

# Nichidenbo Corporation

## Articles of Incorporation

Approved by the shareholders' meeting on June 15<sup>th</sup>, 2023

### Chapter 1 General Provisions

- Article 1 The Company shall be incorporated under the Company Act, and its name shall be NICHIDENBO CORPORATION.
- Article 2 The scope of business of the Company shall be as follows:
- I. CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing
  - II. CC01040 Lighting Equipment Manufacturing
  - III. CC01070 Wireless Communication Mechanical Equipment Manufacturing
  - IV. CC01080 Electronics Components Manufacturing
  - V. CC01110 Computer and Peripheral Equipment Manufacturing
  - VI. CC01990 Other Electrical Engineering and Electronic Machinery Equipment Manufacturing
  - VII. CZ99990 Manufacture of Other Industrial Products Not Elsewhere Classified
  - VIII. F106010 Wholesale of Hardware
  - IX. F113020 Wholesale of Electrical Appliances
  - X. F113070 Wholesale of Telecommunication Apparatus
  - XI. F119010 Wholesale of Electronic Materials
  - XII. F213060 Retail Sale of Telecommunication Apparatus
  - XIII. F219010 Retail Sale of Electronic Materials
  - XIV. F401010 International Trade
  - XV. I301010 Information Software Services
  - XVI. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 2-1 The Company may handle external guarantees in accordance with the "Procedure for Loaning of Funds and Endorsements and Guarantees".
- Article 2-2 In the event that the Company invests in another business as a limited-liability shareholder, the total amount of the investment is not subject to the limit of 40% of the paid-in capital under Article 13 of the Company Act.
- Article 3 The Company headquarters in New Taipei City. With the resolution made by the board of directors, the Company may establish branches inside and outside of the territory of the Republic of China.
- Article 4 Public announcements of the Company shall be made in accordance with the provisions of Article 28 of the Companies Act.

### Chapter 2 Shares

- Article 5 The total registered capital stock of the Company shall be NT\$ 5 billion, divided into 500 million shares with a par value of NT\$10 per share. The board of directors is authorized to issue the unissued shares in installments. \$100 million of capital of the preceding paragraph representing 10 million shares with a par value of NT\$10 per share, shall be retained for the issuance of corporate bonds with warrants, preferred shares with

warrants and share options that may be converted to shares.

- Article 5-1 The Company may issue employee stock options with a exercise price below the closing price of the Company's common stock as of the issuing date, but only if a majority of the total issued shares are represented, and two-thirds or more of shareholders present vote in favor of the issuance. The stock options may be issued in installments within one year from the date of the shareholders' meeting.
- Article 5-2 The Company may buy back its shares as treasury shares to transfer them to employees at less than the average actual share repurchase price, but only if relevant laws and regulations are met, and the stockholders meeting agrees to do so.
- Article 6 The Company's treasury stock acquired under the Company Act may be transferred to employees of subsidiaries or affiliates who meet certain criteria.  
The recipients of the employee stock options may be employees of subsidiaries or affiliates who meet certain criteria.  
When the Company issues new shares, the employees who subscribe for shares may be employees of the subsidiaries or affiliates who meet certain criteria.  
When the Company issues new employee restricted shares, the share subscribers include employees of the subsidiaries or affiliates who meet certain criteria.
- Article 7 The share certificates of the Company shall all be name-bearing share certificates and signed by or affixed with the personal seals of the directors. Besides, the shares shall be duly authenticated by banks competent to serve as attestors for the issuance of share certificates under the laws before issuance. After public listing of the Company's shares, the Company is exempted from issuing any physical share certificates for the shares issued, but only if the share certificates are placed for registration with a centralized depository.
- Article 7-1 The shareholders of the Company shall conduct their share affairs and exercise all their rights in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" issued by the competent authorities, unless otherwise provided by laws and securities regulations.
- Article 8 Shareholders' register shall not be made within 60 days prior to a regular session of the General Meeting, or 30 days prior to an extraordinary session of the General Meeting, or 5 days prior to the release date for the distribution of dividends, bonus, or other benefits.

### Chapter 3 Shareholders' Meeting

- Article 9 Shareholders' meetings of the Company are of two kinds: regular shareholders' meetings and special shareholders' meetings. Regular shareholders' meeting is called once per year within six months of the close of the fiscal year by the board of directors, and special shareholders' meetings may be called whenever necessary in accordance with applicable laws and regulations. The notice to convene a shareholders' meeting may be given by means of electronic transmission if the counter parties agree.  
For shareholders holding less than 1,000 registered shares, the notice of the preceding paragraph may be given by means of a public notice.  
The Company's shareholders' meeting may be held in the form of virtual meeting or other means as announced by the Ministry of Economic Affairs.
- Article 9-1 If a shareholders' meeting is convened by the board of directors, the meeting shall be

chairmaned by the board chairman. When the board chairman is on leave, the board vice chairman shall act as a proxy. If there is no vice chairman, or if the vice chairman is also absent, the board chairman shall appoint one director to act as a proxy. Where the chairman does not make such a designation, the directors shall select from among themselves one person to serve as chairman. When a meeting is called by a convener not on the board of directors, the chairman shall be that convener, and if there are more than two conveners, one shall be elected from among themselves.

- Article 10 If a shareholder is unable to attend a shareholders' meeting for any reason, the shareholder may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney stating therein the scope of power authorized to the proxy. In addition to the provisions of Article 177 of the Company Act, the procedure for shareholders' proxy attendance shall be in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authorities.
- Article 11 Except in the circumstances otherwise provided for in Article 179 of the Company Act, a shareholder of the Company shall have one voting power in respect of each share in his/her/its possession.
- Article 12 Resolutions at a shareholders' meeting shall, unless otherwise provided for in applicable laws, be adopted by a majority vote of the shareholders present who represent a majority of the total number of voting shares.
- Article 12-1 Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the Company within twenty days after the close of the meeting. The minutes shall be kept persistently throughout the life of the Company.
- The preparation and distribution of the minutes of shareholders' meeting may be effected by public notices.

#### Chapter 4 Directors and Audit Committee

- Article 13 The Company shall have seven to eleven directors, of whom at least 3 shall be independent directors, and the number of directors shall be determined by the Board of Directors for a term of 3 years and may be eligible for re-election. The Company adopts the candidate nomination system for the election of directors. The shareholders' meeting elects directors from the candidate list. Independent directors and non-independent directors shall be elected at the same time and the elected seats are counted separately. Upon public issuance of the Company's shares, the aggregate shareholding proportions of all its directors shall be in accordance with the regulations of the securities regulatory authorities. The Company shall obtain directors liability insurance for all its directors with respect to liabilities resulting from exercising their duties during their terms of directorship.
- Article 13-1 The Company may establish a functional committee under the board of directors, and the establishment and authority related to the committee shall be in accordance with the regulations provided by the competent authority.
- In compliance with Articles 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 Company Act, the Securities and Exchange Law and other applicable regulations.

- Article 14 The board of directors shall be composed of directors. The directors shall elect from among themselves a Chairman of the board of directors, and may elect a vice chairman of the board of directors based on the business needs, by a majority in a meeting attended by over two-thirds of the directors. The chairman of the board of directors shall have the authority to represent the Company externally. In case a meeting of the board of directors is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.
- Article 14-1 Unless otherwise provided in the Company Act, the meeting of board of directors shall be convened by the board Chairman. Unless otherwise provided for in the Company Act, resolutions of the board of directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors.
- Article 14-2 In calling a meeting of the board of directors, a notice shall be given to each director no later than before the time limit set by the competent securities authorities. In case of emergency, the Company may convene a meeting of the board of directors at any time. In calling a meeting of the board of directors, a notice may be given by correspondence, electronic means (E-mail or Line) or fax.
- Article 15 In case the chairman of the board of directors is on leave or absent or can not exercise his/her power and authority for any cause, his/her proxy is subject to the provisions of Article 208 of the Company Act.
- Article 15-1 When a director is unable to attend a meeting of the board of directors for any reason, he/she may appoint another director to attend the meeting as his/her proxy, and the proxy shall be subject to the provisions of Article 205 of the Company Act.
- Article 16 The travel allowance of all directors shall be determined by the board of directors. If a director of the Company concurrently holds other positions in the Company, the board of directors shall authorize the board chairman to handle the remuneration for the positions in accordance with the internal regulations of the Company. The remuneration committee shall propose the remuneration of the board chairman and directors, based on their participation in the operations of the Company, the value of their contributions while taking into account the Company's operational performance and the typical pay levels adopted by peer companies, to the board of directors for ratification.
- Article 16-1 Deleted.

## Chapter 5 Managers

- Article 17 The Company may have one general manager and several managers. Appointment, discharge, and the remuneration of the managerial personnel shall be decided in accordance with Article 29 of the Company Act.

## Chapter 6 Accounting

- Article 18 The fiscal year for the Company shall be from January 1 of each year to December 31 of the same year. After the close of each fiscal year, financial reports shall be prepared.
- Article 19 After the close of each fiscal year, the following reports shall be prepared by the board of directors and submitted to the regular shareholders' meeting for ratification.

- I. Business Report.
- II. Financial Statements.
- III. Proposal Concerning the Distribution of Earnings or Covering of Losses.

Article 20 If the Company makes a profit in a year, it shall set aside not less than 5% as remuneration to employees and not more than 3% as remuneration to directors. However, the Company's accumulated losses, if any, shall have been covered.

The recipients of the preceding employee remuneration, in the form of stock or cash, may include employees of the affiliates who meet certain criteria.

Article 21 If the Company's annual financial statements indicate a surplus, the Company shall set aside 10% as legal reserve after its taxes have been paid, and losses have been covered. However, when the legal reserve reaches the Company's paid-in capital, this shall not apply, and the rest may be appropriated to allocation or special reserve based on the business needs or the laws and regulations. The total annual dividends shall not be less than 50% of the current year's earnings available for distribution, and the board of directors shall prepare an earnings distribution proposal and submit it to the shareholders' meeting for resolution of the distribution.

In accordance with Article 240 of the Company Act, the Company authorizes the Board of Directors to distribute a portion or all of dividends, bonuses or legal reserve and capital surplus in accordance with Article 241 of the Company Act in cash by resolution adopted by a majority in a meeting attended by two-thirds or more of the Directors, and the distribution shall then be reported to the shareholders' meeting, instead of being submitted to the shareholders' meeting for approval.

Article 21-1 Considering the environment and the growth stage of the Company, the Company shall distribute dividends according to Article 21 of the Company's Articles of Incorporation in view of the future capital requirements and long-term financial planning. Besides, annual cash dividends shall not be less than 30% of the total dividends to shareholders.

## Chapter 7 Supplementary Provisions

Article 22 Any matters not sufficiently provided for in these Articles of Incorporation shall be handled in accordance with the Company Act and other applicable laws and regulations.

Article 23 These Articles of Incorporation were formulated on December 21, 1992.

The 1st amendment was made on May 5, 1993.

The 2nd amendment was made on November 21, 1995.

The 3rd amendment was made on August 9, 1996.

The 4th amendment was made on August 31, 1996.

The 5th amendment was made on July 19, 1997.

The 6th amendment was made on July 20, 1998.

The 7th amendment was made on March 1, 1999.

The 8th amendment was made on March 23, 1999.

The 9th amendment was made on August 3, 2000.

The 10th amendment was made on September 5, 2000.

The 11th amendment was made on April 2, 2001.

The 12th amendment was made on November 23, 2001.

The 13th amendment was made on March 25, 2002.

The 14th amendment was made on May 20, 2003.

The 15th amendment was made on June 8, 2004.  
The 16th amendment was made on June 8, 2004.  
The 17th amendment was made on June 3, 2005.  
The 18th amendment was made on June 14, 2006.  
The 19th amendment was made on June 14, 2006.  
The 20th amendment was made on June 13, 2007.  
The 21st amendment was made on June 13, 2008.  
The 22nd amendment was made on September 15, 2008.  
The 23rd amendment was made on June 10, 2009.  
The 24th amendment was made on June 18, 2010.  
The 25th amendment was made on June 13, 2011.  
The 26th amendment was made on June 21, 2012.  
The 27th amendment was made on June 23, 2014.  
The 28th amendment was made on June 11, 2015.  
The 29th amendment was made on June 17, 2016.  
The 30th amendment was made on June 14, 2017.  
The 31st amendment was made on June 20, 2018.  
The 32nd amendment was made on June 20, 2019.  
The 33rd amendment was made on July 22, 2021.  
The 34th amendment was made on June 15, 2022.  
The 35th amendment was made on June 15, 2023.