

Inventec Corporation

Articles of Incorporation

(This English version is a translation based on the original Chinese version. Where any discrepancy arises between the two versions, the Chinese version shall prevail.)

CHAPTER 1. GENERAL PROVISIONS

Article 1

This Company is incorporated under the Company Act, with the name and the foreign name of Inventec Corporation.

Article 2

The business scope of the Company is as following:

- 1、CC01030 Electric Appliance and Audiovisual Electric Products Manufacturing
- 2、CC01060 Wired Communication Equipment and Apparatus Manufacturing
- 3、CC01070 Telecommunication Equipment and Apparatus Manufacturing
- 4、CC01080 Electronic Parts and Components Manufacturing
- 5、CC01101 Restrained Telecom Radio Frequency Equipments and Materials Manufacturing.
- 6、CC01110 Computers and Computing Peripheral Equipments Manufacturing
- 7、CC01990 Electrical Machinery, Supplies Manufacturing.
- 8、CE01030 Photographic and Optical Equipment Manufacturing
- 9、CE01040 Watches and Clocks Manufacturing
- 10、F113010 Wholesale of Machinery
- 11、F113020 Wholesale of Household Appliance
- 12、F119010 Wholesale of Electronic Materials
- 13、F401010 International Trade
- 14、F401021 Restrained Telecom Radio Frequency Equipments and Materials Import
- 15、I301010 Software Design Services
- 16、I301020 Data Processing Services
- 17、CB01010 Machinery and Equipment Manufacturing
- 18、CC01120 Data Storage Media Manufacturing and Duplicating
- 19、H701010 Residence and Buildings Lease Construction and Development
- 20、H701020 Industrial Factory Buildings Lease Construction and Development
- 21、H701040 Specialized Field Construction and Development
- 22、H703090 Real Estate Commerce
- 23、H703100 Real Estate Rental and Leasing
- 24、CF01011 Medical devices Manufacturing
- 25、F108031 Wholesale of Medical devices
- 26、F208031 Medical devices Retailing
- 27、ZZ99999 All business items that are not prohibited or restricted by law, except those

that are subject to special approval.

Article 3

The Company may provide guarantee as necessary for the business.

Article 4

The Company has its head office in Taipei City, and the Company may establish branches in and out of this country. The total amount of the investments of the Company by a resolution of the board of directors is not subject to the limit of 40% of its paid-in capital unless the laws provide otherwise.

Article 5

The method of the public announcement of the Company shall be made in accordance with Article 28 of the Company Act.

CHAPTER II. SHARES

Article 6

The authorized capital of the Company is NTD 36,500,000,000, divided into 3,650,000,000 shares, at a par value of NTD 10 per share. The registered capital keeps NTD 200,000,000 divided into 20,000,000 shares provided for exercise of the option of stock option certificates, The shares which have not been issued would be authorized to board of directors to issue in installments.

Article 7

The registered shares of the Company may be made without physical certificates. Nevertheless, the stock of the Company shall be registered with the securities centralized depository institution.

Article 8

The shareholders of the Company shall fill in the signature card and deliver to the Company or the shares affairs agent of the Company for record, receive dividend and exercise the shareholders' rights.

Article 9

The shareholders of the Company shall conduct shares related affairs or exercise other relevant rights, such as transfer ,pledged, reporting of loss ,inheritance ,gift or change of address, etc. in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies unless the laws, regulations or securities regulation rules provide otherwise.

Article 10

The shareholders' register shall be closed during 60 days prior to the date of an ordinary shareholders' meeting, 30 days prior to the date of an extraordinary shareholders' meeting, or five days period prior to the record dates for distribution of dividends, bonuses or other benefits of the Company.

CHAPTER III. SHAREHOLDER'S MEETING

Article 11

The Company's shareholders' meeting shall be of two types, ordinary shareholders' meeting and extraordinary shareholders' meeting. Ordinary shareholders' meeting shall be convened once a year, and shall be convened within six months after close of each fiscal year. Extraordinary shareholders' meeting shall be convened when necessary in accordance with the relevant laws and regulations. A notice to convene an ordinary meeting of shareholders shall be given to each shareholder no later than 30 days prior to the scheduled meeting date. Such notice may be publicly announced, provided that for the shareholders who hold less than 1,000 shares.

Article 12

Shareholder may attend the meeting by proxy with the signature or seal by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy. The proxy for attending the shareholders' meeting shall be handled in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies promulgated by the competent authority.

Article 13

Except those shares for which the voting rights are restricted or excluded as stipulated in Article 179 of the Company Act where there is no voting right for a share, each shareholder of the Company shall have one vote for each share held.

Article 14

Unless otherwise specified in the Company Act, resolutions at a shareholders' meeting shall be adopted by a majority vote of the shareholders present in person, who represent more than one-half of the total number of voting shares. A shareholder who exercises his voting right by way of electronic transmission shall be deemed to have attended the shareholders' meeting in person. Relevant procedures shall be handled in accordance with relevant regulations.

Article 15

Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be made in accordance with Article 183 of the Company Act.

CHAPTER IV. DIRECTORS AND AUDIT COMMITTEE

Article 16

The Company shall have seven to eleven directors (including not less than three independent directors). The term of their offices shall be three years. The Company establishes audit committee and the Audit Committee shall be composed of the entire number of independent directors. 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 from the list of the nominated candidates and the directors may be re-elected for consecutive terms. Independent and non-independent directors shall be elected at the same time but on separate ballots.

In case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office. However, the competent authority may, ex officio, order the company to elect new directors within a given time limit; and if no re-election is effected after expiry of the given time limit, the out-going directors shall be discharged from such expiration date.

Total registered shares owned by the directors of the Company shall not be less than a specified percentage of the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies stipulated by the competent securities authority subject to Article 26 of the Securities and Exchange Act.

Except where the Competent Authority has granted approval, the following relationships may not exist among more than half of a company's directors:

1. A spousal relationship.
2. A familial relationship within the second degree of kinship.

Article 17

When one-third of the directors are discharged, a special shareholders' meeting shall be convened by the Board of Directors within 60 days to elect new directors or supervisors to fill the vacancies. The term of office of the newly elected director shall be the same as the remaining term of the predecessor.

Article 18

The board of directors is composed of directors. The Chairman will be elected from

among directors by a majority vote at a board meeting at which at least two-thirds of directors are present.

The Chairman shall perform his duties authorized by the Company Act or the resolution of the shareholders' meeting. The Chairman shall conduct the business of the Company in accordance with applicable laws and regulations, these Articles of Incorporation of the Company, the resolutions adopted at shareholders' meetings and resolutions adopted by the Board of Directors.

Article 19

Business policy of the Company and other important matters shall be decided by resolutions adopted by the Board of Directors. Any meeting of Board of Directors shall be convened by the Chairman of the Board of Directors who shall also be the chairman of the meeting, provided that the first meeting of each term of the Board of Directors shall be convened in accordance with Article 203 or Article 203-1 of the Company Act.

In case the chairman of the board of directors is on leave or absent or can not exercise his power and authority for any cause, the chairman of the board of directors shall designate one of the directors to act on his behalf. A board of directors shall meet at least quarterly. The reasons for calling a board of directors meeting shall be notified to each director at least seven days in advance. If the board meeting needs to be convened due to emergency, it may be convened at any time. In order to convene the board meeting, notice may be made by written notice, fax or e-mail.

Article 20

Unless otherwise provided for in 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. If the directors cannot attend the board meeting for certain reasons, he/she may appoint another director as his/her proxy each time with a power of attorney stating the scope of authority with reference to the subjects to be discussed at the meeting and powers granted; provided that a director may act as the proxy for only one another director. The board meeting may be convened via video conference, and the directors who attend the board meeting via video conference shall be deemed to have attended the meeting in person.

Article 21

Resolutions adopted at the meeting of the Board of Directors shall be recorded in the minutes and signed or sealed by the chairman. The minutes shall be distributed to each director within twenty days after the meeting. The meeting minutes shall record the discussion and resolution. The minutes shall be well preserved with the attendance book

and proxy.

Article 22

The authority of the audit committee and the other compliance issues shall be made according to the relevant laws and regulations, and be determined by the board of directors.

Article 23

No matter net income or loss, the Company shall pay remuneration for all directors conduct the business of the company.

The remuneration of directors may be determined by taking into account their participation in the Company's business and their contribution value, and industry standards and the board meeting is authorized to resolve the amount of the remuneration. During the term of their offices, the Company may purchase liability insurance for the directors to indemnify the potential liabilities, according to the relevant laws, to be borne by the directors when they perform their duties for the Company.

CHAPTER V. MANAGERS

Article 24

The Company may appoint one general manager and more managerial personnel, such as business general manager, executive assistant general manager, senior assistant general manager and assistant general manager. The appointment, discharge and the remuneration of the managers shall be handled in accordance with Article 29 of the Company Act.

CHAPTER VI. ACCOUNTING

Article 25

At the close of each fiscal year, the board of directors shall prepare the following statements and records and then submit the same to the shareholders' meeting for recognition in accordance with legal procedures

1. Business Report,
2. Financial Statements, and
3. Proposal for distribution of profit or appropriation of losses.

Article 26

If the Company has a profit of the year shall distribute not less than 3% of the balance as remuneration to Employees and not more than 3% to Directors of the Corporation. However, require that earnings shall first be offset against any deficit. The Corporation may issue stock or distribute cash to employees and the qualification requirements

including the employees of subsidiaries of the company. The conditions and measures set by the Board of Directors.

ARTICLE VII. SUPPLEMENTARY PROVISIONS

Article 27

If the Company has profit as a result of the yearly accounting closing, the Corporation shall first pay taxes, then offset its accumulated losses and set aside a legal capital reserve at 10% of the profits left over, until the accumulated legal capital reserve has equaled the paid-in capital of the Corporation then set aside special capital reserve in accordance with relevant laws or regulations or as requested by business. The remaining earnings along with accumulated retained earnings shall reserve appropriate quota depend on business demand, then distribute dividends according to shareholders' meeting resolution and the dividends shall not less than 10% of the current earnings. When dividends paid by the form of issuing new shares, it shall be proposed to shareholders' meeting and distribute according to the resolution of the meeting. The dividend policy of the Company consider capital requirements in the future, long-term investment plans needs to be adopted and stockholders' demand of cash inflow, if the Company has profit, dividends paid by cash shall not be less than 10% of the total dividends.

According to provisions of Company Act Article 240, the Company authorizes the distributable dividends and bonuses, or legal reserve and capital reserve as stipulated in Article 241 of Company Act, 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.

Article 28

If there is any matter not covered herein, the Company Act and the relevant laws and regulations shall govern.

Article 29

This Articles of Incorporation was established on April 15, 1975.

The first amendment was made on May 27, 1975.

The second amendment was made on November 16, 1976.

The third amendment was made on August 25, 1977.

The fourth amendment was made on March 1, 1978.

The fifth amendment was made on June 8, 1980.

The sixth amendment was made on April 28, 1981.

The seventh amendment was made on November 20, 1981.

The eighth amendment was made on December 13, 1981.
The ninth amendment was made on April 22, 1982.
The tenth amendment was made on May 7, 1982.
The eleventh amendment was made on May 25, 1982.
The twelfth amendment was made on June 15, 1982.
The thirteenth amendment was made on November 28, 1983.
The fourteenth amendment was made on November 12, 1984.
The fifteenth amendment was made on July 15, 1986.
The sixteenth amendment was made on September 29, 1986.
The seventeenth amendment was made on April 15, 1988.
The eighteenth amendment was made on August 26, 1988.
The nineteenth amendment was made on June 15, 1989.
The twentieth amendment was made on December 15, 1989.
The twenty-first amendment was made on April 7, 1990.
The twenty-second amendment was made on December 11, 1990.
The twenty-third amendment was made on May 18, 1991.
The twenty-fourth amendment was made on April 18, 1992.
The twenty-fifth amendment was made on April 10, 1993.
The twenty-sixth amendment was made on April 9, 1994.
The twenty-seventh amendment was made on December 2, 1994.
The twenty-eighth amendment was made on April 8, 1995.
The twenty-ninth amendment was made on April 13, 1996.
The thirtieth amendment was made on July 26, 1996.
The thirty-first amendment was made on April 24, 1997.
The thirty-second amendment was made on April 28, 1998.
The thirty-third amendment was made on April 29, 1999.
The thirty-fourth amendment was made on April 24, 2000.
The thirty-fifth amendment was made on April 27, 2001.
The thirty-sixth amendment was made on May 30, 2002.
The thirty-seventh amendment was made on May 30, 2003.
The thirty-eighth amendment was made on May 27, 2004.
The thirty-ninth amendment was made on June 14, 2005.
The forty amendment was made on June 15, 2006.
The forty-first amendment was made on June 13, 2007.
The forty-second amendment was made on June 13, 2008.
The forty-third amendment was made on June 16, 2009.
The forty-fourth amendment was made on June 15, 2010.
The forty-fifth amendment was made on June 9, 2011.

The forty-sixth amendment was made on June 18, 2012.

The forty-seventh amendment was made on June 13, 2013.

The forty-eighth amendment was made on June 12, 2014.

The forty-ninth amendment was made on June 20, 2016.

The fiftieth amendment was made on June 16, 2017.

The fifty -first amendment was made on June 14, 2018.

The fifty-second amendment was made on June 14, 2019.