

Flytech Technology Co., Ltd.

Company Corporate Charter

Chapter 1 General Principles

- Article 1: The Company is duly incorporated in accordance with the Company Act bearing the title of Flytech Technology Company Limited.
(The name in Chinese is 飛捷科技股份有限公司)
- Article 2: The Company's business operation is as follows:
- (1) CC01110 Computers and Computing Peripheral Equipments Manufacturing
 - (2) CC01060 Wired Communication Equipment and Apparatus Manufacturing
 - (3) CC01070 Telecommunication Equipment and Apparatus Manufacturing
 - (4) CC01080 Electronic Parts and Components Manufacturing
 - (5) CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing
 - (6) CC01120 Data Storage Media Manufacturing and Duplicating
 - (7) CC01101 Restrained Telecom Radio Frequency Equipments and Materials Manufacturing
 - (8) CE01030 Photographic and Optical Equipment Manufacturing
 - (9) F113050 Wholesale of Computing and Business Machinery Equipment
 - (10) F116010 Wholesale of Photographic Equipment
 - (11) F118010 Wholesale of Computer Software
 - (12) F119010 Wholesale of Electronic Materials
 - (13) F213030 Retail sale of Computing and Business Machinery Equipment
 - (14) F218010 Retail Sale of Computer Software
 - (15) F216010 Retail Sale of Photographic Equipment
 - (16) I301010 Software Design Services
 - (17) I301020 Data Processing Services
 - (18) I301030 Digital Information Supply Services
 - (19) I501010 Product Designing
 - (20) E605010 Computing Equipments Installation Construction
 - (21) ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3: The Company is headquartered in Taipei City and may establish branches at home and abroad at the resolution of the Board and the approval of the competent authority where necessary.
- Article 4: The Company may act as a guarantor in favor of a third party as dictated by business operation.
- Article 5: The total investment of the Company is not governed by the limit of total investment under the Company Act.
- Article 6: Public announcements of the Company shall be duly made in accordance with Article 28 of The Company Act.

Chapter 2 Share capital

- Article 7: The Company has stated capital of NT\$2.2 billion evenly split up into 220,000,000 shares (including 5,000,000 shares reserved for ESO, which may be issued in tranches) at NT\$10/share. These shares will be offered by the Board in tranches under authorization.
- Article 8: The Company's shares are ordered with the signature or seal of at least three directors affixed for lawful issuance.
The Company is not required to prepare a hard copy of share certificates but shall register with the central depository of securities.
- Article 9: No share transfer is allowed in the period of 60 days prior to a regular session of the Shareholders' Meeting and 30 days prior to a special session of the Shareholders' Meeting, or, 5 days prior to the dividend day or day for the payment of other benefits.
- Article 10: Unless the law provides otherwise, the Company shall duly observe the "Regulations Governing the Administration of Shareholder Services of Public Companies" in the administration of shareholders' affairs.

Chapter 3 Shareholders Meetings

- Article 11: The Shareholders' Meeting convenes in regular sessions and special sessions. Regular sessions will be held within 6 months after the end of the fiscal year. Special sessions will be called for under law where necessary.
- Article 12: If a particular shareholder cannot attend a session of the Shareholders' Meeting, such shareholder may appoint a proxy to attend the session by using the power of attorney prepared by the Company specifying the scope of authorization, and affix the authorized signature/seal to the power of attorney. Unless the Company Act provides otherwise, the appointment of a proxy to attend the session of the Shareholders Assembly shall be governed by the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies".
- Article 13: Unless the law provides otherwise, shareholders are entitled to 1 vote per holding of each share.
- Article 14: Except otherwise regulated by The Company Act, a shareholders meeting resolution is passed when more than half of all outstanding shares are represented in the meeting, and is approved by more than half of all voting rights represented during the meeting.
- Article 14-1: The resolutions reached in the shareholders' meeting must be documented in the minutes of meeting for the signature or seal of the Chairman. The minutes of meeting must be distributed to the shareholders in 20 days. The distribution can be made by way of public announcement.

Chapter 4 Directors and Audit Committee

- Article 15: The Company established 7 seats of Directors who will be elected by the Shareholders Assembly under the nomination system. Each Director has a tenure of 3 years in office and may assume a second term of office if reelected. The Company shall take professional liability insurance for the protection of the Directors within their term of office for the protection of Directors in performing their professed duties.
- Of the aforementioned seats of Directors, at least 3 shall be reserved for Independent Directors. The seats for Independent Directors shall not fall below 1/5 of all the seats of Directors. Independent Directors shall be elected under a nomination system. The qualification, nomination and other regulations related to Independent Directors shall be governed by applicable legal rules of the competent authority of securities.
- Article 15-1: The Company established the Audit Committee in accordance with the Securities and Exchange Act. All members of the committee are Independent Directors. The function of the Audit Committee and its members and related matters shall be governed by applicable legal rules of the competent authority of securities.
- Article 16: The Directors shall be organized into the Board of Directors. A Chairman shall be elected among the Directors in a session attended by at least 2/3 of the Directors and a simple majority of the Directors in session and may elect one Vice Chairman in the same manner. The Chairman is the deputy agent of the Company.
- Article 17: The proposal resolutions reached in the board meeting, unless otherwise provided in the Company Act, should be with the attendance of a majority of the directors and the consent of a majority of the directors presented.
- Article 18: In the absence of the Chairman, the use of a proxy shall be governed by Article 208 or Article 205 of the Company Act. If the Board of Directors meeting proceeds by way of video conferencing, those who participate in the meeting using video conferencing are considered to have attended the meeting in person.
- Article 18-1: The convention of a Board of Directors meeting must be advised to all Directors with detailed agenda at least 7 days in advance. However, meetings can be held in shorter notices in case of emergency. The notice of meeting of the Board may be served via E-mail or fax in lieu of writing.
- Article 19: Directors shall attend the session of the Board in person. If a particular Director cannot attend a session in person, such Director may appoint a proxy in writing to attend the session with full power of attorney. Each Director may act as the proxy of only one other Director.
- Article 20: Remuneration to the Directors shall be unaffected by the profit position of the Company. The Board is authorized to grant remuneration to the Directors in commensuration with their participation in the operation of the Company and the contribution value to the Company with reference to industry level. Remuneration shall be effected pursuant to Article 23 if there is a profit.

Chapter 5 Manager

Article 21: The Company employs Manager; the appointment, dismissal, and remuneration of whom shall comply with Article 29 of The Company Act.

Chapter 6 Accounting

Article 22: At the end of each fiscal year, the Board shall prepare the following statements and reports and present them to the Shareholders' Meeting for ratification.

- (1) Business Report
- (2) Financial Statements
- (3) Earnings distribution or loss reimbursement proposal.

Article 23: The Company shall appropriate 3%~15% as remuneration to employees and no more than 3% as remuneration to Directors from its earnings of the year, if applicable, subject to the special procedure of the Board in resolution, and report to the Shareholders' Meeting for ratification.

Remuneration to employees may be paid in cash or stock. The recipients include the employees of subsidiaries meeting specific conditions. However, when the company still has accumulated losses, an amount equivalent to the loss should be reserved for making up the loss.

Article 23-1: The Company shall appropriate its earnings, if applicable, for payment of income tax, followed by the write-off of loss carried forward, and 10% as legal reserve. Where necessary and as required by law, the Company shall also appropriate a special reserve. If there is still a balance, pool up with the undistributed income accumulated in previous years for distribution at the proposal of the Board subject to the resolution of the Shareholders' Meeting. The amount of distribution shall not fall below 60% of write-off of loss carried forward, appropriation of legal reserve, and special reserve from the earnings.

The Company takes into account equilibrium and stability in making its dividend policy, and in conjunction with the specific nature of the overall environment and the development of the industry with consideration of long-term financial planning and satisfaction of cash flow needs of the shareholders. Likewise, cash dividend shall not fall below 10% of the total cash dividend and stock dividend resolved to distribute in the year.

Chapter 7 Appendix

Article 24: Any matters that are not addressed in the Company Corporate Charter (Articles of Incorporation) shall be governed by The Company Act.

Article 25: The Company Corporate Charter (Articles of Incorporation) was established on July 6, 1984.

The 1st amendment was implemented on July 25, 1984.

The 2nd amendment was implemented on April 16, 1985.

The 3rd amendment was implemented on December 4, 1985.

The 4th amendment was implemented on July 30, 1987.

The 5th amendment was implemented on April 11, 1988.

The 6th amendment was implemented on December 24, 1990.

The 7th amendment was implemented on December 31, 1999.

The 8th amendment was implemented on May 4, 2000.

The 9th amendment was implemented on August 31, 2000.
The 10th amendment was implemented on April 10, 2001.
The 11th amendment was implemented on May 18, 2002.
The 12th amendment was implemented on May 18, 2004.
The 13th amendment was implemented on May 18, 2004.
The 14th amendment was implemented on June 14, 2006.
The 15th amendment was implemented on June 15, 2007.
The 16th amendment was implemented on June 16, 2009.
The 17th amendment was implemented on June 15, 2010.
The 18th amendment was implemented on June 9, 2011.
The 19th amendment was implemented on June 15, 2012.
The 20th amendment was implemented on June 11, 2014.
The 21st amendment was implemented on June 8, 2016.
The 22nd amendment was implemented on June 8, 2017.
The 23rd amendment was implemented on June 8, 2018.
The 24th amendment was implemented on June 10, 2020.