

**ARTICLES OF INCORPORATION**  
**OF**  
**POWERTECH TECHNOLOGY INC.**

**Chapter I : General Provisions**

Article 1: The Company is incorporated under the Company Act. The name of the Company is POWERTECH TECHNOLOGY INC.

Article 2 : The Company's business scope includes the following:

1. CC01080 Manufacturing of electric parts and components.
2. CC01101 Restrained Telecom Radio Frequency Equipments and Materials Manufacturing.
3. CC01110 Computers and computing peripheral equipments manufacturing.
4. CC01120 Data storage media manufacturing and duplicating.
5. CC01990 Electrical machinery, supplier manufacturing.
6. F119010 Wholesale of electronic materials.
7. F219010 Retail sale of electronic materials.
8. H201010 Investment.
9. I301010 Software design services
10. I501010 Product designing.
11. JE01010 Rental and leasing business.

Article 3 : The head office of the Company is located in Hsinchu County, Taiwan, and, when necessary, may establish branches or subsidiaries at home and/or abroad upon the resolution of the Board of Directors.

Article 4 : The Company may provide endorsement and guarantee. The procedures for endorsement and guarantee and any amendment thereto shall be approved by the Shareholders at shareholders' meetings.

Article 5 : The total amount of the Company's investment in other business entities may exceed forty percent (40%) of the Company's paid-in capital. The Board of Directors is authorized to make decisions on and manage the Company's investment.

Article 6 : Public announcements of the Company shall be made in accordance with the provision of Article 28 of the Company Act.



## **Chapter II : Shares**

Article 7 : The authorized capital of the Company is Fifteen Billion New Taiwan Dollars (NT\$15,000,000,000) divided into one billion and five hundred million (1,500,000,000) shares with a par value of ten New Taiwan Dollars (NT\$10) per share. The Board of Directors is authorized to issue the aforesaid shares in installments. The Company may issue employee stock options from time to time. A total of 15,000,000 shares among the above total capital stock should be reserved for issuing employee stock options.

The Company may issue employee stock options where the exercise price for such options is lower than the closing price of the Company's common shares as of the issue date only with the approval of the Shareholders through a resolution passed by a majority of not less than two-thirds of such Shareholders as, being entitled to do so, vote in person or by proxy at a shareholders' meeting attended by the Shareholders holding more than an aggregate of one-half of all issued shares of the Company.

The Company may transfer repurchased shares to employees at a price lower than the average actual repurchase price only with the approval of the Shareholders through a resolution passed by a majority of not less than two-thirds of such Shareholders as, being entitled to do so, vote in person or by proxy at a shareholders' meeting attended by the Shareholders holding more than an aggregate of one-half of all issued shares of the Company.

Article 8 : All share certificates issued by the Company shall be in registered form, signed by, or affixed with the seals of, at least three (3) Directors and authenticated in accordance with applicable laws upon issuance. The Company may issue shares without printing share certificates for the shares issued, and the details regarding such issue of shares shall be recorded by Taiwan Depository & Clearing Corporation.

Article 9 : The shareholders register shall be closed for a period of sixty (60) days immediately prior to an annual shareholders' meeting, for a period of thirty (30) days immediately prior to an extraordinary shareholders' meeting, and for a period of five (5) days immediately prior to a record date fixed for distributing dividends, bonus, or any other benefit.

## **Chapter III : Shareholders' Meetings**

Article 10 : A shareholders' meeting may either be an annual shareholders' meeting or an

extraordinary shareholders' meeting. The Company shall in each year hold an annual shareholder's meeting within 6 months after the close of each fiscal year and an extraordinary shareholders' meeting may be convened in accordance with the applicable laws whenever necessary.

Article 11 : A shareholder who is unable to attend a shareholders' meeting in person may appoint a proxy to attend the meeting by executing the proxy form provided by the Company and specifying the scope of proxy therein in accordance with the provision of Article 177 of the Company Act.

A shareholder's votes may be exercised by way of a written ballot or by way of electronic transmission if such method for exercising the votes has been described in the notice of the shareholders' meeting.

A shareholder who exercises his/her/its votes by way of a written ballot or by way of electronic transmission shall be deemed to have attended the relevant shareholders' meeting in person, but shall be deemed to have waived his/her/its votes in respect of any ad hoc motions and the amendments to the contents of the original proposals at such shareholders' meeting. The validity of the votes exercised by way of a written ballot or by way of electronic transmission shall be governed by Article 177-2 of the Company Act.

Article 12 : Subject to any restrictions on voting rights, for the time being, attached to any share of the Company and the provisions of Paragraph 2, Article 179 of the Company Act, each shareholder of the Company shall be entitled to one vote for each share held by him/her/it.

Article 13 : Unless otherwise required by the Company Act, a resolution of a shareholders' meeting shall be passed by a simple majority of such Shareholders as, being entitled to do so, vote in person or by proxy at the shareholders' meeting attended by Shareholders holding more than an aggregate of one-half of all shares issued by the Company.

#### Chapter 4 : Directors and Functional Committee

Article 14 : The Company shall have nine (9) ~ eleven (11) Directors, elected at shareholders' meetings from among candidates with legal capacity. The term of each Director shall be three (3) years, and thereafter he/she/it may be eligible for re-election. The determination for the number of directors shall be authorized and determined by the board of directors. The aggregate shareholding percentages of all Directors

shall comply with “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies” promulgated by the Financial Supervisory Commission.

Out of all Directors, there shall be at least four (4) Independent Directors, and the number of Independent Directors shall not be less than one-third of the total number of Directors elected and holding the office for the same period. The candidate nomination mechanism provided by Article 192-1 of the Company Act shall be adopted for election of all Directors (including Independent Directors) and all Directors, in which all Directors shall be elected from among the nominated candidates. The qualification for candidates, nomination procedures and public announcements shall all be set up and conducted in accordance with the Company Act, the Securities and Exchange Act and the regulations promulgated by the securities authorities.

The Company shall establish an audit committee in accordance with Article 14-4 of the Securities and Exchange Act to perform the functions of a supervisor under the Company Act, the Securities and Exchange Act and other relevant laws. The audit committee shall consist of all the Independent Directors and its charter shall be adopted by the Board of Directors.

In order to improve the supervisory function and strengthen the management mechanism, the board of directors may set up various functional committees. The organizational rules shall be formulated separately in accordance with relevant laws and regulations and the company's rules.

Article 15 : The Board of Directors shall be composed of all Directors. The Chairman shall be elected from among the Directors by a majority of the Directors present at a meeting of Board of Directors attended by at least two-thirds of all of the Directors then in office. The Chairman shall preside as chairman at every meeting of the Shareholders and of the Board of Directors, and is the representative of the Company in all external affairs. In the event that the Chairman is on leave or otherwise unable to perform his/her duties, the delegation of his/her office shall be made in accordance with Article 208 of the Company Act.

Article 16 : In principle, the Chairman shall each quarter summon at least one meeting of the Board of Directors. In the case of emergency or upon the requisition of a majority of the Directors, the meeting of the Board of Directors may be called by the Chairman at any time.

A meeting of the Board of Directors may be held for the dispatch of business upon provision of seven (7) days’ notice in writing to each Director specifying the

nature of business to be transacted at the meeting. Written notices for meetings of the Board of Directors may be given by means of personal delivery, registered mail, facsimile or electronic mail.

A Director who is unable to attend a meeting of the Board of Directors in person may appoint another Director as his/her proxy to attend and vote on his/her behalf in accordance with the scope of proxy at the meeting; however, no Director may act as proxy for more than one Director.

Directors may participate in any meeting of the Board of Directors by means of such visual communication facilities, and participation in such a meeting shall be deemed presence in person at such meeting.

Unless otherwise required by the Company Act or any other applicable laws or regulations, the quorum necessary for the transaction of the business of the Board of Directors shall be more than one-half of the Directors, and a resolution of the Board of Directors shall be passed by a simple majority of the Directors as, being entitled to do so, vote in person or by proxy at the relevant meeting of the Board of Directors.

Article 17 : Deleted.

### **Chapter V : Officers**

Article 18 : The Company may appoint one or more managerial officers. The appointment, removal and remuneration of such managerial officers shall be determined in accordance with Article 29 of the Company Act.

### **Chapter VI : Accounting**

Article 19 : The fiscal year of the Company shall end on December 31st in each year and shall begin on January 1st in each year. After the close of each fiscal year, the Board of Directors shall, at least thirty (30) days prior to the date of the relevant annual shareholders' meeting, prepare and submit the following documents to the Audit Committee for its verification and further submit the same to the annual shareholders' meeting for its approval:

- (a) the annual business report;
- (b) the consolidated financial statements; and
- (c) the earning distribution or loss off-setting proposals.

The preparation, audit, filing and submission for recordation of the above documents and other documents required by the authorities shall be made in accordance with the Company Act, the Securities and Exchange Act and other applicable laws and regulations.

After the approval thereof at the relevant annual shareholders' meeting, the copies of approved consolidated financial statements and the resolutions on the earning distribution and/or loss offsetting shall be distributed to each Shareholder and such distribution may be effected by way of a public announcement.

Article 20 : The Board of Directors shall be entitled to transportation allowance for each month regardless of whether or not the Company makes profit. The amount of transportation allowance shall be determined by the Board of Directors.

The Board of Directors is authorized to determine the remuneration of each Director based on the evaluation conducted by the Remuneration Committee and by reference to the remuneration benchmark in the industry. The Remuneration Committee shall evaluate the level and value of contribution provided by each Director to the Company.

The Company may purchase liability insurance for Directors with respect to liabilities resulting from the exercise of their duties during their terms of service.

Article 21 : The Company's pre-tax profits, prior to deduction of compensation to distribute to employees and directors in a given fiscal year, shall be distributed to employees as compensation 5%~7.5% and directors as compensation no higher than 1.5% of such fiscal year's profits. In the event that the Company has accumulated losses (including adjustment of undistributed earnings), the Company shall reserve an amount to offset accumulated losses. The employees' compensation mentioned above shall be distributed in the form of cash dividends or stock dividends (the "employees" above includes the employees of subsidiaries of the Company meeting certain specific requirements). The compensation for directors shall be distributed only in the form of cash. Independent Directors shall be paid a fixed monthly remuneration and shall not participate in annual profit distributions. The two compensation of distribution mentioned above shall be approved as a resolution by board of directors and shall be submitted to the shareholders' meeting.

Article 21-1 : The annual net profits of the Company for each fiscal year shall be allocated in the following order:

1. to set off losses (if any);
2. to set aside ten percent (10%) of the balance as statutory reserve;
3. to set aside an amount as special reserve or wind an amount thereof in accordance with applicable laws and regulations whenever necessary;

The Board of Directors may propose that the remainder of the annual net profit

of the Company together with the retained earnings accrued from prior years, deducted by an amount the Board of Directors recommends not to distribute, be allocated to the Shareholders as dividends or retained and undistributed and submit such proposal to the relevant annual shareholders' meeting for its approval.

The Company is within the capital-intensive industry. The Company's dividend policy shall be determined taking into account the current and future investment environment, the capital need, the market competition and the capital budgets of the Company. Considering the interests of the Shareholders, to balance the dividend and long-term financial planning need, dividends may be distributed in cash or in form of shares, provided that cash dividends shall not be less than twenty percent (20%) of total amount of dividends.

## **Chapter VII : Miscellaneous**

Article 22 : Any matters not provided for in these Articles of Incorporation shall be governed by the Company Act.

Article 23 : These Articles of Incorporation were adopted on May 6, 1997.

The first amendment hereto was adopted on March 31, 1998.

The second amendment hereto was adopted on June 23, 1999.

The third amendment hereto was adopted on May 8, 2001.

The fourth amendment hereto was adopted on June 20, 2002.

The fifth amendment hereto was adopted on June 18, 2003.

The sixth amendment hereto was adopted on May 18, 2004.

The seventh amendment hereto was adopted on June 14, 2005.

The eighth amendment hereto was adopted on June 14, 2005.

The ninth amendment hereto was adopted on June 14, 2006.

The tenth amendment hereto was adopted on June 15, 2007.

The eleventh amendment hereto was adopted on June 13, 2008.

The twelfth amendment hereto was adopted on May 27, 2010.

The thirteenth amendment hereto was adopted on June 24, 2011.

The fourteenth amendment hereto was adopted on June 15, 2012.

The fifteenth amendment hereto was adopted on June 14, 2013.

The sixteenth amendment hereto was adopted on June 26, 2014.

The seventeenth amendment hereto was adopted on January 15, 2016.

The eighteenth amendment hereto was adopted on May 26, 2017.

The nineteenth amendment hereto was adopted on July 29, 2021.