

## Articles of Incorporation

### Chapter 1 General Principles

- Article 1 The Company is incorporated in accordance with the Company Act and is named 采鈺科技股份有限公司; the English name of the Company is VisEra Technologies Company Ltd.
- Article 2 The scope of business of the Company is as follows:  
1. CC01080 Electronic parts and components manufacture.  
2. I501010 Product design.  
3. F401010 International trade.  
Research, design, development, manufacture, and sale of:  
(1) Color Filter  
(2) Image sensing components and modules  
(3) LED components and modules  
(4) Packaging and testing of the above products  
Import and export trade business related to the Company's business.
- Article 3 The Company is headquartered in the Hsinchu Science Park, and may establish branches abroad if necessary, subject to the resolution of the Board of Directors and approval of the competent authority.
- Article 4 The total amount of investments in other companies by the Company may exceed 40% of its own paid-in capital. The Board of Directors is authorized to make operational decisions for such investments.
- Article 4-1 The Company may provide guarantee to other companies.

### Chapter 2 Shares

- Article 5 The total capital amount of the Company is four billion New Taiwan Dollars, divided into four hundred million shares, at ten New Taiwan Dollars each and may be issued in installments. The Company may issue employee stock options. Among the aforementioned total capital stock, 20,000,000 shares should be reserved for issuing employee stock options.
- Article 6 The Company is exempted from issuing any share certificate. In the event the Company issues share certificates, such certificates shall be

registered and issued in accordance with the Company Act of the Republic of China and other relevant laws and regulations.

### **Chapter 3 Shareholders' Meetings**

- Article 7 Share assignment/transfer shall be recorded in accordance with Article 165 of the Company Act and other relevant laws and regulations.
- Article 8 Shareholders' meetings of the Company are of two types, regular meetings and special meetings. Regular meetings shall be convened at least once every year within six months after the end of each fiscal year, while special meetings shall be convened whenever necessary. Shareholders' meetings of the Company can be held by means of visual communication network or other methods promulgated by the central competent authority.
- Article 9 Unless otherwise provided in the Company Act, each share of stock shall be entitled to one vote.
- Article 10 If a shareholder is unable to attend a shareholders' meeting, he/she may appoint a proxy to attend it and exercise his/her rights in accordance with Article 177 of the Company Act.
- Article 10-1 After listing of stocks on TWSE, shareholders of the Company may also exercise voting rights via an electronic voting system pursuant to regulations by the competent authority. A shareholder who exercises his/her/its voting rights via an electronic voting system shall be deemed as attending the shareholders' meeting in person, while related matters shall be conducted in accordance with the laws and regulations.

### **Chapter 4 Directors**

- Article 11 The Company shall have five to seven directors who shall be elected from among the persons with disposing capacity by the shareholders' meeting. The term of office of a director shall be three years and shall be eligible for re-election. The aforesaid Board of Directors must have at least three Independent Directors. Election of directors shall be conducted in accordance with Article 192-1 of the Company Act where the system of candidate nomination shall be adopted. The relevant implementations shall be governed by the Company Act, Securities and

Exchange Act, and other relevant laws and regulations.

- Article 12 In case no election of new directors is effected after the expiry 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. If no re-election is effected after expiry of the given time limit, the directors shall be discharged ipso facto from such expiration date.
- Article 13 The Board of Directors shall be formed by elected directors. The directors shall elect a Chairman of the Board from among themselves by a majority vote at a meeting attended by over two-thirds of the directors.
- Article 13-1 The Company shall establish an audit committee. The Company may also establish other functional committees in accordance with the laws and regulations.
- Article 14 Unless otherwise provided in the Company Act, the Chairman of the Board shall be the chairman of shareholders' meetings and meetings of the Board of Directors, and shall represent the Company. In case the Chairman is absent or otherwise cannot perform his/her duty for any reason, his/her proxy shall be appointed in accordance with Article 208 of the Company Act.
- Article 15 Save for the first meeting of each term of the Board of Directors which shall be convened by the director who received the ballots representing the largest number of votes at the election of directors, meetings of the Board of Directors shall be convened by the Chairman of the Board pursuant to the Company Act. Unless otherwise provided in the Company Act, each director shall attend the meeting of the Board of Directors in person. A Director may appoint other directors as proxy to attend the meetings of the Board of Directors on his/her behalf with a written proxy, stating therein the scope of authority with reference to the subjects to be discussed at the meeting. A director may only be appointed to act as a proxy by one other director. Resolutions at meetings of the Board of Directors shall be made in accordance with

the Company Act.

- Article 15-1 The Board of Directors is authorized to determine the remuneration for the Chairman and directors based on the extent of their participation in the business operations and the level of contribution to the Company and with reference to the international or domestic industrial standards.

### **Chapter 5 Managers**

- Article 16 The Company may have managers whose appointment, discharge and remuneration shall be decided in accordance with Article 29 of the Company Act.

### **Chapter 6 Accounting**

- Article 17 After the end of each fiscal year, the Board of Directors shall prepare the business report, financial statements, and proposal concerning the distribution of earnings or covering of losses and submit the same to the regular shareholders' meeting for acceptance.

- Article 18 The Company shall not pay dividends or bonuses to shareholders when there are no earnings. For distribution of earnings, the Company shall first estimate and reserve the taxes to be paid, the losses to be covered, and the legal reserve to be set aside which will be 10% of such earnings after including items other than the net profit after tax in the undistributed surplus earnings for the year; however, this restriction does not apply if the accumulated legal reserve has reached the amount of the Company's paid-in capital. Then the Company set aside a special reserve in accordance with the laws and regulations or as requested by the authorities in charge.

Before paying dividends or bonuses to shareholders, the Company shall set aside not more than 2% of its profits of the period for which the Company distributes the earnings as remuneration to its directors and not less than 1% as profit sharing bonuses to its employees; provided, however, that the Company shall have reserved a sufficient amount to offset its accumulated losses. Employees' profit sharing bonuses are resolved by a majority vote at a meeting of Board of Directors attended by at least two-thirds of the total number of directors and shall be reported to the shareholders' meeting.

After the Company set aside the reserve pursuant to paragraphs 1 and 2 of this Article, in case of any balance left over, together with the retained earnings from previous years, the Board of Directors shall prepare a surplus earnings distribution proposal and submit the same to the shareholders' meeting for review and approval by a resolution for distributing the dividends and bonuses.

Earnings may be distributed in total after taking into consideration the financial, business and operational factors. Earnings of the Company may be distributed by way of cash dividend and/or stock dividend and preferably by way of cash dividend. Distribution of earnings may also be made by way of stock dividend, provided however, the ratio for stock dividend shall not exceed 50% of total dividend distributed.

In case there are no earnings for distribution, or the earnings are far less than the actual earnings previously distributed by the Company, or considering the financial, business or operational factors of the Company, the Company may allocate a portion or all of its reserves for distribution in accordance with relevant laws or regulations or the orders of the competent authorities. When the reserves are to be distributed in cash, the distribution may be approved by the Board of Directors in accordance with Article 241 of the Company Act and reported to the shareholders' meeting, instead of being submitted to the shareholders' meeting for acceptance.

### **Chapter 7 Supplementary Provisions**

Article 19 These Articles of Incorporation is effective upon the approval for registration. Any matters not provided in these Articles of Incorporation shall be conducted in accordance with the Company Act and other relevant laws and regulations.

Article 20 These Articles of Incorporation were resolved on November 19, 2003. The first amendment was made on June 10, 2005, the second amendment was made on May 26, 2006, the third amendment was made on October 13, 2006, the fourth amendment was made on June 11, 2008, the fifth amendment was made on June 5, 2009, the sixth amendment was made on June 29, 2016, the seventh amendment was made on June 19, 2020, and the eighth amendment was made on March 4, 2021, and the ninth amendment was made on May 24, 2022.