



ARBOR Technology Corporation

Articles of Incorporation of ARBOR Technology Corporation

Chapter 1 General Provisions

Article 1 : The Corporation shall be incorporated under the Company Act of the Republic of China, and its Chinese name shall be “磐儀科技股份有限公司” .

Article 2 : The scope of business of the Corporation shall be as follows:

CC01080	Electronic Parts and Components Manufacturing
CC01110	Computer and Peripheral Equipment Manufacturing
CC01990	Other Electrical Engineering and Electronic Machinery Equipment Manufacturing
CE01010	Precision Instruments Manufacturing
CF01011	Medical Materials and Equipment Manufacturing
E603050	Automatic Control Equipment Engineering
E605010	Computer Equipment Installation
EZ05010	Instrument and Meters Installation Engineering
F108031	Wholesale of Drugs, Medical Goods
F113010	Wholesale of Machinery
F113050	Wholesale of Computers and Clerical Machinery Equipment
F113070	Wholesale of Telecommunication Apparatus
F113990	Wholesale of Other Machinery and Tools
F118010	Wholesale of Computer Software
F119010	Wholesale of Electronic Materials
F208031	Retail sale of Medical Equipments
F213030	Retail Sale of Computers and Clerical Machinery Equipment
F213060	Retail Sale of Telecommunication Apparatus
F213990	Retail Sale of Other Machinery and Equipment
F218010	Retail Sale of Computer Software
F219010	Retail Sale of Electronic Materials
F401010	International Trade
I301010	Software Design Services

- I301020 Data Processing Services
- I301030 Digital Information Supply Services
- ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3 : The Corporation shall have its head office in New Taipei City, the Republic of China, and may, pursuant to a resolution adopted at the meeting of the Board of Directors, set up branch offices within or outside the territory of the Republic of China when deemed necessary.

Article 4 : Public announcements of the Corporation shall be made according to Article 28 of the Company Act.

Article 4-1 : When the Company becomes a shareholder of limited liability in other companies, the total amount of its investments in such other companies is exempt from the restriction of 40% of the amount of its own paid-up capital.

Article 4-2 : When the Company makes the endorsement/guarantee to other companies due to the business or investment relationship, the relevant procedure shall comply with “Procedure for Endorsement and Guarantee”

Chapter 2 Capital Stock

Article 5 : The total capital stock of the Corporation shall be in the amount of 15 billion New Taiwan Dollars, divided into 150 million shares, at 10 New Taiwan Dollars each, to be fully issued. Among them, 2 million shares which is at a total of 20 million New Taiwan Dollars are reserved for issuing employee stock options. The shares may be issued in installments, and the shares which have not been issued would be authorized by the Board of Directors to issue in installments.

Article 6 : Qualification requirements of employees, entitled to be issued new share subscription, issued share subscription warrant, restricted stock, and treasury stock bought back for transfer to the employee by the Company, include the employees of the parent and oversea and domestic subordinate companies of the Company meeting certain specific requirements

Article 7 : Share certificates of the Corporation shall be in registered form, signed or sealed by the director representing the Corporation, and issued after the authentication of the bank which is competent to serve as attestors for the issuance of share certificates under the laws.

The issued shares may be exempted from printing any share certificate, provided that such issuance shall be duly registered or kept with the securities depository and clearing agent.

Article 8 : The entries in the shareholders' roster shall be suspended 60 days immediately

before the date of regular meeting of shareholders, and 30 days immediately before the date of any special meeting of shareholders, or within 5 days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Company.

Article 8-1 : To issue employee stock warrants that are not subject to the exercise price restriction set out in Article 53 of “Regulations Governing the Offering and Issuance of Securities by Securities Issuers”, the Company is required to obtain the consent of at least two-thirds of the voting rights represented at a shareholders meeting attended by shareholders representing a majority of the total issued shares. The Company is allowed to register multiple issues over a period of 1 year from the date of the shareholder’s resolution

Article 8-2 : Deleted.

Chapter 3 Shareholders’ Meeting

Article 9 : Shareholders meetings of the Corporation are of two kinds: (1) regular meeting and (2) special meeting. Regular meetings shall be convened at least once a year by the Board of Directors according to the law within six months after close of each fiscal year. Special meetings shall be convened whenever necessary according to the laws and regulations.

Article 9-1 : All shareholders shall receive notice with the date, location and purpose for convening any such meeting at least 30 days in advance the regular meetings; and at least 15 days in advance the special meetings. The notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior consent from the recipient(s) thereof. The notice mentioned in the preceding paragraph to be given by the Company to shareholders who own less than 1,000 shares of nominal stocks may be given in the form of a public announcement.

Article 9-2 : Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of a company may propose to the Company a proposal in writing for discussion at a regular shareholders’ meeting. The procedure shall comply with Article 172-1 of the Company Act.

Article 9-3 : The shareholders’ meeting can be held by means of a visual communication network or other methods promulgated by the central competent authority. For the shareholders’ meeting held by a visual communication network, the Company shall be subject to prescriptions provided for by the securities competent authority in charge of securities affairs, including the prerequisites, procedures, and other compliance matters.

Article 10 : When a shareholder for any reason cannot attend the shareholders' meeting

in person, he/she/it may attend the meeting by proxy by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy. The proxy for attending the shareholders' meeting shall be handled in accordance with Article 177 of the Company Act.

Article 10-1 : For a shareholders' meeting convened by the Board of Directors, the chairman of the Board of Directors shall be appointed as the chairman of the meeting. In case the chairman of the Board of Directors is on leave or absent or cannot exercise his power and authority for any cause, the vice chairman shall act on his behalf. In case there is no vice chairman, or the vice chairman is also on leave or absent or unable to exercise his power and authority for any cause, the chairman of the board of directors shall designate one of the directors. In the absence of such a designation, the directors shall elect from among themselves an acting chairman of the board of directors. Where as for a shareholders' meeting convened by any other person having the convening right, he/she shall act as the chairman of that meeting provided, however, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.

Article 11 : A shareholder shall have one voting power in respect of each share in his/her/its possession except in the circumstances of no or limited voting power provided for in Article 179 of the Company Act

Article 12 : The resolution of the proposals in the shareholders' meeting shall be determined by a majority of the shareholders present who represent more than half of the total number of its outstanding shares

According to the regulation of competent authority, the shareholders of the Company may exercise their voting power by way of electronic transmission as well. A shareholder who exercises his/her/its voting power at a shareholders meeting by way of electronic transmission shall be deemed to have attended the said shareholders' meeting in person. The relevant matters shall follow the laws and regulations.

Article 12-1 : The withdrawal of stock public offering of the Company shall be submitted to the shareholders' meeting for resolution before execution. This article shall not be changed when the stock is in the emerging stock market, over-the-counter market and stock exchange market.

Article 12-2 : Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting and executed according to Article 183 of the Company Act.

Chapter 4 Directors and Audit Committee

Article 13 : The Company shall have 7 to 9 Directors and the term of office for Directors shall be 3 years. Directors shall be elected by adopting a candidates nomination system and from the candidate list of the directors by the shareholders' meeting. All Directors and Supervisor(s) shall be eligible for re-election. The Company may obtain directors liability insurance with respect to liabilities resulting from exercising their duties during their terms of directorship.

The Company's directors election adopts a cumulative voting system. The number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a director elect. In the case of the necessity of revising the method, in addition to compliance with the regulations such as Article 172 of the Company Act, and so on, it shall be listed in the convening purposes and explained its main content.

Article 13-1 : The Company may have independent directors within the aforementioned number of directors and the number of independent directors shall be no less than one-third of the total number of directors and shall not be less than three. The independent directors shall be elected from the candidate list of independent directors by the shareholders' meeting. The professional qualifications, shareholdings, restrictions on concurrent positions, nomination, election method and other compliance matters shall be handled in accordance with relevant regulations of the securities authorities. The shareholding percentage of all directors selected shall comply with the relevant regulations of the securities authorities.

Article 13-2 : The Company establishes the audit committee which is composed of the entire number of independent directors in accordance with Article 14-1 of the Securities and Exchange Act. The execution of duties and power of the audit committee or its members shall comply with the Company Act, Securities and Exchange Act, other relevant Acts, and corporate policies.

Article 14 : The Directors shall constitute the Board of Directors and shall elect one Chairman of the Board from among themselves by a majority at a meeting attended by at least two-thirds of the Directors and may also elect in the same manner a vice chairman of the board. The chairman shall externally represent the company. The Board of Directors may establish all kinds of functional committees.

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.

When the Company convenes the meeting of the Board of Directors, the meeting date, location, and purpose shall be notified via written letters, email or fax to every director at least 7 days before the meeting. In emergency circumstances, however, a meeting may be called on shorter notice.

Article 15 : In case the Chairman of the Board of Directors is on leave or absent or cannot exercise his power and authority for any cause, a delegate shall be appointed in compliance with Article 208 of the Company Act. The directors shall personally attend the board meeting, and if the directors cannot attend the board meeting for certain reasons, he/she may appoint another director as his/her proxy each time with a power of attorney; provided that a director may act as the proxy for only one another director.

Article 16 : The Board of Directors is authorized to determine the salary for the Directors, regardless of the corporate profit or loss, taking into account the extent and value of the services provided for the management of the Corporation and the standards of the industry.

Chapter 5 Managerial Officials

Article 17 : The Company may set the managerial officers. Appointment, discharge and remuneration of the managerial officers shall be in compliance with Article 29 of the Company Act.

Chapter 6 Accounting

Article 18 : The Board of Directors shall prepare the following statements at the end of each accounting year and submit them to the shareholders' meeting for approval:

1. Business report
2. Financial statements
3. Proposal for the distribution of profit or appropriation of losses

Article 19 : When it is determined that the Company has profit for a fiscal year (the profit indicates the earnings before interest and tax deducts distributed remuneration of employees and directors), the Company shall appropriate 2% to 10% as the remuneration of employees (of which no less than 5% of the aforementioned allocated amount shall be reserved as compensation for

grassroots employees) and at most 5% as remuneration of directors. But, in the case that the Corporation still has retained losses, the Corporation should appropriate sufficient amount for making up the losses of the previous year.

The remuneration of employees in the preceding paragraph may be paid in cash or in the form of shares and qualification requirements of employees, including the employees of the parent and subordinate companies of the Corporation meeting certain specific requirements shall be determined by the Board of Directors. The directors' remuneration may be paid in cash.

The preceding two paragraphs shall be resolved by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors and submitted to the shareholders' meeting.

Article 20 : When it is determined that the Company has net income for a fiscal year, the earnings shall first be appropriated to pay the tax, make up the losses of previous years and then provide 10% of the remaining earnings as the legal reserve, unless such legal reserve has amounted to the total paid-in capital, and then set aside or reserve special reserve in accordance with the laws and regulations with accordance to the operational needs or regulations.

In case of surplus remained, no less than 10% of the remained surplus and prior to the accumulated undistributed earnings shall be allocated as the shareholder dividend and bonus. The distribution proposal shall be proposed by the Board of Directors and submitted to the shareholders' meeting for resolution. Only the situation which the total of the distributable earnings does not reach NT\$2 per share can be exempt from the restriction of percentage in the preceding paragraph.

The Company may authorize the distributable dividends and bonuses, additional paid-in capital or legal 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. The regulation of the preceding paragraph that it shall be resolved by the shareholders' meeting shall not apply.

Article 20-1 : The dividend policy of the Company adopts a residual dividend approach. The Board of Directors shall propose the distribution proposal which not only considers the factors such as current and future investment circumstances, financing requirements, domestic and overseas competitive situation, budget, and so on but also takes the shareholders' interests,

dividend balance, and the long term business plan according to the laws every year and submit it to the shareholders' meeting for resolution. The proportion of distributed cash dividend of each year shall not be less than 10% of the sum of cash and stock dividend of the current year.

Article 20-2 : For the prior accumulated net gain on fair value of investment property and prior accumulated other deductions from equity of the Company, the same amount of special reserve shall be allocated from the prior retained earnings. If it is still insufficient, the special reserve shall be allocated from the after-tax net income for the period and other items adjusted to the current period's undistributed earnings.

Chapter 7 Supplementary Provisions

Article 21 : In regard to all matters not provided for in these Articles of Incorporation, the Company Act shall govern.

Article 22 : Deleted.

Article 22-1 : Deleted.

Article 23 : Deleted.

Article 23-1 : Deleted.

Article 24 : These Articles of Incorporation are agreed to and signed on September 22, 1993.

The first amendment was made on October 2, 1993.

The second amendment was made on May 10, 1994.

The third amendment was made on January 25, 1995.

The fourth amendment was made on November 29, 1995.

The fifth amendment was made on September 15, 1998.

The sixth amendment was made on October 15, 1998.

The seventh amendment was made on July 1, 1999.

The eighth amendment was made on September 18, 2000.

The ninth amendment was made on November 13, 2000.

The tenth amendment was made on February 27, 2001.

The eleventh amendment was made on June 20, 2001.

The twelfth amendment was made on March 8, 2002.

The thirteenth amendment was made on March 8, 2002.

The fourteenth amendment was made on June 18, 2002.

The fifteenth amendment was made on June 18, 2002.

The sixteenth amendment was made on June 30, 2004.

The seventeenth amendment was made on June 30, 2006.

The eighteenth amendment was made on June 29, 2007.



The nineteenth amendment was made on February 22, 2008.

The twentieth amendment was made on June 27, 2008.

The twenty-first amendment was made on June 26, 2009.

The twenty-second amendment was made on October 30, 2009.

The twenty-third amendment was made on June 9, 2010.

The twenty-fourth amendment was made on May 19, 2011.

The twenty-fifth amendment was made on May 24, 2012.

The twenty-sixth amendment was made on June 18, 2014.

The twenty-seventh amendment was made on May 6, 2015.

The twenty-eighth amendment was made on June 29, 2016.

The twenty-ninth amendment was made on June 16, 2017.

The thirtieth amendment was made on June 19, 2018.

The thirty-first amendment was made on June 19, 2019.

The thirty-second amendment was made on July 5, 2021.

The thirty-third amendment was made on June 27, 2022.

The thirty-fourth amendment was made on June 27, 2024.

The thirty-fifth amendment was made on June 26, 2025.

ARBOR Technology Corporation

Chairman: Ming, Lee