

FORTUNE INFORMATION SYSTEMS CORPORATION

Articles of Incorporation

Chapter 1: General Provisions

Article 1

The Company shall be established in accordance with the provisions of the Company Act, and its name shall be " FORTUNE INFORMATION SYSTEMS CORPORATION ".

Article 2:

The business scope of the company shall include the following:

1. Agency, import and export trade, rental, repair, maintenance services of office automation equipment, parts, accessories and supplies.
2. Agency, import and export trade, rental, repair, maintenance, design, manufacture, processing and assembly services of computer and other information equipment and its peripherals, parts, accessories and supplies.
3. System analysis and programming services of computer and other information software.
4. Agency, import and export trade, rental, repair and maintenance, design and assembly services of educational equipment, design equipment, manufacturing equipment, machinery automation equipment, machinery computerization equipment, and robots and their parts, accessories, and supplies.
5. Agency, import and export trade, rental, repair, and maintenance services of microfilm equipment and computer output microfilm equipment and their parts, accessories and supplies.
6. Data processing services on behalf of customers using computer microfilm equipment or other information equipment.
- g. Computer information management consulting services.
7. Operation of computer information data processing and telecommunications value-added network services.
8. Import and export trade and agency services for the above products.
9. I301030 electronic information supply services.
10. IZ12010 human resource dispatch services.
11. ZZ9999 In addition to the licensed business, it may engage in business not prohibited or restricted by law.

Article 2-1

The Company may, with the approval of the board of directors, provide mutual guarantees to related businesses for the needs of its operations.

Article 2-2

The amount of the company's investment shall not be subject to the limitation of 40% of its paid-in capital.

Article 3

The Company's headquarters is located in Taipei City, and branch offices may be established domestically or abroad as deemed necessary by resolution of the board of directors.

Article 4 (Deleted)

Chapter 2: Shares

Article 5

The capital stock of the Company is set at NT\$1,070 million, divided into 107 million shares, with a par value of NT\$10 per share, and shall be issued in stages. When the Company's shares can legally be repurchased by the Company, the authorized board of directors shall make regulations accordingly.

Item 1 of the capital stock reserves NT\$100 million for issuing employee stock option certificates, totaling 10 million shares, with a par value of NT\$10 per share, which may be issued in stages according to the resolution of the board of directors.

Article 5-1

If the Company intends to transfer the repurchased shares of the Company to employees at a price lower than the actual average purchase price of the shares, it shall report to the latest shareholder meeting resolution in accordance with relevant regulations before the transfer can be processed.

If the Company intends to issue employee stock option certificates at a price lower than the closing price of the Company's ordinary shares on the issue date, it shall report to the latest shareholder meeting resolution in accordance with relevant regulations before issuance can be carried out.

The second item of the employees may include employees of parents or subsidiaries of the Company meeting certain specific requirements.

Article 6

The Company's shares shall be in the form of registered shares, signed or stamped and numbered by the representative director of the company, and shall be issued after being endorsed by a bank that is legally qualified to act as a stock issuance endorsement agent.

The shares issued according to the provisions of the preceding paragraph shall be registered or stored with a securities central depository and clearing corporation, and may also be combined and reissued in large denominations at the request of the securities central depository and clearing corporation.

The shares issued by the company may be exempt from printing stock certificates and shall be registered with the securities central depository and clearing corporation.

Article 7

The handling of the Company's shares shall be conducted in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies."

Article 8 (Deleted)

Article 9

When shareholders transfer shares of the Company, they shall, unless otherwise

provided by applicable laws, apply jointly with the transferee for transfer registration to the Company, and the transfer shall be registered in the shareholders' register. The transfer of rights and obligations from the original shareholder to the transferee shall take effect upon completion of the registration by the company. Transfer registration shall be suspended within 60 days before a general meeting of shareholders, 30 days before a special meeting of shareholders, or 5 days before a date determined by the company as the basis for distribution of dividends or other benefits in accordance with law.

Chapter 3: Shareholders' Meeting

Article 10

The shareholders' meeting of the Company shall be divided into two types:

1. Regular meeting of shareholders: held once a year in the location of the company, to be convened by the Board of Directors within six months after the end of the fiscal year in accordance with the law.
2. Special meeting of shareholders: to be convened when necessary in accordance with relevant laws. The supervisor may also convene the ad-hoc shareholders' meeting if deemed necessary.

Article 10-1

The shareholders' meeting of the Company may be held via video conference or other methods announced by the central competent authority.

Article 11

The notice of regular meeting of shareholders shall be given to each shareholder 30 days in advance; the notice of special meeting of shareholders shall be given to each shareholder 15 days in advance.

Article 12

Unless otherwise provided by law, the resolution of the shareholders' meeting of the Company shall be adopted by the attendance of more than half of the total number of shares represented and the consent of more than half of the voting rights of the attending shareholders. However, in the following circumstances, the voting rights shall require the personal attendance or representation of more than two-thirds of the total number of issued shares and the consent of more than half of the voting rights of the attending shareholders:

1. Purchase or merger with other domestic or foreign enterprises.
2. Dissolution, liquidation or division.

Each share has one voting right. However, the shares of a shareholder under the circumstances specified in Article 179-2 of the Company Act shall have no voting rights.

The voting rights for the election of shareholders shall be equal to the number of candidates for election for each share.

Article 13

The chairman of the board of directors shall preside over the shareholders' meeting. In the event that the chairman cannot attend, the vice chairman shall preside if one

is appointed. If the vice chairman is unable to attend or if no vice chairman has been elected, the directors shall appoint one of their own as chairman. If the meeting is called by someone other than the board of directors, the person calling the meeting shall preside as chairman. In the event that there are two or more persons calling the meeting, they shall appoint one of themselves as chairman.

Shareholders who cannot attend the shareholders' meeting may authorize another person to attend on their behalf by means of a power of attorney issued by the company and in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies as announced by the competent authorities and the Company Act.

Article 14

Minutes of the shareholders' meeting shall be prepared and the chairman shall sign or stamp them. The minutes shall be distributed to the shareholders within twenty days after the meeting. The distribution may be made by means of public announcement. The preparation and distribution of the minutes may be made by electronic means.

Chapter 4 Directors and the Board of Directors

Article 15

The Board of Directors of the Company shall consist of seven directors (including at least three independent directors, and the number of seats held by independent directors shall not be less than one fifth of the total number of seats held by all directors), who shall be nominated by the general meeting of shareholders. The total proportion of shares held by all directors shall be in accordance with the regulations of the securities regulatory authority.

The qualifications, shareholdings, restrictions on concurrent positions, nomination and election procedures, and other matters to be observed for independent directors under the first paragraph shall be handled in accordance with the relevant regulations of the securities regulatory authority.

Article 15-1

In accordance with the regulations of the Securities and Exchange Act, the Company may establish an Audit Committee, and the day the Audit Committee is established, the supervisor shall be abolished. The provisions of this chapter regarding the supervisor shall become invalid at the same time. The powers and duties previously exercised by the supervisor under the Company Act, Securities and Exchange Act, and other laws shall be exercised by the Audit Committee.

The Audit Committee shall be composed of all independent directors, and the number of members of the Audit Committee, the term of office, the rules of procedure for its meetings, and the resources the Company shall provide when the Audit Committee exercises its powers shall be specified in the organizational rules of the Audit Committee as provided by law.

Article 16

The term of a director is two years, and he/she may be reelected continuously. If the number of directors falls below one-third of the total, the board of directors shall

convene an extraordinary meeting of shareholders within 60 days to fill the vacancy, and the term of the replacement director shall be limited to the remaining term of the original director.

Article 17

The Company shall have one Chairman, elected by the directors present who make up more than two-thirds of the total, and with the consent of the directors present who make up more than half of the total. The company may also have one Vice Chairman, elected in the same manner.

Article 18

The Chairman shall represent the company in accordance with the law and preside over the board of directors.

Article 19

The board of directors shall hold regular meetings in accordance with the provisions of the law, and shall be convened and presided over by the Chairman. In case of emergency, the board of directors may be convened at any time by electronic mail or other written notice. The resolution of the board of directors shall be adopted by the agreement of more than half of the directors present, unless otherwise provided by the Company Act. If the Chairman is unable to attend the meeting due to any reason, the Vice Chairman shall act as chairman. If the Vice Chairman is also unable to perform his/her duties or if there is no Vice Chairman elected, the Chairman may appoint one director to act as chairman. If a director is unable to attend the meeting for any reason, he/she may delegate another director to act on his/her behalf. A director who participates in a meeting via video conference shall be considered as personally present.

Article 20

The scope of duties and power of the board of directors shall be as follows:

1. To formulate the company's organizational regulations and operational rules.
2. To approve the business and financial policies.
3. To approve the budget.
4. To draft plans for the distribution of profits.
5. To approve the reports submitted to the shareholders' meeting and important proposals.
6. To approve important regulations.
7. To approve important contracts.
8. To approve the establishment and elimination of branch offices.
9. To appoint and dismiss the company's senior management personnel in accordance with Article 25 of this charter.
10. To approve other important matters.

Article 21

When the board of directors is in recess, the company's business shall be carried out by the chairman of the board of directors.

Chapter 5 Supervisors

Article 22

The company shall have two supervisors, who shall be elected from among the shareholders with capacity to act, in accordance with the law, by the general meeting of shareholders. The total holding ratio of all supervisors shall be in accordance with the regulations of the securities regulatory authority.

Article 23

The term of office of the supervisors is two years, and they may be reelected continuously. When all the supervisors are removed from office, the board of directors shall hold an extraordinary general meeting of shareholders to elect replacements within 60 days, and their term of office shall be limited to the original term.

Article 24

The scope of duties and power of the supervisors shall include:

1. Examination of the business and financial conditions of the company.
2. Review of the annual financial statements.
3. Examination of the company's books and records.
4. Other powers granted by law.

Chapter 6 Managers

Article 25

The Company may appoint one or more general managers, and their appointment, removal, and compensation shall be handled in accordance with Article 29 of the Company Act.

Chapter 7 Accounting

Article 26

The Company shall have an accounting year from January 1 to December 31 of each year, and after the annual settlement, the following books shall be prepared and sent to the auditor for review. After being confirmed without error, they shall be presented to the general meeting of shareholders for recognition.

1. Business report.
2. Financial statements.
3. Proposal for distribution of profits or compensation for losses.

Article 27

When the Company completes the annual settlement, compensates for previous losses, and distributes profits, it shall first set aside 10% as the legal profit reserve. However, when the legal profit reserve has reached the paid-in capital of the Company, no further set aside is required. The remaining shall be set aside as required by law or as the special profit reserve, and then the board of directors shall prepare a proposal for profit distribution and present it to the general meeting of shareholders for resolution.

Article 27-1

The expenses for the directors and the auditor, and the salary for the chairman, shall be determined by the board of directors based on the relevant industry standards. The chairman shall also be granted other benefits in accordance with the relevant regulations for the salary of employees.

Article 27-2

The Company is currently in the growth phase of its industry life cycle, and in order to consider the future funding needs of the Company and meet the needs of shareholders for cash inflows, if there are undistributed profits after the annual settlement, not less than 60% of the post-tax net profit shall be distributed as dividends to shareholders, of which cash dividends shall not exceed 50% of the total cash and stock dividends paid out during the year. However, when the earnings per share for the year are less than NT\$ 3, the proportion of cash dividends paid out may be increased to a maximum of 100%.

Article 27-3

When the company has profit in a given year, a portion of the pre-tax net profit before deducting employee compensation should be set aside as employee compensation, at a rate of 6%. However, if the company still has accumulated losses, the amount should be reserved for future use to make up for the losses. The employees eligible for the employee compensation should include the employees of parents or subsidiaries of the Company meeting certain specific requirements.

Employee compensation should be distributed in the form of stocks or cash, and should be resolved by the board of directors according to the law and reported to the shareholders meeting.

Chapter 8 Appendix

Article 28

The organizational regulations and details of procedures of the company shall be established separately.

Article 29

In case of any matter not fully covered in this constitution of the company, it shall be handled in accordance with the provisions of the Company Act and relevant laws and regulations.

Article 30

This constitution was established on February 13th, 1977.

The 1st amendment was made on March 10th, 1977.

The 2nd amendment was made on February 10th, 1979.

The 3rd amendment was made on October 20th, 1981.

The 4th amendment was made on March 10th, 1982.

The 5th amendment was made on April 5th, 1982.

The 6th amendment was made on May 12th, 1982.

The 7th amendment was made on April 27th, 1984.

The 8th amendment was made on June 15th, 1985.

The 9th amendment was made on April 23rd, 1987.
The 10th amendment was made on April 15th, 1988.
The 11th amendment was made on December 21st, 1988.
The 12th amendment was made on April 7th, 1989.
The 13th amendment was made on April 23rd, 1990.
The 14th amendment was made on August 25th, 1991.
The 15th amendment was made on May 3rd, 1993.
The 16th amendment was made on May 21st, 1995.
The 17th amendment was made on May 30th, 1996.
The 18th amendment was made on May 21st, 1997.
The 19th amendment was made on May 6th, 1998.
The 20th amendment was made on June 16th, 1999.
The 21st amendment was made on May 10th, 2000.
The 22nd amendment was made on May 27th, 2001.
The 23rd amendment was made on May 15th, 2002.
The 24th amendment was made on June 14th, 2004.
The 25th amendment was made on June 15th, 2005.
The 26th amendment was made on June 17th, 2007.
The 27th amendment was made on June 10th, 2009.
The 28th amendment was made on September 11th, 2009.
The 29th amendment was made on June 17th, 2010.
The 30th amendment was made on June 18th, 2012.
The 31st amendment was made on June 17th, 2014.
The 32nd amendment was made on June 21st, 2016.
The 33rd amendment was made on June 23rd, 2020.
The 34th amendment was made on July 20th, 2021.
The 35th amendment was made on June 24th, 2022.