

# ARTICLES OF INCORPORATION OF NANYA TECHNOLOGY CORPORATION

Amended by the Annual Shareholders' Meeting on May 28, 2025

## CHAPTER I GENERAL PRINCIPLES

### Article 1

The Company is incorporated in accordance with the Company Act, by the name of Nanya Technology Corporation.

### Article 2

The Company is engaged in the following businesses:

- (1) CC01080 Electronic Parts and Components Manufacturing;
- (2) F401010 International Trade;
- (3) I199990 Other Consultancy; and
- (4) ZZ99999 Businesses not prohibited and restricted by regulations except permitted businesses.

### Article 3

The Company's principal office is located in New Taipei City, and, if necessary, may set up local or foreign offices or branches in accordance with the resolution of the Board of Directors.

### Article 4

Any public notice of the Company shall be made in accordance with Article 28 of the Company Act.

### Article 5

The Company may provide guaranty in favor of its business related entities.

The total amount of the investments in other companies shall exceed forty percent of the Company's paid-in capital.

## CHAPTER II SHARES

### Article 6

The total capital of the Company is NT\$300,000,000,000, divided into 30,000,000,000 shares, at NT\$10 per share. The unissued shares of the capital are issued in installments. NT\$4,000,000,000, divided into 400,000,000

shares at NT\$10 per share out of the total capital as mentioned above shall be reserved for the issuance of certificates of subscription rights.

#### **Article 7**

The company may be exempted from printing any share certificate for the issued shares and the company shall appoint a centralized securities custody institution to make recordation of the issue of such shares.

#### **Article 8**

Registration for share transfer shall be suspended within sixty days prior to each ordinary shareholders' meeting, thirty days prior to each extraordinary shareholders' meeting, or five days prior to any record date for distribution of dividends or other interests as determined by the Company.

### **CHAPTER III SHAREHOLDERS MEETING**

#### **Article 9**

Shareholders' Meetings of the Company may be classified into ordinary regular meetings and extraordinary meetings. Ordinary meetings shall be held within 6 months after the end of each fiscal year and shall be convened by the Board of Directors. Extraordinary meetings will be held according to the law when necessary.

A written notice to convene the Regular Shareholders' Meeting shall be given to each Shareholder at least 30 days in advance including the agenda. For Special Shareholders' Meeting, a written notice including the agenda shall be given to each shareholder 15 days in advance. Causes and subjects of convening a Shareholders' Meeting shall be explicitly described in the notice and public announcement. Notice may be made in electronic form upon the consent of the counter party.

The Shareholders' Meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.

#### **Article 10**

In case a shareholder is unable to attend a shareholders' meeting, he/she may sign and chop a proxy in the form printed and provided by the Company, stating the scope of authorization, to appoint a proxy to attend the meeting on his/her behalf. After the proxy is being served to the Company, if the shareholder would like to attend the Shareholders Meeting in person or exercise the voting power in writing or by way of electronic transmission, such shareholder shall notify the Company in writing no later than two(2) day prior to the meeting date of the Shareholders Meeting. If the shareholder fails to revoke his/her proxy by the aforesaid deadline, the voting right exercised by the proxy shall prevail.

## **Article 11**

Each shareholder shall have one vote right for each share he/she holds, except for limited shares or circumstances without voting rights as itemized in paragraph 2, Article 179 of the R.O.C. Company Law.

## **Article 12**

Unless otherwise required by the Company Act, any resolution of shareholders' meeting shall be adopted by the Shareholders of a majority of the votes presented at a shareholders' meeting attended by the shareholders who aggregately hold a majority of all issued and outstanding shares of the Company.

Resolutions adopted at the Shareholders Meeting shall be recorded in the minutes of the proceedings. The minutes of proceedings shall also include the time and place of the meeting, name of the chairman, the manner in which resolutions had been adopted, as well as other essentials of the proceedings, and shall be signed or sealed by the chairman of the meeting. Preparation and distribution of the minutes may be made in electronic method.

The Company may issue a public announcement on the Market Observation Post System to distribute the aforesaid meeting minutes to shareholders.

## **CHAPTER IV DIRECTORS**

### **Article 13**

The Company shall have 9 to 12 directors, each with a term of three years. The candidates nomination system is adopted by the elections of the directors. The shareholders shall elect the directors from among the nominees listed in the roster of director candidates. A director can be re-elected.

The directors mentioned in the previous paragraph shall be at least three (3) independent directors. The method of nomination, election of independent directors and other related matters shall be conducted in accordance with the Company Act and the regulations of the competent authority for securities matters.

In accordance with the Article 14-4 of the "Securities and Exchange Act", the Company shall establish an Audit Committee. The Audit Committee shall consist of all of the independent directors. The exercise of competence and related matters of the Audit Committee and its members shall be in accordance with "Securities and Exchange Act" and other related regulations.

### **Article 14**

The Board of Directors is constituted by directors. A Chairman of the Company

is elected by a majority of the directors at a board meeting at which more than two-thirds of all of the directors are present, and may elect a Vice Chairman. The Chairman shall be the representative of the Company.

### **Article 15**

In case the Chairman is on leave or is not able to exercise its power and authority for any cause, such situation shall be handled in accordance with Article 208 of the Company Act.

The meeting notice of the Board of Director may be given by means of written notice, email, or fax. Each director shall attend the meeting of the board of directors in person. If directors can not attend in person except those residing in a foreign country and regulated by Company Law, he/she shall issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting and appoints another director to attend a meeting of the board of directors in his/her behalf, but a director may accept the appointment to act as the proxy referred to in the preceding Paragraph of one other director only. In case a meeting of the board of directors is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

With the exception of items that regulated by law or relevant article or regulation, such as the major advantages of the Company or Related-party Transactions, should still be resolved by The Board of Directors, The Board of Directors can authorize the Chairman to preside the following scope during the off-session,

- (1) Ratify the important agreements.
- (2) Ratify the secured or pledged loan by real estate and other types of loan.
- (3) Ratify the purchase and disposal on assets and real estates of the Company.
- (4) Appoint the Directors of the Board and Supervisors of the invested companies.
- (5) Ratify the record date of capital increase or decrease and cash or stock dividend.

### **Article 16**

The Board of Directors is authorized to determine the compensation for the Directors, according to their extent and value of the contribution provided for the Company and the common compensation standards of the same industry.

The Company shall buy D&O insurance for the directors during the term.

## **CHAPTER V            MANAGERS**

### **Article 17**

The Company shall have certain managers. The appointment, discharge and remuneration of such managers shall be made in accordance with Article 29 of Company Law.

## **CHAPTER VI   ACCOUNTING**

### **Article 18**

After the end of each fiscal year, the Board of Directors shall prepare the following statements and reports and submit them to the ordinary shareholders' meeting for ratification:

- (1) Business report;
- (2) Financial report; and
- (3) Proposals for allocation of profits or compensating losses.

### **Article 19**

The Company shall appropriate 1% to 12% for employees' compensation from profit before tax prior to deducting employees' compensation. Among them, the Company shall appropriate 0.3% to 3.6% for non-executive employees' compensation from profit before tax prior to deducting employees' compensation. However, the Company's accumulated losses shall have been covered.

The Company may have the profit distributable as employees' compensation distributed in the form of shares or in cash, and the qualification requirements of employees, including the employees of subsidiaries of the Company meeting certain specific requirements, entitled to receive compensation shall be determined by the Board of Directors.

The resolution of employees' compensation shall be made in accordance with Article 235-1 of the Company Act of ROC.

### **Article 20**

Whenever there are profits of the Company, it shall be used to pay all outstanding taxes, recover the Company's accumulated losses, and set aside 10% thereof in a legal reserve. However when the accumulated legal reserve amounts to the paid-in capital, this shall not apply. Thereafter, the remaining profit, if any, after set aside a special reserve or reserves for certain undistributed earnings for business purposes, shall collectively with any undistributed surplus earnings from previous fiscal years, be included in a surplus earning distribution plan submitted by the Board of Directors and be

authorized to distribute dividends paid in cash after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by over two-thirds of the Directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting. The dividends paid in stock shall be submitted for the approval in a shareholders' meeting.

The Company belongs to a high-technology and capital intensive industry and its operations are still experiencing significant growth. To accommodate the long-term financial projection of the Company, the Company adopts the policy that dividends shall be distributed appropriately in accordance with the Company's budget of capital expenditures. In principle, the stock dividends distributed by the Company shall not exceed 50% of the total distributable dividends of that year.

## **CHAPTER VII MISCELLANEOUS**

### **Article 21**

Any matter not provided in these Articles of Incorporation shall be handled in accordance with the Company Act and other relevant regulations.

### **Article 22**

These Articles of Incorporation were enacted on February 17, 1995.

The first amendment was made on July 4, 1995.

The second amendment was made on October 20, 1995.

The third amendment was made on May 31, 1997.

The fourth amendment was made on May 29, 1998.

The fifth amendment was made on April 28, 2000.

The sixth amendment was made on March 30, 2001.

The seventh amendment was made on March 30, 2001.

The eighth amendment was made on August 31, 2001.

The ninth amendment was made on May 17, 2002.

The tenth amendment was made on May 14, 2003.

The eleventh amendment was made on May 14, 2003.

The twelfth amendment was made on May 14, 2004.

The thirteenth amendment was made on May 14, 2004.

The fourteenth amendment was made on May 18, 2005.

The fifth amendment was made on May 19, 2006.

The sixteenth amendment was made on May 25, 2007.

The seventeenth amendment was made on June 25, 2008.

The eighteenth amendment was made on June 24, 2010.

The 19th amendment was made on November 17, 2011.

The 20th amendment was made on June 12, 2012.

The 21st amendment was made on December 14, 2012.

The 22th amendment was made on June 10, 2015. The Company shall establish an Audit Committee at the expiration of the term of office of the

Company's incumbent Supervisors elected on June 21, 2013.  
The 23th amendment was made on June 22, 2016.  
The 24th amendment was made on May 26, 2017.  
The 25th amendment was made on August 4, 2021.  
The 26th amendment was made on May 26, 2022.  
The 27th amendment was made on May 29, 2024.  
The 28th amendment was made on May 28, 2025.