

GCS Holdings, Inc.

(the “Company”)

2022 Annual General Meeting*

Time: 9:00 a.m., Friday, May 20, 2022 (Taiwan Time)

Place: B2F., No. 736, Jhongjheng Rd., Zhonghe Dist., New Taipei City, Taiwan
(Far East Century Plaza)

Present:

Total shares represented by Members present in person, by proxy or voting by electronic transmission: 73,056,000

Total issued and outstanding shares with voting right after deducting 57,000 treasury shares held by the Company: 110,864,067

Percentage of shares held by Members present in person, by proxy or by electronic transmission: 65.89%

Directors in Attendance:

Ta-Lun Huang, Chairperson (“Chairperson”)

In Attendance:

Mei-Jung Huang, the attorney of CrownPro Attorneys-at-Law.

Bai, Shu-Chian, the certified public accountant of PricewaterhouseCoopers

One. Chairperson noted that a quorum of Members was present in accordance with applicable laws. Accordingly, he declared the meeting duly convened and constituted. (Remarks omitted)

Two. Report Items

1. Business Report of 2021

Explanations: Business Report of 2021 is attached as Exhibit 1, pages 28-29 of the Handbook for 2022 Annual General Meeting (the “Handbook”).

2. Audit Committee Report of 2021

* Notes: English version of this Meeting Minutes is prepared for reference purpose only. In case of any discrepancy between Chinese and English versions, the Chinese version shall prevail.

Explanations: Audit Committee Report of 2021 is attached as Exhibit 2, page 30 of the Handbook.

3. Report on 2021 Employees' and Directors' Compensation

Explanations:

- (1) According to Article 14.2 of the Articles of Association of the Company (the "AOA"), the Company shall allocate employees' and directors' compensation out of current year's profit in the following sequence and manner: (a) no more than 15% and no less than 5% as employees' compensation; (b) no more than 2% as Directors' compensation.
- (2) No 2021 employees' and directors' compensation will be allocated due to the Company's pre-tax loss in 2021 according to foregoing Article 14.2 of the AOA.

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

Explanations:

- (1) In 2021 Annual General Meeting dated July 2, 2021 (the "2021 AGM"), the Company has approved a resolution for long-term fund raising plans including issuing ordinary shares for cash consideration or issuing ordinary shares for participating in issuance of global depositary receipts or issuing domestic or overseas convertible bonds by way of private placement (the "2021 AGM Proposed Private Placement") which may be carried out within one year in several times (no more than three times) starting from the date of approval. The expiry date is July 1, 2022. In addition, in 2021 Extraordinary General Meeting dated December 20, 2021, the Company has approved a resolution for issuing ordinary shares for cash consideration by way of private placement, provided that aggregate issued shares along with other long-term fund raising plans as adopted in 2021 AGM, if any, will not exceed 20,000,000 ordinary shares (the "2021 EGM Proposed Private Placement").
- (2) Due to the full implementation of the 2021 EGM Proposed Private Placement by issuing 20,000,000 ordinary shares in full, the Board resolved to terminate the 2021 AGM Proposed Private Placement on February 23, 2022.
- (3) Implementation Status for 2021 EGM Proposed Private Placement is attached as Exhibit 3, pages 31-32 of the Handbook.

Three. Proposed Resolutions

1. The Board recommends to the Members to accept 2021 Business Report and Financial Statements

Explanations:

- (1) 2021 Consolidated Financial Statements of the Company including Consolidated Balance Sheets, Consolidated Statements of Comprehensive Income, Consolidated Statements of Changes in Equity, and Consolidated Statements of Cash Flows, audited by Ms. Cheng Ya-Huei and Ms. Lin Yu-Kuan (“CPAs”) of PricewaterhouseCoopers Taiwan, along with the Business Report, have been reviewed and adopted by the Audit Committee members of the Company. The Audit Committee has accordingly issued Audit Committee’s Report.
- (2) The 2021 Business Report, CPAs’ audit report and aforementioned Consolidated Financial Statements are provided as Exhibit 1, pages 28-29 and Exhibit 4, pages 33-43 of the Handbook.

Resolution:

73,056,000 shares were presented at the time of voting. 72,722,527 shares voted for the proposal, representing 99.54% of the total represented shares present. 8,234 shares voted against the proposal, representing 0.01% of the total represented shares present. 0 invalid vote, representing 0.00% of the total represented shares present. 325,239 shares waived or not voted, representing 0.44% of the total represented shares present. It was resolved that subject proposal be and is approved and adopted.

2. The Board recommends to the Members to accept 2021 Earnings Distribution Proposal

Explanations:

- (1) 2021 Earnings Distribution Proposal has been approved and adopted by the Board of the Company on February 23, 2022 Board meeting, and has also been reviewed and adopted by the Audit Committee members of the Company.
- (2) 2021 Earnings Distribution Proposal is attached as Exhibit 5, page 44 of the Handbook.

Resolution:

73,056,000 shares were presented at the time of voting. 72,715,522 shares voted for the proposal, representing 99.53% of the total represented shares present. 33,236 shares voted against the proposal, representing 0.04% of the total

represented shares present. 0 invalid vote, representing 0.00% of the total represented shares present. 307,242 shares waived or not voted, representing 0.42% of the total represented shares present. It was resolved that subject proposal be and is approved and adopted.

Four. Discussion and Election Items

1. The Board recommends to the Members to adopt and approve Twelfth Amended and Restated Articles of Association

Explanations:

- (1) To reflect the latest requirements set forth in public company regulations and rules in the Republic of China (Taiwan) (the “ROC”), the Board of the Company proposes that the Twelfth Amended and Restated Articles of Association be adopted and approved; and the current Eleventh Amended and Restated Articles of Association be amended and restated by the deletion in its entirety and be replaced by Twelfth Amended and Restated Articles of Association.
- (2) Comparison Table before and after Revision for Twelfth Amended and Restated Articles of Association is provided as Exhibit 6, pages 45-49 of the Handbook.

Resolution:

73,056,000 shares were presented at the time of voting. 72,715,507 shares voted for the proposal, representing 99.53% of the total represented shares present. 33,256 shares voted against the proposal, representing 0.04% of the total represented shares present. 0 invalid vote, representing 0.00% of the total represented shares present. 307,237 shares waived or not voted, representing 0.42% of the total represented shares present. It was resolved that subject proposal be and is approved and adopted by a Special Resolution.

2. The Board recommends to the Members to adopt and approve the Revision of Rules for the Acquisition or Disposal of Assets

Explanations:

- (1) To comply with current AOA of the Company and related ROC laws and regulations, the Board of the Company proposes that the revision of Rules for the Acquisition or Disposal of Assets be adopted and approved.
- (2) Comparison Table before and after Revision for Rules for Rules for the

Acquisition or Disposal of Assets is provided as Exhibit 7, pages 50-63 of the Handbook.

Resolution:

73,056,000 shares were presented at the time of voting. 72,715,504 shares voted for the proposal, representing 99.53% of the total represented shares present. 33,254 shares voted against the proposal, representing 0.04% of the total represented shares present. 0 invalid vote, representing 0.00% of the total represented shares present. 307,242 shares waived or not voted, representing 0.42% of the total represented shares present. It was resolved that subject proposal be and is approved and adopted.

3. The Board recommends to the Members to adopt and approve Issuance of 2022 Employee Restricted Shares and the Plan

Explanations:

(1) The Board proposes that issue of Employee Restricted Shares (the “**RS**”) as one of the stock-based compensation to award the employees be adopted and approved. The Main Points of Issuance of RS:

- A. Adoption by Board of Directors Meeting: February 23, 2022.
- B. Issue Price: The RS shall be issued at NTD 0 per share, which means the eligible employee will receive the RS gratuitously.
- C. Total Number of RS to be Issued: The total number of the RS to be issued will be 1,000,000 ordinary shares of the Company.
- D. Terms and Conditions of Issue of the RS (including methods to handle the RS under the Vesting Schedule, unvested RS awards or in the event of inheritance) according to 2022 Employee Restricted Shares Plan (the “**Plan**”):
 - (a) Vesting Schedule:
 - i. First anniversary of the Grant Date, 50% of the total number of the granted RS.
 - ii. Second anniversary of the Grant Date, 50% of the total number of the granted RS.
 - (b) Methods to handle the unvested RS awards or in the event of inheritance: Please see the Plan.
- E. Eligible Employees:
 - (a) 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 Jing Shang Tzu No. 10702427750 promulgated by the Ministry of Economic Affairs, the ROC, are eligible participants of the Plan. For the purpose of this Plan, full-time and part-time employees are defined as follows:

- i. 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.
 - ii. 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.
- (b) The Chairman of the Company 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 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. The nomination and grant of the number of the RS shall be subject to the satisfaction of the following performance criteria that such employee:
- i. Scores above the average during annual performance review.
 - ii. Has outstanding job performance in assigned projects or makes significant contribution to the Company.
 - iii. Has been recommended by the heads of his/her department for contributing to the operation and future development of the Company.
 - iv. Possesses specialized working skills, know-how and knowledge requires by the Company.

- v. Has been selected as the best employee of the year.
- (c) 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.
- F. The Grounds and Necessity of Issue of the RS: 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.
- G. The Estimated Expense: The accrued expense is likely to be NTD 46,400,000, which shall be allocated to 2022, 2023 and 2024 by the amount of NTD 17,448,000, NTD 23,200,000, and NTD 5,752,000 per preceding year.
- H. 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 2022, 2023 and 2024 are estimated to be NTD 0.16, NTD 0.21 and NTD 0.05, which should not cause tremendous impacts on Members’ equity.
- (2) The Plan reviewed and adopted by the Audit Committee of the Company and further accepted by the Board is provided as Exhibit 8, pages 64-73 of the Handbook.

Resolutions:

73,056,000 shares were presented at the time of voting. 72,483,298 shares voted for the proposal, representing 99.21% of the total represented shares present. 263,460 shares voted against the proposal, representing 0.36% of the total represented shares present. 0 invalid vote, representing 0.00% of the total represented shares present. 309,242 shares waived or not voted, representing 0.42% of the total represented shares present. It was resolved that subject proposal be and is approved and adopted by a Supermajority Resolution.

4. The Board recommends to the Members to adopt and approve Issuing Securities by way of Private Placement

Explanations:

- (1) To meet the operating capital requirements of long-term development, strengthen corporate competitiveness 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, issuing ordinary shares for cash consideration and/or for participating in issuance of global depositary receipts 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 exceed 20,000,000 ordinary shares at then-current conversion price calculated at the pricing date.
- (2) The Pricing Basis and Reasonableness.
 - A. The price for issuing ordinary shares in the Proposed Private Placement shall not be lower than 80% of the reference price. Reference price is set to be the price determined by the following calculation, whichever is higher.
 - (a) 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 capital reduction.
 - (b) 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.
 - B. 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) 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 capital reduction.
 - (b) 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 the shares cancelled in connection with capital reduction.

It is proposed that the Board of Directors be authorized, complying with the abovementioned rules and within the range resolved by the Members in the General Meeting, to determinate pricing date, actual reference price, actual issue price and conversion price of convertible bonds issued by way of a private placement according to the market conditions, objective conditions and selected investors qualifications. Having complied with the regulations and rulings of regulator and referred to the abovementioned reference price or theoretical price, the issue price (including conversion price of convertible bonds issued by way of private placement) should be reasonable after considering the three(3)-year share transfer restriction for securities issued in the private placement in accordance with the ROC Securities and Exchange Act (the “Act”)

(3) The Method for Selecting Investors

- A. If the subscriber is a strategic investor:
 - (a) 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 direct or indirectly.
 - (b) 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 sales or enhance product research and development cooperation in the future.
 - (c) 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.
- B. If the subscriber is an insider or related party of the Company:

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 directly or indirectly.
- C. Potential subscribers and their relationships with the Company are presented as follows:

Potential subscribers	Relationship with the Company
WEI SHI-YU	Insider (the spouse of the Chairman of the

	Company, Huang Ta-Lun)
ANN MON-MEI	Insider (the spouse of the Director of the Company, Ann Bau Hsing)
PAN FANG LING	Insider (the spouse of the Independent Director of the Company, Yang Jung-Kung)

- D. Meanwhile, the Company is seeking out additional potential subscribers apart from subscribers presented as above and will operate pursuant to relative regulations and rulings after qualified subscribers are selected.
- (4) Necessity and Anticipated Benefits of Private Placement:
- A. 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 share transfer restriction for a period of three (3) years, so that a long term partnership between the Company and selected investors can be secured.
- B. 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.
- C. The Company proposes to carry out the Proposed Private Placement 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.
- D. The Use of Fund Raised and Anticipated Benefits: 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
- (5) 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 as presented as Exhibit 9, pages 74-80 of the Handbook.
- (6) The securities issued or delivered in the Proposed Private Placement will be conducted in book-entry form. Except for the share transfer restriction for a

period of three (3) years in accordance with Article 43-8 of the Act, the rights and obligations of the ordinary shares issued in the Proposed Private Placement, either for cash consideration or through the conversion of domestic or overseas convertible bonds, shall rank pari passu with the issued and outstanding shares of the Company.

- (7) It is proposed that the Board to be authorized by the Members in the General Meeting with full power to determine, pursuant to applicable laws and regulations, the methods of issuance and handle main points of the Proposed Private Placement, including but not limited to the actual issued shares, issue price, selection of investors, pricing date, record date of capital increase, terms and conditions of issuance, funded projects, fund using plan items, use of funds, anticipated benefits, anticipated phases of private placement and other matters not prescribed herein pertaining to the Proposed Private Placement, which may need to be revised upon regulator's requests, or as a result of the evaluation of the operation or objective environmental changes.
- (8) 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.
- (9) It is proposed that the Board to be authorized with full power to handle matters not prescribed herein.

Resolutions:

73,056,000 shares were presented at the time of voting. 72,600,295 shares voted for the proposal, representing 99.37% of the total represented shares present. 146,475 shares voted against the proposal, representing 0.2% of the total represented shares present. 0 invalid vote, representing 0.00% of the total represented shares present. 309,230 shares waived or not voted, representing 0.42% of the total represented shares present. It was resolved that subject proposal be and is approved and adopted by a Special Resolution.

5. The Board recommends to the Members to elect One (1) Director in the By-Election

Explanations:

- (1) The by-election intends to fill the vacancy following the resignation of Director, Unikorn Semiconductor Corporation, effective as of February 23, 2022.
- (2) Pursuant to the AOA, the Board proposes to by-elect one (1) Director and the

elected director will commence his term from May 20, 2022 and continue until June 4, 2023. The above by-election shall be carried out in accordance with the candidate nomination system. The Roster of Directors Candidates is provided as Exhibit 10, pages 81 of the Handbook.

Election Results:

It was resolved that Biing Jye Lee (李秉傑) be and is elected as the Director of the Company for a term from May 20, 2022 to June 4, 2023. Votes received are as follows:

	ID No.	Name	Votes Received
Director	ID No. H1021*****	Biing Jye Lee	72,512,080

6. The Board recommends to the Members to Grant Waiver to Director's Engagement in any Business within the Scope of the Company's business

Explanations:

- (1) Article 209 of ROC Company Act provides that "A director engaging business activities for himself or on behalf of another that is within the scope of the company's business shall explain to the meeting of shareholders the essential contents of such an act and acquire shareholders' approval."
- (2) To comply with ROC Company Act and reflect actual needs, the Board proposes to grant waivers to any Director who invests or engages in the same or similar business activities or acts in the capacity of a director of other companies provided that the interests of the Company will not be harmed
- (3) The Director's current engagement in business within the scope of the Company's business is provided as Exhibit 11, page 82 of the Handbook.

Resolutions:

73,056,000 shares were presented at the time of voting. 72,608,891 shares voted for the proposal, representing 99.38% of the total represented shares present. 11,517 shares voted against the proposal, representing 0.01% of the total represented shares present. 0 invalid vote, representing 0.00% of the total represented shares present. 435,592 shares waived or not voted, representing 0.59% of the total represented shares present. It was resolved that subject proposal be and is approved and adopted by a Supermajority Resolution.

Five. Questions and Extemporaneous Motions

No questions and extemporaneous motions.

Six. Close of the Meeting: 9:45 a.m.

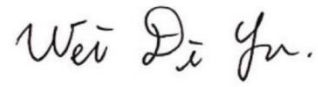
主席：黃大倫

Chairperson: Ta-Lun Huang

Handwritten signature of Ta-Lun Huang in black ink.

記錄：余瑋迪

Secretary: Wei-Di Yu

Handwritten signature of Wei-Di Yu in black ink.