英屬開曼群島商世芯電子股份有限公司

Alchip Technologies, Limited

民國112年第一次股東臨時會議案參考資料

Reference of 2023 1st Extraordinary Shareholders Meeting

時 間：民國一一二年十二月二十日（星期三）上午九時正
Time: 09:00 a.m. on Wednesday, December 20, 2023

地 點：台北市中山區敬業四路168號3樓（維多麗亞酒店）
Venue: 3F, No.168, Jingye 4th Rd., Zhongshan Dist., Taipei City (Grand Victoria Hotel)

出 席：全體股東及股權代表人
Attendants: All shareholders or their proxy holders

主 席：關董事長 建英
Chairman: Mr. Kinying Kwan, Chairman of the Board of Directors

一、主席宣布開會
Call the Meeting to Order

二、主席致詞
Chairman's Address

三、討論事項：
（一）以現金增資發行普通股參與發行海外存託憑證案。
3. Discussion Item
(1) The issuance of new common shares by cash capital increase for sponsoring GDR issuance.

四、臨時動議
4. Ad Hoc Motion

五、散會
5. Adjournment

一、討論事項 Discussion Item

討論案一 董事會 提

案由：以現金增資發行普通股參與發行海外存託憑證案，提請 討論。

說明：

1. 為支應本公司未來營運資金需求，並使資金募集管道多元化，本公司規劃以現金增資發行普通股參與發行海外存託憑證籌集資金，擬提請股東臨時會授權董事會於適當時機，視當時金融市場狀況，自股東臨時會決議之日起一年內於不超過 4,000,000股普通股之範圍內調整發行額度，以籌措資金。
2. 除依公司章程第8.3條規定保留發行普通股總數之10%由公司員工認購外，其餘 90%依證券交易法第28條之1及公司章程第8.2條規定，提請股東臨時會同意由原股東放棄優先認購之權利，全部提撥對外公開發行，以充作參與發行本次海外存託憑證之原有價證券。本次現金增資案員工未認購部份，授權由董事長按實際發行價格洽特定人認購或得視市場需要列入參與發行海外存託憑證之有價證券。
3. 本次以現金增資發行普通股參與發行海外存託憑證之發行價格，將依中華民國證券商業同業公會「承銷商會員輔導發行公司募集與發行有價證券自律規則」規定，不得低於訂價日本公司收盤價、訂價日前一、三、五個營業日擇一計算之普通股收盤價之簡單算術平均數扣除無償配股除權（或減資除權）及除息後平均股價之九成。惟若國內相關法令發生變動時，亦得配合法令規定調整訂價方式。本次現金增資之訂價方式均係依據主管機關相關法令辦理，訂價之依據係屬合理，惟鑒於國內股價常有劇烈短期波動，實際發行價格將於前述範圍內，授權由董事長依國際慣例，並視市場狀況、彙總圈購情形等，與證券承銷商共同議定之，以提高海外投資人之接受度。如以本次辦理現金增資發行新股參與發行海外存託憑證之額度上限4,000,000股計算，加計2023年10月31日止股本(74,138,328股)的基礎上計算，對原股東股權稀釋比率約5.12%，惟為追求公司競爭力提升，並使國際知名度及企業形象推展，在公司長期發展情形下，對股東權益應具正面效益。此外，本次海外存託憑證發行價格的決定方式，係以本公司普通股在國內集中交易市場所形成之公平交易市價為依據，原股東仍得以接近海外存託憑證之發行價格，於國內股市購入本公司普通股股票，且尚無須負擔匯兌風險及流動性風險，故應不致對原股東權益造成重大不利影響。
4. 本次現金增資發行普通股參與發行海外存託憑證，所募集之資金預計用於購置原物料及機器設備、充實營運資金及/或轉投資等一項或多項用途，並預計於資金募集完成後三年左右執行完畢，本計劃之執行預計可強化公司之競爭力，提升營運效能之效益，對股東權益有其正面助益。
5. 為本次現金增資發行普通股參與發行海外存託憑證，本公司擬向相關主管機關（包括中華民國金融監督管理委員會、臺灣證券交易所及中央銀行）申請核准。
6. 本次現金增資發行普通股參與發行海外存託憑證發行之新股，其權利義務與已發行之普通股相同。
7. 本次現金增資發行普通股參與發行海外存託憑證之重要內容，包括發行價格、發行股數、募集金額、發行辦法、計劃項目、預定進度、資金運用計畫與預計可能產生效益等事項及其他一切有關事項，提請股東臨時會同意授權董事會視市場狀況調整、訂定與辦理。未來如經主管機關指示或基於營運評估或因應客觀環境或市場狀況變動而欲修正者，亦提請股東會授權董事會全權處理。
8. 為配合本次辦理現金增資發行普通股參與發行海外存託憑證之發行作業，包括但不限於國內外承銷商、國內外律師、存託機構、保管機構之遴選，擬提請股東臨時會授權董事長或其指定之人核可，並代表本公司簽署一切有關現金增資發行普通股參與發行海外存託憑證之相關文件，及為本

公司辦理一切有關現金增資發行普通股參與發行海外存託憑證之事宜。

9. 上述事項如有未盡事宜，提請股東會授權董事會依法全權處理之。

決議：

Discussion No.1： Proposed by the Board of Directors

The issuance of new common shares by cash capital increase for sponsoring GDR issuance. Please proceed to discuss.

Explanation:

1. For the purposes of increasing the Company's future working capital or meeting other capital needs of the Company, and diversifying fundraising channels, the Company plans to issue new common shares by cash capital increase for GDR issuance. It is proposed to the extraordinary shareholders meeting that the Board of Directors be authorized to identify optimal timing and adjust the number of new common shares to be issued, up to 4 million common shares, depending upon the prevailing financial market conditions within one year from the date of resolution by the extraordinary shareholders meeting in order to raise funds.
2. Pursuant to Article 8.3 of the the Memorandum and Articles of Association of the Company, 10% of the new shares which shall be reserved for employee subscription and it is proposed to the extraordinary shareholders meeting that the shareholders waive their pre-emptive rights to subscribe the remaining 90% of the new shares and such remaining shares shall be allocated for public offering in accordance with Article 28-1 of the Securities and Exchange Act and Article 8.2 of the the Memorandum and Articles of Association of the Company and serve as the underlying securities of this issurance of GDR. The Chairman of the Board is authorized to arrange or engage specific persons to subscribe the shares left unsubscribed by the Company's employees at the issue price, or to include the unsubscribed shares as underlying securities through the issurance of GDR depending on market demand.
3. The issue price of the new shares by cash capital increase for the sponsoring GDR issuance shall not be lower than 90% of the closing price of the Company's common shares listed on the Taiwan Stock Exchange on the pricing date, or the simple arithmetic mean of the closing prices of the Company's common shares listed on the Taiwan Stock Exchange for any of the periods of one, three or five days immediately preceding the pricing date, after factoring out ex-rights trading in connection with free distribution of stock dividends (or ex-rights trading in connection with distribution of shares due to capital reduction) and ex-dividend trading in connection with distribution of cash dividends; provided that, the aforesaid pricing formula may be adjusted in accordance with changes to relevant domestic laws and regulations. The pricing method of this cash capital increase is based on relevant laws and regulations and the basis of the pricing is reasonable. In view of the short-term dramatic volatility of domestic share prices from time to time, the Chairman is authorized to determine the issue price within the aforesaid scope in consultation with the underwriter(s), based on international practice, market conditions and aggregate book building status, so as to enhance the attractiveness to overseas investors. If the amount of the new shares to be issued in this cash capital increase for sponsoring GDR issuance is the maximum amount of shares that the Company can issue, i.e., 4 million shares, plus the share capital (74,138,328 shares) as of Octorber 31, 2023, the dilution ratio of shareholding of the shareholders is about 5.12%; however, considering the competitiveness of the Company would be enhanced, the Company's overseas visibility would be increased and the corporate image would be promoted, it shall have positive benefits for the shareholder’s rights and interests in the case of the Company’s long term development. Additionally, the GDR's issue price is decided based on the fair market price of the Company's common stock. The existing shareholders may purchase common stock in Taiwan's stock market at a price close to the GDR's issue price without having to assume exchange and liquidity risks. This issuance of GDR should not have material impact on existing shareholders' rights and interests.

4. Proceeds from the issuance of common shares by cash capital increase for sponsoring GDR issuance are expected to be used for the following one or multiple purpose(s) within about three years after completion of such issuance: procurment of raw materials and equipments, working capital increase and/or re-investment. The execution of this plan is expected to bolster the Company's competitiveness, enhance operating efficiency and have a positive effect on the shareholders' rights and interests.
5. For this issuance of new common shares by cash capital increase for sponsoring GDR issuance, the Company plans to file the applications for approval to relevant regulatory authorities (including the Financial Supervisory Commission, Taiwan Stock Exchange and Central Bank of Republic of China (Taiwan).
6. The rights and obligations of the new common shares to be issued by cash captial increase for sponsoring GDR issuance are identical to those of the outstanding common shares of the Company.
7. It is proposed to the extraordinary shareholders meeting that the Board of Directors be authorized to adjust, decide and handle, in view of market condition, all material matters in connection with the issuance of new common shares by cash capital increase for sponsoring GDR issuance, including issue price, number of shares to be issued, the amount to be raised, offering plan, items for the funds usage plan, schedule, fund utilizsation plan, expected benefits, and other relevant matters, including necessary amendments to be made per the instructions of the competent authority, based on operational assessment or in consideration of changes in objective environment, market conditions, or other circumstances surrounded.
8. For the purpose of cash capital increase by issuing new common shares for sponsoring GDR issuance, it is proposed to the extraordinary meeting to authorize the Chairman or the person designated by the Chairman with full power and authority to approve, sign and execute on behalf of the Company any and all documents regarding the cash capital increase by issuing new common shares for sponsoring GDR issuance and conduct all matters in connection with such offering for the Company, including but not limited to selection of international and domestic underwriters, attorneys, depository institutions and custodian institutions.
9. For matters not fully deliberated herein, it is proposed to the extraordinary shareholders meeting that the Board of Directors be authorized to handle the matters in accordance with the laws and regulations.

Resolutions:

二、臨時動議 Ad Hoc Motion