

AAEON Technology Co., Ltd. Articles of Incorporation (July 30, 2018)

(AAEON Technology Co., Ltd. Articles of Incorporation (July 30, 2018) is the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language, the Chinese version shall prevail.)

Chapter 1 General

Article 1: The Company shall be named AAEON Technology Co., Ltd. if it is organized in accordance with the provisions of the Company Law.

Article 2: The business of the Company is as follows:

- 1.CC01070 Wireless communication machinery and equipment manufacturing industry.
- 2.CC01080 Electronic Components Manufacturing.
- 3.CC01110 Computer and peripheral equipment manufacturing industry.
- 4.CE01010 General instrument manufacturing industry.
- 5.E603050 Automatic control equipment engineering industry.
- 6.E605010 Computer equipment installation industry.
- 7.F213030 Computer and transactional machinery and equipment retailing.
- 8.F213040 Precision Instrument Retailing.
- 9.F213060 Telecommunications Equipment Retail.
- 10.F218010 Information Software Retailing.
- 11.F219010 Electronic Materials Retailing.
- 12.F401010 International Trade.
- 13.F401021 Telecommunications control RF frequency equipment input industry.
- 14.I501010 Product Design Industry.
- 15.ZZ99999, except for licensed business, may operate business that is not prohibited or restricted by statute.

Article 3: The Company shall, as a result of its business needs, guarantee its business to the companies which are in the same industry.

Article 4: If the Company's foreign transfer investment exceeds 40% of the Company's paid-in capital, the Board of Directors shall be authorized to execute it. The total amount of all investments made by the limited liability shareholders of his company shall not be subject to a limit of 40% of the paid-in capital of the Company.

Article 5: The Company shall set up a head office in New Taipei City and, if necessary, establish a branch office and abroad by resolution of the Board of Directors.

Chapter II Shares

Article 6: The total capital of the Company shall be set at NT\$200 million, divided into NT\$20 million of common shares. The Board of Directors shall be authorized to issue the whole amount in stages.

The above capital amount retains NT\$50 million for the issuance of employee rights certificates, a

total of NT\$5 million shares, with a face value of NT\$10 per share, to be issued in phases in accordance with the resolutions of the Board of Directors.

Article 7: The shares of the Company shall be registered and shall be signed or sealed or numbered by more than three directors and issued in accordance with the law by the competent authorities or their approved issuance and registration institution visas. After the public offering of the Company's shares, the company may be exempted from printing shares, but should contact the securities centralized custody institutions to log in.

Article 8: The transfer of the name of the stock shall cease within 30 days before the regular meeting of shareholders, within 15 days before the interim meeting of shareholders, or within 5 days before the date of the company's decision to pay dividends and dividends or other interest benchmarks.

After the public offering of the Company's shares, the shareholders roster changes, and within 60 days before the meeting of the shareholders' regular meeting, within 30 days before the interim meeting of the shareholders' meeting or within 5 days before the company decides to pay dividends and dividends or other interest benchmarks.

Chapter III Shareholders' Meeting

Article 9: The shareholders' meeting shall be divided into regular meetings and special meetings, which shall be held at least once a year and shall be convened by the board of directors within 6 months after the end of each fiscal year;

Article 10: When a shareholder is unable to attend a shareholders' meeting for any reason, he may issue a power of attorney issued by the company authorized to entrust an agent to attend.

Article 11: All shareholders of the Company shall have one right to vote per share except in the case of no voting rights for shares stipulated in Article 179 of the Company Law.

When the Company convenes a shareholders' meeting after the listing, it shall include electronic means as one of the channels for the exercise of voting rights, and the method of exercise shall be set out in the notice called by the shareholders' meeting.

Article 12: The resolution of the shareholders' meeting shall, unless otherwise provided in the Company Law and these Articles of Association, be attended by a majority of the shareholders representing the total number of shares issued, with the consent of a majority of the shareholders' voting rights.

Article 12-1: If the Company intends to withdraw a public offering after a public offering, it shall, in accordance with Article 156 of the Company Law, represent more than two-thirds of the total number of shares issued at the shareholders' meeting in order to attend the consent of a majority of the shareholders' voting rights.

Chapter 4 Directors and Audit Committees

Article 13: The Company shall have 7 to 11 directors for a term of 3 years, and shall be re-elected by the shareholders' meeting among living persons with the capacity to act. The number of independent directors shall not be less than three in the previous list of directors. The nomination system for the selection of directors (including independent directors) of the Company shall be subject to the nomination system and shall be elected by the Shareholders' Meeting on the list of

candidates for directors.

Article 13-1: The Company shall set up an "audit committee" in accordance with the provisions of Article 14-4 of the Securities Exchange Law, which shall be composed of all independent directors. Members of the Audit Committee or the Audit Committee are responsible for the enforcement of the supervisory powers under the Companies Act, the Securities Exchange Act, and other decrees.

In conjunction with Articles 14-4 and 181-2 of the Securities & Exchange Act, the Company shall not set up additional supervisors after the establishment of the Audit Committee, and the powers and powers of the Supervisors in the Internal Regulations of the Company shall be replaced by the Audit Committee.

Article 14: The powers of the board of directors are as follows:

1. The formulation of the constitution of the company.
2. The Company business plan proposed and supervised implementation.
3. The Company surplus distribution.
4. The Company capital increase or decrease of the proposed.
5. The Company budget review and the final accounts of the approved.
6. The Company obtains or approves fixed assets.
7. Other rules and regulations and the powers and powers assigned to them by the shareholders' meeting in accordance with the law.

Article 15: (Delete)

Article 16: The board of directors shall be organized by the directors, and the directors shall agree to elect one chairman of the board of directors for each other, and the chairman shall represent the Company externally. The Company may have a vice-chairman, who shall be elected by the directors in the same manner.

Article 16-1: When a director is absent by one-third or an independent director is dismissed, the board of directors shall convene an interim by-election of the shareholders within 60 days, the term of which shall be limited to the term of the original term of office.

Article 17: The notice convened by the board of directors shall be provided by E-MAIL, fax, etc., and its resolution shall, unless otherwise provided in the Company Law and these Articles of Association, be attended by a majority of the directors and agreed by a majority of the directors. The director may authorize other directors' representatives to appear on the board of directors in writing, but shall issue a power of attorney at each time and list the scope of authorization for the reasons for the convening.

Article 18: When the chairman of the board of directors leaves or is unable to exercise his powers for any reason, his agent shall act in accordance with the provisions of Article 208 of the Company Law.

Article 19: The remuneration of the chairman and directors shall be determined by the board of directors according to the degree of their participation in the operation of the Company and the value of their contribution, and in accordance with domestic and foreign industry standards.

Article 19-1: The Company may, in accordance with the law, be liable to the directors for the purchase of liability insurance for the ranges of their execution.

Article 19-2: The Company may set up functional committees under the board of directors, and

the setting up and authority of the relevant committees shall be carried out in accordance with the measures prescribed by the competent authorities.

Chapter 5 Managers

Article 20: The Company may set up a manager whose appointment, appointment and remuneration shall be handled in accordance with the provisions of Article 29 of the Company Law.

Chapter 6 Accounting

Article 21: The Company's fiscal year shall be held once a year from January 1 to December 31.

Article 22: The Company shall be built by the Board of Directors at the end of each fiscal year

1. The business report.
2. The financial statements.
3. The surplus earning distribution or loss off-setting proposals.

In accordance with the law, The Company submits to the regular meeting of shareholders for recognition.

Article 23: After deducting the accumulated losses from the profits made here in the current year (i.e., the pre-tax benefits have not been deducted from the remuneration of the assigned employees and the remuneration of directors), if there is still a balance, the balance shall be raised not less than 5% for the remuneration of the employees and not more than 1% for the remuneration of the directors.

The previous employee remuneration is paid to the object, including the subordinate company employees who meet certain conditions, the conditions of which authorize the board of directors of the company to decide.

Article 23-1: The Company's annual final account surplus shall be taxed first to make up for the accumulated losses, and the second increase of 10% shall be the statutory surplus reserve, except when the statutory surplus reserve has reached the amount of capital received by the Company; In the event of future dividend payments, the Company may, on the basis of financial, business and business factors, consider distributing part or all of the distributable surplus for the current year, and the total dividend payment shall not be less than 5% of the distributable surplus. The distribution of surplus can be in the form of cash dividends or stock dividends, and to measure the future annual capital needs and capital structure, the future cash dividend distribution ratio is not less than 10 % of the total dividend, the actual amount of the distribution is adopted by the shareholders' meeting.

Chapter VII by-laws

Article 24: Matters not stipulated in this Articles of Association shall be handled in accordance with the provisions of the Company Law and the relevant laws and regulations.

Article 25: This Charter was made on 22 November 2010, first amended on 24 December 2010, second amended on 2 June 2011, Third Amendment On June 25, 2015, the fourth amendment was made on April 1, 2016, the fifth amendment was made on June 30, 2016, and the sixth amendment was made on June 27, 2017, the seventh amendment was made on July 30, 2018.

研揚科技股份有限公司章程2018JUL30

第一章 總則

第一條：本公司依照公司法規定組織之，定名為研揚科技股份有限公司。

第二條：本公司所營事業如下：

- 1.CC01070 無線通信機械器材製造業。
- 2.CC01080 電子零組件製造業。
- 3.CC01110 電腦及其周邊設備製造業。
- 4.CE01010 一般儀器製造業。
- 5.E603050 自動控制設備工程業。
- 6.E605010 電腦設備安裝業。
- 7.F213030 電腦及事務性機器設備零售業。
- 8.F213040 精密儀器零售業。
- 9.F213060 電信器材零售業。
- 10.F218010 資訊軟體零售業。
- 11.F219010 電子材料零售業。
- 12.F401010 國際貿易業。
- 13.F401021 電信管制射頻器材輸入業。
- 14.I501010 產品設計業。
- 15.ZZ99999 除許可業務外，得經營法令非禁止或限制之業務。

第三條：本公司於業務上之需要，得為有關同業間之對外保證業務。

第四條：本公司對外轉投資得超過本公司實收資本額百分之四十以上，其授權董事會執行。為他公司有限責任股東時，所有投資總額，不受本公司實收資本額百分之四十之限制。

第五條：本公司設總公司於新北市，必要時經董事會之決議得在國內外設立分公司。

第二章 股份

第六條：本公司資本總額定為新台幣貳拾億元整，分為普通股貳億股，每股金額新台幣壹拾元整，得授權董事會分次發行。

第一項資本額內保留新台幣伍仟萬元供發行員工認股權憑證，共計伍佰萬股，面額每股新台幣壹拾元，得依董事會決議分次發行。

第七條：本公司股票概為記名式，由董事三人以上簽名或蓋章、編號，依法經主管機關或其核定之發行登記機構簽證後發行之。本公司股票公開發行後，得免印製股票，但應洽證券商集中保管事業機構登錄。

第八條：股票之更名過戶，自股東常會開會前三十日內，股東臨時會開會前十五日內，或公司決定分派股息及紅利或其他利益之基準日前五日內，均停止之。

本公司股票公開發行後，股東名簿記載之變更，自股東常會開會前六十日內，股東臨時會開會前三十日內或公司決定分派股息及紅利或其他利益之基準日前五日內均停止之。

第三章 股東會

第九條：股東會分常會及臨時會二種，常會每年至少召開一次，於每會計年度終了後六個月內由董事會依法召開；臨時會於必要時依法召集之。

第十條：股東因故不能出席股東會時，得出具公司印發之委託書載明授權範圍委託代理人出席。

第十一條：本公司各股東，除有公司法第一七九條規定之股份無表決權之情形外，每股有一表決權。

本公司於上市(櫃)後召開股東會時，應將電子方式列為表決權行使管道之一，其行使方法應載明於股東會召集通知。

第十二條：股東會之決議除公司法及本章程另有規定外，應有代表已發行股份總數過半數股東之出席，以出席股東表決權過半數之同意行之。

第十二條之一：本公司公開發行後，如擬撤銷公開發行，應依照公司法第一五六條規定，應有代表已發行股份總數三分之二以上股東出席之股東會，以出席股東表決權過半數之同意行之。

第四章 董事及審計委員會

第十三條：公司設董事七~十一人，任期三年，由股東會就有行為能力之人中選定，連選得連任。前項董事名額中，獨立董事人數不得少於三人。本公司董事(含獨立董事)之選任均採候選人提名制度，由股東會就董事候選人名單中選任之。

第十三條之一：本公司依證券交易法第十四條之四規定設置「審計委員會」，審計委員會應由全體獨立董事組成。審計委員會或審計委員之成員負責執行公司法、證券交易法、暨其他法令規定之監察人職權。

配合證券交易法第十四條之四及第一百八十一條之二規定，審計委員會成立後本公司不另設置監察人，且本公司內部規章有關監察人之職權皆由審計委員會取代之。

第十四條：董事會職權如下：

- 一、本公司組織規章之擬定。
- 二、本公司營業計劃之擬議與監督執行。
- 三、本公司盈餘分配之擬定。
- 四、本公司資本增減之擬定。
- 五、本公司預算之審定及決算之核可。
- 六、本公司取得或處份固定資產之核可。
- 七、其他依法令規章及股東會所賦與之職權。

第十五條：(刪除)

第十六條：董事會由董事組織之，由三分之二以上董事之出席及出席董事過半數之同意互選董事長一人，董事長對外代表本公司。本公司得設副董事長一人，由董事依同一方式互選之。

第十六條之一：董事缺額達三分之一或獨立董事均解任時，董事會應於六十日內召開股東臨時會補選之，其任期以補足原任之期限為限。

第十七條：董事會之召集通知得以電子郵件(E-MAIL)、傳真等方式為之；其決議除公司法及本章程另有規定外，應有過半數之董事出席，出席董事過半數同意行之。董事得以書面授權其他董事代表出席董事會，但應於每次出具委託書並列舉召集事由之授權範圍。

第十八條：董事長請假或因故不能行使職權時，其代理依公司法第二百零八條規定辦理。

第十九條：董事長及董事之報酬，依其對本公司營運參與之程度及貢獻之價值，並參酌國內外業界水準，授權由董事會議定之。

第十九條之一：本公司得對董事就其執行業務範圍依法應負之賠償責任為其購買責任保險。

第十九條之二：本公司得於董事會下設置功能性委員會，相關委員會之設置及職權依主管機關所訂辦法進行。

第五章 經理人

第二十條：本公司得設置經理人，其委任、解任及報酬依照公司法第廿九條規定辦理。

第六章 會計

第廿一條：本公司會計年度每年自一月一日起至十二月三十一日止辦理總決算一次。

第廿二條：本公司應於每會計年度終了，由董事會造具

一、營業報告書

二、財務報告

三、盈餘分派或虧損撥補之議案

等各項表冊，依法提交股東常會請求承認。

第廿三條：本公司依當年度獲利(即稅前利益尚未扣除分派員工酬勞及董事酬勞費用)扣除累積虧損後，如尚有餘額應提撥不低於5%為員工酬勞及不高於1%為董事酬勞。

前項員工酬勞發放之對象，包括符合一定條件之從屬公司員工，其條件授權公司董事會決定之。

第廿三條之一：本公司年度總決算之盈餘，應先提繳稅款，彌補累計虧損，次提百分之十為法定盈餘公積，但法定盈餘公積已達本公司實收資本額時不在此限；另視公司營運需求及法令規定提列或迴轉特別盈餘公積，其餘併同期初未分配盈餘，由董事會擬具盈餘分配案，經股東會決議後分派之。未來股利發放，公司得依財務、業務及經營面等因素之考慮將當年度可分配盈餘部份或全部進行分派，股利之發放總額應不低於可分配盈餘之5%。盈餘之分派得以現金股利或股票股利方式為之，而衡量未來年度之資金需求及資本結構，未來之現金股利分派之比例以不低於股利總額之百分之十，實際發放金額以股東會通過為之。

第七章 附則

第廿四條：本章程未訂事項，悉依公司法及有關法令之規定辦理。

第廿五條：本章程訂立於民國九十九年十一月二十二日，第一次修正於民國九十九年十二月二十四日，第二次修正於民國一〇〇年六月二日，第三次修正於民國一〇四年六月二十五日，第四次修正於民國一〇五年四月一日，第五次修正於民國一〇五年六月三十日，第六次修正於民國一〇六年六月二十七日，第七次修正於民國一〇七年七月三十日。