

Shuttle Inc.

Articles of Incorporation

Chapter I General Provisions

Articles 1: The Company is organized in accordance with the Company Act and named Shuttle Inc. (hereafter referred to as “the Company”).)

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

- Item 1 、CC01080 Electronics Components Manufacturing
- Item 2 、CC01110 Computer and Peripheral Equipment Manufacturing
- Item 3 、CE01010 General Instrument Manufacturing
- Item 4 、CE01990 Other Photographic and Optical Instruments Manufacturing
- Item 5 、F401010 International Trade
- Item 6 、CC01060 Wired Communication Equipment and Apparatus Manufacturing
- Item 7 、CC01070 Telecommunication Equipment and Apparatus Manufacturing
- Item 8 、E701040 Simple Telecommunications Equipment Installation
- Item 9 、E701030 Restrained Telecom Radio Frequency Equipments and Materials Construction
- Item 10 、F113070 Wholesale of Telecom Instruments
- Item 11 、F213060 Retail Sales of Telecommunication Apparatus
- Item 12 、CC01100 Restrained Telecom Radio Frequency Equipments and Materials Manufacturing
- Item 13 、I301010 Software Design Services
- Item 14 、I199990 Other Consulting Service
- Item 15 、I301020 Data Processing Services
- Item 16 、I301030 Electronic Information Supply Services
- Item 17 、F108031 Wholesale of Drugs, Medical Goods
- Item 18 、F208031 Retail Sale of Medical Apparatus
- Item 19 、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 Taipei City. When necessary, may establish branches or representative offices at the proper location at home and abroad as resolved by the Board of Directors and approved by the competent authority

Article 4: The Company shall make public announcements in accordance with Article 28 of the Company Act.

Chapter II Shares

Article 5: The authorized capital of the Company is NT\$5 billion consisting of 500 million shares. The par value of each share is NT\$10, and such shares can be issued in separate installments. Among these shares, 50 million shares are reserved for the holders of employee stock warrants.

Article 5-1: The Company's following type of “transfer of stock equity,” including employees of subordinate companies of meeting certain conditions:

1. Transfer the stock buyback to employees in accordance with Company Act
2. Issuance of Employee stock warrants
3. New Share Subscription Employees
4. Issuance of New Restricted Employee Shares

Article 6: The share certificates of the Company shall, without exception, be in registered form, signed by, or affixed with seals of directors, and authenticated by the competent authority before issuance.

The Stock Affairs of the Company handled per the “Regulations Governing the Administration of Stock Affairs of Public Companies” announced by the Competent Authority.

Article 6-1: The Company may transfer the repurchased Treasury shares to any employees of the Company by the Company at a price below the average repurchase price paid by the Company for Repurchased Treasury Shares shall require the approval of a resolution passed by two-third or of the members present at the next general shareholders’ meeting and shall not be brought up as an ad hoc motion

Article 7: The transfer of shares shall cease from 60 days before a regular shareholders' meeting, 30 days before an emergency shareholders' meeting, or five days before the reference date for the company's distribution of share dividends, bonuses, or other benefits

Chapter III Shareholders’ Meeting

Article 8: Shareholders’ meetings of the Company are of two kinds: regular meetings of shareholders and special meetings of shareholders. The regular meetings of shareholders are convened once per year within six months from the close of the fiscal year. Special meetings of shareholders may be convened per applicable laws and regulations whenever necessary

Article 9: A shareholder unable to attend the shareholders’ meeting in person may appoint a proxy to participate in the meeting by using the proxy form issued by the Company and specifying the scope of the proxy, which shall be signed and chopped by the shareholder

Article 10: A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179 of the Company Act

Article 10-1: The Company's shareholders may exercise their voting rights in writing or by way of electronic transmission in a shareholders' meeting shall describe in the shareholders’ meeting notice the method of exercising their voting rights.

A shareholder who exercises his/her voting right at the Company's shareholders meeting in writing or by way of electronic transmission shall be deemed to have attended the said shareholders’ meeting in person. However, his/her voting right shall be deemed to be waived in respect of any extemporary motion(s) and/or the amendment(s) to the contents of the original proposal(s) at the said shareholders’ meeting

Article 11: Unless otherwise provided for in Company Act, resolutions at the Company's shareholders' meeting shall be adopted by a majority vote of the shareholders present, representing more than one-half of the total number of voting shares

Chapter IV Directors and the Audit Committee

Article 12: The Company shall have seven to nine directors to be elected at a shareholders’ meeting by following the Candidates nomination system. Each director shall hold office for a term of three years and is eligible for re-election. The number of independent directors shall be no less than three.

Any shareholder holding 1% or more of the total number of outstanding shares issued by the

Company may submit to the Company in writing a roster of director candidates.

Matters regarding professional qualification, restrictions on shareholdings, concurrent positions held, determination of independence, method of nomination and election, and other matters for compliance with respect to independent directors shall be subject to the rules prescribed by the securities governing authorities.

Article 13: The Board shall be formed by the directors. The chairperson and the vice-chairperson of the Board shall be elected from among the directors by a majority vote of the directors present at a meeting attended by at least two-thirds of all directors. The chairperson of the Board represents the Company

Article 13-1: The Company has established an audit committee responsible for implementing the supervisory powers stipulated in the Company Act, Securities and Exchange Act, and other Acts.

The audit committee shall be composed of the entire number of independent directors. It shall not be less than three persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise

A resolution of the audit committee shall have the concurrence of one-half or more of all members.

Article 14: Suppose the chairperson of the board of directors is on leave or absent or can not exercise his power and authority for any cause. In that case, the chairperson shall appoint the other director to act instead per Article 208 of the Company Act

A notice specifying the reason for convening a Board meeting shall be sent to all Directors seven days before the scheduled meeting day, provided. However, the Company may convene a Board meeting on short notice in the event of an emergency. The notice of convening in the preceding paragraph may be sent in writing, fax, electronically, and so on

Article 15: The Company may purchase liability insurance for its directors.

Article 15-1: The Board of Directors determines the remuneration for the Chairperson and Directors, taking into account the extent and value of the services provided for the management of the Corporation and the industry standards.

Chapter V Managerial Officers

Article 16: The Company may have one or more managerial officers. The appointment, discharge, and remuneration of the managerial officers shall comply with Article 29 of the Company Act.

Chapter VI Accounting

Article 17: After the close of each fiscal year, the Board of Directors shall prepare a report on the operation, financial statements, and proposals concerning the appropriation of net profits or making up losses, and reports shall be submitted to the regular meeting of shareholders for acceptance

Article 17-1 : Each semi-annual proposal of surplus earnings distribution or loss offsetting that goes along with the business report and financial statements shall be forwarded to Audit Committee for auditing, and after that, afterwards be submitted to the board of directors for approval.

The Company shall, after its losses have been covered and all taxes and dues have been paid and at the time of allocating surplus profits, first set aside 10% of such profits as a legal reserve. However when the legal reserve amount has reached the one of the paid-in capital of the Company,

this shall not apply. The balance shall be accounted or reversed to special reserve based on legal regulations, and accumulated to undistributed earnings (if any further balance exists after the accounting or reversal). The Board of Directors shall draft the proposal for surplus distribution.

A company may, by a resolution adopted by a majority of the shareholders present who represent two-thirds or more of the total number of its outstanding shares of the company, have the surplus profit distributable as dividends and bonuses in whole or in part distributed in the form of new shares to be issued by the company for such purpose.

Article 17-2: The distribution dividends, bonuses, capital surplus, or legal reserve in whole or in part may be paid in cash after a majority vote at the meeting of the board directors attended by two-thirds of the total number of directors. Such distribution shall be reported to the shareholders' meeting.

Article 17-3: Where the Company incurs no loss, per Article 17-1, it may distribute its legal reserve and the following capital reserve, in whole or in part, 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:

1. the income derived from the issuance of new shares at a premium;
2. the income from endowments received by the Company

The distribution in the preceding paragraph shall be cash and comply with the preceding article.

Where legal reserve is distributed by issuing new shares or by cash, only the portion of legal reserve which exceeds 25 percent of the paid-in capital may become distributable.

Article 18: The Company records a profit in a year, and It shall appropriate no less than 2%-10% of the profit for employee's compensation, which shall be distributed in stock or cash by the resolution of the board of directors. The employees under Article 18 may include employees of subordinate companies meeting certain conditions. The Company shall set aside no more than 3% of its annual profits as a bonus to directors, provided however that the Company shall first offset its losses in previous years that have not been previously offset. The distribution of compensation to employees and directors shall get approval by a majority of the directors at a meeting attended by two-thirds or more of the total number of the directors, and the decision of the directors shall report to the shareholders' meeting

Article 18-1: The Company's dividend policy consider key elements such as the Company's investment capital needs, financial structure and profits. The proposal of appointment of profits shall comply with Article 17-1, 17-2 and 17-3.

Based on the Balanced Dividends Policy, the Company's future dividends will be paid in stock dividends or cash dividends depending on the investment capital requirements and the degree of dilution of the earnings per share. Among which, the cash dividends ratio shall be no less than 10% of the total dividends. The distribution ratio of the cash dividends would be adjusted per the capital status of the year.

Chapter VII Supplemental Provisions

Article 19: The Company may provide endorsement and guarantee and act as a guarantor according to the governmental regulations.

Article 20: The total amount of the Company's investments is not subject to the limits set forth in Article 13 of the Company Act.

Article 21: Matters not addressed by these Articles of Incorporation shall be governed by the Company Act.

Article 21-1: (deleted)

Article 22: These Articles of Incorporation were adopted on May 30, 1983

The 1st amendement was made on August 26, 1984

The 2nd amendement was made on October 26, 1985

The 3rd amendement was made on August 26, 1986

The 4th amendement was made on December 9, 1987

The 5th amendement was made on November 23, 1990

The 6th amendement was made on August 5, 1991

The 7th amendement was made on October 13, 1993

The 8th amendement was made on October 15, 1984

The 9th amendement was made on January 10, 1985

The 10th amendement was made on July 14, 1986

The 11th amendement was made on November 14, 1986

The 12th amendement was made on Feburary 15, 1987

The 13th amendement was made on April 8, 1987

The 14th amendement was made on May 27, 1988

The 15th amendement was made on June 28, 1989

The 16th amendement was made on May 22, 2000

The 17th amendement was made on June 27, 2001

The 18th amendement was made on May 31, 2002

The 19th amendement was made on June 12, 2003

The 20th amendement was made on June 9, 2004

The 21st amendement was made on June 14, 2005

The 22nd amendement was made on June 15, 2006

The 23rd amendement was made on June 15, 2007

The 24th amendement was made on June 19, 2008

The 25th amendement was made on June 26, 2009

The 26th amendement was made on June 15, 2011

The 27th amendement was made on June 15, 2012

The 28th amendement was made on June 22, 2015

The 29th amendement was made on June 15, 2016

The 30th amendement was made on June 14, 2017

The 31st amendement was made on June 27, 2019

The 32nd amendement was made on June 24, 2020

The 33rd amendement was made on July 5, 2021

The 34th amendement was made on June 8, 2022