





【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，即無現金對價之無償配發予員工。
Suggested Issue Price: The RS will be issued at NTD 0 per share, which means the eligible employee will receive the RS gratuitously.
三、預計發行總額(股)：本公司普通股1,000,000股。
Suggested Total Number of the RS: 1,000,000 common shares of the Company
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：

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"):

(一)既得條件：員工自被給予限制員工權利新股後屆滿下述時程仍在職，可分別達成既得條件之股份比例如下：

- Vesting Schedule: As long as an eligible employee being granted the RS still stays employed, the percentage of the RS awards shall vest in accordance with the following schedule:
1. 獲配屆滿一年，可既得股份比例50%。
First anniversary of the Grant Date, 50% of the total number of the granted RS.
2. 獲配屆滿二年，可既得股份比例50%。
Second anniversary of the Grant Date, 50% of the total number of the granted RS.
3. 員工自獲配本公司給予之限制員工權利新股後，遇有違反勞動契約或工作規則等情事，或違反本辦法規定者，公司有權就其尚未達成既得條件之限制員工權利新股予以無償收回並辦理註銷。本辦法所稱給予、獲配及屆滿時程起算日為當次增資基準日。

The Company shall have the right to forfeit and cancel all unvested RS awards without the payment of any consideration in the event that after the Grant Date that such employee has committed acts such as breaching his/her employment contract or work rules or violating the Plan. The Grant Date and the first day of Vesting Schedule referred to under this Plan means the record date of the capital increase.

(二)員工未符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。

Voluntary termination or discharge based on the causes not attributable to the Company: The Company shall forfeit and cancel all unvested RS awards without the payment of any consideration pursuant to laws in the event that the employee has terminated his/her employment with the Company. Such unvested RS awards will be deemed not meeting vesting schedule as of the effective date of 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，自復職日起回復其權益，惟既得期間條件應按留職停薪期間，往後遞延。

Temporary Leave Without Pay: For the employee who has been approved by the Company to be on temporary leave without pay pursuant to the laws and regulations, or due to critical illness, family incidents or overseas study plan, etc., his/her rights to unvested RS awards will resume from the date of return to the position. However, the vesting schedule will be suspended to calculate based on the period of approved temporary leave without pay.

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. 因受職業災害導致殘疾或死亡者：
Disability or Death Caused by Work Injury:
(1) 因受職業災害致身體殘疾而無法繼續任職者，未達成既得條件之限制員工權利新股，於離職日起視為全數達成既得條件。

In the event that the employee is physically disabled and cannot continue his/her employment due to work injury, all of the RS awards will be deemed vested as of the effective date of such employment termination.
(2) 因受職業災害致死亡者，繼承人所繼承未達成既得條件之限制員工權利新股，於被繼承員工死亡之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 the employee's death.

6. 賣出或因其他可歸責於本公司之事由致終止勞動契約者，因違本公司賣出或因其他可歸責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新股，自賣出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 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，總經理或其授權主管核定須調動至本公司國內外控制從屬公司(或從屬公司間之調動)，其已授予限制員工權利新股之權利義務均不受影響。員工調動至非本公司國內外控制或從屬公司者，準用第6點規定。

Transfer: To facilitate the Company's business operation needs, an employee who is approved by the President of the Company (the "President") or his/her delegate to be transferred by the Company to a company which has the controlling or subordinate relationship with the Company (or within subsidiaries), the rights and obligations of all unvested RS awards shall not be affected. If an employee is transferred to the company which does not have the controlling or subordinate relationship with the Company, the unvested RS awards shall apply to 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，並報請董事會追認。
For the reasons not mentioned above, the President is authorized to approve vested percentage and vesting schedule, and shall be further submit to the Board for ratification.

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法律據法解釋。

The cause of termination prescribed in this Plan shall be defined in accordance with the application law of the employee's employment contract.
(三)員工依本辦法獲配新股後，如因併購，本公司將為被合併消滅公司、被分割公司或被收購公司時，員工於併購基準日之停止過戶/利益基準日前一日，其尚受限制之股份視同全數達成既得條件。

The then-remaining number of unvested RS awards to the employee will vest in full effective immediately one day prior to the start of the close period/record date of the consummation of a merger, spin-off or acquisition of the Company with any corporation or other entity, which results in a change of ownership or dissolution of the Company through a merger, spin-off or acquisition.

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，係依公司法第三百六十九條之二、第三百六十九條之三、第三百六十九條之九第二項及第三百六十九條之十一之標準認定。「全職」及「兼職」員工之定義如下：

Full-time or part-time employees of the Company and a domestic or foreign company which has the controlling or subordinate relationship with the Company as of the Grant Date in accordance with Articles 369-2, 369-3, 369-9 Paragraph 2, and 369-11 of the ROC Company Act pursuant to Jin Guan Zheng Fa Tzu No. 1070121068 promulgated by the FSC are eligible participants of the Plan. For the purpose of this Plan, full-time and part-time employees are defined as follows:

1. 全職員工：受本公司或本公司國內外控制或從屬公司僱用，並依聘僱合約執行交付之工作，定期支領薪資者。

Full-time employee means a person employed by the Company or a domestic or foreign company which has the controlling or subordinate relationship with the Company, who undertakes the assignment and gets paid regularly according to his/her employment contract.

2. 兼職員工：受本公司或本公司國內外控制或從屬公司僱用之計時性人員、部分工時人員(即每週工時小於法定工時者)或特定定期契約人員，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 domestic or foreign company which has the controlling or subordinate relationship with the Company on an hourly basis, short-term basis (works fewer than the standard working hours per week) or for a specific project and get paid on a daily, hourly or project rate according to his/her fixed term employment contract.

(二)實際得為獲配之員工及其得獲配股份數量，將參酌依年資、職級、工作績效考核、整體貢獻及特殊功績等因素擬定之分配標準，由總經理核定後，提報董事會經三分之二以上董事出席及出席董事過半數同意，惟具董事及(或)經理人身份者應先經薪資報酬委員會同意；非具董事或經理人身份之員工，應先經審計委員會同意。獲配員工及其得獲配股份數量之參酌標準如下：

The President shall nominate and determine the employees who are entitled to the RS and the number of the RS to be granted after taking into consideration of the granting standard with factors such as work experience, seniority, job performance evaluation and overall contribution and special achievements, and then submit to the Board for approval by a majority vote at a Board meeting attended by more than two-thirds of the total number of all directors. Any grant of the RS to an employee who also serves as a member of the Board and/or a managerial officer, however, requires a prior approval from the Compensation Committee before submitting to the Board for approval and any grant of the RS to other employees requires a prior approval from the Audit Committee of the Company. The nomination and grant of the number of the RS shall be subject to the satisfaction of the following performance criteria that such employee:

1. 年度績效考核成績達平均成績以上。
Scores above the average during annual performance review.

2. 因專案工作表現優良，或對公司具有重大貢獻。
Has outstanding job performance in assigned projects or makes significant contribution to the Company.

3. 經部門主管提報認為有利於公司營運成長。
Has been recommended by the heads of his/her department for contributing to the operation and future development of the Company.

4. 具有公司所需之特殊工作技能。
Possesses specialized working skills, know-how and knowledge requires by the Company.

5. 年度績優員工。
Has been selected as the best employee of the year.

(三)單一員工累計取得限制員工權利新股加計其累計被給予本公司依發行人募集與發行有價證券處理準則第五十六條之一第一項規定發行之員工認股權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二。

The accumulative number of the RS obtained by the 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.

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.

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，112年度、113年度及114年度之各年費用對每股盈餘稀釋分別為新臺幣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.

九、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)員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日、現金股息停止過戶日前十五個營業日起，至權利分派基準日止，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 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.

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)本辦法經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 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.

十一、其他應敘明事項：本案將俟股東常會通過，並經報主管機關核准後，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
Proxy Statement
1. 茲委託 君(須由委託人親自填寫，不得以蓋章方式代替)為本股代理人，出席本公司112年6月6日舉行之股東常會，代理人並依下列授權行使股東權利：
1.1 heroby appoint (please fill out) as my proxy, with authorization to vote 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)代理本股東會決議事項行使股東權利。(全權委託)
With full authorization to vote and act on my behalf at the Meeting and may also have the authorization to act for extemporary motions during the Meeting. (Authorization granted in full scope)
(2)代理本股東會就下列各項議案行使本股東所委託表示之權利與意見，下列議案未勾選者，視為對各該議案表示承認或贊成。
With authorization to vote and act on my behalf at the Meeting pursuant to authorization scope described below: (If neither box is ticked, it will be deemed as "vote-for")
a. 民國111年度營業報告書及財務報表：
2022 Business Report and Financial Statements.
(1)同意(2)反對(3)棄權
(1)For (2)Against (3)Abstain
b. 民國111年度盈餘分配案：
2022 Deficit Compensation Proposal.
(1)同意(2)反對(3)棄權
(1)For (2)Against (3)Abstain
c. 修訂公司章程案：
Adoption and Approval of Thirteenth Amended and Restated Articles of Association.
(1)贊成(2)反對(3)棄權
(1)For (2)Against (3)Abstain
d. 通過發行限制員工權利新股案：
Adoption and Approval of Issuance of 2023 Employee Restricted Shares and the Plan.
(1)贊成(2)反對(3)棄權
(1)For (2)Against (3)Abstain
e. 改選四席董事及三席獨立董事案。
Re-election of Four (4) Directors and Three (3) Independent Directors.
f. 討論解除新任董事暨獨立董事競業禁止之限制案：
Granting Waivers to Directors' and Independent Directors' Engagement in any Business within the Scope of the Company's Business.
(1)贊成(2)反對(3)棄權
(1)For (2)Against (3)Abstain
g. 臨時動議：
Questions and Extemporary Motions.
2. 本股東未於前項[]內勾選授權範圍或同時勾選者，視為全權委託，但股務代理機構擔任委託代理人者，不得接受全權委託，代理人應依前項(2)之授權內容行使股東權利。
2. If neither authorization scope box is ticked in the former item, it will be deemed as "authorization granted in full scope". However, whenever a stock affairs agent mandated to act as the proxy, no authorization granted in full scope shall be permitted. The proxy shall vote and act on behalf of the Member pursuant to authorization scope described as item 1. (2) above.
3. 本股東代理人得對會議臨時事宜全權處理之。
3. The proxy may have the authorization to act on the Member's behalf for extemporary motions during the Meeting.
4. 請將出席證(或出席簽到卡)寄交代理人收執，如因故延期開會，本委託書仍屬有效(限此一會期)。
4. Please deliver the Attendance Card to proxy. This Proxy Statement will remain effective at any adjournment or postponement of the Meeting.
此 致
環宇通訊半導體股份有限公司
授權日期 年 月 日
To GCS Holdings, Inc.
Date of Authorization:

徵求場所及人員簽章處：