

開 會 通 知 書

Meeting Notice for the 2019 Annual General Meeting of the Members of GCS Holdings, Inc.

- 一、茲訂於民國108年6月5日上午9時假台灣新北市中和區中正路716號B2 (遠東世紀廣場第二期管理委員會會議室) 舉行本公司108年股東常會...

The 2019 Annual General Meeting of the Members of GCS Holdings, Inc., (the "Company") will be held at 9:00 am, June 5, 2019 (Taiwan Time) (the "Meeting") at B2F., No. 716, Zhongzheng Rd., Zhonghe Dist., New Taipei City, Taiwan (Far East Century Plaza).

- 二、本公司盈餘分配案,業經董事會擬訂,其主要內容如下:現金股利每股配發新台幣1.20元,總計新台幣106,560,751元...

- 三、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: [http://mops.twse.com.tw]...

- 四、以私募方式辦理現金增資發行普通股案主要內容詳見背面附件說明。Please see attachment on the reverse side for the Main Points of Issuance of Ordinary Shares by Private Placement.

- 五、發行限制員工權利新股案主要內容詳見背面附件說明。Please see attachment on the reverse side for the Main Points of Issuance of Employee Restricted Shares.

- 六、檢奉出席通知書及委託書各壹份, 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...

- 七、如有股東徵求委託書,本公司將於108年5月3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,可直接進入 https://free.sfi.org.tw...

- 八、本次股東會開放以電子方式行使表決權,行使期間為:自108年5月6日起至108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」...



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.

※個人資料運用告知條款(Notice on the Use of Personal Information)

中信銀基於為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...

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...

100-08

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服務代理人 中國信託商業銀行代理部

612

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 台北市第1333號

股東 台啓 Member

集保結算所「股東e票通」電子投票 www.stockvote.com.tw

Second copy: Application for Cash Dividend Remittance

- 1.If you have a brokerage and a bank account in Taiwan and agree to use the existing banking account registered with the Share Registrar, cash dividend will be remitted to your existing account...

Application for Cash Dividend Remittance form with fields for Name, ID No., Member No., and Existing banking account registered.

現金股利匯撥申請書 Application for Cash Dividend Remittance

股東服務通知 Members Service Notification

- 一、股東會紀念品【統一超商(7-11)商品卡35元】 Souvenir: 7-11 NT\$35 Gift Card

環宇通訊半導體控股股份有限公司 108 年股東常會 委託書徵求人彙總名單 股東常會日期 108 年 6 月 5 日

Table with 2 columns: 徵求人 (Solicitor) and 徵求場所名稱或所委託代為處理徵求事務者名稱 (Name of the place where the solicitor is requested to handle the solicitation business).

【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。

108 出席通知書 Notice of Attendance

本股東決定親自出席本公司 108年6月5日舉行之股東常會,請 察照。 Please be informed that I/We will attend 2019 Annual General Meeting on June 5, 2019.

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

第3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

Registration Page

Attendance Card form with fields for Member No., Shares, and a signature area.

612 環宇-KY GCS Holdings, Inc.

【附件】

擬辦理私募通設案，預計私募普通股4,000,000股，依據證券法第43條之6第6項規定，說明如下：
The Company proposes to issue up to 4,000,000 ordinary shares through private placement (the "Proposed Private Placement") as explained below in accordance with Article 43-6 of the Securities and Exchange Act:

(一)價格訂定之依據及合理性:

The Pricing Basis and Reasonableness:
本次私募價格，以定價日前一、三及五個營業日擇一計算普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之股價，或定價日前30個營業日普通股收盤價簡單算數平均數扣除無償配股除權及配息後之股價，以較高者為準。...

(二)特定人選擇之方式:

The Method for Selecting Investors:
1. 私募對象及其與公司間之關係:
The Subscriber of the Proposed Private Placement and its Relationship with the Company:
本次私募有價證券之對象以符合證券交易法第43條之6第6項規定之主體間相關關係所定之特定人為限，以能協助本公司開發新市場、擴展營運規模及對本公司未來營運產生直接或間接助益之策略性投資人為限。...

(三)辦理私募之必要理由:

The Justification for the Proposed Private Placement:
1. 不採用公開募集之理由: 本公司為確保募資之時效性及可行性，並有效降低資金成本，擬採私募方式辦理現金增資發行私募普通股。
2. 必要程序: 為完善募資計畫，擬由本公司辦理募資，提高公司營運績效，成其有具必要性。
3. 應募人之股東持股比例占前十名之股東名稱及其持股比例，及應募人之股東持股比例占前十名之股東與公司之關係:
The top 10 shareholders' names and shareholding percentage of the Subscriber, and the shareholders' relationship with the Company:

Table with 6 columns: 姓名或名稱, 持股比例, 與公司之關係, Top 10 Shareholders, Shareholding Percentage, Relationship with the Company. Lists shareholders like 野村國際股份有限公司投資專戶, 德盛有限公司投資專戶, etc.

(四)獨立董事是否有反對或保留意見: 否
(五)董事會決議辦理私募前一年內經營發生重大變動或辦理私募引進策略性投資人後，是否將造成經營發生重大變動者: 否
(六)其他應敘明事項:
Other Explanations:
1. 本次私募籌資計畫之主要内容，包括實際私募股數、實際私募價格、應募人之選擇、定價日、增資基準日、計畫項目、資金運用進度、預計可能產生效益、預計辦理私募次數及其他未盡事宜等。...

【附件】

發行限制員工權利新股主要内容:
The Main Points of Issuance of Employee Restricted Shares (the "RS"):
一、董事會決議日期: 108/03/15
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。
三、預計發行總額(股): 本公司普通股1,000,000股。
四、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108年限制員工權利新股發行辦法(下稱「本辦法」)決定:

(一)既得條件: 員工自發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:
1. 獲配屆滿一年，可既得股份比例50%。
2. 獲配屆滿二年，可既得股份比例50%。
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。
(二)員工未符既得條件或發生繼承時，應依下列方式處理:
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既得條件，本公司將依法無償收回其股份並辦理註銷。
2. 退休: 未達成既得條件之限制員工權利新股，自退休之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)項既得條件之比例達成既得條件。
3. 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利，惟既得期間條件應按留職停薪期間，往後遞延。
4. 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利，惟既得期間條件應按留職停薪期間，往後遞延。
5. 因受職業災害致殘或死亡者:
Disability or Death Caused by Work Injury:
(1)因受職業災害致殘或死亡者: 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(以日期較晚者為準)，視為依本辦法第五條第(二)項既得條件之比例達成既得條件。
(2)因受職業災害致殘或死亡者: 未達成既得條件之限制員工權利新股，自離職日起或被給予限制員工權利新股屆滿一年時起(以日期較晚者為準)，視為依本辦法第五條第(二)項既得條件之比例達成既得條件。
(3)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，特定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 to certain employee(s) will vest in full effective immediately one day prior to the start of the close period/record date of the consummation of a merger or consolidation of the Company with any corporation or other entity, which results in a change of ownership or dissolution of the Company through a merger, division or acquisition.

五、員工之資格條件:
Eligible Employees:
(一)以本公司員工及從屬公司之員工為限，實際得為獲配之員工及其所得獲配股份數量，將參酌其年資、職級、工作績效、整體貢獻或特殊功績等，由董事長核實後，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，惟其董事及(或)經理人身分者應先經薪資報酬委員會同意。
The employees of the Company and its subsidiaries as of the Grant Date are eligible participants of the Plan. 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 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.
(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證合計數，不得超過本公司已發行股份總數之百分之三，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之一第一項規定發行之員工認股權證總數不得超過本公司已發行股份總數之百分之三。
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, shall not exceed 0.3% of the total issued and outstanding 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 not exceed 1% of the total issued and outstanding shares of the Company.

六、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:
本公司為吸引及留住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.
七、可能費用之金額: 可能之費用金額為新台幣57,500,000元，發行後及110年度每年分期之費用金額分別為21,622,000元、28,750,000元及7,128,000元。
The Estimated Expense: The accrued expense is likely to be NTD 57,500,000, 109年度及110年度每年分期之費用金額分別為21,622,000元, 28,750,000元, and NTD 7,128,000 per preceding year.
八、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，108年度、109年度及110年度之各年費用對每股盈餘稀釋分別為新台幣0.24元、0.32元及0.08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 2019, 2020 and 2021 are estimated to be NTD 0.24, NTD 0.32 and NTD 0.08, which should not cause tremendous impacts on Members' equity.
九、員工獲配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)員工認購新股後未達既得條件前，除離職外，不得將該限制員工權利新股出售、抵押、轉讓、贈與、質押，或作其他方式之處分。
(二)股東會議出席、提案、發言、投票權等依信託、保管契約執行之，除前述限制外，員工依本辦法獲配之限制員工權利新股，於未達成既得條件前之其他權利，包括但不限於：股息、紅利及資本公積之分配權、現金增資之認購權及表決權等，與本公司已發行之普通股股份相同。但自無償配股停止過戶日、現金股息停止過戶日前十五個營業日截止，此期間如遇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股息權利。
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, 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, beginning on the fifteenth (15th) business day prior to the close period for stock/cash dividends distribution until the distribution record date, in any event that the Company is entitled to forfeit and cancel the unvested RS without the payment of any consideration pursuant to the Plan, the employee of such unvested RS will not be entitled to receive stock/cash dividends.
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。
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)本辦法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。若於送件審核過程中，因主管機關審核之要求而須修改時，授權董事長修訂本辦法，嗣後再經董事會追認始得發行。
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 approval by the competent authority. Any revision requested by the competent authority during the application, the Chairman is authorized to make revisions accordingly, then submit to the Board for ratification before granting the RS under the revised Plan.
(三)本辦法如有未盡事宜，應依相關法令規定辦理。
Matters not provided in this Plan shall be governed by the relevant laws and regulations.

十一、其他應敘明事項: 本案將依股東常會通過，並經報奉主管機關核准後，擬請股東常會授權董事會另訂發行日期。
Others: Subject to the approvals by Members at the Meeting and the competent authority, it was proposed that the Board be authorized by the Members to determine the Issue Date of the RS.

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者，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，委託書與親自出席通知書均簽名或蓋章者，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 our Company's 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任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.
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 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.

Proxy Page

委託書 Proxy Statement form with fields for Member, Solicitor, Proxy Holder, and various checkboxes for authorization scope (e.g., cash, non-cash, exchange for proxies, etc.). Includes a table for Top 10 Shareholders and a section for the Issuer (環宇-KY GCS Holdings, Inc.).

徵求場所及人員簽章處: