

Channel Well Technology Co., Ltd.

Articles of Incorporation

Chapter 1 General Provisions

- Article 1 : The Company shall be incorporated, as a company limited by shares, under the Company Act, and its name shall be 僑威科技股份有限公司 in the Chinese language, and CHANNEL WELL TECHNOLOGY CO., LTD. in the English language.
- Article 2 : The business of the Corporation shall be as follows:
1. CB01010 Mechanical Equipment Manufacturing
 2. CC01080 Electronics Components Manufacturing
 3. CC01110 Computer and Peripheral Equipment Manufacturing
 4. CC01990 Other Electrical Engineering and Electronic Machinery Equipment Manufacturing
 5. F401010 International Trade
 6. F401021 Restrained Telecom Radio Frequency Equipments and Materials Import
 7. 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 endorsement and guarantee in accordance with the procedures for endorsements and guarantees of the Company.
- Article 2-2 : The Company may reinvest other companies due to business needs. The total amount of the Company's reinvestment shall not be subject to the restriction as provided in Article 13 of the Company Act.
- Article 3 : The Company shall have its head office in Taoyuan City, and shall be free, upon approval of the resolutions of the Board of Directors and approval of government authorities in charge, to set up branch offices at various locations within and without the territory of the Republic of China.
- Article 4 : Public announcements of the Company shall be made in accordance with Article 28 of the Company Act.

Chapter 2 Capital Stock

- Article 5 : The total capital stock of the Company shall be in the amount of 2,500,000,000 New Taiwan Dollars, divided into 250,000,000 shares, at ten New Taiwan Dollars, and may be paid-up in installments by the Board of Directors which is authorized.
A total of NT\$100,000,000 among the above total capital should be reserved for issuing employee stock options, divided into 10,000,000 shares, at ten New Taiwan Dollars, and may be paid-in installments by the resolution of the Board of Directors.
- Article 5-1 : The Company which buys back its shares and assigns or transfers those shares to its employees in accordance with Article 167-1 or other laws may restrain such shares from being assigned or transferred to others within a specific period of time which shall in no case be longer than two years.
- Article 6 : For the shares to be issued by the Company may be exempted from printing any share certificate, but shall safeguard or register the issued shares with a centralized securities depository enterprise.
- Article 7 : Alteration / transfer of shares shall not be set up within 60 days prior to the convening date of a regular shareholders' meeting, 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 Company for distribution of dividends, bonus or other benefits.

Chapter 3 Shareholders' Meetings

- Article 8 : Shareholders' meetings of the Corporation are of two types, as follows:
1. Regular meetings shall be convened, by the Board of Directors, within six (6)

months after the close of each fiscal year.

2. Special meetings shall be convened when necessary, in accordance with the relevant rules and regulations of the Republic of China.

The Company's shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.

Article 9 : Resolutions at a shareholders' meeting shall, unless otherwise provided for in the relevant rules and regulations of the Republic of China, be adopted by a majority vote of the shareholders present in person or by proxy, who represent more than one-half of the total number of voting shares.

Article 10 : A shareholder shall have one voting power in respect of each share in his/her/its possession. The shares shall have no voting power under circumstances in accordance with Article 179, are excluded.

Article 11 : If a shareholder is unable to attend a meeting, he/she may appoint a representative to attend it on his/her behalf with the rights written in the power of attorney printed by the Company. The representative shall follow "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authority unless specified otherwise by Article 177 of the Company Act.

Chapter 4 Directors

Article 12 : The Company shall have seven to eleven Directors with a 3-year term of office, who shall be elected by the shareholders' meeting from among the persons with disposing capacity. The percentage of shareholdings of all the directors selected of the Company complies to the provisions prescribed by the competent authority in charge of securities affairs.

Article 12-1 : The term "seven to eleven Directors" in the preceding Article shall have not less than three independent directors from among them and not less than one-fifth of directors. The candidates nomination system is adopted for election of directors (including independent directors) of the Company, and the shareholders shall elect the directors from among the nominees listed in the roster of director candidates.

Regarding independent directors professional qualifications, shareholdings, part-time restrictions, nominations and election method, and other matters for compliance, shall comply with the Company Act and the competent authority in charge of securities affairs.

Article 12-2 : In compliance with Articles 14-4 of the ROC Securities and Exchange Law, the Company shall establish an Audit Committee, which shall consist of all independent directors. The Audit Committee shall be responsible for those responsibilities of Supervisors specified under the Company Act, Securities and Exchange Law and other relevant regulations.

Article 13 : The Board of Directors is organized by Directors, and the Directors shall elect from among themselves a Chairman of the Board of Directors by a majority in a meeting attended by over two-thirds of the Directors. The Chairman of the Board of Directors shall have the authority to represent the Company.

Article 13-1 : In calling a meeting of the board of directors of the Company, a notice shall set forth therein the subject(s) to be discussed at the meeting, which shall be given to each director no later than 7 days prior to the scheduled meeting date. In the case of emergency, a meeting of the Board of Directors may be convened at any time. The notice set forth in the preceding Paragraph may be effected by means of electronic transmission or facsimile.

Article 14 : When the Chairman of the Board of Directors is on leave or for any reason unable to exercise the powers, the chairman of the board of directors shall designate one of the directors to act on his behalf. In the absence of such a designation, the directors shall elect from among themselves an acting chairman of the board of directors.

Article 15 : When a Director is unable to attend any meeting of Board of Directors, who may appoint another Director to attend on his/her behalf in accordance with relevant laws, for any reason the Chairman of the Board of Directors cannot preside 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. Other provisions are applicable to the Company Act.

Article 15-1 : In case that vacancies on the Board of Directors exceed one third of the total number of the Directors or all Independent Directors are discharged, the Board of Directors shall, within 60 days, convene a shareholders' meeting to elect new directors to fill such vacancies in accordance with relevant laws, rules and regulations. Except for the election of new directors across the board, the new Directors shall serve the remaining term of the predecessors.

Article 16 : (Deleted)

Article 17 : (Deleted)

Article 17-1 : The Board of Directors is authorized to determine the salary of the Directors of the Company, assessed and agreed by the Company's Remuneration Committee, taking into account the extent and value of the services provided for the management of the Company and the standards of the industry.

Chapter 5 Managerial Personnel

Article 18 : The Company may have one or more managerial personnel. Appointment, discharge and the remuneration of the managerial personnel shall be decided in accordance with the provisions provided in Article 29 of the Company Act.

Chapter 6 Accounting

Article 19 : The fiscal year for the Company shall be from January 1 of each year to December 31 of the same year. At the close of each fiscal year, final accounts shall be processed, after that, according to the Company Act, the following reports shall be prepared by the Board of Directors, and submitted to the regular shareholders' meeting for acceptance:

1. the Business Report;
2. the Financial Statements;
3. the surplus earning distribution or loss off-setting proposals.

Article 20 : (Deleted)

Article 21 : When there is profit for each fiscal year, the Corporation shall set aside not less than 2% employees' compensation and not more than 3% as bonus to directors. The profit shall be reserved for the Corporation's accumulated losses, and the distribution of employees' compensation and bonus to directors and supervisors shall be set aside by ratio in the preceding subparagraph.

The aforementioned employees' compensation may be distributed in the form of shares or cash, and the conditions and distribution method for the qualification requirements of employees, including the employees of subsidiaries of the Company meeting certain specific requirements, shall be determined by authorizing the board of directors. Bonus to directors may be distributed in the form of cash only.

The preceding two paragraphs shall be resolved by the board of directors, and submitted to the shareholders' meetings.

Article 21-1 : When there is profit for each fiscal year, the Company shall set aside 10% of said profits as legal reserve after having paid all taxes and dues and accumulated losses been covered. Where such legal reserve amounts to the total paid-in capital, this provision shall not apply. The rest shall be set aside in accordance with the laws and regulations or as reversal of special reserve. If there is a balance left, combined accumulated unappropriated earnings, the surplus earning distribution proposal shall be submitted by the Board of Directors, and the resolution of cash dividend distribution for shareholders shall be made by the shareholders' meeting.

The terms profits, legal reserve, capital reserve as used in this Article to be distributed

in the form of cash, shall be handled by authorizing the board of directors for a resolution and submitted to the shareholders' meetings in accordance with Articles 240 and 241 of the Company Act.

Article 21-2 : This Company dividend policy is implemented current and future developing programs, taking into consideration of investment environment, capital demand, domestic and international competition and shareholders' interest. Each year, the Board of Directors shall prepare the proposal of surplus earning distribution and report to the shareholders meetings, in accordance with the relevant laws, rules, and regulations. Dividends to shareholders shall be allocated from the accumulated distributable profits, and of that, shall not less than 10% of the distributable profits at the same year. When the accumulated profits distributable is lower than 20% of the total capital, the profits shall not be distributed. Profits of the Company may be distributed by way of cash dividend and/or stock dividend, provided however, the ratio for cash dividend shall not lower than 15% of total distribution.

Chapter 7 Supplementary Provisions

Article 22 : In regard to all matters not provided for in these Articles of Incorporation, the Company Act and relevant laws, rules and regulations shall govern.

Article 23 : These Articles of Incorporation are drawn up on September 25, 1993.

The first Amendment on June 25, 1996.

The second Amendment on September 6, 1996

The third Amendment on November 11, 1998.

The fourth Amendment on November 29, 1998.

The fifth Amendment on April 15, 1999.

The sixth Amendment on November 3, 1999.

The seventh Amendment on December 6, 1999.

The eighth Amendment on April 15, 2000.

The ninth Amendment on January 3, 2001.

The tenth Amendment on May 28, 2001.

The eleventh Amendment on March 29, 2002.

The twelfth Amendment on June 27, 2003

The thirteenth Amendment on June 24, 2004.

The fourteenth Amendment on May 18, 2005.

The fifteenth Amendment on May 18, 2005.

The sixteenth Amendment on June 26, 2006.

The seventeenth Amendment on June 27, 2007.

The eighteenth Amendment on June 25, 2008.

The nineteenth Amendment on June 25, 2010.

The twentieth Amendment on June 19, 2012.

The twenty-first Amendment on June 10, 2015.

The twenty-second Amendment on June 22, 2016.

The twenty-third Amendment on June 26, 2017.

The twenty-fourth Amendment on June 27, 2018.

The twenty-fifth Amendment on June 24, 2020.

The twenty-sixth Amendment on June 29, 2022.