

**AOPEN Incorporated**  
**Articles of Incorporation**  
**CHAPTER I – GENERAL PROVISIONS**

Article 1 The Company shall be incorporated in accordance with the Company Act, 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:

- (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) CC01100 Restrained Telecom Radio Frequency Equipments and Materials Manufacturing;
- (15) JA02010 Electric Appliance and Electronic Products Repair;
- (16) F399040 Retail Sale No Storefront;
- (17) 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 Act.

## **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 The Company may be exempted from printing any share certificate for the shares issued, but shall register the issued shares with a centralized securities depository institution in accordance with the relevant regulations and rules requested by that institution.

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 proxies mentioned in Section 1 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 specified by the Company Act, 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 COMMITTEES**

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 proposed by the Remuneration Committee, and should considering the contribution and the performance of the

management for the Company and the standards of the industry, regardless the profit or loss of the Company.

Article 12-1 The convening of the meeting of the Board of Directors and the Audit Committee shall be held in accordance with the Company Act and applicable regulations promulgated by the competent authorities.

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

Article 12-2 The Company shall establish an Audit Committee, which shall consist of all independent directors. The Audit Committee and the members of the Audit Committee shall be responsible for those responsibilities under the Company Act, Securities and Exchange Act and other applicable 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 Act.

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 Act.

#### **CHPATER 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 two percent (2%) 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 the controlling or controlled company of 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 8 permil (8‰) or less. The distribution will be proposed by the Recommendation Committee and resolved by the Board of the Directors.

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 shall include all undistributed surplus of previous years, then may distribute dividends to shareholders. Unless otherwise specified by laws that the Company shall distribute the dividends with capital reserve, the Company shall not distribute distribute dividends or bonuses when there is no surplus.

The distributable dividends and bonuses in whole or in part is authorized to 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 The dividend policy of the Company depends on the current and future development plan, investment environments, concerning the interest of shareholders, etc.; therefore, share or cash dividends of the Company shall be distributed at least 10 percent (10%) of yearly dividends. For the purpose of having a balance and steady dividend policy, the cash dividends shall not less than ten percent (10%) of the total dividend amount when distributing the dividend to the shareholders, except as otherwise the dividend is decided not to distribute with a consent adopted by the meeting of the Board of Directors and also approved by the shareholders' meeting. Provided the Company has no

earning of the fiscal year, the Company shall not distribute share or cash dividends; however, in consideration of the financial, business and operational situations of the Company, the Company may distribute partial or all the legal reserve and the capital reserve in accordance with the regulations or rules of the relevant authorities.

Article 19 The Company may make endorsements or guarantees considering the business or investment relationships.

Article 20 The total amount of the investments of the Company is waived from the restriction of Article 13 of the Company Act.

Article 21 The Company Act 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

The twenty-second amendment was approved on June 16, 2023.