通 知書 Meeting Notice for the 2021 Annual General Meeting of GCS Holdings, Inc.
- 茲訂於民國110年6月29日上午9時整假台灣台北市羅斯福路四段85號B1(集思台大會議中心米開朗基羅廳)舉行本公司110年股東常會,會議召集事由:(一)報告事項:1.民國109年度營業報告書。2.審計委員會審查民國109年度決算表册報告。3.民國109年度員工酬勞及董事酬勞分派情形報告。4.道德行為準則修訂報告。5.民國108年1月21日本公司發行之800萬股普通股參與發行海外存託憑證之資金運用計畫變更執行說明。(二)承認事項:1.民國109年度營業報告書及財務報表。2.民國109年度盈餘分配案。(三)討論及選舉事項:1.修訂公司組織簡章案。2.修訂公司章程案。3.修訂取得或處分資產處理程序案。4.修 百首及例仍很快。2.民國109千度血球力配來。(一)則個及近年予算.1.1多可公司血級商單來。2.多可公司單程來。3.多可如何或處力員產處在住門來。4.8 可股東會議事規範案。5.修訂董事選舉辦法案。6.通過發行限制員工權利新股案。7.討論本公司含私募之長期資金募集案。8.補選四席董事案。9.討論解除 新任董事競業禁止之限制案。(四)臨時動議。 新任董事競業禁止之限刺案。(四)臨時動議。
The 2021 Annual General Meeting of GCS Holdings, Inc., (the "Company") will be held at 9:00 am, June 29, 2021 (Taiwan Time) (the "Meeting") at B1F, No.85, Sec. 4, Roosevelt Rd., Taipei City, Taiwan (GIS NTU Convention Center). Agenda of the Meeting: 1.Report Items: (1)Business Report of 2020. (2)Audit Committee Report of 2020. (3)Report on 2020 Employee and Directors' Remuneration. (4)Report on Revision of Code of Ethics. (5)Report on Enforcement of Modified Capital Plan for 8 Million Ordinary Shares Issued on Jan 21, 2019 for Participating in Issuance of GDR Offering. 2.Proposed Resolutions: (1)2020 Business Report and Financial Statements. (2)2020 Earnings Distribution. 3.Discussion and Election Items: (1)Adoption and Approval of Sixth Amended and Restated Memorandum of Association. (2)Adoption and Approval of Eleventh Amended and Restated Articles of Association. (3)Revision of Rules for the Acquisition or Disposal of Assets. (4)Revision of Rules and Procedures of Members' Meeting. (5)Revision of Rules for Election of Directors. (6)Adoption and Approval of Issuance of 2021 Employee Restricted Shares and the Plan. (7)Adoption and Approval of Long-Term Fund Raising Plans Including Private Placement of the Company. (8)By-Election of Four (4) Directors. (9)Granting Waivers to Directors' Engagement in any Business within the Scope of the Company's Business. 4.Questions and Extemporary Motions.

① (A) \*\*Revision\*\* \*\*R Engagement in any business within the Scope of the Company's Business. 4. Questions and Extemporary Wottons.

《依中華民國公開發行公司相關規定應該明其主要內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.

※發行限制員工權利新股業主要內容,請詳見背面附件一說明。

Please see 【Exhibit 1】 on the reverse side for the Main Points of Issue of Employee Restricted Shares. 四、討論本公司舍私募之長期資金募集案,其中以私募方式辦理現金增資發行普通股或發行新股參與海外存託憑證或發行國内或海外轉換公司債,請詳閱背面 Regarding Long-Term Fund Raising Plans Including Private Placement of the Company, please see [Exhibit 2] on the reverse side for the Regarding Long-Term Fund Raising Plans Including Private Placement of the Company, please see [Exhibit 2] on the reverse side for the explanations of fund raising by 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 through a private placement.

1. A火股東會董事應還人數:董事4人。
2. 採提名刺之候還人名單:董事:【黄大倫、安寶信、晶成半導體股份有限公司、施章】。
3. 各候還人之學經歷等相關資料之查詢網址為:【http://mops.twse.com.tw】。
1. Number of Directors to be Elected: 4 Directors
2. Candidates of Directors Nominated: [Directors: Huang, Ta-Lun; Ann, Bau Hsing; Unikorn Semiconductor Corporation; Shih, Wei]
3. Education, working experience and other relevant information of the candidates, please refer to the website: http://mops.twse.com.tw

· 检奉出席通知者及委託者各查份,實股東如決定親自出席者,請於「出席通知書」上簽名或蓋章後(無須奇回),於開會當日攜往會場報到出席;如委託代理人出席等);於代理人出席時,請於「委託者」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,以憑寄發出席到十千受託代理人。 出席篆列卡子曼託代理人。
Enclosed please find the "Notice of Attendance" and "Proxy Statement", please sign or seal in the "Notice of Attendance" if you 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110年5月28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 May 28, 2021. Investors can link with SFI's web address (https://free.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110年5月30日起至110年6月26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 May 30, 2021 to June 26, 2021. Please log in and vote in accordance with the instructions. log in and vote in accordance with the instructions. 本次委託書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. Please fill out the documents as described in the information contained herein. 此致實股東 To Member of GCS Holdings, Inc. 環宇通訊半導體控股股份有限公司董事會置 Board of Directors of GCS Holdings, Inc.

委託書填表須知

INSTRUCTIONS

一、奏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。

青科及概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、委託書與龍自出席通知書均簽名或蓋章者,視爲觀自出席: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

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;

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、微求人或受死代理人應於委託書上簽名或蓋章,並詳填户號、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,請於股東户號欄內填寫身分證字號或統一編號。徵水人如為信託事業、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達本公司股務代理人傳搬銷委託之通知、他即使的工作,以上的工作,工作,以上的工作,以上的工作,以上的工作,以上的工作,以上的工作,以上的工作,以上的工作,以上的工作,以上的工作,以上

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.

solicitor or the proxy agent. 奏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微求人,及股務代理機構受委任擔任委託

※個人資料運用告知條款(Notice on the Use of Personal Information) COVID-19 (新冠肺炎) 疫情期間 中信銀基於爲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 爭則問或依個別契約就資料之保存所定之保存(以執稅人保存 準),就直接或問接蒐集之您的個人資料,將以表數及/或電子 等形式處理、利用及/或國際傳輸,包括但不限於揭露予公務機關或更 助處理本事項之第三人。您得要求查詢、閱覽、製給複本、補充更 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 信內明報政此無法提供您所係公計

及相關服務,中信銀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 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, whichever later shall prevail, CTBC will process, use and/or internationally transmit, in the form of writing, audio recording and/or electronic files and others, including but not limited to disclosure to government agencies or a third party assisting the said matters, your personal information which has been directly or indirectly collected by CTBC. 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 discontinue its financial products and services and terminate relevant services and contracts with you. In addition, CTBC may decline to follow your aforementioned request pursuant to relevant laws or factors such as risk management policy.

- 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, ROC 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)

聯

開會通知請速詳閱 親自出席無須寄厄

垂起

(限向郵局窗口交寄)

資 已 付

台北郵局許可證

## 台啓

(110) 出席通知書 **Notice of Attendance** 本股東決定親自出席本公司 110年6月29日舉行之股東常 會,請察照。 Please be informed that I/We will attend 2021 Annual General Meeting on June 29, 2021. 致 環宇通訊半導體控股股份有限公司 To GCS Holdings, Inc. 股東户號 親自出席簽章處 Signature Member No. 股東 戸名 Name of

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110年股東常會 6、股東請勿於此欄蓋章 環宇通訊半導體控股股份有限公司110年股東常會 This column is reserved for reception desk

The 2021 Annual General Meeting of the Members of GCS Holdings, Inc.

中國信託蓋章處 Sealed by CTBC

出席簽到卡 (110)

**Attendance Card** 時間:110年6月29日上午9時整

Time: 9:00 am, June 29, 2021 (Taiwan Time) 地點: 台灣台北市羅斯福路四段85號B1 (集思台大會議中心米開朗基羅廳) Venue: B1F, No.85, Sec. 4, Roosevelt Rd., Taipei City, Taiwal (GIS NTI I Convention Center)

股東戶號:

Member No.

持有股數:

Shares:

環宇-KY GCS Holdings, Inc. 【附件一】

十一】 朝貴工權利新股主委內容: India Paints of Issue of Employee Restricted Shares (the "RS"):

3 哟:1/10/03/19 y the Meeting of the Board of Directors of the Company (the "Board") on March 19°, 2021. 格:最反以前台帝印元极行,即高现全封俄之高情配经于真工。 Issue Price: The RS will be issued at NTD 0 per share, which means the eligible employee will

【附件二】

oyees: 股本公司國內外控制或從屬公司之全職或畫職員工為限、所稱從屬公司、條依公司法第三百六十九條 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據學總定之,實際得為獲 及其将程配股份數量 帕奔的其年買,破販、工作輸放、整體頁廠或特殊均轉等,由董事其檢定獲, 會經三分之二以上董事治原及出房董事遇未數同意,惟其董事及(萬)維理及身分者應先經將實施關每

討議本公司舍私募之長期資金募集案中,以私募方式辦理現金增資發行普通股或發行新設參與海外存 託憑證或發行國內或語外轉換公司價相關說明如下: Among Long-Term Fund Raising Plans Including Private Placement, the explanations of fund raising by issuing ordinary shares for cash consideration or issuing ordinary shares for participating in suance of global depositary receipts or issuing domestic or overseas convertible bonds through a yate placement (the "Proposed Private Placement") are provided below:

賈格訂定之依據及合理性:

he Pricing Basis and Heasonatoleness:
1) 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 80% of the reference price. Reference price is set to be the price determined by the following

calculation, whichever is 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,並加回減資反除權後之股價。

思,业则归族質反标框後之款價。" 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 companion with partial reduction cancelled in connection with capital reduction.

B.定價日前三十個營業日普通股收盤價簡單算術平均數扣除無償配股除權及配息,並加回減資反

陈確後之財債。
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.

connection with capital reduction. (2)私募國内政海外可轉換公司債之發行價格不得低於理論價格之八成。理論價格將以涵蓋並同時考 量發行條件中所包含之各項權利而據定之計價模型定之。轉換價格以不低於下列二基準計算價格

製造者之八成定之:
The price for issuing domestic or overseas convertible bonds shall not be lower than 80% of the 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、三或工品營業工程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,並加回減資反除權处之股價。
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 with capital reduction.

Strates issued as stock awdeeds and cash awderns, and adoing back the value of the sharts cancelled in connection with capital reduction.

B.定價日前三十個營業日普通股收盤價間單算術平均數扣除無價配股除權及配息,並加回減資反除權後之股價。定價日、實際多有價格及私募轉換公司價轉換價格,疑提請股東會授權董事會依據上述規定,現市場狀況、客觀條件及日後治特定人情形,於不低於股東會決議成數之範圍內決定之。私募價格包括私募轉換公司價轉換價格)之訂定將依據主管機關法令,参考上述参考價格或理論價格,再加上考量證券交易法對於私募有價證券有三年轉讓限制

IDS屬口注。

The arithmetical average closing price of the ordinary shares of the Company for thirty trading days. 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 borus 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 through a private placement according to the market conditions, objective conditions and selected investors qualifications. Having complied with the regulations and rulings of regulator and reference to the abovementioned reference price or theoretical price, the issue price (including conversion price of convertible bonds issued through private placement) should be reasonable after considering that the three(3)-year share transfer restriction for securities issued in the private placement in accordance with R.O.C. Securities and Exchange Act (the "Act").

The Memora or Selecting Investors: 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謝理。 The securities issued in the Proposed Private Placement will only be sold and subscribed by investors with qualifications prescribed in Article 43-6 of the Act, relevant regulations and

the subscriber is a strategic investor: 選擇方式與目的: 應轉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 產生直接或關接助品者之完整往投資人為限。 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 feature operations direct to indirectly

future operations direct or indirectly.

(2)必要性:為充實營產資金,強化本公司競争優勢,引進可擴大未來產品銷售或產品研發合作之策路投資人,故有其必要性。

節投資人、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 sales or enhance product research and development cooperation in the future.

公司關介 項字通訊半導體控設(股)公司係來台第一上槽之控股公司,英屬蓋豐群島為該公司之註冊地,主要營運建 點位於美麗如州之Global Communication Semiconductors, LLC (以下簡稱GCS, USA),主要營業項目為高

點位於美麗加納之(Jobal Communication Semiconductors, LLC (以下離解(GS, USA),主要整葉與自為高階射頻及光電元件化合物半導體晶體製造代工及相關智慧財產權授權,以及自有品牌光電元件產品之研發、製造及簡舊,以4时製程為主,其中高階射頻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

本次稅與案計畫內容 環字公司為因歷公司未來長期發展之營運資金所需,以強化公司競爭力及拓展營運規模,疑視當時金融市 場狀況、擇適當時機與轉資工具。在總錄行設數不超過20,000仟股營通股之額度內。依相關法令擇一或以能 配之方式一次或分次辦理私募包括普通股或發行新股參與海外存託憑證或發行國內或海外轉換公司債之有價 證券轉責方式。如辦理國內或海外轉換公司債時,轉換公司債得轉換之普通股股數則在經驗行設數不超過三次分次 辦理一本次私勞對象以行合主體關聯相關部等今及總券至於蔣國四二每之六規定之包開特定人中頭之一 同時並行公司辦理和募有價證券應注意專項」之規定。另、本次私募案設備條訂定之依據, 係依據「定價日前1、3或5個醫業日擇一計算普通股收盤價簡單算新平均數扣除無價配股除權及配息。並 加回減度反除權後之股價」及「定價日前30醫量案日營通股收盤層簡單算新平均數扣除無價配股除權及配息。並 加回減度反除權後之股價」及「定價日前30醫量案日營通股收盤層簡單算新平均數和除無價配股除權及配息。並 加回減度反除權後之股價」一需取其孰高者,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價 格之八成訂定之。

加回漢質及所權捷之股間」一看取兵共兩會,1-19中央、如李米之至1981日:1982年8月 格之八成訂定2。 本來及與蔡之心要性及合理性時估 (一) 辦理私事之心要性 化合物半導體元件係屬無線通訊產業及光纖通訊產業之關鍵性帶相件,受惠於智慧型手機及平板電腦 的持續熱費,加上4G普及行動透信之規格已捷成熟及運用外,尚有無線區域網路、藍牙應用、基地台 續建、衛星通訊、物驗網反車等網等無線通訊產品成長,又因固定網路通訊任光纖通訊技術提升及政府政 策推動下,使產業呈現長期的穩定成長,並帶動化合物半導體產業市場規模之持續成長。遵宇公司主要係 專注於整台和基礎與衛所與頻元件之品屬代工。在全球写行動過訊規格及兩度化在119年以經續框 定及運轉,預估世界各國電信業者將對基地台設備及建置投入更多的資本支出,未來5-6年將是56行動通 訊高度成長的時代,故使該公司從事基地台和基礎設備所用的射頻元件代工製造業務將有明顯的成長空 間。

。 環宇公司近年來持續受到中美貿易衝突帶來之影響,109年前三季之營業收入新台幣1,137,802仟元除

場子公司近年來得賴受到中美頁為歐密帶來之影響,109年期三季之營棄収入前台幣1,137,802仟元除 較108年前三季2前台幣1,309,821仟元下滑,109年前三季沖洞廳黨於自己開業主亦較108年前三季之 台幣163,471仟元下滑至淨揚新台幣25,948仟元,該公司為確保籌宴資金之時效性及可行性,若以公開象 行方式新理籌頁。恐因109年前三季之運利表現影響投資人之認購意廳,故本次辦理私募用以充實營運資 金、轉投資等一項或多項用途,除為充實營資產在,強化公司競爭變勢,亦可藉由引進完整任投資人、協 即却限公司營運規模或開發新市場,對該公司未來營運及獲利具有正面之效益,故該公司本次採私募方式 需整省金分型程度有紅房學所

三年內限制轉讓之規定,將更可確保談公司與應募人間之長期關係。茲就環字公司本次辦理之私募案之合理性异位如下:

1.私募案發行程序之合理性
上級機構等。公司媒於110年3月19日召開董事會之提案資料,其討論內容、發行程序、私募價格訂定
方式及特定人選擇之方式等,尚符合證券交易法及相關法令規定,並無重大異常之情事。
2. 新理私募有價證券種類及用法字合理性
環字公司本來擬辦理和數案發行之有價證券種類包括為普通較、發行普通股參與海外存託憑證或關內或海外可轉換公司債,其轉換棚的均為普通股,係市場普遍有價證券發行之種類,故該公司本次辦理私募有價證券通擇採用之權類應有其合理性。
依仍IGITIMES Research (1101/10)實料關於,109年為5G行動通訊元年,全球5G用戶為1千2百萬戶,在10年時將成長到1.9億用戶數,約佔整備了動服務用戶的2.3%,預計到114年時,約有28億戶,依約整體30%的比重。未第5年6年8是5G行動通訊高度成長的時代,而高效能功率之化合物至等轉體在5G技術相關終調產品發展中,將扮演重要角色。環字公司本次辦理私募所募集之資金將用以充實營運資金、轉投資每一項或多項用途,若未辦理增資,而以自然所需資金、相對鐵款之對。

環字通訊半導體控股股份有限公司辦理私募案之證券承詢商評估意見書 環字通訊半導體控股股份有限公司以下簡稱環字公司或級公司與於民國(以下同)110年3月19日董事會決議以 私募方式辦理現金增資發行普通股或發行新股參與海外存託憑證或辦理關內或海外轉換公司價(以下簡稱本來私募 案)。本來私募案尚須經10年6月29日股東宗會決議通過始得正式前理。依據「公開發行公司辦理私務有價證券歷 注意事項」之规定、董事等或與辦理師一年內經營備發生重大變勢、或辦理私募引進來設資人後,可能致經營 權發生重大變動,應洽請證券承詢商出具辦理私募必要性與合理性之評估意見。環字公司因董事任期服滿而於109 年股東會進行董事全面改選、董事成員變動達三分之一以上,故既公司委任本證券承詢商就本來私募案出與必要 任份会理性性前意則。

利具有正面之效益,且因私募有價證券有三年内限制轉讓之規定,將更可確保該公司與應募人間之長期合作關係,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 經檢視理字公司擬於110年3月19日召開董事會之提案資料,該公司本灾私募之應募人將以符合主管 機關及證券交易法第四十三條之六規定之各項特定人中選定之,同時並符合「公開發行公司辦理私募有 價證券應注意事項」之規定。目前應募人尚在治期中,實際應募人之選擇將於治定後依相關規定辦理 之。

(3)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

d Benefits: Strategic investors can not only help the Company to expand operating cale and develop new markets, but create long-term benefits to the development of the

3.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:本公司為確保票集資金之時效性及可行性,並有效降低資金成本,故擬透過私募方式向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內限制轉讓之規定,可確保公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 through a 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) years, so that a long term partnership between the Company and strategic investors can be secured.

(2)私募之額度:擬於總發行股數不超過20,000仟股普通股效額便在總發行股數不超過前述20,000仟股之

price at the pricing date within the amount of abovementioned 20,000,000 ordinary the conversion price at the pricing date within the amount of abovementioned 20,000,000 ordinary shares.

3)本公司將視市場及洽特定人之狀況,預計於股東會決議日起一年內分次(最多不超過三次)辦理。
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.

1)本文學實之資金和財法及預計達成效益:
The Use of Fund Raisad and Anticinated Reposition.

The Use of Fund Raised and Anticipated Benefits:
各次私募資金用途係為元實營運資金、轉投資等一項或多項用途,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。
The fund raised from the Proposed Private Placement will be used to fund the Company's working capital, and/or reinvestment. The anticipated benefits include expansion of operational scale, strengthening the Company's competitiveness and enhancing financial structure.

4本公司董事會決議辦理私募前一年内因三分之一以上董事独生變動,依法令規定證券承銷商已出具辦理私募的受性與合理性之評估意見書,内容詳附件三。
For more than one third of the directors had changed within one (1) year from 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 presented as Appendix III.

Appendix III.

本文私募發行普通股或私募發行新股參與海外存託憑證或辦理國内或海外轉換公司債,皆採無實體方式發行或交付。私募有價證券依證券交易法第43條之8受交付後三年内轉讓之限制外,本次私募之普通股,其權利義務與本公司已發行之普通股相同。
The Proposed Private Placement is issued or delivered without printing certificate. Except for the free 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 shall

Act, the rights and obligations of the ordinary shares issued in the Proposed Private Placement shall rank pari passu with the issued and outstanding shares of the Company.

6.本文增資之發行方式及計畫主要内容,包括但不限於實際發行股數、發行金額、發行條件、發行計畫,資金運用計畫損目、資金來源、資金用途、預計進度、預計可能產生之效益、預計辦理私募次數及其他相關專宣等,未來如因主管機關指示修正或基於營運評估或因答觀環境需要變更時,擬提購股東言授權董事會依相關法令者權處理之。

It is proposed that the Board to be authorized by the Members in the General Meeting with full power to handle main points of the Proposed Private Placement, including but not limited to the actual issued shares, fund-raising amounts, terms and conditions of issuance, funded projects, source of funds, use of funds, anticipated progress and anticipated benefits, and other matters 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.

7.除上述或依法令规定之授權範圍外,提授權董事長或其指定之人,代表本公司辦理一切有關本次發行所需專宜並簽署相關契約及文件。
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 and sign all necessary agreements and/or legal instruments.

查詢本私募方式辦理現金增資發行普通股或發行新股參與海外存託憑證或發行國内或海外轉換公司債

相關訊息,請詳公開資訊觀測站(網址:https://mops.twse.com.tw/mops/web/t116sb01)及本公司網站

(陽趾: http://gcsincorp.com)。
For inquiries about the relative information of the Proposed Private Placement, please refer to the website of Market Observation Post System (website: https://mops.twse.com.tw/mops/web/t116sb01) and website of the Company (website: http://gcsincorp.com).

私募可轉換公司債,可轉換公司債得轉換之普通股股數則在總發行股數不超過前述2 額度內依其訂價當時之轉換價格計算之。 RICKY BLACK BENDERING FILE FROM THE ISSUE Amount of the Proposed Private Placement: The Company proposes to issue up to 20,000,000 ordinary shares for cash consideration. If convertible bonds are to be issued through a private placement, the amount of the convertible shares shall be calculated by the conversion

Company. (4)本公司目前尚無已洽定之特定人。

3.辦理私募之必要理由

之。 2. 應募人之可行性及必要性 選字公司因應未來長期發展之聲運資金需求,以強化公司競爭力及拓展聲運規模,故本灾私募案之 應募人如為解核性投資人,將以對公司未來營運能直接或開接產生却益、或能協助核公司開發市場、拓 展營運規模。認同該公司之經營理愈者,如此於能提升公司營運規模及獲利能力,並東持穩健及務實之 經營原制,有效提升級公司設策權益,另因私募有價證勞有三年內限制轉讓之規定,將可確保該公司良 應募人間之思則合作關係,對公司之經營權穩定及未來營運應有助益,故本灾私募案之應募人應有其可 行性及必要性 r。 8公司業務、財務及股東權益之影響

開建は母条料成公司未対。例如成似果惟血之影響 1別公司業務之影響 選字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,除可因應營運資金或/及轉投資之 需求。該公司亦可藉由本次私募案引進對公司未來之營運能產生直接或開接助益之投資人,可確保公司 與投資實幹門間之長期合作開係、協助公司提升營運效能或開發新市場,以強化整體競爭力,故對該公司 在業務發展上應員正面之效益。 3私到對核分影響

在業務發展上應具正面之效益。
2.對公司財務之影響
該公司本次擬辦理私募現金增資發行普通股,私募總股數以不超過20,000仟股為上限,且以不低於
參考價格之八成為訂定私募價格公依據。私募募集之資金將作為內實營運資金或轉投資、提高公司自有
資金出等、改善財務結構以降任公司之时務經營服除。更有機會提升公司營運競爭能力,故在本灾私募
資金即時有效挹注下,對該公司在財務上應具正面之效益。
3.對公司股果權益之影響
環字公司本灾私募用以充實營運資金、轉投資等一項或多項用途,以強化財務結構、提升公司營運
成效及托展營運規模,有助於提升公司整體競爭力,進而有效提升該公司股東權益,故環字公司辦理本
次私募案,對公司之股東權益應具正面提升之效益。
為

、結論 環字公司媒於110年6月29日之股東常會提案總發行股數20,000仟股之額度內,每股價格不低於參考價格之 八成前理私募書通股,國內或海外轉換公司價之銀行價格不得於理論傳格之八成。理論價格和以涵面並同時 考量發行使中所包含之有權和而據定計價模型定之相於充實建資金、轉投資等一項或多用浸。經 考量終公司日前之經過就形及募集資金之可行性等因素,終公司提入場實方式的理理金增資銀行普遍股或發行 新股命與海方式經理與國內或海外轉处公司信之語。實有其必會是 之間所提具之110年3月19日董事會提案資料,其發行計畫內容及程序尚無重大通反規定或顯不合理情事,故該公 司本文前理私募案應有其必要性及合理性。 、其他營則

其他聲明 (一本惠見書之內容僅作為環宇通訊半導體控設股份有限公司110年3月19日董事會決議及110年6月29日股東 會決議本次以私募方式新理現金增資發行電過股或發行普通股參與海外存託憑證或辦理國內或海外轉換公 司儀之計畫之參考依據 · 不作為其他用途使用。 (二)本惠見書之內容係參酌環宇通訊半導體控股股份有限公司所提供之履於110年3月19日召開董事會之提案 資料及該公司之附務與對整挺由「公開資訊觀測站」之公古資訊等進行評估,對未來施公司因本來私募案 計畫變更或其他情事可能導致本意見書內容變動之影響,本意見書均不負任何法律責任,特此聲明。

評估承銷商:兆豐證券股份有限公司

負責人:陳佩君 公孫孝用立

中華民國 110 年 3 月 18 日 獨立性聲明書 理字通訊半導體控脫較份有限公司以下簡稱理字公司或於公司級於民國(以下問)110年3月19日董事會決議以私募 方式辦理現金增資發行普通股或現金增資發行普通股參與海外存託憑證或辦理國內或海外轉換公司債之計畫(以下 簡稱本次机專案 6)。本次机專案尚須經110年6月29日股東常會決議通過始得正式辦理。本公司受託就環字公司辦理 本交司為執行上開業務,特聲明並無下別情事: 一、本公司非理字公司採權益法評價之被投資公司。 二、本公司非理字公司採權益法評價之被投資公司。 二、本公司非理字公司以權學長或被建立 一、本公司非理字公司之董事長或總經理理並非同一人,且無具有配偶或二親等以內之關係。 四、本公司司非理字公司之董事長或總經理理並非同一人,且無具有配偶或二親等以內之關係。 四、本公司或非理字公司之董事長監察人。 「、语子公司或非本公司之董事及監察人。 「、本公司被害子公司宣華等及監察人。

五、境字公司並非本公司之董事及監察人。 六、本公司與漢字公司能と注述情事外,並無財務會計準則第六號公報所訂關係人之關係 為環字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。



募集資金之辦理應有其必要性。

環宇公司以私募方式辦理籌資,除可減少取得之資金成本外,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,對該公司未來營運及獲