

**凌巨科技股份有限公司**  
**GIANTPLUS TECHNOLOGY CO., LTD.**

**Articles of Incorporation**

**Chapter I General Provisions**

**Article 1**

The Company is incorporated under the Company Act as a company limited by shares, and shall be named Giantplus Technology Co., Ltd. (hereinafter, “the Company”).  
The English name of the Company is GIANTPLUS TECHNOLOGY CO., LTD.

**Article 2**

The Company’s scope of business is as follows:

CC01080 Electronic parts and components manufacturing

CE01010 Precision instruments manufacturing

F119010 Wholesale of electronic materials

F219010 Retail sale of electronic materials

I301010 Software design services

F213040 Retail sale of precision instruments

F401010 International trade

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 Miaoli County, Taiwan and when necessary may establish branches or subsidiaries at home and abroad according to resolutions by the board of directors.

**Article 4**

Public announcements of the Company shall be made in accordance with Article 28 of the Company Act.

**Chapter II Shares**

**Article 5**

The authorized capital of the Company is NT\$6.5 billion, consisting of 650 million shares, of which 24 million shares are reserved for stock options with warrants, preferred shares with warrants, or corporate bonds for the exercise of stock options, with a par value of NT\$10 per share, which could be issued in separate installments.

The board of directors is authorized to buy back the employee stock options of the Corporation in accordance with law when it is legally permitted to do so.

**Article 6**

The Company’s share certificates shall be affixed with the seals or by the signature of Board Director representing the Company and issued after being certified by the certification

**凌巨科技股份有限公司**  
**GIANTPLUS TECHNOLOGY CO., LTD.**

institution. the Company may issue shares without printing share certificates after registering with the centralized securities depository enterprise.

**Article 7**

Share transfer registration shall be suspended within 60 days prior to the convening date of a regular shareholders' meeting, or within 30 days prior to the convening date of a special shareholders' meeting, or within 5 days prior to the target date fixed by the issuing company for distribution of dividends, bonus or other benefits. The Company shall handle the shareholder services in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" and the amendment of the related laws and regulations accordingly.

**Chapter III Shareholders' Meeting**

**Article 8**

There are two types of shareholders' meetings: general shareholders' meeting and special shareholders' meeting. The Board Meeting shall call the general meeting and it shall be held once a year within 6 months after the end of each fiscal year. The special meeting shall be convened whenever necessary in accordance with the relevant laws and regulations. The shareholders' meeting can be held via video conferencing or other methods promulgated by the central competent authority.

**Article 9**

If a shareholder is unable to attend a shareholders' meeting for any reason, he shall appoint a proxy to attend a shareholders' meeting on his behalf by executing a power of attorney printed by the Company specifying therein the scope of the power authorized to a proxy. Unless otherwise provided by the Company Act, the rules for appointing proxies to attend a shareholders' meeting shall be prescribed in accordance with the "Rules Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authority.

**Article 10**

When a shareholders' meeting is held, the chairman of the board shall be the chairman. If the chairman is on leave or unable to exercise his powers for some reason, the vice chairman shall act as the chairman. If there is no vice chairman or the vice chairman is on leave or unable to exercise his powers for some reason, the chairman of the board shall designate a director to act as the chairman. If the chairman does not designate a proxy, the directors shall elect a person to act as the chairman.

**Article 11**

Except in the circumstances without voting power set forth in Article 179 of the Company Act, a shareholder shall have one voting power in respect of each share in its possession.

**凌巨科技股份有限公司**  
**GIANTPLUS TECHNOLOGY CO., LTD.**

**Article 12**

Except otherwise provided in the Company Act, the resolutions shall be adopted by majority of the votes at the shareholders' meeting attended by shareholders representing more than half of the total issued outstanding capital stock of the Company.

**Article 13**

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 the minutes of the meeting shall be distributed to all shareholders within 20 days after the meeting. The distribution of the minutes of shareholders' meeting to the shareholders shall follow the rules provided by the Company Act. The Company should record the minutes of meeting, as well as keep the minutes of meeting, the attendance list bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies for their respective assigned life periods, as provided in Article 183 of the Company Act.

**Chapter IV Directors and Audit Committee**

**Article 14**

The Company shall have seven to nine directors, all of whom shall be elected at a shareholders' meeting from among persons having legal capacity. The term of the board of directors shall be three years, and the directors may be eligible for re-election. Shares of the Company held by all the directors shall be governed by the Company Act and other applicable laws and regulations.

From the 8th term Board of Directors, the elections of directors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act. The directors shall be elected by the shareholders' meeting from among the nominees listed in the roster of candidates.

**Article 14-1**

Among the aforementioned directors, the Company shall have at least three independent directors, and the number of directors shall be no less than one-fifth of the total number of the directors. The shareholders' meeting shall elect the independent directors from among the nominees listed in the roster candidates of independent directors.

The Company shall follow the governing regulations and rules regarding the professional qualifications, restrictions on shareholdings, concurrent positions held, method of nomination and other matters for compliance with respect to independent directors

**Article 14-2**

Remunerations for the directors exercising their duties shall be decided by the Board Meeting at a normal rate adopted by the peer companies. If the Company makes profits in

**凌巨科技股份有限公司**  
**GIANTPLUS TECHNOLOGY CO., LTD.**

the fiscal year, the Company may pay extra bonus from profit distribution to the directors according to Article 23 of the Articles of Incorporation.

**Article 15**

When either the number of vacancies in the Board of Directors reaches one-third of the total number of directors or all independent directors are discharged from their positions, the Board Meeting shall call, within 60 days, a shareholders' meeting to elect succeeding directors to fill the vacancies and the remaining term of office.

**Article 16**

In case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until new directors have been elected and assumed their office, unless otherwise provided in the Company Act.

**Article 17**

The directors shall organize a board of directors, and shall elect a chairman from among themselves with the attendance of more than two-thirds of the directors and the consent of more than half of the directors present, to execute all affairs of the company in accordance with laws, articles of association, resolutions of shareholders' meetings and the board of directors. They may also elect a vice chairman from among themselves in the same manner as required by the company's business.

**Article 18**

The company's business policy and other important matters shall be decided by the board of directors. Except for the first board of directors of each term, which is convened in accordance with Article 203 of the Company Law, the chairman of the board of directors shall convene and serve as the chairman. When the chairman is on leave or unable to exercise his powers for some reason, the vice chairman shall act on his behalf. When there is no vice chairman or the vice chairman is on leave or unable to exercise his powers for some reason, the chairman shall designate a director to act on his behalf. If the chairman does not designate a proxy, the directors shall elect one person to act on their behalf. When the board of directors meets by video conference, the directors who participate in the meeting by video conference shall be deemed to be present in person. If a director cannot attend the meeting for some reason, he shall issue a letter of authorization and entrust other directors to act on his behalf, and the proxy in the preceding paragraph shall be limited to one person's authorization.

**凌巨科技股份有限公司**  
**GIANTPLUS TECHNOLOGY CO., LTD.**

**Article 19**

The proceedings of the Board Meeting shall be recorded as the minutes of meeting, which shall be affixed with the signature or seal of the chairman of the meeting and distributed to all directors within 20 days after the close of the Board Meeting. The Company should follow Article 207 of the Company Act to record the minutes of meeting, as well as to keep the minutes of meeting, the attendance list bearing the signatures of directors present at the meeting and the powers of attorney of the proxies for their respective assigned life periods.

**Article 20**

The Company shall establish an audit committee pursuant to Articles 14-4 of the Securities and Exchange Act. The audit committee shall be composed of the entire number of independent directors. The powers and related matters to be exercised by the audit committee shall be prescribed in accordance with the Company Act, the Securities and Exchange Act and other relevant regulations.

**Article 20-1**

The Company may purchase liability insurance for directors to protect them against potential legal liabilities from exercising their duties.

**Article 20-2**

To convene a board meeting, a meeting notice which specifies the purposes of the meeting shall be sent to the directors no later than 7 days before the scheduled date. In case of an emergency, the Board Meeting may be convened at any time. The notice to convene the Board Meeting shall be letter either sent by email or fax.

**Article 21**

The Company shall have managers whose appointment, dismissal and remuneration shall be governed according to Article 29 of the Company Act.

**Article 21-1**

The Company may purchase liability insurance for managers to protect them against potential legal liabilities from exercising their duties.

**Chapter VI Accounting**

**Article 22**

At the close of each fiscal year, the Board shall prepare the following statements to be submitted to the audit committee thirty days before the shareholders' meeting for approval:

- (1) business report; (2) financial statements; (3) proposal of the earnings distribution or loss off-setting; and (4) other required statements in accordance with the rules

**凌巨科技股份有限公司**  
**GIANTPLUS TECHNOLOGY CO., LTD.**

prescribed by the central competent authority.

**Article 23**

If the company makes profits in the fiscal financial year, at least 1% of the profits shall be allocated as bonus to employees and no more than 1.5% of the profits shall be allocated as bonus to the directors.

Of the employee remuneration amount in the first paragraph, no less than 30% shall be allocated for the distribution of remuneration to grassroots employees.

The employee remuneration in the first paragraph may be distributed in the form of stocks or cash by resolution of the board of directors, and the recipients may include employees of subordinate companies who meet certain conditions, which shall be determined by the board of directors.

The employee and director remuneration distribution proposal shall be submitted to the shareholders' meeting. However, if the company still has accumulated losses, it shall first retain the amount to make up for it, and then allocate employee and director remuneration in accordance with the provisions of the articles of association.

**Article 23-1**

When allocating the surplus of each fiscal year, the Company shall pay the taxes and make up for the losses in previous years then set aside 10% of the remaining amount as legal reserve until the accumulated legal reserve amounts to the total paid-in capital of the Company; and then set aside the special reserve in accordance with relevant regulations by the competent authorities. The legal and special reserves, in combination with the accumulated undistributed earnings from the beginning of the period and the undistributed earnings of the year, are considered distributable earnings. The Board of Directors shall propose a distribution plan regarding the remaining earnings; when they are distributed by issuing new shares, the Board of Directors shall propose the distribution to the shareholders meeting for approval.

In compliance with Paragraph 5, Article 240 of the Company Act, the Company authorizes the Board of Directors to distribute all or a part of the dividends and the bonuses in cash; the resolution shall be adopted 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 23-2**

The board of directors shall formulate a dividend distribution proposal within the scope of distributable earnings in Article 23-1 based on the Company's performance and funding status to maintain stable dividend. The dividend distributed shall not be less than 10% of the net income after tax for the year; the cash dividend shall be at least 10% among the total dividend distributed; however, if the dividend per share after calculation is less than NT\$0.1 per share, it is allowed not to be distributed. In case there are no earnings for

**凌巨科技股份有限公司**  
**GIANTPLUS TECHNOLOGY CO., LTD.**

distribution in a certain year, or the earnings of a certain year are far less than the earnings actually distributed by the Company in the previous year, or considering the financial, business or operational factors of the Company, the Company may allocate a portion or all of its reserves for distribution in accordance with relevant laws or regulations or the orders of the competent authority.

**Article 23-3**

To comply with Article 241 of Company Act, the Company distributes its legal reserve and capital reserve, in whole or in part, to shareholders by issuing new shares which shall be distributable as dividend shares to its original shareholders in proportion to the number of shares being held by each of them or by cash. While distributing dividend in the form of cash, the resolution shall be adopted 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.

**Chapter VII Supplemental Provisions**

**Article 24**

The Company may make endorsements, guarantees and loans to other parties if necessary for business purposes by following the governing procedures approved by the Board Meeting according to the relevant rules.

**Article 25**

When the Company becomes a shareholder of limited liability in other companies, the total amount of the investment in such other companies may not be limited to 40% of total paid-in capital of the Company provided in Article 13 of the Company Act.

**Article 26**

In regard to all matters not provided in these Articles of Incorporation, the Company Act or other related regulations shall govern.

**Article 27**

1. These Articles of Incorporation were enacted on December 5, 1997
2. The 1st Amendment was on May 28, 1999.
3. The 2nd Amendment was on May 26, 2000.
4. The 3rd Amendment was on June 21, 2002.
5. The 4th Amendment was on June 17, 2003.
6. The 5th Amendment was on June 17, 2003.
7. The 6th Amendment was on June 3, 2004.
8. The 7th Amendment was on June 21, 2006.
9. The 8th Amendment was on June 13, 2007.

**凌巨科技股份有限公司**  
**GIANTPLUS TECHNOLOGY CO., LTD.**

10. The 9th Amendment was on December 21, 2007.
11. The 10th Amendment was on June 19, 2008.
12. The 11th Amendment was on June 17, 2010.
13. The 12th Amendment was on June 5, 2012
14. The 13th Amendment was on June 24, 2013.
15. The 14th Amendment was on May 29, 2014.
16. The 15th Amendment was on June 10, 2015.
17. The 16th Amendment was on June 6, 2016.
18. The 17th Amendment was on June 26, 2019.
19. The 18th Amendment was on August 24, 2021.
20. The 19th Amendment was on June 23, 2022.
21. The 20th Amendment was on June 30, 2023.
22. The 21th Amendment was on June 28, 2024.
23. The 22th Amendment was on June 27, 2025.