

# VIA Labs, Inc. Articles of Incorporation

## Chapter 1 General Provisions

Article 1: The Corporation shall be incorporated, as a company limited by shares, under the Company Act of the Republic of China, and its name shall be 威鋒電子股份有限公司 in the Chinese language, and VIA Labs, Inc. in the English language.

Article 2: The Company's main business activities:

- 01 CC01080 Electronic Parts and Components Manufacturing
- 02 CC01110 Computers and Computing Peripheral Equipment Manufacturing
- 03 F113050 Wholesale of Computing and Business Machinery Equipment
- 04 F113070 Wholesale of Telecom Instruments
- 05 F118010 Wholesale of Computer Software
- 06 F119010 Wholesale of Electronic Materials
- 07 F213030 Retail sale of Computing and Business Machinery Equipment
- 08 F213060 Retail Sale of Telecom Instruments
- 09 F218010 Retail Sale of Computer Software
- 10 F219010 Retail Sale of Electronic Materials
- 11 F401010 International Trade
- 12 F601010 Intellectual Property
- 13 I301010 Software Design Services
- 14 I301020 Data Processing Services
- 15 I301030 Digital Information Supply Services
- 16 I501010 Product Designing
- 17 ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval

Article 2-1: The Company may provide foreign guarantees and invest in other businesses based on business requirements, of which the total amount of investment must be more than 40% of the Company's paid-in capital.

Article 3: The Company has its head office in New Taipei City, and the Company may establish branches in and out of this country.

Article 4: Public announcements of the Corporation shall be made in accordance with Article 28 of the Company Act.

## Chapter 2 Shares

Article 5: The total amount of the Company's capital is NT\$1 billion, which is further divided into 100 million shares, with value per share of NT\$10, and the Board is authorized to issue shares in installments, of which NT\$100 million is preserved, which is divided into 10 million shares with value per share of NT\$10, will be used for issuing employee stock options.

Article 5-1: If the Company's subscription price for employee stock options is lower than the closing price of the shares on the issue date, or the price of treasury shares transferred to employees is lower than the average price of the company's repurchase of shares, it shall be carried out by the attendance of shareholders representing more than half of the total number of issued shares, and the consent of more than two-thirds of the voting rights of the present shareholders.

Article 6: The Company shall issue nominal shares with serial numbers after the signing or stamping of seal by representative directors, and shall be duly certified or authenticated by the bank which is competent to certify shares under the laws before issuance thereof. The Company may issue book-entry securities which shall be kept and recorded by the centralized securities depository enterprise. The Company shall proceed with non-physical issuance whereof applies to other securities.

Article 7: The entries in the shareholders' register shall not be altered 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.

### Chapter 3 Shareholders' Meeting

Article 8: There are two types of shareholders' meeting, namely, regular meeting and special meeting. The regular meeting shall be convened within six months after the close of each fiscal year. Whereas, special meetings are held in accordance with the law, when necessary. The company hereby add video conference or other methods announced by the competent authority to hold the shareholders' meeting.

Article 9: The shareholders' meeting shall be Chairman. When the Chairman is on leave or for any reason and unable to attend the meeting, the Chairman shall appoint one of the directors to act as Chair. Where the Chairman does not make such a designation, the directors shall select from among themselves one person to serve as Chair.

If a shareholders' meeting is convened by a party with power to convene but other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

Article 10: When a shareholder is unable to attend the shareholders' meeting for whatever reason, that shareholder shall appoint a proxy to attend by offering solicitation document according to Article 177 of the Company Act, and according to the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies".

Article 11: A shareholder, unless otherwise stipulated in relevant laws and regulations, shall have one voting right in respect of each share in his/her/its possession. When the Company holds a shareholders meeting, electronic means may be one of the ways to allow the shareholders to exercise voting rights. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting.

Article 12: A resolution is passed at the shareholders' meeting by a majority of the shareholders present who represent more than half of the total number of its outstanding shares. The Company's shareholder may exercising voting rights by electronic means in accordance with relevant laws and regulations.

### Chapter 4 Directors

Article 13: The Company shall appoint 5~9 directors by using the candidate nomination system. The directors shall be elected by the shareholders' meeting from among the persons with disposing capacity for a three-year term by using the candidate nomination system, and may be re-elected after the term. The Company may purchase liability insurance coverage against the liabilities for damage compensation for its directors during their tenure, so as to reduce and spread the risk of damages that may be sustained by the company or shareholders caused by any illegal act of its directors.

The number of appointed directors earlier mentioned shall have no less than three independent directors and the same shall not be less than one-fifth of the total number of directors of the Company. The independent directors shall be elected by using the candidate nomination system, and the shareholders shall elect the independent directors from among the nominees. The professional qualification, shareholding, part-time job restrictions, nominations, means of election as well as other relevant issues should all be in accordance with the regulations of the competent authority.

The Company has set up the Audit Committee. The Audit Committee is composed of all independent directors, and exercises the authority and relevant matters in accordance with related laws and regulations.

Article 14: The Board of Directors is composed of all directors. The Chairman is elected by two-

thirds of the directors present at the meeting and representing one-half or more of the number of directors present at the meeting, and externally, he/she represents the Company.

Article 15: The reason for convening of the Board of Directors shall be stated and the directors are notified of such seven days in advance, but may be convened at any time when there is an emergency. The above notice in respect of convening the meeting shall be done in writing, fax, or electronic email.

The directors should attend the meeting. When the director can't attend the BOD meeting, he/she shall present the solicitation document, list the scope of authorization relevant to the subject of the meeting and assign another director to attend the BOD meeting in his/her behalf. The director that is assigned to represent another director can only accept one such assignment.

The board meeting may be called by videoconference, and the attendance by videoconference will be deemed attendance in person.

Article 16: The compensation of the Chairman and directors shall be given based on the directors' level of operational participation as well as value of the contribution. The standard terms in the industry shall also be considered to stipulate the Company's pay method.

#### Chapter 5 Managerial Officers

Article 17: The Company shall have managerial personnel. Appointment, discharge and the remuneration thereto shall be subject to Article 29 of the Company Act.

#### Chapter 6 Accounting

Article 18: The Company shall, at the end of each fiscal year, submit to its shareholders for their ratification (i) the annual business report, (ii) the financial statements, and (iii) the appropriation of profit and remedy in the event of loss proposal.

Article 19: If the Company is profitable in the current fiscal year, no less than 5% shall be allocated as employees' compensation in stock dividends and cash dividends by resolution of the board of directors, and no more than 1% shall be allocated as the remuneration for directors. The distribution of the employees' and the directors' compensation shall be reported to the shareholders' meeting.

However, the company's accumulated losses shall have been covered before the employee compensation and remuneration for directors are allocated based on the aforementioned proportion.

The Company's may transfer treasury stock, employee stock warrants, certificate of entitlement to new shares, restricted stock awards and employee compensation to employees of the controlling or subordinate company, which are to be issued under specific conditions by resolution of the board of directors.

Article 20: If there is a net profit in the final accounts of the Company, it shall be allocated in the following order.:

1. Pay taxes.
2. Cover accumulated losses.
3. 10% shall be reserved as statutory surplus reserve, but this is no longer necessary when the statutory surplus reserve has reached the Company's total amount of capital.
4. Special reserve shall be increased or rotated in accordance with the law. When a special reserve is appropriated for cumulative net debit balance reserves from prior period and cumulative net increases in fair value measurement of investment properties from prior period, the sum of net profit for current period and items other than net profit that are included directly in the unappropriated earnings for current period is used if the prior unappropriated earnings is not sufficient.
5. After the allocation in item 1-4, the BOD shall prepare the Surplus distribution case with the previous annual accumulation of undistributed surplus.

Considering that the industry life cycle is in growth stage, the Company's dividend

policy is set based on capital budgeting needs for long-term financial planning, as well as shareholders' interests and other factors. The method for allocation of shareholders' dividends could be done in cash or stock dividends. The shareholders' dividends allocated shall not be lower than 10% of the net surplus of current year. The proportion of cash dividends should not be less than ten percent.

Surplus distribution to be handled as follows: distributable dividends and bonuses, capital reserve or statutory surplus reserve in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting. If the Company distributes surplus earning in the form of new shares, it shall be handled in accordance with the Company Act by resolution of the shareholders meeting.

#### Chapter 7 Supplementary Provisions

Article 21: Any unspecified matters in these Articles of Incorporation shall be dealt in accordance with the Company Act.

Article 22: These Articles of Incorporation were drawn up on June 24, 2008.

1st amendment on June 1, 2010

2nd amendment on June 28, 2016

3rd amendment on November 21, 2017

4th amendment on June 19, 2018

5th amendment on May 22, 2019

6th amendment on June 19, 2020

7th amendment on July 20, 2021

8th amendment on June 17, 2022

VIA Labs, Inc.

Chairman: Wen-Chi Chen