

Insyde Software Corp.
Articles of Incorporation

CHAPTER 1 : General Provisions

- Article 1 : The Company is incorporated under those provisions of the Company Law relating to companies limited by shares, and is named as " Insyde Software Corporation".
- Article 2 : The business engaged in by the Company shall be as follows :
- 一、 F118010 Wholesale of Computer Software
 - 二、 F119010 Wholesale of Electronic Materials
 - 三、 I301010 Software Design Services
 - 四、 I301020 Data Processing Services
 - 五、 I301030 Digital Information Supply Services
 - 六、 F113050 Wholesale of Computing and Business Machinery Equipment
 - 七、 F113030 Wholesale of Precision Instruments
 - 八、 F401010 International Trade
 - 九、 ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special
- Article 3 : The Company may provide endorsement and guarantee for the outside parties due to business or investment needs. The total reinvestment of the Company shall not be limited to less than 40%.
- Article 4: The Company's principal executive offices shall be located in Taipei City. The Company may, upon approval of the board of directors, establish and revocation branch offices in Taiwan or abroad
- Article 5: The Company's processing rules of announcement affairs shall fully comply with Company Act Art 28.

CHAPTER 2 : Shares

- Article 6 : The total authorized capital of the Company shall be NT\$600,000,000, divided into 60,000,000 shares with a par value of NT\$10 each. The board of directors is authorized to issue the aforesaid shares in several tranches, and may issue employee stock options within the scope of unissued shares in the previous item. Of the aforesaid capital stock, NT\$75,000,000 is reserved for stock options of employees with the issue of 750,000 shares with a par value of NT\$10 each in the form of stock options and issued in several tranches in accordance with the resolution adopted by the board of directors.

A company may restrain the shares subscribed by its employees under Article 167-1, a company buy back any of its outstanding shares, from being transferred or assigned to others within a specific period of time which shall in no case be longer than two years.

- Article 6-1 : If the price of transfer to employees is lower than average price actually bought back by the company, such transfer shall be adopted at the most recent Shareholders' Meeting with consents of more than two-thirds of votes of attending shareholders who represent a majority of the total issued shares.
- Article 6-2 : If the subscription price of issue of the Company is lower than the price of employees' warrants certificates which is equal to the close price of ordinary shares at the date of issue, such issue shall be adopted at a Shareholders' Meeting with consents of more than two-thirds votes of attending shareholder who represent a majority of the total issued shares..
- Article 7 : Delete
- Article 8 : The share certificate of the Company shall be hereof, the registered ones, shall be duly signed and sealed by not less three directors and endorsed by the competent authority or its authorized issuing registration agency relevant to the purpose before issuance.
When the Company issues shares, the share certificates may be exempted from printing; however, Centralized Securities Depository Enterprises Organizations should be contacted for their entries.
- Article 9 : Transfer of shares shall be suspended within sixty (60) days before any general shareholders' meeting, within thirty (30) days before any special shareholders' meeting, and within five days before the base date on which dividends, bonuses or other interest are scheduled to be paid by the Company.

CHAPTER 3 : Shareholder meeting

- Article 10 : The shareholders' meetings of the Company shall be classified as either general meetings or special meetings. General meetings shall be called by the board of directors according to law once a year within six months after the end of the fiscal year. Special meetings shall be called as necessary in accordance with the law.
- Article 11 : In case a shareholder is unable to attend a shareholders' meeting, he/she may appoint someone to attend the meeting on his/her behalf with a written proxy prepared by the Company with his/her signature or seal and stating therein the scope of authorization with reference to the subjects to be discussed at the meeting. The appointment of proxy to attend a shareholders' meeting shall follow the Rules for Attending Shareholders' Meeting of a Public Company by Proxy promulgated by the competent authority except Article 177 of the Company Act.
- Article 12 : Shareholders of the Company shall be entitled with one vote for each share of capital

stock held, except for situations of no voting right set out in the Company Act

- Article 13 : Except as otherwise provided by Company Act or relevant regulations, no resolution shall be adopted at a shareholders' meeting unless it is attended by shareholders holding and representing over one-half of all issued and outstanding shares and at which meeting over one-half of the votes held by shareholders present cast in favor of such resolution.
- Article 14 : The shareholders' meetings shall be convened by the Board of Directors and presided over by the Chairman of the Board. The Chairman of the Board shall appoint a director to act as his or her proxy if the Chairman is unable to attend such meeting. If the Chairman does not appoint a proxy, the directors shall appoint one from among them. If a meeting is convened by a person entitled to convene other than the Board of Directors, such person shall act as the chairman for the meeting; provided, however, if there are more than one person entitled to convene, the chairman for the meeting shall be appointed from among them.
- Article 15 : The resolution adopted by the shareholders meeting shall be recorded in writing; the meeting minutes must be signed by or imprinted with the seal of the chairperson and distributed to shareholders within twenty (20) days after the meetings. Proceedings of the distribution in the preceding paragraph, to enter the announcement MOPS whom the way.

Chapter 4 - Directors and Supervisors

- Article 16 : The Company shall have seven directors and three supervisors the actual quota of their seats of each session elected by the shareholders' meeting was authorized to be decided by the board meeting. They shall be elected by the shareholders' meeting from among the persons with disposing capacity. The term of office of directors shall be three years; re-election shall be permissible. The Company's shares are issued to the public, the percentage of shareholdings of all the directors selected shall follow the regulation of the competent authority in charge of securities affairs.
- Article 17 : The previous said directors quota, the independent directors shall not be fewer than two persons in number and not be fewer than 1/5 directors, The candidates nomination system is adopted and the shareholders shall elect from among the nominees listed in the roster of directors (independent director) and supervisors candidates. Their professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination, and other matters for compliance with respect to independent directors shall follow the regulation of the competent authority in charge of securities affairs.
- Article 18 : When the posts of 1/3 of the directors have been vacated or all of the supervisors have been discharged, a special meeting of shareholders shall be convened to elect directors or supervisors to fill the vacancies within sixty (60) days. The term

of office of the new members shall be the same as the original.

Article 19 : The board of directors shall be organized by directors, among them the Chairman of the Board shall be elected by more than half of directors present at a meeting attended by more than 2/3 of directors. The Chairman of the meetings externally represent the Company.

Article 20 : Unless otherwise provided by the Company Act, the meetings of the Board of Directors shall be convened by the Chairman of the Board with written notice sent to each director by mail, email, or fax. Except as otherwise provided by the Company Act, the resolutions of the Board of Directors shall be adopted by at least a majority of the directors present at a meeting attended by at least a majority of the directors holding office. A director who has a personal interest in any of the items on the meeting agenda shall disclose the details of the conflict at such meeting. Directors should attend board meetings in person. The director who is unable to attend board meetings in person may authorize another director to attend a board meeting on his or her behalf. Nonetheless, a director may accept the appointment to act as the proxy of one other director only

The board of directors' meetings may be held by video conference. Directors who attend meetings by video conference are deemed as attend the meetings in person.

Article 21 : In case the Chairman of the Board of Directors is on leave or cannot exercise his powers, he may designate in accordance with Article 208 of the Company Law. Directors should attend board meetings in person. The director who is unable to attend board meetings in person may authorize another director to attend a board meeting on his or her behalf. Nonetheless, a director may accept the appointment to act as the proxy of one other director only.

The board of directors' meetings may be held by video conference. Directors who attend meetings by video conference are deemed as attend the meetings in person.

Article 22 : Delete

Article 23 : The compensation or transportation allowance paid to the Directors shall be determined by the Board of Directors' resolution according to the industry standard. The chairman's payment is given by according to the wage of the company employment.

Article 24 : Delete

Article 25 : The Company may purchase liability insurance for Directors to protect them against potential liabilities arising from the exercise of their duties.

Chapter 5 - Managers

Article 26 : The Company shall have one president. The appointment, removal and payment shall be handled in accordance with Article 29 of Company Act.

Chapter 6 - Accounting

- Article 27 : The Company shall in accordance with have the following various documents and books prepared by the Board of Directors at the end of the fiscal year to the supervisors thirty day prior to the shareholder's meeting, for auditing and endorsement by the supervisor(s) and the supervisors shall submit the reports to the shareholders' annual meeting for ratification. (1) Business Report (2) Financial Statement (3) Proposals of profit allocation and loss coverage
- Article 28 : In each year if the Company has earnings, before paying any bonus to employees or directors, funds shall be appropriated in this order, first: income taxes shall be paid, deficits from previous years shall be reimbursed, appropriation of 10% as a mandatory reserve shall be funded, unless the amount of mandatory reserve is already equivalent to the paid-in capital of The Company.
- And finally, appropriation or reversal of special reserves as required by Securities and Exchange Act 41 or the competent authority distributed on a record. If the Company is profitable, it shall set aside 10-15% as employee compensation and 3% as Director compensation. The Board of Directors shall draft a proposal to distribute the surplus, which shall be approved at a shareholders' meeting.

Chapter 7 - Supplemental Provisions

- Article 29 : For items not provided in the rules, Articles of Incorporation, the Company Act and other relevant laws and regulations shall govern.
- Article 30 : For dividend distribution, the surplus dividend policy will be adopted based on the future operational planning, business development, capital expenditure budget and requirement of capital fund. Distribution of dividend may be made by cash dividend or by stock dividend, provided that the percentage of cash dividend shall exceed 10% of total distributed dividend, and the plan of distribution shall be proposed by the Board of Directors and shall be implemented after the distribution plan is approved by the Shareholder' Meetings .Shareholders of the company dividend distribution, of which cash dividends shall not be lower than ten percent of the total shareholders' dividends distributed for the same year.
- Article 31 : These Article were formulated on September 15, 1998 ; 1st amendment on November 20, 1998; 2nd amendment on July 20, 1999 ; 3rd amendment on December 10, 1999; 4th amendment on June 29, 2000; 5th amendment on June 10, 2001; 6th amendment on June 18, 2001; 7th amendment on June 28, 2002; 8th amendment on June 20, 2003; 9th amendment on June 17, 2005; 10th amendment on June 14, 2006; 11th amendment on June 25, 2008; 12th amendment on June 26, 2009; 13th amendment on June 15, 2010; 14th amendment on July 21, 2012; 15th amendment on June 17, 2013

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Chairman : 王 志 高