開會通知書 Meeting Notice for the 2023 Annual General Meeting of GCS Holdings, Inc.

一、茲訂於民國112年6月6日上午9時整假臺灣新北市中和區中正路736號B2(遠東世紀廣場A棟第一期管理委員會會議室)舉行本公司112年股東常會,會議召集事由: (─)報告事項:1.民國111年度營業報告書。2.審計委員會審查民國111年度決算表冊報告。3.民國111年度員工酬勞及董事酬勞分派情形報告。4.民國110年股東臨 時會通過以私募方式辦理現金增資發行普通股之辦理情形報告。5.民國111年股票會通過之辦理私募有價證券辦理情形報告。(二)承認事項:1.民國111年度營業報告書及財務報表。2.民國111年度虧損撥補業。(三)討論及選舉事項:1.修訂公司章程案。2.通過發行限制員工權利新股案。3.改選四席董事及三席獨立董事案 。4.討論解除新任董事暨獨立董事戴業禁止之限制案。(四臨時動議。 The 2023 Annual General Meeting of GCS Holdings, Inc., (the "Company") will be held at 9:00 a.m., June 6, 2023 (Taiwan Time) (the "Meeting") at

B2F, No. 736, Jhongjheng Rd., Zhonghe Dist., New Taipei City, Taiwan(Far East Century Plaza). Agenda of the Meeting: 1.Report Items: (1) Business Report of 2022. (2) Audit Committee Report of 2022. (3) Report on 2022 Employees' and Directors' Compensation. (4) Report on the Implementation Status for Resolution adopted by 2021 Extraordinary General Meeting pertaining to Issuing Ordinary Shares for Cash Consideration by way of Private Placement. (5) Report on the Implementation Status for Resolution adopted by 2022 Annual General Meeting pertaining to Issuing Securities by way of Private Placement. 2.Proposed Resolutions: (1) 2022 Business Report and Financial Statements. (2) 2022 Deficit Compensation Proposal. 3.Discussion and Election Items: (1) Adoption and Approval of Thirteenth Amended and Restated Articles of Association. (2) Adoption and Approval of Issuance of 2023 Employee Restricted Shares and the Plan. (3) Re-election of Four (4) Directors and Three (3) Independent Directors. (4) Granting Waivers to Directors' and Independent Directors' Engagement in any Business within the Scope of the Company's Business. 4.Questions and

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.

三、發行限制員工權利新股案主要內容,請詳閱背面附件一説明。

Please see [Exhibit 1] on the reverse side for the Main Points of Issue of Employee Restricted Shares.
四、1.本次股東會董事應還人數:董事七人(含獨立董事三人)。
2.採提名制之候還人名單:【董事:黃大倫、晶成半導體股份有限公司代表人:安寶信、晶成半導體股份有限公司代表人:李秉傑、晶成半導體股份有限公司代表人:李秉傑、晶成半導體股份有限公司代表人:總費】、【獨立董事:曾宗琳、趙梅君、林尚誼】。
2.名紹還上內與60周第四回之間之時,

3.各族還人之學經歷等相關資料之查詢網班為:【http://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, representative of Unikom Semiconductor Corporation; Lee, Biing Jye, representative of Unikom Semiconductor Corporation; Shih, Wei, representative of Unikom Semiconductor Corporation]; [Independent Directors: Tseng, Tsung-Lin; Chao, Mei-Chun; Lin, Shang-Yi] 3. Education, working experience and other relevant information of the candicates, please refer to the website: http://mops.twse.com.tw.

五、檢奉出席通知書及委託書各一份, 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(無須寄回),於開會當日攜往會場報到出席;如委託代理人出席

時,請於「委託書」上簽名或蓋章,並親填受託代理人姓名及地址後,於開會五日前送達本公司股務代理人中國信託商業銀行代理部,以憑寄發出席簽到卡予受託 代理人。

Enclosed please find the "Notice of Attendance" and "Proxy Statement", please sign or seal in the "Notice of Attendance" if you 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.
如有股東徵求委託書,本公司將於112年5月5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,可直接鏈入(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 5, 2023. 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,行使期間為:自112年5月7日起至112年6月3日止,請逕登入臺灣集中保管結算所股份有限公司「股東會電子投票平台」

【https://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 7, 2023 to June 3, 2023. Please log in and vote in accordance with the

八、本次股東會委託書之統計驗證機構爲「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 九、敬請 察照辦理爲荷。

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

To Member of GCS Holdings, Inc.

環宇通訊半導體控股股份有限公司董事會 Board of Directors of GCS Holdings, Inc.







股務LINE 迎加好友

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F 因素而得不依您的請求爲之。
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.

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)

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※本次股東常會恕不發放紀念品※

開會通知請速詳閱 親自出席無須寄回

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(限向郵局窗口交寄)

資 已 付

台北郵局許可證 台北字第1333號

台啓 Member

集保結算所「股東e票通」電子投票 www.stockvote.com.tw

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。

實料及徵求人對股東曾各項議案之意見。
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,視鳥親自出席:但委託書由股東交付徵求人或受託代理人者視鳥委託出席。

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

(112) 出席通知書 **Notice of Attendance** 本股東決定親自出席本公司 112年6月6日舉行之股東常會, 請 察照 Please be informed that I/We will attend 2023 Annual General Meeting on June 6, 2023. ion Page 致 環宇通訊半導體控股股份有限公司 To GCS Holdings, Inc. 會 股東 戸號 親自出席簽章處 Member Signature Membe No. 股東 戸名

Name of

本簽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112年股東常會無效,股東請勿於此欄蓋章 This column is reserved for reception desk

The 2023 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 (112)

Attendance Card

時間:112年6月6日上午9時整 时间: 112年6月6日上十岁时至 Time: 9:00 a.m., June 6, 2023 (Taiwan time) 地點:臺灣新北市中和區中正路736號B2

(遠東世紀廣場A棟第一期管理委員會會議室) /enue: B2F, No. 736, Jhongjheng Rd., Zhonghe Dist., New Taipei City, Taiwan(Far East Century Plaza)

股東戶號:

Member No.

持有股數:

Shares:

環宇-KY GCS Holdings, Inc.

委 託 :	書			委託人(股果)	號	環宇-K
Proxy Statement				Member	號 No.	GCS Holdings,
意義・ 君(境由奏託人親自填寫、不得以蓋章方式代替)為 服東代理人、由席本公司112年6月6日華行之股東常會、代理人差像下 接線行役股東標利: hereby appoint (please fill out) as my proxy, with authorization to toe and act on my behalf at the 2023 Annual General Meeting of the Members of GCS Holdings, Inc. on June 6, 2023 (the Meeting*) pursuant to authorization scope described below: 1)代理本股東就會議事項行役股東權利。(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)代理本股東就下列各項議業行使本股東所委託表示之權利與意見、下列 議業本与選者・視鳥對各議議業表示承認支質或。 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.民間111年度營業報告書及財務報表: 2022 Business Report and Financial Statements. (1) ○未被 (2) ○大數 (3) ○未被		禁或價為。 禁或價為。 Offering cash or non-cash considerati on in exchange for proxies is prohibited during proxy solicitation. 發及使用	股東户號Member No. 姓名或名稱 Name 持有股數 Share		簽名或蓋章 Sign or Seal	
(1)○For (2)○Against (3)○Abstain b.民國111年度虧損撥補業:		書,可檢附具體事證向集保	_		4	簽名或蓋章
2022 Deficit Compensation Proposal. (1)○承認 (2)○反對 (3)○秦權 (1)○For (2)○Against (3)○Abstain		結算所檢舉, 經 查 證 屬 實		Ø 求 人 Solicitor		爱石或盖草 Sign or Seal
c.(考寸公司を経象: Adoption and Approval of Thirteenth Amended and Restated Articles of Association. (1) 賞成(2) ○反射 (3) ○条権 (1) ○For (2) ○ Against (3) ○ Abstain d. 過避後子院教育工業時才新政策: Adoption and Approval of Issuance of 2023 Employee Restricted Shares and the Plan. (1) ○黄成(2) ○反射(3) ○条権		者,最高給予 檢學獎金二十萬 元,檢學電話: (〇二)二五四七 三七三三。 Please report to Taiwan	户號 Member No.			
(1)○For (2)○Against (3)○Abstain e.武運四席董亨及三席頭立董亨業。 Re-election of Four (4) Directors and Three (3) Independent Directors. (封油解除新任董亨斐爾立董亨杜業禁止之限制業: Granting Waivers to Directors' and Independent Directors' Engagement in any Business within the Scope of the Company's Business.		Depository & Clearing Corp (TDCC) supplement ing with specific information	姓名或名稱 Name			
(1)○費成 (2)○反對 (3)○棄權 (1)○For (2)○Against (3)○Abstain g.臨時動議。		when discovering		受託代理人 Proxy Holder		簽名或蓋章 Sign or Seal
Questions and Extemporary Motions. 服果未於背黑门內或環接機器到美同時均選者,視為全權幸死,但取務 理機構結任会託代理人者,不得接令全權委託,代理人應依前項(2)之校 由有多行使股東權利 neither authorization scope box is ticked in the former item, it will e deemed as "authorization granted in full scope". However, henever a stock affairs agent mandated to act as the proxy, no ulthorization granted in full scope shall be permitted. The proxy hall vote and act on behalf the Member pursuant to authorization cope described as item 1. (2) above. L取代理人得對會議監轉率宜全權處理之。 he proxy may have the authorization to act on the Member's half for extemporary motions during the Meeting. 器出席管设人出席签到十5字及理及从报,如因数成期简章,本季此者 lease deliver the Attendance Card to proxy. This Proxy Statement ill remain effective at any adjournment or postponement of the leeting.		any suspicious illegal obtaining or use of proxies. Once verified by TDCC, the person making the report will be granted a reward up to NT\$ 200,000. Report	户 號 Member No. 姓名或名稱 Name 或統一編號 D No. 住			-
E通訊半導體控股股份有限公司 註日期 年 月 日		phone number: +886	址Address			
GCS Holdings, Inc. se of Authorization:		225473733	iress			

徵求場所及人員簽章處:

【附件一】 Exhibit 1 發行限制員工權利新股主要內容 The Main Points of Issue of Employee Restricted Shares (the "RS"): 一、董事會決議日期:112/02/20 Resolved by the Meeting of the Board of Directors of the Company (the "Board") on February 20, 2023. 二、預計發行價格:每股以新台幣0元發行,即無現金對價之無價配發予員工。 Suggested Issue Price: The RS will be issued at NTD 0 per share, which means

Suggested Total Number of the RS: 1,000,000 common shares of the Company 四、發行條件(含既得條件、員工未符既得條件或發生繼承之處理方式等),依本公司112年限制員工權利新股發行辦法(下稱「本辦法」)決定:

| 映劇員上権刊制版致刊斯茂(下傳・辛斯法) J | 次と・ 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 2023 Employee Restricted Shares Plan (the "Plan")。

"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.

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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. 真工自獲配本公司給予之限制員工權利新股後‧週君違反勞動契約或工作規則等 標惠,或遵反方數注相完老,公司右權就其尚未達成既溫條件力限制員工權利新

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 Grand 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)員工未符既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.自顯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・本公司將依法無價收回其股份並辦理註 銷。

(59) - Yoluntary 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 such employment termination.

2.退休:未達成既得條件之限制員工權利新股,應自退休日起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。 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.
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

the eligible employee will receive the RS gratuitously. 三、預計發行總額(股):本公司普通股1,000,000股。

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。

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(即每週工時小於法定工時者)或特定性定期契約人員、並依聘僱合約按工作日數、時數或論件支領薪資者。
Part-time employee means a person employed by the Company or a

約按工作日數、時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、工作績效者核、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,惟員董事及(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

冒高・養配員工及其得種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: criteria that such employee: 1.年度績效考核成績達平均成績以上。

Possesses specialized working skills, know-how and knowledge requires by the Company.

5.年度績優員工。

5. 并度顯懷貝上。 Has been selected as the best employee of the year.)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 與發行有價證勢處理準則第五十六條之一第一項規定發行之法認股權憑證 得認購股數之合計數,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憑證得認購股數,不得超過本公司已發行股份總數 之百分之一。

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。

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.
可能費用化之金額: 可能之費用化金額為新臺幣38,500,000元、發行後對民國112年度、113年度及114年度每年分攤之費用化金額分別為新臺幣14,477,000元、19,250,000元,4773,000元。
The Estimated Expense: The accrued expense is likely to be NTD 38,500,000.

19,250,000元及4,773,000元。
The Estimated Expense: The accrued expense is likely to be NTD 38,500,000, which shall be allocated to 2023, 2024 and 2025 by the amount of NTD 14,477,000, NTD 19,250,000, and NTD 4,773,000 per preceding year.

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:112年度、113年度及114年度之各年費用對每股盈餘稀釋分別約為新臺幣0.13元、0.17元及0.04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 2023, 2024 and 2025 are estimated to be NTD 0.13, NTD 0.17 and NTD 0.04, which should not cause tremendous impacts on Members' equity.

tremendous impacts on Members' equity. 員工獲配或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) 貝工獲配新股後未達既得條件前 · 除繼承外 · 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。

The employee shall not, with the exception of inheritance, sell, hypothecate, assign, give to others as a present, pledge or disposed in other way until such RS have vested.

(二)股東會之出底,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、紅利及資本公積之受配權、現金增資之認股權及表決權等,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因自,及金股息等,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因自,我金股息本人就是每日前十五個營業日出。至權利分派基準日止,此期間如現有依本辦法本公司得無價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配息權利。
The employee will have rights to attend, submit proposals, make a

平立可可能限度は日東版印 無理証明之间形で 1 実不進成、時候代之版宗不享有配股配息權利。

The employee will have rights to attend, submit proposals, make a speech, vote at any meeting of shareholders according to an applicable trust or custodian agreement. Except for the above restrictions, the employee will have all rights as a shareholder of common shares with respect to the RS, whether vested or unvested, including 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 shareholders. However, during the period from fifteen (15) business days as announced by the Company to close Company's shareholders' registry for distribution of the free stock dividends and distribution of cash dividends to the record date of grant of rights, if the Company forfeits and cancels all unvested RS awards without the payment of any consideration based on this Plan, the unvested RS awards shall not entitled to have the right of distribution of stock dividends.

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。

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)本辦法經董事會三分之一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做修正時,授權董事長修訂本辦法,嗣後再提董事會追認後始得發行。
This Plan and any revision thereof chall talk and the state of the

董事會追認後始得發行。
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. The Chairman of the Board of Directors is authorized to make revisions upon receipt of any request from the competent authority during the application, then submit the revisions to the Board for approval before issuing the RS.

(三)本辦法如有未盡事宜・悉依相關法令規定辦理。
Matters not provided in this Plan shall be governed by the relevant laws and regulations.

and regulations. 其他應敘明事項:本案將俟股東常會通過,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.

因、經由本公司特別核准之智職停薪員工、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智職停薪期間,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. 4.一般死亡: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既得條 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. 5.因受職業災害接來或死亡者: Disability or Death Caused by Work Injury: 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起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 awards inherited by the heir(s) will be deemed vested as of the date of the employee's death.
6. 預疆或因其他可歸實於本公司之事由致終止勞動契約者:因遭本公司資溫或因其他可歸實於本公司之事由致終止勞動契約時,未達成既得條件之限制員工權利斯股,自資遭或終止勞動契約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。
Severance or *coming** 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.

7.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。員工調動至非公司國內外控制或從屬公司者,準用第6點規定。
Transfer: To facilitate the Company's business operation peeds an 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 Paragraph 6 Paragraph 6. 8.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 事實短級。 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. 9.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 The cause of termination prescribed in this Plan shall be defined in accordance with the application law of the employee's employment accordance with the application law of the simpleys 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.

、員工之資格條件:
Eligible Employees:
(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・條依公司法第三百六十九條之二、第三百六十九條之三、第三百六十九條之一。「全職」及「兼職」且工之定義如下:
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 FSC are eligible participants of the Plan. For the purpose of this Plan, full-time and part-time employees are defined as follows:

off or acquisit 五、員工之資格條件: