

VSO ELECTRONICS CO., LTD.

Articles of Incorporation

(This English translation is prepared in accordance with the Chinese version and is for reference purposes only. If there are any inconsistencies between the Chinese version and this translation, the Chinese version shall prevail.)

Chapter I: General Provisions

Article 1: The Company is organized in accordance with the Company Act and is named VSO Electronics Co., Ltd..

Article 2: The business scope of the Company is as follows:

1. CC01080 Manufacturing of Electronic Components
2. CC01110 Manufacturing of Computers and Peripheral Equipment
3. F108031 Wholesale of Medical Equipment
4. F113010 Wholesale of Machinery
5. F113020 Wholesale of Electrical Appliances
6. F113030 Wholesale of Precision Instruments
7. F113050 Wholesale of Computers and Office Machinery Equipment
8. F114030 Wholesale of Automobile and Motorcycle Parts and Accessories
9. F118010 Wholesale of Information Software
10. F119010 Wholesale of Electronic Materials
11. F401010 International Trade
12. I301010 Information Software Services
13. I501010 Product Design
14. D101060 Renewable Energy Self-Use Power Generation Equipment
15. IG03010 Energy Technology Services
16. ZZ99999 Any business not prohibited or restricted by laws and regulations may be operated by the Company.

Article 3: The Company is headquartered in New Taipei City and may establish branches or subsidiaries domestically or internationally as resolved by the Board of Directors.

Article 4: The Company's public announcements shall be handled in accordance with Article 28 of the Company Act.

Article 5: The Company may provide external guarantees when necessary for business operations, subject to Board resolutions. The Company's total investment is not subject to the restriction of 40% of paid-in capital.

Chapter II: Shares

Article 6: The Company's total authorized capital is NT\$600 million, divided into 60 million shares with a par value of NT\$10 per share. The unissued shares are authorized for issuance in installments as needed by the Board of Directors.

A total of NT\$60 million within the authorized capital is reserved for the issuance of employee stock options, amounting to 6 million shares at NT\$10 per share, to be issued in installments as needed by the Board.

The Company may repurchase its own shares in accordance with legal provisions and authorize the Board to execute such repurchases.

If employee stock options are issued at a price lower than the closing price of the Company's stock on the issuance date, or if treasury shares are transferred to employees at a price lower than the average repurchase price, such issuance or transfer must be approved by a special resolution of the shareholders' meeting.

Employees eligible for stock options, restricted stock grants, or treasury stock transfers may include employees of the Company's subsidiaries or affiliates as determined by the Board.

Article 7: The Company's shares shall be in registered form, signed or stamped by the Director representing the Company, and issued after legal certification.

The Company may deliver shares electronically instead of issuing physical stock certificates, in accordance with legal regulations. The same applies to other securities issued by the Company.

Article 8: Share transfer registrations shall be suspended during the following periods: 60 days before the annual shareholders' meeting, 30 days before an extraordinary shareholders' meeting, 5 days before the ex-dividend or ex-rights date.

Chapter III: Shareholders' Meetings

Article 9: Shareholders' meetings are classified as annual and extraordinary meetings. The annual meeting shall be convened once a year within six months after the end of the fiscal year, while extraordinary meetings shall be convened as necessary in accordance with legal provisions. Shareholders' meetings, unless otherwise provided by the Company Act, shall be convened by the Board of Directors.

The Company may hold shareholders' meetings via video conferencing or other methods announced by the central authority. The conditions, procedures, and compliance requirements for video conferences shall be in accordance with relevant regulations.

Article 10: Shareholders unable to attend a meeting in person may issue a proxy specifying the scope of authorization and sign or stamp it to appoint an agent to attend on their behalf.

The use of proxies shall comply with the "Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies" issued by the competent authority unless otherwise provided by the Company Act.

Article 11: Each shareholder is entitled to one vote per share unless otherwise stipulated by law.

Article 12: Shareholders' meeting resolutions, unless otherwise stipulated by the Company Act or relevant laws, shall require the presence of shareholders representing more than half of the total issued shares, and approval by a majority of the voting rights of the attending shareholders.

Minutes of shareholders' meetings shall be prepared, signed, or stamped by the chairperson, and distributed to shareholders within 20 days after the meeting. The distribution may be done electronically or by public announcement.

Article 13: The Company allows electronic voting as a means for shareholders to exercise their voting rights, in accordance with regulations set by the competent authority.

Chapter IV: Directors and Audit Committee

Article 14: The Company shall have 5 to 9 Directors, with a three-year term. The election of Directors (including Independent Directors) shall follow the candidate nomination system under Article 192-1 of the Company Act, and they may be re-elected. The total shareholding ratio of all Directors shall comply with regulatory requirements.

Among the Directors, at least three shall be Independent Directors, and their number shall not be less than one-third of the total Board seats. The qualifications, shareholding, restrictions, nomination, election, and other relevant matters regarding Independent Directors shall comply with regulations set by the securities authority.

The Company may purchase liability insurance for Directors (including Independent Directors) during their term of office.

Article 15: The Company shall establish an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act. The Audit Committee shall be composed entirely of Independent Directors and shall exercise its powers in accordance with applicable laws.

The Board may establish functional committees and appoint relevant personnel as members. The organization regulations of functional committees shall be approved by the Board and shall specify matters such as the number of members, term of office, powers, rules of procedure, and resources provided by the Company.

Article 16: The Board of Directors shall be composed of Directors, and a Chairperson shall be elected among them with the approval of at least two-thirds of the Directors present and a majority vote. The Chairperson shall act as the convener and chair of the Board and Shareholders' meetings and shall represent the Company externally.

Article 17: Except for the first Board meeting of each term, which shall be convened in accordance with Article 203 of the Company Act, other Board meetings shall be convened by the Chairperson. Board resolutions shall require the attendance of a majority of Directors and the approval of a majority of those present.

Article 18: If the Chairperson is on leave or unable to perform their duties, a proxy shall be appointed in accordance with Article 208 of the Company Act. Directors shall personally attend Board meetings; however, if a Director is unable to attend due to valid reasons, they may issue a proxy letter in accordance with Article 205 of the Company Act, specifying the scope of authorization and appointing another Director to attend on their behalf. Each proxy Director may only accept one such delegation.

If a Board meeting is conducted via video conferencing, Directors participating through video shall be deemed as attending in person.

Article 19: The convening of Board meetings shall specify the agenda, and notices shall be sent to all Directors within the legally prescribed period. In urgent cases, meetings may be convened at any time.

Board meeting notices may be delivered in writing, via email, or by fax.

Article 20: The discussions and resolutions of Board meetings shall be recorded in minutes, signed, or stamped by the Chairperson, and distributed to all Directors within 20 days after the meeting. These records may be maintained in electronic form.

Article 21: The remuneration for all Directors shall be determined by the Board of Directors based on their participation and contributions to the Company's operations and with reference to industry standards.

Directors who also serve as executives or employees of the Company may receive salaries and other benefits in accordance with their roles and the Company's financial performance.

Chapter V: Managers

Article 22: The Company may appoint managers whose appointment, dismissal, and remuneration shall be handled in accordance with Article 29 of the Company Act.

The Company may purchase liability insurance for managers during their term of office.

Chapter VI: Accounting

Article 23: The Company's fiscal year begins on January 1 and ends on December 31 each year. At the end of each fiscal year, the Board shall prepare business reports, financial statements, and profit distribution or loss recovery proposals, which shall be submitted to the shareholders' annual meeting for approval.

Article 24: The Company shall allocate 2% to 10% of its pre-tax profits before deducting employee and Director remuneration as employee remuneration and no more than 2% as Director remuneration, after reserving funds for loss compensation.

At least 15% of the allocated employee remuneration shall be distributed to junior employees as approved by the Board of Directors. The scope of junior employees shall be determined by the Board resolution.

Employee remuneration may be distributed in cash or stock, while Director remuneration shall be paid in cash. The distribution shall be approved by at least two-thirds of the Board members present at a meeting where more than half of all Directors attend and shall be reported to the shareholders' meeting.

Employees eligible for stock or cash remuneration may include employees of the Company's subsidiaries or affiliates as determined by the Board.

Article 25: Profit distribution shall be executed in the following order:

1. Compensation for losses.
2. Allocation of 10% as legal reserve, except when the legal reserve reaches the paid-in capital.

3.Allocation of special reserves as required by law or the competent authority.

4.Distribution of the remaining profits, together with undistributed earnings from previous years, as determined by the Board and approved by the shareholders' meeting.

The Board is authorized to distribute cash dividends from earnings or capital reserves by a resolution approved by at least two-thirds of the Directors present at a meeting where more than half of all Directors attend. This shall be reported to the shareholders' meeting.

The Company shall consider future capital needs, financial planning, and shareholder interests in its dividend policy. Dividends may be distributed as cash or stock, with no less than 35% of distributable earnings to be allocated as dividends, and cash dividends shall constitute no less than 20% of total dividends. Adjustments to these ratios may be made based on actual profitability and financial conditions, subject to shareholder approval.

Chapter VII: Supplementary Provisions

Article 26: Any matters not covered in these Articles of Incorporation shall be governed by the Company Act and other applicable laws and regulations.

Article 27: Initial adoption on August 9, 1994, with subsequent amendments on the following dates:

1. April 26, 1995
2. June 8, 1996
3. September 5, 1997
4. October 22, 1999
5. December 25, 2001
6. June 1, 2002
7. December 15, 2003
8. November 10, 2006
9. August 10, 2007
10. August 20, 2009
11. August 26, 2011
12. December 14, 2011
13. May 30, 2012
14. May 22, 2013
15. December 13, 2013
16. June 18, 2014

17. June 26, 2015
18. June 8, 2016
19. June 14, 2019
20. September 30, 2019
21. June 12, 2020
22. July 9, 2021
23. May 11, 2023
24. May 15, 2024
25. May 12, 2025