

# AMICCOM Electronics Corporation

## Articles of Incorporation

### Chapter 1 General Provisions

Article 1 The company is organized in accordance with the provisions of the Company Act and named “笙科電子股份有限公司” in the Chinese language, “AMICCOM Electronics Corporation” in the English language.(Referred to as “AMICCOM” hereinafter).

Article 2 The business of the company is as follows:

- 1.CC01070 Wireless communication machinery and equipment manufacturing industry
- 2.CC01080 Electronic component manufacturing industry
- 3.CC01101 Telecommunications control radio frequency equipment manufacturing industry
- 4.F601010 Intellectual property rights
- 5.I501010 Product design industry
- 6.CC01110 Computer and peripheral equipment manufacturing industry
- 7.ZZ99999 Except for chartered businesses, businesses that are not prohibited or restricted by laws and regulations may be operated

Article 3 The company shall have its head-office in Hsinchu County and, if necessary, may set up branches or business offices in Taiwan and abroad upon a resolution of its board of directors and approval from the competent government authority.

The company's reinvestment is not subject to the restrictions on the total amount of reinvestment in Article 13 of the Company Act, and shall be handled in accordance with relevant laws and regulations and the company's articles of incorporation.

Article 3-1 The company may make external guarantees, which should be handled in accordance with the company's “Procedures for Endorsements/Guarantees.”

Article 3-2 The company's announcement is made in accordance with Article 28 of the Company Act and other relevant laws and regulations.

### Chapter 2 Shares

Article 4 The total capital amount of the company is NT\$800 million with 80 million shares (it includes 2,350,000 shares appropriated for the issuance of employee stock option certificates to exercise stock options.) issued at a par value of NT\$10 per share; also, the board of directors is authorized to make multiple issuances for the stock shares yet to be issued.

Article 5 The company's stock shares are ordered shares. The company is exempted from printing certificates for the shares issued, but shall contact the centralized securities custody institution for registration.

Article 6 Unless otherwise provided by laws and regulations, the company's stock affairs are handled in accordance with the provisions of the “Regulations Governing the Administration of Shareholder Service of Public Companies.”

Article 7 The entries in the shareholders' roster shall not be altered within 60 days prior to the convening date of a regular shareholders' meeting, or within 30 days prior to the convening

date of a special shareholders meeting, or within 5 days prior to the base date scheduled by the company for distribution of dividends, bonus, or other benefits.

### Chapter 3 Shareholders Meeting

Article 8 Shareholders meetings include both regular shareholders' meeting that is to be held at least once a year within 6 months after the fiscal year and special shareholders meeting that is to be held when necessary.

Article 8-1 The shareholders meeting can be held virtually or other methods announced by the central competent authority.

A video conference at a shareholders meeting should be conducted in accordance with the conditions, operating procedures, and other matters that should be complied with, unless it is otherwise regulated by the competent authority.

Article 9 The shareholders meeting is to be convened by the board of directors and chaired by the chairman of the board. The chairman who cannot hold the meeting in person shall designate a director to act as his/her agent. If no such appointment is made, the directors shall elect a person to act as his/her agent. If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chairman from among themselves.

Article 10 The shareholder who cannot attend the shareholders meeting for reasons may appoint a proxy to attend the meeting instead by providing the proxy form issued by the company and stating the scope of the proxy's authorization. In addition to the provisions of Article 177 of the Company Act, the rules for shareholders to attend by proxy shall be handled in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholders Meetings of Public Companies" announced by the competent authorities.

Article 11 The company's shareholders shall have one voting right in respect of each share held, unless otherwise regulated in Article 179 of the Company Act.

Article 12 Resolutions at a shareholders meeting shall, unless otherwise provided for in this Act, be adopted by a majority vote of the shareholders or their representatives present at a meeting attended by majority of the shareholders who represent more than one-half of the total number of voting shares.

Article 12-1 When the company holds a shareholders meeting, shareholders may adopt exercise of voting rights by correspondence or electronic means. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but has waived his/her rights with respect to the extemporaneous motions and amendments to original proposals of that meeting. Also, such intent of the said shareholder should be expressed in accordance with the provision of Article 177-2 of the Company Act.

Article 13 The date, place, and reason for convening the meeting shall be notified to all shareholders 30 days before the regular meeting of shareholders and 15 days before the extemporaneous meeting convened. The shareholders meeting notice may be given in electronic form with the consent of the addressee. The meeting convening notice to be given by an issuer to shareholders who own less than 1,000 ordered stock shares may be given in the form of a public announcement.

Article 13-1 When the company intends to have the stocks withdrawn from public issuance, it must be presented in the shareholders meeting for resolution before the decision can be made, and this provision cannot be changed during the emerging stock period and the listing (OTC) period.

## Chapter 4 Directors

Article 14 The company has five to nine directors and at least three independent directors or one-third of all directors, whichever is higher. All directors appointed for a 3-year term and eligible for re-election. Liability insurance policies shall be acquired for directors according to their lawful responsibilities for compensation within the scope of their business execution during their term of office.

The election of directors is handled in accordance with the candidate nomination system; also, they are elected from the candidate list accordingly in the shareholders meeting. A cumulative voting system is adopted for the election of directors, which should be handled in accordance with the Company Act, Securities and Exchange Act, and other relevant regulations. Independent directors and non-independent directors shall be elected together with the voting rights calculated separately for independent and non-independent director seats.

The professional qualifications, shareholding and part-time restrictions of independent directors, determination of independence, nomination methods, and other matters that should be complied with should be handled in accordance with the relevant regulations of the security regulatory authority.

Article 15 The total number of registered shares held by all directors of the company is determined in accordance with the standards set by the competent authority.

Article 16 When the number of vacancies in the board of directors equals to one third of the total number of directors, the board of directors shall call, within 60 days, the special shareholders meeting to elect succeeding directors to fill the vacancies for the remaining service time of the dismissed directors.

Article 17 When a director's term of office expires without a re-election held in time, his/her executive duties shall be extended until the re-elected director takes office. However, the competent authority may order the company to hold a re-election within a time limit. If the company fails to hold the re-election as instructed within the time limit, he/she will be automatically dismissed at the end of the term of office.

Article 18 The board of directors is organized by the directors. A chairman and a vice chairman shall be elected among the directors by a majority vote at a meeting attended by over two-thirds of the directors. Elect a chairman to execute all affairs of the company in accordance with the laws and regulations, articles of incorporation, resolutions of the shareholders meeting and the board of directors. One vice chairman of the board of directors can be elected in the same way, when necessary.

Article 19 The company's operating policies and other important matters are handled in accordance with the resolution of the board of directors. Except for the first board meeting of each term of office is convened in accordance with the provisions of Article 203 of the Company Act, the chairman is to convene and chair the rest of the board meetings. The

agent of the chairman who is to chair the meeting in the absence of the chairman should have it handled in accordance with Article 208 of the Company Act.

The company may have the board of directors' meetings convened with all directors notified in writing, or via E-mail or fax.

Article 20 Unless otherwise provided for in the Company Act, resolutions of the board of directors shall be adopted by majority of the directors at a meeting attended by majority of the directors. The director who cannot attend the board meeting for reasons may appoint a proxy to attend the meeting instead with the scope of the proxy's authorization indicated. A director may issue only one proxy form and appoint only one proxy for any given board meeting. For a video conference of board meetings, directors who participate in the meeting via video conference are deemed to be present in person. The powers of the board of directors are as follows:

1. Review the annual business plan and supervise the implementation of the business plan.
2. Review the earnings distribution or deficit compensation.
3. Review the capital increase or decrease proposals.
4. Draft up the addition and amendments to the company's articles of incorporation, and approve the organizational charters.
5. Review and approve important external contracts.
6. Review the budgets and final accounts.
7. Establish and dissolve branches.
8. Review material capital expenditure plans.
9. Approve real estate trades and investment in other enterprises.
10. Select and contract certified public accounts and legal consultants.
11. Convene shareholders meetings and present business reports.
12. Approve the company's applications to financial institutions for financing, guarantees, acceptances, and other external advances, loans, and borrowings.
13. Approve the endorsements, acceptances, and commitments in the name of the company.
14. Handle the appointment, dismissal, and remuneration of the company's president and managerial officers.
15. Exercise the powers vested in accordance with the laws and regulations, articles of incorporation, and resolutions of the shareholders meeting.

Article 21 Board meeting minutes shall be prepared for the signature or seal of the chairman, which should be reserved within the company along with the attendance book of directors and the proxies of the representative of directors.

Article 22 The company has established an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act, and the Audit Committee is responsible for executing the supervisors' powers stipulated in the Company Act, the Securities and Exchange Act, and other laws.

Article 23 The board of directors is authorized to determine the remuneration of the directors with reference to their participation in the business operation and the value they have contributed, and the standards of the relevant peers.

## Chapter 5 Management

Article 24 The company has several managerial officers appointed with their appointments, dismissal, and remunerations processed in accordance with Article 29 of the Company Act.

## Chapter 6 Accounting

Article 25 The Board of Director shall prepare the following statements and submit them to the regular shareholders' meeting for ratification at the end of each fiscal year: 1. Business report. 2. Financial statements. 3. Proposals for earnings distribution or deficit compensation.

Article 26 If the company makes profits for the year and the amount reaches NT\$3 million or more, an amount not less than 15%~20% of the profits should be appropriated as remuneration to employees, of which the ratio of compensation allocation to grassroots employees shall not be less than 1 percent of the employee compensation allocation. If the company has no grassroots employees, the entire amount shall be distributed to the company's employees.

The employee compensation allocation referred to in the preceding paragraph, which is to be distributed in shares or cash by the resolution of the board of directors, and the recipients of the distribution may include the employees of affiliated companies who meet certain conditions; also, an amount not more than 3% of the profits should be appropriated as remuneration to directors. The distribution of remuneration to employees and directors should be resolved by the board of directors with the approval of more than one-half of the directors present in the meeting that is attended by more than two-thirds of the directors; also, it shall be reported in the shareholders meeting.

However, if the company still has accumulated losses, an amount should be reserved to make up for the losses with the remaining amount distributed to employees and directors according to the percentage stated in the first two paragraph.

Article 26-1 The earnings in the company's annual final accounts, if any, should be applied for distribution as follows:

1. Tax withholding.
2. Make up for accumulated losses (including the adjustments made to the unappropriated amount).
3. Appropriate an amount equivalent to 10% of the earnings as legal reserve, until the amount of legal reserve equals to the company's additional paid-in capital.
4. Appropriate or reverse the special reserve in accordance with the laws and regulations or the requirements of the competent authority.
5. The remaining amount after the appropriation specified in paragraphs 1~4 is added to the accumulated unappropriated earnings of the previous period for the distribution of shareholder dividends. The board of directors is to prepare a profit distribution or retention proposal with new shares issued, which should be proposed to the shareholders meeting for resolution before distribution.

The company may authorize the board of directors to have the dividends distributed in the form of cash in whole or in part by a resolution reached by a majority of the board directors present at the meeting that is attended by two-thirds or more of the directors; also, it should be reported to the shareholders meeting in accordance with

the provision of Article 240, paragraph 5 of the Company Act.

Article 26-2 The company is in the growth stage. The board of directors should consider the company's long-term financial planning, future investment plans, capital budget, and other factors, and appropriately distribute stock dividends or cash dividends, of which, the proportion of cash dividends shall not be less than 10% of the total shareholder dividends, to respond to future business expansion plans.

Article 26-3 The company will distribute all or part of the legal reserve and additional paid-in capital to shareholders in the form of new shares or cash proportionally to their original shares in accordance with the provision of Article 241 of the Company Act. The company may, by a resolution adopted by a majority vote at a meeting of board of directors attended by two-thirds of the total number of directors, have the profit distributable as shareholder dividends distributed in the form of cash; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting; also, for the shareholder dividends distributed in the form of shares, it should be submitted to the shareholders meeting for resolution before distribution.

## Chapter 7 Supplemental Provisions

Article 27 The company's organizational chart and enforcement rules shall be formulated separately by the board of directors.

Article 28 The matters not addressed in the company's articles of incorporation shall be handled in accordance with the Company Act and other related laws and regulations.

Article 29 The article of incorporation was enacted on September 15, 2005.

The 1<sup>st</sup> amendment was made on October 25, 2005.

The 2<sup>nd</sup> amendment was made on June 26, 2006.

The 3<sup>rd</sup> amendment was made on March 30, 2007.

The 4<sup>th</sup> amendment was made on June 25, 2007.

The 5<sup>th</sup> amendment was made on June 25, 2008.

The 6<sup>th</sup> amendment was made on June 25, 2009.

The 7<sup>th</sup> amendment was made on November 29, 2010.

The 8<sup>th</sup> amendment was made on May 31, 2011.

The 9<sup>th</sup> amendment was made on April 12, 2012.

The 10<sup>th</sup> amendment was made on October 17, 2012.

The 11<sup>th</sup> amendment was made on June 11, 2014.

The 12<sup>th</sup> amendment was made on June 2, 2015.

The 13<sup>th</sup> amendment was made on June 6, 2016.

The 14<sup>th</sup> amendment was made on June 8, 2017.

The 15<sup>th</sup> amendment was made on June 8, 2018.

The 16<sup>th</sup> amendment was made on June 5, 2019.

The 17<sup>th</sup> amendment was made on June 10, 2020.

The 18<sup>th</sup> amendment was made on June 6, 2022.

The 19<sup>th</sup> amendment was made on June 4, 2022.

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Chairman: San Tan, Tzeng