

# Synnex Technology International Corp.

## Articles of Incorporation

### Section 1 General Principles

Article 1 The Company has been incorporated in accordance with the provisions of the Company Act of the Republic of China. The Chinese name of the Company is “Lian Qiang International Corporation.” The English name of the Company is “Synnex Technology International Corporation.”

Article 2 The Company's scope of business is as follows:

- I. F113050 Wholesale of Computing and Business Machinery Equipment.
- II. F118010 Wholesale of Computer Software.
- III. F113070 Wholesale of Telecom Instruments.
- IV. F119010 Wholesale of Electronic Materials.
- V. F113110 Wholesale of Batteries.
- VI. F116010 Wholesale of Photographic Equipment.
- VII. IE01010 Telecommunications Number Agencies.
- VIII. CC01110 Computers and Peripheral Equipment Manufacturing.
- IX. JA02010 Electric Appliance and Audiovisual Electric Products Repair Shops.
- X. F401021 Import of Controlled Telecommunications Radio-Frequency Devices and Materials.
- XI. G801010 Warehousing and Storage.
- XII. F401010 International Trade.
- XIII. I301010 Software Design Services.
- XIV. ZZ99999 Apart from the approved business items, the Company is also allowed to operate other business not prohibited or restricted by law.
- XV. F108031 Wholesale of Medical Equipment.
- XVI. F208031 Retail sale of Medical Equipment.

Article 2-1 The total amount of Company's investment is not limited to 40% of paid-in capital as provided in Article 13 of the Company Act.

Article 3 The Company's primary place of business is in Taipei City, Republic of China, and may set up branches within or outside the territories of the Republic of China where the Company deems necessary or appropriate for conducting business.

Article 4 The Company may provide guarantees as required for its business activities.

## Section 2 Capital

Article 5 The Company has a total capital of NT\$24 billion, divided into 2.4 billion shares (50 million of which are designated for employee stock option certificates), with a par value of NT\$10 per share. The board of directors may issue the unissued shares in installments as needed, part of which may be preferred stocks. The Taiwan Depository & Clearing Corporation may request that the Bank substitute a share certificate in larger denominations for the share certificates of par value.

Article 5-1 The rights and obligations and other important terms of issuance associated with preferred stocks of the Company are as follows:

- I. The annual dividend rate of preferred stocks is limited to 8%. The dividends shall be calculated based on issue price per share and may be distributed in the form of cash once annually. After the ratification of the financial statements by the annual shareholders' meetings, the board of directors will determine the base date to pay the dividends for the preceding fiscal year. For dividends distributable for the year of issuance and recovery, the dividend shall be calculated based on the actual number of days issued during the year.
- II. The Company has the right to decide dividend distribution on preferred stocks, if any, at its sole discretion. If there are no surplus earnings, the surplus earnings are not enough for distributing dividends of the preferred stocks in whole or in part after the final account, or due to any other consideration, the Company may, by the approval of the shareholders' meeting, decide not to distribute dividends for preferred stocks, which shall not constitute a breach of contract. Should the preferred stocks be non-cumulative preferred stock, the undistributed or insufficiently distributed dividends shall not be accumulated for solvency in the future.
- III. Except for receiving dividends as specified in Subparagraph 1 of this Paragraph, shareholders of preferred stocks are not eligible for the dividend entitlements of ordinary stocks, including earnings distribution and capital reserves distributed in cash or being reallocated as capital.
- IV. In terms of priority for the allocation of the Company's remaining assets, the shareholders of preferred stocks shall have a higher priority than those of ordinary shares and the same priority with those of the other various preferred stocks issued by this Company and those of preferred stocks all shall be lower than the general creditors, however, the allocation to the shareholders of preferred stocks shall not exceed the value of the currently outstanding preferred stocks at issuance price.
- V. Shareholders of preferred stocks are not entitled to any voting rights or election rights during shareholders' meetings, however they are entitled to voting rights during shareholders' meetings for preferred stock shareholders and those involving the rights and obligations of preferred stock shareholders during shareholder's meetings.
- VI. Preferred stocks may not be converted to ordinary stocks.
- VII. Where the preferred stock does not have a maturity date, the shareholders of the preferred stocks may not request that the Company recall the preferred

stocks they hold. However the Company may recall all or a portion of the outstanding preferred stocks at any time at the issuance price after five years from issuance. For preferred stocks that have not been recalled, the rights and obligations prescribed in the terms of issuance in the above subparagraphs shall persist. Should the Company resolve to issue dividends, the dividend up until the recovery date shall be calculated based on the actual number of days issued during the year.

VIII. The additional paid-in capital from the issuance of preferred stocks shall not be reallocated as capital during the issuance period of such preferred stocks, unless it is for the purpose of making up losses.

The board of directors is authorized to determine the name, date, and terms of issuance depending on the condition of the capital market and the purchasing intentions of the investors at the time of actual issuance, in compliance with the Company's Articles of Incorporation and relevant laws and regulations.

Article 6 The Company's stocks shall be signed, sealed, and numbered by the director who is authorized to represent the Company. The stocks shall be issued after proper certification by the competent authority or their authorized agent for stock issuance and registration.

When issuing new shares, the Company may print a single certificate to collectively represent all shares in the new issue, but shall then contact the centralized securities depository corporation for safekeeping of the share certificates.

When issuing the stocks, the Company may opt not to print any share certificates. The Company should, however, contact a centralized securities depository institute to register the shares.

Article 7 The shares of the Company shall all be issued as registered shares and the real name of the shareholder shall be specified on the certificate, where the name registered is the name of a legal person, the real name and address of its shareholders (or) representative shall be recorded in the Company's shareholders' roster. Where the legal person is jointly owned by two or more shareholders, one of them shall be deemed its representative.

Article 8 Any matters relating to the loss or damage of the shares shall be governed by relevant laws and regulations and the Regulations Governing the Administration of Shareholder Services of Public Companies prescribed by the competent authority.

Article 9 The Company may collect sufficient printing fees and cost of stamp tax set fees in the event of issuance of a new share certificate due to transfer of ownership or loss or damage of share certificate.

Article 10 The Company's shareholders shall submit specimens of their seals to the Company for registration. The specimens shall be used by the Company for purposes of verification when the shareholder wishes to collect dividends or exercise shareholders' rights.

Article 11 In the case where the shareholders of the Company apply for affairs related to the shares of the Company such as to reassign or create a pledge of rights, report of loss, inheritance or gifting of shares, report loss or change of seal, change to the residential address, or other exercise of rights, unless otherwise stipulated by the laws and regulations, the matter shall be handled in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies.

Article 12 Transfers of shares shall not be made in the shareholder register within 60 days before an annual shareholders' meeting, 30 days before an extraordinary shareholders' meeting, or 5 days before the ex-dividend date or the date set for the distribution of bonuses or other benefits.

Article 12-1 Where the Company buys its stocks in accordance with the Company Act, the assignment subjects may include employees of controlled or affiliated companies that meet the criteria.

The employee subscription right of the Company may be granted to employees of controlled or affiliated companies that meet the criteria.

Where the Company issues new shares, the employee purchasing the shares may include employees of controlled or affiliated companies that meet the criteria.

Where the Company issues restricted stock for employees, the qualification requirements of employees may include employees of controlled or affiliated companies that meet the criteria.

For employees of controlled or affiliated companies that meet the criteria as referred to in this provision, the chairman of the board is authorized to set such criteria.

### **Section 3 Shareholders' Meetings**

Article 13 The Company holds two types of shareholders' meeting, listed in the following:

- I. Annual shareholders' meeting;
- II. Extraordinary shareholders meeting.

The annual shareholders' meeting is to be held once every year which shall be convened within six months after the close of each fiscal year.

An extraordinary shareholders meeting shall be convened when necessary and shall, unless otherwise provided for in the Company Act, be convened by the board of directors.

Extraordinary shareholders' meetings may be held whenever necessary, and are subject to compliance with relevant laws.

A shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.

Article 14 The convention of a shareholders' meeting must be communicated to shareholders at least 30 days before an annual shareholders' meeting and 15 days before an extraordinary shareholders' meeting. Date, venue, and agenda items must be

explained in detail in the meeting notices and announcements.

Article 15 Resolutions at a shareholders' meeting shall, unless otherwise provided for in the Company Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total voting rights.

Article 16 (Deletion)

Article 17 Shareholders of the Company are entitled to one vote for every share held. However, preferred stocks without voting rights issued by the Company or the Company holding its own shares in accordance with the laws is not entitled to voting rights.

Article 18 If a shareholder is unable to attend the shareholders' meeting in person, a proxy can be appointed by completing the Company's proxy form and by specifying the scope of delegated authority. Representation by proxy, unless otherwise provided for in the Company Act, shall be governed by the provisions of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies prescribed by the competent authority.

Article 19 Shareholders' meeting shall be chaired by the Company's chairman of the board, Where the chairman of the board is absent, one of the directors shall act as chair on his/her behalf in accordance with Article 208 of the Company Act. 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 convening the shareholders' meeting, the chairman of the meeting shall be elected from among themselves.

Article 20 Shareholders' meeting resolutions shall be compiled into detailed minutes, and signed or sealed by the Chairman then disseminated to each shareholder no later than 20 days after the meeting.

The minutes of shareholders' meeting shall record the date and place of the meeting, the name of the chairman, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. The minutes shall be kept permanently throughout the life of the Company.

The distribution of minutes of shareholders' meeting as referred to in Paragraph 1 shall be governed by the Company Act.

The attendance log bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies shall be kept for at least a year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, these documents shall be retained until the conclusion of the litigation.

#### **Section 4 Director**

Article 21 The board of directors of the Company consists of seven to twelve directors. The number of independent directors shall not be fewer than three.

Any directors' election of the Company shall be adopted to the system for nomination of candidates in accordance with the provisions of the Company Act, and the shareholders shall elect from among the list of director candidates.

The election of directors shall be in compliance with Article 198 of the Company Act. Independent and non-independent directors shall be elected at the same time, but the numbers of independent or non-independent directors to be elected shall be calculated separately. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed an independent or non-independent director elect.

Article 21-1 The Company will establish an audit committee in accordance with Article 14-4 of the Securities and Exchange Act. The audit committee shall consist of all the independent directors. The audit committee or the members of the audit committee shall be responsible for executing the authority of the supervisors according to the Company Act, Securities and Exchange Act and other relevant regulations.

Article 22 Each director's term shall be three years, and directors may be re-elected.

Article 23 The directors of the Company shall be elected by the shareholders' meeting from among the persons with disposing capacity. The board of directors may resolve to purchase liability insurance for directors of the Company. The remuneration of the directors shall be determined by the board of directors and based on the general standards of the industry. The total number of registered shares of the Company held by all directors shall be set in accordance with the standard stipulated in the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies promulgated by the competent authority.

Article 24 The directors shall appoint one among them to be chairman of the board.

Article 25 The chairman of the board shall represent the Company externally.

Article 26 Apart from the first meeting of each newly elected board of directors, which shall be convened by the director receiving the most votes, the board of directors' meeting shall be convened and chaired by the chairman of the board and the convener shall communicate the date and the agenda items to the directors at least 7 days before the meeting. However, meetings can be held at any time in case of emergency, without the aforementioned method of communication. The meeting notices prescribed in the preceding paragraph may be distributed by written document, e-mail, or fax. Board meetings may be held inside or outside of the Republic of China.

Article 27 Board meetings shall be chaired by the chairman of the board. Where the chairman of the board is absent, one of the directors shall act as chair on his/her behalf in accordance with Article 208 of the Company Act.

Article 28 Unless otherwise regulated by the law, each director shall have a vote; the quorum for board of directors' meeting requires the presence of more than half of the total board members; and any resolution shall be passed with more than half of attending

directors voting in favor. Where those voting in favor are the same as those voting against a certain item in a board of directors' meeting, the chairman of the board does not enjoy an extra deciding vote; the same shall apply for shareholders' meeting.

Article 29 A director may designate other directors as proxy to attend the board of directors' meetings by written authorization, such proxy may then exercise voting rights on all agenda items of the meeting. One director can represent the presence of only one other director.

Article 30 The directors shall adopt resolutions in the board of directors' meeting and exercise their duties.

Article 31 When a meeting of the Board of Directors is conducted in the form of a video conference meeting, the directors taking part via video conferencing shall be deemed to have attended the meeting in person.

Article 32 (Deletion)

Article 33 The board of directors shall have one secretary, governing the important documents, contracts, and shares of the board of directors and the Company.

## **Section 5 Human resource**

Article 34 The Company may appoint managers, the title of which shall be established according to the needs of the Company. The appointment and discharge of managers shall be by a majority resolution of the board of directors where over half of the directors is in attendance.

Article 35 The managers appointed by the Company shall carry out the duties designated by the board of directors; where the board of directors has not made such designation, the manager shall carry out duties designated by the chairman of the board.

Article 36 The board of directors may appoint other management and designate their duties when necessary.

## **Section 6 Financial reports**

Article 37 The fiscal year of the Company begins on January 1 every year and ends on December 30 of that year; the board of directors shall prepare the following reports at the end of each fiscal year and submits such reports to the annual shareholders' meeting for acknowledgment:

- I. Business report.
- II. Financial statements.

III. Proposals for the distribution of surplus earnings or offsetting of losses.

Article 38 In order to provide incentive to employees and the management team, the Company's net income before tax before deducting remuneration to employees and Directors and after making up for losses in the current fiscal year should be applied to pay remuneration to employees in an amount not exceeding 10% and not less than 0.01% of the balance, and to Directors for an amount not more than 1% of the balance. Employee remuneration may be distributed in stock or cash and director remuneration may be distributed in cash subject to a resolution adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors.

Employee remuneration may be distributed in stock; remuneration may also be distributed for employees of controlled or affiliated companies that meet the criteria. The chairman of the board is authorized to set such criteria.

Article 38-1 The Company's annual earnings at the end of the accounting year shall be first subject to taxation, reimbursement of previous losses, followed by a 10% provision for statutory earnings reserve and provision or reversal for special reserve by law. If there is profit remaining, may be distributed as dividends of the preferred stocks for the current year and then the board of directors shall prepare a proposal to distribute the balance amount, together with accumulated non-distributed profit. Where dividends are distributed in the form of stocks, the distribution shall be subject to the approval of the shareholders' meeting. Where dividends are distributed in the form of cash, the board of directors is authorized to make such distribution by approval of more than half of directors present at a meeting where more than two-thirds of the directors are in attendance, and shall also be reported at the shareholders' meeting.

The Board of Directors shall determine the shareholders' cash dividend ratio with the consideration of the financial structure of the Company, future earnings situation, and business development; however, the cash dividend ratio may not be less than 15% of the total current dividend distributed to shareholders.

Article 38-2 Where the Company incurred no loss, the board of directors may draft distribution proposals to distribute part or all of the legal reserve and capital surplus specified in Article 241 of the Company Act to shareholders. Where dividends are distributed in the form of stocks, the distribution shall be subject to the approval of the shareholders' meeting. Where dividends are distributed in the form of cash, the board of directors is authorized make such distribution by approval of more than half of the directors present at the meeting, where more than two-thirds of the directors are present, and shall also be reported at the shareholders' meeting.

## **Section 7 Supplementary Provisions**

Article 39 The internal organization and business operation shall be governed by the resolution of the board of directors.

Article 40 Any issues not covered under the Articles of Incorporation shall be handled in accordance with the stipulations of the Company Act of the Republic of China.

Article 41 The Articles of Incorporation were drafted and agreed upon by all founders on September 1, 1988. It officially takes effect after the approval of the competent authority; the same applies to any amendments. The 1st amendment was made on September 27, 1990. The 2nd amendment was made on June 18, 1991. The 3rd amendment was made on April 6, 1992. The 4th amendment was made on March 18, 1993. The 5th amendment was made on October 22, 1993. The 6th amendment was made on May 11, 1994. The 7th amendment was made on May 20, 1995. The 8th amendment was made on March 28, 1996. The 9th amendment was made on April 18, 1997. The 10th amendment was made on April 18, 1997. The 11th amendment was made on May 13, 1998. The 12th amendment was made on May 7, 1999. The 13th amendment was made on May 2, 2000. The 14th amendment was made on May 11, 2001. The 15th amendment was made on May 21, 2002. The 16th amendment was made on May 28, 2003. The 17th amendment was made on June 10, 2005. The 18th amendment was made on June 13, 2007. The 19th amendment was made on June 11, 2008. The 20th amendment was made on June 17, 2010. The 21st amendment was made on June 10, 2011. The 22nd amendment was made on June 13, 2012. The 23rd amendment was made on June 11, 2014. The 24th amendment was made on June 12, 2015. The 25th amendment was made on June 8, 2016. The 26th amendment was made on June 7, 2017. The 27th amendment was made on June 12, 2018. The 28th amendment was made on June 6, 2019. The 29th amendment was made on June 12, 2020. The 30th amendment was made on May 30, 2022. The 31st amendment was made on May 31, 2024.