

開 會 通 知 書

Meeting Notice for the 2026 Annual General Meeting of GCS Holdings, Inc.

- 一、茲訂於民國115年6月3日上午9時整假臺灣新北市中和區中正路716號B2(遠東世紀廣場L棟第二期管理委員會會議室)舉行本公司115年股東常會，會議召集事由：(一)報告事項：1.民國114年度營業報告書。2.審計委員會審查民國114年度決算表冊報告。3.民國114年度員工酬勞及董事酬勞分派情形報告。4.民國114年度健全營運計畫書執行情形報告。(二)承認事項：1.民國114年度營業報告書及財務報表案。2.民國114年度盈餘分派案。(三)討論事項：1.通過修訂公司章程案。2.辦理現金增資發行普通股參與發行海外存託憑證案。3.通過發行限制員工權利新股案。(四)選舉事項：改選四席董事及三席獨立董事案。(五)其他事項：討論解除新任董事暨獨立董事就業禁止之限制案。(六)臨時動議。

The 2026 Annual General Meeting of GCS Holdings, Inc., (the "Company") will be held at 9:00 a.m., June 3, 2026 (Taiwan Time) (the "Meeting") at B2F, No. 716, Jhongjheng Rd., Zhonghe Dist., New Taipei City, Taiwan (Far East Century Plaza). Agenda of the Meeting: A.Report Items: (a)Business Report of 2025. (b)Audit Committee Report of 2025. (c)Report on 2025 Employees' and Directors' Compensation. (d)Report on Business Sustainability Plan of 2025. B.Proposed Resolutions: (a)2025 Business Report and Financial Statements. (b)2025 Earnings Distribution Proposal. C.Discussion Items: (a)Adoption and Approval of Fifteenth Amended and Restated Articles of Association. (b)Adoption and Approval of Capital Increase via Issuance of New Ordinary Shares to participate in the issuance of Global Depository Receipts. (c)Adoption and Approval of 2026 Employee Restricted Shares Plan. D.Election Items: Re-election of Four (4) Directors and Three (3) Independent Directors. E.Other Items: Grant of Waivers to Directors' Engagement in any Business within the Scope of the Company's Business. F.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、發行限制員工權利新股案主要內容，請詳閱背面附件一說明。
Please see 【Exhibit 1】 on the reverse side for the Main Points of Issue of Employee Restricted Shares.

- 四、1.本次股東會董事應選人數：董事七人(含獨立董事三人)。
2.採提名制之候選人名單：【董事：黃大倫、安寶信、晶成半導體股份有限公司代表人：李存忠、晶成半導體股份有限公司代表人：蔡長達】、【獨立董事：曾宗琳、汪林麗珠、方頌仁】。
3.各候選人之學經歷等相關資料之查詢網址為：【<https://mops.twse.com.tw>】。

- 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; Lee, Tsun-Chung, representative of Unikorn Semiconductor Corporation; Tsai, Chang-Ta, representative of Unikorn Semiconductor Corporation]; [Independent Directors: Tseng, Tsung-Lin; Wang Lin Li-Chu; Fang, Sung-Jen]
- 3. Education, working experience and other relevant information of the candidates, please refer to the website: <https://mops.twse.com.tw>

- 五、貴股東欲親自出席股東會時，請於「出席簽到卡」上簽名或蓋章後，於開會當日攜往會場辦理報到並繳交以出席股東會，如委託代理人出席時，請於「委託書」上簽名或蓋章，並親填委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。

Please sign or seal in the "Attendance Card" if you want to attend the meeting in person, and bring it with you to the Meeting for check-in and submission. 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 affairs agency, the Stock Affairs Agency Department of CTBC Bank, five (5) days prior to the Meeting date to allow stock affairs agency to deliver the "Attendance Card" to the proxy.

- ※六、如有股東徵求委託書，本公司將於115年4月30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 April 30, 2026. Investors can link with SFI's web address (<https://free.sfi.org.tw>) for relevant information.

- 七、本次股東會得以電子方式行使表決權，自115年5月4日起至115年5月31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 4, 2026 to May 31, 2026. Please log in and vote in accordance with the instructions.

- 八、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法人信託網站下載印鑑卡使用。

If any new Member intends to submit a member seal card, the seal card form can be downloaded from the website of the CTBC TRUST BANKING ONLINE BANKING, operated by CTBC Bank, the Company's stock affairs agency.

- 九、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 Stock Affairs Agency Department of CTBC Bank.

- 十、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.

委託書填表須知 INSTRUCTIONS

- 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。
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.
- 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.
- 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 agency acts as the solicitor and a stock affairs agency mandated to act as the proxy agent, seals be affixed on the proxies in substitution shall be permitted.
- 五、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.
- 六、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 affairs 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 fails to revoke his appointment of such proxy before the prescribed time.

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開通股務e通知

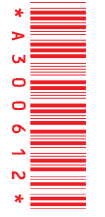
股利發放訊息，以電子mail通知您！

自股
助東
櫃專
台屬

集保股務e櫃台
操作說明

中信銀為境內外處理股務業務之目的，在法令規定、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.



100-003
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(股票代號：4991)
股務代理人中國信託商業銀行代理部
客服專線：(02)6636-5566
100-003 5F, No. 83, Sec. 1, Chongqing S. Rd., Taipei, Taiwan ROC
Stock Affairs Agency of GCS Holdings, Inc. (Stock code:4991)
Stock Affairs Agency Department of CTBC Bank Co., Ltd.
TEL No. :+886-2-6636-5566



開會通知請速詳閱
親自出席無須寄回

(限向郵局窗口交寄)



台北郵局許可證
台北字第1333號

股東 台啟
Member

第 1 聯 (First copy)

第 3 聯：憑此出席簽到卡辦理報到
Registration Page

115 出席簽到卡
Attendance Card

本股東決定親自出席本公司民國115年6月3日舉行之股東常會，請察照。

Please be informed that I/We will attend the 2026 Annual Meeting of Shareholders on June 3, 2026.

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：Shareholder No.
股東戶名：Name of Shareholder

親自出席簽章處
Shareholder Signature

環宇通訊半導體控股股份有限公司民國115年股東常會
2026 Annual General Meeting of GCS Holdings, Inc.

時間：民國115年6月3日上午9時整
Time：June 3, 2026, 9:00 a.m., Taipei Time
地點：臺灣新北市中和區中正路716號B2(遠東世紀廣場L棟第二期管理委員會會議室)
Location：B2F, No. 716, Jhongjheng Rd., Zhonghe Dist., New Taipei City, Taiwan (Far East Century Plaza)

股東戶號：
Shareholder No.
持有股數：
Share(s) held

612 環宇-KY
GCS Holdings, Inc.

環宇通訊半導體控股股份有限公司115年股東常會委託書徵求人彙總名單
股東常會日期：115年6月3日

徵求人	委任股東	擬支持董事 被選舉人名單	董事被選舉人 之經營理念	徵求場所名稱或所委託代為處理徵求事務者名稱
宏遠證券股份有限公司	余有崇 魏詩郁 皮孟梅 亮采投資股份有限公司	董事： 黃大倫 安寶信 晶成半導體股份有限公司 代表人：李存忠 晶成半導體股份有限公司 代表人：蔡長達 獨立董事： 曾宗琳 汪林麗珠 方頌仁	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。 四、監督公司營運績效及公司獲利，為股東創造利益。 五、健全公司治理，注意風險管理。	宏遠證券股份有限公司 地址：台北市大安區信義路四段236號3樓 電話：(02)7719-8899 全通事務處理股份有限公司及全通處理徵求事務所 地址：台北市大安區敦化南路二段11巷22號 電話：(02)2521-2335 長龍會議顧問股份有限公司及全通處理徵求事務所 地址：台北市中正區博愛路80號B1 電話：(02)2388-8750
【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。

紀念品領取說明

- 一、股東會紀念品：統一起商(7-11) 35元商品卡。
- 二、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115年5月4日起至5月27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，各徵求場所得視徵求狀況提早結束徵求)，恕不郵寄及補發。徵求場所自115年4月30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。
- 三、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】。
 - (1)紀念品於開會當天會議結束前會場發放。
 - (2)採電子投票之股東，紀念品領取方式：
 - A.對象：限已於115年5月4日至5月31日完成電子投票之股東。
 - B.攜帶文件：股東會出席通知書或身分證明文件。
 - C.領取期間及地點：自115年6月8日起至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，恕不郵寄及補發。

【附件一】發行限制員工權利新股案主要內容：

- [Exhibit 1] The Main Points of Issue of Employee Restricted Shares (the "RS"):
- 一、預計發行總額(股)：本公司普通股1,000,000股。
Suggested Total Number of the RS: 1,000,000 common shares of the Company.
 - 二、預計發行價格：每股以新台幣0元發行，即無現金對價之無償配發予員工。
Suggested Issue Price: The RS will be issued at NTD 0 per share, which means the eligible employee will receive the RS gratuitously.
 - 三、發行條件(含取得條件、員工未符取得條件或發生繼承之處理方式等)：依本公司115年限制員工權利新股發行辦法(下稱「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 event of inheritance) according to 2026 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 stays employed, the percentage of the RS awards shall vest in accordance with the following schedule:
1. 獲配屆滿一年，可既得股份比例50%。
First anniversary of the Grant Date, 50% of the total number of the granted 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償收回並辦理註銷。本辦法所稱給予、獲配及屆滿時程起算日為當次增資基準日。
The Company shall have the right to forfeit and cancel all unvested RS awards without the payment of any consideration in the event that after the Grant 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)員工未符取得條件或發生繼承時，應依下列方式處理：
Methods to Handle the Unvested RS awards or in the Event of Inheritance:
1. 自願離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取得條件，本公司將依法無償收回其股份並辦理註銷。
Voluntary termination or discharge based on the causes not attributable to the Company: The Company shall forfeit and cancel all 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 retirement.
Retirement: The Company shall forfeit and cancel all unvested RS awards without the payment of any consideration pursuant to laws as of the effective date of retirement. Such unvested RS awards will be deemed not meeting vesting schedule as of the effective date of retirement.
 2. 留職停薪：依政府法令規定及遇個人重大疾病、家庭重大變故、赴國外進修等原因，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新股，自復職日起回復其權益，惟既得期間條件應按留職停薪期間，往後遞延。
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 without pay.
 3. 一般死亡：未達成既得條件之限制員工權利新股，於死亡當日即視為未符取得條件，本公司將依法無償收回其股份並辦理註銷。
Death: 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.
 4. 因受職業災害殘疾或死亡者：
Disability or Death Caused by Work Injury:
(1) 因受職業災害致身體殘疾而無法繼續任職者，未達成既得條件之限制員工權利新股，於離職日起視為全數達成既得條件。
In the event that the employee is physically disabled and cannot continue his/her employment due to work injury, all of the RS awards will be deemed vested as of the effective date of such employment termination.
(2) 因受職業災害致死死亡者，繼承人所繼承未達成既得條件之限制員工權利新股，於被繼承員工死亡當日即視為全數達成既得條件。
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.
 5. 資遣或因其他可歸責於本公司之事由致終止勞動契約者：因遭本公司資遣或因其他可歸責於本公司之事由致終止勞動契約者，未達成既得條件之限制員工權利新股，自資遣或終止勞動契約生效日起即視為未符取得條件，本公司將依法無償收回其股份並辦理註銷。
Severance or termination of employment contract due to causes attributable to the Company: The Company shall forfeit 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 schedule as of the effective date of such laid-off or such employment termination.
 6. 調職：因本公司營運所需，經總經理或其授權主管核定須調動至本公司國內外控制從屬公司(或從屬公司間之調動)，其已授予限制員工權利新股之權利義務均不受影響。員工調動至非本公司國內外控制或從屬公司者，準用前款規定。
Transfer: To facilitate the Company's business operation needs, an employee who is approved by the President of the Company (the "President") or his/her delegate to be transferred by the Company to a company which has the controlling or subordinate relationship with the Company (or within subsidiaries), the rights and obligations of all unvested RS awards shall not be affected. If an employee is transferred to the company which does not have the controlling or subordinate relationship with the Company, the unvested RS awards shall apply to the preceding paragraph.
 7. 其他非屬上列之原因者，授權總經理核定其達成既得條件比例及時限，並報請董事會追認。
For the reasons not mentioned above, the President is authorized to approve vested percentage and vesting schedule, and shall be further submit to the Board for ratification.
 8. 本辦法所列終止勞動契約之規定，其定義依員工之勞動契約所應適用之準據法解釋。
The cause of termination prescribed in this Plan shall be defined in accordance with the application law of the employee's employment contract.
 - (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、被分割公司或被收購公司時，員工於併購基準日之停止過戶/利益基準日前

一日，其尚受限制之股份視同全數達成既得條件。

The then-remaining number of unvested RS awards to the employee will vest in 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.

- 四、員工資格條件及得獲配或認購之股數：
Eligible Employees and Number of Shares That May Be Granted or Subscribed:
(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為限，所稱從屬公司，依金管證發字第1070121068號令，係依公司法第三百六十九條之二、第三百六十九條之三、第三百六十九條之九第二項及第三百六十九條之十一之標準認定之。「全職」及「兼職」員工之定義如下：
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 in accordance with Articles 369-2, 369-3, 369-9 Paragraph 2, and 369-11 of the ROC Company Act pursuant to Jin Guan Zheng Fa Tzu No. 1070121068 promulgated by the Financial Supervisory Commission are eligible participants of the Plan. For the purpose of this Plan, full-time and part-time employees are defined as follows:
1. 全職員工：受本公司或本公司國內外控制或從屬公司僱用，並依聘僱合約執行交付之工作，定期支領薪資者。
Full-time 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 his/her employment contract.
2. 兼職員工：受本公司或本公司國內外控制或從屬公司僱用之計時性人員、部分工時人員(即每週工作小時於法定工時者)或特定性定期契約人員，並依定期聘僱合約按工作日數、法數或論件支領薪資者。
Part-time employee means a person employed by the Company or a domestic or foreign company which has the controlling or subordinate relationship with the Company on an hourly basis, short-term basis (works fewer than the standard working hours per week) or for a specific project and get paid on a daily, hourly or project rate according to his/her fixed term employment contract.
(二)實際得為獲配之員工及其得獲配股份數量，將參酌依年資、職級、工作績效考核、整體貢獻及特殊功績等因素擬定之分配標準，由總經理核定後，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；非具董事或經理人身分之員工，應先經審計委員會同意。獲配員工及其得獲配股份數量之參酌標準如下：
The President 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 the granting standard with factors such as work experience, seniority, job performance evaluation and overall contribution and 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 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 and any grant of the RS to other employees requires a prior approval from the Audit Committee of the Company. The nomination and grant of the number of the RS shall be subject to the satisfaction of the following performance criteria that such employee:
1. 年度績效考核成績平均成績以上。
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。
Has outstanding job performance in assigned projects or makes significant contribution to the Company.
3. 經部門主管提報認為有利於公司營運成長。
Has been recommended by the heads of his/her department for contributing to the operation and future development of the Company.
4. 具有公司所需之特殊工作技能。
Possesses specialized working skills, know-how and knowledge requires by the Company.
5. 年度績優員工。
Has been selected as the best employee of the year.
- (三)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證應認購股數之合計數，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證應認購股數，不得超過本公司已發行股份總數之百分之二。
The accumulative number of the RS obtained by each employee, in combination 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 (the "Criteria"), shall not exceed 0.3% of the total issued shares of the Company. And the above in combination with the accumulative number of options granted to each employee under Article 56, paragraph 1 of the Criteria, shall not exceed 1% of the total issued shares of the Company.
- 五、辦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。
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.
- 六、可能費用化之金額：可能之費用化金額為新臺幣243,680千元，發行後對115年度、116年度及117年度每年分攤之費用化金額分別約為91,630千元、121,840千元及30,210千元。
The Estimated Expense: The accrued expense is likely to be NTD 243,680,000, which shall be allocated to 2026, 2027 and 2028 by the amount of NTD 91,630,000, NTD121,840,000 and NTD 30,210,000 per year.
- 七、對公司每股盈餘稀釋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通在外股數計算，115年度、116年度及117年度之各年費用對每股盈餘稀釋分別約為新臺幣0.76元、1.02元及0.25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 2026, 2027 and 2028 are estimated to be NTD 0.76, NTD 1.02 and NTD 0.25, which should not cause tremendous impacts on Members' equity.

委 託 書 Proxy Statement		委託人(股東) Member	編號 NO.	612 環宇-KY GCS Holdings, Inc.
1. 茲委託 君(須由委託人親自填寫，不得以蓋章方式代替)為本股東代理人，出席本公司115年6月3日舉行之股東常會，代理人並依下列授權行使股東權利： 1. hereby appoint (please fill out) as my proxy, with authorization to vote and act on my behalf at the 2026 Annual General Meeting of the Members of GCS Holdings, Inc. on June 3, 2026 (the "Meeting") pursuant to authorization scope described below: □(1)代理本股東出席會議事項行使股東權利。(全權委託) 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)代理本股東行使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，視為對各該議案表示承認或贊成。 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".) a. 民國114年度營業報告書及財務報告表覽： 2025 Business Report and Financial Statements. (1)○贊成 (2)○反對 (3)○棄權 (1)○For (2)○Against (3)○Abstain b. 民國114年度盈餘分配案： 2025 Earnings Distribution Proposal. (1)○贊成 (2)○反對 (3)○棄權 (1)○For (2)○Against (3)○Abstain c. 通過修改公司章程草案。 Adoption and Approval of Fifteenth Amended and Restated Articles of Association. (1)○贊成 (2)○反對 (3)○棄權 (1)○For (2)○Against (3)○Abstain d. 辦理現金增資發行普通股股東發行海外存託憑證案： Adoption and Approval of Capital Increase via Issuance of New Ordinary Shares to participate in the issuance of Global Depository Receipts. (1)○贊成 (2)○反對 (3)○棄權 (1)○For (2)○Against (3)○Abstain e. 通過修改限制員工權利新股案： Adoption and Approval of 2026 Employee Restricted Shares Plan. (1)○贊成 (2)○反對 (3)○棄權 (1)○For (2)○Against (3)○Abstain f. 改選四席董事及三席獨立董事案： Re-election of Four (4) Directors and Three (3) Independent Directors. g. 討論解除新任董事暨獨立董事競業禁止之限制案： Grant of 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 h. 臨時動議。 Questions and Extemporary Motions. 2. 本股東未於前項□內勾選授權範圍或同時勾選者，視為全權委託，但該項代理機構擔任受託代理人者，不得接受全權委託，代理人應依前項(2)之授權內容行使股東權利。 2. If neither authorization scope box is ticked in the former item, it will be deemed as "authorization granted in full scope." However, whenever a stock affairs agent mandated to act as the proxy, no authorization granted in full scope shall be permitted. The proxy shall vote and act on behalf of the Member pursuant to authorization scope described as item 1. (2) above. 3. 本股東代理人將對會議議事等全權處理之。 3. The proxy may have the authorization to act on the Member's behalf for extemporary motions during the Meeting. 4. 請將出席證(或出席簽到卡)交與代理人收執，如因故改期開會，本委託書仍屬有效(限此一會期)。 4. Please deliver the Attendance Card to proxy. This Proxy Statement will remain effective at any adjournment or postponement of the Meeting. 此 致 環宇通訊半導體控股股份有限公司 授權日期 年 月 日 To GCS Holdings, Inc. Date of Authorization:	一、禁止交付現金或其他利益之權 Offering cash or non-cash consideration in exchange for proxies is prohibited during proxy solicitation. 二、發現違法取得及使用委託書，可檢附具體事證向集保結算所檢舉，最高給予檢舉獎金二十萬元，檢舉電話：(〇二)二五四七三三三。 Please report to Taiwan Depository & Clearing Corp (TDCC) supplementing with specific information when discovering any suspicious illegal obtaining or use of proxies. Once verified by TDCC, the person making the report will be granted a reward up to NTS 200,000. Report phone number: +886 225473733	股東戶名/Member No. 姓名/Name 持有限制員工權利新股/Share	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		
	戶名/Member No. 姓名/Name 或委託書ID No.	簽名或蓋章 Sign or Seal		
	住址/Address	簽名或蓋章 Sign or Seal		

徵求場所及人員簽章處：