

股票代號(Stock Code): 4991



英屬蓋曼群島商環宇通訊半導體控股股份有限公司

GCS Holdings, Inc.

中華民國 111 年股東常會議事手冊

Handbook for 2022 Annual General Meeting

召開方式：實體股東會

Way of Convention: Physical Meeting

日期：中華民國 111 年 5 月 20 日星期五

Date: Friday, May 20, 2022

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)

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

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壹、開會程序 Meeting Procedures

英屬蓋曼群島商環宇通訊半導體控股股份有限公司

GCS Holdings, Inc. (the “Company”)

中華民國 111 年股東常會開會程序

Procedures for 2022 Annual General Meeting

- | | |
|-----------|----------------------------------------|
| 一、主席宣布開會 | Chairperson Calls the Meeting to Order |
| 二、主席就位 | Chairperson Takes Chair |
| 三、主席致詞 | Chairperson Remarks |
| 四、報告事項 | Report Items |
| 五、承認事項 | Proposed Resolutions |
| 六、討論及選舉事項 | Discussion and Election Items |
| 七、臨時動議 | Questions and Extemporaneous Motions |
| 八、散會 | Close of the Meeting |

貳、開會議程 Meeting Agenda

英屬蓋曼群島商環宇通訊半導體控股股份有限公司

GCS Holdings, Inc.

中華民國 111 年股東常會議程

Meeting Agenda of 2022 Annual General Meeting

時間：111 年 5 月 20 日星期五上午九時整

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

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

出席：全體股東及股權代表人

Attendance: All members or their proxy holders

主席：黃董事長 大倫

Chairperson: Ta-Lun (Darren) Huang, Chairman of the Company

- 一、主席宣布開會 Chairperson Calls the Meeting to Order
- 二、主席就位 Chairperson Takes Chair
- 三、主席致詞 Chairperson Remarks
- 四、報告事項 Report Items
- 五、承認事項 Proposed Resolutions
- 六、討論及選舉事項 Discussion and Election Items
- 七、臨時動議 Questions and Extemporaneous Motions
- 八、散會 Close of the Meeting

一、報告事項 Report Items

(一)民國 110 年度營業報告書，報請公鑒。

說明：民國 110 年度營業報告書，請參閱本手冊附件一(第 28-29 頁)。

1. Business Report of 2021

Explanations: Business Report of 2021 is attached as Exhibit 1, pages 28-29 of the Handbook.

(二)審計委員會審查民國 110 年度決算表冊報告，報請公鑒。

說明：審計委員會審查民國 110 年度決算表冊報告，請參閱本手冊附件二(第 30 頁)。

2. Audit Committee Report of 2021

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

(三)民國 110 年度員工酬勞及董事酬勞分派情形報告，報請公鑒。

說明：

(1)依本公司章程第 14.2 條規定，本公司應以當年度稅前利益，依下列次序及方式提撥員工及董事酬勞：1.提撥不多於百分之十五(15%)且不少於百分之五(5%)作為員工酬勞。2.提撥不超過百分之二(2%)作為董事酬勞。

(2)110 年度係為稅前虧損，依本公司章程第 14.2 條之規定，故擬不提撥員工酬勞及董事酬勞。

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.

(四)民國 110 年股東常會及股東臨時會通過之私募有價證券辦理情形報告，報請公鑒。

說明：

- (1)本公司於 110 年 7 月 2 日經股東常會通過含私募之長期資金募集案，其中包含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內或海外轉換公司債，並於股東會通過後一年內分次(最多不超過三次)辦理，期限屆滿日為 111 年 7 月 1 日。另本公司於 110 年 12 月 10 日經股東臨時會通過以私募方式辦理現金增資發行普通股，其預計發行股數加計本公司於 110 年 7 月 2 日經股東常會決議通過之長期資金募集案發行股數後，合計總發行股數以不超過 20,000 仟股普通股之額度內辦理。
- (2)因 110 年 12 月 10 日經股東臨時會通過以私募方式辦理現金增資發行普通股案，已在上述發行額度內完成私募發行普通股 20,000 仟股，故經 111 年 2 月 23 日董事會決議通過取消辦理 110 年 7 月 2 日經股東常會通過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內或海外轉換公司債案。
- (3)本公司 110 年 12 月 10 日股東臨時會通過以私募方式辦理現金增資發行普通股辦理情形，請參閱本手冊附件三(第 31-32 頁)。

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.

二、承認事項 Proposed Resolutions

案一

案由：民國 110 年度營業報告書及財務報表（董事會提）

說明：

- (一) 本公司民國 110 年度之合併財務報表，包括合併資產負債表、合併綜合損益表、合併權益變動表、合併現金流量表，業經資誠聯合會計師事務所鄭雅惠會計師及林玉寬會計師查核完竣並出具查核報告書在案，連同營業報告書送審計委員會審查通過並出具查核報告書。
- (二) 本公司民國 110 年度營業報告書、會計師查核報告書及上述合併財務報表，請參閱本手冊附件一（第 28-29 頁）及附件四（第 33-43 頁）。

決議：

1.

Proposal: 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.

Resolutions:

案二

案由：民國 110 年度盈餘分配案（董事會提）

說明：

- (一) 本公司民國 110 年度盈餘分配案，業經 111 年 2 月 23 日董事會決議通過並經審計委員會查核完竣。
- (二) 本公司民國 110 年度盈餘分配表，請參閱本手冊附件五（第 44 頁）。

決議：

2.

Proposal: 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.

Resolutions:

三、討論及選舉事項 Discussion and Election Items

案一

案由：修訂公司章程案（董事會提）

說明：

- (一) 為反映中華民國公開發行公司相關法令更新之要求，擬提請股東常會通過本公司之第十二次修訂及重述公司章程，以取代現行之第十一次修訂及重述公司章程。
- (二) 本公司之第十二次修訂及重述公司章程修訂前後條文對照表，請參閱本手冊附件六（第 45-49 頁）。

決議：

1.

Proposal: 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.

Resolutions:

案二

案由：修訂取得或處分資產處理程序案（董事會提）

說明：

- (一) 為配合本公司章程及中華民國相關法令，擬修訂本公司取得或處分資產處理程序。
- (二) 本公司之取得或處分資產處理程序修訂前後條文對照表，請參閱本手冊附件七（第 50-63 頁）。

決議：

2.

Proposal: 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.

Resolutions:

案三

案由：通過發行限制員工權利新股案（董事會提）

說明：

(一) 為激勵本公司員工，董事會提議於股東常會通過發行限制員工權利新股議案。主要內容如下：

1. 董事會決議日期：民國 111 年 2 月 23 日
2. 預計發行價格：每股以新臺幣 0 元發行，即無現金對價之無償配發予員工。
3. 預計發行總額（股）：普通股 1,000,000 股
4. 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 111 年限制員工權利新股發行辦法（下稱「發行辦法」）決定：
 - (1) 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：
 - A. 獲配屆滿一年，可既得股份比例 50%
 - B. 獲配屆滿二年，可既得股份比例 50%
 - (2) 員工未符既得條件或發生繼承之處理方式等，詳限制員工權利新股發行辦法規定。
5. 員工資格條件：
 - (1) 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，依經濟部經商字第 10702427750 號函，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之。「全職」及「兼職」員工之定義如下：
 - A. 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。
 - B. 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。
 - (2) 實際得為獲配之員工及其得獲配股份數量，將參酌其年資、職級、工作績效、整體貢獻或特殊功績等，由董事長核定後，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）經理人身分者應先經薪資報酬委員會同意。獲

配員工及其得獲配股份數量之參酌標準如下：

- A. 年度績效考核成績達平均成績以上。
- B. 因專案工作表現優良，或對公司具有重大貢獻。
- C. 經部門主管提報認為有利於公司營運成長。
- D. 具有公司所需之特殊工作技能。
- E. 年度績優員工。

(3) 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一。

- 6. 辦理本次限制員工權利新股之必要理由：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。
- 7. 可能費用化之金額：可能之費用化金額為新臺幣 46,400,000 元，發行後對民國 111 年度、112 年度及 113 年度每年分攤之費用化金額分別為新臺幣 17,448,000 元、23,200,000 元及 5,752,000 元。
- 8. 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，111 年度、112 年度及 113 年度之各年費用對每股盈餘稀釋分別約為新臺幣 0.16 元、0.21 元及 0.05 元，對股東權益尚無重大影響。

(二) 經審計委員會審查並經董事會決議通過之 111 年限制員工權利新股發行辦法，請參閱本手冊附件八（第 64-73 頁）。

決議：

3.

Proposal: 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:

案四

案由：通過辦理私募有價證券案（董事會提）

說明：

(一) 為因應本公司未來長期發展之營運資金需求，以強化本公司競爭力及拓展營運規模，本公司擬視當時金融市場狀況，於適當時機在總發行的股數不超過 20,000 仟股普通股之額度內，擇一或搭配之方式，一次或分次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內或海外轉換公司債。若以私募方式辦理國內或海外轉換公司債時，可轉換公司債得轉換之普通股股數則在總發行的股數不超過前述 20,000 仟股之額度內依其訂價當時之轉換價格計算之。

(二) 私募價格訂定之依據及合理性：

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：

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償配股除權及配息，並加回減資反除權後之股價。

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，並加回減資反除權後之股價。

2. 私募國內或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擇定之計價模型定之。轉換價格以不低於下列二基準計算價格較高者之八成定之：

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償配股除權及配息，並加回減資反除權後之股價。

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，並加回減資反除權後之股價。

定價日、實際參考價格、實際發行價格及私募轉換公司債轉換價格，擬提請股東會授權董事會依據上述規定，視市場狀況、客觀條件及日後洽特定人情形，於不低於股東會決議成數之範圍內決定之。私募價格（包括私募轉換公司債轉換價格）之訂定將依據主管機關法令，參考上述參考價格或理論價格，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而定，應屬合理。

(三) 特定人選擇之方式：

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辦理。

1. 應募人若為策略性投資人：

- A.選擇方式與目的：應募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間接助益者之策略性投資人為限。
- B.必要性：為充實營運資金，強化本公司競爭優勢，引進可擴大未來產品銷售或產品研發合作之策略投資人，故有其必要性。
- C.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，對本公司長期發展產生助益。
2. 應募人若為內部人或關係人：
選擇方式與目的：對本公司營運或產業發展有相當瞭解，並對本公司未來營運有直接或間接助益者。
3. 目前應募人可能名單及其與本公司之關係如下所示：

應募人可能名單	與本公司之關係
魏詩郁	內部人（本公司董事長黃大倫之配偶）
皮孟梅	內部人（本公司董事安寶信之配偶）
潘芳玲	內部人（本公司獨立董事楊榮恭之配偶）

4. 目前除上表所列之應募人外，其餘應募人尚在洽詢中，實際應募人之選擇將於洽定後依相關規定辦理。

(四) 辦理私募之必要理由及預期效益：

1. 不採用公開募集之理由：本公司為確保籌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。
2. 私募之額度：擬於總發行股數不超過 20,000 仟股普通股之額度內以私募方式辦理現金增資發行普通股。若為私募可轉換公司債，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 20,000 仟股之額度內依其訂價當時之轉換價格計算之。
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。
4. 本次募資之資金用途及預計達成效益：各次私募資金用途係為充實營運資金、轉投資、償還借款等一項或多項用途，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。

(五) 本公司董事會決議辦理私募前一年內因三分之一以上董事發生變動，依法令規定證券承銷商已出具辦理私募必要性與合理性之評估意見書，內容詳本手冊附件九（第 74-80 頁）。

(六) 本次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內或

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 受交付後三年內轉讓之限制外，本次私募之普通股及私募國內或海外轉換公司債轉換之普通股，其權利義務與本公司已發行之普通股相同。

- (七) 本次私募有價證券之發行方式及計畫主要內容，包括但不限於實際私募股數、實際私募價格、應募人選擇、定價日、增資基準日、發行條件、發行計畫、資金運用計畫項目、資金用途、預計可能產生效益、預計辦理私募次數及其他未盡事宜等，未來如因主管機關指示修正或基於營運評估或因客觀環境需要變更時，擬提請股東會授權董事會依相關法令全權處理之。
- (八) 除上述或依法令規定之授權範圍外，擬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事宜並簽署相關契約及文件，並為本公司辦理一切有關發行普通股所需事宜。
- (九) 如有未盡事宜，擬授權董事會依相關法令規定全權處理。

決議：

4.

Proposal: 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 Securities and Exchange Act (the “Act”).

(3) The Method for Selecting Investors.

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 administrative rulings

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:

案五

案由：補選一席董事（董事會提）

說明：

- (一) 本公司法人董事晶成半導體股份有限公司於民國 111 年 2 月 24 日辭任，故補選一席董事。
- (二) 依據本公司修訂及重述公司章程規定，董事會決議補選一席董事，任期自民國 111 年 5 月 20 日起至 112 年 6 月 4 日止，董事採提名制，候選人名單請參閱本手冊附件十（第 81 頁）。

選舉結果：

5.

Proposal: 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:

案六

案由：討論解除新任董事競業禁止之限制案（董事會提）

說明：

- (一) 依中華民國公司法第 209 條規定「董事為自己或他人為屬於公司營業範圍內之行為，應對股東會說明其行為之重要內容，並取得其許可。」
- (二) 本公司董事或有投資或經營其他與本公司業務範圍相同或類似之公司並擔任董事之行為，為配合實際業務需要，在無損及本公司之利益下，爰依法提請股東會同意解除對董事競業禁止之限制。
- (三) 解除新任董事競業禁止限制之主要內容請參閱本手冊附件十一（第 82 頁）。

決議：

6.

Proposal: 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:

四、臨時動議 Questions and Extemporary Motions

五、散會 Close of the Meeting

參、附件 Exhibits

一、民國 110 年度營業報告書 Business Report of 2021


環宇 2021 年全年營收較 2020 年下滑大約 16.6%，若以美金計算營收則下滑了大約 12%，以產品類別來看，受惠於本公司自行研發之氮化鎵(GaN)、體聲波濾波器(BAW Filter)等先進製程趨於成熟所帶動的訂單，無線射頻晶圓代工在 2021 年度營收成長了大約 32%，而在光電晶圓代工領域，由於本公司長期與主要客戶在 PIC 等製程方面合作開發新產品，2021 年光電晶圓代工營收較 2020 年度亦有顯著成長。唯自有品牌光電元件(KGD)營收下滑了大約 40%，主要係受到 2021 年中國 5G 基地台建置進度放緩、競爭者價格競爭激烈，以及客戶庫存調節等因素，致使 KGD 營收大幅下滑。


環宇業內營收來源以位於美國加州的 4 吋廠為主要生產基地，由於產能受限，在過去幾年以來已陸續執行了策略投資計畫，藉由合資方式拓展 6 吋晶圓代工產能。自 2019 年 3 月首次投資晶成半導體股份有限公司(晶成)以來，便一直持續發展策略投資事業，截至 2021 年年底已累計以現金投資晶成新台幣 9.64 億元，持股比例達 45.39%，晶成之晶圓代工業務涵蓋光電、微波、濾波元件等產品。本公司董事會業於 2021 年 12 月決議於 2022 年再增加對晶成投資新台幣 6 億元。晶成由於訂單量尚未具經濟規模致仍處於虧損狀態，然其在產能佈建、製程改良以及客戶培養方面皆已有長足的進步，其營收亦逐漸上升。本公司另於 2020 年 5 月以現金人民幣 1.1 億元投資了常州承芯半導體有限公司(常州承芯)，常州承芯以消費性電子產品之晶圓代工業務為主，目前致力擴充產能以增加營收。本公司董事會業於 2021 年 10 月決議於 2022 年再增加對常州承芯投資人民幣 1.99 億元，屆時對於常州承芯持股將達到大約 22.6%。本公司另於 2021 年新增投資上海宙鎳光電有限公司(上海宙鎳)，投資目的係為拓展光電元件生產與銷售，截至 2021 年年底已累計以現金投資上海宙鎳美金 500 萬元，持股比例達 48%。

本公司產品主要分為三大類：無線射頻晶圓代工、光電晶圓代工、自有品牌光電元件。本公司一直持續與多家客戶合作發展進階製程技術，在無線射頻晶圓代工方面已成功開發出應用於 5G 基站以及手機裝置的先進製程，展望 2022 年，可望在先進製程如 GaN/Si, GaN/SiC, Advanced GaAs, BAW Filter (SMART) 等領域進一步增加量產訂單。而在光電晶圓代工方面，在 PIC, VCSEL, GaAs & InP Laser 等方面之先進製程訂單持續成長，應用範圍包括光通訊、醫療保健、3D 感測、3D Lidar 等。我們亦將致力與策略投資夥伴合作，將客戶所需產品導入 6 吋生產。至於自有品牌光電元件，則將致力開發高毛利之高階產品，推出發射端產品，並同時尋求更具成本優勢的解決方案，以增加銷售額，拓展市佔率。

在財務方面，環宇 2021 年度合併營業收入淨額為新台幣 1,235,881 仟元，較 2020 年度的新台幣 1,481,859 仟元減少 16.6%。2021 年度營業毛利為新台幣 345,057 仟元，較 2020 年度之新台幣 617,734 仟元減少 43.8%。2021 年度營業損失為新台幣 30,814 仟元，較 2020 年度的營業利益新台幣 187,530 仟元減少 116.4%；2021 年度歸屬於母公司淨損為新台幣 378,497 仟元，2020 年度歸屬於母公司淨損為新台幣 113,994 仟元，減少 232%；2021 年度基本每股虧損為新台幣 4.20 元，2020 年度基本每股虧損為新台幣 1.28 元。

展望 2022 年，新冠肺炎疫情仍持續影響商業運作，美中貿易緊張關係未解，且全球皆面臨通貨膨脹與供應鏈銜接不順的考驗，因此市場不確定性因素仍多。然而我們預期 5G、WiFi6 的普及將會提升市場需求。本公司將致力研發新產品，並持續提升品質、良率、生產效率，降低成本，以提升營收及獲利為目標，並與策略轉投資公司合作爭取更多客戶訂單，促使轉投資公司虧損縮小，進而邁向獲利。因應國際貿易情勢變化，本公司的投資佈局能夠提供客戶橫跨美、中、台不同區域生產地之選擇，以達到擴大營運規模並強化企業競爭力之目的，雖然在規模成長的過程中產生一些虧損，我們始終以增進股東利益為最大目標。

董事長：黃大倫 

經理人：安寶信 

會計主管：Mark L. Raggio 

二、審計委員會查核報告書 Audit Committee's Report

英屬蓋曼群島商環宇通訊半導體控股股份有限公司

GCS Holdings, Inc. (The "Company")

審計委員會查核報告書

Audit Committee's Report

本公司董事會造具本公司中華民國 110 年營業報告書、合併財務報表及盈餘分派議案等，其中合併財務報表業經資誠聯合會計師事務所鄭雅慧會計師、林玉寬會計師查核完竣，並出具查核報告。上述營業報告書、合併財務報表及盈餘分派議案經本審計委員會查核，認為尚無不合，爰依證券交易法第十四條之四及公司法第二百一十九條之規定報告如上，敬請 鑒核。

The Board of Directors has prepared the Company's 2021 Business Report, Consolidated Financial Statements and proposal for earnings distribution. Ms. Cheng Ya-Huei and Ms. Lin Yu-Kuan, the certified public accountants of PricewaterhouseCoopers, Taiwan, were retained by the Company to audit and have issued an audit report relating to the Consolidated Financial Statements. The Business Report, the Consolidated Financial Statements and proposal for earnings distribution have been reviewed and determined to be correct and accurate by the Audit Committee members of the Company. According to Article 14-4 of the ROC Securities and Exchange Act and Article 219 of the ROC Company Act, we hereby submit this Report.

英屬蓋曼群島商環宇通訊半導體控股股份有限公司
GCS Holdings, Inc.

審計委員會召集人：曾宗琳



Convener of the Audit Committee: Tsung-Lin Tseng

日期：西元 2022 年 2 月 23 日

Date: February 23, 2022

三、110 年度私募普通股辦理情形 Implementation Status for Issuing Securities by way of Private Placement in 2021

項 目	110 年第 1 次私募 發行日期：111 年 1 月 18 日
私募有價證券種類	普通股
股東會通過日期與數額	1.股東會通過日期：110 年 12 月 10 日 2.預計發行股數加計本公司於 110 年 7 月 2 日經股東會決議通過之長期資金募集案之發行股數後，合計總發行股數以不超過 20,000 仟股普通股之額度內辦理。
價格訂定之依據及合理性	1.本次私募價格之訂定，依據本公司 110 年 12 月 10 日股東臨時會決議私募參考價格之計算標準，係依下列二基準計算價格較高者新台幣 50.98 元為參考價格。 (A)定價日前 1、3 或 5 個營業日，擇一計算普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之股價，分別為 50.70 元、50.39 元、50.34 元，擇前 5 個營業日之收盤均價 50.34 元為基準。 (B)定價日前 30 個營業日普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之股價 50.98 元為基準。 2.本次私募普通股價格，不得低於參考價格之八成，故本次私募股票之每股認購價格訂為新台幣 40.79 元，為參考價格之 80.01%，符合股東臨時會決議不低於參考價格之八成。 3.上述私募價格訂定係遵循主管機關之相關規定辦理，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而定，故本次私募價格之訂定應屬合理。
特定人選擇之方式	係符合證券交易法第 43 條之 6 等相關法令規定及主管機關相關函釋規定之特定人為限。
辦理私募之必要理由	本公司為確保籌集資金之時效性及可行性，並有效降低資金成本，擬採私募方式辦理現金增資發行私募普通股。另透過授權董事會視市場狀況且配合公司實際需求辦理私募，將可提高公司籌資之機動性及效率。而私募有價證券三年內限制轉讓之規定，將更確保本公司與策略性投資人之長期合作關係。

價款繳納完成日期	110年12月24日，募集總金額為新台幣815,800,000元。				
應募人資料	私募對象	資格條件	認購數量	與公司關係	參與公司經營情形
	魏詩郁	符合證券交易法第43條之6第一項第二款之規定	1,000,000股	本公司內部人	無
	陳玉珍	符合證券交易法第43條之6第一項第二款之規定	1,000,000股	本公司前十大股東	無
	蕭崇河	符合證券交易法第43條之6第一項第二款之規定	750,000股	無	無
	亮品投資股份有限公司	符合證券交易法第43條之6第一項第二款之規定	6,500,000股	本公司關係人	無
	卓銳股份有限公司	符合證券交易法第43條之6第一項第二款之規定	4,750,000股	無	無
	隆利投資股份有限公司	符合證券交易法第43條之6第一項第二款之規定	3,500,000股	無	無
	銓緯投資股份有限公司	符合證券交易法第43條之6第一項第二款之規定	2,500,000股	無	無
實際認購價格	新台幣40.79元。				
實際認購價格與參考價格差異	實際認購價格為新台幣40.79元，參考價格為新台幣50.98元，符合股東臨時會決議不低於參考價格之八成。				
辦理私募對股東權益影響	本次發行私募股數為20,000,000股，佔本公司已發行股數比例約為18.07%。				
私募資金運用情形及計畫執行進度	截至111/3/11止，私募資金動支金額為新台幣6億元，係本公司於111/3/2投資晶成半導體(股)公司，剩餘未動用資金係以銀行存款保存。				
私募效益顯現情形	本次資金用途為充實營運資金或轉投資等一項或多項用途。預計達成效益為擴展營運規模及強化財務結構及強化市場競爭力。				

四、合併財務報表暨會計師查核報告 2021 Consolidated Financial Statements and CPA's Audit Report



會計師查核報告

(22)財審報字第 21004001 號

英屬蓋曼群島商環宇通訊半導體控股股份有限公司 公鑒：

查核意見

英屬蓋曼群島商環宇通訊半導體控股股份有限公司(GCS Holdings, Inc.)及子公司(以下簡稱“環宇通訊集團”)西元 2021 年及 2020 年 12 月 31 日之合併資產負債表，暨西元 2021 年及 2020 年 1 月 1 日至 12 月 31 日之合併綜合損益表、合併權益變動表、合併現金流量表，以及合併財務報表附註(包括重大會計政策彙總)，業經本會計師查核竣事。

依本會計師之意見，上開合併財務報表在所有重大方面係依照證券發行人財務報告編製準則暨金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告編製，足以允當表達環宇通訊集團西元 2021 年及 2020 年 12 月 31 日之合併財務狀況，暨西元 2021 年及 2020 年 1 月 1 日至 12 月 31 日之合併財務績效及合併現金流量。

查核意見之基礎

本會計師係依照會計師查核簽證財務報表規則及中華民國一般公認審計準則執行查核工作。本會計師於該等準則下之責任將於會計師查核合併財務報表之責任段進一步說明。本會計師所隸屬事務所受獨立性規範之人員已依中華民國會計師職業道德規範，與環宇通訊集團保持超然獨立，並履行該規範之其他責任。本會計師相信已取得足夠及適切之查核證據，以作為表示查核意見之基礎。

關鍵查核事項

關鍵查核事項係指依本會計師之專業判斷，對環宇通訊集團西元 2021 年度合併財務報表之查核最為重要之事項。該等事項已於查核合併財務報表整體及形成查核意見之過程中予以因應，本會計師並不對該等事項單獨表示意見。

環宇通訊集團西元 2021 年度合併報表之關鍵查核事項如下：

關鍵查核事項 - 銷貨收入之認列

事項說明

有關收入認列之會計政策請詳合併財務報告附註四、(二十二)；收入科目說明請詳合併財務報告附註六、(十九)。



環宇通訊集團主要提供化合物半導體晶圓製造與自有品牌光電產品之製造及銷售，西元 2021 年度認列之營業收入為新台幣 1,235,881 仟元，其中屬化合物半導體晶圓與先進光電產品銷售之收入達新台幣 1,229,509 仟元，約佔合併營業收入之 99%。其銷貨收入之客戶包含中國大陸、美國及台灣等多國市場之無線通訊及光纖通訊產業之客戶，且交易條件視市場狀況及客戶需求而不盡相同，考量銷貨收入為公司主要交易事項，對合併財務報表影響重大且需要大量時間和資源驗證，本會計師認為其銷貨收入之認列為本年度查核最為重要事項之一。

因應之查核程序

本會計師對於銷貨收入之認列，執行之主要程序如下：

1. 評估及測試與銷貨收入認列攸關之內部控制制度設計及執行有效性。
2. 對銷貨收入交易執行核對客戶訂單、控制權已移轉之憑證、開立之帳單及檢查帳款入帳情形，以確認銷貨收入交易已確實發生及正確入帳。
3. 對資產負債表日前後一段時間之銷貨收入交易執行測試，以確定銷貨收入交易紀錄在適當期間。
4. 執行應收帳款函證程序及期後收款測試。

關鍵查核事項 - 備抵存貨評價損失之評估

事項說明

環宇通訊集團存貨評價之會計政策請詳合併財務報告附註四、(九)；存貨評價之會計估計及假設之不確定性，請詳合併財務報告附註五、(二)；存貨備抵跌價損失之說明，請詳合併財務報告附註六、(三)。

環宇通訊集團之業務主要係化合物半導體晶圓製造與先進光電產品之製造及銷售，該等存貨因科技快速變遷、市場競爭激烈且易受市場價格波動，產生存貨跌價損失或過時之風險較高，環宇通訊集團對於超過特定期間貨齡之存貨及個別有過時之存貨採淨變現價值提列損失。前述辨認過時之存貨及淨變現價值，部分涉及主觀判斷。考量環宇通訊集團之存貨及其備抵跌價損失對財務報表影響重大，本會計師認為其存貨之備抵跌價損失評價為本年度查核最為重要事項之一。

因應之查核程序

本會計師執行之主要因應程序如下：

1. 評估財務報表期間對備抵存貨評價損失之提列政策與程序係屬合理。
2. 驗證管理階層用以評價之存貨貨齡報表之適當性，以確認報表資訊與其政策一致。

3. 取得管理當局編製之存貨淨變現價值估算表，抽核個別存貨項目核對至最近期進貨、或銷貨文件，並測試計算之正確性，進而評估備抵存貨跌價損失變動之合理性。

管理階層與治理單位對合併財務報表之責任

管理階層之責任係依照證券發行人財務報告編製準則暨金融監督管理委員會認可之國際財務報導準則、國際會計準則、解釋及解釋公告編製允當表達之合併財務報表，且維持與合併財務報表編製有關之必要內部控制，以確保合併財務報表未存有導因於舞弊或錯誤之重大不實表達。

於編製合併財務報表時，管理階層之責任亦包括評估環宇通訊集團繼續經營之能力、相關事項之揭露，以及繼續經營會計基礎之採用，除非管理階層意圖清算環宇通訊集團或停止營業，或除清算或停業外別無實際可行之其他方案。

環宇通訊集團之治理單位(含審計委員會)負有監督財務報導流程之責任。

會計師查核合併財務報表之責任

本會計師查核合併財務報表之目的，係對合併財務報表整體是否存有導因於舞弊或錯誤之重大不實表達取得合理確信，並出具查核報告。合理確信係高度確信，惟依照中華民國一般公認審計準則執行之查核工作無法保證必能偵出合併財務報表存有之重大不實表達。不實表達可能導因於舞弊或錯誤。如不實表達之個別金額或彙總數可合理預期將影響合併財務報表使用者所作之經濟決策，則被認為具有重大性。

本會計師依照中華民國一般公認審計準則查核時，運用專業判斷並保持專業上之懷疑。本會計師亦執行下列工作：

1. 辨認並評估合併財務報表導因於舞弊或錯誤之重大不實表達風險；對所評估之風險設計及執行適當之因應對策；並取得足夠及適切之查核證據以作為查核意見之基礎。因舞弊可能涉及共謀、偽造、故意遺漏、不實聲明或踰越內部控制，故未偵出導因於舞弊之重大不實表達之風險高於導因於錯誤者。
2. 對與查核攸關之內部控制取得必要之瞭解，以設計當時情況下適當之查核程序，惟其目的非對環宇通訊集團內部控制之有效性表示意見。
3. 評估管理階層所採用會計政策之適當性，及其所作會計估計與相關揭露之合理性。
4. 依據所取得之查核證據，對管理階層採用繼續經營會計基礎之適當性，以及使環宇通訊集團繼續經營之能力可能產生重大疑慮之事件或情況是否存在重大不確定性，作出結論。本會計師若認為該等事件或情況存在重大不確定性，則須於查核報告中提醒合併財務報表使用者注意合併財務報表之相關揭露，或於該等揭露係屬不適當時修正查核意見。本會計師

之結論係以截至查核報告日所取得之查核證據為基礎。惟未來事件或情況可能導致環宇通訊集團不再具有繼續經營之能力。

5. 評估合併財務報表（包括相關附註）之整體表達、結構及內容，以及合併財務報表是否允當表達相關交易及事件。
6. 對於集團內組成個體之財務資訊取得足夠及適切之查核證據，以對合併財務報表表示意見。本會計師負責集團查核案件之指導、監督及執行，並負責形成集團查核意見。

本會計師與治理單位溝通之事項，包括所規劃之查核範圍及時間，以及重大查核發現（包括於查核過程中所辨認之內部控制顯著缺失）。

本會計師亦向治理單位提供本會計師所隸屬事務所受獨立性規範之人員已遵循中華民國會計師職業道德規範中有關獨立性之聲明，並與治理單位溝通所有可能被認為會影響會計師獨立性之關係及其他事項（包括相關防護措施）。

本會計師從與治理單位溝通之事項中，決定對環宇通訊集團西元 2021 年度合併財務報表查核之關鍵查核事項。本會計師於查核報告中敘明該等事項，除非法令不允許公開揭露特定事項，或在極罕見情況下，本會計師決定不於查核報告中溝通特定事項，因可合理預期此溝通所產生之負面影響大於所增進之公眾利益。

資 誠 聯 合 會 計 師 事 務

鄭雅慧
會計師

鄭雅慧

林玉寬

林玉寬



前行政院金融監督管理委員會證券期貨局
核准簽證文號：金管證六字第 0960072936 號
前財政部證券管理委員會
核准簽證文號：(81)台財證(六)第 81020 號

西 元 2 0 2 2 年 2 月 2 3 日

英屬蓋曼群島商環宇通訊媒體控股有限公司及子公司
合併資產負債表
西元2021年及2020年12月31日

單位：新台幣仟元

資	產	附註	2021年12月31日		2020年12月31日	
			金額	%	金額	%
流動資產						
1100	現金及約當現金	六(一)	\$ 1,839,765	37	\$ 1,106,476	28
1170	應收帳款淨額	六(二)	155,873	3	197,537	5
1180	應收帳款－關係人淨額	六(二)及七	2,913	-	-	-
1200	其他應收款		3,755	-	9,698	-
1210	其他應收款－關係人	七	15,754	-	-	-
1220	本期所得稅資產		31,074	1	31,945	1
130X	存貨	六(三)	280,451	6	362,021	9
1410	預付款項		30,717	1	32,881	1
1470	其他流動資產	八	29,960	1	172,763	5
11XX	流動資產合計		<u>2,390,262</u>	<u>49</u>	<u>1,913,321</u>	<u>49</u>
非流動資產						
1550	採用權益法之投資	六(四)	1,690,553	34	1,013,963	26
1600	不動產、廠房及設備	六(五)及八	575,485	12	695,634	8
1755	使用權資產	六(六)	3,641	-	9,365	-
1780	無形資產	六(七)	94,366	2	144,655	4
1840	遞延所得稅資產	六(二十四)	103,784	2	116,767	3
1990	其他非流動資產－其他	六(九)及八	43,903	1	4,370	-
15XX	非流動資產合計		<u>2,511,732</u>	<u>51</u>	<u>1,984,754</u>	<u>51</u>
1XXX	資產總計		<u>\$ 4,901,994</u>	<u>100</u>	<u>\$ 3,898,075</u>	<u>100</u>

(續次頁)

英屬蓋曼群島商環宇通軌道運輸股份有限公司及子公司

合併資產負債表
西元2021年及2020年12月31日

單位：新台幣仟元

負債及權益	附註	2021年12月31日			2020年12月31日		
		金	額	%	金	額	%
流動負債							
2100	短期借款	六(十)	\$ 20,000	-	\$ 20,000	-	
2130	合約負債—流動	六(十九)	21,752	1	14,815	-	
2170	應付帳款		1,682	-	22,249	1	
2200	其他應付款	六(十一)	96,763	2	111,043	3	
2230	本期所得稅負債	六(二十四)	42	-	53	-	
2280	租賃負債—流動		3,393	-	6,045	-	
2320	一年或一營業週期內到期長期負債	六(十二)	10,292	-	22,828	1	
2399	其他流動負債—其他		984	-	2,788	-	
21XX	流動負債合計		<u>154,908</u>	<u>3</u>	<u>199,821</u>	<u>5</u>	
非流動負債							
2540	長期借款	六(十二)	188,673	4	106,993	3	
2570	遞延所得稅負債	六(二十四)	59,173	1	60,674	2	
2580	租賃負債—非流動		-	-	3,491	-	
25XX	非流動負債合計		<u>247,846</u>	<u>5</u>	<u>171,158</u>	<u>5</u>	
2XXX	負債總計		<u>402,754</u>	<u>8</u>	<u>370,979</u>	<u>10</u>	
權益							
股本							
3110	普通股股本	六(十五)	1,106,761	23	914,058	23	
資本公積							
3200	資本公積	六(十六)	2,937,329	59	1,703,520	44	
保留盈餘							
3320	特別盈餘公積	六(十七)	6,821	-	6,821	-	
3350	未分配盈餘		715,327	15	1,144,997	29	
其他權益							
3400	其他權益	六(十八)	(254,043)	(5)	(151,430)	(4)	
3500	庫藏股票	六(十五)	(12,955)	-	(90,870)	(2)	
3XXX	權益總計		<u>4,499,240</u>	<u>92</u>	<u>3,527,096</u>	<u>90</u>	
重大承諾事項及或有事項							
九							
重大之期後事項							
十一							
3X2X	負債及權益總計		<u>\$ 4,901,994</u>	<u>100</u>	<u>\$ 3,898,075</u>	<u>100</u>	

後附合併財務報表附註為本合併財務報告之一部分，請併同參閱。

董事長：黃大倫 (Darren Huang)



經理人：安寶信 (Brian Ann)



會計主管：馬克 拉吉歐 (Mark L. Raggio)



英屬蓋曼群島商環宇通訊集團控股有限公司及子公司
 合併綜合損益表
 西元2021年及2020年1月1日至12月31日

單位：新台幣仟元
 (除每股虧損為新台幣元外)

項目	附註	2021 年 度		2020 年 度	
		金 額	%	金 額	%
4000 營業收入	六(十九)	\$ 1,235,881	100	\$ 1,481,859	100
5000 營業成本	六(三)(二十二)	(890,824)	(72)	(868,125)	(58)
5900 營業毛利		345,057	28	613,734	42
營業費用	六(二十二) (二十三)				
6100 推銷費用		(29,771)	(2)	(32,466)	(2)
6200 管理費用		(184,642)	(15)	(213,365)	(15)
6300 研究發展費用		(160,583)	(13)	(182,584)	(12)
6450 預期信用減損(損失)利益	十二(二)	(875)	-	2,211	-
6000 營業費用合計		(375,871)	(30)	(426,204)	(29)
6900 營業(損失)利益		(30,814)	(2)	187,530	13
營業外收入及支出					
7100 利息收入		5,532	-	14,171	1
7010 其他收入	六(十二)	87,633	7	253	-
7020 其他利益及損失	六(二十)及七	16,207	1	(48,299)	(4)
7050 財務成本	六(二十一)	(4,632)	-	(3,320)	-
7060 採用權益法認列之關聯企業及 合資損益之份額	六(四)	(461,136)	(37)	(252,337)	(17)
7000 營業外收入及支出合計		(356,396)	(29)	(289,532)	(20)
7900 稅前淨損		(387,210)	(31)	(102,002)	(7)
7950 所得稅利益(費用)	六(二十四)	8,713	1	(11,914)	(1)
8200 本期淨損		(\$ 378,497)	(30)	(\$ 113,916)	(8)

(續次頁)

英屬蓋曼群島商環宇通訊半導體控股股份有限公司及子公司
合併綜合損益表

西元 2021 年及 2020 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元
(除每股虧損為新台幣元外)

項目	附註	2021 年 度			2020 年 度		
		金 額	%		金 額	%	
其他綜合損益(淨額)							
不重分類至損益之項目							
8320	採用權益法認列之關聯企業及 合資之其他綜合損益之份額－ 確定福利計劃之再衡量數	六(四)	(\$ 1,285)	-	(\$ 347)	-	
8361	換算表達貨幣之兌換差額	六(十八)	(104,801)	(9)	(181,723)	(12)	
後續可能重分類至損益之項目							
8370	採用權益法認列之關聯企業及 合資之其他綜合損益之份額－ 國外營運機構財務報表換算之 兌換差額	六(十八)	(3,142)	-	83,099	6	
8300	其他綜合損益(淨額)		(\$ 109,228)	(9)	(\$ 98,971)	(6)	
8500	本期綜合損益總額		(\$ 487,725)	(39)	(\$ 212,887)	(14)	
淨(損)利歸屬於：							
8610	母公司業主		(\$ 378,497)	(30)	(\$ 113,994)	(8)	
8620	非控制權益		-	-	78	-	
	合計		(\$ 378,497)	(30)	(\$ 113,916)	(8)	
綜合(損)益總額歸屬於：							
8710	母公司業主		(\$ 487,725)	(39)	(\$ 212,966)	(14)	
8720	非控制權益		-	-	79	-	
	合計		(\$ 487,725)	(39)	(\$ 212,887)	(14)	
每股虧損							
		六(二十五)					
9750	基本每股虧損		(\$ 4.20)		(\$ 1.28)		
9850	稀釋每股虧損		(\$ 4.20)		(\$ 1.28)		

後附合併財務報表附註為本合併財務報告之一部分，請併同參閱。

董事長：黃大倫 (Darren Huang)



經理人：安寶信 (Brian Ann)



會計主管：馬克 拉吉歐 (Mark L. Raggio)



英屬蓋曼群島商環宇通訊半導體控股股份有限公司及子公司
合併現金流量表
西元 2021 年及 2020 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

附註	2021 年 1 月 1 日 至 12 月 31 日	2020 年 1 月 1 日 至 12 月 31 日
營業活動之現金流量		
本期稅前淨損	(\$ 387,210)	(\$ 102,002)
調整項目		
收益費損項目		
預期信用減損損失(利益)	十二(二) 875	(2,211)
折舊費用	六(五)(六) (二十二) 112,165	119,028
攤銷費用	六(七)(二十二) 6,471	6,557
利息費用	六(二十一) 4,632	3,320
利息收入	(5,532)	(14,171)
股份基礎給付酬勞成本	六(十四) 28,473	40,606
處分不動產、廠房及設備利益	六(二十)及七 (17,064)	70
薪資保護貸款豁免收入	六(十二) (87,633)	-
採用權益法認列之關聯企業及合資損益之份額	461,136	252,337
處分投資利益	六(四)(二十) (29,526)	(1,949)
處分子公司利益	六(二十)及七 (12,890)	-
非金融資產減損損失	六(八)(二十) 43,144	43,724
子公司清算損失	六(二十) -	188
與營業活動相關之資產/負債變動數		
與營業活動相關之資產之淨變動		
應收票據	-	7
應收帳款	34,976	111,073
應收帳款-關係人	(2,913)	-
其他應收款	3,711	(8,625)
其他應收款-關係人	(65)	-
存貨	72,420	(34,989)
預付款項	1,415	(5,364)
與營業活動相關之負債之淨變動		
合約負債	7,441	3,667
應付帳款	(20,180)	7,434
其他應付款	(18,060)	(28,808)
其他流動負債	(1,748)	2,127
其他非流動負債	-	144
營運產生之現金流入	194,038	392,163
收取之利息	7,603	11,983
支付之利息	(4,618)	(2,886)
所得稅退稅款收現	19,152	-
支付之所得稅	(411)	(26,902)
營業活動之淨現金流入	215,764	374,358

(續次頁)

英屬蓋曼群島商環宇通訊半導體控股股份有限公司及子公司
合併現金流量表

西元 2021 年及 2020 年 1 月 1 日至 12 月 31 日

單位：新台幣仟元

	附註	2021 年 1 月 1 日 至 12 月 31 日	2020 年 1 月 1 日 至 12 月 31 日
投資活動之現金流量			
取得採用權益法之投資	六(四)及七	(\$ 540,680)	(\$ 864,693)
取得不動產、廠房及設備	六(二十六)	(133,157)	(70,274)
處分不動產、廠房及設備之價款	六(二十六)	103,471	-
取得無形資產	六(七)	(330)	(2,533)
其他流動資產減少(增加)		139,598	(148,539)
其他非流動資產減少		1,841	1,666
處分子公司帳列現金減少數	六(二十六)	(24,675)	(11,707)
子公司清算退回投資款		-	5,924
存出保證金增加		-	(200)
存出保證金減少		-	1,031
投資活動之淨現金流出		(453,932)	(1,089,325)
籌資活動之現金流量			
短期借款舉借數	六(二十七)	20,000	20,000
短期借款償還數	六(二十七)	(20,000)	(20,000)
長期借款舉借數	六(二十七)	204,143	92,746
長期借款償還數	六(二十七)	(42,973)	(22,763)
租賃負債本金償還數	六(二十七)	(5,945)	(6,832)
現金增資	六(十五)(十六)	815,800	-
存入保證金減少		-	(317)
員工執行認股權		2,117	5,284
發放現金股利		-	(45,623)
籌資活動之淨現金流入		973,142	22,495
匯率影響數		(1,685)	(40,046)
本期現金及約當現金增加(減少)數		733,289	(732,518)
期初現金及約當現金餘額	六(一)	1,106,476	1,838,994
期末現金及約當現金餘額	六(一)	\$ 1,839,765	\$ 1,106,476

後附合併財務報表附註為本合併財務報告之一部分，請併同參閱。

董事長：黃大倫 (Darren Huang)



經理人：安寶信 (Brian Ann)



會計主管：馬克 拉吉歐 (Mark L. Raggio)



五、民國 110 年度盈餘分配表 2021 Earnings Distribution Proposal

英屬蓋曼群島商環宇通訊半導體控股股份有限公司
GCS HOLDINGS, INC.
民國 110 年度盈餘分配表
Y2021 Earnings Distribution Proposal

		Unit: NT\$
期初未分配盈餘	The beginning balance of Unappropriated Retained Earnings	\$1,144,997,602
減:2021 年度稅後淨損	Minus: Net Loss of 2021	(378,497,450)
減:2021 年度採用權益法認列之保留盈餘調整數	Minus: Retained earnings adjustments arising from investments in equity-accounted investees in Y2021	(1,284,607)
減:庫藏股註銷調整數	Minus: Retained earnings adjustments arising from Treasury stock cancellation	(49,888,114)
期末未分配盈餘	The ending balance of Unappropriated Retained Earnings	\$715,327,431

Chairman 董事長: CEO & President 總經理: VP of Finance 會計主管:

Ta-Lun (Darren) Huang  Brian Ann  Mark L. Raggio 

六、第十二次修訂及重述公司章程修訂前後條文對照表 Comparison Table before and after Revision for Twelfth Amended and Restated Articles of Association

Number of Article 條次	Proposal for the Amendment 修訂後條文	Original Article 原條文	Reason for Amendment 修訂理由
第 18.2A 條 Article 18.2A	<u>General meetings may be held by means of video conference or other ways announced by the regulator pursuant to Applicable Public Company Rules. Members participating in a general meeting via video conference shall constitute presence in person at such meeting.</u>	(Newly added article)	Added to comply with the addition of Article 172-2 of ROC Company Act.
	<u>股東會開會時，得依公開發行公司規則以視訊會議或其他經中央主管機關公告之方式為之。股東以視訊參與會議者，視為親自出席。</u>	(本條新增)	配合中華民國公司法增訂第 172 條之 2 新增。
第 19.3 條 Article 19.3	Articles 18.2 and 18.2A shall apply to extraordinary general meetings.	Article 18.2 shall apply to extraordinary general meetings.	Revised to comply with the addition of Article 18.2A of the Amendment and Restated Articles of Association of the Company.
	<u>股東臨時會應準用本章程第 18.2 條、第</u>	<u>股東臨時會應準用本章程第 18.2 條之</u>	配合本公司章程

	18.2A 條之規定。	規定。	增訂第 18.2A 條修訂。
第 19.9 條 Article 19.9	In addition to the failure or unwillingness to convene an extraordinary general meeting by the Board, the Independent Directors of Audit Committee may, for the benefit of the Company, convene an extraordinary general meeting whenever in their judgment such a meeting is necessary. (Deleted)	In addition to the failure or unwillingness to convene an extraordinary general meeting by the Board, the Independent Directors of Audit Committee may, for the benefit of the Company, convene an extraordinary general meeting whenever in their judgment such a meeting is necessary.	Deleted to comply with the Checklist of Shareholders Rights Protection with respect to Foreign Issuer's Country of Incorporation revised on May 31, 2021.
	審計委員會之獨立董事除董事會不為召集或不能召集股東會外，得為公司利益，於必要時，召集股東會。(刪除)	審計委員會之獨立董事除董事會不為召集或不能召集股東會外，得為公司利益，於必要時，召集股東會。	配合民國 110 年 5 月 31 日修訂之「外國發行人註冊地股東權益保護事項檢查表」修訂。
第 25.4 條 Article 25.4	The Board may determine that the voting power of a Member at a general meeting may be exercised by way of a written ballot or by way of electronic transmission; provided, however, that if a general meeting is to be held outside the ROC or pursuant to the Applicable Public Company Rules, the Company shall	The Board may determine that the voting power of a Member at a general meeting may be exercised by way of a written ballot or by way of electronic transmission; provided, however, that if a general meeting is to be held outside the ROC or pursuant to the Applicable Public Company Rules, the Company shall	Revised to comply with the Checklist of Shareholders Rights Protection with respect to Foreign Issuer's Country of

	<p>provide the Members with a method for exercising their voting power by way of a written ballot or electronic transmission. <u>Electronic transmission shall be one of the methods for the Members to exercise their voting power at a general meeting. The Board may also determine that the voting power may be exercised by way of a written ballot.</u> The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or electronic transmission. Any Member who intends to exercise his voting power by way of a written ballot or by way of electronic transmission shall serve the Company with his voting decision at least two (2) days prior to the date of such general meeting. Where more than one voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the later-received voting decision. A Member who exercises his</p>	<p>provide the Members with a method for exercising their voting power by way of a written ballot or electronic transmission. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or electronic transmission. Any Member who intends to exercise his voting power by way of a written ballot or by way of electronic transmission shall serve the Company with his voting decision at least two (2) days prior to the date of such general meeting. Where more than one voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the later-received voting decision. A Member who exercises his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to vote his shares at the general meeting only in</p>	<p>Incorporation revised on May 31, 2021.</p>
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	<p>voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to vote his shares at the general meeting only in the manner directed by his written instrument or electric document. The chairman as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electric document and/or any amendment to resolution(s) proposed at the said general meeting. For the purposes of clarification, such Member voting in such manner shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.</p>	<p>the manner directed by his written instrument or electric document. The chairman as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electric document and/or any amendment to resolution(s) proposed at the said general meeting. For the purposes of clarification, such Member voting in such manner shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.</p>	
	<p>董事會得決定股東於股東會之表決權得以書面投票或電子方式行使之，惟股東會於中華民國境外召開，或依公開發行公司規則之要求者，本公司應使股東得以書面投票或電子方式行使表決權 股東會應以電子方式作為表決權行使</p>	<p>董事會得決定股東於股東會之表決權得以書面投票或電子方式行使之，惟股東會於中華民國境外召開，或依公開發行公司規則之要求者，本公司應使股東得以書面投票或電子方式行使表決權。 如表決權得以書面投票或電子方式行</p>	<p>配合民國 110 年 5 月 31 日修訂之「外國發行人註冊地股東權益保護事項檢查表」修訂。</p>

管道之一，董事會並得決定股東得以書面方式行使表決權。如表決權得以書面投票或電子方式行使時，行使表決權之方式應載明於寄發予股東之股東會通知。股東擬以書面投票或電子方式行使其表決權者，應於股東會開會二日前將其投票指示送達於本公司。投票指示有重複時，以最先送達者為準，但股東於後送達之投票指示中以書面聲明撤銷先前投票指示者，不在此限。股東以書面投票或電子方式行使其於股東會之表決權時，視為指定股東會主席為其代理人，以其書面指示或電子文件指定之方式，於股東會中行使投票權。股東會主席作為此等股東之代理人，就股東未於書面或電子文件指示之事項，及/或對於股東會中所提出之原議案之修正，無權行使表決權。為澄清起見，對於股東會中提出之臨時動議或原議案之修正，以此種方式行使表決權之股東應視為已拋棄行使表決權之權利。

使時，行使表決權之方式應載明於寄發予股東之股東會通知。股東擬以書面投票或電子方式行使其表決權者，應於股東會開會二日前將其投票指示送達於本公司。投票指示有重複時，以最先送達者為準，但股東於後送達之投票指示中以書面聲明撤銷先前投票指示者，不在此限。股東以書面投票或電子方式行使其於股東會之表決權時，視為指定股東會主席為其代理人，以其書面指示或電子文件指定之方式，於股東會中行使投票權。股東會主席作為此等股東之代理人，就股東未於書面或電子文件指示之事項，及/或對於股東會中所提出之原議案之修正，無權行使表決權。為澄清起見，對於股東會中提出之臨時動議或原議案之修正，以此種方式行使表決權之股東應視為已拋棄行使表決權之權利。

七、取得或處分資產處理程序修訂前後條文對照表 Comparison Table before and after Revision for Rules for Acquisition or Disposal of Assets

Number of Article 條次	Proposal for the Amendment 修訂後條文	Original Article 原條文	Reason for Amendment 修訂理由
第 2 條 Article 2	<p>(上略)</p> <p>5、本程序所稱「一年內」，係以本次取得或處分資產之事實發生日為基準，往前追溯推算一年，已依法令或本處理程序公告、取得專業估價者之估價報告或會計師意見、<u>經提交股東會、董事會通過及經審計委員會承認部分免再計入。</u></p> <p>(下略)</p>	<p>(上略)</p> <p>5、本程序所稱「一年內」，係以本次取得或處分資產之事實發生日為基準，往前追溯推算一年，已依法令或本處理程序公告、取得專業估價者之估價報告或會計師意見、經<u>董事會通過及經審計委員會承認部分免再計入。</u></p> <p>(下略)</p>	<p>配合民國 111 年 1 月 28 日修正發布之「<u>公開發行公司取得或處分資產處理準則</u>」(下稱<u>取處準則</u>)第 15 條第 6 項修訂。</p>
第 3 條 Article 3	<p>本公司取得或處分資產之作業程序及額度如下：</p> <p>1、有價證券之取得或處分，由執行單位評估，依<u>本條第7項款</u>所定核決權限及額度辦理。</p> <p>2、(刪除)</p> <p>3、不動產之取得或處分，由執行單位評估並提報董事會核准後實施。</p>	<p>本公司取得或處分資產之作業程序及額度如下：</p> <p>1、有價證券之取得或處分，由執行單位評估，依本條第7項所定核決權限及額度辦理。</p> <p>2、(刪除)</p> <p>3、不動產之取得或處分，由執行單位評估並提報董事會核准後實施。</p>	<p>1. 配合<u>取處準則</u>第 15 條增訂第 5 項修訂。</p> <p>2. 調整引述條號名稱。</p>

	<p>4、設備或其他資產之取得或處分，由執行單位及相關單位主管依本公司內部相關規定辦理。</p> <p>5、關係人交易</p> <p>5-1.向關係人取得或處分不動產或其使用權資產，或與關係人取得或處分不動產或其使用權資產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者，除買賣國內公債、附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金外，執行單位應將下列資料提交董事會通過及審計委員會承認後，始得簽訂交易契約及支付款項：</p> <p>(1) 取得或處分資產之目的、必要性及預計效益。</p> <p>(2) 選定關係人為交易對象之原因。</p> <p>(3) 向關係人取得不動產或其使用權資產，評估預定交易條件合理性之相關資料。</p> <p>(4) 關係人原取得日期及價格、交易對象及其與公司和關係人之關係等事項。</p> <p>(5) 預計訂約月份開始之未來一年各月份</p>	<p>4、設備或其他資產之取得或處分，由執行單位及相關單位主管依本公司內部相關規定辦理。</p> <p>5、關係人交易</p> <p>5-1.向關係人取得或處分不動產或其使用權資產，或與關係人取得或處分不動產或其使用權資產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者，除買賣國內公債、附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金外，執行單位應將下列資料提交董事會通過及審計委員會承認後，始得簽訂交易契約及支付款項：</p> <p>(1) 取得或處分資產之目的、必要性及預計效益。</p> <p>(2) 選定關係人為交易對象之原因。</p> <p>(3) 向關係人取得不動產或其使用權資產，評估預定交易條件合理性之相關資料。</p> <p>(4) 關係人原取得日期及價格、交易對象及其與公司和關係人之關係等事項。</p> <p>(5) 預計訂約月份開始之未來一年各月份</p>	
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	<p>現金收支預測表，並評估交易之必要性及資金運用之合理性。</p> <p>(6) 依法令或本處理程序應取得之專業估價者出具之估價報告，或會計師意見。</p> <p>(7) 本次交易之限制條件及其他重要約定事項。</p> <p>本公司與關係人取得或處分資產及不動產，除應依本程序相關規定辦理相關決議程序及評估交易條件合理性等事項外，交易金額達公司總資產百分之十以上者，亦應依第六條及本程序相關規定取得專業估價者出具之估價報告或會計師意見。</p> <p><u>本公司或非屬國內公開發行公司之子公司有第5-1款第一目交易，交易金額達公司資產百分之十以上者，本公司應將前二目所列各款資料提交股東會同意後，始得簽訂交易契約及支付款項。但本公司與子公司，或子公司彼此間交易，不在此限。</u></p> <p>前項三目交易金額之計算，應依第四條規定辦理。</p> <p>判斷交易對象是否為關係人時，除注意其法律形式外，並應考慮實質關係。</p> <p>本公司與子公司、或本公司直接或間接持有百分之百已發行股份或資本總額之子公司</p>	<p>現金收支預測表，並評估交易之必要性及資金運用之合理性。</p> <p>(6) 依法令或本處理程序應取得之專業估價者出具之估價報告，或會計師意見。</p> <p>(7) 本次交易之限制條件及其他重要約定事項。</p> <p>本公司與關係人取得或處分資產及不動產，除應依本程序相關規定辦理相關決議程序及評估交易條件合理性等事項外，交易金額達公司總資產百分之十以上者，亦應依第六條及本程序相關規定取得專業估價者出具之估價報告或會計師意見。</p> <p>前項交易金額之計算，應依第四條規定辦理。</p> <p>判斷交易對象是否為關係人時，除注意其法律形式外，並應考慮實質關係。</p> <p>本公司與子公司、或本公司直接或間接持有百分之百已發行股份或資本總額之子公司彼此間從事下列交易，董事會授權董事長在本公司實收資本額百分之二十內之金額內先行決行，事後再提報最近期之董事會追認：</p> <p>(1) 取得或處分供營業使用之設備或其使用權資產。</p>	
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	<p>司彼此間從事下列交易，董事會授權董事長在本公司實收資本額百分之二十內之金額內先行決行，事後再提報最近期之董事會追認：</p> <p>(1)取得或處分供營業使用之設備或其使用權資產。</p> <p>(2)取得或處分供營業使用之不動產使用權資產。</p> <p>5-2.本公司向關係人取得不動產或其使用權資產，應按下列方法評估交易成本之合理性：</p> <p>(1)按關係人交易價格加計必要資金利息及買方依法應負擔之成本。所稱必要資金利息成本，以公司購入資產年度所借款項之加權平均利率為準設算之，惟其不得高於財政部公布之非金融業最高借款利率。</p> <p>(2)關係人如曾以該標的物向金融機構設定抵押借款者，金融機構對該標的物之貸放評估總值，惟金融機構對該標的物之實際貸放累計值應達貸放評估總值之七成以上及貸放期間已逾一年以上。但金融機構與交易之一方互為關係人者，不適用之。</p>	<p>(2)取得或處分供營業使用之不動產使用權資產。</p> <p>5-2.本公司向關係人取得不動產或其使用權資產，應按下列方法評估交易成本之合理性：</p> <p>(1)按關係人交易價格加計必要資金利息及買方依法應負擔之成本。所稱必要資金利息成本，以公司購入資產年度所借款項之加權平均利率為準設算之，惟其不得高於財政部公布之非金融業最高借款利率。</p> <p>(2)關係人如曾以該標的物向金融機構設定抵押借款者，金融機構對該標的物之貸放評估總值，惟金融機構對該標的物之實際貸放累計值應達貸放評估總值之七成以上及貸放期間已逾一年以上。但金融機構與交易之一方互為關係人者，不適用之。</p> <p>合併購買或租賃同一標的之土地及房屋者，得就土地及房屋分別按前項所列任一方法評估交易成本。</p> <p>本公司向關係人取得不動產或其使用權資產，依本條5-2規定評估不動產或其使用權資產成本，並應洽請會計師複</p>	
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	<p>合併購買或租賃同一標的之土地及房屋者，得就土地及房屋分別按前項所列任一方法評估交易成本。</p> <p>本公司向關係人取得不動產或其使用權資產，依本條5-2前二目規定評估不動產或其使用權資產成本，並應洽請會計師複核及表示具體意見。</p> <p>本公司向關係人取得不動產或其使用權資產，有下列情形之一者，應依本條第5-1款規定辦理，不適用本條5-2第一、二項第5-2款規定：</p> <p>A. 關係人係因繼承或贈與而取得不動產或其使用權資產。</p> <p>B. 關係人訂約取得不動產或其使用權資產時間距本交易訂約日已逾五年。</p> <p>C. 與關係人簽訂合建契約，或自地委建、租地委建等委請關係人興建不動產而取得不動產。</p> <p>D. 本公司、子公司，或其直接或間接持有百分之百已發行股份或資本總額之子公司彼此間，取得供營業使用之不動產使用權資產。</p> <p>5-3. 依第5-2款條第一目項及第二目項規定</p>	<p>核及表示具體意見。</p> <p>本公司向關係人取得不動產或其使用權資產，有下列情形之一者，應依本條5-1規定辦理，不適用本條5-2第一、二項規定：</p> <p>A. 關係人係因繼承或贈與而取得不動產或其使用權資產。</p> <p>B. 關係人訂約取得不動產或其使用權資產時間距本交易訂約日已逾五年。</p> <p>C. 與關係人簽訂合建契約，或自地委建、租地委建等委請關係人興建不動產而取得不動產。</p> <p>D. 本公司、子公司，或其直接或間接持有百分之百已發行股份或資本總額之子公司彼此間，取得供營業使用之不動產使用權資產。</p> <p>5-3. 依5-2條第一項及第二項規定評估結果均較交易價格為低時，應依第5-4條規定辦理。但如因下列情形，並提出客觀證據及取具不動產專業估價者與會計師之具體合理性意見者，不在此限：</p> <p>(1) 關係人係取得素地或租地再行興建者，得舉證符合下列條件之一</p>	
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	<p>評估結果均較交易價格為低時，應依第5-4條款規定辦理。但如因下列情形，並提出客觀證據及取具不動產專業估價者與會計師之具體合理性意見者，不在此限：</p> <p>(1) 關係人係取得素地或租地再行興建者，得舉證符合下列條件之一者：</p> <p>A. 素地依前條規定之方法評估，房屋則按關係人之營建成本加計合理營建利潤，其合計數逾實際交易價格者。所稱合理營建利潤，應以最近三年度關係人營建部門之平均營業毛利率或財政部公布之最近期建設業毛利率孰低者為準。</p> <p>B. 同一標的房地之其他樓層或鄰近地區一年內之其他非關係人交易案例，其面積相近，且交易條件經按不動產買賣或租賃慣例應有之合理樓層或地區價差評估後條件相當者。</p> <p>(2) 本公司舉證向關係人購入之不動產或租賃取得不動產使用權資產，其交易條件與鄰近地區一年</p>	<p>者：</p> <p>A. 素地依前條規定之方法評估，房屋則按關係人之營建成本加計合理營建利潤，其合計數逾實際交易價格者。所稱合理營建利潤，應以最近三年度關係人營建部門之平均營業毛利率或財政部公布之最近期建設業毛利率孰低者為準。</p> <p>B. 同一標的房地之其他樓層或鄰近地區一年內之其他非關係人交易案例，其面積相近，且交易條件經按不動產買賣或租賃慣例應有之合理樓層或地區價差評估後條件相當者。</p> <p>(2) 本公司舉證向關係人購入之不動產或租賃取得不動產使用權資產，其交易條件與鄰近地區一年內之其他非關係人交易案例相當且面積相近者。</p> <p>前項所稱鄰近地區交易案例，以同一或相鄰街廓且距離交易標的物方圓未逾五百公尺或其公告現值相近者為原則；所稱面積相近，則以其他非關係人交易案例之面積不低於交易標的物面積百</p>	
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	<p>內之其他非關係人交易案例相當且面積相近者。</p> <p>前項目所稱鄰近地區交易案例，以同一或相鄰街廓且距離交易標的物方圓未逾五百公尺或其公告現值相近者為原則；所稱面積相近，則以其他非關係人交易案例之面積不低於交易標的物面積百分之五十為原則；所稱一年內係以本次取得不動產或其使用權資產事實發生之日為基準，往前追溯推算一年。</p> <p>5-4.向關係人取得不動產或其使用權資產，如經按前二款第5-2款第一目及第二目規定評估結果均較交易價格為低者，應辦理下列事項：</p> <p>(1) 應就不動產或其使用權資產交易價格與評估成本間之差額，依證券交易法第四十一條第一項規定提列特別盈餘公積，不得予以分派或轉增資配股。對公司之投資採權益法評價之投資者如為公開發行公司，亦應就該提列數額按持股比例提列特別盈餘公積。</p> <p>(2) 審計委員會應依公司法第二百十</p>	<p>分之五十為原則；所稱一年內係以本次取得不動產或其使用權資產事實發生之日為基準，往前追溯推算一年。</p> <p>5-4.向關係人取得不動產或其使用權資產，如經按前二款規定評估結果均較交易價格為低者，應辦理下列事項：</p> <p>(1) 應就不動產或其使用權資產交易價格與評估成本間之差額，依證券交易法第四十一條第一項規定提列特別盈餘公積，不得予以分派或轉增資配股。對公司之投資採權益法評價之投資者如為公開發行公司，亦應就該提列數額按持股比例提列特別盈餘公積。</p> <p>(2) 審計委員會應依公司法第二百十八條規定辦理。</p> <p>(3) 應將前二款處理情形提報股東會，並將交易詳細內容揭露於年報及公開說明書。</p> <p>本公司依規定提列特別盈餘公積者，應俟高價購入或承租之資產已認列跌價損失或處分或終止租約或為適當補償或恢復原狀，或有其他證據確定無不合理者，並經本會同意後，始得動用該特</p>	
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	<p>八條規定辦理。</p> <p>(3) 應將前二款處理情形提報股東會，並將交易詳細內容揭露於年報及公開說明書。</p> <p>本公司依規定提列特別盈餘公積者，應俟高價購入或承租之資產已認列跌價損失或處分或終止租約或為適當補償或恢復原狀，或有其他證據確定無不合理者，並經本會同意後，始得動用該特別盈餘公積。</p> <p>本公司向關係人取得不動產或其使用權資產，若有其他證據顯示交易有不合營業常規之情事者，亦應依前二款目規定辦理。</p> <p>(下略)</p>	<p>別盈餘公積。</p> <p>本公司向關係人取得不動產或其使用權資產，若有其他證據顯示交易有不合營業常規之情事者，亦應依前二款規定辦理。</p> <p>(下略)</p>	
<p>第 4 條 Article 4</p>	<p>本公司取得或處分資產，有下列情形者，應按性質依規定格式，於事實發生之即日起算二日內依相關規定辦理公告申報：</p> <p>1、向關係人取得或處分不動產或其使用權資產、或與關係人為取得或處分不動產或其使用權資產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者。但買賣國內公債、附買回、賣</p>	<p>本公司取得或處分資產，有下列情形者，應按性質依規定格式，於事實發生之即日起算二日內依相關規定辦理公告申報：</p> <p>1、向關係人取得或處分不動產或其使用權資產、或與關係人為取得或處分不動產或其使用權資產外之其他資產且交易金額達公司實收資本額百分之二十、總資產百分之十或新臺幣三億元以上者。但買賣國內公債、附買回、賣</p>	<p>配合取處準則第 31 條第 1 項第 7 款第 1 目修訂。</p>

	<p>回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金，不在此限。</p> <p>2、 進行合併、分割、收購或股份受讓。</p> <p>3、 從事衍生性商品交易損失達所定處理程序規定之個別契約與全部契約之損失上限金額。</p> <p>4、 取得或處分供營業使用之設備或其使用權資產，且其交易對象非為關係人，交易金額並達下列規定之一：</p> <p>(1) 本公司實收資本額未達新臺幣一百億元時，交易金額達新臺幣五億元以上者。</p> <p>(2) 本公司實收資本額達新臺幣一百億元以上時，交易金額達新臺幣十億元以上者。</p> <p>5、 以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，且其交易對象非為關係人，公司預計投入之交易金額達新臺幣五億元以上。</p> <p>6、 除前五款以外之資產交易或從事大陸投資，其每筆交易金額，達本公司實收資本額百分之二十或新台幣三億元以上者。但下列情形不在此限：</p>	<p>回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金，不在此限。</p> <p>2、 進行合併、分割、收購或股份受讓。</p> <p>3、 從事衍生性商品交易損失達所定處理程序規定之個別契約與全部契約之損失上限金額。</p> <p>4、 取得或處分供營業使用之設備或其使用權資產，且其交易對象非為關係人，交易金額並達下列規定之一：</p> <p>(1) 本公司實收資本額未達新臺幣一百億元時，交易金額達新臺幣五億元以上者。</p> <p>(2) 本公司實收資本額達新臺幣一百億元以上時，交易金額達新臺幣十億元以上者。</p> <p>5、 以自地委建、租地委建、合建分屋、合建分成、合建分售方式取得不動產，且其交易對象非為關係人，公司預計投入之交易金額達新臺幣五億元以上。</p> <p>6、 除前五款以外之資產交易或從事大陸投資，其每筆交易金額，達本公司實收資本額百分之二十或新台幣三億元以上者。但下列情形不在此限：</p>	
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	<p>(1) 買賣國內公債或信用評等不低於我國主權評等等級之外國公債。</p> <p>(2) 買賣附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金。</p> <p>(下略)</p>	<p>(1) 買賣國內公債。</p> <p>(2) 買賣附買回、賣回條件之債券、申購或買回國內證券投資信託事業發行之貨幣市場基金。</p> <p>(下略)</p>	
<p>第 6 條 Article 6</p>	<p>本公司取得或處分資產之評估程序如下：</p> <p>1、 本公司取得或處分不動產、設備或其使用權資產，除與國內政府機關交易、自地委建、租地委建，或取得、處分供營業使用之設備或其使用權資產外，交易金額達公司實收資本額百分之二十或新台幣三億元以上者，應於事實發生日前取得專業估價者出具之估價報告，並應符合下列規定：</p> <p>(1) 因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時，該項交易應先提經董事會決議通過；其嗣後有交易條件變更時，亦同。</p> <p>(2) 交易金額達新臺幣十億元以上，應請二家以上之專業估價者估價。</p> <p>(3) 專業估價者之估價結果有下列情形之一，除取得資產之估價結果</p>	<p>本公司取得或處分資產之評估程序如下：</p> <p>1、 本公司取得或處分不動產、設備或其使用權資產，除與國內政府機關交易、自地委建、租地委建，或取得、處分供營業使用之設備或其使用權資產外，交易金額達公司實收資本額百分之二十或新台幣三億元以上者，應於事實發生日前取得專業估價者出具之估價報告，並應符合下列規定：</p> <p>(1) 因特殊原因須以限定價格、特定價格或特殊價格作為交易價格之參考依據時，該項交易應先提經董事會決議通過；其嗣後有交易條件變更時，亦同。</p> <p>(2) 交易金額達新臺幣十億元以上，應請二家以上之專業估價者估價。</p> <p>(3) 專業估價者之估價結果有下列情形之一，除取得資產之估價結果</p>	<p>配合取處準則第 5 條、第 9 條、第 10 條、第 11 條修訂。</p>

	<p>均高於交易金額，或處分資產之估價結果均低於交易金額外，應洽請會計師依財團法人中華民國會計研究發展基金會（以下簡稱會計研究發展基金會）所發布之相關審計準則公報規定辦理，並對差異原因及交易價格之允當性表示具體意見：</p> <ul style="list-style-type: none"> - 估價結果與交易金額差距達交易金額之百分之二十以上。 - 二家以上專業估價者之估價結果差距達交易金額百分之十以上。 <p>(4) 估價報告日期與契約成立日期不得逾三個月。但如其適用同一期公告現值且未逾六個月者，得由原專業估價者出具意見書。</p> <p>2、 本公司取得或處分有價證券，應於事實發生日前先取具標的公司最近期經會計師查核簽證或核閱之財務報表做為評估交易價格之參考，另交易金額達公司實收資本額百分之二十或新台幣三億元以上者，應於事實發生日前洽請會計師就交易價格之合理性表示</p>	<p>均高於交易金額，或處分資產之估價結果均低於交易金額外，應洽請會計師依財團法人中華民國會計研究發展基金會（以下簡稱會計研究發展基金會）所發布之相關審計準則公報規定辦理，並對差異原因及交易價格之允當性表示具體意見：</p> <ul style="list-style-type: none"> - 估價結果與交易金額差距達交易金額之百分之二十以上。 - 二家以上專業估價者之估價結果差距達交易金額百分之十以上。 <p>(4) 估價報告日期與契約成立日期不得逾三個月。但如其適用同一期公告現值且未逾六個月者，得由原專業估價者出具意見書。</p> <p>2、 本公司取得或處分有價證券，應於事實發生日前先取具標的公司最近期經會計師查核簽證或核閱之財務報表做為評估交易價格之參考，另交易金額達公司實收資本額百分之二十或新台幣三億元以上者，應於事實發生日前洽請會計師就交易價格之合理性表示</p>	
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	<p>意見。會計師若須採用專家報告者，應依財團法人中華民國會計研究發展基金會所發布之相關審計準則公報辦理。但該有價證券具活絡市場之公開報價或主管機關另有規定者，不在此限。</p> <p>3、本公司取得或處分會員證或無形資產或其使用權資產交易金額達本公司實收資本額百分之二十或新台幣三億元以上者，除與國內政府機關交易外，應洽請會計師就交易價格之合理性表示意見，會計師並應依相關審計準則公報規定辦理。</p> <p>4、本公司經法院拍賣程序取得或處分資產，得以法院所出具之證明文件替代估價報告或會計師意見。</p> <p>5、本公司取得之估價報告或會計師、律師或證券承銷商之意見書，該專業估價者及其估價人員、會計師、律師或證券承銷商應符合下列規定： (1) 未曾因違反證券交易法、公司法、銀行法、保險法、金融控股公司法、商業會計法，或有詐欺、背信、侵占、偽造文書或因業務上犯罪</p>	<p>意見。會計師若須採用專家報告者，應依財團法人中華民國會計研究發展基金會所發布之相關審計準則公報辦理。但該有價證券具活絡市場之公開報價或主管機關另有規定者，不在此限。</p> <p>3、本公司取得或處分會員證或無形資產或其使用權資產交易金額達本公司實收資本額百分之二十或新台幣三億元以上者，除與國內政府機關交易外，應洽請會計師就交易價格之合理性表示意見，會計師並應依相關審計準則公報規定辦理。</p> <p>4、本公司經法院拍賣程序取得或處分資產，得以法院所出具之證明文件替代估價報告或會計師意見。</p> <p>5、本公司取得之估價報告或會計師、律師或證券承銷商之意見書，該專業估價者及其估價人員、會計師、律師或證券承銷商應符合下列規定： (1) 未曾因違反證券交易法、公司法、銀行法、保險法、金融控股公司法、商業會計法，或有詐欺、背信、侵占、偽造文書或因業務上犯罪</p>	
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	<p>行為，受一年以上有期徒刑之宣告確定。但執行完畢、緩刑期滿或赦免後已滿三年者，不在此限。</p> <p>(2) 與交易當事人不得為關係人或有實質關係人之情形。</p> <p>(3) 公司如應取得二家以上專業估價者之估價報告，不同專業估價者或估價人員不得互為關係人或有實質關係人之情形。</p> <p>前揭人員於出具估價報告或意見書時，應依其所屬同業公會之自律規範及下列事項辦理：</p> <p>(1) 承接案件前，應審慎評估自身專業能力、實務經驗及獨立性。</p> <p>(2) 查核執行案件時，應妥善規劃及執行適當作業流程，以形成結論並據以出具報告或意見書；並將所執程序、蒐集資料及結論，詳實登載於案件工作底稿。</p> <p>(3) 對於所使用之資料來源、參數及資訊等，應逐項評估其完整性、正確性、適當性及合理性，以做為出具估價報告或意見書之基礎。</p> <p>(4) 聲明事項，應包括相關人員具備專</p>	<p>行為，受一年以上有期徒刑之宣告確定。但執行完畢、緩刑期滿或赦免後已滿三年者，不在此限。</p> <p>(2) 與交易當事人不得為關係人或有實質關係人之情形。</p> <p>(3) 公司如應取得二家以上專業估價者之估價報告，不同專業估價者或估價人員不得互為關係人或有實質關係人之情形。</p> <p>前揭人員於出具估價報告或意見書時，應依下列事項辦理：</p> <p>(1) 承接案件前，應審慎評估自身專業能力、實務經驗及獨立性。</p> <p>(2) 查核案件時，應妥善規劃及執行適當作業流程，以形成結論並據以出具報告或意見書；並將所執程序、蒐集資料及結論，詳實登載於案件工作底稿。</p> <p>(3) 對於所使用之資料來源、參數及資訊等，應逐項評估其完整性、正確性，以做為出具估價報告或意見書之基礎。</p> <p>(4) 聲明事項，應包括相關人員具備專業性與獨立性、已評估所使用之</p>	
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	<p>業性與獨立性、已評估所使用之資訊為<u>適當且合理與正確</u>及遵循相關法令等事項。</p> <p>以上交易金額之計算方式應依照第四條規定辦理。</p>	<p>資訊為合理與正確及遵循相關法令等事項。</p> <p>以上交易金額之計算方式應依照第四條規定辦理。</p>	
<p>第 17 條 Article 17</p>	<p>本處理程序應經審計委員會同意，再由董事會通過，並應提報股東會同意，修訂時亦同。本處理程序經股東會同意訂定於西元2012年6月28日。</p> <p>第一次修訂於西元2014年6月5日。</p> <p>第二次修訂於西元2014年8月4日。</p> <p>第三次修訂於西元2016年6月3日。</p> <p>第四次修訂於西元2017年6月1日。</p> <p>第五次修訂於西元2019年6月5日。</p> <p>第六次修訂於西元2021年7月2日。</p> <p><u>第七次修訂於西元2022年5月20日。</u></p>	<p>本處理程序應經審計委員會同意，再由董事會通過，並應提報股東會同意，修訂時亦同。本處理程序經股東會同意訂定於西元2012年6月28日。</p> <p>第一次修訂於西元2014年6月5日。</p> <p>第二次修訂於西元2014年8月4日。</p> <p>第三次修訂於西元2016年6月3日。</p> <p>第四次修訂於西元2017年6月1日。</p> <p>第五次修訂於西元2019年6月5日。</p> <p>第六次修訂於西元2021年7月2日。</p>	<p>增訂新修訂日期。</p>

八、111 年限制員工權利新股發行辦法 2022 Employee Restricted Shares Plan

英屬蓋曼群島商環宇通訊半導體控股股份有限公司

111年限制員工權利新股發行辦法

一、發行目的

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，依據中華民國公司法第二百六十七條第九項及金融監督管理委員會發布之「外國發行人募集與發行有價證券處理準則」及準用「發行人募集與發行有價證券處理準則」第四章等相關規定，訂定本公司限制員工權利新股發行辦法(以下稱「本辦法」)。

二、申報及發行期間

於股東會決議之日起一年內一次或分次申報辦理，並於主管機關申報生效通知到達之日起一年內一次或分次發行。

三、員工之資格條件及獲配股數

(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，依經濟部經商字第10702427750號函，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之。「全職」及「兼職」員工之定義如下：

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。
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。

(二) 實際得為獲配之員工及其得獲配股份數量，將參酌其年資、職級、工作績效、整體貢獻或特殊功績等，由董事長核定後，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)經理人身分者應先經薪資報酬委員會同意。獲配員工及其得獲配股

份數量之參酌標準如下：

1. 年度績效考核成績達平均成績以上。
2. 因專案工作表現優良，或對公司具有重大貢獻。
3. 經部門主管提報認為有利於公司營運成長。
4. 具有公司所需之特殊工作技能。
5. 年度績優員工。

(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一。

四、發行總數

依本辦法發行之限制員工權利新股為普通股 1,000,000 股，每股票面金額新台幣 10 元，發行總額新台幣 10,000,000 元。

五、認股條件

- (一) 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。
- (二) 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：
 1. 獲配屆滿一年，可既得股份比例 50%。
 2. 獲配屆滿二年，可既得股份比例 50%。
 3. 員工自獲配本公司給予之限制員工權利新股後，遇有違反勞動契約或工作規則等情事，或違反本辦法規定者，公司有權就其尚未達成既得條件之限制員工權利新股予以無償收回並辦理註銷。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。
- (三) 發行股份之種類：本公司普通股新股。
- (四) 員工未符既得條件或發生繼承時，應依下列方式處理：
 1. 自願離職或因不可歸責於本公司之事由之解僱：
未達成既得條件之限制員工權利新股，於生效日起即視為未符既得條件，本公司將依法無償收回其股份並辦理註銷。

2. 退休：

未達成既得條件之限制員工權利新股，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。

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。

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。

5. 因受職業災害殘疾或死亡者：

(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。

(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。

6. 資遣或因其他可歸責於本公司之事由致終止勞動契約者：

因遭本公司資遣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，自資遣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。

7. 調職：

因本公司營運所需，經董事長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，準用本條第（四）項第 6 款規定。

8. 其他非屬上列之原因者，授權董事長核定其達成既得條件比例及時限，並報請董事會追認。

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

應適用之準據法解釋。

- (五) 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/利益基準日的前一日，其尚受限制之股份視同全數達成既得條件。

六、 獲配新股之程序

- (一) 員工於獲配限制員工權利新股後，本公司將於增資基準日將其獲配之股數依相關法令規定登載於本公司股東名簿，以帳簿劃撥方式交付本公司新發行之普通股。
- (二) 本公司依本辦法發行之限制員工權利新股，依法辦理變更登記。

七、 獲配新股後未達既得條件前受限制之權利

本辦法所發行之限制員工權利新股員工獲配新股後，於未達既得條件前受限制之權利如下：

- (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。
- (二) 股東會之出席、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配息權利。

八、 其他重要事項(含股票信託保管等)

- (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。
- (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。
- (三) 本辦法如有未盡事宜，悉依相關法令規定辦理。

GCS Holdings, Inc.

2022 Employee Restricted Shares Plan

1. Purpose

The Employee Restricted Shares Plan (the “**Plan**”) is adopted, in accordance with Article 267, Paragraph 9 of the Company Act and the Criteria Governing the Offering and Issuance of Securities by Foreign Issuers and Chapter IV of the Criteria Governing the Offering and Issuance of Securities by Securities Issuers (the “**Offering and Issuance Criteria**”) promulgated by the Financial Supervisory Commission, Republic of China (the “**ROC**”) for the purposes of attracting and retaining professionals needed by the GCS Holdings, Inc. (the “**Company**”), incentivizing employees and augmenting the employees’ loyalty to jointly create the interest of the Company and its shareholders.

2. Filing for Registration and Issue Period

Within one (1) year from the date of the shareholders’ resolution, the Company may register the employee restricted shares (the “**RS**”) in one or multiple issues, and may issue in one or more tranches upon receipt of the competent authority’s approval of the Plan.

3. Eligible Employees and the Number of the RS to be Granted

(1) 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:

- A. 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.

- B. 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.
- (2) The Chairman of the Board of Directors (the “**Chairman**”) shall nominate and determine the employees who are entitled to the RS and the number of the RS to be granted after taking into consideration 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:
- A. Scores above the average during annual performance review.
 - B. Has outstanding job performance in assigned projects or makes significant contribution to the Company.
 - C. Has been recommended by the heads of his/her department for contributing to the operation and future development of the Company.
 - D. Possesses specialized working skills, know-how and knowledge requires by the Company.
 - E. Has been selected as the best employee of the year.
- (3) 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 Offering and Issuance 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 Offering and Issuance Criteria, shall not exceed 1% of the total issued shares of the Company.

4. Total Number of RS to be Issued

The total number of the RS to be issued will be 1,000,000 common shares of the Company. The par value of the Share is NTD 10 and the total amount will be NTD 10,000,000.

5. Terms and Conditions of the RS Awards

(1) Issue Price: The RS shall be issued at NTD 0 per share, which means the eligible employee will receive the RS gratuitously.

(2) 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:

A. First anniversary of the Grant Date, 50% of the total number of the granted RS.

B. Second anniversary of the Grant Date, 50% of the total number of the granted RS.

C. 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.

(3) Types of Shares: The shares underlying the RS shall be the common shares of the Company.

(4) Methods to handle the unvested RS awards or in the event of inheritance:

A. 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.

- B. 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.
- C. 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 positions. However, the vesting schedule will be suspended to calculate based on the period of approved temporary leave without pay.
- D. 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.
- E. Disability or Death Caused by Work Injury:
 - a. 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.
 - b. 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.
- F. 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.

G. Transfer: To facilitate the Company's business operation needs, an employee who is approved by the Chairman or his 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 F of Paragraph (4) of this Article.

H. For the reasons not mentioned above, the Chairman is authorized to approve vested percentage and vesting schedule, and shall be further submit to the Board for ratification.

I. The cause of termination prescribed in this Plan shall be defined in accordance with the application law of the employee's employment contract.

(5) 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.

6. Grant of the RS Awards

(1) After granting the RS awards, the Company will enter in the Register of Members the granted number of the RS on the record date for the capital increase pursuant to applicable laws and regulations, and deliver the newly issued common shares through the book-entry system.

(2) After issuing the RS based on this Plan, the Company shall file for registration of changes pursuant to laws.

7. Restricted Rights of Unvested RS after the Grant Date:

The rights to the RS issued based on this Plan will be restricted as follows:

(1) 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.

- (2) 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 be entitled to have the right of distribution of stock dividends.

8. Miscellaneous (including trust and custody)

- (1) 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.
- (2) 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 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.
- (3) Matters not provided in this Plan shall be governed by the relevant laws and regulations.

九、辦理私募必要性與合理性之評估意見書 Evaluation Opinion on the Necessity and Reasonableness of Private Placement

環宇通訊半導體控股股份有限公司 辦理私募案之證券承銷商評估意見書

環宇通訊半導體控股股份有限公司(以下簡稱環宇公司或該公司)預計於民國(以下同)111年4月6日董事會決議通過新增依111年3月11日董事會通過之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國內或海外轉換公司債(以下簡稱本次私募案)之可能應募人名單,並併同111年3月11日董事會決議之私募案,提報111年5月20日股東常會決議通過後,始得正式辦理。依據「公開發行公司辦理私募有價證券應注意事項」之規定,董事會決議辦理前一年內經營權發生重大變動,或辦理私募引進策略投資人後,可能致經營權發生重大變動,應洽請證券承銷商出具辦理私募必要性與合理性之評估意見。環宇公司因董事異動而於110年7月2日股東常會補選四席董事,其中一席法人董事復於111年2月24日辭任,因前述董事成員變動達三分之一以上,故該公司委任本證券承銷商就本次私募案出具必要性及合理性評估意見。

一、公司簡介

環宇通訊半導體控股(股)公司係來台第一上櫃之控股公司,英屬蓋曼群島為該公司之註冊地,主要營運據點位於美國加州之Global Communication Semiconductors, LLC (以下簡稱GCS, USA),主要營業項目為高階射頻及光電元件化合物半導體晶圓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、製造及銷售,以4吋製程為主,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礎設備,光電元件之應用則以Data Center、光纖到府及基地台等。

受惠於衛星系統、行動通訊及無線區域網路蓬勃發展,特別是射頻元件中的功率放大器(PA)與射頻開關器(RF Switch)的需求隨之大量增加,為求生產成本的降低,使該產業走向與矽半導體產業同樣的歷程進行分工,使得整合元件廠(Integrated Device Manufacture, IDM)將部份訂單交由專業的砷化鎵晶圓代工廠進行大量生產,而使既有整合元件製造廠再往更高階的製程進行開發或是將資源投入生產樣多量少的高毛利產品;重要的是,也因生產來源的多樣化,生產技術不再由IDM所掌握壟斷,也鼓勵更多的元件設計業者(Fabless)相繼投入化合物半導體元件的設計開發,進而促成化合物半導體晶圓代工產業的蓬勃發展。長期而言,對於化合物半導體晶圓代工產

業，除了通過嚴謹及漫長的客戶驗證之外，也致力於創造出具備成本優勢的製程技術，使得近年化合物半導體晶圓代工產業有著高度的成長空間。由於化合物半導體之應用日趨擴大，且投入技術及進入障礙門檻日益提高，使得運用在無線通訊用的射頻元件或光纖通訊用的光電元件，在未來都有走向專業分工的產業趨勢，如元件製造大廠因產能擴充不易，或新興設計公司之增加，均會加速委外代工市場之成長，將使該公司在此產業的發展利基增加。

二、本次私募案計畫內容

環宇公司為因應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，擬視當時金融市場狀況，擇適當時機與籌資工具，在總發行股數不超過20,000仟股普通股之額度內，依相關法令擇一或以搭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籌資方式。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總發行股數不超過前述20,000仟股之額度內依私募當時之轉換價格計算之。該私募案並預計於股東會決議後最多不超過三次分次辦理。本次私募案對象以符合證券交易法第43條之6等相關法令規定及主管機關相關函釋令辦理。另，本次私募案認購價格訂定之依據，係依據「定價日前1、3或5個營業日擇一計算普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之股價」及「定價日前30個營業日普通股收盤價簡單算數平均數扣除無償配股除權及配息，並加回減資反除權後之股價」二者取其孰高者，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。

三、本次私募案之必要性及合理性評估

(一)辦理私募之必要性

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零組件，受惠於智慧型手機及平板電腦的持續熱賣，加上4G普及5G行動通信之規格已臻成熟及運用外，尚有無線區域網路、藍牙應用、基地台擴建、衛星通訊、物聯網及車聯網等無線通訊產品成長，又因固定網路通訊在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。環宇公司主要係專注於基地台和基礎設備所用射頻元件之晶圓代工，在全球5G行動通訊規格及商業化在110年以後陸續底定及運轉，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5G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影響及轉投資效益尚未顯現下，110年度之營業收入為新台幣1,235,881仟元，較109年度之1,481,859仟元下滑，110年度淨損歸屬於母公司業主亦較109年度之淨損新台幣113,994仟元增加至淨損新台幣378,497仟元，該公司為確保籌集資金之時效性及可行性，若以公開發行方式辦理籌資，恐因其獲利表現影響投資人之認購意願，如採私募方式，資金募集相對具迅速簡便之時效性，並可避免過於依賴金融機構借款，以及提高資金靈活運用空間，對未來營運及獲利具有正面效益，故該公司本次採私募方式募集資金之辦理應有其必要性。

(二)辦理私募之合理性

環宇公司本次採私募方式辦理籌資，除可於短期內取得所需資金，且與公開募集比較，私募有價證券三年內限制轉讓之規定，將更可確保該公司與應募人間之長期關係。茲就環宇公司本次辦理之私募案之合理性評估如下：

1. 私募案發程序之合理性

經檢視環宇公司於111年3月11日召開董事會之提案資料，其討論內容、發程序、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；另，環宇公司擬於111年4月6日就111年3月11日董事會決議通過之私募案新增可能之應募人，經檢視其應募人之選擇方式，尚符合證券交易法及相關法令規定，此次私募案之發程序尚屬合理。

2. 辦理私募有價證券種類及用途之合理性

環宇公司本次擬辦理私募案發行之有價證券種類包括為普通股、發行普通股參與海外存託憑證或國內或海外可轉換公司債，轉換標的均為普通股，係市場普遍有價證券發行之種類，故本次辦理私募有價證券採用之種類應有其合理性。

另依DIGITIMES Research (110/09)資料顯示，截至110年7月，全球商用5G的電信商達177家，較109年同期增加32家，儘管全球飽受疫情衝擊，電信商仍陸續商用5G，截至110年第2季，全球5G用戶數達4.29億，較前一季增加1.24億，另依據ABI Research之預估，5G用戶在110年底達到5.07億，較前一年度成長近一倍，且未來5~6年將是5G行動通訊高度成長的時代，而高效能功率之化合物半導體在

5G技術相關終端產品發展中，將扮演重要角色。環宇公司本次辦理私募所募集之資金將用以充實營運資金、轉投資或償還借款等一項或多項用途，若未辦理增資，而以銀行借款方式取得所需資金，相對借款之利息支出將增加公司財務負擔、侵蝕公司獲利。為維持財務調度彈性及減少利息支出對該公司獲利造成侵蝕，且降低對銀行融資依存度，該公司以私募案取得資金，以因應所屬產業應用需求擴增、拓展公司營運規模及強化財務結構，對未來營運及獲利應有正面之效益，故該公司本次採私募方式募集資金之用途應屬合理。

3. 私募預計產生之效益合理性

環宇公司以私募方式辦理籌資，除可減少取得之資金成本或節省利息支出外，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利具有正面之效益，且因私募有價證券有三年內限制轉讓之規定，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

經檢視環宇公司於111年3月11日召開董事會及111年4月6日擬召開董事會之提案資料，該公司本次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。除下表所列之應募人外，目前尚無其他已洽定之應募人，實際應募人之選擇將於洽定後依相關規定辦理之。

目前應募人可能名單及其與該公司之關係如下：

應募人姓名	與環宇公司之關係
魏詩郁	環宇公司董事長黃大倫之配偶
皮孟梅	環宇公司董事安寶信之配偶
潘芳玲	環宇公司獨立董事楊榮恭之配偶

2. 應募人之可行性及必要性

環宇公司因應未來長期發展之營運資金需求，以強化公司競爭力及拓展營運規模，並擬於111年5月20日股東會後辦理私募普通股，目前除上表所列之可能應募人外，尚未確定應募人，且應募人不以策略性投資人為限，如為該公司內部人或關係人，主係對該公司營運或產業發展有相當瞭解，並對該公司未來營運有直接或間接助益者；如

為策略性投資人，將以對該公司未來營運能直接或間接產生助益、或能協助該公司開發市場、拓展營運規模，認同該公司之經營理念者，如此除能提升公司營運規模及獲利能力，並秉持穩健及務實之經營原則，有效提升該公司股東權益。因私募有價證券有三年內限制轉讓之規定，將可確保該公司與應募人間之長期合作關係，對公司之經營權穩定及未來營運應有助益，故本次私募案之應募人應有其可行性及必要性。

(四)辦理私募案對該公司業務、財務及股東權益之影響

1. 對公司業務之影響

環宇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，除可因應資金之需求，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間接助益之投資人，可確保公司與投資夥伴間之長期合作關係，協助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，在總發行股數不超過20,000仟股普通股額度內，且以不低於參考價格之八成為訂定私募價格之依據。私募募集之資金將作為充實營運資金、轉投資或償還借款，以提高公司自有資金比率及改善財務結構以降低公司之財務經營風險，更有機會提升公司營運競爭能力，故在本次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。擴展營運規模、強化公司競爭力及強化公司財務結構。

3. 對公司股東權益之影響

環宇公司本次私募用以充實營運資金、轉投資或償還借款等一項或多項用途，以強化財務結構、提升公司營運成效及拓展營運規模，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，故環宇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。

四、結論

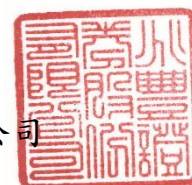
環宇公司擬於111年5月20日之股東常會提案在總發行股數20,000仟股之額度內，每股價格不低於參考價格之八成辦理私募普通股，國內或海外轉換公司債之發行價格不得低於理論價格之八成。理論價格將以涵蓋並同時考量發行條件中所包含之各項權利而擇定之計價模型定之並用於充實營運資金、轉投資、償還借款等一項或多項用途，經考量該公司目前之經營狀況及募集資金之可行性等因素，該公司擬以私募方式辦理現金增資發行普

通股或發行新股參與海外存託憑證或辦理國內或海外轉換公司債之計畫，實有其必要性及合理性。另經本證券承銷商檢視該公司111年3月11日董事會提案資料，其發行計畫內容及程序尚無重大違反規定或顯不合理情事，及該公司擬於111年4月6日召開董事會新增私募案可能之應募人，均業依「公開發行公司辦理私募有價證券應注意事項」之規定，本證券承銷商認為環宇公司本次辦理私募案應有其必要性及合理性。

五、其他聲明

- (一)本意見書之內容僅作為環宇通訊半導體控股股份有限公司111年4月6日董事會決議及111年5月20日股東會決議本次以私募方式辦理現金增資發行普通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債之計畫之參考依據，不作為其他用途使用。
- (二)本意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111年3月11日召開董事會及擬於111年4月6日召開董事會之提案資料及該公司之財務資料暨經由「公開資訊觀測站」之公告資訊等進行評估，對未來該公司因本次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



中華民國 111 年 3 月 31 日

獨立性聲明書

環宇通訊半導體控股股份有限公司(以下簡稱環宇公司或該公司)擬於民國(以下同)111年4月6日董事會決議通過新增依111年3月11日董事會通過之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(以下簡稱本次私募案)之可能應募人名單，並併同111年3月11日董事會決議通過之私募案提報111年5月20日股東會決議通過，始得正式辦理。本公司受託就環宇公司辦理本次私募案有關辦理私募必要性與合理性，提出評估意見書。

本公司為執行上開業務，特聲明並無下列情事：

- 一、本公司非環宇公司採權益法評價之被投資公司。
- 二、本公司非對環宇公司採權益法評價之投資者。
- 三、本公司董事長或總經理與環宇公司之董事長或總經理並非同一人，且無具有配偶或二親等以內之關係。
- 四、本公司並非環宇公司之董事及監察人。
- 五、環宇公司並非本公司之董事及監察人。
- 六、本公司與環宇公司間於上述情事外，並無財務會計準則第六號公報所訂關係人之關係。

環宇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。

評估承銷商：兆豐證券股份有限公司



負責人：陳佩君



中華民國 111 年 3 月 31 日

十、董事候選人名單 The Roster of Director(s) Candidate(s)

被提名人類別	被提名人姓名	學歷	經歷	現職	持有股數 (單位:股)	所代表之 政府或法 人名稱	是否已連續 擔任三屆獨 立董事
董事	李秉傑	清華大學 化工博士	富采投資控股(股)公司董事長 晶元光電(股)公司董事長 工研院光電所正研究員、組長	富采投資控股(股) 公司董事長 鼎元光電科技(股) 公司董事長	0	不適用	不適用

十一、解除新任董事競業禁止限制案之主要內容 Scope of Waiver(s) Granted to Director(s)

姓名	提請解除競業禁止項目	該公司主要營業項目
李秉傑	Epistar JV Holding (BVI) Co., Ltd. 董事長	專業投資
	GV Semiconductor Inc. 董事長	電子元件研發設計及銷售
	晶凌半導體股份有限公司董事長	電子元件研發設計及銷售
	亮采投資股份有限公司董事長	一般投資業
	亮品投資股份有限公司董事長	一般投資業
	鼎元光電科技股份有限公司董事長	化合物半導體及感測元件
	晶成半導體股份有限公司董事	三五族半導體專業代工
	開發晶照明(廈門)有限公司董事	發光二極體磊晶片、晶粒、封裝、模組之生產及銷售
	新譜光科技股份有限公司董事	LED 系統產品公司

肆、附錄 Appendix

一、 股東會議事規範 Rules and Procedures of Members' Meeting

GCS Holdings, Inc. (The "Company")

環宇通訊半導體控股股份有限公司

Rules and Procedures of Members' Meeting (these "Rules")

股東會議事規範

第一條

為建立本公司良好股東會治理制度、健全監督功能及強化管理機能，爰依中華民國上市上櫃公司治理實務守則第五條規定訂定股東會議事規範（下稱「本規則」），以資遵循。

Article 1

The Company has adopted these Rules for compliance with Article 5 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies of the Republic of China (the "ROC") in order to establish a sound members' meeting governance system and strengthen the supervisory and management functions.

第二條

本公司股東會之議事規則，除法令或章程另有規定者外，應依本規則之規定。

Article 2

Unless otherwise prescribed by the laws, regulations, or Memorandum and Articles of Association of the Company ("M&A"), the members' meetings of the Company ("Members' Meeting") shall be processed in accordance with these Rules.

第三條

本公司股東會除法令另有規定外，由董事會召集之。

本公司應於股東常會開會三十日前或股東臨時會開會十五日前，將股東會開會通知書、委託書用紙、有關承認案、討論案、選任或解任董事事項等各項議案之案由及說明資料製作成電子檔案傳送至公開資訊觀測站。並於股東常會開會二十一日前或股東臨時會開會十五日前，將股東會議事手冊及會議補充資料，製作電子檔案傳送至公開資訊觀測站。股東會開會十五日前，備妥當次股東會議事手冊及會議補充資料，供股東隨時索閱，並陳列於公司及其股務代理機構，且應於股東會現場發放。

通知及公告應載明召集事由；其通知經相對人同意者，得以電子方式為之。

選任或解任董事、變更章程、減資、申請停止公開發行、公司解散、合併、分割或中華民國公司法第一百八十五第一項各款之事項、解除董事為自己或他人從事與本公司競業之行為、以發行新股之方式分派股息及紅利之全部或一部、以發行新股或現金之方式分派資本公積、中華民國證券交易法第二十六條之一、

第四十三條之六、發行人募集與發行有價證券處理準則第五十六條之一及第六十條之二之事項，應在召集事由中列舉並說明其主要內容，不得以臨時動議提出。

股東會召集事由已載明全面改選董事、獨立董事，並載明就任日期，該次股東會改選完成後，同次會議不得再以臨時動議或其他方式變更其就任日期。

持有已發行股份總數百分之一以上股份之股東，得向本公司提出股東常會議案，以一項為限，提案超過一項者，均不列入議案。另股東所提議案有中華民國公司法第 172 條之 1 第 4 項各款情形之一，董事會應不列為議案。股東得提出為敦促公司增進公共利益或善盡社會責任之建議性提案，程序上應依中華民國公司法第 172 條之 1 之相關規定以 1 項為限，提案超過 1 項者，均不列入議案。

本公司應於股東常會召開前之停止股票過戶日前公告受理股東之提案、書面或電子受理方式、受理處所及受理期間；其受理期間不得少於十日。

股東所提議案以三百字（中文）為限，超過三百字者，不予列入議案；提案股東應親自或委託他人出席股東常會，並參與該項議案討論。

本公司應於股東會召集通知日前，將處理結果通知提案股東，並將合於本條規定之議案列於開會通知。對於未列入議案之股東提案，董事會應於股東會說明未列入之理由。

Article 3

A Members' Meeting shall be convened by the board of directors of the Company ("**Board**") unless otherwise provided by applicable laws or regulations.

The Company shall prepare electronic files of the meeting notice, proxy form, explanatory materials relating to proposals for ratification, matters for discussion, election or discharge of the directors of the Company, and other matters on the meeting agenda, and upload them to the Market Observation Post System 30 days before an annual Members' Meeting or 15 days before an extraordinary Members' Meeting. The Company shall prepare an electronic file of the Members' Meeting handbook and the supplemental materials, and upload it to the Market Observation Post System 21 days before an annual Members' Meeting or 15 days before an extraordinary Members' Meeting. The Company shall prepare the meeting handbook and supplemental materials and make them available for the members to obtain and review at any time, and the handbook and supplemental materials shall be displayed at the Company and its stock affairs agent 15 days before the Company is to convene a Members' Meeting. The handbook and supplemental materials shall be distributed on-site at the Members' Meeting.

The notice and announcement shall set forth the reasons for the meeting. The notice may be given by electronic transmission with the consent of the recipient thereof.

The following matters should be stated in the notice of the meeting with a summary of the material content to be discussed, and may not be proposed as an extemporaneous motion: election or discharge of directors, amendments to the M&A, reduction of capital, application for the approval of ceasing its status as a public company, dissolution, merger or spin-off of the Company, any matters provided under Paragraph 1, Article 185 of the Company Act of the ROC, ratification of an action by Director(s) who engage(s) in business for himself or on behalf of another person that competes with the Company's business, payment of dividends in whole or in

part by way of issuance of new shares, distribution of new shares or cash from the capital reserve, or any matters provided under Article 26-1 and Article 43-6 of the Securities and Exchange Act of the ROC, or Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers.

If election of all directors and independent directors along with appointment date have been stated in the notice, after the election is completed, neither an extemporary motion nor any method can be proposed to alter the appointment date at the same meeting.

Member(s) holding one percent or more of the number of the total issued shares may submit to the Company a proposal for discussion at an annual Members' Meeting, provided that only one proposal shall be allowed. If more than one proposal is submitted, none of the proposals shall be included in the agenda. Further, if the proposal submitted by member(s) contains any of the circumstances provided under Paragraph 4, Article 172-1 of the Company Act of the ROC, the Board shall refuse to include such proposal in the agenda of the Members' Meeting. Member(s) may submit a proposal for urging the Company to promote public interests or fulfill its social responsibilities, provided that only one proposal shall be allowed in accordance with Article 172-1 of the Company Act of the ROC. If more than one proposal is submitted, none of the proposals shall be included in the agenda.

Prior to the date on which share transfer registration is suspended before the convention of an annual Members' Meeting, the Company shall give a public notice announcing acceptance of proposal in writing or by way of electronic transmission, the place and the period for members to submit proposals to be discussed at the annual Members' Meeting; and the period for the Company to accept the submitted proposals shall not be less than 10 days.

The number of words of a proposal to be submitted by a member shall be no more than 300 Chinese words, and any proposal containing more than 300 words shall be excluded from the agenda of the Members' Meeting. The member who has submitted a proposal shall attend, in person or by proxy, the annual Members' Meeting where his proposal is to be discussed and shall participate in the discussion of such proposal.

The Company shall, prior to giving the notice of a Members' Meeting, inform, by a notice, all the members submitting the proposals of the proposal handling results, and shall list in the Members' Meeting notice the proposals meeting the requirements set out in this article. With regard to the proposals submitted by members but not included in the agenda of the meeting, the explanation for exclusion of such proposals shall be made by the Board at the Members' Meeting to be convened.

第四條

股東得於每次股東會，出具本公司印發之委託書，載明授權範圍，委託代理人，出席股東會。

一股東以出具一委託書，並以委託一人為限，應於股東會開會五日前送達本公司，委託書有重複時，以最先送達者為準。但聲明撤銷前委託者，不在此限。

委託書送達本公司後，股東欲親自出席股東會者，至遲應於股東會開會前二日，以書面向本公司為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。

Article 4

A member may appoint a proxy to attend a Members' Meeting on his behalf by executing a proxy instrument prepared by the Company stating therein the scope of proxy authorization.

A member may only execute one proxy instrument and appoint one proxy only, and shall serve such written proxy to the Company no later than 5 days prior to the meeting date. In cases where the Company receives multiple proxy instruments from one member, the first one arriving at the Company shall prevail unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.

After the service of the proxy instrument on the Company, if the member issuing the said proxy instrument intends to attend the Members' Meeting in person, a revocation notice shall be served on the Company in writing at least two days prior to the date of the Members' Meeting; otherwise, the voting power exercised by the proxy at the meeting shall remain valid.

第五條

本公司股東會應於董事會指定之時間及地點召開。除開曼公司法另有規定外，股東會應於中華民國境內召開。如董事會決議在中華民國境外召開年度股東會，本公司應於董事會決議後二日內申報櫃買中心核准。於中華民國境外召開年度股東會時，本公司應委任一中華民國境內之專業股務代理機構，受理該等股東會行政事務（包括但不限於受理股東委託投票事宜）。會議開始時間不得早於上午九時或晚於下午三時，召開之地點及時間，應充分考量獨立董事之意見。

Article 5

Members' Meetings shall be held at that such time and place as the Board shall appoint. Unless otherwise provided by the Companies Law of the Cayman Islands, the general meeting shall be held in the ROC. If the Board resolves to hold the general meeting outside the ROC, the Company shall apply for the approval of the Taipei Exchange within two (2) days after the Board adopts such resolution. Where the general meeting is to be held outside the ROC, the Company shall engage a professional stock affairs agent in the ROC to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members). The meetings should not start earlier than 9AM or later than 3PM. The determination of the meeting place and meeting time shall fully consider the opinions of the independent directors of the Company.

第六條

本公司應設簽名簿供出席股東本人或股東所委託之代理人(以下稱股東)簽到，或由出席股東繳交簽到卡以代簽到。

本公司應將議事手冊、年報、出席證、發言條、表決票及其它會議資料，交付予出席股東會之股東；有選舉董事者，應另附選舉票。

股東應憑出席證、出席簽到卡或其它出席證件出席股東會；屬徵求委託書之徵求人並應攜帶身分證明文件，以備核對。

政府或法人為股東時，出席股東會之代表人不限於一人。法人受託出席股東會時，僅得指派一人代表出席。

Article 6

The Company shall prepare an attendance book for members, whether attending in person or by proxy, to sign in. An attending member may also hand in a signing card in lieu of signing on the attendance book.

The Company shall prepare and make available to each attending member the handbooks, annual reports, attendance cards, speech note, ballots and other relevant meeting materials. If director(s) are to be elected at the Members' Meeting, the ballots for election of director(s) shall also be made available to the attending member.

A member shall attend a Members' Meeting by showing the attendance card, attendance signing card or other attendance certificates. A solicitor of solicited proxies shall bring identification documents for verification when attending the Members' Meeting

If the member is a government agency or a juristic person, more than one representative may attend the Members' Meeting. However, if a juristic person is authorized to attend the Members' Meeting on behalf of another member, only one representative of such juristic person may attend the meeting.

第七條

股東會如由董事會召集者，其主席由董事長擔任之，董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定常務董事一人代理之；其未設常務董事者，指定董事一人代理之，董事長未指定代理人者，由常務董事或董事互推一人代理之。

董事會所召集之股東會，宜有董事會過半數之董事參與出席。

股東會如由董事會以外之其它召集權人召集者，主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。

本公司得指派所委任之律師、會計師或相關人員列席股東會。

Article 7

If a Members' Meeting is convened by the Board, such meeting shall be chaired by the chairman of the directors of the Company ("**Chairman**"). In case where the Chairman is on leave or unable to exercise the powers of the Chairman for any reason, the vice chairman of the Board ("**Vice Chairman**") shall do so in place of the Chairman. If there is no Vice Chairman or the Vice Chairman also is on leave or unable to act for any reason, the Chairman shall appoint a managing Director to act on his behalf. If there is no managing Director, the Chairman shall appoint a Director to act on his behalf. If the Chairman does not make such appointment, the managing Directors or Directors shall elect from among themselves one person to act on the behalf of the Chairman.

In case a Members' Meeting is convened by the Board, there should better have more than half of directors attend such meeting.

Where a Members' Meeting is convened by any person entitled to call the meeting other than the Board, such meeting shall be chaired by the person so entitled or, if there are two or more persons so entitled to call the meeting, they shall choose one person from among themselves to chair the meeting.

The Company may invite attorneys, certified public accountants or relevant persons

to attend the meetings.

第八條

本公司應將股東會之開會過程全程錄音或錄影，並至少保存一年。但經股東依本公司章程提起訴訟者，應保存至訴訟終結為止。

Article 8

The Company shall make audio or video recording of the entire process of Members' Meetings, and preserve the recordings for at least one year, provided that if any shareholder files a litigation in accordance with the M&A, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded.

第九條

股東會之出席，應以股份為計算基準。出席股數依簽名簿或繳交之簽到卡，加計以書面或電子方式行使表決權之股數計算之。

已屆開會時間，主席應即宣佈開會，並同時公布無表決權數及出席股份數等相關資訊。惟未有代表已發行股份總數過半數之股東出席時，主席得宣佈延後開會，其延後次數以二次為限，延後時間合計不得超過一小時。前項延後二次仍不足有代表已發行股份總數過半數以上股東出席時，由主席宣布流會。

Article 9

The attendance of a Members' Meeting shall be calculated on a share basis. The number of shares present at the meeting shall equal the aggregate number of shares held by the members having signed in the attendance book or having submitted their signing cards, plus shares that members have exercised their voting rights by way of written ballot or electronic transmission.

At the scheduled time for a Members' Meeting, the chairperson shall announce the commencement of the meeting and report the number of non-voting shares and shares represented by the members present at the meeting, etc. If the number of shares represented by the members present at the meeting fails to exceed half of the total issued and outstanding shares of the Company, the chairperson may announce the postponement of meeting. The postponements shall be limited to two times and the time for such postponements shall not be more than one hour in total. If, after two such postponements, the number of shares represented by the members present at the meeting still fails to exceed half of the issued and outstanding shares of the Company, the chairperson shall announce to abandon the meeting.

第十條

股東會如由董事會召集者，其議程由董事會訂定之，相關議案（包括臨時動議及原議案修正）均應採逐案票決，會議應依排定之議程進行，非經股東會決議不得變更之。

股東會如由董事會以外之其它有召集權人召集者，準用前項之規定。

前二項排定之議程於議事(含臨時動議)未終結前，非經決議，主席不得逕行宣佈散會；主席違反議事規則，宣佈散會者，董事會其他成員應迅速協助出席股東依法定程序，以出席股東表決權過半數之同意推選一人擔任主席，繼續開會。

主席對於議案及股東所提之修正案或臨時動議，應給予充分說明及討論之機會，

認為已達可付表決之程度時，得宣佈停止討論，提付表決，並安排適足之投票時間。

Article 10

Where a Members' Meeting is called by the Board, the agenda of such meeting shall be prepared by the Board, related proposals (including extemporary motions and motion amendments) shall be resolved on an one-by-one basis, and such meeting shall proceed in accordance with the agenda. No modification to the agenda shall be made unless otherwise resolved at such Members' Meeting.

The preceding paragraph shall apply mutatis mutandis to cases where a Members' Meeting is convened by any person entitled to call the meeting other than the Board.

Before the procedure set forth in the agenda prepared pursuant to the preceding two paragraphs (including the extemporary motions) has completely ended, the chairperson may not adjourn the meeting unless otherwise resolved at such meeting. In the event that the chairperson adjourns the meeting in violation of these Rules, other members of the Board shall promptly assist the members, by a majority of votes represented by the attending members, to designate one person as chairperson to continue the meeting.

The chairperson shall allow each of the proposals, and amendments or extemporary motions proposed by the members the opportunity to be fully explained and discussed, and when the chairperson is of the opinion that a proposal has been sufficiently discussed to be put to vote, the chairperson may announce the cease of discussion and bring the proposal to vote by arranging an appropriate voting period.

第十一條

出席股東發言前，須先填具發言條載明發言要旨、股東戶號(或出席證編號)及戶名，由主席定其發言順序。

出席股東僅提發言條而未發言者，視為未發言。發言內容與發言條記載不符者，以發言內容為準。

同一議案每一股東發言，非經主席之同意不得超過兩次，每次不得超過五分鐘，惟股東發言違反規定或超出議題範圍者，主席得制止其發言。

出席股東發言時，其他股東除經徵得主席及發言股東同意外，不得發言干擾，違反者主席應予制止。

法人股東指派二人以上之代表出席股東會時，同一議案僅得推由一人發言。

出席股東發言後，主席得親自或指定相關人員答覆。

Article 11

When a member present at the Members' Meeting wishes to speak, a speech note should be filled out with summary of the speech, the member account number (or the number of attendance card) and the name of the member. The sequence of speeches by members should be decided by the chairperson.

If any member present at the Members' Meeting submits a speech note but does not speak, no speech should be deemed to have been made by such member. In case the contents of the speech of a member are inconsistent with the contents of the speech note, the contents of the actual speech shall prevail.

Unless otherwise permitted by the chairperson, each member shall not speak more than two times (each time not exceeding 5 minutes) for each proposal. In case the speech of any member violates these Rules or exceeds the scope of the proposal for current discussion, the chairperson may stop the member from continuing delivering the speech.

When an attending member delivers the speech, unless otherwise permitted by the chairperson and the member who is making the speech, no member shall interrupt the speech. If any member violates this provision, the chairperson shall intervene to stop such interruption.

If a juristic member designates two or more representatives to attend the Members' Meeting, only one representative can speak for each proposal.

After the speech of a member, the chairperson may respond by himself or appoint an appropriate person to respond.

第十二條

股東會之表決，應以股份為計算基準。

股東會之決議，對無表決權股東之股份數，不算入已發行股份之總數。

股東對於會議之事項，有自身利害關係致有害於本公司利益之虞時，不得加入表決，並不得代理其他股東行使其表決權。

前項不得行使表決權之股份數，不算入已出席股東之表決權數。

除信託事業或經證券主管機關核准之股務代理機構外，一人同時受二人以上股東委託時，其代理之表決權不得超過已發行股份總數表決權之百分之三，超過時其超過之表決權，不予計算。

Article 12

The voting of a Members' Meeting shall be calculated on a share basis.

Non-voting shares shall not be included when calculating the total issued and outstanding shares of the Company in respect to a resolution at the Members' Meeting.

A member who has a personal interest in any matters discussed at the Members' Meeting, which may be in conflict with and impair the interests of the Company, shall not vote nor exercise the voting right on behalf of another member.

Non-voting shares under preceding paragraph shall not be counted in determining the number of votes represented by the members present at the said meeting.

Except for trust enterprises or stock affairs agencies approved by the competent authority of securities, when a person who acts as the proxy for two or more members, the number of votes represented by him/her shall not exceed 3% of the total number of the total issued and outstanding voting shares of the Company; the portion of excessive votes shall not be counted.

第十三條

股東每股有一表決權；但受限制或於中華民國公司法第一百七十九條第二項所列無表決權者，不在此限。

本公司召開股東會時，應採行以電子方式並得採行以書面方式行使其表決權；

其以書面或電子方式行使表決權時，其行使方法應載明於股東會召集通知。以書面或電子方式行使表決權之股東，視為親自出席股東會。但就該次股東會之臨時動議及原議案之修正，視為棄權。

前項以書面或電子方式行使表決權者，其意思表示應於股東會開會二日前送達公司，意思表示有重複時，以最先送達者為準。但聲明撤銷前意思表示者，不在此限。

股東以書面或電子方式行使表決權後，如欲親自出席股東會者，至遲應於股東會開會前二日以與行使表決權相同之方式撤銷前項行使表決權之意思表示；逾期撤銷者，以書面或電子方式行使之表決權為準。如以書面或電子方式行使表決權並以委託書委託代理人出席股東會者，以委託代理人出席行使之表決權為準。

議案之表決，除中華民國公司法及本公司章程另有規定外，以出席股東表決權過半數之同意通過之。表決時，應逐案由主席或其指定人員宣佈出席股東之表決權總數後，由股東逐案進行投票表決。

同一議案有修正案或替代案時，由主席併同原案定其表決之順序。如其中一案已獲通過時，其他議案即視為否決，勿庸再行表決。

議案表決之監票及計票人員，由主席指定之，但監票人員應具有股東身分。

計票應於股東會場內公開為之，表決之結果，應當場報告，並作成紀錄。

Article 13

Each member shall have one vote for each share he holds except those restricted or prohibited from exercising voting rights pursuant to Paragraph 2, Article 179 of the Company Act of the ROC.

At a Members' Meeting convened by the Company, a member shall have the right to exercise his voting right by way of electronic transmission or may by a written ballot. The method for exercising the voting right shall be described in the meeting notice to be given to the member if such voting right may be exercised by way of a written ballot or electronic transmission. A member exercising his votes by way of a written ballot or electronic transmission shall be deemed to attend the general meeting, but shall be deemed to have waived his votes in respect of any extemporaneous motions and the amendments to the original motions at such meeting.

A member who intends to vote by way of a written ballot or electronic transmission pursuant to the preceding paragraph, shall serve his declaration of such intention on the Company no later than two days prior to the scheduled meeting date of the Members' Meeting. If two or more declarations are served on the Company, the first declaration shall prevail unless an explicit statement to revoke the previous declaration is made in the declaration which comes later.

In the event any member who has exercised his votes by way of a written ballot or electronic transmission intends to attend the Members' Meeting in person, he shall, at least two days prior to the scheduled meeting date, serve a separate declaration of intention to revoke his previous declaration of intention in the same manner previously used in exercising his voting power. In the absence of a timely revocation of the previous voting decision, the votes exercised by way of a written ballot or electronic transmission shall prevail. In case a member has exercised his votes by

way of a written ballot or electronic transmission and has also authorized a proxy to attend the Members' Meeting on his behalf, the votes exercised by the proxy for the member shall prevail.

Except otherwise specified in the Company Act of ROC or in the M&A, a resolution shall be passed by a majority of the votes represented by the members present at the Members' Meeting. When voting on each proposal, the chairperson or any person designated thereby shall announce the number of votes represented by the members present at the Members' Meeting and then the members shall vote on each proposal.

If there is an amendment to or a substitute for a proposal for resolution, the chairperson shall arrange the sequence for resolution along with the original proposals. If any one of them has been adopted, the remaining proposals shall be deemed rejected and no further resolution is needed.

The persons supervising the casting of votes and the counting thereof for resolutions shall be designated by the chairperson, provided that a person supervising the casting of votes shall be a member.

The counting of votes shall be conducted in public at the meeting place. The result of the resolution shall be reported on the spot and written into records.

第十四條

股東會有選舉董事時，應依本公司所訂相關選任規範辦理，並應當場宣佈選舉結果，包含當選董事名單與其當選權數及落選董事名單及其獲得之選舉權數。

前項選舉事項之選舉票，應由監票員密封簽字後，妥善保管，並至少保存一年。但經股東依本公司章程提起訴訟者，應保存至訴訟終結為止。

Article 14

Where any director is to be elected at the Members' Meeting, the election shall be conducted in accordance with the relevant rules of election set forth by the Company and the results thereof, including the elected and unelected directors and the acquired number of votes of each candidate, shall be announced on the spot.

The ballots in respect of the election provided in the preceding paragraph shall be sealed and signed by the person supervising the casting of votes, and be properly preserved for at least one year provided that if any member files a litigation in accordance with the M&A, the relevant ballots shall continue to be preserved until the litigation is concluded.

第十五條

股東會之議決事項，應作成議事錄，由主席簽名，並於會後二十日內，將議事錄分發各股東。議事錄之製作及分發，得以電子方式為之。

前項議事錄之分發，依中華民國公司法規定辦理。

議事錄應確實依會議之年、月、日、場所、主席姓名、決議方法、議事經過之要領及表決結果（包含統計之權數）記載之，有選舉董事、獨立董事時，應揭露每位候選人之得票權數。在本公司存續期間，應永久保存。

Article 15

Discussions and resolution at every Members' Meeting shall be recorded in the meeting minutes and the minutes shall bear the signature of the chairperson. A copy

of the minutes shall be distributed to each member within 20 days after the meeting. The production and distribution of the meeting minutes may be done by way of electronic transmission.

The distribution of the meeting minutes as provided in the preceding paragraph shall be conducted in accordance with the Company Act of ROC.

The minutes of a Members' Meeting shall accurately record the date and the place of such meeting, name of the chairperson, the resolution method, summary of the discussion and the voting results (including the numbers of calculated votes). Further, the Company shall disclose numbers of votes received by each candidate in the election of directors and/or independent directors. The minutes shall be kept persistently throughout the duration of existence of the Company.

第十六條

徵求人徵得之股數及受託代理人代理之股數，本公司應於股東會開會當日，依規定格式編造之統計表，於股東會場內為明確之揭示。

股東會決議事項，如有屬法令規定、臺灣證券交易所股份有限公司(財團法人中華民國證券櫃檯買賣中心)規定之重大訊息者，本公司應於規定時間內，將內容傳輸至公開資訊觀測站。

Article 16

The Company shall explicitly disclose on the meeting date in the meeting place the numbers of shares which a proxy solicitor and an agent represents in the form and manner required by the applicable rules.

If the matters resolved by a Members' Meeting are categorized as "Material Information" pursuant to the applicable laws, regulations or the rules of the Taiwan Stock Exchange Corporation or Taipei Exchange, the Company shall upload the contents of such resolution to the Market Observation Post System within the prescribed time.

第十七條

辦理股東會之會務人員應佩帶識別證或臂章。

主席得指揮糾察員或保全人員協助維持會場秩序。糾察員或保全人員在場協助維持秩序時，應佩戴「糾察員」字樣臂章或識別證。

會場備有擴音設備者，股東非以本公司配置之設備發言時，主席得制止之。

股東違反議事規則不服從主席糾正，妨礙會議之進行經制止不從者，得由主席指揮糾察員或保全人員請其離開會場。

Article 17

The staff in charge of the administrative affairs at the Members' Meeting shall wear an identification card or a badge.

The chairperson may direct disciplinary personnel or security personnel to maintain the order of the meeting place. Such disciplinary personnel or security personnel shall wear a badge marked "Disciplinary Staff" or an identification card.

If public address equipment is available at the meeting place, the chairperson may stop a member's speech when such speech is not given using the said equipment

provided by the Company.

In case where a member violates any of these Rules, ignores the chairperson's correction and interrupts the procedure of the meeting without obeying the order to stop, the chairperson may instruct the disciplinary personnel or the security personnel to expel such member from the meeting place.

第十八條

會議進行時，主席得酌定時間宣佈休息，發生不可抗拒之情事時，主席得裁定暫時停止會議，並視情況宣佈續行開會之時間。

股東會排定之議程於議事(含臨時動議)未終結前，開會之場地屆時未能繼續使用，得由股東會決議另覓場地繼續開會。

股東會得依中華民國公司法第一百八十二條之規定，決議在五日以內延期或續行集會。

Article 18

During the Members' Meeting, the chairperson may announce a break for a period of time in his sole discretion. In any event of force majeure, the chairperson may decide to temporarily suspend the meeting and announce, depending on the situation, when the meeting will resume.

If the meeting place becomes unavailable for use before the procedure set forth in the agenda (including the extemporary motions) has completely ended, it may be resolved by the attending members to continue the meeting at another place.

A Members' Meeting may resolve to postpone the meeting for no more than, or to reconvene the meeting within, 5 days pursuant to Article 182 of the Company Act of the ROC.

第十九條

本規則經股東會通過後自本公司股票於中華民國興櫃市場開始交易之日起施行，修正時於經股東會通過即時生效。

第一次修訂於西元 2012 年 6 月 28 日。

第二次修訂於西元 2014 年 6 月 5 日。

第三次修訂於西元 2014 年 8 月 4 日。

第四次修訂於西元 2019 年 6 月 5 日。

第五次修訂於西元 2020 年 6 月 5 日。

第六次修訂於西元 2021 年 7 月 2 日。

Article 19

These Rules shall be approved by Members' Meeting and be effective conditional and immediately upon the commencement of the listing and trading of the Company's shares on the Taiwan Emerging Stock Market. Any revision thereof shall take effect upon resolution by the Members' Meeting.

The First Amendment was made on June 28, 2012.

The Second Amendment was made on June 5, 2014.

The Third Amendment was made on August 4, 2014.

The Fourth Amendment was made on June 5, 2019.

The Fifth Amendment was made on June 5, 2020.

The Sixth Amendment was made on July 2, 2021.

二、董事選舉辦法 Rules for Election of Directors

Rules for Election of Directors (the “Rules”) of GCS Holdings, Inc. (The “Company”)

英屬蓋曼群島商環宇通訊半導體控股股份有限公司董事選舉辦法

第一條

為公平、公正、公開選任董事、獨立董事，爰依「上市上櫃公司治理實務守則」第二十一條及第四十一條規定訂定本程序。

Article 1

In order to elect the directors and independent directors of the Company via a fair, impartial, and open procedure, the Company has adopted the Rules for compliance with Articles 21 and 41 of the Corporate Governance Best-Practice Principles for TWSE/ TPEX Listed Companies (the “Corporate Governance Best-Practice Principles”).

第二條

本公司董事及獨立董事之選任，除法令或章程另有規定者外，應依本程序辦理。

Article 2

Unless otherwise prescribed by the Company Act of Taiwan or the memorandum and articles of association of the Company (“M&A”), the Rules shall govern the election of the Company’s directors and independent directors.

第三條

本公司董事之選任，應考慮董事會之整體配置。董事會成員應普遍具備執行職務所必須之知識、技能及素養，其整體應具備之能力如下：

- 一、 營運判斷能力。
- 二、 會計及財務分析能力。
- 三、 經營管理能力。
- 四、 危機處理能力。
- 五、 產業知識。
- 六、 國際市場觀。
- 七、 領導能力。
- 八、 決策能力。

董事間應有超過半數之席次，不得具有配偶或二親等以內之親屬關係。

Article 3

The election of the directors of the Company (“Directors”) shall consider the institution and

requirements of the board of directors of the Company (“**Board**”). The members of the Board shall generally have the knowledge, skills and capacities necessary for the performance of their duties. The capacities that the members of the Board shall generally have are as follows:

- I. Ability for business judgment;
- II. Ability for accounting and financial analysis;
- III. Ability for operations management;
- IV. Ability for crisis management
- V. Industry knowledge;
- VI. Global market perspective;
- VII. Leadership
- VIII. Ability for decision making.

The number of Directors having a spousal relationship or family relationship within second degree of kinship with any other Directors shall be less than half of the total number of Directors.

第四條

本公司獨立董事之資格，應符合「公開發行公司獨立董事設置及應遵循事項辦法」第二條、第三條以及第四條之規定。

本公司獨立董事之選任，應符合「公開發行公司獨立董事設置及應遵循事項辦法」第五條、第六條、第七條、第八條以及第九條之規定，並應依據「上市上櫃公司治理實務守則」第二十四條規定辦理。

Article 4

The qualification of the independent directors of the Company (“**Independent Directors**”) shall satisfy the requirements stipulated in Articles 2, 3 and 4 of the Regulations Governing the Appointment of Independent Directors and Compliance Matters for Public Companies (the “**Regulations**”).

The election of Independent Directors shall satisfy the requirements stipulated in Articles 5, 6, 7, 8 and 9 of the Regulations and shall comply with Article 24 of the Corporate Governance Best-Practice Principles.

第五條

本公司董事及獨立董事之選舉，應依照公司法第一百九十二條之一所規定之候選人提名制度程序為之。

董事因故解任，致不足五人者，公司應於最近一次股東會補選之。但董事缺額達章程所定席次三分之一者，公司應自事實發生之日起六十日內，召開股東臨時會補選之。

獨立董事之人數不足法令規定時，應於最近一次股東會補選之；獨立董事均解任時，應自事實發生之日起六十日內，召開股東臨時會補選之。

Article 5

Election of Directors and Independent Directors shall comply with the candidate nomination mechanism specified in Article 192-1 of the Company Act of Taiwan.

If the number of Directors is less than 5 persons due to the vacancy of Director(s) for any

reason, the Company shall hold an election of Director(s) at the next following members' meeting. When the number of vacancies in the Board of the Company equals to one third of the total number of Directors, the Company shall call, within 60 days of the occurrence of such event, an extraordinary members' meeting to elect Directors.

If the number of Independent Directors is less than the numbers provided in the laws and regulations, the Independent Directors shall be elected at the next following members' meeting. When all of the Independent Directors are discharged, the Company shall call, within 60 days of the occurrence of such event, an extraordinary members' meeting to elect Independent Directors.

第六條

本公司董事及獨立董事之選舉採用單記名累積選舉法，每一股份有與應選出人數相同之選舉權，得集中選舉一人，或分配選舉數人。

Article 6

Directors and Independent Directors shall be elected by open and cumulative voting. In the election of Directors and/or Independent Directors, each share shall be entitled to the voting rights equivalent to the number of seats to be elected and such voting rights can be combined to vote for one person or divided to vote for several persons.

第七條

董事會應製備與應選出董事及獨立董事人數相同之選舉票，並加填其權數，分發出席股東會之股東，選舉人之記名，得以在選舉票上所印出席證號碼代之。

Article 7

The Board shall prepare the ballots the number of which shall be same as that of Directors and Independent Directors to be elected, and distribute the members attending the members' meeting the ballots which shall print the number of voting rights the respective member is entitled to. The name of a voter may be represented by his attendance card number as printed on his ballots.

第八條

本公司董事及獨立董事依公司章程所定之名額，分別計算獨立董事、非獨立董事之選舉權，由所得選舉票代表選舉權數較多者分別依次當選，如有二人以上得權數相同而超過規定名額時，由得權數相同者抽籤決定，未出席者由主席代為抽籤。

Article 8

In the election of Directors and Independent Directors, the number of Directors and Independent Directors to be elected shall be in compliance with the number of the seats of Directors and Independent Directors set forth in the M&A, and the number of Independent Directors and non-Independent Directors elected shall be calculated separately. Those candidates who acquire more votes should win the seats of Directors or Independent Directors. If two or more candidates acquire the same number of votes and the number of electees would exceed the specified seats available had all of such candidates won the seats, such candidates acquiring the same number of votes shall draw lots to decide who should win the seats available, and the chairperson of the members' meeting shall draw lots on behalf of the candidate who is not present.

第九條

選舉開始前，應由主席指定具有股東身分之監票員、計票員各若干人，執行各項有關職務。投票箱由董事會製備之，於投票前由監票員當眾開驗。

Article 9

At the beginning of the election, the chairperson of the members' meeting shall appoint several members for supervising the casting of votes (“**Supervising Personnel**”) and the counting thereof (“**Counting Personnel**”) to supervise the election and record the ballots. A ballot box used for voting shall be prepared by the Board and checked in public by the Supervising Personnel before voting.

第十條

(刪除)

Article 10

(Deleted)

第十一條

選舉票有左列情事之一者無效：

- 一、 不用有召集權人製備之選票者。
- 二、 以空白之選票投入投票箱者。
- 三、 字跡模糊無法辨認或經塗改者。
- 四、 所填被選舉人與董事候選人名單經核對不符者。
- 五、 除填分配選舉權數外，夾寫其他文字者。

Article 11

A ballot shall be deemed null and void under any of the following conditions:

- I. Using ballots not provided by the convener of the members' meeting;
- II. Placing blank ballots into the ballot box;
- III. The handwriting on the ballots is too illegible to be identified, or erased or altered;
- IV. The candidate filled in the ballot is incorrect after comparing with the list of director candidates.
- V. Ballots with other written characters or symbols in addition to the number of votes cast for the candidate;

第十二條

如股東會採電子方式行使表決權者，應依相關法令規定辦理。

Article 12

In the event that the voting power of a member at a members' meeting is exercised by way of electronic transmission, the procedures shall be taken in accordance with relating laws and regulations.

第十三條

投票完畢後當場開票，開票結果由主席當場宣佈董事及獨立董事當選名單與其當選權數，以及落選董事名單及其獲得之選舉權數。

Article 13

The ballots should be counted during the meeting right after the voting is finished and the chairperson of the members' meeting shall announce the Directors and Independent Directors elected and unelected along with the acquired number of votes of each candidate on the spot.

第十四條

當選之董事及獨立董事由本公司董事會發給當選通知書。

Article 14

The Board shall issue notifications of the election result to the Directors and Independent Directors elected.

第十五條

本程序由股東會通過後施行，修正時亦同。

第一次修訂於西元 2014 年 6 月 5 日。

第二次修訂於西元 2017 年 6 月 1 日。

第三次修訂於西元 2020 年 6 月 5 日。

第四次修訂於西元 2021 年 7 月 2 日。

Article 15

The Rules and any revisions thereof shall take effect upon approval by the members' meeting.

The First Amendment was made on June 5, 2014.

The Second Amendment was made on June 1, 2017.

The Third Amendment was made on June 5, 2020.

The Fourth Amendment was made on July 2, 2021.

三、 公司章程（第十一次修訂及重述公司章程） Eleventh Amended and Restated Articles of Association

第十一次修訂和重述公司章程
GCS HOLDINGS, INC.
(經 2021 年 7 月 2 日股東會特別決議通過)

註：本中譯本僅供參考之用，正確內容應以英文版為準

第十一次修訂及重述公司章程
GCS HOLDINGS, INC.
(經 2021 年 7 月 2 日股東會特別決議通過)

蓋曼公司法（如下定義）附件一表格 A 中之法令不適用於本公司。

釋 義

1. 定義

1.1 本章程中，下列文字和詞語於內容未有不符時，其意義如下：

“收購”	指中華民國企業併購法所定義之公司依適用法律取得他公司之股份、營業或財產，並以股份、現金或其他財產作為對價之行為。
“適用法律”	指公開發行公司規則、蓋曼公司法或其他適用於本公司之規則或法令。
“公開發行公司規則”	指相關主管機關隨時針對公開發行公司或任何在臺灣之證券交易所或證券市場上市或上櫃公司訂定之中華民國法律、規則和規章（包括但不限於公司法、證券交易法、企業併購法、金管會發布之法令規章，或櫃買中心發布之規章制度），而經相關主管機關要求應適用本公司者。
“核准證券交易所”	指蓋曼公司法附件四所列之證券交易所。
“章程”	指隨時變更之本章程。
“審計委員會”	指僅由本公司獨立董事組成為董事會轄下之審計委員會。
“董事會”	指依本章程指派或選舉之董事會，並依本章程於達法定出席人數之董事會會議行使權限。
“資本公積”	僅為本章程之目的，指於蓋曼公司法下，本公司股份發行溢價帳戶之餘額及受領贈與之所得。
“董事長”	指所有董事間選任擔任董事會主席之董事。
“公司”	指為其核准並確認本章程之公司。
“控制或從屬關係”	指公司（1）持有他公司有表決權之股份或出資額，超過他公司已發行有表決權之股份總數或資本總額半數，或（2）直接或間接控制他公司之人事、財務或業務經營之情形。若（1）公司與他公司之執行業務股東或董事有半數以上相同，或（2）公司與他公司之已發行有表決權之股份總數或資本總額有

半數以上為相同之股東持有或出資，則推定為有控制或從屬關係。再者，於二公司間相互投資各達對方有表決權之股份總數或資本總額三分之一以上之情形，若各持有對方已發行有表決權之股份總數或資本總額超過半數者，或互可直接或間接控制對方之人事、財務或業務經營者，則視為雙方互有控制與從屬關係。

- “**累積投票制**” 指本章程第 34.2 條所規定之選舉董事之投票機制。
- “**董事**” 指本公司當時之董事，除另有特別規定外，包括任一獨立董事。
- “**電子交易法**” 指蓋曼群島之《電子交易法》(2003 年修訂)。
- “**二親等以內之親屬關係**” 就任一人而言，指另一人因血緣或婚姻之緣故而與該人有親屬關係，且係屬二親等以內之關係，應包括該人之父母、兄弟姊妹、祖父母、子女、孫子女、及該人之配偶的父母、兄弟姊妹及祖父母。
- “**金管會**” 指中華民國金融監督管理委員會。
- “**獨立董事**” 指為公開發行公司規則目的選出作為獨立董事之董事。
- “**蓋曼公司法**” 指蓋曼群島之公司法及所有對現行公司法之修正、重新制定或修訂。
- “**公開資訊觀測站**” 指臺灣證券交易所維護之公開發行公司申報系統，網址為 <http://mops.twse.com.tw/>。
- “**股東**” 指股東名冊登記持有本公司股份之人，若為二人以上登記為股份的共同持有人，指股東名冊中登記為第一位之共同持有人或全部共同持有人，依其情形適用之。
- “**章程大綱**” 指隨時得變更之本公司章程大綱。
- “**合併**” 指如下行為：
- (a)(1) 指參與之公司全部消滅，由新成立之公司概括承受消滅公司之全部權利義務；或(2) 參與之其中一公司存續，由存續公司概括承受消滅公司之全部權利義務，並以存續或新設公司之股份、或其他公司之股份、現金或其他財產作為對價之行為；或
- (b) 於蓋曼公司法及適用法律之意義內，歸屬於「合併及/或收購」之併購態樣。

“月”	指日曆月。
“通知”	除另有指明外，指本章程所指之書面通知。
“經理人”	指任何經董事會指派擔任本公司職務之人。
“普通決議”	指由有表決權股東親自或經由代理人（如允許委託）在本公司股東會（或如特別指明，持有特定股別股東之會議）以表決權之簡單多數決通過的決議。
“繳清”	指實際繳清或列帳為實際繳清。
“特別股”	指具本章程第 3 條之意義之股份。
“私募”	係指股份於櫃買中心上櫃後，由公司或公司授權之人，收到中華民國境內符合公開發行公司規則及中華民國證券主管機關所定條件之特定投資人認購股份、選擇權、認股權憑證、表彰證券認購權（包括股份）之債權證券或股權證券、或公司之其他證券或向該等人士銷售股份、選擇權、認股權憑證、表彰證券認購權（包括股份）之債權證券或股權證券、或公司之其他證券，但不包含本章程第 2.5 條、第 2.8 條及第 2.10 條規定之任何員工激勵計畫或認股協議、認股權憑證、選擇權或股份發行。
“董事及經理人名冊”	指本章程所指董事及經理人名冊。
“股東名冊”	指本章程所指之股東名冊。
“註冊處所”	指本公司目前註冊處所。
“限制型股票”	定義於本章程第 2.5 條。
“中華民國”	指臺灣，中華民國。
“印章”	指本公司通用圖章或正式或複製之印章。
“秘書”	指經指派執行所有本公司秘書職務之人，包括任何代理或助理秘書，及任何經董事會指派執行秘書職務之人。
“股份”	指於本公司資本中，每股面額為新臺幣 10 元之股份，包括畸零股。
“股份轉換”	指中華民國企業併購法所定義之公司讓與全部已發行股份予他公司，而由他公司以股份、現金或其他財產支付公司股東作為對價之行為。

“特別決議”	指在達到法定出席人數之股東會中，由有表決權股東親自出席、合法授權代表人出席（法人股東）或經由代理人（如允許委託）在本公司股東會（或如特別指明，持有特定股別股東之會議）以表決權三分之二或以上同意通過之決議（載明（在不損及已包含於本章程中得修正之權力）該決議擬經特別決議通過）。
“分割”	指中華民國企業併購法所定義之公司將其得獨立營運之一部或全部之營業讓與既存或新設之他公司，而由既存公司或新設公司以股份、現金或其他財產支付予該公司或其股東作為對價之行為。
“從屬公司”	就任一公司而言，指（1）其已發行有表決權之股份總數或全部資本總額之半數（含）以上被該公司直接或間接持有之公司；或（2）該公司對其人事、財務或業務經營有直接或間接控制權之公司。
“重度決議”	指由代表公司已發行股份總數三分之二（含）以上之股東出席之股東會，並經該等出席股東表決權過半數同意通過之決議；或如出席股東會之股東代表股份總數未達公司已發行股份總數之三分之二，但超過公司已發行股份總數之半數時，由出席股東表決權三分之二（含）以上之同意通過之決議。
“集保結算所”	指臺灣集中保管結算所股份有限公司。
“櫃買中心”	指財團法人中華民國證券櫃檯買賣中心。
“庫藏股”	指本公司發行但經本公司購買、贖回或經取得或放棄予本公司，而由本公司持有且未註銷之股份。
“新臺幣”	指中華民國之法定貨幣單位。
“證券交易所”	指臺灣證券交易所股份有限公司。
“年”	指日曆年。

1.2 本章程中，於內容未有不符時：

- (a) 複數詞語包括單數含義，反之亦然；
- (b) 陽性詞語包括陰性及中性含義；
- (c) 人包括公司、組織或個人團體，不論是否為公司；
- (d) 文字 (i) “得”應被解釋為“可以”；及 (ii) “應”應被解釋為“必須”。
- (e) “書面”和“以書面形式”包括所有以可視形式呈現的重述或複製之文字模式，包括傳真、列印、印刷及電子郵件；

- (f) 所提及任何法律或規章之規定應包括該規定之增補或重新制定；
- (g) 除另有規定，蓋曼公司法定義之文字或詞語於本章程應有相同解釋；且
- (h) 除本章程明定者外，電子交易法第八條所規定的各項義務及要求均不適用。

1.3 本章程之標題僅為方便之用，不應用以或據以解釋本章程。

股份

2. 發行股份的權力

- 2.1 除適用法律，本章程或股東會另有決議外，於未損及任何現有股份或股別持有人之已賦予的特別權利下，董事會有權依其決定之條件發行任何本公司尚未發行之股份，且得依股東決議發行任何就股息、表決權、資本返還或其他具有優先權、遞延權或其他權利或限制之股份或股別（包括發行或授予選擇權、認股權憑證和得為棄權和其他與股份有關之權利），惟除依蓋曼公司法規定外，不得折價發行股票。
- 2.2 除本章程另有規定外，本公司發行新股應經董事會三分之二以上董事出席及出席董事超過二分之一之同意，並限於本公司之授權資本內為之。
- 2.3 本公司於中華民國境內辦理現金增資發行新股時，除經金管會或櫃買中心認為本公司無須或不適宜對外公開發行外，本公司應提撥擬發行之新股總數的百分之十，在中華民國境內對外公開發行。縱有前述規定，若本公司股東會另有較高比率之決議者，從其決議。本公司亦得保留發行新股總數的百分之十到十五供本公司及從屬公司之員工認購。
- 2.4 除經股東會以普通決議另為決議或適用法律另有規定外，本公司辦理現金增資發行新股時，本公司應公告及通知原有股東，其有權行使新股優先認購權，而按照原有股份比例認購辦理現金增資發行（於依本章程第 2.3 條提撥公開發行及員工認購部分後）之所剩新股。如本公司在前開公告中所聲明之股款繳納期限為 (i) 一個月以上，倘任何股東逾期不繳納股款，即喪失認購該等新股的新股優先認購權；或(ii) 未滿一個月，若任何股東未於所定期限內繳納股款，本公司應依適用法律定一個月以上之催繳期限，該股東逾期不繳納股款則視為喪失其認購該等新股的新股優先認購權。如股東依其所持有股份數不足該股東行使新股優先認購權以認購一新股者，得依公開發行公司規則之規定，由數股東持有之股份合併計算以合併共同認購新股或以單一股東名義認購新股。如原有股東未於所定期限內認足所有擬發行之新股時，本公司得依公開發行公司規則辦理將未認購之新股併同公開發行或洽特定人認購該等未經認購之新股。
- 2.5 於不違反適用法律之前提下，公司應經股東會重度決議發行附有限制權利之新股（以下稱「限制型股票」）予公司及從屬公司之員工，惟於發行該等股份時，不適用本章程第 2.3 條之規定。公司股份於櫃買中心上櫃期間，限制型股票之發行條件，包括但不限於限制型股票之發行數量、發行價格及其他相關事項，應符合公開發行公司規則之規定。
- 2.6 本章程第 2.4 條規定之股東新股優先認購權於公司因以下原因或基於以下目的發

行新股時，不適用之：

- (a) 與他公司合併、分割，或本公司組織重組時；
- (b) 本公司為履行認股權憑證及/或選擇權下之義務時，包括本章程第 2.8 條及第 2.10 條所規定者；
- (c) 公司依本章程第 2.5 條規定發行限制型股票；
- (d) 本公司為履行可轉換公司債或附認股權公司債下之義務時；
- (e) 本公司為履行附認股權特別股下之義務時；或
- (f) 進行私募時。

2.7 公司不得發行任何未繳納股款或繳納部分股款之股份。

2.8 縱有本章程第 2.5 條之規定，公司得經三分之二以上董事出席及出席董事過半數之同意，訂定一個或以上之獎勵措施並得發行股份或選擇權、認股權憑證或其他類似之工具予本公司及從屬公司之員工。

2.9 依本章程第 2.8 條發行之選擇權、認股權憑證或其他類似之工具不得轉讓，但因繼承者不在此限。

2.10 本公司得就本章程第 2.8 條決議之員工獎勵計畫，與其員工及從屬公司之員工簽訂契約，約定於一定期間內，員工得認購特定數量之本公司股份。此等契約之條款對相關員工之限制不得低於其所適用之獎勵措施所載條件。

2.11 股份不得以無記名形式發行。

3. 特別股

3.1 雖本章程另有規定，本公司得以特別決議發行具有優先或其他權利之任何類別股份（以下稱「特別股」），該等股份之權利及義務應明定於本章程中。

3.2 特別股之權利及義務應包含（但不限於）下列項目，且應符合公開發行公司規則之規定：

- (a) 特別股分派股息及紅利之順序、定額或定率；
- (b) 分派本公司剩餘財產之順序、定額或定率；
- (c) 特別股股東行使表決權之順序或限制（包括宣告無表決權）；
- (d) 本公司經授權或被強制贖回特別股之方式或不適用贖回權之聲明；及
- (e) 有關附隨於特別股之權利及義務之其他事項。

4. 贖回及購買股份

4.1 在不違反蓋曼公司法之情形下，授權本公司發行基於本公司或股東之選擇應予贖回或負有義務贖回的股份。

4.2 授權本公司得依蓋曼公司法規定自資本、其他帳戶或得經授權為此目的之資金中支付贖回股份之股款。

- 4.3 得贖回股份之贖回價格或其計算方式，應於股份發行時或之前由董事會訂之。
- 4.4 表彰得贖回股份之股票應載明該等股份係可贖回。
- 4.5 在不違反適用法律及本章程下，董事會應經三分之二以上董事出席及出席董事過半數之同意，代表本公司依董事會決定之條件及方式購買本公司股份（包括可贖回之股份），並依據適用法律規定作為庫藏股由公司持有。如公司擬購買其股份並立即銷除所購買之公司股份者，該買回需經股東會普通決議通過，且除蓋曼公司法或公開發行公司規則另有規定外，銷除所買回股份，應依股東於註銷股份當日所持股份比例減少之（四捨五入至董事決定之整數位）。
- 經公司股東會以普通決議通過之買回並註銷公司股份，得以現金或其他財產支付買回股款；惟以其他財產支付買回股款時，該財產之價值應：(a) 於董事會提交股東會決議前，送交中華民國會計師查核簽證，作為普通決議授權買回並註銷公司股份之依據，及 (b) 經收受以其他財產支付買回股款之各股東同意。
- 4.6 公司如依前條規定決議購買於櫃買中心上櫃之股份，並作為庫藏股由公司持有者，應依公開發行公司規則之規定，將董事會同意之決議及執行情形，於最近一次之股東會報告。縱因故未執行購買於櫃買中心上櫃之股份之提案者，亦同。
- 4.7 在不違反本章程第 4.5 條及公開發行公司規則之情形下，本公司應依董事會決定及蓋曼公司法允許之任何方式，支付贖回或買回股款。
- 4.8 股份贖回款項之給付遲延不影響股份之贖回，惟如遲延超過三十日，應依董事經適當查詢代表蓋曼群島 A 級銀行同類貨幣三十日之定存利率，支付自到期日至實際支付款項期間之利息。
- 4.9 董事會僅得於不能贖回股份（或為此目的發行新股）時，在其認為適當之情形下行使蓋曼公司法第 37 條第（5）項（從資本中撥款支付）賦予本公司之權限。
- 4.10 於不違反前述及本章程第 4.5 條規定下，就將或可能贖回股份之方式可能產生之問題，董事會得自為其認為適當之決定。
- 4.11 除該股份之股款已全數繳清，否則不得贖回該股份。
- 4.12 本公司得接受任何已全數繳清股款之股份的無償放棄（包含得贖回股份），除非於放棄後，本公司除庫藏股外將無任何本公司已發行之股份。
- 4.13 依適用法律之規定授權本公司持有庫藏股。
- 4.14 對於庫藏股，不得配發或支付股利予公司，亦不得就公司之資產為任何其他分配（無論係以現金或其他方式）予公司（包括公司清算時對於股東的任何資產分配）。
- 4.15 公司應以庫藏股持有人之身份載入股東名冊，惟：
- (a) 不得因任何目的將公司視同股東，且公司不得就庫藏股行使任何權利，意圖行使該權利者，應屬無效；
 - (b) 於公司任一會議中，庫藏股均不得直接或間接參與表決，且無論係為本章程或蓋曼公司法之目的，如欲決定任何特定時點之已發行股份總數時，庫藏股亦不

應計入。

- 4.16 董事會得依適用法律之規定，指定任何本公司購買、贖回或經放棄予本公司之股份作為庫藏股。
- 4.17 本公司以庫藏股持有之股份應持續歸類為庫藏股，直至該股份被註銷或依適用法律之規定移轉為止。
- 4.18 於公司購買於櫃買中心上櫃之股份後，公司擬以低於實際買回股份之平均價格轉讓庫藏股予本公司及從屬公司員工之議案，應經特別決議通過，並於股東會之開會通知中載明公開發行公司規則所要求之事項，不得以臨時動議提出。歷次股東會通過且已轉讓予本公司及從屬公司員工之庫藏股股數，累計不得超過已發行並流通在外股份總數之 5%，且單一員工之認購股數累計不得超過已發行並流通在外股份總數之 0.5%。公司得禁止該等員工於一定期間內轉讓該等庫藏股，惟該等禁止轉讓之期間不得超過兩年。
- 4.19 除本章程第 4.18 條規定之情形外，本公司得由董事會依據適用法律之規定所決定之條款及條件處分庫藏股。

5. 股份所附權利

- 5.1 除本章程第 2.1 條或章程大綱另有規定，及股東會另為不同決議外，在不損及任何股份及股別之股份持有人之特別權利之範圍內，本公司之股份應只有單一種類，且除本章程另有規定，其股東：
- (a) 每股有一表決權；
 - (b) 享有經股東會決議之股息；
 - (c) 於本公司清算或解散時（無論該清算或解散係自願或非自願或係為重整、分配資本或其他目的），分配本公司之剩餘資產；及
 - (d) 得享有一般附加於股份上之全部權利。
- 5.2 在蓋曼群島法令允許範圍內，繼續六個月以上持有本公司已發行股份總數百分之一以上之股東得：
- (a) 以書面請求董事會授權審計委員會之獨立董事為本公司對董事提起訴訟，並得以臺灣臺北地方法院為訴訟管轄法院；或
 - (b) 以書面請求審計委員會之獨立董事為本公司對董事提起訴訟，並得以臺灣臺北地方法院為訴訟管轄法院；

於依上述第(a)款或第(b)款提出請求後 30 日內，如(i)受請求之董事會未依第(a)款授權審計委員會之獨立董事或經董事會授權之審計委員會之獨立董事未依第(a)款提起訴訟；或(ii)受請求之審計委員會之獨立董事未依第(b)款提起訴訟時，在蓋曼群島法允許之範圍內，股東得為本公司對董事提起訴訟，並得以臺灣臺北地方法院為訴訟管轄法院。

6. 股票

- 6.1 除依公開發行公司規則之規定要求印製股票外，本公司發行之股份應以無實體發行。於本公司股份於櫃買中心上櫃期間，不論本章程如何規定，於不違反蓋曼群島法律之情形下，本公司應依公開發行公司規則洽集保結算所登錄發行股份之相關資料，且對於任何經集保結算所提供予公司之紀錄載明為本公司股份之持有人，本公司應承認其為股東，上述紀錄並應構成股東名冊。若本公司依公開發行公司規則應發行股票時，各股東有權獲得經董事會授權蓋印公司章（或其複本）或有任一董事、秘書或其他經授權之人之簽名（或其複本），並載明股東持股股數及股別（如有）之股票。董事會得決議於一般或特定情況下，股票之任一或所有簽名以印刷或機器方式為之。
- 6.2 如股票塗污、磨損、遺失或損壞，經提出董事會滿意之證據，董事會得換發新股票。如董事會認為適當，並得請求遺失股票之賠償。
- 6.3 股票不得為無記名形式。
- 6.4 若本公司應發行股票，本公司應依公開發行公司規則之規定，於得發行股票之日起三十日內，對認股人交付股票，並依公開發行公司規則之規定於交付股票前公告之。

7. 畸零股

在不違反適用法律下，本公司得發行畸零股，其與完整股份應有相同處理，並按比例享有完整股份所有的權利，包括（但不限於前述一般規定）表決權、分派股利、股本分配及參與清算。

股份登記

8. 股東名冊

- 8.1 董事會應於蓋曼群島境內或境外，於董事會認為適當之處所備置一份或以上之股東名冊，其中應記載下列事項：
 - (a) 各股東之姓名及地址、所持有之股份數及股別(如有)，已付或被視為已付之股款；
 - (b) 股東登載於股東名冊之日期；及
 - (c) 停止股東身分之日期。
- 8.2 董事會得使本公司於任何國家或領土備置一份或數份經董事會得隨時決定之股東類別的股東分冊，且股東分冊應被視為本公司股東名冊之一部。
- 8.3 本公司就掛牌股份（其定義為於核准證券交易所掛牌或交易之本公司股份）所備置之任何股東名冊，若該記載遵守得適用之法律及相關核准證券交易所之規則及命令時，得以可閱讀形式以外之方式，記載蓋曼公司法第 40 條（及其修正）所列事項之方式而備置，惟若就掛牌股份備置有股東名簿時，對於非為掛牌股份之本公司股份，本公司亦應依蓋曼公司法第 40 條（及其修正）之規定備置一個別之股東名簿。

8.4 董事會或其他召集權人召集股東會者，得請求公司或股務代理機構提供股東名冊。

9. 登記持有人為絕對所有人

9.1 本公司有權將股份登記持有人視為股份的絕對所有人，就他人對股份有衡平權利或其他權益之主張，本公司無須承認亦不受拘束。

9.2 除股份持有人對股份有絕對權利外，就任何人持有信託之股份，本公司無須承認亦不受拘束，或被迫以任何方式承認（即使已為通知）任何衡平、或有、將來或部分之股份權益或任何其他股份上之權利。縱如本條規定，如依股東要求將信託通知記載於股東名冊或股票上，則除上述外：

- (a) 該通知僅係為該股東之便利；
- (b) 本公司無需承認任何受益人或信託受益人係對該股份享有利益之人；
- (c) 本公司與信託無涉，無須辨明受託人之身分或權力、信託之有效性、信託目的或信託條款、所做任何與股份有關之行為有無違背信託等；且
- (d) 該股東應對本公司因於股東名冊或股票記載信託通知，並繼續承認該股東對股份有絕對權利所致之直接或間接之任何責任或費用負賠償責任。

10. 記名股份轉讓

10.1 轉讓書面應由讓與人及受讓人共同簽署，惟於股款已經繳清之股份時，董事會得接受僅由讓與人簽署之轉讓文件。讓與人仍應被視為該股份之持有人，直至該股份於股東名冊中已記載轉讓予受讓人。

10.2 對於在櫃買中心交易或掛牌之本公司股份的任何轉讓，得依公開發行公司規則而為證明及轉讓。

11. 記名股份轉移

11.1 如股東死亡，其共同持有股份之他尚存共同持有人，或如為單獨持有股份者，其法定代理人，為本公司唯一承認有權享有該死亡股東之股東權益之人。死亡股東之財產就其所共同持有之股份所生之義務不因死亡而免除。依蓋曼公司法第 39 條規定，法定代理人係指該死亡股東之執行人或管理人或董事會裁量決定之其他經合適授權處理該股份事宜之人。

11.2 因股東死亡、破產而對股份享有權利之人，於董事會認為證據充足時得登記為股東，或選擇提名他人為股份受讓人，於該等情形下，該享有權利之人應為該被提名人之利益簽署下列格式之書面轉讓文件，或如情況允許，與之相似之格式：

因股東死亡/破產享有權利之人之轉讓
GCS Holdings, Inc. (「本公司」)

本人因[喪失股東權人之姓名及地址]之[死亡/破產]取得本公司股東名冊所載以[該喪失股東權人]名義登記之[數量]股股份。本人選擇登記[受讓人姓名] (「受讓人」) 而非本人為該等股

份之受讓人，並轉讓該等股份予受讓人，由受讓人或其執行人或管理人或其受讓人持有股份，並依簽署時有效之條件轉讓，且受讓人茲同意依相同條件取得前開股份。

日期 201[]年[]月[]日

讓與人：_____

見證人：_____

受讓人：_____

見證人：_____

11.3 經檢附前述文件及董事會要求證明讓與人為所有權人之文件予董事會時，應登記受讓人為股東。

11.4 縱有上述規定，只要股份於櫃買中心掛牌期間，股份移轉得依公開發行公司規則而為證明及轉讓。

股本變更

12. 變更資本及其他

12.1 在不違反蓋曼公司法之情形下，本公司得隨時以普通決議變更章程大綱中之以下事項：

- (a) 增加依決議所定分割為本公司認為適當面額之股份之股本，或於本公司之股份為無面額時，增加本公司認為適當之無面額股數之股本，或增加本公司得發行股份之對價總額之股本；
- (b) 將全部或部分股份合併且分割為較現有股份面額為大之股份；
- (c) 將全部或一部已繳納股款之股份轉換為股票，並再將該股票轉換為任何面額之已繳納股款之股份；
- (d) 分割本公司股份或本公司任何股份，使其面額較章程大綱所定者為小；或
- (e) 銷除任何於決議通過之日尚未為任何人取得或同意取得之股份，並註銷與所銷除股份等值之資本。

12.2 在不違反蓋曼公司法及本章程所定應經普通決議之事項之相關規定下，本公司得隨時經特別決議：

- (a) 變更其名稱；
- (b) 修改本章程；
- (c) 修改章程大綱有關宗旨、權力或其他載明之事項；
- (d) 減少資本及資本贖回準備金；或
- (e) 合併（除於蓋曼公司法或適用法律下，允許較低之表決權數）。

12.3 於不違反蓋曼公司法和本章程第 12.4 條之情形下，本公司得隨時經重度決議：

- (a) 以可分派股息及/或紅利及/或其他本章程第 17 條所定款項以撥充資本；
- (b) 合併（在遵守本章程第 12.2 條第 (e) 項之要求下）、分割、收購、股份轉換；

- (c) 締結、變更或終止關於本公司出租全部營業、委託經營或與他人共同經營契約之協議；
- (d) 讓與本公司全部或主要部分之營業或財產；或
- (e) 取得或受讓他人的全部營業或財產而對本公司營運有重大影響者。

12.3A 如本公司欲進行前述第 12.3(b)條、第 12.3(d)條規定事項或進行股份轉換，而致本公司終止上櫃時，且（就上述第 12.3(b)條之任何合併而言）存續公司；（就上述第 12.3(d)條之任何轉讓而言）受讓公司；（就股份轉換而言）以公司股份、現金或其他財產作為換取本公司全數已發行股份之公司；（就上述 12.3(b)條之任何分割而言）既存公司或新設公司為非上櫃（市）公司者，則在不違反蓋曼公司法下，亦應經重度決議。

12.4 在不違反蓋曼公司法之情形下，本公司解散之程序應：

- (a) 如本公司係因無法清償到期債務而決議自願解散者，經重度決議；或
- (b) 如本公司係因本章程第 12.4 條第 (a) 項以外之事由而決議自願解散者，經特別決議。

12.5 在不違反蓋曼公司法規定之情形下，公司應以特別決議在中華民國境內依公開發行公司規則進行有價證券之私募；惟如係於中華民國境內私募普通公司債（即未附有認股權、選擇權、轉換權或得使持有人獲得公司股份之其他相似權利的公司債），公司得無須經特別決議，而依公開發行公司規則逕以董事會決議並於董事會決議之日起一年內分次辦理。

12.6 在不違反適用法律規定之情形下，公司應以重度決議，將其資本公積之一部或全部，按股東所持股份比例，以發行新股（作為紅利股份）之形式，分配予股東。

12.6A 在無虧損之情況下，本公司經以董事會三分之二以上董事之出席，及出席董事過半數之決議，將資本公積之全部或一部，按股東原有股份之比例發給現金，並報告於股東會。

13. 股份權利之變更

無論本公司是否已清算，如公司資本分為不同股別，除該股別發行條件另有規範外，該股別之權利得經該股別持有人之股東會，以特別決議變更之。縱如前述規定，如本章程之任何修改或變更將損及任一股別的優先權，則相關之修改或變更應經特別決議通過，並應經該受損股別股東另行召開之股東會以特別決議通過。該等會議應準用本章程有關股東會之規定。除該股別發行條件另有明確規範外，各股別持有人就各該股份之優先權或其他權利不受其他同等順位股票之創設或發行而影響。

酬勞、股息及撥充資本

14. 酬勞及股息

14.1 董事會經以董事三分之二以上之出席及出席董事過半數同意之決議，在不違反本章程之限制下，得決定員工及董事酬勞之分派比率及發放方式，並報告於股東會。

14.2 於不違反本條規定之限制下，本公司應以當年度稅前利益，依下列次序及方式提撥員工及董事酬勞：

(a) 不多於百分之十五（15%）且不少於百分之五（5%）作為員工酬勞；

(b) 不超過百分之二（2%）作為董事酬勞。

(c) 如本公司尚有累積虧損者，應先保留彌補數額，尚有餘額，始得提撥。

員工酬勞分配依董事會決定得以現金、以已繳清尚未發行股份之價金並記為已繳清股款之股份發行方式，或結合兩者之方式分配予員工。符合一定條件之從屬公司員工得受現金酬勞或股份酬勞之分配。董事酬勞以現金發放。

14.3 董事會經股東會以普通決議，或於本章程第 12.3 條第（a）項所述情況下，依重度決議通過後，並在不違反本章程及年度股東會之指示下，依各股東持股比例以股份發放股息予股東。

14.3A 本公司經以董事會三分之二以上董事之出席及出席董事過半數之決議，將應分派股息及紅利之全部或一部，依各股東持股比例，以發放現金之方式為之，並報告於股東會。

14.4 於不違反本條規定之限制下，股息得自本公司已實現或未實現之利潤中分派，或自利潤提撥之準備金中就董事會認為無需保留之準備金分派。就本公司股利政策之決定，董事會了解本公司係於資本密集產業中，經營其處於穩定成長階段之業務，且各會計年度董事會建請股東同意之股利或其他分派數額（若有）之決定，董事會得考量本公司之財務、業務及營運因素。股息亦得依蓋曼公司法授權自股票發行溢價帳戶或其他基金或帳戶中分派。除本章程另有規定外且依蓋曼公司法規定外，如本公司有盈餘，董事會於擬訂盈餘分派議案時，董事會應於每會計年度自公司盈餘中提列：(i) 支付相關會計年度稅款之準備金，(ii) 彌補過去虧損之數額，及 (iii) 主管證券機關依公開發行公司規則要求提撥之特別盈餘公積。在不違反蓋曼公司法之情形下，於合併歷年累積未分配盈餘及為發展目的而提撥董事會認為適宜之該會計年度剩餘之保留盈餘之特定數額作為公積後，本公司應將不少於百分之十（10%）的剩餘利潤，作為股東股利。

股東股利之分配依董事會決定得以現金、以已繳清尚未發行股份之價金並記為已繳清股款之股份發行方式，或結合兩者之方式分配予股東。分配予股東之現金股利應不得少於股東股利總額的百分之十（10%），惟基於本公司之淨利及相關會計年度的業務經營，董事會得調整特定年度現金股利之支付比率。

14.5 本公司就未分派之員工、董事酬勞及股息概不支付利息。

14.6 董事會應擇定基準日決定有權獲配員工、董事酬勞之員工、董事，及有權獲配股息或其他分派之股東。

14.7 為決定有權獲配股息之股東，董事會得決定股東名冊之變更於相關基準日前五個日曆日或依公開發行公司規則及依蓋曼公司法規定所定之其他期間內，不得為之。

15. 資本公積與保留盈餘之權力

15.1 董事會得於分派股息前，自公司盈餘或利潤中提撥其認為適當之準備金以支應或有支出，或為合理分配股息或為其他目的。如需用時，該等款項得用於本公司業務或投資，無須與本公司其他資產分離。董事會亦得不提撥準備金而保留不予分配之利潤。

15.2 於不違反股東會指示下，董事會得代表本公司就資本公積行使蓋曼公司法賦予本公司之權力及選擇權。董事會得依蓋曼公司法規定，代表本公司以資本公積彌補累積虧損及分派盈餘。

16. 付款方式

16.1 任何股息、利息或股份相關之現金支付得以匯款至股東指定帳戶或以郵寄支票或匯票至股東名冊所載股東地址之方式支付之。

16.2 於共同持有股份之情形，任何股息、利息或股份相關之現金支付得以匯款至股東名冊所載第一列名持有人指定帳戶，或以郵寄支票或匯票至股東名冊所載第一列名持有人地址之方式支付之。如二人以上之人登記為股份共同持有人，任一人得於收迄該股份股息後出具有效收據。

16.3 於股份於櫃買中心上櫃期間內，任何股利之支付應遵守公開發行公司規則。

17. 撥充資本

在不違反本章程第 12.3 條第 (a) 項或適用法律之情形下，董事會得自本公司股票發行溢價帳戶、其他準備金帳戶或損益帳戶之餘額或其他可供分配之款項，繳足未發行股份之股款，以等比例配發予股東做為股票紅利之方式，撥充資本。

股東會

18. 年度股東會

18.1 本公司董事會應於每一會計年度終了後六個月內召開年度股東會。

18.2 在不違反本章程第 18.1 條之情形下，本公司年度股東會應於董事會指定之時間及地點召開。除蓋曼公司法另有規定外，年度股東會應於中華民國境內召開。如董事會決議在中華民國境外召開年度股東會，本公司應於董事會決議後二日內申報櫃買中心核准。於中華民國境外召開年度股東會時，本公司應委任一中華民國境內之專業股務代理機構，受理該等股東會行政事務(包括但不限於受理股東委託投票事宜)。

18.3 本公司應依公開發行公司規則之規定，將董事會準備之所有表冊，以及審計委員會擬提交年度股東會所準備之報告書，於年度股東會十天前備置於其註冊處所(如有適用)及本公司於中華民國境內之股務代理機構之辦公室。股東可隨時查閱前述文件，並可偕同其律師或會計師進行查閱。

18.4 除本章程第 12.6A 條、第 14.3A 條另有規定外，董事會應依公開發行公司規則之要求，提交其為年度股東會所準備之營業報告書、財務報表、及盈餘分派或虧損撥補之議案供股東確認及承認。經年度股東會確認及承認後，董事會應將經承認的財務報表及包含公司盈餘分派或虧損撥補決議之年度股東會議事錄副本分發予各股東，

或於公開資訊觀測站公告。

19. 股東臨時會

- 19.1 除年度股東會外之股東會為股東臨時會。
- 19.2 董事會得於其認為必要時，召開股東臨時會。
- 19.3 股東臨時會應準用本章程第 18.2 條之規定。
- 19.4 董事會基於股東請求（如本章程第 19.5 條之定義），應立即召集股東臨時會。
- 19.5 在股東提出請求日當時，繼續一年（含）以上，持有本公司已發行股份總數百分之三（含）以上股份之股東，得以載明本章程第 19.6 條內容之書面請求，請求董事會召集股東臨時會。
- 19.6 股東請求須以書面記明提議於股東臨時會討論之事項及理由。
- 19.7 如董事會於股東提出請求日起十五日內未為股東臨時會召集之通知，提出請求之股東得報經主管機關許可，自行召集股東臨時會，惟如召開股東臨時會之地點位於中華民國境外，提出請求之股東應事先申報櫃買中心核准。
- 19.8 繼續三個月以上持有已發行股份總數過半數股份之股東，得自行召集股東臨時會。股東持股期間及持股數之計算，以停止股票過戶時之持股為準。
- 19.9 審計委員會之獨立董事除董事會不為召集或不能召集股東會外，得為公司利益，於必要時，召集股東會。

20. 通知

- 20.1 年度股東會之召開，應至少於三十日前通知各有權出席及表決之股東，並載明會議召開之日期、地點及時間及召集事由。開會通知於取得相對人之事前書面同意後，得以電子傳輸方式為之。
- 20.2 股東臨時會之召開，應至少於十五天前通知各有權出席及表決之股東，並載明會議召開之日期、地點及時間及召集事由。
- 20.3 董事會應依公開發行公司規則擇定基準日以決定得收受股東會通知及得為表決之股東，並停止股東名冊記載之變更。
- 20.4 於股份於櫃買中心上櫃期間內，本公司應依本章程第 20.1 條及第 20.2 條的規定一併於公開資訊觀測站公告股東會開會通知書、委託書用紙、議程、有關承認案、討論案及選任或解任董事之議案等各項議案之資料，並依公開發行公司規則傳輸至公開資訊觀測站。如股東以書面行使表決權者，公司亦應將前述資料及書面行使表決權用紙，依本章程第 20.1 條及第 20.2 條之規定併同寄送給股東。董事會並應依公開發行公司規則之規定備妥股東會議事手冊和補充資料，寄發予股東或以其他方式供所有股東索閱，並依公開發行公司規則之規定傳輸至公開資訊觀測站。
- 20.4 A 於召開股東會決議併購事項之情形，本公司應將本章程第 61.2 條審計委員會之審議結果及獨立專家意見及適用法律所規定之契約或計畫之應記載事項，於發送股東會召集通知時，一併發送股東；前揭文件經公司於中華民國證券主管機關指定

之網站公告同一內容，且備置於股東會會場供股東查閱，對於股東視為已發送。

20.5 股東不得就未載明於股東會通知之事項提出臨時動議，惟如該臨時動議與股東會通知所載事項直接相關，且係於適用法律允許之範圍內者，不在此限。為免疑義，下列事項應載明於股東會通知並說明其主要內容，且不得以臨時動議提出：

- (a) 選舉或解任董事；
- (b) 修改章程大綱或本章程；
- (c) 減資；
- (d) 申請停止公開發行；
- (e) (i) 解散、合併、股份轉換、分割，(ii) 締結、變更或終止關於本公司出租全部營業、委託經營或與他人共同經營之契約，(iii) 讓與公司全部或主要部分營業或財產，(iv) 取得或受讓他人全部營業或財產而對本公司營運有重大影響者；
- (f) 解除董事為自己或他人從事與本公司競業之行為；
- (g) 以發行新股之方式分派股息及紅利之全部或一部；
- (h) 以發行新股或現金之方式，分派資本公積；
- (i) 本公司私募發行具股權性質之有價證券；
- (j) 中華民國發行人募集與發行有價證券處理準則第 56 條之 1 之事項；
- (k) 中華民國發行人募集與發行有價證券處理準則第 60 條之 2 之事項。

20.6 董事會應將章程大綱及本章程、股東會議事錄、財務報表、股東名冊以及公司發行的公司債存根簿備置於公司之登記處所或依據適用法律之規定的其他處所，及本公司於中華民國境內之股務代理機構。股東得隨時檢具利害關係證明文件，指定查閱範圍，請求檢查、查閱或抄錄或複製，本公司並應令股務代理機構提供。

21. 寄發通知

21.1 本公司寄送予股東之通知，應由專人親自送達或信件或快遞服務之方式寄送至股東名冊所載該股東之地址或該股東為此目的指示之其他地址。為本條之目的，其通知經股東書面同意者，得以電子方式為之。

21.2 任何通知根據本章程第 20 條及第 21 條發送時，即生效力。

22. 股東會延期

董事會得依本章程規定，將已召集之股東會予以延期，惟應於會議開始時前對每一股東發出延期通知。該延期會議召開之日期、時間及地點應依本章程規定送達各股東，惟如股東會決議在五日內延期舉行，不適用本章程第 20.1 條、第 20.2 條、第 20.3 條、第 20.4 條、第 20.5 條及第 21 條之規定。

23. 股東會之法定出席數

- 23.1 除非出席股東代表股份數達到法定出席股份數，股東會不得為任何決議。除本章程另有規定外，代表已發行有表決權股份總數過半數之股東親自出席、委託代理人出席或由法人股東代表人出席，應構成股東會之法定出席股份數。
- 23.2 除本章程另有規定外，會議之決議事項應以投票方式決定。
- 23.3 本章程之內容不妨礙任何股東於決議之日起三十日內向有管轄權之法院提起訴訟，以尋求股東會召集程序不當或決議不當通過有關之適當救濟。因前述事項所生之爭議，得以臺灣臺北地方法院為管轄法院。
- 23.4 除蓋曼公司法、章程大綱或本章程另有規定外，任何於股東會上提出交由股東決議、同意、確認或承認者，均應以普通決議為之。
- 23.5 出席股東不足第 23.1 條之定額，而有代表已發行股份總數三分之一以上股東出席時，得以出席股東表決權過半數之同意，為假決議，並將假決議通知各股東，於一個月內再行召集股東會。若該次股東會，對於假決議仍有已發行股份總數三分之一以上股東出席，並經出席股東表決權過半數之同意，視同普通決議。
- 23.6 於相關之股東名冊停止過戶期間前持有已發行股份總數百分之一（含）以上股份之股東，得向本公司提出年度股東會之議案。本公司應於股東常會召開前之停止股票過戶日前公告受理股東之提案、書面或電子受理方式、受理處所及受理期間；其受理期間不得少於十日。如（a）該提案超過三百字（中文）或股東提案超過一項、（b）提案股東持股未達已發行股份總數百分之一者、（c）該提案事項非股東會所得決議者、（d）該提案於公告受理期間外提出者，董事會應不列為議案。惟若股東提案係為敦促公司增進公共利益或善盡社會責任之建議提案，程序上應依中華民國公司法第 172 條之 1 之相關規定以 1 項為限，提案超過 1 項者，均不列入議案。
- 23.7 股東會之議事規則及程序應由董事會訂定，並經股東會普通決議通過，且該議事規則及程序應依本章程及公開發行公司規則予以訂定。

24. 會議主席

股東會由董事會召集者，董事長如出席，應擔任股東會主席。董事長請假或因故不能行使職權時，由副董事長代理之，無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定常務董事一人代理之；其未設常務董事者，指定董事一人代理之，董事長未指定代理人者，由常務董事或董事互推一人代理之。

股東會如由董事會以外之其它召集權人召集者，主席由該召集權人擔任之，召集權人有二人以上時，應互推一人擔任之。

25. 股東投票

25.1 在不違反各股份所附權利、優先權或限制下，每一親自出席或委託代理人出席之股東（於法人股東，指透過法人股東代表人出席），就其所持有的每一股份均有一表決權。股東係為他人持有股份時，股東得主張分別行使表決權。其分別行使表決權之資格條件、適用範圍、行使方式、作業程序及其他應遵行事項應遵循本章程及公開發行公司規則之規定。

25.2 除於相關股東會或特定類別股份股東會基準日已登記為該股份之股東，且已繳納

相關股款者外，任何股東均無權在股東會上行使表決權。

- 25.3 股東得親自或委託代理人，法人股東則透過其代表人，行使表決權。股東得以本公司準備之委託書，載明委託範圍委託代理人出席股東會行使表決權；惟一股東僅得一份委託書指定一個代理人出席股東會並行使表決權。
- 25.4 董事會得決定股東於股東會之表決權得以書面投票或電子方式行使之，惟股東會於中華民國境外召開，或依公開發行公司規則之要求者，本公司應使股東得以書面投票或電子方式行使表決權。如表決權得以書面投票或電子方式行使時，行使表決權之方式應載明於寄發予股東之股東會通知。股東擬以書面投票或電子方式行使其表決權者，應於股東會開會二日前將其投票指示送達於本公司。投票指示有重複時，以最先送達者為準，但股東於後送達之投票指示中以書面聲明撤銷先前投票指示者，不在此限。股東以書面投票或電子方式行使其於股東會之表決權時，視為指定股東會主席為其代理人，以其書面指示或電子文件指定之方式，於股東會中行使投票權。股東會主席作為此等股東之代理人，就股東未於書面或電子文件指示之事項，及/或對於股東會中所提出之原議案之修正，無權行使表決權。為澄清起見，對於股東會中提出之臨時動議或原議案之修正，以此種方式行使表決權之股東應視為已拋棄行使表決權之權利。
- 25.5 倘股東擬以書面投票或電子方式行使表決權並已依本章程第 25.4 條之規定向公司送達其投票指示後，欲親自出席股東會者，至遲應於該股東會開會前二日，另以個別通知送達本公司，以撤銷之前的投票指示。該個別通知應以與其先前投票指示依本章程第 25.4 條送達本公司相同之方式（如快遞、掛號郵件或電子方式，依其適用情形），送達本公司。倘股東逾期撤銷其投票指示者，以書面或電子方式行使之表決權仍應有效。

26. 代理

- 26.1 委託書應以董事會同意之格式為之，並載明僅為特定股東會使用。委託書應以書面為之，並由委託人或其書面合法授權之代理人簽署。如委託人為公司時，由其合法授權之職員或代理人簽署。受託代理人毋庸為公司之股東。
- 26.2 於不違反公開發行公司規則之情況下，除根據中華民國法律組織的信託事業或經公開發行公司規則核准之股務代理機構外，一人同時受兩人(含)以上股東委託時，除依本章程第 25.4 條之規定股東會主席視為股東委託之代理人之情形外，其代理之表決權數不得超過本公司停止股東名冊過戶期間前，已發行股份總數表決權的百分之三；超過時其超過之表決權，不予計算。
- 26.3 倘股東以書面或電子方式行使表決權，並以委託書委託代理人出席股東會時，以受託代理人出席行使之表決權為準。股東已授權受託代理人出席股東會後，如股東欲親自出席股東會或欲以書面或電子方式行使表決權者，股東應至遲於股東會開會日之二日前，以書面向公司為撤銷委託受託代理人之通知。如相關股東未於所定期間前撤銷其委託者，以受託代理人出席行使之表決權為準。
- 26.4 除依本章程第 25.4 條股東會主席視為受託代理人之情況外，委託書應至少於委託書所載受委託人代理投票之股東會或其延會至少五天前送達註冊處所或本公司在

中華民國之股務代理機構，或送達股東會召集通知或本公司寄出之委託書上所指定之處所。除股東於後送達之文件中明確以書面聲明撤銷先前之委託書外，本公司收到同一股東之多份委託投票文件時，以最先送達之文件為準。

26.5 於股份於櫃買中心上櫃期間內，委託書之使用與徵求應遵守公開發行公司規則，包括但不限於「中華民國公開發行公司出席股東會使用委託書規則」。

27. 異議股東股份收買請求權

27.1 股東會決議下列事項之一時，於會議前已以書面通知本公司其反對該項決議之意思表示，並於股東會提出反對意見的股東，得請求本公司以當時公平價格收買其所有之股份：

- (a) 本公司締結、變更或終止出租本公司全部營業、委託經營或與他人經常共同經營之契約；
- (b) 本公司轉讓其全部或主要部分的營業或財產，但本公司因解散所為之轉讓不在此限；或
- (c) 本公司受讓他人全部營業或財產，對公司營運產生重大影響者。

27.2 於本公司進行分割、合併、收購或股份轉換之情況下，於同意分割、合併、收購或股份轉換之股東會前或股東會中，以書面表示異議，或以口頭表示異議經記錄，並放棄表決權之股東，得請求本公司按當時公平價格收買其持有之股份。

27.3 股東為本章程第 27.1 條、第 27.2 條之請求，應於股東會決議日起二十日內以書面向本公司提出，並列明請求收買價格。股東與本公司間就收買價格達成協議者，本公司應自股東會決議日起九十日內支付價款。未達成協議者，本公司應自決議日起九十日內，依本公司所認為之公平價格支付價款予未達成協議之股東；本公司未支付者，視為同意股東請求收買之價格。

27.4 股東依本章程第 27.2 條向本公司請求收買其所有之股份者，股東與本公司間就收買價格自股東會決議日起六十日內未達成協議者，本公司應於此期間經過後三十日內，以全體未達成協議之股東為相對人，聲請法院為價格之裁定，並得以臺灣臺北地方法院為訴訟管轄法院。

28. 無表決權股份

28.1 下列股份在任何股東會上無表決權，亦不得計入已發行股份總數：

- (a) 以本公司為受益人之股份；
- (b) 本公司持有已發行有表決權之股份總數或資本總額超過半數之公司，所持有之本公司股份；及
- (c) 本公司、本公司之控股公司及/或本公司之控股公司的從屬公司及本公司之從屬公司直接或間接持有已發行有表決權之股份總數或資本總額超過半數之公司，所持有之本公司股份。

28.2 股東對於股東會討論之事項，有自身利害關係致與本公司之利益相衝突並有害於

本公司利益之虞時，不得加入表決，且其持有之股份數不算入已出席股東之表決權數，惟其持有之股份數仍得算入法定出席股份數。上述股東亦不得代理他股東行使表決權。

28.3 董事以股份設定質權超過最近一次選任當時所持有之公司股份數額二分之一時，其超過部分無表決權，亦不算入股東會已出席股東之表決權數，惟算入計算法定出席人數時之股份數。

29. 共同持有之表決

股份為數人共有者，其共有人應依據公開發行公司規則推定一人行使股東之權利。

30. 法人股東之代表

30.1 法人股東得以書面授權其認為適當之人為其代表人，參與任何股東之會議。經授權之人有權代表該法人股東行使與該被代表法人如係個人股東所得行使之相同權利。於經授權之代表人出席之會議，該股東並應視為已親自出席。

30.2 縱有如上規定，會議主席得接受其認為適當之方式，確認任何人得於股東會代表法人股東出席並參與表決。

31. 股東會延會

除本章程另有規定外，如為股東會會議時間開始時出席股東代表股份數未達法定出席股份數，主席得宣布延後開會，但其延後次數以二次為上限，且延後時間合計不得超過一小時。如股東會經延後二次開會但出席股東代表股份數仍不足法定出席股份數時，主席應宣布該股東會散會。如仍有召開股東會之必要者，應依本章程規定重行召開一次新的股東會。

32. 董事出席股東會

本公司董事應有權收受任何股東會之通知、出席並發言。

董事及經理人

33. 董事人數及任期

33.1 董事會設置董事人數不得少於五人，且不得多於十二人，每一董事任期不得超過三年，得連選連任。本公司得隨時以特別決議增加或減少董事人數。

33.2 董事間具有配偶關係或二親等以內之親屬關係的人數，應少於董事總人數之半數。

33.3 若本公司召開股東會選任董事，而被選任之董事不符本章程第 33.2 條之規定時，不符規定之董事中所得選票代表選舉權較低者，於符合本章程第 33.2 條規定之必要限度內，其當選失效。已充任董事之任何人若違反前述要求者，當然解任。

33.4 除公開發行公司規則另行許可外，應設置至少三名獨立董事。於公開發行公司規則要求範圍內，至少一名獨立董事應在中華民國境內設有戶籍，且至少一名獨立董事應具有會計或財務專業知識。

33.5 獨立董事應具備專業知識，且於其擔任董事之責任範圍內應保持獨立性，不得與公

司有直接或間接之利害關係。獨立董事之專業資格、持股與兼職限制及獨立性之認定，應依公開發行公司規則之規定。

34. 董事選舉

34.1 (刪除)

34.2 董事應由股東以下述累積投票制選出：

- (a) 每一股份有與應選出董事人數相同之選舉權，得集中選舉一人，或分配選舉數人，由所得選舉票代表選舉權數較多者當選為董事；
- (b) 本公司董事、獨立董事應一併進行選舉，分別計算選舉權數，由所得選舉票代表選舉權數較多者分別依次當選；且
- (c) 如有兩名以上之董事候選人獲得相同選舉權數，且其超過新任董事應選人數時，相同選舉權數之董事應以抽籤決定當選之人。如董事候選人未出席該次股東會，主席應代其抽籤。

34.3 股份於櫃買中心上櫃期間內，在符合中華民國證券主管機關之要求下，就董事及獨立董事之選任，本公司應採用遵守公開發行公司規則的候選人提名制度。

34.4 獨立董事因故辭職或解任，致獨立董事人數不足三人時，本公司應於最近一次股東會補選之。所有獨立董事均辭職或解任時，董事會應於六十日內，召開股東臨時會補選繼任獨立董事，以填補缺額。

34.5 董事因故缺額，致不足五人者，本公司應於最近一次股東會補選之。但董事缺額達選任董事總數的三分之一者，董事會應於六十日內，召開股東會補選繼任董事，以填補缺額。

34.6 法人為股東時，得由該法人或其代表人依據本章程之規定當選為公司之董事。代表人有數人時，得分別當選，惟當選之董事人數應不得超過本章程第 33.1 條所列董事最大人數或經股東會以特別決議決定之人數。

35. 董事免職

35.1 公司得隨時以重度決議解除任何董事之職務，不論有無指派定另一董事取代之。任何對於董事席次的減少，在該董事任期屆滿前，不會因此解任任何董事。

35.2 董事執行業務，有重大損害本公司之行為或嚴重違反適用法律，而股東會未為重度決議將其解任者，於適用法律許可之範圍內，持有本公司已發行股份總數百分之三以上之股東，得於股東會後三十日內訴請法院裁判解任之，並得以臺灣臺北地方法院為管轄法院。

35.3 於原董事任期尚未屆滿前，股東得於股東會依據本章程第 34.2 條所定之方式改選全部之董事。除股東會決議原董事於任期屆滿始為解任者外，所有原董事之任期應視為於改選之日或任何其他經股東會決議之日屆滿。前述改選應有代表已發行股份總數過半數之股東親自出席或委託他人出席。

36. 董事職位之解任

36.1 董事如有下列情事應被解任：

- (a) 依本章程規定解除其職務；
- (b) 死亡；
- (c) 書面通知本公司辭任董事職位；
- (d) 受破產之宣告或經法院裁定開始清算程序，尚未復權；
- (e) 經相關管轄法院或官員裁決其無行為能力，或依所適用之法令其行為能力受有限制；
- (f) 曾犯組織犯罪防制條例規定之罪，經有罪判決確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾五年；
- (g) 曾因刑事詐欺、背信或侵占罪，經宣告有期徒刑一年以上之刑確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後未逾二年；
- (h) 曾犯貪污治罪條例之罪，經有罪判決確定，尚未執行、尚未執行完畢，或執行完畢、緩刑期滿或赦免後尚未逾二年；
- (i) 曾因不法使用信用工具而經拒絕往來尚未期滿；或
- (j) 受輔助宣告尚未撤銷。

如董事或董事候選人有前項第 (d)、(e)、(f)、(g)、(h)、(i) 或 (j) 款情事之一者，該董事當然解任，董事候選人應被取消董事候選人之資格。

36.2 若董事在任期中轉讓超過選任當時所持有之公司股份數額二分之一時，其董事當然解任。

36.3 任何董事當選後，於就任前轉讓超過選任當時所持有之公司股份數額二分之一時，或於股東會召開前之停止股票過戶期間內，轉讓持股超過二分之一時，其應立即喪失董事資格。

36.4 本章程第 36.2 條以及第 36.3 條規定，於獨立董事不適用之。

37. 董事報酬

37.1 董事會應依公開發行公司規則之規定，設置至少由三名成員組成之薪資報酬委員會，且過半數成員須為獨立董事。薪資報酬委員會成員之專業資格、責任、權利及其他薪資報酬委員會相關事項，應符合公開發行公司規則之規定。於薪資報酬委員會設置時，董事會應以決議通過薪資報酬委員會組織規程，且該組織規程應符合公開發行公司規則之規定。

37.2 本章程第 37.1 條所稱之薪資報酬應包括公司董事及經理人之薪資、股票選擇權與其他具有實質獎勵之措施。

37.3 董事報酬應由董事會參考薪資報酬委員會之建議（僅適用於薪資報酬委員會設置後）、其他同業水準決定，且不論本公司有無盈虧均應支付。因往返董事會、董事會指定之委員會、本公司股東會或與本公司業務相關或為董事一般職務而適當支

出之差旅費、住宿費及其他費用，董事得請求支付。董事有權依蓋曼公司法、公開發行公司規則、服務協議或其他與本公司簽訂之相似契約，分配公司利潤。

38. 董事選舉瑕疵

除本章程第 23.3 條及適用法律規定之情形外，董事會、董事會之委員會或任何董事依誠信所為之所有行為，縱使嗣後經查董事選舉程序有瑕疵，或有董事不具備董事資格，仍與經正當程序選任之董事或董事具備董事資格情況所為之行為一樣具同等效力。

39. 董事管理業務

本公司之業務應由董事會管理及執行。於管理本公司業務時，於本章程、蓋曼公司法及本公司於股東會指示之範圍內，除蓋曼公司法或本章程要求應由本公司於股東會行使者外，董事會得行使本公司之權力。

40. 董事會之權力

於不影響本章程第 39 條之一般規範及不違反適用法律情形下：

- (a) 董事會得指派、終止或免解任何本公司高級職員、經理、秘書、職員、代理人或僱員，並決定其報酬及其職責；
- (b) 董事會得行使本公司之所有權力，以借入款項、就公司事業、財產和未收資本之全部或一部設定抵押、設定負擔或成立擔保利益，或發行債券、債券性質股份或其他有價證券，或發行此等有價證券以作為本公司或第三人債務、負債或義務之擔保；
- (c) 董事會得指派一位或數位董事擔任本公司之執行董事或執行長，於董事會之管理下，監督及管理本公司所有一般業務及事務；
- (d) 董事會得指派一人擔任公司經理人以負責本公司日常事務，並得委託及賦予該經理人其認為適當，而為進行交易或執行此種業務之權力與職責；
- (e) 董事會得以授權書方式，指派董事會直接或間接提名之公司、事務所、個人或實體，擔任本公司代理人，於董事會認為適當之期間與條件內擁有相關權力、授權及裁量權（但不得超過董事會所擁有或得以行使之權力）。該等授權書得涵蓋董事會認為適當之條款，以保護或方便與該代理人處理事務之人。該等授權書亦得授權該代理人複委任其經授權之權力、授權及裁量權；
- (f) 董事會得由本公司支付所有推廣及本公司成立所生費用；
- (g) 董事會得授與權力（包括得複委任）予董事會指定之一人或多數人成立之委員會（包含但不限於薪資報酬委員會），任一委員會並應依董事會指示行事。除董事會另有指示或規範外，該委員會之會議及議事程序應依本章程所定董事會議及其議事程序而進行；
- (h) 董事會得以董事會認為適當之條件方式授與任何人權力（包括得複委任）；
- (i) 董事會得提出本公司清算或重整之聲請或申請；
- (j) 董事會得於發行股份時，支付法律允許之佣金及經紀費；

- (k) 董事會得授權任何公司、事務所、個人及實體為特定目的代理本公司，並為此代本公司簽署任何協議、文件與契約；
- (l) 董事會應以同於管理本公司之方式，管理 Global Communication Semiconductors, LLC 及/或其他本公司百分之百持有之從屬公司。有關 Global Communication Semiconductors, LLC 及/或其他本公司百分之百持有之從屬公司之一切事務，設若該等事務如為本公司之事務，而性質上係須經董事會或股東同意之事務時，董事會應採取必要之行為，以使該等事務經董事會或股東會（依其適用情形）決議；及
- (m) 董事會應要求 Global Communication Semiconductors, LLC 及/或其他本公司百分之百持有之從屬公司之經理人，於 Global Communication Semiconductors, LLC 及/或其他本公司百分之百持有之從屬公司作成任何重要決定前，將有關 Global Communication Semiconductors, LLC 及/或其他本公司百分之百持有之從屬公司之所有重要營運、財務及管理決定送交董事會討論及決議。

41. 董事及經理人名冊

41.1 董事會應依蓋曼公司法規定，備置一本或數本董事及經理人名冊於本公司註冊處所，就每一名董事及經理人應記載下列事項：

- (a) 姓名；及
- (b) 地址。

41.2 董事會應於下列事情發生三十日內，於董事及經理人名冊內記載該等變更及發生該等變更之日期，並通知公司登記處該等情事：

- (a) 董事及經理人變更；或
- (b) 董事及經理人名冊內事項變更。

42. 經理人

就本章程所稱之經理人係由董事會隨時決定之秘書及其他經理人組成。為本章程之目的，所有之秘書及其他經理人應被視為經理人。

43. 指派經理人

秘書（及其他經理人，如有）應由董事會隨時指派。

44. 經理人職責

經理人應有董事會隨時委託之管理並處理本公司業務及事務之權力與權限。

45. 經理人報酬

經理人之報酬由董事會定之。

46. 利益衝突

46.1 任何董事或其事務所、合夥人或與董事有關之公司，得為本公司以各該身分行事、被本公司僱用或提供服務，而該董事或其事務所、合夥人或公司有權收取如該董事非為董事情況下之同等報酬。本條所包含之任何規定未授權董事或其事務所、合夥

人或公司得擔任本公司之會計師。

- 46.2 縱本章程第 46 條有相反規定，董事對於董事會會議事項，有自身利害關係，並與本公司利益相衝突致有害於本公司利益之虞時，不得加入表決，並不得代理其他董事行使表決權。對依前述規定不得投票或行使任何表決權之董事，不算入已出席董事之表決權數。
- 46.3 縱本章程第 46 條有相反規定，董事如對於董事會議討論之事項涉有個人利益者，該董事應對相關之董事會說明其自身利害關係之性質及重要內容；於公司進行併購時，董事應向董事會及股東會說明其與併購交易自身利害關係之重要內容及贊成或反對併購決議之理由。
- 46.4 董事之配偶、二親等內血親，或與董事具有控制從屬關係之公司，就第 46.3 條會議之事項有利害關係者，視為董事就該事項有自身利害關係。
- 46.5 縱本章程第 46 條有相反規定，董事為自己或他人為屬於公司營業範圍內之行為，應對股東會說明其行為之重要內容，並取得股東會重度決議許可。

47. 董事及經理人之補償及免責

- 47.1 本公司董事及經理人及任何處理與本公司業務相關之受託人（於處理本公司業務之期間），及各前任董事、前任經理人、前任受託人，及其各自之繼承人、執行人、管理人、個人代表人（於本條各稱為「被補償人」），因執行其職務或與職務相關事宜，或處理業務或信託所為之行為、同時發生之行為或未為之行為而發生或負擔之訴訟、成本、費用、損失、損害及支出，本公司應以其資產補償之，且對其他被補償人之各該行為、所收款項、過失或違約，或為一致性需求所為之收取，或對銀行或他人就為本公司利益應存放保管之金錢或財產，或對本公司因擔保而應存入或補提之任何不足金額或財產，或因執行職務或信託而生或相關聯之任何其他損失、災禍或損害，概不負責；惟如係因上述人員之詐欺或不實或違反本章程第 47.2 條所定之責任所致者，不在此限。就董事或經理人執行職務之作為或就董事或經理人未履行其對本公司之職責而應為之行為，各股東同意放棄各股東個人或代本公司為主張或提起訴訟之權利，惟如係因該董事或經理人之詐欺或不實或違反本章程第 47.2 條所定之責任所致者，不在此限。
- 47.2 於不影響及不違反公司之董事依蓋曼群島之普通法原則及法律對公司及股東所負之一般董事責任之情形下，董事於執行公司之業務經營時，應忠實執行業務並盡善良管理人之注意義務，如有違反致公司受有損害者，於法律允許之最大限度內，應負損害賠償責任。如董事因為違反上開規定之行為，而為自己或他人取得任何利益時，於經股東會普通決議通過下，公司應採取所有適當之行動及步驟及於法律允許之最大限度內，自該董事處使該等利益歸為公司所有。公司之董事於其執行業務經營時，如有違反法律或命令導致公司對於任何人負有任何補償或損害責任時，該董事應與公司就該等補償或損害負連帶賠償之責，且若因任何原因，該董事無須與公司負連帶賠償之責，該董事應就其違反其責任導致公司所受之任何損失予以補償。經理人於執行公司職務時，應負與公司董事相同之損害賠償責任。
- 47.3 本公司得為本公司董事或經理人之利益，就其因行使董事或經理人職權而生之責

任購買保險或續保，或就該董事或經理人可能違犯法律所定之過失、違約、違反職責或背信所生之損失或所附加之責任，本公司亦得投保並維持其保險以補償之。本公司為董事投保責任保險或續保後，應將其責任保險之投保金額、承保範圍及保險費率等重要內容，提最近一次董事會報告。

董事會

48. 董事會

48.1 董事會得為業務交易而開會、休會及以其認為適當之方式規範其會議。董事會會議中之決議投票通過應有過半數贊成票之支持，票數相同時則為不通過。

48.2 董事會之議事規則應由董事會依本章程及公開發行公司規則予以訂定。

49. 董事會通知

董事得隨時召集董事會或秘書經各董事要求時應隨時召集董事會。召集董事會時，應於不晚於預定開會日的七日前，將載明擬於會議中討論及承認（如屬適當）之事項的開會通知寄發各董事。但遇有緊急情況（由董事長自行決定）時，得以較短通知期間的通知，通知各董事召集董事會。為本條之目的，如經董事同意時，開會通知得以電子方式寄送。

50. 視訊會議參與董事會

董事得以視訊會議，或於公開發行公司規則許可範圍內，以電子或其他通訊器材參與董事會，使所有與會者同時並即時參與討論，並視為親自出席。

51. 董事會之法定出席數

董事會會議如需討論業務交易時，其法定出席人數為過半數之就任董事。

52. 董事會主席

董事會由董事長召集者，由董事長擔任董事會之會議主席。但每屆第一次董事會，由股東會所得選票代表選舉權最多之董事召集，會議主席由該召集權人擔任之。召集權人有二人以上時，應互推一人擔任之。

依中華民國公司法第二百零三條第四項或第二百零三條之一第三項規定董事會由過半數之董事自行召集者，由董事互推一人擔任主席。

董事長請假或因故不能行使職權時，由副董事長代理之。無副董事長或副董事長亦請假或因故不能行使職權時，由董事長指定董事一人代理之，董事長未指定代理人者，應由出席董事指派或選舉會議主席。

53. 董事會先前行為之效力

本公司於股東會就本章程所為之變更或變動，不會使董事會於本章程未變更或變動前有效之行為變為無效。

公司紀錄

54. 議事錄

董事會應將會議紀錄納入為以下目的所備置之表冊：

- (a) 所有公司經理人之選舉與指派；
- (b) 各董事會及董事會指定之委員會出席董事的姓名；及
- (c) 股東會、董事會、經理人會議與董事會指定之委員會的所有決議和議事程序。

55. 抵押擔保登記簿

55.1 董事應依蓋曼公司法之要求備置抵押及擔保登記簿。

55.2 抵押及擔保登記簿應依蓋曼公司法之規定備置於本公司之辦公室，於蓋曼群島的各營業日供檢閱，除董事會所為合理限制，每營業日開放供檢閱之時間應不少於二小時。

56. 印章之格式和使用

56.1 本公司得依董事會決定之形式備置印章一式（該印章應以可閱讀之符號刻有本公司之名稱，且基於董事會之決定，得在其名稱之上或之下刻有本公司之外國名稱或翻譯名稱（如有））。董事會得備置一個或數個複製印章於蓋曼群島境內或境外使用；如董事會認為適當，得在該複製印章表面加上其將使用之國家、領土、地區或地點的名稱。

56.2 印章僅能依董事會或董事會授權之董事委員會依授權使用之；除董事會另有決定，印章應於一名董事、秘書、助理秘書或其他經董事會或董事委員會為用印之目的授權之人在場時蓋印。

56.3 縱有如上規定，印章得於未經進一步授權下，為檢送予蓋曼群島公司登記處之文件驗證而蓋印，並得由任一董事、秘書或本公司助理秘書或其他有權檢送前述文件之人或機構蓋印。

公開收購及帳戶

57. 公開收購

於本公司或依公開發行公司規則指定之訴訟或非訟代理人接獲公開收購申報書及相關文件後 7 日內，董事會應作成決議建議股東接受或反對本次公開收購，並以公告之方式揭露下列事項：

- (a) 董事及持有本公司已發行股份超過百分之十之股東自己及以他人名義持有之股份種類、數量。
- (b) 就本次公開收購對股東之建議，並應載明對本次公開收購棄權投票或持反對意見之董事姓名及其所持理由。
- (c) 本公司財務狀況於最近期財務報告提出後有無重大變化及其變化說明（如有）。
- (d) 董事及持有本公司已發行股份超過百分之十之股東自己及以他人名義持有公開收購人或其關係企業之股份種類、數量及其金額。

58. 帳簿

58.1 董事會就所有本公司交易應備置適當帳目紀錄，尤其是：

- (a) 本公司所有收受和支出款項的總額，及與收受或支出款項相關的事宜；
- (b) 本公司所有的商品銷售和購買；及
- (c) 本公司所有之資產和負債。

58.2 帳目紀錄應予保存。就上述事項的適當帳簿，如未保存於董事會認為適當處所且該簿冊係為正確公平反映本公司之事務及說明相關交易所必要者，視同未予保存。

58.3 依本章程與相關法規製作之委託書、文件、表冊及媒體資料，應保存至少一年，惟如股東就該委託書、文件、表冊及/或媒體資料提起訴訟，且訴訟時間超過一年時，應保存至訴訟終結為止。

59. 會計年度結束

本公司之會計年度結束於每年十二月三十一日，於本公司股東會指示範圍內，董事會得隨時指定其他期間為會計年度，惟未經本公司股東會普通決議，董事會不得規定或允許會計年度超過十八個月。

審計委員會

60. 委員會人數

本公司應設立審計委員會。審計委員會應僅由獨立董事組成，且全體獨立董事均應為審計委員會成員，其委員會人數不得少於三人，其中一人應指定為召集人，負責不定期召集審計委員會會議。審計委員會成員中至少一人應具備會計或財務專長。審計委員會之決議，應有審計委員會全體成員二分之一以上之同意。審計委員會之議事規則應由董事會依本章程及公開發行公司規則予以訂定。

61. 審計委員會之權力

61.1 審計委員會具有公開發行公司規則所規定之職權和權力。本公司之下列事項應經審計委員會全體成員二分之一以上同意，並提董事會核准：

- (a) 訂定或修正內部控制制度；
- (b) 內部控制制度有效性之考核；
- (c) 訂定或修正重要財務或業務行為之處理程序，例如取得或處分資產、衍生性商品交易、資金貸與他人，或為他人背書或保證；
- (d) 涉及董事自身利害關係之事項；
- (e) 重大之資產或衍生性商品交易；
- (f) 重大之資金貸與、背書或提供保證；
- (g) 募集、發行或私募具有股權性質之有價證券；
- (h) 簽證會計師之委任、解任或其報酬；
- (i) 財務、會計或內部稽核主管之任免；
- (j) 由董事長、經理人及會計主管簽名或蓋章之年度財務報告及須經會計師查核簽

證之第二季財務報告；

(k) 營業報告書及盈餘分派或虧損撥補議案之查核；

(l) 本公司隨時認定或本公司監理主管機關所要求之其他事項。

除前項第(j)款以外，其他任何事項如未經審計委員會所有成員二分之一以上同意者，得經全體董事三分之二以上同意行之，並應於董事會議事錄載明審計委員會之決議。

61.2 公司於召開董事會決議併購事項前，應由審計委員會就併購計畫與交易之公平性、合理性進行審議，並將審議結果提報董事會及股東會。審計委員會進行審議時，應委請獨立專家就換股比例或配發股東之現金或其他財產之合理性提供意見。

自願清算和解散

62. 清算

62.1 在不違反本章程第 12.4 條第 (a) 項之規定下，本公司得經股東會特別決議而自願解散。

62.2 如本公司應清算，清算人經特別決議同意得將公司全部或部分之財產（無論其是否為性質相同之財產）以貨幣或其他種類分配予股東，且依適用法律，以其所認公平方式，訂定上述擬分配予股東之財產的價值，並決定股東或不同股別股東間之分配方式。經特別決議，清算人得於其認為適當時，為股東之利益將此等財產之全部或一部交付信託。惟於該等股份、有價證券或財產有負債者，股東毋庸接受此種股份、有價證券或財產。

變更章程

63. 變更條款

在不違反蓋曼公司法和章程大綱內所包含之條件下，本公司應經特別決議變更或增加本章程。

64. 變更章程大綱

在不違反蓋曼公司法之情形下，本公司得隨時以特別決議變更章程大綱有關宗旨、權力或其他特別載明之事項。

65. 委任訴訟及非訴訟代理人

股份於櫃買中心上櫃期間內，本公司應委任訴訟及非訴訟代理人，就中華民國證券交易法及與中華民國證券交易法相關之規則及規則所定事務，擔任本公司中華民國境內之負責人。公司之訴訟及非訴訟代理人應為自然人，且於中華民國境內應有居所或住所。

其他

66. 中華民國證券法令

股份於櫃買中心上櫃期間內，董事、獨立董事、薪資報酬委員會或審計委員會之資格

條件、組成、選任、解任、職權行使及其他應遵行事項，應遵循所適用之中華民國證券法令。

67. 適用

在蓋曼公司法允許之範圍下，於股份於櫃買中心上櫃期間內，本章程之任何條文與公開發行公司規則中適用於本公司的規定矛盾時，公開發行公司規則中適用於本公司的規定應優先適用。

68. 遵循

股份於櫃買中心上櫃期間內，在不違反任何蓋曼群島法令（包括任何蓋曼群島法令的強制或禁止規定）下，本公司應遵守中華民國公司法及證券交易法的規定。

69. 社會責任

本公司經營業務，除依第 66 條至第 68 條之規定遵守法令外，亦應遵守商業倫理規範，得採行增進公共利益之行為，以善盡其社會責任。

**ELEVENTH AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
OF
GCS HOLDINGS, INC.**

(Adopted by a Special Resolution passed on July 2, 2021)

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ELEVENTH AMENDED AND RESTATED

ARTICLES OF ASSOCIATION

OF

GCS HOLDINGS, INC.

(Adopted by a Special Resolution passed on July 2, 2021)

Table A

The regulations in Table A in the First Schedule to the Law (as defined below) do not apply to the Company.

INTERPRETATION

1. Definitions

1.1 In these Articles, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively:

Acquisition	an acquisition as defined in the ROC Business Mergers and Acquisitions Act whereby a company acquires shares, business or assets of another company pursuant to the Applicable Law with the consideration being the company's shares, cash or other assets;
Applicable Law	the Applicable Public Company Rules, the Law or such other rules or legislation applicable to the Company;
Applicable Public Company Rules	the ROC laws, rules and regulations (including, without limitation, the Company Act, the Securities and Exchange Act, the Business Mergers and Acquisitions Act, the rules and regulations promulgated by the FSC and the rules and regulations promulgated by the TPEX , as amended from time to time) affecting public companies or companies traded or listed on any ROC stock exchange or securities market that from time to time are required by the relevant regulator as applicable to the Company;

Approved Stock Exchange	a stock exchange listed in the Fourth Schedule to the Law;
Articles	these Articles of Association as altered from time to time;
Audit Committee	the audit committee under the Board, which shall comprise solely of Independent Directors of the Company;
Board	the board of directors appointed or elected pursuant to these Articles and acting at a meeting of directors at which there is a quorum in accordance with these Articles;
Capital Reserve	for the purpose of these Articles only, is equivalent to the share premium account of the Company under the Law and income from endowments received by the Company;
Chairman	the Director elected amongst all the Directors as the chairman of Board;
Company	the company for which these Articles are approved and confirmed;
Controlling or Subordinate Relation	a situation that a company (i) holds a majority of the total number of the outstanding voting shares or the total amount of the capital stock of another company, or (ii) has a direct or indirect control over the personnel, financial or business operation of another company. If (i) a majority of executive shareholders or directors in a company are contemporarily acting as executive shareholders or directors in another company; or (ii) a majority of the total number of outstanding voting shares or the total amount of the capital stock of a company and another company are held by the same shareholders, it shall also be concluded as the existence of the controlling and subordinate relation. Further, in the situation that two companies invest in each other for one-third

	or more of the outstanding voting shares or the total amount of the capital stock, and each is holding one half or more of the total number of the voting shares or of the total amount of the equity capital of the other, or having a direct or indirect control over its personnel, financial or business operation of the other, the companies shall be deemed to have a controlling and subordinate relation against the other;
Cumulative Voting	the voting mechanism for an election of Directors as described in Article 34.2;
Director	a director for the time being of the Company and shall, unless otherwise specifically stated, include any Independent Director(s);
Electronic Transactions Law	the Electronic Transactions Law (2003 Revision) of the Cayman Islands;
Family Relationship within Second Degree of Kinship	in respect of a person, means another person who is related to the first person either by blood or by marriage of a member of the family and within the second degree shall include the parents, siblings, grandparents, children and grandchildren of the person as well as spouse's parents, siblings and grandparents;
FSC	the Financial Supervisory Commission of the ROC;
Independent Directors	the Directors who are elected as "Independent Directors" for the purpose of Applicable Public Company Rules;
Law	the Companies Act of the Cayman Islands and every modification, reenactment or revision thereof for the time being in force;
Market Observation Post System	means the public company reporting system maintained by the Taiwan Stock Exchange Corporation, via http://mops.twse.com.tw/ ;

Member	the person registered in the Register of Members as the holder of shares in the Company and, when two or more persons are so registered as joint holders of shares, means the person whose name stands first in the Register of Members as one of such joint holders or all of such persons, as the context so requires;
Memorandum	the memorandum of association of the Company as may be amended from time to time;
Merger	a transaction whereby: (a) (i) all of the companies participating in such transaction are combined into a new company, which new company generally assumes all rights and obligations of the combined companies; or (ii) all of the companies participating in such transaction are merged into one of such companies as the surviving company, and the surviving company generally assumes all rights and obligations of the merged companies, and in each case the consideration for the transaction being the shares of the surviving or new company or any other company, cash or other assets; or (b) other forms of mergers and acquisitions which fall within the definition of “merger and/or consolidation” under the Law and Applicable Public Company Rules;
month	calendar month;
notice	written notice as further provided in these Articles unless otherwise specifically stated;
Officer	any person appointed by the Board to hold an office in the Company;
Ordinary Resolution	a resolution passed at a general meeting (or, if so specified, a meeting of Members holding a class of shares) of the Company by a simple majority of the votes cast of the Members as, being entitled

	to do so, vote in person or, where proxies are allowed, by proxy;
paid-up	paid-up or credited as paid-up;
Preferred Shares	has the meaning given thereto in Article 3;
Private Placement	means, after the shares are listed on the TPEX , obtaining subscription for, or the sale of, shares, options, warrants, rights of holders of debt or equity securities which enable those holders to subscribe further securities (including shares), or other securities of the Company, either by the Company itself or a person authorized by the Company, primarily from or to specific investors in the ROC as prescribed under the Applicable Public Company Rules and permitted by the competent securities authority in the ROC, but excluding any employee incentive programme or subscription agreement, warrant, option or issuance of Shares under Articles 2.5, 2.8 and 2.10 hereof;
Register of Directors and Officers	the register of directors and officers referred to in these Articles;
Register of Members	the register of Members referred to in these Articles;
Registered Office	the registered office for the time being of the Company;
Restricted Shares	has the meaning given thereto in Article 2.5;
ROC	Taiwan, the Republic of China;
Seal	the common seal or any official or duplicate seal of the Company;
Secretary	the person appointed to perform any or all of the duties of secretary of the Company and includes any deputy or assistant secretary and any person appointed by the Board to perform any of the

	duties of the Secretary;
share(s)	share(s) of par value TWD\$10 each as at the date of these Articles in the capital of the Company and includes a fraction of a share;
Share Swap	a 100% share swap as defined in the ROC Business Mergers and Acquisitions Act whereby a company (the “ Acquiring Company ”) acquires all the issued and outstanding shares of another company with the consideration being the shares of the Acquiring Company, cash or other assets;
Special Resolution	a resolution passed at a general meeting (or, if so specified, a meeting of Members holding a class of shares) of the Company by a majority of not less than two thirds of the vote cast by such Member as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which the quorum is present, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a special resolution;
Spin-off	a spin-off as defined in the ROC Business Mergers and Acquisitions Act whereby a company transfers a part or all of its business that may be operated independently to an existing company or a newly incorporated company (the “ Acquirer ”) with the consideration being the shares of the Acquirer, cash or other assets;
Subsidiary	with respect to any company, (1) the entity, one half or more of whose total number of the outstanding voting shares or the total amount of the capital stock are directly or indirectly held by such company or (2) the entity that such company has a direct or indirect control over its personnel,

	financial or business operation;
Supermajority Resolution	a resolution passed by a majority vote of the Members at a general meeting attended by Members who represent two-thirds or more of the total outstanding shares or, if the total number of shares represented by the Members present at the general meeting is less than two-thirds of the total outstanding shares, but more than one half of the total outstanding shares, means instead, a resolution passed by two-thirds or more of votes cast by the Members present at such general meeting;
TDCC	the Taiwan Depository & Clearing Corporation;
TPEX	Taipei Exchange of the ROC;
Treasury Shares	shares that were previously issued but were purchased, redeemed, otherwise acquired by or surrendered to the Company which are held by the Company and not cancelled;
TWD	New Taiwan Dollars, the official unit of currency of the ROC;
TWSE	Taiwan Stock Exchange Corporation of the ROC; and
year	calendar year.

1.2 In these Articles, where not inconsistent with the context:

- (a) words denoting the plural number include the singular number and vice versa;
- (b) words denoting the masculine gender include the feminine and neuter genders;
- (c) words importing persons include companies, associations or bodies of persons whether corporate or not;
- (d) the words:-
 - (i) “may” shall be construed as permissive; and
 - (ii) “shall” shall be construed as imperative;
- (e) “written” and “in writing” include all modes of representing or reproducing words

in visible form, including the form of facsimile, printing, lithography and electronic mail;

- (f) a reference to statutory provision shall be deemed to include any amendment or re-enactment thereof;
- (g) unless otherwise provided herein, words or expressions defined in the Law shall bear the same meaning in these Articles; and
- (h) Section 8 of the Electronic Transactions Law shall not apply to the extent that it imposes obligations or requirements in addition to those set out in these Articles.

1.3 Headings used in these Articles are for convenience only and are not to be used or relied upon in the construction hereof.

SHARES

2. Power to Issue Shares

- 2.1** Subject to the Applicable Law, these Articles and to any resolution of the Members to the contrary, and without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, the Board shall have the power to issue any unissued shares of the Company on such terms and conditions as it may determine and any shares or class of shares (including the issue or grant of options, warrants and other rights, renounceable or otherwise in respect of shares) may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise as the Company may by resolution of the Members prescribe, provided that no share shall be issued at a discount except in accordance with the Law.
- 2.2** Unless otherwise provided in these Articles, the issue of new shares of the Company shall be approved by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new shares shall at all times be subject to the sufficiency of the authorized capital of the Company.
- 2.3** Where the Company increases its issued share capital by issuing new shares for cash consideration in the ROC, the Company shall allocate 10% of the total amount of the new shares to be issued, for public offering in the ROC, unless it is deemed as either unnecessary or inappropriate by the FSC or TPEX for the Company to conduct the aforementioned public offering. Notwithstanding the foregoing, the Company may proceed with a higher percentage than the aforementioned 10% in the ROC if approved by the Company in a general meeting. The Company may also reserve 10% to 15% of such newly issued shares for subscription by the employees of the Company and its Subsidiaries.

- 2.4** Unless otherwise resolved by the Members at a general meeting by Ordinary Resolution or subject to the provisions of Applicable Law, where the Company increases its issued share capital by issuing new shares for cash consideration, the Company shall make a public announcement and notify each Member that he is entitled to exercise a pre-emptive right to purchase his pro rata portion of the remaining new shares (after allocation of the public offering portion and the employee subscription portion in Article 2.3) issued in the capital increase for cash consideration. If the payment period prescribed by the Company in such announcement and notices to the Members is (i) in excess of one (1) month: the pre-emptive right to subscribe for such newly-issued shares of any Member who fails to make the payment within the prescribed period shall be forfeited; or (ii) less than one (1) month: the Company shall declare a reminder period in excess of one (1) month pursuant to the provisions of Applicable Law to any Member who fails to make the payment within the prescribed period, and the above pre-emptive right shall be deemed forfeited if such Member still fails to make payment. In the event that the number of shares held by a Member is insufficient for such Member to exercise the pre-emptive right to subscribe for one newly-issued share, shares held by several Members may be calculated together for joint subscription of newly-issued shares or for subscription of newly-issued shares in the name of a single Member pursuant to the Applicable Public Company Rules. If the total number of the new shares to be issued has not been fully subscribed by the Members within the prescribed period, the Company may consolidate such shares into the public offering tranche or offer any un-subscribed new shares to a specific person or persons according to the Applicable Public Company Rules.=_
- 2.5** Subject to the provisions of the Applicable Law, the Company shall issue new shares with restricted rights (“**Restricted Shares**”) to employees of the Company and its Subsidiaries with the sanction of a Supermajority Resolution provided that Article 2.3 hereof shall not apply in respect of the issue of such shares. For so long as the Shares are listed on the TPEX, the terms of issue of Restricted Shares, including but not limited to the number of Restricted Shares so issued, issue price of Restricted Shares and other related matters shall be in accordance with the Applicable Public Company Rules.
- 2.6** The pre-emptive right of Members under Article 2.4 shall not apply in the event that new shares are issued due to the following reasons or for the following purposes:
- (a) in connection with a Merger with another company, Spin-off, or pursuant to any reorganization of the Company;
 - (b) in connection with meeting the Company’s obligations under share subscription warrants and/or options, including those rendered in Articles 2.8 and 2.10 hereof;
 - (c) in connection with the issue of Restricted Shares in accordance with Article 2.5 hererof;

- (d) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire shares;
- (e) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire shares; or
- (f) in connection with Private Placement.

2.7 The Company shall not issue any unpaid shares or partly paid-up shares.

2.8 Subject to Article 2.5 hereof, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt one or more incentive programmes and may issue shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries.

2.9 Options, warrants or other similar instruments issued in accordance with Article 2.8 above are not transferable save by inheritance.

2.10 The Company may enter into agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 2.8 above, whereby employees may subscribe, within a specific period of time, a specific number of the shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programme.

2.11 The Company shall not issue shares to bearer.

3. Preferred Shares

3.1 Notwithstanding any provisions of these Articles, the Company may by Special Resolution create shares of any class with preferred or other rights ("**Preferred Shares**"), the rights and obligations of which shall be set forth in these Articles.

3.2 The rights and obligations of Preferred Shares may include (but not limited to) the following terms and shall be consistent with the Applicable Public Company Rules:

- (a) order, fixed amount or fixed ratio of allocation of dividends and bonus on Preferred Shares;
- (b) order, fixed amount or fixed ratio of allocation of surplus assets of the Company;
- (c) order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of preferred Members;
- (d) the method by which the Company is authorized or compelled to redeem the Preferred Shares, or a statement that redemption rights shall not apply; and
- (e) other matters concerning rights and obligations incidental to Preferred Shares.

4. Redemption and Purchase of Shares

- 4.1** Subject to the Law, the Company is authorised to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or a Member.
- 4.2** The Company is hereby authorised to make payments in respect of the redemption of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law.
- 4.3** The redemption price of a redeemable share, or the method of calculation thereof, shall be fixed by the Board at or before the time of issue.
- 4.4** Every share certificate representing a redeemable share shall indicate that the share is redeemable.
- 4.5** Subject to the Applicable Law and these Articles, the Board shall, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, on behalf of the Company purchase any share in the Company (including a redeemable share) on such terms and in such manner as the Board may determine and hold them as Treasury Shares in accordance with the Applicable Law PROVIDED THAT any purchase of the Company's own shares involves any immediate cancellation of shares of the Company, such repurchase of shares is subject to approval by the Members by way of an Ordinary Resolution and the number of shares of the Company to be cancelled shall be allocated among all the Members as of the date of such cancellation on a pro rata basis (as rounded up or down to the nearest whole number as determined by the Directors) based on the then prevailing percentage of shareholding of the Members, unless otherwise provided for in the Law or the Applicable Public Company Rules.
- Upon approval by Members by way of an Ordinary Resolution to repurchase and cancel shares of the Company, the repurchase price may be paid in cash or in kind, provided that where any repurchase price is to be paid in kind, the monetary equivalent value of such payment in kind shall be (a) assessed by an ROC certified public accountant before being submitted by the Board to the Members for approval as part of the Ordinary Resolution authorising the repurchase and cancellation of shares of the Company; and (b) agreed to individually by each Member who will be receiving the repurchase price in kind.
- 4.6** In the event that the Company proposes to purchase any share listed on the TPEX pursuant to the preceding Article and hold them as Treasury Shares, the resolution of the Board approving such proposal and the implementation thereof should be reported to the Members in the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall also apply even if the Company does not implement the proposal to purchase its shares listed on the TPEX for any reason.
- 4.7** Subject to Article 4.5 and the Applicable Public Company Rules, the redemption or repurchase price shall be paid in any manner permissible under the Law as determined

by the Directors.

- 4.8** A delay in payment of the redemption price shall not affect the redemption but, in the case of a delay of more than thirty (30) days, interest shall be paid for the period from the due date until actual payment at a rate which the Directors, after due enquiry, estimate to be representative of the rates being offered by Class A banks in the Cayman Islands for thirty (30) day deposits in the same currency.
- 4.9** The Board may exercise as it thinks fit the powers conferred on the Company by Section 37(5) of the Law (payment out of capital) but only if and to the extent that the redemption could not otherwise be made (or not without making a fresh issue of shares for this purpose).
- 4.10** Subject as aforesaid and to Article 4.5, the Board may determine, as it thinks fit all questions that may arise concerning the manner in which the redemption of the shares shall or may be effected.
- 4.11** No share may be redeemed unless it is fully paid-up.
- 4.12** The Company may accept the surrender for no consideration of any fully paid share (including a redeemable share) unless, as a result of the surrender, there would no longer be any issued shares of the Company other than shares held as Treasury Shares.
- 4.13** The Company is authorised to hold Treasury Shares in accordance with the Applicable Law.
- 4.14** No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up of the Company) may be made to the Company in respect of a Treasury Share.
- 4.15** The Company shall be entered in the Register of Members as the holder of the Treasury Shares provided that:
- (a) the Company shall not be treated as a Member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;
 - (b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Law.
- 4.16** The Board may designate as Treasury Shares any of its shares that it purchases or redeems, or any shares surrendered to it, in accordance with the Applicable Law.
- 4.17** Shares held by the Company as Treasury Shares shall continue to be classified as Treasury Shares until such shares are either cancelled or transferred in accordance with the Applicable Law.

4.18 After the Company purchases its shares listed on the TPEX, a proposal to transfer the Treasury Shares to the employees of the Company and its Subsidiaries at a price below the average actual repurchase price paid by the Company shall be approved by Special Resolution and the items required by the Applicable Public Company Rules shall be specified in the notice of the general meeting and may not be proposed as an extemporaneous motion. The aggregate number of Treasury Shares resolved at the general meetings and transferred to the employees of the Company and its Subsidiaries shall not exceed 5% of the total issued and outstanding shares, and each employee may not subscribe for more than 0.5% of the total issued and outstanding shares in aggregate. The Company may prohibit such employees from transferring such Treasury Shares within a certain period; provided, however, that such a period cannot be more than two (2) years.

4.19 Subject to Article 4.18, Treasury Shares may be disposed of by the Company on such terms and conditions as determined by the Board in accordance with the Applicable Law.

5. Rights Attaching to Shares

5.1 Subject to Article 2.1, the Memorandum and any resolution of the Members to the contrary and without prejudice to any special rights conferred thereby on the holders of any other shares or class of shares, the share capital of the Company shall be divided into shares of a single class the holders of which shall, subject to the provisions of these Articles:

- (a) be entitled to one vote per share;
- (b) be entitled to such dividends as approved by the Members at general meeting may from time to time declare;
- (c) in the event of a winding-up or dissolution of the Company, whether voluntary or involuntary or for the purpose of a reorganization or otherwise or upon any distribution of capital, be entitled to the surplus assets of the Company; and
- (d) generally be entitled to enjoy all of the rights attaching to shares.

5.2 To the extent permitted under the laws of the Cayman Islands, Members continuously holding 1% or more of the total issued Shares of the Company for six (6) months or longer may:

- (a) request in writing the Board to authorise any Independent Director of the Audit Committee to file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or
- (b) request in writing any Independent Director of the Audit Committee to file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or

the Member(s) may, to the extent permitted under the laws of the Cayman Islands, file a

petition with the Taipei District Court, ROC for and on behalf of the Company against the relevant Directors within thirty (30) days after such Member(s) having made the request under the preceding clause (a) or (b) if (i) in the case of clause (a), the Board fails to make such authorisation or the Independent Director of the Audit Committee having been authorised by the Board fails to file such petition, or (ii) in the case of clause (b), the Independent Director of the Audit Committee fails to file such petition.

6. Share Certificates

- 6.1** The Company shall issue shares without printing share certificates for the shares issued unless the issuance of share certificates is required by the provisions of the Applicable Public Company Rules. So long as the shares are listed on the TPEX, notwithstanding anything contained in these Articles and subject always to the law of the Cayman Islands, the details regarding such issue of shares shall be recorded by the TDCC in accordance with the Applicable Public Company Rules, and the Company shall recognize as a Member each person identified as a holder of a share in the records provided by the TDCC to the Company and such records shall constitute the Register of Members. In the event that the Company shall issue certificates for shares in accordance with the Applicable Public Company Rules, every Member shall be entitled to a certificate issued under the seal of the Company or a facsimile thereof, which shall be affixed or imprinted with the authority of the Board, or bearing the signature (or a facsimile thereof) of a Director or the Secretary or a person expressly authorised to sign specifying the number and, where appropriate, the class of shares held by such Member. The Board may by resolution determine, either generally or in a particular case, that any or all signatures on certificates may be printed thereon or affixed by mechanical means.
- 6.2** If any share certificate shall be proved to the satisfaction of the Board to have been worn out, lost, mislaid, or destroyed the Board may cause a new certificate to be issued and request an indemnity for the lost certificate if it sees fit.
- 6.3** Share certificates may not be issued in bearer form.
- 6.4** In the event that the Company shall issue certificated shares, the Company shall deliver the share certificates to the subscribers within thirty (30) days from the date such shares may be issued pursuant to the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such share certificates pursuant to the Applicable Public Company Rules.

7. Fractional Shares

Subject to the Applicable Law, the Company may issue its shares in fractional denominations and deal with such fractions to the same extent as its whole shares and shares in fractional denominations shall have in proportion to the respective fractions represented thereby all of the rights of whole shares including (but without limiting the generality of the foregoing) the right to vote, to receive dividends and distributions and to participate in a winding-up.

REGISTRATION OF SHARES

8. Register of Members

- 8.1** The Board shall cause to be kept in one or more books a Register of Members which may be kept in or outside the Cayman Islands at such place as the Board shall appoint and shall enter therein the following particulars:
- (a) the name and address of each Member, the number, and (where appropriate) the class of shares held by such Member and the amount paid or agreed to be considered as paid on such shares;
 - (b) the date on which each person was entered in the Register of Members; and
 - (c) the date on which any person ceased to be a Member.
- 8.2** The Board may cause to be kept in any country or territory one or more branch registers of such category or categories of Members as the Board may determine from time to time and any branch register shall be deemed to be part of the Company's Register of Members.
- 8.3** Any Register of Members maintained by the Company in respect of listed shares, which are defined as the shares of the Company traded or listed on an Approved Stock Exchange, may be kept by recording the particulars set out in section 40 (as amended from time to time) of the Law in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the relevant Approved Stock Exchange provided that if a Register of Members in respect of listed shares is maintained, the Company must also maintain, in respect of any shares of the Company which are not listed shares, a separate Register of Members in accordance with section 40 (as amended from time to time) of the Law.
- 8.4** The Board or other conveners of general meetings may require the Company or its stock affairs agent to provide with the Register of Members.

9. Registered Holder Absolute Owner

- 9.1** The Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not be bound to recognise any equitable claim or other claim to, or interest in, such share on the part of any other person.
- 9.2** No person shall be entitled to recognition by the Company as holding any share upon any trust and the Company shall not be bound by, or be compelled in any way to recognise, (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any other right in respect of any share except an absolute right to the entirety of the share in the holder. If, notwithstanding this Article, notice of any trust is at the holder's request entered in the Register of Members or on a share certificate in respect of a share, then, except as aforesaid:

- (a) such notice shall be deemed to be solely for the holder's convenience;
- (b) the Company shall not be required in any way to recognise any beneficiary, or the beneficiary, of the trust as having an interest in the share or shares concerned;
- (c) the Company shall not be concerned with the trust in any way, as to the identity or powers of the trustees, the validity, purposes or terms of the trust, the question of whether anything done in relation to the shares may amount to a breach of trust or otherwise; and
- (d) the holder shall keep the Company fully indemnified against any liability or expense which may be incurred or suffered as a direct or indirect consequence of the Company entering notice of the trust in the Register of Members or on a share certificate and continuing to recognise the holder as having an absolute right to the entirety of the share or shares concerned.

10. Transfer of Registered Shares

- 10.1** Such instrument of transfer shall be signed by or on behalf of the transferor and transferee, provided that, in the case of a fully paid share, the Board may accept the instrument signed by or on behalf of the transferor alone. The transferor shall be deemed to remain the holder of such share until the same has been transferred to the transferee in the Register of Members.
- 10.2** Any transfer in respect of shares of the Company which are traded or listed on the TPEX may be evidenced and transferred in accordance with the Applicable Public Company Rules.

11. Transmission of Registered Shares

- 11.1** In the case of the death of a Member, the survivor or survivors where the deceased Member was a joint holder, and the legal personal representatives of the deceased Member where the deceased Member was a sole holder, shall be the only persons recognised by the Company as having any title to the deceased Member's interest in the shares. Nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by such deceased Member with other persons. Subject to the provisions of Section 39 of the Law, for the purpose of this Article, legal personal representative means the executor or administrator of a deceased Member or such other person as the Board may, in its absolute discretion, decide as being properly authorised to deal with the shares of a deceased Member.
- 11.2** Any person becoming entitled to a share in consequence of the death or bankruptcy of any Member may be registered as a Member upon such evidence as the Board may deem sufficient or may elect to nominate some person to be registered as a transferee of such share, and in such case the person becoming entitled shall execute in favour of such nominee an instrument of transfer in writing in the form, or as near thereto as

circumstances admit, of the following:

Transfer by a Person Becoming Entitled on Death/Bankruptcy of a Member
GCS Holdings, Inc. (the "Company")

I/We, having become entitled in consequence of the [death/bankruptcy] of [name and address of deceased Member] to [number] share(s) standing in the Register of Members of the Company in the name of the said [name of deceased/bankrupt Member] instead of being registered myself/ourselves, elect to have [name of transferee] (the "Transferee") registered as a transferee of such share(s) and I/we do hereby accordingly transfer the said share(s) to the Transferee to hold the same unto the Transferee, his or her executors, administrators and assignees, subject to the conditions on which the same were held at the time of the execution hereof; and the Transferee does hereby agree to take the said share(s) subject to the same conditions.

DATED this [] day of [], 20[]

Signed by:

In the presence of:

Transferor

Witness

Transferee

Witness

- 11.3** On the presentation of the foregoing materials to the Board, accompanied by such evidence as the Board may require to prove the title of the transferor, the transferee shall be registered as a Member.
- 11.4** Notwithstanding the above, for as long as the shares are listed on the TPEX, transmission of the shares may be evidenced and transferred in accordance with the Applicable Public Company Rules.

ALTERATION OF SHARE CAPITAL

12. Power to Alter Capital and Others

- 12.1** Subject to the Law, the Company may from time to time by Ordinary Resolution alter the conditions of its Memorandum to:
- (a) increase its capital by such sum divided into shares of such amounts as the resolution shall prescribe or, if the Company has shares without par value, increase its share capital by such number of shares without nominal or par value, or increase the aggregate consideration for which its shares may be issued, as it thinks expedient;
 - (b) consolidate and divide all or any of its share capital into shares of larger amount

than its existing shares;

- (c) convert all or any of its paid-up shares into stock, and reconvert that stock into paid-up shares of any denomination;
- (d) subdivide its shares or any of them into shares of an amount smaller than that fixed by the Memorandum of Association; or
- (e) cancel shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.

12.2 Subject to the Law and without prejudice to other provisions of these Articles as regards the matters to be dealt with by Ordinary Resolution, the Company may from time to time by Special Resolution:

- (a) change its name; or
- (b) alter these Articles;
- (c) alter the Memorandum with respect to any objects, powers or other matters specified therein;
- (d) reduce its share capital and any capital redemption reserve fund; or
- (e) effect a Merger (unless such lower majority of votes is permitted under the Law or the Applicable Law).

12.3 Subject to the Law and Article 12.4, the Company may from time to time by Supermajority Resolution:

- (a) effect any capitalization of distributable dividends and/or bonuses and/or any other amount prescribed under Article 17 hereof;
- (b) effect any Merger (which shall also subject to the requirement under Article 12.2(e)), or Spin-off, Acquisition or Share Swap of the Company;
- (c) enter into, amend, or terminate any agreement for lease of the Company's whole business, or for entrusted business, or for frequent joint operation with others;
- (d) transfer of the whole or any material part of the business or assets of the Company;
or
- (e) acquire the whole of the business or assets of a third-party, which will have material effect on the operations of the Company.

12.3A If the Company proposes to undertake the action listed in Articles 12.3(b) and 12.3(d) above or a Share Swap, which would result in the termination of the Company's listing on the TPEX, and where (in the case of any Merger in Article 12.3(b) above) the surviving entity, (in the case of any transfer in Article 12.3(d) above) the transferee, (in

the case of a Share Swap) the entity whose shares has been allotted or who pays cash or uses its assets as the consideration in exchange for the Company's all issued shares and, (in the case of any Spin-off in Article 12.3(b) above) the existing or newly incorporated spun-off company's shares are not listed on the TPEX or the TWSE, then in addition to any requirements to be satisfied under the Law, such action shall be also approved by a Supermajority Resolution.

12.4 Subject to the Law, with regard to the dissolution procedure of the Company, the Company shall pass:

- (a) an Supermajority Resolution, in the event that the Company resolves that it be wound up voluntarily because the Company is unable to pay its debts as they fall due; or
- (b) a Special Resolution, in the event that the Company resolves that it be wound up voluntarily for reasons other than set out in Article 12.4 (a) above.

12.5 Subject to the Law, the Company shall, by Special Resolution, issue securities by way of Private Placement within the territory of the ROC in accordance with Applicable Public Company Rules; provided that, for issuance of straight corporate bonds by way of Private Placement within the territory of the ROC, the Company may do so by resolution of the Board in installments within one year from the date of the resolution of the Board in accordance with Applicable Public Company Rules.

12.6 Subject to the Applicable Law, the Company shall, by Supermajority Resolution, distribute its Capital Reserve, in whole or in part, by issuing new shares which shall be distributed as bonus shares to its original Members in proportion to the number of shares being held by each of them.

12.6A When there's no loss, if the Board, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, determines the Capital Reserve shall be paid in cash in whole or in part, based on the proportion to the number of shares of the Members, it shall report to the Members in the next general meeting.

13. Variation of Rights Attaching to Shares

If, at any time, the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound-up, be varied with the sanction of a Special Resolution passed at a general meeting of the holders of the shares of that class. Notwithstanding the foregoing, if any modification or alteration in these Articles is prejudicial to the preferential rights of any class of shares, such modification or alteration shall be adopted by a Special Resolution and shall also be adopted by a Special Resolution passed at a separate meeting of Members of that class of shares. To any such meeting all the provisions of these Articles relating

to general meetings shall apply *mutatis mutandis*. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

COMPENSATION, DIVIDENDS AND CAPITALISATION

14. Compensation and Dividends

14.1 Subject to the restrictions set out in these Articles, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, determine the payout ratio and payment manner of employees' and Directors' compensation, and submit and report the same to the Members in the general meeting.

14.2 Subject to the restrictions set out in this Article, 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 ; and
- (c) accumulated losses of the Company be set aside before allocation, if any.

Compensation to the employees' may be distributed, in the discretion of the Board, by way of cash or by way of applying such sum in paying up in full unissued shares or a combination of both for allocation and distribution to the employees. The employees' compensation recipients may include qualified employees of the Company's Subsidiaries. And the Directors' compensation shall be distributed by way of cash.

14.3 The Board may, subject to approval by the Members by way of Ordinary Resolution or, in the case of Article 12.3(a), Supermajority Resolution and subject to these Articles and any direction of the Members in annual general meeting, declare dividends to be paid in shares to the Members, in proportion to the number of shares held by them.

14.3A If the Board, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, determines the dividends and bonus shall be paid in cash in whole or in part, in proportion to the number of shares held by them, and shall report to the Members in the next general meeting.

14.4 Subject to the restrictions set out in this Article, dividends may be declared and paid out of profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Board determine is no longer needed, or not in the same amount. In determining the Company's dividend policy, the Board recognises that the Company operates in a capital-intensive industry at the steady growth stage of its business, and in determining the amount, if any, of the dividend or other distribution the Board

recommends to Members for approval in any financial year, the Board may take into consideration financial, business and operational factors of the Company. Dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Law. Notwithstanding any other provision in these Articles and subject to compliance with the Law, if there are profits, in making the profits distribution recommendation, the Board shall set aside out of the profits of the Company for each financial year: (i) a reserve for payment of tax for the relevant financial year; (ii) an amount to offset losses incurred in previous years; and (iii) a special surplus reserve as required by the applicable securities authority under the Applicable Public Company Rules. After combining accumulated undistributed earnings in the previous years and setting aside a certain amount of remaining profits of such financial year as a reserve or reserves for development purposes as the Board may from time to time think fit, subject to the compliance with the Law, the Company shall distribute no less than 10% of the remaining profit as dividends to the Members.

Dividends to the Members may be distributed, in the discretion of the Board, by way of cash or by way of applying such sum in paying up in full unissued shares or a combination of both for allocation and distribution to the Members. Cash dividends to Members shall not be less than 10% of the total amount of dividends to Members. However, the Board may adjust payout ratio of annual cash dividends in any specific year based on the net profit and business operation of the Company during related fiscal years.

- 14.5** No unpaid employees', Directors' compensation or dividends shall bear interest as against the Company.
- 14.6** The Board shall fix a record date for determining the employees, the Directors entitled to receive any compensation or the Members entitled to receive any dividend or other distribution.
- 14.7** For the purpose of determining Members entitled to receive payment of any dividend, the Board may provide that the Register of Members shall be closed for transfers for five (5) calendar days before the relevant record date or such other period as may be required by the Applicable Public Company Rules subject to compliance with the Law.

15. Capital Reserve and Power to Set Aside Profits

- 15.1** The Board may, before declaring a dividend, set aside out of the surplus or profits of the Company, such sum as it thinks proper as a reserve to be used to meet contingencies or for equalising dividends or for any other purpose. Pending application, such sums may be employed in the business of the Company or invested, and need not be kept separate from other assets of the Company. The Board may also, without placing the same to reserve, carry forward any profit which it decides not to distribute.
- 15.2** Subject to any direction from the Company in general meeting, the Board may on behalf

of the Company exercise all the powers and options conferred on the Company by the Law in regard to the Company's Capital Reserve. Subject to compliance with the Law, the Board may on behalf of the Company set off accumulated losses against credits standing in the Capital Reserve and make distribution out of the Capital Reserve.

16. Method of Payment

- 16.1** Any dividend, interest, or other monies payable in cash in respect of the shares may be paid by wire transfer to the Member's designated account or by cheque or draft sent through the post directed to the Member at such Member's address in the Register of Members.
- 16.2** In the case of joint holders of shares, any dividend, interest or other monies payable in cash in respect of shares may be paid by wire transfer to the holder first named in the Register of Members to such holder's designated account or by cheque or draft sent through the post directed to the address of the holder first named in the Register of Members. If two or more persons are registered as joint holders of any shares any one can give an effectual receipt for any dividend paid in respect of such shares.
- 16.3** For so long as the shares are listed on the TPEX, the payment of any dividend shall comply with the Applicable Public Company Rules.

17. Capitalisation

Subject to Article 12.3(a) and the Applicable Law, the Board may capitalise any sum for the time being standing to the credit of any of the Company's share premium or other reserve accounts or to the credit of the profit and loss account or otherwise available for distribution by applying such sum in paying up unissued shares to be allotted as fully paid bonus shares pro rata to the Members.

MEETINGS OF MEMBERS

18. Annual General Meetings

- 18.1** The Board of the Company shall convene and hold a general meeting as its annual general meeting within six (6) months following the end of each financial year.
- 18.2** Subject to Article 18.1, the annual general meeting of the Company may be held at such time and place as the Board shall appoint. Unless otherwise provided by the Law, the annual general meeting shall be held in the ROC. If the Board resolves to hold the annual general meeting outside the ROC, the Company shall apply for the approval of the TPEX thereof within two (2) days after the Board adopts such resolution. Where the annual general meeting is to be held outside the ROC, the Company shall engage a professional stock affairs agent in the ROC to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).
- 18.3** The Company shall make all the statements and records prepared by the Board and the

report prepared by the Audit Committee that will be submitted to an annual general meeting available at the Registered Office (if applicable) and its stock affairs agent located in the ROC ten (10) days prior to such annual general meeting in accordance with Applicable Public Company Rules. Members may review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such review.

- 18.4** Unless otherwise provided in Articles 12.6A and 14.3A, the Board shall submit business reports, financial statements and proposals for distribution of profits or losses prepared by it for the purposes of annual general meetings of the Company for confirmation and adoption by the Members as required by the Applicable Public Company Rules. After confirmation and adoption at the annual general meeting, the Board shall send copies of or announce to the public via the Market Observation Post System the adopted financial statements and the minutes of the annual general meeting containing the resolutions passed on the allocation and distribution of profits or loss, to each Member.

19. Extraordinary General Meetings

- 19.1** General meetings other than annual general meetings shall be called extraordinary general meetings.
- 19.2** The Board may convene an extraordinary general meeting of the Company whenever in their judgment such a meeting is necessary.
- 19.3** Article 18.2 shall apply to extraordinary general meetings.
- 19.4** The Board shall on a Member's requisition as defined in Article 19.5 forthwith proceed to convene an extraordinary general meeting of the Company.
- 19.5** One or more Member(s) of the Company holding at the date of deposit of the requisition not less than 3% of the total number of the issued shares of the Company continuously for a period of one (1) year or more may make a requisition that contains the details set out in Article 19.6 below to request the Board to convene an extraordinary general meeting of the Company.
- 19.6** The requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor.
- 19.7** If the Board does not within fifteen (15) days from the date of the deposit of the requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting after obtaining the prior approval from the relevant regulator. If the extraordinary general meeting will be held outside the ROC, an application shall be submitted by such requisitionists to the TPEX for its prior approval.
- 19.8** One or more Member(s) continuously holding 50% or more of the total number of issued

shares of the Company for a period of three (3) months or more may convene an extraordinary general meeting. The length of holding period and number of shares shall be determined based on shares held by the Member(s) within the share transfer prohibition period.

19.9 In addition to the failure or unwillingness to convene an extraordinary general meeting by the Board, the Independent Directors of Audit Committee may, for the benefit of the Company, convene an extraordinary general meeting whenever in their judgment such a meeting is necessary.

20. Notice

20.1 At least thirty (30) days' notice of an annual general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of business to be conducted at the meeting. The notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior written consent from the recipient(s) thereof.

20.2 At least fifteen (15) days' notice of an extraordinary general meeting shall be given to each Member entitled to attend and vote thereat, stating the date, place and time at which the meeting is to be held and the general nature of the business to be considered at the meeting.

20.3 The Board shall fix a record date for determining the Members entitled to receive notice of and to vote at any general meeting of the Company in accordance with Applicable Public Company Rules and close its Register of Members accordingly.

20.4 For so long as the shares are listed on the TPEX, the Company shall announce to the public via the Market Observation Post System the notice of a general meeting, the proxy instrument, agendas and materials relating to the matters to be reported and discussed in the meetings and election or removal of Directors, in accordance with Articles 20.1 and 20.2 hereof, and shall transmit the same via the Market Observation Post System in accordance with Applicable Public Company Rules. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with Articles 20.1 and 20.2. The Board shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be sent to or made available to all Members and shall be transmitted to the Market Observation Post System in accordance with Applicable Public Company Rules.

20.4A Before effecting any Merger, Acquisition or Spin-off in a general meeting, the Company shall send to the Members the review results of Audit Committee and opinions provided by an independent expert, as provided in Article 61.2, and necessary items to be included in the contract or the plan pursuant to the Applicable Law along with the notice of the general meeting. If identical content of the foregoing documents has been posted on the

website designated by competent securities authority in the ROC and kept in the place where the general meeting to be held for Member's inspection, it shall be deemed as having been sent to the Members.

- 20.5** The Members shall not bring up any extemporaneous motion not included in the notice of general meeting unless such extemporaneous motion is directly related to the matters indicated in the notice of general meeting and only to the extent permissible under Applicable Law. For the avoidance of doubt, matters pertaining to (a) election or discharge of Directors, (b) alteration of the Memorandum or Articles, (c) reduction of capital (d) application for the approval of ceasing its status as a public company, (e) (i) dissolution, Merger, Share Swap, Spin-off, (ii) any proposal of the Company to enter into, amend, or terminate any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others, (iii) transfer of the Company's business or assets, in whole or in any essential part, (iv) acquisition or assumption of the whole business or assets of another person, which has a material effect on the Company's operation, (f) ratification of an action by Director(s) who engage(s) in business for himself or on behalf of another person that competes with the Company's business, (g) payment of dividends in whole or in part by way of issuance of new shares, (h) distribution of new shares or cash, from the Capital Reserve, (i) the Private Placement of any equity-linked securities issued by the Company, (j) matters of Article 56-1 of ROC Regulations Governing the Offering and Issuance of Securities by Securities Issuers, (k) matters of Article 60-2 of ROC Regulations Governing the Offering and Issuance of Securities by Securities Issuers, shall be indicated in the notice of general meeting, with a summary of the material content to be discussed, and shall not be brought up as an extemporaneous motion.
- 20.6** The Board shall keep the Memorandum and Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the Registered Office or such other places in accordance with the Applicable Law and the Company's stock affairs agent located in the ROC. The Members may request, from time to time, by submitting document(s) evidencing his interests involved and indicating the designated scope of the inspection, access to inspect, review or make copies of the foregoing documents; the Company shall procure the stock affairs agent to grant such access to the Members.

21. Giving Notice

- 21.1** A notice may be given by the Company to any Member either by delivering it to such Member in person or by sending it to such Member's address in the Register of Members or to such other address given for the purpose by letter mail or courier service. For the purposes of this Article, a notice may be sent via electronic means if so agreed to by the Members in writing.

21.2 Any notice shall be deemed to be effective when it is sent in accordance with Articles 20 and 21 of these Articles.

22. Postponement of General Meeting

The Board may postpone any general meeting called in accordance with the provisions of these Articles provided that notice of postponement is given to each Member before the time for such meeting. Fresh notice of the date, time and place for the postponed meeting shall be given to each Member in accordance with the provisions of these Articles provided that in the event that the Members resolve to postpone the general meeting for not more than five days, Articles 20.1, 20.2, 20.3, 20.4, 20.5 and 21 do not apply.

23. Quorum at General Meetings

23.1 No business shall be transacted at any general meeting unless a quorum is present. Unless otherwise provided for in these Articles, Members present in person or by proxy or in the case of a corporate Member, by corporate representative, representing more than one-half of the total outstanding shares of the Company entitled to vote, shall constitute a quorum for any general meeting.

23.2 Unless otherwise provided in these Articles, a resolution put to the vote of the meeting shall be decided on a poll.

23.3 Nothing in these Articles shall prevent any Member from initiating proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the improper convening of any general meeting or the improper passage of any resolution within thirty (30) days after passing of such resolution. The Taiwan Taipei District Court, ROC, may be the court for adjudicating any disputes arising out of the foregoing.

23.4 Unless otherwise expressly required by the Law, the Memorandum or these Articles, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.

23.5 When the Members present does not constitute the quorum prescribed in Article 23.1, a tentative resolution may be passed by more than one-half of those present and represent one-third or more of the total outstanding shares of the Company entitled to vote. A notice of such tentative resolution shall be given to each Member and the Company shall reconvene a general meeting within one (1) month. In the reconvened general meeting, if the tentative resolution is again adopted by more than one-half of the Members who are present and represent one-third or more of the total outstanding shares of the Company entitled to vote, such tentative resolution shall be deemed to be an Ordinary Resolution.

23.6 Member(s) holding 1% or more of the total issued shares immediately prior to the relevant book close period, during which the Company closed its Register of Members, may propose to the Company a proposal for discussion at an annual general meeting.

Prior to the date on which share transfer registration is suspended before the convention of an Annual General Meeting, the Company shall give a public notice announcing acceptance of proposal in writing or by way of electronic transmission, the place and the period for members to submit proposals to be discussed at the Annual General Meeting; and the period for the Company to accept the submitted proposals shall not be less than ten (10) days. If (a) the proposal contains more than 300 Chinese words or the proposing Member(s) has made more than one proposal, (b) the proposing Member(s) holds less than 1% of the total number of issued shares, (c) the matter of such proposal may not be resolved by a general meeting; or (d) the proposal is submitted to the Company after the date fixed and announced by the Company for accepting Member(s)' proposal(s), the Board shall refuse to include such proposal in the agenda of the annual general meeting. Member(s) may submit a proposal for urging the Company to promote public interests or fulfill its social responsibilities provided that only one proposal shall be allowed in accordance with Article 172-1 of the ROC Company Act. If more than one proposal is submitted, none of the proposals shall be included in the agenda.

23.7 The rules and procedures of general meetings shall be established by the Board and approved by an Ordinary Resolution, and such rules and procedures shall be in accordance with these Articles and the Applicable Public Company Rules.

24. Chairman to Preside

In the event that the general meeting is convened by the Board, the Chairman shall act as chairman at all meetings of the Members at which such person is present. In case where the Chairman is on leave or unable to exercise the powers of the Chairman for any reason, the vice Chairman of the Board shall do so in place of the Chairman. If there is no vice Chairman or the vice Chairman also is on leave or unable to act for any reason, the Chairman shall appoint a managing Director to act on his behalf. If there is no managing Director, the Chairman shall appoint a Director to act on his behalf. If the Chairman does not make such appointment, the managing Directors or Directors shall elect from among themselves one person to act on the behalf of the Chairman.

Where a General Meeting is convened by any person entitled to call the meeting other than the Board, such meeting shall be chaired by the person so entitled or, if there are two or more persons so entitled to call the meeting, they shall choose one person from among themselves to chair the meeting.

25. Voting on Resolutions

25.1 Subject to any rights, privileges or restrictions attached to any share, every Member who is present in person or by proxy (or in the case of corporate Member, by corporate representative(s)) shall have one (1) vote for every share of which he is the holder. If a Member holds shares for others, such Member may exercise his voting power separately. The qualifications, scope, methods of exercise, operating procedures and other matters

for compliance with respect to exercising voting power separately shall comply and in accordance with these Articles and the Applicable Public Company Rules.

- 25.2** No Member shall be entitled to vote at a general meeting or at any separate meeting of the holders of a class of shares unless such Member is registered as a Member on the record date for such meeting nor unless he has paid all the calls on all shares held by such Member.
- 25.3** Votes may be cast either personally or by proxy or in the case of corporate Member, by corporate representative(s). A Member may appoint another person as his proxy by specifying the scope of appointment in the proxy instrument prepared by the Company to attend and vote at a general meeting, provided that a Member may appoint only one (1) proxy under one (1) instrument to attend and vote at such meeting.
- 25.4** The Board may determine that the voting power of a Member at a general meeting may be exercised by way of a written ballot or by way of electronic transmission; provided, however, that if a general meeting is to be held outside the ROC or pursuant to the Applicable Public Company Rules, the Company shall provide the Members with a method for exercising their voting power by way of a written ballot or electronic transmission. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or electronic transmission. Any Member who intends to exercise his voting power by way of a written ballot or by way of electronic transmission shall serve the Company with his voting decision at least two (2) days prior to the date of such general meeting. Where more than one voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the later-received voting decision. A Member who exercises his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to vote his shares at the general meeting only in the manner directed by his written instrument or electric document. The chairman as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electric document and/or any amendment to resolution(s) proposed at the said general meeting. For the purposes of clarification, such Member voting in such manner shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.
- 25.5** In the event any Member who intended to exercise his voting power by way of a written ballot or electronic transmission and has served his voting decision on the Company pursuant to Article 25.4 hereof later intends to attend the general meetings in person, he shall, at least two (2) days prior to the date of such general meeting, serve the Company with a separate notice revoking his previous voting decision. Such separate notice shall

be sent to the Company in the same manner (e.g., by courier, registered mail or electronic transmission, as applicable) as the manner the previous voting decision under Article 25.4 was given to the Company. Votes by way of a written ballot or electronic transmission shall remain valid if the relevant Member fails to revoke his voting decision before the prescribed time.

26. Proxies

- 26.1** The instrument of proxy shall be in the form approved by the Board from time to time and be expressed to be for a particular meeting only. An instrument of proxy shall be in writing and executed under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, under the hand of an officer or attorney duly authorised for that purpose. A proxy need not be a Member of the Company.
- 26.2** Subject to the Applicable Public Company Rules, except for trust enterprises organized under the laws of the ROC or a stock affairs agent approved pursuant to Applicable Public Company Rules, save with respect to the chairman being deemed appointed as proxy under Article 25.4, in the event a person acts as the proxy for two or more Members, the sum of shares entitled to be voted as represented by such proxy shall be no more than 3% of the total outstanding voting shares immediately prior to the relevant book closed period, during which the Company closes its register of Members; any vote in respect of the portion in excess of such 3% threshold shall not be counted.
- 26.3** In the event that a Member exercises his voting power by way of a written ballot or electronic transmission and has also authorized a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any Member who has authorised a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he shall, at least two (2) days prior to the date of such general meeting, serve the Company with a separate written notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.
- 26.4** The instrument of proxy shall be deposited at the Registered Office or the office of the Company's stock affairs agent in the ROC or at such other place as is specified for that purpose in the notice convening the meeting, or in any instrument of proxy sent out by the Company no less than five (5) days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, save with respect to the deemed appointment of the chairman as proxy under Article 25.4. Where more than one (1) instrument of proxy are received from the same Member by the Company, the first instrument of proxy received shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous proxy in the later-

received instrument.

- 26.5** For so long as the shares are listed on the TPEX , the use and solicitation of proxies shall be in compliance with the Applicable Public Company Rules, including but not limited to “Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.”

27. Dissenting Member’s Appraisal Right

- 27.1** In the event any of the following resolutions are adopted at a general meeting, any Member who has notified the Company in writing of his objection to such matter prior to the meeting and has raised again his objection at the meeting, may request the Company to purchase all of his shares at the then prevailing fair price:
- (a) the Company enters into, amends, or terminates any contract for lease of the Company’s business in whole, or the delegation of management of the Company’s business to others or the regular joint operation of the Company with others;
 - (b) the Company transfers its business or assets, in whole or in any essential part; provided that the foregoing does not apply where such transfer is pursuant to the dissolution of the Company; or
 - (c) the Company acquires or assumes the whole business or assets of another person, which has a material effect on the Company’s operations.
- 27.2** In the event any part of the Company’s business is spun off or involved in any Merger, Acquisition or Share Swap, any Member, who has abstained from voting in respect of such matter and raised his objection therefor, in writing or verbally (with a record) before or during the general meeting approving such Spin off, Merger, Acquisition or Share Swap, may request the Company to purchase all of his shares at the then prevailing fair price.
- 27.3** A Member raising his objection under Article 27.1 or Article 27.2 shall send a notice to the Company in writing and specify his offered price within twenty (20) days following the adoption of resolution at the general meeting. If the Company and such Member agree on the offered price, the Company shall pay for all of his shares within ninety (90) days following the adoption of resolution at the general meeting. If not, the Company shall pay its proposed fair price to such Member within ninety (90) days following the adoption of resolution at the general meeting. Failing to make any payment will be deemed that the Company have accepted the offered price specified by the Member.
- 27.4** Where the Company fails to reach an agreement on the offered price with dissenting Members requesting to purchase of all of their shares pursuant to Article 27.2 within sixty (60) days following the adoption of resolution at the general meeting, the Company shall file a petition with the Taipei District Court, ROC, as the court of competent

jurisdiction, against all the dissenting Members to determine the purchase price within thirty (30) days following the end of negotiation.

28. Shares that May Not be Voted

28.1 Shares held as set out below shall not carry any voting rights nor be counted in the total number of outstanding shares at any given time:

- (a) beneficially owned by the Company itself;
- (b) by any entity in which the Company owns more than 50% of its issued and voting share capital or equity capital; or
- (c) by any entity in which the Company, together with (i) the holding company of the Company and/or (ii) any Subsidiary of (a) the holding company of the Company or (b) the Company owns, directly or indirectly, more than 50% of its issued and voting share capital or equity capital.

28.2 A Member who has a personal interest in any motion discussed at a general meeting, which interest may be in conflict with and impair those of the Company, shall abstain from voting such Member's shares in regard to such motion and such shares shall not be counted in determining the number of votes of the Members present at the said meeting. However, such shares may be counted in determining the number of shares of the Members present at such general meeting for the purposes of determining the quorum. The aforementioned Member shall also not vote on behalf of any other Member.

28.3 If a Director has pledged shares in the Company held by him and the number of such shares pledged at any time amounts to more than fifty per cent of the total shares held by such Director at the time of his latest appointment, such pledged shares exceeding fifty per cent of the total shares held by such Director at the time of his latest appointment shall not carry any voting rights and shall not be counted in determining the number of votes of the Members present at a general meeting but shall be counted towards the quorum of the general meeting.

29. Voting by Joint Holders of Shares

In the case of joint holders, the joint holders should appoint among themselves one person to exercise the rights of a shareholder pursuant to the Applicable Public Company Rules.

30. Representation of Corporate Member

30.1 A corporation which is a Member may, by written instrument, authorise such person or persons as it thinks fit to act as its representative at any meeting of the Members and any person so authorised shall be entitled to exercise the same powers on behalf of the corporation which such person represents as that corporation could exercise if it were an individual Member, and that Member shall be deemed to be present in person at any such meeting attended by its authorised representative or representatives.

30.2 Notwithstanding the foregoing, the chairman of the meeting may accept such assurances as he thinks fit as to the right of any person to attend and vote at general meetings on behalf of a corporation which is a Member.

31. Adjournment of General Meeting

Unless otherwise provided in these Articles, if a quorum is not present at the time appointed for the general meeting, the chairman may postpone the general meeting to a later time, provided, however, that the maximum number of times a general meeting may be postponed shall be two (2) and the total time postponed shall not exceed one (1) hour. If the general meeting has been postponed for two (2) times, but at the postponed general meeting a quorum is still not present, the chairman shall declare the general meeting is dissolved, and if it is still necessary to convene a general meeting, it shall be reconvened as a new general meeting in accordance with these Articles.

32. Directors Attendance at General Meetings

The Directors of the Company shall be entitled to receive notice of, attend and be heard at any general meeting.

DIRECTORS AND OFFICERS

33. Number and Term of Office of Directors

33.1 There shall be a board of Directors consisting of no less than five (5) persons and no more than twelve (12) persons, each of whom shall serve for a term of office not exceeding three (3) years. Directors may be eligible for re-election. The Company may from time to time by Special Resolution increase or reduce the number of Directors.

33.2 The number of Directors having a spousal relationship or Family Relationship within Second Degree of Kinship with any other Directors shall be less than half of the total number of Directors.

33.3 In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 33.2 hereof, the non-qualifying Director(s) who was elected with the fewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided for in Article 33.2 hereof. Any person who has already served as a Director but is in violation of the aforementioned requirements shall vacate his position of Director automatically.

33.4 Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least one (1) of the Independent Directors shall be domiciled in the ROC and at least one (1) of them shall have accounting or financial expertise.

33.5 Independent Directors shall have professional knowledge and shall maintain

independence within the scope of their duties as a director, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be governed by the Applicable Public Company Rules.

34. Election of Directors

34.1 (Deleted).

34.2 The Directors shall be elected by Members upon a poll vote by way of Cumulative Voting in the following manner:

(a) in the election of Directors, each share shall be entitled to the voting rights equivalent to the number of the Directors' seats to be elected and such voting rights can be combined to vote for one person or divided to vote for several persons. Those candidates who receive more votes should be elected as the Directors;

(b) the Directors and Independent Directors of the Company shall be elected at the same time, and the votes to be elected shall be calculated separately. Those candidates who receive more votes should win the seats of Directors or Independent Directors, as the case may be; and

(c) where two (2) or more directors nominated for election receive the same number of votes which exceeds the number of new Directors intended to be elected, there shall be a draw by such Directors receiving the same number of votes to determine who shall be elected; the chairman shall draw for a Director nominated for election who is not present at the general meeting.

34.3 For so long as the shares are listed on the TPEX, subject to the requirement of the competent securities authority in the ROC, the Company shall adopt a candidate nomination mechanism for the election of the Directors and Independent Directors which is in compliance with the Applicable Public Company Rules.

34.4 If the number of Independent Directors is less than three (3) persons due to the resignation or removal of such Independent Directors for any reason, the Company shall hold an election of Independent Directors at the next following general meeting. If all of the Independent Directors are resigned or removed, the Board shall hold, within sixty (60) days, an extraordinary general meeting to elect succeeding Independent Directors to fill the vacancies.

34.5 If the number of Directors is less than five (5) persons due to the vacancy of Director(s) for any reason, the Company shall hold an election of Director(s) at the next following general meeting. When the number of vacancies in the Board equals to one third of the total number of Directors elected, the Board shall hold, within sixty (60) days, a general meeting of Members to elect succeeding Directors to fill in the vacancies.

34.6 Where a legal entity is a Member, such legal entity and its authorized representative may

be elected as Director of the Company in accordance with these Articles. If there are more than one authorized representatives, each of them may be so elected PROVIDED THAT such number of Directors to be elected shall not exceed the maximum number of Directors set out in Article 33.1 or as may be determined by the Company by way of Special Resolution from time to time.

35. Removal of Directors

35.1 The Company may from time to time by Supermajority Resolution remove any Director from office, whether or not appointing another in his stead. Any reduction of the authorized number of Directors does not remove any Director prior to the expiration of such Director's term of office.

35.2 In case a Director has, in the course of performing his duties, committed any act resulting in material damages to the Company or in serious violation of Applicable Law, but not been removed by a Supermajority Resolution of a general meeting, the Member(s) holding 3% or more of the total number of outstanding shares of the Company may, within thirty (30) days after that general meeting, to the extent permissible under Applicable Law, institute a lawsuit in the court for a judgment to remove such Director. The Taipei District Court, ROC, may be the court for this matter.

35.3 Prior to the expiration of the term of office of the current Directors, the Members may at a general meeting re-elect all Directors, which vote shall be calculated in accordance with Article 34.2 above. The term of office of all current Directors is deemed to have expired on the date of the re-election or any other date as otherwise resolved by the Members at the general meeting unless the Members resolve that all current Directors will be discharged at the expiration of their term of office. Members present in person or by proxy, representing more than one-half of the total issued shares shall constitute a quorum for any general meeting to re-elect all Directors.

36. Vacancy in the Position of Director

36.1 The position of Director shall be vacated if the Director:

- (a) is removed from office pursuant to these Articles;
- (b) dies;
- (c) resigns his/her office by notice in writing to the Company;
- (d) has been adjudicated bankrupt or adjudicated of the commencement of the liquidation process by a court and has not been reinstated to his rights and privileges;
- (e) an order is made by any competent court or official on the grounds that he has no legal capacity or his legal capacity is restricted according to the applicable laws;
- (f) having committed an offence as specified in the ROC Organized Crime Prevention

Act and subsequently adjudicated guilty by a final judgment, and has not started serving the sentence, has not completed serving the sentence, or five (5) years have not elapsed since completion of serving the sentence, expiration of the probation, pardon;

- (g) having been convicted of an offence involving fraud, breach of trust or misappropriation and sentenced with imprisonment for a term of more than one (1) year, and has not started serving the sentence, has not completed serving the sentence, or two (2) years have not elapsed since completion of serving the sentence, expiration of the probation, or pardon;
- (h) having committed an offense as specified in the ROC Anti-corruption Act and subsequently adjudicated guilty by a final judgment, and has not started serving the sentence, has not completed serving the sentence, or two (2) years have not elapsed since completion of serving the sentence, expiration of the probation, or pardon;
- (i) having been dishonored for unlawful use of credit instruments, and the term of such sanction has not expired yet ; or
- (j) having been granted a guardianship order and such order has not been revoked yet.

In the event that any of the foregoing events described in clauses (d), (e), (f), (g), (h), (i) or (j) has occurred in relation to an elected Director or a candidate for election of Director, such person shall be disqualified from being elected as a Director or a candidate for election of Director.

36.2 In case a Director that has transferred, during the term of office as a Director, more than one half of the Company's shares being held by him/her at the time he/she is elected, he/she shall, ipso facto, be removed from the position of Director.

36.3 If any Director, after having been elected and before his/her inauguration of the office of director, has transferred more than one half of the Company's shares being held by him/her at the time of his/her election as such; or had transferred more than one half of the Company's shares being held by him/her within the share transfer prohibition period fixed prior to the convention of a general meeting, then he/she shall immediately ceased to be a Director.

36.4 The foregoing Articles 36.2 and 36.3, however, do not apply to an Independent Director.

37. Remuneration of Directors

37.1 The Board shall, in accordance with the Applicable Public Company Rules, establish a compensation committee comprised of at least three (3) members, and half of the member shall be Independent Directors. The professional qualifications of the members of the Compensation Committee, the responsibilities, powers and other related matters

of the Compensation Committee shall comply with the Applicable Public Company Rules. Upon the establishment of the compensation committee, the Board shall, by a resolution, adopt a charter for the compensation committee the provisions of which are consistent with the Applicable Public Company Rules.

37.2 The compensation referred in Article 37.1 shall include the compensation, stock option and other incentive payments of Directors and managers of the Company.

37.3 The remuneration of the Directors shall be decided by the Board by reference to the recommendation made by the compensation committee (applicable only after the establishment of such compensation committee), the standard generally adopted by other enterprises in the same industry, and shall be paid regardless whether the Company has profits or suffers losses. The Directors may also be paid all travel, hotel and other expenses properly incurred by them in attending and returning from the meetings of the Board, any committee appointed by the Board, general meetings of the Company, or in connection with the business of the Company or their duties as Directors generally. A Director shall also be entitled to a distribution of profits of the Company pursuant to the Law, the Applicable Public Company Rules, the service agreement or other similar contract that he has entered into with the Company.

38. Defect in Appointment of Director

Subject to Article 23.3 and the Applicable Law, all acts done in good faith by the Board or by a committee of the Board or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

39. Directors to Manage Business

The business of the Company shall be managed and conducted by the Board. In managing the business of the Company, the Board may exercise all such powers of the Company as are not, by the Law or by these Articles, required to be exercised by the Company in general meeting subject, nevertheless, to these Articles, the provisions of the Law, and to such directions as may be prescribed by the Company in general meeting.

40. Powers of the Board of Directors

Without limiting the generality of Article 39 and subject to the Applicable Law,

- (a) the Board may appoint, suspend, or remove any officer, manager, secretary, clerk, agent or employee of the Company and may fix their remuneration and determine their duties;
- (b) the Board may exercise all the powers of the Company to borrow money and to mortgage or charge or otherwise grant a security interest in its undertaking, property and uncalled capital, or any part thereof, and may issue debentures, debenture stock and other securities

whether outright or as security for any debt, liability or obligation of the Company or any third party;

- (c) the Board may appoint one or more Directors to the office of managing director or chief executive officer of the Company, who shall, subject to the control of the Board, supervise and administer all of the general business and affairs of the Company;
- (d) the Board may appoint a person to act as manager of the Company's day-to-day business and may entrust to and confer upon such manager such powers and duties as it deems appropriate for the transaction or conduct of such business;
- (e) the Board may, by power of attorney, appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Board, to be an attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) and for such period and subject to such conditions as it may think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions so vested in the attorney;
- (f) the Board may procure that the Company pays all expenses incurred in promoting and incorporating the Company;
- (g) the Board may delegate any of its powers (including the power to sub-delegate) to a committee (including without limitation the compensation committee) of one (1) or more persons appointed by the Board and every such committee shall conform to such directions as the Board shall impose on them. Subject to any directions or regulations made by the Board for this purpose, the meetings and proceedings of any such committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board;
- (h) the Board may delegate any of its powers (including the power to sub-delegate) to any person on such terms and in such manner as the Board sees fit;
- (i) the Board may present any petition and make any application in connection with the liquidation or reorganisation of the Company;
- (j) the Board may, in connection with the issue of any share, pay such commission and brokerage as may be permitted by law;
- (k) the Board may authorise any company, firm, person or body of persons to act on behalf of the Company for any specific purpose and in connection therewith to execute any agreement, document or instrument on behalf of the Company;
- (l) the Board shall manage Global Communication Semiconductors, LLC and/or other wholly-owned Subsidiaries of the Company in the same manner as the Company and with

respect to all matters of Global Communication Semiconductors, LLC and/or other wholly-owned Subsidiaries of the Company in the nature which will be subject to the Board or the Members approvals if such matters are of the Company's, the Board shall take the necessary actions to have those matters decided by the Board or the general meeting, as applicable; and

- (m) the Board shall request the officers of Global Communication Semiconductors, LLC and/or other wholly-owned Subsidiaries of the Company, to submit all of the material operation, financial and management decision regarding Global Communication Semiconductors, LLC and/or other wholly-owned Subsidiaries of the Company to the Board for discussion and resolution before Global Communication Semiconductors, LLC and/or other wholly-owned Subsidiaries of the Company make any material decision.

41. Register of Directors and Officers

41.1 The Board shall cause to be kept in one or more books at the Registered Office of the Company a Register of Directors and Officers in accordance with the Law and shall enter therein the following particulars with respect to each Director and Officer:

- (a) first name and surname; and
- (b) address.

41.2 The Board shall, within the period of thirty (30) days from the occurrence of:-

- (a) any change among its Directors and Officers; or
- (b) any change in the particulars contained in the Register of Directors and Officers, cause to be entered on the Register of Directors and Officers the particulars of such change and the date on which such change occurred, and shall notify the Registrar of Companies of any such change that takes place.

42. Officers

The Officers shall consist of a Secretary and such additional Officers as the Board may determine all of whom shall be deemed to be Officers for the purposes of these Articles.

43. Appointment of Officers

The Secretary (and additional Officers, if any) shall be appointed by the Board from time to time.

44. Duties of Officers

The Officers shall have such powers and perform such duties in the management, business and affairs of the Company as may be delegated to them by the Board from time to time.

45. Remuneration of Officers

The Officers shall receive such remuneration as the Board may determine.

46. Conflicts of Interest

- 46.1** Any Director, or any Director's firm, partner or any company with whom any Director is associated, may act in any capacity for, be employed by or render services to the Company and such Director or such Director's firm, partner or company shall be entitled to remuneration as if such Director were not a Director. Nothing herein contained shall authorise a Director or Director's firm, partner or company to act as auditor to the Company.
- 46.2** Notwithstanding anything to the contrary contained in this Article 46, a Director who has a personal interest in the matter under discussion at a meeting of the Board, which may conflict with and impair the interest of the Company, shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting.
- 46.3** Notwithstanding anything to the contrary contained in this Article 46, a Director who has a personal interest in the matter under discussion at a meeting of the Board shall declare the nature of and the essential contents of his interest at the relevant meeting of the Board. Where the matters to be discussed at the meetings of the Board and general meeting pertaining to Spin-off, Merger or Acquisition, a Director who has a personal interest in the matter shall declare the nature of and the essential contents of his interest and reasons approving or disapproving such matter to the Board and the Members.
- 46.4** Where the spouse, a blood relative within the second degree of kinship of a Director, or any company which has a Controlling or Subordinate Relation with a Director has interests in the matters under discussion in the meeting of Article 46.3, such Director shall be deemed to have a personal interest in the matter.
- 46.5** Notwithstanding anything to the contrary contained in this Article 46, a Director who engages in anything for himself or on behalf of another person that is within the scope of the Company's business, shall explain to the Members in a general meeting the essential contents of such conduct and seek its approval by Supermajority Resolution.

47. Indemnification and Exculpation of Directors and Officers

- 47.1** The Directors and Officers of the Company and any trustee for the time being acting in relation to any of the affairs of the Company and every former director, officer or trustee and their respective heirs, executors, administrators, and personal representatives (each of which persons being referred to in this Article as an "indemnified party") shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, or in their respective offices or trusts, and no indemnified party shall be answerable for the acts, receipts, neglects or defaults of the

others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of the said persons or a breach of the duties by such persons provided under Article 47.2. Each Member agrees to waive any claim or right of action such Member might have, whether individually or by or in the right of the Company, against any Director or Officer on account of any action taken by such Director or Officer, or the failure of such Director or Officer to take any action in the performance of his duties with or for the Company, PROVIDED THAT such waiver shall not extend to any matter in respect of any fraud or dishonesty which may attach to such Director or Officer or a breach of the duties by such persons provided under Article 47.2.

- 47.2** Without prejudice and subject to the general directors' duties that a Director owe to the Company and its shareholders under common law principals and the laws of the Cayman Islands, a Director shall perform his fiduciary duties of loyalty and due care of a good administrator in the course of conducting the Company's business, and shall indemnify the Company, to the maximum extent legally permissible, from any loss incurred or suffered by the Company arising from breach of his fiduciary duties. If a Director has made any profit for the benefit of himself or any third party as a result of any breach of his fiduciary duties, the Company shall, if so resolved by the Members by way of an Ordinary Resolution, take all such actions and steps as may be appropriate and to the maximum extent legally permissible to seek to recover such profit from such relevant Director. If a Director has, in the course of conducting the Company's business, violated any laws or regulations that causes the Company to become liable for any compensation or damages to any person, such Director shall become jointly and severally liable for such compensation or damages with the Company and if any reason such Director is not made jointly and severally liable with the Company, such Director shall indemnify the Company for any loss incurred or suffered by the Company caused by a breach of duties by such Director. The Officers, in the course of performing their duties to the Company, shall assume such duties and obligations to indemnify the Company in the same manner as if they are Directors.
- 47.3** The Company may purchase and maintain insurance for the benefit of any Director or Officer of the Company against any liability incurred by him in his capacity as a Director or Officer of the Company or indemnifying such Director or Officer in respect of any loss arising or liability attaching to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which the Director or Officer

may be guilty in relation to the Company or any Subsidiary thereof. The Company shall report the insurance amount, coverage, premium rate and other important contents of the abovementioned insurance purchased or maintained at the most recent meeting of the Board.

MEETINGS OF THE BOARD OF DIRECTORS

48. Board Meetings

48.1 The Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit. A resolution put to the vote at a meeting of the Board shall be carried by the affirmative votes of a majority of the votes cast and in the case of an equality of votes the resolution shall fail.

48.2 The rules and procedures of the meeting of the Board shall be established by the Board in accordance with these Articles and the Applicable Public Company Rules._

49. Notice of Board Meetings

A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board. To convene a meeting of the Board, a notice setting forth therein the matters to be considered and if appropriate, approved at the meeting shall be given to each Director no later than seven (7) days prior to the scheduled meeting date. However, in the case of emergency (which should be determined by the chairman of the Board in his/her sole discretion), the meeting may be convened on a short notice given to each Director. For the purposes of this Article, a notice may be sent via electronic means if so agreed to by the Directors.

50. Participation in Meetings by Video Conference

Directors may participate in any meeting of the Board by means of video conference, electronic or other communication facilities as permitted by the Applicable Public Company Rules, where all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

51. Quorum at Board Meetings

The quorum necessary for the transaction of business at a meeting of the Board shall be more than one-half of the total number of the Directors then in office.

52. Chairman to Preside

If a meeting of the Board is convened by the Chairman, the Chairman shall act as chairman at such meeting of the Board. However, the first meeting of every term of the newly elected Directors shall be convened and chaired by the Director who received votes representing the largest portion of voting rights at the general meeting in which the Directors were elected. If there are two or more Directors so entitled to call the meeting, they shall choose one person

from among themselves to chair the meeting.

When the meeting of the Board is convened by a majority of the Directors under Paragraph 4 of Article 203 and Paragraph 3 of Article 203-1 of the ROC Company Act, the chairman should be elected by and among the Directors who convene the meeting.

In the event that the Chairman is on leave of absence, or is unable to exercise his powers and authorities, the vice Chairman of the Board shall act in lieu of the Chairman. If there is no vice Chairman of the Board, or if the vice Chairman of the Board is also on leave of absence, or cannot exercise his powers and authorities, the Chairman shall designate a Director to chair such meetings of the Board. If the Chairman does not designate a proxy, a chairman shall be appointed or elected by the Directors present at the meeting.

53. Validity of Prior Acts of the Board

No regulation or alteration to these Articles made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation or alteration had not been made.

CORPORATE RECORDS

54. Minutes

The Board shall cause minutes to be duly entered in books provided for the purpose:

- (a) of all elections and appointments of Officers;
- (b) of the names of the Directors present at each meeting of the Board and of any committee appointed by the Board; and
- (c) of all resolutions and proceedings of general meetings of the Members, meetings of the Board, meetings of managers and meetings of committees appointed by the Board.

55. Register of Mortgages and Charges

55.1 The Directors shall cause to be kept the Register of Mortgages and Charges required by the Law.

55.2 The Register of Mortgages and Charges shall be open to inspection in accordance with the Law, at the office of the Company on every business day in the Cayman Islands, subject to such reasonable restrictions as the Board may impose, so that not less than two (2) hours in each such business day be allowed for inspection.

56. Form and Use of Seal

56.1 The Company may adopt a seal, which shall bear the name of the Company in legible characters, and which may, at the discretion of the Board, be followed with or preceded by its dual foreign name or translated name (if any), in such form as the Board may determine. The Board may adopt one (1) or more duplicate seals for use in or outside

Cayman Islands; and, if the Board thinks fit, a duplicate Seal may bear on its face of the name of the country, territory, district or place where it is to be issued.

56.2 The Seal shall only be used by the authority of the Board or of a committee of the Directors authorised by the Board in that behalf; and, until otherwise determined by the Board, the Seal shall be affixed in the presence of a Director or the Secretary or an assistant secretary or some other person authorised for this purpose by the Board or the committee of Directors.

56.3 Notwithstanding the foregoing, the Seal may without further authority be affixed by way of authentication to any document required to be filed with the Registrar of Companies in the Cayman Islands, and may be so affixed by any Director, Secretary or assistant secretary of the Company or any other person or institution having authority to file the document as aforesaid.

TENDER OFFER AND ACCOUNTS

57. Tender Offer

Within seven (7) days after the receipt of the copy of a tender offer application form and relevant documents by the Company or its litigious or non-litigious agent appointed pursuant to the Applicable Public Company Rules, the Board shall resolve to recommend to the Members whether to accept or object to the tender offer and make a public announcement of the following:

- (a) the types and number of the shares held by the Directors and the Members holding more than 10% of the outstanding shares in their own names or in the names of other persons.
- (b) recommendations to the Members on the tender offer, which shall specify the names of the Directors who abstain or object to the tender offer and the reason(s) therefor.
- (c) whether there is any material change in the financial condition of the Company after the submission of the latest financial report and an explanation of the change, if any.
- (d) the types, numbers and amount of the shares of the tender offeror or its affiliates held by the Directors and the Members holding more than 10% of the outstanding shares held in their own names or in the name of other persons.

58. Books of Account

58.1 The Board shall cause to be kept proper records of account with respect to all transactions of the Company and in particular with respect to:

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure relates;
- (b) all sales and purchases of goods by the Company; and
- (c) all assets and liabilities of the Company.

58.2 Such records of account shall be kept and proper books of account shall not be deemed to be kept with respect to the matters aforesaid if there are not kept, at such place as the Board thinks fit, such books as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

58.3 The instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with these Articles and relevant laws and regulations shall be kept for at least one (1) year; provided, however, that if a Member institutes a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information, they shall be kept until the conclusion of the lawsuit if the lawsuit period is longer than one (1) year.

59. Financial Year End

The financial year end of the Company shall be 31st December in each year but, subject to any direction of the Company in general meeting, the Board may from time to time prescribe some other period to be the financial year, provided that the Board may not without the sanction of an Ordinary Resolution prescribe or allow any financial year longer than eighteen (18) months.

AUDIT COMMITTEE

60. Number of Committee Members

The Company shall establish an Audit Committee. The Audit Committee shall comprise solely of Independent Directors and all Independent Directors shall be members of the Audit Committee. There should be no less than three (3) committee members. One (1) of the Audit Committee members shall be appointed as the convener to convene meetings of the Audit Committee from time to time and at least one (1) of the Audit Committee members shall have accounting or financial expertise. A valid resolution of the Audit Committee requires approval of one-half or more of all its members. The rules and procedures of meeting of the Audit Committee shall be adopted by the Board in accordance with these Articles and the Applicable Public Company Rules.

61. Powers of Audit Committee

61.1 The Audit Committee shall have the responsibilities and powers as specified under the Applicable Public Company Rules. Any of the following matters of the Company shall require the consent of one-half or more of all Audit Committee members and be submitted to the Board for approval:

- (a) adoption of or amendment to any internal control system;
- (b) assessment of the effectiveness of the internal control system;
- (c) adoption of or amendment to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, lending funds to others, or endorsements or guarantees for

others;

- (d) any matter relating to the personal interest of the Directors;
- (e) a material asset or derivatives transaction;
- (f) a material monetary loan, endorsement, or provision of guarantee;
- (g) the offering, issuance, or Private Placement of any equity-linked securities;
- (h) the hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
- (i) the appointment or discharge of a financial, accounting, or internal auditing officer;
- (j) approval of the annual financial statements signed or sealed by the Chairman, manager and accounting officer of the Company, and the signed or sealed second quarter financial statements required to be audited and certified by a certified public accountant;
- (k) the audit of business reports and adoption of proposals for distribution of profits or losses; and
- (l) any other matter so determined by the Company from time to time or required by any competent authority having jurisdiction over the Company.

With the exception of item (j), any other matter that has not been approved with consent of one-half or more of all Audit Committee members may be undertaken upon the consent of two-thirds or more of the members of the Board, and the resolution of the Audit Committee shall be recorded in the minutes of the Board meeting.

- 61.2** Before approving a Merger, Acquisition or Spin-off, the Audit Committee shall review the fairness and reasonableness of the plan and transaction, and report the results to the Board and the Members. The Audit Committee, while reviewing the foregoing matters, shall retain and seek opinions from an independent expert on the justification of the share exchange ratio, cash or other assets to be distributed.

VOLUNTARY WINDING-UP AND DISSOLUTION

62. Winding-Up

- 62.1** Subject to Article 12.4 (a), the Company may be voluntarily wound-up by a Special Resolution of the Members.
- 62.2** If the Company shall be wound up the liquidator may, with the sanction of a Special Resolution, divide amongst the Members in specie or in kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between

the Members or different classes of Members subject to the Applicable Law. The liquidator may, with the like sanction, vest the whole or any part of such assets in the trustees upon such trusts for the benefit of the Members as the liquidator shall think fit, but so that no Member shall be compelled to accept any shares or other securities or assets whereon there is any liability.

CHANGES TO CONSTITUTION

63. Changes to Articles

Subject to the Law and to the conditions contained in its Memorandum, the Company shall, by Special Resolution, alter or add to its Articles.

64. Changes to the Memorandum of Association

Subject to the Law, the Company may from time to time by Special Resolution alter its Memorandum with respect to any objects, powers or other matters specified therein.

LITIGIOUS AND NON-LITIGIOUS AGENT

65. Appointment of Litigious and Non-litigious Agent

So long as the shares are listed on the TPEX, the Company shall appoint a litigious and non-litigious agent pursuant to the Applicable Law to act as the Company's responsible person in the ROC to handle matters stipulated in the ROC Securities and Exchange Act and the relevant rules and regulations thereto. The Company's litigious and non-litigious agent shall be a natural person and have a residence or domicile in the ROC.

OTHERS

66. ROC Securities Laws and Regulations

For so long as the shares are listed on the TPEX, the qualifications, composition, appointment, removal, exercise of functions and other matters with respect to the Directors, Independent Directors, Compensation Committee and Audit Committee which are required to be followed by the Company shall comply with the applicable ROC securities laws and regulations.

67. Application

To the extent permitted under the Law, for so long as the shares are listed on the TPEX, if any provisions in these Articles are contradictory to the Applicable Public Company Rules which are applicable to the Company, the Applicable Public Company Rules shall prevail.

68. Compliance

For so long as the shares are listed on the TPEX, the Company shall comply with the ROC Company Act and the ROC Securities and Exchange Act, subject to any laws and regulations of the Cayman Islands (including the imperative or prohibitive provision of any laws and

regulations of the Cayman Islands).

69. Social Responsibilities

When the Company conducts business, it shall comply with the laws and regulations in accordance with Article 66 to 68 as well as business ethics and may take actions which will promote public interests in order to fulfill its social responsibilities.

四、董事持股情形 Shareholdings of Directors

英屬蓋曼群島商環宇通訊半導體控股股份有限公司

董事名冊

基準日：111年3月22日

職稱	姓名	選任日期	選任時持有股數			現在持有股數			備註
			種類	股數	佔當時發行%	種類	股數	佔當時發行%	
董事長	黃大倫	110.07.02	普通股	0	0.00%	普通股	0	0.00%	
董事	安寶信	110.07.02	普通股	0	0.00%	普通股	0	0.00%	
董事	施韋	110.07.02	普通股	0	0.00%	普通股	0	0.00%	
獨立董事	楊榮恭	109.06.05	普通股	0	0.00%	普通股	0	0.00%	
獨立董事	曾宗琳	109.06.05	普通股	3,641	0.00%	普通股	0	0.00%	
獨立董事	程建中	109.06.05	普通股	0	0.00%	普通股	0	0.00%	
合計			普通股	3,641		普通股	0		

109年06月05日發行總股份： 91,351,504股

110年07月02日發行總股份： 91,823,254股

111年03月22日發行總股份： 110,921,067股

註：本公司無證交法第26條規定之適用