



# Anpec Electronics Corporation

## Articles of Incorporation

### Chapter I General Provisions

Article 1 The Company shall be incorporated, as a company limited by shares, under the Company Act of the Republic of China, and its name shall be 茂達電子股份有限公司 in the Chinese language, and Anpec Electronics Corporation in the English language.

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

CC01080 Electronics Components Manufacturing

1. Research, development, production, manufacturing and sale of the following products:

- (1) Semiconductor power IC and modules.
- (2) Semiconductor power components and modules.
- (3) Intelligent power IC and modules.
- (4) Wireless and network communication IC.
- (5) Photoelectric driver IC.

2. Consulting on the above-mentioned businesses.

Article 3 The Company has a head office in Hsinchu Science Industrial Park. If necessary, after the resolution of the Board of Directors and the approval of the competent authority, the Company may set up branches in appropriate places at home and abroad.

Article 4 The total amount of investment of the Company shall not be subject to the restriction of Article 13 of the Company Act that the investment shall not exceed 40% of the paid-in capital.

### Chapter II Shares

Article 5 The total capital of the Company is NT\$1.8 billion, which is divided into 180 million ordinary shares with a par value of NT\$10 each. The Board of Directors is authorized to issue the shares in installments.

The total capital referred to in paragraph 1 is NT\$60 million for the issuance of employee stock option certificates, special shares with stock options or corporate bonds with stock options, totaling six million shares with a par value of NT\$10 per share. The shares may be issued in installments in accordance with the resolution of the Board of Directors.

Article 6 The Company's shares are registered and shall be numbered with the items listed in Article 162 of the Company Act contained, signed or sealed by the director representing the Company, and certified by the competent authority or its approved issuance and registration institution before issuance. The shares issued by the Company may be exempted from the printing of physical certificates but shall be registered with the Taiwan Depository & Clearing Corporation.



Article 7 Unless otherwise provided by laws and regulations or securities rules, the shareholders of the Company shall handle stock affairs such as stock transfer, rights setting, pledge of rights, loss reporting, inheritance, gift, seal loss reporting and change or address change in accordance with the “Regulations Governing the Administration of Shareholder Services of Public Companies s.”

Article 8 Registration of stock transfers shall be suspended within 60 days before the general shareholders’ meeting, 30 days before the special shareholders’ meeting, or five days before the book-close date of the Company’s distribution of dividends, bonuses or other benefits.

### Chapter III Shareholders’ Meetings

Article 9 The shareholders' meetings of the Company are divided into the following two types:

1. The general shareholders’ meetings which shall be convened by the Board of Directors within six months after the end of each fiscal year.
2. The special shareholders’ meeting which shall be convened whenever necessary in accordance with the law, rules and regulations.

Article 10 The shareholders’ meeting shall be convened by the Board of Directors and shall be presided by the Chairman of the board of directors. In the absence of the Chairman of the Board of Directors, he/she shall appoint one director to act as the agent; if the Chairman of the Board of Directors does not make the appoint, the directors shall elect one director to act as the agent. When the meeting is convened by a person with the convening right other than a member of the board of directors, the person shall be the chairman of the meeting. If there are two people or more with the convening right, one of them shall be elected as the chairman.

Article 11 The date, place and reasons for convening the shareholders’ meeting shall be notified to all shareholders 30 days before the general shareholders’ meeting and 15 days before the extraordinary shareholders’ meeting.

Article 12 If a shareholder is unable to attend the shareholders’ meeting for some reason, he may issue a power of attorney with the format printed by the Company, specifying the scope of authorization, and entrust a proxy to attend the shareholders’ meeting.

Article 13 Shareholders of the Company have one vote per share.

Article 14 Unless otherwise provided by relevant laws and regulations, a resolution shall be adopted by a majority of the shareholders present who represent half or more of the total number of outstanding shares.

### Chapter IV Directors, Board of Directors and Audit Committee

Article 15 The Company shall have seven to thirteen directors to form a board of directors, and the directors shall be elected by the shareholders’ meeting from persons with the capacity for legal acts. The term of office of the directors is three years, and the directors can be re-elected. During the term of office of a director, the Company may purchase liability insurance for his/her legal liability within the scope of his/her business.



Article 16 In accordance with the provisions of Articles 14-2 and 183 of the Securities and Exchange Act, the Company shall set up at least two independent directors among the directors in the preceding article, and the number shall not be less than one-fifth of the number of directors.

In the election of directors, a candidate nomination system shall be adopted in accordance with Article 192-1 of the Company Act, and independent directors and non-independent directors shall be elected together in accordance with Article 198 of the Company Act. Non-independent directors shall be elected by the shareholders' meeting from the candidates with the capacity for legal acts, and independent directors shall be elected by the shareholders' meeting from the list of candidates for independent directors. The respective number of these two types of directors elected shall be calculated separately, and the ones receiving votes with more voting rights shall be elected as independent directors and non-independent directors.

Article 17 The board of directors is organized by directors, and its functions and powers are as follows:

1. Prepare the business plan.
2. Propose an earnings distribution or loss compensation scheme.
3. Propose a capital increase or decrease plan.
4. Draft important rules and contracts.
5. Appoint and dismiss the President and Vice President of the Company.
6. Establish and dissolve branches.
7. Prepare the budget and final accounts.
8. Other functions and powers conferred by the Company Act or the resolution of the shareholders' meeting.

Article 18 The Board of Directors shall elect one member as the Chairman of the Board of Directors in a board meeting with more than two-thirds of the directors attending and with the consent of more than half of the directors present, and may elect one member as the Vice Chairman in the same way. The Chairman represents the Company externally.

Article 19 The board meeting shall be convened by the Chairman. Unless otherwise provided by the Company Act, resolutions of the Board of Directors shall be adopted with the presence of a majority of the directors and the consent of the majority of the directors present.

Article 20 The Chairman shall be the chairman of the board meeting. If the Chairman is on leave or unable to exercise his/her functions and powers for some reason, the situation shall be handled in accordance with Article 208 of the Company Act. Directors shall attend the board meeting in person. If a director is unable to attend the meeting for some reason, he/she shall entrust another director to attend the meeting on his/her behalf, and each time the director shall issue a proxy and list the scope of authorization based on the reasons for convening the meeting. Each director shall be entrusted by only one person.



Article 21 The board meeting shall be convened at least once a quarter, and each director shall be notified seven days in advance. A board meeting may be convened at any time in case of emergency. The notice of the board meeting of the Company may be sent in writing or by fax or e-mail.

Article 22 The Board of Directors is authorized to determine the remuneration of the directors of the Company in accordance with the usual standards of the industry.

Article 23 In accordance with the provisions of the Securities and Exchange Act, the Company shall set up an Audit Committee composed of all independent directors. From the date of the establishment of the Audit Committee, the rights and responsibilities of the Company's supervisors shall be replaced by the Audit Committee, and the provisions of the Company on supervisors shall cease to apply.

#### Chapter V Managers and Employees

Article 24 The Company has one President and several first-class officers including Vice Presidents, whose appointment and dismissal shall be handled in accordance with Article 29 of the Company Act.

Article 25 The President shall be responsible for the appointment and dismissal of employees other than managers of the Company.

#### Chapter VI: Accounting

Article 26 The Company's fiscal year shall be from January 1 of each year to December 31 of the same year. After the end of each fiscal year, the Company shall prepare fiscal accounts for that year.

Article 27 At the end of each fiscal year, the board of directors shall prepare the following books and accounts and submit them to the general shareholders' meeting for recognition.

1. Business Report.
2. Financial Statements.
3. Earnings distribution or loss compensation proposal.

Article 28 If there is any surplus in the Company's annual final accounts, the Company shall first allocate the income tax payable and make up for the losses of previous years, and then allocate 10% as the legal reserve, and then allocate and reverse the special reserve in accordance with laws and regulations or the provisions of the competent authority. For the balance, the Board of Directors shall prepare a dividend or bonus distribution proposal and submit it to the shareholders' meeting for resolution.

In accordance with Article 240 of the Company Act, the Company shall authorize the Board of Directors, which shall be attended by more than two-thirds of the directors and the resolution shall be adopted by the majority of the directors present, to distribute the whole or part of the dividends and bonuses in cash and report the resolution to the

shareholders' meeting. The provisions of the Articles of Association on the resolution of the shareholders' meeting shall not apply to the above.

Article 29 Considering the Company's environment and growth stage, the Company may allocate and distribute shareholders' dividends from its distributable earnings in accordance with Article 28 based on its future capital demand and long-term financial planning, while meeting the needs of shareholders for cash inflow, and the cash dividend shall not be less than 10% of the total dividend. However, the type and ratio of the earnings distribution may be adjusted by the resolution of the shareholders' meeting according to the actual profit and capital situation of the current year.

Article 30 In accordance with Article 241 of the Company Act, the Company shall authorize the Board of Directors, which shall be attended by more than two-thirds of the directors and the resolution shall be adopted by the majority of the directors present, to distribute the whole or part of the legal reserve and capital reserve in cash and report it to the shareholders' meeting.

Article 31 The Company shall distribute the remuneration of employees at 10% to 25% of the profit of the current year, and the remuneration of directors at no higher than 3% of the profit of the current year. However, if the Company still has a cumulative loss, it shall make up for the loss first.

The remuneration of employees may be paid in shares or cash, and the recipients of shares or cash may include employees of subordinate companies who meet certain conditions. The term "profit of the current year" as mentioned in Paragraph 1 refers to the Company's profit of the current year before deducting the distributed remuneration of employees and directors.

The resolution on the distribution of the remuneration of employees and directors shall be made by the Board of Directors, which is attended by more than two-thirds of the directors and shall be adopted by the majority of the directors present, and the proposal shall be reported to the shareholders' meeting.

#### Chapter VII Supplementary Provisions

Article 32 If there are any matters not stipulated in these Articles of Incorporation, they shall be handled in accordance with the Company Act and other relevant laws and regulations.

Article 33 The Articles of Incorporation was established on October 8, 1997.

The 1st amendment was made on December 26, 1997.

The 2nd amendment was made on July 13, 2000.

The 3rd amendment was made on June 22, 2001.

The 4th amendment was made on June 4, 2002.

The 5th amendment was made on May 29, 2003.

The 6th amendment was made on May 25, 2004.

The 7th Amendment was made on June 14, 2005.



The 8th amendment was made on June 12, 2006.

The 9th Amendment was made on June 13, 2007.

The 10th Amendment was made on June 13, 2008.

The 11th Amendment was made on June 25, 2010.

The 12th Amendment was made on June 24, 2011.

The 13th Amendment was made on June 22, 2012.

The 14th Amendment was made on June 25, 2015.

The 15th amendment was made on June 20, 2017.

The 16th amendment was made on June 25, 2019.