

# Everlight Electronics Co., Ltd.

## Articles of Incorporation

### Chapter I

#### General Provisions

Article 1:

The Company shall be incorporated under the Company Act of the Republic of China, and its name shall be Everlight Electronics Co., Ltd.

Article 2:

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

1. CC01040 Lighting Facilities Manufacturing
2. CC01080 Electronic Parts and Components Manufacturing
3. CC01110 Computers and Computing Peripheral Equipment Manufacturing
4. F119010 Wholesale of Electronic Materials
5. F401010 International Trade
6. I501010 Product Designing
7. E601010 Electric Appliance Construction
8. E603090 Illumination Equipment Construction
9. IG03010 Energy Technical Services
10. CF01011 Medical Materials and Equipment Manufacturing
11. F108031 Wholesale of Drugs, Medical Goods
12. F208031 Retail sale of Medical Equipment
13. CC01060 Wired Communication Equipment and Apparatus Manufacturing
14. CC01070 Telecommunication Equipment and Apparatus Manufacturing
15. CC01101 Restrained Telecom Radio Frequency Equipments and Materials Manufacturing
16. CC01120 Data Storage Media Manufacturing and Duplicating
17. E599010 Pipe Lines Construction
18. E601020 Electric Appliance Installation
19. E603010 Cables Construction
20. F113020 Wholesale of Household Appliance
21. F113070 Wholesale of Telecom Instruments
22. F118010 Wholesale of Computer Software
23. F213010 Retail Sale of Household Appliance
24. F219010 Retail Sale of Electronic Materials
25. I103060 Management Consulting Services

- |             |   |
|-------------|---|
| 26. I199990 | Other Consultancy   |
| 27. I301010 | Software Design Services  |
| 28. I301020 | Data Processing Services  |
| 29. JE01010 | Rental and Leasing Business   |
| 30. 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 engage in external guarantee for other businesses of the same industry or among affiliate enterprises within the scope of business.

Article 2-2:

The Company's investments on other enterprises are not bound by total investment limit prescribed in Article 13 of the Company Act. Nevertheless, matters related to long term equity investment shall be resolved by the Board of Directors' Meeting.

Article 2-3: (Deleted)

Article 3:

The Company is headquartered in New Taipei City, Taiwan and when necessary may establish branches or subsidiaries at home and abroad according to resolutions by the board of directors.

Article 4: (deleted)

## **Chapter II**

### **Shares**

Article 5:

Total capital amount for the Company is set at NTD 10 billion dollars which are divided into 1 billion shares, with NTD10 dollars per share. The board of directors' meeting is hereby authorized to issue these shares in separate batches. NTD400 million dollars out of the capital amount prescribed in Paragraph 1 shall be reserved for issuing employee stock option certificates of a total of 40 million shares and with the par value of NTD10 dollars per share. With resolution from the board of directors' meeting, batch issuance is allowed. In the event that the Company is entitled to purchase back company shares as stipulated by laws, the board of directors' meeting will therefore be authorized to execute

accordingly in accordance with laws or regulations.

**Article 5-1:**

With shareholders representing more than half of total shares issued attending shareholder's meeting as well as consent by more than two-thirds of voting rights from attending shareholders, the Company may therefore assign shares to employees at prices lower than the actual average price of shares buy-back, or issue employee stock option certificate at share exercise prices lower than the closing price on the issue day (per share net value).

**Article 5-2:**

The objects of transfer of stock bought back by the company, issue of employee stock option certification of the company, subscription of new shares of the company and issue of restricted stock for employees may include the employees of the parents or subsidiaries of the company who meet certain specific requirements. The term of certain specific requirements in this Article is authorized to be set by Board of Directors.

**Article 6: (deleted)**

**Article 7:**

The Company's share certificates shall be affixed with the signatures or personal seals of the directors who are authorized to represent the Company, and shall be duly certified or authenticated by the competent authority before issuance. The Company may print a consolidated share certificate representing the total number of the new shares to be issued at the same time of issue, but they shall be placed under the custody of a centralized securities custody enterprise.

**Article 8:**

No transfer of shares shall be handled within sixty days prior to a shareholders' regular meeting, or within thirty days prior to a shareholders' extraordinary meeting, or within five days prior to allocation of dividend bonus or any other benefits.

### **Chapter III Shareholders' Meeting**

**Article 9:**

Shareholders' meetings of the Company are of two kinds: regular shareholders meetings and extraordinary shareholders meetings. The regular shareholders' meeting is called

once per year within six months of the close of the fiscal year. Extraordinary shareholders meetings may be called in accordance with applicable laws and regulations whenever necessary.

**Article 10:**

A shareholder who is unavailable for a shareholders' meeting may duly issue a power of attorney in the proxy provided by the Company, specifying the range of the authorized power for the meeting on their behalf.

**Article 11:**

Unless otherwise provided by related regulations, the shareholder shall have one vote for each share he/she holds.

**Article 12:**

Unless otherwise provided by the Company Act, decisions in the shareholders' meeting shall be resolved by a majority vote in the meeting attended by shareholders representing a majority of the total issued shares. According to regulatory requirements, shareholders may also vote via an electronic voting system, and those who do shall be deemed as attending the shareholders' meeting in person; electronic voting shall be conducted in accordance with the relevant laws and regulations.

## **Chapter IV Directors and Supervisors**

**Article 13:**

The Company's board of directors shall have 5 to 9 directors and 2 supervisors. The election shall adopt the candidate nomination system which is conformed to the Article 192-1 of the Company Act, and the shareholders shall elect the directors and supervisors from the list of the nominated candidates. The term of their offices shall be three years, and may be eligible for re-election. The total registered shares owned by the directors and supervisors shall be subject to the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies".

Among of the number of directors above, at least two of which shall be independent directors, and not less than one-fifth of the total number of directors. The Company shall adopt a candidate nomination system for election of the independent directors and the shareholders shall elect the directors from among the nominees listed in the roster of director candidates. The professional qualifications, restrictions on both shareholding and concurrent positions held, method of nomination and election and other

requirements with regard to the independent directors shall be handled pursuant to the related rules established by the competent authority.

**Article 13-1:**

If the establishment of audit committee is resolved, the rules of company law regarding supervisor will cease applying during the term of office of the audit committee.

**Article 14:**

The board of directors shall be organized by the directors. The board of directors shall elect a chairman of the board from among the directors by a majority at a meeting attended by two-three or more of all the directors, and the chairman of the board of directors shall externally represent the Company.

**Article 14-1:**

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 and supervisor 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 above-mentioned meeting could be convened in writing or via email or fax.

**Article 15:**

In case the chairman of the board of directors is on leave of absence or cannot exercise his/her power and authority for any cause, designation of his/her substitute shall be subject to Article 208 of The Company Act.

Unless otherwise provided by the Company Act, 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; 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 specify the range of the authorized power for the meeting. A director may accept the appointment to act as the proxy referred to in the preceding paragraph of one other director only.

**Article 15-1:**

Upon the Company director or supervisor's performance of company duties, the Company shall pay compensation accordingly whether or not the Company makes profit from business. The board of directors' meeting is hereby authorized to determine compensation which shall be based on their degree of participation and value of contribution to the Company's operation, and shall not exceed the highest salary

standard prescribed in the Company's salary determination guidelines. A separate distribution of compensation will be conducted in accordance with Article 20 hereto in the event that the Company makes profit from business.

**Article 16: (deleted)**

**Article 16-1:**

The Company shall establish a remuneration committee and audit committee in accordance with relevant regulations, and for the purpose of developing supervisory functions and strengthening management mechanisms, the board of directors may set up functional committees for auditing, nomination or any other functions.

The responsibilities, the adoption of the organizational charter, the exercise of their powers of office, and related matters shall be handled pursuant to the related rules established by the competent authority and the Company.

**Chapter V  
Managers**

**Article 17:**

The Company may appoint one Chief Executive Officer, whose commissioning, decommissioning and pay rate shall be as pursuant to Article 29 of the Company Act.

**Chapter VI  
Finance**

**Article 18:**

After the close of each fiscal year, the following reports shall be prepared by the board of directors and submitted to the regular shareholders' meeting for reviewing and for ratification.

1. Business Report.
2. Financial Statements.
3. Surplus Earnings Distribution or Loss Make-up Proposal.

**Article 19: (Deleted)**

**Article 20:**

If the Company has gained profits within a fiscal year, 6% ~ 12% of the profits shall be reserved as the employees' compensation, and compensation for director shall not exceed

1%; employees of subsidiaries of the company meeting certain specific requirements are entitled to receive shares or cash as compensation. The term of certain specific requirements in this Article is authorized to be set by Board of Directors.

However, in case of the accumulated losses, certain profits shall first be reserved to cover them.

**Article 21-1:**

Revenue from the Company's annual general settlement shall be first used to pay tax and compensate previous losses. Subsequently, ten percent of the balance shall be recognized as legal reserve and special reserve shall be recognized or reversed in accordance with laws and competent authority's requirements. The final balance together with more than fifty percent of accumulated undistributed revenue appropriated from the previous year shall serve as dividend for distribution. The board of directors' meeting shall submit distribution proposal to shareholder's meeting for resolution accordingly.

The dividend distribution methods will adopt two methods of capital increase through earning capitalization and cash dividend. Percentage for cash dividend shall not be lower than ten percent. Nevertheless, cash dividend can be replaced by stock dividend in the event that cash dividend is lower than NTD0.2 (included) dollar per share.

**Chapter VII**  
**Supplementary Provisions**

**Article 21:**

Any matters not sufficiently provided for in these Articles of Incorporation shall be handled in accordance with the Company Act.

**Article 22:**

These Articles of Incorporation were enacted on May 10, 1983.

The 1st amendment was made on May 23, 1983.

The 2nd amendment was made on December 17, 1986.

The 3rd amendment was made on December 15, 1988.

The 4th amendment was made on February 4, 1989.

The 5th amendment was made on February 28, 1989.

The 6th amendment was made on December 29, 1989.

The 7th amendment was made on October 20, 1990.

The 8th amendment was made on April 30, 1992.

The 9th amendment was made on June 1, 1995.  
The 10th amendment was made on June 1, 1996.  
The 11th amendment was made on December 23, 1997.  
The 12th amendment was made on May 22, 1998.  
The 13th amendment was made on May 19, 1999.  
The 14th amendment was made on October 12, 1999.  
The 15th amendment was made on May 8, 2000.  
The 16th amendment was made on June 15, 2001.  
The 17th amendment was made on June 21, 2002.  
The 18th amendment was made on June 25, 2003.  
The 19th amendment was made on May 24, 2005.  
The 20th amendment was made on June 14, 2006.  
The 21st amendment was made on June 15, 2007.  
The 22nd amendment was made on June 13, 2008.  
The 23rd amendment was made on June 10, 2009.  
The 24th amendment was made on June 15, 2010.  
The 25th amendment was made on June 10, 2011.  
The 26th amendment was made on June 22, 2012.  
The 27th amendment was made on June 14, 2013.  
The 28th amendment was made on June 11, 2014.  
The 29th amendment was made on June 17, 2015.  
The 30th amendment was made on June 17, 2016.  
The 31th amendment was made on June 16, 2017.  
The 32nd amendment was made on June 15, 2018.  
The 33rd amendment was made on June 14, 2019.