



## Articles of Incorporation

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### Section I General Provisions

Article 1 The Corporation shall be incorporated, as a company limited by shares, under the Company Law of the Republic of China, and its name shall be 盈正豫順電子股份有限公司 in Chinese, and ABLEREX ELECTRONICS CO., LTD. in English.

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

1. CB01020 Office Machines Manufacturing
2. CC01010 Electric Power Supply, Electric Transmission and Power Distribution and Machinery Manufacturing
3. CB01010 Machinery and Equipment Manufacturing
4. CB01990 Other Machinery Manufacturing Not Elsewhere Classified
5. CC01060 Wired Communication Equipment and Apparatus Manufacturing
6. CC01070 Telecommunication Equipment and Apparatus Manufacturing
7. CC01080 Electronic Parts and Components Manufacturing
8. CC01110 Computers and Computing Peripheral Equipments Manufacturing
9. CE01010 Precision Instruments Manufacturing
10. F113010 Wholesale of Machinery
11. F113030 Wholesale of Precision Instruments
12. F113050 Wholesale of Computing and Business Machinery Equipment
13. F113070 Wholesale of Telecom Instruments
14. F118010 Wholesale of Computer Software
15. F119010 Wholesale of Electronic Materials
16. F213030 Retail sale of Computing and Business Machinery Equipment
17. F213040 Retail Sale of Precision Instruments
18. F213060 Retail Sale of Telecom Instruments
19. F213080 Retail Sale of Machinery and Equipment
20. F218010 Retail Sale of Computer Software
21. F219010 Retail Sale of Electronic Materials
22. F401010 International Trade
23. I501010 Product Designing
24. JA02010 Electric Appliance and Audiovisual Electric Products Repair Shops
25. E601010 Electric Appliance Construction

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	26. F113110	Wholesale of Batteries	
	27. F213110	Retail Sale of Batteries	
	28. CC01090	Manufacture of Batteries and Accumulators	
	29. JE01010	Rental and Leasing °	
	30. E606010	Power Consuming Equipment Inspecting and Maintenance	
	31. 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), Taiwan, Republic of China, to setup representative and branch offices at various locations within and without the territory of the Republic of China, wherever and whenever the Corporation deems it necessary to carry out any or all of its activities by resolution of the board.		
Article 4	For business needs, the Corporation may provide endorsement and guarantee to the other companies. The operations shall be in accordance with the Operational Procedures for Endorsements and Guarantees.		
Article 5	The total amount of the Corporation’s reinvestment shall not be subject to the restriction of not more than forty percent of the Corporation’s paid-up capital as provided in Article 13 of the Company Law. Any matters regarding the reinvestment shall be resolved in accordance with the resolutions of the Board of Directors.		
Article 6	Public announcements of the Corporation shall be made in accordance with the Company Law and other relevant rules and regulations of the Republic of China.		
Section II Capital Stock			
Article 7	The total capital stock of the Corporation shall be in the amount of <u>2,000,000,000</u> New Taiwan Dollars, divided into <u>200,000,000</u> shares, at ten New Taiwan Dollars each, and may be paid-up in installments. Unissued of the total capital shares, will authorize the Board to issued split.		

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Article 8	<p>The share certificates of the Corporation shall all be name-bearing share certificates and must be affixed with the signature or <u>personal seals of the director representing the company</u>. And issued must be in accordance with the Company Law and relevant rules and regulations of the Republic of China.</p> <p>For the new shares to be issued by this Corporation offering, may print a consolidated share certificate representing the total number of the new shares to be issued at the same time of issue, or may be exempted from printing any share certificate for the shares issued, other securities are the same.</p> <p>For the shares to be issued in accordance with the provision of the preceding Paragraph, this Corporation shall appoint a centralized securities custody enterprise/ institution to placed, or to make recordation of the issue of such shares.</p>		
Article 9	<p>Registration for transfer of shares shall be suspended sixty (60) days immediately before the date of regular meeting of shareholders, and thirty (30) days immediately before the date of any special meeting of shareholders, or within five (5) days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Corporation.</p>		
Article 10	<p>All administration of shareholder services shall follow the “Regulations Governing the Administration of Shareholder Services of Public Companies” unless specified otherwise by law and securities regulations.</p>		
Article 11	<p>The regulation of shareholder services administration shall comply with relevant provisions of the Company Law and relevant rules and regulations of the Republic of China.</p>		
<b>Section III Shareholders' Meeting</b>			
Article 12	<p>Shareholders’ meetings of the Corporation are of two types, namely: (1) regular meetings and (2) special meetings. Regular meetings shall be convened, by the Board of Directors, within six (6) months after the close of each fiscal year. Special meetings shall be convened, by the Board of Directors, in accordance with the relevant laws, rules and regulations of the Republic of China.</p> <p>Shareholders’ meetings convene notice may be given in electronic form, the</p>		



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convene procedure shall follow Article 172 of the Company Act.

Article 12-1 When the shareholders' meeting is held, it may be held by video conference or other ways announced by the central competent authority.

When a shareholders meeting is held, if it is a video conference, the shareholders who participate in the meeting by video conference will be deemed to have attended the meeting in person.

Article 13 If a shareholder is unable to attend a meeting, may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney printed by the company stating therein the scope of power authorized to the proxy. Regulations for proxy to attend shall be in accordance with Article 177, 177-1 & 177-2 of the Company Act. And operations must be in accordance with Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.

Article 14 Each share of stock shall be entitled to one vote. But it had no right to vote, conform restricted or Article 179 of Company Act of the circumstances.

Article 15 Resolutions at a shareholders' meeting shall, unless otherwise provided for in Company Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.

Article 16 Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the company within twenty (20) days after the close of the meeting.

The preparation and distribution of the minutes of shareholders' meeting as required in the preceding Paragraph may be effected by means of electronic transmission.

With regard to a company offering its shares to the public, the distribution of the minutes of shareholders' meeting as required in Paragraph One of this Article may be effected by means of a public notice.

The minutes of shareholders' meeting shall record the date and place, the number of the shareholders present, total number of shares represented by the shareholders, total number of the voting rights at the meeting, the name of the

chairman, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. The minutes shall be kept persistently throughout the life of the company.

The attendance list bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies shall be kept by the company for a minimum period of at least one year. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 hereof, the minutes of the shareholders' meeting involved shall be kept by the company until the legal proceedings of the foregoing lawsuit have been concluded.

**Article 17** The chairman of the board of directors shall be appointed in accordance with Article 182-1 and Article 208, Paragraph 3 of Company Act.

**Article 17-1** If this corporation needs to cancel shares have been issued in public, shall to the meeting of shareholders' for review and approval by a resolution, and to file an application with the competent authority. This Article can't be changed whether during the emerging stock period or share have been exchange-listed and OTC-listed.

#### **Section IV Directors and Audit Committee**

**Article 18** The Corporation shall have seven to nine directors. The number of directors is authorized by the board of directors for a term of three years. They shall be elected by the shareholders' meeting from among the persons with disposing capacity. If they are re-elected, they may be extended. Until the re-election of the directors on board. When the directors are short of one-third of the total number of directors, they should be re-elected immediately.

In accordance with the provisions of the Securities Exchange Act, the Company has independent directors in the number of directors in the preceding paragraph, and the number of independent directors is at least three.

If the board chairperson and the general manager or a person holding an equivalent position of the company are the same person or are spouses or relatives within the first degree of kinship, the company shall appoint not less than 4 independent directors by 31 December 2023. However, if the number of board seats exceeds 15, the number of independent directors so appointed shall be not

than less than 5, and a majority of the directors may not serve concurrently as an employee or managerial officer. If the company's paid-in capital is less than NT\$600 million, however, it is allowed to complete the appointment by 31 December 2025.

Directors (include independent directors) shall be elected by adopting candidate nomination system as specified in Article 192-1 of the Company Act. Independent directors shall be elected in accordance with the rules prescribed by the competent authority of securities.

The total shareholding ratio of all directors of the company shall be handled in accordance with the provisions of the competent securities authority.

**Article 18-1** The Company's Directors shall be elected through cumulative voting, each share has the same voting rights equal to the number of Directors to be elected, and a shareholder may cast all his/her voting rights to one candidate or among several candidates; those candidates receiving more voting rights shall be elected as Directors.

If there is a need to amend the elect rules about Directors and Supervisors, shall be comply in accordance with Article 172 of Company Act, and shall be enumerated and explained a comparison chart on the newly amended and the old clauses in the

**Article 18-2** notice to convene the shareholders meeting.

In accordance with the provisions of Article 14 paragraph 4 of the Securities Exchange Law, the Company shall set up an audit committee from the time of the re-election of the eighth director. The audit committee shall be composed of all independent directors, the number of which shall not be less than three, one of whom shall be the convener and at least one person should have accounting or financial expertise. The provisions of the Articles of Association, the Securities Exchange Act, the Company Law and other laws for the supervisor are permitted by the Audit Committee. When the audit committee's term of office, powers, rules of procedure, and exercise of powers, the company shall provide resources and other matters, and set the rules of the audit committee.

**Article 19** The board of directors shall elect a chairman of the board directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors and Vice chairman can be elected from each other in the same way. The chairman of the board of directors shall internally preside the shareholders' meeting, the meeting of the board of directors; and shall externally represent the

Corporation.

**Article 20** Unless as otherwise provided for in Company Act, the meeting of the board of directors shall be attended by a majority members, the resolution shall be adopted by a majority of the directors at the meeting. The meeting of the board of directors shall be convened by chairman, at least once per quarter.

In case a director appoints another director to attend a meeting of the board of directors in his/her behalf, he/she shall, in each time, issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting.

A director may accept the appointment to act as the proxy referred to in the preceding Paragraph of one other director only.

In case a meeting of the board of directors is proceeded by 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.

**Article 20-1** In calling a meeting of the board of directors, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each director no later than 7 days prior to the scheduled meeting date. However, in the case of emergency, the meeting may be convened at any time. The notice set forth may be sent it by means of written, e-mail or fax to each director and supervisor.

**Article 21** Power and authority of the board of directors:

1. Deliberation the business policy and the long-term develop plan,
2. Deliberation and Supervise annual business plan,
3. To deliberate the budget and financial statements,
4. To deliberate the Corporation has a need to reduce and to increase its capital stock,
5. To deliberate the surplus earning distribution or loss off-setting proposals,
6. To deliberate the major contracts,
7. To deliberate the change of this Article of incorporation,
8. To deliberate the organization regulations and major rules of systems of this corporation,
9. To deliberate the major capital expenses,
10. To deliberate the establishment or withdraw of branch office,





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11. Appointment and removal of president and vice president of this Corporation,
12. To deliberate the major interested party transactions,
13. To execute the matters of the resolutions of the shareholders' meeting,
14. The other power in accordance with Company Act.

Article 21-1 In the course of a director executing his or her duties, this Corporation shall pay the remuneration for it. The remuneration shall be consideration about the level of participation, value of contribution, industry level of domestic and foreign, will authorize the Board for approval by a resolution.

Article 21-2 The Corporation may buy liability insurance for directors. The board of directors may be authorized to resolutions about insure amounts and matters.

Article 22 Unless otherwise provided for in Company Act and Articles of incorporation, resolutions of the Board of Directors shall be adopted by a majority of the directors at a meeting attended by a majority of the directors. Minutes shall be taken of the proceedings of the meeting of the board of directors, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all directors of the company within twenty (20) days after the close of the meeting. Minutes with the attendance list bearing the signatures of directors present at the meeting and the powers of attorney of the proxies shall be kept by the company for a minimum period of at least one year. Matters pertaining to election or discharge of directors, shall be described in the shareholders' meeting notice, and shall not be brought up as extemporary motions.

Article 23 (Be deleted)

### Section V Management of the Corporation

Article 24 The Corporation may nomination one President by chairman. And Corporation President may appoint one or more Vice President(s) or such other officers. Article 29 of Company Act shall apply, mutatis mutandis, to the appointment, discharge and remuneration of all the managerial personnel set forth in the preceding Paragraph.





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### Section VI Accounting

**Article 25** At the close of each fiscal year, the board of directors shall prepare the following statements and records and shall forward the same to Audit Committee for their auditing not later than the 30th day prior to the meeting date of a general meeting of shareholders:

1. The business report;
2. The financial statements; and
3. The surplus earning distribution or loss off-setting proposals etc.

The board of directors shall submit the various financial statements and records prepared, with the Audit Committee's auditing report for, by it to the general meeting of shareholders for its ratification.

**Article 25-1** If the Company have surplus earnings after close of fiscal year, shall be according to the performance of the year to set 6 to 10 percent of its reserves as employees' compensation, and not more than 2 percent of it as directors' and supervisors' remuneration. However, the company's accumulated losses shall have been covered. The directors' and supervisors' remuneration must be paid in cash.

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 employees' compensation in the preceding two paragraphs distributed in the form of shares or in cash; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

Qualification requirements of employees, including the employees of subsidiaries of the company meeting certain specific requirements.

**Article 26** This Corporation shall not pay dividends or bonuses when there is no profit shall as of the end of the preceding fiscal year. After all taxes and dues have been paid and its losses incurred in previous years have been covered and at the time of allocating surplus profits, first set aside ten percent of such profits as a legal reserve. However when the legal reserve amounts to the authorized capital, this shall not apply. Aside from the aforesaid legal reserve, the company may, under this Articles of Incorporation or related Law, set or reversal aside another sum as special reserve. Earnings available for distribution must be including the

accumulated undistributed earnings of previous years.

Article 26-1 The shareholders' surplus are paid in the form of cash or shares.

The ratio and kind of the profits distribution, shall taking into consideration future funds demand and long-term operational plan factors. After considerations about the corporation operation condition, shall be take care about shareholders' rights, balance dividends policy and funds demand plan, the board of directors to make proposal for distribution of profits to the meeting of shareholders' for adjust and approval by a resolution.

The Company authorizes the board of directors to have a majority resolution with more than two-thirds of the directors. All or part of the surplus would be distributed in cash and reported to the shareholders' meeting.

In case considering the financial, business or operational factors of this Corporation, or there is no profit for distribution in a certain year or even there is a surplus with the amount of earnings is much lower than the actual distribution of the company's previous year's surplus this Corporation may allocate a portion or all of its reserves for distribution in accordance with relevant laws or regulations or the orders of the authorities in charge.

## Section VII Supplemental Provisions

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

Article 28 The Issue date was on April 16, 1998,  
the first Amendment was approved on August 9, 2001,  
the second Amendment on March 28, 2002,  
the third Amendment on April 12, 2002,  
the fourth Amendment on, April 27, 2004  
the fifth Amendment on Mar 27, 2007  
the sixth Amendment on March 27, 2007  
the seventh Amendment on May 22, 2008  
the eighth Amendment on May 18, 2009



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the ninth Amendment on Nov 17, 2009  
the tenth Amendment on May 26, 2010  
the eleventh Amendment on Jun 9, 2011  
the twelfth Amendment on Jun 18, 2012  
the thirteenth Amendment on Jun 23, 2014  
the fourteenth Amendment on June 21, 2016  
the fifteenth Amendment of Jun 18, 2019  
the sixteenth Amendment of Aug 18, 2021  
the seventeenth Amendment of Jun 23, 2022  
the eighteenth Amendment of June 27, 2023