ARTICLES OF INCORPORATION OF MEGA SECURITIES CO., LTD.

CHAPTER I: GENERAL PROVISIONS

Article 1: The Company is incorporated in accordance with the Company Act and is named Mega Securities Co., Ltd.

Article 2: The Company's business classifications are:

(1) H301011 Securities brokerage
(2) H401011 Futures merchant
(3) H408011 Futures introducing broker
(4) H105011 Trust

Article 2-1: The Company's business activities include:

(1) Consigned trading of securities over securities exchanges.
(2) Consigned trading of securities at its place of business.
(3) Proprietary trading of securities over securities exchanges.
(4) Proprietary trading of securities at its place of business.
(5) Underwriting of securities.
(6) Stock affairs agency services.
(7) Margin trading of securities.
(8) Consigned trading of foreign securities.
(9) Futures introducing broker.
(10) Proprietary futures trading.
(11) Management of special-purpose money trusts.
(12) Management of special-purpose securities trusts.
(13) Management of securities trusts (securities lending services) according to a specific mandate or method given by respective principals.
(14) Other securities-related services approved by the competent authority.

Article 3: The Company is headquartered in Taipei City and may establish branches or subsidiaries elsewhere in Taiwan or overseas as resolved by the Board of Directors, subject to the approval of the competent authority.

Article 4: Public announcements of the Company shall be duly made in accordance with Article 28 of the Company Act.

Article 4-1: Deleted.

Article 4-2: The Company may act as the guarantor, guarantee transfer of note, or provide assets to be secured as collateral (hereinafter referred to as "endorsements/guarantees") on behalf of an overseas subsidiary reinvested in by the Company in which the Company owns more than a 50% stake arising from a requirement listed below:

(1) The Company may provide a guarantee or assets to be secured as collateral for the underwriting of securities as required by such a subsidiary.

(2) The Company may provide an endorsement on behalf of such a subsidiary that requires financing from a local financial institution.

CHAPTER II: SHARES

Article 5: The amount of authorized capital stock of the Company shall be fourteen billion and five hundred million New Taiwan Dollars (NTD14,500,000,000), divided into one billion four hundred and fifty million (1,450,000,000) shares of common stock with a par value of ten New Taiwan Dollars (NTD10) each. The Board of Directors is authorized to make multiple share issues.

Article 6: Deleted.

Article 7: The shares issued by the Company are registered shares. Share certificates shall be signed or sealed by the representative director and shall only be issued after the certification by banks which are eligible to be the certifiers for share issuance in accordance with relevant laws and regulations. The registered shares issued by the Company can be without printed share certificates, and the shares may also issued by means of printing 1 combined share certificate for all the issued shares.

Article 8: Transfer of share ownership shall be suspended during the 60 days prior to an annual general meeting, during the 30 days prior to an extraordinary shareholders' meeting, and during the 5 days prior to the baseline date of any dividend, bonus, or rights distribution.

CHAPTER III: SHAREHOLDERS' MEETINGS

Article 9: The Company holds two types of shareholders' meetings: annual general meetings and extraordinary shareholders' meetings. Annual general meetings are convened by the Board of Directors once a year within six months after the end of each fiscal year in accordance with law. Extraordinary shareholders' meetings may be held whenever deemed necessary in accordance with law.

Article 10: If a shareholder is unable to attend the shareholders' meeting in person, a proxy may be appointed by presenting a properly signed/sealed proxy form printed in the Company's prescribed format and specifying the scope of delegated authority.

Article 11: Shareholders of the Company are entitled to one voting right for every share held.

Article 12: Except where otherwise regulated by the Company Act, a shareholders' meeting resolution is passed when more than 50% of all outstanding shares are represented in the meeting and more than 50% of all voting rights represented at the meeting vote in favor of the resolution.

Article 12-1: If the Company is solely owned by a single corporate shareholder, the Board of Directors shall be delegated to exercise shareholders' authorities on behalf thereof; in which case, any rules pertaining to shareholders' meetings stipulated in these Articles of Association or in the Company Act shall not apply.

CHAPTER IV: BOARD OF DIRECTORS

Article 13: The Company shall have seven to nine directors, who are elected during shareholders' meetings from persons of full capacity to serve a term of three years. Their terms of service may be renewed if re-elected in the following election.

Among the directors chosen above, there may be no fewer than three independent directors, and they must not represent less than one-third of the Board. These independent directors need to be elected during a shareholders' meeting in accordance with the Company Act.

Article 14: The Board of Directors shall appoint one Chairman during a board meeting with more than two-thirds of directors present and the support of more than half of all attending directors.

Article 14-1: Board meetings shall be convened by the Chairman. Unless otherwise regulated by the Company Act, the Board's resolutions are passed only if more than half of the total board members are present in a meeting, and with more than half of attending directors voting in favor. Directors should attend board meetings personally. If a director is unable to attend personally, another director can be appointed to attend on their behalf, provided that a letter of authorization detailing the scope of delegated authority over the discussed agenda is issued for the proxy. One director can only represent one other director. Where a board meeting is conducted by way of video conferencing, those who participate in the video conference are considered to have attended the meeting in person.

A board meeting shall be convened on at least a quarterly basis. The notice of convening a board meeting shall be given to all directors in writing by hard copy, e-mail or fax at least seven (7) days prior to the meeting. However, the board meeting can be convened on shorter notice if there is an emergency.

The discussions at the board meetings of the Company shall be in accordance with relevant laws, regulations and the Articles of Incorporation, and the Company may adopt rules of procedures for the board of directors meetings to regulate relevant issues.

Article 14-2: A Board Secretary shall be assigned to attend to the Board's needs.

Article 14-3: The employee retirement policy shall apply with respect to the calculation and payment of the Chairman's pension. The Chairman's pension is not subject to restrictions such as age and years of service.

Article 14-4: The Chairman's remuneration shall be set at 1.25 times the amount paid to the President.

The Board of Directors is authorized to determine the level of independent directors' remuneration based on individual participation and contribution to the Company's operations and in reference to industry peers.

The Company may purchase liability insurance policies to insure directors against liabilities incurred over the course of their services in accordance with law.

Article 15: If the Chairman is unable to perform his/her duties due to leave of absence or for any reason, a delegate shall be appointed in accordance with Article 208 of the Company Act.

Article 16: Deleted.

Article 16-1: If the Company is solely owned by a single corporate shareholder, then independent directors and directors shall all be appointed by the corporate shareholder.

Article 16-2: The Company shall establish an Internal Audit Office that reports directly to the Board of Directors. The Internal Audit Office shall be headed by one Chief Auditor who, with a grade equivalent to a Vice President, is responsible for conducting audits of the utmost independence. Appointment and dismissal of the Chief Auditor must be approved by a resolution of the Board of Directors.

Article 16-3: Since the forming of the thirteenth term of the Board of Directors, the Company has established an Audit Committee, which consists of all independent directors and shall consist of at least three members, one of whom shall be the convenor and at least one of whom shall have accounting or financial expertise; the exercise of the Audit Committee's powers and duties, its organizational procedures, and other matters for it to be complied with shall be in accordance with relevant laws and regulations or the Company's Articles of Incorporation.
To improve internal management, the Company may establish functional committees depending on needs in accordance with relevant laws and regulations, and the terms and conditions of these committees shall be determined at the board meetings.

CHAPTER V: MANAGERS

Article 17: The Company shall appoint one President and 1 to 3 Senior Vice Presidents. Appointment, dismissal, and remuneration for the above positions shall be handled according to the Company Act. The scope of managers' duties and authorities shall be determined by the Board of Directors and be governed by their respective contracts.

CHAPTER VI: ACCOUNTING

Article 18: The Company's fiscal year begins on January 1 and ends on December 31 of each year. The Company's Board of Directors is responsible for preparing the following statements and reports at the end of each fiscal year; these statements and reports shall be presented during the annual general meeting for final acknowledgment in accordance with the statutory procedures:

(1) Business reports.

(2) Financial statements.

(3) Earnings appropriation or loss reimbursement proposals.

Article 19: Deleted.

Article 20: When calculating earnings each fiscal year, the Company shall, after first making provisions for taxation and reimbursing any losses accumulated in the prior fiscal year, set aside a statutory earnings reserve pursuant to relevant laws and regulations and a special earnings reserve pursuant to relevant laws and regulations or as deemed necessary. Any remaining earnings thereto shall be added to the Company's undistributed earnings carried over from the previous fiscal year, if any, and this amount shall then be distributed as dividends or held as retained earnings according to the Earnings Distribution Proposal of the Board of Directors subject to approval by a resolution passed at a shareholders' meeting.

Where earnings are to be distributed as dividends, the sum of cash dividends must not be less than 50%. The remaining earnings shall then be distributed as stock dividends. The percentage of cash and stock dividends, however, may be adjusted through a resolution passed at a shareholders' meeting.

Article 20-1: Deleted.

Article 20-2: Contingent on the Company's profitability in the current fiscal year (i.e., pre-tax profit recorded prior to disbursement of employee compensation), where a profit remains after any losses owed are deducted, the Company shall allocate not less than 0.4% and not more than 5% of the remaining profit for employee compensation.

CHAPTER VII: SUPPLEMENTARY PROVISIONS

Article 21: Matters not expressly provided for under these Articles of Association shall be governed by the Company Act, the Securities and Exchange Act, and other relevant regulations.

Article 22: These Articles of Association were established on October 19, 1989.

The first amendment was made on February 6, 1993.
The second amendment was made on June 25, 1994.
The third amendment was made on June 22, 1996.
The fourth amendment was made on March 1, 1997.
The fifth amendment was made on August 4, 1997.
The sixth amendment was made on June 20, 1998.
The seventh amendment was made on June 9, 2000.

The eighth amendment was made on May 31, 2002.
The ninth amendment was made on October 31, 2002.
The tenth amendment was made on March 14, 2003.
The eleventh amendment was made on August 4, 2003.
The twelfth amendment was made on October 27, 2005.
The thirteenth amendment was made on December 22, 2005.
The fourteenth amendment was made on November 23, 2006.
The fifteenth amendment was made on October 18, 2007.
The sixteenth amendment was made on June 26, 2008.
The seventeenth amendment was made on August 19, 2008.
The eighteenth amendment was made on June 24, 2009.
The nineteenth amendment was made on September 17, 2009.
The twentieth amendment was made on May 27, 2010.
The twenty-first amendment was made on December 29, 2010.
The twenty-second amendment was made on February 23, 2012.
The twenty-third amendment was made on January 27, 2016.
The twenty-fourth amendment was made on January 18, 2017.
The twenty-fifth amendment was made on March 23, 2017.
The twenty-six amendment was made on June 20, 2018.
The twenty-seventh amendment was made on Jun 17, 2020
The twenty-seventh amendment was made on Jun 17, 2020
The twenty-eighth amendment was made on August 13, 2021.
The twenty-ninth amendment was made on September 20, 2024, and it took effect as of the inauguration of the thirteenth of Board of Directors.