

開會通知書

Notice for the Convention of 2024 Annual General Meeting of Alchip Technologies, Limited

- 一、茲訂於民國113年5月30日上午9時整假台北市中山區敬業四路168號3樓(維多麗亞酒店)舉行本公司113年股東常會...
二、盈餘分配案主要內容：本公司於民國113年3月1日董事會決議發放每股現金股利0.71908美元...
三、依本公司章程第30.4條規定「董事如在公司業務範圍內為自己或他人從事行為...
四、檢送出席通知書及委託書各1份，實股東如決定親自出席者...
五、如有股東徵求委託書，本公司將於113年4月29日製作徵求人徵求資料彙總表...
六、本次股東會得以電子方式行使表決權...
七、新開戶股東如擬繳交股東印鑑卡...
八、本次股東會委託書之統計驗證機構為「中國信託商業銀行代理部」...
九、敬請察照辦理為荷。
To Shareholder

英屬開曼群島商世芯電子股份有限公司董事會 Board of Directors of Alchip Technologies, Limited 敬啟

※貴股東如新增或變更匯款帳號時，請於右列「現金股利匯款申請書」內填妥本人存款帳號並加蓋印章後，於股東常會前寄回...
1. The remittance fee NTD 10 will be deducted from the dividends if the Members choose to receive the dividends by wire transfer...
2. CTBC Bank will deliver a check by registered mail to the Members who choose not to receive the dividends by wire transfer...

Table with columns: 戶名, 統一編號, 戶號, 說明事項, 銀行名稱, 銀行代號, 銀行存款帳號, 郵局, 存簿(H), 700, 局號, 帳號. Includes a stamp: 同意依原登記帳號匯款者請勿寄回

現金股利匯款申請書 Application for Cash Dividend Remittance

中信銀為境內外處理股務業務之目的，在法令規定、相關事實或法律關係存續之期間，就直接或間接(例如透過集保)蒐集與股務相關之您的個人資料...

In order for CTBC Bank Co., Ltd. (CTBC) to handle the stock matters domestically and internationally during the service period stipulated by laws and regulations...

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本次股東常會
恕不發放紀念品
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No Souvenir in this Meeting
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100003 台北市中正區重慶南路1段83號5樓 英屬開曼群島商世芯電子股份有限公司服務代理人 中國信託商業銀行代理部...



開會通知請速詳閱 親自出席無須寄回

(限向郵局窗口交寄)



股東 台啟 Shareholder



第1聯 (First copy)

第3聯：貴股東如親自出席請於此聯簽章後親至股東會會場辦理出席

Registration Page

113 出席通知書 Attendance Notice

本股東決定親自出席本公司 113年5月30日舉行之股東常會，請察照。 Please be informed that I/We will attend 2024 Annual General Meeting on May 30, 2024. 此致 英屬開曼群島商世芯電子股份有限公司 To Alchip Technologies, Limited

股東：戶號

Shareholder No.

股東：戶名

Name of Shareholder

親自出席簽章處 Shareholder Signature

113 出席簽到卡 Attendance Card. Includes fields for 股東戶號, Shareholder No., 持有股數, Shareholding, and meeting details: 時間: 113年5月30日上午9時整, 地點: 台北市中山區敬業四路168號3樓(維多麗亞酒店).

576 世芯-KY Alchip

\* A 3 0 0 5 7 6 \*



# 委託書填表須知 INSTRUCTIONS

- 一、委託書應依公開發行公司出席股東會使用委託書規則及公司法第一七七條規定辦理。  
The format and content of proxy shall be prepared and conducted in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meeting of Public Companies (the "Regulations") and Article 177 of the ROC Company Act.
- 二、股東接受他人徵求委託書前，應請徵求人提供徵求委託書之書面及廣告內容資料，或參考公司彙總之徵求人書面及廣告資料，切實瞭解徵求人與擬支持被選舉人之背景資料及徵求人對股東會各項議案之意見。  
Please make a request for the provision of contents of proxy solicitation letters and printing materials, or reference solicitors' proxy statements and printing materials compiled by the Company before issuing your proxy in order to figure out the backgrounds of both the solicitor and the director candidate and the solicitors' opinions to the items of Meeting accurately.
- 三、股東應使用本公司印發之委託書用紙，委託書與親自出席均簽名或蓋章者，視為親自出席；但委託書由股東交付徵求人或受託代理人者視為委託出席。  
Please use the Proxy Statement printed by the Company. In case the Company receives both signed or sealed Proxy Statement and Notice of Attendance from a shareholder, such shareholder will be deemed attending the Meeting in person unless the Proxy Statement is delivered to the solicitor or the proxy agent.
- 四、委託書應由委託人親自簽名或蓋章，並應由委託人親自填具徵求人或受託代理人姓名。但信託事業或服務代理機構受委託擔任徵求人，及服務代理機構受委任擔任委託書之受託代理人者，得以當場蓋章方式代替之。

The shareholder shall fill out the name of the solicitor or the proxy agent in the Proxy Statement and sign or affix seals on the proxies in person; however, in the situation where a trust enterprise or stock affairs agent acts as the solicitor and a stock affairs agent mandated to act as the proxy agent, seals be affixed on the proxies in substitution shall be permitted.

五、徵求人或受託代理人應於委託書上簽名或蓋章，並詳填戶號、姓名或名稱、身分證字號或統一編號、住址。受託代理人如非股東，請於股東戶號欄內填寫身分證字號或統一編號；徵求人如為信託事業、服務代理機構，請於股東戶號欄內填寫統一編號。  
Solicitor or proxy agent shall sign or seal in the Proxy Statement and fill out the number of the shareholder, name, identification number and address. The proxy agent who is not the shareholder of the Company shall fill the identification number or unified business number in the column of Shareholder Number; on the other hand, in the situation where a trust enterprise or stock affairs agent acts as the solicitor, the proxy agent shall fill its unified business number in the column of Shareholder Number.

六、委託書應於開會五日前送達本公司服務代理人中國信託商業銀行代理部；委託書送達服務代理人後，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，應於股東會開會二日前，以書面向服務代理人為撤銷委託之通知；逾期撤銷者，以委託代理人出席行使之表決權為準。  
The Proxy Statement shall be deposited at the Company's stock agent, Transfer Agency Department of CTBC Bank, at least five (5) days prior to the Meeting date. In the event that any shareholder who has appointed a proxy to attend a general meeting later intends to attend the meeting in person or to exercise his voting power by way of a written ballot or through electronic transmission, he shall, at least two (2) days prior to the date of such general meeting, serve the Company's stock agent with a separate written notice revoking his previous appointment of the proxy. Votes by way of proxy shall remain valid if the relevant shareholder fails to revoke his appointment of such proxy before the prescribed time.

- 附件一]本公司辦理私募普通股說明書：  
一、本公司為引進策略性投資人及增強與策略合作夥伴的長期合作關係，以利公司長期經營與業務發展，擬依證券交易法第四十三條之六等規定，以私募方式辦理現金增資發行普通股新股(以下簡稱「本次私募普通股」)，預計私募普通股總數不超過1,000,000股(每股面額新台幣10元)，預計增加實收資本總額不超過新台幣10,000,000元。  
二、依證券交易法第四十三條之六及「公開發行公司辦理私募有價證券應注意事項」規定，說明如下：  
(一)私募價格訂定之依據及合理性：  
1.本次私募普通股每股價格之訂定，以不低於本公司定價日前下列二基準計價格較高者之八成訂定之：  
(1)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；或  
(2)定價日前三十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。  
2.實際定價日及實際私募價格於不低於股東會議決成數之範圍內授權董事會依前述訂價依據，視日後洽定特定人情形及市場狀況決定之。  
3.本次私募價格之訂價方式係依據「公開發行公司辦理私募有價證券應注意事項」規定，並考量公司未來展望以及私募有價證券之轉讓時點、對象及數量均有嚴格限制，且三年內不得洽辦上市掛牌，流動性較差等因素，故本次私募價格之訂定應屬合理，對股東權益不致有重大影響。  
(二)特定人選擇方式：  
1.本次私募普通股之對象以符合證券交易法第43條之6及金融監督管理委員會91年6月13日(91)台財證一字第0910003455號令之規定擇定特定人，並以策略性投資人為限。  
2.應募人擬為策略性投資人：  
(1)應募人之選擇方式與目的：因本公司長期經營與業務發展需要，將選擇對本公司之未來營運能產生直接或間接助益者為優先考量，並能有助於本公司擴大業務市場，強化客戶關係，或提升業務開發整合效益，或提高技術，並能認同本公司經營理念之策略性投資人。  
(2)必要性：本次擇定應募人之目的係為引進策略性投資人及增強與策略合作夥伴的長期合作關係，透過策略性投資人可提升本公司之長期競爭力及營運效益，故有其必要性。  
(3)預計效益：藉由策略性投資人之經驗、技術、知識、品牌聲譽及市場通路等優勢，經由策略合作、共同開發業務或市場整合等方式，預計將有助於本公司降低營運成本、擴大業務版圖，以提高本公司未來營運績效。  
3.目前尚無已洽定之應募人。  
(三)辦理私募之必要理由：  
1.不採用公開募集之理由：考量資本市場狀況、發行成本、私募方式之籌資時效性及可行性，以及私募股票有三年內不得自由轉讓之限制等因素，較可確保並強化與策略合作夥伴間更緊密的長期合作關係，故本次不採用公開募集而擬以私募方式辦理現金增資發行新股。  
2.私募之額度：本次私募普通股總額度在不超過1,000,000股額度內，將於股東會議決之日起一年內一次或分次(最多不超過三次)辦理。  
3.本次私募普通股各分次辦理之資金用途及預計達成效益如下：

辦理次數	資金用途	預計達成效益
分一次辦理	尋求與國內外科技大廠及產業基金進行技術合作、市場業務合作或策略聯盟機會，同時充實營運週轉金及因應公司長期營運發展所需	降低公司之經營風險，強化財務結構，提升本公司未來營運績效之效益
分二次辦理		
分三次辦理		

- (四)獨立董事是否有反對或保留意見：【否】。  
(五)董事會議決辦理本次私募普通股前一年內經營權並無發生重大變動，且本次私募普通股之應募人將以策略性投資人為限，將對本公司業務發展有正面助益。本公司未來擇定本次私募普通股之應募人時，將以該次私募普通股交付日起一年內經營權不發生重大變動為原則。  
(六)其他應敘明事項：  
1.本次私募之普通股，權利義務原則上與本公司已發行之普通股相同，惟依證券交易法第43條之8規定，除依該條文規定之轉讓對象及條件外，原則上私募之普通股於交付日起三年內不得自由轉讓，本公司於交付日起滿三年後，擬依證券交易法等相關規定，先取具台灣證券交易所核發符合上市標準之同意函，再向主管機關申報補辦本次私募普通股公開發行及申請上市交易。  
2.本次私募普通股計畫之主要內容，包括實際私募股數、實際私募價格、應募人之選擇、基準日、發行條件、計畫項目、資金用途及進度、預計產生效益及其他相關事宜等，暨其他一切有關發行計畫之事項，擬提請股東會授權董事會視市場狀況調整、訂定及辦理，未來如因法令變更或主管機關要求修正或基於營運評估、或因客觀環境需要變更時，亦授權董事會全權處理之。  
3.除上述授權範圍外，擬提請股東會授權董事長，代表本公司簽署與商議一切有關私募普通股之契約及文件，並為本公司辦理一切有關發行私募普通股所需之事宜。  
(七)本公司私募有價證券議案，依證券交易法第43條之6規定，應說明事項詳請公開資訊觀測站(網址：https://mops.twse.com.tw)：投資人進入該網址後，請點選「投資專區」進入「私募專區」項下「私募資料查詢」及本公司網站(網址：https://www.alchip.com)，請點選「投資人關係」進入「股東專區」項下「股東會議」。

[Exhibit I]The explanations for the Company's Issuance of Common Shares through Private Placement:  
(1)In order to introduce strategic investors and strengthen the Company's long-term cooperative relationship with strategic partners, so as to facilitate the Company's long-term operation and business development, it is proposed to raise capital in cash by issuance of new common shares through private placement (hereinafter referred to as the "Privately Placed Common Shares"), in compliance with the provisions of Article 43-6 of the Securities and Exchange Act and relevant regulations. It is expected that the aggregate number of Privately Placed Common Shares will not exceed 1,000,000 shares (at par value of NT\$10 per share) and the increased paid-in capital amount will not exceed NT\$ 10,000,000.  
(2)According to the provisions of Article 43-6 of the Securities and Exchange Act and the "Directions for Public Companies Conducting Private Placements of Securities", the further explanations are set forth as follows:

- The basis and rationality of the pricing of private placement
  - As to the pricing of the Privately Placed Common Shares, the price per share shall not be lower than 80% of the higher price of the following two calculations before the pricing date:
    - The simple average closing price of the Company's common shares is calculated based on either the 1, 3, or 5 business days before the pricing date and is adjusted upon distribution of stock dividends and cash dividends, and capital reduction; or
    - The simple average closing price of the Company's common shares is calculated based on 30 business days before the pricing date and is adjusted upon distribution of stock dividends and cash dividends, and capital reduction.
  - The actual pricing date and the actual price of common shares to be issued through private placement shall not be less than the range approved by the resolution of the Company shareholders' meeting. The board of directors of the Company will be authorized to determine the price based on the aforesaid price, future specific persons' situation and market conditions.
  - The pricing method of this private placement price is based on the "Directions for Public Companies Conducting Private Placements of Securities", considering that the Company's future prospects, the timing, object, and quantity of transfer of private placement of securities are strictly limited. Moreover, it is also not possible to be listed on the TWSE within three years and the liquidity is poor. Therefore, the pricing of the private placement of this fiscal year shall be reasonable and would cause no major impact on shareholders' equity.
- Methods for selecting specific persons
  - The proposed investor to subscribe for the Privately Placed Common Shares shall meet the qualification under Article 43-6 of the Securities Exchange Act and the Decree No. 0910003455 of the Financial Supervisory Commission issued on June 13, 2002, and shall be a strategic investor.
  - The proposed investors are intended to be strategic investors:
    - Method and purpose of selecting investors: Due to the Company's long-term business and business development needs, it will give priority to those who may directly or indirectly contribute to the future operation of the Company, and can help the Company expand its business, strengthen customer relations, or enhance business development integration benefits, or can improve technology, and can recognize the Company's business strategy.
    - Necessity: The purpose of selecting offerees is to introduce strategic investors and strengthen long-term cooperation with strategic partners. Through strategic investors, the long-term competitiveness and operational effectiveness of the Company can be enhanced, which is necessary.
    - Expected Benefits: It is expected that through strategic investors' experience, technology, knowledge, brand reputation, and market access, the Company can cooperate with such investors in strategic cooperation, joint business development or market integration, which will help the Company to reduce operating costs and expand its sales market to improve the Company's future operating performance.
  - There are no offerees at present.
- Necessary reasons for the private placement:
  - Reasons for not adopting public offerings: Considering factors such as capital market conditions, offering costs, timeliness and feasibility of fundraising for private placements, and restrictions on private placement of shares that cannot be freely transferred within three years, etc. In this way, it can ensure and strengthen strategic partnerships in a closer long-term cooperation relationship. Therefore, public offering is not adopted this time, and a private placement to increase capital in cash by issuance of new share is conducted instead.
  - The size of the proposed private placement: The aggregate number of this Privately Placed Common Shares shall not exceed 1,000,000 shares and will be issued once or in installments (up to a maximum of three times) within one year from the date of the resolution of the shareholders' meeting.
  - The use of proceeds raised from issuance of Privately Placed Common Shares and the estimated benefits processed in different tranches.

Processing times	Capital purpose	Expected results
Once in a single transaction	Seek opportunities for technical cooperation, business cooperation or strategic alliances with domestic and foreign big tech companies or industrial funds, and at the same time, enrich working capital and meet the Company's long-term operational development needs	Reduce the Company's operating risks, strengthen its financial structure, and improve the Company's future operating performance
Twice in two transactions		
Three times in three transactions		

- Has any of the independent directors expressed any objection or reservation? None.
- There is no occurrence of significant change of control event within the past year preceding the day when the Company's board of directors resolves on this private placement plan. As the investors to subscribe for the Privately Placed Common Shares will be limited to strategic investors, the proposed private placement may have a positive contribution to the Company's business development. The selection of strategic investors by way of this private placement will be subject to the principle that no significant change of control event would occur within one year following the delivery of Privately Placed Common Shares.
- Other matters that should be stated:
  - The rights and obligations contain in the Privately Placed Common Shares are in principle the same as the common shares issued by the Company; however, according to the provisions of Article 43-8 of the Securities and Exchange Act, in addition to the objects and conditions of the assignment as prescribed by the provisions, in principle, the Privately Placed Common Shares shall not be freely transferred within three years from the date of delivery. After the full three years from the delivery date, the company plans to obtain a consent letter from the Taiwan Stock Exchange in accordance with the relevant provisions of the Securities and Exchange Act, etc. The Company shall apply for re-issuance of the public offering of the Privately Placed Common Shares and application for the listing of the Privately Placed Common Shares with the competent authority.
  - The terms and conditions of the proposed issuance of Privately Placed Common Shares, including the actual number of Privately Placed Common Shares, the final private placement price, selection of investors, record date, issuance conditions, project items, use of proceeds and progress, expected benefits, and all other matters related to the issuance plan, will be brought to the shareholders' meeting and request authorization for the board of directors to adjust, determine and handle based on the market conditions, and if future changes such as due to amendments in laws or regulations or when required by the competent authority or based on operational assessment, or due to changes in the objective environment, the board of directors of the Company will be authorized to handle it completely.
  - In addition to the aforesaid scope of authorization, it is proposed that the Chairman is authorized to sign and negotiate all contracts and documents relating to Privately Placed Common Shares on behalf of the Company, and to handle all necessary matters regarding to Privately Placed Common Shares for the Company.
- In accordance with the provisions of Article 43-6 of the Securities and Exchange Act, please see the explanations for the Company's Issuance of Common Shares through Private Placement on the website of Market Observation Post System (https://mops.twse.com.tw): Upon accessing the website, please click on the 'Investment Section', then proceed to the 'Private Placement Section', and select 'Private Placement Data Inquiry'. Additionally, please visit the Company's Website (https://www.alchip.com), click on 'Investors', then proceed to 'Shareholders Service', and select the 'Shareholders' meeting' for further information.

委託書 Proxy Statement		委託人(股東) Member	編號 No. 576	世芯-KY Alchip	
一、茲委託 不得以蓋章方式代替)為本股東代理人，出席本公司113年5月30日舉行之股東常會，代理人並依下列授權行使股東權利： I hereby appoint (please fill out) as my proxy agent, with authorization to vote and act on my behalf at the Annual General Meeting of the Members of Alchip Technologies, Limited on May 30, 2024 pursuant to authorization scope described below: <input type="checkbox"/> (一)代理本股東就會議事項行使股東權利。(全權委託) With full authorization to vote and act on my behalf at the Meeting and may also have the authorization to act for extemporary motions during the Meeting. (Authorization granted in full scope) <input type="checkbox"/> (二)代理本股東就下列各項議案行使本股東所委託表示之權利與意見，下列議案未勾選者，視為對各議案表示承認或贊成。 With authorization to vote and act on my behalf at the Meeting pursuant to authorization methods of exercise described below: (If neither box is ticked, it will be deemed as "vote-for") 1.民國112年度營業報告書及財務報表案： 2023 Business Report and the Consolidated Financial Statements for the year ended December 31, 2023 of the Company. (1)○贊成(2)○反對(3)○棄權 (1)○For (2)○Against(3)○Abstain 2.民國112年度盈餘分配案： 2023 Profit Distribution Proposal. (1)○贊成(2)○反對(3)○棄權 (1)○For (2)○Against(3)○Abstain 3.修訂股東會議事規則案： Amendments to the Rules of Procedures for Shareholders Meetings. (1)○贊成(2)○反對(3)○棄權 (1)○For (2)○Against(3)○Abstain 4.解除董事競業禁止案(應以特別(重)度決議通過)： Release the Prohibition on Directors from Participation in Competitive Business (By way of a Supermajority Resolution). (1)○贊成(2)○反對(3)○棄權 (1)○For (2)○Against(3)○Abstain 5.本公司辦理私募普通股案(應以特別決議通過)： The Company's Issuance of Common Shares through Private Placement (By way of a Special Resolution). (1)○贊成(2)○反對(3)○棄權 (1)○For (2)○Against(3)○Abstain 6.臨時議案。 Ad Hoc Motion. 二、本股東未於前項☐內勾選授權範圍或同時勾選者，視為全權委託，但服務代理機構擔任受託代理人者，不得接受全權委託，代理人應依前項(二)之授權內容行使股東權利。 If neither authorization scope box is ticked in the former item, it will be deemed as "authorization granted in full scope". However, whenever a stock affairs agent mandated to act as the proxy agent, no authorization granted in full scope shall be permitted. The proxy agent shall vote and act on behalf the Member pursuant to authorization methods of exercise described as item 1.(2). 三、本股東代理人得對會議臨時事宜全權處理之。 The proxy agent may have the authorization to act on the Member's behalf for extemporary motions during the Meeting. 四、請將出席證(或出席簽到卡)寄交代理人收執，如因故延期開會，本委託書仍屬有效(限此一會期)。 Please deliver the Attendance Card to proxy agent. This Proxy will remain effective at any adjournment or postponement of the Meeting. 此致 英屬開曼群島商世芯電子股份有限公司 Alchip Technologies, Limited 授權日期 年 月 日 Date of Authorization:	一、禁止交付現金或其他利益或價購委託書行為 Offering cash or non-cash consideration in exchange for proxies is prohibited during proxy solicitation. 二、發現違法取得及使用委託書，可檢附具保、結算所檢舉、經查證屬實者，最高給予二十萬元，檢舉獎金二五〇〇〇元。 Please report to Taiwan Depository & Clearing Corp (TDCC) supplementing with specific information when discovering any suspicious illegal obtaining or use of proxies. Once verified by TDCC, the person making the report will be granted a reward up to NTD 200,000. Report phone number: +886 2 25473733	股東戶號 Shareholder No.	簽名或蓋章 Sign or Seal	簽名或蓋章 Sign or Seal	
		姓名 Name			徵求人 Solicitor
		持有授權書編號 Shareholding			戶號 No.
		姓名 Name			受託代理人 Proxy Holder
		戶號 No.	簽名或蓋章 Sign or Seal		
		姓名 Name			
		或統一編號 ID No.			
		住址 Address			

徵求場所及人員簽章處：  
Signature by the place of solicitation and personnel