

Capital Futures Corp. Articles of Association

- Article 1 The Company is organized in accordance with the provisions of the R.O.C. Company Act, and known as “Capital Futures Corp.”
- Article 2 The Company’s business scope is as follows:
(1) H401011 Futures commission merchant
(Limited to those approved by the FSC)
(2) H405011 Futures consulting business
(3) H407011 Futures management business
(4) H310011 Securities introducing broker
(5) H304011 Securities investment consulting enterprise
(6) H301011 Securities firm
(7) H404011 Leverage transaction merchant
- Article 3 The Company’s headquarter is located in Taipei; the board of directors may, depending on business needs, establish domestic and overseas branches in appropriate locations on approval by the Competent Authority.
- Article 4 The Company’s total registered capital is NT\$2.5 billion exact, which is divided into 250 million shares at NT\$10 per share; the board of directors is authorized to approve such shares issued in batches. Employees of the Company subscribing for new shares in accordance with the Company Act include employees of the Company’s parents or subsidiaries meeting certain specific requirements. The certain specific requirements shall be specified by the board of directors.
- Article 5 The Company’s shares are in registered form and issued in accordance with the Company Act and other relevant rules and regulations of the Republic of China. After public offering of shares the Company is exempt from printing physical share certificates. The Taiwan Securities Central Depository should be contacted for registration of the shares issued pursuant to the preceding provisions.
- Article 6 The Company’s shareholders should send to the Company their real names, addresses, specimen of their seals, and uniform tax numbers for registration and future references; this requirement also applies when there is a change to the information above.
- Article 7 Shareholders should collect dividends or bonuses from the Company or exercise other rights based on their seals filed with the Company.
- Article 8 Unless otherwise provided in law, the provisions in Regulations Governing the Administration of Shareholder Services of Public Companies promulgated by the Competent Authority should be followed in handling share transfer, share pledge, report of share loss, inheritance, gifting, report of seal loss or change, or change of address.
- Article 9 A Nominal fee may be charged for shareholders’ application for share renewal or replacement.
- Article 10 Share book closures are 60 days before each regular shareholders meeting, 30 days before each extraordinary shareholders meeting, or five days before the ex-day for the Company’s payment of dividends, bonuses or other benefits.
- Article 11 The Company’s shareholders meetings are divided into the following two types:
(1) General shareholders meeting, to be convened within six months after the end of each fiscal year.
(2) Extraordinary shareholders meeting, to be convened when necessary in accordance with relevant laws and regulations.
Regarding convening of the aforementioned meetings, in accordance with relevant laws and regulations a written or electronic notice should be sent to shareholders 30 days before a general shareholders meeting or

15 days before an extraordinary shareholders meeting to notify shareholders of the place and the subject. The Company's shareholders meetings may be held by means of visual communication network or other methods promulgated by the central competent authority. For shareholders with less than a thousand registered shares, the convening notice to such shareholders may be in the form of a public announcement in accordance with other relevant laws and regulations.

- Article 12 Except the non-voting shares stipulated in Article 179 of the Company Act or in other laws and decrees, each share has one voting right.
- Article 13 A shareholder who is unable to attend a general meeting may present the power of attorney issued by the Company with the level of authorization stipulated, and appoint a proxy to attend the meeting on his behalf. Unless otherwise provided in Article 177 of the Company Act, the requirements in Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies issued by the Competent Authority should be followed.
- Article 14 Unless otherwise provided in relevant laws or regulations, shareholders or proxies of shareholders who hold more than half of the total number of issued shares should be present in a shareholders meeting before the meeting may start and the resolution be represented, and the resolution should be passed by more than half of the shareholders present at the meeting. The voting power at a shareholders' meeting may be exercised by way of electronic transmission; the method of execution shall comply with relevant regulations.
- Article 14-1 Before the Company intends to report the avoidance of public issue, it should present a proposal at a shareholders meeting for special resolution, and no further change of this Article 14-1 should be made during the period of the Company's shares are traded on the Emerging Market or the Taipei Exchange.
- Article 15 A shareholders meeting shall be convened by the board of directors and the chairman of the board shall be the meeting's chairman. In case the chairman of the board of directors is on leave or absent or cannot exercise his power and authority for any cause, the vice chairman shall act on his behalf. In case the vice chairman is also on leave or absent or unable to exercise his power and authority for any cause, the chairman of the board of directors shall designate one of the directors to act on his behalf. In the absence of such a designation, the directors shall elect from among themselves an acting chairman of the board of directors. For a shareholders meeting convened by a person with the convening right but other than the board members, the person who convenes the meeting shall be the meeting's chairman; if there are two or more such persons, then the chairman should be selected between/among such persons.
- Article 16 The resolutions made in a shareholders meeting should be recorded in the meeting minutes, which should be signed by the meeting's chairman or affixed with his seal and distributed to the shareholders within 20 days after the meeting. Preparation and distribution of the meeting minutes may be notified of such meeting minutes through a public announcement.
- Article 17 The Company's board of directors consists of seven to nine directors who are elected in shareholders meetings among competent persons. Each person has a term of three years, and may be re-elected. Among the directors in the preceding paragraph, independent directors should account for three or more, and be no less than one-fifth of the total directors. Directors should be elected through a nomination system and by shareholders from a list of director candidates. Relevant rules of the Competent Authority should be followed concerning independent directors' professional qualifications,

shareholdings, restrictions on their concurrent jobs, the method for nomination of candidates and other binding matters. Provisions of the securities regulatory body should be followed concerning the percentage of directors' total shareholdings.

Article 17-1 In electing directors in shareholders meetings, except stipulated in laws and decrees, each share has the same number of voting rights as the number of directors to be elected. Such voting rights may be used on one single person or distributed among a number of people, and the persons winning most votes are elected. If two or more persons win the same number of votes but the total number of specified seats is exceeded, then a decision may be made among the persons winning the same number of votes through a drawing of lots; for those who are absent the chairman will perform the drawing on their behalf.

Article 18 A chairman and a vice chairman of the board should be elected by the Directors among themselves. The chairman of the board externally represents the Company. In case the chairman of the board of directors is on leave or absent or cannot exercise his power and authority for any cause, the vice chairman shall act on his behalf. In case the vice chairman is also on leave or absent or unable to exercise his power and authority for any cause, the chairman of the board of directors shall designate one of the directors to act on his behalf. In the absence of such a designation, the directors shall elect from among themselves an acting chairman of the board of directors.

Article 19 The board meeting should be convened by the chairman of the board. However, the first Board meeting in each term should be convened by the director who wins most votes in the shareholders meeting. If the director who wins most votes or the chairman of the board of directors fails to convene a board meeting, the majority or more of the directors may convene a board meeting on their own.

For convening a board meeting, the reason should be stated in the meeting notice, and all directors should be notified seven days prior to the meeting date. However, in case of an emergency, a meeting may be convened at any time.

The board meeting notice may be in the form of a written notice, fax or e-mail, etc.

Agreed by the relative directors, the notification in the preceding paragraph may be carried out in an electronic form.

The directors should attend a Board meeting in person. A director who is unable to attend may delegate another director as proxy to attend on his behalf; however, each director can act as the proxy for only one other director.

Article 20 Unless otherwise provided in the Company Act, more than half of the directors should be present in a board meeting before the meeting may start, and the resolution should be passed by more than half of the directors present at the meeting:

For the motion related to director's own interests and concerns, the relative director should explain the importance and relevance in that meeting.

Article 21 (Deleted)

Article 22 The powers of the board of directors are as follows:

- (1) Review and approval of important legal documents and contracts
- (2) Decision on business policy
- (3) Approval of budgets and preparation of accounts
- (4) Draw up the change of paid-in capital
- (5) Draw up the distribution of earnings
- (6) Setting of the Company's major functions and appointment and

- dismissal of key personnel
- (7) Approval of the purchase or disposal of important assets and real estate
- (8) Appointment, dismissal and remuneration of the accounting firm for auditing.
- (9) Other powers conferred by laws and regulations or shareholders
- The powers above should be chartered after due approvals are obtained.
- Article 22-1 Due to business operational needs, the board of directors may establish an audit committee and a remuneration committee or other functional committees.
- Article 23 The audit committee is formed by all independent directors in accordance with Article 14-4 of Securities and Exchange Act. The number and term of the audit committee members, the official powers of the audit committee, the rules of procedure for meetings of the audit committee and the exercising of official powers of the Audit Committee etc. shall be specified in the audit committee charter in accordance with the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies. All the powers of the supervisors from the Securities and Exchange Act, the Company Act and other regulations should be performed by the Audit Committee. The independent directors in the audit committee shall apply mutatis mutandis the regulations of supervisors' behaviors and their representative of the Company.
- Article 24 If one third of the director seats are vacant or all independent directors are dismissed from duties, the board should convene an extraordinary shareholders meeting within 60 days for re-election. The terms of office are limited to the predecessors' remaining terms of office.
- Article 25 The Company may have a general manager and several senior vice presidents, vice presidents, managers and the principals of branches. The provisions in Article 29 of the Company Act should be followed for the appointment, dismissal and remuneration of such persons. The general manager takes orders from the Board, and is in charge of all the Company's business with the assistance from senior vice presidents, vice presidents and managers.
- Article 25-1 The board is authorized to determine the remuneration of the chairman, directors based on their levels of participation in the Company's operations, the value of their contributions and the industry standard. The remuneration of directors distributed from annual earnings need to be audited by the remuneration committee and a resolution should be passed by the board meeting and a shareholders' meeting.
- Article 25-2 Based on actual needs in carrying out their respective duties, all the Company's directors may in their terms of office purchase liability insurance policies to reduce and disperse the risk of damage to all the directors, the Company and shareholders. The board is fully authorized to take care of all the directors' purchase of liability insurance policies.
- Article 26 The Company's fiscal year starts from January 1 and ends on December 31 each year. The board should, in accordance with the legal procedure, prepare the following documents after the end of each fiscal year to the shareholders meeting for recognition.
- (1) Business report
- (2) Financial statements
- (3) Motions for distribution of earnings or making up for losses
- Article 27 The Company should distribute 0.6% to 2% of the profit of the current year distributable as employees' compensation, and 3% or less of its profit of the current year distributable as directors' remuneration. However, the Company's accumulated losses shall have been covered

first.

The Company's profit of the current year distributable mentioned above is the earnings before tax deducting employees' compensation and directors' remuneration. A company may, by a resolution of majority vote at a meeting of board of directors attended by two-thirds or more of the total number of directors, have the profit distributable as employees' compensation and directors' remuneration; in addition, a report of such distribution shall be submitted to the shareholders' meeting.

The employees' compensation can be in the form of shares or cash. And such compensation may apply to the employees of the Company's parents or subsidiaries who meet certain specific requirements which shall be determined by the board of directors.

- Article 27-1 The Company's business environment is a stably growing financial industry. For the purpose of business expansion and re-investment plan, the Company's policy for dividend distribution takes into considerations such as the Company's business development, the Company's future capital expenditure budget and demand for fund, shareholders' interest, and the balance between dividends and the Company's long-term financial planning. With regard to the Company's earnings in each fiscal year, after all taxes and dues have been paid and losses in previous years have been covered, the Company shall first set aside 10% as legal reserve, 20% as special reserve, and other reserve specified by relevant regulations. The Company should add the remaining balance to the undistributed earnings in previous years, and then distribute at least 10% of it as dividends. Earnings may be distributed in the form of cash dividend or stock dividend, but the percentage of cash dividend for the year should not be less than 10% of the total dividend for the year. Dividend may not be distributed if an annual loss occurs, and the loss should be first made up if retained earnings are used for dividend distribution.
- Article 28 The Company can invest in businesses approved by the Competent Authority and the total amount of its investments is not limited by Article 13 of the Company Act, unless other laws or regulations provide otherwise.
- Article 29 The Company's Articles of Association shall be formulated by the board of directors.
- Article 30 Provisions in relevant laws and regulations should be followed for matters not included in this Articles of Association.
- Article 31 This Articles of Association was formulated on January 4, 1997. The first amendment was made on August 11, 1997; the second amendment was made on April 27, 1997; the third amendment was made on April 8, 2002; the fourth amendment was made on November 14, 2002; the fifth amendment was made on June 27, 2003; the sixth amendment was made on March 17, 2008; the seventh amendment was made on August 26, 2008; the eighth amendment was made on May 27, 2009; the ninth amendment was made on May 27, 2010; the tenth amendment was made on June 19, 2012; the eleventh amendment was made on May 20, 2014; the twelfth amendment was made on May 20, 2015; the thirteenth amendment was made on May 27, 2016; the fourteenth amendment was made on May 31, 2017; the fifteenth amendment was made on June 19, 2020; the sixteen amendment was made on June 21, 2022.