

# Topoint Technology CO., LTD.

## Articles of Incorporation

### Chapter 1 General Provisions

- Article 1 This Company is established in accordance with the provisions under the Company Law and named Topoint Technology Co., Ltd.
- Article 2 The scope of business of this Corporation shall be as follows:
- 1 CC01080 manufacturing of electronic components.
  - 2 ZZ99999 Other than the business which requires special approval, this Corporation may conduct any business that is not prohibited or restricted by any law or regulations.
- Article 3 The Company is headquartered in New Taipei City, Taiwan. Where necessary, the board of directors may resolve to set up local or foreign branches.
- Article 3.1 The Company's amount of foreign investment is not subject to the forty percent restriction under the *Company Law*.
- Article 3.2 Where the Company has to provide endorsement and guarantee as a result of business requirements, such endorsement or guarantee shall be provided in accordance with the regulations of the securities authorities.
- Article 4 Public announcements of the Company shall be executed in accordance with the provisions under Article 28 of the *Company Law*.

### Chapter 2 Shareholding

- Article 5 The Company's total capital is three Billions New Taiwan Dollars, divided into three hundred million shares with a par value of One New Taiwan Dollar each, and may be issued at different times. The board of directors shall be authorised to administer matters concerning share issue. Within the aforesaid total capital, three hundred million New Taiwan Dollars shall be set aside for exercise of options for employee stock option certificates, warrant-attached preference shares, warranted-attached corporate bonds, totalling thirty million shares, issuable at different times in accordance with the board of directors' resolution.
- Article 6 Shareholders shall complete a specimen signature card for the Company's record. All future collection of share dividends and exercise of stock options in writing shall be based on the said specimen signature. Except if otherwise provided by the *Company Law* or securities rules, the Company's share registration and transfer operations shall be governed by the provisions under the *Regulations Governing the Acquisition or Disposal of Assets*.
- Article 7 The Company issues registered shares, of which the share certificates shall be affixed with the signatures or personal seals of the director representing the Company

and shall be duly certified or authenticated by the bank which is competent to certify shares under the laws before issuance. The Company may be exempted from printing any share certificates, but shall register the issued shares with a centralized securities depository enterprise.

Article 8 Alterations in shareholders' register may not be carried out within sixty days before an ordinary shareholders' meeting, thirty days before an extraordinary shareholders' meeting, or five days before the record dates on which the Company has decided to distribute dividends and bonus or other benefits.

### Chapter 3 Shareholders' Meeting

Article 9 Shareholders' Meetings are divided into ordinary and extraordinary meetings. Ordinary meetings are lawfully convened every every by the board of directors within six months after the end of a financial year. Extraordinary meetings are convened as and when necessary.

Article 9.1 When it is proposed that the Corporation cease public offering of its shares, the Corporation shall submit such proposal for approval by the Shareholders' Meeting.

**Article 9.2 The company's general meeting of shareholders can be held by means of visual communication network or other methods promulgated by the central competent authority.**

Article 10 Shareholders unable to attend shareholders' meetings may authorise a proxy to attend the meetings on his behalf by providing a signed and stamped power of attorney indicating the scope of authorisation. Save as otherwise provided by the Company Law, the *Regulations Governing the Acquisition or Disposal of Assets by Public Companies* as promulgated by the competent authorities shall govern.

Article 11 Save for otherwise provided in Law, every share shall be entitled to one vote.

Article 12 Save as otherwise provided by the Company Law, shareholders' resolutions shall be adopted when more than a simple majority of the shareholders representing issued and outstanding shares, of which more than half with voting rights vote in affirmation.

### Chapter 4 Directors and Supervisors

Article 13 The Company shall have seven to eleven directors, and the number of directors is authorized by the board meeting, with three-year office term. Directors are elected and appointed by the shareholders' meeting from candidates in accordance with the candidate nomination system of Article 192-1 of the Company Act. Candidate(s) may continue in office if re-elected.

#### Article 13.1

The company shall appoint independent directors with its articles of incorporation under Article 13.

They shall be not less than two in number and not less than one-fifth of the total

number of directors.

The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination and other requirements with regard to the independent directors shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matter for Public Companies, and the rules and regulations of the Taiwan Stock Exchange or GreTai Securities Market.

#### Article 13.2

The Board of Directors shall set up functional committees. Committee member qualifications, duties and related matters shall be defined by the Board of Directors in accordance with the laws and regulations.

The company will set up the Audit Committee to replace the role of Supervisors. Their duties and other related matters will be defined by the Securities Exchange Act in accordance with the laws and regulations.

Article 14 The board of directors shall comprise of directors. The chairman of the board of directors shall be elected from among such directors in the presence of more than two-thirds of the members of the board of directors and of which more than half vote in affirmation. The chairman of the board of directors shall represent the Company in external affairs.

Article 15 Where the chairman of the board directors is on leave or, for reasons, is unable to exercise his powers of office, appointment of the chairman's proxy shall be governed by the provisions under Article 208 of the *Company Law*.

Article 15.1 Directors of the Company to be convened before the deadline to notify the directors in case of a matter of urgency to convene the Board at any time; the company's board of directors convened in writing, e-mail or by fax whom.

Directors shall attend board of directors' meetings. A director who is unable to attend a board of directors' meeting may appoint other directors as his proxy, provided that a power of attorney is presented. A proxy, however, may only be appointed by one person. Where teleconferencing is used for board of directors' meetings and directors participating in such meetings via teleconferencing shall be deemed to have attended the meetings in person.

Article 15.2 The board of directors shall be authorised to deliberate directors' remuneration, based on their level of participation with the Company's operations and amount of contribution, with reference to the industry's norms.

Article 15.3 The Company may purchase liability insurance for its directors. The board of directors shall be authorised to deliberate on the insurance

coverage based on market norms. The period of such insurance coverage shall commence on their date of assumption of office until their date of release from office.

#### Chapter 5           Managers

Article 16     The Company shall have managers, the appointment and dismissal, and remuneration of whom shall be governed by the provisions under Article 29 of the *Company Law*.

#### Chapter 6           Accounts

Article 17     At the end of every financial year, the following reports shall be prepared by the board of directors and submitted to the regular Shareholders' meeting for ratification.

- (1)   Business Report
- (2)   Financial Statements
- (3)   Proposals for Profit or Loss Appropriation

Article 18     Profit before income tax set aside Employees' bonus to employees in the range of 1%to 25%. Remuneration of directors shall be no more than 3%.  
Employees' dividend of distribution shall be stock or cash. Remuneration of director's shall be cash. The new stock provides by the Board of Directors meeting preceding on the Last Trade price and above mentioned to count the shares. Then by the Board of Directors, will be reported to shareholders.

Article 18.1   When allocating the net profits for each fiscal year, according to the following sequence:

- (1) offset its losses in previous years.
- (2) set aside a legal reserve at 10%of the profit left over.
- (3) set aside or return the special reserve which could be appropriated according.
- (4) after deducting the above, and with opening accumulation of undistributed earnings by the Board of Directors, will be reported to shareholders.

It is authorized the distributable dividends and bonuses or legal capital reserve and capital reserve in whole or in part may be paid in cash 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.

In view of the Company's current business growth, and in consideration of its future business development plans, financial structure and shareholders' equity.

Shareholders of the company dividend distribution shall not be lower than 20% of the Distributable Earnings for the same year.

Cash dividends shall not be lower than 10% of the total shareholders' dividends distributed for the same year.

## Chapter 7            Supplementary Provisions

Article 19    All matters not provided herein shall be governed by the *Company Law*.

Article 20    These Articles are formulated on the 21<sup>st</sup> day of March 1996.

The 1<sup>st</sup> amendment was made on 10<sup>th</sup> December 1997

The 2<sup>nd</sup> amendment was made on 23<sup>rd</sup> March 1998

The 3<sup>rd</sup> amendment was made on 7<sup>th</sup> September 1999

The 4<sup>th</sup> amendment was made on 20<sup>th</sup> September 1999

The 5<sup>th</sup> amendment was made on 18<sup>th</sup> April 2000

The 6<sup>th</sup> amendment was made on 9<sup>th</sup> April 2001

The 7<sup>th</sup> amendment was made on 16<sup>th</sup> June 2002

The 8<sup>th</sup> amendment was made on 6<sup>th</sup> June 2003

The 9<sup>th</sup> amendment was made on 28<sup>th</sup> June 2004

The 10<sup>th</sup> amendment was made on 28<sup>th</sup> June 2004

The 11<sup>th</sup> amendment was made on 29<sup>th</sup> June 2005

The 12<sup>th</sup> amendment was made on 20<sup>th</sup> January 2006

The 13<sup>th</sup> amendment was made on 20<sup>th</sup> June 2006

The 14<sup>th</sup> amendment was made on 15<sup>th</sup> June 2007

The 15<sup>th</sup> amendment was made on 13<sup>th</sup> June 2008

The 16<sup>th</sup> amendment was made on 10<sup>th</sup> June 2009

The 17<sup>th</sup> amendment was made on 15<sup>th</sup> June 2010

The 18<sup>th</sup> amendment was made on 12<sup>th</sup> June 2012

The 19<sup>th</sup> amendment was made on 11<sup>th</sup> June 2013

The 20<sup>th</sup> amendment was made on 11<sup>th</sup> June 2015

The 21<sup>st</sup> amendment was made on 21<sup>st</sup> June 2016

The 22<sup>nd</sup> amendment was made on 13<sup>th</sup> June 2017

The 23<sup>rd</sup> amendment was made on 22<sup>nd</sup> July 2021.

**The 24<sup>th</sup> amendment was made on 9<sup>th</sup> June 2022.**