. (2) 2023 Deficit Compensation Proposal. 3.Discussion Items: (1) Adoption and Approval of Revision of Procedures for Lending Funds to Other Parties of the Company. (2) Granting Waivers to Directors' Engagement in any Business within the Scope of the Company's Business. (3) Adoption and Approval of Sale of Shares of Unikorn Semiconductor Corporation to Epistar Corporation. (4) Adoption and Approval of Purchase of the Equipment from Unikorn Semiconductor Corporation by Global Communication Semiconductors, LLC.. 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內容置於公開資訊觀測站，查詢網址為：【https://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 https://mops.twse.com.tw.

- 三、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服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代理人。

Enclosed please find the "Notice of Attendance" and "Proxy Statement", please sign or seal in the "Notice of Attendance" if you intend 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.

- ※四、如有股東徵求委託書，本公司將於113年5月6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「委託書公告資料免費查詢」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 May 6, 2024. Investors can link with SFI's web address (https://free.sfi.org.tw) for relevant information.

- 五、本次股東會得以電子方式行使表決權，行使期間為：自113年5月7日起至113年6月3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://stockservices.tdcc.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 Depository and Clearing Corporation will be available at https://stockservices.tdcc.com.tw, beginning from May 7, 2024 to June 3, 2024. Please log in and vote in accordance with the instructions.

- 六、新開戶股東如擬繳交股東印鑑卡，可至本公司服務代理人中信銀行信託網站下載印鑑卡使用。

If any new Member intends to submit a shareholder specimen chop card, the chop card form can be downloaded from the website of the Corporate Trust Department of CTBC Bank, the Company's stock agency.

- 七、本次股東會委託書之統計驗證機構為「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.

- 八、敬請 察照辦理為荷。

Please fill out the documents as described in the information contained herein.

此致貴股東

To Member of GCS Holdings, Inc.

環宇通訊半導體控股股份有限公司董事會 敬啟

Board of Directors of GCS Holdings, Inc.



股東會 資訊查詢

100003 台北市中正區重慶南路一段83號5樓 環宇通訊半導體控股股份有限公司服務代理人 中國信託商業銀行代理部 客戶服務專線：(02)6636-5566(股票代號：4991) 100003 5th Floor, NO. 83, Sec. 1, Chongqing S. Rd., Taipei, ROC GCS Holdings, Inc. Transfer Agency Department of CTBC Bank Co., Ltd. TEL No.: +886-2-6636-5566 (Stock code:4991)

第 1 聯 (First copy)

中信銀行為境內外處理服務業務之目的，在合法規或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)蒐集與服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提供您所需服務，亦可能依法或基於風險管理等因素而不依您的請求為之。

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.

(限向郵局窗口交寄)



開會通知請速詳閱 親自出席無須寄回



國內 郵資已付 台北郵局許可證 台北字第1333號

股東 台啟 Member

第 2 聯：貴股東如親自出席請於此聯簽章後親至股東會會場辦理出席 (Second copy) Registration Page

113 出席通知書 Notice of Attendance

本股東決定親自出席本公司 113年6月6日舉行之股東常會，請察照。 Please be informed that I/We will attend 2024 Annual General Meeting on June 6, 2024.

此致 環宇通訊半導體控股股份有限公司 To GCS Holdings, Inc.

股東： 戶號： Member No.

股東： 戶名： Name of Member.

親自出席簽章處 Member Signature

本簽到卡未加蓋中國信託登記章者無效，股東請勿於此欄蓋章 This column is reserved for reception desk

中國信託蓋章處 Sealed by CTBC

環宇通訊半導體控股股份有限公司113年股東常會 The 2024 Annual General Meeting of the Members of GCS Holdings, Inc.

113 出席簽到卡 Attendance Card

時間：113年6月6日上午9時整 Time: 9:00 a.m., June 6, 2024 (Taiwan time) 地點：臺灣新北市中和區中正路736號B2 (遠東世紀廣場A棟第一期管理委員會會議室) Venue: B2F, No. 736, Zhongheng Rd., Zhonghe Dist., New Taipei City, Taiwan (Far East Century Plaza)

股東戶號： Member No. 持有股數： Shares:

委託書填表須知

INSTRUCTIONS

- 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。  
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.
- 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求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.
- 股東應使用本公司印發之委託書用紙，委託書與親自出席均簽名或蓋章者，視為親自出席；但委託書由股東交付徵求人或受託代理人者視為委託出席。  
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.
- 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徵求人或受託代理人姓名。但信託事業或服務代理機構受委託擔任徵求人，及服務代理機構受委託擔任委託書之受託代理人者，得以當場蓋章方式代之。  
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.
- 徵求人或受託代理人應於委託書上簽名或蓋章，並詳填戶號、姓名或名稱、身分證字號或統一編號、住址。受託代理人如非股東，請於股東戶號欄內填寫身分證字號或統一編號；徵求人如為信託事業、服務代理機構，請於股東戶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.
- 委託書應於開會五日前送達本公司服務代理人中國信託商業銀行代理部；委託書送達服務代理人後，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，以書面向服務代理人為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。  
The Proxy Statement shall be deposited at the Company's stock agent, Trust 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 fails to revoke his appointment of such proxy before the prescribed time.

環宇訊

Proxy Page

委託書 Proxy Statement		委託人(股東) Member	代印 PRINTED	環宇-KY 環宇-KY GCS Holdings, Inc.
1. 徵求書：(請在委託人親自簽名，不得以蓋章方式代之)委託人委託代理人，出席本公司113年6月6日舉行股東大會，代理人並得於該項會議行使權利。 I hereby appoint (please fill out) as my proxy, with authorization to vote and act on my behalf at the 2024 Annual General Meeting of the Members of GCS Holdings, Inc. on June 6, 2024 (the "Meeting") pursuant to authorization scope described below: (1) 代理本公司出席股東大會行使投票權；(含徵求書及附錄表) 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) 代理本公司出席下列各項議案行使表決權委託之權利與意見，下列議案為全權委託，視為多數議案委託行使投票權。 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 "voter") a. 民國12年及當期營業報告及財務報表： 2023 Business Report and Financial Statements. (1) 贊成 (2) 反對 (3) 棄權 (1) For (2) Against (3) Abstain b. 民國12年及當期盈餘分配案： 2023 Deficit Compensation Proposal. (1) 贊成 (2) 反對 (3) 棄權 (1) For (2) Against (3) Abstain c. 修改目前股東會召集程序及召集辦法案： Adoption and Approval of Revision of Procedures for Lending Funds to Other Parties of the Company. (1) 贊成 (2) 反對 (3) 棄權 (1) For (2) Against (3) Abstain d. 討論辦理董事會議事辦法之預草案： Granting Waivers to Directors' Engagement in any Business within the Scope of the Company's Business. (1) 贊成 (2) 反對 (3) 棄權 (1) For (2) Against (3) Abstain e. 通過由本公司轉售之晶成半導體股份有限公司股權予晶元光電股份有限公司案： Adoption and Approval of Sale of Shares of Epistel Semiconductor Corporation to Epistel Corporation. (1) 贊成 (2) 反對 (3) 棄權 (1) For (2) Against (3) Abstain f. 通過由晶元光電轉售之晶成半導體股份有限公司轉售晶成半導體有限公司購機案： Adoption and Approval of Purchase of the Equipment from Unikron Semiconductor Corporation by Global Communication Semiconductors, L.L.C. (1) 贊成 (2) 反對 (3) 棄權 (1) For (2) Against (3) Abstain g. 討論臨時及臨時外議案。 Questions and Extemporaneous Motions. 2. 委託書於開會二日內送達服務代理人或委託人親自簽名，視為委託出席，但委託書由委託人交付徵求人或受託代理人者，不得視為委託出席。徵求人如為信託事業或服務代理機構，應於委託書上簽名或蓋章，並詳填戶號、姓名或名稱、身分證字號或統一編號、住址。受託代理人如非股東，應於股東戶號欄內填寫身分證字號或統一編號；徵求人如為信託事業、服務代理機構，應於股東戶號欄內填寫統一編號。 3. 委託書填妥後，應由委託人親自簽名或蓋章，並應由委託人親自填具徵求人或受託代理人姓名。但信託事業或服務代理機構受委託擔任徵求人，及服務代理機構受委託擔任委託書之受託代理人者，得以當場蓋章方式代之。 3. The proxy may have the authorization to act on the Member's behalf for extemporary motions during the Meeting. 4. Please deliver the Attendance Card to proxy. This Proxy Statement will remain effective at any adjournment or postponement of the Meeting. 此頁 環宇通訊半導體控股股份有限公司 民國 年 月 日 To GCS Holdings, Inc. Date of Authorization:	禁止交付現金或其他利益之贖回委託書行為 Offering cash or non-cash consideration in exchange for proxies is prohibited during proxy solicitation. 發現違法取得及持有委託書，可檢附具體事實證據向董事會或監察人報告，嚴重給予檢舉獎金一萬元，檢舉電話：(02)25473733 Please report to TAIWAN Depository & Clearing Corp (TDC) supplementing with specific information when discovering any suspicious illegal obtaining or use of proxies. Once verified by TDC, the person making the report will be granted a reward up to NTS 200,000. Report phone number: +886 225473733	徵求人 Solicitor	簽名或蓋章 Sign or Seal	
		受託代理人 Proxy Holder	簽名或蓋章 Sign or Seal	

徵求場所及人員簽章處：

紀念品領取說明

- 股東會紀念品：統一超商(7-11)35元商品卡。
- 股東如欲委託代理出席領取紀念品時，請於委託書簽名或蓋章【徵求股數限壹仟股(含)以上】自113年5月7日起至5月30日止洽徵求人之徵求場所辦理(股東辦理股東會委託書及領取紀念品事宜，請依各徵求場所之營業時間內前往洽辦，例假日除外，各徵求場所所得視徵求狀況提早結束徵求)，恕不郵寄及補發。徵求場所自113年5月6日起詳見證基會網站(<https://free.sfi.org.tw>)、中國信託商業銀行代理部網站(<https://ecorp.ctbcbank.com/cts/index.jsp>)或利用客服語音專線(02)6636-5566按股票代號：4991查詢。
- 紀念品發放原則：持股未滿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】。
  - 紀念品於開會當天會議結束前會場發放。
  - 採電子投票之股東，紀念品領取方式：
    - 對象：限已於113年5月7日至6月3日完成電子投票之股東。
    - 攜帶文件：股東會出席通知書或身分證證明文件。
    - 領取期間及地點：自113年6月11日起至6月13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，恕不郵寄及補發。

環宇通訊半導體控股股份有限公司 113 年股東常會委託書徵求人彙總名單  
股東常會日期：113 年 6 月 6 日

徵求人	徵求場所名稱或所委託代為處理徵求事務者名稱
永豐金證券股份有限公司	1. 永豐金證券股份有限公司服務代理部 地址：台北市中正區重慶南路一段2號1樓 電話：(02)2381-6288
	2. 全通事務處理股份有限公司-全台徵求場所 地址：台北市大同區承德路三段206之2號 電話：(02)2521-2335 (全台徵求點請參照網站 <a href="http://www.acsc.com.tw">www.acsc.com.tw</a> 及 LINE 官方帳號搜尋「全通事務」) 
	3. 長龍會議顧問股份有限公司-全台徵求場所 地址：台北市中正區博愛路80號B1 電話：(02)2388-8750 (全台徵求點請參照網站 <a href="http://www.clco.com.tw">www.clco.com.tw</a> 及 LINE 官方帳號搜尋「長龍會議」) 

【限徵求 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。