



# Sonix Technology Co., Ltd.

## Articles of Incorporation

### Chapter 1 General Principles

- Article 1: The Company shall be incorporated under the Company Act of the Republic of China, and its name shall be Sonix Technology Co., Ltd..
- Article 2: The Company's scope of business is as follows:  
I. Research and development, design and manufacture, trading and distribution, import and export of semiconductors.  
II. Computer programming and development.  
III. Electronic, chemical, mechanical equipment and chemical raw materials trading and import/export business.  
IV. I599990 Other Designing (IC design, testing)  
V. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- When the Company invests in other companies with limited liability, the total amount of its investment may exceed 40% of the Company's paid-in capital. In addition, the Company may provide guarantees and endorsements for loans from relevant authorities and financial institutions, as well as financial accommodations with each other for business purposes.

- Article 3: The Company shall have its head office in Hsinchu County, the Republic of China, and may, pursuant to a resolution adopted at the meeting of the Board of Directors, set up branch offices within or outside the territory of the Republic of China when deemed necessary.
- Article 4: Public announcements of the Company shall be made according to Article 28 of the Company Act.

### Chapter 2 Shares

- Article 5: The total capital stock of the Company shall be in the amount of 2.5 billion New Taiwan Dollars, divided into 250 million shares(including 25 million shares of warrants and corporate bonds with warrants), at 10 New Taiwan Dollars each, to be issued in installments. The unissued shares shall be issued by the Board of Directors as necessary.
- Article 6: The Company's stocks are all registered, signed or sealed by the directors representing the Company, and issued after obtaining a certification from a bank permitted by law for issuance and certification of stocks. The shares issued by the Company may be exempted from printing stocks but the shares should be registered with the centralized securities depository institution.
- Article 7: A transfer of shares in the Company shall not be made against the Company unless the name and residence or domicile of the transferee are entered in the shareholder roster of the Company.
- Article 8: The transfer, inheritance, bestowal, pledge, loss, destruction of shares and other stock affairs shall be handled in accordance with the Company Act and the Regulations Governing the Administration of Shareholder Services of Public Companies.
- Article 9: Changes in the shareholder roster shall cease no later than 60 days prior to the date of the annual shareholders' meeting, no later than 30 days prior to the date of the special shareholders' meeting, or no later than five days prior to the base date on which the Company decides to distribute dividends and bonuses or other benefits.



### Chapter 3 Shareholders' Meeting

- Article 10: There are two types of shareholders' meetings: annual and special. Annual meetings are held once a year and are convened by the Board of Directors in accordance with the laws within six months after the end of the fiscal year. Unless otherwise provided in the Company Act, special shareholders' meetings shall be convened by the Board of Directors when necessary in accordance with the laws.
- Article 11: If a shareholder meeting is convened by the chairperson of the board, the chairperson shall chair the meeting. When the chairperson is on leave or for any reason unable to exercise the powers of office, the chairperson shall appoint one of the directors to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair. If a shareholder meeting is convened by someone with the convening right but other than the Board of Directors, the convening person shall chair the meeting and if there are more than two such persons, one of them shall be elected as the chair of the meeting.
- Article 12: When a shareholder is unable to attend the shareholder meeting for some reason, the proxy form issued by the Company shall be provided, specifying the scope of authorization, and a proxy shall be appointed to attend. The use of the proxy form is governed by the rules set by the competent authorities.
- Article 13: The shareholders of the Company shall have one voting right per share, except for those who have no voting rights under Article 179 of the Company Act. The shareholders shall be notified of the convening of the annual shareholders' meeting 30 days prior to the meeting, and the shareholders shall be notified of the date, location and reason for the convening of the special shareholders' meeting 15 days prior to the meeting. But the shareholders holding less than 1,000 shares may be notified by public announcement.
- Article 14: Unless otherwise provided in the Company Act, a resolution at a shareholders' meeting shall be made with the presence of shareholders representing a majority of the total number of outstanding shares, and shall be carried out with the consent of a majority of the attending shareholders.
- Article 15: Resolutions of a shareholder meeting should be recorded in the meeting minutes, which shall be signed or sealed by the chair and distributed to each shareholder within 20 days after the meeting. The distribution of the minutes may be made by public announcement. The minutes shall record the date, month and year of the meeting, the location, the name of the chair and the method of resolution, and shall record the main points of the proceedings and their results. The minutes shall be kept by the Company together with the signature book of the attending shareholders and the proxy form for attendance.

### Chapter 4 Directors and Audit Committee

- Article 16: The Company shall have seven to nine directors, who shall serve for a term of three years and shall be eligible for re-election. The total number of shares held by all directors of the Company shall be in accordance with the Company Act and the regulations of the relevant competent authorities. In accordance with the Securities and Exchange Act, the number of independent directors shall not be less than three and shall not be less than one-fifth of the number of directorships. The Company adopts a candidate nomination system for the election of directors, and the nomination of candidates is addressed in accordance with Article 192-1 of the Company Act. The professional qualifications, shareholdings, restrictions on concurrent positions, nomination and election of independent directors and other matters to be followed shall be in accordance with the relevant provisions of the Company Act and the Securities and Exchange Act. Independent directors and non-independent directors should be elected together, but their



respective elected numbers shall be calculated separately.

- Article 16-1: The company establishing an audit committee are adopted pursuant to Article 14-4, of the Securities and Exchange Act. The audit committee shall be composed of the entire number of independent directors. one of whom shall be committee convenor, and at least one of whom shall have accounting or financial expertise.
- Article 16-2: The composition, authority, rules of procedure and other matters to be followed by the Audit Committee of the Company shall be in accordance with the relevant regulations of the competent securities authorities.
- Article 17: If the number of director vacancies reaches one-third or all independent directors are dismissed, the Board of Directors shall convene a special shareholders' meeting within 60 days to hold a by-election, and the term of office shall be limited to the original term of office.
- Article 18: When the term of office of directors expires before re-election, their authorities and duties shall be extended until the re-elected directors take office. However, the competent authority may order the Company to re-elect within a time limit, and if the re-election does not take place by the end of the time limit, the directors shall be dismissed from office by the end of the time limit.
- Article 19: The directors shall organize board meetings, and a chairperson shall be elected by the presence of at least two-thirds of the directors and the consent of a majority of the directors present, to carry out all business of the Company in accordance with the laws, the Articles of Incorporation, and the resolutions of the shareholders' meeting and the Board of Directors. The boarding meetings shall be convened with seven days' notice of the reason to all directors But the board meetings may be convened at any time in case of emergency. Notice for the convening of the board meetings can be made in writing, email or fax.
- Article 20: The Board of Directors shall resolve the Company's business principles and other important matters. Except for the first meeting of each term of the Board of Directors, which is convened in accordance with Article 203 of the Company Act, the board meetings shall be convened by the chairperson of the board. If the chairperson of the board is absent from office or is unable to exercise his or her duties for any reason, the chairperson of the board shall designate one of the directors to act on his or her behalf, If no appointment is made, the director shall elect a person to act on his behalf.
- Article 21: Unless otherwise provided in the Company Act, a board meeting shall be attended by a majority of the directors, and a resolution shall be made with the consent of a majority of the directors present. If a director is unable to attend a meeting for any reason, he or she may issue a proxy form, listing the scope of authorization according to the convening matters meeting, and appoint another director to attend the meeting on his or her behalf, but only if one person is appointed by one person. However, one person cannot be entrusted by more than one person.
- Article 21-1: If the Board of Directors meets by video conference, its directors who participate in the meeting by video shall be deemed to be present in person.
- Article 22: The minutes of the Board of Directors' meetings shall be prepared, and signed and sealed by the chairperson, and distributed to each director within 20 days after the meeting. The minutes shall contain the year, month, day, location, name of the chair, method of resolution, and the main points and results of the proceedings. The minutes shall be kept by the Company together with the signature book of the attending directors and the proxy form for attendance.
- Article 23: -delete-



Article 24: The Company's directors shall be compensated for the performance of their duties, regardless of the Company's operating profit or loss, as determined by the Board of Directors in accordance with their participation in and contribution to the Company's operations and with reference to industry standards.

Article 24-1: The Company may purchase liability insurance for directors during their term of office in respect of their legal liability to perform the scope of their business.

#### **Chapter 5 Managerial officers and employees**

Article 25: The Company has a general manager and several deputy general managers, whose appointment, dismissal and remuneration are governed by Article 29 of the Company Act.

Article 26: The Company may employ consultants and key staff by resolution of the Board of Directors.

#### **Chapter 6 Annual final accounting**

Article 27: At the end of the fiscal year, the Board of Directors shall prepare the following reports and submit them to the annual shareholders' meeting for adoption in accordance with the law: (1) business report (2) financial statements (3) earnings distribution proposal or loss make-up proposal.

Article 28: When the Company has an amount of profit (the term "an amount of profit" means pre-tax benefits deducted the benefits before employees' and directors' remuneration), shall allocate not less than 10% as employees' remuneration, not more than 5% as directors' remuneration. However, the company's accumulated losses (including adjusted unappropriated earnings) shall have been covered.

The aforementioned employee remuneration may be in the form of stock or cash and may be paid to employees of the controlling company or subordinate companies who meet the conditions set by the Board of Directors. The aforementioned director remuneration can only be in the form of cash.

The previous two shall be resolved by the Board of Directors and reported to the shareholders' meeting.

Prior to the establishment of the Audit Committee of the Company, the supervisor remuneration was based on the distribution of director remuneration of the first three paragraphs of this Article.

Article 28-1: If there is any net profits after tax (including the amount of adjustment of unappropriated earnings) for the current period as indicated in the Company's annual final accounts, the Company shall first make up for the accumulated losses and set aside 10% as legal reserve in accordance with the laws; however, this shall not apply if the accumulated legal reserve has reached the Company's paid-in capital. Then, special reserve is provided or reversed in accordance with the law or the regulations of the competent authority. The Board of Directors shall prepare a proposal for the distribution of the annual earnings, including the undistributed earnings at the beginning of the period, and submit it to the shareholders' meeting for resolution on the distribution of dividends to shareholders.

According to its dividend policy, the Company is to pay no less than 50% of distributable earnings to shareholders each year, taking into account current and future development plans, the investment environment, capital requirements, domestic and international competition, and the interests of shareholders; dividends may be paid in cash or in stock, with cash dividends of no less than 10% of the total dividends.

#### **Chapter 7 Supplementary provisions**

Article 29: In regard to all matters not provided in these Articles of Incorporation, the "Company Act" of the Republic of China or other related regulations shall govern.

Article 30: The Articles were established on July 1, 1996.  
The 1st amendment was made on July 23, 1997.  
The 2nd amendment was made on September 21, 1998.



- The 3rd amendment was made on April 10, 1999.
- The 4th amendment was made on December 4, 1999.
- The 5th amendment was made on June 15, 2000.
- The 6th amendment was made on April 30, 2001.
- The 7th amendment was made on May 29, 2002.
- The 8th amendment was made on June 18, 2003.
- The 9th amendment was made on June 18, 2004.
- The 10th amendment was made on June 14, 2005.
- The 11th amendment was made on June 15, 2006.
- The 12th amendment was made on June 15, 2007.
- The 13th amendment was made on June 19, 2008.
- The 14th amendment was made on June 16, 2009.
- The 15th amendment was made on June 15, 2010.
- The 16th amendment was made on June 18, 2012.
- The 17th amendment was made on June 21, 2016.
- The 18th amendment was made on June 22, 2017.
- The 19th amendment was made on June 16, 2020.
- The 20th amendment was made on July 16, 2021.