

**AOPEN Incorporated**  
**Articles of Incorporation**

**CHAPTER I – GENERAL PROVISIONS**

- Article 1 The Company shall be incorporated in accordance with the Company Law, and its name shall be 建基股份有限公司 in the Chinese language, and AOPEN Incorporated in the English language.
- Article 2 The scope of business of the Company shall include the following:
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|--------------|---|
| (1) F401010  | International Trade;  |
| (2) CC01030  | Electrical Appliances and Audiovisual Electronic Products Manufacturing;  |
| (3) CC01080  | Electronics Components Manufacturing;   |
| (4) CC01120  | Data Storage Media Manufacturing and Duplicating;   |
| (5) CC01110  | Computer and Peripheral Equipment Manufacturing;  |
| (6) CC01990  | Other Electrical Engineering and Electronic Machinery Equipment Manufacturing;  |
| (7) F113050  | Wholesale of Computers and Clerical Machinery Equipment;  |
| (8) F113070  | Wholesale of Telecommunication Apparatus;   |
| (9) F118010  | Wholesale of Computer Software;   |
| (10) F119010 | Wholesale of Electronic Materials;  |
| (11) I301010 | Information Software Services;  |
| (12) I301020 | Data Processing Services;   |
| (13) I501010 | Product Designing;  |
| (14) F401021 | Restrained Telecom Radio Frequency Equipments and Materials Import (Radio Transciever, Radio Receiver, Radio Transmitter Only) ;        |
| (15) CC01101 | Restrained Telecom Radio Frequency Equipments and Materials Manufacturing (Radio Transciever, Radio Receiver, Radio Transmitter Only) ; |

- (16) JA02010 Electric Appliance and Electronic Products Repair;
- (17) F399040 Retail Sale No Storefront;
- (18) ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3 The headquarters of the Company shall be located in Taipei City, Taiwan, R.O.C. If the Company considers it necessary, it may, by a resolution adopted at a meeting by the board of directors, set up branch offices in Taiwan or abroad.

Article 4 Public announcements of the Company shall be made according to Article 28 of the Company Law.

## **CHAPTER II – CAPITAL STOCK**

Article 5 The total amount of the Company capital stock is NT\$ four hundred and forty (440) million divided into forty four (44) million shares at par value of NT\$10 per share, within which the board of directors is authorized to issue shares in installments. NT\$ three hundred (300) million of the aforesaid total capital stock, divided into thirty (30) million shares each at a par value of NT\$10, is reserved for exercising stock options.

Article 5-1 When the Company issues employee stock options, transfers treasury stock to employees, issues new shares reserved for subscription by employees, and issues restricted stock for employees, the employees of subsidiaries of the Company may be included. Qualification requirements of the employees who are entitled to receive it may be set and specified by the Board of Director.

Article 6 After approval for registration, the share certificates of the Company shall be issued in registered form, signed by, and affixed with the seals of, at least three (3) directors of the Company, and authenticated by the competent registrar.

The Company may not print its physical share certificate; however, the Company shall register the issued shares with a centralized securities depository enterprise, same as when the Company issues its securities.

Article 7 The transfer of share certificates shall not be filed with the Company within sixty (60) days prior to the date of the annual shareholders' meeting or within thirty (30) days prior to the special shareholders' meeting or within five (5) days prior to the date fixed for allocating dividends, bonuses or other benefits.

## **CHAPTER III – SHAREHOLDERS' MEETINGS**

Article 8 Shareholders' meetings of the Company are classified into (1) regular meetings and (2) special meetings. The board of directors shall convene regular meetings within six months after the close of each fiscal year. Special meetings shall be convened, whenever deemed necessary in accordance with the law.

The shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority, and the Company shall be subject to prescriptions provided for by the competent authority in charge of securities affairs, including the prerequisites, procedures, and other compliance matters.

Article 9 Where a shareholder is unable to attend a meeting; such shareholder may appoint a proxy by using the proxy form, which shall specify the scope of proxy and be signed and sealed by the shareholder.

Where one person has been appointed to act as proxy for more than two shareholders, unless such person is engaged in the trust business, the votes exercised by such person which exceeding three percent (3%) of all the issued and outstanding capital stock of the Company shall not be counted.

The above-mentioned proxies shall be made pursuant to the requirements of the competent authority in charge of securities affairs, and delivered to the Company five (5) days before the shareholders' meeting. In such a case, only the proxy received earlier shall be effective.

Article 10 Unless otherwise regulated by law, each shareholder of the Company owns one (1) vote per share.

Article 11 Except as otherwise provided by the Company Law, a resolution may be adopted by the holders of a simple majority of the votes of the issued and outstanding capital stock represented at a shareholders' meeting at which the holders of a majority of issued and outstanding capital stock are present.

#### **CHAPTER IV – DIRECTORS AND COMMITTEE**

Article 12 This Company shall have seven (7) ~ nine (9) directors, to be elected from the nominees listed in the roster of director with the candidate nomination system. The term of office for directors and supervisors shall be three (3) years. The directors are eligible for re-election. The Board of Directors is authorized to determine the number of directors.

The Company shall establish three (3) or more independent directors to be included in the number of directors designated in the preceding paragraph.

The elections for independent directors shall proceed with the candidate nomination system; the shareholders shall elect independent directors from among the nominees listed in the roster of independent director candidates. The profession qualifications of independent directors, and their holding shares number, non-competition limitation, nomination, election and other items requiring compliance shall be ascertained referring to regulations of the security authority.

The Company may buy the Responsibility Insurance for the Directors who have to be responsible for the damages caused by their duties.

The Board of Directors is authorized to determine the compensation for the directors or the traveling expenses, taking into account the extent and value of the services provided for the management of the Company and the standards of the industry within the R.O.C. and overseas.

Article 12-1 All directors and committees shall receive notice for the convening of the meeting of the Board of Directors and the Audit Committee, at least seven (7) days in advance, in case of regular meeting; and at any time, in case of emergency.

The notice set forth may be effected by means of electronic transmission.

Article 12-2 To comply with the Article 14-4 of the Securities and Exchange Act, the Company shall establish an Audit Committee, which shall consist of all independent directors. The Audit Committee or the members of Audit Committee shall be responsible for those responsibilities of Supervisors specified under the ROC Company Law, Securities and Exchange Act and other relevant laws and regulations.

Article 13 The Board of Directors shall consist of directors of the company, and the chairman of the Board of Directors shall be elected by a majority of directors in attendance at a meeting attended by over two-thirds of the Board of Directors. The chairman of the Board of Directors shall represent this Company in external matters. The Board of Directors shall place any kinds of committee includes and so on.

Article 14 Where the chairman of the board of directors is on leave or cannot exercise his powers or perform his duties for any reason, an acting chairman shall be designated in accordance with Article 208 of the Company Law.

Where a director is unable to attend the meeting of the board of directors, he may appoint another director as his proxy to attend the meeting by issuing a letter of proxy. Each director can act as a proxy for only one other director.

## **CHAPTER V – MANAGERS**

Article 15 This Company may have one CEO, several presidents and vice presidents. The appointment, removal, and compensation of the president and vice presidents shall be made in accordance with Article 29 of the Company Law.

#### **CHAPTER VI – ACCOUNTING**

Article 16 At the end of each business fiscal year, the following reports shall be prepared by the board of directors, and shall be submitted to the shareholders' meeting for approval:

- (1) Business Report;
- (2) Financial Report;
- (3) Proposal of Appropriation of Net Profit or the Covering of Losses.

#### **CHAPTER VII – SUPPLEMENTARY PROVISIONS**

Article 17 Where there is profit at the end of each fiscal year, after covering the accumulated losses, shall be distributed as following:

- (1) The employees' compensation shall be five percent (5%) or more. The employees' compensation may be distributed in the form of either cash or stock bonus, and may be distributed to the employees of subsidiaries of this Company. Qualification requirements of the employees who are entitled to receive the employees' compensation may be specified by the Board of Directors.
- (2) The compensation for directors shall be one percent (1%) or less. The Board of Directors is authorized to determine the compensation for the directors, taking into account the extent and value of the services provided for the management of the Company.

The "profit" aforesaid in this paragraph shall be the profit of the pre-tax benefits without deducting the employees' compensation and the compensation for directors.

Article 17-1 Where this Company has earnings at the end of the fiscal year, after paying all relevant taxes, making up losses of previous year, this Company shall first set aside ten percent (10%) of said earnings as legal reserve, except that such legal reserve amounts to the total paid-in capital.

Thereafter, this Company shall set aside or reverse a special reserve in accordance with the applicable laws and regulations. The remainder together with previous year amount, after an amount is reserved for operation needs, shall be, within ten percent (10%) or more, allocated to shareholders as bonuses after the resolution of proposal, submitted by the Board of Directors, has been made by the shareholders' meeting.

The distributable dividends and bonuses in whole or in part will be paid in cash by the Company after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

Article 18 Considering that the industry life cycle is in growth stage, the Company's dividend policy is set based on capital budgeting needs for long-term financial planning. The shareholders' dividends allocated shall not be lower than ten percent (10%) of the annual distributable surplus.

Article 19 The Company may make endorsements and guarantees based on its business.

Article 20 The Company may become a shareholder of other companies and the total amount of its investments may be forty percent (40%) or more of the capital amount of the Company.

Article 21 The Company Law and related regulations shall govern any matter not provided in the Articles of Incorporation.

Article 22 These Articles of Incorporation were approved on December 6, 1996

The first amendment was approved on December 18, 1996

The second amendment was approved on July 18, 1997

The third amendment was approved on December 29, 1997

The fourth amendment was approved on April 11, 1998

The fifth Amendment was approved on May 11, 1999

The sixth amendment was approved on May 26, 2000

The seventh amendment was approved on May 26, 2000

The eighth amendment was approved on May 3, 2001

The ninth amendment was approved on June 18, 2002

The tenth amendment was approved on June 12, 2003

The eleventh amendment was approved June 15, 2004

The twelfth amendment was approved on June 17, 2005

The thirteenth amendment was approved on June 21, 2006

The fourteenth amendment was approved on June 13, 2007

The fifteenth amendment was approved on June 19, 2008

The sixteenth amendment was approved on June 19, 2009

The seventeenth amendment was approved on June 15, 2010

The eighteenth amendment was approved on June 10, 2011

The nineteenth amendment was approved on June 22, 2016

The twentieth amendment was approved on June 12, 2019

The twenty-first amendment was approved on June 17, 2022