

# **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 total capital of the company is set at NT\$3 billion, divided into 300 million shares, with a par value of NT\$10 per share. The shares may be issued in multiple tranches, and the issuance matters are hereby authorized to be handled by the Board of Directors. Within the total capital amount mentioned above, NT\$300 million is reserved for employee stock options, restricted employee rights shares, preferred stocks with warrants, and corporate bonds with warrants, totalling 30 million shares. These may be issued in multiple tranches as determined by the Board of Directors.

Article 5-1: Employee Stock Options.

The subscription price for the company's employee stock options shall be determined by the approval of shareholders representing more than half of the total issued shares, with at least two-thirds of the votes of the attending shareholders. The issuance may be exempted from the restrictions of Article 53 of the "Guidelines for the Issuance and Offering of Securities by Issuers." The agenda for the shareholders' meeting must include an explanation of the matters specified in Article 56-1 of the "Guidelines for the Issuance and Offering of Securities by Issuers" to proceed with the issuance. The issuance may be carried out in multiple tranches within one year from the date of the shareholder meeting resolution.

Article 5-2: Restricted Employee Rights Shares

The company may issue restricted employee rights shares to employees of subsidiary companies who meet certain conditions.

Article 5-3: Treasury Shares

If the company repurchases shares and transfers them to employees at a price lower than the average repurchase price, prior approval must be obtained from the shareholders at the most recent shareholders' meeting, with attendance representing more than half of the total issued shares, and at least two-thirds of the votes of the attending shareholders. The agenda for the meeting must include an explanation of the matters specified in Article 10-1 of the "Regulations Governing the Repurchase of Shares by Listed Companies" before proceeding with the transfer.

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 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 In accordance with Article 13 of the Company's Articles of Incorporation, the company shall establish no fewer than three independent directors, and the number of independent directors shall not be less than one-third of the total number of directors. Matters concerning the professional qualifications, shareholding, restrictions on concurrent positions, nomination and election procedures, and other applicable requirements for independent directors shall be handled in accordance with the relevant regulations of the securities regulatory authority.

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 The company shall allocate no less than 1% and no more than 25% of the pre-tax net income for the current period, after deducting employee compensation and director compensation, for employee compensation (of which no less than 20% shall be allocated to grassroots employees) and no more than 3% for director compensation. However, if the company has accumulated losses (including adjustments to undistributed

earnings), an amount shall be reserved in advance to cover the losses.

Employee compensation may be distributed in the form of stock or cash, while director compensation may only be distributed in cash. The number of new shares issued shall be based on the closing price of the day before the Board resolution. The above allocations shall be decided by the Board of Directors and reported to the shareholders' meeting.

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 21 March 1996.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

The 25<sup>th</sup> amendment was made on 27 May 2025.