



ARTICLES OF INCORPORATION OF Global Unichip Corporation

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Section I - General Provisions

Article 1

The Company shall be incorporated, as a company limited by shares, under the Company Act of the Republic of China, and its name shall be 創意電子股份有限公司 in the Chinese language, and Global Unichip Corporation in the English language.

Article 2

The scope of business of the Company shall be as follows:

CC01080 Electronic Parts and Components Manufacturing

A. Engage in research & development, production, testing , and sales of:

- i. Embedded memory and logic components for various applications ICs;
- ii. Cell libraries for various applications ICs; and
- iii. EDA tools for various applications ICs.

B. Provide technological support and consulting services related to the aforementioned products.

Article 3

The Company may provide endorsement and guarantee and act as a guarantor.

Article 4

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The Company may, by a resolution adopted by the Board of Directors, become a shareholder of limited liability in other companies, the total amount of its investments in such other companies shall not be subject to the restriction of not exceed forty percent of the amount of its own paid-up capital as provided for in Article 13 of the Company Act of the Republic of China. However, the total amount of its investments in such other companies shall not exceed to one half of its paid-in capital. The aforesaid resolution shall be adopted by a majority of directors at a meeting attended by two-thirds or more of the total number of directors.

Article 5

The Company shall have its head office established in Hsinchu Science Park, Hsinchu, Taiwan, Republic of China, and shall, upon the resolutions of the Board of Directors and approval of competent authorities, be free to set up representative and branch offices at various locations.

Section II - Capital Stock

Article 6

The total capital stock of the Company shall be in the amount of 1,800,000,000 New Taiwan Dollars, divided into 180,000,000 shares (of which 15,000,000 shares should be reserved for issuance of employee share subscription warrant (stock options)), at par value of ten New Taiwan Dollars each. The Company may, by a resolution adopted by the Board of Directors, and issues the total authorized number of shares in installments.

Article 7

In compliance with relevant provisions of the Company Act, rules, and regulations of the Republic of China, The Company may be exempted from priority subscription if the Company complies with the provisions of the Company Act, rules, and regulations of the Republic of China.



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Article 8

All transfer of stocks, pledge of rights, reporting of loss, succession, gift, loss of seal, amendment of seal, change of address or similar stock transactions conducted by shareholders of the Company shall follow the "Guidelines for Stock Operations for Public Companies" unless specified otherwise by law and securities regulations.

Article 9

Alteration of entries in the shareholders' roster shall be suspended~~Assignment/transfer of shares have been recorded in the shareholders' roster shall not be altered~~ within 60 days prior to the convening date of a regular shareholders' meeting, or within 30 days prior to the convening date of a special shareholders' meeting, or within 5 days prior to the target date fixed by the Company for distribution of dividends, bonus or other benefits.

Section III – Shareholders' Meeting

Article 10

Shareholders' meeting of the Company is in two types, namely:

- (1) Regular shareholders' meeting and
- (2) Special shareholders' meeting.

Regular shareholders' meeting shall be convened, by the Board of Directors, within six (6) months after the close of each fiscal year. Special shareholders' meeting shall be convened in accordance with the relevant laws, rules, and regulations of the Republic of China.

Article 11

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The shareholders' meeting shall be presided over by the chairman of the Board of Directors of the Company. In his/her absence, either the vice chairman of the Board of Directors or one of the directors shall preside; whereas for a shareholders' meeting convened by any other person having the convening right, he/she shall act as the chairman of that meeting provided, however, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.

Article 12

A notice stating date, venue, and agenda to convene a regular shareholders' meeting shall be given to each shareholder no later than 30 days prior to the scheduled meeting date. In ~~the case of the Company intends to convene~~ a special shareholders' meeting, a meeting notice shall be given to each shareholders no later than 15 days prior to the scheduled meeting date.

Article 13

If a shareholder is unable to attend the shareholders' meeting, he/she may appoint a proxy to attend it on his/her behalf by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy in accordance with relevant laws, rules, and regulations of the Republic of China.

Article 14

Each share of stock shall be entitled to one vote.

Article 15

The resolutions at a shareholders' meeting shall, unless required otherwise by the Company Act of the Republic of China, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total

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number of voting shares. The resolution shall be deemed adopted and shall have the same effect as if it was voted by casting ballots if no objection is voiced by attending shareholders after solicitation by the chairman.

Section IV –Directors and Supervisors

Article 16

The Company shall have seven to nine directors. The Board of Directors is authorized to determine the number of directors.

The term of office for directors shall be three (3) years, and all directors shall be elected by the shareholders' meeting from among the persons with disposing capacity and shall be eligible for re-election. The Company may purchase insurance for its directors or officers to protect them against potential liabilities arising from their exercise of director or officer duties.

The aforesaid Board of Directors shall consist of at least three independent directors.

Article 16-1

In the process of electing directors, the number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a director elect.

The –

~~Independent~~ directors shall be elected by adopting candidates' nomination system as specified in Article 192-1 of the Company Act of Republic of China. The nomination and announcement through a public notice of ~~independent~~ directors shall comply with the relevant regulation of the Company Act of Republic of China and the Securities and Exchange Act of Republic of China. Election of independent directors and directors shall take place at the same

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time but the number of independent directors and directors elected shall be counted respectively.

Article 16-2

~~In compliance with Article 14-4 of the Securities and Exchange Act of Republic of China, the Company shall establish an audit committee, which shall consist of the entire number of independent directors. The audit committee or the members of audit committee shall be delegated the power as set forth in the provisions regarding supervisors in the Company Act of Republic of China, the Securities and Exchange Act of Republic of China, and other laws and regulations.~~

In compliance with Article 14-4 of the Securities and Exchange Act of Republic of China, the Company shall establish an **a**Audit and Corporate Governance **e**Committee, which shall consist of the entire number of independent directors. The **a**Audit and Corporate Governance **e**Committee or the members of **a**Audit and Corporate Governance **e**Committee shall be delegated the power as set forth in the provisions regarding supervisors in the Company Act of Republic of China, the Securities and Exchange Act of Republic of China, and other laws and regulations.

Article 17

~~The chairman election shall by a resolution adopted by a majority of vote at a meeting of the Board of Directors shall elect a chairman of the board directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors, and may also elect in the same manner a vice chairman of the board. The chairman of the Board of Directors shall externally represent the company.~~

Article 18

~~Unless~~~~Except the required~~ otherwise provided for in~~by~~ the Company Act of the Republic of China, meetings of the Board of Directors shall be convened by the chairman of the Board of Directors and the resolutions of the Board of Directors shall be adopted ~~by with the concurrence of the a~~ majority vote of the directors present at the meeting attended by a majority of the directors.

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Article 19

The chairman of the Board of Directors shall preside over all meetings of the Board of Directors. In ~~case the chairman of the Board of Directors is his/her~~ absence ~~or cannot exercise his/her power and authority for any cause~~, the vice chairman of the Board of Directors or any one of the directors shall ~~be acting~~ ~~on his/her~~ ~~him~~ ~~her~~ ~~behalf in~~ accordance ~~with~~ Article 208 of the Company Act of the Republic of China. Each director shall attend the meeting of the Board of Directors in person and a director may ~~be represented by~~ ~~appoint~~ another director ~~to attend the meeting of the Board of Directors in his/her~~ ~~behalf~~ at his/her absence. ~~In the mean time, there is no~~ A director may ~~accept the appointment to~~ act as proxy ~~of for more than~~ one other director ~~only~~. ~~The meeting of the Board of Directors may be conducted via visual communication network, and Any director's participation in such a visual communication – attending the meeting via video conference~~ shall be deemed ~~to have~~ ~~attend~~ ~~ing~~ the meeting in person.

Article 20

The Board of Directors is authorized to determine the compensation for the directors, taking into account the standards of the industry within the Republic of China and overseas.

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Section V- Executives Officers

Article 21

The Company may appoint a president, vice president(s) or such other officers to meet the Company's operational or managerial needs. Appointment, discharge, and the remuneration of such executive officers shall be decided in accordance with the Article 29 of the Company Act of Republic of China. Notwithstanding the foregoing, the appointment, discharge, and the remuneration of the president, vice president(s), Chief Financial Officer, and

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Accounting Controller shall further be proposed by chairman of the Board of Directors and approved by a majority of the directors of the Company. The ~~assistant~~~~eciate~~ vice president(s) shall further be proposed by president and approved by chairman of the Board of Directors and a majority of the directors of the Company.

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Article 22

The officer of the Company shall not concurrently act as an officer of another company, nor shall he/she operate, for the benefit of his/her own or others, any business which is the same as that of the Company, unless otherwise concurred in by the Company pursuant to the resolution ~~to be~~ adopted by a majority vote of the directors at a meeting of the Board of Directors attended by ~~at least~~ a majority of the directors of the Company.

Article 23

The president of the Company shall conduct business operation of the Company in accordance with relevant rules and regulations of the Republic of China, ~~A~~articles of ~~i~~ncorporation of the Company, and the resolutions ~~s~~ of shareholders' meeting or Board of Directors' meeting.

Section VI-Financial Reports

Article 24

The fiscal year for the Company shall be from January 1 of each year to December 31 of the same year.

Article 25

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The Board of Directors shall, at the end of each fiscal year, submit the following items to the shareholders' meeting for their approval:

- a. The annual business report;
- b. The financial statements; and
- c. The surplus earnings distribution or loss make-up proposal.

Article 26

~~The Company shall not pay dividends or bonuses when there is no surplus profit. When distributing the surplus net profits for each fiscal year, the Company shall first offset its losses of previous years and set aside the following items below in the following order accordingly:~~

- ~~a. Legal capital reserve at ten10% percent of the remaining profits, except whenuntil the accumulated legal capital reserve has equaled the total capital of the Company;~~
- ~~b. Special capital reserve in accordance with the relevant laws or regulations or the resolution ofin the shareholders' meeting;~~
- ~~c. The remuneration of Bonus to directors of not more than two2% percent of the remainder after setting aside a. and b. above. Directors who also serve as executive officers of the Company are not entitled to receive the remuneration ofbonus to directors;~~
- ~~d. Bonus to employees of not less than two2% percent of the remainder after setting aside a. and b. above. The Company may issue stock bonuses to employees of an affiliated company upon meeting the conditions set by the Board of Directors;~~
- ~~e. Any balance remaining shall be allocateddistributed in accordance to with the resolution in the shareholders' meeting and among the shareholders in proportion to the number of their shares.~~

~~WhereIn case there is no surplus profit for distribution in sucha certain year, or the profit of a suchcertain year is far less than the profit actually distributed by the Company in the previous year, 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 in charge.~~

~~When allocating the net profits for each fiscal year, the Company shall set~~

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aside not less than two percent of the profit distributable as bonus remuneration to

employees and not more than two percent of the profit distributable as bonus remuneration

to directors. Additionally, no less than 0.7% of the aforementioned ratio of employees' remuneration amount shall be distributed to the Company's non-executive employees. Directors who also serve as executive officers of this Company

are not entitled to receive bonus remuneration under this Article 26. ~~to directors.~~ However, the Company's

accumulated losses shall have been covered.

The Company may have ~~the profit distributable as~~ employees' compensation remuneration

distributed in the form of shares or in cash. There may have certain qualification requirements set for employees of affiliated company entitled to receive such compensation remuneration.

The net profit for each fiscal year distributable set out in the preceding first paragraph is the net income before tax set aside the employees' and board of directors' compensation remuneration.

The Company may, by a resolution adopted by a majority vote at a meeting of board of directors attended by two-thirds of the total number of directors, have the profit distributable as employees' and board of directors' compensation and in addition thereto a report of such distribution resolution shall be submitted to the shareholders' meeting.

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Article 27

The Company shall not pay dividends or bonuses when there is no surplus profit. When distributing the surplus profits for each fiscal year, the Company shall first offset its losses of previous years and set aside the items below in the following order:

- a. Legal reserve at ten percent of the remaining profits except when the accumulated legal capital reserve has equaled the total capital of the Company;



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- b. Special reserve in accordance with the relevant laws or regulations or the resolution of the shareholders' meeting;
- c. Any balance remaining shall be distributed to the shareholders pro rata based on the number of shares held in accordance with the resolution of the shareholders' meeting.

Where there is no surplus profit for distribution in such year; or the profit of such year is far less than the profit actually distributed by the Company in the previous year; 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.

Article 28

Only the shareholders recorded in the shareholders' roster at the target date fixed by the Company for distribution of dividends and bonus are entitled to the allocation of dividends and bonus.

Article 29

The Company's profit distribution, the proportion of cash dividends shall not be lower than sixty percent of the total dividends, depending on future expansion plans and cash needs.

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Section VII- Supplementary Provisions

Article 30

In regard to all matters not provided for in these Articles of Incorporation, the Company Act of the Republic of China and relevant rules and regulations of the Republic of China shall govern.

Article 31

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These Articles of Incorporation are agreed to and signed on December 11, 1997 by all the promoters in the promoters meeting of the Company, and these Articles shall take effect from the date of approval of registration by the competent authority. The first Amendment was approved by the shareholders' meeting on April 14, 1998, the second Amendment on October 20, 1998, the third Amendment on August 8, 2001, the fourth Amendment on July 30, 2002, the fifth Amendment on July 30, 2002, the sixth Amendment on December 18, 2002, the seventh Amendment on January 23, 2003, and the eighth Amendment on May 31, 2005, the ninth Amendment on January 10, 2006, the tenth Amendment on June 30, 2006, the eleventh Amendment on May 24, 2007, the twelfth Amendment on June 3, 2009, the thirteenth Amendment on June 4, 2010, the fourteen Amendment on June 20, 2013, and the fifteen Amendment on May 26, 2016. The 16th amendment was made on May 15, 2025.

The Company is at present is in a stage of business growing stage. The proportion of dividends that will be in cash will depend on future expansion plans and cash needs. For profit distribution, the proportion of cash dividends shall not be lower than ten10& percent of the total dividends, depending on future expansion plans and cash needs.

Section VII-Supplementary Provisions

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已註解 [b12]: Missing the translation of “由發起人會議”。

已註解 [b13]: Missing the translation of “自呈奉主管機關核准登記之日施行”。



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~~the fifth Amendment on July 30, 2002, the sixth Amendment on December 18, 2002, the seventh Amendment on January 23, 2003, and the eighth Amendment on May 31, 2005, the ninth Amendment on January 10, 2006, the tenth Amendment on June 30, 2006, the eleventh Amendment on May 24, 2007, the twelfth Amendment on June 3, 2009, the thirteenth Amendment on June 4, 2010, the fourteen Amendment on June 20, 2013.~~