

ARTICLES OF INCORPORATION
OF
SINOPAC SECURITIES CORPORATION

Section I - General Principles

Article 1

The Company is incorporated as a company limited by shares in accordance with the Company Law of the Republic of China and shall have the name of 永豐金證券股份有限公司 in Chinese (“永豐金證券” for short), and SinoPac Securities Corporation in English (“SinoPac Securities” for short).

Article 2

The Company shall operate business in the following areas:

1. H301011 Securities Brokerage
2. H401011 Futures Brokerage
3. H408011 Futures Introducing Brokerage Services
4. H405011 Futures Consultation Services
5. H105011 Trust
6. H304011 Securities Investment Consulting Enterprise

Article 2-1

The scope of business of the Company shall be as follows:

1. Accepting brokerage orders to trade securities on the centralized securities exchange
2. Accepting brokerage orders to trade securities on over-the-counter market
3. Conducting securities to trade margin purchase and short sale business
4. Accepting brokerage orders to trade foreign securities
5. Trading securities for our own account on the centralized securities exchange
6. Trading securities for our own account on over-the-counter market
7. Underwriting Securities
8. Carrying out shareholder services of a public company
9. Concurrently engaging in securities related futures business
10. Engaging in futures introducing broker business
11. Concurrently engaging in bills finance business
12. Concurrently operating a futures advisory enterprise
13. Conducting of wealth management business
14. Concurrently engaging in trust business
15. Concurrently conduct securities investment consulting business.
16. Other relevant securities businesses approved by the Competent Authority.

Article 2-2

The Company may act as a guarantor to its overseas subsidiaries.

Article 3

The Company has its head office in Taipei, Taiwan, Republic of China. Subject to the resolution of Board of Directors, the Company may, responding to its business needs, establish domestic and overseas branches.

Article 4

Public notices given by the Company shall be made in accordance with the Company Law.

Section II - Shares

Article 5

The total capital of the Company is nineteen billion New Taiwan Dollars (NT\$19,000,000,000), divided into one billion nine hundred million (1,900,000,000) shares, at ten New Taiwan Dollars per share. The unissued shares may be issued by a resolution of the Board of Directors.

Article 6

Share certificates of the Company shall be in registered form and shall be signed or sealed by at least three directors and then be legally authenticated before being issued.

Article 7

The registration of share transfer shall be suspended sixty (60) days immediately before the date of an annual meeting of shareholders, and thirty (30) days immediately before the date of a meeting of shareholders, or within five (5) days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Company.

Section III- Shareholders' Meeting

Article 8

Shareholders' meetings shall be of two types, annual meetings and special meetings. Unless otherwise provided by the laws and regulations, annual meetings shall be convened by the Board of Directors, within six (6) months from the end of each fiscal year in accordance with the Company Law. Special meetings shall be convened in accordance with the law when necessary.

Article 9

Shareholders may designate a proxy to attend a shareholders' meeting by signing or sealing a power of attorney printed by the Company stating therein the scope of authority.

Article 10

Unless otherwise provided by the laws and regulations, each share has one voting right.

Article 11

Except as otherwise provided by the laws and regulations, a resolution of the shareholders' meetings shall be adopted by the majority of the votes represented by the attending shareholders who hold the majority of the Company's issued shares.

Article 11-1

If the issued shares are wholly owned by the same financial holding company, the duties and powers of shareholders' meetings shall be exercised through Board of Directors and the Company Law and provisions governing shareholders' meetings in the Articles of Incorporation are not applicable, provided that meeting minutes of the Board of Directors shall be submitted to the financial holding company for record.

Section IV – Directors

Article 12

The Company shall establish the Board of Directors consisting of from 9 to 13 directors whose term of office is three years. All of the directors are elected by the shareholders' meeting from among the persons with capacity for civil acts, and are eligible for re-election. The Company shall establish independent directors, not less than three in number and not less

than one-fifth of the total number of directors.

Independent directors shall be elected by adopting candidate nomination system as specified in Article 192-1 of the Company Law, and shareholders shall elect independent directors from among the nominees listed in the roster of independent director candidates.

The 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 be governed by relevant laws and regulations.

Directors in paragraph 1 and independent directors shall be designated by the financial holding company if the issued shares of the Company are wholly owned by the same financial holding company. With respect to independent directors, the paragraph 3 above is not applicable but relevant laws and regulations still apply.

Article 12-1

As of the tenth term Board of Directors, the Company shall establish the audit committee. The audit committee is to be comprised of the entire number of independent directors. It is to have no fewer than three persons in number, one of whom shall be the convener, and at least one of whom shall have accounting or financial expertise. The exercise of powers by audit committee, audit committee charter and any provisions needed to be complied with, shall be governed by relevant regulations and organizational rules.

Article 13

The Board of Directors shall be formed by directors. The directors shall elect a chairman from among themselves by a majority vote at a meeting attended by two-thirds or more of the directors. The chairman is authorized to represent the Company.

Each director shall attend Board meetings in person. Directors may designate other directors as their proxies with a power of attorney stating the scope of authority to attend Board meetings if directors are absent with leave.

Convening notice of Board meetings, preparation and distribution of Board Minutes may be sent by means of electronic transmission.

Article 14

If on leave or otherwise unable to perform his/her duties, the Chairman of the Board shall designate one of the directors to act on his/her behalf. In the absence of such a designation, the directors shall elect from among themselves an acting Chairman of the Board.

Article 15

The functions and responsibilities of the Board of Directors shall be as follows:

1. Approval of business strategies and financial plans
2. Approval of budget and proposal of auditing principles
3. Proposal of amendments to the Articles of Incorporation
4. Approval of organizational rules
5. Approval of corporate governance plans
6. Approval of important major rules
7. Approval of capital increase or decrease and issuance of shares
8. Proposal of profit distribution
9. Resolutions concerning the issuance of corporate bonds
10. Resolutions concerning the repurchase of the Company's stock
11. Approval on the appointment, dismissal and the remuneration of the managerial personnel or the same position of other personnel
12. Approval or proposal of the acquisition or disposition of assets
13. Approval or preparation of material contracts to be entered with third parties
14. Approval on the appointment, dismissal and remuneration of the Certified Public Accountant of the Company
15. Approval of the distribution ratio of directors' remuneration
16. Approval of the distribution form and ratio of employees' remuneration
17. Exercise other powers prescribed by law or authorized by shareholder's meetings.

Article 15-1

The Board of Directors may invite managerial personnel of the Company or directors, supervisors, managerial personnel of its subsidiaries to attend Board meeting, but they do not have voting rights.

Article 15-2

Directors of the Company may be currently a director or supervisor of its subsidiaries unless otherwise provided by law.

Article 16

Deleted

Article 16-1

Deleted

Article 17

The Board of Directors is authorized to determine remuneration for Chairman of the Board and directors by making reference to those in similar industries.

Section V –Managerial personnel

Article 18

The Company shall have several managerial personnel. Appointment, removal, and remuneration of managerial personnel shall be made in accordance with the relevant laws, regulations and the bylaws of the Company.

Subject to scope of delegation, managerial personnel shall be empowered to manage the business of the Company and to sign on behalf of the Company.

Section VI –Accounting

Article 19

At the end of each fiscal year, the Board of Directors shall prepare the statements and records and submit them to the annual general meeting of shareholders in accordance with legal procedures for its ratification.

Article 20

If the Company has a profit at the year's final accounting, 0.5% of annual profits shall constitute employees' remuneration and not exceeding 1% of annual profits shall constitute directors' remuneration; provided, however, that the Company shall have reserved a sufficient amount to offset its accumulated losses.

The Company may distribute directors' remuneration in cash and employees' remuneration may be distributed in cash or in the form of shares. Employees eligible for the foregoing remuneration include employees of the Company's subsidiaries who meet the criteria set forth by the Board of Directors. The distribution ratio of directors' remuneration and the distribution form and ratio of employees' remuneration shall be approved by a resolution

adopted by a majority vote at a meeting of Board of Directors attended by two-thirds of the total number of directors. In addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

The Corporation shall cover its accumulated losses with the profit made in the current year (i.e., pre-tax profit deducting profit distributable as remuneration of employees, and directors) prior to assessing remuneration for its employees, and directors.

Article 20-1

The Company shall, after covering all losses and paying all taxes, set aside 10% of its surplus profits as legal reserve. The Company shall also set aside special reserve according to rules of the Competent Authority. The Board of Directors shall propose the distribution of any remainder surplus profits and seek the meeting of shareholders for approval.

When the amount of legal reserve or special reserve reach the total paid-up capital, no further allocation is required.

The Company will distribute dividend in consideration of factors including future business developments, operation plans, long-term financial plans and rights of shareholders. The distribution of dividends is made preferably subject to a condition that cash and stock dividends shall be in the ratio of 70:30 on the total dividends to be paid out. Nonetheless, the cash dividend policy would be adjusted in accordance with the Company's need for future development and operating fund.

Section VII—Supplementary Regulations

Article 21

For matters not covered herein, provisions in the Company Law shall govern.

Article 22

These Articles of Incorporation were enacted on September 8, 1988. The first amendment was made on May 8, 1989; the second amendment was made on January 22, 1991; the third amendment was made on April 26, 1991; the fourth amendment was made on April 25, 1992; the fifth amendment was made on April 21, 1994; the sixth amendment was made on May 7, 1996; the seventh amendment was made on April 7, 1997; the eighth amendment was made on April 16, 1998; the ninth amendment was made on May 14, 1999; the tenth amendment was made on May 3, 2000; the eleventh amendment was made on May 3, 2000; the twelfth amendment was made on December 12, 2000; the thirteenth amendment was made on May

22, 2001; the fourteenth amendment was made on November 19, 2001; the fifteenth amendment was made on May 9, 2002; the sixteenth amendment was made on May 5, 2003; the seventeenth amendment was made on October 26, 2004; the eighteenth amendment was made on August 15, 2005; the nineteenth amendment was made on January 20, 2006; the twentieth amendment was made on July 27, 2006; the twenty-first amendment was made on May 29, 2007; the twenty-second amendment was made on July 29, 2008; the twenty-third amendment was made on July 25, 2012; the twenty-fourth amendment was made on July 31, 2013; the twenty-fifth amendment was made on June 30, 2015; the twenty-sixth amendment was made on December 30, 2015; the twenty-seventh amendment was made on December 27, 2017