

BULL WILL CO., LTD.  
Articles of Incorporation  
(Before amendment)

Chapter 1 General Provisions

Article 1: The Corporation shall be incorporated, as a company limited by shares, under the Company Act of the Republic of China, and its name shall be 百微股份有限公司 in the Chinese language.

Article 2: The scope of business of the Corporation:

1. CC01110 Manufacturing of computers and the peripheral equipment
2. CC01120 Manufacturing and reproduction of recorded media
3. CC01060 Manufacturing of wired communication equipment and apparatus
4. CC01070 Manufacturing of telecommunication equipment and apparatus
5. CC01080 Manufacturing of electronic components
6. F401010 International trading
7. F113050 Wholesale of computing and business machinery equipment
8. F113070 Wholesale of telecom instruments
9. F118010 Wholesale of computer software
10. F119010 Wholesale of electronic materials
11. I301010 Software design services
12. I301020 Data processing services
13. I301030 Digital information supply services
14. I501010 Product Designing
15. F401021 Telecom control RF equipment input
16. ZZ99999 All business items that are not prohibited or restricted by law

Article 3: The headquarters of the Corporation is set in Taipei City and may set a branch company domestically or overseas with approval from the Board of Directors in a resolution and from the government authorities.

Article 4: The corporation may provide external guarantees if needed for its business.

Article 5: The Corporation may reinvest if needed for its business, and for the re-invested business, the Corporation has to be its shareholder with limited liability, which has to be resolved in accordance with the resolution of the Board of Directors. The total amount of the re-investment should not exceed the amount stipulated in Article 13 of the Company Act regarding the limits of the amount of re-investment.

Chapter 2 Shares

Article 6: The total capital stock of the Corporation is NTD 2,050,000,000 divided into 205,000,000 ordinary shares of NTD 10 per share. The Board of Directors is authorized to issue these shares separately. Among these shares, sixteen million and seven hundred thousand shares are reserved for stock warrants, preferred shares with warrants, or corporate bonds with warrants. The Corporation can issue new shares without printing share certificates but should contact a centralized securities depository enterprise for registering these shares. For issuing employee stock option certificates, if the subscription price is lower than the closing price of the issuance date, it has to be resolved in the latest shareholders' meeting attended by shareholders representing more than one-half of the total shares issued and the resolution has to be approved by more than two-thirds of the attended shareholders. The shareholders' meeting held for such purpose should not be proposed as an extempore motion.

Article 7: The Corporation's share certificates are name-bearing, affixed with the seal or signature of at least three (3) Board Directors, and issued according to the laws and regulations. The Corporation does not need to print the share certificates once the Corporation becomes a public company with stock listed on the Taiwan Stock Exchange, and the same applies to publicly issued new shares, but a centralized securities depository enterprise should be contacted for registering these shares.

Article 8: Share transfer registration should be suspended 16 days before a routine shareholders' meeting, 30 days before a special shareholders' meeting, or five (5) days before the base day scheduled by the Corporation for distributing dividends, bonuses, or other benefits.

Article 9: The Corporation handles transfer of stocks, pledge of rights, loss, succession, gift, loss of seal, amendment of seal, change of address or other matters related to the stock of the Corporation in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" of the Republic of China, unless unspecified otherwise by laws and securities regulations. The Corporation when determines to revoke the public offering should have this matter resolved in the shareholders' meeting, and this article should not be amended during the emerging listed period and the TWSE and TPEX listed period.

### Chapter 3 Board of Directors

Article 10: Shareholders' meetings can be divided into two types: routine meetings and special meetings. Routine shareholders' meetings are held once every year and should be convened within six months after the end of each fiscal year. Special shareholders' meetings are convened when needed according to relevant laws and regulations. Shareholders should be notified about the date, location, and purposes of a shareholders' meeting thirty (30) days before convening a routine shareholders' meeting or fifteen (15) days before convening a special shareholders'

meeting, and such information should be publicly announced too.

Notification of convening of a shareholders' meeting can be sent via e-mail if the recipients of such notification give their consent.

Article 11: Shareholders who cannot attend a shareholders' meeting can provide the power of attorney provided by the Corporation to authorize a proxy to attend the meeting and to state the scope of authorization vested to the proxy. Designating a proxy to attending a shareholders' meeting by a shareholder should comply with Article 177 of the Company Act as well as the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings promulgated by the government.

Article 12: Shareholders of each share of the stock of the Corporation is entitled to one vote, excluding those entitled to no right to vote as listed in Section 2 of Article 79 of the Company Act.

Article 13: Unless required by laws and regulations, the resolution of shareholders' meetings will be adopted if the meeting is attended by shareholders in person or by their proxy representing more than one half of the total issued and outstanding shares of the Corporation and more than one half of the attended shareholders (or their proxies) approved it by vote. For the following matters, the shareholders or their proxies attending the shareholders' meeting should represent more than half of the total issued and outstanding shares of the Corporation and more than two-thirds of the shareholders or their proxies attending the shareholders' meeting vote to approve:

1. Purchase or merger with other domestic or foreign companies;
2. Dissolution, liquidation, or share split.

Article 14: Shareholders' meetings shall be convened by the Board, and the Chairperson of the Board shall preside shareholders' meetings. If the Chairperson of the Board is on leave or absent, the Chairperson of the Board shall designate one Board Director to act on behalf of the Chairperson of the Board. For shareholders' meetings convened by others with the right to convene, the convener shall preside the meeting, and if there are more than two conveners, than they should should one from themselves to preside the meeting.

Article 15: Resolutions of shareholders' meetings should be recorded in the meeting minutes, which should have the signature or the seal of the chairperson of the meeting affixed and be sent to each shareholder within twenty (20) days following the meeting. The making and distribution of the aforementioned meeting minutes can be done electronically. Publicly listed corporations can adopt the means of public announcement for distributing the said meeting minutes.

#### Chapter 4 Directors and Supervisors

Article 16: The Corporation shall have seven to nine Directors and two Supervisors. The Board shall select people with capacity to be the Directors and Supervisors of a term of office of three years, and they are eligible for re-election. Once the Corporation issues shares to the public, the shareholding percentages of the Directors and Supervisors overall shall comply with the regulations of the securities management agency.

The cumulative voting method shall be used for the election of the Directors and Supervisors of the Corporation. The number of votes each share is entitled to vote is equal to the number of Directors or Supervisors to be elected, and the votes can be all cast for one candidate or among several candidates.

Candidates receiving more votes are elected as Directors. If said approach has to be modified, the content of the revision and a cross-reference table showing before and after the revision have to be listed in the purposes for convening the meeting in addition to complying with Article 172 of the Company Act.

The Company shall purchase liability insurance for the Directors and the Supervisors to cover their liability of compensation asserted against them when they exercise their duty during their term.

Article 16.1: For the number of Directors of the Corporation, the number of Independent Directors should be no fewer than two and no fewer than one-fifth of the number of Directors in total. The candidates nomination system shall be adopted for electing the Independent Directors, and in the shareholders' meeting, Independent Directors will be elected from the list of candidates of Independent Directors. The Corporation complies with regulations stipulated by the competent authority of securities for the professional qualification, shareholding, part-time restriction, nomination, election, and other regulations of its Independent Directors.

Article 16.2: The Corporation shall set up an Audit Committee and other functional committees. The Audit Committee is composed of all Independent Directors, and one of them shall be the convener and at least one of them has to have accounting or financial expertise. The exercise of the duty by members of the Audit Committee and other regulations are in compliance with the regulations of the competent authority of securities and the Corporation. Starting from the day the Audit Committee is established, the authority of Supervisors of the Corporation shall be transferred to the Audit Committee, and the Corporations' regulations on Supervisors shall be ceased to apply.

Article 17: The Board of Directors should be composed of Directors, and Directors shall elect from themselves a Chairperson of the Board, by a majority in a meeting attended by over two-thirds of the Directors.

Article 17.1 Article 17.1: The Board of Directors shall be convened by the Chairperson of the Board and the notification can be sent out by fax or email.

Article 18: The Chairperson of the Board represents the Corporation and execute all businesses of the Corporation according to the laws and regulations and resolutions from the shareholders' meetings and Board of Directors. If the Chairperson of the Board is on leave or absent or cannot exercise his/her duty, a proxy should be designated according to Article 208 of the Company Act.

Article 19: The Board's resolutions should be approved by a majority vote at a meeting attended by more than

half of the Directors. Directors who cannot attend the meeting can provide a power of attorney, list out the reasons for not attending the meeting, and the scope of power vested to the proxy, who should be a Director attending the meeting. A Director's proxy may act as a proxy for only one other Director.

Article 20: Board's resolution should be recorded in the meeting minutes, which should have the signature/seal of the chairperson of the meeting and the person taking the minutes and be sent out to all Directors and Supervisors within 20 days, be filed as an important file of the Corporation, and be well kept during the existence of the Corporation. The making and distribution of the aforementioned meeting minutes can be done electronically.

Article 21: Aside from exercising their duty according to law, Supervisors shall attend board meetings and express their opinions, but they do not have the right to vote on resolutions.

Article 22: All Directors and Supervisors shall receive salary for exercising the duty for the Corporation's business and meeting attendance fees. Aside from referring to Article 26 Compensation of Directors and Supervisors in this Chapter, the Board of Directors are authorized to determined the total amount of their compensation based on their level of involvement in the Corporation's operations, the value of their contributions, and the average level of compensation for Directors and Supervisors in this sector.

#### Chapter 5 Managers

Article 23: The Corporation shall have a Chief Executive Officer, one General Manager, one Deputy General Manager, and other officers. Their designation, dismissal, and compensation shall be processed according to Article 29 of the Company Act.

#### Chapter 6 Accounting

Article 25: The Corporation's fiscal year starts from January 1 to December 31 of the same year. At the end of each fiscal year, the Board of Directors shall prepare the following documents, send them to Supervisors for audit and their countersignature at least 30 days before the routine shareholders' meeting, and then submit them to the routine shareholders' meeting to be recognized.

(1) Business report

(2) Financial statements

(3) Proposals for distribution of earnings or compensation of losses.

Article 26: If the Corporation has made profits in a years (the term profits refers to pre-tax interest before employee compensation and Directors/Supervisors compensation are subtracted), then no less than 5% of the profits should be allocated fro employee compensation and no more than 3% of the profits should be allocated for Directors/Supervisors compensation. If the Corporation has accumulated losses (including adjustment of non-distributed amount of surplus), the value to make up for the losses should be set aside first. However, if the Company has accumulated deficit, the priority is to allocate an amount to offset the deficit first. The said employee

compensation can be paid in the form of stock or cash, and the recipient of the payment include employees of subordinate companies qualifying the conditions set by the Board of Directors. The aforementioned Directors/Supervisors can only be paid in the form of cash. The two aforementioned items shall be determined by the Board in resolutions and be reported at the shareholders' meeting.

Article 27: If there are after-tax earnings of the current period in the Corporation's annual general final accounts, the first thing is to make up for the accumulated losses (including adjustment of non-distributed amount of surplus) and then to allocate 10% of the after-tax earning as the legal reserve, unless the legal reserve has exceeded the Corporation's total paid-in capital. Secondly, special reserve should be allocated or reversed according to laws, regulations, or the competent authority's stipulation. For the remaining earnings, together with undistributed earnings at the beginning of the period (including the adjusting the non-distributed amount of earnings), the Board of Directors shall propose earnings distribution at the shareholders' meeting to have the resolution of dividends and bonuses distribution among shareholders approved. The Company's dividend policy is based on the current and future development plans, the investment environment, funding needs, international competitions, and shareholders' interests. Each year, no less than 30% of the distributable earnings will be allocated for shareholders' dividends and bonuses, but if the distributable earnings are less than 10% of the paid-up capital, then no earnings will be distributed. Shareholders' dividends and bonuses can be distributed in the form of cash or stock, but cash dividends should be no less than 50% of the total dividends.

#### Chapter 7 Supplementary Provisions

Article 28: The Board of Directors will be set by the Company's organization regulations and operational regulations.

Article 29: Things not mentioned in this Chapter will be processed according to Company's Act and the regulated laws and regulations.

Article 29: Things not mentioned in this Chapter will be processed according to Company's Act and the regulated laws and regulations. First revision was made on June 29, 1997. Second revision was made on February 3, 1998. Third revision was made on January 14, 2000. Fourth revision was made on June 7, 2000. Fifth revision was made on July 14, 2000. Sixth revision was made on November 16, 2000. Seventh revision was made on June 8, 2001. Eighth revision was made on June 12, 2002. Ninth revision was made on October 30, 2002. Tenth revision was made on June 12, 2003. Eleventh revision was made on May 27, 2004. Twelfth revision was made on May 27, 2006. Thirteenth revision was made on June 13, 2007, except Paragraph 3 of Article 6 and Article 27 (which were effective on January 1, 2008). Fourteenth revision was made on June 13, 2008. Fifth revision was made on Jun3 17, 2010. Sixteenth revision was made on June 5, 2013, and was enacted on the day it was passed at the shareholders' meeting. Seventeenth revision was made on may 16, 2006, and was enacted on the day it was passed at the shareholders' meeting.

Eighteenth revision was made on June 16, 2007, and was enacted on the day it was passed at the shareholders' meeting.