

# Nichidenbo Corporation

## Articles of Incorporation

Approved by Annual Shareholders' Meeting on June 25, 2024

### Chapter 1 General

- Article 1 The Company is organized in accordance with the provisions of Company Act, and is named Nichidenbo Corporation.
- Article 2 The business of the Company is as follows:
1. CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing.
  2. CC01040 Lighting Equipment Manufacturing.
  3. CC01070 Wireless Communication Machinery and Equipment Manufacturing.
  4. CC01080 Electronics Components Manufacturing.
  5. CC01110 Computers and Peripheral Equipment Manufacturing.
  6. CC01990 Other Electrical Machinery and Electronic Machinery Equipment Manufacturing.
  7. CZ99990 Unclassified Other Industrial Products Manufacturing.
  8. F106010 Hardware Wholesale Business.
  9. F113020 Wholesale of Electrical Appliances.
  10. F113070 Telecommunications Equipment Wholesale.
  11. F119010 Electronic Materials Wholesale Business.
  12. F213060 Telecom Equipment Retail Business.
  13. F219010 Electronic Materials Retail Business.
  14. F401010 International Trade.
  15. I301010 Information Software Services.
  16. ZZ9999 All Business Items that are not Prohibited or Restricted by Law, except those that are Subject to Special Approval.
- Article 2-1 The Company may implement external guarantees in accordance with “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees”.
- Article 2-2 When the Company is a limited liability shareholder of another company, its total investment may not be restricted by Article 13 of Company Act, which shall not exceed 40% of the paid-in capital of share capital.
- Article 3 The Company’s headquarters in New Taipei City, and, if necessary, through the board of directors’ resolution, may set up branches at appropriate locations both domestically and internationally.
- Article 4 The announcement method of the Company is in accordance with Article 28 of Company Act.

### Chapter 2 Shares

- Article 5 The total capital of the Company is fixed at NT\$5 billion, divided into 500,000,000 shares, with a value of NT\$10 per share. The unissued shares are authorized to be issued in installments by board of directors. NT\$100,000,000 was reserved for the issuance of corporate bonds with warrants, preferred shares with warrants, and shares converted from stock warrants for a total of ten million shares at a price of NT \$10 per share.
- Article 5-1 The Company may issue employee stock option certificates with a price lower than the closing price of the common shares of the Company on the date of issue, provided that the employee stock option certificates representing over half of the total number of issued shares shall be present and agreed by over two-thirds of the voting rights of the shareholders present, and

may be declared in installments within one year from the date of shareholders' meeting resolution.

Article 5-2 Treasury shares purchased by the Company can be transferred to employees at a price lower than the actual average repurchase price, subject to the relevant laws and regulations and the consent of shareholders' meeting.

Article 6 The Company shall purchase treasury shares in accordance with Company Act, and the counterparties of the transfer shall include employees of controlling or affiliated companies that meet certain conditions.

The recipients of employee stock option certificates of the Company may include employees of controlling or affiliated companies who meet certain conditions.

When the Company issues new shares, employees who acquire shares may include employees of controlled or affiliated companies that meet certain conditions.

The recipients of new restricted employee shares issued by the Company may include employees of controlling or affiliated companies who meet certain conditions.

Article 7 Shares of the Company are registered and signed or sealed by a director representing the Company, and issued after being certified by a bank that may serve as a visa issuer for the shares in accordance with the law. The Company is exempted from printing stock certificates after the public offering of the stock, but it shall be registered with the securities depository institution.

Article 7-1 Shareholders of the Company who handle stock affairs or exercise any of their rights are subject to the "Regulations Governing the Administration of Shareholder Services of Public Companies" promulgated by the competent authority, as well as other laws and securities regulations.

Article 8 Changes to the shareholder registry shall not be made within 60 days before the annual shareholders' meeting, within 30 days before the extraordinary shareholders' meeting, or within five days before the day the Company determines the distribution of dividends, bonuses or any other benefits.

### Chapter 3 Shareholders' Meeting

Article 9 Shareholders' meeting is divided into two categories: the annual shareholders' meeting and the special shareholders' meeting. The annual shareholders' meeting shall be held once a year, and shall be held by the board of directors within six months after the end of each fiscal year in accordance with the law. The special shareholders' meeting shall be convened in accordance with the law when necessary. Shareholders' Meeting may be convened by electronic means with the consent of the counterparty. For shareholders holding less than 1,000 registered shares, the aforementioned convening notice may be made by announcement. The Company Shareholders' Meeting may be held via video conference or Other announced by Ministry of Economic Affairs.

Article 9-1 Shareholders' meeting is convened by the board of directors and presided over by the Chairperson. In the absence of the Chairperson, the vice Chairperson shall act on their behalf. If there is no vice Chairperson or the vice Chairperson is also absent, the Chairperson will appoint one of the directors to act on their behalf. If the Chairperson did not appoint anyone, then the board of directors will elect one representative among themselves to preside over the meeting. If there are two or more conveners, one shall be elected to preside over the meeting.

- Article 10 If shareholders are unable to attend the shareholders' meeting for any reason, they may issue a power of attorney issued by the Company to specify the scope of the authorization to appoint a proxy to attend the meeting. In addition to the provisions of Article 177 of Company Act, the shareholders' attendance by proxy shall be handled in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authority.
- Article 11 Each share of the Company has one voting right, except for the circumstances specified in Article 179 of Company Act.
- Article 12 Shareholders' Meeting Resolution shall, unless otherwise provided by relevant laws and regulations, be adopted by a majority of the shareholders present who represent a majority of the total number of issued shares.
- Article 12-1 Shareholders' meeting's resolution matters shall be recorded into minutes, which will be signed or sealed by the Chairperson and distributed to each shareholder within 20 days after the meeting, and shall be kept permanently during the Company's existence. The production and distribution of the aforementioned meeting minutes may be made by way of announcement.

#### Chapter 4 Director and audit committee

- Article 13 The Company shall have 7 to 11 directors, and at least three of them shall be Independent Directors. The number of directors to be elected shall be determined by the board of directors within the said quota. The term of office is three years, and the directors may be re-elected. The election of the Company directors adopts a candidate nomination system, and shareholders' meeting elects from the director candidate list, and independent directors and non-independent directors should be elected together to calculate the number of elected candidates. After the Company publicly issued its shares, the shareholding ratio of all directors in total shall be in accordance with the regulations of the securities regulatory authority. The Company shall purchase liability insurance for all directors within the term of their office for liabilities legally due to their scope of business.
- Article 13-1 The Company may set up a functional committee under the board of directors, and the establishment and responsibilities of the relevant committee shall be conducted in accordance with the regulations established by the competent authority.
- The Company established audit committee in accordance with Article 14-4 of Securities and Exchange Act. The audit committee is composed of all independent directors, and members of audit committee or the audit committee itself are responsible to exercise the functions and powers of supervisors stipulated by Company Act, Securities and Exchange Act and other laws.
- Article 14 The board of directors is organized by directors, with the attendance of over two-thirds of the directors and the consent of over half of the attending directors, one person is elected as the Chairperson, and one person is elected as the vice Chairperson in the same way if needed. The Chairperson represents the company externally. If the board of directors meeting is held via video conference, the directors who participate in the meeting via video conference shall be deemed as having attended the meeting in person.
- Article 14-1 The board of directors shall, unless otherwise provided by Company Act, be convened by the Chairperson. The board of directors meeting's resolution, unless otherwise provided by Company Act, shall be agreed by over half of the attending directors, and the amount of directors present must be higher than half of the total directors.
- Article 14-2 The notice of convening the board of directors meeting shall be sent to each director before

the deadline set by the securities regulatory authority. The Company may convene board of directors at any time in case of emergency. The Company board of directors may be convened in writing, by electronic means (E-mail or Line) or by facsimile.

Article 15 When the Chairperson applies for leave or cannot exercise its authority for any reason, its agent shall handle it in accordance with Article 208 of Company Act.

Article 15-1 If a director is unable to attend board of directors for any reason, he or she may entrust another director to attend as a proxy, which shall be handled in accordance with Article two hundred and five of Company Act.

Article 16 The travel expenses of all directors are agreed by board of directors.

If the company director concurrently holds the position of another company, the remuneration for the position of the Company shall be paid by the Chairperson under the authorization of the board of directors in accordance with the internal management regulations of the Company.

The remuneration of the Chairperson and directors will be determined by remuneration committee based on the extent of their participation in the operation of the Company and the value of their contribution, with reference to the Company's operating performance and the usual level of the industry.

Article 16-1 Deleted.

## Chapter 5 Managers

Article 17 The Company may set up one general manager and several managers. Their appointment, dismissal and remuneration shall be handled in accordance with Article 29 of Company Act.

## Chapter 6 Accounting

Article 18 The Company's fiscal year shall begin on January 1 and end on December 31. The final accounts shall be processed at the end of each fiscal year.

Article 19 At the end of each fiscal year, the following books and records shall be prepared by the board of directors and submitted to annual shareholders' meeting for confirmation in accordance with legal procedures.

1. Business report.
2. Financial statements.
3. Proposal for earning distribution or loss appropriation.

Article 20 If the Company makes a profit in a year, no less than five% shall be set aside as employee compensation and no over three% shall be set aside as director compensation. However, if the Company has accumulated deficits, the profit should be reserved to offset the deficit. The recipients of shares and cash may include the employees of the Company's affiliated companies who meet certain conditions.

Article 21 If there is a surplus in the final accounts of the Company, the tax shall be paid first to make up for previous losses, and the 10% shall be added to the legal reserve, except when the legal reserve has reached the paid-up capital of the Company. In addition, according to the company's operating needs and legal regulations, after listing or reversing special reserve, the balance (hereinafter referred to as "distributable surplus of the current year") shall be combined with the unappropriated retained earnings at the beginning of the same period, and board of directors shall propose a surplus distribution case to shareholders' meeting resolution, and pay a dividend that is no less than 50% of the distributable surplus of the

current year.

In accordance with Article 240 of Company Act, the Company authorizes the board of directors to attend by over two-thirds of the directors, and over half of the directors' resolution to distribute dividends, bonuses, all or part of the legal reserve and capital surplus stipulated in Article 241 of Company Act in the form of cash, and report to the shareholders' meeting, which shall not be subject to the provisions of shareholders' meeting resolution.

Article 21-1 The Company will consider the environment and its growth stage, in response to future capital needs and long-term financial planning. The earnings shall be distributed in accordance with Article 21 of Articles of Incorporation, and the cash dividend distributed to shareholders in the current year shall be no less than 30% of the total amount of shareholders' dividends.

## Chapter 7 Supplementary Provisions

Article 1 Matters not covered herein shall be handled in accordance with Company Act and other regulations.

Article 2 These Articles were entered into 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.

The 36th amendment was made on June 25, 2024.