

Sysgration Ltd.

Articles of Incorporation

Amended on 20240506

Chapter 1 General Provisions

Article 1. The Corporation shall be incorporated under the Company Act of the Republic of China, and its name shall be Sysgration Ltd. (系統電子工業股份有限公司 in Chinese).

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

1. CB01020 Affairs Machine Manufacturing
2. CC01060 Wired Communication Mechanical Equipment Manufacturing
3. CC01070 Wireless Communication Mechanical Equipment Manufacturing
4. CC01080 Electronics Components Manufacturing
5. CC01110 Computer and Peripheral Equipment Manufacturing
6. CE01010 General Instrument Manufacturing
7. F113030 Wholesale of Precision Instruments
8. F113050 Wholesale of Computers and Clerical Machinery Equipment
9. F119010 Wholesale of Electronic Materials
10. F113070 Wholesale of Telecommunication Apparatus
11. F401010 International Trade
12. CC01100 Telecommunication controlled radio frequency equipment manufacturing.
13. CC01010 Manufacture of Power Generation, Transmission and Distribution Machinery
14. CC01090 Manufacture of Batteries and Accumulators
15. E601020 Electric Appliance Installation
16. E603040 Fire Safety Equipment Installation Engineering
17. E603050 Automatic Control Equipment Engineering
18. E605010 Computer Equipment Installation
19. F113110 Wholesale of Batteries
20. F118010 Wholesale of Computer Software
21. F213030 Retail Sale of Computers and Clerical Machinery Equipment
22. F213060 Retail Sale of Telecommunication Apparatus
23. F213110 Retail Sale of Batteries
24. F218010 Retail Sale of Computer Software
25. F399040 Retail Sale No Storefront
26. IG03010 Energy Technical Services
27. CD01030 Motor Vehicles and Parts Manufacturing
28. CD01040 Motorcycles and Parts Manufacturing
29. CD01050 Bicycles and Parts Manufacturing
30. F114020 Wholesale of Motorcycles
31. F214020 Retail Sale of Motorcycles
32. F114040 Wholesale of Bicycle and Component Parts

33. F214040 Retail Sale of Bicycle and Component Parts
34. F114030 Wholesale of Motor Vehicle Parts and Motorcycle Parts, Accessories
35. F214030 Retail Sale of Motor Vehicle Parts and Motorcycle Parts, Accessories
36. I301010 Information Software Services
37. I301020 Data Processing Services
38. I301030 Electronic Information Supply Services
39. F113020 Wholesale of Electrical Appliances
40. E601010 Electric Appliance Construction
41. F213010 Retail Sale of Electrical Appliances
42. CC01990 Other Electrical Engineering and Electronic Machinery Equipment Manufacturing
43. D101060 self-usage power generation equipment utilizing renewable energy industry
44. IG01010 Biotechnology Services
45. CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing
46. E701030 Controlled Telecommunications Radio-Frequency Devices Installation Engineering
47. IZ13010 Internet Certificates Service
48. CC01120 Data Storage Media Manufacturing and Duplicating
49. G202010 Parking Area Operators
50. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3. The Company may, as required by its business, conduct mutual guarantee business with related enterprises or peers.

Article 4. The Company has its head office located in Taipei and may set up branches or factories at home and abroad upon resolution of the Board of Directors when necessary.

Article 5. Public announcement of the Corporation shall be made in accordance with Article 28 of the Company Act.

Chapter 2 Shares

Article 6. The rated capital of the Company is NT\$3 billion, divided into 300 million shares, and issued in installments. NT\$300 million of the total amount of rated capital mentioned in the preceding paragraph is reserved for issuing employee stock warrants, a total of 30 million shares, which may be issued in installments according to the resolution of the Board of Directors.

Article 7. For the purposes of its business, the Company may guarantee for and invest in other businesses. The total amount of investment is not subject to the limit of 40% of the capital in Article 13 of the Company Law.

Article 8. Where the Company issues new shares with limited employees' rights, the provisions of Article 6 (1) shall not apply. The shareholders' meeting

shall be held with attendants on behalf of more than two-thirds of the shareholders of the total number of issued shares, and the approval of more than half of the shareholders who attend the meeting shall be taken. Where the total number of shares of the shareholders present is less than the aforementioned quota, shareholders representing more than half of the total number of shares issued shall attend the meeting, and it shall be approved by more than two-thirds of the voting rights of the shareholders present.

Article 9. The transfer object of purchased shares by the Company shall include the employees of the affiliated company who meet certain conditions, and the terms and manner of transfer shall be authorized to be determined by the Board of Directors.

The Company's employee stock warrants shall be issued to employees of the affiliated company who meet certain conditions, and the terms and methods of issuance shall be authorized to be determined by the Board of Directors.

The Company shall issue new shares with restricted employee rights to employees who meet certain conditions, and the Board of Directors shall be authorized to determine the conditions and distribution.

The Company reserves new shares issued by cash capital increase for employees to undertake the shares, including employees of the affiliated company who meet certain conditions, and the terms and manner of purchase shall be authorized and determined by the Board of Directors.

Article 10. The shares issued by the Company shall be registered, signed, or sealed by the directors representing the Company and shall be numbered and issued upon approval by the Competent Authority or its approved issue-registration authority.

The Company may not print the shares issued by the Company and shall register with the securities centralized depository institution.

Article 11. Unless otherwise provided by laws and securities regulations, the Company's share affairs and shareholders' handling of share transfer, pledge of rights, loss reporting, inheritance, gift and seal loss reporting, change of address, and other share affairs shall be handled in accordance with the "Standards for Share Affairs Handling of Public Offering Companies."

Chapter 3 Shareholders' Meetings

Article 12. Two types of shareholders' meeting can be held, the general meeting and the temporary meeting; the general meeting is held once a year, within six months after the end of each fiscal year in accordance with the law, and the temporary meeting is held whenever necessary.

The company may hold its shareholders' meeting by video conference or other methods promulgated by the central competent authority.

Article 13. If a shareholder is unable to attend a shareholders' meeting for some reason, he/she may entrust an agent to attend the meeting with the scope

of authorization set forth in the Power of Attorney issued by the Company. In addition to the provisions of Article 177 of the Company Law, shareholders to attend by proxy shall be handled according to the Rules on Proxy Letter by Public Offering Companies to Attend Shareholders' Meetings promulgated by the competent authority.

Article 14. Unless otherwise provided by the law, a shareholder of the Company shall have one vote per share.

Chapter 4 Directors and Supervisors

Article 15. The Company shall have seven to nine directors, who shall be nominated by the shareholders according to Article 192 (1) of the Company Law. The shareholders' meeting shall elect the directors from the list of candidates for a term of three years.

The aggregate shareholding ratio of all directors shall be subject to the regulations of the security regulatory authority.

Article 16. The number of independent directors shall be no less than three and no less than one-fifth of the seats of directors. The shareholders' meeting shall elect and appoint the independent directors from the list of candidates. The professional qualifications, shareholding, part-time employment restrictions, nomination and selection methods of independent directors, and other matters that should be complied with shall be subject to relevant provisions of the security regulatory authority.

Article 17. The Board of Directors of the Company may establish various functional committees, whose membership, exercise of functions and powers, and related matters shall be governed by relevant laws and regulations and shall be determined separately by the Board of Directors.

The Company shall set up an Audit Committee to replace the supervisor. The Audit Committee shall be composed of all independent directors, no less than three persons, one of whom shall be the convenor. The exercise of functions and powers and related matters shall be governed by relevant laws and regulations and shall be determined separately by the Board of Directors.

Article 18. The Board of Directors shall be organized by the directors, with the presence of at least two-thirds of the directors and the consent of more than half of the directors present to elect a Chairman, who shall represent the Company externally. If a meeting of the Board of Directors is held by video conference, the directors who participate in the meeting by video conference shall be deemed to be present in person.

Directors shall attend board meetings in person. If a director is unable to attend a board meeting for whatever reason, he/she may appoint another director to attend the meeting on his/her behalf; however, a proxy form must be issued each time, stating the scope of authorization for the meeting subjects. If an independent director is unable to attend the meeting in person, he/she shall appoint another independent director to attend the meeting on his/her behalf.

The proxy referred to in the preceding paragraph shall be limited to one person.

The meeting of the Board of Directors shall state the reasons for the meeting and notify the directors seven days in advance. However, in case of emergency, a meeting may be convened at any time.

The meeting of the Board of Directors referred to in the preceding paragraph may be notified in writing, by e-mail, or by fax.

Article 19. The functions and powers of the Board of Directors are as follows:

1. Compiling important rules and amendments to the Articles of Incorporation of the Company.
2. Formulating the plan of business policy.
3. Preparing the budgets and final accounts.
4. Proposing the proposals for surplus allocation or loss compensation.
5. Preparing the proposals for reinvestment and loan and asset mortgages to other companies.
6. Preparing the purchase and disposal of important property and immovable property.
7. Important personnel decisions.
8. If the endorsement, guarantee, and acceptance for an affiliated enterprise exceed the total amount set by the Board of Directors, it shall be submitted to the Board of Directors for approval.
9. The establishment, adjustment, and cancellation of important organizations of the Company and the preparation of other important issues.
10. Other functions and powers assigned by laws and regulations and the shareholders' meeting.

Article 20. If the Chairman takes a leave of absence or is unable to exercise his or her functions for any reason, his or her agent shall act in accordance with Article 208 of the Company Law.

Article 21. The Company may purchase liability insurance for the directors with regard to their legal liability for compensation in the area of business carried out during their term of office.

Article 22. All the directors may, regardless of business profits and losses, receive travel expenses and remuneration when performing their Company duties, and the remuneration is authorized to be paid by the Board of Directors within the usual range of the same industry.

Chapter 5 Managers

Article 23. The Company may have a certain number of managers. Their employment, discharge, and compensation shall comply with Article 29 of the Company Act.

Chapter 6 Accounting

Article 24. At the end of each business year and in accordance with the provisions of the Company Act, the Company shall prepare the following lists by the Board of Directors and submit them to the general shareholders' meeting for recognition in accordance with the law:

1. Business Report;
2. Financial Statements;
3. Proposal for Surplus Distribution or Deficit Compensation.

Article 25. The Company shall allocate 10% to 15% of its annual profits for the remuneration of its employees and no more than 3% for the remuneration of its directors. However, if the Company still has accumulated losses, it shall reserve the amount to make up for them in advance.

The stock or cash payments to employees referred to in the preceding paragraph may include the employees of affiliated companies who meet certain conditions, and the Board of Directors shall be authorized to determine the conditions and distribution methods.

Article 26. If the Company's annual gross final accounts show a surplus, the Company shall first pay taxes and make up for previous losses. The subsequent deduction shall be 10% as the statutory surplus reserves, except when the statutory surplus reserves have reached the paid-in capital of the Company. Furthermore, the special surplus reserve shall be set aside according to the operation needs of the Company and the provisions of laws and regulations. If a surplus still remains and has not been distributed at the beginning of the same period, the Board of Directors shall draw up a surplus distribution plan and submit it to the shareholders' meeting for resolution to distribute or retain.

With the presence of at least two-thirds of directors and a resolution of a majority of the directors present, the Company authorizes the Board of Directors to distribute all or part of dividends and bonuses, capital reserves or legal reserves in cash, without being subject to a shareholders' meeting's resolution as required in the preceding paragraph.

In order to meet the Company's long-term business development, future capital needs, and long-term business planning, no more than 90% of distributable earnings shall be allocated to shareholders each year, except when the accumulated distributable earnings are less than 5% of paid-in capital stock, in which case it shall not be distributed. The cash dividend shall be no less than 10% of the total dividend, but if the amount of cash dividend allocated is less than NT\$0.5 per share, it may be paid out all in shares dividend.

Article 27. In regard to all matters not provided for in these Articles of Incorporation, the Company Act shall govern.

Chapter 7 Supplementary Provisions

Article 28. These Articles of Incorporation were established on August 13, 1977; the first amendment was made on September 3, 1977; the second amendment was made on September 23, 1977; the third amendment was made on March 17, 1979; the fourth amendment was made on November 1, 1980; the fifth amendment was made on April 28, 1983; the sixth amendment was made on June 25, 1983; the seventh amendment was made on November 25, 1985; the eighth amendment was made on January 5, 1987; the ninth amendment was made on October 17, 1987; the tenth amendment was made on February 3, 1989; the 11th amendment was made on February 14, 1989; the 12th amendment was made on July 27, 1989; the 13th amendment was made on December 8, 1989; the 14th amendment was made on February 1, 1990; the 15th amendment was made on December 30, 1991; the 16th amendment was made on May 1, 1992 and implemented upon approval of the shareholders' meeting; the 17th amendment was made on April 24, 1993; the 18th amendment was made on April 24, 1994; the 19th amendment was made on April 9, 1995; the 20th amendment was made on November 18, 1995; the 21st amendment was made on April 27, 1996; the 22nd amendment was made on July 31, 1997; the 23rd amendment was made on January 20, 1998; the 24th amendment was made on May 15, 1998; the 25th amendment was made on May 22, 2000; the 26th amendment was made on June 17, 2002; the 27th amendment was made on July 31, 2003; the 28th amendment was made on April 29, 2005; the 29th amendment was made on June 15, 2006; the 30th amendment was made on June 13th, 2007; the 31st amendment was made on June 13th, 2008; the 32nd amendment was made on June 19, 2009; the 33rd amendment was made on June 25, 2010; the 34th amendment was made on May 10, 2011; the 35th amendment was made on June 19, 2012; the 36th amendment was made on June 4, 2013; the 37th amendment was made on June 10, 2015; the 38th amendment was made on June 17, 2016; the 39th amendment was made on June 19, 2017; the 40th amendment was made on June 14, 2019; and the 41st amendment was made on April 30, 2020; the 42nd amendment was made on April 29, 2022 ; the 43rd amendment was made on April 27, 2023 ; the 44th amendment was made on May 6, 2024 and implemented upon approval of the shareholders' meeting.

Sysgration Ltd.
Chairman: Lee, Yi-Ren